

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>12/31/2014</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>REVISED RETIREMENT PLAN FOR EMPLOYEES OF ELECTRIC ENERGY, INC.</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>11/01/1952</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>11/01/1952</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>11/01/1952</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>ELECTRIC ENERGY, INC.</u> <u>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.	10/13/2015	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	5 553
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) 161
a(2) Total number of active participants at the end of the plan year	6a(2) 141
b Retired or separated participants receiving benefits	6b 259
c Other retired or separated participants entitled to future benefits.....	6c 29
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 429
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 91
f Total. Add lines 6d and 6e	6f 520
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 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) 0 (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 _____

<div>SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Single-Employer Defined Benefit Plan Actuarial Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).</div> <div>File as an attachment to Form 5500 or 5500-SF.</div>	<div>OMB No. 1210-0110</div> <div>2014</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014	
Round off amounts to nearest dollar.	
Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.	
A Name of plan REVISED RETIREMENT PLAN FOR EMPLOYEES OF ELECTRIC ENERGY, INC.	B Three-digit plan number (PN) 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF ELECTRIC ENERGY, INC.	D Employer Identification Number (EIN) 37-0673432
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information			
1	Enter the valuation date: Month 01 Day 01 Year 2014			
2	Assets:			
	a Market value	2a	76125333	
	b Actuarial value	2b	70286692	
3	Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
	a For retired participants and beneficiaries receiving payment	353	50443173	50443173
	b For terminated vested participants	39	1822578	1822578
	c For active participants	161	22355240	22817489
	d Total	553	74620991	75083240
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐			
	a Funding target disregarding prescribed at-risk assumptions	4a		
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5	Effective interest rate	5	6.43%	
6	Target normal cost	6	1461320	

Statement by Enrolled Actuary

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

SIGN HERE		09/28/2015
	Signature of actuary	Date
SCOTT LESINSKI	Type or print name of actuary	14-08121
		Most recent enrollment number
TOWERS WATSON DELAWARE, INC.	Firm name	713-754-5400
		Telephone number (including area code)
1221 MCKINNEY ST. HOUSTON, TX 77010	Address of the firm	

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>17.88</u> %	0	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		80296
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.65</u> %		5340
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c Total available at beginning of current plan year to add to prefunding balance		85636
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	93.61 %
15 Adjusted funding target attainment percentage	15	93.61 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	97.06 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
01/15/2014	550000	0	07/15/2015	800000	0
04/15/2014	900000	0	09/14/2015	1900000	0
07/30/2014	450000	0			
10/15/2014	200000	0			
01/15/2015	600000	0			
04/15/2015	800000	0			
			Totals ▶	18(b)	6200000
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	5793229
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No		
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No		
c If line 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd
0	0	0
		(4) 4th
		0

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

21 Discount rate:				
a Segment rates:	1st segment: 4.99 %	2nd segment: 6.32 %	3rd segment: 6.99 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 61
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	1461320	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	4796548	1497693	
b Waiver amortization installment		0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	2959013	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36	2959013	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	5793229	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	2834216	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

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

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

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

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

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

Part I	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 <u>THE BANK OF NEW YORK MELLON</u>

13-5160382

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

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

BANK OF NEW YORK MELLON

13-5160382

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
99	NONE	154381	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

TOWER WATSON DELAWARE INC

53-0181291

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 16	NONE	131769	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BUCK CONSULTANTS INC

13-2655989

(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?
65	NONE	61035	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)

MCCONNELL & JONES LLP

76-0488832

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 16	NONE	28615	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

<p style="text-align: center;">SCHEDULE D (Form 5500)</p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p>	<p style="text-align: center;">DFE/Participating Plan Information</p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center; font-weight: bold;">▶ File as an attachment to Form 5500.</p>	<p style="text-align: right; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large; font-weight: bold;">2014</p> <hr/> <p style="text-align: center; font-size: small;">This Form is Open to Public Inspection.</p>
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

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

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)	

<p>a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB INTERNATIONAL STOCK INDEX FUND</u></p>		
<p>b Name of sponsor of entity listed in (a): <u>MELLON TRUST COMPANY</u></p>		
<p>c EIN-PN <u>25-6078093-034</u></p>	<p>d Entity code <u>C</u></p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>5285775</u></p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB LARGE CAP STOCK INDEX FUND</u></p>		
<p>b Name of sponsor of entity listed in (a): <u>MELLON TRUST COMPANY</u></p>		
<p>c EIN-PN <u>25-6078093-004</u></p>	<p>d Entity code <u>C</u></p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>23048274</u></p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB SMALL CAP STOCK INDEX FUND</u></p>		
<p>b Name of sponsor of entity listed in (a): <u>MELLON TRUST COMPANY</u></p>		
<p>c EIN-PN <u>25-6078093-009</u></p>	<p>d Entity code <u>C</u></p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>12524586</u></p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB TEMPORARY INVESTMENT FUND</u></p>		
<p>b Name of sponsor of entity listed in (a): <u>MELLON TRUST COMPANY</u></p>		
<p>c EIN-PN <u>25-6078093-023</u></p>	<p>d Entity code <u>C</u></p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>377800</u></p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB MELLON TOTAL RETURN FUND CL A</u></p>		
<p>b Name of sponsor of entity listed in (a): <u>MELLON TRUST COMPANY</u></p>		
<p>c EIN-PN <u>25-6078093-102</u></p>	<p>d Entity code <u>C</u></p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>27258206</u></p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE:</p>		
<p>b Name of sponsor of entity listed in (a):</p>		
<p>c EIN-PN</p>	<p>d Entity code</p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)</p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE:</p>		
<p>b Name of sponsor of entity listed in (a):</p>		
<p>c EIN-PN</p>	<p>d Entity code</p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)</p>

