

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information				
1a Name of plan <u>ONCOR RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>10/01/2012</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>10/01/2012</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>10/01/2012</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>ONCOR ELECTRIC DELIVERY COMPANY LLC</u> <u>1616 WOODALL RODGERS FREEWAY</u> <u>SUITE 7080</u> <u>DALLAS, TX 75202</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>75-2967830</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>214-812-1149</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>551112</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>75-2967830</u>	2c Sponsor's telephone number <u>214-812-1149</u>	2d Business code (see instructions) <u>551112</u>	
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2d Business code (see instructions) <u>551112</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/09/2014	DEBBIE DENNIS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>																		
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name ENERGY FUTURE HOLDINGS CORP.	4b EIN 75-2669310 4c PN 004																		
5 Total number of participants at the beginning of the plan year	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; text-align: center;">5</td> <td style="width: 90%; text-align: right;">24902</td> </tr> </table>	5	24902																
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="background-color: #cccccc; height: 20px;"></td> </tr> <tr> <td style="width: 10%; text-align: center;">6a</td> <td style="width: 90%; text-align: right;">3339</td> </tr> <tr> <td style="text-align: center;">6b</td> <td style="text-align: right;">9141</td> </tr> <tr> <td style="text-align: center;">6c</td> <td style="text-align: right;">9715</td> </tr> <tr> <td style="text-align: center;">6d</td> <td style="text-align: right;">22195</td> </tr> <tr> <td style="text-align: center;">6e</td> <td style="text-align: right;">2332</td> </tr> <tr> <td style="text-align: center;">6f</td> <td style="text-align: right;">24527</td> </tr> <tr> <td style="text-align: center;">6g</td> <td></td> </tr> <tr> <td style="text-align: center;">6h</td> <td style="text-align: right;">7</td> </tr> </table>			6a	3339	6b	9141	6c	9715	6d	22195	6e	2332	6f	24527	6g		6h	7
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7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; text-align: center;">7</td> <td style="width: 90%;"></td> </tr> </table>	7																	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 1C 1E 3F 3H																			

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply) <table style="width: 100%;"> <tr><td style="width: 5%;">(1)</td><td style="width: 5%;">☐</td><td>Insurance</td></tr> <tr><td>(2)</td><td>☐</td><td>Code section 412(e)(3) insurance contracts</td></tr> <tr><td>(3)</td><td>☒</td><td>Trust</td></tr> <tr><td>(4)</td><td>☐</td><td>General assets of the sponsor</td></tr> </table>	(1)	☐	Insurance	(2)	☐	Code section 412(e)(3) insurance contracts	(3)	☒	Trust	(4)	☐	General assets of the sponsor	9b Plan benefit arrangement (check all that apply) <table style="width: 100%;"> <tr><td style="width: 5%;">(1)</td><td style="width: 5%;">☐</td><td>Insurance</td></tr> <tr><td>(2)</td><td>☐</td><td>Code section 412(e)(3) insurance contracts</td></tr> <tr><td>(3)</td><td>☒</td><td>Trust</td></tr> <tr><td>(4)</td><td>☐</td><td>General assets of the sponsor</td></tr> </table>	(1)	☐	Insurance	(2)	☐	Code section 412(e)(3) insurance contracts	(3)	☒	Trust	(4)	☐	General assets of the sponsor			
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)																												
a Pension Schedules <table style="width: 100%;"> <tr><td style="width: 5%;">(1)</td><td style="width: 5%;">☒</td><td>R (Retirement Plan Information)</td></tr> <tr><td>(2)</td><td>☐</td><td>MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary</td></tr> <tr><td>(3)</td><td>☒</td><td>SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary</td></tr> </table>	(1)	☒	R (Retirement Plan Information)	(2)	☐	MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(3)	☒	SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules <table style="width: 100%;"> <tr><td style="width: 5%;">(1)</td><td style="width: 5%;">☒</td><td>H (Financial Information)</td></tr> <tr><td>(2)</td><td>☐</td><td>I (Financial Information – Small Plan)</td></tr> <tr><td>(3)</td><td>☐</td><td>A (Insurance Information)</td></tr> <tr><td>(4)</td><td>☒</td><td>C (Service Provider Information)</td></tr> <tr><td>(5)</td><td>☒</td><td>D (DFE/Participating Plan Information)</td></tr> <tr><td>(6)</td><td>☐</td><td>G (Financial Transaction Schedules)</td></tr> </table>	(1)	☒	H (Financial Information)	(2)	☐	I (Financial Information – Small Plan)	(3)	☐	A (Insurance Information)	(4)	☒	C (Service Provider Information)	(5)	☒	D (DFE/Participating Plan Information)	(6)	☐	G (Financial Transaction Schedules)
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SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>ONCOR RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>ONCOR ELECTRIC DELIVERY COMPANY LLC</u>	D Employer Identification Number (EIN) <u>75-2967830</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month _____ Day _____ Year _____	
2 Assets:	
a Market value	2a <u>2271108733</u>
b Actuarial value	2b <u>2271108733</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>11193</u> <u>1265698404</u>
b For terminated vested participants.....	3b <u>10230</u> <u>395382444</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>10438713</u>
(2) Vested benefits	3c(2) <u>477232553</u>
(3) Total active.....	3c(3) <u>3491</u> <u>487671266</u>
d Total.....	3d <u>24914</u> <u>2148752114</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b
5 Effective interest rate	5 <u>6.28 %</u>
6 Target normal cost	6 <u>29690992</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		<u>10/08/2014</u>
Signature of actuary		Date
<u>BRIAN P. LEVINE</u>		<u>14-06424</u>
Type or print name of actuary		Most recent enrollment number
<u>HEWITT ASSOCIATES LLC</u>		<u>214-989-2661</u>
Firm name		Telephone number (including area code)
<u>2711 NORTH HASKELL AVENUE</u> <u>SUITE 800</u> <u>DALLAS, TX 75204-2911</u>		
Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>9.01</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		242545
b Interest on (a) using prior year's effective interest rate of <u>6.97</u> % except as otherwise provided (see instructions)		4145
c Total available at beginning of current plan year to add to prefunding balance		246690
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	105.69 %
15 Adjusted funding target attainment percentage	15	105.69 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	113.38 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ►			18(b)	0	18(c)
					0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 4.94%	2nd segment: 6.15%	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 61
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):												
a Target normal cost (line 6).....	31a	29690992										
b Excess assets, if applicable, but not greater than line 31a	31b	29690992										
32 Amortization installments:	<table border="1"> <thead> <tr> <th></th> <th>Outstanding Balance</th> <th>Installment</th> </tr> </thead> <tbody> <tr> <td>a Net shortfall amortization installment.....</td> <td>0</td> <td>0</td> </tr> <tr> <td>b Waiver amortization installment</td> <td>0</td> <td>0</td> </tr> </tbody> </table>				Outstanding Balance	Installment	a Net shortfall amortization installment.....	0	0	b Waiver amortization installment	0	0
	Outstanding Balance	Installment										
a Net shortfall amortization installment.....	0	0										
b Waiver amortization installment	0	0										
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0										
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	0										
		Carryover balance	Prefunding balance									
35 Balances elected for use to offset funding requirement.....			0									
36 Additional cash requirement (line 34 minus line 35).....	36	0										
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37											
38 Present value of excess contributions for current year (see instructions)												
a Total (excess, if any, of line 37 over line 36)	38a	0										
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b											
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0										
40 Unpaid minimum required contributions for all years	40	0										

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>ONCOR RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ONCOR ELECTRIC DELIVERY COMPANY LLC</u>	D Employer Identification Number (EIN) <u>75-2967830</u>

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
<u>BANK OF NEW YORK MELLON</u>
<u>13-5160382</u>

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
<u>NORTHERN TRUST GLOBAL INVESTMENTS</u>
<u>06-6275604</u>

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

BANK OF NEW YORK MELLON

13-5160382

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 50	TRUSTEE	676430	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

HEWITT ASSOCIATES, LLC

36-2235791

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 50	ACTUARY	287116	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

NORTHERN TRUST SECURITIES, INC.

36-1561860

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
18 50	CUSTODIAN	18794	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="border: 1px solid black; text-align: center; padding: 5px; font-weight: bold; font-size: 1.2em;">2013</div> This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan ONCOR RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 ONCOR ELECTRIC DELIVERY COMPANY LLC	D Employer Identification Number (EIN) 75-2967830	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
--------	--

a	Name of MTIA, CCT, PSA, or 103-12 IE: GOVT SHORT TERM INVESTMENT
---	--

b	Name of sponsor of entity listed in (a): THE BANK OF NEW YORK MELLON
---	--

c EIN-PN 13-6154008-012	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 67813148
--	--	--

a	Name of MTIA, CCT, PSA, or 103-12 IE: NT COLLECTIVE S&P 500 INDEX FUND NL
---	---

b	Name of sponsor of entity listed in (a): NORTHERN TRUST GLOBAL ADVISORS
---	---

c EIN-PN 45-6138589-002	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 80332510
--	--	--

a	Name of MTIA, CCT, PSA, or 103-12 IE:
---	---------------------------------------

b	Name of sponsor of entity listed in (a):
---	--

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a	Name of MTIA, CCT, PSA, or 103-12 IE:
---	---------------------------------------

b	Name of sponsor of entity listed in (a):
---	--

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a	Name of MTIA, CCT, PSA, or 103-12 IE:
---	---------------------------------------

b	Name of sponsor of entity listed in (a):
---	--

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a	Name of MTIA, CCT, PSA, or 103-12 IE:
---	---------------------------------------

b	Name of sponsor of entity listed in (a):
---	--

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a	Name of MTIA, CCT, PSA, or 103-12 IE:
---	---------------------------------------

b	Name of sponsor of entity listed in (a):
---	--

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
--	--	--

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan ONCOR RETIREMENT PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 ONCOR ELECTRIC DELIVERY COMPANY LLC	D Employer Identification Number (EIN) 75-2967830	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)		
	(3) Other	1b(3)	40078674	51936169
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	9955346	9177073
	(2) U.S. Government securities	1c(2)	161572945	99274334
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)	511917863	470496679
	(B) All other	1c(3)(B)	826825104	760208659
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)	7070000	7076685
	(B) Common	1c(4)(B)	361033605	445667835
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)		
	(9) Value of interest in common/collective trusts	1c(9)	189389798	148145658
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	211507199	281935220
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
	(15) Other	1c(15)	72644976	57665482

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	2391995510	2331583794

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	1340017	1454318
i Acquisition indebtedness	1i		
j Other liabilities	1j	30346158	32233401
k Total liabilities (add all amounts in lines 1g through 1j)	1k	31686175	33687719

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	2360309335	2297896075
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)	4189222	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		4189222
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	336	
(B) U.S. Government securities	2b(1)(B)	2747923	
(C) Corporate debt instruments	2b(1)(C)	67259306	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	4199161	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		74206726
(2) Dividends: (A) Preferred stock	2b(2)(A)	522155	
(B) Common stock	2b(2)(B)	8561981	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	3725546	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		12809682
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	1251082301	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	1248504360	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		2577941
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-29941183	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-29941183

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		25755443
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		18558375
c Other income.....	2c		171345
d Total income. Add all income amounts in column (b) and enter total.....	2d		108327551

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	158641146	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		158641146
f Corrective distributions (see instructions).....	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)	287116	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)	7040417	
(4) Other.....	2i(4)	4772132	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		12099665
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		170740811

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-62413260
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unqualified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☐ Yes ☒ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: MCCONNELL & JONES

(2) EIN: 76-0488832

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		20000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year. ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☒ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>ONCOR RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ONCOR ELECTRIC DELIVERY COMPANY LLC</u>	D Employer Identification Number (EIN) <u>75-2967830</u>

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-3275867</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>273</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☒ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....	6a		
b Enter the amount contributed by the employer to the plan for this plan year.....	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?.....	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☒ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☒ Both	☐ No
--	-----------------------------------	-----------------------------------	--	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

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(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: 16% Investment-Grade Debt: 63% High-Yield Debt: 3% Real Estate: 0% Other: 18%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☒ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):



Independent Auditors' Report

To the Oncor Retirement Committee and the
Participants of the Oncor Retirement Plan

Report on the Financial Statements

We have audited the accompanying financial statements of the Oncor Retirement Plan (the Plan), which comprise the Statements of Net Assets Available for Benefits as of December 31, 2013 and 2012, and the related Statement of Changes in Net Assets Available for Benefits for the year end December 31, 2013, and the related Notes to Financial Statements.

Plan Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America (US GAAP); this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the auditing standards generally accepted in the United States of America (US GAAS). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design 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. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by Plan management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial status of the Plan as of December 31, 2013 and 2012, and the changes in financial status for the year end December 31, 2013, in accordance with US GAAP.



Report on Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplementary information listed in the table of contents is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of Plan management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or the financial statements themselves, and other additional procedures in accordance with US GAAS. In our opinion, the information is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

McConnell & Jones LLP

Houston, Texas
October 6, 2014

Oncor Retirement Plan

Financial Statements
as of December 31, 2013 and 2012 and for the
Year Ended December 31, 2013,
Supplemental Schedules as of and for the
Year Ended December 31, 2013 and
Independent Auditors' Report

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Note:

The accompanying financial statements have been prepared for the purpose of filing with the Department of Labor's Form 5500. Supplemental schedules required by 29 CFR 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, other than the schedules listed above, are omitted because of the absence of the conditions under which they are required.



Independent Auditors' Report

To the Oncor Retirement Committee and the
Participants of the Oncor Retirement Plan

Report on the Financial Statements

We have audited the accompanying financial statements of the Oncor Retirement Plan (the Plan), which comprise the Statements of Net Assets Available for Benefits as of December 31, 2013 and 2012, and the related Statement of Changes in Net Assets Available for Benefits for the year end December 31, 2013, and the related Notes to Financial Statements.

Plan Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America (US GAAP); this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the auditing standards generally accepted in the United States of America (US GAAS). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design 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. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by Plan management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial status of the Plan as of December 31, 2013 and 2012, and the changes in financial status for the year end December 31, 2013, in accordance with US GAAP.



Report on Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplementary information listed in the table of contents is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of Plan management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or the financial statements themselves, and other additional procedures in accordance with US GAAS. In our opinion, the information is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

McConnell & Jones LLP

Houston, Texas
October 6, 2014

ONCOR RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	At December 31,	
	2013	2012
ASSETS		
INVESTMENTS, AT FAIR VALUE (Notes 3 and 4):		
Interest bearing cash.....	\$ 9,140,912	\$ 9,326,707
Common stocks	420,665,869	340,098,989
Preferred stocks	6,578,957	6,572,205
Fixed income securities:		
United States (U.S.) Government.....	97,888,384	159,242,752
Corporate	1,198,827,896	1,296,694,073
Common funds:		
Mutual funds.....	269,530,326	200,449,058
Commingled trusts.....	140,949,885	179,238,671
Other investments, primarily state and local fixed income securities	<u>55,612,401</u>	<u>69,934,442</u>
Total investments.....	2,199,194,630	2,261,556,897
NET ASSETS HELD IN 401(h) ACCOUNT (Notes 1, 4 and 6)	80,931,900	90,489,246
ACCRUED INTEREST AND DIVIDENDS	20,151,502	18,686,307
RECEIVABLE FROM SALES OF SECURITIES	<u>30,248,692</u>	<u>20,059,479</u>
Total assets	2,330,526,724	2,390,791,929
LIABILITIES		
AMOUNTS RELATED TO OBLIGATION OF 401(h) ACCOUNT (Notes 1 and 6).....	80,931,900	90,489,246
PAYABLE FOR SECURITIES PURCHASED	1,183,577	7,899,324
ACCRUED EXPENSES	1,403,097	1,288,644
OTHER LIABILITIES.....	<u>30,043,975</u>	<u>21,294,626</u>
Total liabilities.....	<u>113,562,549</u>	<u>120,971,840</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 2,216,964,175</u>	<u>\$ 2,269,820,089</u>

See Notes to Financial Statements.

ONCOR RETIREMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	<u>Year Ended December 31, 2013</u>
ADDITIONS:	
Investment income (loss):	
Common stocks	\$ 100,023,809
Preferred stocks	(1,468)
Fixed income securities:	
U.S. Government	(19,003,357)
Corporate	(126,343,180)
Common funds:	
Mutual funds	17,336,213
Commingled trusts	24,063,273
Other investments	<u>15,979,118</u>
Net appreciation in fair value of investments	12,054,408
Interest and dividends	83,544,782
Other investment income	<u>160,183</u>
Total additions	<u>95,759,373</u>
DEDUCTIONS:	
Benefits paid to participants	137,291,317
Administrative expenses (Note 2)	<u>11,323,970</u>
Total deductions	<u>148,615,287</u>
NET DECREASE IN NET ASSETS AVAILABLE FOR BENEFITS	(52,855,914)
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	<u>2,269,820,089</u>
End of year	<u>\$ 2,216,964,175</u>

See Notes to Financial Statements.

ONCOR RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

1. THE PLAN

General — The Oncor Retirement Plan (the “Plan”) is a noncontributory defined benefit pension plan that covers eligible employees of Oncor Electric Delivery Company LLC (“Oncor” or “the Company”) and certain retired and terminated vested plan participants who previously participated in the EFH Retirement Plan of Energy Future Holdings Corp. and its U.S. subsidiaries other than Oncor (“EFH”). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

The Bank of New York Mellon Corporation is the Plan’s trustee (the “Trustee”) and holds the Plan’s assets. Fidelity Investments is the administrative service provider. The Plan provisions and a description of the Plan are included in the Plan document, originally effective October 1, 2012 with EFH as the Plan Sponsor. Pursuant to the terms of a Master Agreement dated December 27, 2012 between EFH and Oncor, Oncor assumed the sponsorship of the Plan effective January 1, 2013. Reference should be made to such documents for a more complete understanding of Plan benefits and operations.

In August 2012, EFH approved certain amendments to the EFH Retirement Plan that resulted in: (1) splitting off assets and liabilities under the EFH Retirement Plan associated with participants (active and retirees) of Oncor, an indirect, 80% owned subsidiary of EFH, and all retirees and terminated vested participants of EFH and its subsidiaries (including discontinued businesses) to a new plan (Oncor Retirement Plan), (2) splitting off assets and liabilities under the EFH Retirement Plan associated with active employees of EFH’s competitive businesses, other than active collective bargaining unit employees, to a Terminating Plan (EFH Active Retirement Plan), freezing benefits and vesting all accrued Plan benefits for these participants (Affected Participants), (3) the termination of, distributions of benefits under, and settlement of all of EFH’s liabilities under the EFH Active Retirement Plan, including distribution of benefits to the Affected Participants in the fourth quarter of 2012 and (4) maintaining assets and liabilities under the EFH Retirement Plan associated with active collective bargaining unit employees of EFH’s competitive businesses under the current EFH Retirement Plan.

Oncor employees generally become eligible to participate in the Plan upon attainment of age 21 and completion of one Year of Service (as defined in the Plan document). Plan participants with five or more years of service after age 18 or who retire on or after attainment of age 65 are fully vested in the Plan and are eligible to receive monthly retirement benefits based on participant pay and years of service, as defined in the Plan document, under the Traditional Retirement Formula, or based on contribution credits as determined by age, service and participant earnings, as defined in the Plan document, plus interest credits under the Cash Balance Formula (described below). Cash Balance Formula participants are fully vested in their accounts upon completion of three years of Vesting Service (as defined in the Plan document). The Plan provides for early retirement beginning at age 55 with at least 15 years of Accredited Service (as defined in the Plan document). Some reductions in normal monthly retirement benefits occur under the Traditional Retirement Formula if participants elect to begin receiving benefits prior to reaching age 62. Certain death benefits are also provided under the Plan.

All eligible employees who were first hired on or after January 1, 2001, and who therefore became eligible to participate in the Plan on or after January 1, 2002, are covered under the Cash Balance Formula component of the Plan. Under the Cash Balance Formula, the Company makes a monthly contribution to a hypothetical account established for each Cash Balance Formula participant. The amount of the Company contribution is equal to a percentage of the participant’s eligible compensation determined on the basis of the participant’s combined age and years of Accredited Service according to the following table:

Age + Years of Accredited Service	Contribution Credit
<35	3.5%
35–49	4.5%
50–64	5.5%
65+	6.5%

Employees who have incurred a severance from service and are rehired who have accrued a benefit under the Traditional Retirement Plan Formula but have not yet commenced payment of that benefit, shall upon such Participant's commencement of participation in the Plan have that benefit converted to a hypothetical account balance and shall thereafter be a part of such Participant's Cash Balance Formula benefit. If an Employee who has incurred a severance from service or a participant in the EFH Retirement Plan or EFH Active Retirement Plan is rehired (or hired) after commencing their Traditional Retirement Plan Formula benefit, then payment of such benefit shall continue, and such participant shall be entitled to participate only in the Cash Balance Formula from and after reemployment.

Participants can receive their Cash Balance Formula benefit upon retirement or when they otherwise terminate employment with the Company, provided that, if the severance from employment is for a reason other than retirement and the participant has less than ten years of participation under the Plan, the participant may not receive their Cash Balance Formula benefit until ten years have elapsed from the participant's initial plan participation date or the participant attains age 65 (whichever comes first), except as explained in the paragraph immediately below. Participants may, at their election, receive their benefit earned under the Cash Balance Formula in the form of a single lump sum or one of the monthly annuities available under the Plan. The amount of the Cash Balance Formula benefit is based on the value of the participant's Cash Balance Formula account.

For all Plan participants who terminate employment before retirement with a benefit in the Plan that is less than or equal to \$1,000, their benefit is distributed to them in a lump sum upon termination of employment. If a participant's benefit is greater than \$1,000 but less than or equal to \$5,000 upon termination of employment before retirement, the participant may elect to receive their benefit in the form of a lump sum upon termination of employment. Otherwise, the benefit is transferred to an individual retirement account.

For certain military personnel who do not return to active employment due to death or disability while on active duty, the Company will make contributions to the Plan for the period during which the employee was on active duty, and in the event of death, will apply the provisions of the Plan relating to survivor benefits as if the participant were an active employee on the date of death.

Plan Termination — The Plan is subject to termination at any time by the Board of Directors of Oncor, in which event all Plan assets will be used for the benefit of participants and their beneficiaries under the Plan. In the event of liquidation, the distribution of assets shall conform to the law and shall recognize the priority of claims and interests in the payment of benefits in accordance with applicable provisions of the law. Whether a particular participant's accumulated benefits will be paid depends on both the priority of those benefits and the level of benefits guaranteed at the time by the Pension Benefit Guaranty Corporation ("PBGC"). Some benefits may be fully or partially provided for by the then-existing assets and the PBGC, while other benefits may not be provided for at all.

Section 401(h) Medical Benefit Component — The Plan includes a separate medical benefit account ("401(h) account") in addition to the normal plan retirement benefits, to fund a portion of postretirement health care obligations for retirees and their beneficiaries in accordance with Section 401(h) of the Internal Revenue Code ("IRC"). Accordingly, the Plan's investments in the 401(h) account may not be used for, or diverted to, any purpose other than providing health benefits for retirees and their beneficiaries. The related obligations for health benefits are not included in the Plan's actuarial present value of accumulated plan benefits (see Note 5) but are reflected as obligations in the separate financial statements of the EFH Health Care and Life Insurance Plan. Plan participants do not contribute to the 401(h) account except for retired employee's share of health care premiums. Employer contributions are at the discretion of Oncor management. See Notes 4 and 6 for details of the 401(h) net assets at December 31, 2013 and 2012.

Contributions — The Company's contributions to the Plan to fund the benefits are based on an independent actuarial study and satisfy the minimum funding requirements of ERISA for the years 2013 and 2012. The Company did not make any contributions to the Plan for the 2013 plan year. The Company made contributions to the Plan of \$243,173 for the 2012 plan year. The Company did not make any 401(h) contributions during the 2013 and 2012 plan years except for retired employees' share of insurance premiums. The assets of the Plan attributable to the contributions made by the Company are to be used solely to provide benefits to participants of the Plan.

Party-in-Interest — Certain plan investments are managed by Standish Mellon, a subsidiary of the trustee. These transactions qualify as party-in-interest transactions allowable under ERISA regulations.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting — The financial statements of the Plan are prepared under the accrual method of accounting. Benefit payments are recorded when paid. Subsequent events have been evaluated through October 6 2014, the date these financial statements were available to be issued.

Investments — The investments of the Plan are presented at fair value. Generally quoted market prices, determined as the last reported sales price on the last business day of the year, are used to present the fair value of investments of the Plan.

At December 31, 2013 and 2012, the Plan held approximately \$7 million of investments (approximately 0.3% of the Plan's net assets), whose fair values were determined by the Trustee in the absence of available market information. Because of the inherent uncertainty of valuation, those estimated values may differ significantly from the values that would have been used had a ready market for the securities existed, and the differences could be material. These investments consisted principally of preferred shares of private Real Estate Investment Trusts.

See Note 4 for additional information on fair value measurements.

Contributions — Contributions to the Plan are recorded in the period that the Plan's actuary determines they relate to except that a contribution receivable is recorded to the extent that amounts due are pursuant to formal commitments as well as legal or contractual requirements in existence at the end of the Plan year.

Administrative Expenses — During the year ended December 31, 2013, the Plan paid the costs and expenses of investment transactions and the fees of investment managers engaged by the Oncor Retirement Committee, which consists of certain management-level employees of the Company. The Plan also incurred trustee fees, PBGC insurance fees and relevant actuarial, audit and legal fees.

Actuarial Assumptions — The actuarial present value of accumulated plan benefits is determined by the consulting actuary by applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money and the probability of payment between the valuation date and the expected payment date. The more significant actuarial assumptions used in the actuarial valuations at December 31, 2013 and 2012 include:

- use of an annual rate of interest of 6.48% and 6.16% for 2013 and 2012, respectively, representing a weighted average expected return on assets of 4.72% and 4.10% for the portion not recoverable in rates for 2013 and 2012, respectively, and 7.39% and 7.40% for the portion recoverable in rates for 2013 and 2012, respectively;
- use of a cash balance interest crediting rate of 4.50% and 3.75% for 2013 and 2012, respectively;
- use of the 1) 2014 Static Mortality Table for Annuitants and Non Annuitants per Treasury Regulation Section 1.430(h)(3)-1(e) for 2013 and 2) 2013 Static Mortality Table for Annuitants and Non Annuitants per Treasury Regulation Section 1.430(h)(3)-1(e) for 2012;
- the Form of Payment assumption: 1) 100% joint and survivor annuity for 65% of traditional benefit participants and single life annuities for 35% of traditional benefit participants and 2) lump sum payments for all cash balance participants at termination or the date they would have reached 10 years of accredited service, if later, and
- the assumed rates of retirement at various ages at December 31, 2013 for all Company participants are the following:

Ages	Rates assumed
55-59	5-10%
60-61	13-15%
62-64	20-35%
65 and older	100%

Derivatives — The Plan has established policies and procedures for risk assessment and the approval, reporting and monitoring of derivative financial instrument activities. The Plan enters into derivative financial instruments including forward foreign exchange contracts, futures contracts, written options and interest rate and credit default swaps, as described below. The instruments' maturity periods vary depending upon the objectives for which the instruments are held. The recorded fair values of the instruments are based on the applicable forward rates at December 31, 2013 and 2012.

The Plan enters into forward contracts to purchase and sell foreign currencies to manage the currency exposure associated with the Plan's foreign investments. The credit risk associated with these contracts is minimal as they are entered into with a limited number of highly rated counterparties.

The Plan enters into futures contracts, written options and purchase options to manage market risk associated with the Plan's investments and to achieve overall investment portfolio objectives. The credit risk associated with these contracts is minimal as they are traded on organized exchanges and margined daily.

The Plan uses credit default swaps to manage the risk of defaults by counterparties on bond investments. The Plan uses interest rate swaps and options to manage its exposure to interest rate risk.

The following table provides aggregate assets and liabilities of the Plan's derivatives not under hedge accounting included in other investments and other liabilities as reported in the statements of net assets available for benefits at December 31, 2013 and 2012:

	December 31, 2013			December 31, 2012		
	Asset	Liability	Notional (a)	Asset	Liability	Notional (a)
Foreign currency contracts.....	\$ 37,947	\$ 27,601	\$ 30,970,649	\$ 400	\$ 333,046	\$ 20,366,702
Futures contracts	2,178,252	2,220,269	201,090,000	2,623,343	951,456	136,310,000
Written options.....	—	625,084	181,200,000	—	15,377	11,700,000
Purchase options.....	484,033	—	20,900,000	35,140	—	9,200,000
Other options	152,446	—	1,400,000	—	—	—
Credit default swaps.....	1,929,575	375,805	181,100,000	—	551,552	36,100,000
Interest rate swaps	17,643	1,439,864	258,100,000	—	43,483	6,600,000

(a) Represents fair value of foreign currency contracts and underlying principal value for all other derivatives.

At December 31, 2013 and 2012, there were no derivative positions accounted for as cash flow or fair value hedges and no amounts recognized in accumulated other comprehensive income. Accordingly, for the year ended December 31, 2013, there were no gains or losses related to derivatives recognized in, or reclassified from, other comprehensive income.

Gains and losses on derivative financial instruments are recognized as fair values change. Generally, gains and losses on the derivative financial instruments held would be offset by similar fair value gains and losses on the related securities. The following table provides changes in fair value of the Plan's derivatives not under hedge accounting included in net appreciation in fair value of investments as reported in the statement of changes in net assets available for benefits for the year ended December 31, 2013:

	Year Ended December 31, 2013
	Gain/(Loss)
Foreign currency contracts	\$ 45,833
Futures contracts.....	20,008,123
Written options	545,442
Purchase options.....	(227,897)
Credit default swaps	1,478,616
Interest rate swaps	(1,677,755)

Use of Estimates — The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of changes in net assets during the reporting period. Actual results could differ from those estimates.

Risks and Uncertainties — The Plan holds various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, 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 statements of net assets available for benefits.

Benefit costs are impacted by actual and actuarial estimates of employee demographics, the level of contributions made to the Plan, expected and actual earnings on Plan assets and the discount/inflation rates used in determining the projected benefit obligation. Changes made to the provisions of the Plan may also impact current and future benefit costs. Changes in general interest rates may result in increased or decreased benefit cost obligations reported in future periods. It is reasonably possible that such changes could have a material effect on the amount of benefit obligations reported in the financial statements.

3. INVESTMENTS

The Bank of New York Mellon Corporation serves as the trustee of the Plan, and the investment managers during the 2013 plan year were as follows:

- Ariel Investments, LLC (U.S. Equity);
- Morgan Stanley Asset Management (U.S. Equity);
- Northern Trust Global Investors (“NTGI”) (U.S. Equity);
- Tweedy Browne L.P. (U.S. and International Equity);
- Loomis Sayles & Company LP (Fixed Income);
- Pacific Investment Management Co. (“PIMCO”) (Fixed Income);
- Standish Mellon Asset Management Company, LLC (Fixed Income);
- Causeway Capital Management, LLC (International Equity);
- Hotchkis & Wiley Capital (U.S. Equity);
- Dimensional Fund Advisors (International Equity);
- Marsico Capital Management (US Equity);
- MFS Global (Global Equity);
- William Blair (International Equity);
- The Clifton Group (Overlay Manager), and
- Franklin Street Properties (Real Estate).

Managers invest the assets under guidelines established by the Oncor Retirement Committee.

The Plan invests its funds in various assets. The principal asset types are described below:

- **Common Stocks** — Shares of widely traded public companies;
- **Preferred Stocks** — Primarily preferred shares of private Real Estate Investment Trusts (REITs) which hold quality non-leveraged real estate with current income;
- **Fixed Income Securities** — United States government obligations and corporate obligations primarily of companies generally listed on nationally recognized exchanges;
- **Common Funds** — Equity trust fund portfolios and bank common collective trust funds;
- **Mutual Funds** — Funds operated by investment companies that provide diversification by investing in stocks, bonds, currencies, money market securities, options, futures and/or other investment options; and
- **Other Investments** — Fixed income securities of state and local governments and related entities, foreign government bonds, written options, purchase options, open futures contracts, interest rate swaps, credit default swaps and foreign exchange contracts.

The Trustee invests certain assets in The Bank of New York Mellon Corporation Collective U.S. Government Short-Term Investment Fund, which is managed by The Bank of New York Mellon Corporation.

There was no investment with a fair value in excess of 5% of net assets available for benefits at December 31, 2013 and 2012.

Plan Investment Strategy and Asset Allocations

The investment objective for the Plan is to invest in a suitable mix of assets to meet the future benefit obligations at an acceptable level of risk, while minimizing the volatility of contributions. Equity securities are held to achieve returns in excess of passive indexes by participating in a wide range of investment opportunities. International equity securities are used to further diversify the equity portfolio and may include investments in both developed and emerging international markets. Fixed income securities include primarily corporate bonds from a diversified range of companies, U.S. Treasuries and agency securities and money market instruments. The investment strategy for fixed income investments is to maintain a high grade portfolio of securities, which assist in managing the volatility and magnitude of plan contributions and expense while maintaining sufficient cash and short-term investments to pay near-term benefits and expenses.

The Plan's investments are managed in two pools: one associated with the recoverable service portion of plan obligations related to Oncor's regulated utility business, and the other associated with plan obligations for the closed group of retired and terminated plan participants not related to Oncor's regulated utility business that Oncor assumed from EFH Corp. in connection with its sponsorship of the Oncor Plan (see Note 1). The recoverable service portion is invested in a broadly diversified portfolio of equity and fixed income securities. The nonrecoverable service portion is invested in fixed income securities intended to fully hedge the obligations, within practical limitations.

The target asset allocation ranges of the Plan's investments were revised on September 1, 2013. The target allocation ranges for the year ended December 31, 2013 by asset category were as follows:

Prior to September 1, 2013

Asset Category	Target Allocation Ranges	
	Recoverable	Nonrecoverable
U.S. equities	24% - 31%	—
International equities.....	20% - 25%	—
Fixed income.....	45% - 57%	100%

Effective September 1, 2013

Asset Category	Target Allocation Ranges	
	Recoverable	Nonrecoverable
U.S. equities	18% - 22%	—
International equities.....	15% - 19%	—
Real estate	4% - 6%	—
Credit strategies (a).....	6% - 8%	—
Fixed income.....	45% - 57%	100%

- (a) Credit strategies consist of fixed income instruments intended to outperform liability hedging assets. Examples of such assets include high yield bonds, bank loans and emerging market debt.

Expected Long-Term Rate of Return on Assets Assumption

The Plan's strategic asset allocation is determined in conjunction with the Plan's advisors and utilizes a comprehensive Asset-Liability modeling approach to evaluate potential long-term outcomes of various investment strategies. The modeling incorporates long-term rate of return assumptions for each asset class based on historical and future expected asset class returns, current market conditions, rate of inflation, current prospects for economic growth, and taking into account the diversification benefits of investing in multiple asset classes and potential benefits of employing active investment management.

Asset Class	Expected Long-Term Returns
International equity securities.....	7.83%
U.S. equity securities	7.20%
Real estate	6.20%
Credit strategies	5.87%
Fixed income securities	<u>5.30%</u>
Weighted average (a).....	7.39%

(a) The 2014 expected long-term rate of return for the nonrecoverable portion of the Oncor Retirement Plan is 4.72%.

Significant Concentrations of Risk

The Plans' investments are exposed to risks such as interest rate, capital market and credit risks. The Plan seeks to optimize return on investment consistent with levels of liquidity and investment risk which are prudent and reasonable, given prevailing capital market conditions and other factors specific to the Plan. While the Plan recognizes the importance of return, investments will be diversified in order to minimize the risk of large losses unless, under the circumstances, it is clearly prudent not to do so. There are also various restrictions and guidelines in place including limitations on types of investments allowed and portfolio weightings for certain investment securities to assist in the mitigation of the risk of large losses.

4. FAIR VALUE MEASUREMENTS

Accounting standards related to the determination of fair value define fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities. The income approach uses valuation techniques to convert future amounts to a single present amount. The cost approach is based on the amount that currently would be required to replace the service capacity of an asset. The Plan primarily uses the market approach of using prices and other market information for identical and/or comparable assets for those investments that are measured on a recurring basis and uses valuation techniques to maximize the use of observable inputs and minimize the use of unobservable inputs.

The Plan categorizes its investments recorded at fair value based upon the following fair value hierarchy:

- Level 1 valuations use quoted prices in active markets for identical assets that are accessible at the measurement date. An active market is a market in which transactions for the asset occur with sufficient frequency and volume to provide pricing information on an ongoing basis. The Plan's Level 1 investments primarily consist of common stocks and mutual funds that are valued using published market prices, such as those from the New York Stock Exchange.
- Level 2 valuations use inputs, in the absence of actively quoted market prices, that are observable for the asset, either directly or indirectly. Level 2 inputs include: (a) quoted prices for similar assets in active markets, (b) quoted prices for identical or similar assets in markets that are not active, (c) inputs other than quoted prices that are observable for the asset such as interest rates and yield curves observable at commonly quoted intervals and (d) inputs that are derived principally from or corroborated by observable market data by correlation or other means. The Plan's Level 2 assets primarily consist of:
 - U.S. Government fixed income securities that are valued using a combination of quoted prices and inputs that are either observable in the market or can be derived through observable market data;
 - corporate fixed income securities that are primarily valued using a spread scale representing credit risk through the use of data obtained from the new issue market, secondary trading and dealer quotes, and an option adjusted spread model used to adjust spreads of issues that have early redemption features, and
 - bank common collective trust funds representing cash and cash equivalents invested in short-term funds that do not have published net asset values.
- Level 3 valuations use unobservable inputs for the asset. Unobservable inputs are used to the extent observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset at the measurement date. The Plan's Level 3 assets consist of preferred shares of private real estate investment trusts valued using an independent appraisal of the associated properties. Because these assets represent less than one percent of the Plan's net assets, no additional disclosures have been provided.

With respect to amounts presented in the following fair value hierarchy tables, the fair value measurement of an asset (e.g. an investment) is required to fall in its entirety in one level, based on the lowest level input that is significant to the fair value measurement. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgment, considering factors specific to the asset being measured.

The preceding methods may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level within the fair value hierarchy a summary of the Plan's investments measured at fair value on a recurring basis at December 31, 2013:

	At December 31, 2013			
	Level 1	Level 2	Level 3	Total
Interest bearing cash.....	\$	\$ 9,140,912	\$ —	\$ 9,140,912
Common stocks:				
United States.....	206,959,277	—	—	206,959,277
International.....	213,706,592	—	—	213,706,592
Preferred stocks.....	6,685	—	6,572,272	6,578,957
Fixed income securities:				
U.S. government.....	—	97,888,384	—	97,888,384
Corporate (a).....	—	1,198,827,896	—	1,198,827,896
Common funds:				
Mutual funds – United States.....	166,625,516	102,904,810	—	269,530,326
Commingled trusts – United States....	—	140,949,885	—	140,949,885
Other investments.....	—	55,612,401	—	55,612,401
Total investments.....	<u>\$ 587,298,070</u>	<u>\$ 1,605,324,288</u>	<u>\$ 6,572,272</u>	<u>\$ 2,199,194,630</u>

(a) Substantially all corporate bonds are rated investment grade by a major ratings agency such as Moody's Investors Services, Inc.

The following table presents a reconciliation of the beginning and ending balances of the fair value measurements using significant unobservable inputs (Level 3) of the Plan for the year ended December 31, 2013:

	Year Ended December 31, 2013
Balance at beginning of period.....	\$ 6,572,205
Change due to reallocation between pension and 401(h) plans.....	67
Balance at end of period.....	<u>\$ 6,572,272</u>

The following table sets forth by level within the fair value hierarchy a summary of the Plan's investments measured at fair value on a recurring basis at December 31, 2012:

	At December 31, 2012			
	Level 1	Level 2	Level 3	Total
Interest bearing cash.....	\$ 248,264	\$ 9,078,443	\$ —	\$ 9,326,707
Common stocks:				
United States.....	174,850,915	—	—	174,850,915
International.....	165,248,074	—	—	165,248,074
Preferred stocks.....	—	—	6,572,205	6,572,205
Fixed income securities:				
U.S. government.....	—	159,242,752	—	159,242,752
Corporate (a).....	—	1,296,694,073	—	1,296,694,073
Common funds:				
Mutual funds – United States.....	145,915,353	54,533,705	—	200,449,058
Commingled trusts – United States....	—	179,238,671	—	179,238,671
Other investments.....	—	69,934,442	—	69,934,442
Total investments.....	<u>\$ 486,262,606</u>	<u>\$ 1,768,722,086</u>	<u>\$ 6,572,205</u>	<u>\$ 2,261,556,897</u>

(a) Substantially all corporate bonds are rated investment grade by a major ratings agency such as Moody's Investors Services, Inc.

There were no material transfers of assets between levels of the fair value hierarchy. There was no change in the fair values of Level 3 assets in the periods presented, and the Level 3 assets represent less than one percent of the Plan's investments.

The following table sets forth by level within the fair value hierarchy a summary of the 401(h) account's investments measured at fair value on a recurring basis at December 31, 2013:

At December 31, 2013				
	Level 1	Level 2	Level 3	Total
Interest bearing cash.....	\$ —	\$ 36,161	\$ —	\$ 36,161
Common stocks:				
United States.....	12,300,472	—	—	12,300,472
International.....	12,701,494	—	—	12,701,494
Preferred stocks.....	—	—	497,728	497,728
Fixed income securities:				
U.S. government.....	—	1,385,950	—	1,385,950
Corporate (a).....	—	31,877,442	—	31,877,442
Common funds:				
Mutual funds – United States.....	9,903,264	2,501,630	—	12,404,894
Commingled trusts – United States....	—	7,195,773	—	7,195,773
Other investments.....	—	2,053,081	—	2,053,081
Total investments.....	<u>\$ 34,905,230</u>	<u>\$ 45,050,037</u>	<u>\$ 497,728</u>	<u>\$ 80,452,995</u>

(a) Substantially all corporate bonds are rated investment grade by a major ratings agency such as Moody's Investors Services, Inc.

The following table presents a reconciliation of the beginning and ending balances of the fair value measurements using significant unobservable inputs (Level 3) of the 401(h) account's investments for the year ended December 31, 2013:

	Year Ended December 31, 2013
Balance at beginning of period.....	\$ 497,795
Change due to reallocation between pension and 401(h) plans.....	(67)
Balance at end of period.....	<u>\$ 497,728</u>

The following table sets forth by level within the fair value hierarchy a summary of the 401(h) account's investments measured at fair value on a recurring basis at December 31, 2012:

At December 31, 2012				
	Level 1	Level 2	Level 3	Total
Interest bearing cash.....	\$ 15,343	\$ 613,296	\$ —	\$ 628,639
Common stocks:				
United States.....	10,762,857	—	—	10,762,857
International.....	10,171,759	—	—	10,171,759
Preferred stocks.....	—	—	497,795	497,795
Fixed income securities:				
U.S. government.....	—	2,330,193	—	2,330,193
Corporate (a).....	—	42,048,894	—	42,048,894
Common funds:				
Mutual funds – United States.....	8,981,743	2,076,398	—	11,058,141
Commingled trusts – United States....	—	10,151,127	—	10,151,127
Other investments.....	—	2,710,534	—	2,710,534
Total investments.....	<u>\$ 29,931,702</u>	<u>\$ 59,930,442</u>	<u>\$ 497,795</u>	<u>\$ 90,359,939</u>

(a) Substantially all corporate bonds are rated investment grade by a major ratings agency such as Moody's Investors Services, Inc.

There were no significant transfers of assets between levels of the fair value hierarchy, and there was no change in the fair values of Level 3 assets in the periods presented.

Net Asset Value (NAV) Per Share

In accordance with Financial Accounting Standards Board Accounting Standards Update No. 2009-12, *Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*, the Plan expanded its disclosure to include the category, fair value, redemption frequency, and redemption notice period for those assets whose fair value is estimated using the net asset value per share or its equivalent for which the fair value is not readily determinable at December 31, 2013 and 2012. For the Plan, such assets include investments in common collective trust funds.

The following table sets forth a summary of the Plan's investments for which the fair value has been estimated using the NAV of the investments at December 31, 2013 and 2012.

Fair Value Estimated Using NAV per Share At December 31, 2013 and 2012						
	Fair Value At December 31, 2013	Fair Value At December 31, 2012	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
NTGI – Collective S&P 500 Index Fund (a)	\$ 75,825,856	\$ 88,261,541	None	Daily	None	1 day
The Bank of New York Mellon Corporation – Collective U.S. Government Short-Term Investment Fund (b)	\$ 65,124,029	\$ 90,977,130	None	Daily	None	1 day
Total	<u>\$ 140,949,885</u>	<u>\$ 179,238,671</u>				

- (a) The fund seeks to provide investment results approximating the aggregate price and dividend performance of the securities included in the S&P 500 Index.
- (b) The fund seeks to produce a reasonable rate of return while preserving capital and maintaining daily liquidity, investing primarily in securities issued by the U.S. government and its agencies.

The following table sets forth a summary of the 401(h) account's investments for which the fair value has been estimated using the NAV of the investments at December 31, 2013 and 2012.

Fair Value Estimated Using NAV per Share At December 31, 2013 and 2012						
	Fair Value At December 31, 2013	Fair Value At December 31, 2012	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
NTGI – Collective S&P 500 Index Fund (a)	\$ 4,506,654	\$ 5,432,893	None	Daily	None	1 day
The Bank of New York Mellon Corporation – Collective U.S. Government Short-Term Investment Fund (b)	\$ 2,689,119	\$ 4,718,234	None	Daily	None	1 day
Total	<u>\$ 7,195,773</u>	<u>\$ 10,151,127</u>				

- (a) The fund seeks to provide investment results approximating the aggregate price and dividend performance of the securities included in the S&P 500 Index.
- (b) The fund seeks to produce a reasonable rate of return while preserving capital and maintaining daily liquidity, investing primarily in securities issued by the U.S. government and its agencies.

5. ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

The actuarial present value of accumulated Plan benefits at December 31, 2013 and 2012 is as follows:

	At December 31,	
	2013	2012
Vested benefits:		
Retired participants and beneficiaries	\$ 1,268,863,411	\$ 1,266,655,470
Other participants	887,722,202	897,477,168
Total	2,156,585,613	2,164,132,638
Nonvested benefits	9,413,808	11,006,417
Total actuarial present value of accumulated benefits.....	<u>\$ 2,165,999,421</u>	<u>\$ 2,175,139,055</u>

Changes in the actuarial present value of accumulated Plan benefits for the year ended December 31, 2013, are as follows:

	Year Ended December 31, 2013
Actuarial present value of accumulated benefits as of beginning of year	<u>\$ 2,175,139,055</u>
Increase (decrease) during the year attributable to:	
Benefits accumulated	57,897,000
Increase for interest due to decrease in the discount period	129,823,182
Benefits paid to participants	(137,291,317)
Assumption changes	(59,568,499)
Net decrease	<u>(9,139,634)</u>
Actuarial present value of accumulated benefits as of end of year	<u>\$ 2,165,999,421</u>

The annual rate of interest used to discount estimated future benefit payments increased from 6.16% in 2012 to 6.48% in 2013 resulting in an approximately \$70 million decrease in the actuarial present value of accumulated plan benefits. An increase in the cash balance interest crediting rate from 3.75% in 2012 to 4.50% in 2013, along with an update in the mortality table assumptions, resulted in an approximately \$10 million increase in the actuarial present value of accumulated plan benefits during the year ended December 31, 2013.

The foregoing actuarially determined amounts were calculated using assumptions based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated benefits.

6. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of the net assets and changes in net assets per the financial statements to the Form 5500 for December 31, 2013 and 2012 and the 2013 plan year, respectively. The net assets of the 401(h) account included in the Form 5500 are not available to pay pension benefits and may be used only to pay retiree health benefits.

	At December 31, 2013		
	Amounts per Financial Statements	401(h) Account	Amounts per Form 5500
NET ASSETS			
INVESTMENTS:			
Interest bearing cash.....	\$ 9,140,912	\$ 36,161	\$ 9,177,073
Common stocks	420,665,869	25,001,966	445,667,835
Preferred stocks	6,578,957	497,728	7,076,685
Fixed income securities:			
U.S. Government.....	97,888,384	1,385,950	99,274,334
Corporate.....	1,198,827,896	31,877,442	1,230,705,338
Common funds:			
Mutual funds	269,530,326	12,404,894	281,935,220
Commingled trusts	140,949,885	7,195,773	148,145,658
Other investments.....	<u>55,612,401</u>	<u>2,053,081</u>	<u>57,665,482</u>
Total investments	2,199,194,630	80,452,995	2,279,647,625
Net assets held in 401(h) account	80,931,900	—	80,931,900
Accrued interest and dividends.....	20,151,502	569,466	20,720,968
Receivable from sale of securities	30,248,692	966,509	31,215,201
Amount related to obligation of 401(h) account	(80,931,900)	—	(80,931,900)
Payable for securities purchased.....	(1,183,577)	(49,312)	(1,232,889)
Accrued expenses.....	(1,403,097)	(51,221)	(1,454,318)
Other liabilities.....	<u>(30,043,975)</u>	<u>(956,537)</u>	<u>(31,000,512)</u>
Total net assets	<u>\$ 2,216,964,175</u>	<u>\$ 80,931,900</u>	<u>\$ 2,297,896,075</u>

	Year Ended December 31, 2013		
	Amounts per Financial Statements	401(h) Account	Amounts per Form 5500
CHANGE IN NET ASSETS			
Investment income (loss):			
Common stocks.....	\$ 100,023,809	\$ 7,033,840	\$ 107,057,649
Preferred stocks.....	(1,468)	(102)	(1,570)
Fixed income securities:			
U.S. Government	(19,003,357)	(571,871)	(19,575,228)
Corporate	(126,343,180)	(4,671,500)	(131,014,680)
Common funds:			
Mutual funds	17,336,213	1,222,162	18,558,375
Commingled trusts.....	24,063,273	1,692,170	25,755,443
Other investments	<u>15,979,118</u>	<u>191,469</u>	<u>16,170,587</u>
Net appreciation in fair value of investments.....	12,054,408	4,896,168	16,950,576
Interest and dividends	83,544,782	3,471,626	87,016,408
Other investment income	160,183	11,162	171,345
Contributions (a).....	—	4,189,222	4,189,222
Benefits paid to participants	(137,291,317)	(21,349,829)	(158,641,146)
Administrative expenses.....	<u>(11,323,970)</u>	<u>(775,695)</u>	<u>(12,099,665)</u>
Net increase in net assets available for benefits	<u>\$ (52,855,914)</u>	<u>\$ (9,557,346)</u>	<u>\$ (62,413,260)</u>

(a) 401(h) Account contributions represent retired employees' health care premiums and rebates.

At December 31, 2012			
NET ASSETS	Amounts per Financial Statements	401(h) Account	Amounts per Form 5500
INVESTMENTS:			
Interest bearing cash.....	\$ 9,326,707	\$ 628,639	\$ 9,955,346
Common stocks	340,098,989	20,934,616	361,033,605
Preferred stocks	6,572,205	497,795	7,070,000
Fixed income securities:			
U.S. Government.....	159,242,752	2,330,193	161,572,945
Corporate.....	1,296,694,073	42,048,894	1,338,742,967
Common funds:			
Mutual funds	200,449,058	11,058,141	211,507,199
Commingled trusts	179,238,671	10,151,127	189,389,798
Other investments.....	<u>69,934,442</u>	<u>2,710,534</u>	<u>72,644,976</u>
Total investments	2,261,556,897	90,359,939	2,351,916,836
Net assets held in 401(h) account	90,489,246	—	90,489,246
Accrued interest and dividends.....	18,686,307	612,838	19,299,145
Receivable from sales of securities.....	20,059,479	720,050	20,779,529
Amount related to obligation of 401(h) account	(90,489,246)	—	(90,489,246)
Payable for securities purchased.....	(7,899,324)	(348,144)	(8,247,468)
Accrued expenses.....	(1,288,644)	(51,373)	(1,340,017)
Other liabilities.....	<u>(21,294,626)</u>	<u>(804,064)</u>	<u>(22,098,690)</u>
Total net assets	<u>\$ 2,269,820,089</u>	<u>\$ 90,489,246</u>	<u>\$ 2,360,309,335</u>

7. TAX STATUS

The Plan obtained its latest determination letter on June 23, 2014, in which the Internal Revenue Service stated that the Plan, as designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). Therefore no provisions for income taxes have been included in the Plan's financial statements. The Plan has not been amended since receiving the determination letter.

The Plan is subject to examinations by taxing jurisdictions; however, there are currently no examinations for any tax periods in progress. Plan management believes as of December 31, 2013, the Plan is no longer subject to income tax examinations for years prior to 2009. The Plan has recorded no uncertain tax positions.

SUPPLEMENTAL SCHEDULES

ONCOR RETIREMENT PLAN

EIN 75-2967830 PN 001

SCHEDULE H, PART IV, LINE 4i

SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2013

Note: See attached schedules provided by the Trustee for the required disclosures.

ONCOR RETIREMENT PLAN

EIN 75-2967830 PN 001

SCHEDULE H, PART IV, LINE 4i

SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF YEAR)

YEAR ENDED DECEMBER 31, 2013



BNY MELLON

TRDQNF ONFG00010000 5500

FINAL 151133

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2013

2013-12-31 CYCLE 4 151132 RUN DATE: 24-MAR-14

ONF G000100
ONCOR RETIREMENT PLAN

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
<u>COMMON/COLLECTIVE TRUST</u>					
13,797.1220	NT COLLECTIVE S&P500 INDEX FUND-NON LENDING	61,513,631.57	6,822.4100	80,332,509.59	18,818,878.02
67,813,147.6800	COLLECTIVE US GOV'T STIF 15 BPS	67,813,147.68	1.0000	67,813,147.68	0.00
TOTAL COMMON/COLLECTIVE TRUST		129,326,979.25		148,145,657.27	18,818,678.02
<u>REGISTERED INVESTMENT COMPANIES</u>					
2,536,385.1930	TWEEDY BROWNE GLOBAL VALUE FUN	84,838,128.58	26.6200	70,180,573.84	5,342,445.26
1,198,002.4050	WILLIAM BLAIR EMERGING MARKETS	15,848,585.39	13.4600	16,125,112.37	276,526.96
2,268,089.5250	DFA EMERGING MARKETS CORE EQUI	43,402,812.78	19.4800	44,137,022.16	734,409.38
1,017,128.0600	MORGAN STANLEY INSTITUTIONAL F	36,381,238.45	45.3100	46,086,072.40	9,704,833.95
5,936,106.1530	PIMCO FDS SHORT TERM FLTG NAV PORT II	59,424,607.49	10.0100	59,420,412.58	4,194.91
4,131,716.5400	PIMCO FDS LONG DURATION CORP BD PORTFOLIO	49,675,394.30	11.1300	45,986,027.35	3,869,368.95
TOTAL REGISTERED INVESTMENT COMPANIES		269,570,566.99		281,935,220.70	12,364,653.71
GRAND TOTAL		2,273,813,507.95		2,274,688,207.88	1,630,353.34
					755,653.41
					874,699.93

ONCOR RETIREMENT PLAN

EIN 75-2967830 PN 001

SCHEDULE H, PART IV, LINE 4i

SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF YEAR)

YEAR ENDED DECEMBER 31, 2013



BNY MELLON

TRD0NF ONFG00010000 5500

FINAL 151133

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2013

2013-12-31 CYCLE 4 15:11:32 RUN DATE: 24-MAR-14

ONF G000100
ONCOR RETIREMENT PLAN

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
<u>INTEREST-BEARING CASH</u>					
30,278.3800	AUD (AUSTRALIAN DOLLARS)	27,183.00	0.0000	27,088.55	94.45-
64,303.4800	GBP (GREAT BRITISH POUNDS)	104,843.85	0.0000	108,502.84	1,658.99
55,340.0000	JPY (JAPANESE YEN)	538.17	0.0000	526.53	11.64-
0.7800	SGD (SINGAPORE DOLLARS)	0.62	0.0000	0.62	0.00
0.7900	MXN (MEXICAN PESO)	0.06	0.0000	0.06	0.00
1.8700	CAD (CANADIAN DOLLARS)	1.80	0.0000	1.76	0.04-
838,679.2400	CAD CURRENCY AT BROKER	813,517.05	0.0000	801,109.57	12,407.18-
1.9000	SEK (SWEDISH KRONA)	0.29	0.0000	0.30	0.01
19,200.0000	GBP CURRENCY AT BROKER 0.000%	31,543.40	0.0000	31,800.00	256.60
5.0000	KRW (SOUTH KOREAN WON)	0.01	0.0000	0.00	0.01-
78,200.2500	EUR (EURO)	107,103.38	0.0000	107,756.02	652.65
759,870.7600	BNY MELLON CASH RESERVE 0.010% 12/31/2049 DO 06/26/07	759,870.76	100.0000	759,870.76	0.00
1,089,000.0000	CSFB CCP COLLATERAL 0.010% 01/01/2049 DO 07/01/08	1,089,000.00	100.0000	1,089,000.00	0.00
730,000.0000	FOB ICE CCP COLLATERAL VAR RT 01/01/2049 DO 07/01/08	730,000.00	100.0000	730,000.00	0.00
442,000.0000	MORG CCP COLLATERAL VAR RT 01/01/2049 DO 07/01/08	442,000.00	100.0000	442,000.00	0.00

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
20,000.0000	MORGAN STANLEY (MYC) CASH COLL VAR RT 01/01/2049 DO 07/01/08	20,000.00	100.0000	20,000.00	0.00
322,000.0000	CASH HELD AT MERRILL LYNCH	322,000.00	1.0000	322,000.00	0.00
TOTAL INTEREST-BEARING CASH		4,227,602.19		4,217,657.12	9,945.07-
<u>U. S. GOVERNMENT SECURITIES</u>					
3,140,000.0000	U S TREASURY BOND 6.500% 11/15/2026 DO 11/15/96	4,247,554.21	133.5630	4,193,876.20	53,676.01-
1,645,000.0000	U S TREASURY BOND 2.675% 05/15/2043 DO 05/15/13	1,403,283.87	81.0470	1,333,223.15	70,060.82-
21,190,000.0000	U S TREASURY BONDS 3.625% 08/15/2043 DO 08/15/13	20,276,170.26	94.4380	20,011,412.20	264,758.06-
100,000.0000	U S TREASURY NOTE 0.500% 10/15/2014 DO 10/15/11	100,347.66	100.2810	100,281.00	66.66-
400,000.0000	U S TREASURY NOTE 0.125% 07/31/2014 DO 07/31/12	399,964.38	100.0120	400,046.00	63.62
62,260,000.0000	U S TREASURY NOTE 2.000% 02/15/2023 DO 02/15/13	62,620,720.47	92.7660	57,774,864.80	4,846,055.67-
875,000.0000	U S TREASURY NOTE 1.750% 05/15/2023 DO 05/15/13	815,561.52	90.1330	788,663.75	26,897.77-
580,000.0000	U S TREASURY NOTE 2.500% 08/15/2023 DO 08/15/13	574,004.74	96.0310	555,979.80	17,024.94-
2,504,7630	FNMA GTD REMIC P/T 92-82 IO 9.000% 05/25/2022 DO 05/01/92	548.73	19.8330	496.77	51.96-

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
329,416.9500	FNMA POOL #0AT5796 3.000% 06/01/2043 DO 05/01/13	320,975.65	95.0500	313,110.81	7,864.84-
333,805.7100	FNMA POOL #0AT5900 3.000% 06/01/2043 DO 06/01/13	325,251.94	95.0500	317,282.33	7,969.81-
321,695.2600	FNMA POOL #0AT9665 3.000% 07/01/2043 DO 06/01/13	313,451.82	95.0500	305,771.34	7,683.48-
448,094.1050	FNMA GTD REMIC P/T 04-17 BZ 6.000% 04/25/2034 DO 03/01/04	573,058.29	114.6760	513,856.40	59,201.89-
625,000.0000	U S TREASURY BILL 0.000% 01/02/2014 DO 07/05/13	624,881.81	99.9810	624,881.81	0.00
72,000.0000	U S TREASURY BILL 0.000% 01/23/2014 DO 07/25/13	71,978.28	99.9898	71,978.28	0.00
625,000.0000	U S TREASURY BILL 0.000% 06/12/2014 DO 12/12/13	624,875.82	99.9800	624,875.82	0.00
37,300,000.0000	U S TREASURY NT PRIN STRIP 0.000% 08/15/2042 DO 08/15/12	14,461,767.95	30.4100	11,342,930.00	3,118,837.95-
TOTAL U. S. GOVERNMENT SECURITIES		107,754,417.30		99,274,334.26	8,480,083.04-
CORPORATE DEBT INSTRUMENTS - PREFERRED					
2,870,000.0000	AIG SUNAMERICA GLOBAL FINANCIN 6.900% 03/15/2032 DO 03/20/02	3,804,988.80	121.2390	3,479,559.30	325,429.30-
3,470,000.0000	AT&T INC 5.550% 08/15/2041 DO 08/18/11	3,487,258.70	101.4860	3,521,564.20	54,305.50
544,000.0000	AT&T INC 4.300% 12/15/2042 DO 08/15/13	546,368.40	84.8240	461,442.56	84,923.84-

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760,000.0000	AT&T INC 4.350% 06/15/2045 DO 06/15/13	763,420.00	84.6590	643,408.40	120,011.60-
840,000.0000	ACE INA HOLDINGS INC 6.700% 05/15/2036 DO 05/22/06	1,182,492.80	125.9560	1,058,030.40	104,462.40-
1,533,000.0000	ACE INA HOLDINGS INC 4.150% 03/13/2043 DO 03/13/13	1,528,814.91	90.8460	1,369,603.18	139,211.73-
2,200,000.0000	ALABAMA POWER CO 5.200% 06/01/2041 DO 05/24/11	2,076,146.00	108.1390	2,335,058.00	343,090.00-
3,000,000.0000	ALABAMA POWER CO 3.850% 12/01/2042 DO 12/05/12	2,955,870.00	85.2980	2,558,970.80	396,900.00-
2,615,000.0000	ALLSTATE CORP/THE 4.500% 06/15/2043 DO 06/07/13	2,803,441.70	94.8170	2,474,234.55	129,207.15-
2,120,000.0000	AMERICA MOVIL SAB DE CV 6.125% 03/30/2040 DO 03/30/10	2,789,156.80	105.8120	2,243,214.40	545,942.40-
2,504,000.0000	AMERICAN EXPRESS CO 4.050% 12/03/2042 DO 12/03/12	2,515,242.96	87.9820	2,203,069.28	312,173.68-
1,200,000.0000	AMERICAN INTERNATIONAL GROUP I 6.250% 05/01/2036 DO 04/20/06	1,543,644.00	115.8750	1,390,536.00	153,108.00-
1,915,000.0000	ANHEUSER-BUSCH COS LLC 6.450% 09/01/2037 DO 08/24/07	2,618,628.45	121.8040	2,332,546.60	286,081.85-
1,885,000.0000	APACHE CORP 5.100% 09/01/2040 DO 08/20/10	2,142,754.90	101.5330	1,913,897.05	228,857.85-
4,060,000.0000	APPLE INC 3.850% 05/04/2043 DO 05/03/13	4,033,065.95	83.5420	3,391,805.20	641,260.75-

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2,377,000.0000	ARCHER-DANIELS-MIDLAND CO 4.535% 03/26/2042 DD 09/26/11	2,546,123.55	93.3590	2,219,143.43	326,980.12-
3,395,000.0000	ARCHER-DANIELS-MIDLAND CO 4.016% 04/16/2043 DD 10/16/12	3,246,808.25	85.0170	2,886,027.15	360,481.10-
8,875,000.0000	AT&T INC 5.350% 09/01/2040 DD 03/01/11	9,993,644.50	99.9430	6,761,191.25	1,212,653.25-
2,015,000.0000	BG ENERGY CAPITAL PLC 144A 5.125% 10/15/2041 DD 10/12/11	2,352,915.50	102.6440	2,068,261.60	286,653.90-
1,230,000.0000	BHP BILLITON FINANCE USA LTD 4.126% 02/24/2042 DD 02/24/12	1,395,866.40	86.6590	1,092,965.70	212,900.70-
270,000.0000	BHP BILLITON FINANCE USA LTD 5.000% 09/30/2043 DD 09/30/13	269,959.50	101.8740	274,519.80	4,560.30
1,645,000.0000	BAKER HUGHES INC 5.125% 09/15/2040 DD 06/24/10	1,979,938.45	105.8700	1,741,561.50	238,376.95-
1,605,000.0000	BANK OF NOVA SCOTIA 1.100% 12/13/2016 DD 12/13/13	1,804,534.55	100.4800	1,612,704.00	8,169.45
2,460,000.0000	BAKTER INTERNATIONAL INC 4.500% 06/15/2043 DD 06/11/13	2,458,376.40	96.7500	2,360,050.00	78,326.40-
4,150,000.0000	BERKSHIRE HATHAWAY FINANCE COR 5.750% 01/15/2040 DD 01/13/10	5,080,388.49	110.6190	4,590,686.50	489,699.99-
2,615,000.0000	BERKSHIRE HATHAWAY FINANCE COR 4.400% 05/15/2042 DD 05/15/12	2,705,374.40	91.4480	2,391,365.20	314,009.20-
900,000.0000	BOEING CO/THE 5.875% 02/15/2040 DD 07/28/09	1,215,450.00	116.6650	1,067,985.00	147,465.00-

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
2,135,000.0000	BURLINGTON NORTHERN SANTA FE L 5.750% 05/01/2040 DD 05/17/10	2,632,070.70	109.7390	2,342,927.85	289,143.05-
3,405,000.0000	BURLINGTON NORTHERN SANTA FE L 5.400% 06/01/2041 DD 05/19/11	4,032,132.90	103.7220	3,531,734.10	500,398.80-
1,365,000.0000	BURLINGTON NORTHERN SANTA FE L 4.950% 09/15/2041 DD 08/22/11	1,521,937.95	99.6850	1,345,685.25	176,252.70-
410,000.0000	BURLINGTON NORTHERN SANTA FE L 5.150% 09/01/2043 DD 08/22/13	407,572.80	101.5880	416,510.80	-8,938.00
690,000.0000	BURLINGTON NORTHERN SANTA FE L 6.150% 05/01/2037 DD 04/13/07	690,762.40	113.8500	785,566.00	105,187.40-
1,075,000.0000	CME GROUP INC/IL 5.300% 09/15/2043 DD 09/09/13	1,073,065.00	104.6640	1,125,030.50	51,965.50
1,765,000.0000	CNOOC FINANCE 2013 LTD 3.000% 05/09/2023 DD 05/09/13	1,546,877.85	89.3180	1,522,871.90	26,005.95-
855,000.0000	CNOOC FINANCE 2013 LTD 4.250% 05/09/2043 DD 05/09/13	842,303.25	84.2560	720,388.80	121,914.45-
795,000.0000	CANADIAN NATIONAL RAILWAY CO 6.250% 08/01/2034 DD 07/09/04	1,090,986.45	116.3130	940,588.35	150,398.10-
2,440,000.0000	CATERPILLAR INC 3.603% 08/15/2042 DD 08/15/12	2,430,874.40	84.0920	2,051,844.80	379,029.60-
685,000.0000	CATHOLIC HEALTH INITIATIVES 4.350% 11/01/2042 DD 10/31/12	696,583.55	86.7500	594,237.50	104,346.05-
825,000.0000	CENTERPOINT ENERGY RESOURCES C 5.650% 01/15/2041 DD 07/15/11	1,044,169.50	113.4150	935,673.75	108,495.75-

