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
RAILWORKS CORPORATION INCENTIVE PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 09/01/1999

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

RAILWORKS CORPORATION

5 PENN PLAZA
15TH FLOOR
NEW YORK, NY 10001

2b Employer Identification Number (EIN)
58-2382378

2c Sponsor's telephone number
212-502-7900

2d Business code (see instructions)
488210

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	GENE CELLINI
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	1354
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**	1076
b	Retired or separated participants receiving benefits	**6b**	7
c	Other retired or separated participants entitled to future benefits	**6c**	333
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1416
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	6
f	Total. Add lines **6d** and **6e**.	**6f**	1422
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1136
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	33
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:
2F 2G 2J 2T 3D 3H 2E

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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	**B** Three-digit plan number (PN) ▶	
RAILWORKS CORPORATION INCENTIVE PLAN		001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
RAILWORKS CORPORATION	58-2382378	

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

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

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

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

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

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

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

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

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

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

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

(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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
37 60 64 65	RECORDKEEPER	14925	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

NFP SECURITIES INC

1250 S CAPITAL OF TEXAS HWY STE 600
WEST LAKE HLS, TX 78746

(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?
55	ADVISOR	0	Yes [X] No [ ]	Yes [X] No [ ]	54616	Yes [ ] No [X]

(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 [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
FRANKLIN GROWTH A - FRANKLIN TEMPL 94-3167260	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
FRANKLIN GROWTH ADV - FRANKLIN TEM 94-3167260	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
INVS DEV MKTS Y - INVESCO CANADA L P.O. BOX 219078 KANSAS CITY, MO 64121	0.25%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
INVS SM CAP VAL Y - INVESCO INVEST	11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
NUVEEN DIV VALUE I - BOSTON FINANC	P.O. BOX 8480 BOSTON, MA 02266	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
THORNBURG INT VAL R5 - BOSTON FINA	P.O. BOX 8480 BOSTON, MA 02266	0.25%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
TRP MID CAP GROWTH - T. ROWE PRICE 52-2269240	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
VICTORY ESTB VALUE I - CITI FUND S 31-1249295	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
NFP SECURITIES INC	55	54616

(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.
NATIONAL FINANCIAL SERVICES LLC 04-3523567	---

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

(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

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
RAILWORKS CORPORATION INCENTIVE PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
RAILWORKS CORPORATION

D Employer Identification Number (EIN)
58-2382378

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: PIMCO STABLE INC 1

b Name of sponsor of entity listed in (a): PIMCO INVESTMENTS

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)
45-4313627-001	C	1283347

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)

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
RAILWORKS CORPORATION INCENTIVE PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
RAILWORKS CORPORATION

D Employer Identification Number (EIN)
58-2382378

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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1298120	1470612
(2) Participant contributions	1b(2)	28484	21337
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	501835	725567
(9) Value of interest in common/collective trusts	1c(9)	1704566	1283347
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	33207955	39704820
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	36740960	43205683
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	36740960	43205683

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)	1472804	
(B) Participants	2a(1)(B)	3254305	
(C) Others (including rollovers)	2a(1)(C)	196442	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		4923551
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	28428	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		28428
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1930170	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		1930170
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(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)	0	
(B) Other	2b(5)(B)	0	
(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)		5714
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		3513887
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		10401750
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3909764	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		3909764
f Corrective distributions (see instructions)	2f		7183
g Certain deemed distributions of participant loans (see instructions)	2g		5061
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	15019	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		15019
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		3937027
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		6464723
l Transfers of assets:			
(1) To this plan	2l(1)		0
(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: BDO USA, LLP **(2)** EIN: 13-5381590

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		7918
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		5000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	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		X	

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

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

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

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
RAILWORKS CORPORATION INCENTIVE PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
RAILWORKS CORPORATION

D Employer Identification Number (EIN)
58-2382378

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**

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): 04-6568107

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):

RailWorks Corporation Incentive Plan

Schedule H, Line 4a - Schedule of Delinquent Participant Contributions
EIN: 58-2382378 Plan No. 001

Year ended December 31, 2013

	Total that Constitute Nonexempt Prohibited Transactions			
Participant Contributions Transferred Late to Plan	Contributions not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
$7,918	**N/A**	**$7,918**	**N/A**	**N/A**

* During the Plan year ended December 31, 2013, the Company failed to remit certain employee contributions from one payroll to the Plan within the statutory time period. The Company computed the lost earnings to the participants and remitted these lost earnings to the Plan.

