

Form **5500**Department of the Treasury
Internal Revenue ServiceDepartment 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**2010****This Form Is Open to Public Inspection.****Part I Annual Report Identification Information****For the calendar plan year 2010 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	1b Three-digit plan number (PN).... ► 508
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	1c Effective date of plan 07/01/1973
	2b Employer Identification Number (EIN) 52-1162946
	2c Sponsor's telephone number 202-862-7200
	2d 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	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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.Form **5500** (2010)

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	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="padding: 2px 5px;">3b Administrator's EIN</td> <td style="padding: 2px 5px;">52-1162946</td> </tr> <tr> <td style="padding: 2px 5px;">3c Administrator's telephone number</td> <td style="padding: 2px 5px;">202-862-7200</td> </tr> <tr> <td colspan="2" style="height: 40px;"></td> </tr> </table>	3b Administrator's EIN	52-1162946	3c Administrator's telephone number	202-862-7200		
3b Administrator's EIN	52-1162946						
3c Administrator's telephone number	202-862-7200						

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	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="padding: 2px 5px;">b EIN</td> <td style="height: 20px;"></td> </tr> <tr> <td style="padding: 2px 5px;">c PN</td> <td style="height: 20px;"></td> </tr> </table>	b EIN		c PN	
b EIN					
c PN					
5 Total number of participants at the beginning of the plan year	5 43119				
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 44130				
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 44130				
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e				
f Total. Add lines 6d and 6e	6f 44130				
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 46				

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

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

4F									

9a Plan funding arrangement (check all that apply)	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	(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

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

b General Schedules

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

**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

2010

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

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

For calendar plan year 2010 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

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

(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	2,553,204	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	126,617	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	17053	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	15833	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

WEAVER BROTHERS INSURANCE 52-1590169
 7315 WISCONSIN AVE
 EAST SUITE 900
 BETHESDA MD 20814

(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?
22	NONE	14829	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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
		2010
		This Form Is Open to Public Inspection.

For calendar year 2010 or fiscal plan year beginning		and ending	
A Name of plan		B Three-digit plan number. ►	508
THE SUPPLEMENTAL SICKNESS BENEFIT PLAN COVERING RAILROAD SHOP CRAFT & SIGNAL EMPLOYEES			
C Plan sponsor's name as shown on line 2a of Form 5500		D Employer Identification Number (EIN)	
NATIONAL CARRIERS' CONFERENCE COMMITTEE		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	88763	117881
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.	1b(1)	1262003	2012310
(2) Participant contributions.	1b(2)		
(3) Other. See Statement 1	1b(3)	984	1773014
c General investments:			
(1) Interest-bearing cash (include money market accounts and certificates of deposit).	1c(1)	14276713	3968316
(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)		

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	15628463	7871521
Liabilities			
g Benefit claims payable	1g	6692299	7378179
h Operating payables	1h	410325	451199
i Acquisition indebtedness	1i		
j Other liabilities See Statement 2	1j		42143
k Total liabilities (add all amounts in lines 1g through 1j)	1k	7102624	7871521
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	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)	14628815	
(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)		14628815
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	8247	
(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)		8247
(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	14637062

Expenses**e** Benefit payment and payments to provide benefits:

(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	20432039	
(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)		20432039
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)	161825	
(2) Contract administrator fees	2i(2)	2553204	
(3) Investment advisory and management fees	2i(3)	15833	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		2730862
j Total expenses. Add all expense amounts in column (b) and enter total	2j		23162901

Net Income and Reconciliation

k Net income (loss) (subtract line 2j from line 2d)	2k		-8525839
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:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer 'Yes' for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)			
4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if 'Yes' is checked)			
4b		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if 'Yes' is checked)			
4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if 'Yes' is checked on line 4d)			
4d		X	
e Was this plan covered by a fidelity bond?	X		1000000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?			
4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?			
4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?			
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if 'Yes' is checked, and see instructions for format requirements). See Statement 3	X		
4i			
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). See Statement 4	X		
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3)			
4m			
n If 4m was answered 'Yes', check the 'Yes' box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3			
4n			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? 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)

2010

Federal Statements
National Carriers' Conference
Committee

Page 1
52-1162946
Plan No. 508

Client 18-130-1

10/14/11

02:16PM

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.....	\$ 984.	\$ 586.
DUE FROM PARTICIPATING RR'S.....	0.	1,772,428.
Total	<u>\$ 984.</u>	<u>\$ 1,773,014.</u>

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

The Supplemental Sickness Benefit Plan Covering 52-1162946 508

	<u>Beginning</u>	<u>Ending</u>
DUE TO MOW SSB PLAN.....	\$ 0.	\$ 42,143.
Total	<u>\$ 0.</u>	<u>\$ 42,143.</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>Identification</u>	<u>Description</u>	<u>Cost</u>	<u>Current</u>
<u>Interest</u>				<u>Amount</u>
	SEE ATTACHMENT			

**Application for Extension of Time
To File Certain Employee Plan Returns**

OMB No. 1545-0212

► **For Privacy Act and Paperwork Reduction Act Notice, see instructions.****File With IRS Only****Part I Identification**

A Name of filer, plan administrator, or plan sponsor (see instructions) NATIONAL CARRIERS' CONFERENCE Number, street, and room or suite number (If a P.O. box, see instructions) 1901 L STREET, NW, SUITE 500 City or town, state, and ZIP code WASHINGTON, DC 20036-3514	B Filer's Identifying Number (see instructions). <input checked="checked" type="checkbox"/> Employer identification number (EIN). ► 52-1162946 <input type="checkbox"/> Social security number (SSN) ►
--	--

C Plan name	Plan number	Plan year ending		
		MM	DD	YYYY
1 THE SUPPLEMENTAL SICKNESS BENEFIT PLAN COVERING	508	12	31	10
2				
3				

Part II Extension of Time to File Form 5500 Series, and/or Form 8955-SSA

- 1 I request an extension of time until 10/15/2011 to file Form 5500 series (see instructions).
Note. A signature IS NOT required if you are requesting an extension to file Form 5500 series.

- 2 I request an extension of time until _____ to file Form 8955-SSA(see instructions).
Note. A signature IS NOT required if you are requesting an extension to file Form 8955-SSA.

The application **is automatically approved** to the date shown on line 1 and/or line 2 (above) if: **(a)** the Form 5558 is filed on or before the normal due date of Form 5500 series, and/or Form 8955-SSA for which this extension is requested, and **(b)** the date on line 1 and/or line 2 (above) is no more than the 15th day of the third month after the normal due date.

You must attach a copy of this Form 5558 to each Form 5500 and 5500-EZ filed after the due date for the plans listed in C above.

Note: A signature is not required if you are requesting an extension to file Form 5500 or Form 5500-EZ.

Part III Extension of Time to File Form 5330 (see instructions)

- 2 I request an extension of time until _____ to file Form 5330.
 You may be approved for up to a six (6) month extension to file Form 5330, after the normal due date of Form 5330.

a Enter the Code section(s) imposing the tax.	►	a		
b Enter the payment amount attached	►	b		
c For excise taxes under section 4980 or 4980F of the Code, enter the reversion/amentment date.	►	c		

- 3 **State in detail why you need the extension**

Under penalties of perjury, I declare that to the best of my knowledge and belief, the statements made on this form are true, correct, and complete, and that I am authorized to prepare this application.

