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).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] 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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
T.W.U. - S.T.S. 401(K) RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 005

1c Effective date of plan 01/01/1992

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

SUFFOLK TRANSPORTATION SERVICE, INC

10 MOFFITT BOULEVARD
BAYSHORE, NY 11706

2b Employer Identification Number (EIN)
11-1782554

2c Sponsor's telephone number
631-665-3245

2d Business code (see instructions)
485410

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2014	JOHN J CORRADO
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2014	JOHN J CORRADO
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

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

SUFFOLK TRANSPORTATION SERVICE, INC

10 MOFFITT BOULEVARD
BAYSHORE, NY 11706

3b Administrator's EIN
11-1782554

3c Administrator's telephone number
631-665-3245

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**	1731
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**	1707
b	Retired or separated participants receiving benefits	**6b**	3
c	Other retired or separated participants entitled to future benefits	**6c**	128
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1838
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	1838
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1838
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	12
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:
2E 2G 2J 2K 3D 2T

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)** [X] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- **(1)** [X] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] 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)** [X] **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)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [X] 1 **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [X] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

A Name of plan
T.W.U. - S.T.S. 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 005

C Plan sponsor's name as shown on line 2a of Form 5500
SUFFOLK TRANSPORTATION SERVICE, INC

D Employer Identification Number (EIN)
11-1782554

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

1 Coverage Information:

(a) Name of insurance carrier

PRUDENTIAL INSURANCE COMPANY OF AMERICA

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
22-1211670	68241	300052	1838	01/01/2013	12/31/2013

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	48179

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

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

WELL FARGO ADVISORS IN
401 SOUTH TRYON ST 11TH FL
CHARLOTTE, NC 28288

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	36356	SERVICES TO INSURER OR PLAN	4

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

WELLS FARGO WEALTH BROKGE INS AGENC
401 SOUTH TRYON ST 11TH FL
CHARLOTTE, NC 28288-0260

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	11823	SERVICES TO INSURER OR PLAN	4

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	14195617
5	Current value of plan's interest under this contract in separate accounts at year end	5	5407087

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☒ guaranteed investment (4) ☒ other ▶ GUARANTEED BENERAL ACCOUNT CONTRACT

b	Balance at the end of the previous year			7b	12899188
c	Additions: (1) Contributions deposited during the year	7c(1)	1827715		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	413454		
	(4) Transferred from separate account	7c(4)	45228		
	(5) Other (specify below)	7c(5)	745225		
	▶ TRANSFER IN MISC IN				
	(6) Total additions			7c(6)	3031622
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	15930810
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	1257574		
	(2) Administration charge made by carrier	7e(2)	9989		
	(3) Transferred to separate account	7e(3)	159598		
	(4) Other (specify below)	7e(4)	308032		
	▶ TRANSFER OUT MISC OUT FORFEITURE DEBIT				
	(5) Total deductions			7e(5)	1735193
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	14195617

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2013** **This Form is Open to Public Inspection.**

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

A Name of plan
T.W.U. - S.T.S. 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 005

C Plan sponsor's name as shown on line 2a of Form 5500
SUFFOLK TRANSPORTATION SERVICE, INC

D Employer Identification Number (EIN)
11-1782554

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] 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 PRUDENTIAL INSURANCE COMPANY OF

22-1211670

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

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

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)

WELLS FARGO ADVISORS

34-1542819

(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?
33 71	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	29450	Yes [ ] No [X]

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

REYNOLDS CONSULTING SERVICES, LLC

20-1899564

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16	NONE	6750	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

THE PRUDENTIAL INSURANCE COMPANY OF

22-1211670

(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 15 50 60 64	NONE	26155	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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)

SACKLOW & ACOX CPAS, P.C.

22-2471543

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	5000	Yes [ ] No [X]	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
THE PRUDENTIAL INSURANCE COMPANY OF	61 72	0

(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.
PRUDENTIAL INVESTMENTS, LLC 22-3468527	27.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2013 TO 12/31/2013 PRU ASSET ALLOCATION A

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE PRUDENTIAL INSURANCE COMPANY OF	61 72	0

(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.
PRUDENTIAL INVESTMENTS, LLC 22-3468527	27.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2013 TO 12/31/2013 PRU HIGH YLD A

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE PRUDENTIAL INSURANCE COMPANY OF	61 72	0

(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.
PRUDENTIAL INVESTMENTS, LLC 22-3468527	27.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2013 TO 12/31/2013 PRU JENN VALUE A

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

(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

(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

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(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

(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)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

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

2013

This Form is Open to Public Inspection.

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

A Name of plan
T.W.U. - S.T.S. 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 005

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
SUFFOLK TRANSPORTATION SERVICE, INC

D Employer Identification Number (EIN)
11-1782554

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)

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT GOAL 2050 FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-450	P	178937

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT GOAL 2040 FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-346	P	781359

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT GOAL INCOME FD

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-342	P	297250

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT GOAL 2010 FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-343	P	705978

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT GOAL 2020 FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-344	P	1674909

a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT GOAL 2030 FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

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)
06-1050034-345	P	1768655

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)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

A Name of plan
T.W.U. - S.T.S. 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 005

C Plan sponsor's name as shown on line 2a of Form 5500
SUFFOLK TRANSPORTATION SERVICE, INC

D Employer Identification Number (EIN)
11-1782554

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1228677	1463542
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	
(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)		
(10) Value of interest in pooled separate accounts	1c(10)	3397054	5407088
(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)	10007107	12644399
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	12899188	14195617
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(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	27532026	33710646
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		5000
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	5000
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	27532026	33705646

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)	2099150	
(B) Participants	2a(1)(B)	2434378	
(C) Others (including rollovers)	2a(1)(C)	368890	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		4902418
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(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)	413454	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		413454
(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)	168189	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		168189
(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)		0
(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)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		641786
(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)		2607927
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		8733774
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2522249	
(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)		2522249
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)	5000	
(2) Contract administrator fees	2i(2)	26155	
(3) Investment advisory and management fees	2i(3)	6750	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		37905
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2560154
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		6173620
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)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: SACKLOW & ACOX CPAS, P.C. **(2)** EIN: 22-2471543

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:

		Yes	No	Amount
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.)	4a		X	
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.)	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.)	4c		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.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		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?	4g		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?	4h		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.)	4i	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.)	4j		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?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		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.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

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

Part V Trust Information (optional)

6a Name of trust	**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

2013

This Form is Open to Public Inspection.

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

A Name of plan
T.W.U. - S.T.S. 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 005

C Plan sponsor's name as shown on line 2a of Form 5500
SUFFOLK TRANSPORTATION SERVICE, INC

D Employer Identification Number (EIN)
11-1782554

Part I Distributions

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** 0

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): 22-1211670

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**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

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

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**

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.

