

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 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>REVISED RETIREMENT PLAN FOR EMPLOYEES OF ELECTRIC ENERGY, INC.</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>11/01/1952</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>11/01/1952</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>11/01/1952</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>ELECTRIC ENERGY, INC.</u> <u>PO BOX 165</u> <u>2100 PORTLAND ROAD</u> <u>JOPPA, IL 61953</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>37-0673432</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>618-543-7531</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>221100</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>37-0673432</u>	2c Sponsor's telephone number <u>618-543-7531</u>	2d Business code (see instructions) <u>221100</u>	
2b Employer Identification Number (EIN) <u>37-0673432</u>					
2c Sponsor's telephone number <u>618-543-7531</u>					
2d Business code (see instructions) <u>221100</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. Signature of plan administrator	<u>10/10/2013</u> Date	<u>DAVID RAMBO</u> 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) <u>KIM AARON</u>			Preparer's telephone number (optional) <u>270-443-4400</u>

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address RETIREMENT PLAN COMMITTEE ELECTRIC ENERGY, INC. PO BOX 165 JOPPA, IL 61953		3b Administrator's EIN 37-0673432
		3c Administrator's telephone number 618-543-7531
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		5 536
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	184
b Retired or separated participants receiving benefits.....	6b	223
c Other retired or separated participants entitled to future benefits.....	6c	42
d Subtotal. Add lines 6a , 6b , and 6c	6d	449
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	79
f Total. Add lines 6d and 6e	6f	528
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
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 1G		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE 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 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

▶ **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>REVISED RETIREMENT PLAN FOR EMPLOYEES OF ELECTRIC ENERGY, INC.</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>ELECTRIC ENERGY, INC.</u>	D Employer Identification Number (EIN) <u>37-0673432</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>01</u> Day <u>01</u> Year <u>2012</u>	
2 Assets:	
a Market value	2a <u>64623108</u>
b Actuarial value	2b <u>65494814</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>277</u> <u>42917875</u>
b For terminated vested participants.....	3b <u>27</u> <u>792674</u>
c For active participants:	
(1) Non-vested benefits.....	3c(1) <u>2027200</u>
(2) Vested benefits.....	3c(2) <u>23200213</u>
(3) Total active	3c(3) <u>232</u> <u>25227413</u>
d Total	3d <u>536</u> <u>68937962</u>
4 If the plan is in at-risk status, check the box and complete lines (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 in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>7.00</u> %
6 Target normal cost.....	6 <u>2110300</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>10/09/2013</u>
Signature of actuary		Date
<u>STEVEN M. DICUS A.S.A.,E.A.,M.A.A.A</u>		<u>11-05681</u>
Type or print name of actuary		Most recent enrollment number
<u>MERCER</u>		<u>314-342-2686</u>
Firm name		Telephone number (including area code)
<u>701 MARKET STREET, SUITE 1100</u> <u>ST LOUIS, MO 63101-1867</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) 2012
v. 120126

Part II		Beginning of Year Carryover Prefunding Balances	
		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)		
10	Interest on line 9 using prior year's actual return of <u>1.47</u> %		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		218707
	b Interest on (a) using prior year's effective interest rate of <u>6.26</u> % except as otherwise provided (see instructions)		13691
	c Total available at beginning of current plan year to add to prefunding balance		232398
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III		Funding Percentages	
14	Funding target attainment percentage	14	95.00 %
15	Adjusted funding target attainment percentage	15	80.53 %
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	88.00 %
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
03/28/2012	90000		01/15/2013	1233000	
04/13/2012	1233000		04/15/2013	1728000	
07/13/2012	1233000				
10/15/2012	1233000				
07/15/2013	1728000				
09/13/2013	3400000				
			Totals ▶	18(b)	11878000
				18(c)	

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 contributions from prior years.	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 88564
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 10890337
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If line 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
0	0
(3) 3rd	(4) 4th
0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 63
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 subject to 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 contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	2110300	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:			
a Net shortfall amortization installment	Outstanding Balance	Installment	
b Waiver amortization installment	3443148	975243	
	0	0	
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 (lines 31a - 31b + 32a + 32b - 33)...	34	3085543	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			0
36 Additional cash requirement (line 34 minus line 35)	36	3085543	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	10890337	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	7804794	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

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
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan REVISED RETIREMENT PLAN FOR EMPLOYEES OF ELECTRIC ENERGY, INC.	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 ELECTRIC ENERGY, INC.	D Employer Identification Number (EIN) 37-0673432	

Part I	Service Provider Information (see instructions)
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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
THE BANK OF NEW YORK MELLON

13-5160382

(b) Enter name and EIN or address of person who provided you disclosure 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)

MERCER

13-2834414

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 17	NONE	468215	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MELLON GSS COMPENSATION

04-1107180

(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?
13 19	NONE	143503	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

KEMPER CPA GROUP LLP

37-0818432

(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?
	NONE	19250	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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)

(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 ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(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 ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(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 ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

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 D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan 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 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>REVISED RETIREMENT PLAN FOR EMPLOYEES OF ELECTRIC ENERGY, INC.</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>ELECTRIC ENERGY, INC.</u>	D Employer Identification Number (EIN) <u>37-0673432</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB INTERNATIONAL STOCK INDEX FUND</u>		
b Name of sponsor of entity listed in (a): <u>MELLON TRUST COMPANY</u>		
c EIN-PN <u>25-6078093-034</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>5152921</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB LARGE CAP STOCK INDEX FUND</u>		
b Name of sponsor of entity listed in (a): <u>MELLON TRUST COMPANY</u>		
c EIN-PN <u>25-6078093-004</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>21579081</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB SMALL CAP STOCK INDEX FUND</u>		
b Name of sponsor of entity listed in (a): <u>MELLON TRUST COMPANY</u>		
c EIN-PN <u>25-6078093-009</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>11861490</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB TEMPORARY INVESTMENT FUND</u>		
b Name of sponsor of entity listed in (a): <u>MELLON TRUST COMPANY</u>		
c EIN-PN <u>25-6078093-023</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2009974</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB MELLON TOTAL RETURN FUND CL A</u>		
b Name of sponsor of entity listed in (a): <u>MELLON TRUST COMPANY</u>		
c EIN-PN <u>25-6078093-102</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>25253572</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>REVISED RETIREMENT PLAN FOR EMPLOYEES OF ELECTRIC ENERGY, INC.</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ELECTRIC ENERGY, INC.</u>	D Employer Identification Number (EIN) <u>37-0673432</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	2789000	8089000
	(2) Participant contributions	1b(2)		
	(3) Other	1b(3)	29	75
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	378274	2009974
	(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)	61484923	63847064
	(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	64652226	73946113

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	57926	36942
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	57926	36942

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	64594300	73909171
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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)	11878000	
(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)		11878000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	611	
(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)		611
(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)		8151059
(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		20029670

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	9934768	
(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)		9934768
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)	487465	
(2) Contract administrator fees	2i(2)	143503	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	149063	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		780031
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		10714799

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		9314871
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: KEMPER CPA GROUP, LLP

(2) EIN: 37-0818432

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		5000000
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.		X	

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)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 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 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>REVISED RETIREMENT PLAN FOR EMPLOYEES OF ELECTRIC ENERGY, INC.</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ELECTRIC ENERGY, INC.</u>	D Employer Identification Number (EIN) <u>37-0673432</u>

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>25-1904625</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3 <u>0</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 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 ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☒ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

**REVISED RETIREMENT PLAN FOR EMPLOYEES OF
ELECTRIC ENERGY, INC.**

**FINANCIAL STATEMENTS
WITH INDEPENDENT AUDITOR'S REPORT**

Years Ended December 31, 2012 and 2011

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All other schedules required by Section 2520.103-10 of the Department of Labor’s Rules and Regulations for Reporting and Disclosure under the Employment Retirement Income Security Act of 1974 have been omitted because they are not applicable.



INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator of
Revised Retirement Plan for Employees of:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Revised Retirement Plan for Employees of Electric Energy, Inc., which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan 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 controls 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 E, which was certified by Mellon Bank, N.A./Mellon Trust of New England, N/A., the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. 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 a certification from the trustee as of and for the years ended December 31, 2012 and December 31, 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

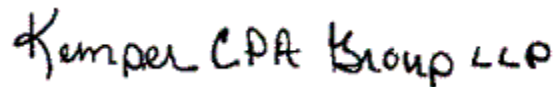
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matters

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of assets (held at end of year) and reportable transactions, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements, but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to, and we do not, express an opinion on the supplemental schedules referred to above.

