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INTERNAL REVENUE SERVICE

Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation BOEING COMPANY CHARITABLE TRUST		A Employer identification number 91-6056738
Number and street (or P O box number if mail is not delivered to street address) BANK OF AMERICA, N.A. P.O. BOX 831041		B Telephone number (see instructions) 800-357-7094
City or town, state or province, country, and ZIP or foreign postal code DALLAS, TX 75283-1041		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 65,294,977.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,292,406.	1,266,977.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,848,965.			
	b Gross sales price for all assets on line 6a 32,045,389.				
	7 Capital gain net income (from Part IV, line 2)		1,848,965.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	795.	794.		STMT 2
	12 Total. Add lines 1 through 11	3,142,166.	3,116,736.		
	13 Compensation of officers, directors, trustees, etc.	281,003.	168,602.		112,401.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	3,680.	NONE	NONE	3,680.
	c Other professional fees (attach schedule) STMT 4	99,856.	99,856.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 5	102,853.	10,407.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 6	334.	309.		25.
	24 Total operating and administrative expenses. Add lines 13 through 23	487,726.	279,174.	NONE	116,106.
	25 Contributions, gifts, grants paid	400,000.			400,000.
	26 Total expenses and disbursements. Add lines 24 and 25	887,726.	279,174.	NONE	516,106.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	2,254,440.			
	b Net investment income (if negative, enter -0-)		2,837,562.		
	c Adjusted net income (if negative, enter -0-)				

JSA For Paperwork Reduction Act Notice, see instructions.

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ENVELOPE MAY 15 2014
FEDERAL TAX DATE

SCANNED MAY 27 2014

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		10,824,324.	11,210,285.	11,210,285.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule) . .				
	b	Investments - corporate stock (attach schedule)	50,042,768.	51,917,189.	54,084,692.	
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)				
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	60,867,092.	63,127,474.	65,294,977.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons .				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)			NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ▶ ☒ check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	60,867,092.	63,127,474.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds . .				
30	Total net assets or fund balances (see instructions)	60,867,092.	63,127,474.			
31	Total liabilities and net assets/fund balances (see instructions)	60,867,092.	63,127,474.			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	60,867,092.
2	Enter amount from Part I, line 27a	2	2,254,440.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	68,037.
4	Add lines 1, 2, and 3	4	63,189,569.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	62,095.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	63,127,474.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 32,045,377.		30,196,412.	1,848,965.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			1,848,965.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	1,848,965.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1,361,631.	59,990,033.	0.022698
2011	96,061.	57,432,392.	0.001673
2010	10,221,811.	13,062,379.	0.782538
2009	30,104,169.	29,517,924.	1.019861
2008	1,451,283.	46,985,571.	0.030888
2 Total of line 1, column (d)			2 1.857658
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.371532
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 62,482,794.
5 Multiply line 4 by line 3			5 23,214,357.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 28,376.
7 Add lines 5 and 6			7 23,242,733.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 516,106.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	56,751.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	56,751.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	56,751.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	22,301.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	22,301.	
8 Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	34,450.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ NONE Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► WA IL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ NONE				
14	The books are in care of ▶ BANK OF AMERICA, N.A. Telephone no ▶ (312) 828-2055			
	Located at ▶ 231 S LASALLE ST, 13TH FL, CHICAGO, IL ZIP+4 ▶ 60604			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		☐
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes	☒ No
If "Yes," list the years ▶ _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b

6b

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA, N.A. 231 S LASALLE ST, CHICAGO, IL 60604	TRUSTEE 1	281,003.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐

NONE

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2 NONE	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	50,980,390.
b	Average of monthly cash balances	1b	12,453,919.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	63,434,309.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	63,434,309.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	951,515.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	62,482,794.
6	Minimum investment return. Enter 5% of line 5	6	3,124,140.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	3,124,140.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	56,751.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	56,751.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	3,067,389.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	3,067,389.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	3,067,389.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	516,106.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	516,106.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	516,106.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				3,067,389.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			NONE	
b Total for prior years 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008	NONE			
b From 2009	24,423,954.			
c From 2010	9,578,624.			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	34,002,578.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>516,106.</u>				
a Applied to 2012, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				516,106.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	2,551,283.			2,551,283.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	31,451,295.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	31,451,295.			
10 Analysis of line 9				
a Excess from 2009	21,872,671.			
b Excess from 2010	9,578,624.			
c Excess from 2011	NONE			
d Excess from 2012	NONE			
e Excess from 2013	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(1)(3) or		4942(1)(5)
---------------	--	------------

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income .					

Part XV **Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

SEE STATEMENT 9

b The form in which applications should be submitted and information and materials they should include:

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
FRIENDS OF THE WORLD FOOD PROGRAM 1725 EYE ST NW, STE 510 WASHINGTON DC 20006	N/A	PC	SUPPORT PHILIPPINE DISASTER RELIEF EFFORTS	125,000.
UNITED WAY OF CENTRAL OKLAHOMA P.O. BOX 837 OKLAHOMA CITY OK 73101	N/A	PC	SUPPORT STRONG DISASTER RELIEF FUND	150,000.
MERCY CORPS 45 SW ANKENY ST PORTLAND OR 97204	N/A	PC	SUPPORT SMALL BUSINESS RECOVERY PROGRAM	125,000.
Total			3a	400,000.
b Approved for future payment				
Total			3b	

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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 taxpayer) is based on all information of which preparer has any knowledge.

Karen J. Kiser
Signature of officer or trustee

Date _____

► TRUSTEE
Title

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

BANK OF AMERICA, N.A.

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	2,644.	2,644.
FOREIGN DIVIDENDS	67,031.	67,031.
NONDIVIDEND DISTRIBUTIONS	25,429.	
DOMESTIC DIVIDENDS	149,691.	149,691.
OTHER INTEREST	480,075.	480,075.
FOREIGN INTEREST	39,708.	39,708.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	87,397.	87,397.
NONDISTRIBUTIVE U.S. GOVERNMENT INTEREST	11,589.	11,589.
NONDISTRIBUTIVE OTHER INTEREST	-3,102.	-3,102.
ACCRUED MARKET DISCOUNT INTEREST	1,332.	1,332.
NONQUALIFIED FOREIGN DIVIDENDS	41,371.	41,371.
NONQUALIFIED DOMESTIC DIVIDENDS	389,241.	389,241.
TOTAL	1,292,406.	1,266,977.

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
NON-TAXABLE FOREIGN INCOME	1.	
OTHER INCOME	794.	794.
	-----	-----
TOTALS	795.	794.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE - BOA	3,680.			3,680.
TOTALS	3,680.	NONE	NONE	3,680.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT ADVISORY FEES	99,856.	99,856.
	-----	-----
TOTALS	99,856. =====	99,856. =====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	1,362.	1,362.
EXCISE TAX - PRIOR YEAR	70,146.	
EXCISE TAX ESTIMATES	22,300.	
FOREIGN TAXES ON QUALIFIED FOR	4,582.	4,582.
FOREIGN TAXES ON NONQUALIFIED	4,463.	4,463.
	-----	-----
TOTALS	102,853.	10,407.
	=====	=====

BOEING COMPANY CHARITABLE TRUST

91-6056738

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER INVESTMENT FEE	309.	309.	
STATE FILING FEE	25.		25.
TOTALS	334.	309.	25.
	=====	=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND ADJUSTMENT - 2012	36,606.
ROC ADJUSTMENT - 2012	5,075.
Y/E SALES ADJUSTMENT - 2013	449.
PURCHASED ACCRUED INTEREST - 2012	22,739.
WASH SALE TIMING ADJUSTMENT - 2013	3,160.
ROUNDING	8.

TOTAL	68,037.
	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND ADJUSTMENT - 2013	32,358.
Y/E SALES ADJUSTMENT - 2012	9,760.
COST BASIS ADJUSTMENT - SALES	2,589.
PURCHASED ACCRUED INTEREST - 2013	8,548.
WASH SALE TIMING ADJUSTMENT - 2012	8,840.

