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INTERNAL REVENUE SERVICE

Return of Private Foundation

OMB No 1545-0052

2015

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 2015 or tax year beginning

, 2015, 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	B Telephone number (see instructions) 800-357-7094
BANK OF AMERICA, N.A. P.O. BOX 831041		
City or town, state or province, country, and ZIP or foreign postal code DALLAS, TX 75283-1041		
G Check all that apply.		C If exemption application is pending, check here ☐
☐ Initial return	☐ Initial return of a former public charity	D 1 Foreign organizations, check here ☐
☐ Final return	☐ Amended return	2 Foreign organizations meeting the 85% test, check here and attach computation ☐
☐ Address change	☐ Name change	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 65,134,274.		
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	1,808,150.	1,789,837.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	143,719.			
b	Gross sales price for all assets on line 6a 40,327,869.				
7	Capital gain net income (from Part IV, line 2) .		143,719.		
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)	64.	64.		STMT 2
12	Total. Add lines 1 through 11	1,951,933.	1,938,620.		
13	Compensation of officers, directors, trustees, etc. . .	310,294.	186,176.		124,118.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 3 .	3,590.	NONE	NONE	3,590.
c	Other professional fees (attach schedule) STMT 4 .	100,472.	100,472.		
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 5 .	93,924.	34,303.		
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) STMT 6 .	5,514.	5,474.		40.
24	Total operating and administrative expenses. Add lines 13 through 23.	513,794.	326,425.	NONE	127,748.
25	Contributions, gifts, grants paid	100,000.			100,000.
26	Total expenses and disbursements. Add lines 24 and 25	613,794.	326,425.	NONE	227,748.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements . .	1,338,139.			
b	Net investment income (if negative, enter -0-)		1,607,195.		
c	Adjusted net income (if negative, enter -0-)				

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2015

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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		11,151,310.	4,243,906.	4,243,906.
	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 ▶	NONE			
	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)		54,131,413.	62,380,827.	60,890,368.
	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)		65,282,723.	66,624,733.	65,134,274.	
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		65,282,723.	66,624,733.	
	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)		65,282,723.	66,624,733.		
31	Total liabilities and net assets/fund balances (see instructions)		65,282,723.	66,624,733.		

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	65,282,723.
2	Enter amount from Part I, line 27a	2	1,338,139.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	27,122.
4	Add lines 1, 2, and 3	4	66,647,984.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	23,251.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	66,624,733.

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 40,327,861.		40,184,142.	143,719.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a			143,719.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	143,719.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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))
2014	127,093.	65,391,609.	0.001944
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
2 Total of line 1, column (d)			2 0.817113
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 0.163423
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 65,487,758.
5 Multiply line 4 by line 3			5 10,702,206.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 16,072.
7 Add lines 5 and 6			7 10,718,278.
8 Enter qualifying distributions from Part XII, line 4			8 227,748.

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.

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	32,144.
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	32,144.
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	32,144.
6 Credits/Payments			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	53,000.	
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	53,000.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	20,856.	
11 Enter the amount of line 10 to be Credited to 2016 estimated tax ▶ 20,856. 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 2015 or the taxable year beginning in 2015 (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

Part VII-A Statements Regarding Activities (continued)

	Yes	No
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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>NONE</u>	X	
14 The books are in care of ► <u>BANK OF AMERICA, N.A.</u> Telephone no. ► <u>(312) 828-2055</u> Located at ► <u>231 S LASALLE ST, 13TH FL, CHICAGO, IL</u> ZIP+4 ► <u>60604</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► ☐ and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u>		
16 At any time during calendar year 2015, 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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		

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)?		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 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	☐ 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)		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 2015 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 2015)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2015?		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)? ☐ **5b**

Organizations 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? ☐ **6b** ☒

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? ☐ **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	310,294.	-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	60,144,124.
b	Average of monthly cash balances	1b	6,340,910.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	66,485,034.
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	66,485,034.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	997,276.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	65,487,758.
6	Minimum investment return. Enter 5% of line 5	6	3,274,388.

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	3,274,388.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	32,144.
b	Income tax for 2015 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	32,144.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,242,244.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	3,242,244.
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	3,242,244.

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	227,748.
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	227,748.
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	227,748.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				3,242,244.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			NONE	
b Total for prior years 20 <u>13</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2015				
a From 2010	9,578,624.			
b From 2011	NONE			
c From 2012	NONE			
d From 2013	NONE			
e From 2014	NONE			
f Total of lines 3a through e	9,578,624.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ <u>227,748.</u>				
a Applied to 2014, 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 2015 distributable amount.				227,748.
e Remaining amount distributed out of corpus.	NONE			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))	3,014,496.			3,014,496.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,564,128.			
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 2014 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				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 2010 not applied on line 5 or line 7 (see instructions)	6,564,128.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2011	NONE			
b Excess from 2012	NONE			
c Excess from 2013	NONE			
d Excess from 2014	NONE			
e Excess from 2015	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 2015, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
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				
CATHOLIC RELIEF SERVICES 228 W LEXINGTON ST BALTIMORE MD 21201	N/A	PC	SUPPORT RELIEF IN GERMANY	50,000.
AMERICAN NATIONAL RED CROSS 2025 E ST NW WASHINGTON DC 20006	N/A	PC	DISASTER RELIEF FOR VANUATU CYCLONE	50,000.
Total			3a	100,000.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No

▼

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

NOT APPLICABLE

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	32,598.	32,598.
FOREIGN DIVIDENDS	306,917.	306,917.
NONDIVIDEND DISTRIBUTIONS	17,314.	
DOMESTIC DIVIDENDS	409,930.	409,930.
OTHER INTEREST	334,746.	334,746.
FOREIGN INTEREST	16,292.	16,292.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	75,780.	75,780.
NON-TAXABLE FOREIGN INCOME	999.	
NONDISTRIBUTIVE U.S. GOVERNMENT INTEREST	1,889.	1,889.
NONDISTRIBUTIVE OTHER INTEREST	27.	27.
MARKET DISCOUNT - OTHER INTEREST	10,785.	10,785.
NONQUALIFIED FOREIGN DIVIDENDS	33,537.	33,537.
NONQUALIFIED DOMESTIC DIVIDENDS	567,336.	567,336.
	-----	-----
TOTAL	1,808,150.	1,789,837.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER INCOME	64.	64.
	-----	-----
TOTALS	64.	64.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE - BOA	3,590.			3,590.
TOTALS	3,590.	NONE	NONE	3,590.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT ADVISORY FEES	100,472.	100,472.
	-----	-----
TOTALS	100,472.	100,472.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	20,008.	20,008.
EXCISE TAX - PRIOR YEAR	6,621.	
EXCISE TAX ESTIMATES	53,000.	
FOREIGN TAXES ON QUALIFIED FOR	9,274.	9,274.
FOREIGN TAXES ON NONQUALIFIED	5,021.	5,021.
	-----	-----
TOTALS	93,924.	34,303.
	=====	=====

BOEING COMPANY CHARITABLE TRUST

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

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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER INVESTMENT FEE	5,389.	5,389.	
STATE FILING FEE	40.		40.
INVTMT EXPENSE	85.	85.	
TOTALS	5,514.	5,474.	40.
	=====	=====	=====

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

=====

DESCRIPTION	AMOUNT
-----	-----
MUTUAL FUND ADJUSTMENT	18,698.
WASH SALE TIMING ADJUSTMENT - 2014	8,420.
ROUNDING	4.

TOTAL	27,122.
	=====

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

DESCRIPTION -----	AMOUNT -----
YEAR END SALES ADJUSTMENT	5,740.
COST BASIS ADJUSTMENT - SALES	631.
PURCHASED ACCRUED INTEREST - 2014	505.
ROC ADJUSTMENT - 2014	16,375.

