

BOEING CO
Form 11-K
June 26, 2015
Table of Contents

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 11-K

ANNUAL REPORT

Pursuant to Section 15 (d) of the
Securities Exchange Act of 1934

For the fiscal year ended December 31, 2014

Commission File No. 1-442

THE BOEING COMPANY VOLUNTARY INVESTMENT PLAN

THE BOEING COMPANY

100 N. Riverside Plaza

Chicago, Illinois 60606-1596

Table of Contents

The Boeing Company

Voluntary Investment Plan

Employer ID No: 91-0425694

Plan Number: 002

Financial Statements as of December 31, 2014 and 2013, and for the Year Ended December 31, 2014, Supplemental Schedules as of and for the year ended December 31, 2014, and Report of Independent Registered Public Accounting Firm

Table of Contents

THE BOEING COMPANY VOLUNTARY INVESTMENT PLAN
TABLE OF CONTENTS

	Page
<u>REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	<u>1</u>
FINANCIAL STATEMENTS:	
<u>Statements of Net Assets Available for Benefits as of December 31, 2014 and 2013</u>	<u>2</u>
<u>Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2014</u>	<u>3</u>
<u>Notes to Financial Statements as of December 31, 2014 and 2013 and for the Year Ended December 31, 2014</u>	<u>4</u>
SUPPLEMENTAL SCHEDULES AS OF AND FOR THE YEAR ENDED DECEMBER 31, 2014	
<u>Form 5500, Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)</u>	<u>28</u>
<u>Form 5500, Schedule G, Part III - Schedule of Nonexempt Transactions</u>	<u>169</u>

NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable or are not required.

Table of Contents

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Employee Benefit Plans Committee and
Members of The Boeing Company Voluntary Investment Plan
The Boeing Company
Chicago, Illinois

We have audited the accompanying statements of net assets available for benefits of The Boeing Company Voluntary Investment Plan (the "Plan") as of December 31, 2014 and 2013, and the related statement of changes in net assets available for benefits for the year ended December 31, 2014. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2014 and 2013, and the changes in net assets available for benefits for the year ended December 31, 2014, in conformity with accounting principles generally accepted in the United States of America. The supplemental schedules listed in the table of contents have been subjected to audit procedures performed in conjunction with the audit of the Plan's financial statements. The supplemental schedules are the responsibility of the Plan's management. Our audit procedures included determining whether the supplemental schedules reconcile to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental schedules. In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, including their form and content are, presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, such supplemental schedules are fairly stated, in all material respects, in relation to the financial statements as a whole.

/s/ DELOITTE & TOUCHE LLP

Seattle, Washington

June 26, 2015

Table of Contents

THE BOEING COMPANY VOLUNTARY INVESTMENT PLAN
 STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
 AS OF DECEMBER 31, 2014 AND 2013

(Dollars in millions)

ASSETS:

Investments — at fair value — interest in Master Trust

2014

2013

\$45,836

\$44,404

Receivables:

Notes receivable from participants

706

714

NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE

46,542

45,118

ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE FOR

(327

) (245

)

FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACTS

NET ASSETS AVAILABLE FOR BENEFITS

\$46,215

\$44,873

See notes to financial statements.

Table of Contents

THE BOEING COMPANY VOLUNTARY INVESTMENT PLAN
 STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
 FOR THE YEAR ENDED DECEMBER 31, 2014

(Dollars in millions)

ADDITIONS:

Net Master Trust activity	\$1,786
Interest income from notes receivable from participants	22
Contributions:	
Employer	765
Participant	1,778
Total contributions	2,543
Total additions	4,351
DEDUCTIONS — Benefits paid	3,009
NET ADDITIONS	1,342
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	44,873
End of year	\$46,215
See notes to financial statements.	

Table of Contents

THE BOEING COMPANY VOLUNTARY INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2014 AND 2013, AND FOR THE YEAR ENDED DECEMBER 31, 2014

(Dollars in millions)

1. DESCRIPTION OF PLAN

The following description of The Boeing Company Voluntary Investment Plan (the “VIP” or the “Plan”) provides only general information. Participants, as defined by the Plan (“Members”), should refer to the plan document for a more complete description of the Plan’s provisions.

General — The Plan is a defined contribution plan intended to qualify under the Internal Revenue Code (IRC) as a profit sharing plan with a cash or deferred arrangement and employee stock ownership plan component, and is designed to provide Members with a means of making regular savings to provide additional security for their retirement. An employee of The Boeing Company (the “Company” or “Boeing”) becomes eligible to participate on the first day of employment.

The Plan also provides for salary continuation during extended illness of certain bargaining units of active employees or disbursement of their remaining account balance at termination.

The Plan includes an auto-enrollment provision for newly eligible employees unless they affirmatively elect not to participate in the Plan. Automatically enrolled Members have their deferral rate set at a percentage of eligible compensation as defined in the plan document and their contributions are invested in a default investment fund until changed by the Members.

The assets of the Plan, excluding notes receivable from participants, are held in The Boeing Company Employee Savings Plans Master Trust (the “Master Trust”). State Street Bank and Trust Company (“SSBT”) serves as trustee for the Master Trust. The Employee Benefit Plans Committee controls and manages the operation and administration of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”), as amended.

Contributions — Members may elect to contribute to the Plan a percentage of their eligible compensation from pretax, after-tax, or a combination of both, as defined in the plan document and subject to statutory limitations. Members who have attained age 50 before the end of the plan year are eligible to make catch-up contributions, as defined in the plan document and subject to statutory limits. Catch-up contributions are ineligible for an employer-matching contribution. The Plan also accepts certain rollover contributions.

Under the terms of the Plan, Boeing makes employer-matching and Company contributions for eligible Members. Members should refer to the plan document for details.

Members may elect to change contribution percentages to be effective the next pay period after the request is received, or as soon as administratively possible thereafter. The allocation of both Members’ contributions and employer contributions to the funds may be changed at any time and become effective on the day of the change or the next business day, according to the time of the request for a change in relation to the stock market close of business.

Members’ Accounts — Individual accounts are maintained for each Plan Member. Each Member’s account is credited with the Member’s contributions and the employer-matching and Company’s contributions, allocations of Plan earnings (losses) from the funds in which the account is invested, and charged with an allocation of certain administrative and investment-related expenses, and Member-specific charges, if

Table of Contents

applicable. Allocations are based on Member earnings or account balances, as defined by the plan document. The benefit to which a Member is entitled is the benefit that can be provided from the Member's account.

Investment Funds — Upon enrollment in the Plan, Members may direct the investment of their contributions and any employer contributions to the investment funds offered under the Plan. These investment funds consisted of common/collective trusts, separately managed U.S. equity accounts, separately managed non-U.S. equity accounts, a separately managed fixed-income account, custom target date funds, a stable value fund (composed of synthetic-guaranteed investment contracts (“synthetic GICs”)), and Boeing common stock, which is The Boeing Employee Stock Ownership Plan Stock Fund (the “Boeing Stock Fund”) (a dividend payout program), as of December 31, 2014 and 2013. Investment funds are valued daily and Members may elect to change their investment allocations on a daily basis.

Vesting — Member contributions, both pretax and after-tax, employer-matching contributions, Company contributions, and earnings on those contributions are immediately vested.

Withdrawals — Members may elect to withdraw all or a portion of their own pretax contribution accounts, employer-matching contribution accounts, and Company contribution accounts, at any time on or after the day the Member attains age 59 1/2. If a Member is under age 59 1/2, withdrawals from his or her pretax contribution account are subject to certain hardship rules as provided by the Plan. If a Member takes a hardship withdrawal, the Member may continue contributions to the Plan; however, employer-matching contributions will be suspended for six months following the withdrawal.

In addition, a Member may elect to withdraw all or part of his or her employer-matching contribution account before the Member attains age 59 1/2, but only if the Member has attained his or her fifth anniversary of employment. If such a withdrawal is made, employer-matching contributions will be suspended for six months following the withdrawal.

Company contributions may be fully withdrawn upon termination of employment. Withdrawals of after-tax contributions and rollover contributions can be made at any time.

In the event of illness or injury and if a Member has used all of their regular sick leave benefits, eligible Members may elect to withdraw, subject to Plan requirements, all or a portion of their salary continuation balance.

Notes Receivable from Participants — Members may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance (excluding a Member's salary continuation balance and minus any current outstanding loan balance), reduced by the highest outstanding loan balance under all of the Company's savings plans during the last 12 months. Members may have two loans outstanding under the Plan at any time. Loans may be additionally limited in accordance with the Plan provisions and/or loan policies and procedures. The interest rate on new loans is set every month and is equal to the prime rate published in the Wall Street Journal as of the last business day of the calendar month, immediately preceding the date of the loan. Interest rates on outstanding loans ranged from 2.0% to 9.8% at December 31, 2014, with loans maturing at various dates through December 2034.

Loan repayment is made through regular payroll deductions for a period of up to 60 months for general loans and over a longer period for loans used to finance the purchase of a principal residence. If a Member's employment terminates for any reason, and the loan balances are not paid in full by the termination date, the Member may continue to make monthly loan repayments until the loan is scheduled to be paid off. A loan will continue to be subject to default if a payment has not been made for 90 days, an outstanding loan balance remains 30 days after the scheduled payoff date, or the Member takes a full distribution of his or her net account balance before the loan is paid off. If the loan defaults, the loan balance will become taxable income to the Member.

Benefit Payments — Upon termination of service, a Member may elect to receive a lump-sum amount equal to the full value of the Member's vested interest in his or her account; a partial payment amount; or monthly, quarterly, semiannual, or annual installments of a fixed dollar amount or for a specific number of years, up to

Table of Contents

10 years. Generally, a Member may also elect to have all or a portion of his or her Boeing Stock Fund balance paid in shares and/or cash. A Member also has the option to elect an annuity contract. If a Member makes no election, annual distributions of the required minimum amount will generally begin after age 70 1/2. Notwithstanding the foregoing, following a Member's termination of service, if his or her account balance is \$1,000 or less, it will automatically be paid out to the Member in accordance with applicable Plan terms.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting — The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).

Use of Estimates — The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein and the disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties — The Plan utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

Valuation of Investments — Investments in the Master Trust are stated at fair value. Fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability (exit price) in an orderly transaction between market participants at the measurement date. Securities traded in markets that are not considered active may be valued using unobservable inputs, such as less recent trade prices, single broker-dealer quotations, related yield curves, and other assumptions about the security. The Master Trust's investments, as discussed in Note 4, are valued as follows:

Common stock, including Boeing common stock, preferred stock, and other investments (rights, warrants, exchange-traded funds, exchange-traded options, and other exchange-traded derivatives) traded in active markets on national and international exchanges are primarily valued using a market approach based on the closing market prices of identical instruments on the last trading day of the year. The other exchange-traded derivatives are included in other receivables and other liabilities on the Master Trust's statements of net assets available for benefits.

Forward and spot currency contracts are valued using a market value approach based on spot foreign currency rates if the contract tenor is two days or less and on interpolated forward rates for any contracts with a tenor greater than two days. Forward and spot currency contracts are included in other receivables and other liabilities on the Master Trust's statements of net assets available for benefits.

Investments in common/collective trust funds are valued based on the year-end unit value. Unit values are determined by the issuer or third party administrator by dividing the fair values of the total net assets at year-end by the outstanding units. There were no unfunded commitments, no restrictions on redemption frequency, and no advance notice periods required for redemption for these investments.

Synthetic GICs are stated at fair value and then adjusted to contract value. There are no reserves against contract value for credit risk of the contract issuer. The fixed-income securities underlying the contracts were valued using prices provided by SSBT, which are based on the pricing methodology stated below for fixed-income securities.

Fixed-income securities are primarily valued using a market approach using matrix pricing, which considers a security's relationship to other securities for which quoted prices in an active market may be available, or alternatively based on an income approach, which uses valuation techniques to convert future cash flows to a single present value amount. The valuation approach is designed to maximize the use of observable inputs, such as observable trade prices, multiple broker-dealer

Table of Contents

quotations, related yield curves, and other assumptions about the security (prepayment projections, cash flows, other security characteristics, etc.) and minimize unobservable inputs. The securities are valued as of the last trading day of the year. Fixed-income instruments that have a delayed future settlement such as to-be-announced securities (TBAs) are valued similarly to fixed-income securities in active markets. TBAs are included in synthetic GICs and payables for securities purchased on the Master Trust's statements of net assets available for benefits.

Investments in limited partnerships are recorded based upon the net asset value (NAV) provided by the partnerships.

There are no unfunded commitments and the Plan does not have the ability to make redemption requests from limited partnerships.

Other investments include over-the-counter (OTC) derivatives, such as options and swap contracts. These derivatives are valued using a market approach and are based upon the expected amount that the Master Trust would receive or pay to exit the derivative at the reporting date. The valuation methodology relies on inputs, including, but not limited to, benchmark yields, swap curves, cash flow analysis, ratings updates, and interdealer broker rates. Credit risk of the derivative counterparties is offset by collateralizing the expected amount that the Master Trust would receive or pay to terminate the derivative.

