

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

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>THE SUPPLEMENTAL SICKNESS BENEFIT PLAN COVERING RAILROAD SHOP CRAFT & SIGNAL EMPLOYEES</u>	1b Three-digit plan number (PN) ▶ <u>508</u> 1c Effective date of plan <u>07/01/1973</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>NATIONAL CARRIERS' CONFERENCE COMMITTEE</u> <u>1901 L STREET NW SUITE 500</u> <u>WASHINGTON, DC 20036-3514</u>	2b Employer Identification Number (EIN) <u>52-1036399</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	A. K. GRADIA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor Name <input type="checkbox"/> Same as Plan Sponsor Address	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 46111
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).	
a Active participants	6a 45987
b Retired or separated participants receiving benefits	6b
c Other retired or separated participants entitled to future benefits.....	6c
d Subtotal. Add lines 6a , 6b , and 6c	6d 45987
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e
f Total. Add lines 6d and 6e	6f 0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7 41

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:

4F

9a Plan funding arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules (1) <input type="checkbox"/> R (Retirement Plan Information) (2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) <input type="checkbox"/> SB (Single-Employer Defined Benefit Plan 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 type="checkbox"/> A (Insurance Information) (4) <input checked="" type="checkbox"/> C (Service Provider Information) (5) <input type="checkbox"/> D (DFE/Participating Plan Information) (6) <input type="checkbox"/> G (Financial Transaction Schedules)
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SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (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>THE SUPPLEMENTAL SICKNESS BENEFIT PLAN COVERING RAILROAD SHOP CRAFT & SIGNAL EMPLOYEES</u>	B Three-digit plan number (PN) <u>508</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>NATIONAL CARRIERS' CONFERENCE COMMITTEE</u>	D Employer Identification Number (EIN) <u>52-1036399</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

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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)

GOODWIN PROCTER

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	5314	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
EAST SUITE 900
BETHESDA, MD 20814

52-1590169

(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	15357	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	6458	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	119245	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)

AETNA, INC.

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 15	NONE	2713444	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>THE SUPPLEMENTAL SICKNESS BENEFIT PLAN COVERING RAILROAD SHOP CRAFT & SIGNAL EMPLOYEES</u>	B Three-digit plan number (PN) ►	<u>508</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>NATIONAL CARRIERS' CONFERENCE COMMITTEE</u>	D Employer Identification Number (EIN) <u>52-1036399</u>	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	149312	91835
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	2069379	2078169
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)	1428211	3165076
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	4234605	3700023
(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)		

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	7881507	9035103

Liabilities

g Benefit claims payable	1g	7560069	8531840
h Operating payables	1h	321438	503263
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	7881507	9035103

Net Assets

l Net assets (subtract line 1k from line 1f)	1l		
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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)	25744603	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		25744603
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	385	
(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)		385
(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		25744988

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	22823040	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		22823040
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)	140790	
(2) Contract administrator fees	2i(2)	2713444	
(3) Investment advisory and management fees	2i(3)	6458	
(4) Other	2i(4)	61256	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		2921948
j Total expenses. Add all expense amounts in column (b) and enter total	2j		25744988

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		
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	
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 SSBP COVERING SC&S EES TRUST	6b Trust's EIN 521162946
---	------------------------------------

Form **5500****Annual Return/Report of Employee Benefit Plan**OMB Nos. 1210-0110
1210-0089Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

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.****2013****This Form Is Open to Public Inspection****Part I Annual Report Identification Information****For the calendar plan year 2013 or fiscal plan year beginning****and ending**

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

Part II Basic Plan Information — enter all requested information.**1 a** Name of planTHE SUPPLEMENTAL SICKNESS BENEFIT PLAN COVERING
RAILROAD SHOP CRAFT & SIGNAL EMPLOYEES**1b** Three-digit
plan number (PN) . . . ▶

508

1c Effective date of plan

07/01/1973

2 a Plan sponsor's name and address, including room or suite number (employer, if for single-employer plan)**2b** Employer Identification Number (EIN)

52-1036399

2c Sponsor's telephone number

202-862-7200

2d Business code (see instructions)

482110

NATIONAL CARRIERS' CONFERENCE COMMITTEE
1901 L STREET, NW, SUITE 500
WASHINGTON, DC 20036-3514**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	<i>A. K. Gradia</i>	10/22/14	A. K. GRADIA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
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

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

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
---	-----------------------------------

5 Total number of participants at the beginning of the plan year	5	46111
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d)		
a Active participants	6a	45987
b Retired or separated participants receiving benefits	6b	
c Other retired or separated participants entitled to future benefits	6c	
d Subtotal. Add lines 6a , 6b , and 6c	6d	45987
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	
f Total. Add lines 6d and 6e	6f	
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	41

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

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

4F									

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

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

a Pension Schedules (1) <input type="checkbox"/> R (Retirement Plan Information) (2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) – signed by the plan actuary (3) <input type="checkbox"/> SB (Single-Employer Defined Benefit Plan 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 type="checkbox"/> A (Insurance Information) (4) <input checked="" type="checkbox"/> C (Service Provider Information) (5) <input type="checkbox"/> D (DFE/Participating Plan Information) (6) <input type="checkbox"/> G (Financial Transaction Schedules)
---	---

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

OMB No. 1545-0212

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

File With IRS Only

Part I Identification

A Name of filer, plan administrator, or plan sponsor (see instructions) NATIONAL CARRIERS' CONFERENCE COMMITTEE Number, street, and room or suite number (if a P.O. box, see instructions) 1901 L STREET, NW, SUITE 500 City or town, state, and ZIP code WASHINGTON, DC 20036-3514		B Filer's Identifying Number (see instructions). Employer identification number (EIN) (9 digits XX-XXXXXXX) <input checked="" type="checkbox"/> 52-1036399 Social security number (SSN) (9 digits XXX-XX-XXXX) <input type="checkbox"/>		
C		Plan name	Plan number	Plan year ending
				MM DD YYYY
1		THE SUPPLEMENTAL SICKNESS BENEFIT PLAN COVERING	508	12 31 13

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

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 I, 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.