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):

TWU – STS 401(K) RETIREMENT PLAN

FINANCIAL STATEMENTS AND

SUPPLEMENTARY INFORMATION

YEARS ENDED DECEMBER 31, 2013 AND 2012

TWU – STS 401(K) RETIREMENT PLAN
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DECEMBER 31, 2013 AND 2012

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MEMBERS OF
AMERICAN INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS

NEW JERSEY SOCIETY OF
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Board of Trustees of the
TWU – STS 401(K) Retirement Plan
10 Moffitt Blvd.
Bay Shore, NY 11706

Report On The Financial Statements

We were engaged to audit the accompanying financial statements of TWU – STS 401(K) Retirement Plan, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements 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

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

Auditor's Responsibility

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

Basis For Disclaimer Of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 8, which was certified by The Prudential Insurance Company of America, the recordkeeper/custodian of the Plan as agent for the trustees, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan administrator that the recordkeeper/custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the recordkeeper/custodian on behalf of the trustees, as of and for the years ended December 31, 2013 and 2012, that the information provided to the plan administrator by the recordkeeper/custodian as agent for the trustees is complete and accurate.

Disclaimer Of Opinion

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

Other Matter

The supplemental schedule of Assets (Held At End Of Year) is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule 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 recordkeeper/custodian as agent for the trustees, 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.

Sacklow & Acox, CPAs, P.C.

SACKLOW & ACOX, CPAs, P.C.
Certified Public Accountants

Bloomfield, New Jersey
October 10, 2014

TWU - STS 401 (K) RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	DECEMBER 31, 2013	DECEMBER 31, 2012
ASSETS		
INVESTMENTS, AT FAIR VALUE:		
Prudential Investment Contract	$ 14,195,617	$ 12,899,188
Invesco Charter Fund A	1,126,380	994,183
Templeton Growth Fund A	1,252,196	1,073,613
Pru High Yield Fund A	1,155,080	1,075,040
Franklin Small-Mid Capital Growth	1,512,316	1,112,090
Pru Asset Allocation A	707,678	564,767
Pru Stock Index Fund Z	1,328,820	1,021,266
Oppenheimer Global Fund A	229,025	98,409
Oppenheimer Equity Income A	729,467	439,700
Growth Fund of America R3	713,999	503,894
Oppenheimer Cap Apprec A	1,098,963	951,004
Oppenheimer Value Fund A	825,673	670,268
Oppenheimer Core Bond A	52,152	61,722
MFS Blend-Resea Core Equity A	37,716	24,749
Pru Jennison Value Fund A	635,496	529,134
MFS Massachusetts Investors Growth	144,317	160,383
DWS Global Inc Builder A	103,103	101,445
Gold Sachs Mid Cap Val A	643,752	409,271
Davis NY Venture Fund A	348,266	216,169
Pru Retirement Goal 2010 Fund	705,978	550,009
Pru Retirement Goal 2020 Fund	1,674,909	1,096,038
Pru Retirement Goal 2030 Fund	1,768,655	916,311
Pru Retirement Goal 2040 Fund	781,359	482,295
Pru Retirement Goal 2050 Fund	178,937	91,296
Pru Retirement Goal Income Fund	297,250	261,105
Total Investments	32,247,104	26,303,349
RECEIVABLES:		
Suffolk Transportation Service, Inc.	422,669	376,831
Suffolk Bus Corp.	446,938	495,910
Suffolk Transportation Systems, Inc.	593,935	355,936
Total Receivables	1,463,542	1,228,677
TOTALS ASSETS	33,710,646	27,532,026
LIABILITIES:		
Accrued Expenses	5,000	-
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	33,705,646	27,532,026
Adjustment from Fair Value to Contract Value for Fully Benefit - Responsive Investment Contract	-	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 33,705,646	$ 27,532,026

See accompanying notes to financial statements.

TWU - STS 401(K) RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	YEAR ENDED	
ADDITIONS	DECEMBER 31, 2013	DECEMBER 31, 2012
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
INVESTMENT INCOME:		
Interest	$ 413,454	$ 363,111
Dividends	168,189	290,163
Net Appreciation In Fair Value of Investments	3,249,713	1,317,676
Total Investment Income	$ 3,831,356	$ 1,970,950
CONTRIBUTIONS:		
Employer - Suffolk Transportation Service, Inc.	$ 572,315	$ 507,347
- Suffolk Bus Corp.	626,435	780,184
- Suffolk Transportation Systems, Inc.	900,400	525,981
Participants	2,803,268	2,448,581
Total Contributions	$ 4,902,418	$ 4,262,093
TOTAL ADDITIONS	$ 8,733,774	$ 6,233,043
DEDUCTIONS		
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
BENEFITS PAYMENTS:		
Benefits Paid to Participants	$ 2,522,249	$ 1,795,077
ADMINISTRATIVE EXPENSES:		
Administration Charges	$ 26,155	$ 25,278
Auditing Fees	5,000	5,000
Consultant Fees	6,750	7,500
Total Administrative Expenses	$ 37,905	$ 37,778
TOTAL DEDUCTIONS	$ 2,560,154	$ 1,832,855
NET INCREASE IN NET ASSETS	$ 6,173,620	$ 4,400,188
NET ASSETS AVAILABLE FOR BENEFITS BEGINNING OF YEAR	27,532,026	23,131,838
NET ASSETS AVAILABLE FOR BENEFITS END OF YEAR	$ 33,705,646	$ 27,532,026

See accompanying notes to financial statements.

NOTE 1 - DESCRIPTION OF PLAN

The following description of the TWU – STS 401(K) Retirement Plan (Plan) is provided for general information only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all full-time employees of Suffolk Transportation Service, Inc., Suffolk Bus Corp., and Suffolk Transportation Systems, Inc. (Company) who have completed one year of service and attained the age of twenty-one or older. The Plan is subject to the provisions of the Employee Retirements Income Security Act of 1974 (ERISA).

Contributions

Each year, the Company makes contributions to the Plan in accordance with a formula as determined pursuant to a collective bargaining agreement with Transport Workers Union Local 252 which represents all employees. Participants may elect to defer up to 20% of their pretax annual compensation. For 2013, the Company contributed 2.50% of compensation in excess of $3,000 per year, and matched employee deferrals at the rate of 75% of the first 5.50% of deferred compensation in excess of $3,000 per year.

Participant Accounts

Each participant's account is credited with the participant's contributions, as well as allocations of the Company's contributions and Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the remainder of their accounts is based on years of continuous service. A participant is fully vested (100%) after six years of credited service.

Payment of Benefits

On termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or payment in the form of Qualified Joint and Survivor Annuity.