Cash equivalents and short-term investments include certificates of deposits, Treasury bills, and discounted notes with original maturities of three months or less for cash equivalents and greater than three months, but less than one year for short-term investments. These investments are primarily valued using a market approach in the same manner as fixed-income securities referenced above. In the event that an instrument with an original maturity of less than three months does not have a market price, then those investments are valued at amortized cost, which approximates fair value.

In accordance with the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 946-210-45 through 946-210-55, the synthetic GICs are included at fair value in participant-directed investments in the statements of net assets available for benefits, and an additional line item is presented representing the adjustment from fair value to contract value. Contract value is the amount Members would receive if they were to initiate permitted transactions under the terms of the Plan. The statement of changes in net assets available for benefits is presented on a contract-value basis.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. The net appreciation/depreciation in fair value of investments includes both realized and unrealized gains or losses and is calculated as the difference between the fair value of the assets as of the beginning of the plan year or the purchase date in the current year and either the sales price or the end-of-year fair value.

Valuation Controls — Plan management has controls that are designed to ensure that fair value measurements used by the Master Trust are appropriate and reliable, that they are based on observable inputs wherever possible, and that the valuation approaches are consistently applied and the assumptions used are reasonable. The controls consist of a framework that provides for oversight of the fair value methodologies and valuations, as well as validation procedures.

The Board of Directors of the Company has delegated the fiduciary oversight of Plan assets over various retirement plans held within the Master Trust structures to the Employee Benefit Investment Committee (EBIC). The EBIC has sub-delegated this responsibility to the Chief Investment Officer (CIO), who manages Trust Investments and chairs the Valuation Committee. Trust Investments is responsible for the oversight of the Plan assets including selection and monitoring of investment managers, asset strategies, and risk management. The Valuation Committee is responsible for the oversight of the valuation practices of the Master Trust and is represented by members of Trust Investments including Risk Management and Trust Operations, Public Markets, and Investment Strategy. The Valuation Committee meets at least quarterly with the purpose of fulfilling the following responsibilities and provides an annual review to the EBIC of its findings and actions:

Review and approve annually the valuation practices, including those used by third parties

Table of Contents

Review and approve the year-end valuations, including the methods used to develop and substantiate the unobservable inputs used in the fair value measurement

Review analysis and benchmarks used by the Company and the Master Trust to assess the reasonableness of the year-end valuations and changes in fair value measurements from period to period

Review and approve annual financial statement disclosures of the investments held in the Master Trust

Limited partnerships are generally valued using the NAV or its equivalent. Valuations provided by the funds are reviewed at least quarterly. The asset managers' audited financial statements are used in the Master Trust's annual financial reporting process, where applicable. Assessments of reasonableness include regular asset manager meetings and review of quarterly reports, third-party reviews and reconciliations, which includes escalation to Trust Investments for exceptions, quarterly CIO investment reviews, and reviews of manager valuation policies. Valuation policies are reviewed when a new mandate is entered into with an asset manager, on a rolling three-year basis for existing managers, or as changes to policies are provided by managers.

Fixed income, equity, and derivative instruments are generally valued using valuations obtained from pricing vendors. Pricing vendor valuation methodologies and custodian pricing controls and related documentation are assessed for reasonableness on an annual basis. The pricing vendor due diligence process includes reviews of pricing controls and procedures, as well as discussions in order to maintain a current understanding on the valuation processes and related assumptions and inputs that may be used by the vendors to price instruments. The custodian due diligence process includes reviews of pricing controls and procedures that are carried out on the Master Trust's behalf. This includes various levels of tolerances checks on price changes, review of stale or unchanged prices, multi-price source comparisons, and vendor price challenges. Additionally, on a monthly basis, the custodian reconciles its valuations to valuations obtained from each investment manager and any exceptions are reported to Trust Investments for resolution, which may include escalation to the Valuation Committee.

Benefits — Benefits are recorded when paid.

Expenses — Necessary and proper expenses of the Plan are paid from the Plan assets at the Master Trust level, except for those expenses the Company is required by law or chooses to pay. Expenses are paid at the Master Trust level, deducted from income earned and therefore are recorded as a reduction of investment return and are not separately reflected in the statement of changes.

Notes Receivable from Participants — Notes receivable from participants are measured at the unpaid principal balance, plus any accrued but unpaid interest. Delinquent Member loans are recorded as distributions based on the terms of the plan document.

Recent Accounting Guidance Not Yet Adopted — In May 2015, the FASB issued ASU No. 2015-07, Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent). ASU No. 2015-07 removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the NAV per share practical expedient. It also removes the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the NAV per share practical expedient. Rather, those disclosures are limited to investments for which the entity has elected to measure the fair value using that practical expedient. Plan management is currently evaluating the impact of ASU No. 2015-07, which will be effective for the Plan beginning January 1, 2016.

3. SYNTHETIC GUARANTEED INVESTMENT CONTRACTS

The Master Trust includes the VIP Stable Value Fund (VIP SVF), which is managed by Goldman Sachs Asset Management Company LLP (“GSAM”). The VIP SVF holds synthetic GICs.

A synthetic GIC, also known as a wrap contract, is an investment contract issued by an insurance company or other financial institution, backed by diversified bond portfolios that are owned by the VIP SVF. These contracts provide that realized and unrealized gains and losses on the underlying assets are not reflected immediately in the net assets of the VIP SVF, but rather are amortized, at a maximum over the duration of the underlying assets, through adjustments to the future interest-crediting rate. Primary variables impacting the future crediting rate of the wrap contracts include current yield of the underlying assets within the wrap contract, duration of the underlying assets covered by the wrap contract, and the existing difference between market value and contract value of the underlying assets within the wrap contract. The issuer guarantees that all qualified participant withdrawals will occur at contract value (or book value),

which represents

8

Table of Contents

contributions made under the contract, plus earnings, less withdrawals made under the contract and administrative expenses.

The synthetic GICs are included in the Master Trust’s statements of net assets available for benefits, as discussed in Note 2, at fair value in participant-directed investments, and an additional line item is presented representing the adjustment from fair value to contract value. There are no reserves against contract value for credit risk of the contract issuers. The fixed-income securities underlying the contracts are valued using prices provided by SSBT, which are based on the valuation methodology stated in Note 2.

The assets underlying the synthetic GICs are owned by the VIP SVF, which is part of the Master Trust; SSBT is the custodian for the Master Trust assets. The underlying assets of the synthetic GICs are invested in diversified bond portfolios managed by BlackRock Financial Management Inc., Voya Investment Management Co., JPMorgan Asset Management (JPMAM), Pacific Investment Management Company, Prudential Fixed Income Management, and Western Asset Management Co. In addition to the diversified bond portfolios, GSAM oversees an allocation to a cash component, which is invested in a separately managed account, managed by JPMAM.

The wrap providers are each contractually obligated to pay the principal and specified interest rate that is guaranteed to the VIP SVF. The respective interest-crediting rates are each based on a formula agreed upon with each issuer; each one may not be less than 0%. Such interest rates are reviewed and reset on a quarterly basis. Synthetic GICs provide prospective crediting interest rates, which are adjusted quarterly based on the interest earnings, fair value, and duration of the underlying diversified bond portfolios. The crediting rate of each contract in any given quarter will reflect market experience from the previous quarter. The wrap providers may not terminate the contracts at any amount less than contract value.

Certain events, such as a Plan termination or a Plan merger outside the Master Trust initiated by the Company, could limit the ability of the VIP SVF to transact at contract value or may allow for the termination of the wrapper contract at less than contract value. The Company does not believe that any events are probable that could limit the ability of the VIP SVF to transact at contract value.

The average yields of the VIP SVF for the years ended December 31, 2014 and 2013, are as follows:

	2014		2013	
Average yields:				
Based on annualized earnings ⁽¹⁾	1.66	%	1.44	%
Based on interest rate credited to Members ⁽²⁾	2.11	%	1.87	%

(1) Computed by dividing the annualized one-day actual earnings of the VIP SVF on the last day of the plan year by the fair value of the investments of the VIP SVF on the same date.

(2) Computed by dividing the annualized one-day earnings credited to Members in the VIP SVF on the last day of the plan year by the fair value of the investments of the VIP SVF on the same date.

4. MASTER TRUST

The Master Trust assets are invested and records are maintained by each investment fund option. Funds are allocated to the participating plans in accordance with the Plan provisions and Member allocation elections. The allocation of net assets available for benefits is based on the respective number of units held by the plans’ Members as of year-end. The allocation of the changes in net assets available for benefits is calculated daily based on the units held by the plans’ Members as of that day’s end.

The Plan’s interest in the Master Trust was \$45,836 and \$44,404, respectively, representing 100% of the Master Trust’s net assets at December 31, 2014 and 2013, respectively.

Although the Plan is the only participating plan in the Master Trust as of December 31, 2014, the Company intends to keep the Master Trust for potential future acquired plans and file a Form 5500 as a master trust.

The Master Trust’s statements of net assets available for benefits as of December 31, 2014 and 2013, are as

Table of Contents

follows:

	2014	2013
ASSETS:		
Investments — at fair value:		
Common/collective trusts	\$20,652	\$18,455
Common and preferred stock	5,819	5,394
Boeing common stock	6,086	7,030
Synthetic GICs	11,992	12,215
Limited partnerships	1	1
Fixed-income securities	1,154	944
Other investments	10	4
Total investments — at fair value	45,714	44,043
Cash and cash equivalents	227	287
Receivables:		
Receivables for securities sold	254	198
Accrued investment income	66	66
Other	30	16
Total receivables	350	280
Total assets	46,291	44,610
LIABILITIES:		
Payables for securities purchased	322	149
Accrued investment and administration expenses	22	22
Other	111	35
Total liabilities	455	206
NET ASSETS AVAILABLE FOR BENEFITS — At fair value	45,836	44,404
ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE FOR FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACTS	(327	) (245
NET ASSETS AVAILABLE FOR BENEFITS	\$45,509	\$44,159

Table of Contents

Changes in net assets for the Master Trust for the year ended December 31, 2014, are as follows:

Net appreciation (depreciation) of investments:

Common/collective trusts	\$1,241	
Common and preferred stock	446	
Boeing common stock	(347)
Other	(30)
Net appreciation of investments	1,310	
Interest income	306	
Dividend income	255	
Investment income	561	
Net investment income	1,871	
Amounts received from participating plans	2,901	
Deductions:		
Amounts paid to participating plans	3,337	
Investment and administration expenses	85	
Total deductions	3,422	
Increase in net assets	1,350	
Beginning of year	44,159	
End of year	\$45,509	

5. FAIR VALUE OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

ASC 820 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 for financial assets and financial liabilities are described below:

Basis of Fair Value Measurement:

Level 1 — Values are based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities. An active market is a market in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 — Values are based on (a) quoted prices for similar assets or liabilities in active markets; (b) quoted prices for identical or similar assets or liabilities in nonactive markets; or (c) valuation models whose inputs are observable, directly or indirectly, for substantially the full term of the asset or liability.

Level 3 — Values are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement.

The following tables set forth by level within the fair value hierarchy a summary of Master Trust investments by classes of assets and liabilities on the basis of the nature and risk of the investments measured at fair value on a recurring basis as of December 31, 2014 and 2013. As required by ASC 820, assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Plan's policy is to recognize transfers between levels at the beginning of the reporting period.