TOTAL	23,251.
	=====

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

BOEING COMPANY CHARITABLE TRUST
91-6056738
Balance Sheet
12/31/2015



Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	4243905.900	4,243,905 90	4,243,905 90
00130H105	AES CORP	413 000	5,374 10	3,952.41
00130HBN4	AES CORP	16000.000	18,200.05	17,600 00
001317205	AIA GROUP LTD	2097.000	43,597 72	50,434.95
001744101	AMN HEALTHCARE SVCS INC	361.000	10,702.44	11,209.05
00182C103	ANI PHARMACEUTICALS INC	183.000	9,493.23	8,257.88
00203H602	AQR DIVERSIFIED ARBITRAGE FUND	67249 747	665,100 00	618,697.67
00203H859	AQR MANAGED FUTURES STRATEGY	40530.165	443,400.00	412,597.08
002474104	AZZ INC	223 000	10,475 57	12,392 11
002824100	ABBOTT LABS	1856 000	62,854 38	83,352.96
003654100	ABIOMED INC	239 000	8,847.43	21,576.92
004225108	ACADIA PHARMACEUTICALS INC	173 000	2,337 78	6,167.45
00434NAA3	ACCESS MIDSTREAM PARTNERS LP /	25000.000	25,611.96	20,266.75
00435F309	ACCOR SA	8202.000	82,797.24	71,283.58
004498101	ACI WORLDWIDE INC	1102 000	22,642.42	23,582.80
00507V109	ACTIVISION BLIZZARD INC	467 000	8,369 71	18,077 57
00508X203	ACTUANT CORP	963.000	26,130.15	23,073 48
006855100	ADEPTUS HEALTH INC	204 000	17,425.59	11,122 08
00687A107	ADIDAS AG	938.000	37,649.85	45,806 29
00738A106	ADTRAN INC	659 000	10,926.53	11,347 98
00751Y106	ADVANCED AUTO PTS INC	111.000	17,194.95	16,706 61
007924103	AEGON N V	8145 000	57,926 91	46,182.15
00846U101	AGILENT TECHNOLOGIES INC	255 000	8,334 32	10,661 55
00847X104	AGIOS PHARMACEUTICALS INC	64 000	5,843.72	4,154.88
009728106	AKORN INC	417 000	12,375.39	15,558.27
010199305	AKZO NOBEL NV	1627.000	41,070.22	36,337.42
014339105	ALDER BIOPHARMACEUTICALS INC	110.000	5,040.90	3,633.30
01609W102	ALIBABA GROUP HLDG LTD	2657.000	210,039.62	215,934.39
017175100	ALLEGHANY CORP DEL	22.000	7,626 04	10,514.46
018581108	ALLIANCE DATA SYS CORP	33 000	7,154.72	9,126 81
018802108	ALLIANT CORP	168 000	8,593 36	10,491.60
01882B205	ALLIANZ GLOBAL INVS FIXED	91803.000	1,147,197.74	956,587.26
01882B304	ALLIANZ GLOBAL INVS MANAGED	106909.000	1,134,543.67	1,055,191 83
01988P108	ALLSCRIPTS-MISYS HEALTHCARE	1061 000	13,694 45	16,318.18

BOEING COMPANY CHARITABLE TRUST

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Balance Sheet

12/31/2015

Bank of America



Cusip	Asset	Units	Basis	Market Value
020002101	ALLSTATE CORP	72.000	3,689.15	4,470.48
02005N100	ALLY FINL INC	325.000	7,219.78	6,058.00
02005NAE0	ALLY FINL INC	33000.000	38,551.96	37,620.00
02005NAV2	ALLY FINL INC	19000.000	19,432.71	19,451.25
02079K107	ALPHABET INC	178.000	54,067.69	135,080.64
02079K305	ALPHABET INC	178.000	99,848.00	138,485.78
023135106	AMAZON COM INC	466.000	129,425.47	314,964.74
023608102	AMEREN CORP	140.000	4,935.79	6,052.20
025537101	AMERICAN ELEC PWR INC	237.000	11,200.45	13,809.99
02553E106	AMERICAN EAGLE OUTFITTERS NEW	560.000	7,567.69	8,680.00
025816109	AMERICAN EXPRESS CO	1517.000	120,078.97	105,507.35
031100100	AMETEK INC NEW	297.000	15,253.92	15,916.23
031162100	AMGEN INC	636.000	104,307.69	103,241.88
032095101	AMPHENOL CORP NEW	351.000	13,522.78	18,332.73
032359309	AMTRUST FINL SVCS INC	111.000	4,726.95	6,835.38
032420101	ANACOR PHARMACEUTICALS INC	45.000	5,660.03	5,083.65
032654105	ANALOG DEVICES INC	307.000	19,880.34	16,983.24
03674PAL7	ANTERO RES FIN CORP UNSECD SR	41000.000	40,787.30	32,800.00
037411BD6	APACHE CORP	48000.000	47,833.20	43,500.96
03761U106	APOLLO INVT CORP	1734.000	13,182.04	9,051.48
03820C105	APPLIED INDL TECHNOLOGIES INC	205.000	8,216.07	8,300.45
03875R205	ARBITRAGE FUND	50965.517	665,100.00	655,416.55
039483102	ARCHER DANIELS MIDLAND CO	1258.000	60,490.40	46,143.44
042068106	ARM HLDGS PLC	2431.000	94,062.29	109,978.44
04270V106	ARRIS GROUP INC NEW	396.000	11,607.38	12,105.72
042735100	ARROW ELECTRS INC	162.000	6,433.45	8,777.16
04316A108	ARTISAN PARTNERS ASSET MGMT INC	30.000	1,071.58	1,081.80
044209104	ASHLAND INC	87.000	11,136.01	8,934.90
045387107	ASSA ABLOY AB	3890.000	38,668.45	41,066.73
04623U102	ASTELLAS PHARMA INC	2518.000	29,204.89	36,244.09
046353108	ASTRAZENECA PLC	2072.000	69,740.25	70,344.40
046353AB4	ASTRAZENECA PLC	61000.000	69,582.05	65,333.44
046433108	ASTRONICS CORP COM	275.000	12,556.84	11,195.25
04962A105	ATOS ORIGIN SA	2728.000	43,202.38	45,904.06

BOEING COMPANY CHARITABLE TRUST
91-6056738
Balance Sheet
12/31/2015



Cusip	Asset	Units	Basis	Market Value
052769106	AUTODESK INC	1969.000	116,670 33	119,971 17
053015103	AUTOMATIC DATA PROCESSING INC	467.000	40,160 09	39,564.24
053611109	AVERY DENNISON CORP	118.000	6,136 67	7,393.88
053773AV9	AVIS BUDGET CAR RENT LLC / AVIS	19000.000	18,840 00	19,047.50
053807103	AVNET INC	202 000	7,346 70	8,653 68
054937107	BB&T CORP	320 000	9,826 16	12,099.20
05508R106	B & G FOODS INC	275 000	10,133.88	9,630 50
05566U108	BOFI HLDG INC	411.000	12,376.64	8,651.55
058498AR7	BALL CORP	19000.000	19,126 92	19,380 00
05946K101	BANCO BILBAO VIZCAYA ARGENTARIA	10019 000	90,408.47	73,439.27
05969A105	BANCORP INC	736.000	10,486 71	4,688 32
06738E204	BARCLAYS PLC	3504 000	54,551.96	45,411 84
072743206	BAYERISCHE MOTOREN WERKE A G	1466 000	53,645 56	51,826 03
073295107	BBCN BANCORP INC	1529 000	25,733.73	26,329 38
073302101	BE AEROSPACE INC	562 000	30,601 94	23,811 94
075887109	BECTON DICKINSON & CO	45.000	6,501 34	6,934 05
084423102	BERKLEY W R CORP	126.000	6,144.21	6,898.50
084664BS9	BERKSHIRE HATHAWAY FIN CORP	45000 000	45,633 29	45,294 30
085790AY9	BERRY PLASTICS CORP 2ND LIEN SR	20000.000	18,432 50	19,450.00
086516101	BEST BUY INC	128 000	4,363 47	3,897 60
088606108	BHP BILLITON LTD	1123 000	56,205.37	28,928.48
09061G101	BIOMARIN PHARMACEUTICAL INC	82.000	7,902.38	8,590 32
091727107	BITAUTO HLDGS LTD	132.000	4,364.30	3,732.96
091936526	BLACKROCK GLOBAL LONG/SHORT	37576.271	443,400.00	433,254.40
09214X100	BLACK KINGHT FINL SVCS INC	492 000	14,619 86	16,265.52
09531U102	BLUE BUFFALO PET PRODS INC	481 000	10,142 23	8,999 51
09609G100	BLUEBIRD BIO INC	46 000	5,385.26	2,954.12
099724106	BORG WARNER INC	374.000	19,051.94	16,168.02
100557107	BOSTON BEER INC	49 000	10,648.78	9,893 59
101137107	BOSTON SCIENTIFIC CORP	546 000	7,602 61	10,068.24
103304BK6	BOYD GAMING CORP UNSECD SR NT	18000.000	18,518.72	18,495 00
105105209	BRAMBLES LTD	2408 000	43,412.78	40,541 09
108441205	BRIDGESTONE CORP	2531.000	44,717 41	43,910 32
109641100	BRINKER INTL INC	152 000	7,383.07	7,288 40

