

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 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: 24pt; font-weight: bold;">2017</div> This Form is Open to Public Inspection
---	---	---

Part I	Annual Report Identification Information
For calendar plan year 2017 or fiscal plan year beginning <u>01/01/2017</u> and ending <u>12/31/2017</u>	
A	This return/report is for: <div style="display: flex; justify-content: space-between;"> <div> ☐ a multiemployer plan </div> <div> ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) </div> </div>
	☒ a single-employer plan <div style="margin-left: 150px;">☐ a DFE (specify) _____</div>
B	This return/report is: <div style="display: flex; justify-content: space-between;"> <div> ☐ the first return/report ☐ an amended return/report </div> <div> ☐ the final return/report ☐ a short plan year return/report (less than 12 months) </div> </div>
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: <div style="display: flex; justify-content: space-between;"> <div> ☒ Form 5558 ☐ special extension (enter description) </div> <div> ☐ automatic extension </div> <div> ☐ the DFVC program </div> </div>

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: 10%;">1b</td> <td>Three-digit plan number (PN) ▶</td> <td><u>001</u></td> </tr> <tr> <td>1c</td> <td>Effective date of plan</td> <td><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 (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>ELECTRIC ENERGY, INC.</u> <u>VISTRA ENERGY</u> <u>6555 SIERRA DRIVE 3S-029</u> <u>IRVING, TX 75039</u>									
	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;">2b</td> <td>Employer Identification Number (EIN)</td> <td><u>37-0673432</u></td> </tr> <tr> <td>2c</td> <td>Plan Sponsor's telephone number</td> <td><u>214-812-4600</u></td> </tr> <tr> <td>2d</td> <td>Business code (see instructions)</td> <td><u>221100</u></td> </tr> </table>	2b	Employer Identification Number (EIN)	<u>37-0673432</u>	2c	Plan Sponsor's telephone number	<u>214-812-4600</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>214-812-4600</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.	10/12/2018	BARBARA MUELLER
	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

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2017)
v. 170203

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 509
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) 135
a(2) Total number of active participants at the end of the plan year	6a(2) 131
b Retired or separated participants receiving benefits	6b 259
c Other retired or separated participants entitled to future benefits	6c 22
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 412
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 82
f Total. Add lines 6d and 6e	6f 494
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 0
h Number of participants who 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)** ☐ 0 **A** (Insurance Information)
- (4)** ☒ **C** (Service Provider Information)
- (5)** ☒ **D** (DFE/Participating Plan Information)
- (6)** ☐ **G** (Financial Transaction Schedules)

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

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

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

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

11c Enter the Receipt Confirmation Code for the 2017 Form M-1 annual report. If the plan was not required to file the 2017 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2017 This Form is Open to Public Inspection
--	--	---

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

▶ **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 <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 or 5500-SF <u>ELECTRIC ENERGY, INC.</u>	D Employer Identification Number (EIN) <u>37-0673432</u>

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>2017</u>			
2 Assets:			
a Market value	2a	<u>64706996</u>	
b Actuarial value	2b	<u>64798543</u>	
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	<u>349</u>	<u>52786461</u>	<u>52786461</u>
b For terminated vested participants	<u>26</u>	<u>2107909</u>	<u>2107909</u>
c For active participants	<u>135</u>	<u>12224851</u>	<u>12615492</u>
d Total	<u>510</u>	<u>67119221</u>	<u>67509862</u>
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	<u>5.80 %</u>	
6 Target normal cost	6	<u>1363075</u>	

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>10/01/2018</u>
Signature of actuary		Date
<u>DAVID ANDERSON</u>		<u>17-07493</u>
Type or print name of actuary		Most recent enrollment number
<u>TOWERS WATSON DELAWARE, INC.</u>		<u>713-754-5400</u>
Firm name		Telephone number (including area code)
<u>811 LOUISIANA ST.</u> <u>SUITE 2200</u> <u>HOUSTON, TX 77002</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

	(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>9.90</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)		436039
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>6.00</u> %		26162
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		462201
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	95.98%
15 Adjusted funding target attainment percentage	15	95.98%
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	98.82%
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and Liquidity Shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/14/2017	400000	0			
07/14/2017	400000	0			
10/13/2017	400000	0			
01/12/2018	400000	0			
04/10/2018	370000	0			
Totals ▶			18(b)	1970000	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	1886165

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: 4.16 %	2nd segment: 5.72 %	3rd segment: 6.48 %	☐ 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	1363075	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	2711319	460618	
b Waiver amortization installment	0	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		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33).....	34	1823693	
	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	1823693	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	1886165	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	62472	
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	0	
43 Excess installment acceleration amount to be carried over to future plan years	43	0	

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		2017
		This Form is Open to Public Inspection.

