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).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] 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. . . . . ▶ [X]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
OWENS CORNING MERGED RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 12/31/1943

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

OWENS CORNING

ONE OWENS CORNING PARKWAY
TOLEDO, OH 43659

2b Employer Identification Number (EIN)
43-2109021

2c Sponsor's telephone number
419-248-8000

2d Business code (see instructions)
327210

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.	10/15/2014	MARK SNYDER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2014	MARK SNYDER
	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

OWENS CORNING BENEFITS REVIEW

ONE OWENS CORNING PARKWAY
TOLEDO, OH 43659

3b Administrator's EIN
43-2109021

3c Administrator's telephone number
419-248-8323

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

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	21714
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	6240
b	Retired or separated participants receiving benefits	**6b**	5870
c	Other retired or separated participants entitled to future benefits	**6c**	6823
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	18933
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	2010
f	Total. Add lines **6d** and **6e**.	**6f**	20943
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	69
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
1A 1B 1C

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)

(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)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

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

(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

(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)

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

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
OWENS CORNING MERGED RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
OWENS CORNING

D Employer Identification Number (EIN)
43-2109021

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1	Enter the valuation date: Month _____ Day _____ Year _____			
2	Assets:			
	a Market value	**2a**		863035814
	b Actuarial value	**2b**		841378145
3	Funding target/participant count breakdown:		**(1)** Number of participants	**(2)** Funding Target
	a For retired participants and beneficiaries receiving payment	**3a**	7931	369524939
	b For terminated vested participants	**3b**	7074	107312841
	c For active participants:			
	(1) Non-vested benefits	**3c(1)**		11649913
	(2) Vested benefits	**3c(2)**		368303815
	(3) Total active	**3c(3)**	6709	379953728
	d Total	**3d**	21714	856791508
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**		6.66 %
6	Target normal cost	**6**		9355740

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

Signature of actuary	10/14/2014 Date
MARGARET E. SMITH Type or print name of actuary	14-08104 Most recent enrollment number
TOWERS WATSON DELAWARE INC. Firm name	248-936-7700 Telephone number (including area code)
28411 NORTHWESTERN HIGHWAY, STE 500 SOUTHFIELD, MI 48034 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 [ ]

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 12.85 %		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b Interest on (a) using prior year's effective interest rate of 7.00 % except as otherwise provided (see instructions)		
	c Total available at beginning of current plan year to add to prefunding balance		0
	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	98.20 %
15	Adjusted funding target attainment percentage	15	98.20 %
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	98.80 %
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
09/15/2014	17159563				
04/15/2013	4425036				
07/15/2013	4425036				
10/15/2013	4425036				
01/15/2014	4425036				
			Totals ► 18(b)	34859707	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	32333855

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] 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
0	0	0	0

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

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
5.23%	6.51%	7.16 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	63

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**	
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**	9355740
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	15413363	11321600
b Waiver amortization installment		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**	20677340

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0

36 Additional cash requirement (line 34 minus line 35)	**36**	20677340
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	32333855

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36)	**38a**	11656515
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	0
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**	0
43 Excess installment acceleration amount to be carried over to future plan years	**43**	0

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**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
OWENS CORNING MERGED RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
OWENS CORNING

D Employer Identification Number (EIN)
43-2109021

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).. . . . . [X] 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

BRIDGEWATER ASSOCIATES, LP
ONE GLENDINNING PLACE
WESTPORT, CT 06880

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

D.E. SHAW INVESTMENT MANAGEMENT LLC

20-2455619

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

EVANSTON CAPITAL MANAGEMENT, LLC

30-0046847

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

LIGHTHOUSE INVESTMENT PARTNERS, LLC

20-3528185

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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)

FIDELITY INVESTMENTS

04-3022712

(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?
28 37 51	NONE	1158617	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

PANAGORA ASSET MANAGEMENT

04-3063840

(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?
28 51 68	NONE	441364	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

STANDISH MELLON ASSET MANAGEMENT CO

25-1890416

(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?
28 51	NONE	422036	Yes [ ] No [X]	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)

RYAN LABS ASSET MANAGEMENT

13-3451974

(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?
27 50	NONE	369708	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

WELLS FARGO

27-0058684

(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?
49 50 68	NONE	367160	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

TOWERS WATSON DELAWARE INC.

53-0181291

(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	NONE	319323	Yes [ ] No [X]	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)

JPMORGAN INVESTMENT MANAGEMENT

13-3200244

(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?
27 28 50	NONE	278923	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

WELLINGTON MANAGEMENT COMPANY LLP

04-2755549

(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?
28 51 68	NONE	229234	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

PENN CAPITAL MANAGEMENT COMPANY INC

22-2796848

(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?
28 51 68	NONE	214702	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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)

COLUMBIA MGMNT INVTMNT ADVISERS LLC

41-1533211

(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?
28 51 52 68	NONE	205132	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

WILSHIRE ASSOCIATES INCORPORATED

95-2755361

(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?
17 50	NONE	191333	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

CBRE CLARION SECURITIES LLC

23-2802869

(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?
28 51 68	NONE	174964	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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)

COPPER ROCK CAPITAL PARTNERS LLC

75-3179897

(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?
28 51 71 68	NONE	170425	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

LOOMIS SAYLES AND CO. LP

20-8080381

(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?
28 51	NONE	148443	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

THREE PEAKS CAPITAL MANAGEMENT LLC

56-2355177

(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?
28 51	NONE	122085	Yes [ ] No [X]	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)

GROOM LAW GROUP

52-1219029

(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?
29 50	NONE	95516	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

JPMORGAN CHASE BANK NA

13-4994650

(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?
27 50 68	NONE	85188	Yes [X] No [ ]	Yes [X] No [ ]	17314	Yes [ ] No [X]

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

OC SALES, LLC

74-3189734

(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?
13 50	AFFILIATE OF PLAN SPONSOR	84211	Yes [ ] No [X]	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)

NEUBERGER BERMAN LLC

13-5521910

(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?
28 51 68	NONE	75432	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

BLACKROCK

13-3806691

(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 24 28 50 51 68	NONE	57147	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

BARROW HANLEY MEWHINNEY & STRAUSS

75-2403190

(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?
28 51 68	NONE	48373	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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)

TROWE PRICE ASSOCIATES, INC.

52-0556948

(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?
28 50 51 68	NONE	40017	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

MERCER HR CONSULTING

13-2834414

(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?
16 50	NONE	35896	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

PLANTE & MORAN PLLC

38-1357951

(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?
10 50	NONE	24000	Yes [ ] No [X]	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)

LITTLER MENDELSON FASTIFF

94-2602731

(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?
29 50	NONE	11858	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

WELLS CAPITAL MANAGEMENT

95-3692822

(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?
28 50 51 68	NONE	0	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

(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
JPMORGAN CHASE BANK NA	99	17314

(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.
JPMORGAN INVESTMENT MANAGEMENT INC. 245 PARK AVENUE NEW YORK, NY 10167	REVENUE SHARE ON MUTUAL FUNDS.

(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

(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

(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

(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

(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

(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)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

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

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
OWENS CORNING MERGED RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
OWENS CORNING

D Employer Identification Number (EIN)
43-2109021

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: BLACKROCK CASH

b Name of sponsor of entity listed in (a): BLACKROCK INSTITUTIONAL TRUST COMPANY NA

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)
13-3806691-001	C	1

a Name of MTIA, CCT, PSA, or 103-12 IE: EAFE EQUITY INDEX FUND

b Name of sponsor of entity listed in (a): BLACKROCK INSTITUTIONAL TRUST COMPANY NA

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)
94-6596958-001	C	25846211

a Name of MTIA, CCT, PSA, or 103-12 IE: RUSSELL 1000 INDEX FUND

b Name of sponsor of entity listed in (a): BLACKROCK INSTITUTIONAL TRUST COMPANY NA

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)
94-6589508-001	C	39840667

a Name of MTIA, CCT, PSA, or 103-12 IE: RUSSELL 2000 INDEX FUND

b Name of sponsor of entity listed in (a): BLACKROCK INSTITUTIONAL TRUST COMPANY NA

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)
94-3273839-001	C	19704795

a Name of MTIA, CCT, PSA, or 103-12 IE: US DEBT INDEX FUND E

b Name of sponsor of entity listed in (a): BLACKROCK INSTITUTIONAL TRUST COMPANY NA

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)
94-3149397-001	C	26915084

a Name of MTIA, CCT, PSA, or 103-12 IE: DE SHAW US BROAD MARKET CORE ALPHA

b Name of sponsor of entity listed in (a): DE SHAW INVESTMENT MGT LLC

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)
20-2455619-000	C	39368532

a Name of MTIA, CCT, PSA, or 103-12 IE: EB TEMPORARY INVESTMENT FUND

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

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)
25-6078093-023	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: BRIDGEWATER REAL ASSET FUND LTD

b Name of sponsor of entity listed in (a): BRIDGEWATER ASSOCIATES

c EIN-PN 98-0506648-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: HIGH YIELD FULL DISCRETION

b Name of sponsor of entity listed in (a): LOOMIS SAYLES

c EIN-PN 84-6391546-007	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: RUSSELL 1000 INDEX FUND

b Name of sponsor of entity listed in (a): FRANK RUSSELL TRUST COMPANY

c EIN-PN 91-1117282-016	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: RUSSELL 2000 FUND SERIES A

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST COMPANY

c EIN-PN 04-1867445-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: MONEY MARKET FUND EBT

b Name of sponsor of entity listed in (a): BARCLAY GLOBAL INVESTORS

c EIN-PN 94-3138576-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: WTC-CIF DIVERSIFIED INFL HEDGES

b Name of sponsor of entity listed in (a): WELLINGTON TRUST COMPANY NA

c EIN-PN 04-2767481-000	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: EMERGING MARKETS EQUITY FUND

b Name of sponsor of entity listed in (a): WELLS FARGO

c EIN-PN 45-2081287-000	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: US DEBT INDEX FUND

b Name of sponsor of entity listed in (a): BARCLAY GLOBAL INVESTORS

c EIN-PN 94-3149397-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

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)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

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.**

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
OWENS CORNING MERGED RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
OWENS CORNING

D Employer Identification Number (EIN)
43-2109021

Part I Asset and Liability Statement

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) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		136828
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	6742054	14977724
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	5237673	6970623
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	30757	
(2) U.S. Government securities	1c(2)	85563179	97397534
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	81489821	47678603
(B) All other	1c(3)(B)	138715054	145995904
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	222516	228421
(B) Common	1c(4)(B)	253140459	207643368
(5) Partnership/joint venture interests	1c(5)	32652952	
(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)	232996278	151675290
(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)	501031	173073597
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	27071136	32327574

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(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	864362910	878105466
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h	1212942	1531414
i Acquisition indebtedness	1i		
j Other liabilities	1j	1237892	1952151
k Total liabilities (add all amounts in lines 1g through1j)	1k	2450834	3483565
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	861912076	874621901

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)	28252832	
(B) Participants	2a(1)(B)		
(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)		28252832
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	704	
(B) U.S. Government securities	2b(1)(B)	3185308	
(C) Corporate debt instruments	2b(1)(C)	11050311	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	1560857	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		15797180
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	29545	
(B) Common stock	2b(2)(B)	5308767	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	393985	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		5732297
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	693693413	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	677808581	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		15884832
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-781679	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		-781679

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		29006903
(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)		5643067
c Other income	2c		49897
d Total income. Add all **income** amounts in column (b) and enter total	2d		99585329
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	79129778	
(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)		79129778
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)	2115466	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	3171402	
(4) Other	2i(4)	2458858	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		7745726
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		86875504
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		12709825
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)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

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

(1) Name: PLANTE & MORAN PLLC **(2)** EIN: 38-1357951

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:

		Yes	No	Amount
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.)	4a		X	
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.)	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.)	4c		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.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		25000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		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?	4g		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?	4h		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.)	4i	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.)	4j	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?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
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.	4n			

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.

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

A Name of plan
OWENS CORNING MERGED RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
OWENS CORNING

D Employer Identification Number (EIN)
43-2109021

Part I Distributions

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** 0

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): 25-1442864

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** 454

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 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

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.

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 _____

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): _____

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: 42 % Investment-Grade Debt: 39 % High-Yield Debt: 7 % Real Estate: 0 % Other: 12 %

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):

Plante & Moran, PLLC
3434 Granite Circle
Toledo, OH 43617
Tel: 419.843.6000
Fax: 419.843.6099
plantemoran.com

Independent Auditor's Report

To the Plan Administrator
Owens Corning Merged Retirement Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Owens Corning Merged Retirement Plan (the "Plan"), which comprise the statement 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 years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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; 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by JPMorgan Chase Bank, N.A. and The Bank of New York Mellon/BNY Mellon, N.A. (collectively, the "Trustees"), except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the Trustees hold the Plan's investment assets and execute related transactions. The plan administrator has obtained certifications from the Trustees as of and for the years ended December 31, 2013 and 2012 that the information provided to the plan administrator by the Trustees is complete and accurate.

Praxity
MEMBER
GLOBAL ALLIANCE OF INDEPENDENT FIRMS

To the Plan Administrator
Owens Corning Merged Retirement Plan

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedules of assets held at end of year as of December 31, 2013 and reportable transactions for the year ended December 31, 2013 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the Trustees, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Plante & Moran, PLLC

Toledo, Ohio
October 13, 2014

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Owens Corning
EIN/PN	43-2109021/001
Plan Name	Owens Corning Merged Retirement Plan
Valuation Date	January 1, 2013
Enrolled Actuary	Margaret E. Smith
Enrollment Number	14-8104

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22
Description of Weighted Average Retirement Age
as of January 1, 2013

See Appendix A for retirement rates. The average retirement age for Line 22 was calculated by determining the average age at retirement for those current active participants expected to reach retirement, based on all current decrements assumed.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26
Schedule of Active Participant Data as of January 1, 2013

Attained Years of Credited Service													
Attained Age	0	1	2	3	4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & Over
Under 25	0	33	13	4	5	4	0	0	0	0	0	0	0
25-29	0	39	18	27	56	106	2	0	0	0	0	0	0
30-34	0	32	21	36	42	226	99	2	0	0	0	0	0
35-39	0	30	10	25	38	222	189	69	6	0	0	0	0
40-44	0	27	11	22	36	214	178	152	69	2	0	0	0
45-49	0	25	16	15	37	187	157	165	139	106	15	0	0
50-54	0	19	9	17	29	164	162	139	116	187	210	79	0
55-59	0	11	7	10	19	94	110	125	87	137	299	371	50
60-64	2	5	4	6	7	48	51	80	37	73	114	148	127
65-69	0	1	0	0	1	11	15	19	8	13	23	16	28
70 & over	0	0	0	0	0	3	1	0	4	5	0	2	5

Plan Name: Owens Corning Merged Retirement Plan
EIN / PN: 43-2109021 / 001
Plan Sponsor: Owens Corning
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26
Schedule of Active Participant Data for Cash Balance Plans as of January 1, 2013

Attained Age	Years of Credited Service																			
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over	
	No.	Avg. Bal.	No.	Avg. Bal.	No.	Avg. Bal.	No.	Avg. Bal.	No.	Avg. Bal.	No.	Avg. Bal.	No.	Avg. Bal.	No.	Avg. Bal.	No.	Avg. Bal.	No.	Avg. Bal.
Under 25	-	-	2	-	1	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
25 – 29	-	-	51	2,159	53	6,633	-	-	-	-	-	-	-	-	-	-	-	-	-	-
30 – 34	-	-	60	2,271	116	10,284	45	17,841	-	-	-	-	-	-	-	-	-	-	-	-
35 - 39	-	-	55	2,887	128	12,890	88	21,841	33	22,674	3	-	-	-	-	-	-	-	-	-
40 - 44	-	-	44	3,691	124	13,766	83	25,294	89	26,335	34	20,106	1	-	-	-	-	-	-	-
45 - 49	-	-	38	3,695	109	14,676	83	27,172	91	30,293	71	35,204	53	31,204	10	-	-	-	-	-
50 - 54	1	-	34	3,935	89	13,354	91	26,489	92	34,449	30	46,714	66	62,309	71	58,651	28	42,383	-	-
55 - 59	-	-	15	-	50	15,463	56	27,619	68	36,233	20	37,984	41	61,125	152	101,292	126	100,001	1	-
60 - 64	1	-	10	-	29	16,430	30	25,065	51	34,773	10	-	23	72,964	47	157,592	98	177,528	27	106,015
65 - 69	-	-	-	-	7	-	10	-	13	-	-	-	4	-	11	-	9	-	14	-
70 & Over	-	-	-	-	1	-	-	-	-	-	1	-	1	-	-	-	1	-	1	-

Plan Name: Owens Corning Merged Retirement Plan
EIN / PN: 43-2109021 / 001
Plan Sponsor: Owens Corning
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 32
Schedule of Amortization Bases
as of January 1, 2013

	Type of Base	Date Established	Initial Amount	Remaining Amortization Period (Years)	Outstanding Balance	Amortization Payment
1	Shortfall	01/01/2013	15,420,126	7	15,420,126	2,595,295
2	Surplus	01/01/2012	(152,870,820)	6	(136,388,149)	(25,945,929)
3	Shortfall	01/01/2011	57,338,176	5	42,707,739	9,433,817
4	Shortfall	01/01/2010	149,967,933	4	93,673,647	25,238,417
Total					15,413,363	11,321,600

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V – Statement of actuarial assumptions and methods

Interest Rate Basis

Applicable month: September

Yield curve basis: 3-Segment Rates

MAP-21/ HATFA applied for funding: Yes

MAP-21/ HATFA applied for benefit restrictions: Yes

Interest Rates

	Reflecting MAP-21 Corridors, Amended by HATFA	Not Reflecting Corridors
First segment rate	5.23%	1.75%
Second segment rate	6.51%	4.62%
Third segment rate	7.16%	5.72%
Effective interest rate	6.66%	4.91%

ASC 960 discount rate: 7.50%

Assumed cost of living adjustments

None.

Inclusion date

The valuation date coincident with or next following the date on which the employee becomes a participant.

Plan-related expenses

The amount included this year for plan-related expenses is $3,550,000.

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Mortality

Separate rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, projected to 2028 using Scale AA) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2020 using Scale AA).

Retirement

For purposes of determining the Funding Target and Target Normal Cost (both disregarding at-risk assumptions), the rates at which participants retire by age are shown below.

	Percentage retiring during the year		
Age	Salaried	Primary	Roofing and Asphalt (R&A)[1]
55	7.0%	7.0%	
56	7.0%	7.0%	
57	8.0%	8.0%	
58	8.0%	8.0%	
59	9.0%	10.0%	
60	10.0%	15.0%	
61	10.0%	20.0%	
62	25.0%	30.0%	
63	15.0%	30.0%.	
64	15.0%	20.0%	
65	15.0%	25.0%	65.0%
66	25.0%	35.0%	30.0%
67	20.0%	35.0%	30.0%
68	15.0%	30.0%	20.0%
69	15.0%	35.0%	20.0%
70	100.0%	100.0%	100.0%

Disability Rates

130% of the 1987 Commissioners Group Disability Table for Primary and R&A employees. 65% of future disabled participants are assumed to be eligible for Social Security disability.

Disabled Mortality

Alternative disabled life mortality as defined under Revenue Ruling 96-7.

[1] Roofing and Asphalt participants with frozen benefits are assumed to retire at the same rate as salaried participants.

SCHEDULE SB ATTACHMENTS

Representative Ultimate Termination Rates (not due to disability, retirement or mortality)

	Percentage leaving during the year		
Age	Salaried	Primary	R&A
20	13.00%	25.00%	15.00%
25	13.00%	22.00%	14.00%
30	10.50%	14.00%	11.50%
35	9.20%	8.50%	8.50%
40	8.20%	6.50%	6.50%
45	7.00%	5.25%	5.25%
50	5.75%	4.00%	4.00%
55	4.60%	3.50%	3.50%
60 & Over	4.00%	3.00%	3.00%

Select withdrawal rates for Salaried and Primary/R&A employees are as follows:

	Percentage leaving during the year		
	Salaried	Primary	R&A
1st year	25.00%	30.00%	20.00%
2nd year	20.00%	20.00%	20.00%
3rd year	20.00%	20.00%	15.00%

Form of Payment

Active participants:

On Retirement:

85% of the participants eligible for unrestricted lump sums are assumed to elect a lump sum form of payment. 50% of those who are eligible for partial lump sums are assumed to elect a lump sum form of payment on the portion of benefits payable as such. For the portion of the benefit payable as an annuity, the normal form is assumed.

On Pre-retirement Termination:

100% of the participants eligible for unrestricted lump sums are assumed to elect a lump sum form of payment. 50% of those who are eligible for partial lump sums are assumed to elect a lump sum form of payment on the portion of benefits payable as such. For the portion of the benefit payable as an annuity, the normal form is assumed.

Terminated vested participants:

Life annuity payable at age 65.

Plan Name: Owens Corning Merged Retirement Plan
EIN / PN: 43-2109021 / 001
Plan Sponsor: Owens Corning
Valuation Date: January 1, 2013

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Timing of benefit payments

Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable on date of decrement.

Compensation increases

N/A

Future increases in Social Security

N/A

Future increases in Maximum Benefits and Plan Compensation Limitations

Accrued benefits projected to be paid in future years are limited to the maximum presently allowed under IRC Section 415. Plan compensation is limited to the maximum presently allowed under IRC Section 401(a)(17). No provision is made for future increases in the maximum annual benefit or compensation limit.

Calculation of Cash Balance Accounts

The interest crediting rate is the 36-month average of 5-year treasury rates. For the 2013 valuation, the rate is 1.49%.

Marriage and Spouse Age

For purposes of valuing the pre-retirement surviving spouse's benefit, 60% of eligible participants are assumed to be married and male spouses are assumed to be 3 years older than female spouses.

Employees

It was assumed that there will be no new or rehired employees.

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Unpredictable Contingent Event Benefit (UCEB) Assumptions

In the event of a permanent plant or facility shutdown, a participant who is eligible for early retirement shall receive a special early retirement benefit (early retirement benefit without reduction for early payment). This provision applies to certain participants in the Plan only. It is assumed that the UCEBs will not be triggered. This assumption has been selected by the plan sponsor, and the evaluation of the assumption was outside the scope of Towers Watson's assignment and would have required substantial additional work.

Benefit Commencement Date

Pre-retirement death benefit: Immediately after death of active participant.

Deferred vested benefit: The later of age 65 or termination of employment, except for cash balance plan participants where it is upon termination of employment.

Disability benefit: The later of age 65 or date of disablement.

Retirement: Upon termination of employment.

Plan compensation

N/A

Valuation date

First day of plan year

Funding target

Present value of accrued benefits

Target normal cost

Present value of benefits expected to accrue during the plan year plus plan related expenses expected to be paid from plan assets during the plan year.

Actuarial value of assets

Average of the fair market value of assets on the valuation date, eight months prior to the valuation date, sixteen months prior to the valuation date and the second prior valuation date, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2012 plan year.)

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The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets.

Benefits not valued

All benefits in the Plan Provision section of this report were valued except the special early retirement benefit payable in the event of a permanent plant shutdown. Based on discussions with Owens Corning, such benefits are considered to have a de minimis likelihood of being paid and thus are not required to be valued, and will not be valued, until and unless the triggering event occurs. Towers Watson has reviewed the plan provisions with Owens Corning and, based on that review, is not aware of any significant benefits required to be valued that were not.

Changes in assumptions and methods since last actuarial valuation

- The required mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvements.
- The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2011 to September 2012, and to reflect HATFA beginning with the 2013 plan year.
- The cash balance interest crediting rate was updated from 1.94% in 2012 to 1.49% in 2013.
- The assumed plan related expenses added to the target normal cost were changed from $3,200,000 for 2012 to $3,550,000 for 2013.
- For ASC 960 purposes, the discount rate was changed from 7.25% in 2012 to 7.50% in 2013.

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Schedule SB, Part V – Summary of plan provisions

The Owens Corning Merged Retirement Plan comprises the following sub-plans as a result of corporate acquisitions and plan mergers dating back to January 1, 1996:

Plan Name

1. Owens Corning Cash Balance Pension Plan (“Cash Balance Plan”)
2. Owens Corning Hourly Employees’ Retirement Plan (“Hourly Plan”)
3. Owens Corning Retirement Benefits Plan (“RSB Plan”)
4. Wolverine Coil Coating, Inc. – UAW Retirement Plan (“Wolverine Plan”) – closed 3/31/99
5. AmeriMark Building Products, Inc. Pension Plan for Hourly Employees (Nashville – 005) – inactive only

6A. Owens Corning Metal Systems Pension Plan for Hourly Employees (Ashville – 011A) – inactive only

6B. AmeriMark Building Products, Inc. Pension Plan for Hourly Employees (Bourbon –011B) – inactive only

6C. AmeriMark Building Products, Inc. Pension Plan for Hourly Employees (Illinois – 011C) – inactive only

7. Owens Corning Metal Systems Pension Plan for Hourly Employees (Bellwood – 014) – inactive only
8. Pension Plan for Hastings Building Products, Inc. for Local Union #7 International Brotherhood of Teamsters (“Hastings Plan”) – closed
9. Alsco Division of AmeriMark, Inc. Retirement Plan for Hourly Employees (“Alsco Plan”) – closed
10. Fibreboard Corporation Retirement Plan (“Fibreboard Plan") – frozen
11. Norandex Retirement Plan ("Norandex Plan") – frozen

SCHEDULE SB ATTACHMENTS

Effective Date and Most Recent Amendment

The plan was originally effective January 1, 1996, as amended and restated generally effective on January 1, 2008.

Plan Year

The twelve month period beginning each January 1st.

Statutory Maximum Benefits

The 2012 Internal Revenue Code §415 Maximum Benefit Limit is $200,000 payable as a life annuity at Normal Retirement Age.

Plan Compensation Limitations

The 2012 §401(a)(17) Internal Revenue Code Compensation Limit is $250,000.

Changes in Plan Provisions

Plan provisions are the same as provided in the 2012 funding report dated September 2012, except for the following changes:

- Pay credits after December 31, 2012 were eliminated for Kansas City cash balance participants.
- Pay credits after June 30, 2012 were eliminated for Newark IBEW cash balance participants.
- Credited service is frozen as of June 30, 2012 for Newark IBEW participants not covered by the cash balance plan and who have not met age 55 and 5 years of service as of June 30, 2012.

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V – Summary of Plan Provisions

Cash Balance Plan

Participants Covered

Employees of the following locations are eligible for participation in the Plan as of the date or for the period indicated:

Employee Group	Participation Date	Sale/Closed Date (if applicable)
Salaried Employees	1/1/96	
Corporate Hourly	1/1/96	
Delsan	1/1/97	12/31/98
Fabrication Primary	1/1/96	3/31/98
Huntingdon Primary	1/1/96	12/31/99
Fort Smith, AR Primary	7/1/96	
Falcon Salaried and Primary	1/1/97	1/31/00
Fiberlite Salaried	1/1/97	12/31/02
Foamular	1/1/97	
Michigan Molded	1/1/97	Closed
New Braunfels, TX Salaried and Primary (formerly Knytex)	1/1/97	
Soltech Salaried	1/1/97	
Duncan	1/1/98	
OC HT, Inc. (Partek)	1/1/98	4/28/03
AGY Employees	9/30/98	12/31/99
Fibreboard Corporation Salaried and Non–union hourly	1/1/99	
AmeriMark, Inc. Salaried and Non–union hourly	1/1/99	8/31/07
Fabwel, Inc. Salaried and Non–union hourly	1/1/99	9/15/07
Tucker Primary Bargaining unit hourly	2/1/99	12/17/01
Salt Lake City, UT Non–union hourly	1/1/00	
Eloy, AZ Non–union hourly	1/1/00	
Concord, NC Non–union hourly	1/1/00	
Newark, OH IBEW hourly[1]	7/1/00	
Kansas City, MO[2]	1/1/01	
Foundry & Steel Salaried and Non–union hourly	1/1/01	
Ashville, OH[3]	2/1/01	5/22/03
Bellwood Primary[3]	9/1/01	5/22/03
Amarillo Plant	7/1/03	
Ladysmith	1/1/05	
SG BTI LLC employees	11/1/07	

[1] Other than employees age 40 or older on 3/1/00 who did not elect to participate in the Plan.
[2] Other than employees age 40 or older on 12/31/00 who did not elect to participate in the Plan.
[3] Other than employees hired prior to the applicable Participation Date.

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Eligibility for Participation

An eligible employee becomes a Participant immediately upon hire.

Service

Service is equal to the sum of all periods of employment with the Company or an Affiliate on and after a Participant's Participation Date, plus the number of 'years of vesting service' earned by such Participant under a Prior Plan immediately prior to the Participation Date.

Eligible employees as of September 30, 1994 who transferred employment from the Company to Apha/Owens-Corning, L.L.C. as of September 30, 1994 continue to earn Service toward Early Retirement under the Prior Plan while employed with Alpha/Owens-Corning, L.L.C.

Eligible employees as of September 30, 1998 who transferred employment from the Company to AGY between September 30, 1998 and December 31, 1999 continue to earn Service toward Early Retirement while employed with AGY.

Actuarial Equivalent

For purposes of converting the Participant's Account Balance to a life annuity with five years certain (the Normal Form), Actuarial Equivalent means using the applicable Code Section 417(e)(3) mortality table for distributions on and after January 1, 2008, and an interest rate equal to the modified segment rate determined according to Code Section 417(e)(3)(c) for the second month preceding the month of retirement.