BOEING COMPANY CHARITABLE TRUST

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Balance Sheet

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Bank of America



Cusip	Asset	Units	Basis	Market Value
109696104	BRINKS CO	223 000	6,378 93	6,435.78
110394103	BRISTOW GROUP INC	103 000	3,418 04	2,667.70
11133T103	BROADRIDGE FINL SOLUTIONS INC	213 000	8,613 03	11,444.49
115637209	BROWN FORMAN CORP	130.000	12,916.56	12,906.40
116794108	BRUKER CORP	201.000	4,119.78	4,878.27
117043109	BRUNSWICK CORP	179.000	5,357 72	9,041.29
12082W204	BURBERRY GROUP PLC	1622.000	37,204 51	28,568.29
122017106	BURLINGTON STORES INC	366.000	17,509 86	15,701 40
124857202	CBS CORP	66.000	1,951.16	3,110 58
1248EPAU7	CCO HLDGS LLC/CCO HLDGS CAP	36000 000	37,412 66	37,440 00
1248EPBE2	CCO HLDGS LLC/CCO HLDGS CAP	19000 000	19,155.48	19,522.50
12505BAA8	CBRE SVCS INC	38000 000	38,152 50	38,193.42
12543DAQ3	CHS / CMNTY HEALTH SYS INC	18000.000	19,113 46	17,932 50
125581GQ5	CIT GROUP INC NEW	38000 000	38,301.42	39,021.44
12621E103	CNO FINL GROUP INC	1026 000	18,218 23	19,586.34
12623EAF8	CNH CAP LLC	11000.000	10,862 50	10,829 50
126304AK0	CSC HLDGS INC	18000 000	20,008.53	18,945 00
126650100	CVS HEALTH CORP	984.000	43,813 34	96,205 68
126650CJ7	CVS CAREMARK CORP	57000 000	57,188 10	57,255 93
127055101	CABOT CORP	254.000	8,966.99	10,383 52
131347CF1	CALPINE CORP SR	20000 000	19,525.00	17,650.00
132011107	CAMBREX CORP	302 000	11,209.74	14,221.18
136385AK7	CANADIAN NAT RES LTD	63000.000	70,558.96	64,345.68
13970R109	CAPITA PLC	674 000	45,801.20	48,001.61
14149Y108	CARDINAL HEALTH INC	289.000	22,959.94	25,799.03
14161H108	CARDTRONICS INC	248.000	7,630.83	8,345 20
14365C103	CARNIVAL PLC	585.000	25,094 16	33,298.20
144577103	CARRIZO OIL & CO INC	309.000	15,240 06	9,140.22
147528103	CASEYS GEN STORES INC	164.000	17,295.30	19,753.80
14912L4E8	CATERPILLAR FINL SVCS CORP	38000 000	46,625 35	43,544.96
150870103	CELANESE CORP DEL	253 000	14,500 27	17,034.49
15089QAC8	CELANESE US HLDGS LLC	19000 000	19,960 23	20,045.00
15135BAC5	CENTENE CORP DEL	23000.000	23,873.94	23,690.00
15670R107	CEPHEID	365.000	14,897 68	13,333 45

BOEING COMPANY CHARITABLE TRUST
91-6056738
Balance Sheet
12/31/2015



Cusip	Asset	Units	Basis	Market Value
156782104	CERNER CORP	1413.000	83,685.32	85,020.21
159864107	CHARLES RIV LABORATORIES INTL	252.000	16,191.39	20,258.28
16359R103	CHEMED CORP	113.000	12,687.30	16,927.40
165167CG0	CHESAPEAKE ENERGY CORP	26000.000	27,009.40	7,332.00
16938C106	CHINA BIOLOGIC PRODS INC	121.000	8,350.34	17,237.66
16941M109	CHINA MOBILE LTD	803.000	48,054.91	45,232.99
171779309	CIENA CORP	536.000	11,277.83	11,089.84
171798101	CIMAREX ENERGY CO	49.000	5,251.73	4,379.62
172441AX5	CINEMARK USA INC UNSECD	24000.000	23,700.00	23,820.00
172755100	CIRRUS LOGIC CORP	335.000	10,157.76	9,892.55
17275R102	CISCO SYS INC	7915.000	218,696.99	214,931.83
17275RAE2	CISCO SYS INC	40000.000	45,096.50	43,712.00
172967JP7	CITIGROUP INC	47000.000	46,080.68	46,158.23
17878Y108	CIVEO CORP	733.000	5,449.63	1,040.86
184496107	CLEAN HBRS INC	471.000	23,168.34	19,617.15
191216100	COCA COLA CO	3603.000	145,039.17	154,784.88
19122T109	COCA-COLA ENTERPRISES INC	106.000	3,657.84	5,219.44
19765H362	COLUMBIA SHORT TERM BOND FUND	124408.072	1,240,940.60	1,227,907.67
198516106	COLUMBIA SPORTSWEAR CO	473.000	25,076.05	23,063.48
20030N101	COMCAST CORP	1831.000	65,209.90	103,323.33
20030NAU5	COMCAST CORP	41000.000	46,869.40	44,607.18
201723103	COMMERCIAL METALS CO	1497.000	25,177.88	20,493.93
205306103	COMPUTER PROGRAMS & SYS INC	125.000	8,032.09	6,218.75
20564W105	COMSCORE INC	273.000	12,882.64	11,233.95
20605PAE1	CONCHO RES INC	20000.000	19,797.50	18,500.00
20825CAR5	CONOCOPHILLIPS	39000.000	45,816.88	42,212.04
21036P108	CONSTELLATION BRANDS INC	72.000	2,033.00	10,255.68
21036PAH1	CONSTELLATION BRANDS INC	17000.000	18,982.60	18,700.00
210771200	CONTINENTAL AG	747.000	30,915.18	36,443.14
212015AH4	CONTINENTAL RES INC	21000.000	18,887.50	15,487.50
212485106	CONVERGYS CORP	870.000	18,659.80	21,654.30
216831107	COOPER TIRE & RUBR CO	323.000	12,637.28	12,225.55
217204106	COPART INC	712.000	25,493.31	27,063.12
22544R305	CREDIT SUISSE COMMODITY-RETURN	128923.992	981,432.75	581,447.20

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22818VAB3	CROWN AMERS LLC/CROWN AMERS	18000.000	18,879.70	18,585.00
228227BE3	CROWN CASTLE INTL CORP	18000.000	18,151.61	18,675.00
228368106	CROWN HLDGS INC	297 000	12,314.89	15,057.90
231021106	CUMMINS INC	300.000	26,288.58	26,403.00
231561101	CURTISS WRIGHT CORP	73.000	2,971.94	5,000.50
23304Y100	DBS GROUP HLDGS LTD	650 000	34,038.62	30,588.35
233051200	DB X-TRACKERS MSCI EAFE HEDGED	192979.000	5,868,794.87	5,241,309.64
23328E106	DNB NOR ASA	154 000	25,858.24	19,103.55
23331ABK4	D R HORTON INC	19000 000	19,217.52	19,108.30
23381B106	DAIKIN INDS LTD	232.000	31,762.55	34,332.75
235851102	DANAHER CORP DEL	1427 000	98,676.76	132,539.76
23636T100	DANONE	11810 000	160,149.12	159,801.11
23918K108	DAVITA HEALTHCARE PARTNERS INC	56 000	3,057.17	3,903.76
23918KAP3	DAVITA INC	22000.000	22,873.45	22,660.00
23918KAQ1	DAVITA HEALTHCARE PARTNERS INC	19000 000	19,237.50	19,000.00
24422ERR2	DEERE JOHN CAP CORP	56000.000	56,986.95	56,242.48
247361702	DELTA AIR LINES INC DEL	89.000	3,010.91	4,511.41
24872B100	DENSO CORP	1910 000	46,052.80	46,187.62
25157Y202	DEUTSCHE POST AG	1619.000	49,184.96	45,647.71
252131107	DEXCOM INC COM	119.000	9,197.43	9,746.10
25243Q205	DIAGEO PLC	370 000	45,884.61	40,355.90
25278X109	DIAMONDBACK ENERGY INC	297 000	20,257.18	19,869.30
25459HBA2	DIRECTV HLDGS LLC / DIRECTV FING	41000 000	44,229.82	44,215.22
25468PCW4	DISNEY WALT CO NEW	47000 000	47,398.88	46,396.52
254709108	DISCOVER FINL SVCS	229.000	10,093.07	12,278.98
25470XAB1	DISH DBS CORP	7000 000	7,512.31	7,612.50
25470XAJ4	DISH DBS CORP	42000 000	42,962.53	39,165.00
25659T107	DOLBY LABORATORIES INC	528 000	19,584.27	17,767.20
262037104	DRIL-QUIP INC	139 000	13,450.74	8,232.97
267475101	DYCOM INDS INC	82.000	3,094.84	5,736.72
26817RAB4	DYNEGY INC NEW DEL	25000.000	23,562.50	20,062.50
26852W103	E-HOUSE CHINA HLDGS LTD	608 000	7,488.48	3,824.32
26875P101	EOG RES INC	727 000	69,975.04	51,464.33
26884L109	EQT CORP	87.000	4,930.75	4,535.31

