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).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2018

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report
- [ ] the final return/report
- [ ] an amended return/report
- [ ] a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
REVISED RETIREMENT PLAN FOR EMPLOYEES OF ELECTRIC ENERGY, INC.

1b Three-digit plan number (PN) ▶ 004

1c Effective date of plan 11/01/1952

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)

VISTRA OPERATIONS COMPANY LLC

VISTRA ENERGY
6555 SIERRA DRIVE 3S-029
IRVING, TX 75039

2b Employer Identification Number (EIN) 36-4833461

2c Plan Sponsor's telephone number 214-812-4600

2d Business code (see instructions) 221100

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2019	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

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

3b Administrator's EIN

3c Administrator's telephone number

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 ELECTRIC ENEGY, INC

c Plan Name REVISED RETIREMENT PLAN FOR EMPLOYEES OF ELECTRIC ENERGY, INC

4b EIN 37-0673432

4d PN 001

5 Total number of participants at the beginning of the plan year	**5**	496
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)**	131
a(2) Total number of active participants at the end of the plan year	**6a(2)**	129
b Retired or separated participants receiving benefits	**6b**	339
c Other retired or separated participants entitled to future benefits	**6c**	26
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	494
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
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**	
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

1A

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

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1) Insurance	[ ]	**(1)** Insurance	[ ]
(2) Code section 412(e)(3) insurance contracts	[ ]	**(2)** Code section 412(e)(3) insurance contracts	[ ]
(3) Trust	[X]	**(3)** Trust	[X]
(4) General assets of the sponsor	[ ]	**(4)** General assets of the sponsor	[ ]

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

a Pension Schedules

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

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] 0 **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [X] **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 2018 Form M-1 annual report. If the plan was not required to file the 2018 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

2018

This Form is Open to Public Inspection

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

▶ **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) ▶ 004

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

D Employer Identification Number (EIN)
36-4833461

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

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

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2018

2 Assets:

a Market value	**2a**	67855893
b Actuarial value	**2b**	67855893

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	339	52112014	52112014
b For terminated vested participants	26	2641515	2641515
c For active participants	131	11854133	12348339
d Total	496	66607662	67101868

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**	5.59 %
6 Target normal cost	**6**	1278503

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 — Date: 09/24/2019

ALLISON LOGAN — Type or print name of actuary

17-07794 — Most recent enrollment number

AON CONSULTING, INC. — Firm name

214-989-2641 — Telephone number (including area code)

5005 LBJ FREEWAY
SUITE 1400
DALLAS, TX 75244

Address of the firm

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

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 13.77 %	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)		62472
	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 5.80%		3623
	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		66095
	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	101.12%
15	Adjusted funding target attainment percentage	15	101.12%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	95.98%
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
04/10/2018	130000	0			
07/13/2018	500000	0			
			Totals ► 18(b)	630000	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	613920

20 Quarterly contributions and liquidity shortfalls:

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

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

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

Liquidity shortfall as of end of quarter of this plan year

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

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

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
3.92%	5.52%	6.29%	☐ 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)

Prior regulation:	☐ Prescribed - combined	☒ Prescribed - separate	☐ Substitute	
Current regulation:	☐ 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**	1278503
b Excess assets, if applicable, but not greater than line 31a	**31b**	754025

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
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**	524478

	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**	524478
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	613920
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	**38a**	89442
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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2018** **This Form is Open to Public Inspection.**

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

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

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
VISTRA OPERATIONS COMPANY LLC

D Employer Identification Number (EIN)
36-4833461

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

THE BANK OF NEW YORK MELLON

13-5160382

(b) Enter name and EIN or address of person who provided you 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)

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	138917	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(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?
16	NONE	101905	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

XEROX CORPORATION

16-0468020

(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	NONE	68648	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

AON CONSULTING INC

22-2232264

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 16	NONE	39558	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)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2018

This Form is Open to Public Inspection.

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

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

B Three-digit plan number (PN) ▶ 004

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
VISTRA OPERATIONS COMPANY LLC

D Employer Identification Number (EIN)
36-4833461

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

a Name of MTIA, CCT, PSA, or 103-12 IE:	EB INTERNATIONAL STOCK INDEX FUND		
b Name of sponsor of entity listed in (a):	THE BANK OF NEW YORK MELLON		
c EIN-PN 25-6078093-034	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	4447046
a Name of MTIA, CCT, PSA, or 103-12 IE:	EB LARGE CAP STOCK INDEX FUND		
b Name of sponsor of entity listed in (a):	THE BANK OF NEW YORK MELLON		
c EIN-PN 25-6078093-004	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	19113338
a Name of MTIA, CCT, PSA, or 103-12 IE:	EB SMALL CAP STOCK INDEX FUND		
b Name of sponsor of entity listed in (a):	THE BANK OF NEW YORK MELLON		
c EIN-PN 25-6078093-009	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	9452783
a Name of MTIA, CCT, PSA, or 103-12 IE:	EB TEMPORARY INVESTMENT FUND		
b Name of sponsor of entity listed in (a):	THE BANK OF NEW YORK MELLON		
c EIN-PN 25-6078093-023	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	8101446
a Name of MTIA, CCT, PSA, or 103-12 IE:	PE SMAM CORE BOND PLUS FUND		
b Name of sponsor of entity listed in (a):	THE BANK OF NEW YORK MELLON		
c EIN-PN 04-3251040-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	0
a Name of MTIA, CCT, PSA, or 103-12 IE:	BNYM FIXED INCOME MULTI STRATEGY FU		
b Name of sponsor of entity listed in (a):	THE BANK OF NEW YORK MELLON		
c EIN-PN 25-6078093-102	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	16100598
a Name of MTIA, CCT, PSA, or 103-12 IE:			
b Name of sponsor of entity listed in (a):			
c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2018

This Form is Open to Public Inspection

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

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

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
VISTRA OPERATIONS COMPANY LLC

D Employer Identification Number (EIN)
36-4833461

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)	770000	0
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	328	878
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)	67091859	57215211
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	67862187	57216089
	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 through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	67862187	57216089

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)	630000	
	(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)		630000
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)		-2713321
(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		-2083321
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	8214186	
(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)		8214186
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)	53673	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	294918	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		348591
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		8562777
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-10646098
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:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		20000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ 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 4215206. (See instructions.)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under 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).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2018

This Form is Open to Public Inspection.

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

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

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
VISTRA OPERATIONS COMPANY LLC

D Employer Identification Number (EIN)
36-4833461

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 25-1904625

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3** 14

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**

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, 2018 and 2017

REVISED RETIREMENT PLAN FOR EMPLOYEES OF ELECTRIC ENERGY, INC.

TABLE OF CONTENTS

	Page No.
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.

MJ
McCONNELL & JONES LLP
CERTIFIED PUBLIC ACCOUNTANTS

Independent Auditors' Report

To the Vistra Energy Retirement Plan Investment Committee 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, 2018 and 2017, 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, 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, 2018 and 2017 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.