For purposes of converting the Normal Form to any optional form of payment except a lump sum, the factors as specified in Appendix B of the Plan are used.

For purposes of converting the Participant's Accrued Benefit under a Prior Plan into an Opening Account, Actuarial Equivalent means using the 1983 Group Annuity Mortality Table (Unisex) and a 9% interest rate.

Annual Compensation

Compensation includes the Participant's base pay, overtime pay, overseas premium for employees expatriated prior to June 1, 1991, other wage premium pay, annual bonuses that are renewable, incentive buy–outs and spot incentives, amounts deferred under Section 401(k), 125 or 132(f)(4) of the Internal Revenue Code, deferred base pay and annual bonuses, lump sum wage settlements, and payment made under the Company's short–term disability plan. Compensation shall not include awards made pursuant to the profit sharing and global award plans.

Accrued Benefit

Greater of the Actuarial Equivalent of the Participant's Account payable at Normal Retirement Age or the Participant's Minimum Benefit, if any.

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Prior Plan

The applicable plan named in Appendix C of the Plan.

Minimum Benefit

With regard to Participants who had an Opening Account established on their behalf under the Plan, the greater of the accrued benefit earned under the applicable Prior Plan as of the date immediately prior to the applicable Participation Date and the Grandfathered Benefit, if any.

Grandfathered Benefits

Prior Salaried Plan: Participants in the prior Owens Corning Salaried Pension Plan who were age 40 or older and had earned at least 10 years of Transition Service as of January 1, 1996 had their Prior Plan benefit formula determined recognizing pay and service through December 31, 2000.

The prior salaried plan formula provided an annuity equal to 1.2% of final three year average pay times years of service, plus 0.4% of final average pay in excess of covered compensation times service up to 30 years.

An annuity is payable at age 65, or as early as age 55 on a reduced basis from age 62 (factors used for this purpose are in Attachment 2, Section 4.2 of the Plan and are reproduced under Appendix B2, Early Retirement Benefit section).

For employees age 55 or older, the amount of the lump sum shall be equal to the Actuarial Equivalent of the immediate single life annuity with five years certain. For employees under age 55, the amount of the lump sum shall be equal to the Actuarial Equivalent of the accrued Normal Retirement Benefit.

If the lump sum value so determined is greater than the value of the Participant's Account, the Grandfathered Benefit shall be paid in lieu of the Account.

Huntingdon: Employees employed as primary employees at the Huntingdon plant as of January 1, 1997 shall have the following rates applied for purposes of determining their Grandfathered Benefit:

- Rate Group A (Job Codes 4–9D): $27.00
- Rate Group B (Job Codes 10–13E): $32.00

Fort Smith, AR: Participants employed as primary employees at Fort Smith, AR as of July 1, 1996 will have their Prior Plan benefit formula determined recognizing Service through June 30, 2001. In addition, a rate of $15.00 shall be applied for purposes of determining this Grandfathered Benefit.

Account

Each Participant has a theoretical Account in the Plan to which Pay or Service Credits, as applicable, and Interest Credits are added monthly. Transition Credits are added for those employees who meet the requirements in the Transition Credits section.

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In addition, an Opening Account was established for those employees who are subject to the Minimum Benefit provisions of the Plan.

Opening Account

Employees who became Participants in the Cash Balance Plan on the Effective Date were credited an Opening Account equal to the present value of their accrued Normal Retirement Benefit earned under the applicable Prior Plan as of December 31,1995. The present value was determined based on a 9% interest rate and the 1983 GAM Unisex mortality table.

Other employees who merge in or transfer after the effective date will be credited with an Opening Account based on the schedule below:

Fort Smith Primary or Transfers from the Hourly or Retirement Benefits Plan - Present value using above assumptions of accrued Normal Retirement Benefit as defined in the applicable Prior Plan.

Effective July 1, 2005 no opening account will be credited for an employee who transfers from the Hourly Plan on or after January 1, 1996 and is an eligible employee through July 1, 2005.

Falcon Primary (except Falcon California employees), Knytex, Fibreboard Corporation, AmeriMark, Fabwel, Inc., Salt Lake City, UT, Eloy, AZ, Concord, NC, Newark, OH IBEW, Kansas City, MO, Foundry and Steel Salaried and Non-union Hourly, Amarillo Plant and Bellwood Primary – No Opening Account will be credited.

Pay Credits

On the last day of each month, a Participant's account is credited with an amount equal to 4.0% of Compensation.

The following employee groups are eligible to receive Pay Credits:

- Salaried Employees
- Corporate Hourly
- Fibreboard Corporation Salaried and Non-Union Hourly employees
- AmeriMark Salaried and Non-Union Hourly employees
- Fabwel, Inc. Salaried and Non-Union Hourly employees
- Foundry and Steel Salaried and Non-Union Hourly employees
- Amarillo Plant Employees (not attained 40 & 10 as of December 31, 2002)
- Primary Employees at Fort Smith, Arkansas
- New Braunfels, Texas (formerly Knytex) Employees
- Salt Lake city, Utah Non-Union Hourly Employees
- Eloy, Arizona Non-Union Hourly employees
- Concord, North Carolina Non-Union Hourly Employees

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- SG BTI LLC Employees

Due to the freezing of benefit accruals as of December 31, 2009, pay credits will no longer be credited as of January 1, 2010.

Integration Level

The integration level is equal to 50% of the Social Security Taxable Wage Base in effect for a Plan Year.

Service Credits

On the last day of each month, a flat dollar amount is credited monthly to certain employee groups, as indicated below:

- Newark, OH IBEW[1] $80
- Kansas City, MO[1] $70

[1] Other than employees age 40 or older on their merger date who did not elect to participate.

Future service was eliminated as of June 30, 2012 for the Newark, OH IBEW participants and December 31, 2012 for Kansas City, MO participants.

Transition Credits

Participants on January 1, 1996 who had attained age 40 and had at least 10 years of Transition Service are entitled to receive additional Pay Credits based on the table below.

Age + Service (as of January 1, 1996)	Transition Credit Rate	
At least:	Comp Below Integration Level	Comp Above Integration Level
50 but less than 55	1%	2%
55 but less than 60	2%	4%
60 but less than 65	3%	6%
65 but less than 70	4%	8%
70 but less than 75	5%	10%
75 but less than 80	6%	12%
80	7%	14%

Participants who transfer from the Hourly or Retirement Benefits Plan and are eligible for Pay Credits shall be entitled to Transition Credits if they have attained age 40 and have at least 10 years of Transition Service on their date of transfer. The Transition Credit Rate shall be equal to the table above except age plus service will be calculated as of the Participant's Date of Transfer.

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Interest Credits

A Participant's Account shall automatically be credited with an Interest Credit as of the last day of each calendar month. The Interest Credit is equal to 1/12th of the Interest Rate in effect for the Plan Year, multiplied by the balance of the Account at the beginning of the month.

The following employee groups shall have Interest Credits only credited to their Account on and after the date indicated:

- Fabrication primary employees: 3/31/98
- Huntingdon primary employees: 12/31/99
- AGY employees: 12/31/99
- Falcon primary employees: 2/1/00
- Tucker primary employees: 12/17/01
- Ashville hourly employees: 5/22/03
- Bellwood primary employees: 5/22/03

Interest Rate

The Interest Credit for a Plan Year is equal to the average annual yield on five–year United States Treasury securities for the 12–month period ending with October of the prior calendar year.

Normal Retirement Age

The later of the Participant's 65th birthday and the 5th anniversary of the Participant's Plan Participation Date. For Fort Smith, AR primary employees only, the Normal Retirement Age is the Participant's 65th birthday.

Normal Retirement Benefit

Accrued benefit, earned as of Normal Retirement.

Standard Benefit Form

Life annuity with 5 Years Certain, if unmarried. 50% Joint and Survivor Annuity with 5 years certain, if married.

Optional Forms of Benefit

For Participants who are employees on or after attaining age 55 and earning 10 years of Service: Lump Sum; Life Annuity with 5 Years Certain; 50%/75%/100% Life Annuity with Survivor Benefit with 5 years certain; 50%/75%/100% Contingent Joint and Survivor Benefit with 5 Years Certain; Life Annuity with 10 Years Certain; Level Income Option; 50% Lump Sum and 50% Monthly Annuity.

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For Participants who are not employed on or after attaining age 55 or have not completed 10 years of Service: Lump Sum; Life Annuity with 5 Years Certain; 50%/75% Joint and Survivor Annuity with 5 Years Certain; 50% Lump Sum and 50% Monthly Annuity.

Early Retirement Subsidized Benefit

Eligibility: Age 55 and 10 years of Service. An employee who becomes a disabled participant under the Plan after age 55 (regardless of service) is eligible for an Early Retirement Benefit.

Eligible employees as of September 30, 1994 who transferred employment from the Company to Apha/Owens-Corning, L.L.C. as of September 30, 1994 continue to earn Service toward Early Retirement under the Prior Plan while employed with Alpha/Owens-Corning, L.L.C.

A Participant who has attained age 50 as of December 31, 1996 and meets one of the two following conditions remain eligible for an Early Retirement Benefit under the Plan:

- The employee terminated employment with the Company on December 31, 1996 in connection with the outsourcing to Xerox, remains employed with Xerox until age 55, and elects benefit commencement after termination of employment.
- The employee was employed with the IS Department located at OLEC, terminated employment during the first calendar quarter of 1997 in connection with department restructuring, and elects benefit commencement on or after attaining age 55.

Eligible employees as of September 30, 1998 who transferred employment from the Company to AGY between September 30, 1998 and December 31, 1999 continue to earn Service toward Early Retirement while employed with AGY.

Benefit: Minimum or Grandfathered Benefit based on early retirement subsidies.

Late Retirement Benefit

Accrued benefit, as of Late Retirement Date.

Vesting

Eligibility: Employees are fully vested after 3 years of Service. An employee who becomes a disabled participant as defined in the Plan is deemed fully vested regardless of Service. An employee whose termination occurs as a result of death is deemed fully vested regardless of Service.

Participants of an employee group or an employer named below who were eligible employees on December 31, 1996 are deemed to be fully vested in their Accrued Benefit.

- Falcon salaried and primary employees
- Knytex primary employees
- Soltech, Inc.

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- Foamular
- Delsan
- Fiberlite
- Michigan Molded
- New Braunfels, TX (formerly Kyntex)

Participants who were eligible employees on September 30, 1998 and transferred employment to Advanced Glassfibre Yarns LLC (AGY) on or after September 30, 1998 and prior to December 31, 1999 are deemed to be fully vested in their Accrued Benefit.

Participants of the employee groups named below who were eligible employees on December 31, 1998 are deemed to be fully vested.

- Vytec
- Fibreboard Corporation salaried and non–union hourly employees
- AmeriMark, Inc. salaried and non–union hourly employees
- Fabwel, Inc. salaried and non–union hourly employees
- Cultured Stone
- Norandex

Salaried and non–union hourly Participants who were eligible employees of Foundry and Steel Field on November 15, 2000 and Foundry and Steel Shop on 3/4/01 are deemed to be fully vested in their Accrued Benefit.

Participants at the Polymar Asphalt Plant who transferred to the Granite City, Illinois plant as a result of the closing of the St. Louis, MO plant on June 26, 2002 are deemed to be fully vested in their Accrued Benefit.

Participants who were employees of the Siding Solutions Business as of August 31, 2007 are deemed to be fully vested in their Accrued Benefit.

Participants who were employees of the Fabwel Business Unit as of September 14, 2007 are deemed to be fully vested in their Accrued Benefit.

Participants who transferred to the Joint Venture between Owens Corning Masonry Products and Boral Stone LLC are deemed to be fully vested as of the plan transfer date (if they are still active as of the plan transfer date).

Preretirement Death Benefit

Eligibility: All Participants who have become vested in their Accrued Benefit, whether or not they are active employees, are automatically covered by this provision in the event death occurs prior to the benefit commencement date. Participants whose death occurs or who become disabled while actively employed are deemed fully vested and automatically become covered by this provision.

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Benefit: If the Participant was married, the spouse shall receive a benefit under the Normal Form equal to the greater of the Actuarial Equivalent of the Account at the Participant's Normal Retirement Date, or the amount the spouse would have received under the 50% joint and survivor annuity had payment commenced on the day before the Participant's death. The spouse can elect payment in the form of a lump sum. The spouse can delay payments until the Participant's age 70 ½ . If the Participant is unmarried, or married with a non–spouse beneficiary, the value of the Participant's Account is paid in a lump sum.

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Schedule SB, Part V – Summary of Plan Provisions

Hourly Plan

Participants Covered

Primary and hourly employees, excluding the following:

- Corporate hourly employees
- Non-union primary employees at fabrication facilities
- Newark Plant IBEW employees who had not attained age 40 as of March 1, 2000, or who had attained age 40 as of such date and elected to participate in the cash balance plan.
- Newark Plant IBEW employees hired after June 30, 2000.
- Kansas City, MO employees who had not attained age 40 as of December 31, 2000, or who had attained age 40 as of such date and elected to participate in the cash balance plan.
- Kansas City, MO employees hired after December 31, 2000.
- Amarillo Plant employees who had not attained age 40 and earned 10 years of vesting service as of December 31, 2002.
- Amarillo Plant employees hired after June 30, 2003.

Eligibility for Participation

Participation commences on the January 1 or July 1 following the 1-year period beginning on the employee's date of hire, provided the employee completes 1,000 hours of service during such period. If the employee fails to do so, participation commences on the January 1 following the first Plan Year during which the employee completes 1,000 hours of service.

Vesting Service

A Participant receives one year of Vesting Service for each Plan Year in which the Participant completes 1,000 Hours of Service.

Credited Service

A Participant earns one year of Credited Service on the basis of 2,080 Hours of Service in a Plan Year. A partial year of Credited Service is given if the Participant has less than 2,080 hours, equal to the number of hours earned divided by 2,080. However, partial Credited Service will not be given if the Participant has less than 1,000 Hours of Service, unless the Participant has earned at least 5 years of Vesting Service.

A Participant will be credited with one year of Credited Service at the end of the Plan Year in which Plan participation commences, regardless of the number of hours earned.

Disabled Participants who either recover from Disability (as those terms are defined in the Plan) prior to Normal Retirement and are reemployed, remain disabled until age 65, or whose death occurs while on

SCHEDULE SB ATTACHMENTS

Disability shall be credited with years of Credited Service accrued during Disability, at a rate of 8 hours per day for each week, or portion thereof, in which the Participant was on Disability.

Credited Service is frozen for the following employee groups:

- Newark Plant IBEW employees who became covered by the cash balance plan on July 1, 2000, effective June 30, 2000.
- Kansas City, MO employees who became covered by the cash balance plan on January 1, 2001, effective December 31, 2000.
- GMP Union participants with less than 5 years of service as of June 30, 2012.
- Aiken employees who are under age 60 as of December 31, 2011.
- Newark IBEW participants who have not met age 55 and 5 years of service as of June 30, 2012.

Accrued Benefit

A Participant's accrued monthly benefit is the greatest of:

(a) The applicable flat-dollar amount (see table below) times all years of Credited Service,

(b) The accrued benefit under the prior plan formula as of December 31, 1989 (or the day preceding the applicable New Formula Date, if different), plus applicable flat-dollar amount times Credited Service after January 1, 1990 (or the applicable New Formula date, if different),

(c) $15 times all years of Credited Service.

The new formula date for employee groups whose date is not January 1, 1990 is as follows:

Aiken:	January 1, 1991
Amarillo:	January 1, 1993
Kansas City:	April 16, 1990

The applicable flat-dollar amounts for retirements or terminations are as follows:

		Rate Group (Band)					
Location	Effective Date	A	B	C	D	E	F
Aiken	6/1/2008	$37.00	$43.00	$50.00			
Amarillo	1/1/2002	$33.00	$39.00	$46.00			
Anderson	1/1/2006	$45.00	$51.00	$58.00	$65.00		
Delmar	1/1/2006	$45.00	$51.00	$58.00	$65.00		
Fairburn	1/1/2006	$45.00	$51.00	$58.00	$65.00		
Kansas City	5/23/2006		$49.00	$59.00			
Newark	1/1/2006	$45.00	$51.00	$58.00	$65.00	$66.00*	$66.00**
Santa Clara	1/1/2006	$45.00	$51.00	$58.00	$65.00		
Waxahachie	1/1/2006		$51.00	$58.00	$65.00		
*IBEW							
**IAM							

SCHEDULE SB ATTACHMENTS

With regard to a Participant employed prior to January 1, 1990 at one of the plants named below, the flat-dollar amount used to determine an Accrued Benefit shall not be less than the highest rate group is which the Participant is employed at any time from January 1, 1980 through December 31, 1989:

- Anderson Plant
- Delmar Plant
- Fairburn Plant
- Santa Clara Plant
- Waxahachie Plant

With regard to a Participant employed prior to January 1, 1990 at one of the plants named below, the flat-dollar amount used to determine an Accrued Benefit shall not be less than the highest rate group in which the Participant is employed during the time period specified:

- Kansas City Plant 1/1/80 - 5/22/00
- Newark Plant – IBEW 1/1/80 - 12/31/99

Normal Retirement Benefit

Eligibility: Age 65 and 5 years of participation.

Benefit: Accrued Benefit, earned as of Normal Retirement.

Normal Form of Payment

Life Annuity with 5 Years Certain; if unmarried. 50% Joint and Survivor Annuity with 5 Years Certain, if married. Deferred vested participant's normal form is Life Annuity, if unmarried and 50% Joint and Survivor Annuity, if married.

Optional Forms of Payment

Life Annuity with 5 Years Certain; 50%/75%/100% Life Annuity with Survivor Benefit (5 Years Certain); Life Annuity with 10 Years Certain; and a Level Income Annuity.

The 50%/75%/100% Contingent Joint and Survivor Option (5 Years Certain) is available to all non-collectively bargained employees and employees at all plants except the Aiken Plant.

A lump sum payment equal to the Actuarial Equivalent of the Accrued Benefit earned prior to January 1, 1995 (January 1, 1996 for Aiken Plant) is an optional form of payment.

SCHEDULE SB ATTACHMENTS

Participants employed at the plants named below on the date indicated are eligible to receive their entire accrued benefit in one lump sum. If the Participant is eligible for an immediate distribution, the amount paid shall equal the Actuarial Equivalent of the immediate Single Life Annuity with 5 Years Certain otherwise payable. If the Participant is not eligible for an immediate distribution, the amount paid shall equal the Actuarial Equivalent of the Accrued Benefit payable at Normal Retirement:

- Amarillo Plant 7/1/03
- Kansas City Plant 5/23/00
- Newark Plant – IBEW 1/1/00

The optional form available to deferred vested participants is a lump sum payment equal to the Actuarial Equivalent of the Accrued Benefit earned prior to January 1, 1995 (January 1, 1996 for Aiken Plant) at participating plants.

Actuarial Equivalent

Except as described herein, an interest factor of 10% and the 1984 Uniform Pension Mortality Table is used to determine Actuarial Equivalence. Appendix A of the Plan summarizes the actuarial factors used for purposes of determining optional forms of payment.

For purposes of converting the Participant's accrued benefit to a lump sum, Actuarial Equivalent means using the applicable Code Section 417(e)(3) mortality table for distributions on and after January 1, 2008, and an interest rate equal to the modified segment rate determined according to Code Section 417(e)(3)(c) for the second month preceding the month of retirement.

With regard to lump sum distributions made to eligible employees of the Aiken Plant on and after January 1, 2000, the amount paid cannot be less than the amount determined using the Applicable PBGC Rate (as defined in Section 1.3 of the Plan).

Early Retirement Benefit

Eligibility: Unless otherwise stated, the date which is 10 years prior to the Participant's Social Security Retirement Age, provided the Participant has earned at least 10 years of Vesting Service as of such date.

Participants who are non-collectively bargained employees and those employed at all plants except the Aiken Plant are eligible for Early Retirement after attaining age 55 and completing at least 10 years of Vesting Service.

On and after January 1, 1995, Disabled Participants who were non-collectively bargained employees, or were employed at any plant except the Aiken Plant or the Kansas City Plant are eligible for Early Retirement after attaining age 55 and completing at least 25 years of Credited Service, provided that this date occurs after the Participant's Disability has ended.

Benefit: Accrued Benefit at Early Retirement Date, reduced for early commencement as indicated below, payable as a Life Annuity with Five Years Certain.

SCHEDULE SB ATTACHMENTS

With regard to Participants who retire on or after January 1, 1995, their Early Retirement Benefit shall be equal to the sum of:

(a) The Accrued Benefit earned as of December 31, 1994, based on Credited Service earned as of that date, multiplied by the factors set forth in Table A below, and

(b) The greater of:

- The Accrued Benefit earned as the Early Retirement Date, based on all years of Credited Service, minus the amount determined in (a) above, with the difference multiplied by the factors in Table B below, or

- The Accrued Benefit earned as of the Early Retirement Date, based on Credited Service earned after December 31, 1994, multiplied by the factors determined in Table B below.

Table A

Benefit Commencement Age	Year of Birth Before 1938	 1938 through 1954	 1955 and After
64	1.00	1.00	1.00
63	1.00	1.00	1.00
62	1.00	1.00	1.00
61	1.00	1.00	.95
60	1.00	.95	.90
59	.95	.90	.85
58	.90	.85	.80
57	.85	.80	.75
56	.80	.75	.70
55	.75	.65	.65

TABLE B

Benefit Commencement Age	Year of Birth Before 1938	 1938 through 1954	 1955 and After
64	1.00	1.00	1.00
63	1.00	1.00	.95
62	1.00	.95	.90
61	.95	.90	.85
60	.90	.85	.80
59	.86	.81	.76
58	.82	.77	.72
57	.78	.73	.68
56	.74	.69	.64
55	.70	.65	.60

SCHEDULE SB ATTACHMENTS

All plants except the Amarillo Plant are covered by an Early Retirement Grandfather provision, subject to the effective dates described below. Employees who meet the following requirement will have their Early Retirement Benefit determined utilizing a factor of .75:

- The Participant is born after 1937
- The Participant retires while age 55, 56 or 57
- The Participant was hired prior to January 1, 1990, and
- The Participant has earned at least 25 years of Vesting Service
- The Participant attains age 55 before January 1, 2007

The effective dates for the Early Retirement Grandfather are as follows:

Aiken:	Attainment of age 55 before 1/1/2000
Kansas City:	5/23/2000 – 5/22/2012
All other covered plants:	1/1/2000 – 12/31/2011

Late Retirement Benefit

Accrued benefit as of Late Retirement Date.

Disability Benefit

Eligibility: 10 years of Vesting Service.

Benefit: Disabled prior to January 1, 1994: Accrued Benefit, based on years of Credited Service and the Benefit Rate in effect on the first day of Disability, payable until the earlier of recovery, death or attainment of age 65, subject to certain minimums. If a Participant remains disabled until retirement age, the benefit is converted to an Early or Normal Retirement Benefit, determined based on Credited Service earned prior to and during Disability and the Benefit Rate in effect on the first day of Disability.

Disabled post-January 1, 1994: No disability benefits are payable from the Plan during the period of disability. However, if a Participant remains disabled until retirement age, the Participant will receive an Early or Normal Retirement Benefit, determined based on Credited Service earned prior to and during Disability and the Benefit Rate in effect on the first day of Disability.

Vested Benefit Upon Termination of Employment

Eligibility: Five years of Vesting Service.

Benefit: Accrued Benefit, payable as a Life Annuity at age 65. If the Participant is married and had not waived the Qualified Preretirement Survivor Annuity, the Accrued Benefit is reduced by 0.3% for each complete calendar year by which termination of employment precedes the Participant's annuity starting date.

SCHEDULE SB ATTACHMENTS

Early commencement permitted on or after age 55 using the following reduction factors:

Age	Factor
65	100.00
64	87.23
63	76.30
62	66.91
61	58.81
60	51.82
59	45.75
58	40.47
57	35.86
56	31.84
55	28.31

Participants actively employed on or after the date indicated at Kansas City (5/23/00), Newark-IBEW (1/1/00), and Amarillo (7/1/03) may commence benefit payment in any form under Section 5.2(b) of the Plan and at any age following termination of employment. If annuity payments commence prior to the Participant attaining age 55 and on or after December 31, 2002, Actuarial Equivalent shall be determined using the applicable Code Section 417(e)(3) Mortality table and an interest rate equal to the Modified segment rate determined according to Code Section 417(e)(3)(c).

In-Service Death Benefit

Eligibility: Payable to the spouse of an active Participant whose death occurs with five or more years of Vesting Service, or a Disabled Participant whose death occurs prior to Normal Retirement Age or elected Early Retirement, provided that the Participant and spouse were married for at least 1 year as of the date of death.

Benefit: 50% of the Accrued Benefit determined as of the date of death, payable immediately, unreduced for early commencement. The benefit will be actuarially reduced in the event the spouse in more than 10 years younger than the Participant.

For Aiken and Amarillo employees, if payments commence prior to the Participant's age 65, they are reduced for Early Retirement. If payments commence prior to the Participant's age 55, the age 55 early retirement factors will apply.

Qualified Preretirement Survivor Annuity

Eligibility: Payable to the spouse upon the death of a Participant eligible to receive Vested Benefits Upon Termination of Employment. Coverage of this benefit may be waived, in which case, no death benefit is payable.

Benefit: The spouse's portion of the Participant's Accrued Benefit paid as a Qualified Joint and Survivor Annuity. The Accrued Benefit is reduced by 0.3% for each complete calendar year by which termination of employment precedes the annuity starting date. Payment begins following the Participant's death, but no earlier than the Participant's earliest retirement age under the Plan.

SCHEDULE SB ATTACHMENTS

Orphan's Benefit

Eligibility: Active Participant whose death occurs with five or more years of Vesting Service, or a Disabled Participant whose death occurs prior to Normal Retirement Age or elected Early Retirement, provided:

- The spouse dies after becoming eligible for an In-Service Death Benefit, leaving a child under either age 18 or age 23 if continuing education.
- There is no spouse, or the spouse is not eligible for an In-Service Death Benefit, and the Participant has a child either under age 18 or under age 23 and continuing education.

Benefit: Same benefit the spouse would have received, divided among all eligible children equally, and payable monthly until the last child attains age 18 (or 23, if applicable).

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V – Summary of Plan Provisions

RSB Plan

Type of Plan

Traditional defined benefit plan; flat dollar benefits.

Participants Covered

Primary employees, at the following business units:

- Roofing and asphalt plants of Owens Corning and the Mishawaka print shop
- Owens Corning facilities at Auburndale and Hazelton
- Owens Corning Technology Inc.

Fort Smith, AR employees are excluded from Plan coverage on June 30, 1996.

Eligibility for Participation

Participation commences on the January 1 or July 1 following the 1–year period beginning on the employee's date of hire, provided the employee completes 1,000 hours of service during such period. If the employee fails to do so, participation commences on the January 1 following the first Plan Year during which the employee completes 1,000 hours of service.

Vesting Service

A Participant receives one year of Vesting Service for each Plan Year in which the Participant completes 1,000 Hours of Service.

Credited Service

A Participant earns one year of Credited Service on the basis of 2,080 Hours of Service in a Plan Year. A partial year of Credited Service is given if the Participant has less than 2,080 hours, equal to the number of hours earned divided by 2,080. However, partial Credited Service will not be given if the Participant has less than 1,000 Hours of Service, unless the Participant has earned at least 5 years of Vesting Service.

A Participant will be credited with one year of Credited Service at the end of the Plan Year in which Plan participation commences, regardless of the number of hours earned.

Disabled Participants shall be credited with years of Credited Service accrued during Disability, at a rate of 40 hours for each week, or 8 hours per day for a portion thereof, in which the Participant was on Disability prior to Normal Retirement.

Credited Service is frozen for the Fort Smith, AR employees effective June 30, 1996.

SCHEDULE SB ATTACHMENTS

Credited Service is frozen as of December 31, 2011 for Non-Union Roofing and Asphalt locations.

Credited Service is frozen as of December 31, 2011 for Savannah locations.

Accrued Benefit

A Participant's Accrued Benefit, payable monthly, is equal to the applicable flat-dollar amount below times all years of Credited Service:

Location	Flat-Dollar Amount
Hazelton	$14.00
OC Technology	$14.00
Adelanto Roofing	$15.00
Cincinnati Asphalt	$15.00
Ennis Asphalt	$15.00
Savannah Roofing	$15.00
Detroit Asphalt	$15.00*
Ft. Lauderdale Asphalt	$15.00*
Ft. Smith	$15.00
Morehead City Asphalt	$15.00*
Oklahoma City Asphalt	$15.00*
Atlanta Asphalt/Roofing	$15.00*
Brookville Asphalt/Roofing	$15.00*
Compton Asphalt/Roofing	$15.00*
Denver Asphalt/Roofing	$15.00*
Houston Asphalt/Roofing	$15.00*
Irving Asphalt/Roofing	$15.00*
Jacksonville Asphalt/Roofing	$15.00*
Jessup Asphalt/Roofing	$15.00*
Kearny Asphalt/Roofing	$15.00*
Medina Asphalt/Roofing	$15.00*
Memphis Asphalt/Roofing	$15.00*
Minneapolis Asphalt/Roofing	$15.00*
Mishawaka Asphalt/Roofing/Print Shop	$15.00*
Non-union Employees	$15.00*
Portland Asphalt/Roofing	$15.00*
Summit Asphalt/Roofing	$15.00*
Mobile	$15.00**
Polymer Asphalt Plant	$15.00***
Auburndale	$16.00

* For service after 1976; $3.00 for service prior to 1977
** For service after December 9, 2001 only
*** For Participants transferred to the Granite City, IL plant as a result of the closing of the St. Louis, MO plant on June 26, 2002

Normal Retirement Benefit

Eligibility: Age 65.

