

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	<input checked="" type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or <input type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____
B This return/report is:	<input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report; <input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	<input checked="" type="checkbox"/>
D Check box if filing under:	<input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program; <input type="checkbox"/> special extension (enter description)

Part II	Basic Plan Information —enter all requested information										
1a Name of plan <u>THE RAILROAD EMPLOYEES NATIONAL HEALTH & WELFARE PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>501</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>03/01/1955</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>80-0616625</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>202-862-7200</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>482110</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>501</u>	1c Effective date of plan <u>03/01/1955</u>		2b Employer Identification Number (EIN) <u>80-0616625</u>		2c Sponsor's telephone number <u>202-862-7200</u>		2d Business code (see instructions) <u>482110</u>	
1b Three-digit plan number (PN) ▶	<u>501</u>										
1c Effective date of plan <u>03/01/1955</u>											
2b Employer Identification Number (EIN) <u>80-0616625</u>											
2c Sponsor's telephone number <u>202-862-7200</u>											
2d Business code (see instructions) <u>482110</u>											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>JOINT PLAN COMMITTEE</u> <u>1901 L STREET NW SUITE 500</u> <u>WASHINGTON, DC 20036</u>											

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2014	R. A. SCARDELLETTI
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2014	A. K. GRADIA
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor Name <input type="checkbox"/> Same as Plan Sponsor Address		3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
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: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 298089
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 105396
b Retired or separated participants receiving benefits		6b 194475
c Other retired or separated participants entitled to future benefits.....		6c
d Subtotal. Add lines 6a , 6b , and 6c		6d 299871
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e
f Total. Add lines 6d and 6e		6f 0
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 42
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions: 4A 4B 4Q		
9a Plan funding arrangement (check all that apply) (1) <input checked="" type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) <input checked="" type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor
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 Actuarial Information) - signed by the plan actuary		b General Schedules (1) <input checked="" type="checkbox"/> H (Financial Information) (2) <input type="checkbox"/> I (Financial Information – Small Plan) (3) <input checked="" type="checkbox"/> <u>1</u> 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)

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013	
A Name of plan THE RAILROAD EMPLOYEES NATIONAL HEALTH & WELFARE PLAN	B Three-digit plan number (PN) ▶ 501
C Plan sponsor's name as shown on line 2a of Form 5500 JOINT PLAN COMMITTEE	D Employer Identification Number (EIN) 80-0616625

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier METROPOLITAN LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
13-5581829	65978	1023000	299871	01/01/2013	12/31/2013

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

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

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).
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(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
--

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

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

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

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

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☐ other ▶

b Balance at the end of the previous year	7b	
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c Additions: (1) Contributions deposited during the year	7c(1)		
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)		
(4) Transferred from separate account	7c(4)		
(5) Other (specify below)	7c(5)		
▶			

(6) Total additions

7c(6)

d Total of balance and additions (add lines 7b and 7c(6))	7d	
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e Deductions:			
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)		
(2) Administration charge made by carrier	7e(2)		
(3) Transferred to separate account	7e(3)		
(4) Other (specify below)	7e(4)		
▶			

(5) Total deductions

7e(5)

f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	
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Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)	14930564	
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3)).....	9a(4)		14930564
b Benefit charges (1) Claims paid.....	9b(1)	12546974	
(2) Increase (decrease) in claim reserves.....	9b(2)	690504	
(3) Incurred claims (add (1) and (2)).....	9b(3)		13237478
(4) Claims charged.....	9b(4)		13237478
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)	687070	
(E) Taxes	9c(1)(E)	358070	
(F) Charges for risks or other contingencies.....	9c(1)(F)	116575	
(G) Other retention charges	9c(1)(G)	531371	
(H) Total retention.....	9c(1)(H)		1693086
(2) Dividends or retroactive rate refunds. (These amounts were <input type="checkbox"/> paid in cash, or <input type="checkbox"/> credited.).....	9c(2)		
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement	9d(1)		
(2) Claim reserves	9d(2)		4751048
(3) Other reserves.....	9d(3)		8753009
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....	9e		

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	
Specify nature of costs ▶		

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500) 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 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan THE RAILROAD EMPLOYEES NATIONAL HEALTH & WELFARE PLAN	B Three-digit plan number (PN) ▶	501
C Plan sponsor's name as shown on line 2a of Form 5500 JOINT PLAN COMMITTEE	D Employer Identification Number (EIN) 80-0616625	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
UNITEDHEALTHCARE	185 ASYLUM STREET HARTFORD, CT 06103
36-2739571	

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation	
HIGHMARK	120 FIFTH AVENUE PITTSBURGH, PA 15222
56-2526063	

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
AETNA US HEALTHCARE	151 FARMINGTON AVENUE HARTFORD, CT 06186
06-6033492	

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

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

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

AETNA

151 FARMINGTON AVENUE
HARTFORD, CT 06186

06-6033492

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
12 13	NONE	11147646	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.

303 PEACHTREE STREET NE
SUITE 3200
ATLANTA, GA 30308

58-0466330

(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	182193	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

MCMC, INC.

88 BLACK FALCON AVENUE
SUITE 353
BOSTON, MA 02210

04-2828817

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16	NONE	89013	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"/>

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

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

TMDG, LLC

500 E PRATT STREET
SUITE 525
BALTIMORE, MD 21202

03-0583064

(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	523529	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

TOWERS WATSON

1515 ARAPAHOE STREET
SUITE 800 PARK CENTER TOWER 3
DENVER, CO 80202

23-1159360

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11	NONE	18000	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

HIGHMARK

120 FIFTH AVENUE
PITTSBURGH, PA 15222

56-2526063

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
12 13	NONE	12634492	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

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

UNITEDHEALTHCARE

185 ASYLUM STREET
HARTFORD, CT 06103

36-2739571

(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	56030038	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)

EXPRESS SCRIPTS, INC.

400 PARSONS POND DRIVE
FRANKLIN LAKES, NJ 07417

22-3461740

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
12 13 99	NONE	5368741	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)

WEAVER BROTHERS, INSURANCE

7315 WISCONSIN AVE SUITE 900 EAST
AIR RIGHTS CENTER
BETHESDA, MD 20814

13-2834414

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
19	NONE	22522	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"/>

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

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

GOODWIN PROCTOR

901 NEW YORK AVENUE NW 9
WASHINGTON, DC 20001

04-1378465

(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	16755	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>THE RAILROAD EMPLOYEES NATIONAL HEALTH & WELFARE PLAN</u>	B Three-digit plan number (PN) ►	<u>501</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>JOINT PLAN COMMITTEE</u>	D Employer Identification Number (EIN) <u>80-0616625</u>	

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	4000000	3000000
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	98274919	126501827
(2) Participant contributions.....	1b(2)	18661625	18449892
(3) Other.....	1b(3)	96222447	63140575
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	123697001	128645494
(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)		0
(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)	8189362	8753009

1d 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	349045354	348490797

Liabilities

g Benefit claims payable	1g	139093305	154286376
h Operating payables	1h	1602031	2383935
i Acquisition indebtedness	1i		
j Other liabilities	1j	134147	135941
k Total liabilities (add all amounts in lines 1g through 1j)	1k	140829483	156806252

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	208215871	191684545
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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)	1276977929	
(B) Participants	2a(1)(B)	225855332	
(C) Others (including rollovers)	2a(1)(C)	616955	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1503450216
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	42277	
(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)		42277
(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)		
(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)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(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		1503492493

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1422477437	
(2) To insurance carriers for the provision of benefits	2e(2)	14441640	
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		1436919077
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)	669819	
(2) Contract administrator fees	2i(2)	81843962	
(3) Investment advisory and management fees	2i(3)	182193	
(4) Other	2i(4)	408768	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		83104742
j Total expenses. Add all expense amounts in column (b) and enter total	2j		1520023819

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-16531326
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) below:

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c			
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.)		X	
4d			
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?		X	
4f			
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?	X		6842325
4g			
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?		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	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.)	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.)		X	
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)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust THE RR EMPLOYEES NH&W PLAN TRUST	6b Trust's EIN 521118310
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THE RAILROAD EMPLOYEES NATIONAL HEALTH AND WELFARE PLAN

EIN: 80-0616625

STATEMENT ATTACHED TO AND MADE PART OF FORM 5500

FOR THE YEAR ENDED DECEMBER 31, 2013

PART II, 2a Sponsor's Name and Address

The Plan Sponsor is the Joint Plan Committee, consisting of:

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

and

Health and Welfare Committee
Cooperating Railway Labor Organizations
3 Research Place
Rockville, MD 20850

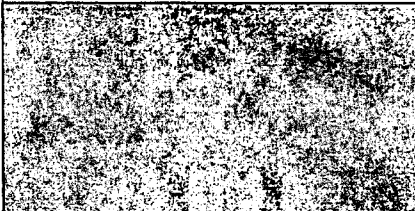
Form **5500**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan**This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).****► Complete all entries in accordance with the instructions to the Form 5500.**OMB Nos. 1210-0110
1210-0089**2013****This Form Is Open to
Public Inspection****Part I Annual Report Identification Information****For the calendar plan year 2013 or fiscal plan year beginning****and ending**

