

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.

1 a Name of plan THE SUPPLEMENTAL SICKNESS BENEFIT PLAN COVERING RAILROAD SHOP CRAFT & SIGNAL EMPLOYEES	1 b Three-digit plan number (PN) . . . ▶ 508
	1 c Effective date of plan 07/01/1973
2 a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) NATIONAL CARRIERS' CONFERENCE COMMITTEE 1901 L STREET, NW, SUITE 500 WASHINGTON, DC 20036-3514	2 b Employer Identification Number (EIN) 52-1162946
	2 c Sponsor's telephone number 202-862-7200
	2 d Business code (see instructions) 482110

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		A. K. GRADIA
	Signature of plan administrator	Date
SIGN HERE		
	Signature of employer/plan sponsor	Date
SIGN HERE		
	Signature of DFE	Date

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') NATIONAL CARRIERS' CONFERENCE COMMITTEE 1901 L STREET, NW, SUITE 500 WASHINGTON, DC 20036-3514	3b Administrator's EIN 52-1162946 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	45479
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	43119
b Retired or separated participants receiving benefits.....	6b	
c Other retired or separated participants entitled to future benefits.....	6c	
d Subtotal. Add lines 6a, 7b, and 6c	6d	43119
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	
f Total. Add lines 6d and 6e	6f	43119
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	50

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

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
4F									

9a Plan funding arrangement (check all that apply) (1) <input 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 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 type="checkbox"/> 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 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 THE SUPPLEMENTAL SICKNESS BENEFIT PLAN COVERING RAILROAD SHOP CRAFT & SIGNAL EMPLOYEES	B Three-digit plan number... ►	508	
C Plan sponsor's name as shown on line 2a of Form 5500 NATIONAL CARRIERS' CONFERENCE COMMITTEE	D Employer Identification Number	52-1162946	

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)

AETNA, INC. 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						
15	NONE	2,613,666	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	104,694	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	27006	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)

GOODWIN PROCTER 04-1378465
 901 NEW YORK AVENUE
 NW #9
 WASHINGTON DC 20001

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered 'Yes' to element (f). If none, enter -0-	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29	NONE	23875	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"/>

(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

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.**

For calendar year 2009 or fiscal plan year beginning and ending

A Name of plan
**THE SUPPLEMENTAL SICKNESS BENEFIT PLAN COVERING
RAILROAD SHOP CRAFT & SIGNAL EMPLOYEES**

B Three-digit plan number..... ► **508**

C Plan sponsor's name as shown on line 2a of Form 5500
NATIONAL CARRIERS' CONFERENCE COMMITTEE

D Employer Identification Number (EIN)
52-1162946

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	115304	88763
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	2265381	1262003
(2) Participant contributions	1b(2)		
(3) Other..... See Statement 1.....	1b(3)	22144	984
c General investments:			
(1) Interest-bearing cash (include money market accounts and certificates of deposit)	1c(1)	19387010	14276713
(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)		

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

Schedule H (Form 5500) (2009)

v.092308.1

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	21789839	15628463
Liabilities			
g Benefit claims payable	1g	6475149	6692299
h Operating payables	1h	233544	410325
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	6708693	7102624
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	15081146	8525839

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)	13792543	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		13792543
(3) Total contributions. Add lines 2a(1)(A), (B), (C), and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	59630	
(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)		
(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	
d Total income. Add all income amounts in column (b) and enter total	2d	13852173

Expenses

e Benefit payment and payments to provide benefits:		
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	17622364
(2) To insurance carriers for the provision of benefits	2e(2)	
(3) Other	2e(3)	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)	17622364
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)	131843
(2) Contract administrator fees	2i(2)	2613666
(3) Investment advisory and management fees	2i(3)	27006
(4) Other	2i(4)	12601
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)	2785116
j Total expenses. Add all expense amounts in column (b) and enter total	2j	20407480

Net Income and Reconciliation

k Net income (loss) (subtract line 2j from line 2d)	2k	-6555307
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 3

See Statement 4

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)

2009

Federal Statements
National Carriers' Conference
Committee

Page 1
52-1162946
Plan No. 508

Client 18-130-1

10/13/10

08:25PM

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

The Supplemental Sickness Benefit Plan Covering 52-1162946 508

	<u>Beginning</u>	<u>Ending</u>
ACCRUED INTEREST.....	\$ 22,144.	\$ 984.
Total	<u>\$ 22,144.</u>	<u>\$ 984.</u>

Statement 2
Schedule H, Page 3, Line 2i(4)
Other Administrative Expenses

The Supplemental Sickness Benefit Plan Covering 52-1162946 508

FIDUCIARY INSURANCE PREMIUM.....	\$ 12,601.
Total	<u>\$ 12,601.</u>

Statement 3
Schedule H, Page 4, Line 4i
Schedule Of Assets (Held At End Of Year)

The Supplemental Sickness Benefit Plan Covering 52-1162946 508

<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

Client 18-130-1

10/13/10

Federal Statements

National Carriers' Conference
Committee

Page 2
52-1162946
Plan No. 508

08:25PM

Statement 4
Schedule H, Page 4, Line 4j
Schedule Of Reportable Transactions
The Supplemental Sickness Benefit Plan Covering 52-1162946 508

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

THE SUPPLEMENTAL SICKNESS BENEFIT PLAN COVERING
RAILROAD SHOP CRAFT AND SIGNAL EMPLOYEES

Schedule of Assets Held for Investment Purposes
December 31, 2009

Schedule H Item 4(i) – Schedule of Assets Held for Investment Purposes
EIN: 52-1162946
Plan Number: 508

(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	Cost	Current Value	
Money Market Funds				
* SunTrust Bank Account 70-04-102-7036739	STI Classic FDS-Instl. Cash	<u>\$ 14,276,713</u>	<u>\$ 14,276,713</u>	

* Known party-in-interest to the Plan.

THE SUPPLEMENTAL SICKNESS BENEFIT PLAN COVERING
RAILROAD SHOP CRAFT AND SIGNAL EMPLOYEES

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: 52-1162946
Plan Number: 508

(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 70-04-102-7036739	(See attached schedule as prepared and reported by SunTrust Bank)				



REPORTABLE TRANSACTIONS WORKSHEET

1/1/09 THROUGH 12/31/09

ACCOUNT 7036739

RAILROAD - SSB PLAN CVR SWP CBS

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
------------------	------------------	------------	------------------	----------------	------------	----------------------

BEGINNING MARKET VALUE 19,409,154.82
 COMPARATIVE VALUE (5X) 979,457.70

CATEGORY 1 - SINGLE TRANSACTION EXCEEDS 5X OF VALUE

ISSUE: 76628T264 - RIDGEMORTH FD-INSTL CASH NGMT MMS594
 03/18/09 B 1,036,991.2100 1.0000
 ISSUE: 76628T264 - RIDGEMORTH FD-INSTL CASH NGMT MMS594
 08/17/09 B 979,842.8200 1.0000
 ISSUE: 76628T264 - RIDGEMORTH FD-INSTL CASH NGMT MMS594
 10/19/09 B 1,027,806.8100 1.0000
 ISSUE: 76628T264 - RIDGEMORTH FD-INSTL CASH NGMT MMS594
 12/21/09 B 1,161,421.5600 1.0000

-1,036,991 * 1,036,991
 -979,843 * 979,843
 -1,027,007 * 1,027,007
 -1,161,422 * 1,161,422

GRAND TOTAL

0 4,184,463 0 4,184,463

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

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

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

ISSUE: 76628T264 - RIDGEMORTH FD-INSTL CASH NGMT MMS594
 01/02/09 B 22,144.0700 1.0000

-22,144 22,144



ACCOUNT 7036739

REPORTABLE TRANSACTIONS WORKSHEET

1/1/09 THROUGH 12/31/09

RAILROAD - SSB PLAN CYR SHP CAS

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
01/20/09 B	945,239.1800	1.0000		-945,239	945,239	
01/23/09 B	78,760.6700	1.0000		-78,761	78,761	
02/02/09 B	13,572.1100	1.0000		-13,572	13,572	
02/23/09 B	622,120.1900	1.0000		-622,120	622,120	
02/25/09 B	523,490.7400	1.0000		-523,491	523,491	
03/02/09 B	8,250.1500	1.0000		-8,250	8,250	
03/18/09 B	1,036,991.2100	1.0000		-1,036,991 *	1,036,991	
03/19/09 B	90,522.1400	1.0000		-90,522	90,522	
03/24/09 B	245,361.6600	1.0000		-245,362	245,362	
04/01/09 B	8,330.9600	1.0000		-8,331	8,331	
04/20/09 B	936,694.9500	1.0000		-936,695	936,695	
05/01/09 B	7,474.3000	1.0000		-7,474	7,474	
05/18/09 B	918,210.6000	1.0000		-918,210	918,210	
05/21/09 B	134,295.5000	1.0000		-134,296	134,296	
06/01/09 B	6,722.1300	1.0000		-6,722	6,722	
06/17/09 B	892,892.2600	1.0000		-892,892	892,892	
06/19/09 B	125,050.1000	1.0000		-125,050	125,050	
07/01/09 B	4,499.6800	1.0000		-4,500	4,500	
07/16/09 B	120,287.9600	1.0000		-120,288	120,288	
07/17/09 B	886,567.7400	1.0000		-886,568	886,568	
08/03/09 B	2,944.2800	1.0000		-2,944	2,944	
08/17/09 B	979,042.8200	1.0000		-979,043 *	979,043	
09/01/09 B	2,139.5100	1.0000		-2,140	2,140	
09/18/09 B	108,445.1400	1.0000		-108,445	108,445	
09/25/09 B	911,554.3000	1.0000		-911,554	911,554	
10/01/09 B	1,804.5200	1.0000		-1,805	1,805	
10/19/09 B	1,027,006.8100	1.0000		-1,027,007 *	1,027,007	
11/02/09 B	1,642.0000	1.0000		-1,642	1,642	
11/18/09 B	319,836.2100	1.0000		-319,836	319,836	
11/20/09 B	703,570.7300	1.0000		-703,571	703,571	
12/01/09 B	1,265.8300	1.0000		-1,266	1,266	
12/21/09 B	1,141,421.5600	1.0000		-1,141,422 *	1,141,422	
12/22/09 B	72,558.1900	1.0000		-72,558	72,558	
SUB-TOTAL OF BUYS # 34				12,900,711	12,900,711	
01/05/09 S	223,624.1400	1.0000		223,624	223,624	
01/06/09 S	55,085.1900	1.0000		55,085	55,085	
01/07/09 S	51,621.6500	1.0000		51,622	51,622	
01/08/09 S	38,167.7600	1.0000		38,168	38,168	
01/09/09 S	2,524.5800	1.0000		2,525	2,525	
01/09/09 S	24,332.3500	1.0000		24,332	24,332	
01/12/09 S	34,526.7100	1.0000		34,527	34,527	
01/15/09 S	68,786.9100	1.0000		68,787	68,787	
01/14/09 S	28,769.1300	1.0000		28,769	28,769	
01/15/09 S	35,428.4400	1.0000		35,428	35,428	



ACCOUNT 7036739

REPORTABLE TRANSACTIONS WORKSHEET

1/1/09 THROUGH 12/31/09

RAILROAD - SSB PLAN CVR SWP CBS

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
01/16/09 S	28,318.9300	1.0000	0	28,319	28,319	0
01/21/09 S	93,506.7000	1.0000	0	93,507	93,507	0
01/22/09 S	71,207.4800	1.0000	0	71,207	71,207	0
01/26/09 S	45,639.1600	1.0000	0	45,639	45,639	0
01/27/09 S	57,457.3300	1.0000	0	57,458	57,458	0
01/28/09 S	72,777.5200	1.0000	0	72,778	72,778	0
01/29/09 S	37,834.8400	1.0000	0	37,835	37,835	0
01/30/09 S	25,881.6200	1.0000	0	25,882	25,882	0
02/02/09 S	42,369.0400	1.0000	0	42,369	42,369	0
02/03/09 S	75,455.1100	1.0000	0	75,455	75,455	0
02/04/09 S	311,439.0500	1.0000	0	311,439	311,439	0
02/06/09 S	39,307.7700	1.0000	0	39,308	39,308	0
02/09/09 S	2,469.4200	1.0000	0	2,469	2,469	0
02/09/09 S	64,605.2300	1.0000	0	64,605	64,605	0
02/10/09 S	66,430.2500	1.0000	0	66,430	66,430	0
02/11/09 S	68,066.8100	1.0000	0	68,067	68,067	0
02/12/09 S	37,277.6200	1.0000	0	37,278	37,278	0
02/17/09 S	61,473.7400	1.0000	0	61,474	61,474	0
02/18/09 S	226,375.1000	1.0000	0	226,375	226,375	0
02/19/09 S	113,998.6200	1.0000	0	113,999	113,999	0
02/20/09 S	39,239.4900	1.0000	0	39,239	39,239	0
02/24/09 S	57,026.2700	1.0000	0	57,026	57,026	0
02/26/09 S	11,312.7400	1.0000	0	11,313	11,313	0
02/27/09 S	27,309.9500	1.0000	0	27,310	27,310	0
03/02/09 S	49,362.8200	1.0000	0	49,363	49,363	0
03/03/09 S	61,798.6100	1.0000	0	61,799	61,799	0
03/04/09 S	295,914.3400	1.0000	0	295,914	295,914	0
03/05/09 S	42,412.9400	1.0000	0	42,413	42,413	0
03/06/09 S	34,318.1700	1.0000	0	34,318	34,318	0
03/09/09 S	47,638.1600	1.0000	0	47,638	47,638	0
03/10/09 S	94,519.2200	1.0000	0	94,519	94,519	0
03/11/09 S	64,195.6500	1.0000	0	64,196	64,196	0
03/12/09 S	49,195.1300	1.0000	0	49,195	49,195	0
03/13/09 S	19,177.0900	1.0000	0	19,177	19,177	0
03/16/09 S	220,721.0000	1.0000	0	220,721	220,721	0
03/17/09 S	71,011.7400	1.0000	0	71,012	71,012	0
03/20/09 S	37,180.5300	1.0000	0	37,181	37,181	0
03/23/09 S	62,118.6900	1.0000	0	62,119	62,119	0
03/25/09 S	67,214.6700	1.0000	0	67,215	67,215	0
03/26/09 S	53,406.8200	1.0000	0	53,407	53,407	0
03/27/09 S	31,564.9000	1.0000	0	31,565	31,565	0
03/30/09 S	45,509.4100	1.0000	0	45,509	45,509	0
03/31/09 S	103,598.2300	1.0000	0	103,598	103,598	0
04/01/09 S	88,330.3700	1.0000	0	88,330	88,330	0
04/02/09 S	50,142.5300	1.0000	0	50,143	50,143	0



ACCOUNT 7036739

REPORTABLE TRANSACTIONS WORKSHEET

1/1/09 THROUGH 12/31/09

PAGE 72

RAILROAD - SSB PLAN CVR SHP CBS

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
04/03/09 S	257,725.8100	1.0000	0	257,726	257,726	0
04/06/09 S	46,522.8500	1.0000	0	46,523	46,523	0
04/07/09 S	77,245.0800	1.0000	0	77,245	77,245	0
04/08/09 S	2,447.6500	1.0000	0	2,448	2,448	0
04/08/09 S	6,227.4700	1.0000	0	6,227	6,227	0
04/09/09 S	96,548.7700	1.0000	0	96,549	96,549	0
04/13/09 S	59,897.1000	1.0000	0	59,897	59,897	0
04/14/09 S	81,821.5100	1.0000	0	81,822	81,822	0
04/15/09 S	99,701.3500	1.0000	0	99,701	99,701	0
04/16/09 S	67,024.1800	1.0000	0	67,024	67,024	0
04/17/09 S	185,140.3800	1.0000	0	185,140	185,140	0
04/21/09 S	75,847.6400	1.0000	0	75,848	75,848	0
04/22/09 S	74,953.2200	1.0000	0	74,953	74,953	0
04/23/09 S	61,963.6200	1.0000	0	61,964	61,964	0
04/24/09 S	37,591.2600	1.0000	0	37,591	37,591	0
04/27/09 S	54,580.5300	1.0000	0	54,581	54,581	0
04/29/09 S	174,158.1500	1.0000	0	174,158	174,158	0
04/30/09 S	46,612.8800	1.0000	0	46,613	46,613	0
05/01/09 S	37,662.7900	1.0000	0	37,663	37,663	0
05/04/09 S	273,258.3100	1.0000	0	273,258	273,258	0
05/05/09 S	70,777.6600	1.0000	0	70,778	70,778	0
05/06/09 S	89,811.5500	1.0000	0	89,812	89,812	0
05/07/09 S	56,377.8400	1.0000	0	56,378	56,378	0
05/08/09 S	2,405.9200	1.0000	0	2,406	2,406	0
05/08/09 S	23,796.8800	1.0000	0	23,797	23,797	0
05/11/09 S	18,541.0000	1.0000	0	18,541	18,541	0
05/12/09 S	72,239.7900	1.0000	0	72,240	72,240	0
05/13/09 S	89,678.2100	1.0000	0	89,678	89,678	0
05/14/09 S	62,152.9200	1.0000	0	62,153	62,153	0
05/15/09 S	34,599.8500	1.0000	0	34,600	34,600	0
05/19/09 S	52,353.3900	1.0000	0	52,353	52,353	0
05/20/09 S	83,423.0500	1.0000	0	83,423	83,423	0
05/22/09 S	186,212.3500	1.0000	0	186,212	186,212	0
05/26/09 S	34,706.5100	1.0000	0	34,707	34,707	0
05/27/09 S	73,501.7700	1.0000	0	73,502	73,502	0
05/28/09 S	53,167.7800	1.0000	0	53,168	53,168	0
05/29/09 S	42,527.6900	1.0000	0	42,528	42,528	0
06/01/09 S	70,927.5200	1.0000	0	70,928	70,928	0
06/02/09 S	339,761.7600	1.0000	0	339,762	339,762	0
06/03/09 S	87,580.4800	1.0000	0	87,580	87,580	0
06/04/09 S	60,758.0500	1.0000	0	60,758	60,758	0
06/05/09 S	212,782.8300	1.0000	0	212,783	212,783	0
06/08/09 S	2,344.3500	1.0000	0	2,345	2,345	0
06/08/09 S	43,494.1800	1.0000	0	43,494	43,494	0
06/09/09 S	82,893.0100	1.0000	0	82,893	82,893	0
06/10/09 S	46,734.3500	1.0000	0	46,734	46,734	0