Benefit: Accrued Benefit, earned as of Normal Retirement.

SCHEDULE SB ATTACHMENTS

Normal Form of Payment

Life Annuity, if unmarried. 50% Joint and Survivor Annuity, if married.

Optional Forms of Payment

Life Annuity; 50%/75% Joint and Survivor Annuitant Benefit.

Actuarial Equivalent

Except as described herein, an interest factor of 10% and the 1984 Uniform Pension Mortality Table is used to determine Actuarial Equivalence. Appendix A of the Plan summarizes the actuarial factors used for purposes of determining optional forms of payment.

Early Retirement Benefit

Non-Union Roofing and Asphalt locations:

Eligibility: Age 55 and 10 years of service.

Benefits: Same as normal retirement, but reduced 6% per year prior to age 65.

Late Retirement Benefit

Accrued benefit as of Late Retirement Date.

Vested Benefit Upon Termination of Employment

Eligibility: Five years of Vesting Service. Participants who transferred to Granite City, IL as a result of the closing of the St. Louis, MO plant (Polymar Asphalt) on June 26, 2002 shall be deemed fully vested in their Accrued Benefit.

Benefit: Accrued Benefit, payable under the Normal Form of payment, at age 65.

Qualified Preretirement Survivor Annuity

Eligibility: Payable to the spouse upon the death of a vested Participant.

Benefit: The spouse's portion of the Participant's Accrued Benefit paid as a Qualified Joint and Survivor Annuity. Payment begins following the Participant's death, but no earlier than the Participant's attainment of age 65.

SCHEDULE SB ATTACHMENTS

Disability Benefit

Eligibility: 10 years of Vesting Service.

Benefit: Accrued Benefit, based on years of Credited Service and the Benefit Rate in effect on the first day of Disability, payable until the earlier of recovery, death or attainment of age 65, subject to certain minimums. If a Participant remains disabled until retirement age, the benefit is converted to an Early or Normal Retirement Benefit, determined based on Credited Service earned prior to and during Disability and the Benefit Rate in effect on the first day of Disability.

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V – Summary of Plan Provisions

AmeriMark Nashville Hourly Plan

Type of Plan

Traditional defined benefit plan; flat dollar benefits.

Participants Covered

Hourly employees at the Nashville, TN facility.

Eligibility for Participation

Participation commences on the first day of the month following the date the employee attains age 21 and completes four calendar quarters of Pension Service.

Pension Service

A Participant earns one quarter of Pension Service for each calendar quarter during which he receives any wages for services with the Company or Reynolds Metal Company. For employees of AmeriMark who participated in the Plan on January 1, 1976, Pension Service includes calendar quarters since the most recent date of hire prior to January 1, 1976.

Accrued Benefit

A Participant's accrued monthly benefit is equal to $4.875 (for termination on or after October 1, 1995) times all calendar quarters of Pension Service ($19.50 per year).

Normal Retirement Benefit

Eligibility: Age 65 and 5 years of participation.

Benefit: Accrued Benefit, earned as of Normal Retirement.

Normal Form of Payment

Life annuity if unmarried; 50% Joint and Survivor Annuity, if married. For Normal, Early and Disabled Retirements, benefit is converted to Life Annuity if spouse predeceases Participant.

Optional Forms of Payment

Life Annuity and 75% Joint & Survivor Annuity for Married Participants.

SCHEDULE SB ATTACHMENTS

Actuarial Equivalent

The Joint and Survivor benefit for Normal, Early and Disabled Retirements is equal to 95% of the benefit payable as a Life Annuity.

The Joint and Survivor benefit for a Vested Terminated Participant is determined based on the following:

Difference in Age Between Participant and Spouse	Percentages of Life Annuity
Years Spouse is Younger	
20 or more	77
17-19	78
14-16	79
11-13	81
8-10	82
5-7	84
2-4	85
0-1	87
Years Spouse Older	
0-1	87
2-4	89
5-7	90
8-10	92
11-13	93
14-16	95
17-19	96
20 or more	97

Ages of retired Participant and spouse are rounded to nearest whole year. (Example – 57 years, 6 months equals 58.) Rounding is done before comparison.

For purposes of converting the Participant's accrued benefit to a lump sum, Actuarial Equivalent means using the applicable Code Section 417(e)(3) mortality table for distributions on and after January 1, 2008, and an interest rate equal to the modified segment rate determined according to Code Section 417(e)(3)(c) for the second month preceding the month of retirement.

60/40 Early Retirement Benefit

Eligibility: Age 60 and 40 calendar quarters of Pension Service.

Benefit: Accrued Benefit at Early Retirement Date, payable as a Life Annuity, reduced ½% for each month payment precedes Normal Retirement Date.

SCHEDULE SB ATTACHMENTS

30-Year Early Retirement Benefit

Eligibility: 120 quarters of service.

Benefit: Unreduced Accrued Benefit.

55/40 Early Retirement Benefit

Eligibility: Age 55 and 40 quarters of service; laid off due to plant shutdown or unemployed over 3 years due to layoff.

Benefit: Unreduced Accrued Benefit.

Special Early Retirement Benefit

Eligibility: 40 quarters of service plus

- Attained age 55 and age times 4 plus quarters of service greater than 280, or
- Age times 4 plus quarters of service equals 320 or more and laid off for lack of work or retire under mutually satisfactory conditions.

Benefit: Unreduced Accrued Benefit.

Special Retirement Payment

Eligibility: Retire on or a Normal or Early Retirement Date.

Benefit: Monthly benefit equal to 13 weeks of vacation pay, adjusted based on date of retirement and vacation pay received as of such date.

Disability Benefit

Eligibility: 40 calendar quarters of Pension Service.

Benefit: Accrued Benefit, subject to $150 minimum, plus $230 per month until eligible for a public disability pension.

SCHEDULE SB ATTACHMENTS

Vested Benefit Upon Termination of Employment

Eligibility: 20 calendar quarters of Pension Service.

Benefit: Accrued Benefit, payable as a Life Annuity, at age 65. Early commencement permitted on or after age 60. Accrued Benefit is reduced ½% for each month payment precedes Normal Retirement Date.

In-Service Death Benefit

Eligibility: Active Participant whose death occurs with 20 or more calendar quarters of Pension Service.

Benefit: 50% of the Accrued Benefit determined as of the date of death. Payments begin following the Participant's death, but no earlier than the Participant's age 60. If payments commence prior to the Participant's age 65, they are reduced for Early Retirement.

Qualified Preretirement Survivor Annuity

Eligibility: Payable to the spouse upon the death of a Participant eligible to receive Vested Benefits Upon Termination of Employment. Coverage of this benefit may be waived, in which case, no death benefit is payable.

Benefit: The spouse's portion of the Participant's Accrued Benefit paid as a Qualified Joint and Survivor Annuity. The Accrued Benefit is reduced for each year coverage was in effect between termination of employment and death (prorated for individual months), as follows:

- .1% for each year from age 35 through age 44
- .2% for each year from age 45 through age 54
- .5% for each year from age 55 through age 65

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V – Summary of Plan Provisions

Owens Corning Metal Systems Ashville Hourly Plan

Type of Plan

Traditional defined benefit plan; flat dollar benefits.

Participants Covered

Hourly employees at the Ashville facility.

Eligibility for Participation

Participation commences on the first day of the month following the date the employee attains age 21 and completes at least 12 consecutive months of Pension Service.

Pension Service

A Participant earns one quarter of Pension Service for each calendar quarter during which he receives any wages for services with the Company or Reynolds Metal Company. For employees of AmeriMark who participated in the Plan on January 1, 1976, Pension Service includes calendar quarters since the most recent date of hire prior to January 1, 1976.

Accrued Benefit

A Participant's accrued monthly benefit is equal to the applicable rate times one fourth (1/4) of all calendar quarters of Pension Service:

Service Period	Rate if hired on or after 3/1/84	Rate if hired prior to 3/1/84
Prior to 2/1/98	18.50	21.00
2/1/98 to 1/31/99	21.50	24.00
2/1/99 to 1/31/00	25.50	28.00
2/1/00 to 1/31/01	29.50	32.00
2/1/01 to 1/31/02	32.50	35.00
2/1/02 to 1/31/03	35.50	38.00
2/1/03 to 1/31/04	37.50	40.00
2/1/04 to 1/31/05	39.50	42.00
2/1/05 to 1/31/06	40.50	43.00

SCHEDULE SB ATTACHMENTS

The pension rates applicable on and after 2/1/98 shall apply only to service with the Company on and after the effective date of such pension rate, provided that a Participant retiring between 2/1/98 and 1/31/01 shall have the pension rate applicable on the date of the Participant's retirement applied to all of the Participant's service with the Company after 2/1/98, provided further that a Participant retiring between 2/1/98 and 1/31/01 shall have his or her monthly pension adjusted to reflect any pension rate increases that occurs during the period of the collective bargaining agreement in force at the time of his or her retirement.

Normal Retirement Benefit

Eligibility: Age 65 and 5 years of participation.

Benefit: Accrued Benefit, earned as of Normal Retirement.

Normal Form of Payment

Life annuity if unmarried. 50% Joint and Survivor Annuity, if married. For Normal, Early and Disabled Retirements, benefit is converted to Life Annuity if spouse predeceases Participant.

Optional Forms of Payment

Life Annuity and 75% Joint & Survivor Annuity for Married Participants.

Actuarial Equivalent

The Joint and Survivor benefit for Normal, Early and Disabled Retirements is equal to 95% of the benefit payable as a Life Annuity.

The Joint and Survivor benefit for a Vested Terminated Participant is determined based on the following:

Difference in Age Between Participant and Spouse	Percentages of Life Annuity
Years Spouse is Younger	
20 or more	77
17-19	78
14-16	79
11-13	81
8-10	82
5-7	84
2-4	85
0-1	87
Years Spouse Older	
0-1	87
2-4	89
5-7	90
8-10	92
11-13	93
14-16	95
17-19	96
20 or more	97

SCHEDULE SB ATTACHMENTS

Ages of retired Participant and spouse are rounded to nearest whole year. (Example – 57 years, 6 months equals 58.) Rounding is done before comparison.

For purposes of converting the Participant's accrued benefit to a lump sum, Actuarial Equivalent means using the applicable Code Section 417(e)(3) mortality table for distributions on and after January 1, 2008, and an interest rate equal to the modified segment rate determined according to Code Section 417(e)(3)(c) for the second month preceding the month of retirement.

60/40 Early Retirement Benefit

Eligibility: Age 60 and 40 calendar quarters of Pension Service.

Benefit: Accrued Benefit at Early Retirement Date, payable as a Life Annuity, reduced ½% for each month payment precedes Normal Retirement Date.

30-Year Early Retirement Benefit

Eligibility: 120 quarters of service.

Benefit: Unreduced Accrued Benefit.

55/40 Early Retirement Benefit

Eligibility: Age 55 and 40 quarters of service; laid off due to plant shutdown or unemployed over 3 years due to layoff.

Benefit: Unreduced Accrued Benefit.

Special Early Retirement Benefit

Eligibility: 40 quarters of service plus

- Attained age 55 and age times 4 plus quarters of service greater than 280, or
- Age times 4 plus quarters of service equals 320 or more, and
- Service is broken due to layoff or physical disability, or service is not broken, but layoff occurs due to a plant shutdown and reemployment is deemed unlikely by the Company.

Benefit: Unreduced Accrued Benefit.

Special Retirement Payment

Eligibility: Retire on or a Normal or Early Retirement Date.

Benefit: Monthly benefit equal to 13 weeks of vacation pay, adjusted based on date of retirement and vacation pay received as of such date.

Disability Benefit

Eligibility: 40 calendar quarters of Pension Service.

Benefit: Accrued Benefit based on service earned to date of disability, subject to $100 minimum.

Vested Benefit Upon Termination of Employment

Eligibility: 20 calendar quarters of Pension Service.

Benefit: Accrued Benefit, payable as a Life Annuity, at age 65. Early commencement permitted on or after age 60. Accrued Benefit is reduced ½% for each month payment precedes Normal Retirement Date.

In-Service Death Benefit

Eligibility: Active Participant whose death occurs with 20 or more calendar quarters of Pension Service and who was married throughout the one year period ending on his date of death.

Benefit: 50% of the Accrued Benefit determined as of the date of death. Payments begin the month following the Participant's death.

Qualified Preretirement Survivor Annuity

Eligibility: Payable to the spouse upon the death of a Participant eligible to receive Vested Benefits Upon Termination of Employment. Coverage of this benefit may be waived, in which case, no death benefit is payable.

Benefit: The spouse's portion of the Participant's Accrued Benefit paid as a Qualified Joint and Survivor Annuity. The Accrued Benefit is reduced for each year coverage was in effect between termination of employment and death (prorated for individual months), as follows:

- .1% for each year from age 35 through age 44
- .2% for each year from age 45 through age 54
- .5% for each year from age 55 through age 65

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V – Summary of Plan Provisions

Owens Corning Metal Systems Bourbon Plan

Type of Plan

Traditional defined benefit plan; flat dollar benefits.

Participants Covered

Hourly employees at the Bourbon, IN, Maryland Heights, MO, South St. Louise, MO and Bellville, IL facilities.

Eligibility for Participation

Participation commences on the first day of the month following the date the employee attains age 21 and completes four calendar quarters of Pension Service.

Pension Service

A Participant earns one quarter of Pension Service for each calendar quarter during which he receives any wages for services with the Company or Reynolds Metal Company.

Accrued Benefit

For Participants employed at the Bourbon Building Products Plants, the accrued monthly benefit is equal to $3.50 times all calendar quarters of Pension Service ($14.00 per year). For Participants employed at the Residential Service Centers, the accrued monthly benefit is equal to $2.00 times all calendar quarters of Pension Service ($8.00 per year).

Normal Retirement Benefit

Eligibility: Age 65 and 5 years of participation.

Benefit: Accrued Benefit, earned as of Normal Retirement.

Normal Form of Payment

Life annuity if unmarried. 50% Joint and Survivor Annuity, if married. For Normal, Early and Disabled Retirements, benefit is converted to Life Annuity if spouse predeceases Participant.

SCHEDULE SB ATTACHMENTS

Optional Forms of Payment

Life Annuity and 75% Joint & Survivor Annuity for Married Participants.

Actuarial Equivalent

The Joint and Survivor benefit for Normal, Early and Disabled Retirements is equal to 95% of the benefit payable as a Life Annuity.

The Joint and Survivor benefit for a Vested Terminated Participant is determined based on the following:

Difference in Age Between Participant and Spouse	Percentages of Life Annuity
Years Spouse is Younger	
20 or more	77
17-19	78
14-16	79
11-13	81
8-10	82
5-7	84
2-4	85
0-1	87
Years Spouse Older	
0-1	87
2-4	89
5-7	90
8-10	92
11-13	93
14-16	95
17-19	96
20 or more	97

Ages of retired Participant and spouse are rounded to nearest whole year. (Example – 57 years, 6 months equals 58.) Rounding is done before comparison.

For purposes of converting the Participant's accrued benefit to a lump sum, Actuarial Equivalent means using the applicable Code Section 417(e)(3) mortality table for distributions on and after January 1, 2008, and an interest rate equal to the modified segment rate determined according to Code Section 417(e)(3)(c) for the second month preceding the month of retirement.

Early Retirement Benefit

Eligibility: Age 60 and 40 calendar quarters of Pension Service.

Benefit: Accrued Benefit at Early Retirement Date, payable as a Life Annuity, reduced ½% for each month payment precedes Normal Retirement Date.

SCHEDULE SB ATTACHMENTS

Disability Benefit

Eligibility: Age 60 and 40 calendar quarters of Pension Service.

Benefit: Accrued Benefit, based on Pension Service earned between March 17, 1997 and the date of disablement.

Vested Benefit Upon Termination of Employment

Eligibility: 20 calendar quarters of Pension Service.

Benefit: Accrued Benefit, payable as a Life Annuity, at age 65. Early commencement permitted on or after age 60. Accrued Benefit is reduced ½% for each month payment precedes Normal Retirement Date.

In-Service Death Benefit

Eligibility: Active Participant whose death occurs with 20 or more calendar quarters of Pension Service and who was married for the one full year preceding the date of death

Benefit: 50% of the Accrued Benefit determined as of the date of death. Payments begin following the Participant's death, but no earlier than the Participant's age 60. If payments commence prior to the Participant's age 65, they are reduced for Early Retirement.

Qualified Preretirement Survivor Annuity

Eligibility: Payable to the spouse upon the death of a Participant eligible to receive Vested Benefits Upon Termination of Employment. Coverage of this benefit may be waived, in which case, no death benefit is payable.

Benefit: The spouse's portion of the Participant's Accrued Benefit paid as a Qualified Joint and Survivor Annuity. The Accrued Benefit is reduced for each year coverage was in effect between termination of employment and death (prorated for individual months), as follows:

- .1% for each year from age 35 through age 44
- .2% for each year from age 45 through age 54
- .5% for each year from age 55 through age 65

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V – Summary of Plan Provisions

AmeriMark Illinois Hourly Plan

Type of Plan

Traditional defined benefit plan; flat dollar benefits.

Participants Covered

Hourly employees at the Melrose Park, IL, Posen, IL and Wheeling, IL facilities.

Eligibility for Participation

Participation commences on the first day of the month following the date the employee attains age 21 and completes four calendar quarters of Pension Service.

Pension Service

A Participant earns one quarter of Pension Service for each calendar quarter during which he receives any wages for services with the Company or Reynolds Metal Company. For employees of AmeriMark who participated in the Plan on January 1, 1980, Pension Service includes calendar quarters since the most recent date of hire prior to January 1, 1980.

Accrued Benefit

A Participant's accrued monthly benefit is equal to $2.50 times all calendar quarters of Pension Service ($10.00 per year).

Normal Retirement Benefit

Eligibility: Age 65 and 5 years of participation.

Benefit: Accrued Benefit, earned as of Normal Retirement.

Normal Form of Payment

Life annuity if unmarried. 50% Joint and Survivor Annuity, if married. For Normal, Early and Disabled Retirements, benefit is converted to Life Annuity if spouse predeceases Participant.

SCHEDULE SB ATTACHMENTS

Optional Forms of Payment

Life Annuity and 75% Joint and Survivor Annuity for Married Participants.

Actuarial Equivalent

The Joint and Survivor benefit for Normal, Early and Disabled Retirements is equal to 95% of the benefit payable as a Life Annuity.

The Joint and Survivor benefit for a Vested Terminated Participant is determined based on the following:

Difference in Age Between Participant and Spouse	Percentages of Life Annuity
Years Spouse is Younger	
20 or more	77
17-19	78
14-16	79
11-13	81
8-10	82
5-7	84
2-4	85
0-1	87
Years Spouse Older	
0-1	87
2-4	89
5-7	90
8-10	92
11-13	93
14-16	95
17-19	96
20 or more	97

Ages of retired Participant and spouse are rounded to nearest whole year. (Example – 57 years, 6 months equals 58.) Rounding is done before comparison.

For purposes of converting the Participant's accrued benefit to a lump sum, Actuarial Equivalent means using the applicable Code Section 417(e)(3) mortality table for distributions on and after January 1, 2008, and an interest rate equal to the modified segment rate determined according to Code Section 417(e)(3)(c) for the second month preceding the month of retirement.

Early Retirement Benefit

Eligibility: Age 60 and 40 calendar quarters of Pension Service.

Benefit: Accrued Benefit at Early Retirement Date, payable as a Life Annuity, reduced ½% for each month payment precedes Normal Retirement Date.

SCHEDULE SB ATTACHMENTS

Disability Benefit

Eligibility: 40 calendar quarters of Pension Service.

Benefit: Accrued Benefit, based on Pension Service earned between March 17, 1997 and the date of disablement.

Vested Benefit Upon Termination of Employment

Eligibility: 20 calendar quarters of Pension Service.

Benefit: Accrued Benefit, payable as a Life Annuity, at age 65. Early commencement permitted on or after age 60. Accrued Benefit is reduced ½% for each month payment precedes Normal Retirement Date.

In-Service Death Benefit

Eligibility: Active Participant whose death occurs with 20 or more calendar quarters of Pension Service and who was married for at least 1 year as of his date of death

Benefit: 50% of the Accrued Benefit determined as of the date of death. Payments begin following the Participant's death, but no earlier than the Participant's age 60. If payments commence prior to the Participant's age 65, they are reduced for Early Retirement.

Qualified Preretirement Survivor Annuity

Eligibility: Payable to the spouse upon the death of a Participant eligible to receive Vested Benefits Upon Termination of Employment. Coverage of this benefit may be waived, in which case, no death benefit is payable.

Benefit: The spouse's portion of the Participant's Accrued Benefit paid as a Qualified Joint and Survivor Annuity. The Accrued Benefit is reduced for each year coverage was in effect between termination of employment and death (prorated for individual months), as follows:

- .1% for each year from age 35 through age 44
- .2% for each year from age 45 through age 54
- .5% for each year from age 55 through age 65

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V – Summary of Plan Provisions

Owens Corning Metal Systems Bellwood Hourly Plan

Type of Plan

Traditional defined benefit plan; flat dollar benefits.

Participants Covered

Hourly employees at the Bellwood facility.

Eligibility for Participation

Participation commences on the first day of the month following the date the employee attains age 21 and completes at least 12 consecutive months of Pension Service.

Pension Service

A Participant earns one quarter of Pension Service for each calendar quarter during which he receives any wages for services with the Company or Reynolds Metal Company. For employees of AmeriMark who participated in the Plan on January 1, 1976, Pension Service includes calendar quarters since the most recent date of hire prior to January 1, 1976.

Accrued Benefit

A Participant's accrued monthly benefit is equal to the pension rate determined by his Wage Grade times all calendar quarters of Pension Service.

Wage Grade	Pension Rate
1 – 4	$33.25
5 – 8	34.55
9 – 12	35.90
13 – 16	37.25
17 – 20	38.55
21 – 24	39.90
25+	41.25

These rates are increasing by $2 for all of the years August 1, 2001 – July 31, 2002, August 1, 2002 – July 31, 2003, August 1, 2003 – July 31, 2004.

SCHEDULE SB ATTACHMENTS

Normal or 62/40 Retirement Benefit

Eligibility: Age 65 and 5 years of participation or Age 62 and 40 quarters of service.

Benefit: Accrued Benefit, earned as of Normal Retirement.

Normal Form of Payment

Life annuity if unmarried; 50% Joint and Survivor Annuity, if married. For Normal, Early and Disabled Retirements, benefit is converted to Life Annuity if spouse predeceases Participant.

Optional Forms of Payment

Life Annuity and 75% Joint and Survivor Annuity for Married Participants.

Actuarial Equivalent

The Joint and Survivor benefit for Normal, Early and Disabled Retirements is equal to 95% of the benefit payable as a Life Annuity.

The Joint and Survivor benefit for a Vested Terminated Participant is determined based on the following:

Difference in Age Between Participant and Spouse	Percentages of Life Annuity
Years Spouse is Younger	
20 or more	77
17-19	78
14-16	79
11-13	81
8-10	82
5-7	84
2-4	85
0-1	87
Years Spouse Older	
0-1	87
2-4	89
5-7	90
8-10	92
11-13	93
14-16	95
17-19	96
20 or more	97

Ages of retired Participant and spouse are rounded to nearest whole year. (Example – 57 years, 6 months equals 58.) Rounding is done before comparison.

SCHEDULE SB ATTACHMENTS

For purposes of converting the Participant's accrued benefit to a lump sum, Actuarial Equivalent means using the applicable Code Section 417(e)(3) mortality table for distributions on and after January 1, 2008, and an interest rate equal to the modified segment rate determined according to Code Section 417(e)(3)(c) for the second month preceding the month of retirement.

60/40 Early Retirement Benefit

Eligibility: Age 60 but under age 62, and 40 but less than 120 calendar quarters of Pension Service.

Benefit: Accrued Benefit at Early Retirement Date, payable as a Life Annuity, reduced ½% for each month payment precedes Normal Retirement Date.

30-Year Early Retirement Benefit

Eligibility: Age 55 but not age 62 and 120 quarters of service.

Benefit: Unreduced Accrued Benefit, plus $1,070 - $1,250 per month (depending on Wage Grade) between ages 55 and 62, pursuant to Section IV(8) of the Plan.

55/40 Early Retirement Benefit

Eligibility: Age 55 but not age 62, and 40 but less than 120 quarters of service; laid off due to plant shutdown or unemployed over 3 years due to layoff.

Benefit: Unreduced Accrued Benefit.

Special Early Retirement Benefit

Eligibility: Under age 62 and 40 quarters of Pension Service, plus

- Attained age 55 and age times 4 plus quarters of service greater than 280, or
- Age times 4 plus quarters of service equals 320 , and
- Is absent from work due to layoff, sickness or accident on or after November 1, 1998 for 2 years, or is absent from work on or after November 1, 1998 less than 2 years by reason of displacement, department or plant shutdown.

Benefit: Unreduced Accrued Benefit.

Special Retirement Payment

Eligibility: Retire on or a Normal or Early Retirement Date.

Benefit: Monthly benefit equal to 10 weeks of vacation pay, adjusted based on date of retirement and vacation pay received as of such date.

Disability Benefit

Eligibility: 40 calendar quarters of Pension Service.

Benefit: Accrued Benefit, subject to $400 minimum until attainment of age 62, plus $400 per month until Age 62 or eligible for a public disability pension.

Vested Benefit Upon Termination of Employment

Eligibility: 20 calendar quarters of Pension Service.

Benefit: Accrued Benefit, payable as a Life Annuity, at age 65. Early commencement permitted on or after age 60. Accrued Benefit is reduced ½% for each month payment precedes Age 62.

In-Service Death Benefit

Eligibility: Active Participant whose death occurs with 20 or more calendar quarters of Pension Service and who has been married throughout the one year period ending on the date of death.

Benefit: 50% of the Accrued Benefit determined as of the date of death. If the Participant's death occurs after age 55 and 20 calendar quarters of Pension Service, the spouse will also receive 50% of the Graded Minimum Benefit Supplement described under Section IV(8) of the Plan.

Qualified Preretirement Survivor Annuity

Eligibility: Payable to the spouse upon the death of a Participant eligible to receive Vested Benefits Upon Termination of Employment. Coverage of this benefit may be waived, in which case, no death benefit is payable.

Benefit: The spouse's portion of the Participant's Accrued Benefit paid as a Qualified Joint and Survivor Annuity. The Accrued Benefit is reduced for each year coverage was in effect between termination of employment and death (prorated for individual months), as follows:

- .1% for each year from age 35 through age 44
- .2% for each year from age 45 through age 54
- .5% for each year from age 55 through age 65

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V – Summary of Plan Provisions

Fibreboard Plan (Frozen)

Type of Plan

Traditional defined benefit plan.

Participants Covered

Current and former employees who accrued benefits under Group A, Group C, Newark or Western Hourly.

Eligibility for Participation

Participation is frozen.

Vesting

All Participants are vested.

Accrued Benefit

All Accrued Benefits are frozen and have been calculated by the administrator.

Normal Retirement Benefit

Eligibility: Age 65.

Benefit: Accrued Benefit, earned as of Normal Retirement.

Normal Form of Payment

Life Annuity, if unmarried. 50% Joint and Survivor Annuity, if married. For Western Hourly, only, Life Annuity with 3 Years Certain if unmarried; 50% Joint and Survivor Annuity with 3 Years Certain, if married. If death occurs prior to receipt of 36 payments, balance can be paid to Beneficiary in one lump sum.

Optional Forms of Payment

Life Annuity and 75%/100% Joint and Survivor Annuity for married participants.

SCHEDULE SB ATTACHMENTS

Actuarial Equivalent

Except as described herein, an interest factor of 7% and the UP84 blended mortality table (80% UP84 set ahead 1 year, 20% UP84 set back 4 years).

For purposes of converting the Participant's accrued benefit to a lump sum, Actuarial Equivalent means using the applicable Code Section 417(e)(3) mortality table for distributions on and after January 1, 2008, and an interest rate equal to the modified segment rate determined according to Code Section 417(e)(3)(c) for the second month preceding the month of retirement.

Early Retirement Benefit

Eligibility:

- Group A: Age 55 and 15 years of Vesting Service
- Group C: Age 55 and 10 years of Vesting Service
- Newark: Age 55 and 10 years of Vesting Service
- Western Hourly: Age 55 and 10 years of Vesting Service

Benefit: Accrued Benefit at Early Retirement Date, reduced for early commencement as indicated below, payable as a Life Annuity (with 3 year certain for Western Hourly).

- Group A: 3% per year prior to age 65. Unreduced at 62/30
- Temporary supplement also payable.
- Group C: 3% per year prior to age 65.
- Newark: 3% per year prior to age 65.
- Western Hourly: 5% per year prior to age 65. Unreduced at 62/15

Disability Benefit

Eligibility:

- Group A: 15 years of Vesting Service
- Group C: None
- Newark: 10 years of Vesting Service
- Western Hourly: 6 months of disability

Benefit: Accrued Benefit earned as of disability, unreduced for payments prior to age 65.

