

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2014</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>06/30/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or ☒ a single-employer plan; ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report; ☒ the final return/report; ☐ an amended return/report; ☒ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☐ Form 5558; ☐ automatic extension; ☒ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>EEI BARGAINING UNIT 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>003</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1986</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>003</u>	1c Effective date of plan <u>01/01/1986</u>	
1b Three-digit plan number (PN) ▶	<u>003</u>				
1c Effective date of plan <u>01/01/1986</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>ELECTRIC ENERGY, INC.</u> <u>601 TRAVIS STREET, SUITE 1400</u> <u>HOUSTON, TX 77002</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>37-0673432</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>713-507-6400</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>221100</u></td> </tr> <tr> <td style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) <u>37-0673432</u>	2c Plan Sponsor's telephone number <u>713-507-6400</u>	2d Business code (see instructions) <u>221100</u>	
2b Employer Identification Number (EIN) <u>37-0673432</u>					
2c Plan Sponsor's telephone number <u>713-507-6400</u>					
2d Business code (see instructions) <u>221100</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	09/17/2015	RICHARD KELLY
	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 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	116
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).			
a(1) Total number of active participants at the beginning of the plan year		6a(1)	116
a(2) Total number of active participants at the end of the plan year		6a(2)	0
b Retired or separated participants receiving benefits		6b	0
c Other retired or separated participants entitled to future benefits.....		6c	0
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e	0
f Total. Add lines 6d and 6e		6f	0
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: 2E 2F 2G 2J 2K 3D 3F			
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) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

Part III**Form M-1 Compliance Information (to be completed by welfare benefit plans)**

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2014 This Form is Open to Public Inspection
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 06/30/2014		
A Name of plan EEI BARGAINING UNIT 401(K) PLAN	B Three-digit plan number (PN) ▶	003
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	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier
PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY CO.

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-1050034	93629	031648	0	01/01/2014	06/30/2014

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

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

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

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

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

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

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

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

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
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(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
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(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end **4** 0**5** Current value of plan's interest under this contract in separate accounts at year end **5** 0**6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶ **N/A****b** Premiums paid to carrier **6b****c** Premiums due but unpaid at the end of the year **6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. **6d**

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ **GUARANTEED GENERAL ACCOUNT CON****b** Balance at the end of the previous year **7b** 5770530**c** Additions: (1) Contributions deposited during the year **7c(1)** 0(2) Dividends and credits **7c(2)**(3) Interest credited during the year **7c(3)** 46917(4) Transferred from separate account **7c(4)** 0(5) Other (specify below) **7c(5)** 417009▶ **ADJUSTMENT**(6) Total additions **7c(6)** 463926**d** Total of balance and additions (add lines **7b** and **7c(6)**). **7d** 6234456**e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)** 6186463(2) Administration charge made by carrier **7e(2)** 0(3) Transferred to separate account **7e(3)** 0(4) Other (specify below) **7e(4)** 47993(5) Total deductions **7e(5)** 6234456**f** Balance at the end of the current year (subtract line **7e(5)** from line **7d**) **7f** 0

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	0
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2))		9b(3)	0
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2014
		This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 06/30/2014

A Name of plan EEI BARGAINING UNIT 401(K) PLAN	B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500 ELECTRIC ENERGY, INC.	D Employer Identification Number (EIN) 37-0673432	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
PRUDENTIAL RETIREMENT INS & ANNUITY

06-1050034

(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)

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

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
PRUDENTIAL RETIREMENT INS & ANNUITY	23 28 49 15 33	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRUDENTIAL RETIREMENT INS & ANNUITY 06-1050034	SEE ATTACHED DOCUMENT FOR ALL FEES RELATED TO FUND

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <hr/> 2014 <hr/> This Form is Open to Public Inspection.
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 06/30/2014

A Name of plan <u>EEI BARGAINING UNIT 401(K) PLAN</u>	B Three-digit plan number (PN) ► <u>003</u>	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>ELECTRIC ENERGY, INC.</u>	D Employer Identification Number (EIN) <u>37-0673432</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>CORE BOND ENHAN INDEX/ PIM FUND</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INSURANCE</u>				
c EIN-PN <u>06-1050034-036</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>CORE BOND/PIM FUND</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INSURANCE</u>				
c EIN-PN <u>06-1050034-150</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LARGE CAP VALUE/BARROW HANLEY FUND</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INSURANCE</u>				
c EIN-PN <u>06-1050034-312</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MID CAP GROWTH/ARTISAN PARTNERS</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INSURANCE</u>				
c EIN-PN <u>06-1050034-185</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MID CAP VALUE INTEGRITY</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INSURANCE</u>				
c EIN-PN <u>06-1050034-441</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SMALL CAP VALUE/TIMESSQ</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INSURANCE</u>				
c EIN-PN <u>06-1050034-132</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WELLS FARGO ADV SML VALUE Z</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INSURANCE</u>				
c EIN-PN <u>06-1050034-269</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>		

a Name of MTIA, CCT, PSA, or 103-12 IE: DRYDEN S&P INDEX FUND**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INSURANCE

c EIN-PN 06-1050034-123	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: LIFETIME 20 FUND-INCOME FLEX-IF1**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INSURANCE

c EIN-PN 06-1050034-511	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: LIFETIME 40 FUND-INCOME FLEX-IF3**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INSURANCE

c EIN-PN 06-1050034-513	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: LIFETIME 50 FUND-INCOME FLEX-IF4**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INSURANCE

c EIN-PN 06-1050034-514	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: LIFETIME 30 FUND-INCOME FLEX-IF2**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INSURANCE

c EIN-PN 06-1050034-512	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: LIFETIME 60 FUND-INCOME FLEX-IF5**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INSURANCE

c EIN-PN 06-1050034-515	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: JANUS ADVISOR BALANCED FUND CLASS S**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INSURANCE

c EIN-PN 06-1050034-180	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: LARGE CAP GROWTH/TURNER INVESTMENT**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INSURANCE

c EIN-PN 06-1050034-141	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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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)
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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)
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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
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2014 This Form is Open to Public Inspection
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>06/30/2014</u>		
A Name of plan <u>EEL BARGAINING UNIT 401(K) PLAN</u>		B Three-digit plan number (PN) ► <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ELECTRIC ENERGY, INC.</u>		D Employer Identification Number (EIN) <u>37-0673432</u>