NOTE 1 - DESCRIPTION OF PLAN (Continued)

Forfeited Accounts

At December 31, 2013 and 2012, forfeited nonvested accounts totaled $30,000 and $45,000, respectively. These accounts are used to reduce future employer contributions. Also, in 2013 and 2012, employer contributions were reduced by $30,000 and $45,000, respectively from forfeited nonvested accounts.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Date of Management's Review

Subsequent events were evaluated through October 10, 2014, which is the date the financial statements were available to be issued.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America ("GAAP") requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Basis of Accounting

The financial statements of the plan are prepared on the accrual basis of accounting.

Investment contracts held by a defined-contribution plan are required to reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared using contract value for the fully benefit-responsive investment contract.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisers, custodians and insurance company. See note 3 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.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements.

Concentration of Credit Risk

Financial instruments that potentially subject the Plan to concentration of credit risk are part of the holdings in Plan investments. Management believes that the Custodian maintains the Plan's investments with high credit quality institutions and attempts to limit the credit exposure to any particular investment.

Reclassifications

Certain amounts in the Plan year 2012 financial statements have been reclassified to conform to the Plan year 2013 presentation, with no effect on the net assets available for benefits.

NOTE 3 – FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy 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.

Level 2 — Inputs to the evaluation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in active markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 — Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

NOTE 3 – FAIR VALUE MEASUREMENTS (Continued)

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, 2013 and 2012.

Mutual Funds

Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Guaranteed Investment Contract

Guaranteed investment contracts are valued at fair value by the insurance company by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer (see Note 5). Because the participants transact at contract value, fair value is determined annually for financial statement reporting purposes only. In determining the reasonableness of the methodology, the Investment Committee evaluates a variety of factors including review of existing contracts, economic conditions, industry and market developments, and overall credit ratings. Certain unobservable inputs are assessed through review of contract terms (for example, duration or payout date) while others are substantiated utilizing available market data (for example, swap curve rate).

The following table segregates all financial assets and liabilities as of December 31, 2013 and 2012 that are measured at fair value on a recurring basis (at least annually) into the most appropriate level within the fair value hierarchy based on the inputs used to determine the fair value at the measurement date:

NOTE 3 – FAIR VALUE MEASUREMENTS (Continued)

Assets at Fair Value as of December 31, 2013

Description	Total	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual Funds:				
Growth Funds	$ 6,234,153	$ 6,234,153	$	$
Balanced Funds	6,879,111	6,879,111		
Value Funds	2,104,921	2,104,921		
Index Funds	1,328,820	1,328,820		
Fixed Income Funds	1,504,482	1,504,482	-	-
Total Mutual Funds	18,051,487	18,051,487	-	-
Guaranteed Investment Contract	14,195,617	-	-	14,195,617
Total	$32,247,104	$18,051,487	$ -	$ 14,195,617

Assets at Fair Value as of December 31, 2012

Description	Total	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual Funds:				
Growth Funds	$ 5,036,085	$ 5,036,085	$	$
Balanced Funds	4,340,270	4,340,270		
Value Funds	1,608,673	1,608,673		
Index Funds	1,021,266	1,021,266		
Fixed Income Funds	1,397,867	1,397,867	-	-
Total Mutual Funds	13,404,161	13,404,161	-	-
Guaranteed Investment Contract	12,899,188	-	-	12,899,188
Total	$26,303,349	$13,404,161	$ -	$12,899,188

NOTE 3 – FAIR VALUE MEASUREMENTS (Continued)

The table below reconciles the beginning and ending balances of fair value measurements using significant unobservable inputs (Level 3) of the guaranteed investment contract with Prudential Insurance Company for the years ended December 31, 2013 and 2012.

December 31, 2013	Guaranteed Investment Contract
Balance, December 31, 2012	$12,899,188
Total gains or losses included in changes in net assets available for benefits	403,465
Purchases	2,618,167
Settlements	(1,725,203)
Balance, December 31, 2013	$14,195,617

December 31, 2012	Guaranteed Investment Contract
Balance, December 31, 2011	$ 6,648,213
Total gains or losses included in changes in net assets available for benefits	345,487
Purchases	6,811,715
Settlements	(906,227)
Balance, December 31, 2012	$12,899,188

NOTE 3 – FAIR VALUE MEASUREMENTS (Continued)

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

The following table represents the Plan's Level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments, and the significant unobservable inputs and the ranges of values for those inputs.

Instrument	Fair Value 12/31/2013	Principal Valuation Technique	Unobservable Inputs	Range of Significant Input Values	Weighted Average
Guaranteed Investment Contract	$14,195,617	Market Value Adjustment Formula in Contract	Interest at Guaranteed Crediting Rate Rate credited to new deposits for plans with similar features	Interest grows a rate that is greater than or equal to contractual minimum crediting rate Greater than or equal to contractual minimum crediting rate	3%

NOTE 4 - INVESTMENTS

The following presents the fair value of investments that represent 5% or more of the Plan's net assets:

	December 31, 2013	December 31, 2012
Pru Retirement Goal 2030 Fund	$ 1,768,655	$ -
Guaranteed Investment Contract with Prudential Insurance Company, at contract value (Note 5)	$14,195,617	$12,899,188

During 2013 and 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $3,249,713 and $1,317,676 respectively, as follows:

Mutual Funds	$ 3,249,713	$ 1,317,676

NOTE 5 - INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Plan holds a fully benefit-responsive investment contract with Prudential Insurance Company of America. Prudential maintains the contributions in a general account and in separate accounts. The accounts are credited with actual earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

Because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. The guaranteed investment contract is presented on the face of the statement of net assets available for benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value, as reported to the Plan by Prudential, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2013 and 2012 was $14,195,617 and $12,899,188, respectively. The crediting interest rate is based on an agreed-upon formula with the issuer, but cannot be less than 3%. Such interest rates are reviewed on a quarterly basis for resetting.

Certain events limit the Plan's ability to transact at contract value with Prudential. Such events include the following: (a) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (b) changes to Plan's prohibition on completing investment options or deletion of equity wash provisions, (c) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (d) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under Employee Retirement Income Security Act of 1974. The Plan administrator does not believe that any events that would limit the Plan's ability to transact at contract value with Plan participants are probable of occurring.

NOTE 5 - INVESTMENT CONTRACT WITH INSURANCE COMPANY (Continued)

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

	2013	2012
Average yields:		
Based on actual earnings	3.0%	3.0%
Based on interest rate credited to Participants	3.0%	3.0%

NOTE 6 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan, subject to its collective bargaining agreement, to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100% vested in their employer contributions.

