

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 under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 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

2009

This Form Is Open to Public Inspection.

Part I Annual Report Identification Information

For the calendar plan year 2009 or fiscal plan year beginning and ending

- A** This return/report is for: (1) a multiemployer plan; (3) a multiple-employer plan; or
 (2) a single-employer plan; (4) a DFE (specify)
- B** This return/report is: (1) the first return/report; (3) the final return/report;
 (2) an amended return/report; (4) a short plan year return/report (less than 12 months).
- C** If the plan is a collectively-bargained plan, check here
- D** Check box if filing under: Form 5558; automatic extension; the DFVC program;
 Special extension (enter description)

Part II Basic Plan Information — enter all requested information.

<p>1 a Name of plan</p> <p>NATIONAL RAILWAY CARRIERS AND UNITED TRANSPORTATION UNION HEALTH & WELFARE PLAN</p>	<p>1b Three-digit plan number (PN) . . . ► 510</p>
	<p>1c Effective date of plan 01/01/2000</p>
	<p>2b Employer Identification Number (EIN) 52-2174651</p>
	<p>2c Sponsor's telephone number 202-862-7200</p>
<p>2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)</p> <p>GOVERNING PLAN COMMITTEE 1901 L STREET, N.W., SUITE 500 WASHINGTON, DC 20036</p>	<p>2d Business code (see instructions) 482110</p>

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 if it is being filed electronically, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE			M. B. FUTHEY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			A. K. GRADIA
	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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2009)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") GOVERNING PLAN COMMITTEE 1901 L STREET, N.W., SUITE 500 WASHINGTON, DC 20036	3b Administrator's EIN 52-2174651 <hr/> 3c Administrator's telephone number 202-862-7200
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report below: a Sponsor's name	b EIN c PN
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5 Total number of participants at the beginning of the plan year	5	104542
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d)		
a Active participants	6a	35877
b Retired or separated participants receiving benefits	6b	50000
c Other retired or separated participants entitled to future benefits	6c	
d Subtotal. Add lines 6a , 7b , and 6c	6d	85877
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	
f Total. Add lines 6d and 6e	6f	85877
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	35

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

--	--	--	--	--	--	--	--	--	--

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

4A	4B	4Q							
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9a Plan funding arrangement (check all that apply) (1) <input checked="" type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) <input checked="" type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor
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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) <input type="checkbox"/> R (Retirement Plan Information) (2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) – signed by the plan actuary (3) <input type="checkbox"/> SB (Single-Employer Defined Benefit Plan Information) – signed by the plan actuary	b General Schedules (1) <input checked="" type="checkbox"/> H (Financial Information) (2) <input type="checkbox"/> I (Financial Information – Small Plan) (3) <input checked="" type="checkbox"/> 1 A (Insurance Information) (4) <input checked="" type="checkbox"/> C (Service Provider Information) (5) <input type="checkbox"/> D (DFE/Participating Plan Information) (6) <input type="checkbox"/> G (Financial Transaction Schedules)
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**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.

- ▶ **File as an attachment to Form 5500.**
- ▶ Insurance companies are required to provide this information pursuant to ERISA Section 103(a)(2).

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar year 2009 or fiscal plan year beginning and ending

<p>A Name of plan NATIONAL RAILWAY CARRIERS AND UNITED TRANSPORTATION UNION HEALTH & WELFARE PLAN</p>	<p>B Three-digit plan number . . ▶</p>	<p>510</p>
<p>C Plan sponsor's name as shown on line 2a of Form 5500 GOVERNING PLAN COMMITTEE</p>	<p>D Employer Identification Number 52-2174651</p>	

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:

(a) Name of insurance carrier
METROPOLITAN LIFE INSURANCE COMPANY

(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
13-5581829	65978	105147	85877	01/01/2009	12/31/2009

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 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

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	

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	
5 Current value of plan's interest under this contract in separate accounts at year end.....	5	
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) <input type="checkbox"/> individual policies (2) <input type="checkbox"/> group deferred annuity		
(3) <input type="checkbox"/> other (specify) . . . ▶		
f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ <input type="checkbox"/>		
7 Contracts with Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)		
a Type of contract (1) <input type="checkbox"/> deposit administration (2) <input type="checkbox"/> immediate participation guarantee		
(3) <input type="checkbox"/> guaranteed investment (4) <input type="checkbox"/> other ▶		
b Balance at the end of the previous year.....	7b	
c Additions: (1) Contributions deposited during the year	7c(1)	
(2) Dividends and credits	7c(2)	
(3) Interest credited during the year	7c(3)	
(4) Transferred from separate account	7c(4)	
(5) Other (specify below)	7c(5)	
▶		
(6) Total additions	7c(6)	
d Total of balance and additions (add b and c(6))	7d	
e Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	
(2) Administration charge made by carrier	7e(2)	
(3) Transferred to separate account	7e(3)	
(4) Other (specify below)	7e(4)	
▶		
(5) Total deductions	7e(5)	
f Balance at the end of the current year (subtract e(5) from d)	7f	

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 organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes on this report.

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts

a Premiums: (1) Amount received	9a(1)	5566877	
(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)		5566877
b Benefit charges: (1) Claims paid	9b(1)	6166458	
(2) Increase (decrease) in claim reserves	9b(2)	-323293	
(3) Incurred claims (add (1) and (2))	9b(3)		5843165
(4) Claims charged	9b(4)		5843165
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)	396055	
(E) Taxes	9c(1)(E)	127585	
(F) Charges for risks or other contingencies	9c(1)(F)	54385	
(G) Other retention charges	9c(1)(G)	-854313	
(H) Total retention	9c(1)(H)		-276288
(2) Dividends or retroactive rate refunds . (These amounts were <input type="checkbox"/> paid in cash, or <input type="checkbox"/> credited.)	9c(2)		351229
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement	9d(1)		
(2) Claim reserves	9d(2)		2119897
(3) Other reserves	9d(3)		
e Dividends or retroactive rate refunds due . (Do not include amount entered in c(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, item 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)**

Department of the Treasury
Internal Revenue Service
Department of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation

Service Provider Information

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

OMB No. 1210-0110

2009

**This Form is Open to
Public Inspection.**

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

For calendar plan year 2009 or fiscal plan year beginning		and ending	
A Name of plan NATIONAL RAILWAY CARRIERS AND UNITED TRANSPORTATION UNION HEALTH & WELFARE PLAN		B Three-digit plan number . . . ►	510
C Plan sponsor's name as shown on line 2a of Form 5500 GOVERNING PLAN COMMITTEE		D Employer Identification Number	52-2174651

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 of the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check 'Yes' or 'No' to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions). Yes No
- b** If you answered line 1a 'Yes,' enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

RIDGEWORTH CAPITAL MANAGEMENT, INC. 58-1604573
50 HURT PLAZA
ATLANTA GA 30303

(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 of their position with the plan during the plan year. (See instructions).

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

UNITEDHEALTHCARE 36-2739571
 185 ASYLUM STREET
 HARTFORD CT 06103

(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?
12						
13						
15	None	16,686,327	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

HIGHMARK 56-2526063
 120 FIFTH AVENUE
 PITTSBURGH PA 15222

(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?
12						
13						
	NONE	7,555,116	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

MEDCO HEALTH SOLUTIONS, INC. 22-3461740
 400 PARSONS POND DRIVE
 FRANKLIN LAKES NJ 07417

(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?
12						
13						
99	NONE	4405611	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

AETNA US HEALTHCARE 06-6033492
 151 FARMINGTON AVENUE
 HARTFORD CT 06186

(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?
12 13	NONE	2952239	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

TMDG, LLC 03-0583064
 500 E. PRATT STREET
 SUITE 525
 BALTIMORE MD 21202

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered 'Yes' to element (f). If none, enter -0-	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	274578	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

SUNTRUST BANKS, INC. 58-0466330
 303 PEACHTREE STREET, NE
 SUITE 3200
 ATLANTA GA 30308

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered 'Yes' to element (f). If none, enter -0-	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21	NONE	113340	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

MCMC, INC. 04-2828817
 88 BLACK FALCON AVENUE
 SUITE 353
 BOSTON MA 02210

(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?
16	NONE	52614	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

TOWERS WATSON 23-1159360
 1515 ARAPAHOE STREET
 SUITE 800, PARK CENTER TOWER 3
 DENVER CO 80202

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered 'Yes' to element (f). If none, enter -0-	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11	NONE	5500	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

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

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

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

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) 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 2009 This Form Is Open to Public Inspection.
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For calendar year 2009 or fiscal plan year beginning		and ending	
A Name of plan	B Three-digit plan number..... ►		510
NATIONAL RAILWAY CARRIERS AND UNITED TRANSPORTATION UNION HEALTH & WELFARE PLAN			
C Plan sponsor's name as shown on line 2a of Form 5500	D Employer Identification Number (EIN)		
GOVERNING PLAN COMMITTEE	52-2174651		

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	1200000	900000
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	40272956	50690079
(2) Participant contributions	1b(2)	6789538	6670446
(3) Other	1b(3)	7717963	68299798
See Statement 1			
c General investments:			
(1) Interest-bearing cash (include money market accounts and certificates of deposit)	1c(1)	122521299	4292634
(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)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	1902362	2230152
See Statement 2			

d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities.....	1d(1)		
(2) Employer real property.....	1d(2)		
e Buildings and other property used in plan operation.....	1e		
f Total assets (add all amounts in lines 1a through 1e).....	1f	180404118	133083109
Liabilities			
g Benefit claims payable.....	1g	64482071	55664729
h Operating payables.....	1h	1221695	885222
i Acquisition indebtedness.....	1i		
j Other liabilities..... See Statement 3.....	1j	80414	150566
k Total liabilities (add all amounts in lines 1g through 1j).....	1k	65784180	56700517
Net Assets			
l Net assets (subtract line 1k from line 1f).....	1l	114619938	76382592

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)	405473050	
(B) Participants.....	2a(1)(B)	75445948	
(C) Others (including rollovers) .. See Statement 4.....	2a(1)(C)	1723689	
(2) Noncash contributions.....	2a(2)		
(3) Total contributions. Add lines 2a(1)(A), (B), (C), and line 2a(2).....	2a(3)		482642687
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit).....	2b(1)(A)	366995	
(B) U.S. Government securities.....	2b(1)(B)		
(C) Corporate debt instruments.....	2b(1)(C)		
(D) Loans (other than to participants).....	2b(1)(D)		
(E) Participant loans.....	2b(1)(E)		
(F) Other.....	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F).....	2b(1)(G)		366995
(2) Dividends: (A) Preferred stock.....	2b(2)(A)		
(B) Common stock.....	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds).....	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A), (B), and (C).....	2b(2)(D)		
(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)		

	(a) Amount	(b) Total
(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)	
(6) Net investment gain (loss) from common/collective trusts	2b(6)	
(7) Net investment gain (loss) from pooled separate accounts	2b(7)	
(8) Net investment gain (loss) from master trust investment accounts	2b(8)	
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)	
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)	
c Other income	2c	2168
d Total income. Add all income amounts in column (b) and enter total	2d	483011850

Expenses

e Benefit payment and payments to provide benefits:		
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	486721754
(2) To insurance carriers for the provision of benefits	2e(2)	6501465
(3) Other	2e(3)	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)	493223219
f Corrective distributions (see instructions)	2f	
g Certain deemed distributions of participant loans (see instructions)	2g	
h Interest expense	2h	
i Administrative expenses: (1) Professional fees	2i(1)	335211
(2) Contract administrator fees	2i(2)	27563145
(3) Investment advisory and management fees	2i(3)	113340
(4) Other	2i(4)	14281
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)	28025977
j Total expenses. Add all expense amounts in column (b) and enter total	2j	521249196

Net Income and Reconciliation

k Net income (loss) (subtract line 2j from line 2d)	2k	-38237346
l Transfers of assets		
(1) To this plan	2l(1)	
(2) From this plan	2l(2)	

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: TMDG, LLC (2) EIN: 03-0583064

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 4a, 4e, 4f, 4g, 4h, 4k, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

- a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer 'Yes' for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....
- b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of 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).....
- 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).....
- 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 on line 4d).....
- e** Was this plan covered by a fidelity bond?.....
- f** Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?.....
- 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?.....
- 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?.....
- i** Did the plan have assets held for investment? (Attach schedule(s) of assets if 'Yes' is checked, and see instructions for format requirements).....
- 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).....
- k** Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....
- l** Has the plan failed to provide any benefit when due under the plan?.....