TOTAL	62,095.
	=====

BOEING COMPANY CHARITABLE TRUST
FORM 990PF, PART XV - LINES 2a - 2d
=====

91-6056738

RECIPIENT NAME:

BRIDGET SWEENEY - THE BOEING COMPANY

ADDRESS:

100 N RIVERSIDE PLAZA, MC-5002-8450
CHICAGO, IL 60606

RECIPIENT'S PHONE NUMBER: 312-544-2071

FORM, INFORMATION AND MATERIALS:

GO TO www.boeing.com/companyoffices/aboutus/community/guidelines.htm
FOR CURRENT GUIDELINES AND APPLICATION INSTRUCTIONS

SUBMISSION DEADLINES:

GO TO REFERENCED WEB SITE ABOVE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

LIMITED TO EDUCATION, HUMAN SERVICES, ARTS AND CULTURE, CIVIC AND
ENVIRONMENTAL INITIATIVES IN AREAS WHERE BOEING EMPLOYEES LIVE OR WORK

STATEMENT 9

FEDERAL FOOTNOTES

=====

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

BOEING COMPANY CHARITABLE TRUST

91-6056738

Balance Sheet

12/31/2013

Bank of America



Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	11210284.980	11,210,284.98	11,210,284.98
000375204	ABB LTD	3316.000	85,396.94	88,072.96
00130H105	AES CORP	346 000	4,660.33	5,020.46
00130HBN4	AES CORP	53000.000	62,010.00	62,010.00
001317205	AIA GROUP LTD	3135 000	62,246.50	62,913.18
00203H602	AQR DIVERSIFIED ARBITRAGE FUND	103215.920	1,142,000.00	1,125,053.53
002824100	ABBOTT LABS	2545 000	88,633.99	97,549.85
003881307	ACACIA RESH CORP	260 000	6,487.13	3,780.40
00404A109	ACADIA HEALTHCARE CO INC	485.000	11,043.40	22,955.05
004225108	ACADIA PHARMACEUTICALS INC	722.000	4,584.27	18,042.78
00507V109	ACTIVISION BLIZZARD INC	246.000	3,935.08	4,386.18
00687A107	ADIDAS AG	1449.000	84,423.24	92,483.87
007924103	AEGON N V	10335 000	82,433.58	97,975.80
00846U101	AGILENT TECHNOLOGIES INC	253.000	10,797.93	14,469.07
008916108	AGRIUM INC	855 000	74,179.68	78,215.40
00928QAK7	AIRCASTLE LTD	44000 000	47,795.00	47,135.00
009363102	AIRGAS INC	102.000	9,665.46	11,408.70
015351109	ALEXION PHARMACEUTICALS INC	32 000	2,931.40	4,252.29
017175100	ALLEGHANY CORP DEL	19.000	6,160.01	7,599.24
018490102	ALLERGAN INC	986.000	90,708.74	109,524.88
018581108	ALLIANCE DATA SYS CORP	22.000	3,137.93	5,784.46
018802108	ALLIANT CORP	83.000	3,540.11	4,282.80
018805101	ALLIANZ SE	4702.000	80,127.63	84,457.32
01882B205	ALLIANZ GLOBAL INVS FIXED	174665 000	2,255,876.10	2,129,166.35
01882B304	ALLIANZ GLOBAL INVS MANAGED	185390 000	1,973,351.53	1,961,426.20
020002101	ALLSTATE CORP	53 000	2,704.78	2,890.62
021332AC5	ALTA MESA HLDGS LP / ALTA MESA	46000 000	46,575.00	49,220.00
021441100	ALTERA CORP	241 000	7,865.06	7,835.15
02208R106	ALTRA INDL MOTION CORP	118 000	3,715.77	4,037.96
023135106	AMAZON COM INC	607.000	126,338.18	242,065.53
023608102	AMEREN CORP	115 000	3,715.13	4,158.40
02364W105	AMERICA MOVIL S A B DE C V	3620.000	81,371.78	84,599.40
025537101	AMERICAN ELEC PWR INC	136 000	5,714.16	6,356.64
025676206	AMERICAN EQUITY INVT LIFE HLDG	483 000	5,957.90	12,741.54

BOEING COMPANY CHARITABLE TRUST
91-6056738
Balance Sheet
12/31/2013



Cusip	Asset	Units	Basis	Market Value
03070QAN1	AMERISTAR CASINOS INC CO GTD SR	36000 000	39,150 00	39,060.00
03073E105	AMERISOURCEBERGEN CORP	108.000	3,910 74	7,593.48
03077JAA8	AMERIGAS FIN CORP / AMERIGAS FIN	42000.000	45,465.00	45,885.00
031100100	AMETEK INC NEW	104 000	5,458.88	5,477.68
031652BE9	AMKOR TECHNOLOGY INC	30000 000	31,425.00	31,125.00
032095101	AMPHENOL CORP NEW	115 000	7,287.95	10,255.70
032654105	ANALOG DEVICES INC	156 000	6,430.81	7,945.08
032657207	ANALOGIC CORP	139.000	10,919 39	12,309 84
035290105	ANIXTER INTL INC	77 000	4,920 36	6,917.68
03674X106	ANTERO RES CORP	60.000	3,128 57	3,806.40
037411BD6	APACHE CORP	95000 000	94,680.80	88,079 25
03834A103	APPROACH RES INC	274.000	7,514.63	5,288.20
03938LAX2	ARCELORMITTAL SA LUXEMBOURG	60000 000	61,800.00	65,250 00
039670104	ARCTIC CAT INC	153 000	8,374.54	8,717.94
041232109	ARKEMA	526.000	60,493 23	61,455.74
042068106	ARM HLDGS PLC	2355.000	90,399.98	128,891.51
042735100	ARROW ELECTRS INC	155 000	5,925.55	8,408.75
043436104	ASBURY AUTOMOTIVE GROUP INC	117.000	3,662 09	6,287 58
04623U102	ASTELLAS PHARMA INC	5728.000	78,932 31	84,883.23
046353108	ASTRAZENECA PLC	2447.000	135,974.32	145,278.39
046353AB4	ASTRAZENECA PLC	118000.000	142,294.00	134,929.46
04685W103	ATHENAHEALTH INC	878.000	90,315.25	118,091.00
05379B107	AVISTA CORP	235 000	5,712 60	6,624 65
053807103	AVNET INC	155 000	5,291 42	6,837.05
05463D100	AXIAL CORP	171.000	7,356 78	8,112.24
054937107	BB&T CORP	265.000	7,749.98	9,889.80
05523R107	BAE SYS PLC	2726.000	79,260.94	78,560.59
055262505	BASF SE	840.000	87,661 45	89,692.68
055434203	BG GROUP PLC	4150.000	83,098 82	89,183 50
055622104	BP P L C	1832.000	80,515.93	89,053.52
05565A202	BNP PARIBAS	2257.000	82,405.12	88,090.71
05565QBH0	BP CAPITAL MARKETS PLC	89000.000	96,042.40	92,586.70
05577E101	BT GROUP PLC	1184.000	69,885 77	74,745.92
058498106	BALL CORP	48 000	1,902 11	2,479.68