4828 Loop Central Dr.
Suite 1000
Houston, TX 77081
Phone: 713.968.1600
Fax: 713.968.1601

WWW.MCCONNELLJONES.COM

Other Matter - Supplementary Information

The supplementary information listed in the table of contents as of and for the year ended December 31, 2018 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 14, 2019

REVISED RETIREMENT PLAN FOR EMPLOYEES OF
ELECTRIC ENERGY, INC.
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2018 AND 2017

	2018	2017
Assets		
Investments, at fair value:		
Common collective trusts	$ 57,215,211	$ 67,091,859
Total investments	57,215,211	67,091,859
Receivables		
Employer contribution receivable	-	770,000
Interest	878	328
Total receivables	878	770,328
Total assets	57,216,089	67,862,187
Net assets available for benefits	$ 57,216,089	$ 67,862,187

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, 2018 AND 2017

	2018	2017
Additions to Net Assets		
Employer contributions	$ 630,000	$ 1,970,000
Investment Income		
Net appreciation in fair value of investments	-	8,302,120
Dividends and interest	5,710	3,663
Total additions	635,710	10,275,783
Deductions from Net Assets		
Benefit payments	8,214,186	6,434,575
Net depreciation in fair value of investments	2,719,031	-
Administrative expenses	348,591	770,991
Total deductions	11,281,808	7,205,566
Net (Decrease) Increase in Net Assets Available for Benefits	(10,646,098)	3,070,217
Net Assets Available for Benefits		
Beginning of year	67,862,187	64,791,970
End of year	$ 57,216,089	$ 67,862,187

See Notes to Financial Statements

Note 1: Description of the Plan

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

General

The Plan, as amended, is a non-contributory defined benefit pension plan sponsored by Electric Energy, Inc. ("EEI"). The Plan covers all employee categories of the Company as described in the Plan document. Effective March 1, 2012 for Union employees and April 1, 2012 for Management employees, the pension plan was converted to a cash balance plan.

Dynegy, Inc. ("Dynegy") was previously the owner of eighty percent (80%) of the outstanding equity of EEI, and Dynegy was merged with and into Vistra Energy Corp. ("Vistra Energy") effective as of April 9, 2018. As result of the merger, the Plan changed its plan sponsorship to Vistra Operations Company LLC, ("Company"), a wholly-owned subsidiary of Vistra Energy.

The Vistra Energy Retirement Plan Investment 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 of the Plan as of December 31, 2018. Effective January 1, 2019, The Northern Trust Company, an Illinois corporation, was appointed as successor trustee ("Trustee"). The Plan is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

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 retirement benefits after five years years of service.

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

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.

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 and administrative fees paid to Trustee. Certain other expenses of the Plan are paid by the Company. Effective as of March 1, 2018, Aon Consulting, Inc. ("Aon") became the actuary of the Plan.

Payment of Benefits

Benefit payments to participants/beneficiaries are recorded upon distribution.

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, 2018, and through October 14, 2019, 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, 2018 and 2017, 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, 2018, was derived without audit, from information certified to be complete and accurate by 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.

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, 2018 and 2017.

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.

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, 2018 and 2017. For the Plan, such assets include investments in common/collective trust funds.

The following tables for December 31, 2018 and 2017, sets forth a summary of the Plan's investments with a reported NAV:

	Fair Value Estimated Using NAV per Share December 31, 2018				
	Fair Value *	**Unfunded Commitment**	**Redemption Frequency**	**Other Redemption Restrictions**	**Redemption Notice Period**
EB Intl Cap Stock Index Fund	$ 4,447,046	None	Immediate	None	None
EB Large Cap Stock Index Fund	19,113,338	None	Immediate	None	None
EB Small Cap Stock Index Fund	9,452,783	None	Immediate	None	None
EB Temporary Investment Fund	8,101,446	None	Immediate	None	None
BNYM Fixed Income Multi Strategy Fund	16,100,598	None	Immediate	None	None

	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

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 Aon determined the actuarial present value of accumulated plan benefits as of January 1, 2018, which is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

The accumulated plan benefit information as of January 1, 2018 is as follow:

		2018
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Participants currently receiving payments	$	57,226,941
Other participants		16,819,840
Total vested		74,046,781
Nonvested benefits		675,275
Total actuarial present value of accumulated plan benefits	$	74,722,056

Changes in the actuarial present value of accumulated plan benefits for the year ended January 1, 2018 were as follows:

		2018
Actuarial present value of accumulated plan benefits:		
Beginning of year	$	66,363,942
Increase (decrease) during the year attributable to:		
Benefits accumulated		4,044,579
Actual benefits paid		(6,434,575)
Changes in actuarial assumption		10,225,390
Actuarial gain		522,720
Net increase		8,358,114
Actuarial present value of accumulated plan benefits End of year	$	74,722,056

Significant actuarial assumptions used in January 1, 2018 are as follows:

The mortality table assumption changed from being based on RP-2014 with adjustments to reflect actual experience from the Human Mortality Database from 2006 to 2010 which projected generational mortality improvements using scale BB grading down to the SSA long-term assumption by 2024 to the RP-2014 Fully Generational Mortality Table with base year 2006 using MP-2018 Projection Scale.

The interest rate assumption changed from 6.40% to 4.74%.

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

Note 8: Party-In-Interest Transactions

Certain Plan investments are units of funds managed by Mellon. Mellon also provided custodial and other fiduciary services to the Plan during Plan years 2018 and 2017, 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, 2018 and 2017 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 2018 and 2017 total fees paid to parties-in-interest in connection with services rendered to the Plan totaled $138,917 and $472,716 , 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, 2018, 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.

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.

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, 2018

[a] Party-in-interest	[b] Identity of Issue, Borrower, Lessor or Similar Party	[c] Description of Investment including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	[d] Cost	[e] Current Value
	Common / Collective Trust Funds:			
*	MELLON TRUST	EB DV INTERNATIONAL SIF	$ 2,555,795	$ 4,447,046
*	MELLON TRUST	EB TEMP INVESTMENT FUND	8,101,446	8,101,446
*	MELLON TRUST	EB DV LARGE CAP SIF	7,298,709	19,113,338
*	MELLON TRUST	EB DV SMALL CAP SIF	4,062,202	9,452,783
*	MELLON TRUST	BNYM FIXED INCOME MULTI-STRATEGY FUND	11,760,560	16,100,598
		Total	$ 33,778,712	$ 57,215,211

* 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, 2018

Note: Refer to the enclosed Trustee statements for the required disclosures.