	Yes	No	Amount
4a		X	
4b		X	
4c		X	
4d		X	
4e	X		500000
4f		X	
4g		X	
4h		X	
4i	X		
4j	X		
4k		X	
4l		X	
4m			
4n			

See Statement 7

See Statement 8

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

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

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

Statement 1
Schedule H, Page 1, Line 1b(3)
Other Receivables

National Railway Carriers and United 52-2174651 510

	<u>Beginning</u>	<u>Ending</u>
ACCRUED INTEREST.....	\$ 136,826.	\$ 891.
COBRA PREMIUM SUBSIDY.....	0.	1,723,689.
DUE FROM PARTICIPATING RR'S.....	0.	61,280,091.
FORMULARY REBATES.....	5,072,039.	5,139,027.
OTHER.....	2,509,098.	156,100.
Total	<u>\$ 7,717,963.</u>	<u>\$ 68,299,798.</u>

Statement 2
Schedule H, Page 1, Line 1c(15)
Other General Investments

National Railway Carriers and United 52-2174651 510

	<u>Beginning</u>	<u>Ending</u>
PREMIUM STABILIZATION RESERVE.....	\$ 1,902,362.	\$ 2,230,152.
Total	<u>\$ 1,902,362.</u>	<u>\$ 2,230,152.</u>

Statement 3
Schedule H, Page 2, Line 1j
Other Liabilities

National Railway Carriers and United 52-2174651 510

	<u>Beginning</u>	<u>Ending</u>
PREPAID COBRA CONTRIBUTIONS.....	\$ 80,414.	\$ 150,566.
Total	<u>\$ 80,414.</u>	<u>\$ 150,566.</u>

Statement 4
Schedule H, Page 2, Line 2a(1)(C)
Others' Contributions

National Railway Carriers and United 52-2174651 510

COBRA PREMIUM SUBSIDY.....	\$ 1,723,689.
Total	<u>\$ 1,723,689.</u>

Statement 5
Schedule H, Page 3, Line 2c
Other Income

National Railway Carriers and United 52-2174651 510

OTHER.....	\$ 2,168.
Total	<u>\$ 2,168.</u>

10/13/10

07:44PM

Statement 6
 Schedule H, Page 3, Line 2i(4)
 Other Administrative Expenses
 National Railway Carriers and United 52-2174651 510

FIDUCIARY INSURANCE PREMIUM.....	\$	14,281.
Total	\$	<u>14,281.</u>

Statement 7
 Schedule H, Page 4, Line 4i
 Schedule Of Assets (Held At End Of Year)
 National Railway Carriers and United 52-2174651 510

<u>Party In</u>	<u>Interest</u>	<u>Identification</u>	<u>Description</u>	<u>Cost</u>	<u>Current</u>
					<u>Amount</u>
		SEE ATTACHMENT			

2009

Federal Statements

Page 3

52-2174651

Plan No. 510

Client 18-110-1

GOVERNING PLAN COMMITTEE

10/13/10

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Statement 8
 Schedule H, Page 4, Line 4j
 Schedule Of Reportable Transactions
 National Railway Carriers and United 52-2174651 510

Identity Of Party	Purchase Price	Selling Price	Lease Rental	Expenses	Cost Of Asset	Current Value	Net Gain(Loss)
SEE ATTACHMENT							

NATIONAL RAILWAY CARRIERS AND UNITED TRANSPORTATION UNION
HEALTH AND WELFARE PLAN

Schedule of Assets Held for Investment Purposes
December 31, 2009

Schedule H Item 4(i) – Schedule of Assets Held for Investment Purposes
EIN: 52-2174651
Plan Number: 510

(a)	(b)	(c)	(d)	(e)
Identity of Issue, Borrower, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity		<u>Cost</u>	<u>Current Value</u>
<i>Cash and cash equivalents</i>				
*	SunTrust Bank Account 70-04-102-7036735	Money Market Fund (STI Classic Instl. Cash)	<u>\$ 4,292,634</u>	<u>\$ 4,292,634</u>

* Known Party-In-Interest With The Plan

NATIONAL RAILWAY CARRIERS AND UNITED TRANSPORTATION UNION
HEALTH AND WELFARE PLAN

Schedule of Reportable Transactions Exceeding 5% of the Plan Assets
For the Year Ended December 31, 2009

Schedule H Item 4(j) – Schedule of Reportable Transactions
EIN: 52-2174651
Plan Number: 510

(a)	(b)	(c)	(d)	(g)	(i)
<u>Identity of Party Involved</u>	<u>Description of Assets</u>	<u>Purchase Price</u>	<u>Selling Price</u>	<u>Asset Cost</u>	<u>Current Value</u>
SunTrust Bank Account 70-04-102-7036735	(See attached schedule as prepared and reported by SunTrust Bank)				



REPORTABLE TRANSACTIONS WORKSHEET

1/1/09 THROUGH 12/31/09

ACCOUNT 7036735

RAILROAD - NRC / UTU ULTHIMELFAR

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
BEGINNING MARKET VALUE 122,658,124.92 COMPARATIVE VALUE (5X) 6,182,906.25 -----						
CATEGORY 1 - SINGLE TRANSACTION EXCEEDS 5X OF VALUE						
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MH#594						
01/16/09 B	38,355,689.8800	1.0000		-38,355,690 *	38,355,690	0
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MH#594						
01/30/09 S	6,357,632.3500	1.0000		6,357,632 *	6,357,632	0
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MH#594						
02/18/09 B	25,431,054.6000	1.0000		-25,431,055 *	25,431,055	0
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MH#594						
02/19/09 B	8,997,599.8000	1.0000		-8,997,600 *	8,997,600	0
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MH#594						
02/27/09 S	6,235,955.3700	1.0000		6,235,955 *	6,235,955	0
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MH#594						
03/17/09 B	37,844,074.7800	1.0000		-37,844,075 *	37,844,075	0
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MH#594						
04/09/09 S	7,877,739.3700	1.0000		7,877,739 *	7,877,739	0
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MH#594						
04/16/09 B	36,133,333.2700	1.0000		-36,133,333 *	36,133,333	0
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MH#594						
04/30/09 S	6,589,774.4700	1.0000		6,589,774 *	6,589,774	0
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MH#594						
06/16/09 B	32,890,292.0000	1.0000		-32,890,292 *	32,890,292	0
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MH#594						
07/06/09 S	9,933,768.5700	1.0000		9,933,769 *	9,933,769	0
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MH#594						
08/14/09 B	32,861,070.7500	1.0000		-32,861,071 *	32,861,071	0
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MH#594						
09/16/09 B	35,555,138.3500	1.0000		-35,555,138 *	35,555,138	0
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MH#594						
10/16/09 B	34,815,925.8500	1.0000		-34,815,926 *	34,815,926	0
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MH#594						
11/06/09 B	12,870,288.5700	1.0000		-12,870,289 *	12,870,289	0
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MH#594						
11/20/09 B	11,762,114.4700	1.0000		-11,762,114 *	11,762,114	0
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MH#594						
12/04/09 B	13,396,593.5500	1.0000		-13,396,594 *	13,396,594	0



REPORTABLE TRANSACTIONS WORKSHEET

1/1/09 THROUGH 12/31/09

ACCOUNT 7036735

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RAILROAD - NRC / UTU ULTRAWELFARE

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
ISSUE: 76628T264 - RIDGEMORTH FD-INSTL CASH NRCMT MNE594 12/16/09 B	11,398,781.7500	1.0000	0	-11,398,782 *	11,398,782	
GRAND TOTAL			0	369,306,828	369,306,828	0

CATEGORY 2 - SERIES OF TRANSACTIONS WITH SAME BROKER EXCEEDS 5% OF VALUE

*** NO TRANSACTIONS QUALIFIED FOR THIS SECTION ***

CATEGORY 3 - SERIES OF TRANSACTIONS IN SAME SECURITY EXCEEDS 5% OF VALUE

ISSUE: 76628T264 - RIDGEMORTH FD-INSTL CASH NRCMT MNE594

01/02/09 B	136,826.1200	1.0000	0	-136,826	136,826	
01/16/09 B	38,355,689.8800	1.0000	0	-38,355,690 *	38,355,690	
01/20/09 B	1,224,825.6900	1.0000	0	-1,224,824	1,224,826	
02/02/09 B	86,563.9600	1.0000	0	-86,564	86,564	
02/18/09 B	25,431,056.6000	1.0000	0	-25,431,055 *	25,431,055	
02/19/09 B	8,997,599.8000	1.0000	0	-8,997,600 *	8,997,600	
03/02/09 B	51,725.9900	1.0000	0	-51,726	51,726	
03/17/09 B	37,844,074.7800	1.0000	0	-37,844,075 *	37,844,075	
06/01/09 B	51,357.3300	1.0000	0	-51,357	51,357	
06/16/09 B	34,133,333.2700	1.0000	0	-36,133,333 *	36,133,333	
05/01/09 B	44,441.3300	1.0000	0	-44,441	44,441	
05/15/09 B	5,374,102.0100	1.0000	0	-5,374,182	5,374,182	
06/01/09 B	32,765.7200	1.0000	0	-32,766	32,766	
06/16/09 B	32,890,292.0000	1.0000	0	-32,890,292 *	32,890,292	
07/01/09 B	16,436.9300	1.0000	0	-16,437	16,437	
07/16/09 B	2,341,005.9600	1.0000	0	-2,341,006	2,341,006	
08/03/09 B	7,466.2000	1.0000	0	-7,466	7,466	
08/16/09 B	32,861,070.7500	1.0000	0	-32,861,071 *	32,861,071	



REPORTABLE TRANSACTIONS WORKSHEET

1/1/09 THROUGH 12/31/09

ACCOUNT 7036735

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RAILROAD - NBC / UTU KLTHBEMFAR

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
02/13/09 S	4,177,311.0600	1.0000	0	4,177,311	4,177,311	0
02/17/09 S	758,725.9200	1.0000	0	758,726	758,726	0
02/20/09 S	1,416,798.4800	1.0000	0	1,416,798	1,416,798	0
02/23/09 S	710,258.6100	1.0000	0	710,258	710,258	0
02/24/09 S	1,778,603.1300	1.0000	0	1,778,603	1,778,603	0
02/25/09 S	1,638,072.7600	1.0000	0	1,638,073	1,638,073	0
02/26/09 S	4,047,232.2500	1.0000	0	4,047,232	4,047,232	0
02/27/09 S	6,235,955.3700	1.0000	0	6,235,955	6,235,955	0
03/02/09 S	955,114.4100	1.0000	0	955,114	955,114	0
03/03/09 S	2,013,662.2600	1.0000	0	2,013,662	2,013,662	0
03/04/09 S	479,871.9200	1.0000	0	479,872	479,872	0
03/05/09 S	5,200,265.7600	1.0000	0	5,200,265	5,200,265	0
03/06/09 S	904,224.5600	1.0000	0	904,225	904,225	0
03/09/09 S	16,328.4700	1.0000	0	16,328	16,328	0
03/09/09 S	375,129.8100	1.0000	0	375,130	375,130	0
03/10/09 S	1,466,385.7700	1.0000	0	1,466,386	1,466,386	0
03/11/09 S	621,464.3400	1.0000	0	621,464	621,464	0
03/12/09 S	3,719,567.5400	1.0000	0	3,719,568	3,719,568	0
03/13/09 S	4,576,167.2600	1.0000	0	4,576,167	4,576,167	0
03/16/09 S	1,861,311.0300	1.0000	0	1,861,311	1,861,311	0
03/18/09 S	1,428,901.3300	1.0000	0	1,428,901	1,428,901	0
03/19/09 S	3,751,093.4800	1.0000	0	3,751,093	3,751,093	0
03/20/09 S	1,215,607.0700	1.0000	0	1,215,607	1,215,607	0
03/23/09 S	863,059.4400	1.0000	0	863,059	863,059	0
03/24/09 S	1,739,612.3500	1.0000	0	1,739,612	1,739,612	0
03/25/09 S	1,268,206.5100	1.0000	0	1,268,207	1,268,207	0
03/26/09 S	4,299,693.3100	1.0000	0	4,299,693	4,299,693	0
03/27/09 S	2,425,800.4400	1.0000	0	2,425,800	2,425,800	0
03/30/09 S	853,244.2900	1.0000	0	853,244	853,244	0
03/31/09 S	3,283,930.9500	1.0000	0	3,283,931	3,283,931	0
04/01/09 S	1,356,216.4500	1.0000	0	1,356,216	1,356,216	0
04/02/09 S	3,894,451.7000	1.0000	0	3,894,452	3,894,452	0
04/03/09 S	840,722.1500	1.0000	0	840,722	840,722	0
04/06/09 S	1,892,796.6800	1.0000	0	1,892,796	1,892,796	0
04/07/09 S	3,838,468.9000	1.0000	0	3,838,469	3,838,469	0
04/08/09 S	16,215.5400	1.0000	0	16,216	16,216	0
04/08/09 S	969,975.9600	1.0000	0	969,976	969,976	0
04/09/09 S	7,877,739.3700	1.0000	0	7,877,739	7,877,739	0
04/13/09 S	6,058.7800	1.0000	0	6,051	6,051	0
04/14/09 S	334,455.6700	1.0000	0	334,456	334,456	0
04/15/09 S	853,668.2600	1.0000	0	853,668	853,668	0
04/17/09 S	602,652.1500	1.0000	0	602,652	602,652	0
04/20/09 S	1,208,377.6100	1.0000	0	1,208,377	1,208,377	0
04/21/09 S	1,137,933.3100	1.0000	0	1,137,934	1,137,934	0
04/22/09 S	1,298,368.8600	1.0000	0	1,298,361	1,298,361	0
04/23/09 S	3,835,603.8700	1.0000	0	3,835,604	3,835,604	0