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268948106	EAGLE BANCORP INC MD	148 000	5,555.76	7,469.56
26969P108	EAGLE MATERIALS INC	46.000	2,765.20	2,779.78
27579R104	EAST WEST BANCORP INC	296 000	7,611.68	12,301.76
281020107	EDISON INTL	211.000	10,476.74	12,493.31
283677854	EL PASO ELEC CO	668.000	24,233.43	25,718.00
29082A107	EMBRAER S A	1566.000	46,713.14	46,259.64
29251M106	ENANTA PHARMACEUTICALS INC	215.000	8,603.25	7,099.30
29265N108	ENERGEN CORP	215 000	13,427.86	8,812.85
29272W109	ENERGIZER HLDGS INC	163.000	5,565.64	5,551.78
29273VAC4	ENERGY TRANSFER EQUITY L P	43000.000	47,582.53	39,775.00
29379VAP8	ENTERPRISE PRODS OPER LLC	40000.000	44,270.60	41,952.40
294429105	EQUIFAX INC	145.000	9,218.65	16,148.65
29444UAP1	EQUINIX INC	19000.000	19,750.55	19,427.50
294821608	ERICSSON	4785.000	49,332.75	45,983.85
297284200	ESSILOR INTL	645 000	34,066.79	40,305.40
298736109	EURONET WORLDWIDE INC	385.000	17,999.52	27,885.55
30034T103	EVERI HOLDINGS INC	756 000	4,602.43	3,318.84
30212P303	EXPEDIA INC DEL	220 000	21,826.28	27,346.00
302130109	EXPEDITORS INTL WASHINGTON INC	2764 000	133,628.09	124,656.40
30303M102	FACEBOOK INC	2521 000	191,995.67	263,847.86
303075105	FACTSET RESH SYS INC	521.000	83,307.01	84,698.97
307305102	FANUC CORP	1066.000	29,622.10	31,133.60
3128M7CL8	FEDERAL HOME LN MTG CORP	32315.639	34,274.77	34,805.88
3128MAEP0	FEDERAL HOME LN MTG CORP	16205.139	17,602.83	17,490.69
3128MJTQ3	FEDERAL HOME LN MTG CORP	231525.285	243,210.08	244,807.89
3128MJU32	FEDERAL HOME LN MTG CORP	141564.807	151,761.86	149,675.05
3128MJU81	FEDERAL HOME LN MTG CORP	20457.871	21,813.20	21,629.90
3128MJUN8	FEDERAL HOME LN MTG CORP	16205.414	17,329.67	17,138.52
3128MJVH0	FEDERAL HOME LN MTG CORP	54340.581	56,802.88	55,983.30
3128MJVL1	FEDERAL HOME LN MTG CORP	3566.663	3,802.95	3,771.25
3128MJVN7	FEDERAL HOME LN MTG CORP	54014.018	56,917.27	55,646.86
3128MJVS6	FEDERAL HOME LN MTG CORP	5252.581	5,647.34	5,554.03
3128MJWQ9	FEDERAL HOME LN MTG CORP	111777.754	115,899.55	115,156.79
3128MJWW6	FEDERAL HOME LN MTG CORP	126320.380	134,659.49	133,549.70

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31292SCA6	FEDERAL HOME LN MTG CORP	67171.364	72,744.52	72,631.05
3132GKDK9	FEDERAL HOME LN MTG CORP	20358.664	21,325.70	21,562.27
3132M9TT1	FEDERAL HOME LN MTG CORP	48212.699	51,323.93	50,978.18
3135G0VA8	FEDERAL NATL MTG ASSN	68000.000	67,976.88	68,005.44
3137EADP1	FEDERAL HOME LN MTG CORP	91000.000	90,600.24	90,361.18
3138ASSD5	FEDERAL NATL MTG ASSN	36551.072	39,378.09	39,551.18
3138EJJP4	FEDERAL NATL MTG ASSN	18023.810	20,006.42	19,879.72
3138LYML8	FEDERAL NATL MTG ASSN	57861.081	59,759.65	58,057.81
3138NYQR9	FEDERAL NATL MTG ASSN	139451.048	146,129.44	144,135.21
3138W94X5	FEDERAL NATL MTG ASSN	11566.094	12,925.12	12,729.41
3138WAHH3	FEDERAL NATL MTG ASSN	70242.484	75,258.23	75,863.99
3138WBSS5	FEDERAL NATL MTG ASSN	1545.172	1,680.37	1,668.83
3138WCQG1	FEDERAL NATL MTG ASSN	112832.093	120,941.90	119,437.28
3138WFKJ4	FEDERAL NATL MTG ASSN	130120.979	135,356.31	134,348.61
3138XXGE0	FEDERAL NATL MTG ASSN	55792.318	59,366.51	58,512.19
3138Y3M57	FEDERAL NATL MTG ASSN	8373.761	9,082.92	9,043.91
3138Y3X71	FEDERAL NATL MTG ASSN	10898.952	11,666.99	11,536.98
3138YD3V9	FEDERAL NATL MTG ASSN	955.446	998.45	986.49
3138YHRS1	FEDERAL NATL MTG ASSN	9866.884	9,996.41	9,875.47
3138YLR45	FEDERAL NATL MTG ASSN	979.597	992.45	980.96
3138YPVA7	FEDERAL NATL MTG ASSN	12850.840	13,401.02	13,268.36
31410LNY4	FEDERAL NATL MTG ASSN	82600.312	90,292.43	90,848.78
31416BNK0	FEDERAL NATL MTG ASSN	136396.824	145,731.47	148,051.93
31418BU79	FEDERAL NATL MTG ASSN	87707.172	93,846.68	92,881.02
31419ANJ2	FEDERAL NATL MTG ASSN	29879.603	33,483.83	33,384.18
31620M106	FIDELITY NATL INFORMATION SVCS	2024.000	110,026.58	122,654.40
316773100	FIFTH THIRD BANCORP	765.000	12,861.56	15,376.50
31678A103	FIFTH ST FIN CORP	1343.000	11,232.63	8,568.34
317485100	FINANCIAL ENGINES INC	265.000	9,544.79	8,922.55
320517105	FIRST HORIZON NATL CORP	946.000	12,107.29	13,735.92
33582V108	FIRST NIAGARA FINL GROUP INC	2977.000	27,705.75	32,300.45
33616C100	FIRST REP BK SAN FRANCISCO	305.000	12,383.21	20,148.30
337932107	FIRSTENERGY CORP	169.000	5,646.62	5,362.37
33829M101	FIVE BELOW INC	380.000	15,042.38	12,198.00

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339041105	FLEETCOR TECHNOLOGIES INC	112.000	12,373.92	16,008.16
343412102	FLUOR CORP	93 000	4,846.15	4,391.46
34964C106	FORTUNE BRANDS HOME & SEC INC	233.000	10,870 55	12,931.50
354613101	FRANKLIN RES INC	1893 000	97,262.37	69,700 26
358029106	FRESENIUS MED CARE AG	1037 000	43,395 64	43,388.08
361841AD1	GLP CAP L P / GLP FING II INC	18000.000	18,373 39	17,640 00
36191G107	GNC HLDGS INC	343 000	11,413 84	10,639.86
36237H101	G-III APPAREL GROUP LTD	303.000	11,477 84	13,410.78
36863N208	GEMALTO NV	1527 000	48,660.64	45,840 54
36962G3P7	GENERAL ELEC CAP CORP	56000.000	66,740 40	68,519 36
370334104	GENERAL MLS INC	1885 000	77,033 59	108,689 10
37045XAJ5	GENERAL MTRS FINL CO INC	37000 000	37,453 26	37,185 37
37045XAL0	GENERAL MTRS FINL CO INC	19000 000	19,508.91	18,793 66
37244DAF6	GENON ESCROW CORP UNSECD	10000 000	10,314.35	7,400 00
37247D106	GENWORTH FINL INC	2327.000	22,328 29	8,679 71
377316104	GLATFELTER	708.000	16,802.06	13,055.52
37940X102	GLOBAL PMTS INC	348.000	14,092.74	22,449.48
379411101	GLOBAL LOGISTIC PPTYS LTD	3092 000	53,305.48	46,859.26
379577208	GLOBUS MED INC CL A	261 000	6,926 84	7,261.02
38141EA58	GOLDMAN SACHS GROUP INC	40000 000	40,562.00	43,941 60
38141G104	GOLDMAN SACHS GROUP INC	703.000	96,595 30	126,701.69
382550BC4	GOODYEAR TIRE & RUBR CO	18000.000	19,150.11	19,282.50
384109104	GRACO INC	250.000	16,852 38	18,017 50
384802104	GRAINGER W W INC	78.000	19,518 08	15,802.02
388689101	GRAPHIC PACKAGING HLDG CO	1418 000	11,823 41	18,192.94
38869PAK0	GRAPHIC PACKAGING INTL INC	19000.000	19,000 00	19,380 00
391164100	GREAT PLAINS ENERGY INC	263.000	6,182.63	7,182.53
39304D102	GREEN DOT CORP	566 000	11,980 50	9,293.72
395259104	GREENHILL & CO INC	796 000	31,756 66	22,773 56
401617105	GUESS INC	180.000	4,540.79	3,398 40
404119BM0	HCA INC	19000 000	18,810 00	19,142.50
404119BN8	HCA INC	37000 000	36,537 50	36,907.50
40415F101	HDFC BK LTD	570.000	33,294 35	35,112.00
40418F108	HFF INC	229 000	7,583 77	7,115.03