BOEING COMPANY CHARITABLE TRUST

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Balance Sheet

12/31/2013

Bank of America



Cusip	Asset	Units	Basis	Market Value
05874B107	BALLY TECHNOLOGIES INC	85.000	3,884.70	6,668.25
05946K101	BANCO BILBAO VIZCAYA ARGENTARIA	11799.000	139,008.76	146,189.61
05964H105	BANCO SANTANDER SA	9191.000	80,507.63	83,362.37
063904106	BANK OF THE OZARKS INC	372.000	14,663.59	21,051.48
064159AM8	BANK NOVA SCOTIA B C	90000.000	92,693.24	93,339.90
067383109	BARD C R INC	109.000	11,417.64	14,599.46
06738E204	BARCLAYS PLC	9392.000	159,177.62	170,276.96
067806109	BARNES GROUP INC	330.000	8,787.74	12,642.30
06846N104	BARRETT BILL CORP	429.000	9,124.45	11,488.62
073685109	BEACON ROOFING SUPPLY INC	174.000	6,526.03	7,008.72
073730103	BEAM INC	108.000	7,056.96	7,350.48
077454106	BELDEN INC	101.000	5,013.24	7,115.45
084664BS9	BERKSHIRE HATHAWAY FIN CORP	92000.000	94,155.56	92,886.88
08579W103	BERRY PLASTICS GROUP INC	290.000	6,412.92	6,899.10
088606108	BHP BILLITON LTD	2369.000	168,976.79	161,565.80
09061G101	BIOMARIN PHARMACEUTICAL INC	1586.000	100,391.08	111,575.10
092113109	BLACK HILLS CORP	170.000	6,302.13	8,926.70
095180105	BLOUNT INTL INC NEW	690.000	9,896.53	9,984.30
09739D100	BOISE CASCADE CO DEL	280.000	8,155.46	8,254.40
101137107	BOSTON SCIENTIFIC CORP	257.000	3,020.78	3,089.14
105105100	BRAMBLES LTD	3727.000	69,024.04	61,018.44
106777AB1	BREITBURN ENERGY PARTNERS L P	46000.000	50,355.00	49,450.00
109696104	BRINKS CO	91.000	2,622.63	3,106.74
110394103	BRISTOW GROUP INC	257.000	14,152.21	19,290.42
111621306	BROCADE COMMUNICATIONS SYS INC	471.000	2,652.63	4,175.41
117043109	BRUNSWICK CORP	148.000	3,518.76	6,816.88
124857202	CBS CORP	144.000	4,257.07	9,178.56
1248EPAX1	CCO HLDGS LLC/CCO HLDGS CAP	42000.000	46,200.00	43,260.00
12504L109	CBRE GROUP INC	656.000	15,070.79	17,252.80
12543DAL4	CHS / CMNTY HEALTH SYS INC	46000.000	50,025.00	49,910.00
125509109	CIGNA CORP	122.000	5,972.91	10,672.56
12561W105	CLECO CORP NEW	327.000	12,989.63	15,244.74
126132109	CNOOC LTD	421.000	83,232.63	79,004.86
12642X106	CTC MEDIA INC	6413.000	80,406.94	89,108.63

BOEING COMPANY CHARITABLE TRUST
91-6056738
Balance Sheet
12/31/2013



Cusip	Asset	Units	Basis	Market Value
126650100	CVS CAREMARK CORP	1963.000	90,204.58	140,491.91
129603106	CALGON CARBON CORP	571 000	8,605.07	11,745.47
13342B105	CAMERON INTL CORP	275.000	15,640.69	16,370.75
136385AK7	CANADIAN NAT RES LTD	120000.000	142,895.00	134,858.40
13645T100	CANADIAN PAC RY LTD	483 000	68,576.78	73,087.56
138006309	CANON INC	2473 000	80,253.04	79,136.00
14149Y108	CARDINAL HEALTH INC	70 000	4,311.94	4,676.70
14161H108	CARDTRONICS INC	505 000	13,532.62	21,942.25
14170T101	CAREFUSION CORP	414.000	13,018.47	16,485.48
142339100	CARLISLE COS INC	35.000	2,384.68	2,779.00
14365C103	CARNIVAL PLC	2196.000	78,922.21	91,024.20
147448104	CASELLA WASTE SYS INC	1302.000	5,770.07	7,551.60
147528103	CASEYS GEN STORES INC	240 000	12,596.97	16,860.00
14912L4E8	CATERPILLAR FINL SVCS CORP	73000 000	94,601.00	89,733.79
149205106	CATO CORP NEW	378.000	10,469.09	12,020.40
15089QAD6	CELANESE US HLDGS LLC	50000.000	50,704.20	47,875.00
151020104	CELGENE CORP	770.000	94,420.77	130,105.36
15639K300	CENTRICA PLC	1738.000	40,266.69	40,034.83
156700AW6	CENTURYLINK INC	64000.000	65,600.00	65,120.00
15670R107	CEPHEID	144 000	4,929.91	6,720.77
156782104	CERNER CORP	3202 000	132,752.83	178,479.48
157210105	CEVA INC	327 000	5,291.77	4,976.94
166764100	CHEVRON CORP	671 000	72,614.87	83,814.61
168905107	CHILDRENS PL RETAIL STORES INC	117 000	5,703.92	6,665.49
16941M109	CHINA MOBILE LTD	1401 000	73,179.63	73,258.29
169656105	CHIPOTLE MEXICAN GRILL INC	19.000	6,694.63	10,122.82
171340102	CHURCH & DWIGHT INC	110.000	5,890.50	7,290.80
17243V102	CINEMARK HLDGS INC	243.000	6,431.59	8,099.19
17275RAE2	CISCO SYS INC	80000.000	93,451.76	89,986.40
172967FF3	CITIGROUP INC	79000.000	85,549.16	89,873.56
179895107	CLARCOR INC	170 000	8,086.29	10,939.50
184496107	CLEAN HBRS INC	156 000	9,099.32	9,353.76
184496AJ6	CLEAN HBRS INC	32000.000	33,664.20	32,960.00
19122T109	COCA-COLA ENTERPRISES INC	1128.000	35,158.46	49,778.64

BOEING COMPANY CHARITABLE TRUST
91-6056738
Balance Sheet
12/31/2013



Cusip	Asset	Units	Basis	Market Value
192479103	COHERENT INC	139.000	6,918.67	10,340.21
19765H362	COLUMBIA SHORT TERM BOND FUND	325716.629	3,250,000.00	3,244,137.62
19765Y852	COLUMBIA EMERGING MARKETS	20325.203	200,000.00	207,317.07
20030N200	COMCAST CORP	2032.000	72,006.79	101,356.16
20030NAU5	COMCAST CORP	76000.000	92,316.40	88,512.64
200340107	COMERICA INC	136.000	4,187.66	6,465.44
204166102	COMMVAULT SYS INC	92.000	6,678.29	6,887.30
20605PAC5	CONCHO RES INC	42000.000	46,515.00	45,465.00
20825CAR5	CONOCOPHILLIPS	77000.000	94,682.00	88,917.29
21036P108	CONSTELLATION BRANDS INC	169.000	5,817.67	11,894.22
21925Y103	CORNERSTONE ONDEMAND INC	224.000	4,737.11	11,941.89
22160K105	COSTCO WHSL CORP NEW	840.000	84,247.36	99,976.80
225401108	CREDIT SUISSE GROUP	4607.000	142,868.93	143,001.28
22541LAR4	CREDIT SUISSE FIRST BOSTON USA	88000.000	95,403.44	91,940.64
22544R305	CREDIT SUISSE COMMODITY-RETURN	44673.032	323,432.75	322,986.02
228368106	CROWN HLDGS INC	221.000	8,206.85	9,849.97
229669106	CUBIC CORP	38.000	1,985.87	2,001.08
231561101	CURTISS WRIGHT CORP	74.000	2,631.93	4,605.02
23283PAB0	CYRUSONE LP / CYRUSONE FIN CORP	43000.000	44,290.00	44,505.00
23304Y100	DBS GROUP HLDGS LTD	954.000	51,296.58	51,682.00
23328E106	DNB NOR ASA	265.000	47,430.42	47,392.86
233825108	DAIMLER AG	909.000	74,270.02	78,785.76
235825AB2	DANA HLDG CORP	42000.000	45,570.00	45,150.00
235851102	DANAHER CORP DEL	774.000	43,504.00	59,752.80
23918K108	DAVITA HEALTHCARE PARTNERS INC	41.000	1,765.86	2,598.17
243537107	DECKERS OUTDOOR CORP	85.000	4,582.03	7,179.10
252131107	DEXCOM INC COM	336.000	4,519.17	11,897.76
25243Q205	DIAGEO PLC	955.000	117,335.16	126,461.10
25272PAC6	DIAMOND RESORTS CORP 1ST LIEN	36000.000	38,666.13	39,780.00
253393102	DICKS SPORTING GOODS INC	105.000	5,164.53	6,100.50
254543101	DIODES INC	335.000	5,827.66	7,892.60
25459HBA2	DIRECTV HLDGS LLC / DIRECTV FING	84000.000	92,171.16	88,242.84
254687106	DISNEY WALT CO	776.000	33,518.36	59,286.40
25468PCW4	DISNEY WALT CO NEW	94000.000	94,988.88	85,407.46