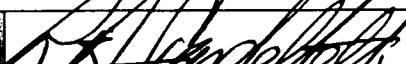

- A** This return/report is for: (1) ☒ a multiemployer plan; (3) ☐ a multiple-employer plan; or
(2) ☐ a single-employer plan; (4) ☐ a DFE (specify) _____
- B** This return/report is: (1) ☐ the first return/report; (3) ☐ the final return/report;
(2) ☐ an amended return/report; (4) ☐ a short plan year 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 RAILROAD EMPLOYEES NATIONAL HEALTH & WELFARE PLAN	1b Three-digit plan number (PN).... 501
	1c Effective date of plan 03/01/1955
2 a Plan sponsor's name and address, including room or suite number (employer, if for single-employer plan)	2b Employer Identification Number (EIN) 80-0616625
	2c Sponsor's telephone number 202-862-7200
JOINT PLAN COMMITTEE 1901 L STREET, N.W., SUITE 500 WASHINGTON, DC 20036	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, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN		10/10/2014	R. A. SCARDELLETTI
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
Preparer's name (including firm name, if applicable) and address; including room or suite number. (optional) Matthew B Dubnansky, CPA TMDG, LLC. 500 E PRATT ST STE 525 BALTIMORE MD 21202-3178			Preparer's telephone number (optional) 

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.**Form 5500 (2013)
v.130118**

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 for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).**► **Complete all entries in accordance with the instructions to the Form 5500.**OMB Nos. 1210-0110
1210-0089**2013****This Form Is Open to Public Inspection****Part I Annual Report Identification Information****For the calendar plan year 2013 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 RAILROAD EMPLOYEES NATIONAL HEALTH & WELFARE PLAN	1b Three-digit plan number (PN).... ► 501
	1c Effective date of plan 03/01/1955
2 a Plan sponsor's name and address, including room or suite number (employer, if for single-employer plan) JOINT PLAN COMMITTEE 1901 L STREET, N.W., SUITE 500 WASHINGTON, DC 20036	2b Employer Identification Number (EIN) 80-0616625 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, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	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
Preparer's name (including firm name, if applicable) and address; including room or suite number. (optional) Matthew B Dubnansky, CPA TMDG, LLC. 500 E PRATT ST STE 525 BALTIMORE MD 21202-3178			Preparer's telephone number (optional)

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

Form **5500** (2013)
v.130118

3 a Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor Name <input type="checkbox"/> Same as Plan Sponsor Address		3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
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: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5	298089
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	6 a	105396
b Retired or separated participants receiving benefits	6 b	194475
c Other retired or separated participants entitled to future benefits	6 c	
d Subtotal. Add lines 6a , 6b , and 6c	6 d	299871
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6 e	
f Total. Add lines 6d and 6e	6 f	
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6 g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6 h	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	42
8 a 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; margin-top: 5px;"> <div><input type="text"/></div> <div><input type="text"/></div> <div><input type="text"/></div> <div><input type="text"/></div> <div><input type="text"/></div> <div><input type="text"/></div> <div><input type="text"/></div> <div><input type="text"/></div> <div><input type="text"/></div> <div><input type="text"/></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; margin-top: 5px;"> <div><input type="text"/></div> <div><input type="text"/></div> <div><input type="text"/></div> <div><input type="text"/></div> <div><input type="text"/></div> <div><input type="text"/></div> <div><input type="text"/></div> <div><input type="text"/></div> <div><input type="text"/></div> <div><input type="text"/></div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 48%;"> 9 a Plan funding arrangement (check all that apply) (1) <input checked="" type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor </div> <div style="width: 48%;"> 9 b Plan benefit arrangement (check all that apply) (1) <input checked="" type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor </div> </div>		
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
<div style="display: flex; justify-content: space-between;"> <div style="width: 48%;"> 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 Actuarial Information) – signed by the plan actuary </div> <div style="width: 48%;"> b General Schedules (1) <input checked="" type="checkbox"/> H (Financial Information) (2) <input type="checkbox"/> I (Financial Information – Small Plan) (3) <input checked="" type="checkbox"/> <u>1</u> 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) </div> </div>		

► For Privacy Act and Paperwork Reduction Act Notice, see instructions.
► Information about Form 5558 and its instructions is at www.irs.gov/form5558.

File With IRS Only

Form 5558 (Rev. 8-2012)

THE RAILROAD EMPLOYEES NATIONAL HEALTH AND WELFARE PLAN

EIN: 80-0616625

STATEMENT ATTACHED TO AND MADE PART OF FORM 5558
FOR THE YEAR ENDED DECEMBER 31, 2013

PART IA, Plan Sponsor's Name and Address

The Plan Sponsor is the Joint Plan Committee, consisting of:

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

and

Health and Welfare Committee
Cooperating Railway Labor Organizations
3 Research Place
Rockville, MD 20850

THE RAILROAD EMPLOYEES NATIONAL HEALTH AND WELFARE PLAN

FINANCIAL REPORT
(Together with report of Independent Public Accountants)

December 31, 2013 and 2012

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500 East Pratt Street • Suite 525 • Baltimore, Maryland 21202-3178
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INDEPENDENT AUDITOR'S REPORT

To the Joint Plan Committee with respect to
The Railroad Employees National Health and Welfare Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The Railroad Employees National Health and Welfare Plan (the Plan), which comprise the statements of net assets available for benefits and of plan benefit obligations as of December 31, 2013 and 2012, 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, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's 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 information summarized in Note 12, which was certified by SunTrust Bank, the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certifications from the trustee as of December 31, 2013 and 2012, and for the year ended

December 31, 2013, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedules, schedule of assets (held at end of year) and schedule of reportable transactions as of and for the year ended December 31, 2013, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purposes of additional analysis and are not a required part of the financial statements. These supplemental schedules are the responsibility of the Plan Administrator. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in black ink, appearing to read "TMDG" followed by a stylized flourish.

Baltimore, Maryland
October 10, 2014

THE RAILROAD EMPLOYEES NATIONAL HEALTH AND WELFARE PLAN

Statements of Net Assets Available for Benefits
December 31, 2013 and 2012

	2013	2012
ASSETS		
Investments, at fair value	<u>\$ 135,487,819</u>	<u>\$ 130,512,610</u>
Receivables:		
Participating railroads' contributions	126,501,827	98,274,919
Participants' contributions	18,449,892	18,661,625
Formulary rebates	35,793,723	22,255,588
Federal government subsidy	518,380	515,079
Other	<u>41,922</u>	<u>788,493</u>
	<u>181,305,744</u>	<u>140,495,704</u>
Insurance premium stabilization reserve	<u>1,910,684</u>	<u>1,373,753</u>
Cash	<u>3,000,000</u>	<u>4,000,000</u>
Amounts due from participating railroads	<u>26,786,550</u>	<u>72,663,287</u>
Total assets	<u>348,490,797</u>	<u>349,045,354</u>
LIABILITIES		
Accounts payable and accrued expenses	2,383,935	1,602,031
Prepaid participants' COBRA contributions	<u>135,941</u>	<u>134,147</u>
Total liabilities	<u>2,519,876</u>	<u>1,736,178</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 345,970,921</u>	<u>\$ 347,309,176</u>

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

THE RAILROAD EMPLOYEES NATIONAL HEALTH AND WELFARE PLAN

Statement of Changes in Net Assets Available for Benefits For the Year Ended December 31, 2013

ADDITIONS

Investment income:	
Interest income	\$ 42,277
Less investment expenses	(182,193)
	(139,916)
Participating railroads' contributions	1,276,977,929
Participants' contributions	223,693,535
Participants' COBRA contributions	2,161,797
Federal government subsidy	502,426
Other	114,529
	<u>1,503,450,216</u>
Total additions	<u>1,503,310,300</u>

DEDUCTIONS

Benefits paid to or for participants, beneficiaries and dependents:	
Health claims	1,180,716,270
Prescription drug claims	226,572,417
Insurance premiums	14,437,319
	<u>1,421,726,006</u>
Administrative expenses	<u>82,922,549</u>
Total deductions	<u>1,504,648,555</u>
Net increase (decrease)	(1,338,255)

NET ASSETS AVAILABLE FOR BENEFITS

Beginning of year	<u>347,309,176</u>
End of year	<u>\$ 345,970,921</u>

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

THE RAILROAD EMPLOYEES NATIONAL HEALTH AND WELFARE PLAN

Statements of Plan Benefit Obligations
(As Determined by UnitedHealthcare and the Plan's Consulting Actuary)
December 31, 2013 and 2012

	2013	2012
AMOUNTS CURRENTLY PAYABLE TO OR FOR PARTICIPANTS, BENEFICIARIES, AND DEPENDENTS		
Claims payable	\$ 56,166,193	\$ 54,101,145
Insurance premiums payable	<u>11,718</u>	<u>7,397</u>
	<u>56,177,911</u>	<u>54,108,542</u>
OTHER OBLIGATIONS FOR CURRENT BENEFITS COVERAGE, AT PRESENT VALUE OF ESTIMATED AMOUNTS		
Claims incurred but not reported	98,108,465	84,984,763
Accumulated eligibility credit and extended benefit coverage	<u>191,684,545</u>	<u>208,215,871</u>
	<u>289,793,010</u>	<u>293,200,634</u>
Total obligations other than post-retirement benefit obligations	<u>345,970,921</u>	<u>347,309,176</u>
POST-RETIREMENT BENEFIT OBLIGATIONS		
Current retirees	93,658,184	99,392,667
Other participants fully eligible for benefits	2,446,501	3,116,059
Other participants not yet fully eligible for benefits	<u>21,682,405</u>	<u>27,616,454</u>
	<u>117,787,090</u>	<u>130,125,180</u>
PLAN'S TOTAL BENEFIT OBLIGATION	<u>\$ 463,758,011</u>	<u>\$ 477,434,356</u>

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

THE RAILROAD EMPLOYEES NATIONAL HEALTH AND WELFARE PLAN

Statement of Changes in Plan Benefit Obligations (As Determined by UnitedHealthcare and the Plan's Consulting Actuary) For the Year Ended December 31, 2013

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

Claims payable:

Balance at beginning of year	\$ 54,101,145
Claims reported and approved for payment	1,409,353,735
Claims paid (including disability)	<u>(1,407,288,687)</u>
Balance at end of year	<u>56,166,193</u>

Insurance premiums payable:

Balance at beginning of year	7,397
Premiums due	14,441,640
Premiums paid	<u>(14,437,319)</u>
Balance at end of year	<u>11,718</u>

OTHER OBLIGATIONS FOR CURRENT BENEFITS COVERAGE, AT PRESENT VALUE OF ESTIMATED AMOUNTS

Balance at beginning of year	293,200,634
Net change during the year:	
Other	<u>(3,407,624)</u>
Balance at end of year	<u>289,793,010</u>

Total obligations other than post-retirement benefit obligations	<u>345,970,921</u>
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POST-RETIREMENT BENEFIT OBLIGATIONS

Balance at beginning of year	130,125,180
Increase (decrease) during the year attributed to:	
Benefits earned and other changes	1,641,483
Benefits expected to be paid	<u>(10,467,721)</u>
Interest	4,685,231
Changes in actuarial assumptions	<u>(8,197,083)</u>
Balance at end of year	<u>117,787,090</u>

PLAN'S TOTAL BENEFIT OBLIGATION	<u>\$ 463,758,011</u>
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The Notes to Financial Statements are an integral part of this statement.

