



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



ENVELOPE POSTMARK DATE MAY 16 2011

Form **990** OMB No 1545-0047
Return of Organization Exempt From Income Tax
 Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)
 Department of the Treasury Internal Revenue Service **2010**
Open to Public Inspection
 ▶ The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2010 calendar year, or tax year beginning , and ending

B Check if applicable:
 Address change
 Name change
 Initial return
 Terminated
 Amended return
 Application pending

C Name of organization **TELCORDIA TECHNOLOGIES**
 Doing Business As
 Number and street (or P O box if mail is not delivered to street address) Room/suite
C/O THE BANK OF NEW YORK MELLON, P O BOX 185
 City or town state or country and ZIP + 4
PITTSBURGH PA 15230-0185

D Employer identification number
22-3369143

E Telephone number
(412) 234-0799

F Name and address of principal officer

G Gross receipts \$ **29,625,215**

H(a) Is this a group return for affiliates? Yes No
H(b) Are all affiliates included? Yes No
 If "No" attach a list (see instructions)

I Tax-exempt status 501(c)(3) 501(c) (9) ◀ (insert no) 4947(a)(1) or 527

J Website: ▶ **N/A**

K Form of organization Corporation Trust Association Other ▶

L Year of formation **1994** **M** State of legal domicile **DE**

Part I Summary

1 Briefly describe the organization's mission or most significant activities PROVISION OF BENEFITS TO ELIGIBLE MEMBERS

2 Check this box if the organization discontinued its operations or disposed of more than 25% of its net assets

3	Number of voting members of the governing body (Part VI, line 1a)	3	0
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	0
5	Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	0
6	Total number of volunteers (estimate if necessary)	6	0
7a	Total unrelated business revenue from Part VIII column (C), line 12	7a	1,419,251
7b	Net unrelated business taxable income from Form 990-T, line 34	7b	1,414,263

	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	0	0
9 Program service revenue (Part VIII, line 2g)	0	0
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,369,203	1,419,251
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-146,475	0
12 Total revenue Add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,222,728	1,419,251
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0	0
14 Benefits paid to or for members (Part IX, column (A), line 4)	10,353,370	7,253,543
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	5,000	3,988
16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b Total fundraising expenses (Part IX, column (D), line 25) ▶	0	0
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	738,540	819,498
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	11,096,910	8,077,029
19 Revenue less expenses Subtract line 18 from line 12	-9,874,182	-6,657,778

	Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	15,547,845	8,297,284
21 Total liabilities (Part X, line 26)	0	1,372
22 Net assets or fund balances Subtract line 21 from line 20	15,547,845	8,295,912

Part II Signature Block

Under penalties of perjury I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature of officer: [Signature] Date: 5/5/11
MICHAEL STAGIS VICE PRESIDENT

Preparer's Information

Print/Type preparer's name: **Shawn P Hanlon** Preparer's signature: [Signature] Date: 5/5/11 Check if self-employed PTIN: **P00965923**

Firm's name: **PRICEWATERHOUSECOOPERS LLP** Firm's EIN: **13-4008324**
 Firm's address: **600 GRANT STREET, PITTSBURGH, PA 15219** Phone no: **412-355-6000**

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

E2-663 RECEIVED MAY 9 2011 OFFICE OF THE ATTORNEY GENERAL

SCANNED JUN 17 2011 Activities & Governance

24

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

1 Briefly describe the organization's mission

NONE

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses \$ 0 including grants of \$ 0) (Revenue \$ 0)

4b (Code) (Expenses \$ 0 including grants of \$ 0) (Revenue \$ 0)

4c (Code) (Expenses \$ 0 including grants of \$ 0) (Revenue \$ 0)

4d Other program services (Describe in Schedule O)
(Expenses \$ 0 including grants of \$ 0) (Revenue \$ 0)

4e Total program service expenses 0

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>		X
2 Is the organization required to complete Schedule B, Schedule of Contributors? (see instructions)		X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	11a	X
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	11b	X
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>	11c	X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>	11d	X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	11e	X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	11f	X
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	12a	X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional</i>	12b	X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	13	X
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <i>If "Yes," complete Schedule F, Parts I and IV</i>	14b	X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>	15	X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>	16	X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I (see instructions)</i>	17	X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	18	X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	19	X
20a Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>	20a	X
b If "Yes" to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)	20b	

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		X
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>		X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		X
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		
25b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
28a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	X	
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)?		X
36 Section 501(c)(3) organizations. Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
37 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	X	

 Yes No

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable		
	1a 0		
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable		
	1b 0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
	2a 0		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to <i>e-file</i> (see instructions)		
	2b		
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	X	
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	X	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b	If "Yes," enter the name of the foreign country See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		
	7a		
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
	7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		
	7c		
d	If "Yes," indicate the number of Forms 8282 filed during the year		
	7d		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		
	7e		
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
	7f		
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
	7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
	7h		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
	8		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
	9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
	9b		
10	Section 501(c)(7) organizations. Enter		
a	Initiation fees and capital contributions included on Part VIII, line 12		
	10a		
b	Gross receipts, included on Form 990 Part VIII, line 12, for public use of club facilities		
	10b		
11	Section 501(c)(12) organizations. Enter		
a	Gross income from members or shareholders		
	11a		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
	11b		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
	12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		
	12b		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O		
	13a		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans		
	13b		
c	Enter the amount of reserves on hand		
	13c		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
	14a		
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		
	14b		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O See instructions

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
1b	Enter the number of voting members included in line 1a, above, who are independent		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Does the organization have members or stockholders?		X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		X
7b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	a The governing body?	X	
8b	b Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code)

		Yes	No
10a	Does the organization have local chapters, branches, or affiliates?		X
10b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?		
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?		X
	b Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13		X
12b	b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?		
12c	c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done		
13	Does the organization have a written whistleblower policy?		X
14	Does the organization have a written document retention and destruction policy?		X
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15a	a The organization's CEO, Executive Director, or top management official		X
15b	b Other officers or key employees of the organization		X
	If "Yes" to line 15a or 15b, describe the process in Schedule O (See instructions)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
16b	b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ▶ N/A
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 Own website Another's website Upon request
- 19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶
 THE BANK OF NEW YORK MELLON (412) 234-0799
 P O BOX 185, PITTSBURGH, PA 15230-0185

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) THE BANK OF NEW YORK MELLON TRUSTEE	SEE SCH O		X				3,988	0	0	
(2)										
(3)										
(4)										
(5)										
(6)										
(7)										
(8)										
(9)										
(10)										
(11)										
(12)										
(13)										
(14)										
(15)										
(16)										

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(17)										
(18)										
(19)										
(20)										
(21)										
(22)										
(23)										
(24)										
(25)										
(26)										
(27)										
(28)										
1b Sub-total							3,988	0	0	
c Total from continuation sheets to Part VII, Section A							0	0	0	
d Total (add lines 1b and 1c)							3,988	0	0	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **0**

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization

(A) Name and business address	(B) Description of services	(C) Compensation
CERIDIAN	ADMINISTRATION	379,301
MERCK MEDCO	ADMINISTRATION	131,447
		0
		0
		0

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **2**

Part VIII Statement of Revenue				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns	1a	0				
	b	Membership dues	1b	0				
	c	Fundraising events	1c	0				
	d	Related organizations	1d	0				
	e	Government grants (contributions)	1e	0				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	0				
	g	Noncash contributions included in lines 1a-1f	\$	0				
	h	Total. Add lines 1a-1f		0				
	Program Service Revenue			Business Code				
2a		-----						
b		-----						
c		-----		0				
d		-----		0				
e		-----		0				
f		All other program service revenue		0				
g	Total. Add lines 2a-2f		0					
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		444,050		444,050		
	4	Income from investment of tax-exempt bond proceeds		0				
	5	Royalties		0				
	6a	Gross Rents	(i) Real	(ii) Personal				
			0	0				
					0			
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
			29,181,165	0				
	b	Less cost or other basis and sales expenses						
			28,205,964	0				
	c	Gain or (loss)						
			975,201	0				
	d	Net gain or (loss)			975,201		975,201	
	8a	Gross income from fundraising events (not including \$ 0 of contributions reported on line 1c) See Part IV, line 18	a		0			
b	Less direct expenses	b		0				
c	Net income or (loss) from fundraising events			0				
9a	Gross income from gaming activities See Part IV, line 19	a		0				
b	Less direct expenses	b		0				
c	Net income or (loss) from gaming activities			0				
10a	Gross sales of inventory, less returns and allowances	a		0				
b	Less cost of goods sold	b		0				
c	Net income or (loss) from sales of inventory			0				
Miscellaneous Revenue		Business Code						
11a	-----							
b	-----			0				
c	-----			0				
d	All other revenue			0				
e	Total. Add lines 11a-11d			0				
12	Total revenue. See instructions			1,419,251	0	1,419,251	0	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D)

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the U S See Part IV, line 21	0			
2	Grants and other assistance to individuals in the U S See Part IV, line 22	0			
3	Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	7,253,543			
5	Compensation of current officers, directors, trustees, and key employees	3,988			
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7	Other salaries and wages	0			
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	0			
9	Other employee benefits	0			
10	Payroll taxes	0			
11	Fees for services (non-employees)				
a	Management	0			
b	Legal	0			
c	Accounting	35,000			
d	Lobbying	0			
e	Professional fundraising services See Part IV, line 17	0			
f	Investment management fees	0			
g	Other	0			
12	Advertising and promotion	0			
13	Office expenses	0			
14	Information technology	0			
15	Royalties	0			
16	Occupancy	0			
17	Travel	0			
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	0			
20	Interest	0			
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	0	0	0	0
23	Insurance	0			
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	ACTUARIAL FEES	48,750			
b	ADMINISTRATION FEES	510,748			
c	UBTI TAX EXPENSE	225,000			
d		0			
e		0			
f	All other expenses	0			
25	Total functional expenses. Add lines 1 through 24f	8,077,029	0	0	0
26	Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A)		(B)	
		Beginning of year		End of year	
Assets	1	Cash—non-interest-bearing		1	
	2	Savings and temporary cash investments	356,147	2	371,027
	3	Pledges and grants receivable, net	0	3	0
	4	Accounts receivable, net	143,909	4	129,003
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	0	5	0
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)	0	6	0
	7	Notes and loans receivable, net	0	7	0
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges		9	
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	0		
		10a	0		
	b	Less accumulated depreciation	0	10c	0
		10b	0		
	11	Investments—publicly traded securities	15,047,789	11	7,797,254
	12	Investments—other securities See Part IV, line 11	0	12	0
	13	Investments—program-related See Part IV, line 11	0	13	0
14	Intangible assets		14		
15	Other assets See Part IV, line 11	0	15	0	
16	Total assets. Add lines 1 through 15 (must equal line 34)	15,547,845	16	8,297,284	
Liabilities	17	Accounts payable and accrued expenses	0	17	1,372
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties	0	23	0
	24	Unsecured notes and loans payable to unrelated third parties	0	24	0
	25	Other liabilities Complete Part X of Schedule D	0	25	0
	26	Total liabilities. Add lines 17 through 25	0	26	1,372
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets		27	
	28	Temporarily restricted net assets		28	
	29	Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds	15,547,845	30	8,294,538
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
33	Total net assets or fund balances	15,547,845	33	8,294,538	
34	Total liabilities and net assets/fund balances	15,547,845	34	8,295,910	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	1,419,251
2	Total expenses (must equal Part IX, column (A), line 25)	2	8,077,029
3	Revenue less expenses Subtract line 2 from line 1	3	-6,657,778
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	15,547,845
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-594,155
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	8,295,912

