

Form 5500-SF Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Short Form Annual Return/Report of Small Employee Benefit Plan This form is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500-SF.	OMB Nos. 1210-0110 1210-0089 2010 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2010 or fiscal plan year beginning <u>04/01/2010</u> and ending <u>03/31/2011</u>	
A This return/report is for:	☒ single-employer plan ☐ multiple-employer plan (not multiemployer) ☐ one-participant plan
B This return/report is for:	☐ first return/report ☐ final return/report ☐ an amended return/report ☐ short plan year return/report (less than 12 months)
C Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ DFVC program ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information		
1a Name of plan BROTHERHOOD OF LOCOMOTIVE ENGINEERS AND TRAINMEN RETIREMENT PLAN		1b Three-digit plan number (PN) ►	004
2a Plan sponsor's name and address (employer, if for single-employer plan) BROTHERHOOD OF LOCOMOTIVE ENGINEERS AND TRAINMEN 1370 ONTARIO STREET CLEVELAND, OH 44113-1702		1c Effective date of plan 01/01/1989	
		2b Employer Identification Number (EIN) <u>34-6000349</u>	
		2c Plan sponsor's telephone number 216-241-2630	
		2d Business code (see instructions) 488210	
3a Plan administrator's name and address (if same as Plan sponsor, enter "Same") BROTHERHOOD OF LOCOMOTIVE ENGINEERS AND TRAINMEN 1370 ONTARIO STREET CLEVELAND, OH 44113-1702		3b Administrator's EIN 34-6000349	
		3c Administrator's telephone number 216-241-2630	
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. Sponsor's name		4b EIN 4c PN	
5a Total number of participants at the beginning of the plan year		5a	77
b Total number of participants at the end of the plan year		5b	71
c Total number of participants with account balances as of the end of the plan year (defined benefit plans do not complete this item).....		5c	
6a Were all of the plan's assets during the plan year invested in eligible assets? (See instructions.)		☒ Yes ☐ No	
b Are you claiming a waiver of the annual examination and report of an independent qualified public accountant (IQPA) under 29 CFR 2520.104-46? (See instructions on waiver eligibility and conditions.).....		☒ Yes ☐ No	

If you answered "No" to either 6a or 6b, the plan cannot use Form 5500-SF and must instead use Form 5500.

Part III	Financial Information		
7 Plan Assets and Liabilities		(a) Beginning of Year	(b) End of Year
a Total plan assets	7a	5002682	4231718
b Total plan liabilities	7b		
c Net plan assets (subtract line 7b from line 7a).....	7c	5002682	4231718
8 Income, Expenses, and Transfers for this Plan Year		(a) Amount	(b) Total
a Contributions received or receivable from:			
(1) Employers	8a(1)	500000	
(2) Participants	8a(2)		
(3) Others (including rollovers).....	8a(3)		
b Other income (loss).....	8b	234168	
c Total income (add lines 8a(1), 8a(2), 8a(3), and 8b)	8c		734168
d Benefits paid (including direct rollovers and insurance premiums to provide benefits).....	8d	1469291	
e Certain deemed and/or corrective distributions (see instructions)....	8e		
f Administrative service providers (salaries, fees, commissions).....	8f		
g Other expenses.....	8g	35841	
h Total expenses (add lines 8d, 8e, 8f, and 8g).....	8h		1505132
i Net income (loss) (subtract line 8h from line 8c).....	8i		-770964
j Transfers to (from) the plan (see instructions)	8j		

Part IV Plan Characteristics**9a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

1G 1A

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

		Yes	No	Amount
10	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? (See instructions and DOL's Voluntary Fiduciary Correction Program)		X	
b	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 10a.)		X	
c	Was the plan covered by a fidelity bond?	X		1300000
d	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
e	Were any fees or commissions paid to any brokers, agents, or other persons by an insurance carrier, insurance service or other organization that provides some or all of the benefits under the plan? (See instructions.)		X	
f	Has the plan failed to provide any benefit when due under the plan?		X	
g	Did the plan have any participant loans? (If "Yes," enter amount as of year end.)		X	
h	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
i	If 10h was answered "Yes," check the box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3			