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

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 SUPPLEMENTAL SICKNESS BENEFIT PLAN COVERING
RAILROAD SHOP CRAFT AND SIGNAL EMPLOYEES

FINANCIAL STATEMENTS
(Together with report of Independent Public Accountants)

December 31, 2013 and 2012

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INDEPENDENT AUDITOR'S REPORT

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

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The Supplemental Sickness Benefit Plan Covering Railroad Shop Craft and Signal Employees (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 3 and 8, which was certified by SunTrust Bank, the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certifications from the trustee as of December 31, 2013 and 2012, and for the year ended

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

Disclaimer of Opinion

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

Other Matter

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

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

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

Baltimore, Maryland
October 10, 2014

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

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

	2013	2012
ASSETS		
Investments, at fair value	<u>\$ 3,700,023</u>	<u>\$ 4,234,605</u>
Receivables:		
Participating railroads' contributions	2,078,169	2,069,379
Plan benefit overpayments	183,663	61,751
Accrued interest	<u>32</u>	<u>32</u>
	<u>2,261,864</u>	<u>2,131,162</u>
Cash	<u>91,835</u>	<u>149,312</u>
Amounts due from participating railroads	<u>2,981,381</u>	<u>1,366,428</u>
Total assets	<u>9,035,103</u>	<u>7,881,507</u>
LIABILITIES		
Accounts payable and accrued expenses	<u>503,263</u>	<u>321,438</u>
Total liabilities	<u>503,263</u>	<u>321,438</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 8,531,840</u>	<u>\$ 7,560,069</u>

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

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

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

ADDITIONS

Investment income:	
Interest income	\$ 385
Less investment expenses	<u>(6,458)</u>
	<u>(6,073)</u>
Participating railroads' contributions	<u>25,744,603</u>
Total additions	<u>25,738,530</u>

DEDUCTIONS

Benefits paid to participants	21,851,269
Administrative expenses	<u>2,915,490</u>
Total deductions	<u>24,766,759</u>
Net increase (decrease)	971,771
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	<u>7,560,069</u>
End of year	<u>\$ 8,531,840</u>

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

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

Statements of Plan Benefit Obligations
(As Determined by Aetna)
December 31, 2013 and 2012

	2013	2012
AMOUNTS CURRENTLY PAYABLE TO OR FOR PARTICIPANTS		
Claims payable and claims incurred but not reported	<u>\$ 8,531,840</u>	<u>\$ 7,560,069</u>

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

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

Statement of Changes in Plan Benefit Obligations
(As Determined by Aetna)
For the Year Ended December 31, 2013

AMOUNTS CURRENTLY PAYABLE TO OR FOR PARTICIPANTS

Balance at beginning of year	\$ 7,560,069
Claims approved for payment and claims incurred but not reported	22,823,040
Claims paid	<u>(21,851,269)</u>
Balance at end of year	<u>\$ 8,531,840</u>

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

NOTES TO FINANCIAL STATEMENTS

Note 1. Description of the Plan

The following description of The Supplemental Sickness Benefit Plan Covering Railroad Shop Craft and Signal Employees (the Plan) provides only general information. Participants should refer to the Plan's Summary Plan Description for a more complete description of the Plan's provisions.

General

The Plan was established in 1973 pursuant to collective-bargaining to supplement the sickness benefits provided pursuant to the Railroad Unemployment Insurance Act for eligible railroad shop and signal employees of participating railroads. The Plan is administered by the National Carriers' Conference Committee and is subject to the provisions of the Railway Labor Act, as amended, and the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Benefits

The Plan's supplemental sickness benefits are provided on a self-insured basis. The Plan is primarily administered by a third party administrator, Aetna, pursuant to an Administrative Service Only contract.

Eligibility

Upon satisfying the eligibility and coverage requirements, as outlined in the Plan's Summary Plan Description, employees of the participating railroads are entitled to receive the benefits provided by the Plan.

Funding

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

Tax status

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

NOTES TO FINANCIAL STATEMENTS

Note 1. Description of the Plan (continued)

Tax status (continued)

the Plan Administrator believes that the Plan, as amended, continues to qualify and to operate as designed.

Representatives of the Plan Administrator considered the Plan's tax positions relative to FASB ASC 740, Income Taxes (which includes FASB Interpretation No. 48 (FIN 48) – Accounting for Uncertainty in Income Taxes) and believes that the Plan has maintained its tax exempt status and had taken no uncertain tax positions. Therefore, no provision or liability for income taxes has been included in the financial statements. The Plan is subject to routine examination by taxing jurisdictions; however, there are currently no examinations for any tax periods in progress. Based on the three year statute of limitations that restricts the tax filing from examination by the IRS and other taxing jurisdictions for income tax purposes, the Plan Administrator believes it is no longer subject to examinations by these jurisdictions for this purpose for years prior to 2010.