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

- 1 Accounting method used to prepare the Form 990 Cash Accrual Other _____
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant?
- b Were the organization's financial statements audited by an independent accountant?
- c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both
 Separate basis Consolidated basis Both consolidated and separate basis
- 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		X
2b		X
2c		
3a		X
3b		



THE BANK OF NEW YORK MELLON

TRDBEL BEWG75361700 ANNUAL FINAL 155700 TRANSACTION REPORT 2010-12-31 CYCLE A 00 12 59 RUN DATE 26-JAN-11
 BEW G753617 TELECORDIA TECH WELFARE BENFT VEBA COMBINED FOR THE PERIOD 01 JANUARY 2010 THROUGH 31 DECEMBER 2010 PAGE 65
 M25721

TRAN CODE	EFFECTIVE/ CONTRACTUAL/ SETTLEMENT DATE	SECURITY DESCRIPTION (LOCAL_CURR/SETTLE_CURR)	SHARES PAR VALUE	TRADE DATE BASE AMOUNT	INVESTMENT BASE COST	REALIZED GAIN/LOSS IN BASE CURRENCY
<u>SALES</u> (* INDICATES PENDING SETTLEMENT)						
CASH & CASH EQUIVALENTS						
U.S. DOLLAR						
S	08-JAN-10	BSDT-LATE MONEY DEPOSIT ACCT	180.485 310.	180.485 31	180.485 31.	
	08-JAN-10	0.550% 12/31/2049 DD 06/26/97 WELFARE BENEFITS TR				
		CUSIP 996087094				
		PRICE 1 000000				
S	09-FEB-10	BSDT-LATE MONEY DEPOSIT ACCT	32 973 500.	32.973 50	32.973 50.	
	09-FEB-10	0.025% 12/31/2049 DD 06/26/97 WELFARE BENEFITS TR				
		CUSIP 996087094				
		PRICE 1 000000				
S	18-MAR-10	BSDT-LATE MONEY DEPOSIT ACCT	382 800.	382 80	382 80.	
	18-MAR-10	0.025% 12/31/2049 DD 06/26/97 WELFARE BENEFITS TR				
		CUSIP 996087094				
		PRICE 1 000000				
S	28-APR-10	BSDT-LATE MONEY DEPOSIT ACCT	248 082 450.	248.082 45	248.082 45.	
	28-APR-10	0.025% 12/31/2049 DD 06/26/97 WELFARE BENEFITS TR				
		CUSIP 996087094				
		PRICE 1 000000				
S	03-MAY-10	BSDT-LATE MONEY DEPOSIT ACCT	339.712 600.	339.712 60	339.712 60.	
	03-MAY-10	0.025% 12/31/2049 DD 06/26/97 WELFARE BENEFITS TR				
		CUSIP 996087094				
		PRICE 1 000000				

POST PERIOD 01/10
 BROKER NON-BROKER *TRADE*, BOSTON

POST PERIOD 02/10
 BROKER NON-BROKER *TRADE*, BOSTON

POST PERIOD 03/10
 BROKER NON-BROKER *TRADE*, BOSTON

POST PERIOD 04/10
 BROKER NON-BROKER *TRADE*, BOSTON

POST PERIOD 05/10
 BROKER NON-BROKER *TRADE*, BOSTON



THE BANK OF NEW YORK MELLON

TRDBEL BEWG75361700 ANNUAL FINAL 165700

BEW G753617
TELECORDIA TECH WELFARE BENFT
VEBA COMBINED

TRANSACTION REPORT
FOR THE PERIOD 01 JANUARY 2010 THROUGH 31 DECEMBER 2010

2010-12-31 CYCLE A 00 12 59 RUN DATE 26-JAN-11
PAGE 66
M25721

TRAN CODE	EFFECTIVE/ CONTRACTUAL SETTLEMENT DATE	SECURITY DESCRIPTION (LOCAL_CURR/SETTLE_CURR)	SHARES PAR VALUE	TRADE DATE BASE AMOUNT	INVESTMENT BASE COST	REALIZED GAIN/LOSS IN BASE CURRENCY
S	03-JUN-10 03-JUN-10	BSDT-LATE MONEY DEPOSIT ACCT 0 025% 12/31/2049 DD 06/26/97 WELFARE BENEFITS TR CUSIP 996087094 PRICE 1 000000	21,965 470-	21,965 47	21,965 47-	
S	16-JUN-10 16-JUN-10	BSDT-LATE MONEY DEPOSIT ACCT 0 025% 12/31/2049 DD 06/26/97 WELFARE BENEFITS TR CUSIP 996087094 PRICE 1 000000	232 900-	232 90	232 90-	POST PERIOD 06/10 BROKER NON-BROKER/ *TRADE*, BOSTON
S	24-JUN-10 24-JUN-10	BSDT-LATE MONEY DEPOSIT ACCT 0 025% 12/31/2049 DD 06/26/97 WELFARE BENEFITS TR CUSIP 996087094 PRICE 1 000000	21,183 590-	21,183 59	21,183 59-	POST PERIOD 06/10 BROKER NON-BROKER/ *TRADE*, BOSTON
S	30-JUN-10 30-JUN-10	BSDT-LATE MONEY DEPOSIT ACCT 0 025% 12/31/2049 DD 06/26/97 WELFARE BENEFITS TR CUSIP 996087094 PRICE 1 000000	212 838 270-	212,838 27	212,838 27-	POST PERIOD 06/10 BROKER NON-BROKER/ *TRADE*, BOSTON
S	16-JUL-10 16-JUL-10	BSDT-LATE MONEY DEPOSIT ACCT 0 025% 12/31/2049 DD 06/26/97 WELFARE BENEFITS TR CUSIP 996087094 PRICE 1 000000	359 200-	359 20	359 20-	POST PERIOD 07/10 BROKER NON-BROKER/ *TRADE*, BOSTON
S	29-JUL-10 29-JUL-10	BSDT-LATE MONEY DEPOSIT ACCT 0 025% 12/31/2049 DD 06/26/97 WELFARE BENEFITS TR CUSIP 996087094 PRICE 1 000000	21 988 280-	21,988 28	21,988 28-	POST PERIOD 07/10 BROKER NON-BROKER/ *TRADE*, BOSTON



THE BANK OF NEW YORK MELLON

TROBEL BEWG75361700 ANNUAL FINAL 165700

2010-12-31 CYCLE A 00 12 59 RUN DATE 26-JAN-11
PAGE 67
M25721

TRANSACTION REPORT
FOR THE PERIOD 01 JANUARY 2010 THROUGH 31 DECEMBER 2010

8EW G753617
TELECORDIA TECH WELFARE BENEF
VEBA COMBINED

TRAN CODE	EFFECTIVE/ CONTRACTUAL/ SETTLEMENT DATE	SECURITY DESCRIPTION (LOCAL CURR/SETTLE CURR)	SHARES PAR VALUE	TRADE DATE BASE AMOUNT	INVESTMENT BASE COST	REALIZED GAIN/LOSS IN BASE CURRENCY
S	01-SEP-10	BSDT-LATE MONEY DEPOSIT ACCT 0 025% 12/31/2049 00 06/26/97	21 904 470-	21,904 47	21,904 47-	
	01-SEP-10	WELFARE BENEFITS TR CUSIP 996087094 PRICE 1 000000	FEES COMMISSION	0 00 0 00	POST PERIOD 09/10 BROKER NON-BROKER/ *TRADE*, BOSTON	
S	01-OCT-10	BSDT-LATE MONEY DEPOSIT ACCT 0 025% 12/31/2049 00 06/26/97	423 000-	423 00	423 00-	
	01-OCT-10	WELFARE BENEFITS TR CUSIP 996087094 PRICE 1 000000	FEES COMMISSION	0 00 0 00	POST PERIOD 10/10 BROKER NON-BROKER/ *TRADE*, BOSTON	
S	31-DEC-10	BSDT-LATE MONEY DEPOSIT ACCT 0 025% 12/31/2049 00 06/26/97	25 158 270-	25,158 27	25,158 27-	
	31-DEC-10	WELFARE BENEFITS TR CUSIP 996087094 PRICE 1 000000	FEES COMMISSION	0 00 0 00	POST PERIOD 12/10 BROKER NON-BROKER/ *TRADE*, BOSTON	
S	06-JAN-10	DF TEMPORARY INVESTMENT FUND VAR RT 12/31/2049 00 11/01/01	81 298 960-	81,298 96	81,298 96-	
	06-JAN-10	WELFARE BENEFITS TR CUSIP 996115937 PRICE 1 000000	FEES COMMISSION	0 00 0 00	POST PERIOD 01/10 BROKER NON-BROKER/ *TRADE*, BOSTON	
S	07-JAN-10	DF TEMPORARY INVESTMENT FUND VAR RT 12/31/2049 00 11/01/01	52 316 090-	52,316 09	52,316 09-	
	07-JAN-10	WELFARE BENEFITS TR CUSIP 996115937 PRICE 1 000000	FEES COMMISSION	0 00 0 00	POST PERIOD 01/10 BROKER NON-BROKER/ *TRADE*, BOSTON	
S	13-JAN-10	DF TEMPORARY INVESTMENT FUND VAR RT 12/31/2049 00 11/01/01	222 188 610-	222,188 61	222,188 61-	
	13-JAN-10	WELFARE BENEFITS TR CUSIP 996115937 PRICE 1 000000	FEES COMMISSION	0 00 0 00	POST PERIOD 01/10 BROKER NON-BROKER/ *TRADE*, BOSTON	



THE BANK OF NEW YORK MELLON.