Part VI Pension Funding Compliance

11 Is this a defined benefit plan subject to minimum funding requirements? (If "Yes," see instructions and complete Schedule SB (Form 5500))..... ☒ Yes ☐ No

12 Is this a defined contribution plan subject to the minimum funding requirements of section 412 of the Code or section 302 of ERISA? .. ☐ Yes ☒ No
(If "Yes," complete 12a or 12b, 12c, 12d, and 12e below, as applicable.)

a If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions, and enter the date of the letter ruling granting the waiver. Month _____ Day _____ Year _____

If you completed line 12a, complete lines 3, 9, and 10 of Schedule MB (Form 5500), and skip to line 13.

b Enter the minimum required contribution for this plan year.....	12b	
c Enter the amount contributed by the employer to the plan for this plan year.....	12c	
d Subtract the amount in line 12c from the amount in line 12b. Enter the result (enter a minus sign to the left of a negative amount)	12d	

e Will the minimum funding amount reported on line 12d be met by the funding deadline?..... ☐ Yes ☐ No ☐ N/A

Part VII Plan Terminations and Transfers of Assets

13a Has a resolution to terminate the plan been adopted during the plan year or any prior year? ☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year..... **13a** _____

b Were all the plan assets distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? ☐ Yes ☒ No

c 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.)

13c(1) Name of plan(s):	13c(2) EIN(s)	13c(3) PN(s)

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, if applicable, a Schedule SB or Schedule MB completed and signed by an enrolled actuary, 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.	01/16/2012	WILLIAM C. WALPERT
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	01/17/2012	EDGAR LEE PRUITT
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2010 This Form is Open to Public Inspection
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For calendar plan year 2010 or fiscal plan year beginning 04/01/2010 and ending 03/31/2011

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>BROTHERHOOD OF LOCOMOTIVE ENGINEERS AND TRAINMEN RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>BROTHERHOOD OF LOCOMOTIVE ENGINEERS AND TRAINMEN</u>	D Employer Identification Number (EIN) <u>34-6000349</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☒ 100 or fewer ☐ 101-500 ☐ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>04</u> Day <u>01</u> Year <u>2010</u>	
2 Assets:	
a Market value	2a <u>5127330</u>
b Actuarial value	2b <u>5127330</u>
3 Funding target/participant count breakdown	
	(1) Number of participants (2) Funding Target
a For retired participants and beneficiaries receiving payment	3a <u>16</u> <u>1063454</u>
b For terminated vested participants	3b <u>14</u> <u>690450</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>351731</u>
(2) Vested benefits	3c(2) <u>3903382</u>
(3) Total active	3c(3) <u>47</u> <u>4255113</u>
d Total	3d <u>77</u> <u>6009017</u>
4 If the plan is at-risk, check the box and complete items (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.54</u> %
6 Target normal cost	6 <u>367299</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<u>01/13/2012</u>
Signature of actuary	Date
<u>MICHAEL C. WHELCHER</u>	<u>11-03510</u>
Type or print name of actuary	Most recent enrollment number
<u>TOWERS WATSON DELAWARE INC.</u>	<u>216-937-4000</u>
Firm name	Telephone number (including area code)
<u>1001 LAKESIDE AVENUE, SUITE 1900</u> <u>CLEVELAND, OH 44114-1172</u>	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

Schedule SB (Form 5500) 2010
v.092308.1

Part II		Beginning of year carryover and prefunding balances	
		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	62939	69523
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9	Amount remaining (Item 7 minus item 8).....	62939	69523
10	Interest on item 9 using prior year's actual return of <u>5.43</u> %	3418	3775
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		132581
b	Interest on (a) using prior year's effective rate of <u>7.53</u> %		9983
c	Total available at beginning of current plan year to add to prefunding balance		142564
d	Portion of (c) to be added to prefunding balance.....		0
12	Reduction in balances due to elections or deemed elections.....	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	66357	73298