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017		
A Name of plan REVISED RETIREMENT PLAN FOR EMPLOYEES OF ELECTRIC ENERGY, INC.	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 ELECTRIC ENERGY, INC.	D Employer Identification Number (EIN) 37-0673432	

Part I	Service Provider Information (see instructions)
--------	---

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
THE BANK OF NEW YORK MELLON
13-5160382

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

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

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

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

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

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

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

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

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

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

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

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

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

TOWERS 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?
65 16 11	NONE	229662	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BANK OF NEW YORK MELLON

13-5160382

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
99	NONE	210015	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

XEROX CORPORATION

16-0468022

(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	33040	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2017 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

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 or DFE sponsor's name as shown on line 2a of Form 5500 <u>ELECTRIC ENERGY, INC.</u>	D Employer Identification Number (EIN) <u>37-0673432</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
---------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB INTERNATIONAL STOCK INDEX FUND</u>		
b Name of sponsor of entity listed in (a): <u>THE BANK OF NEW YORK MELLON</u>		
c EIN-PN <u>25-6078093-034</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>5463499</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB LARGE CAP STOCK INDEX FUND</u>		
b Name of sponsor of entity listed in (a): <u>THE BANK OF NEW YORK MELLON</u>		
c EIN-PN <u>25-6078093-004</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>22953453</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB SMALL CAP STOCK INDEX FUND</u>		
b Name of sponsor of entity listed in (a): <u>THE BANK OF NEW YORK MELLON</u>		
c EIN-PN <u>25-6078093-009</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>12180640</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB TEMPORARY INVESTMENT FUND</u>		
b Name of sponsor of entity listed in (a): <u>THE BANK OF NEW YORK MELLON</u>		
c EIN-PN <u>25-6078093-023</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>497862</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PE SMAM CORE BOND PLUS FUND</u>		
b Name of sponsor of entity listed in (a): <u>THE BANK OF NEW YORK MELLON</u>		
c EIN-PN <u>04-3251040-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>8459769</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>BNYM FIXED INCOME MULTI STRATEGY FU</u>		
b Name of sponsor of entity listed in (a): <u>THE BANK OF NEW YORK MELLON</u>		
c EIN-PN <u>25-6078093-102</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>17536636</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

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

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

SCHEDULE H (Form 5500) <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> 2017 This Form is Open to Public Inspection
--	--	--

For calendar plan year 2017 or fiscal plan year beginning <u>01/01/2017</u> and ending <u>12/31/2017</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
---------------	--------------------------------------

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	2200000	770000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	304	328
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)	62591666	67091859
(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	64791970	67862187

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	64791970	67862187
---	-----------	----------	----------

Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1970000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1970000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		8305783
(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		10275783

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	6434575	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		6434575
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	229662	
(2) Contract administrator fees	2i(2)	33040	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	508289	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		770991
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		7205566

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		3070217
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	
4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
4d		X	
e Was this plan covered by a fidelity bond?	X		25000000
4e	X		25000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f		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	
4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	X		
4j	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

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
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year 4066006. (See instructions.)

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2017</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017		
A Name of plan REVISED RETIREMENT PLAN FOR EMPLOYEES OF ELECTRIC ENERGY, INC.		B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 ELECTRIC ENERGY, INC.		D Employer Identification Number (EIN) 37-0673432
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions		1 1623648
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 25-1904625		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year		3 5
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.)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☐ No ☒ N/A If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month Day Year If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)		6a
b Enter the amount contributed by the employer to the plan for this plan year		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☐ Yes ☐ No ☒ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ☐ Increase ☐ Decrease ☐ Both ☒ No		
Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No		
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule R (Form 5500) 2017 v. 170203		

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,
Financial Statements
and Supplementary Information

December 31, 2017 and 2016

REVISED RETIREMENT PLAN FOR EMPLOYEES OF ELECTRIC ENERGY, INC.