Signature ►

Date ►

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

Schedule of Assets Held for Investment Purposes
December 31, 2010

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>	Current <u>Value</u>
	Money Market Funds			
*	SunTrust Bank Account 70-04-102-7036739	Money Market Fund Federated Money Mkt Obligs Tr Prime Obligs Instl FFS #10	<u>\$ 3,968,316</u>	<u>\$ 3,968,316</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, 2010

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

1/1/10 THROUGH 12/31/10

ACCOUNT 7036739

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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
BEGINNING MARKET VALUE						
				14,277,697.11		
COMPARATIVE VALUE (5%)				713,884.86		

CATEGORY 1 - SINGLE TRANSACTION EXCEEDS 5% OF VALUE						
09/20/10 B	ISSUE: 609010DF7 - FEDERATED MKT PRIME OBLIG-I #10 FFS	6,372,873.7200	1.0000	-6,372,874 *	6,372,874	
09/20/10 B	ISSUE: 609010DF7 - FEDERATED MKT PRIME OBLIG-I #10 FFS	913,036.9400	1.0000	-913,037 *	913,037	
10/18/10 B	ISSUE: 609010DF7 - FEDERATED MKT PRIME OBLIG-I #10 FFS	954,682.3500	1.0000	-954,682 *	954,682	
11/24/10 B	ISSUE: 609010DF7 - FEDERATED MKT PRIME OBLIG-I #10 FFS	985,811.0600	1.0000	-985,811 *	985,811	
12/21/10 B	ISSUE: 609010DF7 - FEDERATED MKT PRIME OBLIG-I #10 FFS	866,490.1300	1.0000	-866,490 *	866,490	
02/19/10 B	ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MH#594	743,894.9500	1.0000	-743,895 *	743,895	
03/17/10 B	ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MH#594	796,046.8300	1.0000	-796,047 *	796,047	
04/21/10 B	ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MH#594	791,727.2100	1.0000	-791,727 *	791,727	
05/17/10 B	ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MH#594	768,474.2500	1.0000	-768,474 *	768,474	
08/18/10 B	ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MH#594	804,200.2600	1.0000	-804,200 *	804,200	
09/20/10 S	ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MH#594	6,372,873.7200	1.0000	6,372,874 *	6,372,874	0

GRAND TOTAL				20,370,111	20,370,111	0

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



REPORTABLE TRANSACTIONS WORKSHEET

1/1/10 THROUGH 12/31/10

ACCOUNT 7036739

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

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

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

ISSUE: 609010DF7 - FEDERATED MNKT PRIME OBLIG-I #10 FFS

09/20/10 B	6,372,873.7200	1.0000	0	-6,372,874 *	6,372,874	0
09/20/10 B	913,036.9400	1.0000	0	-913,037 *	913,037	0
10/01/10 B	711.6900	1.0000	0	-712	712	0
10/18/10 B	954,682.3500	1.0000	0	-954,682 *	954,682	0
11/01/10 B	1,015.9800	1.0000	0	-1,016	1,016	0
11/24/10 B	985,811.0600	1.0000	0	-985,811 *	985,811	0
12/01/10 B	757.2100	1.0000	0	-757	757	0
12/21/10 B	866,490.1300	1.0000	0	-866,490 *	866,490	0
SUB-TOTAL OF BUYS # 8				10,095,379	10,095,379	0

09/21/10 S	110,246.1700	1.0000	0	110,246	110,246	0
09/22/10 S	35,890.5500	1.0000	0	35,891	35,891	0
09/23/10 S	93,206.2300	1.0000	0	93,206	93,206	0
09/24/10 S	69,213.5200	1.0000	0	69,214	69,214	0
09/27/10 S	77,922.1000	1.0000	0	77,922	77,922	0
09/28/10 S	96,124.6300	1.0000	0	96,125	96,125	0
09/30/10 S	91,968.5300	1.0000	0	91,969	91,969	0
10/01/10 S	67,976.3500	1.0000	0	67,976	67,976	0
10/04/10 S	267,298.7400	1.0000	0	267,299	267,299	0
10/05/10 S	197,819.8200	1.0000	0	197,820	197,820	0
10/06/10 S	29,804.7500	1.0000	0	29,805	29,805	0
10/07/10 S	81,245.5500	1.0000	0	81,246	81,246	0
10/08/10 S	921.6400	1.0000	0	922	922	0
10/08/10 S	131,155.3000	1.0000	0	131,155	131,155	0
10/12/10 S	52,842.0100	1.0000	0	52,842	52,842	0
10/13/10 S	73,184.6100	1.0000	0	73,185	73,185	0
10/14/10 S	64,559.3800	1.0000	0	64,559	64,559	0
10/15/10 S	73,752.4800	1.0000	0	73,752	73,752	0
10/19/10 S	88,712.5800	1.0000	0	88,713	88,713	0
10/20/10 S	50,827.5500	1.0000	0	50,828	50,828	0
10/21/10 S	71,437.6800	1.0000	0	71,438	71,438	0



REPORTABLE TRANSACTIONS WORKSHEET

1/1/10 THROUGH 12/31/10

ACCOUNT 7036739

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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
10/22/10 S	81,308.2600	1.0000	0	81,308	81,308	0
10/25/10 S	292,153.6800	1.0000	0	292,154	292,154	0
10/26/10 S	122,885.6200	1.0000	0	122,886	122,886	0
10/27/10 S	48,681.1800	1.0000	0	48,681	48,681	0
10/28/10 S	70,703.3300	1.0000	0	70,703	70,703	0
10/29/10 S	73,591.9400	1.0000	0	73,592	73,592	0
11/01/10 S	68,299.4600	1.0000	0	68,299	68,299	0
11/02/10 S	309,523.6800	1.0000	0	309,524	309,524	0
11/03/10 S	34,022.8700	1.0000	0	34,023	34,023	0
11/04/10 S	90,164.8400	1.0000	0	90,165	90,165	0
11/05/10 S	50,793.2400	1.0000	0	50,793	50,793	0
11/08/10 S	827.1700	1.0000	0	827	827	0
11/08/10 S	86,395.3700	1.0000	0	86,395	86,395	0
11/09/10 S	72,908.4700	1.0000	0	72,908	72,908	0
11/10/10 S	104,027.0200	1.0000	0	104,027	104,027	0
11/12/10 S	104,246.3500	1.0000	0	104,246	104,246	0
11/15/10 S	39,932.7100	1.0000	0	39,933	39,933	0
11/16/10 S	91,693.5900	1.0000	0	91,694	91,694	0
11/17/10 S	21,353.7700	1.0000	0	21,354	21,354	0
11/18/10 S	34,182.0000	1.0000	0	34,182	34,182	0
11/19/10 S	131,697.3000	1.0000	0	131,697	131,697	0
11/22/10 S	78,800.5800	1.0000	0	78,801	78,801	0
11/23/10 S	163,843.0800	1.0000	0	163,843	163,843	0
11/24/10 S	61,851.8300	1.0000	0	61,852	61,852	0
11/29/10 S	79,513.9600	1.0000	0	79,514	79,514	0
12/01/10 S	55,757.0900	1.0000	0	55,757	55,757	0
12/02/10 S	223,802.7800	1.0000	0	223,803	223,803	0
12/03/10 S	518,385.1800	1.0000	0	518,385	518,385	0
12/06/10 S	119,697.8200	1.0000	0	119,698	119,698	0
12/07/10 S	106,313.5400	1.0000	0	106,314	106,314	0
12/08/10 S	685.7100	1.0000	0	686	686	0
12/08/10 S	40,284.6000	1.0000	0	40,285	40,285	0
12/09/10 S	76,447.7500	1.0000	0	76,448	76,448	0
12/10/10 S	88,861.7000	1.0000	0	88,862	88,862	0
12/13/10 S	65,889.3900	1.0000	0	65,889	65,889	0
12/14/10 S	95,981.5900	1.0000	0	95,982	95,982	0
12/15/10 S	33,873.2200	1.0000	0	33,873	33,873	0
12/16/10 S	109,546.6400	1.0000	0	109,547	109,547	0
12/17/10 S	5,798.7700	1.0000	0	5,799	5,799	0
12/20/10 S	76,997.0300	1.0000	0	76,997	76,997	0
12/22/10 S	47,678.0900	1.0000	0	47,678	47,678	0
12/23/10 S	80,280.3800	1.0000	0	80,280	80,280	0
12/27/10 S	57,667.4800	1.0000	0	57,667	57,667	0
12/28/10 S	17,079.1200	1.0000	0	17,079	17,079	0
12/29/10 S	15,401.1800	1.0000	0	15,401	15,401	0



