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
REVISED RETIREMENT PLAN FOR EMPLOYEES OF ELECTRIC ENERGY, INC.

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 11/01/1952

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

ELECTRIC ENERGY, INC.

601 TRAVIS STREET, SUITE 1400
HOUSTON, TX 77002

2b Employer Identification Number (EIN)
37-0673432

2c Sponsor's telephone number
713-507-6400

2d Business code (see instructions)
221100

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	JULIUS COX
	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 ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

EEI BENEFIT PLANS COMMITTEE

601 TRAVIS STREET, SUITE 1400
HOUSTON, TX 77002

3b Administrator's EIN 37-0673432

3c Administrator's telephone number 713-507-6400

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**	579
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**	159
b	Retired or separated participants receiving benefits	**6b**	263
c	Other retired or separated participants entitled to future benefits	**6c**	38
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	460
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	91
f	Total. Add lines **6d** and **6e**.	**6f**	551
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
1A

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

- **(1)** ☒ **H** (Financial Information)
- **(2)** ☐ **I** (Financial Information – Small Plan)
- **(3)** ☐ 0 **A** (Insurance Information)
- **(4)** ☒ **C** (Service Provider Information)
- **(5)** ☒ **D** (DFE/Participating Plan Information)
- **(6)** ☐ **G** (Financial Transaction Schedules)

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

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

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

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

A Name of plan
REVISED RETIREMENT PLAN FOR EMPLOYEES OF ELECTRIC ENERGY, INC.

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
ELECTRIC ENERGY, INC.

D Employer Identification Number (EIN)
37-0673432

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1	Enter the valuation date: Month 01 Day 01 Year 2013			
2	Assets:			
	a Market value	**2a**		73691606
	b Actuarial value	**2b**		72324487
3	Funding target/participant count breakdown:		**(1)** Number of participants	**(2)** Funding Target
	a For retired participants and beneficiaries receiving payment	**3a**	303	51862047
	b For terminated vested participants	**3b**	42	1688628
	c For active participants:			
	(1) Non-vested benefits	**3c(1)**		1151414
	(2) Vested benefits	**3c(2)**		19807125
	(3) Total active	**3c(3)**	179	20958539
	d Total	**3d**	524	74509214
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]			
	a Funding target disregarding prescribed at-risk assumptions	**4a**		
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	**4b**		
5	Effective interest rate	**5**		6.65 %
6	Target normal cost	**6**		1891016

Statement by Enrolled Actuary

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

SIGN HERE

Signature of actuary	10/08/2014 Date
NOLA MISTHOS Type or print name of actuary	14-06771 Most recent enrollment number
TOWERS WATSON PENNSYLVANIA, INC. Firm name	713-754-5400 Telephone number (including area code)
1221 MCKINNEY STREET HOUSTON, TX 77010 Address of the firm	

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

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 13.46 %	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		7804794
	b Interest on (a) using prior year's effective interest rate of 7.00 % except as otherwise provided (see instructions)		546336
	c Total available at beginning of current plan year to add to prefunding balance		8351130
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages

14	Funding target attainment percentage	14	97.06 %
15	Adjusted funding target attainment percentage	15	93.66 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	95.00 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/15/2013	772000	0			
07/15/2013	772000	0			
10/15/2013	772000	0			
01/15/2014	250000	0			
07/30/2014	450000	0			
			Totals ► 18(b)	3016000	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	2877504

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

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

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
5.23%	6.51%	7.16 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	61

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No

27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):

a Target normal cost (line 6)	**31a**	1891016
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	2184728	906192
b Waiver amortization installment		0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	0
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	2797208

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0

36 Additional cash requirement (line 34 minus line 35)	**36**	2797208
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	2877504

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36)	**38a**	80296
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

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

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	**42**	
43 Excess installment acceleration amount to be carried over to future plan years	**43**	

SCHEDULE C (Form 5500)	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
REVISED RETIREMENT PLAN FOR EMPLOYEES OF ELECTRIC ENERGY, INC.

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ELECTRIC ENERGY, INC.

D Employer Identification Number (EIN)
37-0673432

Part I Service Provider Information (see instructions)

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 BANK OF NEW YORK MELLON

13-5160382

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

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

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

MERCER HR CONSULTING LLC

13-2834414

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 65 10 16 99	NONE	325164	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

BANK OF NEW YORK MELLON

13-5160382

(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?
99	NONE	141660	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

KEMPER CPA GROUP LLP

37-0818432

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	21350	Yes [ ] No [X]	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)

BANK OF NEW YORK MELLON

23-0559306

(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?
99	NONE	13720	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
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

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

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
ELECTRIC ENERGY, INC.

D Employer Identification Number (EIN)
37-0673432

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: EB INTERNATIONAL STOCK INDEX FUND

b Name of sponsor of entity listed in (a): MELLON TRUST COMPANY

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)
25-6078093-034	C	6095819

a Name of MTIA, CCT, PSA, or 103-12 IE: EB LARGE CAP STOCK INDEX FUND

b Name of sponsor of entity listed in (a): MELLON TRUST COMPANY

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)
25-6078093-004	C	25874287

a Name of MTIA, CCT, PSA, or 103-12 IE: EB SMALL CAP STOCK INDEX FUND

b Name of sponsor of entity listed in (a): MELLON TRUST COMPANY

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)
25-6078093-009	C	13755500

a Name of MTIA, CCT, PSA, or 103-12 IE: EB TEMPORARY INVESTMENT FUND

b Name of sponsor of entity listed in (a): MELLON TRUST COMPANY

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)
25-6078093-023	C	423637

a Name of MTIA, CCT, PSA, or 103-12 IE: EB MELLON TOTAL RETURN FUND CL A

b Name of sponsor of entity listed in (a): MELLON TRUST COMPANY

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)
25-6078093-102	C	29293225

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
REVISED RETIREMENT PLAN FOR EMPLOYEES OF ELECTRIC ENERGY, INC.

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ELECTRIC ENERGY, INC.

D Employer Identification Number (EIN)
37-0673432

Part I 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)	8089000	700000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	75	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	2009974	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)	63847064	75442468
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(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	73946113	76142468
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h	36942	0
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	36942	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	73909171	76142468

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)	3016000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		3016000
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)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(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)		11687960
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		14703960
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	11811852	
(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)		11811852
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)	21350	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	325164	
(4) Other	2i(4)	312297	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		658811
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		12470663
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		2233297
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: MCCONNELL & JONES LLP **(2)** EIN: 76-0488832

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		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			

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
REVISED RETIREMENT PLAN FOR EMPLOYEES OF ELECTRIC ENERGY, INC.

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ELECTRIC ENERGY, INC.

D Employer Identification Number (EIN)
37-0673432

Part I 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): 25-1904625

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** 27

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):

Revised Retirement Plan for Employees of Electric Energy, Inc.

Independent Auditors' Report and Financial Statements

December 31, 2013 and 2012

Revised Retirement Plan For Employees of Electric Energy, Inc.

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

MJ
McCONNELL & JONES LLP
CERTIFIED PUBLIC ACCOUNTANTS

Independent Auditors' Report

To the Participants and Plan Administrator of
the Revised Plan for Employees of Electric Energy, Inc.

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Revised Plan for Employees of Electric Energy, Inc. (the Plan), which comprise the Statement of Net Assets Available for Benefits as of December 31, 2013, and the related Statement of Changes in Net Assets Available for Benefits for the year then ended, and the related Notes to Financial Statements.