NOTE 7 - TAX STATUS

The Internal Revenue Service has determined and informed the Company that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified, and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require the plan administrator to evaluate tax positions taken by the Plan and recognize a tax liability for any uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by tax authorities; however, there are currently no audits for any tax periods in progress. The Plan administer believes the Plan is no longer subject to income tax examinations for years prior to 2010.

NOTE 8 - INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED)

The December 31, 2013 and 2012 Statements of Net Assets Available for Benefits, the investment activities included on the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2013, and the accompanying notes and supplemental schedules to the financial statements were prepared in part or entirely from information certified by The Prudential Insurance Company of America as agent for the trustees in accordance with 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 information certified includes fair value of investments of $32,247,104 and $26,303,349 at December 31, 2013 and 2012, respectively, and related investment income of $3,831,356 for the year ended December 31, 2013.

NOTE 9 - 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 participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTE 10 – RELATED PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by The Prudential Insurance Company of America. Prudential is the agent for the trustees as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees incurred by the Plan for the investment management services are included in net appreciation in fair value of the investment, as they are paid through revenue sharing, rather than a direct payment. The Plan made direct payments to the third-party administrator of $26,155 which was not covered by revenue sharing for the year ended December 31, 2013.

These party-in-interest transactions are exempt from the prohibited transaction rules of ERISA.

TWU - STS 401(K) RETIREMENT PLAN
EIN: 11-1782554
PLAN NUMBER: 005
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2013

(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
	Prudential Investment Contract	Guaranteed Interest Account		$ 14,195,617
	Invesco Charter Fund A	Mutual Fund		1,126,380
	Templeton Growth Fund A	Mutual Fund		1,252,196
*	Pru High Yield Fund A	Mutual Fund		1,155,080
	Franklin Small-Mid Capital Growth	Mutual Fund		1,512,316
*	Pru Asset Allocation A	Mutual Fund		707,678
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*	Pru Retirement Goal 2010 Fund	Mutual Fund		705,978
*	Pru Retirement Goal 2020 Fund	Mutual Fund		1,674,909
*	Pru Retirement Goal 2030 Fund	Mutual Fund		1,768,655
*	Pru Retirement Goal 2040 Fund	Mutual Fund		781,359
*	Pru Retirement Goal 2050 Fund	Mutual Fund		178,937
*	Pru Retirement Goal Income Fund	Mutual Fund		297,250
	TOTALS			$ 32,247,104

Note: * Represents party-in-interest transactions.
Column (d) is blank as all investments are participant directed.

See accompanying notes and Independent Auditor's Report.

TWU – STS 401(K) RETIREMENT PLAN

FINANCIAL STATEMENTS AND

SUPPLEMENTARY INFORMATION

YEARS ENDED DECEMBER 31, 2013 AND 2012

TWU – STS 401(K) RETIREMENT PLAN
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DECEMBER 31, 2013 AND 2012

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MEMBERS OF
AMERICAN INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS

NEW JERSEY SOCIETY OF
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Board of Trustees of the
TWU – STS 401(K) Retirement Plan
10 Moffitt Blvd.
Bay Shore, NY 11706

Report On The Financial Statements

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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 8, which was certified by The Prudential Insurance Company of America, the recordkeeper/custodian of the Plan as agent for the trustees, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan administrator that the recordkeeper/custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the recordkeeper/custodian on behalf of the trustees, as of and for the years ended December 31, 2013 and 2012, that the information provided to the plan administrator by the recordkeeper/custodian as agent for the trustees is complete and accurate.

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Other Matter

The supplemental schedule of Assets (Held At End Of Year) is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule 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 recordkeeper/custodian as agent for the trustees, 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.

Sacklow & Acox, CPAs, P.C.

SACKLOW & ACOX, CPAs, P.C.
Certified Public Accountants

Bloomfield, New Jersey
October 10, 2014

TWU - STS 401 (K) RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	DECEMBER 31, 2013	DECEMBER 31, 2012
ASSETS		
INVESTMENTS, AT FAIR VALUE:		
Prudential Investment Contract	$ 14,195,617	$ 12,899,188
Invesco Charter Fund A	1,126,380	994,183
Templeton Growth Fund A	1,252,196	1,073,613
Pru High Yield Fund A	1,155,080	1,075,040
Franklin Small-Mid Capital Growth	1,512,316	1,112,090
Pru Asset Allocation A	707,678	564,767
Pru Stock Index Fund Z	1,328,820	1,021,266
Oppenheimer Global Fund A	229,025	98,409
Oppenheimer Equity Income A	729,467	439,700
Growth Fund of America R3	713,999	503,894
Oppenheimer Cap Apprec A	1,098,963	951,004
Oppenheimer Value Fund A	825,673	670,268
Oppenheimer Core Bond A	52,152	61,722
MFS Blend-Resea Core Equity A	37,716	24,749
Pru Jennison Value Fund A	635,496	529,134
MFS Massachusetts Investors Growth	144,317	160,383
DWS Global Inc Builder A	103,103	101,445
Gold Sachs Mid Cap Val A	643,752	409,271
Davis NY Venture Fund A	348,266	216,169
Pru Retirement Goal 2010 Fund	705,978	550,009
Pru Retirement Goal 2020 Fund	1,674,909	1,096,038
Pru Retirement Goal 2030 Fund	1,768,655	916,311
Pru Retirement Goal 2040 Fund	781,359	482,295
Pru Retirement Goal 2050 Fund	178,937	91,296
Pru Retirement Goal Income Fund	297,250	261,105
Total Investments	32,247,104	26,303,349
RECEIVABLES:		
Suffolk Transportation Service, Inc.	422,669	376,831
Suffolk Bus Corp.	446,938	495,910
Suffolk Transportation Systems, Inc.	593,935	355,936
Total Receivables	1,463,542	1,228,677
TOTALS ASSETS	33,710,646	27,532,026
LIABILITIES:		
Accrued Expenses	5,000	-
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	33,705,646	27,532,026
Adjustment from Fair Value to Contract Value for Fully Benefit - Responsive Investment Contract	-	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 33,705,646	$ 27,532,026

See accompanying notes to financial statements.