REPORTABLE TRANSACTIONS WORKSHEET

1/1/09 THROUGH 12/31/09

ACCOUNT 7036739

RAILROAD - SSB PLAN CVR SMP CBS

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
06/11/09 S	49,508.4700	1.0000	0	49,508	49,508	0
06/12/09 S	33,581.2700	1.0000	0	33,581	33,581	0
06/15/09 S	55,376.0700	1.0000	0	55,376	55,376	0
06/16/09 S	92,829.6500	1.0000	0	92,830	92,830	0
06/18/09 S	134,772.0000	1.0000	0	134,772	134,772	0
06/22/09 S	67,079.6300	1.0000	0	67,080	67,080	0
06/23/09 S	110,514.0500	1.0000	0	110,514	110,514	0
06/24/09 S	79,315.5300	1.0000	0	79,316	79,316	0
06/25/09 S	57,663.7000	1.0000	0	57,664	57,664	0
06/26/09 S	152,162.4500	1.0000	0	152,162	152,162	0
06/29/09 S	59,819.8600	1.0000	0	59,820	59,820	0
06/30/09 S	29,791.7000	1.0000	0	29,792	29,792	0
07/01/09 S	100,543.6000	1.0000	0	100,544	100,544	0
07/02/09 S	323,311.5100	1.0000	0	323,312	323,312	0
07/06/09 S	4,984.9100	1.0000	0	4,985	4,985	0
07/07/09 S	103,433.8500	1.0000	0	103,434	103,434	0
07/08/09 S	2,266.8000	1.0000	0	2,267	2,267	0
07/08/09 S	55,211.5000	1.0000	0	55,212	55,212	0
07/09/09 S	36,827.6400	1.0000	0	36,828	36,828	0
07/10/09 S	20,733.3700	1.0000	0	20,733	20,733	0
07/13/09 S	47,049.7700	1.0000	0	47,050	47,050	0
07/14/09 S	65,938.9500	1.0000	0	65,939	65,939	0
07/15/09 S	70,244.0400	1.0000	0	70,244	70,244	0
07/20/09 S	180,361.6700	1.0000	0	180,362	180,362	0
07/21/09 S	67,773.7100	1.0000	0	67,774	67,774	0
07/22/09 S	87,946.9900	1.0000	0	87,947	87,947	0
07/23/09 S	61,892.1500	1.0000	0	61,892	61,892	0
07/24/09 S	28,074.8000	1.0000	0	28,075	28,075	0
07/27/09 S	47,489.2900	1.0000	0	47,489	47,489	0
07/28/09 S	102,522.1600	1.0000	0	102,522	102,522	0
07/29/09 S	93,713.9100	1.0000	0	93,714	93,714	0
07/30/09 S	72,947.4500	1.0000	0	72,947	72,947	0
07/31/09 S	34,919.2400	1.0000	0	34,919	34,919	0
08/03/09 S	50,515.6700	1.0000	0	50,516	50,516	0
08/04/09 S	119,426.6100	1.0000	0	119,426	119,426	0
08/05/09 S	299,498.0700	1.0000	0	299,498	299,498	0
08/06/09 S	45,666.1200	1.0000	0	45,666	45,666	0
08/07/09 S	41,269.8400	1.0000	0	41,270	41,270	0
08/10/09 S	2,196.7000	1.0000	0	2,197	2,197	0
08/10/09 S	142,839.8100	1.0000	0	142,840	142,840	0
08/11/09 S	78,553.9700	1.0000	0	78,554	78,554	0
08/12/09 S	39,424.5900	1.0000	0	39,425	39,425	0
08/13/09 S	42,655.6300	1.0000	0	42,656	42,656	0
08/14/09 S	41,798.3800	1.0000	0	41,798	41,798	0
08/18/09 S	69,453.6700	1.0000	0	69,454	69,454	0
08/19/09 S	102,854.5500	1.0000	0	102,855	102,855	0



ACCOUNT 7036739

REPORTABLE TRANSACTIONS WORKSHEET

1/1/09 THROUGH 12/31/09

RAILROAD - SSB PLAN CYR SHP CBS

DATE BOUGHT/ SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
08/20/09 \$	69,302	1.0000	0	69,302	69,302	0
08/21/09 \$	56,810	1.0000	0	56,810	56,810	0
08/24/09 \$	58,146	1.0000	0	58,146	58,146	0
08/23/09 \$	115,052	1.0000	0	115,052	115,052	0
08/26/09 \$	67,766	1.0000	0	67,766	67,766	0
08/27/09 \$	41,855	1.0000	0	41,855	41,855	0
08/28/09 \$	36,762	1.0000	0	36,762	36,762	0
08/31/09 \$	58,713	1.0000	0	58,713	58,713	0
09/01/09 \$	104,102	1.0000	0	104,102	104,102	0
09/01/09 \$	85,200	1.0000	0	85,200	85,200	0
09/03/09 \$	260,911	1.0000	0	260,911	260,911	0
09/04/09 \$	174,203	1.0000	0	174,203	174,203	0
09/08/09 \$	52,813	1.0000	0	52,813	52,813	0
09/09/09 \$	2,116	1.0000	0	2,116	2,116	0
09/09/09 \$	91,542	1.0000	0	91,542	91,542	0
09/10/09 \$	107,303	1.0000	0	107,303	107,303	0
09/11/09 \$	17,673	1.0000	0	17,673	17,673	0
09/14/09 \$	40,618	1.0000	0	40,618	40,618	0
09/13/09 \$	67,052	1.0000	0	67,052	67,052	0
09/16/09 \$	97,699	1.0000	0	97,699	97,699	0
09/17/09 \$	53,880	1.0000	0	53,880	53,880	0
09/21/09 \$	49,013	1.0000	0	49,013	49,013	0
09/22/09 \$	104,903	1.0000	0	104,903	104,903	0
09/23/09 \$	134,253	1.0000	0	134,253	134,253	0
09/24/09 \$	38,151	1.0000	0	38,151	38,151	0
09/28/09 \$	126,236	1.0000	0	126,236	126,236	0
09/29/09 \$	110,380	1.0000	0	110,380	110,380	0
09/30/09 \$	77,957	1.0000	0	77,957	77,957	0
10/01/09 \$	43,696	1.0000	0	43,696	43,696	0
10/02/09 \$	36,633	1.0000	0	36,633	36,633	0
10/05/09 \$	264,699	1.0000	0	264,699	264,699	0
10/06/09 \$	96,928	1.0000	0	96,928	96,928	0
10/07/09 \$	81,628	1.0000	0	81,628	81,628	0
10/08/09 \$	1,996	1.0000	0	1,996	1,996	0
10/08/09 \$	56,881	1.0000	0	56,881	56,881	0
10/09/09 \$	4,534	1.0000	0	4,534	4,534	0
10/13/09 \$	75,964	1.0000	0	75,964	75,964	0
10/14/09 \$	83,915	1.0000	0	83,915	83,915	0
10/15/09 \$	78,069	1.0000	0	78,069	78,069	0
10/15/09 \$	153,695	1.0000	0	153,695	153,695	0
10/20/09 \$	85,511	1.0000	0	85,511	85,511	0
10/21/09 \$	83,304	1.0000	0	83,304	83,304	0
10/22/09 \$	56,256	1.0000	0	56,256	56,256	0
10/22/09 \$	34,995	1.0000	0	34,995	34,995	0
10/26/09 \$	36,286	1.0000	0	36,286	36,286	0
10/27/09 \$	75,725	1.0000	0	75,725	75,725	0



REPORTABLE TRANSACTIONS WORKSHEET

1/1/09 THROUGH 12/31/09

ACCOUNT 7036739

RAILROAD - SSB PLAN CYR SWP C&S

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
10/28/09 \$	83,648.4300	1.0000	0	83,648	83,648	0
10/29/09 \$	67,813.6100	1.0000	0	67,813	67,813	0
10/30/09 \$	36,717.8900	1.0000	0	36,718	36,718	0
11/02/09 \$	60,194.8900	1.0000	0	60,194	60,194	0
11/03/09 \$	298,387.8100	1.0000	0	298,388	298,388	0
11/04/09 \$	181,200.6300	1.0000	0	181,201	181,201	0
11/05/09 \$	55,340.7500	1.0000	0	55,341	55,341	0
11/06/09 \$	28,516.0300	1.0000	0	28,516	28,516	0
11/09/09 \$	1,945.3800	1.0000	0	1,945	1,945	0
11/09/09 \$	73,348.8400	1.0000	0	73,349	73,349	0
11/10/09 \$	92,457.5900	1.0000	0	92,458	92,458	0
11/12/09 \$	91,852.2400	1.0000	0	91,852	91,852	0
11/13/09 \$	62,714.3000	1.0000	0	62,714	62,714	0
11/16/09 \$	22,097.0400	1.0000	0	22,097	22,097	0
11/17/09 \$	82,713.2200	1.0000	0	82,713	82,713	0
11/19/09 \$	40,662.2200	1.0000	0	40,662	40,662	0
11/23/09 \$	66,336.3000	1.0000	0	66,336	66,336	0
11/24/09 \$	83,652.4900	1.0000	0	83,652	83,652	0
11/25/09 \$	108,454.0000	1.0000	0	108,454	108,454	0
11/30/09 \$	33,534.7600	1.0000	0	33,535	33,535	0
12/01/09 \$	340,785.8100	1.0000	0	340,786	340,786	0
12/02/09 \$	79,788.8600	1.0000	0	79,781	79,781	0
12/03/09 \$	61,256.5700	1.0000	0	61,257	61,257	0
12/04/09 \$	29,495.9400	1.0000	0	29,496	29,496	0
12/07/09 \$	48,661.4600	1.0000	0	48,661	48,661	0
12/08/09 \$	1,869.2300	1.0000	0	1,869	1,869	0
12/08/09 \$	57,315.3300	1.0000	0	57,315	57,315	0
12/09/09 \$	205,097.5700	1.0000	0	205,098	205,098	0
12/10/09 \$	39,313.0300	1.0000	0	39,313	39,313	0
12/11/09 \$	8,324.7900	1.0000	0	8,325	8,325	0
12/14/09 \$	79,504.6400	1.0000	0	79,505	79,505	0
12/15/09 \$	92,724.7300	1.0000	0	92,725	92,725	0
12/16/09 \$	83,633.5200	1.0000	0	83,634	83,634	0
12/17/09 \$	68,708.4200	1.0000	0	68,708	68,708	0
12/18/09 \$	31,032.9400	1.0000	0	31,033	31,033	0
12/23/09 \$	62,549.8500	1.0000	0	62,550	62,550	0
12/24/09 \$	55,212.4100	1.0000	0	55,212	55,212	0
12/28/09 \$	33,053.5000	1.0000	0	33,054	33,054	0
12/29/09 \$	79,381.9600	1.0000	0	79,382	79,382	0
12/30/09 \$	86,785.6500	1.0000	0	86,786	86,786	0
12/31/09 \$	4,595.0800	1.0000	0	4,595	4,595	0
SUB-TOTAL OF SALES # 235					18,011.818	18,011.818



ACCOUNT 7036739

REPORTABLE TRANSACTIONS WORKSHEET

1/1/09 THROUGH 12/31/09

PAGE 76

RAILROAD - SSB PLAN CVR SHP CBS

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
	SUB-TOTAL		0	30,911,729	30,911,729	0
	GRAND TOTAL		0	30,911,729	30,911,729	0

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

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

FOOTNOTES

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

THE SUPPLEMENTAL SICKNESS BENEFIT PLAN COVERING
RAILROAD SHOP CRAFT AND SIGNAL EMPLOYEES

FINANCIAL STATEMENTS
(Together with report of Independent Public Accountants)

December 31, 2009 and 2008

CONTENTS

	Page
INDEPENDENT AUDITOR'S REPORT ON THE FINANCIAL STATEMENTS	3
FINANCIAL STATEMENTS	
Statements of Net Assets Available for Benefits	4
Statement of Changes in Net Assets Available for Benefits	5
Statements of Plan Benefit Obligations	6
Statement of Changes in Plan Benefit Obligations	7
Notes to Financial Statements	8 – 16
SUPPLEMENTAL SCHEDULES	
Schedule of Assets Held for Investment Purposes, December 31, 2009	18
Schedule of Reportable Transactions Exceeding 5% of the Plan Assets, December 31, 2009	19 – 27

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INDEPENDENT AUDITOR'S REPORT

To the National Carriers' Conference Committee with respect to
The Supplemental Sickness Benefit Plan Covering Railroad Shop Craft and Signal Employees

We were engaged to audit the accompanying statements of net assets available for benefits and of plan benefit obligations of The Supplemental Sickness Benefit Plan Covering Railroad Shop Craft and Signal Employees (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 Notes 3 and 8, which was certified by SunTrust Bank, the trustee of the Plan, except for comparing the 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 8, 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 or provided 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

THE SUPPLEMENTAL SICKNESS BENEFIT PLAN COVERING
RAILROAD SHOP CRAFT AND SIGNAL EMPLOYEES

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

	2009	2008
ASSETS		
Investments, at fair value	<u>\$ 14,276,713</u>	<u>\$ 19,387,010</u>
Receivables:		
Participating railroads' contributions	1,262,003	2,265,381
Accrued interest	<u>984</u>	<u>22,144</u>
	<u>1,262,987</u>	<u>2,287,525</u>
Cash	<u>88,763</u>	<u>115,304</u>
Amounts due from participating railroads	<u>-</u>	<u>-</u>
Total assets	<u>15,628,463</u>	<u>21,789,839</u>
LIABILITIES		
Accounts payable and accrued expenses	<u>410,325</u>	<u>233,544</u>
Total liabilities	<u>410,325</u>	<u>233,544</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 15,218,138</u></u>	<u><u>\$ 21,556,295</u></u>

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

THE SUPPLEMENTAL SICKNESS BENEFIT PLAN COVERING
RAILROAD SHOP CRAFT AND SIGNAL EMPLOYEES

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

ADDITIONS

Investment income:	
Interest income	\$ 59,630
Less investment expenses	(27,006)
	<u>32,624</u>
Participating railroads' contributions	<u>13,792,543</u>
Total additions	<u>13,825,167</u>

DEDUCTIONS

Benefits paid to participants	<u>17,405,214</u>
Administrative expenses	<u>2,758,110</u>
Total deductions	<u>20,163,324</u>
Net increase (decrease)	(6,338,157)
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	<u>21,556,295</u>
End of year	<u>\$ 15,218,138</u>

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

THE SUPPLEMENTAL SICKNESS BENEFIT PLAN COVERING
RAILROAD SHOP CRAFT AND SIGNAL EMPLOYEES

Statements of Plan Benefit Obligations
(As Determined by Aetna)
December 31, 2009 and 2008

	2009	2008
AMOUNTS CURRENTLY PAYABLE TO OR FOR PARTICIPANTS, BENEFICIARIES, AND DEPENDENTS		
Claims payable and claims incurred but not reported	<u>\$ 6,692,299</u>	<u>\$ 6,475,149</u>

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

THE SUPPLEMENTAL SICKNESS BENEFIT PLAN COVERING
RAILROAD SHOP CRAFT AND SIGNAL EMPLOYEES

Statement of Changes in Plan Benefit Obligations
(As Determined by Aetna)
For the Year Ended December 31, 2009

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

Balance at beginning of year	\$ 6,475,149
Claims reported and approved for payment	17,622,364
Claims paid	<u>(17,405,214)</u>
Balance at end of year	<u>\$ 6,692,299</u>

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 Supplemental Sickness Benefit Plan Covering Railroad Shop Craft and Signal Employees (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 was established in 1973 pursuant to collective-bargaining to supplement the sickness benefits provided pursuant to the Railroad Unemployment Insurance Act for eligible railroad shop and signal employees of participating railroads. The Plan is administered by the 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's supplemental sickness benefits are provided on a self-insured basis. The Plan is primarily administered by a third party administrator, Aetna, 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 are entitled to receive the benefits provided by the Plan.