ACCOUNT 7036735

REPORTABLE TRANSACTIONS WORKSHEET

1/1/09 THROUGH 12/31/09

RAILROAD - NRC / UTU WELFARE

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
06/24/09 \$	4,482,721.7700	1.0000		4,482,722	4,482,722	0
06/27/09 \$	950,341.3300	1.0000		950,341	950,341	0
06/28/09 \$	1,455,467.7500	1.0000		1,455,468	1,455,468	0
06/29/09 \$	1,895,375.9400	1.0000		1,895,376	1,895,376	0
06/30/09 \$	6,589,774.4700	1.0000		6,589,774	6,589,774	0
06/01/09 \$	1,643,717.6300	1.0000		1,643,718	1,643,718	0
06/04/09 \$	798,938.3800	1.0000		798,938	798,938	0
06/05/09 \$	1,326,137.3700	1.0000		1,326,137	1,326,137	0
06/06/09 \$	1,247,390.3000	1.0000		1,247,390	1,247,390	0
06/07/09 \$	3,667,883.1800	1.0000		3,667,883	3,667,883	0
06/08/09 \$	15,472.3100	1.0000		15,472	15,472	0
06/08/09 \$	5,527,102.9400	1.0000		5,527,103	5,527,103	0
06/11/09 \$	788,795.8100	1.0000		788,796	788,796	0
06/12/09 \$	523,528.0100	1.0000		523,528	523,528	0
06/13/09 \$	1,315,058.8400	1.0000		1,315,059	1,315,059	0
06/14/09 \$	3,347,521.7700	1.0000		3,347,522	3,347,522	0
06/18/09 \$	516,632.2000	1.0000		516,632	516,632	0
06/19/09 \$	1,288,269.1500	1.0000		1,288,269	1,288,269	0
06/20/09 \$	1,108,526.2000	1.0000		1,108,526	1,108,526	0
06/21/09 \$	3,829,317.2800	1.0000		3,829,317	3,829,317	0
06/22/09 \$	4,620,816.7800	1.0000		4,620,817	4,620,817	0
06/26/09 \$	1,454,322.2300	1.0000		1,454,322	1,454,322	0
06/27/09 \$	3,051,725.8600	1.0000		3,051,726	3,051,726	0
06/28/09 \$	3,960,711.9800	1.0000		3,960,712	3,960,712	0
06/29/09 \$	3,087,038.7400	1.0000		3,087,039	3,087,039	0
06/01/09 \$	1,191,906.0200	1.0000		1,191,906	1,191,906	0
06/02/09 \$	2,119,527.8300	1.0000		2,119,528	2,119,528	0
06/03/09 \$	1,076,524.5800	1.0000		1,076,525	1,076,525	0
06/04/09 \$	3,174,901.7300	1.0000		3,174,902	3,174,902	0
06/05/09 \$	3,881,397.9800	1.0000		3,881,398	3,881,398	0
06/08/09 \$	12,656.6500	1.0000		12,657	12,657	0
06/08/09 \$	255,980.5400	1.0000		255,981	255,981	0
06/09/09 \$	133,958.0100	1.0000		133,958	133,958	0
06/10/09 \$	343,398.5800	1.0000		343,399	343,399	0
06/11/09 \$	3,623,868.1200	1.0000		3,623,868	3,623,868	0
06/12/09 \$	1,071,936.6300	1.0000		1,071,937	1,071,937	0
06/15/09 \$	690,177.5600	1.0000		690,178	690,178	0
06/17/09 \$	481,158.8000	1.0000		481,159	481,159	0
06/18/09 \$	3,569,938.8400	1.0000		3,569,939	3,569,939	0
06/19/09 \$	4,155,969.1700	1.0000		4,155,969	4,155,969	0
06/22/09 \$	1,742,803.6000	1.0000		1,742,804	1,742,804	0
06/23/09 \$	1,110,744.0700	1.0000		1,110,744	1,110,744	0
06/24/09 \$	1,427,547.6200	1.0000		1,427,547	1,427,547	0
06/25/09 \$	4,084,591.4500	1.0000		4,084,591	4,084,591	0
06/26/09 \$	995,965.7900	1.0000		995,966	995,966	0
06/29/09 \$	556,431.9400	1.0000		556,432	556,432	0



REPORTABLE TRANSACTIONS WORKSHEET

1/1/09 THROUGH 12/31/09

ACCOUNT 7036735

RAILROAD - NRC / UTU MULTIMELFAR

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DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
06/30/09 S	2,603,097.8700	1.0000	0	2,603,098	2,603,098	0
07/01/09 S	1,198,817.4900	1.0000	0	1,198,817	1,198,817	0
07/02/09 S	4,310,839.2500	1.0000	0	4,310,839	4,310,839	0
07/06/09 S	9,933,768.5700	1.0000	0	9,933,769 *	9,933,769	0
07/07/09 S	239,514.8400	1.0000	0	239,515	239,515	0
07/08/09 S	9,613.5400	1.0000	0	9,614	9,614	0
07/08/09 S	18,795.1500	1.0000	0	18,795	18,795	0
07/09/09 S	2,775,949.8300	1.0000	0	2,775,950	2,775,950	0
07/10/09 S	413,645.7400	1.0000	0	413,646	413,646	0
07/13/09 S	202,591.7800	1.0000	0	202,592	202,592	0
07/14/09 S	413,268.9400	1.0000	0	413,269	413,269	0
07/15/09 S	857,931.8900	1.0000	0	857,932	857,932	0
07/17/09 S	3,392,709.3600	1.0000	0	3,392,709	3,392,709	0
07/20/09 S	719,811.0500	1.0000	0	719,811	719,811	0
07/21/09 S	1,172,679.1100	1.0000	0	1,172,679	1,172,679	0
07/22/09 S	1,021,948.8500	1.0000	0	1,021,949	1,021,949	0
07/23/09 S	3,388,168.1900	1.0000	0	3,388,168	3,388,168	0
07/24/09 S	814,441.7100	1.0000	0	814,442	814,442	0
07/27/09 S	565,212.9000	1.0000	0	565,213	565,213	0
07/28/09 S	1,226,827.6600	1.0000	0	1,226,828	1,226,828	0
07/29/09 S	1,073,968.7700	1.0000	0	1,073,969	1,073,969	0
07/30/09 S	3,406,051.9800	1.0000	0	3,406,052	3,406,052	0
07/31/09 S	5,676,585.6900	1.0000	0	5,676,586	5,676,586	0
08/03/09 S	628,824.0500	1.0000	0	628,824	628,824	0
08/04/09 S	1,268,135.4500	1.0000	0	1,268,135	1,268,135	0
08/05/09 S	865,323.2000	1.0000	0	865,323	865,323	0
08/06/09 S	3,278,049.9000	1.0000	0	3,278,050	3,278,050	0
08/07/09 S	904,132.1700	1.0000	0	904,132	904,132	0
08/10/09 S	6,980.7400	1.0000	0	6,981	6,981	0
08/10/09 S	745,288.3400	1.0000	0	745,288	745,288	0
08/11/09 S	1,197,178.4100	1.0000	0	1,197,178	1,197,178	0
08/12/09 S	986,828.7200	1.0000	0	986,829	986,829	0
08/13/09 S	3,205,749.1300	1.0000	0	3,205,749	3,205,749	0
08/17/09 S	1,419,386.2100	1.0000	0	1,419,386	1,419,386	0
08/18/09 S	1,397,874.7000	1.0000	0	1,397,875	1,397,875	0
08/19/09 S	1,162,895.3000	1.0000	0	1,162,895	1,162,895	0
08/20/09 S	3,193,306.7100	1.0000	0	3,193,307	3,193,307	0
08/21/09 S	736,547.0700	1.0000	0	736,547	736,547	0
08/24/09 S	590,695.6900	1.0000	0	590,696	590,696	0
08/25/09 S	1,105,631.2400	1.0000	0	1,105,631	1,105,631	0
08/26/09 S	1,105,174.8900	1.0000	0	1,105,175	1,105,175	0
08/27/09 S	4,062,880.2500	1.0000	0	4,062,880	4,062,880	0
08/28/09 S	4,101,225.2100	1.0000	0	4,101,225	4,101,225	0
08/31/09 S	2,582,735.6800	1.0000	0	2,582,734	2,582,734	0
09/01/09 S	1,290,798.8900	1.0000	0	1,290,799	1,290,799	0
09/02/09 S	1,108,490.3700	1.0000	0	1,108,490	1,108,490	0



REPORTABLE TRANSACTIONS WORKSHEET

1/1/09 THROUGH 12/31/09

ACCOUNT 7036735

RAILROAD - NRC / UTU HLTHSELFAR

DATE BOUGHT/ SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
09/03/09 S	3,534,113.8900	1.0000		3,534,114	3,534,114	0
09/04/09 S	1,308,794.2300	1.0000		1,308,794	1,308,794	0
09/08/09 S	1,212,647.8100	1.0000		1,212,648	1,212,648	0
09/09/09 S	4,831.5700	1.0000		4,832	4,832	0
09/09/09 S	1,643,415.1400	1.0000		1,643,415	1,643,415	0
09/10/09 S	3,638,774.1400	1.0000		3,638,774	3,638,774	0
09/11/09 S	4,048,668.1100	1.0000		4,048,668	4,048,668	0
09/15/09 S	1,583,281.8700	1.0000		1,583,282	1,583,282	0
09/17/09 S	2,606,929.0100	1.0000		2,606,929	2,606,929	0
09/18/09 S	886,185.5000	1.0000		886,186	886,186	0
09/21/09 S	410,400.1200	1.0000		410,400	410,400	0
09/22/09 S	1,866,883.3300	1.0000		1,866,883	1,866,883	0
09/23/09 S	3,898,065.3000	1.0000		3,898,065	3,898,065	0
09/24/09 S	1,063,474.9000	1.0000		1,063,475	1,063,475	0
09/25/09 S	2,041,497.5900	1.0000		2,041,498	2,041,498	0
09/28/09 S	751,867.8200	1.0000		751,868	751,868	0
09/29/09 S	1,418,119.3300	1.0000		1,418,119	1,418,119	0
09/30/09 S	2,538,711.1400	1.0000		2,538,711	2,538,711	0
10/01/09 S	3,750,527.1200	1.0000		3,750,527	3,750,527	0
10/02/09 S	1,171,504.9200	1.0000		1,171,505	1,171,505	0
10/05/09 S	625,297.9800	1.0000		625,298	625,298	0
10/06/09 S	1,375,765.4900	1.0000		1,375,765	1,375,765	0
10/07/09 S	1,414,571.3600	1.0000		1,414,571	1,414,571	0
10/08/09 S	3,970.8300	1.0000		3,971	3,971	0
10/08/09 S	3,693,480.9400	1.0000		3,693,481	3,693,481	0
10/09/09 S	4,283,203.8800	1.0000		4,283,204	4,283,204	0
10/13/09 S	539,382.3200	1.0000		539,382	539,382	0
10/14/09 S	1,173,059.6100	1.0000		1,173,060	1,173,060	0
10/15/09 S	1,934,194.9200	1.0000		1,934,195	1,934,195	0
10/19/09 S	1,447,603.6000	1.0000		1,447,604	1,447,604	0
10/20/09 S	1,178,811.7100	1.0000		1,178,812	1,178,812	0
10/21/09 S	1,387,253.9300	1.0000		1,387,254	1,387,254	0
10/22/09 S	3,227,779.1300	1.0000		3,227,779	3,227,779	0
10/23/09 S	3,994,618.6100	1.0000		3,994,618	3,994,618	0
10/26/09 S	771,248.1800	1.0000		771,248	771,248	0
10/27/09 S	1,410,206.7100	1.0000		1,410,207	1,410,207	0
10/28/09 S	1,149,139.5900	1.0000		1,149,140	1,149,140	0
10/29/09 S	3,508,698.3400	1.0000		3,508,698	3,508,698	0
10/30/09 S	2,350,107.3300	1.0000		2,350,107	2,350,107	0
11/02/09 S	822,714.4800	1.0000		822,714	822,714	0
11/03/09 S	1,306,289.6700	1.0000		1,306,289	1,306,289	0
11/04/09 S	823,622.6100	1.0000		823,623	823,623	0
11/05/09 S	3,173,205.4300	1.0000		3,173,205	3,173,205	0
11/09/09 S	3,711.2700	1.0000		3,711	3,711	0
11/09/09 S	1,008,321.6600	1.0000		1,008,322	1,008,322	0
11/10/09 S	1,484,898.0600	1.0000		1,484,898	1,484,898	0