Plan Management's Responsibility for the Financial Statements

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

Auditors' 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 (US GAAS). 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), Plan management instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 4, which was certified by The Bank of New York Mellon / BNY Mellon, N.A., the trustee of the Plan (Trustee), except for comparing such information with the related information included in the financial statements. We have been informed by Plan management that the Trustee holds the Plan's investment assets and executes investment transactions. Plan management has obtained a certification from the Trustee as of and for the year ended December 31, 2013, that the information provided to Plan management by the Trustee is complete and accurate.

Disclaimer of Opinion

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

3040 Post Oak Blvd., Suite 1600
Houston, TX 77056
Phone: 713.968.1600
Fax: 713.968.1601

WWW.MCCONNELLJONES.COM

Other Matter - Supplementary Information

The supplementary information listed in the table of contents as of and for the year ended December 31, 2013 is required by DOL Rules and Regulations for Reporting and Disclosure under ERISA 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 this supplementary information.

Other Matter – 2012 Financial Statements

The Statement of Net Assets Available for Benefits, and Statement of Changes in Net Assets Available for Benefits of the Plan as of and for the year ended December 31, 2012 were audited by predecessor auditors whose report dated October 4, 2013, also did not express an opinion on these statements for the reasons described in the *Basis for Disclaimer of Opinion* paragraph.

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 supplementary information, other than that derived from the information certified by the Trustee, has been audited by us in accordance with US GAAS and, in our opinion, is presented in compliance with DOL Rules and Regulations for Reporting and Disclosure under ERISA.

McConnell & Jones LLP

Houston, Texas
October 14, 2014

Revised Retirement Plan For Employees of Electric Energy, Inc.

Statements of Net Assets Available For Benefits

December 31, 2013 and 2012

	2013	2012
Assets		
Investments, at fair value:		
EB Temporary Investment Funds	$ 423,637	$ 2,009,974
EB Intl Cap Stock Index Fund	6,095,819	5,152,921
EB Large Cap Stock Index Fund	25,874,287	21,579,081
EB Small Cap Stock Index Fund	13,755,500	11,861,490
EB Mellon Total Return Fund C1 A	29,293,225	25,253,572
Total investments	75,442,468	65,857,038
Receivables		
Interest receivable	-	75
Employer contribution receivable	700,000	8,089,000
Total receivables	700,000	8,089,075
Total assets	76,142,468	73,946,113
Liabilities		
Accounts payable	-	36,942
Total liabilities	-	36,942
Net assets available for benefits	$ 76,142,468	$ 73,909,171

See Notes to Financial Statements

Revised Retirement Plan For Employees of Electric Energy, Inc.

Statements of Changes In Net Assets Available For Benefits

Years Ended December 31, 2013 and 2012

	2013	2012
Additions to Net Assets		
Employer contributions	$ 3,016,000	$ 11,878,000
Investment Income		
Interest	-	611
Net appreciation in fair value of investments	11,687,960	8,151,059
Net investment income	11,687,960	8,151,670
Total additions	14,703,960	20,029,670
Deductions from Net Assets		
Benefit payments	11,811,852	9,934,768
Administrative expenses	658,811	780,031
Total deductions	12,470,663	10,714,799
Net Increase in Net Assets Available for Benefits	2,233,297	9,314,871
Net Assets Available for Benefits		
Beginning of year	73,909,171	64,594,300
End of year	$ 76,142,468	$ 73,909,171

See Notes to Financial Statements

Note 1: Description of the Plan

The following brief description of the Revised Retirement Plan For Employees of Electric Energy, Inc. (the "Plan") provides only general information. Participants should refer to the Plan documents for a more complete description of the Plan's provisions.

General

The Plan, as amended, is a non-contributory defined benefit pension plan sponsored by Electric Energy, Inc. (the "Company"). The EEI Benefit Plans Committee controls and manages the operations and administration of the Plan. The Bank of New York Mellon / BNY Mellon, N.A. (Mellon) serves as the trustee ("Trustee") of the Plan. The Plan is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

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

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

Eligibility Requirements

Employees are eligible to participate the later of the following dates:

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

Vesting

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

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

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

Normal Retirement Benefits

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

(1) The frozen accrued benefit at the conversion date as defined in the Plan document.

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

Maximum Annual Benefits

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

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

Other Plan Benefits

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

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

The accompanying Plan financial statements are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("US GAAP").

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, the actuarial present value of accumulated plan benefits as of the valuation date, and the reported amounts of additions to and deductions from net assets during the reporting period. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for a discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Expenses of the Plan

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

Payment of Benefits

Benefit payments to participants/beneficiaries are recorded upon distribution.

Management's Review of Subsequent Events

In preparing the accompanying financial statements, Plan management has reviewed all known events that have occurred after December 31, 2013, and through October 14, 2014, for inclusion in the financial statements and footnotes.

Note 3: Funding Policy

The Company funds the Plan. Prior to January 1, 1995, employee contributions were required. All contributions to the Plan by the Company are based on estimates provided by actuaries using the projected unit credit cost method. The Company's policy is to fund pension costs at or above actuarially determined minimums. The minimum funding requirements of ERISA have been met for the years ended December 31, 2013 and 2012.

Note 4. Investments (Certified by Trustee)

The Plan's investments represent 5% or more of total plan net assets in either year are separately identified.

	2013	2012
EB Daily Valued Intl Cap Stock Index Fund	$ 6,095,819	$ 5,152,921
EB Temporary Investment Fund	423,637*	2,009,974*
EB Daily Valued Large Cap Stock Index Fund	25,874,287	21,579,081
EB Daily Valued Small Cap Stock Index Fund	13,755,500	11,861,490
EB Mellon Total Return Fund Class A	29,293,225	25,253,572
Total investments	$ 75,442,468	$ 65,857,038

* Investment represented less than 5% of net assets available for benefits in the period indicated

During the years ended 2013 and 2012, the Plan's investments in the Common / Collective Trusts (including gains and losses on investments bought, sold and held during the year) appreciated in value by $11,687,960 and $8,151,059, respectively.

Note 5: Fair Value Measurements

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

Level 1
Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2
Inputs to the valuation methodology include:

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

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

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

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

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.

Common/Collective trust funds: Valued at NAV based on quoted market values as determined by the issuer based on the fair value of the underlying investments. NAV is calculated on a scheduled basis. Each fund replicates the index it represents.

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

The following table sets forth a summary of changes in the fair value of the Plan's level 2 assets for the years ended December 31, 2013 and 2012.

	2013	2012
Level 2:		
Common / Collective Trust Funds		
Cash and Cash Equivalents:		
EB Temporary Investment Fund	$ 423,637	$ 2,009,974
Equity Securities:		
EB Intl Cap Stock Index Fund	6,095,819	5,152,921
EB Large Cap Stock Index Fund	25,874,287	21,579,081
EB Small Cap Stock Index Fund	13,755,500	11,861,490
Debt Securities:		
EB Mellon Total Return Fund Class A	29,293,225	25,253,572
	$ 75,442,468	$ 65,857,038

NAV per Share

In accordance with FASB ASU No. 2009-12, Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent), the Plan expanded its disclosure to include the category, fair value, redemption frequency, and redemption notice period for those assets whose fair value is estimated using the net asset value per share or its equivalent for which the fair value is not readily determinable as of December 31, 2013 and 2012. For the Plan, such assets include investments in common/collective trust funds.

The following tables for December 31, 2013 and 2012, sets forth a summary of the Plan's investments with a reported NAV.

