The Finance & Audit (F&A) Committee is expected to consider
F&A Committee Agenda Item 4:

Recommendation Regarding Acceptance of ERCOT's 401(k) Savings Plan Audit Report

at its meeting on August 7, 2017.

The Board of Directors is expected to hear the F&A Committee's recommendation on this matter as part of the F&A Committee Report at the Board meeting on August 8, 2017.

Attached are the Committee and Board materials in relation to these agenda items.

Item 4: Recommendation Regarding Acceptance of ERCOT's 401(k) Savings Plan Audit Report

Mara Spak
Director, Total Rewards & Systems

Finance & Audit Committee Meeting

ERCOT Public
August 7, 2017

Date: August 1, 2017
To: Board of Directors
From: Judy Walsh, Finance and Audit (F&A) Committee Chair
Subject: Acceptance of ERCOT's 401(k) Savings Plan Audit Report

Issue for the ERCOT Board of Directors

ERCOT Board of Directors Meeting Date: August 8, 2017
Item No.: 8.1

Issue:
Acceptance of the audited financial statements of Electric Reliability Council of Texas, Inc.'s (ERCOT's) 401(k) Savings Plan (401(k) Plan), as of December 31, 2016.

Background/History:
ERCOT maintains a 401(k) retirement savings plan for its employees, qualified under the Employee Retirement Income Security Act (ERISA). Pursuant to ERISA, plan sponsors must annually file Form 5500 with the U.S. Department of Labor. The required filing must include the Plan's audited financial statements.

On October 13, 2015, the Board approved an extension of services with Maxwell Locke & Ritter LLP (MLR) to provide 401(k) Plan audit services for calendar years 2015, 2016 and 2017. Based on this approval, ERCOT engaged MLR to provide 401(k) Plan audit services for the calendar year ending December 31, 2016.

It is expected that on August 7, 2017, representatives of MLR will meet with the F&A Committee to discuss the proposed final audit report for the ERCOT 401(k) Plan, as of December 31, 2016.

The F&A Committee is expected to recommend that the Board accept the 2016 audited financial statements for the ERCOT 401(k) Plan, as of December 31, 2016, as prepared by MLR, during its meeting.

A draft of the final audit report for the ERCOT 401(k) Plan, as of December 31, 2016, prepared by MLR, and submitted for the Board's acceptance, is attached hereto as Exhibit A.

Key Factors Influencing Issue:
- The ERISA reporting requirements and filing requirements for the annual Form 5500 for ERCOT's 401(k) Plan. The 401(k) Plan's books and records must be audited by an independent auditor, and a copy of the audit report supplied with Form 5500. The 2016 filing is due no later than October 15, 2017;
- The draft report attached hereto reflects no findings indicating material issues with the administration of the 401(k) Plan, and the expectation that the F&A Committee will recommend approval of same; and

- The expectation that MLR will issue a final opinion consistent with the draft version attached hereto as Exhibit A.

Conclusion/Recommendation:

The F&A Committee is expected to review the final audited statements for ERCOT's 401(k) Plan prepared by MLR, as of December 31, 2016, at its meeting on August 7, 2017, and is expected to recommend that the Board accept the audited financial statements of ERCOT's 401(k) Plan, as of December 31, 2016, as presented in draft form by MLR, attached hereto as Exhibit A.

ELECTRIC RELIABILITY COUNCIL OF TEXAS, INC.
BOARD OF DIRECTORS RESOLUTION

WHEREAS, Electric Reliability Council of Texas, Inc. (ERCOT) provided a 401(k) Savings Plan (401(k) Plan) as a benefit for its eligible employees during the fiscal year 2016;

WHEREAS, Employee Retirement Income Security Act rules and regulations also require an annual financial statement audit of benefits plans such as the 401(k) Plan;

WHEREAS, in October 2015, the ERCOT Board of Directors (Board) selected Maxwell, Locke & Ritter LLP (MLR) to provide 401(k) Plan audit services for the calendar years 2015, 2016 and 2017, subject to the annual approval of the Board for 2016 and 2017;