Part I Asset and Liability Statement			
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)		
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(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)	242298	0
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	4957225	0
(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)	1091283	0
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	5770529	0
(15) Other.....	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	12061335	0

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	12061335	0
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAS, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(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)		0
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)	2126	
(F) Other	2b(1)(F)	46917	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		49043
(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)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		182933
(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		231976

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	65000	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)	1916602	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		1981602
f Corrective distributions (see instructions).....	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		27710
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		0
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2009312

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-1777336
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(2) From this plan.....	2l(2)		10283999

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: 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:

- a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....
- b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c			
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
4d			
e Was this plan covered by a fidelity bond?	X		25000000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
4g			
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)		X	
4i			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	X		
4k			
l Has the plan failed to provide any benefit when due under the plan?.....		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
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)
DYNEGY 401(K)PLAN	20-5653152	005

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 2014 This Form is Open to Public Inspection.
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 06/30/2014

A Name of plan <u>EEI BARGAINING UNIT 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ELECTRIC ENERGY, INC.</u>	D Employer Identification Number (EIN) <u>37-0673432</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>06-1050034</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- a** Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%
- b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more
- c** What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

EEI Bargaining Unit 401(k) Plan

**Independent Auditors' Report
and Financial Statements**

June 30, 2014 and December 31, 2013

EEl Bargaining Unit 401(k) Plan

Table of Contents **June 30, 2014 and December 31, 2013**

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Note: Other schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for reporting and disclosure under ERISA have been omitted because they are not applicable.



Independent Auditors' Report

To the Participants and Plan Administrator of
the EEI Bargaining Unit 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the EEI Bargaining Unit 401(k) Plan (the Plan), which comprise the Statements of Net Assets Available for Benefits as of June 30, 2014 and December 31, 2013, and the related Statement of Changes in Net Assets Available for Benefits for the period January 1, 2014 through June 30, 2014, 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 3, which was certified by Prudential Retirement Insurance and Annuity Company, 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 June 30, 2014 and December 31, 2013 and for the period ended June 30, 2014, 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.

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

September 16, 2015

EEI Bargaining Unit 401(k) Plan
Statements of Net Assets Available for Benefits
June 30, 2014 and December 31, 2013

	<u>June 30, 2014</u>	<u>December 31, 2013</u>
Assets		
Investments, at fair value	\$ -	\$ 11,819,037
Receivables:		
Notes receivable from participants	<u>-</u>	<u>242,298</u>
Total Receivables	<u>-</u>	<u>242,298</u>
Net Assets Available for Benefits	<u>\$ -</u>	<u>\$ 12,061,335</u>

EEI Bargaining Unit 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
For the Period January 1, 2014 through June 30, 2014

Investment Income	
Net appreciation in fair value of investments	\$ 182,933
Interest & Dividends	<u>46,917</u>
Net investment income	<u>229,850</u>
Interest Income on Notes Receivable from Participants	<u>2,126</u>
Total additions	<u>231,976</u>
Deductions	
Benefits paid directly to participants	<u>2,009,312</u>
Total deductions	<u>2,009,312</u>
Net Decrease before Transfers	(1,777,336)
Plan-To-Plan Transfers	(10,283,999)
Net Assets Available for Benefits, Beginning of Period	<u>12,061,335</u>
Net Assets Available for Benefits, End of Period	<u><u>\$ -</u></u>

EEI Bargaining Unit 401(k) Plan
Notes to Financial Statements
For the Period January 1, 2014 through June 30, 2014 and
the Year Ended December 31, 2013

Note 1: Description of the Plan

The following description of the EEI Bargaining Unit 401(k) Plan (the “Plan”) provides only general information. Participants should refer to the *Plan Document* for a more complete description of the Plan’s provisions, which is available from Plan management.

General

The Plan is a defined contribution savings plan. The Plan was adopted effective January 1, 1986. The sponsor of the Plan is Electric Energy, Inc. (the “Company”). The EEI Benefit Plans Committee controls and manages the operations and administration of the Plan. Prudential Retirement and Insurance Annuity Company (Prudential) 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”).

Eligibility Requirements

Employees are eligible for membership on the first of the month coinciding with or following the employee’s date of employment. Additionally, the employee must be a member of management and complete a written enrollment form and Salary Deferral Agreement.

Plan Contributions

Eligible employees may contribute up to 50% of their annual base wage to the Plan in whole percentage increments on a pretax basis. The Company matches 50% of the first 8% of annual base wages deferred by participants on a pretax basis. A participant is eligible for employer matching contributions immediately upon enrollment in the Plan. In addition, eligible employees may contribute up to 50% of their annual base wage to the Plan on an after-tax basis. Such after-tax contributions can be made via payroll deduction or, once each Plan year, as a lump-sum contribution. Contributions are subject to certain Internal Revenue Code limitations. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

Effective January 1, 2014, the Plan was amended to provide that employees would no longer be eligible to make contributions to the Plan.