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254709108	DISCOVER FINL SVCS	187 000	5,798.26	10,462.65
25470F104	DISCOVERY COMMUNICATIONS INC	84.000	6,279 11	7,595 28
25470XAE5	DISH DBS CORP	42000.000	46,200.00	44,520.00
256677105	DOLLAR GEN CORP	233.000	11,824 75	14,054 56
257867BA8	DONNELLEY R R & SONS CO	49000 000	49,367.50	49,490 00
258278100	DORMAN PRODS INC	97.000	4,705.59	5,435.98
260003108	DOVER CORP	102.000	6,535.77	9,847.08
26138E109	DR PEPPER SNAPPLE INC	45 000	1,739 00	2,192.40
262037104	DRIL-QUIP INC	720.000	77,366.56	79,149 60
26613TAE0	DUPONT FABROS TECHNOLOGY L P	48000 000	49,620.00	49,560 00
26874R108	ENI S P A	1743 000	85,231.67	84,518 07
26884L109	EQT CORP	67 000	3,416.17	6,015 26
269246BH6	E TRADE FINL CORP	44000.000	46,961.20	47,740.00
26985UAB3	EAGLE ROCK ENERGY PARTNERS L	40000 000	39,600.00	43,600 00
270321102	EARTHLINK INC	1804.000	12,207.66	9,144.48
273202101	EAST JAPAN RY CO	4894 000	72,176 56	65,031.47
27579R104	EAST WEST BANCORP INC	295 000	6,685 26	10,316 15
278865100	ECOLAB INC	68 000	4,886.12	7,090 36
281020107	EDISON INTL	120.000	5,151 04	5,556 00
28257U104	EINSTEIN NOAH RESTAURANT GROUP	147 000	2,357.21	2,131.50
283677854	EL PASO ELEC CO	281.000	9,923.37	9,865.91
29265N108	ENERGEN CORP	92 000	5,346 19	6,509.00
29266S106	ENDOLOGIX INC	559.000	7,734.95	9,748 96
29273VAC4	ENERGY TRANSFER EQUITY L P	40000.000	45,596.00	44,900.00
29355X107	ENPRO INDS INC	178.000	6,664.14	10,261.70
29379VAP8	ENTERPRISE PRODS OPER LLC	79000.000	89,762.81	87,878 02
29414B104	EPAM SYS INC	244.000	8,567 60	8,525 36
294429105	EQUIFAX INC	82.000	3,737 36	5,665 38
29444U502	EQUINIX INC	811.000	162,456.08	143,911.95
29444UAM8	EQUINIX INC	67000.000	68,005.55	65,492 50
296315104	ESCO TECHNOLOGIES INC	357.000	12,740 00	12,230.82
297284200	ESSILOR INTL	722.000	38,623 61	38,442.17
29759W101	DELHAIZE GROUP	1376 000	85,207 41	81,761.92
29977A105	EVERCORE PARTNERS INC	122 000	3,610 49	7,293.16

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30161NAD3	EXELON CORP	87000.000	95,109.18	91,724.10
30212P303	EXPEDIA INC DEL	66.000	3,421.87	4,597.56
30219G108	EXPRESS SCRIPTS HLDG CO	981.000	64,244.53	68,905.44
30231G102	EXXON MOBIL CORP	1539 000	134,149.44	155,746.80
302520101	FNB CORP PA	698 000	7,642.05	8,808.76
302941109	FTI CONSULTING INC	66 000	2,498.38	2,715.24
307305102	FANUC CORP	2540.000	70,922.85	77,533.50
311900104	FASTENAL CO	2083 000	93,829.11	98,963.33
3128M7CL8	FEDERAL HOME LN MTG CORP	231495.255	245,529.64	244,908.09
3128MJTQ3	FEDERAL HOME LN MTG CORP	703681.220	738,658.81	723,391.33
312933DC5	FEDERAL HOME LN MTG CORP	55773.456	59,093.72	59,074.69
312945DN5	FEDERAL HOME LN MTG CORP	205535.488	215,442.95	204,168.68
312945R42	FEDERAL HOME LN MTG CORP	215544 024	230,261.65	221,514.59
3132GF4J3	FEDERAL HOME LN MTG CORP	73933 737	77,145.23	75,990.57
3132GKDK9	FEDERAL HOME LN MTG CORP	283856 311	297,339.48	291,764.55
3132GKZN9	FEDERAL HOME LN MTG CORP	142533.940	147,497.52	141,586.09
3135G0VA8	FEDERAL NATL MTG ASSN	142000 000	141,951.72	141,846.64
3137EADP1	FEDERAL HOME LN MTG CORP	190000 000	189,165.33	184,564.10
3138A36V4	FEDERAL NATL MTG ASSN	269431 527	285,176.42	277,517.17
3138ASSD5	FEDERAL NATL MTG ASSN	246690 598	265,770.57	261,450.10
3138AXRK9	FEDERAL NATL MTG ASSN	22149.537	23,523.50	22,026.16
3138LYML8	FEDERAL NATL MTG ASSN	284520.210	293,856.02	270,416.54
3138M6PK7	FEDERAL NATL MTG ASSN	201125.631	211,606.14	191,139.74
3138MBMB9	FEDERAL NATL MTG ASSN	299399 702	315,258.53	284,549.48
3138WVDL2	FEDERAL NATL MTG ASSN	46987 040	47,148.58	44,663.53
31402RCV9	FEDERAL NATL MTG ASSN	80943 162	87,899.21	87,892.94
31416BNK0	FEDERAL NATL MTG ASSN	268415 340	286,785.00	284,952.41
31417CDR3	FEDERAL NATL MTG ASSN	630078 565	671,008.31	626,550.12
31417CXQ3	FEDERAL NATL MTG ASSN	208963.693	221,958.62	207,795.58
31417EFE6	FEDERAL NATL MTG ASSN	948 010	988.30	900.98
31418AD96	FEDERAL NATL MTG ASSN	37604 517	38,791.41	37,394.68
31419BBF1	FEDERAL NATL MTG ASSN	18176 617	18,423.71	18,075.92
31620M106	FIDELITY NATL INFORMATION SVCS	729 000	32,264.57	39,132.72
316645100	FIFTH & PAC COS INC	276 000	5,898.73	8,851.32

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316773100	FIFTH THIRD BANCORP	437 000	6,349.52	9,190.11
317485100	FINANCIAL ENGINES INC	181 000	5,053.61	12,575.88
32020R109	FIRST FINL BANKSHARES	113.000	4,703.13	7,470.43
320867104	FIRST MIDWEST BANCORP DEL	445.000	6,966.13	7,800.85
33616C100	FIRST REP BK SAN FRANCISCO	165 000	5,539.58	8,637.75
337932107	FIRSTENERGY CORP	58.000	1,888.45	1,912.84
33829M101	FIVE BELOW INC	102.000	4,742.61	4,406.20
339041105	FLEETCOR TECHNOLOGIES INC	60.000	5,284.04	7,030.20
343412102	FLUOR CORP	73 000	3,927.02	5,861.17
34354P105	FLOWSERVE CORP	170 000	6,847.46	13,401.10
344849104	FOOT LOCKER INC	110 000	3,680.82	4,558.40
34959E109	FORTINET INC	356 000	6,078.43	6,810.28
351793104	FRANCESCAS HLDGS CORP	280.000	7,362.24	5,152.00
353514102	FRANKLIN ELEC INC	223.000	7,018.68	9,954.72
354613101	FRANKLIN RES INC	1193.000	58,369.28	68,871.89
359694106	FULLER H B CO	287 000	10,262.31	14,935.48
361268105	G & K SVCS INC	121.000	4,286.01	7,529.83
361448103	GATX CORP	267.000	11,640.93	13,929.39
36237H101	G-III APPAREL GROUP LTD	260.000	9,175.43	19,228.56
36962G3P7	GENERAL ELEC CAP CORP	116000.000	139,244.80	132,136.76
370334104	GENERAL MLS INC	2000 000	82,006.84	99,820.00
371559105	GENESEE & WYO INC	68.000	3,913.42	6,531.40
37185LAB8	GENESIS ENERGY L P / GENESIS	43000 000	47,095.00	46,332.50
37940X102	GLOBAL PMTS INC	54.000	2,725.95	3,509.46
38141EA58	GOLDMAN SACHS GROUP INC	82000.000	83,441.40	91,194.66
38141G104	GOLDMAN SACHS GROUP INC	725.000	85,376.77	128,513.50
38145N220	GOLDMAN SACHS ABSOLUTE RETURN	300662 191	2,743,000.00	2,802,171.62
382550BD2	GOODYEAR TIRE & RUBR CO	51000 000	53,932.50	54,060.00
38259P508	GOOGLE INC	212.000	138,546.75	237,590.52
384109104	GRACO INC	137.000	8,735.93	10,702.44
384802104	GRAINGER W W INC	30.000	7,732.65	7,662.60
388689101	GRAPHIC PACKAGING HLDG CO	1056.000	6,700.29	10,137.60
391164100	GREAT PLAINS ENERGY INC	154.000	3,336.06	3,732.96
39153L106	GREATBATCH INC	434 000	11,171.49	19,200.16

