

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>NATIONAL RAILWAY CARRIERS AND UNITED TRANSPORTATION UNION 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>510</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/2000</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>510</u>	1c Effective date of plan <u>01/01/2000</u>	
1b Three-digit plan number (PN) ▶	<u>510</u>				
1c Effective date of plan <u>01/01/2000</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>GOVERNING COMMITTEE</u> <u>1901 L STREET NW SUITE 500</u> <u>WASHINGTON, DC 20036</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>80-0616629</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>202-862-7200</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>482110</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>80-0616629</u>	2c Sponsor's telephone number <u>202-862-7200</u>	2d Business code (see instructions) <u>482110</u>	
2b Employer Identification Number (EIN) <u>80-0616629</u>					
2c Sponsor's telephone number <u>202-862-7200</u>					
2d Business code (see instructions) <u>482110</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	JOHN PREVISICH
	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		<div style="display: flex; justify-content: space-between;"> 5 147961 </div>
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		<div style="display: flex; justify-content: space-between;"> 6a 47983 </div>
b Retired or separated participants receiving benefits		<div style="display: flex; justify-content: space-between;"> 6b 98393 </div>
c Other retired or separated participants entitled to future benefits.....		<div style="display: flex; justify-content: space-between;"> 6c </div>
d Subtotal. Add lines 6a , 6b , and 6c		<div style="display: flex; justify-content: space-between;"> 6d 146376 </div>
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		<div style="display: flex; justify-content: space-between;"> 6e </div>
f Total. Add lines 6d and 6e		<div style="display: flex; justify-content: space-between;"> 6f 0 </div>
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		<div style="display: flex; justify-content: space-between;"> 6g </div>
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		<div style="display: flex; justify-content: space-between;"> 6h </div>
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		<div style="display: flex; justify-content: space-between;"> 7 36 </div>
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) Department of the Treasury Internal Revenue Service <hr/> Department of Labor Employee Benefits Security Administration <hr/> Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110
		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 NATIONAL RAILWAY CARRIERS AND UNITED TRANSPORTATION UNION HEALTH & WELFARE PLAN	B Three-digit plan number (PN) ►	510
C Plan sponsor's name as shown on line 2a of Form 5500 GOVERNING COMMITTEE	D Employer Identification Number (EIN) 80-0616629	

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	105147	146376	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).

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end **4****5** Current value of plan's interest under this contract in separate accounts at year end **5****6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier **6b****c** Premiums due but unpaid at the end of the year **6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. **6d**
Specify nature of costs ▶**e** Type of contract: (1) ☐ 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****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****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**

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)	6735037	
(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)		6735037
b Benefit charges (1) Claims paid.....	9b(1)	4821721	
(2) Increase (decrease) in claim reserves.....	9b(2)	338927	
(3) Incurred claims (add (1) and (2)).....	9b(3)		5160648
(4) Claims charged	9b(4)		5160648
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)	525891	
(E) Taxes	9c(1)(E)	161525	
(F) Charges for risks or other contingencies.....	9c(1)(F)	64401	
(G) Other retention charges	9c(1)(G)	822572	
(H) Total retention	9c(1)(H)		1574389
(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)		1705932
(3) Other reserves.....	9d(3)		3491385
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 <u>NATIONAL RAILWAY CARRIERS AND UNITED TRANSPORTATION UNION HEALTH & WELFARE PLAN</u>	B Three-digit plan number (PN) <u>510</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GOVERNING COMMITTEE</u>	D Employer Identification Number (EIN) <u>80-0616629</u>

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	
<u>UNITEDHEALTHCARE</u>	<u>185 ASYLUM STREET</u> <u>HARTFORD, CT 06103</u>
<u>36-2739571</u>	

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

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

(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 US HEALTHCARE

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	3643934	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	427843	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	32644	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	526408	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)

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?
22	NONE	17405	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)

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	8523719	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"/>

(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	22427500	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	2125314	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	9562	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>NATIONAL RAILWAY CARRIERS AND UNITED TRANSPORTATION UNION HEALTH & WELFARE PLAN</u>	B Three-digit plan number (PN) ►	<u>510</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GOVERNING COMMITTEE</u>	D Employer Identification Number (EIN) <u>80-0616629</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a	1000000	600000
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	15770498	49024094
	(2) Participant contributions	1b(2)	8068291	8175620
	(3) Other	1b(3)	7435091	11839329
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	278722105	334004596
	(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)	2657889	3491385

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	313653874	407135024

Liabilities

g Benefit claims payable	1g	58354387	60728288
h Operating payables	1h	1060725	1252351
i Acquisition indebtedness	1i		
j Other liabilities	1j	71648	50388
k Total liabilities (add all amounts in lines 1g through 1j)	1k	59486760	62031027

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	254167114	345103997
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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)	571857408	
(B) Participants	2a(1)(B)	99913020	
(C) Others (including rollovers)	2a(1)(C)	156887	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		671927315
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	38549	
(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)		38549
(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		671965864

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	538795593	
(2) To insurance carriers for the provision of benefits	2e(2)	5961257	
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		544756850
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)	604019	
(2) Contract administrator fees	2i(2)	35065521	
(3) Investment advisory and management fees	2i(3)	427843	
(4) Other	2i(4)	174748	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		36272131
j Total expenses. Add all expense amounts in column (b) and enter total	2j		581028981

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		90936883
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	
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	
e Was this plan covered by a fidelity bond?	X		1000000
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	
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		979479
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	
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		
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		
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	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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 TRUST FOR THE NRC&UTU H&W PLAN

6b Trust's EIN
 522174651

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

EIN: 80-0616629

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 Governing Committee, consisting of:

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

and

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

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

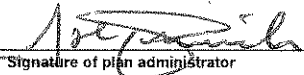
Pension Benefit Guaranty Corporation

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.**1a** Name of planNATIONAL RAILWAY CARRIERS AND UNITED
TRANSPORTATION UNION HEALTH & WELFARE PLAN**1b** Three-digit
plan number (PN).... 510**1c** Effective date of plan
01/01/2000**2a** Plan sponsor's name and address, including room or suite number (employer, if for single-employer plan)**2b** Employer Identification Number (EIN)
80-0616629**2c** Sponsor's telephone number
202-862-7200**2d** Business code (see instructions)
482110GOVERNING COMMITTEE
1901 L STREET, N.W., SUITE 500
WASHINGTON, DC 20036**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		OCT. 10, 2014	JOHN PREVISICH
	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)			Preparer's telephone number (optional)
Matthew B Dubnansky, CPA TMDG, LLC. 500 E PRATT ST STE 525 BALTIMORE MD 21202-3178			

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.