	Security ID	Security Description	Tran Code	Shares	Transaction Expense	Cost of Acquisitions	Proceeds of Dispositions	Cost of Assets Disposed	Gain/Loss
5% VALUE :	**3,354,609.35**								
	990017006	EB DO AGG BIF	B	33,352.122	0.00	7,800,000.00	0.00	0.00	0.00
	990017006	EB DO AGG BIF	S	33,998.177	0.00	0.00	7,936,930.78	7,950,000.00	-13,069.22
	996115952	EB TEMP INV FD VAR RT 12/31/49 FEE CL 00	B	8,021,534.590	0.00	8,021,534.59	0.00	0.00	0.00
	999482011	PE SMAM CORE BOND PLUS FUND	S	312,775.731	0.00	0.00	8,244,768.27	7,999,180.98	245,587.29
	999493794	EB AGG BOND INDEX FUND	B	15,760.419	0.00	7,936,930.78	0.00	0.00	0.00
	999493794	EB AGG BOND INDEX FUND	S	15,760.419	0.00	0.00	8,021,534.59	7,936,930.78	84,603.81

Tran Count	Security ID	Security Description	Shares	Cost of Acquisitions	Proceeds of Dispositions	Cost of Assets Disposed	Gain/Loss
5% VALUE :	**3,354,609.35**						
1	990017006	EB DO AGG BIF	33,998.180	0.00	7,936,930.78	7,950,000.00	-13,069.22
2	990017006	EB DO AGG BIF	33,998.180	7,950,000.00	0.00	0.00	0.00
46	996115952	EB TEMP INV FD VAR RT 12/31/49 FEE CL 00	16,387,109.180	16,387,109.18	0.00	0.00	0.00
45	996115952	EB TEMP INV FD VAR RT 12/31/49 FEE CL 00	8,783,525.940	0.00	8,783,525.94	8,783,525.94	0.00
1	999482011	PE SMAM CORE BOND PLUS FUND	10,566.310	283,494.07	0.00	0.00	0.00
3	999482011	PE SMAM CORE BOND PLUS FUND	323,891.090	0.00	8,538,868.27	8,283,454.09	255,414.18
1	999493794	EB AGG BOND INDEX FUND	15,760.420	7,936,930.78	0.00	0.00	0.00
1	999493794	EB AGG BOND INDEX FUND	15,760.420	0.00	8,021,534.59	7,936,930.78	84,603.81

Schedule SB Attachment (Form 5500)—2018 Plan Year
Revised Retirement Plan for Employees of Electric Energy Inc.
EIN: 36-4833461 PN: 004

Schedule SB, line 26—Schedule of Active Participant Data

Number of Participants

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25										
25-29		2	1							
30-34	1	3	4	1						
35-39		6	13	4						
40-44		3	5	5	3					
45-49	1	6	6	5	2	1				
50-54		5	5	7	1		3	1		
55-59	1	1	5	5	2	1	7	3		
60-64		1	2	3		1	2	1	1	
65-69				1						
70+										

N-131

Schedule SB Attachment (Form 5500)—2018 Plan Year
Revised Retirement Plan for Employees of Electric Energy Inc.
EIN: 36-4833461 PN: 004

Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Interest Rates for Minimum Funding Purposes	Based on segment rates with a four-month lookback (as of September 2017), each adjusted as needed to fall within the 25-year average interest rate stabilization corridor.
1st Segment Rate	3.92%.
2nd Segment Rate	5.52%.
3rd Segment Rate	6.29%.
Interest Rates for Maximum Tax Purposes	Based on segment rates with a four-month lookback (as of September 2017), without regard to interest rate stabilization.
1st Segment Rate	1.75%.
2nd Segment Rate	3.76%.
3rd Segment Rate	4.66%.
Pay Increases Rates	See Table A.
Cash Balance Interest Crediting Rate	Minimum defined in the Plan (if any), but not less than 4.25%.
Lump Sum Conversion Interest Rates	Underlying segment rates to determine funding target.
Mortality Rates	
Healthy	2018 static mortality table (with new basis adoption deferred to 2019) for annuitants and non-annuitants per §1.430(h)(3)-1(e).
Disabled	Mortality table for disability after 12/31/94 as defined in revenue ruling 96-7.
Lump Sum Conversion Mortality Rates	IRS prescribed 417(e) mortality table for the current plan year.
Retirement Rates	See Table B.
Withdrawal Rates	
Union Employees	3.50%.
Management Employees	See Table C.
Disability Rates	See Table D.

Payment Form and Timing of Payment

Active Participants

Lump Sum eligible

Lump sum payable according to the following chart:

Timing of Payment	Early Retirement Eligible at Term	Not Early Retirement Eligible at Term
Immediate	50%	50%
Defer 1 Year	50%	0%
Age 60	0%	50%

Lump Sum Ineligible

Normal Form of annuity under the Plan at age 62.

Terminated Vested Participants

Lump Sum eligible

Lump sum payable according to the following chart:

Timing of Payment	Under Age 60	Age 60+
Immediate	10%	90%
Defer 1 Year	10%	10%
Age 60	80%	N/A

Lump Sum Ineligible

Normal form of annuity under the Plan at age 62.

Decrement Timing

Beginning of year decrements.

Surviving Spouse Benefit

85% of males and 85% of females have an eligible spouse; males are three years older than their spouses.

Benefit and Compensation Limits

Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of $220,000 and the IRC section 401(a)(17) compensation limit of $275,000.

Valuation of Plan Assets

Fair market value.

Trust Expenses Included in Target Normal Cost

$768,809. Expenses are equal to the actual prior year administrative expenses plus current year PBGC premiums.

Actuarial Method

Standard unit credit cost method.

Valuation Date

January 1, 2018.

Table A

Pay Increase Rates

Age	Rate	Age	Rate
15	6.00%	40	3.75%
16	6.00%	41	3.75%
17	6.00%	42	3.75%
18	6.00%	43	3.75%
19	6.00%	44	3.75%
20	6.00%	45	3.75%
21	6.00%	46	3.25%
22	6.00%	47	3.25%
23	6.00%	48	3.25%
24	6.00%	49	3.25%
25	6.00%	50	3.25%
26	4.75%	51	3.25%
27	4.75%	52	3.25%
28	4.75%	53	3.25%
29	4.75%	54	3.25%
30	4.75%	55	3.25%
31	4.75%	56+	3.00%
32	4.75%		
33	4.75%		
34	4.75%		
35	4.75%		
36	3.75%		
37	3.75%		
38	3.75%		
39	3.75%		

Table B

Retirement Rates

Age	Union Employees	Management Employees
55	9.00%	7.00%
56	5.00%	7.00%
57	5.00%	7.00%
58	5.00%	7.00%
59	15.00%	7.00%
60	20.00%	15.00%
61	20.00%	5.00%
62	25.00%	15.00%
63	25.00%	5.00%
64	25.00%	20.00%
65	25.00%	20.00%
66	50.00%	20.00%
67	50.00%	50.00%
68	50.00%	50.00%
69	50.00%	50.00%
70+	100.00%	100.00%

Table C

Withdrawal Rates for Management Employees

Age	Assumed Increase	Age	Assumed Increase
15	10.00%	40	7.50%
16	10.00%	41	7.50%
17	10.00%	42	7.50%
18	10.00%	43	7.50%
19	10.00%	44	7.50%
20	10.00%	45	6.50%
21	10.00%	46	6.50%
22	10.00%	47	6.50%
23	10.00%	48	6.50%
24	10.00%	49	6.50%
25	10.00%	50	6.00%
26	10.00%	51	6.00%
27	10.00%	52	6.00%
28	10.00%	53	6.00%
29	10.00%	54	6.00%
30	9.00%	55+	6.00%
31	9.00%		
32	9.00%		
33	9.00%		
34	9.00%		
35	8.50%		
36	8.50%		
37	8.50%		
38	8.50%		
39	8.50%		

Table D

Disability Rates

Age	Male	Female	Age	Male	Female
25	0.05%	0.02%	50	0.17%	0.20%
26	0.04%	0.03%	51	0.19%	0.23%
27	0.04%	0.03%	52	0.22%	0.24%
28	0.04%	0.03%	53	0.24%	0.26%
29	0.04%	0.04%	54	0.27%	0.28%
30	0.04%	0.04%	55	0.30%	0.29%
31	0.04%	0.04%	56	0.33%	0.32%
32	0.04%	0.05%	57	0.36%	0.34%
33	0.04%	0.05%	58	0.40%	0.37%
34	0.04%	0.06%	59	0.43%	0.40%
35	0.04%	0.06%	60	0.47%	0.42%
36	0.04%	0.07%	61	0.51%	0.45%
37	0.04%	0.08%	62	0.56%	0.48%
38	0.04%	0.08%	63	0.60%	0.51%
39	0.05%	0.09%	64	0.65%	0.54%
40	0.05%	0.10%	65	0.69%	0.57%
41	0.06%	0.11%	66+	0.00%	0.00%
42	0.07%	0.12%			
43	0.07%	0.13%			
44	0.08%	0.14%			
45	0.09%	0.14%			
46	0.11%	0.16%			
47	0.12%	0.17%			
48	0.14%	0.18%			
49	0.15%	0.20%			

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, 2018

Note: Refer to the enclosed Trustee statements for the required disclosures.