WHEREAS, MLR has issued an opinion acceptable to this Board in connection with its audit of ERCOT's 2016 financial statement for the 401(k) Plan;

WHEREAS, after due consideration of the alternatives, the F&A Committee has considered and recommended that the Board accept the audited financial statements of ERCOT's 401(k) Plan, as of December 31, 2016, as presented by MLR, at its meeting of August 7, 2016; and

WHEREAS, the Board deems it desirable and in the best interest of ERCOT to accept the F&A Committee's recommendation to accept the audited financial statements of ERCOT's 401(k) Plan, as of December 31, 2016, as presented by MLR;

NOW, THERFORE, BE IT RESOLVED, that the Board hereby accepts the audited financial statements for ERCOT's 401(k) Plan, as of December 31, 2016, as presented by MLR.

CORPORATE SECRETARY'S CERTIFICATE

I, Vickie G. Leady, Assistant Corporate Secretary of ERCOT, do hereby certify that, at its August 8, 2017 meeting, the ERCOT Board passed a motion approving the above Resolution by ______.

IN WITNESS WHEREOF, I have hereunto set my hand this ___ day of August, 2017.

____
Vickie G. Leady
Assistant Corporate Secretary

ELECTRIC RELIABILITY COUNCIL OF TEXAS 401(k) SAVINGS PLAN

Financial Statements and Supplemental Schedule as of and for the Year Ended December 31, 2016 and Independent Auditors' Report

Independent Auditors' Report

To the Retirement Plan Committee and Participants of
Electric Reliability Council of Texas 401(k) Savings Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Electric Reliability Council of Texas 401(k) Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statement of changes in net assets available for benefits for the year ended December 31, 2016, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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 audits in accordance with auditing standards generally accepted in the United States of America. 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"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2016 and 2015, and for the year ended December 31, 2016, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule, Schedule of Assets Held at End of Year, as of December 31, 2016 is required by the DOL's 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 supplemental schedule.

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 supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Austin, Texas
August XX, 2017

ELECTRIC RELIABILITY COUNCIL OF TEXAS 401(k) SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2016 AND 2015

	2016	2015
ASSETS:		
Investments at fair value	$ 187,091,942	$ 165,000,934
Notes receivable from participants	3,922,429	3,925,891
Cash	1,440,570	895,126
NET ASSETS AVAILABLE FOR BENEFITS	$ 192,454,941	$ 169,821,951

See notes to financial statements.

ELECTRIC RELIABILITY COUNCIL OF TEXAS 401(k) SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2016

ADDITIONS IN NET ASSETS ATTRIBUTED TO:	
Contributions:	
Employer, net of forfeitures	$ 10,616,257
Participant	6,816,127
Rollover	846,367
Total contributions	18,278,751
Investment gain:	
Net appreciation in fair value of investments	6,533,820
Interest and dividend income	5,935,420
Total investment gain	12,469,240
Interest income on notes receivable from participants	151,294
Other income	52,959
Total additions	30,952,244
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:	
Benefits paid to participants	8,205,461
Administrative expenses	113,793
Total deductions	8,319,254
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	22,632,990
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	169,821,951
End of year	$ 192,454,941

See notes to financial statements.

1. DESCRIPTION OF PLAN

The following brief description of Electric Reliability Council of Texas 401(k) Savings Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan agreement for complete information.

General - The Plan is a defined contribution plan covering substantially all employees of Electric Reliability Council of Texas (“ERCOT”). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). The trustee of the Plan is Fidelity Management Trust Company (the “Trustee”). ERCOT acts as the administrator of the Plan.

Eligibility - Employees are eligible to participate in the Plan immediately upon their date of employment. Leased employees and residents of Puerto Rico are not eligible to participate in the Plan.