Effective June 26, 2014, participant accounts were transferred to the Dynegy 401(k) Plan. The total transfer amounting to \$10,283,999 is presented as Plan-to-Plan Transfers in the Statement of Changes in Net Assets Available for Benefits.

Participant Accounts

Individual accounts are maintained for each Plan participant. Each participant’s account is credited with the participant’s contribution, the Company’s matching contribution, allocations of Plan earnings, and charged with withdrawals and an allocation of Plan losses. Allocations are based on participant earnings or account balances, as defined. The benefit to which participants are entitled is the benefit that can be provided from the participant’s vested account.

**EI Bargaining Unit 401(k) Plan
Notes to Financial Statements**

**For the Period January 1, 2014 through June 30, 2014 and
the Year Ended December 31, 2013**

Investments

Participants direct the investment of their contributions into various investment options offered by the Plan. They may also invest up to 25% of their core account balance into a self-directed brokerage account option. Company matching contributions are allocated based on the investment options selected by the participants for employee contributions. The Company has contracts with Prudential to manage the Plan's assets and make benefit payments. The contract with Prudential establishes different investment options to which contributions are deposited based on employee elections.

Vesting

Participants are immediately fully vested in their contributions and employer matching contributions.

Benefit Payments

Upon retirement, a participant may select either of the following methods of payment:

1. The lump-sum distribution of the account.
2. The purchase of an annuity based on the value of the account as the date of retirement.
3. A combination of 1. and 2. above.

Upon the death of a participant, the beneficiary is entitled to distribution of the total value of the participant's account to be paid in cash, as an annuity or a combination of cash and an annuity. If the participant terminates employment or becomes totally disabled, the participant is entitled to a distribution of the total value of that participant's account.

Under certain circumstances, hardship withdrawals are permitted by a participant who is under age 59 ½. After age 59 ½, once every 12 months, a participant may make a withdrawal without a need to prove serious financial hardship.

Participant Loans

Participants are allowed to borrow against their pretax savings account and their rollover account upon approval by the plan administrator. Participants may borrow from their fund accounts up to a maximum of the lesser of \$50,000 or 50% of a participant's account balance. Loans are made available to all participants on a reasonably equivalent basis at fixed interest rates of current prime rate plus 1%. Loan repayment periods can range from 1 month to 120 months. Currently, loans outstanding bear interest at rates ranging between 4.25% - 9.25%. Loans are secured by the balance in the participant's account.

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

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

EEI Bargaining Unit 401(k) Plan
Notes to Financial Statements
For the Period January 1, 2014 through June 30, 2014 and
the Year Ended December 31, 2013

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires Plan management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein and disclosure of contingent assets and liabilities at the date of the financial statements. 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 4 for discussion of fair value measurements.

Investment contracts held by the Plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of the Plan attributable to Guaranteed Investment Contract (GIC) which is a fully benefit-responsive investment contract because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The contract value of the GIC at December 31, 2013 approximates fair value and, therefore, no adjustment has been recorded in the Statements of Net Assets Available for Benefits. The statement of changes in net assets available for benefits is prepared on a contract value basis.

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.

Notes Receivable from Participants

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. No allowance for credit losses has been recorded as of December 31, 2013. If a participant ceases to make loan repayments and Plan management deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits

Benefits paid directly to participants are recorded when paid.

Plan Management's Review of Subsequent Events

In preparing the accompanying financial statements, Plan management has reviewed all known events that have occurred after June 30, 2014, and through September 16, 2015, which is the date the financial statements were available to be issued, for inclusion in the financial statements and footnotes.

EEI Bargaining Unit 401(k) Plan
Notes to Financial Statements
For the Period January 1, 2014 through June 30, 2014 and
the Year Ended December 31, 2013

Note 3: Investments (Certified by Trustee)

The following table presents the Plan's investments. Investments that represent 5% or more of plan net assets in either year are separately identified.

	June 30, 2014	December 31, 2013
Investments at fair value as determined by quoted market price:		
Prudential Guaranteed Income Fund	\$ -	\$ 5,770,529
Oakmark International Fund	-	1,036,280
Large Cap Growth/JP Morgan	-	693,415
Other investments – less than 5% of net assets	-	4,318,813
Total investments	\$ -	\$ 11,819,037

During the period ended June 30, 2014, the Plan's investments (including gains and losses on investments bought, sold and held during the year) appreciated as follows:

Pooled separate accounts	\$ 165,526
Mutual funds	17,407
Total	\$ 182,933

Interest and dividends realized on the Plan's investments for the period ended June 30, 2014 were \$46,917.

Note 4: Fair Value Measurements

FASB Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*, (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 an active market for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

EEl Bargaining Unit 401(k) Plan
Notes to Financial Statements
For the Period January 1, 2014 through June 30, 2014 and
the Year Ended December 31, 2013

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 and 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.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2014 and 2013.

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

Pooled separate accounts: Value based on quoted market prices of the underlying investments as reported to the Plan by Prudential.

Benefit responsive investment contract: Valued at contract value which represents deposits made to the contract, plus earnings at guaranteed crediting rates, less withdrawals and fees. This product is not a traditional GIC and therefore there is not any known cashflow that could be discounted. As a result, the fair value amount shown is equal to the contract value.

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.

EEI Bargaining Unit 401(k) Plan
Notes to Financial Statements
For the Period January 1, 2014 through June 30, 2014 and
the Year Ended December 31, 2013

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2013:

Assets at Fair Value as of December 31, 2013				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds	\$ 1,091,283	\$ -	\$ -	\$ 1,091,238
Pooled Separate Accounts:				
Balanced	-	235,064	-	235,064
Target Retirement Date Funds	-	675,929	-	675,929
US Stocks	-	3,587,021	-	3,587,021
US Bonds	-	459,211	-	459,211
Guaranteed Investment Contract	-	-	5,770,529	5,770,529
Total assets at fair value	<u>\$ 1,091,283</u>	<u>\$ 4,957,225</u>	<u>\$ 5,770,529</u>	<u>\$11,819,037</u>

Changes in Fair Value of Level 3 Assets and Related Gains and Losses

The following table sets forth a summary of changes in the fair value of the Plan's guaranteed investment contracts for the year ended December 31, 2014.