	Security ID	Security Description	Tran Code	Shares	Transaction Expense	Cost of Acquisitions	Proceeds of Dispositions	Cost of Assets Disposed	Gain/Loss
5% VALUE :	**3,354,609.35**								
	990017006	EB DO AGG BIF	B	33,352.122	0.00	7,800,000.00	0.00	0.00	0.00
	990017006	EB DO AGG BIF	S	33,998.177	0.00	0.00	7,936,930.78	7,950,000.00	-13,069.22
	996115952	EB TEMP INV FD VAR RT 12/31/49 FEE CL 00	B	8,021,534.590	0.00	8,021,534.59	0.00	0.00	0.00
	999482011	PE SMAM CORE BOND PLUS FUND	S	312,775.731	0.00	0.00	8,244,768.27	7,999,180.98	245,587.29
	999493794	EB AGG BOND INDEX FUND	B	15,760.419	0.00	7,936,930.78	0.00	0.00	0.00
	999493794	EB AGG BOND INDEX FUND	S	15,760.419	0.00	0.00	8,021,534.59	7,936,930.78	84,603.81

Tran Count	Security ID	Security Description	Shares	Cost of Acquisitions	Proceeds of Dispositions	Cost of Assets Disposed	Gain/Loss
5% VALUE :	**3,354,609.35**						
1	990017006	EB DO AGG BIF	33,998.180	0.00	7,936,930.78	7,950,000.00	-13,069.22
2	990017006	EB DO AGG BIF	33,998.180	7,950,000.00	0.00	0.00	0.00
46	996115952	EB TEMP INV FD VAR RT 12/31/49 FEE CL 00	16,387,109.180	16,387,109.18	0.00	0.00	0.00
45	996115952	EB TEMP INV FD VAR RT 12/31/49 FEE CL 00	8,783,525.940	0.00	8,783,525.94	8,783,525.94	0.00
1	999482011	PE SMAM CORE BOND PLUS FUND	10,566.310	283,494.07	0.00	0.00	0.00
3	999482011	PE SMAM CORE BOND PLUS FUND	323,891.090	0.00	8,538,868.27	8,283,454.09	255,414.18
1	999493794	EB AGG BOND INDEX FUND	15,760.420	7,936,930.78	0.00	0.00	0.00
1	999493794	EB AGG BOND INDEX FUND	15,760.420	0.00	8,021,534.59	7,936,930.78	84,603.81

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

2018

This Form is Open to Public Inspection

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

▶ **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) ▶ 004

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

D Employer Identification Number (EIN)
36-4833461

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

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

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2018

2 Assets:

a Market value	**2a**	67,855,893
b Actuarial value	**2b**	67,855,893

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	339	52,112,014	52,112,014
b For terminated vested participants	26	2,641,515	2,641,515
c For active participants	131	11,854,133	12,348,339
d Total	496	66,607,662	67,101,868

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**	5.59%
6 Target normal cost	**6**	1,278,503

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

Allison Logan ASL
Signature of actuary

09/24/2019
Date

Allison Logan
Type or print name of actuary

1707794
Most recent enrollment number

Aon Consulting, Inc.
Firm name

214-989-2641
Telephone number (including area code)

5005 LBJ Freeway
Suite 1400
Dallas TX 75244
Address of the firm

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

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 13.77%	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)		62,472
	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 5.80%		3,623
	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		66,095
	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	101.12%
15	Adjusted funding target attainment percentage	15	101.12%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	95.98%
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
04/10/2018	130,000	0			
07/13/2018	500,000	0			
		Totals ► 18(b)	630,000	18(c)	0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	613,920

20 Quarterly contributions and liquidity shortfalls:

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

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

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

Liquidity shortfall as of end of quarter of this plan year

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

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

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	☐ N/A, full yield curve used
3.92 %	5.52 %	6.29%	

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

23 Mortality table(s) (see instructions)

Prior regulation: ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Current regulation: ☐ 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**	1,278,503
b Excess assets, if applicable, but not greater than line 31a	**31b**	754,025

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
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**	524,478

	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**	524,478
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	613,920

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

a Total (excess, if any, of line 37 over line 36)	**38a**	89,442
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

Schedule SB Attachment (Form 5500)—2018 Plan Year
Revised Retirement Plan for Employees of Electric Energy, Inc.
EIN: 36-4833461 PN: 004

Schedule SB, line 22—Description of Weighted Average Retirement Age

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at beginning of year.

Weighted Average Retirement Age

Group	Count	Average
Union	90	60.99
Management	41	62.22
		61.37

Final Weighted Average Age **61**

Schedule SB Attachment (Form 5500)—2018 Plan Year
Revised Retirement Plan for Employees of Electric Energy, Inc.
EIN: 36-4833461 PN: 004

Union Participants

Retirement Age	Retirement Percentage	Number of Employees Retired Per 1,000	Weighted Age
55	9.00%	90	4,950.00
56	5.00%	45.50	2,548.00
57	5.00%	43.23	2,463.83
58	5.00%	41.06	2,381.70
59	15.00%	117.03	6,904.87
60	20.00%	132.64	7,958.15
61	20.00%	106.11	6,472.63
62	25.00%	106.11	6,578.74
63	25.00%	79.58	5,013.64
64	25.00%	59.69	3,819.91
65	25.00%	44.76	2,909.70
66	50.00%	67.15	4,431.70
67	50.00%	33.57	2,249.42
68	50.00%	16.78	1.141.50
69	50.00%	8.39	579.14
70	100.00%	8.39	587.54
	Total	1,000	60,990.47
	Average Retirement Age:	60.99047	

Schedule SB Attachment (Form 5500)—2018 Plan Year
Revised Retirement Plan for Employees of Electric Energy, Inc.
EIN: 36-4833461 PN: 004

Management Participants

Retirement Age	Retirement Percentage	Number of Employees Retired Per 1,000	Weighted Age
55	7.00%	70.00	3,850.00
56	7.00%	65.10	3,645.60
57	7.00%	60.54	3,450.95
58	7.00%	56.30	3,265.69
59	7.00%	52.36	3,089.45
60	15.00%	104.35	6,261.20
61	5.00%	29.57	1,803.57
62	15.00%	84.27	5,224.45
63	5.00%	23.88	1,504.13
64	20.00%	90.73	5,806.44
65	20.00%	72.58	4,717.73
66	20.00%	58.06	3,832.25
67	50.00%	116.13	7,780.63
68	50.00%	58.06	3,948.38
69	50.00%	29.03	2,003.22
70	100.00%	29.03	2,032.25
	Total	1,000	62,215.94
	Average Retirement Age:	62.21594	

Schedule SB Attachment (Form 5500)—2018 Plan Year
Revised Retirement Plan for Employees of Electric Energy, Inc.
EIN: 36-4833461 PN: 004

Schedule SB, line 24— Change in Actuarial Assumptions

The funding valuation reflects the following assumption changes:

- The expected administrative expenses included in target normal cost changed from average administrative expenses paid from the trust over the prior three years plus current year PBGC premiums to actual prior year administrative expenses plus current year PBGC premiums.