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

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

A handwritten signature in black ink that reads "Kemper CPA Group LLP". The signature is written in a cursive, flowing style.

Certified Public Accountants and Consultants
Paducah, Kentucky
October 10, 2013

REVISED RETIREMENT PLAN FOR EMPLOYEES OF ELECTRIC ENERGY, INC.

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
ASSETS:		
Investments at fair value:		
EB Temporary Investment Funds	\$ 2,009,974	\$ 378,274
EB Intl Cap Stock Index Fund	5,152,921	4,709,453
EB Large Cap Stock Index Fund	21,579,081	21,139,262
EB Small Cap Stock Index Fund	11,861,490	11,202,648
EB Mellon Total Return Fund Cl A	<u>25,253,572</u>	<u>24,433,560</u>
Total investments	<u>65,857,038</u>	<u>61,863,197</u>
Receivables:		
Interest receivable	75	29
Employer contribution receivable	<u>8,089,000</u>	<u>2,789,000</u>
Total receivables	<u>8,089,075</u>	<u>2,789,029</u>
Total assets	<u>73,946,113</u>	<u>64,652,226</u>
LIABILITIES:		
Accounts payable	<u>36,942</u>	<u>57,926</u>
Total liabilities	<u>36,942</u>	<u>57,926</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$73,909,171</u>	<u>\$64,594,300</u>

The accompanying notes are an integral part of these financial statements.

REVISED RETIREMENT PLAN FOR EMPLOYEES OF ELECTRIC ENERGY, INC.

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
EMPLOYER CONTRIBUTIONS	<u>\$11,878,000</u>	<u>\$ 5,426,000</u>
INVESTMENT INCOME		
Interest	611	545
Net appreciation in fair value of investments	<u>8,151,059</u>	<u>894,632</u>
Total investment income	<u>8,151,670</u>	<u>895,177</u>
Total additions	<u>20,029,670</u>	<u>6,321,177</u>
DEDUCTIONS:		
Benefits paid directly to participants	9,934,768	4,335,486
Administrative expenses	<u>780,031</u>	<u>368,409</u>
Total deductions	<u>10,714,799</u>	<u>4,703,895</u>
NET INCREASE	9,314,871	1,617,282
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	<u>64,594,300</u>	<u>62,977,018</u>
End of year	<u><u>\$73,909,171</u></u>	<u><u>\$64,594,300</u></u>

The accompanying notes are an integral part of these financial statements.

**REVISED RETIREMENT PLAN FOR EMPLOYEES
OF ELECTRIC ENERGY, INC.
NOTES TO FINANCIAL STATEMENTS**

NOTE A – PLAN DESCRIPTION

The following description of the Revised Retirement Plan for Employees of Electric Energy, Inc. (the “Plan”) is for general information purposes only. Participants should refer to the Plan Document for a more comprehensive description of the Plan’s provisions.

General – The Plan, as amended, is a defined benefit pension plan covering all employees of Electric Energy, Inc. (the “Company”). Benefits under the Plan are based on each employee’s compensation, years of service, and age at retirement. The Plan is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Effective March 1, 2012 for Union employees and April 1, 2012 for Management employees, the pension plan was converted to a cash balance plan.

The Retirement Plan Committee of the Company controls and manages the operation and administration of the Plan. The Plan’s trustee is Mellon Bank (“Mellon”). The Plan’s investment assets as of December 31, 2012 and 2011 are held in a common/collective trust account at Mellon (the “Trust”).

Eligibility Requirements – Employees are eligible to participate the later of the following dates:

- The first day of the month coinciding with or following first day of employment, or
- The first day of the month coinciding with or following attainment of age 21.

Effective January 1, 1995, employee contributions are no longer required or permitted.

Vesting – Participants vest in their accrued Company benefits according to the following schedule:

Years of Service	Vested Percentage
Less than five	0 %
Five or more	100 %

Prior to January 1, 1995, participants were immediately vested in their own contributions to the Plan.

Normal Retirement Benefits – The normal retirement date is the first day of the month coinciding with or following the participant’s 65th birthday. Effective March 1, 2012 for Union employees and April 1, 2012 for Management employees (the conversion dates), a participant can choose a benefit equal to the larger of (1) or (2) plus (3) plus (4):

- (1) The frozen accrued benefit at the conversion date as defined in the plan document.
- (2) Opening balance account with interest credits as defined in the plan document.
- (3) Ongoing cash balance benefit (initial credit, cash balance pay credits, transition credits and interest credits) as defined in the plan document.
- (4) 50% of the participant’s annual primary insurance amount under Federal Social Security Act in effect at the time of retirement or on the first day of the month coinciding with or following the participant’s 62nd birthday, if earlier; provided, however, that the percentage is reduced by 2% for each year of credited service less than 25.

**REVISED RETIREMENT PLAN FOR EMPLOYEES
OF ELECTRIC ENERGY, INC.
NOTES TO FINANCIAL STATEMENTS**

NOTE A – PLAN DESCRIPTION, CONTINUED

Maximum Annual Benefits – Under the Plan, the maximum annual retirement allowance attributable to employer contributions payable to a Member shall not exceed the lesser of:

1. \$160,000, as adjusted effective as of January 1st of each calendar year for increases in the cost-of-living, if any, and
2. One hundred percent (100%) of Member's average annual section 415 compensation for the three (3) consecutive calendar years during which the Member received the greatest aggregate 415 compensation from the employer.

Other Plan Benefits – Certain provisions of the Plan also provide for early retirement benefits, spouse benefits, death benefits, termination benefits, and disability benefits. A lump sum option of a participant's accrued benefit is allowed.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES FOLLOWED BY THE PLAN

Date of Management's Review – The Plan has evaluated subsequent events through October 10, 2013, the date which the financial statements were available to be issued.

Basis of Accounting – The accompanying financial statements of the Plan have been prepared in accordance with accounting principles generally accepted in the United States of America.

Use of estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition – The Plan's 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 F 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. Dividends are recorded on the ex-dividend date. Net appreciation includes the plan's gains and losses on investments bought and sold as well as held during the year.

Expenses – Expenses incurred by the Plan consist principally of professional fees for actuarial services performed by Mercer Human Resource Consulting ("Mercer") and administrative fees paid to Mellon Bank. Certain other expenses of the Plan are paid by the Company.

Payment of Benefits – Benefit payments to participants are recorded upon distribution.

**REVISED RETIREMENT PLAN FOR EMPLOYEES
OF ELECTRIC ENERGY, INC.
NOTES TO FINANCIAL STATEMENTS**

NOTE C – FUNDING POLICY

The Company funds the plan. Prior to January 1, 1995, employee contributions were required. Accumulated employee contributions, including interest, were \$710,518 and \$1,265,057 at December 31, 2012 and 2011, respectively. Annual interest was credited on the contributions at the rate of 1.40% and 2.34%, respectively.

The Company's funding policy is to contribute the minimum required contribution under ERISA and the Pension Protection Act of 2006 (PPA). From time to time, the Company may decide to contribute more than the minimum required contribution if necessary to achieve certain objectives, such as avoiding benefit restrictions under PPA or level funding over multiple years. The Company met the minimum funding requirements of ERISA for the years ended December 31, 2012 and 2011.

