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INTERNAL REVENUE SERVICE

Return of Private Foundation

OMB No 1545-0052

2014

Open to Public Inspection

Form **990-PF**

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

For calendar year 2014 or tax year beginning , 2014, 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) Room/suite 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: <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ Initial return	☐ Initial return of a former public charity	☐ Final return	☐ Amended return	☐ Address change	☐ Name change	D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
☐ Initial return	☐ Initial return of a former public charity							
☐ Final return	☐ Amended return							
☐ Address change	☐ Name change							
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) ▶ \$ 66,475,640.		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)
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	1,604,113.	1,584,485.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,140,964.			
b Gross sales price for all assets on line 6a	24,118,321.			
7 Capital gain net income (from Part IV, line 2)		1,140,964.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	55.	55.		STMT 2
12 Total. Add lines 1 through 11	2,745,132.	2,725,504.		
13 Compensation of officers, directors, trustees, etc.	308,395.	185,037.		123,358.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)	3,680.	NONE	NONE	3,680.
b Accounting fees (attach schedule)	122,201.	122,201.		
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	106,366.	30,916.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)	6,352.	6,297.		55.
24 Total operating and administrative expenses. Add lines 13 through 23.	546,994.	344,451.	NONE	127,093.
25 Contributions, gifts, grants paid				
26 Total expenses and disbursements. Add lines 24 and 25.	546,994.	344,451.	NONE	127,093.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	2,198,138.			
b Net investment income (if negative, enter -0-)		2,381,053.		
c Adjusted net income (if negative, enter -0-)				

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ENVELOPE POSTMARK DATE MAY 1 4 2015

SCANNED MAY 21 2015 Revenue Operating and Administrative Expenses

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	11,210,285.	11,151,310.	11,151,310.
	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			
	10a	Investments - U S and state government obligations (attach schedule) .			
	b	Investments - corporate stock (attach schedule)	51,917,189.	54,131,413.	55,324,330.
	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)	63,127,474.	65,282,723.	66,475,640.
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	63,127,474.	65,282,723.	
	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)	63,127,474.	65,282,723.	
	31	Total liabilities and net assets/fund balances (see instructions)	63,127,474.	65,282,723.	

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	63,127,474.
2	Enter amount from Part I, line 27a	2	2,198,138.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	10,247.
4	Add lines 1, 2, and 3	4	65,335,859.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	53,136.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	65,282,723.

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 24,118,314.		22,977,350.	1,140,964.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a			1,140,964.		
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	1,140,964.	
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))
2013	516,106.	62,482,794.	0.008260
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
2 Total of line 1, column (d)			2 1.835030
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 0.367006
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 65,391,609.
5 Multiply line 4 by line 3			5 23,999,113.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 23,811.
7 Add lines 5 and 6			7 24,022,924.
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.			8 127,093.

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	47,621.
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	47,621.
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	47,621.
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	41,000.	
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	41,000.	
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	6,621.	
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 2015 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?		
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 2014 or the taxable year beginning in 2014 (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? Website address ► NONE	13	X	
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 2014, 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 FinCEN Form 114, (formerly 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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	☐ 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 2014 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 2014)	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 2014?	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 4945(d)(4)(A)? (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 ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐ **5b**

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 **6b** X

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 **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	308,395.	-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	
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	55,287,944.
b	Average of monthly cash balances	1b	11,099,476.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	66,387,420.
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	66,387,420.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	995,811.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	65,391,609.
6	Minimum investment return. Enter 5% of line 5	6	3,269,580.

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	3,269,580.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	47,621.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	47,621.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,221,959.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	3,221,959.
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	3,221,959.

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	127,093.
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	127,093.
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	127,093.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				3,221,959.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			NONE	
b Total for prior years 20 <u>12</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2014				
a From 2009 21,872,671.				
b From 2010 9,578,624.				
c From 2011 NONE				
d From 2012 NONE				
e From 2013 NONE				
f Total of lines 3a through e	31,451,295.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>127,093.</u>				
a Applied to 2013, 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 2014 distributable amount				127,093.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2014 . (If an amount appears in column (d), the same amount must be shown in column (a))	3,094,866.			3,094,866.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	28,356,429.			
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 2013 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	18,777,805.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	9,578,624.			
10 Analysis of line 9				
a Excess from 2010 9,578,624.				
b Excess from 2011 NONE				
c Excess from 2012 NONE				
d Excess from 2013 NONE				
e Excess from 2014 NONE				

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

NOT APPLICABLE

- 1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	
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				
Total			3a	
b Approved for future payment				
Total			3b	

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
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?		
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.

**Sign
Here**

Karen J. Kiser
Signature of officer or trustee

05/09/2015
Date

► TRUSTEE
Title

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

**Paid
Preparer
Use Only**

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	34,116.	34,116.
FOREIGN DIVIDENDS	371,465.	371,465.
NONDIVIDEND DISTRIBUTIONS	19,336.	
DOMESTIC DIVIDENDS	152,607.	152,607.
OTHER INTEREST	393,484.	393,484.
FOREIGN INTEREST	29,018.	29,018.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE NON-TAXABLE FOREIGN INCOME	76,314.	76,314.
NONDISTRIBUTIVE U.S. GOVERNMENT INTEREST	292.	
MARKET DISCOUNT - OTHER INTEREST	19,698.	19,698.
NONQUALIFIED FOREIGN DIVIDENDS	2,063.	2,063.
NONQUALIFIED DOMESTIC DIVIDENDS	41,220.	41,220.
	464,500.	464,500.
TOTAL	1,604,113.	1,584,485.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER INCOME	55.	55.
	-----	-----
TOTALS	55.	55.
	=====	=====

BOEING COMPANY CHARITABLE TRUST

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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	122,201.	122,201.
	-----	-----
TOTALS	122,201.	122,201.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	25,326.	25,326.
EXCISE TAX - PRIOR YEAR	34,450.	
EXCISE TAX ESTIMATES	41,000.	
FOREIGN TAXES ON QUALIFIED FOR	3,461.	3,461.
FOREIGN TAXES ON NONQUALIFIED	2,129.	2,129.
	-----	-----
TOTALS	106,366.	30,916.
	=====	=====

BOEING COMPANY CHARITABLE TRUST

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FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER INVESTMENT FEE	6,297.	6,297.	
STATE FILING FEE	55.		55.
TOTALS	6,352. =====	6,297. =====	55. =====

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

DESCRIPTION	AMOUNT
-----	-----
MUTUAL FUND ADJUSTMENT	314.
YEAR END SALES ADJUSTMENT	1,385.
PURCHASED ACCRUED INTEREST - 2013	8,548.

TOTAL	10,247.
	=====

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

DESCRIPTION	AMOUNT
-----	-----
COST BASIS ADJUSTMENT - SALES	5,430.
PURCHASED ACCRUED INTEREST - 2014	2,115.
ROC ADJUSTMENT - 2013	15,497.
WASH SALE TIMING ADJUSTMENT - 2014	26,928.
WASH SALE TIMING ADJUSTMENT - 2013	3,160.
ROUNDING	6.