TABLE OF CONTENTS

	<u>Page No.</u>
INDEPENDENT AUDITORS' REPORT	1
FINANCIAL STATEMENTS:	
Statements of Net Assets Available for Benefits	3
Statements of Changes in Net Assets Available for Benefits	4
NOTES TO THE FINANCIAL STATEMENTS	5
SUPPLEMENTARY INFORMATION:	
Form 5500 Schedule H, Line 4(i) Schedule of Assets (Held at End of Year)	16
Form 5500 Schedule H, Line 4(j) Schedule of Reportable Transactions	17

Note: 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, 2017 and 2016, 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, 2017 and 2016 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, 2017 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 10, 2018

**REVISED RETIREMENT PLAN FOR EMPLOYEES OF
ELECTRIC ENERGY, INC.
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2017 AND 2016**

	<u>2017</u>	<u>2016</u>
Assets		
Investments, at fair value:		
Common collective trusts	\$ <u>67,091,859</u>	\$ <u>62,591,666</u>
Total investments	<u>67,091,859</u>	<u>62,591,666</u>
Receivables		
Employer contribution receivable	770,000	2,200,000
Interest	<u>328</u>	<u>304</u>
Total receivables	<u>770,328</u>	<u>2,200,304</u>
Total assets	<u>67,862,187</u>	<u>64,791,970</u>
Net assets available for benefits	<u>\$ 67,862,187</u>	<u>\$ 64,791,970</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, 2017 AND 2016**

	<u>2017</u>	<u>2016</u>
Additions to Net Assets		
Employer contributions	\$ <u>1,970,000</u>	\$ <u>2,200,000</u>
Investment Income		
Net appreciation in fair value of investments	8,302,120	5,949,122
Dividends and interest	<u>3,663</u>	<u>1,582</u>
Total additions	<u>10,275,783</u>	<u>8,150,704</u>
Deductions from Net Assets		
Benefit payments	6,434,575	6,284,904
Administrative expenses	<u>770,991</u>	<u>675,575</u>
Total deductions	<u>7,205,566</u>	<u>6,960,479</u>
Net Increase in Net Assets Available for Benefits	3,070,217	1,190,225
Net Assets Available for Benefits		
Beginning of year	<u>64,791,970</u>	<u>63,601,745</u>
End of year	<u>\$ 67,862,187</u>	<u>\$ 64,791,970</u>

See Notes to Financial Statements

**REVISED RETIREMENT PLAN FOR EMPLOYEES OF
ELECTRIC ENERGY, INC.
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2017 and 2016**

Note 1: Description of the Plan

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

General

The Plan, as amended, is a non-contributory defined benefit pension plan sponsored by Electric Energy, Inc. (the “Company”). The Plan covers all employee categories of the Company as described in the Plan document. 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 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.

Contributions

Employer contributions are based upon minimum funding requirements as calculated by the Plan’s actuary.

Vesting

Prior to the amendment made in 2015, participants were vested in their accrued Company benefits after five years of service.

Effective January 1, 2016, new participants are being vested in their accrued Company benefits according to the following schedule:

**REVISED RETIREMENT PLAN FOR EMPLOYEES OF
ELECTRIC ENERGY, INC.
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2017 and 2016**

Years of Service	Vested Percentage
Less than one	0%
One but less than two	33%
Two but less than three	67%
Three or more	100%

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):

(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. \$165,000, 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.

**REVISED RETIREMENT PLAN FOR EMPLOYEES OF
ELECTRIC ENERGY, INC.
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2017 and 2016**

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

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

Investment Valuation and Income Recognition

The Plan’s investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 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 Willis Towers Watson (“Towers Watson”) and administrative fees paid to Bank of New York Mellon/BNY Mellon, N.A. Certain other expenses of the Plan are paid by the Company.

Payment of Benefits

Benefit payments to participants/beneficiaries are recorded upon distribution.

**REVISED RETIREMENT PLAN FOR EMPLOYEES OF
ELECTRIC ENERGY, INC.
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2017 and 2016**

Contributions

Contributions to the Plan from the Company are recorded in the period that the Plan's actuary determines they relate to except that a contribution receivable is recorded to the extent that amounts due are pursuant to formal commitments as well as legal or contractual requirements in existence at the end of the Plan year.

Plan 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, 2017, and through October 10, 2018, the date the financial statements were available to be issued, for inclusion in the financial statements and footnotes.

Note 3: Funding Policy

The Company funds the Plan. 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. For the years ended December 31, 2017 and 2016, the ERISA minimum funding requirements were met.

Note 4: Investments (Certified by Trustee) and Fair Value Measurements

Information related to investments and investment income presented in the accompanying financial statements and supplemental schedules as of December 31, 2017, was derived without audit, from information certified to be complete and accurate by The Bank of New York Mellon/BNY Mellon, N.A., the Trustee, as permitted by the election made by the Plan administrator under 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

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

Level 1

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

**REVISED RETIREMENT PLAN FOR EMPLOYEES OF
ELECTRIC ENERGY, INC.
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2017 and 2016**

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, 2017 and 2016.

Common/Collective trust funds: Valued at the net asset value (NAV) of the units of the trust as provided by the trustee and used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. In accordance with the provisions of ASU 2015-07, these funds are not required to be presented in the fair value hierarchy table.