Schedule SB Attachment (Form 5500)—2018 Plan Year
Revised Retirement Plan for Employees of Electric Energy, Inc.
EIN: 36-4833461 PN: 004

Schedule SB, line 25—Change in Method

The funding valuation reflects the following method changes:

- A change in the asset valuation method from the averaged fair market value of assets over two plan years to the fair value of assets as of the valuation date. Automatic approval for this change is granted in accordance with Revenue Procedure 2017-56.
- A change in the valuation software as a result of a change in the enrolled actuary for the plan and business organization providing actuairal services to the plan. Automatic approval for this change is granted in accordance with Revenue Procedure 2017-56.

Schedule SB Attachment (Form 5500)—2018 Plan Year
Revised Retirement Plan for Employees of Electric Energy Inc.
EIN: 36-4833461 PN: 004

Schedule SB, line 26—Schedule of Active Participant Data

Number of Participants

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25										
25-29		2	1							
30-34	1	3	4	1						
35-39		6	13	4						
40-44		3	5	5	3					
45-49	1	6	6	5	2	1				
50-54		5	5	7	1		3	1		
55-59	1	1	5	5	2	1	7	3		
60-64		1	2	3		1	2	1	1	
65-69				1						
70+										

N-131

Schedule SB Attachment (Form 5500)—2018 Plan Year
Revised Retirement Plan for Employees of Electric Energy Inc.
EIN: 36-4833461 PN: 004

Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Interest Rates for Minimum Funding Purposes	Based on segment rates with a four-month lookback (as of September 2017), each adjusted as needed to fall within the 25-year average interest rate stabilization corridor.
1st Segment Rate	3.92%.
2nd Segment Rate	5.52%.
3rd Segment Rate	6.29%.
Interest Rates for Maximum Tax Purposes	Based on segment rates with a four-month lookback (as of September 2017), without regard to interest rate stabilization.
1st Segment Rate	1.75%.
2nd Segment Rate	3.76%.
3rd Segment Rate	4.66%.
Pay Increases Rates	See Table A.
Cash Balance Interest Crediting Rate	Minimum defined in the Plan (if any), but not less than 4.25%.
Lump Sum Conversion Interest Rates	Underlying segment rates to determine funding target.
Mortality Rates	
Healthy	2018 static mortality table (with new basis adoption deferred to 2019) for annuitants and non-annuitants per §1.430(h)(3)-1(e).
Disabled	Mortality table for disability after 12/31/94 as defined in revenue ruling 96-7.
Lump Sum Conversion Mortality Rates	IRS prescribed 417(e) mortality table for the current plan year.
Retirement Rates	See Table B.
Withdrawal Rates	
Union Employees	3.50%.
Management Employees	See Table C.
Disability Rates	See Table D.

Payment Form and Timing of Payment

Active Participants

Lump Sum eligible

Lump sum payable according to the following chart:

Timing of Payment	Early Retirement Eligible at Term	Not Early Retirement Eligible at Term
Immediate	50%	50%
Defer 1 Year	50%	0%
Age 60	0%	50%

Lump Sum Ineligible

Normal Form of annuity under the Plan at age 62.

Terminated Vested Participants

Lump Sum eligible

Lump sum payable according to the following chart:

Timing of Payment	Under Age 60	Age 60+
Immediate	10%	90%
Defer 1 Year	10%	10%
Age 60	80%	N/A

Lump Sum Ineligible

Normal form of annuity under the Plan at age 62.

Decrement Timing

Beginning of year decrements.

Surviving Spouse Benefit

85% of males and 85% of females have an eligible spouse; males are three years older than their spouses.

Benefit and Compensation Limits

Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of $220,000 and the IRC section 401(a)(17) compensation limit of $275,000.

Valuation of Plan Assets

Fair market value.

Trust Expenses Included in Target Normal Cost

$768,809. Expenses are equal to the actual prior year administrative expenses plus current year PBGC premiums.

Actuarial Method

Standard unit credit cost method.

Valuation Date

January 1, 2018.

Table A

Pay Increase Rates

Age	Rate	Age	Rate
15	6.00%	40	3.75%
16	6.00%	41	3.75%
17	6.00%	42	3.75%
18	6.00%	43	3.75%
19	6.00%	44	3.75%
20	6.00%	45	3.75%
21	6.00%	46	3.25%
22	6.00%	47	3.25%
23	6.00%	48	3.25%
24	6.00%	49	3.25%
25	6.00%	50	3.25%
26	4.75%	51	3.25%
27	4.75%	52	3.25%
28	4.75%	53	3.25%
29	4.75%	54	3.25%
30	4.75%	55	3.25%
31	4.75%	56+	3.00%
32	4.75%		
33	4.75%		
34	4.75%		
35	4.75%		
36	3.75%		
37	3.75%		
38	3.75%		
39	3.75%		

Table B

Retirement Rates

Age	Union Employees	Management Employees
55	9.00%	7.00%
56	5.00%	7.00%
57	5.00%	7.00%
58	5.00%	7.00%
59	15.00%	7.00%
60	20.00%	15.00%
61	20.00%	5.00%
62	25.00%	15.00%
63	25.00%	5.00%
64	25.00%	20.00%
65	25.00%	20.00%
66	50.00%	20.00%
67	50.00%	50.00%
68	50.00%	50.00%
69	50.00%	50.00%
70+	100.00%	100.00%

Table C

Withdrawal Rates for Management Employees

Age	Assumed Increase	Age	Assumed Increase
15	10.00%	40	7.50%
16	10.00%	41	7.50%
17	10.00%	42	7.50%
18	10.00%	43	7.50%
19	10.00%	44	7.50%
20	10.00%	45	6.50%
21	10.00%	46	6.50%
22	10.00%	47	6.50%
23	10.00%	48	6.50%
24	10.00%	49	6.50%
25	10.00%	50	6.00%
26	10.00%	51	6.00%
27	10.00%	52	6.00%
28	10.00%	53	6.00%
29	10.00%	54	6.00%
30	9.00%	55+	6.00%
31	9.00%		
32	9.00%		
33	9.00%		
34	9.00%		
35	8.50%		
36	8.50%		
37	8.50%		
38	8.50%		
39	8.50%		

