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APPENDICES

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APPENDIX A

As Amended on March 26, 2003

BYLAWS
of
**THE NATIONAL RAILROAD RETIREMENT
INVESTMENT TRUST**

**A Trust Established Pursuant to
The Railroad Retirement and Survivors' Improvement Act of 2001**

ARTICLE I

Purposes

The National Railroad Retirement Investment Trust (hereinafter, the "Trust") is organized exclusively for the purposes set forth in Section 105 of The Railroad Retirement and Survivors' Improvement Act of 2001 (the "Act"): to manage and invest the assets of the Trust. Section 105(a) of the Act provides for the establishment of a Board of Trustees (the "Board") to operate the Trust and authorizes the Board to make rules to govern its operations, employ professional staff, and contract with outside advisors to provide legal, accounting, investment advisory or other services necessary for the proper administration of the Trust. Subject to the provisions of the Act, applicable laws of the District of Columbia and these Bylaws, the Trust may conduct any or all lawful affairs necessary to manage and invest its assets.

ARTICLE II

Trustees

Section 1. Powers. Subject to the provisions of the Act, applicable laws of the District of Columbia and these Bylaws, the activities and affairs of the Trust shall be conducted and all powers shall be exercised by or under the direction of the Board. The Board may delegate the management of specific activities of the Trust to any person(s) or committees, provided that the activities and affairs of the Trust shall be managed and all powers shall be exercised under the direction of the Board. Without prejudice to the aforementioned general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove the officers, agents, independent contractors, employees and advisors of the Trust (including, but not limited to, legal counsel, independent advisers, investment managers, custodial institutions and public accountants, as prescribed by the Act), prescribe powers and duties for them and, where appropriate, fix their compensation.

(b) To conduct the affairs and activities of the Trust and to make such rules and regulations as the Board may deem appropriate for the proper administration of the Trust.

(c) To borrow money and incur indebtedness for the purposes of the Trust, and to cause to be executed and delivered therefor, in the Trust's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges or other evidences of debt and securities therefor.

(d) to acquire, by lease or by purchase, interests in real property in furtherance of the purposes of the Trust and to execute and deliver such agreements, indemnifications, undertakings, and other writings as may be required in connection therewith.

Section 2. Number of Trustees, Selection and Term of Office. Seven (7) Trustees shall be selected, qualified and appointed to staggered terms, in accordance with the provisions of Section 105(a) of the Act. The six (6) Trustees who are selected by rail labor and management shall have the power to select the Independent Trustee. Terms of office shall commence on February 1 of each year.

Section 3. Vacancies. Subject to the provisions of the Act, applicable laws of the District of Columbia and these Bylaws, any Trustee may resign, effective upon giving sixty days' written notice to the Board, or on such shorter notice as may be agreed between the Board and the resigning Trustee. Pursuant to Section 105(a) of the Act, a vacancy in the Board shall not affect the power of the Board and shall be filled in the same manner as the selection of the Trustee whose departure caused the vacancy. Each Trustee so selected shall hold office until the expiration of the term of the replaced Trustee and until a successor has been appointed.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any Trustee. The Board may declare vacant the office of a Trustee who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any fiduciary duty arising under the Act or under any other applicable law governing the Trust.

Section 4. Compensation. The six (6) Trustees who are selected by rail labor and management shall have the power to fix the Independent Trustee's compensation for services to the Trust. None of the six (6) Trustees who are selected by rail labor and management shall receive compensation from the Trust; provided, however, that any such Trustee who is not employed by either rail labor or management shall be entitled to receive reasonable compensation to be determined by the other Trustees. All Trustees shall be entitled to receive reimbursement for reasonable costs incurred in connection with their attendance at Board meetings and performance of other services to the Trust.

Section 5. Place of Meetings. Meetings of the Board shall be held at any place, within or without the District of Columbia, which has been designated from time to time by the Board. In the absence of such designation, meetings shall be held at the principal office of the Trust.

Section 6. Public Access to Board Meetings. The Board shall have the authority to determine the extent to which individuals other than Trustees may attend meetings or otherwise participate in the deliberations of the Board; provided, however, that no such individual employed by rail labor or management shall be entitled to receive reimbursement for such activities.

Section 7. Annual Meetings. The Board shall hold an annual meeting for the purpose of organization and the transaction of business. Annual meetings of the Board shall be held without call or notice on **March 1 at 10:00 a.m.** local time or on such other date as the Board may specify.

Section 8. Regular Meetings. Regular meetings of the Board shall be held at least quarterly without call or notice on such dates as may be fixed by the Board.

Section 9. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the Chair of the Board or any three Trustees upon at least seven (7) business days' notice to each Trustee or on such shorter notice as all Trustees may agree.

Section 10. Quorum. Pursuant to Section 105(a) of the Act, five (5) Trustees constitute a quorum of the Board for the transaction of business. Investment guidelines must be adopted by a unanimous vote of the entire Board. Unless otherwise specified in the Act or these Bylaws, all other decisions of the Board shall be decided by a majority vote of the quorum present. Subject to the foregoing, every act or decision taken or made by a majority of the Trustees present at a meeting duly held at which a quorum is present shall be regarded as an act of the Board.

Section 11. Participation in Meetings Via Telephone or Video Conference. Trustees and others entitled to participate in Board meetings may participate in meetings of the Board via telephone or video conference.

Section 12. Adjournment. A majority of the Trustees present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. Trustees who are absent from the adjourned meeting shall be given notice of the time and place at which such meeting will resume.

Section 13. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all Trustees consent in writing (including by facsimile) to such action. Such written consent shall have the

same effect as a vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 14. Rights of Inspection. Every Trustee shall have the right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Trust.

Section 15. Committees. The Board may appoint one or more committees, including, but not limited to, (i) an Administrative Committee, (ii) an Audit Committee and (iii) an Investment Committee, each consisting of two or more Trustees. Except as otherwise provided in these Bylaws or in the Act, the Board may delegate to such committees any of the authority of the Board, provided that no such Committee shall have the authority to:

- (a) Amend or repeal these Bylaws or any other organizational documents of the Trust or the Board;
- (b) Fill vacancies on the Board or in any committee;
- (c) Appoint other committees of the Board or the members thereof;
- (d) Approve any self-dealing (or “conflict of interest”) transaction;
- (e) Adopt an agreement of merger or consolidation; or
- (f) Sell, lease or exchange Trust property and assets.

The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted.

Minutes shall be kept of each meeting of each committee, and such minutes shall be included as an appendix to the minutes of the next meeting of the Board

ARTICLE III

Officers

Section 1. Officers. The officers of the Trust shall be a Chair, and such other officers as may be appointed by the Board. The Chair shall preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned by the Board.

Section 2. Selection, Removal and Resignation. The officers of the Trust shall be appointed by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be appointed.

Any officer may be removed, either with or without cause, by the Board at any time. Any officer may resign at any time by giving written notice to the Board, and any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointment to such office. Such vacancies shall be filled as they occur.

ARTICLE IV

Other Provisions

Section 1. Principal Office. The principal office of the Trust shall be fixed and located at 1250 Eye Street, N.W., Washington, D.C., or such other address as the Board shall determine. The Board is granted full power and authority to change said principal office from one location to another. The Board may make such changes pursuant to this Section 1 without amending the Bylaws, provided that any such changes are documented in a Board resolution duly noted in the minutes of the meetings where such decisions are made.

Section 2. Books and Records. The Trust's books and records, together with all of the documents and papers pertaining to the business of the Trust, shall be kept and maintained at the principal office of the Trust. The fiscal year of the Trust shall end on September 30, unless otherwise provided for by the Board, and the books and records of the Trust shall be kept on a fiscal year basis and shall reflect all the transactions of the Trust and be appropriate and adequate for the Trust's business.

Section 3. Representation of Ownership Interests. The Board or any duly authorized delegate of the Board may vote, represent, and exercise on behalf of the Trust all rights incident to any and all shares of any corporation, or other interest in any entity, held in the name of the Trust. The authority herein granted may be exercised either by any such officer in person or by proxy or power of attorney.

Section 4. Banking. The Chair, or any duly authorized delegate of the Board, may: (i) make deposits into operating accounts held in the Trust's name and endorse checks, drafts, or other instruments for such deposits; and (ii) sign or countersign

checks, drafts, or other orders for the payment of money issued in the name of the Trust against any funds deposited into any such accounts.

ARTICLE V

Indemnification

The Trust shall indemnify, in the manner and to the fullest extent permitted by law (including, without limitation, the Act), any person (or the estate of any person) who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, whether or not by or in the right of the Trust, and whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that such person is or was a Trustee or an employee of either a rail carrier or a rail union who performed services for the Trust at the direction of one or more Trustees. To the fullest extent permitted by law, the indemnification provided herein shall include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement; and, in the manner provided by law, any such attorneys' fees and expenses may be paid by the Trust in advance of the final disposition of such action, suit or proceeding upon receipt, in each case, of an undertaking by or on behalf of the Trustee to repay such amounts, together with interest thereon, if it is ultimately determined that such Trustee is not entitled to indemnification with respect thereto.

ARTICLE VI

Amendment, Construction and Definitions

Section 1. Amendments. These Bylaws may be amended or repealed by a majority vote of a quorum of Trustees present at a duly held meeting or by a consent in writing of all Trustees.

Section 2. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the Act and in any applicable laws of the District of Columbia not inconsistent with the Act shall govern the construction of these Bylaws.

APPENDIX B

NRRIT

National Railroad Retirement Investment Trust

INVESTMENT GUIDELINES

The National Railroad Retirement Investment Trust (the “Trust” or “NRRIT”) was established, effective February 1, 2002, pursuant to Section 15(j) of the Railroad Retirement Act of 1974, as amended by Public Law 107-90, the Railroad Retirement and Survivors’ Improvement Act of 2001 (the “Act”). The Act was amended subsequently by Public Law 108-203, the Social Security Protection Act of 2004, to make certain technical corrections to the 2001 legislation creating the Trust. The Trust’s sole purpose is to invest the assets of the railroad retirement system for the Railroad Retirement Board. Domiciled in Washington, D.C., the Trust is a tax-exempt entity (pursuant to Section 501(c)(28) of the Internal Revenue Code) and is not an agency or instrumentality of the United States federal government.

The Trust is governed by a Board of seven Trustees (the "Board of Trustees") -- three selected by railroad carriers, three selected by railroad labor unions, and an independent Trustee selected by the other six Trustees. The Act sets forth fiduciary standards for the Trustees and directs them to discharge their duties solely in the interest of the Railroad Retirement Board (an agency of the United States federal government) and, through it, the participants and beneficiaries of the programs funded under the Railroad Retirement Act.

The Board of Trustees has adopted the following Mission Statement to guide the work of the Board and its investment staff:

The mission of the National Railroad Retirement Investment Trust is to help secure the retirement benefits of all participants of the railroad retirement system. Through the diligent oversight and prudent investment of railroad retirement assets, and an adherence to the highest ethical and professional standards within the industry, NRRIT’s trustees and investment professionals contribute to the financial security of rail workers, retirees, and their families, and the strength of the American rail industry.

The Trust is authorized by the Act to diversify the investment of the assets of the railroad retirement system through the use of multiple asset classes as is customary for defined benefit plans of other U.S. industries. Section 15(j) of the Act directs the Board of Trustees to adopt Investment Guidelines which must be approved by a unanimous vote of the Trustees. The Act authorizes the Board of Trustees to invest the assets of the Trust in a manner consistent with such Investment Guidelines. The Trustees are required by the Act to diversify the Trust’s investments “so as to minimize the risk of large losses and to avoid disproportionate influence over a particular industry or firm, unless under the circumstances it is clearly prudent not to do so.” In accordance with these statutory directives, the Board of Trustees has adopted these Investment Guidelines.

I. Investment Objectives

The Trust's primary investment objectives are to establish a portfolio that will achieve a long-term rate-of-return on assets sufficient to enhance the financial strength of the railroad retirement system and to do so in a diversified manner that minimizes the risk of large losses. Achievement of these objectives will facilitate the payment of benefits under the Act by the Railroad Retirement Board and the United States Treasury. To further these objectives, the Trust has established the asset allocation policy set forth in these Investment Guidelines and will seek to obtain returns that are in the aggregate greater than the returns of the strategic policy benchmark set forth below. In addition, the Trust shall take such other steps as may be appropriate to effectively manage investment risk and volatility.

II. A. Asset Allocation Policy and Strategic Policy Benchmark

In 2002, the Trustees retained an independent investment advisory firm to conduct a comprehensive asset allocation study for the purpose of analyzing asset allocation strategies for the Trust. The study analyzed the long-term expected return, risk, and return correlation of various asset classes, as well as the expected return and risk of various portfolios of these asset classes. In 2004, 2006, 2008, 2011, and 2014, the Trust took steps to review and update its asset allocation with new analysis performed by the Trust's investment staff with the use of analytic resources provided by independent investment advisory firms. As a result of these reviews, the Board of Trustees periodically has refined the Trust's asset allocation policy and strategic policy benchmark.

The Trust's overall asset allocation (target allocation and policy range) and strategic policy benchmark to govern the investment of assets managed by the Trust are set forth below.

Asset Class	Policy Benchmark	Target Allocation %	Policy Range %
US Equity	Russell 3000	22	17-27
Non-US Equity	MSCI ACWI Ex-US IMI-\$Net	22	17-27
Private Equity	2/3 Russell 3000 + 1/3 MSCI ACWI Ex-US IMI-\$Net + 300 bp	10	5-15
Global Equity		54%	45-63%
US Fixed Income	Barclays US Universal	13	9-17
Non-US Fixed Income	Barclays Global Aggregate ex-USD	7	4-10
Global Fixed Income		20%	14-26%
Real Estate	NCREIF Property Index	8	2-15
	Custom REIT ¹	2	(combined)
Commodities	Bloomberg Commodity Index	5	2-8
Global Real Assets		15%	8-22%
Absolute Return	NRRIT Public Markets Composite	10	5-15
Cash	BofA ML 91 Day T-bill	1	0-3
Other		11%	5-18
TOTAL FUND		100%	

¹NRRIT's Custom REIT benchmark is 1/3 "FTSE NAREIT Equity REIT index" and 2/3 "FTSE EPRA/NAREIT Developed Index – Net Return to US Investors."

The Trust maintains an Investment Plan developed by the investment staff and approved by the Board of Trustees, which is updated periodically.¹ The Investment Plan sets forth the strategy to implement the asset allocation policy for each asset class and its provisions must be consistent with the requirements of these Investment Guidelines. As set forth in the Investment Plan, certain asset classes may include proposed allocations to "specialist managers" who have investment strategies with attributes similar to Absolute Return asset class investments (e.g., use of leverage, ability to take significant short positions, illiquidity, and/or the presence of

¹ The most recent update of the Investment Plan was approved on August 19, 2014.

significant incentive fees). The aggregate assets held by managers with these attributes shall be subject to an overall limitation calculated as follows:

The sum of the:

- (i) assets held in the Absolute Return asset class; and
- (ii) assets held by specialist managers in other asset classes with absolute return-type attributes, other than managers in the Private Equity and Real Estate asset classes;

shall not exceed 15% of the overall assets in the Trust portfolio.