TOTAL	53,136.
	=====

'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

E-MAIL ADDRESS: N/A

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

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Balance Sheet

12/31/2014

Bank of America



Cusip	Asset	Units	Basis	Market Value
88579Y101	3M CO	320.000	29,927.52	52,582.40
000375204	ABB LTD	3401.000	87,484.91	71,931.15
002824100	ABBOTT LABS	2335.000	80,454.75	105,121.70
003654100	ABIOMED INC	257.000	6,541.96	9,781.42
004225108	ACADIA PHARMACEUTICALS INC	141.000	1,219.04	4,476.75
G1151C101	ACCENTURE PLC	1959.000	136,113.50	174,958.29
00434NAA3	ACCESS MIDSTREAM PARTNERS LP /	36000.000	36,978.09	36,540.00
H0023R105	ACE LTD	2208.000	175,355.02	253,655.04
004498101	ACI WORLDWIDE INC	815.000	16,023.55	16,438.55
00507V109	ACTIVISION BLIZZARD INC	532.000	9,772.18	10,719.80
00508X203	ACTUANT CORP	435.000	14,177.01	11,849.40
00687A107	ADIDAS AG	1007.000	58,597.33	35,106.03
007974108	ADVENT SOFTWARE INC	314.000	10,419.39	9,620.96
007924103	AEGON N V	10128.000	80,711.77	75,960.00
00130H105	AES CORP	382.000	5,132.53	5,260.14
00130HBN4	AES CORP	31000.000	36,116.84	35,417.50
00846U101	AGILENT TECHNOLOGIES INC	169.000	5,110.34	6,918.86
008916108	AGRIUM INC	861.000	74,728.81	81,553.92
001317205	AIA GROUP LTD	2960.000	58,765.75	65,880.72
009128307	AIR METHODS CORP COM	218.000	11,947.60	9,598.54
009363102	AIRGAS INC	119.000	11,484.46	13,706.42
009728106	AKORN INC	443.000	12,154.65	16,036.60
015351109	ALEXION PHARMACEUTICALS INC	521.000	97,148.33	96,400.63
01609W102	ALIBABA GROUP HLDG LTD	336.000	29,907.59	34,923.84
G01767105	ALKERMES PLC	95.000	3,897.88	5,563.20
017175100	ALLEGHANY CORP DEL	20.000	6,676.00	9,270.00
018490102	ALLERGAN INC	572.000	64,621.91	121,601.48
018581108	ALLIANCE DATA SYS CORP	24.000	4,456.57	6,865.20
018802108	ALLIANT CORP	112.000	5,170.51	7,439.04
01882B205	ALLIANZ GLOBAL INVS FIXED	193692.000	2,480,186.65	2,213,899.56
01882B304	ALLIANZ GLOBAL INVS MANAGED	212982.000	2,268,318.34	2,208,623.34
018805101	ALLIANZ SE	4358.000	74,262.43	72,429.96
020002101	ALLSTATE CORP	193.000	10,554.92	13,558.25
02005NAE0	ALLY FINL INC	63000.000	75,612.60	74,340.00

BOEING COMPANY CHARITABLE TRUST

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Balance Sheet

12/31/2014

Bank of America



Cusip	Asset	Units	Basis	Market Value
023135106	AMAZON COM INC	302 000	55,355.89	93,725.70
G02602103	AMDOCS LTD	243.000	8,834.58	11,337.17
023608102	AMEREN CORP	109.000	3,678.67	5,028.17
02364W105	AMERICA MOVIL S A B DE C V	3135 000	68,824.52	69,534.30
02553E106	AMERICAN EAGLE OUTFITTERS NEW	520.000	6,509.65	7,217.60
025537101	AMERICAN ELEC PWR INC	186 000	8,364.49	11,293.92
03073E105	AMERISOURCEBERGEN CORP	28 000	1,013.18	2,524.48
031100100	AMETEK INC NEW	251 000	12,790.81	13,210.13
032095101	AMPHENOL CORP NEW	268.000	9,023.03	14,421.08
032359309	AMTRUST FINL SVCS INC	92.000	3,537.38	5,175.00
00182C103	ANI PHARMACEUTICALS INC	146.000	7,771.38	8,232.94
035623107	ANN INC	185.000	7,135.55	6,748.80
03674PAL7	ANTERO RES FIN CORP UNSECD SR	74000 000	74,318.01	71,595.00
G0408V102	AON PLC	76.000	7,389.11	7,207.08
037411BD6	APACHE CORP	95000.000	94,680.80	87,006.70
03761U106	APOLLO INVT CORP	1158 000	9,652.84	8,592.36
03937C105	ARCBEST CORP	267.000	10,782.58	12,380.79
042068106	ARM HLDGS PLC	4416 000	180,513.26	204,460.80
04270V106	ARRIS GROUP INC NEW	330 000	9,646.52	9,962.70
042735100	ARROW ELECTRS INC	173 000	6,988.21	10,014.97
04623U102	ASTELLAS PHARMA INC	4136 000	45,492.69	58,181.11
046353AB4	ASTRAZENECA PLC	118000 000	139,234.59	132,306.32
046433108	ASTRONICS CORP COM	192 000	10,467.49	10,619.52
04685W103	ATHENAHEALTH INC	994 000	108,881.05	144,825.80
Y0486S104	AVAGO TECHNOLOGIES LTD	93.000	5,501.21	9,354.87
053611109	AVERY DENNISON CORP	74 000	3,605.13	3,839.12
053807103	AVNET INC	188 000	6,678.64	8,087.76
002474104	AZZ INC	183 000	8,215.61	8,586.36
05523R107	BAE SYS PLC	2555 000	74,279.71	75,216.65
058498AR7	BALL CORP	37000 000	37,417.50	38,110.00
05946K101	BANCO BILBAO VIZCAYA ARGENTARIA	6554.000	77,186.88	61,542.06
05964H105	BANCO SANTANDER SA	8169.000	71,715.86	68,047.77
05969A105	BANCORP INC	536 000	9,212.73	5,837.04
06738E204	BARCLAYS PLC	8263.000	139,931.86	124,027.63

BOEING COMPANY CHARITABLE TRUST
91-6056738
Balance Sheet
12/31/2014



Cusip	Asset	Units	Basis	Market Value
055262505	BASF SE	824.000	85,276.65	69,676.62
072730302	BAYER A G	534.000	76,177.45	73,017.02
072743206	BAYERISCHE MOTOREN WERKE A G	1740 000	65,958.01	63,003.66
054937107	BB&T CORP	320 000	9,840.45	12,444.80
073295107	BBCN BANCORP INC	1239.000	20,760.26	17,816.82
073302101	BE AEROSPACE INC	257 000	22,160.65	14,911.14
084423102	BERKLEY W R CORP	74.000	3,461.61	3,793.24
084664BS9	BERKSHIRE HATHAWAY FIN CORP	92000 000	93,757.25	92,786.60
088606108	BHP BILLITON LTD	2274.000	162,122.91	107,605.68
09061G101	BIOMARIN PHARMACEUTICAL INC	1498 000	95,665.65	135,419.20
091727107	BITAUTO HLDGS LTD	106 000	3,644.88	7,463.46
093671105	BLOCK H & R INC	216 000	6,679.62	7,274.88
05565A202	BNP PARIBAS	2035 000	74,220.59	60,651.14
099724106	BORG WARNER INC	237.000	12,843.06	13,023.15
101137107	BOSTON SCIENTIFIC CORP	357.000	4,343.88	4,730.25
05565QBH0	BP CAPITAL MARKETS PLC	89000 000	94,409.17	89,540.23
055622104	BP P L C	1814 725	79,881.67	69,177.32
105105100	BRAMBLES LTD	3727 000	69,024.04	64,842.35
108441205	BRIDGESTONE CORP	4931 000	89,013.64	86,346.74
109641100	BRINKER INTL INC	290 000	15,224.28	17,020.10
109696104	BRINKS CO	146 000	4,185.29	3,563.86
111320107	BROADCOM CORP	102.000	4,362.69	4,419.66
11133T103	BROADRIDGE FINL SOLUTIONS INC	432.000	16,401.36	19,949.76
111621306	BROCADE COMMUNICATIONS SYS INC	522 000	3,341.46	6,180.48
116794108	BRUKER CORP	201 000	4,119.78	3,943.62
117043109	BRUNSWICK CORP	161 000	4,027.95	8,252.86
05577E101	BT GROUP PLC	842 000	49,762.07	52,195.58
122017106	BURLINGTON STORES INC	223 000	10,411.07	10,538.98
M20598104	CAESAR STONE SDOT YAM LTD	203.000	10,403.35	12,143.46
131347CF1	CALPINE CORP SR	38000 000	37,615.00	38,475.00
136385AK7	CANADIAN NAT RES LTD	120000 000	139,068.01	130,084.80
138006309	CANON INC	2533 000	81,812.76	80,194.78
13970R109	CAPITA PLC	822 000	55,219.95	55,420.88
14149Y108	CARDINAL HEALTH INC	94 000	6,011.87	7,588.62