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404280406	HSBC HLDGS PLC	2634.000	129,029.67	103,963.98
405024100	HAEMONETICS CORP	380 000	11,877 21	12,251 20
405217100	HAIN CELESTIAL GROUP INC	238 000	8,502.30	9,612 82
412822108	HARLEY DAVIDSON INC	83.000	5,237.43	3,767 37
413160102	HARMONIC INC	1074.000	6,523 81	4,371.18
413875105	HARRIS CORP DEL	154 000	10,138 86	13,382.60
415864107	HARSCO CORP	750.000	10,273.70	5,910.00
42222G108	HEALTH NET INC	125 000	5,071 55	8,557.50
42235N108	HEARTLAND PMT SYS INC	437.000	23,243.59	41,436 34
42281P205	HEIDELBERGCEMENT AG	1902.000	29,815.20	31,247 96
428040CJ6	HERTZ CORP	19000.000	19,454 83	19,408 50
428040CN7	HERTZ CORP UNSECD	19000.000	19,502 05	19,665.00
42824C109	HEWLETT PACKARD ENTERPRISE CO	332 000	4,667 64	5,046.40
428291108	HEXCEL CORP NEW	254 000	8,123 30	11,798.30
43300A104	HILTON WORLDWIDE HLDGS INC	566 000	15,707.07	12,112 40
438516106	HONEYWELL INTL INC	744.000	42,833 85	77,056.08
443510201	HUBBELL INC	17.000	1,610.07	1,702.72
443510607	HUBBELL INC	156 000	15,606.99	15,762 24
446150104	HUNTINGTON BANCSHARES INC	1151.000	9,586.96	12,730 06
446413106	HUNTINGTON INGALLS INDS INC	110.000	5,989 91	13,953.50
449172105	HYSTER-YALE MATLS HANDLING INC	42 000	2,197.96	2,202 90
44919P508	IAC / INTERACTIVECORP	75 000	4,241.97	4,503 75
45031UBX8	ISTAR FINL INC	3000.000	2,940.00	2,941.50
451102AX5	ICAHN ENTERPRISES L P / ICAHN	18000 000	18,551.35	18,151.20
452308109	ILLINOIS TOOL WKS INC	808.000	67,800.38	74,885 44
45245E109	IMAX CORP	297 000	10,551 93	10,555 38
45662N103	INFINEON TECHNOLOGIES AG	3112.000	38,761.48	45,653.04
45667G103	INFINERA CORP	765 000	13,365 34	13,861.80
45784P101	INSULET CORP	173 000	7,410.20	6,541 13
45824TAE5	INTELSAT JACKSON HLDGS S A	40000.000	41,644 20	36,700.00
45841N107	INTERACTIVE BROKERS GROUP INC	296.000	7,522 93	12,905.60
45866F104	INTERCONTINENTAL EXCHANGE INC	91 000	16,568 69	23,319.66
459200101	INTERNATIONAL BUSINESS MACHS	251 000	48,106.67	34,542.62
459745GF6	INTERNATIONAL LEASE FIN CORP	32000 000	37,170.71	37,840.00

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460146103	INTERNATIONAL PAPER CO	129.000	5,081.79	4,863.30
46069S109	INTERSIL CORP	1199.000	14,935.35	15,299.24
46115H107	INTESA SANPAOLO	1949.000	35,190.09	39,227.52
461202103	INTUIT	231.000	21,085.52	22,291.50
46145F105	INVESTMENT TECHNOLOGY GRP NEW	487.000	8,361.62	8,288.74
46146L101	INVESTORS BANCORP INC NEW	4064.000	46,185.48	50,556.16
46284PAP9	IRON MOUNTAIN INC	19000.000	18,738.75	18,335.00
464287200	ISHARES CORE S&P 500 ETF	48840.000	10,243,005.90	10,005,850.80
464287499	ISHARES RUSSELL MID-CAP ETF	18390.000	3,181,858.52	2,945,710.20
464287655	ISHARES RUSSELL 2000 ETF	26177.000	3,295,134.69	2,948,053.74
46625H100	J P MORGAN CHASE & CO	3280.000	129,548.24	216,578.40
46625HJT8	JPMORGAN CHASE & CO	88000.000	89,487.79	90,470.16
466313103	JABIL CIRCUIT INC	409.000	7,896.35	9,525.61
47102X105	JANUS CAP GROUP INC	1488.000	21,367.70	20,965.92
471122200	JARDINE STRATEGIC HLDGS LTD	2481.000	39,694.16	33,902.86
47215P106	JD.COM INC	1025.000	29,591.44	33,071.63
478160104	JOHNSON & JOHNSON	1315.000	87,337.09	135,076.80
478366107	JOHNSON CTLS INC	1049.000	30,081.97	41,425.01
48123V102	J2 GLOBAL INC	185.000	13,394.00	15,229.20
48137C108	JULIUS BAER GROUP LTD	5003.000	53,099.75	48,639.17
48241F104	KBC GROUP NV	930.000	31,030.08	29,130.39
482539103	KLX INC	729.000	28,311.71	22,445.91
485170302	KANSAS CITY SOUTHERN	195.000	19,021.64	14,560.65
48562P103	KAPSTONE PAPER & PACKAGING	451.000	13,177.16	10,188.09
485785109	KASIKORNBANK PUB CO LTD	1511.000	28,249.90	25,277.52
485865109	KATE SPADE & CO	899.000	21,333.96	15,975.23
48667L106	KDDI CORP	3346.000	38,404.86	43,862.71
489170100	KENNAMETAL INC	492.000	16,565.06	9,446.40
492460100	KERRY GROUP PLC	461.000	32,784.16	38,214.60
49461BAB0	KINETIC CONCEPTS INC / KCI USA	18000.000	19,293.92	17,550.00
500472303	KONINKLIJKE PHILIPS NV	1786.000	46,813.26	45,453.70
50060P106	KOPPERS HLDGS INC	397.000	13,567.33	7,245.25
500643200	KORN FERRY INTL	386.000	11,524.66	12,807.48
501173207	KUBOTA LTD	557.000	42,897.11	43,710.02

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501797104	L BRANDS INC	114.000	6,215.24	10,923.48
501889208	LKQ CORP	513.000	14,436.20	15,200.19
505336107	LA Z BOY INC	496.000	13,458.67	12,112.32
50540R409	LABORATORY CORP AMER HLDGS	69.000	7,350.64	8,531.16
513075BE0	LAMAR MEDIA CORP	19000.000	18,715.00	19,237.50
521865204	LEAR CORP	109.000	4,938.02	13,388.47
521865AX3	LEAR CORP	19000.000	19,403.13	19,332.50
524686672	LEGG MASON BW ABSOLUTE RETURN	52606.780	620,760.00	589,722.00
526057BT0	LENNAR CORP	12000.000	12,407.96	12,202.56
526057BV5	LENNAR CORP	19000.000	18,615.45	18,572.50
527288BE3	LEUCADIA NATL CORP	18000.000	18,074.10	17,571.24
527298AW3	LEVEL 3 FING INC UNSECD GTD	18000.000	18,815.86	18,810.00
52729N308	LEVEL 3 COMMUNICATIONS INC	170.000	7,128.28	9,241.20
52729NBX7	LEVEL 3 COMMUNICATIONS INC SR	19000.000	19,499.56	19,427.50
532716AT4	LIMITED BRANDS INC	17000.000	18,562.65	18,827.50
53578A108	LINKEDIN CORP	94.000	20,304.06	21,157.52
536797103	LITHIA MTRS INC	154.000	11,447.02	16,427.18
53931R103	LIXIL GROUP CORP	1015.000	43,021.35	45,563.35
539439109	LLOYDS BANKING GROUP PLC	8233.000	38,992.11	35,895.88
539830BF5	LOCKHEED MARTIN CORP	46000.000	45,997.24	45,727.22
540424108	LOEWS CORP	160.000	6,355.66	6,144.00
548661107	LOWES COS INC	906.000	67,784.83	68,892.24
552953BY6	MGM RESORTS INTL	18000.000	19,289.83	18,495.00
55345K103	MRC GLOBAL INC	724.000	13,421.25	9,339.60
553777103	MTS SYS CORP	197.000	13,711.93	12,491.77
55973B110	MAGNUM HUNTER RES CORP DEL	180.000	0.00	0.20
562750109	MANHATTAN ASSOCS INC	341.000	13,429.19	22,563.97
56418H100	MANPOWERGROUP INC	134.000	7,488.33	11,294.86
56585A102	MARATHON PETE CORP	188.000	7,959.98	9,745.92
570506AQ8	MARKWEST ENERGY PARTNERS LP /	39000.000	39,982.56	34,125.00
57060D108	MARKETAXESS HLDGS INC	91.000	6,359.94	10,154.69
571748102	MARSH & MCLENNAN COS INC	212.000	7,574.23	11,755.40
574599106	MASCO CORP	489.000	9,113.12	13,838.70
574599BH8	MASCO CORP	17000.000	18,399.07	18,360.00