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850,000.0000	CHUBB CORP/THE 6.000% 05/11/2037 DD 05/11/07	1,109,165.00	116.8160	992,936.00	116,229.00-
2,480,000.0000	CISCO SYSTEMS INC 5.900% 02/15/2039 DD 02/17/09	3,227,596.00	111.1780	2,757,214.40	470,381.60-
2,125,000.0000	CISCO SYSTEMS INC 5.500% 01/15/2040 DD 11/17/09	2,700,747.50	105.8030	2,248,313.75	452,433.75-
470,000.0000	CITIGROUP INC 4.950% 11/07/2043 DD 11/07/13	465,688.70	99.6090	468,162.30	526.40+
3,365,000.0000	CITY OF HOPE/THE 5.623% 11/15/2043 DD 07/25/13	3,365,000.00	98.4650	3,265,340.25	119,659.75-
5,375,000.0000	COMCAST CORP 6.500% 11/15/2035 DD 11/14/05	6,898,393.75	118.6400	6,269,400.00	628,993.75-
10,395,000.0000	COMCAST CORP 6.550% 07/01/2039 DD 06/18/09	13,846,659.95	118.3930	12,306,852.35	1,339,707.60-
5,875,000.0000	COMCAST CORP 4.250% 01/15/2033 DD 01/14/13	5,825,708.75	92.8920	5,457,405.00	368,303.75-
10,627,000.0000	CONOCOPHILLIPS 5.900% 05/15/2038 DD 05/08/08	13,980,881.20	117.3770	12,473,653.79	1,507,227.41-
1,710,000.0000	CONOCOPHILLIPS 6.500% 02/01/2039 DD 02/03/09	2,425,019.40	125.4020	2,144,374.20	280,645.20-
2,500,000.0000	CONSOLIDATED EDISON CO OF NEW 6.300% 08/15/2037 DD 08/28/07	3,383,575.00	121.1320	3,028,300.00	355,275.00-
286,000.0000	CONSOLIDATED EDISON CO OF NEW 6.750% 04/01/2038 DD 04/04/08	408,857.02	126.1550	360,803.30	48,053.72-

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1,400,000.0000	CONSOLIDATED EDISON CO OF NEW 5.500% 12/01/2039 DD 12/04/09	1,737,708.00	110.3930	1,545,502.00	192,206.00-
1,005,000.0000	COOPERATIVE CENTRALE RAIFFEIS 5.750% 12/01/2043 DD 11/29/13	1,047,203.85	100.0090	1,128,995.85	81,792.00
1,700,000.0000	COOPERATIVE CENTRALE RAIFFEIS 5.250% 05/24/2041 DD 05/24/11	1,996,225.00	103.1730	1,753,941.00	242,284.00-
650,000.0000	CORNING INC 4.250% 08/15/2020 DD 08/10/10	725,757.50	106.5470	692,555.50	33,202.00-
2,870,000.0000	CORP NACIONAL DEL COBRE D 144A 5.625% 10/18/2043 DD 10/18/13	2,806,955.10	96.2900	2,820,923.00	11,967.90
1,370,000.0000	CORPORATE OFFICE PROPERTIES LP 3.600% 05/15/2023 DD 05/06/13	1,367,479.20	90.8350	1,241,899.50	125,779.70-
435,000.0000	CUMMINS INC 4.875% 10/01/2043 DD 09/24/13	425,730.15	100.1490	435,648.15	9,918.00
2,300,000.0000	DAIMLER FINANCE NORTH AMERICA 6.500% 01/16/2031 DD 01/16/01	3,579,789.00	145.1930	3,339,439.00	240,350.00-
880,000.0000	DEERE & CO 5.375% 10/16/2029 DD 10/16/09	1,126,595.60	112.2840	988,099.20	138,496.40-
1,305,000.0000	DIAGEO CAPITAL PLC 3.875% 04/29/2043 DD 04/29/13	1,285,855.65	86.0140	1,122,482.70	163,372.95-
2,455,000.0000	DIAMOND OFFSHORE DRILLING INC 5.700% 10/15/2039 DD 10/08/09	3,149,421.30	108.6220	2,666,670.10	482,751.20-
1,325,000.0000	DOLPHIN ENERGY LTD 144A 5.500% 12/15/2021 DD 02/14/12	1,545,281.25	109.2500	1,447,562.50	97,718.75-

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1,060,000.0000	DOMINION GAS HOLDINGS LLC 144A 4.800% 11/01/2043 DD 10/22/13	1,057,477.20	96.6840	1,024,850.40	32,626.80-
3,770,000.0000	DUKE ENERGY INDIANA INC 6.450% 04/01/2039 DD 03/23/09	5,056,437.10	123.5640	4,056,362.80	398,074.30-
1,900,000.0000	DUKE ENERGY CAROLINAS LLC 6.050% 04/15/2038 DD 04/14/08	2,469,000.00	118.6890	2,255,091.00	233,909.00-
1,260,000.0000	DUKE ENERGY CAROLINAS LLC 4.250% 12/15/2041 DD 12/08/11	1,319,472.00	99.1120	1,173,211.20	146,260.80-
2,850,000.0000	EATON CORP 4.000% 11/02/2032 DD 11/02/13	2,925,696.15	91.8410	2,617,486.50	308,227.65-
1,305,000.0000	EBAY INC 4.000% 07/15/2042 DD 07/24/12	1,270,965.60	84.8860	1,105,152.30	165,813.30-
560,000.0000	IBERDROLA INTERNATIONAL BV 6.750% 07/15/2036 DD 07/24/06	592,608.50	106.6130	597,371.50	-4,763.00
2,070,000.0000	FMR LLC 144A 6.500% 12/14/2040 DD 07/06/10	2,599,299.00	114.8180	2,376,732.60	222,566.40-
300,000.0000	FMR LLC 144A 5.150% 02/01/2043 DD 02/01/13	305,634.00	95.9970	287,991.00	17,643.00-
1,060,000.0000	FLORIDA POWER & LIGHT CO 4.950% 06/01/2035 DD 06/07/05	1,238,535.80	104.8030	1,110,911.80	127,624.00-
1,775,000.0000	FLORIDA POWER & LIGHT CO 4.125% 02/01/2042 DD 12/13/11	1,655,443.00	92.0350	1,633,621.25	221,821.75-
1,000,000.0000	DUKE ENERGY FLORIDA INC 6.350% 09/15/2037 DD 09/18/07	1,342,750.00	122.6870	1,226,670.00	115,880.00-

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SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF YEAR)
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BNY MELLON

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,650,000.0000	DUKE ENERGY FLORIDA INC 6.400% 06/15/2038 DD 06/16/08	2,222,385.00	123.2950	2,034,367.50	188,017.50-
1,900,000.0000	FRANCE TELECOM SA VAR RT 03/01/2031 DD 09/01/01	2,644,053.00	136.0670	2,623,273.00	220,780.00+
2,445,000.0000	GENERAL ELECTRIC CO 4.125% 10/09/2042 DD 10/09/12	2,515,049.25	92.3860	2,256,837.70	258,211.55-
2,980,000.0000	GENERAL ELECTRIC CAPITAL CORP 6.750% 03/15/2032 DD 03/20/02	3,870,215.40	123.8310	3,690,163.80	180,051.60+
3,500,000.0000	GENERAL ELECTRIC CAPITAL CORP 6.150% 08/07/2037 DD 08/07/07	4,351,200.00	118.8680	4,063,380.00	287,820.00-
16,745,000.0000	GENERAL ELECTRIC CAPITAL CORP 5.875% 01/14/2038 DD 01/14/08	20,198,656.25	113.9110	19,074,396.95	1,124,259.30+
8,825,000.0000	GENERAL ELECTRIC CAPITAL CORP 6.875% 01/10/2039 DD 01/09/09	9,277,222.50	128.5800	8,774,220.00	503,002.50-
895,000.0000	GLAXOSMITHKLINE CAPITAL INC 6.375% 05/15/2038 DD 05/13/08	1,236,397.75	122.3950	1,095,435.25	140,962.50+
700,000.0000	GOLDMAN SACHS GROUP INC/THE 7.500% 02/15/2019 DD 02/05/09	880,782.00	121.7970	852,579.00	28,203.00+
5,200,000.0000	GOLDMAN SACHS GROUP INC/THE 5.375% 03/15/2020 DD 03/08/10	5,768,620.00	111.2130	5,783,076.00	14,456.00
865,000.0000	GOLDMAN SACHS GROUP INC/THE 6.000% 06/15/2020 DD 06/03/10	790,159.65	114.6580	762,475.70	27,683.95+
5,175,000.0000	GOLDMAN SACHS GROUP INC/THE 6.125% 02/15/2033 DD 02/13/03	7,227,961.00	112.4840	6,945,887.00	282,074.00+

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
9,855,000.0000	GOLDMAN SACHS GROUP INC/THE 6.750% 10/01/2037 DO 10/03/07	11,090,170.15	111.2550	10,964,190.25	125,989.90-
2,110,000.0000	GOLDMAN SACHS GROUP INC/THE 6.250% 02/01/2041 DO 01/28/11	2,591,053.45	115.2400	2,431,564.00	159,489.45-
200,000.0000	GOLDMAN SACHS GROUP INC/THE 5.250% 07/27/2021 DO 07/27/11	217,720.00	109.4840	216,968.00	1,248.00
1,390,000.0000	GOLDMAN SACHS GROUP INC/THE 5.750% 01/24/2022 DO 01/24/12	1,626,687.90	112.5600	1,564,709.10	64,178.80-
5,885,000.0000	HSBC BANK USA NA/NEW YORK NY 5.875% 11/01/2034 DO 10/25/04	6,907,836.45	109.9340	6,469,615.90	438,020.55-
5,400,000.0000	HSBC BANK USA NA 7.000% 01/15/2039 DO 06/18/08	7,300,152.00	125.1210	6,756,534.00	543,618.00-
700,000.0000	HSBC HOLDINGS PLC 7.625% 05/17/2032 DO 05/17/05	908,271.00	125.1070	875,749.00	32,522.00-
4,000,000.0000	HSBC HOLDINGS PLC 6.500% 05/02/2036 DO 05/03/06	4,997,520.00	118.4530	4,738,120.00	259,400.00-
4,400,000.0000	HSBC HOLDINGS PLC 6.500% 09/15/2037 DO 09/12/07	5,402,036.00	118.2740	5,204,056.00	287,980.00-
1,400,000.0000	HSBC HOLDINGS PLC 6.800% 06/01/2038 DO 06/27/08	1,790,418.00	123.0150	1,722,210.00	68,208.00-
700,000.0000	HSBC HOLDINGS PLC 5.100% 04/05/2021 DO 04/05/11	826,616.00	111.1450	776,015.00	48,601.00-
6,395,000.0000	HALLIBURTON CO 4.750% 08/01/2043 DO 08/05/13	6,381,826.30	98.2050	6,260,209.75	101,616.55-

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1,950,000.0000	HOME DEPOT INC/THE 5.575% 12/16/2036 DD 12/19/06	2,562,690.00	115.3900	2,250,105.00	312,585.00-
2,410,000.0000	HOME DEPOT INC/THE 5.400% 09/15/2040 DD 09/10/10	3,021,658.00	108.2500	2,609,017.80	412,640.20-
350,000.0000	HOME DEPOT INC/THE 4.200% 04/01/2043 DD 04/05/13	312,487.50	91.1300	318,955.00	6,467.50
1,210,000.0000	HOME DEPOT INC/THE 4.875% 02/15/2044 DD 09/10/13	1,191,922.60	101.2570	1,225,209.70	33,287.10
890,000.0000	HUTCHISON WHAMPOA INTERNA 144A 4.625% 01/13/2022 DD 01/13/12	992,741.60	102.1460	909,099.40	83,642.20-
2,110,000.0000	INTEL CORP 4.800% 10/01/2041 DD 09/19/11	2,322,287.10	97.5230	2,097,735.30	264,551.80-
1,285,000.0000	INTEL CORP 4.000% 12/15/2032 DD 12/11/12	1,277,277.15	92.1870	1,184,345.95	92,931.20-
93,000.0000	INTERNATIONAL BUSINESS MACHINE 5.600% 11/30/2039 DD 11/30/09	119,859.33	111.8670	104,038.31	15,821.02-
905,000.0000	INTERSTATE POWER & LIGHT CO 6.250% 07/15/2039 DD 07/10/09	1,187,160.90	117.9960	1,067,863.80	119,297.10-
13,325,000.0000	JPMORGAN CHASE & CO 6.400% 05/15/2038 DD 05/22/08	17,681,449.24	119.3500	15,903,387.50	1,778,061.74-
200,000.0000	JPMORGAN CHASE & CO 4.950% 03/25/2020 DD 03/25/10	231,980.00	110.9930	221,806.00	10,174.00-
400,000.0000	JPMORGAN CHASE & CO 4.400% 07/22/2020 DD 07/22/10	451,536.00	107.4980	429,984.00	21,552.00-

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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
300,000.0000	JPMORGAN CHASE & CO 5.500% 10/15/2040 DD 10/21/10	386,735.00	108.8540	325,862.00	40,773.00-
1,400,000.0000	JPMORGAN CHASE & CO 4.625% 05/10/2021 DD 05/10/11	1,586,238.00	107.8000	1,509,200.00	87,038.00-
2,755,000.0000	JPMORGAN CHASE & CO 4.500% 01/24/2022 DD 01/23/12	3,077,020.20	105.7730	2,914,046.15	162,974.05-
3,105,000.0000	KEYSPAN GAS EAST CORP 144A 5.816% 04/01/2041 DD 03/31/11	3,917,174.85	112.1880	3,483,437.40	433,737.45-
400,000.0000	KOREA DEVELOPMENT BANK/THE 3.000% 09/14/2022 DD 09/14/12	388,456.00	93.9380	375,744.00	22,712.00-
3,761,000.0000	LOCKHEED MARTIN CORP 4.070% 12/15/2042 DD 12/14/12	3,598,302.57	87.4410	3,288,856.01	309,446.56-
870,000.0000	LOWE'S COS INC 4.850% 04/15/2042 DD 04/23/12	968,658.00	96.7100	841,377.00	127,281.00-
1,500,000.0000	MASSACHUSETTS INSTITUTE OF TEC 5.600% 07/01/2039 DD 05/18/11	2,176,680.00	113.6890	1,703,835.00	472,845.00-
1,630,000.0000	MASSACHUSETTS MUTUAL LIFE 144A 8.875% 06/01/2039 DD 06/01/09	2,526,979.40	143.3060	2,335,887.80	191,091.60-
970,000.0000	MEDTRONIC INC 5.550% 03/15/2040 DD 03/16/10	1,261,310.40	109.1370	1,058,628.90	202,681.50-
2,625,000.0000	MERCK & CO INC 3.600% 09/15/2042 DD 09/13/12	2,589,956.25	82.8310	2,174,313.75	415,642.50-
2,890,000.0000	METLIFE INC 5.700% 06/15/2035 DD 06/23/08	3,528,545.50	109.2140	3,156,284.60	372,260.90-

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2,400,000.0000	METLIFE INC 4.750% 02/06/2021 DD 08/06/10	2,786,688.00	108.0810	2,593,944.00	192,744.00-
1,275,000.0000	METROPOLITAN LIFE GLOBAL 144A 3.000% 01/10/2023 DD 01/10/13	1,274,349.75	93.1890	1,197,904.75	86,445.00-
900,000.0000	MICROSOFT CORP 4.875% 12/15/2043 DD 12/06/13	896,866.00	102.2080	919,872.00	22,986.00
1,645,000.0000	MOSAIC CO/THE 5.450% 11/15/2033 DD 11/13/13	1,638,647.70	101.8850	1,676,008.25	37,160.55
785,000.0000	MOSAIC CO/THE 5.625% 11/15/2043 DD 11/13/13	784,317.05	101.4480	796,366.80	12,049.75
1,195,000.0000	MOTIVA ENTERPRISES LLC 144A 6.650% 01/15/2040 DD 01/11/10	1,654,250.45	122.5500	1,465,667.50	188,582.95-
1,775,000.0000	NYU HOSPITALS CENTER 5.750% 07/01/2043 DD 08/01/13	1,775,000.00	101.1850	1,796,033.75	21,033.75
447,000.0000	NATIONAL RURAL UTILITIES COOPE 4.023% 11/01/2032 DD 10/16/12	462,412.56	93.1990	416,589.53	45,813.03-
895,000.0000	NBCUNIVERSAL MEDIA LLC 6.400% 04/30/2040 DD 04/30/11	1,148,383.45	114.9630	1,028,918.85	119,464.60-
3,200,000.0000	NEVADA POWER CO 6.750% 07/01/2037 DD 06/28/07	4,438,496.00	124.1130	3,971,616.00	466,880.00-
1,875,000.0000	NEW YORK LIFE INSURANCE C 144A 6.750% 11/15/2039 DD 10/08/09	2,352,068.75	121.9830	2,287,181.25	44,887.50-
1,145,000.0000	NEXEN INC 7.500% 07/30/2039 DD 07/30/09	1,657,192.85	127.5260	1,460,172.70	197,020.15-

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SCHEDULE H, PART IV, LINE 4i
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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,560,000.0000	NIAGARA MOHAWK POWER CORP 144A 4.119% 11/28/2042 DD 11/28/12	1,527,084.00	87.3650	1,362,894.00	164,190.00-
300,000.0000	NIPPON LIFE INSURANCE CO 144A VAR RT 10/18/2042 DD 10/18/12	316,864.00	103.2500	309,750.00	7,134.00-
1,300,000.0000	NORTHERN STATES POWER CO/MN 6.200% 07/01/2037 DD 06/26/07	1,768,345.00	119.8780	1,555,814.00	232,531.00-
1,670,000.0000	ORACLE CORP 6.125% 07/08/2039 DD 07/08/09	2,226,748.60	118.5190	1,945,867.30	282,881.30-
1,455,000.0000	ORACLE CORP 5.375% 07/15/2040 DD 07/15/11	1,814,137.65	108.7780	1,553,819.90	260,517.75-
865,000.0000	PPL ELECTRIC UTILITIES CORP 5.200% 07/15/2041 DD 07/15/11	1,033,415.50	106.1550	918,240.75	115,174.75-
775,000.0000	PPL ELECTRIC UTILITIES CORP 4.750% 07/15/2043 DD 07/11/13	770,086.50	100.0790	775,012.25	5,525.75
1,720,000.0000	PACIFIC GAS & ELECTRIC CO 5.600% 03/01/2037 DD 03/13/07	2,127,880.80	110.2390	1,896,110.80	231,770.00-
1,000,000.0000	PACIFIC GAS & ELECTRIC CO 6.350% 02/15/2038 DD 03/03/08	1,319,610.00	115.7730	1,157,730.00	161,880.00-
800,000.0000	PACIFIC GAS & ELECTRIC CO 6.250% 03/01/2039 DD 03/06/09	792,474.00	114.7130	686,276.00	104,198.00-
2,810,000.0000	PACIFIC GAS & ELECTRIC CO 5.400% 01/15/2040 DD 11/18/09	3,484,899.60	106.3170	3,093,824.70	391,074.90-
2,550,000.0000	PACIFIC GAS & ELECTRIC CO 4.600% 06/15/2043 DD 06/14/13	2,547,934.50	95.4230	2,433,286.50	114,648.00-

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SCHEDULE H, PART IV, LINE 4i

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1,480,000.0000	PACIFIC LIFE INSURANCE CO 144A 9.250% 06/15/2039 DD 06/19/09	2,124,443.40	138.8710	2,055,290.80	89,152.60-
1,350,000.0000	PACIFICORP 6.000% 01/15/2039 DD 01/08/09	1,791,139.50	115.8480	1,563,921.00	227,218.50-
500,000.0000	PETROBRAS INTERNATIONAL FINANC 8.750% 01/27/2041 DD 01/27/11	478,750.00	93.0430	465,215.00	13,535.00-
1,065,000.0000	PFIZER INC 7.200% 03/15/2039 DD 03/24/09	1,632,828.05	134.4110	1,431,477.15	201,348.90-
1,600,000.0000	PHILIP MORRIS INTERNATIONAL IN 6.375% 05/16/2038 DD 05/16/08	2,176,752.00	118.5290	1,896,464.00	282,288.00-
2,435,000.0000	PHILIP MORRIS INTERNATIONAL IN 3.875% 08/21/2042 DD 08/21/12	2,448,197.70	84.6490	2,061,203.15	386,994.55-
1,285,000.0000	PHILIP MORRIS INTERNATIONAL IN 4.125% 03/04/2043 DD 03/04/13	1,248,981.45	87.5420	1,124,914.70	124,066.75-
2,570,000.0000	PRUDENTIAL FINANCIAL INC 5.100% 08/15/2043 DD 08/15/13	2,588,817.80	99.3180	2,552,421.20	16,396.60-
850,000.0000	PUBLIC SERVICE CO OF COLORADO 4.750% 08/15/2041 DD 08/09/11	745,472.00	100.9980	856,487.00	88,985.00-
1,090,000.0000	PUGET SOUND ENERGY INC 5.757% 10/01/2039 DD 09/11/09	1,380,822.90	113.3280	1,235,275.20	145,547.70-
2,510,000.0000	PUGET SOUND ENERGY INC 5.795% 03/15/2040 DD 03/08/10	3,201,479.90	114.0080	2,861,800.80	339,679.10-
675,000.0000	QTEL INTERNATIONAL FINANC 144A 3.675% 01/31/2028 DD 01/31/13	669,373.50	85.0000	573,750.00	95,623.50-

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
625,000.0000	RIO TINTO FINANCE USA PLC 3.500% 03/22/2022 DD 03/22/12	657,612.50	98.1320	613,025.00	44,287.50-
1,945,000.0000	RIO TINTO FINANCE USA LTD 5.200% 11/02/2040 DD 11/02/10	2,285,822.35	103.0070	2,003,486.15	282,336.20-
1,620,000.0000	SAN DIEGO GAS & ELECTRIC CO 5.350% 05/15/2040 DD 05/13/10	2,063,021.40	110.9770	1,797,827.40	265,194.00-
665,000.0000	SAN DIEGO GAS & ELECTRIC CO 4.500% 08/15/2040 DD 08/28/10	747,346.95	98.8500	657,352.50	89,994.45-
300,000.0000	SAUDI ELECTRICITY GLOBAL 144A 5.050% 04/08/2043 DD 04/08/13	300,000.00	90.0100	270,030.00	29,970.00-
2,300,000.0000	SHELL INTERNATIONAL FINANCE BV 5.500% 03/25/2040 DD 03/25/10	2,953,131.00	111.0940	2,555,162.00	397,969.00-
1,000,000.0000	SHELL INTERNATIONAL FINANCE BV 4.550% 08/12/2043 DD 08/12/13	993,200.00	97.5340	975,340.00	17,860.00-
930,000.0000	SIMON PROPERTY GROUP LP 6.750% 02/01/2040 DD 01/25/10	1,260,298.80	128.4270	1,186,471.10	83,827.70-
455,000.0000	SIMON PROPERTY GROUP LP 4.750% 03/15/2042 DD 03/13/12	467,450.60	96.7510	440,217.05	47,233.55-
1,650,000.0000	SOUTHERN CALIFORNIA EDISON CO 6.000% 01/15/2034 DD 01/14/04	2,154,273.00	117.8890	1,941,866.50	212,406.50-
1,300,000.0000	SOUTHERN CALIFORNIA EDISON CO 5.500% 03/15/2040 DD 03/11/10	1,653,405.00	110.4480	1,435,824.00	217,581.00-
500,000.0000	STATE GRID OVERSEAS INV 144A 4.375% 05/22/2043 DD 05/22/13	460,110.00	86.3940	441,970.00	18,140.00-

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,020,000.0000	STATOIL ASA 4.250% 11/23/2041 DD 11/23/11	1,097,418.00	91.6630	934,962.60	162,455.40-
990,000.0000	STATOIL ASA 3.950% 05/15/2043 DD 05/15/13	986,614.00	87.4700	865,953.00	122,661.00+
536,000.0000	TARGET CORP 7.000% 01/15/2038 DD 01/17/06	787,282.16	125.4190	672,245.84	115,036.32-
3,358,000.0000	TRANSCANADA PIPELINES LTD 7.625% 01/15/2039 DD 01/09/09	5,051,640.88	133.4750	4,482,090.50	569,550.38-
850,000.0000	TRAVELERS COS INC/THE 6.250% 06/15/2037 DD 05/29/07	1,150,789.50	119.8770	1,018,954.80	131,835.00-
1,860,000.0000	TRAVELERS COS INC/THE 4.600% 06/01/2043 DD 06/01/13	1,856,201.20	97.7060	1,817,331.60	37,869.60+
244,000.0000	UBS AG/STAMFORD CT 5.750% 04/25/2018 DD 04/25/06	289,662.16	114.8050	280,124.20	9,537.96+
7,620,000.0000	UNITED TECHNOLOGIES CORP 4.500% 06/01/2042 DD 06/01/12	6,467,039.20	97.1090	7,399,705.80	1,067,333.40+
1,050,000.0000	UNITEDHEALTH GROUP INC 5.800% 03/15/2036 DD 03/02/06	1,266,793.50	110.0070	1,155,073.50	111,720.00+
1,005,000.0000	UNITEDHEALTH GROUP INC 5.950% 02/15/2041 DD 02/17/11	1,263,596.55	113.2880	1,138,544.40	125,052.15+
275,000.0000	UNITEDHEALTH GROUP INC 4.250% 03/15/2043 DD 02/28/13	271,271.00	89.7430	246,793.25	24,477.75-
5,690,000.0000	VERIZON COMMUNICATIONS INC 7.350% 04/01/2039 DD 03/27/09	8,586,466.00	124.1980	7,315,321.10	1,273,144.00-

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SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF YEAR)
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BNY MELLON

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4,008,000.0000	VODAFONE GROUP PLC 6.150% 02/27/2037 DD 02/27/07	5,301,301.44	108.3770	4,342,750.16	957,551.28-
3,200,000.0000	WACHOVIA BANK NA 5.850% 02/01/2037 DD 01/29/07	3,970,272.00	114.1710	3,653,472.00	316,800.00-
8,550,000.0000	WACHOVIA BANK NA 6.600% 01/15/2038 DD 12/07/07	8,677,009.60	124.4290	8,150,099.50	726,909.50-
4,545,000.0000	WAL-MART STORES INC 6.200% 04/15/2038 DD 04/15/06	6,093,069.03	120.1850	5,482,406.25	630,660.78-
6,860,000.0000	WAL-MART STORES INC 4.875% 07/08/2040 DD 07/08/10	6,224,701.60	101.9510	7,095,769.50	1,128,812.00+
3,265,000.0000	WAL-MART STORES INC 5.625% 04/15/2041 DD 04/18/11	4,209,804.20	113.6470	3,707,309.55	502,494.65-
1,000,000.0000	WAL-MART STORES INC 4.000% 04/11/2043 DD 04/11/13	888,240.00	88.9980	889,980.00	1,740.00
272,000.0000	WELLPOINT INC 5.950% 12/15/2034 DD 12/09/04	324,782.56	108.2290	294,382.89	30,378.68-
3,315,000.0000	WELLS FARGO & CO 5.375% 11/02/2043 DD 10/28/13	3,305,187.60	102.4010	3,394,593.15	89,405.55
4,880,000.0000	WELLS FARGO & CO 5.375% 02/07/2035 DD 02/07/05	5,919,635.20	105.8600	5,165,966.00	753,667.20-
2,100,000.0000	WELLS FARGO BANK NA 5.950% 08/26/2036 DD 08/29/06	2,849,633.00	113.7430	2,388,603.00	261,030.00-
1,050,000.0000	WYETH LLC 6.500% 02/01/2034 DD 12/16/03	1,294,051.50	122.4100	1,285,305.00	8,746.50-
TOTAL CORPORATE DEBT INSTRUMENTS - PREFERRED		516,328,359.56		470,496,678.77	45,831,680.79-

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
<u>CORPORATE DEBT INSTRUMENTS</u>					
200,000.0000	BANQUE PSA FINANCE SA 4.250% 02/25/2016	271,329.62	143.6338	287,067.77	15,738.15
200,000.0000	BANQUE PSA FINANCE SA 3.875% 01/14/2015	268,940.94	140.3661	280,730.30	11,789.36
500,000.0000	CREDIT SUISSE VAR RT 09/18/2025	711,366.80	147.4406	737,203.25	25,836.45
500,000.0000	BARCLAYS BANK PLC VAR RT 11/29/2049	1,071,171.10	219.9168	1,099,584.38	28,413.28
700,000.0000	GAZPROM OAO VIA GAZ CAPITAL SA 8.625% 04/28/2034	1,007,419.00	118.0000	828,000.00	181,419.00-
2,300,000.0000	GAZPROM OAO VIA GAZ CAPITAL SA 6.510% 03/07/2022	2,742,750.00	107.3750	2,469,525.00	273,125.00-
2,000,000.0000	AK TRANSNEFT OJSC VIA TRANSCAP 8.700% 08/07/2018	2,590,500.00	121.5850	2,431,700.00	158,800.00-
3,100,000.0000	SBERBANK OF RUSSIA VIA SB CAPI 5.717% 06/16/2021	3,418,275.00	104.5600	3,241,050.00	177,225.00-
200,000.0000	UBS AG/JERSEY VAR RT 02/22/2022	219,480.00	109.5000	219,000.00	480.00-
250,000.0000	ADT CORP/THE 3.500% 07/15/2022 DO 01/15/13	243,580.50	87.0450	217,612.50	25,968.00-
850,000.0000	ADT CORP/THE 4.875% 07/15/2042 DO 01/15/13	479,027.00	75.2600	489,125.00	10,098.00

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,465,000.0000	AGL CAPITAL CORP 5.675% 03/15/2041 DD 03/21/11	1,013,729.50	109.8830	1,606,855.95	306,873.55-
1,595,000.0000	AON PLC 4.450% 05/24/2043 DD 05/24/13	1,584,536.80	88.8320	1,416,870.40	167,666.40-
1,475,000.0000	ABBVIE INC 4.400% 11/06/2042 DD 05/06/13	1,568,116.75	93.2670	1,375,686.25	192,428.50-
300,000.0000	ACTIVISION BLIZZARD INC 144A 6.125% 09/15/2023 DD 09/19/13	313,500.00	104.2500	312,750.00	750.00-
1,265,000.0000	AETNA INC 4.500% 05/15/2042 DD 05/04/12	1,327,212.70	92.9610	1,175,956.65	151,256.05-
1,765,000.0000	AGRIUM INC 6.125% 01/15/2041 DD 12/20/10	2,122,041.85	107.6330	1,899,722.45	222,319.40-
2,135,000.0000	AGRIUM INC 4.900% 06/01/2043 DD 05/31/13	2,116,731.30	92.6000	1,977,010.00	141,721.30-
1,300,000.0000	RIO TINTO ALCAN INC 6.125% 12/15/2033 DD 12/08/03	1,641,315.00	112.5350	1,482,955.00	178,360.00-
1,390,000.0000	ALLTEL CORP 6.600% 05/01/2029 DD 04/27/99	1,889,115.30	115.6580	1,807,616.40	281,496.90-
1,769,000.0000	ALTRIA GROUP INC 9.950% 11/10/2038 DD 11/10/08	2,914,321.36	152.5400	2,698,432.60	215,888.76-
461,000.0000	ALTRIA GROUP INC 10.200% 02/06/2039 DD 02/06/09	719,071.67	156.0210	719,256.81	185.14
2,245,000.0000	ALTRIA GROUP INC 4.750% 05/05/2021 DD 05/05/11	2,544,191.15	107.3160	2,409,244.20	134,946.95-

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
2,015,000.0000	ALTRIA GROUP INC 4.250% 08/09/2042 DD 08/09/12	1,954,147.80	85.3420	1,719,641.30	234,505.70-
3,700,000.0000	ALTRIA GROUP INC 4.500% 05/02/2043 DD 05/02/13	3,566,316.00	88.3580	3,269,240.00	299,070.00-
2,385,000.0000	ALTRIA GROUP INC 5.375% 01/31/2044 DD 10/31/13	2,354,925.10	100.4140	2,374,791.10	19,866.00
100,000.0000	HESS CORP 7.300% 08/15/2031 DD 08/15/01	121,740.00	122.1270	122,127.00	387.00
0.0110	AMERICAN AIRLINES PASS THROUGH 10.375% 01/02/2021 DD 07/07/09	0.01	102.0000	0.01	0.00
342,537.5880	AMERICAN AIRLINES 2011-1 CLASS 5.250% 07/31/2022 DD 01/25/11	360,092.68	105.7500	362,233.50	2,140.82
0.0010	AMERICAN AIRLINES 2011-2 CLASS 8.625% 04/15/2023 DD 10/04/11	0.00	101.0000	0.00	0.00
3,000,000.0000	AMERICAN INTERNATIONAL GROUP I 5.850% 01/16/2018 DD 12/12/07	3,546,500.00	114.7050	3,441,150.00	105,450.00-
3,570,000.0000	AMERICAN INTERNATIONAL GROUP I VAR RT 05/15/2068 DD 05/15/09	4,489,875.00	121.0000	4,319,700.00	170,175.00-
800,000.0000	AMERICAN INTERNATIONAL GROUP I 8.250% 08/15/2018 DD 02/15/09	788,334.00	125.0880	750,528.00	37,806.00-
1,380,000.0000	AMERICAN INTERNATIONAL GROUP I 6.400% 12/15/2020 DD 12/03/10	1,712,304.00	118.1860	1,630,966.80	81,337.20-
1,130,000.0000	AMERICAN TOWER CORP 5.000% 02/15/2024 DD 08/19/13	1,128,734.40	100.7390	1,138,350.70	9,616.30

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
6,600,000.0000	AMGEN INC 4.950% 10/01/2041 DD 09/16/10	7,275,708.00	95.0060	6,270,396.00	1,005,312.00-
4,005,000.0000	AMGEN INC 5.650% 06/15/2042 DD 06/30/11	4,808,843.55	105.9040	4,241,455.20	567,388.35-
4,785,000.0000	AMGEN INC 5.150% 11/15/2041 DD 11/10/11	5,347,998.45	99.6290	4,767,247.65	580,750.80-
2,815,000.0000	AMGEN INC 5.375% 05/15/2043 DD 05/15/12	3,244,446.15	102.6720	2,890,216.80	354,229.35-
4,185,000.0000	ANADARKO PETROLEUM CORP 6.200% 03/15/2040 DD 03/16/10	5,136,818.95	110.6130	4,629,154.05	509,664.90-
4,400,000.0000	ANADARKO PETROLEUM CORP 6.450% 09/15/2038 DD 09/19/08	5,512,188.00	112.2940	4,940,936.00	571,252.00-
2,550,000.0000	ANADARKO PETROLEUM CORP 7.950% 06/15/2039 DD 06/12/09	3,684,138.00	131.7540	3,359,727.00	324,411.00-
4,105,000.0000	ANHEUSER-BUSCH INBEV WORLDWIDE 6.200% 01/15/2039 DD 01/15/11	6,741,518.35	146.2580	6,003,808.80	737,709.55-
910,000.0000	AON CORP 6.250% 09/30/2040 DD 09/10/10	1,182,708.80	114.3540	1,040,621.40	142,087.40-
4,100,000.0000	APPALACHIAN POWER CO 6.700% 06/15/2037 DD 06/17/07	5,379,446.00	115.8270	4,748,907.00	630,539.00-
2,940,000.0000	APPALACHIAN POWER CO 7.000% 04/01/2038 DD 03/25/06	4,001,193.00	120.7850	3,551,079.00	450,114.00-
300,000.0000	ARCH COAL INC 7.250% 10/01/2020 DD 08/09/10	273,000.00	77.7500	233,250.00	39,750.00-

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
600,000.0000	ARCH COAL INC 7.250% 06/15/2021 DD 12/15/11	556,000.00	76.5000	459,000.00	99,000.00-
1,410,000.0000	ARROW ELECTRONICS INC 7.500% 01/15/2027 DD 01/15/97	1,596,897.70	114.6420	1,619,272.20	20,374.50
3,565,000.0000	ASCIANO FINANCE LTD 144A 6.000% 04/07/2023 DD 04/07/11	4,001,569.90	104.8690	3,738,579.85	262,990.05-
1,785,000.0000	ATMOS ENERGY CORP 4.150% 01/15/2043 DD 01/11/13	1,781,644.20	89.9470	1,605,553.95	176,090.25-
900,000.0000	AVIATION CAPITAL GROUP CO 144A 7.125% 10/15/2020 DD 10/07/10	947,635.00	112.0250	1,008,225.00	60,390.00
1,460,000.0000	AVIATION CAPITAL GROUP CO 144A 6.750% 04/06/2021 DD 04/06/11	1,509,202.00	108.7430	1,587,847.80	78,445.80
2,575,000.0000	AVON PRODUCTS INC 6.950% 03/15/2043 DD 03/12/13	2,567,558.25	96.4240	2,482,918.00	84,640.25-
400,000.0000	BBVA BANCOMER SA/TEXAS 144A 6.750% 09/30/2022 DD 07/19/12	435,500.00	106.5000	426,000.00	9,500.00-
1,470,000.0000	BALTIMORE GAS & ELECTRIC CO 6.350% 10/01/2036 DD 04/01/07	1,951,542.80	117.5300	1,727,691.00	223,851.80-
1,900,000.0000	BANK ONE CORP 8.000% 04/29/2027 DD 04/29/97	2,679,627.00	127.7160	2,426,604.00	253,023.00-
3,600,000.0000	BANCO DO BRASIL SA/CAYMAN 3.875% 10/10/2022 DD 10/10/12	3,826,500.00	87.0000	3,306,000.00	522,500.00-
400,000.0000	BANCO SANTANDER BRASIL SA 144A 4.625% 02/13/2017 DD 02/13/12	420,500.00	104.0000	416,000.00	4,500.00-

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930,000.0000	BANCO SANTANDER MEXICO SA 144A 4.125% 11/09/2022 DD 11/09/12	946,275.00	94.2500	876,525.00	69,750.00-
1,700,000.0000	BANK OF AMERICA NA 6.000% 10/15/2036 DD 10/28/08	2,082,976.00	114.7600	1,951,022.00	131,954.00-
275,000.0000	BANK OF AMERICA CORP 5.650% 05/01/2018 DD 05/02/08	319,946.00	113.8270	313,024.25	6,921.75-
300,000.0000	BANK OF AMERICA CORP 5.625% 07/01/2020 DD 08/22/10	355,689.00	114.2710	342,813.00	12,876.00-
1,415,000.0000	BANK OF AMERICA CORP 5.000% 05/13/2021 DD 05/13/11	1,615,434.75	109.2770	1,546,269.55	69,165.20-
1,695,000.0000	BANK OF AMERICA CORP 5.875% 02/07/2042 DD 02/07/12	1,984,712.00	114.3890	1,938,554.55	56,157.45-
700,000.0000	BARRICK GOLD CORP 5.800% 11/15/2034 DD 11/12/04	793,700.00	84.8090	592,283.00	171,437.00-
1,980,000.0000	BARRICK NORTH AMERICA FINANCE 7.500% 09/15/2038 DD 09/11/08	2,585,172.00	100.8570	1,912,483.00	682,689.00-
200,000.0000	BARRICK NORTH AMERICA FINANCE 5.700% 05/30/2041 DD 06/01/11	229,312.00	85.9110	171,822.00	57,490.00-
600,000.0000	BARRICK PD AUSTRALIA FINANCE P 5.950% 10/15/2039 DD 10/18/09	692,964.00	86.5240	519,144.00	173,820.00-
470,000.0000	BORGWARNER INC 4.625% 09/15/2020 DD 09/16/10	517,188.00	105.7090	496,832.30	20,355.70-
835,000.0000	BSKYB FINANCE UK PLC 144A 6.500% 10/15/2035 DD 10/20/05	1,072,240.20	111.5740	931,642.90	140,597.30-

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2,485,000.0000	BURLINGTON NORTHERN SANTA FE L 4.450% 03/15/2043 DD 03/12/13	2,484,577.55	80.6710	2,253,174.35	231,403.20-
4,020,000.0000	CF INDUSTRIES INC 4.950% 06/01/2043 DD 05/23/13	4,013,085.60	91.0110	3,658,642.20	354,443.40-
740,000.0000	CIGNA CORP 5.675% 03/15/2041 DD 03/07/11	898,345.20	110.3050	816,257.00	82,088.20-
3,485,000.0000	CIGNA CORP 5.375% 02/15/2042 DD 11/10/11	4,057,480.95	103.9700	3,623,354.50	434,126.45-
700,000.0000	CIT GROUP INC 5.000% 08/15/2022 DD 08/03/12	685,125.00	97.5000	682,500.00	2,625.00-
900,000.0000	CSX CORP 8.150% 05/01/2037 DD 04/25/07	1,137,825.00	111.8570	1,004,913.00	132,912.00-
2,290,900.0000	CSX CORP 8.220% 04/30/2040 DD 03/24/10	2,955,634.30	113.0480	2,588,799.20	366,835.10-
900,000.0000	CSX CORP 5.500% 04/15/2041 DD 10/21/10	1,078,362.00	105.1680	946,512.00	131,850.00-
850,000.0000	CVS CAREMARK CORP 6.250% 06/01/2027 DD 05/25/07	1,122,323.00	116.2010	987,708.50	134,614.50-
900,000.0000	CVS CAREMARK CORP 6.125% 09/15/2039 DD 09/11/09	1,151,784.00	113.4120	1,020,708.00	131,076.00-
2,295,190.3350	CVS PASS-THROUGH TRUST 144A 7.507% 01/10/2032 DD 12/22/09	3,026,884.15	110.2080	2,737,242.58	289,641.57-
1,777,652.7300	CVS PASS-THROUGH TRUST 144A 5.773% 01/10/2033 DD 12/17/10	2,096,030.41	105.0050	1,886,624.25	229,406.16-

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2,263,120.9590	CVS PASS-THROUGH TRUST 144A 8.353% 07/10/2031 DO 06/26/09	3,120,459.13	125.3590	2,837,025.80	283,433.33-
1,900,000.0000	CAMERON INTERNATIONAL CORP 7.000% 07/15/2038 DO 06/26/08	2,572,391.00	120.9130	2,297,347.00	275,044.00-
2,315,000.0000	CAMERON INTERNATIONAL CORP 5.950% 06/01/2041 DO 06/02/11	2,691,828.55	108.6490	2,515,224.35	376,604.20-
1,700,000.0000	CANADIAN OIL SANDS LTD 144A 6.000% 04/01/2042 DO 03/29/12	1,996,531.00	102.2620	1,738,454.00	258,077.00-
1,605,000.0000	CANADIAN PACIFIC RAILWAY CO 5.950% 05/15/2037 DO 05/08/07	1,940,717.85	109.5690	1,758,582.45	182,135.40-
2,000,000.0000	CC HOLDINGS GS V LLC / CROWN C 3.849% 04/15/2023 DO 04/15/13	2,000,030.00	93.8100	1,872,200.00	127,830.00-
6,425,000.0000	CENOVUS ENERGY INC 6.750% 11/15/2039 DO 05/15/10	8,529,144.65	117.2120	7,530,871.00	998,273.65-
775,000.0000	CENOVUS ENERGY INC 5.200% 09/15/2043 DO 08/16/13	771,915.50	99.1670	768,544.25	3,371.25-
950,000.0000	CENTURYLINK INC 5.625% 04/01/2020 DO 03/21/13	953,462.50	101.7500	985,825.00	13,162.50
490,000.0000	CENTURYLINK INC 6.750% 12/01/2023 DO 11/27/13	490,000.00	101.2500	496,125.00	6,125.00
270,000.0000	CHURCHILL DOWNS INC 144A 5.375% 12/15/2021 DO 12/16/13	270,000.00	101.7500	274,725.00	4,725.00
800,000.0000	CIELO SA / CIELO USA INC 144A 3.750% 11/16/2022 DO 11/16/12	592,200.00	89.0000	534,000.00	58,200.00-

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2,015,000.0000	CITIGROUP INC 6.125% 06/25/2036 DD 08/25/06	2,196,108.20	106.8170	2,148,332.55	47,775.65-
3,555,000.0000	CITIGROUP INC 5.875% 05/29/2037 DD 05/29/07	4,277,980.35	109.1450	3,880,104.75	397,875.60-
300,000.0000	CITIGROUP INC 6.000% 08/15/2017 DD 08/15/07	359,446.00	113.9760	341,928.00	11,517.00-
5,465,000.0000	CITIGROUP INC 6.125% 07/15/2039 DD 07/23/06	6,085,684.10	140.2600	7,665,700.85	419,983.25-
1,400,000.0000	CLECO POWER LLC 6.000% 12/01/2040 DD 11/15/10	1,663,116.00	109.2870	1,530,018.00	133,098.00-
900,000.0000	CLIFFS NATURAL RESOURCES INC 6.250% 10/01/2040 DD 09/20/10	877,455.00	85.1910	766,719.00	110,736.00-
2,020,000.0000	COMMONWEALTH EDISON CO 6.450% 01/15/2038 DD 01/16/08	2,749,220.90	121.0260	2,444,725.20	304,494.80-
1,370,000.0000	CONAGRA FOODS INC 4.650% 01/25/2043 DD 01/25/13	1,368,013.50	91.8710	1,288,632.70	109,380.80-
600,000.0000	CONSTELLATION BRANDS INC 4.250% 05/01/2023 DD 05/14/13	550,900.00	93.2500	559,500.00	9,600.00
450,000.0000	CONTINENTAL RESOURCES INC/OK 5.000% 09/15/2022 DD 03/08/12	468,000.00	103.8750	467,437.50	562.50-
200,000.0000	CONTINENTAL RESOURCES INC/OK 4.500% 04/15/2023 DD 04/05/13	200,000.00	101.3750	202,750.00	2,750.00
1,985,000.0000	COVIDIEN INTERNATIONAL FINANCE 6.550% 10/15/2037 DD 04/15/08	2,774,513.90	122.7750	2,437,088.75	337,430.15-

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2,370,000.0000	COX COMMUNICATIONS INC 6.950% 06/01/2038 DD 06/05/08	3,115,910.10	104.8970	2,486,056.90	629,851.20-
3,405,000.0000	COX COMMUNICATIONS INC 144A 8.375% 03/01/2039 DD 02/20/09	5,225,483.25	121.2770	4,129,481.85	1,096,001.40-
1,200,000.0000	COX COMMUNICATIONS INC 144A 3.250% 12/15/2022 DD 11/29/12	1,237,512.00	90.4880	1,085,656.00	151,856.00-
700,000.0000	COX COMMUNICATIONS INC 144A 4.700% 12/15/2042 DD 11/29/12	714,259.00	83.9830	587,881.00	126,378.00-
815,000.0000	DARDEN RESTAURANTS INC 8.800% 10/15/2037 DD 10/16/07	914,976.05	100.6350	820,176.25	94,800.80-
928,359.3180	DELTA AIR LINES 2009-1 CLASS A 7.750% 06/17/2021 DD 11/24/09	1,062,971.44	115.0000	1,067,813.21	4,841.77
910,008.0650	DELTA AIR LINES 2010-1 CLASS A 6.200% 01/02/2020 DD 07/02/10	1,026,031.85	111.5000	1,014,656.76	11,375.09-
2,157,952.7130	DELTA AIR LINES 2010-2 CLASS A 4.950% 11/23/2020 DD 11/22/10	2,363,068.48	107.7500	2,335,969.04	27,099.44-
100,000.0000	DENBURY RESOURCES INC 4.625% 07/15/2023 DD 02/05/13	90,750.00	90.2500	90,250.00	500.00-
3,800,000.0000	DEUTSCHE TELEKOM INTERNATIONAL VAR RT 06/15/2030 DD 07/06/00	5,693,312.00	141.0700	5,360,964.00	332,348.00-
1,200,000.0000	DEUTSCHE TELEKOM INTERNAT 144A 4.875% 03/06/2042 DD 03/06/12	1,280,988.00	95.4290	1,145,148.00	135,840.00-
715,000.0000	DEVON ENERGY CORP 4.750% 05/15/2042 DD 05/14/12	764,914.15	92.7310	663,026.65	101,887.50-

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2,400,000.0000	DEVON FINANCING CORP LLC 7.675% 09/30/2031 DD 10/03/01	3,490,608.00	128.6200	3,086,880.00	403,728.00-
6,130,000.0000	DEVON ENERGY CORP 7.950% 04/15/2032 DD 03/25/02	6,936,811.80	130.1470	7,978,011.10	958,800.70+
505,000.0000	DIRECTV HOLDINGS LLC / DIRECTV 6.000% 08/15/2040 DD 08/17/10	550,337.90	98.7500	498,667.50	61,650.40+
1,410,000.0000	DIRECTV HOLDINGS LLC / DIRECTV 6.375% 03/01/2041 DD 03/10/11	1,631,680.20	103.6880	1,461,972.60	169,707.60-
1,700,000.0000	DISCOVERY COMMUNICATIONS LLC 6.350% 06/01/2040 DD 06/03/10	2,101,096.00	110.6430	1,860,931.00	220,167.00-
900,000.0000	DISCOVERY COMMUNICATIONS LLC 4.950% 05/15/2042 DD 05/17/12	961,920.00	92.8850	835,965.00	125,955.00-
986,000.0000	DISCOVERY COMMUNICATIONS LLC 4.875% 04/01/2043 DD 03/19/13	983,898.80	92.2490	908,652.65	75,246.15-
2,125,000.0000	DOMINION RESOURCES INC/VA 5.950% 06/15/2035 DD 08/20/05	2,689,527.50	110.3820	2,345,617.50	343,910.00-
3,260,000.0000	DOMINION RESOURCES INC/VA 7.000% 06/15/2038 DD 06/17/06	4,623,951.40	125.6400	4,095,664.00	528,087.40-
1,435,000.0000	DOMINION RESOURCES INC/VA 4.900% 08/01/2041 DD 08/05/11	1,607,886.80	95.9820	1,377,341.70	230,547.10-
200,000.0000	DOMINION RESOURCES INC/VA 4.050% 09/15/2042 DD 09/13/12	197,468.00	84.7250	169,450.00	28,018.00-
1,195,000.0000	DOMTAR CORP 6.250% 09/01/2042 DD 08/23/12	1,257,618.00	95.8220	1,145,072.90	112,545.10-

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495,000.0000	DOMTAR CORP 6.750% 02/15/2044 DD 11/26/13	403,861.95	102.0120	413,148.60	9,286.65
1,085,000.0000	DOW CHEMICAL CO/THE 7.375% 11/01/2029 DD 11/01/99	2,232,264.30	128.6110	2,165,410.35	66,843.95-
765,000.0000	DOW CHEMICAL CO/THE 9.400% 05/15/2039 DD 05/13/09	1,259,518.95	149.3910	1,142,841.15	116,677.80-
730,000.0000	DOW CHEMICAL CO/THE 5.250% 11/15/2041 DD 11/14/11	814,176.30	99.8320	727,313.60	86,862.70-
1,100,000.0000	DUKE REALTY LP 3.625% 04/15/2023 DD 03/15/13	1,090,989.00	92.2970	1,015,267.80	75,702.00-
425,000.0000	ERAC USA FINANCE LLC 6.700% 06/01/2034 DD 06/02/04	514,585.75	111.0010	471,754.25	42,831.50-
770,000.0000	ERAC USA FINANCE LLC 144A 6.375% 10/15/2017 DD 10/17/07	931,284.20	115.7180	891,028.60	40,255.60-
1,385,000.0000	ERAC USA FINANCE LLC 144A 7.000% 10/15/2037 DD 10/17/07	1,758,714.55	118.3420	1,839,036.70	119,677.85-
840,000.0000	ERAC USA FINANCE LLC 144A 5.625% 03/15/2042 DD 03/15/12	930,619.20	102.1350	857,934.00	72,685.20-
1,505,000.0000	ECOLAB INC 5.500% 12/08/2041 DD 12/08/11	1,676,350.70	107.0870	1,611,659.35	64,691.35-
515,000.0000	ECOPETROL SA 5.675% 09/16/2023 DD 09/18/13	510,019.95	105.5000	543,325.00	33,305.05
910,000.0000	EL PASO NATURAL GAS CO LLC VAR RT 06/15/2032 DD 06/15/03	1,292,882.50	128.3280	1,167,793.90	125,088.60-

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
400,000.0000	EL PASO PIPELINE PARTNERS OPER 4.700% 11/01/2042 DD 11/08/12	392,180.00	85.8080	342,432.00	49,748.00-
1,815,000.0000	EMBARQ CORP 7.995% 06/01/2036 DD 05/17/06	2,004,703.76	101.2440	1,837,578.60	167,125.16-
1,500,000.0000	ENCANA CORP 8.625% 08/15/2037 DD 08/13/07	1,912,260.00	110.6000	1,659,000.00	253,260.00-
2,505,000.0000	ENCANA CORP 6.500% 02/01/2038 DD 12/04/07	3,135,128.75	109.7770	2,749,913.85	385,214.90-
775,000.0000	ENERGY TRANSFER PARTNERS LP 8.625% 10/15/2036 DD 10/23/06	910,020.50	107.7620	835,155.50	74,865.00-
4,255,000.0000	ENERGY TRANSFER PARTNERS LP 7.500% 07/01/2038 DD 03/28/08	5,502,778.75	117.3280	4,992,306.40	510,472.35-
1,320,000.0000	ENERGY TRANSFER PARTNERS LP 8.050% 06/01/2041 DD 05/12/11	1,501,818.80	102.5030	1,353,039.80	148,777.20-
400,000.0000	ENERGY TRANSFER PARTNERS LP 5.200% 02/01/2022 DD 01/17/12	456,284.00	105.2790	421,116.00	35,168.00-
470,000.0000	ENERGY TRANSFER PARTNERS LP 6.500% 02/01/2042 DD 01/17/12	575,439.80	107.4750	505,132.90	70,307.30-
3,730,000.0000	ENTERPRISE PRODUCTS OPERATING 8.125% 10/15/2039 DD 10/05/09	4,489,730.70	110.3910	4,117,584.30	372,146.40-
1,380,000.0000	ENTERPRISE PRODUCTS OPERATING 5.950% 02/01/2041 DD 01/13/11	1,665,032.60	106.9050	1,502,889.00	163,143.60-
600,000.0000	ENTERPRISE PRODUCTS OPERATING 5.700% 02/15/2042 DD 08/24/11	675,528.00	105.4390	632,580.00	42,948.00-

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2,095,000.0000	ENTERPRISE PRODUCTS OPERATING 4.450% 02/15/2043 DD 08/13/12	2,121,208.45	89.3320	1,850,555.40	270,653.05-
100,000.0000	ENTERPRISE PRODUCTS OPERATING 4.850% 03/15/2044 DD 03/18/13	99,619.00	94.0400	94,040.00	5,579.00-
766,000.0000	ENTERPRISE PRODUCTS OPERATING 5.750% 03/01/2035 DD 03/02/05	872,054.10	105.7430	808,933.95	83,120.15-
1,655,000.0000	EPR PROPERTIES 5.750% 08/15/2022 DD 08/08/12	1,819,109.80	101.9550	1,687,355.25	131,754.55-
1,200,000.0000	ESAL GMBH 144A 6.250% 02/05/2023 DD 02/05/13	1,178,196.00	89.7500	1,077,000.00	101,196.00-
790,000.0000	EXELON GENERATION CO LLC 6.250% 10/01/2039 DD 09/23/09	918,659.40	101.3380	800,578.10	118,081.30-
1,861,000.0000	EXELON CORP 5.625% 06/15/2036 DD 06/09/05	2,077,657.82	99.1370	1,844,939.57	232,718.05-
1,510,000.0000	MACY'S RETAIL HOLDINGS INC 6.375% 03/15/2037 DD 03/12/07	1,817,707.80	111.5940	1,685,069.40	132,638.40-
790,000.0000	FIDELITY NATIONAL INFORMATION 3.500% 04/15/2023 DD 04/15/13	783,749.20	91.1510	720,092.90	63,656.30-
1,200,000.0000	FIRSTENERGY SOLUTIONS CORP 8.800% 08/15/2039 DD 08/07/09	1,348,548.00	101.2700	1,215,240.00	133,308.00-
2,400,000.0000	FIRSTENERGY CORP 4.250% 03/15/2023 DD 03/05/13	2,395,224.00	93.2150	2,237,160.80	158,063.20-
1,680,000.0000	FLORIDA GAS TRANSMISSION 144A 5.450% 07/15/2020 DD 07/19/10	1,962,324.00	108.2290	1,818,247.20	144,076.80-

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1,165,000.0000	FORD MOTOR CO 6.625% 10/01/2028 DD 09/30/96	1,345,411.90	112.2710	1,307,957.15	37,454.75-
4,240,000.0000	FORD MOTOR CO 7.450% 07/16/2031 DD 07/16/99	5,210,408.70	122.4670	5,192,600.80	17,807.90-
2,290,000.0000	FORD MOTOR CO 4.750% 01/15/2043 DD 01/08/13	2,230,966.70	90.1870	2,065,282.30	165,704.40-
200,000.0000	FORD MOTOR CREDIT CO LLC 8.125% 01/15/2020 DD 12/14/09	245,304.00	125.0450	250,000.00	4,786.00
1,900,000.0000	FORD MOTOR CREDIT CO LLC 4.207% 04/15/2018 DD 04/15/12	2,026,578.00	106.5540	2,024,526.00	2,052.00-
1,300,000.0000	FORD MOTOR CREDIT CO LLC 4.375% 06/06/2023 DD 06/06/13	1,287,858.00	100.5360	1,306,968.00	19,110.00
6,590,000.0000	FREEPORT-MCMORAN COPPER & GOLD 5.450% 03/15/2043 DD 09/15/13	6,507,414.20	95.7040	6,297,323.20	210,091.00-
990,000.0000	GENERAL MOTORS CO 144A 4.675% 10/02/2023 DD 09/27/13	990,000.00	101.2500	1,002,375.00	12,375.00
1,335,000.0000	GENERAL MOTORS CO 144A 6.250% 10/02/2043 DD 09/27/13	1,335,000.00	103.8750	1,386,731.25	51,731.25
850,000.0000	GENWORTH HOLDINGS INC 4.800% 02/15/2024 DD 12/10/13	849,107.50	98.7760	839,596.00	9,511.50-
200,000.0000	AXIALL CORP 144A 4.875% 05/15/2023 DD 02/01/13	190,500.00	94.5000	189,000.00	1,500.00-
995,000.0000	GEORGIA-PACIFIC LLC 7.250% 06/01/2028 DD 06/02/98	1,302,763.45	120.5380	1,199,353.10	103,410.35-

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,080,000.0000	GEORGIA-PACIFIC LLC 144A 5.400% 11/01/2020 DD 11/02/10	1,261,007.80	111.7300	1,184,338.00	76,669.80-
755,000.0000	GILEAD SCIENCES INC 5.650% 12/01/2041 DD 12/13/11	937,928.95	111.3240	840,486.20	97,432.75-
2,700,000.0000	GOLDCORP INC 3.700% 03/15/2023 DD 03/20/13	2,684,637.00	89.4360	2,414,772.00	269,865.00-
900,000.0000	GOODMAN FUNDING PTY LTD 144A 6.375% 11/12/2020 DD 11/12/10	1,020,402.00	110.2890	992,601.00	27,801.00-
6,000,000.0000	HBOS PLC 144A 6.750% 05/21/2018 DD 05/21/08	6,457,500.00	113.1130	6,766,750.00	329,250.00
500,000.0000	HCA INC 4.750% 05/01/2023 DD 10/23/12	508,750.00	94.0000	470,000.00	38,750.00-
995,000.0000	HEINZ 3/13 (USD) COV-LITE TLB2 0.000% 06/05/2020 DD 03/13/13	992,512.50	100.8960	1,001,925.20	9,412.70
673,000.0000	HARTFORD FINANCIAL SERVICES GR 6.625% 03/30/2040 DD 03/23/10	861,828.07	120.8440	813,280.12	48,547.95-
310,000.0000	HARTFORD FINANCIAL SERVICES GR 4.300% 04/15/2043 DD 04/18/13	307,520.00	87.9670	272,697.70	34,822.30-
460,000.0000	HARTFORD FINANCIAL SERVICES GR 6.625% 04/15/2042 DD 04/05/12	584,549.70	120.2180	553,002.80	31,546.90-
1,970,000.0000	HASBRO INC 6.350% 03/15/2040 DD 03/11/10	2,432,989.70	105.3350	2,075,099.50	357,870.20-
100,000.0000	HAWK ACQUISITION SUB INC 144A 4.250% 10/15/2020 DD 04/01/13	100,000.00	96.7500	96,750.00	3,250.00-

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BNY MELLON

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,095,000.0000	HEALTHCARE REALTY TRUST INC 5.750% 01/15/2021 DO 12/13/10	1,230,648.60	108.6820	1,190,067.90	40,580.70-
1,085,000.0000	HEALTH CARE REIT INC 6.500% 03/15/2041 DO 03/14/11	1,238,019.90	111.0570	1,182,757.05	55,262.85-
275,000.0000	HEALTH CARE REIT INC 5.125% 03/15/2043 DO 12/06/12	263,945.00	92.5940	254,633.50	9,311.50-
3,100,000.0000	HJ HEINZ FINANCE CO 144A 7.125% 08/01/2039 DO 07/29/09	4,279,023.00	102.7500	3,185,250.00	1,093,773.00-
2,235,000.0000	HESS CORP 5.600% 02/15/2041 DO 08/10/10	2,508,383.95	104.2120	2,329,138.20	179,225.75-
780,000.0000	HEWLETT-PACKARD CO 8.000% 09/15/2041 DO 09/19/11	778,491.15	100.1930	761,466.80	15,024.35-
2,275,000.0000	HOLCIM CAPITAL CORP LTD 144A 6.500% 09/12/2043 DO 09/12/13	2,227,134.00	102.3210	2,327,802.75	100,668.75
600,000.0000	HUNTSMAN INTERNATIONAL LLC 4.875% 11/15/2020 DO 11/19/12	608,750.00	98.5000	591,000.00	15,750.00-
1,080,000.0000	ICAHN ENTERPRISES LP / IC 144A 6.000% 08/01/2020 DO 08/01/13	1,080,000.00	103.0000	1,122,700.00	32,700.00
1,685,000.0000	ING US INC 5.700% 07/15/2043 DO 07/26/13	1,670,236.75	104.4800	1,739,592.00	69,355.25
1,780,000.0000	INGERSOLL-RAND GLOBAL HOL 144A 5.750% 06/15/2043 DO 08/20/13	1,712,143.90	101.4970	1,725,449.00	13,305.10
1,243,000.0000	INTERNATIONAL PAPER CO 8.700% 06/15/2038 DO 06/04/08	1,847,386.32	137.7240	1,711,909.32	135,487.00-

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
2,350,000.0000	INTERNATIONAL PAPER CO 7.300% 11/15/2039 DO 12/07/09	3,185,566.00	123.4720	2,901,592.00	283,974.00-
3,395,000.0000	JPMORGAN CHASE & CO 5.625% 08/16/2043 DO 08/21/13	3,376,245.90	105.6770	3,587,734.15	211,488.25
2,560,000.0000	JEFFERIES GROUP LLC 6.500% 01/20/2043 DO 01/18/13	2,529,024.00	99.1590	2,538,470.40	9,446.40
3,100,000.0000	JERSEY CENTRAL POWER & LIGHT C 6.150% 06/01/2037 DO 12/01/07	3,893,893.00	103.2110	3,199,541.00	694,152.00-
500,000.0000	KINDER MORGAN ENERGY PARTNERS 7.300% 06/15/2033 DO 08/19/02	651,950.00	117.7560	588,780.00	63,170.00-
6,000,000.0000	KINDER MORGAN ENERGY PARTNERS 6.950% 01/15/2038 DO 06/21/07	7,895,320.00	114.8800	6,892,800.00	1,002,420.00-
2,750,000.0000	KINDER MORGAN ENERGY PARTNERS 6.500% 09/01/2039 DO 09/16/09	3,379,860.00	109.6330	3,014,907.50	364,952.50-
1,065,000.0000	KINDER MORGAN ENERGY PARTNERS 6.550% 09/15/2040 DO 05/19/10	1,334,636.70	110.4760	1,176,569.40	158,067.30-
500,000.0000	KINDER MORGAN ENERGY PARTNERS 6.375% 03/01/2041 DO 03/04/11	596,005.00	107.6800	539,400.00	56,605.00-
1,750,000.0000	KINDER MORGAN ENERGY PARTNERS 5.825% 09/01/2041 DO 08/17/11	1,929,719.00	99.7150	1,745,012.50	184,706.50-
1,400,000.0000	KINDER MORGAN ENERGY PARTNERS 5.000% 08/15/2042 DO 08/13/12	1,483,692.00	92.3560	1,292,984.00	190,708.00-
1,155,000.0000	KINDER MORGAN ENERGY PARTNERS 5.000% 03/01/2043 DO 02/28/13	1,149,479.10	92.2950	1,066,007.25	83,471.85-

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
5,675,000.0000	MONDELEZ INTERNATIONAL INC 6.500% 02/09/2040 DD 02/08/10	6,605,610.20	119.5000	7,976,625.00	826,985.20
775,000.0000	KRAFT FOODS GROUP INC 6.500% 02/09/2040 DD 08/09/12	1,016,629.00	110.6200	903,805.00	114,824.00
1,310,000.0000	KRAFT FOODS GROUP INC 6.675% 01/26/2039 DD 07/26/12	1,763,731.60	121.7840	1,595,370.40	168,361.20
610,000.0000	KROGER CO/THE 5.150% 06/01/2043 DD 07/25/13	607,956.50	97.5500	595,055.00	12,901.50
3,455,000.0000	LYB INTERNATIONAL FINANCE BV 5.250% 07/15/2043 DD 07/16/13	3,365,848.98	100.5240	3,473,104.20	107,255.24
1,005,000.0000	LIBERTY MUTUAL GROUP INC 144A 5.000% 06/01/2021 DD 05/23/11	1,060,163.95	104.8790	1,054,033.95	26,130.00
3,035,000.0000	LIBERTY MUTUAL GROUP INC 144A 6.500% 05/01/2042 DD 05/04/12	3,414,496.40	109.7450	3,330,760.75	83,735.65
735,000.0000	LINCOLN NATIONAL CORP 6.300% 10/09/2037 DD 10/09/07	875,751.30	114.9760	845,073.60	33,677.70
1,485,000.0000	LINCOLN NATIONAL CORP 7.000% 06/15/2040 DD 06/18/10	1,932,788.90	125.2870	1,880,511.95	72,274.95
515,000.0000	LORILLARD TOBACCO CO 8.125% 05/01/2040 DD 04/12/10	585,518.95	120.4190	520,157.95	34,638.90
1,710,000.0000	LORILLARD TOBACCO CO 7.000% 08/04/2041 DD 08/04/11	1,977,335.70	108.7510	1,859,642.10	117,693.60
2,565,000.0000	MACY'S RETAIL HOLDINGS INC 2.875% 02/15/2023 DD 11/20/12	2,511,724.95	90.5020	2,321,376.30	190,348.65