1a Name of plan NATIONAL RAILWAY CARRIERS AND UNITED TRANSPORTATION UNION HEALTH & WELFARE PLAN	1b Three-digit plan number (PN)..... ► 510
	1c Effective date of plan 01/01/2000
2a Plan sponsor's name and address, including room or suite number (employer, if for single-employer plan)	2b Employer Identification Number (EIN) 80-0616629
	2c Sponsor's telephone number 202-862-7200
	2d Business code (see instructions) 482110

GOVERNING COMMITTEE
1901 L STREET, N.W., SUITE 500
WASHINGTON, DC 20036**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	<i>A. K. Gradia</i>	10/10/14	A. K. GRADIA
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		3 b Administrator's EIN
		3 c Administrator's telephone number
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:		4 b EIN
a Sponsor's name		4 c PN
5 Total number of participants at the beginning of the plan year		5 147961
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 47983
b Retired or separated participants receiving benefits		6 b 98393
c Other retired or separated participants entitled to future benefits		6 c
d Subtotal. Add lines 6a , 6b , and 6c		6 d 146376
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 36
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;"> <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> </div>		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:		
<div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> <div><input type="checkbox"/></div> </div>		
9 a Plan funding arrangement (check all that apply)		
<div style="display: flex; justify-content: space-between;"> <div> (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> 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)		
a Pension Schedules		b General Schedules
(1) <input type="checkbox"/> R (Retirement Plan Information)		(1) <input checked="" type="checkbox"/> H (Financial Information)
(2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) – signed by the plan actuary		(2) <input type="checkbox"/> I (Financial Information – Small Plan)
(3) <input type="checkbox"/> SB (Single-Employer Defined Benefit Plan Actuarial Information) – signed by the plan actuary		(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)

- ▶ 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

A Name of filer, plan administrator, or plan sponsor (see instructions)
SEE ATTACHED STATEMENT
Number, street, and room or suite number (if a P.O. box, see instructions)
1901 L STREET, NW
City or town, state, and ZIP code
WASHINGTON, DC 20036

Social security number (SSN) (9 digits XXX-XX-XXXX)

C	Plan name	Plan number	Plan year ending		
			MM	DD	YYYY
1	NATIONAL RAILWAY CARRIERS AND UNITED	510	12	31	13

1 ☐ Check this box if you are requesting an extension of time on line 2 to file the first Form 5500 series return/report for the plan listed in Part 1, C above.

2 I request an extension of time until 10/15/2014 to file Form 5500 series (see instructions).
Note. A signature IS NOT required if you are requesting an extension to file Form 5500 series.

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

The application is **automatically approved** to the date shown on line 2 and/or line 3 (above) if: **(a)** the Form 5558 is filed on or before the normal due date of Form 5500 series, and/or Form 8955-SSA for which this extension is requested, and **(b)** the date on line 2 and/or line 3 (above) is not later than the 15th day of the third month after the normal due date.

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

a Enter the Code section(s) imposing the tax. ▶ a

b Enter the payment amount attached **b**

c For excise taxes under section 4980 or 4980F of the Code, enter the reversion/amendment date **c**

5 State in detail why you need the extension:

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

Signature ▶

Date ▶

THE NATIONAL RAILWAY CARRIERS AND UNITED TRANSPORTATION
UNION HEALTH AND WELFARE PLAN
EIN: 80-0616629
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 Governing Committee, consisting of:

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

and

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

NATIONAL RAILWAY CARRIERS AND UNITED TRANSPORTATION UNION
HEALTH AND WELFARE PLAN

FINANCIAL STATEMENTS
(Together with report of Independent Public Accountants)

December 31, 2013 and 2012

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



INDEPENDENT AUDITOR'S REPORT

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

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the National Railway Carriers and United Transportation Union 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 13, 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.

Emphasis of Matter

As discussed in Note 3 to the financial statements, the 2012 financial statements have been restated to correct a misstatement. Our opinion is not modified with respect to this matter.

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.



Baltimore, Maryland
October 10, 2014

NATIONAL RAILWAY CARRIERS AND UNITED TRANSPORTATION UNION
HEALTH AND WELFARE PLAN

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

	2013	2012 (Restated)
ASSETS		
Investments, at fair value	<u>\$ 334,984,075</u>	<u>\$ 279,697,759</u>
Receivables:		
Participating railroads' contributions	49,024,094	15,770,498
Participants' contributions	8,175,620	8,068,291
Formulary rebates	11,604,803	7,142,651
Federal government subsidy	132,478	144,082
Other	<u>102,048</u>	<u>148,358</u>
	<u>69,039,043</u>	<u>31,273,880</u>
Insurance premium stabilization reserve	<u>2,511,906</u>	<u>1,682,235</u>
Cash	<u>600,000</u>	<u>1,000,000</u>
Amounts due from participating railroads	<u>-</u>	<u>-</u>
Total assets	<u>407,135,024</u>	<u>313,653,874</u>
LIABILITIES		
Accounts payable and accrued expenses	1,252,351	1,060,725
Prepaid participants' COBRA contributions	<u>50,388</u>	<u>71,648</u>
Total liabilities	<u>1,302,739</u>	<u>1,132,373</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 405,832,285</u>	<u>\$ 312,521,501</u>

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

NATIONAL RAILWAY CARRIERS AND UNITED TRANSPORTATION UNION
HEALTH AND WELFARE PLAN

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

ADDITIONS

Investment income:	
Interest income	\$ 38,549
Less investment expenses	<u>(427,843)</u>
	<u>(389,294)</u>
Participating railroads' contributions	571,857,408
Participants' contributions	98,935,526
Participants' COBRA contributions	977,494
Federal government subsidy	132,478
Other	<u>24,409</u>
	<u>671,927,315</u>
Total additions	<u>671,538,021</u>