REPORTABLE TRANSACTIONS WORKSHEET

1/1/09 THROUGH 12/31/09

ACCOUNT 7036735

RAILROAD - NRC / UTU HLTHWELFAF

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	EBISA COST	EBISA COST GAIN/LOSS
11/12/09 \$	4,064,761.2300	1.0000	0	4,064,761	4,064,761	0
11/13/09 \$	1,498,344.1500	1.0000	0	1,498,344	1,498,344	0
11/16/09 \$	29,163.7900	1.0000	0	29,164	29,164	0
11/18/09 \$	1,337,227.2900	1.0000	0	1,337,227	1,337,227	0
11/19/09 \$	4,162,248.3800	1.0000	0	4,162,248	4,162,248	0
11/23/09 \$	2,794,988.7100	1.0000	0	2,794,989	2,794,989	0
11/26/09 \$	2,759,675.1700	1.0000	0	2,759,675	2,759,675	0
11/25/09 \$	1,309,235.5100	1.0000	0	1,309,236	1,309,236	0
11/27/09 \$	3,340,844.3400	1.0000	0	3,340,844	3,340,844	0
11/30/09 \$	1,917,535.0300	1.0000	0	1,917,535	1,917,535	0
12/01/09 \$	207,055.2900	1.0000	0	207,055	207,055	0
12/02/09 \$	640,829.8600	1.0000	0	640,829	640,829	0
12/03/09 \$	2,589,559.2500	1.0000	0	2,589,559	2,589,559	0
12/07/09 \$	501,854.8900	1.0000	0	501,857	501,857	0
12/08/09 \$	3,390.9800	1.0000	0	3,391	3,391	0
12/08/09 \$	899,425.8600	1.0000	0	899,426	899,426	0
12/09/09 \$	545,859.9700	1.0000	0	545,860	545,860	0
12/10/09 \$	4,832,847.5000	1.0000	0	4,832,848	4,832,848	0
12/11/09 \$	811,459.8600	1.0000	0	811,460	811,460	0
12/14/09 \$	718,138.9200	1.0000	0	718,139	718,139	0
12/17/09 \$	4,128,498.5300	1.0000	0	4,128,499	4,128,499	0
12/21/09 \$	1,090,281.4500	1.0000	0	1,090,281	1,090,281	0
12/22/09 \$	1,463,673.3200	1.0000	0	1,463,673	1,463,673	0
12/23/09 \$	1,385,423.1300	1.0000	0	1,385,423	1,385,423	0
12/24/09 \$	3,380,118.1900	1.0000	0	3,380,118	3,380,118	0
12/28/09 \$	870,001.7500	1.0000	0	870,002	870,002	0
12/29/09 \$	1,258,232.0900	1.0000	0	1,258,232	1,258,232	0
12/30/09 \$	1,028,907.1800	1.0000	0	1,028,907	1,028,907	0
12/31/09 \$	4,179,852.7100	1.0000	0	4,179,853	4,179,853	0
SUB-TOTAL OF SALES \$ 242					462,995,003	0
SUB-TOTAL					887,761,345	0
GRAND TOTAL					887,761,345	0



REPORTABLE TRANSACTIONS WORKSHEET

1/1/09 THROUGH 12/31/09

ACCOUNT 7036735

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RAILROAD - NRC / UTU HLTHSWELFA

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
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CATEGORY 4 - SINGLE TRANSACTION WITH ONE BROKER EXCEEDS 5% OF VALUE

*** NO TRANSACTIONS QUALIFIED FOR THIS SECTION ***

FOOTNOTES

- * = SINGLE TRANSACTION IS 5% REPORTABLE
- B = BUY TRANSACTION
- S = SELL TRANSACTION
- R = REINVESTMENT TRANSACTION

**THE NATIONAL RAILWAY CARRIERS AND UNITED TRANSPORTATION
UNION HEALTH AND WELFARE PLAN**

EIN: 52-2174651

**STATEMENT ATTACHED TO AND MADE PART OF FORM 5500
FOR THE YEAR ENDED DECEMBER 31, 2009**

PART II, 2a Plan Sponsor's Name and Address

The Plan Sponsor is the Governing Committee, consisting of:

National Carriers' Conference Committee
1901 L Street, N.W.
Suite 500
Washington, DC 20036-3514

and

United Transportation Union Health & Welfare Committee
14600 Detroit Avenue
Cleveland, OH 44107

NATIONAL RAILWAY CARRIERS AND UNITED TRANSPORTATION UNION
HEALTH AND WELFARE PLAN

FINANCIAL STATEMENTS
(Together with report of Independent Public Accountants)

December 31, 2009 and 2008

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500 East Pratt Street • Suite 525 • Baltimore, Maryland 21202-3178
Telephone: 443.743.1277 • Facsimile: 443.743.1295



INDEPENDENT AUDITOR'S REPORT

To the Governing Committee with respect to
National Railway Carriers and United Transportation Union Health and Welfare Plan

We were engaged to audit the accompanying statements of net assets available for benefits and of plan benefit obligations of the National Railway Carriers and United Transportation Union Health and Welfare Plan (the Plan) as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits and of changes in plan benefit obligations for the year ended December 31, 2009, and the supplemental schedules of assets held for investment purposes as of December 31, 2009, and of reportable transactions exceeding 5% of the Plan assets for the year ended December 31, 2009. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 12, which was certified by SunTrust Bank, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. As disclosed in Note 12, the Plan Administrator has obtained certifications from the trustee regarding the completeness and accuracy of the investment information provided to the Plan Administrator by the trustee as of and for the year ended December 31, 2009, and as of December 31, 2008.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, 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 United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

TMDG LLC

Baltimore, Maryland
October 12, 2010

NATIONAL RAILWAY CARRIERS AND UNITED TRANSPORTATION UNION
HEALTH AND WELFARE PLAN

Statements of Net Assets Available for Benefits
December 31, 2009 and 2008

	2009	2008
ASSETS		
Investments, at fair value	\$ 4,292,634	\$ 122,521,299
Receivables:		
Participating railroads' contributions	50,690,079	40,272,956
Participants' contributions	6,670,446	6,789,538
COBRA premium subsidy	1,723,689	-
Formulary rebates	5,139,027	5,072,039
Other	<u>156,991</u>	<u>2,645,924</u>
	<u>64,380,232</u>	<u>54,780,457</u>
Insurance premium stabilization reserve	<u>2,230,152</u>	<u>1,902,362</u>
Cash	<u>900,000</u>	<u>1,200,000</u>
Amounts due from participating railroads	<u>61,280,091</u>	<u>-</u>
Total assets	<u>133,083,109</u>	<u>180,404,118</u>
LIABILITIES		
Accounts payable and accrued expenses	885,222	1,221,695
Prepaid participants' COBRA contributions	<u>150,566</u>	<u>80,414</u>
Total liabilities	<u>1,035,788</u>	<u>1,302,109</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 132,047,321</u>	<u>\$ 179,102,009</u>

The Notes to Financial Statements are an integral part of these statements.

NATIONAL RAILWAY CARRIERS AND UNITED TRANSPORTATION UNION
HEALTH AND WELFARE PLAN

Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2009

ADDITIONS

Investment income:		
Interest income	\$	366,995
Less investment expenses	(<u>113,340</u>)
		<u>253,655</u>
Participating railroads' contributions		405,473,050
Participants' contributions		73,648,428
Participants' COBRA contributions		1,797,520
COBRA premium subsidy		<u>1,723,689</u>
		<u>482,642,687</u>
Other Income		<u>2,168</u>
Total additions		<u>482,898,510</u>

DEDUCTIONS

Benefits paid to or for participants, beneficiaries and dependents:		
Health claims		407,715,102
Prescription drugs		88,680,751
Insurance premiums		<u>5,644,708</u>
		<u>502,040,561</u>
Administrative expenses		<u>27,912,637</u>
Total deductions		<u>529,953,198</u>
Net increase (decrease)		(47,054,688)

NET ASSETS AVAILABLE FOR BENEFITS

Beginning of year		<u>179,102,009</u>
End of year		<u>\$ 132,047,321</u>

The Notes to Financial Statements are an integral part of this statement.

NATIONAL RAILWAY CARRIERS AND UNITED TRANSPORTATION UNION
HEALTH AND WELFARE PLAN

Statements of Plan Benefit Obligations
(As Determined by UnitedHealthcare and the Plan's Consulting Actuary)
December 31, 2009 and 2008

	2009	2008
AMOUNTS CURRENTLY PAYABLE TO OR FOR PARTICIPANTS, BENEFICIARIES, AND DEPENDENTS		
Health claims payable	\$ 20,969,471	\$ 27,080,140
Insurance premiums payable	<u>865,168</u>	<u>8,411</u>
	<u>21,834,639</u>	<u>27,088,551</u>
OTHER OBLIGATIONS FOR CURRENT BENEFITS COVERAGE, AT PRESENT VALUE OF ESTIMATED AMOUNTS		
Claims incurred but not reported	33,830,090	37,393,520
Accumulated eligibility credit	46,719,827	52,827,846
Extended benefit coverage	<u>29,662,765</u>	<u>27,714,380</u>
	<u>110,212,682</u>	<u>117,935,746</u>
Total obligations other than post-retirement benefit obligations	<u>132,047,321</u>	<u>145,024,297</u>
POST-RETIREMENT BENEFIT OBLIGATIONS		
Current retirees	43,391,574	44,075,761
Other participants fully eligible for benefits	619,629	872,375
Other participants not yet fully eligible for benefits	<u>6,599,305</u>	<u>7,123,365</u>
	<u>50,610,508</u>	<u>52,071,501</u>
PLAN'S TOTAL BENEFIT OBLIGATIONS	<u>\$ 182,657,829</u>	<u>\$ 197,095,798</u>

The Notes to Financial Statements are an integral part of these statements.

NATIONAL RAILWAY CARRIERS AND UNITED TRANSPORTATION UNION
HEALTH AND WELFARE PLAN

Statement of Changes in Plan Benefit Obligations
(As Determined by UnitedHealthcare and the Plan's Consulting Actuary)
For the Year Ended December 31, 2009

AMOUNTS CURRENTLY PAYABLE TO OR FOR PARTICIPANTS,
BENEFICIARIES, AND DEPENDENTS

Health claims payable:

Balance at beginning of year	\$ 27,080,140
Claims reported and approved for payment	490,285,184
Claims paid (including disability)	<u>(496,395,853)</u>

Balance at end of year	<u>20,969,471</u>
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Insurance premiums payable:

Balance at beginning of year	8,411
Premiums due	6,501,465
Premiums paid	<u>(5,644,708)</u>

Balance at end of year	<u>865,168</u>
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OTHER OBLIGATIONS FOR CURRENT BENEFITS COVERAGE,
AT PRESENT VALUE OF ESTIMATED AMOUNTS

Balance at beginning of year	117,935,746
Net change during the year:	
Other	<u>(7,723,064)</u>

Balance at end of year	<u>110,212,682</u>
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Total obligations other than post-retirement benefit obligations	<u>132,047,321</u>
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POST-RETIREMENT BENEFIT OBLIGATIONS

Balance at beginning of year	52,071,501
Increase (decrease) during the year attributed to:	
Benefits earned and other changes	(1,215,355)
Benefits expected to be paid	(4,589,323)
Interest	2,864,012
Changes in actuarial assumptions	<u>1,479,673</u>

Balance at end of year	<u>50,610,508</u>
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PLAN'S TOTAL BENEFIT OBLIGATION	<u>\$ 182,657,829</u>
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The Notes to Financial Statements are an integral part of this statement.

NOTES TO FINANCIAL STATEMENTS

Note 1. Description of the Plan

The following description of the National Railway Carriers and United Transportation Union Health and Welfare Plan (the Plan) provides only general information. Participants should refer to the Plan's Summary Plan Description for a more complete description of the Plan's provisions.

General

The Plan and related Trust were established in 2000 pursuant to collective-bargaining to provide health and other related benefits to eligible employees and retirees of participating railroads and their beneficiaries. The Plan is administered by the Governing Committee, which consists of the United Transportation Union Health and Welfare Committee and National Carriers' Conference Committee and is subject to the provisions of the Railway Labor Act, as amended, and the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Benefits

The Plan benefits are provided on a self-insured basis, except for life insurance and accidental death and dismemberment insurance, which are provided by Metropolitan Life Insurance Company through an experience-rated insurance contract. Plan benefits are primarily administered by a third party administrator, UnitedHealthcare, pursuant to an Administrative Service Only contract.

Eligibility

Upon satisfying the eligibility and coverage requirements, as outlined in the Plan's Summary Plan Description, employees of the participating railroads and their dependents are entitled to receive the benefits provided by the Plan. Additional extended benefit coverage provisions may be available for participants who become disabled, furloughed, suspended, or dismissed. (See Note 9 regarding the liability recognized for financial statement reporting purposes for extended benefit coverage.)

Funding

The participating railroad's and participant's obligation to provide contributions to the Plan arises pursuant to the terms and conditions of the collective-bargaining agreements, Plan document and related practices. Contributions to the Plan are remitted by the participating railroads on a monthly basis in the amount determined after discussion with UnitedHealthcare. The railroads fund the obligations of the Plan as they become due and payable during the year.

NOTES TO FINANCIAL STATEMENTS

Note 1. Description of the Plan (continued)

Tax status

The Trust established pursuant to the Plan to hold the Plan's assets is qualified pursuant to Section 501(c)(9) of the Internal Revenue Code and, accordingly, the Trust's net investment income is exempt from income taxation. The Plan has obtained a favorable tax determination letter from the Internal Revenue Service, and the Plan Administrator believes that the Plan, as amended, continues to qualify and to operate as designed.