Table of Contents

	Quoted Prices in Active Market for Identical Asset (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance as of December 31, 2014
Investment assets:				
Common/collective trusts:				
U.S. equity	\$—	\$ 11,246	\$—	\$ 11,246
Non-U.S. equity	—	3,766	—	3,766
Fixed income	—	5,240	—	5,240
Other	—	400	—	400
Total common/collective trusts	—	20,652	—	20,652
Common and preferred stocks:				
U.S. equity	4,446	—	—	4,446
Non-U.S. equity	1,119	254	—	1,373
Total common and preferred stocks	5,565	254	—	5,819
Fixed-income securities:				
Corporate bonds	—	454	—	454
Mortgage-backed and asset-backed	—	165	28	193
U.S. government and agency	—	246	—	246
Other	—	261	—	261
Total fixed-income securities	—	1,126	28	1,154
Boeing common stock	6,086	—	—	6,086
Synthetic GICs:				
U.S. government and agency	—	4,927	6	4,933
Corporate bonds	—	3,846	—	3,846
Mortgage-backed and asset-backed	—	1,909	922	2,831
Common/collective trusts — fixed-income	—	251	—	251
Other	—	131	—	131
Total synthetic GICs	—	11,064	928	11,992
Limited partnerships	—	—	1	1
Other investments	—	10	—	10
Total investment assets	11,651	33,106	957	45,714
Receivables:				
Forward currency contracts	—	11	—	11
Futures	1	—	—	1
Total receivables	1	11	—	12
Cash equivalents	—	6	—	6
Total financial assets	\$ 11,652	\$ 33,123	\$ 957	\$ 45,732
Investment liabilities:				
Swaps	\$—	\$ 24	\$—	\$ 24
Options	—	2	—	2
Futures	3	—	—	3
Forward currency contracts	—	10	—	10
Total investment liabilities	\$ 3	\$ 36	\$—	\$ 39
	Quoted Prices in Active Market	Significant Other Observable	Significant Unobservable Inputs	Balance as of December 31, 2013

for Identical	Inputs	(Level 3)
Asset	(Level 2)	
(Level 1)		

Investment assets:

12

Table of Contents

Common/collective trusts:				
U.S. equity	\$—	\$10,725	\$—	\$10,725
Non-U.S. equity	—	3,938	—	3,938
Fixed income	—	3,392	—	3,392
Short-term investment	—	400	—	400
Total common/collective trusts	—	18,455	—	18,455
Common and preferred stocks:				
U.S. equity	4,129	—	—	4,129
Non-U.S. equity	1,031	234	—	1,265
Total common and preferred stocks	5,160	234	—	5,394
Fixed-income securities:				
Corporate bonds	—	393	—	393
Mortgage-backed and asset-backed	—	155	17	172
U.S. government and agency	—	189	—	189
Other	—	190	—	190
Total fixed-income securities	—	927	17	944
Boeing common stock	7,030	—	—	7,030
Synthetic GICs:				
U.S. government and agency	—	5,784	6	5,790
Corporate bonds	—	3,304	—	3,304
Mortgage-backed and asset-backed	—	1,819	705	2,524
Common collective trusts — fixed income	—	334	—	334
Other	—	263	—	263
Total synthetic GICs	—	11,504	711	12,215
Limited partnerships	—	—	1	1
Other investments	—	4	—	4
Total investment assets	12,190	31,124	729	44,043
Receivables:				
Forward currency contracts	—	4	—	4
Futures	1	—	—	1
Total receivables	1	4	—	5
Cash equivalents	—	14	—	14
Total financial assets	\$12,191	\$31,142	\$729	\$44,062
Investment liabilities:				
TBAs	\$—	\$3	\$—	\$3
Swaps	—	5	—	5
Forward currency contracts	—	5	—	5
Total investment liabilities	\$—	\$13	\$—	\$13

Table of Contents

Total Master Trust investment assets at fair value classified within Level 3 were \$957 and \$729 million as of December 31, 2014 and 2013, respectively, which primarily consist of fixed-income securities, including those underlying the synthetic GICs, and an investment in a partnership. Such amounts were 2.09% and 1.65% of “Total investment assets” in the Master Trust’s statements of net assets available for benefits as of December 31, 2014 and 2013, respectively.

Level 3 Activities — A summary of changes in the fair value of the Master Trust’s Level 3 investment assets for the years ended December 31, 2014 and 2013, is as follows:

	January 1, 2014 Beginning Balance	Net Unrealized and Realized Gains (Losses)	Purchases	Sales	Transfers into Level 3	Transfers out of Level 3	December 31, 2014 Ending Balance
Financial assets:							
Fixed-income securities:							
Mortgage-backed and asset-backed	\$17	\$(1	)\$17	\$(4	)\$—	\$(1	)\$28
Synthetic GICs:							
U.S. government and agency	6	—	—	—	—	—	6
Mortgage-backed and asset-backed	705	(9	)406	(177	)2	(5	)922
Limited partnerships	1	—	—	—	—	—	1
Total financial assets	\$729	\$(10	)\$423	\$(181	)\$2	\$(6	)\$957
	January 1, 2013 Beginning Balance	Net Unrealized and Realized Gains (Losses)	Purchases	Sales	Transfers into Level 3	Transfers out of Level 3	December 31, 2013 Ending Balance
Financial assets:							
Fixed-income securities:							
Corporate bonds	\$1	\$—	\$—	\$—	\$—	\$(1)\$—
Mortgage-backed and asset-backed	5	(1	)10	(1	)5	(1	)17
Synthetic GICs:							
U.S. government and agency	14	—	—	—	—	(8	)6
Mortgage-backed and asset-backed	180	(6	)419	(104	)224	(8	)705
Other	9	—	7	(16)—	—	—
Limited partnerships	1	—	—	—	—	—	1
Total financial assets	\$210	\$(7	)\$436	\$(121	)\$229	\$(18	)\$729

The net unrealized loss on Level 3 investment assets still held as of December 31, 2014 and 2013, were \$8 and \$7 for mortgage-backed and asset-backed securities, respectively.

Transfers Between Levels — The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

\$2 of mortgage-backed and asset-backed securities were transferred into Level 3 during 2014 because the pricing vendor notified Plan management that the significant valuation input was unobservable. Mortgage-backed and

asset-backed securities in the amount of \$6 were reclassified from Level 3 to Level 2 as additional pricing information, including significant observable inputs, on these securities became available. There were no reclassifications between Level 1 and Level 2 during 2014.

Table of Contents

\$229 of mortgage-backed and asset-backed securities were transferred into Level 3 during 2013 because the pricing vendor notified Plan management that the significant valuation input was unobservable. Mortgage-backed and asset-backed securities, U.S. government and agency securities, and corporate bonds in the amounts of \$9, \$8, and \$1, respectively, were reclassified from Level 3 to Level 2 as additional pricing information, including significant observable inputs, on these securities became available. There were no reclassifications between Level 1 and Level 2 during 2013.

Table of Contents

Level 3 Quantitative Disclosure — A summary of quantitative data of the Master Trust's Level 3 investment assets for the years ended December 31, 2014 and 2013, is as follows:

	2014 Level 3 Total	Valuation Technique	Assumptions*	Minimum	Maximum	Weighted Average	
Synthetic GICs							
Collateralized mortgage obligations							
Whole loan collateralized mortgage obligations	\$784	Matrix pricing	Bid Yield	1.09	%6.44	%4.04	%
			Prepayment Rate	0.00	28.57	6.55	
			Default Rate	0.02	22.68	3.78	
			Severity	10.00	100.00	49.12	
			Bid Yield	0.55	7.10	2.26	
			Prepayment Rate	0.00	100.00	0.20	
			Default Rate	0.00	0.00	0.00	
			Severity	0.00	0.00	0.00	
Asset-backed securities							
Home equity loans	11	Matrix pricing	Bid Yield	2.44	%7.24	%4.15	%
			Prepayment Rate	0.00	5.00	4.56	
			Default Rate	4.94	6.00	5.88	
			Severity	70.00	100.00	73.16	
Other asset-backed securities	62	Matrix pricing	Bid Yield	2.61	%5.39	%3.24	%
			Prepayment Rate	1.00	11.43	8.66	
			Default Rate	0.00	15.54	1.62	
			Severity	0.00	100.00	20.89	
			Bid Yield	2.30	%2.40	%2.32	%
			Prepayment Rate	0.00	0.00	0.00	
			Default Rate	0.00	0.00	0.00	
			Severity	0.00	0.00	0.00	
Synthetic GICs	\$857						

Table of Contents

	2013 Level 3 Total	Valuation Technique	Assumptions*	Minimum	Maximum	Weighted Average	
Fixed-income securities							
Collateralized mortgage obligations							
Agency residential mortgage-backed securities	\$ 1	Matrix pricing	Yield	1.50	% 2.31	% 1.89	%
			Prepayment Speed	100.00	100.00	100.00	
Non agency residential mortgage-backed securities	4	Matrix pricing	Yield	1.12	% 4.73	% 3.11	%
			Prepayment Speed	2.00	6.00	4.24	
			Default Rate	1.00	6.00	2.97	
			Severity	20.00	80.00	50.7	
Fixed-income Synthetic GICs	\$5						
Collateralized mortgage obligations							
Non agency residential mortgage-backed securities	\$ 109	Matrix pricing	Yield	1.12	% 7.43	% 4.63	%
			Prepayment Speed	0.50	28.85	5.92	
			Default Rate	0.10	19.62	4.06	
			Severity	5.00	86.00	42.55	
Non agency residential mortgage-backed securities	3	Matrix pricing	Yield	5.50	% 6.00	% 5.98	%
			Prepayment Speed	2.00	5.00	4.88	
			Default Rate	8.00	13.00	12.79	
			Severity	45.00	60.00	59.38	
Commercial mortgage-backed securities	4	Matrix pricing	Yield	1.40	% 4.90	% 3.09	%
Other asset-backed securities							
Non agency residential mortgage-backed securities	21	Matrix pricing	Yield	1.72	% 8.72	% 3.97	%
			Prepayment Speed		7.00	3.44	
			Default Rate	3.00	10.84	6.09	
			Severity	40.00	100.00	66.47	
Asset-backed securities	26	Matrix pricing	Yield	1.30	% 6.25	% 4.68	%
			Prepayment Speed		10.00	4.40	
			Default Rate	4.92	22.68	6.76	
			Severity	50.00	10.00	74.94	
Synthetic GICs	\$163						

*Valuation techniques for which no unobservable inputs are disclosed generally reflect the use of third-party pricing services or dealers, and the range of unobservable inputs applied by these sources is not readily available or cannot be reasonably estimated.

Sensitivity Disclosures for Level 3 — For residential mortgage-backed securities, commercial mortgage-backed securities and asset-backed securities, an increase in unobservable yields, loss severity rates, or default rates in isolation would generally result in a decrease in fair value.

Table of Contents

For mortgage-backed securities and asset-backed securities, an increase in unobservable prepayment rates/speeds in isolation may result in an increase or a decrease in fair value, depending upon the nature of the security.

For corporate issues, including structured notes and auction rate securities, an increase in unobservable spreads or yields, in isolation, would generally result in a decrease in fair value.

Although the sensitivities of the fair value of these securities to various unobservable inputs are discussed in isolation above, interrelationships exist among observable and unobservable inputs such that a change in any significant unobservable input may affect changes to one or more of the other inputs.

Table of Contents

6. DERIVATIVE FINANCIAL INSTRUMENTS

ASC 815, Derivatives and Hedging, requires disclosures to enable Members to understand how and why derivatives are used, accounted for, and affect the results of operations and financial position. Derivative instruments held by the Master Trust are not designated as hedging instruments under ASC 815. The Master Trust is exposed to the following financial instrument risk:

Interest Rate Risk — Interest rate risk is the risk of change in the market value of the assets due to a change in interest rates. Bond futures, interest rate swaps, and interest rate swaptions are generally used to manage interest rate risk or adjust portfolio duration.

A futures contract is an agreement between two parties to buy and sell a financial instrument at a set price on a future date.

Interest rate swap agreements involve the exchange by the Master Trust, with a counterparty, of respective commitments to pay or receive interest, e.g., an exchange of floating rate payments for fixed rate payments, with respect to the notional amount of principal.

Interest rate swaptions are options to enter into an interest rate swap based on predetermined conditions.

Credit Risk — Credit risk is the risk of change in the market value of assets due to the change in creditworthiness of the underlying issuer. Credit default swaps are used to manage the credit exposure of a security or basket of securities.

Credit default swap agreements involve one party (referred to as the buyer of protection) making a stream of payments to another party (the seller of protection) in exchange for the right to receive a specified return in the event of a default or other credit event for the referenced entity, obligation, or index.

Foreign Currency Risk — Currency risk is the risk of a change in market value due to the change in foreign currency exchange rates. Generally, currency futures and forward contracts are used to achieve the desired currency exposure, or generate value-added performance.

Foreign currency futures and forwards are agreements between two parties to buy and sell a set of currencies at a set exchange rate on a specified future date.

A currency option gives the buyer the right, but not the obligation, to buy one currency or sell another currency at a set exchange rate on or before a given date.

Equity Risk — Equity risk is the risk of a change in market value of assets due to the change in equity or equity index prices. Equity futures are generally used to manage the market exposure of a security or index, or rebalance the total portfolio to the target asset allocation. An equity futures contract is an agreement between two parties to buy and sell a financial instrument at a set price on a future date.

Commodity Risk — Commodity risk is the risk of change in the market value of the underlying commodity due to a change in the price of the commodity. Commodity futures, swaps, and options are generally used to achieve the desired market exposure to commodities. A futures contract is an agreement between two parties to buy and sell a commodity at a set price on a future date. Commodity swaps are agreements involving the exchange by the Master Trust, with a counterparty, of respective commitments to pay or receive cash flows, e.g., an exchange of payments based on the price movement for the commodity, with respect to the notional amount of principal. Commodity options give the buyer the right, but not the obligation, to buy one commodity or sell another commodity at a set price on or before a given date.

Future Settlement Risk — Future settlement risk is the risk of counterparty nonperformance resulting in not receiving the asset or associated gains specified in the contract. Gains are derived from the change in market value of the contract due to a change in price of the underlying security. Mortgage-backed TBAs are used to manage the market exposure of a security or asset class. A TBA is a contract for the purchase or sale of agency mortgage-backed securities to be delivered at a future agreed-upon date.