NOTE D – INVESTMENTS

During the years ended December 31, 2012 and 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

	<u>2012</u>	<u>2011</u>
EB Daily Valued Intl Cap Stock Index Fund	\$ 892,325	\$ (588,453)
EB Daily Valued Large Cap Stock Index Fund	3,419,326	249,691
EB Daily Valued Small Cap Stock Index Fund	1,860,330	(446,395)
EB Mellon Total Return Fund CI A	<u>1,979,078</u>	<u>1,679,789</u>
Net appreciation	<u>\$ 8,151,059</u>	<u>\$ 894,632</u>

The Plan's investments that represented five percent or more of the Plan's net assets available for benefits as of December 31, 2012 and 2011 are as follows:

	<u>2012</u>	<u>2011</u>
EB Daily Valued Intl Cap Stock Index Fund	\$ 5,152,921	\$ 4,709,453
EB Daily Valued Large Cap Stock Index Fund	\$ 21,579,081	\$ 21,139,262
EB Daily Valued Small Cap Stock Index Fund	\$ 11,861,490	\$ 11,202,648
EB Mellon Total Return Fund CI A	\$ 25,253,572	\$ 24,433,560

NOTE E – INFORMATION PROVIDED BY THE TRUSTEE

The following is a summary of the unaudited information regarding the Plan as of December 31, 2012 and 2011 included in the Plan's financial statements and supplemental schedules that was prepared by or derived from information prepared by Mellon Bank, and furnished to the plan administrator. The plan administrator has obtained certifications from Mellon as of December 31, 2012 and 2011, and for the years then ended, that such information is complete and accurate.

	2012	2011
Investments	\$ 65,857,038	\$ 61,863,197
Interest Receivable	\$ 75	\$ 29
Investment income:		
Interest	\$ 611	\$ 545
Net appreciation in fair value of investments	\$ 8,151,059	\$ 894,632

Additionally, information included in the Supplemental Schedules has also been certified by the trustee as complete and accurate.

**REVISED RETIREMENT PLAN FOR EMPLOYEES
OF ELECTRIC ENERGY, INC.
NOTES TO FINANCIAL STATEMENTS**

NOTE F – FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1	Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access.
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Level 2	<p>Inputs to the valuation methodology include</p> <ul style="list-style-type: none">• 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. <p>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.</p>
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Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement.
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The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Commingled and Common Collective Trust Funds: Market values of units held in commingled and common collective trust funds are determined daily by the trustee of the funds based on reported redemption values reported by investment advisors.

Investment classification in commingled and common collective trust funds is as follows:

Cash equivalents: EB Temporary Investment Fund

U.S equity: EB Intl Cap Stock Index Fund, EB Large Cap Stock Index Fund, and
EB Small Cap Stock Index Fund

U.S. debt: EB Mellon Total Return Fund CI A

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

**REVISED RETIREMENT PLAN FOR EMPLOYEES
OF ELECTRIC ENERGY, INC.
NOTES TO FINANCIAL STATEMENTS**

NOTE F – FAIR VALUE MEASUREMENTS, CONTINUED

The following tables set forth by level, within the fair value hierarchy, the plan's assets at fair value as of December 31, 2012 and 2011.

Assets at Fair Value as of December 31, 2012

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Cash and Cash Equivalents:				
EB Temporary Investment Fund	\$ -	\$ 2,009,974	\$ -	\$ 2,009,974
Equity Securities:				
EB Intl Cap Stock Index Fund	-	5,152,921	-	5,152,921
EB Large Cap Stock Index Fund	-	21,579,081	-	21,579,081
EB Small Cap Stock Index Fund	-	11,861,490	-	11,861,490
Debt Securities:				
EB Mellon Total Return Fund Cl A	-	25,253,572	-	25,253,572
Total assets at fair value	<u>\$ -</u>	<u>\$ 65,857,038</u>	<u>\$ -</u>	<u>\$ 65,857,038</u>

Assets at Fair Value as of December 31, 2011

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Cash and Cash Equivalents:				
EB Temporary Investment Fund	\$ -	\$ 378,274	\$ -	\$ 378,274
Equity Securities:				
EB Intl Cap Stock Index Fund	-	4,709,453	-	4,709,453
EB Large Cap Stock Index Fund	-	21,139,262	-	21,139,262
EB Small Cap Stock Index Fund	-	11,202,648	-	11,202,648
Debt Securities:				
EB Mellon Total Return Fund Cl A	-	24,433,560	-	24,433,560
Total assets at fair value	<u>\$ -</u>	<u>\$ 61,863,197</u>	<u>\$ -</u>	<u>\$ 61,863,197</u>

NOTE G – AGREEMENTS WITH THIRD PARTIES – ALLOCATED INSURANCE CONTRACTS

The respective trust and investment management agreements establish collective investment funds to which contributions are deposited and which earn interest. For participants who retire on or after January 1, 1995, retirement benefit payments are made directly from amounts in the Trust. For participants who retired prior to January 1, 1995, retirement benefits are provided by monthly retirement annuities from The Prudential Insurance Company of America ("Prudential"). These annuities were purchased from amounts in the Trust. The amounts contained in the monthly retirement annuities are not reflected as assets of the Plan on the statements of net assets, nor are they reflected as obligations in the accumulated benefit obligation presented in Note H.

NOTE H – ACCUMULATED BENEFITS

As discussed in Note G, prior to January 1, 1995, retiree benefits were provided through the purchase of annuities and were excluded from Plan assets. After January 1, 1995, the information below reflects liabilities associated with retirees and non-retirees. Accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the plan's provisions to service rendered by employees as of the valuation date. Accumulated plan benefits include benefits expected to be paid to (1) retired or terminated employees or their beneficiaries, (2) beneficiaries of employees who have died, and (3) present employees or their beneficiaries. The actuarial present value of accumulated plan benefits is determined by an independent actuary and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

**REVISED RETIREMENT PLAN FOR EMPLOYEES
OF ELECTRIC ENERGY, INC.
NOTES TO FINANCIAL STATEMENTS**

NOTE H – ACCUMULATED BENEFITS, CONTINUED

The effect of plan amendments on accumulated plan benefits is recognized during the year in which such amendments become effective. Therefore, the effects of the most recent amendment to convert to a cash balance plan are not yet reflected in the actuarial present value of accumulated plan benefits presented below.

The actuarial present value of accumulated plan benefits as of January 1, 2012 and 2011 are as follows:

	<u>2012</u>	<u>2011</u>
Vested:		
Participants currently receiving benefits	\$ 52,454,847	\$ 49,110,305
Other vested benefits	<u>35,700,689</u>	<u>27,951,505</u>
Total vested	88,155,536	77,061,810
Nonvested	<u>2,923,046</u>	<u>2,460,629</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 91,078,582</u>	<u>\$ 79,522,439</u>

The changes in the actuarial present value of the Plan's accumulated plan benefits for the year ended January 1, 2012 are as follows:

Actuarial present value of accumulated plan benefits as of January 1, 2011	\$ 79,522,439
Increase (decrease) during the year attributable to :	
Benefits accumulated and (gains) losses	1,838,229
Benefits paid	(4,335,486)
Change in actuarial assumptions	9,847,414
Change in plan provisions	-
Increase for interest due to the decrease in the discount period	<u>4,205,986</u>
Net increase	<u>11,556,143</u>
Actuarial present value of accumulated plan benefits as of January 1, 2012	<u>\$ 91,078,582</u>

The significant actuarial assumptions used in the January 1, 2012 and January 1, 2011 valuations were:

Mortality:	- The RP2000 male and female combined tables (with white collar adjustments for salaried employees and blue collar adjustments for union employees) were utilized.
Retirement age:	- Graduated basis from age 55 to 70, with all employees retiring by age 70.
Investment return:	- 6.32% (2012) and 8% (2011) per annum compounded annually.
Discount rate:	- 4.50% for 2012, 5.45% for 2011

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. If the Plan were to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

**REVISED RETIREMENT PLAN FOR EMPLOYEES
OF ELECTRIC ENERGY, INC.
NOTES TO FINANCIAL STATEMENTS**

NOTE I – RELATED-PARTY TRANSACTIONS

Certain Plan investments are shares of pooled separate accounts managed by Mellon. Mellon is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees incurred by the Plan to Mellon were \$143,503 and \$139,534 for contract administration and investment management services for the years ended December 31, 2012 and 2011, respectively.

NOTE J – FEDERAL INCOME TAX STATUS

The Plan obtained its latest determination letter on October 2, 2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and the Plan and the related trust are tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements. The Plan Administrator believes the Plan is no longer subject to income tax examinations for years prior to 2009.

NOTE K – PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan, in certain circumstances, to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event that the Plan is terminated, the net assets of the Plan will be allocated for payment of plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations thereunder and the Plan document.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation ("PBGC") if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

Whether all participants receive their benefits should the Plan be terminated at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the priority of those benefits to be paid, and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then-existing assets and the PBGC guaranty, while other benefits may not be provided for at all.