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, 2017 and 2016**

Note 5: NAV per Share

In accordance with FASB ASU No. 2009-12, Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent), the Plan expanded its disclosure to include the category, fair value, redemption frequency, and redemption notice period for those assets whose fair value is estimated using the net asset value per share or its equivalent for which the fair value is not readily determinable as of December 31, 2017 and 2016. For the Plan, such assets include investments in common/collective trust funds.

The following tables for December 31, 2017 and 2016, sets forth a summary of the Plan's investments with a reported NAV:

Fair Value Estimated Using NAV per Share December 31, 2017					
	Fair Value *	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
EB Intl Cap Stock Index Fund	\$ 5,463,499	None	Immediate	None	None
EB Large Cap Stock Index Fund	22,953,453	None	Immediate	None	None
EB Small Cap Stock Index Fund	12,180,640	None	Immediate	None	None
EB Temporary Investment Fund	497,862	None	Immediate	None	None
PE SMAM Core Bond Plus Fund	8,459,769	None	Immediate	None	None
BNYM Fixed Income Multi Strategy Fund	17,536,636	None	Immediate	None	None

Fair Value Estimated Using NAV per Share December 31, 2016					
	Fair Value *	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
EB Intl Cap Stock Index Fund	\$ 4,927,911	None	Immediate	None	None
EB Large Cap Stock Index Fund	20,605,858	None	Immediate	None	None
EB Small Cap Stock Index Fund	10,905,173	None	Immediate	None	None
EB Temporary Investment Fund	1,480,880	None	Immediate	None	None
PE SMAM Core Bond Plus Fund	7,779,282	None	Immediate	None	None
BNYM Fixed Income Multi Strategy Fund	16,892,562	None	Immediate	None	None

**REVISED RETIREMENT PLAN FOR EMPLOYEES OF
ELECTRIC ENERGY, INC.
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2017 and 2016**

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 Plan assets. 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 Plan assets which discharged the Plan's obligations with respect to these benefits. 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 Towers Watson determined the actuarial present value of accumulated plan benefits as of January 1, 2017 and January 1, 2016, 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. Had the valuation been performed as of December 31, 2016, there would be no material difference.

**REVISED RETIREMENT PLAN FOR EMPLOYEES OF
ELECTRIC ENERGY, INC.
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2017 and 2016**

The accumulated plan benefit information as of January 1, 2017 is as follow:

	<u>2017</u>
Actuarial present value of accumulated plan benefits:	
Vested benefits:	
Participants currently receiving payments	\$ 51,348,335
Other participants	<u>14,645,366</u>
Total vested	65,993,701
Nonvested benefits	<u>370,241</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 66,363,942</u>

Changes in the actuarial present value of accumulated plan benefits for the year ended January 1, 2017 were as follows:

	<u>2017</u>
Actuarial present value of accumulated plan benefits:	
Beginning of year	\$ 70,164,590
Increase (decrease) during the year attributable to:	
Benefits accumulated	682,969
Actuarial gains (losses)	548,108
Decrease in discount period	3,994,601
Actual benefits paid	(6,284,904)
Changes in actuarial assumption	<u>(2,741,422)</u>
Net decrease	<u>(3,800,648)</u>
Actuarial present value of accumulated plan benefits	
End of year	<u>\$ 66,363,942</u>

Significant actuarial assumptions used in January 1, 2017 are as follows:

Mortality basis:	RP-2014 with adjustments to reflect actual experience from the Human Mortality Database from 2006 to 2010.
Discount rate:	6.40%

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.

**REVISED RETIREMENT PLAN FOR EMPLOYEES OF
ELECTRIC ENERGY, INC.
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2017 and 2016**

Note 8: Party-In-Interest Transactions

Certain Plan investments are units of funds managed by Mellon. Mellon also provided custodial and other fiduciary services to the Plan during Plan years 2017 and 2016, therefore, purchases and sales of these investments qualified as party-in-interest transactions allowable under ERISA regulations. Fees paid during the year ended December 31, 2017 and 2016 for legal, accounting, actuarial and other professional services rendered by parties-in-interest were based on customary and reasonable rates for such services. For Plan years 2017 and 2016 total fees paid to parties-in-interest in connection with services rendered to the Plan totaled \$472,716 and \$385,679, respectively.

Note 9: Income Tax Status

The Plan obtained its latest determination letter on July 8, 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, 2017, 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 2014.

**REVISED RETIREMENT PLAN FOR EMPLOYEES OF
ELECTRIC ENERGY, INC.
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2017 and 2016**

Note 10: Plan Termination

Although the Company has not expressed any intent to do so, it has reserved the right to terminate the Plan. Whether all participants receive their entire Plan benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations. The receipt of full Plan benefits may also depend on the financial condition of the Company and its affiliates, the level of benefits guaranteed by the Pension Benefit Guaranty Corporation ("PBGC") (a U.S. government agency) at that time and the priority of those benefits. 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.