As of December 31, 2014 and 2013, the Master Trust has invested in derivative contracts which are reflected on the Master Trust's statements of net assets available for benefits, as discussed in Note 4, as follows:

Table of Contents

	Interest rate	Credit	Foreign Currency	Equity	Commodity	Future Settlement	Total
December 31, 2014							
Assets:							
Synthetic GICs - TBAs	\$—	\$—	\$—	\$—	\$—	\$3	\$3
Other investments:							
Swaps	7	2	—	—	—	—	9
Other receivables:							
Forward contracts	—	—	11	—	—	—	11
Futures	—	—	—	—	1	—	1
Total assets	\$7	\$2	\$11	\$—	\$1	\$3	\$24
Liabilities:							
Other liabilities:							
Forward contracts	\$—	\$—	\$—	\$—	\$—	\$—	\$—
Futures	—	—	—	2	1	—	3
Options	1	—	—	—	—	—	1
Swaps	13	3	2	6	—	—	24
Total liabilities	\$14	\$3	\$2	\$8	\$1	\$—	\$28
December 31, 2013							
Assets:							
Other investments:							
Swaps	\$1	\$1	\$2	\$—	\$—	\$—	\$4
Other receivables:							
Forward contracts	—	—	4	—	—	—	4
Futures	—	—	—	1	—	—	1
Total assets	\$1	\$1	\$6	\$1	\$—	\$—	\$9

Table of Contents

Liabilities:

Other liabilities:

Forward contracts	\$—	\$—	\$5	\$—	\$—	\$—	\$5
Swaps	3	2	—	—	—	—	5
Payable for securities purchased:							
TBAs	—	—	—	—	—	3	3
Total liabilities	\$3	\$2	\$5	\$—	\$—	\$3	\$13

Realized gains and losses and the change in unrealized gains and losses are reflected in the Master Trust's statement of changes in net assets available for benefits as net appreciation or depreciation in the fair value of investments. The effect of derivative contracts realized gains and losses and the change in unrealized gains and losses for the year ended December 31, 2014, is reflected in the following table:

	Interest rate	Credit	Foreign Currency	Equity	Commodity	Future Settlement	Total
Net gains (losses):							
Forward contracts	\$—	\$—	\$2	\$—	\$—	\$—	\$2
Futures	5	—	—	8	1	—	14
Options	1	—	—	—	—	—	1
Swaps	(9	)(3	)(7	)(28	)—	—	(47)
TBAs	—	—	—	—	—	—	—
Total net gains (losses)	\$(3	)(3	)(5	)(20	)\$1	\$—	\$(30)

Table of Contents

The following table summarizes the gross notional value of derivative contracts outstanding as of December 31, 2014 and 2013. The gross notional amounts give an indication of the volume of the Master Trust's derivative activity and significantly exceed the fair value of the derivative investments, which is more representative of the economic exposure associated with derivatives in the Master Trust.

	Interest rate	Credit	Foreign Currency	Equity	Commodity	Future Settlement	Total
December 31, 2014							
Forward contracts	\$—	\$—	\$829	\$—	\$—	\$—	\$829
Futures	354	—	—	303	101	—	758
Options	753	—	43	—	—	—	796
Swaps	640	189	51	1	—	—	881
TBAs	—	—	—	—	—	—	—
Total	\$1,747	\$189	\$923	\$304	\$101	\$—	\$3,264
December 31, 2013							
Forward contracts	\$—	\$—	\$532	\$—	\$—	\$—	\$532
Futures	583	—	2	313	—	—	898
Options	138	—	5	—	—	—	143
Swaps	245	73	46	—	—	—	364
TBAs	—	—	—	—	—	—	—
Total	\$966	\$73	\$585	\$313	\$—	\$—	\$1,937

Derivatives are generally used to manage the market exposure of a security, index or currency, or adjust the portfolio duration. Derivative contracts are instruments that derive their value from underlying assets, indices, reference interest rates, or a combination of these factors. Refer to Note 2 for further description of how derivative instruments are valued. Certain cash instruments, such as mortgage-backed TBAs meet the definition of a derivative instrument under GAAP.

The nature of the counterparty and the settlement mechanism of the derivative affect the credit risk to which the Master Trust is exposed. For OTC derivatives such as swaps, forwards, options and TBAs, the Master Trust is exposed to the credit risk of the derivative counterparty.

For exchange-traded derivatives, such as futures and options, and "cleared" OTC swaps, the Master Trust is generally exposed to the credit risk of the relevant exchange or clearinghouse. Where possible, the Master Trust seeks to mitigate its credit risk exposures arising on derivative transactions through the use of legally enforceable master netting arrangements and collateral agreements.

The Master Trust is also exposed to liquidity risk in the following situations:

1) When the derivative contracts require the Master Trust to post additional cash or securities collateral with counterparties as the fair value of the contracts moves in the counterparties' favor and the Master Trust's receivables under related contracts are unavailable for offset or insufficient in value to offset the payment obligation to the counterparty.

Table of Contents

2) When certain derivative contracts have credit-related contingent features under the International Swaps and Derivatives Association Master Agreement (generally swaps) with counterparties for contracts in a net liability position.

The Master Trust has liquidity risk if its assets decline by various, pre-specified rates over predetermined time periods. If this occurs, the Master Trust is required to post more collateral or may be required to pay off the open liability contracts given the counterparty’s right to terminate the contract. At December 31, 2014 and 2013, the Master Trust had an insignificant amount of contracts in a net liability position with contingent features with a total of \$5 and \$7, respectively, posted in collateral against those positions.

7. PLAN AMENDMENTS

Effective January 1, 2014, the Plan was amended to allow certain Members to defer up to 100% of eligible incentive payments, subject to statutory limits. Such deferrals are not eligible for employer-matching contributions. Members should refer to the plan document for details.

Effective with the pay period beginning on or after December 26, 2014, the Plan was amended to change the employer-matching contribution formula for certain non-union Members.

Effective January 1, 2014, the maximum Member contribution percentage was increased from 25% to 30% of eligible compensation for certain Members.

8. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements as of December 31, 2014 and 2013, to Form 5500:

	2014	2013
Net assets available for benefits per the financial statements	\$46,215	\$44,873
Amounts allocated to withdrawing Members	(13	) (18)
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	327	245
Net assets available for benefits per Form 5500	\$46,529	\$45,100

Table of Contents

The following is a reconciliation of total additions per the financial statements for the year ended December 31, 2014, to total income per Form 5500:

Total additions per the financial statements	\$4,351
Adjustment from contract value to fair value for fully benefit-responsive investment contracts — December 31, 2014	327
Adjustment from contract value to fair value for fully benefit-responsive investment contracts — December 31, 2013	(245)
Total income per Form 5500	\$4,433

The following is a reconciliation of benefits paid per the financial statements for the year ended December 31, 2014, to total benefit payments per Form 5500:

Benefits paid per the financial statements	\$3,009
Amounts allocated to withdrawing Members — December 31, 2014	13
Amounts allocated to withdrawing Members — December 31, 2013	(18)
Amounts deemed distributions of Member loans as reflected in the Form 5500	(17)
Total benefit payments per Form 5500	\$2,987

Amounts allocated to withdrawing Members are recorded on the Form 5500 for benefit claims that have been processed and approved for payment prior to December 31, but not yet paid as of that date.

Amounts deemed distributions of Member loans as reflected in the Form 5500 are for loans that Members failed to make a payment within 90 days of receipt of the last loan payment made, Members who failed to repay the loan in full within 30 days after the end of the repayment period, or the Member takes a full distribution of their net account balance before the loan is paid off for the year ended December 31, 2014.

9. SIGNIFICANT INVESTMENTS

The Master Trust has invested in the following funds, representing 5% or more of net assets available for benefits as of December 31, 2014 and 2013, stated at fair value:

	2014	2013
SSBT Flagship S&P 500 Index Non-Lending Series Fund Class A	\$9,381	\$8,095
Boeing common stock	6,086	7,030
SSBT Bond Market Index Non-Lending Series Fund Class A	3,748	3,039
SSBT Global All Cap Equity ex-US Index Non-lending Series Fund Class A	3,740	3,419
NTGI Collective Russell 2000 Index Fund-Non Lending	2,409	2,630

10. RELATED-PARTY TRANSACTIONS

Certain Master Trust investments are managed by SSBT. SSBT is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

As of December 31, 2014 and 2013, the Plan held approximately 47 million and 52 million shares of common stock of the Company, respectively, with a cost basis of \$3,291 and \$3,328, respectively, and recorded dividend income of \$147 during the year ended December 31, 2014.

Evercore Trust Company, N.A. (“Evercore”) is the independent fiduciary and investment manager of the Boeing Stock Fund. The Plan has authorized Evercore with sole responsibility for deciding whether to restrict investment in the Boeing Stock Fund, or to sell or otherwise dispose of all or any portion of the stock held in

Table of Contents

the Boeing Stock Fund. In the event Evercore determined to sell or dispose of stock in the Boeing Stock Fund, Evercore would designate an alternative investment fund under the Plan for the temporary investment of any proceeds from the sale or other disposition of the Company's common stock.

11. PROHIBITED TRANSACTIONS

Between February 28, 2011 and May 29, 2012, reportable nonexempt party-in-interest transactions existed. Plan assets were inadvertently used to pay an overstated amount for investment advisory fees. The Plan was corrected according to the guiding principles of the Department of Labor's Voluntary Fiduciary Correction Program (VFCP), which involved remitting the total principal amount of one hundred and seventy-three dollars and associated earnings in the amount of seventeen dollars to the Plan on December 11, 2014.

On December 31, 2012, a reportable nonexempt party-in-interest transaction existed. An investment advisory firm was in control of plan assets held outside of the Plan and Master Trust. The Plan was corrected according to the guiding principles of the DOL's VFCP, which involved remitting the total principal amount of fifteen thousand seven hundred and fifty-two dollars and associated earnings in the amount of eight hundred and ninety-eight dollars to the Plan on October 28, 2014 and April 9, 2015, respectively.

Between April 30, 2014 and October 29, 2014, reportable nonexempt party-in-interest transactions existed. Plan assets were inadvertently used to pay an overstated amount for investment advisory fees. The Plan was corrected according to the guiding principles of the DOL's VFCP, which involved remitting the total principal amount of one hundred fifty thousand nine hundred and forty-nine dollars and associated earnings in the amount of two thousand and two hundred dollars to the Plan on October 29, 2014.

12. TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Company by a letter, dated May 11, 2015, that the Plan is designed in accordance with applicable sections of the IRC. The Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, the Plan administrator believes that the tax-exempt status of the Plan and related trust has not been affected and no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2014 and 2013, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2011.

13. PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event of termination of the Plan, both Members and Company contributions, including any income earned, will be distributed to the Members.

Table of Contents

14. SUBSEQUENT EVENTS

Effective January 5, 2015, the Plan began allowing non-union and certain union Members to make Roth 401(k) contributions to the Plan. Roth contributions were added to the Plan for other union Members, with varying effective dates, as specified or permitted in the applicable collective bargaining agreement for each group.

Effective January 1, 2016, the Plan will add an enhanced defined contribution benefit to be contributed by the Company, including a temporary transition benefit, under the Plan for certain eligible non-union employees who previously received benefits from both a defined benefit plan and a defined contribution plan. The Plan will also add an enhanced defined contribution benefit to be contributed by the Company for certain union Members as specified or permitted in the applicable collective bargaining agreement for each group.