NOTES TO FINANCIAL STATEMENTS

Note 1. Description of the Plan

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

General

The Plan was established in 1955 pursuant to collective-bargaining and currently provides health and other related benefits to eligible employees and retirees of participating railroads and their beneficiaries. The Plan is administered by the Joint Plan Committee, which consists of the Health and Welfare Committee, Cooperating Railway Labor Organizations, and 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 benefits are provided on a self-insured basis, except for life insurance and accidental death and dismemberment insurance, which are provided by Metropolitan Life Insurance Company through an experience-rated insurance contract. Health claims are administered by several third party administrators (Aetna, Highmark, UnitedHealthcare and United Behavioral Health), pursuant to Administrative Service Only contracts. Prescription drug claims are administered by Express Scripts, pursuant to a Master Services Agreement.

Eligibility

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

Funding

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

NOTES TO FINANCIAL STATEMENTS

Note 1. Description of the Plan (continued)

required to maintain a \$25 million cash reserve in the Trust. Should the cash reserve fall below \$25 million, contributions to the Plan will be increased to fund the reserve by the end of the following calendar year.

UnitedHealthcare monitors the activity of the Trust and the Plan's maintenance of the \$25 million cash reserve. As of December 31, 2013 and December 31, 2012, the cash reserve met the required reserve.

Tax status

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

Representatives of the Plan Administrator 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 Administrator believes it is no longer subject to examinations by these jurisdictions for this purpose for years prior to 2010.

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.

NOTES TO FINANCIAL STATEMENTS

Note 2. Significant Accounting Policies (continued)

Use of estimates

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

Valuation of investments and income recognition

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

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

Fair value of financial instruments

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

Participating railroads' contributions and contributions receivable

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

Participants' contributions and contributions receivable

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

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

Participants' COBRA contributions

Participants and beneficiaries, who experience a qualifying event, as defined by Federal COBRA guidelines, may self-pay to continue coverage in the Plan for a

NOTES TO FINANCIAL STATEMENTS

Note 2. Significant Accounting Policies (continued)

limited period of time. Participants' COBRA contributions are recognized when due and payable.

Formulary Rebates

Formulary rebates are recorded by the Plan when earned. Formulary rebates totaling \$35,911,330 have been earned by the Plan and were netted against prescription drug claims in the accompanying statement of changes in net assets available for benefits for the year ended December 31, 2013.

Terminated and withdrawing railroads' withdrawal liability receivable

Upon termination or withdrawal from the Plan in whole or in part, a railroad is assessed a withdrawal liability, as provided for pursuant to the Plan document, which approximates the individual railroad's claim run-out liability. This run-out liability is due and payable 10 days subsequent to the railroad's receipt of a bill for such payment. As of December 31, 2013 and 2012, there were outstanding amounts receivable of \$41,114 from terminated or withdrawn railroads as it relates to the withdrawal liability.

Allowance for doubtful accounts

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

Amounts due from participating railroads

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

Subsequent Events

The Plan Administrator has evaluated subsequent events through October 10, 2014 the date the financial statements were available to be issued.

NOTES TO FINANCIAL STATEMENTS

Note 3. Investments

Except for the funding agreement with Metropolitan Life Insurance Company, the Plan's investments are held by a bank administered trust fund. The following table represents the fair value of those investments as of December 31, 2013 and 2012. Investments that represent 5% or more of the Plan's net assets are separately identified.

	2013	2012
Investments at estimated fair value:		
Money market fund*	\$128,645,494	\$123,697,001
Funding agreement with Metropolitan Life Insurance Company	<u>6,842,325</u>	<u>6,815,609</u>
	<u>\$135,487,819</u>	<u>\$130,512,610</u>

* Investments held as of December 31, 2013 and 2012 were in Federated Treasury Obligation MM-1#68 FFS.

Note 4. Funding Agreement (See Note 3)

In 2007, the Plan entered into a Funding Agreement (Agreement) with Metropolitan Life Insurance Company (MetLife). Under the Agreement, an initial deposit was made from the Plan's premium stabilization reserve to MetLife. These funds were invested in the fixed component of the Agreement, which had a one-year term and earned interest at a set rate that was credited to the account upon maturity.

The Agreement contains an automatic renewal clause: upon expiration of the fixed term component of the Agreement, and without further action from the Plan, the funds convert to a short-term component of the Agreement. Since inception, additional deposits have been made from the Plan's premium stabilization reserve to MetLife and funds invested in the Agreement have moved between the fixed term and short-term component several times.

These funds are held in the general assets of MetLife and are subject to the financial strength and claim-paying ability of MetLife. The Agreement is recognized in the Plan's financial statements at cost, which approximates fair value, principal plus accrued interest, as reported to the Plan by MetLife.

On January 27, 2012, the Plan converted all funds covered under the Agreement to the fixed term component of the Agreement for a one-year term, which earned interest at 1.08%. The balance of the Agreement as of December 31, 2012, principal plus accrued interest, was \$6,815,609.

NOTES TO FINANCIAL STATEMENTS

Note 4. Funding Agreement (See Note 3) (continued)

On January 27, 2013, the funds were invested in the short-term component of the Agreement and earned interest based on the discount rate on the six month Treasury Bills set at the first weekly auction in the month plus 0.25%. The funds remained in the short-term component through the end of the 2013 calendar year. The balance of the Agreement as of December 31, 2013, principal plus accrued interest, was \$6,842,325.

Note 5. Premium Stabilization Reserve

The Plan has funds held in a premium stabilization reserve with Metropolitan Life Insurance Company in connection with its experience-rated life insurance and accidental death and dismemberment insurance contract. The funds may be withdrawn at any time and earn interest based on the discount rate on the six month Treasury Bills set at the first weekly auction in the month plus 0.25%. The premium stabilization reserve has been included as an asset of the Plan until such amounts are used to pay premiums or are withdrawn by the Plan. The reserve is nonforfeitable should the insurance contract terminate.

Note 6. Fair Value Measurements

The framework for measuring fair value 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) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy 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.

NOTES TO FINANCIAL STATEMENTS

Note 6. Fair Value Measurements (continued)

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.

The valuation methodologies used for assets measured at fair value as of December 31, 2013 and 2012 are as follows:

Money market funds

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

Funding agreement with Metropolitan Life Insurance Company

The Plan's funding agreement with Metropolitan Life Insurance Company (MetLife) is recognized on the financial statement at cost, which approximates fair value, principal plus accrued interest. Funds held with MetLife earn interest at an agreed upon interest rate for a specific term with interest earnings paid at maturity. (See Note 4.)

The following table presents by level, within the fair value hierarchy, the Plan's assets measured at fair value as of December 31, 2013 and 2012:

Assets at Fair Value as of December 31, 2013

	<u>Level 1</u>	<u>Level 3</u>	<u>Total</u>
Assets:			
Money market funds	\$128,645,494	\$ -	\$128,645,494
Funding agreement	<u>-</u>	<u>6,842,325</u>	<u>6,842,325</u>
Total assets at fair value	<u>\$128,645,494</u>	<u>\$ 6,842,325</u>	<u>\$135,487,819</u>

NOTES TO FINANCIAL STATEMENTS

Note 6. Fair Value Measurements (continued)

Assets at Fair Value as of December 31, 2012

	<u>Level 1</u>	<u>Level 3</u>	<u>Total</u>
Assets:			
Money market funds	\$123,697,001	\$ -	\$123,697,001
Funding agreement	<u>-</u>	<u>6,815,609</u>	<u>6,815,609</u>
Total assets at fair value	<u>\$123,697,001</u>	<u>\$ 6,815,609</u>	<u>\$130,512,610</u>

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

Level 3 Gains and Losses

The following table presents a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2013.

Level 3 Assets Year Ended December 31, 2013

Balance, beginning of year	\$ 6,815,609
Interest credited during the year	<u>26,716</u>
Balance, end of year	<u>\$ 6,842,325</u>

Quantitative Information about Significant Unobservable Inputs Used in Level 3 Fair Value Measurements

The following table represents the Plan's level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments as of December 31, 2013, and the significant unobservable inputs:

<u>Instrument</u>	<u>Fair Value</u>	<u>Principle Valuation Technique</u>	<u>Term</u>	<u>Unobservable Input</u>	<u>Significant Input Value</u>
Funding agreement	\$6,842,325	Cost plus accrued interest	N/A*	Interest rate	0.35%**

- * As of December 31, 2013 all funds were invested in the short-term component of the Funding Agreement (see Note 4). Pursuant to the Fund Agreement, the short-term component does not expire. Amounts will remain invested in the short-term component until further direction is given by the Plan Administrator.