Plan termination

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

Note 2. Significant Accounting Policies

Basis of accounting

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

Use of estimates

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

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 4 for discussion of fair value measurements.

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

Fair value of financial instruments

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

Participating railroads' contributions and contributions receivable

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

Allowance for doubtful accounts

The Plan utilizes the allowance method to account for uncollectible receivables. Unless otherwise noted (See Note 5), an allowance for doubtful accounts for the Plan's receivable balances is not considered necessary as probable uncollectible amounts have been determined by the Plan Administrator not to be significant to the financial statements.

Amounts due from participating railroads

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

Subsequent events

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

NOTES TO FINANCIAL STATEMENTS

Note 3. Investments

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

	2013	2012
Investments at estimated fair value:		
Money market fund*	<u>\$ 3,700,023</u>	<u>\$ 4,234,605</u>

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

Note 4. 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 4. 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 methodology used for assets measured at fair value as of December 31, 2013 and 2012 is 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.

As of December 31, 2013 and 2012, all of the Plan's investment assets have been determined by the Plan Administrator to be level 1.

Note 5. Plan Benefit Overpayment Receivable

Pursuant to the Plan's Summary Plan Description, should a Plan participant receive one or more types of certain subsequent payments from a government entity, another plan, or another insurance arrangement (see Plan's Summary Plan Description for a complete listing of these subsequent payments) in connection with a disability claim that has been paid by the Plan, the payment will reduce the basic benefit payable by the Plan and an overpayment will be created.

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

Based on current and historical collection patterns, the Plan Administrator has determined that any amounts not repaid by Plan participants within one year of receipt of such payments will be deemed uncollectible. The following table represents the balances of the plan benefit overpayment receivable as of December 31, 2013 and 2012 which only includes amounts that have been reported to and recorded by Aetna as of December 31st:

NOTES TO FINANCIAL STATEMENTS

Note 5. Plan Benefit Overpayment Receivable (continued)

	2013	2012
Total plan benefit overpayment receivable	\$ 331,424	\$ 457,168
Allowance	<u>(147,761)</u>	<u>(395,417)</u>
Net plan benefit overpayment receivable	<u>\$ 183,663</u>	<u>\$ 61,751</u>

The gain contingency associated with the receipt of future awards that have not been communicated to Aetna and recorded as an overpayment as of December 31st, may result in prospective overpayments to a participant and refunds receivable to the Plan. This gain contingency has not been recognized by the Plan because the Plan Administrator believes this amount cannot be reasonably estimated as of the financial statement date.

Note 6. Post-Retirement Benefits and Other Plan Obligations

The Plan provides no post-retirement benefits.

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

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

Note 7. Concentration of Participating Railroads

There are approximately 40 railroads participating in the Plan, of which 4 Class I railroads comprised approximately 74% of the total Plan activity as of and for the years ended December 31, 2013 and 2012.

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

NOTES TO FINANCIAL STATEMENTS

Note 7. Concentration of Participating Railroads (continued)

Railroad	Percentage of Total Plan Activity	
	2013	2012
A	23.4%	23.1%
B	20.2%	19.9%
C	16.1%	15.9%
D	14.2%	14.7%

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

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

- Investments
- Accrued interest
- Investment income
- Schedule of assets (held at end of year)
- Schedule of reportable transactions

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

Note 9. Reconciliation of Financial Statements to Form 5500

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

	2013	2012
Net assets available for benefits as reported within the financial statements	\$ 8,531,840	\$ 7,560,069
Benefit obligations currently payable	<u>(8,531,840)</u>	<u>(7,560,069)</u>
Net assets available for benefits as reported within the Form 5500	<u>\$ -</u>	<u>\$ -</u>

NOTES TO FINANCIAL STATEMENTS

Note 9. 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 participants as reported within the financial statements	\$ 21,851,269
Add: Amounts payable at end of year	8,531,840
Less: Amounts payable at beginning of year	<u>(7,560,069)</u>
Benefits paid to participants as reported within the Form 5500	<u>\$ 22,823,040</u>

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

Note 10. 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 11. Risks and Uncertainties

The Plan invests in money market funds with SunTrust. These investments are exposed to credit risk. Due to the level of risk associated with these investments given the current economic condition and uncertainty in the market place, it is at least reasonably possible that changes in the value of these investments may occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits and changes in net assets available for benefits.

A Plan benefit overpayment receivable is recorded when an overpayment is communicated to Aetna. The collectability of this receivable is determined by the Plan Administrator based on certain historical collection patterns. Due to uncertainties inherent in the communication, estimations, and assumptions process, it is at least reasonably possible that the timing of such communications and changes in these estimates and assumptions in the near term could materially affect the amounts reported in the statements of net assets available for benefits and changes in net assets available for benefits.

NOTES TO FINANCIAL STATEMENTS

Note 11. Risks and Uncertainties (continued)

The total obligations for claims payable and claims incurred but not reported, as calculated and reported to the Plan by Aetna as of December 31, 2013 and 2012 is based on certain assumptions pertaining to health care trends and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term could be material to the financial statements.