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	<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>12/31/2014</u>		
A Name of plan <u>REVISED RETIREMENT PLAN FOR EMPLOYEES OF ELECTRIC ENERGY, INC.</u>		B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ELECTRIC ENERGY, INC.</u>		D Employer Identification Number (EIN) <u>37-0673432</u>

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions.....	1b(1)	700000	4100000
	(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)		
	(9) Value of interest in common/collective trusts	1c(9)	75442468	68494641
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities.....	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other.....	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	76142468	72594641

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	76142468	72594641
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	6200000	
(B) Participants	2a(1)(B)	0	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		6200000

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(3) Rents	2b(3)		
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(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)		4950916
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		11150916

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	14083368	
(2) To insurance carriers for the provision of benefits.....	2e(2)	0	
(3) Other.....	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		14083368
f Corrective distributions (see instructions).....	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		0
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees.....	2i(1)	69083	
(2) Contract administrator fees.....	2i(2)	0	
(3) Investment advisory and management fees.....	2i(3)	546292	
(4) Other.....	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		615375
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		14698743

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-3547827
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

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

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

☒ Yes ☐ No

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

(1) Name: 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	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?	X		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?.....		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 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 12/31/2014

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<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>25-1904625</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>0</u>

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**INDEPENDENT AUDITORS' REPORT
AND FINANCIAL STATEMENTS**

DECEMBER 31, 2014 AND 2013

REVISED RETIREMENT PLAN FOR EMPLOYEES OF ELECTRIC ENERGY, INC.

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



Independent Auditors' Report

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

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Revised Retirement Plan for Employees of Electric Energy, Inc. (the Plan), which comprise the Statements of Net Assets Available for Benefits as of December 31, 2014 and 2013, and the related Statements of Changes in Net Assets Available for Benefits for the years then ended, and the related Notes to Financial Statements.

Plan Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), Plan management instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 4, which was certified by The Bank of New York Mellon / BNY Mellon, N.A., the trustee of the Plan (Trustee), except for comparing such information with the related information included in the financial statements. We have been informed by Plan management that the Trustee holds the Plan's investment assets and executes investment transactions. Plan management has obtained a certification from the Trustee as of December 31, 2014 and 2013 and for the years then ended, 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.

Other Matter - Supplementary Information

The supplementary information listed in the table of contents as of and for the year ended December 31, 2014 is required by DOL Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplementary information.

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

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

McConnell & Jones LLP

Houston, Texas
October 12, 2015

**REVISED RETIREMENT PLAN FOR EMPLOYEES OF
ELECTRIC ENERGY, INC.
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2014 AND 2013**

	<u>2014</u>	<u>2013</u>
Assets		
Investments, at fair value:		
EB Temporary Investment Funds	\$ 377,800	\$ 423,637
EB Intl Cap Stock Index Fund	5,285,775	6,095,819
EB Large Cap Stock Index Fund	23,048,274	25,874,287
EB Small Cap Stock Index Fund	12,524,586	13,755,500
EB Mellon Total Return Fund C1 A	27,258,206	29,293,225
	<u>68,494,641</u>	<u>75,442,468</u>
Receivables		
Employer contribution receivable	4,100,000	700,000
Total receivables	<u>4,100,000</u>	<u>700,000</u>
	<u>72,594,641</u>	<u>76,142,468</u>
Net assets available for benefits	\$ <u>72,594,641</u>	\$ <u>76,142,468</u>

See Notes to Financial Statements

**REVISED RETIREMENT PLAN FOR EMPLOYEES OF
ELECTRIC ENERGY, INC.
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEARS ENDED DECEMBER 31, 2014 AND 2013**

	<u>2014</u>	<u>2013</u>
Additions to Net Assets		
Employer contributions	\$ <u>6,200,000</u>	\$ <u>3,016,000</u>
Investment Income		
Net appreciation in fair value of investments	<u>4,950,916</u>	<u>11,687,960</u>
Total additions	<u>11,150,916</u>	<u>14,703,960</u>
Deductions from Net Assets		
Benefit payments	14,083,368	11,811,852
Administrative expenses	<u>615,375</u>	<u>658,811</u>
Total deductions	<u>14,698,743</u>	<u>12,470,663</u>
Net Increase in Net Assets Available for Benefits	(3,547,827)	2,233,297
Net Assets Available for Benefits		
Beginning of year	<u>76,142,468</u>	<u>73,909,171</u>
End of year	\$ <u><u>72,594,641</u></u>	\$ <u><u>76,142,468</u></u>

See Notes to Financial Statements

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

DECEMBER 31, 2014 and 2013

Note 1: Description of the Plan

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

General

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

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

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

Eligibility Requirements

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

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

Vesting

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

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

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

Normal Retirement Benefits

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

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

DECEMBER 31, 2014 and 2013

(a) 1/12 of the sum of (1) and (2) below, minus (3) below:

(1) 2% of final average earnings times first 20 years of credited service;

(2) 1-1/4% of final average earnings times next 25 years of credited service;

(3) Social Security offset.

The sum of (1) and (2) is limited to a maximum of 70% of final average earnings.

(b) \$10 plus 0.15% of participant's contributions, multiplied by first 45 years of credited service.

(c) \$10 times credited service.