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574795100	MASIMO CORP	178.000	4,594 50	7,388 78
576485205	MATADOR RES CO	332 000	8,698 47	6,563.64
57665R106	MATCH GROUP INC	355.000	5,073 79	4,810.25
576853105	MATRIX SVC CO	412.000	12,926.04	8,462 48
57686G105	MATSON INC	366.000	11,158 37	15,602 58
577933104	MAXIMUS INC	251 000	11,985.05	14,118 75
579780206	MCCORMICK & CO INC	255.000	18,134 67	21,817 80
580645109	MCGRAW HILL FINL INC	64 000	3,430.70	6,309.12
58471A105	MEDIDATA SOLUTIONS INC	263.000	12,806 61	12,963.27
58501N101	MEDIVATION INC	92.000	2,254.99	4,447.28
587200106	MENTOR GRAPHICS CORP	440 000	9,692 54	8,104.80
58933Y105	MERCK & CO INC	3267 000	192,591.18	172,562.94
59151K108	METHANEX CORP	84.000	2,734 79	2,772 84
59156R108	METLIFE INC	2029 000	72,327 20	97,818 09
592688105	METTLER TOLEDO INTERNATIONAL	35 000	8,649.61	11,869 55
594918104	MICROSOFT CORP	2105 000	86,589 38	116,785 40
594918BD5	MICROSOFT CORP	75000 000	74,431.10	69,106 50
595112BA0	MICRON TECHNOLOGY INC	23000 000	24,147 23	22,367 50
595137100	MICROSEMI CORP	217 000	6,104 45	7,072 03
596278101	MIDDLEBY CORP	171.000	18,265 82	18,445.77
606783207	MITSUBISHI ESTATE LTD	2189.000	47,913 71	45,920 84
60877T100	MOMENTA PHARMACEUTICALS INC	260.000	3,008 26	3,858.40
61166W101	MONSANTO CO	668 000	69,429.09	65,811.36
61174X109	MONSTER BEVERAGE CORP	1383 000	193,732.34	206,011.68
615369105	MOODYS CORP	62 000	3,590 06	6,221 08
61747YDT9	MORGAN STANLEY	19000.000	18,962 57	19,680.58
61761JVL0	MORGAN STANLEY	45000 000	45,095.58	45,216.45
61945C103	MOSAIC CO	137.000	4,726 28	3,779.83
629377BU5	NRG ENERGY INC	20000.000	20,728.47	17,350.00
631103108	NASDAQ INC	1466.000	56,660.14	85,277.22
636274300	NATIONAL GRID PLC	670 000	44,320 85	46,591.80
63860UAE0	NATIONSTAR MTG LLC/NATIONSTAR	9000 000	9,337 50	9,292 50
63860UAK6	NATIONSTAR MTG LLC / NATIONSTAR	26000 000	24,997 50	23,010.00
639050103	NATUS MEDICAL INC COM	321.000	10,116.30	15,424.05

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63938C108	NAVIENT CORP	406.000	5,774.13	4,648.70
641069406	NESTLE S A	2098.000	143,151.63	156,250.65
64110W102	NETEASE INC	45.000	3,315.20	8,155.80
64128R608	NEUBERGER BERMAN LONG SHORT	60763.508	775,950.00	757,113.31
651229106	NEWELL RUBBERMAID INC	348.000	8,773.98	15,339.84
654902204	NOKIA CORP	5260.000	36,247.33	36,925.20
666807102	NORTHROP GRUMMAN CORP	671.000	104,041.35	126,691.51
66987V109	NOVARTIS A G	1892.000	192,424.73	162,787.68
66989HAG3	NOVARTIS CAP CORP	45000.000	44,728.65	46,457.55
670100205	NOVO-NORDISK A S	2798.000	152,526.75	162,507.84
67103H107	O REILLY AUTOMOTIVE INC	15.000	3,844.23	3,801.30
674599105	OCCIDENTAL PETE CORP DEL	1072.000	89,793.85	72,477.92
681919106	OMNICOM GROUP INC	141.000	8,606.76	10,668.06
682189105	ON SEMICONDUCTOR CORP	198.000	1,331.95	1,940.40
683745103	OPHTHOTECH CORP	182.000	8,238.31	14,292.46
68389X105	ORACLE CORP	4671.000	202,445.14	170,631.63
68389XBC8	ORACLE CORP	47000.000	45,239.85	45,786.93
686330101	ORIX CORP	467.000	36,628.27	32,802.08
689164101	OTSUKA HLDGS CO LTD	2493.000	44,252.02	44,731.90
69318G106	PBF ENERGY INC	420.000	11,921.01	15,460.20
69331C108	PG&E CORP	107.000	4,880.96	5,691.33
693390882	PIMCO FOREIGN BD US\$HD INSTL	84665.228	900,827.79	839,032.41
693475105	PNC FINL SVCS GROUP INC	522.000	46,342.83	49,751.82
693506107	PPG INDS INC	1340.000	145,154.90	132,418.80
69354N106	PRA GROUP INC	206.000	10,971.77	7,146.14
693656100	PVH CORP	195.000	20,973.94	14,361.75
693656AA8	PVH CORP SR UNSECD NT	19000.000	18,845.00	18,572.50
695156109	PACKAGING CORP AMER	93.000	5,889.37	5,863.65
69840W108	PANERA BREAD CO	119.000	20,135.56	23,178.82
701094104	PARKER HANNIFIN CORP	45.000	3,652.01	4,364.10
701877102	PARSLEY ENERGY INC	313.000	5,121.61	5,774.85
703481101	PATTERSON-UTI ENERGY INC	528.000	8,239.83	7,962.24
717081103	PFIZER INC	3196.000	69,607.74	103,166.88
71714F104	PHARMERICA CORP	145.000	4,167.45	5,075.00

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718172109	PHILIP MORRIS INTL INC	2047 000	180,152.88	179,951.77
720186105	PIEDMONT NAT GAS INC	335.000	11,901.37	19,101.70
723456109	PINNACLE ENTMT INC	202 000	5,243.87	6,286.24
73179P106	POLYONE CORP	96 000	3,748.79	3,048.96
737446AB0	POST HLDGS INC SR UNSECD	36000 000	36,224.12	37,530.00
739276103	POWER INTEGRATIONS INC	205.000	12,943.79	9,969.15
742718109	PROCTER & GAMBLE CO	1823 000	146,767.79	144,764.43
742962103	PRIVATEBANCORP INC	247.000	7,875.20	10,131.94
743713109	PROTO LABS INC	153.000	11,682.07	9,744.57
744320102	PRUDENTIAL FINL INC	536 000	31,564.39	43,635.76
744336504	PRUDENTIAL GLOBAL REAL ESTATE	33573.392	799,149.73	795,017.92
74435K204	PRUDENTIAL PLC	1042 000	43,373.91	46,973.36
74624M102	PURE STORAGE INC	121.000	1,973.73	1,883.97
74733V100	QEP RES INC	293.000	7,636.12	3,926.20
74736K101	QORVO INC	352 000	23,873.96	17,916.80
747525103	QUALCOMM INC	2978 000	186,715.50	148,855.33
74925K581	ROBECO BOSTON PARTNERS LONG/	50223.301	775,950.00	748,829.42
749685103	RPM INTL INC	106.000	4,941.70	4,670.36
74978Q105	RSP PERMIAN INC	149.000	3,530.81	3,634.11
750469207	RADIUS HEALTH INC	77.000	5,143.58	4,738.58
75281AAQ2	RANGE RES CORP	16000 000	16,435.38	11,920.00
754730109	RAYMOND JAMES FINL INC	314.000	13,849.12	18,202.58
755111507	RAYTHEON CO	54 000	5,655.55	6,724.62
756255204	RECKITT BENCKISER PLC	2934 000	50,617.76	54,323.01
759351604	REINSURANCE GROUP AMER INC	82 000	4,815.43	7,015.10
761283100	RESTORATION HARDWARE HLDGS INC	319 000	24,906.71	25,344.55
762760106	RICE ENERGY INC	186 000	4,745.27	2,027.40
767754CG7	RITE AID CORP UNSECD SR NT	18000.000	19,076.86	18,855.00
770323103	ROBERT HALF INTL INC	345 000	12,455.73	16,263.30
771195104	ROCHE HLDG LTD	3946 000	139,485.79	136,200.14
780153AU6	ROYAL CARIBBEAN CRUISES LTD	8000 000	8,427.11	8,200.00
780249108	ROYAL DSM N V	3616 000	51,270.72	45,445.89
780259206	ROYAL DUTCH SHELL PLC	2625 000	142,917.45	120,198.75
780641205	ROYAL KPN NV	12474 000	48,459.68	47,313.88