SCHEDULE SB ATTACHMENTS

Vested Benefit Upon Termination of Employment

Eligibility: All participants are fully vested.

Benefit: Accrued Benefit, payable as a Life Annuity (with 3 Year Certain for Western Hourly) at age 65.

Provided the Vesting Service requirements are met, as outlined below, a Group A and Newark Participant can begin payment at age 55, reduced for Early Retirement:

- Group A 15 years
- Newark: 10 years

Qualified Preretirement Survivor Annuity

Eligibility: Payable to the spouse upon the death of a Participant.

Benefit: The spouse's portion of the Participant's Accrued Benefit paid as a Qualified Joint and Survivor Annuity. Payment begins following the Participant's death, but no earlier than the Participant's attainment of age 55. Payments made prior to the Participant's age 65 are reduced for Early Retirement.

Supplemental Death Benefit

Eligibility:

- Group A: Retire after March 15, 1971
- Group C: Eligible for Early Retirement prior to January 1, 1979 and prior to termination of employment.

Benefit:

- Group A: Lump sum amount based on years of Vesting Service, as follows:
  - 5 through 19 $800
  - 20 through 24 $900
  - 25 through 29 $1,100
  - 30 through 34 $1,300
  - 35 and over $1,500
- Group C: Lump sum benefit equal to $2,500

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V – Summary of Plan Provisions

Norandex Plan (Frozen)

Type of Plan

Traditional defined benefit plan.

Participants Covered

Current and former employees who have Accrued Benefits under the Plan.

Eligibility for Participation

Participation is frozen.

Vesting Service

Elapsed time, to the nearest 1/12th year.

Accrued Benefit

All Accrued Benefits are frozen and have been calculated by the administrator.

Normal Retirement Benefit

Eligibility: Age 65.

Benefit: Accrued Benefit, earned as of Normal Retirement.

Normal Form of Payment

Life Annuity with 5 Years Certain, if unmarried. 50% Joint and Survivor Annuity, if married.

Optional Forms of Payment

Life Annuity; 50%/66-2/3%/75%/100% Joint and Survivor Annuitant Benefit; Life Annuity with 5 or 10 Years Certain.

Actuarial Equivalent

Except as described herein, an interest factor of 8% and the 1951 Group Annuity Table projected to Scale C to 1980 (with a 5-year age setback for spouses).

SCHEDULE SB ATTACHMENTS

For purposes of converting the Participant's accrued benefit to a lump sum, Actuarial Equivalent means using the applicable Code Section 417(e)(3) mortality table for distributions on and after January 1, 2008, and an interest rate equal to the modified segment rate determined according to Code Section 417(e)(3)(c) for the second month preceding the month of retirement.

Early Retirement Benefit

Eligibility: Age 55 and 5 years of Vesting Service.

Benefit: Accrued Benefit at Early Retirement Date, payable as a five-year certain and life annuity, reduce .25% for each month payment precedes age 65.

Disability Benefit

Eligibility: 5 years of Vesting Service.

Benefit: Accrued Benefit, at date of disability, reduced for early payment.

Vested Benefit Upon Termination of Employment

Eligibility: Five years of Vesting Service.

Benefit: Accrued Benefit, payable as a Life Annuity and 5 Years Certain, at age 65. Early commencement permitted on or after age 55 based on Actuarial Equivalence.

Qualified Preretirement Survivor Annuity

Eligibility: Payable to the spouse upon the death of a married Participant and to the designated beneficiary upon the death of an unmarried Participant.

Benefit: The spouse's or beneficiary's portion of the Participant's Accrued Benefit paid as a 50% Joint and Survivor Annuity. If the Participant had elected a 66-2/3% or 100% Joint and Survivor Annuity and died before payments began, the spouse or beneficiary will receive the percentage elected. Payment begins following the Participant's death, but no earlier than the Participant's age 55. Payments made prior to the Participant's age 65 are reduced for Early Retirement.

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

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

Owens Corning Merged Retirement Plan

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF

Owens Corning

D Employer Identification Number (EIN)

43-2109021

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 1 Day 1 Year 2013

2 Assets:			
a Market value	2a		863,035,814
b Actuarial value	2b		841,378,145
3 Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	7,931	369,524,939
b For terminated vested participants	3b	7,074	107,312,841
c For active participants:			
(1) Non-vested benefits	3c(1)		11,649,913
(2) Vested benefits	3c(2)		368,303,815
(3) Total active	3c(3)	6,709	379,953,728
d Total	3d	21,714	856,791,508
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		6.66 %
6 Target normal cost	6		9,355,740

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

Margaret E. Smith MES

Signature of actuary

10/14/2014

Date

Margaret E. Smith

Type or print name of actuary

14-08104

Most recent enrollment number

Towers Watson Delaware Inc.

Firm name

(248) 936-7700

Telephone number (including area code)

28411 Northwestern Highway, STE 500

Southfield MI 48034

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 [ ]

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 12.85 %		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b Interest on (a) using prior year's effective interest rate of 7.00 % except as otherwise provided (see instructions)		
	c Total available at beginning of current plan year to add to prefunding balance		0
	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	98.20 %
15	Adjusted funding target attainment percentage	15	98.20 %
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	98.80 %
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
09/15/2014	17,159,563				
04/15/2013	4,425,036				
07/15/2013	4,425,036				
10/15/2013	4,425,036				
01/15/2014	4,425,036				
			Totals ▶ 18(b)	34,859,707	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	32,333,855

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
0	0	0	0

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

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	☐ N/A, full yield curve used
5.23 %	6.51 %	7.16 %	

b Applicable month (enter code)	21b	4
22 Weighted average retirement age	22	63

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	
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	9,355,740
b Excess assets, if applicable, but not greater than line 31a	31b	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	15,413,363	11,321,600
b Waiver amortization installment		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	20,677,340

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0

36 Additional cash requirement (line 34 minus line 35)	36	20,677,340
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	32,333,855
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	38a	11,656,515
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0
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	0
43 Excess installment acceleration amount to be carried over to future plan years	43	0

Owens Corning Merged Retirement Plan

Statement of Net Assets Available for Benefits

	December 31, 2013	December 31, 2012
Assets		
Investments:		
Registered investment companies	$ 173,073,597	$ 33,153,983
Common collective trust funds	151,675,290	232,996,278
U.S. government securities	97,397,534	85,563,179
Corporate stocks	207,871,789	253,362,975
Corporate debt securities	193,674,507	220,204,875
Other investments	32,327,574	27,101,893
Total investments	856,020,291	852,383,183
Contributions receivable	14,977,724	6,742,054
Due from broker for securities sold	6,970,623	744,180
Accrued interest and dividends	-	4,493,493
Non-interest bearing cash	136,828	-
Total assets	878,105,466	864,362,910
Liabilities		
Accrued liabilities	1,531,414	1,212,942
Due to broker for securities purchased	1,952,151	1,237,892
Total liabilities	3,483,565	2,450,834
Net Assets Available for Benefits	**$ 874,621,901**	**$ 861,912,076**

See Notes to Financial Statements.

Owens Corning Merged Retirement Plan

Statement of Changes in Net Assets Available for Benefits

	Year Ended December 31, 2013	Year Ended December 31, 2012
Additions to Net Assets		
Employer contributions	$ 28,252,832	$ 18,689,653
Investment income:		
Interest and dividends	21,529,477	22,500,126
Net realized and unrealized gains (losses) on investments:		
Registered investment companies	5,643,067	1,698,067
Common collective trust funds	29,006,903	26,974,348
U.S. government securities	(14,563,776)	(1,254,740)
Corporate stocks	53,142,154	35,184,977
Corporate debt securities	(18,228,130)	18,254,986
Other investments	(5,247,095)	2,932,179
Net realized and unrealized gains	49,753,123	83,789,817
Other investment gain (loss)	49,897	(145,700)
Total investment income	71,332,497	106,144,243
Total additions	99,585,329	124,833,896
Deductions from Net Assets		
Benefits paid directly to participants or beneficiaries	81,499,343	86,807,089
Administrative expenses	5,376,161	7,723,472
Total deductions	86,875,504	94,530,561
Net Increase	12,709,825	30,303,335
Net Assets Available for Benefits		
Beginning of year	861,912,076	831,608,741
End of year	**$ 874,621,901**	**$ 861,912,076**

See Notes to Financial Statements.

Note 1 - Plan Description

The following description of Owens Corning Merged Retirement Plan (the "Plan") provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General - Owens Corning Merged Retirement Plan is a defined benefit plan created by a merger, effective January 1, 1996, of the Owens Corning Hourly Employees' Retirement Plan, the Owens Corning Retirement Benefits Plan, and the Owens Corning Cash Balance Plan (formerly the Owens Corning Salaried Employees' Retirement Plan) (collectively, the "Prior Plans"). The Plan consists of three separate benefit structures (the "Benefit Part"), which continue with some minor modifications to the benefit structures contained in the Prior Plans. All contributions to the Plan are made by Owens Corning (the "Company"). JPMorgan Chase Bank, N.A. and The Bank of New York Mellon/BNY Mellon, N.A. (collectively, the "Trustees") serve as trustees of the Plan as of December 31, 2013 and December 31, 2012, respectively. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Hourly Employees Retirement Plan Benefit Part - This Benefit Part covers certain designated groups of hourly employees of the Company and its participating affiliates. Hourly employees covered under this Benefit Part become participants in the Plan on January 1 or July 1 following completion of one year of employment in which the employee has at least 1,000 hours of vesting service.

Generally all participants with five or more qualified years of service are eligible under this Benefit Part for the benefits described in the following paragraphs.

Normal retirement benefits consist of annuities payable monthly to all qualified participants who retire on or after age 65. At most locations, the amount of the annuity is equal to a fixed benefit level for the associated plant rate group multiplied by the total years of credited service. At certain locations, the normal monthly retirement benefits are equal to the greatest of:

1. The participant's accrued benefits as of December 31, 1994 plus a fixed-dollar benefit level for the associated plant rate group multiplied by the years of credited service after December 31, 1994
2. A fixed-dollar benefit level for the associated plant rate group multiplied by the total years of credited service
3. $15 times all years of credited service

Note 1 - Plan Description (Continued)

Early retirement benefits are available to certain classes of participants with 10 or more years of vesting service who retire within 10 years of Social Security normal retirement age. With respect to other classes of participants, early retirement benefits are available to individuals who have attained at least age 55 and who have 10 or more years of vesting service. Depending upon age at retirement, these benefits vary from 65 percent to 100 percent of normal retirement benefits.

Benefit options upon retirement are available which guarantee annuity payments for various periods and can provide for continued payments to designated survivors in the event of a participant's death. Participants may also elect a lump-sum distribution of benefits. For some participants, the lump-sum form is only payable on the portion of the benefit earned prior to 1995. Lump-sum distributions are valued using interest rates based on the annual rate of interest on 30-year Treasury securities and 1994 Group Annuity Reserving Tables.

Vested termination benefits are payable to qualified participants who terminate employment with the Company after five or more years of vesting service. The benefit is payable in the form of an annuity which commences at age 65, or a reduced benefit is available after age 55. Participants may also elect a lump-sum distribution of benefits. For some participants, the lump-sum form is only payable on the portion of the benefit earned prior to 1995. Lump-sum distributions are calculated using interest rates and mortality tables prescribed by the Pension Benefit Guaranty Corporation (PBGC) and are actuarially reduced if paid prior to a certain age (which varies according to covered employee group).

Death, prior to retirement, of an active participant with at least five years of vesting service qualifies an eligible spouse or an orphan to receive an annuity equal to 50 percent of the accrued benefit at date of death, reduced by the appropriate early retirement factors.

The above descriptions are intended as general descriptions of the provisions under this Benefit Part of the Plan. Calculations of individual benefit levels require reference to specific benefit provisions.

Retirement Benefits Plan Benefit Part - This Benefit Part covers certain designated groups of hourly employees of the Company who are not covered under the Hourly Employees Retirement Plan Benefit Part described above. Employees covered under this Benefit Part become participants in the Plan on January 1 or July 1 following completion of one year of employment in which the employee has at least 1,000 hours of vesting service.

Generally, all participants with five or more qualified years of service are eligible under this Benefit Part for the benefits described in the following paragraphs.

Note 1 - Plan Description (Continued)

Normal retirement benefits consist of annuities payable monthly to all qualified participants who retire on or after age 65. This Benefit Part provides a fixed dollar benefit, with amounts varying by plant, for each year of service subsequent to December 31, 1976.

For married participants, unless otherwise elected, the actuarial equivalent of these same benefits is paid in the form of a reduced annuity for the life of the participant with a 50 percent survivor annuity payable to the participant's spouse, unless other options are chosen.

In the event of permanent and total disability, participants with five or more qualified years of service are eligible for disability benefits comparable to the normal retirement benefits described above.

Death, prior to retirement, of an active participant with at least five years of service qualifies an eligible spouse to receive an annuity when the participant would have reached age 65 equal to 50 percent of the accrued benefit at date of death.

Vested benefits are payable to qualified participants who terminate employment with the Company after five or more years of vesting service. The benefit is payable in the form of an annuity which commences at age 65 and is computed in the same manner as the normal retirement benefit described above.

The above descriptions are intended as general descriptions of the provisions under this Benefit Part of the Plan. Calculations of individual benefit levels require reference to specific benefit provisions.

Cash Balance Plan Benefit Part - This Benefit Part covers substantially all salaried employees of the Company, as well as corporate hourly employees and certain other designated groups of hourly employees. Eligible employees become participants under this Benefit Part upon commencement of employment with the Company.

Participants hired after January 1, 2003 with five or more qualified years of service, or with three or more years of service for those hired prior to that date, are eligible under this Benefit Part for the benefits described in the following paragraphs.

Note 1 - Plan Description (Continued)

Under this Benefit Part, a participant's accrued benefit is equal to the greater of: (i) his or her accrued benefit determined under the terms of the prior Salaried Employees' Retirement Plan as of December 31, 1995 (the "Grandfathered Benefit") or (ii) the balance in his or her notional cash balance account. On and after December 31, 1995, no further benefits will accrue under the benefit formula contained in the prior Salaried Employees' Retirement Plan (the "Prior Formula"). Instead, certain credits will be made each month to participants' cash balance accounts, and these accounts will be credited with interest at a prescribed rate until payment of benefits commences. However, the Grandfathered Benefits of those participants who were at least age 40 and completed at least 10 years of vesting service as of the date their participation in the Cash Balance Plan Benefit Part began, will be calculated as though the participants had continued to accrue benefits under the Prior Formula through the earlier of their termination of employment, or the end of the five-year period after their participation in the Cash Balance Plan Benefit Part began. The vesting requirement for the Plan is three years.

Upon termination of employment, or at any time thereafter, participants are eligible for the higher of their Grandfathered Benefit (if applicable) or cash balance account in a single lump sum. Lump-sum distributions are valued using interest rates based on the annual rate of interest on 30-year Treasury securities and 1994 Group Annuity Reserving Tables. Also available are benefit options which guarantee annuity payments for various periods and can provide for continued payments to designated survivors in the event of a participant's death. Distributions of a participant's Grandfathered Benefits will be actuarially reduced according to tables contained in the Plan if made prior to a certain age, which is dependent on the participant's year of birth.

The above descriptions are intended as general descriptions of the provisions under this Benefit Part of the Plan. Calculations of individual benefit levels require reference to specific benefit provisions.

On August 31, 2009, the Company elected to freeze additional pay and transition credits related to the Cash Balance Plan which was effective as of January 1, 2010.

Contributions - The Company maintains a funding standard account with annual contributions to the Plan determined on an actuarial basis, but in no instance below the minimum required by Section 412 of the Internal Revenue Code. All contributions to the Plan are made by the Company. No voluntary employee contributions are allowed.

Note 1 - Plan Description (Continued)

Funding Policy - The Company's policy is to fund at least the minimum amount required by the ERISA; however, the Company periodically makes discretionary contributions to meet certain business or pension funding strategies. The Company has met the ERISA minimum required contributions for the calendar years ended December 31, 2013 and 2012. In 2014, the Company made contributions of $28,231,475, of which $14,977,724 related to the 2013 plan year. In 2013, the Company made contributions of $15,592,126, of which $13,275,108 related to the 2013 plan year. The remainder of the 2013 contributions related to the 2012 plan year.

Party-in-interest Transactions - Certain plan assets are in investment funds managed by JPMorgan Chase Bank, N.A. and The Bank of New York Mellon/BNY Mellon, N.A. or their affiliates. JPMorgan Chase Bank, N.A. and The Bank of New York Mellon/BNY Mellon, N.A. are the trustees of the Plan; therefore, these transactions qualify as party-in-interest transactions as defined under ERISA guidelines.

Note 2 - Summary of Significant Accounting Policies

Investment Valuation - The Plan's investments are stated at fair value. The common collective trust funds are valued at net asset value per share (or its equivalent) of the funds, which are based on the fair value of the funds' underlying net assets.

The registered investment companies are valued at net asset value per share (or its equivalent) of the funds, which is based on the fair value of the funds' underlying net assets. The U.S. government securities and corporate debt securities are valued using quoted market prices and/or other market data for the same or comparable instruments and transactions in establishing the prices, discounted cash flow models and other pricing models. These models are primarily industry-standard models that consider various assumptions, including time value and yield curve as well as other relevant economic measures. All other investments are valued based on quoted market prices. See Note 7 for additional information.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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.

Benefit Payments - Benefits are recorded when paid.

Administrative Expenses - The Company has elected, in accordance with the plan document, to have eligible administrative expenses paid by the Plan.

Note 2 - Summary of Significant Accounting Policies (Continued)

Actuarial Present Value of Accumulated Plan Benefits - Accumulated plan benefits are those future periodic payments that are attributable, under the Plan's provisions, to the service employees have rendered. These include benefits expected to be paid to:

(a) Retired or terminated employees or their beneficiaries

(b) Beneficiaries of employees who have died

(c) Present employees or their beneficiaries

Actuarial Assumptions - The actuarial present value of accumulated plan benefits is determined by an actuary and is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money and probability of payment between the valuation date and the expected date of payment.

The significant actuarial assumptions used in the valuation of the Plan at December 31, 2012 are summarized as follows:

Actuarial cost method	- Traditional unit credit
Assumed rate of return	- 7.5 percent per annum for 2012
Mortality basis - Non-annuitants	- RP-2000 "Employees" table without collar or amount adjustments, projected to 2028 using Scale AA
Mortality basis - Annuitants	- RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2020 using Scale AA

The foregoing actuarial assumptions are 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 plan benefits.

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 additions and deductions during the reporting period. Actual results could differ from those estimates.

Note 2 - Summary of Significant Accounting Policies (Continued)

Risks and Uncertainties - Contributions to the Plan and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates, employee compensation, and demographics. Due to the changing nature of these assumptions, it is at least reasonably possible that changes in these assumptions will occur in the near term and, due to the uncertainties inherent in setting assumptions, that the effect of such changes could be material to the financial statements. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. It is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the statement of net assets available for benefits.

Subsequent Events - The financial statements and related disclosures include evaluation of events up through and including October 13, 2014, which is the date the financial statements were available to be issued.

Reclassification and Restatement - Certain prior year amounts have been reclassified to conform to the current year presentation. As a result of the reclassification during 2013, it was determined that investments previously classified as Level 3 investments should have been classified as Level 2 based on the fair value hierarchy. Accordingly, the 2012 fair value disclosure has been updated.

Note 3 - Unaudited Information

In 2013, the Plan changed trustee, from The Bank of New York Mellon/BNY Mellon, N.A. to JPMorgan Chase Bank, N.A. (collectively, the "Trustees"). The Trustees of the Plan held the Plan's investments and executed all investment transactions during the periods under audit. The investment balances and related investment results included in the accompanying financial statements and supplemental schedule of assets held at end of year are based solely on information provided by the Trustees.

No investments exceed 5 percent of end of year net assts at December 31, 2013 and 2012.

Note 4 - Accumulated Plan Benefits

The actuarial present value of accumulated plan benefits is determined by consulting actuaries from Towers Watson. The calculations of the postretirement benefit obligation attributable to participants in the Plan, which were made as of and for the year ended January 1, 2013, the most recent actuarial valuation, are as follows:

Actuarial present value of accumulated plan benefits:	
Vested benefits:	
Participants currently receiving benefit payments	$ 352,214,998
Active participants	358,637,420
Deferred participants	88,473,011
Total vested benefits	799,325,429
Nonvested benefits	9,737,929
Total actuarial present value of accumulated plan benefits	$ 809,063,358

Actuarial Present Value of Accumulated Plan Benefits - Beginning of year	$ 829,474,539
Increase (decrease) during the year attributable to:	
Benefits accumulated	5,931,179
Actuarial losses	20,436,791
Interest due to the decrease in the discount period	57,420,158
Benefits paid	(86,807,089)
Change of assumptions	(17,392,220)
Net decrease	(20,411,181)
Actuarial Present Value of Accumulated Plan Benefits - End of year	$ 809,063,358

The assumption changes primarily relate to the following items:

The required mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvements in both years.

During 2012, the segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2011 to September 2012.

During 2012, the interest crediting rate was updated from 1.94 percent in 2012 to 1.49 percent in 2013.

Note 4 - Accumulated Plan Benefits (Continued)

The assumed plan-related expenses added to the target normal cost were changed from $3,200,000 for 2012 to $3,550,000 for 2013

For ASC 960 purposes, the discount rate was changed from 7.25 percent to 7.5 percent.

Note 5 - Plan Termination

Although the Company has no intention to terminate the Plan, in the event the Plan is terminated, the net assets of the Plan will be allocated to the extent that they are sufficient to provide pension benefits for employees in the following order of priority:

(a) To provide for expenses of the Plan, including any expenses relating to the termination of the Plan

(b) To provide for benefits to participants who were transferred into the Plan from another qualified plan of the sponsor within five years prior to the date of termination of the Plan to the extent they had assets representing their accrued benefits transferred into the Plan

(c) To provide benefits to participants (and to spouses and beneficiaries of participants) who were eligible for benefits or who would have been eligible for benefits had they retired within three years prior to the termination of the Plan

(d) To provide benefits to participants (and to spouses and beneficiaries of participants) who have retired or who are eligible to retire on the date of the termination of the Plan

(e) To provide benefits to participants and former participants not eligible to retire, but who are eligible for deferred retirement benefits (as defined by the Plan)

(f) To provide benefits to participants not included in the above paragraphs

(g) Any excess remaining after the above allocation will revert to the plan sponsor, Owens Corning.

The PBGC insures certain benefits under the Plan if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivors' pensions. However, the PBGC does not guarantee all types of benefits under the Plan and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees. For plan terminations occurring during 2014, that ceiling for an individual straight-life annuity is $4,943.18 per month.

Note 5 - Plan Termination (Continued)

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the plan sponsor and the level of benefits guaranteed by the PBGC.

Note 6 - Tax Status

The Plan obtained its latest determination letter on June 5, 2009, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. The Company has applied for a new determination letter and the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

In accordance with guidance on accounting for uncertainty in income taxes, management evaluated the Plan's tax position and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The plan administrator believes the Plan is no longer subject to tax examinations for years prior to 2010.

Note 7 - Fair Value Measurements

Accounting standards require certain assets and liabilities be reported at fair value in the financial statements and provide a framework for establishing that fair value. The framework for determining fair value is based on a hierarchy that prioritizes the inputs and valuation techniques used to measure fair value.

The following tables present information about the Plan's assets measured at fair value on a recurring basis at December 31, 2013 and 2012.

Level 1 - Fair values determined by Level 1 inputs use quoted prices in active markets for identical assets that the Plan has the ability to access.

Level 2 - Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets in active markets, quoted prices for identical or similar assets in markets that are not active, and inputs other than quoted prices that are observable for the asset.

Level 3 - Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset. These Level 3 fair value measurements are based primarily on management's own estimates using pricing models, discounted cash flow methodologies, or similar techniques taking into account the characteristics of the asset.

Note 7 - Fair Value Measurements (Continued)

In instances whereby inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

Assets Measured at Fair Value on a Recurring Basis at December 31, 2013

	Level 1	Level 2	Level 3	Balance at December 31, 2013
U.S government securities	$ -	$ 97,397,534	$ -	$ 97,397,534
Corporate debt securities:				
Preferred	-	47,678,603	-	47,678,603
Other	-	145,995,904	-	145,995,904
Corporate Stocks	207,871,789	-	-	207,871,789
Common collective trust funds - Commingled U.S equity (2)	-	151,675,290	-	151,675,290
Other investments:				
State and municipal securities	-	18,510,829	-	18,510,829
Foreign government and agency securities	-	13,816,745	-	13,816,745
Registered investment companies:				
Money market fund - Short term investments	-	5,030,993	-	5,030,993
Commingled funds - U.S. and International equity (4)	-	54,061,818	-	54,061,818
Commingled funds - U.S. equity (2)	-	50,247,925	-	50,247,925
Commingled funds - Fixed-income securities (3)	-	63,732,861	-	63,732,861
Total	$ 207,871,789	$ 648,148,502	$ -	$ 856,020,291

Note 7 - Fair Value Measurements (Continued)

Assets Measured at Fair Value on a Recurring Basis at December 31, 2012

	Level 1	Level 2	Level 3	Balance at December 31, 2012
U.S government securities	$ -	$ 85,563,178	$ -	$ 85,563,178
Corporate debt securities:				
Preferred	-	81,489,821	-	81,489,821
Other	-	138,715,054	-	138,715,054
Corporate stocks	253,362,975	-	-	253,362,975
Common collective trust funds:				
Commingled funds - Short-term investments (1)	-	8,882,807	-	8,882,807
Commingled funds - U.S. equity (2)	-	159,615,193	-	159,615,193
Commingled funds - Fixed-income securities (3)	-	28,058,585	-	28,058,585
Commingled fund - U.S and International equity (4)	-	36,439,693	-	36,439,693
Other investments:				
State and municipal securities	-	20,862,323	-	20,862,323
Foreign government and agency securities	-	6,239,571	-	6,239,571
Registered investment companies - Short-term investments	-	33,153,983	-	33,153,983
Total	$ 253,362,975	$ 599,020,208	$ -	$ 852,383,183

(1) This class represents investments in actively managed common collective trust funds that invest primarily in fixed-income securities, including, but not limited to, bonds, notes or other investments, such as government securities, commercial paper, certificates of deposit, master notes, or variable amount notes, with the objective of providing high current income consistent with the preservation of capital and the maintenance of liquidity.

(2) This class represents investments in actively managed common collective trust funds that invest primarily in equity securities which may include common stocks, options, and futures.

(3) This class represents investments in actively managed common collective trust funds that invest in a variety of fixed-income investments which may include corporate bonds, both U.S. and non-U.S. municipal securities, interest rate swaps, options, and futures.

(4) This class represents an investment in an actively managed common collective trust fund that invests primarily in international and U.S. equity securities which may include common stocks, options, and futures.

Note 7 - Fair Value Measurements (Continued)

There were no unfunded commitments or redemption restrictions related to the investments.

The Plan's policy is to recognize transfers between levels of the fair value hierarchy as of the actual date of the event of change in circumstances that caused the transfer.

The Plan also holds other assets and liabilities not measured at fair value on a recurring basis, including employer contributions receivable, cash, accrued income, accrued liabilities and payables and unsettled trades. The fair value of these assets and liabilities approximates the carrying amounts in the accompanying financial statements due to the short maturity of the instruments.