Maximum Annual Benefits

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

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

Other Plan Benefits

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

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

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

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

DECEMBER 31, 2014 and 2013

Investment Valuation and Income Recognition

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

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

Expenses of the Plan

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

Payment of Benefits

Benefit payments to participants/beneficiaries are recorded upon distribution.

Recently Issued Accounting Pronouncements

In May 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2015-07, *Disclosures for Investments in Certain Entities That Calculate Net Asset Value (NAV) per Share (or its equivalent)* (ASU 2015-07). ASU 2015-07 removes the requirement to include investments in the fair value hierarchy for which fair value is measured using the net asset value per share practical expedient under Accounting Standard Codification (ASC) 820. ASU 2015-07 is effective for the Plan retrospectively for the year beginning after December 15, 2016 with early adoption permitted. We believe the adoption of this guidance concerns disclosure only and will not have an impact on the Plan's financial statements.

In July 2015, the FASB issued ASU No. 2015-12, "*(Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient*" — consensus of the Emerging Issues Task Force (ASU No. 2015-12). ASU 2015-12 Part I requires a pension plan to use contract value as the only measure for fully benefit-responsive investment contracts, Part II simplifies and increases the effectiveness of the investment disclosure requirements for employee benefit plans, and Part III provides benefit plans with a measurement-date practical expedient similar to the practical expedient provided to employers in ASU 2015-04, *Practical Expedient for the Measurement Date of an Employer's Defined Benefit Obligation and Plan Assets*. ASU 2015-12 is effective for fiscal years beginning after December 31, 2015, with early application permitted. The Plan is required to apply the amendments retrospectively for all statements presented, except for Part III which requires prospective application. We believe

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

DECEMBER 31, 2014 and 2013

the adoption of this guidance concerns disclosure only and will not have an impact on the Plan's financial statements.

Management's Review of Subsequent Events

In preparing the accompanying financial statements, Plan management has reviewed all known events that have occurred after December 31, 2014, and through October 12, 2015 for inclusion in the financial statements and footnotes.

Note 3: Funding Policy

The Company funds the Plan. Prior to January 1, 1995, employee contributions were required. All contributions to the Plan by the Company are based on estimates provided by actuaries using the projected unit credit cost method. The Company's policy is to fund pension costs at or above actuarially determined minimums. The minimum funding requirements of ERISA have been met for the years ended December 31, 2014 and 2013.

Note 4. Investments (Certified by Trustee)

The following presents the Plan's investments and related investment income as of December 31, 2014 and 2013 and for the year ended December 31, 2014. This information has been certified by The Bank of New York Mellon / BNY Mellon, N.A., the trustee of the Plan, as permitted by 29 CFR 2520.103-8 of the Department of Labor rules under ERISA.

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

	<u>2014</u>	<u>2013</u>
EB Daily Valued Intl Cap Stock Index Fund	\$ 5,285,775	\$ 6,095,819
EB Temporary Investment Fund	377,800 *	423,637 *
EB Daily Valued Large Cap Stock Index Fund	23,048,274	25,874,287
EB Daily Valued Small Cap Stock Index Fund	12,524,586	13,755,500
EB Mellon Total Return Fund Class A	<u>27,258,206</u>	<u>29,293,225</u>
Total investments	<u>\$ 68,494,641</u>	<u>\$ 75,442,468</u>

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

During the years ended 2014 and 2013, the Plan's investments in the Common / Collective Trusts (including gains and losses on investments bought, sold and held during the year) appreciated in value by \$4,950,916 and \$11,687,960 respectively.

Note 5: Fair Value Measurements

The Financial Accounting Standards Board Accounting Statements Codification ("ASC") Topic 820 ("FASB ASC 820") establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure

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

DECEMBER 31, 2014 and 2013

fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described below:

Level 1

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

Level 2

Inputs to the valuation methodology include:

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

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

Level 3

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

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

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

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

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

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

DECEMBER 31, 2014 and 2013

The following table sets forth a summary of changes in the fair value of the Plan's level 2 assets for the years ended December 31, 2014 and 2013.

	<u>2014</u>	<u>2013</u>
Level 2:		
<i>Common / Collective Trust Funds</i>		
Cash and Cash Equivalents:		
EB Temporary Investment Fund	\$ 377,800	\$ 423,637
Equity Securities:		
EB Intl Cap Stock Index Fund	5,285,775	6,095,819
EB Large Cap Stock Index Fund	23,048,274	25,874,287
EB Small Cap Stock Index Fund	12,524,586	13,755,500
Debt Securities:		
EB Mellon Total Return Fund Class A	27,258,206	29,293,225
	<u>\$ 68,494,641</u>	<u>\$ 75,442,468</u>

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 common/collective trust funds.

The following tables for December 31, 2014 and 2013, sets forth a summary of the Plan's investments with a reported NAV.