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Table of Contents

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Plan Administrator has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

THE BOEING COMPANY
VOLUNTARY INVESTMENT PLAN

June 26, 2015
Date

/s/ Maurita Sutedja
Maurita Sutedja
Vice President Finance
Chief Financial Officer
Shared Services Group

Table of Contents

SUPPLEMENTAL SCHEDULES

28

Table of Contents

THE BOEING COMPANY
VOLUNTARY INVESTMENT PLAN
FORM 5500, SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2014

Security Name	Maturity Date	Coupon Rate	Cost	Fair Value (In Dollars)
AAR CORP COMMON STOCK USD1.			**	\$38,892
ABB TREASURY CENTER USA SR UNSECURED 144A 06/16 2.5	6/15/2016	2.50%	**	509,923
ACCO BRANDS CORP COMMON STOCK USD.01			**	100,660
ABN AMRO BANK NV SR UNSECURED 144A 01/16 1.375	1/22/2016	1.38%	**	1,904,673
ABN AMRO BANK NV 10/18 2.5	10/30/2018	2.5%	**	202,003
ABM INDUSTRIES INC COMMON STOCK USD.01			**	158,578
ADT CORP/THE COMMON STOCK USD.01			**	609,026
ADT CORP SR UNSECURED 07/17 2.25	7/15/2017	2.25%	**	870,750
ADT CORP SR UNSECURED 07/42 4.875	7/15/2042	4.88%	**	18,500
ADT CORP SR UNSECURED 06/23 4.125	6/15/2023	4.13%	**	31,675
AEP INDUSTRIES INC COMMON STOCK USD.01			**	29,773
AEW GLOBAL PPTY SECS MASTER TR MUTUAL FUND			**	239,940,021
AGCO CORP COMMON STOCK USD.01			**	379,906
AGL CAPITAL CORP COMPANY GUAR 07/16 6.375	7/15/2016	6.38%	**	537,882
AGL CAPITAL CORP COMPANY GUAR 03/41 5.875	3/15/2041	5.88%	**	31,354
AGL CAPITAL CORP COMPANY GUAR 09/21 3.5	9/15/2021	3.5%	**	155,254
AH BELO CORP A COMMON STOCK USD.01			**	20,210
AIG GLOBAL FUNDING SR SECURED 144A 12/17 1.65	12/15/2017	1.65%	**	6,088,953
AMC NETWORKS INC A COMMON STOCK			**	1,122,352
ANZ NEW ZEALAND INTL/LDN COMPANY GUAR 144A 08/15 3.125	8/10/2015	3.13%	**	1,967,920
ANZ NEW ZEALAND INTL/LDN COMPANY GUAR 144A 03/16 1.125	3/24/2016	1.13%	**	4,715,778
AOL INC COMMON STOCK USD.01			**	364,374
AON PLC COMPANY GUAR 12/42 4.25	12/12/2042	4.25%	**	43,739
AT+T INC COMMON STOCK USD1.			**	1,492,706
AT+T INC SR UNSECURED 02/18 5.5	2/1/2018	5.5%	**	1,782,786
AT+T INC SR UNSECURED 08/15 2.5	8/15/2015	2.5%	**	11,011,612
AT+T INC SR UNSECURED 05/21 4.45	5/15/2021	4.45%	**	53,721
AT+T INC SR UNSECURED 08/16 2.4	8/15/2016	2.4%	**	357,079
AT+T INC SR UNSECURED 08/21 3.875	8/15/2021	3.88%	**	2,160,624
AT+T INC SR UNSECURED 02/17 1.6	2/15/2017	1.6%	**	801,635
AT+T INC SR UNSECURED 02/22 3	2/15/2022	3%	**	775,132
AT+T INC SR UNSECURED 12/15 0.8	12/1/2015	0.8%	**	4,611,224
AT+T INC SR UNSECURED 12/17 1.4	12/1/2017	1.4%	**	222,742
AT+T INC SR UNSECURED 02/16 0.9	2/12/2016	0.9%	**	169,955
AT+T INC SR UNSECURED 03/24 3.9	3/11/2024	3.9%	**	452,172
A10 SECURITIZATION A10 2014 1 A2 144A	4/15/2033	3.02%	**	392,666
AVX CORP COMMON STOCK USD.01			**	210,938
AZZ INC COMMON STOCK USD1.			**	115,423
A10 SECURITIZATION A10 2013 1 A 144A	11/15/2025	2.4%	**	123,632
AARON S INC COMMON STOCK USD.5			**	197,390

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ABBEY NATL TREASURY SERV COMPANY GUAR 03/17 1.375	3/13/2017	1.38%	**	4,993,980
ABBEY NATL TREASURY SERV 09/17 1.65	9/29/2017	1.65%	**	6,426,971

29

Table of Contents

Security Name	Maturity Date	Coupon Rate	Cost	Fair Value (In Dollars)
ABBOTT LABORATORIES COMMON STOCK NPV			**	20,064,379
ABBVIE INC SR UNSECURED 11/15 1.2	11/6/2015	1.2%	**	15,545,555
ABBVIE INC SR UNSECURED 11/17 1.75	11/6/2017	1.75%	**	1,944,216
ABBVIE INC SR UNSECURED 11/22 2.9	11/6/2022	2.9%	**	13,308,836
ABERCROMBIE + FITCH CO CL A COMMON STOCK USD.01			**	182,007
ABIOMED INC COMMON STOCK USD.01			**	651,739
ACADIA HEALTHCARE CO INC COMMON STOCK USD.01			**	4,610,092
ACADIA PHARMACEUTICALS INC COMMON STOCK USD.0001			**	838,168
ACADIA REALTY TRUST REIT USD.001			**	3,098,422
ACCESS GROUP INC ACCSS 2005 1 A3	6/22/2022	0.4%	**	1,522,668
ACCESS GROUP INC ACCSS 2005 A A3	7/25/2034	0.63%	**	8,039,160
ACCESS GROUP INC ACCSS 2008 1 A	10/27/2025	1.53%	**	4,888,203
ACCESS NATIONAL CORP COMMON STOCK USD.835			**	17,353
ACCREDITED MORTGAGE LOAN TRUST ACCR 2004 3 2A2	10/25/2034	1.37%	**	1,689,031
ACE INA HOLDINGS COMPANY GUAR 02/17 5.7	2/15/2017	5.7%	**	70,912
ACE INA HOLDINGS COMPANY GUAR 11/15 2.6	11/23/2015	2.6%	**	441,775
ACE INA HOLDINGS COMPANY GUAR 03/23 2.7	3/13/2023	2.7%	**	1,009,818
ACE SECURITIES CORP. ACE 2004 SD1 A1	11/25/2033	0.66%	**	749,338
ACE SECURITIES CORP. ACE 2004 HE3 M1	11/25/2034	1.1%	**	897,276
ACETO CORP COMMON STOCK USD.01			**	1,851,574
ACHILLION PHARMACEUTICALS COMMON STOCK USD.001			**	331,975
ACI WORLDWIDE INC COMMON STOCK USD.005			**	2,924,650
ACORDA THERAPEUTICS INC COMMON STOCK USD.001			**	1,837,107
ACTAVIS FUNDING SCS COMPANY GUAR 06/17 1.3	6/15/2017	1.3%	**	5,912,303
ACTAVIS FUNDING SCS COMPANY GUAR 06/19 2.45	6/15/2019	2.45%	**	260,481
ACTUATE CORP COMMON STOCK USD.001			**	30,439
ACTUANT CORP A COMMON STOCK USD.2			**	170,304
ACUITY BRANDS INC COMMON STOCK USD.01			**	384,492
ACTUA CORP COMMON STOCK USD.001			**	70,038
ACXIOM CORP COMMON STOCK USD.1			**	5,045,403
BHP BILLITON PLC COMMON STOCK USD.5			**	656,737
ARM HOLDINGS PLC COMMON STOCK GBP.0005			**	2,644,934
ADAMS RESOURCES + ENERGY INC COMMON STOCK USD.1			**	15,335
ADDUS HOMECARE CORP COMMON STOCK USD.001			**	22,377
ADJUSTABLE RATE MORTGAGE TRUST ARMT 2004 2 7A2	2/25/2035	1.01%	**	233,747
ADJUSTABLE RATE MORTGAGE TRUST ARMT 2005 5 2A1	9/25/2035	2.76%	**	1,845,899
ADOBE SYSTEMS INC COMMON STOCK USD.0001			**	19,223,625
ADTRAN INC COMMON STOCK USD.01			**	2,019,203

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ADVANCE AUTO PARTS INC COMMON STOCK USD.0001			**	3,678,253
ADVISORY BOARD CO/THE COMMON STOCK USD.01			**	3,051,454
AECOM COMMON STOCK USD.01			**	323,896
AEGION CORP COMMON STOCK USD.01			**	62,939
AEROPOSTALE INC COMMON STOCK USD.01			**	11,890
ADVENT HEALTH SYSTEM UNSECURED 03/23 3.378	3/1/2023	3.38%	**	3,986,928
ADVANCED ENERGY INDUSTRIES COMMON STOCK USD.001			**	94,729
AETNA INC SR UNSECURED 11/22 2.75	11/15/2022	2.75%	**	776,020
AETNA INC COMMON STOCK USD.01			**	4,775,057
AETNA INC SR UNSECURED 12/37 6.75	12/15/2037	6.75%	**	79,132

30

Table of Contents

Security Name	Maturity Date	Coupon Rate	Cost	Fair Value (In Dollars)
AETNA INC SR UNSECURED 05/17 1.75	5/15/2017	1.75%	**	6,540,775
AETNA INC SR UNSECURED 03/19 2.2	3/15/2019	2.2%	**	461,928
AFRICAN DEVELOPMENT BANK SUBORDINATED 10/15 6.875	10/15/2015	6.88%	**	390,858
AGILENT TECHNOLOGIES INC COMMON STOCK USD.01			**	2,183,740
AGIOS PHARMACEUTICALS INC COMMON STOCK USD.001			**	3,427,304
AGREE REALTY CORP REIT USD.0001			**	31,867
AGRIUM INC COMMON STOCK NPV			**	541,334
AGRIUM INC SR UNSECURED 06/23 3.5	6/1/2023	3.5%	**	616,301
AGRIUM INC SR UNSECURED 01/45 5.25	1/15/2045	5.25%	**	151,216
AIR CANADA 2013 1A PTT PASS THRU CE 144A 11/26 4.125	11/15/2026	4.13%	**	46,168
AIR METHODS CORP COMMON STOCK USD.06			**	2,159,231
AIR INDUSTRIES GROUP COMMON STOCK USD.001			**	10,711
AIR LEASE CORP COMMON STOCK USD.01			**	351,678
AIR TRANSPORT SERVICES GROUP COMMON STOCK USD.01			**	50,889
BALFOUR BEATTY PLC COMMON STOCK GBP.5			**	356,014
AKAMAI TECHNOLOGIES INC COMMON STOCK USD.01			**	24,182,873
AKORN INC COMMON STOCK NPV			**	2,254,174
ALABAMA POWER CO SR UNSECURED 02/19 5.125	2/15/2019	5.13%	**	27,827
ALABAMA POWER CO SR UNSECURED 10/15 0.55	10/15/2015	0.55%	**	299,868
ALAMO GROUP INC COMMON STOCK USD.1			**	59,581
ALAMOS GOLD INC COMMON STOCK NPV			**	337,518
ALASKA AIR GROUP INC COMMON STOCK USD.01			**	777,896
BRAMMER PLC COMMON STOCK GBP.2			**	522,367
ALBANY INTL CORP CL A COMMON STOCK USD.001			**	105,118
ALBANY MOLECULAR RESEARCH COMMON STOCK USD.01			**	51,722
ALBEMARLE CORP COMMON STOCK USD.01			**	2,441,278
BRITISH LAND CO PLC REIT GBP.25			**	101,406
ALCATEL LUCENT SPONSORED ADR ADR EUR2. SKY PLC COMMON STOCK GBP.5			**	2,802,406
ALEXANDER + BALDWIN INC COMMON STOCK			**	4,352,230
TULLOW OIL PLC COMMON STOCK GBP.1			**	185,111
ALEXANDRIA REAL ESTATE EQUIT REIT USD.01			**	51,378
ALEXION PHARMACEUTICALS INC COMMON STOCK USD.0001			**	427,461
ALIBABA GROUP HOLDING SP ADR ADR USD.000025			**	7,069,071
ALIBABA GROUP HOLDING COMPANY GUAR 144A 11/17 1.625	11/28/2017	1.63%	**	19,281,390
ALICO INC COMMON STOCK USD1.			**	4,161,060
ALIGN TECHNOLOGY INC COMMON STOCK USD.0001			**	35,872
			**	3,477,602
			**	1,404,054

ALIMENTATION COUCHE TARD B COMMON STOCK NPV							
ALLEGHANY CORP COMMON STOCK USD1.				**		760,140	
ALLEGHENY TECHNOLOGIES INC COMMON STOCK USD.1				**		2,444,331	
ALLEGIANT TRAVEL CO COMMON STOCK USD.001				**		2,720,973	
ALLERGAN INC COMMON STOCK USD.01				**		41,184,210	
ALLETE INC COMMON STOCK NPV				**		3,070,747	
ALLIANCE DATA SYSTEMS CORP COMMON STOCK USD.01				**		18,569,508	
ALLIANT TECHSYSTEMS INC COMMON STOCK USD.01				**		214,481	
ALLIED MOTION TECHNOLOGIES COMMON STOCK NPV				**		21,842	
ALLIED WORLD ASSURANCE COMPANY GUAR 08/16 7.5	8/1/2016	7.5%		**		1,670,231	
ALLSCRIPTS HEALTHCARE SOLUTI COMMON STOCK USD.01				**		149,217	