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965,000.0000	MARATHON OIL CORP 6.800% 03/15/2032 DD 03/04/02	1,265,433.45	117.4340	1,133,238.10	132,195.35-
610,000.0000	MARATHON PETROLEUM CORP 6.500% 03/01/2041 DD 09/01/11	772,908.80	113.9710	695,223.10	77,685.50-
650,000.0000	MARKWEST ENERGY PARTNERS LP / 5.500% 02/15/2023 DD 08/10/12	705,250.00	100.7500	654,875.00	50,375.00-
600,000.0000	MARKWEST ENERGY PARTNERS LP / 4.500% 07/15/2023 DD 01/10/13	600,000.00	93.7500	562,500.00	37,500.00-
613,000.0000	MARSH & MCLENNAN COS INC 5.875% 06/01/2033 DD 07/30/03	714,972.55	106.3820	652,121.66	62,850.89-
400,000.0000	MASCO CORP 7.750% 08/01/2029 DD 08/03/99	442,000.00	108.8130	438,252.00	2,748.00-
1,495,000.0000	MATTEL INC 5.450% 11/01/2041 DD 11/08/11	1,888,796.85	99.9220	1,483,833.90	194,962.95-
985,000.0000	MCKESSON CORP 6.000% 03/01/2041 DD 02/28/11	1,301,037.25	112.1130	1,104,313.05	196,724.20-
400,000.0000	MECCANICA HOLDINGS USA IN 144A 6.250% 01/15/2040 DD 10/27/09	350,500.00	84.8300	338,520.00	11,980.00-
995,000.0000	MEDCO HEALTH SOLUTIONS INC 4.125% 09/15/2020 DD 09/10/10	1,087,445.45	103.5440	1,030,262.80	57,182.65-
700,000.0000	MERRILL LYNCH & CO INC 6.400% 08/26/2017 DD 08/28/07	822,052.00	115.2910	607,037.00	15,015.00-
1,100,000.0000	MERRILL LYNCH & CO INC 6.875% 04/25/2018 DD 04/25/08	1,325,995.00	116.2370	1,300,607.00	25,388.00-

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9,045,000.0000	MERRILL LYNCH & CO INC 7.750% 05/14/2038 DD 05/14/08	11,773,876.50	129.1070	11,677,728.15	96,148.35-
200,000.0000	METALINVEST FINANCE LTD 144A 5.625% 04/17/2020 DD 04/17/13	200,000.00	97.0000	194,000.00	6,000.00-
1,200,000.0000	METLIFE INC 8.400% 12/15/2066 DD 12/21/06	1,236,000.00	102.7500	1,233,000.00	3,000.00-
1,000,000.0000	METROPOLITAN EDISON CO 144A 3.500% 03/15/2023 DD 03/15/13	996,580.00	93.3490	933,490.00	63,090.00-
8,205,000.0000	MIDAMERICAN ENERGY HOLDINGS CO 6.500% 09/15/2037 DD 08/28/07	6,241,805.10	118.1540	7,207,355.70	1,034,249.40-
500,000.0000	MIDSTATES PETROLEUM CO INC / M 10.750% 10/01/2020 DD 10/01/13	531,250.00	108.7500	543,750.00	12,500.00
250,000.0000	MILICOM INTERNATIONAL CE 144A 6.625% 10/15/2021 DD 10/16/13	250,000.00	103.4500	258,625.00	8,625.00
1,165,000.0000	MISSISSIPPI POWER CO 4.250% 03/15/2042 DD 03/09/12	1,189,721.30	86.7520	1,010,560.80	179,060.50-
600,000.0000	MOHAWK INDUSTRIES INC 3.850% 02/01/2023 DD 01/31/13	599,802.00	95.0000	570,000.00	29,802.00-
3,705,000.0000	MOLSON COORS BREWING CO 5.000% 05/01/2042 DD 05/03/12	4,023,073.60	97.8450	3,625,157.25	397,916.35-
1,500,000.0000	MORGAN STANLEY 5.500% 07/24/2020 DD 07/26/10	1,687,515.00	111.8400	1,677,600.00	9,915.00-
2,800,000.0000	MORGAN STANLEY 6.250% 08/09/2026 DD 08/09/06	3,286,108.00	115.5800	3,236,240.00	49,868.00-

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
930,000.0000	MORGAN STANLEY 3.750% 02/25/2023 DO 02/25/13	926,624.10	97.3070	904,955.10	21,669.00-
2,270,000.0000	MORGAN STANLEY 7.300% 05/13/2019 DO 05/13/09	2,756,549.40	121.4410	2,756,710.70	1,638.70-
1,055,000.0000	MORGAN STANLEY 4.100% 05/22/2023 DO 05/21/13	1,054,398.85	96.7750	1,020,976.25	33,422.40-
200,000.0000	MORGAN STANLEY 6.375% 07/24/2042 DO 07/24/12	234,460.00	117.1280	234,256.00	204.00-
840,000.0000	MYLAN INC/PA 5.400% 11/29/2043 DO 11/29/13	834,808.80	100.8070	846,778.80	11,970.00
926,000.0000	NCR ESCROW CORP 144A 6.375% 12/15/2023 DO 12/19/13	929,937.50	102.1250	944,656.25	14,718.75
500,000.0000	NGPL PIPECO LLC 7.119% 12/15/2017 DO 12/21/07	521,250.00	90.5000	452,500.00	68,750.00-
100,000.0000	NGPL PIPECO LLC 144A 9.625% 06/01/2019 DO 05/25/12	112,750.00	97.7500	97,750.00	15,000.00-
1,430,000.0000	NATIONWIDE FINANCIAL SERV 144A 5.375% 03/25/2021 DO 03/25/11	1,525,681.30	107.2160	1,533,188.80	7,507.50
2,720,000.0000	NEWCREST FINANCE PTY LTD 144A 5.750% 11/15/2041 DO 11/15/11	3,005,708.80	72.7450	1,978,664.80	1,027,044.80-
1,185,000.0000	NEWFIELD EXPLORATION CO 5.625% 07/01/2024 DO 08/26/12	1,162,087.50	99.5000	1,159,175.00	2,912.50-
2,100,000.0000	NEWMONT MINING CORP 6.250% 10/01/2039 DO 09/18/09	2,529,114.00	88.4520	1,857,492.00	671,622.00-

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1,425,000.0000	NEWS AMERICA INC 5.200% 12/15/2034 DD 12/03/04	1,725,888.75	110.8970	1,577,432.25	148,456.50-
3,870,000.0000	NEWS AMERICA INC 6.150% 03/01/2037 DD 03/02/07	4,748,534.90	109.9090	4,253,478.30	496,056.60-
1,035,000.0000	NEWS AMERICA INC 6.650% 11/15/2037 DD 11/14/07	1,337,418.65	116.7260	1,206,114.10	129,302.55-
4,910,000.0000	NEWS AMERICA INC 6.800% 08/15/2039 DD 02/15/10	6,428,515.70	119.1850	5,851,983.50	576,532.20-
1,790,000.0000	NEWS AMERICA INC 6.150% 02/15/2041 DD 08/15/11	2,153,166.00	111.4520	1,894,684.00	258,502.00-
335,000.0000	NEWS AMERICA INC 144A 5.400% 10/01/2043 DD 09/30/13	333,174.25	101.2580	339,207.60	6,033.35
2,340,000.0000	MSOURCE FINANCE CORP 6.125% 03/01/2022 DD 12/04/09	2,804,349.60	110.8760	2,594,498.40	209,851.20-
1,530,000.0000	MSOURCE FINANCE CORP 5.950% 06/15/2041 DD 08/10/11	1,786,889.00	104.1960	1,594,198.80	172,691.10-
1,185,000.0000	MSOURCE FINANCE CORP 5.650% 02/01/2045 DD 10/10/13	1,097,718.05	102.4340	1,131,895.70	34,177.65
800,000.0000	NOKIA OYJ 6.625% 05/15/2039 DD 05/07/09	538,500.00	98.2500	589,500.00	51,000.00
1,480,000.0000	NOBLE HOLDING INTERNATIONAL LT 6.050% 03/01/2041 DD 02/03/11	1,638,672.00	103.0430	1,442,602.00	196,070.00-
950,000.0000	NOBLE HOLDING INTERNATIONAL LT 5.250% 03/15/2042 DD 02/10/12	1,012,966.00	95.9480	911,506.00	101,460.00-

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2,355,000.0000	NOBLE ENERGY INC 5.250% 11/15/2043 DD 11/08/13	2,341,576.50	99.9180	2,353,066.90	11,492.40
1,200,000.0000	NORFOLK SOUTHERN CORP 6.000% 05/23/2039 DD 05/23/11	1,457,040.00	105.6830	1,270,596.00	186,444.00
1,472,000.0000	NORFOLK SOUTHERN CORP 2.903% 02/15/2023 DD 02/15/13	1,481,715.20	92.3680	1,359,656.96	122,058.24
500,000.0000	NORFOLK SOUTHERN CORP 3.950% 10/01/2042 DD 09/07/12	495,295.00	84.1410	420,705.00	74,590.00
1,465,000.0000	NORFOLK SOUTHERN CORP 4.800% 08/15/2043 DD 08/13/13	1,452,796.55	96.8480	1,418,823.20	33,973.35
1,770,000.0000	NORTHROP GRUMMAN CORP 4.750% 06/01/2043 DD 05/31/13	1,768,300.80	94.7880	1,677,393.60	90,907.20
800,000.0000	NOVATEK OAO VIA NOVATEK F 144A 4.422% 12/13/2022 DD 12/13/12	603,750.00	92.0000	552,000.00	51,750.00
1,216,000.0000	MUCOR CORP 5.200% 08/01/2043 DD 07/29/13	1,214,711.04	97.4190	1,184,615.04	30,096.00
300,000.0000	OGX AUSTRIA GMBH 144A 8.375% 04/01/2022 DD 03/30/12	276,000.00	8.0000	24,000.00	252,000.00
1,310,000.0000	OMNICOM GROUP INC 4.450% 08/15/2020 DD 08/05/10	1,457,689.40	106.1360	1,390,381.60	67,307.80
1,665,000.0000	OWENS CORNING VAR RT 12/01/2036 DD 08/01/07	1,842,272.55	107.7220	1,783,571.30	48,701.25
200,000.0000	OWENS CORNING 4.200% 12/15/2022 DD 10/22/12	193,630.00	95.4830	190,966.00	2,664.00

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700,000.0000	PPG INDUSTRIES INC 5.500% 11/15/2040 DD 11/12/10	813,708.00	104.2370	729,659.00	84,049.00-
1,295,000.0000	PPL CAPITAL FUNDING INC 4.700% 06/01/2043 DD 05/24/13	1,290,441.60	90.0780	1,166,510.10	123,931.50+
1,600,000.0000	PSEG POWER LLC 8.625% 04/15/2031 DD 10/15/01	2,338,120.00	138.0000	2,176,000.00	157,120.00-
1,500,000.0000	PACIFIC GAS & ELECTRIC CO 6.050% 03/01/2034 DD 03/23/04	1,932,600.00	114.5490	1,718,235.00	214,365.00-
2,385,000.0000	PERNOD-RICARD SA 144A 5.500% 01/15/2042 DD 01/12/12	2,779,383.80	102.2380	2,438,378.30	341,007.30-
645,000.0000	PERRIGO CO LTD 144A 5.300% 11/15/2043 DD 11/08/13	842,303.90	98.1540	633,093.30	9,210.60+
2,700,000.0000	PETRO-CANADA 6.800% 05/15/2038 DD 05/15/08	3,682,233.00	119.8880	3,231,522.00	450,711.00-
1,180,000.0000	PETROLEOS MEXICANOS BD 6.500% 06/02/2041 DD 06/02/11	1,133,000.00	104.5000	1,149,500.00	16,500.00
2,520,000.0000	PHILLIPS 66 5.875% 05/01/2042 DD 11/01/12	3,032,418.80	108.4650	2,733,066.00	299,350.80-
900,000.0000	PIONEER NATURAL RESOURCES CO 7.200% 01/15/2028 DD 01/13/98	1,146,915.00	120.2380	1,082,142.00	64,773.00-
4,335,000.0000	PLAINS ALL AMERICAN PIPELINE L 8.150% 06/01/2042 DD 03/22/12	4,883,767.85	98.6020	4,274,396.70	609,370.95-
900,000.0000	PLAINS ALL AMERICAN PIPELINE L 4.300% 01/31/2043 DD 12/10/12	900,801.00	86.6480	779,632.00	120,969.00-

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,050,000.0000	POTASH CORP OF SASKATCHEWAN IN 5.625% 12/01/2040 DD 11/30/10	1,275,991.50	106.1920	1,115,016.00	160,975.50-
1,845,000.0000	PRINCIPAL FINANCIAL GROUP INC 4.350% 05/15/2043 DD 11/16/12	1,837,509.30	89.6910	1,654,796.95	182,712.35-
2,280,000.0000	PROGRESS ENERGY INC 7.750% 03/01/2031 DD 02/22/01	3,087,408.60	126.7760	2,910,337.60	177,071.00-
925,000.0000	PROGRESS ENERGY INC 6.000% 12/01/2039 DD 11/19/09	1,119,777.25	112.1680	1,037,461.50	82,315.75-
800,000.0000	PROLOGIS LP 4.250% 06/15/2023 DD 08/15/13	797,936.00	96.7860	790,286.00	7,648.00-
2,440,000.0000	PRUDENTIAL FINANCIAL INC 5.700% 12/14/2036 DD 12/14/06	2,779,257.60	107.4230	2,621,121.20	158,136.40-
1,315,000.0000	PRUDENTIAL FINANCIAL INC 6.625% 12/01/2037 DD 12/03/07	1,638,371.65	119.9120	1,576,842.80	61,528.85-
345,000.0000	PRUDENTIAL FINANCIAL INC 6.625% 06/21/2040 DD 06/21/10	433,454.55	121.2670	418,371.15	15,083.40-
200,000.0000	PRUDENTIAL FINANCIAL INC 5.625% 05/12/2041 DD 05/12/11	227,984.00	107.7710	215,542.00	12,442.00-
995,000.0000	PRUDENTIAL FINANCIAL INC VAR RT 03/15/2044 DD 03/22/13	995,000.00	96.7500	962,662.50	32,337.50-
1,500,000.0000	QVC INC 5.125% 07/02/2022 DD 01/02/13	1,491,345.00	96.9110	1,483,665.00	7,680.00-
1,000,000.0000	RFM INTERNATIONAL INC 3.450% 11/15/2022 DD 10/23/12	979,760.00	91.3160	913,160.00	66,580.00-

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1,555,000.0000	RELANCE HOLDINGS USA INC 144A 6.250% 10/19/2040 DD 10/19/10	1,787,410.30	93.3070	1,450,923.85	336,486.45-
215,000.0000	RELANCE STEEL & ALUMINUM CO 4.500% 04/15/2023 DD 04/12/13	214,107.75	98.0920	210,897.80	3,209.95-
3,090,000.0000	REPUBLIC SERVICES INC 6.200% 03/01/2040 DD 03/04/10	3,877,888.20	113.5020	3,507,211.80	370,676.40-
1,100,000.0000	REPUBLIC SERVICES INC 5.700% 05/15/2041 DD 05/09/11	1,315,448.00	107.0220	1,177,242.00	138,206.00-
2,490,000.0000	REYNOLDS AMERICAN INC 4.750% 11/01/2042 DD 10/31/12	2,467,555.10	86.8820	2,213,181.80	254,403.30-
1,590,000.0000	REYNOLDS AMERICAN INC 6.150% 09/15/2043 DD 09/17/13	1,582,892.70	107.9850	1,716,961.50	134,068.80
900,000.0000	ROCKIES EXPRESS PIPELINE 144A 7.500% 07/15/2038 DD 06/27/08	846,000.00	88.0000	792,000.00	54,000.00-
2,100,000.0000	ROCKIES EXPRESS PIPELINE 144A 6.875% 04/15/2040 DD 03/22/10	1,890,000.00	82.7500	1,737,750.00	152,250.00-
1,200,000.0000	ROGERS COMMUNICATIONS INC 7.500% 08/15/2038 DD 08/06/08	1,750,260.00	126.0770	1,512,924.00	237,336.00-
985,000.0000	ROGERS COMMUNICATIONS INC 5.450% 10/01/2043 DD 10/02/13	979,099.95	102.8060	1,010,669.10	31,569.25
1,105,000.0000	ROWAN COS INC 5.400% 12/01/2042 DD 12/11/12	1,119,033.50	92.5140	1,022,279.70	96,753.80-
975,000.0000	ROYAL BANK OF SCOTLAND GROUP P 6.000% 12/10/2023 DD 12/10/13	966,205.50	100.7120	981,942.00	15,736.50

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765,000.0000	SAIC INC 5.950% 12/01/2040 DD 06/01/11	816,339.15	95.5480	730,942.20	85,396.95-
4,000,000.0000	SLM CORP 5.625% 08/01/2033 DD 07/21/03	3,710,000.00	82.8750	3,315,000.00	395,000.00-
200,000.0000	SLM CORP 6.450% 05/15/2018 DD 06/18/08	237,500.00	116.5000	233,000.00	4,500.00-
1,790,000.0000	SLM CORP 6.000% 03/25/2020 DD 03/22/10	2,045,075.00	113.2500	2,027,175.00	17,900.00-
500,000.0000	SLM CORP 6.250% 01/25/2016 DD 01/14/11	543,750.00	108.0000	540,000.00	3,750.00-
260,000.0000	SLM CORP 7.250% 01/25/2022 DD 01/27/12	288,650.00	105.7500	274,950.00	11,700.00-
1,000,000.0000	SLM CORP 4.625% 09/25/2017 DD 09/12/12	1,023,750.00	103.8020	1,038,020.00	14,270.00
100,000.0000	SLM CORP 5.500% 01/15/2019 DD 09/20/13	98,877.00	103.7750	103,775.00	4,898.00
5,040,000.0000	SABMILLER HOLDINGS INC 144A 4.950% 01/15/2042 DD 01/17/12	5,422,001.05	99.3250	5,005,980.00	416,021.05-
2,980,000.0000	SEMPRA ENERGY 6.000% 10/15/2039 DD 10/08/09	3,767,554.40	109.8460	3,273,410.80	494,143.60-
700,000.0000	SENSATA TECHNOLOGIES BV 144A 4.675% 10/15/2023 DD 04/17/13	656,250.00	94.0000	656,000.00	1,750.00
1,050,000.0000	SOUTH CAROLINA ELECTRIC & GAS 5.450% 02/01/2041 DD 01/27/11	1,286,281.50	109.0690	1,145,224.50	141,057.00-

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120,000.0000	SOUTHERN NATURAL GAS CO LLC 7.350% 02/15/2031 DO 02/13/01	159,830.40	119.1620	142,994.40	16,836.00-
985,000.0000	SOUTHERN POWER CO 5.250% 07/15/2043 DO 07/16/13	982,192.75	99.3310	978,410.35	3,782.40-
1,310,000.0000	SOUTHWESTERN ELECTRIC POWER CO 6.200% 03/15/2040 DO 03/08/10	1,639,478.10	106.9860	1,427,710.60	211,767.50-
1,700,000.0000	SOUTHWESTERN PUBLIC SERVICE CO 6.000% 10/01/2036 DO 10/06/06	2,120,172.00	110.6610	1,881,237.00	238,935.00-
325,000.0000	SPECTRA ENERGY CAPITAL LLC 5.650% 03/01/2020 DO 08/28/09	386,431.50	108.8930	353,902.25	32,529.25-
830,000.0000	SPECTRA ENERGY PARTNERS LP 6.950% 09/25/2043 DO 09/25/13	928,837.50	106.9040	894,207.20	65,389.70-
640,000.0000	SPRINT CORP 144A 7.875% 09/15/2023 DO 09/11/13	640,000.00	107.5000	688,000.00	48,000.00
810,000.0000	SPRINT CORP 144A 7.125% 06/15/2024 DO 12/12/13	810,000.00	101.5000	822,150.00	12,150.00
200,000.0000	QJSC NOVOLIPETSK STEEL VI 144A 4.450% 02/19/2018 DO 02/19/13	200,000.00	99.7500	199,500.00	500.00-
100,000.0000	SUNOCO LOGISTICS PARTNERS OPER 8.850% 02/15/2040 DO 02/12/10	113,194.00	110.9210	110,921.00	2,273.00-
100,000.0000	SUNOCO LOGISTICS PARTNERS OPER 6.100% 02/15/2042 DO 08/02/11	116,729.00	102.0990	102,099.00	16,639.00-
2,500,000.0000	SYDNEY AIRPORT FINANCE CO 144A 3.900% 03/22/2023 DO 10/23/12	2,553,725.00	94.8130	2,370,326.00	183,400.00-

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165,000.0000	T-MOBILE USA INC 6.836% 04/28/2023 DD 07/28/13	161,700.00	103.7500	171,187.50	9,487.50
1,370,000.0000	TALISMAN ENERGY INC 5.850% 02/01/2037 DD 01/27/06	1,468,140.80	96.6220	1,323,721.40	164,419.40
725,000.0000	TALISMAN ENERGY INC 6.250% 02/01/2038 DD 11/10/06	808,463.00	101.6850	737,216.25	131,246.75
1,100,000.0000	TALISMAN ENERGY INC 5.500% 05/15/2042 DD 05/18/12	1,212,365.00	94.1900	1,036,090.00	176,275.00
300,000.0000	TARGA RESOURCES PARTNERS 144A 4.250% 11/15/2023 DD 05/14/13	267,000.00	89.5000	266,500.00	1,500.00
3,265,000.0000	TECK RESOURCES LTD 8.000% 06/15/2040 DD 08/17/10	3,695,487.60	95.5870	3,120,915.55	574,542.05
4,145,000.0000	TECK RESOURCES LTD 6.250% 07/15/2041 DD 07/05/11	4,699,611.70	99.5430	4,126,057.35	573,554.35
520,000.0000	TECK RESOURCES LTD 5.400% 02/01/2043 DD 08/08/12	550,149.60	91.2150	474,318.00	75,831.60
1,980,000.0000	TECK RESOURCES LTD 5.200% 03/01/2042 DD 02/28/12	1,775,775.85	88.2600	1,747,546.00	28,227.85
1,030,000.0000	TELECOM ITALIA CAPITAL SA 6.375% 11/15/2033 DD 05/15/04	1,037,725.00	90.5000	932,150.00	105,575.00
1,680,000.0000	TELECOM ITALIA CAPITAL SA 6.000% 09/30/2034 DD 09/30/05	1,541,737.50	86.6250	1,455,300.00	86,437.50
530,000.0000	TELECOM ITALIA CAPITAL SA 7.200% 07/18/2036 DD 07/18/06	553,320.00	96.2500	510,125.00	43,195.00

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1,480,000.0000	TELECOM ITALIA CAPITAL SA 7.721% 06/04/2038 DO 06/04/08	1,602,100.00	100.0000	1,480,000.00	122,100.00-
3,435,000.0000	TELEFONICA EMISIONES SAU 7.045% 06/20/2036 DO 06/20/06	3,720,083.87	110.2340	3,788,537.90	68,454.03
760,000.0000	TELEFONICA EMISIONES SAU 5.134% 04/27/2020 DO 04/26/10	798,950.00	106.2380	807,393.60	8,443.60
40,000.0000	TELEFONICA EMISIONES SAU 5.462% 02/16/2021 DO 02/16/11	42,850.00	105.6140	42,205.60	444.40-
1,650,000.0000	TENET HEALTHCARE CORP 4.500% 04/01/2021 DO 02/05/13	1,613,275.00	94.7500	1,563,375.00	49,900.00-
800,000.0000	TENET HEALTHCARE CORP 4.375% 10/01/2021 DO 05/30/13	738,000.00	94.0000	752,000.00	14,000.00
400,000.0000	TEXAS EASTERN TRANSMISSIO 144A 2.800% 10/15/2022 DO 10/24/12	400,128.00	89.4200	357,880.00	42,448.00-
2,400,000.0000	THERMO FISHER SCIENTIFIC INC 4.500% 03/01/2021 DO 02/22/11	2,608,752.00	105.2730	2,526,552.00	82,200.00-
3,305,000.0000	HISTORIC TW INC 6.625% 05/15/2029 DO 11/23/98	4,217,378.30	114.7730	3,793,247.65	424,130.65-
5,100,000.0000	TIME WARNER INC 6.500% 11/15/2036 DO 11/13/08	6,379,335.00	112.9880	5,762,388.00	616,947.00-
1,215,000.0000	TIME WARNER INC 6.200% 03/15/2040 DO 03/11/10	1,487,901.15	110.1660	1,338,518.90	149,382.25-
2,660,000.0000	TIME WARNER INC 6.100% 07/15/2040 DO 07/14/10	3,220,515.20	109.1370	2,903,044.20	317,471.00-

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2,800,000.0000	TIME WARNER INC 5.250% 03/29/2041 DD 04/01/11	3,457,188.00	111.0480	3,109,344.00	347,844.00-
900,000.0000	TIME WARNER INC 4.900% 06/15/2042 DD 06/13/12	965,475.00	94.9290	854,361.00	111,114.00-
2,280,000.0000	TIME WARNER INC 5.350% 12/15/2043 DD 12/16/13	2,276,854.80	101.2730	2,309,024.40	30,369.60
2,600,000.0000	TIME WARNER CABLE INC 7.300% 07/01/2038 DD 06/19/08	3,720,304.00	99.7180	2,792,104.00	928,200.00-
3,225,000.0000	TIME WARNER CABLE INC 6.750% 06/15/2039 DD 06/29/09	4,090,493.25	94.1700	3,036,982.50	1,053,510.75-
425,000.0000	TIME WARNER CABLE INC 5.675% 11/15/2040 DD 11/15/10	361,302.70	86.5060	367,646.25	6,343.55
2,490,000.0000	TIME WARNER CABLE INC 5.500% 09/01/2041 DD 09/12/11	2,038,317.15	82.8610	2,063,238.90	24,921.75
620,000.0000	TIME WARNER CABLE INC 4.500% 09/15/2042 DD 08/10/12	603,168.60	75.7570	621,207.40	18,038.80
300,000.0000	TOLL BROTHERS FINANCE CORP 5.675% 02/15/2022 DD 02/07/12	316,750.00	103.5000	310,500.00	5,250.00-
400,000.0000	TRANSOCEAN INC 7.500% 04/15/2031 DD 04/05/01	497,106.00	114.2910	457,164.00	39,944.00-
1,500,000.0000	TRANSOCEAN INC 6.600% 03/15/2038 DD 12/11/07	1,835,255.00	111.3010	1,669,515.00	166,740.00-
400,000.0000	TRANSOCEAN INC 6.500% 11/15/2029 DD 09/21/10	484,448.00	114.1940	456,776.00	27,672.00-

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,185,000.0000	TRANSOCEAN INC 7.350% 12/15/2041 DD 12/05/11	1,547,562.70	120.6000	1,404,990.00	142,572.70-
2,500,000.0000	TRANSOCEAN INC 3.800% 10/15/2022 DD 09/13/12	2,562,325.00	94.7800	2,369,575.00	192,750.00-
2,480,000.0000	TRINITY ACQUISITION PLC 6.125% 08/15/2043 DD 08/15/13	2,450,283.00	101.0000	2,486,614.00	36,531.00
300,000.0000	TRIUMPH GROUP INC 4.875% 04/01/2021 DD 02/26/13	300,000.00	97.0000	291,000.00	9,000.00-
1,300,000.0000	TYCO ELECTRONICS GROUP SA 7.125% 10/01/2037 DD 04/01/08	1,713,348.00	117.0280	1,521,364.00	191,984.00-
810,000.0000	WASTE MANAGEMENT INC. 7.000% 07/15/2028 DD 07/17/98	1,087,728.20	120.9960	980,067.60	117,660.60-
395,000.0000	UNUM GROUP 6.750% 12/15/2028 DD 12/18/98	459,211.20	110.4050	436,099.75	23,111.45-
672,325.2600	US AIRWAYS 2012-1 CLASS A PASS 5.900% 04/01/2026 DD 05/14/12	732,834.57	109.0000	732,834.56	0.01-
3,089,360.5300	US AIRWAYS 2012-2 CLASS A PASS 4.625% 12/03/2028 DD 12/13/12	3,143,424.33	101.5000	3,135,700.94	7,723.39-
430,000.0000	UNION PACIFIC CORP 4.750% 09/15/2041 DD 08/09/11	482,331.00	96.9240	416,773.20	65,557.80-
790,000.0000	UNION PACIFIC CORP 144A 4.821% 02/01/2044 DD 08/21/13	781,317.80	96.8520	765,130.80	16,187.00-
2,569,611.4420	UAL 2009-2A PASS THROUGH TRUST 9.750% 07/15/2018 DD 11/24/09	2,974,325.28	115.0000	2,955,053.15	19,272.13-

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
795,000.0000	UNUM GROUP 5.625% 09/15/2020 DD 09/15/10	906,351.10	109.6150	871,439.25	36,911.85-
4,920,000.0000	VALE OVERSEAS LTD 6.875% 11/21/2036 DD 11/21/08	6,053,897.70	103.2750	5,061,130.80	972,767.70-
3,450,000.0000	VALE OVERSEAS LTD 6.875% 11/10/2039 DD 11/10/09	3,502,888.50	103.4420	3,568,749.00	65,860.50
700,000.0000	VALE SA 5.625% 09/11/2042 DD 09/11/12	617,031.00	90.7780	635,446.00	18,415.00
860,000.0000	VALERO ENERGY CORP 7.500% 04/15/2032 DD 04/15/02	846,780.00	121.8220	802,705.20	44,074.80-
1,565,000.0000	VALERO ENERGY CORP 8.625% 06/15/2037 DD 06/08/07	1,928,142.80	114.0730	1,785,242.45	142,900.15-
900,000.0000	VALERO ENERGY CORP 10.500% 03/15/2039 DD 03/17/09	1,268,736.00	150.1780	1,201,424.80	67,312.00-
1,400,000.0000	VERIZON COMMUNICATIONS INC 6.400% 02/15/2038 DD 02/12/08	1,895,418.00	112.2970	1,572,158.00	323,260.00-
4,630,000.0000	VERIZON COMMUNICATIONS INC 6.900% 04/15/2038 DD 04/04/08	6,185,835.70	119.0070	5,510,024.10	675,811.60-
300,000.0000	VERIZON COMMUNICATIONS INC 8.000% 04/01/2041 DD 03/28/11	391,554.00	109.7930	329,079.00	62,175.00-
290,000.0000	VERIZON COMMUNICATIONS INC 4.750% 11/01/2041 DD 11/03/11	328,941.20	93.4840	271,103.60	57,837.60-
2,805,000.0000	VERIZON COMMUNICATIONS INC 3.850% 11/01/2042 DD 11/07/12	2,225,467.00	81.6800	2,291,124.00	65,637.00

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,000,000.0000	VERIZON COMMUNICATIONS INC 5.150% 09/15/2023 DD 09/18/13	996,760.00	107.3690	1,073,890.00	76,930.00
9,590,000.0000	VERIZON COMMUNICATIONS INC 6.400% 09/15/2033 DD 09/18/13	9,736,987.85	115.0120	11,029,650.80	1,292,662.95
20,890,000.0000	VERIZON COMMUNICATIONS INC 6.550% 09/15/2043 DD 09/18/13	21,336,189.45	116.9960	24,440,464.40	3,104,274.95
1,265,000.0000	CBS CORP 5.500% 05/15/2033 DD 05/14/03	1,383,694.95	98.2990	1,243,482.35	140,212.60
1,166,000.0000	VIACOM INC 5.650% 09/01/2043 DD 08/19/13	1,157,482.45	105.1220	1,224,071.30	67,208.85
350,000.0000	VIMPELCOM HOLDINGS BV 144A 5.950% 02/13/2023 DD 02/13/13	350,000.00	94.2500	329,875.00	20,125.00
1,235,000.0000	VOTORANTIM CIMENTOS SA 144A 7.250% 04/05/2041 DD 04/05/11	1,383,200.00	95.0000	1,173,250.00	209,950.00
1,115,000.0000	WASTE MANAGEMENT INC 7.100% 08/01/2026 DD 08/02/06	1,488,881.00	120.9360	1,348,425.25	140,455.55
1,780,000.0000	WFP FINANCE 2010 5.125% 09/07/2042 DD 09/07/12	1,740,306.00	91.0670	1,620,992.80	119,313.40
775,000.0000	WALGREEN CO 4.400% 09/15/2042 DD 09/13/12	786,671.00	89.8850	688,658.75	98,012.25
1,700,000.0000	WASTE MANAGEMENT INC 7.375% 05/15/2029 DD 11/15/99	2,244,289.00	121.6780	2,068,526.00	175,763.00
955,000.0000	ACTAVIS INC 3.250% 10/01/2022 DD 10/02/12	997,748.10	93.2720	890,747.60	7,000.50

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,480,000.0000	ACTAVIS INC 4.625% 10/01/2042 DD 10/02/12	1,540,872.40	90.9800	1,346,504.00	194,368.40-
60,000.0000	WELLPOINT INC 5.800% 08/15/2040 DD 08/12/10	70,415.40	108.4170	63,850.20	6,565.20-
900,000.0000	WELLPOINT INC 4.625% 05/15/2042 DD 05/07/12	929,538.00	92.4210	831,789.00	97,749.00-
1,690,000.0000	WELLPOINT INC 4.650% 01/15/2043 DD 09/10/12	1,761,182.80	92.5800	1,564,602.00	196,580.80-
3,495,000.0000	WELLPOINT INC 5.100% 01/15/2044 DD 08/06/13	3,490,281.75	99.1650	3,465,816.75	24,465.00-
150,000.0000	WEYERHAEUSER CO 6.950% 10/01/2027 DD 10/06/97	188,273.00	115.3590	173,038.50	13,234.50-
2,300,000.0000	WEYERHAEUSER CO 7.375% 03/15/2032 DD 09/15/02	2,886,988.00	122.3850	2,814,395.00	72,593.00-
500,000.0000	WEYERHAEUSER CO 6.675% 12/15/2033 DD 12/17/02	586,178.00	117.9450	589,725.00	3,547.00
700,000.0000	WHIRLPOOL CORP 5.150% 03/01/2043 DD 02/27/13	701,019.00	96.4150	674,905.00	26,108.00-
1,700,000.0000	WILLIAMS COS INC/THE VAR RT 03/15/2032 DD 03/15/03	2,356,421.00	116.7510	1,984,767.00	371,654.00-
1,900,000.0000	WILLIAMS PARTNERS LP 6.300% 04/15/2040 DD 02/09/10	2,322,807.00	107.4710	2,041,949.00	280,858.00-
315,000.0000	WILLIAMS PARTNERS LP 5.600% 11/15/2043 DD 11/15/13	311,903.55	102.0730	321,529.95	9,626.40

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200,000.0000	WOODSIDE FINANCE LTD 144A 4.600% 05/10/2021 DD 05/10/11	220,436.00	104.7210	209,442.00	10,994.00-
1,200,000.0000	WYNN MACAU LTD 144A 5.250% 10/15/2021 DD 10/16/13	1,200,000.00	100.1250	1,201,500.00	1,500.00
700,000.0000	WYNN LAS VEGAS LLC / WYNN LAS 5.375% 03/15/2022 DD 09/15/12	736,750.00	101.0000	707,000.00	29,750.00-
600,000.0000	WYNN LAS VEGAS LLC / WYNN 144A 4.250% 05/30/2023 DD 05/22/13	477,500.00	93.7500	468,750.00	8,750.00-
1,935,000.0000	XSTRATA FINANCE CANADA LT 144A VAR RT 10/25/2042 DD 10/25/12	1,942,353.00	92.6350	1,792,467.25	149,865.75-
200,000.0000	ZOETIS INC 3.250% 02/01/2023 DD 08/01/13	199,780.00	93.5670	187,134.00	12,646.00-
785,000.0000	ZOETIS INC 4.700% 02/01/2043 DD 08/01/13	779,253.80	93.4680	733,708.10	45,545.70-
300,000.0000	* ENN ENERGY HOLDINGS LTD REGS 6.000% 05/13/2021 DD 05/13/11	319,377.00	106.7980	320,384.00	1,017.00
300,000.0000	* CEMEX SAB DE CV REGS 9.500% 06/15/2018 DD 09/17/12	345,750.00	113.5000	340,500.00	5,250.00-
3,195,000.0000	* REYNOLDS AMERICAN INC 4.750% 11/01/2042 DD 10/31/12	3,267,917.70	88.8820	2,839,779.90	428,137.80-
2,200,000.0000	* THOMSON REUTERS CORP 4.300% 11/23/2023 DD 11/21/13	2,180,382.00	100.4300	2,209,460.00	29,078.00
TOTAL CORPORATE DEBT INSTRUMENTS		618,493,038.36		759,561,012.33	58,932,026.03-

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
<u>CORPORATE STOCK - PREFERRED</u>					
250.0000	GMAC CAPITAL TRUST I PFD 8.125% CUMULATIVE	6,700.00	26.7400	6,685.00	15.00-
40.0000	FSP HIGHLAND PLACE I CORP	1,680,000.00	42,000.0000	1,680,000.00	0.00
50.0000	FSP SATELLITE PLACE CORP PFD	3,240,000.00	54,000.0000	3,240,000.00	0.00
50.0000	FSP 1441 MAIN STREET CORP PFD ST	2,150,000.00	43,000.0000	2,150,000.00	0.00
TOTAL CORPORATE STOCK - PREFERRED		7,076,700.00		7,076,685.00	15.00-
<u>CORPORATE STOCK - COMMON</u>					
13,637.0000	KBC GROUPE NPV	688,565.04	56.8404	775,133.05	86,568.01
8,792.0000	CAP GEMINI EUR8	487,683.43	87.6988	595,206.63	107,523.40
3,252.0000	PERNOD-RICARD EUR1.55	393,834.06	114.1080	371,079.34	22,754.72-
479,503.0000	INTESA SANPAOLO EUR0.52	947,809.97	2.4720	1,185,351.70	237,541.73
28,545.0000	ASHTAD GROUP PLC	309,068.67	12.5875	359,310.19	50,241.52
196,995.0000	AVIVA PLC GBP0.25	1,182,538.28	7.4481	1,467,249.55	304,711.27
49,313.0000	HAYS ORD 1P	97,749.16	2.1498	106,013.70	8,264.54
41,716.0000	HOWDEN JOINERY GROUP PLC ORD GBP0.10	157,759.73	5.7107	238,229.65	80,469.92
51,335.0000	MEGGITT ORD5P	357,743.44	8.7367	448,499.47	90,756.03

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2,877.0000	ROTORX ORD 5P	119,018.57	47.5343	136,756.40	17,737.83
183,768.0000	TESCO ORD 5P	1,003,682.06	5.5376	1,017,646.89	13,964.83
144,000.0000	CHINA MERCHANTS HOLDINGS INTL ORD HK\$0.10	456,377.11	3.6498	525,577.94	69,200.83
95,000.0000	WHARF HOLDINGS HK\$1	608,359.82	7.6479	726,551.67	11,808.15
13,800.0000	DAIKIN INDUSTRIES Y50	627,898.37	62.3188	859,997.13	232,098.76
126,000.0000	DAIWA SECS GROUP NPV	1,200,639.71	9.9900	1,278,721.25	78,081.54
33,700.0000	ITOCHU CORP Y50	416,756.34	12.3590	416,800.63	255.71
6,100.0000	KAQ CORP	204,215.27	31.4923	192,103.13	12,112.14
1,600.0000	KEYENCE CORP NPV	517,557.90	428.1432	685,029.24	167,471.34
4,000.0000	MAKITA CORP Y50	185,562.80	52.5189	210,075.83	24,512.83
20,000.0000	SURUGA BANK LTD Y50	258,279.27	17.9439	358,879.21	100,599.94
2,200.0000	TOKYO ELECTRON NPV	100,121.46	54.8023	120,565.15	20,443.69
26,790.0000	KOREA ELEC FWH CORP KSWN5000	619,007.32	32.9274	882,126.83	263,119.51
34,500.0000	IMPERIAL OIL LTD	1,445,026.82	44.2729	1,527,416.47	82,389.65
4,405.0000	TORONTO DOMINION BANK NEW	409,106.18	94.2211	415,044.28	5,938.10
90,988.0000	SKANDINAVISKA ENSKILDA BANKEN SER A SWKR10	859,055.37	13.2033	1,201,348.74	342,293.37
21,700.0000	ALLSTATE CORP/THE	920,241.79	54.5400	1,183,516.00	263,276.21

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1,743.0000	AMAZON.COM INC	486,455.81	398.7900	695,090.97	208,635.16
27,168.0000	AMERICAN EXPRESS CO	1,561,501.08	90.7300	2,464,771.18	903,269.50
6,800.0000	BBST CORP	219,205.82	37.3200	253,776.00	34,570.18
107,021.0000	BANK OF AMERICA CORP	1,252,552.66	15.5700	1,666,316.97	413,764.31
17,938.0000	BAXTER INTERNATIONAL INC	1,195,747.08	89.5500	1,247,587.90	51,840.82
3,816.0000	B/E AEROSPACE INC	286,322.13	87.0300	332,106.48	65,784.35
13,200.0000	BIO-RAD LABORATORIES INC	1,366,660.00	123.8100	1,631,652.00	244,992.00
7,864.0000	BIOGEN IDEC INC	1,151,839.51	279.5720	2,198,554.21	1,046,714.70
11,600.0000	BOB EVANS FARMS INC/DE	466,320.00	50.5900	586,844.00	120,524.00
3,500.0000	BOEING CO/THE	263,273.15	136.4900	477,715.00	214,441.85
45,300.0000	BRADY CORP	1,513,737.15	30.9300	1,401,129.00	112,608.15
51,600.0000	BRINK'S CO/THE	1,469,338.97	34.1400	1,761,624.00	292,285.03
94,402.0000	CANADIAN NATIONAL RAILWAY CO	4,312,703.73	57.0200	5,382,802.04	1,070,098.31
12,258.0000	CANADIAN PACIFIC RAILWAY LTD	1,579,697.07	151.3200	1,854,680.56	275,183.49
7,130.0000	CANON INC ADR	279,567.30	32.0000	228,160.00	51,407.30
16,900.0000	CAPITAL ONE FINANCIAL CORP	949,452.68	78.6100	1,294,709.00	345,256.32
10,240.0000	CELGENE CORP	1,463,773.16	168.9600	1,730,232.32	246,459.16
47,800.0000	CHARLES RIVER LABORATORIES INT	1,783,571.98	53.0400	2,524,704.00	741,132.02

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47,732.0000	CISCO SYSTEMS INC	937,886.07	22.4300	1,070,626.76	132,742.69
17,100.0000	CITY NATIONAL CORP/CA	846,791.99	79.2200	1,354,662.00	507,870.01
21,401.0000	COMCAST CORP	893,720.96	51.9650	1,112,102.97	218,382.01
10,100.0000	COMCAST CORP	355,604.40	49.8800	503,768.00	138,263.60
10,992.0000	CONOCOPHILLIPS	637,426.08	70.6500	776,564.80	139,158.72
28,229.0000	CONTANGO OIL & GAS CO	1,200,322.65	47.2800	1,334,102.54	133,779.89
78,300.0000	CORNING INC	991,692.17	17.8200	1,395,306.00	403,613.83
20,865.0000	DEVON ENERGY CORP	1,085,814.60	61.8700	1,290,917.55	205,102.95
27,200.0000	DEVRY EDUCATION GROUP	645,456.04	35.5000	965,660.00	320,143.96
98,827.0000	WALT DISNEY CO/TH	5,250,644.47	76.4000	7,550,382.80	2,299,738.33
7,400.0000	DUN & BRADSTREET CORP	582,010.00	122.7500	908,350.00	326,340.00
6,000.0000	EDISON INTERNATIONAL	271,140.00	46.3000	277,600.00	6,460.00
8,767.0000	EMERSON ELECTRIC CO	464,300.32	70.1800	615,268.05	150,967.74
44,800.0000	EXELON CORP	1,354,436.61	27.3800	1,227,072.00	127,364.61
28,700.0000	FAIR ISAAC CORP	1,206,260.98	62.8400	1,803,506.00	597,245.02
92,600.0000	GANNETT CO INC	1,667,726.04	29.5800	2,739,108.00	1,071,381.96
22,429.0000	GAP INC/TH	886,298.03	39.0800	876,525.32	9,772.71
42,421.0000	GILEAD SCIENCES INC	1,750,509.24	75.1000	3,185,817.10	1,435,307.86

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SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF YEAR)
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BNY MELLON

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5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
3,116.0000	GOOGLE INC	2,398,904.14	1,120.7100	3,492,132.36	1,093,228.22
9,121.0000	GREEN MOUNTAIN COFFEE ROASTERS	675,795.68	75.5400	689,000.34	13,204.66
16,100.0000	HCC INSURANCE HOLDINGS INC	599,081.02	46.1400	742,854.00	143,772.98
20,726.0000	HALLIBURTON CO	726,064.33	50.7500	1,051,793.75	325,729.42
66,200.0000	HEWLETT-PACKARD CO	872,864.32	27.9800	1,572,476.00	699,511.68
58,856.0000	HONEYWELL INTERNATIONAL INC	3,736,144.28	91.3700	5,359,398.72	1,623,254.46
22,804.0000	HORACE MANN EDUCATORS CORP	455,167.85	31.5400	719,238.16	264,070.31
4,700.0000	HUMANA INC	423,486.17	103.2200	486,134.00	61,645.83
19,000.0000	IDEX CORP	884,070.03	73.8500	1,403,150.00	519,079.97
3,600.0000	INTERNATIONAL BUSINESS MACHINE	686,901.14	187.5700	712,766.00	15,864.86
67,800.0000	INTERNATIONAL SPEEDWAY CORP	1,863,040.50	35.4500	2,403,510.00	520,469.41
189,700.0000	INTERPUBLIC GROUP OF COS INC/T	2,060,494.04	17.7000	3,357,890.00	1,267,195.96
34,600.0000	JPMORGAN CHASE & CO	1,548,831.25	58.4800	2,023,408.00	474,576.75
215,600.0000	JANUS CAPITAL GROUP INC	1,893,084.93	12.3700	2,666,972.00	773,887.07
29,367.0000	JOHNSON & JOHNSON	2,060,028.70	91.5900	2,691,555.33	631,526.63
21,900.0000	JOHNSON CONTROLS INC	671,673.01	51.3000	1,123,470.00	451,796.99
24,100.0000	JONES LANG LASALLE INC	2,022,954.01	102.3800	2,467,599.00	444,644.99
5,700.0000	KELLOGG CO	339,676.83	81.0700	348,099.00	8,422.17

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SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF YEAR)

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
27,755.0000	LITTELFUSE INC	1,723,872.03	92.9300	2,579,272.15	855,400.12
5,100.0000	LOCKHEED MARTIN CORP	470,679.00	148.8800	758,186.00	287,487.00
18,500.0000	MTS SYSTEMS CORP	1,161,535.97	71.0700	1,385,865.80	224,329.83
4,200.0000	MAGNA INTERNATIONAL INC	210,084.00	82.0600	344,652.00	134,568.00
2,900.0000	MANPOWERGROUP INC	123,076.00	85.8800	248,994.00	125,918.00
14,200.0000	MARATHON OIL CORP	435,372.01	35.3000	501,280.00	65,887.99
16,600.0000	MATTHEWS INTERNATIONAL CORP	532,660.02	42.8100	707,326.00	174,665.98
62,410.0000	MEOTRONIC INC	2,560,058.20	57.3900	3,581,709.90	1,021,651.70
32,800.0000	MEREDITH CORP	1,129,959.99	51.8000	1,699,040.00	569,080.01
37,800.0000	MICROSOFT CORP	1,024,860.03	37.4100	1,414,098.00	389,237.97
2,700.0000	MIDDLEBY CORP	346,167.00	239.7240	647,254.60	301,087.60
82,550.0000	MITCHAM INDUSTRIES INC	1,126,167.53	17.7100	1,461,960.50	335,792.97
20,670.0000	MONSANTO CO	1,981,044.75	116.5600	2,409,088.50	418,043.75
14,900.0000	MURPHY OIL CORP	819,398.50	84.8800	966,712.00	147,313.50
28,200.0000	NRG ENERGY INC	847,980.58	28.7200	809,904.00	161,923.42
3,200.0000	NORTHROP GRUMMAN CORP	216,256.00	114.6100	366,752.00	150,496.00
10,993.0000	OMNICOM GROUP INC	549,210.28	74.3700	817,549.41	268,339.13
135,194.0000	ORACLE CORP	4,450,061.97	38.2800	5,172,522.44	722,460.47

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
15,200.0000	PPL CORP	446,572.26	30.0900	457,368.00	10,795.74
12,500.0000	PACCAR INC	567,315.63	59.1700	739,625.00	172,309.37
1,737.0000	PANERA BREAD CO	273,890.45	176.6900	306,910.53	33,020.08
28,092.0000	PRAXAIR INC	2,863,884.08	130.0300	3,392,742.78	528,858.68
1,365.0000	PRICELINE.COM INC	1,062,582.42	1,162.4000	1,586,676.00	504,093.58
31,000.0000	PRIVATEBANCORP INC	474,919.98	28.9300	896,830.00	421,910.02
30,600.0000	PUBLIC SERVICE ENTERPRISE GROU	940,003.63	32.0400	980,424.00	40,420.37
16,114.0000	ROCHE HOLDING AG ADR	809,792.96	70.0510	1,128,601.81	318,808.85
15,192.0000	SALESFORCE.COM INC	799,219.11	55.1900	838,446.48	39,227.37
20,265.0000	SCHLUMBERGER LTD	1,535,970.64	90.1100	1,826,079.15	290,108.51
8,535.0000	SHERWIN-WILLIAMS CO/THE	1,527,202.27	183.5000	1,566,172.50	38,970.23
41,700.0000	SIMPSON MANUFACTURING CO INC	1,363,563.68	36.7300	1,531,841.00	168,277.32
18,400.0000	SOTHEBY'S	618,606.02	53.2000	978,680.00	360,073.98
11,300.0000	SOUTHERN CO	469,343.14	41.1100	464,543.00	-4,800.14
6,774.0000	STARBUCKS CORP	369,009.61	78.3800	531,013.86	162,004.25
18,849.0000	TJX COS INC	877,501.72	63.7300	1,201,246.77	323,745.05
21,000.0000	TARGET CORP	1,366,141.94	63.2700	1,328,870.00	-37,271.94
29,977.0000	TEXAS INSTRUMENTS INC	1,196,496.49	43.9100	1,316,290.07	119,793.58

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
50,219.0000	THERMO FISHER SCIENTIFIC INC	3,202,987.82	111.3500	5,591,885.65	2,388,917.83
33,183.0000	3M CO	3,079,184.55	140.2500	4,651,110.75	1,571,926.20
41,273.0000	TOTAL SA ADR	2,131,280.44	61.2700	2,528,796.71	397,516.27
13,887.0000	UNION PACIFIC CORP	1,826,788.31	168.0000	2,333,016.00	506,227.69
45,881.0000	UNITED PARCEL SERVICE INC	3,382,806.13	105.0800	4,821,175.48	1,438,369.35
39,980.0000	UNITED TECHNOLOGIES CORP	3,315,843.99	113.8000	4,549,724.00	1,233,880.01
17,800.0000	UNITEDHEALTH GROUP INC	1,004,611.32	75.3000	1,340,340.00	335,728.68
23,900.0000	UNUM GROUP	497,598.11	35.0800	838,412.00	340,813.89
18,000.0000	WAL-MART STORES INC	1,337,100.14	78.8900	1,416,420.00	79,319.86
30,283.0000	WATERS CORP	2,636,254.96	100.0000	3,026,300.00	390,045.04
57,333.0000	WELLS FARGO & CO	2,012,148.56	45.4000	2,602,918.20	590,769.64
7,171.0000	WYNN RESORTS LTD	838,665.30	194.2100	1,392,679.91	554,014.61
17,700.0000	ZEBRA TECHNOLOGIES CORP	874,754.50	54.0800	957,216.00	82,461.50
5,200.0000	ZIMMER HOLDINGS INC	346,632.00	93.1900	484,588.00	137,956.00
7,266.0000	SUPER RETAIL GROUP LTD	95,616.49	11.8899	86,392.00	9,224.49
26,531.0000	FLEXIGROUP LTD	111,869.67	3.9960	106,099.74	5,769.93
31,279.0000	DULUXGROUP LTD	145,879.21	4.7953	149,992.84	4,113.73
257,161.0000	TELSTRA CORP NPV	1,162,358.10	4.6960	1,207,862.72	45,504.62

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
9,542.0000	CSL ORD NPV	533,960.59	51.6950	588,694.30	54,733.71
3,519.0000	REA GROUP LTD	95,380.54	33.7819	118,777.48	23,396.92
22,339.0000	RYMAN HEALTHCARE G NPV	106,356.04	6.4600	144,330.89	37,974.95
8,115.0000	COLRUYT SA NPV	418,347.76	55.9172	453,768.17	35,420.41
11,971.0000	PROSIEBENSAT1 MEDI	500,871.34	49.8082	593,835.82	92,964.48
3,066.0000	WINCOR NIXDORF AG NPV	152,665.18	89.4073	212,802.91	80,137.73
2,002.0000	BRENTAG AG	262,439.20	185.6787	371,728.88	109,289.68
3,321.0000	CONTINENTAL AG NPV	560,769.20	219.6452	729,441.81	168,672.61
9,577.0000	SAP AG ORD NPV	766,281.17	85.8600	822,281.84	55,999.67
13,981.0000	BAYER AG ORD NPV	1,325,118.06	140.4820	1,964,076.88	638,958.82
1,029.0000	BERTRANDT AG NPV	109,486.73	152.9524	157,388.07	47,901.34
23,743.0000	DAIMLER AG ORD NPV (REGD)	1,292,079.25	86.6730	2,057,676.34	765,597.09
1,497.0000	MORPHOSYS ORD NPV	116,585.79	76.9585	115,206.89	(1,378.90)
16,745.0000	SIEMENS AG NPV REGD	1,813,832.57	136.8166	2,290,994.90	477,162.33
27,727.0000	LINDE AG NPV	4,832,111.27	209.5172	5,809,288.10	977,176.83
12,981.0000	BAYERISCHE MOTOREN WERKE (BMW) AG EUR1	1,223,279.87	117.4288	1,524,344.54	301,064.67
55,049.0000	INFINEON TECHNOLOGIES ORD NPV	514,235.64	10.8928	588,633.01	74,397.37

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
3,518.0000	WIRECARD AG	115,454.27	39.5678	139,199.64	23,745.37
33,071.0000	REPSOL SA RTS EXP 09-JAN-2014	22,185.77	0.6834	22,602.82	437.05
15,425.0000	TECNICAS REUNIDAS ORD EUR0.10	713,489.73	54.4083	839,248.89	125,749.16
2,161.0000	AMADEUS IT HLD SA-A SHS0.0100	88,374.27	42.8611	92,622.92	4,248.65
33,576.0000	BANKINTER S A EUR0.3 REGD	178,230.20	6.6718	230,726.78	52,498.58
53,247.0000	BANCO BILBAO VIZCAYA ARGENTARIA SA EUR0.49	516,845.43	12.3298	656,530.01	137,684.58
33,071.0000	REPSOL SA	791,729.16	25.2440	834,845.79	43,116.62
1,809.0000	INDUSTRIA DE DISEÑO TEXTIL SA EUR0.15	277,777.15	185.0784	298,628.84	20,849.69
28,946.0000	GDF SUEZ EUR1	585,123.03	23.5560	681,853.58	116,730.55
6,690.0000	VINCI EUR2.50 (POST SUBDIVISIO	381,819.01	85.7557	439,908.13	48,087.12
51,570.0000	DANONE EUR0.25 (POST SUBDIVISION)	3,415,288.95	72.0943	3,717,905.32	302,616.37
91,100.0000	LEGRAND SA EUR4	3,828,386.48	58.2006	5,028,781.87	1,200,395.21
28,798.0000	TOTAL SA EUR2.5 POST SUBDIVISION	1,554,188.18	81.3601	1,767,048.55	212,860.37
21,718.0000	LVMH MOET HENNESSY EUR0.30	3,942,089.77	182.7181	3,968,229.78	26,140.01
4,578.0000	PUBLICIS GROUPE SA EUR.4	313,925.54	91.6474	419,378.75	105,453.21
11,938.0000	TECHNIP SA EUR	1,367,465.17	96.2635	1,149,194.70	218,270.47

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
3,574.0000	VALEO EUR3	343,944.30	110.8265	396,101.13	52,156.83
820.0000	HERMES INTL FRF10 POST SPLIT	244,650.21	363.0898	297,733.68	53,083.45
21,801.0000	SANOFI	2,079,233.10	106.2675	2,316,737.85	237,504.75
692.0000	EUROFINS SCIENTIFIC EUR0.10	137,402.39	270.7671	187,370.69	49,968.30
109,356.0000	AXA EUR2.20	2,112,350.00	27.8483	3,045,386.30	933,036.30
29,908.0000	PEUGEOT SA EUR1	426,089.28	13.0050	388,956.29	37,132.99
2,867.0000	CREDIT AGRICOLE SA EUR3	35,259.48	12.6216	37,016.61	1,757.13
1,293.0000	ZODIAC AEROSPACE NPV	158,666.29	177.4110	229,392.50	70,726.21
48,289.0000	BNP PARIBAS EUR2	2,915,204.03	78.0606	3,769,481.23	854,277.20
8,840.0000	COMPAGNIE DE SAINT-GOBAIN EUR4	426,747.25	55.0835	486,938.59	60,191.34
11,061.0000	WORLD DUTY FREE SPA	105,597.73	12.5944	139,307.36	33,709.63
8,206.0000	AZIMUT HLDG SPA ORD EUR0.22	122,584.04	27.3247	224,226.89	101,642.85
8,188.0000	BANCA GENERALI EUR1	184,133.16	31.0176	253,972.56	69,839.40
1,588.0000	UNIBAIL-RODAMCO EUR5	380,934.04	256.6431	407,549.38	26,615.34
18,456.0000	UNILEVER NV CVA EUR0.15	892,260.46	40.3394	744,505.56	52,245.10
109,147.0000	TNT EXPRESS NV	823,764.37	9.2984	1,014,893.19	191,128.82
131,096.0000	REED ELSEVIER NV EUR0.07	1,933,210.99	21.2204	2,781,955.93	848,744.94
71,569.0000	AKZO NOBEL NV EUR2	4,693,996.96	77.6337	5,557,719.16	863,722.20

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
155,181.0000	POSTNL NV	596,995.46	5.7184	887,401.38	290,405.92
52,258.0000	HEINEKEN NV EUR1.60	3,477,228.94	67.6297	3,534,197.36	56,968.42
38,877.0000	CIE FINANCIERE RICHEMONT SA	3,198,434.82	99.8482	3,861,798.62	683,363.80
1,052.0000	GEBERT CHF0.10 (REGD) (POST SUBDIVISION)	231,486.47	304.1547	319,970.77	88,504.30
1,656.0000	PARTNERS GRP HLDG AG CHF0.01 (REGD)	382,091.22	267.4887	442,977.91	60,886.69
270.0000	BURKHARDT COMPRESSION HOLDING AG CHF2.5	93,906.24	439.6469	118,704.67	24,798.43
94,502.0000	UBS AG CHF0.1 (POST SUBDIVISION)	1,528,808.24	19.0251	1,797,912.80	269,104.56
805.0000	GIVALDAN AG CHF10	848,905.63	1,432.5068	1,153,166.04	306,262.41
4,125.0000	ZURICH INSURANCE GROUP AG CHF0.1	1,096,875.51	290.6617	1,198,979.59	102,104.08
29,092.0000	NOVARTIS AG CHF0.50 (REGD)	1,842,829.17	60.0584	2,329,061.00	486,231.83
31,965.0000	ABB LTD CHF1.03 (REGD)	807,116.02	26.4013	843,917.69	36,801.67
11,855.0000	ROCHE HLDG AG GENUSSSCHEINE NPV	2,465,421.55	280.2046	3,321,626.05	856,404.50
65,055.0000	NESTLE SA	3,584,724.97	73.4244	4,042,380.85	457,655.88
665.0000	STRAUMANN HOLDING AG	121,383.40	187.5527	124,722.55	3,339.15
14,103.0000	CREDIT SUISSE GROUP AG CHF0.04 REGD	383,690.35	30.6628	432,438.08	48,747.73

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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
2,636.0000	AVEVA GROUP ORD GBP0.03556	103,799.17	35.8412	94,262.49	9,536.68
7,858.0000	BERENSON PLC	107,084.54	15.5107	121,883.72	14,799.18
12,703.0000	LANCASHIRE HLDGS COM SHS USD0.50	160,130.85	13.4321	170,629.08	10,498.23
294,861.0000	G4S PLC ORD GBP0.25	1,002,267.44	4.3476	1,282,389.04	180,121.60
15,167.0000	NANOCO GROUP PLC	38,654.82	2.3725	35,984.90	2,669.92
9,823.0000	BERKELEY GROUP HLDGS ORD GBP0.05	280,545.26	43.9900	432,113.77	151,568.51
39,809.0000	ROYAL DUTCH SHELL PLC A SHS	1,361,763.63	35.6246	1,426,144.98	44,381.35
24,534.0000	IG GROUP HOLDINGS PLC	179,460.08	10.2025	250,308.14	70,848.06
22,798.0000	BUNZL ORD GBP0.3214857	413,150.35	24.0156	547,508.22	134,357.87
14,084.0000	DUNELM GROUP PLC ORD GBP0.01 (WI)	159,795.91	14.9062	210,088.69	50,292.78
7,186.0000	WHITBREAD ORD GBP0.76797385	402,571.38	62.1259	446,436.99	43,865.61
23,017.0000	SMURFIT KAPPA GROUP PLC ORD EUR0.001 (WI)	269,089.84	24.6515	567,404.16	298,314.32
9,206.0000	HARGREAVES LANSDOWN ORD GBP0.004 (WI)	105,345.23	22.4256	205,450.30	101,105.07
12,094.0000	INTERNATIONAL PERSONAL FINANCE PLC ORD GBP0.10	120,075.33	8.2481	99,752.82	20,322.51

ONCOR RETIREMENT PLAN

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SCHEDULE H, PART IV, LINE 4i

SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF YEAR)

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BNY MELLON

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5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
5,020.0000	PROVIDENT FINANCIAL ORD GBP0.20727272	117,981.41	26.8975	135,025.45	17,044.04
24,720.0000	ASHMORE GROUP PLC	144,482.17	6.6465	164,355.42	19,893.25
469,416.0000	VODAFONE GROUP ORD USD0.11428571	1,184,364.37	3.9253	1,842,604.49	658,240.12
14,760.0000	EXPERIAN PLC ORD USD0.10	240,885.68	18.4506	272,331.23	31,445.55
9,129.0000	SHIRE PLC ORD GBP0.05	412,073.51	47.2382	431,219.73	19,146.22
40,506.0000	CAPITA PLC	626,092.87	17.1918	696,374.09	70,281.22
60,313.0000	RECKITT BENCKISER GROUP PLC ORD GBP0.10	3,602,924.33	79.3840	4,787,890.96	984,966.63
5,096.0000	RIGHTMOVE PLC ORD GBP0.01	125,770.82	45.3812	231,262.85	105,492.03
45,404.0000	AMLIN ORD GBP0.28125	280,342.87	7.6005	345,094.53	64,751.66
144,697.0000	GLENORE XSTRATA PLC	845,620.74	5.1790	749,399.33	96,221.41
189,357.0000	INTERNATIONAL CONSOLIDATED AIRLINES GROUP SA	768,126.53	6.6481	1,256,880.84	490,754.31
32,878.0000	JUPITER FUND MANAGEMENT-WI	149,948.01	6.3765	209,648.62	59,700.61
7,079.0000	GENEL ENERGY PLC	121,374.28	17.8046	126,039.38	4,665.10
139,134.0000	ROLLS-ROYCE HDGS PLC ORD GBP0.20	2,035,579.47	21.1171	2,938,118.77	902,539.30
19,638.0000	ABCAM ORD GBP0.002	124,230.30	8.1321	161,326.34	37,096.04

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
23,372.0000	EASYJET ORD GBP0.27285714(POSTCONS)	405,983.84	25.4400	594,583.68	188,620.04
16,745.0000	WPP PLC ORD GBP0.10	344,286.64	22.8562	382,727.91	38,441.27
13,962.0000	INTERCONTINENTAL HOTELS GROUP PLC	395,658.88	33.3403	468,164.25	70,475.37
13,038.0000	COUNTRYWIDE PLC	116,047.42	9.8548	128,485.42	12,438.00
21,017.0000	HISCOX ORD GBP0.8178778	175,362.07	11.5109	241,025.37	66,562.40
102,975.0000	REXAM ORD GBP0.714265714 (POST R)	609,277.60	6.7664	694,780.19	85,502.59
10,544.0000	ARM HOLDINGS ORD GBP0.0005	131,629.63	18.2021	191,923.87	60,294.24
147,636.0000	BALFOUR BEATTY ORD GBP0.50	657,721.30	4.7517	702,484.33	44,763.03
18,646.0000	BTG ORD GBP0.10	114,073.56	9.5151	177,419.60	63,346.04
128,658.0000	DIAGEO ORD 28 101/1011P	3,811,307.32	33.1250	4,261,796.26	450,488.94
37,604.0000	ELEMENTIS PLC ORD GBP0.05	142,116.34	4.4538	167,475.30	25,358.96
4,360.0000	DERWENT LONDON PLC GBP0.05	149,460.73	41.3234	180,170.19	30,709.46
4,845.0000	BIG YELLOW GROUP ORD GBP0.10 REITS	28,045.85	7.9168	38,357.26	10,311.41
32,750.0000	BRITISH AMERICAN TOBACCO ORD GBP0.25	1,661,836.75	53.8293	1,758,382.03	94,725.28
26,175.0000	HALMA ORD 10P	195,453.04	9.9254	261,631.40	66,188.36
25,945.0000	IMI ORD GBP0.25	524,460.93	25.2578	655,313.95	130,853.02

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
7,106.0000	KELLER GROUP ORD 10P	91,034.54	19.0303	135,229.40	44,194.86
56,926.0000	COMPASS GROUP ORD GBP0.10	708,948.05	16.0325	912,666.10	203,718.05
83,558.0000	PRUDENTIAL PLC GBP0.05	1,207,746.46	22.1937	1,854,465.36	646,718.90
14,247.0000	RIO TINTO PLC	770,270.52	56.4696	804,525.87	34,255.35
26,266.0000	ST JAMES PLACE PLC	230,980.86	12.0575	316,702.30	85,721.44
19,469.0000	SENIOR 10P	73,616.74	5.0880	99,058.28	25,441.54
2,152,679.0000	LLOYDS BANKING GROUP PLC GBP0.1	2,259,680.49	1.3084	2,812,367.49	552,687.00
88,083.0000	BG GROUP PLC ORD GBP0.10	1,519,193.43	21.4898	1,892,889.92	373,696.49
16,277.0000	DAILY MAIL & GENERAL TRUST 'A' ORD NON-VTG GBP0.125	191,541.12	15.9082	258,939.10	67,397.98
36,195.0000	BABCOCK INTL GROUP ORD GBP0.60	568,051.67	22.4421	812,294.98	244,243.31
96,454.0000	MICHAEL PAGE INTL ORD GBP0.01	619,304.61	8.0825	779,589.46	160,284.85
180,671.0000	BT GROUP ORD GBP0.05	881,114.34	6.2838	1,135,302.66	254,188.34
1,165.0000	ASSEENOWSCREEN HLDGS ORD GBP0.035	110,162.05	101.4287	118,164.49	8,002.44
21,323.0000	CARNIVAL PLC ORD USD1.66	766,070.56	41.4228	883,258.63	117,188.07
364,568.0000	BARCLAYS ORD GBP0.25	1,537,371.74	4.5041	1,642,076.94	104,705.20
4,737.0000	NEXT GROUP ORD GBP0.10	374,396.31	90.2656	427,588.27	53,191.96
363,815.0000	ITV ORD GBP0.10	622,133.11	3.2131	1,168,983.07	546,849.96