SUPPLEMENTAL SCHEDULES

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

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

Schedule H Item 4(i) – Schedule of Assets (Held at End of Year)
EIN: 52-1036399
Plan Number: 508

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	<u>Cost</u>	<u>Current Value</u>
	Money Market Funds			
*	SunTrust Bank Account 70-04-102-7036739	Money Market Fund Federated Trsy Oblig MM-I #68 FFS	<u>\$ 3,700.023</u>	<u>\$ 3,700.023</u>

* Known party-in-interest to the Plan.

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

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

Schedule H Item 4(j) – Schedule of Reportable Transactions
EIN: 52-1036399
Plan Number: 508

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



REPORTABLE TRANSACTIONS WORKSHEET

12/7/13 THROUGH 12/31/13

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RAILROAD - SSB PLAN CVR SHP C13

ACCOUNT 7036739

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	4,234,636.80
COMPARATIVE VALUE (5X)	211,731.84

CATEGORY 1 - SINGLE TRANSACTION EXCEEDS \$X OF VALUE

[illegible]



REPORTABLE TRANSACTIONS WORKSHEET

1/1/13 THROUGH 12/31/13

ACCOUNT 7036739

RAILROAD - SSB PLAN CYR SHP C&S

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DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
06/05/13 S	309,528.4200	1.0000	0	309,528 *	309,528	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
06/17/13 B	393,519.8500	1.0000	0	-393,520 *	393,520	
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
06/19/13 B	1,421,944.3400	1.0000	0	-1,421,944 *	1,421,944	
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
06/27/13 S	332,247.3400	1.0000	0	332,247 *	332,247	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
07/05/13 S	226,782.4800	1.0000	0	226,782 *	226,782	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
07/17/13 B	1,583,014.7200	1.0000	0	-1,583,015 *	1,583,015	
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
07/30/13 S	326,311.3100	1.0000	0	326,311 *	326,311	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
08/01/13 S	342,752.3500	1.0000	0	342,752 *	342,752	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
08/16/13 B	291,262.0600	1.0000	0	-291,262 *	291,262	
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
08/19/13 B	1,253,536.6400	1.0000	0	-1,253,537 *	1,253,537	
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
08/29/13 S	423,931.1800	1.0000	0	423,931 *	423,931	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
09/06/13 S	301,447.1300	1.0000	0	301,447 *	301,447	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
09/17/13 B	835,594.7100	1.0000	0	-835,595 *	835,595	
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
09/18/13 B	929,930.9600	1.0000	0	-929,931 *	929,931	
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
09/27/13 S	315,526.6500	1.0000	0	315,527 *	315,527	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
10/02/13 S	316,871.3900	1.0000	0	316,871 *	316,871	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
10/18/13 B	1,894,381.9400	1.0000	0	-1,894,382 *	1,894,382	
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
10/30/13 S	383,027.4700	1.0000	0	383,027 *	383,027	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
11/04/13 S	320,278.3300	1.0000	0	320,278 *	320,278	0
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
11/18/13 B	725,212.0100	1.0000	0	-725,212 *	725,212	
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
11/21/13 B	1,061,784.0000	1.0000	0	-1,061,784 *	1,061,784	
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
12/17/13 B	851,281.4300	1.0000	0	-851,281 *	851,281	
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MM-I #68						
12/18/13 B	760,086.7700	1.0000	0	-760,087 *	760,087	



REPORTABLE TRANSACTIONS WORKSHEET

1/1/13 THROUGH 12/31/13

ACCOUNT 7036739

RAILROAD - SSB PLAN CYR SHP CAS

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DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
ISSUE: 60934N500 - FEDERATED TRSY OBLIGS MN-I #68 12/31/13 S	524,770.0100	1.0000	0	524,770 *	524,770	0
GRAND TOTAL			0	28,026,158	28,026,158	0

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

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

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

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

01/02/13 B	31.4400	1.0000	0	-31	31
01/18/13 B	1,878,129.7000	1.0000	0	-1,878,130 *	1,878,130
02/01/13 B	34.2800	1.0000	0	-34	34
02/19/13 B	398,426.6700	1.0000	0	-398,427 *	398,427
02/21/13 B	1,002,116.5700	1.0000	0	-1,002,117 *	1,002,117
02/26/13 B	29,898.7000	1.0000	0	-29,899	29,899
02/27/13 B	237,876.2700	1.0000	0	-237,876 *	237,876
03/04/13 B	28.7700	1.0000	0	-29	29
03/25/13 B	1,888,668.7700	1.0000	0	-1,888,669 *	1,888,669
04/02/13 B	30.2600	1.0000	0	-30	30
04/17/13 B	1,575,666.8100	1.0000	0	-1,575,667 *	1,575,667
04/18/13 B	262,337.4600	1.0000	0	-262,337 *	262,337
05/02/13 B	33.0000	1.0000	0	-33	33
05/17/13 B	1,657,259.0000	1.0000	0	-1,657,259 *	1,657,259
05/20/13 B	177,814.7900	1.0000	0	-177,815	177,815
06/04/13 B	34.4300	1.0000	0	-34	34
06/17/13 B	393,519.8500	1.0000	0	-393,520 *	393,520
06/19/13 B	1,421,944.3400	1.0000	0	-1,421,944 *	1,421,944



REPORTABLE TRANSACTIONS WORKSHEET

1/1/13 THROUGH 12/31/13

ACCOUNT 7036739

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RAILROAD - SSB PLAN CVR SHP CAS