RailWorks Corporation Incentive Plan

Financial Statements
and Supplemental Schedules
Years Ended December 31, 2013 and 2012

The report accompanying these financial statements was issued by BDO USA, LLP, a Delaware limited liability partnership and the U.S. member of BDO International Limited, a UK company limited by guarantee.

BDO

RailWorks Corporation Incentive Plan

Financial Statements
and Supplemental Schedules
Years Ended December 31, 2013 and 2012

RailWorks Corporation Incentive Plan

Contents

Independent Auditor's Report	3-4
Financial Statements:	
Statements of Net Assets Available for Benefits as of December 31, 2013 and 2012	5
Statements of Changes in Net Assets Available for Benefits for the Years Ended December 31, 2013 and 2012	6
Notes to Financial Statements	7-13
Supplemental Schedules:	
Schedule H, Line 4a - Schedule of Delinquent Participant Contributions for the Year Ended December 31, 2013	14
Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2013	15-16

Tel: 212-885-8000
Fax: 212-697-1299
www.bdo.com

100 Park Avenue
New York, NY 10017

Independent Auditor's Report

Plan Administrator
RailWorks Corporation Incentive Plan
New York, New York

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the RailWorks Corporation Incentive Plan (the "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 audits 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 ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2013 and 2012, and for the years then ended that the information provided to the Plan administrator by the trustee is complete and accurate.

BDO USA, LLP, a Delaware limited liability partnership, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

BDO is the brand name for the BDO network and for each of the BDO Member Firms.

Disclaimer of Opinion

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

Other Matter

The supplemental schedules of delinquent participant contributions for the year ended December 31, 2013 and schedule of assets (held at end of year) as of December 31, 2013 are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are 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 these supplemental schedules.

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

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

BDO USA, LLP

October 13, 2014

RailWorks Corporation Incentive Plan

Statements of Net Assets Available for Benefits

December 31,	**2013**	2012
Assets		
Investments (Notes 2, 4 and 5):		
Investments, at fair value	**$39,704,820**	$33,207,955
Common/collective trust at fair value	**1,283,347**	1,704,566
Total Investments	**40,988,167**	34,912,521
Receivables:		
Notes receivable from participants	**725,567**	501,835
Participants' contributions	**21,337**	28,484
Employer contributions	**1,470,612**	1,298,120
Total Receivables	**2,217,516**	1,828,439
Net Assets Available for Benefits, at Fair Value	**43,205,683**	36,740,960
Adjustment From Fair Value to Contract Value for Common/Collective Trust	**24,856**	(5,114)
Net Assets Available for Benefits	**$43,230,539**	$36,735,846

See accompanying notes to financial statements.

RailWorks Corporation Incentive Plan

Statements of Changes in Net Assets Available for Benefits

Year ended December 31,	2013	2012
Additions:		
Investment income:		
Net appreciation in fair value of investments (Notes 4 and 5)	$ 3,549,571	$ 2,849,481
Dividend income (Note 4)	1,930,170	749,307
Transfer into the Plan	-	17,110
Interest income - notes receivable from participants (Note 4)	28,428	21,666
Contributions:		
Employer	1,472,804	1,304,741
Participant	3,254,305	2,975,749
Rollovers	196,442	156,751
Total Additions	10,431,720	8,074,805
Deductions:		
Benefits paid to participants	3,916,947	1,643,527
Transfer out of the Plan	-	28,557
Deemed distributions	5,061	5,572
Administrative fees	15,019	13,704
Total Deductions	3,937,027	1,691,360
Net Increase in Net Assets Available for Benefits	6,494,693	6,383,445
Net Assets Available for Benefits, Beginning of Year	36,735,846	30,352,401
Net Assets Available for Benefits, End of Year	$43,230,539	$36,735,846

See accompanying notes to financial statements.