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78388J106	SBA COMMUNICATIONS CORP	185 000	13,573.76	19,437.95
78388JAT3	SBA COMMUNICATIONS CORP	19000 000	18,952.50	18,715.00
784117103	SEI INVESTMENTS CO	3030 000	129,586.49	158,772.00
78442FER5	SLM CORP	10000.000	9,500.00	9,350.00
78442P106	SLM CORP	1533.000	13,144.95	9,995.16
78572M105	SABMILLER PLC	1836.000	96,794.84	110,125.12
78573M104	SABRE CORP	566 000	15,126.76	15,831.02
786584102	SAFRAN S A	1525.000	24,872.61	26,245.25
78709Y105	SAIA INC	303 000	11,874.77	6,741.75
790849103	ST JUDE MED INC	110 000	7,542.03	6,794.70
79546E104	SALLY BEAUTY HLDGS INC	761.000	20,225.04	21,224.29
79546VAJ5	SALLY HLDGS LLC / SALLY CAP INC	18000 000	18,392.53	18,630.00
80105N105	SANOFI	868 000	43,494.69	37,020.20
803054204	SAP SE	716 000	54,398.30	56,635.60
806407102	SCHEIN HENRY INC	129 000	13,383.93	20,406.51
806857108	SCHLUMBERGER LTD	2742 000	211,648.01	191,254.50
80687P106	SCHNEIDER ELEC SE	1924 000	22,826.54	21,970.16
808090757	SCHRODER EMERGING MKT EQUITY	169017 186	2,083,000.00	1,840,597.16
808513105	SCHWAB CHARLES CORP NEW	155.000	2,052.42	5,104.15
813113206	SECOM LTD	2720 000	44,964.37	46,580.00
81603X108	SEIKO EPSON CORP	6055 000	45,928.58	47,065.51
816078307	SEKISUI HOUSE LTD	2030 000	27,568.71	34,534.36
81762P102	SERVICENOW INC	190.000	10,729.03	16,446.40
81783H105	SEVEN & I HLDGS CO LTD	3108.000	68,282.16	71,695.34
822582AW2	SHELL INTL FIN B V	45000 000	45,077.15	45,008.55
827048109	SILGAN HOLDINGS INC	222 000	11,142.34	11,925.84
830566105	SKECHERS U S A INC	580 000	11,177.09	17,521.80
83084V106	SKY PLC	1046 000	72,596.07	68,574.71
83175M205	SMITH & NEPHEW PLC	1332 000	36,669.48	47,419.20
83364L109	SOCIETE GENERALE FRANCE	4838 000	46,799.32	44,746.66
848637104	SPLUNK INC	183 000	11,779.97	10,762.23
84920Y106	SPORTSMANS WHSE HLDGS INC	717.000	9,995.72	9,249.30
852060AD4	SPRINT CAP CORP	24000 000	23,230.00	16,740.00
852061AM2	SPRINT NEXTEL CORP	11000.000	12,092.59	10,120.00

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852061AS9	SPRINT NEXTEL CORP	24000 000	23,460 00	16,920 00
852891100	STANCORP FINL GROUP INC	178 000	11,869.98	20,270 64
854502101	STANLEY BLACK & DECKER INC	109 000	9,534 92	11,633.57
857477103	STATE STR CORP	719.000	43,042 34	47,712.84
85771P102	STATOIL ASA	2007 000	37,947 02	28,017 72
858119100	STEEL DYNAMICS INC	153.000	2,660 38	2,734 11
858119AZ3	STEEL DYNAMICS INC	21000 000	20,520.00	19,162.50
86562M209	SUMITOMO MITSUI FINL GROUP INC	16321 000	135,079.30	123,876.39
867914103	SUNTRUST BKS INC	277.000	8,247 53	11,866.68
86800U104	SUPER MICRO COMPUTER INC	244 000	9,391.29	5,980 44
86803T104	SUNTORY BEVERAGE & FOOD LTD	3559.000	73,568 23	78,696 61
871013108	SWISSCOM AG	618.000	33,222.05	31,054.50
871237103	SYKES ENTERPRISES INC	424.000	6,912 39	13,050.72
87151Q106	SYMETRA FINL CORP	738 000	13,596.61	23,446 26
87157D109	SYNAPTICS INC	120 000	9,311 29	9,640 80
87160A100	SYNGENTA AG	884.000	66,914.64	69,597.32
87162H103	SYNTEL INC	212 000	9,769 23	9,593 00
87236Y108	TD AMERITRADE HLDG CORP	543 000	12,366 26	18,847.53
87264AAF2	T-MOBILE USA INC UNSECD SR NT	19000.000	19,466.13	19,807 50
87264AAH8	T-MOBILE USA INC SR UNSECD	19000.000	19,117.70	19,522.50
874039100	TAIWAN SEMICONDUCTOR MFG LTD	2100 000	39,961 09	47,775.00
875372104	TANDEM DIABETES CARE INC	265 000	3,636 46	3,129 65
87612BAM4	TARGA RES PARTNERS LP/TARGA	21000 000	21,913.01	17,010 00
87612E106	TARGET CORP	984 000	58,656.49	71,448.24
879369106	TELEFLEX INC	78 000	9,163 34	10,253 10
88033GBU3	TENET HEALTHCARE CORP	19000.000	19,408.93	19,095.00
88033GCE8	TENET HEALTHCARE CORP	17000 000	18,662.47	16,957.50
880349105	TENNECO INC	137.000	7,241.76	6,289 67
880779103	TEREX CORP NEW	568 000	14,766.86	10,496.64
881609101	TESORO CORP	45.000	2,813.93	4,741.65
88160QAD5	TESORO LOGISTICS LP / TESORO	18000 000	18,752.50	17,100.00
881624209	TEVA PHARMACEUTICAL INDS LTD	369.000	23,562 36	24,221 16
88162F105	TETRA TECHNOLOGIES INC DEL	995 000	8,259 44	7,482.40
882508104	TEXAS INSTRS INC	1481.000	69,722 46	81,173.61

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883203101	TEXTRON INC	138 000	5,863.77	5,797.38
883556102	THERMO FISHER SCIENTIFIC CORP	537.000	32,083.19	76,173.45
88579Y101	3M CO	327.000	31,039.64	49,259.28
886423102	TIDEWATER INC	637 000	10,808.59	4,433.52
887317303	TIME WARNER INC	1030.000	72,090.70	66,610.10
887389104	TIMKEN CO	101 000	4,239.29	2,887.59
890880206	TORAY INDS INC	2488 000	40,662.01	46,742.06
891027104	TORCHMARK CORP	96.000	3,052.03	5,487.36
891160509	TORONTO DOMINION BK ONTARIO	996 000	42,282.26	39,013.32
89151E109	TOTAL S A	1018 000	48,604.02	45,759.10
891894107	TOWERS WATSON & CO	116 000	9,951.15	14,901.36
891906109	TOTAL SYS SVCS INC	186 000	6,689.72	9,262.80
89233P6S0	TOYOTA MTR CR CORP	45000 000	45,108.82	44,867.70
892356106	TRACTOR SUPPLY CO	247.000	21,892.94	21,118.50
89236MAB6	TOYS R US PPTY CO II LLC	20000 000	20,316.24	17,200.00
893647AR8	TRANSDIGM INC	20000 000	19,500.00	19,350.00
89417E109	TRAVELERS COS INC	1337 000	90,707.56	150,893.82
89469A104	TREEHOUSE FOODS INC	131 000	9,102.35	10,278.26
899896104	TUPPERWARE BRANDS CORP	246 000	17,313.64	13,689.90
901109108	TUTOR PERINI CORP	408.000	11,267.75	6,829.92
90184L102	TWITTER INC	142 000	5,206.95	3,285.88
902973304	US BANCORP DEL	964.000	42,798.21	41,133.88
903480101	UCB S A	828 000	33,457.99	37,430.57
90384S303	ULTA SALON COSMETICS &	138.000	14,894.40	25,530.00
904311107	UNDER ARMOUR INC	183.000	11,117.90	14,751.63
904587102	UNIBAIL-RODAMCO SE	1802.000	47,132.25	45,884.33
907818108	UNION PAC CORP	336.000	28,397.61	26,275.20
911312106	UNITED PARCEL SVC INC	1174.000	114,455.02	112,974.02
911312AH9	UNITED PARCEL SVC INC	40000.000	46,044.90	43,292.80
911365BA1	UNITED RENTALS NORTH AMER INC	6000.000	6,315.00	6,330.00
911365BB9	UNITED RENTALS NORTH AMER INC	20000 000	20,297.14	19,800.00
912810FS2	UNITED STATES TREAS NT	158179 560	183,566.70	175,740.65
912810PZ5	UNITED STATES TREAS BD	144012.700	176,325.45	170,606.08
912810QW1	UNITED STATES TREAS BD	74000.000	80,084.94	74,456.58

