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U.S. Department of Labor  
Office of Labor-Management  
Standards  
Washington, DC 20210

## FORM LM-2 LABOR ORGANIZATION ANNUAL REPORT

MUST BE USED BY LABOR ORGANIZATIONS WITH \$250,000  
OR MORE IN TOTAL ANNUAL RECEIPTS AND LABOR  
ORGANIZATIONS IN TRUSTEESHIP

Form Approved  
Office of Management and  
Budget  
No. 1245-0003  
Expires: 10-31-2013

This report is mandatory under P.L. 86-257, as amended. Failure to comply may result in criminal prosecution, fines, or civil penalties as provided by 29 U.S.C. 439 or 440.

READ THE INSTRUCTIONS CAREFULLY BEFORE PREPARING THIS REPORT.

For Official Use Only	1. FILE NUMBER 000-167	2. PERIOD COVERED From 07/01/2011 Through 06/30/2012	3. (a) AMENDED - Is this an amended report: No (b) HARDSHIP - Filed under the hardship procedures: No (c) TERMINAL - This is a terminal report: No
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4. AFFILIATION OR ORGANIZATION NAME RAILROAD SIGNALMEN AFL-CIO		8. MAILING ADDRESS (Type or print in capital letters)	
5. DESIGNATION (Local, Lodge, etc.) NATIONAL HEADQUARTERS	6. DESIGNATION NBR	First Name JERRY	Last Name BOLES
7. UNIT NAME (if any)		P.O Box - Building and Room Number	
9. Are your organization's records kept at its mailing address? <span style="float: right;">Yes</span>		Number and Street 917 SHENANDOAH SHORES ROAD	
		City FRONT ROYAL	State VA
		ZIP Code + 4 22630	

Each of the undersigned, duly authorized officers of the above labor organization, declares, under penalty of perjury and other applicable penalties of law, that all of the information submitted in this report (including information contained in any accompanying documents) has been examined by the signatory and is, to the best of the undersigned individual's knowledge and belief, true, correct and complete (See Section V on penalties in the instructions.)

26. SIGNED: Willard D Pickett	PRESIDENT	27. SIGNED: Jerry C Boles	TREASURER
Date: Aug 09, 2012	Contact Info: 540-622-6522	Date: Aug 09, 2012	Contact Info: 540-622-6522

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**ITEMS 10 THROUGH 21**

FILE NUMBER: 000-167

<p>10. During the reporting period did the labor organization create or participate in the administration of a trust or a fund or organization, as defined in the instructions, which provides benefits for members or beneficiaries? <span style="float:right">Yes</span></p> <p>11(a). During the reporting period did the labor organization have a political action committee (PAC) fund? <span style="float:right">Yes</span></p> <p>11(b). During the reporting period did the labor organization have a subsidiary organization as defined in Section X of these Instructions? <span style="float:right">No</span></p> <p>12. During the reporting period did the labor organization have an audit or review of its books and records by an outside accountant or by a parent body auditor/representative? <span style="float:right">Yes</span></p> <p>13. During the reporting period did the labor organization discover any loss or shortage of funds or other assets? (Answer "Yes" even if there has been repayment or recovery.) <span style="float:right">No</span></p> <p>14. What is the maximum amount recoverable under the labor organization's fidelity bond for a loss caused by any officer, employee or agent of the labor organization who handled union funds? <span style="float:right">\$500,000</span></p> <p>15. During the reporting period did the labor organization acquire or dispose of any assets in a manner other than purchase or sale? <span style="float:right">Yes</span></p> <p>16. Were any of the labor organization's assets pledged as security or encumbered in any way at the end of the reporting period? <span style="float:right">No</span></p> <p>17. Did the labor organization have any contingent liabilities at the end of the reporting period? <span style="float:right">No</span></p> <p>18. During the reporting period did the labor organization have any changes in its constitution or bylaws, other than rates of dues and fees, or in practices/procedures listed in the instructions? <span style="float:right">No</span></p> <p>19. What is the date of the labor organization's next regular election of officers? <span style="float:right">07/2014</span></p>	<p>20. How many members did the labor organization have at the end of the reporting period? <span style="float:right">10,465</span></p> <p>21. What are the labor organization's rates of dues and fees?</p> <table border="1" style="width:100%; border-collapse: collapse; margin-top: 5px;"> <thead> <tr> <th colspan="6" style="text-align:center">Rates of Dues and Fees</th> </tr> <tr> <th style="width:25%">Dues/Fees</th> <th style="width:10%">Amount</th> <th style="width:5%">Unit</th> <th style="width:10%">Minimum</th> <th style="width:10%">Maximum</th> <th style="width:10%"> </th> </tr> </thead> <tbody> <tr> <td>(a) Regular Dues/Fees</td> <td style="text-align:right">0</td> <td>per</td> <td>QTR</td> <td style="text-align:right">67.76</td> <td style="text-align:right">120.48</td> </tr> <tr> <td>(b) Working Dues/Fees</td> <td style="text-align:right">0</td> <td>per</td> <td>N/A</td> <td style="text-align:center">N/A</td> <td style="text-align:center">N/A</td> </tr> <tr> <td>(c) Initiation Fees</td> <td style="text-align:right">50.00</td> <td>per</td> <td>ONE TIME</td> <td style="text-align:center">N/A</td> <td style="text-align:center">N/A</td> </tr> <tr> <td>(d) Transfer Fees</td> <td style="text-align:right">0</td> <td>per</td> <td>N/A</td> <td style="text-align:center">N/A</td> <td style="text-align:center">N/A</td> </tr> <tr> <td>(e) Work Permits</td> <td style="text-align:right">0</td> <td>per</td> <td>N/A</td> <td style="text-align:center">N/A</td> <td style="text-align:center">N/A</td> </tr> </tbody> </table>	Rates of Dues and Fees						Dues/Fees	Amount	Unit	Minimum	Maximum		(a) Regular Dues/Fees	0	per	QTR	67.76	120.48	(b) Working Dues/Fees	0	per	N/A	N/A	N/A	(c) Initiation Fees	50.00	per	ONE TIME	N/A	N/A	(d) Transfer Fees	0	per	N/A	N/A	N/A	(e) Work Permits	0	per	N/A	N/A	N/A
Rates of Dues and Fees																																											
Dues/Fees	Amount	Unit	Minimum	Maximum																																							
(a) Regular Dues/Fees	0	per	QTR	67.76	120.48																																						
(b) Working Dues/Fees	0	per	N/A	N/A	N/A																																						
(c) Initiation Fees	50.00	per	ONE TIME	N/A	N/A																																						
(d) Transfer Fees	0	per	N/A	N/A	N/A																																						
(e) Work Permits	0	per	N/A	N/A	N/A																																						