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
07/02/13 B	32.4700	1.0000	0	-32	32	
07/17/13 B	1,583,014.7200	1.0000	0	-1,583,015 *	1,583,015	
07/26/13 B	166,671.6200	1.0000	0	-166,672	166,672	
08/02/13 B	34.1200	1.0000	0	-34	34	
08/16/13 B	291,262.0600	1.0000	0	-291,262 *	291,262	
08/19/13 B	1,253,536.6400	1.0000	0	-1,253,537 *	1,253,537	
08/27/13 B	181,440.3300	1.0000	0	-181,440	181,440	
09/04/13 B	32.5500	1.0000	0	-33	33	
09/17/13 B	835,594.7100	1.0000	0	-835,595 *	835,595	
09/18/13 B	929,930.9600	1.0000	0	-929,931 *	929,931	
09/24/13 B	50.0000	1.0000	0	-50	50	
10/02/13 B	31.3100	1.0000	0	-31	31	
10/15/13 B	17,790.9000	1.0000	0	-17,791	17,791	
10/18/13 B	1,894,381.9400	1.0000	0	-1,894,382 *	1,894,382	
11/04/13 B	31.2300	1.0000	0	-31	31	
11/18/13 B	725,212.0100	1.0000	0	-725,212 *	725,212	
11/21/13 B	1,061,784.0000	1.0000	0	-1,061,784 *	1,061,784	
12/03/13 B	29.8500	1.0000	0	-30	30	
12/17/13 B	851,281.4300	1.0000	0	-851,281 *	851,281	
12/18/13 B	760,086.7700	1.0000	0	-760,087 *	760,087	
12/26/13 B	146,978.2400	1.0000	0	-146,978	146,978	
SUB-TOTAL OF BUYS \$ 39				21,623,059	21,623,059	
01/02/13 S	165,603.3200	1.0000	0	165,603	165,603	0
01/03/13 S	57,566.6500	1.0000	0	57,567	57,567	0
01/04/13 S	301,419.9900	1.0000	0	301,420 *	301,420	0
01/07/13 S	40,939.0400	1.0000	0	40,939	40,939	0
01/08/13 S	93,162.5100	1.0000	0	93,163	93,163	0
01/09/13 S	524.1000	1.0000	0	524	524	0
01/09/13 S	166,212.5700	1.0000	0	166,213	166,213	0
01/10/13 S	32,611.1500	1.0000	0	32,611	32,611	0
01/11/13 S	81,506.7700	1.0000	0	81,507	81,507	0
01/14/13 S	41,502.0500	1.0000	0	41,502	41,502	0
01/15/13 S	106,215.0100	1.0000	0	106,215	106,215	0
01/16/13 S	41,632.4300	1.0000	0	41,632	41,632	0
01/17/13 S	81,748.5000	1.0000	0	81,749	81,749	0
01/22/13 S	102,313.1600	1.0000	0	102,313	102,313	0
01/23/13 S	87,237.4800	1.0000	0	87,237	87,237	0
01/24/13 S	64,751.1400	1.0000	0	64,751	64,751	0
01/25/13 S	88,510.8100	1.0000	0	88,511	88,511	0
01/28/13 S	23,792.1900	1.0000	0	23,792	23,792	0
01/29/13 S	84,734.5700	1.0000	0	84,735	84,735	0
01/30/13 S	42,385.5000	1.0000	0	42,386	42,386	0
02/01/13 S	276,922.8300	1.0000	0	276,923 *	276,923	0
02/04/13 S	196,123.6300	1.0000	0	196,124	196,124	0



REPORTABLE TRANSACTIONS WORKSHEET

1/1/13 THROUGH 12/31/13

ACCOUNT 7036739

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RAILROAD - SSB PLAN CYR SHP CDS