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393122106	GREEN MOUNTAIN COFFEE	145.000	10,052.99	10,953.30
40052P107	GRUPO FINANCIERO BANORTE S A B	1107.000	36,191.93	38,609.95
40171V100	GUIDEWIRE SOFTWARE INC	68 000	3,268.02	3,336.76
402629208	GULFMARK OFFSHORE INC	394.000	14,414.65	18,569.22
402629AG4	GULFMARK OFFSHORE INC	46000 000	46,920 00	46,345.00
40412CAB7	HCA HLDGS INC	42000.000	45,985.80	45,885 00
40425J101	HMS HLDGS CORP	424 000	10,489.96	9,624.80
404280406	HSBC HLDGS PLC	3171.000	175,257.85	174,817 23
405024100	HAEMONETICS CORP	320.000	13,031.73	13,481.60
405217100	HAIR CELASTIAL GROUP INC	227.000	13,025.45	20,607.06
413875105	HARRIS CORP DEL	54 000	2,310.08	3,769.74
415864107	HARSCO CORP	411 000	10,957.38	11,520 33
421906108	HEALTHCARE SVCS GROUP INC	118 000	2,985 40	3,347.66
42281P205	HEIDELBERGCEMENT AG	4118 000	64,981 84	62,589.48
423012301	HEINEKEN N V	1358 000	47,611 27	45,920 77
428040CP2	HERTZ CORP UNSECD GTD	43000 000	44,666 25	44,558.75
428236BW2	HEWLETT PACKARD CO	94000 000	94,246.94	95,508.70
428291108	HEXCEL CORP NEW	221.000	6,314.67	9,876.49
428567101	HIBBETT SPORTS INC	99.000	5,438 44	6,648.05
433578507	HITACHI LIMITED	1156 000	79,921.25	87,548.50
437076AU6	HOME DEPOT INC	77000 000	88,618.88	83,358.66
43739Q100	HOMEAWAY INC	147.000	5,464 12	6,009.36
438516106	HONEYWELL INTL INC	1146.000	75,185 62	104,710 02
440543AL0	HORNBECK OFFSHORE SVCS INC	45000 000	47,520 00	46,462 50
443510201	HUBBELL INC	122 000	11,423 68	13,285 80
446150104	HUNTINGTON BANCSHARES INC	628 000	4,010 93	6,060 20
446413106	HUNTINGTON INGALLS INDS INC	90 000	3,812 31	8,100 90
44701QAX0	HUNTSMAN INTL LLC CO GTD	43000 000	49,362 50	48,590.00
447462102	HURON CONSULTING GROUP INC	134.000	4,532.85	8,397 78
44919P508	IAC / INTERACTIVECORP	34 000	1,467.36	2,334.13
451102AH0	ICAHN ENTERPRISES L P / ICAHN	61000 000	65,762.48	63,440 00
45169UAC9	IGATE CORP	29000 000	31,827.50	30,812 50
45321L100	IMPERVA INC	205 000	6,755 97	9,866.65
45662N103	INFINEON TECHNOLOGIES AG	6046 000	57,983.37	64,649.88

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45666Q102	INFORMATICA CORP	168.000	5,207 99	6,972.00
45672H104	INFOBLOX INC	173.000	3,805 64	5,712.46
456788108	INFOSYS TECHNOLOGIES LTD	1536.000	82,773 56	86,937 60
456837103	ING GROEP N V	6570.000	83,959.14	92,045 70
45784P101	INSULET CORP	201.000	4,143 49	7,457.10
45824TAC9	INTELSAT JACKSON HLDGS S A CO	42000 000	45,528.00	45,937 50
45866F104	INTERCONTINENTALEXCHANGE	65 000	11,353 88	14,619 80
459200101	INTERNATIONAL BUSINESS MACHS	398 000	77,549.65	74,652 86
459506101	INTERNATIONAL	105.000	8,366.65	9,027 90
459745GN9	INTERNATIONAL LEASE FIN CORP	65000.000	67,819.95	64,837.50
460146103	INTERNATIONAL PAPER CO	107 000	4,041.01	5,246 21
464592AL8	ISLE CAPRI CASINOS INC	36000 000	38,925 00	38,970 00
465562106	ITAU UNIBANCO HLDG SA	6166.000	92,889.53	83,672.62
466001864	IVY ASSET STRATEGY FUND	28341.985	720,109 34	914,879.28
46625H100	J P MORGAN CHASE & CO	3730 000	154,109.80	218,130 40
46625HCE8	JP MORGAN CHASE	176000.000	191,592.02	184,134 72
466367109	JACK IN THE BOX INC	305.000	8,876 72	15,256 10
471122200	JARDINE STRATEGIC HLDGS LTD	4292.000	72,320 26	68,672.00
47760A108	JIVE SOFTWARE INC	756.000	10,533 81	8,505 00
478160104	JOHNSON & JOHNSON	1396.000	93,321.80	127,859 64
478366107	JOHNSON CTLS INC	1209.000	36,024 33	62,021 70
48203R104	JUNIPER NETWORKS INC	143.000	2,722.36	3,227 51
48241A105	KB FINL GROUP INC	2253.000	87,925.83	91,269 03
489170100	KENNAMETAL INC	189 000	7,767.18	9,841 23
492089107	KERING S A	3290 000	75,507.66	69,655.88
492914106	KEY ENERGY SVCS INC	1301 000	11,115 79	10,277 90
496902404	KINROSS GOLD CORP	9595.000	50,143 03	42,026 10
498904200	KNOLL INC	438.000	7,340 20	8,019 78
499064103	KNIGHT TRANSN INC	567.000	9,689.00	10,398 78
500458401	KOMATSU LTD	4011 000	87,572.39	81,551 65
500472AF2	KONINKLIJKE PHILIPS ELECTRS NV	88000 000	88,327.88	88,047 52
50060P106	KOPPERS HLDGS INC	264.000	10,125.44	12,078 00
50076QAE6	KRAFT FOODS GROUP INC	86000 000	85,696 42	84,777.94
50077BAC2	KRATOS DEFENSE & SEC SOLUTIONS/	36000 000	38,880 00	38,835 00