TFOBEL BEWG75361700 ANNUAL FINAL 165700
 BEW G753617 TELECORDIA TECH WELFARE BENFT
 VEBA COMBINED

TRANSACTION REPORT
 FOR THE PERIOD 01 JANUARY 2010 THROUGH 31 DECEMBER 2010

2010-12-31 CYCLE A 00 12 59 RUN DATE 26-JAN-11
 PAGE 68
 M25721

TRAN CODE	EFFECTIVE/ CONTRACTUAL SETTLEMENT DATE	SECURITY DESCRIPTION (LOCAL CURR/SETTLE CURR)	SHARES PAR VALUE	TRADE DATE BASE AMOUNT	INVESTMENT BASE COST	REALIZED GAIN/LOSS IN BASE CURRENCY
S	19-JAN-10	DF TEMPORARY INVESTMENT FUND	73 810 080.	73,810 08	73,810 08.	
	19-JAN-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				
S	21-JAN-10	DF TEMPORARY INVESTMENT FUND	27 284 140.	27,284 14	27,284 14.	
	21-JAN-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				
S	25-JAN-10	DF TEMPORARY INVESTMENT FUND	183 089 170.	183,089 17	183,089 17.	
	25-JAN-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				
S	27-JAN-10	DF TEMPORARY INVESTMENT FUND	35 676 700.	35,676 70	35,676 70.	
	27-JAN-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				
S	28-JAN-10	DF TEMPORARY INVESTMENT FUND	402,304 130.	402,304 13	402,304 13.	
	28-JAN-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				
S	01-FEB-10	DF TEMPORARY INVESTMENT FUND	167,548 710.	167,548 71	167,548 71.	
	01-FEB-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				

POST PERIOD 01/10
 BROKER NON-BROKER *TRADE*, BOSTON

POST PERIOD 01/10
 BROKER NON-BROKER *TRADE*, BOSTON

POST PERIOD 01/10
 BROKER NON-BROKER *TRADE*, BOSTON

POST PERIOD 01/10
 BROKER NON-BROKER *TRADE*, BOSTON

POST PERIOD 02/10
 BROKER NON-BROKER *TRADE*, BOSTON



THE BANK OF NEW YORK MELLON

TROBEL BEWG75361700 ANNUAL FINAL 185700

TRANSACTION REPORT
FOR THE PERIOD 01 JANUARY 2010 THROUGH 31 DECEMBER 2010

2010-12-31 CYCLE A 00 12 59 RUN DATE 26-JAN-11
PAGE 70
M25721

8EW G753617
TELECORDIA TECH WELFARE BENFT
VEBA COMBINED

TRAN CODE	EFFECTIVE/ CONTRACTUAL SETTLEMENT DATE	SECURITY DESCRIPTION (LOCAL CURR/SETTLE CURR)	SHARES PAR VALUE	TRADE DATE BASE AMOUNT	INVESTMENT BASE COST	REALIZED GAIN/LOSS IN BASE CURRENCY
S	24-FEB-10	DF TEMPORARY INVESTMENT FUND	8,503 630-	8,503 63	8,503 63-	
	24-FEB-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 986115937				
		PRICE				
		1 000000				
S	25-FEB-10	DF TEMPORARY INVESTMENT FUND	29 330 600-	29 330 60	29,330 60-	
	25-FEB-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 986115937				
		PRICE				
		1 000000				
S	02-MAR-10	DF TEMPORARY INVESTMENT FUND	408,148 490-	408,148 49	408,148 49-	
	02-MAR-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 986115937				
		PRICE				
		1 000000				
S	08-MAR-10	DF TEMPORARY INVESTMENT FUND	62,758 840-	62,758 84	62,758 84-	
	08-MAR-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 986115937				
		PRICE				
		1 000000				
S	09-MAR-10	DF TEMPORARY INVESTMENT FUND	38,075 280-	38,075 28	38,075 28-	
	09-MAR-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 986115937				
		PRICE				
		1 000000				
S	10-MAR-10	DF TEMPORARY INVESTMENT FUND	30 518 130-	30 518 13	30,518 13-	
	10-MAR-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 986115937				
		PRICE				
		1 000000				

POST PERIOD 02/10
BROKER NON-BROKER/ *TRADE*, BOSTON

POST PERIOD 02/10
BROKER NON-BROKER/ *TRADE*, BOSTON

POST PERIOD 03/10
BROKER NON-BROKER/ *TRADE*, BOSTON

POST PERIOD 03/10
BROKER NON-BROKER/ *TRADE*, BOSTON

POST PERIOD 03/10
BROKER NON-BROKER/ *TRADE*, BOSTON

POST PERIOD 03/10
BROKER NON-BROKER/ *TRADE*, BOSTON



THE BANK OF NEW YORK MELLON

TRDBEL BEWG75361700 ANNUAL FINAL 165700

2010-12-31 CYCLE A 00 12 59 RUN DATE 26-JAN-11
PAGE 71
M25721

TRANSACTION REPORT
FOR THE PERIOD 01 JANUARY 2010 THROUGH 31 DECEMBER 2010

BEW G753617
TELECORDIA TECH WELFARE BENFT
VEBA COMBINED

TRAN CODE	EFFECTIVE/ CONTRACTUAL/ SETTLEMENT DATE	SECURITY DESCRIPTION (LOCAL_CURR/SETTLE_CURR)	SHARES PAR VALUE	TRADE DATE BASE AMOUNT	INVESTMENT BASE COST	REALIZED GAIN/LOSS IN BASE CURRENCY
S	11-MAR-10	DF TEMPORARY INVESTMENT FUND	27 210 770	27,210 77	27,210 77	
	11-MAR-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE				
		1 000000				
S	16-MAR-10	DF TEMPORARY INVESTMENT FUND	141,633 340	141,633 34	141,633 34	
	16-MAR-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE				
		1 000000				
S	18-MAR-10	DF TEMPORARY INVESTMENT FUND	352,119 690	352,119 69	352,119 69	
	18-MAR-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE				
		1 000000				
S	22-MAR-10	DF TEMPORARY INVESTMENT FUND	32,142 090	32,142 09	32,142 09	
	22-MAR-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE				
		1 000000				
S	24-MAR-10	DF TEMPORARY INVESTMENT FUND	73,294 960	73,294 96	73,294 96	
	24-MAR-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE				
		1 000000				
S	26-MAR-10	DF TEMPORARY INVESTMENT FUND	59,972 630	59,972 63	59,972 63	
	26-MAR-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE				
		1 000000				

POST PERIOD 03/10
BROKER NON-BROKER *TRADE*, BOSTON



THE BANK OF NEW YORK MELLON

TROBEL BEWG75361700 ANNUAL FINAL 165700

88W G753617
TELECORDIA TECH WELFARE BENFT
VEBA COMBINED

2010-12-31 CYCLE A 00 12 59 RUN DATE 26-JAN-11
PAGE 73
M25721

TRANSACTION REPORT
FOR THE PERIOD 01 JANUARY 2010 THROUGH 31 DECEMBER 2010

TRAN CODE	EFFECTIVE/ CONTRACTUAL/ SETTLEMENT DATE	SECURITY DESCRIPTION (LOCAL CURR/SETTLE CURR)	SHARES PAR VALUE	TRADE DATE BASE AMOUNT	INVESTMENT BASE COST	REALIZED GAIN/LOSS IN BASE CURRENCY
S	15-APR-10	DF TEMPORARY INVESTMENT FUND	61,040 800-	61,040 80	61,040 80-	
	15-APR-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				
S	19-APR-10	DF TEMPORARY INVESTMENT FUND	205,068 000-	205,068 00	205,068 00-	
	19-APR-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				
S	20-APR-10	DF TEMPORARY INVESTMENT FUND	398 176 470-	398,176 47	398,176 47-	
	20-APR-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				
S	23-APR-10	DF TEMPORARY INVESTMENT FUND	36,953 930-	36,953 93	36,953 93-	
	23-APR-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				
S	26-APR-10	DF TEMPORARY INVESTMENT FUND	47,995 780-	47,995 78	47,995 78-	
	26-APR-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				
S	27-APR-10	DF TEMPORARY INVESTMENT FUND	36 392 810-	36,392 81	36 392 81-	
	27-APR-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				