NOTES TO FINANCIAL STATEMENTS

Note 6. Fair Value Measurements (continued)

** Represents the discount rate on the six month Treasury Bills set at the first weekly auction in December 2013 plus 0.25%.

In determining the reasonableness of the valuation methodology of this investment, the Plan Administrator evaluates a variety of factors including review of methods and assumptions used by external sources, economic conditions, financial strength and claim-paying ability of MetLife, and the non-marketable nature of the investment.

Note 7. Plan Contributions

The participating railroads do not differentiate their monthly contributions to the Plan between that which is paid on behalf of the participating railroad and that which is paid on behalf of the Plan participant. Therefore, the Plan Administrator estimates participants' contributions receivable and participants' contributions by applying blended employee cost sharing contribution rates to the respective payment employee counts. The resulting amounts are reclassified from the total participating railroads' contributions receivable and participating railroads' annual contributions and reported as participant contributions receivable and participant contributions, respectively. This methodology was utilized in both 2013 and 2012.

Note 8. Post-Retirement Benefits

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

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

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

NOTES TO FINANCIAL STATEMENTS

Note 8. Post-Retirement Benefits (continued)

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

The cost of providing Plan benefits depends on demographic factors such as retirement, mortality, turnover, and plan participation. The United States Railroad Retirement Board performs a valuation of Railroad Retirement Benefits every three years, which includes analysis and development of current demographic assumptions. The Plan's consulting actuary relied upon this analysis as representative of the experience of the covered population under this Plan. If the actual claim experience of the Plan is more favorable than assumed, future costs will be lower. Alternatively, if the actual claim experience of the Plan is less favorable than assumed, future costs will be higher.

The Plan participant data was not available at the level of detail that is typically used in valuations of this type. Therefore, the Plan's consulting actuary used reasonable and appropriate extrapolation techniques pursuant to Actuarial Standards of Practice (ASOP No. 23) on Data Quality to develop the data that was needed for valuation purposes. These techniques included an additional data quality check analysis to determine if a liability offset was necessary to account for the effect of any potential missing retiree data. As a result of this analysis, the retiree portion of this liability was increased by 5.62%. The Plan's consulting actuary does not believe the use of this data creates a material bias in the calculation.

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

		2013	2012
Weighted Average Discount Rate		4.65%	3.75%
<i>Mortality Assumption</i>			
Healthy:			
Active	RRB Table S-4	2006 RRB Active Service Mortality Table (Unisex).	
Retired	RRB Table S-1	2010 RRB Annuity Mortality Table (Unisex), Set Back One Year for Future Retirees.	
Disabled:	RRB Table S-2	2010 RRB Disabled Mortality Table for Annuitants Qualified Under Social Security definition of Disability.	

NOTES TO FINANCIAL STATEMENTS

Note 8. Post-Retirement Benefits (continued)

Termination Assumption

RRB Table S-12 – 30 year select and ultimate table.

Disability Assumption

RRB Table S-11 – Rates vary by age and service.

Retirement Assumption

RRB Table S-10 – Rates vary by age and service, average age is 62.

Note: The demographic assumptions shown above were developed by the United States Railroad Retirement Board (RRB), Bureau of the Actuary, for use in the December 31, 2010 valuation of Railroad Retirement Benefits. This is the most recent valuation available to the Plan's consulting actuary. The table numbers referenced above correspond to the assumptions section of that valuation.

The Plan's deficiency of net assets over benefit obligations as of December 31, 2013 and 2012 related primarily to the post-retirement benefit obligation which will be funded on an annual basis, as it becomes due and payable, by participating railroads' contributions.

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

Note 9. Other Plan Benefit Obligations

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

The obligation relating to health claims payable and health claims incurred by participants but not reported as of that date is determined by UnitedHealthcare by applying the following assumptions to historical claim-cost data.

NOTES TO FINANCIAL STATEMENTS

Note 9. Other Plan Benefit Obligations (continued)

	2013	2012
Run-out factor:		
Health claims:		
On-duty injury claims	2.60	2.00
Other than on-duty injury claims	1.20	1.10
Prescription drug claims	0.50	0.50
Administrative load:		
On-duty injury claims	7.00%	8.90%
Other than on-duty injury claims	7.00%	6.70%
Bank float	8.80%	10.24%

The obligation relating to accumulated eligibility of participants and extended benefit coverage available to Plan participants is determined by UnitedHealthcare by applying the contract rate or its equivalent to the total estimated number of months of future Plan coverage that is attributable to employee service rendered to December 31st. If the actual claims experience of these employees is more favorable than that provided by the contract rate or its equivalent, actual future costs will be lower. Alternatively, if the actual claims experience of the Plan is less favorable than that provided by the contract rate or its equivalent, actual future cost will be higher.

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

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

Note 10. Concentration of Participating Railroads

There are approximately 42 railroads participating in the Plan, of which 4 Class I railroads comprised approximately 87% of the total Plan activity as of December 31, 2013 and 2012. This activity includes, but is not limited to, participating railroads' contributions receivable and amounts due from participating railroads as of December

NOTES TO FINANCIAL STATEMENTS

Note 10. Concentration of Participating Railroads (continued)

31, 2013 and 2012, and participating railroads' contributions for the year ended December 31, 2013 as follows:

Railroad	Percentage of Total Plan Activity	
	2013	2012
A	26.5%	26.3%
B	24.8%	24.4%
C	18.0%	18.3%
D	17.7%	18.0%

Note 11. Contingency

See Note 9 regarding the Other Plan Benefit Obligations contingency.

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

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

	2013	2012
Money Market Fund:*		
Investments	\$ 128,645,494	\$ 123,697,001
Accrued interest	\$ 807	\$ 813
Interest income	\$ 10,001	\$ 8,631

* Investments held as of December 31, 2013 and 2012 were in Federated Treasury Obligation MM-1#68 FFS.

The investment activity reported on the schedule of assets (held at end of year) and schedule of reportable transactions was also certified by the Trustee, SunTrust Bank, and the Plan Administrator as complete and accurate.

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

NOTES TO FINANCIAL STATEMENTS

Note 13. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the accompanying 2013 and 2012 financial statements to the Form 5500.

	2013	2012
Net assets available for benefits as reported within the financial statements	\$ 345,970,921	\$ 347,309,176
Benefit obligations currently payable	(154,274,658)	(139,085,908)
Insurance premiums payable	<u>(11,718)</u>	<u>(7,397)</u>
Net assets available for benefits as reported within the Form 5500	<u>\$ 191,684,545</u>	<u>\$ 208,215,871</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, 2013.

Benefits paid to or for participants as reported within the financial statements	\$ 1,407,288,687
Add: Amounts payable at end of year	154,274,658
Less: Amounts payable at beginning of year	<u>(139,085,908)</u>
Benefits paid to or for participants as reported within the Form 5500	<u>\$ 1,422,477,437</u>

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

The following is a reconciliation of premiums paid for participants per the financial statements to the Form 5500 for the year ended December 31, 2013.

Insurance premiums paid for participants as reported within the financial statements	\$ 14,437,319
Add: Amounts payable as of the end of year	11,718
Less: Amounts payable as of the beginning of year	<u>(7,397)</u>
Insurance premiums paid for participants as reported within the Form 5500	<u>\$ 14,441,640</u>

NOTES TO FINANCIAL STATEMENTS

Note 14. Party in Interest Transactions

The Plan paid administrative fees to service providers during the year that are considered party in interest transactions. These transactions are exempt from the prohibited transaction rules of ERISA.

Note 15. Risks and Uncertainties

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

The Plan maintains its cash balances in bank deposit accounts, which, at times, may exceed federally insured limits. The Plan has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk as to cash.

The total obligations other than post-retirement obligations (health claims payable, claims incurred but not reported, accumulated eligibility credit and extended benefit coverage obligations), as calculated and reported to the Plan by UnitedHealthcare and post-retirement benefits, as calculated and reported to the Plan by the Plan's consulting actuary, are based on certain assumptions pertaining to claim run-out factors, administrative load, bank float, contract rates and its equivalent, estimated number of months of future Plan coverage that is attributable to employee service rendered to December 31st, participant data, interest rates, health care inflation, average retirement age and other employee demographics, all of which are subject to change or may not be reflective of actual experience. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Note 16. Collective Bargained Agreement

New Collective Bargaining Agreements (Agreements) were reached between the participating labor organizations and National Carriers' Conference Committee during the first quarter of 2012.

Article III, Part A, Section 2 of the Agreements, which became effective July 1, 2012, establishes Plan design changes which have been summarized as follows:

- (a) Added a separate, stand-alone, Annual Deductible for In-Network Services for which a fixed-dollar copayment does not apply. For the six-month period from

NOTES TO FINANCIAL STATEMENTS

Note 16. Collective Bargained Agreement (continued)

July 1 through December 31, 2012, inclusive, this Annual Deductible shall be \$100 per individual and \$200 per family. For calendar 2013, this Annual Deductible shall be \$150 per individual and \$300 per family. Beginning January 2014, this Annual Deductible shall be \$200 per individual and \$400 per family per year.