Owens Corning Merged Retirement Plan

Schedule of Assets Held at End of Year
Form 5500, Schedule H, Line 4i
EIN 34-4323452, Plan No. 001
December 31, 2013

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
JPMorgan Chase Bank, N.A.	See attached pages 1-85	$ 758,699,536	$ 856,020,291

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
GENERAL INVESTMENTS			
U.S. GOVERNMENT SECURITIES			
3133XGAY0 FEDERAL HOME LOAN BANKS 5.5% BDS 15/JUL/	SEMI-ANN. 5.500% 07/15/2036 250,000.000	277,535	289,210
31359MFP3 FEDERAL NATIONAL MORTGAGE ASSOC 7.25% BD	SEMI-ANN. 7.250% 05/15/2030 1,355,000.000	1,803,432	1,860,036
880591EH1 TENN VALLEY AUTHORITY 5.25% 15/SEP/2039	SEMI-ANN. 5.250% 09/15/2039 1,525,000.000	1,713,805	1,627,648
880591EB4 TENNESSEE VALLEY AUTHORITY 4.875% BDS 15	SEMI-ANN. 4.875% 01/15/2048 1,010,000.000	1,277,751	982,791
912810QK7 UNITED STATES OF AMER TREAS BONDS 3.875%	SEMI-ANN. 3.875% 08/15/2040 203,000.000	175,563	203,063
912810QB7 UNITED STATES OF AMER TREAS BONDS 4.25%	SEMI-ANN. 4.250% 05/15/2039 5,725,000.000	6,511,511	6,105,197
912810FP8 UNITED STATES OF AMER TREAS BONDS 5.375%	SEMI-ANN. 5.375% 02/15/2031 465,000.000	634,008	569,844
912810FB9 UNITED STATES OF AMER TREAS BONDS 6.125%	SEMI-ANN. 6.125% 11/15/2027 3,475,000.000	4,617,704	4,521,844
912796BS7 UNITED STATES OF AMERICA BILL ZERO CPN 0	0.000% 01/02/2014 200,000.000	199,963	200,000
912796DC0 UNITED STATES OF AMERICA BILL ZERO CPN 1	0.000% 06/12/2014 205,000.000	204,926	204,952
912810RC4 UNITED STATES OF AMERICA BOND FIXED 3.62	SEMI-ANN. 3.625% 08/15/2043 5,045,000.000	4,826,981	4,740,723
912828VS6 UNITED STATES OF AMERICA NOTES FIXED 2.5	SEMI-ANN. 2.500% 08/15/2023 665,000.000	652,816	638,606
912828WE6 UNITED STATES OF AMERICA NOTES FIXED 2.7	SEMI-ANN. 2.750% 11/15/2023 1,445,000.000	1,430,307	1,413,615

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
912810QX9 UNITED STATES TREAS BDS 2.75%15/AUG/2042	SEMI-ANN. 2.750% 08/15/2042 2,050,000.000	1,690,392	1,624,297
912810QY7 UNITED STATES TREAS BDS 2.75%15/NOV/2042	SEMI-ANN. 2.750% 11/15/2042 9,105,000.000	8,017,605	7,198,686
912810RB6 UNITED STATES TREAS BDS 2.875%15/MAY/204	SEMI-ANN. 2.875% 05/15/2043 15,925,000.000	13,393,769	12,906,735
912810QU5 UNITED STATES TREAS BDS 3.125% 15/FEB/20	SEMI-ANN. 3.125% 02/15/2042 1,300,000.000	1,304,361	1,120,847
912810QZ4 UNITED STATES TREAS BDS 3.125%15/FEB/204	SEMI-ANN. 3.125% 02/15/2043 2,270,000.000	2,156,510	1,943,688
912810QT8 UNITED STATES TREAS BDS 3.125%15/NOV/204	SEMI-ANN. 3.125% 11/15/2041 13,565,000.000	13,497,688	11,716,769
912810QS0 UNITED STATES TREAS BDS 3.75%15/AUG/2041	SEMI-ANN. 3.750% 08/15/2041 5,325,000.000	5,927,079	5,191,023
912810QD3 UNITED STATES TREAS BDS 4.375%15/NOV/203	SEMI-ANN. 4.375% 11/15/2039 2,985,000.000	3,095,053	3,243,859
912810QC5 UNITED STATES TREAS BDS 4.5%15/AUG/2039	SEMI-ANN. 4.500% 08/15/2039 2,040,000.000	2,101,355	2,261,218
912810QE1 UNITED STATES TREAS BDS 4.625% 15/FEB/20	SEMI-ANN. 4.625% 02/15/2040 4,340,000.000	4,708,781	4,901,509
912810QN1 UNITED STATES TREAS BDS 4.75%15/FEB/2041	SEMI-ANN. 4.750% 02/15/2041 3,585,000.000	4,994,361	4,125,009
912810FG8 USA TREASURY BDS 5.25% 15/FEB/2029 USD10	SEMI-ANN. 5.250% 02/15/2029 8,860,000.000	10,727,172	10,665,225
912810EW4 USA TREASURY BDS 6.00% 15/FEB/2026 USD10	SEMI-ANN. 6.000% 02/15/2026 650,000.000	946,486	829,764
912810EQ7 USA TREASURY BDS 6.25% 15/AUG/2023 USD10	SEMI-ANN. 6.250% 08/15/2023 1,950,000.000	2,819,053	2,504,834
912810EY0 USA TREASURY BDS 6.5% BD 15/NOV/2026 USD	SEMI-ANN. 6.500% 11/15/2026 2,850,000.000	3,883,443	3,806,546
TOTAL U.S. GOVERNMENT SECURITIES	level one U.S Government Securities- Note 8	103,589,409	97,397,534

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR			COST	CURRENT VALUE
CORPORATE DEBT INSTRUMENTS: PREFERRED					
00139PAA6 AIG SUNAMERICA GLOBAL FING X SR NT 144A RATINGS: A1 A+	SEMI-ANN.	6.900% 03/15/2032 590,000.000		703,843	715,310
013716AU9 ALCAN INC BONDS DUE 15/DEC/2033 6.125 RATINGS: A3 BBB+	SEMI-ANN.	6.125% 12/15/2033 170,000.000		178,537	191,310
084664BL4 BERKSHIRE HATHAWAY FINANCE CORP 5.75% GT RATINGS: AA2 AA+	SEMI-ANN.	5.750% 01/15/2040 475,000.000		484,929	525,440
12201PAB2 BIRLINGTON RESOURCES FINANCIAL 7.20% BDS RATINGS: A2 A	SEMI-ANN.	7.200% 08/15/2031 1,235,000.000		1,677,477	1,568,388
097023AX3 BOEING CO 6.875% BDS 15/MAR/2039 USD1000 RATINGS: A2 A	SEMI-ANN.	6.875% 03/15/2039 195,000.000		231,054	257,763
144141CY2 CAROLINA POWER & LIGHT CO 6.3% BDS 01/AP RATINGS: A1 A-	SEMI-ANN.	6.300% 04/01/2038 225,000.000		251,080	273,215
172967DR9 CITIGROUP INC 6.125% NTS 25/AUG/2036 USD RATINGS: BAA1 A-	SEMI-ANN.	6.125% 08/25/2036 370,000.000		325,802	394,483
172967EW7 CITIGROUP INC 8.125% BDS 15/JUL/2039 USD RATINGS: A3 A	SEMI-ANN.	8.125% 07/15/2039 890,000.000		1,146,233	1,248,394
20825VAB8 CONOCOPHILLIPS 5.95% NTS 15/OCT/2036 USD RATINGS: A1 A	SEMI-ANN.	5.950% 10/15/2036 545,000.000		568,746	635,819
209111EU3 CONS EDISON CO OF NY 6.75% DEB 01/APR/20 RATINGS: A3 A-	SEMI-ANN.	6.750% 04/01/2038 125,000.000		128,779	157,694
209111ES8 CONSOLIDATED EDISON 6.3% 15/AUG/2037 RATINGS: A3 A-	SEMI-ANN.	6.300% 08/15/2037 245,000.000		259,063	296,773
210518CP9 CONSUMERS ERNERGY 5.8% 15/SEP/2035 RATINGS: A3 BBB	SEMI-ANN.	5.800% 09/15/2035 375,000.000		326,505	412,058
22822RAR1 CROWN CASTLE TOWERS LLC 6.113% BDS 15/JA RATINGS: A2 N/R	MONTHLY	6.113% 01/15/2040 220,000.000		235,904	246,693
233835AQ0 DAIMLER NORTH AMERICA CORPORATION 8.5% 3 RATINGS: A3 BBB+	SEMI-ANN.	8.500% 01/18/2031 385,000.000		430,259	558,993
25746UBD0 DOMINION RESOURCES INC 7.00% 15/JUN/2038 RATINGS: BAA2 A-	SEMI-ANN.	7.000% 06/15/2038 650,000.000		666,153	816,660

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
268789AB0 E.ON INTERNATIONAL FINANCE 6.65% BDS 30/ RATINGS: A2 A	SEMI-ANN. 6.650% 04/30/2038 300,000.000	293,769	360,339
268317AC8 EDF 6.95% BDS 26/JAN/2039 USD1000'144A' RATINGS: AA3 A+	SEMI-ANN. 6.950% 01/26/2039 1,000,000.000	1,266,020	1,221,790
29268BAF8 ENEL FINANCE INTL SA 6.00% 07/OCT/2039 G RATINGS: A2 A-	SEMI-ANN. 6.000% 10/07/2039 640,000.000	595,519	613,843
30161MAG8 EXELON GENERATION CO LLC 6.25% 01/OCT/20 RATINGS: A3 BBB	SEMI-ANN. 6.250% 10/01/2039 230,000.000	239,945	233,080
36962GXZ2 GENERAL ELECTRIC CAPITAL CORP CALLABLE M RATINGS: AA2 AA+	SEMI-ANN. 6.750% 03/15/2032 2,365,000.000	2,681,203	2,928,603
36962G3P7 GENERAL ELECTRIC CAPITAL CORP 5.875% BDS RATINGS: AA2 AA+	SEMI-ANN. 5.875% 01/14/2038 1,210,000.000	1,319,566	1,378,323
373334JN2 GEORGIA POWER COMPANY 5.95% 01/FEB/2039 RATINGS: A2 A	SEMI-ANN. 5.950% 02/01/2039 440,000.000	472,133	486,262
38141GFD1 GOLDMAN SACHS GROUP INC/THE NOTES FIXED RATINGS: A2 A-	SEMI-ANN. 6.750% 10/01/2037 2,175,000.000	2,329,742	2,419,796
404280AG4 HSBC HLDGS 6.5% BDS 02/MAY/2036 USD10000 RATINGS: A1 A	SEMI-ANN. 6.500% 05/02/2036 480,000.000	478,234	568,574
404280AH2 HSBC HLDGS 6.5% BDS 15/SEP/2037 USD1000 RATINGS: A1 A	SEMI-ANN. 6.500% 09/15/2037 520,000.000	477,110	615,025
404280AJ8 HSBC HLDGS 6.8% BDS 01/JUN/2038 USD10000 RATINGS: A1 A	SEMI-ANN. 6.800% 06/01/2038 245,000.000	251,840	301,387
459200BB6 IBM CORP 5.875% DUE 29/NOV/2032 RATINGS: A1 A+	SEMI-ANN. 5.875% 11/29/2032 365,000.000	428,481	421,071
459200GS4 INTERNATIONAL BUSINESS MACHINES CORP CAL RATINGS: A1 A+	SEMI-ANN. 5.600% 11/30/2039 7,000.000	6,981	7,742
478160AT1 JOHNSON & JOHNSON 5.85% SNR NTS 15/JUL/2 RATINGS: AAA AAA	SEMI-ANN. 5.850% 07/15/2038 925,000.000	1,231,665	1,094,756
46625HHF0 JPMORGAN CHASE & CO 6.4% SNR NTS 15/MAY/ RATINGS: AA3 A+	SEMI-ANN. 6.400% 05/15/2038 600,000.000	599,574	716,100
500472AC9 KONINKLIJKE PHILIPS ELECTRONICS NV 6.875 RATINGS: A3 A-	SEMI-ANN. 6.875% 03/11/2038 250,000.000	252,013	303,800

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
532457BC1 LILLY(ELI)& CO 5.95% BDS 15/NOV/2037 USD RATINGS: A1 AA	SEMI-ANN. 5.950% 11/15/2037 835,000.000	989,834	962,054
548661CJ4 LOWE'S COMPANIES INC RATINGS: A1 A	SEMI-ANN. 5.500% 10/15/2035 90,000.000	110,652	95,739
548661AH0 LOWES COMPANIES INC 6.875% BDS 15/FEB/20 RATINGS: A1 A	SEMI-ANN. 6.875% 02/15/2028 375,000.000	475,386	461,700
575767AG3 MASS MUTUAL LIFE 8.875% BDS 01/JUN/2039 RATINGS: A1 AA-	SEMI-ANN. 8.875% 06/01/2039 370,000.000	524,143	530,232
575634AS9 MASSACHUSETTS ELECTRIC 5.9% BDS 15/NOV/2 RATINGS: A3 A-	SEMI-ANN. 5.900% 11/15/2039 145,000.000	146,779	162,793
589331AD9 MERCK & CO INC 6.4% SNR NOTES 01/MAR/202 RATINGS: AAA AA-	SEMI-ANN. 6.400% 03/01/2028 65,000.000	74,019	78,621
59023VAA8 MERRILL LYNCH & CO INC 7.75% BDS 14/MAY/ RATINGS: A3 A-	SEMI-ANN. 7.750% 05/14/2038 570,000.000	621,424	735,910
59156RAM0 METLIFE INC 59156RAM0 5.7% 15/JUN/2035 RATINGS: A3 A-	SEMI-ANN. 5.700% 06/15/2035 165,000.000	121,564	180,203
59562EAH8 MIDAMERICAN ENERGY CO 5.8% BDS 15/OCT/20 RATINGS: A2 A-	SEMI-ANN. 5.800% 10/15/2036 445,000.000	465,924	503,237
61747YCM5 MORGAN STANLEY 5.5% MTN 26/JAN/2020 USD1 RATINGS: A2 A	SEMI-ANN. 5.500% 01/26/2020 195,000.000	193,463	218,901
631005BC8 NARRANGANSETT ELECTRIC 5.638% 15/MAR/204 RATINGS: A3 A-	SEMI-ANN. 5.638% 03/15/2040 340,000.000	353,223	363,948
64952GAF5 NEW YORK LIFE INSURANCE 6.75% BDS 15/NOV RATINGS: AA2 AA	SEMI-ANN. 6.750% 11/15/2039 515,000.000	562,134	628,212
68389XAE5 ORACLE CORP NOTES FIXED 6.5% 15/APR/2038 RATINGS: A2 A	SEMI-ANN. 6.500% 04/15/2038 400,000.000	496,533	487,340
68389XAH8 ORACLE CORP 6.125% BDS 08/JUL/2039 USD10 RATINGS: A2 A	SEMI-ANN. 6.125% 07/08/2039 195,000.000	214,689	227,212
35177PAL1 ORANGE SA CALLABLE NOTES FIXED 8.75% 01/ RATINGS: A3 A-	SEMI-ANN. FLOATING 03/01/2031 790,000.000	1,096,348	1,082,134
694308GE1 PACIFIC GAS & ELECTRIC CO CALLABLE BOND RATINGS: A3 BBB+	SEMI-ANN. 6.050% 03/01/2034 660,000.000	711,163	750,671

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
694475AA2	PACIFIC LIFE INSURANCE 9.25% BDS 15/JUN/	SEMI-ANN. 9.250% 06/15/2039	320,746	333,290
RATINGS:	A3 A	240,000.000		
695114CG1	PACIFICORP 6.25% BDS 15/OCT/2037 1000	SEMI-ANN. 6.250% 10/15/2037	48,435	41,729
RATINGS:	A2 A	35,000.000		
695114CJ5	PACIFICORP 6.35% BDS 15/JUL/2038 USD1000	SEMI-ANN. 6.350% 07/15/2038	1,531,557	1,434,945
RATINGS:	A2 A	1,175,000.000		
713409AC4	PEPSI BOTTLING GROUP INC 7% SNR NTS 01/M	SEMI-ANN. 7.000% 03/01/2029	541,624	516,280
RATINGS:	A2 A	410,000.000		
718172AC3	PHILIP MORRIS INTL INC 6.375% 16/MAY/203	SEMI-ANN. 6.375% 05/16/2038	350,622	391,146
RATINGS:	A2 A	330,000.000		
737679DC1	POTOMAC ELECTRIC POWER CO 7.90% BDS 15/D	SEMI-ANN. 7.900% 12/15/2038	399,666	465,870
RATINGS:	A3 BBB+	330,000.000		
74251VAA0	PRINCIPAL FINANCIAL GROUP BDS 15/OCT/203	SEMI-ANN. 6.050% 10/15/2036	101,255	113,511
RATINGS:	A3 BBB+	100,000.000		
743674AY9	PROTECTIVE LIFE CORP 8.45% NTS 15/OCT/20	SEMI-ANN. 8.450% 10/15/2039	1,229,381	1,311,128
RATINGS:	BAA2 A-	1,030,000.000		
74432QAK1	PRUDENTIAL FINANCIAL INC 5.9% BDS 17/MAR	SEMI-ANN. 5.900% 03/17/2036	113,618	131,902
RATINGS:	BAA2 A	120,000.000		
74432QBD6	PRUDENTIAL FINANCIAL INC 6.625% NTS 01/D	SEMI-ANN. 6.625% 12/01/2037	261,428	395,710
RATINGS:	BAA2 A	330,000.000		
74456QAP1	PUBLIC SERVICE ELECTRIC & GAS CO 5.25% 3	SEMI-ANN. 5.250% 07/01/2035	104,969	112,836
RATINGS:	A2 A-	105,000.000		
74456QAR7	PUBLIC SERVICE ELECTRIC & GAS CO 5.8% BD	SEMI-ANN. 5.800% 05/01/2037	171,334	183,651
RATINGS:	A2 A-	160,000.000		
755111AF8	RAYTHEON CO 7.2% BDS 15/AUG/2027 USD1000	SEMI-ANN. 7.200% 08/15/2027	1,228,274	1,158,438
RATINGS:	BAA1 A-	945,000.000		
771196AU6	ROCHE HLDGS INC 7% BDS 01/MAR/2039 USD'1	SEMI-ANN. 7.000% 03/01/2039	1,606,532	1,376,918
RATINGS:	A2 AA-	1,050,000.000		
826200AD9	SIEMENS FINANCIERINGSMAAT NV 6.125% BDS	SEMI-ANN. 6.125% 08/17/2026	1,119,304	1,133,159
RATINGS:	A1 A+	982,000.000		
871829AN7	SYSCO CORP 6.625% SRN 17/MAR/2039 USD100	SEMI-ANN. 6.625% 03/17/2039	1,210,753	1,064,793
RATINGS:	A1 A+	870,000.000		

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
87612EAR7 TARGET CORP 6.5% BDS 15/OCT/2037 USD1000 RATINGS: A2 A+	SEMI-ANN. 6.500% 10/15/2037 200,000.000	178,958	236,920
878091BC0 TEACHERS INSURANCE & ANNUITY ASSOC 6.85% RATINGS: AA2 AA	SEMI-ANN. 6.850% 12/16/2039 150,000.000	165,089	185,159
87938WAC7 TELEFONICA EMISIONES SAU 7.045% BDS 20/J RATINGS: BAA1 A-	SEMI-ANN. 7.045% 06/20/2036 770,000.000	802,033	846,831
893526BZ9 TRANSCANADA PIPELINES 7.625% BDS 15/JAN/ RATINGS: A3 A-	SEMI-ANN. 7.625% 01/15/2039 1,125,000.000	1,380,445	1,501,594
91324PBK7 UNITED HEALTH GROUP INC 6.875% 15/FEB/20 RATINGS: BAA1 A-	SEMI-ANN. 6.875% 02/15/2038 220,000.000	235,754	274,003
911312AJ5 UNITED PARCEL SERVICE INC NT 6.2%15/JAN/ RATINGS: AA3 AA-	SEMI-ANN. 6.200% 01/15/2038 800,000.000	933,073	972,376
913017BK4 UNITED TECHNOLOGIES CORP 6.05% BDS 01/JU RATINGS: A2 A	SEMI-ANN. 6.050% 06/01/2036 1,490,000.000	1,933,037	1,749,633
92343VAP9 VERIZON COMMUNICATIONS INC 6.9% BDS 15/A RATINGS: A3 A	SEMI-ANN. 6.900% 04/15/2038 510,000.000	566,904	606,936
92344GAX4 VERIZON COMMUNICATIONS 5.85% 15/SEP/2035 RATINGS: A3 A	SEMI-ANN. 5.850% 09/15/2035 300,000.000	355,297	318,501
92857TAH0 VODAFONE GROUP 7.875% NOTES 15/FEB/2030 RATINGS: BAA1 A-	SEMI-ANN. 7.875% 02/15/2030 85,000.000	99,408	106,441
92976GAJ0 WACHOVIA BANK 6.6% BDS 15/JAN/2038 USD10 RATINGS: AA3 AA-	SEMI-ANN. 6.600% 01/15/2038 450,000.000	357,548	559,931
94980VAG3 WELLS FARGO BANK NA 5.95% SNR NTS 26/AUG RATINGS: AA3 AA-	SEMI-ANN. 5.950% 08/26/2036 630,000.000	574,568	716,582
TOTAL CORPORATE DEBT INSTRUMENTS: PREFERRED		45,617,045	47,678,603
CORPORATE DEBT INSTRUMENTS: ALL OTHER			
00287YAM1 ABBVIE INC 4.4% BDS 06/NOV/2042 USD2000	SEMI-ANN. 4.400% 11/06/2042 350,000.000	346,374	326,435
00440FAA2 ACE CAPITAL TRUST 9.7% BDS 01/APR/2030 U RATINGS: BAA1 BBB	SEMI-ANN. 9.700% 04/01/2030 425,000.000	557,480	607,750

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
942683AF0 ACTAVIS INC 3.25% 01/OCT/2022	SEMI-ANN. 3.250% 10/01/2022 230,000.000	216,211	214,526
00507VAC3 ACTIVISION BLIZZARD 5.625% 15/SEP/2021	SEMI-ANN. 5.625% 09/15/2021 105,000.000	105,438	108,675
00817YAJ7 AETNA INC 4.5% BDS 15/MAY/2042 USD1000	SEMI-ANN. 4.500% 05/15/2042 310,000.000	296,899	288,179
001192AK9 AGL CAPITAL CORP 4.4% SRN 01/JUN/2043 US	SEMI-ANN. 4.400% 06/01/2043 175,000.000	174,332	157,791
001192AH6 AGL CAPITAL CORP 5.875% BDS 15/MAR/2041	SEMI-ANN. 5.875% 03/15/2041 185,000.000	184,691	202,914
008916AM0 AGRIUM INC 4.9% BDS 01/JUN/2043 USD1000	SEMI-ANN. 4.900% 06/01/2043 75,000.000	74,429	69,450
008916AJ7 AGRIUM INC 6.125% BDS 15/JAN/2041 USD200	SEMI-ANN. 6.125% 01/15/2041 330,000.000	329,137	355,189
018804AQ7 ALLIANT TECHSYSTEMS INC CALLABLE NOTES F	SEMI-ANN. 5.250% 10/01/2021 110,000.000	110,390	110,275
020002BA8 ALLSTATE CORP 4.5% BDS 15/JUN/2043 USD20	SEMI-ANN. 4.500% 06/15/2043 550,000.000	547,569	520,394
02209SAR4 ALTRIA GROUP INC NOTES FIXED 5.375% 31/J	SEMI-ANN. 5.375% 01/31/2044 295,000.000	293,743	296,221
02209SAH6 ALTRIA GROUP INC 10.2% 06/FEB/2039 RATINGS: BAA1 BBB	SEMI-ANN. 10.200% 02/06/2039 65,000.000	99,430	101,414
02209SAM5 ALTRIA GROUP INC 4.25% BDS 09/AUG/2042 U	SEMI-ANN. 4.250% 08/09/2042 355,000.000	350,548	302,964
023551AJ3 AMERADA HESS CORP 7.3% NOTES 15/AUG/2031 RATINGS: BAA2 BBB-	SEMI-ANN. 7.300% 08/15/2031 910,000.000	1,181,363	1,111,356
02364WAW5 AMERICA MOVIL SAB DE CV NOTES FIXED 6.12	SEMI-ANN. 6.125% 03/30/2040 980,000.000	1,092,484	1,036,958
02364WBE4 AMERICA MOVIL SAB DE CV 4.375% BDS 16/JU	SEMI-ANN. 4.375% 07/16/2042 245,000.000	202,823	203,548
026874BS5 AMERICAN INTERNATIONAL GROUP INC 8.175% RATINGS: BA2 BBB	SEMI-ANN. FLOATING 05/15/2068 625,000.000	685,455	756,250

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
031162BK5 AMGEN INC 5.15% SNR 15/NOV/2041 USD1000	SEMI-ANN. 5.150% 11/15/2041 300,000.000	293,728	298,887
031162BP4 AMGEN INC 5.375% BDS 15/MAY/2043 USD1000	SEMI-ANN. 5.375% 05/15/2043 270,000.000	269,960	277,214
031162BH2 AMGEN INC 5.65% BDS 15/JUN/2042 USD1000	SEMI-ANN. 5.650% 06/15/2042 235,000.000	233,849	248,874
03232PAB4 AMSURG CORP SR NT 5.625% 30/NOV/2020	SEMI-ANN. 5.625% 11/30/2020 145,000.000	152,463	150,800
032510AC3 ANADARKO PETROLEUM CORP 6.2% BDS 15/MAR/ RATINGS: BAA3 BBB-	SEMI-ANN. 6.200% 03/15/2040 960,000.000	927,869	1,061,885
03523TAP3 ANHEUSER BUSCH INBEV WORLDWIDE INC 6.375 RATINGS: BAA2 BBB+	SEMI-ANN. 6.375% 01/15/2040 235,000.000	249,232	286,672
03523TBF4 ANHEUSER-BUSCH INBEV WORLDWIDE INC NOTES	SEMI-ANN. 8.200% 01/15/2039 750,000.000	952,201	1,096,920
03674PAK9 ANTERO RESOURCES FINANCE CORP CALLABLE N	SEMI-ANN. 5.375% 11/01/2021 110,000.000	110,000	111,100
00184AAG0 AOL TIME WARNER INC 7.7% BDS 01/MAY/2032 RATINGS: BAA2 BBB	SEMI-ANN. 7.700% 05/01/2032 1,250,000.000	1,569,761	1,604,963
037389AU7 AON FINANCIAL SERVICES 6.25% BDS 30/SEP/	SEMI-ANN. 6.250% 09/30/2040 220,000.000	219,260	251,579
00185AAC8 AON PLC 4.45% BDS 24/MAY/2043 USD1000	SEMI-ANN. 4.450% 05/24/2043 350,000.000	347,704	310,912
037411BA2 APACHE CORP 4.75% BDS 15/APR/2043 USD100	SEMI-ANN. 4.750% 04/15/2043 265,000.000	264,271	257,037
037735CK1 APPALACHIAN POWER CO 6.7% SNR NTS 15/AUG RATINGS: BAA2 BBB	SEMI-ANN. 6.700% 08/15/2037 150,000.000	134,630	173,741
037833AL4 APPLE INC 3.85% BDS 04/MAY/2043 USD20001	SEMI-ANN. 3.850% 05/04/2043 1,950,000.000	1,816,055	1,629,069
038222AG0 APPLIED MATERIALS INC 5.85% SR NTS 15/JU	SEMI-ANN. 5.850% 06/15/2041 1,055,000.000	1,051,139	1,092,495
038521AL4 ARAMARK CORP SR NT 144A 15/MAR/2020	SEMI-ANN. 5.750% 03/15/2020 345,000.000	350,531	360,525

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
039483BH4 ARCHER DANIELS MIDLAND CO 4.016% NTS 16/	SEMI-ANN. 4.016% 04/16/2043 180,000.000	181,328	153,031
039483BE1 ARCHER-DANIELS MIDLAND CO 4.535% BDS 26/	SEMI-ANN. 4.535% 03/26/2042 292,000.000	296,879	272,608
00206RBA9 AT&T INC NOTES FIXED 5.55% 15/AUG/2041 U	SEMI-ANN. 5.550% 08/15/2041 1,060,000.000	1,160,672	1,075,752
00206RBK7 AT&T INC 4.35% BDS 15/JUN/2045 USD1000	SEMI-ANN. 4.350% 06/15/2045 230,000.000	234,763	194,716
04650NAB0 AT&T INC 5.35% BDS 01/SEP/2040 USD1000	SEMI-ANN. 5.350% 09/01/2040 920,000.000	912,290	910,276
04939MAM1 ATLAS PIPELINE PARTNERS LP / ATLAS PIPEL	SEMI-ANN. 6.625% 10/01/2020 180,000.000	185,950	188,100
04939MAK5 ATLAS PIPELINE PARTNERS LP/FIN CORP 4.75	SEMI-ANN. 4.750% 11/15/2021 65,000.000	65,000	59,475
049560AK1 ATMOS ENERGY CORP 5.5% BDS 15/JUN/2041 U	SEMI-ANN. 5.500% 06/15/2041 195,000.000	194,372	211,158
05508WAA3 B & G FOODS INC 4.625% BDS 01/JUN/2021 U	SEMI-ANN. 4.625% 06/01/2021 335,000.000	326,913	321,600
058498AR7 BALL CORP 5% SNR NT 15/MAR/2022 USD1000	SEMI-ANN. 5.000% 03/15/2022 165,000.000	165,000	163,350
071813BG3 BAXTER INTERNATIONAL INC 4.5% BDS 15/JUN	SEMI-ANN. 4.500% 06/15/2043 215,000.000	214,858	208,013
084664BV2 BERKSHIRE HATH FIN 4.3% BDS 15/MAY/2043	SEMI-ANN. 4.300% 05/15/2043 185,000.000	183,489	166,613
085790AU7 BERRY PLASTICS CORP 9.5% NTS 15/MAY/2018	SEMI-ANN. 9.500% 05/15/2018 175,000.000	193,196	187,688
055451AV0 BHP BILLITON FINANCE USA LTD CALLABLE NO	SEMI-ANN. 5.000% 09/30/2043 1,385,000.000	1,394,742	1,396,509
097793AB9 BONANZA CREEK ENERGY INC 6.75% SR NTS 15	SEMI-ANN. 6.750% 04/15/2021 150,000.000	157,816	157,125
101137AN7 BOSTON SCIENTIFIC 4.125% BDS 01/OCT/2023	SEMI-ANN. 4.125% 10/01/2023 255,000.000	254,837	252,937