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501014104	KRISPY KREME DOUGHNUTS INC	304.000	4,812.26	5,864.16
501797104	L BRANDS INC	243.000	12,313.15	15,029.55
502117203	L OREAL CO	1683.000	59,690.64	59,229.82
502161102	LSI CORP	743.000	5,065.79	8,199.00
521865204	LEAR CORP	183.000	9,080.70	14,817.51
52602E102	LENDER PROCESSING SVCS INC	112.000	3,208.45	4,186.56
52602EAD4	LENDER PROCESSING SVCS INC	44000.000	45,585.00	45,540.00
535678106	LINEAR TECHNOLOGY CORP	136.000	5,054.86	6,194.80
53578A108	LINKEDIN CORP	539.000	63,372.20	116,871.37
536022AC0	LINN ENERGY LLC / LINN ENERGY	46000.000	50,462.00	49,680.00
539830109	LOCKHEED MARTIN CORP	1147.000	106,810.56	170,513.02
540424108	LOEWS CORP	125.000	5,152.43	6,030.00
544147101	LORILLARD INC	2453.000	100,599.91	124,318.04
55273E640	MFS EMERGING MKTS DEBT FUND	19669.355	300,529.10	285,599.03
552848103	MGIC INVT CORP WIS	625.000	4,803.52	5,275.00
552953CA7	MGM RESORTS INTL	46000.000	48,990.00	48,645.00
55354G100	MSCI INC	299.000	10,436.89	13,072.28
55616P104	MACYS INC	185.000	7,266.90	9,879.00
556269108	MADDEN STEVEN LTD	180.000	5,788.61	6,586.20
559079207	MAGELLAN HEALTH SVCS INC	165.000	8,824.62	9,885.15
55973B102	MAGNUM HUNTER RES CORP DEL	1650.000	6,912.91	12,061.50
55973B110	MAGNUM HUNTER RES CORP DEL	180.000	0.00	308.29
563571108	MANITOWOC INC	263.000	4,279.35	6,133.16
56418H100	MANPOWERGROUP INC	102.000	4,801.72	8,757.72
565849106	MARATHON OIL CORP	99.000	3,204.16	3,494.70
56585A102	MARATHON PETE CORP	40.000	3,251.81	3,669.20
571748102	MARSH & MCLENNAN COS INC	207.000	6,710.14	10,010.52
571903202	MARRIOTT INTL INC NEW	113.000	4,707.20	5,576.66
574599106	MASCO CORP	196.000	2,789.69	4,462.92
577128101	MATTHEWS INTL CORP	175.000	5,746.33	7,456.75
579489AG0	MCCLATCHY CO 1ST LIEN	45000.000	48,825.00	49,500.00
580135101	MCDONALDS CORP	279.000	25,310.58	27,071.37
580645109	MCGRAW HILL FINL INC	71.000	3,416.85	5,552.20
58155Q103	MCKESSON CORP	58.000	4,716.80	9,361.20

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582839106	MEAD JOHNSON NUTRITION CO	1133.000	80,140.08	94,900.08
58501N101	MEDIVATION INC	183.000	7,903.50	11,679.06
58502B106	MEDNAX INC	64.000	2,940.34	3,416.32
59156R108	METLIFE INC	2143.000	77,337.64	115,550.56
591709AL4	METROPCS WIRELESS INC	46000.000	47,911.50	48,760.00
592688105	METTLER TOLEDO INTERNATIONAL	14.000	3,027.62	3,396.26
594901100	MICROSYS INC	97.000	4,178.46	5,564.89
603158106	MINERALS TECHNOLOGIES INC	276.000	10,471.15	16,579.32
606822104	MITSUBISHI UFJ FINL GROUP INC	22679.000	144,907.10	151,495.72
610236101	MONRO MUFFLER BRAKE INC	189.000	6,837.72	10,652.04
615369105	MOODYS CORP	40.000	1,497.52	3,138.80
61747YDT9	MORGAN STANLEY	19000.000	18,962.57	20,735.08
625453105	MULTIMEDIA GAMES HLDG CO INC	189.000	6,997.47	5,927.04
62886EAH1	NCR CORP NEW	69000.000	66,053.42	66,067.50
629377BS0	NRG ENERGY INC	42000.000	45,990.00	46,515.00
631103108	NASDAQ OMX GROUP	1071.000	40,790.35	42,625.80
637004AC6	NATIONAL MONEY MART CO CO GTD	40000.000	44,370.00	40,600.00
637071101	NATIONAL OILWELL VARCO INC	781.000	54,443.49	62,112.93
63860UAK6	NATIONSTAR MTG LLC / NATIONSTAR	50000.000	48,375.00	47,625.00
641069406	NESTLE S A	2846.000	196,339.57	208,964.70
64110D104	NETAPP INC	67.000	2,703.29	2,756.38
651229106	NEWELL RUBBERMAID INC	266.000	5,705.40	8,621.06
654624105	NIPPON TELEG & TEL CORP	5731.000	151,228.87	154,966.24
654744408	NISSAN MOTORS	3938.000	79,868.51	66,241.10
654902204	NOKIA CORP	8813.000	60,424.31	71,473.43
655044105	NOBLE ENERGY INC	63.000	3,011.56	4,290.93
65535H208	NOMURA HLDGS INC	10605.000	79,618.01	82,400.85
655664100	NORDSTROM INC	60.000	2,981.16	3,708.00
668074305	NORTHWESTERN CORP	297.000	10,853.76	12,866.04
66987V109	NOVARTIS A G	871.000	68,967.04	70,010.98
67059TAD7	NUSTAR LOGISTICS L P	30000.000	30,225.00	30,957.60
674215AE8	OASIS PETE INC NEW UNSECD	45000.000	49,265.00	47,925.00
674599105	OCCIDENTAL PETE CORP DEL	683.000	63,868.95	64,953.30
675232102	OCEANEERING INTL INC	1174.000	64,880.49	92,605.12

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677862104	OIL CO LUKOIL	1219 000	80,066.73	75,665 77
681904108	OMNICARE INC	240.000	8,603.19	14,486 40
681919106	OMNICOM GROUP INC	74 000	3,840.45	5,503.38
682159108	ON ASSIGNMENT INC	199.000	4,184.31	6,949 08
682189105	ON SEMICONDUCTOR CORP	568.000	4,083.25	4,680 32
68389X105	ORACLE CORP	2460.000	74,830 23	94,119.60
690768403	OWENS ILL INC	190.000	4,400.88	6,798 20
69331C108	PG&E CORP	55 000	2,245 08	2,215.40
693320AR4	PHH CORP	43000 000	46,397.00	45,902 50
693390882	PIMCO FOREIGN BD US\$HD INSTL	84665 228	900,827 79	890,678.20
693506107	PPG INDS INC	168.000	20,499.37	31,862 88
693656100	PVH CORP	111 000	12,413.94	15,098.22
695263103	PACWEST BANCORP DEL	262.000	6,735 34	11,061 64
698354107	PANDORA MEDIA INC	226 000	3,369 64	6,011 60
69840W108	PANERA BREAD CO	37 000	6,225 90	6,537 53
698813102	PAPA JOHNS INTL INC	146.000	4,573 36	6,628.40
701081AT8	PARKER DRILLING CO	38000.000	41,230 00	40,280.00
701094104	PARKER HANNIFIN CORP	78 000	6,794.44	10,033 92
714046109	PERKINELMER INC	125 000	4,568 87	5,153 75
71654V408	PETROLEO BRASILEIRO SA PETROBR	6084 000	93,891 27	83,837 52
716768106	PETSMART INC	156 000	10,551 42	11,349 00
716933106	PHARMACYCLICS INC	28 000	2,295 22	2,961 84
717081103	PFIZER INC	5645 000	126,785 56	172,906 35
717081DB6	PFIZER INC	113000 000	141,720.24	133,953.59
718172109	PHILIP MORRIS INTL INC	1833 000	164,305.30	159,709 29
723664108	PIONEER ENERGY SVCS CORP	652 000	4,920.12	5,222.52
726505AK6	PLAINS EXPL & PRODTN CO	54000.000	54,405.00	59,213 70
729132100	PLEXUS CORP	350.000	9,105 56	15,151.50
74005P104	PRAXAIR INC	990.000	108,943.30	128,729.70
740189105	PRECISION CASTPARTS CORP	662.000	117,345.79	178,276.60
74144T108	PRICE T ROWE GROUP INC	140.000	10,497 94	11,727.80
741503403	PRICELINE COM INC	133.000	91,628 35	154,599 20
743312100	PROGRESS SOFTWARE CORP	467.000	10,062 68	12,062.61
743424103	PROOFPOINT INC	421.000	7,655.95	13,964.57