Contributions - Eligible employees have the option to contribute either pre-tax or Roth 401(k) contributions. A participant’s contribution may not exceed 99% of his or her eligible compensation, not to exceed the annual limit established by the Internal Revenue Code (“IRC”). Newly eligible employees are automatically enrolled in the Plan with a pre-tax deferral percentage of 3%, thirty days following their employment dates, unless an employee elects otherwise. The automatic deferral contributions increase annually by 1%, not to exceed 6% of defined compensation. A participant’s pre-tax and Roth 401(k) contributions will be separately accounted for, as will the gains and losses attributable to each. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also rollover amounts representing distributions from other qualified defined benefit or contribution plans.

ERCOT elected to make a discretionary employer matching contribution of 75% of each participant’s deferral contribution not to exceed 6% of defined compensation. Additionally, ERCOT makes a fixed non-elective employer contribution of 10% of each participant’s defined compensation. For the year ended December 31, 2016, ERCOT made employer matching and fixed non-elective contributions to the Plan totaling $11,146,960, excluding forfeitures.

Participants direct the investment of contributions into various investment options offered by the Plan.

Participant Accounts - Each participant’s account is credited with the participant’s contributions, ERCOT’s contributions and an allocation of Plan earnings, and may be charged with Plan expenses, if applicable. Allocations are based on participant earnings, account balances or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account balance.

Notes Receivable from Participants - Participants may borrow from their accounts a minimum of $1,000 and up to a maximum of 1) $50,000 reduced by the excess, if any, of i) the highest outstanding note receivable balance over the prior twelve month period, over ii) the outstanding note receivable balance on the date the new note receivable is made or 2) 50% of their vested account balance, whichever is less. Participant notes receivable are secured by the balance in the participant's account and bear interest at a reasonable interest rate as determined by ERCOT. Participants may have up to two notes receivable outstanding at a time. Notes receivable repayments are automatically deducted through after-tax payroll deductions over a period generally not to exceed five years.

Vesting - Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in ERCOT's matching contributions is based on years of continuous service over five years, which increases in 20% increments beginning after one year of continuous service. The fixed non-elective employer contributions are 100% vested after three years of continuous service. Participants may also become fully vested upon attainment of retirement age or upon termination of employment due to disability or death.

Payment of Benefits - Upon attainment of age 59.5, death, disability, retirement, or termination of employment, a participant may elect to purchase an annuity or to receive the vested benefits in substantially equal installments or a lump sum. The Plan administrator may distribute terminated participants' account balances that are less than $1,000 in a lump sum without the participants' consent. The Plan administrator may transfer terminated participants' account balances that are at least $1,000 but less than $5,000 into an individual retirement account without the participants' consent. In-service distributions of rollover balances may be made with no restrictions. Hardship distributions will result in a six-month suspension during which no contributions may be made to the participant's account.

Forfeitures - Forfeitures by participants of unvested ERCOT contributions are used to reduce employer contributions. The forfeiture balance was $242,041 and $105,383 at December 31, 2016 and 2015, respectively. Forfeitures totaling $530,703 were utilized to reduce ERCOT's contributions for the year ended December 31, 2016.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - The Plan's financial statements are reported on the accrual basis of accounting.

Accounting Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from these estimates.

Investment Valuation and Income Recognition - Investments are reported 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. The Retirement Plan Committee determines the Plan's valuation policies utilizing information provided by the investment advisers and Trustee. See Note 3 for 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 Plan year.

Notes Receivable from Participants - Notes receivable from participants are measured at the unpaid principal balance plus any accrued but unpaid interest. No allowance for credit losses has been recorded at December 31, 2016 or 2015. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document.

Benefits Paid to Participants - Benefits are recorded when paid.

Expenses - Certain expenses of maintaining the Plan are paid directly by ERCOT and are excluded from the financial statements. Recordkeeping fees and fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation in fair value of investments.