Plan termination

In the event of termination of the Plan, the Trust's remaining assets will be used to provide for the payment of any and all obligations of the Plan. Such payments shall be for the exclusive benefit of the Plan participants and beneficiaries and to defray the administrative expenses of the Plan.

Note 2. Significant Accounting Policies

Basis of accounting

The financial statements of the Plan are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America except that benefit payments are recorded when paid.

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make estimates and assumptions that affect the reported amounts of assets, liabilities, benefit obligations and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

New Accounting Pronouncements

In 2009, FASB Staff Position (FSP) 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly*, was issued and later codified into the Accounting Standards Codification (ASC) Topic 820, *Fair Value Measurements and Disclosures* (originally issued as FASB Statement No. 157, *Fair Value Measurements*), which expanded disclosures and required that major categories for debt and equity securities in the fair value hierarchy table be determined on the

NOTES TO FINANCIAL STATEMENTS

Note 2. Significant Accounting Policies (continued)

New Accounting Pronouncements (continued)

basis of the nature and risks of the investments. This guidance was adopted by the Plan for the year ended December 31, 2009. The adoption did not have a material impact on the Plan's financial statements.

In September 2009, the FASB issued Accounting Standards Update (ASU) No. 2009-12, *Fair Value Measurements and Disclosures (Topic 820)—Investments in Certain Entities that Calculate Net Asset Value per Share (or Its Equivalent)* (ASU No. 2009-12). ASU No. 2009-12 expands the required disclosures for certain investments with a reported net asset value (NAV). ASU No. 2009-12 permits, as a practical expedient, an entity holding investments in certain entities that calculate net asset value per share or its equivalent for which the fair value is not readily determinable, to measure the fair value of such investments on the basis of that net asset value per share or its equivalent without adjustment. ASU No. 2009-12 requires enhanced disclosures about the nature and risks of investments within its scope. Such disclosures include the nature of any restrictions on an investor's ability to redeem its investments at the measurement date, any unfunded commitments, and the investment strategies of the investee. This guidance is effective for periods ending after December 15, 2009. The adoption did not have a material impact on the Plan's financial statements.

In January 2010, the FASB issued ASU No. 2010-06, *Fair Value Measurements and Disclosures* (ASU No. 2010-06), which amends ASC 820, adding new disclosure requirements for Levels 1 and 2, separate disclosures of purchases, sales, issuances, and settlements relating to Level 3 measurements and clarification of existing fair value disclosures. ASU No. 2010-06 is effective for periods beginning after December 15, 2009, except for the requirement to provide Level 3 activity of purchases, sales, issuances, and settlements on a gross basis, which will be effective for fiscal years beginning after December 15, 2010. The Plan is currently evaluating the impact ASU No. 2010-06 will have on its financial statements.

Valuation of investments and income recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 6 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis.

NOTES TO FINANCIAL STATEMENTS

Note 2. Significant Accounting Policies (continued)

Fair value of financial instruments

The Plan administrator believes the carrying value of financial instruments, as stated in the financial statements, approximates their fair value.

Participating railroads' contributions and contributions receivable

Each participating railroad provides a monthly contribution to the Plan as determined annually. Participating railroad contributions are recognized as revenue in the period in which the compensated service giving rise to the contribution is rendered.

Participants' contributions and contributions receivable

Employees of the participating railroads provide monthly contributions to the Plan pursuant to the terms and conditions of the collective-bargaining agreements. Participant contributions are recognized as revenue in the period in which the compensated service giving rise to the contribution is rendered.

There is no contribution requirement for eligible retirees of participating railroads.

Participants' COBRA contributions

Participants and beneficiaries, who experience a qualifying event, as defined by Federal COBRA guidelines, may self-pay to continue coverage in the Plan for a limited period of time. Participants' COBRA contributions are recognized when due and payable.

Terminated and withdrawing railroads' withdrawal liability receivable

Upon termination or withdrawal from the Plan in whole or in part, a railroad is assessed a withdrawal liability, as provided for pursuant to the Plan document, which approximates the individual railroad's claim run-out liability. This run-out liability is due and payable 10 days subsequent to the railroad's receipt of a bill for such payment. As of December 31, 2009 and 2008, there are no outstanding amounts receivable from terminating or withdrawing railroads as it relates to the withdrawal liability.

Allowance for doubtful accounts

The Plan utilizes the allowance method to account for uncollectible receivables. Unless otherwise noted, an allowance for doubtful accounts for the Plan's receivable balances is not considered necessary as probable uncollectible amounts have been determined by the Plan Administrator to be insignificant to the financial statements.

NOTES TO FINANCIAL STATEMENTS

Note 2. Significant Accounting Policies (continued)

Amounts due from participating railroads

The amounts due from participating railroads represent an unfunded commitment, pursuant to the collective-bargaining agreements, Plan document and related practices, by each participating railroad, to contribute to the Plan sufficient funds to enable the Plan to pay the benefits provided by it for that railroad's employees and their eligible dependents.

Subsequent Events

The Plan has evaluated subsequent events through October 12, 2010 the date the financial statements were available to be issued.

Reclassification

Certain 2008 amounts have been reclassified to conform to the current year presentation. These reclassifications had no effect on net assets available for benefits or changes in net assets available for benefits.

Note 3. Investments

The Plan's investments are held by a bank administered trust fund. The following table represents the fair value of those investments as of December 31, 2009 and 2008. Investments that represent 5% or more of the Plan's net assets are separately identified.

	2009	2008
Investments at estimated fair value:		
Money market fund - SunTrust STI Classic Fund	<u>\$ 4,292,634</u>	<u>\$122,521,299</u>

Note 4. Insurance Contract (See Notes 3 and 5)

In 2008, the Plan entered into an insurance contract with Metropolitan Life Insurance Company (MetLife) for a one year term commencing September 23, 2008. The insurance contract was renewed on November 12, 2009 for another one year term.

Pursuant to the insurance contract, funds are maintained in the general assets of MetLife and recognized in the Plan's financial statements at cost, which approximates fair value, principal plus accrued interest, as reported to the Plan by MetLife. The insurance contract has two components: a fixed fund and a liquid fund. The insurance contract commencing September 23, 2008 provided for: (1) a guaranteed interest rate of 4.47% for the fixed portion of the contract and (2) an amount equal to the discount rate on the six-month Treasury Bills set at the first weekly auction for the month, as

NOTES TO FINANCIAL STATEMENTS

Note 4. Insurance Contract (See Notes 3 and 5) (continued)

reported in the Wall Street Journal, subject to correction of error, plus 0.25% for the liquid portion of the contract. The insurance contract commencing November 12, 2009 provided for: (1) a guaranteed interest rate of 1.42% for the fixed portion of the contract and (2) an amount equal to the discount rate on the six-month Treasury Bills set at the first weekly auction for the month, as reported in the Wall Street Journal, subject to correction of error, plus 0.25% for the liquid portion of the contract.

The funds are not held in reserve by MetLife. MetLife is contractually obligated to repay the principal and the specified interest rate that is guaranteed to the Plan and is not permitted to terminate the contract prior to the scheduled maturity date. Likewise, withdrawals from the Guaranteed Interest Rate Contract are not permitted by the Plan prior to the maturity date. Upon maturity, the funds held under the Guaranteed Interest Rate Contract are automatically reinvested into a MetLife liquid fund and can be withdrawn by the Plan at any time. The liquid fund provides for a variable interest rate, which is credited to the account monthly. The interest rate was based on the discount rate of the six month Treasury bills set at the first weekly auction in the month plus 0.25%.

Note 5. Premium Stabilization Reserve

The Plan has funds held in an insurance contract, which functions as a premium stabilization reserve with Metropolitan Life Insurance Company in connection with its experience-rated life insurance and accidental death and dismemberment insurance. The insurance contract had balances of \$2,230,152 and \$1,920,362 as of December 31, 2009 and 2008, respectively. The 2009 balance was allocated among the fixed and liquid funds as follows: \$1,671,977 and \$558,175, respectively. The 2008 balance was maintained entirely in the fixed fund. (See Note 4.)

Note 6. 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 to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

NOTES TO FINANCIAL STATEMENTS

Note 6. Fair Value Measurements (continued)

Level 2

Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets
- Quoted prices for identical or similar assets or liabilities in inactive markets
- Inputs other than quoted prices that are observable for the asset or liability
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used for the period January 1, 2009 through December 31, 2009.

Level 1:

Money Market Fund – Shares of a money market portfolio are considered cash equivalents and are valued at their carrying amount due to their short-term nature.

Level 3:

Premium Stabilization Reserve – The Plan's reserve at Metropolitan Life Insurance Company is recognized in the financial statements at cost, which approximates fair value, principal plus accrued interest.

The preceding methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan 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 report date.

NOTES TO FINANCIAL STATEMENTS

Note 6. Fair Value Measurements (continued)

The following table presents by level, within the fair value hierarchy, the Plan's assets measured at fair value as of December 31, 2009 and 2008.

Assets at Fair Value as of December 31, 2009

	<u>Level 1</u>	<u>Level 3</u>	<u>Total</u>
Assets:			
Money market funds	\$ 4,292,634	\$ -	\$ 4,292,634
Premium stabilization reserve	<u>-</u>	<u>2,230,152</u>	<u>2,230,152</u>
Total assets at fair value	<u>\$ 4,292,634</u>	<u>\$ 2,230,152</u>	<u>\$ 6,522,786</u>

Assets at Fair Value as of December 31, 2008

	<u>Level 1</u>	<u>Level 3</u>	<u>Total</u>
Assets:			
Money market funds	\$122,521,299	\$ -	\$122,521,299
Premium stabilization reserve	<u>-</u>	<u>1,902,362</u>	<u>1,902,362</u>
Total assets at fair value	<u>\$122,521,299</u>	<u>\$ 1,902,362</u>	<u>\$124,423,661</u>

The Plan has no assets which meet the criteria for level 2 reporting and, therefore, this level has been excluded from the table above.

Level 3 Gains and Losses

The following table presents a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2009.

Level 3 Assets
Year Ended December 31, 2009

Balance, beginning of year	\$ 1,902,362
Interest credited during the year	66,519
Purchases, sales, issuances, and settlements (net)	<u>261,271</u>
Balance, end of year	<u>\$ 2,230,152</u>

NOTES TO FINANCIAL STATEMENTS

Note 7. Plan Contributions

The participating railroads do not differentiate their monthly contributions to the Plan between that which is paid on behalf of the participating railroad and that which is paid on behalf of the Plan participant. Therefore, for financial statement reporting purposes, the Plan Administrator has estimated the participants' contributions from the total contributions made by the participating railroads' to the Plan by applying the following contribution rates for the Plan to the 2009 annual qualified employee counts (December 2008 work history month through November 2009 work history month) by participant category to estimate the cash basis participants' contributions paid during 2009:

Participant Category	Contribution Rate Per Participant*	Plan	Hospital Association
Non-Hospital Road Employee	\$170.96	\$170.96	N/A
Hospital Road Employee (see below)	\$170.96	\$113.78	\$57.18

*Collectively bargained contribution rate per participant for the 2009 calendar year.

In order to arrive at the 2009 estimated accrual basis participants' contributions, which are reported in the financial statements, the estimated cash basis participants' contributions associated with the December 2008 work history month were removed from the estimated cash basis participants' contributions paid during 2009. To that amount, the Plan Administrator added the participants' contributions estimate for the December 2009 work history month, i.e. the 2009 participants' contribution receivable, to arrive at the estimated accrual basis participants' contributions for 2009. The Plan Administrator has estimated the participants' contributions receivable from the total contributions receivable obligations due to the Plan by applying the following participant contribution rates for the Plan to the December 2009 work history month qualified employee counts:

Participant Category	Contribution Rate Per Participant*	Plan	Hospital Association
Non-Hospital Road Employee	\$200.00	\$200.00	N/A
Hospital Road Employee (see below)	\$200.00	\$139.04	\$60.96

*Collectively bargained contribution rate per participant for the 2010 calendar year.

Hospital Road Employee Allocation Methodology

The allocation of the Contribution Rate Per Participant between the Plan and Hospital Association, in the tables above, was calculated using the Total HR Payment Rate and HR Due Offset, as reported in the NCCC Rate Circular for 2009 and 2010. The allocation calculation was performed as follows: (1) divide the "Total HR Payment Rate" and, separately, the "HR Dues Offset" by the sum of the "Total HR Payment Rate" and

NOTES TO FINANCIAL STATEMENTS

Note 7. Plan Contributions (continued)

the "HR Dues Offset" and (2) multiply the aforementioned resulting percentages by the Contribution Rate Per Participant to derive the Plan rate and Hospital Associate rate, respectively.

In prior years, a different allocation methodology was used to segregate that which is paid on behalf of the participating railroad and that which is paid on behalf of the Plan participant from the monthly contributions to the Plan. This estimate attempted to account for the demographics of the Hospital Road Association Employee population and differences in the payment rules between the Plan and the Hospital Association. This resulted in an allocation by qualified employee between the Plan and the Hospital Road Employee in 2008 of \$41.56 and \$124.69, respectively. (The Non-Hospital Road Employee contribution rate was \$166.25.) This methodology has been discontinued in favor of the current methodology for segregating the monthly contributions to the Plan. Had the prior methodology been used to segregate the participants' contributions from the participating railroads' contributions, the participants' contributions receivable and participant contributions would have decreased as of and for the year ended December 31, 2009 by \$531,414 and \$5,884,456 and the participating railroads' contribution receivable and participating railroads' contribution would have correspondingly increased by \$531,414 and \$5,884,456. These reclassifications would have had no effect on net assets available for benefits or changes in net assets available for benefits.