Funding

The participating railroads' 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 provided by the participating railroads in the amount determined after discussions with Aetna. The railroads fund the obligations of the Plan on a monthly basis as they become due and payable during the year.

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

NOTES TO FINANCIAL STATEMENTS

Note 1. Description of the Plan (continued)

Tax status (continued)

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 certain reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements. Accordingly, 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 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.

NOTES TO FINANCIAL STATEMENTS

Note 2. Significant Accounting Policies (continued)

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.

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.

NOTES TO FINANCIAL STATEMENTS

Note 2. Significant Accounting Policies (continued)

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.

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 not to be significant to the financial statements.

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.

Participant refunds

Participant refunds are recognized when received.

Subsequent Events

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

Note 3. Investments

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>\$ 14,276,713</u>	<u>\$ 19,387,010</u>

NOTES TO FINANCIAL STATEMENTS

Note 4. Fair Value Measurements

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

Level 1

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

Level 2

Inputs to the valuation methodology include:

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

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

Level 3

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

NOTES TO FINANCIAL STATEMENTS

Note 4. Fair Value Measurements (continued)

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.

The method 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.

As of December 31, 2009 and 2008 all of the Plan's investment assets have been determined by the Plan Sponsor to be level 1.

Note 5. Participant Refunds

Pursuant to the Summary Plan Description, should a Plan participant directly receive one or more of the following types of subsequent payments in connection with a disability claim that has been paid by the Plan, the payment will reduce the basic benefit payable by the Plan and an overpayment will be created:

- (1) annuity payments under the Railroad Retirement Act;
- (2) benefit payments under Title II of the Federal Social Security Act;
- (3) unemployment, maternity or sickness benefits under any unemployment, maternity or sickness compensation law other than RUIA; and
- (4) any other social insurance payments under any law.

Upon receiving such a payment, the Plan participant is obligated to repay the overpayment to the Plan. The overpayment is equal to the lesser of the disability claim paid by the Plan or the total amount received by the participant.

Based on current and historical collection patterns, the Plan Sponsor has determined that any amounts not repaid by Plan participants within one year of receipt of such payments, as described in items (1) through (4) above, will be deemed uncollectible. For the year ended December 31, 2009, the Plan identified \$855,597 in retroactive payments to Plan participants and collected \$260,168 of overpayments during 2009, of which \$210,253 related to current year activity and \$49,915 related to prior year activity. The Plan Sponsor has evaluated the collectability of the outstanding receivable balances as of December 31, 2009 and 2008 and has determined the balances to be immaterial to the financial statements. Therefore, the Plan has recognized the refunds when received and netted them against benefits paid to participants. The amounts deemed to be collectible as of December 31, 2009 and 2008 are \$77,298 and \$49,915, respectively.

NOTES TO FINANCIAL STATEMENTS

Note 5. Participant Refunds (continued)

The gain contingency associated with the receipt of future awards from items (1) through (4) above by Plan participants who have received benefits from the Plan, which have not been adjusted for such awards, may result in a prospective overpayment to the participant and refund receivable to the Plan. This gain contingency has not been recognized by the Plan because the Plan Sponsor believes this amount cannot be reasonably estimated as of the financial statement date.

Note 6. Post-Retirement Benefits and Other Plan Obligations

The Plan provides no post-retirement benefits.

Plan obligations as of December 31st for claims payable and claims incurred by participants but not reported as of that date are estimated by Aetna. Such estimated amounts are reported in the accompanying statement of the plan benefit obligations at present value. Based on the current nature of the obligation, generally within nine months of the end of the Plan year, discounting the obligation was not necessary.

For measurement purposes, the Insurance Underwriters at Aetna evaluated all open, pending and closed claims relating to the Plan year and determined the run-out for these claims for at least six months subsequent to the year end. The Underwriter then compared the actual claims run-out to historical run-out patterns to develop a reserve factor, which was applied to claims related to the Plan year on an incurred basis. The resulting claims obligation was added to the claims run-out liability described above to develop the total obligation, which was recognized for financial statement reporting purposes.

Note 7. Concentration of Participating Railroads

There are approximately 45 railroads participating in the Plan, of which 4 Class I railroads comprised approximately 72% and 75% of the total Plan activity as of and for the years ended December 31, 2009 and 2008, respectively.

This activity includes, but is not limited to, participating railroad 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	23.6%	24.1%
B	19.5%	20.2%
C	14.6%	15.6%
D	13.9%	14.9%

NOTES TO FINANCIAL STATEMENTS

Note 8. Information Certified by the Plan's Trustee and the Plan Administrator

The following information included in the financial statements and supplemental schedules was provided and certified by the Trustee, SunTrust Bank, and the Plan Administrator as complete and accurate.

- Investments
- Accrued interest
- Investment income
- Schedule of assets held for investment purposes
- Schedule of reportable transactions

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.

Note 9. 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	\$ 15,218,138	\$ 21,556,295
Benefit obligations currently payable	<u>(6,692,299)</u>	<u>(6,475,149)</u>
Net assets available for benefits as reported within the Form 5500	<u>\$ 8,525,839</u>	<u>\$ 15,081,146</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.

	2009
Benefits paid to participants as reported within the financial statements	\$ 17,405,214
Add: Amounts payable at end of year	6,692,299
Less: Amounts payable at beginning of year	<u>(6,475,149)</u>
Benefits paid to participants as reported within the Form 5500	<u>\$ 17,622,364</u>

Amounts currently payable to or for participants 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 10. Risks and Uncertainties

The Plan invests in money market funds with SunTrust. These investments are 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 for claims incurred but not reported, as calculated and reported to the Plan by Aetna as of December 31, 2009 and 2008 is based on certain assumptions pertaining to health care trends and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term could be material to the financial statements.

SUPPLEMENTAL SCHEDULES

THE SUPPLEMENTAL SICKNESS BENEFIT PLAN COVERING
RAILROAD SHOP CRAFT AND SIGNAL EMPLOYEES

Schedule of Assets Held for Investment Purposes
December 31, 2009

Schedule H Item 4(i) – Schedule of Assets Held for Investment Purposes
EIN: 52-1162946
Plan Number: 508

(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>	
Money Market Funds				
* SunTrust Bank Account 70-04-102-7036739	STI Classic FDS-Instl. Cash	<u>\$ 14,276,713</u>	<u>\$ 14,276,713</u>	

* Known party-in-interest to the Plan.

THE SUPPLEMENTAL SICKNESS BENEFIT PLAN COVERING
RAILROAD SHOP CRAFT AND SIGNAL EMPLOYEES

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: 52-1162946
Plan Number: 508

(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 70-04-102-7036739	(See attached schedule as prepared and reported by SunTrust Bank)				



REPORTABLE TRANSACTIONS WORKSHEET

1/1/09 THROUGH 12/31/09

ACCOUNT 7036739

RAILROAD - SSB PLAN CYR SHP CAS

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
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BEGINNING MARKET VALUE 19,409,154.02
 COMPARATIVE VALUE (5X) 970,457.70

CATEGORY 1 - SINGLE TRANSACTION EXCEEDS 5% OF VALUE

ISSUE: 76628T264 - RIDGEMORTH FD-INSTL CASH MGMT MH6594
 03/18/09 B 1,036,991.2100 1.0000 0 -1,036,991 * 1,036,991
 ISSUE: 76628T264 - RIDGEMORTH FD-INSTL CASH MGMT MH6594
 08/17/09 B 979,042.8200 1.0000 0 -979,043 * 979,043
 ISSUE: 76628T264 - RIDGEMORTH FD-INSTL CASH MGMT MH6594
 10/19/09 B 1,027,006.8100 1.0000 0 -1,027,007 * 1,027,007
 ISSUE: 76628T264 - RIDGEMORTH FD-INSTL CASH MGMT MH6594
 12/21/09 B 1,141,421.5600 1.0000 0 -1,141,422 * 1,141,422

GRAND TOTAL

 0 4,184,463

 4,184,463

 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 MGMT MH6594
 01/02/09 B 22,144.0700 1.0000 0 -22,144

22,144



ACCOUNT 7036739

REPORTABLE TRANSACTIONS WORKSHEET

1/1/09 THROUGH 12/31/09

RAILROAD - SSB PLAN CVR SHP CBS

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
01/20/09 B	945,239.1800	1.0000	0	-945,239	945,239	0
01/23/09 B	78,760.6700	1.0000	0	-78,761	78,761	0
02/02/09 B	13,572.1100	1.0000	0	-13,572	13,572	0
02/23/09 B	622,120.1900	1.0000	0	-622,120	622,120	0
02/25/09 B	523,490.7400	1.0000	0	-523,491	523,491	0
03/02/09 B	8,250.1500	1.0000	0	-8,250	8,250	0
03/18/09 B	1,036,991.2100	1.0000	0	-1,036,991	1,036,991	0
03/19/09 B	90,522.1400	1.0000	0	-90,522	90,522	0
03/24/09 B	245,361.6600	1.0000	0	-245,362	245,362	0
04/01/09 B	8,330.9600	1.0000	0	-8,331	8,331	0
04/20/09 B	936,694.9500	1.0000	0	-936,695	936,695	0
05/01/09 B	7,474.3000	1.0000	0	-7,474	7,474	0
05/18/09 B	918,210.6000	1.0000	0	-918,210	918,210	0
05/21/09 B	134,295.5000	1.0000	0	-134,296	134,296	0
06/01/09 B	6,722.1300	1.0000	0	-6,722	6,722	0
06/17/09 B	892,892.2600	1.0000	0	-892,892	892,892	0
06/19/09 B	125,050.1000	1.0000	0	-125,050	125,050	0
07/01/09 B	4,499.6800	1.0000	0	-4,500	4,500	0
07/16/09 B	120,287.9600	1.0000	0	-120,288	120,288	0
07/17/09 B	886,567.7400	1.0000	0	-886,568	886,568	0
08/05/09 B	2,944.2800	1.0000	0	-2,944	2,944	0
08/17/09 B	979,042.8200	1.0000	0	-979,043	979,043	0
09/01/09 B	2,139.5100	1.0000	0	-2,140	2,140	0
09/18/09 B	108,445.1400	1.0000	0	-108,445	108,445	0
09/25/09 B	911,554.3000	1.0000	0	-911,554	911,554	0
10/01/09 B	1,804.5200	1.0000	0	-1,805	1,805	0
10/19/09 B	1,027,006.8100	1.0000	0	-1,027,007	1,027,007	0
11/02/09 B	1,642.0000	1.0000	0	-1,642	1,642	0
11/18/09 B	319,836.2100	1.0000	0	-319,836	319,836	0
11/20/09 B	703,570.7300	1.0000	0	-703,571	703,571	0
12/01/09 B	1,265.8300	1.0000	0	-1,266	1,266	0
12/21/09 B	1,141,421.5600	1.0000	0	-1,141,422	1,141,422	0
12/22/09 B	72,558.1800	1.0000	0	-72,558	72,558	0
SUB-TOTAL OF BUYS # 34						
				12,900,711	12,900,711	0
01/05/09 S	223,624.1400	1.0000	0	223,624	223,624	0
01/06/09 S	55,085.1900	1.0000	0	55,085	55,085	0
01/07/09 S	51,621.6500	1.0000	0	51,622	51,622	0
01/08/09 S	38,167.7600	1.0000	0	38,168	38,168	0
01/09/09 S	2,524.5800	1.0000	0	2,525	2,525	0
01/09/09 S	24,332.3500	1.0000	0	24,332	24,332	0
01/12/09 S	34,526.7100	1.0000	0	34,527	34,527	0
01/13/09 S	68,786.9100	1.0000	0	68,787	68,787	0
01/14/09 S	28,769.1300	1.0000	0	28,769	28,769	0
01/15/09 S	35,428.4400	1.0000	0	35,428	35,428	0



ACCOUNT 7036739

REPORTABLE TRANSACTIONS WORKSHEET

1/1/09 THROUGH 12/31/09

PAGE 71

RAILROAD - SSB PLAN CVR SHP CAS

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
01/16/09 S	28,318.9300	1.0000	0	28,319	28,319	0
01/21/09 S	93,506.7000	1.0000	0	93,507	93,507	0
01/22/09 S	71,207.4800	1.0000	0	71,207	71,207	0
01/26/09 S	45,639.1600	1.0000	0	45,639	45,639	0
01/27/09 S	57,458.5300	1.0000	0	57,458	57,458	0
01/28/09 S	72,777.5200	1.0000	0	72,778	72,778	0
01/29/09 S	37,834.8600	1.0000	0	37,835	37,835	0
01/30/09 S	25,881.6200	1.0000	0	25,882	25,882	0
02/02/09 S	42,369.0400	1.0000	0	42,369	42,369	0
02/03/09 S	75,455.1100	1.0000	0	75,455	75,455	0
02/04/09 S	311,439.0500	1.0000	0	311,439	311,439	0
02/06/09 S	39,307.7700	1.0000	0	39,308	39,308	0
02/09/09 S	2,469.4200	1.0000	0	2,469	2,469	0
02/09/09 S	64,605.2300	1.0000	0	64,605	64,605	0
02/10/09 S	66,430.2500	1.0000	0	66,430	66,430	0
02/11/09 S	68,066.8100	1.0000	0	68,067	68,067	0
02/12/09 S	37,277.6200	1.0000	0	37,278	37,278	0
02/17/09 S	61,473.7400	1.0000	0	61,474	61,474	0
02/18/09 S	226,375.1000	1.0000	0	226,375	226,375	0
02/19/09 S	113,998.6200	1.0000	0	113,991	113,991	0
02/20/09 S	39,239.4900	1.0000	0	39,239	39,239	0
02/24/09 S	57,026.2700	1.0000	0	57,026	57,026	0
02/26/09 S	11,312.7600	1.0000	0	11,313	11,313	0
02/27/09 S	27,309.9300	1.0000	0	27,310	27,310	0
03/02/09 S	49,362.8200	1.0000	0	49,363	49,363	0
03/03/09 S	61,798.6100	1.0000	0	61,799	61,799	0
03/04/09 S	295,914.3400	1.0000	0	295,914	295,914	0
03/05/09 S	42,412.9400	1.0000	0	42,413	42,413	0
03/06/09 S	34,318.1700	1.0000	0	34,318	34,318	0
03/09/09 S	2,424.4100	1.0000	0	2,424	2,424	0
03/09/09 S	47,638.1600	1.0000	0	47,638	47,638	0
03/10/09 S	94,519.2200	1.0000	0	94,519	94,519	0
03/11/09 S	64,195.6500	1.0000	0	64,196	64,196	0
03/12/09 S	49,195.1300	1.0000	0	49,195	49,195	0
03/13/09 S	19,177.0900	1.0000	0	19,177	19,177	0
03/16/09 S	220,721.0000	1.0000	0	220,721	220,721	0
03/17/09 S	71,011.7400	1.0000	0	71,012	71,012	0
03/20/09 S	37,180.5300	1.0000	0	37,181	37,181	0
03/23/09 S	62,118.6900	1.0000	0	62,119	62,119	0
03/25/09 S	67,214.6700	1.0000	0	67,215	67,215	0
03/26/09 S	53,406.8200	1.0000	0	53,407	53,407	0
03/27/09 S	31,564.9000	1.0000	0	31,565	31,565	0
03/30/09 S	45,509.4100	1.0000	0	45,509	45,509	0
03/31/09 S	103,598.2300	1.0000	0	103,598	103,598	0
04/01/09 S	88,330.3700	1.0000	0	88,330	88,330	0
04/02/09 S	50,142.5300	1.0000	0	50,143	50,143	0