Fair Value Estimated Using NAV per Share December 31, 2014					
	Fair Value *	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
Common / Collective Trust Funds ^(a)	\$68,494,641	None	Immediate	None	None

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

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

DECEMBER 31, 2014 and 2013

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

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

Note 6: Agreements with Third Parties – Allocated Insurance Contracts

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

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

Note 7: Accumulated Plan Benefits

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

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

An actuary from Mercer Inc. determined the actuarial present value of accumulated plan benefits as of January 1, 2014 and January 1, 2013, which is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

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

DECEMBER 31, 2014 and 2013

The accumulated plan benefit information as of January 1, 2014 and 2013 is as follow:

	<u>2014</u>
Actuarial present value of accumulated plan benefits	
Vested benefits:	
Participants currently receiving payments	\$ 50,744,610
Other participants	<u>23,684,278</u>
Total vested	74,428,888
Nonvested benefits	<u>774,142</u>
Total actuarial present value of accumulated plan benefits	<u><u>\$ 75,203,030</u></u>

Changes in the actuarial present value of accumulated plan benefits for the year ended January 1, 2014 were as follows:

	<u>2014</u>
Actuarial present value of accumulated plan benefits:	
Beginning of year	\$ 99,263,780
Increase (decrease) during the year attributable to:	
Benefits accumulated and (gains) losses	2,320,142
Benefits paid	(11,811,852)
Change in actuarial assumption	(18,156,767)
Other changes	<u>3,587,727</u>
Net decrease	<u>(24,060,750)</u>
Actuarial present value of accumulated plan benefits	
End of year	<u><u>\$ 75,203,030</u></u>

Significant actuarial assumptions used in January 1, 2014 and 2013 valuation were as follows:

Mortality basis:	Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA.
Retirement Age:	Disabled members are all assumed to retire at age 65
Effective Interest Rate:	6.43% and 6.65%
Discount rate:	5.00% and 4.00%

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

Note 8: Party-In-Interest Transactions

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

DECEMBER 31, 2014 and 2013

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

Note 9: Income Tax Status

The Plan obtained its latest determination letter on July 08, 2013 from the Internal Revenue Service stating that the Plan constitutes a qualified plan under the Code. Accordingly, the Plan is exempt from federal income taxes under Section 501(a) of the Code. The Plan has been amended since receiving the determination letter. However, the Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

US GAAP requires Plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan management has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 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.

Note 10: Plan Termination

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

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

Whether all participants receive their benefits should the Plan be terminated at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the priority of those benefits to be paid, and the level and type of benefits guaranteed by the PBGC at

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

DECEMBER 31, 2014 and 2013

that time. Some benefits may be fully or partially provided for by the then-existing assets and the PBGC guaranty, while other benefits may not be provided for at all.

Note 11: Risks and Uncertainties

The Plan has investments which are exposed to various risks, such as interest rate, credit and overall market volatility risk. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

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

SUPPLEMENTARY INFORMATION

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

EIN: 37-0673432 PN: 001

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

As of December 31, 2014

[a]	[b]	[c]	[d]	[e]
Party-in- interest	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
*	MELLON TRUST	EB DV INTERNATIONAL SIF	\$ 3,191,828	\$ 5,285,775
*	MELLON TRUST	EB TEMP INVESTMENT FUND	377,780	377,800
*	MELLON TRUST	EB DV LARGE CAP SIF	10,041,126	23,048,274
*	MELLON TRUST	EB DV SMALL CAP SIF	5,753,703	12,524,586
*	MELLON TRUST	EB MELLON TOTAL RETURN FD CL A	20,413,773	27,258,206
Total			\$ 39,778,210	\$ 68,494,641

* A party-in-interest to the Plan

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

EIN: 37-0673432 PN: 001

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

Year Ended December 31, 2014

[a]	[b]	[c]	[d]	[e]	[f]	[g]	[h]	[i]
Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Lease Rental	Expense Incurred with Transaction	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
Category 3 – Series of Transactions in Same Security Exceeds 5% of Value:								
BNY MELLON	EB TEMP INV FD	\$ 15,629,957	\$ 15,675,793	\$ -	\$ -	\$ 15,675,793	\$ 15,975,793	\$ -
BNY MELLON	EB DV LARGE CAP SIF	\$ 511,999	\$ 6,270,710	\$ -	\$ -	\$ 2,906,711	\$ 6,270,710	\$ 3,363,999
BNY MELLON	EB DV SMALL CAP SIF	\$ 1,022,996	\$ 2,923,804	\$ -	\$ -	\$ 1,316,684	\$ 2,923,804	\$ 1,607,120
BNY MELLON	EB MELLON TOTAL RETURN FD CL A	\$ 1,317,000	\$ 4,937,700	\$ -	\$ -	\$ 3,763,437	\$ 4,937,700	\$ 1,174,263
BNY MELLON	BNY MELLON CASH RESERVE	\$ 2,076,401	\$ 2,076,401	\$ -	\$ -	\$ 2,076,401	\$ 2,076,401	\$ -

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26 Schedule of Active Participant Data as of January 1, 2014

Attained Age	Years of Credited Service																			
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over	
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25																				
25 - 29			2		2															
30 - 34			8		10															
35 - 39			2		9		3													
40 - 44			5		9		8		2											
45 - 49			4		5		4		1		1		2							
50 - 54			5		6		6		5		8		9							
55 - 59			2		4		1		3		8		10		8					
60 - 64					2		1				4		1							
65 - 69											1									
70 & Over																				

Plan Name: Revised Retirement Plan for Employees of Electric Energy, Inc.
 EIN / PN: 37-0673432 / 001
 Plan Sponsor: Electric Energy, Inc.
 Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions and Methods as of January 1, 2014

Economic Assumptions

Interest rate basis:

- Applicable month September
- Interest rate basis 3-Segment Rates

Interest rates:

	Reflecting Corridors	Not Reflecting Corridors
● First segment rate	4.99%	1.37%
● Second segment rate	6.32%	4.05%
● Third segment rate	6.99%	5.06%
● Effective interest rate	6.43%	4.30%

Administrative expenses

Three-year inflation adjusted average
(\$613,000 in 2014)

Annual rates of increase

- Cash Balance Interest Crediting Rate
- Non-union accruals after 2013 Actual rate in the valuation year
(3.76% for 2014); 4.50% for 2015 and
beyond
- All Others 5.00%

- Compensation: Rates varying by age

Age	Salary Increase
25 and under	6.00%
26 – 35	4.75%
36 – 45	3.75%
46 – 55	3.25%
56 and over	3.00%

- Future Increase in Social Security None
- Statutory limits on compensation Maximum presently allowed under
IRC§401(a)(17) and IRC§415

Plan Name: Revised Retirement Plan for Employees of Electric Energy, Inc.
EIN / PN: 37-0673432 / 001
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Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions and Methods as of January 1, 2014

Demographic Assumptions

Inclusion date The valuation date coincident with or next following the date on which the employee becomes a participant.