POST PERIOD 04/10
BROKER NON-BROKER/ *TRADE*, BOSTON

POST PERIOD 04/10
BROKER NON-BROKER/ *TRADE*, BOSTON

POST PERIOD 04/10
BROKER NON-BROKER/ *TRADE*, BOSTON

POST PERIOD 04/10
BROKER NON-BROKER/ *TRADE*, BOSTON

POST PERIOD 04/10
BROKER NON-BROKER/ *TRADE*, BOSTON

POST PERIOD 04/10
BROKER NON-BROKER/ *TRADE*, BOSTON



THE BANK OF NEW YORK MELLON

TRDBEL BEWG75381700 ANNUAL FINAL 165700

2010-12-31 CYCLE A 00 12 59 RUN DATE 26-JAN-11
PAGE 74
M25721

TRANSACTION REPORT
FOR THE PERIOD 01 JANUARY 2010 THROUGH 31 DECEMBER 2010

BEW G753817
TELECORDIA TECH WELFARE BENFT
VEBA COMBINED

TRAN CODE	EFFECTIVE/ CONTRACTUAL SETTLEMENT DATE	SECURITY DESCRIPTION LOCAL CURR/SETTLE CURR	SHARES PAR VALUE	TRADE DATE BASE AMOUNT	INVESTMENT BASE COST	REALIZED GAIN/LOSS IN BASE CURRENCY
S	30-APR-10	DF TEMPORARY INVESTMENT FUND VAR RT 12/31/2049 DD 11/01/01	35,468.960-	35,468.96	35,468.96-	
		WELFARE BENEFITS TR CUSIP 996115937 PRICE 1.000000	FEEES COMMISSION	0.00 0.00	POST PERIOD 04/10 BROKER NON-BROKER *TRADE*	BOSTON
S	04-MAY-10	DF TEMPORARY INVESTMENT FUND VAR RT 12/31/2049 DD 11/01/01	97,338.160-	97,338.16	97,338.16-	
		WELFARE BENEFITS TR CUSIP 996115937 PRICE 1.000000	FEEES COMMISSION	0.00 0.00	POST PERIOD 05/10 BROKER NON-BROKER *TRADE*	BOSTON
S	05-MAY-10	DF TEMPORARY INVESTMENT FUND VAR RT 12/31/2049 DD 11/01/01	41,057.430-	41,057.43	41,057.43-	
		WELFARE BENEFITS TR CUSIP 996115937 PRICE 1.000000	FEEES COMMISSION	0.00 0.00	POST PERIOD 05/10 BROKER NON-BROKER *TRADE*	BOSTON
S	07-MAY-10	DF TEMPORARY INVESTMENT FUND VAR RT 12/31/2049 DD 11/01/01	33,496.980-	33,496.98	33,496.98-	
		WELFARE BENEFITS TR CUSIP 996115937 PRICE 1.000000	FEEES COMMISSION	0.00 0.00	POST PERIOD 05/10 BROKER NON-BROKER *TRADE*	BOSTON
S	10-MAY-10	DF TEMPORARY INVESTMENT FUND VAR RT 12/31/2049 DD 11/01/01	33,852.500-	33,852.50	33,852.50-	
		WELFARE BENEFITS TR CUSIP 996115937 PRICE 1.000000	FEEES COMMISSION	0.00 0.00	POST PERIOD 05/10 BROKER NON-BROKER *TRADE*	BOSTON
S	12-MAY-10	DF TEMPORARY INVESTMENT FUND VAR RT 12/31/2049 DD 11/01/01	13,814.730-	13,814.73	13,814.73-	
		WELFARE BENEFITS TR CUSIP 996115937 PRICE 1.000000	FEEES COMMISSION	0.00 0.00	POST PERIOD 05/10 BROKER NON-BROKER *TRADE*	BOSTON



THE BANK OF NEW YORK MELLON

TROBEL BEWG75361700 ANNUAL FINAL 165700
 BEW G753617
 TELECORDIA TECH WELFARE BENFT
 VEBA COMBINED

TRANSACTION REPORT
 FOR THE PERIOD 01 JANUARY 2010 THROUGH 31 DECEMBER 2010

2010-12-31 CYCLE A 00 12 59 RUN DATE 26-JAN-11
 PAGE 75
 M2572I

TRAN CODE	EFFECTIVE/ CONTRACTUAL/ SETTLEMENT DATE	SECURITY DESCRIPTION (LOCAL CURR/SETTLE CURR)	SHARES PAR VALUE	TRADE DATE BASE AMOUNT	INVESTMENT BASE COST	REALIZED GAIN/LOSS IN BASE CURRENCY
S	13-MAY-10	DF TEMPORARY INVESTMENT FUND	51 142 230-	51,142 23	51,142 23-	
	13-MAY-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				
S	17-MAY-10	DF TEMPORARY INVESTMENT FUND	189 639 300-	189,639 30	189,639 30-	
	17-MAY-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				
S	18-MAY-10	DF TEMPORARY INVESTMENT FUND	326,267 760-	326,267 76	326,267 76-	
	18-MAY-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				
S	21-MAY-10	DF TEMPORARY INVESTMENT FUND	39 949 140-	39,949 14	39 949 14-	
	21-MAY-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				
S	25-MAY-10	DF TEMPORARY INVESTMENT FUND	54,814 660-	54,814 66	54,814 66-	
	25-MAY-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				
S	01-JUN-10	DF TEMPORARY INVESTMENT FUND	67 598 980-	67,598 98	67,598 98-	
	01-JUN-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				

POST PERIOD 05/10
 BROKER NON-BROKER/ *TRADE*, BOSTON

POST PERIOD 05/10
 BROKER NON-BROKER/ *TRADE*, BOSTON

POST PERIOD 05/10
 BROKER NON-BROKER/ *TRADE*, BOSTON

POST PERIOD 05/10
 BROKER NON-BROKER/ *TRADE*, BOSTON

POST PERIOD 06/10
 BROKER NON-BROKER/ *TRADE*, BOSTON



THE BANK OF NEW YORK MELLON

TROBEL BEWG75361700 ANNUAL FINAL 165700

TRANSACTION REPORT
FOR THE PERIOD 01 JANUARY 2010 THROUGH 31 DECEMBER 2010

2010-12-31 CYCLE A 00 12 59 RUN DATE 26-JAN-11
PAGE 78
M25721

85W G753617
TELECORDIA TECH WELFARE BENFT
VEBA COMBINED

TRAN CODE	EFFECTIVE/ CONTRACTUAL/ SETTLEMENT DATE	SECURITY DESCRIPTION (LOCAL CURR/SETTLE CURR)	SHARES PAR VALUE	TRADE DATE BASE AMOUNT	INVESTMENT BASE COST	REALIZED GAIN/LOSS IN BASE CURRENCY
S	02-JUL-10 02-JUL-10	DF TEMPORARY INVESTMENT FUND VAR RT 12/31/2049 DD 11/01/01 WELFARE BENEFITS TR CUSIP 996115937 PRICE 1 000000	14 836 450-	14,836 45	14,836 45-	
S	06-JUL-10 06-JUL-10	DF TEMPORARY INVESTMENT FUND VAR RT 12/31/2049 DD 11/01/01 WELFARE BENEFITS TR CUSIP 996115937 PRICE 1 000000	22 654 590-	22 654 59	22,654 59-	POST PERIOD 07/10 BROKER NON-BROKER/ *TRADE*, BOSTON
S	08-JUL-10 08-JUL-10	DF TEMPORARY INVESTMENT FUND VAR RT 12/31/2049 DD 11/01/01 WELFARE BENEFITS TR CUSIP 996115937 PRICE 1 000000	51,628 730-	51,628 73	51,628 73-	POST PERIOD 07/10 BROKER NON-BROKER/ *TRADE*, BOSTON
S	12-JUL-10 12-JUL-10	DF TEMPORARY INVESTMENT FUND VAR RT 12/31/2049 DD 11/01/01 WELFARE BENEFITS TR CUSIP 996115937 PRICE 1 000000	354,374 980-	354,374 98	354,374 98-	POST PERIOD 07/10 BROKER NON-BROKER/ *TRADE*, BOSTON
S	13-JUL-10 13-JUL-10	DF TEMPORARY INVESTMENT FUND VAR RT 12/31/2049 DD 11/01/01 WELFARE BENEFITS TR CUSIP 996115937 PRICE 1 000000	61,637 270-	61,637 27	61,637 27-	POST PERIOD 07/10 BROKER NON-BROKER/ *TRADE*, BOSTON
S	15-JUL-10 15-JUL-10	DF TEMPORARY INVESTMENT FUND VAR RT 12/31/2049 DD 11/01/01 WELFARE BENEFITS TR CUSIP 996115937 PRICE 1 000000	121,852 390-	121,852 39	121,852 39-	POST PERIOD 07/10 BROKER NON-BROKER/ *TRADE*, BOSTON



THE BANK OF NEW YORK MELLON

TROBEL BEWG75361700 ANNUAL FINAL 185700
BEW G753617 TELECORDIA TECH WELFARE BENFT
VEBA COMBINED

TRANSACTION REPORT
FOR THE PERIOD 01 JANUARY 2010 THROUGH 31 DECEMBER 2010

2010-12-31 CYCLE A 00 12 59 RUN DATE 26-JAN-11
PAGE 79
M25721

TRAN CODE	EFFECTIVE/ CONTRACTUAL SETTLEMENT DATE	SECURITY DESCRIPTION (LOCAL_CURR/SETTLE_CURR)	SHARES PAR VALUE	TRADE DATE BASE AMOUNT	INVESTMENT BASE COST	REALIZED GAIN/LOSS IN BASE CURRENCY
S	21-JUL-10	DF TEMPORARY INVESTMENT FUND	24 634 060	24 634 06	24 634 06	
	21-JUL-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				
S	22-JUL-10	DF TEMPORARY INVESTMENT FUND	172 450 180	172 450 18	172 450 18	
	22-JUL-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				
S	26-JUL-10	DF TEMPORARY INVESTMENT FUND	42 270 740	42 270 74	42 270 74	
	26-JUL-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				
S	27-JUL-10	DF TEMPORARY INVESTMENT FUND	26 588 370	26 588 37	26 588 37	
	27-JUL-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				
S	02-AUG-10	DF TEMPORARY INVESTMENT FUND	33 802 990	33 802 99	33 802 99	
	02-AUG-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				
S	03-AUG-10	DF TEMPORARY INVESTMENT FUND	15 118 350	15 118 35	15 118 35	
	03-AUG-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				

POST PERIOD 07/10
BROKER NON-BROKER *TRADE*, BOSTON

POST PERIOD 07/10
BROKER NON-BROKER *TRADE*, BOSTON

POST PERIOD 07/10
BROKER NON-BROKER *TRADE*, BOSTON

POST PERIOD 08/10
BROKER NON-BROKER *TRADE*, BOSTON

POST PERIOD 08/10
BROKER NON-BROKER *TRADE*, BOSTON



THE BANK OF NEW YORK MELLON

TROBEL BEWG75361700 ANNUAL FINAL 165700
 BEW G753617
 TELECORDIA TECH WELFARE BENFT
 VEBA COMBINED

TRANSACTION REPORT
 FOR THE PERIOD 01 JANUARY 2010 THROUGH 31 DECEMBER 2010

2010-12-31 CYCLE A 00 12 58 RUN DATE 26-JAN-11
 PAGE 81
 M25721

TRAN CODE	EFFECTIVE/ CONTRACTUAL SETTLEMENT DATE	SECURITY DESCRIPTION (LOCAL CURR/SETTLE CURR)	SHARES PAR VALUE	TRADE DATE BASE AMOUNT	INVESTMENT BASE COST	REALIZED GAIN/LOSS IN BASE CURRENCY
S	17-AUG-10	DF TEMPORARY INVESTMENT FUND	160 903 660-	160,903 66	160,903 66-	
	17-AUG-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				
S	20-AUG-10	DF TEMPORARY INVESTMENT FUND	73 179 420-	73,179 42	73,179 42-	
	20-AUG-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				
S	24-AUG-10	DF TEMPORARY INVESTMENT FUND	54 753 580-	54,753 58	54,753 58-	
	24-AUG-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				
S	25-AUG-10	DF TEMPORARY INVESTMENT FUND	30 706 200-	30 706 20	30,706 20-	
	25-AUG-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				
S	27-AUG-10	DF TEMPORARY INVESTMENT FUND	49 781 970-	49,781 97	49,781 97-	
	27-AUG-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				
S	01-SEP-10	DF TEMPORARY INVESTMENT FUND	2 100 680-	2,100 68	2,100 68-	
	01-SEP-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				