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
02/05/13 S	96,325.6300	1.0000	0	96,326	96,326	0
02/06/13 S	69,452.8200	1.0000	0	69,453	69,453	0
02/07/13 S	105,990.7600	1.0000	0	105,991	105,991	0
02/08/13 S	565.9000	1.0000	0	566	566	0
02/08/13 S	66,232.2400	1.0000	0	66,232	66,232	0
02/11/13 S	50,494.8300	1.0000	0	50,495	50,495	0
02/12/13 S	68,706.3300	1.0000	0	68,706	68,706	0
02/13/13 S	288,735.4000	1.0000	0	288,735 *	288,735	0
02/14/13 S	87,781.1800	1.0000	0	87,781	87,781	0
02/15/13 S	99,603.0900	1.0000	0	99,603	99,603	0
02/20/13 S	67,578.1500	1.0000	0	67,578	67,578	0
02/22/13 S	19,541.7400	1.0000	0	19,542	19,542	0
02/25/13 S	73,889.5700	1.0000	0	73,890	73,890	0
02/26/13 S	44,253.3100	1.0000	0	44,253	44,253	0
02/28/13 S	10,006.3300	1.0000	0	10,006	10,006	0
03/01/13 S	600,518.3200	1.0000	0	600,518 *	600,518	0
03/04/13 S	110,377.6400	1.0000	0	110,378	110,378	0
03/05/13 S	63,973.6200	1.0000	0	63,974	63,974	0
03/06/13 S	73,599.7800	1.0000	0	73,600	73,600	0
03/07/13 S	68,613.9800	1.0000	0	68,614	68,614	0
03/08/13 S	531.0400	1.0000	0	531	531	0
03/08/13 S	54,432.5100	1.0000	0	54,433	54,433	0
03/11/13 S	72,210.0300	1.0000	0	72,210	72,210	0
03/12/13 S	58,150.3300	1.0000	0	58,150	58,150	0
03/13/13 S	86,430.1200	1.0000	0	86,430	86,430	0
03/14/13 S	18,304.1000	1.0000	0	18,304	18,304	0
03/15/13 S	80,377.7500	1.0000	0	80,378	80,378	0
03/18/13 S	111,480.2000	1.0000	0	111,480	111,480	0
03/19/13 S	48,961.1000	1.0000	0	48,961	48,961	0
03/20/13 S	74,366.0900	1.0000	0	74,366	74,366	0
03/21/13 S	63,373.8900	1.0000	0	63,374	63,374	0
03/22/13 S	51,634.2300	1.0000	0	51,634	51,634	0
03/26/13 S	102,460.7900	1.0000	0	102,461	102,461	0
03/27/13 S	33,231.4900	1.0000	0	33,232	33,232	0
03/28/13 S	344,394.2000	1.0000	0	344,394 *	344,394	0
04/01/13 S	163,301.5200	1.0000	0	163,302	163,302	0
04/02/13 S	290,871.3800	1.0000	0	290,871 *	290,871	0
04/03/13 S	61,532.2200	1.0000	0	61,532	61,532	0
04/04/13 S	70,113.7400	1.0000	0	70,114	70,114	0
04/05/13 S	66,900.1600	1.0000	0	66,900	66,900	0
04/08/13 S	508.2900	1.0000	0	508	508	0
04/08/13 S	80,373.3200	1.0000	0	80,373	80,373	0
04/09/13 S	49,837.8700	1.0000	0	49,838	49,838	0
04/10/13 S	94,019.1000	1.0000	0	94,019	94,019	0
04/11/13 S	64,906.6900	1.0000	0	64,907	64,907	0
04/12/13 S	52,684.7900	1.0000	0	52,685	52,685	0



REPORTABLE TRANSACTIONS WORKSHEET

1/1/13 THROUGH 12/31/13

ACCOUNT 7036739

RAILROAD - SSB PLAN CVR SHP C&S

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DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
04/15/13 S	75,315.9400	1.0000	0	75,316	75,316	0
04/16/13 S	67,091.3400	1.0000	0	67,091	67,091	0
04/19/13 S	82,274.0500	1.0000	0	82,274	82,274	0
04/22/13 S	85,337.8900	1.0000	0	85,338	85,338	0
04/23/13 S	44,776.8100	1.0000	0	44,777	44,777	0
04/24/13 S	59,804.1000	1.0000	0	59,804	59,804	0
04/25/13 S	49,447.3300	1.0000	0	49,447	49,447	0
04/26/13 S	44,620.5100	1.0000	0	44,621	44,621	0
04/29/13 S	297,734.4400	1.0000	0	297,734 *	297,734	0
04/30/13 S	18,079.4000	1.0000	0	18,079	18,079	0
05/01/13 S	159,054.4900	1.0000	0	159,054	159,054	0
05/02/13 S	62,831.2000	1.0000	0	62,831	62,831	0
05/03/13 S	279,575.5200	1.0000	0	279,576 *	279,576	0
05/06/13 S	60,221.3300	1.0000	0	60,221	60,221	0
05/07/13 S	91,708.2700	1.0000	0	91,708	91,708	0
05/08/13 S	563.7900	1.0000	0	564	564	0
05/08/13 S	99,128.3000	1.0000	0	99,128	99,128	0
05/09/13 S	81,323.6000	1.0000	0	81,324	81,324	0
05/10/13 S	45,137.5200	1.0000	0	45,138	45,138	0
05/13/13 S	90,500.3800	1.0000	0	90,500	90,500	0
05/14/13 S	70,046.8500	1.0000	0	70,047	70,047	0
05/15/13 S	51,947.4100	1.0000	0	51,947	51,947	0
05/16/13 S	92,894.8700	1.0000	0	92,895	92,895	0
05/21/13 S	31,943.9900	1.0000	0	31,944	31,944	0
05/22/13 S	79,993.5600	1.0000	0	79,994	79,994	0
05/23/13 S	117,592.4400	1.0000	0	117,592	117,592	0
05/24/13 S	4,812.5900	1.0000	0	4,813	4,813	0
05/28/13 S	81,693.6000	1.0000	0	81,694	81,694	0
05/29/13 S	96,887.5700	1.0000	0	96,888	96,888	0
05/30/13 S	320,483.9500	1.0000	0	320,484 *	320,484	0
05/31/13 S	6,044.8200	1.0000	0	6,045	6,045	0
06/03/13 S	65,292.1700	1.0000	0	65,292	65,292	0
06/04/13 S	141,659.2000	1.0000	0	141,659	141,659	0
06/05/13 S	309,528.4200	1.0000	0	309,528 *	309,528	0
06/06/13 S	80,046.4800	1.0000	0	80,046	80,046	0
06/07/13 S	83,149.2100	1.0000	0	83,149	83,149	0
06/10/13 S	569.0800	1.0000	0	569	569	0
06/10/13 S	81,558.0800	1.0000	0	81,558	81,558	0
06/11/13 S	40,775.3100	1.0000	0	40,775	40,775	0
06/12/13 S	51,518.4300	1.0000	0	51,518	51,518	0
06/13/13 S	75,257.7100	1.0000	0	75,258	75,258	0
06/14/13 S	52,854.4400	1.0000	0	52,854	52,854	0
06/18/13 S	93,556.1100	1.0000	0	93,556	93,556	0
06/20/13 S	75,947.2600	1.0000	0	75,947	75,947	0
06/21/13 S	53,270.1900	1.0000	0	53,270	53,270	0
06/24/13 S	78,069.4500	1.0000	0	78,069	78,069	0