BOEING COMPANY CHARITABLE TRUST

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Balance Sheet

12/31/2014

Bank of America



Cusip	Asset	Units	Basis	Market Value
14161H108	CARDTRONICS INC	215 000	6,335.21	8,294 70
14170T101	CAREFUSION CORP	181.000	4,599 36	10,740 54
142339100	CARLISLE COS INC	50 000	3,629.37	4,512 00
14365C103	CARNIVAL PLC	729 000	25,778.46	32,797.71
144577103	CARRIZO OIL & CO INC	244 000	13,270.35	10,150.40
148887AA0	CATAMARAN CORP	73000.000	71,685 00	73,000 00
14912L4E8	CATERPILLAR FINL SVCS CORP	73000 000	92,726.10	87,329.90
12504L109	CBRE GROUP INC	544.000	12,474 63	18,632.00
12505BAA8	CBRE SVCS INC	75000.000	74,625 00	76,642 50
124857202	CBS CORP	122.000	3,606 69	6,751.48
1248EPAU7	CCO HLDGS LLC/CCO HLDGS CAP	73000 000	76,343 26	76,650.00
1248EPBE2	CCO HLDGS LLC/CCO HLDGS CAP	37000 000	37,323.75	37,370 00
150870103	CELANESE CORP DEL	177 000	9,685 72	10,612 92
151020104	CELGENE CORP	1620 000	99,579 73	181,213.20
15117B103	CELLDEX THERAPEUTICS INC	166 000	3,555.03	3,029.50
15135B101	CENTENE CORP	115 000	7,336 09	11,942.75
15670R107	CEPHEID	257 000	9,778 22	13,913.98
156782104	CERNER CORP	3241 000	134,690.17	209,563.06
159864107	CHARLES RIV LABORATORIES INTL	275 000	16,771.02	17,501.00
M22465104	CHECK POINT SOFTWARE TECH LTD	974 000	56,871.76	76,527.18
16359R103	CHEMED CORP	93 000	9,660.69	9,827.31
165167CG0	CHESAPEAKE ENERGY CORP	68000.000	74,035 00	71,400.00
16938C106	CHINA BIOLOGIC PRODS INC	147.000	7,917 65	9,882.81
16941M109	CHINA MOBILE LTD	1666 000	85,150 03	97,994.12
169656105	CHIPOTLE MEXICAN GRILL INC	185 000	95,370.79	126,634 35
12543DAQ3	CHS / CMNTY HEALTH SYS INC	35000 000	37,450 00	37,318.75
171779309	CIENA CORP	437 000	9,239 91	8,482.17
172441AX5	CINEMARK USA INC UNSECD	37000.000	36,537.50	36,167.50
17275RAE2	CISCO SYS INC	80000 000	92,281 37	89,409.60
125581GQ5	CIT GROUP INC NEW	110000 000	110,962 50	113,025.00
172967FF3	CITIGROUP INC	20000.000	21,373 59	22,731 20
178787107	CIVEO CORP	562 000	5,208 52	2,309 82
184496107	CLEAN HBRS INC	239.000	12,846 02	11,483 95
12621E103	CNO FINL GROUP INC	1010 000	18,088 58	17,392 20

BOEING COMPANY CHARITABLE TRUST

91-6056738

Balance Sheet

12/31/2014

Bank of America



Cusip	Asset	Units	Basis	Market Value
126132109	CNOOC LTD	503 000	95,614.27	68,126 32
19122T109	COCA-COLA ENTERPRISES INC	330 000	14,331 24	14,592 60
19765Y852	COLUMBIA EMERGING MARKETS	126537.388	1,313,000 00	1,252,720.14
19765H362	COLUMBIA SHORT TERM BOND FUND	325716.629	3,250,000.00	3,234,366.13
198516106	COLUMBIA SPORTSWEAR CO	140.000	5,878 26	6,235.60
20030N200	COMCAST CORP	1761 000	61,135.40	101,371 96
20030NAU5	COMCAST CORP	76000 000	89,848.24	86,074 56
201723103	COMMERCIAL METALS CO	846.000	16,035 33	13,781.34
204409601	COMPANHIA ENERGETICA DE MINAS	13299 000	75,852 55	66,096.03
205306103	COMPUTER PROGRAMS & SYS INC	101 000	6,871.45	6,135 75
20825CAR5	CONOCOPHILLIPS	77000 000	93,225 85	87,532.06
21036P108	CONSTELLATION BRANDS INC	142.000	4,856 95	13,940.14
N22035104	CONSTELLIUM NV CL A	242.000	7,015 50	3,976 06
210771200	CONTINENTAL AG	2084 000	92,453 39	88,538.74
212485106	CONVERGYS CORP	1256 000	26,583 73	25,584 72
217204106	COPART INC	546.000	19,327 92	19,923 54
22160K105	COSTCO WHSL CORP NEW	834 000	83,483 16	118,219.50
22410J106	CRACKER BARREL OLD CTRY STORE	154.000	15,788.25	21,677 04
22544R305	CREDIT SUISSE COMMODITY-RETURN	128923 992	981,432 75	774,833 19
22541LAR4	CREDIT SUISSE FIRST BOSTON USA	88000.000	93,983 40	88,148.72
225401108	CREDIT SUISSE GROUP	6323.000	194,745 99	158,580 84
22818VAB3	CROWN AMERS LLC/CROWN AMERS	35000 000	36,925 00	36,837 50
228227BE3	CROWN CASTLE INTL CORP	38000.000	38,493.75	38,380.00
228368106	CROWN HLDGS INC	1078 000	49,476.07	54,870 20
126304AK0	CSC HLDGS INC	34000 000	38,685 00	38,207.50
12642X106	CTC MEDIA INC	6875 000	84,664 62	33,481.25
231561101	CURTISS WRIGHT CORP	68 000	2,611 09	4,800.12
126650100	CVS HEALTH CORP	1298 000	57,879 35	125,010 38
23381B106	DAIKIN INDS LTD	383.000	51,918 18	49,897 62
235851102	DANAHER CORP DEL	987.000	59,519 01	84,595.77
23918K108	DAVITA HEALTHCARE PARTNERS INC	39 000	1,679 72	2,953 86
23918KAP3	DAVITA INC	36000.000	37,575.00	38,160 00
23304Y100	DBS GROUP HLDGS LTD	1134.000	61,135 69	70,516 66
243537107	DECKERS OUTDOOR CORP	134 000	12,697 72	12,199.36

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29759W101	DELHAIZE GROUP	4374.000	67,336.49	79,256.88
G27823106	DELPHI AUTOMOTIVE PLC	1140.000	48,500.86	82,900.80
247361702	DELTA AIR LINES INC DEL	80.000	2,617.40	3,935.20
D18190898	DEUTSCHE BK AG	2327.000	103,593.87	69,856.54
25152RXA6	DEUTSCHE BK AG SR UNSECD	94000.000	94,314.74	95,388.38
252131107	DEXCOM INC COM	214.000	5,066.81	11,780.70
25243Q205	DIAGEO PLC	866.000	106,017.73	98,801.94
25278X109	DIAMONDBACK ENERGY INC	152.000	10,733.43	9,086.56
25459HBA2	DIRECTV HLDGS LLC / DIRECTV FING	84000.000	91,620.12	91,602.00
254709108	DISCOVER FINL SVCS	151.000	5,685.23	9,888.99
25470F104	DISCOVERY COMMUNICATIONS INC	194.000	7,855.54	6,683.30
25470F302	DISCOVERY COMMUNICATIONS INC	194.000	7,650.85	6,541.68
25470XAJ4	DISH DBS CORP	82000.000	84,050.00	84,050.00
25468PCW4	DISNEY WALT CO NEW	94000.000	94,905.27	92,172.64
23328E106	DNB NOR ASA	258.000	46,173.78	38,093.18
256677105	DOLLAR GEN CORP	81.000	4,110.75	5,726.70
260003108	DOVER CORP	119.000	7,047.19	8,534.68
262037104	DRIL-QUIP INC	120.000	12,070.45	9,207.60
267475101	DYCOM INDS INC	171.000	5,422.88	6,000.39
26817RAB4	DYNEGY INC NEW DEL	38000.000	35,815.00	36,100.00
26852W103	E-HOUSE CHINA HLDGS LTD	489.000	6,749.82	3,540.36
27579R104	EAST WEST BANCORP INC	236.000	5,067.21	9,135.56
G29183103	EATON CORP PLC	905.000	62,780.37	61,503.80
281020107	EDISON INTL	164.000	7,636.91	10,738.72
283677854	EL PASO ELEC CO	382.000	13,580.62	15,302.92
29251M106	ENANTA PHARMACEUTICALS INC	175.000	7,301.51	8,898.75
29265N108	ENERGEN CORP	138.000	8,843.49	8,798.88
29273VAC4	ENERGY TRANSFER EQUITY L P	65000.000	73,142.66	72,150.00
29379VAP8	ENTERPRISE PRODS OPER LLC	79000.000	88,979.75	87,127.52
26875P101	EOG RES INC	709.000	68,377.90	65,277.63
26884L109	EQT CORP	94.000	6,116.46	7,115.80
294429105	EQUIFAX INC	104.000	5,327.16	8,410.48
29444U502	EQUINIX INC	711.000	141,799.44	161,205.03
297284200	ESSILOR INTL	1297.000	67,980.93	72,727.98