Table D

Disability Rates

Age	Male	Female	Age	Male	Female
25	0.05%	0.02%	50	0.17%	0.20%
26	0.04%	0.03%	51	0.19%	0.23%
27	0.04%	0.03%	52	0.22%	0.24%
28	0.04%	0.03%	53	0.24%	0.26%
29	0.04%	0.04%	54	0.27%	0.28%
30	0.04%	0.04%	55	0.30%	0.29%
31	0.04%	0.04%	56	0.33%	0.32%
32	0.04%	0.05%	57	0.36%	0.34%
33	0.04%	0.05%	58	0.40%	0.37%
34	0.04%	0.06%	59	0.43%	0.40%
35	0.04%	0.06%	60	0.47%	0.42%
36	0.04%	0.07%	61	0.51%	0.45%
37	0.04%	0.08%	62	0.56%	0.48%
38	0.04%	0.08%	63	0.60%	0.51%
39	0.05%	0.09%	64	0.65%	0.54%
40	0.05%	0.10%	65	0.69%	0.57%
41	0.06%	0.11%	66+	0.00%	0.00%
42	0.07%	0.12%			
43	0.07%	0.13%			
44	0.08%	0.14%			
45	0.09%	0.14%			
46	0.11%	0.16%			
47	0.12%	0.17%			
48	0.14%	0.18%			
49	0.15%	0.20%			

Schedule SB Attachment (Form 5500)—2018 Plan Year
Revised Retirement Plan for Employees of Electric Energy, Inc.
EIN: 36-4833461 PN: 004

Schedule SB, Part V—Summary of Plan Provisions

Effective Date	November 1, 1952; restated effective February 28, 2012, and most recently amended April 9, 2018.
Covered Employees	Electric Energy, Inc. (EEI).
Plan Year	Calendar Year.

Final Average Pay Formula (frozen for all employees)

Participation

Formula was frozen for Union Members who elected to defer coverage under the cash balance formula as of June 30, 2015. These participants are defined as Eligible Electing Members.

For other Union Members, the formula was frozen as of February 29, 2012. These participants are defined as Non-Electing Members.

For Management Members, the formula was frozen as of March 31, 2012. These participants are defined as Converted Members.

Normal Retirement

Eligibility

Attainment of age 65.

Benefits

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.

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

Eligibility	Attainment of age 55.
Benefits	The sum of (a) plus (b) below: (a) Normal Retirement Benefit, where the greater of (a) and (b) is reduced by 1/5 of 1% for each month by which such Early Retirement Date precedes the Member's 62nd birthday. (c) is not reduced for early retirement (b) 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.

Vested Terminations

Eligibility

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%

Benefits

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 Retirement

Eligibility	15 years of Credited Service, and qualifies for the Company's long-term disability plan and the Federal Social Security Act.
Benefits	Continued benefit accruals during disability using Earnings 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.
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.

Normal Form of Payment

Single life annuity for single participants. 50% qualified joint and survivor annuity for married participants.

Optional Forms of Payment

Actuarially equivalent amounts may be paid in any of the following forms:

- Single Life Annuity
- 50% Joint and Survivor Annuity
- 75% Joint and Survivor Annuity
- 100% Joint and Survivor Annuity
- Age 62 Level Income Option
- Lump Sum (only for eligible participants)

Employee Contributions

No employee contributions are required or allowed.

Actuarial Equivalence

Specified in Appendix A of the plan document.

Cash Balance Benefit Formula

Participation

Effective January 1, 2016, each Employee who becomes employed by Electric Energy, Inc. shall automatically become a Participant effective as of the first day of the month coinciding with or next following the date the Employee is first credited with an Hour of Service.

Opening Balance

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:

June 30, 2015, for Union Members who elected to defer conversion.

February 29, 2012, for Union Members who did not elect to defer conversion.

March 31, 2012, for Management Members.

Initial Credit

The initial credit is as follows:

$0 for Union Members who elected to defer conversion.

$6,500 for Union Members who did not elect to defer conversion.

$6,500 for Management Members.

Transition Contribution Accruals

The transition credits will be paid as follows:

Management Members 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 Members active on February 29, 2012, will receive transition credits through February 28, 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.

Interest Credit Accruals

Participants will receive interest credits at the end of each plan year based on the cash balance account as of the beginning of the year. Partial interest shall be credited for the year in which a Participant commences their benefit on the last day of the month prior to commencement.

The interest crediting rate applicable to the Opening Balance and Pay Credits earned prior to January 1, 2014, for Management 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 August preceding the first day of the plan year and (2) 5.00%. Prior to April 1, 2018, (1) was the average 30-year Treasury bond yield for the month of October preceding the first day of the plan year.

The interest crediting rate applicable to Pay Credits earned after December 31, 2013, for Management Members and after December 31, 2015, for Union Members is equal to the average 30-year Treasury bond yield for the month of August preceding the first day of the plan year, not less than 5% through December 31, 2019, for Union Members. Prior to April 1, 2018, The average 30-year Treasury bond yield for the month of October preceding the first day of the plan year was used.

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%

Normal Retirement

Eligibility

Attainment of age 65.

Benefits

The sum of (a) plus (b) plus (c) plus (d) below:

(a) The greater of (1) or (2) below:

1. Frozen Accrued Benefit based on Final Average Pay Formula.
2. Opening account balance with applicable interest credits.

(b) Initial credit with applicable interest credits.

(c) Pay credits with applicable interest credits.

(d) Transition credits with applicable interest credits.

Early Retirement

Eligibility

Any participant with Vested Interest.

Benefits

Same as normal retirement benefit, with reductions for early commencement as described in the Final Average Pay Formula section for the Frozen Accrued Benefit.

Vested Terminations

Eligibility

Any participant with Vested Interest.

Benefits

Same as normal retirement benefit, with reductions for early commencement as described in the Final Average Pay Formula section for the Frozen Accrued Benefit.

Disability Retirement

Eligibility	Any participant with Vested Interest.
Benefits	Same as normal retirement benefit with continued accruals during disability, using Base Compensation at disability.

Death Benefits

Eligibility	Any participant with Vested Interest.
Benefits	Same as normal retirement benefit, with reductions for early commencement as described in the Final Average Pay Formula section for the Frozen Accrued Benefit.

Normal Form of Payment

Single life annuity for single participants. 50% qualified joint and survivor annuity for married participants.

Optional Forms of Payment

Actuarially equivalent amounts may be paid in any of the following forms:

- Single Life Annuity
- 50% Joint and Survivor Annuity
- 75% Joint and Survivor Annuity
- 100% Joint and Survivor Annuity
- Age 62 Level Income Option
- Lump Sum

Employee Contributions

No employee contributions are required or allowed.

Actuarial Equivalence

Specified in Appendix A of the plan document.