- (b) Added an in-network 5% co-insurance provision, which includes annual deductible limits, for the Managed Medical Care Program
- (c) Provided increases, as well as decreases, to the current co-payment structure for the Managed Medical Care Program and Prescription Drug Program
- (d) Added a Radiology Notification Program for the Managed Medical Care Program and Comprehensive Health Care Benefit
- (e) Added a "Centers of Excellence Resource Services" specific to Bariatric Resource Services, Cancer Resource Services and Kidney Resource Services for the Managed Medical Care Program and Comprehensive Health Care Benefit
- (f) Added a prior authorization requirement and step therapy and quantity/duration limits for certain therapeutic drugs dispensed under the Prescription Drug Program
- (g) Added other voluntary resources and programs throughout the Plan

Article III, Part B, Section 1 of the Agreements established the following employee cost-sharing contributions, which have been summarized as follows:

- (a) Effective January 1, 2012, each employee covered by the Agreement shall contribute to the Plan, for each month that his/her employer is required to make a contribution to the Plan on his/her behalf for foreign-to-occupation health benefits coverage for himself/herself or his/her dependents, a monthly cost-sharing contribution in an amount equal to or lesser of 15% of the Carriers' Monthly Payment Rate for 2012 or \$200.00.*
- (b) The monthly cost-sharing contribution amount shall be adjusted, effective July 1, 2016, so as to equal the lesser of 15% of the Carrier's Monthly Payment Rate for 2016 or \$230.00, unless otherwise mutually agreed by the parties during negotiations commencing when the Agreements become amendable.

* The participating labor organizations and National Carriers' Conference Committee subsequently modified the employee cost sharing contribution provision of the Agreement for the period July 1, 2012 through June 30, 2016. Effective July 1, 2012 each employee covered by the Agreement shall contribute to the Plan, for each month that his/her employer is required to make a contribution to the Plan on his/her behalf for foreign-to-occupation health benefits coverage for himself/herself or his/her dependents, a monthly cost-sharing contribution in an amount equal to \$198.

NOTES TO FINANCIAL STATEMENTS

Note 16. Collective Bargained Agreement (continued)

Because of the nature and complexity of these changes, the Plan Administrator is not able to evaluate the economic impact on the Plan.

SUPPLEMENTAL SCHEDULES

THE RAILROAD EMPLOYEES NATIONAL HEALTH AND WELFARE PLAN

Schedule of Assets (Held at End of Year)
December 31, 2013

Schedule H Item 4(i) – Schedule of Assets (Held at End of Year)
EIN: 80-0616625
Plan Number: 501

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	Cost	Current Value
	<i>Cash and cash equivalents</i>			
*	SunTrust Bank Account 70-04-102-7036734	Money Market Fund Federated Trsy Oblig MM-I #68 FFS	\$ 128,645,494	\$ 128,645,494
	<i>Insurance contract</i>			
*	Metropolitan Life Insurance Co. Account 123764-T-6	Funding Agreement, 6 month Treasury Bill + 0.25%	<u>6,842,325</u>	<u>6,842,325</u>
			<u>\$ 135,487,819</u>	<u>\$ 135,487,819</u>

* Known party-in-interest to the Plan.

THE RAILROAD EMPLOYEES NATIONAL HEALTH AND WELFARE PLAN

Schedule of Reportable Transactions
For the Year Ended December 31, 2013

Schedule H Item 4(j) – Schedule of Reportable Transactions
EIN: 80-0616625
Plan Number: 501

(a)	(b)	(c)	(d)	(g)	(h)
<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 70-04-102-7036734	(See attached schedule as prepared and reported by SunTrust Bank)				



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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						
BEGINNING MARKET VALUE 123,697,728.51						
COMPARATIVE VALUE (5%) 6,184,886.43						

ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
01/03/13 S	7,426,694.8100	1.0000		0	7,426,695 *	7,426,695
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
01/04/13 B	16,641,588.8800	1.0000		0	-16,641,589 *	16,641,589
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
01/11/13 S	10,421,993.0600	1.0000		0	10,421,993 *	10,421,993
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
01/17/13 S	8,273,548.3900	1.0000		0	8,273,548 *	8,273,548
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
01/23/13 S	7,531,218.1100	1.0000		0	7,531,218 *	7,531,218
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
01/24/13 S	8,053,137.6400	1.0000		0	8,053,138 *	8,053,138
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
01/25/13 S	14,652,662.5900	1.0000		0	14,652,663 *	14,652,663
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
01/31/13 S	12,439,938.1400	1.0000		0	12,439,938 *	12,439,938
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
02/01/13 B	93,264,909.3800	1.0000		0	-93,264,909 *	93,264,909
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
02/07/13 B	10,186,269.2500	1.0000		0	-10,186,269 *	10,186,269
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
02/08/13 S	13,194,749.2500	1.0000		0	13,194,749 *	13,194,749
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
02/12/13 S	6,346,320.4400	1.0000		0	6,346,320 *	6,346,320
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
02/20/13 S	10,152,067.4900	1.0000		0	10,152,067 *	10,152,067
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
02/21/13 S	9,262,865.5300	1.0000		0	9,262,866 *	9,262,866
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
02/22/13 S	15,465,391.8400	1.0000		0	15,465,392 *	15,465,392
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
02/28/13 S	12,600,028.8700	1.0000		0	12,600,029 *	12,600,029
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
03/01/13 B	91,917,335.8500	1.0000		0	-91,917,336 *	91,917,336



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RAILROAD - EMP HEALTH & WELFARE

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MN-I #68						
03/21/13 S	8,396,891.6000	1.0000	0	8,396,892 *	8,396,892	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MN-I #68						
03/22/13 S	14,110,648.2900	1.0000	0	14,110,648 *	14,110,648	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MN-I #68						
03/28/13 B	67,100,074.0900	1.0000	0	-67,100,074 *	67,100,074	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MN-I #68						
04/05/13 B	6,412,942.9200	1.0000	0	-6,412,043 *	6,412,043	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MN-I #68						
04/09/13 S	6,383,146.0000	1.0000	0	6,383,146 *	6,383,146	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MN-I #68						
04/11/13 S	9,166,610.9500	1.0000	0	9,166,611 *	9,166,611	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MN-I #68						
04/18/13 S	9,010,604.9900	1.0000	0	9,010,605 *	9,010,605	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MN-I #68						
04/19/13 S	12,781,667.9800	1.0000	0	12,781,668 *	12,781,668	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MN-I #68						
04/25/13 S	8,874,217.5800	1.0000	0	8,874,218 *	8,874,218	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MN-I #68						
04/30/13 B	9,809,238.6100	1.0000	0	-9,809,239 *	9,809,239	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MN-I #68						
05/01/13 B	71,130,100.3700	1.0000	0	-71,130,100 *	71,130,100	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MN-I #68						
05/02/13 S	7,561,474.9000	1.0000	0	7,561,475 *	7,561,475	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MN-I #68						
05/03/13 S	13,534,591.9100	1.0000	0	13,534,592 *	13,534,592	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MN-I #68						
05/08/13 B	10,978,138.9200	1.0000	0	-10,978,139 *	10,978,139	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MN-I #68						
05/17/13 S	12,754,742.0500	1.0000	0	12,754,742 *	12,754,742	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MN-I #68						
05/30/13 B	11,016,748.8000	1.0000	0	-11,016,749 *	11,016,749	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MN-I #68						
05/31/13 B	56,081,041.8600	1.0000	0	-56,081,042 *	56,081,042	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MN-I #68						
06/07/13 B	13,252,492.3000	1.0000	0	-13,252,492 *	13,252,492	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MN-I #68						
06/13/13 S	7,661,936.4600	1.0000	0	7,661,936 *	7,661,936	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MN-I #68						
06/20/13 S	8,444,812.7300	1.0000	0	8,444,813 *	8,444,813	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MN-I #68						
06/27/13 B	12,801,508.9000	1.0000	0	-12,801,509 *	12,801,509	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MN-I #68						
06/28/13 B	62,271,380.9600	1.0000	0	-62,271,381 *	62,271,381	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MN-I #68						
07/05/13 S	7,939,629.6800	1.0000	0	7,939,630 *	7,939,630	0



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DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
07/09/13 B	11,164,113.7600	1.0000		-11,164,114 *	11,164,114	
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
07/11/13 S	7,269,971.5300	1.0000		7,269,972 *	7,269,972	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
07/18/13 S	6,729,921.1400	1.0000		6,729,921 *	6,729,921	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
07/23/13 S	6,529,514.1900	1.0000		6,529,514 *	6,529,514	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
07/25/13 S	7,190,180.9200	1.0000		7,190,181 *	7,190,181	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
07/26/13 S	10,642,717.8600	1.0000		10,642,718 *	10,642,718	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
07/29/13 S	7,557,524.6400	1.0000		7,557,525 *	7,557,525	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
07/31/13 B	11,445,475.4100	1.0000		-11,445,475 *	11,445,475	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
08/01/13 B	67,546,387.3000	1.0000		-67,546,387 *	67,546,387	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
08/07/13 B	12,179,417.4600	1.0000		-12,179,417 *	12,179,417	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
08/08/13 S	6,895,179.7300	1.0000		6,895,180 *	6,895,180	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
08/09/13 S	13,736,761.8100	1.0000		13,736,762 *	13,736,762	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
08/13/13 S	7,920,611.5400	1.0000		7,920,612 *	7,920,612	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
08/15/13 S	7,423,022.7200	1.0000		7,423,023 *	7,423,023	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
08/16/13 B	8,236,534.8100	1.0000		-8,236,535 *	8,236,535	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
08/22/13 S	7,483,029.8000	1.0000		7,483,030 *	7,483,030	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
08/23/13 S	13,028,981.1900	1.0000		13,028,981 *	13,028,981	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
08/29/13 S	6,975,575.3000	1.0000		6,975,575 *	6,975,575	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
08/30/13 B	84,499,251.1700	1.0000		-84,499,251 *	84,499,251	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
09/04/13 S	6,728,204.2000	1.0000		6,728,204 *	6,728,204	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
09/12/13 S	6,384,555.7300	1.0000		6,384,556 *	6,384,556	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
09/19/13 S	6,472,811.0300	1.0000		6,472,811 *	6,472,811	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
09/20/13 S	12,543,030.9400	1.0000		12,543,031 *	12,543,031	0



