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
FAIRFIELD 401K PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 02/01/1996

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)

FF PROPERTIES LP

5510 MOREHOUSE DRIVE SUITE 200
SAN DIEGO, CA 92121

2b Employer Identification Number (EIN)
33-0775355

2c Plan Sponsor's telephone number
858-457-2123

2d Business code (see instructions)
531390

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.	10/02/2018	KIM KNIGHT
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/02/2018	KIM KNIGHT
	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**	2097
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)**	1238
a(2) Total number of active participants at the end of the plan year	**6a(2)**	1308
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	482
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	1790
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f Total. Add lines **6d** and **6e**.	**6f**	1790
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1705
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	70
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 2S 2T 3D

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

9a Plan funding arrangement (check all that apply)

(1)	[X]	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)	[X]	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)	[X]	1	**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 A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

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
FAIRFIELD 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FF PROPERTIES LP

D Employer Identification Number (EIN)
33-0775355

Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions

Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
PRUDENTIAL RETIREMENT INS AND ANNUITY CO

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-1050034	93629	041697	1790	01/01/2017	12/31/2017

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	12046673
5	Current value of plan's interest under this contract in separate accounts at year end	5	8869377

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GUARANTEED GENERAL ACCOUNT CONTRACT

b	Balance at the end of the previous year			7b	11772484
c	Additions: (1) Contributions deposited during the year	7c(1)	1667028		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	257240		
	(4) Transferred from separate account	7c(4)	32269		
	(5) Other (specify below)	7c(5)	1908984		
	▶ LOAN REPAYMENTS, TRANSFERS IN MISCELLANEOUS IN FORFEITURE CREDITS				
	(6) Total additions			7c(6)	3865521
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	15638005
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	1579117		
	(2) Administration charge made by carrier	7e(2)	993		
	(3) Transferred to separate account	7e(3)	119687		
	(4) Other (specify below)	7e(4)	1891535		
	▶ LOAN INITIATIONS, TRANSFERS OUT MISCELLANEOUS OUT FORFEITURES DEBITS				
	(5) Total deductions			7e(5)	3591332
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	12046673

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.			**10b**	

Specify nature of costs.

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500)	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
FAIRFIELD 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FF PROPERTIES LP

D Employer Identification Number (EIN)
33-0775355

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

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

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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)

401K ADVISORS, INC.

33-0905143

(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 49	NONE	40000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 15 37 49 50 64	NONE	34212	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

LAVINE, LOFGREN, MORRIS, & ENGELBER

33-0690020

(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 15	NONE	25050	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)

(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
PRUDENTIAL RETIREMENT INSURANCE AND	15 64	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRUDENTIAL RETIREMENT INSURANCE AND 06-1050034	35.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2017 TO 2/28/2017 GUARANTEED INCOME FUND

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRUDENTIAL RETIREMENT INSURANCE AND 06-1050034	25.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 3/1/2017 TO 12/31/2017 GUARANTEED INCOME FUND

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(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

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(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
FAIRFIELD 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
FF PROPERTIES LP

D Employer Identification Number (EIN)
33-0775355

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: CORE PLUS BOND / PGIM FUN

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-299	P	8064449

a Name of MTIA, CCT, PSA, or 103-12 IE: SA/JANUS BALANCED STRAT

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-180	P	804928

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
FAIRFIELD 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FF PROPERTIES LP

D Employer Identification Number (EIN)
33-0775355

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	1924809	1965336
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	7694234	8869377
(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)	45990811	57482089
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	11772484	12046673
(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	67382338	80363475
	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	67382338	80363475

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)	2078991	
	(B) Participants	2a(1)(B)	6354844	
	(C) Others (including rollovers)	2a(1)(C)	1002352	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		9436187
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)	85625	
	(F) Other	2b(1)(F)	257240	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		342865
	(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)	383003	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		383003
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		582554
(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)		9916620
c Other income	2c		46742
d Total income. Add all **income** amounts in column (b) and enter total	2d		20707971
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	7624948	
(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)		7624948
f Corrective distributions (see instructions)	2f		2582
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	99304	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		99304
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		7726834
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		12981137
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [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: LAVINE, LOFGREN, MORRIS & ENGELBERG **(2)** EIN: 33-0690020

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		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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
FAIRFIELD 401K PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FF PROPERTIES LP

D Employer Identification Number (EIN)
33-0775355

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): 22-1211670

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: _____% 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):

FAIRFIELD 401(K) PLAN

INDEPENDENT AUDITORS' REPORT, FINANCIAL STATEMENTS, AND SUPPLEMENTAL SCHEDULE

December 31, 2017

FAIRFIELD 401(K) PLAN

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SUPPLEMENTAL SCHEDULE:

Schedule H, Part IV, Line 4i – Schedule of Assets Held for Investment Purposes at End of Year 12

LAVINE, LOFGREN, MORRIS & ENGELBERG, LLP
CERTIFIED PUBLIC ACCOUNTANTS

4180 LA JOLLA VILLAGE DRIVE SUITE 300 LA JOLLA CALIFORNIA 92037

PHONE (858) 455-1200
FAX (858) 455-0898
WEB SITE www.llme.com

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INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of the
Fairfield 401(k) Plan
San Diego, California

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Fairfield 401(k) 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 statement of changes in net assets available for benefits – modified cash basis for the year ended December 31, 2017, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan 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. Plan 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting our audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL's") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Prudential Bank & Trust, F.S.B., the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2017 and 2016, and for the year ended December 31, 2017, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter – Basis of Accounting

We draw attention to Note 2 to the financial statements, which describes the basis of accounting. The financial statements are prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our disclaimer of opinion is not modified with respect to this matter.

Other Matter – Supplemental Schedule

The supplemental schedule (Schedule H, Part IV, Line 4i – Schedule of Assets Held for Investment Purposes at End of Year), as of December 31, 2017, is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.