DEDUCTIONS

Benefits paid to or for participants, beneficiaries and dependents:	
Health claims	455,882,257
Prescription drug claims	80,533,818
Insurance premiums	<u>5,966,874</u>
	<u>542,382,949</u>
Administrative expenses	<u>35,844,288</u>
Total deductions	<u>578,227,237</u>
Net increase	<u>93,310,784</u>

NET ASSETS AVAILABLE FOR BENEFITS

Beginning of year, as previously reported	351,812,894
Restatement (Note 3)	<u>(39,291,393)</u>
Beginning of year, as restated	<u>312,521,501</u>
End of year	<u>\$ 405,832,285</u>

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

NATIONAL RAILWAY CARRIERS AND UNITED TRANSPORTATION UNION
HEALTH AND WELFARE PLAN

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

	2013	2012
AMOUNTS CURRENTLY PAYABLE TO OR FOR PARTICIPANTS, BENEFICIARIES, AND DEPENDENTS		
Claims payable	\$ 22,761,750	\$ 23,332,183
Insurance premiums payable	<u>7,178</u>	<u>12,795</u>
	<u>22,768,928</u>	<u>23,344,978</u>
OTHER OBLIGATIONS FOR CURRENT BENEFITS COVERAGE, AT PRESENT VALUE OF ESTIMATED AMOUNTS		
Claims incurred but not reported	37,959,360	35,009,409
Accumulated eligibility credit and extended benefit coverage	<u>82,567,370</u>	<u>88,233,871</u>
	<u>120,526,730</u>	<u>123,243,280</u>
Total obligations other than post-retirement benefit obligations	<u>143,295,658</u>	<u>146,588,258</u>
POST-RETIREMENT BENEFIT OBLIGATIONS		
Current retirees	44,762,944	49,840,840
Other participants fully eligible for benefits	744,345	967,619
Other participants not yet fully eligible for benefits	<u>7,550,501</u>	<u>9,815,348</u>
	<u>53,057,790</u>	<u>60,623,807</u>
PLAN'S TOTAL BENEFIT OBLIGATIONS	<u>\$ 196,353,448</u>	<u>\$ 207,212,065</u>

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

NATIONAL RAILWAY CARRIERS AND UNITED TRANSPORTATION UNION
HEALTH AND WELFARE PLAN

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

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

Claims payable:

Balance at beginning of year	\$ 23,332,183
Claims reported and approved for payment	535,845,642
Claims paid (including disability)	<u>(536,416,075)</u>
Balance at end of year	<u>22,761,750</u>

Insurance premiums payable:

Balance at beginning of year	12,795
Premiums due	5,961,257
Premiums paid	<u>(5,966,874)</u>
Balance at end of year	<u>7,178</u>

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

Balance at beginning of year	123,243,280
Net change during the year:	
Other	<u>(2,716,550)</u>
Balance at end of year	<u>120,526,730</u>

Total obligations other than post-retirement benefit obligations	<u>143,295,658</u>
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POST-RETIREMENT BENEFIT OBLIGATIONS

Balance at beginning of year	60,623,807
Increase (decrease) during the year attributed to:	
Benefits earned and other changes	778,341
Benefits expected to be paid	(4,647,557)
Interest	2,187,053
Changes in actuarial assumptions	<u>(5,883,854)</u>
Balance at end of year	<u>53,057,790</u>

PLAN'S TOTAL BENEFIT OBLIGATION	<u>\$ 196,353,448</u>
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The Notes to Financial Statements are an integral part of this statement.

NOTES TO FINANCIAL STATEMENTS

Note 1. Description of the Plan

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

General

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

Benefits

The Plan benefits are provided on a self-insured basis, except for life insurance and accidental death and dismemberment insurance, which are provided by Metropolitan Life Insurance Company through an experience-rated insurance contract. 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 10 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.

NOTES TO FINANCIAL STATEMENTS

Note 1. Description of the Plan (continued)

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 has 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.

Use of estimates

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

NOTES TO FINANCIAL STATEMENTS

Note 2. Significant Accounting Policies (continued)

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 7 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 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 \$11,932,300 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.

NOTES TO FINANCIAL STATEMENTS

Note 2. Significant Accounting Policies (continued)

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 \$22,352 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 to be insignificant 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.

Note 3. Restatement

The participating railroads' contributions receivable and related contributions as of and for the year ended December 31, 2012 were overstated by \$39,291,393. Therefore, the participating railroads' contributions receivable, related contributions, and net assets available for benefits, which were previously reported as \$55,061,891, \$572,040,694, and \$351,812,894, respectively, have been reduced accordingly.

Note 4. 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

NOTES TO FINANCIAL STATEMENTS

Note 4. Investments (continued)

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*	\$334,004,596	\$278,722,105
Guaranteed life insurance funding agreement with Metropolitan Life Insurance Company	<u>979,479</u>	<u>975,654</u>
	<u>\$334,984,075</u>	<u>\$279,697,759</u>

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

Note 5. Funding Agreement (See Note 4)

In 2008, 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 \$975,654.

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

NOTES TO FINANCIAL STATEMENTS

Note 5. Funding Agreement (See Note 4) (continued)

Bills set at the first weekly auction in the month plus 0.25%. The balance of the Agreement as of December 31, 2013, principal plus accrued interest, was \$979,479.

Note 6. 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 7. 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.

Level 3

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

NOTES TO FINANCIAL STATEMENTS

Note 7. Fair Value Measurements (continued)

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 5.)

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	\$334,004,596	\$ -	\$334,004,596
Funding agreement	<u>-</u>	<u>979,479</u>	<u>979,479</u>
Total assets at fair value	<u>\$334,004,596</u>	<u>\$ 979,479</u>	<u>\$334,984,075</u>

Assets at Fair Value as of December 31, 2012

	<u>Level 1</u>	<u>Level 3</u>	<u>Total</u>
Assets:			
Money market funds	\$278,722,105	\$ -	\$278,722,105
Funding agreement	<u>-</u>	<u>975,654</u>	<u>975,654</u>
Total assets at fair value	<u>\$278,722,105</u>	<u>\$ 975,654</u>	<u>\$279,697,759</u>

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

NOTES TO FINANCIAL STATEMENTS

Note 7. Fair Value Measurements (continued)

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 <u>Year Ended December 31, 2013</u>	
Balance, beginning of year	\$ 975,654
Interest credited during the year	<u>3,825</u>
Balance, end of year	<u>\$ 979,479</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 Inputs</u>	<u>Significant Input Values</u>
Funding agreement	\$979,479	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 5). Pursuant to the Funding 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.