In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by Section 4044 of ERISA and its related regulations, generally to provide the following benefits in the order indicated:

- a. Benefits attributable to employee contributions, taking into account those paid out before termination.
- b. Annuity benefits that former participants or their beneficiaries have been receiving for at least three-year period ending on the Plan's termination date, or that participants eligible to retire before the beginning of that three-year period would have been receiving as of the beginning of that three-year period if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during that three-year period. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five-year period ending on the Plan's termination date.
- c. Other vested benefits insured by the PBGC up to the applicable limitations (discussed below).
- d. All other vested benefits (that is, vested benefits not insured by the PBGC).
- e. All non-vested benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Generally, vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits and may also depend on the level of benefits guaranteed by the PBGC.

**REVISED RETIREMENT PLAN FOR EMPLOYEES OF
ELECTRIC ENERGY, INC.
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2017 and 2016**

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, 2017

[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
Common / Collective Trust Funds:				
*	MELLON TRUST	EB DV INTERNATIONAL SIF	\$ 2,718,344	\$ 5,463,499
*	MELLON TRUST	EB TEMP INVESTMENT FUND	497,862	497,862
*	MELLON TRUST	EB DV LARGE CAP SIF	8,280,741	22,953,453
*	MELLON TRUST	EB DV SMALL CAP SIF	4,668,302	12,180,640
*	MELLON TRUST	PE SMAM CORE BOND PLUS FUND	7,999,960	8,459,769
*	MELLON TRUST	BNYM FIXED INCOME MULTI- STRATEGY FUND	<u>12,604,005</u>	<u>17,536,636</u>
Total			\$ <u>36,769,214</u>	\$ <u>67,091,859</u>

* 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, 2017

[a]	[b]	[c]	[d]	[e]	[f]	[g]	[h]	[i]
Identity of Party Involved	Description of Asset	Purchase Price (cost of acq)	Selling Price (proceeds from dep)	Lease Rental	Expense Incurred with Transaction	Cost of Asset (Disposed)	Current Value of Asset on Transaction Date	Net Gain or (Loss)
Category 3 – Series of Transactions in Same Security Exceeds 5% of Value. 5% Value : 3,129,599								
BNY MELLON	EB TEMP INV FD	\$ -	\$ 8,762,563	\$ -	\$ -	\$ 8,762,563	\$ -	\$ -
BNY MELLON	EB TEMP INV FD	\$ 7,779,546	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26 Schedule of Active Participant Data as of January 1, 2017

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		1															
30 - 34			5		8		2													
35 - 39	1		6		7		4													
40 - 44			2		6		8		1											
45 - 49			5		7		7		1		1									
50 - 54	1		4		5		7		1		1		6		2					
55 - 59			2		3		6		1		2		4		3		1			
60 - 64					1		3				3		3		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, 2017

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions and Methods as of January 1, 2017

Economic Assumptions

Interest rate basis:

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

Interest rates:

	Reflecting Corridors	Not Reflecting Corridors
First segment rate	4.16%	1.52%
Second segment rate	5.72%	3.80%
Third segment rate	6.48%	4.79%
Effective interest rate	5.80%	3.98%

Administrative expenses

Three-year inflation adjusted average
(\$724,000 in 2017)

Annual rates of increase

- Cash Balance Interest Crediting Rate
The January 1, 2017 benefit obligations are determined using the actual interest crediting rates for 2017. Future assumed interest crediting rates for cash balance benefits not based on a fixed rate are equal to the minimum defined in the Plan (if any), not less than 4.25%.

- 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

Lump sum conversion

- Interest rate
The lump sum and annuity conversion rates based on the 417(e) interest rates are assumed to be equal to the segment rates used to determine the funding target.

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, 2017

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions and Methods as of January 1, 2017

Demographic Assumptions

Inclusion date The valuation date coincident with or next following the date on which the employee is hired.

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 to 2032 using scale AA) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2024 using scale AA).

■ **Disabled** Alternative disabled life mortality tables as defined under Revenue Ruling 96-7.

■ **Lump Sum Conversion** 417(e) unisex mortality table

Termination 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	Non-Union	Union
20	10.00%	3.50%
25	10.00%	3.50%
30	9.00%	3.50%
35	8.50%	3.50%
40	7.50%	3.50%
45	6.50%	3.50%
50	6.00%	3.50%
55	6.00%	3.50%

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, 2017

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions and Methods as of January 1, 2017

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	0.04%	0.02%
30	0.04%	0.04%
35	0.04%	0.06%
40	0.05%	0.10%
45	0.09%	0.14%
50	0.17%	0.20%
55	0.30%	0.29%
60	0.47%	0.42%
65	0.69%	0.57%

Retirement

Rates varying by age.