La Jolla, California
September 21, 2018

FAIRFIELD 401(K) PLAN

Statements of Net Assets Available for Benefits (Modified Cash Basis)
As of December 31, 2017 and 2016

	2017	2016
ASSETS		
Investments at fair value:		
Mutual funds	$ 57,482,089	$ 45,990,811
Pooled separate accounts	8,869,377	7,694,234
Total investments at fair value	66,351,466	53,685,045
Investment at contract value:		
Guaranteed income fund - unallocated contract	12,046,673	11,772,484
Total investments	78,398,139	65,457,529
Notes receivable from participants	1,965,336	1,924,809
Total assets	80,363,475	67,382,338
LIABILITIES	-	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 80,363,475	$ 67,382,338

See accompanying notes to financial statements.

FAIRFIELD 401(K) PLAN

Statement of Changes in Net Assets Available for Benefits (Modified Cash Basis)
For the Year Ended December 31, 2017

Additions to net assets attributed to:		
Investment income:		
Dividends from mutual funds	$	383,003
Interest income from guaranteed income fund		257,240
Net appreciation in fair value of pooled separate accounts		582,554
Net appreciation in fair value of mutual funds		9,916,620
Net investment income		11,139,417
Other income:		
Interest income on notes receivable from participants		85,625
Other income		46,742
Total other income		132,367
Contributions:		
Participants - current		6,354,844
Participants - rollover		1,002,352
Employer		2,078,991
Total contributions		9,436,187
Total additions		20,707,971
Deductions from net assets attributed to:		
Benefits paid to participants		7,624,948
Corrective distributions		2,582
Administrative expenses		99,304
Total deductions		7,726,834
Net increase		12,981,137
Net assets available for benefits:		
Beginning of year		67,382,338
End of year	$	80,363,475

See accompanying notes to financial statements.

NOTE 1. DESCRIPTION OF PLAN

The Fairfield 401(k) Plan is sponsored by FF Properties L.P. (the "Company"). The following description of the Plan provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan, which became effective in 1996, is a defined contribution plan covering all employees who are at least 21 years of age and who have been employed for 1 year during which they have completed at least 1,000 hours of service. As of July 1, 2017, the Plan was amended to change the service requirement such that the plan covers employees who are at least 21 years of age once they have completed 30 days of service. The Plan generally excludes any employees who are nonresident aliens with no U.S. source income as well as employees subject to collective bargaining agreements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Participant Contributions

Elective Contributions – The Plan allows eligible participants to make elective salary reduction contributions. Participant contributions include those made by election of the employee in an amount up to 100% of eligible pre-tax compensation, as defined by the Plan and subject to limitations imposed by the Internal Revenue Code ("Code").

Participants who are age 50 or older may elect to defer additional pre-tax amounts (called "catch-up contributions") to the Plan. Participants may also contribute amounts representing distributions from other qualified sources.

Automatic Enrollment and Contributions – The Plan has adopted automatic enrollment and automatic contribution escalation features, such that, participants (except those who affirmatively elect a specific percentage or affirmatively elect to not participate) automatically have 4% of their eligible pre-tax compensation deferred into the Plan. Additionally, the Plan automatically increases deferral percentages by 1%, for participants who were subject to the automatic enrollment provisions described above and those who affirmatively elect to defer, on each year on the anniversary of the participant's plan entry date (unless a different date is selected by a participant) until the participant's deferral percentage reaches 10%. As of July 1, 2017, the Plan was amended to change the date of the automatic increase to each year on the anniversary of the participant's hire date (unless a different date is selected by the participant).

At any time, participants are able to affirmatively elect deferral percentages of their choosing and/or request automatic escalations to occur in a future period. Also, at any time participants may decline participation (opt-out) and/or decline to have their deferral rates escalated automatically.

Employer Contributions

The terms of the Plan allow the Company to make discretionary matching contributions equal to a specified percentage of a participant's compensation. For 2017, the discretionary matching contribution is equal to 50% of a participant's deferral contributions with maximum matching contribution of $5,000.

NOTE 1. DESCRIPTION OF PLAN (Continued)

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the remainder of their accounts is based upon years of credited service using the elapsed time method. The vesting schedule is 20% after 2 years of credited service and an additional 20% for each additional year of service until 100% vested after 6 years of credited service. A year of credited service is based on each twelve-month period of employment from a participant's date of hire.

In addition, participants automatically become fully vested, upon the attainment of normal retirement age (65) while employed, upon termination due to disability or death, or upon termination of the Plan.

Forfeitures

Forfeitures are used to reinstate previously forfeited amounts (account balances of participants who previously forfeited), offset administrative expenses of the Plan, and reduce the Company's contribution to the Plan. During 2017, $428,164 was forfeited from participant accounts for non-vested amounts, $410,556 was used to reduce the Company's 2017 matching contribution, $16,646 was used to reduce Plan expenses, and $966 was used for adjustments to participant accounts. The forfeiture account had investment gains of $2,308. As of December 31, 2017 and 2016, the forfeiture balance was $31,904 and $29,600, respectively.

Participant Accounts

Each participant's account is credited with the participant's contributions, the Company's contributions (if any), and an allocation of Plan earnings and losses. Allocations are based on participant earnings or account balances, as defined. Upon enrollment in the Plan, a participant may direct contributions and investments to any of the Plan's investment options. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Notes Receivable from Participants (Participant Loans)

Participants may borrow against their accounts a minimum of $1,000 up to a maximum generally equal to the lesser of $50,000 or 50% of their vested interest in their account balances. Loans are required to be repaid within 5 years unless the loan is used to acquire a principal residence, for which the repayment period is up to 10 years. The loans are secured by half of the participant's vested interests in his/her account balance. The loans bear interest at rates determined by the Plan administrator. The interest rates on loans as of December 31, 2017 ranged from 4.25% to 6.25%. Principal and interest are paid regularly through payroll deductions.

Benefits

Upon death, termination, retirement, attaining age 59½, and/or hardship, participants may elect to receive a distribution of their account in lump sum, or defer distribution if the account exceeds $1,000. Initial distributions must begin no later than April 1st following the Plan year in which the later of the following two events occurs: 1) the participant attains age 70½ or 2) termination of employment. At its discretion, the Plan may elect to distribute vested account balances of less than $1,000. As of July 1, 2017, the Plan was amended to permit the Plan to distribute vested account balances of less than $5,000.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The Plan maintains its books and financial records using the modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America. Under this method, contributions and revenues are recognized when received, rather than when earned, and expenses and excess contributions are recorded when paid, not when incurred.