Table of Contents

Security Name	Maturity Date	Coupon Rate	Cost	Fair Value (In Dollars)
FNMA TBA 15 YR 3 SINGLE FAMILY MORTGAGE	1/20/2030	3%	**	—
FNMA TBA 30 YR 3.5 SINGLE FAMILY MORTGAGE	1/14/2045	3.5%	**	—
FNMA TBA 30 YR 4.5 SINGLE FAMILY MORTGAGE	1/14/2045	4.5%	**	—
FNMA TBA 30 YR 5 SINGLE FAMILY MORTGAGE	1/14/2045	5%	**	—
ALLSTATE CORP COMMON STOCK USD.01			**	4,580,300
ALLSTATE CORP SR UNSECURED 05/18 6.75	5/15/2018	6.75%	**	230,874
ALLSTATE CORP SR UNSECURED 06/23 3.15	6/15/2023	3.15%	**	562,728
ALLY MASTER OWNER TRUST AMOT 2014 2 A	1/16/2018	0.53%	**	6,124,839
ALLY AUTO RECEIVABLES TRUST ALLYA 2012 5 A3	3/15/2017	0.62%	**	1,705,624
ALLY AUTO RECEIVABLES TRUST ALLYA 2012 3 A3	8/15/2016	0.85%	**	69,868
ALLY AUTO RECEIVABLES TRUST ALLYA 2012 3 A4	2/15/2017	1.06%	**	790,887
ALLY FINANCIAL INC COMPANY GUAR 02/15 8.3	2/12/2015	8.3%	**	180,900
ALLY FINANCIAL INC COMPANY GUAR 02/17 5.5	2/15/2017	5.5%	**	210,000
ALLY FINANCIAL INC COMPANY GUAR 06/15 4.625	6/26/2015	4.63%	**	100,750
ALLY FINANCIAL INC COMPANY GUAR 07/16 3.5	7/18/2016	3.5%	**	101,125
ALLY FINANCIAL INC COMPANY GUAR 09/18 4.75	9/10/2018	4.75%	**	310,500
ALLY FINANCIAL INC COMPANY GUAR 01/17 2.75	1/30/2017	2.75%	**	398,752
ALLY FINANCIAL INC SR UNSECURED 09/17 3.25	9/29/2017	3.25%	**	200,000
ALLY AUTO RECEIVABLES TRUST ALLYA 2011 2 A4	4/15/2016	1.98%	**	129,758
ALLY AUTO RECEIVABLES TRUST ALLYA 2011 4 A4	6/15/2016	1.14%	**	844,018
ALLY AUTO RECEIVABLES TRUST ALLYA 2012 1 A3	2/16/2016	0.93%	**	49,261
ALLY AUTO RECEIVABLES TRUST ALLYA 2012 2 A3	4/15/2016	0.74%	**	261,416
ALLY AUTO RECEIVABLES TRUST ALLYA 2012 4 A3	1/17/2017	0.59%	**	1,985,749
ALLY AUTO RECEIVABLES TRUST ALLYA 2012 4 A4	10/16/2017	0.8%	**	1,045,723
ALLY AUTO RECEIVABLES TRUST ALLYA 2013 1 A3	5/15/2017	0.63%	**	1,191,970
ALLY AUTO RECEIVABLES TRUST LE ALLYL 2013 SN1 A3	5/20/2016	0.72%	**	4,714,094
ALLY AUTO RECEIVABLES TRUST ALLYA 2013 2 A4	11/15/2018	1.24%	**	3,687,683
ALLY AUTO RECEIVABLES TRUST LE ALLYL 2014 SN1 A2A	10/20/2016	0.52%	**	3,498,505
ALLY AUTO RECEIVABLES TRUST LE ALLYL 2014 SN1 A3	2/21/2017	0.75%	**	1,242,819
ALLY AUTO RECEIVABLES TRUST ALLYA 2014 1 A2	2/15/2017	0.48%	**	4,895,267
ALLY AUTO RECEIVABLES TRUST ALLYA 2014 3 A2	9/15/2017	0.81%	**	4,398,918
ALLY AUTO RECEIVABLES TRUST ALLYA 2014 2 A2	7/17/2017	0.68%	**	6,695,725
ALMOST FAMILY INC COMMON STOCK USD.1			**	26,692
ALNYLAM PHARMACEUTICALS INC COMMON STOCK USD.01			**	3,214,677
ALON USA ENERGY INC COMMON STOCK USD.01			**	88,310
ALTERA CORP SR UNSECURED 05/17 1.75	5/15/2017	1.75%	**	3,358,541
COUNTRYWIDE ALTERNATIVE LOAN T CWALT 2006 OA9 2A1A	7/20/2046	0.38%	**	224,282
ALTICE SA SR SECURED 144A 05/22 7.75	5/15/2022	7.75%	**	1,001,875
AVIVA PLC COMMON STOCK GBP.25			**	394,635
ALTRA INDUSTRIAL MOTION CORP COMMON STOCK USD.001			**	66,915
ALTRIA GROUP INC COMMON STOCK USD.333			**	2,776,069

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ALTRIA GROUP INC COMPANY GUAR 11/18 9.7	11/10/2018	9.7%	**	7,491,867
ALTRIA GROUP INC COMPANY GUAR 08/19 9.25	8/6/2019	9.25%	**	6,463,482
ALTRIA GROUP INC COMPANY GUAR 05/21 4.75	5/5/2021	4.75%	**	1,271,924
ALTRIA GROUP INC COMPANY GUAR 08/22 2.85	8/9/2022	2.85%	**	417,829
ALTRIA GROUP INC COMPANY GUAR 01/24 4	1/31/2024	4%	**	3,310,195
AMAZON.COM INC COMMON STOCK USD.01			**	24,629,066
AMAZON.COM INC SR UNSECURED 11/17 1.2	11/29/2017	1.2%	**	771,726

32

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Table of Contents

Security Name	Maturity Date	Coupon Rate	Cost	Fair Value (In Dollars)
AMAZON.COM INC SR UNSECURED 11/22 2.5	11/29/2022	2.5%	**	4,732,575
AMAZON.COM INC SR UNSECURED 11/15 0.65	11/27/2015	0.65%	**	5,127,434
AMAZON.COM INC SR UNSECURED 12/19 2.6	12/5/2019	2.6%	**	312,140
AMAZON.COM INC SR UNSECURED 12/24 3.8	12/5/2024	3.8%	**	3,657,536
AMAZON.COM INC SR UNSECURED 12/34 4.8	12/5/2034	4.8%	**	5,341,067
AMAZON.COM INC SR UNSECURED 12/44 4.95	12/5/2044	4.95%	**	1,859,409
AMBAC FINANCIAL GROUP INC COMMON STOCK USD.01			**	97,927
AMBEV SA ADR ADR NPV			**	373,200
HESS CORP SR UNSECURED 10/29 7.875	10/1/2029	7.88%	**	70,380
AMERCO COMMON STOCK USD.25			**	495,181
AMERESCO INC CL A COMMON STOCK USD.0001			**	20,090
AMERICA MOVIL SPN ADR CL L ADR NPV			**	1,288,658
AMERICA MOVIL SAB DE CV COMPANY GUAR 01/15 5.75	1/15/2015	5.75%	**	6,703,350
AMERICA MOVIL SAB DE CV COMPANY GUAR 03/20 5	3/30/2020	5%	**	88,219
DIAGEO PLC COMMON STOCK GBP.2893518			**	2,878,728
AMER AIRLN 14 1 A PTT EQUIPMENT TR 04/28 3.7	4/1/2028	3.7%	**	256,275
AMERICAN AIRLINES 2013 2 EQUIPMENT TR 07/24 4.95	7/15/2024	4.95%	**	783,700
AMERICAN ASSETS TRUST INC REIT USD.01			**	3,051,516
SCHRODERS PLC COMMON STOCK GBP1.0			**	385,770
DCC PLC COMMON STOCK EUR.25			**	393,341
AMERICAN CAMPUS COMMUNITIES REIT USD.01			**	5,647,998
AMERICAN CAMPUS CMNTYS COMPANY GUAR 07/24 4.125	7/1/2024	4.13%	**	1,010,078
DAIRY CREST GROUP PLC COMMON STOCK GBP.25			**	290,320
AMERICAN CREDIT ACCEPTANCE REC ACAR 2013 2 A 144A	2/15/2017	1.32%	**	437,763
AMERICAN CREDIT ACCEPTANCE REC ACAR 2014 2 B 144A	3/10/2020	2.26%	**	309,701
AMERICAN CREDIT ACCEPTANCE REC ACAR 2014 4 A 144A	7/10/2018	1.23%	**	907,744
AMERICAN ELECTRIC POWER SR UNSECURED 12/17 1.65	12/15/2017	1.65%	**	1,395,359
AMERICAN EAGLE OUTFITTERS COMMON STOCK USD.01			**	1,208,292
AMERICAN EQUITY INVT LIFE HL COMMON STOCK USD1.			**	218,400
AMERICAN EXPRESS BK FSB SR UNSECURED 09/17 6	9/13/2017	6%	**	156,067
AMERICAN EXPR CENTURION SR UNSECURED 11/15 0.875	11/13/2015	0.88%	**	300,416
AMERICAN EXPRESS CO SR UNSECURED 12/22 2.65	12/2/2022	2.65%	**	5,065,734
AMERICAN EXPRESS CO SR UNSECURED 05/18 1.55	5/22/2018	1.55%	**	5,942,958
AMERICAN EXPRESS CO SUBORDINATED 12/24 3.625	12/5/2024	3.63%	**	1,812,986
AMERICAN EXPRESS CREDIT ACCOUN AMXCA 2012 2 A	3/15/2018	0.68%	**	12,009,180
	5/17/2021	0.58%	**	13,529,997

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AMERICAN EXPRESS CREDIT ACCOUN AMXCA 2013 2 A				
AMERICAN EXPRESS CREDIT ACCOUN AMXCA 2014 3 A	4/15/2020	1.49%	**	917,832
AMER EXPRESS CREDIT CO SR UNSECURED 09/15 2.75	9/15/2015	2.75%	**	2,233,942
AMERICAN EXPRESS CREDIT SR UNSECURED 07/16 1.3	7/29/2016	1.3%	**	3,891,880
AMERICAN EXPRESS CREDIT SR UNSECURED 03/19 VAR	3/18/2019	0.79%	**	9,062,053
AMERICAN EXPRESS CREDIT SR UNSECURED 06/17 VAR	6/5/2017	0.5%	**	6,988,016
AMERICAN EXPRESS CREDIT SR UNSECURED 08/19 2.25	8/15/2019	2.25%	**	1,100,176
AMERICAN EXPRESS CREDIT SR UNSECURED 09/17 1.55	9/22/2017	1.55%	**	5,193,138
AMERICAN EXPRESS CREDIT SR UNSECURED 09/17 VAR	9/22/2017	0.55%	**	2,485,778
AMERICAN FINANCIAL GROUP INC COMMON STOCK NPV			**	541,440
AMERICAN HOME MORTGAGE INVESTM AHM 2005 2 4A1	9/25/2045	1.83%	**	317,527
AMERICAN HONDA FINANCE SR UNSECURED 10/16 VAR	10/7/2016	0.73%	**	3,917,024
AMERICAN HONDA FINANCE SR UNSECURED 10/16 1.125	10/7/2016	1.13%	**	4,681,548

33

Table of Contents

Security Name	Maturity Date	Coupon Rate	Cost	Fair Value (In Dollars)
AMERICAN HONDA FINANCE SR UNSECURED 07/17 1.2	7/14/2017	1.2%	**	1,942,212
AMERICAN HONDA FINANCE SR UNSECURED 08/19 2.25	8/15/2019	2.25%	**	436,399
AMERICAN HONDA FINANCE SR UNSECURED 12/17 1.55	12/11/2017	1.55%	**	89,380
AMERICAN HONDA FINANCE SR UNSECURED 12/17 VAR	12/11/2017	0.55%	**	3,397,868
AMERICAN HONDA FINANCE SR UNSECURED 144A 09/15 2.5	9/21/2015	2.5%	**	456,623
AMERICAN HONDA FINANCE SR UNSECURED 144A 02/15 1.45	2/27/2015	1.45%	**	300,462
AMERICAN HONDA FINANCE SR UNSECURED 144A 08/15 1	8/11/2015	1%	**	2,489,238
AMERICAN HONDA FINANCE SR UNSECURED 144A 09/17 1.5	9/11/2017	1.5%	**	300,266
AMERICAN INTERNATIONAL GROUP COMMON STOCK USD2.5			**	10,843,536
AMERICAN INTL GROUP SR UNSECURED 10/15 5.05	10/1/2015	5.05%	**	3,606,204
AMERICAN INTL GROUP SR UNSECURED 12/20 6.4	12/15/2020	6.4%	**	1,752,931
AMERICAN INTL GROUP SR UNSECURED 06/22 4.875	6/1/2022	4.88%	**	1,044,710
AMERICAN INTL GROUP SR UNSECURED 02/24 4.125	2/15/2024	4.13%	**	25,548
AMERICAN INTL GROUP SR UNSECURED 07/19 2.3	7/16/2019	2.3%	**	870,886
AMERICAN INTL GROUP SR UNSECURED 10/16 5.6	10/18/2016	5.6%	**	4,131,741
AMERICAN INTL GROUP SR UNSECURED 05/17 5.45	5/18/2017	5.45%	**	1,609,370
AMERICAN INTL GROUP SR UNSECURED 01/18 5.85	1/16/2018	5.85%	**	5,720,200
AMERICAN MUNI PWR OHIO INC OH AMEPWR 02/28 FIXED 7.334	2/15/2028	7.33%	**	262,258
AMER NATL BNKSHS/DANVILLE VA COMMON STOCK USD1.			**	20,344
AMERICAN NATIONAL INSURANCE COMMON STOCK USD1.			**	304,503
AMERICAN RAILCAR INDUSTRIES COMMON STOCK USD.01			**	105,575
AMERICAN SCIENCE + ENGINEERI COMMON STOCK USD.667			**	37,212
TBA FHLMC GOLD CONV INTER AGGR	12/1/2099	2.5%	**	—
AMERICAN TOWER TRUST I AMTT 13 1A 144A	3/15/2043	1.55%	**	49,408
AMERICAN TOWER CORP REIT USD.01			**	16,916,003
AMERICAN VANGUARD CORP COMMON STOCK USD.1			**	30,967
AMERICAN WATER CAP CORP SR UNSECURED 12/42 4.3	12/1/2042	4.3%	**	7,118
AMERICAN WATER CAPITAL C SR UNSECURED 03/25 3.4	3/1/2025	3.4%	**	11,070
AMERICAN WATER WORKS CO INC COMMON STOCK USD.01			**	3,187,340
AMERICREDIT AUTOMOBILE RECEIVA AMCAR 2012 3 A3	1/9/2017	0.96%	**	315,332