TWU - STS 401(K) RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	YEAR ENDED	
ADDITIONS	DECEMBER 31, 2013	DECEMBER 31, 2012
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
INVESTMENT INCOME:		
Interest	$ 413,454	$ 363,111
Dividends	168,189	290,163
Net Appreciation In Fair Value of Investments	3,249,713	1,317,676
Total Investment Income	$ 3,831,356	$ 1,970,950
CONTRIBUTIONS:		
Employer - Suffolk Transportation Service, Inc.	$ 572,315	$ 507,347
- Suffolk Bus Corp.	626,435	780,184
- Suffolk Transportation Systems, Inc.	900,400	525,981
Participants	2,803,268	2,448,581
Total Contributions	$ 4,902,418	$ 4,262,093
TOTAL ADDITIONS	$ 8,733,774	$ 6,233,043
DEDUCTIONS		
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
BENEFITS PAYMENTS:		
Benefits Paid to Participants	$ 2,522,249	$ 1,795,077
ADMINISTRATIVE EXPENSES:		
Administration Charges	$ 26,155	$ 25,278
Auditing Fees	5,000	5,000
Consultant Fees	6,750	7,500
Total Administrative Expenses	$ 37,905	$ 37,778
TOTAL DEDUCTIONS	$ 2,560,154	$ 1,832,855
NET INCREASE IN NET ASSETS	$ 6,173,620	$ 4,400,188
NET ASSETS AVAILABLE FOR BENEFITS BEGINNING OF YEAR	27,532,026	23,131,838
NET ASSETS AVAILABLE FOR BENEFITS END OF YEAR	$ 33,705,646	$ 27,532,026

See accompanying notes to financial statements.

NOTE 1 - DESCRIPTION OF PLAN

The following description of the TWU – STS 401(K) Retirement Plan (Plan) is provided for general information only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all full-time employees of Suffolk Transportation Service, Inc., Suffolk Bus Corp., and Suffolk Transportation Systems, Inc. (Company) who have completed one year of service and attained the age of twenty-one or older. The Plan is subject to the provisions of the Employee Retirements Income Security Act of 1974 (ERISA).

Contributions

Each year, the Company makes contributions to the Plan in accordance with a formula as determined pursuant to a collective bargaining agreement with Transport Workers Union Local 252 which represents all employees. Participants may elect to defer up to 20% of their pretax annual compensation. For 2013, the Company contributed 2.50% of compensation in excess of $3,000 per year, and matched employee deferrals at the rate of 75% of the first 5.50% of deferred compensation in excess of $3,000 per year.

Participant Accounts

Each participant's account is credited with the participant's contributions, as well as allocations of the Company's contributions and Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the remainder of their accounts is based on years of continuous service. A participant is fully vested (100%) after six years of credited service.

Payment of Benefits

On termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or payment in the form of Qualified Joint and Survivor Annuity.

NOTE 1 - DESCRIPTION OF PLAN (Continued)

Forfeited Accounts

At December 31, 2013 and 2012, forfeited nonvested accounts totaled $30,000 and $45,000, respectively. These accounts are used to reduce future employer contributions. Also, in 2013 and 2012, employer contributions were reduced by $30,000 and $45,000, respectively from forfeited nonvested accounts.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Date of Management's Review

Subsequent events were evaluated through October 10, 2014, which is the date the financial statements were available to be issued.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America ("GAAP") requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Basis of Accounting

The financial statements of the plan are prepared on the accrual basis of accounting.

Investment contracts held by a defined-contribution plan are required to reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared using contract value for the fully benefit-responsive investment contract.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisers, custodians and insurance company. See note 3 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.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements.

Concentration of Credit Risk

Financial instruments that potentially subject the Plan to concentration of credit risk are part of the holdings in Plan investments. Management believes that the Custodian maintains the Plan's investments with high credit quality institutions and attempts to limit the credit exposure to any particular investment.

Reclassifications

Certain amounts in the Plan year 2012 financial statements have been reclassified to conform to the Plan year 2013 presentation, with no effect on the net assets available for benefits.

NOTE 3 – FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy 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.

Level 2 — Inputs to the evaluation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in active markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 — Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

NOTE 3 – FAIR VALUE MEASUREMENTS (Continued)

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, 2013 and 2012.

Mutual Funds

Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Guaranteed Investment Contract

Guaranteed investment contracts are valued at fair value by the insurance company by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer (see Note 5). Because the participants transact at contract value, fair value is determined annually for financial statement reporting purposes only. In determining the reasonableness of the methodology, the Investment Committee evaluates a variety of factors including review of existing contracts, economic conditions, industry and market developments, and overall credit ratings. Certain unobservable inputs are assessed through review of contract terms (for example, duration or payout date) while others are substantiated utilizing available market data (for example, swap curve rate).

The following table segregates all financial assets and liabilities as of December 31, 2013 and 2012 that are measured at fair value on a recurring basis (at least annually) into the most appropriate level within the fair value hierarchy based on the inputs used to determine the fair value at the measurement date:

NOTE 3 – FAIR VALUE MEASUREMENTS (Continued)

Assets at Fair Value as of December 31, 2013

Description	Total	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual Funds:				
Growth Funds	$ 6,234,153	$ 6,234,153	$	$
Balanced Funds	6,879,111	6,879,111		
Value Funds	2,104,921	2,104,921		
Index Funds	1,328,820	1,328,820		
Fixed Income Funds	1,504,482	1,504,482	-	-
Total Mutual Funds	18,051,487	18,051,487	-	-
Guaranteed Investment Contract	14,195,617	-	-	14,195,617
Total	$32,247,104	$18,051,487	$ -	$ 14,195,617

Assets at Fair Value as of December 31, 2012

Description	Total	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual Funds:				
Growth Funds	$ 5,036,085	$ 5,036,085	$	$
Balanced Funds	4,340,270	4,340,270		
Value Funds	1,608,673	1,608,673		
Index Funds	1,021,266	1,021,266		
Fixed Income Funds	1,397,867	1,397,867	-	-
Total Mutual Funds	13,404,161	13,404,161	-	-
Guaranteed Investment Contract	12,899,188	-	-	12,899,188
Total	$26,303,349	$13,404,161	$ -	$12,899,188

NOTE 3 – FAIR VALUE MEASUREMENTS (Continued)

The table below reconciles the beginning and ending balances of fair value measurements using significant unobservable inputs (Level 3) of the guaranteed investment contract with Prudential Insurance Company for the years ended December 31, 2013 and 2012.

December 31, 2013	Guaranteed Investment Contract
Balance, December 31, 2012	$12,899,188
Total gains or losses included in changes in net assets available for benefits	403,465
Purchases	2,618,167
Settlements	(1,725,203)
Balance, December 31, 2013	$14,195,617

December 31, 2012	Guaranteed Investment Contract
Balance, December 31, 2011	$ 6,648,213
Total gains or losses included in changes in net assets available for benefits	345,487
Purchases	6,811,715
Settlements	(906,227)
Balance, December 31, 2012	$12,899,188

NOTE 3 – FAIR VALUE MEASUREMENTS (Continued)

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

The following table represents the Plan's Level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments, and the significant unobservable inputs and the ranges of values for those inputs.