Investment Valuation and Income Recognition

Investments are reported at fair value with the exception of fully benefit-responsive investment contracts, which are reported at contract 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. See Note 4 for discussion of fair value measurements.

Investment contracts held by a defined-contribution plan are required to be reported at fair value, except for fully benefit-responsive investment contracts. Contract value is the relevant measure for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded when received. Dividends are recorded on the ex-dividend date. Net appreciation in fair value of pooled separate accounts and mutual funds includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Use of Estimates

The preparation of financial statements in conformity with the modified cash basis of accounting requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Payment of Benefits

Benefits are recorded when paid.

Notes Receivable from Participants (Participant Loans)

Notes receivable from participants are measured at their unpaid principal balance. Interest income is recorded when received. Related fees are recorded as administrative expenses, charged to participant accounts and expensed when they are paid. If a participant ceases to make loan repayments and the Plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Subsequent Events

The Plan has evaluated subsequent events through the date of the independent auditors' report, which is the date these financial statements were available to be issued.

NOTE 3. SUMMARY OF INFORMATION CERTIFIED BY THE TRUSTEE

As of December 31, 2017 and 2016, the Plan's trustee, custodian, and record keeper is Prudential Bank & Trust, F.S.B. ("Prudential"). All investments are participant-directed and held by Prudential. All investment information disclosed in the accompanying financial statements and supplemental schedule (Schedule H, Part IV, Line 4i), including investments held at December 31, 2017 and 2016, and net appreciation in fair value of investments, dividends, interest and other income for the year ended December 31, 2017, were obtained or derived from information provided to the Plan administrator and certified as complete and accurate by Prudential.

NOTE 4. FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1 – Inputs are unadjusted, quoted market prices in active markets for identical assets or liabilities at the measurement date.

Level 2 – Inputs are either directly or indirectly observable for the asset or liability through correlation with related market data at the measurement date and for the duration of the instrument's anticipated life.

Level 3 – Inputs are both unobservable and significant to the overall fair value measurement for the asset or liability at the measurement date. These inputs reflect Plan management's best estimate of what market participants would use in pricing the asset or liability at the measurement date. Consideration is given to the risk inherent in the valuation technique and the risk inherent in the inputs to the model.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs. There have been no changes in the methodologies used at December 31, 2017 and 2016. The following is a description of the valuation methodologies used for investments measured at fair value at December 31, 2017 and 2016:

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Pooled separate accounts: Valued at the separate accounts unit value of shares held by the Plan. Separate accounts unit value is based upon the fair value of the underlying investments on the last business day of the Plan year as determined and published by Prudential Retirement Insurance & Annuity Company ("Prudential Retirement Insurance").

NOTE 4. FAIR VALUE MEASUREMENTS (Continued)

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

The following tables set forth by level within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2017 and 2016:

	December 31, 2017			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds	$ 57,482,089	$ -	$ -	$ 57,482,089
Pooled separate accounts	-	8,869,377	-	8,869,377
Total investments at fair value	$ 57,482,089	$ 8,869,377	$ -	$ 66,351,466

	December 31, 2016			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds	$ 45,990,811	$ -	$ -	$ 45,990,811
Pooled separate accounts	-	7,694,234	-	7,694,234
Total investments at fair value	$ 45,990,811	$ 7,694,234	$ -	$ 53,685,045

There were no transfers between Levels 1 and 2, and no transfers in or out of Level 3 between December 31, 2016 and 2017.

NOTE 5. FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACT

The Plan includes a Guaranteed Income Fund, which holds a group annuity insurance contract with Prudential Retirement Insurance. This contract meets the fully benefit-responsive investment contract criteria and, therefore, is reported at contract value. Contract value is the relevant measure for financial statement reporting of fully benefit-responsive investment contracts because this is the amount received by participants if they were to initiate permitted transactions under the terms of the Plan. Contract value represents contributions made under each contract, plus earnings, less participant withdrawals and administrative expenses.

The Plan owns a promise to pay interest at crediting rates which are announced in advance and guaranteed for a specified period of time as outlined in the group annuity contract. This product is not considered a guaranteed investment contract as it has no maturity date or penalty for early withdrawal and there are not any known cash flows that could be discounted. The average rate of return on the guaranteed income fund during 2017 was 2.03%.

The Plan's ability to receive amounts due in accordance with the investment contract is dependent on Prudential Retirement Insurance’s ability to meet its financial obligations which may be affected by future economic and regulatory developments. Generally there are not any events that could limit the ability of the Plan to transact at contract value paid within 90 days or, in rare circumstances, contract value paid over time. There are not any events that allow the issuer to terminate the contract and which require the Plan sponsor to settle at an amount different than contract value paid either within 90 days or over time.

NOTE 6. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue 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 7. TAX STATUS

The Company has adopted a qualified prototype plan under Section 401 of the Code. The prototype plan qualification applies only to plans which adopt the standardized plan provided all the terms of the Plan are followed, and the eligibility requirements and contribution or benefit provisions are not more favorable for highly compensated employees than for other employees. The Plan has been amended since the original prototype plan was established; however, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the accompanying financial statements.

The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2017, there are no uncertain positions taken or expected to be taken that would require disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no tax audits in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2014.

NOTE 8. RELATED PARTY TRANSACTIONS AND PARTY-IN-INTEREST TRANSACTIONS

The Company provides certain administrative services for the Plan at no cost to the Plan. Additionally, certain plan investments are managed by the trustee of the Plan, Prudential, which earns a fee for the services. These transactions qualify as exempt party-in-interest transactions.