This limitation shall be a “new investment” limitation calculated by the Board at the time of a proposed investment covered by this limitation, and shall not require remedial action with respect to existing investments previously made consistent with the limitation.

The asset allocation policy contains certain asset classes that are relatively illiquid in nature and may not otherwise be suitable for interim investment in index-type investment vehicles to obtain the market exposure contemplated by the asset allocation policy. As a result, investments in these asset classes are funded over an extended period of time. To accurately reflect the interim investment of funds earmarked for these more complex asset classes, the Trust maintains an internal version of its target allocation and policy ranges to properly track the interim retention of such funds within other asset classes at any given point in time. The interim version of the target allocation and policy ranges is updated at the start of each fiscal year. Rebalancing decisions made pursuant to subsection B of this section II are to be made with reference to these interim target allocations and policy ranges.

B. Asset Allocation Rebalancing Rules

1. Mandatory Rebalancing Requirements

a. If, at the end of any calendar quarter, the proportion of Trust assets invested in any asset class, other than private equity, private real estate, or absolute return, (as calculated by the Trust's custodian bank) is above the upper or below the lower limits of the policy range for such asset class, as prescribed above, the Trust is required by its Board of Trustees to rebalance assets by transferring assets to or from such asset class from or to one or more other asset classes ("Mandatory Rebalancing"). Mandatory Rebalancing shall be implemented by the trust's investment staff. Mandatory Rebalancing will be required if either the upper or lower limits for the policy range of a particular asset class (e.g., US Equity) or the upper or lower limits for the policy range of a global class (e.g., Global Equity) have been exceeded.

b. When a Mandatory Rebalancing of an asset class is required, the Trust's investment staff shall rebalance the asset class to a point that is within 50% of the midpoint of the target allocation within the policy range (e.g., where the target allocation is 26% and the policy range is 21% - 31%, the rebalance must reset the asset class to a point between 23.5% and 28.5%).

c. In implementing and transferring assets from or to an existing investment as part of a Mandatory Rebalancing, the Trust's investment staff shall not increase the position in any particular investment by more than 100% or reduce a position by more than 50% (e.g., if the value of a particular investment at the time of the Mandatory Rebalancing is 80, it can not be increased to more than 160, or reduced below 40 as a result of the rebalancing).

d. Mandatory Rebalancing will be initiated promptly in the first month following receipt of a quarterly notice from the Trust's custodian bank that one or more asset classes are above the upper or below the lower policy range limits prescribed above. Rebalancing must be completed promptly and in a cost effective manner.

e. If the Trust's investment staff concludes that a Mandatory Rebalancing is not deemed advisable, consent of the Board of Trustees will be required to supersede the requirements of this subsection B.1.

2. Non-mandatory Rebalancing Authority

a. The Trust's investment staff shall regularly monitor the positioning of each asset class within its policy range and make such recommendations to the Trustees as are appropriate with respect to the advisability of rebalancing asset classes that are nearing, but have not exceeded, the high or low points of their policy ranges.

b. In addition, the Trust may initiate a rebalancing (each such rebalancing, a "Non-mandatory Rebalancing") in situations where with respect to any asset class other than private equity, private real estate or absolute return, such a rebalancing: (i) moves the asset class closer to the approved policy target for an asset class (or subcategory of an asset class where subcategories are set forth in the Trust's Investment Plan); (ii) involves the transfer of less than one percent (1%) of Trust-managed assets; and (iii) transfers assets only to mandates of investment managers that have been previously approved by the Trustees. Any Non-mandatory Rebalancing shall be initiated and implemented by the Trust's investment staff.

c. In transferring assets from or to an existing investment as part of a Non-mandatory Rebalancing, the Trust's investment staff shall not increase the position in any particular investment by more than 100% or reduce a position by more than 50% (e.g., if the value of a particular investment at the time of the rebalancing is 80, it can not be increased to more than 160, or reduced below 40 as a result of the rebalancing).

d. Where a Non-mandatory Rebalancing is undertaken, the Trust's investment staff shall report the specifics of such rebalancing to the Trustees promptly after such rebalancing has been completed. After a Non-mandatory Rebalancing has been completed, no subsequent Non-mandatory Rebalancing can be undertaken that would have the effect, when combined with the immediately preceding Non-mandatory Rebalancing, of transferring more than one percent

(1%) of Trust assets, or increasing the position in any particular investment by more than 100% or reducing a position by more than 50%, unless the subsequent Non-mandatory Rebalancing occurs at least two days after the notification to the Trustees of the prior Non-mandatory Rebalancing.

e. In evaluating how best to liquidate assets to fund periodic transfers to the United States Treasury required by Section 15(k) of the Act for the payment of benefits, the Trust shall take into consideration the asset classes that are at the high end of their respective policy ranges, relative cash positions of the Trust's investment managers, and other relevant factors.

III. Selection of Investment Managers

Pursuant to Section 15(j) of the Act, the Board of Trustees shall retain independent investment managers to invest the assets of the Trust consistent with these Investment Guidelines. A separate agreement between the Trust and each individual investment manager will document the specific responsibilities, limitations, and compensation arrangements of each investment manager. Each investment manager will have full discretion, within the parameters of that manager's Investment Management Agreement with the Trust, to (i) select securities and properties for investment, (ii) determine the timing of and execute transactions, and (iii) act in accordance with the Trust's Proxy Voting Policy Statement.

IV. Other Investment Requirements and Limitations

- A. No more than 10% of the Trust's assets may be invested by any individual investment manager (including any of its affiliates). This limitation shall not apply to assets invested by an investment manager retained to invest assets in index accounts.
- B. Trust assets shall not be invested either directly, or through private equity investment entities, in securities of publicly traded corporations whose primary business is the operation of North American railroads. This limitation shall not apply to securities that are purchased as part of a market index account or market exchange traded fund, pooled or commingled fund, or separate account, where an investment manager selects the underlying securities of the portfolio and the Trust is not in a position to control investment or securities selection.
- C. In making investments on behalf of the Trust, an investment manager is authorized to utilize leverage (including by the use of derivative instruments to the extent permitted by paragraph D below) in the manager's investment strategy only to the extent delineated by the Trust in the investment manager's Investment Management Agreement with the Trust; *provided, however*, that the use of such leverage shall not

directly or indirectly expose the Trust to a risk of financial loss that exceeds the dollar amount of the Trust's investment with the investment manager in question.

D. Subject to the limitations of the immediately preceding paragraph C, and only to the extent delineated by the Trust in an Investment Management Agreement with an investment manager, derivative instruments may be used by an investment manager as a means of *hedging and risk control*, for *arbitrage*, to *create market exposures*, or to *manage country and asset allocation exposures*. In these situations, an investment manager may use derivatives when they are the most effective means of achieving the investment objective.

1. Where appropriate, an investment manager may use derivative instruments for the following reasons:

- a. *Hedging and risk control.* To the extent that a portfolio is exposed to clearly defined risks and there are derivative instruments that can be used to reduce those risks, an investment manager may use such derivative instruments for the purpose of hedging such risks, including cross-hedging of currency exposures.
- b. *Arbitrage.* An investment manager may use derivative instruments to facilitate the simultaneous purchase and sale of securities for the purpose of taking advantage of a pricing disparity.
- c. *Creation of market exposures.* An investment manager may use derivative instruments to replicate the risk/return profile of an asset or asset class provided that the Investment Management Agreement for such investment manager allows for such exposures to be created with the underlying assets themselves.
- d. *Management of country and asset allocation exposure.* An investment manager whose portfolio mandate permits tactically changing the exposure of the portfolio to different countries and/or asset classes may use derivative instruments for this purpose.

2. Derivative instruments may not be used in the following ways:

- a. Derivative instruments may not be used to invest in asset classes, securities, currencies, indices, or any other financial vehicle unless such exposures would be allowed by a portfolio's investment guidelines if created with non-derivative instruments.
- b. Derivative instruments may not be used to magnify overall portfolio exposure to an asset, asset class, interest rate, or any other financial vehicle beyond that which would be allowed by a portfolio's investment guidelines if created with non-derivative instruments.

- c. Derivative instruments may not be used to increase the portfolio risk above that which could be experienced by using permitted physical securities.
 - d. An investment manager may not use borrowed funds to finance the use of any derivative instrument.
- E. In order to diversify the Trust's counterparty credit risk, and to limit the Trust's credit exposure to any one counterparty, the Trust's investment managers shall establish limits for each of their trading counterparties based upon both the credit rating of the counterparty and the relative level of risk associated with each existing and proposed transaction. These limits shall satisfy such standards as may be established by the Trust from time-to-time.
- F. All investments shall be made in accordance with the Trust's Conflict of Interest Policy.

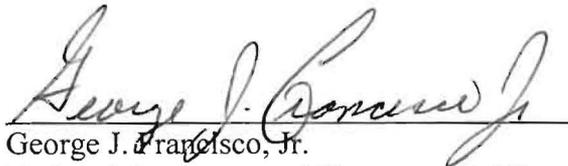
V. Voting of Proxies

All proxies shall be voted solely in the interest of plan participants and beneficiaries as outlined in the Trust's Proxy Voting Policy Statement.

VI. Periodic Review and Amendment

The Board of Trustees shall review these Investment Guidelines on a regular basis. Any material changes approved by the Board of Trustees will be communicated to the Trust's investment managers.

Revised, approved and adopted by the undersigned Trustees at Washington, D.C. on August 19, 2014.



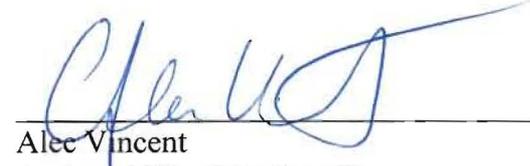
George J. Francisco, Jr.
National Conference of Firemen and Oilers, SEIU



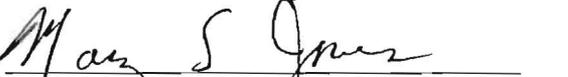
William Quinn
Independent Trustee



James A. Hixon
Executive Vice President Law & Corporate
Relations
Norfolk Southern Corporation



Alec Vincent
Assistant Vice President Tax
Burlington Northern Santa Fe, LLC



Mary S. Jones
Vice-President and Treasurer
Union Pacific Corporation



William C. Walpert
National Secretary Treasurer
Brotherhood of Locomotive Engineers and
Trainmen



Joel Parker
Special Assistant to the President and
International Vice President
Transportation Communications International
Union

APPENDIX C

MEMORANDUM OF UNDERSTANDING

Budgetary, Accounting and Financial Reporting Responsibilities Respecting Assets Held by the National Railroad Retirement Investment Trust

The Railroad Retirement Board (RRB), the National Railroad Retirement Investment Trust (the Investment Trust), the Department of the Treasury (Treasury), and the Office of Management and Budget (OMB) (collectively, the Parties), agree on the following budgetary, accounting and financial reporting responsibilities respecting assets transferred to and from, and held by, the Investment Trust for RRB.

1.0 General

The Parties agree that, (i) while the Railroad Retirement and Survivors' Improvement Act of 2001 (P.L. 107-90) (the Act) provides that the Investment Trust is not a department, agency, or instrumentality of the Federal Government, the cash and investments held by the Investment Trust for RRB are nevertheless assets of the Federal Government and must be accounted for and reported as such; (ii) the Act provides that the Investment Trust is not subject to the requirements of Title 31 of the U.S. Code (including apportionment); and (iii) the annual audit of the Investment Trust required by the Act shall be prepared in accordance with Generally Accepted Accounting Principles (GAAP).

2.0 Fiscal Year of the Investment Trust

The Investment Trust will use the same fiscal year as the Federal Government. Currently, the Federal Government's fiscal year begins on October 1 and ends on September 30 of the following calendar year.

3.0 Account Structure

The transactions of the Investment Trust shall be reported using a separate trust fund account symbol, with RRB being the program agency for that account. The following Treasury Fund Account Symbols have been reserved to report this activity:

60X8118	National Railroad Retirement Investment Trust
60X8118.1	Gains and losses on non-Federal securities, National Railroad Retirement Investment Trust
60X8118.2	Earnings on investments in Federal securities, National Railroad Retirement Investment Trust
60X8118.3	Interest and dividends on non-Federal securities, National Railroad Retirement Investment Trust
60X8118.4	Payment from the Railroad Retirement Account, National Railroad Retirement Investment Trust

- 60X8118.5 Payment from the Social Security Equivalent Benefit Account, National Railroad Retirement Investment Trust
- 60X8118.6 Payment from the Railroad Retirement Supplemental Account, National Railroad Retirement Investment Trust

Federal securities are securities issued by the Treasury and securities issued by a Federal agency. Non-Federal securities include all permitted investments, excluding Federal securities. For purposes of this memorandum, securities that are guaranteed by Federal agencies are considered to be non-Federal securities.

Treasury's Financial Management Service (FMS) has established the accounts described above (with the designation account symbol of 60X8118) in FMS's central accounting and financial reporting system. Using this new account number, Treasury's Bureau of the Public Debt (BPD) will establish a separate investment account within BPD's investment accounting system for Investment Trust activity. This separate account will be reflected in separate line items on both the Monthly Treasury Statement and the Monthly Statement of the Public Debt for the activity of the Investment Trust.

4.0 Accounting Treatment of Non-Federal Security Purchases and Sales by the Investment Trust

Purchases and sales of non-Federal securities (other than gains and losses) by the Investment Trust will be treated as a means of financing, as required by section 105(c) of the Act.

5.0 Receipts to the Railroad Retirement System

Treasury's Internal Revenue Service will continue to collect and deposit receipts from the railroad industry for funding of the Railroad Retirement System. Nothing in this memorandum is to be construed as altering that arrangement. Receipts will initially be credited to the Railroad Retirement Account (RRA) or the Social Security Equivalent Benefit Account (SSEBA), as appropriate. RRB shall continue to account for these receipts, in accordance with Treasury guidance issued from time to time.

5.1 Investment in the RRA and the SSEBA

The receipts credited to the RRA and the SSEBA will be automatically invested by BPD in par-value Treasury special securities maturing on the first business day of the following month unless RRB provides specific instructions to do otherwise. Proceeds from maturing securities in the RRA and the SSEBA will be automatically re-invested by BPD in par-value Treasury special securities maturing on the first business day of the following month unless RRB provides specific instructions to do otherwise.

5.2 Receipts of the Investment Trust

Receipts of the Investment Trust will be recorded in the following sub-accounts:

- Gains and losses on non-Federal securities (60X8118.1);
- Earnings on investments in Federal securities (60X8118.2);
- Interest and dividends on non-Federal securities (60X8118.3);
- Payment from the Railroad Retirement Account (60X8118.4);
- Payment from the Social Security Equivalent Benefit Account (60X8118.5); and,
- Payment from the Railroad Retirement Supplemental Account (60X8118.6).