Part III		Funding percentages	
14	Funding target attainment percentage.....	14	83.00 %
15	Adjusted funding target attainment percentage.....	15	83.00 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	93.04 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV		Contributions and liquidity shortfalls			
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
06/30/2010	125000				
10/22/2010	125000				
01/12/2011	125000				
04/20/2011	125000				
			Totals ▶	18(b)	500000
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contribution from prior years.....	19a	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	479590

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: 4.35 %	2nd segment: 6.59 %	3rd segment: 6.72 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 0
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a).....	29	
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	367299
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	780981	136449
b Waiver amortization installment		
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33)	34	503748
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	24158	0
36 Additional cash requirement (item 34 minus item 35).....	36	479590
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	479590
38 Interest-adjusted excess contributions for current year (see instructions).....	38	0
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Brotherhood of Locomotive Engineers and Trainmen
EIN/PN	34-6000349\004
Plan Name	Brotherhood of Locomotive Engineers and Trainmen Retirement Plan
Valuation Date	April 1, 2010
Enrolled Actuary	Michael C. Whelchel
Enrollment Number	11-03510

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22 Description of Weighted Average Retirement Age as of April 1, 2010

See Schedule SB, Part V - Statement of Actuarial Assumptions/Methods for retirement rates. The average retirement age for Line 22 was calculated by determining the average age at retirement for those current active participants expected to reach retirement, based on all current decrements assumed.

	q_x^r	l_x	${}_{x-55}P_{55} = l_x / l_{55}$	$q_x^r * l_x / l_{55}$	$x * q_x^r * l_x / l_{55}$
55	0.00	1,000,000	1.000000	0.000000	0.000000
56	0.00	1,000,000	1.000000	0.000000	0.000000
57	0.00	1,000,000	1.000000	0.000000	0.000000
58	0.00	1,000,000	1.000000	0.000000	0.000000
59	0.00	1,000,000	1.000000	0.000000	0.000000
60	0.10	1,000,000	1.000000	0.100000	6.000000
61	0.05	900,000	0.900000	0.045000	2.745000
62	0.75	855,000	0.855000	0.641250	39.757500
63	0.80	213,750	0.213750	0.171000	10.773000
64	0.90	42,750	0.042750	0.038475	2.462400
65	1.00	4,275	0.004275	0.004275	0.277875

Retirement Age =====

62

Plan Name: Brotherhood of Locomotive Engineers and Trainmen Retirement Plan
EIN / PN: 34-6000349\004
Plan Sponsor: Brotherhood of Locomotive Engineers and Trainmen
Valuation Date: April 1, 2010

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 25

Change in Method

In accordance with 1.430(d)-1(g)(3)(ii)(A), automatic approval has been granted for the first plan year for which all the provisions of 1.430(d)-1, 1.430(f)-1, 1.430(g)-1, 1.430(i)-1, and 1.436-1 are reflected of any changes to funding methods permitted by the Pension Protection Act. 2010 is the first plan year for which all of these provisions were reflected, and thus all funding method changes are automatically approved.

Plan Name: Brotherhood of Locomotive Engineers and Trainmen Retirement Plan
EIN / PN: 34-6000349\004
Plan Sponsor: Brotherhood of Locomotive Engineers and Trainmen
Valuation Date: April 1, 2010

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26 Schedule of Active Participant Data as of April 1, 2010

Attained Age	Years of Credited Service													
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29	
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	0		0		0		0		0		0		0	
25 - 29	0		1		0		0		0		0		0	
30 - 34	1		1		2		1		0		0		0	
35 - 39	0		0		0		3		0		0		0	
40 - 44	0		1		1		0		0		0		0	
45 - 49	0		2		1		1		1		0		0	
50 - 54	0		5		0		3		0		0		1	
55 - 59	1		2		3		2		0		2		1	
60 - 64	1		0		2		2		3		1		0	
65 - 69	0		0		0		0		1		0		0	
70 & Over	0		0		0		0		0		0		0	

Plan Name: Brotherhood of Locomotive Engineers and Trainmen Retirement Plan
 EIN / PN: 34-6000349\004
 Plan Sponsor: Brotherhood of Locomotive Engineers and Trainmen
 Valuation Date: April 1, 2010