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77,800.0000	LINK REAL ESTATE INVT TRUST UNITS	379,475.69	4.8492	377,272.93	2,202.76-
766,000.0000	ONOC LTD HKD0.02	1,582,214.54	1.8597	1,424,564.88	157,649.66-
124,500.0000	TECHTRONIC INDUSTR ORD HKD0.1	295,388.55	2.8373	353,248.43	57,879.84
246,000.0000	HUTCHISON TELECOMMUNICATIONS HKD0.25	112,488.63	0.3791	93,276.16	19,212.47-
68,000.0000	MGM CHINA HOLDINGS LTD	226,856.17	4.2689	290,285.35	63,429.18
249,000.0000	CHINA HIGH PRECISION AUTOMATIO GROUP LTD	39,635.63	0.0451	11,239.72	28,395.91-
119,000.0000	AIA GROUP LTD	603,924.14	5.0189	597,014.35	6,909.79-
106,000.0000	SA SA INTERNATIONAL HLDGS LTD	86,976.87	1.1723	124,267.61	37,288.74
153,695.0000	HSBC HLDGS USD0.50 HONGKONG REG	1,619,789.92	10.8528	1,668,023.11	48,233.19
115,804.0000	YUE YUEN INDL HLDG HKD0.25	386,966.93	3.3403	386,822.32	144.61-
1,400.0000	TSURUHA HOLDINGS INC NPV	110,264.27	92.0032	128,604.53	18,340.26
3,900.0000	SHIP HEALTHCARE HLDG INC NPV	103,615.87	38.8658	151,576.99	48,061.12
3,100.0000	TS TECH CO LTD NPV	86,681.48	33.7281	104,557.34	17,875.86
6,700.0000	START TODAY CO LTD	166,826.08	24.8418	166,440.22	20,385.86-
3,000.0000	UNITED ARROWS JPY50	98,733.01	37.4863	112,458.97	43,725.96
35,900.0000	KDDI CORP Y5000	1,264,274.53	81.5574	2,209,913.84	945,639.31

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
5,600.0000	LAWSON INC NPV	380,176.94	74.8775	419,314.01	39,137.07
900.0000	OTSUKA SHOKAI JPY50	115,187.88	127.5800	114,828.03	359.85
5,500.0000	FAMILYMART Y50	226,131.95	45.7161	251,439.03	25,307.08
42,300.0000	FUJI HEAVY LTD Y50	551,676.01	28.6855	1,213,400.86	661,724.85
2,700.0000	MIRACA HOLDINGS INC	125,890.58	47.1909	127,415.44	1,524.86
139,000.0000	HITACHI NPV	857,871.25	7.5733	1,052,699.69	194,828.41
7,500.0000	HOYA PENTAX HD CORPORATION	191,249.47	27.8007	206,505.77	17,256.30
22,000.0000	JGC CORP Y50	680,676.59	39.2464	863,422.27	182,545.68
11,600.0000	JAPAN TOBACCO INC Y50000	408,826.38	32.5386	377,451.11	31,375.27
55,300.0000	SUMITOMO MITSUI GR NPV	2,106,598.55	51.5674	2,851,681.59	745,083.04
4,500.0000	MISUMI GROUP INC Y50	122,806.44	31.4447	141,501.35	18,694.91
2,900.0000	NIHON KODEN CORP Y50	116,993.79	34.9174	101,260.64	17,733.15
13,900.0000	DENSO CORPORATION NPV	580,556.60	52.8043	733,980.29	153,423.69
9,000.0000	NIPPON KAYAKU CO Y50	127,881.67	14.2143	127,929.21	87.54
22,800.0000	NIKON CORP NPV	423,140.20	19.1142	431,981.34	8,841.14
78,300.0000	ORIX CORP Y50	877,496.08	17.5729	1,375,958.29	498,462.21
6,400.0000	PARK 24 CO JPY50	118,440.97	18.8668	120,747.62	2,306.65
5,500.0000	CENTURY TOKYO LEASING CORP	180,375.13	33.0146	181,580.32	21,204.19

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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
7,500.0000	SOFTBANK CORPORATION NPV	558,618.57	87.5315	656,486.36	87,867.79
1,800.0000	SAWAI PHARM CO LTD JPY50	122,255.42	64.8972	116,454.97	5,800.45
7,400.0000	SECOM CO Y50	387,594.94	80.3206	448,372.86	58,777.72
22,300.0000	SHIN-ETSU CHEMICALS CO NPV	1,348,909.68	56.4177	1,302,716.30	46,193.38
3,800.0000	SUNDRUG CO Y50	129,603.88	44.7647	170,106.08	40,502.20
14,000.0000	TOTO Y50	212,518.12	15.8803	222,044.82	9,526.50
27,600.0000	TOYOTA MOTOR CORP NPV	1,278,413.23	81.0817	1,865,856.98	407,443.73
7,400.0000	ASTELLAS PHARMA INC Y50	341,231.38	59.2740	438,628.03	87,396.65
14,553.0000	KT&G CORP	1,009,284.77	70.5926	1,027,335.54	18,050.77
3,448.0000	SK TELECOM KRW500	849,143.03	217.9371	751,011.59	101,868.52
113,000.0000	SEMBICORP INDUSTRIES SGD0.25 (POST REORGANIZATION)	485,483.32	4.3481	491,543.26	4,859.94
52,000.0000	STARHUB LTD	171,092.60	3.3977	178,683.04	5,590.44
154,000.0000	SINGAPORE TECHNOLOGIES ENGINEERING SGD0.10	552,424.07	3.1363	483,003.33	69,420.74
185,000.0000	SEMBICORP MARINE SGD0.10	727,192.10	3.5244	687,272.30	39,919.80
60,838.0000	ACCENTURE PLC	4,057,774.36	82.2200	5,002,100.36	944,326.00
11,979.0000	LIBERTY GLOBAL PLC	801,243.75	89.0000	1,066,131.00	264,887.25
8,900.0000	TE CONNECTIVITY LTD	330,388.05	55.1100	480,479.00	160,110.95

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7,306.0000	WESTJET AIRLINES LTD VAR VTG	176,904.33	26.2776	191,984.49	13,080.16
11,915.0000	CI FINANCIAL INC	298,323.74	33.2705	396,419.06	98,095.32
18,167.0000	ASML HLDG N V N Y REGISTRY SHS NEW 2012	1,550,706.33	93.7000	1,701,310.90	150,604.57
5,260.0000	SIMCORP A/S	117,485.82	39.4340	207,423.21	89,937.39
2,451.0000	PANDORA A/S	126,487.35	54.3020	133,095.81	6,608.46
18,832.0000	GN STORE NORD DKK4	322,158.79	24.8024	467,915.33	165,756.54
17,310.0000	SAMPO OYJ SER A NPV	706,567.52	49.2203	852,004.67	145,437.15
6,274.0000	PROSAFE SE EURO.25	59,548.46	7.7140	48,397.97	11,150.49
2,375.0000	ALGETA ASA NOK0.50	90,671.95	59.1410	140,480.04	59,798.09
33,221.0000	TELENOR ASA	682,334.33	23.8344	791,804.08	109,469.75
3,555.0000	FRED OLSEN ENERGY ASA SHS NOK20	160,390.73	40.6985	144,676.31	15,714.42
34,538.0000	ATLAS COPCO AB SER A NPV (POST SPLIT)	946,945.23	27.7613	958,766.74	9,820.51
3,477.0000	HEXPOL SER B NPV	183,592.14	75.0474	260,940.12	77,347.98
8,200.0000	HENNES & MAURITZ AB	397,868.40	46.1183	424,289.23	26,420.83
4,162.0000	INTRUM JUSTITIA NV ORD NPV	103,995.92	28.0260	116,844.35	12,848.43
58,285.0000	AMERICAN INTERNATIONAL GROUP I	2,259,553.98	51.0500	2,975,449.25	715,895.27

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16,100.0000	ANIXTER INTERNATIONAL INC	1,038,362.32	89.8400	1,446,424.00	408,061.68
9,844.0000	ANTERO RESOURCES CORP	492,946.87	63.4400	611,815.36	118,868.49
10,300.0000	ASTRAZENECA PLC ADR	505,711.00	59.3700	611,511.00	105,800.00
316,300.0000	BANCO SANTANDER BRASIL SA/BRAZ ADR	2,155,293.77	6.1000	1,941,830.00	213,463.77
166,717.0000	BANK OF NEW YORK MELLON CORP/T	4,359,481.34	34.9400	5,825,091.98	1,465,610.64
11.0000	BERKSHIRE HATHAWAY INC	1,474,880.00	177,900.0000	1,956,900.00	482,020.00
2,159.0000	BERKSHIRE HATHAWAY INC	103,562.30	118.5600	255,971.04	152,408.74
98,132.0000	BLOUNT INTERNATIONAL INC	1,509,894.34	14.4700	1,419,970.04	89,924.30
34,500.0000	BRISTOW GROUP INC	1,988,984.25	75.0800	2,589,570.00	600,585.75
25,944.0000	CBS CORP	1,096,098.81	63.7400	1,653,870.56	557,771.75
73,335.0000	CITIGROUP INC	3,153,814.21	52.1100	3,821,486.85	667,672.64
6,188.0000	CONTINENTAL RESOURCES INC/OK	683,642.99	112.5200	696,275.76	12,632.77
17,336.0000	CUMMINS INC	2,035,288.01	140.9700	2,443,855.92	408,567.91
5,900.0000	EMBRAER SA ADR	168,209.01	32.1800	189,862.00	21,652.99
26,607.0000	FACEBOOK INC	1,207,450.59	54.6400	1,454,045.94	246,595.35
110,600.0000	FIRST AMERICAN FINANCIAL CORP	2,638,625.83	28.2000	3,118,920.00	480,294.17
2,594.0000	FLEETCOR TECHNOLOGIES INC	212,914.36	117.1700	303,938.98	91,024.62

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SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF YEAR)

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BNY MELLON

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
7,371.0000	GLAXOSMITHKLINE PLC ADR	320,417.37	53.3900	393,537.69	73,120.32
7,868.0000	HSBC HOLDINGS PLC ADR	416,751.43	55.1300	434,885.44	18,114.01
38,791.0000	HEINEKEN NV ADR	1,302,213.87	33.8150	1,311,717.87	9,503.80
3,153.0000	INTERCONTINENTALEXCHANGE GROUP	573,454.45	224.9200	709,172.76	135,718.31
44,207.0000	INTERFACE INC	710,406.57	21.9800	970,785.72	260,379.15
5,800.0000	LEAR CORP	277,350.90	80.9700	469,626.00	192,275.10
5,234.0000	LIBERTY MEDIA CORP	776,641.59	146.2020	765,692.33	11,149.26-
5,070.0000	LINKEDIN CORP	1,109,363.49	216.8300	1,099,326.10	10,038.39-
16,259.0000	LULULEMON ATHLETICA INC	1,098,578.70	59.0300	959,768.77	138,808.93-
22,800.0000	MADISON SQUARE GARDEN CO/THE	1,011,180.03	57.5600	1,312,624.00	301,643.97
4,400.0000	MERCK & CO INC	180,136.00	50.0500	220,220.00	40,084.00
6,500.0000	MONDELEZ INTERNATIONAL INC	165,444.50	35.3000	229,450.00	64,005.50
1.0000	MONOGENESIS CORP	0.00	0.0000	0.00	0.00
31,792.0000	MUENCHENER RUECKVERSICHERUNGS ADR	570,030.56	22.0680	701,585.86	131,555.30
38,667.0000	NESTLE SA ADR	1,866,565.70	73.4240	2,104,845.81	238,280.11
22,080.0000	NOVARTIS AG ADR	1,397,664.00	80.3800	1,774,790.40	377,126.40

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
6,497.0000	PHILIP MORRIS INTERNATIONAL IN	543,409.08	87.1300	566,083.61	22,674.53
70,600.0000	ROSETTA STONE INC	1,103,517.59	12.2200	862,732.00	240,785.59
25,600.0000	ROYAL DUTCH SHELL PLC ADR	1,784,047.05	75.1100	1,922,816.00	138,768.95
7,670.0000	ROYAL DUTCH SHELL PLC ADR	529,071.50	71.2700	547,282.33	18,210.83
6,700.0000	RYANAIR HOLDINGS PLC ADR	229,876.00	46.8300	314,431.00	84,555.00
16,200.0000	SANOFI ADR	791,016.10	53.6300	868,806.00	77,789.90
5,600.0000	STANLEY BLACK & DECKER INC	443,690.94	80.6900	468,002.00	24,311.06
21,048.0000	STARWOOD HOTELS & RESORTS WORL	1,306,198.88	79.4500	1,672,104.70	365,906.82
67,400.0000	SYMMETRY MEDICAL INC	709,048.05	10.0800	679,392.00	29,656.05
49,100.0000	TEAM INC	1,658,482.80	42.3400	2,076,894.00	220,411.20
61,180.0000	TIME WARNER INC	3,843,849.06	69.7200	4,265,469.50	421,620.54
4,532.0000	TWITTER INC	131,177.18	83.8500	288,461.50	157,284.62
36,300.0000	US SILICA HOLDINGS INC	936,266.50	34.1100	1,306,413.00	368,146.50
71,465.0000	UNILEVER NV	2,737,109.50	40.2300	2,875,036.95	137,927.45
33,855.0000	VISA INC	5,250,543.34	222.8800	7,536,831.40	2,286,188.06
43,200.0000	VODAFONE GROUP PLC ADR	1,099,560.51	39.3100	1,696,192.00	596,631.49

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
8,908.0000	WELLPOINT INC	541,980.02	92.3900	822,271.00	280,290.98
30,264.0000	ZURICH INSURANCE GROUPADR	749,806.82	29.0880	879,653.42	130,046.60
	TOTAL CORPORATE STOCK - COMMON	353,852,220.50		442,885,778.88	88,833,558.38
	<u>PARTNERSHIP/JOINT VENTURE INTEREST</u>				
1,015,000.0000	HOST HOTELS & RESORTS LP 3.750% 10/15/2023 DO 03/28/13	1,014,451.90	92.7180	941,087.70	73,364.20
490,000.0000	LIBERTY PROPERTY LP 4.750% 10/01/2020 DO 09/27/10	535,266.20	105.0930	514,955.70	20,310.50
500,000.0000	ONEOK PARTNERS LP 6.850% 10/15/2037 DO 09/28/07	638,045.00	113.7980	568,990.00	67,955.00
200,000.0000	ONEOK PARTNERS LP 6.125% 02/01/2041 DO 01/26/11	239,782.00	105.8980	211,792.00	27,990.00
2,025,000.0000	ONEOK PARTNERS LP 3.375% 10/01/2022 DO 09/13/12	2,063,556.00	93.4810	1,892,990.25	170,565.75
600,000.0000	ONEOK PARTNERS LP 6.200% 09/15/2043 DO 09/12/13	597,402.00	107.9410	647,646.00	50,244.00
65,800.0000	LAZARD LTD SHS -A-	1,974,303.47	45.3200	2,982,056.00	1,007,752.53
	TOTAL PARTNERSHIP/JOINT VENTURE INTEREST	7,061,706.57		7,759,517.65	697,811.08

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
<u>OTHER INVESTMENTS</u>					
200,000.0000	ITALY BUONI POLIENNALI DEL TES 3.500% 06/01/2018	266,798.13	143.3739	286,747.81	19,949.68
1,100,000.0000	MEXICO GOVERNMENT INTERNATIONAL 5.750% 10/12/2110	1,322,750.00	82.5000	1,017,500.00	305,250.00-
3,400,000.0000	AMERICAN MUNI PWR-OHIO INC OH 5.939% 02/15/2047 DO 09/29/10	3,972,594.10	101.7070	3,458,036.00	514,558.10-
500,000.0000	AMERICAN MUNI PWR-OHIO INC OH 6.270% 02/15/2050 DO 05/23/11	601,115.00	105.1970	525,986.00	75,130.00-
2,400,000.0000	BAY AREA CA TOLL AUTH TOLL BRI 6.907% 10/01/2050 DO 11/04/10	3,416,448.00	121.4290	2,914,296.00	502,152.00-
1,700,000.0000	BURBANK CA WTR & PWR ELEC REVE 6.323% 06/01/2040 DO 03/31/10	2,017,458.00	103.3030	1,756,151.00	261,307.00-
1,100,000.0000	CALIFORNIA ST 7.600% 11/01/2040 DO 12/01/10	1,808,145.00	131.7430	1,448,173.00	158,972.00-
2,100,000.0000	CALIFORNIA ST UNIV REVENUE 6.484% 11/01/2041 DO 04/06/10	2,430,845.00	113.1800	2,376,360.00	54,285.00-
1,000,000.0000	CHICAGO IL TRANSIT AUTH SALES 6.200% 12/01/2040 DO 04/06/10	1,136,490.02	104.1030	1,041,030.00	95,460.02-
2,600,000.0000	DALLAS CNTY TX HOSP DIST 5.621% 06/15/2044 DO 09/17/09	3,352,362.00	109.4910	2,846,766.00	505,596.00-
1,900,000.0000	FLORIDA ST TURNPIKE AUTH 6.800% 07/01/2039 DO 07/09/09	2,245,952.00	107.8660	2,049,454.00	196,498.00-

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,000,000.0000	HARRIS CNTY TX MET TRANSIT AUT 6.575% 11/01/2038 DD 06/11/09	1,192,760.00	111.5160	1,115,160.00	77,600.00-
1,100,000.0000	LOS ANGELES CA CMNTY CLG DIST 6.680% 08/01/2036 DD 08/10/10	1,419,451.00	116.6710	1,305,381.00	114,070.00-
700,000.0000	LOS ANGELES CA UNIF SCH DIST 6.758% 07/01/2034 DD 03/04/10	926,177.00	122.9140	860,395.00	65,779.00+
2,300,000.0000	LOS ANGELES CALIF WASTEWTR SYS 5.713% 06/01/2039 DD 10/21/10	2,716,576.00	106.1600	2,441,680.00	274,896.00+
1,700,000.0000	LOS ANGELES CNTY CA MET TRANSP 5.735% 06/01/2039 DD 11/16/10	2,136,583.07	106.5350	1,811,095.00	327,488.07-
3,100,000.0000	LOS ANGELES CNTY CA PUBLIC WKS 7.616% 06/01/2040 DD 11/23/10	4,128,239.19	116.9910	3,826,721.00	501,518.19-
900,000.0000	MET TRANSPRTH AUTH NY DEDICATE 6.089% 11/15/2040 DD 03/25/10	1,156,833.03	111.8420	1,006,578.00	150,255.03-
645,000.0000	MUNI ELEC AUTH OF GEORGIA 6.637% 04/01/2057 DD 03/11/10	774,961.07	105.1140	677,885.30	96,975.77-
400,000.0000	NEW YORK NY 6.246% 06/01/2035 DD 06/18/10	473,196.00	106.4320	425,728.00	47,468.00-
900,000.0000	NEW YORK CITY NY TRANSITIONAL 5.508% 08/01/2037 DD 08/18/10	1,125,252.00	110.7430	996,687.00	128,565.00-
900,000.0000	NEW YORK CITY NY MUNI WTR FIN 5.440% 06/15/2043 DD 09/23/10	1,135,403.98	107.7770	969,993.00	165,410.98-
2,300,000.0000	NEW YORK ST DORM AUTH ST PERS 5.289% 03/15/2033 DD 10/14/10	2,739,576.00	106.6190	2,452,237.00	287,339.00-

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,900,000.0000	NEW YORK ST URBAN DEV CORP REV 5.770% 03/15/2039 DD 12/01/09	2,339,348.98	109.4130	2,079,847.00	259,501.98-
1,700,000.0000	PORT AUTH OF NEW YORK & NEW JE 4.458% 10/01/2062 DD 10/10/12	1,671,337.00	85.1880	1,448,196.00	223,141.00+
900,000.0000	SAN ANTONIO TX ELEC & GAS REVE 6.308% 02/01/2037 DD 11/04/10	1,038,384.00	108.5830	977,247.00	61,137.00-
200,000.0000	SAN DIEGO CNTY CA WTR AUTH FIN 6.138% 05/01/2049 DD 02/04/10	267,629.98	114.9990	229,998.00	37,631.98-
1,100,000.0000	SAN FRANCISCO CITY & CNTY CA P 6.000% 11/01/2040 DD 08/04/10	1,359,710.00	113.9690	1,253,659.00	106,051.00-
846,000.0000	SOUTH AFRICA GOVERNMENT INTERN 5.675% 09/16/2025 DD 09/16/13	831,665.90	104.0000	878,800.00	47,134.10
3,500,000.0000	TRIBOROUGH NY BRIDGE & TUNNEL 5.550% 11/15/2040 DD 10/28/10	4,105,910.00	100.9710	3,533,985.00	571,025.00-
1,100,000.0000	UNIV OF CALIFORNIA CA REVENUES 5.946% 05/15/2045 DD 09/30/10	1,367,066.99	110.4080	1,214,466.00	152,602.99+
900,000.0000	UNIV OF CALIFORNIA CA REVENUES 6.298% 05/15/2050 DD 09/30/10	1,056,688.00	102.6090	923,400.00	135,288.00-
1,355,000.0000	VENTAS REALTY LP 5.700% 09/30/2043 DD 09/28/13	1,349,959.40	102.3680	1,387,086.40	37,127.00
3,000,000.0000	CCP_IRS P AUD-BBR-BBSW 6M R 4.00% 2019 JUN 18 CME	0.03	0.0634-	1,902.26-	1,902.31-
700,000.0000	JUNTA DE CASTILLA Y LEON 6.270% 02/19/2018	935,507.73	153.6937	1,075,856.51	140,348.78

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700,000.0000	JUNTA DE CASTILLA Y LEON 6.505% 03/01/2019	935,507.73	157.4362	1,102,054.10	166,546.37
15.0000	90DAY STERLING LIBOR FUT (LIF) EXP MAR 15	0.00	163.7865	7,929.30-	7,929.30-
15.0000	90DAY STERLING LIBOR FUT (LIF) EXP JUN 15	0.00	163.4553	9,937.50-	9,937.50-
10.0000	90DAY STERLING LIBOR FUT (LIF) EXP SEP 15	0.00	163.0826	7,929.29-	7,929.29-
7.0000	90DAY STERLING LIBOR FUT (LIF) EXP DEC 14	0.00	164.0929	2,538.13-	2,538.13-
18,500,000.0000	IRS ZCS R 12.255 - CDI FBF 2017 JAN 02	20,581.59	0.0953	17,642.53	2,939.06-
800,000.0000	CDS SP UL PRUDENTIAL FINANCIA R 100BPS 2017 DEC 20	18,621.08-	1.8637	13,470.32	30,091.38
900,000.0000	CDS SP UL CITIGROUP INC. R 100BPS 2017 DEC 20	6,112.84-	1.8290	9,145.06	15,257.70
2,800,000.0000	CDS SP UL METLIFE INC R 100BPS 2017 DEC 20	73,833.17-	1.6891	47,294.94	120,928.11
1,900,000.0000	CDS SP UL BERKSHIRE HATHAWAY R 100BPS 2017 DEC 20	14,478.79-	1.8539	33,371.10	47,849.89
200,000.0000	CDS SP UL PRUDENTIAL FINANCIA R 100BPS 2017 DEC 20	4,155.27-	1.6837	3,367.58	7,522.85
200,000.0000	CDS SP UL PETROLEO BRASILEIRO R 100BPS 2018 JUN 20	0.00	6.2657-	12,531.52-	12,531.52-

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
100,000.0000	CDS SP UL FEDERATIVE REPUBLIC R 100BPS 2018 JUN 20	0.00	3.0522-	3,052.22-	3,052.22-
400,000.0000	CDS SP UL KB HOME R 500BPS 2018 SEP 20	20,450.20	10.1812	40,724.80	20,274.60
500,000.0000	CDS SP UL D R HORTON INC. R 100BPS 2018 SEP 20	0.00	2.2382-	11,191.02-	11,191.02-
500,000.0000	CDS SP UL PROLOGIS L P R 100BPS 2018 DEC 20	0.00	0.7499	3,749.99	3,749.99
400,000.0000	CDS SP UL KINGDOM OF SPAIN R 100BPS 2018 DEC 20	0.00	2.2885-	9,154.10-	9,154.10-
100,000.0000	CDS SP UL FEDERATIVE REPUBLIC R 100BPS 2018 DEC 20	0.00	4.0182-	4,018.25-	4,018.25-
2,200,000.0000	CDS SP UL H. J. HEINZ COMPANY R 100BPS 2018 DEC 20	0.00	1.0988-	24,171.16-	24,171.16-
300,000.0000	CDS SP UL PEOPLE'S REPUBLIC O R 100BPS 2018 DEC 20	3,735.62	1.1859	3,557.73	177.89-
3,600,000.0000	CDS SP UL UNITED MEXICAN STAT R 100BPS 2018 DEC 20	0.00	0.5822	20,980.42	20,980.42
500,000.0000	CDS SP UL PEOPLE'S REPUBLIC O R 100BPS 2018 DEC 20	5,987.78	1.1859	5,929.58	58.20-
1,600,000.0000	CDS SP UL REPUBLIC OF ITALY R 100BPS 2018 DEC 20	0.00	2.8941-	46,306.16-	46,306.16-
100,000.0000	CDS SP UL REPUBLIC OF ITALY R 100BPS 2018 DEC 20	0.00	2.8941-	2,894.14-	2,894.14-

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100,000.0000	CDS SP UL REPUBLIC OF ITALY R 100BPS 2018 DEC 20	0.00	2.8941-	2,894.14-	2,894.14-
1,000,000.0000	CDS SP UL KINGDOM OF SPAIN R 100BPS 2018 DEC 20	0.00	2.2885-	22,885.26-	22,885.26-
1,000,000.0000	CDS SP UL KINGDOM OF SPAIN R 100BPS 2018 DEC 20	0.00	2.2885-	22,885.26-	22,885.26-
800,000.0000	CDS SP UL REPUBLIC OF ITALY R 100BPS 2018 DEC 20	0.00	2.8941-	23,153.08-	23,153.08-
500,000.0000	CDS SP UL BARRICK GOLD CORPOR R 100BPS 2018 DEC 20	0.00	4.0331-	20,165.72-	20,165.72-
1,000,000.0000	CDS SP UL BERKSHIRE HATHAWAY R 100BPS 2023 DEC 20	0.00	1.8902-	18,902.29-	18,902.29-
300,000.0000	CDS SP UL RUSSIA R 100BPS 2016 DEC 20	0.00	0.3810-	1,143.25-	1,143.25-
25.0000	S&P/TSE 50 INDEX FUTURE (MSE) EXP MAR 14	0.00	734.9647	141,107.31	141,107.31
100,000.0000	CDS SP UL FINMECCANICA S.P.A. R 500BPS 2018 MAR 20	9,231.22	13.6795	13,679.58	4,448.36
800,000.0000	CDS SP UL FINMECCANICA FIN P 5000BPS 2018 JUN 20	81,274.19	13.3456	106,765.12	25,490.93
2,000,000.0000	CCP_IRS EUR-EURIBOR-6M CME PAY 2.25% 2024 MAR 19	0.01	0.3580-	7,160.82-	7,160.83-
94.0000	US TREAS 50 FUTURE (CBT) EXP MAR 14	0.00	128.3125	97,671.83-	97,671.83-

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SCHEDULE H, PART IV, LINE 4i

SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF YEAR)

YEAR ENDED DECEMBER 31, 2013



BNY MELLON

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5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
63.0000	US 10YR TREAS NTS FUTURE (CBT) EXP MAR 14	0.00	123.0469	83,514.91-	83,514.91-
390.0000	90DAY EURODDOLLAR FUTURE (CME) EXP DEC 16	0.00	97.6450	572,499.08-	572,499.08-
31.0000	CANADIAN DOLLAR FUTURES (CME) EXP MAR 14	0.00	93.9200	2,790.00-	2,790.00-
32.0000	S&P MID 400 EMINI FUT (CME) EXP MAR 14	0.00	1,339.4000	171,929.92	171,929.92
76.0000-	S & P 500 E MINI IND FUT (CME) EXP MAR 14	0.00	1,841.1000	186,545.00-	186,545.00-
435.0000	US ULTRA BOND (CBT) EXP MAR 14	0.00	136.2500	920,810.80-	920,810.80-
392.0000	MSCI EAFE INDEX FUTURE (NYL) EXP MAR 14	0.00	1,917.8000	1,373,960.00	1,373,960.00
251.0000	MINI MSCI EMG MKT FUTURE (NYL) EXP MAR 14	0.00	1,016.8000	163,150.00	163,150.00
1,700,000.0000	CDS SP FORD MOTOR CO SNR S* P 500BP 2023 MAR 20	398,018.28	24.3234	413,498.85	15,480.57
19,700,000.0000	CCP_IRS LIBOR BBA 3M CME R 3.00% 2023 MAR 21	0.03	6.1413-	1,209,640.43-	1,209,640.46-
4,100,000.0000	CCP CDX SP UL NA LG 19 1.000% 12/20/2017 DO 09/20/12	46,084.21	2.1167	86,866.70	41,782.49
700,000.0000	CDS SP UL PETROBRAS INTR. LA R 1000BPS 2018 MAR 20	0.00	5.6512-	39,556.96-	39,556.96-

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SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF YEAR)

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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
18,700,000.0000	CCP_CDX IG20 5Y CME REC 100BPS 2018 JUN 20	209,525.04	1.9880	371,771.52	162,246.48
1,700,000.0000	CCP_IRS R 2.65% CME 2.650% 07/31/2023 DD 07/31/13	0.01	3.2482-	55,220.81-	55,220.82-
100,000.0000	CDS_SP UL D.R. HORTON INC R 1000BPS 2018 SEP 20	0.00	2.2382-	2,238.20-	2,238.20-
8,200,000.0000	CCP_IRS USD-LIBOR-BBA 3M CME REC 1.45% 2019 SEP 05	0.01	0.9312-	76,362.42-	76,362.43-
42,200,000.0000	CCP_CDX SP UL CDX IG21 5Y 1.000% 12/20/2018 DD 09/20/13	585,215.08	1.7901	755,422.20	190,207.12
5,000,000.0000	CDS_SP UL CDX MCDX 21 5Y R 1000BPS 2018 DEC 20	0.00	1.7101-	85,507.30-	85,507.30-
1,400,000.0000	PIMCO #OCDOF7714 FVA ATM STRAD 3M X 30YR 2014 OCT 24	150,850.00	10.8800	152,446.00	7,413.00-
800,000.0000	CDS_SP UL ITALY GOVT SW R 1000BPS 2018 DEC 20	0.00	2.8941-	23,153.08-	23,153.08-
85,200,000.0000	CCP_IRS USD-LIBOR-BBA 3M CME REC 1.50% 2016 DEC 18	203,124.03	0.1049-	89,377.36-	292,501.39-
300,000.0000	BARCLAYS CP REPO REPO 0.030% 01/03/2014 DD 12/31/13	300,000.00	100.0000	300,000.00	0.00
TOTAL OTHER INVESTMENTS		61,463,868.68		54,056,717.29	7,407,151.39-

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
<u>SHORT SALES</u>					
3,000,000.0000-	CCP IRS P AUD-BBR-BBSW 6M R 4.00% 2019 JUN 18 CME	18,719.12-	0.0000	0.00	18,719.12
18,500,000.0000-	IRS_ZCS R 12.255 - CDI FBF 2017 JAN 02	0.00	0.0000	0.00	0.00
800,000.0000-	CDS_SP UL PRUDENTIAL FINANCIA R 100BPS 2017 DEC 20	0.00	0.0000	0.00	0.00
500,000.0000-	CDS_SP UL CITIGROUP INC. R 100BPS 2017 DEC 20	0.00	0.0000	0.00	0.00
2,800,000.0000-	CDS_SP UL METLIFE INC. R 100BPS 2017 DEC 20	0.00	0.0000	0.00	0.00
1,800,000.0000-	CDS_SP UL BERKSHIRE HATHAWAY R 100BPS 2017 DEC 20	0.00	0.0000	0.00	0.00
200,000.0000-	CDS_SP UL PRUDENTIAL FINANCIA R 100BPS 2017 DEC 20	0.00	0.0000	0.00	0.00
200,000.0000-	CDS_SP UL PETROLEO BRASILEIRO R 100BPS 2018 JUN 20	9,093.75-	0.0000	0.00	9,093.75
100,000.0000-	CDS_SP UL FEDERATIVE REPUBLIC R 100BPS 2018 JUN 20	174.40-	0.0000	0.00	174.40
400,000.0000-	CDS_SP UL KB HOME R 500BPS 2018 SEP 20	0.00	0.0000	0.00	0.00
500,000.0000-	CDS_SP UL D R HORTON INC R 100BPS 2018 SEP 20	31,283.42-	0.0000	0.00	31,283.42

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SCHEDULE H, PART IV, LINE 4i

SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF YEAR)

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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
500,000.0000-	CDS_SP UL PROLOGIS L.P. R 100BPS 2018 DEC 20	3,214.32-	0.0000	0.00	3,214.32
400,000.0000-	CDS_SP UL KINGDOM OF SPAIN R 100BPS 2018 DEC 20	12,318.95-	0.0000	0.00	12,318.95
100,000.0000-	CDS_SP UL FEDERATIVE REPUBLIC R 100BPS 2018 DEC 20	4,901.87-	0.0000	0.00	4,901.87
2,200,000.0000-	CDS_SP UL H. J. HEINZ COMPANY R 100BPS 2018 DEC 20	70,686.78-	0.0000	0.00	70,686.78
300,000.0000-	CDS_SP UL PEOPLE'S REPUBLIC O R 100BPS 2018 DEC 20	0.00	0.0000	0.00	0.00
3,600,000.0000-	CDS_SP UL UNITED MEXICAN STAT R 100BPS 2018 DEC 20	2,418.66-	0.0000	0.00	2,418.66
500,000.0000-	CDS_SP UL PEOPLE'S REPUBLIC O R 100BPS 2018 DEC 20	0.00	0.0000	0.00	0.00
1,600,000.0000-	CDS_SP UL REPUBLIC OF ITALY R 100BPS 2018 DEC 20	77,821.12-	0.0000	0.00	77,821.12
100,000.0000-	CDS_SP UL REPUBLIC OF ITALY R 100BPS 2018 DEC 20	4,863.82-	0.0000	0.00	4,863.82
100,000.0000-	CDS_SP UL REPUBLIC OF ITALY R 100BPS 2018 DEC 20	4,863.82-	0.0000	0.00	4,863.82
1,000,000.0000-	CDS_SP UL KINGDOM OF SPAIN R 100BPS 2018 DEC 20	34,618.32-	0.0000	0.00	34,618.32
1,000,000.0000-	CDS_SP UL KINGDOM OF SPAIN R 100BPS 2018 DEC 20	33,704.96-	0.0000	0.00	33,704.96

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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
800,000.0000-	CDS_SP UL REPUBLIC OF ITALY R 100BPS 2018 DEC 20	38,152.71-	0.0000	0.00	38,152.71
500,000.0000-	CDS_SP UL BARRICK GOLD CORPOR R 100BPS 2018 DEC 20	23,540.10-	0.0000	0.00	23,540.10
1,000,000.0000-	CDS_SP UL BERKSHIRE HATHAWAY R 100BPS 2023 DEC 20	27,792.50-	0.0000	0.00	27,792.50
300,000.0000-	CDS_SP UL RUSSIA R 100BPS 2018 DEC 20	563.56-	0.0000	0.00	563.56
100,000.0000-	CDS_SP UL FINMECCANICA S P A R 500BPS 2018 MAR 20	0.00	0.0000	0.00	0.00
800,000.0000-	CDS_SP UL FINMECCANICA FIN P 500BPS 2018 JUN 20	0.00	0.0000	0.00	0.00
2,000,000.0000-	CCP IRS EUR-EURIBOR-6M CME PAY 2.25% 2024 MAR 19	27,625.07-	0.0000	0.00	27,625.07
1,700,000.0000-	CDS_SP FORD MOTOR CO SNR S+ P 500BP 2023 MAR 20	0.00	0.0000	0.00	0.00
19,700,000.0000-	CCP IRS LIBOR BBA 3M CME R 3.00% 2023 MAR 21	142,926.03-	0.0000	0.00	142,926.03
4,100,000.0000-	CCP_CDXX SP UL NA IG 19 2017 DEC 20	0.01-	0.0000	0.00	0.01
700,000.0000-	CDS_SP UL PETROBRAS INTL LA R 1000BPS 2018 MAR 20	32,527.00-	0.0000	0.00	32,527.00
16,700,000.0000-	CCP CDX IG20 5Y CME REQ 100BPS 2018 JUN 20	0.01-	0.0000	0.00	0.01

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SCHEDULE H, PART IV, LINE 4i

SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF YEAR)

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5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
1,700,000.0000-	CCP IRS R 2.65% CME VAR RT 07/31/2023 DD 07/31/13	0.01-	0.0000	0.00	0.01
100,000.0000-	CDS SP UL D.R. HORTON INC R 1000BPS 2018 SEP 20	6,459.80-	0.0000	0.00	6,459.80
8,200,000.0000-	CCP IRS USD-LIBOR-BBA 3M CME REC 1.45% 2018 SEP 05	0.01-	0.0000	0.00	0.01
42,200,000.0000-	CCP CDX SP UL CDX IG21 5Y R 100BP 2018 DEC 20 ICE	0.02-	0.0000	0.00	0.02
5,000,000.0000-	CDS SP UL CDX MCDX 21 5Y R 1000BPS 2018 DEC 20	93,681.25-	0.0000	0.00	93,681.25
800,000.0000-	CDS SP UL ITALY GOVT SW R 1000BPS 2018 DEC 20	37,439.65-	0.0000	0.00	37,439.65
85,200,000.0000-	CCP IRS USD-LIBOR-BBA 3M CME REC 1.50% 2018 DEC 16	0.03-	0.0000	0.00	0.03
280,000.0000-	CITI CASH COLLATERAL VAR RT 01/01/2049 DD 07/01/08	280,000.00-	100.0000	280,000.00-	0.00
100,000.0000-	MORGAN STANLEY (MYC) CASH COLL VAR RT 01/01/2049 DD 07/01/08	100,000.00-	100.0000	100,000.00-	0.00
TOTAL SHORT SALES		1,119,371.07-		380,000.00-	739,371.07

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SCHEDULE H, PART IV, LINE 4i
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5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
<u>WRITTEN OPTIONS</u>					
35,300,000.0000-	IRS P US0003M R 5.2% 08/02/21 PUT JUL 16 005.200 ED 07/29/16	439,720.00-	1.1293	398,674.67-	41,045.37
8,000,000.0000-	IRS R US0003M P 1.4% 01/29/19 CALL JAN 13 001.400 ED 012714	14,400.00-	0.0006	51.00-	14,349.00
16,600,000.0000-	CDS SP CDX.O P 1.00 IG21 5Y CALL JAN 14 000.700 ED 011514	21,580.00-	0.3488	57,882.87-	36,302.87-
8,000,000.0000-	IRS P US0003M R 2% 01/29/19 PUT JAN 14 002.000 ED 01/27/14	26,400.00-	0.1366	6,316.60-	18,083.40
16,600,000.0000-	CDS SP CDX.O P 1.00 IG21 5Y PUT JAN 14 000.700 ED 01/15/14	50,132.00-	0.0171	2,850.22-	47,281.78
1,500,000.0000-	IRS R US0003M P 3.75 03/04/24 PUT FEB 14 003.750 ED 02/26/14	15,900.00-	0.0979	1,489.70-	14,430.30
15,500,000.0000-	CDS SP CDX.O P 1.00 122018 PUT FEB 14 000.800 ED 021714	20,825.00-	0.0390	6,050.56-	14,674.42
3,500,000.0000-	CDS SP CDX.O P 1.00 IG21 5Y PUT MAR 14 001.200 ED 03/19/14	5,075.00-	0.0212	742.32-	4,332.68
9,000,000.0000-	CDS SP CDX.O P 1.00 IG21 5Y PUT MAR 14 001.000 ED 03/19/14	16,200.00-	0.0299	2,593.88-	13,506.12
6,800,000.0000-	CDS SP CDX.O P 1.00 IG21 5Y PUT MAR 14 000.800 ED 03/19/14	13,940.00-	0.0748	5,092.59-	8,847.41
4,600,000.0000-	CDS SP UL CDX.O P 0.90 062018 PUT JUN 14 000.900 ED 061814	13,080.00-	0.1621	7,785.22-	5,294.78

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SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF YEAR)
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5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
12,000,000.0000-	IRS P USD 5Y 1.3 03/19/19 CALL MAR 19 01.30 ED 03/19/19	19,200.00-	0.0056	675.60-	18,524.40
12,000,000.0000-	IRD R US0003M P 1.0% 3/19/19 PUT MAR 14 001.900 ED 03/17/14	54,000.00-	0.7585	91,024.80-	37,024.80-
15,500,000.0000-	CDS SP UL CDX.O P 1.00 IG21 PUT MAR 14 001.000 ED 03/19/14	24,025.00-	0.0299	4,639.46-	19,385.54
20,100,000.0000-	IRS R US0003M P 2% 04/04/14 PUT APR 18 002.000 ED 04/04/16	23,115.00-	0.1647	37,134.95-	14,019.95-
TOTAL WRITTEN OPTIONS		757,692.04-		625,084.46-	132,607.58
<u>PURCHASE OPTIONS</u>					
5,100,000.0000	CNY/USD SPOT OPTION 2014 CALL JUN 14 005.248 ED 06/04/14	60,307.50	0.0118	60,307.50	0.00
5,100,000.0000	CNY/USD SPOT OPTION 2014 PUT JUN 14 005.248 ED 06/04/14	60,307.50	0.0118	60,307.50	0.00
9,200,000.0000	IRS P US0003M R 5.2% 06/02/16 PUT JUL 16 005.200 ED 07/29/16	398,595.66	3.9367	362,181.02	36,414.74-
1,600,000.0000	IRS P US0006M R 2.755% 3/4/24 CALL FEB 14 002.755 ED 2/28/14	15,900.00	0.0824	1,236.15	14,663.85-
TOTAL PURCHASE OPTIONS		535,111.66		484,033.07	51,078.59-

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Note: See attached schedules provided by the Trustee for the required disclosures.

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SHARES/ PAR VALUE	SECURITY ID	SECURITY DESCRIPTION	COST	PROCEEDS
	* INDICATES PENDING SETTLEMENT			
	** INDICATES TRANSACTION PENDING IN PRIOR YEAR			
124.0000	99F133F3A	US TREAS BD FUTURE (CBT) EXP JUN 13	00	217,297.69-
143.0000	99F133I3A	US TREAS BD FUTURE (CBT) EXP SEP 13	00	822,932.05-
326.0000	99F700L3A	US ULTRA BOND (CBT) EXP DEC 13	00	721,927.71-
704.0000	99F700I3A	US ULTRA BOND (CBT) EXP SEP 13	00	0,601,968.71
433.0000	99F700F3A	US ULTRA BOND FUT (CBT) EXP JUN 13	00	10,300.79
373.0000	99F139F3A	US 10 YR TREAS NTS FUT (CBT) EXP JUN 13	00	419,780.83
356.0000	99F139I3A	US 10 YR TREAS NTS FUT (CBT) EXP SEP 13	00	803,603.69
94.0000	99F139L3A	US 10YR TREAS NTS FUTURE (CBT) EXP DEC 13	00	38,303.87
295,000.0000	903293BC1	UEQ CORP 144A 5.875% 11/01/2021 DD 10/31/13	295,000.00-	301,637.50
54,865.0000	EX316988B	WILLIAM HILL PLC	360,764.15-	329,082.04
1,400,000.0000	98978VAA1	ZOETIS INC 144A 3.250% 02/01/2023 DD 01/28/13	1,396,460.00-	1,411,480.00
3,300,000.0000	98978VAC7	ZOETIS INC 144A 4.700% 02/01/2043 DD 01/28/13	3,275,844.00-	3,354,054.00

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SCHEDULE H, PART IV, LINE 4i
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SHARES/ PAR VALUE	SECURITY ID	SECURITY DESCRIPTION	COST	PROCEEDS
	*	INDICATES PENDING SETTLEMENT		
	**	INDICATES TRANSACTION PENDING IN PRIOR YEAR		
5,528.0000	ED4031974	ADIDAS AG	602,816.67-	589,721.10
475,000.0000	01741RAF9	ALLEGHENY TECHNOLOGIES INC 5.875% 08/15/2023 DD 07/12/13	474,967.29-	456,144.55
580.0000	ES8011389	AMS AG	73,230.63-	61,603.36
15,055.0000	EX0045610	ANTOFAGASTA ORD GBP0.05	220,389.79-	196,632.22
345,000.0000	038521AL4	ARAMARK CORP 144A 5.750% 03/15/2020 DD 03/07/13	345,000.00-	352,762.50
480,000.0000	03969AAB8	ARDAGH PACKAGING FINANCE 144A 4.875% 11/15/2022 DD 01/24/13	450,000.00-	461,250.00
4,900,000.0000	042735BC3	ARROW ELECTRONICS INC 4.500% 03/01/2023 DD 02/20/13	4,880,898.00-	4,893,785.00
7,340.0000	EI5256207	AUTOGRILL SPA SHS EUR0.52	52,006.48-	64,613.17
1,295,000.0000	053332AP7	AUTODZONE INC 3.125% 07/15/2023 DD 04/29/13	1,287,838.85-	1,239,405.65
305,000.0000	054303AX0	AVON PRODUCTS INC 4.600% 03/15/2020 DD 03/12/13	304,545.55-	316,001.35
140,000.0000	054303BA0	AVON PRODUCTS INC 5.000% 03/15/2023 DD 03/12/13	136,642.00-	143,255.00
22,305.0000	EXB63H008	AZ ELECTRONIC MATERIALS SA	96,571.54-	123,048.06
200,000.0000	99ZAKG9F3	BANC OF AM CORP REPO 0.060% 12/24/2013 DD 12/20/13	200,000.00-	200,000.00
100,000.0000	99ZAKGSP0	BANC OF AM CORP REPO 0.070% 12/19/2013 DD 12/17/13	100,000.00-	100,000.00

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	*	INDICATES PENDING SETTLEMENT		
	**	INDICATES TRANSACTION PENDING IN PRIOR YEAR		
53,247.0000	EEB0SV6K7	BANCO BILBAO VIZCAYA ARGENTARIA RTS 14-OCT-2013	7,135.70-	7,383.85
34,258.0000	EE5705947	BANCO SANTANDER SA	248,298.89-	256,090.01
100,000.0000	99ZAKH2P6	BARCLAYS CP REPO REPO 0.020% 12/31/2013 DD 12/27/13	100,000.00-	100,000.00
700,000.0000	99ZAJMWW9	BARCLAYS CP REPO REPO 0.030% 05/22/2013 DD 05/20/13	700,000.00-	700,000.00
100,000.0000	99ZAJVZA4	BARCLAYS CP REPO REPO 0.030% 07/19/2013 DD 07/17/13	100,000.00-	100,000.00
200,000.0000	99ZAKHMM1	BARCLAYS CP REPO REPO 0.040% 12/27/2013 DD 12/24/13	200,000.00-	200,000.00
700,000.0000	99ZAJ6NK0	BARCLAYS CP REPO REPO 0.060% 10/07/2013 DD 10/03/13	700,000.00-	700,000.00
100,000.0000	99ZAJ9JE3	BARCLAYS CP REPO REPO 0.060% 10/28/2013 DD 10/24/13	100,000.00-	100,000.00
700,000.0000	99ZAJKS24	BARCLAYS CP REPO REPO 0.090% 05/09/2013 DD 05/07/13	700,000.00-	700,000.00
1,700,000.0000	99ZAJK529	BARCLAYS CP REPO REPO 0.090% 05/13/2013 DD 05/09/13	1,700,000.00-	1,700,000.00
100,000.0000	99ZAKCMY6	BARCLAYS CP REPO REPO 0.090% 11/19/2013 DD 11/15/13	100,000.00-	100,000.00
900,000.0000	99ZAKEMX4	BARCLAYS CP REPO REPO 0.100% 12/04/2013 DD 12/02/13	900,000.00-	900,000.00

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	*	INDICATES PENDING SETTLEMENT		
	**	INDICATES TRANSACTION PENDING IN PRIOR YEAR		
1,300,000.0000	99ZAJEES6	BARCLAYS CP REPO REPO 0.130% 04/05/2013 DD 04/03/13	1,300,000.00-	1,300,000.00
1,000,000.0000	99ZAJD822	BARCLAYS CP REPO REPO 0.140% 04/04/2013 DD 04/02/13	1,000,000.00-	1,000,000.00
800,000.0000	99ZAJEUJ8	BARCLAYS CP REPO REPO 0.150% 04/09/2013 DD 04/05/13	800,000.00-	800,000.00
1,600,000.0000	99ZAJE9E3	BARCLAYS CP REPO REPO 0.160% 04/11/2013 DD 04/09/13	1,600,000.00-	1,600,000.00
800,000.0000	99ZAJEN72	BARCLAYS CP REPO REPO 0.170% 04/08/2013 DD 04/04/13	800,000.00-	800,000.00
1,400,000.0000	99ZAJDR05	BARCLAYS CP REPO REPO 0.200% 04/02/2013 DD 03/28/13	1,400,000.00-	1,400,000.00
40,922.0000	EXBCRY6Q9	BARCLAYS PLC NIL PD RTS 02-QCY-2013	00	54,669.68
300,000.0000	05574LFY9	BNP PARIBAS 3.250% 03/03/2023 DD 03/04/13	297,873.00-	298,125.00
1,120,000.0000	101137AN7	BOSTON SCIENTIFIC CORP 4.125% 10/01/2023 DD 08/13/13	1,119,283.20-	1,089,378.20
3,686.0000	E14419012	BREMBO SPA EUR0.52	59,661.60-	95,790.79
1,225,000.0000	109641AG5	BRINKER INTERNATIONAL INC 3.875% 05/15/2023 DD 05/15/13	1,223,767.25-	1,148,757.50
40.0000	99F192L3C	CANADIAN DOLLAR FUTURES (CME) EXP DEC 13	00	94,883.63-

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	*	INDICATES PENDING SETTLEMENT		
	**	INDICATES TRANSACTION PENDING IN PRIOR YEAR		
83.0000	99F192F3C	CANADIAN DOLLAR FUTURES (CME) EXP JUN 13	.00	84,680.00
72.0000	99F192I3C	CANADIAN DOLLAR FUTURES (CME) EXP SEP 13	.00	93,904.97
1,285,000.0000	14149YAW8	CARDINAL HEALTH INC 4.800% 03/15/2043 DO 02/22/13	1,280,661.05	1,179,751.85
3,600,000.0000	144141DD7	CAROLINA POWER & LIGHT CO 4.100% 03/15/2043 DO 03/12/13	3,573,540.00	3,687,040.00
3,200,000.0000	144285AK9	CARPENTER TECHNOLOGY CORP 4.450% 03/01/2023 DO 02/26/13	3,195,104.00	3,249,376.00
12,149.0000	AAB41C3S6	CARSales.COM AU LTD	111,710.91	121,811.21
6,000,000.0000	99QAB8AM2	CCP CDX IG18 5Y CME REC 100BPS 2017 DEC 20	13,553.58	.01
23,200,000.0000	99QACDWW8	CCP CDX IG20 5Y ICE REC 100BPS 2018 JUN 20	.08	.03
14,500,000.0000	99QACH7V7	CCP CDX SP UL CDX IG21 5Y R 100BP 2018 DEC 20 ICE	.02	.04
3,000,000.0000	AA9QC5SZ0	CCP IRS AUD-BBSW-BBA 0M CME REC 4.50% 2013 DEC 11	.02	50,564.25
2,000,000.0000	XX9QCV0K1	CCP IRS EURIBOR 0M CME R 2% 2023 SEP 18	.01	49,622.44
3,900,000.0000	99QACHWG2	CCP IRS F US0003M R 1.65% CME 2018 SEP 05	.01	.01

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	*	INDICATES PENDING SETTLEMENT		
	**	INDICATES TRANSACTION PENDING IN PRIOR YEAR		
2,000,000.0000	99QACH0E2	CCP IRS P US0003M R 1.65% CME 2018 SEP 09	.01	30,050.01-
1,000,000.0000	99QACH2B1	CCP IRS P US0003M R 2.71% 2023 SEP 09 CME	.01	38,950.01-
2,000,000.0000	99QACGBV1	CCP IRS R 2.65% CME P US0003M LIBOR 2023 JUL 31	.02	28,077.23-
38,600,000.0000	99QACEQ80	CCP IRS USD LIBOR BBA 3M CME 1.96% 2023 APR 24	.03	378,201.29-
7,100,000.0000	99QACEVC9	CCP IRS USD-LIBOR-BBA 3M CME REC 0.95% 2018 MAY 01	.01	.01-
3,800,000.0000	99QACHW17	CCP IRS USD-LIBOR-BBA 3M CME REC 1.25% 2018 SEP 05	.02	135,346.57-
16,300,000.0000	99QACEQX9	CCP IRS USD-LIBOR-BBA 3M CME REC 2.90% 2043 APR 24	.03	.02-
2,000,000.0000	XX9QCXY0L9	CCP-IRS EURIBOR 6M CME R 2% 2023 SEP 18	51,364.01	.01-
6,000,000.0000	99QAB9AN0	CCP CDX IG19 5Y CME 1.000% 12/20/2017 DD 09/20/12	.01-	55,108.71
23,200,000.0000	99QACDWM4	CCP CDX IG20 5Y ICE 1.000% 06/20/2018 DD 03/20/13	210,593.52-	299,446.19
6,000,000.0000	99QACCT89	CCP CDX SP UL NA IG 19 2017 DEC 20	.01	.04-
3,000,000.0000	AABQCS807	CCP IRS AUD-BBSW-BBA 6M CME REC 4.50% 2013 DEC 11	21,817.85-	.03

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SHARES/ PAR VALUE	SECURITY ID	SECURITY DESCRIPTION	COST	PROCEEDS
	*	INDICATES PENDING SETTLEMENT		
	**	INDICATES TRANSACTION PENDING IN PRIOR YEAR		
3,900,000.0000	99QACHWH0	CCP_IRS P US0003M R 1.65% CME 2018 SEP 05	01-	45,256.42
2,000,000.0000	99QACH0F9	CCP_IRS P US0003M R 1.65% CME 2018 SEP 09	01-	.01
1,000,000.0000	99QACHZ79	CCP_IRS P US0003M R 2.71% 2023 SEP 09 CME	01-	.01
36,600,000.0000	99QACEQTB	CCP_IRS USD LIBOR-BBA 3M CME 1.98% 2023 APR 24	03-	.02
7,100,000.0000	99QACEVD7	CCP_IRS USD-LIBOR-BBA 3M CME REC 0.95% 2018 MAY 01	01-	46,501.71
3,800,000.0000	99QACHWP2	CCP_IRS USD-LIBOR-BBA 3M CME REC 1.25% 2018 SEP 05	02-	.02
4,000,000.0000	99QACHWJ6	CCP_IRS USD-LIBOR-BBA 3M CME REC 1.45% 2018 SEP 05	00	78,576.23-
16,300,000.0000	99QACEQY7	CCP_IRS USD-LIBOR-BBA 3M CME REC 2.80% 2043 APR 24	03-	404,223.22
6,300,000.0000	99QACHBLA	CDS SP CDX.O P 1.00 IG21 5Y CALL DEC 13 000.700 ED 121813	4,410.00	3,622.50-
2,900,000.0000	99QACHBLB	CDS SP CDX.O P 1.00 IG21 5Y CALL DEC 13 000.700 ED 121813	2,610.00	1,867.50-
1,700,000.0000	99QACHIKH	CDS SP CDX.O P 1.00 IG21 5Y CALL NOV 13 000.700 ED 112013	1,827.50	425.00-
5,000,000.0000	99QACEAQ1	CDS SP UL CDX MCDX 20 VAR RT 06/20/2016 DD 03/20/13	43,797.50	84,227.91-

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SHARES/ PAR VALUE	SECURITY ID	SECURITY DESCRIPTION	COST	PROCEEDS
	*	INDICATES PENDING SETTLEMENT		
	**	INDICATES TRANSACTION PENDING IN PRIOR YEAR		
300,000.0000	NA9QC54D1	CDS SP UL RUSSIAN FEDERATION R 100BPS 2014 SEP 20	1,277.56-	1,676.22
250,000.0000	NA9QCU3B1	CDS SP UL UNITED MEXICAN STAT R 100BPS 2018 MAR 20	1,642.99-	2,313.21
200,000.0000	NA9QC4K6	CDS SP UL DELL INC. R 100BPS 2017 DEC 20	15,070.55	14,605.62-
300,000.0000	NA9QCRYQ1	CDS SP UL DELL INC. R 100BPS 2018 MAR 20	42,289.50	29,753.18-
1,000,000.0000	NA9QCWKK4	CDS SP UL FEDERATIVE REPUBLIC VAR RT BPS 2018 JUN 20	11,548.89	30,776.13-
1,250,000.0000	99QACDHX1	CDS SP UL MEXICO LA SP P 100BPS 2018 MAR 20	7,909.20-	11,566.07
700,000.0000	NA9QCVPE9	CDS SP UL PETROLEO BRASILEIRO R 100BPS 2018 MAR 20	29,701.03	32,527.00-
700,000.0000	NA9QC6DY3	CDS SP UL PROLOGIS L P. R 100BPS 2018 DEC 20	4,500.04	1,687.26-
2,000,000.0000	NA9QCMGD1	CDS SP UL REPUBLIC OF ITALY R 100BPS 2017 DEC 20	166,997.44	122,749.46-
13,700,000.0000	NA9QCNEA7	CDX SP UL CDX.NA.IG.19 R 100BPS 2017 DEC 20	102,723.62-	159,118.64
5,000,000.0000	NA9QCL1B3	CDX SP UL MCDX.NA.19-V1 R 100BPS 2017 DEC 20	111,242.68	17,055.00-
780,000.0000	166764AH3	CHEVRON CORP 3.191% 06/24/2023 DD 06/24/13	780,000.00-	770,577.60

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	*	INDICATES PENDING SETTLEMENT		
	**	INDICATES TRANSACTION PENDING IN PRIOR YEAR		
1,525,000.0000	172967GK1	CITIGROUP INC 4.050% 07/30/2022 DD 02/08/13	1,552,477.50-	1,542,723.00
250,000.0000	20478FAH0	COMPUCOM 5/13 COV-LITE TL	248,750.00-	251,875.00
3,500,000.0000	205887BR2	CONAGRA FOODS INC 3.200% 01/25/2023 DD 01/25/13	3,491,300.00-	3,535,210.00
8,100.0000	FJB05L364	DENA CO LTD NPV	217,839.81-	156,623.93
1,515,000.0000	25380QAG4	DIGICEL LTD 144A 6.000% 04/15/2021 DD 03/05/13	1,515,000.00-	1,515,000.00
2,500,000.0000	25470DAH2	DISCOVERY COMMUNICATIONS LLC 3.250% 04/01/2023 DD 03/19/13	2,495,950.00-	2,516,400.00
1,150,000.0000	25470XAN5	DISH DBS CORP 144A 5.125% 05/01/2020 DD 04/05/13	1,150,000.00-	1,153,550.00
1,305,000.0000	256877AC9	DOLLAR GENERAL CORP 3.250% 04/15/2023 DD 04/11/13	1,301,567.85-	1,262,417.85
2,700.0000	FJ6289867	DON QUOTE CO LTD	106,645.93-	142,075.04
1,075,000.0000	266233AC9	DUCUESNE LIGHT HOLDINGS I 144A 6.400% 09/15/2020 DD 09/13/10	1,334,988.75-	1,274,025.50
33,600.0000	EP4103594	EDP ENERGIAS PORTUGAL EUR1(REGD)	99,626.90-	120,581.04
1,300,000.0000	29379VA26	ENTERPRISE PRODUCTS OPERATING 3.350% 03/15/2023 DD 03/18/13	1,296,104.00-	1,344,837.00
470,000.0000	29884UAA7	EPR PROPERTIES 5.250% 07/15/2023 DD 06/18/13	487,886.20-	461,812.80

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	*	INDICATES PENDING SETTLEMENT		
	**	INDICATES TRANSACTION PENDING IN PRIOR YEAR		
655,000.0000	30218GAF5	EXPRESS SCRIPTS HOLDING CO 3.900% 02/15/2022 DD 08/15/12	713,569.75-	702,205.85
2,400.0000	FJ6332863	F.C.C. CO LTD NPV	54,389.88-	58,455.41
250,000.0000	336130AA7	FIRST QUALITY FINANCE CO 144A 4.625% 05/15/2021 DD 05/14/13	250,000.00-	253,046.25
16,870.0000	NC2347608	FIRST QUANTUM MINERALS LTD	308,687.81-	263,041.96
1,300,000.0000	35671DAX3	FREEPORT-MCMORAN COPPER & 144A 3.875% 03/15/2023 DD 03/07/13	1,299,293.00-	1,306,522.20
995,000.0000	35671DBA2	FREEPORT-MCMORAN COPPER & 144A 5.450% 03/15/2043 DD 03/07/13	990,462.80-	905,032.15
250,000.0000	368682AQ3	GENCORP INC 144A 7.125% 03/15/2021 DD 01/28/13	250,000.00-	263,750.00
3,300,000.0000	3703348P#	GENERAL MILLS INC 4.150% 02/15/2043 DD 01/31/13	3,278,055.00-	3,311,154.00
160,000.0000	37045XAH8	GENERAL MOTORS FINANCIAL 144A 3.250% 05/15/2016 DD 05/14/13	160,000.00-	161,600.00
340,000.0000	37045XAK2	GENERAL MOTORS FINANCIAL 144A 4.250% 05/15/2023 DD 05/14/13	340,000.00-	341,785.00
270,000.0000	372491AA8	GENWORTH HOLDINGS INC 4.900% 08/15/2023 DD 08/08/13	269,152.20-	268,766.10
360,000.0000	37247DAN8	GENWORTH HOLDINGS INC 7.200% 02/15/2021 DD 11/22/10	426,662.50-	411,048.00
895,000.0000	374259AA7	GESTAMP FUNDING LUXEMBOUR 144A 5.625% 05/31/2020 DD 05/10/13	895,000.00-	859,775.00

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	*	INDICATES PENDING SETTLEMENT		
	**	INDICATES TRANSACTION PENDING IN PRIOR YEAR		
250,000.0000	374689AD9	GIBRALTAR INDUSTRIES INC 144A 9.250% 02/01/2021 DD 01/31/13	250,000.00-	263,125.00
750,000.0000	377372AJ6	GLAXOSMITHKLINE CAPITAL INC 4.200% 03/18/2043 DD 03/18/13	740,040.00-	691,252.50
36,319.0000	EX09252B2	GLAXOSMITHKLINE CRD GBP0.25	954,144.78-	935,971.68
7,415,000.0000	38141GRD6	GOLDMAN SACHS GROUP INC/THE 3.625% 01/22/2023 DD 01/22/13	7,391,568.60-	7,293,576.75
1,255,000.0000	382550BD2	GOODYEAR TIRE & RUBBER CO/THE 6.500% 03/01/2021 DD 02/25/13	1,255,000.00-	1,267,943.75
380,000.0000	38869PAK0	GRAPHIC PACKAGING INTERNATIONAL 4.750% 04/15/2021 DD 04/02/13	380,000.00-	385,225.00
202.0000	EEB185XC4	GRUPO CATALANA OCCIDENTE SA EURO 30 (POST SUBQ)	4,546.08-	4,863.57
1,930,000.0000	453140AB1	IMPERIAL TOBACCO FINANCE 144A 3.500% 02/11/2023 DD 02/11/13	1,528,470.00-	1,463,383.80
315,000.0000	45685EAK9	ING US INC 144A 5.700% 07/15/2043 DD 07/26/13	316,482.10-	324,607.50
2,000,000.0000	XX9QCV4H1	IRS P EUR006M R 2% 2023 SEP 18	31,675.15	51,354.00-
2,000,000.0000	XX9QCN622	IRS R EUR006M P 1.75% GLM 2023 MAR 20	.00	3,977.87-
23,000,000.0000	99DACF9VB	IRS R US0003M P 1.5% PUT OCT 13 001.500 ED 10/28/13	63,825.00	18,932.30-

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5500 ACQUISITIONS/DISPOSITIONS OF ASSETS WITHIN THE SAME PLAN YEAR REPORT
FOR THE PERIOD 01 JANUARY 2013 THROUGH 31 DECEMBER 2013

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SHARES/ PAR VALUE	SECURITY ID	SECURITY DESCRIPTION	COST	PROCEEDS
	*	INDICATES PENDING SETTLEMENT		
	**	INDICATES TRANSACTION PENDING IN PRIOR YEAR		
17,900,000.0000	99QACDBFF	IRS R USD003M P 1.91% 06/25/23 CALL JUN 13 001.910 ED 6/21/13	84,156.72	21,460.00-
7,400,000.0000	99QACDBLE	IRS R USD008M P 1% 06/20/18 CALL DEC 13 000.700 ED 12/18/13	18,500.00-	14,060.00
100,000.0000	45031UBS9	ISTAR FINANCIAL INC 3.875% 07/01/2016 DD 05/10/13	100,000.00-	101,582.50
65,000.0000	FJ6467107	ISUZU MOTORS LTD Y50	752,508.61-	580,204.81
600,000.0000	472319AL6	JEFFERIES GROUP INC 5.125% 01/20/2023 DD 01/18/13	500,326.00-	617,151.26
1,793.0000	SSB142F24	JM AB NPV	41,075.33-	51,990.72
2,100,000.0000	46625HJH4	JPMORGAN CHASE & CO 3.200% 01/25/2023 DD 01/25/13	2,099,832.00-	2,061,591.00
1,285,000.0000	48124BAC9	JPMORGAN CHASE & CO VAR RT 12/29/2049 DD 04/23/13	1,285,000.00-	1,160,250.00
4,700.0000	FJ6889536	KAKAKU.COM INC	111,787.46-	120,532.47
16,000.0000	FMB12RQH6	KEPPEL REIT	18,338.06-	17,576.14
2,735,000.0000	494368BL6	KIMBERLY-CLARK CORP 3.700% 06/01/2043 DD 05/23/13	2,610,264.00-	2,352,279.90
1,200,000.0000	50076QAE9	KRAFT FOODS GROUP INC 5.000% 06/04/2042 DD 12/04/12	1,336,896.00-	1,297,560.00
100,000.0000	501889AA7	LKQ CORP 144A 4.750% 05/15/2023 DD 05/09/13	100,000.00-	100,000.00

ONCOR RETIREMENT PLAN
EIN 75-2967830 PN 001

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (ACQUIRED AND DISPOSED OF WITHIN YEAR)
DECEMBER 31, 2013



BNY MELLON

TRDOWF ONFG00010000 5500

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ONCOR RETIREMENT PLAN

5500 ACQUISITIONS/DISPOSITIONS OF ASSETS WITHIN THE SAME PLAN YEAR REPORT
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SHARES/ PAR VALUE	SECURITY ID	SECURITY DESCRIPTION	COST	PROCEEDS
	*	INDICATES PENDING SETTLEMENT		
	**	INDICATES TRANSACTION PENDING IN PRIOR YEAR		
545,000.0000	50247VAA7	LYB INTL FINANCE BV 4.000% 07/15/2023 DD 07/16/13	537,795.10-	544,193.40
770,000.0000	55181WAA2	LYNX I CORP 144A 5.375% 04/15/2021 DD 02/22/13	770,000.00-	814,352.00
3,300,000.0000	57772KAB7	MAXIM INTEGRATED PRODUCTS INC 3.375% 03/15/2023 DD 03/18/13	3,283,007.00-	3,281,157.00
1,020,000.0000	58933YAJ4	MERCK & CO INC 4.150% 05/18/2043 DD 05/20/13	1,016,878.80-	948,426.80
815,000.0000	59158RAE8	METLIFE INC 6.500% 12/15/2032 DD 12/10/02	811,941.45-	755,902.05
2,100,000.0000	591709AP5	METROPCS WIRELESS INC 144A 6.625% 04/01/2023 DD 03/19/13	2,100,000.00-	2,120,735.40
279.0000	99F740L3X	MINI MSCI EMG MKT FUTURE (NYL) EXP DEC 13	00	398,201.25
270.0000	99F740F3X	MINI MSCI EMG MKT FUTURE (NYL) EXP JUN 13	00	1,267,444.00-
294.0000	99F740I3X	MINI MSCI EMG MKT FUTURE (NYL) EXP SEP 13	00	377,979.98
3,300,000.0000	60688QAS4	MIZUHO CORPORATE BANK LTD 144A 3.500% 03/21/2023 DD 03/21/13	3,297,789.00-	3,357,849.00
654.0000	99F734L3X	MSCI EAFE INDEX FUTURE (NYL) EXP DEC 13	00	2,324,400.29
911.0000	99F734F3X	MSCI EAFE INDEX FUTURE (NYL) EXP JUN 13	00	968,025.84

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SHARES/ PAR VALUE	SECURITY ID	SECURITY DESCRIPTION	COST	PROCEEDS
	*	INDICATES PENDING SETTLEMENT		
	**	INDICATES TRANSACTION PENDING IN PRIOR YEAR		
839.0000	59F73413X	MSCI EAFE INDEX FUTURE (NYL) EXP SEP 13	00	3,456,309.96
500,000.0000	63880UAK6	NATIONSTAR MORTGAGE LLC / NATI 6.500% 07/01/2021 DD 02/07/13	500,000.00-	479,187.50
25,400.0000	FJB63QM79	NEXON CO LTD	270,818.11-	252,998.17
1.0000	FJB08BC64	NIPPON PROLOGIS REIT INC	5,933.44-	7,961.20
3,300.0000	FJ6041586	NISSAN CHEMICAL INDUSTRIES Y50	36,160.74-	44,080.04
7,700.0000	FJ8641800	NITTO DENKO CORP NPV	459,961.84-	458,541.22
500,000.0000	57574GAP6	OWEN FINANCIAL 1/13 TLB	497,500.00-	508,750.00
1,653.0000	EDB923933	OSRAM LICHT AG	46,783.04-	60,888.89
955,000.0000	694476AD4	PACIFIC LIFECORP 144A 5.125% 01/30/2043 DD 01/22/13	943,301.25-	885,676.55
1,575,000.0000	714290AD5	PERRIGO CO 2.950% 05/15/2023 DD 05/16/13	1,566,868.75-	1,558,788.00
1,290,000.0000	71647NAA7	PETROBRAS GLOBAL FINANCE BV 5.625% 05/20/2043 DD 05/20/13	1,264,548.30-	1,033,285.80
695,000.0000	737448AE4	POST HOLDINGS INC 144A 8.750% 12/01/2021 DD 11/18/13	695,000.00-	714,112.50
1,185,000.0000	737879DE7	POTOMAC ELECTRIC POWER CO 4.150% 03/15/2043 DD 03/18/13	1,180,366.65-	1,109,207.40
34,500.0000	FHB4PFFW1	PRADA SPA	339,424.14-	315,708.37

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SCHEDULE H, PART IV, LINE 4i
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SHARES/ PAR VALUE	SECURITY ID	SECURITY DESCRIPTION	COST	PROCEEDS
	*	INDICATES PENDING SETTLEMENT		
	**	INDICATES TRANSACTION PENDING IN PRIOR YEAR		
1,200,000.0000	756109AP9	REALTY INCOME CORP 4.650% 08/01/2023 DD 07/16/13	1,197,300.00-	1,215,224.00
8,785.0000	EXB0YG1K4	RESTAURANT GRP PLC ORD GBP0.20125	85,507.05-	80,882.74
17,226,440.0000	EXB9KGVK7	ROLLS ROYCE HLDGS C SHS ENTITLEMENT(JUL 2013)	26,299.75-	26,284.10
12,094,792.0000 *	EXBCKFJ99	ROLLS ROYCE HOLDINGS C SHS ENTITLEMENT (JAN 2014)	19,554.23-	.00
12,249.0000	EXB1GKF38	RYANAIR HOLDINGS PLC	94,233.48-	94,117.49
303.0000	99F295L3C	S & P 500 EMINI IND FUT (CME) EXP DEC 13	.00	653,422.93-
91.0000	99F295F3C	S & P 500 EMINI IND FUT (CME) EXP JUN 13	.00	197,227.21-
32.0000	99F282L3C	S&P MID 400 EMINI (CME) EXP DEC 13	.00	198,309.16
147.0000	99F282F3C	S&P MID 400 EMINI FUT (CME) EXP JUN 13	.00	580,110.00
129.0000	99F282I3C	S&P MID 400 EMINI FUT (CME) EXP SEP 13	.00	560,409.03
258.0000	99F295I3C	S&P 500 EMINI INDEX FUT (CME) EXP SEP 13	.00	190,388.58-
36.0000	NCF218L3R	S&P/TSE 60 INDEX FUTURES (MSE) EXP DEC 13	.00	230,808.18

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SUPPLEMENTAL SCHEDULE OF ASSETS (ACQUIRED AND DISPOSED OF WITHIN YEAR)
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SHARES/ PAR VALUE	SECURITY ID	SECURITY DESCRIPTION	COST	PROCEEDS
	*	INDICATES PENDING SETTLEMENT		
	**	INDICATES TRANSACTION PENDING IN PRIOR YEAR		
59.0000	NCF218F3R	S&P/TSE 80 INDEX FUTURES (MSE) EXP JUN 13	.00	381,509.60-
52.0000	NCF218I3R	S&P/TSE 80 INDEX FUTURES (MSE) EXP SEP 13	.00	357,443.37
12,642.0000	AAB0767Y4	SEEK LIMITED NPV	136,852.01-	128,157.10
272.0000 *	EZB1RR824	SMURFIT KAPPA GROUP PLC ORD EUR0.001 (WI)	2,750.43-	.00
29,276.0000	EZB1RR824	SMURFIT KAPPA GROUP PLC ORD EUR0.001 (WI)	298,228.10-	480,471.10
250.000.0000	83548QAW2	SONIC AUTOMOTIVE INC 144A 5.000% 05/15/2023 DD 05/09/13	250,000.00-	255,077.50
1,865,000.0000	837004CG3	SOUTH CAROLINA ELECTRIC & GAS 4.600% 06/15/2043 DD 06/14/13	1,855,675.00-	1,830,199.10
3,100,000.0000	EEB8YSX36	SPAIN GOVERNMENT BOND 4.500% 01/31/2018	4,188,430.67-	4,310,728.09
100.000.0000 **	84763BAA4	SPEC BRNDS ESCROW CORP 144A 6.375% 11/15/2020 DD 11/16/12	.00	105,750.00
1,290,000.0000	853254AJ9	STANDARD CHARTERED PLC 144A 3.950% 01/11/2023 DD 01/11/13	1,288,516.50-	1,192,962.50
700,000.0000	853254AK6	STANDARD CHARTERED PLC 144A 5.300% 01/09/2043 DD 01/11/13	699,272.00-	705,261.00
1,795,000.0000	855030AM4	STAPLES INC 4.375% 01/12/2023 DD 01/14/13	1,795,292.20-	1,712,843.80

ONCOR RETIREMENT PLAN
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SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (ACQUIRED AND DISPOSED OF WITHIN YEAR)
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BNY MELLON

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2013-12-31 CYCLE 4 15:11:32 RUN DATE: 24-MAR-14

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ONCOR RETIREMENT PLAN

5500 ACQUISITIONS/DISPOSITIONS OF ASSETS WITHIN THE SAME PLAN YEAR REPORT
FOR THE PERIOD 01 JANUARY 2013 THROUGH 31 DECEMBER 2013

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SHARES/ PAR VALUE	SECURITY ID	SECURITY DESCRIPTION	COST	PROCEEDS
	*	INDICATES PENDING SETTLEMENT		
	**	INDICATES TRANSACTION PENDING IN PRIOR YEAR		
4,000.0000	FM6838664	SUPER GROUP LTD/SINGAPORE	14,941.45-	14,237.45
200,000.0000	99ZAJWCL3	TD SECURITIES REPO 0.030% 07/23/2013 DD 07/19/13	200,000.00-	200,000.00
200,000.0000	99ZAKSWA8	TD SECURITIES REPO 0.070% 12/20/2013 DD 12/18/13	200,000.00-	200,000.00
300,000.0000	99ZAJT5B0	TD SECURITIES REPO 0.080% 07/08/2013 DD 07/03/13	300,000.00-	300,000.00
200,000.0000	99ZAJHYA6	TD SECURITIES REPO 0.090% 04/29/2013 DD 04/25/13	200,000.00-	200,000.00
1,300,000.0000	99ZAJKAG2	TD SECURITIES REPO 0.130% 05/07/2013 DD 05/03/13	1,300,000.00-	1,300,000.00
800,000.0000	99ZAJFT32	TD SECURITIES REPO 0.180% 04/15/2013 DD 04/11/13	800,000.00-	800,000.00
10,980.0000	SNB15SLC1	TGS-NOPEC GEOPHYSICAL COMPANY NOKO.25	398,829.96-	285,428.15
1,919.0000	EBB18S7K7	THROMBOGENICS NPV	105,065.95-	82,514.92
2,825,000.0000	89153UAFH	TOTAL CAPITAL CANADA LTD 2.750% 07/15/2023 DD 01/17/13	2,820,248.75-	2,403,817.50
900,000.0000	89681BAG8	TRIUMPH GROUP INC 144A 4.875% 04/01/2021 DD 02/26/13	900,000.00-	904,500.00
1,000,000.0000	90343XAGE	US AIRWAYS 5/13 TLB2	1,000,000.00-	1,004,375.00
239.0000	99F133L3A	US TREAS BD FUTURE (CBT) EXP DEC 13	.00	54,819.61-

ONCOR RETIREMENT PLAN

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**SCHEDULE H, PART IV, LINE 4j
SUPPLEMENTAL SCHEDULE OF REPORTABLE TRANSACTIONS
YEAR ENDED DECEMBER 31, 2013**

Note: See attached schedules provided by the Trustee for the required disclosures.