Instrument	Fair Value 12/31/2013	Principal Valuation Technique	Unobservable Inputs	Range of Significant Input Values	Weighted Average
Guaranteed Investment Contract	$14,195,617	Market Value Adjustment Formula in Contract	Interest at Guaranteed Crediting Rate Rate credited to new deposits for plans with similar features	Interest grows a rate that is greater than or equal to contractual minimum crediting rate Greater than or equal to contractual minimum crediting rate	3%

NOTE 4 - INVESTMENTS

The following presents the fair value of investments that represent 5% or more of the Plan's net assets:

	December 31, 2013	December 31, 2012
Pru Retirement Goal 2030 Fund	$ 1,768,655	$ -
Guaranteed Investment Contract with Prudential Insurance Company, at contract value (Note 5)	$14,195,617	$12,899,188

During 2013 and 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $3,249,713 and $1,317,676 respectively, as follows:

Mutual Funds	$ 3,249,713	$ 1,317,676

NOTE 5 - INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Plan holds a fully benefit-responsive investment contract with Prudential Insurance Company of America. Prudential maintains the contributions in a general account and in separate accounts. The accounts are credited with actual earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

Because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. The guaranteed investment contract is presented on the face of the statement of net assets available for benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value, as reported to the Plan by Prudential, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2013 and 2012 was $14,195,617 and $12,899,188, respectively. The crediting interest rate is based on an agreed-upon formula with the issuer, but cannot be less than 3%. Such interest rates are reviewed on a quarterly basis for resetting.

Certain events limit the Plan's ability to transact at contract value with Prudential. Such events include the following: (a) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (b) changes to Plan's prohibition on completing investment options or deletion of equity wash provisions, (c) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (d) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under Employee Retirement Income Security Act of 1974. The Plan administrator does not believe that any events that would limit the Plan's ability to transact at contract value with Plan participants are probable of occurring.

NOTE 5 - INVESTMENT CONTRACT WITH INSURANCE COMPANY (Continued)

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

	2013	2012
Average yields:		
Based on actual earnings	3.0%	3.0%
Based on interest rate credited to Participants	3.0%	3.0%

NOTE 6 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan, subject to its collective bargaining agreement, to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100% vested in their employer contributions.

NOTE 7 - TAX STATUS

The Internal Revenue Service has determined and informed the Company that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified, and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require the plan administrator to evaluate tax positions taken by the Plan and recognize a tax liability for any uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by tax authorities; however, there are currently no audits for any tax periods in progress. The Plan administer believes the Plan is no longer subject to income tax examinations for years prior to 2010.

NOTE 8 - INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED)

The December 31, 2013 and 2012 Statements of Net Assets Available for Benefits, the investment activities included on the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2013, and the accompanying notes and supplemental schedules to the financial statements were prepared in part or entirely from information certified by The Prudential Insurance Company of America as agent for the trustees in accordance with 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 information certified includes fair value of investments of $32,247,104 and $26,303,349 at December 31, 2013 and 2012, respectively, and related investment income of $3,831,356 for the year ended December 31, 2013.

NOTE 9 - 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 participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTE 10 – RELATED PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by The Prudential Insurance Company of America. Prudential is the agent for the trustees as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees incurred by the Plan for the investment management services are included in net appreciation in fair value of the investment, as they are paid through revenue sharing, rather than a direct payment. The Plan made direct payments to the third-party administrator of $26,155 which was not covered by revenue sharing for the year ended December 31, 2013.

These party-in-interest transactions are exempt from the prohibited transaction rules of ERISA.

TWU - STS 401(K) RETIREMENT PLAN
EIN: 11-1782554
PLAN NUMBER: 005
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2013

(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
	Prudential Investment Contract	Guaranteed Interest Account		$ 14,195,617
	Invesco Charter Fund A	Mutual Fund		1,126,380
	Templeton Growth Fund A	Mutual Fund		1,252,196
*	Pru High Yield Fund A	Mutual Fund		1,155,080
	Franklin Small-Mid Capital Growth	Mutual Fund		1,512,316
*	Pru Asset Allocation A	Mutual Fund		707,678
*	Pru Stock Index Fund Z	Mutual Fund		1,328,820
	Oppenheimer Global Fund A	Mutual Fund		229,025
	Oppenheimer Equity Income A	Mutual Fund		729,467
	Growth Fund of America R3	Mutual Fund		713,999
	Oppenheimer Cap Apprec A	Mutual Fund		1,098,963
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	Gold Sachs Mid Cap Val A	Mutual Fund		643,752
	Davis NY Venture Fund A	Mutual Fund		348,266
*	Pru Retirement Goal 2010 Fund	Mutual Fund		705,978
*	Pru Retirement Goal 2020 Fund	Mutual Fund		1,674,909
*	Pru Retirement Goal 2030 Fund	Mutual Fund		1,768,655
*	Pru Retirement Goal 2040 Fund	Mutual Fund		781,359
*	Pru Retirement Goal 2050 Fund	Mutual Fund		178,937
*	Pru Retirement Goal Income Fund	Mutual Fund		297,250
	TOTALS			$ 32,247,104

Note: * Represents party-in-interest transactions.
Column (d) is blank as all investments are participant directed.

See accompanying notes and Independent Auditor's Report.

TWU – STS 401(K) RETIREMENT PLAN

FINANCIAL STATEMENTS AND

SUPPLEMENTARY INFORMATION

YEARS ENDED DECEMBER 31, 2013 AND 2012

TWU – STS 401(K) RETIREMENT PLAN
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DECEMBER 31, 2013 AND 2012

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SACKLOW & ACOX, CPAs, P.C.

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MEMBERS OF
AMERICAN INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS

NEW JERSEY SOCIETY OF
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Board of Trustees of the
TWU – STS 401(K) Retirement Plan
10 Moffitt Blvd.
Bay Shore, NY 11706

Report On The Financial Statements

We were engaged to audit the accompanying financial statements of TWU – STS 401(K) Retirement Plan, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements 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

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

Auditor's Responsibility

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

Basis For Disclaimer Of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 8, which was certified by The Prudential Insurance Company of America, the recordkeeper/custodian of the Plan as agent for the trustees, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan administrator that the recordkeeper/custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the recordkeeper/custodian on behalf of the trustees, as of and for the years ended December 31, 2013 and 2012, that the information provided to the plan administrator by the recordkeeper/custodian as agent for the trustees is complete and accurate.

Disclaimer Of Opinion

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

Other Matter

The supplemental schedule of Assets (Held At End Of Year) is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule 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 recordkeeper/custodian as agent for the trustees, 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.

Sacklow & Acox, CPAs, P.C.