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 32 Schedule of Amortization Bases as of April 1, 2010

Type of Base	Date Established	Initial Amount	Remaining Amortization Period (Years)	Outstanding Balance	Amortization Payment
1 Shortfall	04/01/2010	678,143	7	678,143	112,858
2 Shortfall	04/01/2009	(45,821)	6	(41,667)	(7,822)
3 Shortfall	04/01/2008	187,926	5	144,505	31,413
Total				780,981	136,449

Plan Name: Brotherhood of Locomotive Engineers and Trainmen Retirement Plan
 EIN / PN: 34-6000349\004
 Plan Sponsor: Brotherhood of Locomotive Engineers and Trainmen
 Valuation Date: April 1, 2010

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions/Methods

Plan Sponsor

Brotherhood of Locomotive Engineers and Trainmen

EIN/PN

34-6000349/004

Discount Rates

Current plan year PPA effective interest rate: 6.54%

Prior plan year PPA effective interest rate: 7.53%

3-Segment Rates

Applicable month: April

Transition election: No

Assumed Cost of Living Adjustments

Benefits in pay status are assumed to increase 1.5% annually.

Inclusion Date

The valuation date coincident with or next following the date on which the employee becomes a participant.

Plan-related Expenses

The amount included this year for plan-related expenses is \$ 38,249.

Mortality

For all participants: The prescribed mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code using static tables with separate mortality rates for annuitants and non-annuitants.

Plan Name:	Brotherhood of Locomotive Engineers and Trainmen Retirement Plan
EIN / PN:	34-6000349\004
Plan Sponsor:	Brotherhood of Locomotive Engineers and Trainmen
Valuation Date:	April 1, 2010

SCHEDULE SB ATTACHMENTS

Retirement

For purposes of determining the Funding Target and Target Normal Cost (both disregarding at-risk assumptions), the rates at which participants retire by age and gender are shown below.

Percentage retiring during the year		
Age	Males	Females
60	10%	10%
61	5%	5%
62	75%	75%
63	80%	80%
64	90%	90%
65	100%	100%

Disability Rates

75% of Table S-110 of the 11th Railroad Retirement Board Valuation (modified).

Compensation Increases

For purposes of determining the additional funding target for maximum deductible contribution purposes, compensation is assumed to increase by 4.50% per annum.

Future Increases in Social Security

Not applicable.

Future Increases in Maximum Benefits and Plan Compensation Limitations

Accrued benefits projected to be paid in future years are limited to the maximum presently allowed under IRC Section 415. Plan compensation is limited to the maximum presently allowed under IRC Section 401(a)(17). The maximum annual benefit and compensation limits are assumed to increase 3.500% per year in the future.

Plan Name: Brotherhood of Locomotive Engineers and Trainmen Retirement Plan
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Valuation Date: April 1, 2010

SCHEDULE SB ATTACHMENTS

Representative Termination Rates Not Due to Disability, Retirement, or Mortality

Attained Age	Annual Probability of Withdrawal Completed Years of Service			
	<u>0</u>	<u>1</u>	<u>2</u>	<u>3+</u>
25	33.2%	23.0%	13.4%	12.0%
30	28.6%	19.7%	11.5%	8.0%
35	24.0%	16.5%	9.5%	6.5%
40	19.3%	13.2%	7.5%	5.0%
45	14.7%	9.9%	5.5%	3.5%
50	10.1%	6.6%	3.6%	2.0%
55	5.5%	3.3%	1.6%	1.3%

Form of Payment

Participants are assumed to elect the normal form of payment.

Marriage

For purposes of valuing the pre-retirement surviving spouse's benefit, 85% of eligible participants are assumed to be married and male spouses are assumed to be three years older than female spouses.

Employees

It was assumed that there will be no new or rehired employees.

Plan Compensation

Compensation assumed paid in the current year beginning on the valuation date is the current annual rate of pay.

Asset Method

Under this method, valuation assets are equal to the market value of assets as of the valuation date plus the discounted present value of contributions expected to be made after the valuation date based on the prior plan year PPA effective interest rate.