6.0 Transfers of Assets from RRB to the Investment Trust

Subject to the Act and this Memorandum of Understanding, RRB shall determine the timing and the amount of transfers of assets from the RRA, SSEBA, and the Railroad Retirement Supplemental Account (RRSA) to the Investment Trust.

6.1.1 Cash Transfers

RRB shall direct Treasury to transfer cash from the RRA, SSEBA, and RRSA to the Investment Trust. RRB has provided Treasury's Office of Cash and Debt Management (OCDM) with an initial schedule of expected transfers for a period of six months (September 2002 through February 2003). RRB shall provide OCDM with updates to the initial schedule if there are any changes to the dates and amounts of the expected transfers. If it is determined that the transfers will extend beyond the initial six-month schedule, RRB shall provide a revised schedule to cover periods not included on the original schedule (i.e. beyond February 2003) as soon as it is known that transfers will extend beyond this period.

If the need arises for RRB to make transfers from the Investment Trust to the RRA to fund Treasury-disbursed payments, RRB shall provide OCDM with the anticipated amount(s) to be transferred between the Investment Trust and the RRA.

These updates to the initial schedule of cash transfers and notices of transfers from the Investment Trust to RRB shall be pursuant to the business rules contained in Section 6.1.2. All updated schedules and notices shall be delivered in writing to:

David J. Monroe
Director, Office of Cash and Debt Management
Department of the Treasury
1500 Pennsylvania Ave, NW
Washington, DC 20220
Fax Number – (202) 622-4775

6.1.2 Notice for Specific Cash Transfers

Below are the business rules for providing advance notification to Treasury for daily cash management purposes. For each specific transfer of cash projected in the schedule provided in section 6.1.1, RRB shall provide:

- fifteen (15) business days advance written notification for amounts greater than \$2 billion,
- five (5) business days advance written notification for amounts between \$500 million and \$2 billion,
- two (2) business days advance notification of amounts between \$50 million and \$500 million, and
- transfers of less than \$50 million do not require advance notification.

(See Attachment A for the procedures to transfer cash assets to the Investment Trust. Additional guidance on the reporting of large dollar transfers is provided in the Treasury Financial Manual, Volume 1, Part 6, Section 8500 (<http://www.fms.treas.gov/tfm/vol1/v1p6c850.txt>.)

6.2 Transfers of Securities

Subject to the Act, RRB may request Treasury to transfer certain Treasury securities to the Investment Trust. Only securities held by RRB on the date of enactment of the Act (i.e. on December 21, 2001) are eligible to be transferred. RRB shall identify to BPD any specific securities to be transferred to the Investment Trust. Notification shall be signed by the contact for RRB account on file with BPD, and shall be delivered prior to 3:00 p.m. (Eastern Time) in writing to:

Susan Chapman
Director, Division of Federal Investments
Office of Public Debt Accounting
Bureau of the Public Debt
P.O. Box 1328
Parkersburg, WV 26106
Phone Number (304) 480-5111
Fax Number (304) 480-5212

BPD will transfer these securities to the Investment Trust by changing the account in which the securities are held in BPD's investment accounting system from the Railroad Retirement Account, 60X8011, to the Investment Trust account, 60X8118. No transaction activity (redemption or investment) will result from the transfer; however, RRB must report the transfer of the securities between the accounts to FMS. The securities will be maintained in non-marketable, book-entry form.

(See Attachment B for the procedures to transfer Treasury securities currently held by RRB to the Investment Trust.)

6.3 Accounting Treatment for Assets Held by the Investment Trust

RRB will record all cash and investments held by the Investment Trust for RRB as Federal funds held outside of Treasury.

7.0 Reporting Requirements

7.1 Annual Report

Section 105(a)(3)(E) of the Act requires the Investment Trust to submit an annual management report to Congress no later than 180 days after the end of the Investment Trust's fiscal year, and to provide a copy of the management report to the President, RRB, and OMB when it is submitted to Congress.

7.2 Monthly Reporting Requirements

As RRB continues to be responsible for the overall management of the Railroad Retirement System, RRB will be responsible for all budgetary and proprietary reporting of the Investment Trust's transactions, and for reporting to Treasury the amount of cash and the value of investments held by the Investment Trust. Treasury and OMB have developed specialized reporting requirements to handle the complexity added by the use of the Investment Trust to manage the Railroad Retirement System's assets and the disbursing agent to pay pension benefits.

- RRB is required to report all payments to and from the Investment Trust and the RRA, SSEBA, and RRSA on a monthly basis for the month in which the payment occurred.
- The Investment Trust may report on a one month delayed basis to RRB, which in turn will report the information to Treasury on a monthly basis. However, the Investment Trust will work towards improving the timeliness of its reporting, so that the transactions are reported as of the end of the month in which they occurred, consistent with all other Federal reporting.

7.2.1 Monthly Reporting by RRB on the RRA and the SSEBA

Nothing in this memorandum is to be construed as altering RRB's current requirements for monthly financial reporting of activity in the RRA and the SSEBA.

Transfers from the RRA and the SSEBA to the Investment Trust account will be reported as outlays of those accounts and as offsetting receipts of the Investment Trust account. Transfers from the Investment Trust account to the RRA will be reported as outlays of the Investment Trust account and as offsetting receipts of the RRA.

7.2.2 Timing of Monthly Reports by the Investment Trust to RRB

The Investment Trust shall report the information described in sections 7.2.3, 7.2.4, and 7.2.5 on a monthly basis to RRB. Except when Treasury, OMB, RRB and the Investment Trust agree to an alternative reporting schedule, this means that the Investment Trust may report each month's transactions no later than the third workday day of the second month after the transactions have occurred. (Beginning January 2003, the Investment Trust may report no later than the second workday of the second month.)

7.2.3 Required Monthly Information

Except as provided in Section 7.2.4, the Investment Trust shall report the following information to RRB:

- Total market value of non-Federal securities, end of month;
- Total interest earnings on Federal securities;
- Total interest and dividends earned on non-Federal securities;
- Total purchases of non-Federal securities;
- Total sales of non-Federal securities;
- Cash balance, end of month;
- Total purchases (at par) of Federal securities;
- Discounts and premiums on Federal securities at time of purchase
- Total sales (at par) of Federal securities;
- Payments to the disbursing agent;
- Administrative expenses; and,
- Payments received from the RRA, the SSEBA, and the RRSA.

Interest earnings on Federal securities (other than zero coupon bonds) shall include any purchase premiums and/or accrued interest at the time of purchase (as a negative), any periodic interest payments (as a positive), any gains realized from purchase discounts at the time of maturity or sale (as a positive)¹, and any gains or losses on sale. Zero coupon bonds will be valued at market value on a monthly basis. The purchases and sales of all other Federal securities shall be reported at par. (Additional guidance to Federal agencies on reporting for accounts invested in Department of the Treasury securities is provided in the Treasury Financial Manual, Volume 1, Part 2, Chapter 4300 (<http://www.fms.treas.gov/tfm/vol1/v1p2c430.pdf>). For U.S. Standard General Ledger transactions related to reporting for accounts invested in Department of the Treasury securities, further guidance is available at <http://www.fms.treas.gov/ussgl>.)

Interest and dividends earned on non-Federal securities shall be reported on a gross basis. That is, if interest or dividends are reinvested, this shall be reported simultaneously as interest or dividends earned and as purchases of non-Federal securities.

¹ Discounts are reported as a positive in subclass 75 (Unrealized Discount on Investments) at time of purchase. At maturity or sale, the purchase discount is reversed by reporting a negative receipt in subclass 75 and any gain realized from the discount is reported as interest in the 60X8118.2 receipt account as a positive.

RRB shall use the information provided by the Investment Trust to prepare the monthly financial reports for the Investment Trust account (60X8118) and report to Treasury. As long as the Railroad Retirement System payments are disbursed through a FMS Financial Center, RRB shall complete the Statement of Transactions (Form 224) by the fifth workday of the month (the third workday, beginning January 2003). Once the Railroad Retirement System payments are disbursed through a non-Federal disbursing agent, RRB shall complete the Statement of Accountability (Form 1219) and the Statement of Transactions (Form 1220) by the fifth workday of the month. RRB shall use the standard reporting procedures to complete these reports. (Additional guidance to Federal agencies on financial reporting is provided in the Treasury Financial Manual, Volume 1, Part 2. (<http://www.fms.treas.gov/tfm/vol1/v1p2c100.html>.) The table in Appendix C provides detailed guidance for reporting each class of anticipated transactions.

7.2.4 Monthly Valuation of Assets Held by the Investment Trust

As mentioned above, RRB shall report the total market value of the portfolio of non-Federal securities held by the Investment Trust to Treasury on a monthly basis. Realized and unrealized gains and losses (net of purchases and sales) on the portfolio of non-Federal securities held by the Investment Trust shall be reported as offsetting receipts. The Investment Trust may report this mark-to-market valuation of the portfolio to RRB on a 30-day delay basis. RRB will calculate gains and losses on non-Federal securities as follows:

Total market value of non-Federal securities, end of the current month
+ Sales of non-Federal securities
- Purchases of non-Federal securities
- Total market value of non-Federal securities, end of previous month

The Parties agree that it would be difficult and expensive to revalue certain classes of non-Federal assets held by the Investment Trust on a monthly basis. Therefore, the Investment Trust shall be required to revalue monthly only assets for which current market quotations are readily available in nationally recognized financial media. The Investment Trust may revalue all other assets on an annual basis (at the end of the fiscal year).

7.2.5 Administrative Expenses

The Investment Trust shall report its direct expenditures for administrative expenses to RRB each month on an aggregate basis. In addition, at least once each year (at the end of the fiscal year) the Investment Trust shall report the amount of administrative expenses incurred by investment management firms that invest on its behalf. To the extent that these firms deduct their administrative expenses from earnings reported to the Investment Trust, the Investment Trust shall report the amount of estimated administrative expenses separately and increase amounts of earnings reported by the same amount.

7.2.6 Certification of Monthly Information

RRB shall certify to Treasury that it has reported the information provided to it by the Investment Trust. RRB's certification will not be construed as certifying to the accuracy of the information provided by the Investment Trust. Ensuring the accuracy of the information provided on a monthly basis is a responsibility of the Investment Trust. However, RRB is responsible for ensuring that the annual information reported to Treasury is consistent with the Investment Trust's audited financial statements subject to differences between the budget and financial reporting in the basis for measurement of transactions. To the extent there are differences for other reasons, RRB will work with the Investment Trust to correct the information reported to Treasury.

7.2.7 Benefit Payments

RRB's reporting of monthly benefit payments is not covered by the one month delay permitted by paragraph 7.2.2 because RRB will have the information necessary to report benefit payments at the end of the month in which the benefits are paid. Under the Act, RRB continues to have the responsibility for determining who is entitled to railroad retirement benefits, the amount of each benefit, and the timing of payments. In addition, RRB will direct the Investment Trust to transfer funds to the disbursing agent sufficient to pay railroad retirement non-SSEB tier 1, tier 2 and supplemental benefits.

7.3 Required Quarterly Reporting

On a quarterly basis, RRB will also be required to complete FACTS II (Federal Agencies' Centralized Trial-Balance System II) reporting based on information provided by the Investment Trust. FACTS II will allow RRB to submit one set of accounting data (mostly budgetary, but some also proprietary) that fulfills the needs of the FMS 2108 Year-End Closing Statement and the SF 133 Report on Budget Execution. The reporting schedule and additional guidance related to FACTS II reporting is provided in the FMS website at <http://www.fms.treas.gov/ussgl/factsii/index.html>.

7.4 Required Yearly Reporting

RRB shall report the financial information as required in the Treasury Financial Manual, Volume I, Part 2, Chapter 4000 (I TFM 2-4000) Federal Agencies' Centralized Trial-Balance System (FACTS I) to FMS, using Treasury Fund Account Symbol number 60X8118 which will include the information on the activities and balances of the Investment Trust.

8.0 Revision of Reporting Requirements

If necessary, this memorandum will be updated as needed, with consent of the Parties, to reflect changes in reporting requirements published in OMB's Circular No. A-11.

Attachments

9.0 Signatures

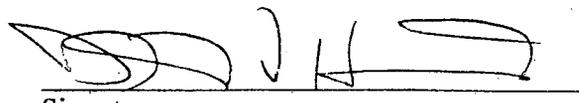
Railroad Retirement Board


Signature

Steven A. Bartholow
General Counsel/Senior Executive Officer

10/16/2002
Date

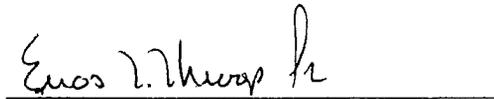
Department of the Treasury


Signature

Donald V. Hammond
Fiscal Assistant Secretary

10/18/02
Date

National Railroad Retirement
Investment Trust


Signature

Enos T. Throop, Jr.
Chief Investment Officer

October 21, 2002
Date

Office of Management and Budget


Signature

Richard P. Emery, Jr.
Assistant Director for Budget Review

10/28/2002
Date

Cash Transfer to the National Railroad Retirement Investment Trust Procedures

Objective	RRB / Trust Action	Treasury Action
Initial Transfer of Excess Balances (Cash) from RRB Accounts to Trust	<p>The Trust, through RRB, has provided a schedule to Treasury (OFAS) of pending transfers of the initial balances in the Railroad Retirement Account (60X8011), the Social Security Equivalent Benefit Account (60X8010) and the Railroad Retirement Supplemental Account – (60X8012). With this advance notification, funds can be made available to Trust on specified dates.</p> <p><i>Updates to the schedule of transfers should be provided, in writing, to:</i> David J. Monroe Director, Office of Cash and Debt Management Department of the Treasury 1500 Pennsylvania Ave, NW Washington, DC 20220 Fax Number – (202) 874-4775</p>	<p>Treasury (OFAS – OCDM) identifies need for requested amount of cash and plans to have funds available.</p> <p>Depending on size of transfer, Treasury may be able to make transfers of cash without the full 30-day notice. However, the 30-day notice will enable Treasury to ensure that the full amount of funds will be able to be transferred in 30 days. Treasury will work with RRB and the Trust on specific timing of transfers.</p>
	<p>RRB instructs BPD to liquidate securities held in accounts 60X8011, 60X8010 and 60X8012 by sending redemption instruction to BPD designating specific securities to liquidate. (Standard procedures, using Request for Investment/Redemption Form)</p>	<p>BPD liquidates securities. Increases cash balance of investment accounts.</p>
	<p>RRB instructs FMS to move cash balance from 60X8011, 60X8010 and/or 60X8012* account to Investment Trust's account at its designated custodial bank.</p> <p>RRB certifying officer will use the Electronic Certification System or complete a hardcopy SF 1166 and send it to FMS Regional Financial Center, to move money to Trust account outside of Treasury.</p>	<p>FMS will effect the transfer of the funds to the Trust's account at its designated financial institution. (The transfer will most likely occur electronically, either by automated clearinghouse credit, or wire transfer at the option of RRB.)</p>
	<p>RRB will report the outlay of funds from accounts 60X8010, 60X8011, and/or 60X8012 on the current month SF 224 for those accounts, and report an offsetting receipt to account 60X8118 with a subclass of (41) on the current month SF 224 to indicate funds were moved to the Investment Trust outside of Treasury.</p>	
<p>* Once all funds in the Supplemental Benefit Account (60X8012) are transferred to the Trust, this account will be eliminated. The other two accounts will have ongoing activity.</p>		