Attained Age	Non-Union	Union
55	7%	9%
56 – 58	7%	5%
59	7%	15%
60	15%	20%
61	5%	20%
62	15%	25%
63	5%	25%
64 – 65	20%	25%
66	20%	50%
67 – 69	50%	50%
70	100%	100%

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, 2017

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions and Methods as of January 1, 2017

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 according to the schedule below:

Timing	Early Retirement Eligible at Termination	Not Early Retirement Eligible at Termination
Immediate	50%	50%
Deferred 1 Year	50%	0%
Deferred to Age 60	0%	50%

Participants with a deferred benefit who are eligible for a lump sum are assumed to take their lump sum based on the following schedule:

Timing	Under Age 60	Age 60+
Immediate	10%	90%
Deferred 1 Year	10%	10%
Deferred to Age 60	80%	N/A

All other benefits are assumed to be paid in the normal form (i.e., lifetime annuity for single participants and 50% joint and contingent annuity for married participants) commencing at age 62.

Annuity values for all 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

85% eligible participants. Used to value pre-retirement surviving spouse benefits and in determining the optional forms expected to be elected at commencement.

Spouse age

Based on valuation census data for current retirees, if available; otherwise wife 3 years younger than husband for future retirees.

Covered pay

Valuation earnings are based on base rate of pay as of January 1, 2017, adjusted for the average assumed pay increase of 3.50% on March 1

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, 2017

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions and Methods as of January 1, 2017

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 prior 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.

Data Sources

Dynegy Inc., through its third party administrator / payroll administrator, furnished participant data as of January 1, 2017 for all plan participants as of that date. Data was reviewed for reasonableness and consistency, but no audit was performed. Based on discussions with the plan sponsor, assumptions or estimates were made when data was not available. These assumptions were communicated to Dynegy Inc. in a letter dated July 20, 2017.

We are not aware of any errors or omissions in the data that would have a significant effect on the results of our calculations.

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, 2017

SCHEDULE SB ATTACHMENTS

Assumptions Rationale – Significant Economic Assumptions for Contributions

Interest rate	The basis chosen was selected by the plan sponsor from among choices prescribed by law, all of which are based on observed market data over certain periods of time.
Cash balance interest crediting rate	<p><i>EEl Non-Union (PRB)</i>: The plan credits interest to cash balance accounts using the 30-year Treasury rate.</p> <p><i>EEl Union/Non-Union (not PRB)</i>: The plan credits interest to cash balance accounts using the 30-year Treasury rate, but with a minimum interest credit rate of 5.00%.</p> <p><i>EEl Union (PRB)</i>: The plan credits interest to cash balance accounts using the 30-year Treasury rate, but with a minimum interest credit rate of 4.50% through 2018 at Newton, 5.00% through 2019 at Coffeen and EEl and 5.00% through 2020 at Duck Creek/Edwards.</p> <p>Interest crediting rate assumption is long-term assumption based on consensus economic forecasts for 30-year treasury rates adjusted to reflect current conditions, minimum interest credits under the plan and the interest rate basis defined under the plan, if different.</p> <p>We believe that the selected assumptions do not significantly conflict with what would be reasonable based on future expectations consistent with other economic assumptions used, other than the interest rate.</p>
Lump sum conversion rate	As required by IRC 430, lump sum benefits are valued using “annuity substitution”, so that the interest rates assumed are the same as described above for the discount rate.
Compensation increase	Assumed compensation increases were based on an experience study conducted in 2016 combined with best estimates for future experience taking into account whether any conditions have changed that would be expected to produce different results in the future.
Administrative expenses	Administrative expenses are estimated by determining the average expenses paid from the trust over the preceding 3 years excluding PBGC premiums, and adjusting for inflation. For EEl, the actual PBGC premium paid out of the trust for the current year is added back in.