NOTE 9. RISKS AND UNCERTAINTIES

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

SUPPLEMENTAL SCHEDULE

FAIRFIELD 401(K) PLAN

Attachment for Form 5500 – Schedule H, Part IV, Line 4i –
Schedule of Assets Held for Investment Purposes at End of Year **EIN: 33-0775355**
As of December 31, 2017 **Plan Number: 001**

	(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[(1)]	(e) Current value
		Mutual Funds:			
		American Funds	American EuroPacific Growth R4	-	$ 13,331,678
		JP Morgan Chase Co.	JPMorgan Large Cap Growth I	-	9,480,116
		Invesco Van Kampen Investments	Invesco Growth & Income A	-	8,417,806
		Diamond Hill Capital Management, Inc.	Diamond Hill Small-Mid Cap A	-	4,862,881
		Janus Capital Group, Inc.	Janus Henderson Small Cap Value T	-	4,346,652
		Dreyfus Corporation	Dreyfus Midcap Index Inv	-	4,088,571
		Columbia Management	Columbia Contrarian Core A	-	3,996,106
		MassMutual Life Insurance Company	MassMutual Select Mid Cap Growth Adm	-	3,339,787
		Invesco Van Kampen Investments	Invesco Small Cap Growth Y	-	2,902,618
		Nuveen Investment Trust	Nuveen Real Estate Securities A	-	1,258,768
		T. Rowe Price	T Rowe Price Equity Index 500	-	892,307
		iShares	iShares MSCI EAFE Index Inv A	-	349,739
		iShares	iShares US Aggregate Bond Index Investor A	-	215,060
		Pooled Separate Accounts:			
*		Prudential Retirement Insurance & Annuity Co.	Core Plus Bond/Pgim Fund	-	8,064,449
*		Prudential Retirement Insurance & Annuity Co.	SA/Janus Balanced Strategy	-	804,928
		Unallocated Contract:			
*		Prudential Retirement Insurance & Annuity Co.	Guaranteed Income Fund	-	12,046,673
*		Participant Loans	Interest rates from 4.25% to 6.25%; varying maturities	- 0 -	1,965,336
			Total		$ 80,363,475

* Represents a party-in-interest.

(1) In accordance with Form 5500 instructions, cost information with respect to participant or beneficiary directed investments under an individual account plan may be omitted.

See accompanying independent auditors' report.

FAIRFIELD 401(K) PLAN

INDEPENDENT AUDITORS' REPORT, FINANCIAL STATEMENTS, AND SUPPLEMENTAL SCHEDULE

December 31, 2017

FAIRFIELD 401(K) PLAN

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SUPPLEMENTAL SCHEDULE:

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4180 LA JOLLA VILLAGE DRIVE SUITE 300 LA JOLLA CALIFORNIA 92037

PHONE (858) 455-1200
FAX (858) 455-0898
WEB SITE www.llme.com

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INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of the
Fairfield 401(k) Plan
San Diego, California

Report on the Financial Statements

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Disclaimer of Opinion

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Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.



La Jolla, California
September 21, 2018

FAIRFIELD 401(K) PLAN

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Elective Contributions – The Plan allows eligible participants to make elective salary reduction contributions. Participant contributions include those made by election of the employee in an amount up to 100% of eligible pre-tax compensation, as defined by the Plan and subject to limitations imposed by the Internal Revenue Code ("Code").

Participants who are age 50 or older may elect to defer additional pre-tax amounts (called "catch-up contributions") to the Plan. Participants may also contribute amounts representing distributions from other qualified sources.

Automatic Enrollment and Contributions – The Plan has adopted automatic enrollment and automatic contribution escalation features, such that, participants (except those who affirmatively elect a specific percentage or affirmatively elect to not participate) automatically have 4% of their eligible pre-tax compensation deferred into the Plan. Additionally, the Plan automatically increases deferral percentages by 1%, for participants who were subject to the automatic enrollment provisions described above and those who affirmatively elect to defer, on each year on the anniversary of the participant's plan entry date (unless a different date is selected by a participant) until the participant's deferral percentage reaches 10%. As of July 1, 2017, the Plan was amended to change the date of the automatic increase to each year on the anniversary of the participant's hire date (unless a different date is selected by the participant).

At any time, participants are able to affirmatively elect deferral percentages of their choosing and/or request automatic escalations to occur in a future period. Also, at any time participants may decline participation (opt-out) and/or decline to have their deferral rates escalated automatically.

Employer Contributions

The terms of the Plan allow the Company to make discretionary matching contributions equal to a specified percentage of a participant's compensation. For 2017, the discretionary matching contribution is equal to 50% of a participant's deferral contributions with maximum matching contribution of $5,000.

NOTE 1. DESCRIPTION OF PLAN (Continued)

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the remainder of their accounts is based upon years of credited service using the elapsed time method. The vesting schedule is 20% after 2 years of credited service and an additional 20% for each additional year of service until 100% vested after 6 years of credited service. A year of credited service is based on each twelve-month period of employment from a participant's date of hire.

In addition, participants automatically become fully vested, upon the attainment of normal retirement age (65) while employed, upon termination due to disability or death, or upon termination of the Plan.

Forfeitures

Forfeitures are used to reinstate previously forfeited amounts (account balances of participants who previously forfeited), offset administrative expenses of the Plan, and reduce the Company's contribution to the Plan. During 2017, $428,164 was forfeited from participant accounts for non-vested amounts, $410,556 was used to reduce the Company's 2017 matching contribution, $16,646 was used to reduce Plan expenses, and $966 was used for adjustments to participant accounts. The forfeiture account had investment gains of $2,308. As of December 31, 2017 and 2016, the forfeiture balance was $31,904 and $29,600, respectively.

Participant Accounts

Each participant's account is credited with the participant's contributions, the Company's contributions (if any), and an allocation of Plan earnings and losses. Allocations are based on participant earnings or account balances, as defined. Upon enrollment in the Plan, a participant may direct contributions and investments to any of the Plan's investment options. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Notes Receivable from Participants (Participant Loans)

Participants may borrow against their accounts a minimum of $1,000 up to a maximum generally equal to the lesser of $50,000 or 50% of their vested interest in their account balances. Loans are required to be repaid within 5 years unless the loan is used to acquire a principal residence, for which the repayment period is up to 10 years. The loans are secured by half of the participant's vested interests in his/her account balance. The loans bear interest at rates determined by the Plan administrator. The interest rates on loans as of December 31, 2017 ranged from 4.25% to 6.25%. Principal and interest are paid regularly through payroll deductions.