REPORTABLE TRANSACTIONS WORKSHEET

1/1/10 THROUGH 12/31/10

ACCOUNT 7036739

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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
12/30/10 S	129,712.3100	1.0000		129,712	129,712	0
SUB-TOTAL OF SALES # 68				6,127,066	6,127,066	0
SUB-TOTAL				16,222,445	16,222,445	0
ISSUE: 76628T264 - RIDGENORTH FD-INSTL CASH MGMT MM#594						
01/04/10 B	984.1600	1.0000		-984	984	
01/19/10 B	663,272.0700	1.0000		-663,272	663,272	
01/22/10 B	142,228.2100	1.0000		-142,228	142,228	
02/01/10 B	786.8200	1.0000		-787	787	
02/17/10 B	53,165.0900	1.0000		-53,165	53,165	
02/19/10 B	743,894.9500	1.0000		-743,895 *	743,895	
03/01/10 B	506.2400	1.0000		-506	506	
03/17/10 B	796,046.8300	1.0000		-796,047 *	796,047	
03/18/10 B	30,852.6300	1.0000		-30,853	30,853	
04/01/10 B	549.4200	1.0000		-549	549	
04/15/10 B	20,142.0800	1.0000		-20,142	20,142	
04/21/10 B	791,727.2100	1.0000		-791,727 *	791,727	
05/03/10 B	592.8400	1.0000		-593	593	
05/17/10 B	768,474.2500	1.0000		-768,474 *	768,474	
05/18/10 B	151,622.8000	1.0000		-151,623	151,623	
06/01/10 B	661.5400	1.0000		-662	662	
06/16/10 B	292,355.8300	1.0000		-292,356	292,356	
06/17/10 B	470,739.2800	1.0000		-470,739	470,739	
06/18/10 B	61,786.1400	1.0000		-61,786	61,786	
07/01/10 B	676.6800	1.0000		-677	677	
07/16/10 B	219,609.4800	1.0000		-219,609	219,609	
07/20/10 B	431,493.9200	1.0000		-431,494	431,494	
07/21/10 B	78,548.6400	1.0000		-78,549	78,549	
08/02/10 B	698.7100	1.0000		-699	699	
08/18/10 B	804,200.2600	1.0000		-804,200 *	804,200	
08/19/10 B	50,059.6100	1.0000		-50,060	50,060	
09/01/10 B	666.9400	1.0000		-667	667	
SUB-TOTAL OF BUYS # 27				6,576,343	6,576,343	
01/04/10 S	162,080.0600	1.0000		162,080	162,080	0
01/05/10 S	78,400.4700	1.0000		78,400	78,400	0
01/06/10 S	287,147.3600	1.0000		287,147	287,147	0
01/07/10 S	48,216.9400	1.0000		48,217	48,217	0
01/08/10 S	32,657.1900	1.0000		32,657	32,657	0
01/11/10 S	1,816.5500	1.0000		1,817	1,817	0
01/11/10 S	70,943.7800	1.0000		70,944	70,944	0



REPORTABLE TRANSACTIONS WORKSHEET

1/1/10 THROUGH 12/31/10

ACCOUNT 7036739

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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
01/12/10 S	99,259.7100	1.0000	0	99,260	99,260	0
01/13/10 S	88,430.3500	1.0000	0	88,430	88,430	0
01/14/10 S	20,344.9700	1.0000	0	20,345	20,345	0
01/15/10 S	57,184.7200	1.0000	0	57,185	57,185	0
01/20/10 S	82,191.1700	1.0000	0	82,191	82,191	0
01/21/10 S	97,106.8700	1.0000	0	97,107	97,107	0
01/25/10 S	59,270.9700	1.0000	0	59,271	59,271	0
01/26/10 S	67,953.0600	1.0000	0	67,953	67,953	0
01/27/10 S	56,573.8500	1.0000	0	56,574	56,574	0
01/28/10 S	20,076.8700	1.0000	0	20,077	20,077	0
01/29/10 S	40,150.9500	1.0000	0	40,151	40,151	0
02/01/10 S	144,364.2700	1.0000	0	144,364	144,364	0
02/02/10 S	75,241.2400	1.0000	0	75,241	75,241	0
02/03/10 S	49,693.3300	1.0000	0	49,693	49,693	0
02/04/10 S	50,554.6900	1.0000	0	50,555	50,555	0
02/05/10 S	48,137.8300	1.0000	0	48,138	48,138	0
02/08/10 S	1,784.6300	1.0000	0	1,785	1,785	0
02/08/10 S	66,224.4100	1.0000	0	66,224	66,224	0
02/09/10 S	71,999.2100	1.0000	0	71,999	71,999	0
02/10/10 S	266,263.0500	1.0000	0	266,263	266,263	0
02/11/10 S	50,402.6800	1.0000	0	50,403	50,403	0
02/12/10 S	55,054.7300	1.0000	0	55,055	55,055	0
02/16/10 S	76,628.1200	1.0000	0	76,628	76,628	0
02/18/10 S	100,820.8000	1.0000	0	100,821	100,821	0
02/22/10 S	44,819.2800	1.0000	0	44,819	44,819	0
02/23/10 S	89,119.4200	1.0000	0	89,119	89,119	0
02/24/10 S	44,563.6800	1.0000	0	44,564	44,564	0
02/25/10 S	68,521.3200	1.0000	0	68,521	68,521	0
02/26/10 S	50,961.7100	1.0000	0	50,962	50,962	0
03/01/10 S	233,481.9400	1.0000	0	233,482	233,482	0
03/02/10 S	191,110.5900	1.0000	0	191,111	191,111	0
03/03/10 S	72,336.3200	1.0000	0	72,336	72,336	0
03/04/10 S	96,176.1900	1.0000	0	96,176	96,176	0
03/05/10 S	48,595.1400	1.0000	0	48,595	48,595	0
03/08/10 S	1,711.4300	1.0000	0	1,711	1,711	0
03/08/10 S	60,271.8800	1.0000	0	60,272	60,272	0
03/09/10 S	101,546.5200	1.0000	0	101,547	101,547	0
03/10/10 S	67,705.4000	1.0000	0	67,705	67,705	0
03/11/10 S	59,656.4300	1.0000	0	59,656	59,656	0
03/12/10 S	64,489.0600	1.0000	0	64,489	64,489	0
03/15/10 S	68,355.4000	1.0000	0	68,355	68,355	0
03/16/10 S	91,479.0900	1.0000	0	91,479	91,479	0
03/19/10 S	52,650.0800	1.0000	0	52,650	52,650	0
03/22/10 S	60,776.8300	1.0000	0	60,777	60,777	0
03/23/10 S	72,153.0000	1.0000	0	72,153	72,153	0
03/24/10 S	46,223.0700	1.0000	0	46,223	46,223	0