REPORTABLE TRANSACTIONS WORKSHEET

1/1/13 THROUGH 12/31/13

ACCOUNT 7036739

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RAILROAD - SSB PLAN CYR SHP CAS

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
06/25/13 S	69,951.5000	1.0000	0	69,952	69,952	0
06/26/13 S	72,242.8900	1.0000	0	72,243	72,243	0
06/27/13 S	332,247.3400	1.0000	0	332,247 *	332,247	0
06/28/13 S	2,130.7800	1.0000	0	2,131	2,131	0
07/01/13 S	97,961.0300	1.0000	0	97,961	97,961	0
07/02/13 S	153,225.3900	1.0000	0	153,225	153,225	0
07/03/13 S	92,259.1300	1.0000	0	92,259	92,259	0
07/05/13 S	226,782.4800	1.0000	0	226,782 *	226,782	0
07/08/13 S	67,202.6100	1.0000	0	67,203	67,203	0
07/09/13 S	555.5300	1.0000	0	556	556	0
07/09/13 S	87,539.5900	1.0000	0	87,540	87,540	0
07/10/13 S	45,992.2300	1.0000	0	45,992	45,992	0
07/11/13 S	63,549.5800	1.0000	0	63,549	63,549	0
07/12/13 S	108,863.6500	1.0000	0	108,863	108,863	0
07/15/13 S	82,355.2800	1.0000	0	82,355	82,355	0
07/16/13 S	66,090.2100	1.0000	0	66,090	66,090	0
07/18/13 S	1,952.2200	1.0000	0	1,952	1,952	0
07/19/13 S	56,177.2900	1.0000	0	56,177	56,177	0
07/22/13 S	32,198.5800	1.0000	0	32,199	32,199	0
07/23/13 S	64,526.8900	1.0000	0	64,527	64,527	0
07/24/13 S	70,741.3000	1.0000	0	70,741	70,741	0
07/25/13 S	86,930.5000	1.0000	0	86,931	86,931	0
07/29/13 S	69,776.6400	1.0000	0	69,777	69,777	0
07/30/13 S	326,311.3100	1.0000	0	326,311 *	326,311	0
07/31/13 S	12,656.6500	1.0000	0	12,657	12,657	0
08/01/13 S	342,752.3500	1.0000	0	342,752 *	342,752	0
08/02/13 S	91,422.6300	1.0000	0	91,423	91,423	0
08/05/13 S	93,173.5300	1.0000	0	93,174	93,174	0
08/06/13 S	62,669.1900	1.0000	0	62,669	62,669	0
08/07/13 S	62,742.4700	1.0000	0	62,742	62,742	0
08/08/13 S	564.3700	1.0000	0	564	564	0
08/08/13 S	92,389.8600	1.0000	0	92,390	92,390	0
08/09/13 S	84,736.4800	1.0000	0	84,736	84,736	0
08/12/13 S	60,158.9600	1.0000	0	60,159	60,159	0
08/13/13 S	53,573.5000	1.0000	0	53,574	53,574	0
08/14/13 S	81,334.1700	1.0000	0	81,334	81,334	0
08/15/13 S	24,591.7000	1.0000	0	24,592	24,592	0
08/20/13 S	82,077.4800	1.0000	0	82,077	82,077	0
08/21/13 S	77,634.0300	1.0000	0	77,634	77,634	0
08/22/13 S	65,027.6900	1.0000	0	65,028	65,028	0
08/23/13 S	74,797.9500	1.0000	0	74,798	74,798	0
08/26/13 S	97,385.9000	1.0000	0	97,386	97,386	0
08/28/13 S	35,343.8500	1.0000	0	35,344	35,344	0
08/29/13 S	423,931.1800	1.0000	0	423,931 *	423,931	0
08/30/13 S	4,194.8900	1.0000	0	4,195	4,195	0
09/03/13 S	157,643.9000	1.0000	0	157,644	157,644	0