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**STATEMENT A - ASSETS AND LIABILITIES**

FILE NUMBER: 000-167

	<b>ASSETS</b>			
	ASSETS	Schedule Number	Start of Reporting Period (A)	End of Reporting Period (B)
	22. Cash		\$3,611,250	\$4,315,669
	23. Accounts Receivable	1	\$6,710	\$1,007
	24. Loans Receivable	2	\$3,000	\$2,500
	25. U.S. Treasury Securities		\$0	\$0
	26. Investments	5	\$2,432,462	\$2,493,060
	27. Fixed Assets	6	\$2,016,506	\$1,962,727
	28. Other Assets	7	\$366,502	\$149,424
	<b>29. TOTAL ASSETS</b>		<b>\$8,436,430</b>	<b>\$8,924,387</b>

  

	<b>LIABILITIES</b>			
	LIABILITIES	Schedule Number	Start of Reporting Period (A)	End of Reporting Period (B)
	30. Accounts Payable	8	\$1,968	\$2,936
	31. Loans Payable	9	\$0	\$0
	32. Mortgages Payable		\$0	\$0
	33. Other Liabilities	10	\$42,757	\$94,722
	<b>34. TOTAL LIABILITIES</b>		<b>\$44,725</b>	<b>\$97,658</b>

  

	<b>35. NET ASSETS</b>		<b>\$8,391,705</b>	<b>\$8,826,729</b>
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**SCHEDULE 1 - ACCOUNTS RECEIVABLE AGING SCHEDULE**

FILE NUMBER: 000-167

Entity or Individual Name (A)	Total Account Receivable (B)	90-180 Days Past Due (C)	180+ Days Past Due (D)	Liquidated Account Receivable (E)
NONE	\$0	\$0	\$0	\$0
Totals from all other accounts receivable	\$1,007	\$0	\$0	\$0
<b>TOTALS</b> (Column (B) Total will be automatically entered in Item 23, Column (B))	\$1,007	\$0	\$0	\$0

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**SCHEDULE 2 - LOANS RECEIVABLE**

FILE NUMBER: 000-167

List below loans to officers, employees, or members which at any time during the reporting period exceeded \$250 and list all loans to business enterprises regardless of amount. (A)	Loans Outstanding at Start of Period (B)	Loans Made During Period (C)	Cash (D)(1)	Other Than Cash (D)(2)	Loans Outstanding at End of Period (E)
Name: WILLARD D. PICKETT O Purpose: ADVANCE ON EXPENSES Security: N/A Terms: N/A	\$500	\$0	\$0	\$0	\$500
Name: FLOYD E. MASON O Purpose: ADVANCE ON EXPENSES Security: N/A Terms: N/A	\$500	\$0	\$0	\$0	\$500
Name: DENNIS M. BOSTON O Purpose: ADVANCE ON EXPENSES Security: N/A Terms: N/A	\$500	\$0	\$0	\$0	\$500
Name: LEONARD PARKER JR E Purpose: ADVANCE ON EXPENSES Security: N/A Terms: N/A	\$500	\$0	\$0	\$0	\$500
Name: WALTER A. BARROWS O Purpose: ADVANCE ON EXPENSES Security: N/A Terms: N/A	\$500	\$0	\$500	\$0	\$0
Name: JERRY C. BOLES O Purpose: ADVANCE ON EXPENSES Security: N/A Terms: N/A	\$500	\$0	\$0	\$0	\$500
Total of loans not listed above					
<b>Total of all lines</b>	\$3,000	\$0	\$500	\$0	\$2,500
Totals will be automatically entered in...	Item 24 Column (A)	Item 61	Item 45	Item 69 with Explanation	Item 24 Column (B)

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**SCHEDULE 3 - SALE OF INVESTMENTS AND FIXED ASSETS**

FILE NUMBER: 000-167

Description (if land or buildings give location) (A)	Cost (B)	Book Value (C)	Gross Sales Price (D)	Amount Received (E)
NONE	\$0	\$0	\$0	\$0
<b>Total of all lines</b>	\$0	\$0	\$0	\$0
			14. Less Reinvestments	\$0
(Net Sales total will automatically entered in Item 43)			<b>15. Net Sales</b>	\$0

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**SCHEDULE 4 - PURCHASE OF INVESTMENTS AND FIXED ASSETS**

FILE NUMBER: 000-167

Description (if land or buildings, give location) (A)	Cost (B)	Book Value (C)	Cash Paid (D)
PURCHASE OF OFFICE FURNITURE & EQUIPMENT	\$44,206	\$44,206	\$44,206
PURCHASE OF MUTUAL FUNDS	\$54,733	\$54,733	\$54,733
Total of all lines	\$98,939	\$98,939	\$98,939
		14. Less Reinvestments	\$0
(Net Purchases total will automatically entered in Item 60)		<b>15. Net Purchases</b>	\$98,939

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**SCHEDULE 5 - INVESTMENTS**

FILE NUMBER: 000-167

Description (A)	Amount (B)
<b>Marketable Securities</b>	
1. Total Cost	\$2,493,060
2. Total Book Value	\$2,493,060
3. List each marketable security which has a book value over \$5000 and exceeds 5% of Line 2.	
▪ RAILROAD COMPANIES STOCK/BERKSHIRE HATHAWAY(BNSF)	\$296,819
▪ AFL-CIO HOUSING INVESTMENT TRUST	\$132,653
▪ UNION LABOR LIFE INSURANCE COMPANY STOCK	\$30,875
▪ MUTUAL FUNDS	\$1,833,345
▪ PREFERRED STOCK	\$199,368
<b>Other Investments</b>	
4. Total Cost	
5. Total Book Value	
6. List each other investment which has a book value over \$5,000 and exceeds 5% of Line 5. Also, list each subsidiary for which separate reports are attached.	
<b>7. Total of Lines 2 and 5</b> (Total will be automatically entered in Item 26, Column(B))	<b>\$2,493,060</b>