Plan Name: Brotherhood of Locomotive Engineers and Trainmen Retirement Plan
EIN / PN: 34-6000349\004
Plan Sponsor: Brotherhood of Locomotive Engineers and Trainmen
Valuation Date: April 1, 2010

SCHEDULE SB ATTACHMENTS

Participant Data

Participant data was supplied by the client as of the valuation date.

Tax Policy

The actuarial valuation performed for the plan year ending March 31, 2011 is used to determine the maximum deductible contribution for the tax year ending December 31, 2010.

Benefits not Included in Valuation

We believe all significant plan provisions are reflected in this valuation.

PBGC Premium Funding Target

For purposes of determining the PBGC Premium Funding Target in Section 2.2.D, the Standard Premium Funding Target was determined using the assumptions described above, except the three-segment interest rates for March 2010 were used instead of the above interest assumption.

Nature of Actuarial Calculations

The results documented in this report are estimates based on data that may be imperfect and on assumptions about future events. Certain plan provisions may be approximated or deemed insignificant and therefore are not valued. Assumptions may be made about participant data or other factors. Reasonable efforts were made in this valuation to ensure that items that are significant in the context of the actuarial liabilities or costs are treated appropriately, and not excluded or included inappropriately.

A range of results, different from those presented in this report could be considered reasonable. The numbers are not rounded, but this is for convenience only and should not imply precision, which is not inherent in actuarial calculations. Certain percentages determined in this report, such as the Funding Target Attainment Percentage, are truncated to be consistent with the instructions for Schedule SB of the Form 5500.

The assumptions selected for this valuation other than those prescribed by law, generally reflect long-term average expectations. If overall future plan experience is less favorable than assumed, the relative level of plan costs or contribution requirements determined in this valuation will likely increase in future valuations. Future actuarial measurements may differ significantly from the current measurements presented in this report due to such factors as the following: plan experience differing from that anticipated by the economic or demographic assumptions; increases or decreases expected as part of the natural operation of the methodology used for the measurements (such as the end of an amortization period); and changes in plan provisions or applicable law. It is beyond the scope of this actuarial valuation to analyze the potential range of future pension contributions, but we can do so upon request.

Plan Name:	Brotherhood of Locomotive Engineers and Trainmen Retirement Plan
EIN / PN:	34-6000349\004
Plan Sponsor:	Brotherhood of Locomotive Engineers and Trainmen
Valuation Date:	April 1, 2010

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions

Plan Sponsor

Brotherhood of Locomotive Engineers and Trainmen

Plan

Brotherhood of Locomotive Engineers and Trainmen Retirement Plan (excluding Building Association Participants)

Effective Date and Most Recent Amendment

The plan was originally effective April 1, 1961. The plan was amended and restated effective March 31, 2010.

Plan Year

The twelve-month period beginning each April 1.

Coverage and Participation

All salaried employees or an officer who participates during his term(s) in office.

Credited Service

Before April 1, 1976, a year was credited for each plan year in accordance with the applicable Employees or Officers Plan. Credits for plan years after April 1, 1976 are earned if the employee works 1,000 hours. Credit for the plan year in which retirement occurs is earned if 173 hours are worked.

Vesting Service

A year of vesting service is earned for every plan year 1,000 hours are worked.

Final Average Compensation/Salary

The highest 5 consecutive completed plan years of pay (excluding overtime and bonuses) during the last 10 plan years, divided by 60.

Plan Name:	Brotherhood of Locomotive Engineers and Trainmen Retirement Plan
EIN / PN:	34-6000349\004
Plan Sponsor:	Brotherhood of Locomotive Engineers and Trainmen
Valuation Date:	April 1, 2010

SCHEDULE SB ATTACHMENTS

Normal Retirement Benefit

Normal Retirement Date: The first day of the month following age 65. With respect to the accrued benefit as of October 1, 1993, the normal retirement date for a participant in the Officers Plan is the first day of the month following age 60.