POST PERIOD 08/10
 BROKER NON-BROKER/ *TRADE*, BOSTON

POST PERIOD 08/10
 BROKER NON-BROKER/ *TRADE*, BOSTON

POST PERIOD 08/10
 BROKER NON-BROKER/ *TRADE*, BOSTON

POST PERIOD 08/10
 BROKER NON-BROKER/ *TRADE*, BOSTON

POST PERIOD 09/10
 BROKER NON-BROKER/ *TRADE*, BOSTON



THE BANK OF NEW YORK MELLON

TROBEL BEWG75361700 ANNUAL FINAL 165700 TRANSACTION REPORT
 BEW G753617 TELECORDIA TECH WELFARE BENFT FOR THE PERIOD 01 JANUARY 2010 THROUGH 31 DECEMBER 2010
 VEGA COMBINED
 2010-12-31 CYCLE A 00 12 59 RUN DATE 26-JAN-11
 PAGE 92
 M25721

TRAN CODE	EFFECTIVE/ CONTRACTUAL SETTLEMENT DATE	SECURITY DESCRIPTION (LOCAL CURR/SETTLE CURR)	SHARES PAR VALUE	TRADE DATE BASE AMOUNT	INVESTMENT BASE COST	REALIZED GAIN/LOSS IN BASE CURRENCY
S	07-SEP-10	DF TEMPORARY INVESTMENT FUND	86 401 150-	86,401 15	86,401 15-	
	07-SEP-10	VAR RT 12/31/2048 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE				
		1 000000				
S	08-SEP-10	DF TEMPORARY INVESTMENT FUND	36 138 220-	36,138 22	36,138 22-	
	08-SEP-10	VAR RT 12/31/2048 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE				
		1 000000				
S	10-SEP-10	DF TEMPORARY INVESTMENT FUND	92 618 370-	92,618 37	92,618 37-	
	10-SEP-10	VAR RT 12/31/2048 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE				
		1 000000				
S	14-SEP-10	DF TEMPORARY INVESTMENT FUND	361 918 910-	361,918 91	361,918 91-	
	14-SEP-10	VAR RT 12/31/2048 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE				
		1 000000				
S	20-SEP-10	DF TEMPORARY INVESTMENT FUND	157 600 610-	157,600 61	157,600 61-	
	20-SEP-10	VAR RT 12/31/2048 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE				
		1 000000				
S	22-SEP-10	DF TEMPORARY INVESTMENT FUND	122 309 750-	122,309 75	122,309 75-	
	22-SEP-10	VAR RT 12/31/2048 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE				
		1 000000				

POST PERIOD 09/10
 BROKER NON-BROKER *TRADE*, BOSTON



THE BANK OF NEW YORK MELLON

TROBEL BEWG75361700 ANNUAL FINAL 165700 TRANSACTION REPORT
 FOR THE PERIOD 01 JANUARY 2010 THROUGH 31 DECEMBER 2010
 2010-12-31 CYCLE A 00 12 59 RUN DATE 26-JAN-11
 PAGE 83
 M25721

BW G753617
 TELECORDIA TECH WELFARE BENFT
 VEBA COMBINED

TRAN CODE	EFFECTIVE/ CONTRACTUAL SETTLEMENT DATE	SECURITY DESCRIPTION (LOCAL CURR/SETTLE CURR)	SHARES PAR VALUE	TRADE DATE BASE AMOUNT	INVESTMENT BASE COST	REALIZED GAIN/LOSS IN BASE CURRENCY
S	28-SEP-10	DF TEMPORARY INVESTMENT FUND	43 356 170-	43,356 17	43,356 17-	
	28-SEP-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR	FEEES	0 00	POST PERIOD 09/10	
		CUSIP 996115937	COMMISSION	0 00	BROKER NON-BROKER/ *TRADE*	BOSTON
		PRICE 1 000000				
S	01-OCT-10	DF TEMPORARY INVESTMENT FUND	105,960 930-	105,960 93	105,960 93-	
	01-OCT-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR	FEEES	0 00	POST PERIOD 10/10	
		CUSIP 996115937	COMMISSION	0 00	BROKER NON-BROKER/ *TRADE*	BOSTON
		PRICE 1 000000				
S	05-OCT-10	DF TEMPORARY INVESTMENT FUND	82 520 170-	82,520 17	82,520 17-	
	05-OCT-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR	FEEES	0 00	POST PERIOD 10/10	
		CUSIP 996115937	COMMISSION	0 00	BROKER NON-BROKER/ *TRADE*	BOSTON
		PRICE 1 000000				
S	06-OCT-10	DF TEMPORARY INVESTMENT FUND	78,550 350-	78,550 35	78,550 35-	
	06-OCT-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR	FEEES	0 00	POST PERIOD 10/10	
		CUSIP 996115937	COMMISSION	0 00	BROKER NON-BROKER/ *TRADE*	BOSTON
		PRICE 1 000000				
S	08-OCT-10	DF TEMPORARY INVESTMENT FUND	92,244 960-	92,244 96	92,244 96-	
	08-OCT-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR	FEEES	0 00	POST PERIOD 10/10	
		CUSIP 996115937	COMMISSION	0 00	BROKER NON-BROKER/ *TRADE*	BOSTON
		PRICE 1 000000				
S	13-OCT-10	DF TEMPORARY INVESTMENT FUND	77,745 970-	77,745 97	77,745 97-	
	13-OCT-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR	FEEES	0 00	POST PERIOD 10/10	
		CUSIP 996115937	COMMISSION	0 00	BROKER NON-BROKER/ *TRADE*	BOSTON
		PRICE 1 000000				



THE BANK OF NEW YORK MELLON

TPDBEL BEWG75361700 ANNUAL FINAL 165700 TRANSACTION REPORT 2010-12-31 CYCLE A 00 12 59 RUN DATE 26-JAN-11
 84
 M25721
 84
 M25721
 FOR THE PERIOD 01 JANUARY 2010 THROUGH 31 DECEMBER 2010

9EW G753617
 TELECORDIA TECH WELFARE BENFT
 VEBA COMBINED

TRAN CODE	EFFECTIVE/ CONTRACTUAL SETTLEMENT DATE	SECURITY DESCRIPTION (LOCAL_CURR/SETTLE_CURR)	SHARES PAR VALUE	TRADE DATE BASE AMOUNT	INVESTMENT BASE COST	REALIZED GAIN/LOSS IN BASE CURRENCY
S	19-OCT-10	DF TEMPORARY INVESTMENT FUND	419,699 740.	419,699 74	419,699 74.	
	19-OCT-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				
S	22-OCT-10	DF TEMPORARY INVESTMENT FUND	34,236 020.	34,236 02	34,236 02.	
	22-OCT-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				
S	27-OCT-10	DF TEMPORARY INVESTMENT FUND	125,291 160.	125,291 16	125,291 16.	
	27-OCT-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				
S	03-NOV-10	DF TEMPORARY INVESTMENT FUND	106,576 910.	106,576 91	106,576 91.	
	03-NOV-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				
S	05-NOV-10	DF TEMPORARY INVESTMENT FUND	44,106 890.	44,106 89	44,106 89.	
	05-NOV-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				
S	09-NOV-10	DF TEMPORARY INVESTMENT FUND	87,353 150.	87,353 15	87,353 15.	
	09-NOV-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				

POST PERIOD 10/10
 BROKER NON-BROKER/ *TRADE*, BOSTON

POST PERIOD 10/10
 BROKER NON-BROKER/ *TRADE*, BOSTON

POST PERIOD 10/10
 BROKER NON-BROKER/ *TRADE*, BOSTON

POST PERIOD 11/10
 BROKER NON-BROKER/ *TRADE*, BOSTON

POST PERIOD 11/10
 BROKER NON-BROKER/ *TRADE*, BOSTON

POST PERIOD 11/10
 BROKER NON-BROKER/ *TRADE*, BOSTON



THE BANK OF NEW YORK MELLON.

TROBEL BEWG75361700 ANNUAL FINAL 165700 TRANSACTION REPORT 2010-12-31 CYCLE A 00 12 59 RUN DATE 26-JAN-11
 BEW G753617 FOR THE PERIOD 01 JANUARY 2010 THROUGH 31 DECEMBER 2010 PAGE 85
 TELECORDIA TECH WELFARE BENEFIT M25721
 VEBA COMBINED

TRAN CODE	EFFECTIVE/ CONTRACTUAL SETTLEMENT DATE	SECURITY DESCRIPTION (LOCAL CURR/SETTLE CURR)	SHARES PAR VALUE	TRADE DATE BASE AMOUNT	INVESTMENT BASE COST	REALIZED GAIN/LOSS IN BASE CURRENCY
S	12-NOV-10	DF TEMPORARY INVESTMENT FUND	75,372 390-	75,372 39	75,372 39-	
	12-NOV-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				
S	16-NOV-10	DF TEMPORARY INVESTMENT FUND	453,370 560-	453,370 56	453,370 56-	
	16-NOV-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				
S	19-NOV-10	DF TEMPORARY INVESTMENT FUND	40,790 040-	40,790 04	40,790 04-	
	19-NOV-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				
S	23-NOV-10	DF TEMPORARY INVESTMENT FUND	29,157 110-	29,157 11	29,157 11-	
	23-NOV-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				
S	24-NOV-10	DF TEMPORARY INVESTMENT FUND	5,218 690-	5,218 69	5,218 69-	
	24-NOV-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				
S	29-NOV-10	DF TEMPORARY INVESTMENT FUND	400,265 720-	400,265 72	400,265 72-	
	29-NOV-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				