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744320102	PRUDENTIAL FINL INC	763.000	46,473.99	70,363.86
744336504	PRUDENTIAL GLOBAL REAL ESTATE	31707.811	748,897.27	698,206.00
74435K204	PRUDENTIAL PLC	1748.000	71,520.23	78,660.00
74733T105	QLIK TECHNOLOGIES INC	334.000	8,414.61	8,894.42
747525103	QUALCOMM INC	2399.000	150,556.78	178,125.75
74758T303	QUALYS INC	292.000	6,519.83	6,748.12
74762E102	QUANTA SVCS INC	195.000	5,276.51	6,154.20
751212101	RALPH LAUREN CORP	45.000	7,910.91	7,945.65
754730109	RAYMOND JAMES FINL INC	183.000	6,545.06	9,550.77
75689M101	RED ROBIN GOURMET BURGERS INC	176.000	6,205.99	12,943.04
75886F107	REGENERON PHARMACEUTICALS	18.000	4,341.45	4,954.32
759351604	REINSURANCE GROUP AMER INC	93.000	5,637.68	7,199.13
761248103	RESPONSYS INC	386.000	6,152.08	10,580.26
761283100	RESTORATION HARDWARE HLDGS INC	140.000	6,851.33	9,422.00
761735AP4	REYNOLDS GROUP ISSUER INC/	39000.000	39,682.50	39,780.00
770323103	ROBERT HALF INTL INC	238.000	7,170.88	9,993.62
771195104	ROCHE HLDG LTD	1659.000	115,369.90	116,214.61
772739207	ROCK-TENN CO	27.000	1,829.79	2,835.27
774477AJ2	ROCKWOOD SPECIALTIES GROUP INC	30000.000	30,900.00	30,637.50
776696106	ROPER INDS INC NEW	26.000	2,866.04	3,605.68
777779307	ROSETTA RES INC	65.000	2,741.03	3,122.60
780153AU6	ROYAL CARIBBEAN CRUISES LTD	45000.000	45,843.75	45,000.00
780259206	ROYAL DUTCH SHELL PLC	2410.000	162,356.07	171,760.70
781846209	RUSH ENTERPRISES INC	362.000	7,418.80	10,733.30
783764AR4	RYLAND GROUP INC	51000.000	51,283.50	48,450.00
78388J106	SBA COMMUNICATIONS CORP	184.000	12,517.19	16,530.56
784117103	SEI INVESTMENTS CO	167.000	3,668.93	5,799.91
78440P108	SK TELECOM LTD	3304.000	80,829.14	81,344.48
78442P106	SLM CORP	461.000	9,541.32	12,115.08
78467J100	SS&C TECHNOLOGIES HLDGS INC	231.000	5,256.78	10,224.06
786584102	SAFRAN S A	5165.000	83,652.76	89,871.00
790849103	ST JUDE MED INC	697.000	30,447.52	43,179.15
79466L302	SALESFORCE COM INC	4035.000	151,295.24	222,691.65
79546VAJ5	SALLY HLDGS LLC / SALLY CAP INC	30000.000	31,950.00	31,200.00

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80007PAL3	SANDRIDGE ENERGY INC	29000 000	31,465.00	31,247 50
80105N105	SANOFI	1553 000	80,847.14	83,287 39
80585Y308	SBERBANK RUSSIA	4683.000	60,133.50	57,671.14
806407102	SCHEIN HENRY INC	80 000	6,543.99	9,140 80
806857108	SCHLUMBERGER LTD	1843 000	137,588 33	166,072.73
808513105	SCHWAB CHARLES CORP NEW	3540.000	52,924 94	92,040.00
80874YAM2	SCIENTIFIC GAMES INTL INC	55000 000	55,687.50	56,375 00
811065101	SCRIPPS NETWORKS INTERACTIVE INC	104 000	6,890 80	8,986 64
816078307	SEKISUI HOUSE LTD	5742.000	80,321.42	80,307 61
816300107	SELECTIVE INS GROUP INC	510.000	9,953 65	13,800.60
816850101	SEMTECH CORP	152.000	5,242.72	3,842.56
81762P102	SERVICENOW INC	61 000	3,261.37	3,416 61
81783H105	SEVEN & I HLDGS CO LTD	1087.000	80,473 42	86,459 98
822582AW2	SHELL INTL FIN B V	91000 000	91,227.50	90,457.64
824348106	SHERWIN WILLIAMS CO	38 000	6,776.49	6,973 00
82481R106	SHIRE PLC	644.000	85,867 27	90,990.76
826197501	SIEMENS A G	613.000	79,274.19	84,906.63
82669G104	SIGNATURE BK NEW YORK N Y	85 000	6,202.65	9,130 70
828336107	SILVER WHEATON CORP	2859.000	91,611.58	57,723.21
82966C103	SIRONA DENTAL SYS INC	109 000	6,933.75	7,651.80
83175M205	SMITH & NEPHEW PLC	1170.000	75,699.00	83,935.80
83364L109	SOCIETE GENERALE FRANCE	7438 000	82,073.30	86,541 13
83545GAV4	SONIC AUTOMOTIVE INC	44000.000	48,950.00	47,795 00
845467109	SOUTHWESTERN ENERGY CO	72 000	2,406.83	2,831.76
84760C107	SPECTRANETICS CORP	354.000	6,466.99	8,850.00
848637104	SPLUNK INC	1577.000	72,286.33	108,292 59
85205TAD2	SPIRIT AEROSYSTEMS INC CO GTD	44000.000	47,300 00	47,355 00
852060AG7	SPRINT CAP CORP	61000 000	62,906 25	66,642 50
85254C305	STAGE STORES INC	490 000	11,268 53	10,887.80
854502101	STANLEY BLACK & DECKER INC	37.000	2,399 91	2,985.53
855244109	STARBUCKS CORP	2225.000	124,224 68	174,417.75
857477103	STATE STR CORP	747.000	44,632.79	54,822.33
85771P102	STATOIL ASA	7063.000	168,629.31	170,430.19
86562M209	SUMITOMO MITSUI FINL GROUP INC	19676 000	191,154 26	206,401 24

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867224107	SUNCOR ENERGY INC	2493.000	89,427.99	87,379.65
86722AAC7	SUNCOKE ENERGY INC CO GTD	46000.000	47,012.00	49,565.00
867914103	SUNTRUST BKS INC	181.000	4,402.66	6,662.61
869587402	SVENSKA CELLULOSA	717.000	20,394.78	22,104.39
871237103	SYKES ENTERPRISES INC	464.000	7,134.65	10,119.84
871503108	SYMANTEC CORP	200.000	3,294.69	4,716.00
87151Q106	SYMETRA FINL CORP	117.000	1,170.00	2,218.32
87157B103	SYNCHRONOSS TECHNOLOGIES INC	289.000	6,043.45	8,979.23
87160A100	SYNGENTA AG	723.000	59,657.07	57,796.62
87236Y108	TD AMERITRADE HLDG CORP	400.000	7,724.17	12,256.00
87264S106	TRW AUTOMOTIVE HLDGS CORP	93.000	5,205.92	6,918.27
87311L104	TW TELECOM INC	279.000	7,806.31	8,501.13
874039100	TAIWAN SEMICONDUCTOR MFG LTD	4033.000	74,202.95	70,335.52
87612E106	TARGET CORP	1042.000	61,977.28	65,927.34
876568502	TATA MTRS LTD	2726.000	83,403.06	83,960.80
879382208	TELEFONICA S A	5055.000	88,258.01	82,598.70
880349105	TENNECO INC	90.000	4,704.21	5,091.30
881575302	TESCO PLC	4839.000	86,791.45	80,390.31
881609101	TESORO CORP	64.000	3,610.33	3,744.00
881624209	TEVA PHARMACEUTICAL INDS LTD	2004.000	82,064.61	80,320.32
883556102	THERMO FISHER SCIENTIFIC CORP	908.000	56,757.87	101,105.80
885175307	THORATEC CORP	236.000	8,665.50	8,637.60
88579Y101	3M CO	569.000	54,269.32	79,802.25
88632Q103	TIBCO SOFTWARE INC	331.000	6,821.41	7,440.88
886547108	TIFFANY & CO NEW	1439.000	108,132.93	133,510.42
88706M103	TIM HORTONS INC	143.000	8,259.22	8,348.34
887317AG0	TIME WARNER INC	82000.000	90,407.33	87,058.58
887389104	TIMKEN CO	46.000	2,506.75	2,533.22
891027104	TORCHMARK CORP	116.000	5,585.13	9,065.40
891092108	TORO CO	218.000	9,413.45	13,864.80
891160509	TORONTO DOMINION BK ONTARIO	745.000	67,206.63	70,208.80
89151E109	TOTAL S A	1463.000	89,646.03	89,638.01
891894107	TOWERS WATSON & CO	70.000	4,251.90	8,932.70
891906109	TOTAL SYS SVCS INC	71.000	2,203.12	2,362.88