ONCOR RETIREMENT PLAN

EIN 75-2967830 PN 001

SCHEDULE H, PART IV, LINE 4j

SUPPLEMENTAL SCHEDULE OF REPORTABLE TRANSACTIONS

YEAR ENDED DECEMBER 31, 2013



BNY MELLON

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SERIES OF TRANSACTIONS IN EXCESS OF FIVE PERCENT
OF THE CURRENT VALUE OF THE PLAN ASSETS
FOR THE PERIOD 01 JANUARY 2013 THROUGH 31 DECEMBER 2013

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ONCOR RETIREMENT PLAN

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				5% VALUE:	118,082,467.58	
TRAN COUNT	SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST OF PURCHASES	PROCEEDS FROM SALES	COST OF ASSETS DISPOSED	GAIN/LOSS
1191	560,075,705.38	COLLECTIVE US GOVT STIF 3 VAR RT 12/31/2049 DD 07/24/08	560,075,705.38	.00	.00	.00
1055	655,771,068.88	COLLECTIVE US GOVT STIF 3 VAR RT 12/31/2049 DD 07/24/08	.00	655,771,068.88	655,771,068.88	.00
223	19,377,289.77	PIMCO FDS SHORT TERM FLTG NAV PORT II	193,982,605.52	.00	.00	.00
66	16,052,443.01	PIMCO FDS SHORT TERM FLTG NAV PORT II	.00	160,700,000.00	160,709,848.62	9,848.62-
19	65,551,000.00	U S TREASURY BOND 2.750% 11/15/2042 DD 11/15/12	60,551,629.84	.00	.00	.00
27	65,551,000.00	U S TREASURY BOND 2.750% 11/15/2042 DD 11/15/12	.00	59,986,691.57	60,551,629.84	564,938.27-
35	65,400,000.00	U S TREASURY NOTE 1.625% 11/15/2022 DD 11/15/12	63,788,625.17	.00	.00	.00
33	139,185,000.00	U S TREASURY NOTE 1.625% 11/15/2022 DD 11/15/12	.00	135,474,996.78	136,737,784.39	1,262,787.61-
50	182,320,000.00	U S TREASURY NOTE 2.000% 02/15/2023 DD 02/15/13	183,308,120.44	.00	.00	.00
52	120,040,000.00	U S TREASURY NOTE 2.000% 02/15/2023 DD 02/15/13	.00	119,269,167.77	120,687,399.97	1,418,232.20-
257	223,712,432.12	COLLECTIVE US GOVT STIF 15 BPS	223,712,432.12	.00	.00	.00
188	155,899,284.44	COLLECTIVE US GOVT STIF 15 BPS	.00	155,899,284.44	155,899,284.44	.00
100	91,300,000.00	COMMIT TO PUR MUTUAL FD	91,300,000.00	.00	.00	.00
100	91,300,000.00	COMMIT TO PUR MUTUAL FD	.00	91,300,000.00	91,300,000.00	.00

ONCOR RETIREMENT PLAN
EIN 75-2967830 PN 001

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF YEAR)
YEAR ENDED DECEMBER 31, 2013



BNY MELLON

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FINAL 151133

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2013

2013-12-31 CYCLE 4 151132 RUN DATE: 24-MAR-14

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ONCOR RETIREMENT PLAN

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
<u>COMMON/COLLECTIVE TRUST</u>					
13,797,1220	NT COLLECTIVE S&P500 INDEX FUND-NON LENDING	61,513,631.57	6,622.4100	80,332,509.59	18,818,878.02
67,813,147.6800	COLLECTIVE US GOV'T STIF 15 BPS	67,813,147.68	1.0000	67,813,147.68	0.00
TOTAL COMMON/COLLECTIVE TRUST		129,326,979.25		148,145,657.27	18,818,678.02
<u>REGISTERED INVESTMENT COMPANIES</u>					
2,536,385.1930	TWEEDY BROWNE GLOBAL VALUE FUN	84,838,128.58	26.6200	70,180,573.84	5,342,445.26
1,198,002.4050	WILLIAM BLAIR EMERGING MARKETS	15,848,585.39	13.4600	16,125,112.37	276,526.96
2,268,089.5250	DFA EMERGING MARKETS CORE EQUI	43,402,812.78	19.4800	44,137,022.16	734,409.38
1,017,128.0600	MORGAN STANLEY INSTITUTIONAL F	36,381,238.45	45.3100	46,086,072.40	9,704,833.95
5,936,106.1530	PIMCO FDS SHORT TERM FLTG NAV PORT II	59,424,607.49	10.0100	59,420,412.58	4,194.91
4,131,716.5400	PIMCO FDS LONG DURATION CORP BD PORTFOLIO	49,675,394.30	11.1300	45,986,027.35	3,689,368.95
TOTAL REGISTERED INVESTMENT COMPANIES		269,570,566.99		281,935,220.70	12,364,653.71
GRAND TOTAL		2,273,813,507.95		2,274,688,207.88	1,630,353.34
					755,653.41
					874,699.93

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SCHEDULE H, PART IV, LINE 4i

SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF YEAR)

YEAR ENDED DECEMBER 31, 2013



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5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
<u>INTEREST-BEARING CASH</u>					
30,278.3800	AUD (AUSTRALIAN DOLLARS)	27,183.00	0.0000	27,088.55	94.45-
64,303.4800	GBP (GREAT BRITISH POUNDS)	104,843.85	0.0000	108,502.84	1,658.99
55,340.0000	JPY (JAPANESE YEN)	538.17	0.0000	526.53	11.64-
0.7800	SGD (SINGAPORE DOLLARS)	0.62	0.0000	0.62	0.00
0.7900	MXN (MEXICAN PESO)	0.06	0.0000	0.06	0.00
1.8700	CAD (CANADIAN DOLLARS)	1.80	0.0000	1.76	0.04-
838,679.2400	CAD CURRENCY AT BROKER	813,517.05	0.0000	801,109.57	12,407.18-
1.9000	SEK (SWEDISH KRONA)	0.29	0.0000	0.30	0.01
19,200.0000	GBP CURRENCY AT BROKER 0.000%	31,543.40	0.0000	31,800.00	256.60
5.0000	KRW (SOUTH KOREAN WON)	0.01	0.0000	0.00	0.01-
78,200.2500	EUR (EURO)	107,103.38	0.0000	107,756.02	652.65
759,870.7600	BNY MELLON CASH RESERVE 0.010% 12/31/2049 DO 06/26/07	759,870.76	100.0000	759,870.75	0.00
1,089,000.0000	CSFB CCP COLLATERAL 0.010% 01/01/2049 DO 07/01/08	1,089,000.00	100.0000	1,089,000.00	0.00
730,000.0000	FOB ICE CCP COLLATERAL VAR RT 01/01/2049 DO 07/01/08	730,000.00	100.0000	730,000.00	0.00
442,000.0000	MORG CCP COLLATERAL VAR RT 01/01/2049 DO 07/01/08	442,000.00	100.0000	442,000.00	0.00

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SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF YEAR)
YEAR ENDED DECEMBER 31, 2013



BNY MELLON

TRDQNF ONFG00010000 5500

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5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2013

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ONCOR RETIREMENT PLAN

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
20,000.0000	MORGAN STANLEY (MYC) CASH COLL VAR RT 01/01/2049 DO 07/01/08	20,000.00	100.0000	20,000.00	0.00
322,000.0000	CASH HELD AT MERRILL LYNCH	322,000.00	1.0000	322,000.00	0.00
TOTAL INTEREST-BEARING CASH		4,227,602.19		4,217,657.12	9,945.07-
<u>U. S. GOVERNMENT SECURITIES</u>					
3,140,000.0000	U S TREASURY BOND 6.500% 11/15/2026 DO 11/15/96	4,247,554.21	133.5630	4,193,876.20	53,678.01-
1,645,000.0000	U S TREASURY BOND 2.675% 05/15/2043 DO 05/15/13	1,403,283.87	81.0470	1,333,223.15	70,060.82-
21,190,000.0000	U S TREASURY BONDS 3.625% 08/15/2043 DO 08/15/13	20,276,170.26	94.4380	20,011,412.20	264,758.06-
100,000.0000	U S TREASURY NOTE 0.500% 10/15/2014 DO 10/15/11	100,347.66	100.2810	100,281.00	66.66-
400,000.0000	U S TREASURY NOTE 0.125% 07/31/2014 DO 07/31/12	399,984.38	100.0120	400,046.00	61.62
62,260,000.0000	U S TREASURY NOTE 2.000% 02/15/2023 DO 02/15/13	62,620,720.47	92.7660	57,774,864.80	4,846,055.67-
875,000.0000	U S TREASURY NOTE 1.750% 05/15/2023 DO 05/15/13	815,561.52	90.1330	788,663.75	26,897.77-
580,000.0000	U S TREASURY NOTE 2.500% 08/15/2023 DO 08/15/13	574,004.74	96.0310	556,979.80	17,024.94-
2,504,7630	FNMA GTD REMIC P/T 92-82 IO 9.000% 05/25/2022 DO 05/01/92	548.73	19.8330	496.77	51.96-

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
329,416.9500	FNMA POOL #0AT5796 3.000% 06/01/2043 DD 05/01/13	320,975.65	95.0500	313,110.81	7,864.84-
333,805.7100	FNMA POOL #0AT5900 3.000% 06/01/2043 DD 06/01/13	325,251.94	95.0500	317,282.33	7,969.81-
321,695.2600	FNMA POOL #0AT9665 3.000% 07/01/2043 DD 06/01/13	313,451.82	95.0500	305,771.34	7,683.48-
448,094.1050	FNMA GTD REMIC P/T 04-17 BZ 6.000% 04/25/2034 DD 03/01/04	573,058.29	114.6760	513,856.40	59,201.89+
625,000.0000	U S TREASURY BILL 0.000% 01/02/2014 DD 07/05/13	624,881.81	99.9810	624,881.81	0.00
72,000.0000	U S TREASURY BILL 0.000% 01/23/2014 DD 07/25/13	71,978.28	99.9898	71,978.28	0.00
625,000.0000	U S TREASURY BILL 0.000% 06/12/2014 DD 12/12/13	624,875.82	99.9800	624,875.82	0.00
37,300,000.0000	U S TREASURY NT PRIN STRIP 0.000% 08/15/2042 DD 08/15/12	14,461,767.95	30.4100	11,342,930.00	3,118,837.95+
TOTAL U. S. GOVERNMENT SECURITIES		107,754,417.30		99,274,334.26	8,480,083.04-
<u>CORPORATE DEBT INSTRUMENTS - PREFERRED</u>					
2,870,000.0000	AIG SUNAMERICA GLOBAL FINANCIN 6.900% 03/15/2032 DD 03/20/02	3,804,988.80	121.2390	3,479,559.30	325,429.30-
3,470,000.0000	AT&T INC 5.550% 08/15/2041 DD 08/18/11	3,487,258.70	101.4860	3,521,564.20	54,305.50
544,000.0000	AT&T INC 4.300% 12/15/2042 DD 08/15/13	546,368.40	84.8240	461,442.56	84,923.84-

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
760,000.0000	AT&T INC 4.350% 06/15/2045 DO 06/15/13	763,420.00	84.6590	643,408.40	120,011.60-
840,000.0000	ACE INA HOLDINGS INC 6.700% 05/15/2036 DO 05/22/06	1,182,492.80	125.9560	1,058,030.40	104,462.40-
1,533,000.0000	ACE INA HOLDINGS INC 4.150% 03/13/2043 DO 03/13/13	1,528,814.91	90.8460	1,369,603.18	139,211.73-
2,200,000.0000	ALABAMA POWER CO 5.200% 06/01/2041 DO 05/24/11	2,076,148.00	108.1390	2,335,058.00	343,090.00-
3,000,000.0000	ALABAMA POWER CO 3.850% 12/01/2042 DO 12/05/12	2,955,870.00	85.2980	2,558,970.80	396,900.00-
2,615,000.0000	ALLSTATE CORP/THE 4.500% 06/15/2043 DO 06/07/13	2,803,441.70	94.8170	2,474,234.55	129,207.15-
2,120,000.0000	AMERICA MOVIL SAB DE CV 6.125% 03/30/2040 DO 03/30/10	2,789,156.80	105.8120	2,243,214.40	545,942.40-
2,504,000.0000	AMERICAN EXPRESS CO 4.050% 12/03/2042 DO 12/03/12	2,515,242.96	87.9820	2,203,069.28	312,173.68-
1,200,000.0000	AMERICAN INTERNATIONAL GROUP I 6.250% 05/01/2036 DO 04/20/06	1,543,644.00	115.8750	1,390,536.00	153,108.00-
1,915,000.0000	ANHEUSER-BUSCH COS LLC 6.450% 09/01/2037 DO 08/24/07	2,618,628.45	121.8040	2,332,546.60	286,081.85-
1,885,000.0000	APACHE CORP 5.100% 09/01/2040 DO 08/20/10	2,142,754.90	101.5330	1,913,897.05	228,857.85-
4,060,000.0000	APPLE INC 3.850% 05/04/2043 DO 05/03/13	4,033,065.95	83.5420	3,391,805.20	641,260.75-

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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
2,377,000.0000	ARCHER-DANIELS-MIDLAND CO 4.535% 03/26/2042 DD 09/26/11	2,546,123.55	93.3590	2,219,143.43	326,980.12-
3,395,000.0000	ARCHER-DANIELS-MIDLAND CO 4.016% 04/16/2043 DD 10/16/12	3,246,808.25	85.0170	2,886,027.15	360,481.10-
8,875,000.0000	AT&T INC 5.350% 09/01/2040 DD 03/01/11	9,993,644.50	99.9430	6,761,191.25	1,212,653.25-
2,015,000.0000	BG ENERGY CAPITAL PLC 144A 5.125% 10/15/2041 DD 10/12/11	2,352,915.50	102.6440	2,068,261.60	286,653.90-
1,230,000.0000	BHP BILLITON FINANCE USA LTD 4.126% 02/24/2042 DD 02/24/12	1,395,866.40	86.6590	1,092,965.70	212,900.70-
270,000.0000	BHP BILLITON FINANCE USA LTD 5.000% 09/30/2043 DD 09/30/13	269,959.50	101.8740	274,519.80	4,560.30
1,645,000.0000	BAKER HUGHES INC 5.125% 09/15/2040 DD 06/24/10	1,979,938.45	105.8700	1,741,561.50	238,376.95-
1,605,000.0000	BANK OF NOVA SCOTIA 1.100% 12/13/2016 DD 12/13/13	1,804,534.55	100.4800	1,612,704.00	8,169.45
2,460,000.0000	BAKTER INTERNATIONAL INC 4.500% 06/15/2043 DD 06/11/13	2,458,376.40	96.7500	2,360,050.00	78,326.40-
4,150,000.0000	BERKSHIRE HATHAWAY FINANCE COR 5.750% 01/15/2040 DD 01/13/10	5,080,388.49	110.6190	4,590,686.50	489,699.99-
2,615,000.0000	BERKSHIRE HATHAWAY FINANCE COR 4.400% 05/15/2042 DD 05/15/12	2,705,374.40	91.4480	2,391,365.20	314,009.20-
900,000.0000	BOEING CO/THE 5.875% 02/15/2040 DD 07/28/09	1,215,450.00	116.6650	1,067,985.00	147,465.00-

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
2,135,000.0000	BURLINGTON NORTHERN SANTA FE L 5.750% 05/01/2040 DD 05/17/10	2,632,070.70	109.7390	2,342,927.85	289,143.05-
3,405,000.0000	BURLINGTON NORTHERN SANTA FE L 5.400% 06/01/2041 DD 05/19/11	4,032,132.90	103.7220	3,531,734.10	500,398.80-
1,365,000.0000	BURLINGTON NORTHERN SANTA FE L 4.950% 09/15/2041 DD 08/22/11	1,521,937.95	99.6850	1,345,685.25	176,252.70-
410,000.0000	BURLINGTON NORTHERN SANTA FE L 5.150% 09/01/2043 DD 08/22/13	407,572.80	101.5880	416,510.80	-8,938.00
690,000.0000	BURLINGTON NORTHERN SANTA FE L 6.150% 05/01/2037 DD 04/13/07	690,762.40	113.8500	785,566.00	105,187.40-
1,075,000.0000	CME GROUP INC/IL 5.300% 09/15/2043 DD 09/09/13	1,073,065.00	104.6640	1,125,030.50	51,965.50
1,765,000.0000	CNOOC FINANCE 2013 LTD 3.000% 05/09/2023 DD 05/09/13	1,546,877.85	89.3180	1,522,871.90	26,005.95-
855,000.0000	CNOOC FINANCE 2013 LTD 4.250% 05/09/2043 DD 05/09/13	842,303.25	84.2560	720,388.80	121,914.45-
795,000.0000	CANADIAN NATIONAL RAILWAY CO 6.250% 08/01/2034 DD 07/09/04	1,090,986.45	116.3130	940,588.35	150,398.10-
2,440,000.0000	CATERPILLAR INC 3.603% 08/15/2042 DD 08/15/12	2,430,874.40	84.0920	2,051,844.80	379,029.60-
685,000.0000	CATHOLIC HEALTH INITIATIVES 4.350% 11/01/2042 DD 10/31/12	696,583.55	86.7500	594,237.50	104,346.05-
825,000.0000	CENTERPOINT ENERGY RESOURCES C 5.650% 01/15/2041 DD 07/15/11	1,044,169.50	113.4150	935,673.75	108,495.75-

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850,000.0000	CHUBB CORP/THE 6.000% 05/11/2037 DD 05/11/07	1,109,165.00	116.8160	992,936.00	116,229.00-
2,480,000.0000	CISCO SYSTEMS INC 5.900% 02/15/2039 DD 02/17/09	3,227,596.00	111.1780	2,757,214.40	470,381.60-
2,125,000.0000	CISCO SYSTEMS INC 5.500% 01/15/2040 DD 11/17/09	2,700,747.50	105.8030	2,248,313.75	452,433.75-
470,000.0000	CITIGROUP INC 4.950% 11/07/2043 DD 11/07/13	465,688.70	99.6090	468,162.30	526.40+
3,365,000.0000	CITY OF HOPE/THE 5.623% 11/15/2043 DD 07/25/13	3,365,000.00	98.4650	3,265,340.25	119,659.75-
5,375,000.0000	COMCAST CORP 6.500% 11/15/2035 DD 11/14/05	6,898,393.75	118.6400	6,269,400.00	628,993.75-
10,395,000.0000	COMCAST CORP 6.550% 07/01/2039 DD 06/18/09	13,846,659.95	118.3930	12,306,852.35	1,339,707.60-
5,875,000.0000	COMCAST CORP 4.250% 01/15/2033 DD 01/14/13	5,825,708.75	92.8920	5,457,405.00	368,303.75-
10,627,000.0000	CONOCOPHILLIPS 5.900% 05/15/2038 DD 05/08/08	13,980,881.20	117.3770	12,473,653.79	1,507,227.41-
1,710,000.0000	CONOCOPHILLIPS 6.500% 02/01/2039 DD 02/03/09	2,425,019.40	125.4020	2,144,374.20	280,645.20-
2,500,000.0000	CONSOLIDATED EDISON CO OF NEW 6.300% 08/15/2037 DD 08/28/07	3,383,575.00	121.1320	3,028,300.00	355,275.00-
285,000.0000	CONSOLIDATED EDISON CO OF NEW 6.750% 04/01/2038 DD 04/04/08	408,857.02	126.1550	360,803.30	48,053.72-

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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
1,400,000.0000	CONSOLIDATED EDISON CO OF NEW 5.500% 12/01/2039 DD 12/04/09	1,737,708.00	110.3930	1,545,502.00	192,206.00-
1,005,000.0000	COOPERATIVE CENTRALE RAIFFEIS 5.750% 12/01/2043 DD 11/29/13	1,047,203.85	106.0090	1,128,995.85	81,792.00
1,700,000.0000	COOPERATIVE CENTRALE RAIFFEIS 5.250% 05/24/2041 DD 05/24/11	1,996,225.00	103.1730	1,753,941.00	242,284.00-
650,000.0000	CORNING INC 4.250% 08/15/2020 DD 08/10/10	725,757.50	106.5470	692,555.50	33,202.00-
2,870,000.0000	CORP NACIONAL DEL COBRE D 144A 5.625% 10/16/2043 DD 10/16/13	2,806,955.10	96.2900	2,820,923.00	11,967.90
1,370,000.0000	CORPORATE OFFICE PROPERTIES LP 3.600% 05/15/2023 DD 05/06/13	1,367,479.20	90.8350	1,241,899.50	125,779.70-
435,000.0000	CUMMINS INC 4.875% 10/01/2043 DD 09/24/13	425,730.15	100.1490	435,648.15	9,918.00
2,300,000.0000	DAIMLER FINANCE NORTH AMERICA 6.500% 01/16/2031 DD 01/16/01	3,579,789.00	145.1930	3,339,439.00	240,350.00-
880,000.0000	DEERE & CO 5.375% 10/16/2029 DD 10/16/09	1,126,595.60	112.2840	988,099.20	138,496.40-
1,305,000.0000	DIAGEO CAPITAL PLC 3.875% 04/29/2043 DD 04/29/13	1,285,855.65	86.0140	1,122,482.70	163,372.95-
2,455,000.0000	DIAMOND OFFSHORE DRILLING INC 5.700% 10/15/2039 DD 10/08/09	3,149,421.30	108.6220	2,666,670.10	482,751.20-
1,325,000.0000	DOLPHIN ENERGY LTD 144A 5.500% 12/15/2021 DD 02/14/12	1,545,281.25	109.2500	1,447,562.50	97,718.75-

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1,060,000.0000	DOMINION GAS HOLDINGS LLC 144A 4.800% 11/01/2043 DD 10/22/13	1,057,477.20	96.6840	1,024,850.40	32,626.80-
3,770,000.0000	DUKE ENERGY INDIANA INC 6.450% 04/01/2039 DD 03/23/09	5,056,437.10	123.5640	4,056,362.80	398,074.30-
1,900,000.0000	DUKE ENERGY CAROLINAS LLC 6.050% 04/15/2038 DD 04/14/08	2,469,000.00	118.6890	2,255,091.00	233,909.00-
1,260,000.0000	DUKE ENERGY CAROLINAS LLC 4.250% 12/15/2041 DD 12/08/11	1,319,472.00	99.1120	1,173,211.20	146,260.80-
2,850,000.0000	EATON CORP 4.000% 11/02/2032 DD 11/02/13	2,925,696.15	91.8410	2,617,486.50	308,227.65-
1,305,000.0000	EBAY INC 4.000% 07/15/2042 DD 07/24/12	1,270,965.60	84.8860	1,105,152.30	165,813.30-
560,000.0000	IBERDROLA INTERNATIONAL BV 6.750% 07/15/2036 DD 07/24/06	592,608.50	106.6130	597,371.50	-4,763.00
2,070,000.0000	FMR LLC 144A 6.500% 12/14/2040 DD 07/06/10	2,599,299.00	114.8180	2,376,732.60	222,566.40-
300,000.0000	FMR LLC 144A 5.150% 02/01/2043 DD 02/01/13	305,634.00	95.9970	287,991.00	17,643.00-
1,060,000.0000	FLORIDA POWER & LIGHT CO 4.950% 06/01/2035 DD 06/07/05	1,238,535.80	104.8030	1,110,911.80	127,624.00-
1,775,000.0000	FLORIDA POWER & LIGHT CO 4.125% 02/01/2042 DD 12/13/11	1,655,443.00	92.0350	1,633,621.25	221,821.75-
1,000,000.0000	DUKE ENERGY FLORIDA INC 6.350% 09/15/2037 DD 09/18/07	1,342,750.00	122.6870	1,226,670.00	115,880.00-

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1,650,000.0000	DUKE ENERGY FLORIDA INC 6.400% 06/15/2038 DD 06/16/08	2,222,385.00	123.2950	2,034,367.50	188,017.50-
1,900,000.0000	FRANCE TELECOM SA VAR RT 03/01/2031 DD 09/01/01	2,644,053.00	136.0670	2,623,273.00	220,780.00+
2,445,000.0000	GENERAL ELECTRIC CO 4.125% 10/09/2042 DD 10/09/12	2,515,049.25	92.3860	2,256,837.70	258,211.55-
2,980,000.0000	GENERAL ELECTRIC CAPITAL CORP 6.750% 03/15/2032 DD 03/20/02	3,870,215.40	123.8310	3,690,163.80	180,051.60+
3,500,000.0000	GENERAL ELECTRIC CAPITAL CORP 6.150% 08/07/2037 DD 08/07/07	4,351,200.00	118.8680	4,063,380.00	287,820.00+
16,745,000.0000	GENERAL ELECTRIC CAPITAL CORP 5.875% 01/14/2038 DD 01/14/08	20,198,656.25	113.9110	19,074,396.95	1,124,259.30+
8,825,000.0000	GENERAL ELECTRIC CAPITAL CORP 6.875% 01/10/2039 DD 01/09/09	9,277,222.50	128.5800	8,774,220.00	503,002.50+
895,000.0000	GLAXOSMITHKLINE CAPITAL INC 6.375% 05/15/2038 DD 05/13/08	1,236,397.75	122.3950	1,095,435.25	140,962.50+
700,000.0000	GOLDMAN SACHS GROUP INC/THE 7.500% 02/15/2019 DD 02/05/09	880,782.00	121.7970	552,579.00	328,203.00+
5,200,000.0000	GOLDMAN SACHS GROUP INC/THE 5.375% 03/15/2020 DD 03/08/10	5,768,620.00	111.2130	5,783,076.00	14,456.00
865,000.0000	GOLDMAN SACHS GROUP INC/THE 6.000% 06/15/2020 DD 06/03/10	790,159.65	114.6580	762,475.70	27,683.95+
5,175,000.0000	GOLDMAN SACHS GROUP INC/THE 6.125% 02/15/2033 DD 02/13/03	7,227,961.00	112.4840	5,945,887.00	1,282,074.00+

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BNY MELLON

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
9,855,000.0000	GOLDMAN SACHS GROUP INC/THE 6.750% 10/01/2037 DO 10/03/07	11,090,170.15	111.2550	10,964,190.25	125,989.90-
2,110,000.0000	GOLDMAN SACHS GROUP INC/THE 6.250% 02/01/2041 DO 01/28/11	2,591,053.45	115.2400	2,431,564.00	159,489.45-
200,000.0000	GOLDMAN SACHS GROUP INC/THE 5.250% 07/27/2021 DO 07/27/11	217,720.00	109.4840	216,968.00	1,248.00
1,390,000.0000	GOLDMAN SACHS GROUP INC/THE 5.750% 01/24/2022 DO 01/24/12	1,626,687.90	112.5600	1,564,709.10	64,178.80-
5,885,000.0000	HSBC BANK USA NA/NEW YORK NY 5.875% 11/01/2034 DO 10/25/04	6,907,836.45	109.9340	6,469,615.90	438,020.55-
5,400,000.0000	HSBC BANK USA NA 7.000% 01/15/2039 DO 06/18/08	7,300,152.00	125.1210	6,756,534.00	543,618.00-
700,000.0000	HSBC HOLDINGS PLC 7.625% 05/17/2032 DO 05/17/05	908,271.00	125.1070	875,749.00	32,522.00-
4,000,000.0000	HSBC HOLDINGS PLC 6.500% 05/02/2036 DO 05/03/06	4,997,520.00	118.4530	4,738,120.00	259,400.00-
4,400,000.0000	HSBC HOLDINGS PLC 6.500% 09/15/2037 DO 09/12/07	5,402,036.00	118.2740	5,204,056.00	287,980.00-
1,400,000.0000	HSBC HOLDINGS PLC 6.800% 06/01/2038 DO 06/27/08	1,790,418.00	123.0150	1,722,210.00	68,208.00-
700,000.0000	HSBC HOLDINGS PLC 5.100% 04/05/2021 DO 04/05/11	826,616.00	111.1450	776,015.00	48,601.00-
6,395,000.0000	HALLIBURTON CO 4.750% 08/01/2043 DO 08/05/13	6,381,826.30	98.2050	6,260,209.75	101,616.55-

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,950,000.0000	HOME DEPOT INC/THE 5.575% 12/16/2036 DD 12/19/06	2,562,690.00	115.3900	2,250,105.00	312,585.00-
2,410,000.0000	HOME DEPOT INC/THE 5.400% 09/15/2040 DD 09/10/10	3,021,658.00	108.2500	2,609,017.80	412,640.20-
350,000.0000	HOME DEPOT INC/THE 4.200% 04/01/2043 DD 04/05/13	312,487.50	91.1300	318,955.00	6,467.50
1,210,000.0000	HOME DEPOT INC/THE 4.875% 02/15/2044 DD 09/10/13	1,191,922.60	101.2570	1,225,209.70	33,287.10
890,000.0000	HUTCHISON WHAMPOA INTERNA 144A 4.625% 01/13/2022 DD 01/13/12	992,741.60	102.1460	909,099.40	83,642.20-
2,110,000.0000	INTEL CORP 4.800% 10/01/2041 DD 09/19/11	2,322,287.10	97.5230	2,097,735.30	264,551.80-
1,285,000.0000	INTEL CORP 4.000% 12/15/2032 DD 12/11/12	1,277,277.15	92.1870	1,184,345.95	92,931.20-
93,000.0000	INTERNATIONAL BUSINESS MACHINE 5.600% 11/30/2039 DD 11/30/09	119,859.33	111.8670	104,036.31	15,823.02-
905,000.0000	INTERSTATE POWER & LIGHT CO 6.250% 07/15/2039 DD 07/10/09	1,187,160.90	117.9960	1,067,863.80	119,297.10-
13,325,000.0000	JPMORGAN CHASE & CO 6.400% 05/15/2038 DD 05/22/08	17,681,449.24	119.3500	15,903,387.50	1,778,061.74-
200,000.0000	JPMORGAN CHASE & CO 4.950% 03/25/2020 DD 03/25/10	231,980.00	110.9030	221,806.00	10,174.00-
400,000.0000	JPMORGAN CHASE & CO 4.400% 07/22/2020 DD 07/22/10	451,536.00	107.4980	429,984.00	21,552.00-

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300,000.0000	JPMORGAN CHASE & CO 5.500% 10/15/2040 DD 10/21/10	386,735.00	108.8540	325,862.00	40,773.00-
1,400,000.0000	JPMORGAN CHASE & CO 4.625% 05/10/2021 DD 05/10/11	1,586,238.00	107.8000	1,509,200.00	87,038.00-
2,755,000.0000	JPMORGAN CHASE & CO 4.500% 01/24/2022 DD 01/23/12	3,077,020.20	105.7730	2,914,046.15	162,974.05-
3,105,000.0000	KEYSPAN GAS EAST CORP 144A 5.816% 04/01/2041 DD 03/31/11	3,917,174.85	112.1880	3,483,437.40	433,737.45-
400,000.0000	KOREA DEVELOPMENT BANK/THE 3.000% 09/14/2022 DD 09/14/12	388,456.00	93.9380	375,744.00	22,712.00-
3,761,000.0000	LOCKHEED MARTIN CORP 4.070% 12/15/2042 DD 12/14/12	3,598,302.57	87.4410	3,288,856.01	309,446.56-
870,000.0000	LOWE'S COS INC 4.850% 04/15/2042 DD 04/23/12	968,658.00	96.7100	841,377.00	127,281.00-
1,500,000.0000	MASSACHUSETTS INSTITUTE OF TEC 5.600% 07/01/2039 DD 05/18/11	2,176,680.00	113.5890	1,703,835.00	472,845.00-
1,630,000.0000	MASSACHUSETTS MUTUAL LIFE 144A 8.875% 06/01/2039 DD 06/01/09	2,526,979.40	143.3060	2,335,887.80	191,091.60-
970,000.0000	MEDTRONIC INC 5.550% 03/15/2040 DD 03/16/10	1,261,310.40	109.1370	1,058,628.90	202,681.50-
2,625,000.0000	MERCK & CO INC 3.600% 09/15/2042 DD 09/13/12	2,589,956.25	82.8310	2,174,313.75	415,642.50-
2,890,000.0000	METLIFE INC 5.700% 06/15/2035 DD 06/23/08	3,528,545.50	109.2140	3,156,284.60	372,260.90-

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2,400,000.0000	METLIFE INC 4.750% 02/06/2021 DD 08/06/10	2,786,688.00	108.0810	2,593,944.00	192,744.00-
1,275,000.0000	METROPOLITAN LIFE GLOBAL 144A 3.000% 01/10/2023 DD 01/10/13	1,274,349.75	93.1890	1,197,904.75	86,445.00-
900,000.0000	MICROSOFT CORP 4.875% 12/15/2043 DD 12/06/13	896,866.00	102.2080	919,872.00	22,986.00
1,645,000.0000	MOSAIC CO/THE 5.450% 11/15/2033 DD 11/13/13	1,638,647.70	101.8850	1,676,008.25	37,160.55
785,000.0000	MOSAIC CO/THE 5.625% 11/15/2043 DD 11/13/13	784,317.05	101.4480	796,366.80	12,049.75
1,195,000.0000	MOTIVA ENTERPRISES LLC 144A 6.650% 01/15/2040 DD 01/11/10	1,654,250.45	122.5500	1,465,667.50	188,582.95-
1,775,000.0000	NYU HOSPITALS CENTER 5.750% 07/01/2043 DD 08/01/13	1,775,000.00	101.1850	1,796,033.75	21,033.75
447,000.0000	NATIONAL RURAL UTILITIES COOPE 4.023% 11/01/2032 DD 10/16/12	462,412.56	93.1990	416,589.53	45,813.03-
895,000.0000	NBCUNIVERSAL MEDIA LLC 6.400% 04/30/2040 DD 04/30/11	1,148,383.45	114.9630	1,028,918.85	119,464.60-
3,200,000.0000	NEVADA POWER CO 6.750% 07/01/2037 DD 06/28/07	4,438,496.00	124.1130	3,971,616.00	466,880.00-
1,875,000.0000	NEW YORK LIFE INSURANCE C 144A 6.750% 11/15/2039 DD 10/08/09	2,352,068.75	121.9830	2,287,181.25	44,887.50-
1,145,000.0000	NEXEN INC 7.500% 07/30/2039 DD 07/30/09	1,657,192.85	127.5260	1,460,172.70	197,020.15-

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,560,000.0000	NIAGARA MOHAWK POWER CORP 144A 4.119% 11/28/2042 DD 11/28/12	1,527,084.00	87.3650	1,362,894.00	164,190.00-
300,000.0000	NIPPON LIFE INSURANCE CO 144A VAR RT 10/18/2042 DD 10/18/12	316,864.00	103.2500	309,750.00	7,134.00-
1,300,000.0000	NORTHERN STATES POWER CO/MN 6.200% 07/01/2037 DD 06/26/07	1,768,345.00	119.8780	1,555,814.00	232,531.00-
1,670,000.0000	ORACLE CORP 6.125% 07/08/2039 DD 07/08/09	2,226,748.60	118.5190	1,945,867.30	282,881.30-
1,455,000.0000	ORACLE CORP 5.375% 07/15/2040 DD 07/15/11	1,814,137.65	108.7780	1,553,819.90	260,517.75-
865,000.0000	PPL ELECTRIC UTILITIES CORP 5.200% 07/15/2041 DD 07/15/11	1,033,415.50	106.1550	918,240.75	115,174.75-
775,000.0000	PPL ELECTRIC UTILITIES CORP 4.750% 07/15/2043 DD 07/11/13	770,086.50	100.0790	775,012.25	5,525.75
1,720,000.0000	PACIFIC GAS & ELECTRIC CO 5.600% 03/01/2037 DD 03/13/07	2,127,880.80	110.2390	1,896,110.80	231,770.00-
1,000,000.0000	PACIFIC GAS & ELECTRIC CO 6.350% 02/15/2038 DD 03/03/08	1,319,610.00	115.7730	1,157,730.00	161,880.00-
800,000.0000	PACIFIC GAS & ELECTRIC CO 6.250% 03/01/2039 DD 03/06/09	792,474.00	114.7130	686,276.00	104,198.00-
2,810,000.0000	PACIFIC GAS & ELECTRIC CO 5.400% 01/15/2040 DD 11/18/09	3,484,899.60	106.3170	3,093,824.70	391,074.90-
2,550,000.0000	PACIFIC GAS & ELECTRIC CO 4.600% 06/15/2043 DD 06/14/13	2,547,934.50	95.4230	2,433,286.50	114,648.00-

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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
1,480,000.0000	PACIFIC LIFE INSURANCE CO 144A 9.250% 06/15/2039 DD 06/19/09	2,124,443.40	138.8710	2,055,290.80	89,152.60-
1,350,000.0000	PACIFICORP 6.000% 01/15/2039 DD 01/08/09	1,791,139.50	115.8480	1,563,921.00	227,218.50-
500,000.0000	PETROBRAS INTERNATIONAL FINANC 8.750% 01/27/2041 DD 01/27/11	478,750.00	93.0430	465,215.00	13,535.00-
1,065,000.0000	PFIZER INC 7.200% 03/15/2039 DD 03/24/09	1,632,826.05	134.4110	1,431,477.15	201,348.90-
1,600,000.0000	PHILIP MORRIS INTERNATIONAL IN 6.375% 05/16/2038 DD 05/16/08	2,176,752.00	118.5290	1,596,464.00	282,288.00-
2,435,000.0000	PHILIP MORRIS INTERNATIONAL IN 3.875% 08/21/2042 DD 08/21/12	2,446,197.70	84.6490	2,061,203.15	388,994.55-
1,285,000.0000	PHILIP MORRIS INTERNATIONAL IN 4.125% 03/04/2043 DD 03/04/13	1,246,981.45	87.5420	1,124,914.70	124,066.75-
2,570,000.0000	PRUDENTIAL FINANCIAL INC 5.100% 08/15/2043 DD 08/15/13	2,588,817.80	99.3180	2,552,421.20	16,396.60-
850,000.0000	PUBLIC SERVICE CO OF COLORADO 4.750% 08/15/2041 DD 08/09/11	745,472.00	100.9980	856,487.00	88,985.00-
1,090,000.0000	PUGET SOUND ENERGY INC 5.757% 10/01/2039 DD 09/11/09	1,380,822.90	113.3280	1,235,275.20	145,547.70-
2,510,000.0000	PUGET SOUND ENERGY INC 5.795% 03/15/2040 DD 03/08/10	3,201,479.90	114.0080	2,861,600.80	339,879.10-
675,000.0000	QTEL INTERNATIONAL FINANC 144A 3.675% 01/31/2028 DD 01/31/13	669,373.50	85.0000	573,750.00	95,623.50-

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625,000.0000	RIO TINTO FINANCE USA PLC 3.500% 03/22/2022 DD 03/22/12	657,612.50	98.1320	613,025.00	44,287.50-
1,945,000.0000	RIO TINTO FINANCE USA LTD 5.200% 11/02/2040 DD 11/02/10	2,285,822.35	103.0070	2,003,486.15	282,336.20-
1,620,000.0000	SAN DIEGO GAS & ELECTRIC CO 5.350% 05/15/2040 DD 05/13/10	2,063,021.40	110.9770	1,797,827.40	265,194.00-
665,000.0000	SAN DIEGO GAS & ELECTRIC CO 4.500% 08/15/2040 DD 08/28/10	747,346.95	98.8500	657,352.50	89,994.45-
300,000.0000	SAUDI ELECTRICITY GLOBAL 144A 5.050% 04/08/2043 DD 04/08/13	300,000.00	90.0100	270,030.00	29,970.00-
2,300,000.0000	SHELL INTERNATIONAL FINANCE BV 5.500% 03/25/2040 DD 03/25/10	2,953,131.00	111.0940	2,555,162.00	397,969.00-
1,000,000.0000	SHELL INTERNATIONAL FINANCE BV 4.550% 08/12/2043 DD 08/12/13	993,200.00	97.5340	975,340.00	17,860.00-
930,000.0000	SIMON PROPERTY GROUP LP 6.750% 02/01/2040 DD 01/25/10	1,260,298.80	129.4270	1,186,471.10	83,827.70-
455,000.0000	SIMON PROPERTY GROUP LP 4.750% 03/15/2042 DD 03/13/12	467,450.60	96.7510	440,217.05	47,233.55-
1,650,000.0000	SOUTHERN CALIFORNIA EDISON CO 6.000% 01/15/2034 DD 01/14/04	2,154,273.00	117.8890	1,941,866.50	212,406.50-
1,300,000.0000	SOUTHERN CALIFORNIA EDISON CO 5.500% 03/15/2040 DD 03/11/10	1,653,405.00	110.4480	1,435,824.00	217,581.00-
500,000.0000	STATE GRID OVERSEAS INV 144A 4.375% 05/22/2043 DD 05/22/13	460,110.00	86.3940	441,970.00	18,140.00-

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1,020,000.0000	STATOIL ASA 4.250% 11/23/2041 DD 11/23/11	1,097,418.00	91.6630	934,962.60	162,455.40-
990,000.0000	STATOIL ASA 3.950% 05/15/2043 DD 05/15/13	986,614.00	87.4700	865,953.00	122,661.00+
536,000.0000	TARGET CORP 7.000% 01/15/2038 DD 01/17/08	787,282.16	125.4190	672,245.84	115,036.32-
3,358,000.0000	TRANSCANADA PIPELINES LTD 7.625% 01/15/2039 DD 01/09/09	5,051,640.88	133.4750	4,482,090.50	569,550.38-
850,000.0000	TRAVELERS COS INC/THE 6.250% 06/15/2037 DD 05/29/07	1,150,789.50	119.8770	1,018,954.80	131,835.00-
1,860,000.0000	TRAVELERS COS INC/THE 4.600% 06/01/2043 DD 06/01/13	1,856,201.20	97.7060	1,817,331.60	37,869.60-
244,000.0000	UBS AG/STAMFORD CT 5.750% 04/25/2018 DD 04/25/08	289,662.16	114.8050	280,124.20	9,537.96-
7,620,000.0000	UNITED TECHNOLOGIES CORP 4.500% 06/01/2042 DD 06/01/12	6,467,039.20	97.1090	7,399,705.80	1,067,333.40+
1,050,000.0000	UNITEDHEALTH GROUP INC 5.800% 03/15/2036 DD 03/02/06	1,266,793.50	110.0070	1,155,073.50	111,720.00+
1,005,000.0000	UNITEDHEALTH GROUP INC 5.950% 02/15/2041 DD 02/17/11	1,263,596.55	113.2880	1,138,544.40	125,052.15-
275,000.0000	UNITEDHEALTH GROUP INC 4.250% 03/15/2043 DD 02/28/13	271,271.00	89.7430	246,793.25	24,477.75-
5,890,000.0000	VERIZON COMMUNICATIONS INC 7.350% 04/01/2039 DD 03/27/09	8,586,466.00	124.1980	7,315,321.10	1,273,144.00-

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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
4,008,000.0000	VODAFONE GROUP PLC 6.150% 02/27/2037 DD 02/27/07	5,301,301.44	108.3770	4,342,750.16	957,551.28-
3,200,000.0000	WACHOVIA BANK NA 5.850% 02/01/2037 DD 01/29/07	3,970,272.00	114.1710	3,653,472.00	316,800.00-
8,550,000.0000	WACHOVIA BANK NA 6.600% 01/15/2038 DD 12/07/07	8,677,009.60	124.4290	8,150,099.50	726,909.50-
4,545,000.0000	WAL-MART STORES INC 6.200% 04/15/2038 DD 04/15/06	6,093,069.03	120.1850	5,482,406.25	630,600.78-
6,860,000.0000	WAL-MART STORES INC 4.875% 07/08/2040 DD 07/08/10	6,224,701.60	101.9510	7,095,769.50	1,128,812.00+
3,265,000.0000	WAL-MART STORES INC 5.625% 04/15/2041 DD 04/18/11	4,209,804.20	113.6470	3,707,309.55	502,494.65-
1,000,000.0000	WAL-MART STORES INC 4.000% 04/11/2043 DD 04/11/13	888,240.00	88.9980	889,980.00	1,740.00
272,000.0000	WELLPOINT INC 5.950% 12/15/2034 DD 12/09/04	324,782.56	108.2290	294,382.89	30,378.68-
3,315,000.0000	WELLS FARGO & CO 5.375% 11/02/2043 DD 10/28/13	3,305,187.60	102.4010	3,394,593.15	89,405.55
4,880,000.0000	WELLS FARGO & CO 5.375% 02/07/2035 DD 02/07/05	5,919,635.20	105.8600	5,165,966.00	753,667.20-
2,100,000.0000	WELLS FARGO BANK NA 5.950% 08/26/2036 DD 08/29/06	2,849,633.00	113.7430	2,388,603.00	261,030.00-
1,050,000.0000	WYETH LLC 6.500% 02/01/2034 DD 12/16/03	1,294,051.50	122.4100	1,285,305.00	8,746.50-
TOTAL CORPORATE DEBT INSTRUMENTS - PREFERRED		516,328,359.56		470,496,678.77	45,831,680.79-

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SCHEDULE H, PART IV, LINE 4i

SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF YEAR)

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
<u>CORPORATE DEBT INSTRUMENTS</u>					
200,000.0000	BANQUE PSA FINANCE SA 4.250% 02/25/2016	271,329.62	143.6338	287,067.77	15,738.15
200,000.0000	BANQUE PSA FINANCE SA 3.875% 01/14/2015	268,940.94	140.3661	280,730.30	11,789.36
500,000.0000	CREDIT SUISSE VAR RT 09/18/2025	711,366.80	147.4406	737,203.25	25,836.45
500,000.0000	BARCLAYS BANK PLC VAR RT 11/29/2049	1,071,171.10	219.9168	1,099,584.38	28,413.28
700,000.0000	GAZPROM OAO VIA GAZ CAPITAL SA 8.625% 04/28/2034	1,007,419.00	118.0000	828,000.00	181,419.00-
2,300,000.0000	GAZPROM OAO VIA GAZ CAPITAL SA 6.510% 03/07/2022	2,742,750.00	107.3750	2,469,525.00	273,125.00-
2,000,000.0000	AK TRANSNEFT OJSC VIA TRANSCAP 8.700% 08/07/2018	2,590,500.00	121.5850	2,431,700.00	158,800.00-
3,100,000.0000	SBERBANK OF RUSSIA VIA SB CAPI 5.717% 06/16/2021	3,418,275.00	104.5600	3,241,050.00	177,225.00-
200,000.0000	UBS AG/JERSEY VAR RT 02/22/2022	219,480.00	109.5000	219,000.00	480.00-
250,000.0000	ADT CORP/THE 3.500% 07/15/2022 DO 01/15/13	243,580.50	87.0450	217,612.50	25,968.00-
850,000.0000	ADT CORP/THE 4.875% 07/15/2042 DO 01/15/13	479,027.00	75.2600	489,125.00	10,098.00

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,465,000.0000	AGL CAPITAL CORP 5.675% 03/15/2041 DD 03/21/11	1,013,729.50	109.8830	1,606,855.95	306,873.55-
1,595,000.0000	AON PLC 4.450% 05/24/2043 DD 05/24/13	1,584,536.80	88.8320	1,416,870.40	167,666.40-
1,475,000.0000	ABBVIE INC 4.400% 11/06/2042 DD 05/06/13	1,568,118.75	93.2670	1,375,688.25	192,428.50-
300,000.0000	ACTIVISION BLIZZARD INC 144A 6.125% 09/15/2023 DD 09/19/13	313,500.00	104.2500	312,750.00	750.00-
1,265,000.0000	AETNA INC 4.500% 05/15/2042 DD 05/04/12	1,327,212.70	92.9610	1,175,956.65	151,256.05-
1,765,000.0000	AGRIUM INC 6.125% 01/15/2041 DD 12/20/10	2,122,041.85	107.6330	1,899,722.45	222,319.40-
2,135,000.0000	AGRIUM INC 4.900% 06/01/2043 DD 05/31/13	2,118,731.30	92.8000	1,977,010.00	141,721.30-
1,300,000.0000	RIO TINTO ALCAN INC 6.125% 12/15/2033 DD 12/08/03	1,641,315.00	112.5350	1,482,955.00	178,360.00-
1,390,000.0000	ALLTEL CORP 6.800% 05/01/2029 DD 04/27/99	1,889,115.30	115.8580	1,807,818.40	281,496.90-
1,789,000.0000	ALTRIA GROUP INC 9.950% 11/10/2038 DD 11/10/08	2,914,321.38	152.5400	2,698,432.60	215,888.78-
461,000.0000	ALTRIA GROUP INC 10.200% 02/08/2039 DD 02/08/09	719,071.67	156.0210	719,256.81	185.14
2,245,000.0000	ALTRIA GROUP INC 4.750% 05/05/2021 DD 05/05/11	2,544,191.15	107.3160	2,409,244.20	134,946.95-

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
2,015,000.0000	ALTRIA GROUP INC 4.250% 08/09/2042 DD 08/09/12	1,954,147.80	85.3420	1,719,641.30	234,505.70-
3,700,000.0000	ALTRIA GROUP INC 4.500% 05/02/2043 DD 05/02/13	3,566,316.00	88.3580	3,269,240.00	299,070.00-
2,385,000.0000	ALTRIA GROUP INC 5.375% 01/31/2044 DD 10/31/13	2,354,925.10	100.4140	2,374,791.10	19,866.00
100,000.0000	HESS CORP 7.300% 08/15/2031 DD 08/15/01	121,740.00	122.1270	122,127.00	387.00
0.0110	AMERICAN AIRLINES PASS THROUGH 10.375% 01/02/2021 DD 07/07/09	0.01	102.0000	0.01	0.00
342,537.5880	AMERICAN AIRLINES 2011-1 CLASS 5.250% 07/31/2022 DD 01/25/11	360,092.68	105.7500	362,233.50	2,140.82
0.0010	AMERICAN AIRLINES 2011-2 CLASS 8.625% 04/15/2023 DD 10/04/11	0.00	101.0000	0.00	0.00
3,000,000.0000	AMERICAN INTERNATIONAL GROUP I 5.650% 01/16/2018 DD 12/12/07	3,546,600.00	114.7050	3,441,150.00	105,450.00-
3,570,000.0000	AMERICAN INTERNATIONAL GROUP I VAR RT 05/15/2068 DD 05/15/09	4,489,875.00	121.0000	4,319,700.00	170,175.00-
800,000.0000	AMERICAN INTERNATIONAL GROUP I 8.250% 08/15/2018 DD 02/15/09	788,334.00	125.0880	750,528.00	37,806.00-
1,380,000.0000	AMERICAN INTERNATIONAL GROUP I 6.400% 12/15/2020 DD 12/03/10	1,712,304.00	118.1860	1,630,966.80	81,337.20-
1,130,000.0000	AMERICAN TOWER CORP 5.000% 02/15/2024 DD 08/19/13	1,128,734.40	100.7390	1,138,350.70	9,616.30

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
6,600,000.0000	AMGEN INC 4.950% 10/01/2041 DD 09/16/10	7,275,708.00	95.0060	6,270,396.00	1,005,312.00-
4,005,000.0000	AMGEN INC 5.650% 06/15/2042 DD 06/30/11	4,808,843.55	105.9040	4,241,455.20	567,388.35-
4,785,000.0000	AMGEN INC 5.150% 11/15/2041 DD 11/10/11	5,347,998.45	99.6290	4,767,247.65	580,750.80-
2,815,000.0000	AMGEN INC 5.375% 05/15/2043 DD 05/15/12	3,244,446.15	102.6720	2,890,216.80	354,229.35-
4,185,000.0000	ANADARKO PETROLEUM CORP 6.200% 03/15/2040 DD 03/16/10	5,136,818.95	110.8130	4,629,154.05	509,664.90-
4,400,000.0000	ANADARKO PETROLEUM CORP 6.450% 09/15/2038 DD 09/19/08	5,512,188.00	112.2940	4,940,936.00	571,252.00-
2,550,000.0000	ANADARKO PETROLEUM CORP 7.950% 06/15/2039 DD 06/12/09	3,684,138.00	131.7540	3,359,727.00	324,411.00-
4,105,000.0000	ANHEUSER-BUSCH INBEV WORLDWIDE 6.200% 01/15/2039 DD 01/15/11	6,741,518.35	146.2580	6,003,808.80	737,709.55-
910,000.0000	AON CORP 6.250% 09/30/2040 DD 09/10/10	1,182,708.80	114.3540	1,040,621.40	142,087.40-
4,100,000.0000	APPALACHIAN POWER CO 6.700% 06/15/2037 DD 06/17/07	5,379,446.00	115.8270	4,748,907.00	630,539.00-
2,940,000.0000	APPALACHIAN POWER CO 7.000% 04/01/2038 DD 03/25/08	4,001,193.00	120.7850	3,551,079.00	450,114.00-
300,000.0000	ARCH COAL INC 7.250% 10/01/2020 DD 08/09/10	273,000.00	77.7500	233,250.00	39,750.00-

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
600,000.0000	ARCH COAL INC 7.250% 06/15/2021 DO 12/15/11	556,000.00	76.5000	459,000.00	99,000.00-
1,410,000.0000	ARROW ELECTRONICS INC 7.500% 01/15/2027 DO 01/15/97	1,596,897.70	114.6420	1,619,272.20	20,374.50
3,565,000.0000	ASCIANO FINANCE LTD 144A 6.000% 04/07/2023 DO 04/07/11	4,001,569.90	104.8690	3,738,579.85	262,990.05-
1,785,000.0000	ATMOS ENERGY CORP 4.150% 01/15/2043 DO 01/11/13	1,781,644.20	89.9470	1,605,553.95	176,090.25-
900,000.0000	AVIATION CAPITAL GROUP CO 144A 7.125% 10/15/2020 DO 10/07/10	947,635.00	112.0250	1,008,225.00	60,390.00
1,460,000.0000	AVIATION CAPITAL GROUP CO 144A 6.750% 04/06/2021 DO 04/06/11	1,509,202.00	108.7430	1,587,847.80	78,445.80
2,575,000.0000	AVON PRODUCTS INC 6.950% 03/15/2043 DO 03/12/13	2,567,558.25	96.4240	2,482,918.00	84,640.25-
400,000.0000	BBVA BANCOMER SA/TEXAS 144A 6.750% 09/30/2022 DO 07/19/12	435,500.00	106.5000	426,000.00	9,500.00-
1,470,000.0000	BALTIMORE GAS & ELECTRIC CO 6.350% 10/01/2036 DO 04/01/07	1,951,542.80	117.5300	1,727,691.00	223,851.80-
1,900,000.0000	BANK ONE CORP 8.000% 04/29/2027 DO 04/29/97	2,679,627.00	127.7160	2,426,604.00	253,023.00-
3,600,000.0000	BANCO DO BRASIL SA/CAYMAN 3.875% 10/10/2022 DO 10/10/12	3,826,500.00	87.0000	3,306,000.00	522,500.00-
400,000.0000	BANCO SANTANDER BRASIL SA 144A 4.625% 02/13/2017 DO 02/13/12	420,500.00	104.0000	416,000.00	4,500.00-

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
930,000.0000	BANCO SANTANDER MEXICO SA 144A 4.125% 11/09/2022 DD 11/09/12	946,275.00	94.2500	876,525.00	69,750.00-
1,700,000.0000	BANK OF AMERICA NA 6.000% 10/15/2036 DD 10/28/08	2,082,976.00	114.7660	1,951,022.00	131,954.00-
275,000.0000	BANK OF AMERICA CORP 5.650% 05/01/2018 DD 05/02/08	319,946.00	113.8270	313,024.25	6,921.75-
300,000.0000	BANK OF AMERICA CORP 5.625% 07/01/2020 DD 08/22/10	355,689.00	114.2710	342,813.00	12,876.00-
1,415,000.0000	BANK OF AMERICA CORP 5.000% 05/13/2021 DD 05/13/11	1,615,434.75	109.2770	1,546,269.55	69,165.20-
1,695,000.0000	BANK OF AMERICA CORP 5.875% 02/07/2042 DD 02/07/12	1,984,712.00	114.3890	1,938,554.55	56,157.45-
700,000.0000	BARRICK GOLD CORP 5.800% 11/15/2034 DD 11/12/04	793,700.00	84.8090	592,283.00	171,437.00-
1,980,000.0000	BARRICK NORTH AMERICA FINANCE 7.500% 09/15/2038 DD 09/11/08	2,585,172.00	100.8570	1,912,483.00	682,689.00-
200,000.0000	BARRICK NORTH AMERICA FINANCE 5.700% 05/30/2041 DD 06/01/11	229,312.00	85.9110	171,822.00	57,490.00-
600,000.0000	BARRICK PD AUSTRALIA FINANCE P 5.950% 10/15/2039 DD 10/18/09	692,964.00	86.5240	519,144.00	173,820.00-
470,000.0000	BORGWARNER INC 4.625% 09/15/2020 DD 09/16/10	517,188.00	105.7090	496,832.30	20,355.70-
835,000.0000	BSKYB FINANCE UK PLC 144A 6.500% 10/15/2035 DD 10/20/05	1,072,240.20	111.5740	931,642.90	140,597.30-

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2,485,000.0000	BURLINGTON NORTHERN SANTA FE L 4.450% 03/15/2043 DD 03/12/13	2,484,577.55	80.6710	2,253,174.35	231,403.20-
4,020,000.0000	CF INDUSTRIES INC 4.950% 06/01/2043 DD 05/23/13	4,013,085.60	91.0110	3,658,642.20	354,443.40-
740,000.0000	CIGNA CORP 5.675% 03/15/2041 DD 03/07/11	898,345.20	110.3050	816,257.00	82,088.20-
3,485,000.0000	CIGNA CORP 5.375% 02/15/2042 DD 11/10/11	4,057,480.95	103.9700	3,623,354.50	434,126.45-
700,000.0000	CIT GROUP INC 5.000% 08/15/2022 DD 08/03/12	685,125.00	97.5000	682,500.00	2,625.00-
900,000.0000	CSX CORP 8.150% 05/01/2037 DD 04/25/07	1,137,825.00	111.8570	1,004,913.00	132,912.00-
2,290,900.0000	CSX CORP 8.220% 04/30/2040 DD 03/24/10	2,955,634.30	113.0480	2,588,799.20	366,835.10-
900,000.0000	CSX CORP 5.500% 04/15/2041 DD 10/21/10	1,078,382.00	105.1880	946,512.00	131,850.00-
850,000.0000	CVS CAREMARK CORP 6.250% 06/01/2027 DD 05/25/07	1,122,323.00	116.2010	987,708.50	134,614.50-
900,000.0000	CVS CAREMARK CORP 6.125% 09/15/2039 DD 09/11/09	1,151,784.00	113.4120	1,020,708.00	131,076.00-
2,295,190.3350	CVS PASS-THROUGH TRUST 144A 7.507% 01/10/2032 DD 12/22/09	3,026,884.15	110.2080	2,737,242.58	289,641.57-
1,777,652.7300	CVS PASS-THROUGH TRUST 144A 5.773% 01/10/2033 DD 12/17/10	2,096,030.41	105.0050	1,886,624.25	229,406.16-