** 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.

NOTES TO FINANCIAL STATEMENTS

Note 8. 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 9. 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.

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.

NOTES TO FINANCIAL STATEMENTS

Note 9. Post-Retirement Benefits (continued)

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. Based on this analysis, no further adjustment was required. 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%

Mortality Assumption

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.

Termination Assumption

RRB Table S-12 – 30 Year Select and Ultimate Table.

Disability Assumption

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

NOTES TO FINANCIAL STATEMENTS

Note 9. Post-Retirement Benefits (continued)

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 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 10. Other Plan Benefit Obligations

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

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.

	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	9.42%	10.69%

The obligation relating to accumulated eligibility of participants and extended benefit coverage available to Plan participants is determined by UnitedHealthcare by applying

NOTES TO FINANCIAL STATEMENTS

Note 10. Other Plan Benefit Obligations (continued)

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 11. Concentration of Participating Railroads

There are approximately 36 railroads participating in the Plan, of which 4 Class I railroads comprised approximately 88% 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 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	29.3%	29.6%
B	26.4%	26.1%
C	16.2%	16.3%
D	16.2%	16.3%

Note 12. Contingencies

See Note 10 regarding the Other Plan Benefit Obligations contingency.

NOTES TO FINANCIAL STATEMENTS

Note 13. 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	\$ 334,004,596	\$ 278,722,105
Accrued interest	\$ 2,658	\$ 2,230
Interest income	\$ 27,626	\$ 20,948

* 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.

Note 14. 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 (Restated)
Net assets available for benefits as reported within the financial statements	\$ 405,832,285	\$ 312,521,501
Benefit obligations currently payable	(60,721,110)	(58,341,592)
Insurance premiums payable	(7,178)	(12,795)
Net assets available for benefits as reported within the Form 5500	<u>\$ 345,103,997</u>	<u>\$ 254,167,114</u>

NOTES TO FINANCIAL STATEMENTS

Note 14. Reconciliation of Financial Statements to Form 5500 (continued)

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	\$ 536,416,075
Add: Amounts payable at end of year	60,721,110
Less: Amounts payable at beginning of year	<u>(58,341,592)</u>
Benefits paid to or for participants as reported within the Form 5500	<u>\$ 538,795,593</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	\$ 5,966,874
Add: Amounts payable as of the end of year	7,178
Less: Amounts payable as of the beginning of year	<u>(12,795)</u>
Insurance premiums paid for participants as reported within the Form 5500	<u>\$ 5,961,257</u>

Note 15. 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 16. 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

NOTES TO FINANCIAL STATEMENTS

Note 16. Risks and Uncertainties (continued)

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.

SUPPLEMENTAL SCHEDULES

NATIONAL RAILWAY CARRIERS AND UNITED TRANSPORTATION UNION
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: 80-0616629
Plan Number: 510

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	Cost	Current Value
	Cash and cash equivalents			
*	SunTrust Bank Account 70-04-102-7036735	Money Market Fund Federated Trsy Oblig MM-I #68 FFS	\$ 334,004,596	\$ 334,004,596
	Insurance contract			
*	Metropolitan Life Insurance Co. Account 143324-T-4	Funding Agreement, 6 month, Treasury Bill + 0.25%	979,479	979,479
			<u>\$ 334,984,075</u>	<u>\$ 334,984,075</u>

* Known Party-In-Interest With The Plan

NATIONAL RAILWAY CARRIERS AND UNITED TRANSPORTATION UNION
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: 80-0616629
Plan Number: 510

(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 70-04-102-7036735	(See attached schedule as prepared and reported by SunTrust Bank)				



REPORTABLE TRANSACTIONS WORKSHEET

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ACCOUNT 7036735

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RAILROAD - NRC / UTU HLTH&WELFARE

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
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BEGINNING MARKET VALUE 278,724,305.78
COMPARATIVE VALUE (\$X) 13,936,215.29

CATEGORY 1 - SINGLE TRANSACTION EXCEEDS \$X OF VALUE

ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MH-I #68						
03/01/13 B	38,507,053.7500	1.0000		0	-38,507,054 *	38,507,054
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MH-I #68						
03/28/13 B	27,757,779.6300	1.0000		0	-27,757,780 *	27,757,780
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MH-I #68						
05/01/13 B	30,930,075.3800	1.0000		0	-30,930,075 *	30,930,075
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MH-I #68						
05/31/13 B	25,674,959.2400	1.0000		0	-25,674,959 *	25,674,959
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MH-I #68						
06/28/13 B	27,955,829.8700	1.0000		0	-27,955,830 *	27,955,830
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MH-I #68						
08/01/13 B	27,857,091.9900	1.0000		0	-27,857,092 *	27,857,092
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MH-I #68						
08/30/13 B	37,917,615.7900	1.0000		0	-37,917,616 *	37,917,616
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MH-I #68						
10/01/13 B	32,202,010.2900	1.0000		0	-32,202,010 *	32,202,010
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MH-I #68						
11/01/13 B	38,496,826.2100	1.0000		0	-38,496,826 *	38,496,826
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MH-I #68						
11/27/13 B	39,793,374.5800	1.0000		0	-39,793,375 *	39,793,375
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MH-I #68						
12/31/13 B	39,675,381.4800	1.0000		0	-39,675,381 *	39,675,381

GRAND TOTAL

0

366,767,998

0

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



REPORTABLE TRANSACTIONS WORKSHEET

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ACCOUNT 7036735

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RAILROAD - NRC / UTU HLTHWELFAIR