<p>On-going transfers of funds to the Investment Trust</p>	<p>RRB will identify amount of funds to move to the investment Trust.</p> <p>Funds shall be transferred in accordance with the notification timeframes outlined in Section 6.1.2.</p> <p><i>Notification should be sent in writing to:</i> Cash Forecasting Division Cash Accounting and Reporting Directorate Financial Management Service Department of the Treasury 3700 East West Highway, Room 5A09 Hyattsville, Maryland 20782 Fax Number: 202-874-9945 Or: 202-874-9984 Telephone: 202-874-9790 e-mail: funds.control@fms.treas.gov</p>	
	<p>If funds are invested in short term, par-value-Treasury securities, RRB instructs BPD to liquidate securities held in accounts 60X8011, or 80X8010 by sending redemption instruction to BPD designating specific securities to liquidate. (Standard procedures, using Request for Investment/Redemption Form)</p>	<p>BPD liquidates securities. Increases cash balance of investment accounts.</p>
	<p>RRB instructs FMS to move a cash amount from the 60X8011 and/or 60X8010 account(s) to designated account of the Trust.</p> <p>RRB certifying officer will use the Electronic Certification System or complete a hardcopy SF 1166 and send it to FMS Regional Financial Center, to move money to Trust account outside of Treasury.</p>	<p>FMS will effect the transfer of the funds to the Trust's account at its designated financial institution. (The transfer will most likely occur electronically, either by automated clearinghouse credit, or wire transfer at the option of RRB.)</p>
	<p>RRB will report the outlay of funds from accounts 60X8010, 60X8011, and/or 60X8012 on the current month SF 224 for those accounts, and report an offsetting receipt to account 60X8118 with a subclass of (41) on the current month SF 224 to indicate funds were moved to the Investment Trust outside of Treasury.</p>	

Securities Transfer to the National Railroad Retirement Investment Trust
(Including the Transfer of the Proceeds of Redeemed Securities held by the Investment Trust)

Procedures

Objective	RRB / Trust Action	Treasury Action
Transfer of Currently-held Securities from RRB to Trust	<p>RRB identifies specific securities to transfer to the Trust ownership. (In writing to BPD using established contact for RRB account as signatory.)</p> <p><i>(Notification should be provided, in writing, to:)</i> Susan Chapman Director, Division of Federal Investments Office of Public Debt Accounting Bureau of the Public Debt P.O. Box 1328 Parkersburg, WV 26106 Phone Number (304) 480-5111 Fax Number (304) 480-5112</p>	<p>BPD changes the ownership of the securities, by changing the account in which the securities are held in InvestOne from the RRB account, 60X8011, to the account for Trust activity, 60X8118. No transaction activity (redemption or investment) occurs.</p>
	<p>Trust must establish a designated contact for new account. Completes Fund Information Form and submits it to BPD at the above address.</p>	
	<p>RRB must report the transfer of securities from 60X8011 to 60X8118 to FMS via the monthly account transaction reporting (SF 224).</p>	
Redemption of Securities held by the Trust at BPD	<p>Trust completes Request for Investment/Redemption Form identifying security to be redeemed and submits it to BPD.</p>	<p>BPD liquidates designated securities and increases cash balance in Investment Account (60X8118).</p>
Transfer of the Proceeds (Cash) of a Redemption to the Trust	<p>Trust requests that RRB instructs FMS to move cash balance from 60X8118 account to Trust.</p> <p>Funds shall be transferred in accordance with the notification timeframes outlined in Section 6.1.2.</p> <p><i>Notification should be sent in writing to:</i> Cash Forecasting Division Cash Accounting and Reporting Directorate Financial Management Service Department of the Treasury 3700 East West Highway, Room 5A09 Hyattsville, Maryland 20782 Fax Number: 202-874-9945 Or: 202-874-9984 Telephone: 202-874-9790</p>	<p>FMS will effect the transfer of the funds to the Trust account at its designated financial institution. (The transfer will most likely occur electronically, either by automated clearinghouse credit, or wire transfer at the option of RRB.)</p>

e-mail: funds.control@fms.treas.gov

RRB certifying officer will use the Electronic Certification System or complete a hardcopy SF 1166 and send to FMS Regional Financial Center, to move money to Trust account outside of Treasury.

Railroad Investment Trust
Accounting for Transactions
Funds 60X8010, 60X8011, 60X8012 and 60X8118

Attachment C

	Transaction	USSGL	SF 224	60X8010, 60X8011, 60X8012		60X8118	
				RRB		NRRIT	
				Debit	Credit	Debit	Credit
1.	<u>Anticipated Appropriation</u> Proprietary	None					
	Budgetary	4120 Appropriations Anticipated - Indefinite 4450 Unapportioned Authority		100			
2.	<u>Apportionment</u> Proprietary	None					
	Budgetary	4450 Unapportioned Authority 4590 Apportionments Unavailable - Anticipated Resources		100	100		
3.	<u>Tax Receipts</u> Proprietary	1010 Fund Balance With Treasury 5800 Tax Revenue Collected	60X8010.2 60X8011.2 (Reported by Treasury)	100	100		
	Budgetary	4114 Appropriated Trust or Special Fund Receipts 4120 Appropriations Anticipated - Indefinite		100	100		
4.	<u>Apportionment and Allotment</u> Proprietary	None					
	Budgetary	4590 Apportionments Unavailable - Anticipated Resources 4510 Apportionments 4510 Apportionments 4610 Allotments - Realized Resources		100	100		
5.	<u>Transfer Funds to RIT</u> Proprietary	5760 Expenditure Financing Sources - Transfers Out 1010 Fund Balance With Treasury		85	85		
	Budgetary	1130 Funds Held by the Public 5750 Expenditure Financing Sources - Transfers In 4610 Allotments - Realized Resources 4902 Delivered Orders - Obligations, Paid 4114 Appropriated Trust or Special Fund Receipts 4620 Unobligated Funds Not Subject to Apportionment	(09)60X8010 (09)60X8011 (09)60X8012 (41)60X8118 60X8118.5 60X8118.4 60X8118.6			85	85

Railroad Investment Trust
 Accounting for Transactions
 Funds 60X8010, 60X8011, 60X8012 and 60X8118

Attachment C

Transaction	USSGL	60X8010, 60X8011, 60X8012		60X8118	
		SF 224		NRRIT	
		Debit	Credit	Debit	Credit
6. <u>Purchases of Treasury Securities at Par²</u> Proprietary	1610 Investment in U.S. Securities (par) 1130 Funds Held by the Public	(88)60X8118 (41)60X8118		10	10
Budgetary	None				
7. <u>Sale of Treasury Securities at Par²</u> Proprietary	1130 Funds Held by the Public 1610 Investment in U.S. Securities (par)	(41)60X8118 (98)60X8118		5	5
Budgetary	None				
8. <u>Earnings on Federal Securities</u> Proprietary	1130 Funds held by the Public 5310 Earnings on Investments	(41)60X8118 60X8118.2		1	1
Budgetary	4114 Appropriated Trust or Special Fund Receipts 4620 Unobligated Funds Not Subject to Apportionment			1	1
9. <u>Purchase of Federal Agency Securities at Par²</u> Proprietary	1620 Investment in Securities Other than Public Debt 1130 Funds held by the Public	(80)60X8118 (41)60x8118		10	10
Budgetary	None				
10. <u>Sale of Federal Agency Securities at Par²</u> Proprietary	1130 Funds held by the Public 1620 Investment in Securities Other than Public Debt	(41)60x8118 (90)60x8118		10	10
Budgetary	None				
11. <u>RITC Purchases of Non-Federal Securities</u> Proprietary	1620 Investment in Securities Other than Public Debt 1130 Funds Held by the Public	(42)60x8118 ¹ (41)60X8118		73	73
Budgetary	4620 Unobligated Funds Not Subject to Apportionment 4394 Receipts unavailable for Obligation Upon Collection			73	73

Railroad Investment Trust
Accounting for Transactions
Funds 60X8010, 60X8011, 60X8012 and 60X8118

Attachment C

Transaction	USSGL	SF 224	60X8010, 60X8011, 60X8012		60X8118	
			RRB		NRRIT	
			Debit	Credit	Debit	Credit
12. <u>Mark to Market for Unrealized Gain (Non-Federal Securities)</u>						
Proprietary	1618 Market Adjustment - Investments 7180 Unrealized Gain - Investments	(42)60X8118 ¹ 60X8118.1		20		20
Budgetary	4114 Appropriated Trust or Special Fund Receipts 4394 Receipts Unavailable for Obligation Upon Collection			20		20
13. <u>RITC Sale of Non-Federal Securities</u> (reflecting market adjustment- realized gain)						
Proprietary	1130 Funds Held by the Public 1620 Investment in Securities Other than Public Debt 7110 Gains on Disposition of Assets 7180 Unrealized Gain - Investments 1618 Market Adjustment - Investments	(41)60X8118 (42)60X8118 ¹ 60X8118.1 60X8118.1 (42)60X8118 ¹		100		73 27 20
Budgetary	4114 Appropriated Trust or Special Fund Receipts 4394 Receipts Unavailable for Obligation Upon Collection 4620 Unobligated Funds Not Subject to Apportionment			7 93		20 100
14. <u>Payment of Admin Expenses</u>						
Proprietary	6100 Operating Expenses 1130 Funds Held by the Public 1010 Fund Balance with Treasury ³ 1010 Fund Balance with Treasury	(10)60X8118 (41)60X8118		2 2		2 2
Budgetary	4620 Unobligated Funds Not Subject to Apportionment 4902 Delivered Orders-Obligations, Paid			2		2
15. <u>Payment of Benefits</u>						
Proprietary	6400 Benefit Expenses 1130 Funds Held by the Public 1010 Fund Balance with Treasury ³ 1010 Fund Balance with Treasury	(61)60X8118 (41)60X8118		2 2		2 2
Budgetary	4620 Unobligated Funds Not Subject to Apportionment 4902 Delivered Orders-Obligations, Paid			2		2

Transaction	USSGL	SF 224	60X8010, 60X8011, 60X8012		60X8118	
			RRB		NRRIT	
			Debit	Credit	Debit	Credit
16. <u>Interest and Dividends Received (Non-Federal Securities)</u>						
Proprietary	1130 Funds Held by the Public	(41)60X8118			5	
	5310 Interest Revenue	60X8118.3				5
Budgetary	4114 Appropriated Trust or Special Fund Receipts				5	
	4620 Unobligated Funds Not Subject to Apportionment					5
17. <u>Mark to Market for Unrealized Loss (Non-Federal Securities)</u>						
Proprietary	7280 Unrealized Loss - Investments	60X8118.1			10	
	1618 Market Adjustment - Investments	(42)60X8118 ¹				10
Budgetary	4394 Receipts Unavailable for Obligation Upon Collection				10	
	4114 Appropriated Trust or Special Fund Receipts					10
18. <u>Transfer Zero-Coupon Bonds to NRRIT</u>						
Proprietary	1630 Investments - ZCBs	(88)60X8011		1,000		
	1631 Unamortized Discount - ZCBs	(72)60X8011	400			
	1633 Amortization of Discount - ZCBs		200			
	1638 Market Adjustment - ZCBs	(72)60X8011	100			
	7110 Gains on Disposition of Assets			200		
	1630 Investments - ZCBs	(88)60X8118			1,000	400
	1631 Unamortized Discount - ZCBs	(72)60X8118				100
	1638 Market Adjustment - ZCBs	(72)60X8118				
Budgetary	None					
19. <u>Mark to Market - Zero Coupon Bonds</u>						
Proprietary	1638 Market Adjustment - Investments in zero coupon bonds	(72)60X8118			50	
	5310 Interest Revenue	60X8118.1				50
Budgetary	4114 Appropriated Trust or Special Fund Receipts				50	
	4394 Receipts Unavailable for Obligation Upon Collection					50

¹ Until programming changes are in effect for Treasury's central accounting system, monthly reporting to Treasury of subclass 42 (investments in non-Federal securities) is not required. However, balances for non-Federal securities should be reflected as a footnote in the 4th quarter FACTS II submission for year-end reporting.

² For Federal securities purchased at a premium, discount, or include accrued interest, refer to existing U.S. Standard General Ledger guidance for budgetary and/or proprietary accounting transaction entries. Additionally, for SF224 reporting, if investments are in non-guaranteed Federal Agency Securities use subclass 81 for investments and 91 for redemptions.

³ This is an automatic system entry. Do not report on the SF224.

**Transfer of Funds from the National Railroad Retirement Investment Trust
to Treasury for Disbursing Purposes**

Procedures

Objective	RRB / Trust Action	Treasury Action
<p>Transfers of Funds (Cash) from the Trust to Treasury for Disbursement</p>	<p><i>Note: These procedures will only be used in the event that funds held by the Trust are required to be transferred back to the Treasury to make benefit payments. Once the non-Federal disbursing agent is in place, funds should not need to be returned to Treasury.</i></p> <p>RRB advises the Trust that funds should be returned to the Treasury for disbursement of benefit payments.</p> <p>The Trust will liquidate assets and transfer funds, by wire transfer, to the Treasury's account at the New York Federal Reserve Bank to the credit of the RRB.</p> <p>Should it be necessary to transfer amounts in excess of \$50 million from the Investment Trust to the RRB, a large dollar deposit notification would be required to be sent by RRB to:</p> <p>Cash Forecasting Division Cash Accounting and Reporting Directorate Financial Management Service Department of the Treasury 3700 East West Highway, Room 5A09 Hyattsville, Maryland 20782 Fax Number: 202-874-9945 Or: 202-874-9984 Telephone: 202-874-9790 e-mail: funds.control@fms.treas.gov</p>	<p>Through the Fedwire Deposit System, the RRB will be credited with immediately available funds from the wire transfer.</p> <p>(A separate memorandum of understanding covers the disbursement of benefit payments by FMS until a non-Federal disbursing agent is selected.)</p>

APPENDIX D

MEMORANDUM OF UNDERSTANDING

Delineating Responsibilities and Procedures for (i) Financial Audits and (ii) Performance Assessment Evaluations with Respect to Assets Held by the National Railroad Retirement Investment Trust

The National Railroad Retirement Investment Trust (NRRIT) and the Railroad Retirement Board¹ (RRB) (collectively, the Parties) agree to the following financial audit and performance assessment responsibilities respecting assets held by NRRIT for the RRB.