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AMERICREDIT AUTOMOBILE RECEIVA AMCAR 2012 2 A3	10/11/2016	1.05%	**	52,424
AMERICREDIT AUTOMOBILE RECEIVA AMCAR 2012 4 A3	6/8/2017	0.67%	**	726,574
AMERICREDIT AUTOMOBILE RECEIVA AMCAR 2014 1 A2	7/10/2017	0.57%	**	2,255,220
AMERICREDIT AUTOMOBILE RECEIVA AMCAR 2014 2 A2A	10/10/2017	0.54%	**	5,696,540
AMERICREDIT AUTOMOBILE RECEIVA AMCAR 2014 2 A3	2/8/2019	0.94%	**	861,588
AMERICREDIT AUTOMOBILE RECEIVA AMCAR 2013 1 A3	10/10/2017	0.61%	**	427,128
AMERICREDIT AUTOMOBILE RECEIVA AMCAR 2013 3 A2	10/11/2016	0.68%	**	1,413,231
AMERICREDIT AUTOMOBILE RECEIVA AMCAR 2013 4 B	9/10/2018	1.66%	**	1,970,161
AMERICREDIT AUTOMOBILE RECEIVA AMCAR 2014 4 A2B	4/9/2018	0.56%	**	5,700,844
AMERISAFE INC COMMON STOCK USD.01			**	78,154
AMERIQUEST MORTGAGE SECURITIES AMSI 2004 R11 A1	11/25/2034	0.76%	**	14,425
AMERISOURCEBERGEN CORP SR UNSECURED 05/17 1.15	5/15/2017	1.15%	**	5,308,769
AMERIPRISE FINANCIAL INC COMMON STOCK USD.01			**	13,469,663
AMERIPRISE FINANCIAL INC SR UNSECURED 10/23 4	10/15/2023	4%	**	105,927
AMERIS BANCORP COMMON STOCK USD1.			**	25,589
AMGEN INC SR UNSECURED 06/17 5.85	6/1/2017	5.85%	**	220,299
AMGEN INC SR UNSECURED 06/18 6.15	6/1/2018	6.15%	**	369,917
AMGEN INC SR UNSECURED 02/19 5.7	2/1/2019	5.7%	**	14,707,780

Table of Contents

Security Name	Maturity Date	Coupon Rate	Cost	Fair Value (In Dollars)
AMGEN INC SR UNSECURED 10/20 3.45	10/1/2020	3.45%	**	805,222
AMGEN INC SR UNSECURED 06/16 2.3	6/15/2016	2.3%	**	40,632
AMGEN INC SR UNSECURED 06/21 4.1	6/15/2021	4.1%	**	177,081
AMGEN INC SR UNSECURED 11/21 3.875	11/15/2021	3.88%	**	417,323
AMGEN INC SR UNSECURED 05/22 3.625	5/15/2022	3.63%	**	252,221
AMGEN INC SR UNSECURED 05/17 2.125	5/15/2017	2.13%	**	411,327
AMGEN INC SR UNSECURED 05/17 1.25	5/22/2017	1.25%	**	297,633
AMGEN INC SR UNSECURED 05/19 VAR	5/22/2019	0.83%	**	4,999,835
AMGEN INC SR UNSECURED 05/19 2.2	5/22/2019	2.2%	**	99,580
AMGEN INC SR UNSECURED 05/24 3.625	5/22/2024	3.63%	**	17,294,744
AMKOR TECHNOLOGY INC COMMON STOCK USD.001			**	109,163
AMPCO PITTSBURGH CORP COMMON STOCK USD1.0			**	19,731
AMPHENOL CORP CL A COMMON STOCK USD.001			**	1,926,398
AMSURG CORP COMMON STOCK NPV			**	252,415
ANADARKO PETROLEUM CORP COMMON STOCK USD.1			**	5,020,538
ANADARKO PETROLEUM CORP SR UNSECURED 09/16 5.95	9/15/2016	5.95%	**	4,442,205
ANADARKO PETROLEUM CORP SR UNSECURED 09/36 6.45	9/15/2036	6.45%	**	216,305
ANADARKO PETROLEUM CORP SR UNSECURED 09/17 6.375	9/15/2017	6.38%	**	2,701,679
ANALOGIC CORP COMMON STOCK USD.05			**	104,070
ANDERSONS INC/THE COMMON STOCK NPV			**	147,038
ANGIODYNAMICS INC COMMON STOCK USD.01			**	70,147
ANHEUSER BUSCH COS LLC COMPANY GUAR 10/16 5.05	10/15/2016	5.05%	**	267,343
ANHEUSER BUSCH INBEV WOR COMPANY GUAR 01/15 4.125	1/15/2015	4.13%	**	200,187
ANHEUSER BUSCH INBEV WOR COMPANY GUAR 01/20 5.375	1/15/2020	5.38%	**	3,029,804
ANHEUSER BUSCH INBEV WOR COMPANY GUAR 04/15 3.625	4/15/2015	3.63%	**	605,282
ANHEUSER BUSCH INBEV WOR COMPANY GUAR 04/20 5	4/15/2020	5%	**	1,358,457
ANHEUSER BUSCH INBEV WOR COMPANY GUAR 01/19 7.75	1/15/2019	7.75%	**	454,215
ANHEUSER BUSCH INBEV WOR COMPANY GUAR 07/17 1.375	7/15/2017	1.38%	**	424,623
ANHEUSER BUSCH INBEV FIN COMPANY GUAR 01/16 0.8	1/15/2016	0.8%	**	1,136,831
ANHEUSER BUSCH INBEV FIN COMPANY GUAR 02/24 3.7	2/1/2024	3.7%	**	534,964
ANIKA THERAPEUTICS INC COMMON STOCK USD.01			**	1,005,463
ANIXTER INTERNATIONAL INC COMMON STOCK USD1.			**	244,769
ANTHEM INC COMMON STOCK USD.01			**	3,971,172

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AON CORP COMPANY GUAR 09/15 3.5	9/30/2015	3.5%	**	6,351,339
APACHE CORP SR UNSECURED 09/40 5.1	9/1/2040	5.1%	**	58,772
APACHE CORP SR UNSECURED 04/22 3.25	4/15/2022	3.25%	**	2,823,780
APACHE CORP SR UNSECURED 04/17 1.75	4/15/2017	1.75%	**	699,317
APOLLO EDUCATION GROUP INC COMMON STOCK NPV			**	356,620
APOLLO GLOBAL MANAGEMENT A MLP			**	4,008,600
APIDOS CLO APID 2006 3A A1 144A	6/12/2020	0.5%	**	340,803
APPALACHIAN POWER CO SR UNSECURED 06/17 5	6/1/2017	5%	**	215,762
APPLE INC COMMON STOCK USD.00001			**	149,936,329
APPLE INC SR UNSECURED 05/16 0.45	5/3/2016	0.45%	**	11,697,306
APPLE INC SR UNSECURED 05/18 1	5/3/2018	1%	**	98,516
APPLE INC SR UNSECURED 05/23 2.4	5/3/2023	2.4%	**	97,200
APPLE INC SR UNSECURED 05/21 2.85	5/6/2021	2.85%	**	29,414,163
APPLIED INDUSTRIAL TECH INC COMMON STOCK NPV			**	182,223
APPLIED MATERIALS INC COMMON STOCK USD.01			**	11,691,168

Table of Contents

Security Name	Maturity Date	Coupon Rate	Cost	Fair Value (In Dollars)
APTARGROUP INC COMMON STOCK USD.01			**	278,121
APPROACH RESOURCES INC COMMON STOCK USD.01			**	17,029
ARC PROPERTIES OPERATING COMPANY GUAR 02/17 2	2/6/2017	2%	**	12,185,927
ARCBEST CORP COMMON STOCK USD.01			**	1,222,406
ARCH COAL INC COMMON STOCK USD.01			**	25,178
ARCTIC CAT INC COMMON STOCK USD.01			**	40,009
ARENA PHARMACEUTICALS INC COMMON STOCK USD.0001			**	2,467,968
ARGENT SECURITIES INC. ARSI 2003 W3 M1	9/25/2033	1.28%	**	471,604
ARGENT SECURITIES INC. ARSI 2004 W5 AV3B	4/25/2034	1.06%	**	1,042,760
ARGENT SECURITIES INC. ARSI 2004 W11 M2	11/25/2034	1.22%	**	3,320,549
ARES MANAGEMENT LP MLP			**	1,743,138
ARIZONA PUBLIC SERVICE SR UNSECURED 05/15 4.65	5/15/2015	4.65%	**	182,519
ARIZONA PUBLIC SERVICE SR UNSECURED 08/16 6.25	8/1/2016	6.25%	**	406,131
ARIZONA PUBLIC SERVICE SR UNSECURED 04/42 4.5	4/1/2042	4.5%	**	26,479
HAMMERSON PLC REIT GBP.25			**	64,515
STANDARD CHARTERED PLC COMMON STOCK USD.5			**	3,794,872
HAYS PLC COMMON STOCK GBP.01			**	1,280,179
ARM HOLDINGS PLC SPONS ADR ADR NPV			**	5,235,928
ARROW ELECTRONICS INC COMMON STOCK USD1.			**	557,770
ARROW ELECTRONICS INC SR UNSECURED 01/27 7.5	1/15/2027	7.5%	**	98,042
ARROW ELECTRONICS INC SR UNSECURED 03/18 3	3/1/2018	3%	**	271,741
ARROW ELECTRONICS INC SR UNSECURED 11/15 3.375	11/1/2015	3.38%	**	594,528
ARROW FINANCIAL CORP COMMON STOCK USD1.			**	33,813
ARTISAN PARTNERS ASSET MA A COMMON STOCK USD.01			**	2,930,740
ARUBA NETWORKS INC COMMON STOCK USD.0001			**	3,469,427
ASBURY AUTOMOTIVE GROUP COMMON STOCK USD.01			**	4,149,787
ASCENA RETAIL GROUP INC COMMON STOCK USD.01			**	131,315
ASCENT CAPITAL GROUP INC A COMMON STOCK USD.01			**	70,503
ASHFORD HOSPITALITY TRUST REIT USD.01			**	50,482
ASHLAND INC COMMON STOCK USD.01			**	333,172
ASPEN TECHNOLOGY INC COMMON STOCK USD.1			**	5,390,804
ASSET BACKED SECURITIES CORP H ABSHE 2003 HE7 M1	12/15/2033	1.13%	**	2,109,533
IMPERIAL TOBACCO GROUP PLC COMMON STOCK GBP.1			**	535,243
ASSOCIATED BANC CORP COMMON STOCK USD.01			**	282,617
ASSOCIATED ESTATES REALTY CP REIT NPV			**	92,770
ASSURANT INC COMMON STOCK USD.01			**	490,985
ASTA FUNDING INC COMMON STOCK USD.01			**	11,620
ASTEC INDUSTRIES INC COMMON STOCK USD.2			**	88,644
ASTORIA FINANCIAL CORP COMMON STOCK USD.01			**	132,825
ASTRAZENECA PLC SPONS ADR ADR			**	10,518,643

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ASTRAZENECA PLC SR UNSECURED 09/37 6.45	9/15/2037	6.45%	**	60,637
ASTRO MED INC COMMON STOCK USD.05			**	13,547
ATHENAHEALTH INC COMMON STOCK USD.01			**	3,811,949
ATLANTIC TELE NETWORK INC COMMON STOCK USD.01			**	103,886
ATLAS AIR WORLDWIDE HOLDINGS COMMON STOCK USD.01			**	126,307
ATMEL CORP COMMON STOCK USD.001			**	2,278,087
ATMOS ENERGY CORP SR UNSECURED 06/17 6.35	6/15/2017	6.35%	**	379,726
ATMOS ENERGY CORP SR UNSECURED 03/19 8.5	3/15/2019	8.5%	**	161,579