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298736109	EURONET WORLDWIDE INC	319.000	13,187.66	17,513 10
29977HAB6	EVEREST ACQ LLC EVEREST ACQ FIN	33000 000	36,184 92	33,330.00
30161NAD3	EXELON CORP	87000 000	92,703 47	88,555 56
30212P303	EXPEDIA INC DEL	117.000	7,387 32	9,987 12
30219G108	EXPRESS SCRIPTS HLDG CO	897 000	58,643 49	75,948 99
30231G102	EXXON MOBIL CORP	623.000	52,421.18	57,596.35
30303M102	FACEBOOK INC	1774.000	133,106.39	138,407 48
307305102	FANUC CORP	1932 000	53,917.09	53,566 63
311900104	FASTENAL CO	1542 000	69,337.27	73,337 52
3128M7CL8	FEDERAL HOME LN MTG CORP	177319.245	188,069.20	192,332.86
3128M9D25	FEDERAL HOME LN MTG CORP	4796 782	5,213.50	5,287 54
3128MJTQ3	FEDERAL HOME LN MTG CORP	318106 075	334,160 51	339,495 53
3128MJUZ1	FEDERAL HOME LN MTG CORP	29467.490	30,125.91	30,672.12
312933DC5	FEDERAL HOME LN MTG CORP	44279.756	46,915 78	47,966 93
312945DN5	FEDERAL HOME LN MTG CORP	183710 960	192,566.40	191,366.20
3132GF4J3	FEDERAL HOME LN MTG CORP	60482 300	63,109.51	64,549 13
3132GKDK9	FEDERAL HOME LN MTG CORP	246601 431	258,314.98	263,182 91
3132GKZN9	FEDERAL HOME LN MTG CORP	128333.554	132,802.63	133,718.43
3137EADP1	FEDERAL HOME LN MTG CORP	190000 000	189,165 33	187,710 50
3135G0VA8	FEDERAL NATL MTG ASSN	142000 000	141,951.72	142,839 22
31368HNN9	FEDERAL NATL MTG ASSN	5196.668	5,756 94	5,739 04
3138AFC24	FEDERAL NATL MTG ASSN	22871.601	24,563 75	24,851 14
3138ASSD5	FEDERAL NATL MTG ASSN	207649.765	223,710 19	225,700 76
3138AXRK9	FEDERAL NATL MTG ASSN	19159 474	20,347 96	20,009 20
3138EENK1	FEDERAL NATL MTG ASSN	6696 813	6,792.03	6,993 41
3138LYML8	FEDERAL NATL MTG ASSN	135917 651	140,377 43	137,772.93
3138WAHH3	FEDERAL NATL MTG ASSN	120471 414	129,073 83	130,735 58
31402RCV9	FEDERAL NATL MTG ASSN	62777.632	68,172 59	69,550 08
31410LNY4	FEDERAL NATL MTG ASSN	280620 310	306,752 91	309,813 24
31416BNK0	FEDERAL NATL MTG ASSN	210858.020	225,288.59	230,079.84
31416BTA6	FEDERAL NATL MTG ASSN	6680 318	7,298 25	7,375.27
31416RRB1	FEDERAL NATL MTG ASSN	17164 288	18,623 25	18,665 99
31417CDR3	FEDERAL NATL MTG ASSN	150924 481	160,663 83	157,527 43
31418RGS4	FEDERAL NATL MTG ASSN	3253.038	3,542 25	3,534 75

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31419BBF1	FEDERAL NATL MTG ASSN	15960.011	16,176.98	16,670.71
31620M106	FIDELITY NATL INFORMATION SVCS	1545.000	76,560.68	96,099.00
31678A103	FIFTH ST FIN CORP	930 000	8,685.79	7,449.30
316773100	FIFTH THIRD BANCORP	548 000	8,699.12	11,165 50
317485100	FINANCIAL ENGINES INC	219.000	7,933 93	8,004 45
31787A507	FINISAR CORP	391.000	9,501.48	7,589.31
317923100	FINISH LINE INC	278 000	7,770 68	6,758 18
319963BB9	FIRST DATA CORP UNSECD SR	32000 000	38,202 47	38,000 00
320517105	FIRST HORIZON NATL CORP	874 000	10,625 84	11,868 92
33582V108	FIRST NIAGARA FINL GROUP INC	2484 000	22,493 95	20,940 12
33616C100	FIRST REP BK SAN FRANCISCO	345 000	14,164 76	17,981 40
337932107	FIRSTENERGY CORP	68 000	2,202 75	2,651.32
33829M101	FIVE BELOW INC	325 000	13,212 38	13,269 75
339041105	FLEETCOR TECHNOLOGIES INC	85 000	7,915 01	12,640 35
Y2573F102	FLEXTRONICS	425 000	3,350 25	4,751 50
34354P105	FLOWSERVE CORP	252 000	15,299.29	15,077.16
343412102	FLUOR CORP	67.000	3,600.41	4,062 21
344849104	FOOT LOCKER INC	88 000	2,941 90	4,943.84
354613101	FRANKLIN RES INC	1827 000	93,912 26	101,160 99
302941109	FTI CONSULTING INC	74 000	2,739 74	2,858 62
36237H101	G-III APPAREL GROUP LTD	127 000	9,265 64	12,828 27
368287207	GAZPROM O A O	11387 000	78,512 13	49,465 13
368736104	GENERAC HLDGS INC	270 000	11,776 98	12,625 20
36962G3P7	GENERAL ELEC CAP CORP	116000 000	138,957.25	146,781.76
370334104	GENERAL MLS INC	1839 000	74,459 08	98,073.87
37045XAJ5	GENERAL MTRS FINL CO INC	36000 000	36,616 70	36,045 00
37045XAL0	GENERAL MTRS FINL CO INC	37000.000	38,103 08	37,735 93
37244DAF6	GENON ESCROW CORP UNSECD	37000 000	38,378.75	36,445.00
37247D106	GENWORTH FINL INC	1278 000	17,570.75	10,863.00
377316104	GLATFELTER	642 000	17,923 69	16,415.94
378967103	GLOBAL CASH ACCESS HLDGS INC	606.000	4,017 44	4,332 90
37940X102	GLOBAL PMTS INC	216 000	15,028.12	17,437 68
379577208	GLOBUS MED INC CL A	216 000	5,674 25	5,134.32
361841AD1	GLP CAP L P / GLP FING II INC	38000 000	39,047.50	38,475 00