Balance, beginning of year	\$ 5,770,529
Realized gains (losses)	47,345
Unrealized gains (losses) related to instruments still held at reporting date	-
Purchases	416,500
Sales	-
Transfers in (out) of level 3	-
Transfer out of the Plan	(6,234,374)
Balance, end of year	<u>\$ -</u>

Note 5: 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, 2014 and 2013. For the Plan, such assets include investments in pooled separate accounts and guaranteed investment contract.

EEl Bargaining Unit 401(k) Plan
Notes to Financial Statements
For the Period January 1, 2014 through June 30, 2014 and
the Year Ended December 31, 2013

The following table for December 31, 2013, 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	
Pooled separate accounts	\$4,957,225	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. The portfolio seeks to attain its objective by normally investing substantially all its assets in high quality debt securities.

Note 6: Benefit Responsive Investment Contract with National Insurance Company

The Plan has a benefit-responsive investment contract with Prudential. Prudential maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

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

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is established without the use of a specific formula, but it may not be less than 1.50 percent. Such interest rates are reviewed on a semi-annual basis for resetting. Generally there are not any events that could limit the ability of the Plan to transact at contract value paid within 90 days or in rare circumstances, contract value paid over time. There are not any events that allow the issuer to terminate the contract and which require the plan sponsor to settle at an amount different than contract value paid either within 90 days or over time.

The average yield earned by the trust for the period ended June 30, 2014 and year ended December 31, 2013 was 0% and 2.00%, respectively. The average yield earned to reflect the actual interest rate credited to participants for the period ended June 30, 2014 and year ended December 31, 2013 was 0% and 2.00%, respectively.

EEI Bargaining Unit 401(k) Plan
Notes to Financial Statements
For the Period January 1, 2014 through June 30, 2014 and
the Year Ended December 31, 2013

Note 7: Party-In-Interest Transactions

Certain plan investments are managed by Prudential, the trustee of the Plan. Therefore, these transactions qualify as party-in-interest transactions; however, they are exempt from the prohibited transactions rules under ERISA.

Note 8: Risks and Uncertainties

The Plan invests in various investment securities that are exposed to various risks such as interest rates, market and credit risks. Market values of investments may decline for a number of reasons, including changes in prevailing market and interest rates, increases in defaults and credit rating downgrades. Due to the level of risk associated with certain investment securities, it is at least reasonably possible for the change in values of investment securities will occur in the near term and that some changes could materially affect participant account balances and the assets reported in the statement of net assets available for benefits

Note 9: Plan Tax Status

The Internal Revenue Service has determined by a letter dated October 9, 2003 that the Plan, which is a prototype plan written by Fidelity, is designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). Therefore, the related trust is exempt from taxation. 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, 2014, 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 2011.

EEI Bargaining Unit 401k Plan

EIN: 37-0673432

PN:003

Year End: 06/30/2014

**Name of Person/Entity Who Provided Disclosures
on Eligible Indirect Compensation**

Prudential Retirement Insurance and Annuity Company

**EIN or Address of Entity Who Provided Disclosures
on Eligible Indirect Compensation**

06-1050034

Eligible Indirect Compensation

Name of Service Provider/Payee	Name of Payor	Amount of Fee or Formula	Nature of Service	Name of Fund (for Formula)
Prudential Investment Management Services LLC	American Funds EuroPacific Gr R4	25.000 BPS from 1/1/2014 to 7/31/2014	Distribution (12b-1) Fees	AMER:EUROPACIFIC GROW R4 298706847
Prudential Retirement Insurance and Annuity Company	Prudential Retirement Insurance and Annuity Company	205.000 BPS	insurance services, investment management	IFX LT AGG GROWTH FD (I)
Prudential Retirement Insurance and Annuity Company	Prudential Retirement Insurance and Annuity Company	197.000 BPS	insurance services, investment management	IFX LT BALANCED FUND (I)
Prudential Retirement Insurance and Annuity Company	Prudential Retirement Insurance and Annuity Company	191.000 BPS	insurance services, investment management	IFX LT CONSRVATIVE FD (I)
Prudential Retirement Insurance and Annuity Company	Prudential Retirement Insurance and Annuity Company	199.000 BPS	insurance services, investment management	IFX LT GROWTH FUND (I)
Prudential Retirement Insurance and Annuity Company	Prudential Retirement Insurance and Annuity Company	182.000 BPS	insurance services, investment management	IFX LT INC & EQUITY FD (I)
Capital Research and Management Company	American Funds EuroPacific Gr R4	42.000 BPS from 1/1/2014 to 7/31/2014	Investment Management Fees	AMER:EUROPACIFIC GROW R4 298706847
Harris Associates L.P.	Oakmark International I	81.000 BPS from 1/1/2014 to 12/31/2014	Investment Management Fees	OAKMARK INTER FD I 413838202
The Prudential Insurance Company of America	The Prudential Insurance Company of America	\$415	Other Services/Breakage	AMER:EUROPACIFIC GROW R4
Prudential Retirement Insurance and Annuity Company	Prudential Retirement Insurance and Annuity Company	\$-72,463	Other Services/Breakage	CORE BOND ENHAN INDEX

The information contained in this document is not covered by the Certification of Reports and is not intended to be certified under 29 CFR 2520.103-5(C).