New or rehired employees It was assumed there will be no new or rehired employees.

Mortality

- **Healthy** Separate rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, projected 15 years beyond the valuation date using Scale AA) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected 7 years beyond the valuation date using Scale AA)
- **Disabled** Alternative disabled life mortality tables as defined under Revenue Ruling 96-7.

Termination All active employees terminating as a result of the acquisition are assumed to decrement in January, 2014. The rates at which all other participants are assumed to leave the Company vary by age and union status. Sample rates are shown below:

Age	Union	Non-Union
20	6.40%	14.48%
25	5.50	12.88
30	3.90	10.56
35	2.90	8.72
40	2.20	7.36
45	1.80	6.40
50	1.50	5.84
55	1.35	5.60

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SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions and Methods as of January 1, 2014

Disability

The rates at which participants become disabled vary by age and gender.
Sample rates are shown below:

Percentage becoming disabled during the year		
Age	Males	Females
25	0.03%	0.03%
30	0.03	0.04
35	0.04	0.07
40	0.08	0.13
45	0.16	0.24
50	0.33	0.40
55	0.69	0.64
60	1.15	0.90

Retirement

Rates varying by age.

Age	Retirement Rate
55 – 57	7%
58 – 59	5
60	10
61	15
62	40
63	30
64	25
65	70
66 – 69	50
70	100

Plan Name: Revised Retirement Plan for Employees of Electric Energy, Inc.
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Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions and Methods as of January 1, 2014

Form and Timing of Payment

Active participants eligible for a lump sum are assumed to take the cash balance and final average pay benefit as a lump sum at termination.

Active participants not eligible for a lump sum are assumed to take the final average pay benefit in the normal form (i.e., lifetime annually for single participants and 50% joint and contingent annuity for married participants). Participants not eligible for immediate commencement upon termination are assumed to defer payment to age 62.

Terminated vested participants eligible for a lump sum are assumed to elect lump sum payout based on the following schedule:

Years from Census Date	Percentage taking Lump Sum
1	40
2	30
3	20
4	10

Annuity values for participants expected to terminate during 2014 due to the acquisition are assumed to be converted to a lump sum using actual 2014 417(e) rates.

Annuity values for all other participants are assumed to be converted to a lump sum using the underlying segment rates and the 417(e) mortality table for the valuation year.

Percent married

90% eligible participants. Used to value pre-retirement surviving spouse benefits and in determining the optional forms expected to be elected at commencement.

Spouse age

Male spouses are assumed to be three years older than female spouses.

Covered pay

Valuation earnings are based on base rate of pay as of January 1, 2014

Timing of benefit payments

Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable as described above.

Plan Name: Revised Retirement Plan for Employees of Electric Energy, Inc.
EIN / PN: 37-0673432 / 001
Plan Sponsor: Electric Energy, Inc.
Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions and Methods as of January 1, 2014

Methods	
Valuation date	First day of plan year
Funding target	Present value of accrued benefits as required by regulations under IRC §430.
Target normal cost	Present value of benefits expected to accrue during the plan year plus plan-related expenses expected to be paid from plan assets during the plan year as required by regulations under IRC §430.
Actuarial value of assets [for determining minimum required contributions]	<p>Average of the fair market value of assets on the valuation date and 12 and 24 months preceding the valuation date, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22) . The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2013 plan year.)</p> <p>The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets.</p>
Benefits not valued	We believe that we have reflected all significant plan provisions in this valuation.

Plan Name: Revised Retirement Plan for Employees of Electric Energy, Inc.
EIN / PN: 37-0673432 / 001
Plan Sponsor: Electric Energy, Inc.
Valuation Date: January 1, 2014

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

EIN: 37-0673432 PN: 001

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

Year Ended December 31, 2014

[a]	[b]	[c]	[d]	[e]	[f]	[g]	[h]	[i]
Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Lease Rental	Expense Incurred with Transaction	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
Category 3 – Series of Transactions in Same Security Exceeds 5% of Value:								
BNY MELLON	EB TEMP INV FD	\$ 15,629,957	\$ 15,675,793	\$ -	\$ -	\$ 15,675,793	\$ 15,975,793	\$ -
BNY MELLON	EB DV LARGE CAP SIF	\$ 511,999	\$ 6,270,710	\$ -	\$ -	\$ 2,906,711	\$ 6,270,710	\$ 3,363,998
BNY MELLON	EB DV SMALL CAP SIF	\$ 1,022,996	\$ 2,923,804	\$ -	\$ -	\$ 1,316,684	\$ 2,923,804	\$ 1,607,120
BNY MELLON	EB MELLON TOTAL RETURN FD CL A	\$ 1,317,000	\$ 4,937,700	\$ -	\$ -	\$ 3,763,437	\$ 4,937,700	\$ 1,174,263
BNY MELLON	BNY MELLON CASH RESERVE	\$ 2,076,401	\$ 2,076,401	\$ -	\$ -	\$ 2,076,401	\$ 2,076,401	\$ -