REPORTABLE TRANSACTIONS WORKSHEET

1/1/09 THROUGH 12/31/09

ACCOUNT 7036739

RAILROAD - SSB PLAN CVR SHP CBS

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
04/03/09 \$	257,725.8100	1.0000		257,726	257,726	0
04/06/09 \$	46,522.8500	1.0000		46,523	46,523	0
04/07/09 \$	77,245.0000	1.0000		77,245	77,245	0
04/08/09 \$	2,447.6500	1.0000		2,448	2,448	0
04/08/09 \$	6,227.4700	1.0000		6,227	6,227	0
04/09/09 \$	96,548.7700	1.0000		96,549	96,549	0
04/13/09 \$	59,897.1000	1.0000		59,897	59,897	0
04/14/09 \$	81,821.5100	1.0000		81,822	81,822	0
04/15/09 \$	99,701.3500	1.0000		99,701	99,701	0
04/16/09 \$	67,024.1800	1.0000		67,024	67,024	0
04/17/09 \$	185,140.3800	1.0000		185,140	185,140	0
04/21/09 \$	75,847.6400	1.0000		75,848	75,848	0
04/22/09 \$	74,953.2200	1.0000		74,953	74,953	0
04/23/09 \$	61,963.6200	1.0000		61,964	61,964	0
04/24/09 \$	37,591.2600	1.0000		37,591	37,591	0
04/27/09 \$	54,580.5300	1.0000		54,581	54,581	0
04/29/09 \$	174,158.1500	1.0000		174,158	174,158	0
04/30/09 \$	46,612.8800	1.0000		46,613	46,613	0
05/01/09 \$	37,462.7900	1.0000		37,463	37,463	0
05/06/09 \$	273,248.3100	1.0000		273,248	273,248	0
05/06/09 \$	70,777.6600	1.0000		70,778	70,778	0
05/07/09 \$	89,811.5500	1.0000		89,812	89,812	0
05/07/09 \$	56,377.8600	1.0000		56,378	56,378	0
05/08/09 \$	2,405.9200	1.0000		2,406	2,406	0
05/08/09 \$	23,796.8800	1.0000		23,797	23,797	0
05/11/09 \$	18,541.0000	1.0000		18,541	18,541	0
05/12/09 \$	72,239.7900	1.0000		72,240	72,240	0
05/13/09 \$	89,678.2100	1.0000		89,678	89,678	0
05/14/09 \$	62,152.9200	1.0000		62,153	62,153	0
05/15/09 \$	34,599.8500	1.0000		34,600	34,600	0
05/19/09 \$	52,353.3900	1.0000		52,353	52,353	0
05/20/09 \$	83,423.0500	1.0000		83,423	83,423	0
05/22/09 \$	186,212.3500	1.0000		186,212	186,212	0
05/26/09 \$	34,706.5100	1.0000		34,707	34,707	0
05/27/09 \$	73,501.7700	1.0000		73,502	73,502	0
05/28/09 \$	53,167.7800	1.0000		53,168	53,168	0
05/29/09 \$	42,527.6900	1.0000		42,528	42,528	0
06/01/09 \$	70,927.5200	1.0000		70,928	70,928	0
06/02/09 \$	339,761.7600	1.0000		339,762	339,762	0
06/03/09 \$	87,380.4800	1.0000		87,380	87,380	0
06/04/09 \$	60,758.0500	1.0000		60,758	60,758	0
06/05/09 \$	212,782.8300	1.0000		212,783	212,783	0
06/08/09 \$	2,344.5500	1.0000		2,345	2,345	0
06/08/09 \$	43,494.1800	1.0000		43,494	43,494	0
06/09/09 \$	82,893.0100	1.0000		82,893	82,893	0
06/10/09 \$	46,734.8500	1.0000		46,734	46,734	0



REPORTABLE TRANSACTIONS WORKSHEET

1/1/09 THROUGH 12/31/09

ACCOUNT 7036739

RAILROAD - SSB PLAN CYR SHP C&S

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
06/11/09 \$	49,508.4700	1.0000	0	49,508	49,508	0
06/12/09 \$	33,581.2700	1.0000	0	33,581	33,581	0
06/15/09 \$	55,376.0700	1.0000	0	55,376	55,376	0
06/16/09 \$	92,829.6600	1.0000	0	92,830	92,830	0
06/18/09 \$	134,772.0000	1.0000	0	134,772	134,772	0
06/22/09 \$	67,079.6300	1.0000	0	67,080	67,080	0
06/23/09 \$	110,514.0900	1.0000	0	110,514	110,514	0
06/24/09 \$	79,315.5300	1.0000	0	79,316	79,316	0
06/25/09 \$	57,663.7000	1.0000	0	57,664	57,664	0
06/26/09 \$	152,162.4500	1.0000	0	152,162	152,162	0
06/29/09 \$	59,819.8600	1.0000	0	59,820	59,820	0
06/30/09 \$	29,791.7000	1.0000	0	29,792	29,792	0
07/01/09 \$	100,543.6000	1.0000	0	100,544	100,544	0
07/02/09 \$	323,311.5100	1.0000	0	323,312	323,312	0
07/06/09 \$	4,984.9100	1.0000	0	4,985	4,985	0
07/07/09 \$	103,433.8500	1.0000	0	103,434	103,434	0
07/08/09 \$	2,266.8000	1.0000	0	2,267	2,267	0
07/08/09 \$	55,211.5000	1.0000	0	55,212	55,212	0
07/09/09 \$	36,827.6400	1.0000	0	36,828	36,828	0
07/10/09 \$	20,733.3700	1.0000	0	20,733	20,733	0
07/13/09 \$	67,049.7700	1.0000	0	67,050	67,050	0
07/14/09 \$	65,938.9300	1.0000	0	65,939	65,939	0
07/15/09 \$	70,244.0400	1.0000	0	70,244	70,244	0
07/20/09 \$	180,361.6700	1.0000	0	180,362	180,362	0
07/21/09 \$	67,773.7100	1.0000	0	67,774	67,774	0
07/22/09 \$	87,946.9900	1.0000	0	87,947	87,947	0
07/23/09 \$	61,892.1500	1.0000	0	61,892	61,892	0
07/24/09 \$	28,074.8000	1.0000	0	28,075	28,075	0
07/27/09 \$	47,489.2900	1.0000	0	47,489	47,489	0
07/28/09 \$	102,522.1600	1.0000	0	102,522	102,522	0
07/29/09 \$	93,713.9100	1.0000	0	93,714	93,714	0
07/30/09 \$	72,947.4500	1.0000	0	72,947	72,947	0
07/31/09 \$	34,919.2400	1.0000	0	34,919	34,919	0
08/03/09 \$	50,515.6700	1.0000	0	50,516	50,516	0
08/04/09 \$	119,426.4100	1.0000	0	119,426	119,426	0
08/05/09 \$	299,498.0700	1.0000	0	299,498	299,498	0
08/06/09 \$	45,466.1200	1.0000	0	45,466	45,466	0
08/07/09 \$	41,269.8400	1.0000	0	41,270	41,270	0
08/10/09 \$	2,196.7000	1.0000	0	2,197	2,197	0
08/10/09 \$	142,859.8100	1.0000	0	142,860	142,860	0
08/11/09 \$	78,553.9700	1.0000	0	78,554	78,554	0
08/12/09 \$	39,424.5900	1.0000	0	39,425	39,425	0
08/13/09 \$	42,655.6300	1.0000	0	42,656	42,656	0
08/14/09 \$	61,798.3600	1.0000	0	61,798	61,798	0
08/18/09 \$	69,453.6700	1.0000	0	69,454	69,454	0
08/19/09 \$	102,854.5500	1.0000	0	102,855	102,855	0



ACCOUNT 7036739

REPORTABLE TRANSACTIONS WORKSHEET

1/1/09 THROUGH 12/31/09

RAILROAD - SSB PLAN CVR SHP C/S

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
08/20/09 \$	69,302.2900	1.0000	0	69,302	69,302	0
08/21/09 \$	56,810.5200	1.0000	0	56,810	56,810	0
08/24/09 \$	58,145.7400	1.0000	0	58,146	58,146	0
08/23/09 \$	115,051.5300	1.0000	0	115,052	115,052	0
08/26/09 \$	67,766.4900	1.0000	0	67,766	67,766	0
08/27/09 \$	41,854.8300	1.0000	0	41,855	41,855	0
08/28/09 \$	36,762.0600	1.0000	0	36,762	36,762	0
08/31/09 \$	58,713.2100	1.0000	0	58,713	58,713	0
09/01/09 \$	104,101.8800	1.0000	0	104,102	104,102	0
09/02/09 \$	85,200.4400	1.0000	0	85,200	85,200	0
09/03/09 \$	260,911.1900	1.0000	0	260,911	260,911	0
09/04/09 \$	174,202.8400	1.0000	0	174,203	174,203	0
09/08/09 \$	52,813.4900	1.0000	0	52,813	52,813	0
09/09/09 \$	2,115.7300	1.0000	0	2,116	2,116	0
09/09/09 \$	91,541.5000	1.0000	0	91,542	91,542	0
09/10/09 \$	107,302.7300	1.0000	0	107,303	107,303	0
09/11/09 \$	17,672.6600	1.0000	0	17,673	17,673	0
09/14/09 \$	40,618.3700	1.0000	0	40,618	40,618	0
09/13/09 \$	67,031.9900	1.0000	0	67,032	67,032	0
09/16/09 \$	97,699.1400	1.0000	0	97,699	97,699	0
09/17/09 \$	53,079.5600	1.0000	0	53,080	53,080	0
09/21/09 \$	49,012.6600	1.0000	0	49,013	49,013	0
09/22/09 \$	104,902.7700	1.0000	0	104,903	104,903	0
09/23/09 \$	134,253.1900	1.0000	0	134,253	134,253	0
09/24/09 \$	38,150.6000	1.0000	0	38,151	38,151	0
09/28/09 \$	126,236.0000	1.0000	0	126,236	126,236	0
09/29/09 \$	110,379.7300	1.0000	0	110,380	110,380	0
09/30/09 \$	77,956.6000	1.0000	0	77,957	77,957	0
10/01/09 \$	43,696.2700	1.0000	0	43,696	43,696	0
10/02/09 \$	36,632.7200	1.0000	0	36,633	36,633	0
10/05/09 \$	264,698.5400	1.0000	0	264,699	264,699	0
10/06/09 \$	96,928.1900	1.0000	0	96,928	96,928	0
10/07/09 \$	81,620.1600	1.0000	0	81,620	81,620	0
10/08/09 \$	1,995.8700	1.0000	0	1,996	1,996	0
10/09/09 \$	56,880.9900	1.0000	0	56,881	56,881	0
10/09/09 \$	4,533.7900	1.0000	0	4,534	4,534	0
10/13/09 \$	75,964.1900	1.0000	0	75,964	75,964	0
10/14/09 \$	83,914.5200	1.0000	0	83,915	83,915	0
10/15/09 \$	78,068.9400	1.0000	0	78,069	78,069	0
10/16/09 \$	153,694.9700	1.0000	0	153,695	153,695	0
10/20/09 \$	85,510.8800	1.0000	0	85,511	85,511	0
10/21/09 \$	83,304.3800	1.0000	0	83,304	83,304	0
10/22/09 \$	56,255.6200	1.0000	0	56,256	56,256	0
10/23/09 \$	34,994.7000	1.0000	0	34,995	34,995	0
10/26/09 \$	56,286.2700	1.0000	0	56,286	56,286	0
10/27/09 \$	75,724.9800	1.0000	0	75,725	75,725	0



ACCOUNT 7036759

REPORTABLE TRANSACTIONS WORKSHEET

1/1/09 THROUGH 12/31/09

PAGE 75

RAILROAD - SSB PLAN CYR SNP C&S

DATE BOUGHT/ SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
10/28/09 \$	83,648.4300	1.0000		83,648	83,648	0
10/29/09 \$	67,813.6100	1.0000		67,813	67,813	0
10/30/09 \$	36,717.8900	1.0000		36,718	36,718	0
11/02/09 \$	60,194.0900	1.0000		60,194	60,194	0
11/03/09 \$	298,387.8100	1.0000		298,388	298,388	0
11/04/09 \$	181,200.6300	1.0000		181,201	181,201	0
11/05/09 \$	55,340.7500	1.0000		55,341	55,341	0
11/06/09 \$	28,516.0300	1.0000		28,516	28,516	0
11/09/09 \$	1,945.3500	1.0000		1,945	1,945	0
11/09/09 \$	73,348.8400	1.0000		73,349	73,349	0
11/10/09 \$	92,457.5900	1.0000		92,458	92,458	0
11/12/09 \$	91,852.2400	1.0000		91,852	91,852	0
11/13/09 \$	62,714.3000	1.0000		62,714	62,714	0
11/16/09 \$	22,097.0400	1.0000		22,097	22,097	0
11/17/09 \$	82,713.2200	1.0000		82,713	82,713	0
11/19/09 \$	40,662.2200	1.0000		40,662	40,662	0
11/23/09 \$	66,336.5000	1.0000		66,336	66,336	0
11/24/09 \$	83,652.6900	1.0000		83,652	83,652	0
11/25/09 \$	108,454.0400	1.0000		108,454	108,454	0
11/30/09 \$	33,334.7600	1.0000		33,335	33,335	0
12/01/09 \$	340,785.8100	1.0000		340,786	340,786	0
12/02/09 \$	79,780.8600	1.0000		79,781	79,781	0
12/03/09 \$	61,256.5700	1.0000		61,257	61,257	0
12/04/09 \$	29,495.9400	1.0000		29,496	29,496	0
12/07/09 \$	48,661.4600	1.0000		48,661	48,661	0
12/08/09 \$	1,869.2300	1.0000		1,869	1,869	0
12/08/09 \$	57,315.3300	1.0000		57,315	57,315	0
12/09/09 \$	205,097.5700	1.0000		205,098	205,098	0
12/10/09 \$	39,313.0300	1.0000		39,313	39,313	0
12/11/09 \$	8,324.7900	1.0000		8,325	8,325	0
12/14/09 \$	79,504.6400	1.0000		79,505	79,505	0
12/15/09 \$	92,724.7300	1.0000		92,725	92,725	0
12/16/09 \$	83,633.5200	1.0000		83,634	83,634	0
12/17/09 \$	60,708.4200	1.0000		60,708	60,708	0
12/18/09 \$	51,032.9400	1.0000		51,033	51,033	0
12/23/09 \$	62,549.8500	1.0000		62,550	62,550	0
12/24/09 \$	55,212.4100	1.0000		55,212	55,212	0
12/28/09 \$	33,053.5000	1.0000		33,054	33,054	0
12/29/09 \$	79,381.9600	1.0000		79,382	79,382	0
12/30/09 \$	86,785.6500	1.0000		86,786	86,786	0
12/31/09 \$	4,595.0800	1.0000		4,595	4,595	0
SUB-TOTAL OF SALES # 235				18,011,018	18,011,018	0



ACCOUNT 7036739

REPORTABLE TRANSACTIONS WORKSHEET

1/1/09 THROUGH 12/31/09

PAGE 76

RAILROAD - SSB PLAN CVR SHP CBS

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
	SUB-TOTAL		0	30,911,729	30,911,729	0
	GRAND TOTAL		0	30,911,729	30,911,729	0

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

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

FOOTNOTES

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

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>1a Name of plan THE MAINTENANCE OF WAY EMPLOYEES SUPPLEMENTAL SICKNESS BENEFIT PLAN</p>	<p>1b Three-digit plan number (PN) . . . ► 502</p>
<p>2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) NATIONAL CARRIERS' CONFERENCE COMMITTEE 1901 L STREET, NW, SUITE 500 WASHINGTON, DC 20036-3514</p>	<p>1c Effective date of plan 07/01/1973</p> <p>2b Employer Identification Number (EIN) 52-1162945</p> <p>2c Sponsor's telephone number 202-862-7200</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			A. K. GRADIA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

<p>3a Plan administrator's name and address (If same as plan sponsor, enter 'Same')</p> <p>NATIONAL CARRIERS' CONFERENCE COMMITTEE 1901 L STREET, NW, SUITE 500 WASHINGTON, DC 20036-3514</p>	<p>3b Administrator's EIN 52-1162945</p> <p>3c Administrator's telephone number 202-862-7200</p>
---	--

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:		b EIN
a Sponsor's name		c PN
5 Total number of participants at the beginning of the plan year.....	5	30940
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	28885
b Retired or separated participants receiving benefits.....	6b	
c Other retired or separated participants entitled to future benefits.....	6c	
d Subtotal. Add lines 6a , 7b , and 6c	6d	28885
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	
f Total. Add lines 6d and 6e	6f	28885
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	38

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

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
----------------------	----------------------	----------------------	----------------------	----------------------	----------------------	----------------------	----------------------	----------------------	----------------------

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

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
4F									

<p>9a Plan funding arrangement (check all that apply)</p> <p>(1) <input type="checkbox"/> Insurance</p> <p>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts</p> <p>(3) <input checked="" type="checkbox"/> Trust</p> <p>(4) <input type="checkbox"/> General assets of the sponsor</p>	<p>9b Plan benefit arrangement (check all that apply)</p> <p>(1) <input type="checkbox"/> Insurance</p> <p>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts</p> <p>(3) <input checked="" type="checkbox"/> Trust</p> <p>(4) <input type="checkbox"/> General assets of the sponsor</p>
--	--