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36191G107	GNC HLDGS INC	237.000	7,999.61	11,129.52
38141EA58	GOLDMAN SACHS GROUP INC	82000.000	83,327.33	91,897.40
38141G104	GOLDMAN SACHS GROUP INC	484.000	54,978.45	93,813.72
38145C646	GOLDMAN SACHS STRATEGIC	236294.896	2,500,000.00	2,429,111.53
38259P706	GOOGLE INC	403.000	170,225.14	212,139.20
384109104	GRACO INC	213.000	14,179.20	17,078.34
384802104	GRAINGER W W INC	71.000	18,086.12	18,097.19
388689101	GRAPHIC PACKAGING HLDG CO	1028.000	6,457.58	14,001.36
38869PAK0	GRAPHIC PACKAGING INTL INC	38000.000	38,015.00	38,285.00
391164100	GREAT PLAINS ENERGY INC	206.000	4,734.95	5,852.46
39304D102	GREEN DOT CORP	456.000	10,182.68	9,343.44
40052P107	GRUPO FINANCIERO BANORTE S A B	1069.000	34,949.57	29,445.60
401617105	GUESS INC	107.000	3,070.37	2,255.56
40171V100	GUIDEWIRE SOFTWARE INC	198.000	9,108.02	10,024.74
405024100	HAEMONETICS CORP	243.000	7,375.05	9,093.06
405217100	HAIN CELESTIAL GROUP INC	236.000	6,762.14	13,756.44
413160102	HARMONIC INC	1298.000	8,551.43	9,098.98
413875105	HARRIS CORP DEL	54.000	2,310.08	3,878.28
404119BM0	HCA INC	37000.000	36,630.00	37,046.25
404119BN8	HCA INC	76000.000	75,050.00	78,090.00
404132102	HCC INS HLDGS INC	711.000	32,386.24	38,052.72
42222G108	HEALTH NET INC	195.000	6,717.05	10,438.35
42235N108	HEARTLAND PMT SYS INC	364.000	16,307.25	19,637.80
42281P205	HEIDELBERGCEMENT AG	3980.000	62,946.18	56,647.34
423074AR4	HEINZ H J CO 2ND LIEN SR SECD NT	113000.000	111,632.50	114,130.00
428040CJ6	HERTZ CORP	37000.000	38,110.00	38,110.00
428236BW2	HEWLETT PACKARD CO	94000.000	94,210.01	95,764.38
428291108	HEXCEL CORP NEW	211.000	6,107.89	8,754.39
40418F108	HFF INC	377.000	12,591.76	13,541.84
433578507	HITACHI LIMITED	935.000	64,281.25	70,240.94
40425J101	HMS HLDGS CORP	492.000	11,033.06	10,400.88
437076AU6	HOME DEPOT INC	77000.000	88,461.93	94,620.68
438516106	HONEYWELL INTL INC	1053.000	67,102.39	105,215.76
404280406	HSBC HLDGS PLC	3685.000	200,861.04	174,042.55

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443510201	HUBBELL INC	124.000	12,132.06	13,246.92
446150104	HUNTINGTON BANCSHARES INC	793.000	5,602.12	8,342.36
446413106	HUNTINGTON INGALLS INDS INC	103.000	5,138.43	11,583.38
447011107	HUNTSMAN CORP	140.000	3,657.47	3,189.20
44919P508	IAC / INTERACTIVECORP	37.000	1,691.94	2,249.23
451102AX5	ICAHN ENTERPRISES L P / ICAHN	36000.000	37,260.00	37,087.20
G4705A100	ICON PLC	390.000	17,130.84	19,886.10
451055107	ICONIX BRAND GROUP INC	266.000	10,922.26	8,988.14
452308109	ILLINOIS TOOL WKS INC	779.000	65,089.74	73,771.30
452327109	ILLUMINA INC	816.000	121,834.32	150,617.28
453142101	IMPERIAL TOBACCO GROUP PLC	432.000	36,688.70	38,206.51
456788108	INFOSYS TECHNOLOGIES LTD	2378.000	63,459.28	74,811.88
456837103	ING GROEP N V	5460.000	69,743.68	70,816.20
45784P101	INSULET CORP	145.000	6,340.96	6,678.70
45824TAE5	INTELSAT JACKSON HLDGS S A	73000.000	76,746.25	76,193.75
45841N107	INTERACTIVE BROKERS GROUP INC	350.000	7,703.04	10,206.00
45866F104	INTERCONTINENTAL EXCHANGE INC	102.000	18,570.95	22,367.58
459200101	INTERNATIONAL BUSINESS MACHS	246.000	47,255.66	39,468.24
459506101	INTERNATIONAL	123.000	10,055.21	12,467.28
459745GF6	INTERNATIONAL LEASE FIN CORP	91000.000	108,891.00	109,655.00
460146103	INTERNATIONAL PAPER CO	126.000	4,843.99	6,751.08
460254105	INTERNATIONAL RECTIFIER CORP	192.000	5,268.82	7,660.80
46069S109	INTERSIL CORP	422.000	5,539.17	6,106.34
46115H107	INTESA SANPAOLO	3658.000	65,399.13	64,325.93
46120E602	INTUITIVE SURGICAL INC	21.000	8,429.42	11,107.74
46145F105	INVESTMENT TECHNOLOGY GRP NEW	506.000	9,171.38	10,534.92
46146L101	INVESTORS BANCORP INC NEW	2510.000	27,019.84	28,174.75
46284PAP9	IRON MOUNTAIN INC	38000.000	37,477.50	38,237.50
45031UBU4	ISTAR FINL INC	38000.000	36,860.00	36,860.00
465562106	ITAU UNIBANCO HLDG SA	5710.000	78,075.87	74,287.10
466001864	IVY ASSET STRATEGY FUND	51786.812	1,470,109.34	1,332,992.54
46625H100	J P MORGAN CHASE & CO	3426.000	137,267.46	214,399.08
466313103	JABIL CIRCUIT INC	277.000	5,108.93	6,046.91
47102X105	JANUS CAP GROUP INC	456.000	5,024.70	7,355.28

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471122200	JARDINE STRATEGIC HLDGS LTD	4044.000	68,079.01	69,152.40
478160104	JOHNSON & JOHNSON	1272.000	83,039.36	133,013.04
478366107	JOHNSON CTLS INC	1523.000	50,917.83	73,621.82
46625HCE8	JP MORGAN CHASE	176000.000	188,067.65	177,006.72
46625HJT8	JPMORGAN CHASE & CO	91000.000	92,690.42	94,861.13
48138L107	JUMEI INTL HLDG LTD	292.000	6,441.70	3,977.04
485170302	KANSAS CITY SOUTHERN	125.000	12,654.05	15,253.75
48562P103	KAPSTONE PAPER & PACKAGING	364.000	11,221.60	10,668.84
485865109	KATE SPADE & CO	563.000	15,010.77	18,021.63
48241A105	KB FINL GROUP INC	1924.000	74,466.67	62,760.88
489170100	KENNAMETAL INC	535.000	20,949.19	19,147.65
492089107	KERING S A	3153.000	72,319.67	60,852.90
492515101	KERYX BIOPHARMACEUTICALS INC	586.000	9,108.10	8,291.90
49271M100	KEURIG GREEN MTN INC	102.000	10,466.38	13,504.29
49338L103	KEYSIGHT TECHNOLOGIES INC	110.000	2,575.77	3,714.70
494550BT2	KINDER MORGAN ENERGY PARTNERS	93000.000	92,477.06	91,496.19
49461BAB0	KINETIC CONCEPTS INC / KCI USA	33000.000	36,093.41	35,887.50
496902404	KINROSS GOLD CORP	9210.000	48,110.27	25,972.20
482539103	KLX INC	208.500	3,332.86	8,600.63
49926D109	KNOWLES CORP	58.000	1,296.86	1,365.90
500458401	KOMATSU LTD	3779.000	82,363.99	84,596.69
500472AF2	KONINKLIJKE PHILIPS ELECTRS NV	88000.000	88,307.29	91,637.04
50060P106	KOPPERS HLDGS INC	318.000	12,113.74	8,261.64
500643200	KORN FERRY INTL	316.000	9,214.53	9,088.16
G5315B107	KOSMOS ENERGY LLC	240.000	2,599.20	2,013.60
50076QAE6	KRAFT FOODS GROUP INC	86000.000	85,696.42	94,668.80
501173207	KUBOTA LTD	913.000	70,021.77	67,049.81
501797104	L BRANDS INC	133.000	6,555.78	11,511.15
50540R409	LABORATORY CORP AMER HLDGS	48.000	4,843.83	5,179.20
513075BE0	LAMAR MEDIA CORP	37000.000	36,445.00	36,630.00
521865204	LEAR CORP	188.000	9,692.16	18,439.04
52729N308	LEVEL 3 COMMUNICATIONS INC	142.000	5,598.47	7,011.96
527298AU7	LEVEL 3 FING INC CO GTD	69000.000	73,444.22	73,312.50
527298AW3	LEVEL 3 FING INC UNSECD GTD	35000.000	37,038.10	36,881.25