Definitions

Choice-Eligible Member	Choice-Eligible Member means a Union Member who attains age 55 on or before February 29, 2012, who is a Union Employee on February 29, 2012, and who is credited with an Hour of Service on or after March 1, 2012.
Converted Member	Converted Member means (1) a Participant on March 31, 2012 who is either a Management Member or a Disabled Member, or (2) a Transferred Electing Member (as this latter term is defined in Section 1.58 of Part II of the EEI Plan).
Credited Service	One year of Credited Service will be earned for each Plan Year for which the Participant earns at least 1,000 Hours of Service. For each Plan Year during which an employee completes fewer than 1,000 Hours of Service, a fraction of a year of Credited Service shall be credited.
Eligible Electing Member	Eligible Electing Member means a Choice-Eligible Member who elects the Deferred Cash Balance Option.
Non-Electing Member	Non-Electing Member means (1) a Choice-Eligible Member who does not elect the Deferred Cash Balance Option described in Section 5.9 of the EEI Plan, and (2) a member who is not a Choice-Eligible Member and who, on February 29, 2012 is a Union Employee or a Disabled Member.
Pre-Cash Balance Member	Pre-Cash Balance Member means a member who has a Frozen Accrued Benefit but is not an Employee (or disabled) on the Applicable Freeze Date or the Applicable Cash Balance Date and for whom an Opening Balance Account is not required to be established.
Post-Cash Balance Member	Post-Cash Balance Member means (1) a member who first becomes a Participant on or after March 1, 2012 and (2) any other member who is credited with an Hour of Service on or after the Applicable Cash Balance Date, who does not have a Frozen Accrued Benefit, and for whom an Opening Balance Amount is not required to be established.

Vesting Service	One year of Vesting Service will be earned for each Plan Year for which the Participant earns at least 1,000 Hours of Service. For each Plan Year during which an employee completes fewer than 1,000 Hours of Service, a fraction of a year of Vesting Service shall be credited.
Final Average Earnings/Earnings	For purposes of the frozen Final Average Pay formula benefit, this is the 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).
Base Compensation	Base Compensation for purposes of determining the amount of a Participant’s Pay Credit added to the Cash Balance Account means the basic annual or hourly compensation, as applicable, received from EEI for services during the Plan Year, plus elective contributions (if any) under Section 125 or Section 402(e)(3) of the IRC. Pensionable earnings are limited by Internal Revenue Code Section 401(a)(17). Prior to 2014, pensionable earnings for cash balance accruals for Management Members included premium pay, overtime pay, bonuses and earned vacation pay.

Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

Schedule SB Attachment (Form 5500)—2018 Plan Year
Revised Retirement Plan for Employees of Electric Energy, Inc.
EIN: 36-4833461 PN: 004

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

The enrolled actuary has changed from David Anderson 17-07493 who signed the 2017 SB to Allison Logan 17-07794 who is signing the 2018 SB.

Schedule SB Attachment (Form 5500)—2018 Plan Year
Revised Retirement Plan for Employees of Electric Energy, Inc.
EIN: 36-4833461 PN: 004

Schedule SB, line 22—Description of Weighted Average Retirement Age

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at beginning of year.

Weighted Average Retirement Age

Group	Count	Average
Union	90	60.99
Management	41	62.22
		61.37

Final Weighted Average Age **61**

Schedule SB Attachment (Form 5500)—2018 Plan Year
Revised Retirement Plan for Employees of Electric Energy, Inc.
EIN: 36-4833461 PN: 004

Union Participants

Retirement Age	Retirement Percentage	Number of Employees Retired Per 1,000	Weighted Age
55	9.00%	90	4,950.00
56	5.00%	45.50	2,548.00
57	5.00%	43.23	2,463.83
58	5.00%	41.06	2,381.70
59	15.00%	117.03	6,904.87
60	20.00%	132.64	7,958.15
61	20.00%	106.11	6,472.63
62	25.00%	106.11	6,578.74
63	25.00%	79.58	5,013.64
64	25.00%	59.69	3,819.91
65	25.00%	44.76	2,909.70
66	50.00%	67.15	4,431.70
67	50.00%	33.57	2,249.42
68	50.00%	16.78	1.141.50
69	50.00%	8.39	579.14
70	100.00%	8.39	587.54
	Total	1,000	60,990.47
	Average Retirement Age:	60.99047	

Schedule SB Attachment (Form 5500)—2018 Plan Year
Revised Retirement Plan for Employees of Electric Energy, Inc.
EIN: 36-4833461 PN: 004

Management Participants

Retirement Age	Retirement Percentage	Number of Employees Retired Per 1,000	Weighted Age
55	7.00%	70.00	3,850.00
56	7.00%	65.10	3,645.60
57	7.00%	60.54	3,450.95
58	7.00%	56.30	3,265.69
59	7.00%	52.36	3,089.45
60	15.00%	104.35	6,261.20
61	5.00%	29.57	1,803.57
62	15.00%	84.27	5,224.45
63	5.00%	23.88	1,504.13
64	20.00%	90.73	5,806.44
65	20.00%	72.58	4,717.73
66	20.00%	58.06	3,832.25
67	50.00%	116.13	7,780.63
68	50.00%	58.06	3,948.38
69	50.00%	29.03	2,003.22
70	100.00%	29.03	2,032.25
	Total	1,000	62,215.94
	Average Retirement Age:	62.21594	

Schedule SB Attachment (Form 5500)—2018 Plan Year
Revised Retirement Plan for Employees of Electric Energy, Inc.
EIN: 36-4833461 PN: 004

Schedule SB, Part V—Summary of Plan Provisions

Effective Date	November 1, 1952; restated effective February 28, 2012, and most recently amended April 9, 2018.
Covered Employees	Electric Energy, Inc. (EEI).
Plan Year	Calendar Year.

Final Average Pay Formula (frozen for all employees)

Participation

Formula was frozen for Union Members who elected to defer coverage under the cash balance formula as of June 30, 2015. These participants are defined as Eligible Electing Members.

For other Union Members, the formula was frozen as of February 29, 2012. These participants are defined as Non-Electing Members.

For Management Members, the formula was frozen as of March 31, 2012. These participants are defined as Converted Members.

Normal Retirement

Eligibility

Attainment of age 65.

Benefits

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.

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

Eligibility	Attainment of age 55.
Benefits	The sum of (a) plus (b) below: (a) Normal Retirement Benefit, where the greater of (a) and (b) is reduced by 1/5 of 1% for each month by which such Early Retirement Date precedes the Member's 62nd birthday. (c) is not reduced for early retirement (b) 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.

Vested Terminations

Eligibility

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%

Benefits

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 Retirement

Eligibility	15 years of Credited Service, and qualifies for the Company's long-term disability plan and the Federal Social Security Act.
Benefits	Continued benefit accruals during disability using Earnings 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.
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.

Normal Form of Payment

Single life annuity for single participants. 50% qualified joint and survivor annuity for married participants.

Optional Forms of Payment

Actuarially equivalent amounts may be paid in any of the following forms:

- Single Life Annuity
- 50% Joint and Survivor Annuity
- 75% Joint and Survivor Annuity
- 100% Joint and Survivor Annuity
- Age 62 Level Income Option
- Lump Sum (only for eligible participants)

Employee Contributions

No employee contributions are required or allowed.

Actuarial Equivalence

Specified in Appendix A of the plan document.

Cash Balance Benefit Formula

Participation

Effective January 1, 2016, each Employee who becomes employed by Electric Energy, Inc. shall automatically become a Participant effective as of the first day of the month coinciding with or next following the date the Employee is first credited with an Hour of Service.

Opening Balance

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:

June 30, 2015, for Union Members who elected to defer conversion.

February 29, 2012, for Union Members who did not elect to defer conversion.

March 31, 2012, for Management Members.

Initial Credit

The initial credit is as follows:

$0 for Union Members who elected to defer conversion.

$6,500 for Union Members who did not elect to defer conversion.

$6,500 for Management Members.