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DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
09/26/13 S	7,646,323.8600	1.0000	0	7,646,324 *	7,646,324	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
09/30/13 B	7,321,442.3000	1.0000	0	-7,321,442 *	7,321,442	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
10/01/13 B	69,775,035.2100	1.0000	0	-69,775,035 *	69,775,035	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
10/03/13 S	6,588,237.5200	1.0000	0	6,588,238 *	6,588,238	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
10/04/13 S	6,743,399.0900	1.0000	0	6,743,399 *	6,743,399	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
10/08/13 B	11,513,570.3300	1.0000	0	-11,513,570 *	11,513,570	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
10/10/13 S	8,366,672.8300	1.0000	0	8,366,673 *	8,366,673	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
10/18/13 S	13,183,006.6400	1.0000	0	13,183,007 *	13,183,007	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
10/24/13 S	6,604,041.7300	1.0000	0	6,604,042 *	6,604,042	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
10/30/13 S	6,203,053.4900	1.0000	0	6,203,053 *	6,203,053	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
10/31/13 S	11,693,714.2700	1.0000	0	11,693,714 *	11,693,714	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
11/01/13 B	80,021,702.2000	1.0000	0	-80,021,702 *	80,021,702	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
11/07/13 B	11,868,179.6100	1.0000	0	-11,868,180 *	11,868,180	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
11/12/13 S	6,848,760.3600	1.0000	0	6,848,760 *	6,848,760	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
11/13/13 S	6,932,592.9200	1.0000	0	6,932,593 *	6,932,593	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
11/15/13 S	6,464,890.3200	1.0000	0	6,464,890 *	6,464,890	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
11/21/13 S	8,213,854.2000	1.0000	0	8,213,854 *	8,213,854	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
11/23/13 S	8,210,248.9100	1.0000	0	8,210,249 *	8,210,249	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
11/27/13 B	83,894,958.2600	1.0000	0	-83,894,958 *	83,894,958	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
11/29/13 S	17,905,437.2300	1.0000	0	17,905,437 *	17,905,437	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
12/06/13 B	14,141,740.8500	1.0000	0	-14,141,741 *	14,141,741	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
12/12/13 S	10,607,580.5500	1.0000	0	10,607,581 *	10,607,581	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
12/13/13 S	13,505,971.2400	1.0000	0	13,505,971 *	13,505,971	0



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DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
12/19/13 S	7,410,246.3900	1.0000	0	7,410,246 *	7,410,246	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
12/24/13 S	8,948,116.8900	1.0000	0	8,948,117 *	8,948,117	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
12/27/13 S	14,963,670.1800	1.0000	0	14,963,670 *	14,963,670	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
12/31/13 B	84,558,936.7100	1.0000	0	-84,558,937 *	84,558,937	0
GRAND TOTAL						
			0	1,672,022,621	1,672,022,621	0

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

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

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

ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68

01/02/13 B	812.8300	1.0000	0	-813	813
01/04/13 B	16,641,588.8800	1.0000	0	-16,641,589 *	16,641,589
01/16/13 B	4,587,955.4400	1.0000	0	-4,587,955	4,587,955
02/01/13 B	93,264,909.3800	1.0000	0	-93,264,909 *	93,264,909
02/01/13 B	780.3400	1.0000	0	-780	780
02/07/13 B	10,186,269.2500	1.0000	0	-10,186,269 *	10,186,269
02/15/13 B	5,575,297.7700	1.0000	0	-5,575,298	5,575,298
03/01/13 B	91,917,335.8500	1.0000	0	-91,917,336 *	91,917,336
03/04/13 B	718.1200	1.0000	0	-718	718
03/08/13 B	1,188,489.4000	1.0000	0	-1,188,489	1,188,489
03/15/13 B	4,753,187.4500	1.0000	0	-4,753,187	4,753,187
03/28/13 B	67,100,074.0900	1.0000	0	-67,100,074 *	67,100,074



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DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
04/01/13 B	5,393,802.1700	1.0000	0	-5,393,802	5,393,802	
04/02/13 B	878,7100	1.0000	0	-879	879	
04/05/13 B	6,412,042.9200	1.0000	0	-6,412,043 *	6,412,043	
04/16/13 B	4,209,323.6000	1.0000	0	-4,209,324	4,209,324	
04/30/13 B	9,809,238.6100	1.0000	0	-9,809,239 *	9,809,239	
05/01/13 B	71,130,100.3700	1.0000	0	-71,130,100 *	71,130,100	
05/02/13 B	760.6300	1.0000	0	-761	761	
05/07/13 B	534,230.8900	1.0000	0	-534,231	534,231	
05/08/13 B	10,978,138.9200	1.0000	0	-10,978,139 *	10,978,139	
05/16/13 B	1,513,329.0600	1.0000	0	-1,513,329	1,513,329	
05/30/13 B	11,016,748.8000	1.0000	0	-11,016,749 *	11,016,749	
05/31/13 B	56,081,041.8600	1.0000	0	-56,081,042 *	56,081,042	
06/04/13 B	789.5700	1.0000	0	-786	786	
06/07/13 B	13,252,492.5000	1.0000	0	-13,252,492 *	13,252,492	
06/27/13 B	12,801,508.9000	1.0000	0	-12,801,509 *	12,801,509	
06/28/13 B	62,271,380.9600	1.0000	0	-62,271,381 *	62,271,381	
07/02/13 B	841.1900	1.0000	0	-841	841	
07/09/13 B	11,164,113.7600	1.0000	0	-11,164,114 *	11,164,114	
07/16/13 B	1,686,710.3100	1.0000	0	-1,686,710	1,686,710	
07/17/13 B	1,371,518.1900	1.0000	0	-1,371,518	1,371,518	
07/31/13 B	11,445,475.4100	1.0000	0	-11,445,475 *	11,445,475	
08/01/13 B	67,546,387.3000	1.0000	0	-67,546,387 *	67,546,387	
08/02/13 B	882.7800	1.0000	0	-883	883	
08/06/13 B	880,703.9900	1.0000	0	-880,704	880,704	
08/07/13 B	12,179,417.4600	1.0000	0	-12,179,417 *	12,179,417	
08/16/13 B	8,236,534.8100	1.0000	0	-8,236,535 *	8,236,535	
08/30/13 B	84,499,251.1700	1.0000	0	-84,499,251 *	84,499,251	
09/04/13 B	932.7300	1.0000	0	-933	933	
09/06/13 B	1,861,823.0800	1.0000	0	-1,861,823	1,861,823	
09/17/13 B	2,177,460.4000	1.0000	0	-2,177,460	2,177,460	
09/30/13 B	7,321,442.3000	1.0000	0	-7,321,442 *	7,321,442	
10/01/13 B	69,775,035.2100	1.0000	0	-69,775,035 *	69,775,035	
10/02/13 B	835.1900	1.0000	0	-835	835	
10/08/13 B	11,513,570.3300	1.0000	0	-11,513,570 *	11,513,570	
11/01/13 B	80,021,702.2000	1.0000	0	-80,021,702 *	80,021,702	
11/04/13 B	834.4800	1.0000	0	-834	834	
11/07/13 B	11,868,179.6100	1.0000	0	-11,868,180 *	11,868,180	
11/27/13 B	83,894,958.2600	1.0000	0	-83,894,958 *	83,894,958	
12/03/13 B	943.9300	1.0000	0	-944	944	
12/05/13 B	18,673.0300	1.0000	0	-18,673	18,673	
12/06/13 B	14,141,740.8500	1.0000	0	-14,141,741 *	14,141,741	
12/17/13 B	2,422,207.0100	1.0000	0	-2,422,207	2,422,207	
12/31/13 B	84,558,936.7100	1.0000	0	-84,558,937 *	84,558,937	
SUB-TOTAL OF BUYS \$ 55				1,129,214,332	1,129,214,332	