	Fair Value Estimated Using NAV per Share December 31, 2013				
	Fair Value *	**Unfunded Commitment**	**Redemption Frequency**	**Other Redemption Restrictions**	**Redemption Notice Period**
Common / Collective Trust Funds [(a)]	$75,442,468	None	Immediate	None	None

	Fair Value Estimated Using NAV per Share December 31, 2012				
	Fair Value *	**Unfunded Commitment**	**Redemption Frequency**	**Other Redemption Restrictions**	**Redemption Notice Period**
Common / Collective Trust Funds [(a)]	$65,857,038	None	Immediate	None	None

*The fair values of the investment have been estimated using NAV of the investment.

(a) The investment objective of this fund/category is that it seeks high total return through both current income and capital appreciation.

Note 6: Agreements with Third Parties – Allocated Insurance Contracts

Mellon and investment management agreements establish collective investment funds to which contributions are deposited and which earn interest. For participants who retire on or after January 1, 1995, retirement benefit payments are made directly from amounts in the Plan. For participants who retired prior to January 1, 1995, retirement benefits are provided by monthly retirement annuities from The Prudential Insurance Company of America. These annuities were purchased from amounts in the Plan. The amounts contained in the monthly retirement annuities are not reflected as assets of the Plan on the statements of net assets available for benefits, nor are they reflected as obligations in the accumulated benefit obligation presented in Note 7.

The Plan incurs expenses related to general administration and record keeping. Certain costs of administering the Plan are paid by the Company. These costs are immaterial to the Plan.

Note 7: Accumulated Plan Benefits

Accumulated Plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated Plan benefits include benefits expected to be paid to (1) retired or terminated employees or their beneficiaries, (2) beneficiaries of employees who have died and (3) present employees or their beneficiaries. Benefits under the Plan are determined as described in Note 1.

Benefits payable under all circumstances - retirement, death, disability and termination of employment - are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

An actuary from Mercer Inc. determined the actuarial present value of accumulated plan benefits as of January 1, 2013 and January 1, 2012, which is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

The accumulated plan benefit information as of January 1, 2013 and 2012 is as follow:

	2013	2012
Actuarial present value of accumulated plan benefits		
Vested benefits:		
Participants currently receiving payments	$ 63,968,964	$ 52,454,847
Other participants	33,745,296	35,700,689
Total vested	97,714,260	88,155,536
Nonvested benefits	1,549,520	2,923,046
Total actuarial present value of accumulated plan benefits	$ 99,263,780	$ 91,078,582

Changes in the actuarial present value of accumulated plan benefits for the year ended January 1, 2013 were as follows:

	2013
Actuarial present value of accumulated plan benefits:	
Beginning of year	$ 91,078,582
Increase (decrease) during the year attributable to:	
Benefits accumulated and (gains) losses	9,055,284
Benefits paid	(9,934,768)
Change in actuarial assumption	6,436,377
Chane in plan provisions	(1,228,071)
Other changes	3,856,376
Net increase/decrease	8,185,198
Actuarial present value of accumulated plan benefits End of year	$ 99,263,780

Significant actuarial assumptions used in January 1, 2013 and 2012 valuation were as follows:

Mortality basis: Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA.
Retirement Age: Disabled members are all assumed to retire at age 65
Investment Return: 6.76% and 6.32%
Discount rate: 4.00% and 4.50%

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

Note 8: Related Party Transactions

Certain Plan investments are units of funds managed by the Mellon. Mellon is also provided custodial and other fiduciary services to the Plan during the Plan year, therefore, purchases and sales of these investments qualified as party-in-interest transactions allowable under ERISA regulations. Fees paid during the year for legal, accounting, actuarial and other professional services rendered by parties-in-interest were based on customary and reasonable rates for such services.

Note 9: Income Tax Status

The Plan obtained its latest determination letter on October 2, 2008 from the Internal Revenue Service stating that the Plan constitutes a qualified plan under the Code. Accordingly, the Plan is exempt from federal income taxes under Section 501(a) of the Code. The Plan has been amended since receiving the determination letter. However, the Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

US GAAP requires Plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan management 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. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan management believes it is no longer subject to income tax examinations for years prior to 2010.

Note 10: Plan Termination

While the Company has not expressed any intent to terminate the Plan or to discontinue contributions, it is free to do so at any time subject to the provision set forth in ERISA. Should the Plan be terminated at some future time, all participants become 100% vested in benefits earned as of the termination date and the net assets of the Plan will be allocated as prescribed by ERISA and its related regulations and Plan document.

Pursuant to ERISA requirements, if a termination is the result of the bankruptcy or near bankruptcy of the Plan's sponsor and the Plan's assets are not adequate to pay all benefits vested prior to the termination, the Pension Benefit Guaranty Corporation ("PBGC") (a U.S. government agency) will take over the Plan and will pay those benefits which it guarantees. In this case, some participants may receive a smaller benefit than if the Plan had continued. Whether a particular participant's accumulated Plan benefits will be paid depends on both the priority of those benefits (as described in the Plan) and the level of benefits guaranteed by the PBGC.

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

Note 11: Risks and Uncertainties

The Plan has investments which are exposed to various risks, such as interest rate, credit and overall market volatility risk. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of investments 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.

Plan contributions are made and the actuarial present value of accumulated Plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

SUPPLEMENTARY INFORMATION

REVISED RETIREMENT PLAN FOR EMPLOYEES OF ELECTRIC ENERGY, INC.

EIN: 37-0673432 PN: 001

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

As of December 31, 2013

[a] Party-in-interest	[b] Identity of Issue, Borrower, Lessor or Similar Party	[c] Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	[d] Cost	[e] Current Value
*	MELLON TRUST	EB DV INTERNATIONAL SIF	$ 3,360,691	$ 6,095,819
*	MELLON TRUST	EB TEMP INVESTMENT FUND	423,616	423,637
*	MELLON TRUST	EB DV LARGE CAP SIF	12,435,838	25,874,287
*	MELLON TRUST	EB DV SMALL CAP SIF	6,047,390	13,755,500
*	MELLON TRUST	EB MELLON TOTAL RETURN FD CL A	22,860,210	29,293,225
		Total	$ 45,127,745	$ 75,442,468

* A party-in-interest to the Plan

REVISED RETIREMENT PLAN FOR EMPLOYEES OF ELECTRIC ENERGY, INC.

EIN: 37-0673432 PN: 001

Schedule H, Line 4(j) - Schedule of Reportable Transactions

Year Ended December 31, 2013

[a] Identity of Party Involved	[b] Description of Asset	[c] Purchase Price	[d] Selling Price	[e] Lease Rental	[f] Expense Incurred with Transaction	[g] Cost of Asset	[h] Curren Value of Asset on Transaction Date	[i] Net Gain or (Loss)
Category 3 – Series of Transactions in Same Security Exceeds 5% of Value:								
BNY MELLON	EB TEMP INV FD	$ 15,407,274	$ -	$ -	$ -	$ -	$ 15,407,274	$ -
BNY MELLON	EB TEMP INV FD	$ -	$ 16993632	$ -	$ -	$16,993,632	$ 16993632	$ -
BNY MELLON	EB DV LARGE CAP SIF	$ 1,647,239	$ -	$ -	$ -	$ -	$ 1,647,239	$ -
BNY MELLON	EB DV LARGE CAP SIF	$ -	$ 4,291,006	$ -	$ -	$ 2,218,569	$ 4,291,006	$ 2,072,437
BNY MELLON	EB DV SMALL CAP SIF	$ 801,184	$ -	$ -	$ -	$ -	$ 801,184	$ -
BNY MELLON	EB DV SMALL CAP SIF	$ -	$ 3,199,306	$ -	$ -	$ 1,590,794	$ 3,199,306	$ 1,608,512
BNY MELLON	EB MELLON TOTAL RETURN FD CL A	$ 7,260,822	$ -	$ -	$ -	$ -	$ 7,260,822	$ -
BNY MELLON	EB MELLON TOTAL RETURN FD CL A	$ -	$ 2,448,900	$ -	$ -	$ 1,858,980	$ 2,448,900	$ 589,920