Benefits

Upon death, termination, retirement, attaining age 59½, and/or hardship, participants may elect to receive a distribution of their account in lump sum, or defer distribution if the account exceeds $1,000. Initial distributions must begin no later than April 1st following the Plan year in which the later of the following two events occurs: 1) the participant attains age 70½ or 2) termination of employment. At its discretion, the Plan may elect to distribute vested account balances of less than $1,000. As of July 1, 2017, the Plan was amended to permit the Plan to distribute vested account balances of less than $5,000.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The Plan maintains its books and financial records using the modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America. Under this method, contributions and revenues are recognized when received, rather than when earned, and expenses and excess contributions are recorded when paid, not when incurred.

Investment Valuation and Income Recognition

Investments are reported at fair value with the exception of fully benefit-responsive investment contracts, which are reported at contract 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. See Note 4 for discussion of fair value measurements.

Investment contracts held by a defined-contribution plan are required to be reported at fair value, except for fully benefit-responsive investment contracts. Contract value is the relevant measure for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded when received. Dividends are recorded on the ex-dividend date. Net appreciation in fair value of pooled separate accounts and mutual funds includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Use of Estimates

The preparation of financial statements in conformity with the modified cash basis of accounting requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Payment of Benefits

Benefits are recorded when paid.

Notes Receivable from Participants (Participant Loans)

Notes receivable from participants are measured at their unpaid principal balance. Interest income is recorded when received. Related fees are recorded as administrative expenses, charged to participant accounts and expensed when they are paid. If a participant ceases to make loan repayments and the Plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Subsequent Events

The Plan has evaluated subsequent events through the date of the independent auditors' report, which is the date these financial statements were available to be issued.

NOTE 3. SUMMARY OF INFORMATION CERTIFIED BY THE TRUSTEE

As of December 31, 2017 and 2016, the Plan's trustee, custodian, and record keeper is Prudential Bank & Trust, F.S.B. ("Prudential"). All investments are participant-directed and held by Prudential. All investment information disclosed in the accompanying financial statements and supplemental schedule (Schedule H, Part IV, Line 4i), including investments held at December 31, 2017 and 2016, and net appreciation in fair value of investments, dividends, interest and other income for the year ended December 31, 2017, were obtained or derived from information provided to the Plan administrator and certified as complete and accurate by Prudential.

NOTE 4. FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1 – Inputs are unadjusted, quoted market prices in active markets for identical assets or liabilities at the measurement date.

Level 2 – Inputs are either directly or indirectly observable for the asset or liability through correlation with related market data at the measurement date and for the duration of the instrument's anticipated life.

Level 3 – Inputs are both unobservable and significant to the overall fair value measurement for the asset or liability at the measurement date. These inputs reflect Plan management's best estimate of what market participants would use in pricing the asset or liability at the measurement date. Consideration is given to the risk inherent in the valuation technique and the risk inherent in the inputs to the model.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs. There have been no changes in the methodologies used at December 31, 2017 and 2016. The following is a description of the valuation methodologies used for investments measured at fair value at December 31, 2017 and 2016:

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Pooled separate accounts: Valued at the separate accounts unit value of shares held by the Plan. Separate accounts unit value is based upon the fair value of the underlying investments on the last business day of the Plan year as determined and published by Prudential Retirement Insurance & Annuity Company ("Prudential Retirement Insurance").

NOTE 4. FAIR VALUE MEASUREMENTS (Continued)

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

The following tables set forth by level within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2017 and 2016:

	December 31, 2017			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds	$ 57,482,089	$ -	$ -	$ 57,482,089
Pooled separate accounts	-	8,869,377	-	8,869,377
Total investments at fair value	$ 57,482,089	$ 8,869,377	$ -	$ 66,351,466

	December 31, 2016			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds	$ 45,990,811	$ -	$ -	$ 45,990,811
Pooled separate accounts	-	7,694,234	-	7,694,234
Total investments at fair value	$ 45,990,811	$ 7,694,234	$ -	$ 53,685,045

There were no transfers between Levels 1 and 2, and no transfers in or out of Level 3 between December 31, 2016 and 2017.

NOTE 5. FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACT

The Plan includes a Guaranteed Income Fund, which holds a group annuity insurance contract with Prudential Retirement Insurance. This contract meets the fully benefit-responsive investment contract criteria and, therefore, is reported at contract value. Contract value is the relevant measure for financial statement reporting of fully benefit-responsive investment contracts because this is the amount received by participants if they were to initiate permitted transactions under the terms of the Plan. Contract value represents contributions made under each contract, plus earnings, less participant withdrawals and administrative expenses.

The Plan owns a promise to pay interest at crediting rates which are announced in advance and guaranteed for a specified period of time as outlined in the group annuity contract. This product is not considered a guaranteed investment contract as it has no maturity date or penalty for early withdrawal and there are not any known cash flows that could be discounted. The average rate of return on the guaranteed income fund during 2017 was 2.03%.

The Plan's ability to receive amounts due in accordance with the investment contract is dependent on Prudential Retirement Insurance’s ability to meet its financial obligations which may be affected by future economic and regulatory developments. Generally there are not any events that could limit the ability of the Plan to transact at contract value paid within 90 days or, in rare circumstances, contract value paid over time. There are not any events that allow the issuer to terminate the contract and which require the Plan sponsor to settle at an amount different than contract value paid either within 90 days or over time.

NOTE 6. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue 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 7. TAX STATUS

The Company has adopted a qualified prototype plan under Section 401 of the Code. The prototype plan qualification applies only to plans which adopt the standardized plan provided all the terms of the Plan are followed, and the eligibility requirements and contribution or benefit provisions are not more favorable for highly compensated employees than for other employees. The Plan has been amended since the original prototype plan was established; however, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the accompanying financial statements.