SCHEDULE SB (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>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 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 12/31/2014

- **Round off amounts to nearest dollar.**
 ► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan Revised Retirement Plan for Employees of Electric Energy, Inc.	B Three-digit plan number (PN) ► <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF ELECTRIC ENERGY, INC.	D Employer Identification Number (EIN) 37-0673432
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500	

Part I Basic Information			
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2014</u>			
2 Assets:			
a Market value	2a	76125333	
b Actuarial value	2b	70286692	
3 Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment.....	353	50443173	50443173
b For terminated vested participants.....	39	1822578	1822578
c For active participants.....	161	22355240	22817489
d Total.....	553	74620991	75083240
4 If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate.....	5	6.43%	
6 Target normal cost.....	6	1461320	

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

SIGN HERE	<u>SLL</u> Signature of actuary	<u>09/28/2015</u> Date
	<u>Scott Lesinski</u> Type or print name of actuary	<u>1408121</u> Most recent enrollment number
	<u>Towers Watson Delaware, Inc.</u> Firm name	<u>713-754-5400</u> Telephone number (including area code)
	<u>1221 McKinney St.</u> <u>Houston TX 77010</u> Address of the firm	

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

Part II Beginning of Year Carryover and Prefunding Balances

Beginning of Year		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>17.88%</u>	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		80296
b(1)	Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.65%</u>		5340
b(2)	Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c	Total available at beginning of current plan year to add to prefunding balance		85636
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages

14	Funding target attainment percentage	14	93.61%
15	Adjusted funding target attainment percentage	15	93.61%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	97.06%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and Liquidity Shortfalls

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

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
01/15/2014	550000				
04/15/2014	900000				
07/30/2014	450000				
10/15/2014	200000				
01/15/2015	600000				
04/15/2015	800000				
07/15/2015	800000				
09/14/2015	1900000				
			Totals ►	18(b)	6200000
					18(c)
					0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years.....	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	5793229

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c** If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

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

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

21 Discount rate:			
a Segment rates:	1st segment: 4.99%	2nd segment: 6.32%	3rd segment: 6.99%
			☐ N/A, full yield curve used
b Applicable month (enter code)			21b 4
22 Weighted average retirement age			22 61
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)		31a	1461320
b Excess assets, if applicable, but not greater than line 31a		31b	0
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment		4796548	1497693
b Waiver amortization installment			0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount		33	0
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)		34	2959013
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0
36 Additional cash requirement (line 34 minus line 35)		36	2959013
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)		37	5793229
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	2834216
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances		38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)		39	0
40 Unpaid minimum required contributions for all years		40	0

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

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

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions as of January 1, 2014

Plan Provisions

The plan was amended and restated effective February 29, 2012. The plan was most recently amended effective January 1, 2014.

Changes in Plan Provisions Since Prior Year

Beginning January 1, 2014, salaried participants will accrue cash balance benefits under the PRB formula:

- Pay credits of 6% per year. Transition credits will no longer be provided.
- Interest credits based on the 30-year Treasury Rate with no minimum rate. Note that the interest crediting rate basis is unchanged for cash balance pay credits accumulated prior to 2014.

Plan Sponsor

Electric Energy, Inc. (EEI)

Plan Year

The twelve-month period ending December 31.

Plan Name:	Revised Retirement Plan for Employees of Electric Energy, Inc.
EIN / PN:	37-0673432 / 001
Plan Sponsor:	Electric Energy, Inc.
Valuation Date:	January 1, 2014

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions as of January 1, 2014

The Final Average Pay Formula (Ongoing only for Union Employees Who Elected to Defer Conversion to Cash Balance Formula)

Definitions

Coverage and Participation	Formula continues to accrue for union employees who elected to defer coverage under the cash balance formula until June 30, 2015. For other union employees, the formula is frozen as of February 29, 2012. For salaried employees, the formula is frozen as of March 31, 2012.
Vesting service	<p>A full year of service is granted in any plan year in which the participant completes 1,000 hours of service. A partial year of service (pro rata portion) is granted in any year in which the participant completes less than 1,000 hours of service.</p> <p>Accruals begin at date of hire. For union participants who continue to accrue service, accruals will freeze at June 30, 2015.</p>
Credited service	<p>A full year of service is granted in any plan year in which the participant completes 1,000 hours of service. A partial year of service (pro rata portion) is granted in any year in which the participant completes less than 1,000 hours of service.</p> <p>Accruals begin at date of participation. For union participants who continue to accrue service, accruals will freeze at June 30, 2015.</p>
Final Average Earnings /Earnings	<p>Average of the highest four consecutive 12-month periods out of the last ten consecutive 12-month periods. Pensionable earnings are basic annual or hourly compensation paid to the participant (plus elective contributions not includible in the participant's gross income under Section 125 or Section 402(e)(3) of the Internal Revenue Code). Pensionable earnings are limited by Internal Revenue Code Section 401(a)(17).</p> <p>For union participants who continue to accrue a benefit, the final average will freeze at June 30, 2015.</p>

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SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions as of January 1, 2014

Normal Retirement Benefit

Eligibility	Age 65
Benefit	<p>The greater of (a) or (b) below, plus (c):</p> <p>(a) 1/12 of the sum of (1) and (2) below, minus (3) below:</p> <p>(1) 2% of final average earnings times first 20 years of credited service;</p> <p>(2) 1-1/4% of final average earnings times next 25 years of credited service;</p> <p>(3) Social Security offset.</p> <p>The sum of (1) and (2) is limited to a maximum of 70% of final average earnings.</p> <p>(b) \$10 plus 0.15% of participant's contributions, multiplied by first 45 years of credited service.</p> <p>(c) \$10 times credited service.</p>
Form of Payment	Single life annuity for single participants; 50% joint and survivor for married participants.