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2,263,120.9590	CVS PASS-THROUGH TRUST 144A 8.353% 07/10/2031 DO 06/26/09	3,120,459.13	125.3590	2,837,025.80	283,433.33-
1,900,000.0000	CAMERON INTERNATIONAL CORP 7.000% 07/15/2038 DO 06/26/08	2,572,391.00	120.9130	2,297,347.00	275,044.00-
2,315,000.0000	CAMERON INTERNATIONAL CORP 5.950% 06/01/2041 DO 06/02/11	2,691,828.55	108.6490	2,515,224.35	376,604.20-
1,700,000.0000	CANADIAN OIL SANDS LTD 144A 6.000% 04/01/2042 DO 03/29/12	1,996,531.00	102.2620	1,738,464.00	258,077.00-
1,605,000.0000	CANADIAN PACIFIC RAILWAY CO 5.950% 05/15/2037 DO 05/08/07	1,940,717.85	109.5690	1,758,582.45	182,135.40-
2,000,000.0000	CC HOLDINGS GS V LLC / CROWN C 3.849% 04/15/2023 DO 04/15/13	2,000,030.00	93.8100	1,872,200.00	127,830.00-
6,425,000.0000	CENOVUS ENERGY INC 6.750% 11/15/2039 DO 05/15/10	8,529,144.65	117.2120	7,530,871.00	998,273.65-
775,000.0000	CENOVUS ENERGY INC 5.200% 09/15/2043 DO 08/16/13	771,915.50	99.1670	768,544.25	3,371.25-
950,000.0000	CENTURYLINK INC 5.625% 04/01/2020 DO 03/21/13	953,462.50	101.7500	965,625.00	13,162.50
490,000.0000	CENTURYLINK INC 6.750% 12/01/2023 DO 11/27/13	490,000.00	101.2500	496,125.00	6,125.00
270,000.0000	CHURCHILL DOWNS INC 144A 5.375% 12/15/2021 DO 12/16/13	270,000.00	101.7500	274,725.00	4,725.00
800,000.0000	CIELO SA / CIELO USA INC 144A 3.750% 11/16/2022 DO 11/16/12	592,200.00	89.0000	534,000.00	58,200.00-

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2,015,000.0000	CITIGROUP INC 6.125% 06/25/2036 DD 08/25/06	2,196,108.20	106.8170	2,148,332.55	47,775.65-
3,555,000.0000	CITIGROUP INC 5.875% 05/29/2037 DD 05/29/07	4,277,980.35	109.1450	3,880,104.75	397,875.60-
300,000.0000	CITIGROUP INC 6.000% 08/15/2017 DD 08/15/07	359,446.00	113.9760	341,928.00	11,517.00-
5,465,000.0000	CITIGROUP INC 6.125% 07/15/2039 DD 07/23/06	6,085,684.10	140.2600	7,665,700.85	419,983.25-
1,400,000.0000	CLECO POWER LLC 6.000% 12/01/2040 DD 11/15/10	1,663,116.00	109.2870	1,530,018.00	133,098.00-
900,000.0000	CLIFFS NATURAL RESOURCES INC 6.250% 10/01/2040 DD 09/20/10	877,455.00	85.1910	766,719.00	110,736.00-
2,020,000.0000	COMMONWEALTH EDISON CO 6.450% 01/15/2038 DD 01/16/08	2,749,220.90	121.0260	2,444,725.20	304,494.80-
1,370,000.0000	CONAGRA FOODS INC 4.650% 01/25/2043 DD 01/25/13	1,368,013.50	91.8710	1,288,632.70	109,380.80-
600,000.0000	CONSTELLATION BRANDS INC 4.250% 05/01/2023 DD 05/14/13	550,900.00	93.2500	559,500.00	9,600.00
450,000.0000	CONTINENTAL RESOURCES INC/OK 5.000% 09/15/2022 DD 03/08/12	468,000.00	103.8750	467,437.50	562.50-
200,000.0000	CONTINENTAL RESOURCES INC/OK 4.500% 04/15/2023 DD 04/05/13	200,000.00	101.3750	202,750.00	2,750.00
1,985,000.0000	COVIDIEN INTERNATIONAL FINANCE 6.550% 10/15/2037 DD 04/15/08	2,774,513.90	122.7750	2,437,088.75	337,430.15-

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2,370,000.0000	COX COMMUNICATIONS INC 6.950% 06/01/2038 DD 06/05/08	3,115,910.10	104.8970	2,486,056.90	629,851.20-
3,405,000.0000	COX COMMUNICATIONS INC 144A 8.375% 03/01/2039 DD 02/20/09	5,225,483.25	121.2770	4,129,481.85	1,096,001.40-
1,200,000.0000	COX COMMUNICATIONS INC 144A 3.250% 12/15/2022 DD 11/29/12	1,237,512.00	90.4880	1,085,656.00	151,856.00-
700,000.0000	COX COMMUNICATIONS INC 144A 4.700% 12/15/2042 DD 11/29/12	714,259.00	83.9830	587,881.00	126,378.00-
815,000.0000	DARDEN RESTAURANTS INC 8.800% 10/15/2037 DD 10/16/07	914,976.05	100.6350	620,175.25	94,800.80-
928,359.3180	DELTA AIR LINES 2009-1 CLASS A 7.750% 06/17/2021 DD 11/24/09	1,062,971.44	115.0000	1,067,813.21	4,841.77
910,008.0650	DELTA AIR LINES 2010-1 CLASS A 6.200% 01/02/2020 DD 07/02/10	1,026,031.85	111.5000	1,014,656.76	11,375.09-
2,157,952.7130	DELTA AIR LINES 2010-2 CLASS A 4.950% 11/23/2020 DD 11/22/10	2,363,068.48	107.7500	2,335,969.04	27,099.44-
100,000.0000	DENBURY RESOURCES INC 4.625% 07/15/2023 DD 02/05/13	90,750.00	90.2500	90,250.00	500.00-
3,800,000.0000	DEUTSCHE TELEKOM INTERNATIONAL VAR RT 06/15/2030 DD 07/06/00	5,693,312.00	141.0700	5,360,964.00	332,348.00-
1,200,000.0000	DEUTSCHE TELEKOM INTERNAT 144A 4.875% 03/06/2042 DD 03/06/12	1,280,988.00	95.4290	1,145,148.00	135,840.00-
715,000.0000	DEVON ENERGY CORP 4.750% 05/15/2042 DD 05/14/12	764,914.15	92.7310	663,026.65	101,887.50-

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2,400,000.0000	DEVON FINANCING CORP LLC 7.675% 09/30/2031 DD 10/03/01	3,490,608.00	128.6200	3,086,880.00	403,728.00-
6,130,000.0000	DEVON ENERGY CORP 7.950% 04/15/2032 DD 03/25/02	6,936,811.80	130.1470	7,978,011.10	958,800.70+
505,000.0000	DIRECTV HOLDINGS LLC / DIRECTV 6.000% 08/15/2040 DD 08/17/10	550,337.90	98.7500	498,667.50	61,650.40+
1,410,000.0000	DIRECTV HOLDINGS LLC / DIRECTV 6.375% 03/01/2041 DD 03/10/11	1,631,680.20	103.6880	1,461,972.60	169,707.60-
1,700,000.0000	DISCOVERY COMMUNICATIONS LLC 6.350% 06/01/2040 DD 06/03/10	2,101,096.00	110.6430	1,860,931.00	220,167.00-
900,000.0000	DISCOVERY COMMUNICATIONS LLC 4.950% 05/15/2042 DD 05/17/12	961,920.00	92.8850	835,665.00	125,955.00-
986,000.0000	DISCOVERY COMMUNICATIONS LLC 4.875% 04/01/2043 DD 03/19/13	983,898.80	92.2490	908,652.65	75,246.15-
2,125,000.0000	DOMINION RESOURCES INC/VA 5.950% 06/15/2035 DD 08/20/05	2,689,527.50	110.3820	2,345,617.50	343,910.00-
3,260,000.0000	DOMINION RESOURCES INC/VA 7.000% 06/15/2038 DD 06/17/06	4,623,951.40	125.6400	4,095,664.00	528,087.40+
1,435,000.0000	DOMINION RESOURCES INC/VA 4.900% 08/01/2041 DD 08/05/11	1,607,886.80	95.9820	1,377,341.70	230,547.10+
200,000.0000	DOMINION RESOURCES INC/VA 4.050% 09/15/2042 DD 09/13/12	197,468.00	84.7250	169,450.00	28,018.00+
1,195,000.0000	DOMTAR CORP 6.250% 09/01/2042 DD 08/23/12	1,257,618.00	95.8220	1,145,072.90	112,545.10+

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495,000.0000	DOMTAR CORP 6.750% 02/15/2044 DD 11/26/13	493,861.95	102.0120	413,148.60	9,286.65
1,085,000.0000	DOW CHEMICAL CO/THE 7.375% 11/01/2029 DD 11/01/99	2,232,264.30	128.6110	2,165,410.35	66,843.95
765,000.0000	DOW CHEMICAL CO/THE 9.400% 05/15/2039 DD 05/13/09	1,259,518.95	149.3910	1,142,841.15	116,677.80
730,000.0000	DOW CHEMICAL CO/THE 5.250% 11/15/2041 DD 11/14/11	814,176.30	99.8320	727,313.60	86,862.70
1,100,000.0000	DUKE REALTY LP 3.625% 04/15/2023 DD 03/15/13	1,090,989.00	92.2970	1,015,267.80	75,702.00
425,000.0000	ERAC USA FINANCE LLC 6.700% 06/01/2034 DD 06/02/04	514,585.75	111.0010	471,754.25	42,831.50
770,000.0000	ERAC USA FINANCE LLC 144A 6.375% 10/15/2017 DD 10/17/07	931,284.20	115.7180	891,028.80	40,255.80
1,385,000.0000	ERAC USA FINANCE LLC 144A 7.000% 10/15/2037 DD 10/17/07	1,758,714.55	118.3420	1,839,036.70	119,677.85
840,000.0000	ERAC USA FINANCE LLC 144A 5.625% 03/15/2042 DD 03/15/12	930,619.20	102.1350	857,934.00	72,685.20
1,505,000.0000	ECOLAB INC 5.500% 12/08/2041 DD 12/08/11	1,676,350.70	107.0870	1,611,659.35	64,691.35
515,000.0000	ECOPETROL SA 5.675% 09/16/2023 DD 09/18/13	510,019.95	105.5000	543,325.00	33,305.05
910,000.0000	EL PASO NATURAL GAS CO LLC VAR RT 06/15/2032 DD 06/15/03	1,292,882.50	128.3280	1,157,793.90	125,088.60

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400,000.0000	EL PASO PIPELINE PARTNERS OPER 4.700% 11/01/2042 DD 11/08/12	392,180.00	85.8080	342,432.00	49,748.00-
1,815,000.0000	EMBARQ CORP 7.995% 06/01/2036 DD 05/17/06	2,004,703.76	101.2440	1,837,578.60	167,125.16-
1,500,000.0000	ENCANA CORP 8.625% 08/15/2037 DD 08/13/07	1,912,260.00	110.6000	1,659,000.00	253,260.00-
2,505,000.0000	ENCANA CORP 6.500% 02/01/2038 DD 12/04/07	3,135,128.75	109.7770	2,749,913.85	385,214.90-
775,000.0000	ENERGY TRANSFER PARTNERS LP 8.625% 10/15/2036 DD 10/23/06	910,020.50	107.7620	835,155.50	74,865.00-
4,255,000.0000	ENERGY TRANSFER PARTNERS LP 7.500% 07/01/2038 DD 03/28/08	5,502,778.75	117.3280	4,992,306.40	510,472.35-
1,320,000.0000	ENERGY TRANSFER PARTNERS LP 8.050% 06/01/2041 DD 05/12/11	1,501,818.80	102.5030	1,353,039.80	148,777.20-
400,000.0000	ENERGY TRANSFER PARTNERS LP 5.200% 02/01/2022 DD 01/17/12	456,284.00	105.2790	421,116.00	35,168.00-
470,000.0000	ENERGY TRANSFER PARTNERS LP 6.500% 02/01/2042 DD 01/17/12	575,439.80	107.4750	505,132.90	70,307.30-
3,730,000.0000	ENTERPRISE PRODUCTS OPERATING 8.125% 10/15/2039 DD 10/05/09	4,489,730.70	110.3910	4,117,584.30	372,146.40-
1,380,000.0000	ENTERPRISE PRODUCTS OPERATING 5.950% 02/01/2041 DD 01/13/11	1,665,032.60	106.9050	1,502,889.00	163,143.60-
600,000.0000	ENTERPRISE PRODUCTS OPERATING 5.700% 02/15/2042 DD 08/24/11	675,528.00	105.4390	632,500.00	42,948.00-

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2,095,000.0000	ENTERPRISE PRODUCTS OPERATING 4.450% 02/15/2043 DD 08/13/12	2,121,208.45	89.3320	1,850,555.40	270,653.05-
100,000.0000	ENTERPRISE PRODUCTS OPERATING 4.850% 03/15/2044 DD 03/18/13	99,619.00	94.0400	94,040.00	5,579.00-
766,000.0000	ENTERPRISE PRODUCTS OPERATING 5.750% 03/01/2035 DD 03/02/05	872,054.10	105.7430	808,933.95	83,120.15-
1,655,000.0000	EPR PROPERTIES 5.750% 08/15/2022 DD 08/08/12	1,819,109.80	101.9550	1,687,355.25	131,754.55-
1,200,000.0000	ESAL GMBH 144A 6.250% 02/05/2023 DD 02/05/13	1,178,196.00	89.7500	1,077,000.00	101,196.00-
790,000.0000	EXELON GENERATION CO LLC 6.250% 10/01/2039 DD 09/23/09	918,659.40	101.3380	800,578.10	118,081.30-
1,861,000.0000	EXELON CORP 5.625% 06/15/2036 DD 06/09/05	2,077,657.82	99.1370	1,844,939.57	232,718.05-
1,510,000.0000	MACY'S RETAIL HOLDINGS INC 6.375% 03/15/2037 DD 03/12/07	1,817,707.80	111.5940	1,685,069.40	132,638.40-
790,000.0000	FIDELITY NATIONAL INFORMATION 3.500% 04/15/2023 DD 04/15/13	783,749.20	91.1510	720,092.90	63,656.30-
1,200,000.0000	FIRSTENERGY SOLUTIONS CORP 8.800% 08/15/2039 DD 08/07/09	1,348,548.00	101.2700	1,215,240.00	133,308.00-
2,400,000.0000	FIRSTENERGY CORP 4.250% 03/15/2023 DD 03/05/13	2,395,224.00	93.2150	2,237,160.80	158,063.20-
1,680,000.0000	FLORIDA GAS TRANSMISSION 144A 5.450% 07/15/2020 DD 07/19/10	1,962,324.00	108.2290	1,818,247.20	144,076.80-

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1,165,000.0000	FORD MOTOR CO 6.625% 10/01/2028 DD 09/30/96	1,345,411.90	112.2710	1,307,957.15	37,454.75-
4,240,000.0000	FORD MOTOR CO 7.450% 07/16/2031 DD 07/16/99	5,210,408.70	122.4670	5,192,600.80	17,807.90-
2,290,000.0000	FORD MOTOR CO 4.750% 01/15/2043 DD 01/08/13	2,230,966.70	90.1870	2,065,282.30	165,704.40-
200,000.0000	FORD MOTOR CREDIT CO LLC 8.125% 01/15/2020 DD 12/14/09	245,304.00	125.0450	250,000.00	4,786.00
1,900,000.0000	FORD MOTOR CREDIT CO LLC 4.207% 04/15/2018 DD 04/15/12	2,026,578.00	106.5540	2,024,526.00	2,052.00-
1,300,000.0000	FORD MOTOR CREDIT CO LLC 4.375% 06/06/2023 DD 06/06/13	1,287,858.00	100.5360	1,306,968.00	19,110.00
6,590,000.0000	FREEPORT-MCMORAN COPPER & GOLD 5.450% 03/15/2043 DD 09/15/13	6,507,414.20	95.7040	6,297,323.20	210,091.00-
990,000.0000	GENERAL MOTORS CO 144A 4.675% 10/02/2023 DD 09/27/13	990,000.00	101.2500	1,002,375.00	12,375.00
1,335,000.0000	GENERAL MOTORS CO 144A 6.250% 10/02/2043 DD 09/27/13	1,335,000.00	103.8750	1,386,731.25	51,731.25
850,000.0000	GENWORTH HOLDINGS INC 4.800% 02/15/2024 DD 12/10/13	849,107.50	98.7760	839,596.00	9,511.50-
200,000.0000	AXIALL CORP 144A 4.875% 05/15/2023 DD 02/01/13	190,500.00	94.5000	189,000.00	1,500.00-
995,000.0000	GEORGIA-PACIFIC LLC 7.250% 06/01/2028 DD 06/02/98	1,302,763.45	120.5380	1,199,353.10	103,410.35-

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1,080,000.0000	GEORGIA-PACIFIC LLC 144A 5.400% 11/01/2020 DD 11/02/10	1,261,007.80	111.7300	1,184,338.00	76,669.80-
755,000.0000	GILEAD SCIENCES INC 5.650% 12/01/2041 DD 12/13/11	937,928.95	111.3240	840,486.20	97,432.75-
2,700,000.0000	GOLDCORP INC 3.700% 03/15/2023 DD 03/20/13	2,684,637.00	89.4360	2,414,772.00	269,865.00-
900,000.0000	GOODMAN FUNDING PTY LTD 144A 6.375% 11/12/2020 DD 11/12/10	1,020,402.00	110.2890	992,601.00	27,801.00-
6,000,000.0000	HBOS PLC 144A 6.750% 05/21/2018 DD 05/21/08	6,457,500.00	113.1130	6,766,750.00	329,250.00
500,000.0000	HCA INC 4.750% 05/01/2023 DD 10/23/12	508,750.00	94.0000	470,000.00	38,750.00-
995,000.0000	HEINZ 3/13 (USD) COV-LITE TLB2 0.000% 06/05/2020 DD 03/13/13	992,512.50	100.8960	1,001,925.20	9,412.70
673,000.0000	HARTFORD FINANCIAL SERVICES GR 6.625% 03/30/2040 DD 03/23/10	861,828.07	120.8440	813,280.12	48,547.95-
310,000.0000	HARTFORD FINANCIAL SERVICES GR 4.300% 04/15/2043 DD 04/18/13	307,520.00	87.9670	272,697.70	34,822.30-
460,000.0000	HARTFORD FINANCIAL SERVICES GR 6.625% 04/15/2042 DD 04/05/12	584,549.70	120.2180	553,002.80	31,546.90-
1,970,000.0000	HASBRO INC 6.350% 03/15/2040 DD 03/11/10	2,432,989.70	105.3350	2,075,099.50	357,870.20-
100,000.0000	HAWK ACQUISITION SUB INC 144A 4.250% 10/15/2020 DD 04/01/13	100,000.00	96.7500	96,750.00	3,250.00-

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,095,000.0000	HEALTHCARE REALTY TRUST INC 5.750% 01/15/2021 DO 12/13/10	1,230,648.60	108.6820	1,190,067.90	40,580.70-
1,085,000.0000	HEALTH CARE REIT INC 6.500% 03/15/2041 DO 03/14/11	1,238,019.90	111.0570	1,182,757.05	55,262.85-
275,000.0000	HEALTH CARE REIT INC 5.125% 03/15/2043 DO 12/06/12	263,945.00	92.5940	254,633.50	9,311.60-
3,100,000.0000	HJ HEINZ FINANCE CO 144A 7.125% 08/01/2039 DO 07/29/09	4,279,023.00	102.7500	3,185,250.00	1,093,773.00-
2,235,000.0000	HESS CORP 5.600% 02/15/2041 DO 08/10/10	2,508,383.95	104.2120	2,329,138.20	179,225.75-
780,000.0000	HEWLETT-PACKARD CO 8.000% 09/15/2041 DO 09/19/11	778,491.15	100.1930	761,466.80	15,024.35-
2,275,000.0000	HOLCIM CAPITAL CORP LTD 144A 6.500% 09/12/2043 DO 09/12/13	2,227,134.00	102.3210	2,327,802.75	100,668.75
600,000.0000	HUNTSMAN INTERNATIONAL LLC 4.875% 11/15/2020 DO 11/19/12	688,750.00	98.5000	591,000.00	15,750.00-
1,080,000.0000	ICAHN ENTERPRISES LP / IC 144A 6.000% 08/01/2020 DO 08/01/13	1,080,000.00	103.0000	1,122,700.00	32,700.00
1,685,000.0000	ING US INC 5.700% 07/15/2043 DO 07/26/13	1,670,236.75	104.4800	1,739,592.00	69,355.25
1,780,000.0000	INGERSOLL-RAND GLOBAL HOL 144A 5.750% 06/15/2043 DO 08/20/13	1,712,143.90	101.4970	1,725,449.00	13,305.10
1,243,000.0000	INTERNATIONAL PAPER CO 8.700% 06/15/2038 DO 06/04/08	1,847,386.32	137.7240	1,711,909.32	135,487.00-

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BNY MELLON

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
2,350,000.0000	INTERNATIONAL PAPER CO 7.300% 11/15/2039 DO 12/07/09	3,185,566.00	123.4720	2,901,592.00	283,974.00-
3,395,000.0000	JPMORGAN CHASE & CO 5.625% 08/16/2043 DO 08/21/13	3,376,245.90	105.6770	3,587,734.15	211,488.25
2,560,000.0000	JEFFERIES GROUP LLC 6.500% 01/20/2043 DO 01/18/13	2,529,024.00	99.1590	2,538,470.40	9,446.40
3,100,000.0000	JERSEY CENTRAL POWER & LIGHT C 6.150% 06/01/2037 DO 12/01/07	3,893,893.00	103.2110	3,199,541.00	694,152.00-
500,000.0000	KINDER MORGAN ENERGY PARTNERS 7.300% 06/15/2033 DO 08/19/02	651,950.00	117.7560	588,780.00	63,170.00-
6,000,000.0000	KINDER MORGAN ENERGY PARTNERS 6.950% 01/15/2038 DO 06/21/07	7,895,320.00	114.8800	6,892,800.00	1,002,420.00-
2,750,000.0000	KINDER MORGAN ENERGY PARTNERS 6.500% 09/01/2039 DO 09/16/09	3,379,860.00	109.6330	3,014,907.50	364,952.50-
1,065,000.0000	KINDER MORGAN ENERGY PARTNERS 6.550% 09/15/2040 DO 05/19/10	1,334,636.70	110.4760	1,176,569.40	158,067.30-
500,000.0000	KINDER MORGAN ENERGY PARTNERS 6.375% 03/01/2041 DO 03/04/11	596,005.00	107.6800	539,400.00	56,605.00-
1,750,000.0000	KINDER MORGAN ENERGY PARTNERS 5.825% 09/01/2041 DO 08/17/11	1,929,719.00	99.7150	1,745,012.50	184,706.50-
1,400,000.0000	KINDER MORGAN ENERGY PARTNERS 5.000% 08/15/2042 DO 08/13/12	1,483,692.00	92.3560	1,292,984.00	190,708.00-
1,155,000.0000	KINDER MORGAN ENERGY PARTNERS 5.000% 03/01/2043 DO 02/28/13	1,149,479.10	92.2950	1,066,007.25	83,471.85-

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
5,675,000.0000	MONDELEZ INTERNATIONAL INC 6.500% 02/09/2040 DD 02/08/10	6,605,610.20	119.5000	7,976,625.00	826,985.20
775,000.0000	KRAFT FOODS GROUP INC 6.500% 02/09/2040 DD 08/09/12	1,016,629.00	110.6200	903,805.00	114,824.00
1,310,000.0000	KRAFT FOODS GROUP INC 6.675% 01/26/2039 DD 07/26/12	1,763,731.60	121.7840	1,595,370.40	168,361.20
610,000.0000	KROGER CO/THE 5.150% 06/01/2043 DD 07/25/13	607,956.50	97.5500	595,055.00	12,901.50
3,455,000.0000	LYB INTERNATIONAL FINANCE BV 5.250% 07/15/2043 DD 07/16/13	3,365,848.98	100.5240	3,473,104.20	107,255.24
1,005,000.0000	LIBERTY MUTUAL GROUP INC 144A 5.000% 06/01/2021 DD 05/23/11	1,060,163.95	104.8790	1,054,033.95	26,130.00
3,035,000.0000	LIBERTY MUTUAL GROUP INC 144A 6.500% 05/01/2042 DD 05/04/12	3,414,496.40	109.7450	3,330,760.75	83,735.65
735,000.0000	LINCOLN NATIONAL CORP 6.300% 10/09/2037 DD 10/09/07	875,751.30	114.9760	845,073.60	33,677.70
1,485,000.0000	LINCOLN NATIONAL CORP 7.000% 06/15/2040 DD 06/18/10	1,932,788.90	125.2870	1,880,511.95	72,274.95
515,000.0000	LORILLARD TOBACCO CO 8.125% 05/01/2040 DD 04/12/10	585,518.95	120.4190	520,157.95	34,638.90
1,710,000.0000	LORILLARD TOBACCO CO 7.000% 08/04/2041 DD 08/04/11	1,977,335.70	108.7510	1,859,642.10	117,693.60
2,565,000.0000	MACY'S RETAIL HOLDINGS INC 2.875% 02/15/2023 DD 11/20/12	2,511,724.95	90.5020	2,321,376.30	190,348.65

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965,000.0000	MARATHON OIL CORP 6.800% 03/15/2032 DD 03/04/02	1,265,433.45	117.4340	1,133,238.10	132,195.35-
610,000.0000	MARATHON PETROLEUM CORP 6.500% 03/01/2041 DD 09/01/11	772,908.80	113.9710	695,223.10	77,685.50-
650,000.0000	MARKWEST ENERGY PARTNERS LP / 5.500% 02/15/2023 DD 08/10/12	705,250.00	100.7500	654,875.00	50,375.00-
600,000.0000	MARKWEST ENERGY PARTNERS LP / 4.500% 07/15/2023 DD 01/10/13	600,000.00	93.7500	562,500.00	37,500.00-
613,000.0000	MARSH & MCLENNAN COS INC 5.875% 06/01/2033 DD 07/30/03	714,972.55	106.3820	652,121.66	62,850.89-
400,000.0000	MASCO CORP 7.750% 08/01/2029 DD 08/03/99	442,000.00	109.8130	439,252.00	2,748.00-
1,495,000.0000	MATTEL INC 5.450% 11/01/2041 DD 11/08/11	1,888,796.85	99.9220	1,493,833.90	194,962.95-
985,000.0000	MCKESSON CORP 6.000% 03/01/2041 DD 02/28/11	1,301,037.25	112.1130	1,104,313.05	196,724.20-
400,000.0000	MECCANICA HOLDINGS USA IN 144A 6.250% 01/15/2040 DD 10/27/09	350,500.00	84.8300	338,520.00	11,980.00-
995,000.0000	MEDCO HEALTH SOLUTIONS INC 4.125% 09/15/2020 DD 09/10/10	1,087,445.45	103.5440	1,030,262.80	57,182.65-
700,000.0000	MERRILL LYNCH & CO INC 6.400% 08/26/2017 DD 08/28/07	822,052.00	115.2910	607,037.00	15,015.00-
1,100,000.0000	MERRILL LYNCH & CO INC 6.875% 04/25/2018 DD 04/25/08	1,325,995.00	116.2370	1,300,607.00	25,388.00-

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9,045,000.0000	MERRILL LYNCH & CO INC 7.750% 05/14/2038 DD 05/14/08	11,773,876.50	129.1070	11,677,728.15	96,148.35-
200,000.0000	METALLOINVEST FINANCE LTD 144A 5.625% 04/17/2020 DD 04/17/13	200,000.00	97.0000	194,000.00	6,000.00-
1,200,000.0000	METLIFE INC 8.400% 12/15/2066 DD 12/21/06	1,236,000.00	102.7500	1,233,000.00	3,000.00-
1,000,000.0000	METROPOLITAN EDISON CO 144A 3.500% 03/15/2023 DD 03/15/13	996,580.00	93.3490	933,490.00	63,090.00-
8,205,000.0000	MIDAMERICAN ENERGY HOLDINGS CO 6.500% 09/15/2037 DD 08/28/07	6,241,805.10	118.1540	7,207,355.70	1,034,249.40-
500,000.0000	MIDSTATES PETROLEUM CO INC / M 10.750% 10/01/2020 DD 10/01/13	531,250.00	108.7500	543,750.00	12,500.00
250,000.0000	MILICOM INTERNATIONAL CE 144A 6.625% 10/15/2021 DD 10/16/13	250,000.00	103.4500	258,625.00	8,625.00
1,165,000.0000	MISSISSIPPI POWER CO 4.250% 03/15/2042 DD 03/09/12	1,189,721.30	86.7520	1,010,560.80	179,060.50-
600,000.0000	MOHAWK INDUSTRIES INC 3.850% 02/01/2023 DD 01/31/13	599,802.00	95.0000	570,000.00	29,802.00-
3,705,000.0000	MOLSON COORS BREWING CO 5.000% 05/01/2042 DD 05/03/12	4,023,073.60	97.8450	3,625,157.25	397,916.35-
1,500,000.0000	MORGAN STANLEY 5.500% 07/24/2020 DD 07/26/10	1,667,515.00	111.8400	1,677,600.00	9,085.00-
2,800,000.0000	MORGAN STANLEY 6.250% 08/09/2026 DD 08/09/06	3,286,108.00	115.5800	3,236,240.00	49,868.00-

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
930,000.0000	MORGAN STANLEY 3.750% 02/25/2023 DO 02/25/13	926,624.10	97.3070	904,955.10	21,669.00-
2,270,000.0000	MORGAN STANLEY 7.300% 05/13/2019 DO 05/13/09	2,756,549.40	121.4410	2,756,710.70	1,638.70-
1,055,000.0000	MORGAN STANLEY 4.100% 05/22/2023 DO 05/21/13	1,054,398.65	96.7750	1,020,976.25	33,422.40-
200,000.0000	MORGAN STANLEY 6.375% 07/24/2042 DO 07/24/12	234,460.00	117.1280	234,256.00	204.00-
840,000.0000	MYLAN INC/PA 5.400% 11/29/2043 DO 11/29/13	834,808.80	100.8070	846,778.80	11,970.00
926,000.0000	NCR ESCROW CORP 144A 6.375% 12/15/2023 DO 12/19/13	929,937.50	102.1250	944,656.25	14,718.75
500,000.0000	NGPL PIPECO LLC 7.119% 12/15/2017 DO 12/21/07	521,250.00	90.5000	452,500.00	68,750.00-
100,000.0000	NGPL PIPECO LLC 144A 9.625% 06/01/2019 DO 05/25/12	112,750.00	97.7500	97,750.00	15,000.00-
1,430,000.0000	NATIONWIDE FINANCIAL SERV 144A 5.375% 03/25/2021 DO 03/25/11	1,525,681.30	107.2160	1,533,188.80	7,507.50
2,720,000.0000	NEWCREST FINANCE PTY LTD 144A 5.750% 11/15/2041 DO 11/15/11	3,005,708.80	72.7450	1,978,664.80	1,027,044.80-
1,185,000.0000	NEWFIELD EXPLORATION CO 5.625% 07/01/2024 DO 08/26/12	1,162,087.50	99.5000	1,159,175.00	2,912.50-
2,100,000.0000	NEWMONT MINING CORP 6.250% 10/01/2039 DO 09/18/09	2,529,114.00	88.4520	1,857,492.00	671,622.00-

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1,425,000.0000	NEWS AMERICA INC 5.200% 12/15/2034 DD 12/03/04	1,725,888.75	110.8970	1,577,432.25	148,456.50-
3,870,000.0000	NEWS AMERICA INC 6.150% 03/01/2037 DD 03/02/07	4,748,534.90	109.9090	4,253,478.30	496,056.60-
1,035,000.0000	NEWS AMERICA INC 6.650% 11/15/2037 DD 11/14/07	1,337,419.65	116.7260	1,206,114.10	129,302.55-
4,910,000.0000	NEWS AMERICA INC 6.800% 08/15/2039 DD 02/15/10	6,428,515.70	119.1850	5,851,983.50	576,532.20-
1,790,000.0000	NEWS AMERICA INC 6.150% 02/15/2041 DD 08/15/11	2,153,166.00	111.4520	1,894,684.00	258,502.00-
335,000.0000	NEWS AMERICA INC 144A 5.400% 10/01/2043 DD 09/30/13	333,174.25	101.2580	339,207.60	6,033.35
2,340,000.0000	MSOURCE FINANCE CORP 6.125% 03/01/2022 DD 12/04/09	2,804,349.60	110.8760	2,594,498.40	209,851.20-
1,530,000.0000	MSOURCE FINANCE CORP 5.950% 06/15/2041 DD 08/10/11	1,786,889.00	104.1960	1,594,198.80	172,691.10-
1,185,000.0000	MSOURCE FINANCE CORP 5.650% 02/01/2045 DD 10/10/13	1,097,719.05	102.4340	1,131,895.70	34,177.65
800,000.0000	NOKIA OYJ 6.625% 05/15/2039 DD 05/07/09	538,500.00	98.2500	589,500.00	51,000.00
1,400,000.0000	NOBLE HOLDING INTERNATIONAL LT 6.050% 03/01/2041 DD 02/03/11	1,638,672.00	103.0430	1,442,602.00	196,070.00-
950,000.0000	NOBLE HOLDING INTERNATIONAL LT 5.250% 03/15/2042 DD 02/10/12	1,012,966.00	95.9480	911,506.00	101,460.00-

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
2,355,000.0000	NOBLE ENERGY INC 5.250% 11/15/2043 DD 11/08/13	2,341,576.50	99.9180	2,353,066.90	11,492.40
1,200,000.0000	NORFOLK SOUTHERN CORP 6.000% 05/23/2039 DD 05/23/11	1,457,040.00	105.6830	1,270,596.00	186,444.00
1,472,000.0000	NORFOLK SOUTHERN CORP 2.903% 02/15/2023 DD 02/15/13	1,481,715.20	92.3680	1,359,656.96	122,058.24
500,000.0000	NORFOLK SOUTHERN CORP 3.950% 10/01/2042 DD 09/07/12	495,295.00	84.1410	420,705.00	74,590.00
1,465,000.0000	NORFOLK SOUTHERN CORP 4.800% 08/15/2043 DD 08/13/13	1,452,796.55	96.8480	1,418,823.20	33,973.35
1,770,000.0000	NORTHROP GRUMMAN CORP 4.750% 06/01/2043 DD 05/31/13	1,768,300.80	94.7880	1,677,393.60	90,907.20
800,000.0000	NOVATEK OAO VIA NOVATEK F 144A 4.422% 12/13/2022 DD 12/13/12	603,750.00	92.0000	552,000.00	51,750.00
1,216,000.0000	MUCOR CORP 5.200% 08/01/2043 DD 07/29/13	1,214,711.04	97.4190	1,184,615.04	30,096.00
300,000.0000	OGX AUSTRIA GMBH 144A 8.375% 04/01/2022 DD 03/30/12	276,000.00	8.0000	24,000.00	252,000.00
1,310,000.0000	OMNICOM GROUP INC 4.450% 08/15/2020 DD 08/05/10	1,457,689.40	106.1360	1,390,381.60	67,307.80
1,665,000.0000	OWENS CORNING VAR RT 12/01/2036 DD 08/01/07	1,842,272.55	107.7220	1,783,571.30	48,701.25
200,000.0000	OWENS CORNING 4.200% 12/15/2022 DD 10/22/12	193,630.00	95.4830	190,966.00	2,664.00

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700,000.0000	PPG INDUSTRIES INC 5.500% 11/15/2040 DO 11/12/10	813,708.00	104.2370	729,659.00	84,049.00-
1,295,000.0000	PPL CAPITAL FUNDING INC 4.700% 06/01/2043 DO 05/24/13	1,290,441.60	90.0780	1,166,510.10	123,931.50+
1,600,000.0000	PSEG POWER LLC 8.625% 04/15/2031 DO 10/15/01	2,338,120.00	138.0000	2,176,000.00	157,120.00-
1,500,000.0000	PACIFIC GAS & ELECTRIC CO 6.050% 03/01/2034 DO 03/23/04	1,932,600.00	114.5490	1,718,235.00	214,365.00-
2,385,000.0000	PERNOD-RICARD SA 144A 5.500% 01/15/2042 DO 01/12/12	2,779,383.80	102.2380	2,438,378.30	341,007.30-
645,000.0000	PERRIGO CO LTD 144A 5.300% 11/15/2043 DO 11/08/13	842,303.90	98.1540	633,093.30	210,210.60+
2,700,000.0000	PETRO-CANADA 6.800% 05/15/2038 DO 05/15/08	3,682,233.00	119.8880	3,231,522.00	450,711.00-
1,180,000.0000	PETROLEOS MEXICANOS BD 6.500% 06/02/2041 DO 06/02/11	1,133,000.00	104.5000	1,149,500.00	16,500.00
2,520,000.0000	PHILLIPS 66 5.875% 05/01/2042 DO 11/01/12	3,032,418.80	108.4650	2,733,066.00	299,350.80-
900,000.0000	PIONEER NATURAL RESOURCES CO 7.200% 01/15/2028 DO 01/13/98	1,146,915.00	120.2380	1,082,142.00	64,773.00-
4,335,000.0000	PLAINS ALL AMERICAN PIPELINE L 8.150% 06/01/2042 DO 03/22/12	4,883,767.85	98.6020	4,274,396.70	609,370.95-
900,000.0000	PLAINS ALL AMERICAN PIPELINE L 4.300% 01/31/2043 DO 12/10/12	900,801.00	86.6480	779,632.00	120,969.00-

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,050,000.0000	POTASH CORP OF SASKATCHEWAN IN 5.625% 12/01/2040 DD 11/30/10	1,275,991.50	106.1920	1,115,016.00	160,975.50-
1,845,000.0000	PRINCIPAL FINANCIAL GROUP INC 4.350% 05/15/2043 DD 11/16/12	1,837,509.30	89.6910	1,654,796.95	182,712.35-
2,260,000.0000	PROGRESS ENERGY INC 7.750% 03/01/2031 DD 02/22/01	3,087,408.60	128.7760	2,910,337.60	177,071.00-
925,000.0000	PROGRESS ENERGY INC 6.000% 12/01/2039 DD 11/19/09	1,119,777.25	112.1680	1,037,461.50	82,315.75-
800,000.0000	PROLOGIS LP 4.250% 06/15/2023 DD 08/15/13	797,936.00	96.7860	790,286.00	7,648.00-
2,440,000.0000	PRUDENTIAL FINANCIAL INC 5.700% 12/14/2036 DD 12/14/06	2,779,257.60	107.4230	2,621,121.20	158,136.40-
1,315,000.0000	PRUDENTIAL FINANCIAL INC 6.625% 12/01/2037 DD 12/03/07	1,638,371.65	119.9120	1,576,842.80	61,528.85-
345,000.0000	PRUDENTIAL FINANCIAL INC 6.625% 06/21/2040 DD 06/21/10	433,454.55	121.2670	418,371.15	15,083.40-
200,000.0000	PRUDENTIAL FINANCIAL INC 5.625% 05/12/2041 DD 05/12/11	227,984.00	107.7710	215,542.00	12,442.00-
995,000.0000	PRUDENTIAL FINANCIAL INC VAR RT 03/15/2044 DD 03/22/13	995,000.00	96.7500	962,662.50	32,337.50-
1,500,000.0000	QVC INC 5.125% 07/02/2022 DD 01/02/13	1,491,345.00	98.9110	1,483,665.00	7,680.00-
1,000,000.0000	RFM INTERNATIONAL INC 3.450% 11/15/2022 DD 10/23/12	979,760.00	91.3160	913,160.00	66,580.00-

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1,555,000.0000	RELANCE HOLDINGS USA INC 144A 6.250% 10/19/2040 DD 10/19/10	1,787,410.30	93.3070	1,450,923.85	336,486.45-
215,000.0000	RELANCE STEEL & ALUMINUM CO 4.500% 04/15/2023 DD 04/12/13	214,107.75	98.0920	210,897.80	3,209.95-
3,090,000.0000	REPUBLIC SERVICES INC 6.200% 03/01/2040 DD 03/04/10	3,877,888.20	113.5020	3,507,211.80	370,676.40-
1,100,000.0000	REPUBLIC SERVICES INC 5.700% 05/15/2041 DD 05/09/11	1,315,448.00	107.0220	1,177,242.00	138,206.00-
2,490,000.0000	REYNOLDS AMERICAN INC 4.750% 11/01/2042 DD 10/31/12	2,467,555.10	86.8820	2,213,181.80	254,403.30-
1,590,000.0000	REYNOLDS AMERICAN INC 6.150% 09/15/2043 DD 09/17/13	1,582,892.70	107.9850	1,716,961.50	134,068.80
900,000.0000	ROCKIES EXPRESS PIPELINE 144A 7.500% 07/15/2038 DD 06/27/08	846,000.00	88.0000	792,000.00	54,000.00-
2,100,000.0000	ROCKIES EXPRESS PIPELINE 144A 6.875% 04/15/2040 DD 03/22/10	1,890,000.00	82.7500	1,737,750.00	152,250.00-
1,200,000.0000	ROGERS COMMUNICATIONS INC 7.500% 08/15/2038 DD 08/06/08	1,750,260.00	126.0770	1,512,924.00	237,336.00-
985,000.0000	ROGERS COMMUNICATIONS INC 5.450% 10/01/2043 DD 10/02/13	979,099.95	102.8060	1,010,669.10	31,569.25
1,105,000.0000	ROWAN COS INC 5.400% 12/01/2042 DD 12/11/12	1,119,033.50	92.5140	1,022,279.70	96,753.80-
975,000.0000	ROYAL BANK OF SCOTLAND GROUP P 6.000% 12/10/2023 DD 12/10/13	966,205.50	100.7120	981,942.00	15,736.50

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765,000.0000	SAIC INC 5.950% 12/01/2040 DD 06/01/11	816,339.15	95.5480	730,942.20	85,396.95-
4,000,000.0000	SLM CORP 5.625% 08/01/2033 DD 07/21/03	3,710,000.00	82.8750	3,315,000.00	395,000.00-
200,000.0000	SLM CORP 6.450% 05/15/2018 DD 06/18/08	237,500.00	116.5000	233,000.00	4,500.00-
1,790,000.0000	SLM CORP 6.000% 03/25/2020 DD 03/22/10	2,045,075.00	113.2500	2,027,175.00	17,900.00-
500,000.0000	SLM CORP 6.250% 01/25/2016 DD 01/14/11	543,750.00	108.0000	540,000.00	3,750.00-
260,000.0000	SLM CORP 7.250% 01/25/2022 DD 01/27/12	288,650.00	105.7500	274,950.00	11,700.00-
1,000,000.0000	SLM CORP 4.625% 09/25/2017 DD 09/12/12	1,023,750.00	103.8020	1,038,020.00	14,270.00
100,000.0000	SLM CORP 5.500% 01/15/2019 DD 09/20/13	98,877.00	103.7750	103,775.00	4,898.00
5,040,000.0000	SABMILLER HOLDINGS INC 144A 4.950% 01/15/2042 DD 01/17/12	5,422,001.05	99.3250	5,005,980.00	416,021.05-
2,980,000.0000	SEMPRA ENERGY 6.000% 10/15/2039 DD 10/08/09	3,767,554.40	109.8460	3,273,410.80	494,143.60-
700,000.0000	SENSATA TECHNOLOGIES BV 144A 4.675% 10/15/2023 DD 04/17/13	656,250.00	94.0000	656,000.00	1,750.00
1,050,000.0000	SOUTH CAROLINA ELECTRIC & GAS 5.450% 02/01/2041 DD 01/27/11	1,286,281.50	109.0690	1,145,224.50	141,057.00-

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120,000.0000	SOUTHERN NATURAL GAS CO LLC 7.350% 02/15/2031 DO 02/13/01	159,830.40	119.1620	142,994.40	16,836.00-
985,000.0000	SOUTHERN POWER CO 5.250% 07/15/2043 DO 07/16/13	982,192.75	99.3310	978,410.35	3,782.40-
1,310,000.0000	SOUTHWESTERN ELECTRIC POWER CO 6.200% 03/15/2040 DO 03/08/10	1,639,478.10	106.9860	1,427,710.60	211,767.50-
1,700,000.0000	SOUTHWESTERN PUBLIC SERVICE CO 6.000% 10/01/2036 DO 10/06/06	2,120,172.00	110.6610	1,881,237.00	238,935.00-
325,000.0000	SPECTRA ENERGY CAPITAL LLC 5.650% 03/01/2020 DO 08/28/09	386,431.50	108.8930	353,902.25	32,529.25-
930,000.0000	SPECTRA ENERGY PARTNERS LP 6.950% 09/25/2043 DO 09/25/13	928,837.50	106.9040	994,207.20	65,369.70
640,000.0000	SPRINT CORP 144A 7.875% 09/15/2023 DO 09/11/13	640,000.00	107.5000	688,000.00	48,000.00
810,000.0000	SPRINT CORP 144A 7.125% 06/15/2024 DO 12/12/13	810,000.00	101.5000	822,150.00	12,150.00
200,000.0000	QJSC NOVOLIPETSK STEEL VI 144A 4.450% 02/19/2018 DO 02/19/13	200,000.00	99.7500	199,500.00	500.00-
100,000.0000	SUNOCO LOGISTICS PARTNERS OPER 8.850% 02/15/2040 DO 02/12/10	113,194.00	110.9210	110,921.00	2,273.00-
100,000.0000	SUNOCO LOGISTICS PARTNERS OPER 6.100% 02/15/2042 DO 08/02/11	116,729.00	102.0990	102,099.00	16,630.00-
2,500,000.0000	SYDNEY AIRPORT FINANCE CO 144A 3.900% 03/22/2023 DO 10/23/12	2,553,725.00	94.8130	2,370,326.00	183,400.00-

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165,000.0000	T-MOBILE USA INC 6.836% 04/28/2023 DD 07/28/13	161,700.00	103.7500	171,187.50	9,487.50
1,370,000.0000	TALISMAN ENERGY INC 5.850% 02/01/2037 DD 01/27/06	1,468,140.80	96.6220	1,323,721.40	164,419.40
725,000.0000	TALISMAN ENERGY INC 6.250% 02/01/2038 DD 11/10/06	808,463.00	101.6850	737,216.25	131,246.75
1,100,000.0000	TALISMAN ENERGY INC 5.500% 05/15/2042 DD 05/18/12	1,212,365.00	94.1900	1,036,090.00	176,275.00
300,000.0000	TARGA RESOURCES PARTNERS 144A 4.250% 11/15/2023 DD 05/14/13	267,000.00	89.5000	266,500.00	1,500.00
3,265,000.0000	TECK RESOURCES LTD 8.000% 06/15/2040 DD 08/17/10	3,695,487.60	95.5870	3,120,915.55	574,542.05
4,145,000.0000	TECK RESOURCES LTD 6.250% 07/15/2041 DD 07/05/11	4,699,611.70	99.5430	4,126,057.35	573,554.35
520,000.0000	TECK RESOURCES LTD 5.400% 02/01/2043 DD 08/08/12	550,149.60	91.2150	474,318.00	75,831.60
1,980,000.0000	TECK RESOURCES LTD 5.200% 03/01/2042 DD 02/28/12	1,775,775.85	88.2600	1,747,546.00	28,227.85
1,030,000.0000	TELECOM ITALIA CAPITAL SA 6.375% 11/15/2033 DD 05/15/04	1,037,725.00	90.5000	932,150.00	105,575.00
1,680,000.0000	TELECOM ITALIA CAPITAL SA 6.000% 09/30/2034 DD 09/30/05	1,541,737.50	86.6250	1,455,300.00	86,437.50
530,000.0000	TELECOM ITALIA CAPITAL SA 7.200% 07/18/2036 DD 07/18/06	553,320.00	96.2500	510,125.00	43,195.00

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1,480,000.0000	TELECOM ITALIA CAPITAL SA 7.721% 06/04/2038 DO 06/04/08	1,602,100.00	100.0000	1,480,000.00	122,100.00-
3,435,000.0000	TELEFONICA EMISIONES SAU 7.045% 06/20/2036 DO 06/20/06	3,720,083.87	110.2340	3,788,537.90	68,454.03
760,000.0000	TELEFONICA EMISIONES SAU 5.134% 04/27/2020 DO 04/26/10	798,950.00	106.2380	807,393.60	8,443.60
40,000.0000	TELEFONICA EMISIONES SAU 5.462% 02/16/2021 DO 02/16/11	42,850.00	105.6140	42,205.60	444.40-
1,650,000.0000	TENET HEALTHCARE CORP 4.500% 04/01/2021 DO 02/05/13	1,613,275.00	94.7500	1,563,375.00	49,900.00-
800,000.0000	TENET HEALTHCARE CORP 4.375% 10/01/2021 DO 05/30/13	738,000.00	94.0000	752,000.00	14,000.00
400,000.0000	TEXAS EASTERN TRANSMISSIO 144A 2.800% 10/15/2022 DO 10/24/12	400,128.00	89.4200	357,880.00	42,448.00-
2,400,000.0000	THERMO FISHER SCIENTIFIC INC 4.500% 03/01/2021 DO 02/22/11	2,608,752.00	105.2730	2,526,552.00	82,200.00-
3,305,000.0000	HISTORIC TW INC 6.625% 05/15/2029 DO 11/23/98	4,217,378.30	114.7730	3,793,247.65	424,130.65-
5,100,000.0000	TIME WARNER INC 6.500% 11/15/2036 DO 11/13/08	6,379,335.00	112.9880	5,762,388.00	616,947.00-
1,215,000.0000	TIME WARNER INC 6.200% 03/15/2040 DO 03/11/10	1,487,901.15	110.1660	1,338,518.90	149,382.25-
2,660,000.0000	TIME WARNER INC 6.100% 07/15/2040 DO 07/14/10	3,220,515.20	109.1370	2,903,044.20	317,471.00-

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2,800,000.0000	TIME WARNER INC 5.250% 03/29/2041 DD 04/01/11	3,457,188.00	111.0480	3,109,344.00	347,844.00-
900,000.0000	TIME WARNER INC 4.900% 06/15/2042 DD 06/13/12	965,475.00	94.9290	854,361.00	111,114.00-
2,280,000.0000	TIME WARNER INC 5.350% 12/15/2043 DD 12/16/13	2,276,854.80	101.2730	2,309,024.40	30,369.60
2,600,000.0000	TIME WARNER CABLE INC 7.300% 07/01/2038 DD 06/19/08	3,720,304.00	99.7180	2,792,104.00	928,200.00-
3,225,000.0000	TIME WARNER CABLE INC 6.750% 06/15/2039 DD 06/29/09	4,090,493.25	94.1700	3,036,982.50	1,053,510.75-
425,000.0000	TIME WARNER CABLE INC 5.675% 11/15/2040 DD 11/15/10	361,302.70	86.5050	367,646.25	6,343.55
2,490,000.0000	TIME WARNER CABLE INC 5.500% 09/01/2041 DD 09/12/11	2,038,317.15	82.8610	2,063,238.90	24,921.75
620,000.0000	TIME WARNER CABLE INC 4.500% 09/15/2042 DD 08/10/12	603,168.60	75.7570	621,207.40	18,038.80
300,000.0000	TOLL BROTHERS FINANCE CORP 5.675% 02/15/2022 DD 02/07/12	315,750.00	103.5000	310,500.00	5,250.00-
400,000.0000	TRANSOCEAN INC 7.500% 04/15/2031 DD 04/05/01	497,106.00	114.2910	457,164.00	39,944.00-
1,500,000.0000	TRANSOCEAN INC 6.600% 03/15/2038 DD 12/11/07	1,835,255.00	111.3010	1,669,515.00	166,740.00-
400,000.0000	TRANSOCEAN INC 6.500% 11/15/2029 DD 09/21/10	484,448.00	114.1940	456,776.00	27,672.00-

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1,185,000.0000	TRANSOCEAN INC 7.350% 12/15/2041 DD 12/05/11	1,547,562.70	120.6000	1,404,990.00	142,572.70-
2,500,000.0000	TRANSOCEAN INC 3.800% 10/15/2022 DD 09/13/12	2,562,325.00	94.7800	2,369,575.00	192,750.00-
2,480,000.0000	TRINITY ACQUISITION PLC 6.125% 08/15/2043 DD 08/15/13	2,450,283.00	101.0000	2,486,614.00	36,331.00
300,000.0000	TRIUMPH GROUP INC 4.875% 04/01/2021 DD 02/26/13	300,000.00	97.0000	291,000.00	9,000.00-
1,300,000.0000	TYCO ELECTRONICS GROUP SA 7.125% 10/01/2037 DD 04/01/08	1,713,348.00	117.0280	1,521,364.00	191,984.00-
810,000.0000	WASTE MANAGEMENT INC. 7.000% 07/15/2028 DD 07/17/98	1,087,728.20	120.9960	980,067.60	117,660.60-
395,000.0000	UNUM GROUP 6.750% 12/15/2028 DD 12/18/98	459,211.20	110.4050	436,099.75	23,111.45-
672,325.2600	US AIRWAYS 2012-1 CLASS A PASS 5.900% 04/01/2026 DD 05/14/12	732,834.57	109.0000	732,834.56	0.01-
3,089,360.5300	US AIRWAYS 2012-2 CLASS A PASS 4.625% 12/03/2028 DD 12/13/12	3,143,424.33	101.5000	3,135,700.94	7,723.39-
430,000.0000	UNION PACIFIC CORP 4.750% 09/15/2041 DD 08/09/11	482,331.00	96.9240	416,773.20	65,557.80-
790,000.0000	UNION PACIFIC CORP 144A 4.821% 02/01/2044 DD 08/21/13	781,317.80	96.8520	765,130.80	16,187.00-
2,569,611.4420	UAL 2009-2A PASS THROUGH TRUST 9.750% 07/15/2018 DD 11/24/09	2,974,325.28	115.0000	2,955,053.15	19,272.13-

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
795,000.0000	UNUM GROUP 5.625% 09/15/2020 DD 09/15/10	906,351.10	109.6150	871,439.25	36,911.85-
4,920,000.0000	VALE OVERSEAS LTD 6.875% 11/21/2036 DD 11/21/06	6,053,697.70	103.2750	5,061,130.00	972,767.70-
3,450,000.0000	VALE OVERSEAS LTD 6.875% 11/10/2039 DD 11/10/09	3,502,888.50	103.4420	3,568,749.00	65,860.50
700,000.0000	VALE SA 5.625% 09/11/2042 DD 09/11/12	617,031.00	90.7780	635,446.00	18,415.00
860,000.0000	VALERO ENERGY CORP 7.500% 04/15/2032 DD 04/15/02	846,780.00	121.8220	802,705.20	44,074.80-
1,565,000.0000	VALERO ENERGY CORP 8.625% 06/15/2037 DD 06/08/07	1,928,142.60	114.0730	1,785,242.45	142,900.15-
900,000.0000	VALERO ENERGY CORP 10.500% 03/15/2039 DD 03/17/09	1,268,736.00	150.1780	1,291,424.00	67,312.00-
1,400,000.0000	VERIZON COMMUNICATIONS INC 6.400% 02/15/2038 DD 02/12/08	1,895,418.00	112.2970	1,572,156.00	323,260.00-
4,630,000.0000	VERIZON COMMUNICATIONS INC 6.900% 04/15/2038 DD 04/04/08	6,185,835.70	119.0070	5,510,024.10	675,811.60-
300,000.0000	VERIZON COMMUNICATIONS INC 8.000% 04/01/2041 DD 03/28/11	391,554.00	109.7930	329,379.00	62,175.00-
290,000.0000	VERIZON COMMUNICATIONS INC 4.750% 11/01/2041 DD 11/03/11	326,941.20	93.4840	271,103.60	57,837.60-
2,805,000.0000	VERIZON COMMUNICATIONS INC 3.850% 11/01/2042 DD 11/07/12	2,225,467.00	81.6800	2,291,124.00	65,657.00

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BNY MELLON

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,000,000.0000	VERIZON COMMUNICATIONS INC 5.150% 09/15/2023 DD 09/18/13	996,760.00	107.3690	1,073,890.00	76,930.00
9,590,000.0000	VERIZON COMMUNICATIONS INC 6.400% 09/15/2033 DD 09/18/13	9,736,987.85	115.0120	11,029,650.80	1,292,662.95
20,890,000.0000	VERIZON COMMUNICATIONS INC 6.550% 09/15/2043 DD 09/18/13	21,336,189.45	116.9960	24,440,464.40	3,104,274.95
1,265,000.0000	CBS CORP 5.500% 05/15/2033 DD 05/14/03	1,383,694.95	98.2990	1,243,482.35	140,212.60
1,166,000.0000	VIACOM INC 5.650% 09/01/2043 DD 08/19/13	1,157,482.45	105.1220	1,224,071.30	67,208.85
350,000.0000	VIMPELCOM HOLDINGS BV 144A 5.950% 02/13/2023 DD 02/13/13	350,000.00	94.2500	329,875.00	20,125.00
1,235,000.0000	VOTORANTIM CIMENTOS SA 144A 7.250% 04/05/2041 DD 04/05/11	1,383,200.00	95.0000	1,173,250.00	209,950.00
1,115,000.0000	WASTE MANAGEMENT INC 7.100% 08/01/2026 DD 08/02/06	1,488,881.00	120.9360	1,348,425.25	140,455.55
1,780,000.0000	WFP FINANCE 2010 5.125% 09/07/2042 DD 09/07/12	1,740,306.00	91.0670	1,620,992.80	119,313.40
775,000.0000	WALGREEN CO 4.400% 09/15/2042 DD 09/13/12	786,671.00	89.8850	688,658.75	98,012.25
1,700,000.0000	WASTE MANAGEMENT INC 7.375% 05/15/2029 DD 11/15/99	2,244,289.00	121.6780	2,068,526.00	175,763.00
955,000.0000	ACTAVIS INC 3.250% 10/01/2022 DD 10/02/12	997,748.10	93.2720	890,747.60	7,000.50

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,480,000.0000	ACTAVIS INC 4.625% 10/01/2042 DD 10/02/12	1,540,872.40	90.9800	1,346,504.00	194,368.40-
60,000.0000	WELLPOINT INC 5.800% 08/15/2040 DD 08/12/10	70,415.40	108.4170	63,850.20	6,565.20-
900,000.0000	WELLPOINT INC 4.625% 05/15/2042 DD 05/07/12	929,538.00	92.4210	831,789.00	97,749.00-
1,690,000.0000	WELLPOINT INC 4.650% 01/15/2043 DD 09/10/12	1,761,182.80	92.5800	1,564,602.00	196,580.80-
3,495,000.0000	WELLPOINT INC 5.100% 01/15/2044 DD 08/06/13	3,490,281.75	99.1650	3,465,816.75	24,465.00-
150,000.0000	WEYERHAEUSER CO 6.950% 10/01/2027 DD 10/06/97	188,273.00	115.3590	173,038.50	13,234.50-
2,300,000.0000	WEYERHAEUSER CO 7.375% 03/15/2032 DD 09/15/02	2,886,988.00	122.3850	2,814,395.00	72,593.00-
500,000.0000	WEYERHAEUSER CO 6.675% 12/15/2033 DD 12/17/02	586,178.00	117.9450	589,725.00	3,547.00
700,000.0000	WHIRLPOOL CORP 5.150% 03/01/2043 DD 02/27/13	701,019.00	96.4150	674,905.00	26,108.00-
1,700,000.0000	WILLIAMS COS INC/THE VAR RT 03/15/2032 DD 03/15/03	2,356,421.00	116.7510	1,984,767.00	371,654.00-
1,900,000.0000	WILLIAMS PARTNERS LP 6.300% 04/15/2040 DD 02/09/10	2,322,807.00	107.4710	2,041,949.00	280,858.00-
315,000.0000	WILLIAMS PARTNERS LP 5.600% 11/15/2043 DD 11/15/13	311,903.55	102.0730	321,529.95	9,626.40

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200,000.0000	WOODSIDE FINANCE LTD 144A 4.600% 05/10/2021 DO 05/10/11	220,436.00	104.7210	209,442.00	10,994.00-
1,200,000.0000	WYNN MACAU LTD 144A 5.250% 10/15/2021 DO 10/16/13	1,200,000.00	100.1250	1,201,500.00	1,500.00
700,000.0000	WYNN LAS VEGAS LLC / WYNN LAS 5.375% 03/15/2022 DO 09/15/12	736,750.00	105.0000	707,000.00	29,750.00-
600,000.0000	WYNN LAS VEGAS LLC / WYNN 144A 4.250% 05/30/2023 DO 05/22/13	477,500.00	93.7500	468,750.00	8,750.00-
1,935,000.0000	XSTRATA FINANCE CANADA LT 144A VAR RT 10/25/2042 DO 10/25/12	1,942,353.00	92.6350	1,792,467.25	149,865.75-
200,000.0000	ZOETIS INC 3.250% 02/01/2023 DO 08/01/13	199,780.00	93.5670	187,134.00	12,646.00-
785,000.0000	ZOETIS INC 4.700% 02/01/2043 DO 08/01/13	779,253.80	93.4680	733,708.10	45,545.70-
300,000.0000	* ENN ENERGY HOLDINGS LTD REGS 6.000% 05/13/2021 DO 05/13/11	319,377.00	106.7980	320,384.00	1,017.00
300,000.0000	* CEMEX SAB DE CV REGS 9.500% 06/15/2018 DO 09/17/12	345,750.00	113.5000	340,500.00	5,250.00-
3,195,000.0000	* REYNOLDS AMERICAN INC 4.750% 11/01/2042 DO 10/31/12	3,267,917.70	88.8820	2,839,779.90	428,137.80-
2,200,000.0000	* THOMSON REUTERS CORP 4.300% 11/23/2023 DO 11/21/13	2,180,382.00	100.4300	2,209,460.00	29,078.00
TOTAL CORPORATE DEBT INSTRUMENTS		618,493,038.36		759,561,012.33	58,932,026.03-

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
<u>CORPORATE STOCK - PREFERRED</u>					
250.0000	GMAC CAPITAL TRUST I PFD 8.125% CUMULATIVE	6,700.00	26.7400	6,685.00	15.00-
40.0000	FSP HIGHLAND PLACE I CORP	1,680,000.00	42,000.0000	1,680,000.00	0.00
50.0000	FSP SATELLITE PLACE CORP PFD	3,240,000.00	54,000.0000	3,240,000.00	0.00
50.0000	FSP 1441 MAIN STREET CORP PFD ST	2,150,000.00	43,000.0000	2,150,000.00	0.00
TOTAL CORPORATE STOCK - PREFERRED		7,076,700.00		7,076,685.00	15.00-
<u>CORPORATE STOCK - COMMON</u>					
13,637.0000	KBC GROUPE NPV	688,565.04	56.8404	775,133.05	86,568.01
8,792.0000	CAP GEMINI EUR8	487,683.43	87.6988	595,206.63	107,523.40
3,252.0000	PERNOD-RICARD EUR1.55	393,834.06	114.1080	371,079.34	22,754.72-
479,503.0000	INTESA SANPAOLO EUR0.52	947,809.97	2.4720	1,185,351.70	237,541.73
28,545.0000	ASSTEAD GROUP PLC	309,068.67	12.5875	359,310.19	50,241.52
196,995.0000	AVIVA PLC GBP0.25	1,182,538.28	7.4481	1,467,249.55	304,711.27
49,313.0000	HAYS ORD 1P	97,749.16	2.1498	106,013.70	8,264.54
41,716.0000	HOWDEN JOINERY GROUP PLC ORD GBP0.10	157,759.73	5.7107	238,229.65	80,469.92
51,335.0000	MEGGITT ORD5P	357,743.44	8.7367	448,499.47	90,756.03

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2,877.0000	ROTORX ORD 5P	119,018.57	47.5343	136,756.40	17,737.83
183,768.0000	TESCO ORD 5P	1,003,682.06	5.5376	1,017,646.89	13,964.83
144,000.0000	CHINA MERCHANTS HOLDINGS INTL ORD HK\$0.10	456,377.11	3.6498	525,577.94	69,200.83
95,000.0000	WHARF HOLDINGS HK\$1	608,359.82	7.6479	726,551.67	11,808.15
13,800.0000	DAIKIN INDUSTRIES Y50	627,898.37	62.3188	859,997.13	232,098.76
126,000.0000	DAIWA SECS GROUP NPV	1,200,639.71	9.9900	1,278,721.25	78,081.54
33,700.0000	ITOCHU CORP Y50	416,756.34	12.3590	416,800.63	255.71
6,100.0000	KAQ CORP	204,215.27	31.4923	192,103.13	12,112.14
1,600.0000	KEYENCE CORP NPV	517,557.90	428.1432	685,029.24	167,471.34
4,000.0000	MAKITA CORP Y50	185,562.80	52.5189	210,075.83	24,512.83
20,000.0000	SURUGA BANK LTD Y50	258,279.27	17.9439	358,879.21	100,599.94
2,200.0000	TOKYO ELECTRON NPV	100,121.46	54.8023	120,565.15	20,443.69
26,790.0000	KOREA ELEC FWH CORP KSWN5000	619,007.32	32.9274	882,126.83	263,119.51
34,500.0000	IMPERIAL OIL LTD	1,445,026.82	44.2729	1,527,416.47	82,389.65
4,405.0000	TORONTO DOMINION BANK NEW	409,106.18	94.2211	415,044.28	5,938.10
90,988.0000	SKANDINAVISKA ENSKILDA BANKEN SER A SWKR10	859,055.37	13.2033	1,201,348.74	342,293.37
21,700.0000	ALLSTATE CORP/THE	920,241.79	54.5400	1,183,516.00	263,276.21

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1,743.0000	AMAZON.COM INC	486,455.81	398.7900	695,090.97	208,635.16
27,168.0000	AMERICAN EXPRESS CO	1,561,501.08	90.7300	2,464,771.18	903,269.50
6,800.0000	BBST CORP	219,205.82	37.3200	253,776.00	34,570.18
107,021.0000	BANK OF AMERICA CORP	1,252,552.66	15.5700	1,666,316.97	413,764.31
17,938.0000	BAXTER INTERNATIONAL INC	1,195,747.08	89.5500	1,247,587.90	51,840.82
3,816.0000	B/E AEROSPACE INC	286,322.13	87.0300	332,106.48	65,784.35
13,200.0000	BIO-RAD LABORATORIES INC	1,366,660.00	123.8100	1,631,652.00	244,992.00
7,864.0000	BIOGEN IDEC INC	1,151,839.51	279.5720	2,198,554.21	1,046,714.70
11,600.0000	BOB EVANS FARMS INC/DE	466,320.00	50.5900	586,844.00	120,524.00
3,500.0000	BOEING CO/THE	263,273.15	136.4900	477,715.00	214,441.85
45,300.0000	BRADY CORP	1,513,737.15	30.9300	1,401,129.00	112,608.15
51,600.0000	BRINK'S CO/THE	1,469,338.97	34.1400	1,761,624.00	292,285.03
94,402.0000	CANADIAN NATIONAL RAILWAY CO	4,312,703.73	57.0200	5,382,802.04	1,070,098.31
12,258.0000	CANADIAN PACIFIC RAILWAY LTD	1,579,697.07	151.3200	1,854,680.56	275,183.49
7,130.0000	CANON INC ADR	279,567.30	32.0000	228,160.00	51,407.30
16,900.0000	CAPITAL ONE FINANCIAL CORP	949,452.68	78.6100	1,294,709.00	345,256.32
10,240.0000	CELGENE CORP	1,463,773.16	168.9600	1,730,232.32	266,459.16
47,800.0000	CHARLES RIVER LABORATORIES INT	1,783,571.98	53.0400	2,524,704.00	741,132.02