1.0 General

The parties agree that, (i) while subsection 15(j) of the Railroad Retirement Act of 1974 (45 U.S.C. 231n) as added by the Railroad Retirement and Survivors' Improvement Act of 2001 (P.L. 107-90) (the Act) provides that NRRIT is not a department, agency, or instrumentality of the Federal Government, the cash and investments held by NRRIT for the RRB are nevertheless assets of the Federal Government and must be accounted for and reported as such; (ii) the act provides that NRRIT is not subject to the requirements of Title 31 of the U.S. Code (including apportionment); and (iii) the annual financial audit of NRRIT required by the Act shall be prepared in accordance with Generally Accepted Accounting Principles (GAAP).

2.0 October 2002 Memorandum of Understanding

The parties agree that this new Memorandum of Understanding does not modify the budgetary, accounting, and financial reporting responsibilities agreed to among NRRIT, the RRB, the Department of the Treasury (Treasury), and the Office of Management and Budget (OMB) in their October 2002 Memorandum of Understanding.

3.0 Fiscal Year of NRRIT

As provided for in section 2.0 of the October 2002 Memorandum of Understanding, NRRIT uses the same fiscal year as the Federal Government. Currently, the Federal Government's fiscal year begins on October 1 and ends on September 30 of the following calendar year.

4.0 Year End Asset Data and Annual Financial Audit

¹ For purposes of this Memorandum of Understanding, the parties agree that references to the Railroad Retirement Board do not include the Railroad Retirement Board's Office of Inspector General, which under the Act, does not have audit or review responsibilities with respect to the National Railroad Retirement Investment Trust.

4.1 Retention of Independent Public Accounting Firm

As required by the Act, NRRIT “shall annually engage an independent qualified public accountant to annually audit the financial statements of the Trust.” The parties agree that this public accounting firm shall be national in scope with the size and experience to manage the complex audit of an investment trust the size and with the diverse portfolio of financial assets of NRRIT, and do so in the limited time provided by the RRB to perform such an audit.

4.2 Transmittal of Fiscal Year Asset Data Audited Financial Statements to RRB

No later than 45 days after the close of its fiscal year (unless that date is extended by the RRB), NRRIT shall transmit its audited financial statements and independent auditor’s report to the RRB for inclusion in the RRB’s year-end financial statements.

5.0 Performance Reviews

Since its inception, NRRIT periodically has retained qualified independent professionals to review aspects of its operations, including its internal financial controls and aspects of its investment operations. The results of each of these written reviews have been shared with the RRB by NRRIT with explanatory information about actions taken with respect to recommendations received. Evaluating the results of these performance reviews has contributed to the RRB’s management of its oversight responsibilities with respect to NRRIT under the Act. The parties agree that these performance reviews are beneficial and should continue to take place on a regular basis, and therefore agree to the following:

5.1 Timing of Performance Reviews

The parties agree that performance reviews should be regularly scheduled every three years, beginning in calendar year 2015, with the understanding that additional reviews could be scheduled, if warranted.

5.2 Structuring of Performance Reviews

The parties agree to consult as to (i) the key subject areas to be priority topics for review and the timeline for the consideration of these subject areas; (ii) the scope of each individual performance review (see areas identified in 5.3 below); (iii) the type of skills needed (*e.g.*, expertise in portfolio management, governance, fiduciary responsibilities) for a qualified, independent, non-governmental organization to undertake the review; (iv) the duration of the review; and (v) the form of the review report.

5.3 Scope of Performance Reviews

The parties agree that the following areas are appropriate for performance reviews:

- Overall organizational structure and resources;
- Board governance structure and practices, including investment recommendation and approval processes, use of committees, adequacy of meeting minutes, etc.;
- Fiduciary responsibility issues;
- Conflicts of interest policies;
- Investment staff structure, recruitment and retention, qualifications, and compensation;
- Investment Guidelines, asset allocation, and performance benchmarks;
- Investment Plan;
- Measurement of investment performance;
- Practices with respect to alternative or non-traditional investments;
- Manager search practices, due diligence, and investment management contract templates;
- Manager costs and fees;
- Internal financial controls and management of operations;
- Trust and custody arrangements;
- Brokerage, trading and transitional costs.

5.4 Management and Cost of Performance Reviews

The parties agree that the details of a performance review will be carried out pursuant to the consultations in 5.2 above, and NRRIT shall be responsible for the management of the performance review process and the costs of the performance audit.

5.5 Assessment of Results of Performance Reviews

After the completion of each performance review, the parties shall meet to review the results of the performance review and assess what changes to NRRIT practices or procedures, if any, might be appropriate.

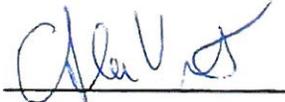
6.0 Effective Date and Revision of Agreement

This agreement is effective on the date it has been signed by both parties. This agreement continues in effect until terminated or modified. The parties agree to review this agreement seven (7) years from the effective date to determine whether the provisions of this agreement

require amendment or revision; provided, however, that the parties may agree to amendment at any earlier time during that period.

7.0 Signatures

National Railroad Retirement Investment Trust



Alec Vincent
Chair

10/7/14

Date

Railroad Retirement Board



Michael S. Schwartz
Chair

10/22/14

Date

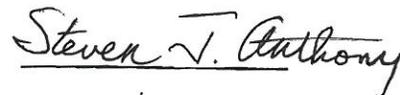


Walter A. Barrows
Labor Member

10/20/14

Date

Steven J. Anthony
Management Member



Date

10/22/14

APPENDIX E

CONFLICTS OF INTEREST
Policy Statement of the
National Railroad Retirement Investment Trust

Statement of policy

The policy of the National Railroad Retirement Investment Trust (the "Trust") with respect to conflicts of interest requires that the Trustees and all employees (hereinafter "NRRIT personnel") avoid any conflict or appearance of conflict between their personal interests and the interest of the Trust in dealing with all entities or individuals doing or seeking to do business with the Trust. Underlying these standards is the fundamental proposition that all NRRIT personnel must discharge their duties solely in the interest of the Railroad Retirement Board and through it, the participants and beneficiaries of the programs funded under the Railroad Retirement Act of 1974, as amended.

Personal finances

NRRIT personnel shall not, without the consent of the Board of Trustees, hold or acquire a financial interest in any enterprise which to the knowledge of the individual has any business relationship with the Trust, or is seeking to establish such business relationship. A financial interest shall not include securities in a publicly traded company held directly or indirectly, provided that such interest is less than one percent (1%) of the outstanding shares of such company or debt of such company.

Outside activities

NRRIT personnel shall not hold any position with any other enterprise, the existence of which would conflict or might reasonably be supposed to conflict with the individual's performance of his or her duties or responsibilities to the Trust without full and complete disclosure thereof to the Board of Trustees.

NRRIT personnel shall not negotiate employment with any person or entity that is doing business or seeking to do business with the Trust without full and complete disclosure thereof to the Board of Trustees.

Inside information

NRRIT personnel shall maintain the confidentiality of all information related to deliberations and decisions, including but not limited to investment decisions, of the Trust and shall not use such information for personal profit or allow it to be used for personal profit of others.

Gratuities

NRRIT personnel, or members of their families, shall not accept gifts from any person, firm or corporation doing business or seeking to do business with the Trust, of such a nature or in such a circumstance that a reasonable person could infer that the acceptance of such gifts might unduly influence the individual in the performance of his or her duties. In deciding whether to accept any gift from such person, firm or corporation, NRRIT personnel, or members of their families should exercise proper judgment and as a general rule, should not accept any gift with a fair market value in excess of \$100.

NRRIT personnel, or members of their families, may accept entertainment-related services (e.g., food or beverages, invitations to attend a sporting event or participate in a sporting activity) where they are (a) reasonable in scope, (b) associated with a bona fide business meeting or conference, and (c) provided to others as a normal part of doing business in the industry or profession. Moreover, consistent with policies established by the SEC and NASD for investment managers, entertainment-related services may be accepted by NRRIT personnel or members of their families only when a representative of the host accompanies such individuals to the event. If no representative of the host is present at the event, such services are regarded as gifts and subject to the gift policies above.

Notwithstanding the terms of the preceding two paragraphs, NRRIT personnel, or members of their families shall not accept money or any other thing of value in connection with any investment made by or for the Trust, nor shall any such person have any pecuniary interest in such investment.

Disclosure

Whenever a NRRIT personnel becomes aware of a conflict of interest, or has any question as to any activity, interest, or relationship which could be construed as a conflict of interest, such individual shall promptly report the circumstances to the Board of Trustees.

All NRRIT personnel shall annually sign a statement affirming that such person has:

- a. received a copy of this conflict of interest policy,
- b. read and understands this policy, and
- c. agreed to comply with its terms.

As approved and adopted in amended form by the Board of Trustees on January 16, 2013. This Policy Statement was originally approved and adopted by the Board on July 19, 2002.

APPENDIX F

CONFIDENTIALITY
Policy Statement of the
National Railroad Retirement Investment Trust

Statement of general policy

The Board of Trustees (the “Board”) of the National Railroad Retirement Investment Trust (the “Trust”) recognizes the sensitivity of all deliberations related to investment decision making, particularly in a Trust of this size and unique statutory structure. As such, the Board has adopted a policy that requires that the Trustees, Trust Advisors, and all Trust employees (hereinafter "NRRIT personnel"), as well as any investment advisor, manager, or custodian retained by the Trust, maintain the confidentiality of all information related to investment deliberations and decisions and other operations of the Trust.

The Trustees also recognize their statutory obligation to discharge their duties solely in the interest of the Railroad Retirement Board and through it, the participants and beneficiaries of the programs funded under the Railroad Retirement Act of 1974. As such, the Trust shall respond to any inquiry of the Railroad Retirement Board with respect to investment activities of the Trust, but shall do so in a manner so as to maintain the confidentiality of such information, under such terms and conditions as may be developed by Trust counsel and the General Counsel of the Railroad Retirement Board. Any request for confidential information from any other agency or instrumentality of the Federal Government shall be considered by the Trustees on a case-by-case basis and in consultation with the Railroad Retirement Board.

Confidential information

All information relating to Trust business, including Trustee investment and business deliberations, internal staff deliberations, Board and Committee meeting book materials and meeting minutes, Trust investment plans, manuals and memoranda, internal investment analyses, meeting summaries or notes, and all other similar work papers should be treated as confidential by NRRIT personnel, unless (1) release of such information is required to carry out a direction from the Board, (2) is otherwise authorized by the Board or the Chief Investment Officer, or (3) is included in summary or aggregate form in annual reports that are required pursuant to the Act, or any other applicable Federal law.

Continuing Obligation to Preserve Confidentiality

All confidential information of the Trust is the sole and exclusive property of the Trust, and the obligation to preserve such confidentiality shall continue for former NRRIT personnel after their professional affiliation with the Trust ends.

Annual Affirmation

All NRRIT personnel annually shall sign a statement affirming that such person has:

- a. received a copy of this confidentiality policy,
- b. read and understands this policy, and
- c. agreed to comply with its terms.

Approved by the Board of Trustees on January 27, 2005.

APPENDIX G

NATIONAL RAILROAD RETIREMENT INVESTMENT TRUST PROXY VOTING POLICY STATEMENT

I. PURPOSE

The purpose of the National Railroad Retirement Investment Trust's ("NRRIT" or the "Trust") Proxy Voting Policy Statement is to provide investment managers and the Railroad Retirement Board (the "RRB") with written documentation of the requirements for the voting of proxies for assets held in NRRIT's accounts.

Section 15(j)(5)(A) of the Railroad Retirement Act of 1974 (the "Act"), as amended by NRRIT's enabling legislation, the Railroad Retirement and Survivors' Improvement Act of 2001, sets forth the fiduciary duties of NRRIT's Board of Trustees. Specifically, the Trustees are required to discharge their duties with respect to Trust assets, including the voting of proxies, "solely in the interest" of the RRB, and through it, the participants and beneficiaries of the programs funded through the Trust. Although the Trust is not subject to ERISA, the general prudence standard set forth in the Act is based upon the general fiduciary standards imposed by ERISA.

II. RESPONSIBILITIES OF INVESTMENT MANAGERS

Independent investment managers retained by the Trust pursuant to Section 15(j)(4)(B) of the Act will be fiduciaries of the Trust, and as such they will be required to exercise the same duties of loyalty and care in managing Trust assets. Where the Trust delegates management authority with respect to specified Trust assets to an investment manager, such investment manager will have exclusive authority to vote all proxies related to the Trust securities under its control unless such authority is expressly limited in the investment manager's contract with the Trust. Prudent investment management includes the voting of proxies consistent with the investment manager's own proxy voting guidelines and solely in the interest of the participants and beneficiaries of the Railroad Retirement system.

Each investment manager retained by the Trust will agree to fulfill the following responsibilities:

- A. Each investment manager will be obligated to vote all proxies on securities held by such manager in the Trust's portfolios.
- B. Each investment manager will be expected to carefully examine all proxy issues. The decision with respect to the proxy vote must be made on a case by case basis, prudently and solely in the interest of the participants and beneficiaries of the Railroad Retirement System.
- C. Each investment manager must adopt and implement written policies and procedures that are reasonably designed to ensure that proxies with respect to Trust assets will be voted in the best interest of the participants and beneficiaries of the Railroad Retirement System. The manager must provide to the Trust: (i) a copy of its proxy

voting guidelines, and (ii) a summary of its procedures for recording proxy votes and reporting them to the Trust.

- D. Decisions with respect to proxy voting may be delegated by the investment manager to an independent third party advisory firm, provided however that such advisory firm must exercise its judgment in a manner that it is consistent with this Proxy Voting Policy Statement and with the proxy voting policy of the investment manager.
- E. Each investment manager must accurately record its proxy votes for each Trust security held and the basis for such votes. The votes may be tallied by general category. These records must be made available to the Trust upon its request.
- F. Each investment manager must provide to the Trust on a quarterly basis:
 - 1) Written certification that all proxies with respect to Trust securities have been voted solely in the interest of the participants and beneficiaries of the Railroad Retirement system;
 - 2) Written certification that neither the officers of the investment management firm nor their personnel have been unduly influenced by outside sources regarding the voting of any proxy;
 - 3) In cases where a conflict of interest has been identified, written certification that adequate measures were taken to ensure that such conflict did not affect any proxy vote and documentation explaining the nature of such conflict; and
 - 4) Adequate documentation to report all proxy votes with respect to Trust securities cast by the investment manager and, for all non-routine matters, the basis for such votes.

III. COORDINATION WITH CUSTODIANS

The investment manager will have the responsibility of ensuring that all proxies with respect to Trust securities are voted, and will coordinate as necessary with the custodians of the Trust's assets to see that this responsibility is carried out.