Note 8. Post-Retirement Benefits

The post-retirement benefits provided by the Plan to eligible retirees of participating railroads are limited to the fully insured life insurance and accidental death and dismemberment insurance benefits provided by MetLife.

The post-retirement benefit obligation represents the total actuarial present value of those estimated future benefits that are attributed to employee service rendered to December 31st. Post-retirement benefits include future benefits expected to be paid to or for: (1) currently retired employees (eligible retirees) and (2) active employees after retirement from service with the participating railroads. Prior to an active employee's full eligibility date, the post-retirement benefit obligation for these employees is the portion of the expected post-retirement benefit obligation that is attributed to that employee's service in the industry rendered to the valuation date.

The actuarial present value of the expected post-retirement benefit obligation is determined by the Plan's consulting actuary, Towers Watson, and is the amount that results from applying actuarial assumptions to historical claims-cost data to estimate future annual incurred claims costs per participant and to adjust such estimates for the time value of money (through discounts for interest) and the probability of payment (by means of appropriate decrements) between the valuation date and the expected date of payment.

NOTES TO FINANCIAL STATEMENTS

Note 8. Post-Retirement Benefits (continued)

Because the post-retirement benefits provided by the Plan are limited to fully insured life insurance and accidental death and dismemberment insurance benefits, the health care cost trend rate assumption is not applicable to the post-retirement benefit calculation.

Other significant assumptions used in the actuarial valuation are as follows:

	2009	2008
Weighted average discount rate	5.75%	6.05%
Average retirement age	62	62
Mortality		
Actives -	2003 RRB Active Service Mortality Table (Unisex)	
Retired -	2007 RRB Annuitants Mortality Table (Unisex)	
Disabled -	2007 RRB Disabled Mortality Table for Annuitants Qualified under Social Security definition of Disability	

The Plan's deficiency of net assets over benefit obligations as of December 31, 2009 and 2008 related primarily to the post-retirement obligation which will be funded on an annual basis, as it becomes due and payable, by participating railroads' contributions.

The foregoing assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of the post-retirement obligation.

Note 9. Other Plan Benefit Obligations

Plan benefit obligations as of December 31st for health claims payable, current insurance premiums payable, health claims incurred by participants but not reported as of that date, accumulated eligibility of participants and extended benefit coverage available to Plan participants are estimated by UnitedHealthcare. Such estimated amounts are reported in the accompanying statement of Plan Benefit Obligations at present value. Based on the current nature of the obligation, generally within three months of year end, discounting the obligation was not necessary.

NOTES TO FINANCIAL STATEMENTS

Note 9. Other Plan Benefit Obligations (continued)

Significant assumptions used in the calculation include the following:

	2009	2008
Administrative Load:		
On-Duty Injury Claims	8.90%	8.90%
Other than On-Duty Injury Claims	6.70%	6.70%
Bank float	0.72%*	2.49%*

*Expressed as a percentage of annual claims cost

UnitedHealthcare changed the bank float assumption used to calculate the Plan's health claims payable, as of December 31, 2009, to better account for the increased utilization of electronic fund transfers to pay healthcare providers and facilities and the corresponding decrease in the time between when a claim is processed and paid and subsequently funded by the Plan. Had the prior rate of 2.49% been used to calculate the current health claims payable, the obligation as of December 31, 2009 would have increased by \$4,400,000 to \$25,369,471 and the claims reported and approved for payment would have increased by \$4,400,000 to \$494,685,184.

Upon termination of a Plan participant's coverage, the Plan may provide limited coverage of benefits for injuries that occurred, and sicknesses or pregnancies that commenced before or while the participant was covered by the Plan. The availability and length of coverage provided by this provision of the Plan varies depending on the Plan participant's benefit election, relationship to the covered employee and condition upon termination of coverage. An obligation for this contingent liability has not been recognized on the Plan's financial statements because the amount expected to be paid as a result of this obligation cannot be reasonably estimated.

The Plan Sponsors are of the opinion, based on all available known facts, that the amount expected to be paid with respect to the contingent liability would not have a material effect on the financial position or results of operations of the Plan.

NOTES TO FINANCIAL STATEMENTS

Note 10. Concentration of Participating Railroads

There are approximately 35 railroads participating in the Plan, of which 4 Class I railroads comprised approximately 89% and 90% of the total Plan activity as of December 31, 2009 and 2008, respectively. This activity includes, but is not limited to, participating railroads' contributions receivable and amounts due from participating railroads as of December 31, 2009 and 2008, and participating railroads' contributions for the years ended December 31, 2009 and 2008 as follows:

	Percentage of Total Plan Activity	
Railroad	2009	2008
A	27.4%	28.5%
B	26.2%	27.6%
C	19.0%	19.1%
D	16.0%	15.1%

Note 11. Contingencies

The Plan is subject to lawsuits arising out of the ordinary course of business. The Plan Sponsors are of the opinion, based on available known facts, that the ultimate disposition of asserted claims would not have a material effect on the financial position or results of operations of the Plan.

See Note 9 regarding the Other Plan Benefit Obligations contingency.

Note 12. Information Certified by the Plan's Trustee and the Plan Administrator

The following investments are held by a bank administered trust fund and were certified by the Trustee, SunTrust Bank, and the Plan Administrator as complete and accurate.

	2009	2008
Money Market Fund – SunTrust STI Classic Fund:		
Investments	\$ 4,292,634	\$122,521,299
Accrued interest	\$ 891	\$ 136,826
Interest income	\$ 300,476	\$ 2,967,918

The investment activity reported on the schedule of assets held for investment purposes and schedule of reportable transactions relating to the Money Market Fund of SunTrust STI Classic Fund were also certified by the Trustee, SunTrust Bank, and the Plan Administrator as complete and accurate.

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

NOTES TO FINANCIAL STATEMENTS

Note 13. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the accompanying 2009 and 2008 financial statements to the Form 5500.

	2009	2008
Net assets available for benefits as reported within the financial statements	\$ 132,047,321	\$ 179,102,009
Benefit obligations currently payable	(54,799,561)	(64,473,660)
Insurance premiums payable	<u>(865,168)</u>	<u>(8,411)</u>
Net assets available for benefits as reported within the Form 5500	<u>\$ 76,382,592</u>	<u>\$ 114,619,938</u>

The following is a reconciliation of benefits paid to participants per the financial statements to the Form 5500 for the year ended December 31, 2009.

Benefits paid to or for participants as reported within the financial statements	\$ 496,395,853
Add: Amounts payable at end of year	54,799,561
Less: Amounts payable at beginning of year	<u>(64,473,660)</u>
Benefits paid to or for participants as reported within the Form 5500	<u>\$ 486,721,754</u>

Amounts currently payable to or for participants, dependents, and beneficiaries are recorded on the Form 5500 for benefit claims that have been processed and approved for payment prior to December 31st but not yet paid as of that date.

NOTES TO FINANCIAL STATEMENTS

Note 13. Reconciliation of Financial Statements to Form 5500 (continued)

The following is a reconciliation of premiums paid for participants per the financial statements to the Form 5500 for the year ended December 31, 2009.

Insurance premiums paid for participants as reported within the financial statements	\$ 5,644,708
Add: Amounts payable as of the end of year	865,168
Less: Amounts payable as of the beginning of year	<u>(8,411)</u>
Insurance premiums paid for participants as reported within the Form 5500	<u>\$ 6,501,465</u>

Note 14. Risks and Uncertainties

The Plan investments consist of funds held in money market funds with SunTrust. This investment, along with the premium stabilization reserve with Metropolitan Life Insurance Company, is exposed to credit risk. Due to the level of risk associated with these investments given the current economic condition and uncertainty in the market place, it is at least reasonably possible that changes in the value of these investments may occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits and changes in net assets available for benefits.

The total obligations other than post-retirement obligations (health claims payable, claims incurred but not reported and extended benefit coverage obligations), as calculated and reported to the Plan by UnitedHealth Care and post-retirement benefits, as calculated and reported to the Plan by the Plan's consulting actuary, are based on certain assumptions pertaining to administrative load, bank float, interest rates, health care inflation, average retirement age and other employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Note 15. Legislative Changes

On March 23, 2010, President Obama signed into law the health care reform bill, the Patient Protection and Affordable Care Act (PPACA). This legislation, along with the Health Care and Education Reconciliation Act of 2010, makes sweeping changes to the United States health care system and imposes significant coverage mandates that this Plan will be required to comply with over the next several years.

NOTES TO FINANCIAL STATEMENTS

Note 15. Legislative Changes (continued)

The coverage mandates the Plan is required to comply with beginning January 1, 2011, as a Grandfathered Plan, are as follows:

- Extension of dependent coverage to age 26;
- Elimination of pre-existing condition exclusion for enrollees under age 19;
- Prohibition on lifetime and annual dollar limits; and
- Prohibition on recessions.

Because of the complexity of the legislative changes and the coverage mandates, the Plan Sponsors, at this time, have not been able to completely evaluate the economic impact on the Plan. However, it is expected that the increased costs associated with complying with these mandates in 2011 is likely to be substantial.

PPACA also established the Early Retiree Reinsurance Program. This Program will provide reimbursement to the Plan for 80% of approved annual claims for expenses associated with an early retiree's medical expenses between \$15,000 and \$90,000, which are paid by the Plan subsequent to June 30, 2010. (An early retiree's spouse, surviving spouse and dependents will also be covered by the Program.) Claims paid from January 1, 2010 through June 30, 2010 may be aggregated to reach the \$15,000 threshold. However, no claims paid during this time will be reimbursed by the Program.

The Plan Sponsors have estimated the reimbursement to the Plan from the Program in 2010 to be between \$4,600,000 and \$6,200,000.

SUPPLEMENTAL SCHEDULES

NATIONAL RAILWAY CARRIERS AND UNITED TRANSPORTATION UNION
HEALTH AND WELFARE PLAN

Schedule of Assets Held for Investment Purposes
December 31, 2009

Schedule H Item 4(i) – Schedule of Assets Held for Investment Purposes
EIN: 52-2174651
Plan Number: 510

(a)	(b)	(c)	(d)	(e)
Identity of Issue, Borrower, or <u>Similar Party</u>	Description of Investment Including Maturity Date, Rate of Interest, <u>Collateral, Par or Maturity</u>		<u>Cost</u>	<u>Current Value</u>
<i>Cash and cash equivalents</i>				
*	SunTrust Bank Account 70-04-102-7036735	Money Market Fund (STI Classic Instl. Cash)	<u>\$ 4,292,634</u>	<u>\$ 4,292,634</u>

* Known Party-in-Interest With The Plan

NATIONAL RAILWAY CARRIERS AND UNITED TRANSPORTATION UNION
HEALTH AND WELFARE PLAN

Schedule of Reportable Transactions Exceeding 5% of the Plan Assets
For the Year Ended December 31, 2009

Schedule H Item 4(j) – Schedule of Reportable Transactions
EIN: 52-2174651
Plan Number: 510

(a)	(b)	(c)	(d)	(g)	(i)
<u>Identity of Party Involved</u>	<u>Description of Assets</u>	<u>Purchase Price</u>	<u>Selling Price</u>	<u>Asset Cost</u>	<u>Current Value</u>
SunTrust Bank Account 70-04-102-7036735	(See attached schedule as prepared and reported by SunTrust Bank)				



REPORTABLE TRANSACTIONS WORKSHEET

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ACCOUNT 7036735

RAILROAD - NRC / UTU HLTH&MELFAR

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MM#594						
01/16/09 B	38,355,689.8800	1.0000		-38,355,690 *	38,355,690	0
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MM#594						
01/30/09 S	6,357,632.3300	1.0000		6,357,632 *	6,357,632	0
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MM#594						
02/18/09 B	25,431,054.6000	1.0000		-25,431,055 *	25,431,055	0
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MM#594						
02/19/09 B	8,997,599.8000	1.0000		-8,997,600 *	8,997,600	0
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MM#594						
02/27/09 S	6,235,955.3700	1.0000		6,235,955 *	6,235,955	0
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MM#594						
03/17/09 B	37,844,074.7800	1.0000		-37,844,075 *	37,844,075	0
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MM#594						
04/09/09 S	7,877,739.3700	1.0000		7,877,739 *	7,877,739	0
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MM#594						
04/16/09 B	36,133,333.2700	1.0000		-36,133,333 *	36,133,333	0
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MM#594						
04/30/09 S	6,589,774.4700	1.0000		6,589,774 *	6,589,774	0
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MM#594						
06/16/09 B	32,890,292.0000	1.0000		-32,890,292 *	32,890,292	0
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MM#594						
07/06/09 S	9,933,768.5700	1.0000		9,933,769 *	9,933,769	0
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MM#594						
08/14/09 B	32,861,070.7500	1.0000		-32,861,071 *	32,861,071	0
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MM#594						
09/16/09 B	35,555,138.3300	1.0000		-35,555,138 *	35,555,138	0
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MM#594						
10/16/09 B	34,815,925.8500	1.0000		-34,815,926 *	34,815,926	0
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MM#594						
11/06/09 B	12,870,288.5700	1.0000		-12,870,289 *	12,870,289	0
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MM#594						
11/20/09 B	11,762,114.4700	1.0000		-11,762,114 *	11,762,114	0
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MM#594						
12/04/09 B	13,396,593.5500	1.0000		-13,396,594 *	13,396,594	0