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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
03/25/10 S	42,078.7600	1.0000	0	42,079	42,079	0
03/26/10 S	56,816.2600	1.0000	0	56,816	56,816	0
03/29/10 S	71,301.3500	1.0000	0	71,301	71,301	0
03/30/10 S	91,360.3300	1.0000	0	91,360	91,360	0
03/31/10 S	62,353.4300	1.0000	0	62,353	62,353	0
04/01/10 S	126,785.7400	1.0000	0	126,786	126,786	0
04/05/10 S	307,026.4300	1.0000	0	307,026	307,026	0
04/06/10 S	91,048.0400	1.0000	0	91,048	91,048	0
04/07/10 S	25,122.3100	1.0000	0	25,122	25,122	0
04/08/10 S	1,627.1300	1.0000	0	1,627	1,627	0
04/08/10 S	61,380.3600	1.0000	0	61,380	61,380	0
04/09/10 S	40,828.2400	1.0000	0	40,828	40,828	0
04/12/10 S	169,410.9100	1.0000	0	169,411	169,411	0
04/13/10 S	104,798.1000	1.0000	0	104,798	104,798	0
04/14/10 S	45,527.1600	1.0000	0	45,527	45,527	0
04/16/10 S	64,978.6700	1.0000	0	64,979	64,979	0
04/19/10 S	68,865.3200	1.0000	0	68,865	68,865	0
04/20/10 S	259,308.7800	1.0000	0	259,309	259,309	0
04/22/10 S	78,825.2300	1.0000	0	78,825	78,825	0
04/23/10 S	48,578.7500	1.0000	0	48,579	48,579	0
04/26/10 S	63,903.6700	1.0000	0	63,904	63,904	0
04/27/10 S	107,276.9100	1.0000	0	107,277	107,277	0
04/28/10 S	42,053.1700	1.0000	0	42,053	42,053	0
04/29/10 S	90,730.7900	1.0000	0	90,731	90,731	0
04/30/10 S	66,372.9500	1.0000	0	66,373	66,373	0
05/03/10 S	279,400.2700	1.0000	0	279,400	279,400	0
05/04/10 S	110,606.7700	1.0000	0	110,607	110,607	0
05/05/10 S	185,709.9300	1.0000	0	185,710	185,710	0
05/06/10 S	56,028.4800	1.0000	0	56,028	56,028	0
05/07/10 S	53,688.0300	1.0000	0	53,688	53,688	0
05/10/10 S	1,510.6200	1.0000	0	1,511	1,511	0
05/10/10 S	65,625.5700	1.0000	0	65,626	65,626	0
05/11/10 S	57,670.0800	1.0000	0	57,670	57,670	0
05/12/10 S	59,679.1600	1.0000	0	59,679	59,679	0
05/13/10 S	59,303.2700	1.0000	0	59,303	59,303	0
05/14/10 S	46,627.0000	1.0000	0	46,627	46,627	0
05/19/10 S	192,122.3800	1.0000	0	192,122	192,122	0
05/20/10 S	17,537.0800	1.0000	0	17,537	17,537	0
05/21/10 S	51,481.9100	1.0000	0	51,482	51,482	0
05/24/10 S	58,562.3400	1.0000	0	58,562	58,562	0
05/25/10 S	89,004.9800	1.0000	0	89,005	89,005	0
05/26/10 S	44,485.9100	1.0000	0	44,486	44,486	0
05/27/10 S	80,212.4300	1.0000	0	80,212	80,212	0
05/28/10 S	92,837.5200	1.0000	0	92,838	92,838	0
06/01/10 S	99,119.3700	1.0000	0	99,119	99,119	0
06/02/10 S	276,251.9000	1.0000	0	276,252	276,252	0



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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
06/03/10 S	30,150.5300	1.0000	0	30,151	30,151	0
06/04/10 S	76,388.4900	1.0000	0	76,388	76,388	0
06/07/10 S	236,267.2100	1.0000	0	236,267	236,267	0
06/08/10 S	1,400.1700	1.0000	0	1,400	1,400	0
06/08/10 S	87,668.7300	1.0000	0	87,669	87,669	0
06/09/10 S	49,695.9200	1.0000	0	49,696	49,696	0
06/10/10 S	54,337.9000	1.0000	0	54,338	54,338	0
06/11/10 S	73,000.1700	1.0000	0	73,000	73,000	0
06/14/10 S	55,798.7300	1.0000	0	55,799	55,799	0
06/15/10 S	101,673.9400	1.0000	0	101,674	101,674	0
06/21/10 S	66,720.8600	1.0000	0	66,721	66,721	0
06/22/10 S	109,596.8400	1.0000	0	109,597	109,597	0
06/23/10 S	63,007.5300	1.0000	0	63,008	63,008	0
06/24/10 S	81,406.9100	1.0000	0	81,407	81,407	0
06/25/10 S	52,837.9900	1.0000	0	52,838	52,838	0
06/28/10 S	67,224.2000	1.0000	0	67,224	67,224	0
06/29/10 S	127,420.1600	1.0000	0	127,420	127,420	0
06/30/10 S	53,549.1400	1.0000	0	53,549	53,549	0
07/01/10 S	138,873.3900	1.0000	0	138,873	138,873	0
07/02/10 S	52,027.2800	1.0000	0	52,027	52,027	0
07/06/10 S	99,487.1400	1.0000	0	99,487	99,487	0
07/07/10 S	73,073.2800	1.0000	0	73,073	73,073	0
07/08/10 S	302,844.7400	1.0000	0	302,845	302,845	0
07/09/10 S	1,301.2700	1.0000	0	1,301	1,301	0
07/09/10 S	74,055.8600	1.0000	0	74,056	74,056	0
07/12/10 S	79,183.2500	1.0000	0	79,183	79,183	0
07/13/10 S	53,117.7200	1.0000	0	53,118	53,118	0
07/14/10 S	72,334.2000	1.0000	0	72,334	72,334	0
07/15/10 S	17,979.5700	1.0000	0	17,980	17,980	0
07/19/10 S	45,658.4900	1.0000	0	45,658	45,658	0
07/22/10 S	92,728.6900	1.0000	0	92,729	92,729	0
07/23/10 S	66,465.0600	1.0000	0	66,465	66,465	0
07/26/10 S	48,354.2700	1.0000	0	48,354	48,354	0
07/27/10 S	480,059.8900	1.0000	0	480,060	480,060	0
07/28/10 S	23,405.4300	1.0000	0	23,405	23,405	0
07/29/10 S	107,089.9000	1.0000	0	107,090	107,090	0
07/30/10 S	44,479.7700	1.0000	0	44,480	44,480	0
08/02/10 S	38,056.9800	1.0000	0	38,057	38,057	0
08/03/10 S	305,780.1600	1.0000	0	305,780	305,780	0
08/04/10 S	61,651.8300	1.0000	0	61,652	61,652	0
08/05/10 S	74,441.4600	1.0000	0	74,441	74,441	0
08/06/10 S	60,376.9700	1.0000	0	60,377	60,377	0
08/09/10 S	1,189.0500	1.0000	0	1,189	1,189	0
08/09/10 S	62,568.0800	1.0000	0	62,568	62,568	0
08/10/10 S	105,230.2700	1.0000	0	105,230	105,230	0
08/11/10 S	59,366.1000	1.0000	0	59,366	59,366	0



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DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
08/12/10 S	75,399.9100	1.0000	0	75,400	75,400	0
08/13/10 S	25,524.4900	1.0000	0	25,524	25,524	0
08/16/10 S	61,579.7800	1.0000	0	61,580	61,580	0
08/17/10 S	88,909.1800	1.0000	0	88,909	88,909	0
08/20/10 S	49,748.1800	1.0000	0	49,748	49,748	0
08/23/10 S	71,095.8300	1.0000	0	71,096	71,096	0
08/24/10 S	91,386.6600	1.0000	0	91,387	91,387	0
08/25/10 S	30,172.7400	1.0000	0	30,173	30,173	0
08/27/10 S	168,378.6900	1.0000	0	168,379	168,379	0
08/30/10 S	61,782.6500	1.0000	0	61,783	61,783	0
08/31/10 S	103,227.6900	1.0000	0	103,228	103,228	0
09/01/10 S	50,293.8700	1.0000	0	50,294	50,294	0
09/02/10 S	307,965.5000	1.0000	0	307,966	307,966	0
09/03/10 S	395,121.3600	1.0000	0	395,121	395,121	0
09/07/10 S	116,312.6100	1.0000	0	116,313	116,313	0
09/08/10 S	51,837.3900	1.0000	0	51,837	51,837	0
09/09/10 S	1,057.7400	1.0000	0	1,058	1,058	0
09/09/10 S	32,186.3600	1.0000	0	32,184	32,184	0
09/10/10 S	87,596.7400	1.0000	0	87,597	87,597	0
09/13/10 S	52,072.3500	1.0000	0	52,072	52,072	0
09/14/10 S	88,615.1900	1.0000	0	88,615	88,615	0
09/15/10 S	39,901.6500	1.0000	0	39,902	39,902	0
09/16/10 S	61,975.3600	1.0000	0	61,975	61,975	0
09/17/10 S	59,214.0400	1.0000	0	59,214	59,214	0
09/20/10 S	6,372,873.7200	1.0000	0	6,372,874 *	6,372,874	0
SUB-TOTAL OF SALES # 170					20,853,051	0
SUB-TOTAL					27,429,394	0
GRAND TOTAL					43,651,839	0

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

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



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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
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FOOTNOTES

* = SINGLE TRANSACTION IS 5% 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, 2010 and 2009

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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, 2010 and 2009, 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, 2010, and the supplemental schedules of assets held for investment purposes as of December 31, 2010, and of reportable transactions exceeding 5% of the Plan assets for the year ended December 31, 2010. 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, 2010, and as of December 31, 2009.