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
*** NO TRANSACTIONS QUALIFIED FOR THIS SECTION ***						
CATEGORY 3 - SERIES OF TRANSACTIONS IN SAME SECURITY EXCEEDS 5% OF VALUE						
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
01/02/13 B	2,230.4500	1.0000	0	-2,230	2,230	
01/04/13 B	8,470.373.1100	1.0000	0	-8,470.373	8,470.373	
01/16/13 B	2,303.602.6900	1.0000	0	-2,303.603	2,303.603	
02/01/13 B	2,283.0800	1.0000	0	-2,283	2,283	
02/07/13 B	7,101.711.7200	1.0000	0	-7,101.712	7,101.712	
02/15/13 B	1,483.243.3400	1.0000	0	-1,483.243	1,483.243	
03/01/13 B	38,507.053.7500	1.0000	0	-38,507.054 *	38,507.054	
03/04/13 B	1,808.0800	1.0000	0	-1,808	1,808	
03/08/13 B	3,162.847.2900	1.0000	0	-3,162.847	3,162.847	
03/15/13 B	1,999.725.9800	1.0000	0	-1,999.726	1,999.726	
03/28/13 B	27,757.779.6300	1.0000	0	-27,757.780 *	27,757.780	
04/01/13 B	4,175.813.4600	1.0000	0	-4,175.813	4,175.813	
04/02/13 B	2,096.6300	1.0000	0	-2,097	2,097	
04/05/13 B	4,976.350.8500	1.0000	0	-4,976.351	4,976.351	
04/15/13 B	15,438.6200	1.0000	0	-15,439	15,439	
04/16/13 B	1,975.712.9500	1.0000	0	-1,975.713	1,975.713	
04/30/13 B	3,887.886.9200	1.0000	0	-3,887.887	3,887.887	
05/01/13 B	30,930.075.3300	1.0000	0	-30,930.075 *	30,930.075	
05/02/13 B	2,043.7500	1.0000	0	-2,044	2,044	
05/07/13 B	344,803.9500	1.0000	0	-344,806	344,806	
05/08/13 B	6,718.675.1000	1.0000	0	-6,718.675	6,718.675	
05/30/13 B	3,717.339.7400	1.0000	0	-3,717.340	3,717.340	
05/31/13 B	25,674.959.2400	1.0000	0	-25,674.959 *	25,674.959	
06/04/13 B	2,162.0700	1.0000	0	-2,162	2,162	
06/07/13 B	7,245.117.0800	1.0000	0	-7,245.117	7,245.117	
06/27/13 B	4,131.940.5700	1.0000	0	-4,131.941	4,131.941	
06/28/13 B	27,955.829.8700	1.0000	0	-27,955.830 *	27,955.830	
07/02/13 B	2,186.5400	1.0000	0	-2,187	2,187	
07/08/13 B	693,392.1700	1.0000	0	-693,392	693,392	
07/09/13 B	7,384.633.1400	1.0000	0	-7,384.633	7,384.633	
07/16/13 B	175,609.4700	1.0000	0	-175,609	175,609	
07/17/13 B	267,311.9600	1.0000	0	-267,312	267,312	



REPORTABLE TRANSACTIONS WORKSHEET

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RAILROAD - NRC / UTU HLTHWELFAIR

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
07/31/13 B	3,600.299.9500	1.0000	0	-5,600.300	3,600.300	0
08/01/13 B	27,857.091.9900	1.0000	0	-27,857.092 *	27,857.092	0
08/02/13 B	2,329.7800	1.0000	0	-2,330	2,330	0
08/06/13 B	1,298.103.1800	1.0000	0	-1,298.103	1,298.103	0
08/07/13 B	7,684.510.0700	1.0000	0	-7,684.510	7,684.510	0
08/16/13 B	3,356.530.7900	1.0000	0	-3,356.531	3,356.531	0
08/30/13 B	37,917.615.7900	1.0000	0	-37,917.616 *	37,917.616	0
09/04/13 B	2,420.3200	1.0000	0	-2,421	2,421	0
09/06/13 B	3,629.076.8800	1.0000	0	-3,629.077	3,629.077	0
09/17/13 B	1,488.906.2600	1.0000	0	-1,488.906	1,488.906	0
09/30/13 B	4,188.202.5900	1.0000	0	-4,188.203	4,188.203	0
10/01/13 B	32,202.010.2900	1.0000	0	-32,202.010 *	32,202.010	0
10/02/13 B	2,368.7900	1.0000	0	-2,369	2,369	0
10/08/13 B	6,747.521.0100	1.0000	0	-6,747.521	6,747.521	0
10/16/13 B	564.837.6300	1.0000	0	-564.837	564.837	0
11/01/13 B	38,496.826.2100	1.0000	0	-38,496.826 *	38,496.826	0
11/04/13 B	2,501.4700	1.0000	0	-2,501	2,501	0
11/07/13 B	6,493.280.5400	1.0000	0	-6,493.281	6,493.281	0
11/27/13 B	39,793.374.5800	1.0000	0	-39,793.375 *	39,793.375	0
12/03/13 B	2,767.0100	1.0000	0	-2,767	2,767	0
12/06/13 B	7,194.342.7500	1.0000	0	-7,194.343	7,194.343	0
12/17/13 B	1,437.942.5600	1.0000	0	-1,437.943	1,437.943	0
12/31/13 B	39,675.381.4800	1.0000	0	-39,675.381 *	39,675.381	0
SUB-TOTAL OF BUYS \$ 55				484,730.284	484,730.284	0
01/02/13 S	1,662.217.5300	1.0000	0	1,662.218	1,662.218	0
01/03/13 S	3,352.402.4200	1.0000	0	3,352.402	3,352.402	0
01/07/13 S	620.022.9800	1.0000	0	620.023	620.023	0
01/08/13 S	681.242.4800	1.0000	0	681.242	681.242	0
01/09/13 S	34,219.9200	1.0000	0	34,220	34,220	0
01/09/13 S	946.866.2100	1.0000	0	946.866	946.866	0
01/10/13 S	3,114.612.1400	1.0000	0	3,114.612	3,114.612	0
01/11/13 S	3,904.143.9300	1.0000	0	3,904.144	3,904.144	0
01/14/13 S	912.568.0600	1.0000	0	912.568	912.568	0
01/15/13 S	972.109.7000	1.0000	0	972.110	972.110	0
01/17/13 S	4,264.616.6900	1.0000	0	4,264.617	4,264.617	0
01/18/13 S	1,009.983.5100	1.0000	0	1,009.984	1,009.984	0
01/22/13 S	1,145.350.9200	1.0000	0	1,145.351	1,145.351	0
01/23/13 S	3,056.142.8000	1.0000	0	3,056.143	3,056.143	0
01/24/13 S	4,300.059.8900	1.0000	0	4,300.060	4,300.060	0
01/25/13 S	4,236.596.8000	1.0000	0	4,236.597	4,236.597	0
01/28/13 S	1,002.922.9800	1.0000	0	1,002.923	1,002.923	0
01/29/13 S	1,205.781.5600	1.0000	0	1,205.782	1,205.782	0
01/30/13 S	1,502.956.6900	1.0000	0	1,502.957	1,502.957	0
01/31/13 S	5,324.904.7000	1.0000	0	5,324.905	5,324.905	0