SACKLOW & ACOX, CPAs, P.C.
Certified Public Accountants

Bloomfield, New Jersey
October 10, 2014

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RECEIVABLES:		
Suffolk Transportation Service, Inc.	422,669	376,831
Suffolk Bus Corp.	446,938	495,910
Suffolk Transportation Systems, Inc.	593,935	355,936
Total Receivables	1,463,542	1,228,677
TOTALS ASSETS	33,710,646	27,532,026
LIABILITIES:		
Accrued Expenses	5,000	-
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	33,705,646	27,532,026
Adjustment from Fair Value to Contract Value for Fully Benefit - Responsive Investment Contract	-	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 33,705,646	$ 27,532,026

See accompanying notes to financial statements.

TWU - STS 401(K) RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	YEAR ENDED	
ADDITIONS	DECEMBER 31, 2013	DECEMBER 31, 2012
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
INVESTMENT INCOME:		
Interest	$ 413,454	$ 363,111
Dividends	168,189	290,163
Net Appreciation In Fair Value of Investments	3,249,713	1,317,676
Total Investment Income	$ 3,831,356	$ 1,970,950
CONTRIBUTIONS:		
Employer - Suffolk Transportation Service, Inc.	$ 572,315	$ 507,347
- Suffolk Bus Corp.	626,435	780,184
- Suffolk Transportation Systems, Inc.	900,400	525,981
Participants	2,803,268	2,448,581
Total Contributions	$ 4,902,418	$ 4,262,093
TOTAL ADDITIONS	$ 8,733,774	$ 6,233,043
DEDUCTIONS		
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
BENEFITS PAYMENTS:		
Benefits Paid to Participants	$ 2,522,249	$ 1,795,077
ADMINISTRATIVE EXPENSES:		
Administration Charges	$ 26,155	$ 25,278
Auditing Fees	5,000	5,000
Consultant Fees	6,750	7,500
Total Administrative Expenses	$ 37,905	$ 37,778
TOTAL DEDUCTIONS	$ 2,560,154	$ 1,832,855
NET INCREASE IN NET ASSETS	$ 6,173,620	$ 4,400,188
NET ASSETS AVAILABLE FOR BENEFITS BEGINNING OF YEAR	27,532,026	23,131,838
NET ASSETS AVAILABLE FOR BENEFITS END OF YEAR	$ 33,705,646	$ 27,532,026

See accompanying notes to financial statements.

NOTE 1 - DESCRIPTION OF PLAN

The following description of the TWU – STS 401(K) Retirement Plan (Plan) is provided for general information only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all full-time employees of Suffolk Transportation Service, Inc., Suffolk Bus Corp., and Suffolk Transportation Systems, Inc. (Company) who have completed one year of service and attained the age of twenty-one or older. The Plan is subject to the provisions of the Employee Retirements Income Security Act of 1974 (ERISA).

Contributions

Each year, the Company makes contributions to the Plan in accordance with a formula as determined pursuant to a collective bargaining agreement with Transport Workers Union Local 252 which represents all employees. Participants may elect to defer up to 20% of their pretax annual compensation. For 2013, the Company contributed 2.50% of compensation in excess of $3,000 per year, and matched employee deferrals at the rate of 75% of the first 5.50% of deferred compensation in excess of $3,000 per year.

Participant Accounts

Each participant's account is credited with the participant's contributions, as well as allocations of the Company's contributions and Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the remainder of their accounts is based on years of continuous service. A participant is fully vested (100%) after six years of credited service.

Payment of Benefits

On termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or payment in the form of Qualified Joint and Survivor Annuity.

NOTE 1 - DESCRIPTION OF PLAN (Continued)

Forfeited Accounts

At December 31, 2013 and 2012, forfeited nonvested accounts totaled $30,000 and $45,000, respectively. These accounts are used to reduce future employer contributions. Also, in 2013 and 2012, employer contributions were reduced by $30,000 and $45,000, respectively from forfeited nonvested accounts.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Date of Management's Review

Subsequent events were evaluated through October 10, 2014, which is the date the financial statements were available to be issued.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America ("GAAP") requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Basis of Accounting

The financial statements of the plan are prepared on the accrual basis of accounting.

Investment contracts held by a defined-contribution plan are required to reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared using contract value for the fully benefit-responsive investment contract.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisers, custodians and insurance company. See note 3 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.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements.

Concentration of Credit Risk

Financial instruments that potentially subject the Plan to concentration of credit risk are part of the holdings in Plan investments. Management believes that the Custodian maintains the Plan's investments with high credit quality institutions and attempts to limit the credit exposure to any particular investment.

Reclassifications

Certain amounts in the Plan year 2012 financial statements have been reclassified to conform to the Plan year 2013 presentation, with no effect on the net assets available for benefits.

NOTE 3 – FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy 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.

Level 2 — Inputs to the evaluation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in active markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 — Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

NOTE 3 – FAIR VALUE MEASUREMENTS (Continued)

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, 2013 and 2012.

Mutual Funds

Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Guaranteed Investment Contract

Guaranteed investment contracts are valued at fair value by the insurance company by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer (see Note 5). Because the participants transact at contract value, fair value is determined annually for financial statement reporting purposes only. In determining the reasonableness of the methodology, the Investment Committee evaluates a variety of factors including review of existing contracts, economic conditions, industry and market developments, and overall credit ratings. Certain unobservable inputs are assessed through review of contract terms (for example, duration or payout date) while others are substantiated utilizing available market data (for example, swap curve rate).

The following table segregates all financial assets and liabilities as of December 31, 2013 and 2012 that are measured at fair value on a recurring basis (at least annually) into the most appropriate level within the fair value hierarchy based on the inputs used to determine the fair value at the measurement date:

NOTE 3 – FAIR VALUE MEASUREMENTS (Continued)

Assets at Fair Value as of December 31, 2013

Description	Total	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual Funds:				
Growth Funds	$ 6,234,153	$ 6,234,153	$	$
Balanced Funds	6,879,111	6,879,111		
Value Funds	2,104,921	2,104,921		
Index Funds	1,328,820	1,328,820		
Fixed Income Funds	1,504,482	1,504,482	-	-
Total Mutual Funds	18,051,487	18,051,487	-	-
Guaranteed Investment Contract	14,195,617	-	-	14,195,617
Total	$32,247,104	$18,051,487	$ -	$ 14,195,617

Assets at Fair Value as of December 31, 2012

Description	Total	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual Funds:				
Growth Funds	$ 5,036,085	$ 5,036,085	$	$
Balanced Funds	4,340,270	4,340,270		
Value Funds	1,608,673	1,608,673		
Index Funds	1,021,266	1,021,266		
Fixed Income Funds	1,397,867	1,397,867	-	-
Total Mutual Funds	13,404,161	13,404,161	-	-
Guaranteed Investment Contract	12,899,188	-	-	12,899,188
Total	$26,303,349	$13,404,161	$ -	$12,899,188

NOTE 3 – FAIR VALUE MEASUREMENTS (Continued)

The table below reconciles the beginning and ending balances of fair value measurements using significant unobservable inputs (Level 3) of the guaranteed investment contract with Prudential Insurance Company for the years ended December 31, 2013 and 2012.