POST PERIOD 11/10
 BROKER NON-BROKER/ *TRADE*, BOSTON



THE BANK OF NEW YORK MELLON

TRDBEL BEWG75361700 ANNUAL FINAL 165700
 BEW G753617 TELECORDIA TECH WELFARE BENEFIT
 VEBIA COMBINED

TRANSACTION REPORT
 FOR THE PERIOD 01 JANUARY 2010 THROUGH 31 DECEMBER 2010

2010-12-31 CYCLE A 00 12 59 RUN DATE 26-JAN-11
 PAGE 87
 M25721

TRAN CODE	EFFECTIVE/ CONTRACTUAL SETTLEMENT DATE	SECURITY DESCRIPTION (LOCAL CURR/SETTLE CURR)	SHARES PAR VALUE	TRADE DATE BASE AMOUNT	INVESTMENT BASE COST	REALIZED GAIN/LOSS IN BASE CURRENCY
S	14-DEC-10	DF TEMPORARY INVESTMENT FUND	397,444 950-	397,444 95	397,444 95-	
	14-DEC-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				
S	16-DEC-10	DF TEMPORARY INVESTMENT FUND	36 511 380-	36,511 38	36,511 38-	
	16-DEC-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				
S	20-DEC-10	DF TEMPORARY INVESTMENT FUND	184 537 300-	184,537 30	184,537 30-	
	20-DEC-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				
S	22-DEC-10	DF TEMPORARY INVESTMENT FUND	31 080 510-	31,080 51	31,080 51-	
	22-DEC-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				
S	27-DEC-10	DF TEMPORARY INVESTMENT FUND	75 561 150-	75,561 15	75,561 15-	
	27-DEC-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				
S	29-DEC-10	DF TEMPORARY INVESTMENT FUND	72 147 200-	72,147 20	72,147 20-	
	29-DEC-10	VAR RT 12/31/2049 DD 11/01/01				
		WELFARE BENEFITS TR				
		CUSIP 996115937				
		PRICE 1 000000				

POST PERIOD 12/10
 BROKER NON-BROKER/ *TRADE*, BOSTON

POST PERIOD 12/10
 BROKER NON-BROKER/ *TRADE*, BOSTON

POST PERIOD 12/10
 BROKER NON-BROKER/ *TRADE*, BOSTON

POST PERIOD 12/10
 BROKER NON-BROKER/ *TRADE*, BOSTON

POST PERIOD 12/10
 BROKER NON-BROKER/ *TRADE*, BOSTON



THE BANK OF NEW YORK MELLON

TROBEL BEWG75361700 ANNUAL FINAL 165700

2010-12-31 CYCLE A 00 12 59 RUN DATE 26-JAN-11
PAGE 88
M25721

TRANSACTION REPORT
FOR THE PERIOD 01 JANUARY 2010 THROUGH 31 DECEMBER 2010

9EW G753617
TELECORDIA TECH WELFARE BENFT
VEBA COMBINED

TRAN CODE	EFFECTIVE/ CONTRACTUAL SETTLEMENT DATE	SECURITY DESCRIPTION (LOCAL_CURR/SETTLE_CURR)	SHARES PAR VALUE	TRADE DATE BASE AMOUNT	INVESTMENT BASE COST	REALIZED GAIN/LOSS IN BASE CURRENCY
S	31-DEC-10	DF TEMPORARY INVESTMENT FUND	56.825 360.	56.825 36	56.825 36-	
	31-DEC-10	VAR RT 12/31/2048 DD 11/01/01				
		WELFARE BENEFITS TR	FEEES	0 00	POST PERIOD 12/10	
		CUSIP 996115937	COMMISSION	0 00	BROKER NON-BROKER	*TRADE*, BOSTON
		PRICE 1 000000				
TOTAL CASH & CASH EQUIVALENTS						
		TRADED - SETTLED CURRENT PERIOD		13,210,088 26	13,210,088 26-	0 00
		U S DOLLAR				
TRADED - PENDING SETTLEMENT						
		U S DOLLAR		0 00	0 00	0 00
SETTLED - TRADED PRIOR PERIOD						
		U S DOLLAR		0 00	0 00	0 00
FIXED INCOME SECURITIES						
<u>U S DOLLAR</u>						
FC	31-DEC-09	VANGUARD BD INDEX FD INC	13 898 874.	143,853 35	0 00	
	04-JAN-10	TOTAL BD MKT PORTFOLIO INSTL S				
		VANGUARD-BOND INDEX				
S	25-JAN-10	VANGUARD BD INDEX FD INC	22 739 807.	237,858 38	223,304 90-	14,553 48
	26-JAN-10	TOTAL BD MKT PORTFOLIO INSTL S				
		VANGUARD-BOND INDEX				
		CUSIP 921937504	FEEES	0 00	POST PERIOD 01/10	
		PRICE 10 460000	COMMISSION	0 00	BROKER NON-BROKER TRADE	BOSTON
S	28-JAN-10	VANGUARD BD INDEX FD INC	46 503 314.	486,424 66	456,662 54-	29,762 12
	28-JAN-10	TOTAL BD MKT PORTFOLIO INSTL S				
		VANGUARD-BOND INDEX				
		CUSIP 921937504	FEEES	0 00	POST PERIOD 01/10	
		PRICE 10 460000	COMMISSION	0 00	BROKER NON-BROKER TRADE,	BOSTON



THE BANK OF NEW YORK MELLON

TROBEL BEWG75361700 ANNUAL FINAL 155700 TRANSACTION REPORT 2010-12-31 CYCLE A 00 12 59 RUN DATE 26-JAN-11
 BEW G753617 FOR THE PERIOD 01 JANUARY 2010 THROUGH 31 DECEMBER 2010 PAGE 88
 TELECORDIA TECH WELFARE BENFT M25721
 VEBA COMBINED

TRAN CODE	EFFECTIVE/ CONTRACTUAL SETTLEMENT DATE	SECURITY DESCRIPTION (LOCAL CURR/SETTLE CURR)	SHARES PAR VALUE	TRADE DATE BASE AMOUNT	INVESTMENT BASE COST	REALIZED GAIN/LOSS IN BASE CURRENCY
S	16-FEB-10	VANGUARD BD INDEX FD INC	36,500 0 10-	381,425 10	358,430 10-	22,995 00
	17-FEB-10	TOTAL BD MKT PORTFOLIO INSTL S				
		VANGUARD-BOND INDEX				
		CUSIP 921937504				
		PRICE 10 450000				
S	17-FEB-10	VANGUARD BD INDEX FD INC	12,978 177-	135,232 60	127,445 70-	7,786 90
	18-FEB-10	TOTAL BD MKT PORTFOLIO INSTL S				
		VANGUARD-BOND INDEX				
		CUSIP 921937504				
		PRICE 10 420000				
S	22-FEB-10	VANGUARD BD INDEX FD INC	10 663 786-	110,903 37	104,718 38-	6 184 99
	23-FEB-10	TOTAL BD MKT PORTFOLIO INSTL S				
		VANGUARD-BOND INDEX				
		CUSIP 921937504				
		PRICE 10 400000				
S	18-MAR-10	VANGUARD BD INDEX FD INC	41 270 998-	432 520 06	405 281 20-	27,238 86
	19-MAR-10	TOTAL BD MKT PORTFOLIO INSTL S				
		VANGUARD-BOND INDEX				
		CUSIP 921937504				
		PRICE 10 480000				
S	22-MAR-10	VANGUARD BD INDEX FD INC	9 676 486-	101,409 57	95,023 09-	6,386 48
	23-MAR-10	TOTAL BD MKT PORTFOLIO INSTL S				
		VANGUARD-BOND INDEX				
		CUSIP 921937504				
		PRICE 10 480000				
S	26-MAR-10	VANGUARD BD INDEX FD INC	12,789 596-	133,267 59	125,593 83-	7 673 76
	29-MAR-10	TOTAL BD MKT PORTFOLIO INSTL S				
		VANGUARD-BOND INDEX				
		CUSIP 921937504				
		PRICE 10 420000				



THE BANK OF NEW YORK MELLON

TROBEL BEWG75361700 ANNUAL FINAL 165700 TRANSACTION REPORT 2010-12-31 CYCLE A 00 12 59 RUN DATE 26-JAN-11
 BEW G753617 FOR THE PERIOD 01 JANUARY 2010 THROUGH 31 DECEMBER 2010 PAGE 90
 TELECORDIA TECH WELFARE BENFT M25721
 VEBA COMBINED

TRAN CODE	EFFECTIVE/ CONTRACTUAL SETTLEMENT DATE	SECURITY DESCRIPTION (LOCAL CURR/SETTLE CURR)	SHARES PAR VALUE	TRADE DATE BASE AMOUNT	INVESTMENT BASE COST	REALIZED GAIN/LOSS IN BASE CURRENCY
S	21-APR-10	VANGUARD BD INDEX FD INC	36 826 340-	385,571 78	361,634 66-	23,937 12
	22-APR-10	TOTAL BD MKT PORTFOLIO INSTL S				
		VANGUARD-BOND INDEX				
		CUSIP 921937504				
		PRICE 10 470000				
S	27-APR-10	VANGUARD BD INDEX FD INC	11 556 430-	121,342 52	113,484 14-	7,858 38
	28-APR-10	TOTAL BD MKT PORTFOLIO INSTL S				
		VANGUARD-BOND INDEX				
		CUSIP 921937504				
		PRICE 10 500000				
S	18-MAY-10	VANGUARD BD INDEX FD INC	25,984 812-	275,179 16	255,170 85-	20,008 31
	19-MAY-10	TOTAL BD MKT PORTFOLIO INSTL S				
		VANGUARD-BOND INDEX				
		CUSIP 921937504				
		PRICE 10 590000				
S	16-JUN-10	VANGUARD BD INDEX FD INC	12,718 927-	134 693 44	124 899 86-	9,793 58
	17-JUN-10	TOTAL BD MKT PORTFOLIO INSTL S				
		VANGUARD-BOND INDEX				
		CUSIP 921937504				
		PRICE 10 590000				
S	21-JUN-10	VANGUARD BD INDEX FD INC	18,053 182-	191,544 26	177,282 25-	14,262 01
	22-JUN-10	TOTAL BD MKT PORTFOLIO INSTL S				
		VANGUARD-BOND INDEX				
		CUSIP 921937504				
		PRICE 10 610000				
S	22-JUN-10	VANGUARD BD INDEX FD INC	30,297 533-	322,365 75	297,521 77-	24,843 98
	23-JUN-10	TOTAL BD MKT PORTFOLIO INSTL S				
		VANGUARD-BOND INDEX				
		CUSIP 921937504				
		PRICE 10 640000				