BEGINNING MARKET VALUE 122,658,124.92
 COMPARATIVE VALUE (5%) 6,132,906.25

CATEGORY 1 - SINGLE TRANSACTION EXCEEDS 5% OF VALUE



REPORTABLE TRANSACTIONS WORKSHEET

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ACCOUNT 7036735

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RAILROAD - NRC / UTU HLTH&WELFARE

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MM#594						
12/18/09 B	11,398,781.7500	1.0000		-11,398,782 *	11,398,782	
GRAND TOTAL				369,306,828	369,306,828	0

CATEGORY 2 - SERIES OF TRANSACTIONS WITH SAME BROKER EXCEEDS 5% OF VALUE

*** NO TRANSACTIONS QUALIFIED FOR THIS SECTION ***

CATEGORY 3 - SERIES OF TRANSACTIONS IN SAME SECURITY EXCEEDS 5% OF VALUE

ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MM#594

01/02/09 B	136,826.1200	1.0000		-136,826	136,826	
01/16/09 B	38,355,689.8800	1.0000		-38,355,690 *	38,355,690	
01/20/09 B	1,224,825.6900	1.0000		-1,224,826	1,224,826	
02/02/09 B	86,563.9600	1.0000		-86,564	86,564	
02/18/09 B	25,431,054.6000	1.0000		-25,431,055 *	25,431,055	
02/19/09 B	8,997,599.8000	1.0000		-8,997,600 *	8,997,600	
03/02/09 B	51,725.9900	1.0000		-51,726	51,726	
03/17/09 B	37,844,074.7800	1.0000		-37,844,075 *	37,844,075	
04/01/09 B	51,357.3300	1.0000		-51,357	51,357	
04/16/09 B	36,133,333.2700	1.0000		-36,133,333 *	36,133,333	
05/01/09 B	44,441.3300	1.0000		-44,441	44,441	
05/15/09 B	5,374,102.0100	1.0000		-5,374,102	5,374,102	
06/01/09 B	32,765.7200	1.0000		-32,766	32,766	
06/16/09 B	32,890,292.0000	1.0000		-32,890,292 *	32,890,292	
07/01/09 B	16,436.9300	1.0000		-16,437	16,437	
07/16/09 B	2,341,005.9600	1.0000		-2,341,006	2,341,006	
08/03/09 B	7,466.2000	1.0000		-7,466	7,466	
08/14/09 B	32,861,070.7500	1.0000		-32,861,071 *	32,861,071	



REPORTABLE TRANSACTIONS WORKSHEET

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RAILROAD - NRC / UTU HLTH&WELFARE

DATE BOUGHT/ SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
09/01/09 B	3,372.1400	1.0000	0	-3,372	3,372	0
09/14/09 B	399,616.6500	1.0000	0	-399,617	399,617	0
09/16/09 B	35,555.138.3300	1.0000	0	-35,555,138 *	35,555,138	0
10/01/09 B	2,299.7500	1.0000	0	-2,300	2,300	0
10/16/09 B	34,815,925.8500	1.0000	0	-34,815,926 *	34,815,926	0
11/02/09 B	1,834.9300	1.0000	0	-1,835	1,835	0
11/06/09 B	12,870,288.5700	1.0000	0	-12,870,289 *	12,870,289	0
11/17/09 B	1,044,715.9200	1.0000	0	-1,044,716	1,044,716	0
11/20/09 B	11,762,114.4700	1.0000	0	-11,762,114 *	11,762,114	0
12/01/09 B	1,321.0600	1.0000	0	-1,321	1,321	0
12/04/09 B	13,396,593.5500	1.0000	0	-13,396,594 *	13,396,594	0
12/15/09 B	187,781.1900	1.0000	0	-187,781	187,781	0
12/16/09 B	1,445,924.3200	1.0000	0	-1,445,924	1,445,924	0
12/18/09 B	11,398,781.7500	1.0000	0	-11,398,782 *	11,398,782	0
SUB-TOTAL OF BUYS # 32				344,766,342	344,766,342	0
01/02/09 S	4,898,400.3800	1.0000	0	4,898,400	4,898,400	0
01/05/09 S	444,258.0000	1.0000	0	444,258	444,258	0
01/06/09 S	1,597,844.0600	1.0000	0	1,597,844	1,597,844	0
01/07/09 S	909,380.8600	1.0000	0	909,381	909,381	0
01/08/09 S	4,226,995.8100	1.0000	0	4,226,996	4,226,996	0
01/09/09 S	16,780.5700	1.0000	0	16,781	16,781	0
01/09/09 S	334,514.7500	1.0000	0	334,515	334,515	0
01/12/09 S	222,868.3500	1.0000	0	222,868	222,868	0
01/13/09 S	1,602,845.8000	1.0000	0	1,602,846	1,602,846	0
01/14/09 S	918,251.7600	1.0000	0	918,252	918,252	0
01/15/09 S	4,226,912.9500	1.0000	0	4,226,913	4,226,913	0
01/21/09 S	2,083,936.4600	1.0000	0	2,083,936	2,083,936	0
01/22/09 S	4,487,466.2100	1.0000	0	4,487,466	4,487,466	0
01/23/09 S	367,887.9000	1.0000	0	367,888	367,888	0
01/26/09 S	1,499,791.5300	1.0000	0	1,499,792	1,499,792	0
01/27/09 S	1,735,591.3500	1.0000	0	1,735,591	1,735,591	0
01/28/09 S	1,396,708.0500	1.0000	0	1,396,708	1,396,708	0
01/29/09 S	3,856,193.1600	1.0000	0	3,856,193	3,856,193	0
01/30/09 S	6,357,632.3300	1.0000	0	6,357,632 *	6,357,632	0
02/02/09 S	733,296.9200	1.0000	0	733,297	733,297	0
02/03/09 S	1,358,536.3300	1.0000	0	1,358,536	1,358,536	0
02/04/09 S	1,330,936.8400	1.0000	0	1,330,937	1,330,937	0
02/05/09 S	4,225,174.7100	1.0000	0	4,225,175	4,225,175	0
02/06/09 S	250,677.7100	1.0000	0	250,678	250,678	0
02/09/09 S	17,054.0900	1.0000	0	17,054	17,054	0
02/09/09 S	1,142,549.3800	1.0000	0	1,142,549	1,142,549	0
02/10/09 S	1,209,355.5800	1.0000	0	1,209,356	1,209,356	0
02/11/09 S	235,048.5400	1.0000	0	235,049	235,049	0
02/12/09 S	3,610,798.1000	1.0000	0	3,610,798	3,610,798	0



REPORTABLE TRANSACTIONS WORKSHEET

1/1/09 THROUGH 12/31/09

ACCOUNT 7036735

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RAILROAD - NRC / UTU HLTH&WELFARE

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
02/13/09 S	4,177,311.0600	1.0000		4,177,311	4,177,311	0
02/17/09 S	758,725.9200	1.0000		758,726	758,726	0
02/20/09 S	1,416,798.4800	1.0000		1,416,798	1,416,798	0
02/23/09 S	710,258.4100	1.0000		710,258	710,258	0
02/24/09 S	1,778,603.1300	1.0000		1,778,603	1,778,603	0
02/25/09 S	1,638,072.7600	1.0000		1,638,073	1,638,073	0
02/26/09 S	4,047,232.2500	1.0000		4,047,232	4,047,232	0
02/27/09 S	6,235,955.3700	1.0000		6,235,955 *	6,235,955	0
03/02/09 S	955,114.4100	1.0000		955,114	955,114	0
03/03/09 S	2,013,662.2600	1.0000		2,013,662	2,013,662	0
03/04/09 S	479,871.9200	1.0000		479,872	479,872	0
03/05/09 S	5,200,264.7600	1.0000		5,200,265	5,200,265	0
03/06/09 S	904,224.5600	1.0000		904,225	904,225	0
03/09/09 S	16,328.4700	1.0000		16,328	16,328	0
03/09/09 S	375,129.8100	1.0000		375,130	375,130	0
03/10/09 S	1,466,385.7700	1.0000		1,466,386	1,466,386	0
03/11/09 S	621,464.3400	1.0000		621,464	621,464	0
03/12/09 S	3,719,567.5400	1.0000		3,719,568	3,719,568	0
03/13/09 S	4,576,167.2600	1.0000		4,576,167	4,576,167	0
03/16/09 S	1,861,311.0300	1.0000		1,861,311	1,861,311	0
03/18/09 S	1,428,901.3300	1.0000		1,428,901	1,428,901	0
03/19/09 S	3,751,093.4800	1.0000		3,751,093	3,751,093	0
03/20/09 S	1,215,407.0700	1.0000		1,215,407	1,215,407	0
03/23/09 S	863,059.4400	1.0000		863,059	863,059	0
03/24/09 S	1,739,612.3500	1.0000		1,739,612	1,739,612	0
03/25/09 S	1,268,206.5100	1.0000		1,268,207	1,268,207	0
03/26/09 S	4,299,693.3100	1.0000		4,299,693	4,299,693	0
03/27/09 S	2,425,800.4400	1.0000		2,425,800	2,425,800	0
03/30/09 S	853,244.2900	1.0000		853,244	853,244	0
03/31/09 S	3,283,930.9500	1.0000		3,283,931	3,283,931	0
04/01/09 S	1,356,216.4500	1.0000		1,356,216	1,356,216	0
04/02/09 S	3,894,451.7000	1.0000		3,894,452	3,894,452	0
04/03/09 S	840,722.1500	1.0000		840,722	840,722	0
04/06/09 S	1,892,796.4800	1.0000		1,892,796	1,892,796	0
04/07/09 S	3,838,468.9000	1.0000		3,838,469	3,838,469	0
04/08/09 S	16,215.5400	1.0000		16,216	16,216	0
04/08/09 S	969,975.9600	1.0000		969,976	969,976	0
04/09/09 S	7,877,739.3700	1.0000		7,877,739 *	7,877,739	0
04/13/09 S	6,050.7800	1.0000		6,051	6,051	0
04/14/09 S	334,455.6700	1.0000		334,456	334,456	0
04/15/09 S	853,668.2600	1.0000		853,668	853,668	0
04/17/09 S	602,652.1500	1.0000		602,652	602,652	0
04/20/09 S	1,208,377.4100	1.0000		1,208,377	1,208,377	0
04/21/09 S	1,137,933.5100	1.0000		1,137,934	1,137,934	0
04/22/09 S	1,298,360.8600	1.0000		1,298,361	1,298,361	0
04/23/09 S	3,835,003.8700	1.0000		3,835,004	3,835,004	0



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RAILROAD - NRC / UTU HLTH&WELFARE