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26
Schedule of Active Participant Data as of January 1, 2013

Attained Age	Years of Credited Service																			
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over	
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25			1																	
25 - 29			3		1															
30 - 34	2		12		6															
35 - 39			6		10		4													
40 - 44			7		11		3		2											
45 - 49			6		9		2		2		6		1							
50 - 54	1		2		6		6		4		12		4		2					
55 - 59			2		3		2		1		11		6		10		3			
60 - 64					2		1		2		4						1			
65 - 69																				
70 & Over																				

Plan Name: Revised Retirement Plan For Employees of Electric Energy, Inc.
EIN / PN: 37-0673432 / 001
Plan Sponsor: Electric Energy, Inc.
Valuation Date January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V
Statement of Actuarial Assumptions / Methods
as of January 1, 2013

Discount rate sponsor elections		
• Segment rates or full yield curve	Segment	
• Look-back months	4	
	Stabilized rates	**Nonstabilized rates**
• First 5 years	5.23%	1.75%
• Next 15 years	6.51%	4.62%
• Over 20 years	7.16%	5.72%
Mortality sponsor elections		
• Healthy participants	Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA.	

Schedule SB, Part V
Statement of Actuarial Assumptions / Methods
as of January 1, 2013

• Pre-1995 disabilities	Revenue Ruling 96-7 table for participants who became disabled before 1995.
• Post-1994 disabilities	Same as Healthy participants.
417(e) lump sums	Liabilities are determined based on the underlying annuity used by the plan to determine the lump sum amount, rather than valuing the lump sum payment. This annuity is valued based on funding interest rates rather than 417(e) rates and current year 417(e) unisex mortality.
Cash balance plans	
• Interest accumulation rate	5.00%
• Whipsaw calculations	No
• Annuity conversion	
— Mortality table	GAM83 weight 50% male and 50% female
— Interest rate basis	7.50%
Employee contribution annuity conversion	
• Mortality	Applicable PPA 2013 blended mortality
• Interest	October 2012 rates for the 2013 plan year of 0.96%, 3.57% and 4.58% for the first five years, the next fifteen and all remaining years past 20 respectively.
Other economic assumptions	
• Salary increases	Union: 6.35% per year average salary scale. See table of sample rates. Salary: 5.58% per year average salary scale. See table of sample rates.
• Social Security wage base	3.25% per year
• Inflation	2.50% per year
• Expected investment return	Limited to the greater of the expected investment return and the third segment rate. The third segment rate, 6.76%, is the limiting value for the 2013 valuation.
• Expenses	$375,000 added to current year normal cost based on a three year average from 2010 through 2012 Certain one-time expenses in 2012 are excluded.
• Interest on mandatory employee contributions	1.04%

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V
Statement of Actuarial Assumptions / Methods
as of January 1, 2013

Demographic assumptions

- Withdrawal

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

  Salary: Salaried Workers table for employees with 10 or more years of service based on 3/16th of the 2003 Society of Actuaries turnover study.

  See table of sample rates.

- Disability incidence

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

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

  Disability incidence after age 55 is included with Retirement rates. See table of sample rates.

- Retirement age

  Disabled members are all assumed to retire at age 65.

	Percentage	
Attained age	**Union**	**Salary**
55	10%	5%
56-59	5%	5%
60	15%	21%
61	20%	21%
62	20%	25%
63-64	30%	25%
65-69	50%	55%
70 and above	100%	100%

- Benefit commencement age for
  - Future vested deferred: 62 annuity, immediate LS
  - Current vested deferred: 62 under either plan design
- Spouse assumptions

	Male participants	Female participants
Percentage married	90%	90%
Spouse age difference	3 years younger	3 years older

Form of payment	Single life	50% J&S[5]	Lump sum
• Active retirements	2.5%	22.5%	75%
• Future vested deferred	2.5%	22.5%	75%
• Future disabilities	2.5%	22.5%	75%
• Future deaths	25%	N/A	75%

[5] Subsidized 50% J&S for final average plan benefits

Plan Name: Revised Retirement Plan For Employees of Electric Energy, Inc.
EIN / PN: 37-0673432 / 001
Plan Sponsor: Electric Energy, Inc.
Valuation Date January 1, 2013

Schedule SB, Part V
Statement of Actuarial Assumptions / Methods
as of January 1, 2013

• Current vested deferred			
— Terminations prior to Cash Balance Plan	10%	90%	N/A
— Terminations after Cash Balance Plan	0%	100%	0%
Unpredictable contingent event assumptions	Not applicable.		

Table of Sample Rates

	Percentage					
	Withdrawal		Disability incidence			
Attained age	Union	Salary	Union		Salary	
			Male	Female	Male	Female
21	2.20%	1.93%	0.16%	0.10%	0.03%	0.03%
25	2.20%	1.93%	0.22%	0.15%	0.04%	0.05%
30	1.90%	1.50%	0.31%	0.25%	0.05%	0.08%
35	1.60%	1.16%	0.43%	0.39%	0.07%	0.14%
40	1.40%	0.90%	0.60%	0.55%	0.12%	0.21%
45	1.10%	0.69%	0.83%	0.78%	0.20%	0.32%
50	1.00%	0.53%	1.22%	1.20%	0.36%	0.53%
55 and above	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%

Salary increases

Attained age	Union	Salary
21-39	8.00%	7.00%
40-44	8.00%	6.00%
45-49	6.00%	5.00%
50-54	5.00%	5.00%
55-64	3.25%	3.25%
65 and above	0.00%	0.00%

REVISED RETIREMENT PLAN FOR EMPLOYEES OF ELECTRIC ENERGY, INC.

EIN: 37-0673432 PN: 001

Schedule H, Line 4(j) - Schedule of Reportable Transactions

Year Ended December 31, 2013

[a] Identity of Party Involved	[b] Description of Asset	[c] Purchase Price	[d] Selling Price	[e] Lease Rental	[f] Expense Incurred with Transaction	[g] Cost of Asset	[h] Curren Value of Asset on Transaction Date	[i] Net Gain or (Loss)
Category 3 – Series of Transactions in Same Security Exceeds 5% of Value:								
BNY MELLON	EB TEMP INV FD	$ 15,407,274	$ -	$ -	$ -	$ -	$ 15,407,274	$ -
BNY MELLON	EB TEMP INV FD	$ -	$ 16993632	$ -	$ -	$16,993,632	$ 16993632	$ -
BNY MELLON	EB DV LARGE CAP SIF	$ 1,647,239	$ -	$ -	$ -	$ -	$ 1,647,239	$ -
BNY MELLON	EB DV LARGE CAP SIF	$ -	$ 4,291,006	$ -	$ -	$ 2,218,569	$ 4,291,006	$ 2,072,437
BNY MELLON	EB DV SMALL CAP SIF	$ 801,184	$ -	$ -	$ -	$ -	$ 801,184	$ -
BNY MELLON	EB DV SMALL CAP SIF	$ -	$ 3,199,306	$ -	$ -	$ 1,590,794	$ 3,199,306	$ 1,608,512
BNY MELLON	EB MELLON TOTAL RETURN FD CL A	$ 7,260,822	$ -	$ -	$ -	$ -	$ 7,260,822	$ -
BNY MELLON	EB MELLON TOTAL RETURN FD CL A	$ -	$ 2,448,900	$ -	$ -	$ 1,858,980	$ 2,448,900	$ 589,920

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ File as an attachment to Form 5500 or 5500-SF.