1. Description of Plan

The following brief description of the RailWorks Corporation Incentive Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

(a) General

The Plan is a defined contribution plan covering all eligible employees of RailWorks Corporation (the "Company"), who have completed six months of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Participants may enter the Plan immediately upon meeting the eligibility requirements discussed above.

(b) Participant Contributions

Each year, participants may contribute up to 75% of their pretax annual compensation to the Plan up to the maximum allowable under Internal Revenue Code ("IRC") Section 402(g). Effective December 31, 2009, all eligible employees, unless affirmatively electing otherwise, are automatically enrolled in the Plan for 3% of their compensation. In addition, each participant, having automatic enrollment contributions made on their behalf, shall have the deferral increased annually by 1%, limited to 6% of compensation. The Plan includes a qualified automatic contribution arrangement ("QACA"). As part of this arrangement, all participants receive a match equal to 100% of their first 1% of deferrals and 50% of their next 5% of deferrals (that is, deferrals that are above 1% but do not exceed 6%). The match under this arrangement is not vested until a participant has two (2) years of service. Upon completion of two (2) years of service, it is 100% vested. For the Plan years ended December 31, 2013 and 2012, the Company made a matching contribution in the amount of $1,471,072 and $1,304,741, net of forfeitures of $-0- and $26,674, respectively.

(c) Participant Accounts

Each participant's account is credited with the participant's own contributions, an allocation of any Company contributions, and an allocation of the Plan's earnings. Allocation of Company contributions is based on compensation and the amount of participant's contributions. The Plan's earnings are allocated based on the balances of participant accounts as defined in the Plan.

(d) Investment Options

Upon enrolling in the Plan, a participant may direct the investment of his or her account into any of the investment options offered by the Plan. Participants may change their investment options daily.

(e) Participant Loans

The Plan allows participants to borrow from their individual accounts in the Plan. These loans are limited to the lesser of $50,000 or 50% of the participant's vested account balance with a minimum loan of $1,000. Loans are repaid through payroll deductions over periods of up to 5 years. Loans for the purchase of a principal residence may be repaid over 10 years. The interest rate is determined by the Plan administrator based on prevailing market conditions and is fixed over the life of the loan. Participant loans are measured at their unpaid principal balance plus any accrued but unpaid interest.

(f) Retirement, Death and Disability

A participant is entitled to 100% of his or her account balance upon retirement, death, or disability, as defined.

(g) Vesting

Participants are immediately vested in their rollover contributions, employee pre-tax contributions plus actual earnings thereon. Vesting in the remainder of their accounts plus actual earnings thereon is based on years of continuous service. For non-elective employer contributions, a participant is 100% vested after five years of credited service, starting at 20% after one year of service and an additional 20% for each year of service thereafter. For matching employer contributions, a participant is 100% vested after two years of service.

(h) Forfeited Accounts

Forfeitures are used to reduce future employer contributions or pay administrative expenses. During the years ended December 31, 2013 and 2012, forfeited amounts used to reduce employer matching contributions totaled $-0- and $26,647, respectively.

(i) Payment of Benefits

Upon retirement, death, disability or termination of service, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account. Provided the balance is greater than $5,000, participants may elect payment in the form of a lump-sum distribution, installment distribution or a combination of the lump-sum and installment distributions. If the value is greater than $1,000 but less than $5,000, an automatic IRA rollover of the vested account balance will be made; if the value is less than $1,000, a lump-sum distribution will be made to the participant unless otherwise directed.

(j) Administrative Expenses

Administrative expenses of the Plan are paid by either the Plan or the Company as provided in the Plan document.

(k) Transfer of Assets

Certain employees transfer their balances out of the Plan as they become eligible to join the union. Assets transferred into the Plan are comprised of balances from previously unionized employees who transferred into the Plan. During the year ended December 31, 2012, there were transfers into the Plan of $17,110 and transfers out of the Plan of $28,557.