Transition Contribution Accruals

The transition credits will be paid as follows:

Management Members 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 Members active on February 29, 2012, will receive transition credits through February 28, 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.

Interest Credit Accruals

Participants will receive interest credits at the end of each plan year based on the cash balance account as of the beginning of the year. Partial interest shall be credited for the year in which a Participant commences their benefit on the last day of the month prior to commencement.

The interest crediting rate applicable to the Opening Balance and Pay Credits earned prior to January 1, 2014, for Management 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 August preceding the first day of the plan year and (2) 5.00%. Prior to April 1, 2018, (1) was the average 30-year Treasury bond yield for the month of October preceding the first day of the plan year.

The interest crediting rate applicable to Pay Credits earned after December 31, 2013, for Management Members and after December 31, 2015, for Union Members is equal to the average 30-year Treasury bond yield for the month of August preceding the first day of the plan year, not less than 5% through December 31, 2019, for Union Members. Prior to April 1, 2018, The average 30-year Treasury bond yield for the month of October preceding the first day of the plan year was used.

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%

Normal Retirement

Eligibility

Attainment of age 65.

Benefits

The sum of (a) plus (b) plus (c) plus (d) below:

(a) The greater of (1) or (2) below:

1. Frozen Accrued Benefit based on Final Average Pay Formula.
2. Opening account balance with applicable interest credits.

(b) Initial credit with applicable interest credits.

(c) Pay credits with applicable interest credits.

(d) Transition credits with applicable interest credits.

Early Retirement

Eligibility

Any participant with Vested Interest.

Benefits

Same as normal retirement benefit, with reductions for early commencement as described in the Final Average Pay Formula section for the Frozen Accrued Benefit.

Vested Terminations

Eligibility

Any participant with Vested Interest.

Benefits

Same as normal retirement benefit, with reductions for early commencement as described in the Final Average Pay Formula section for the Frozen Accrued Benefit.

Disability Retirement

Eligibility	Any participant with Vested Interest.
Benefits	Same as normal retirement benefit with continued accruals during disability, using Base Compensation at disability.

Death Benefits

Eligibility	Any participant with Vested Interest.
Benefits	Same as normal retirement benefit, with reductions for early commencement as described in the Final Average Pay Formula section for the Frozen Accrued Benefit.

Normal Form of Payment

Single life annuity for single participants. 50% qualified joint and survivor annuity for married participants.

Optional Forms of Payment

Actuarially equivalent amounts may be paid in any of the following forms:

- Single Life Annuity
- 50% Joint and Survivor Annuity
- 75% Joint and Survivor Annuity
- 100% Joint and Survivor Annuity
- Age 62 Level Income Option
- Lump Sum

Employee Contributions

No employee contributions are required or allowed.

Actuarial Equivalence

Specified in Appendix A of the plan document.

Definitions

Choice-Eligible Member	Choice-Eligible Member means a Union Member who attains age 55 on or before February 29, 2012, who is a Union Employee on February 29, 2012, and who is credited with an Hour of Service on or after March 1, 2012.
Converted Member	Converted Member means (1) a Participant on March 31, 2012 who is either a Management Member or a Disabled Member, or (2) a Transferred Electing Member (as this latter term is defined in Section 1.58 of Part II of the EEI Plan).
Credited Service	One year of Credited Service will be earned for each Plan Year for which the Participant earns at least 1,000 Hours of Service. For each Plan Year during which an employee completes fewer than 1,000 Hours of Service, a fraction of a year of Credited Service shall be credited.
Eligible Electing Member	Eligible Electing Member means a Choice-Eligible Member who elects the Deferred Cash Balance Option.
Non-Electing Member	Non-Electing Member means (1) a Choice-Eligible Member who does not elect the Deferred Cash Balance Option described in Section 5.9 of the EEI Plan, and (2) a member who is not a Choice-Eligible Member and who, on February 29, 2012 is a Union Employee or a Disabled Member.
Pre-Cash Balance Member	Pre-Cash Balance Member means a member who has a Frozen Accrued Benefit but is not an Employee (or disabled) on the Applicable Freeze Date or the Applicable Cash Balance Date and for whom an Opening Balance Account is not required to be established.
Post-Cash Balance Member	Post-Cash Balance Member means (1) a member who first becomes a Participant on or after March 1, 2012 and (2) any other member who is credited with an Hour of Service on or after the Applicable Cash Balance Date, who does not have a Frozen Accrued Benefit, and for whom an Opening Balance Amount is not required to be established.

Vesting Service	One year of Vesting Service will be earned for each Plan Year for which the Participant earns at least 1,000 Hours of Service. For each Plan Year during which an employee completes fewer than 1,000 Hours of Service, a fraction of a year of Vesting Service shall be credited.
Final Average Earnings/Earnings	For purposes of the frozen Final Average Pay formula benefit, this is the 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).
Base Compensation	Base Compensation for purposes of determining the amount of a Participant’s Pay Credit added to the Cash Balance Account means the basic annual or hourly compensation, as applicable, received from EEI for services during the Plan Year, plus elective contributions (if any) under Section 125 or Section 402(e)(3) of the IRC. Pensionable earnings are limited by Internal Revenue Code Section 401(a)(17). Prior to 2014, pensionable earnings for cash balance accruals for Management Members included premium pay, overtime pay, bonuses and earned vacation pay.

Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

Schedule SB Attachment (Form 5500)—2018 Plan Year
Revised Retirement Plan for Employees of Electric Energy, Inc.
EIN: 36-4833461 PN: 004

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

The enrolled actuary has changed from David Anderson 17-07493 who signed the 2017 SB to Allison Logan 17-07794 who is signing the 2018 SB.

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, 2018

[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	$ 2,555,795	$ 4,447,046
*	MELLON TRUST	EB TEMP INVESTMENT FUND	8,101,446	8,101,446
*	MELLON TRUST	EB DV LARGE CAP SIF	7,298,709	19,113,338
*	MELLON TRUST	EB DV SMALL CAP SIF	4,062,202	9,452,783
*	MELLON TRUST	BNYM FIXED INCOME MULTI-STRATEGY FUND	11,760,560	16,100,446
		Total	$ 33,778,712	$ 57,215,211

* A party-in-interest to the Plan

Schedule SB Attachment (Form 5500)—2018 Plan Year
Revised Retirement Plan for Employees of Electric Energy, Inc.
EIN: 36-4833461 PN: 004

Schedule SB, line 25—Change in Method

The funding valuation reflects the following method changes:

- A change in the asset valuation method from the averaged fair market value of assets over two plan years to the fair value of assets as of the valuation date. Automatic approval for this change is granted in accordance with Revenue Procedure 2017-56.
- A change in the valuation software as a result of a change in the enrolled actuary for the plan and business organization providing actuairal services to the plan. Automatic approval for this change is granted in accordance with Revenue Procedure 2017-56.

Schedule SB Attachment (Form 5500)—2018 Plan Year
Revised Retirement Plan for Employees of Electric Energy, Inc.
EIN: 36-4833461 PN: 004

Schedule SB, line 24— Change in Actuarial Assumptions

The funding valuation reflects the following assumption changes:

- The expected administrative expenses included in target normal cost changed from average administrative expenses paid from the trust over the prior three years plus current year PBGC premiums to actual prior year administrative expenses plus current year PBGC premiums.