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 supplemental 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.



Baltimore, Maryland
October 10, 2011

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

Statements of Net Assets Available for Benefits
December 31, 2010 and 2009

	2010	2009
ASSETS		
Investments, at fair value	<u>\$ 3,968,316</u>	<u>\$ 14,276,713</u>
Receivables:		
Participating railroads' contributions	2,012,310	1,262,003
Accrued interest	<u>586</u>	<u>984</u>
	<u>2,012,896</u>	<u>1,262,987</u>
Cash	<u>117,881</u>	<u>88,763</u>
Amounts due from participating railroads	<u>1,772,428</u>	<u>-</u>
Total assets	<u>7,871,521</u>	<u>15,628,463</u>
LIABILITIES		
Accounts payable and accrued expenses	<u>451,199</u>	<u>410,325</u>
Due to Maintenance of Way Employees Supplemental Sickness Benefit Plan	<u>42,143</u>	<u>-</u>
Total liabilities	<u>493,342</u>	<u>410,325</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 7,378,179</u>	<u>\$ 15,218,138</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, 2010

ADDITIONS

Investment income:	
Interest income	\$ 8,247
Less investment expenses	(15,833)
	(7,586)
Participating railroads' contributions	14,628,815
Total additions	14,621,229

DEDUCTIONS

Benefits paid to participants	19,746,159
Administrative expenses	2,715,029
Total deductions	22,461,188
Net increase (decrease)	(7,839,959)

NET ASSETS AVAILABLE FOR BENEFITS

Beginning of year	15,218,138
End of year	\$ 7,378,179

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, 2010 and 2009

	2010	2009
AMOUNTS CURRENTLY PAYABLE TO OR FOR PARTICIPANTS, BENEFICIARIES, AND DEPENDENTS		
Claims payable and claims incurred but not reported	<u>\$ 7,378,179</u>	<u>\$ 6,692,299</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, 2010

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

Balance at beginning of year	\$ 6,692,299
Claims reported and approved for payment	20,432,039
Claims paid	<u>(19,746,159)</u>
Balance at end of year	<u>\$ 7,378,179</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 Sponsor believes that the Plan, as amended, continues to qualify and to operate as designed.

Representatives of the Plan Sponsor considered the Plan's tax positions relative to FASB ASC 740, Income Taxes (which includes FASB Interpretation No. 48 (FIN 48) – Accounting for Uncertainty in Income Taxes) and believes that the Plan has maintained its tax exempt status and had taken no uncertain tax positions. Therefore, no provision or liability for income taxes has been included in the financial statements. The Plan is subject to routine examination by taxing jurisdictions; however, there are currently no examinations for any tax periods in progress. Based on the three year statute of limitations that restricts the tax filing from examination by the IRS and other taxing jurisdictions for income tax purposes, the Plan Sponsor believes it is no longer subject to examinations by these jurisdictions for this purpose for years prior to 2007.

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.

NOTES TO FINANCIAL STATEMENTS

Note 2. Significant Accounting Policies (continued)

New accounting pronouncements

In January 2010, the FASB issued Accounting Standards Update (ASU) No. 2010-06, *Fair Value Measurements and Disclosures (Topic 820) – Improving Disclosures About Fair Value Measurements*, 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 adoption of this pronouncement did not have a material impact on the Plan's 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 4 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.

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.

NOTES TO FINANCIAL STATEMENTS

Note 2. Significant Accounting Policies (continued)

Amounts due from participating railroads

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

Participant refunds

Participant refunds are recognized when received.

Subsequent events

The Plan has evaluated subsequent events through October 10, 2011 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, 2010 and 2009. Investments that represent 5% or more of the Plan's net assets are separately identified.

	2010	2009
Investments at estimated fair value:		
Money market fund*	<u>\$ 3,968,316</u>	<u>\$ 14,276,713</u>

*Investments held as of December 31, 2009 were in SunTrust STI Classic Fund. Investments held as of December 31, 2010 were in Federated Money Mkt Obligs Tr Prime Obligs Instl FFS #10.

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).

NOTES TO FINANCIAL STATEMENTS

Note 4. Fair Value Measurements (continued)

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, 2010 and 2009.

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.

NOTES TO FINANCIAL STATEMENTS

Note 4. Fair Value Measurements (continued)

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, 2010 and 2009 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, 2010, the Plan identified \$940,525 in retroactive payments to Plan participants and collected \$358,946 of overpayments during 2010, of which \$318,961 related to current year activity and \$39,985 related to prior year activity. The Plan Sponsor has evaluated the collectability of the outstanding receivable balances as of December 31, 2010 and 2009 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, 2010 and 2009 are \$58,608 and \$77,298, 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 70% and 72% of the total Plan activity as of and for the years ended December 31, 2010 and 2009, respectively.

This activity includes, but is not limited to, participating railroad contributions receivable and amounts due from participating railroads as of December 31, 2010 and 2009, and participating railroads' contributions for the years ended December 31, 2010 and 2009 as follows:

Railroad	Percentage of Total Plan Activity	
	2010	2009
A	22.5%	23.6%
B	19.2%	19.5%
C	14.2%	14.6%
D	14.0%	13.9%

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 2010 and 2009 financial statements to the Form 5500.

	2010	2009
Net assets available for benefits as reported within the financial statements	\$ 7,378,179	\$ 15,218,138
Benefit obligations currently payable	<u>(7,378,179)</u>	<u>(6,692,299)</u>
Net assets available for benefits as reported within the Form 5500	<u>\$ -</u>	<u>\$ 8,525,839</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, 2010.

	2010
Benefits paid to participants as reported within the financial statements	\$ 19,746,159
Add: Amounts payable at end of year	7,378,179
Less: Amounts payable at beginning of year	<u>(6,692,299)</u>
Benefits paid to participants as reported within the Form 5500	<u>\$ 20,432,039</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, 2010 and 2009 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, 2010

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

(a)	(b)	(c)	(d)	(e)
		Description of Investment Including		
	Identity of Issue, Borrower, or Similar Party	Maturity Date, Rate of Interest, Collateral, Par or Maturity	Cost	Current Value
	Money Market Funds			
*	SunTrust Bank Account 70-04-102-7036739	Money Market Fund Federated Money Mkt Oblig Tr Prime Oblig Instl FFS #10	<u>\$ 3,968,316</u>	<u>\$ 3,968,316</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, 2010

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

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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
CATEGORY 1 - SINGLE TRANSACTION EXCEEDS 5% OF VALUE						
09/20/10 B	6,372,873.7200	1.0000			6,372,874 *	
ISSUE: 609010DF7 - FEDERATED MKT PRIME OBLIG-I #10 FFS						
09/20/10 B	913,036.9400	1.0000			913,037 *	
ISSUE: 609010DF7 - FEDERATED MKT PRIME OBLIG-I #10 FFS						
10/18/10 B	954,682.3500	1.0000			954,682 *	
ISSUE: 609010DF7 - FEDERATED MKT PRIME OBLIG-I #10 FFS						
11/24/10 B	985,811.0600	1.0000			985,811 *	
ISSUE: 609010DF7 - FEDERATED MKT PRIME OBLIG-I #10 FFS						
12/21/10 B	866,490.1300	1.0000			866,490 *	
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MH#594						
02/19/10 B	743,894.9500	1.0000			743,895 *	
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MH#594						
03/17/10 B	796,046.8300	1.0000			796,047 *	
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MH#594						
04/21/10 B	791,727.2100	1.0000			791,727 *	
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MH#594						
05/17/10 B	768,474.2500	1.0000			768,474 *	
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MH#594						
08/18/10 B	804,200.2600	1.0000			804,200 *	
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MGMT MH#594						
09/20/10 S	6,372,873.7200	1.0000			6,372,874 *	0
GRAND TOTAL						
				20,370,111	20,370,111	0

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



REPORTABLE TRANSACTIONS WORKSHEET

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RAILROAD - SSB PLAN CVR SHP CES