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 201 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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

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

A Name of plan

REVISED RETIREMENT PLAN FOR EMPLOYEES OF ELECTRIC ENERGY, INC.

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF

ELECTRIC ENERGY, INC.

D Employer Identification Number (EIN)

37-0673432

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1	Enter the valuation date: Month 1 Day 1 Year 2013			
2	Assets:			
	a Market value	2a		73,691,606
	b Actuarial value	2b		72,324,487
3	Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	3a	303	51,862,048
	b For terminated vested participants	3b	42	1,688,628
	c For active participants:			
	(1) Non-vested benefits	3c(1)		1,151,414
	(2) Vested benefits	3c(2)		19,807,125
	(3) Total active	3c(3)	179	20,958,539
	d Total	3d	524	74,509,215
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]			
	a Funding target disregarding prescribed at-risk assumptions	4a		
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5	Effective interest rate	5		6.65 %
6	Target normal cost	6		1,891,016

Statement by Enrolled Actuary

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

SIGN HERE

NM

Signature of actuary

10/08/2014

Date

Nola Misthos

Type or print name of actuary

14-06771

Most recent enrollment number

Towers Watson Pennsylvania, Inc.

Firm name

(713) 754-5400

Telephone number (including area code)

1221 Mckinney Street

Houston TX 77010

Address of the firm

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

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 13.46 %	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		7,804,794
	b Interest on (a) using prior year's effective interest rate of 7.00 % except as otherwise provided (see instructions)		546,336
	c Total available at beginning of current plan year to add to prefunding balance		8,351,130
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages

14	Funding target attainment percentage	14	97.06 %
15	Adjusted funding target attainment percentage	15	93.66 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	95.00 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/15/2013	772,000				
07/15/2013	772,000				
10/15/2013	772,000				
01/15/2014	250,000				
07/30/2014	450,000				
			Totals ▶ 18(b)	3,016,000	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	2,877,504

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] Yes [ ] No

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

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
5.23 %	6.51 %	7.16 %	☐ N/A, full yield curve used

b Applicable month (enter code)	21b	4
22 Weighted average retirement age	22	61

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):		
a Target normal cost (line 6)	31a	1,891,016
b Excess assets, if applicable, but not greater than line 31a	31b	0

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	2,184,728	906,192
b Waiver amortization installment		0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	2,797,208

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0

36 Additional cash requirement (line 34 minus line 35)	36	2,797,208
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	2,877,504
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	38a	80,296
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0
40 Unpaid minimum required contributions for all years	40	0

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

41 If an election was made to use PRA 2010 funding relief for this plan:

a Schedule elected ☐ 2 plus 7 years ☐ 15 years

b Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

42 Amount of acceleration adjustment	42	
43 Excess installment acceleration amount to be carried over to future plan years	43	

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22
Description of Weighted Average Retirement Age for Union Employees as of January 1, 2013

See Appendix A for retirement rates. The average retirement age for Line 22 was calculated by determining the average age at retirement for those current active participants expected to reach retirement, based on all current decrements assumed.

	q_x^r	l_x	$_{x-55}P_{55}=l_x/l_{55}$	$Q_x^r*l_x/l_{55}$	$X * q_x * l_x/l_{55}$
55	0.10	1,000,000	1.000000	0.100000	5.500000
56	0.05	900,000	0.900000	0.045000	2.520000
57	0.05	855,000	0.855000	0.042750	2.436750
58	0.05	812,250	0.812250	0.040613	2.355525
59	0.05	771,638	0.771638	0.038582	2.276331
60	0.15	733,056	0.733056	0.109958	6.597501
61	0.20	623,097	0.623097	0.124619	7.601787
62	0.20	498,478	0.498478	0.099696	6.181125
63	0.30	398,782	0.398782	0.119635	7.536985
64	0.30	279,148	0.279148	0.083744	5.359634
65	0.50	195,403	0.195403	0.097702	6.350607
66	0.50	97,702	0.097702	0.048851	3.224155
67	0.50	48,851	0.048851	0.024425	1.636503
68	0.50	24,425	0.024425	0.012213	0.830464
69	0.50	12,213	0.012213	0.006106	0.421338
70	1.00	6,106	0.006106	0.006106	0.427445
Average age at retirement					61.256148
Rounded for Schedule SB item 22					61

Plan Name: Revised Retirement Plan For Employees of Electric Energy, Inc.
EIN / PN: 37-0673432 / 001
Plan Sponsor: Electric Energy, Inc.
Valuation Date January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22
Description of Weighted Average Retirement Age for Salaried Employees
as of January 1, 2013

See Appendix A for retirement rates. The average retirement age for Line 22 was calculated by determining the average age at retirement for those current active participants expected to reach retirement, based on all current decrements assumed.

	q_x^r	l_x	$_{x-55}P_{55}=l_x/l_{55}$	$Q_x^r * l_x/l_{55}$	$X * q_x * l_x/l_{55}$
55	0.05	1,000,000	1.000000	0.050000	2.750000
56	0.05	950,000	0.950000	0.047500	2.660000
57	0.05	902,500	0.902500	0.045125	2.572125
58	0.05	857,375	0.857375	0.042869	2.486388
59	0.05	814,506	0.814506	0.040725	2.402793
60	0.21	773,781	0.773781	0.162494	9.749640
61	0.21	611,287	0.611287	0.128370	7.830586
62	0.25	482,917	0.482917	0.120729	7.485209
63	0.25	362,188	0.362188	0.090547	5.704453
64	0.25	271,641	0.271641	0.067910	4.346250
65	0.55	203,730	0.203730	0.112052	7.283365
66	0.55	91,679	0.091679	0.050423	3.327937
67	0.55	41,255	0.041255	0.022690	1.520262
68	0.55	18,565	0.018565	0.010211	0.694329
69	0.55	8,354	0.008354	0.004595	0.317043
70	1.00	3,759	0.003759	0.003759	0.263158
Average age at retirement					61.393537
Rounded for Schedule SB item 22					61

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 15

Reconciliation of differences between valuation results and amounts used to calculate AFTAP as of January 1, 2013

- The segment rates used to determine the AFTAP reported on line 15 of the Schedule SB differ from those used to determine the minimum required contribution. The discount rates used to determine the AFTAP are the segment rates with applicable month code of 4 as follows:
  - 1st Segment: 4.94%
  - 2nd Segment: 6.15%
  - 3rd Segment: 6.76%

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V
Summary of Plan Provisions
As of January 1, 2013

Effective date and plan year	Original plan: November 1, 1952 Revised plan: July 1, 1973 Restated plan: February 29, 2012 Plan year: January 1 through December 31
Status of the plan	The plan has ongoing benefit accruals and new employees are eligible to participate in the plan once they satisfy the participation requirements. Union plan participants who are active or disabled and age 55 or older on February 29, 2012 have a one-time choice to elect to remain covered under the final average plan formula until June 30, 2015 at which time they will transfer to the cash balance plan.
Significant events that occurred during the year	The plan's benefit formula was converted from a final average pension plan to a cash balance plan for Union employees effective March 1, 2012 and for Management employees effective April 1, 2012. Union plan participants as of February 29, 2012 who were actively employed or disabled and age 55 or older had a one-time choice to elect to remain covered under the final average plan formula until June 30, 2015 at which time they will transfer to the cash balance plan.
Definitions	
• Sponsoring employer	Electric Energy, Inc.
• Administration	The plan is administered by the sponsoring employer.