EEI Bargaining Unit 401k Plan

EIN: 37-0673432

PN:003

Year End: 06/30/2014

**Name of Person/Entity Who Provided Disclosures
on Eligible Indirect Compensation**

Prudential Retirement Insurance and Annuity Company

**EIN or Address of Entity Who Provided Disclosures
on Eligible Indirect Compensation**

06-1050034

Eligible Indirect Compensation

Name of Service Provider/Payee	Name of Payor	Amount of Fee or Formula	Nature of Service	Name of Fund (for Formula)
Prudential Retirement Insurance and Annuity Company	Prudential Retirement Insurance and Annuity Company	\$1,160	Other Services/Breakage	CORE BOND/PIM FUND
Prudential Retirement Insurance and Annuity Company	Prudential Retirement Insurance and Annuity Company	\$5,960	Other Services/Breakage	DRYDEN S&P 500 INDEX FUND
Prudential Retirement Insurance and Annuity Company	Prudential Retirement Insurance and Annuity Company	\$255,589	Other Services/Breakage	IFX LT INC & EQUITY FD (I)
Prudential Retirement Insurance and Annuity Company	Prudential Retirement Insurance and Annuity Company	\$-559	Other Services/Breakage	LARGE CAP GROW/JP MORGAN
Prudential Retirement Insurance and Annuity Company	Prudential Retirement Insurance and Annuity Company	\$409	Other Services/Breakage	LCV/BARROW HANLEY FUND
Prudential Retirement Insurance and Annuity Company	Prudential Retirement Insurance and Annuity Company	\$6,873	Other Services/Breakage	MID CAP GROWTH/ARTISAN
Prudential Retirement Insurance and Annuity Company	Prudential Retirement Insurance and Annuity Company	\$-447	Other Services/Breakage	MID CAP VALUE/INTEGRITY
The Prudential Insurance Company of America	The Prudential Insurance Company of America	\$-26,971	Other Services/Breakage	OAKMARK INTER FD I
Prudential Retirement Insurance and Annuity Company	Prudential Retirement Insurance and Annuity Company	\$161	Other Services/Breakage	SA/JANUS BALANCED STRAT
Prudential Retirement Insurance and Annuity Company	Prudential Retirement Insurance and Annuity Company	\$-193	Other Services/Breakage	SM CAP VAL/SILVERCREST FD

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EEI Bargaining Unit 401k Plan

EIN: 37-0673432

PN:003

Year End: 06/30/2014

**Name of Person/Entity Who Provided Disclosures
on Eligible Indirect Compensation**

Prudential Retirement Insurance and Annuity Company

**EIN or Address of Entity Who Provided Disclosures
on Eligible Indirect Compensation**

06-1050034

Eligible Indirect Compensation

Name of Service Provider/Payee	Name of Payor	Amount of Fee or Formula	Nature of Service	Name of Fund (for Formula)
Prudential Retirement Insurance and Annuity Company	Prudential Retirement Insurance and Annuity Company	\$-9,659	Other Services/Breakage	SMALL CAP GROWTH/TIMESSQ
Prudential Retirement Insurance and Annuity Company	Prudential Retirement Insurance and Annuity Company	25.000 BPS from 1/1/2014 to 12/31/2014	Recordkeeping Fee	GUARANTEED INCOME FUND P719702XV
Prudential Retirement Insurance and Annuity Company	American Funds EuroPacific Gr R4	10.000 BPS and \$0.00 per participant invested in the fund from 1/1/2014 to 12/31/2014	Service Fee	AMER:EUROPACIFIC GROW R4 298706847
Prudential Retirement Insurance and Annuity Company	Oakmark International I	35.000 BPS and \$0.00 per participant invested in the fund from 1/1/2014 to 12/31/2014	Service Fee	OAKMARK INTER FD I 413838202

The information contained in this document is not covered by the Certification of Reports and is not intended to be certified under 29 CFR 2520.103-5(C).