(l) Reclassifications

Certain amounts from the prior year have been reclassified to conform to the current year's presentation. These reclassifications did not change the reported net increase in net assets available for benefits for the year ended December 31, 2012 or the net assets available for benefits at December 31, 2012.

2. Summary of Significant Accounting Policies

(a) Basis of Accounting

The accompanying financial statements are prepared under the accrual method of accounting.

(b) Investment Valuation and Income Recognition

The Plan's investments are stated at fair value except as noted below. Shares of mutual funds are valued at quoted market prices of the net asset value of shares held by the Plan at year-end.

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.

(c) Valuation of Investments (Securities With no Quoted Market Price)

Amounts for securities that have no quoted market price represent estimated fair value. Many factors are considered in arriving at that fair value. Shares of common/collective trusts ("CCT's") are valued at net unit value as determined by the trustee at year end except when holding fully benefit-responsive investment contracts. The fair values of such investment contracts held by the CCT's are determined using the market price of the underlying securities and the value of the investment contract for the years ended December 31, 2013 and 2012.

The relevant accounting standards for defined contribution plans defines the circumstances in which an investment contract is considered fully benefit-responsive and provides certain reporting and disclosure requirements for fully benefit-responsive investment contracts in defined contribution plans. As required by the standard, investments in the accompanying statements of net assets available for benefits include fully benefit-responsive investment contracts recognized at fair value with a corresponding adjustment to reflect these investments at contract value. The statements of changes in net assets available for benefits are prepared on a contract value basis.

(d) Risks and Uncertainties

The Plan provides for various investment options including any combination of mutual funds, a common collective trust fund, and a money market fund. The underlying 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 and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits and participants' individual account balances.

(e) Payment of Benefits

Benefits are recorded when paid.

(f) Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures, and actual results may differ from these estimates.

3. Plan Termination

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

4. Information Certified by Plan's Trustee

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity Management Trust Company has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate for 2013 and 2012:

December 31,	**2013**	2012
Mutual funds	**$39,704,820**	$33,207,955
Common/collective trust	**1,283,347**	1,704,566
Participant loans	**725,567**	501,835

Year ended December 31,	**2013**	2012
Interest income - notes receivable from participants	**$ 28,428**	$ 21,666
Net appreciation in fair value of investments	**3,549,571**	2,849,481
Dividend income	**1,930,170**	749,307

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

5. Investments

The following table presents the fair values of the Plan's investments as of December 31, 2013 and 2012 that represent 5% or more of the Plan's net assets.

December 31,	**2013**	2012
Fidelity Advisor:		
Freedom 2010 Fund Class A	**$2,340,293**	$2,049,743
Freedom 2015 Fund Class A	**4,012,653**	3,538,495
Freedom 2020 Fund Class A	**5,740,255**	5,968,000
Freedom 2025 Fund Class A	**5,131,876**	4,342,254
Freedom 2030 Fund Class A	**3,456,666**	2,941,275

During the years ended December 31, 2013 and 2012, the Plan's investments (including investments bought and sold, as well as held during the year) appreciated in value as follows:

Year ended December 31,	**2013**	2012
Common/collective trust	**$ 35,684**	$ (19,850)
Mutual funds	**3,513,887**	2,869,331
Total net appreciation	**$3,549,571**	$2,849,481

For the years ended December 31, 2013 and 2012, the Plan's investments in fully benefit-responsive investment contracts had an average gain of 2.4% and an average loss of 1.5%, respectively.

6. Fair Value Measurements

The Plan follows Accounting Standards Codification ("ASC") 820, "Fair Value Measurement", which establishes a fair value hierarchy for disclosure of fair value measurements as follows:

Level 1 - quoted prices in active markets for identical assets or liabilities;

Level 2 - quoted prices for similar assets and liabilities in active markets or inputs that are observable; and

Level 3 - inputs that are unobservable (for example, cash flow modeling inputs based on assumptions).

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used as of December 31, 2013.

Mutual Funds

Valued at the quoted net asset value of shares held by the Plan at year-end.