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V
Summary of Plan Provisions
As of January 1, 2013

•	Type of plan	The plan is defined benefit, self-insured trustee plan.
•	Participation	Effective January 1, 1995, Employees become Members on the first day of the month coinciding with or next following the attainment of age 21. Prior to January 1, 1995, the Employee had to have agreed in writing to make the necessary contributions for membership in the plan.
•	Employer contributions	The employer contributes such amount and at such times to meet all applicable funding requirements.
•	Employee contributions	Effective July 1, 1988, Members contribute 1% of basic annual earnings. Effective January 1, 1995, participant contributions are no longer permitted or required.
•	Vesting service	An Employee receives one year of Continuous Service for each Plan Year in which he completes 1,000 Hours of Service. If an Employee completes less than 1,000 Hours of Service, a pro rata portion based upon actual hours divided by 2,080 is granted.
•	Credited service	The Employee's period of Continuous Service begins with the first day of the month in which he becomes a Member of the Plan, based on Hours of Service. No Credited Service is granted for years in which the Employee has not made contributions under the plan when required. For each Plan Year in which an Employee completes 2,080 Hours of Service, a full year of Credited Service is granted. If an Employee completes less than 2,080 Hours of Service, a pro rata portion based upon actual hours divided by 2,080 is granted.
•	Pensionable earnings	Pensionable earnings are the basic annual or hourly compensation, as applicable, received by the Member during the plan year plus elective contributions made by the company on the Member's behalf that were not includible in gross income under Section 125 or Section 402(3)(3) of the Internal Revenue Code. For Management employees, pensionable earnings under the cash balance plan includes premium pay, overtime pay, bonuses, and earned vacation pay.
•	Final average earnings	Final Average Earnings is the average of the highest 4 consecutive years of basic annual compensation during the 10 year period immediately preceding the Member's termination of employment.

Schedule SB, Part V
Summary of Plan Provisions
As of January 1, 2013

•	Final average plan benefit	A monthly benefit equal to 1/12 of (1) plus (2), minus (3): 1. 2% of Final Average Earnings, multiplied by the Member's initial 20 years of Credited Service. 2. 1-1/4% of Final Average Earnings, multiplied by the Member's next 25 years of Credited Service. 3. 50% of the Member's estimated Social Security Benefit under the Federal Social Security Act in effect on the first day of the month coinciding with or next following the Member's 62nd birthday, as more fully described in the pension plan document; provided, however, that the percentage is reduced by 2% for each year of Credited Service less than 25. The sum of (1) and (2) above is limited to 70% of Final Average Earnings.
•	Qualified Social Security supplement	The Social Security Benefit offset described in (c) above is not deducted prior to the Member's 62nd birthday.

Schedule SB, Part V
Summary of Plan Provisions
As of January 1, 2013

• Increased monthly benefit	In addition to the Early, Normal or Deferred Retirement Benefit payable to a Member, an increased monthly benefit will be payable, as described herein. 1. Increased Monthly Benefit. The increased monthly benefit is a monthly benefit commencing on the Member's Normal retirement Date and terminating with the monthly payment coinciding with or next preceding the month Member's death and equal to A. $5.00 multiplied by the Member's years of Credited Service, in the case of a Member who terminates employment on or after July 1, 2004 and before July 1, 2008 with a nonforfeitable interest in the Member's Accrued Benefit; or B. $10.00 multiplied by the Member's years of Credited Service, in the case of a Member who terminates employment on or after July 1, 2008 with a nonforfeitable interest in the Member's Accrued Benefit. 2. Payment of the increased monthly benefit shall begin at the same time as payment of the Member's Early, Normal or Deferred Retirement Benefit begins. A. If payment of the increased monthly benefit begins before the Normal Retirement Date of a Member whose employment with the Company terminates before age 55, then the increased monthly benefit shall be reduced by 1/5 of 1% for each month by which such Member's Early Retirement Date precedes the Member's 62nd birthday. If payment of the increased monthly benefit begins before the Normal Retirement Date of a Member whose employment with the Company terminates on or after age 55, then the increased monthly benefit shall not be reduced for early commencement. B. If the Member remains an Employee after the Member's Normal Retirement Date, the increased monthly benefit shall begin on the Member's Deferred Retirement Date and shall be based on the Member's years of Credited Service as of actual termination of employment. If the Member remains an Employee after age 70-1/2, the increased monthly benefit shall be adjusted in accordance with the applicable provisions of Section 5.6. 3. Payment of the increased monthly benefit shall be made in the same form of payment as the Member's Early, Normal or Deferred Retirement Benefit.
• Minimum retirement benefit	A monthly benefit equal to $10 plus 0.15% of the Member's Contributions (excluding interest), multiplied by his years of Credited Service up to 45 years.

Schedule SB, Part V
Summary of Plan Provisions
As of January 1, 2013

• Frozen Accrued Benefit	The monthly accrued benefit under the final average plan as of February 29, 2012 for Union employees or March 31, 2012 for Management employees. The Frozen Accrued Benefit includes the increased monthly benefit but excludes the qualified Social Security supplement. For Union employees who elect to defer coverage under the cash balance formula until June 30, 2015, the Frozen Accrued Benefit will be the monthly accrued benefit under the final average plan as described above, but determined as of June 30, 2015. Accumulated employee contributions are included in the Frozen Accrued Benefit.
• Opening Balance Account	The Frozen Accrued Benefit multiplied by 125 and discounted back from age 65 to the age at February 29, 2012 (Union employees) or March 31, 2012 (Management employees) at 6%. The Opening Balance Account for Union employees who elect to defer coverage under the cash balance formula until June 30, 2015 will be determined in the same manner but as of June 30, 2015.
• Initial Credit	Union employees who elect immediate participation in the cash balance plan as of February 29, 2012 and all Management employees as of March 31, 2011 get an Initial Credit of $6,500 as of the cash balance effective date. Union employees who elect to remain covered under the final average plan until June 30, 2015 will not receive this credit.
• Cash Balance Pay Credit	The cash balance pay credit is a percentage of pensionable pay for each year as follows:

Age	Cash Balance Pay Credit
Under age 30	3%
30 - 39	4%
40 - 44	5%
45 - 49	6%
50 - 54	7%
Age 55 and over	8%

Schedule SB, Part V
Summary of Plan Provisions
As of January 1, 2013

• Transition Credits	Union employees who are actively employed on February 29, 2012 and Management employees who are actively employed on March 31, 2012 who are age 55 or older or have 5 years of vesting service will receive Transition Credits for up to 72 months. Union employees who elect to defer conversion to the cash balance plan until June 30, 2015 will receive no more than 32 months of Transition Credits. The Transition Credit is equal to the following percentage of pensionable pay based on age at the end of the plan year for which the credit is given:

Transition Credits for Union Employees

Age	Transition Credit
Under age 35	6%
35 - 44	7%
45 - 49	6%
50 - 54	5%
Age 55 and over	4%

Transition Credits for Management Employees

Age	Transition Credit
Under age 35	4%
35 - 44	6%
45 - 49	8%
50 - 54	7%
Age 55 and over	6%

• Interest Credits	Interest is credited annually based on the account balance at the beginning of the plan year (includes Opening Balance Account, Initial Credit, Cash Balance Pay Credits and Transition Credits). The annual interest credit rate is equal to the greater of (1) the average 30-year Treasury bond yield for the month of October preceding the first day of the plan year (or, if higher, the highest minimum rate permitted by the final IRS regulations) and (2) 5.00%.
Normal retirement	
• Eligibility	The first day of the month coinciding with or next following the Member's 65th birthday.