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
04/24/09 S	4,482,721.7700	1.0000		4,482,722	4,482,722	0
04/27/09 S	950,341.3300	1.0000		950,341	950,341	0
04/28/09 S	1,455,467.7500	1.0000		1,455,468	1,455,468	0
04/29/09 S	1,895,375.9400	1.0000		1,895,376	1,895,376	0
04/30/09 S	6,589,774.4700	1.0000		6,589,774 *	6,589,774	0
05/01/09 S	1,643,717.6300	1.0000		1,643,718	1,643,718	0
05/04/09 S	798,938.3800	1.0000		798,938	798,938	0
05/05/09 S	1,326,137.3700	1.0000		1,326,137	1,326,137	0
05/06/09 S	1,247,390.3000	1.0000		1,247,390	1,247,390	0
05/07/09 S	3,667,883.1800	1.0000		3,667,883	3,667,883	0
05/08/09 S	15,472.3100	1.0000		15,472	15,472	0
05/08/09 S	5,527,102.9400	1.0000		5,527,103	5,527,103	0
05/11/09 S	788,795.8100	1.0000		788,796	788,796	0
05/12/09 S	523,528.0100	1.0000		523,528	523,528	0
05/13/09 S	1,315,058.8400	1.0000		1,315,059	1,315,059	0
05/14/09 S	3,347,521.7700	1.0000		3,347,522	3,347,522	0
05/18/09 S	516,632.2000	1.0000		516,632	516,632	0
05/19/09 S	1,288,269.1500	1.0000		1,288,269	1,288,269	0
05/20/09 S	1,108,526.2000	1.0000		1,108,526	1,108,526	0
05/21/09 S	3,829,317.2800	1.0000		3,829,317	3,829,317	0
05/22/09 S	4,620,816.7800	1.0000		4,620,817	4,620,817	0
05/26/09 S	1,454,322.2300	1.0000		1,454,322	1,454,322	0
05/27/09 S	3,051,725.8600	1.0000		3,051,726	3,051,726	0
05/28/09 S	3,960,711.9800	1.0000		3,960,712	3,960,712	0
05/29/09 S	3,087,038.7400	1.0000		3,087,039	3,087,039	0
06/01/09 S	1,191,906.0200	1.0000		1,191,906	1,191,906	0
06/02/09 S	2,119,527.8300	1.0000		2,119,528	2,119,528	0
06/03/09 S	1,076,524.5800	1.0000		1,076,525	1,076,525	0
06/04/09 S	3,174,901.7300	1.0000		3,174,902	3,174,902	0
06/05/09 S	3,881,397.9800	1.0000		3,881,398	3,881,398	0
06/08/09 S	12,656.6500	1.0000		12,657	12,657	0
06/08/09 S	255,980.5400	1.0000		255,981	255,981	0
06/09/09 S	133,958.0100	1.0000		133,958	133,958	0
06/10/09 S	343,398.5800	1.0000		343,399	343,399	0
06/11/09 S	3,623,868.1200	1.0000		3,623,868	3,623,868	0
06/12/09 S	1,071,936.6300	1.0000		1,071,937	1,071,937	0
06/15/09 S	690,177.5600	1.0000		690,178	690,178	0
06/17/09 S	481,158.8000	1.0000		481,159	481,159	0
06/18/09 S	3,569,938.8400	1.0000		3,569,939	3,569,939	0
06/19/09 S	4,155,969.1700	1.0000		4,155,969	4,155,969	0
06/22/09 S	1,742,803.6000	1.0000		1,742,804	1,742,804	0
06/23/09 S	1,110,744.0700	1.0000		1,110,744	1,110,744	0
06/24/09 S	1,427,547.4200	1.0000		1,427,547	1,427,547	0
06/25/09 S	4,084,591.4500	1.0000		4,084,591	4,084,591	0
06/26/09 S	995,965.7900	1.0000		995,966	995,966	0
06/29/09 S	556,431.9400	1.0000		556,432	556,432	0



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06/30/09 S	2,603,097.8700	1.0000	0	2,603,098	2,603,098	0
07/01/09 S	1,198,817.4900	1.0000	0	1,198,817	1,198,817	0
07/02/09 S	4,310,839.2500	1.0000	0	4,310,839	4,310,839	0
07/06/09 S	9,933,768.5700	1.0000	0	9,933,769 *	9,933,769	0
07/07/09 S	239,514.8400	1.0000	0	239,515	239,515	0
07/08/09 S	9,613.5400	1.0000	0	9,614	9,614	0
07/08/09 S	18,795.1500	1.0000	0	18,795	18,795	0
07/09/09 S	2,775,949.8300	1.0000	0	2,775,950	2,775,950	0
07/10/09 S	413,645.7400	1.0000	0	413,646	413,646	0
07/13/09 S	202,591.7800	1.0000	0	202,592	202,592	0
07/14/09 S	413,268.9400	1.0000	0	413,269	413,269	0
07/15/09 S	857,931.8900	1.0000	0	857,932	857,932	0
07/17/09 S	3,392,709.3600	1.0000	0	3,392,709	3,392,709	0
07/20/09 S	719,811.0500	1.0000	0	719,811	719,811	0
07/21/09 S	1,172,679.1100	1.0000	0	1,172,679	1,172,679	0
07/22/09 S	1,021,948.8500	1.0000	0	1,021,949	1,021,949	0
07/23/09 S	3,388,168.1900	1.0000	0	3,388,168	3,388,168	0
07/24/09 S	814,461.7100	1.0000	0	814,462	814,462	0
07/27/09 S	565,212.9000	1.0000	0	565,213	565,213	0
07/28/09 S	1,226,827.6600	1.0000	0	1,226,828	1,226,828	0
07/29/09 S	1,073,968.7700	1.0000	0	1,073,969	1,073,969	0
07/30/09 S	3,406,051.9800	1.0000	0	3,406,052	3,406,052	0
07/31/09 S	5,676,585.6900	1.0000	0	5,676,586	5,676,586	0
08/03/09 S	628,824.0500	1.0000	0	628,824	628,824	0
08/04/09 S	1,268,135.4500	1.0000	0	1,268,135	1,268,135	0
08/05/09 S	865,323.2000	1.0000	0	865,323	865,323	0
08/06/09 S	3,278,049.9000	1.0000	0	3,278,050	3,278,050	0
08/07/09 S	904,132.1700	1.0000	0	904,132	904,132	0
08/10/09 S	6,980.7400	1.0000	0	6,981	6,981	0
08/10/09 S	745,288.3400	1.0000	0	745,288	745,288	0
08/11/09 S	1,197,178.4100	1.0000	0	1,197,178	1,197,178	0
08/12/09 S	906,828.7200	1.0000	0	906,829	906,829	0
08/13/09 S	3,205,749.1300	1.0000	0	3,205,749	3,205,749	0
08/17/09 S	1,419,386.2100	1.0000	0	1,419,386	1,419,386	0
08/18/09 S	1,397,874.7000	1.0000	0	1,397,875	1,397,875	0
08/19/09 S	1,162,895.3000	1.0000	0	1,162,895	1,162,895	0
08/20/09 S	3,193,306.7100	1.0000	0	3,193,307	3,193,307	0
08/21/09 S	736,547.0700	1.0000	0	736,547	736,547	0
08/24/09 S	590,695.6900	1.0000	0	590,696	590,696	0
08/25/09 S	1,105,631.2400	1.0000	0	1,105,631	1,105,631	0
08/26/09 S	1,105,174.8900	1.0000	0	1,105,175	1,105,175	0
08/27/09 S	4,062,880.2500	1.0000	0	4,062,880	4,062,880	0
08/28/09 S	4,101,225.2100	1.0000	0	4,101,225	4,101,225	0
08/31/09 S	2,502,733.6800	1.0000	0	2,502,734	2,502,734	0
09/01/09 S	1,290,798.8900	1.0000	0	1,290,799	1,290,799	0
09/02/09 S	1,108,490.3700	1.0000	0	1,108,490	1,108,490	0



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09/03/09 S	3,534,113.8900	1.0000		3,534,114	3,534,114	0
09/04/09 S	1,308,794.2300	1.0000		1,308,794	1,308,794	0
09/08/09 S	1,212,647.8100	1.0000		1,212,648	1,212,648	0
09/09/09 S	4,831.5700	1.0000		4,832	4,832	0
09/09/09 S	1,643,415.1400	1.0000		1,643,415	1,643,415	0
09/10/09 S	3,638,774.1400	1.0000		3,638,774	3,638,774	0
09/11/09 S	4,048,668.1100	1.0000		4,048,668	4,048,668	0
09/15/09 S	1,583,281.8700	1.0000		1,583,282	1,583,282	0
09/17/09 S	2,606,929.0100	1.0000		2,606,929	2,606,929	0
09/18/09 S	886,185.5000	1.0000		886,186	886,186	0
09/21/09 S	410,400.1200	1.0000		410,400	410,400	0
09/22/09 S	1,866,083.3300	1.0000		1,866,083	1,866,083	0
09/23/09 S	3,898,065.3000	1.0000		3,898,065	3,898,065	0
09/24/09 S	1,063,474.9000	1.0000		1,063,475	1,063,475	0
09/25/09 S	2,041,497.5900	1.0000		2,041,498	2,041,498	0
09/28/09 S	751,867.8200	1.0000		751,868	751,868	0
09/29/09 S	1,418,119.3500	1.0000		1,418,119	1,418,119	0
09/30/09 S	2,538,711.1400	1.0000		2,538,711	2,538,711	0
10/01/09 S	3,750,527.1200	1.0000		3,750,527	3,750,527	0
10/02/09 S	1,171,504.9200	1.0000		1,171,505	1,171,505	0
10/05/09 S	625,297.9800	1.0000		625,298	625,298	0
10/06/09 S	1,375,765.4900	1.0000		1,375,765	1,375,765	0
10/07/09 S	1,414,571.3600	1.0000		1,414,571	1,414,571	0
10/08/09 S	3,970.8300	1.0000		3,971	3,971	0
10/08/09 S	3,693,480.9400	1.0000		3,693,481	3,693,481	0
10/09/09 S	4,283,203.8800	1.0000		4,283,204	4,283,204	0
10/13/09 S	539,382.3200	1.0000		539,382	539,382	0
10/14/09 S	1,173,059.6100	1.0000		1,173,060	1,173,060	0
10/15/09 S	1,934,194.9200	1.0000		1,934,195	1,934,195	0
10/19/09 S	1,447,603.6000	1.0000		1,447,604	1,447,604	0
10/20/09 S	1,178,811.7100	1.0000		1,178,812	1,178,812	0
10/21/09 S	1,387,253.9300	1.0000		1,387,254	1,387,254	0
10/22/09 S	3,227,779.1300	1.0000		3,227,779	3,227,779	0
10/23/09 S	3,994,618.4100	1.0000		3,994,618	3,994,618	0
10/26/09 S	771,248.1800	1.0000		771,248	771,248	0
10/27/09 S	1,410,206.7100	1.0000		1,410,207	1,410,207	0
10/28/09 S	1,149,139.5900	1.0000		1,149,140	1,149,140	0
10/29/09 S	3,508,698.3400	1.0000		3,508,698	3,508,698	0
10/30/09 S	2,350,107.3300	1.0000		2,350,107	2,350,107	0
11/02/09 S	822,714.4800	1.0000		822,714	822,714	0
11/03/09 S	1,306,289.4700	1.0000		1,306,289	1,306,289	0
11/04/09 S	823,622.6100	1.0000		823,623	823,623	0
11/05/09 S	3,173,205.4300	1.0000		3,173,205	3,173,205	0
11/09/09 S	3,711.2700	1.0000		3,711	3,711	0
11/09/09 S	1,008,321.8600	1.0000		1,008,322	1,008,322	0
11/10/09 S	1,484,898.0600	1.0000		1,484,898	1,484,898	0



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DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
11/12/09 S	4,064,761.2300	1.0000	0	4,064,761	4,064,761	0
11/13/09 S	1,498,344.1500	1.0000	0	1,498,344	1,498,344	0
11/16/09 S	29,163.7900	1.0000	0	29,164	29,164	0
11/18/09 S	1,337,227.2900	1.0000	0	1,337,227	1,337,227	0
11/19/09 S	4,162,248.3800	1.0000	0	4,162,248	4,162,248	0
11/23/09 S	2,794,988.7100	1.0000	0	2,794,989	2,794,989	0
11/24/09 S	2,759,675.1700	1.0000	0	2,759,675	2,759,675	0
11/25/09 S	1,309,235.5100	1.0000	0	1,309,236	1,309,236	0
11/27/09 S	3,340,844.3600	1.0000	0	3,340,844	3,340,844	0
11/30/09 S	1,917,535.0300	1.0000	0	1,917,535	1,917,535	0
12/01/09 S	207,055.2900	1.0000	0	207,055	207,055	0
12/02/09 S	660,829.0600	1.0000	0	660,829	660,829	0
12/03/09 S	2,589,559.2500	1.0000	0	2,589,559	2,589,559	0
12/07/09 S	501,856.8900	1.0000	0	501,857	501,857	0
12/08/09 S	3,390.9800	1.0000	0	3,391	3,391	0
12/08/09 S	899,425.8600	1.0000	0	899,426	899,426	0
12/09/09 S	545,859.9700	1.0000	0	545,860	545,860	0
12/10/09 S	4,832,847.5000	1.0000	0	4,832,848	4,832,848	0
12/11/09 S	811,459.8600	1.0000	0	811,460	811,460	0
12/14/09 S	718,138.9200	1.0000	0	718,139	718,139	0
12/17/09 S	4,128,498.5300	1.0000	0	4,128,499	4,128,499	0
12/21/09 S	1,090,281.6500	1.0000	0	1,090,281	1,090,281	0
12/22/09 S	1,463,673.3200	1.0000	0	1,463,673	1,463,673	0
12/23/09 S	1,385,423.1300	1.0000	0	1,385,423	1,385,423	0
12/24/09 S	3,380,118.1900	1.0000	0	3,380,118	3,380,118	0
12/28/09 S	870,001.7500	1.0000	0	870,002	870,002	0
12/29/09 S	1,258,232.0900	1.0000	0	1,258,232	1,258,232	0
12/30/09 S	1,028,907.1800	1.0000	0	1,028,907	1,028,907	0
12/31/09 S	4,179,852.7100	1.0000	0	4,179,853	4,179,853	0
SUB-TOTAL OF SALES # 242				462,995,003	462,995,003	0
SUB-TOTAL				807,761,345	807,761,345	0
GRAND TOTAL				807,761,345	807,761,345	0



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CATEGORY 4 - SINGLE TRANSACTION WITH ONE BROKER EXCEEDS 5% OF VALUE

*** NO TRANSACTIONS QUALIFIED FOR THIS SECTION ***

FOOTNOTES

- * = SINGLE TRANSACTION IS 5% REPORTABLE
- B = BUY TRANSACTION
- S = SELL TRANSACTION
- R = REINVESTMENT TRANSACTION