POST PERIOD 04/10
 BROKER NON-BROKER TRADE, BOSTON

POST PERIOD 05/10
 BROKER NON-BROKER TRADE, BOSTON

POST PERIOD 06/10
 BROKER NON-BROKER TRADE, BOSTON

POST PERIOD 06/10
 BROKER NON-BROKER TRADE, BOSTON

POST PERIOD 06/10
 BROKER NON-BROKER TRADE, BOSTON



THE BANK OF NEW YORK MELLON

TFOBEL BEWG75361700 ANNUAL FINAL 165700
 BEW G753617 TRANSACTION REPORT
 TELECORDIA TECH WELFARE BENFT FOR THE PERIOD 01 JANUARY 2010 THROUGH 31 DECEMBER 2010
 VEBA COMBINED

2010-12-31 CYCLE A 00 12 59 RUN DATE 26-JAN-11
 PAGE 91
 M25721

TRAN CODE	EFFECTIVE/ CONTRACTUAL SETTLEMENT DATE	SECURITY DESCRIPTION (LOCAL CURR/SETTLE CURR)	SHARES PAR VALUE	TRADE DATE BASE AMOUNT	INVESTMENT BASE COST	REALIZED GAIN/LOSS IN BASE CURRENCY
S	29-JUN-10 30-JUN-10	VANGUARD BD INDEX FD INC TOTAL BD MKT PORTFOLIO INSTL S VANGUARD-BOND INDEX CUSIP 921937504 PRICE 10 710000	11 628 778- FEES COMMISSION 0 00	124,544 21 0 00 0 00	114,194 60- POST PERIOD 06/10 BROKER NON-BROKER TRADE, BOSTON	10,349 61
S	15-JUL-10 16-JUL-10	VANGUARD BD INDEX FD INC TOTAL BD MKT PORTFOLIO INSTL S VANGUARD-BOND INDEX CUSIP 921937504 PRICE 10 720000	11 460 062- FEES COMMISSION 0 00	122,851 86 0 00 0 00	112,537 81- POST PERIOD 07/10 BROKER NON-BROKER TRADE, BOSTON	10,314 05
S	22-JUL-10 23-JUL-10	VANGUARD BD INDEX FD INC TOTAL BD MKT PORTFOLIO INSTL S VANGUARD-BOND INDEX CUSIP 921937504 PRICE 10 750000	18,300 004- FEES COMMISSION 0 00	186,725 04 0 00 0 00	179,706 04- POST PERIOD 07/10 BROKER NON-BROKER TRADE, BOSTON	17,019 00
S	10-AUG-10 11-AUG-10	VANGUARD BD INDEX FD INC TOTAL BD MKT PORTFOLIO INSTL S VANGUARD-BOND INDEX CUSIP 921937504 PRICE 10 820000	14 301 716- FEES COMMISSION 0 00	154,744 57 0 00 0 00	140,442 85- POST PERIOD 08/10 BROKER NON-BROKER TRADE, BOSTON	14,301 72
S	12-AUG-10 13-AUG-10	VANGUARD BD INDEX FD INC TOTAL BD MKT PORTFOLIO INSTL S VANGUARD-BOND INDEX CUSIP 921937504 PRICE 10 810000	32 283 283- FEES COMMISSION 0 00	348,982 40 0 00 0 00	317,021 94- POST PERIOD 08/10 BROKER NON-BROKER TRADE, BOSTON	31,960 46
S	17-AUG-10 18-AUG-10	VANGUARD BD INDEX FD INC TOTAL BD MKT PORTFOLIO INSTL S VANGUARD-BOND INDEX CUSIP 921937504 PRICE 10 860000	16 737 061- FEES COMMISSION 0 00	181,764 48 0 00 0 00	164,357 94- POST PERIOD 08/10 BROKER NON-BROKER TRADE, BOSTON	17,406 54



THE BANK OF NEW YORK MELLON

TF0BEL BEWG75361700 ANNUAL FINAL 165700

2010-12-31 CYCLE A 00 12 59 RUN DATE 26-JAN-11
PAGE 92
M25721

TRANSACTION REPORT
FOR THE PERIOD 01 JANUARY 2010 THROUGH 31 DECEMBER 2010

BEW G753617
TELECOMFIA TECH WELFARE BENFT
VEBA COMBINED

TRAN CODE	EFFECTIVE/ CONTRACTUAL SETTLEMENT DATE	SECURITY DESCRIPTION (LOCAL CURR/SETTLE CURR)	SHARES PAR VALUE	TRADE DATE BASE AMOUNT	INVESTMENT BASE COST	REALIZED GAIN/LOSS IN BASE CURRENCY
S	20-AUG-10	VANGUARD BD INDEX FD INC	9,348 938-	101,529 47	91,806 57-	9,722 90
	23-AUG-10	TOTAL BD MKT PORTFOLIO INSTL S				
		VANGUARD-BOND INDEX				
		CUSIP 921937504				
		PRICE 10 860000				
S	27-AUG-10	VANGUARD BD INDEX FD INC	12 476 176-	135,241 75	122,516 05-	12,725 70
	30-AUG-10	TOTAL BD MKT PORTFOLIO INSTL S				
		VANGUARD-BOND INDEX				
		CUSIP 921937504				
		PRICE 10 840000				
S	14-SEP-10	VANGUARD BD INDEX FD INC	22,026 617-	238,548 26	216,301 38-	22,246 88
	15-SEP-10	TOTAL BD MKT PORTFOLIO INSTL S				
		VANGUARD-BOND INDEX				
		CUSIP 921937504				
		PRICE 10 830000				
S	20-SEP-10	VANGUARD BD INDEX FD INC	17,933 609-	193,862 31	176,108 04-	17,754 27
	21-SEP-10	TOTAL BD MKT PORTFOLIO INSTL S				
		VANGUARD-BOND INDEX				
		CUSIP 921937504				
		PRICE 10 810000				
S	23-SEP-10	VANGUARD BD INDEX FD INC	11,353 601-	123,413 64	111,492 36-	11,921 28
	24-SEP-10	TOTAL BD MKT PORTFOLIO INSTL S				
		VANGUARD-BOND INDEX				
		CUSIP 921937504				
		PRICE 10 870000				
S	28-SEP-10	VANGUARD TOTAL BOND MARKET IND	12,016 331-	130,857 84	118,000 37-	12,857 47
	29-SEP-10	VANGUARD-BOND INDEX				
		CUSIP 921937504				
		PRICE 10 890000				



THE BANK OF NEW YORK MELLON

TROBEL BEWG75361700 ANNUAL FINAL 165700

TRANSACTION REPORT FOR THE PERIOD 01 JANUARY 2010 THROUGH 31 DECEMBER 2010

2010-12-31 CYCLE A 00 12 59 RUN DATE 26-JAN-11 PAGE 93 M25721

BEW G753617 TELECORDIA TECH WELFARE BENFT VEBA COMBINED

TRAN CODE	EFFECTIVE/ CONTRACTUAL SETTLEMENT DATE	SECURITY DESCRIPTION (LOCAL_CURR/SETTLE_CURR)	SHARES PAR VALUE	TRADE DATE BASE AMOUNT	INVESTMENT BASE COST	REALIZED GAIN/LOSS IN BASE CURRENCY
S	13-OCT-10 14-OCT-10	VANGUARD TOTAL BOND MARKET IND	10,574,384	115,472.27	103,840.45	11,631.82
		VANGUARD-BOND INDEX CUSIP 921937504 PRICE 10.920000	FEES COMMISSION	0.00 0.00	POST PERIOD 10/10 BROKER NON-BROKER TRADE, BOSTON	
S	19-OCT-10 20-OCT-10	VANGUARD TOTAL BOND MARKET IND	43,874,330	478,668.94	430,845.92	47,823.02
		VANGUARD-BOND INDEX CUSIP 921937504 PRICE 10.910000	FEES COMMISSION	0.00 0.00	POST PERIOD 10/10 BROKER NON-BROKER TRADE, BOSTON	
S	27-OCT-10 28-OCT-10	VANGUARD TOTAL BOND MARKET IND	12,664,348	137,281.53	124,363.90	12,917.63
		VANGUARD-BOND INDEX CUSIP 921937504 PRICE 10.840000	FEES COMMISSION	0.00 0.00	POST PERIOD 10/10 BROKER NON-BROKER TRADE, BOSTON	
S	16-NOV-10 17-NOV-10	VANGUARD TOTAL BOND MARKET INDEX FUND INSTITUTIO	45,513,353	490,633.94	446,941.13	43,692.81
		VANGUARD-BOND INDEX CUSIP 921937504 PRICE 10.780000	FEES COMMISSION	0.00 0.00	POST PERIOD 11/10 BROKER NON-BROKER TRADE, BOSTON	
S	29-NOV-10 30-NOV-10	VANGUARD TOTAL BOND MARKET INDEX FUND INSTITUTIO	44,161,791	476,505.73	433,668.79	42,836.94
		VANGUARD-BOND INDEX CUSIP 921937504 PRICE 10.790000	FEES COMMISSION	0.00 0.00	POST PERIOD 11/10 BROKER NON-BROKER TRADE, BOSTON	
S	14-DEC-10 15-DEC-10	VANGUARD TOTAL BOND MARKET INDEX FUND INSTITUTIO	32,371,554	342,167.33	317,888.66	24,278.67
		VANGUARD-BOND INDEX CUSIP 921937504 PRICE 10.570000	FEES COMMISSION	0.00 0.00	POST PERIOD 12/10 BROKER NON-BROKER TRADE, BOSTON	