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**SCHEDULE 6 - FIXED ASSETS**

FILE NUMBER: 000-167

Description (A)	Cost or Other Basis (B)	Total Depreciation or Amount Expensed (C)	Book Value (D)	Value (E)
1. FRONT ROYAL, VA	\$81,663		\$81,663	\$0
3. 917 SHENANDOAH SHORES RD, FRONT ROYAL, VA 22630	\$2,278,610	\$438,985	\$1,839,625	\$0
5. Automobiles and Other Vehicles				
6. Office Furniture and Equipment	\$320,416	\$278,977	\$41,439	\$0
7. Other Fixed Assets	\$39,624	\$39,624	\$0	\$0
<b>8. Totals of Lines 1 through 7</b> (Column(D) Total will be automatically entered in Item 27, Column(B))	\$2,720,313	\$757,586	\$1,962,727	\$0

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**SCHEDULE 7 - OTHER ASSETS**

FILE NUMBER: 000-167

Description (A)	Book Value (B)
PREPAID AIRFARE	\$71,456
PREPAID INSURANCE	\$3,603
SIGNALMAN'S STORE INVENTORY	\$74,365
<b>Total Other Assets</b> (Total will be automatically entered in Item 28, Column(B))	\$149,424

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**SCHEDULE 8 - ACCOUNTS PAYABLE AGING SCHEDULE**

FILE NUMBER: 000-167

Entity or Individual Name (A)	Total Account Payable (B)	90-180 Days Past Due (C)	180+ Days Past Due (D)	Liquidated Account (E)
NONE	\$0	\$0	\$0	\$0
Total from all other accounts payable	\$2,936	\$0	\$0	\$0
<b>Total Accounts Payable</b> (Column(B) Total will be automatically entered in Item 30, Column(D))	\$2,936	\$0	\$0	\$0

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**SCHEDULE 9 - LOANS PAYABLE**

FILE NUMBER: 000-167

Source of Loans Payable at Any Time During the Reporting Period (A)	Loans Owed at Start of Period (B)	Loans Obtained During Period (C)	Repayment During Period Cash (D)(1)	Repayment During Period Other Than Cash (D)(1)	Loans Owed at End of Period (E)
NONE	\$0	\$0	\$0	\$0	\$0
<b>Total Loans Payable</b>	\$0	\$0	\$0	\$0	\$0
Totals will be automatically entered in...	Item 31 Column (C)	Item 44	Item 62	Item 69 with Explanation	Item 31 Column (D)

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**SCHEDULE 10 - OTHER LIABILITIES**

FILE NUMBER: 000-167

Description (A)	Amount at End of Period (B)
FUNDS FROM MEMBERS TO BE DISBURSED	\$7,370
PAYROLL WITHHOLDING LIABILITY	\$3,865
FUNDS FROM AFFILIATES TO BE DISBURSED	\$83,487
<b>Total Other Liabilities</b> (Total will be automatically entered in Item 33, Column(D))	<b>\$94,722</b>

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**SCHEDULE 11 - ALL OFFICERS AND DISBURSEMENTS TO OFFICERS**

FILE NUMBER: 000-167

	(A) Name	(B) Title	(C) Status	(D) Gross Salary Disbursements (before any deductions)	(E) Allowances Disbursed	(F) Disbursements for Official Business	(G) Other Disbursements not reported in (D) thru (F)	(H) TOTAL		
A	WILLARD D PICKETT									
B	PRESIDENT			\$135,177	\$0	\$101,781	\$0	\$236,958		
C	C									
I	Schedule 15 Representational Activities	63 %	Schedule 16 Political Activities and Lobbying	13 %	Schedule 17 Contributions	0 %	Schedule 18 General Overhead	4 %	Schedule 19 Administration	20 %
A	WALTER A BARROWS									
B	SECRETARY-TREASURER			\$46,852	\$0	\$7,166	\$0	\$54,018		
C	P									
I	Schedule 15 Representational Activities	64 %	Schedule 16 Political Activities and Lobbying	3 %	Schedule 17 Contributions	0 %	Schedule 18 General Overhead	0 %	Schedule 19 Administration	33 %
A	JERRY C BOLES									
B	SECRETARY-TREASURER			\$84,186	\$0	\$33,370	\$0	\$117,556		
C	N									
I	Schedule 15 Representational Activities	51 %	Schedule 16 Political Activities and Lobbying	4 %	Schedule 17 Contributions	0 %	Schedule 18 General Overhead	19 %	Schedule 19 Administration	26 %
A	FLOYD E MASON									
B	VICE-PRESIDENT			\$104,923	\$0	\$87,923	\$0	\$192,846		
C	C									
I	Schedule 15 Representational Activities	96 %	Schedule 16 Political Activities and Lobbying	0 %	Schedule 17 Contributions	0 %	Schedule 18 General Overhead	0 %	Schedule 19 Administration	4 %
A	JOE L MATTINGLY									
B	VICE-PRESIDENT			\$104,923	\$0	\$56,415	\$0	\$161,338		
C	C									
I	Schedule 15 Representational Activities	74 %	Schedule 16 Political Activities and Lobbying	0 %	Schedule 17 Contributions	0 %	Schedule 18 General Overhead	0 %	Schedule 19 Administration	26 %
A	DENNIS M BOSTON									
B	VICE-PRESIDENT			\$104,923	\$0	\$57,890	\$0	\$162,813		
C	C									
I	Schedule 15 Representational Activities	51 %	Schedule 16 Political Activities and Lobbying	5 %	Schedule 17 Contributions	0 %	Schedule 18 General Overhead	0 %	Schedule 19 Administration	44 %
A	MARK J CIUREJ									
B	VICE-PRESIDENT			\$104,826	\$0	\$42,984	\$0	\$147,810		
C	C									
I	Schedule 15 Representational Activities	82 %	Schedule 16 Political Activities and Lobbying	0 %	Schedule 17 Contributions	0 %	Schedule 18 General Overhead	4 %	Schedule 19 Administration	14 %
A	KELLY A HALEY									
B	VICE-PRESIDENT			\$104,826	\$0	\$31,863	\$0	\$136,689		
C	C									
I	Schedule 15 Representational Activities	90 %	Schedule 16 Political Activities and Lobbying	2 %	Schedule 17 Contributions	0 %	Schedule 18 General Overhead	0 %	Schedule 19 Administration	8 %
A	JOHNATHAN D BRAGG									
B	VICE-PRESIDENT			\$78,070	\$0	\$14,483	\$0	\$92,553		
C	N									