ERCOT participates in a revenue sharing agreement with the Trustee and the related Plan earnings are deposited in an unallocated funds account. Unallocated funds may be used to pay administrative expenses or ERCOT may elect to allocate the funds to the Plan's participants. During the year ended December 31, 2016, ERCOT used $51,656 from the unallocated funds account to pay certain recordkeeping fees incurred by the Plan. The balance in the unallocated funds account totaled $139,856 and $190,970 at December 31, 2016 and 2015, respectively.

Risks and Uncertainties - Financial instruments which potentially subject the Plan to concentrations of credit risk consist primarily of investment securities in which the Plan invests. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Plan Termination - Although it has not expressed any intent to do so, ERCOT has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts and distributions will be made as soon as administratively practicable after the Plan terminates.

Reclassifications - Certain reclassifications have been made to prior year balances to conform to the current year presentation. Net assets available for benefits as of December 31, 2015 is unchanged due to these reclassifications.

Subsequent Events - ERCOT has evaluated subsequent events through August XX, 2017, the date the financial statements were available to be issued, and no events have occurred through that date that would impact the financial statements.

3. FAIR VALUE MEASUREMENTS

The Plan follows a framework for measuring fair value, which 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) and the lowest priority to unobservable inputs (Level 3). The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of the fair value hierarchy are described as follows:

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; and 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.

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, 2016 and 2015.

Mutual funds: Mutual funds are valued at the daily closing price as reported by the fund. The mutual funds are registered with the Securities and Exchange Commission and are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded. The self-directed brokerage account is comprised of mutual funds.

Stable value collective trust fund: This investment is a stable value fund that only invests in units of Wells Fargo Stable Return Fund G, which is a collective trust fund that invests in investment contracts and security-backed contracts. The Plan's investment is valued at the net asset value of units of the collective trust. The net asset value is used as a practical expedient to estimate fair value. This practical expedient would not be used if it is determined to be probable that the fund will sell the investment for an amount different from the reported net asset value. If the Plan initiates a full redemption of the collective trust, the issuer reserves the right to require a 12 month notice prior to distribution.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2016:

	Level 1	Level 2	Level 3	Total Fair Value
Mutual funds	$ 164,067,666	$ -	$ -	$ 164,067,666
Self-directed brokerage account	3,762,521	-	-	3,762,521
Total assets in the fair value hierarchy	$ 167,830,187	$ -	$ -	167,830,187
Investments measured at net asset value				19,261,755
Investments at fair value				$ 187,091,942

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2015:

	Level 1	Level 2	Level 3	Total Fair Value
Mutual funds	$ 149,986,284	$ -	$ -	$ 149,986,284
Self-directed brokerage account	3,329,061	-	-	3,329,061
Total assets in the fair value hierarchy	$ 153,315,345	$ -	$ -	153,315,345
Investments measured at net asset value				11,685,589
Investments at fair value				$ 165,000,934

The following table summarizes the investments for which fair value is measured using the net asset value per share practical expedient as of December 31, 2016 and 2015.

	Fair Value at December 31, 2016	Fair Value at December 31, 2015	Unfunded Commitments	Redemption Frequency (if Currently Eligible)	Participant Redemption Notice Period
Stable value collective trust fund	$ 19,261,755	$ 11,685,589	not applicable	daily	none

4. INFORMATION CERTIFIED BY THE TRUSTEE

All information disclosed in the accompanying financial statements, notes and supplemental schedule related to the Plan's investment assets and notes receivable from participants at December 31, 2016 and 2015, and the related net investment gain and interest income on notes receivable from participants for the year ended December 31, 2016, was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by the Trustee.