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532716AT4	LIMITED BRANDS INC	67000.000	74,702 50	75,375.00
53578A108	LINKEDIN CORP	683.000	91,081.98	156,891 93
536022AF3	LINN ENERGY LLC / LINN ENERGY	40000.000	38,100.00	33,700 00
536797103	LITHIA MTRS INC	125.000	8,307 19	10,836 25
501889208	LKQ CORP	453.000	12,714 86	12,738 36
539439109	LLOYDS BANKING GROUP PLC	9883.000	49,693.79	45,857 12
539830109	LOCKHEED MARTIN CORP	350 000	31,361 20	67,399 50
540424108	LOEWS CORP	123 000	4,977.98	5,168.46
544147101	LORILLARD INC	1094 000	44,422.49	68,856 36
55616P104	MACYS INC	173 000	6,648 42	11,374 75
55973B110	MAGNUM HUNTER RES CORP DEL	180 000	0 00	116 50
562750109	MANHATTAN ASSOCS INC	274 000	8,834 30	11,157 28
56418H100	MANPOWERGROUP INC	132.000	7,014 96	8,998 44
56585A102	MARATHON PETE CORP	107 000	8,948 92	9,657.82
57060D108	MARKETAXESS HLDGS INC	77.000	4,788 05	5,521 67
570506AM7	MARKWEST ENERGY PARTNERS LP /	36000.000	37,992.11	37,440 00
570506AQ8	MARKWEST ENERGY PARTNERS LP /	72000 000	73,980.00	72,900 00
571748102	MARSH & MCLENNAN COS INC	249 000	8,796 96	14,252 76
G5876H105	MARVELL TECHNOLOGY GROUP LTD	5866 000	71,970 88	85,057 00
574599106	MASCO CORP	341.000	5,949.41	8,593 20
574599BH8	MASCO CORP	34000 000	37,145.00	37,740.00
574795100	MASIMO CORP	474 000	12,608.29	12,485.16
576485205	MATADOR RES CO	267 000	7,372 48	5,401.41
576853105	MATRIX SVC CO	336 000	11,365.28	7,499 52
57686G105	MATSON INC	266 000	6,241.48	9,182 32
577933104	MAXIMUS INC	210 000	9,689 33	11,516.40
579780206	MCCORMICK & CO INC	181 000	12,124 31	13,448.30
580135101	MCDONALDS CORP	679 000	65,771 39	63,622 30
580645109	MCGRAW HILL FINL INC	92 000	5,090.29	8,186 16
58155Q103	MCKESSON CORP	58 000	4,716 80	12,039 64
582839106	MEAD JOHNSON NUTRITION CO	1309 000	94,447 01	131,606 86
58471A105	MEDIDATA SOLUTIONS INC	216 000	10,492.33	10,314 00
58501N101	MEDIVATION INC	60.000	3,054 75	5,976 60
587200106	MENTOR GRAPHICS CORP	357.000	8,164 51	7,825 44

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Cusip	Asset	Units	Basis	Market Value
58933Y105	MERCK & CO INC	2127 000	125,830 37	120,792 33
59156R108	METLIFE INC	1966 000	69,036 34	106,340 94
592688105	METTLER TOLEDO INTERNATIONAL	38 000	9,133 11	11,493 48
55273E640	MFS EMERGING MKTS DEBT FUND	19669 355	300,529 10	285,402.34
552848103	MGIC INVT CORP WIS	1010.000	8,077 75	9,413 20
552953BY6	MGM RESORTS INTL	35000.000	37,931 25	36,750.00
595137100	MICROSEMI CORP	142 000	3,590 51	4,029 96
603158106	MINERALS TECHNOLOGIES INC	31 000	964 78	2,152 95
606822104	MITSUBISHI UFJ FINL GROUP INC	26296.000	165,829.48	145,416.88
615369105	MOODYS CORP	44.000	1,826.12	4,215.64
61747YDT9	MORGAN STANLEY	19000 000	18,962.57	20,238.61
61761JVL0	MORGAN STANLEY	95000.000	95,220.40	96,293.90
620076307	MOTOROLA SOLUTIONS INC	99 000	6,399.50	6,640 92
55345K103	MRC GLOBAL INC	863 000	19,954 25	13,074.45
553777103	MTS SYS CORP	170 000	12,046.11	12,755.10
628530107	MYLAN INC	386.000	20,429 42	21,758.82
G6359F103	NABORS INDS INC	382.000	4,152.00	4,958.36
631103108	NASDAQ OMX GROUP	1451 000	55,882 81	69,589 96
63860UAK6	NATIONSTAR MTG LLC / NATIONSTAR	40000 000	38,542 50	36,400 00
639050103	NATUS MEDICAL INC COM	266 000	7,427 21	9,586 64
63938C108	NAVIENT CORP	965 000	14,339.87	20,853 65
641069406	NESTLE S A	2638 000	183,888 40	193,671 41
64110W102	NETEASE INC	48 000	3,457 10	4,758 72
64110L106	NETFLIX.COM INC	25 000	8,756 23	8,540 25
651229106	NEWELL RUBBERMAID INC	281.000	6,148 50	10,703 29
65409QBA9	NIELSEN FIN LLC/NIELSEN FIN CO	77000 000	75,941 25	77,385 00
654624105	NIPPON TELEG & TEL CORP	4225 000	111,425 29	108,202 25
654744408	NISSAN MOTORS	2035 000	36,691.41	35,881 12
654902204	NOKIA CORP	11078 000	75,704 98	87,073.08
65535H208	NOMURA HLDGS INC	11492 000	85,259 35	65,159.64
66987V109	NOVARTIS A G	837.000	66,268.80	77,556 42
66989HAG3	NOVARTIS CAP CORP	93000 000	92,439 21	96,746 04
629377BU5	NRG ENERGY INC	72000.000	74,880.00	74,880.00
N6596X109	NXP SEMICONDUCTORS NV	70 000	4,067 45	5,348 00

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674599105	OCCIDENTAL PETE CORP DEL	571 000	50,720.05	46,028 31
675232102	OCEANEERING INTL INC	1142 000	62,155.24	67,161 02
677862104	OIL CO LUKOIL	1349 000	85,952.70	50,024 97
681904108	OMNICARE INC	204.000	7,388 90	14,877 72
681919106	OMNICOM GROUP INC	97.000	5,439.48	7,514 59
682189105	ON SEMICONDUCTOR CORP	838 000	6,495.90	8,488 94
683745103	OPHTHOTECH CORP	149 000	5,664.31	6,685.63
68389X105	ORACLE CORP	1184 000	34,531 90	53,244.48
690768403	OWENS ILL INC	209 000	5,078 53	5,640.91
695156109	PACKAGING CORP AMER	58 000	3,734 62	4,526 90
698354107	PANDORA MEDIA INC	267.000	4,808 73	4,760.61
69840W108	PANERA BREAD CO	85.000	13,882 37	14,858.00
701094104	PARKER HANNIFIN CORP	99 000	9,355.63	12,766.05
703481101	PATTERSON-UTI ENERGY INC	576 000	11,165 02	9,555.84
69318G106	PBF ENERGY INC	272 000	6,799 30	7,246 08
704549AH7	PEABODY ENERGY CORP	40000 000	37,880 00	34,700 00
708130AD1	PENNEY J C CORP INC	15000 000	13,050 00	11,625 00
71654V408	PETROLEO BRASILEIRO SA PETROBR	6709.000	96,598 27	48,975 70
717081103	PFIZER INC	3131.000	67,356 15	97,530 65
717081DB6	PFIZER INC	113000.000	138,932 89	131,463.07
69331C108	PG&E CORP	81 000	3,497.78	4,312.44
71714F104	PHARMERICA CORP	88 000	2,378 46	1,822.48
718172109	PHILIP MORRIS INTL INC	1683 000	150,321 66	137,080.35
720186105	PIEDMONT NAT GAS INC	671 000	24,052 43	26,444 11
693390882	PIMCO FOREIGN BD US\$HD INSTL	84665 228	900,827 79	911,844 51
723456109	PINNACLE ENTMT INC	166.000	4,151 10	3,693 50
723787107	PIONEER NAT RES CO	108 000	17,066.28	16,075 80
737446AB0	POST HLDGS INC SR UNSECED	111000.000	112,750 00	111,000 00
739276103	POWER INTEGRATIONS INC	168 000	11,083 00	8,692 32
693506107	PPG INDS INC	106.000	22,254 74	24,501 90
69354N106	PRA GROUP INC	167.000	9,529 94	9,674.31
740189105	PRECISION CASTPARTS CORP	669 000	119,039 80	161,148 72
741503403	PRICELINE GROUP INC	153 000	113,506 60	174,452 13
74164F103	PRIMORIS SVCS CORP	202.000	6,222.73	4,694 48