	(A) Name	(B) Title	(C) Status	(D) Gross Salary Disbursements (before any deductions)	(E) Allowances Disbursed	(F) Disbursements for Official Business	(G) Other Disbursements not reported in (D) thru (F)	(H) TOTAL		
I	Schedule 15 Representational Activities	95 %	Schedule 16 Political Activities and Lobbying	0 %	Schedule 17 Contributions	0 %	Schedule 18 General Overhead	5 %	Schedule 19 Administration	0 %
A	RONALD G DEMOTT			\$2,035	\$0	\$1,163	\$0	\$3,198		
B	TRUSTEE									
C	C									
I	Schedule 15 Representational Activities	0 %	Schedule 16 Political Activities and Lobbying	0 %	Schedule 17 Contributions	0 %	Schedule 18 General Overhead	0 %	Schedule 19 Administration	100 %
A	MIKE K OWENS			\$3,903	\$0	\$1,719	\$0	\$5,622		
B	TRUSTEE									
C	C									
I	Schedule 15 Representational Activities	0 %	Schedule 16 Political Activities and Lobbying	0 %	Schedule 17 Contributions	0 %	Schedule 18 General Overhead	0 %	Schedule 19 Administration	100 %
A	KIM T POOLE			\$3,093	\$0	\$2,302	\$0	\$5,395		
B	TRUSTEE									
C	C									
I	Schedule 15 Representational Activities	67 %	Schedule 16 Political Activities and Lobbying	0 %	Schedule 17 Contributions	0 %	Schedule 18 General Overhead	0 %	Schedule 19 Administration	33 %
A	JERRY C BOLES			\$24,376	\$0	\$6,650	\$0	\$31,026		
B	VICE-PRESIDENT									
C	P									
I	Schedule 15 Representational Activities	51 %	Schedule 16 Political Activities and Lobbying	4 %	Schedule 17 Contributions	0 %	Schedule 18 General Overhead	19 %	Schedule 19 Administration	26 %
<b>Total Officer Disbursements</b>				\$902,113	\$0	\$445,709	\$0	\$1,347,822		
<b>Less Deductions</b>								\$316,113		
<b>Net Disbursements</b>								\$1,031,709		

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**SCHEDULE 12 - DISBURSEMENTS TO EMPLOYEES**

FILE NUMBER: 000-167

	(A) Name	(B) Title	(C) Other Payer	(D) Gross Salary Disbursements (before any deductions)	(E) Allowances Disbursed	(F) Disbursements for Official Business	(G) Other Disbursements not reported in (D) thru (F)	(H) TOTAL		
A	LEONARD PARKER JR									
B	GRAND LODGE REP			\$96,620	\$0	\$28,686	\$0	\$125,306		
C	NONE									
I	Schedule 15 Representational Activities	3 %	Schedule 16 Political Activities and Lobbying	97 %	Schedule 17 Contributions	0 %	Schedule 18 General Overhead	0 %	Schedule 19 Administration	0 %
A	JOHNATHAN D BRAGG									
B	GRAND LODGE REP			\$24,346	\$0	\$7,878	\$0	\$32,224		
C	NONE									
I	Schedule 15 Representational Activities	10 %	Schedule 16 Political Activities and Lobbying	82 %	Schedule 17 Contributions	0 %	Schedule 18 General Overhead	8 %	Schedule 19 Administration	0 %
A	MICHAEL S BALDWIN									
B	GRAND LODGE REP			\$95,970	\$0	\$31,594	\$0	\$127,564		
C	NONE									
I	Schedule 15 Representational Activities	84 %	Schedule 16 Political Activities and Lobbying	16 %	Schedule 17 Contributions	0 %	Schedule 18 General Overhead	0 %	Schedule 19 Administration	0 %
A	JAMES M FINNEGAN									
B	GRAND LODGE REP			\$93,506	\$0	\$12,763	\$0	\$106,269		
C	NONE									
I	Schedule 15 Representational Activities	100 %	Schedule 16 Political Activities and Lobbying	0 %	Schedule 17 Contributions	0 %	Schedule 18 General Overhead	0 %	Schedule 19 Administration	0 %
A	TIMOTHY M TARRANT									
B	GRAND LODGE REP			\$112,869	\$0	\$23,436	\$0	\$136,305		
C	NONE									
I	Schedule 15 Representational Activities	92 %	Schedule 16 Political Activities and Lobbying	0 %	Schedule 17 Contributions	0 %	Schedule 18 General Overhead	2 %	Schedule 19 Administration	6 %
A	WILLIAM L PHILLIPS									
B	COUNSEL			\$64,487	\$0	\$7,188	\$0	\$71,675		
C	NONE									
I	Schedule 15 Representational Activities	90 %	Schedule 16 Political Activities and Lobbying	4 %	Schedule 17 Contributions	0 %	Schedule 18 General Overhead	0 %	Schedule 19 Administration	6 %
A	LINDA D BARROWS									
B	CLERK			\$44,870	\$0	\$90	\$0	\$44,960		
C	NONE									
I	Schedule 15 Representational Activities	0 %	Schedule 16 Political Activities and Lobbying	0 %	Schedule 17 Contributions	0 %	Schedule 18 General Overhead	0 %	Schedule 19 Administration	100 %
A	DONICA B BOLES									
B	CLERK			\$45,549	\$0	\$0	\$0	\$45,549		
C	NONE									
I	Schedule 15 Representational Activities	0 %	Schedule 16 Political Activities and Lobbying	0 %	Schedule 17 Contributions	0 %	Schedule 18 General Overhead	0 %	Schedule 19 Administration	100 %
A	CYNTHIA D HALEY									
B	EXEC. ASSISTANT			\$55,175	\$0	\$0	\$0	\$55,175		
C	NONE									