THE BANK OF NEW YORK MELLON

TRDBEL BEWG75361700 ANNUAL FINAL 165700

2010-12-31 CYCLE A 00 12 59 RUN DATE 26-JAN-11
PAGE 94
M25721

TRANSACTION REPORT
FOR THE PERIOD 01 JANUARY 2010 THROUGH 31 DECEMBER 2010

BEW G753617
TELECORDIA TECH WELFARE BENFT
VEBA COMBINED

TRAN CODE	EFFECTIVE/ CONTRACTUAL SETTLEMENT DATE	SECURITY DESCRIPTION (LOCAL_CURRENCYSETTLE_CURR)	SHARES PAR VALUE	TRADE DATE BASE AMOUNT	INVESTMENT BASE COST	REALIZED GAIN/LOSS IN BASE CURRENCY
S	18-DEC-10	VANGUARD TOTAL BOND MARKET INDEX FUND INSTITUTIO	9 871 052-	104,238 31	96,933 73-	7,304 58
	17-DEC-10	VANGUARD-BOND INDEX CUSIP 921937504 PRICE 10 560000	FEES COMMISSION	0 00	POST PERIOD 12/10 BROKER NON-BROKER TRADE, BOSTON	
S	20-DEC-10	VANGUARD TOTAL BOND MARKET INDEX FUND INSTITUTIO	17 392 771-	184 537 30	170,797 01-	13,740 29
	21-DEC-10	VANGUARD-BOND INDEX CUSIP 921937504 PRICE 10 610000	FEES COMMISSION	0 00	POST PERIOD 12/10 BROKER NON-BROKER TRADE, BOSTON	
S	27-DEC-10	VANGUARD TOTAL BOND MARKET INDEX FUND INSTITUTIO	10 888 941-	114,987 22	106,929 40-	8,057 82
	28-DEC-10	VANGUARD-BOND INDEX CUSIP 921937504 PRICE 10 560000	FEES COMMISSION	0 00	POST PERIOD 12/10 BROKER NON-BROKER TRADE, BOSTON	
S	28-DEC-10	VANGUARD TOTAL BOND MARKET INDEX FUND INSTITUTIO	749,833 247-	7,894,806 89	7,544,243 53-	350,563 36
	28-DEC-10	VANGUARD-BOND INDEX CUSIP 921937504 PRICE 10 528750	FEES COMMISSION	0 00	POST PERIOD 12/10 BROKER NON-BROKER TRADE, BOSTON	
S	31-DEC-10	*VANGUARD SHORT-TERM BOND INDEX FUND SIGNAL	12,224 887-	128,972 56	128,483 56-	489 00
	03-JAN-11	VANGUARD-BOND INDEX CUSIP 921937850 PRICE 10 550000	FEES COMMISSION	0 00	POST PERIOD 12/10 BROKER NON-BROKER TRADE, BOSTON	



THE BANK OF NEW YORK MELLON

TROBEL BEWG75361700 ANNUAL FINAL 165700

TRANSACTION REPORT
FOR THE PERIOD 01 JANUARY 2010 THROUGH 31 DECEMBER 2010

2010-12-31 CYCLE A 00 12 59 RUN DATE 26-JAN-11
PAGE 95
M25721

8EW G753617
TELECORDIA TECH WELFARE BENFT
VEBA COMBINED

TRAN CODE	EFFECTIVE/ CONTRACTUAL SETTLEMENT DATE	SECURITY DESCRIPTION (LOCAL CURR/SETTLE CURR)	SHARES PAR VALUE	TRADE DATE BASE AMOUNT	INVESTMENT BASE COST	REALIZED GAIN/LOSS IN BASE CURRENCY
TOTAL FIXED INCOME SECURITIES						
TRADED - SETTLED CURRENT PERIOD						
U S DOLLAR				15,842,103 53	14,867,391 74-	974,711 79
TRADED - PENDING SETTLEMENT						
U S DOLLAR				128,972 56	128,483 56-	489 00
SETTLED - TRADED PRIOR PERIOD						
U S DOLLAR				143,853 35	0 00	
TOTAL SALES						
TRADED - SETTLED CURRENT PERIOD						
U S DOLLAR				28,052 191 79	28,077,480 00-	974,711 79
TRADED - PENDING SETTLEMENT						
U S DOLLAR				128,972 56	128,483 56-	489 00
SETTLED - TRADED PRIOR PERIOD						
U S DOLLAR				143,853 35	0 00	



THE BANK OF NEW YORK MELLON

TRDBEL BEWG75361700 ANNUAL FINAL 165700

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
31 DECEMBER 2010

2010-12-31 CYCLE A 00 12 58 RUN DATE 26-JAN-11
PAGE 1
NA100

BEW G753617
TELECORDIA TECH WELFARE BENFT
VEBA COMBINED

ASSETS		
INVESTMENTS		
INVESTMENTS AT IDENTIFIED COST	\$	8 138,723 54
UNREALIZED APPRECIATION-INVEST		29,557 84
	\$	<u>8,168,281 38</u>

RECEIVABLES		
SECURITIES SOLD		128,972 56
INTEREST		30 26
		<u>129,002 82</u>

TOTAL ASSETS		<u>8 297,284 20</u>
--------------	--	---------------------

LIABILITIES		
PAYABLES		
SECURITIES PURCHASED		1,372 77
		<u>1,372 77</u>

TOTAL LIABILITIES		<u>1,372 77</u>
-------------------	--	-----------------

NET ASSETS	\$	<u>8,295,911 43</u>
------------	----	---------------------



THE BANK OF NEW YORK MELLON

TROBEL BEWG75361700 ANNUAL FINAL 165700 INVESTMENT SUMMARY 31 DECEMBER 2010 2010-12-31 CYCLE A 00 12 59 RUN DATE 26-JAN-11 PAGE 1 M1001

BEW G753617
TELECORDIA TECH WELFARE BENFT
VEBA COMBINED

<u>INVESTMENT DISTRIBUTION</u>	<u>COST</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
CASH EQUIVALENTS	371,027.44	371,027.44	0.00
FIXED INCOME SECURITIES	7,767,696.10	7,797,253.94	29,557.84
TOTAL INVESTMENTS	8,138,723.54	8,168,281.38	29,557.84

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No 1545-0047

2010

Open to Public Inspection

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

Department of the Treasury
Internal Revenue Service
Name of the organization

Employer identification number

TELCORDIA TECHNOLOGIES

22-3369143

FORM 990 PART VI SECTION A LINE 1 A AND B THE BANK OF NEW YORK MELLON SERVES AS DIRECTED TRUSTEE OF THIS TRUST THE PLAN SPONSOR IS TELCORDIA TECHNOLOGIES THE TRUST IS ADMINISTERED BY THE EMPLOYEE BENEFIT INVESTMENT COMMITTEE IN ACCORDANCE WITH THE TERMS OF THE TRUST AGREEMENT AS SUCH THE VEBA DOES NOT HAVE A GOVERNING BODY THAT EXERCISES DISCRETION

FORM 990 PART VI SECTION A & B LINE 8 AND 15 DO NOT APPLY AS THIS ORGANIZATION IS A VOLUNTARY EMPLOYEE BENEFITS ASSOCIATION (501(C)(9) TRUST) ADDITIONALLY THE ORGANIZATION DOES NOT HAVE ANY EMPLOYEES THEREFORE NO PROCESSES RELATED TO EMPLOYEE COMPENSATION

FORM 990 PART VI SECTION B LINE 12-14 THIS TRUST IS A VEBA AND IS SUBJECT TO THE SAME POLICIES AS THE CORPORATE SPONSOR

FORM 990 PART VI SECTION C LINE 19 AS A 501(C)(9) ORGANIZATION THE TRUST IS NOT REQUIRED TO MAKE THE DOCUMENTS REFERENCED IN QUESTION 19 AVAILABLE TO THE GENERAL PUBLIC

FORM 990 PART VII SECTION A LINE 1A COLUMN(B) AVERAGE HOURS PER WEEK DEVOTED TO POSITION AS TRUSTEE THE BANK OF NEW YORK MELLON PROVIDES ADMINISTRATIVE SERVICES SUCH AS ACTING AS INVESTMENT MANAGER FOR THE NAMED ORGANIZATION THESE SERVICES REQUIRE NUMEROUS INDIVIDUAL BANK EMPLOYEES' INVOLVEMENT IN THE ACTIVITIES OF THE ORGANIZATION AND THUS CAN NOT BE QUANTIFIED ON AN HOURLY BASIS BUT ARE CALCULATED BASED UPON FACTORS SUCH AS THE MARKET VALUE OF THE ACCOUNT AND IN ACCORDANCE WITH THE BANK OF NEW YORK MELLON'S AGREEMENT WITH THE CLIENT

FORM 990 PART VI SECTION B LINE 11A NO REVIEW WAS NOR WILL BE CONDUCTED

FORM 990 PART XI LINE 5 (594,155) REPRESENTS UNREALIZED GAIN/(LOSS) IN 2010 AS THE BALANCE SHEET IS PREPARED USING FAIR MARKET VALUE

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service
Name of the organization

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2010

**Open to Public
Inspection**

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

Employer identification number
22-3369143

TELCORDIA TECHNOLOGIES

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
-(1).....			0	0	
-(2).....			0	0	
-(3).....			0	0	
-(4).....			0	0	
-(5).....			0	0	
-(6).....			0	0	

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
-(1).....							
-(2).....							
-(3).....							
-(4).....							
-(5).....							
-(6).....							
-(7).....							

For Paperwork Reduction Act Notice, see the Instructions for Form 990.
(HTA)

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	(k) Percentage ownership
							Yes	No			
..(1).....					0	0			0		%
..(2).....					0	0			0		%
..(3).....					0	0			0		%
..(4).....					0	0			0		%
..(5).....					0	0			0		%
..(6).....					0	0			0		%
..(7).....					0	0			0		%

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
..(1) TELCORDIA TECHNOLOGIES.....				C Corp	0	0	%
..(2).....					0	0	%
..(3).....					0	0	%
..(4).....					0	0	%
..(5).....					0	0	%
..(6).....					0	0	%
..(7).....					0	0	%

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to other organization(s)		X
c Gift, grant, or capital contribution from other organization(s)		X
d Loans or loan guarantees to or for other organization(s)		X
e Loans or loan guarantees by other organization(s)		X
f Sale of assets to other organization(s)		X
g Purchase of assets from other organization(s)		X
h Exchange of assets		X
i Lease of facilities, equipment, or other assets to other organization(s)		X
j Lease of facilities, equipment, or other assets from other organization(s)		X
k Performance of services or membership or fundraising solicitations for other organization(s)		X
l Performance of services or membership or fundraising solicitations by other organization(s)		X
m Sharing of facilities, equipment, mailing lists, or other assets		X
n Sharing of paid employees		X
o Reimbursement paid to other organization for expenses		X
p Reimbursement paid by other organization for expenses		X
q Other transfer of cash or property to other organization(s)		X
r Other transfer of cash or property from other organization(s)		X

	(a) Name of other organization	(b) Transaction type (e-f)	(c) Amount involved	(d) Method of determining amount involved
(1)			0	
(2)			0	
(3)			0	
(4)			0	
(5)			0	
(6)			0	

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 37)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

	(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Are all partners section 501(c)(3) organizations?		(e) Share of end-of-year assets	(f) Disproportionate allocations?	(g) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner?	
				Yes	No				Yes	No
{1}										0
{2}										0
{3}										0
{4}										0
{5}										0
{6}										0
{7}										0
{8}										0
{9}										0
{10}										0
{11}										0
{12}										0
{13}										0
{14}										0
{15}										0
{16}										0