Should the investment manager not receive proxy solicitation materials on a timely basis from the custodian, which could prevent normal handling of the materials and timely voting from taking place, the investment manager may designate the custodian as its agent to vote the proxy in question. Under these circumstances, the investment manager will not be relieved of its fiduciary responsibility for the voting of proxies; therefore, the investment manager must provide the custodian with specific voting instructions.

IV. RESPONSIBILITIES OF THE TRUST

Consistent with its fiduciary duties as they relate to the voting of proxies, the Trust assumes the following responsibilities:

- A. As part of its due diligence review of prospective investment managers and its ongoing oversight of current managers, the Trust's investment staff will review each investment manager's policies and procedures with respect to proxy voting to ensure that they are in compliance with this Proxy Voting Policy Statement.
- B. Upon receipt of the documentation submitted quarterly by the investment managers, the Trust's investment staff will review and report to the Board of Trustees regarding each investment manager's proxy voting record with respect to Trust securities.
- C. The Board of Trustees shall annually review the report of the Trust's investment staff with respect to proxy voting of Trust securities.
- D. The Trust reserves the right to modify or rescind the proxy voting authority delegated to an investment manager at any time.

V. DOCUMENTATION

This Proxy Voting Policy Statement will be (i) attached to the Trust's Investment Guidelines, and (ii) incorporated by reference into each investment management agreement entered into by the Trust.

Revised and Approved by the Board on March 29, 2011

APPENDIX H

National Railroad Retirement Investment Trust

Audit Committee Charter

It shall be the duty of the Audit Committee to:

1. Retain an independent auditor pursuant to an engagement and fee letter approved by the Committee to perform the annual audit of the Trust, review the results of such audit and all other reports received from the auditor. In selecting an auditor the Committee shall take into consideration the auditing firm's particular expertise with institutions that manage complex investment portfolios.
2. Hold periodic meetings with the auditor to discuss any and all matters brought to the attention of the Committee by the auditor. Require that the auditor not undertake any non-audit consulting assignment for the Trust without the prior approval of the Audit Committee.
3. Require that the auditor promptly disclose the results of any examination or inspection made by the Public Company Accounting Oversight Board, the Securities and Exchange Commission, and any other governmental or other regulatory body related to independence, audit quality, or any other significant matters.
4. Review annual financial certification prepared by CIO and Chief Financial and Operating Officer affirming the completeness and accuracy of the Trust's statement of financial position and the integrity of the Trust's internal control structure and procedures for financial reporting.
5. Review and provide a recommendation to the Board with respect to draft Annual Management Report prepared for transmittal to Congress as required by The Railroad Retirement Act of 1974 (the "Act").
6. Manage the Trust's program of periodic internal audits, including coordination and consultation with the Railroad Retirement Board with respect to such reviews.
7. Oversee the Trust's conflicts-of-interest and confidentiality policies to ensure that the Trustees, its employees and agents comply with duties and responsibilities specified in the Railroad Retirement Act, and fiduciary responsibilities arising under the Act or other applicable law.
8. Establish and maintain a secure process for receiving, retaining and handling named or anonymous complaints or "whistleblower" submissions related to action of any Trustee, Trust employee or Trust agent that might constitute fraud or result in an

inaccurate or incomplete recording of the Trust's financial or accounting information.

9. Oversee the Trust's federal and District of Columbia tax filings including the annual filing of its Form 990 information return and any required Form 990T income tax return that might be applicable with respect to a fiscal year.
10. Oversee the staff's compliance with the Trust's obligations under its Memorandum of Understanding (MOU) with the federal government entities that are parties to the MOU and assess the appropriateness of any proposed changes in those obligations that might arise from time-to-time.
11. Undertake an annual self-assessment to ensure that the Committee is meeting the responsibilities set forth in this Resolution. This self-assessment shall include as an appendix a report prepared by the Chief Financial and Operating Officer on the operation of all material internal accounting and audit systems

As revised and approved by the Board on December 2, 2015

APPENDIX I

National Railroad Retirement Investment Trust

Administrative Committee Charter

It shall be the duty of the Administrative Committee to:

1. **In General**: Establish and oversee all matters related to the administrative functioning of NRRIT, including the development of its annual budget and policies to govern staff compensation, employee benefits, receipt of gifts, and travel reimbursement.
2. **Annual Budget**: Review the annual budget prepared by the Chief Executive Officer/Chief Investment Officer (CEO/CIO) and the Senior Operating Officer (SOO) prior to its submission to the Board for review at the first Board meeting of each fiscal year.
3. **Base Compensation and Annual Bonus**: Make recommendations to the Board regarding the criteria to be used annually to set base compensation and annual bonuses, taking into consideration the need to recruit and retain qualified investment professionals in a competitive environment, but also recognizing the unique public-private nature of NRRIT.
4. **Deferred Compensation Plan**: Periodically review the Trust's deferred compensation plan for senior staff and make recommendations to the Board regarding prospective changes as may be appropriate, taking into consideration the need to recruit and retain qualified investment professionals in a competitive environment, but also recognizing the unique public-private nature of NRRIT.
5. **Employee Benefits**: Make recommendations to the Board regarding the creation and operation of cost effective plans to provide such employee benefits as may be determined by the Committee to be necessary and appropriate, and using outside consultants to the extent necessary, review the adequacy and appropriateness of such plans on a periodic basis. These may include health insurance; life insurance; disability insurance; annual, medical or other types of paid or unpaid leave; severance; defined contribution plans; etc.
6. **Tax Filing**: Oversee the preparation and filing of those sections of the Trust's annual Form 990 information return that relate to compensation matters.
7. **Compensation Comparability**: Make recommendations to the Board regarding appropriate peer bench marks to assess NRRIT compensation practices for comparable positions of responsibility, employ outside consultants as necessary, and use independent survey data to review annually the compensation and benefit practices of peer pension and investment entities to assess the appropriateness of NRRIT compensation practices and peer benchmarks.

8. Training, Advancement and Succession: Coordinate with the CEO/CIO with respect to the development of appropriate education and training opportunities for staff, and review staff advancement and succession planning periodically with the CEO/CIO.
9. Trustee Expenses: Establish a policy to govern Trustee expense reimbursement and require the Committee Chair to review all reimbursement requests submitted pursuant to this policy.
10. Gift and Travel Policies: Establish and monitor policies to govern staff receipt of gifts and travel reimbursements that are consistent with the NRRIT Conflict of Interest Policy Statement.
11. Retention of Legal Counsel: Recommend to the Board for approval the retention of legal counsel as necessary to (i) advise the Board on all matters relating to the Board's responsibilities, (ii) oversee investment matters approved by the Board, and (iii) provide counsel on such other matters as may be deemed necessary by the Board.
12. Legal Compliance: Review processes recommended by counsel to ensure that all compensation and benefit programs (including any deferred compensation program structured to meet Internal Revenue Service rules) are structured to be compliant with federal and other applicable laws.
13. Administrative Operations: Oversee NRRIT administrative operations and review annually a report prepared by the SOO on the operation and cost of systems to manage payroll, employee benefits, occupancy costs, insurance, information technology, and commercial banking services (other than those of the Trust custodian).
14. Self Assessment: Undertake an annual self assessment to ensure that the Committee is meeting the responsibilities set forth in this Resolution. This self assessment shall include as an appendix the annual operations report prepared by the SOO referenced in the preceding paragraph.

As approved by the Board on May 22, 2013

APPENDIX J

**Chief Investment Officer's Certification
of the National Railroad Retirement Investment Trust's
Process of Financial Reporting And
System of Internal Controls**

I, William J. Carr, III, Chief Investment Officer of the National Railroad Retirement Investment Trust ("NRRIT"), certify that:

- (1) I have reviewed the Annual Management Report for Fiscal Year 2016, prepared pursuant to Section 105 of Public Law 107-90, the Railroad Retirement and Survivor's Improvement Act of 2001.
- (2) Based on my knowledge, this Annual Management Report does not contain any untrue statement of material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which the statements were made, not misleading with respect to the period covered by this Annual Management Report.
- (3) Based on my knowledge, the financial statements and other financial information included as part of this Annual Management Report fairly present in all material respects the financial position, results of operations and cash flows of NRRIT as of and for the year ended September 30, 2016.
- (4) NRRIT's other certifying officer, the Chief Financial and Operating Officer, and I are responsible for establishing and maintaining effective disclosure controls and procedures for NRRIT and have:
 - a. designed such disclosure controls and procedures to ensure that material information relating to NRRIT is made known to us by others within NRRIT, particularly during the period in which this Annual Management Report was prepared;
 - b. evaluated the effectiveness of NRRIT's disclosure controls and procedures as of September 30, 2016, (the "Evaluation Date"); and
 - c. presented in this Annual Management Report our conclusions about the effectiveness of the disclosure controls and procedures based upon our evaluation as of the Evaluation Date.
- (5) NRRIT's other certifying officer and I have disclosed, based upon our most recent evaluation, to NRRIT's auditor and the NRRIT Audit Committee:
 - a. all significant deficiencies in the design or operation of internal controls which could adversely affect NRRIT's ability to record, process, summarize, and report financial data and have identified for NRRIT's auditor any material weaknesses in internal controls; and

- b. any fraud, whether or not material, that involves management or other employees who have a significant role in NRRIT's internal controls.
- (6) NRRIT's other certifying officer and I have indicated in this Annual Management Report whether there were significant changes in the internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

January 31, 2017
January 31, 2017

William J. Carr, III
William J. Carr, III
Chief Executive Officer/
Chief Investment Officer

**Chief Financial and Operating Officer's Certification
of the National Railroad Retirement Investment Trust's
Process of Financial Reporting And
System of Internal Controls**

I, Neil E. Kotras, Chief Financial and Operating Officer of the National Railroad Retirement Investment Trust ("NRRIT"), certify that:

- (1) I have reviewed the Annual Management Report for Fiscal Year 2016, prepared pursuant to Section 105 of Public Law 107-90, the Railroad Retirement and Survivor's Improvement Act of 2001.
- (2) Based on my knowledge, this Annual Management Report does not contain any untrue statement of material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which the statements were made, not misleading with respect to the period covered by this Annual Management Report.
- (3) Based on my knowledge, the financial statements and other financial information included as part of this Annual Management Report fairly present in all material respects the financial position, results of operations and cash flows of NRRIT as of and for the year ended September 30, 2016.
- (4) NRRIT's other certifying officer, the Chief Investment Officer, and I are responsible for establishing and maintaining effective disclosure controls and procedures for NRRIT and have:
 - a. designed such disclosure controls and procedures to ensure that material information relating to NRRIT is made known to us by others within NRRIT, particularly during the period in which this Annual Management Report was prepared;
 - b. evaluated the effectiveness of NRRIT's disclosure controls and procedures as of September 30, 2016, (the "Evaluation Date"); and
 - c. presented in this Annual Management Report our conclusions about the effectiveness of the disclosure controls and procedures based upon our evaluation as of the Evaluation Date.
- (5) NRRIT's other certifying officer and I have disclosed, based upon our most recent evaluation, to NRRIT's auditor and the NRRIT Audit Committee:
 - a. all significant deficiencies in the design or operation of internal controls which could adversely affect NRRIT's ability to record, process, summarize, and report financial data and have identified for NRRIT's auditor any material weaknesses in internal controls; and

- b. any fraud, whether or not material, that involves management or other employees who have a significant role in NRRIT's internal controls.
- (6) NRRIT's other certifying officer and I have indicated in this Annual Management Report whether there were significant changes in the internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

January 31, 2017
January 31, 2017

Neil E. Kotras
Neil E. Kotras
Chief Financial and Operating Officer

APPENDIX K



UNITED STATES OF AMERICA
RAILROAD RETIREMENT BOARD
844 NORTH RUSH STREET
CHICAGO, ILLINOIS 60611-2092

BOARD MEMBERS:

(VACANT), CHAIRMAN
WALTER A. BARROWS, LABOR MEMBER
STEVEN J. ANTHONY, MANAGEMENT MEMBER

NOV - 1 2016

The Honorable Jacob J. Lew
Secretary of the Treasury
Washington, D.C. 20220

Dear Mr. Secretary:

In accordance with Section 23(b) of the Railroad Retirement Act of 1974, we certify the Account Benefits Ratio for fiscal year 2016 to be 4.83.

Chapter 22, Subchapter E, Section 3241 of the Internal Revenue Code of 1986, as added by Title II, Section 204, of the Railroad Retirement and Survivors' Improvement Act of 2001, requires that the Secretary of the Treasury determine the Average Account Benefits Ratio for the 10 most recent fiscal years, and publish a notice in the *Federal Register*, no later than December 1 of each calendar year, stating the rates of tax which are applicable for the following calendar year for rail employers, employee representatives, and employees. For your information, we estimate the 10-year Average Account Benefits Ratio, rounded to the next highest multiple of 0.1, to be 5.5.

Sincerely,

Walter A. Barrows

Steven J. Anthony

disadvantaged businesses). The Secretary selects from applications advanced by the Senior Review team for designations.

DESIGNATION NOTICE: The Secretary will announce designations by posting a list of USDOT Automated Vehicle Proving Grounds at www.transportation.gov/. The Department anticipates that the selection of the initial USDOT Automated Vehicle Proving Grounds will be completed during the first quarter of calendar year 2017. The Department may make additional designations on an annual basis or as deemed appropriate.

DESIGNATION AGENCY CONTACTS: For further information concerning this notice, please contact the Department via email at automation@dot.gov, or call Christopher Hillers at 202-366-5421.

OTHER INFORMATION: All information submitted as part of or in support of any application shall use publicly available data or data that can be made public and methodologies that are accepted by industry practice and standards, to the extent possible. If the application includes information you consider to be a trade secret or confidential commercial or financial information, the applicant should do the following: (1) Note on the front cover that the submission "Contains Confidential Business Information (CBI)"; (2) mark each affected page "CBI"; and (3) highlight or otherwise denote the CBI portions. DOT protects such information from disclosure to the extent allowed under applicable law. In the event DOT receives a Freedom of Information Act (FOIA) request for the information, DOT will follow the procedures described in its FOIA regulations at 49 CFR 7.17. Only information that is ultimately determined to be confidential under that procedure will be exempt from disclosure under FOIA.

Issued in Washington, DC, on November 22, 2016.

Anthony R. Foxx,

Secretary of Transportation.

[FR Doc. 2016-28619 Filed 11-28-16; 8:45 am]

BILLING CODE 4910-9X-P

DEPARTMENT OF THE TREASURY

Internal Revenue Service

Publication of the Tier 2 Tax Rates

AGENCY: Internal Revenue Service (IRS), Treasury.

ACTION: Notice.

SUMMARY: Publication of the tier 2 tax rates for calendar year 2017 as required

by section 3241(d) of the Internal Revenue Code (26 U.S.C. 3241). Tier 2 taxes on railroad employees, employers, and employee representatives are one source of funding for benefits under the Railroad Retirement Act.