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

<p>a Pension Schedules</p> <p>(1) <input type="checkbox"/> R (Retirement Plan Information)</p> <p>(2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) – signed by the plan actuary</p> <p>(3) <input type="checkbox"/> SB (Single-Employer Defined Benefit Plan Information) – signed by the plan actuary</p>	<p>b General Schedules</p> <p>(1) <input checked="" type="checkbox"/> H (Financial Information)</p> <p>(2) <input type="checkbox"/> I (Financial Information – Small Plan)</p> <p>(3) <input type="checkbox"/> A (Insurance Information)</p> <p>(4) <input checked="" type="checkbox"/> C (Service Provider Information)</p> <p>(5) <input type="checkbox"/> D (DFE/Participating Plan Information)</p> <p>(6) <input type="checkbox"/> G (Financial Transaction Schedules)</p>
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**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 THE MAINTENANCE OF WAY EMPLOYEES SUPPLEMENTAL SICKNESS BENEFIT PLAN	B Three-digit plan number . . . ►	502	
C Plan sponsor's name as shown on line 2a of Form 5500 NATIONAL CARRIERS' CONFERENCE COMMITTEE	D Employer Identification Number	52-1162945	

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

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

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

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

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

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

AETNA, INC. 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						
15	NONE	1,765,409	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	104,694	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)

GOODWIN PROCTER 04-1378465
 901 NEW YORK AVENUE
 NW #9
 WASHINGTON DC 20001

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered 'Yes' to element (f). If none, enter -0-	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29						
	NONE	24988	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	18781	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"/>

(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.**

For calendar year 2009 or fiscal plan year beginning		and ending	
A Name of plan THE MAINTENANCE OF WAY EMPLOYEES SUPPLEMENTAL SICKNESS BENEFIT PLAN	B Three-digit plan number..... ►	502	
C Plan sponsor's name as shown on line 2a of Form 5500 NATIONAL CARRIERS' CONFERENCE COMMITTEE	D Employer Identification Number (EIN)	52-1162945	

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	78328	144193
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	650448	684919
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	10961	333
See Statement 1			
c General investments:			
(1) Interest-bearing cash (include money market accounts and certificates of deposit)	1c(1)	9551274	4797289
(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)		

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

Schedule H (Form 5500) (2009)
v.092308.1

		(a) Beginning of Year	(b) End of Year
d Employer-related investments:			
(1) Employer securities.....	1d(1)		
(2) Employer real property.....	1d(2)		
e Buildings and other property used in plan operation.....	1e		
f Total assets (add all amounts in lines 1a through 1e).....	1f	10291011	5626734
Liabilities			
g Benefit claims payable.....	1g	3581840	3811748
h Operating payables.....	1h	158739	217250
i Acquisition indebtedness.....	1i		
j Other liabilities.....	1j		
k Total liabilities (add all amounts in lines 1g through 1j).....	1k	3740579	4028998
Net Assets			
l Net assets (subtract line 1k from line 1f).....	1l	6550432	1597736

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)	5558316	
(B) Participants.....	2a(1)(B)		
(C) Others (including rollovers).....	2a(1)(C)		
(2) Noncash contributions.....	2a(2)		
(3) Total contributions. Add lines 2a(1)(A), (B), (C), and line 2a(2).....	2a(3)		5558316
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit).....	2b(1)(A)	26409	
(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)		26409
(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	
d Total income. Add all income amounts in column (b) and enter total	2d	5584725

Expenses

e Benefit payment and payments to provide benefits:		
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	8606101
(2) To insurance carriers for the provision of benefits	2e(2)	
(3) Other	2e(3)	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)	8606101
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)	134530
(2) Contract administrator fees	2i(2)	1765409
(3) Investment advisory and management fees	2i(3)	18781
(4) Other	2i(4)	12600
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)	1931320
j Total expenses. Add all expense amounts in column (b) and enter total	2j	10537421

Net Income and Reconciliation

k Net income (loss) (subtract line 2j from line 2d)	2k	-4952696
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?
- m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3)
- n If 4m was answered 'Yes', check the 'Yes' box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3

	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			

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)

Client 18-125-1

10/13/10

08:25PM

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

The Maintenance of Way Employees Supplemental 52-1162945 502

	<u>Beginning</u>	<u>Ending</u>
ACCRUED INTEREST.....	\$ 10,961.	\$ 333.
Total	<u>\$ 10,961.</u>	<u>\$ 333.</u>

Statement 2
Schedule H, Page 3, Line 2i(4)
Other Administrative Expenses

The Maintenance of Way Employees Supplemental 52-1162945 502

FIDUCIARY INSURANCE PREMIUM.....	\$ 12,600.
Total	<u>\$ 12,600.</u>

Statement 3
Schedule H, Page 4, Line 4i
Schedule Of Assets (Held At End Of Year)

The Maintenance of Way Employees Supplemental 52-1162945 502

<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

Client 18-125-1

10/13/10

Federal Statements
National Carriers' Conference
Committee

Page 2
52-1162945
Plan No. 502

08:25PM

Statement 4
Schedule H, Page 4, Line 4j
Schedule Of Reportable Transactions
The Maintenance of Way Employees Supplemental 52-1162945 502

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

THE MAINTENANCE OF WAY EMPLOYEES
SUPPLEMENTAL SICKNESS BENEFIT PLAN

Schedule of Assets Held for Investment Purposes
December 31, 2009

Schedule H Item 4(i) – Schedule of Assets Held for Investment Purposes
EIN: 52-1162945
Plan Number: 502

(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	Cost	Current Value
	Money Market Funds			
*	SunTrust Bank Account 70-04-102-7036738	STI Classic FDS – Instl. Cash	<u>\$ 4,797,289</u>	<u>\$ 4,797,289</u>

* Known party-in-interest to the Plan.

THE MAINTENANCE OF WAY EMPLOYEES
SUPPLEMENTAL SICKNESS BENEFIT 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: 52-1162945
Plan Number: 502

(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 70-04-102-7036738	(See attached schedule as prepared and reported by SunTrust Bank)				



REPORTABLE TRANSACTIONS WORKSHEET

1/1/09 THROUGH 12/31/09

ACCOUNT 7036750

PAGE 69

RAILROAD - MAINT MAY EMP SUPP SK

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
------------------	------------------	------------	------------------	----------------	------------	----------------------

BEGINNING MARKET VALUE	9,562,235.38					
COMPARATIVE VALUE (5X)	478,111.77					

CATEGORY 1 - SINGLE TRANSACTION EXCEEDS 5% OF VALUE

ISSUE: 76628T264 - RIDGEMORTH FD-INSTL CASH MGMT MH6594
 04/28/09 B 509,403.2400 1.0000 0 -509,403 *

GRAND TOTAL

509,403

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 MGMT MH6594

01/02/09 B	10,961.6400	1.0000	0	-10,961	10,961	
01/20/09 B	319,732.2500	1.0000	0	-319,732	319,732	
02/02/09 B	6,617.7000	1.0000	0	-6,618	6,618	
02/25/09 B	413,506.3100	1.0000	0	-413,506	413,506	
03/02/09 B	3,894.9200	1.0000	0	-3,895	3,895	
03/18/09 B	197,925.3000	1.0000	0	-197,925	197,925	
03/24/09 B	72,776.7200	1.0000	0	-72,777	72,777	



ACCOUNT 7036738

REPORTABLE TRANSACTIONS WORKSHEET

1/1/09 THROUGH 12/31/09

PAGE 70

RAILROAD - MAINT MAY EMP SUPP SK

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
06/01/09 B	3,745.7600	1.0000		-5,746	3,746	
06/08/09 B	5,543.3500	1.0000		-5,543	5,543	
06/20/09 B	509,403.2400	1.0000		-509,403 *	509,403	
09/01/09 B	3,251.6100	1.0000		-3,252	3,252	
05/18/09 B	372,310.0100	1.0000		-372,310	372,310	
05/21/09 B	29,353.0800	1.0000		-29,353	29,353	
06/01/09 B	2,878.6200	1.0000		-2,879	2,879	
06/17/09 B	371,230.3100	1.0000		-371,230	371,230	
06/22/09 B	14,460.2200	1.0000		-14,460	14,460	
07/01/09 B	1,876.2600	1.0000		-1,876	1,876	
07/16/09 B	19,946.2800	1.0000		-19,946	19,946	
07/17/09 B	354,013.0700	1.0000		-354,013	354,013	
08/03/09 B	1,196.4400	1.0000		-1,196	1,196	
08/17/09 B	376,234.2100	1.0000		-376,234	376,234	
09/01/09 B	849.2800	1.0000		-849	849	
09/17/09 B	346,760.5200	1.0000		-346,761	346,761	
09/18/09 B	11,500.4300	1.0000		-11,500	11,500	
10/01/09 B	705.7400	1.0000		-706	706	
10/19/09 B	399,269.0800	1.0000		-399,269	399,269	
11/02/09 B	607.7900	1.0000		-608	608	
11/18/09 B	79,737.9800	1.0000		-79,738	79,738	
11/20/09 B	284,432.4400	1.0000		-284,432	284,432	
12/01/09 B	450.9300	1.0000		-451	451	
12/21/09 B	428,643.2500	1.0000		-428,643	428,643	
12/31/09 B	2,904.2100	1.0000		-2,904	2,904	
SUB-TOTAL OF BUYS # 32				4,638,716	4,638,716	
01/05/09 S	161,724.5600	1.0000		161,725	161,725	0
01/06/09 S	25,951.9800	1.0000		25,952	25,952	0
01/07/09 S	25,354.8500	1.0000		25,355	25,355	0
01/08/09 S	12,043.1800	1.0000		12,043	12,043	0
01/09/09 S	1,843.7500	1.0000		1,844	1,844	0
01/09/09 S	6,770.9900	1.0000		6,771	6,771	0
01/12/09 S	21,187.4600	1.0000		21,187	21,187	0
01/13/09 S	38,868.5800	1.0000		38,869	38,869	0
01/14/09 S	17,882.6300	1.0000		17,883	17,883	0
01/15/09 S	18,721.2400	1.0000		18,721	18,721	0
01/16/09 S	19,170.3300	1.0000		19,170	19,170	0
01/21/09 S	51,458.2400	1.0000		51,458	51,458	0
01/25/09 S	29,064.8900	1.0000		29,065	29,065	0
01/25/09 S	4,396.0200	1.0000		4,396	4,396	0
01/26/09 S	21,270.9000	1.0000		21,271	21,271	0
01/27/09 S	38,722.2800	1.0000		38,722	38,722	0
01/28/09 S	39,345.2700	1.0000		39,345	39,345	0
01/29/09 S	22,337.5500	1.0000		22,338	22,338	0



REPORTABLE TRANSACTIONS WORKSHEET

1/1/09 THROUGH 12/31/09

ACCOUNT 7036758

PAGE 71

RAILROAD - MAINT MAY EMP SLIP SK

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
01/30/09 \$	15,904.1600	1.0000		15,904	15,904	0
02/02/09 \$	22,439.2300	1.0000		22,439	22,439	0
02/03/09 \$	39,618.5400	1.0000		39,619	39,619	0
02/04/09 \$	186,180.0700	1.0000		186,180	186,180	0
02/05/09 \$	20,748.7200	1.0000		20,749	20,749	0
02/09/09 \$	1,797.7500	1.0000		1,798	1,798	0
02/09/09 \$	31,005.7000	1.0000		31,006	31,006	0
02/10/09 \$	46,717.5300	1.0000		46,718	46,718	0
02/11/09 \$	39,278.1500	1.0000		39,278	39,278	0
02/12/09 \$	29,521.5100	1.0000		29,522	29,522	0
02/17/09 \$	31,056.6000	1.0000		31,057	31,057	0
02/18/09 \$	175,718.8700	1.0000		175,719	175,719	0
02/19/09 \$	48,036.6000	1.0000		48,034	48,034	0
02/20/09 \$	29,757.4900	1.0000		29,757	29,757	0
02/23/09 \$	24,197.6600	1.0000		24,198	24,198	0
02/24/09 \$	25,289.2000	1.0000		25,289	25,289	0
02/26/09 \$	17,446.9400	1.0000		17,447	17,447	0
02/27/09 \$	17,587.3000	1.0000		17,587	17,587	0
03/02/09 \$	23,033.5400	1.0000		23,034	23,034	0
03/03/09 \$	25,638.8600	1.0000		25,639	25,639	0
03/06/09 \$	181,470.2200	1.0000		181,470	181,470	0
03/05/09 \$	27,808.6200	1.0000		27,809	27,809	0
03/06/09 \$	20,774.8100	1.0000		20,775	20,775	0
03/09/09 \$	1,741.4600	1.0000		1,741	1,741	0
03/09/09 \$	29,337.8500	1.0000		29,338	29,338	0
03/10/09 \$	59,230.4200	1.0000		59,238	59,238	0
03/11/09 \$	30,162.2000	1.0000		30,162	30,162	0
03/12/09 \$	77,096.3400	1.0000		77,096	77,096	0
03/13/09 \$	14,943.6600	1.0000		14,944	14,944	0
03/16/09 \$	49,636.9500	1.0000		49,637	49,637	0
03/17/09 \$	41,662.9200	1.0000		41,663	41,663	0
03/19/09 \$	7,768.6300	1.0000		7,769	7,769	0
03/20/09 \$	23,374.7100	1.0000		23,375	23,375	0
03/23/09 \$	22,158.5300	1.0000		22,159	22,159	0
03/25/09 \$	45,162.4700	1.0000		45,162	45,162	0
03/26/09 \$	27,298.5000	1.0000		27,299	27,299	0
03/27/09 \$	19,173.6600	1.0000		19,174	19,174	0
03/30/09 \$	20,811.5000	1.0000		20,812	20,812	0
03/31/09 \$	69,149.9800	1.0000		69,170	69,170	0
04/01/09 \$	34,991.6000	1.0000		34,992	34,992	0
04/02/09 \$	17,235.6700	1.0000		17,235	17,235	0
04/03/09 \$	163,687.5200	1.0000		163,688	163,688	0
04/06/09 \$	27,760.1800	1.0000		27,760	27,760	0
04/07/09 \$	38,893.1800	1.0000		38,893	38,893	0
04/08/09 \$	1,699.4100	1.0000		1,699	1,699	0
04/09/09 \$	76,427.7200	1.0000		76,428	76,428	0



REPORTABLE TRANSACTIONS WORKSHEET

1/1/09 THROUGH 12/31/09

ACCOUNT 7036758

RAILROAD - MAINT MAY EMP SUPP SK

PAGE 72

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
04/14/09 S	31,042.1400	1.0000	0	31,042	31,042	0
04/15/09 S	53,612.6000	1.0000	0	53,613	53,613	0
04/16/09 S	32,142.8100	1.0000	0	32,143	32,143	0
04/17/09 S	82,463.2000	1.0000	0	82,463	82,463	0
04/21/09 S	36,087.7900	1.0000	0	36,088	36,088	0
04/22/09 S	36,585.6500	1.0000	0	36,586	36,586	0
04/23/09 S	27,787.0100	1.0000	0	27,787	27,787	0
04/24/09 S	16,036.4500	1.0000	0	16,036	16,036	0
04/27/09 S	35,211.6800	1.0000	0	35,212	35,212	0
04/29/09 S	84,282.0800	1.0000	0	84,282	84,282	0
04/30/09 S	27,839.6600	1.0000	0	27,840	27,840	0
05/01/09 S	15,733.5200	1.0000	0	15,734	15,734	0
05/04/09 S	171,404.8700	1.0000	0	171,405	171,405	0
05/05/09 S	91,563.5900	1.0000	0	91,563	91,563	0
05/06/09 S	41,127.0100	1.0000	0	41,127	41,127	0
05/07/09 S	28,952.8400	1.0000	0	28,953	28,953	0
05/08/09 S	1,644.7900	1.0000	0	1,645	1,645	0
05/08/09 S	18,735.6100	1.0000	0	18,736	18,736	0
05/11/09 S	23,766.6000	1.0000	0	23,767	23,767	0
05/12/09 S	44,056.3000	1.0000	0	44,056	44,056	0
05/13/09 S	39,658.2900	1.0000	0	39,658	39,658	0
05/14/09 S	29,913.8900	1.0000	0	29,914	29,914	0
05/15/09 S	20,154.4800	1.0000	0	20,154	20,154	0
05/19/09 S	35,540.7500	1.0000	0	35,541	35,541	0
05/20/09 S	31,639.3600	1.0000	0	31,639	31,639	0
05/22/09 S	37,440.8800	1.0000	0	37,441	37,441	0
05/26/09 S	34,377.8400	1.0000	0	34,378	34,378	0
05/27/09 S	48,513.3200	1.0000	0	48,513	48,513	0
05/28/09 S	40,031.6500	1.0000	0	40,032	40,032	0
05/29/09 S	20,310.7000	1.0000	0	20,311	20,311	0
06/01/09 S	20,191.7200	1.0000	0	20,192	20,192	0
06/02/09 S	207,923.9200	1.0000	0	207,924	207,924	0
06/03/09 S	56,594.2700	1.0000	0	56,594	56,594	0
06/04/09 S	25,493.2000	1.0000	0	25,493	25,493	0
06/05/09 S	97,852.4400	1.0000	0	97,852	97,852	0
06/08/09 S	1,602.7900	1.0000	0	1,603	1,603	0
06/08/09 S	16,960.4500	1.0000	0	16,960	16,960	0
06/09/09 S	40,235.9700	1.0000	0	40,236	40,236	0
06/10/09 S	24,946.8900	1.0000	0	24,947	24,947	0
06/11/09 S	27,726.1200	1.0000	0	27,726	27,726	0
06/12/09 S	11,601.5200	1.0000	0	11,602	11,602	0
06/15/09 S	27,802.5800	1.0000	0	27,803	27,803	0
06/16/09 S	45,633.1700	1.0000	0	45,633	45,633	0
06/18/09 S	59,360.4400	1.0000	0	59,360	59,360	0
06/19/09 S	14,133.9100	1.0000	0	14,134	14,134	0
06/23/09 S	46,159.3900	1.0000	0	46,159	46,159	0