NOTE L – RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for benefits.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates 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 would be material to the financial statements.

**REVISED RETIREMENT PLAN FOR EMPLOYEES
OF ELECTRIC ENERGY, INC.
NOTES TO FINANCIAL STATEMENTS**

NOTE M – SUBSEQUENT EVENTS

The Plan received a favorable determination letter from the Internal Revenue Service dated July 8, 2013.

During 2013, the majority shareholder in the Plan Sponsor agreed to sell its ownership interest to another company. As of October 10, 2013, the transaction had not been finalized. So far, 32 employees have been notified that their positions will terminate within a short period of time after the sale date, resulting in a plan curtailment. Management anticipates the curtailment will result in a gain. However, the amount of the gain is not known at this time.

**REVISED RETIREMENT PLAN FOR EMPLOYEES
OF ELECTRIC ENERGY, INC**

EIN 37-0673432, Plan 001

Schedule H, Line 4i-Schedule of Assets (Held At End of Year)

December 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	Mellon Trust	EB Temporary Investment Cash	\$ 2,009,974	\$ 2,009,974
*	Mellon Trust	EB Daily Valued International Stock Index Fund	3,348,924	5,152,921
*	Mellon Trust	EB Daily Valued Large Cap Stock Index Fund	13,007,167	21,579,081
*	Mellon Trust	EB Daily Valued Small Cap Stock Index Fund	6,837,000	11,861,490
*	Mellon Trust	EB Mellon Total Return Fund CL A	17,458,368	25,253,572
Total			<u>\$ 42,661,433</u>	<u>\$ 65,857,038</u>

* Represents a party in interest.

**REVISED RETIREMENT PLAN FOR EMPLOYEES
OF ELECTRIC ENERGY, INC**

EIN 37-0673432, Plan 001

Schedule H, Line 4j-Schedule of Reportable Transactions

For the Year Ended December 31, 2012

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
Category 3 - Series of Transaction in Same Security Exceeds 5% of Value								
BNY Mellon	EB Temporary Investment Fund	\$ 14,219,315	\$ -	\$ -	\$ -	\$ -	\$ 14,219,315	\$ -
BNY Mellon	EB Temporary Investment Fund	\$ -	\$ 12,587,615	\$ -	\$ -	\$ 12,587,615	\$ 12,587,615	\$ -
BNY Mellon	EB Daily Valued Large Cap SIF	\$ 1,070,898	\$ -	\$ -	\$ -	\$ -	\$ 1,070,898	\$ -
BNY Mellon	EB Daily Valued Large Cap SIF	\$ -	\$ 4,050,404	\$ -	\$ -	\$ 2,455,302	\$ 4,050,404	\$ 1,595,102
BNY Mellon	EB Daily Valued Small Cap SIF	\$ 986,814	\$ -	\$ -	\$ -	\$ -	\$ 986,814	\$ -
BNY Mellon	EB Daily Valued Small Cap SIF	\$ -	\$ 2,188,304	\$ -	\$ -	\$ 1,263,714	\$ 2,188,304	\$ 924,590
BNY Mellon	EB Mellon Total Return Fund	\$ 3,558,035	\$ -	\$ -	\$ -	\$ -	\$ 3,588,035	\$ -
BNY Mellon	EB Mellon Total Return Fund	\$ -	\$ 4,717,100	\$ -	\$ -	\$ 3,302,757	\$ 4,717,100	\$ 1,414,343

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial assumptions**

Discount rate sponsor elections	Non-stabilized Rates	Stabilized Rates
▪ Segment rates or full yield curve	Segment	Segment
▪ Look-back months	4	N/A
▪ First 5 years	2.06%	5.54%
▪ Next 15 years	5.25%	6.85%
▪ Over 20 years	6.32%	7.52%
Mortality sponsor elections		
▪ Healthy participants	Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA.	
▪ Pre-1995 disabilities	Revenue Ruling 96-7 table for participants who became disabled before 1995.	
▪ Post-1994 disabilities	Same as Healthy participants.	
Employee contribution annuity conversion		
▪ Mortality	Applicable PPA 2012 blended mortality	
▪ Interest	October 2011 rates for the 2012 plan year of 2.09%, 4.56% and 5.50% for the first five years, the next fifteen and all remaining years past 20 respectively.	
Other economic assumptions		
▪ Salary increases	3.98% per year average salary scale. See table of sample rates.	
▪ Social Security wage base	3.25% per year	
▪ Inflation	2.50% per year	
▪ Expected investment return	Limited to the greater of the expected investment return and the third segment rate. The third segment rate, 6.32%, is the limiting value for the 2012 valuation.	
▪ Expenses	The administrative expenses incurred in the prior plan year are assumed to occur during the current plan year. \$333,341 is assumed for 2012 and is added to current year normal cost.	
▪ Interest on mandatory employee contributions	1.40%	

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Demographic assumptions**

- Withdrawal

Union: Hourly Union Workers table for employees with 10 or more years of service based on the 2003 Society of Actuaries turnover study.

Salary: Salaried Workers table for employees with 10 or more years of service based on the 2003 Society of Actuaries turnover study.

See table of sample rates.

- Disability incidence

Union: 1985 Pension Disability Study Class 3 with separate male and female tables.

Salary: 1985 Pension Disability Study Class 1 with separate male and female tables.

- Retirement age

Disabled members are all assumed to retire at age 65.

Attained Age	% of Active Employees	
	Union	Salary
55	10%	5%
56-59	5%	5%
60	15%	21%
61	12%	21%
62-64	12%	25%
65	22%	55%
66-68	12%	55%
69	15%	55%
70 and above	100%	100%

- Benefit commencement age for

- Future vested deferred 62
- Current vested deferred 62

- Spouse assumptions

	<u>Male participants</u>	<u>Female participants</u>
– Percentage married	85%	85%
– Spouse age difference	3 years younger	3 years older

Form of payment

	<u>Single life</u>	<u>Subsidized 50% J&S</u>
▪ Active retirements	15%	85%
▪ Future vested deferred	15%	85%
▪ Future disabilities	15%	85%
▪ Future deaths	15%	85%
▪ Current vested deferred	15%	85%

Unpredictable contingent event assumptions

Not applicable.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Table of sample rates****Withdrawal percentage**

Attained Age	% of active employees	
	Union	Salaried
21	2.20%	10.30%
25	2.20	10.30
30	1.90	8.00
35	1.60	6.20
40	1.40	4.80
45	1.10	3.70
50	1.00	2.80
55 and above	0.00	0.00

Salary increases

Attained Age	Annual Salary Increase
21-29	4.75%
30-34	4.50%
35-39	4.25%
40-44	4.00%
45-49	3.75%
50-54	3.50%
55-64	3.25%
65 and above	0.00%

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Actuarial methods

Asset methods

The asset valuation method is an average of the adjusted market value for each year during the two years preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110 percent and no less than 90 percent of the fair market value, as defined in IRC Section 430.

A characteristic of this asset method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than the market value.

Participant methods

Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.
- **Insurance contracts:** The liabilities and assets associated with retirees whose benefits have been purchased through a non-participating insurance contract are not included in the valuation. The death benefits for the spouses of these retirees are included in the liabilities.

Minimum funding method

The funding target for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.
- An individual's **funding target** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the funding target and the target normal cost for an individual is the sum of the component funding targets and target normal costs associated with the various anticipated separation dates.
- This plan provides disability benefits that are only partially based on a participant's accrued benefit or years of service. This benefit is allocated to funding target based on the accrued benefit on the valuation date plus a portion of the excess of the benefit over the accrued benefit multiplied by the ratio of the participant's service at the beginning of the plan year to their service at each decrement age. This benefit is allocated to target normal cost based on the proportionate

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

benefit attributable to the increase in the participant's service and compensation during the plan year.

- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

Schedule SB, Part V — Summary of Plan Provisions

Plan provisions

Benefits included or excluded

Unless noted below, all benefits provided by the plan, as restated and amended through the Fifth Amendment, are included in this valuation.

- **Most recent plan amendments included:** The Fifth Amendment, adopted September 3, 2009 is included because it was adopted by the valuation date and is effective by the end of the plan year. This amendment did not affect the actuarial valuation.
- **Plan amendments excluded:** The Restatement, adopted February 29, 2012 has been excluded for funding purposes because it was adopted after the valuation date. However the effect of the benefit changes to Union participants as of March 1, 2012 were reflected in the 436 liabilities and contributions noted in the AFTAP calculation.