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
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*** NO TRANSACTIONS QUALIFIED FOR THIS SECTION ***

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

ISSUE: 609010DF7 - FEDERATED MKT PRIME OBLIG-I #10 FFS

09/20/10 B	6,372,873.7200	1.0000	0	-6,372,874 *	6,372,874	0
09/20/10 B	913,036.9400	1.0000	0	-913,037 *	913,037	0
10/01/10 B	711.6900	1.0000	0	-712	712	0
10/18/10 B	954,682.3500	1.0000	0	-954,682 *	954,682	0
11/01/10 B	1,015.9800	1.0000	0	-1,016	1,016	0
11/24/10 B	985,811.0600	1.0000	0	-985,811 *	985,811	0
12/01/10 B	757.2100	1.0000	0	-757	757	0
12/21/10 B	866,490.1300	1.0000	0	-866,490 *	866,490	0
SUB-TOTAL OF BUYS # 8			0	10,095,379	10,095,379	0
09/21/10 S	110,246.1700	1.0000	0	110,246	110,246	0
09/22/10 S	35,890.5500	1.0000	0	35,891	35,891	0
09/23/10 S	93,206.2300	1.0000	0	93,206	93,206	0
09/24/10 S	69,213.5200	1.0000	0	69,214	69,214	0
09/27/10 S	77,922.1000	1.0000	0	77,922	77,922	0
09/28/10 S	96,124.6300	1.0000	0	96,125	96,125	0
09/30/10 S	91,968.5300	1.0000	0	91,969	91,969	0
10/01/10 S	67,976.3500	1.0000	0	67,976	67,976	0
10/04/10 S	267,298.7400	1.0000	0	267,299	267,299	0
10/05/10 S	197,819.8200	1.0000	0	197,820	197,820	0
10/06/10 S	29,804.7500	1.0000	0	29,805	29,805	0
10/07/10 S	81,245.5500	1.0000	0	81,246	81,246	0
10/08/10 S	921.6400	1.0000	0	922	922	0
10/08/10 S	131,155.3000	1.0000	0	131,155	131,155	0
10/12/10 S	52,842.0100	1.0000	0	52,842	52,842	0
10/13/10 S	73,184.6100	1.0000	0	73,185	73,185	0
10/14/10 S	64,559.3800	1.0000	0	64,559	64,559	0
10/15/10 S	73,752.4800	1.0000	0	73,752	73,752	0
10/19/10 S	88,712.5800	1.0000	0	88,713	88,713	0
10/20/10 S	50,827.5500	1.0000	0	50,828	50,828	0
10/21/10 S	71,437.6800	1.0000	0	71,438	71,438	0



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RAILROAD - SSB PLAN CVR SHP CBS

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
10/22/10 S	81,308.2600	1.0000	0	81,308	81,308	0
10/25/10 S	292,153.6800	1.0000	0	292,154	292,154	0
10/26/10 S	122,885.6200	1.0000	0	122,886	122,886	0
10/27/10 S	48,681.1800	1.0000	0	48,681	48,681	0
10/28/10 S	70,703.3300	1.0000	0	70,703	70,703	0
10/29/10 S	73,591.9400	1.0000	0	73,592	73,592	0
11/01/10 S	68,299.4600	1.0000	0	68,299	68,299	0
11/02/10 S	309,523.6800	1.0000	0	309,524	309,524	0
11/03/10 S	34,022.8700	1.0000	0	34,023	34,023	0
11/04/10 S	90,164.8400	1.0000	0	90,165	90,165	0
11/05/10 S	50,793.2400	1.0000	0	50,793	50,793	0
11/08/10 S	827.1700	1.0000	0	827	827	0
11/08/10 S	86,395.3700	1.0000	0	86,395	86,395	0
11/09/10 S	72,908.4700	1.0000	0	72,908	72,908	0
11/10/10 S	104,027.0200	1.0000	0	104,027	104,027	0
11/12/10 S	104,246.3500	1.0000	0	104,246	104,246	0
11/15/10 S	39,932.7100	1.0000	0	39,933	39,933	0
11/16/10 S	91,693.5900	1.0000	0	91,694	91,694	0
11/17/10 S	21,353.7700	1.0000	0	21,354	21,354	0
11/18/10 S	21,409.9900	1.0000	0	21,410	21,410	0
11/19/10 S	34,182.0000	1.0000	0	34,182	34,182	0
11/22/10 S	131,697.3000	1.0000	0	131,697	131,697	0
11/23/10 S	78,800.5800	1.0000	0	78,801	78,801	0
11/24/10 S	163,843.0800	1.0000	0	163,843	163,843	0
11/29/10 S	61,851.8300	1.0000	0	61,852	61,852	0
11/30/10 S	79,513.9600	1.0000	0	79,514	79,514	0
12/01/10 S	55,757.0900	1.0000	0	55,757	55,757	0
12/02/10 S	223,802.7800	1.0000	0	223,803	223,803	0
12/03/10 S	518,385.1800	1.0000	0	518,385	518,385	0
12/06/10 S	119,697.8200	1.0000	0	119,698	119,698	0
12/07/10 S	106,313.5400	1.0000	0	106,314	106,314	0
12/08/10 S	685.7100	1.0000	0	686	686	0
12/08/10 S	40,284.6000	1.0000	0	40,285	40,285	0
12/09/10 S	76,447.7500	1.0000	0	76,448	76,448	0
12/10/10 S	88,861.7000	1.0000	0	88,862	88,862	0
12/13/10 S	65,889.3900	1.0000	0	65,889	65,889	0
12/14/10 S	95,981.5900	1.0000	0	95,982	95,982	0
12/15/10 S	33,873.2200	1.0000	0	33,873	33,873	0
12/16/10 S	109,546.6400	1.0000	0	109,547	109,547	0
12/17/10 S	5,798.7700	1.0000	0	5,799	5,799	0
12/20/10 S	76,997.0300	1.0000	0	76,997	76,997	0
12/22/10 S	47,678.0900	1.0000	0	47,678	47,678	0
12/23/10 S	80,280.3800	1.0000	0	80,280	80,280	0
12/27/10 S	57,667.4800	1.0000	0	57,667	57,667	0
12/28/10 S	17,079.1200	1.0000	0	17,079	17,079	0
12/29/10 S	15,401.1800	1.0000	0	15,401	15,401	0



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RAILROAD - SSB PLAN CVR SHP CAS

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
12/30/10 S	129,712.3100	1.0000	0	129,712	129,712	0
SUB-TOTAL OF SALES \$ 68				6,127,066	6,127,066	0
SUB-TOTAL				16,222,445	16,222,445	0
ISSUE: 76628T264 - RIDGEWORTH FD-INSTL CASH MCMT MH8594						
01/06/10 B	984.1600	1.0000	0	-984	984	
01/19/10 B	663,272.0700	1.0000	0	-663,272	663,272	
01/22/10 B	142,228.2100	1.0000	0	-142,228	142,228	
02/01/10 B	786.8200	1.0000	0	-787	787	
02/17/10 B	53,165.0900	1.0000	0	-53,165	53,165	
02/19/10 B	743,894.9500	1.0000	0	-743,895 *	743,895	
03/01/10 B	506.2400	1.0000	0	-506	506	
03/17/10 B	796,046.8300	1.0000	0	-796,047 *	796,047	
03/18/10 B	30,852.6300	1.0000	0	-30,853	30,853	
04/01/10 B	549.4200	1.0000	0	-549	549	
04/15/10 B	20,142.0800	1.0000	0	-20,142	20,142	
04/21/10 B	791,727.2100	1.0000	0	-791,727 *	791,727	
05/03/10 B	592.8400	1.0000	0	-593	593	
05/17/10 B	768,474.2500	1.0000	0	-768,474 *	768,474	
05/18/10 B	151,622.8000	1.0000	0	-151,623	151,623	
06/01/10 B	661.5400	1.0000	0	-662	662	
06/16/10 B	292,355.8300	1.0000	0	-292,356	292,356	
06/17/10 B	470,739.2800	1.0000	0	-470,739	470,739	
06/18/10 B	61,786.1400	1.0000	0	-61,786	61,786	
07/01/10 B	676.6800	1.0000	0	-677	677	
07/16/10 B	219,609.4800	1.0000	0	-219,609	219,609	
07/20/10 B	431,493.9200	1.0000	0	-431,494	431,494	
07/21/10 B	78,548.6400	1.0000	0	-78,549	78,549	
08/02/10 B	698.7100	1.0000	0	-699	699	
08/18/10 B	804,200.2600	1.0000	0	-804,200 *	804,200	
08/19/10 B	50,059.6100	1.0000	0	-50,060	50,060	
09/01/10 B	666.9600	1.0000	0	-667	667	
SUB-TOTAL OF BUYS \$ 27				6,576,343	6,576,343	
01/04/10 S	162,080.0600	1.0000	0	162,080	162,080	0
01/05/10 S	78,400.4700	1.0000	0	78,400	78,400	0
01/06/10 S	287,147.3600	1.0000	0	287,147	287,147	0
01/07/10 S	48,216.9600	1.0000	0	48,217	48,217	0
01/08/10 S	32,657.1900	1.0000	0	32,657	32,657	0
01/11/10 S	1,816.5500	1.0000	0	1,817	1,817	0
01/11/10 S	70,943.7800	1.0000	0	70,944	70,944	0