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, 2017

SCHEDULE SB ATTACHMENTS

Assumptions Rationale – Significant Demographic Assumptions

Healthy and Disabled Mortality	As prescribed by IRC §430(h).
Termination	Termination rates were based on an experience study conducted in 2016 combined with best estimates for future experience taking into account whether any conditions have changed that would be expected to produce different results in the future.
Retirement	Retirement rates were based on an experience study conducted in 2016 combined with best estimates for future experience taking into account whether any conditions have changed that would be expected to produce different results in the future.
Deferred vested benefit commencement age for participants	<p>Deferred vested participants with a lump sum option are assumed to take their lump sum payment by age 60 (or within two years of the valuation date if later) based on observed experience and a best estimate of expected future experience.</p> <p>Deferred vested participants who do not have a lump sum option are assumed to begin benefits at age 62 (or current age if later) because the plan's experience is not considered to be credible, but it has been observed and it is expected that many participants will retire and begin benefits when Social Security benefits are first available combined with the plan feature that provides unreduced benefits as age 62.</p> <p>All other deferred vested participants are assumed to begin benefits at age 65 (or current age if later) because the plan's experience is not considered to be credible, but deferred vested early commencement factors are not subsidized so that the difference between this approach and using assumed commencement rates at earlier ages is not expected to be significant.</p>
Percent married	The assumed percentage married is based on general population statistics on the marital status of individuals of retirement age.
Spouse age	The assumed age difference for spouses is based on general population statistics on the age difference for married individuals of retirement age.

Source of Prescribed Methods

Funding methods	The methods used for funding purposes as described in Appendix A, including the method of determining plan assets, are "prescribed methods set by law", as defined in the actuarial standards of practice (ASOPs). These methods are required by IRC §430, or were selected by the plan sponsor from a range of methods permitted by IRC §430.
------------------------	--

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, 2017

**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, 2017

[a]	[b]	[c]	[d]	[e]	[f]	[g]	[h]	[i]
Identity of Party Involved	Description of Asset	Purchase Price (cost of acq)	Selling Price (proceeds from dep)	Lease Rental	Expense Incurred with Transaction	Cost of Asset (Disposed)	Current Value of Asset on Transaction Date	Net Gain or (Loss)
Category 3 – Series of Transactions in Same Security Exceeds 5% of Value. 5% Value : 3,129,599								
BNY MELLON	EB TEMP INV FD	\$ -	\$ 8,762,563	\$ -	\$ -	\$ 8,762,563	\$ -	\$ -
BNY MELLON	EB TEMP INV FD	\$ 7,779,546	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

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 2017 This Form is Open to Public Inspection
---	--	---

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

► **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 <u>01</u> Day <u>01</u> Year <u>2017</u>		
2	Assets:		
	a Market value.....	2a	64,706,996
	b Actuarial value	2b	64,798,543
3	Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target
	a For retired participants and beneficiaries receiving payment	349	52,786,461
	b For terminated vested participants	26	2,107,909
	c For active participants	135	12,224,851
	d Total	510	67,119,221
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	5.80%
6	Target normal cost	6	1,363,075

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

SIGN HERE	 Signature of actuary	<u>10/1/18</u> Date 1707493 Most recent enrollment number 713-754-5400 Telephone number (including area code)
David Anderson Type or print name of actuary Towers Watson Delaware, Inc. Firm name 811 Louisiana St. Suite 2200 Houston TX 77002 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 ☐

(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>9.90%</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).....		436,039
	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>6.00%</u>		26,162
	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		462,201
	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

14

95.98%

15

95.98%

16

17

98.82%

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

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	
04/14/2017	400,000	0				
07/14/2017	400,000	0				
10/13/2017	400,000	0				
01/12/2018	400,000	0				
04/10/2018	370,000	0				
			Totals ►	18(b)	1,970,000	18(c)

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	1,886,165

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: 4.16 %	2nd segment: 5.72 %	3rd segment: 6.48 %
			☐ N/A, full yield curve used
b Applicable month (enter code)			21b 4
22 Weighted average retirement age			22 61
23 Mortality table(s) (see instructions)	☐ Prescribed - combined	☒ Prescribed - separate	☐ Substitute

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	1,363,075	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	2,711,319	460,618	
b Waiver amortization installment	0	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		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	1,823,693	
	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	1,823,693	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	1,886,165	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	62,472	
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	0	
43 Excess installment acceleration amount to be carried over to future plan years	43	0	

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22 Description of Weighted Average Retirement Age as of January 1, 2017

The average retirement age for Line 22 was calculated by creating a hypothetical life table with retirement as the only decrement, and then computing the average retirement age for the table. The weighted average of the retirement rates by age were determined based on the underlying active plan population as of January 1, 2017.