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DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
01/02/13 S	2,617,162.3600	1.0000	0	2,617,162	2,617,162	0
01/03/13 S	7,426,694.8100	1.0000	0	7,426,695 *	7,426,695	0
01/07/13 S	2,555,665.4000	1.0000	0	2,555,665	2,555,665	0
01/08/13 S	5,290,817.8200	1.0000	0	5,290,818	5,290,818	0
01/09/13 S	14,670.1200	1.0000	0	14,670	14,670	0
01/09/13 S	3,822,549.5800	1.0000	0	3,822,550	3,822,550	0
01/10/13 S	6,171,291.8900	1.0000	0	6,171,292	6,171,292	0
01/11/13 S	10,421,993.0600	1.0000	0	10,421,993 *	10,421,993	0
01/14/13 S	3,398,555.0400	1.0000	0	3,398,555	3,398,555	0
01/15/13 S	2,882,285.1000	1.0000	0	2,882,285	2,882,285	0
01/17/13 S	8,273,548.3900	1.0000	0	8,273,548 *	8,273,548	0
01/18/13 S	4,099,780.9100	1.0000	0	4,099,781	4,099,781	0
01/22/13 S	3,105,835.9300	1.0000	0	3,105,836	3,105,836	0
01/23/13 S	7,531,218.1100	1.0000	0	7,531,218 *	7,531,218	0
01/24/13 S	8,053,137.6400	1.0000	0	8,053,138 *	8,053,138	0
01/25/13 S	14,652,662.5900	1.0000	0	14,652,663 *	14,652,663	0
01/28/13 S	2,476,413.6100	1.0000	0	2,476,414	2,476,414	0
01/29/13 S	4,019,576.6000	1.0000	0	4,019,577	4,019,577	0
01/30/13 S	3,190,859.3500	1.0000	0	3,190,859	3,190,859	0
01/31/13 S	12,439,938.1400	1.0000	0	12,439,938 *	12,439,938	0
02/04/13 S	3,091,563.9500	1.0000	0	3,091,564	3,091,564	0
02/05/13 S	3,654,725.4200	1.0000	0	3,654,725	3,654,725	0
02/06/13 S	5,134,806.9700	1.0000	0	5,134,807	5,134,807	0
02/08/13 S	13,194,749.2500	1.0000	0	13,194,749 *	13,194,749	0
02/08/13 S	14,664.9200	1.0000	0	14,665	14,665	0
02/11/13 S	3,776,414.7000	1.0000	0	3,776,415	3,776,415	0
02/12/13 S	6,346,320.4400	1.0000	0	6,346,320 *	6,346,320	0
02/13/13 S	4,143,940.2800	1.0000	0	4,143,940	4,143,940	0
02/14/13 S	3,163,859.8700	1.0000	0	3,163,860	3,163,860	0
02/19/13 S	3,932,265.6000	1.0000	0	3,932,266	3,932,266	0
02/20/13 S	10,152,067.4900	1.0000	0	10,152,067 *	10,152,067	0
02/21/13 S	9,262,865.5300	1.0000	0	9,262,866 *	9,262,866	0
02/22/13 S	15,465,391.8400	1.0000	0	15,465,392 *	15,465,392	0
02/25/13 S	1,261,787.4800	1.0000	0	1,261,787	1,261,787	0
02/26/13 S	4,902,598.0000	1.0000	0	4,902,598	4,902,598	0
02/27/13 S	3,384,595.4000	1.0000	0	3,384,595	3,384,595	0
02/28/13 S	12,600,028.8700	1.0000	0	12,600,029 *	12,600,029	0
03/04/13 S	3,716,890.7000	1.0000	0	3,716,891	3,716,891	0
03/05/13 S	5,111,196.6900	1.0000	0	5,111,197	5,111,197	0
03/06/13 S	3,990,270.1000	1.0000	0	3,990,270	3,990,270	0
03/07/13 S	3,796,676.5000	1.0000	0	3,796,677	3,796,677	0
03/08/13 S	14,488.2700	1.0000	0	14,488	14,488	0
03/11/13 S	1,605,663.5400	1.0000	0	1,605,664	1,605,664	0
03/12/13 S	2,269,050.8400	1.0000	0	2,269,051	2,269,051	0
03/13/13 S	3,775,773.3300	1.0000	0	3,775,773	3,775,773	0
03/14/13 S	6,097,608.4900	1.0000	0	6,097,608	6,097,608	0



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DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
03/18/13 S	6,098,451.2800	1.0000	0	6,098,451	6,098,451	0
03/19/13 S	4,286,051.2200	1.0000	0	4,286,051	4,286,051	0
03/20/13 S	5,975,203.2800	1.0000	0	5,975,203	5,975,203	0
03/21/13 S	8,396,891.6000	1.0000	0	8,396,892 *	8,396,892	0
03/22/13 S	14,110,648.2900	1.0000	0	14,110,648 *	14,110,648	0
03/23/13 S	1,525,634.4700	1.0000	0	1,525,634	1,525,634	0
03/26/13 S	3,813,054.1900	1.0000	0	3,813,054	3,813,054	0
03/27/13 S	3,508,054.8500	1.0000	0	3,508,055	3,508,055	0
04/02/13 S	4,618,567.1900	1.0000	0	4,618,567	4,618,567	0
04/03/13 S	4,013,380.0500	1.0000	0	4,013,380	4,013,380	0
04/04/13 S	3,618,352.6400	1.0000	0	3,618,353	3,618,353	0
04/08/13 S	15,394.0800	1.0000	0	15,394	15,394	0
04/08/13 S	2,745,599.9000	1.0000	0	2,745,600	2,745,600	0
04/09/13 S	6,383,146.0000	1.0000	0	6,383,146 *	6,383,146	0
04/10/13 S	3,908,577.9700	1.0000	0	3,908,578	3,908,578	0
04/11/13 S	9,166,610.9500	1.0000	0	9,166,611 *	9,166,611	0
04/12/13 S	2,683,214.8500	1.0000	0	2,683,215	2,683,215	0
04/15/13 S	1,385,038.6400	1.0000	0	1,385,039	1,385,039	0
04/17/13 S	4,241,527.3400	1.0000	0	4,241,527	4,241,527	0
04/18/13 S	9,010,604.9900	1.0000	0	9,010,605 *	9,010,605	0
04/19/13 S	12,781,667.9800	1.0000	0	12,781,668 *	12,781,668	0
04/22/13 S	2,725,640.4700	1.0000	0	2,725,640	2,725,640	0
04/23/13 S	4,264,849.7800	1.0000	0	4,264,850	4,264,850	0
04/24/13 S	4,045,557.3400	1.0000	0	4,045,557	4,045,557	0
04/25/13 S	8,874,217.5800	1.0000	0	8,874,218 *	8,874,218	0
04/26/13 S	1,963,462.1900	1.0000	0	1,963,462	1,963,462	0
04/29/13 S	2,962,442.7800	1.0000	0	2,962,443	2,962,443	0
05/02/13 S	7,561,474.9000	1.0000	0	7,561,475 *	7,561,475	0
05/03/13 S	13,534,591.9100	1.0000	0	13,534,592 *	13,534,592	0
05/06/13 S	5,892,383.0200	1.0000	0	5,892,383	5,892,383	0
05/08/13 S	14,644.6500	1.0000	0	14,645	14,645	0
05/09/13 S	6,132,942.4300	1.0000	0	6,132,942	6,132,942	0
05/10/13 S	1,997,433.9600	1.0000	0	1,997,434	1,997,434	0
05/13/13 S	4,121,477.7500	1.0000	0	4,121,478	4,121,478	0
05/14/13 S	4,440,135.4200	1.0000	0	4,440,135	4,440,135	0
05/15/13 S	3,849,254.0400	1.0000	0	3,849,254	3,849,254	0
05/17/13 S	12,754,742.0500	1.0000	0	12,754,742 *	12,754,742	0
05/20/13 S	3,338,070.4700	1.0000	0	3,338,070	3,338,070	0
05/21/13 S	4,558,775.3700	1.0000	0	4,558,775	4,558,775	0
05/22/13 S	3,663,766.5000	1.0000	0	3,663,767	3,663,767	0
05/23/13 S	5,873,708.0000	1.0000	0	5,873,708	5,873,708	0
05/24/13 S	4,265,632.2500	1.0000	0	4,265,632	4,265,632	0
05/28/13 S	3,243,165.7200	1.0000	0	3,243,166	3,243,166	0
05/29/13 S	6,053,073.7600	1.0000	0	6,053,074	6,053,074	0
06/03/13 S	2,654,246.4800	1.0000	0	2,654,246	2,654,246	0
06/04/13 S	4,136,175.9200	1.0000	0	4,136,176	4,136,176	0



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DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
06/05/13 S	3,587,922.9200	1.0000		3,587,923	3,587,923	0
06/06/13 S	1,492,831.6400	1.0000		1,492,832	1,492,832	0
06/10/13 S	14,131.9300	1.0000		14,132	14,132	0
06/10/13 S	4,870,591.2800	1.0000		4,870,591	4,870,591	0
06/11/13 S	4,505,595.4900	1.0000		4,505,595	4,505,595	0
06/12/13 S	4,890,232.0100	1.0000		4,890,232	4,890,232	0
06/13/13 S	7,661,936.4600	1.0000		7,661,936 *	7,661,936	0
06/14/13 S	1,819,987.0100	1.0000		1,819,987	1,819,987	0
06/17/13 S	2,413,424.1800	1.0000		2,413,424	2,413,424	0
06/18/13 S	3,496,047.0300	1.0000		3,496,047	3,496,047	0
06/19/13 S	4,310,400.5400	1.0000		4,310,401	4,310,401	0
06/20/13 S	8,444,812.7300	1.0000		8,444,813 *	8,444,813	0
06/21/13 S	2,650,018.5300	1.0000		2,650,019	2,650,019	0
06/24/13 S	6,145,718.2300	1.0000		6,145,718	6,145,718	0
06/25/13 S	6,041,817.8200	1.0000		6,041,818	6,041,818	0
06/26/13 S	4,707,199.3900	1.0000		4,707,199	4,707,199	0
07/01/13 S	1,966,514.7600	1.0000		1,966,515	1,966,515	0
07/02/13 S	3,144,915.9500	1.0000		3,144,916	3,144,916	0
07/03/13 S	4,073,701.4300	1.0000		4,073,701	4,073,701	0
07/05/13 S	7,939,629.6800	1.0000		7,939,630 *	7,939,630	0
07/08/13 S	1,577,195.0100	1.0000		1,577,195	1,577,195	0
07/09/13 S	15,544.4400	1.0000		15,544	15,544	0
07/10/13 S	4,103,471.2600	1.0000		4,103,471	4,103,471	0
07/11/13 S	7,269,971.5300	1.0000		7,269,972 *	7,269,972	0
07/12/13 S	1,014,794.6600	1.0000		1,014,795	1,014,795	0
07/15/13 S	5,912,454.8500	1.0000		5,912,455	5,912,455	0
07/18/13 S	6,729,921.1400	1.0000		6,729,921 *	6,729,921	0
07/19/13 S	3,250,622.2700	1.0000		3,250,622	3,250,622	0
07/22/13 S	3,587,795.4200	1.0000		3,587,795	3,587,795	0
07/23/13 S	6,529,514.1900	1.0000		6,529,514 *	6,529,514	0
07/24/13 S	4,478,707.1700	1.0000		4,478,707	4,478,707	0
07/25/13 S	7,190,180.9200	1.0000		7,190,181 *	7,190,181	0
07/26/13 S	10,642,717.8600	1.0000		10,642,718 *	10,642,718	0
07/29/13 S	7,557,524.6400	1.0000		7,557,525 *	7,557,525	0
07/30/13 S	4,392,292.2100	1.0000		4,392,292	4,392,292	0
08/02/13 S	3,169,946.4800	1.0000		3,169,946	3,169,946	0
08/05/13 S	2,656,025.1600	1.0000		2,656,025	2,656,025	0
08/08/13 S	6,895,179.7300	1.0000		6,895,180 *	6,895,180	0
08/08/13 S	16,069.2000	1.0000		16,069	16,069	0
08/09/13 S	13,736,761.8100	1.0000		13,736,762 *	13,736,762	0
08/12/13 S	4,351,217.6000	1.0000		4,351,218	4,351,218	0
08/13/13 S	7,920,611.5400	1.0000		7,920,612 *	7,920,612	0
08/14/13 S	4,434,290.3800	1.0000		4,434,290	4,434,290	0
08/15/13 S	7,423,022.7200	1.0000		7,423,023 *	7,423,023	0
08/19/13 S	4,488,211.5500	1.0000		4,488,212	4,488,212	0
08/20/13 S	3,395,087.2800	1.0000		3,395,087	3,395,087	0