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR			COST	CURRENT VALUE
11778BAB8 B$KYB FIN U K PLC 6.50% 15/OCT/2035 RATINGS: BAA1 BBB+	$EMI-ANN.	6.500% 10/15/2035	200,000.000	213,496	223,148
12189LAA9 BURLINGTN NORTH SANTA FE 5.75% 01/MAY/20	SEMI-ANN.	5.750% 05/01/2040	300,000.000	298,989	329,217
12189LAE1 BURLINGTON NORTHERN SANTA FE CORP 5.4% 3	SEMI-ANN.	5.400% 06/01/2041	550,000.000	548,284	570,471
136385AL5 CANADIAN NATURAL RESOURCES 6.25% NTS 15/ RATINGS: BAA2 BBB	SEMI-ANN.	6.250% 03/15/2038	135,000.000	139,482	151,272
14149YAW8 CARDINAL HEALTH INC 4.6% BDS 15/MAR/2043	$EMI-ANN.	4.600% 03/15/2043	205,000.000	204,297	191,425
14916RAD6 CATHOLIC HEALTH INITIATIVE 4.35% BDS 01/	SEMI-ANN.	4.350% 11/01/2042	430,000.000	429,084	373,025
12489LAG3 CB RICHARD ELLIS SERVICES INC 6.625% SR	SEMI-ANN.	6.625% 10/15/2020	440,000.000	469,706	470,800
14987BAE3 CC HOLDINGS GS V LLC / CROWN CASTLE GS I	SEMI-ANN.	3.849% 04/15/2023	245,000.000	245,000	229,345
1248EPAU7 CCO HOLDINGS LLC / CCO HOLDINGS CAPITAL	$EMI-ANN.	6.500% 04/30/2021	420,000.000	454,125	431,550
12513GAX7 CDW LLC/CDW FIN CORP 8.5% BDS 01/APR/201	SEMI-ANN.	8.500% 04/01/2019	300,000.000	336,364	331,500
15135UAF6 CENOVUS ENERGY INC SR NT 6.75% 15/NOV/20	SEMI-ANN.	6.750% 11/15/2039	380,000.000	386,817	445,406
15189WAH3 CENTERPOINT ENERGY RESOURCES CORP 5.85%	SEMI-ANN.	5.850% 01/15/2041	195,000.000	194,862	221,159
156700AX4 CENTURYLINK INC CALLABLE NOTES FIXED 6.7	$EMI-ANN.	6.750% 12/01/2023	115,000.000	115,000	116,438
156700AW6 CENTURYLINK INC 5.625% BDS 01/APR/2020 U	SEMI-ANN.	5.625% 04/01/2020	225,000.000	225,850	228,938
12527GAD5 CF INDUSTRIES INC 4.95% BDS 01/JUN/2043	SEMI-ANN.	4.950% 06/01/2043	345,000.000	344,407	313,988
12543DAL4 CHS/COMMUNITY HEALTH SYSTEMS INC 8% BDS	SEMI-ANN.	8.000% 11/15/2019	245,000.000	269,194	265,825

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
171484AA6 CHURCHILL DOWNS INC CALLABLE NOTES FIXED	SEMI-ANN. 5.375% 12/15/2021 70,000.000	70,000	71,225
125509BT5 CIGNA CORP 5.375% BDS 15/FEB/2042 USD100	SEMI-ANN. 5.375% 02/15/2042 290,000.000	289,809	301,513
125509BQ1 CIGNA CORP 5.875% BDS 15/MAR/2041 USD100	SEMI-ANN. 5.875% 03/15/2041 135,000.000	134,131	148,912
172441AX5 CINEMARK USA INC 5.125% SRN 15/DEC/2022	SEMI-ANN. 5.125% 12/15/2022 125,000.000	121,250	120,938
172441AV9 CINEMARK USA INC 7.375% SNR SUB NT 15/JU	SEMI-ANN. 7.375% 06/15/2021 525,000.000	566,781	580,125
172967HA2 CITIGROUP INC NOTES FIXED 6.675% 13/SEP/	SEMI-ANN. 6.675% 09/13/2043 1,025,000.000	1,059,123	1,170,448
18538RAE3 CLEARWATER PAPER CORPORATION 7.125% SNR	SEMI-ANN. 7.125% 11/01/2018 90,000.000	99,000	96,075
12572QAF2 CME GROUP INC 5.3% 15/SEP/2043	SEMI-ANN. 5.300% 09/15/2043 735,000.000	736,315	769,207
12625GAD6 CNOOC FINANCE 2013 4.25% BDS 09/MAY/2043	SEMI-ANN. 4.250% 05/09/2043 700,000.000	689,605	589,792
20030NAX9 COMCAST CORP 6.4% BDS 15/MAY/2038 USD100 RATINGS: BAA1 BBB+	SEMI-ANN. 6.400% 05/15/2038 480,000.000	462,068	554,280
20030NAK7 COMCAST CORP 6.50% 15/NOV/2035 RATINGS: BAA1 BBB+	SEMI-ANN. 6.500% 11/15/2035 121,000.000	111,631	141,134
20030NBH3 COMCAST CORP(NEW) 4.25% BDS 15/JAN/2033	SEMI-ANN. 4.250% 01/15/2033 875,000.000	867,659	812,805
20030NAV3 COMCAST CORP(NEW) 6.95% SNR NTS 15/AUG/2 RATINGS: BAA1 BBB+	SEMI-ANN. 6.950% 08/15/2037 135,000.000	149,502	165,956
200447AD2 COMISION FEDERAL DE ELECTRICIDAD CALLABL	SEMI-ANN. 4.875% 01/15/2024 205,000.000	203,825	203,463
205887BS0 CONAGRA FOODS INC 4.65% BDS 25/JAN/2043	SEMI-ANN. 4.650% 01/25/2043 315,000.000	314,543	289,394
21036PAH1 CONSTELLATION BRDS 6% SNR NT 01/MAY/2022	SEMI-ANN. 6.000% 05/01/2022 90,000.000	96,413	96,075

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR				COST	CURRENT VALUE
212015AH4 CONTINENTAL RESOURCE INC 5.000% BDS 15/S	SEMI-ANN.	5.000%	09/15/2022	95,000.000	97,375	98,681
21684AAB2 COOPERATIEVE CENTRALE RAIFFEISEN-BOERENL	SEMI-ANN.	5.750%	12/01/2043	250,000.000	245,823	265,023
22003BAG1 CORPORATE OFFICE PROPERTIES LP CALLABLE	SEMI-ANN.	3.600%	05/15/2023	310,000.000	309,430	280,969
22025YAM2 CORRECTIONS CORP AMER NEW SR NT 4.125% 0	SEMI-ANN.	4.125%	04/01/2020	100,000.000	94,750	98,000
22282EAD4 COVANTA HOLDING CORP 7.25% BDS 01/DEC/20	SEMI-ANN.	7.250%	12/01/2020	230,000.000	252,566	251,089
224044BT3 COX COMMUNICATIONS INC 6.95% SNR NTS 01/ RATINGS: BAA2 BBB-	SEMI-ANN.	6.950%	06/01/2038	270,000.000	292,926	283,222
226373AJ7 CRESTWOOD MIDSTREAM PARTNERS LP / CRESTW	SEMI-ANN.	6.000%	12/15/2020	160,000.000	162,200	164,800
22818VAB3 CROWN AMERS LLC/CORP III 6.25% BDS 01/FE	SEMI-ANN.	6.250%	02/01/2021	120,000.000	126,069	130,200
126408GY3 CSX CORP 4.1% BDS 15/MAR/2044 USD1000	SEMI-ANN.	4.100%	03/15/2044	135,000.000	134,507	114,399
126408GS6 CSX CORP 6.22% SR NT 30/APR/2040 USD1000	SEMI-ANN.	6.220%	04/30/2040	270,000.000	286,618	305,230
126650BV1 CVS CAREMARK CORP 5.773% NTS 10/JAN/2033	MONTHLY	5.773%	01/10/2033	427,008.030	427,548	448,380
126650BP4 CVS CAREMARK CORP 6.036% BDS 10/DEC/2028 RATINGS: BAA2 BBB+	MONTHLY	6.036%	12/10/2028	246,631.290	250,471	271,322
126659AA9 CVS LEASE BKD P/TH 8.353% PT CTF 10/JUL/ RATINGS: BAA2 BBB+	MONTHLY	8.353%	07/10/2031	283,461.670	295,044	355,345
23311VAB3 DCP MIDSTREAM PARTNERS LP 4.95% BDS 01/A	SEMI-ANN.	4.950%	04/01/2022	765,000.000	782,251	776,544
245217AS3 DEL MONTE CORP 7.625% BDS 15/FEB/2019 US	SEMI-ANN.	7.625%	02/15/2019	350,000.000	365,809	363,563
248019AP6 DELUXE CORP 7% SNR NT 15/MAR/2019 USD100	SEMI-ANN.	7.000%	03/15/2019	135,000.000	140,588	144,450

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
24823UAG3	DENBURY RESOURCES INC 8.25% BDS 15/FEB/2 RATINGS: B1 BB	SEMI-ANN. 8.250% 02/15/2020 170,000.000	190,320	187,213
25156PAC7	DEUTSCHE TELEKOM AG VAR BDS 15/JUN/2030 RATINGS: BAA1 BBB+	SEMI-ANN. FLOATING 06/15/2030 80,000.000	96,378	111,922
251799AA0	DEVON ENERGY CORP 7.95% DEB 15/APR/2032 RATINGS: BAA1 BBB+	SEMI-ANN. 7.950% 04/15/2032 375,000.000	508,256	488,051
25179MAN3	DEVON ENERGY CORP(NEW) 4.75% BDS 15/MAY/	SEMI-ANN. 4.750% 05/15/2042 170,000.000	168,496	157,643
25243YAV1	DIAGEO CAPITAL 3.875% BDS 29/APR/2043 US	SEMI-ANN. 3.875% 04/29/2043 290,000.000	285,746	249,441
25459HBG9	DIRECTV HLDGS LLC/FINANCING INC 5.15% BD	SEMI-ANN. 5.150% 03/15/2042 360,000.000	352,094	323,316
25459HAZ8	DIRECTV HLDGS LLC/FINANCING INC 6.375% 3	SEMI-ANN. 6.375% 03/01/2041 1,260,000.000	1,342,398	1,306,444
25470DAJ8	DISCOVERY COMMUNIC 4.875% SNR 01/APR/204	SEMI-ANN. 4.875% 04/01/2043 160,000.000	159,821	147,598
25470XAP0	DISH DBS CORP CALLABLE NOTES FIXED 4.25%	SEMI-ANN. 4.250% 04/01/2018 500,000.000	499,383	510,000
25470XAQ8	DISH DBS CORP CALLABLE NOTES FIXED 5.125	SEMI-ANN. 5.125% 05/01/2020 235,000.000	234,175	235,588
257375AC9	DOMINION GAS HOLDINGS LLC CALLABLE NOTES	SEMI-ANN. 4.800% 11/01/2043 230,000.000	229,453	222,373
25746UBM0	DOMINION RES(VIR) 4.9% SNR 01/AUG/2041 U	SEMI-ANN. 4.900% 08/01/2041 225,000.000	221,560	215,960
257559AK0	DOMTAR CORP CALLABLE NOTES FIXED 6.75% 1	SEMI-ANN. 6.750% 02/15/2044 95,000.000	94,733	96,912
260543CE1	DOW CHEMICAL CO 5.25% BDS 15/NOV/2041 US	SEMI-ANN. 5.250% 11/15/2041 150,000.000	149,798	149,448
260543BJ1	DOW CHEMICAL CO 7.375% BDS 01/NOV/2029 U RATINGS: BAA3 BBB-	SEMI-ANN. 7.375% 11/01/2029 405,000.000	493,839	520,470
260543BY8	DOW CHEMICAL CO 9.4% BDS 15/MAY/2039 USD RATINGS: BAA3 BBB-	SEMI-ANN. 9.400% 05/15/2039 175,000.000	276,371	261,434

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
26153CAA1 DREAMWORKS ANIMATI 6.875% GTD SNR 15/AUG	SEMI-ANN. 6.875% 08/15/2020 90,000.000	92,700	95,175
26442CAN4 DUKE ENERGY CAROLINAS LLC CALLABLE BOND	SEMI-ANN. 4.000% 09/30/2042 365,000.000	362,095	329,453
278062AD6 EATON CORP CALLABLE NOTES FIXED 4% 02/NO	SEMI-ANN. 4.000% 11/02/2032 355,000.000	357,101	326,036
278642AF0 EBAY INC 4% BDS 15/JUL/2042 USD1000	SEMI-ANN. 4.000% 07/15/2042 985,000.000	979,247	834,157
278865AM2 ECOLAB INC 5.5% BDS 08/DEC/2041 USD1000	SEMI-ANN. 5.500% 12/08/2041 275,000.000	293,056	294,489
28370TAF6 EL PASO PIPELINE P 4.7% SNR NT 01/NOV/20	SEMI-ANN. 4.700% 11/01/2042 225,000.000	223,999	192,618
268317AF1 ELECTRICITE DE FRANCE SA CALLABLE NOTES	SEMI-ANN. FLOATING 12/31/2049 295,000.000	292,177	293,378
29273RAQ2 ENERGY TRANSFER PA 5.2% SNR 01/FEB/2022	SEMI-ANN. 5.200% 02/01/2022 110,000.000	109,734	115,807
29273RAR0 ENERGY TRANSFER PA 6.5% SNR 01/FEB/2042	SEMI-ANN. 6.500% 02/01/2042 660,000.000	689,343	709,335
29273RAJ8 ENERGY TRANSFER PA 7.5% BDS 01/JUL/2038 RATINGS: BAA3 BBB-	SEMI-ANN. 7.500% 07/01/2038 110,000.000	140,581	129,061
29273RAP4 ENERGY TRANSFER PARTNERS L.P. 6.05% SR 3	SEMI-ANN. 6.050% 06/01/2041 1,155,000.000	1,151,141	1,183,910
29379VAG8 ENTERPRISE PRODUCTS OPER 6.125% 15/OCT/2 RATINGS: BAA3 BBB-	SEMI-ANN. 6.125% 10/15/2039 375,000.000	372,698	413,966
29379VAQ6 ENTERPRISE PRODUCTS OPER 6.45% 01/SEP/20	SEMI-ANN. 6.450% 09/01/2040 245,000.000	241,808	282,069
29379VAY9 ENTERPRISE PRODUCTS PARTNERS LP 4.45% BD	SEMI-ANN. 4.450% 02/15/2043 365,000.000	363,066	322,412
29380TAT2 EPR PROPERTIES 5.75% BDS 15/AUG/2022 USD	SEMI-ANN. 5.750% 08/15/2022 400,000.000	399,992	407,820
29444UAL0 EQUINIX INC 4.875% SR NT 01/APR/2020 USD	SEMI-ANN. 4.875% 04/01/2020 180,000.000	176,400	179,100

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
29444UAK2 EQUINIX INC 7% BDS 15/JUL/2021 USD1000	SEMI-ANN. 7.000% 07/15/2021 100,000.000	107,500	109,250
26884TAE2 ERAC USA FINANCE LLC 5.625% BDS 15/MAR/2	SEMI-ANN. 5.625% 03/15/2042 250,000.000	246,790	255,338
26882PBE1 ERAC USA FINANCE 7% NTS 15/OCT/2037 USD' RATINGS: BAA2 BBB+	SEMI-ANN. 7.000% 10/15/2037 220,000.000	177,808	260,352
30161MAN3 EXELON GENERATION CO LLC 5.6% BDS 15/JUN	SEMI-ANN. 5.600% 06/15/2042 1,735,000.000	1,738,813	1,619,588
314275AC2 FEDERATED RETAIL HOLDING 6.375% SNR NTS RATINGS: BA2 BB	SEMI-ANN. 6.375% 03/15/2037 210,000.000	215,930	234,347
31620MAK2 FIDELITY NATIONAL INFO SERVICES INC 3.5%	SEMI-ANN. 3.500% 04/15/2023 185,000.000	183,535	168,629
31620MAH9 FIDELITY NATIONAL INFO SERVICES INC 5% 3	SEMI-ANN. 5.000% 03/15/2022 105,000.000	112,496	107,231
344593AA6 FONDO MIVIVIENDA SA 3.5% NTS 31/JAN/2023	SEMI-ANN. 3.500% 01/31/2023 150,000.000	148,725	133,875
345370CA6 FORD MOTOR CO NOTES FIXED 7.45% 16/JUL/2 RATINGS: B3 CCC	SEMI-ANN. 7.450% 07/16/2031 820,000.000	1,027,778	1,004,229
35671DBC8 FREEPORT-MCMORAN COPPER & GOLD INC CALLA	SEMI-ANN. 5.450% 03/15/2043 425,000.000	423,062	406,742
369604BF9 GENERAL ELECTRIC CO. 4.125% BDS 09/OCT/2	SEMI-ANN. 4.125% 10/09/2042 975,000.000	969,511	900,764
37045VAB6 GENERAL MOTORS CO CALLABLE NOTES FIXED 4	SEMI-ANN. 4.875% 10/02/2023 400,000.000	400,000	405,000
37045VAC4 GENERAL MOTORS CO CALLABLE NOTES FIXED 6	SEMI-ANN. 6.250% 10/02/2043 320,000.000	320,000	332,400
372491AB6 GENWORTH HOLDINGS INC CALLABLE NOTES FIX	SEMI-ANN. 4.800% 02/15/2024 205,000.000	204,785	201,997
36159RAE3 GEO GROUP INC(THE) 6.625% NTS 15/FEB/202	SEMI-ANN. 6.625% 02/15/2021 245,000.000	265,743	259,088
36159RAH6 GEO GROUP INC/THE CALLABLE NOTES FIXED 5	SEMI-ANN. 5.875% 01/15/2022 145,000.000	145,000	143,913

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
373334KA8 GEORGIA POWER CO 4.3% BDS 15/MAR/2043 US	SEMI-ANN. 4.300% 03/15/2043 1,150,000.000	1,155,923	1,032,700
378272AF5 GLENCORE FUNDING LLC CALLABLE NOTES FIXE	SEMI-ANN. 4.125% 05/30/2023 1,240,000.000	1,151,489	1,158,805
361841AE9 GLP CAPITAL LP / GLP FINANCING II INC BO	SEMI-ANN. 5.375% 11/01/2023 85,000.000	85,000	83,513
38141GGM0 GOLDMAN SACHS GROUP INC 6.25% BDS 01/FE3	SEMI-ANN. 6.250% 02/01/2041 300,000.000	298,869	345,720
38869PAK0 GRAPHIC PACKAGING INTL INC 4.75% BDS 15/	SEMI-ANN. 4.750% 04/15/2021 315,000.000	312,674	311,850
38869PAH7 GRAPHIC PACKAGING INTL INC 7.875% BDS 01	SEMI-ANN. 7.875% 10/01/2018 150,000.000	167,313	162,750
406216BE0 HALLIBURTON CO CALLABLE NOTES FIXED 4.75	SEMI-ANN. 4.750% 08/01/2043 515,000.000	513,939	505,756
41043FAJ8 HANGER INC 7.125% SR NT 15/NOV/2018 USD1	SEMI-ANN. 7.125% 11/15/2018 130,000.000	137,000	139,100
413875AN5 HARRIS CORP 6.15% NTS 15/DEC/2040 USD100	SEMI-ANN. 6.150% 12/15/2040 905,000.000	960,784	966,576
416518AC2 HARTFORD FINANCIAL SERVICES GRP INC 6.62	SEMI-ANN. 6.625% 04/15/2042 275,000.000	316,132	330,600
418056AS6 HASBRO INC 6.35% BDS 15/MAR/2040 USD1000 RATINGS: BAA2 BBB	SEMI-ANN. 6.350% 03/15/2040 635,000.000	715,173	668,877
420088AA4 HAWK ACQUISITION SUB INC 4.25% NTS 15/OC	SEMI-ANN. 4.250% 10/15/2020 725,000.000	721,858	701,438
40412CAB7 HCA HLDGS INC 7.750% BDS 15/MAY/2021 USD	SEMI-ANN. 7.750% 05/15/2021 385,000.000	418,254	420,613
404121AE5 HCA INC 5.875% BDS 15/MAR/2022 USD1000	SEMI-ANN. 5.875% 03/15/2022 95,000.000	98,206	98,088
42217KBB1 HEALTH CARE REIT INC 5.125% NTS 15/MAR/2	SEMI-ANN. 5.125% 03/15/2043 1,200,000.000	1,165,090	1,111,128
428040CJ6 HERTZ CORP 6.75% SNR NTS 15/APR/2019 USD	SEMI-ANN. 6.750% 04/15/2019 150,000.000	156,898	161,625

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
428040CG2 HERTZ CORP 7.375% SNR NTS 15/JAN/2021 US	SEMI-ANN. 7.375% 01/15/2021 175,000.000	192,843	192,063
42809HAD9 HESS CORP 5.6% BDS 15/FEB/2041 USD1000	SEMI-ANN. 5.600% 02/15/2041 405,000.000	416,637	422,059
428236BR3 HEWLETT PACKARD CO 6% BDS 15/SEP/2041 US	SEMI-ANN. 6.000% 09/15/2041 140,000.000	143,034	140,270
43129TAA0 HILAND PARTNERS LP 7.25% BDS 01/OCT/2020	SEMI-ANN. 7.250% 10/01/2020 35,000.000	37,100	37,538
432891AC3 HILTON WORLDWIDE FINANCE LLC / HILTON WO	SEMI-ANN. 5.625% 10/15/2021 100,000.000	101,875	103,750
440543AL0 HORNBECK OFFSHORE SERVICES INC 5.875% SN	SEMI-ANN. 5.875% 04/01/2020 180,000.000	188,675	185,850
44108EBA5 HOST MARRIOTT LP 6.75% SNR NTS 01/JUN/20 RATINGS: Ba1 BB+	SEMI-ANN. 6.750% 06/01/2016 53,000.000	54,550	53,764
444454AB8 HUGHES SATELLITE SYS CORP 6.5% BDS 15/JU	SEMI-ANN. 6.500% 06/15/2019 130,000.000	136,825	140,725
444454AA0 HUGHES SATELLITE SYS CORP 7.625% SNR NTS	SEMI-ANN. 7.625% 06/15/2021 65,000.000	71,175	72,475
44919PAD4 IAC/INTERACTIVECORP CALLABLE NOTES FIXED	SEMI-ANN. 4.875% 11/30/2018 70,000.000	70,000	71,575
451102AV9 ICAHN ENTERPRISES LP 6% BDS 31/JUL/2020	SEMI-ANN. 6.000% 08/01/2020 245,000.000	245,000	252,350
453258AP0 INCO LTD 7.20% DUE 15/SEP/2032 RATINGS: Baa2 BBB+	SEMI-ANN. 7.200% 09/15/2032 340,000.000	353,437	343,618
45685EAJ5 ING US INC CALLABLE NOTES FIXED 5.7% 15/	SEMI-ANN. 5.700% 07/15/2043 105,000.000	104,628	109,704
45687AAF9 INGERSOLL-RAND GLOBAL HOLDING CO LTD CAL	SEMI-ANN. 5.750% 06/15/2043 285,000.000	283,832	289,266
458140AP5 INTEL CORP 4.25% BDS 15/DEC/2042 USD1000	SEMI-ANN. 4.250% 12/15/2042 1,180,000.000	1,072,968	1,042,896
458140AN0 INTEL CORP 4% BDS 15/DEC/2032 USD1000	SEMI-ANN. 4.000% 12/15/2032 300,000.000	297,345	276,501

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
45824TAC9	INTELSAT JACKSON HLDGS SA 7.25% BDS 15/O	SEMI-ANN. 7.250% 10/15/2020 470,000.000	514,746	514,063
459902AT9	INTERNATIONAL GAME TECHNOLOGY CALLABLE N	SEMI-ANN. 5.350% 10/15/2023 495,000.000	502,232	509,642
459745GN9	INTL LEASE FINANCE 5.875% BDS 15/AUG/202	SEMI-ANN. 5.875% 08/15/2022 195,000.000	195,000	194,513
46284PAM6	IRON MOUNTAIN INC DELAWARE 8.375% BDS 15 RATINGS: B2 B+	SEMI-ANN. 8.375% 08/15/2021 150,000.000	162,000	161,625
472319AM4	JEFFERIES GROUP INC 6.5% BDS 20/JAN/2043	SEMI-ANN. 6.500% 01/20/2043 1,015,000.000	1,006,865	1,006,464
478165AG8	JOHNSON(S C & SON) 4.80% NTS 01/SEP/2040	SEMI-ANN. 4.800% 09/01/2040 1,328,000.000	1,453,924	1,271,148
46625HJB7	JP MORGAN CHASE & 5.6% BDS 15/JUL/2041 U	SEMI-ANN. 5.600% 07/15/2041 90,000.000	97,523	97,673
46625HJM3	JPMORGAN CHASE & CO NOTES FIXED 5.625% 1	SEMI-ANN. 5.625% 08/16/2043 1,685,000.000	1,672,228	1,780,657
49338CAA1	KEYSPAN CORP 5.819% NTS 01/APR/2041 USD1	SEMI-ANN. 5.819% 04/01/2041 215,000.000	215,000	241,204
494550BK1	KINDER MORGAN ENERGY PARTNERS 5.625% BDS	SEMI-ANN. 5.625% 09/01/2041 300,000.000	298,524	299,145
494550BD7	KINDER MORGAN ENERGY PARTNERS 6.5% BDS 0 RATINGS: BAA2 BBB	SEMI-ANN. 6.500% 09/01/2039 915,000.000	941,561	1,003,142
494550AW6	KINDER MORGAN ENERGY PARTNERS 6.95% BDS RATINGS: BAA2 BBB	SEMI-ANN. 6.950% 01/15/2038 560,000.000	493,461	643,328
49456BAB7	KINDER MORGAN INC/DE CALLABLE NOTES FIXE	SEMI-ANN. 5.625% 11/15/2023 340,000.000	340,000	329,202
49456BAA9	KINDER MORGAN INC/DE CALLABLE NOTES FIXE	SEMI-ANN. 5.000% 02/15/2021 175,000.000	175,000	172,373
50015QAF7	KODIAK OIL & GAS CORP CALLABLE NOTES FIX	SEMI-ANN. 5.500% 01/15/2021 170,000.000	173,719	169,575
500472AE5	KONINKLIJKE PHILIPS NV 5% BDS 15/MAR/204	SEMI-ANN. 5.000% 03/15/2042 1,200,000.000	1,188,707	1,191,540

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
50076QAE6 KRAFT FOODS GROUP INC 5% BDS 04/JUN/2042	SEMI-ANN. 5.000% 06/04/2042 115,000.000	114,187	113,366
50076QAN6 KRAFT FOODS INC 6.5% NTS 09/FEB/2040 USD	SEMI-ANN. 6.500% 02/09/2040 80,000.000	94,353	93,296
501044CT6 KROGER CO 5.15% BDS 01/AUG/2043 USD1000	SEMI-ANN. 5.150% 08/01/2043 400,000.000	388,045	390,200
501044BZ3 KROGER CO 7.5% CO GTD NTS 01/APR/2031 US RATINGS: BAA2 BBB	SEMI-ANN. 7.500% 04/01/2031 1,080,000.000	1,425,622	1,311,023
513075BB6 LAMAR MEDIA CORP 5.875% BDS 01/FEB/2022	SEMI-ANN. 5.875% 02/01/2022 115,000.000	118,700	117,875
524ESCR36 LEHMAN BROS HLDGS INC 6.5% NTS 19/JUL/20	SEMI-ANN. 6.500% 07/19/2017 1,950,000.000	195	0
524ESC7M6 LEHMAN BROTHERS HOLDINGS INC BOND FIXED	SEMI-ANN. 6.750% 12/28/2017 295,000.000	30	298
52602EAD4 LENDER PROCESSING 5.75% BDS 15/APR/2023	SEMI-ANN. 5.750% 04/15/2023 90,000.000	93,825	93,150
52736RBB7 LEVI STRAUSS & CO 7.625% NTS 15/MAY/2020	SEMI-ANN. 7.625% 05/15/2020 225,000.000	247,207	246,938
53079EAZ7 LIBERTY MUTUAL GROUP INC 6.5% BDS 01/MAY	SEMI-ANN. 6.500% 05/01/2042 230,000.000	229,958	252,414
532716AT4 LIMITED BRANDS INC 6.625% BDS 01/APR/202	SEMI-ANN. 6.625% 04/01/2021 105,000.000	111,825	115,238
532776AX9 LIN TELEVISION CORP 6.375% BDS 15/JAN/20	SEMI-ANN. 6.375% 01/15/2021 70,000.000	71,050	72,800
534187BA6 LINCOLN NATIONAL CORP 7% NTS 15/JUN/2040	SEMI-ANN. 7.000% 06/15/2040 185,000.000	184,610	231,781
538034AF6 LIVE NATION ENTERTAINMENT INC 7% BDS 01/	SEMI-ANN. 7.000% 09/01/2020 225,000.000	239,423	244,125
539830BB4 LOCKHEED MARTIN CORP 4.07% BDS 15/DEC/20	SEMI-ANN. 4.070% 12/15/2042 218,000.000	216,426	190,621
548661DA2 LOWE'S COS INC CALLABLE NOTES FIXED 5% 1	SEMI-ANN. 5.000% 09/15/2043 565,000.000	556,361	569,899