The plan was amended as of March 1, 2012 for union employees to a cash balance formula that includes pay credits, interest credits, transitional credits for 6 years and an initial one-time credit of \$6,500.

- **Late retirement increases:**
 - *Active participants:* The plan provides benefit suspension notices to participants who work beyond normal retirement; therefore, late retirement actuarial increases only apply to participants who defer retirement beyond age 70½. Benefit accruals are assumed to be greater than actuarial increases year over year.
 - *Deferred vested participants:* Current deferred vested participants over normal retirement age are not valued including the late retirement actuarial increase, as they are deemed immaterial.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Sections 415(b) and 401(a)(17) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60 percent of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.
- **IRC Section 436 benefit restrictions:**
 - *Unpredictable contingent event benefits:* Not applicable
 - *Plan amendments:* See above.
 - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
 - *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **Scheduled benefit increases:** Scheduled benefit increases effective after the end of the current plan year are excluded from minimum funding requirements.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.

Schedule SB, Part V — Summary of Plan Provisions**Summary of major plan provisions**

Effective date and plan year	Original plan: November 1, 1952 Revised plan: July 1, 1973 Restated plan: October 1, 2008 Plan year: January 1 through December 31
Status of the plan	The plan has ongoing benefit accruals and new employees are eligible to participate in the plan once they satisfy the participation requirements.
Significant events that occurred during the year	None
Definitions	
▪ Sponsoring employer	Electric Energy, Inc.
▪ Administration	The plan is administered by the sponsoring employer.
▪ Type of plan	The plan is defined benefit, self-insured trustee plan.
▪ Participation	Effective January 1, 1995, Employees become Members on the first day of the month coinciding with or next following the attainment of age 21. Prior to January 1, 1995, the Employee had to have agreed in writing to make the necessary contributions for membership in the plan.
▪ Employer contributions	The employer contributes such amount and at such times to meet all applicable funding requirements.
▪ Employee contributions	Effective July 1, 1988, Members contribute 1% of basic annual earnings. Effective January 1, 1995, participant contributions are no longer permitted or required.
▪ Vesting service	An Employee receives one year of Continuous Service for each Plan Year in which he completes 1,000 Hours of Service. If an Employee completes less than 1,000 Hours of Service, a pro rata portion based upon actual hours divided by 2,080 is granted.
▪ Credited service	The Employee's period of Continuous Service begins with the first day of the month in which he becomes a Member of the Plan, based on Hours of Service. No Credited Service is granted for years in which the Employee has not made contributions under the plan when required. For each Plan Year in which an Employee completes 2,080 Hours of Service, a full year of Credited Service is granted. If an Employee completes less than 2,080 Hours of Service, a pro rata portion based upon actual hours divided by 2,080 is granted.

Schedule SB, Part V — Summary of Plan Provisions

▪ Pensionable earnings	Pensionable earnings are the basic annual or hourly compensation, as applicable, received by the Member during the plan year plus elective contributions made by the company on the Member's behalf that were not includible in gross income under Section 125 or Section 402(3)(3) of the Internal Revenue Code.
▪ Final average earnings	Final Average Earnings is the average of the highest 4 consecutive years of basic annual compensation during the 10 year period immediately preceding the Member's termination of employment.
Normal retirement	
▪ Eligibility	The first day of the month coinciding with or next following the Member's 65th birthday.
▪ Benefit	<p>A monthly benefit equal to 1/12 of (1) plus (2), minus (3):</p> <ol style="list-style-type: none"> 1. 2% of Final Average Earnings, multiplied by the Member's initial 20 years of Credited Service. 2. 1-1/4% of Final Average Earnings, multiplied by the Member's next 25 years of Credited Service. 3. 50% of the Member's estimated Social Security Benefit under the Federal Social Security Act in effect on the first day of the month coinciding with or next following the Member's 62nd birthday, as more fully described in the pension plan document; provided, however, that the percentage is reduced by 2% for each year of Credited Service less than 25. <p>The sum of (1) and (2) above is limited to 70% of Final Average Earnings.</p>
▪ Qualified social security supplement	The Social Security Benefit offset described in (c) above is not deducted prior to the Member's 62nd birthday.

Schedule SB, Part V — Summary of Plan Provisions

<ul style="list-style-type: none"> ▪ Increased monthly benefit 	<p>In addition to the Early, Normal or Deferred Retirement Benefit payable to a Member, an increased monthly benefit will be payable, as described herein.</p> <ol style="list-style-type: none"> 1. Increased Monthly Benefit. The increased monthly benefit is a monthly benefit commencing on the Member's Normal retirement Date and terminating with the monthly payment coinciding with or next preceding the month Member's death and equal to <ol style="list-style-type: none"> A. \$5.00 multiplied by the Member's years of Credited Service, in the case of a Member who terminates employment on or after July 1, 2004 and before July 1, 2008 with a nonforfeitable interest in the Member's Accrued Benefit; or B. \$10.00 multiplied by the Member's years of Credited Service, in the case of a Member who terminates employment on or after July 1, 2008 with a nonforfeitable interest in the Member's Accrued Benefit. 2. Payment of the increased monthly benefit shall begin at the same time as payment of the Member's Early, Normal or Deferred Retirement Benefit begins. <ol style="list-style-type: none"> A. If payment of the increased monthly benefit begins before the Normal Retirement Date of a Member whose employment with the Company terminates before age 55, then the increased monthly benefit shall be reduced by 1/5 of 1% for each month by which such Member's Early Retirement Date precedes the Member's 62nd birthday. If payment of the increased monthly benefit begins before the Normal Retirement Date of a Member whose employment with the Company terminates on or after age 55, then the increased monthly benefit shall not be reduced for early commencement. B. If the Member remains an Employee after the Member's Normal Retirement Date, the increased monthly benefit shall begin on the Member's Deferred Retirement Date and shall be based on the Member's years of Credited Service as of actual termination of employment. If the Member remains an Employee after age 70-1/2, the increased monthly benefit shall be adjusted in accordance with the applicable provisions of Section 5.6. 3. Payment of the increased monthly benefit shall be made in the same form of payment as the Member's Early, Normal or Deferred Retirement Benefit.
<hr/> <ul style="list-style-type: none"> ▪ Minimum retirement benefit 	<p>A monthly benefit equal to \$10 plus .15% of the Member's Contributions (excluding interest), multiplied by his years of Credited Service up to 45 years.</p> <hr/>

Schedule SB, Part V — Summary of Plan Provisions

Early retirement	
▪ Eligibility	On or after attainment of age 55.
▪ Benefit	A monthly benefit determined in the same manner as the Normal Retirement Benefit but based on Credited Service to the Early Retirement Date. If the Early Retirement Date is prior to the Member's 62nd birthday, the benefit amount is reduced by 1/5 of 1% for each month prior to age 62.
Late retirement	
▪ Eligibility	Continued employment past normal retirement date.
▪ Benefit	A monthly benefit determined in the same manner as the Normal Retirement Benefit but based on earnings and Credited Service to the deferred retirement date, plus any increase for late payments of benefits attributable to employee contributions. The benefit of a Member who defers retirement beyond the April 1 following the calendar year in which he attains age 70-1/2 shall be the larger of the deferred retirement benefit with continued accruals or the benefit as of the December 31 of the calendar year in which the participant attained age 70-1/2 assuming payment began on the next April 1 actuarially increased as of each subsequent April 1 prior to the actual retirement date.
Deferred vested	
▪ Eligibility	A Member who terminates employment after the completion of 5 years of Continuous Service will be entitled to a vested deferred benefit.
▪ Benefit	The benefit will be the accrued benefit commencing at age 62, or a reduced benefit commencing as early as age 55. A Member who terminates with or without a vested benefit is entitled to withdraw his Employee Contributions plus the appropriate interest, subject to spousal consent requirements.
Disability	
▪ Eligibility	A Member who has at least 15 years of Credited Service, and who qualifies for the Company's long-term disability plan and the Federal Social Security Act, shall be eligible for a disability benefit.
▪ Benefit	The Member will continue to accrue Normal Retirement Benefits based on the Final Average Earnings and estimated Social Security Benefit determined as of the date of disability. Benefits will commence at the Member's Early or Normal Retirement Date, as applicable, as if the Member had been actively employed during the period of disability.