The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2017, there are no uncertain positions taken or expected to be taken that would require disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no tax audits in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2014.

NOTE 8. RELATED PARTY TRANSACTIONS AND PARTY-IN-INTEREST TRANSACTIONS

The Company provides certain administrative services for the Plan at no cost to the Plan. Additionally, certain plan investments are managed by the trustee of the Plan, Prudential, which earns a fee for the services. These transactions qualify as exempt party-in-interest transactions.

NOTE 9. RISKS AND UNCERTAINTIES

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

SUPPLEMENTAL SCHEDULE

FAIRFIELD 401(K) PLAN

Attachment for Form 5500 – Schedule H, Part IV, Line 4i –
Schedule of Assets Held for Investment Purposes at End of Year **EIN: 33-0775355**
As of December 31, 2017 **Plan Number: 001**

	(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[(1)]	(e) Current value
		Mutual Funds:			
		American Funds	American EuroPacific Growth R4	-	$ 13,331,678
		JP Morgan Chase Co.	JPMorgan Large Cap Growth I	-	9,480,116
		Invesco Van Kampen Investments	Invesco Growth & Income A	-	8,417,806
		Diamond Hill Capital Management, Inc.	Diamond Hill Small-Mid Cap A	-	4,862,881
		Janus Capital Group, Inc.	Janus Henderson Small Cap Value T	-	4,346,652
		Dreyfus Corporation	Dreyfus Midcap Index Inv	-	4,088,571
		Columbia Management	Columbia Contrarian Core A	-	3,996,106
		MassMutual Life Insurance Company	MassMutual Select Mid Cap Growth Adm	-	3,339,787
		Invesco Van Kampen Investments	Invesco Small Cap Growth Y	-	2,902,618
		Nuveen Investment Trust	Nuveen Real Estate Securities A	-	1,258,768
		T. Rowe Price	T Rowe Price Equity Index 500	-	892,307
		iShares	iShares MSCI EAFE Index Inv A	-	349,739
		iShares	iShares US Aggregate Bond Index Investor A	-	215,060
		Pooled Separate Accounts:			
*		Prudential Retirement Insurance & Annuity Co.	Core Plus Bond/Pgim Fund	-	8,064,449
*		Prudential Retirement Insurance & Annuity Co.	SA/Janus Balanced Strategy	-	804,928
		Unallocated Contract:			
*		Prudential Retirement Insurance & Annuity Co.	Guaranteed Income Fund	-	12,046,673
*		Participant Loans	Interest rates from 4.25% to 6.25%; varying maturities	- 0 -	1,965,336
			Total		$ 80,363,475

* Represents a party-in-interest.

(1) In accordance with Form 5500 instructions, cost information with respect to participant or beneficiary directed investments under an individual account plan may be omitted.

See accompanying independent auditors' report.

FAIRFIELD 401(K) PLAN

INDEPENDENT AUDITORS' REPORT, FINANCIAL STATEMENTS, AND SUPPLEMENTAL SCHEDULE

December 31, 2017

FAIRFIELD 401(K) PLAN

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LAVINE, LOFGREN, MORRIS & ENGELBERG, LLP
CERTIFIED PUBLIC ACCOUNTANTS

4180 LA JOLLA VILLAGE DRIVE SUITE 300 LA JOLLA CALIFORNIA 92037

PHONE (858) 455-1200
FAX (858) 455-0898
WEB SITE www.llme.com

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INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of the
Fairfield 401(k) Plan
San Diego, California

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Fairfield 401(k) 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 statement of changes in net assets available for benefits – modified cash basis for the year ended December 31, 2017, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan 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. Plan 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting our audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL's") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Prudential Bank & Trust, F.S.B., the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2017 and 2016, and for the year ended December 31, 2017, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter – Basis of Accounting

We draw attention to Note 2 to the financial statements, which describes the basis of accounting. The financial statements are prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our disclaimer of opinion is not modified with respect to this matter.

Other Matter – Supplemental Schedule

The supplemental schedule (Schedule H, Part IV, Line 4i – Schedule of Assets Held for Investment Purposes at End of Year), as of December 31, 2017, is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.



La Jolla, California
September 21, 2018

FAIRFIELD 401(K) PLAN

Statements of Net Assets Available for Benefits (Modified Cash Basis)
As of December 31, 2017 and 2016

	2017	2016
ASSETS		
Investments at fair value:		
Mutual funds	$ 57,482,089	$ 45,990,811
Pooled separate accounts	8,869,377	7,694,234
Total investments at fair value	66,351,466	53,685,045
Investment at contract value:		
Guaranteed income fund - unallocated contract	12,046,673	11,772,484
Total investments	78,398,139	65,457,529
Notes receivable from participants	1,965,336	1,924,809
Total assets	80,363,475	67,382,338
LIABILITIES	-	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 80,363,475	$ 67,382,338

See accompanying notes to financial statements.

FAIRFIELD 401(K) PLAN

Statement of Changes in Net Assets Available for Benefits (Modified Cash Basis)
For the Year Ended December 31, 2017

Additions to net assets attributed to:		
Investment income:		
Dividends from mutual funds	$	383,003
Interest income from guaranteed income fund		257,240
Net appreciation in fair value of pooled separate accounts		582,554
Net appreciation in fair value of mutual funds		9,916,620
Net investment income		11,139,417
Other income:		
Interest income on notes receivable from participants		85,625
Other income		46,742
Total other income		132,367
Contributions:		
Participants - current		6,354,844
Participants - rollover		1,002,352
Employer		2,078,991
Total contributions		9,436,187
Total additions		20,707,971
Deductions from net assets attributed to:		
Benefits paid to participants		7,624,948
Corrective distributions		2,582
Administrative expenses		99,304
Total deductions		7,726,834
Net increase		12,981,137
Net assets available for benefits:		
Beginning of year		67,382,338
End of year	$	80,363,475

See accompanying notes to financial statements.