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
50247VAB5 LYB INTERNATIONAL FINANCE BV CALLABLE NO	SEMI-ANN. 5.250% 07/15/2043 555,000.000	535,915	557,908
56585AAF9 MARATHON PETROLEUM CORP 6.5% BDS 01/MAR/	SEMI-ANN. 6.500% 03/01/2041 1,005,000.000	1,205,066	1,145,409
570506AN5 MARKWEST ENERGY PART/FIN 6.50% 15/AUG/20	SEMI-ANN. 6.500% 08/15/2021 105,000.000	108,150	112,875
570506AM7 MARKWEST ENERGY PARTNERS 6.75% BDS 01/NO	SEMI-ANN. 6.750% 11/01/2020 275,000.000	292,338	298,375
577778CB7 MAY DEPARTMENT STORES CO 6.65% BDS 15/JU RATINGS: BA2 BB	SEMI-ANN. 6.650% 07/15/2024 875,000.000	1,069,990	1,011,063
58155QAE3 MCKESSON CORP 6% BDS 01/MAR/2041 USD1000	SEMI-ANN. 6.000% 03/01/2041 70,000.000	68,975	78,479
586054AA6 MEMORIAL SLOAN-KETTERING CANCER CTR 5% 3	SEMI-ANN. 5.000% 07/01/2042 1,370,000.000	1,437,341	1,350,560
59156RAP3 METLIFE INC BDS VAR 15/DEC/2066 USD1000 RATINGS: BAA2 BBB	SEMI-ANN. FLOATING 12/15/2066 1,390,000.000	1,415,668	1,428,225
594918AX2 MICROSOFT CORP CALLABLE NOTES FIXED 4.87	SEMI-ANN. 4.875% 12/15/2043 985,000.000	981,710	1,000,366
595620AL9 MIDAMERICAN ENERGY CO CALLABLE BOND FIXE	SEMI-ANN. 4.800% 09/15/2043 210,000.000	209,009	213,505
59562VAM9 MIDAMERICAN ENERGY HLDGS 6.125% BDS 01/A RATINGS: BAA1 BBB+	SEMI-ANN. 6.125% 04/01/2036 375,000.000	387,484	426,023
605417BZ6 MISSISSIPPI POWER CO 4.25% BDS 15/MAR/20	SEMI-ANN. 4.250% 03/15/2042 315,000.000	313,252	273,269
50075NAR5 MONDELEZ INTERNATIONAL INC 7% BDS 11/AUG RATINGS: BAA2 BBB-	SEMI-ANN. 7.000% 08/11/2037 840,000.000	898,341	1,027,757
61747YDU6 MORGAN STANLEY 4% NTS 22/MAY/2023 USD100	SEMI-ANN. 4.100% 05/22/2023 235,000.000	234,866	227,421
61945CAD5 MOSAIC CO/THE CALLABLE NOTES FIXED 5.45%	SEMI-ANN. 5.450% 11/15/2033 390,000.000	388,541	394,064
61945CAE3 MOSAIC CO/THE CALLABLE NOTES FIXED 5.625	SEMI-ANN. 5.625% 11/15/2043 430,000.000	429,626	436,226

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR			COST	CURRENT VALUE
55342UAC8 MPT OPERATING PTNRSHP/MPT FIN CORP 6.875	SEMI-ANN.	6.875% 05/01/2021 235,000.000		251,558	251,450
624758AB4 MUELLER WATER PRODUCTS INC 7.375% SNR NT RATINGS: B3 B-	SEMI-ANN.	7.375% 06/01/2017 135,000.000		140,313	138,375
63530QAC3 NATIONAL CINEMEDIA LLC 7.875%SNR NTS 15/	SEMI-ANN.	7.875% 07/15/2021 420,000.000		452,852	462,000
628865AA5 NCR CORP CALLABLE NOTES FIXED 5.875% 15/	SEMI-ANN.	5.875% 12/15/2021 35,000.000		35,000	35,656
62886EAJ7 NCR CORP 5% BDS 15/JUL/2022 USD1000	SEMI-ANN.	5.000% 07/15/2022 95,000.000		90,963	90,369
64110LAD8 NETFLIX INC SR NT 144A 21	SEMI-ANN.	5.375% 02/01/2021 210,000.000		214,825	212,625
641423BP2 NEVADA POWER CO 6.65% NTS 01/APR/2036 US RATINGS: BAA3 BBB	SEMI-ANN.	6.650% 04/01/2036 100,000.000		111,675	122,068
651639AP1 NEWMONT MINING CORP 4.875% BDS 15/MAR/20	SEMI-ANN.	4.875% 03/15/2042 640,000.000		656,806	473,882
652482BJ8 NEWS AMERICA INC 6.2% BDS 15/DEC/2034 US RATINGS: BAA1 BBB+	SEMI-ANN.	6.200% 12/15/2034 490,000.000		512,832	542,415
652482BL3 NEWS AMERICA INC 6.4% SNR NTS 15/DEC/203 RATINGS: BAA1 BBB+	SEMI-ANN.	6.400% 12/15/2035 115,000.000		122,296	130,726
652482BY5 NEWS AMERICA INC 6.9% BDS 15/AUG/2039 US RATINGS: BAA1 BBB+	SEMI-ANN.	6.900% 08/15/2039 265,000.000		278,739	315,840
65334HAE2 NEXEN INC 5.875% NTS 10/MAR/2035 USD1000 RATINGS: BAA3 BBB-	SEMI-ANN.	5.875% 03/10/2035 545,000.000		592,355	582,044
65334HAJ1 NEXEN INC 7.5% BDS 30/JUL/2039 USD1000 RATINGS: BAA3 BBB-	SEMI-ANN.	7.500% 07/30/2039 235,000.000		328,011	299,686
65409QBA9 NIELSEN FINANCE LLC / NIELSEN FINANCE CO	SEMI-ANN.	4.500% 10/01/2020 250,000.000		241,803	243,125
65409QAY8 NIELSEN FINANCE LLC/CO 7.75% SNR NTS 15/	SEMI-ANN.	7.750% 10/15/2018 85,000.000		94,065	91,800
65473QBB8 NISOURCE FINANCE CORP 5.25% BDS 15/FEB/2	SEMI-ANN.	5.250% 02/15/2043 225,000.000		224,694	218,664

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
65473QAW3 NISOURCE FINANCE CORP 6.25% BDS 15/DEC/2	SEMI-ANN. 6.250% 12/15/2040 310,000.000	306,063	331,322
65504LAK3 NOBLE HLDGS INTL 5.25% BDS 15/MAR/2042 U	SEMI-ANN. 5.250% 03/15/2042 240,000.000	239,153	230,275
655844BN7 NORFOLK SOUTHERN CORP 4.8% SNR NTS 15/AU	SEMI-ANN. 4.800% 08/15/2043 205,000.000	203,292	198,538
655844BD9 NORFOLK SOUTHERN CORP 6% BDS 23/MAY/2111	SEMI-ANN. 6.000% 05/23/2111 295,000.000	295,000	312,355
666807BH4 NORTHROP GRUMMAN 4.75% BDS 01/JUN/2043 U	SEMI-ANN. 4.750% 06/01/2043 345,000.000	344,669	326,950
670346AN5 NUCOR CORP 5.2% NTS 01/AUG/2023 USD2000	SEMI-ANN. 5.200% 08/01/2043 1,526,000.000	1,516,384	1,486,614
62947QAM0 NXP BV/FUNDING LLC 5.75% SNR 15/FEB/2021	SEMI-ANN. 5.750% 02/15/2021 70,000.000	73,500	73,150
674215AD0 OASIS PETROLEUM IN 6.5% GTD SNR 01/NOV/2	SEMI-ANN. 6.500% 11/01/2021 125,000.000	134,977	133,750
688225AB7 OSHKOSH CORP 8.25% SNR NTS 01/MAR/2017 U	SEMI-ANN. 8.250% 03/01/2017 100,000.000	109,543	105,127
688225AD3 OSHKOSH CORP 8.5% SNR NTS 01/MAR/2020 US	SEMI-ANN. 8.500% 03/01/2020 100,000.000	111,694	110,500
694476AD4 PACIFIC LIFECORP 5.125% BDS 30/JAN/2043	SEMI-ANN. 5.125% 01/30/2043 560,000.000	553,140	514,886
706451BR1 PEMEX PROJECT FUNDING MASTER TRUST 6.625 RATINGS: BAA1 BBB	SEMI-ANN. 6.625% 06/15/2038 695,000.000	737,914	715,850
709599AN4 PENSKE TRUCK LEASI 4.25% BDS 17/JAN/2023	SEMI-ANN. 4.250% 01/17/2023 1,045,000.000	1,044,586	1,017,746
714264AK4 PERNOD RICARD SA NOTES FIXED 5.5% 15/JAN	SEMI-ANN. 5.500% 01/15/2042 450,000.000	447,066	460,071
714294AG0 PERRIGO CO PLC CALLABLE NOTES FIXED 5.3%	SEMI-ANN. 5.300% 11/15/2043 200,000.000	199,164	196,309
71644EAJ1 PETRO-CANADA 6.8% SNR NTS 15/MAY/2038 US RATINGS: BAA2 BBB+	SEMI-ANN. 6.800% 05/15/2038 790,000.000	865,015	945,519

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR			COST	CURRENT VALUE
71645WAQ4 PETROBRAS INTERNATIONAL FINANCE CO - PIF RATINGS: BAA1 BBB-	SEMI-ANN.	6.875%	01/20/2040 285,000.000	283,373	269,539
71645WAS0 PETROBRAS INTERNATIONAL FINANCE 6.75% NT	SEMI-ANN.	6.750%	01/27/2041 170,000.000	168,790	158,174
718592AK4 PHILLIPS VAN HEUSEN CORP 7.375% BDS 15/M RATINGS: B2 BB	SEMI-ANN.	7.375%	05/15/2020 160,000.000	176,800	176,200
718546AH7 PHILLIPS 66 5.875% BDS 01/MAY/2042 USD10	SEMI-ANN.	5.875%	05/01/2042 340,000.000	339,905	368,747
723456AN9 PINNACLE ENTERTAINMENT INC 8.75% SNR SUB	SEMI-ANN.	8.750%	05/15/2020 90,000.000	97,425	99,225
72347QAH6 PINNACLE LLC/CORP 4.875% BDS 01/MAY/2021	SEMI-ANN.	4.875%	05/01/2021 275,000.000	276,313	259,875
72650RBA9 PLAINS ALL AMER PI 5.15% BDS 01/JUN/2042	SEMI-ANN.	5.150%	06/01/2042 354,000.000	368,062	349,051
69352PAH6 PPL CAPITAL FUNDING INC 4.7% SRN 01/JUN/	SEMI-ANN.	4.700%	06/01/2043 295,000.000	293,962	265,730
74112BAJ4 PRESTIGE BRANDS INC CALLABLE NOTES FIXED	SEMI-ANN.	5.375%	12/15/2021 35,000.000	35,000	35,350
74251VAJ1 PRINCIPAL FINANCIAL GROUP 4.35% BDS 15/M	SEMI-ANN.	4.350%	05/15/2043 315,000.000	314,209	282,527
743263AP0 PROGRESS ENERGY INC 6% SNR NTS 01/DEC/20 RATINGS: BAA2 BBB	SEMI-ANN.	6.000%	12/01/2039 145,000.000	144,875	162,629
744320AL6 PRUDENTIAL FINANCIAL INC FRN 15/SEP/2042	SEMI-ANN.	FLOATING	09/15/2042 225,000.000	225,000	228,656
74432QBU8 PRUDENTIAL FINANCIAL INC 5.8% NTS 16/NOV	SEMI-ANN.	5.800%	11/16/2041 179,000.000	177,292	198,235
747262AH6 QVC INC 5.125% NTS 02/JUL/2022 USD1000	SEMI-ANN.	5.125%	07/02/2022 75,000.000	75,000	74,183
75281AAL3 RANGE RESOURCES CORP 6.75% BDS 01/AUG/20	SEMI-ANN.	6.750%	08/01/2020 90,000.000	99,450	97,425
756109AN4 REALTY INCOME CORP 3.25% BDS 15/OCT/2022	SEMI-ANN.	3.250%	10/15/2022 315,000.000	313,053	288,275

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
760759AN0 REPUBLIC SERVICES INC 5.7% BDS 15/MAY/20	SEMI-ANN. 5.700% 05/15/2041 460,000.000	457,373	492,301
76116AAB4 RESOLUTE ENERGY CORP 8.5% BDS 01/MAY/202	SEMI-ANN. 8.500% 05/01/2020 120,000.000	124,525	126,600
761713AZ9 REYNOLDS AMERICAN INC CALLABLE NOTES FIX	SEMI-ANN. 6.150% 09/15/2043 125,000.000	124,441	134,981
761713AW6 REYNOLDS AMERICAN INC 4.75% BDS 01/NOV/2	SEMI-ANN. 4.750% 11/01/2042 440,000.000	436,036	391,081
749571AB1 RHP HOTEL PROPERTIES LP / RHP FINANCE CO	SEMI-ANN. 5.000% 04/15/2021 250,000.000	249,650	246,875
76720AAG1 RIO TINTO FINANCE PLC 4.125% BDS 21/AUG/	SEMI-ANN. 4.125% 08/21/2042 405,000.000	394,251	356,100
775109AZ4 ROGERS COMMUNICATIONS INC CALLABLE NOTES	SEMI-ANN. 5.450% 10/01/2043 195,000.000	193,832	200,082
777779AD1 ROSETTA RES INC 5.625% BDS 01/MAY/2021 U	SEMI-ANN. 5.625% 05/01/2021 230,000.000	236,835	229,425
780097AZ4 ROYAL BANK OF SCOTLAND GROUP PLC NOTES F	SEMI-ANN. 6.000% 12/19/2023 235,000.000	232,880	236,673
785592AA4 SABINE PASS LIQUEFACTION LLC CALLABLE NO	SEMI-ANN. FLOATING 02/01/2021 110,000.000	108,900	107,525
78573AAC4 SABMILLER HLDGS INC 4.95% NTS 15/JAN/204	SEMI-ANN. 4.950% 01/15/2042 200,000.000	198,670	198,650
79546VAH9 SALLY HLDGS LLC/SALLY CAPITAL INC 6.875%	SEMI-ANN. 6.875% 11/15/2019 200,000.000	215,557	221,000
78401FAD9 SBA TELECOMMUNICATIONS 8.25% SR NT 15/AU	SEMI-ANN. 8.250% 08/15/2019 110,000.000	121,205	117,975
837004CE8 SC ELECTRIC & GAS 5.45% 1MTG 01/FEB/2041	SEMI-ANN. 5.450% 02/01/2041 1,245,000.000	1,315,416	1,357,909
810186AH9 SCOTTS MIRACLE-GRO CO 7.25% BDS 15/JAN/2 RATINGS: B1 B+	SEMI-ANN. 7.250% 01/15/2018 105,000.000	113,515	109,200
81211KAS9 SEALED AIR CORP 6.5% BDS 01/DEC/2020 USD	SEMI-ANN. 6.500% 12/01/2020 90,000.000	98,100	96,750

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR			COST	CURRENT VALUE
816851AP4 SEMPRA ENERGY 6.00% 15/OCT/2039 RATINGS: BAA1 BBB+	SEMI-ANN.	6.000%	10/15/2039 540,000.000	536,538	593,168
81725WAF0 SENSATA TECH BV 6.5% SNR 15/MAY/2019 USD	SEMI-ANN.	6.500%	05/15/2019 265,000.000	279,869	284,213
817565BX1 SERVICE CORP INTL 5.375% SNR 15/JAN/2022	SEMI-ANN.	5.375%	01/15/2022 75,000.000	72,750	75,938
817565BW3 SERVICE CORPORATION INTERNATIONAL 4.5% 3	SEMI-ANN.	4.500%	11/15/2020 160,000.000	155,100	154,400
817565BV5 SERVICE CORPORATION INTERNATIONAL 7.0% 3	SEMI-ANN.	7.000%	05/15/2019 400,000.000	440,895	428,000
78412FAL8 SESI L.L.C. 6.375% BDS 01/MAY/2019 USD10	SEMI-ANN.	6.375%	05/01/2019 350,000.000	365,802	373,625
78412FAP9 SESI L.L.C. 7.125% BDS 15/DEC/2021 USD10	SEMI-ANN.	7.125%	12/15/2021 300,000.000	334,450	334,500
826418BE4 SIERRA PACIFIC POWER CO 6.75% BDS 01/JUL RATINGS: BAA3 BBB	SEMI-ANN.	6.750%	07/01/2037 130,000.000	116,084	159,280
827048AP4 SILGAN HLDGS INC 5% BDS 01/APR/2020 USD1	SEMI-ANN.	5.000%	04/01/2020 220,000.000	224,544	217,250
82967NAJ7 SIRIUS XM HOLDINGS INC CALLABLE NOTES FI	SEMI-ANN.	4.250%	05/15/2020 290,000.000	281,300	274,050
82967NAL2 SIRIUS XM HOLDINGS INC CALLABLE NOTES FI	SEMI-ANN.	4.625%	05/15/2023 70,000.000	70,000	63,350
78454LAB6 SM ENERGY CO 6.625% NTS 15/FEB/2019 USD2	SEMI-ANN.	6.625%	02/15/2019 245,000.000	254,682	260,313
842400FZ1 SOUTHERN CALIFORNIA EDISON CO CALLABLE 3	SEMI-ANN.	4.650%	10/01/2043 380,000.000	377,386	376,398
84265VAG0 SOUTHERN COPPER CORP 5.25% BDS 08/NOV/20	SEMI-ANN.	5.250%	11/08/2042 685,000.000	672,718	555,521
843646AJ9 SOUTHERN POWER CO CALLABLE NOTES FIXED 5	SEMI-ANN.	5.250%	07/15/2043 65,000.000	64,815	64,565
845743BL6 SOUTHWESTERN PUB SERVICE 6% BDS 01/OCT/2 RATINGS: BAA1 BBB+	SEMI-ANN.	6.000%	10/01/2036 235,000.000	246,332	260,053

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
84756NAE9 SPECTRA ENERGY PARTNERS LP CALLABLE NOTE	SEMI-ANN. 5.950% 09/25/2043 175,000.000	174,781	187,082
853254AK6 STANDARD CHARTERED PLC SUB GLBL 144A 09/	SEMI-ANN. 5.300% 01/09/2043 1,060,000.000	1,091,490	1,018,861
85571NAB5 STARZ LLC / STARZ FINANCE CORP 5% SNR NT	SEMI-ANN. 5.000% 09/15/2019 915,000.000	927,202	935,588
857555AR7 STATER BROS HLDGS INC 7.375% NTS 15/NOV/	SEMI-ANN. 7.375% 11/15/2018 315,000.000	339,495	333,113
857555AP1 STATER BROS HLDGS INC 7.75% SNR NTS 15/A RATINGS: B2 B+	SEMI-ANN. 7.750% 04/15/2015 175,000.000	180,250	175,441
85771PAQ5 STATOIL ASA CALLABLE NOTES FIXED 4.8% 08	SEMI-ANN. 4.800% 11/08/2043 1,050,000.000	1,045,496	1,047,323
85771PAE2 STATOIL ASA 4.25% BDS 23/NOV/2041 USD100	SEMI-ANN. 4.250% 11/23/2041 255,000.000	255,000	233,741
860370AM7 STEWART ENTERPRISES INC 6.5% BDS 15/APR/	SEMI-ANN. 6.500% 04/15/2019 295,000.000	312,613	312,700
867363AR4 SUNGARD DATA SYSTEMS INC 7.375% NTS 15/N	SEMI-ANN. 7.375% 11/15/2018 330,000.000	354,467	349,388
867363AU7 SUNGARD DATA SYSTEMS INC 7.625% NTS 15/N	SEMI-ANN. 7.625% 11/15/2020 170,000.000	184,875	185,300
87264AAJ4 T-MOBILE USA INC CALLABLE NOTES FIXED 6.	SEMI-ANN. 6.500% 01/15/2024 145,000.000	145,000	146,878
87264AAE5 T-MOBILE USA INC CALLABLE NOTES FIXED 6.	SEMI-ANN. 6.836% 04/28/2023 40,000.000	39,200	41,471
87425EAN3 TALISMAN ENERGY INC 5.5% BDS 15/MAY/2042	SEMI-ANN. 5.500% 05/15/2042 150,000.000	147,215	141,285
87425EAK9 TALISMAN ENERGY INC 6.25% BDS 01/FEB/203 RATINGS: BAA2 BBB	SEMI-ANN. 6.250% 02/01/2038 270,000.000	322,655	274,550
87612BAF9 TARGA RESOURCES PARTNERS LP 7.875% BDS 1	SEMI-ANN. 7.875% 10/15/2018 190,000.000	209,284	204,250
878744AB7 TECK RESOURCES LTD 5.2% BDS 01/MAR/2042	SEMI-ANN. 5.200% 03/01/2042 1,220,000.000	1,216,947	1,076,772

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR			COST	CURRENT VALUE
878742AZ8 TECK RESOURCES LTD 5.4% BDS 01/FEB/2043	SEMI-ANN.	5.400%	02/01/2043 20,000.000	19,987	18,243
878742AW5 TECK RESOURCES LTD 6.25% BDS 15/JUL/2041	SEMI-ANN.	6.250%	07/15/2041 450,000.000	448,718	443,673
87927VAM0 TELECOM ITALIA CAPITAL SA CALLABLE NOTES RATINGS: BAA2 BBB	SEMI-ANN.	6.000%	09/30/2034 190,000.000	165,644	164,588
87927VAV0 TELECOM ITALIA CAPITAL 7.721% BDS 04/JUN RATINGS: BAA2 BBB	SEMI-ANN.	7.721%	06/04/2038 400,000.000	405,728	400,000
879369AB2 TELEFLEX INC 6.875% BDS 01/JUN/2019 USD1	SEMI-ANN.	6.875%	06/01/2019 300,000.000	316,219	315,000
87952VAJ5 TELESAT CDA/TELESAT LLC 6% BDS 15/MAY/20	SEMI-ANN.	6.000%	05/15/2017 165,000.000	168,218	171,600
880451AS8 TENNESSEE GAS PIPELINE CO 7% DEBS 15/MAR RATINGS: BAA3 BB	SEMI-ANN.	7.000%	03/15/2027 250,000.000	256,430	293,728
881609AZ4 TESORO CORP 5.375% BDS 01/OCT/2022 USD10	SEMI-ANN.	5.375%	10/01/2022 110,000.000	105,325	111,375
883556BG6 THERMO FISHER SCIENTIFIC INC CALLABLE NO	SEMI-ANN.	5.300%	02/01/2044 335,000.000	334,759	338,742
88732JAJ7 TIME WARNER CABLE INC 6.55% BDS 01/MAY/2 RATINGS: BAA2 BBB	SEMI-ANN.	6.550%	05/01/2037 343,000.000	386,021	317,395
88732JAU2 TIME WARNER CABLE INC 6.75% BDS 15/JUN/2 RATINGS: BAA2 BBB	SEMI-ANN.	6.750%	06/15/2039 430,000.000	513,510	404,931
88732JAN8 TIME WARNER CABLE INC 7.3% NTS 01/JUL/20 RATINGS: BAA2 BBB	SEMI-ANN.	7.300%	07/01/2038 225,000.000	264,715	224,366
88731EAJ9 TIME WARNER ENT 8.375% SUB NTS 15/JUL/20 RATINGS: BAA2 BBB	SEMI-ANN.	8.375%	07/15/2033 55,000.000	66,766	59,921
887317AS4 TIME WARNER INC CALLABLE BOND FIXED 5.35	SEMI-ANN.	5.350%	12/15/2043 320,000.000	319,811	321,757
887317AD7 TIME WARNER INC 6.5% NTS 15/NOV/2036 USD RATINGS: BAA2 BBB	SEMI-ANN.	6.500%	11/15/2036 345,000.000	284,066	382,312
887315BH1 TIME WARNER INC 7.57% DEB STK 01/FEB/202 RATINGS: BAA2 BBB	SEMI-ANN.	7.570%	02/01/2024 580,000.000	680,218	709,456

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR			COST	CURRENT VALUE
889175BD6	TOLEDO EDISON CO 6.15% NTS 15/MAY/2037 U RATINGS: BAA1 BBB	SEMI-ANN.	6.150% 1,010,000.000	05/15/2037	1,144,539	1,110,535
89417EAJ8	TRAVELERS COMPANIES INC 4.6% SRN 01/AUG/	SEMI-ANN.	4.600% 430,000.000	08/01/2043	428,891	420,136
89469AAA2	TREEHOUSE FOODS INC 7.75% BDS 01/MAR/201 RATINGS: BA2 BB-	SEMI-ANN.	7.750% 300,000.000	03/01/2018	325,945	314,250
89641UAB7	TRINITY ACQUISITION LTD 6.125% SNR NTS 1	SEMI-ANN.	6.125% 275,000.000	08/15/2043	273,914	277,998
87311XAD0	TW TELECOM HLDGS INC 5.375% BDS 01/OCT/2	SEMI-ANN.	5.375% 280,000.000	10/01/2022	287,597	275,100
907818DJ4	UNION PACIFIC CORP 4.75% BDS 15/SEP/2041	SEMI-ANN.	4.750% 225,000.000	09/15/2041	220,570	218,079
911365AW4	UNITED RENTALS INC 8.375% BDS 15/SEP/202	SEMI-ANN.	8.375% 325,000.000	09/15/2020	364,203	362,375
911365AU8	UNITED RENTALS NORTH AMERICA INC 9.25% B RATINGS: B3 B	SEMI-ANN.	9.250% 255,000.000	12/15/2019	288,327	284,325
913017BT5	UNITED TECHNOLOGIES CORP NOTES FIXED 4.5	SEMI-ANN.	4.500% 635,000.000	06/01/2042	627,170	616,642
91324PCD2	UNITEDHEALTH GROUP INC 4.25% BDS 15/MAR/	SEMI-ANN.	4.250% 260,000.000	03/15/2043	256,474	233,332
914886AA4	UNIVERSITY OF SOUTHERN CALIFORNIA 5.25%	SEMI-ANN.	5.250% 335,000.000	10/01/2111	335,000	353,348
91911TAK9	VALE OVERSEAS LTD 6.875% BDS 10/NOV/2039 RATINGS: BAA2 BBB+	SEMI-ANN.	6.875% 275,000.000	11/10/2039	328,947	284,466
91912EAA3	VALE SA NOTES FIXED 5.625% 11/SEP/2042 U	SEMI-ANN.	5.625% 765,000.000	09/11/2042	788,485	694,452
91911XAM6	VALEANT PHARM INTL 7% SNR 01/OCT/2020 US	SEMI-ANN.	7.000% 85,000.000	10/01/2020	89,250	91,588
91913YAP5	VALERO ENERGY CORP 10.5% SRN 15/MAR/2039 RATINGS: BAA2 BBB	SEMI-ANN.	10.500% 145,000.000	03/15/2039	168,998	217,758
92277GAB3	VENTAS REALTY LP CALLABLE NOTES FIXED 5.	SEMI-ANN.	5.700% 275,000.000	09/30/2043	273,977	281,512

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
92343VBS2 VERIZON COMMUNICATIONS INC CALLABLE NOTE	SEMI-ANN. 6.400% 09/15/2033 1,185,000.000	1,239,986	1,362,892
92343VBT0 VERIZON COMMUNICATIONS INC CALLABLE NOTE	SEMI-ANN. 6.550% 09/15/2043 2,595,000.000	2,636,424	3,036,046
92343VBE3 VERIZON COMMUNICATIONS INC 4.75% BDS 01/	SEMI-ANN. 4.750% 11/01/2041 70,000.000	69,348	65,439
92552VAF7 VIASAT INC 6.875% SNR NTS 15/JUN/2020 US	SEMI-ANN. 6.875% 06/15/2020 150,000.000	155,250	158,625
918436AF3 VWR FUNDING INC 7.25% NTS 15/SEP/2017 US	SEMI-ANN. 7.250% 09/15/2017 170,000.000	176,340	182,325
931142DK6 WAL-MART STORES INC CALLABLE NOTES FIXED	SEMI-ANN. 4.750% 10/02/2043 520,000.000	516,381	522,023
931142DB6 WAL-MART STORES INC 4.625% BDS 15/APR/20	SEMI-ANN. 5.625% 04/15/2041 1,385,000.000	1,678,398	1,572,626
931422AK5 WALGREEN CO 4.4% BDS 15/SEP/2042 USD1000	SEMI-ANN. 4.400% 09/15/2042 190,000.000	188,465	168,882
94106LAV1 WASTE MANAGEMENT INC 6.125% 30/NOV/2039 RATINGS: BAA3 BBB	SEMI-ANN. 6.125% 11/30/2039 270,000.000	279,199	308,472
94106LAN9 WASTE MGMT INC DEL SR NT 7.75% 15/MAY/20 RATINGS: BAA3 BBB	SEMI-ANN. 7.750% 05/15/2032 250,000.000	243,480	325,705
94707VAD2 WEATHERFORD INTERNATIONAL LTD 5.95% BDS	SEMI-ANN. 5.950% 04/15/2042 795,000.000	793,557	796,542
94973VBB2 WELLPOINT INC NOTES FIXED 4.65% 15/JAN/2	SEMI-ANN. 4.650% 01/15/2043 405,000.000	402,655	374,949
94974BFP0 WELLS FARGO & CO NOTES FIXED 5.375% 02/N	SEMI-ANN. 5.375% 11/02/2043 1,695,000.000	1,689,853	1,713,018
959319AG9 WESTERN REFINING INC 6.25% NTS 01/APR/20	SEMI-ANN. 6.250% 04/01/2021 125,000.000	126,175	125,938
966387AH5 WHITING PETROLEUM CORP CALLABLE NOTES FI	SEMI-ANN. 5.750% 03/15/2021 160,000.000	160,000	165,600
966387AG7 WHITING PETROLEUM CORP CALLABLE NOTES FI	SEMI-ANN. 5.000% 03/15/2019 320,000.000	320,000	327,200