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47,732.0000	CISCO SYSTEMS INC	937,886.07	22.4300	1,070,626.76	132,742.69
17,100.0000	CITY NATIONAL CORP/CA	846,791.99	79.2200	1,354,662.00	507,870.01
21,401.0000	COMCAST CORP	893,720.96	51.9650	1,112,102.97	218,382.01
10,100.0000	COMCAST CORP	355,604.40	49.8800	503,768.00	138,263.60
10,992.0000	CONOCOPHILLIPS	637,426.08	70.6500	776,564.80	139,158.72
28,229.0000	CONTANGO OIL & GAS CO	1,200,322.65	47.2800	1,334,102.54	133,779.89
78,300.0000	CORNING INC	991,692.17	17.8200	1,395,306.00	403,613.83
20,865.0000	DEVON ENERGY CORP	1,085,814.60	61.8700	1,290,917.55	205,102.95
27,200.0000	DEVRY EDUCATION GROUP	645,456.04	35.5000	965,660.00	320,143.96
98,827.0000	WALT DISNEY CO/TH	5,250,644.47	76.4000	7,550,382.80	2,299,738.33
7,400.0000	DUN & BRADSTREET CORP	582,010.00	122.7500	908,350.00	326,340.00
6,000.0000	EDISON INTERNATIONAL	271,140.00	46.3000	277,600.00	6,460.00
8,767.0000	EMERSON ELECTRIC CO	464,300.32	70.1800	615,268.05	150,967.74
44,800.0000	EXELON CORP	1,354,436.61	27.3800	1,227,072.00	127,364.61
28,700.0000	FAIR ISAAC CORP	1,208,260.98	62.8400	1,803,506.00	595,245.02
92,600.0000	GANNETT CO INC	1,667,726.04	29.5800	2,739,108.00	1,071,381.96
22,429.0000	GAP INC/TH	886,298.03	39.0800	876,525.32	9,772.71
42,421.0000	GILEAD SCIENCES INC	1,750,509.24	75.1000	3,185,817.10	1,435,307.86

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3,116.0000	GOOGLE INC	2,398,904.14	1,120.7100	3,492,132.36	1,093,228.22
9,121.0000	GREEN MOUNTAIN COFFEE ROASTERS	675,795.68	75.5400	689,000.34	13,204.66
16,100.0000	HCC INSURANCE HOLDINGS INC	599,081.02	46.1400	742,854.00	143,772.98
20,726.0000	HALLIBURTON CO	726,064.33	50.7500	1,051,793.75	325,729.42
66,200.0000	HEWLETT-PACKARD CO	872,864.32	27.9800	1,572,476.00	699,511.68
58,856.0000	HONEYWELL INTERNATIONAL INC	3,736,144.28	91.3700	5,359,398.72	1,623,254.46
22,804.0000	HORACE MANN EDUCATORS CORP	455,167.85	31.5400	719,238.16	264,070.31
4,700.0000	HUMANA INC	423,486.17	103.2200	486,134.00	61,645.83
19,000.0000	IDEX CORP	884,070.03	73.8500	1,403,150.00	519,079.97
3,600.0000	INTERNATIONAL BUSINESS MACHINE	686,901.14	187.5700	712,766.00	15,864.86
67,800.0000	INTERNATIONAL SPEEDWAY CORP	1,863,040.50	35.4500	2,403,510.00	520,469.41
189,700.0000	INTERPUBLIC GROUP OF COS INC/T	2,060,494.04	17.7000	3,357,890.60	1,267,195.96
34,600.0000	JPMORGAN CHASE & CO	1,548,831.25	58.4800	2,023,408.00	474,576.75
215,600.0000	JANUS CAPITAL GROUP INC	1,893,084.93	12.3700	2,666,972.00	773,887.07
29,367.0000	JOHNSON & JOHNSON	2,060,028.70	91.5900	2,691,555.33	631,526.63
21,900.0000	JOHNSON CONTROLS INC	671,673.01	51.3000	1,123,470.00	451,796.99
24,100.0000	JONES LANG LASALLE INC	2,022,954.01	102.3800	2,467,599.00	444,644.99
5,700.0000	KELLOGG CO	339,676.83	81.0700	348,099.00	8,422.17

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SCHEDULE H, PART IV, LINE 4i

SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF YEAR)

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
27,755.0000	LITTELFUSE INC	1,723,872.03	92.9300	2,579,272.15	855,400.12
5,100.0000	LOCKHEED MARTIN CORP	470,679.00	148.8800	758,186.00	287,487.00
18,500.0000	MTS SYSTEMS CORP	1,161,535.97	71.0700	1,385,865.80	224,329.83
4,200.0000	MAGNA INTERNATIONAL INC	210,084.00	82.0600	344,652.00	134,568.00
2,900.0000	MANPOWERGROUP INC	123,076.00	85.8800	248,994.00	125,918.00
14,200.0000	MARATHON OIL CORP	435,372.01	35.3000	501,280.00	65,887.99
16,600.0000	MATTHEWS INTERNATIONAL CORP	532,660.02	42.8100	707,326.00	174,665.98
62,410.0000	MEOTRONIC INC	2,560,058.20	57.3900	3,581,709.90	1,021,651.70
32,800.0000	MEREDITH CORP	1,129,959.99	51.8000	1,699,040.00	569,080.01
37,800.0000	MICROSOFT CORP	1,024,860.03	37.4100	1,414,098.00	389,237.97
2,700.0000	MIDDLEBY CORP	346,167.00	239.7240	647,254.60	301,087.60
82,550.0000	MITCHAM INDUSTRIES INC	1,126,167.53	17.7100	1,461,960.50	335,792.97
20,670.0000	MONSANTO CO	1,981,044.75	116.5600	2,409,088.50	418,043.75
14,900.0000	MURPHY OIL CORP	819,398.50	84.8800	966,712.00	147,313.50
28,200.0000	NRG ENERGY INC	847,980.58	28.7200	809,904.00	161,923.42
3,200.0000	NORTHROP GRUMMAN CORP	216,256.00	114.6100	366,752.00	150,496.00
10,993.0000	OMNICOM GROUP INC	549,210.28	74.3700	817,549.41	268,339.13
135,194.0000	ORACLE CORP	4,450,061.97	38.2800	5,172,522.44	722,460.47

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
15,200.0000	PPL CORP	446,572.26	30.0900	457,368.00	10,795.74
12,500.0000	PACCAR INC	567,315.63	59.1700	739,625.00	172,309.37
1,737.0000	PANERA BREAD CO	273,890.45	176.6900	306,910.53	33,020.08
28,092.0000	PRAXAIR INC	2,863,884.08	130.0300	3,392,742.78	528,858.68
1,365.0000	PRICELINE.COM INC	1,062,582.42	1,162.4000	1,586,676.00	504,093.58
31,000.0000	PRIVATEBANCORP INC	474,919.98	28.9300	896,830.00	421,910.02
30,600.0000	PUBLIC SERVICE ENTERPRISE GROU	940,003.63	32.0400	980,424.00	40,420.37
16,114.0000	ROCHE HOLDING AG ADR	809,792.96	70.0510	1,128,601.81	319,008.85
15,192.0000	SALESFORCE.COM INC	799,219.11	55.1900	838,446.48	39,227.37
20,265.0000	SCHLUMBERGER LTD	1,535,970.64	90.1100	1,826,079.15	290,108.51
8,535.0000	SHERWIN-WILLIAMS CO/THE	1,527,202.27	183.5000	1,566,172.50	38,970.23
41,700.0000	SIMPSON MANUFACTURING CO INC	1,363,563.68	36.7300	1,531,841.00	168,277.32
18,400.0000	SOTHEBY'S	618,606.02	53.2000	978,680.00	360,271.98
11,300.0000	SOUTHERN CO	469,343.14	41.1100	464,543.00	-4,800.14
6,774.0000	STARBUCKS CORP	369,009.61	78.3800	531,013.86	162,004.25
18,849.0000	TJX COS INC	877,501.72	63.7300	1,201,246.77	323,745.05
21,000.0000	TARGET CORP	1,366,141.94	63.2700	1,328,870.00	37,271.94
29,977.0000	TEXAS INSTRUMENTS INC	1,196,496.49	43.9100	1,316,290.07	119,793.58

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
50,219.0000	THERMO FISHER SCIENTIFIC INC	3,202,987.82	111.3500	5,591,885.65	2,388,917.83
33,183.0000	3M CO	3,079,184.55	140.2500	4,651,110.75	1,571,926.20
41,273.0000	TOTAL SA ADR	2,131,280.44	61.2700	2,528,796.71	397,516.27
13,887.0000	UNION PACIFIC CORP	1,826,788.31	168.0000	2,333,016.00	506,227.69
45,881.0000	UNITED PARCEL SERVICE INC	3,382,806.13	105.0800	4,821,175.48	1,438,369.35
39,980.0000	UNITED TECHNOLOGIES CORP	3,315,843.99	113.8000	4,549,724.00	1,233,880.01
17,800.0000	UNITEDHEALTH GROUP INC	1,004,611.32	75.3000	1,340,340.00	335,728.68
23,900.0000	UNUM GROUP	497,598.11	35.0800	838,412.00	340,813.89
18,000.0000	WAL-MART STORES INC	1,337,100.14	78.8900	1,416,420.00	79,319.86
30,283.0000	WATERS CORP	2,636,254.96	100.0000	3,026,300.00	390,045.04
57,333.0000	WELLS FARGO & CO	2,012,148.56	45.4000	2,602,918.20	590,769.64
7,171.0000	WYNN RESORTS LTD	838,665.30	194.2100	1,392,679.91	554,014.61
17,700.0000	ZEBRA TECHNOLOGIES CORP	874,754.50	54.0800	957,216.00	82,461.50
5,200.0000	ZIMMER HOLDINGS INC	346,632.00	93.1900	484,588.00	137,956.00
7,266.0000	SUPER RETAIL GROUP LTD	95,616.49	11.8899	86,392.00	9,224.49
26,531.0000	FLEXIGROUP LTD	111,869.67	3.9960	106,099.74	5,769.93
31,279.0000	DULUXGROUP LTD	145,879.21	4.7953	149,992.84	4,113.73
257,161.0000	TELSTRA CORP NPV	1,162,358.10	4.6960	1,207,862.72	45,504.62

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
9,542.0000	CSL ORD NPV	533,960.59	51.6950	588,694.30	54,733.71
3,519.0000	REA GROUP LTD	95,380.54	33.7819	118,777.48	23,396.92
22,339.0000	RYMAN HEALTHCARE G NPV	106,356.04	6.4600	144,330.89	37,974.95
8,115.0000	COLRUYT SA NPV	418,347.76	55.9172	453,768.17	35,420.41
11,971.0000	PROSIEBENSAT1 MEDI	500,871.34	49.8082	593,835.82	92,964.48
3,066.0000	WINCOR NIXDORF AG NPV	152,665.18	89.4073	212,802.91	60,137.73
2,002.0000	BRENTAG AG	262,439.20	185.6787	371,728.88	109,289.68
3,321.0000	CONTINENTAL AG NPV	560,769.20	219.6452	729,441.81	168,672.61
9,577.0000	SAP AG ORD NPV	766,281.17	85.8600	822,281.84	55,999.67
13,981.0000	BAYER AG ORD NPV	1,325,118.06	140.4820	1,964,076.88	638,962.82
1,029.0000	BERTRANDT AG NPV	109,486.73	152.9524	157,388.07	47,901.34
23,743.0000	DAIMLER AG ORD NPV (REGD)	1,292,079.25	86.6730	2,057,676.34	765,599.09
1,497.0000	MORPHOSYS ORD NPV	116,585.79	76.9585	115,206.89	(1,378.90)
16,745.0000	SIEMENS AG NPV REGD	1,813,832.57	136.8166	2,290,994.90	477,162.33
27,727.0000	LINDE AG NPV	4,832,111.27	209.5172	5,809,288.10	977,174.83
12,981.0000	BAYERISCHE MOTOREN WERKE (BMW) AG EUR1	1,223,279.87	117.4288	1,524,344.54	301,064.67
55,049.0000	INFINEON TECHNOLOGIES ORD NPV	514,235.64	10.8928	588,633.01	74,397.37

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
3,518.0000	WIRECARD AG	115,454.27	39.5678	139,199.64	23,745.37
33,071.0000	REPSOL SA RTS EXP 09-JAN-2014	22,185.77	0.6834	22,602.82	437.05
15,425.0000	TECNICAS REUNIDAS ORD EUR0.10	713,489.73	54.4083	839,248.89	125,749.16
2,161.0000	AMADEUS IT HLD SA-A SHS0.0100	88,374.27	42.8611	92,622.92	4,248.65
33,576.0000	BANKINTER S A EUR0.3 REGD	178,230.20	6.6718	230,726.78	52,496.58
53,247.0000	BANCO BILBAO VIZCAYA ARGENTARIA SA EUR0.49	516,845.43	12.3298	656,530.01	137,684.58
33,071.0000	REPSOL SA	791,729.16	25.2440	834,845.79	43,116.62
1,809.0000	INDUSTRIA DE DISEÑO TEXTIL SA EUR0.15	277,777.15	185.0784	298,626.84	20,849.69
28,946.0000	GDF SUEZ EUR1	585,123.03	23.5560	681,853.58	116,730.55
6,690.0000	VINCI EUR2.50 (POST SUBDIVISIO	381,819.01	85.7557	439,906.13	48,087.12
51,570.0000	DANONE EUR0.25 (POST SUBDIVISION)	3,415,288.95	72.0943	3,717,905.32	302,616.37
91,100.0000	LEGRAND SA EUR4	3,828,386.46	56.2006	5,028,781.87	1,200,395.21
28,798.0000	TOTAL SA EUR2.5 POST SUBDIVISION	1,554,188.18	81.3601	1,767,046.55	212,880.37
21,718.0000	LVMH MOET HENNESSY EUR0.30	3,942,089.77	182.7181	3,968,229.78	26,160.01
4,576.0000	PUBLICIS GROUPE SA EUR.4	313,925.54	91.6474	419,378.75	105,453.21
11,938.0000	TECHNIP SA EUR	1,367,465.17	96.2635	1,149,194.70	218,270.47

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
3,574.0000	VALEO EUR3	343,944.30	110.8265	396,101.13	52,156.83
820.0000	HERMES INTL FRF10 POST SPLIT	244,650.21	363.0898	297,733.68	53,083.45
21,801.0000	SANOFI	2,079,233.10	106.2675	2,316,737.85	237,504.75
692.0000	EUROFINS SCIENTIFIC EUR0.10	137,402.39	270.7671	187,370.69	49,968.30
109,356.0000	AXA EUR2.20	2,112,350.00	27.8483	3,045,386.30	933,036.30
29,908.0000	PEUGEOT SA EUR1	426,089.28	13.0050	388,956.29	37,132.99
2,867.0000	CREDIT AGRICOLE SA EUR3	35,259.48	12.6216	37,016.61	1,757.13
1,293.0000	ZODIAC AEROSPACE NPV	158,666.29	177.4110	229,392.50	70,726.21
48,289.0000	BNP PARIBAS EUR2	2,915,204.03	78.0606	3,769,481.23	854,277.20
8,840.0000	COMPAGNIE DE SAINT-GOBAIN EUR4	426,747.25	55.0835	486,938.59	60,191.34
11,061.0000	WORLD DUTY FREE SPA	105,597.73	12.5944	139,307.36	33,709.63
8,206.0000	AZIMUT HLDG SPA ORD EUR0.22	122,584.04	27.3247	224,226.89	101,642.85
8,188.0000	BANCA GENERALI EUR1	184,133.16	31.0176	253,972.56	69,839.40
1,588.0000	UNIBAIL-RODAMCO EUR5	380,934.04	256.6431	407,549.38	26,615.34
18,456.0000	UNILEVER NV CVA EUR0.15	892,260.46	40.3394	744,505.56	52,245.10
109,147.0000	TNT EXPRESS NV	823,764.37	9.2984	1,014,893.19	191,128.82
131,096.0000	REED ELSEVIER NV EUR0.07	1,933,210.99	21.2204	2,781,955.93	848,744.94
71,569.0000	AKZO NOBEL NV EUR2	4,693,996.96	77.6337	5,557,719.16	863,722.20

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
155,181.0000	POSTNL NV	596,995.46	5.7184	887,401.38	290,405.92
52,258.0000	HEINEKEN NV EUR1.60	3,477,228.94	67.6297	3,534,197.36	56,968.42
38,877.0000	CIE FINANCIERE RICHEMONT SA	3,198,434.82	99.8482	3,861,798.62	683,363.80
1,052.0000	GEBERT CHF0.10 (REGD) (POST SUBDIVISION)	231,486.47	304.1547	319,970.77	88,504.30
1,656.0000	PARTNERS GRP HLDG AG CHF0.01 (REGD)	382,091.22	267.4887	442,977.91	60,886.69
270.0000	BURKHARDT COMPRESSION HOLDING AG CHF2.5	93,906.24	439.6469	118,704.67	24,798.43
94,502.0000	UBS AG CHF0.1 (POST SUBDIVISION)	1,528,808.24	19.0251	1,797,912.80	269,104.56
805.0000	GIVALDAN AG CHF10	848,905.63	1,432.5068	1,153,166.04	306,262.41
4,125.0000	ZURICH INSURANCE GROUP AG CHF0.1	1,096,875.51	290.6617	1,198,979.59	102,104.08
29,092.0000	NOVARTIS AG CHF0.50 (REGD)	1,842,829.17	60.0584	2,329,061.00	486,231.83
31,965.0000	ABB LTD CHF1.03 (REGD)	807,116.02	26.4013	843,917.69	36,801.67
11,855.0000	ROCHE HLDG AG GENUSSSCHEINE NPV	2,465,421.55	280.2046	3,321,626.05	856,404.50
65,055.0000	NESTLE SA	3,584,724.97	73.4244	4,042,380.85	457,655.88
665.0000	STRAUMANN HOLDING AG	121,383.40	187.5527	124,722.55	3,339.15
14,103.0000	CREDIT SUISSE GROUP AG CHF0.04 REGD	383,690.35	30.6628	432,438.08	48,747.73

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2,636.0000	AVEVA GROUP ORD GBP0.03556	103,799.17	35.8412	94,282.49	9,536.68
7,858.0000	BERENSON PLC	107,084.54	15.5107	121,883.72	14,799.18
12,703.0000	LANCASHIRE HLDGS COM SHS USD0.50	160,130.85	13.4321	170,629.08	10,498.23
294,861.0000	G4S PLC ORD GBP0.25	1,002,267.44	4.3476	1,282,389.04	180,121.60
15,167.0000	NANOCO GROUP PLC	38,654.82	2.3725	35,984.90	2,669.92
9,823.0000	BERKELEY GROUP HLDGS ORD GBP0.05	280,545.26	43.9900	432,113.77	151,568.51
39,809.0000	ROYAL DUTCH SHELL PLC A SHS	1,361,763.63	35.6246	1,426,144.98	44,381.35
24,534.0000	IG GROUP HOLDINGS PLC	179,460.08	10.2025	250,308.14	70,848.06
22,798.0000	BUNZL ORD GBP0.3214857	413,150.35	24.0156	547,508.22	134,357.87
14,084.0000	DUNELM GROUP PLC ORD GBP0.01 (WI)	159,795.91	14.9062	210,088.69	50,292.78
7,186.0000	WHITBREAD ORD GBP0.76797385	402,571.38	62.1259	446,436.99	43,865.61
23,017.0000	SMURFIT KAPPA GROUP PLC ORD EUR0.001 (WI)	269,089.84	24.6515	567,404.16	298,314.32
9,206.0000	HARGREAVES LANSDOWN ORD GBP0.004 (WI)	105,345.23	22.4256	205,450.30	101,105.07
12,094.0000	INTERNATIONAL PERSONAL FINANCE PLC ORD GBP0.10	120,075.33	8.2481	99,752.82	20,322.51

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
5,020.0000	PROVIDENT FINANCIAL ORD GBP0.20727272	117,981.41	26.8975	135,025.45	17,044.04
24,720.0000	ASHMORE GROUP PLC	144,482.17	6.6465	164,355.42	19,893.25
469,416.0000	VODAFONE GROUP ORD USD0.11428571	1,184,364.37	3.9253	1,842,604.49	658,240.12
14,760.0000	EXPERIAN PLC ORD USD0.10	240,885.68	18.4506	272,331.23	31,445.55
9,129.0000	SHIRE PLC ORD GBP0.05	412,073.51	47.2382	431,219.73	19,146.22
40,506.0000	CAPITA PLC	626,092.87	17.1918	696,374.09	70,281.22
60,313.0000	RECKITT BENCKISER GROUP PLC ORD GBP0.10	3,602,924.33	79.3840	4,787,890.96	984,966.63
5,096.0000	RIGHTMOVE PLC ORD GBP0.01	125,770.82	45.3812	231,262.85	105,492.03
45,404.0000	AMLIN ORD GBP0.28125	280,342.87	7.6005	345,094.53	64,751.66
144,697.0000	GLENORE XSTRATA PLC	845,620.74	5.1790	749,399.33	96,221.41
189,357.0000	INTERNATIONAL CONSOLIDATED AIRLINES GROUP SA	768,126.53	6.6481	1,256,880.84	490,754.31
32,878.0000	JUPITER FUND MANAGEMENT-WI	149,948.01	6.3765	209,648.62	59,700.61
7,079.0000	GENEL ENERGY PLC	121,374.28	17.8046	126,039.38	4,665.10
139,134.0000	ROLLS-ROYCE HDGS PLC ORD GBP0.20	2,035,579.47	21.1171	2,938,118.77	902,539.30
19,638.0000	ABCAM ORD GBP0.002	124,230.30	8.1321	161,326.34	37,096.04

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SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF YEAR)
YEAR ENDED DECEMBER 31, 2013



BNY MELLON

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FINAL 151133

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
23,372.0000	EASYJET ORD GBP0.27285714(POSTCONS)	405,983.84	25.4400	594,583.68	188,620.04
16,745.0000	WPP PLC ORD GBP0.10	344,286.64	22.8562	382,727.91	38,441.27
13,962.0000	INTERCONTINENTAL HOTELS GROUP PLC	395,658.88	33.3403	468,164.25	70,475.37
13,038.0000	COUNTRYWIDE PLC	116,047.42	9.8548	128,485.42	12,438.00
21,017.0000	HISCOX ORD GBP0.8178778	175,362.07	11.5109	241,025.37	66,582.40
102,975.0000	REXAM ORD GBP0.714265714 (POST R)	609,277.60	6.7664	694,780.19	85,502.59
10,544.0000	ARM HOLDINGS ORD GBP0.0005	131,629.63	18.2021	191,923.87	60,294.24
147,636.0000	BALFOUR BEATTY ORD GBP0.50	657,721.30	4.7517	702,484.33	44,763.03
18,646.0000	BTG ORD GBP0.10	114,073.56	9.5151	177,419.60	63,346.04
128,658.0000	DIAGEO ORD 28 101/101P	3,811,307.32	33.1250	4,261,796.26	450,488.94
37,604.0000	ELEMENTIS PLC ORD GBP0.05	142,116.34	4.4538	167,475.30	25,358.96
4,360.0000	DERWENT LONDON PLC GBP0.05	149,460.73	41.3234	180,170.19	30,709.46
4,845.0000	BIG YELLOW GROUP ORD GBP0.10 REITS	28,045.85	7.9168	38,357.26	10,311.41
32,750.0000	BRITISH AMERICAN TOBACCO ORD GBP0.25	1,661,836.75	53.8293	1,758,382.03	94,725.28
26,175.0000	HALMA ORD 10P	195,453.04	9.9254	261,631.40	66,188.36
25,945.0000	IMI ORD GBP0.25	524,460.93	25.2578	655,313.95	130,853.02

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BNY MELLON

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
7,106.0000	KELLER GROUP ORD 10P	91,034.54	19.0303	135,229.40	44,194.86
56,926.0000	COMPASS GROUP ORD GBP0.10	708,948.05	16.0325	912,666.10	203,718.05
83,558.0000	PRUDENTIAL PLC GBP0.05	1,207,746.46	22.1937	1,854,465.36	646,718.90
14,247.0000	RIO TINTO PLC	770,270.52	56.4696	804,525.87	34,255.35
26,266.0000	ST JAMES PLACE PLC	230,980.86	12.0575	316,702.30	85,721.44
19,469.0000	SENIOR 10P	73,616.74	5.0880	99,058.28	25,441.54
2,152,679.0000	LLOYDS BANKING GROUP PLC GBP0.1	2,259,680.49	1.3084	2,812,367.49	552,687.00
88,083.0000	BG GROUP PLC ORD GBP0.10	1,519,193.43	21.4898	1,892,889.92	373,696.49
16,277.0000	DAILY MAIL & GENERAL TRUST 'A' ORD NON-VTG GBP0.125	191,541.12	15.9082	258,939.10	67,397.98
36,195.0000	BABCOCK INTL GROUP ORD GBP0.60	568,051.67	22.4421	812,294.98	244,243.31
96,454.0000	MICHAEL PAGE INTL ORD GBP0.01	619,304.61	8.0825	779,589.46	160,284.85
180,671.0000	BT GROUP ORD GBP0.05	881,114.34	6.2838	1,135,302.66	254,188.34
1,165.0000	ASSEENOWSCREEN HLDGS ORD GBP0.035	110,162.05	101.4287	118,164.49	8,002.44
21,323.0000	CARNIVAL PLC ORD USD1.66	766,070.56	41.4228	883,258.63	117,188.07
364,568.0000	BARCLAYS ORD GBP0.25	1,537,371.74	4.5041	1,642,076.94	104,705.20
4,737.0000	NEXT GROUP ORD GBP0.10	374,396.31	90.2656	427,588.27	53,191.96
363,815.0000	ITV ORD GBP0.10	622,133.11	3.2131	1,168,983.07	546,849.96

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BNY MELLON

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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
77,800.0000	LINK REAL ESTATE INVT TRUST UNITS	379,475.69	4.8492	377,272.93	2,202.76-
766,000.0000	CNOOC LTD HKD0.02	1,582,214.54	1.8597	1,424,564.88	157,649.66-
124,500.0000	TECHTRONIC INDUSTR ORD HKD0.1	295,388.55	2.8373	353,248.43	57,879.84
246,000.0000	HUTCHISON TELECOMMUNICATIONS HKD0.25	112,488.63	0.3791	93,276.16	19,212.47-
68,000.0000	MGM CHINA HOLDINGS LTD	226,856.17	4.2689	290,285.35	63,429.18
249,000.0000	CHINA HIGH PRECISION AUTOMATIO GROUP LTD	39,635.63	0.0451	11,239.72	28,395.91-
119,000.0000	AIA GROUP LTD	603,924.14	5.0189	597,014.35	6,909.79-
106,000.0000	SA SA INTERNATIONAL HLDGS LTD	86,976.87	1.1723	124,267.61	37,288.74
153,695.0000	HSBC HLDGS USD0.50 HONGKONG REG	1,619,789.92	10.8528	1,668,023.11	48,233.19
115,804.0000	YUE YUEN INDL HLDG HKD0.25	386,966.93	3.3403	386,822.32	144.61-
1,400.0000	TSURUHA HOLDINGS INC NPV	110,264.27	92.0032	128,604.53	18,340.26
3,900.0000	SHIP HEALTHCARE HLDG INC NPV	103,615.87	38.8658	151,576.99	48,061.12
3,100.0000	TS TECH CO LTD NPV	86,681.48	33.7281	104,557.34	17,875.86
6,700.0000	START TODAY CO LTD	166,826.08	24.8418	166,440.22	20,385.86-
3,000.0000	UNITED ARROWS JPY50	98,733.01	37.4863	112,458.97	43,725.96
35,900.0000	KDDI CORP Y5000	1,264,274.53	81.5574	2,209,913.84	945,639.31

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
5,600.0000	LAWSON INC NPV	380,176.94	74.8775	419,314.01	39,137.07
900.0000	OTSUKA SHOKAI JPY50	115,187.88	127.5800	114,828.03	359.85
5,500.0000	FAMILYMART Y50	226,131.95	45.7161	251,439.03	25,307.08
42,300.0000	FUJI HEAVY LTD Y50	551,676.01	28.6855	1,213,400.86	661,724.85
2,700.0000	MIRACA HOLDINGS INC	125,890.58	47.1909	127,415.44	1,524.86
139,000.0000	HITACHI NPV	857,871.25	7.5733	1,052,699.69	194,828.41
7,500.0000	HOYA PENTAX HD CORPORATION	191,249.47	27.8007	206,505.77	17,256.30
22,000.0000	JGC CORP Y50	680,676.59	39.2464	863,422.27	182,545.68
11,600.0000	JAPAN TOBACCO INC Y50000	408,826.38	32.5386	377,451.11	31,375.27
55,300.0000	SUMITOMO MITSUI GR NPV	2,106,598.55	51.5674	2,851,681.59	745,083.04
4,500.0000	MISUMI GROUP INC Y50	122,806.44	31.4447	141,501.35	18,694.91
2,900.0000	NIHON KODEN CORP Y50	116,993.79	34.9174	101,260.64	17,733.15
13,900.0000	DENSO CORPORATION NPV	580,556.60	52.8043	733,980.29	153,423.69
9,000.0000	NIPPON KAYAKU CO Y50	127,881.67	14.2143	127,929.21	87.54
22,800.0000	NIKON CORP NPV	423,140.20	19.1142	431,981.34	8,841.14
78,300.0000	ORIX CORP Y50	877,496.08	17.5729	1,375,958.29	498,462.21
6,400.0000	PARK 24 CO JPY50	118,440.97	18.8668	120,747.62	2,306.65
5,500.0000	CENTURY TOKYO LEASING CORP	180,375.13	33.0146	181,580.32	21,204.19

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
7,500.0000	SOFTBANK CORPORATION NPV	558,618.57	87.5315	656,486.36	87,867.79
1,800.0000	SAWAI PHARM CO LTD JPY50	122,255.42	64.8972	116,454.97	5,800.45
7,400.0000	SECOM CO Y50	387,584.94	80.3206	448,372.86	58,777.72
22,300.0000	SHIN-ETSU CHEMICALS CO NPV	1,348,909.68	56.4177	1,302,716.30	46,193.38
3,800.0000	SUNDRUG CO Y50	129,603.88	44.7647	170,106.08	40,502.20
14,000.0000	TOTO Y50	212,518.12	15.8803	222,044.82	9,526.50
27,600.0000	TOYOTA MOTOR CORP NPV	1,278,413.23	61.0817	1,685,856.98	407,443.73
7,400.0000	ASTELLAS PHARMA INC Y50	341,231.38	59.2740	436,628.03	97,396.65
14,553.0000	KT&G CORP	1,009,284.77	70.5926	1,027,335.54	18,050.77
3,448.0000	SK TELECOM KRW500	849,143.03	217.9371	751,011.59	101,868.53
113,000.0000	SEMBICORP INDUSTRIES SGD0.25 (POST REORGANIZATION)	485,483.32	4.3481	491,543.26	4,859.94
52,000.0000	STARHUB LTD	171,092.60	3.3977	178,683.04	5,590.44
154,000.0000	SINGAPORE TECHNOLOGIES ENGINEERING SGD0.10	552,424.07	3.1363	483,003.33	69,420.74
185,000.0000	SEMBICORP MARINE SGD0.10	727,192.10	3.5244	667,272.30	39,919.80
60,838.0000	ACCENTURE PLC	4,057,774.36	82.2200	5,002,100.36	944,326.00
11,979.0000	LIBERTY GLOBAL PLC	801,243.75	89.0000	1,066,131.00	264,887.25
8,900.0000	TE CONNECTIVITY LTD	330,388.05	55.1100	480,479.00	160,110.95

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
7,306.0000	WESTJET AIRLINES LTD VAR VTG	176,904.33	26.2776	191,964.49	13,060.16
11,915.0000	CI FINANCIAL INC	298,323.74	33.2705	396,419.06	98,095.32
18,167.0000	ASML HLDG N V N Y REGISTRY SHS NEW 2012	1,550,706.33	93.7000	1,701,310.90	150,604.57
5,260.0000	SIMCORP A/S	117,485.82	39.4340	207,423.21	89,937.39
2,451.0000	PANDORA A/S	126,487.35	54.3020	133,095.81	6,608.46
19,832.0000	GN STORE NORD DKK4	322,158.79	24.8024	467,915.33	165,756.54
17,310.0000	SAMPO OYJ SER A NPV	706,567.52	49.2203	852,004.67	145,437.15
6,274.0000	PROSAFE SE EURO.25	59,548.46	7.7140	48,397.97	11,150.49
2,375.0000	ALGETA ASA NOK0.50	90,671.95	59.1410	140,460.04	59,788.09
33,221.0000	TELENOR ASA	682,334.33	23.8344	791,604.08	109,469.75
3,555.0000	FRED OLSEN ENERGY ASA SHS NOK20	160,390.73	40.6905	144,676.31	15,714.42
34,536.0000	ATLAS COPCO AB SER A NPV (POST SPLIT)	946,945.23	27.7613	956,766.74	9,820.51
3,477.0000	HEXPOL SER B NPV	183,592.14	75.0474	260,940.12	77,347.98
8,200.0000	HENNES & MAURITZ AB	397,668.40	46.1163	424,289.23	26,420.83
4,162.0000	INTRUM JUSTITIA NV ORD NPV	103,995.92	28.0260	116,644.35	12,648.43
58,265.0000	AMERICAN INTERNATIONAL GROUP I	2,259,553.98	51.0500	2,975,449.25	715,895.27

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
16,100.0000	ANIXTER INTERNATIONAL INC	1,038,362.32	89.8400	1,446,424.00	408,061.68
9,844.0000	ANTERO RESOURCES CORP	492,946.87	63.4400	611,815.36	118,868.49
10,300.0000	ASTRAZENECA PLC ADR	505,711.00	59.3700	611,511.00	105,800.00
316,300.0000	BANCO SANTANDER BRASIL SA/BRAZ ADR	2,155,293.77	6.1000	1,941,830.00	213,463.77
166,717.0000	BANK OF NEW YORK MELLON CORP/T	4,359,481.34	34.9400	5,825,091.98	1,465,610.64
11.0000	BERKSHIRE HATHAWAY INC	1,474,880.00	177,900.0000	1,956,900.00	482,020.00
2,159.0000	BERKSHIRE HATHAWAY INC	103,562.30	118.5600	255,971.04	152,408.74
98,132.0000	BLOUNT INTERNATIONAL INC	1,509,894.34	14.4700	1,419,970.04	89,924.30
34,500.0000	BRISTOW GROUP INC	1,988,984.25	75.0800	2,589,570.00	600,585.75
25,944.0000	CBS CORP	1,096,098.81	63.7400	1,653,870.56	557,771.75
73,335.0000	CITIGROUP INC	3,153,814.21	52.1100	3,821,486.85	667,672.64
6,188.0000	CONTINENTAL RESOURCES INC/OK	683,642.99	112.5200	696,275.76	12,632.77
17,336.0000	CUMMINS INC	2,035,288.01	140.9700	2,443,855.92	408,567.91
5,900.0000	EMBRAER SA ADR	168,209.01	32.1800	189,862.00	21,652.99
26,607.0000	FACEBOOK INC	1,207,450.59	54.6480	1,454,045.94	246,595.35
110,600.0000	FIRST AMERICAN FINANCIAL CORP	2,638,625.83	28.2000	3,118,920.00	480,294.17
2,594.0000	FLEETCOR TECHNOLOGIES INC	212,914.36	117.1700	303,938.98	91,024.62

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7,371.0000	GLAXOSMITHKLINE PLC ADR	320,417.37	53.3900	393,537.69	73,120.32
7,868.0000	HSBC HOLDINGS PLC ADR	416,751.43	55.1300	434,885.44	18,114.01
38,791.0000	HEINEKEN NV ADR	1,302,213.87	33.8150	1,311,717.87	9,503.80
3,153.0000	INTERCONTINENTALEXCHANGE GROUP	573,454.45	224.9200	709,172.76	135,718.31
44,207.0000	INTERFACE INC	710,406.57	21.9800	970,785.72	260,379.15
5,800.0000	LEAR CORP	277,350.90	80.9700	469,626.00	192,275.10
5,234.0000	LIBERTY MEDIA CORP	776,641.59	146.2020	765,692.33	11,149.26-
5,070.0000	LINKEDIN CORP	1,109,363.49	216.8300	1,099,326.10	10,038.39-
16,259.0000	LULULEMON ATHLETICA INC	1,098,578.70	59.0300	959,768.77	138,808.93-
22,800.0000	MADISON SQUARE GARDEN CO/THE	1,011,180.03	57.5600	1,312,624.00	301,643.97
4,400.0000	MERCK & CO INC	180,136.00	50.0500	220,220.00	40,084.00
6,500.0000	MONDELEZ INTERNATIONAL INC	165,444.50	35.3000	229,450.00	64,005.50
1.0000	MONOGENESIS CORP	0.00	0.0000	0.00	0.00
31,792.0000	MUENCHENER RUECKVERSICHERUNGS ADR	570,030.56	22.0680	701,585.86	131,555.30
38,667.0000	NESTLE SA ADR	1,866,565.70	73.4240	2,104,845.81	238,280.11
22,080.0000	NOVARTIS AG ADR	1,397,664.00	80.3800	1,774,790.40	377,126.40

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SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF YEAR)
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BNY MELLON

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
6,497.0000	PHILIP MORRIS INTERNATIONAL IN	543,409.08	87.1300	566,083.61	22,674.53
70,600.0000	ROSETTA STONE INC	1,103,517.59	12.2200	862,732.00	240,785.59
25,600.0000	ROYAL DUTCH SHELL PLC ADR	1,784,047.05	75.1100	1,922,816.00	138,768.95
7,670.0000	ROYAL DUTCH SHELL PLC ADR	529,071.50	71.2700	547,282.33	18,210.83
6,700.0000	RYANAIR HOLDINGS PLC ADR	229,876.00	46.8300	314,431.00	84,555.00
16,200.0000	SANOFI ADR	791,016.10	53.6300	868,806.00	77,789.90
5,600.0000	STANLEY BLACK & DECKER INC	443,690.94	80.6900	468,002.00	24,311.06
21,048.0000	STARWOOD HOTELS & RESORTS WORL	1,306,198.88	79.4500	1,672,104.70	363,906.82
67,400.0000	SYMMETRY MEDICAL INC	709,048.05	10.0800	679,392.00	29,656.05
49,100.0000	TEAM INC	1,658,482.80	42.3400	2,076,894.00	220,411.20
61,180.0000	TIME WARNER INC	3,843,849.06	69.7200	4,265,469.50	421,620.54
4,532.0000	TWITTER INC	131,177.18	83.8500	288,461.50	157,284.62
36,300.0000	US SILICA HOLDINGS INC	936,266.50	34.1100	1,306,413.00	368,146.50
71,465.0000	UNILEVER NV	2,737,109.50	40.2300	2,875,036.95	137,927.45
33,855.0000	VISA INC	5,250,543.34	222.8800	7,536,831.40	2,286,188.06
43,200.0000	VODAFONE GROUP PLC ADR	1,099,560.51	39.3100	1,696,192.00	596,631.49

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
8,908.0000	WELLPOINT INC	541,980.02	92.3900	822,271.00	280,290.98
30,264.0000	ZURICH INSURANCE GROUPADR	749,806.82	29.0880	879,653.42	130,046.60
	TOTAL CORPORATE STOCK - COMMON	353,852,220.50		442,885,778.88	88,833,558.38
	<u>PARTNERSHIP/JOINT VENTURE INTEREST</u>				
1,015,000.0000	HOST HOTELS & RESORTS LP 3.750% 10/15/2023 DO 03/28/13	1,014,451.90	92.7180	941,087.70	73,364.20
490,000.0000	LIBERTY PROPERTY LP 4.750% 10/01/2020 DO 09/27/10	535,266.20	105.0930	514,955.70	20,310.50
500,000.0000	ONEOK PARTNERS LP 6.850% 10/15/2037 DO 09/28/07	638,045.00	113.7980	568,990.00	67,955.00
200,000.0000	ONEOK PARTNERS LP 6.125% 02/01/2041 DO 01/26/11	239,782.00	105.8980	211,792.00	27,990.00
2,025,000.0000	ONEOK PARTNERS LP 3.375% 10/01/2022 DO 09/13/12	2,063,556.00	93.4810	1,892,990.25	170,565.75
600,000.0000	ONEOK PARTNERS LP 6.200% 09/15/2043 DO 09/12/13	597,402.00	107.9410	647,646.00	50,244.00
65,800.0000	LAZARD LTD SHS -A-	1,974,303.47	45.3200	2,982,056.00	1,007,752.53
	TOTAL PARTNERSHIP/JOINT VENTURE INTEREST	7,061,706.57		7,759,517.65	697,811.08

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
<u>OTHER INVESTMENTS</u>					
200,000.0000	ITALY BUONI POLIENNALI DEL TES 3.500% 06/01/2018	266,798.13	143.3739	286,747.81	19,949.68
1,100,000.0000	MEXICO GOVERNMENT INTERNATIONAL 5.750% 10/12/2110	1,322,750.00	82.5000	1,017,500.00	305,250.00-
3,400,000.0000	AMERICAN MUNI PWR-OHIO INC OH 5.939% 02/15/2047 DO 09/29/10	3,972,594.10	101.7070	3,458,036.00	514,558.10-
500,000.0000	AMERICAN MUNI PWR-OHIO INC OH 6.270% 02/15/2050 DO 05/23/11	601,115.00	105.1970	525,986.00	75,130.00-
2,400,000.0000	BAY AREA CA TOLL AUTH TOLL BRI 6.907% 10/01/2050 DO 11/04/10	3,416,448.00	121.4290	2,914,296.00	502,152.00-
1,700,000.0000	BURBANK CA WTR & PWR ELEC REVE 6.323% 06/01/2040 DO 03/31/10	2,017,458.00	103.3030	1,756,151.00	261,307.00-
1,100,000.0000	CALIFORNIA ST 7.600% 11/01/2040 DO 12/01/10	1,808,145.00	131.7430	1,448,173.00	158,972.00-
2,100,000.0000	CALIFORNIA ST UNIV REVENUE 6.484% 11/01/2041 DO 04/06/10	2,430,845.00	113.1800	2,376,360.00	54,485.00-
1,000,000.0000	CHICAGO IL TRANSIT AUTH SALES 6.200% 12/01/2040 DO 04/06/10	1,136,490.02	104.1030	1,041,030.00	95,460.02-
2,600,000.0000	DALLAS CNTY TX HOSP DIST 5.621% 06/15/2044 DO 09/17/09	3,352,362.00	109.4910	2,846,766.00	505,596.00-
1,900,000.0000	FLORIDA ST TURNPIKE AUTH 6.800% 07/01/2039 DO 07/09/09	2,245,952.00	107.8660	2,049,454.00	196,498.00-

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,000,000.0000	HARRIS CNTY TX MET TRANSIT AUT 6.575% 11/01/2038 DD 06/11/09	1,192,760.00	111.5160	1,115,160.00	77,600.00-
1,100,000.0000	LOS ANGELES CA CMNTY CLG DIST 6.680% 08/01/2036 DD 08/10/10	1,419,451.00	116.6710	1,305,381.00	114,070.00-
700,000.0000	LOS ANGELES CA UNIF SCH DIST 6.758% 07/01/2034 DD 03/04/10	926,177.00	122.9140	860,395.00	65,779.00+
2,300,000.0000	LOS ANGELES CALIF WASTEWTR SYS 5.713% 06/01/2039 DD 10/21/10	2,716,576.00	106.1600	2,441,680.00	274,896.00+
1,700,000.0000	LOS ANGELES CNTY CA MET TRANSP 5.735% 06/01/2039 DD 11/16/10	2,136,583.07	106.5350	1,811,095.00	327,488.07-
3,100,000.0000	LOS ANGELES CNTY CA PUBLIC WKS 7.616% 06/01/2040 DD 11/23/10	4,128,239.19	116.9910	3,826,721.00	501,518.19-
900,000.0000	MET TRANSPRTH AUTH NY DEDICATE 6.089% 11/15/2040 DD 03/25/10	1,156,833.03	111.8420	1,006,578.00	150,255.03-
645,000.0000	MUNI ELEC AUTH OF GEORGIA 6.637% 04/01/2057 DD 03/11/10	774,961.07	105.1140	677,885.30	96,975.77-
400,000.0000	NEW YORK NY 6.246% 06/01/2035 DD 06/18/10	473,196.00	106.4320	425,728.00	47,468.00-
900,000.0000	NEW YORK CITY NY TRANSITIONAL 5.508% 08/01/2037 DD 08/18/10	1,125,252.00	110.7430	996,687.00	128,565.00-
900,000.0000	NEW YORK CITY NY MUNI WTR FIN 5.440% 06/15/2043 DD 09/23/10	1,135,403.98	107.7770	969,993.00	165,410.98-
2,300,000.0000	NEW YORK ST DORM AUTH ST PERS 5.289% 03/15/2033 DD 10/14/10	2,739,576.00	106.6190	2,452,237.00	287,339.00-

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
1,900,000.0000	NEW YORK ST URBAN DEV CORP REV 5.770% 03/15/2039 DD 12/01/09	2,339,348.98	109.4130	2,079,847.00	259,501.98-
1,700,000.0000	PORT AUTH OF NEW YORK & NEW JE 4.458% 10/01/2062 DD 10/10/12	1,671,337.00	85.1880	1,448,196.00	223,141.00+
900,000.0000	SAN ANTONIO TX ELEC & GAS REVE 6.308% 02/01/2037 DD 11/04/10	1,038,384.00	108.5830	977,247.00	61,137.00-
200,000.0000	SAN DIEGO CNTY CA WTR AUTH FIN 6.138% 05/01/2049 DD 02/04/10	267,629.98	114.9990	229,998.00	37,631.98-
1,100,000.0000	SAN FRANCISCO CITY & CNTY CA P 6.000% 11/01/2040 DD 08/04/10	1,359,710.00	113.9690	1,253,659.00	106,051.00-
846,000.0000	SOUTH AFRICA GOVERNMENT INTERN 5.675% 09/16/2025 DD 09/16/13	831,665.90	104.0000	878,800.00	47,134.10
3,500,000.0000	TRIBOROUGH NY BRIDGE & TUNNEL 5.550% 11/15/2040 DD 10/28/10	4,105,910.00	100.9710	3,533,985.00	571,025.00-
1,100,000.0000	UNIV OF CALIFORNIA CA REVENUES 5.946% 05/15/2045 DD 09/30/10	1,367,066.99	110.4080	1,214,466.00	152,602.99+
900,000.0000	UNIV OF CALIFORNIA CA REVENUES 6.298% 05/15/2050 DD 09/30/10	1,056,688.00	102.6090	923,400.00	135,288.00-
1,355,000.0000	VENTAS REALTY LP 5.700% 09/30/2043 DD 09/28/13	1,349,959.40	102.3680	1,387,086.40	37,127.00
3,000,000.0000	CCP_IRS P AUD-BBR-BBSW 6M R 4.00% 2019 JUN 18 CME	0.03	0.0634-	1,902.26-	1,902.31-
700,000.0000	JUNTA DE CASTILLA Y LEON 6.270% 02/19/2018	935,507.73	153.6937	1,075,856.51	140,348.78

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700,000.0000	JUNTA DE CASTILLA Y LEON 6.505% 03/01/2019	935,507.73	157.4362	1,102,054.10	166,546.37
15.0000	90DAY STERLING LIBOR FUT (LIF) EXP MAR 15	0.00	163.7865	7,929.30-	7,929.30-
15.0000	90DAY STERLING LIBOR FUT (LIF) EXP JUN 15	0.00	163.4553	9,937.50-	9,937.50-
10.0000	90DAY STERLING LIBOR FUT (LIF) EXP SEP 15	0.00	163.0826	7,929.29-	7,929.29-
7.0000	90DAY STERLING LIBOR FUT (LIF) EXP DEC 14	0.00	164.0929	2,538.13-	2,538.13-
18,500,000.0000	IRS ZCS R 12.255 - CDI FBF 2017 JAN 02	20,581.59	0.0953	17,642.53	2,939.06-
800,000.0000	CDS SP UL PRUDENTIAL FINANCIA R 100BPS 2017 DEC 20	18,621.08-	1.8637	13,470.32	30,091.38
900,000.0000	CDS SP UL CITIGROUP INC. R 100BPS 2017 DEC 20	6,112.84-	1.8290	9,145.06	15,257.70
2,800,000.0000	CDS SP UL METLIFE INC R 100BPS 2017 DEC 20	73,833.17-	1.6891	47,294.94	120,928.11
1,900,000.0000	CDS SP UL BERKSHIRE HATHAWAY R 100BPS 2017 DEC 20	14,478.79-	1.8539	33,371.10	47,849.89
200,000.0000	CDS SP UL PRUDENTIAL FINANCIA R 100BPS 2017 DEC 20	4,155.27-	1.6837	3,367.58	7,522.85
200,000.0000	CDS SP UL PETROLEO BRASILEIRO R 100BPS 2018 JUN 20	0.00	6.2657-	12,531.52-	12,531.52-

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
100,000.0000	CDS SP UL FEDERATIVE REPUBUC R 100BPS 2018 JUN 20	0.00	3.0522-	3,052.22-	3,052.22-
400,000.0000	CDS SP UL KB HOME R 500BPS 2018 SEP 20	20,450.20	10.1812	40,724.80	20,274.60
500,000.0000	CDS SP UL D R HORTON INC. R 100BPS 2018 SEP 20	0.00	2.2382-	11,191.02-	11,191.02-
500,000.0000	CDS SP UL PROLOGIS L P R 100BPS 2018 DEC 20	0.00	0.7499	3,749.99	3,749.99
400,000.0000	CDS SP UL KINGDOM OF SPAIN R 100BPS 2018 DEC 20	0.00	2.2885-	9,154.10-	9,154.10-
100,000.0000	CDS SP UL FEDERATIVE REPUBUC R 100BPS 2018 DEC 20	0.00	4.0182-	4,018.25-	4,018.25-
2,200,000.0000	CDS SP UL H. J. HEINZ COMPANY R 100BPS 2018 DEC 20	0.00	1.0988-	24,171.16-	24,171.16-
300,000.0000	CDS SP UL PEOPLE'S REPUBLIC O R 100BPS 2018 DEC 20	3,735.62	1.1859	3,557.73	177.89-
3,600,000.0000	CDS SP UL UNITED MEXICAN STAT R 100BPS 2018 DEC 20	0.00	0.5822	20,980.42	20,980.42
500,000.0000	CDS SP UL PEOPLE'S REPUBLIC O R 100BPS 2018 DEC 20	5,987.78	1.1859	5,929.58	58.20-
1,600,000.0000	CDS SP UL REPUBLIC OF ITALY R 100BPS 2018 DEC 20	0.00	2.8941-	46,306.16-	46,306.16-
100,000.0000	CDS SP UL REPUBLIC OF ITALY R 100BPS 2018 DEC 20	0.00	2.8941-	2,894.14-	2,894.14-

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100,000.0000	CDS SP UL REPUBLIC OF ITALY R 100BPS 2018 DEC 20	0.00	2.8941-	2,894.14-	2,894.14-
1,000,000.0000	CDS SP UL KINGDOM OF SPAIN R 100BPS 2018 DEC 20	0.00	2.2885-	22,885.26-	22,885.26-
1,000,000.0000	CDS SP UL KINGDOM OF SPAIN R 100BPS 2018 DEC 20	0.00	2.2885-	22,885.26-	22,885.26-
800,000.0000	CDS SP UL REPUBLIC OF ITALY R 100BPS 2018 DEC 20	0.00	2.8941-	23,153.08-	23,153.08-
500,000.0000	CDS SP UL BARRICK GOLD CORPOR R 100BPS 2018 DEC 20	0.00	4.0331-	20,165.72-	20,165.72-
1,000,000.0000	CDS SP UL BERKSHIRE HATHAWAY R 100BPS 2023 DEC 20	0.00	1.8902-	18,902.29-	18,902.29-
300,000.0000	CDS SP UL RUSSIA R 100BPS 2016 DEC 20	0.00	0.3810-	1,143.25-	1,143.25-
25.0000	S&P/TSE 50 INDEX FUTURE (MSE) EXP MAR 14	0.00	734.9647	141,107.31	141,107.31
100,000.0000	CDS SP UL FINMECCANICA S.P.A. R 500BPS 2018 MAR 20	9,231.22	13.6795	13,679.58	4,448.36
800,000.0000	CDS SP UL FINMECCANICA FIN P 5000BPS 2018 JUN 20	81,274.19	13.3456	106,765.12	25,490.93
2,000,000.0000	CCP_IRS EUR-EURIBOR-6M CME PAY 2.25% 2024 MAR 19	0.01	0.3580-	7,160.82-	7,160.83-
94.0000	US TREAS 50 FUTURE (CBT) EXP MAR 14	0.00	128.3125	97,671.83-	97,671.83-

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63.0000	US 10YR TREAS NTS FUTURE (CBT) EXP MAR 14	0.00	123.0469	83,514.91-	83,514.91-
390.0000	90DAY EURODDOLLAR FUTURE (CME) EXP DEC 16	0.00	97.6450	572,499.08-	572,499.08-
31.0000	CANADIAN DOLLAR FUTURES (CME) EXP MAR 14	0.00	93.9200	2,790.00-	2,790.00-
32.0000	S&P MID 400 EMINI FUT (CME) EXP MAR 14	0.00	1,339.4000	171,929.92	171,929.92
76.0000-	S & P 500 E MINI IND FUT (CME) EXP MAR 14	0.00	1,841.1000	186,545.00-	186,545.00-
435.0000	US ULTRA BOND (CBT) EXP MAR 14	0.00	136.2500	920,810.80-	920,810.80-
392.0000	MSCI EAFE INDEX FUTURE (NYL) EXP MAR 14	0.00	1,917.8000	1,373,960.00	1,373,960.00
251.0000	MINI MSCI EMG MKT FUTURE (NYL) EXP MAR 14	0.00	1,016.8000	163,150.00	163,150.00
1,700,000.0000	CDS SP FORD MOTOR CO SNR S* P 500BP 2023 MAR 20	398,018.28	24.3234	413,498.85	15,480.57
19,700,000.0000	CCP_IRS LIBOR BBA 3M CME R 3.00% 2023 MAR 21	0.03	6.1413-	1,209,640.43-	1,209,640.46-
4,100,000.0000	CCP CDX SP UL NA LG 19 1.000% 12/20/2017 DO 09/20/12	46,084.21	2.1167	86,866.70	41,782.49
700,000.0000	CDS SP UL PETROBRAS INTR. LA R 1000BPS 2018 MAR 20	0.00	5.6512-	39,556.96-	39,556.96-

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SCHEDULE H, PART IV, LINE 4i

SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF YEAR)

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BNY MELLON

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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
18,700,000.0000	CCP_CDX IG20 5Y CME REC 100BPS 2018 JUN 20	209,525.04	1.9880	371,771.52	162,246.48
1,700,000.0000	CCP_IRS R 2.65% CME 2.650% 07/31/2023 DD 07/31/13	0.01	3.2482-	55,220.81-	55,220.82-
100,000.0000	CDS_SP UL D.R. HORTON INC R 1000BPS 2018 SEP 20	0.00	2.2382-	2,238.20-	2,238.20-
8,200,000.0000	CCP_IRS USD-LIBOR-BBA 3M CME REC 1.45% 2019 SEP 05	0.01	0.9312-	76,362.42-	76,362.43-
42,200,000.0000	CCP_CDX SP UL CDX IG21 5Y 1.000% 12/20/2018 DD 09/20/13	585,215.08	1.7901	755,422.20	190,207.12
5,000,000.0000	CDS_SP UL CDX MCDX 21 5Y R 1000BPS 2018 DEC 20	0.00	1.7101-	85,507.30-	85,507.30-
1,400,000.0000	PIMCO #OCDOF7714 FVA ATM STRAD 3M X 30YR 2014 OCT 24	159,850.00	10.8800	152,446.00	7,413.00-
800,000.0000	CDS_SP UL ITALY GOVT SW R 1000BPS 2018 DEC 20	0.00	2.8941-	23,153.08-	23,153.08-
85,200,000.0000	CCP_IRS USD-LIBOR-BBA 3M CME REC 1.50% 2016 DEC 18	203,124.03	0.1049-	89,377.36-	292,501.39-
300,000.0000	BARCLAYS CP REPO REPO 0.030% 01/03/2014 DD 12/31/13	300,000.00	100.0000	300,000.00	0.00
TOTAL OTHER INVESTMENTS		61,463,868.68		54,056,717.29	7,407,151.39-

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
<u>SHORT SALES</u>					
3,000,000.0000-	CCP IRS P AUD-BBR-BBSW 6M R 4.00% 2019 JUN 18 CME	18,719.12-	0.0000	0.00	18,719.12
18,500,000.0000-	IRS_ZCS R 12.255 - CDI FBF 2017 JAN 02	0.00	0.0000	0.00	0.00
800,000.0000-	CDS_SP UL PRUDENTIAL FINANCIA R 100BPS 2017 DEC 20	0.00	0.0000	0.00	0.00
500,000.0000-	CDS_SP UL CITIGROUP INC. R 100BPS 2017 DEC 20	0.00	0.0000	0.00	0.00
2,800,000.0000-	CDS_SP UL METLIFE INC. R 100BPS 2017 DEC 20	0.00	0.0000	0.00	0.00
1,800,000.0000-	CDS_SP UL BERKSHIRE HATHAWAY R 100BPS 2017 DEC 20	0.00	0.0000	0.00	0.00
200,000.0000-	CDS_SP UL PRUDENTIAL FINANCIA R 100BPS 2017 DEC 20	0.00	0.0000	0.00	0.00
200,000.0000-	CDS_SP UL PETROLEO BRASILEIRO R 100BPS 2018 JUN 20	9,093.75-	0.0000	0.00	9,093.75
100,000.0000-	CDS_SP UL FEDERATIVE REPUBLIC R 100BPS 2018 JUN 20	174.40-	0.0000	0.00	174.40
400,000.0000-	CDS_SP UL KB HOME R 500BPS 2018 SEP 20	0.00	0.0000	0.00	0.00
500,000.0000-	CDS_SP UL D R HORTON INC R 100BPS 2018 SEP 20	31,283.42-	0.0000	0.00	31,283.42

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
500,000.0000-	CDS_SP UL PROLOGIS L.P. R 100BPS 2018 DEC 20	3,214.32-	0.0000	0.00	3,214.32
400,000.0000-	CDS_SP UL KINGDOM OF SPAIN R 100BPS 2018 DEC 20	12,318.95-	0.0000	0.00	12,318.95
100,000.0000-	CDS_SP UL FEDERATIVE REPUBLIC R 100BPS 2018 DEC 20	4,901.87-	0.0000	0.00	4,901.87
2,200,000.0000-	CDS_SP UL H. J. HEINZ COMPANY R 100BPS 2018 DEC 20	70,686.78-	0.0000	0.00	70,686.78
300,000.0000-	CDS_SP UL PEOPLE'S REPUBLIC O R 100BPS 2018 DEC 20	0.00	0.0000	0.00	0.00
3,600,000.0000-	CDS_SP UL UNITED MEXICAN STAT R 100BPS 2018 DEC 20	2,418.66-	0.0000	0.00	2,418.66
500,000.0000-	CDS_SP UL PEOPLE'S REPUBLIC O R 100BPS 2018 DEC 20	0.00	0.0000	0.00	0.00
1,600,000.0000-	CDS_SP UL REPUBLIC OF ITALY R 100BPS 2018 DEC 20	77,821.12-	0.0000	0.00	77,821.12
100,000.0000-	CDS_SP UL REPUBLIC OF ITALY R 100BPS 2018 DEC 20	4,863.82-	0.0000	0.00	4,863.82
100,000.0000-	CDS_SP UL REPUBLIC OF ITALY R 100BPS 2018 DEC 20	4,863.82-	0.0000	0.00	4,863.82
1,000,000.0000-	CDS_SP UL KINGDOM OF SPAIN R 100BPS 2018 DEC 20	34,618.32-	0.0000	0.00	34,618.32
1,000,000.0000-	CDS_SP UL KINGDOM OF SPAIN R 100BPS 2018 DEC 20	33,704.96-	0.0000	0.00	33,704.96

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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
800,000.0000-	CDS_SP UL REPUBLIC OF ITALY R 100BPS 2018 DEC 20	38,152.71-	0.0000	0.00	38,152.71
500,000.0000-	CDS_SP UL BARRICK GOLD CORPOR R 100BPS 2018 DEC 20	23,540.10-	0.0000	0.00	23,540.10
1,000,000.0000-	CDS_SP UL BERKSHIRE HATHAWAY R 100BPS 2023 DEC 20	27,792.50-	0.0000	0.00	27,792.50
300,000.0000-	CDS_SP UL RUSSIA R 100BPS 2018 DEC 20	563.56-	0.0000	0.00	563.56
100,000.0000-	CDS_SP UL FINMECCANICA S P A R 500BPS 2018 MAR 20	0.00	0.0000	0.00	0.00
800,000.0000-	CDS_SP UL FINMECCANICA FIN P 500BPS 2018 JUN 20	0.00	0.0000	0.00	0.00
2,000,000.0000-	CCP IRS EUR-EURIBOR-6M CME PAY 2.25% 2024 MAR 19	27,625.07-	0.0000	0.00	27,625.07
1,700,000.0000-	CDS_SP FORD MOTOR CO SNR S+ P 500BP 2023 MAR 20	0.00	0.0000	0.00	0.00
19,700,000.0000-	CCP IRS LIBOR BBA 3M CME R 3.00% 2023 MAR 21	142,926.03-	0.0000	0.00	142,926.03
4,100,000.0000-	CCP_CDXX SP UL NA IG 19 2017 DEC 20	0.01-	0.0000	0.00	0.01
700,000.0000-	CDS_SP UL PETROBRAS INTL LA R 1000BPS 2018 MAR 20	32,527.00-	0.0000	0.00	32,527.00
16,700,000.0000-	CCP CDX IG20 5Y CME REQ 100BPS 2018 JUN 20	0.01-	0.0000	0.00	0.01

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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
1,700,000.0000-	CCP IRS R 2.65% CME VAR RT 07/31/2023 DD 07/31/13	0.01-	0.0000	0.00	0.01
100,000.0000-	CDS SP UL D.R. HORTON INC R 1000BPS 2018 SEP 20	6,459.80-	0.0000	0.00	6,459.80
8,200,000.0000-	CCP IRS USD-LIBOR-BBA 3M CME REC 1.45% 2018 SEP 05	0.01-	0.0000	0.00	0.01
42,200,000.0000-	CCP CDX SP UL CDX IG21 5Y R 100BP 2018 DEC 20 ICE	0.02-	0.0000	0.00	0.02
5,000,000.0000-	CDS SP UL CDX MCDX 21 5Y R 1000BPS 2018 DEC 20	93,681.25-	0.0000	0.00	93,681.25
800,000.0000-	CDS SP UL ITALY GOVT SW R 1000BPS 2018 DEC 20	37,439.65-	0.0000	0.00	37,439.65
85,200,000.0000-	CCP IRS USD-LIBOR-BBA 3M CME REC 1.50% 2018 DEC 16	0.03-	0.0000	0.00	0.03
280,000.0000-	CITI CASH COLLATERAL VAR RT 01/01/2049 DD 07/01/08	280,000.00-	100.0000	280,000.00-	0.00
100,000.0000-	MORGAN STANLEY (MYC) CASH COLL VAR RT 01/01/2049 DD 07/01/08	100,000.00-	100.0000	100,000.00-	0.00
TOTAL SHORT SALES		1,119,371.07-		380,000.00-	739,371.07

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
<u>WRITTEN OPTIONS</u>					
35,300,000.0000-	IRS P US0003M R 5.2% 08/02/21 PUT JUL 16 005.200 ED 07/29/16	439,720.00-	1.1293	398,674.67-	41,045.37
8,000,000.0000-	IRS R US0003M P 1.4% 01/29/19 CALL JAN 13 001.400 ED 012714	14,400.00-	0.0006	51.00-	14,349.00
16,600,000.0000-	CDS SP CDX.O P 1.00 IG21 5Y CALL JAN 14 000.700 ED 011514	21,580.00-	0.3488	57,882.87-	36,302.87-
8,000,000.0000-	IRS P US0003M R 2% 01/29/19 PUT JAN 14 002.000 ED 01/27/14	26,400.00-	0.1366	6,316.60-	18,083.40
16,600,000.0000-	CDS SP CDX.O P 1.00 IG21 5Y PUT JAN 14 000.700 ED 01/15/14	50,132.00-	0.0171	2,850.22-	47,281.78
1,500,000.0000-	IRS R US0003M P 3.75 03/04/24 PUT FEB 14 003.750 ED 02/26/14	15,900.00-	0.0979	1,489.70-	14,430.30
15,500,000.0000-	CDS SP CDX.O P 1.00 122018 PUT FEB 14 000.800 ED 021714	20,825.00-	0.0390	6,050.56-	14,674.42
3,500,000.0000-	CDS SP CDX.O P 1.00 IG21 5Y PUT MAR 14 001.200 ED 03/19/14	5,075.00-	0.0212	742.32-	4,332.68
9,000,000.0000-	CDS SP CDX.O P 1.00 IG21 5Y PUT MAR 14 001.000 ED 03/19/14	16,200.00-	0.0299	2,593.88-	13,506.12
6,800,000.0000-	CDS SP CDX.O P 1.00 IG21 5Y PUT MAR 14 000.800 ED 03/19/14	13,940.00-	0.0748	5,092.59-	8,847.41
4,600,000.0000-	CDS SP UL CDX.O P 0.90 062018 PUT JUN 14 000.900 ED 061814	13,080.00-	0.1621	7,785.22-	5,294.78

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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
12,000,000.0000-	IRS P USD 5Y 1.3 03/19/19 CALL MAR 19 01.30 ED 03/19/19	19,200.00-	0.0056	675.60-	18,524.40
12,000,000.0000-	IRD R US0003M P 1.0% 3/19/19 PUT MAR 14 001.900 ED 03/17/14	54,000.00-	0.7585	91,024.80-	37,024.80-
15,500,000.0000-	CDS SP UL CDX.O P 1.00 IG21 PUT MAR 14 001.000 ED 03/19/14	24,025.00-	0.0299	4,639.46-	19,385.54
20,100,000.0000-	IRS R US0003M P 2% 04/04/14 PUT APR 18 002.000 ED 04/04/16	23,115.00-	0.1647	37,134.95-	14,019.95-
TOTAL WRITTEN OPTIONS		757,692.04-		625,084.46-	132,607.58
<u>PURCHASE OPTIONS</u>					
5,100,000.0000	CNY/USD SPOT OPTION 2014 CALL JUN 14 005.248 ED 06/04/14	60,307.50	0.0118	60,307.50	0.00
5,100,000.0000	CNY/USD SPOT OPTION 2014 PUT JUN 14 005.248 ED 06/04/14	60,307.50	0.0118	60,307.50	0.00
9,200,000.0000	IRS P US0003M R 5.2% 06/02/16 PUT JUL 16 005.200 ED 07/29/16	398,595.66	3.9367	362,181.02	36,414.74-
1,600,000.0000	IRS P US0006M R 2.755% 3/4/24 CALL FEB 14 002.755 ED 2/28/14	15,900.00	0.0824	1,236.15	14,663.85-
TOTAL PURCHASE OPTIONS		535,111.66		484,033.07	51,078.59-

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Note: See attached schedules provided by the Trustee for the required disclosures.