DATES: The tier 2 tax rates for calendar year 2017 apply to compensation paid in calendar year 2017.

FOR FURTHER INFORMATION CONTACT:

Kathleen Edmondson,
CC:TEGE:EOEG:ET1, Internal Revenue Service, 1111 Constitution Avenue NW., Washington, DC 20224, Telephone Number (202) 317-6798 (not a toll-free number).

Tier 2 Tax Rates: The tier 2 tax rate for 2017 under section 3201(b) on employees is 4.9 percent of compensation. The tier 2 tax rate for 2017 under section 3221(b) on employers is 13.1 percent of compensation. The tier 2 tax rate for 2017 under section 3211(b) on employee representatives is 13.1 percent of compensation.

Dated: November 22, 2016.

Victoria A. Judson,

Associate Chief Counsel (Tax Exempt and Government Entities).

[FR Doc. 2016-28747 Filed 11-28-16; 8:45 am]

BILLING CODE 4830-01-P

DEPARTMENT OF THE TREASURY

Open Meeting of the Advisory Committee on Risk-Sharing Mechanisms

AGENCY: Departmental Offices, U.S. Department of the Treasury.

ACTION: Notice of Open Meeting.

SUMMARY: This notice announces that the Department of the Treasury's Advisory Committee on Risk-Sharing Mechanisms ("Committee") will convene a meeting on Thursday, December 15, 2016, in Room 4121, 1500 Pennsylvania Avenue NW., Washington, DC 20220, from 1:30-4:30 p.m. Eastern Time. The meeting is open to the public, and the site is accessible to individuals with disabilities.

DATES: The meeting will be held on Thursday, December 15, 2016, from 1:30-4:30 p.m. Eastern Time.

ADDRESSES: The Advisory Committee on Risk-Sharing Mechanisms meeting will be held in Room 4121, Department of the Treasury, 1500 Pennsylvania Avenue NW., Washington, DC 20220. The meeting will be open to the public, and will be held in a secured facility. Members of the public who plan to attend the meeting must either:

1. Register online. Attendees may visit <http://www.cvent.com/d/dvqdsy?ct=6128d144-9ad5-45f5-910c-c7b44560aae0&RefID=TRIA+General+Registration> and fill out a secure online registration form. A valid email address will be required to complete online registration.

Note: Online registration will close at 5:00 p.m. Eastern Time on Thursday, December 8, 2016.

2. Contact the Federal Insurance Office (FIO), at (202) 622-3220, by 5:00 p.m. Eastern Time on Thursday, December 8, 2016, and provide registration information.

Requests for reasonable accommodations under Section 504 of the Rehabilitation Act should be directed to Mariam G. Harvey, Office of Civil Rights and Diversity, Department of the Treasury at (202) 622-0316, or mariam.harvey@do.treas.gov.

FOR FURTHER INFORMATION CONTACT: Lindsey Baldwin, Senior Policy Analyst, FIO, Room 1410, Department of the Treasury, 1500 Pennsylvania Avenue NW., Washington, DC 20220, at (202) 622-3220 (this is not a toll-free number). Persons who have difficulty hearing or speaking may access this number via TTY by calling the toll-free Federal Relay Service at (800) 877-8339.

SUPPLEMENTARY INFORMATION: Notice of this meeting is provided in accordance with the Federal Advisory Committee Act, 5 U.S.C. App. II 10(a)(2), through implementing regulations at 41 CFR 102-3.150.

Public Comment: Members of the public wishing to comment on the business of the Advisory Committee on Risk-Sharing Mechanisms are invited to submit written statements by any of the following methods:

Electronic Statements

- Send electronic comments to ACRSM@treasury.gov.

Paper Statements

- Send paper statements in triplicate to the Advisory Committee on Risk-Sharing Mechanisms, Room 1410, Department of the Treasury, 1500 Pennsylvania Avenue NW., Washington, DC 20220.

In general, the Department of the Treasury will post all statements on its Web site www.treasury.gov/initiatives/fio without change, including any business or personal information provided such as names, addresses, email addresses, or telephone numbers. The Department of the Treasury will also make such statements available for public inspection and copying in the Department of the Treasury's Library,

APPENDIX L

NRRIT National Railroad Retirement Investment Trust

2001 K Street, NW, Suite 1100, Washington, DC 20006
Phone: 202.589.0100 Fax: 202.589.0200

February 1, 2016

The Honorable Steven J. Anthony
Management Member
U.S. Railroad Retirement Board
844 N. Rush Street
Chicago, IL 60611

The Honorable Walter Barrows
Labor Member
U.S. Railroad Retirement Board
844 N. Rush Street
Chicago, IL 60611

Re: Board of Trustees - Transition

Dear Messrs. Anthony and Barrows:

On behalf of the Board of Trustees of the National Railroad Retirement Investment Trust, I am writing to report the following developments:

1. The term of Mr. James A. Hixon as Trustee expired on January 31, 2016.
2. Mr. William C. Walpert, National Secretary-Treasurer Emeritus of the Brotherhood of Locomotive Engineers and Trainmen (BLET), has been appointed to serve a new term on the Board pursuant to Section 15(j)(3)(A)(ii)(I) of the Railroad Retirement Act of 1974 (the "Act") as amended by Public Law 107-90, the Railroad Retirement and Survivors' Improvement Act of 2001. Mr. Walpert's new term commences on February 1, 2016 and will expire on January 31, 2019. In accepting his appointment, Mr. Walpert has agreed to discharge his duties with respect to the assets of the Trust solely in the interests of the Railroad Retirement Board and, through it, the participants and beneficiaries of the programs funded under the Railroad Retirement Act. Enclosed for your reference is a copy of the Acceptance by Trustee by which Mr. Walpert formally accepted his appointment to the Board.

3. Ms. Mary Sanders Jones, Vice President and Treasurer, Union Pacific Corporation, has been appointed to serve on the Board pursuant to Section 15(j)(3)(A)(ii)(II) of the Railroad Retirement Act of 1974 (the "Act") as amended by Public Law 107-90, the Railroad Retirement and Survivors' Improvement Act of 2001. Ms. Jones's term commences on February 1, 2016 and will expire on January 31, 2019. In accepting her appointment, Ms. Jones has agreed to discharge her duties with respect to the assets of the Trust solely in the interests of the Railroad Retirement Board and, through it, the participants and beneficiaries of the programs funded under the Railroad Retirement Act. Enclosed for your reference is a copy of the Acceptance by Trustee by which Ms. Jones formally accepted her appointment to the Board.

We look forward to continued cooperation with you in maintaining the strength of the railroad retirement system for the benefit of rail workers and their families, rail retirees, and the rail industry as a whole.

Sincerely,


William F. Quinn
Chair

Enclosures

**ACCEPTANCE BY TRUSTEE
OF THE NATIONAL RAILROAD RETIREMENT INVESTMENT TRUST**

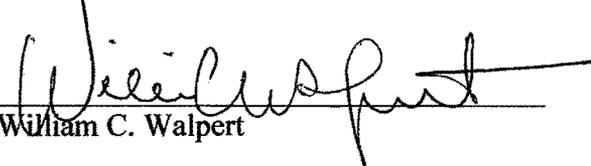
The National Railroad Retirement Investment Trust (the "Trust") was established, effective February 1, 2002, pursuant to Section 15(j) of the Railroad Retirement Act of 1974 (the "Act"), as most recently amended by Public Law 107-90, the Railroad Retirement and Survivors' Act of 2001 (the "2001 Act"). Pursuant to the Act, a Board of Trustees (the "Board") is to be established to assume fiduciary responsibility for the operation of the Trust.

Pursuant to Section 15(j)(3)(A)(ii) of the Act, the undersigned individual has been appointed as a trustee (the "Trustee") of the Trust, by either: (a) the joint recommendation of labor organizations, national in scope, organized in accordance with section 2 of the Railway Labor Act and representing at least 2/3 of all active employees represented by such national labor organizations covered under the Act; (b) carriers as defined in section 1 of the Railway Labor Act employing at least 2/3 of all active employees covered under the Act; or (c) a majority of the other 6 members of the Board of Trustees.

The undersigned Trustee has reviewed Section 15(j) of the Act as well as a copy of the Bylaws of the Trust. The Trustee understands the duties and responsibilities of serving on the Board, including his fiduciary obligations to the Trust. Specifically, under the Act, each Trustee is required to discharge his fiduciary duties solely in the interest of the Railroad Retirement Board, and through it, the participants and beneficiaries of the programs funded under the Act, (i) for the exclusive purpose of providing benefits to participants and beneficiaries and defraying reasonable plan expenses, (ii) with the care, skill, prudence and diligence under the circumstances then prevailing that a prudent person in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and with like aims (including, by diversifying investments), and (iii) in accordance with the Trust's governing documents.

In addition, the undersigned recognizes that the Act imposes conflict of interest restrictions intended to prevent the Trustees from (i) dealing with the assets of the Trust in their own interests, (ii) acting in any transaction involving the assets of the Trust on behalf of a party whose interests are adverse to the interests of the Trust, and (iii) receiving any consideration for their own personal account from any party dealing with the assets of the Trust.

Understanding all of the foregoing duties and responsibilities of this position, the undersigned individual hereby agrees to serve as a Trustee of the Trust, effective February 1, 2016.



William C. Walpert

**ACCEPTANCE BY TRUSTEE
OF THE NATIONAL RAILROAD RETIREMENT INVESTMENT TRUST**

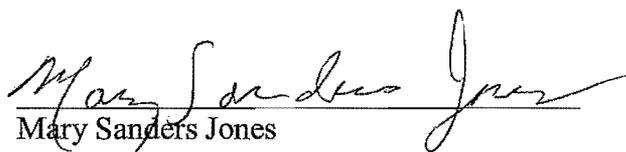
The National Railroad Retirement Investment Trust (the "Trust") was established, effective February 1, 2002, pursuant to Section 15(j) of the Railroad Retirement Act of 1974 (the "Act"), as most recently amended by Public Law 107-90, the Railroad Retirement and Survivors' Act of 2001 (the "2001 Act"). Pursuant to the Act, a Board of Trustees (the "Board") is to be established to assume fiduciary responsibility for the operation of the Trust.

Pursuant to Section 15(j)(3)(A)(ii) of the Act, the undersigned individual has been appointed as a trustee (the "Trustee") of the Trust, by either: (a) the joint recommendation of labor organizations, national in scope, organized in accordance with section 2 of the Railway Labor Act and representing at least 2/3 of all active employees represented by such national labor organizations covered under the Act; (b) carriers as defined in section 1 of the Railway Labor Act employing at least 2/3 of all active employees covered under the Act; or (c) a majority of the other 6 members of the Board of Trustees.

The undersigned Trustee has reviewed Section 15(j) of the Act as well as a copy of the Bylaws of the Trust. The Trustee understands the duties and responsibilities of serving on the Board, including her fiduciary obligations to the Trust. Specifically, under the Act, each Trustee is required to discharge his or her fiduciary duties solely in the interest of the Railroad Retirement Board, and through it, the participants and beneficiaries of the programs funded under the Act, (i) for the exclusive purpose of providing benefits to participants and beneficiaries and defraying reasonable plan expenses, (ii) with the care, skill, prudence and diligence under the circumstances then prevailing that a prudent person in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and with like aims (including, by diversifying investments), and (iii) in accordance with the Trust's governing documents.

In addition, the undersigned recognizes that the Act imposes conflict of interest restrictions intended to prevent the Trustees from (i) dealing with the assets of the Trust in their own interests, (ii) acting in any transaction involving the assets of the Trust on behalf of a party whose interests are adverse to the interests of the Trust, and (iii) receiving any consideration for their own personal account from any party dealing with the assets of the Trust.

Understanding all of the foregoing duties and responsibilities of this position, the undersigned individual hereby agrees to serve as a Trustee of the Trust, effective February 1, 2016.


Mary Sanders Jones

APPENDIX M

NATIONAL RAILROAD RETIREMENT INVESTMENT TRUST

BOARD OF TRUSTEES

FEBRUARY 1, 2016 TO JANUARY 31, 2017

BIOGRAPHICAL INFORMATION

CHAIR: William F. Quinn was the chairman and founder of American Beacon Advisors, a \$56 billion investment management firm responsible for managing the American Airlines pension funds as well as assets from external clients including the American Beacon mutual funds. Prior to his retirement from American Beacon on September 30, 2015, he had been with the firm and its predecessors, which was wholly owned by AMR Corporation until 2008, since 1974. Mr. Quinn was appointed to the Board of CSW Industrials, a publicly traded NASDAQ listed company, on October 1, 2015, and formerly served on the boards of directors of three other public companies. He has served on several investment committees for non-profit endowments and has been a leader within the corporate pension community serving on several industry groups. He is a graduate of Fordham University and became a certified public accountant while working at Arthur Young & Co. Mr. Quinn has served on the Board since February 1, 2011.

George J. Francisco, Jr. currently serves as President Emeritus of the National Conference of Firemen & Oilers, SEIU (NCFO). Previously, he served as President of the NCFO, from January 1998 until his retirement on December 31, 2010. As NCFO President, he had extensive experience serving as a trustee of a number of union pensions, 401(k) and health and welfare funds, including the Affiliates' Officers and Employees Pension and the Supplemental Retirement Savings (401(k)) plans of the 1.5 million-member SEIU, as well as the Firemen and Oilers National Pension and Welfare Plan. During his more than 35 years with NCFO, Mr. Francisco also served as the Conference Vice President, before becoming Conference Secretary-Treasurer in 1996.

He also served as Vice President of Local 32BJ, SEIU, representing more than 120,000 members. Mr. Francisco holds a BS degree from the University of Dubuque. He has served on the Board since February 1, 2002.

Mary S. Jones is Vice President and Treasurer of Union Pacific Corporation. In her position, Ms. Jones is responsible for corporate finance, investor relations, insurance, banking and cash management, and oversight of the company's benefit plan investments. Ms. Jones joined Union Pacific Corporation in New York in 1980 as a Strategic Planning Associate. In 1982, she transferred to Union Pacific Resources in Denver, where she held various positions in financial management and analysis. She returned to Union Pacific Corporation in 1988, joining the controller's department as Manager – Planning and Analysis, for trucking transportation. She became Assistant Vice President, Investor Relations in 1994, and was actively involved in the restructuring of the holding company. In 1998 she was promoted to Vice President – Investor Relations, the position she held before her promotion to Vice President and Treasurer. She holds a Bachelor of Arts degree from Carleton College and a Master's degree in Business Administration from Columbia University. Ms. Jones has served on the Board since June 1, 2010.