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742962103	PRIVATEBANCORP INC	278 000	8,192 72	9,285 20
743713109	PROTO LABS INC	123.000	9,741.80	8,260 68
744320102	PRUDENTIAL FINL INC	518 000	30,045 64	46,858.28
744336504	PRUDENTIAL GLOBAL REAL ESTATE	29992 125	708,149 73	733,907.30
74435K204	PRUDENTIAL PLC	1725.000	70,563.19	79,643 25
69370C100	PTC INC	204 000	7,753 22	7,476 60
693656100	PVH CORP	130 000	14,620 60	16,662.10
74733V100	QEP RES INC	218 000	6,573 98	4,407 96
747525103	QUALCOMM INC	1890 000	116,804 73	140,483 70
74762E102	QUANTA SVCS INC	220 000	6,182 01	6,245 80
M81873107	RADWARE LTD	456.000	10,025 44	10,041 12
75281AAL3	RANGE RES CORP	35000 000	36,750 00	36,400 00
75281AAQ2	RANGE RES CORP	36000 000	37,080 00	36,000 00
754730109	RAYMOND JAMES FINL INC	227 000	8,769 64	13,004 83
75508B104	RAYONIER ADVANCED MATLS INC	412.000	13,256 71	9,187 60
756255204	RECKITT BENCKISER PLC	4767 000	83,896 69	77,454.22
756577102	RED HAT INC	137 000	8,326 76	9,472.18
759351604	REINSURANCE GROUP AMER INC	115 000	7,356 36	10,076.30
761283100	RESTORATION HARDWARE HLDGS INC	226 000	17,191 48	21,698 26
761735AP4	REYNOLDS GROUP ISSUER INC/	38000 000	38,707.12	38,950.00
762760106	RICE ENERGY INC	121 000	3,479.96	2,537 37
767754104	RITE AID CORP	416 000	2,552.79	3,128 32
770323103	ROBERT HALF INTL INC	289.000	9,376.82	16,871 82
771195104	ROCHE HLDG LTD	2711.000	94,097.21	92,046 58
775781206	ROLLS-ROYCE HLDGS PLC	1100.000	74,737.10	74,610 80
780259206	ROYAL DUTCH SHELL PLC	2377.000	160,220 43	159,140.15
74973W107	RTI INTL METALS INC	260 000	6,699 99	6,567 60
786584102	SAFRAN S A	5600.000	90,505 30	86,822.40
78709Y105	SAIA INC	245 000	10,612 96	13,563 20
79466L302	SALESFORCE COM INC	4150.000	159,226 84	246,136 50
79546E104	SALLY BEAUTY HLDGS INC	278 000	7,253.42	8,545.72
79546VAJ5	SALLY HLDGS LLC / SALLY CAP INC	36000 000	37,106.21	37,710 00
80105N105	SANOFI	1424.000	74,427.29	64,948.64
803054204	SAP SE	1012.000	80,948 36	70,485 80

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78388J106	SBA COMMUNICATIONS CORP	157 000	10,503.30	17,389 32
806407102	SCHEIN HENRY INC	94.000	8,214.33	12,798 10
806857108	SCHLUMBERGER LTD	1807 000	135,134 14	154,335 87
80687P106	SCHNEIDER ELEC SE	5483 000	97,044 86	80,424 64
808513105	SCHWAB CHARLES CORP NEW	3493 000	51,802 65	105,453.67
G7945M107	SEAGATE TECH	136 000	4,400.92	9,044.00
812350AE6	SEARS HLDGS CORP	82000.000	73,700 00	75,440 00
784117103	SEI INVESTMENTS CO	212 000	5,288 36	8,488 48
816078307	SEKISUI HOUSE LTD	6426.000	88,184 17	85,060 96
N7902X106	SENSATA TECH HLDG NV	253 000	9,023 65	13,259 73
81762P102	SERVICENOW INC	2274 000	135,549.26	154,290 90
822582AW2	SHELL INTL FIN B V	91000 000	91,200 72	91,313 95
824348106	SHERWIN WILLIAMS CO	61 000	11,280 25	16,045 44
826197501	SIEMENS A G	574 000	74,226 17	65,116 28
827048109	SILGAN HOLDINGS INC	183.000	9,039.09	9,808.80
78440P108	SK TELECOM LTD	2644.000	63,327.39	71,414 44
830566105	SKECHERS U S A INC	219.000	9,055.83	12,099 75
78442FEQ7	SLM CORP	38000.000	36,765.00	36,385.00
78442P106	SLM CORP	980.000	7,976 38	9,986 20
83175M205	SMITH & NEPHEW PLC	2520.000	65,217 60	92,584 80
83364L109	SOCIETE GENERALE FRANCE	7092.000	78,482 75	60,055.06
848637104	SPLUNK INC	1733 000	79,903.29	102,160 35
852060AD4	SPRINT CAP CORP	41000.000	39,805.00	36,080 00
852061AS9	SPRINT NEXTEL CORP	37000 000	36,167.50	34,040.00
790849103	ST JUDE MED INC	838 000	56,021.01	54,495 14
852891100	STANCORP FINL GROUP INC	193.000	12,879.60	13,482.98
854502101	STANLEY BLACK & DECKER INC	41 000	2,721 15	3,939 28
855244109	STARBUCKS CORP	2327 000	131,710 02	190,930.35
857477103	STATE STR CORP	707.000	41,994 80	55,499 50
85771P102	STATOIL ASA	5668 000	134,495 71	99,813 48
859152100	STERIS CORP	171.000	9,625 25	11,089.35
864691100	SUEZ ENVIRONNEMENT CO S A	5602 000	53,478.12	48,927 87
86562M209	SUMITOMO MITSUI FINL GROUP INC	22622 000	212,444 36	164,688 16
867224107	SUNCOR ENERGY INC	2115 000	75,850 27	67,214.70

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867914103	SUNTRUST BKS INC	210.000	5,499.63	8,799.00
869587402	SVENSKA CELLULOSE	2127.000	62,999.62	45,892.15
871237103	SYKES ENTERPRISES INC	440.000	7,188.94	10,326.80
87151Q106	SYMETRA FINL CORP	901.000	17,060.13	20,768.05
87157D109	SYNAPTICS INC	98.000	7,557.24	6,746.32
87162H103	SYNTEL INC	244.000	11,328.62	10,975.12
87264AAH8	T-MOBILE USA INC SR UNSECD	37000.000	37,251.60	37,555.00
87264AAF2	T-MOBILE USA INC UNSECD SR NT	37000.000	38,079.10	38,202.50
874039100	TAIWAN SEMICONDUCTOR MFG LTD	3453.000	65,613.89	77,278.14
875372104	TANDEM DIABETES CARE INC	219.000	3,093.49	2,781.30
87612BAM4	TARGA RES PARTNERS LP/TARGA	36000.000	37,762.25	34,740.00
87612E106	TARGET CORP	950.000	55,950.77	72,114.50
876568502	TATA MTRS LTD	1636.000	50,054.07	69,170.08
87236Y108	TD AMERITRADE HLDG CORP	491.000	10,619.91	17,567.98
H84989104	TE CONNECTIVITY LTD	142.000	6,646.50	8,981.50
879369106	TELEFLEX INC	90.000	10,356.58	10,333.80
879382208	TELEFONICA S A	4907.314	85,440.15	69,732.93
88033GBU3	TENET HEALTHCARE CORP	36000.000	36,928.09	36,540.00
880349105	TENNECO INC	88.000	4,983.96	4,981.68
880779103	TEREX CORP NEW	410.000	14,868.62	11,430.80
881575302	TESCO PLC	7376.000	117,143.35	65,211.22
88160R101	TESLA MTRS INC	28.000	5,887.93	6,227.48
881609101	TESORO CORP	144.000	7,557.81	10,706.40
88162F105	TETRA TECHNOLOGIES INC DEL	1400.000	13,437.76	9,352.00
881624209	TEVA PHARMACEUTICAL INDS LTD	1645.000	67,332.33	94,603.95
882508104	TEXAS INSTRS INC	1168.000	51,577.71	62,447.12
883556102	THERMO FISHER SCIENTIFIC CORP	516.000	29,362.59	64,649.64
886547108	TIFFANY & CO NEW	1036.000	75,682.60	110,706.96
887317303	TIME WARNER INC	1233.000	88,515.94	105,322.86
887317AG0	TIME WARNER INC	82000.000	89,935.76	89,754.74
887389104	TIMKEN CO	103.000	4,254.33	4,396.04
889478103	TOLL BROTHERS INC	181.000	6,705.31	6,202.87
891027104	TORCHMARK CORP	177.000	5,999.90	9,588.09
891160509	TORONTO DOMINION BK ONTARIO	1019.000	45,945.18	48,687.82