Schedule SB, Part V
Summary of Plan Provisions
As of January 1, 2013

• Benefit	A benefit equal to the larger of (1) or (2) plus (3) plus (4) if eligible: (1) Frozen Accrued Benefit. (2) Opening Balance Account with Interest Credits. (3) Ongoing Cash Balance benefit (Initial Credit, Cash Balance Pay Credits, Transition Credits and Interest Credits). (4) Qualified Social Security supplement frozen as of February 29, 2012 for Union employees or March 31, 2012 for Management employees. Only paid if retiree is between 55 and 62 and also only paid within that same age range if applicable.
Early retirement	
• Eligibility	Has a vested benefit in the plan. On or after attainment of age 55 for Union employees who elect to remain covered under the final average plan until June 30, 2015.
• Benefit	A monthly benefit determined in the same manner as the Normal Retirement Benefit but based on Credited Service to the Early Retirement Date. If the Early Retirement Date is prior to the Member's 62nd birthday, the Frozen Accrued Benefit is reduced by 1/5 of 1% for each month between ages 62 and 55 and further actuarially reduced by the current year 417(e) factors for dates prior to age 55.
Late retirement	
• Eligibility	Continued employment past normal retirement date.
• Benefit	A monthly benefit determined in the same manner as the Normal Retirement Benefit but based on earnings and Credited Service to the deferred retirement date, plus any increase for late payments of benefits attributable to employee contributions. The benefit of a Member who defers retirement beyond the April 1 following the calendar year in which he attains age 70-1/2 shall be the larger of the deferred retirement benefit with continued accruals or the benefit as of the December 31 of the calendar year in which the participant attained age 70-1/2 assuming payment began on the next April 1 actuarially increased as of each subsequent April 1 prior to the actual retirement date.
Deferred vested	
• Eligibility	A participant who terminates employment after the completion of 3 years of Continuous Service will be entitled to a vested deferred benefit.

Schedule SB, Part V
Summary of Plan Provisions
As of January 1, 2013

• Benefit	A benefit determined in the same manner as the Normal Retirement Benefit. A participant may elect payment at any time after termination of employment. The Frozen Accrued Benefit is reduced based on the plan's early retirement factors to age 55 and actuarially reduced from age 55 if payment commences before age 55. A participant who terminates with or without a vested benefit is entitled to withdraw his Employee Contributions plus the appropriate interest, subject to spousal consent requirements.
Disability	
• Eligibility	A participant who has at least 15 years of Credited Service, and who qualifies for the Company's long-term disability plan and the Federal Social Security Act, shall be eligible for a disability benefit.
• Benefit	The participant will continue to accrue cash balance benefits based on earnings at the date of disability until the participant dies, ceases to receive long-term disability benefits or elects to receive his benefit. Union employees who elect to remain covered under the final average plan until June 30, 2015 will continue to accrue Normal Retirement Benefits based on the Final Average Earnings and estimated Social Security Benefit determined as of the date of disability until June 30, 2015, at which time they will begin to accrue cash balance benefits as described above.
Death Benefit – return of participant contributions	
• Benefit prior to retirement	The surviving spouse of a participant who is not entitled to the employer-provided death benefit described below will receive the participant's contributions, with interest, in a lump sum or an actuarially equivalent annuity at the spouse's election. If there is no surviving spouse, the participant's contributions, with interest, will be paid to his beneficiary in a lump sum. A surviving spouse who is eligible for a death benefit described below may elect to receive the participant's contributions with interest in a lump sum. This election causes the Spouse Benefit to be based solely on the employer-provided portion of the retirement benefit.

Schedule SB, Part V
Summary of Plan Provisions
As of January 1, 2013

• Benefit after retirement	If the participant is not eligible for the employer-provided death benefit, the beneficiary will receive the participant's contributions, if any, plus the appropriate interest, less any benefits previously paid to the participant. However, if the participant had elected the Life Only Option, as described in the pension plan document, no benefits are paid after his death. If the participant is eligible for the employer-provided death benefit, any excess of the participant's contributions with interest computed as of the retirement date less the total payments made to the participant and his spouse will be payable to the spouse's estate. However, if the participant had elected the Life Only Option, as described in the pension plan document, no benefits are paid after his death.
Death Benefit – spouse's benefit	
• Death prior to retirement	If a participant dies prior to retirement his beneficiary will receive a death benefit equal to the larger of (1) or (2), plus (3) plus (4). (1) Life annuity of 100% of Frozen Accrued Benefit (lump sum option is available) with benefit unreduced for early commencement. (2) Opening Balance benefit payable as a lump sum or life annuity (3) Ongoing Cash Balance benefit (Cash Balance Pay Credits and Transition Credits) payable as a lump sum or life annuity (4) The death benefit, if any, payable with respect to the qualified Social Security supplement frozen as of 2/29/2012 for Union employees or 3/31/2012 for Management employees. Married participants may elect a non-spouse beneficiary with spousal consent. Non-spouse beneficiaries receive a lump sum pre-retirement death benefit payable immediately upon the participant's death.
• Death after retirement	If an optional form of benefit has been elected, a benefit in accordance with the elected option. If no optional form has been elected, the death benefit as described above for pre-retirement death.

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V
Summary of Plan Provisions
As of January 1, 2013

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

Schedule SB, Part V
Summary of Plan Provisions
As of January 1, 2013

• Automatic form for married participants	If the Member is married on the Member's Annuity Starting Date, has not elected to have the Member's monthly retirement benefit paid under the Normal Form or an optional form, and is living on the Member's Annuity Starting Date, the Alternate Normal Form of payment of Retirement Benefit shall be payments in equal monthly installments, commencing on the Member's Retirement Date and terminating with the monthly payment coinciding with or next preceding the Member's death; and if at the death of the Member on or after the Member's Annuity Starting Date, the Member has a Surviving Spouse, the Member's Surviving Spouse shall be entitled to a monthly benefit equal to the sum of (a) and (b) below: a. The greater of (1) or (2) below: 1) The greater of (A) or (B) below: A. 50% of the Member's Retirement Benefit, provided, however, that such percentage shall either be decreased by 1% for each full year by which such Surviving Spouse is younger than such Member, or increased by 1% for each full year by which the Surviving Spouse is older than the Member; or B. 50% of the amount the Member would have received had such benefit been paid in the form of a Joint and 50% Survivor Annuity, which is the Actuarial Equivalent of the Member's Retirement Benefit (payable in the Normal Form of benefit), reduced for Early Retirement, if applicable, based on the ages of the Member and the Surviving Spouse on the Member's Annuity Starting Date. 2) A Joint and 50% Survivor Annuity that is the Actuarial Equivalent of the Opening Balance Account. b. A Joint and 50% Survivor Annuity that is the Actuarial Equivalent of the Cash Balance Account.