Social Security Offset

50% of annual Primary Insurance Amount under the Federal Social Security Act in effect at the earliest of (A) the annuity starting date or (B) age 62, or (C) the applicable freeze date.

Such percentage shall be reduced by 2% for each year of credited service less than 25 years.

Early Retirement Benefit

Eligibility	Age 55
Benefit	<p>Normal Retirement Benefit, reduced by 1/5 of 1% for each month by which such Early Retirement Date precedes the Member's 62nd birthday;</p> <p>plus</p> <p>Social Security Supplement equal to #3 from Normal Retirement Benefit, reduced by 1/5 of 1% for each month by which the Early Retirement Date precedes the Member's 62nd birthday. The Social Security Supplement is paid until age 62.</p>

Plan Name:	Revised Retirement Plan for Employees of Electric Energy, Inc.
EIN / PN:	37-0673432 / 001
Plan Sponsor:	Electric Energy, Inc.
Valuation Date:	January 1, 2014

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions as of January 1, 2014

Vested Benefits Upon Termination of Service

Vesting A participant who terminates employment on or after his or her Normal Retirement Age or by reason of death or disability shall be deemed to have a 100% Vested Interest. All other terminations are determined based on the following schedule:

Years of Vesting Service	Vested Interest
Less than 3 years	0%
3 years or more	100

Benefit Normal retirement benefit, reduced by 1/5 of 1% for each month by which commencement date precedes age 62; and further reduced actuarially for each month by which the commencement date precedes age 55.

Disability Benefit

Eligibility 15 years of credited service, and qualifies for the Company's long-term disability plan and the Federal Social Security Act

Benefit Continued benefit accruals during disability using pay at disability.

Death Benefits for Participants in Active Service

Eligibility

- Basic Vested non-disabled employee under age 55
- Enhanced Employee over age 55 or disabled

Benefit

- Basic 50% of the amount the participant would have received if separated from service on date of death, survived to age 55, and retired with a benefit in the form of a 50% Joint and Survivor Annuity, without any reduction for early retirement. This benefit is payable at the date the participant would have attained age 55.

Plan Name: Revised Retirement Plan for Employees of Electric Energy, Inc.
EIN / PN: 37-0673432 / 001
Plan Sponsor: Electric Energy, Inc.
Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions as of January 1, 2014

- Enhanced

The greater of (a) and (b) below:

- (a) 50% of the normal retirement benefit with the percentage reduced by 1% for each full year by which the spouse is younger than the participant, or increased by 1% for each full year older than the participant, without any reduction for early retirement;
- (b) 50% of the amount the participant would have received had such benefit been paid in the form of a 50% Joint and Survivor annuity had such participant retired on the day preceding death, without any reduction for early retirement.

Optional Forms of Retirement Income in Lieu of Normal Form

The plan provides for optional monthly payment forms. Such amounts are determined using actuarial equivalence as specified in Appendix A of the plan document.

The normal form of payment is a Single Life Annuity payable during the member's life; or, if married, a reduced benefit payable for the life of the member with the provision that after his death, one-half of the reduced benefit will be paid to his surviving spouse for life.

Optional forms of payments which may be elected are as follows:

- Single Life Annuity.
- A Joint and Survivor benefit payable as long as the participant is alive with either 50%, 75% or 100% of such amount being payable during the lifetime of the participant's spouse upon the death of the participant.
- Level Income option, if eligible, which provides a larger benefit prior to age 62 with reduced benefit after age 62.

Plan Name: Revised Retirement Plan for Employees of Electric Energy, Inc.
EIN / PN: 37-0673432 / 001
Plan Sponsor: Electric Energy, Inc.
Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions as of January 1, 2014

The Cash Balance Benefit Formula

Definitions

Coverage and Participation	First day of the month coinciding with or next following the attainment of age 21.
Opening Balance	<p>The Frozen Accrued Benefit multiplied by 125 and discounted back from age 65 to the age at conversion at 6%. Conversion dates are as follows:</p> <p>March 31, 2012 for salaried employees.</p> <p>February 29, 2012 for union employees who did not elect to defer conversion.</p> <p>June 30, 2015 for union employees who elected to defer conversion.</p>
Initial Credit	<p>The initial credit is as follows:</p> <p>\$6,500 for salaried employees.</p> <p>\$6,500 for union employees who did not elect to defer conversion.</p> <p>\$0 for union employees who elected to defer conversion.</p>

Plan Name:	Revised Retirement Plan for Employees of Electric Energy, Inc.
EIN / PN:	37-0673432 / 001
Plan Sponsor:	Electric Energy, Inc.
Valuation Date:	January 1, 2014

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions as of January 1, 2014

Transition Credits

The transition credits will be paid as follows:

Salaried employees active on March 31, 2012 will receive transition credits through December 31, 2013 as follows:

Age at End of Plan Year	Percent of Compensation
Less than 35	4%
35 – 44	6
45 – 49	8
50 – 54	7
55 and over	6

Union employees active on February 29, 2012 will receive up to 72 months of transition credits. Union employees who elected to defer conversion will receive up to 32 months of transition credits. The credits are as follows:

Age at End of Plan Year	Percent of Compensation
Less than 35	6%
35 – 44	7
45 – 49	6
50 – 54	5
55 and over	4

Pay Credits

Participants will receive annual credits to the cash balance account at the end of each plan year as follows:

Age at End of Plan Year	Percent of Compensation
Less than 30	3%
30 – 39	4
40 – 44	5
45 – 49	6
50 – 54	7
55 and over	8

Beginning January 1, 2014, salaried participants will receive pay credits equal to 6% of base compensation per year.