Joel Parker served as Special Assistant to the President and National Vice President of the Transportation Communications International Union (TCU)/IAM until his retirement at the end of 2016. He was elected to the Vice President position in 1991, and reelected in 1995, 1999, 2004, 2009, and 2014. The Transportation Communications International Union is one of the oldest, largest, and most diversified unions in the transportation industry, tracing its representation of railroad workers back to 1899. Today, the union represents 46,000 active railroad workers and 13,000 retirees that are covered by the railroad retirement program. In 2005, TCU merged with the International Association of Machinists, which has approximately 700,000 active and retired members. Mr. Parker, who has 40 years of experience within the railroad industry, had been active in union leadership for 36 years of this period. At the TCU,

Mr. Parker had primary responsibility for collective bargaining, arbitration, and pension issues. In addition, Mr. Parker served as Trustee for the TCU 401(k) Plan, and previously served as Trustee for the Los Angeles County MTA pension plan and the Los Angeles County TCU Health and Welfare Plan. Mr. Parker was one of the primary negotiators in the labor-management agreement signed in January 2000 that led to the passage of the Railroad Retirement and Survivors' Improvement Act of 2001. Mr. Parker has served on the Board since February 1, 2002.

Richard G. Patsy is Assistant Vice President Pensions and Investments of CSX Corporation. He is responsible for the investment of the company's \$2.5 billion defined benefit pension plan, \$2.0 billion 401(k) defined contribution plan, \$1.3 billion operating fund and a \$200 million captive insurance company portfolio. In addition, Mr. Patsy serves as Secretary of the Jacksonville Police and Firefighter Pension Fund Board of Trustees, with \$1.6 billion in assets. Mr. Patsy has 25 years of investment experience, the last 20 of which have been with public and private pension plans. His areas of expertise include all aspects of investment management, specifically fixed income portfolio management and trading, asset allocation, and cash management. He also has earned the Chartered Financial Analyst (CFA) designation from the CFA Institute. Mr. Patsy is retired from the United States Navy (Reserve Component) as a Captain with over 30 years of service. He is a graduate of Penn State University and holds a Master's in Business Administration from the State University of New York at Albany. Mr. Patsy has served on the Board since February 1, 2011.

Alec Vincent is Assistant Vice President Fuel & BU-Ops Sourcing for BNSF Railway, with 26 years of experience in rail industry financial management positions. His current areas of responsibilities include procuring BNSF's 1.4 billion gallon fuel supply, managing the associated logistics, and sourcing all equipment and service needs in support of BNSF's Business Unit Operations. In addition, Mr. Vincent leads the Finance capital budget teams responsible for supporting BNSF's \$2 billion Positive Train Control project, its line expansion and Marketing projects, as well as various other capital

intensive areas. Prior to assuming his current role, Mr. Vincent was Assistant Vice President Tax, responsible for various tax functional areas, including federal income tax compliance, state income tax compliance, and state and local sales, use and excise taxes. From 2008 – 2014, he served as Treasurer, heading up BNSF's treasury function with responsibility for the execution of capital market transactions, corporate liquidity management, interest rate derivative hedging, equipment financing, developing cash management solutions, and compliance oversight of the company's benefit plan investments. Mr. Vincent holds BA and MA degrees from the University of Kansas and a Master's in Business Administration from Washburn University. Mr. Vincent has served on the Board since February 1, 2010.

William C. Walpert is National Secretary-Treasurer Emeritus of the Brotherhood of Locomotive Engineers and Trainmen (BLET), a Division of the Rail Conference of the International Brotherhood of Teamsters. As the BLET's National Secretary-Treasurer prior to January 1, 2015, he was in custody of all funds of the BLET and had supervision over the financial and record department personnel of the BLET. Since 2001, Mr. Walpert has served as a trustee for the BLET defined benefit retirement plan serving National Division employees; the Brotherhood of Locomotive Engineers' (BLE) 401(k) retirement plan, a deferred compensation plan serving National Division and General Committee employees; and the BLE's non-qualified deferred compensation plan serving National Division employees. Since 2004, he has served as Secretary of the BLET Disability and Welfare Benefit Trust Fund Administrative Trust. Previously, as General Secretary-Treasurer of the BLE, Mr. Walpert was in charge of the BLE Finance Committee that helped merge the BLE with the International Brotherhood of Teamsters. He first began working in the rail industry in 1973, and holds bachelors and masters degrees from Missouri State University. Mr. Walpert has served on the Board since October 19, 2011.

**NATIONAL RAILROAD RETIREMENT INVESTMENT TRUST
BIOGRAPHICAL INFORMATION**

INVESTMENT STAFF AS OF SEPTEMBER 30, 2016

Senior Staff

William J. Carr, III was named Chief Executive Officer/Chief Investment Officer of the Trust on April 12, 2016. Mr. Carr joined the Trust as Director of US Equity on May 3, 2010. Prior to joining the Trust, Mr. Carr was Senior Investment Analyst at the District of Columbia Retirement Board for more than eight years where he covered multiple asset classes and advised the Board on numerous issues, including asset allocation and manager selection. Previously, Mr. Carr was Vice President and Portfolio Manager for an emerging markets private equity fund manager for over five years. Mr. Carr served as a Peace Corps Volunteer in Poland as an economic advisor from 1994 to 1996. Mr. Carr's other prior work experience includes corporate attorney for Miller, Nash, Wiener, Hager, & Carlsen, and auditor for Touche Ross. Mr. Carr earned the CFA designation in 2001. Mr. Carr holds a BBA degree in accounting from Millsaps College and a JD degree from the University of Virginia School of Law.

David J. Locke On January 29, 2008, Mr. Locke was named Senior Managing Director – Investments. He joined the Trust on August 4, 2003 as Director of Private Equity, and was named Managing Director of Global Private Markets on October 1, 2006. Mr. Locke has more than 35 years of experience in financial analysis, including 23 years of experience in private equity investments. Prior to joining the Trust, Mr. Locke was a Principal with Prudential Investment Management, where he was responsible for Prudential's private equity fund-of-funds investment team, handling the identification, selection and monitoring of fund investments. Previously, Mr. Locke was the Senior Investment Officer for Alternative Assets at the Los Angeles County Employees Retirement Association (LACERA) from 1993 until 2000; in that capacity he was

primarily responsible for LACERA's private equity investment program. Mr. Locke holds a BS degree in finance from California State University and an MBA with honors from the Marshall School of Business at the University of Southern California.

Neil E. Kotras was named Chief Financial Officer/Chief Operating Officer on October 2, 2015. From April 25, 2006 to that date, Mr. Kotras served as the Trust's Senior Accounting Officer. Effective August 17, 2016, Mr. Kotras also serves as Chief Compliance Officer of the Trust. Prior to joining the Trust, Mr. Kotras worked as Assistant Vice President as a member of the Investment Treasury group at T. Rowe Price Associates, where he was responsible for financial reporting and accounting policy for the firm's mutual fund products. Also in this capacity, Mr. Kotras had oversight of the firm's Financial Reporting Department. Previously, he was a manager in the audit practice of PricewaterhouseCoopers LLP (formerly Coopers & Lybrand LLP), where he was responsible for several large asset management engagements in the Baltimore/Washington DC Metro area. Mr. Kotras is a Certified Public Accountant. Neil holds an undergraduate degree in accounting and economics from the Sellinger School of Business at Loyola University Maryland, and an MBA in finance from the Robert H. Smith School of Business at the University of Maryland.

Other Staff Members (in alphabetical order)

Annita Biondo is the Director of Operations. She joined the Trust as a Financial Analyst on October 1, 2007. Prior to joining the Trust, Ms. Biondo was a Tax Accountant with RSM McGladrey. Previously, she worked at General Motors and other fortune 500 companies in finance, accounting and human resources. She holds a BS degree from Indiana University of Pennsylvania and an MBA from Marymount University.

George C. Brooke joined the Trust on September 12, 2016 and serves as the Investment Analyst for Private Equity. Prior to joining the Trust, he was a Senior Analyst

at Greenspring Associates, a \$4.5 billion venture capital investment firm in Baltimore, Maryland, where he was responsible for the sourcing, due diligence and monitoring of the Firm's fund, direct and secondary investments. Additionally, he provided marketing and investor relations services to the Firm and its portfolio companies to build brand awareness and raise capital. Mr. Brooke earned a BS degree in Accounting and Business Administration from Washington and Lee University.

Rhett Butler joined the Trust on March 3, 2014 as an Investment Analyst for Absolute Return Investments. Prior to joining the Trust, Mr. Butler worked at T. Rowe Price Associates where he was responsible for providing investment research and analytical support for target-date and target-risk asset allocation portfolios. Mr. Butler earned a BA in economics from University of Maryland Baltimore County and is a CFA and CAIA charterholder.

Xiaolu "Claire" Cui joined the Trust on February 16, 2014 as Investment Analyst for Public Markets, initially focusing on US Equity and currently on Non-US Equity. Prior to joining the Trust, she was a financial engineer at Fannie Mae where she was responsible for implementing financial models used in the securitization of mortgage-backed securities. Ms. Cui holds a BS degree from the McIntire School of Commerce at the University of Virginia and is a CFA charterholder.

Liz Fisher was named as Director of Fixed Income on April 1, 2014. She joined the trust as Senior Investment Analyst – Real Assets on December 3, 2007 and transitioned to the public markets team in 2013. Prior to joining the Trust, Ms. Fisher was a Senior Investment Analyst with the State Retirement and Pension System of Maryland, where she was responsible for oversight of the System's fixed income and real estate managers. In addition, from 1993 to 2005, she worked for Legg Mason Wood Walker, Inc., with the majority of her tenure as a credit analyst and strategist in the Fixed Income Capital Markets group. Ms. Fisher is a CFA charterholder and earned a BS degree in business at the University of Maryland.

J. Lodge Gillespie Jr joined the Trust on September 1, 2014 and serves as Director of Real Assets. Prior to joining the Trust, Mr. Gillespie was a Managing Director of Private Investments at The Investment Fund for Foundations (TIFF), where he managed a \$725 million portfolio of private real estate and natural resource investments on behalf of TIFF's non-profit foundation and endowment members. Mr. Gillespie previously spent three years with Standard & Poor's. He earned his CFA designation in 2001. Mr. Gillespie received an AB degree from Colgate University and an MA degree from the University of Virginia.

Pauline Jones joined the Trust as a temporary Administrative Assistant on July 28, 2014. In May of 2015, Pauline was brought on as a full-time employee to continue her duties as an Administrative Assistant in the Operations Department. Prior to joining the trust, Ms. Jones worked for six years with Loewinger & Brand Real Estate Law firm in Washington, DC as the receptionist/time entry billing clerk. She received a certificate from Strive DC Inc. in Customer Service Training and a certificate in Fundamentals of Human Resources from Alison Advance Learning.

Barry Kaplan is the Director of Absolute Return Investments. On April 2, 2007, Mr. Kaplan joined the Trust as a Senior Investment Analyst. Prior to joining the Trust, he worked for Nuveen Investments, where he was involved in the development and execution of product strategies in support of their closed-end fund business. Additionally, Mr. Kaplan worked as an Associate for Duff & Phelps, performing business and asset valuations. Preceding this role, he completed the Financial Leadership Program at AT&T, working in various business units including business development and mergers and acquisitions. He received an undergraduate degree from the University of Maryland and an MBA from the Kellogg School of Management at Northwestern University. Mr. Kaplan is a CFA charterholder.

Corina Laufiso joined the Trust as the Office Manager on June 22, 2015. Prior to joining the Trust, Ms. Laufiso worked as a corporate trainer for Black Turtle Services, a

government contracted company that assisted in the facilitation of the ACA Marketplace, on the AT&T Corporate B2B Training Project as an associate trainer, and for the State of Utah as an Employment Counselor. Ms. Laufiso received a Bachelor of Science in English and Psychology from Weber State University.

Courtney C. Macdonald was named Director of US Equity on May 18, 2016. Ms. Macdonald joined the Trust as an Investment Analyst, focused on Private Markets, on March 16, 2010. Prior to joining the Trust, she was a Senior Associate in the Investment Consulting Group at Cambridge Associates, working with endowments and foundations on asset allocation and manager selection. Ms. Macdonald received a BA in economics from Johns Hopkins University in 2005 and is a CFA charterholder.

Kevin McCormack joined the Trust on December 10, 2007, as Director of Risk Management and was named as Director of Non-US Equity in September of 2008. Mr. McCormack has over 20 years of investment management experience. Prior to joining the Trust, he worked for BellSouth Corp. for ten years as Associate Director of Investments in the Trust Asset Management Group. Before joining BellSouth, he was at the Southern Company as Manager of Trust Finance and Investments. Mr. McCormack holds a BS degree with a concentration in finance from the University of Albany and an MBA degree from Emory University. Mr. McCormack is a CFA charterholder.

Erik A. Murad joined the Trust on July 1, 2012, as an Investment Analyst focused on public markets. Mr. Murad was named Senior Investment Analyst on April 1, 2016. Prior to joining the Trust, Mr. Murad worked as an Equity Analyst for the Mayer Fund while pursuing his graduate degree at the University of Maryland. Previously, he worked as a Financial Analyst for Oberthur Technologies. Mr. Murad received a BA degree in economics from the University of Virginia in 2008 and an MBA degree from the University of Maryland's Smith School of Business in 2012.

Michael A. Reeves joined the Trust on September 1, 2004 as Senior Investment Advisor of Private Equity. On October 1, 2006, Mr. Reeves was named Director of Private Markets. Mr. Reeves joined the Trust from FleetBoston Financial Company where he was an Associate overseeing the bank's private equity investments. Previously, he had worked with the State Street Corporation and other entities in the analysis and monitoring of private equity investments. Mr. Reeves earned a BS degree in finance from Western New England College and an MBA from the University of San Francisco.

Patrick Rossi joined the Trust on November 19, 2015 as a Financial Analyst. Prior to joining the Trust, Mr. Rossi worked as a Treasury Analyst for LivingSocial where he was responsible for cash management and payment/banking operations. Previously, he worked at TD Bank managing branch operations. Mr. Rossi received a Bachelor of Science in Finance from State University of New York at Fredonia in 2009.

Emily C. Weiss joined the Trust on June 16, 2015 as a Financial Analyst. Prior to joining the Trust, Ms. Weiss worked as a Senior Associate at CohnReznick LLP, completing tax and financial statement engagements in the firm's Private Company Services group. Ms. Weiss earned BSBA and MS degrees in accounting from American University in 2011 and 2012, respectively, and was licensed as a CPA in 2013.

Justin R. Wood joined the Trust on August 15, 2016 as an Investment Analyst covering Global Fixed Income. Prior to joining the Trust, Mr. Wood was an Investment Analyst for Financial Services Advisory, an investment advisory firm, where he was responsible for tracking current and potential investments for the firm's clients, along with assisting in the trading of client accounts. Previously, Mr. Wood worked for Hays Advisory, an investment management firm, where he supported the firm's investment committee as a Research Analyst and oversaw the firm's performance reporting. Mr. Wood is a CFA charterholder and holds a BBA degree in finance from Belmont University, where he graduated summa cum laude.

NRRIT

*National Railroad Retirement Investment Trust
2001 K Street, N.W.
Suite 1100
Washington, DC 20006*