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DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
01/12/10 S	99,259.7100	1.0000	0	99,260	99,260	0
01/13/10 S	88,430.3500	1.0000	0	88,430	88,430	0
01/14/10 S	20,344.9700	1.0000	0	20,345	20,345	0
01/15/10 S	57,184.7200	1.0000	0	57,185	57,185	0
01/20/10 S	82,191.1700	1.0000	0	82,191	82,191	0
01/21/10 S	97,106.8700	1.0000	0	97,107	97,107	0
01/25/10 S	59,270.9700	1.0000	0	59,271	59,271	0
01/26/10 S	67,953.0600	1.0000	0	67,953	67,953	0
01/27/10 S	56,573.8500	1.0000	0	56,574	56,574	0
01/28/10 S	20,076.8700	1.0000	0	20,077	20,077	0
01/29/10 S	40,150.9500	1.0000	0	40,151	40,151	0
02/01/10 S	144,364.2700	1.0000	0	144,364	144,364	0
02/02/10 S	75,241.2400	1.0000	0	75,241	75,241	0
02/03/10 S	49,693.3300	1.0000	0	49,693	49,693	0
02/04/10 S	50,554.6900	1.0000	0	50,555	50,555	0
02/05/10 S	48,137.8300	1.0000	0	48,138	48,138	0
02/08/10 S	1,784.6300	1.0000	0	1,785	1,785	0
02/08/10 S	66,224.4100	1.0000	0	66,224	66,224	0
02/09/10 S	71,999.2100	1.0000	0	71,999	71,999	0
02/10/10 S	266,263.0500	1.0000	0	266,263	266,263	0
02/11/10 S	50,402.6800	1.0000	0	50,403	50,403	0
02/12/10 S	55,054.7300	1.0000	0	55,055	55,055	0
02/16/10 S	76,628.1200	1.0000	0	76,628	76,628	0
02/18/10 S	100,820.8000	1.0000	0	100,821	100,821	0
02/22/10 S	44,819.2800	1.0000	0	44,819	44,819	0
02/23/10 S	89,119.4200	1.0000	0	89,119	89,119	0
02/24/10 S	44,563.6800	1.0000	0	44,564	44,564	0
02/25/10 S	68,521.3200	1.0000	0	68,521	68,521	0
02/26/10 S	50,961.7100	1.0000	0	50,962	50,962	0
03/01/10 S	233,481.9400	1.0000	0	233,482	233,482	0
03/02/10 S	191,110.5900	1.0000	0	191,111	191,111	0
03/03/10 S	72,336.3200	1.0000	0	72,336	72,336	0
03/04/10 S	96,176.1900	1.0000	0	96,176	96,176	0
03/05/10 S	48,595.1400	1.0000	0	48,595	48,595	0
03/08/10 S	1,711.4300	1.0000	0	1,711	1,711	0
03/08/10 S	60,271.8600	1.0000	0	60,272	60,272	0
03/09/10 S	101,546.5200	1.0000	0	101,547	101,547	0
03/10/10 S	67,705.4000	1.0000	0	67,705	67,705	0
03/11/10 S	59,656.4300	1.0000	0	59,656	59,656	0
03/12/10 S	64,489.0600	1.0000	0	64,489	64,489	0
03/15/10 S	68,355.4000	1.0000	0	68,355	68,355	0
03/16/10 S	91,479.0900	1.0000	0	91,479	91,479	0
03/19/10 S	52,650.0800	1.0000	0	52,650	52,650	0
03/22/10 S	60,776.8300	1.0000	0	60,777	60,777	0
03/23/10 S	72,153.0000	1.0000	0	72,153	72,153	0
03/24/10 S	46,223.0700	1.0000	0	46,223	46,223	0



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RAILROAD - SSB PLAN CYR SHP C&S

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DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
03/25/10 S	42,078.7600	1.0000	0	42,079	42,079	0
03/26/10 S	56,816.2600	1.0000	0	56,816	56,816	0
03/29/10 S	71,301.3500	1.0000	0	71,301	71,301	0
03/30/10 S	91,360.3300	1.0000	0	91,360	91,360	0
03/31/10 S	62,353.4300	1.0000	0	62,353	62,353	0
04/01/10 S	126,785.7400	1.0000	0	126,786	126,786	0
04/05/10 S	307,026.4300	1.0000	0	307,026	307,026	0
04/06/10 S	91,048.0400	1.0000	0	91,048	91,048	0
04/07/10 S	25,122.3100	1.0000	0	25,122	25,122	0
04/08/10 S	1,627.1300	1.0000	0	1,627	1,627	0
04/08/10 S	61,380.3600	1.0000	0	61,380	61,380	0
04/09/10 S	40,828.2400	1.0000	0	40,828	40,828	0
04/12/10 S	169,410.9100	1.0000	0	169,411	169,411	0
04/13/10 S	104,798.1000	1.0000	0	104,798	104,798	0
04/14/10 S	45,527.1600	1.0000	0	45,527	45,527	0
04/16/10 S	64,978.6700	1.0000	0	64,979	64,979	0
04/19/10 S	68,865.3200	1.0000	0	68,865	68,865	0
04/20/10 S	259,308.7800	1.0000	0	259,309	259,309	0
04/22/10 S	78,825.2300	1.0000	0	78,825	78,825	0
04/23/10 S	48,578.7500	1.0000	0	48,579	48,579	0
04/26/10 S	63,903.6700	1.0000	0	63,904	63,904	0
04/27/10 S	107,276.9100	1.0000	0	107,277	107,277	0
04/28/10 S	42,053.1700	1.0000	0	42,053	42,053	0
04/29/10 S	90,730.7900	1.0000	0	90,731	90,731	0
04/30/10 S	66,372.9500	1.0000	0	66,373	66,373	0
05/03/10 S	279,400.2700	1.0000	0	279,400	279,400	0
05/04/10 S	110,606.7700	1.0000	0	110,607	110,607	0
05/05/10 S	185,709.9300	1.0000	0	185,710	185,710	0
05/06/10 S	56,028.4800	1.0000	0	56,028	56,028	0
05/07/10 S	53,688.0300	1.0000	0	53,688	53,688	0
05/10/10 S	1,510.6200	1.0000	0	1,511	1,511	0
05/10/10 S	65,625.5700	1.0000	0	65,626	65,626	0
05/11/10 S	57,670.0800	1.0000	0	57,670	57,670	0
05/12/10 S	59,679.1600	1.0000	0	59,679	59,679	0
05/13/10 S	59,303.2700	1.0000	0	59,303	59,303	0
05/14/10 S	46,627.0000	1.0000	0	46,627	46,627	0
05/19/10 S	192,122.3800	1.0000	0	192,122	192,122	0
05/20/10 S	17,537.0800	1.0000	0	17,537	17,537	0
05/21/10 S	51,481.9100	1.0000	0	51,482	51,482	0
05/26/10 S	58,562.3400	1.0000	0	58,562	58,562	0
05/25/10 S	89,004.9800	1.0000	0	89,005	89,005	0
05/26/10 S	44,485.9100	1.0000	0	44,486	44,486	0
05/27/10 S	80,212.4300	1.0000	0	80,212	80,212	0
05/28/10 S	92,837.5200	1.0000	0	92,838	92,838	0
06/01/10 S	99,119.3700	1.0000	0	99,119	99,119	0
06/02/10 S	276,251.9000	1.0000	0	276,252	276,252	0