REPORTABLE TRANSACTIONS WORKSHEET

1/1/09 THROUGH 12/31/09

ACCOUNT 7036730

PAGE 73

RAILROAD - MAINT MAY EMP SUPP SK

DATE BOUGHT/SOLD	SHARES PAR VALUE	LIMIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
06/24/09 \$	39,081.7900	1.0000		39,082	39,082	0
06/25/09 \$	19,913.5800	1.0000		19,914	19,914	0
06/26/09 \$	112,409.1500	1.0000		112,409	112,409	0
06/29/09 \$	20,972.9300	1.0000		20,973	20,973	0
06/30/09 \$	3,202.1500	1.0000		3,202	3,202	0
07/01/09 \$	40,548.6100	1.0000		40,549	40,549	0
07/02/09 \$	207,402.7200	1.0000		207,403	207,403	0
07/07/09 \$	63,364.0600	1.0000		63,364	63,364	0
07/08/09 \$	1,544.4500	1.0000		1,544	1,544	0
07/08/09 \$	18,979.0400	1.0000		18,979	18,979	0
07/09/09 \$	13,275.6200	1.0000		13,276	13,276	0
07/10/09 \$	12,544.4800	1.0000		12,544	12,544	0
07/13/09 \$	25,613.8000	1.0000		25,614	25,614	0
07/14/09 \$	45,935.4600	1.0000		45,935	45,935	0
07/15/09 \$	33,523.8800	1.0000		33,524	33,524	0
07/20/09 \$	72,544.2500	1.0000		72,544	72,544	0
07/21/09 \$	26,277.0200	1.0000		26,277	26,277	0
07/22/09 \$	37,970.2100	1.0000		37,970	37,970	0
07/23/09 \$	25,859.0800	1.0000		25,859	25,859	0
07/24/09 \$	19,521.3300	1.0000		19,521	19,521	0
07/27/09 \$	24,610.7900	1.0000		24,611	24,611	0
07/28/09 \$	43,071.0200	1.0000		43,071	43,071	0
07/29/09 \$	37,261.0400	1.0000		37,261	37,261	0
07/30/09 \$	32,189.0000	1.0000		32,189	32,189	0
07/31/09 \$	15,795.3100	1.0000		15,795	15,795	0
08/03/09 \$	21,180.5100	1.0000		21,181	21,181	0
08/04/09 \$	53,274.3600	1.0000		53,274	53,274	0
08/05/09 \$	184,379.1700	1.0000		184,379	184,379	0
08/06/09 \$	24,272.1500	1.0000		24,272	24,272	0
08/07/09 \$	23,928.8000	1.0000		23,929	23,929	0
08/10/09 \$	1,493.6400	1.0000		1,493	1,493	0
08/10/09 \$	60,200.4400	1.0000		60,200	60,200	0
08/11/09 \$	35,953.8800	1.0000		35,954	35,954	0
08/12/09 \$	26,921.9700	1.0000		26,922	26,922	0
08/13/09 \$	16,124.4500	1.0000		16,124	16,124	0
08/14/09 \$	20,714.7600	1.0000		20,715	20,715	0
08/18/09 \$	31,911.6400	1.0000		31,912	31,912	0
08/19/09 \$	36,928.6000	1.0000		36,928	36,928	0
08/20/09 \$	31,248.7600	1.0000		31,249	31,249	0
08/21/09 \$	27,481.8800	1.0000		27,482	27,482	0
08/24/09 \$	34,851.2900	1.0000		34,851	34,851	0
08/25/09 \$	56,812.8200	1.0000		56,812	56,812	0
08/26/09 \$	37,174.1000	1.0000		37,174	37,174	0
08/27/09 \$	15,875.4200	1.0000		15,875	15,875	0
08/28/09 \$	28,237.0200	1.0000		28,237	28,237	0
08/31/09 \$	29,271.4600	1.0000		29,271	29,271	0



ACCOUNT 7036736

REPORTABLE TRANSACTIONS WORKSHEET

1/1/09 THROUGH 12/31/09

RAILROAD - MAINT MAY EXP SUPP SK

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
09/01/09 S	41,140.2900	1.0000	0	41,140	41,148	0
09/02/09 S	33,121.2200	1.0000	0	33,121	33,121	0
09/03/09 S	174,661.6700	1.0000	0	174,662	174,662	0
09/04/09 S	24,871.2500	1.0000	0	24,871	24,871	0
09/08/09 S	67,183.8700	1.0000	0	67,184	67,184	0
09/09/09 S	1,440.2400	1.0000	0	1,440	1,440	0
09/09/09 S	49,053.1300	1.0000	0	49,053	49,053	0
09/10/09 S	38,940.0000	1.0000	0	38,940	38,948	0
09/11/09 S	17,156.3700	1.0000	0	17,156	17,156	0
09/14/09 S	24,777.2900	1.0000	0	24,777	24,777	0
09/15/09 S	28,898.8400	1.0000	0	28,899	28,899	0
09/16/09 S	56,035.0000	1.0000	0	56,035	56,035	0
09/21/09 S	33,824.6300	1.0000	0	33,825	33,825	0
09/22/09 S	51,510.4400	1.0000	0	51,510	51,510	0
09/23/09 S	63,449.2000	1.0000	0	63,449	63,449	0
09/24/09 S	16,546.2700	1.0000	0	16,546	16,546	0
09/25/09 S	18,489.9800	1.0000	0	18,490	18,490	0
09/28/09 S	50,000.5000	1.0000	0	50,001	50,001	0
09/29/09 S	60,396.8100	1.0000	0	60,397	60,397	0
09/30/09 S	25,810.8900	1.0000	0	25,811	25,811	0
10/01/09 S	28,660.9600	1.0000	0	28,661	28,661	0
10/02/09 S	19,352.3200	1.0000	0	19,352	19,352	0
10/05/09 S	174,341.8700	1.0000	0	174,342	174,342	0
10/06/09 S	49,151.9800	1.0000	0	49,152	49,152	0
10/07/09 S	42,787.8500	1.0000	0	42,788	42,788	0
10/08/09 S	1,382.1300	1.0000	0	1,382	1,382	0
10/08/09 S	21,808.4300	1.0000	0	21,808	21,808	0
10/09/09 S	13,167.0300	1.0000	0	13,167	13,167	0
10/13/09 S	27,601.8000	1.0000	0	27,602	27,602	0
10/14/09 S	48,645.5000	1.0000	0	48,646	48,646	0
10/15/09 S	47,248.2300	1.0000	0	47,248	47,248	0
10/16/09 S	59,531.2300	1.0000	0	59,531	59,531	0
10/20/09 S	29,598.0100	1.0000	0	29,598	29,598	0
10/21/09 S	26,814.5500	1.0000	0	26,815	26,815	0
10/22/09 S	30,504.5300	1.0000	0	30,505	30,505	0
10/23/09 S	16,807.0500	1.0000	0	16,807	16,807	0
10/26/09 S	17,230.3000	1.0000	0	17,230	17,230	0
10/27/09 S	44,492.7500	1.0000	0	44,493	44,493	0
10/28/09 S	44,102.9600	1.0000	0	44,103	44,103	0
10/29/09 S	27,863.8200	1.0000	0	27,864	27,864	0
10/30/09 S	16,036.2500	1.0000	0	16,036	16,036	0
11/02/09 S	16,417.4200	1.0000	0	16,417	16,417	0
11/03/09 S	200,150.0500	1.0000	0	200,150	200,150	0
11/04/09 S	77,139.3700	1.0000	0	77,139	77,139	0
11/05/09 S	22,803.1100	1.0000	0	22,803	22,803	0
11/06/09 S	17,654.0100	1.0000	0	17,654	17,654	0



REPORTABLE TRANSACTIONS WORKSHEET

1/1/09 THROUGH 12/31/09

ACCOUNT 7036730

RAILROAD - MAINT MAY EMP SUPP SK

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
11/09/09 S	1,322.3600	1.0000	0	1,322	1,322	0
11/09/09 S	36,306.9100	1.0000	0	36,307	36,307	0
11/10/09 S	38,961.2000	1.0000	0	38,961	38,961	0
11/12/09 S	38,277.0100	1.0000	0	38,277	38,277	0
11/13/09 S	23,566.8700	1.0000	0	23,567	23,567	0
11/16/09 S	23,494.4200	1.0000	0	23,494	23,494	0
11/17/09 S	35,640.1700	1.0000	0	35,640	35,640	0
11/19/09 S	19,324.9300	1.0000	0	19,325	19,325	0
11/23/09 S	40,505.0700	1.0000	0	40,505	40,505	0
11/24/09 S	49,251.0700	1.0000	0	49,251	49,251	0
11/25/09 S	57,205.1900	1.0000	0	57,205	57,205	0
11/30/09 S	4,169.6300	1.0000	0	4,170	4,170	0
12/01/09 S	201,066.5000	1.0000	0	201,067	201,067	0
12/02/09 S	33,247.0200	1.0000	0	33,247	33,247	0
12/03/09 S	30,843.4500	1.0000	0	30,843	30,843	0
12/04/09 S	16,483.7600	1.0000	0	16,484	16,484	0
12/07/09 S	21,198.9600	1.0000	0	21,199	21,199	0
12/08/09 S	1,269.0100	1.0000	0	1,269	1,269	0
12/09/09 S	30,019.0400	1.0000	0	30,019	30,019	0
12/09/09 S	90,638.2300	1.0000	0	90,638	90,638	0
12/10/09 S	15,817.5700	1.0000	0	15,818	15,818	0
12/11/09 S	4,827.3700	1.0000	0	4,827	4,827	0
12/14/09 S	54,055.9900	1.0000	0	54,056	54,056	0
12/15/09 S	60,485.5100	1.0000	0	60,486	60,486	0
12/16/09 S	40,574.4500	1.0000	0	40,574	40,574	0
12/17/09 S	22,910.5800	1.0000	0	22,911	22,911	0
12/18/09 S	12,815.4500	1.0000	0	12,815	12,815	0
12/22/09 S	1,772.2300	1.0000	0	1,772	1,772	0
12/23/09 S	31,657.3700	1.0000	0	31,657	31,657	0
12/24/09 S	31,118.1200	1.0000	0	31,118	31,118	0
12/28/09 S	13,545.1900	1.0000	0	13,545	13,545	0
12/29/09 S	30,826.2800	1.0000	0	30,826	30,826	0
12/30/09 S	15,346.6700	1.0000	0	15,347	15,347	0
SUB-TOTAL OF SALES # 235				9,392,704	9,392,704	0
SUB-TOTAL				14,031,420	14,031,420	0
GRAND TOTAL				14,031,420	14,031,420	0



REPORTABLE TRANSACTIONS WORKSHEET

1/1/09 THROUGH 12/31/09

PAGE 76

ACCOUNT 7036730

RAILROADS - MOUNT MAY EMP SUPP SK

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL GAIN	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 MAINTENANCE OF WAY EMPLOYEES
SUPPLEMENTAL SICKNESS BENEFIT PLAN

FINANCIAL STATEMENTS
(Together with report of Independent Public Accountants)

December 31, 2009 and 2008

CONTENTS

	Page
INDEPENDENT AUDITOR'S REPORT ON THE FINANCIAL STATEMENTS	3
FINANCIAL STATEMENTS	
Statements of Net Assets Available for Benefits	4
Statement of Changes in Net Assets Available for Benefits	5
Statements of Plan Benefit Obligations	6
Statement of Changes in Plan Benefit Obligations	7
Notes to Financial Statements	8 – 16
SUPPLEMENTAL SCHEDULES	
Schedule of Assets Held for Investment Purposes, December 31, 2009	18
Schedule of Reportable Transactions Exceeding 5% of the Plan Assets, December 31, 2009	19 – 27

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INDEPENDENT AUDITOR'S REPORT

To the National Carriers' Conference Committee with respect to
The Maintenance of Way Employees Supplemental Sickness Benefit Plan

We were engaged to audit the accompanying statements of net assets available for benefits and of plan benefit obligations of The Maintenance of Way Employees Supplemental Sickness Benefit 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 Notes 3 and 8, which was certified by SunTrust Bank, the trustee of the Plan, except for comparing the 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 8, 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 or provided 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

THE MAINTENANCE OF WAY EMPLOYEES
SUPPLEMENTAL SICKNESS BENEFIT PLAN

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

	2009	2008
ASSETS		
Investments, at fair value	<u>\$ 4,797,289</u>	<u>\$ 9,551,274</u>
Receivables:		
Participating railroads' contributions	684,919	650,448
Accrued interest	<u>333</u>	<u>10,961</u>
	<u>685,252</u>	<u>661,409</u>
Cash	<u>144,193</u>	<u>78,328</u>
Amount due from participating railroads	<u>-</u>	<u>-</u>
Total assets	<u>5,626,734</u>	<u>10,291,011</u>
LIABILITIES		
Accounts payable and accrued expenses	<u>217,250</u>	<u>158,739</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 5,409,484</u>	<u>\$ 10,132,272</u>

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

THE MAINTENANCE OF WAY EMPLOYEES
SUPPLEMENTAL SICKNESS BENEFIT PLAN

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

ADDITIONS

Investment income:	
Interest income	\$ 26,409
Less investment expenses	(18,781)
	<u>7,628</u>
Participating railroads' contributions	<u>5,558,316</u>
Total additions	<u>5,565,944</u>

DEDUCTIONS

Benefits paid to participants	<u>8,376,193</u>
Administrative expenses	<u>1,912,539</u>
Total deductions	<u>10,288,732</u>
Net increase (decrease)	(4,722,788)
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	<u>10,132,272</u>
End of year	<u>\$ 5,409,484</u>

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

THE MAINTENANCE OF WAY EMPLOYEES
SUPPLEMENTAL SICKNESS BENEFIT PLAN

Statements of Plan Benefit Obligations
(As Determined by Aetna)
December 31, 2009 and 2008

	2009	2008
AMOUNTS CURRENTLY PAYABLE TO OR FOR PARTICIPANTS, BENEFICIARIES, AND DEPENDENTS		
Claims payable and claims incurred but not reported	<u>\$ 3,811,748</u>	<u>\$ 3,581,840</u>

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

THE MAINTENANCE OF WAY EMPLOYEES
SUPPLEMENTAL SICKNESS BENEFIT PLAN

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

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

Balance at beginning of year	\$ 3,581,840
Claims reported and approved for payment	8,606,101
Claims paid	<u>(8,376,193)</u>
Balance at end of year	<u>\$ 3,811,748</u>

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 Maintenance of Way Employees Supplemental Sickness Benefit 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 was established in 1973 pursuant to collective-bargaining to supplement the sickness benefits provided pursuant to the Railroad Unemployment Insurance Act for eligible Maintenance of Way employees of participating railroads. The Plan is administered by the 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's supplemental sickness benefits are provided on a self-insured basis. The Plan is primarily administered by a third party administrator, Aetna, 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 are entitled to receive the benefits provided by the Plan.

Funding

The participating railroads' 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 provided by the participating railroads in the amount determined after discussions with Aetna. The railroads fund the obligations of the Plan on a monthly basis as they become due and payable during the year.

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

NOTES TO FINANCIAL STATEMENTS

Note 1. Description of the Plan (continued)

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 certain reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements. Accordingly, 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 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.

NOTES TO FINANCIAL STATEMENTS

Note 2. Significant Accounting Policies (continued)

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.

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.

NOTES TO FINANCIAL STATEMENTS

Note 2. Significant Accounting Policies (continued)

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.

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 not to be significant to the financial statements.

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.

Participant refunds

Participant refunds are recognized when received.