36

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Table of Contents

Security Name	Maturity Date	Coupon Rate	Cost	Fair Value (In Dollars)
ATMOS ENERGY CORP SR UNSECURED 10/44 4.125	10/15/2044	4.13%	**	69,451
ATWOOD OCEANICS INC COMMON STOCK USD1.			**	162,844
AUST + NZ BANKING GROUP SR UNSECURED 144A 03/16 3.25	3/1/2016	3.25%	**	205,991
AUST + NZ BANKING GROUP UNSECURED 144A 07/16 VAR	7/15/2016	0.41%	**	6,497,654
AUST + NZ BANKING GRP NY SR UNSECURED 02/16 0.9	2/12/2016	0.9%	**	15,493,384
AUTODESK INC COMMON STOCK USD.01			**	23,127,965
AUTOMATIC DATA PROCESSING COMMON STOCK USD.1			**	7,142,641
AUTOZONE INC SR UNSECURED 06/16 6.95	6/15/2016	6.95%	**	324,879
AUTOZONE INC SR UNSECURED 01/15 5.75	1/15/2015	5.75%	**	375,524
AVALONBAY COMMUNITIES IN SR UNSECURED 10/20 3.625	10/1/2020	3.63%	**	5,200,455
AVENTURA MALL TRUST AVMT 2013 AVM A 144A	12/5/2032	3.74%	**	2,663,936
AVIATION CAPITAL GROUP SR UNSECURED 144A 10/20 7.125	10/15/2020	7.13%	**	356,826
AVIS BUDGET GROUP INC COMMON STOCK USD.01			**	4,321,400
AVIS BUDGET RENTAL CAR FUNDING AESOP 2010 5A A 144A	3/20/2017	3.15%	**	685,372
AVIS BUDGET RENTAL CAR FUNDING AESOP 2012 2A A 144A	5/20/2018	2.8%	**	3,169,055
AVIS BUDGET RENTAL CAR FUNDING AESOP 2012 3A A 144A	3/20/2019	2.1%	**	100,032
AVIS BUDGET RENTAL CAR FUNDING AESOP 2013 1A A 144A	9/20/2019	1.92%	**	15,170,139
AVNET INC COMMON STOCK USD1.			**	586,449
HSBC HOLDINGS PLC COMMON STOCK USD.5			**	8,552,194
AXCELIS TECHNOLOGIES INC COMMON STOCK USD.001			**	28,600
AXIALL CORP COMMON STOCK USD.01			**	296,016
AXIS SPECIALTY FINANCE COMPANY GUAR 06/20 5.875	6/1/2020	5.88%	**	951,535
AXIS SPECIALTY FINAN PLC COMPANY GUAR 04/19 2.65	4/1/2019	2.65%	**	2,506,318
BB UBS TRUST BBUBS 2012 TFT A 144A	6/5/2030	2.89%	**	450,377
BB+T CORPORATION SUBORDINATED 12/15 5.2	12/23/2015	5.2%	**	57,194
BB+T CORPORATION SUBORDINATED 11/19 5.25	11/1/2019	5.25%	**	53,472
B+G FOODS INC COMMON STOCK USD.01			**	156,287
BANK OF AMERICA CREDIT CARD TR BACCT 2014 A1 A	6/15/2021	0.54%	**	12,834,904
BANK OF AMERICA CREDIT CARD TR BACCT 2014 A2 A	9/16/2019	0.43%	**	2,006,318
BANK OF AMERICA CREDIT CARD TR BACCT 2014 A3 A	1/15/2020	0.45%	**	17,396,868
BAE SYSTEMS PLC SR UNSECURED 144A 10/16 3.5	10/11/2016	3.5%	**	10,299,236
	8/15/2015	5.2%	**	6,901,363

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BAE SYSTEMS HOLDINGS INC COMPANY GUAR 144A 08/15 5.2					
BAMLL DB TRUST BMLDB 2012 OSI A1 144A	4/13/2029	2.34%	**	1,466,018	
BANC OF AMERICA MERRILL LYNCH BAMLL 2014 FL1 A	12/15/2031	1.56%	**	8,493,865	
BB+T CORPORATION SR UNSECURED 04/16 3.95	4/29/2016	3.95%	**	311,600	
BB+T CORPORATION SR UNSECURED 03/16 3.2	3/15/2016	3.2%	**	1,641,954	
BB+T CORPORATION SR UNSECURED 08/17 1.6	8/15/2017	1.6%	**	4,005,848	
BB+T CORPORATION SR UNSECURED 01/18 1.45	1/12/2018	1.45%	**	6,933,157	
BB+T CORPORATION 06/18 2.05	6/19/2018	2.05%	**	5,768,762	
BB+T CORPORATION SR UNSECURED 02/19 2.25	2/1/2019	2.25%	**	225,461	
BB+T CORPORATION SR UNSECURED 01/20 2.45	1/15/2020	2.45%	**	7,330,037	
BG ENERGY CAPITAL PLC COMPANY GUAR 144A 10/16 2.875	10/15/2016	2.88%	**	205,002	
BHP BILLITON FIN USA LTD COMPANY GUAR 04/19 6.5	4/1/2019	6.5%	**	546,543	
BHP BILLITON FIN USA LTD COMPANY GUAR 02/17 1.625	2/24/2017	1.63%	**	2,646,704	
BHP BILLITON FIN USA LTD COMPANY GUAR 09/18 2.05	9/30/2018	2.05%	**	6,070,450	
BHP BILLITON FIN USA LTD COMPANY GUAR 09/43 5	9/30/2043	5%	**	85,014	
BP CAPITAL MARKETS PLC COMPANY GUAR 03/15 3.875	3/10/2015	3.88%	**	4,577,605	
BP CAPITAL MARKETS PLC COMPANY GUAR 10/15 3.125	10/1/2015	3.13%	**	17,645,851	

37

Table of Contents

Security Name	Maturity Date	Coupon Rate	Cost	Fair Value (In Dollars)
BP CAPITAL MARKETS PLC COMPANY GUAR 10/20 4.5	10/1/2020	4.5%	**	2,596,726
BP CAPITAL MARKETS PLC COMPANY GUAR 03/16 3.2	3/11/2016	3.2%	**	4,210,520
BP CAPITAL MARKETS PLC COMPANY GUAR 11/16 2.248	11/1/2016	2.25%	**	2,365,800
BP CAPITAL MARKETS PLC COMPANY GUAR 11/21 3.561	11/1/2021	3.56%	**	658,991
BP CAPITAL MARKETS PLC COMPANY GUAR 05/22 3.245	5/6/2022	3.25%	**	12,961,369
BP CAPITAL MARKETS PLC COMPANY GUAR 11/15 0.7	11/6/2015	0.7%	**	9,127,163
BP CAPITAL MARKETS PLC COMPANY GUAR 11/17 1.375	11/6/2017	1.38%	**	989,100
BP CAPITAL MARKETS PLC COMPANY GUAR 05/18 1.375	5/10/2018	1.38%	**	210,201
BP CAPITAL MARKETS PLC COMPANY GUAR 02/24 3.814	2/10/2024	3.81%	**	135,876
BNP PARIBAS SR UNSECURED 09/17 2.375	9/14/2017	2.38%	**	5,410,993
BNP PARIBAS COMPANY GUAR 03/15 3.25	3/11/2015	3.25%	**	1,508,003
BNP PARIBAS COMPANY GUAR 01/21 5	1/15/2021	5%	**	11,310
BNP PARIBAS HOME LOAN COVERED 144A 11/15 2.2	11/2/2015	2.2%	**	1,719,458
BNP PARIBAS SR UNSECURED 08/18 2.7	8/20/2018	2.7%	**	3,454,411
BNP PARIBAS 12/16 1.25	12/12/2016	1.25%	**	9,993,520
BPCE SA COMPANY GUAR 02/17 1.625	2/10/2017	1.63%	**	3,447,152
BPCE SA COMPANY GUAR 04/24 4	4/15/2024	4%	**	20,903,320
BPCE SA COMPANY GUAR 11/16 VAR	11/18/2016	1%	**	1,000,698
BPCE SA COMPANY GUAR 06/17 VAR	6/23/2017	0.86%	**	9,999,460
BPCE SA UNSECURED 07/17 1.6125	7/25/2017	1.61%	**	1,636,295
BPCE SA SUBORDINATED 144A 07/24 4.625	7/11/2024	4.63%	**	8,543,524
BPCE SA SUBORDINATED 144A 03/25 4.5	3/15/2025	4.5%	**	879,414
BMW VEHICLE OWNER TRUST BMWOT 2013 A A2	2/25/2016	0.41%	**	461,979
BAIDU INC SPON ADR ADR USD.00005			**	35,102,593
BAKER HUGHES INC COMMON STOCK USD1.			**	947,975
BAKER HUGHES INC SR UNSECURED 11/18 7.5	11/15/2018	7.5%	**	3,043,779
BALDWIN + LYONS INC CL B COMMON STOCK NPV			**	31,709
BALTIMORE GAS + ELECTRIC SR UNSECURED 10/16 5.9	10/1/2016	5.9%	**	162,616
BALTIMORE GAS + ELECTRIC SR UNSECURED 07/23 3.35	7/1/2023	3.35%	**	343,376
BANCFIRST CORP COMMON STOCK USD1.			**	97,430
BANCO BRADESCO ADR ADR NPV			**	668,634
BANC OF AMERICA COMMERCIAL MOR BACM 2005 3 A3A	7/10/2043	4.62%	**	2,803,211
BANC OF AMERICA COMMERCIAL MOR BACM 2005 3 A4	7/10/2043	4.67%	**	1,309,875
BANC OF AMERICA COMMERCIAL MOR BACM 2005 4 A5A	7/10/2045	4.93%	**	1,544,440
BANC OF AMERICA COMMERCIAL MOR BACM 2006 3 A4	7/10/2044	5.89%	**	1,375,227

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BANC OF AMERICA COMMERCIAL MOR BACM 2006 2 A4	5/10/2045	5.73%	**	14,032,145
BANC OF AMERICA COMMERCIAL MOR BACM 2006 2 AJ	5/10/2045	5.76%	**	8,520,393
BANC OF AMERICA COMMERCIAL MOR BACM 2006 6 A2	10/10/2045	5.31%	**	168,033
BANC OF AMERICA COMMERCIAL MOR BACM 2006 5 A2	9/10/2047	5.32%	**	108,314
BANC OF AMERICA COMMERCIAL MOR BACM 2006 5 A4	9/10/2047	5.41%	**	156,915
BANC OF AMERICA COMMERCIAL MOR BACM 2006 5 AM	9/10/2047	5.45%	**	282,890
BANC OF AMERICA COMMERCIAL MOR BACM 2007 3 A3	6/10/2049	5.55%	**	1,663,813
BANC OF AMERICA COMMERCIAL MOR BACM 2007 3 A4	6/10/2049	5.55%	**	26,281,444
BANC OF AMERICA COMMERCIAL MOR BACM 2007 3 A5	6/10/2049	5.38%	**	1,726,350
BANC OF AMERICA COMMERCIAL MOR BACM 2007 4 A1A	2/10/2051	5.77%	**	3,522,148
BANC OF AMERICA COMMERCIAL MOR BACM 2007 5 A3	2/10/2051	5.62%	**	109,070
BANC OF AMERICA LARGE LOAN BALL 2009 UB2 A4AA 144A	2/24/2051	5.67%	**	3,143,342
BANC OF AMERICA LARGE LOAN BALL 2010 UB5 A4A 144A	2/17/2051	5.65%	**	77,360

Table of Contents

Security Name	Maturity Date	Coupon Rate	Cost	Fair Value (In Dollars)
BANCO NAC DE DESEN ECONO SR UNSECURED 144A 06/18 6.369	6/16/2018	6.37%	**	149,240
BANCO NAC DE DESEN ECONO SR UNSECURED 144A 06/19 6.5	6/10/2019	6.5%	**	63,600
BANCO NAC DE DESEN ECONO SR UNSECURED 144A 09/16 3.375	9/26/2016	3.38%	**	2,207,480
BANCO SANTANDER CHILE ADR ADR			**	228,752
BANCO SANTANDER BRAS CI SR UNSECURED 144A 01/16 4.25	1/14/2016	4.25%	**	304,200
BANCORPSOUTH INC COMMON STOCK USD2.5			**	2,828,719
BANCORP INC/THE COMMON STOCK USD1.			**	27,900
BANC OF AMERICA FUNDING CORPOR BAFC 2012 R5 A 144A	10/3/2039	0.41%	**	3,308,092
BANC OF CALIFORNIA INC COMMON STOCK USD.01			**	32,919
BANK OF AMERICA CORP COMMON STOCK USD.01			**	