Schedule SB, Part V — Summary of Plan Provisions

**Death Benefit – return of
participant contributions**

- Benefit prior to retirement

The Surviving Spouse of a Member to whom the Member was married for at least one year but who is not entitled to the Spouse Benefit described below will receive the Member's contributions, with interest, in a lump sum or an actuarially equivalent annuity at the spouse's election.

If there is no Surviving Spouse (or if the Member was married to his Spouse for less than one year), the Member's contributions, with interest, will be paid to his beneficiary in a lump sum.

A Surviving Spouse who is eligible for a Spouse Benefit described below may elect to receive the Member's contributions with interest in a lump sum. This election causes the Spouse Benefit to be based solely on the employer-provided portion of the retirement benefit.

- Benefit after retirement

If the Member is not eligible for the Spouse Benefit, the beneficiary will receive the Member's contributions, if any, plus the appropriate interest, less any benefits previously paid to the Member. However, if the Member had elected the Life Only Option, as described in the pension plan document, no benefits are paid after his death.

If the Member is eligible for the Spouse Benefit, any excess of the Member's contributions with interest computed as of the retirement date over the total payments made to the Member and his spouse will be payable to the spouse's estate. However, if the Member had elected the Life Only Option, as described in the pension plan document, no benefits are paid after his death.

Schedule SB, Part V — Summary of Plan Provisions**Death Benefit – spouse's benefit**

▪ Death prior to retirement

If a Member dies prior to retirement, and as of the day before his death:

1. he was an active Employee who had attained age 55 or was a disabled Member;
2. he had been legally married to his Surviving Spouse for at least one year; and
3. the 75% Spouse's Benefit Option, as described in the pension plan document, was not in effect
4. his Surviving Spouse will receive a monthly annuity equal to the greater of (A) or (B).
 - A. 50% of the Member's Accrued Benefit with the percentage reduced by 1% for each full year by which the Spouse is younger than the Member, or increased by 1% for each full year older than the Member, without any reduction for early retirement;
 - B. 50% of the amount the Member would have received had such benefit been paid in the form of a 50% Joint and Survivor Annuity had such Member retired on the day preceding death, without any reduction for early retirement.

If a Member dies prior to retirement, and as of the day before his death:

1. he had not attained age 55, or was not a disabled Member, or had separated from service;
2. he had been legally married to his Surviving Spouse for at least one year;
3. he had completed five years of Continuous Service or terminated employment on or after age 55; and
4. the 75% Spouse's Benefit Option, as described in the pension plan document, was not in effect his Surviving Spouse will receive 50% of the amount the Member would have received if he had separated from service on his date of death (or at actual termination if earlier), survived to age 55, and retired with a benefit in the form of a 50% Joint and Survivor Annuity, without any reduction for early retirement. This benefit is payable on the first day of the month following the later of the date of the Member's death and the date he would have attained age 55.

Schedule SB, Part V — Summary of Plan Provisions

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| ▪ Death after retirement | <p>If an optional form of benefit has been elected, a benefit in accordance with the elected option. If no optional form has been elected and the Surviving Spouse had been married to the Member on the annuity starting date, a monthly annuity in an amount equal to the greater of (1) or (2):</p> <ol style="list-style-type: none">1. 50% of the Member's benefit increased or decreased by 1% for each full year the Spouse is older or younger than the Member.2. 50% of the amount which the Member would have received had the benefit been paid in the form of a Joint and Survivor Annuity. |
|--------------------------|--|
-

Form of benefits

-
- | | |
|---|---|
| ▪ Automatic form for unmarried participants | <p>If the Member is not married on the Member's Annuity Starting Date, has not elected to have the Member's Retirement Benefit paid under an optional form, and is living on the Member's Annuity Starting Date, the Normal Form of payment of Retirement Benefit shall be payments in equal monthly installments, commencing on the Member's Retirement Date and terminating with the monthly payment coinciding with or next preceding the Member's death. The Qualified Supplemental Social Security, if any, shall be paid in equal monthly installments commencing on the Member's Retirement Date and terminating with the monthly payment coinciding with or next preceding the Member's 62nd birthday or, if earlier, the Member's death. If, at the death of a Member, the amount of such Member's Accumulated Contributions, determined as of the Annuity Starting Date, exceeds the total amount of monthly benefits paid, such excess shall be payable to the Member's Beneficiary.</p> |
|---|---|
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Schedule SB, Part V — Summary of Plan Provisions

▪ Automatic form for married participants

If the Member is married on the Member's Annuity Starting Date, has not elected to have the Member's monthly retirement benefit paid under the Normal Form or an optional form, and is living on the Member's Annuity Starting Date, the Alternate Normal Form of payment of Retirement Benefit shall be payments in equal monthly installments, commencing on the Member's Retirement Date and terminating with the monthly payment coinciding with or next preceding the Member's death; and if at the death of the Member on or after the Member's Annuity Starting Date, the Member has a Surviving Spouse, the Member's Surviving Spouse shall be entitled to a monthly benefit equal to the greater of (1) or (2) below:

1. 50% of the Member's Retirement Benefit, provided, however, that such percentage shall either be decreased by 1% for each full year by which such Surviving Spouse is younger than such Member, or increased by 1% for each full year by which the Surviving Spouse is older than the Member; or
2. 50% of the amount the Member would have received had such benefit been paid in the form of a Joint and 50% Survivor Annuity, which is the Actuarial Equivalent of the Member's Retirement Benefit (payable in the Normal Form of benefit), reduced for Early Retirement, if applicable, based on the ages of the Member and the Surviving Spouse on the Member's Annuity Starting Date.

The Surviving Spouse's benefit shall be paid until the Surviving Spouse's death. Notwithstanding the foregoing, if the Member's Annuity Starting Date is before January 1, 1995, and if the Surviving Spouse is receiving a benefit under (a) above, the Surviving Spouse's benefit shall be recalculated upon the Surviving Spouse's remarriage and shall thereafter be payable under (b) above.

Payment of the Member's Qualified Social Security Supplement or the survivor benefit based on the Member's Social Security Supplement, if any, shall terminate with the monthly payment coinciding with or preceding the date on which the Member attains (or would have attained) age 62 or, if earlier, the death of the second to die of the Member and the Member's Spouse.

If, upon the deaths of both the Member and the Member's Spouse, the amount of the Member's Accumulated Contributions, computed as of the date of the Member's Annuity Starting Date, exceeds the total amount of monthly benefits paid to both the Member and the Surviving Spouse, such excess shall be payable to the estate of the second to die.

Schedule SB, Part V — Summary of Plan Provisions

▪ Optional forms	Reduced 100%, 75%, and 50% joint and survivor, 10-year certain and life (pre-12/31/94 benefits only), 5-year certain and life (pre-12/31/94 benefits only), Social Security level income, and spouse's 75% benefit option.
▪ Optional form conversion factors	UP84 Mortality Table and 7% interest.
Miscellaneous	
▪ Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2012, the limit is \$250,000.
▪ Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2012, the limit is \$200,000.

Plan provision changes since prior valuation

Maximum compensation amounts and maximum benefit amounts under IRS rules were updated from 2011 to 2012.

**REVISED RETIREMENT PLAN FOR EMPLOYEES
OF ELECTRIC ENERGY, INC**

EIN 37-0673432, Plan 001

Schedule H, Line 4i-Schedule of Assets (Held At End of Year)

December 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	Mellon Trust	EB Temporary Investment Cash	\$ 2,009,974	\$ 2,009,974
*	Mellon Trust	EB Daily Valued International Stock Index Fund	3,348,924	5,152,921
*	Mellon Trust	EB Daily Valued Large Cap Stock Index Fund	13,007,167	21,579,081
*	Mellon Trust	EB Daily Valued Small Cap Stock Index Fund	6,837,000	11,861,490
*	Mellon Trust	EB Mellon Total Return Fund CL A	17,458,368	25,253,572
Total			<u>\$ 42,661,433</u>	<u>\$ 65,857,038</u>

* Represents a party in interest.