December 31, 2013	Guaranteed Investment Contract
Balance, December 31, 2012	$12,899,188
Total gains or losses included in changes in net assets available for benefits	403,465
Purchases	2,618,167
Settlements	(1,725,203)
Balance, December 31, 2013	$14,195,617

December 31, 2012	Guaranteed Investment Contract
Balance, December 31, 2011	$ 6,648,213
Total gains or losses included in changes in net assets available for benefits	345,487
Purchases	6,811,715
Settlements	(906,227)
Balance, December 31, 2012	$12,899,188

NOTE 3 – FAIR VALUE MEASUREMENTS (Continued)

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

The following table represents the Plan's Level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments, and the significant unobservable inputs and the ranges of values for those inputs.

Instrument	Fair Value 12/31/2013	Principal Valuation Technique	Unobservable Inputs	Range of Significant Input Values	Weighted Average
Guaranteed Investment Contract	$14,195,617	Market Value Adjustment Formula in Contract	Interest at Guaranteed Crediting Rate Rate credited to new deposits for plans with similar features	Interest grows a rate that is greater than or equal to contractual minimum crediting rate Greater than or equal to contractual minimum crediting rate	3%

NOTE 4 - INVESTMENTS

The following presents the fair value of investments that represent 5% or more of the Plan's net assets:

	December 31, 2013	December 31, 2012
Pru Retirement Goal 2030 Fund	$ 1,768,655	$ -
Guaranteed Investment Contract with Prudential Insurance Company, at contract value (Note 5)	$14,195,617	$12,899,188

During 2013 and 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $3,249,713 and $1,317,676 respectively, as follows:

Mutual Funds	$ 3,249,713	$ 1,317,676

NOTE 5 - INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Plan holds a fully benefit-responsive investment contract with Prudential Insurance Company of America. Prudential maintains the contributions in a general account and in separate accounts. The accounts are credited with actual earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

Because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. The guaranteed investment contract is presented on the face of the statement of net assets available for benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value, as reported to the Plan by Prudential, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2013 and 2012 was $14,195,617 and $12,899,188, respectively. The crediting interest rate is based on an agreed-upon formula with the issuer, but cannot be less than 3%. Such interest rates are reviewed on a quarterly basis for resetting.

Certain events limit the Plan's ability to transact at contract value with Prudential. Such events include the following: (a) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (b) changes to Plan's prohibition on completing investment options or deletion of equity wash provisions, (c) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (d) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under Employee Retirement Income Security Act of 1974. The Plan administrator does not believe that any events that would limit the Plan's ability to transact at contract value with Plan participants are probable of occurring.

NOTE 5 - INVESTMENT CONTRACT WITH INSURANCE COMPANY (Continued)

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

	2013	2012
Average yields:		
Based on actual earnings	3.0%	3.0%
Based on interest rate credited to Participants	3.0%	3.0%

NOTE 6 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan, subject to its collective bargaining agreement, to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100% vested in their employer contributions.

NOTE 7 - TAX STATUS

The Internal Revenue Service has determined and informed the Company that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified, and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require the plan administrator to evaluate tax positions taken by the Plan and recognize a tax liability for any uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by tax authorities; however, there are currently no audits for any tax periods in progress. The Plan administer believes the Plan is no longer subject to income tax examinations for years prior to 2010.

NOTE 8 - INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED)

The December 31, 2013 and 2012 Statements of Net Assets Available for Benefits, the investment activities included on the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2013, and the accompanying notes and supplemental schedules to the financial statements were prepared in part or entirely from information certified by The Prudential Insurance Company of America as agent for the trustees in accordance with 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 information certified includes fair value of investments of $32,247,104 and $26,303,349 at December 31, 2013 and 2012, respectively, and related investment income of $3,831,356 for the year ended December 31, 2013.

NOTE 9 - 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 participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTE 10 – RELATED PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by The Prudential Insurance Company of America. Prudential is the agent for the trustees as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees incurred by the Plan for the investment management services are included in net appreciation in fair value of the investment, as they are paid through revenue sharing, rather than a direct payment. The Plan made direct payments to the third-party administrator of $26,155 which was not covered by revenue sharing for the year ended December 31, 2013.

These party-in-interest transactions are exempt from the prohibited transaction rules of ERISA.

TWU - STS 401(K) RETIREMENT PLAN
EIN: 11-1782554
PLAN NUMBER: 005
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2013

(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
	Prudential Investment Contract	Guaranteed Interest Account		$ 14,195,617
	Invesco Charter Fund A	Mutual Fund		1,126,380
	Templeton Growth Fund A	Mutual Fund		1,252,196
*	Pru High Yield Fund A	Mutual Fund		1,155,080
	Franklin Small-Mid Capital Growth	Mutual Fund		1,512,316
*	Pru Asset Allocation A	Mutual Fund		707,678
*	Pru Stock Index Fund Z	Mutual Fund		1,328,820
	Oppenheimer Global Fund A	Mutual Fund		229,025
	Oppenheimer Equity Income A	Mutual Fund		729,467
	Growth Fund of America R3	Mutual Fund		713,999
	Oppenheimer Cap Apprec A	Mutual Fund		1,098,963
	Oppenheimer Value Fund A	Mutual Fund		825,673
	Oppenheimer Core Bond A	Mutual Fund		52,152
	MFS Blend Resea Core Equity A	Mutual Fund		37,716
*	Pru Jennison Value Fund A	Mutual Fund		635,496
	MFS Massachusetts Investors Growth	Mutual Fund		144,317
	DWS Global Inc Builder A	Mutual Fund		103,103
	Gold Sachs Mid Cap Val A	Mutual Fund		643,752
	Davis NY Venture Fund A	Mutual Fund		348,266
*	Pru Retirement Goal 2010 Fund	Mutual Fund		705,978
*	Pru Retirement Goal 2020 Fund	Mutual Fund		1,674,909
*	Pru Retirement Goal 2030 Fund	Mutual Fund		1,768,655
*	Pru Retirement Goal 2040 Fund	Mutual Fund		781,359
*	Pru Retirement Goal 2050 Fund	Mutual Fund		178,937
*	Pru Retirement Goal Income Fund	Mutual Fund		297,250
	TOTALS			$ 32,247,104

Note: * Represents party-in-interest transactions.
Column (d) is blank as all investments are participant directed.

See accompanying notes and Independent Auditor's Report.