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DATE BOUGHT/ SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
08/21/13 S	4,429,356.8900	1.0000	0	4,429,357	4,429,357	0
08/22/13 S	7,483,029.8000	1.0000	0	7,483,030 *	7,483,030	0
08/23/13 S	13,028,981.1900	1.0000	0	13,028,981 *	13,028,981	0
08/26/13 S	4,190,782.3600	1.0000	0	4,190,782	4,190,782	0
08/27/13 S	5,744,852.6400	1.0000	0	5,744,853	5,744,853	0
08/28/13 S	3,809,118.1600	1.0000	0	3,809,118	3,809,118	0
08/29/13 S	6,975,575.3000	1.0000	0	6,975,575 *	6,975,575	0
09/03/13 S	3,479,893.6300	1.0000	0	3,479,894	3,479,894	0
09/04/13 S	6,728,204.2000	1.0000	0	6,728,204 *	6,728,204	0
09/05/13 S	3,634,484.7600	1.0000	0	3,634,485	3,634,485	0
09/09/13 S	2,794,890.2700	1.0000	0	2,794,890	2,794,890	0
09/10/13 S	16,128.6300	1.0000	0	16,129	16,129	0
09/10/13 S	3,992,696.9900	1.0000	0	3,992,697	3,992,697	0
09/11/13 S	3,951,507.9200	1.0000	0	3,951,508	3,951,508	0
09/12/13 S	6,384,555.7300	1.0000	0	6,384,556 *	6,384,556	0
09/13/13 S	3,028,430.6500	1.0000	0	3,028,431	3,028,431	0
09/16/13 S	1,287,825.9400	1.0000	0	1,287,826	1,287,826	0
09/18/13 S	5,193,316.6800	1.0000	0	5,193,317	5,193,317	0
09/19/13 S	6,472,811.0300	1.0000	0	6,472,811 *	6,472,811	0
09/20/13 S	12,543,030.9400	1.0000	0	12,543,031 *	12,543,031	0
09/23/13 S	2,775,254.5300	1.0000	0	2,775,255	2,775,255	0
09/24/13 S	4,942,680.8200	1.0000	0	4,942,681	4,942,681	0
09/25/13 S	5,434,644.8900	1.0000	0	5,434,645	5,434,645	0
09/26/13 S	7,646,323.8600	1.0000	0	7,646,324 *	7,646,324	0
09/27/13 S	2,270,626.6500	1.0000	0	2,270,627	2,270,627	0
10/02/13 S	3,298,594.0500	1.0000	0	3,298,594	3,298,594	0
10/03/13 S	6,588,237.5200	1.0000	0	6,588,238	6,588,238	0
10/04/13 S	6,743,399.0900	1.0000	0	6,743,399 *	6,743,399	0
10/07/13 S	2,142,123.8700	1.0000	0	2,142,124	2,142,124	0
10/08/13 S	15,810.4400	1.0000	0	15,810	15,810	0
10/09/13 S	3,617,822.0300	1.0000	0	3,617,822	3,617,822	0
10/10/13 S	8,366,672.8300	1.0000	0	8,366,673 *	8,366,673	0
10/11/13 S	3,499,662.3000	1.0000	0	3,499,662	3,499,662	0
10/15/13 S	4,602,116.0000	1.0000	0	4,602,116	4,602,116	0
10/16/13 S	890,172.0400	1.0000	0	890,172	890,172	0
10/17/13 S	5,092,560.0300	1.0000	0	5,092,560	5,092,560	0
10/18/13 S	13,183,006.6400	1.0000	0	13,183,007 *	13,183,007	0
10/21/13 S	5,867,746.5900	1.0000	0	5,867,747	5,867,747	0
10/22/13 S	4,754,888.8600	1.0000	0	4,754,889	4,754,889	0
10/23/13 S	5,393,283.5600	1.0000	0	5,393,284	5,393,284	0
10/24/13 S	6,604,041.7300	1.0000	0	6,604,042 *	6,604,042	0
10/25/13 S	1,408,619.7900	1.0000	0	1,408,620	1,408,620	0
10/28/13 S	2,962,646.6400	1.0000	0	2,962,647	2,962,647	0
10/29/13 S	5,257,983.9500	1.0000	0	5,257,984	5,257,984	0
10/30/13 S	6,203,053.4900	1.0000	0	6,203,053 *	6,203,053	0
10/31/13 S	11,693,714.2700	1.0000	0	11,693,714 *	11,693,714	0



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DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
11/04/13 \$	4,135,404.6900	1.0000	0	4,135,405	4,135,405	0
11/05/13 \$	4,825,121.4700	1.0000	0	4,825,121	4,825,121	0
11/06/13 \$	3,606,767.3500	1.0000	0	3,606,767	3,606,767	0
11/08/13 \$	15,201.8200	1.0000	0	15,202	15,202	0
11/08/13 \$	2,116,152.4800	1.0000	0	2,116,152	2,116,152	0
11/12/13 \$	6,848,760.3600	1.0000	0	6,848,760 *	6,848,760	0
11/13/13 \$	6,932,592.9200	1.0000	0	6,932,593 *	6,932,593	0
11/14/13 \$	4,763,946.4200	1.0000	0	4,763,946	4,763,946	0
11/15/13 \$	6,464,890.3200	1.0000	0	6,464,890 *	6,464,890	0
11/18/13 \$	2,965,741.9500	1.0000	0	2,965,742	2,965,742	0
11/19/13 \$	2,659,003.9100	1.0000	0	2,659,004	2,659,004	0
11/20/13 \$	4,006,064.8900	1.0000	0	4,006,065	4,006,065	0
11/21/13 \$	8,213,854.2000	1.0000	0	8,213,854 *	8,213,854	0
11/22/13 \$	1,901,899.1700	1.0000	0	1,901,899	1,901,899	0
11/25/13 \$	8,210,248.5100	1.0000	0	8,210,249 *	8,210,249	0
11/26/13 \$	5,371,103.2000	1.0000	0	5,371,103	5,371,103	0
11/29/13 \$	17,905,437.2300	1.0000	0	17,905,437 *	17,905,437	0
12/02/13 \$	5,704,051.5300	1.0000	0	5,704,052	5,704,052	0
12/03/13 \$	746,946.6600	1.0000	0	746,947	746,947	0
12/04/13 \$	3,751,920.6900	1.0000	0	3,751,921	3,751,921	0
12/09/13 \$	15,430.3200	1.0000	0	15,430	15,430	0
12/09/13 \$	1,915,263.3300	1.0000	0	1,915,263	1,915,263	0
12/10/13 \$	4,115,912.1200	1.0000	0	4,115,912	4,115,912	0
12/11/13 \$	5,642,373.0300	1.0000	0	5,642,374	5,642,374	0
12/12/13 \$	10,607,580.5300	1.0000	0	10,607,581 *	10,607,581	0
12/13/13 \$	13,505,971.2400	1.0000	0	13,505,971 *	13,505,971	0
12/16/13 \$	957,450.1300	1.0000	0	957,450	957,450	0
12/18/13 \$	4,560,362.1100	1.0000	0	4,560,362	4,560,362	0
12/19/13 \$	7,410,246.3900	1.0000	0	7,410,246 *	7,410,246	0
12/20/13 \$	2,276,808.7400	1.0000	0	2,276,809	2,276,809	0
12/23/13 \$	4,140,480.1300	1.0000	0	4,140,480	4,140,480	0
12/24/13 \$	8,948,116.8900	1.0000	0	8,948,117 *	8,948,117	0
12/26/13 \$	5,534,940.7100	1.0000	0	5,534,941	5,534,941	0
12/27/13 \$	14,963,670.1800	1.0000	0	14,963,670 *	14,963,670	0
12/30/13 \$	3,651,642.0800	1.0000	0	3,651,642	3,651,642	0
SUB-TOTAL OF SALES # 219				1,124,265,757	1,124,265,757	0
SUB-TOTAL				2,253,480,089	2,253,480,089	0
GRAND TOTAL				2,253,480,089	2,253,480,089	0



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

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

FOOTNOTES

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