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SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions as of January 1, 2014

Interest Credits

Participants will receive interest credits to the cash balance account at the end of each plan year. The interest crediting rate is equal to the greater of (1) the average 30-year Treasury bond yield for the month of October preceding the first day of the plan year and (2) 5.00% (or, if lower, the highest minimum rate permitted by the final IRS regulations). The minimum rate does not apply to cash balance pay credits provided to salaried members after December 31, 2013.

Pensionable Earnings

Pensionable earnings are basic annual or hourly compensation paid to the participant (plus elective contributions not includible in the participant's gross income under Section 125 or Section 402(e)(3) of the Internal Revenue Code). Pensionable earnings are limited by Internal Revenue Code Section 401(a)(17). Prior to 2014, pensionable earnings for cash balance accruals for management employees included premium pay, overtime pay, bonuses and earned vacation pay.

Vesting

A participant who terminates employment on or after his or her Normal Retirement Age or by reason of death or disability shall be deemed to have a 100% Vested Interest. All other terminations are determined based on the following schedule:

Years of Vesting Service	Vested Interest
Less than 3 years	0%
3 years or more	100

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Normal Retirement Benefit

Eligibility	Age 65
Benefit	The larger of the frozen accrued benefit based on final average pay formula and the opening account balance with applicable interest credits, plus The initial credit with applicable interest credits, plus Pay credits with applicable interest credits, plus Transition credits with applicable interest credits
Form of Payment	Single life annuity for single participants; 50% joint and survivor annuity for married participants

Vested Benefits Upon Termination of Service

Eligibility	Any participant with Vested Interest
Benefit	Same as normal retirement benefit, with reductions for early commencement as described in the "Final Average Pay" formula section

Death Benefits for Participants in Active Service

Eligibility	Any participant with Vested Interest
Benefit	Same as normal retirement benefit, with reductions for early commencement as described in the "Final Average Pay" formula section

Disability Benefits

Eligibility	Any participant with Vested Interest
Benefit	Same as normal retirement benefit with continued accruals during disability, using pay at disability

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Optional Forms of Retirement Income in Lieu of Normal Retirement

The plan provides for optional monthly payment forms. Such amounts are determined using actuarial equivalence as specified in Appendix A of the plan document.

The normal form of payment is a Single Life Annuity payable during the member's life; or, if married, a reduced benefit payable for the life of the member with the provision that after his death, one-half of the reduced benefit will be paid to his surviving spouse for life.

Optional forms of payments which may be elected are as follows:

- Single Life Annuity.
- A Joint and Survivor benefit payable as long as the participant is alive with either 50%, 75% or 100% of such amount being payable during the lifetime of the participant's spouse upon the death of the participant.
- Level Income option, if eligible, which provides a larger benefit prior to age 62 with reduced benefit after age 62.
- Lump Sum.

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

EIN: 37-0673432 PN: 001

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

As of December 31, 2014

[a]	[b]	[c]	[d]	[e]
Party-in- interest	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
*	MELLON TRUST	EB DV INTERNATIONAL SIF	\$ 3,191,828	\$ 5,285,775
*	MELLON TRUST	EB TEMP INVESTMENT FUND	377,780	377,800
*	MELLON TRUST	EB DV LARGE CAP SIF	10,041,126	23,048,274
*	MELLON TRUST	EB DV SMALL CAP SIF	5,753,703	12,524,586
*	MELLON TRUST	EB MELLON TOTAL RETURN FD CL A	20,413,773	27,258,206
Total			\$ 39,778,210	\$ 68,494,641

* A party-in-interest to the Plan

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 32
Schedule of Amortization Bases
as of January 1, 2014

Type of Base		Date Established	Initial Amount	Remaining Amortization Period (Years)	Outstanding Balance	Amortization Payment
1	Shortfall	01/01/2014	3,534,325	7	3,534,325	591,501
2	Shortfall	01/01/2013	(410,269)	6	(364,786)	(69,051)
3	Shortfall	01/01/2012	(8,971,954)	5	(6,923,653)	(1,522,763)
4	Shortfall	01/01/2011	9,898,076	4	6,064,225	1,628,522
5	Shortfall	01/01/2010	5,166,515	3	2,486,437	869,484
Total					4,796,548	1,497,693

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SCHEDULE SB ATTACHMENTS

Schedule SB, line 24 Change in Acturial Assumptions as of January 1, 2014

The interest applied to mandatory contributions was updated to 120% of the Federal Mid-Term Rate for the first month of the plan year.

The interest crediting rate for non-union employees for accruals after January 1, 2014 was changed to 4.5% to reflect updated plan provisions.

The assumed plan-related expenses added to the target normal cost were changed from \$375,000 for 2013 to \$613,000 for 2014.

The demographic assumptions (salary increase rate, termination rates, retirement rates, disability rates, mortality, optional forms of payment, interest crediting rate) were changed to better reflect anticipated future experience under Dynegy management.

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