Benefit Formula: For retirement or termination of employment prior to April 1, 1992, the normal retirement benefit is the greater of (a) or (b):

- (a) Credited service multiplied by 3/4% of average monthly earnings, plus 1/4% of the excess of average monthly earnings over \$550
- (b) Credited service multiplied by \$6

For retirement or termination of employment on or after April 1, 1992; the normal retirement benefit is the greater of (a) or (b):

- (a) Credited service multiplied by 1 1/4% of participant's average monthly earnings
- (b) Credited service multiplied by \$6

With respect to participants who were participants in the Officers Plan, the monthly amount cannot exceed \$1,500, indexed annually every January 1 beginning in 2008 by the cost-of-living adjustment applicable to Tier 1 Railroad Retirement Benefits.

Normal Form of Benefit: The normal form of payment is a 10-year certain and continuous benefit for single employees and a 50% joint & survivor benefit for married employees.

Late Retirement

The accrued benefit based on credited service and average monthly earnings at the time of actual retirement. After age 65 (age 60 with respect to the accrued benefit as of October 1, 1993 for participants who were in the Officers Plan), an employee can elect to double the pre-retirement death benefit; benefits payable at actual retirement are reduced by one half of 1% for each year that such elective coverage has been in effect.

Accrued Benefits

The benefit determined by the normal retirement benefit formula based on average monthly earnings and credited service as of the date of determination, but not less than the accrued benefit determined March 31, 1989 under the applicable Employee Plan or Officers Plan.

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Early Retirement Benefit

Eligibility: Eligible at age 55 and 10 years of vesting service or age 62. With respect to the accrued benefit as of October 1, 1993, the early retirement age for participants in the Officers Plan is age 50 and 10 years of vesting service.

Benefit: The accrued benefit payable at age 65 or 62 (unreduced), or an actuarially equivalent benefit payable immediately reduced from age 65. For participants who were participants of the Officers Plan, the early retirement benefit is no less than the Officers accrued benefit as of October 1, 1993, payable at age 60, or an actuarially equivalent benefit payable immediately.

Disability Benefit

Eligibility: Eligible upon disability after 10 years of vesting service.

Benefit Before Normal Retirement: The accrued benefit payable immediately and unreduced, after a six month waiting period; the 10 year certain period begins at age 65.

Vested Benefits Upon Termination of Service

Vesting: Based upon years of vesting service as follows:

Vesting Service	Vested Percentage
0 - 5	0%
5 or more	100%

Termination Benefit: The accrued benefit at date of termination multiplied by vested percentage payable at age 65. For participants who were participant in the Officers Plan, the accrued benefit as of October 1, 1993 commencing at age 60 is a minimum benefit.

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Pre-retirement Death Benefit

Married Participants

Eligibility: The participant is married and entitled to a vested benefit on the date that death occurs.

Benefit: Eligible spouses of vested participants shall receive, commencing at the date the participant would have become age 55 (age 50 with respect to the October 1, 1993 accrued benefit if the participant was a participant in the Officers Plan) or date of death, if later, a death benefit equal to 50% of that to which the participant would have been entitled had he:

(a) Survived to age 55 (age 50 with respect to the Officers Plan October 1, 1993 accrued benefit) or date of death, if later; elected early retirement; elected the joint and 50% spouse's annuity benefit form; and died immediately thereafter.

Unmarried Participants

Effective September 1, 2006, upon the death of an unmarried vested participant who has not elected an optional death benefit, the actuarial equivalent of 50% of the participant's accrued benefit, reduced for early retirement, is payable in equal shares to the children.

Optional Forms of Retirement Income in Lieu of Normal Form

Option A: 50%, 66 2/3%; 75%; or 100% Joint & Survivor Annuity.

Option B: 10 Years Certain & Life.

Option C: Straight Life Annuity.

Option D: Lump Sum - Effective March 28, 2005, if the actuarially equivalent value of the benefit exceeds \$ 1,000, the participant has the option to convert the benefit to a lump distribution.

Pension Increases

Benefits are subject to cost-of-living adjustments after they commence. Benefits are increased 2% if the cost-of-living has increased 5% since the last adjustment. Benefits were increased 2% on April 1, 2009.