Schedule C Line 3(e) Attachment

EEI Bargaining Unit 401k Plan

EIN: 37-0673432

PN:003

Year End: 06/30/2014

**Name of Person/Entity Who Provided Disclosures
on Eligible Indirect Compensation**

Prudential Retirement Insurance and Annuity Company

**EIN or Address of Entity Who Provided Disclosures
on Eligible Indirect Compensation**

06-1050034

Eligible Indirect Compensation

Name of Service Provider/Payee	Name of Payor	Amount of Fee or Formula	Nature of Service	Name of Fund (for Formula)
Artisan Partners Limited Partnership	BofA-ML	Artisan Partners (APLP) becomes eligible for receipt of soft dollar credits by sending trades and paying trade commissions to broker-dealers who both execute trades and provide APLP with research products/services as permitted by Section 28(e) of the Securities Exchange Act of 1934, as amended. APLPs' use of soft dollars is described in our Form ADV, which is available upon request. The research products/services received by APLP include 3rd party research from independent research providers and broker-dealers through commission sharing arrangements (executing broker/dealer makes a payment on APLPs' behalf and at APLPs' direction to a 3rd party who has independently prepared the research products/services) and proprietary research (in which the research products/services are prepared and provided by the executing broker-dealer). Types of 3rd party research products/services that APLP may receive include: research reports (including reports specific to issuers, industries and/or geographic regions); subscriptions to financial publications and research compilations that are not targeted to a public audience; investment ideas; access to the broker/dealer's trader's and analysts; access to conferences/seminars that provide substantive content relating to issuers/industries; access to management teams of companies with which the broker/dealer has a relationship; access to groups of professionals with expertise in particular industries and/or subject matter areas; research-oriented computer software/services; compilations of securities prices, earnings, dividends and similar financial data; securities quotation services; and services related to economic and consulting services. During the period covered by this report (1/1/14 - 12/31/14), we estimated the Account paid the following amounts to broker-dealers for the purpose of obtaining soft dollar 3rd party research products/services (rounded to the nearest dollar): 1 Bloomberg Trading - \$9,936, 2 Goldman Sachs - \$4,086, 3 ITG - \$68,154, 4 Jefferies LLC - \$9,479 and 5 Robert W. Baird - \$9,912. Note when estimating, we used only the information in our possession and did not consult individual broker/dealers as to the actual payments made to each 3rd party service provider. For proprietary research commissions, the cost of executing transactions is bundled with the cost of providing research products/services by a particular broker-dealer. Types of proprietary research products/services that APLP may receive include: tangible research products (such as research reports/publications); investment ideas; access to broker-dealer's traders/analysts; access to conferences/seminars; access to groups of professionals with expertise in particular industries and/or subject matter areas; and access to managements of companies with which the broker-dealer has a relationship. Proprietary research is frequently provided without explicitly being requested by APLP. Because APLP doesn't have sufficient information to determine what portion of total commissions paid to a broker-dealer is for research products/services it receives from it, it is unable to unbundle those commissions and provide a value (whether actual or estimated) of the broker-dealer's proprietary research. The top 10 broker-dealers who in addition to trade execution	Soft Dollars	MID CAP GROWTH/ARTISAN
	CLSA Global Markets Pte. Ltd.			
	Evercore Group			
	Goldman Sachs & Co			
	J.P. Morgan Securities			
	Morgan Stanley & Co. Inc			
	Piper Jaffray			
	Robert W. Baird & Company			
	Sanford C Bernstein & Co			

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Schedule C Line 3(e) Attachment

EEI Bargaining Unit 401k Plan

EIN: 37-0673432

PN:003

Year End: 06/30/2014

**Name of Person/Entity Who Provided Disclosures
on Eligible Indirect Compensation**

Prudential Retirement Insurance and Annuity Company

**EIN or Address of Entity Who Provided Disclosures
on Eligible Indirect Compensation**

06-1050034

Eligible Indirect Compensation

Name of Service Provider/Payee	Name of Payor	Amount of Fee or Formula	Nature of Service	Name of Fund (for Formula)
Artisan Partners Limited Partnership	William Blair	also provided proprietary research products/services reported by APLP for the reporting period (1/1/14-12/31/14) were determined based upon total commissions paid to them.	Soft Dollars	MID CAP GROWTH/ARTISAN
Barrow, Hanley, Mewhinney & Strauss, Inc.	Bloomberg Tradebook CIS Donaldson & Co Frank Russell Sec Inc Instinet Instinet/Ross Smith J.P. Morgan Liquidnet Inc UBS Warburg Securities Weeden & Co	Prudential portfolio total soft dollars: For calendar year 2014, the investment manager received nonproprietary soft dollar research services from the following brokers in the amounts indicated: JP Morgan - \$20,345.50; C.I.S. Sec. - \$3,930.50; Donaldson & Co. - \$3,347.41; Instinet (Machine) - \$2,865.56; Bloomberg Tradebook - \$2,540.40; Frank Russell - \$1,708.00; UBS Warburg - \$1,581.75; LiquidNet - \$1,503.45; Weeden - \$1,036.00; Instinet (Ross Smith)- \$759.00. Other brokers provided soft dollar credits of \$1,022.46. The investment manager cannot quantify or estimate the value of proprietary research received; instead, the manager described its eligibility for soft dollars and listed the top 10 brokers from which it receives them. The investment manager becomes eligible for soft dollar credits by sending trades and paying commissions to brokers who both execute the trades and provide the manager with research services, including: 1) research reports generated by the broker, 2) conferences with representatives of issuers, and 3) soft dollar credits that can be used to obtain research reports or services from others.	Soft Dollars	LCV/BARROW HANLEY FUND
Integrity Asset Management	Cleveland Research Cowen & Company Dowling & Partners Securities ISI Group Inc. KeyBanc Capital Markets Longbow Securities MKM Partners LLC Morgan Stanley & Co. Inc	For calendar year 2014, the investment manager received nonproprietary soft dollar research services from the following brokers in the amounts indicated: Goldman, Sach & Co. - \$6,941; Liquidnet, Inc. - \$6,598; ConvergeX Execution Solutions LLC - \$3,011; JonesTrading Institutional Services LLC - \$125; ITG Inc - \$13. Other brokers provided soft dollar credits of \$0. Please note that this does not include commissions paid on transactions with full-service brokers that provide proprietary research but do not unbundle the cost of such research. The investment manager receives indirect compensation from various brokers in the form of soft dollars that are generated by securities transactions executed through such brokers on behalf of the Plan. The broker receives the commissions from the Fund as part of the securities buy/sell transaction and uses a portion of the commissions to provide the investment manager with research and/or brokerage products and services as permitted under Section 28(e) of the Securities Exchange Act of 1934, as amended. The research provided can be either proprietary (created and provided by the broker-dealer, including tangible research products as well as access to analysts and traders) or third-party (created by a third-party but provided by a broker-dealer).	Soft Dollars	MID CAP VALUE/INTEGRITY

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Schedule C Line 3(e) Attachment