Schedule SB, Line 26 — Schedule of Active Participant Data

Attained age	Years of credited service										
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & up	Total
Under 25		1									1
25-29		7	3								10
30-34		12	6								18
35-39		9	13	2							24
40-44	1	8	14	3	1	1					28
45-49		6	8	1	3	8	2				28
50-54		3	9	7	6	9	4	4			42
55-59		2	6	1	6	13	15	8	7		58
60-64		1	3		2	9	3	1	3		22
65-69								1			1
70 & up											
Total	1	49	62	14	18	40	24	14	10		232

Each cell contains the count of active participants for each age/service combination.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial assumptions**

Discount rate sponsor elections	Non-stabilized Rates	Stabilized Rates
▪ Segment rates or full yield curve	Segment	Segment
▪ Look-back months	4	N/A
▪ First 5 years	2.06%	5.54%
▪ Next 15 years	5.25%	6.85%
▪ Over 20 years	6.32%	7.52%
Mortality sponsor elections		
▪ Healthy participants	Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA.	
▪ Pre-1995 disabilities	Revenue Ruling 96-7 table for participants who became disabled before 1995.	
▪ Post-1994 disabilities	Same as Healthy participants.	
Employee contribution annuity conversion		
▪ Mortality	Applicable PPA 2012 blended mortality	
▪ Interest	October 2011 rates for the 2012 plan year of 2.09%, 4.56% and 5.50% for the first five years, the next fifteen and all remaining years past 20 respectively.	
Other economic assumptions		
▪ Salary increases	3.98% per year average salary scale. See table of sample rates.	
▪ Social Security wage base	3.25% per year	
▪ Inflation	2.50% per year	
▪ Expected investment return	Limited to the greater of the expected investment return and the third segment rate. The third segment rate, 6.32%, is the limiting value for the 2012 valuation.	
▪ Expenses	The administrative expenses incurred in the prior plan year are assumed to occur during the current plan year. \$333,341 is assumed for 2012 and is added to current year normal cost.	
▪ Interest on mandatory employee contributions	1.40%	

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Demographic assumptions**

- Withdrawal

Union: Hourly Union Workers table for employees with 10 or more years of service based on the 2003 Society of Actuaries turnover study.

Salary: Salaried Workers table for employees with 10 or more years of service based on the 2003 Society of Actuaries turnover study.

See table of sample rates.

- Disability incidence

Union: 1985 Pension Disability Study Class 3 with separate male and female tables.

Salary: 1985 Pension Disability Study Class 1 with separate male and female tables.

- Retirement age

Disabled members are all assumed to retire at age 65.

Attained Age	% of Active Employees	
	Union	Salary
55	10%	5%
56-59	5%	5%
60	15%	21%
61	12%	21%
62-64	12%	25%
65	22%	55%
66-68	12%	55%
69	15%	55%
70 and above	100%	100%

- Benefit commencement age for

- Future vested deferred 62
- Current vested deferred 62

- Spouse assumptions

Male participants**Female participants**

- Percentage married 85% 85%
- Spouse age difference 3 years younger 3 years older

Form of payment**Single life****Subsidized 50% J&S**

- Active retirements 15% 85%
- Future vested deferred 15% 85%
- Future disabilities 15% 85%
- Future deaths 15% 85%
- Current vested deferred 15% 85%

Unpredictable contingent event assumptions

Not applicable.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Table of sample rates****Withdrawal percentage**

Attained Age	% of active employees	
	Union	Salaried
21	2.20%	10.30%
25	2.20	10.30
30	1.90	8.00
35	1.60	6.20
40	1.40	4.80
45	1.10	3.70
50	1.00	2.80
55 and above	0.00	0.00

Salary increases

Attained Age	Annual Salary Increase
21-29	4.75%
30-34	4.50%
35-39	4.25%
40-44	4.00%
45-49	3.75%
50-54	3.50%
55-64	3.25%
65 and above	0.00%

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Actuarial methods

Asset methods

The asset valuation method is an average of the adjusted market value for each year during the two years preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110 percent and no less than 90 percent of the fair market value, as defined in IRC Section 430.

A characteristic of this asset method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than the market value.

Participant methods

Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.
- **Insurance contracts:** The liabilities and assets associated with retirees whose benefits have been purchased through a non-participating insurance contract are not included in the valuation. The death benefits for the spouses of these retirees are included in the liabilities.

Minimum funding method

The funding target for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.
- An individual's **funding target** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the funding target and the target normal cost for an individual is the sum of the component funding targets and target normal costs associated with the various anticipated separation dates.
- This plan provides disability benefits that are only partially based on a participant's accrued benefit or years of service. This benefit is allocated to funding target based on the accrued benefit on the valuation date plus a portion of the excess of the benefit over the accrued benefit multiplied by the ratio of the participant's service at the beginning of the plan year to their service at each decrement age. This benefit is allocated to target normal cost based on the proportionate

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

benefit attributable to the increase in the participant's service and compensation during the plan year.

- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

Schedule SB, Line 32 — Schedule of Amortization Bases

The shortfall amortization charge is the sum of the shortfall base amortization for each plan year covered under PPA. Although a shortfall base can be negative, the combined shortfall amortization charge cannot be negative.

Shortfall bases			
Year established	Outstanding balance	Years remaining	Installment
2010	3,914,347	5	869,484
2011	8,500,755	6	1,628,522
2012	(8,971,954)	7	(1,522,763)
Total	\$ 3,443,148		\$ 975,243

Schedule SB, Line 24 — Change in Actuarial Assumptions**Actuarial Assumption Changes since Prior Valuation**

- Interest discounts and mortality rates were updated from 2011 to 2012 in accordance with PPA and plan sponsor elections. Further, MAP-21 stabilized rates were used.
- The expense component of the funding target normal cost decreased from \$348,593 to \$333,341 to reflect our expectations for the current plan year.
- The interest applied to mandatory employees' contributions was decreased from 2.34% to 1.40%, based on 120% of the Federal mid-term rate for the first month of the plan year.
- The conversion factors used to convert employee contributions to annuities were updated from the 2011 to the 2012 PPA blended mortality table and from the October 2010 lump sum phase-in segment rates to the October 2011 lump sum segment rates.

Schedule SB, Line 15 — Reconciliation of differences between valuation results and amounts used to calculate AFTAP

The AFTAP reported on line 15 reflects adjustments pertaining to the 2012 plan year following the valuation.

The plan sponsor elected to use stabilized segment rates under MAP-21 for minimum funding purposes only beginning in 2012. The funding target liability for the 2012 AFTAP was determined using non-stabilized segment rates.

Segment rates used to determine the 2012 AFTAP

1 st segment:	2 nd segment:	3 rd segment:
2.06%	5.25%	6.32%

Applicable month: 4

Below appears a schedule showing the AFTAP that was certified for the 2012 plan year, the date made, and a description and the amount of the adjustment to the funding target and actuarial value of assets due to the mid-year amendment reflected on the AFTAP but excluded from the minimum funding target liabilities:

Certification Date	AFTAP	Adjustments		
		Description	Increase to Funding Target	Increase to 1/1/2012 MVA/AVA
3/30/2012	80.53%	Code section 436 contribution made to permit 2/29/2012 amendment to take effect using non-stabilized segment rates	\$84,697	\$88,862

Employer Section 436 Contributions for the 2012 Plan Year

Date	Applied to 2012 minimum	Amount contributed	Applicable effective interest rate	Discounted value as of January 1, 2012
3/28/2012	No	90,000	7.00%*	88,564

The funding standard carryover balance and prefunding balance used to determine the AFTAP were zero and therefore unaffected.

* Effective interest rate is based on the stabilized segment rates that correspond with the results shown in the Schedule SB.

Schedule SB, Line 19 — Discounted Employer Contributions

Date	Amount Contributed	Plan Year	Applicable effective interest rate	Period to which rate applies	Discounted value of January 1, 2012
3/28/2012	\$ 90,000	2012*	7.00%**	1/1/2012 – 3/28/2012	\$ 88,564

* Code Section 436(c)(2) contribution made during the 2012 plan year to allow implementation of a plan amendment which increased the funding target.

** Effective interest rate is based on the stabilized segment rates that correspond with the results shown in the Schedule SB.

Schedule SB, Line 22 — Description of Weighted Average Retirement Age**Union group**

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 63.