Stable Value Fund (Securities with No Quoted Market Price)

Valued at net unit value as determined by the trustee at year-end except when holding fully benefit-responsive investment contracts. The fair values of such investment contracts held by CCT's are determined using the market price of the underlying securities and the value of the investment contract.

The following tables summarize investment assets measured at fair value at December 31, 2013 and 2012:

	Investment Assets at Fair Value as of December 31, 2013			
	Level 1	Level 2	Level 3	Total
Assets				
Mutual funds:				
Small Cap	$ 1,182,189	$ -	$ -	$ 1,182,189
Mid Cap	2,927,149	-	-	2,927,149
Large Cap	3,653,615	-	-	3,653,615
International	1,174,573	-	-	1,174,573
Specialty	1,033,059	-	-	1,033,059
Bond	2,627,672	-	-	2,627,672
Balanced	27,106,563	-	-	27,106,563
Stable value fund	-	1,283,347	-	1,283,347
Total	$39,704,820	$1,283,347	$ -	$40,988,167

	Investment Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Assets				
Mutual funds:				
Small Cap	$ 698,981	$ -	$ -	$ 698,981
Mid Cap	1,715,768	-	-	1,715,768
Large Cap	2,361,632	-	-	2,361,632
International	1,255,125	-	-	1,255,125
Specialty	818,276	-	-	818,276
Bond	2,778,806	-	-	2,778,806
Balanced	23,579,367	-	-	23,579,367
Stable value fund	-	1,704,566	-	1,704,566
Total	$33,207,955	$1,704,566	$ -	$34,912,521

There are no Plan liabilities required to be recorded at fair value at December 31, 2013 or 2012.

7. Party-In-Interest Transactions

The Plan's investments include shares of mutual funds and a CCT offered by Fidelity Management Trust Company. Loans issued to participants are also party-in-interest transactions.

8. Tax Status

The Plan administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2013, there are no uncertain positions taken, or expected to be taken, that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examination for years prior to 2010.

9. Delinquent Participant Contributions

The Company is required to remit the employee deferrals to the Plan at the earliest date that such amounts are able to be reasonably segregated from the Company's general assets. During the Plan year ended December 31, 2013, employee withholdings from one payroll in the amount of $7,918 were not remitted to the Plan at the earliest day that such amounts could be reasonably segregated. This transaction constitutes a prohibited transaction as defined by ERISA and has been fully corrected. The Company has calculated and remitted lost earnings to the Plan participants. There were no delinquent contributions in 2012.

The cause of the delinquent contributions was investigated and corrective measures were taken to prevent similar delinquencies in the future.

10. Subsequent Events

Management is required to evaluate subsequent events up to the date of issuance of the financial statements or the date when the financial statements are available to be issued. Management did not discover any subsequent events through October 13, 2014 that may affect the financial statements as of December 31, 2013.

11. Reconciliation of Financial Statements of Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500:

December 31, 2013	
Net assets available for benefits per the financial statements	**$43,230,539**
Adjustment from fair value to contract value for common/collective trust	**(24,856)**
Net asset available for benefits per Form 5500	**$43,205,683**

December 31, 2012	
Net assets available for benefits per the financial statements	$36,735,846
Adjustment from fair value to contract value for common/collective trust	5,114
Net asset available for benefits per Form 5500	$36,740,960

The following is a reconciliation of net appreciation in fair value of investments and decrease in net assets during the year ended December 31, 2013 per the financial statements to Form 5500:

Net appreciation in fair value of investments per the financial statements	**$3,549,571**
Adjustment from fair value to contract value for common/collective trust	**(29,970)**
Net appreciation in fair value of investments per Form 5500	**$3,519,601**
Increase in net assets during the year per the financial statements	**$6,494,693**
Adjustment from fair value to contract value for the fully benefit-responsive guaranteed investment contract	**(29,970)**
Increase in net assets during the year per Form 5500	**$6,464,723**

The following is a reconciliation of net appreciation in fair value of investments and decrease in net assets during the year ended December 31, 2012 per the financial statements to Form 5500:

Net appreciation in fair value of investments per the financial statements	$3,598,788
Adjustment from fair value to contract value for common/collective trust	(27,510)
Net appreciation in fair value of investments per Form 5500	$3,571,278
Increase in net assets during the year per the financial statements	$6,383,445
Adjustment from fair value to contract value for the fully benefit-responsive guaranteed investment contract	(27,510)
Increase in net assets during the year per Form 5500	$6,355,935

Supplemental Schedules

RailWorks Corporation Incentive Plan

Schedule H, Line 4a - Schedule of Delinquent Participant Contributions
EIN: 58-2382378 Plan No. 001

Year ended December 31, 2013

	Total that Constitute Nonexempt Prohibited Transactions			
Participant Contributions Transferred Late to Plan	Contributions not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
$7,918	**N/A**	**$7,918**	**N/A**	**N/A**

* During the Plan year ended December 31, 2013, the Company failed to remit certain employee contributions from one payroll to the Plan within the statutory time period. The Company computed the lost earnings to the participants and remitted these lost earnings to the Plan.

RailWorks Corporation Incentive Plan

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
EIN: 58-2382378 Plan No. 001

December 31, 2013

(a)	(b) Identity of Issue, Borrower or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	Pimco Stable Inc. 1	Common/collective trust stable pooled fund, no maturity date, various interest rates, no collateral	(a)	$ 1,283,347
*	Leveraged Company Stock Fund	Mutual fund - 33,959.97 shares	(a)	1,841,649
*	Strategic Income Fund	Mutual fund - 121,360.78 shares	(a)	1,487,883
*	Emerging Asia Fund	Mutual fund - 12,931.07 shares	(a)	396,467
*	Real Estate Fund	Mutual fund - 18,365.16 shares	(a)	355,182
*	Freedom 2010 Fund	Mutual fund - 183,696.47 shares	(a)	2,340,293
*	Freedom 2020 Fund	Mutual fund - 429,338.45 shares	(a)	5,740,255
*	Freedom 2030 Fund	Mutual fund - 247,257.96 shares	(a)	3,456,666
*	Freedom 2040 Fund	Mutual fund - 73,470.59 shares	(a)	1,054,303
*	Freedom Income Fund	Mutual fund - 8,089.20 shares	(a)	89,628
*	Freedom 2005 Fund	Mutual fund - 98,413.03 shares	(a)	1,182,925
*	Freedom 2015 Fund	Mutual fund - 315,956.92 shares	(a)	4,012,653
*	Freedom 2025 Fund	Mutual fund - 389,960.12 shares	(a)	5,131,876
*	Freedom 2035 Fund	Mutual fund - 135,695.18 shares	(a)	1,816,958
*	Freedom 2045 Fund	Mutual fund - 92,227.51 shares	(a)	1,032,026
*	Freedom 2050 Fund	Mutual fund - 80,532.05 shares	(a)	894,711
*	Freedom 2055 Fund	Mutual fund - 30,593.14 shares	(a)	354,269
*	Materials Inst	Mutual fund - 7,998.55 shares	(a)	677,877
*	Stock Selector Small Cap Fund I	Mutual fund - 9,003.10 shares	(a)	236,241
	Invesco Develop Markets Y	Mutual fund - 15,769.04 shares	(a)	511,548
	JP Morgan Core Bond R6	Mutual fund - 99,284.79 shares	(a)	1,139,789
	Thornburg International Value R5	Mutual fund - 8,324.73 shares	(a)	266,558
	Victory Established Value	Mutual fund - 6,887.00 shares	(a)	236,983
	Franklin Growth Adv	Mutual fund - 22,586.14 shares	(a)	1,474,649

* A party-in-interest as defined by ERISA.

(a) The cost of participant-directed investments is not required to be disclosed.