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89151E109	TOTAL S A	1241 000	75,948.17	63,539 20
891906109	TOTAL SYS SVCS INC	130.000	4,126 64	4,414.80
891894107	TOWERS WATSON & CO	84 000	5,820.52	9,506.28
89233P6S0	TOYOTA MTR CR CORP	95000 000	95,300 40	94,716 90
893647AR8	TRANSDIGM INC	37000.000	36,075.00	36,167.50
89417E109	TRAVELERS COS INC	1296 000	86,559 45	137,181 60
89469A104	TREEHOUSE FOODS INC	157 000	11,120 15	13,428 21
896945201	TRIPADVISOR INC	69 000	6,744 76	5,151 54
896818AH4	TRIUMPH GROUP INC NEW UNSECD	38000.000	37,898.92	37,525 00
87264S106	TRW AUTOMOTIVE HLDGS CORP	57.000	2,618.73	5,862 45
899896104	TUPPERWARE BRANDS CORP	137 000	11,021 79	8,631 00
901109108	TUTOR PERINI CORP	338 000	10,060 37	8,135 66
90184L102	TWITTER INC	121.000	4,492 28	4,340 27
902494103	TYSON FOODS INC	139 000	3,760 19	5,572 51
90346E103	U S SILICA HLDGS INC	178 000	7,916 63	4,572.82
903480101	UCB S A	1637.000	66,094.76	62,595.61
90384S303	ULTA SALON COSMETICS &	107 000	10,090.50	13,678.88
904311107	UNDER ARMOUR INC	150 000	8,509 33	10,185.00
911312106	UNITED PARCEL SVC INC	741 000	53,730 28	82,376.97
911312AH9	UNITED PARCEL SVC INC	78000 000	92,650 08	87,006 66
911365BB9	UNITED RENTALS NORTH AMER INC	37000 000	37,595 74	38,110 00
912810EY0	UNITED STATES TREAS BD	82000 000	117,184 81	118,034 90
912810PZ5	UNITED STATES TREAS BD	395937 250	534,529 90	491,302 69
912810RH3	UNITED STATES TREAS BD	47000 000	46,151 80	50,598 32
912810RE0	UNITED STATES TREAS BDS	221000.000	236,554 77	260,072 80
912810FS2	UNITED STATES TREAS NT	263201 400	305,513 31	301,613.01
912828F62	UNITED STATES TREAS NT	368000 000	366,940 65	365,758 88
912828KQ2	UNITED STATES TREAS NT	427000 000	464,568 19	455,190 54
912828PX2	UNITED STATES TREAS NT	414000 000	450,181 80	456,045 84
912828RJ1	UNITED STATES TREAS NT	272000 000	274,310 31	273,996 48
912828RR3	UNITED STATES TREAS NT	411000 000	415,647 26	412,508 37
912828SE1	UNITED STATES TREAS NT	245000.000	245,210 77	245,046.55
912828TE0	UNITED STATES TREAS NT	581336 910	606,916 59	566,396 55
912828TW0	UNITED STATES TREAS NT	1015000.000	1,013,136 94	1,006,910 45

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912828TY6	UNITED STATES TREAS NT	407000 000	369,449 49	394,822 56
912828UY4	UNITED STATES TREAS NT	153000.000	153,042 34	153,035 19
912828UZ1	UNITED STATES TREAS NT	171000 000	164,327 01	167,526 99
912828VS6	UNITED STATES TREAS NT	294000 000	290,256 59	303,440.34
912828D56	UNITED STATES TREAS NTS	179000.000	176,594.69	182,315 08
912828SS0	UNITED STATES TREAS NTS	504000 000	505,700 23	504,589.68
913017109	UNITED TECHNOLOGIES CORP	1017 000	88,332.69	116,955.00
902973304	US BANCORP DEL	484 000	21,889 00	21,755 80
918204108	V F CORP	178 000	10,793 73	13,332 20
91912E105	VALE S A	7029.000	107,360 78	57,497 22
920355104	VALSPAR CORP	85 000	6,081 00	7,350 80
922042858	VANGUARD FTSE EMERGING MKTS	23073 000	964,081.88	923,381 46
922908553	VANGUARD REIT	16845 000	1,108,978 48	1,364,445 00
92343X100	VERINT SYS INC	209 000	11,377 07	12,180 52
92343V104	VERIZON COMMUNICATIONS INC	2760 000	133,624 36	129,112 80
92343VBT0	VERIZON COMMUNICATIONS INC	84000 000	90,615.00	107,616.60
92532F100	VERTEX PHARMACEUTICALS INC	93 000	3,834.26	11,048 40
92828Q109	VIRTUS INVT PARTNERS INC	57 000	10,187 45	9,717.93
92827P102	VIRTUSA CORP	230.000	8,169 54	9,584.10
92826C839	VISA INC	811 000	96,249 34	212,644 20
92849E101	VITAMIN SHOPPE INC	135 000	5,281 51	6,558.30
928563402	VMWARE INC	552 000	45,789 98	45,551 04
92857W308	VODAFONE GROUP PLC NEW	2825 000	152,126 40	96,530 25
92912L107	VOXELJET AG	105 000	3,095 19	852.60
92927K102	WABCO HLDGS INC	39 000	3,455 38	4,086.42
929903DT6	WACHOVIA CORP	80000 000	90,326 09	88,322 40
931142DF7	WAL-MART STORES INC	142000 000	142,906 59	140,371 26
941053100	WASTE CONNECTIONS INC	112.000	4,740.42	4,926 88
G48833100	WEATHERFORD INTL PL	815 000	15,326 50	9,331 75
949746101	WELLS FARGO & CO	3798 000	138,000.91	208,206 36
94974BGA2	WELLS FARGO & CO NEW	103000 000	101,358 18	103,644.78
949917744	WELLS FARGO ADVANTAGE ULTRA	231470 550	1,975,000 00	1,965,184 97
95082P105	WESCO INTL INC	96.000	6,727.91	7,316 16
95709T100	WESTAR ENERGY INC	128 000	3,889 05	5,278 72

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958102105	WESTERN DIGITAL CORP	164.000	8,022 21	18,154.80
959319104	WESTERN REFNG INC	84 000	3,575 93	3,173.52
G9618E107	WHITE MTNS INS GROUP LTD	23.000	13,521.95	14,492 53
966387102	WHITING PETE CORP	271 000	16,088.39	8,943 00
966837106	WHOLE FOODS MKT INC	427.000	23,084.66	21,529 34
968223206	WILEY JOHN & SONS INC	85.000	4,856 05	5,035.40
92937A102	WPP PLC	653.000	69,863.77	67,977.30
929352102	WUXI PHARMATECH CAYMAN INC	308 000	11,515 03	10,370.36
98310W108	WYNDHAM WORLDWIDE CORP	46 000	3,401 01	3,944.96
G98290102	XL GROUP PLC	88 000	2,755 22	3,024.56
98462Y100	YAMANA GOLD INC	7748 000	63,672 97	31,146 96
989194AG0	ZAYO GROUP LLC / ZAYO CAP INC	31000 000	33,237 01	32,860 00
98956P102	ZIMMER HLDGS INC	54 000	5,499 20	6,124 68
	Cash/Cash Equivalent	11151310.050	11,151,310 05	11,151,310.05
		Totals	65,282,723 25	66,475,640 29