NOTE 1. DESCRIPTION OF PLAN

The Fairfield 401(k) Plan is sponsored by FF Properties L.P. (the "Company"). The following description of the Plan provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan, which became effective in 1996, is a defined contribution plan covering all employees who are at least 21 years of age and who have been employed for 1 year during which they have completed at least 1,000 hours of service. As of July 1, 2017, the Plan was amended to change the service requirement such that the plan covers employees who are at least 21 years of age once they have completed 30 days of service. The Plan generally excludes any employees who are nonresident aliens with no U.S. source income as well as employees subject to collective bargaining agreements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Participant Contributions

Elective Contributions – The Plan allows eligible participants to make elective salary reduction contributions. Participant contributions include those made by election of the employee in an amount up to 100% of eligible pre-tax compensation, as defined by the Plan and subject to limitations imposed by the Internal Revenue Code ("Code").

Participants who are age 50 or older may elect to defer additional pre-tax amounts (called "catch-up contributions") to the Plan. Participants may also contribute amounts representing distributions from other qualified sources.

Automatic Enrollment and Contributions – The Plan has adopted automatic enrollment and automatic contribution escalation features, such that, participants (except those who affirmatively elect a specific percentage or affirmatively elect to not participate) automatically have 4% of their eligible pre-tax compensation deferred into the Plan. Additionally, the Plan automatically increases deferral percentages by 1%, for participants who were subject to the automatic enrollment provisions described above and those who affirmatively elect to defer, on each year on the anniversary of the participant's plan entry date (unless a different date is selected by a participant) until the participant's deferral percentage reaches 10%. As of July 1, 2017, the Plan was amended to change the date of the automatic increase to each year on the anniversary of the participant's hire date (unless a different date is selected by the participant).

At any time, participants are able to affirmatively elect deferral percentages of their choosing and/or request automatic escalations to occur in a future period. Also, at any time participants may decline participation (opt-out) and/or decline to have their deferral rates escalated automatically.

Employer Contributions

The terms of the Plan allow the Company to make discretionary matching contributions equal to a specified percentage of a participant's compensation. For 2017, the discretionary matching contribution is equal to 50% of a participant's deferral contributions with maximum matching contribution of $5,000.

NOTE 1. DESCRIPTION OF PLAN (Continued)

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the remainder of their accounts is based upon years of credited service using the elapsed time method. The vesting schedule is 20% after 2 years of credited service and an additional 20% for each additional year of service until 100% vested after 6 years of credited service. A year of credited service is based on each twelve-month period of employment from a participant's date of hire.

In addition, participants automatically become fully vested, upon the attainment of normal retirement age (65) while employed, upon termination due to disability or death, or upon termination of the Plan.

Forfeitures

Forfeitures are used to reinstate previously forfeited amounts (account balances of participants who previously forfeited), offset administrative expenses of the Plan, and reduce the Company's contribution to the Plan. During 2017, $428,164 was forfeited from participant accounts for non-vested amounts, $410,556 was used to reduce the Company's 2017 matching contribution, $16,646 was used to reduce Plan expenses, and $966 was used for adjustments to participant accounts. The forfeiture account had investment gains of $2,308. As of December 31, 2017 and 2016, the forfeiture balance was $31,904 and $29,600, respectively.

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Each participant's account is credited with the participant's contributions, the Company's contributions (if any), and an allocation of Plan earnings and losses. Allocations are based on participant earnings or account balances, as defined. Upon enrollment in the Plan, a participant may direct contributions and investments to any of the Plan's investment options. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Notes Receivable from Participants (Participant Loans)

Participants may borrow against their accounts a minimum of $1,000 up to a maximum generally equal to the lesser of $50,000 or 50% of their vested interest in their account balances. Loans are required to be repaid within 5 years unless the loan is used to acquire a principal residence, for which the repayment period is up to 10 years. The loans are secured by half of the participant's vested interests in his/her account balance. The loans bear interest at rates determined by the Plan administrator. The interest rates on loans as of December 31, 2017 ranged from 4.25% to 6.25%. Principal and interest are paid regularly through payroll deductions.

Benefits

Upon death, termination, retirement, attaining age 59½, and/or hardship, participants may elect to receive a distribution of their account in lump sum, or defer distribution if the account exceeds $1,000. Initial distributions must begin no later than April 1st following the Plan year in which the later of the following two events occurs: 1) the participant attains age 70½ or 2) termination of employment. At its discretion, the Plan may elect to distribute vested account balances of less than $1,000. As of July 1, 2017, the Plan was amended to permit the Plan to distribute vested account balances of less than $5,000.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The Plan maintains its books and financial records using the modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America. Under this method, contributions and revenues are recognized when received, rather than when earned, and expenses and excess contributions are recorded when paid, not when incurred.

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Investments are reported at fair value with the exception of fully benefit-responsive investment contracts, which are reported at contract 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. See Note 4 for discussion of fair value measurements.

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Use of Estimates

The preparation of financial statements in conformity with the modified cash basis of accounting requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Payment of Benefits

Benefits are recorded when paid.

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Notes receivable from participants are measured at their unpaid principal balance. Interest income is recorded when received. Related fees are recorded as administrative expenses, charged to participant accounts and expensed when they are paid. If a participant ceases to make loan repayments and the Plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Subsequent Events

The Plan has evaluated subsequent events through the date of the independent auditors' report, which is the date these financial statements were available to be issued.

NOTE 3. SUMMARY OF INFORMATION CERTIFIED BY THE TRUSTEE

As of December 31, 2017 and 2016, the Plan's trustee, custodian, and record keeper is Prudential Bank & Trust, F.S.B. ("Prudential"). All investments are participant-directed and held by Prudential. All investment information disclosed in the accompanying financial statements and supplemental schedule (Schedule H, Part IV, Line 4i), including investments held at December 31, 2017 and 2016, and net appreciation in fair value of investments, dividends, interest and other income for the year ended December 31, 2017, were obtained or derived from information provided to the Plan administrator and certified as complete and accurate by Prudential.

NOTE 4. FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1 – Inputs are unadjusted, quoted market prices in active markets for identical assets or liabilities at the measurement date.