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REPORTABLE TRANSACTIONS WORKSHEET

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RAILROAD - NRC / UTU HLTHWELFAF

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
02/01/13 S	1,109,420.2200	1.0000	0	1,109,420	1,109,420	0
02/04/13 S	2,359,868.8200	1.0000	0	2,359,869	2,359,869	0
02/05/13 S	2,350,852.5500	1.0000	0	2,350,853	2,350,853	0
02/06/13 S	388,694.3200	1.0000	0	388,694	388,694	0
02/08/13 S	35,228.9800	1.0000	0	35,229	35,229	0
02/08/13 S	4,119,078.4000	1.0000	0	4,119,078	4,119,078	0
02/11/13 S	838,837.6100	1.0000	0	838,838	838,838	0
02/12/13 S	1,654,995.2600	1.0000	0	1,654,995	1,654,995	0
02/13/13 S	1,072,688.6400	1.0000	0	1,072,689	1,072,689	0
02/14/13 S	2,227,657.4700	1.0000	0	2,227,657	2,227,657	0
02/19/13 S	1,617,783.2200	1.0000	0	1,617,783	1,617,783	0
02/20/13 S	3,732,721.6400	1.0000	0	3,732,722	3,732,722	0
02/21/13 S	5,395,766.9800	1.0000	0	5,395,767	5,395,767	0
02/22/13 S	4,785,330.7200	1.0000	0	4,785,331	4,785,331	0
02/25/13 S	405,589.1600	1.0000	0	405,589	405,589	0
02/26/13 S	309,695.9700	1.0000	0	309,696	309,696	0
02/27/13 S	491,119.8400	1.0000	0	491,120	491,120	0
02/28/13 S	6,192,772.3500	1.0000	0	6,192,772	6,192,772	0
03/04/13 S	706,891.3200	1.0000	0	706,891	706,891	0
03/05/13 S	1,446,320.7000	1.0000	0	1,446,321	1,446,321	0
03/06/13 S	1,106,866.6500	1.0000	0	1,106,867	1,106,867	0
03/07/13 S	1,110,754.5200	1.0000	0	1,110,755	1,110,755	0
03/08/13 S	31,095.2300	1.0000	0	31,095	31,095	0
03/11/13 S	747,846.4300	1.0000	0	747,847	747,847	0
03/12/13 S	2,360,775.1200	1.0000	0	2,360,775	2,360,775	0
03/13/13 S	1,464,252.2900	1.0000	0	1,464,252	1,464,252	0
03/14/13 S	3,481,800.7500	1.0000	0	3,481,801	3,481,801	0
03/18/13 S	844,906.7700	1.0000	0	844,907	844,907	0
03/19/13 S	1,702,762.8900	1.0000	0	1,702,763	1,702,763	0
03/20/13 S	1,601,175.8100	1.0000	0	1,601,176	1,601,176	0
03/21/13 S	4,659,436.4500	1.0000	0	4,659,437	4,659,437	0
03/22/13 S	4,444,946.9300	1.0000	0	4,444,947	4,444,947	0
03/25/13 S	1,019,443.9000	1.0000	0	1,019,444	1,019,444	0
03/26/13 S	2,824,135.4000	1.0000	0	2,824,136	2,824,136	0
03/27/13 S	1,561,004.7400	1.0000	0	1,561,005	1,561,005	0
04/02/13 S	1,492,722.5300	1.0000	0	1,492,723	1,492,723	0
04/03/13 S	766,292.7700	1.0000	0	766,293	766,293	0
04/04/13 S	1,158,159.5400	1.0000	0	1,158,160	1,158,160	0
04/08/13 S	32,192.0500	1.0000	0	32,192	32,192	0
04/08/13 S	1,691,036.7000	1.0000	0	1,691,037	1,691,037	0
04/09/13 S	2,520,808.1300	1.0000	0	2,520,808	2,520,808	0
04/10/13 S	621,764.6200	1.0000	0	621,765	621,765	0
04/11/13 S	4,095,860.7100	1.0000	0	4,095,861	4,095,861	0
04/12/13 S	1,612,119.0100	1.0000	0	1,612,119	1,612,119	0
04/17/13 S	1,285,373.8500	1.0000	0	1,285,374	1,285,374	0
04/18/13 S	4,125,577.4100	1.0000	0	4,125,577	4,125,577	0