Subsequent Events

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

Note 3. Investments

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>\$ 4,797,289</u>	<u>\$ 9,551,274</u>

NOTES TO FINANCIAL STATEMENTS

Note 4. Fair Value Measurements

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

Level 1

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

Level 2

Inputs to the valuation methodology include:

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

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

Level 3

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

NOTES TO FINANCIAL STATEMENTS

Note 4. Fair Value Measurements (continued)

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.

The method 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.

As of December 31, 2009, and 2008, all of the Plan's investment assets have been determined by the Plan Sponsor to be level 1.

Note 5. Participant Refunds

Pursuant to the Summary Plan Description, should a Plan participant directly receive one or more of the following types of subsequent payments in connection with a disability claim that has been paid by the Plan, the payment will reduce the basic benefit payable by the Plan and an overpayment will be created:

- (1) annuity payments under the Railroad Retirement Act;
- (2) benefit payments under Title II of the Federal Social Security Act;
- (3) unemployment, maternity or sickness benefits under any unemployment, maternity or sickness compensation law other than RUIA; and
- (4) any other social insurance payments under any law.

Upon receiving such a payment, the Plan participant is obligated to repay the overpayment to the Plan. The overpayment is equal to the lesser of the disability claim paid by the Plan or the total amount received by the participant.

Based on current and historical collection patterns, the Plan Sponsor has determined that any amounts not repaid by Plan participants within one year of receipt of such payments, as described in items (1) through (4) above, will be deemed uncollectible. For the year ended December 31, 2009, the Plan identified \$556,555 in retroactive payments to Plan participants and collected \$222,018 of overpayments during 2009, of which \$190,581 related to current year activity and \$31,437 related to prior year activity. The Plan Sponsor has evaluated the collectability of the outstanding receivable balances as of December 31, 2009 and 2008 and has determined the balances to be immaterial to the financial statements. Therefore, the Plan has recognized the refunds when received and netted them against benefits paid to participants. The amounts deemed to be collectible as of December 31, 2009 and 2008 are \$56,445 and \$31,437, respectively.

NOTES TO FINANCIAL STATEMENTS

Note 5. Participant Refunds (continued)

The gain contingency associated with the receipt of future awards from items (1) through (4) above by Plan participants who have received benefits from the Plan, which have not been adjusted for such awards, may result in a prospective overpayment to the participant and refund receivable to the Plan. This gain contingency has not been recognized by the Plan because the Plan Sponsor believes this amount cannot be reasonably estimated as of the financial statement date.

Note 6. Post-Retirement Benefits and Other Plan Obligations

The Plan provides no post-retirement benefits.

Plan obligations as of December 31st for claims payable and claims incurred by participants but not reported as of that date are estimated by Aetna. Such estimated amounts are reported in the accompanying statement of the plan benefit obligations at present value. Based on the current nature of the obligation, generally within nine months of the end of the Plan year, discounting the obligation was not necessary.

For measurement purposes, the Insurance Underwriters at Aetna evaluated all open, pending and closed claims relating to the Plan year and determined the run-out for these claims for at least six months subsequent to the year end. The Underwriter then compared the actual claims run-out to historical run-out patterns to develop a reserve factor, which was applied to claims related to the Plan year on an incurred basis. The resulting claims obligation was added to the claims run-out liability described above to develop the total obligation, which was recognized for financial statement reporting purposes.

Note 7. Concentration of Participating Railroads

There are approximately 38 railroads participating in the Plan, of which 4 Class I railroads comprised approximately 82% and 83% of the total Plan activity as of and for the year ended December 31, 2009 and 2008, respectively.

This activity includes, but is not limited to, participating railroad 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:

Railroad	Percentage of Total Plan Activity	
	2009	2008
A	28.0%	28.7%
B	23.6%	23.9%
C	15.8%	15.7%
D	14.3%	14.4%

NOTES TO FINANCIAL STATEMENTS

Note 8. Information Certified by the Plan's Trustee and the Plan Administrator

The following information included in the financial statements and supplemental schedules was provided and certified by the Trustee, SunTrust Bank, and the Plan Administrator as complete and accurate:

- Investments
- Accrued interest
- Investment income
- Schedule of assets held for investment purposes
- Schedule of reportable transactions

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.

Note 9. 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	\$ 5,409,484	\$ 10,132,272
Benefit obligations currently payable	<u>(3,811,748)</u>	<u>(3,581,840)</u>
Net assets available for benefits as reported within the Form 5500	<u>\$ 1,597,736</u>	<u>\$ 6,550,432</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 participants as reported within the financial statements	\$ 8,376,193	
Add: Amounts payable at end of year	3,811,748	
Less: Amounts payable at beginning of year	<u>(3,581,840)</u>	
Benefits paid to participants as reported within the Form 5500	<u>\$ 8,606,101</u>	

NOTES TO FINANCIAL STATEMENTS

Note 9. Reconciliation of Financial Statements to Form 5500 (continued)

Amounts currently payable to or for participants 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.

Note 10. Risks and Uncertainties

The Plan invests in money market funds with SunTrust. These investments are 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 for claims incurred but not reported, as calculated and reported to the Plan by Aetna as of December 31, 2009 and 2008 is based on certain assumptions pertaining to health care trends and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term could be material to the financial statements.

SUPPLEMENTAL SCHEDULES

THE MAINTENANCE OF WAY EMPLOYEES
SUPPLEMENTAL SICKNESS BENEFIT PLAN

Schedule of Assets Held for Investment Purposes
December 31, 2009

Schedule H Item 4(i) – Schedule of Assets Held for Investment Purposes
EIN: 52-1162945
Plan Number: 502

(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>	
Money Market Funds				
*	SunTrust Bank Account 70-04-102-7036738	STI Classic FDS – Instl. Cash	\$ <u>4,797,289</u>	\$ <u>4,797,289</u>

* Known party-in-interest to the Plan.

THE MAINTENANCE OF WAY EMPLOYEES
SUPPLEMENTAL SICKNESS BENEFIT 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: 52-1162945
Plan Number: 502

(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 70-04-102-7036738	(See attached schedule as prepared and reported by SunTrust Bank)				



REPORTABLE TRANSACTIONS WORKSHEET

1/1/09 THROUGH 12/31/09

ACCOUNT 7036730

PAGE 69

RAILROAD - MAINT MAY EMP SUPP SK

DATE BOUGHT/ SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
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BEGINNING MARKET VALUE				9,562,235.34		
COMPARATIVE VALUE (5X)				478,111.77		

CATEGORY 1 - SINGLE TRANSACTION EXCEEDS 5% OF VALUE

ISSUE: 76628T264 - RIDGEMORTH FD-INSTL CASH MGMT MH6594
 04/28/89 B 509,403.2400 1.0000 0 -509,403 *

GRAND TOTAL

509,403

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 MGMT MH6594

01/02/89 B	10,961.6400	1.0000		-10,961		10,961
01/28/89 B	319,732.2500	1.0000		-319,732		319,732
02/02/89 B	6,617.7000	1.0000		-6,618		6,618
02/25/89 B	413,506.3100	1.0000		-413,506		413,506
03/02/89 B	3,894.9200	1.0000		-3,895		3,895
03/18/89 B	197,925.3000	1.0000		-197,925		197,925
03/24/89 B	72,776.7200	1.0000		-72,777		72,777



ACCOUNT 7036738

REPORTABLE TRANSACTIONS WORKSHEET

1/1/09 THROUGH 12/31/09

RAILROAD - MAINT MAY EMP SUPP SK

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
04/01/09 B	3,745.7600	1.0000		-3,746	3,746	
04/08/09 B	5,543.3500	1.0000		-5,543	5,543	
04/20/09 B	509,403.2400	1.0000		-509,403 *	509,403	
05/01/09 B	3,251.6100	1.0000		-3,252	3,252	
05/18/09 B	372,310.0100	1.0000		-372,310	372,310	
05/21/09 B	29,353.0800	1.0000		-29,353	29,353	
06/01/09 B	2,878.6200	1.0000		-2,879	2,879	
06/17/09 B	371,230.3100	1.0000		-371,230	371,230	
06/22/09 B	14,460.2200	1.0000		-14,460	14,460	
07/01/09 B	1,876.2600	1.0000		-1,876	1,876	
07/16/09 B	19,946.2800	1.0000		-19,946	19,946	
07/17/09 B	354,013.0700	1.0000		-354,013	354,013	
08/05/09 B	1,196.4600	1.0000		-1,196	1,196	
08/17/09 B	376,234.2100	1.0000		-376,234	376,234	
09/01/09 B	849.2800	1.0000		-849	849	
09/17/09 B	346,760.5200	1.0000		-346,761	346,761	
09/18/09 B	11,500.4300	1.0000		-11,500	11,500	
10/01/09 B	705.7400	1.0000		-706	706	
10/19/09 B	399,269.0800	1.0000		-399,269	399,269	
11/02/09 B	607.7900	1.0000		-608	608	
11/18/09 B	79,737.9800	1.0000		-79,738	79,738	
11/20/09 B	284,432.4400	1.0000		-284,432	284,432	
12/01/09 B	450.9300	1.0000		-451	451	
12/21/09 B	420,643.2500	1.0000		-420,643	420,643	
12/31/09 B	2,904.2100	1.0000		-2,904	2,904	
SUB-TOTAL OF BUYS # 32				4,638,716	4,638,716	
01/05/09 S	161,724.5600	1.0000		161,725	161,725	0
01/06/09 S	25,951.9800	1.0000		25,952	25,952	0
01/07/09 S	25,354.8500	1.0000		25,355	25,355	0
01/08/09 S	12,043.1800	1.0000		12,043	12,043	0
01/09/09 S	1,843.7500	1.0000		1,844	1,844	0
01/09/09 S	6,770.9900	1.0000		6,771	6,771	0
01/12/09 S	21,187.4600	1.0000		21,187	21,187	0
01/13/09 S	33,848.5500	1.0000		33,849	33,849	0
01/14/09 S	17,802.6300	1.0000		17,803	17,803	0
01/15/09 S	18,721.2400	1.0000		18,721	18,721	0
01/16/09 S	19,170.3300	1.0000		19,170	19,170	0
01/21/09 S	51,458.2400	1.0000		51,458	51,458	0
01/22/09 S	29,064.8900	1.0000		29,065	29,065	0
01/23/09 S	4,396.0200	1.0000		4,396	4,396	0
01/26/09 S	21,270.9000	1.0000		21,271	21,271	0
01/27/09 S	38,722.2500	1.0000		38,722	38,722	0
01/28/09 S	39,345.2700	1.0000		39,345	39,345	0
01/29/09 S	22,337.5500	1.0000		22,338	22,338	0



REPORTABLE TRANSACTIONS WORKSHEET

1/1/09 THROUGH 12/31/09

ACCOUNT 7036758

PAGE 71

RAILROAD - MAINT MAY EMP SUPP SK

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
01/30/09 S	15,904.1600	1.0000		15,904	15,904	0
02/02/09 S	22,439.2300	1.0000		22,439	22,439	0
02/03/09 S	39,618.5400	1.0000		39,619	39,619	0
02/04/09 S	186,180.0700	1.0000		186,180	186,180	0
02/06/09 S	20,748.7200	1.0000		20,749	20,749	0
02/09/09 S	1,797.7500	1.0000		1,798	1,798	0
02/09/09 S	31,005.7000	1.0000		31,006	31,006	0
02/10/09 S	46,717.5300	1.0000		46,718	46,718	0
02/11/09 S	39,278.1500	1.0000		39,278	39,278	0
02/12/09 S	29,521.5100	1.0000		29,522	29,522	0
02/17/09 S	31,056.6000	1.0000		31,057	31,057	0
02/18/09 S	175,718.8700	1.0000		175,719	175,719	0
02/19/09 S	48,036.4000	1.0000		48,034	48,034	0
02/20/09 S	29,757.4900	1.0000		29,757	29,757	0
02/23/09 S	26,197.6600	1.0000		26,198	26,198	0
02/24/09 S	25,289.2000	1.0000		25,289	25,289	0
02/26/09 S	17,446.9400	1.0000		17,447	17,447	0
02/27/09 S	17,587.3000	1.0000		17,587	17,587	0
03/02/09 S	23,033.5400	1.0000		23,034	23,034	0
03/03/09 S	25,638.8600	1.0000		25,639	25,639	0
03/04/09 S	181,470.2200	1.0000		181,470	181,470	0
03/05/09 S	27,808.6200	1.0000		27,809	27,809	0
03/06/09 S	20,774.8100	1.0000		20,775	20,775	0
03/09/09 S	1,741.6600	1.0000		1,741	1,741	0
03/09/09 S	29,337.8500	1.0000		29,338	29,338	0
03/10/09 S	59,230.4200	1.0000		59,230	59,230	0
03/11/09 S	30,162.2000	1.0000		30,162	30,162	0
03/12/09 S	77,096.3400	1.0000		77,096	77,096	0
03/13/09 S	14,943.6600	1.0000		14,944	14,944	0
03/16/09 S	49,636.9500	1.0000		49,637	49,637	0
03/17/09 S	41,662.9200	1.0000		41,663	41,663	0
03/19/09 S	7,768.6300	1.0000		7,769	7,769	0
03/20/09 S	23,374.7100	1.0000		23,375	23,375	0
03/23/09 S	22,158.5300	1.0000		22,159	22,159	0
03/25/09 S	45,162.4700	1.0000		45,162	45,162	0
03/26/09 S	27,298.5000	1.0000		27,299	27,299	0
03/27/09 S	19,173.6600	1.0000		19,174	19,174	0
03/30/09 S	20,811.5800	1.0000		20,812	20,812	0
03/31/09 S	60,143.9000	1.0000		60,144	60,144	0
04/01/09 S	34,991.6000	1.0000		34,992	34,992	0
04/02/09 S	17,233.4700	1.0000		17,235	17,235	0
04/03/09 S	163,687.5200	1.0000		163,688	163,688	0
04/04/09 S	27,760.1800	1.0000		27,760	27,760	0
04/07/09 S	38,093.1800	1.0000		38,093	38,093	0
04/08/09 S	1,699.4100	1.0000		1,699	1,699	0
04/09/09 S	76,427.7200	1.0000		76,428	76,428	0



REPORTABLE TRANSACTIONS WORKSHEET

1/1/09 THROUGH 12/31/09

ACCOUNT 7036758

RAILROAD - MAINT MAY EMP SUPP SK

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
04/14/09 \$	31,042.1400	1.0000	0	31,042	31,042	0
04/15/09 \$	53,612.6000	1.0000	0	53,613	53,613	0
04/16/09 \$	32,142.8100	1.0000	0	32,143	32,143	0
04/17/09 \$	82,463.2000	1.0000	0	82,463	82,463	0
04/21/09 \$	36,087.7900	1.0000	0	36,088	36,088	0
04/22/09 \$	36,585.6500	1.0000	0	36,586	36,586	0
04/23/09 \$	27,787.0100	1.0000	0	27,787	27,787	0
04/24/09 \$	16,036.4500	1.0000	0	16,036	16,036	0
04/27/09 \$	35,211.6800	1.0000	0	35,212	35,212	0
04/29/09 \$	84,282.0800	1.0000	0	84,282	84,282	0
04/30/09 \$	27,839.6600	1.0000	0	27,840	27,840	0
05/01/09 \$	15,753.5200	1.0000	0	15,754	15,754	0
05/04/09 \$	171,404.8700	1.0000	0	171,405	171,405	0
05/05/09 \$	91,563.3900	1.0000	0	91,563	91,563	0
05/06/09 \$	41,127.0100	1.0000	0	41,127	41,127	0
05/07/09 \$	28,952.8400	1.0000	0	28,953	28,953	0
05/08/09 \$	1,644.7900	1.0000	0	1,645	1,645	0
05/08/09 \$	18,735.6100	1.0000	0	18,736	18,736	0
05/11/09 \$	23,766.6000	1.0000	0	23,767	23,767	0
05/12/09 \$	44,056.3000	1.0000	0	44,056	44,056	0
05/13/09 \$	39,658.2900	1.0000	0	39,658	39,658	0
05/14/09 \$	29,913.8900	1.0000	0	29,914	29,914	0
05/15/09 \$	20,154.4800	1.0000	0	20,154	20,154	0
05/19/09 \$	35,540.7500	1.0000	0	35,541	35,541	0
05/20/09 \$	31,639.3600	1.0000	0	31,639	31,639	0
05/22/09 \$	37,440.8800	1.0000	0	37,441	37,441	0
05/26/09 \$	34,377.8400	1.0000	0	34,378	34,378	0
05/27/09 \$	48,513.3200	1.0000	0	48,513	48,513	0
05/28/09 \$	40,031.6500	1.0000	0	40,032	40,032	0
05/29/09 \$	20,310.7000	1.0000	0	20,311	20,311	0
06/01/09 \$	20,191.7200	1.0000	0	20,192	20,192	0
06/02/09 \$	207,923.9200	1.0000	0	207,924	207,924	0
06/03/09 \$	56,594.2700	1.0000	0	56,594	56,594	0
06/04/09 \$	25,493.2000	1.0000	0	25,493	25,493	0
06/05/09 \$	97,852.4400	1.0000	0	97,852	97,852	0
06/08/09 \$	1,602.7900	1.0000	0	1,603	1,603	0
06/08/09 \$	16,968.4500	1.0000	0	16,968	16,968	0
06/09/09 \$	40,235.9700	1.0000	0	40,236	40,236	0
06/10/09 \$	24,946.8900	1.0000	0	24,947	24,947	0
06/11/09 \$	27,726.1200	1.0000	0	27,726	27,726	0
06/12/09 \$	11,601.5200	1.0000	0	11,602	11,602	0
06/15/09 \$	27,802.5800	1.0000	0	27,803	27,803	0
06/16/09 \$	45,633.1700	1.0000	0	45,633	45,633	0
06/18/09 \$	59,360.4400	1.0000	0	59,360	59,360	0
06/19/09 \$	14,133.3100	1.0000	0	14,134	14,134	0
06/23/09 \$	46,159.3900	1.0000	0	46,159	46,159	0