	(A) Name	(B) Title	(C) Other Payer	(D) Gross Salary Disbursements (before any deductions)	(E) Allowances Disbursed	(F) Disbursements for Official Business	(G) Other Disbursements not reported in (D) thru (F)	(H) TOTAL		
I	Schedule 15 Representational Activities	51 %	Schedule 16 Political Activities and Lobbying	4 %	Schedule 17 Contributions	0 %	Schedule 18 General Overhead	19 %	Schedule 19 Administration	26 %
A	MARION J MATTINGLY			\$27,369	\$0	\$0	\$0	\$27,369		
B	SECRETARY									
C	NONE									
I	Schedule 15 Representational Activities	74 %	Schedule 16 Political Activities and Lobbying	0 %	Schedule 17 Contributions	0 %	Schedule 18 General Overhead	0 %	Schedule 19 Administration	26 %
A	SANDRA D MASON			\$28,320	\$0	\$0	\$0	\$28,320		
B	SECRETARY									
C	NONE									
I	Schedule 15 Representational Activities	96 %	Schedule 16 Political Activities and Lobbying	0 %	Schedule 17 Contributions	0 %	Schedule 18 General Overhead	0 %	Schedule 19 Administration	4 %
A	LARRY E MOORE JR			\$61,499	\$0	\$1,117	\$0	\$62,616		
B	BOOKKEEPER									
C	NONE									
I	Schedule 15 Representational Activities	51 %	Schedule 16 Political Activities and Lobbying	4 %	Schedule 17 Contributions	0 %	Schedule 18 General Overhead	19 %	Schedule 19 Administration	26 %
A	OLIVIA A FRENCH			\$46,901	\$0	\$0	\$0	\$46,901		
B	SECRETARY									
C	NONE									
I	Schedule 15 Representational Activities	90 %	Schedule 16 Political Activities and Lobbying	2 %	Schedule 17 Contributions	0 %	Schedule 18 General Overhead	0 %	Schedule 19 Administration	8 %
A	JILLIAN R JOHNSON			\$60,720	\$0	\$0	\$0	\$60,720		
B	EXEC. ASSISTANT									
C	NONE									
I	Schedule 15 Representational Activities	63 %	Schedule 16 Political Activities and Lobbying	13 %	Schedule 17 Contributions	0 %	Schedule 18 General Overhead	4 %	Schedule 19 Administration	20 %
A	TERESA M EMBREY			\$56,187	\$0	\$0	\$0	\$56,187		
B	ADM. ASSISTANT									
C	NONE									
I	Schedule 15 Representational Activities	90 %	Schedule 16 Political Activities and Lobbying	2 %	Schedule 17 Contributions	0 %	Schedule 18 General Overhead	0 %	Schedule 19 Administration	8 %
A	MICHAELA B CLAYWELL			\$46,300	\$0	\$0	\$0	\$46,300		
B	RECEPTIONIST									
C	NONE									
I	Schedule 15 Representational Activities	0 %	Schedule 16 Political Activities and Lobbying	0 %	Schedule 17 Contributions	0 %	Schedule 18 General Overhead	0 %	Schedule 19 Administration	100 %
A	BIRUTE E CIUREJ			\$18,552	\$0	\$0	\$0	\$18,552		
B	SECRETARY									
C	NONE									
I	Schedule 15 Representational Activities	82 %	Schedule 16 Political Activities and Lobbying	0 %	Schedule 17 Contributions	0 %	Schedule 18 General Overhead	4 %	Schedule 19 Administration	14 %

	(A) Name	(B) Title	(C) Other Payer	(D) Gross Salary Disbursements (before any deductions)	(E) Allowances Disbursed	(F) Disbursements for Official Business	(G) Other Disbursements not reported in (D) thru (F)	(H) TOTAL		
A	SHANNON M FROHM			\$20,184	\$0	\$0	\$0	\$20,184		
B	SECRETARY									
C	NONE									
I	Schedule 15 Representational Activities	51 %	Schedule 16 Political Activities and Lobbying	5 %	Schedule 17 Contributions	0 %	Schedule 18 General Overhead	0 %	Schedule 19 Administration	44 %
A	KERRI A MOORE			\$12,096	\$0	\$0	\$0	\$12,096		
B	RECEPTIONIST									
C	NONE									
I	Schedule 15 Representational Activities	0 %	Schedule 16 Political Activities and Lobbying	0 %	Schedule 17 Contributions	0 %	Schedule 18 General Overhead	0 %	Schedule 19 Administration	100 %
TOTALS RECEIVED BY EMPLOYEES MAKING LESS THAN \$10000				\$2,399	\$0	\$6,310	\$0	\$8,709		
I	Schedule 15 Representational Activities	0 %	Schedule 16 Political Activities and Lobbying	0 %	Schedule 17 Contributions	0 %	Schedule 18 General Overhead	0 %	Schedule 19 Administration	100 %
<b>Total Employee Disbursements</b>				\$1,013,919	\$0	\$119,062	\$0	\$1,132,981		
<b>Less Deductions</b>								\$290,002		
<b>Net Disbursements</b>								\$842,979		

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**SCHEDULE 13 - MEMBERSHIP STATUS**

FILE NUMBER: 000-167

Category of Membership (A)	Number (B)	Voting Eligibility (C)
REGULAR MEMBER	10,465	Yes
Members	10,465	
Agency Fee Payers*	1	
<b>Total Members/Fee Payers</b>	<b>10,466</b>	
*Agency Fee Payers are not considered members of the labor organization.		