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SHARES/ PAR VALUE	SECURITY ID	SECURITY DESCRIPTION	COST	PROCEEDS
	*	INDICATES PENDING SETTLEMENT		
	**	INDICATES TRANSACTION PENDING IN PRIOR YEAR		
124.0000	99F133F3A	US TREAS BD FUTURE (CBT) EXP JUN 13	00	217,297.69-
143.0000	99F133I3A	US TREAS BD FUTURE (CBT) EXP SEP 13	00	822,932.05-
326.0000	99F700L3A	US ULTRA BOND (CBT) EXP DEC 13	00	721,927.71-
704.0000	99F700I3A	US ULTRA BOND (CBT) EXP SEP 13	00	0,601,968.71
433.0000	99F700F3A	US ULTRA BOND FUT (CBT) EXP JUN 13	00	10,300.79
373.0000	99F139F3A	US 10 YR TREAS NTS FUT (CBT) EXP JUN 13	00	418,780.83
356.0000	99F139I3A	US 10 YR TREAS NTS FUT (CBT) EXP SEP 13	00	803,603.69
94.0000	99F139L3A	US 10YR TREAS NTS FUTURE (CBT) EXP DEC 13	00	38,303.87
295,000.0000	903293BC1	UEQ CORP 144A 5.875% 11/01/2021 DD 10/31/13	295,000.00-	301,637.50
54,865.0000	EX316988B	WILLIAM HILL PLC	360,764.15-	329,082.04
1,400,000.0000	98978VAA1	ZOETIS INC 144A 3.250% 02/01/2023 DD 01/28/13	1,398,460.00-	1,411,480.00
3,300,000.0000	98978VAC7	ZOETIS INC 144A 4.700% 02/01/2043 DD 01/28/13	3,275,844.00-	3,354,054.00

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SHARES/ PAR VALUE	SECURITY ID	SECURITY DESCRIPTION	COST	PROCEEDS
	*	INDICATES PENDING SETTLEMENT		
	**	INDICATES TRANSACTION PENDING IN PRIOR YEAR		
5,528.0000	ED4031974	ADIDAS AG	602,816.67-	589,721.10
475,000.0000	01741RAF9	ALLEGHENY TECHNOLOGIES INC 5.875% 08/15/2023 DD 07/12/13	474,967.29-	456,144.55
580.0000	ES8011389	AMS AG	73,230.63-	61,603.36
15,055.0000	EX0045610	ANTOFAGASTA ORD GBP0.05	220,389.79-	196,632.22
345,000.0000	038521AL4	ARAMARK CORP 144A 5.750% 03/15/2020 DD 03/07/13	345,000.00-	352,762.50
480,000.0000	03969AAB8	ARDAGH PACKAGING FINANCE 144A 4.875% 11/15/2022 DD 01/24/13	450,000.00-	461,250.00
4,900,000.0000	042735BC3	ARROW ELECTRONICS INC 4.500% 03/01/2023 DD 02/20/13	4,880,898.00-	4,893,785.00
7,340.0000	EI5256207	AUTOGRILL SPA SHS EUR0.52	52,006.48-	64,613.17
1,295,000.0000	053332AP7	AUTODZONE INC 3.125% 07/15/2023 DD 04/29/13	1,287,838.85-	1,239,405.65
305,000.0000	054303AX0	AVON PRODUCTS INC 4.600% 03/15/2020 DD 03/12/13	304,545.55-	316,001.35
140,000.0000	054303BA0	AVON PRODUCTS INC 5.000% 03/15/2023 DD 03/12/13	136,642.00-	143,255.00
22,305.0000	EXB63H008	AZ ELECTRONIC MATERIALS SA	96,571.54-	123,048.06
200,000.0000	99ZAKG9F3	BANC OF AM CORP REPO 0.060% 12/24/2013 DD 12/20/13	200,000.00-	200,000.00
100,000.0000	99ZAKGSP0	BANC OF AM CORP REPO 0.070% 12/19/2013 DD 12/17/13	100,000.00-	100,000.00

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SHARES/ PAR VALUE	SECURITY ID	SECURITY DESCRIPTION	COST	PROCEEDS
	*	INDICATES PENDING SETTLEMENT		
	**	INDICATES TRANSACTION PENDING IN PRIOR YEAR		
53,247.0000	EEB0SV6K7	BANCO BILBAO VIZCAYA ARGENTARIA RTS 14-OCT-2013	7,135.70-	7,383.85
34,258.0000	EE5705947	BANCO SANTANDER SA	248,298.89-	256,090.01
100,000.0000	99ZAKH2P6	BARCLAYS CP REPO REPO 0.020% 12/31/2013 DD 12/27/13	100,000.00-	100,000.00
700,000.0000	99ZAJMWW9	BARCLAYS CP REPO REPO 0.030% 05/22/2013 DD 05/20/13	700,000.00-	700,000.00
100,000.0000	99ZAJVZA4	BARCLAYS CP REPO REPO 0.030% 07/19/2013 DD 07/17/13	100,000.00-	100,000.00
200,000.0000	99ZAKHMM1	BARCLAYS CP REPO REPO 0.040% 12/27/2013 DD 12/24/13	200,000.00-	200,000.00
700,000.0000	99ZAJ6NK0	BARCLAYS CP REPO REPO 0.060% 10/07/2013 DD 10/03/13	700,000.00-	700,000.00
100,000.0000	99ZAJ9JE3	BARCLAYS CP REPO REPO 0.060% 10/28/2013 DD 10/24/13	100,000.00-	100,000.00
700,000.0000	99ZAJKS24	BARCLAYS CP REPO REPO 0.090% 05/09/2013 DD 05/07/13	700,000.00-	700,000.00
1,700,000.0000	99ZAJK529	BARCLAYS CP REPO REPO 0.090% 05/13/2013 DD 05/09/13	1,700,000.00-	1,700,000.00
100,000.0000	99ZAKCMY6	BARCLAYS CP REPO REPO 0.090% 11/19/2013 DD 11/15/13	100,000.00-	100,000.00
900,000.0000	99ZAKEMX4	BARCLAYS CP REPO REPO 0.100% 12/04/2013 DD 12/02/13	900,000.00-	900,000.00

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	*	INDICATES PENDING SETTLEMENT		
	**	INDICATES TRANSACTION PENDING IN PRIOR YEAR		
1,300,000.0000	99ZAJEES6	BARCLAYS CP REPO REPO 0.130% 04/05/2013 DD 04/03/13	1,300,000.00-	1,300,000.00
1,000,000.0000	99ZAJD822	BARCLAYS CP REPO REPO 0.140% 04/04/2013 DD 04/02/13	1,000,000.00-	1,000,000.00
800,000.0000	99ZAJEUJ8	BARCLAYS CP REPO REPO 0.150% 04/09/2013 DD 04/05/13	800,000.00-	800,000.00
1,600,000.0000	99ZAJE9E3	BARCLAYS CP REPO REPO 0.160% 04/11/2013 DD 04/09/13	1,600,000.00-	1,600,000.00
800,000.0000	99ZAJEN72	BARCLAYS CP REPO REPO 0.170% 04/08/2013 DD 04/04/13	800,000.00-	800,000.00
1,400,000.0000	99ZAJDR05	BARCLAYS CP REPO REPO 0.200% 04/02/2013 DD 03/28/13	1,400,000.00-	1,400,000.00
40,922.0000	EXBCRY6Q9	BARCLAYS PLC NIL PD RTS 02-QCY-2013	00	54,669.68
300,000.0000	05574LFY9	BNP PARIBAS 3.250% 03/03/2023 DD 03/04/13	297,873.00-	298,125.00
1,120,000.0000	101137AN7	BOSTON SCIENTIFIC CORP 4.125% 10/01/2023 DD 08/13/13	1,119,283.20-	1,089,378.20
3,666.0000	E14419012	BREMBO SPA EUR0.52	59,661.60-	95,790.79
1,225,000.0000	109641AG5	BRINKER INTERNATIONAL INC 3.875% 05/15/2023 DD 05/15/13	1,223,767.25-	1,148,757.50
40.0000	99F192L3C	CANADIAN DOLLAR FUTURES (CME) EXP DEC 13	00	94,883.63-

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	*	INDICATES PENDING SETTLEMENT		
	**	INDICATES TRANSACTION PENDING IN PRIOR YEAR		
83.0000	99F192F3C	CANADIAN DOLLAR FUTURES (CME) EXP JUN 13	.00	84,680.00
72.0000	99F192I3C	CANADIAN DOLLAR FUTURES (CME) EXP SEP 13	.00	93,904.97
1,285,000.0000	14149YAW8	CARDINAL HEALTH INC 4.800% 03/15/2043 DO 02/22/13	1,280,661.05	1,179,751.85
3,600,000.0000	144141DD7	CAROLINA POWER & LIGHT CO 4.100% 03/15/2043 DO 03/12/13	3,573,540.00	3,687,040.00
3,200,000.0000	144285AK9	CARPENTER TECHNOLOGY CORP 4.450% 03/01/2023 DO 02/26/13	3,195,104.00	3,249,376.00
12,149.0000	AAB41C3S6	CARSales.COM AU LTD	111,710.91	121,811.21
6,000,000.0000	99QAB8AM2	CCP CDX IG18 5Y CME REC 100BPS 2017 DEC 20	13,553.58	.01
23,200,000.0000	99QACDWW8	CCP CDX IG20 5Y ICE REC 100BPS 2018 JUN 20	.08	.03
14,500,000.0000	99QACH7V7	CCP CDX SP UL CDX IG21 5Y R 100BP 2018 DEC 20 ICE	.02	.04
3,000,000.0000	AA9QC5SZ0	CCP IRS AUD-BBSW-BBA 0M CME REC 4.50% 2013 DEC 11	.02	50,564.25
2,000,000.0000	XX9QCV0K1	CCP IRS EURIBOR 0M CME R 2% 2023 SEP 18	.01	49,622.44
3,900,000.0000	99QACHWG2	CCP IRS F US0003M R 1.65% CME 2018 SEP 05	.01	.01

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	*	INDICATES PENDING SETTLEMENT		
	**	INDICATES TRANSACTION PENDING IN PRIOR YEAR		
2,000,000.0000	99QACH0E2	CCP IRS P US0003M R 1.65% CME 2018 SEP 09	.01	30,050.01-
1,000,000.0000	99QACH2B1	CCP IRS P US0003M R 2.71% 2023 SEP 09 CME	.01	38,950.01-
2,000,000.0000	99QACGBV1	CCP IRS R 2.65% CME P US0003M LIBOR 2023 JUL 31	.02	28,077.23-
38,600,000.0000	99QACEQ80	CCP IRS USD LIBOR BBA 3M CME 1.96% 2023 APR 24	.03	378,201.29-
7,100,000.0000	99QACEVC9	CCP IRS USD-LIBOR-BBA 3M CME REC 0.95% 2018 MAY 01	.01	.01-
3,800,000.0000	99QACHW17	CCP IRS USD-LIBOR-BBA 3M CME REC 1.25% 2018 SEP 05	.02	135,346.57-
16,300,000.0000	99QACEQX9	CCP IRS USD-LIBOR-BBA 3M CME REC 2.90% 2043 APR 24	.03	.02-
2,000,000.0000	XX9QCXY0L9	CCP-IRS EURIBOR 6M CME R 2% 2023 SEP 18	51,364.01	.01-
6,000,000.0000	99QAB9AN0	CCP CDX IG19 5Y CME 1.000% 12/20/2017 DD 09/20/12	.01-	55,108.71
23,200,000.0000	99QACDWM4	CCP CDX IG20 5Y ICE 1.000% 06/20/2018 DD 03/20/13	210,593.52-	299,446.19
6,000,000.0000	99QACCT89	CCP CDX SP UL NA IG 19 2017 DEC 20	.01	.04-
3,000,000.0000	AABQCS807	CCP IRS AUD-BBSW-BBA 6M CME REC 4.50% 2013 DEC 11	21,817.85-	.03

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	*	INDICATES PENDING SETTLEMENT		
	**	INDICATES TRANSACTION PENDING IN PRIOR YEAR		
3,900,000.0000	99QACHWH0	CCP_IRS P US0003M R 1.65% CME 2018 SEP 05	01-	45,256.42
2,000,000.0000	99QACH0F9	CCP_IRS P US0003M R 1.65% CME 2018 SEP 09	01-	.01
1,000,000.0000	99QACHZ79	CCP_IRS P US0003M R 2.71% 2023 SEP 09 CME	01-	.01
36,600,000.0000	99QACEQTB	CCP_IRS USD LIBOR-BBA 3M CME 1.98% 2023 APR 24	03-	.02
7,100,000.0000	99QACEVD7	CCP_IRS USD-LIBOR-BBA 3M CME REC 0.95% 2018 MAY 01	01-	46,501.71
3,800,000.0000	99QACHWP2	CCP_IRS USD-LIBOR-BBA 3M CME REC 1.25% 2018 SEP 05	02-	.02
4,000,000.0000	99QACHWJ6	CCP_IRS USD-LIBOR-BBA 3M CME REC 1.45% 2018 SEP 05	00	78,576.23-
16,300,000.0000	99QACEQY7	CCP_IRS USD-LIBOR-BBA 3M CME REC 2.80% 2043 APR 24	03-	404,223.22
6,300,000.0000	99QACHBLA	CDS SP CDX.O P 1.00 IG21 5Y CALL DEC 13 000.700 ED 121813	4,410.00	3,622.50-
2,900,000.0000	99QACHBLB	CDS SP CDX.O P 1.00 IG21 5Y CALL DEC 13 000.700 ED 121813	2,610.00	1,867.50-
1,700,000.0000	99QACHIKH	CDS SP CDX.O P 1.00 IG21 5Y CALL NOV 13 000.700 ED 112013	1,827.50	425.00-
5,000,000.0000	99QACEAQ1	CDS SP UL CDX MCDX 20 VAR RT 06/20/2016 DD 03/20/13	43,797.50	84,227.91-

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	*	INDICATES PENDING SETTLEMENT		
	**	INDICATES TRANSACTION PENDING IN PRIOR YEAR		
300,000.0000	NA9QC54D1	CDS SP UL RUSSIAN FEDERATION R 100BPS 2014 SEP 20	1,277.56-	1,676.22
250,000.0000	NA9QCU3B1	CDS SP UL UNITED MEXICAN STAT R 100BPS 2018 MAR 20	1,642.99-	2,313.21
200,000.0000	NA9QC4K6	CDS SP UL DELL INC. R 100BPS 2017 DEC 20	15,070.55	14,605.62-
300,000.0000	NA9QCRYQ1	CDS SP UL DELL INC. R 100BPS 2018 MAR 20	42,289.50	29,753.18-
1,000,000.0000	NA9QCWKK4	CDS SP UL FEDERATIVE REPUBLIC VAR RT BPS 2018 JUN 20	11,548.89	30,776.13-
1,250,000.0000	99QACDHX1	CDS SP UL MEXICO LA SP P 100BPS 2018 MAR 20	7,909.20-	11,566.07
700,000.0000	NA9QCVPE9	CDS SP UL PETROLEO BRASILEIRO R 100BPS 2018 MAR 20	29,701.03	32,527.00-
700,000.0000	NA9QC6DY3	CDS SP UL PROLOGIS L P. R 100BPS 2018 DEC 20	4,500.04	1,687.26-
2,000,000.0000	NA9QCMGD1	CDS SP UL REPUBLIC OF ITALY R 100BPS 2017 DEC 20	166,997.44	122,749.46-
13,700,000.0000	NA9QCNEA7	CDX SP UL CDX.NA.IG.19 R 100BPS 2017 DEC 20	102,723.62-	159,118.64
5,000,000.0000	NA9QCL1B3	CDX SP UL MCDX.NA.19-V1 R 100BPS 2017 DEC 20	111,242.68	17,055.00-
780,000.0000	166764AH3	CHEVRON CORP 3.191% 06/24/2023 DD 06/24/13	780,000.00-	770,577.60

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	*	INDICATES PENDING SETTLEMENT		
	**	INDICATES TRANSACTION PENDING IN PRIOR YEAR		
1,525,000.0000	172967GK1	CITIGROUP INC 4.050% 07/30/2022 DD 02/08/13	1,552,477.50-	1,542,723.00
250,000.0000	20478FAH0	COMPUCOM 5/13 COV-LITE TL	248,750.00-	251,875.00
3,500,000.0000	205887BR2	CONAGRA FOODS INC 3.200% 01/25/2023 DD 01/25/13	3,491,300.00-	3,535,210.00
8,100,0000	FJB05L364	DENA CO LTD NPV	217,839.81-	156,623.93
1,515,000.0000	25380QAG4	DIGICEL LTD 144A 6.000% 04/15/2021 DD 03/05/13	1,515,000.00-	1,515,000.00
2,500,000.0000	25470DAH2	DISCOVERY COMMUNICATIONS LLC 3.250% 04/01/2023 DD 03/19/13	2,495,950.00-	2,516,400.00
1,150,000.0000	25470XAN5	DISH DBS CORP 144A 5.125% 05/01/2020 DD 04/05/13	1,150,000.00-	1,153,550.00
1,305,000.0000	256877AC9	DOLLAR GENERAL CORP 3.250% 04/15/2023 DD 04/11/13	1,301,567.85-	1,262,417.85
2,700.0000	FJ6289887	DON QUOTE CO LTD	106,645.93-	142,075.04
1,075,000.0000	266233AC9	DUQUESNE LIGHT HOLDINGS I 144A 6.400% 09/15/2020 DD 09/13/10	1,334,988.75-	1,274,025.50
33,600.0000	EP4103594	EDP ENERGIAS PORTUGAL EUR1(REGD)	99,626.90-	120,581.04
1,300,000.0000	29379VA26	ENTERPRISE PRODUCTS OPERATING 3.350% 03/15/2023 DD 03/18/13	1,296,104.00-	1,344,837.00
470,000.0000	29884UAA7	EPR PROPERTIES 5.250% 07/15/2023 DD 06/18/13	487,886.20-	461,812.80

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	*	INDICATES PENDING SETTLEMENT		
	**	INDICATES TRANSACTION PENDING IN PRIOR YEAR		
655,000.0000	30218GAF5	EXPRESS SCRIPTS HOLDING CO 3.900% 02/15/2022 DD 08/15/12	713,569.75-	702,205.85
2,400.0000	FJ6332863	F.C.C. CO LTD NPV	54,389.88-	58,455.41
250,000.0000	336130AA7	FIRST QUALITY FINANCE CO 144A 4.625% 05/15/2021 DD 05/14/13	250,000.00-	253,046.25
16,870.0000	NC2347608	FIRST QUANTUM MINERALS LTD	308,687.81-	263,041.96
1,300,000.0000	35671DAX3	FREEPORT-MCMORAN COPPER & 144A 3.875% 03/15/2023 DD 03/07/13	1,299,293.00-	1,306,522.20
995,000.0000	35671DBA2	FREEPORT-MCMORAN COPPER & 144A 5.450% 03/15/2043 DD 03/07/13	990,462.80-	905,032.15
250,000.0000	368682AQ3	GENCORP INC 144A 7.125% 03/15/2021 DD 01/28/13	250,000.00-	263,750.00
3,300,000.0000	3703348P#	GENERAL MILLS INC 4.150% 02/15/2043 DD 01/31/13	3,278,055.00-	3,311,154.00
160,000.0000	37045XAH8	GENERAL MOTORS FINANCIAL 144A 3.250% 05/15/2016 DD 05/14/13	160,000.00-	161,600.00
340,000.0000	37045XAK2	GENERAL MOTORS FINANCIAL 144A 4.250% 05/15/2023 DD 05/14/13	340,000.00-	341,785.00
270,000.0000	372491AA8	GENWORTH HOLDINGS INC 4.900% 08/15/2023 DD 08/08/13	269,152.20-	268,766.10
360,000.0000	37247DAN8	GENWORTH HOLDINGS INC 7.200% 02/15/2021 DD 11/22/10	426,862.50-	411,048.00
895,000.0000	374259AA7	GESTAMP FUNDING LUXEMBOUR 144A 5.625% 05/31/2020 DD 05/10/13	895,000.00-	859,775.00

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	*	INDICATES PENDING SETTLEMENT		
	**	INDICATES TRANSACTION PENDING IN PRIOR YEAR		
250,000.0000	374689AD9	GIBRALTAR INDUSTRIES INC 144A 9.250% 02/01/2021 DD 01/31/13	250,000.00-	263,125.00
750,000.0000	377372AJ6	GLAXOSMITHKLINE CAPITAL INC 4.200% 03/18/2043 DD 03/18/13	740,040.00-	691,252.50
36,319.0000	EX09252B2	GLAXOSMITHKLINE CRD GBP0.25	954,144.78-	935,971.68
7,415,000.0000	38141GRD6	GOLDMAN SACHS GROUP INC/THE 3.625% 01/22/2023 DD 01/22/13	7,391,568.60-	7,293,576.75
1,255,000.0000	382550BD2	GOODYEAR TIRE & RUBBER CO/THE 6.500% 03/01/2021 DD 02/25/13	1,255,000.00-	1,267,943.75
380,000.0000	38868PAK0	GRAPHIC PACKAGING INTERNATIONAL 4.750% 04/15/2021 DD 04/02/13	380,000.00-	385,225.00
202.0000	EEB185XC4	GRUPO CATALANA OCCIDENTE SA EURO 30 (POST SUBQ)	4,546.08-	4,863.57
1,930,000.0000	453140AB1	IMPERIAL TOBACCO FINANCE 144A 3.500% 02/11/2023 DD 02/11/13	1,528,470.00-	1,463,383.80
315,000.0000	45685EAK9	ING US INC 144A 5.700% 07/15/2043 DD 07/26/13	316,482.10-	324,607.50
2,000,000.0000	XX9QCV4H1	IRS P EUR006M R 2% 2023 SEP 18	31,675.15	51,354.00-
2,000,000.0000	XX9QCN622	IRS R EUR006M P 1.75% GLM 2023 MAR 20	.00	3,977.87-
23,000,000.0000	99QACF8VB	IRS R US0003M P 1.5% PUT OCT 13 001.500 ED 10/28/13	63,825.00	18,932.30-

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	*	INDICATES PENDING SETTLEMENT		
	**	INDICATES TRANSACTION PENDING IN PRIOR YEAR		
17,900,000.0000	99QACDBFF	IRS R USD003M P 1.91% 06/25/23 CALL JUN 13 001.910 ED 6/21/13	84,156.72	21,460.00-
7,400,000.0000	99QACDBLE	IRS R USD008M P 1% 06/20/18 CALL DEC 13 000.700 ED 12/18/13	18,500.00-	14,060.00
100,000.0000	45031UBS9	ISTAR FINANCIAL INC 3.875% 07/01/2016 DD 05/10/13	100,000.00-	101,582.50
65,000.0000	FJ6467107	ISUZU MOTORS LTD Y50	752,508.61-	580,204.81
600,000.0000	472319AL6	JEFFERIES GROUP INC 5.125% 01/20/2023 DD 01/18/13	500,326.00-	617,151.26
1,793.0000	SSB142F24	JM AB NPV	41,075.33-	51,990.72
2,100,000.0000	46625HJH4	JPMORGAN CHASE & CO 3.200% 01/25/2023 DD 01/25/13	2,099,832.00-	2,061,591.00
1,285,000.0000	48124BAC9	JPMORGAN CHASE & CO VAR RT 12/29/2049 DD 04/23/13	1,285,000.00-	1,160,250.00
4,700.0000	FJ6889536	KAKAKU.COM INC	111,787.46-	120,532.47
16,000.0000	FMB12RQH6	KEPPEL REIT	18,338.06-	17,576.14
2,735,000.0000	494368BL6	KIMBERLY-CLARK CORP 3.700% 06/01/2043 DD 05/23/13	2,610,264.00-	2,352,279.90
1,200,000.0000	50076QAE9	KRAFT FOODS GROUP INC 5.000% 06/04/2042 DD 12/04/12	1,336,896.00-	1,297,560.00
100,000.0000	501889AA7	LKQ CORP 144A 4.750% 05/15/2023 DD 05/09/13	100,000.00-	100,000.00

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SUPPLEMENTAL SCHEDULE OF ASSETS (ACQUIRED AND DISPOSED OF WITHIN YEAR)
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SHARES/ PAR VALUE	SECURITY ID	SECURITY DESCRIPTION	COST	PROCEEDS
	*	INDICATES PENDING SETTLEMENT		
	**	INDICATES TRANSACTION PENDING IN PRIOR YEAR		
545,000.0000	50247VAA7	LYB INTL FINANCE BV 4.000% 07/15/2023 DD 07/16/13	537,795.10-	544,193.40
770,000.0000	55181WAA2	LYNX I CORP 144A 5.375% 04/15/2021 DD 02/22/13	770,000.00-	814,352.00
3,300,000.0000	57772KAB7	MAXIM INTEGRATED PRODUCTS INC 3.375% 03/15/2023 DD 03/18/13	3,283,007.00-	3,281,157.00
1,020,000.0000	58933YAJ4	MERCK & CO INC 4.150% 05/18/2043 DD 05/20/13	1,016,878.80-	948,426.80
815,000.0000	59158RAE8	METLIFE INC 6.500% 12/15/2032 DD 12/10/02	811,941.45-	755,902.05
2,100,000.0000	591709AP5	METROPCS WIRELESS INC 144A 6.625% 04/01/2023 DD 03/19/13	2,100,000.00-	2,120,735.40
279.0000	99F740L3X	MINI MSCI EMG MKT FUTURE (NYL) EXP DEC 13	00	398,201.25
270.0000	99F740F3X	MINI MSCI EMG MKT FUTURE (NYL) EXP JUN 13	00	1,267,444.00-
294.0000	99F740I3X	MINI MSCI EMG MKT FUTURE (NYL) EXP SEP 13	00	377,979.98
3,300,000.0000	60688QAS4	MIZUHO CORPORATE BANK LTD 144A 3.500% 03/21/2023 DD 03/21/13	3,297,789.00-	3,357,849.00
654.0000	99F734L3X	MSCI EAFE INDEX FUTURE (NYL) EXP DEC 13	00	2,324,400.29
911.0000	99F734F3X	MSCI EAFE INDEX FUTURE (NYL) EXP JUN 13	00	968,025.84

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SHARES/ PAR VALUE	SECURITY ID	SECURITY DESCRIPTION	COST	PROCEEDS
	*	INDICATES PENDING SETTLEMENT		
	**	INDICATES TRANSACTION PENDING IN PRIOR YEAR		
839.0000	59F73413X	MSCI EAFE INDEX FUTURE (NYL) EXP SEP 13	00	3,456,309.96
500,000.0000	63880UAK6	NATIONSTAR MORTGAGE LLC / NATI 6.500% 07/01/2021 DO 02/07/13	500,000.00-	479,187.50
25,400.0000	FJB63QM79	NEXON CO LTD	270,818.11-	252,998.17
1.0000	FJB08BC64	NIPPON PROLOGIS REIT INC	5,933.44-	7,961.20
3,300.0000	FJ6041586	NISSAN CHEMICAL INDUSTRIES Y50	36,160.74-	44,080.04
7,700.0000	FJ8641800	NITTO DENKO CORP NPV	459,961.84-	458,541.22
500,000.0000	57574GAP6	OWEN FINANCIAL 1/13 TLB	497,500.00-	508,750.00
1,653.0000	EDB923933	OSRAM LICHT AG	46,783.04-	60,888.89
955,000.0000	694476AD4	PACIFIC LIFECORP 144A 5.125% 01/30/2043 DO 01/22/13	943,301.25-	885,676.55
1,575,000.0000	714290AD5	PERRIGO CO 2.950% 05/15/2023 DO 05/16/13	1,566,868.75-	1,558,788.00
1,290,000.0000	71647NAA7	PETROBRAS GLOBAL FINANCE BV 5.625% 05/20/2043 DO 05/20/13	1,264,548.30-	1,033,265.80
695,000.0000	737448AE4	POST HOLDINGS INC 144A 8.750% 12/01/2021 DO 11/18/13	695,000.00-	714,112.50
1,185,000.0000	737879DE7	POTOMAC ELECTRIC POWER CO 4.150% 03/15/2043 DO 03/18/13	1,180,366.65-	1,109,207.40
34,500.0000	FHB4PFFW1	PRADA SPA	339,424.14-	315,708.37

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SHARES/ PAR VALUE	SECURITY ID	SECURITY DESCRIPTION	COST	PROCEEDS
	*	INDICATES PENDING SETTLEMENT		
	**	INDICATES TRANSACTION PENDING IN PRIOR YEAR		
1,200,000.0000	756109AP9	REALTY INCOME CORP 4.650% 08/01/2023 DD 07/16/13	1,197,300.00-	1,215,224.00
8,785.0000	EXB0YG1K4	RESTAURANT GRP PLC ORD GBP0.20125	85,507.05-	80,882.74
17,226,440.0000	EXB9KGVK7	ROLLS ROYCE HLDGS C SHS ENTITLEMENT(JUL 2013)	26,299.75-	26,284.10
12,094,792.0000 *	EXBCKFJ99	ROLLS ROYCE HOLDINGS C SHS ENTITLEMENT (JAN 2014)	19,554.23-	.00
12,249.0000	EXB1GKF38	RYANAIR HOLDINGS PLC	94,233.48-	94,117.49
303.0000	99F295L3C	S & P 500 EMINI IND FUT (CME) EXP DEC 13	.00	653,422.93-
91.0000	99F295F3C	S & P 500 EMINI IND FUT (CME) EXP JUN 13	.00	197,227.21-
32.0000	99F282L3C	S&P MID 400 EMINI (CME) EXP DEC 13	.00	198,309.16
147.0000	99F282F3C	S&P MID 400 EMINI FUT (CME) EXP JUN 13	.00	580,110.00
129.0000	99F282I3C	S&P MID 400 EMINI FUT (CME) EXP SEP 13	.00	560,409.03
258.0000	99F295I3C	S&P 500 EMINI INDEX FUT (CME) EXP SEP 13	.00	190,388.58-
36.0000	NCF218L3R	S&P/TSE 60 INDEX FUTURES (MSE) EXP DEC 13	.00	230,808.18

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SHARES/ PAR VALUE	SECURITY ID	SECURITY DESCRIPTION	COST	PROCEEDS
	*	INDICATES PENDING SETTLEMENT		
	**	INDICATES TRANSACTION PENDING IN PRIOR YEAR		
59.0000	NCF218F3R	S&P/TSE 80 INDEX FUTURES (MSE) EXP JUN 13	.00	381,509.60-
52.0000	NCF218I3R	S&P/TSE 80 INDEX FUTURES (MSE) EXP SEP 13	.00	357,443.37
12,642.0000	AAB0767Y4	SEEK LIMITED NPV	136,852.01-	128,157.10
272.0000 *	EZB1RR824	SMURFIT KAPPA GROUP PLC ORD EUR0.001 (W1)	2,750.43-	.00
29,276.0000	EZB1RR824	SMURFIT KAPPA GROUP PLC ORD EUR0.001 (W1)	298,228.10-	480,471.10
250.000.0000	83548QAW2	SONIC AUTOMOTIVE INC 144A 5.000% 05/15/2023 DD 05/09/13	250,000.00-	255,077.50
1,865,000.0000	837004CG3	SOUTH CAROLINA ELECTRIC & GAS 4.600% 06/15/2043 DD 06/14/13	1,855,675.00-	1,830,199.10
3,100,000.0000	EEB8YSX36	SPAIN GOVERNMENT BOND 4.500% 01/31/2018	4,188,430.67-	4,310,728.09
100.000.0000 **	84763BAA4	SPEC BRNDS ESCROW CORP 144A 6.375% 11/15/2020 DD 11/16/12	.00	105,750.00
1,290,000.0000	853254AJ9	STANDARD CHARTERED PLC 144A 3.950% 01/11/2023 DD 01/11/13	1,288,516.50-	1,192,962.50
700,000.0000	853254AK6	STANDARD CHARTERED PLC 144A 5.300% 01/09/2043 DD 01/11/13	699,272.00-	705,261.00
1,795,000.0000	855030AM4	STAPLES INC 4.375% 01/12/2023 DD 01/14/13	1,795,292.20-	1,712,843.80

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SCHEDULE H, PART IV, LINE 4i
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SHARES/ PAR VALUE	SECURITY ID	SECURITY DESCRIPTION	COST	PROCEEDS
	*	INDICATES PENDING SETTLEMENT		
	**	INDICATES TRANSACTION PENDING IN PRIOR YEAR		
4,000.0000	FM6838664	SUPER GROUP LTD/SINGAPORE	14,941.45-	14,237.45
200,000.0000	99ZAJWCL3	TD SECURITIES REPO 0.030% 07/23/2013 DD 07/19/13	200,000.00-	200,000.00
200,000.0000	99ZAKSWA8	TD SECURITIES REPO 0.070% 12/20/2013 DD 12/18/13	200,000.00-	200,000.00
300,000.0000	99ZAJT5B0	TD SECURITIES REPO 0.080% 07/08/2013 DD 07/03/13	300,000.00-	300,000.00
200,000.0000	99ZAJHYA6	TD SECURITIES REPO 0.090% 04/29/2013 DD 04/25/13	200,000.00-	200,000.00
1,300,000.0000	99ZAJKAG2	TD SECURITIES REPO 0.130% 05/07/2013 DD 05/03/13	1,300,000.00-	1,300,000.00
800,000.0000	99ZAJFT32	TD SECURITIES REPO 0.180% 04/15/2013 DD 04/11/13	800,000.00-	800,000.00
10,980.0000	SNB15SLC1	TGS-NOPEC GEOPHYSICAL COMPANY NOKO.25	398,829.96-	285,428.15
1,919.0000	EBB18S7K7	THROMBOGENICS NPV	105,065.95-	82,514.92
2,825,000.0000	89153UAFH	TOTAL CAPITAL CANADA LTD 2.750% 07/15/2023 DD 01/17/13	2,820,248.75-	2,403,817.50
900,000.0000	89681BAG8	TRIUMPH GROUP INC 144A 4.875% 04/01/2021 DD 02/26/13	900,000.00-	904,500.00
1,000,000.0000	90343XAGE	US AIRWAYS 5/13 TLB2	1,000,000.00-	1,004,375.00
239.0000	99F133L3A	US TREAS BD FUTURE (CBT) EXP DEC 13	.00	54,819.61-

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SCHEDULE H, PART IV, LINE 4j

SUPPLEMENTAL SCHEDULE OF REPORTABLE TRANSACTIONS

YEAR ENDED DECEMBER 31, 2013



BNY MELLON

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SERIES OF TRANSACTIONS IN EXCESS OF FIVE PERCENT
OF THE CURRENT VALUE OF THE PLAN ASSETS
FOR THE PERIOD 01 JANUARY 2013 THROUGH 31 DECEMBER 2013

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				5% VALUE:	118,082,467.58	
TRAN COUNT	SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST OF PURCHASES	PROCEEDS FROM SALES	COST OF ASSETS DISPOSED	GAIN/LOSS
1191	560,075,705.38	COLLECTIVE US GOVT STIF 3 VAR RT 12/31/2049 DD 07/24/08	560,075,705.38	.00	.00	.00
1055	655,771,068.88	COLLECTIVE US GOVT STIF 3 VAR RT 12/31/2049 DD 07/24/08	.00	655,771,068.88	655,771,068.88	.00
223	19,377,289.77	PIMCO FDS SHORT TERM FLTG NAV PORT II	193,982,605.52	.00	.00	.00
66	16,052,443.01	PIMCO FDS SHORT TERM FLTG NAV PORT II	.00	160,700,000.00	160,709,848.62	9,848.62-
19	65,551,000.00	U S TREASURY BOND 2.750% 11/15/2042 DD 11/15/12	60,551,629.84	.00	.00	.00
27	65,551,000.00	U S TREASURY BOND 2.750% 11/15/2042 DD 11/15/12	.00	59,986,691.57	60,551,629.84	564,938.27-
35	65,400,000.00	U S TREASURY NOTE 1.625% 11/15/2022 DD 11/15/12	63,788,625.17	.00	.00	.00
33	139,185,000.00	U S TREASURY NOTE 1.625% 11/15/2022 DD 11/15/12	.00	135,474,996.78	136,737,784.39	1,262,787.61-
50	182,320,000.00	U S TREASURY NOTE 2.000% 02/15/2023 DD 02/15/13	183,308,120.44	.00	.00	.00
52	120,040,000.00	U S TREASURY NOTE 2.000% 02/15/2023 DD 02/15/13	.00	119,269,167.77	120,687,399.97	1,418,232.20-
257	223,712,432.12	COLLECTIVE US GOVT STIF 15 BPS	223,712,432.12	.00	.00	.00
188	155,899,284.44	COLLECTIVE US GOVT STIF 15 BPS	.00	155,899,284.44	155,899,284.44	.00
100	91,300,000.00	COMMIT TO PUR MUTUAL FD	91,300,000.00	.00	.00	.00
100	91,300,000.00	COMMIT TO PUR MUTUAL FD	.00	91,300,000.00	91,300,000.00	.00

Schedule SB Attachment (Form 5500)—2013 Plan Year
Oncor Retirement Plan
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Schedule SB, line 22—Description of Weighted Average Retirement Age

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at mid-year, except for the 100% retirement age.

Retirement Age	Retirement Percentage	Number of Employees Retired Per 1,000	Weighted Age
55	10.0%	100	5,500.00
56	5.0%	45	2,520.00
57	6.0%	51	2,924.10
58	8.0%	64	3,729.17
59	9.0%	67	3,926.24
60	13.0%	87	5,248.29
61	15.0%	88	5,356.28
62	35.0%	174	10,797.45
63	20.0%	65	4,075.17
64	25.0%	65	4,139.85
65	100.0%	<u>194</u>	<u>12,613.61</u>
Total		1,000	60,830.16
Average Retirement Age:		60.83016	

Schedule SB Attachment (Form 5500)—2013 Plan Year
Oncor Retirement Plan
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Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Interest Rates for Minimum Funding Purposes	Based on segment rates with a four-month lookback (as of September 2012), each adjusted as needed to fall within the 25-year average interest rate corridor under MAP-21 1st Segment Rate: 4.94% 2nd Segment Rate: 6.15% 3rd Segment Rate: 6.76%
Salary Increases	See Table A
Cash Balance Interest Crediting Rate	3.75%
Cash Balance Annuity Conversion Rate	3.75%
Social Security Wage Base Increases	Future wage indices are based on a national wage increase of 3.50% per year.
Social Security COLA Increases	3.00%
Optional Payment Form Election Percentage for Active Participants	Sixty-five percent (65%) of traditional benefit participants are assumed to receive a 100% joint and survivor annuity and thirty-five percent (35%) of traditional benefit participants are assumed to receive a single life annuity at the earliest commencement date. Cash Balance participants are assumed to receive lump sums at termination or the date they would have reached 10 years of Accredited Service. The lump sums are calculated as the greater of their Cash Balance account or the present value of their 12/31/2001 accrued benefit deferred to 65 valued using the assumed 30-year treasury rate and current 417(e)(3) mortality.

Schedule SB Attachment (Form 5500)—2013 Plan Year
Oncor Retirement Plan
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Optional Payment Form Election Percentage for Terminated Vested Participants	65%—Joint and 100% survivor annuity 35%—Single life annuity
Retirement Age Active Participants	See Table B
Terminated Vested Participants	Age 62 for Traditional Deferred Vested participants eligible for early retirement commencement; otherwise age 65. Cash Balance participants are assumed to receive a lump sum at age 55 or, if later, once the 10-year service requirement is or would have been met.
Mortality Rates Healthy	2013 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e)
Disabled	2013 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e)
Withdrawal Rates	See Table C
Disability Rates	See Table D
Surviving Spouse Benefit	It is assumed that 80% of males and 80% of females have an eligible spouse, and that males are three years older than their spouses.
Benefit and Compensation Limits	Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$205,000 and the IRC section 401(a)(17) compensation limit of \$255,000.
Valuation of Plan Assets	Fair market value
Trust Expenses Included in Target Normal Cost	\$4,953,362. Expenses are equal to \$2 million of administrative expenses plus PBGC premiums.
Actuarial Method	Standard unit credit cost method
Valuation Date	January 1, 2013

Schedule SB Attachment (Form 5500)—2013 Plan Year
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Table A
Percentage Pay Increase at Attained Age

Age	Assumed Increase	Age	Assumed Increase
15	15.00%	40	5.59%
16	15.00%	41	5.12%
17	15.00%	42	4.65%
18	15.00%	43	4.57%
19	15.00%	44	4.49%
20	15.00%	45	4.41%
21	14.53%	46	4.34%
22	14.06%	47	4.27%
23	13.59%	48	4.21%
24	13.12%	49	4.15%
25	12.65%	50	4.09%
26	12.18%	51	4.04%
27	11.71%	52	3.98%
28	11.24%	53	3.93%
29	10.77%	54	3.88%
30	10.30%	55	3.84%
31	9.83%	56	3.79%
32	9.35%	57	3.74%
33	8.88%	58	3.70%
34	8.41%	59	3.65%
35	7.94%	60	3.60%
36	7.47%	61	3.56%
37	7.00%	62	3.51%
38	6.53%	63	3.46%
39	6.06%	64	3.42%

Schedule SB Attachment (Form 5500)—2013 Plan Year
Oncor Retirement Plan
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Table B
Annual Rates of Retirement per 100 Eligible Participants

Age	
55	10.00
56	5.00
57	6.00
58	8.00
59	9.00
60	13.00
61	15.00
62	35.00
63	20.00
64	25.00
65	100.00
66	100.00
67	100.00
68	100.00
69	100.00

Schedule SB Attachment (Form 5500)—2013 Plan Year
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Table C

Annual Rates of Turnover per 100 Eligible Participants (with at least three years of service)

Age	Male	Female	Age	Male	Female
15	7.2000	17.1606	40	4.9000	10.2636
16	7.2000	17.1606	41	4.7000	9.8804
17	7.2000	17.1606	42	4.5000	9.4972
18	7.2000	17.1606	43	4.2000	9.1141
19	7.2000	17.1606	44	3.9000	8.7309
20	7.2000	17.1606	45	3.6000	8.3477
21	7.1000	17.1606	46	3.3000	7.9646
22	7.0000	17.1606	47	3.0000	7.5814
23	6.9000	16.7774	48	2.9000	7.1982
24	6.8000	16.3943	49	2.8000	6.8151
25	6.7000	16.0111	50	2.7000	6.4319
26	6.6000	15.6279	51	2.6000	6.0487
27	6.5000	15.2448	52	2.5000	5.6656
28	6.4000	14.8616	53	2.3000	5.2824
29	6.3000	14.4784	54	2.1000	4.8992
30	6.2000	14.0953	55	1.9000	4.5161
31	6.1000	13.7121	56	1.7000	4.1329
32	6.0000	13.3289	57	1.5000	3.7497
33	5.9000	12.9458	58	1.2000	3.3666
34	5.8000	12.5626	59	0.9000	2.9834
35	5.7000	12.1794	60	0.6000	2.6002
36	5.6000	11.7963	61	0.0300	2.2170
37	5.5000	11.4131	62	0.0000	1.8339
38	5.3000	11.0299	63	0.0000	1.4507
39	5.1000	10.6467	64	0.0000	1.0675

Participants (male and female) with less than three years of service are assumed to terminate at the following rates:

Service	Annual Rate per 100 Eligible Participants
0	25
1	20
2	15

Schedule SB Attachment (Form 5500)—2013 Plan Year
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Table D

Annual Rates of Disability per 100 Eligible Participants

Age	Male	Age	Male
15	0.0000	40	0.1821
16	0.0000	41	0.1974
17	0.0000	42	0.2129
18	0.0000	43	0.2302
19	0.0000	44	0.2512
20	0.0200	45	0.2773
21	0.0210	46	0.3071
22	0.0220	47	0.3380
23	0.0250	48	0.3737
24	0.0285	49	0.4202
25	0.0325	50	0.4758
26	0.0370	51	0.5370
27	0.0420	52	0.6080
28	0.0486	53	0.6868
29	0.0567	54	0.7759
30	0.0658	55	0.8700
31	0.0756	56	0.9672
32	0.0858	57	1.0700
33	0.0965	58	1.1693
34	0.1076	59	1.2500
35	0.1190	60	1.3750
36	0.1305	61	1.6570
37	0.1420	62	1.7820
38	0.1541	63	1.8400
39	0.1673	64	1.8620
		65	1.8750

Schedule SB Attachment (Form 5500)—2013 Plan Year
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Schedule SB, Part V—Summary of Plan Provisions

Effective Date

October 1, 2012.

Effective October 1, 2012, the following plan participants were spun off from the EFH Retirement Plan to the Oncor Retirement Plan: 1) active employees of Oncor; 2) retirees and beneficiaries receiving benefits from the EFH Retirement Plan as of that date; 3) other former employees and beneficiaries with vested accrued benefits from the EFH Retirement Plan on that date who had not gone into pay status; and, 4) alternate payees under qualified domestic relations orders in effect under the EFH Retirement Plan as of October 1, 2012, other than qualified domestic relations orders relating to Employees who, as of October 1, 2012, are bargaining unit employees of Luminant.

Participation

Completion of at least one year of service and attainment of age 21.

Applicable Benefit Formula

Employees hired before January 1, 2001 were allowed a one-time choice between their then current pension benefit (generally Final Average Pay), and a new Cash Balance benefit. For those electing the Cash Balance Plan an opening balance equal to the value of their Traditional benefit was determined. All hires after December 31, 2000 automatically enter the Cash Balance formula. In addition certain employees were already covered by a "Prior Cash Balance Formula" and certain employees, acquired as a result of various acquisitions have special minimum benefit provisions. The most notable of those special provisions pertain to former Enserch employees and those are summarized later in this material.

Schedule SB Attachment (Form 5500)—2013 Plan Year
Oncor Retirement Plan
EIN: 75-2967830 PN: 001

Plan Provisions—Oncor Retirement Plan

Normal Retirement

Eligibility

Attainment of age 65.

Current EFH Formulas:

Traditional Final Average Pay
(Pre – 1/1/2001 hires)

Monthly amount equal to the sum of (A) and (B):

(A) $1.3\% \times (\text{average annual Earnings not in excess of } \$7,800) \times \text{Accredited Service}$; and

(B) $1.5\% \times (\text{average annual Earnings in excess of } \$7,800) \times \text{Accredited Service}$.

Prior Cash Balance Formula

Cash Balance Account is equal to the sum of (A) and (B):

(A) Pay-Based Credits equal to a percentage of Earnings for each month as an eligible employee based on the following table:

Years of Accredited Service	Percentage
0, but less than 5	2.30%
5, but less than 10	3.15%
10, but less than 15	3.80%
15, but less than 20	4.60%
20, but less than 25	5.55%
25 or more	6.75%

(B) Interest Credits at the end of each month based on the account balance as of the end of the prior month. The interest rate applied each month is the monthly average yield on the published rate on 30-year Treasury bonds for the twelve months ending November 30 of the previous plan (calendar) year.

Schedule SB Attachment (Form 5500)—2013 Plan Year
Oncor Retirement Plan
EIN: 75-2967830 PN: 001

Plan Provisions—Oncor Retirement Plan

Normal Retirement (continued)

Current Cash Balance Formula

Cash Balance Account is equal to the sum of (A) and (B):

(A) Pay-Based Credits equal to a percentage of Earnings plus incentive pay for each month as an eligible employee based on the following table:

Age plus Years of Accredited Service	Percentage
Less than 35	3.50%
35, but less than 50	4.50%
50, but less than 65	5.50%
65 or more	6.50%

(B) Interest Credits at the end of each month based on the account balance as of the end of the prior month. The interest rate applied each month is the monthly average yield on the published rate on 30-year Treasury bonds for the twelve months ending November 30 of the previous plan (calendar) year.

Early Retirement

Eligibility

Attainment of age 55 and 15 years of Accredited Service.

Benefits

The participant's accrued benefit at the date of early retirement is payable at the Normal Retirement Age. The participant may elect an earlier commencement with early retirement reduction based on the participant's age at the annuity start date.

The early commencement benefit under the Traditional Final Average Pay formula shall be the accrued benefit under this formula reduced by 1/3% for each month the commencement date precedes the first day of the month coincident with or following their 62nd birthday.

The benefit under the Cash Balance Formula will be the account balance if the Employee has 10 years of Accredited Service or more. This benefit can be received as either a lump sum or an actuarially equivalent annuity.

Schedule SB Attachment (Form 5500)—2013 Plan Year
Oncor Retirement Plan
EIN: 75-2967830 PN: 001

Plan Provisions—Oncor Retirement Plan

Late Retirement

Eligibility	Actively employed after normal retirement eligibility.
Benefits	The accrued benefit payable beginning on the first day of the month following Late Retirement is the greater of the accrued benefit calculated at termination under the applicable formula and the accrued benefit calculated at Normal Retirement Age increased actuarially to the late retirement date.

Vested Terminations

Eligibility	
Traditional Formula	Five years of Vesting Service and termination of employment for reasons other than disability and death.
Cash Balance Formula	Three years of Vesting Service and termination of employment for reasons other than disability and death.
Benefits	<p>The benefit under the Final Average Pay Formula shall be the accrued benefit payable at age 65. If the Employee has at least 15 years of Accredited Service at termination, the benefit can commence as early as age 55 with the same reduction as for Early Retirement.</p> <p>The benefit under the Cash Balance Formula will be the account balance or an actuarially equivalent annuity that can commence immediately, provided the Employee had at least 10 years of Accredited Service at termination. For other participants commencement is delayed until the date that they would have had 10 years of Accredited Service had they not terminated.</p>

Disability Retirement

Eligibility	Participant must be eligible for benefits under the company's formal long-term disability plan.
Benefits	Service for purposes of Accredited Service will continue. However, average annual Earnings at the time of disability will be used to calculate retirement benefits.

Schedule SB Attachment (Form 5500)—2013 Plan Year
Oncor Retirement Plan
EIN: 75-2967830 PN: 001

Plan Provisions—Oncor Retirement Plan

Qualified Preretirement Survivor Annuity

Eligibility

A surviving spouse is eligible for the Qualified Preretirement Survivor Annuity (QPSA) if all of the following are satisfied:

- The participant was partially or fully vested
- The participant's death occurred before the benefit commencement date of the first pension payment to the participant
- For Traditional Final Average Pay participants the participant and spouse were married for not less than one year at the time of death

Benefits

The benefit payable to the surviving spouse under the Final Average Pay plan is the greater of (A) and (B) until remarriage of the surviving spouse and the benefit under (B) thereafter:

- (A) Two-thirds of the normal retirement benefit based on average annual Earnings and years of Accredited Service at the time of the participant's death.
- (B) The retirement benefit payable as if the employee had terminated on the date of death and elected to receive the 100% Joint and Survivor Annuity Option at the earliest possible date.

The benefit payable to the surviving spouse or designated beneficiary under the Cash Balance Plan is the vested account balance in the form of a lump sum or a monthly annuity.

Postretirement Death

Eligibility

If a participant dies after having started receiving retirement benefits, the survivor may be eligible for a portion of the participant's benefit, depending on the form of payment originally elected and the period of time over which payments have been made.

Benefits

Benefit amounts are based on the form of payment the participant was receiving.

Schedule SB Attachment (Form 5500)—2013 Plan Year
Oncor Retirement Plan
EIN: 75-2967830 PN: 001

Plan Provisions—Oncor Retirement Plan

Normal Form of Payment	Single life annuity for single participants. 100% qualified joint and survivor annuity for married participants.
Optional Forms of Payment	<p>Actuarially equivalent amounts may be paid in any of the following forms:</p> <ul style="list-style-type: none">Single Life Annuity50% Joint and Survivor Annuity100% Joint and Survivor Annuity10-Year Certain and Life AnnuitySocial Security AdjustmentLump Sum (only if less than \$5,000 for Traditional participants)
Employee Contributions	No employee contributions are required or allowed
Pay Limits	The Enserch plan incorporates prospective EGTRRA Limits. Pre-EGTRRA Limits are calculated under the Extended Wear-Away GATT approach.
Ad Hoc Enhancements	From time to time, the plan has sponsored ad hoc enhancements including severance benefits, early retirement windows, and ad hoc retiree cost-of-living increases. None of these has consistently shown a pattern of entitlement to include their valuation for future retirees.
Definitions	
Accredited Service	<p>Accredited Service is used to determine the amount of a participant's benefit under the plan.</p> <p>Accredited Service is years and complete months of participation, up to a maximum of 40 years.</p> <p>Accredited Service includes service credited under the EFH Retirement Plan; however, Accredited Service under the Oncor Retirement Plan does not include any Accredited Service for which a participant has received, or is entitled to receive, a benefit under the EFH Retirement Plan or the EFH Active Retirement Plan.</p>

Schedule SB Attachment (Form 5500)—2013 Plan Year
Oncor Retirement Plan
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Plan Provisions—Oncor Retirement Plan

Vesting Service

Vesting Service is used to determine a participant's eligibility to receive benefits under the plan.

Vesting Service is years and complete months of service beginning no earlier than age 18.

Vesting Service includes service credited under the EFH Retirement Plan.

Earnings

Annual remuneration, exclusive of overtime earnings or any special, incentive or other extra compensation.

Includes amounts contributed to a salary reduction arrangement. Earnings for Cash Balance participants shall include cash commissions and incentive compensation.

However, in no event will Earnings exceed the statutory dollar limitation, adjusted for changes in the cost of living, as provided in section 401(a)(17) of the Code.

Final Average Earnings

Final Average Earnings will be calculated as one-third of the sum of the Participant's Earnings during the Participant's highest three years of Earnings.

Schedule SB Attachment (Form 5500)—2013 Plan Year
Oncor Retirement Plan
EIN: 75-2967830 PN: 001

Plan Provisions—Retirement and Benefit Program of 1969 of ENSERCH Corporation and Participating Subsidiary Companies

Participation

Employees of Enserch Corporation as of the corporate merger date in 1997, and employed with TXU as of December 31, 1997.

Normal Retirement

Eligibility

Attainment of age 65.

Benefits

Greater of (1) Enserch Benefit only, but considering all service with Enserch and TXU or (2) Enserch Benefit accrued through 12/31/1997 (or earlier transfer date) plus TXU benefits accrued thereafter. (1) does not apply for periods of service in which an employee participates in the TXU cash balance formula.

Enserch Benefit

Monthly amount equal to the greater of (A), (B) and (C):

- (A) $1.25\% \times \text{Enserch Final Average Earnings} \times \text{Enserch Benefit Service up to 35 years; plus } 0.50\% \times \text{Enserch Final Average Earnings} \times \text{Enserch Benefit Service for years 35 up to 45.}$
- (B) $1.00\% \times \text{Enserch Final Average Earnings} \times \text{Enserch Benefit Service up to 35 years; plus } 0.50\% \times \text{Enserch Final Average Earnings} \times \text{Enserch Benefit Service for years 35 up to 45; plus } 0.75\% \times (\text{Enserch Final Average Earnings in Excess of Covered Compensation}) \times \text{Enserch Benefit Service up to 35 years.}$
- (C) Post-1990 Minimum Benefit, (1) + (2) + (3):
 - (1) Frozen 4/30/1989 benefit with pay growth adjustment through 12/31/1993.
 - (2) Frozen 5/1/1989-12/31/1990 benefit with pay growth through 12/31/1990, consisting of a Base Component and an Excess Component.
 - (3) Greater of Enserch Benefit (A) or (B) above with Enserch Benefit Service after 12/31/1990 only; the 45 year service cap is disregarded.

The Post-1990 Minimum Benefit shall be no less than the prior Minimum Benefit as of 12/31/1990.

Schedule SB Attachment (Form 5500)—2013 Plan Year
Oncor Retirement Plan
EIN: 75-2967830 PN: 001

Plan Provisions—Retirement and Benefit Program of 1969 of ENSERCH Corporation and Participating Subsidiary Companies

Early Retirement

Eligibility

Retirement after attainment of age 55 and 5 years of Enserch Benefit Service or age 50 and 15 years of TXU Accredited Service.

Benefits

Normal Retirement benefit reduced for early commencement, but no earlier than Earliest Retirement Age (age 55 if satisfying the 50+15 criteria, otherwise, 10 years prior to SSRA).

The reduction factor differs for each Enserch benefit component and age, according to the following table. Benefit component labels correspond to the labels under the retirement area.

Table	1	2	3	4
Applies to:	(A), (B), (C3)	(C1)	(C2)	(C2), Excess
Unreduced Age:				
Years before Unreduced Age	SSRA	65	SSRA	SSRA
0	1.0000	1.00	1.00	1.000
1	0.9077	0.98	1.00	0.933
2	0.8255	0.96	1.00	0.867
3	0.7522	0.94	1.00	0.800
4	0.6866	0.92	1.00	0.733
5	0.6278	0.90	1.00	0.667
6	0.5748	0.84	0.95	0.633
7	0.5271	0.78	0.90	0.600
8	0.4840	0.72	0.85	0.567
9	0.4451	0.66	0.80	0.533
10	0.4098	0.60	0.75	0.500
11	Actuarial	N/A	Actuarial	N/A
	Equivalence		Equivalence	
12	Actuarial	N/A	Actuarial	N/A
	Equivalence		Equivalence	

The Excess portion of (C)(2) is reduced by both tables 3 and 4.

Schedule SB Attachment (Form 5500)—2013 Plan Year
Oncor Retirement Plan
EIN: 75-2967830 PN: 001

Plan Provisions—Retirement and Benefit Program of 1969 of ENSERCH Corporation and Participating Subsidiary Companies

Late Retirement

Eligibility	Actively employed after normal retirement eligibility.
Benefits	The accrued benefit payable beginning on the first day of the month following Late Retirement is the accrued benefit calculated at termination under the applicable formula indicated at Normal Retirement.

Vested Terminations

Eligibility	Five years of EFH Vesting Service, but including service before age 18, and termination of employment for reasons other than disability and death.
Benefits	Accrued Normal Retirement benefit, payable as early as the Earliest Retirement Age, reduced actuarially.

Disability Retirement

Eligibility	Disability as defined in the plan document, generally incapacity to perform current job or one concomitant with current qualifications, affirmed by a physician.
Benefits	100% immediate vesting, with termination date as of disability date. However, early commencement is in accordance with the reductions under Early Retirement.

Preretirement Survivor Annuity

Eligibility	<p>A surviving spouse is eligible for the Preretirement Survivor Annuity if all of the following are satisfied:</p> <ul style="list-style-type: none">▪ The participant was vested.▪ The participant's death occurred before the benefit commencement date of the first pension payment to the participant.
Benefits	Benefit as if the participant terminated employment on the date of death, selected the earliest commencement age, elected the Joint and 50% Survivor option with the spouse as joint annuitant, and then died. The spouse therefore is entitled to a single life survivor annuity.

Schedule SB Attachment (Form 5500)—2013 Plan Year
Oncor Retirement Plan
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Plan Provisions—Retirement and Benefit Program of 1969 of ENSERCH Corporation and Participating Subsidiary Companies

Benefits	Benefit as if the participant terminated employment on the date of death, selected the earliest commencement age, elected the Joint and 50% Survivor option with the spouse as joint annuitant, and then died. The spouse therefore is entitled to a single life survivor annuity.
Unreduced Form of Payment	10 Year Certain and Life
Normal Form of Payment	Actuarially equivalent life annuity for single participants and 100% Joint and Survivor if married.
Optional Forms of Payment	Actuarially equivalent amounts may be paid in any of the following forms: 10 Year Certain and Life 100% Joint and Survivor Single Life Annuity 5 Year Certain and Life 15 Year Certain and Life 100% Joint and Survivor with 10 Years Certain 100% Joint and Survivor with 15 Years Certain 50% Joint and Survivor 67% Joint and Survivor 67% Joint and Contingent (Reduce upon either death) 67% Joint and Survivor with 10 Years Certain Age 62 Social Security Level Income

Schedule SB Attachment (Form 5500)—2013 Plan Year
Oncor Retirement Plan
EIN: 75-2967830 PN: 001

Plan Provisions—Retirement and Benefit Program of 1969 of ENSERCH Corporation and Participating Subsidiary Companies

Definitions

Enserch Benefit Service

Benefit Service is credited from original hire date, and includes service with EFH (except as where specifically excluded in the formulas); however, Enserch Benefit Service does not include any service for which a participant has received, or is entitled to receive, a benefit under the EFH Retirement Plan or the EFH Active Retirement Plan.

For calculations involving Benefit Service after 12/31/1990 only, prior service shall still be considered in determining the 35 year service breakpoint.

Benefit Service includes service with Fleet Star of Texas, L.C. and Transtar Technologies, L.C.

Service is counted as determined by administrative practice.

“Compensation” if not contributed to a cafeteria plan, within the meaning of section 125 of the code, pursuant to the Participant’s election.

However, in no event will Compensation exceed the statutory dollar limitation, adjusted for changes in the cost of living, as provided in section 401(a)(17) of the Code.

Enserch Final Average Earnings

Final Average Earnings is calculated as the highest monthly average of the sum of Enserch Compensation during the 60-consecutive-month period ending on the Participant’s retirement or earlier date of termination. For determining which 60 months are the highest, base pay alone is considered.

Schedule SB Attachment (Form 5500)—2013 Plan Year
Oncor Retirement Plan
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Plan Provisions—Retirement and Benefit Program of 1969 of ENSERCH Corporation and Participating Subsidiary Companies

Definitions (continued)

Enserch Compensation

For full-time participants, compensation includes:

Base Pay

401(k), 125,132(f) Salary Reductions

Overtime, differentials, commissions

Annual cash awards if allowed by incentive plan

For part-time participants, compensation includes:

W-2 Wages

Covered Compensation

The 35 year unindexed average of Social Security Wage Bases ending in the year the participant attains Social Security Retirement Age, with Social Security Wage Bases projected at a constant level amount between projected termination date and Social Security Retirement Age.

Social Security Retirement Age

Age at which unreduced benefits are available under the Social Security Act, but as further defined by Code Section 415(b)(8). Currently this is:

65 if born before 1938

66 if born between 1938 and 1954 inclusive, and

67 if born after 1954

EBASCO Provisions

There were 10 active employees covered by the EBASCO plan provisions as of January 1, 2006. Those plan provisions are not summarized here due to its immaterial impact.

Schedule SB Attachment (Form 5500)—2013 Plan Year
Oncor Retirement Plan
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Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

Schedule SB Attachment (Form 5500)—2013 Plan Year
Oncor Retirement Plan
EIN: 75-2967830 PN: 001

Schedule SB, line 24—Change in Actuarial Assumptions

The funding valuation reflects the following assumption changes:

- A change in the mortality assumption from the 2012 Static Mortality Table for Annuitants and Non-Annuitants per section 1.430(h)(3)-1(e) to the 2013 Static Mortality Table for Annuitants and Non-Annuitants per section 1.430(h)(3)-1(e).
- The cash balance interest crediting rate and the cash balance annuity conversion rate were changed from 4.50% to 3.75% to better reflect anticipated future experience.
- For the 2013 valuation (the first full plan year), the trust expenses are estimated to be \$2 million of administrative expenses plus PBGC premiums. In future years, the assumption will be equal to administrative expenses from the prior year plus PBGC premiums.

These changes were made to better reflect the anticipated plan experience. These assumption changes did not reduce the funding shortfall by more than the thresholds stated in Internal Revenue Code Section 430(h)(5); as such, approval of the Commissioner is not required.

Schedule SB Attachment (Form 5500)—2013 Plan Year
Oncor Retirement Plan
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Schedule SB, line 26—Schedule of Active Participant Data

Number of Participants, Average Compensation and Average Cash Balance Account										
Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25	37 \$40,736 \$640	75 \$54,022 \$4,061								
25-29	29 \$47,117 \$702	223 \$56,426 \$5,719	75 \$58,123 \$11,013	1						
30-34	14	137 \$60,641 \$6,440	119 \$63,930 \$15,873	59 \$64,086 \$15,758						
35-39	7	88 \$63,917 \$8,395	46 \$67,559 \$19,061	91 \$69,773 \$25,175	36 \$71,692 \$30,463	1				
40-44	10	41 \$71,607 \$9,579	24 \$83,293 \$26,055	61 \$69,681 \$27,090	42 \$75,338 \$36,395	56 \$83,134 \$46,076				
45-49	5	39 \$76,286 \$10,544	18	34 \$74,197 \$30,287	21 \$76,636 \$35,143	112 \$85,402 \$62,520	185 \$79,092 \$40,537	1		
50-54	3	21 \$70,988 \$10,959	13	15	17	65 \$84,927 \$71,609	583 \$84,637 \$38,724	5	1	
55-59	5	17	11	10	7	20 \$81,950 \$48,012	83 \$85,594 \$45,788	466 \$84,509 \$39,636	5	1
60-64		14	6	4	4	16	32 \$75,745 \$16,011	79 \$82,169 \$34,588	240 \$85,429 \$42,431	6
65-69		1	2			3	4	6	14	23 \$77,196 \$59,755
70+						1	1			

N-3491

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		

► **Round off amounts to nearest dollar.**

► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>Oncor Retirement Plan</u>	B Three-digit plan number (PN) ► <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>Oncor Electric Delivery Company LLC</u>	D Employer Identification Number (EIN) <u>75-2967830</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500	

Part I Basic Information			
1	Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2013</u>		
2	Assets:		
	a Market value	2a	2,271,108,733
	b Actuarial value	2b	2,271,108,733
3	Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment.....	3a	11,193
	b For terminated vested participants.....	3b	10,230
	c For active participants:		
	(1) Non-vested benefits	3c(1)	10,438,713
	(2) Vested benefits	3c(2)	477,232,553
	(3) Total active.....	3c(3)	3,491
	d Total.....	3d	24,914
4	If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐		
	a Funding target disregarding prescribed at-risk assumptions	4a	
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b	
5	Effective interest rate	5	6.28 %
6	Target normal cost	6	29,690,992

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<u>Brian P. Levine</u> <i>BM</i> Signature of actuary	<u>10/08/2014</u> Date
	<u>Brian P. Levine</u> Type or print name of actuary	<u>14-06424</u> Most recent enrollment number
	<u>Hewitt Associates LLC</u> Firm name	<u>(214) 989-2661</u> Telephone number (including area code)
	<u>2711 North Haskell Avenue</u> <u>Suite 800</u> <u>Dallas TX 75204-2911</u> Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>9.01</u> %		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		242,545
	b Interest on (a) using prior year's effective interest rate of <u>6.97</u> % except as otherwise provided (see instructions)		4,145
	c Total available at beginning of current plan year to add to prefunding balance		246,690
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	0	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	105.69 %
15	Adjusted funding target attainment percentage	15	105.69 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	113.38 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ►			18(b)	0	18(c)
				0	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 4.94 %	2nd segment: 6.15 %	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 61
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.		☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.		☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.		☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....		31a	29,690,992
b Excess assets, if applicable, but not greater than line 31a		31b	29,690,992
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount		33	0
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..		34	0
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			0
36 Additional cash requirement (line 34 minus line 35).....	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....		37	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	0
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances		38b	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)		39	0
40 Unpaid minimum required contributions for all years		40	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected		☐ 2 plus 7 years ☐ 15 years	
b Eligible plan year(s) for which the election in line 41a was made		☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011	
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		