EEI Bargaining Unit 401k Plan

EIN: 37-0673432

PN:003

Year End: 06/30/2014

**Name of Person/Entity Who Provided Disclosures
on Eligible Indirect Compensation**

Prudential Retirement Insurance and Annuity Company

**EIN or Address of Entity Who Provided Disclosures
on Eligible Indirect Compensation**

06-1050034

Eligible Indirect Compensation

Name of Service Provider/Payee	Name of Payor	Amount of Fee or Formula	Nature of Service	Name of Fund (for Formula)
Integrity Asset Management	Raymond James and Associates Inc.	For calendar year 2014, the investment manager received nonproprietary soft dollar research services from the following brokers in the amounts indicated: Goldman, Sach & Co. - \$6,941; Liquidnet, Inc. - \$6,598; ConvergeX Execution Solutions LLC - \$3,011; JonesTrading Institutional Services LLC - \$125; ITG Inc - \$13. Other brokers provided soft dollar credits of \$0. Please note that this does not include commissions paid on transactions with full-service brokers that provide proprietary research but do not unbundle the cost of such research. The investment manager receives indirect compensation from various brokers in the form of soft dollars that are generated by securities transactions executed through such brokers on behalf of the Plan. The broker receives the commissions from the Fund as part of the securities buy/sell transaction and uses a portion of the commissions to provide the investment manager with research and/or brokerage products and services as permitted under Section 28(e) of the Securities Exchange Act of 1934, as amended. The research provided can be either proprietary (created and provided by the broker-dealer, including tangible research products as well as access to analysts and traders) or third-party (created by a third-party but provided by a broker-dealer).	Soft Dollars	MID CAP VALUE/INTEGRITY
	Sterne Agee Leach Inc.			
J.P. Morgan Investment Management Inc.	Banc of America LLC / Merrill Lynch	The investment manager becomes eligible for soft dollar credits by sending trades and paying trade commissions to broker-dealers who both execute the trades and provide the investment manager with research services in the following forms: (1) research reports generated by the broker-dealer and/or (2) conferences with representatives of issuers. The portion of any trade commission attributable to the soft dollar research services cannot be identified.	Soft Dollars	LARGE CAP GROW/JP MORGAN
	Barclays			
	Citigroup			
	Credit Suisse			
	Deutsche Bank			
	Goldman Sachs & Co			
	Liquidnet Inc			
	Morgan Stanley & Co. Inc			
	SJ Levinson			
	UBS			

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Schedule C Line 3(e) Attachment

EEI Bargaining Unit 401k Plan

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Year End: 06/30/2014

**Name of Person/Entity Who Provided Disclosures
on Eligible Indirect Compensation**

Prudential Retirement Insurance and Annuity Company

**EIN or Address of Entity Who Provided Disclosures
on Eligible Indirect Compensation**

06-1050034

Eligible Indirect Compensation

Name of Service Provider/Payee	Name of Payor	Amount of Fee or Formula	Nature of Service	Name of Fund (for Formula)
Silvercrest Asset Management Group, LLC	Barclays	For calendar year 2014, the investment manager received nonproprietary soft dollar research services from the following brokers in the amounts indicated: Bank of New York - \$9,201, Janney Montgomery - \$624, CL King - \$290, Robert W. Baird - \$373, McDonald & Co. - \$246, Merrill Lynch - \$182, Instinet - \$177, Stephens Inc. - \$175, Barclays Capital - \$175, Raymond James Equity - \$173. Other brokers provided soft dollar credits of \$559. The investment manager cannot quantify or estimate the value of proprietary research received; instead, the manager described its eligibility for soft dollars and listed the top 10 brokers from which it receives them. The investment manager becomes eligible for soft dollar credits by sending trades and paying commissions to brokers who both execute the trades and provide the manager with research services, including: 1) research reports generated by the broker, 2) conferences with representatives of issuers, and 3) soft dollar credits that can be used to obtain research reports or services from others.	Soft Dollars	SM CAP VAL/SILVERCREST FD
	BNY			
	BofA-ML			
	CL King			
	D.A. Davidson			
	Janney Montgomery Scott			
	McDonald & Co			
	Raymond James Financial			
	Robert W. Baird & Company			
TimesSquare Capital Management, LLC	Stephens Inc	For calendar year 2014, the investment manager received nonproprietary soft dollar research services from the following broker(s) in the amounts indicated: BASS TRADING - \$6,743. The investment manager cannot quantify or estimate the value of proprietary research received; instead, the manager described its eligibility for soft dollars and listed the top 10 brokers from which it receives them. The investment manager becomes eligible for soft dollar credits by sending trades and paying commissions to brokers who both execute the trades and provide the manager with research services, including: 1) research reports generated by the broker, 2) conferences with representatives of issuers, and 3) credits that can be used to obtain research reports or services from others.	Soft Dollars	SMALL CAP GROWTH/TIMESSQ
	Bass Trading			
	BofA-ML			
	Credit Suisse			
	Deutsche Bank			
	Goldman Sachs & Co			
	J.P. Morgan Securities			
	Oppenheimer and Co			
	RBC ALGO			
	Robert W. Baird & Co Inc.			
	Stifel Nicolaus Capital Markets			

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EEI Bargaining Unit 401k Plan

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Year End: 06/30/2014

**Name of Person/Entity Who Provided Disclosures
on Eligible Indirect Compensation**

Prudential Retirement Insurance and Annuity Company

**EIN or Address of Entity Who Provided Disclosures
on Eligible Indirect Compensation**

06-1050034

Eligible Indirect Compensation

Generally, indirect compensation is reported on a calendar year basis. Fees are disclosed in basis points (“bps”) and are expressed as annual fee rates on the amount invested. Unless otherwise noted, for plans with non-calendar fiscal years, fee schedules are for the calendar year ending within your plan year. Note for Short Plan Years - The information in this report is based on the prior calendar year. For more current information, please refer to your account documentation or contact your Prudential Client Service Representative.

With the exception of slippage/breakage, any negative dollar amounts in this report represent fee waivers, rebates, or reimbursements.

Securities lending fees, if any, summarize the fees received for the entire investment fund and not your individual plan.