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89233P6S0	TOYOTA MTR CR CORP	95000.000	95,353.40	93,259.60
89417E109	TRAVELERS COS INC	1181.000	76,896.11	106,927.74
89469A104	TREEHOUSE FOODS INC	296.000	17,047.55	20,400.32
896215209	TRIMAS CORP	175.000	6,524.60	6,980.75
896818101	TRIUMPH GROUP INC NEW	113.000	7,550.66	8,595.91
902494103	TYSON FOODS INC	165.000	4,346.15	5,520.90
902788108	UMB FINL CORP	179.000	8,046.32	11,506.12
904214103	UMPQUA HLDGS CORP	624.000	7,914.87	11,943.36
909214BP2	UNISYS CORP	44000.000	46,420.00	47,190.00
909907107	UNITED BANKSHARES INC WEST VA	191.000	4,836.41	6,006.95
910047AF6	UNITED CONTL HLDGS INC	78000.000	79,210.00	81,510.00
911271302	UNITED OVERSEAS BK LTD	1722.000	57,666.15	57,936.69
911312106	UNITED PARCEL SVC INC	809.000	60,019.52	85,009.72
911312AH9	UNITED PARCEL SVC INC	78000.000	94,112.46	89,224.20
911365AZ7	UNITED RENTALS NORTH AMER INC	42000.000	47,040.00	46,672.50
912810EY0	UNITED STATES TREAS BD	117000.000	170,340.47	156,268.71
912810FR4	UNITED STATES TREAS NT	195777.800	255,286.13	225,036.79
912810PZ5	UNITED STATES TREAS BD	287197.680	407,392.62	337,503.22
912828KQ2	UNITED STATES TREAS NT	475000.000	522,965.31	506,174.25
912828QN3	UNITED STATES TREAS NT	289000.000	317,288.34	301,259.38
912828QV5	UNITED STATES TREAS NT	364777.600	396,522.62	370,278.45
912828RR3	UNITED STATES TREAS NT	334000.000	341,467.94	318,786.30
912828SS0	UNITED STATES TREAS NTS	522000.000	524,179.21	520,449.66
912828TE0	UNITED STATES TREAS NT	508850.680	545,497.77	487,422.98
912828TK6	UNITED STATES TREAS NT	62000.000	61,748.13	61,975.82
912828TM2	UNITED STATES TREAS NT	23000.000	23,022.46	22,568.75
912828TW0	UNITED STATES TREAS NT	700000.000	699,927.18	687,316.00
912828UF5	UNITED STATES TREAS NT	442000.000	434,759.10	417,446.90
912828UN8	UNITED STATES TREAS NT	306000.000	307,845.30	283,863.96
912828UZ1	UNITED STATES TREAS NT	357000.000	343,389.81	344,283.66
912828VS6	UNITED STATES TREAS NT	228000.000	225,792.16	218,950.68
913004107	UNITED STATIONERS INC	166.000	5,214.62	7,617.74
913017109	UNITED TECHNOLOGIES CORP	896.000	74,885.64	101,964.80
91912E105	VALE S A	5596.000	90,396.41	85,339.00

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920355104	VALSPAR CORP	42.000	2,935.20	2,994.18
922042858	VANGUARD FTSE EMERGING MKTS	22562 000	942,088.43	928,200.68
92210H105	VANTIV INC	146.000	3,996.84	4,761 06
922908553	VANGUARD REIT	18545.000	1,237,766 63	1,197,265 20
92343V104	VERIZON COMMUNICATIONS INC	1908.000	93,736.05	93,759 12
92343VBT0	VERIZON COMMUNICATIONS INC	84000 000	90,615 00	98,276 64
92345Y106	VERISK ANALYTICS INC	1844 000	95,255 81	121,187 68
92532F100	VERTEX PHARMACEUTICALS INC	106.000	4,616.09	7,875 80
92826C839	VISA INC	824.000	98,941.90	183,488.32
928563402	VMWARE INC	1125.000	101,104.82	100,923.75
92857W209	VODAFONE GROUP PLC	3609 000	121,973.69	141,869 79
92937A102	WPP PLC	577.000	62,197.16	66,274.22
929903DT6	WACHOVIA CORP	80000 000	92,588 56	91,256 00
930427109	WAGEWORKS INC	183 000	3,533 38	10,877 52
931142DF7	WAL-MART STORES INC	142000 000	143,072 10	137,811.00
94946T106	WELLCARE GROUP INC	119.000	6,301 26	8,379 98
949746101	WELLS FARGO & CO	4380 000	164,523.99	198,852.00
949917744	WELLS FARGO ADVANTAGE ULTRA	175849 941	1,500,000 00	1,501,758.50
95082P105	WESCO INTL INC	72 000	4,617.84	6,557.04
95709T100	WESTAR ENERGY INC	118.000	3,410.18	3,796.06
958102105	WESTERN DIGITAL CORP	125 000	4,562.99	10,487.50
966387102	WHITING PETE CORP	138 000	6,670.63	8,538.06
966837106	WHOLE FOODS MKT INC	974 000	54,074.92	56,326 42
969904101	WILLIAMS SONOMA INC	57 000	2,164 38	3,321.96
97381WAT1	WINDSTREAM CORP UNSECD	49000 000	52,368 75	51,940.00
980745103	WOODWARD INC	139 000	5,239 87	6,339.79
983793100	XPO LOGISTICS INC	398.000	7,028 43	10,463 42
983919101	XILINX INC	281.000	10,632.78	12,903.52
98462Y100	YAMANA GOLD INC	5078 000	51,522 99	43,772.36
989207105	ZEBRA TECHNOLOGIES CORP	230.000	9,263.38	12,438 40
98978V103	ZOETIS INC	118 000	3,498 50	3,857 42
989817101	ZUMIEZ INC	194.000	5,138 92	5,044.00
D18190898	DEUTSCHE BK AG	2794 000	137,109 74	134,782 56
G02602103	AMDOCS LTD	181.000	5,926.94	7,464 44

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G0450A105	ARCH CAP GROUP LTD	47.000	1,705.86	2,805.43
G0464B107	ARGO GROUP INTL HLDGS LTD	272.000	8,495.89	12,645.28
G0692U109	AXIS CAP HLDGS LTD	134 000	5,055 08	6,374 38
G1151C101	ACCENTURE PLC	1416.000	93,076 96	116,423.52
G2554F113	COVIDIEN PLC	942 000	59,397 83	64,150.20
G27823106	DELPHI AUTOMOTIVE PLC	848.000	28,188.18	50,990.24
G3157S106	ENSCO PLC	61.000	3,348.67	3,487.98
G3323L100	FABRINET	619 000	8,190 81	12,726.64
G4388N106	HELEN OF TROY LTD	170.000	5,802.70	8,394 60
G4705A100	ICON PLC	75.000	1,536 87	3,031.20
G5315B107	KOSMOS ENERGY LLC	212.000	2,301 84	2,370 16
G5876H105	MARVELL TECHNOLOGY GROUP LTD	5747.000	69,415.71	82,641 86
G66721104	NORWEGIAN CRUISE LINE HLDGS LTD	157 000	5,172.17	5,568.79
G7945M107	SEAGATE TECH	111 000	2,926.10	6,233.76
H0023R105	ACE LTD	2391 000	192,531.01	247,540.23
H84989104	TE CONNECTIVITY LTD	75.000	2,541.58	4,133 25
H89128104	TYCO INTL LTD	1776 000	50,799 83	72,887.04
M0854Q105	ALLOT COMMUNICATIONS LTD	520.000	8,067.26	7,867 60
M22465104	CHECK POINT SOFTWARE TECH LTD	1401.000	81,951.50	90,363.10
M51363113	MELLANOX TECHNOLOGIES LTD	198 000	7,421.17	7,914 06
N22717107	CORE LABORATORIES N V	24.000	2,484.77	4,582 80
N47279109	INTERXION HLDG NV	214.000	4,002 08	5,052 54
N7902X106	SENSATA TECH HLDG NV	322.000	11,687.05	12,483.94
Y0486S104	AVAGO TECHNOLOGIES LTD	104 000	4,965.00	5,499 42
Y2573F102	FLEXTRONICS	711.000	4,938.78	5,524 47
		Totals.	63,127,473 89	65,294,977.26