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912810RH3	UNITED STATES TREAS BD	129000 000	131,612.35	131,836 71
912828D56	UNITED STATES TREAS NTS	203000 000	211,169.25	205,117.29
912828F62	UNITED STATES TREAS NT	341000 000	339,991 27	339,936.08
912828K74	UNITED STATES TREAS NT	93000 000	91,201.15	90,678 72
912828KQ2	UNITED STATES TREAS NT	64000.000	67,659.25	67,517.44
912828M98	UNITED STATES TREAS NT	41000.000	40,957 59	40,756 46
912828QD5	UNITED STATES TREAS NT	80814.000	80,650 50	80,499 63
912828RJ1	UNITED STATES TREAS NT	71000.000	71,302.39	71,141 29
912828RR3	UNITED STATES TREAS NT	197000.000	194,218 00	197,577 21
912828SS0	UNITED STATES TREAS NTS	200000.000	200,381 74	199,914.00
912828TE0	UNITED STATES TREAS NT	179961.240	177,241 17	174,492 22
912828TW0	UNITED STATES TREAS NT	142000 000	139,095 40	141,245 98
912828UZ1	UNITED STATES TREAS NT	35000.000	33,634 18	34,550 25
912828VA5	UNITED STATES TREAS NT	46000.000	45,008 12	44,948 90
912828VS6	UNITED STATES TREAS NT	169000.000	166,384.53	173,390.62
912828WD8	UNITED STATES TREAS NT	113000 000	112,849 91	112,840.67
912828XL9	UNITED STATES TREAS NT	345011 360	333,996.69	334,033.10
913017109	UNITED TECHNOLOGIES CORP	1215 000	108,829 41	116,725.05
91529Y106	UNUM GROUP	381 000	13,192.98	12,683 49
918204108	V F CORP	118.000	7,112 19	7,345.50
920355104	VALSPAR CORP	147 000	11,274 92	12,193 65
922042858	VANGUARD FTSE EMERGING MKTS	23073 000	964,081.88	754,717.83
92220P105	VARIAN MED SYS INC	1248 000	118,361.38	100,838.40
922475108	VEEVA SYS INC	181.000	5,146.06	5,221 85
922908553	VANGUARD REIT	11045.000	711,717.36	880,617.85
92343EAF9	VERISIGN INC UNSECD SR NT	19000 000	18,865 65	18,396.75
92343V104	VERIZON COMMUNICATIONS INC	2226 000	106,344 87	102,885 72
92343VBT0	VERIZON COMMUNICATIONS INC	39000 000	42,071.25	46,301.19
92343X100	VERINT SYS INC	253.000	13,185.01	10,261.68
92532F100	VERTEX PHARMACEUTICALS INC	56.000	2,295.02	7,046.48
92826C839	VISA INC	2983.000	86,835 46	231,331 65
92826CAF9	VISA INC	46000 000	46,291 64	46,669 76
92827P102	VIRTUSA CORP	283 000	10,359.69	11,699 22
92849E101	VITAMIN SHOPPE INC	297.000	10,783 87	9,711.90

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92852T201	VIVENDI SA	2182 000	54,544 26	47,074 47
92857W308	VODAFONE GROUP PLC NEW	3745.000	138,081 41	120,813.70
92927K102	WABCO HLDGS INC	39 000	3,455 38	3,988.14
92937A102	WPP PLC	696.000	78,110.39	79,859.04
931142DF7	WAL-MART STORES INC	68000.000	68,330 93	67,716 44
949746101	WELLS FARGO & CO	3892.000	143,277.90	211,569.12
94974BGA2	WELLS FARGO & CO NEW	91000 000	89,549 46	90,528.62
949917744	WELLS FARGO ADVANTAGE ULTRA	145468 178	1,240,843 56	1,227,751.42
95082P105	WESCO INTL INC	116 000	8,188 84	5,066.88
95709T100	WESTAR ENERGY INC	133 000	4,029.89	5,640.53
958102105	WESTERN DIGITAL CORP	249.000	15,515 25	14,952.45
959319104	WESTERN REFNG INC	112.000	4,905.19	3,989 44
966387AG7	WHITING PETE CORP	21000.000	20,985 00	15,855 00
966837106	WHOLE FOODS MKT INC	511.000	22,798.90	17,118.50
968223206	WILEY JOHN & SONS INC	246.000	12,336 60	11,077 38
96925P104	WILLIAM HILL PLC	1977 000	48,412.60	46,157 02
969457BV1	WILLIAMS COS INC	25000.000	18,190 00	14,844.00
98212B103	WPX ENERGY INC	1046 000	6,809 92	6,004.04
98310W108	WYNDHAM WORLDWIDE CORP	73 000	5,349 75	5,303.45
98419M100	XYLEM INC	212.000	7,929 38	7,738.00
988498101	YUM BRANDS INC	1252 000	98,087.03	91,458 60
98956P102	ZIMMER BIOMET HLDGS INC	97 000	9,869.00	9,951.23
98978V103	ZOETIS INC	382 000	16,247 04	18,305 44
D18190898	DEUTSCHE BK AG	778.000	32,500 20	18,788 70
G01767105	ALKERMES PLC	115.000	5,158.56	9,128.70
G02602103	AMDOCS LTD	260.000	9,678.12	14,188 20
G0408V102	AON PLC	161.000	15,785.72	14,845 81
G0750C108	AXALTA COATING SYSTEMS LTD	491 000	13,720.97	13,085.15
G1151C101	ACCENTURE PLC	1610.000	108,254 81	168,245 00
G27823106	DELPHI AUTOMOTIVE PLC	678.000	21,756 55	58,124 94
G29183103	EATON CORP PLC	560.000	37,726.99	29,142 40
G4617B105	HORIZON PHARMA PLC	549 000	10,688 84	11,896.83
G4705A100	ICON PLC	482 000	23,970 93	37,451.40
G47791101	INGERSOLL-RAND CO LTD	143.000	9,516.51	7,906 47

BOEING COMPANY CHARITABLE TRUST

91-6056738

Balance Sheet

12/31/2015

Bank of America



Cusip	Asset	Units	Basis	Market Value
G5315B107	KOSMOS ENERGY LLC	255.000	2,732.55	1,326.00
G58249106	MARKIT LIMITED	1558.000	41,454.25	47,004.86
G5960L103	MEDTRONIC PLC	1306.000	99,556.34	100,457.52
G7945M107	SEAGATE TECH	85.000	2,231.42	3,116.10
G7S00T104	PENTAIR PLC	363.000	23,593.04	17,979.39
G84720104	STERIS PLC	145.000	10,825.17	10,924.30
G91442106	TYCO INTL PLC	564.000	22,630.02	17,985.96
G9618E107	WHITE MTNS INS GROUP LTD	29.000	17,919.80	21,077.49
G98290102	XL GROUP PLC	147.000	4,835.65	5,759.46
H0023R105	ACE LTD	628.000	46,934.95	73,381.80
H84989104	TE CONNECTIVITY LTD	100.000	4,140.72	6,461.00
M20598104	CAESAR STONE SDOT YAM LTD	251.000	12,404.64	10,878.34
M22465104	CHECK POINT SOFTWARE TECH LTD	668.000	42,228.54	54,361.84
N20146101	CIMPRESS NV	119.000	9,968.62	9,655.66
N7902X106	SENSATA TECH HLDG NV	380.000	15,443.11	17,502.80
Y0486S104	AVAGO TECHNOLOGIES LTD	61.000	2,873.24	8,854.15
Y2573F102	FLEXTRONICS	526.000	4,550.94	5,896.46
		Totals.	66,624,733.36	65,134,273.76