Please note that this report may not include securities lending fee information with respect to investment managers for all funds offered under your plan due to delays by such managers in providing information to Prudential. For investment managers of collective trusts offered on the Prudential Retirement platform (including, but not limited to, collective trusts offered through Prudential Retirement Insurance and Annuity Company and Prudential Insurance Company of America separate accounts) who receive securities lending fees, Prudential posts any information that Prudential has received from investment managers regarding their receipt of securities lending fees on the Plan Sponsor website furnished by Prudential for your plan. Prudential will post any such information in the format received from investment managers and without alteration on the Plan Sponsor website as soon as possible. Please contact your Prudential Client Service Representative if you need assistance locating this information on the Plan Sponsor website.

If your report includes slippage/breakage, it is because in certain circumstances (such as trading errors or delays), market trades may occur at times when the security's share price or account's unit value related to the trade is not the price assured to the plan and participants. At the investment fund level, Prudential will net any pricing differences that occur along with other small differences and will either make-up any net loss (reported in this section as a negative number) or retain any net gain that results over the course of the year. The amount reported in this report as slippage/breakage, if any, represents the slippage/breakage incurred for the entire investment fund and not for your individual plan.

For Prudential Retirement Insurance and Annuity Company sub-advised funds, Prudential Insurance Company of America separate accounts, and Prudential Trust Company collective trusts, this report includes soft dollar research compensation and/or disclosures for investment managers who are active as of December 31st.

For investment managers who receive soft dollar research that they can only partially quantify, the soft dollar disclosure language that is populated in the “Amount of Fee or Formula” column may include a subset of the soft dollar research providers, the quantifiable portion of the soft dollar research, and/or a description of the eligibility conditions for the receipt of soft dollars research. Additionally, the top 10 brokers are provided for the portion of research that the investment manager cannot quantify in the “Name of Payor” column.

If all research services are quantifiable, the soft dollar disclosure language that is populated in the “Amount of fee or formula” column will include the amount of soft dollar compensation and may include a subset of the soft dollar research providers and/or soft dollar language. The top 10 brokers that provide soft dollar research are listed in the “Name of Payor” column.

Please contact your Prudential Client Service Representative to obtain a complete list of brokers from whom the manager received soft dollar research.

For investment managers of mutual funds offered on the Prudential Retirement platform (including, but not limited to, mutual funds offered through Prudential Retirement Insurance and Annuity Company and Prudential Insurance Company of America separate accounts) who receive soft dollar research, Prudential posts any information that Prudential has received from investment managers regarding their receipt of soft dollar research on the Plan Sponsor website furnished by Prudential for your plan. Prudential will post any such information in the format received from investment managers and without alteration on the Plan Sponsor website on and after April 30th. Please contact your Prudential Client Service Representative if you need assistance locating this information on the Plan Sponsor website.

For Prudential Retirement Insurance and Annuity Company Alliance funds that may have converted to sub-advised funds during the year, this report includes the fees in effect both before and after the conversion. Please refer to the communications you received for more information regarding which Alliance funds converted and the dates they converted.

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EEI Bargaining Unit 401k Plan

EIN: 37-0673432

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Year End: 06/30/2014

**Name of Person/Entity Who Provided Disclosures
on Eligible Indirect Compensation**

Prudential Retirement Insurance and Annuity Company

**EIN or Address of Entity Who Provided Disclosures
on Eligible Indirect Compensation**

06-1050034

Eligible Indirect Compensation*For plans with IncomeFlex funds, please note that the fees described above include both investment management fees and guarantee fees.**Prudential Retirement Insurance and Annuity Company sub-advised separate accounts use the State Street Bank and Trust Company ("SSB&T"), Short Term Investment Fund ("STIF") for cash management purposes. The income earned by the cash invested in the SSB&T STIF, is net of SSB&T's management fee for the STIF, which is 0.10% on the first \$100M, 0.08% on the next \$400M, and 0.05% thereafter. To determine the daily effective fee rate, this fee schedule is applied to the aggregate STIF cash balance of all participating Prudential Retirement Insurance and Annuity Company separate accounts. The determined daily fee rate is then netted against the daily investment factor, which is then applied to each fund's respective STIF holding position.**For clients invested in the Prudential Trust Company Collective Trust, please refer to the audited financial statements for information on fees collected with respect to underlying mutual fund holdings.**In "fund-of-funds" arrangements, one "fund-of-funds" separate account invests in other "investment" separate accounts. In some cases, an "investment" separate account invests in mutual fund shares. We report mutual fund management fees, sub-transfer agency fees, 12b-1 fees, securities lending fees, slippage/breakage, and any soft dollar compensation as attributable to the "investment" separate account and not to the "fund-of-funds" separate account.**For plans with an Individually Directed Account ("IDA"), the Variable Rate Savings Account ("VRSA") balance equals the amount of the IDA deposited in the VRSA, calculated on the basis of the average daily balances for the period. Assumed VRSA Spread is the periodic equivalent of the Federal Funds Rate calculated on the basis of the average daily rate in effect for the period, minus the interest rate credited under the VRSA product, calculated on the basis of the average daily rate in effect for the period.**This report may not summarize all of the eligible indirect compensation associated with your plan. When applicable, we provided (or will provide) you with additional disclosures on other eligible indirect compensation.**The information contained in this report is generally limited to information contained in our ordinary business records. This report, however, may include some limited information that third parties (e.g., sub-advisors and bank collective trusts) provided to us, which we included for your convenience.**If you have questions about the contents of this report, please contact your Prudential Client Service Representative.**The information contained in this document is not covered by the Certification of Reports and is not intended to be certified under 29 CFR 2520.103-5(C).*