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**DETAILED SUMMARY PAGE - SCHEDULES 14 THROUGH 19**

FILE NUMBER: 000-167

<b>SCHEDULE 14 OTHER RECEIPTS</b>	
1. Named Payer Itemized Receipts	\$57,737
2. Named Payer Non-itemized Receipts	\$36,075
3. All Other Receipts	\$20,404
<b>4. Total Receipts</b>	<b>\$114,216</b>

<b>SCHEDULE 15 REPRESENTATIONAL ACTIVITIES</b>	
1. Named Payee Itemized Disbursements	\$117,251
2. Named Payee Non-itemized Disbursements	\$224,684
3. To Officers	\$982,954
4. To Employees	\$674,366
5. All Other Disbursements	\$54,102
<b>6. Total Disbursements</b>	<b>\$2,053,357</b>

<b>SCHEDULE 16 POLITICAL ACTIVITIES AND LOBBYING</b>	
1. Named Payee Itemized Disbursements	\$14,778
2. Named Payee Non-itemized Disbursements	\$45,712
3. To Officers	\$49,244
4. To Employees	\$186,925
5. All Other Disbursements	\$8,431
<b>6. Total Disbursement</b>	<b>\$305,090</b>

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<b>SCHEDULE 17 CONTRIBUTIONS, GIFTS &amp; GRANTS</b>	
1. Named Payee Itemized Disbursements	\$0
2. Named Payee Non-itemized Disbursements	\$0
3. To Officers	\$0
4. To Employees	\$0
5. All Other Disbursements	\$2,450
<b>6. Total Disbursements</b>	<b>\$2,450</b>

<b>SCHEDULE 18 GENERAL OVERHEAD</b>	
1. Named Payee Itemized Disbursements	\$65,139
2. Named Payee Non-itemized Disbursements	\$137,046
3. To Officers	\$48,249
4. To Employees	\$30,855
5. All Other Disbursements	\$98,696
<b>6. Total Disbursements</b>	<b>\$379,985</b>

<b>SCHEDULE 19 UNION ADMINISTRATION</b>	
1. Named Payee Itemized Disbursements	\$107,056
2. Named Payee Non-itemized Disbursements	\$78,192
3. To Officers	\$267,378
4. To Employees	\$240,837
5. All Other Disbursements	\$89,541
<b>6. Total Disbursements</b>	<b>\$783,004</b>

## SCHEDULE 14 - OTHER RECEIPTS

FILE NUMBER: 000-167

Name and Address (A)				
AFL-CIO				
815 SIXTEENTH ST, NW WASHINGTON DC 20006				
Type or Classification (B)				
LABOR UNION				
Name and Address (A)				
GMAC INSURANCE PO BOX 3199				
WINSTON-SALEM NC 27102				
Type or Classification (B)				
INSURANCE COMPANY				
Name and Address (A)				
IAM				
7001 US HIGHWAY 68 PADUCAH KY 42003				
Type or Classification (B)				
LABOR UNION				
Name and Address (A)				
IBEW				
239 MCCLELLAN ST PHILADELPHIA PA 19148				
Type or Classification (B)				
LABOR UNION				
Name and Address (A)				
ILLINOIS CENTRAL GENERAL COMMITTEE				
917 SHENANDOAH SHORES ROAD FRONT ROYAL VA 22630				
Type or Classification (B)				
INTERMEDIATE LABOR UNION				

Name and Address (A)				
TCU 3 RESEARCH PLACE ROCKVILLE MD 20850	Purpose (C)	Date (D)	Amount (E)	
	REIMBURSE PROF. EXPENSES	12/20/2011	\$22,321	
	Total Itemized Transactions		\$22,321	
	Total Non-Itemized Transactions		\$0	
	<b>Total of All Transactions</b>		<b>\$22,321</b>	
Type or Classification (B)				
LABOR UNION				
Name and Address (A)				
UNION PRIVILEGE 1125 15TH ST NW SUITE 300 WASHINGTON DC 20005	Purpose (C)	Date (D)	Amount (E)	
	ADVANCED ROYALTY REVENUE	04/12/2012	\$8,363	
	Total Itemized Transactions		\$8,363	
	Total Non-Itemized Transactions		\$0	
	<b>Total of All Transactions</b>		<b>\$8,363</b>	
Type or Classification (B)				
BENEFIT PROGRAM				

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## SCHEDULE 15 - REPRESENTATIONAL ACTIVITIES

FILE NUMBER: 000-167

Name and Address (A)				
ALPER & MANN P.C.  9205 REDWOOD AVE BETHESDA MD 20817		Purpose (C)	Date (D)	Amount (E)
		LEGAL SERVICES	03/06/2012	\$5,052
		Total Itemized Transactions		\$5,052
		Total Non-Itemized Transactions		\$0
Type or Classification (B)		<b>Total of All Transactions</b>		\$5,052
ATTORNEY				
Name and Address (A)				
AT&T MOBILITY PO BOX 6463  CAROL STREAM IL 60197		Purpose (C)	Date (D)	Amount (E)
		Total Itemized Transactions		
		Total Non-Itemized Transactions		\$5,640
Type or Classification (B)		<b>Total of All Transactions</b>		\$5,640
WIRELESS COMMUNICATIONS COMPANY				
Name and Address (A)				
BAPTISTE & WILDER  1150 CONNECTICUT AVE NW WASHINGTON DC 20036		Purpose (C)	Date (D)	Amount (E)
		LEGAL SERVICES	12/01/2011	\$14,136
		Total Itemized Transactions		\$14,136
		Total Non-Itemized Transactions		\$14,470
Type or Classification (B)		<b>Total of All Transactions</b>		\$28,606
ATTORNEY				
Name and Address (A)				
CHEIRON, INC PO BOX 37117  BALTIMORE MD 21297		Purpose (C)	Date (D)	Amount (E)
		CONSULTING SERVICES	02/07/2012	\$55,066
		Total Itemized Transactions		\$55,066
		Total Non-Itemized Transactions		\$5,964
Type or Classification (B)		<b>Total of All Transactions</b>		\$61,030
CONSULTING FIRM				
Name and Address (A)				
HIGSAW, MALHONEY & CLARKE  1050 17TH ST, NW WASHINGTON DC 20036		Purpose (C)	Date (D)	Amount (E)
		LEGAL SERVICES	11/16/2011	\$12,951
		Total Itemized Transactions		\$12,951
		Total Non-Itemized Transactions		\$4,800
Type or Classification (B)		<b>Total of All Transactions</b>		\$17,751