Plan Participants' Contributions

None.

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Changes in Plan Provisions since Last Actuarial Valuation

There have been no changes in plan provisions since the last actuarial valuation.

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SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). File as an attachment to Form 5500 or 5500-SF.	<small>OMB No. 1210-0110</small> 2010 This Form is Open to Public Inspection
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For calendar plan year 2010 or fiscal plan year beginning 04/01/2010 and ending 03/31/2011

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>Brotherhood of Locomotive Engineers and Trainmen Retirement Plan</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>Brotherhood of Locomotive Engineers and Trainmen</u>	D Employer Identification Number (EIN) <u>34-6000349</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B ☐ Other	
F Prior year plan size: ☒ 100 or fewer ☐ 101-500 ☐ More than 500	

Part I Basic Information			
1 Enter the valuation date: Month <u>4</u> Day <u>1</u> Year <u>2010</u>			
2 Assets:			
a Market value.....	2a		5,127,330
b Actuarial value.....	2b		5,127,330
3 Funding target/participant count breakdown		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a	16	1,063,454
b For terminated vested participants.....	3b	14	690,450
c For active participants:			
(1) Non-vested benefits.....	3c(1)		351,731
(2) Vested benefits.....	3c(2)		3,903,382
(3) Total active.....	3c(3)	47	4,255,113
d Total.....	3d	77	6,009,017
4 If the plan is at-risk, check the box and complete items (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions.....	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor.....	4b		
5 Effective interest rate.....	5	6.54 %	
6 Target normal cost.....	6	367,299	

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<u>Michael C. Whelchel</u> Signature of actuary	<u>13 January 2012</u> Date
	<u>Michael C. Whelchel</u> Type or print name of actuary	<u>11-03510</u> Most recent enrollment number
	<u>Towers Watson Delaware Inc.</u> Firm name	<u>(216) 937-4000</u> Telephone number (including area code)
	<u>1001 Lakeside Avenue, Suite 1900</u> Address of the firm	
	<u>Cleveland OH 44114-1172</u> Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF. Schedule SB (Form 5500) 2010 v.092308.1

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	62,939	69,523
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9 Amount remaining (Item 7 minus item 8).....	62,939	69,523
10 Interest on item 9 using prior year's actual return of <u>5.43</u> %	3,418	3,775
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		132,581
b Interest on (a) using prior year's effective rate of <u>7.53</u> %		9,983
c Total available at beginning of current plan year to add to prefunding balance		142,564
d Portion of (c) to be added to prefunding balance.....		0
12 Reduction in balances due to elections or deemed elections.....	0	0
13 Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	66,357	73,298

Part III Funding percentages

14 Funding target attainment percentage.....	14	83.00 %
15 Adjusted funding target attainment percentage.....	15	83.00 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	93.04 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
06/30/2010	125,000				
10/22/2010	125,000				
01/12/2011	125,000				
04/20/2011	125,000				
Totals ▶			18(b)	500,000	18(c) 0

19 Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contribution from prior years.	19a	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	479,590

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c** If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions used to determine funding target and target normal cost			
21 Discount rate:			
a Segment rates:	1st segment: 4.35 %	2nd segment: 6.59 %	3rd segment: 6.72 % ☐ N/A, full yield curve used
b Applicable month (enter code)	21b		0
22 Weighted average retirement age	22		62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			
Part VI Miscellaneous items			
24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No			
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No			
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No			
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.	27		
Part VII Reconciliation of unpaid minimum required contributions for prior years			
28 Unpaid minimum required contribution for all prior years	28		
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)	29		
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30		0
Part VIII Minimum required contribution for current year			
31 Target normal cost, adjusted, if applicable (see instructions)	31		367,299
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment	780,981		136,449
b Waiver amortization installment			
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33)	34		503,748
	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	24,158	0	24,158
36 Additional cash requirement (item 34 minus item 35)	36		479,590
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	37		479,590
38 Interest-adjusted excess contributions for current year (see instructions)	38		0
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	39		0
40 Unpaid minimum required contribution for all years	40		0