Schedule SB, Part V
Summary of Plan Provisions
As of January 1, 2013

• Automatic form for married participants (continued)	The Surviving Spouse's benefit shall be paid until the Surviving Spouse's death. Notwithstanding the foregoing, if the Member's Annuity Starting Date is before January 1, 1995, and if the Surviving Spouse is receiving a benefit under (A) above, the Surviving Spouse's benefit shall be recalculated upon the Surviving Spouse's remarriage and shall thereafter be payable under (B) above. Payment of the Member's Qualified Social Security Supplement or the survivor benefit based on the Member's Social Security Supplement, if any, shall terminate with the monthly payment coinciding with or preceding the date on which the Member attains (or would have attained) age 62 or, if earlier, the death of the second to die of the Member and the Member's Spouse. If, upon the deaths of both the Member and the Member's Spouse, the amount of the Member's Accumulated Contributions, computed as of the date of the Member's Annuity Starting Date, exceeds the total amount of monthly benefits paid to both the Member and the Surviving Spouse, such excess shall be payable to the estate of the second to die.
• Optional forms	Reduced 100%, 75%, and 50% joint and survivor, 10-year certain and life (pre-12/31/94 benefits only), 5-year certain and life (pre-12/31/94 benefits only), Social Security level income, and spouse's 75% benefit option. Lump sum option was added for all members of the cash balance plan for all benefit types. Union employees who elect to defer conversion to the cash balance formula until 6/30/2015 are not eligible to elect a lump sum form of payment until that date.
• Optional form conversion factors	UP84 Mortality Table and 7% interest for all prior plan benefits. Actuarial equivalence to convert cash balance benefits to a life annuity and then to other optional annuity forms of payment is based on the 1983 GAM Mortality Table (weighted 50% male and 50% female) and 7.50% interest (subject to modification, if required, to meet relative value requirements). The conversion factors are supplied in the plan document. The lump sum for cash balance benefits is the cash balance account. 417(e) interest rates and mortality are used to convert the prior plan monthly benefits into lump sums and to actuarially reduce benefits below age 55. In determining an optional form of payment, the Frozen Accrued Benefit is compared to the Opening Balance benefit under each optional form in order to determine which benefit is greater.

Schedule SB, Part V
Summary of Plan Provisions
As of January 1, 2013

Miscellaneous	
• Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2013, the limit is $255,000.
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2013, the limit is $205,000.

Benefits Included or Excluded

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

- **Most recent plan amendments included:** The First Amendment is included because it was adopted by the valuation date and is effective by the end of the plan year.
- **Plan amendments excluded:** None.
- **Late retirement increases:**
  - *Active participants:* The plan provides benefit suspension notices to participants who work beyond normal retirement; therefore, late retirement actuarial increases only apply to participants who defer retirement beyond age 70½. Benefit accruals are assumed to be greater than actuarial increases year over year.
  - *Deferred vested participants:* Current deferred vested participants over normal retirement age are not valued including the late retirement actuarial increase, as they are deemed immaterial.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Sections 415(b) and 401(a)(17) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60 percent of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.

Plan Provisions Specific to Funding

Additional Benefits Included or Excluded

- **IRC Section 436 benefit restrictions:**
  - *Unpredictable contingent event benefits:* This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations.
  - *Plan amendments:* See above.
  - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.

Schedule SB, Part V
Summary of Plan Provisions
As of January 1, 2013

  - *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **Scheduled benefit increases:** Scheduled benefit increases effective after the end of the current plan year are excluded from minimum funding requirements.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.

Plan Provision Changes Since Prior Valuation

- Effective March 1, 2012 for Union employees and April 1, 2012 for Management employees, the pension plan was converted to a cash balance plan.
- Maximum compensation amounts and maximum benefit amounts under IRS rules were updated from 2012 to 2013.

REVISED RETIREMENT PLAN FOR EMPLOYEES OF ELECTRIC ENERGY, INC.

EIN: 37-0673432 PN: 001

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

As of December 31, 2013

[a] Party-in-interest	[b] Identity of Issue, Borrower, Lessor or Similar Party	[c] Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	[d] Cost	[e] Current Value
*	MELLON TRUST	EB DV INTERNATIONAL SIF	$ 3,360,691	$ 6,095,819
*	MELLON TRUST	EB TEMP INVESTMENT FUND	423,616	423,637
*	MELLON TRUST	EB DV LARGE CAP SIF	12,435,838	25,874,287
*	MELLON TRUST	EB DV SMALL CAP SIF	6,047,390	13,755,500
*	MELLON TRUST	EB MELLON TOTAL RETURN FD CL A	22,860,210	29,293,225
		Total	$ 45,127,745	$ 75,442,468

* A party-in-interest to the Plan

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 32
Schedule of Amortization Bases
as of January 1, 2012

Type of Base	Date Established	Initial Amount	Remaining Amortization Period (Years)	Outstanding Balance	Amortization Payment
Short Fall Amortization	01/01/2013	(410,269)	7	(410,269)	(69,051)
Short Fall Amortization	01/01/2012	(8,971,954)	6	(8,004,602)	(1,522,763)
Short Fall Amortization	01/01/2011	9,898,076	5	7,372,466	1,628,522
Short Fall Amortization	01/01/2010	5,166,515	4	3,227,133	869,484
Total				2,184,728	906,192

Plan Name: Revised Retirement Plan For Employees of Electric Energy, Inc.
EIN / PN: 37-0673432 / 001
Plan Sponsor: Electric Energy, Inc.
Valuation Date January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 25
Change in Method

- Towers Watson became the actuary for the Plan upon the change in ownership of EEI in December, 2013. Prior to passage of HATFA, the intent was for the prior actuary to sign the Schedule SB for 2013 with Towers Watson becoming the Plan's enrolled actuary for 2014. However, with the passage of HATFA and the plan sponsor's decision to apply the HATFA corridor extensions for funding (IRC §430) purposes for the 2013 plan year, the plan sponsor decided to change this approach. Due to the practical concerns related to obtaining revised results in a limited time frame at a reasonable cost from a firm with whom the plan sponsor has severed their relationship and the cost of having to redo two valuations (prior actuary's post-HATFA valuation and the new actuary's match of it), the plan sponsor as asked Towers Watson to calculate the 2013 funding results under IRC §430 reflecting the interest rate corridors established by HATFA and sign the 2013 Schedule SB.

  The pre-HATFA Funding Target and Target Normal Cost (without regard to any adjustments for employee contributions and plan-related expenses) determined for 2013 by Towers Watson (using the actuarial assumptions of the prior enrolled actuary and disregarding the interest rate corridors established by HATFA) are both within 5% of those values as determined by the prior enrolled actuary. While Towers Watson used new valuation software, the method used by Towers Watson is substantially the same method as used by the prior actuary.

- The segment rates were updated to apply the interest rate corridors set by HATFA.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 24
Change in Acturial Assumptions
As of January 1, 2013

The interest applied to mandatory employees' contributions was decreased from 1.40% to 1.04%, based on 120% of the Federal mid-term rate for the first month of the plan year.

The conversion factors used to convert employee contributions to annuities were updated from the 2012 to the 2013 PPA blended mortality table and from the October 2011 lump sum segment rates to the October 2012 lump sum segment rates.

Cash balance specific assumptions were added/updated like annuity conversion basis, cash balance interest crediting rate, lump sum conversion basis, and form of payment assumption.

Demographic assumptions (retirement for Union, withdrawal for Salary, salary scale and married percentage) were updated to better reflect expected future experience.

The married percentage change required an update to the form of payment assumption to be 22.50% joint and 50% survivor and 2.50% life annuity. The remaining 75% lump sum assumption established with the cash balance specific assumptions did not change.