ATTORNEY			
Name and Address (A)			
LISA SALKOVITZ KOHN 1350 EAST 49TH ST CHICAGO IL 60615		Purpose (C)	Date (D)
		ARBITRATION SERVICES	05/08/2012
		Total Itemized Transactions	\$8,738
		Total Non-Itemized Transactions	\$0
Type or Classification (B)		<b>Total of All Transactions</b>	
ARBITRATOR AND MEDIATOR		\$8,738	
Name and Address (A)			
ODONNELL SCHWARTZ & ANDERSON 1900 L ST, NE SUITE 8 WASHINGTON DC 20036		Purpose (C)	Date (D)
		Total Itemized Transactions	
		Total Non-Itemized Transactions	\$21,733
Type or Classification (B)		<b>Total of All Transactions</b>	
ATTORNEY		\$21,733	
Name and Address (A)			
THE LABOR BUREAU INC 1727 KING ST, SUITE 210 ALEXANDRIA VA 22314		Purpose (C)	Date (D)
		CONSULTING SERVICES	01/03/2012
		Total Itemized Transactions	\$21,308
		Total Non-Itemized Transactions	\$6,131
Type or Classification (B)		<b>Total of All Transactions</b>	
CONSULTING FIRM		\$27,439	
Name and Address (A)			
UNITED AIRLINES PO BOX 66100 CHICAGO IL 60666		Purpose (C)	Date (D)
		Total Itemized Transactions	
		Total Non-Itemized Transactions	\$165,946
Type or Classification (B)		<b>Total of All Transactions</b>	
AIRLINE		\$165,946	

## SCHEDULE 16 - POLITICAL ACTIVITIES AND LOBBYING

FILE NUMBER 000-167

Name and Address (A)				
PEAKE DELANCEY PRINTERS PO BOX 758708				
BALTIMORE MD 21275		Purpose (C)	Date (D)	Amount (E)
Type or Classification (B)		Total Itemized Transactions		
COMMERCIAL PRINTER		Total Non-Itemized Transactions		
		<b>Total of All Transactions</b>		
Name and Address (A)				
SPECIAL T UNLIMITED				
4835 W BUTTERFIELD RD HILLSIDE IL 60162		Purpose (C)	Date (D)	Amount (E)
Type or Classification (B)		SUPPLIES		
SCREEN PRINTING COMPANY		04/02/2012		
		\$9,281		
		Total Itemized Transactions		
		Total Non-Itemized Transactions		
		<b>Total of All Transactions</b>		
		\$10,819		
Name and Address (A)				
TWUA				
501 THIRD ST, NW - 9TH FLR WASHINGTON DC 20001		Purpose (C)	Date (D)	Amount (E)
Type or Classification (B)		SUBSCRIPTION		
UNION		01/09/2012		
		\$5,497		
		Total Itemized Transactions		
		Total Non-Itemized Transactions		
		<b>Total of All Transactions</b>		
		\$5,497		
Name and Address (A)				
UNITED AIRLINES PO BOX 66100				
CHICAGO IL 60666		Purpose (C)	Date (D)	Amount (E)
Type or Classification (B)		Total Itemized Transactions		
AIRLINE		Total Non-Itemized Transactions		
		<b>Total of All Transactions</b>		
		\$29,646		
Name and Address (A)				
UNITED TRANSPORTATION UNION				
14600 DETROIT AVE CLEVELAND OH 44107		Purpose (C)	Date (D)	Amount (E)
Type or Classification (B)		Total Itemized Transactions		
LABOR UNION		Total Non-Itemized Transactions		
		<b>Total of All Transactions</b>		
		\$8,400		

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VA 22312			
Type or Classification (B)			
PLUMBING SERVICE			
Name and Address (A)			
PIFER OFFICE SUPPLY PO BOX 1808  WINCHESTER VA 22604	Purpose (C)	Date (D)	Amount (E)
Type or Classification (B)	Total Itemized Transactions		
OFFICE SUPPLY COMPANY	Total Non-Itemized Transactions		\$11,439
	<b>Total of All Transactions</b>		\$11,439
Name and Address (A)			
PITNEY BOWES PO BOX 856390  LOUISVILLE KY 40285	Purpose (C)	Date (D)	Amount (E)
Type or Classification (B)	Total Itemized Transactions		
OFFICE TECHNOLOGY COMPANY	Total Non-Itemized Transactions		\$5,149
	<b>Total of All Transactions</b>		\$5,149
Name and Address (A)			
POSTAGE BY PHONE-PITNEY BOWES  1 ELMCROFT RD STAMFORD CT 06901	Purpose (C)	Date (D)	Amount (E)
Type or Classification (B)	REFILL PREPAID POSTAGE ACCOUNT	07/01/2011	\$5,000
OFFICE TECHNOLOGY COMPANY	REFILL PREPAID POSTAGE ACCOUNT	09/09/2011	\$5,000
	REFILL PREPAID POSTAGE ACCOUNT	10/06/2011	\$5,000
	REFILL PREPAID POSTAGE ACCOUNT	12/14/2011	\$5,000
	REFILL PREPAID POSTAGE ACCOUNT	04/05/2012	\$5,000
	Total Itemized Transactions		\$25,000
	Total Non-Itemized Transactions		\$3,000
	<b>Total of All Transactions</b>		\$28,000
Name and Address (A)			
QUARLES ENERGY SOLUTIONS  1701 FALL HILL AVE FREDERICKSBURG VA 22401	Purpose (C)	Date (D)	Amount (E)
Type or Classification (B)	Total Itemized Transactions		
OIL COMPANY	Total Non-Itemized Transactions		\$10,278
	<b>Total of All Transactions</b>		\$10,278
Name and Address (A)			
TOWN OF FRONT ROYAL  15 NORTH ROYAL AVE FRONT ROYAL VA	Purpose (C)	Date (D)	Amount (E)
	Total Itemized Transactions		
	Total Non-Itemized Transactions		\$15,954
	<b>Total of All Transactions</b>		\$15,954