Level 2 – Inputs are either directly or indirectly observable for the asset or liability through correlation with related market data at the measurement date and for the duration of the instrument's anticipated life.

Level 3 – Inputs are both unobservable and significant to the overall fair value measurement for the asset or liability at the measurement date. These inputs reflect Plan management's best estimate of what market participants would use in pricing the asset or liability at the measurement date. Consideration is given to the risk inherent in the valuation technique and the risk inherent in the inputs to the model.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs. There have been no changes in the methodologies used at December 31, 2017 and 2016. The following is a description of the valuation methodologies used for investments measured at fair value at December 31, 2017 and 2016:

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Pooled separate accounts: Valued at the separate accounts unit value of shares held by the Plan. Separate accounts unit value is based upon the fair value of the underlying investments on the last business day of the Plan year as determined and published by Prudential Retirement Insurance & Annuity Company ("Prudential Retirement Insurance").

NOTE 4. FAIR VALUE MEASUREMENTS (Continued)

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

The following tables set forth by level within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2017 and 2016:

	December 31, 2017			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds	$ 57,482,089	$ -	$ -	$ 57,482,089
Pooled separate accounts	-	8,869,377	-	8,869,377
Total investments at fair value	$ 57,482,089	$ 8,869,377	$ -	$ 66,351,466

	December 31, 2016			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds	$ 45,990,811	$ -	$ -	$ 45,990,811
Pooled separate accounts	-	7,694,234	-	7,694,234
Total investments at fair value	$ 45,990,811	$ 7,694,234	$ -	$ 53,685,045

There were no transfers between Levels 1 and 2, and no transfers in or out of Level 3 between December 31, 2016 and 2017.

NOTE 5. FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACT

The Plan includes a Guaranteed Income Fund, which holds a group annuity insurance contract with Prudential Retirement Insurance. This contract meets the fully benefit-responsive investment contract criteria and, therefore, is reported at contract value. Contract value is the relevant measure for financial statement reporting of fully benefit-responsive investment contracts because this is the amount received by participants if they were to initiate permitted transactions under the terms of the Plan. Contract value represents contributions made under each contract, plus earnings, less participant withdrawals and administrative expenses.

The Plan owns a promise to pay interest at crediting rates which are announced in advance and guaranteed for a specified period of time as outlined in the group annuity contract. This product is not considered a guaranteed investment contract as it has no maturity date or penalty for early withdrawal and there are not any known cash flows that could be discounted. The average rate of return on the guaranteed income fund during 2017 was 2.03%.

The Plan's ability to receive amounts due in accordance with the investment contract is dependent on Prudential Retirement Insurance’s ability to meet its financial obligations which may be affected by future economic and regulatory developments. Generally there are not any events that could limit the ability of the Plan to transact at contract value paid within 90 days or, in rare circumstances, contract value paid over time. There are not any events that allow the issuer to terminate the contract and which require the Plan sponsor to settle at an amount different than contract value paid either within 90 days or over time.

NOTE 6. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue 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 7. TAX STATUS

The Company has adopted a qualified prototype plan under Section 401 of the Code. The prototype plan qualification applies only to plans which adopt the standardized plan provided all the terms of the Plan are followed, and the eligibility requirements and contribution or benefit provisions are not more favorable for highly compensated employees than for other employees. The Plan has been amended since the original prototype plan was established; however, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the accompanying financial statements.

The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2017, there are no uncertain positions taken or expected to be taken that would require disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no tax audits in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2014.

NOTE 8. RELATED PARTY TRANSACTIONS AND PARTY-IN-INTEREST TRANSACTIONS

The Company provides certain administrative services for the Plan at no cost to the Plan. Additionally, certain plan investments are managed by the trustee of the Plan, Prudential, which earns a fee for the services. These transactions qualify as exempt party-in-interest transactions.

NOTE 9. RISKS AND UNCERTAINTIES

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

SUPPLEMENTAL SCHEDULE

FAIRFIELD 401(K) PLAN

Attachment for Form 5500 – Schedule H, Part IV, Line 4i –
Schedule of Assets Held for Investment Purposes at End of Year **EIN: 33-0775355**
As of December 31, 2017 **Plan Number: 001**

	(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[(1)]	(e) Current value
		Mutual Funds:			
		American Funds	American EuroPacific Growth R4	-	$ 13,331,678
		JP Morgan Chase Co.	JPMorgan Large Cap Growth I	-	9,480,116
		Invesco Van Kampen Investments	Invesco Growth & Income A	-	8,417,806
		Diamond Hill Capital Management, Inc.	Diamond Hill Small-Mid Cap A	-	4,862,881
		Janus Capital Group, Inc.	Janus Henderson Small Cap Value T	-	4,346,652
		Dreyfus Corporation	Dreyfus Midcap Index Inv	-	4,088,571
		Columbia Management	Columbia Contrarian Core A	-	3,996,106
		MassMutual Life Insurance Company	MassMutual Select Mid Cap Growth Adm	-	3,339,787
		Invesco Van Kampen Investments	Invesco Small Cap Growth Y	-	2,902,618
		Nuveen Investment Trust	Nuveen Real Estate Securities A	-	1,258,768
		T. Rowe Price	T Rowe Price Equity Index 500	-	892,307
		iShares	iShares MSCI EAFE Index Inv A	-	349,739
		iShares	iShares US Aggregate Bond Index Investor A	-	215,060
		Pooled Separate Accounts:			
*		Prudential Retirement Insurance & Annuity Co.	Core Plus Bond/Pgim Fund	-	8,064,449
*		Prudential Retirement Insurance & Annuity Co.	SA/Janus Balanced Strategy	-	804,928
		Unallocated Contract:			
*		Prudential Retirement Insurance & Annuity Co.	Guaranteed Income Fund	-	12,046,673
*		Participant Loans	Interest rates from 4.25% to 6.25%; varying maturities	- 0 -	1,965,336
			Total		$ 80,363,475

* Represents a party-in-interest.

(1) In accordance with Form 5500 instructions, cost information with respect to participant or beneficiary directed investments under an individual account plan may be omitted.

See accompanying independent auditors' report.