RailWorks Corporation Incentive Plan

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
EIN: 58-2382378 Plan No. 001

December 31, 2013

(a)	(b) Identity of Issue, Borrower or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Nuveen Div Value I	Mutual fund - 73,480.50 shares	(a)	**$ 1,236,677**
	Invs Small Cap Val Y	Mutual fund - 42,667.91 shares	(a)	**945,948**
*	Sptn 500 Index Adv	Mutual fund - 14,388.29 shares	(a)	**942,289**
	Trp Mid Cap Growth	Mutual fund - 11,658.66 shares	(a)	**848,517**
*	Participant Loan Balance	Interest rates ranging from 5.25% to 9.10%	-	**725,567**
	Total			**$41,713,734**

* A party-in-interest as defined by ERISA.

(a) The cost of participant-directed investments is not required to be disclosed.

RailWorks Corporation Incentive Plan

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
EIN: 58-2382378 Plan No. 001

December 31, 2013

(a)	(b) Identity of Issue, Borrower or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	Pimco Stable Inc. 1	Common/collective trust stable pooled fund, no maturity date, various interest rates, no collateral	(a)	$ 1,283,347
*	Leveraged Company Stock Fund	Mutual fund - 33,959.97 shares	(a)	1,841,649
*	Strategic Income Fund	Mutual fund - 121,360.78 shares	(a)	1,487,883
*	Emerging Asia Fund	Mutual fund - 12,931.07 shares	(a)	396,467
*	Real Estate Fund	Mutual fund - 18,365.16 shares	(a)	355,182
*	Freedom 2010 Fund	Mutual fund - 183,696.47 shares	(a)	2,340,293
*	Freedom 2020 Fund	Mutual fund - 429,338.45 shares	(a)	5,740,255
*	Freedom 2030 Fund	Mutual fund - 247,257.96 shares	(a)	3,456,666
*	Freedom 2040 Fund	Mutual fund - 73,470.59 shares	(a)	1,054,303
*	Freedom Income Fund	Mutual fund - 8,089.20 shares	(a)	89,628
*	Freedom 2005 Fund	Mutual fund - 98,413.03 shares	(a)	1,182,925
*	Freedom 2015 Fund	Mutual fund - 315,956.92 shares	(a)	4,012,653
*	Freedom 2025 Fund	Mutual fund - 389,960.12 shares	(a)	5,131,876
*	Freedom 2035 Fund	Mutual fund - 135,695.18 shares	(a)	1,816,958
*	Freedom 2045 Fund	Mutual fund - 92,227.51 shares	(a)	1,032,026
*	Freedom 2050 Fund	Mutual fund - 80,532.05 shares	(a)	894,711
*	Freedom 2055 Fund	Mutual fund - 30,593.14 shares	(a)	354,269
*	Materials Inst	Mutual fund - 7,998.55 shares	(a)	677,877
*	Stock Selector Small Cap Fund I	Mutual fund - 9,003.10 shares	(a)	236,241
	Invesco Develop Markets Y	Mutual fund - 15,769.04 shares	(a)	511,548
	JP Morgan Core Bond R6	Mutual fund - 99,284.79 shares	(a)	1,139,789
	Thornburg International Value R5	Mutual fund - 8,324.73 shares	(a)	266,558
	Victory Established Value	Mutual fund - 6,887.00 shares	(a)	236,983
	Franklin Growth Adv	Mutual fund - 22,586.14 shares	(a)	1,474,649

* A party-in-interest as defined by ERISA.

(a) The cost of participant-directed investments is not required to be disclosed.

RailWorks Corporation Incentive Plan

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
EIN: 58-2382378 Plan No. 001

December 31, 2013

(a)	(b) Identity of Issue, Borrower or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Nuveen Div Value I	Mutual fund - 73,480.50 shares	(a)	**$ 1,236,677**
	Invs Small Cap Val Y	Mutual fund - 42,667.91 shares	(a)	**945,948**
*	Sptn 500 Index Adv	Mutual fund - 14,388.29 shares	(a)	**942,289**
	Trp Mid Cap Growth	Mutual fund - 11,658.66 shares	(a)	**848,517**
*	Participant Loan Balance	Interest rates ranging from 5.25% to 9.10%	-	**725,567**
	Total			**$41,713,734**

* A party-in-interest as defined by ERISA.

(a) The cost of participant-directed investments is not required to be disclosed.