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DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
04/19/13 \$	4,337,664.1800	1.0000	0	4,337,664	4,337,664	0
04/22/13 \$	1,372,421.6200	1.0000	0	1,372,422	1,372,422	0
04/23/13 \$	1,513,013.3300	1.0000	0	1,513,013	1,513,013	0
04/24/13 \$	1,988,095.4600	1.0000	0	1,988,095	1,988,095	0
04/25/13 \$	4,110,667.3300	1.0000	0	4,110,667	4,110,667	0
04/26/13 \$	1,172,220.7100	1.0000	0	1,172,221	1,172,221	0
04/29/13 \$	771,347.5000	1.0000	0	771,348	771,348	0
05/02/13 \$	3,548,807.6800	1.0000	0	3,548,808	3,548,808	0
05/03/13 \$	4,475,023.2600	1.0000	0	4,475,023	4,475,023	0
05/06/13 \$	518,466.9300	1.0000	0	518,465	518,465	0
05/08/13 \$	32,660.7000	1.0000	0	32,661	32,661	0
05/09/13 \$	4,085,805.2700	1.0000	0	4,085,805	4,085,805	0
05/10/13 \$	497,696.5200	1.0000	0	497,697	497,697	0
05/13/13 \$	912,941.3000	1.0000	0	912,941	912,941	0
05/14/13 \$	1,356,731.1000	1.0000	0	1,356,731	1,356,731	0
05/15/13 \$	796,184.9000	1.0000	0	796,185	796,185	0
05/16/13 \$	1,730,255.1900	1.0000	0	1,730,255	1,730,255	0
05/17/13 \$	4,447,488.9800	1.0000	0	4,447,489	4,447,489	0
05/20/13 \$	919,834.5900	1.0000	0	919,835	919,835	0
05/21/13 \$	1,579,046.2800	1.0000	0	1,579,046	1,579,046	0
05/22/13 \$	1,225,914.9100	1.0000	0	1,225,915	1,225,915	0
05/23/13 \$	3,090,993.8700	1.0000	0	3,090,994	3,090,994	0
05/24/13 \$	1,538,330.6700	1.0000	0	1,538,331	1,538,331	0
05/28/13 \$	1,842,914.3700	1.0000	0	1,842,914	1,842,914	0
05/29/13 \$	2,154,927.3000	1.0000	0	2,154,927	2,154,927	0
06/03/13 \$	267,146.5700	1.0000	0	267,147	267,147	0
06/04/13 \$	988,359.5200	1.0000	0	988,359	988,359	0
06/05/13 \$	1,001,142.2800	1.0000	0	1,001,142	1,001,142	0
06/06/13 \$	606,341.1000	1.0000	0	606,341	606,341	0
06/10/13 \$	33,186.0700	1.0000	0	33,186	33,186	0
06/10/13 \$	1,557,174.3300	1.0000	0	1,557,174	1,557,174	0
06/11/13 \$	1,569,876.7500	1.0000	0	1,569,877	1,569,877	0
06/12/13 \$	2,049,540.5900	1.0000	0	2,049,541	2,049,541	0
06/13/13 \$	3,013,628.6600	1.0000	0	3,013,629	3,013,629	0
06/14/13 \$	841,022.6200	1.0000	0	841,023	841,023	0
06/17/13 \$	937,572.9900	1.0000	0	937,573	937,573	0
06/18/13 \$	1,440,755.6800	1.0000	0	1,440,756	1,440,756	0
06/19/13 \$	1,299,171.4000	1.0000	0	1,299,171	1,299,171	0
06/20/13 \$	3,213,345.6100	1.0000	0	3,213,345	3,213,345	0
06/21/13 \$	1,003,644.2600	1.0000	0	1,003,644	1,003,644	0
06/24/13 \$	753,018.7900	1.0000	0	753,019	753,019	0
06/25/13 \$	2,078,522.9800	1.0000	0	2,078,523	2,078,523	0
06/26/13 \$	1,462,612.0300	1.0000	0	1,462,612	1,462,612	0
07/01/13 \$	1,692,121.8200	1.0000	0	1,692,122	1,692,122	0
07/02/13 \$	716,689.0100	1.0000	0	716,689	716,689	0
07/03/13 \$	1,053,362.3700	1.0000	0	1,053,362	1,053,362	0



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07/05/13 S	4,591,358.5900	1.0000	0	4,591,359	4,591,359	0
07/09/13 S	34,686.9600	1.0000	0	34,687	34,687	0
07/10/13 S	639,314.7600	1.0000	0	639,315	639,315	0
07/11/13 S	3,206,009.5400	1.0000	0	3,206,010	3,206,010	0
07/12/13 S	655,914.1400	1.0000	0	655,914	655,914	0
07/15/13 S	1,724,381.3600	1.0000	0	1,724,381	1,724,381	0
07/18/13 S	3,582,094.1400	1.0000	0	3,582,094	3,582,094	0
07/19/13 S	1,236,420.6000	1.0000	0	1,236,421	1,236,421	0
07/22/13 S	779,376.9100	1.0000	0	779,377	779,377	0
07/23/13 S	1,511,545.9200	1.0000	0	1,511,546	1,511,546	0
07/24/13 S	936,638.0200	1.0000	0	936,638	936,638	0
07/25/13 S	3,880,200.6900	1.0000	0	3,880,201	3,880,201	0
07/26/13 S	3,923,384.6900	1.0000	0	3,923,385	3,923,385	0
07/29/13 S	1,221,342.2600	1.0000	0	1,221,342	1,221,342	0
07/30/13 S	1,874,388.9200	1.0000	0	1,874,389	1,874,389	0
08/02/13 S	1,555,669.2500	1.0000	0	1,555,669	1,555,669	0
08/05/13 S	705,830.3200	1.0000	0	705,830	705,830	0
08/08/13 S	35,870.5200	1.0000	0	35,871	35,871	0
08/08/13 S	2,891,968.7000	1.0000	0	2,891,969	2,891,969	0
08/09/13 S	4,798,059.2500	1.0000	0	4,798,059	4,798,059	0
08/12/13 S	1,602,224.6900	1.0000	0	1,602,225	1,602,225	0
08/13/13 S	2,608,209.0800	1.0000	0	2,608,209	2,608,209	0
08/14/13 S	2,439,595.1800	1.0000	0	2,439,595	2,439,595	0
08/15/13 S	5,351,062.4200	1.0000	0	5,351,062	5,351,062	0
08/19/13 S	645,179.5800	1.0000	0	645,180	645,180	0
08/20/13 S	1,443,445.2000	1.0000	0	1,443,445	1,443,445	0
08/21/13 S	1,521,657.2200	1.0000	0	1,521,657	1,521,657	0
08/22/13 S	3,476,822.6700	1.0000	0	3,476,823	3,476,823	0
08/23/13 S	4,402,935.6100	1.0000	0	4,402,936	4,402,936	0
08/26/13 S	1,134,549.2300	1.0000	0	1,134,549	1,134,549	0
08/27/13 S	1,632,517.3600	1.0000	0	1,632,517	1,632,517	0
08/28/13 S	1,355,489.9000	1.0000	0	1,355,490	1,355,490	0
08/29/13 S	3,632,277.5000	1.0000	0	3,632,278	3,632,278	0
09/03/13 S	782,174.5000	1.0000	0	782,175	782,175	0
09/04/13 S	2,595,981.8000	1.0000	0	2,595,982	2,595,982	0
09/05/13 S	2,385,185.1900	1.0000	0	2,385,185	2,385,185	0
09/09/13 S	283,638.9100	1.0000	0	283,639	283,639	0
09/10/13 S	36,693.9100	1.0000	0	36,694	36,694	0
09/10/13 S	1,078,494.2700	1.0000	0	1,078,494	1,078,494	0
09/11/13 S	1,204,454.1500	1.0000	0	1,204,454	1,204,454	0
09/12/13 S	3,695,144.7800	1.0000	0	3,695,145	3,695,145	0
09/13/13 S	146,276.8000	1.0000	0	146,277	146,277	0
09/16/13 S	1,339,411.2600	1.0000	0	1,339,411	1,339,411	0
09/18/13 S	1,941,984.8200	1.0000	0	1,941,985	1,941,985	0
09/19/13 S	4,126,603.4800	1.0000	0	4,126,603	4,126,603	0
09/20/13 S	4,669,507.8600	1.0000	0	4,669,508	4,669,508	0