22630			
Type or Classification (B)			
LOCAL GOVERNMENT - UTILITIES			
Name and Address (A)			
UNION INSURANCE GROUP			
2125 WEST ROSCOE ST			
CHICAGO			
IL			
60618			
Type or Classification (B)			
INSURANCE BROKER			
Purpose (C)		Date (D)	Amount (E)
INSURANCE POLICY RENEWAL		09/28/2011	\$15,025
Total Itemized Transactions			\$15,025
Total Non-Itemized Transactions			\$3,069
<b>Total of All Transactions</b>			<b>\$18,094</b>
Name and Address (A)			
UNITED AIRLINES			
PO BOX 66100			
CHICAGO			
IL			
60666			
Type or Classification (B)			
AIRLINE			
Purpose (C)		Date (D)	Amount (E)
Total Itemized Transactions			
Total Non-Itemized Transactions			\$6,327
<b>Total of All Transactions</b>			<b>\$6,327</b>
Name and Address (A)			
UNITED GENERAL COMMITTEE			
9638 E. 925TH AVE			
EFFINGHAM			
IL			
62401			
Type or Classification (B)			
INTERMEDIATE UNION			
Purpose (C)		Date (D)	Amount (E)
REFUND		09/06/2011	\$6,105
Total Itemized Transactions			\$6,105
Total Non-Itemized Transactions			\$0
<b>Total of All Transactions</b>			<b>\$6,105</b>
Name and Address (A)			
UNITED STATES POSTAL SERVICE			
120 E THIRD ST			
FRONT ROYAL			
VA			
22630			
Type or Classification (B)			
POSTAL SERVICE			
Purpose (C)		Date (D)	Amount (E)
Total Itemized Transactions			
Total Non-Itemized Transactions			\$6,640
<b>Total of All Transactions</b>			<b>\$6,640</b>
Name and Address (A)			
UPS			
PO BOX 7247-0244			
PHILADELPHIA			
PA			
19170			
Type or Classification (B)			
Purpose (C)		Date (D)	Amount (E)
Total Itemized Transactions			
Total Non-Itemized Transactions			\$8,809
<b>Total of All Transactions</b>			<b>\$8,809</b>

Type or Classification (B)			
SHIPPING COMPANY			
Name and Address (A)			
XEROX PO BOX 802555  CHICAGO IL 60680	Purpose (C)	Date (D)	Amount (E)
	OFFICE SERVICES	09/01/2011	\$5,130
	Total Itemized Transactions		\$5,130
	Total Non-Itemized Transactions		\$14,615
	<b>Total of All Transactions</b>		<b>\$19,745</b>
Type or Classification (B)			
OFFICE TECHNOLOGY COMPANY			

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## SCHEDULE 19 - UNION ADMINISTRATION

FILE NUMBER: 000-167

Name and Address (A)	Purpose (C)	Date (D)	Amount (E)
GEISSLER & ASSOCIATES  4700 WEST 95TH ST SUITE 204 OAK LAWN IL 60453	FISCAL YEAR 2011 AUDIT	09/20/2011	\$20,360
	Total Itemized Transactions		\$20,360
	Total Non-Itemized Transactions		\$4,755
	<b>Total of All Transactions</b>		<b>\$25,115</b>
	Type or Classification (B) CERTIFIED PUBLIC ACCOUNTANT		
LINDEN HALL  432 LINDEN HALL RD DAWSON PA 15428	MEETING SERVICES	09/09/2011	\$23,104
	Total Itemized Transactions		\$23,104
	Total Non-Itemized Transactions		\$0
	<b>Total of All Transactions</b>		<b>\$23,104</b>
	Type or Classification (B) RESORT		
PEAKE DELANCEY PRINTERS PO BOX 758708  BALTIMORE MD 21275	PRINTING SERVICES	10/03/2011	\$17,407
	PRINTING SERVICES	01/04/2012	\$16,809
	PRINTING SERVICES	03/27/2012	\$13,153
	PRINTING SERVICES	06/22/2012	\$16,223
	Total Itemized Transactions		\$63,592
	Total Non-Itemized Transactions		\$40,356
	<b>Total of All Transactions</b>		<b>\$103,948</b>
Type or Classification (B) COMMERCIAL PRINTER			
UNITED AIRLINES PO BOX 66100  CHICAGO IL 60666	Total Itemized Transactions		
	Total Non-Itemized Transactions		\$33,081
	<b>Total of All Transactions</b>		<b>\$33,081</b>
	Type or Classification (B) AIRLINE		

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**SCHEDULE 20 - BENEFITS**

FILE NUMBER: 000-167

Description (A)	To Whom Paid (B)	Amount (C)
INSURANCE BENEFITS - HEALTH & WELFARE	INSURANCE CO.	\$497,937
INSURANCE BENEFITS - AD&D	INSURANCE CO.	\$2,850
INSURANCE BENEFITS - DENTAL	INSURANCE CO.	\$35,075
INSURANCE BENEFITS - VISION	INSURANCE CO.	\$2,877
INSURANCE BENEFITS - LIFE	INSURANCE CO.	\$3,994
PENSIONS	RETIRED OFFICERS	\$46,514
PENSION BENEFITS	UFCW LOCAL #1546	\$19,424
<b>Total Benefits</b>		<b>\$608,671</b>

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**69. ADDITIONAL INFORMATION SUMMARY**

FILE NUMBER: 000-167

Question 10: W. A. Barrows served as a committee member of the Railroad Employees National Health and Welfare plan, EIN 52-1236745. The plan sponsor is the Joint Plan Committee, formerly the Joint Policyholder Committee, consisting of National Carrier's Conference Committee, 1901 I street NW, Suite 500, Washington, DC 20036, telephone 202-862-7200 and Health and Welfare Committee, Cooperating Railway Labor Organizations, 10 G street NE, Suite 480, Washington, DC 20002, telephone 202-737-1541. W. A. Barrows also served as a trustee for the National Railroad Retirement Investment Trust, EIN 01-6186277, 1250 I street, Suite 500, Washington, DC 20005. There were no contributions to these trusts.

Question 11(a): The PAC is Brotherhood of Railroad Signalmen Political Action Committee. Reports are filed with the Federal Election Commission under number C00011262.

Question 12: Outside Accountant - Geissler & Associates, Certified Public Accountants, 4700 W. 95th St, Suite 204, Oak Lawn, IL 60453. An audit was performed.

Question 15: Broken and obsolete office equipment and furniture were disposed of. Obsolete office furniture was donated to Blue Ridge Educational Center, a registered 501-C(3) nonprofit organization. The value of the disposed items was \$0.

Schedule 1, Row1:

Schedule 2, Row2:

Schedule 2, Row1:

Schedule 2, Row3:

Schedule 2, Row4:

Schedule 2, Row5:

Schedule 2, Row6:

Schedule 8, Row1:

Schedule 9, Row1:

Schedule 13, Row1: A Regular Member is an active member in good standing. They pay full dues.

Schedule 13, Row1:

General Information:

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