(A) Age	(B) Rate of Retirement	(C) Remaining Actives	(D) # of Retirees	(E) # of Retirees x Age
55	0.10	100.00	10.00	550.00
56	0.05	90.00	4.50	252.00
57	0.05	85.50	4.28	243.68
58	0.05	81.23	4.06	235.55
59	0.05	77.16	3.86	227.63
60	0.15	73.31	11.00	659.75
61	0.12	62.31	7.48	456.11
62	0.12	54.83	6.58	407.95
63	0.12	48.25	5.79	364.79
64	0.12	42.46	5.10	326.11
65	0.22	37.37	8.22	534.35
66	0.12	29.15	3.50	230.84
67	0.12	25.65	3.08	206.21
68	0.12	22.57	2.71	184.18
69	0.15	19.86	2.98	205.57
70	1.00	16.88	16.88	1,181.81
			100.00	6,266.53

The weighted average retirement age of 63 is the total for column E divided by the total for column D.

Schedule SB, Line 22 — Description of Weighted Average Retirement Age**Salaried group**

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 61.

(A) Age	(B) Rate of Retirement	(C) Remaining Actives	(D) # of Retirees	(E) # of Retirees x Age
55	0.05	100.00	5.00	275.00
56	0.05	95.00	4.75	266.00
57	0.05	90.25	4.51	257.21
58	0.05	85.74	4.29	248.64
59	0.05	81.45	4.07	240.28
60	0.21	77.38	16.25	974.96
61	0.21	61.13	12.84	783.06
62	0.25	48.29	12.07	748.52
63	0.25	36.22	9.05	570.45
64	0.25	27.16	6.79	434.63
65	0.55	20.37	11.21	728.34
66	0.55	9.17	5.04	332.79
67	0.55	4.13	2.27	152.03
68	0.55	1.86	1.02	69.43
69	0.55	0.84	0.46	31.70
70	1.00	0.38	0.38	26.32
			100.00	6,139.35

The weighted average retirement age of 61 is the total for column E divided by the total for column D.

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

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**OMB Nos. 1210 - 0110
1210 - 0089**2012****This Form is Open to Public Inspection****Part I Annual Report Identification Information**For calendar plan year 2012 or fiscal plan year beginning **01/01/2012** and ending **12/31/2012**

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

Part II Basic Plan Information - enter all requested information**1a** Name of plan
REVISED RETIREMENT PLAN FOR EMPLOYEES OF ELECTRIC ENERGY, INC.**1b** Three-digit plan number (PN) ▶ **001****1c** Effective date of plan
11/01/1952**2a** Plan sponsor's name and address, include room or suite number (employer, if for a single-employer plan)**ELECTRIC ENERGY, INC.****2b** Employer Identification Number (EIN)
37-0673432**2c** Sponsor's telephone number
618-543-7531**2d** Business code (see instructions)
221100**PO BOX 165
2100 PORTLAND ROAD
JOPPA****IL 61953****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>David R. Rambo</i>	10/10/13	DAVID RAMBO
	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)
KIM AARON			270-443-4400

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

Form 5500 (2012)
v. 120126

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

RETIREMENT PLAN COMMITTEE
ELECTRIC ENERGY, INC.

PO BOX 165
JOPPA

IL 61953

3b Administrator's EIN
37-0673432

3c Administrator's telephone number
618-543-7531

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

5 536

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 184

b Retired or separated participants receiving benefits

6b 223

c Other retired or separated participants entitled to future benefits

6c 42

d Subtotal. Add lines **6a**, **6b**, and **6c**

6d 449

e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits

6e 79

f Total. Add lines **6d** and **6e**

6f 528

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

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

1A 1G

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

9a Plan funding arrangement (check all that apply)

- (1) ☐ Insurance
(2) ☐ Code section 412(e)(3) insurance contracts
(3) ☒ Trust
(4) ☐ General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- (1) ☐ Insurance
(2) ☐ Code section 412(e)(3) insurance contracts
(3) ☒ Trust
(4) ☐ General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

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

**REVISED RETIREMENT PLAN FOR EMPLOYEES
OF ELECTRIC ENERGY, INC**

EIN 37-0673432, Plan 001

Schedule H, Line 4j-Schedule of Reportable Transactions

For the Year Ended December 31, 2012

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
Category 3 - Series of Transaction in Same Security Exceeds 5% of Value								
BNY Mellon	EB Temporary Investment Fund	\$ 14,219,315	\$ -	\$ -	\$ -	\$ -	\$ 14,219,315	\$ -
BNY Mellon	EB Temporary Investment Fund	\$ -	\$ 12,587,615	\$ -	\$ -	\$ 12,587,615	\$ 12,587,615	\$ -
BNY Mellon	EB Daily Valued Large Cap SIF	\$ 1,070,898	\$ -	\$ -	\$ -	\$ -	\$ 1,070,898	\$ -
BNY Mellon	EB Daily Valued Large Cap SIF	\$ -	\$ 4,050,404	\$ -	\$ -	\$ 2,455,302	\$ 4,050,404	\$ 1,595,102
BNY Mellon	EB Daily Valued Small Cap SIF	\$ 986,814	\$ -	\$ -	\$ -	\$ -	\$ 986,814	\$ -
BNY Mellon	EB Daily Valued Small Cap SIF	\$ -	\$ 2,188,304	\$ -	\$ -	\$ 1,263,714	\$ 2,188,304	\$ 924,590
BNY Mellon	EB Mellon Total Return Fund	\$ 3,558,035	\$ -	\$ -	\$ -	\$ -	\$ 3,588,035	\$ -
BNY Mellon	EB Mellon Total Return Fund	\$ -	\$ 4,717,100	\$ -	\$ -	\$ 3,302,757	\$ 4,717,100	\$ 1,414,343

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment 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

2012**This Form is Open to Public
Inspection**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

► **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		B Three-digit plan number (PN) ►	001
REVISED RETIREMENT PLAN FOR EMPLOYEES OF ELECTRIC ENERGY, INC.			
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF		D Employer Identification Number (EIN)	
ELECTRIC ENERGY, INC.		37-0673432	
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>1</u> Day <u>1</u> Year <u>2012</u>
2 Assets:	
a Market value	2a 64,623,108
b Actuarial value	2b 65,494,814
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment	3a 277 42,917,875
b For terminated vested participants	3b 27 792,674
c For active participants:	
(1) Non-vested benefits	3c(1) 2,027,200
(2) Vested benefits	3c(2) 23,200,213
(3) Total active	3c(3) 232 25,227,413
d Total	3d 536 68,937,962
4 If the plan is in at-risk status, check the box and complete lines (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 in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 7.00 %
6 Target normal cost	6 2,110,300

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	Steven M. Dicus <i>SMD</i>	10/09/2013
	Signature of actuary	Date
STEVEN M. DICUS ASA, EA, MAAA		11-05681
	Type or print name of actuary	Most recent enrollment number
MERCER		(314) 342-2686
	Firm name	Telephone number (including area code)
701 MARKET STREET, SUITE 1100		
ST. LOUIS	MO 63101-1867	
	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) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>1.47</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		218,707
b Interest on (a) using prior year's effective interest rate of <u>6.26</u> % except as otherwise provided (see instructions)		13,691
c Total available at beginning of current plan year to add to prefunding balance		232,398
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages

14 Funding target attainment percentage	14	95.00 %
15 Adjusted funding target attainment percentage	15	80.53 %
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	80.00 %
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
03/28/2012	90,000		07/15/2013	1,728,000	
04/13/2012	1,233,000		09/13/2013	3,400,000	
07/13/2012	1,233,000				
10/15/2012	1,233,000				
01/15/2013	1,233,000				
04/15/2013	1,728,000				
Totals ►			18(b)	11,878,000	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 contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	88,564
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	10,890,337

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c** If line 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
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:			
a Segment rates:	1st segment: 5.54 %	2nd segment: 6.85 %	3rd segment: 7.52 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 63
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 subject to 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 contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	2,110,300	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	3,443,148	975,243	
b Waiver amortization installment	0	0	
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 (lines 31a - 31b + 32a + 32b - 33)...	34	3,085,543	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			0
36 Additional cash requirement (line 34 minus line 35).....	36	3,085,543	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	10,890,337	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	7,804,794	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		