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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
06/03/10 S	30,150.5300	1.0000	0	30,151	30,151	0
06/04/10 S	76,388.4900	1.0000	0	76,388	76,388	0
06/07/10 S	236,267.2100	1.0000	0	236,267	236,267	0
06/08/10 S	1,400.1700	1.0000	0	1,400	1,400	0
06/08/10 S	87,668.7300	1.0000	0	87,669	87,669	0
06/09/10 S	49,695.9200	1.0000	0	49,696	49,696	0
06/10/10 S	54,337.9000	1.0000	0	54,338	54,338	0
06/11/10 S	73,000.1700	1.0000	0	73,000	73,000	0
06/14/10 S	55,798.7300	1.0000	0	55,799	55,799	0
06/15/10 S	101,673.9400	1.0000	0	101,674	101,674	0
06/21/10 S	66,720.8600	1.0000	0	66,721	66,721	0
06/22/10 S	109,596.8400	1.0000	0	109,597	109,597	0
06/23/10 S	63,007.5300	1.0000	0	63,008	63,008	0
06/24/10 S	81,406.9100	1.0000	0	81,407	81,407	0
06/25/10 S	52,837.9900	1.0000	0	52,838	52,838	0
06/28/10 S	67,224.2000	1.0000	0	67,224	67,224	0
06/29/10 S	127,420.1600	1.0000	0	127,420	127,420	0
06/30/10 S	53,549.1400	1.0000	0	53,549	53,549	0
07/01/10 S	138,873.3900	1.0000	0	138,873	138,873	0
07/02/10 S	52,027.2800	1.0000	0	52,027	52,027	0
07/06/10 S	99,487.1400	1.0000	0	99,487	99,487	0
07/07/10 S	73,073.2800	1.0000	0	73,073	73,073	0
07/08/10 S	302,844.7400	1.0000	0	302,845	302,845	0
07/09/10 S	1,301.2700	1.0000	0	1,301	1,301	0
07/09/10 S	74,055.8600	1.0000	0	74,056	74,056	0
07/12/10 S	79,183.2500	1.0000	0	79,183	79,183	0
07/13/10 S	53,117.7200	1.0000	0	53,118	53,118	0
07/14/10 S	72,334.2000	1.0000	0	72,334	72,334	0
07/15/10 S	17,979.5700	1.0000	0	17,980	17,980	0
07/19/10 S	45,658.4900	1.0000	0	45,658	45,658	0
07/22/10 S	92,728.6900	1.0000	0	92,729	92,729	0
07/23/10 S	66,465.0600	1.0000	0	66,465	66,465	0
07/26/10 S	48,356.2700	1.0000	0	48,354	48,354	0
07/27/10 S	480,059.8900	1.0000	0	480,060	480,060	0
07/28/10 S	23,405.4300	1.0000	0	23,405	23,405	0
07/29/10 S	107,089.9000	1.0000	0	107,090	107,090	0
07/30/10 S	44,479.7700	1.0000	0	44,480	44,480	0
08/02/10 S	38,056.9800	1.0000	0	38,057	38,057	0
08/03/10 S	305,780.1600	1.0000	0	305,780	305,780	0
08/04/10 S	61,651.8300	1.0000	0	61,652	61,652	0
08/05/10 S	74,441.4600	1.0000	0	74,441	74,441	0
08/06/10 S	60,376.9700	1.0000	0	60,377	60,377	0
08/09/10 S	1,189.0500	1.0000	0	1,189	1,189	0
08/09/10 S	62,568.0800	1.0000	0	62,568	62,568	0
08/10/10 S	105,230.2700	1.0000	0	105,230	105,230	0
08/11/10 S	59,366.1000	1.0000	0	59,366	59,366	0



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RAILROAD - SSB PLAN CVR SHP CAS

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
08/12/10 S	75,399.9100	1.0000	0	75,400	75,400	0
08/13/10 S	25,524.4900	1.0000	0	25,524	25,524	0
08/16/10 S	61,579.7800	1.0000	0	61,580	61,580	0
08/17/10 S	88,909.1800	1.0000	0	88,909	88,909	0
08/20/10 S	49,748.1800	1.0000	0	49,748	49,748	0
08/23/10 S	71,095.8300	1.0000	0	71,096	71,096	0
08/24/10 S	91,586.6600	1.0000	0	91,587	91,587	0
08/25/10 S	30,172.7400	1.0000	0	30,173	30,173	0
08/27/10 S	168,578.6900	1.0000	0	168,579	168,579	0
08/30/10 S	61,782.6500	1.0000	0	61,783	61,783	0
08/31/10 S	103,227.6900	1.0000	0	103,228	103,228	0
09/01/10 S	50,293.8700	1.0000	0	50,294	50,294	0
09/02/10 S	307,965.5000	1.0000	0	307,966	307,966	0
09/03/10 S	395,121.3600	1.0000	0	395,121	395,121	0
09/07/10 S	116,312.6100	1.0000	0	116,313	116,313	0
09/08/10 S	51,837.3900	1.0000	0	51,837	51,837	0
09/09/10 S	1,057.7400	1.0000	0	1,058	1,058	0
09/10/10 S	32,184.3600	1.0000	0	32,184	32,184	0
09/10/10 S	87,596.7400	1.0000	0	87,597	87,597	0
09/13/10 S	52,072.3500	1.0000	0	52,072	52,072	0
09/14/10 S	88,615.1900	1.0000	0	88,615	88,615	0
09/15/10 S	39,901.6500	1.0000	0	39,902	39,902	0
09/16/10 S	61,975.3600	1.0000	0	61,975	61,975	0
09/17/10 S	59,214.0400	1.0000	0	59,214	59,214	0
09/20/10 S	6,372.873.7200	1.0000	0	6,372,874 *	6,372,874	0
SUB-TOTAL OF SALES # 170				20,853,051	20,853,051	0
SUB-TOTAL				27,429,394	27,429,394	0
GRAND TOTAL				43,651,839	43,651,839	0

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

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



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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
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FOOTNOTES

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

Form **5500**Department of the Treasury
Internal Revenue ServiceDepartment 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**2010****This Form Is Open to
Public Inspection.****Annual Report Identification Information****For the calendar plan year 2010 or fiscal plan year beginning and ending**

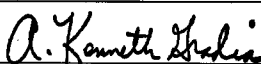
- A** This return/report is for: (1) ☒ a multiemployer plan; (3) ☐ a multiple-employer plan; or
(2) ☐ a single-employer plan; (4) ☐ a DFE (specify)
- B** This return/report is: (1) ☐ the first return/report; (3) ☐ the final return/report;
(2) ☒ an amended return/report; (4) ☐ a short plan year return/report (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.

1a Name of plan THE SUPPLEMENTAL SICKNESS BENEFIT PLAN COVERING RAILROAD SHOP CRAFT & SIGNAL EMPLOYEES	1b Three-digit plan number (PN).... ► 508 1c Effective date of plan 07/01/1973
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	2b Employer Identification Number (EIN) 52-1162946 2c Sponsor's telephone number 202-862-7200 2d 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  Signature of plan administrator	10-13-2011 Date	A. K. GRADIA 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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.Form **5500** (2010)
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
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
5 Total number of participants at the beginning of the plan year		5 43119
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 44130
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 44130
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e
f Total. Add lines 6d and 6e		6f 44130
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 46
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions: <div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div>		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions: <div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; width: 20px; height: 20px; text-align: center;">4F</div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div>		
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
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)