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DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
09/04/13 \$	18,548.1700	1.0000		18,548	18,548	0
09/05/13 \$	110,474.7600	1.0000		110,475	110,475	0
09/06/13 \$	301,447.1300	1.0000		301,447 *	301,447	0
09/09/13 \$	88,203.3500	1.0000		88,203	88,203	0
09/10/13 \$	538.1000	1.0000		538	538	0
09/10/13 \$	57,108.5400	1.0000		57,109	57,109	0
09/11/13 \$	77,370.6600	1.0000		77,371	77,371	0
09/12/13 \$	91,227.9000	1.0000		91,228	91,228	0
09/13/13 \$	66,315.4500	1.0000		66,315	66,315	0
09/16/13 \$	81,965.5900	1.0000		81,966	81,966	0
09/19/13 \$	15,067.6500	1.0000		15,068	15,068	0
09/20/13 \$	77,613.3500	1.0000		77,613	77,613	0
09/23/13 \$	92,772.2300	1.0000		92,772	92,772	0
09/24/13 \$	66,381.9500	1.0000		66,382	66,382	0
09/25/13 \$	64,011.2300	1.0000		64,011	64,011	0
09/26/13 \$	66,589.3200	1.0000		66,589	66,589	0
09/27/13 \$	315,526.6500	1.0000		315,527 *	315,527	0
09/30/13 \$	5,369.4100	1.0000		5,369	5,369	0
10/01/13 \$	143,746.4300	1.0000		143,746	143,746	0
10/02/13 \$	316,871.3900	1.0000		316,871 *	316,871	0
10/03/13 \$	75,866.4100	1.0000		75,866	75,866	0
10/04/13 \$	53,276.9000	1.0000		53,277	53,277	0
10/07/13 \$	55,421.3600	1.0000		55,421	55,421	0
10/08/13 \$	538.0700	1.0000		538	538	0
10/08/13 \$	95,006.2200	1.0000		95,006	95,006	0
10/09/13 \$	96,151.2100	1.0000		96,151	96,151	0
10/10/13 \$	121,096.7800	1.0000		121,097	121,097	0
10/11/13 \$	84,040.3600	1.0000		84,040	84,040	0
10/15/13 \$	66,681.2500	1.0000		66,681	66,681	0
10/16/13 \$	90,389.4800	1.0000		90,389	90,389	0
10/17/13 \$	60,811.5500	1.0000		60,812	60,812	0
10/21/13 \$	45,648.4400	1.0000		45,648	45,648	0
10/22/13 \$	31,800.1900	1.0000		31,800	31,800	0
10/23/13 \$	93,893.3700	1.0000		93,893	93,893	0
10/24/13 \$	85,401.5400	1.0000		85,402	85,402	0
10/25/13 \$	72,605.7800	1.0000		72,606	72,606	0
10/28/13 \$	107,927.5200	1.0000		107,928	107,928	0
10/29/13 \$	156,526.6400	1.0000		156,527	156,527	0
10/30/13 \$	383,027.4700	1.0000		383,027 *	383,027	0
10/31/13 \$	68,952.7100	1.0000		68,953	68,953	0
11/01/13 \$	75,313.5900	1.0000		75,314	75,314	0
11/04/13 \$	320,278.3300	1.0000		320,278 *	320,278	0
11/05/13 \$	92,646.3900	1.0000		92,646	92,646	0
11/06/13 \$	71,800.6400	1.0000		71,801	71,801	0
11/07/13 \$	103,073.9400	1.0000		103,074	103,074	0
11/08/13 \$	523.1300	1.0000		523	523	0



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RAILROAD - SSB PLAN CVR SHP C&S

DATE BOUGHT/SOLD	SHARES PAR VALUE	UNIT PRICE	EXPENSE INCURRED	PRINCIPAL CASH	ERISA COST	ERISA COST GAIN/LOSS
11/08/13 S	69,833.4400	1.0000	0	69,833	69,833	0
11/12/13 S	59,473.7200	1.0000	0	59,474	59,474	0
11/13/13 S	114,543.9900	1.0000	0	114,544	114,544	0
11/14/13 S	28,783.0200	1.0000	0	28,783	28,783	0
11/15/13 S	64,287.4200	1.0000	0	64,287	64,287	0
11/19/13 S	50,739.9300	1.0000	0	50,739	50,739	0
11/20/13 S	79,493.0700	1.0000	0	79,493	79,493	0
11/22/13 S	58,994.3800	1.0000	0	58,994	58,994	0
11/25/13 S	113,344.3300	1.0000	0	113,344	113,344	0
11/26/13 S	162,522.7700	1.0000	0	162,523	162,523	0
11/27/13 S	68,631.4600	1.0000	0	68,631	68,631	0
12/02/13 S	87,881.8500	1.0000	0	87,882	87,882	0
12/03/13 S	21,678.0400	1.0000	0	21,678	21,678	0
12/04/13 S	75,951.0600	1.0000	0	75,951	75,951	0
12/05/13 S	35,402.3200	1.0000	0	35,402	35,402	0
12/06/13 S	136,362.8100	1.0000	0	136,363	136,363	0
12/09/13 S	476.6800	1.0000	0	477	477	0
12/09/13 S	150,040.9500	1.0000	0	150,041	150,041	0
12/10/13 S	68,862.5400	1.0000	0	68,863	68,863	0
12/11/13 S	93,096.6200	1.0000	0	93,097	93,097	0
12/12/13 S	83,231.1700	1.0000	0	83,231	83,231	0
12/13/13 S	58,002.8100	1.0000	0	58,003	58,003	0
12/16/13 S	76,358.1800	1.0000	0	76,358	76,358	0
12/19/13 S	95,032.0400	1.0000	0	95,032	95,032	0
12/20/13 S	62,566.3700	1.0000	0	62,566	62,566	0
12/23/13 S	155,196.1800	1.0000	0	155,196	155,196	0
12/24/13 S	29,264.8600	1.0000	0	29,265	29,265	0
12/27/13 S	64,028.4900	1.0000	0	64,028	64,028	0
12/30/13 S	73,705.9800	1.0000	0	73,706	73,706	0
12/31/13 S	524,770.0100	1.0000	0	524,770	524,770	0
SUB-TOTAL OF SALES \$ 236				22,157,637	22,157,637	0

SUB-TOTAL

GRAND TOTAL

43,780,696

43,780,696



REPORTABLE TRANSACTIONS WORKSHEET

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RAILROAD - SSB PLAN CYR SHP CAS

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

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

FOOTNOTES

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