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09/23/13 \$	808,504.5400	1.0000	0	808,505	808,505	0
09/24/13 \$	1,300,541.9700	1.0000	0	1,300,542	1,300,542	0
09/25/13 \$	811,714.4500	1.0000	0	811,714	811,714	0
09/26/13 \$	3,957,209.3000	1.0000	0	3,957,209	3,957,209	0
09/27/13 \$	949,773.7700	1.0000	0	949,774	949,774	0
10/02/13 \$	2,288,650.5100	1.0000	0	2,288,651	2,288,651	0
10/03/13 \$	3,163,612.3600	1.0000	0	3,163,612	3,163,612	0
10/04/13 \$	2,063,181.3400	1.0000	0	2,063,181	2,063,181	0
10/07/13 \$	820,521.5300	1.0000	0	820,522	820,522	0
10/08/13 \$	37,616.8100	1.0000	0	37,617	37,617	0
10/09/13 \$	1,449,741.0300	1.0000	0	1,449,741	1,449,741	0
10/10/13 \$	3,791,120.7100	1.0000	0	3,791,121	3,791,121	0
10/11/13 \$	959,754.2800	1.0000	0	959,754	959,754	0
10/15/13 \$	1,418,338.6300	1.0000	0	1,418,339	1,418,339	0
10/17/13 \$	3,639,019.2500	1.0000	0	3,639,019	3,639,019	0
10/18/13 \$	5,537,655.0300	1.0000	0	5,537,655	5,537,655	0
10/21/13 \$	840,082.4400	1.0000	0	840,082	840,082	0
10/22/13 \$	2,135,106.6100	1.0000	0	2,135,107	2,135,107	0
10/23/13 \$	1,964,810.3600	1.0000	0	1,964,810	1,964,810	0
10/24/13 \$	3,103,018.3300	1.0000	0	3,103,018	3,103,018	0
10/25/13 \$	1,437,422.8900	1.0000	0	1,437,423	1,437,423	0
10/28/13 \$	924,787.5800	1.0000	0	924,788	924,788	0
10/29/13 \$	1,680,625.9800	1.0000	0	1,680,626	1,680,626	0
10/30/13 \$	1,229,700.9100	1.0000	0	1,229,701	1,229,701	0
10/31/13 \$	6,091,676.6100	1.0000	0	6,091,677	6,091,677	0
11/04/13 \$	907,854.9300	1.0000	0	907,855	907,855	0
11/05/13 \$	1,644,818.5300	1.0000	0	1,644,819	1,644,819	0
11/06/13 \$	1,047,629.3100	1.0000	0	1,047,629	1,047,629	0
11/08/13 \$	38,332.7200	1.0000	0	38,333	38,333	0
11/09/13 \$	1,125,410.9600	1.0000	0	1,125,411	1,125,411	0
11/12/13 \$	1,225,528.6300	1.0000	0	1,225,529	1,225,529	0
11/13/13 \$	2,399,064.7200	1.0000	0	2,399,065	2,399,065	0
11/14/13 \$	3,328,375.4400	1.0000	0	3,328,375	3,328,375	0
11/15/13 \$	2,477,467.3700	1.0000	0	2,477,467	2,477,467	0
11/18/13 \$	534,385.8000	1.0000	0	534,386	534,386	0
11/19/13 \$	2,377,417.0700	1.0000	0	2,377,417	2,377,417	0
11/20/13 \$	1,346,677.4000	1.0000	0	1,346,677	1,346,677	0
11/21/13 \$	4,753,239.2100	1.0000	0	4,753,239	4,753,239	0
11/22/13 \$	901,510.5300	1.0000	0	901,511	901,511	0
11/25/13 \$	461,214.6400	1.0000	0	461,215	461,215	0
11/26/13 \$	814,462.9100	1.0000	0	814,463	814,463	0
11/29/13 \$	8,532,254.2800	1.0000	0	8,532,254	8,532,254	0
12/02/13 \$	1,228,765.8400	1.0000	0	1,228,766	1,228,766	0
12/03/13 \$	428,810.4700	1.0000	0	428,810	428,810	0
12/04/13 \$	1,918,280.2300	1.0000	0	1,918,280	1,918,280	0
12/05/13 \$	699,536.2300	1.0000	0	699,536	699,536	0



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DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
12/09/13 \$	39,711.1200	1.0000	0	39,711	39,711	0
12/09/13 \$	439,268.2000	1.0000	0	439,268	439,268	0
12/10/13 \$	1,399,501.9300	1.0000	0	1,399,502	1,399,502	0
12/11/13 \$	1,020,317.9600	1.0000	0	1,020,318	1,020,318	0
12/12/13 \$	4,976,519.0000	1.0000	0	4,976,519	4,976,519	0
12/13/13 \$	5,151,913.2200	1.0000	0	5,151,913	5,151,913	0
12/14/13 \$	735,897.9100	1.0000	0	735,898	735,898	0
12/18/13 \$	1,556,253.7700	1.0000	0	1,556,254	1,556,254	0
12/19/13 \$	4,082,651.5100	1.0000	0	4,082,652	4,082,652	0
12/20/13 \$	935,828.5700	1.0000	0	935,829	935,829	0
12/23/13 \$	954,651.4800	1.0000	0	954,651	954,651	0
12/24/13 \$	4,758,616.1600	1.0000	0	4,758,616	4,758,616	0
12/26/13 \$	1,326,665.4300	1.0000	0	1,326,665	1,326,665	0
12/27/13 \$	5,253,219.1200	1.0000	0	5,253,219	5,253,219	0
12/30/13 \$	433,735.1100	1.0000	0	433,735	433,735	0
SUB-TOTAL OF SALES @ 219				429,447,771	429,447,771	0
SUB-TOTAL				914,178,055	914,178,055	0
GRAND TOTAL				914,178,055	914,178,055	0

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

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



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FOOTNOTES

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