Age	$q_{x(\text{Union})}^r$	$q_{x(\text{Non-Union})}^r$	$q_{x(\text{Weighted Avg.})}^r$	l_x	${}_{x-55}P_{55} = l_x / l_{55}$	$Q_x^r * l_x / l_{55}$	$X * q_x * l_x / l_{55}$
55	0.09	0.07	0.0844	1,000,000	1.000000	0.084400	4.642000
56	0.05	0.07	0.0556	915,600	0.915600	0.050907	2.850812
57	0.05	0.07	0.0556	864,693	0.864693	0.048077	2.740384
58	0.05	0.07	0.0556	816,616	0.816616	0.045404	2.633422
59	0.15	0.07	0.1275	771,212	0.771212	0.098330	5.801441
60	0.20	0.15	0.1859	672,882	0.672882	0.125089	7.505330
61	0.20	0.05	0.1578	547,794	0.547794	0.086442	5.272951
62	0.25	0.15	0.2219	461,352	0.461352	0.102374	6.347185
63	0.25	0.05	0.1937	358,978	0.358978	0.069534	4.380642
64	0.25	0.20	0.2359	289,444	0.289444	0.068280	4.369906
65	0.25	0.20	0.2359	221,164	0.221164	0.052173	3.391218
66	0.50	0.20	0.4156	168,991	0.168991	0.070233	4.635367
67	0.50	0.50	0.5000	98,759	0.098759	0.049379	3.308412
68	0.50	0.50	0.5000	49,379	0.049379	0.024690	1.678896
69	0.50	0.50	0.5000	24,690	0.024690	0.012345	0.851793
70	1.00	1.00	1.0000	12,345	0.012345	0.012345	0.864138
Average age at retirement							61.273897
Rounded for Schedule SB item 22							61

Plan Name: Revised Retirement Plan for Employees of Electric Energy, Inc.
 EIN / PN: 37-0673432 / 001
 Plan Sponsor: Electric Energy, Inc.
 Valuation Date: January 1, 2017

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions as of January 1, 2017

Plan Provisions

The plan was restated effective February 29, 2012. The plan was most recently amended on December 27, 2016.

Changes in Plan Provisions Since Prior Year

None.

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, 2017

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions as of January 1, 2017

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>

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, 2017

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions as of January 1, 2017

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, 2017

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions as of January 1, 2017

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 1 year	0%
1 year	33%
2 years	67%
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, 2017

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions as of January 1, 2017

- 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, 2017

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions as of January 1, 2017

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, 2017

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions as of January 1, 2017

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

All union employees active on February 29, 2012 will receive transition credits through February 2018. The credits are as follows:

Age at End of Plan Year	Percent of Compensation
Less than 30	3%
30 – 34	4
35 – 39	5
40 and over	6

Pay Credits

Participants will receive annual credits to the cash balance account at the end of each plan year equal to 6% of base compensation.

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, 2017

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions as of January 1, 2017

Interest Credits

Participants will receive interest credits to the cash balance account at the end of each plan year. The interest crediting rate applicable to pay credits earned prior to January 1, 2014 for salaried members and January 1, 2016 for union members 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%. The interest crediting rate applicable to pay credits earned after December 31, 2013 for salaried members and after December 31, 2015 for union members is equal to the average 30-year Treasury bond yield for the month of October preceding the first day of the plan year, not less than 5% through December 31, 2019 for union members.

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 1 year	0%
1 year	33%
2 years	67%
3 years or more	100%

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, 2017

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions as of January 1, 2017

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

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, 2017

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions as of January 1, 2017

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.

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, 2017

**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, 2017

[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
Common / Collective Trust Funds:				
*	MELLON TRUST	EB DV INTERNATIONAL SIF	\$ 2,718,344	\$ 5,463,499
*	MELLON TRUST	EB TEMP INVESTMENT FUND	497,862	497,862
*	MELLON TRUST	EB DV LARGE CAP SIF	8,280,741	22,953,453
*	MELLON TRUST	EB DV SMALL CAP SIF	4,668,302	12,180,640
*	MELLON TRUST	PE SMAM CORE BOND PLUS FUND	7,999,960	8,459,769
*	MELLON TRUST	BNYM FIXED INCOME MULTI- STRATEGY FUND	12,604,005	17,536,636
Total			\$ 36,769,214	\$ 67,091,859

* A party-in-interest to the Plan

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 32
Schedule of Amortization Bases
as of January 1, 2017

Type of Base		Date Established	Initial Amount	Remaining Amortization Period (Years)	Outstanding Balance	Amortization Payment
1	Shortfall	01/01/2017	2,008,320	7	2,008,320	329,790
2	Shortfall	01/01/2016	791,822	6	702,999	130,828
Total					2,711,319	460,618

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, 2017

SCHEDULE SB ATTACHMENTS

Schedule SB, line 24
Change in Acturial Assumptions
as of January 1, 2017

The assumed plan-related expenses added to the target normal cost were changed from \$757,000 for 2016 to \$724,000 for 2017.

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, 2017