5. TAX STATUS

ERCOT has not applied for a determination letter from the Internal Revenue Service ("IRS") to determine if the Plan is designed in accordance with applicable sections of the IRC. The Plan document is based upon a volume submitter plan instrument from Fidelity Management and Research Company which received an IRS advisory letter dated March 31, 2014. The volume submitter plan instrument has been updated for legislative and regulatory changes. ERCOT's Retirement Plan Committee and Plan administrator believe that the Plan is designed and is currently being operated in compliance with the applicable provisions of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

6. PARTY-IN-INTEREST AND RELATED PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds that are managed by the Trustee or its affiliates. Additionally, there are self-directed brokerage accounts whose services are provided by an affiliate of the Trustee. The Plan paid both direct and indirect fees to the Trustee for investment management services and ERCOT also has a revenue sharing agreement with the Trustee. ERCOT may pay directly certain other fees related to the Plan's operations. Transactions such as these qualify as party-in-interest transactions. Notes receivable from participants are also considered party-in-interest transactions.

SUPPLEMENTAL SCHEDULE

ELECTRIC RELIABILITY COUNCIL OF TEXAS 401(k) SAVINGS PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS HELD AT END OF YEAR
DECEMBER 31, 2016

EMPLOYER IDENTIFICATION NUMBER - 74-2587416
PLAN NUMBER - 002

(a)	(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
	Vanguard Institutional Index Fund Inst	Mutual fund	Note 1	$ 22,930,867
	Wells Fargo Stable Value Fund C	Common/collective trust	Note 1	19,261,755
*	Fidelity Contrafund K	Mutual fund	Note 1	17,767,570
	Vanguard Selected Value Fund Inv	Mutual fund	Note 1	10,913,424
	Prudential Jennison Mid Cap Growth Fund Q	Mutual fund	Note 1	9,978,305
	Vanguard Total Bond Market Index Fund Inst	Mutual fund	Note 1	8,691,914
	T. Rowe Price Retirement 2040 Fund	Mutual fund	Note 1	8,581,759
	BlackRock Equity Dividend Fund Inst	Mutual fund	Note 1	7,726,689
	T. Rowe Price Retirement 2025 Fund	Mutual fund	Note 1	7,621,557
	T. Rowe Price Retirement 2035 Fund	Mutual fund	Note 1	7,147,564
*	Fidelity Extended Market Index Fund Premium	Mutual fund	Note 1	7,075,952
	American Beacon Stephens Small Cap Growth Fund Inst	Mutual fund	Note 1	6,518,253
	Oppenheimer Developing Markets Fund I	Mutual fund	Note 1	6,411,409
	T. Rowe Price Retirement 2020 Fund	Mutual fund	Note 1	5,953,139
	T. Rowe Price Small Cap Value Fund	Mutual fund	Note 1	5,649,938
*	Fidelity Government Income Fund	Mutual fund	Note 1	5,594,384
	T. Rowe Price Retirement 2045 Fund	Mutual fund	Note 1	5,094,665
	Artisan International Fund Inst	Mutual fund	Note 1	4,694,550
	T. Rowe Price Retirement 2030 Fund	Mutual fund	Note 1	4,603,333
	T. Rowe Price Retirement 2050 Fund	Mutual fund	Note 1	4,244,308
*	BrokerageLink	Self-directed investments	Note 1	3,762,521
	Vanguard Developed Markets Index Fund Inv	Mutual fund	Note 1	2,651,302
	T. Rowe Price Retirement 2010 Fund	Mutual fund	Note 1	1,302,838
	T. Rowe Price Retirement 2015 Fund	Mutual fund	Note 1	1,159,633
	Western Asset Core Bond Fund I	Mutual fund	Note 1	872,723
	T. Rowe Price Retirement 2055 Fund	Mutual fund	Note 1	443,880
	T. Rowe Price Retirement Balanced Fund	Mutual fund	Note 1	314,009
	T. Rowe Price Retirement 2005 Fund	Mutual fund	Note 1	63,590
	T. Rowe Price Retirement 2060 Fund	Mutual fund	Note 1	60,111
*	Participant Loans	Interest Rates: 4.25% - 9.25%	- 0 -	3,922,429

Note 1: As investments are directed by participants, cost information has been omitted as allowed by schedule instructions.

“*” - Denotes a party-in-interest as defined by ERISA.