REPORTABLE TRANSACTIONS WORKSHEET

1/1/09 THROUGH 12/31/09

ACCOUNT 7856738

RAILROAD - MAINT MAY EMP SUPP SK

PAGE 75

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
06/24/09 S	39,081.7900	1.0000	0	39,082	39,082	0
06/25/09 S	19,913.5800	1.0000	0	19,914	19,914	0
06/26/09 S	112,409.1500	1.0000	0	112,409	112,409	0
06/29/09 S	20,972.9300	1.0000	0	20,973	20,973	0
06/30/09 S	3,202.1500	1.0000	0	3,202	3,202	0
07/01/09 S	40,548.6100	1.0000	0	40,549	40,549	0
07/02/09 S	207,402.7200	1.0000	0	207,403	207,403	0
07/07/09 S	63,366.0600	1.0000	0	63,364	63,364	0
07/08/09 S	1,544.4500	1.0000	0	1,544	1,544	0
07/08/09 S	18,979.0400	1.0000	0	18,979	18,979	0
07/09/09 S	13,275.6200	1.0000	0	13,276	13,276	0
07/10/09 S	12,544.4800	1.0000	0	12,544	12,544	0
07/13/09 S	25,613.8000	1.0000	0	25,614	25,614	0
07/14/09 S	45,935.4600	1.0000	0	45,935	45,935	0
07/15/09 S	33,523.8800	1.0000	0	33,524	33,524	0
07/20/09 S	72,544.2500	1.0000	0	72,544	72,544	0
07/21/09 S	26,277.0200	1.0000	0	26,277	26,277	0
07/22/09 S	37,970.2100	1.0000	0	37,970	37,970	0
07/23/09 S	25,859.0800	1.0000	0	25,859	25,859	0
07/24/09 S	19,521.3300	1.0000	0	19,521	19,521	0
07/27/09 S	24,610.7900	1.0000	0	24,611	24,611	0
07/28/09 S	43,071.0200	1.0000	0	43,071	43,071	0
07/29/09 S	37,261.0400	1.0000	0	37,261	37,261	0
07/30/09 S	32,189.0000	1.0000	0	32,189	32,189	0
07/31/09 S	15,795.3100	1.0000	0	15,795	15,795	0
08/03/09 S	21,180.5100	1.0000	0	21,181	21,181	0
08/04/09 S	53,274.3600	1.0000	0	53,274	53,274	0
08/05/09 S	184,379.1700	1.0000	0	184,379	184,379	0
08/06/09 S	24,272.1500	1.0000	0	24,272	24,272	0
08/07/09 S	23,928.8000	1.0000	0	23,929	23,929	0
08/10/09 S	1,492.6400	1.0000	0	1,493	1,493	0
08/10/09 S	60,200.4400	1.0000	0	60,200	60,200	0
08/11/09 S	35,953.8800	1.0000	0	35,954	35,954	0
08/12/09 S	26,921.9700	1.0000	0	26,922	26,922	0
08/13/09 S	16,124.6500	1.0000	0	16,124	16,124	0
08/14/09 S	20,714.7600	1.0000	0	20,715	20,715	0
08/18/09 S	31,911.6480	1.0000	0	31,912	31,912	0
08/19/09 S	36,920.4000	1.0000	0	36,920	36,920	0
08/20/09 S	31,248.7600	1.0000	0	31,249	31,249	0
08/21/09 S	27,481.8800	1.0000	0	27,482	27,482	0
08/24/09 S	34,851.2900	1.0000	0	34,851	34,851	0
08/25/09 S	56,012.0200	1.0000	0	56,012	56,012	0
08/26/09 S	37,174.1000	1.0000	0	37,174	37,174	0
08/27/09 S	15,075.4200	1.0000	0	15,075	15,075	0
08/28/09 S	20,237.0200	1.0000	0	20,237	20,237	0
08/31/09 S	29,271.4600	1.0000	0	29,271	29,271	0



ACCOUNT 7056738

REPORTABLE TRANSACTIONS WORKSHEET

1/1/09 THROUGH 12/31/09

RAILROAD - MAINT MAY EMP SUPP SK

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
09/01/09 \$	41,140.2900	1.0000	0	41,140	41,140	0
09/02/09 \$	33,121.2200	1.0000	0	33,121	33,121	0
09/03/09 \$	174,661.6700	1.0000	0	174,662	174,662	0
09/04/09 \$	24,871.2500	1.0000	0	24,871	24,871	0
09/08/09 \$	67,183.8700	1.0000	0	67,184	67,184	0
09/09/09 \$	1,440.2600	1.0000	0	1,440	1,440	0
09/09/09 \$	49,053.1300	1.0000	0	49,053	49,053	0
09/10/09 \$	38,940.0000	1.0000	0	38,940	38,940	0
09/11/09 \$	17,156.3700	1.0000	0	17,156	17,156	0
09/14/09 \$	24,777.2900	1.0000	0	24,777	24,777	0
09/15/09 \$	28,898.8400	1.0000	0	28,899	28,899	0
09/16/09 \$	56,035.0000	1.0000	0	56,035	56,035	0
09/21/09 \$	33,824.6300	1.0000	0	33,825	33,825	0
09/22/09 \$	51,510.4400	1.0000	0	51,510	51,510	0
09/23/09 \$	63,449.2000	1.0000	0	63,449	63,449	0
09/24/09 \$	16,546.2700	1.0000	0	16,546	16,546	0
09/25/09 \$	18,489.9800	1.0000	0	18,490	18,490	0
09/28/09 \$	50,000.5000	1.0000	0	50,001	50,001	0
09/29/09 \$	60,396.8100	1.0000	0	60,397	60,397	0
09/30/09 \$	25,810.8900	1.0000	0	25,811	25,811	0
10/01/09 \$	28,660.9600	1.0000	0	28,661	28,661	0
10/02/09 \$	19,352.3200	1.0000	0	19,352	19,352	0
10/05/09 \$	174,341.8700	1.0000	0	174,342	174,342	0
10/06/09 \$	49,151.9800	1.0000	0	49,152	49,152	0
10/07/09 \$	42,707.5500	1.0000	0	42,708	42,708	0
10/08/09 \$	1,382.1300	1.0000	0	1,382	1,382	0
10/08/09 \$	21,808.4500	1.0000	0	21,808	21,808	0
10/09/09 \$	13,167.0300	1.0000	0	13,167	13,167	0
10/13/09 \$	27,601.8000	1.0000	0	27,602	27,602	0
10/14/09 \$	48,645.5000	1.0000	0	48,646	48,646	0
10/15/09 \$	47,248.2300	1.0000	0	47,248	47,248	0
10/16/09 \$	59,531.2300	1.0000	0	59,531	59,531	0
10/20/09 \$	29,598.0100	1.0000	0	29,598	29,598	0
10/21/09 \$	26,814.5500	1.0000	0	26,815	26,815	0
10/22/09 \$	30,504.5300	1.0000	0	30,505	30,505	0
10/23/09 \$	16,807.0500	1.0000	0	16,807	16,807	0
10/26/09 \$	17,230.3000	1.0000	0	17,230	17,230	0
10/27/09 \$	44,492.7500	1.0000	0	44,493	44,493	0
10/28/09 \$	44,102.9600	1.0000	0	44,103	44,103	0
10/29/09 \$	27,863.8200	1.0000	0	27,864	27,864	0
10/30/09 \$	16,036.2500	1.0000	0	16,036	16,036	0
11/02/09 \$	16,417.4200	1.0000	0	16,417	16,417	0
11/03/09 \$	200,150.0500	1.0000	0	200,150	200,150	0
11/04/09 \$	77,139.3700	1.0000	0	77,139	77,139	0
11/05/09 \$	22,803.1100	1.0000	0	22,803	22,803	0
11/06/09 \$	17,654.0100	1.0000	0	17,654	17,654	0



REPORTABLE TRANSACTIONS WORKSHEET

1/1/09 THROUGH 12/31/09

ACCOUNT 7036758

RAILROAD - MAINT MAY EMP SLIPP SK

PAGE 75

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
11/09/09 S	1,322.3600	1.0000	0	1,322	1,322	0
11/09/09 S	36,306.9100	1.0000	0	36,307	36,307	0
11/10/09 S	38,961.2000	1.0000	0	38,961	38,961	0
11/12/09 S	38,277.0100	1.0000	0	38,277	38,277	0
11/13/09 S	23,566.8700	1.0000	0	23,567	23,567	0
11/16/09 S	23,494.4200	1.0000	0	23,494	23,494	0
11/17/09 S	35,640.1700	1.0000	0	35,640	35,640	0
11/19/09 S	19,324.9300	1.0000	0	19,325	19,325	0
11/23/09 S	40,505.0700	1.0000	0	40,505	40,505	0
11/24/09 S	49,251.0700	1.0000	0	49,251	49,251	0
11/25/09 S	57,205.1900	1.0000	0	57,205	57,205	0
11/30/09 S	4,169.6300	1.0000	0	4,170	4,170	0
12/01/09 S	201,066.5000	1.0000	0	201,067	201,067	0
12/02/09 S	33,247.0200	1.0000	0	33,247	33,247	0
12/03/09 S	30,843.4500	1.0000	0	30,843	30,843	0
12/04/09 S	16,483.7600	1.0000	0	16,484	16,484	0
12/07/09 S	21,198.9600	1.0000	0	21,199	21,199	0
12/08/09 S	1,269.0100	1.0000	0	1,269	1,269	0
12/08/09 S	30,019.0400	1.0000	0	30,019	30,019	0
12/09/09 S	90,638.2300	1.0000	0	90,638	90,638	0
12/10/09 S	15,817.5700	1.0000	0	15,818	15,818	0
12/11/09 S	4,827.3700	1.0000	0	4,827	4,827	0
12/14/09 S	54,055.9900	1.0000	0	54,056	54,056	0
12/15/09 S	60,485.5100	1.0000	0	60,486	60,486	0
12/16/09 S	40,576.4500	1.0000	0	40,574	40,574	0
12/17/09 S	22,910.5800	1.0000	0	22,911	22,911	0
12/18/09 S	12,815.4500	1.0000	0	12,815	12,815	0
12/22/09 S	1,772.2300	1.0000	0	1,772	1,772	0
12/23/09 S	31,657.3700	1.0000	0	31,657	31,657	0
12/24/09 S	31,110.1200	1.0000	0	31,110	31,110	0
12/28/09 S	13,545.1900	1.0000	0	13,545	13,545	0
12/29/09 S	30,826.2800	1.0000	0	30,826	30,826	0
12/30/09 S	15,346.6700	1.0000	0	15,347	15,347	0
SUB-TOTAL OF SALES # 235				9,592,704	9,592,704	0
SUB-TOTAL				14,031,420	14,031,420	0
GRAND TOTAL				14,031,420	14,031,420	0



REPORTABLE TRANSACTIONS WORKSHEET

1/2/09 THROUGH 12/31/09

PAGE 76

ACCOUNT 7036758

RAILROAD - MAINT MNY EMP SUPP SK

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

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>1a Name of plan</p> <p>THE SUPPLEMENTAL SICKNESS BENEFIT PLAN COVERING RAILROAD YARDMASTERS</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>NATIONAL CARRIERS' CONFERENCE COMMITTEE 1901 L STREET, NW, SUITE 500 WASHINGTON, DC 20036</p>	<p>1b Three-digit plan number (PN) . . . ► 507</p>
	<p>1c Effective date of plan 01/01/1979</p>
	<p>2b Employer Identification Number (EIN) 52-1036399</p>
	<p>2c Sponsor's telephone number 202-862-7200</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		A. K. GRADIA
	Signature of plan administrator	Date
SIGN HERE		
	Signature of employer/plan sponsor	Date
SIGN HERE		
	Signature of DFE	Date

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

Form **5500** (2009)
v.092307.1

<p>3a Plan administrator's name and address (If same as plan sponsor, enter 'Same')</p> <p>NATIONAL CARRIERS' CONFERENCE COMMITTEE 1901 I STREET, NW, SUITE 500 WASHINGTON, DC 20036</p>	<p>3b Administrator's EIN 52-1036399</p> <p>3c Administrator's telephone number 202-862-7200</p>
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<p>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:</p> <p>a Sponsor's name</p>	<p>b EIN</p> <hr/> <p>c PN</p>
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5 Total number of participants at the beginning of the plan year.....	5	2199
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	2199
b Retired or separated participants receiving benefits.....	6b	
c Other retired or separated participants entitled to future benefits.....	6c	
d Subtotal. Add lines 6a, 7b, and 6c	6d	2199
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	
f Total. Add lines 6d and 6e	6f	2199
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:

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

<input type="checkbox"/> 4F	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<p>9a Plan funding arrangement (check all that apply)</p> <p>(1) <input checked="" type="checkbox"/> Insurance</p> <p>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts</p> <p>(3) <input type="checkbox"/> Trust</p> <p>(4) <input type="checkbox"/> General assets of the sponsor</p>	<p>9b Plan benefit arrangement (check all that apply)</p> <p>(1) <input checked="" type="checkbox"/> Insurance</p> <p>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts</p> <p>(3) <input type="checkbox"/> Trust</p> <p>(4) <input type="checkbox"/> General assets of the sponsor</p>
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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)

<p>a Pension Schedules</p> <p>(1) <input type="checkbox"/> R (Retirement Plan Information)</p> <p>(2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) – signed by the plan actuary</p> <p>(3) <input type="checkbox"/> SB (Single-Employer Defined Benefit Plan Information) – signed by the plan actuary</p>	<p>b General Schedules</p> <p>(1) <input type="checkbox"/> H (Financial Information)</p> <p>(2) <input type="checkbox"/> I (Financial Information – Small Plan)</p> <p>(3) <input checked="" type="checkbox"/> 1 A (Insurance Information)</p> <p>(4) <input type="checkbox"/> C (Service Provider Information)</p> <p>(5) <input type="checkbox"/> D (DFE/Participating Plan Information)</p> <p>(6) <input type="checkbox"/> G (Financial Transaction Schedules)</p>
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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 THE SUPPLEMENTAL SICKNESS BENEFIT PLAN COVERING RAILROAD YARDMASTERS</p>	<p>B Three-digit plan number . . ▶</p>	<p>507</p>
<p>C Plan sponsor's name as shown on line 2a of Form 5500 NATIONAL CARRIERS' CONFERENCE COMMITTEE</p>	<p>D Employer Identification Number 52-1036399</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
TRUSTMARK 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
36-0792925	61425	BTL 9000	2199	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) ▶
- 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)	842887		
(2) Increase (decrease) in amount due but unpaid	9a(2)	-17784		
(3) Increase (decrease) in unearned premium reserve	9a(3)	-181075		
(4) Earned ((1) + (2) - (3))	9a(4)		1006178	
b Benefit charges: (1) Claims paid	9b(1)	639701		
(2) Increase (decrease) in claim reserves	9b(2)	-1170		
(3) Incurred claims (add (1) and (2))	9b(3)		638531	
(4) Claims charged	9b(4)			
c Remainder of premium: (1) Retention charges (on an accrual basis) -				
(A) Commissions	9c(1)(A)			
(B) Administrative service or other fees	9c(1)(B)			
(C) Other specific acquisition costs	9c(1)(C)			
(D) Other expenses	9c(1)(D)			
(E) Taxes	9c(1)(E)	15625		
(F) Charges for risks or other contingencies	9c(1)(F)	8251		
(G) Other retention charges	9c(1)(G)	147432		
(H) Total retention	9c(1)(H)		171308	
(2) Dividends or retroactive rate refunds . (These amounts were <input checked="" type="checkbox"/> paid in cash, or <input type="checkbox"/> credited.)	9c(2)		215965	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement	9d(1)			
(2) Claim reserves	9d(2)		195312	
(3) Other reserves	9d(3)			
e Dividends or retroactive rate refunds due . (Do not include amount entered in c(2).)	9e		-29528	

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 ▶