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR			COST	CURRENT VALUE
966387AF9 WHITING PETROLEUM CORP 6.5% BDS 01/OCT/2	SEMI-ANN.	6.500%	10/01/2018 525,000.000	563,726	557,813
146303AF9 WILLIAM CARTER 5.25% NTS 15/AUG/2021 USD	SEMI-ANN.	5.250%	08/15/2021 35,000.000	35,000	35,525
96950FAF1 WILLIAMS PARTNERS L.P. 6.3% NTS 15/APR/2	SEMI-ANN.	6.300%	04/15/2040 280,000.000	278,323	300,919
92933BAE4 WMG ACQUISITION CORP 6% BDS 15/JAN/2021	SEMI-ANN.	6.000%	01/15/2021 135,000.000	139,531	140,231
978097AC7 WOLVERINE WORLD WIDE INC CALLABLE NOTES	SEMI-ANN.	6.125%	10/15/2020 265,000.000	278,268	283,550
983130AT2 WYNN LAS VEGAS LLC/CORP 5.375% 1ST MTG N	SEMI-ANN.	5.375%	03/15/2022 275,000.000	291,663	277,750
983130AR6 WYNN LAS VEGAS LLC/CORP 7.75% NTS 15/AUG	SEMI-ANN.	7.750%	08/15/2020 150,000.000	165,246	168,375
98389BAH3 XCEL ENERGY INC 6.5% BDS 01/JUL/2036 USD RATINGS: BAA1 BBB	SEMI-ANN.	6.500%	07/01/2036 285,000.000	316,481	339,540
652478BA5 21ST CENTURY FOX AMERICA INC BOND FIXED RATINGS: BAA1 BBB+	SEMI-ANN.	7.750%	12/01/2045 580,000.000	676,834	732,888
652482CL2 21ST CENTURY FOX AMERICA INC CALLABLE NO	SEMI-ANN.	5.400%	10/01/2043 60,000.000	59,673	61,134
652478AW8 21ST CENTURY FOX AMERICA INC PUTABLE BON RATINGS: BAA1 BBB+	SEMI-ANN.	8.450%	08/01/2034 75,000.000	88,857	97,238
TOTAL CORPORATE DEBT INSTRUMENTS: ALL OTHER				146,389,073	145,995,904
PREFERRED					
5545670 JUNGHEINRICH NON VTG PRF SHS NPV			3,505.000	190,755	228,421
TOTAL PREFERRED				190,755	228,421

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
COMMON				
002824100	ABBOTT LABORATORIES NPV	16,960.000	620,501	650,077
4065663	ABERTIS INFRAESTRUCTURAS EUR3	9,718.000	200,931	216,263
H0023R105	ACE LTD COMMON STOCK USD 27.04	4,470.000	400,742	462,779
G0083B108	ACTAVIS PLC COMMON STOCK USD 0.0033	640.000	80,523	107,520
B1YD5Q2	ACTELION CHF0.50	3,073.000	254,072	260,359
B8BSRY1	ACTIVIA PROPERTIES INC UNITS REG S	10.000	76,097	78,874
7110720	ADECCO SA CHF1(REGD)	4,326.000	176,475	343,414
00724F101	ADOBE SYSTEMS INC USD0.0001	4,570.000	207,201	273,652
00767E102	AEGERION PHARMACEUTICALS INC USD0.001	200.000	18,433	14,192
6480048	AEON CO NPV	13,267.000	168,904	179,872
001084102	AGCO CORP USD0.01	655.000	34,677	38,769
6010207	AICHI STEEL CORP NPV	25,000.000	122,855	103,468
009158106	AIR PRODUCTS & CHEMICALS INC COM STK USD	930.000	79,697	103,955
6010702	AISIN SEIKI CO NPV	5,979.000	210,613	242,903
011659109	ALASKA AIR GROUP INC USD1	128.000	6,656	9,391

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
013817101	ALCOA INC USD1	17,110.000	141,068	181,879
01449J105	ALERE INC	220.000	7,063	7,964
015271109	ALEXANDRIA REAL ESTATE EQUITIES INC USD0	176.000	12,412	11,197
015351109	ALEXION PHARMACEUTICAL INC COM NPV USD0.	1,056.000	107,023	140,511
6687214	ALFRESA HOLDINGS CORP NPV	6,200.000	320,840	307,921
018490102	ALLERGAN INC USD0.01	1,800.000	195,437	199,944
018581108	ALLIANCE DATA SYSTEM USD0.01	360.000	68,424	94,655
018804104	ALLIANT TECHSYSTEMS INC USD0.01	128.000	12,486	15,575
5231485	ALLIANZ SE COMMON STOCK EUR 0	5,306.000	811,617	953,041
B3MSM28	AMADEUS IT HLDG SA EUR0.01 A	10,616.000	198,001	455,014
023135106	AMAZON COM INC USD0.01	828.000	212,889	330,198
6066608	AMCOR NPV	39,482.000	273,406	372,653
024835100	AMERICAN CAMPUS COMMUNITIES INC USD0.01	250.000	10,783	8,053
025537101	AMERICAN ELECTRIC POWER CO INC USD6.50	5,330.000	251,094	249,124
02665T306	AMERICAN HOMES 4 RENT USD0.01 A	3,000.000	48,000	48,600
03027X100	AMERICAN TOWER CORPORATION	250.000	19,624	19,955

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
030420103	AMERICAN WATER WORKS CO INC NPV	820.000	34,719	34,653
032511107	ANADARKO PETROLEUM CORP USD0.10	2,624.000	230,766	208,136
B076LH4	ANGLO IRISH BANK CORP EUR0.16	32,516.000	345,731	9,723
4755317	ANHEUSER-BUSCH INBEV SA NPV	872.000	61,881	92,833
G0408V102	AON PLC USD0.01 A	7,360.000	434,707	617,430
037833100	APPLE INC NPV	4,235.000	1,798,086	2,376,301
038222105	APPLIED MATERIALS INC USD0.01	10,520.000	167,742	186,099
03852U106	ARAMARK HOLDINGS CORP COMMON STOCK USD 0	8,899.000	186,239	233,332
039483102	ARCHER DANIELS MIDLAND CO NPV	5,320.000	179,233	230,888
04010L103	ARES CAPITAL CORP USD0.001	610.000	10,776	10,840
B281L72	ARSEUS NV NPV	3,206.000	119,199	122,105
B39VJC9	ARYZTA AG CHF0.02	3,204.000	142,128	246,420
6055208	ASAHI GLASS CO NPV	39,000.000	262,885	242,672
6563875	ASCENDAS REAL ESTATE INV TRUST UNITS NPV	52,300.000	102,638	91,129
0053673	ASHTEAD GROUP ORD GBP0.10	15,462.000	62,029	194,628
0989529	ASTRAZENECA PLC ORD USD0.25	11,307.000	464,149	669,404

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
00206R102	AT&T INC USD1	24,300.000	861,643	854,388
0060800	ATKINS(WS) GBP0.005	16,622.000	236,014	390,378
B3DCF75	ATRIUM EUROPEAN REAL ESTATE LTD EUR5	4,400.000	24,720	25,343
B17NLM7	AURELIUS AG NPV	7,817.000	194,237	317,757
6065586	AUSTRALIA & NEW ZEALAND BANKING GRP NPV	14,230.000	341,972	410,316
053332102	AUTOZONE INC USD0.01	410.000	166,749	195,955
Y0486S104	AVAGO TECHNOLOGIES LTD NPV	3,290.000	127,156	174,008
053484101	AVALONBAY COMMUNITIES INC USD0.01	2,641.000	298,326	312,245
7088429	AXA EUR2.29	22,691.000	413,293	631,907
05463D100	AXIALL CORP USD0.01	8,836.000	400,777	419,180
5993020	AXIS AB ORD NPV	5,300.000	193,965	184,682
G0692U109	AXIS CAPITAL HLDGS USD0.0125	400.000	17,851	19,028
05615F102	BABCOCK & WILCOX CO USD0.01	229.000	6,746	7,830
0263494	BAE SYSTEMS PLC COMMON STOCK GBP 2.5	6,687.000	49,123	48,178
056752108	BAIDU INC ADR EACH REPR 0.10 SHARE A	1,140.000	149,855	202,783
057224107	BAKER HUGHES INC USD1	1,290.000	59,252	71,285

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
058498106	BALL CORP NPV	860.000	37,573	44,428
B1HKSV6	BANCA GENERALI EUR1	10,237.000	199,669	317,528
5501906	BANCO BILBAO VIZCAYA ARGENTARIA SA EUR0.	14,349.000	163,744	176,922
5705946	BANCO SANTANDER SA EUR0.50	46,575.000	545,346	417,542
060505104	BANK OF AMERICA CORP USD0.01	62,375.000	784,219	971,179
5474008	BANKINTER SA EUR0.30(REGD)	35,709.000	196,572	245,386
3134865	BARCLAYS ORD GBP0.25	24,695.000	95,880	111,231
4704096	BARCO(NEW) NPV	4,636.000	303,412	362,210
5086577	BASF SE NPV	5,083.000	246,733	542,749
071813109	BAXTER INTERNATIONAL INC USD1	4,200.000	297,448	292,110
5069211	BAYER AG NPV	7,602.000	583,849	1,067,944
5756029	BAYERISCHE MOTOREN WERKE AG EUR1	1,715.000	165,217	201,391
B1FP891	BBA AVIATION PLC ORD GBP0.297600	11,733.000	60,377	62,302
073685109	BEACON ROOFING SUPPLY INC USD0.01 A	5,313.000	175,660	214,008
B64G908	BEAZLEY PLC	24,807.000	95,362	111,714
B0F9971	BERENDSEN PLC ORD GBP0.30	19,890.000	258,012	308,509

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
084670702	BERKSHIRE HATHAWAY INC COMMON STOCK USD	9,280.000	999,080	1,100,237
0876289	BG GROUP ORD GBP0.10	933.000	21,773	20,050
6144690	BHP BILLITON LIMITED ORD NPV	17,477.000	452,255	594,004
09062X103	BIOGEN IDEC INC USD0.0005	1,349.000	288,511	377,383
09061G101	BIOMARIN PHARMACEUTICAL USD0.001	530.000	34,105	37,243
09063H107	BIOMED REALTY TRUST INC USD0.01	11,080.000	231,164	200,770
09247X101	BLACKROCK INC NPV A	1,515.000	399,664	479,452
B1WBW23	BLINKX PLC COMMON STOCK GBP 1	83,873.000	173,799	285,122
6197876	BML INC NPV	136.000	3,611	4,606
7309681	BNP PARIBAS EUR2	2,928.000	184,775	228,562
B011205	BOARDWALK REAL ESTATE INVESTMENT TR TRUS	2,300.000	123,985	129,558
6536112	BOC HONG KONG HOLDINGS LTD COMMON STOCK	156,270.000	444,551	500,830
B3FLWH9	BODYCOTE PLC ORD GBP0.1727272	15,425.000	122,792	171,169
B8B6WX9	BORREGAARD ASA NOK1	32,157.000	144,539	160,073
101121101	BOSTON PROPERTIES INC USD0.01	3,810.000	346,939	382,410
0798059	BP ORD USD0.25	50,414.000	476,240	407,513

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
105368203	BRANDYWINE REALTY TRUST SHS BEN INT USD0	16,690.000	240,153	235,162
05564E106	BRE PROPERTIES INC USD0.01 A	4,700.000	216,502	257,137
110122108	BRISTOL-MYERS SQUIBB CO USD0.10	10,700.000	440,763	568,705
0287580	BRITISH AMERICAN TOBACCO ORD GBP0.25	3,809.000	115,743	204,274
0136701	BRITISH LAND CO PLC ORD GBP0.25	18,107.000	167,089	188,635
11120U105	BRIXMOR PROPERTY GROUP INC REIT USD 0.01	6,770.000	136,843	137,634
111320107	BROADCOM CORP USD0.0001 A	12,735.000	338,441	377,593
11133T103	BROADRIDGE FINANCIAL SOL NPV	790.000	28,128	31,221
111621306	BROCADE COMMUNICATIONS SYSTEMS INC	920.000	7,299	8,160
3091357	BT GROUP ORD GBP0.05	34,709.000	213,502	218,105
B07ZBW6	BUCHER INDUSTRIES AG CHF0.2 (REGD)	1,671.000	434,445	486,635
122017106	BURLINGTON STORES INC COMMON STOCK USD 0	5,518.000	110,447	176,576
B010DT8	C&C GROUP ORD EUR0.01	39,217.000	255,947	229,666
12673P105	CA INC USD0.10	1,535.000	36,671	51,653
127097103	CABOT OIL & GAS CORP COMMON STOCK USD 0.	860.000	30,756	33,334
2065029	CALLOWAY REAL ESTATE INVESTMENT TRUST RE	1,800.000	32,305	42,624

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
132011107	CAMBREX CORP USD0.10	14,197.000	259,516	253,133
133131102	CAMDEN PROPERTY TRUST SBI USD0.01	160.000	10,123	9,101
13342B105	CAMERON INTERNATIONAL CORP USD0.01	8,290.000	459,055	493,504
136385101	CANADIAN NATURAL RESOURCES COM NPV	11,265.000	365,231	381,208
6172323	CANON INC NPV	500.000	24,078	15,841
B011YD2	CAPITACOMMERICAL TRUST UNITS	193,600.000	179,330	222,335
139794101	CAPITAL BANK FINANCIAL CORP USD0.01	11,186.000	204,707	254,482
14040H105	CAPITAL ONE FINANCIAL CORP USD0.01	3,426.000	201,114	262,466
6309303	CAPITALAND LTD NPV	21,412.000	58,352	51,385
6420129	CAPITAMALL TRUST MANAGEMENT UNITS	32,481.000	48,449	49,007
B442NY4	CAPITAMALLS ASIA LTD NPV	72,500.000	109,192	112,546
14149Y108	CARDINAL HEALTH INC NPV	12,570.000	562,300	839,802
142339100	CARLISLE COS INC USD1	158.000	10,281	12,545
B0XP0T0	CASTELLUM AB SEK0.50	8,710.000	94,199	135,750
149123101	CATERPILLAR INC USD1	500.000	41,848	45,405
B00LBS7	CATLIN GROUP USD0.01	36,974.000	268,474	355,488

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
14964U108	CAVIUM INC USD0.001	6,270.000	198,388	216,378
124830100	CBL & ASSOCIATES PROPERTIES INC USD0.01	2,570.000	61,704	46,157
124857202	CBS CORP CLASS'B' COM STK USD0.001	3,560.000	164,764	226,914
150870103	CELANESE CORP COMMON STOCK USD 0.0001	5,135.000	268,430	284,017
151020104	CELGENE CORP USD0.01	4,121.000	495,869	696,284
15135B101	CENTENE CORP(DEL) USD0.001	5,060.000	226,089	298,287
6679794	CENTURY TOKYO LEASING CORP NPV	7,177.000	129,971	236,946
156782104	CERNER CORP USD0.01	900.000	45,993	50,166
16115Q308	CHART INDUSTRIES INC NPV	2,620.000	185,200	250,577
16411R208	CHENIERE ENERGY INC USD0.003	1,620.000	56,396	69,854
6190273	CHEUNG KONG HOLDINGS LTD COMMON STOCK HK	40,324.000	534,420	636,551
166764100	CHEVRON CORP USD0.75	12,765.000	1,538,680	1,594,476
6192150	CHINA OVERSEAS LAND & INVESTMENT LTD COM HKD 0	27,500.000	65,063	77,317
6191801	CHIYODA CO NPV	5,600.000	148,269	107,945
125509109	CIGNA CORP USD0.25	3,705.000	254,396	324,113
B15FWH7	CINEWORLD GROUP ORD GBP0.01	45,893.000	193,905	288,839

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
17275R102	CISCO SYSTEMS INC USD0.001	44,250.000	955,958	993,413
172967424	CITIGROUP INC USD0.01	36,595.000	1,758,255	1,906,965
177376100	CITRIX SYSTEMS INC USD0.001	1,710.000	103,538	108,158
0766807	CLOSE BROS GROUP ORD GBP0.25	22,936.000	485,312	521,192
125896100	CMS ENERGY CORP USD0.01	4,460.000	119,189	119,394
N20944109	CNH INDUSTRIAL NV COMMON STOCK EUR 0.01	3,406.000	39,220	38,658
B07KD36	COBHAM ORD GBP0.025	88,601.000	300,361	402,816
191216100	COCA-COLA CO USD0.25	6,010.000	250,294	248,273
6163286	COCA-COLA WEST CO LTD NPV	9,200.000	155,945	194,933
19239V302	COGENT COMMUNICATIONS GROUP INC NEW COM USD0.001	5,665.000	150,725	228,923
192446102	COGNIZANT TECHNOLOGY SOLUTIONS CORP USD0	2,450.000	173,735	247,401
5806225	COLRUYT SA NPV	5,652.000	303,998	316,044
20030N101	COMCAST CORP COMMON STOCK USD 0.01	24,575.000	1,007,446	1,277,040
200340107	COMERICA INC USD5	940.000	34,242	44,688
6603737	COMFORTDELGRO CORP NPV	134,000.000	152,088	213,322
6215035	COMMONWEALTH BANK OF AUSTRALIA ORD NPV	5,727.000	331,371	398,621

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
205363104	COMPUTER SCIENCES CORP USD1	310.000	16,539	17,323
6687247	COMSYS HOLDINGS CORP NPV	27,600.000	339,853	433,806
20825C104	CONOCOPHILLIPS USD0.01	3,705.000	218,321	261,758
21036P108	CONSTELLATION BRANDS INC USD0.01 A	690.000	35,796	48,562
4598589	CONTINENTAL AG NPV	2,412.000	214,418	529,784
216648402	COOPER COS INC USD0.10	100.000	12,754	12,384
P31076105	COPA HOLDINGS SA NPV CLASS 'A'	66.000	8,429	10,567
4929286	CORIO NV EUR10	1,160.000	48,410	52,069
219350105	CORNING INC USD0.50	3,070.000	46,909	54,707
22160K105	COSTCO WHOLESALE CORP USD0.005	1,550.000	187,587	184,466
G2554F113	COVIDIEN PLC USD0.20	10,056.000	584,903	684,814
224399105	CRANE CO USD1	60.000	3,633	4,035
7262610	CREDIT AGRICOLE EUR3	49,209.000	550,436	630,949
6591809	CREDIT SAISON CO NPV	6,900.000	155,469	181,584
228368106	CROWN HOLDINGS INC	2,290.000	95,570	102,065
6185495	CSL NPV	1,845.000	72,226	113,827

Owens Corning Merged Retirement Plan

Schedule of Reportable Transactions
Form 5500, Schedule H, Line 4j
EIN 34-4323452, Plan No. 001
Year Ended December 31, 2013

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Category (iii) - A series of transactions with respect to securities of the same issue that amount in the aggregate to more than 5 percent of the beginning value of the total Plan assets						
JPMorgan Chase Bank, N.A.	Black Rock U.S. Debt Index Fund E					
	Purchases - 16	$ 83,037,131	$ -	$ 83,037,131	$ 83,037,131	$ -
	Sales - 44	-	79,513,967	79,969,309	79,513,967	(455,342)
JPMorgan Chase Bank, N.A.	JPMorgan Prime Mmkt					
	Purchases - 1,203	300,694,414	-	300,694,414	300,694,414	-
	Sales - 882	-	295,663,601	295,663,601	295,663,601	-

There were no Category (i), (ii) or (iv) reportable transactions during the year.

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
126408103	CSX CORP USD1	16,080.000	392,857	462,622
BGQYC45	CTT-CORREIOS DE PORTUGAL SA COMMON STOCK	21,774.000	171,007	167,719
229663109	CUBESMART USD0.01	1,090.000	17,170	17,375
229899109	CULLEN FROST BANKERS USD5	370.000	26,571	27,539
231082108	CUMULUS MEDIA INC USD0.01 A	36,895.000	204,467	285,198
231561101	CURTISS-WRIGHT CORP USD1	330.000	20,220	20,536
126650100	CVS CAREMARK CORP USD0.01	14,975.000	869,533	1,071,761
232820100	CYTEC INDUSTRIES INC USD0.01	70.000	5,844	6,521
6250542	DAICEL CORPORATION	8,151.000	48,357	66,384
6250304	DAIHATSU MOTOR CO NPV	20,687.000	342,092	350,737
6253132	DAIICHIKOSHO CO NPV	4,600.000	109,557	130,247
5529027	DAIMLER AG ORD NPV(REGD)	679.000	54,164	58,851
6250508	DAITO TRUST CONSTRUCTION CO NPV	4,823.000	280,357	451,074
6251363	DAIWA HOUSE INDUSTRY CO NPV	8,594.000	136,927	166,394
6251448	DAIWA SECURITIES GROUP INC NPV	35,000.000	330,176	349,650
235825205	DANA HOLDING CORP USD0.01	6,173.000	117,394	121,114

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
6175203	DBS GROUP HLDGS LTD NPV	26,013.000	269,704	352,307
23317H102	DDR CORP NPV	17,500.000	232,090	268,975
242309102	DEALERTRACK TECHNOLOGIES INC	6,549.000	242,129	314,876
244199105	DEERE & CO USD1	1,160.000	99,188	105,943
6219640	DELEK GROUP ILS1	672.000	202,592	256,719
4262118	DELHAIZE FRERES ET CIE(LE LION)SA NPV	9,784.000	568,069	582,416
G27823106	DELPHI AUTOMOTIVE PLC ORD USD0.01	6,165.000	302,824	370,701
247361702	DELTA AIR LINES INC USD0.01	2,960.000	49,757	81,311
4457088	DERICHEBOURG EUR 0.25	10,940.000	51,305	36,436
0265274	DERWENT LONDON PLC ORD GBP 0.05	5,220.000	121,929	215,708
4557847	DEUTZ AG NPV	25,080.000	220,032	224,115
B033YN6	DEXUS PROPERTY GROUP NPV (STAPLED)	241,302.000	194,475	216,960
25243Q205	DIAGEO ADR EACH REPR 4 ORD GBP0.28 101/1	3,435.000	414,931	454,863
0237400	DIAGEO ORD GBP0.28 101/108	2,406.000	59,631	79,699
253393102	DICKS SPORTING GOODS INC USD0.01	4,510.000	214,973	262,031
253868103	DIGITAL REALTY TRUST INC USD0.01	714.000	45,695	35,072

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
25490A309	DIRECTV USD0.01	6,460.000	363,894	446,321
25470F104	DISCOVERY COMMUNICATIONS INC CLS 'A' USD	4,140.000	327,892	374,339
25470M109	DISH NETWORK CORP CLASS'A'COM STK USD0.0	1,950.000	82,273	112,944
B55ZR92	DISTRIBUIDORA INTL DE ALIMENTACION EUR0.	11,988.000	101,401	107,373
0047245	DIXONS RETAILS PLC	478,114.000	375,519	384,139
25960P109	DOUGLAS EMMETT INC USD0.01	8,600.000	184,412	200,294
260543103	DOW CHEMICAL CO USD2.50	15,125.000	524,498	671,550
26138E109	DR PEPPER SNAPPLE GROUP INC USD0.01	2,650.000	126,684	129,108
23334L102	DST INC NPV A	130.000	5,531	5,555
233331107	DTE ENERGY CO NPV	420.000	27,844	27,884
264411505	DUKE REALTY CORP USD0.01	19,200.000	302,642	288,768
B3VL4P5	DULUXGROUP LTD NPV	92,739.000	337,661	444,714
26613Q106	DUPONT FABROS TECHNOLOGY USD1	860.000	21,449	21,251
269246401	E TRADE FINANCIAL CORP USD0.01	1,200.000	17,657	23,568
26969P108	EAGLE MATERIALS INC USD0.01	2,989.000	130,920	231,438
27579R104	EAST WEST BANCORP INC USD0.01	1,012.000	24,168	35,390

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
B7KR2P8	EASYJET ORD GBP0.27285714	2,547.000	62,075	64,796
G29183103	EATON CORP PLC NPV	9,460.000	598,579	720,095
278642103	EBAY INC COMMON STOCK USD 0.001	5,230.000	276,084	287,075
281020107	EDISON INTERNATIONAL NPV	3,172.000	165,007	146,864
285512109	ELECTRONIC ARTS USD0.01	5,227.000	99,003	119,907
B7FNMQ2	ELEMENT FINL CORP NPV	21,814.000	130,338	287,432
0241854	ELEMENTIS ORD GBP0.05	41,908.000	124,568	186,644
268648102	EMC CORP USD0.01	27,465.000	625,015	690,745
291011104	EMERSON ELECTRIC CO USD0.50	4,381.000	239,723	307,459
7144569	ENEL SPA EUR1	114,312.000	493,024	499,956
7145056	ENI NPV	22,556.000	664,081	543,607
G3157S106	ENSCO PLC SHS CLASS A	3,500.000	198,711	200,130
26875P101	EOG RESOURCES INC USD0.01	670.000	79,808	112,453
26884L109	EQT CORP NPV	650.000	56,456	58,357
29444U502	EQUINIX INC USD0.001	1,585.000	265,700	281,258
29476L107	EQUITY RESIDENTIAL PROPERTIES TRUST SHS	BENEFICIAL INTEREST USD0.01 9,300.000	468,613	482,391

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
297178105	ESSEX PROPERTY TRUST INC USD0.0001	1,310.000	193,811	187,998
4798271	EUROCOMMERCIAL CVA EUR0.50 (REP 10 SHS)	3,210.000	126,127	136,501
29977G102	EVERBANK FINANCIAL CORP USD0.01	15,119.000	242,407	277,282
29977A105	EVERCORE PARTNERS INC NPV	4,503.000	166,108	269,189
G3223R108	EVEREST RE GROUP USD0.01	224.000	29,426	34,915
30040P103	EVERTEC INC USD0.01	9,771.000	221,439	240,953
30162A108	EXELIS INC USD0.01	16,032.000	183,143	305,570
B06HZC1	EXOR SPA EUR0.52	3,125.000	118,759	124,489
30219G108	EXPRESS SCRIPTS HLDG CO USD0.01	5,400.000	353,452	379,296
30224P200	EXTENDED STAY AMERICA INC UNIT USD 0.01	2,100.000	45,366	55,146
30231G102	EXXON MOBIL CORP COMMON STOCK USD 0	11,285.000	994,993	1,142,042
30303M102	FACEBOOK INC USD0.000006 A	2,870.000	127,496	156,874
B0LC9F2	FASTIGHETS BALDER AB NPV	31,032.000	155,695	318,891
313747206	FEDERAL REALTY INVESTMENT TRUST SHS BNF	500.000	39,606	50,705
B9510B1	FEDERATION CENTRES NPV (STAPLED SECURITY	73,500.000	152,337	153,871
31428X106	FEDEX CORP USD0.10	2,790.000	282,139	401,118

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
31430F101	FELCOR LODGINGS TRUST INC USD0.01	36,438.000	172,569	297,334
31620M106	FIDELITY NATIONAL INFO SERVICES INC USD0	630.000	27,673	33,818
316773100	FIFTH THIRD BANCORP NPV	980.000	18,893	20,609
31787A507	FINISAR CORP USD0.001	12,341.000	189,860	295,197
337915102	FIRSTMERIT CORP NPV	12,592.000	200,131	279,920
G35569105	FLEETMATICS GROUP PLC EUR0.015	4,352.000	125,894	188,224
34354P105	FLOWSERVE CORP USD1.25	310.000	17,743	24,437
343412102	FLUOR CORP(NEW) USD0.01	5,260.000	302,684	422,325
7745638	FONCIERE DES REGIONS EUR3	1,144.000	88,213	98,918
H27178104	FOSTER WHEELER AG CHF3	5,113.000	112,208	168,831
6329947	FP CORP NPV	2,300.000	149,151	164,122
B17N247	FRASERS CENTREPOINT TRUST REIT UNITS	16,300.000	15,611	22,721
B1SK0S6	FREENET AG NPV	10,265.000	135,830	308,071
35671D857	FREEPORT-MCMORAN COPPER & GOLD INC USD0.	3,740.000	129,281	141,148
G3727Q101	FREESCALE SEMICONDUCTOR LTD	640.000	10,052	10,272
6356525	FUJIFILM HLDGS CORP NPV	13,500.000	264,288	382,889

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
6355180	FUJIMORI KOGYO CO NPV	2,900.000	82,339	72,207
6356945	FUJITSU NPV	123,450.000	698,059	638,950
302693106	FXCM INC USD0.01 A	14,935.000	238,599	266,440
36467W109	GAMESTOP CORPORATION NEW CLASS 'A' COM U	240.000	11,932	11,822
364760108	GAP INC USD0.05	570.000	23,645	22,276
B0C2CQ3	GDF SUEZ EUR1	21,545.000	517,142	507,515
7742468	GECINA EUR7.50	800.000	102,420	105,860
368736104	GENERAC HLDGS USD0.01	4,959.000	201,946	280,878
369550108	GENERAL DYNAMICS CORP USD1	1,120.000	96,926	107,016
369604103	GENERAL ELECTRIC CO. USD0.06	45,720.000	1,058,134	1,281,532
370023103	GENERAL GROWTH PROPERTIES INC USD0.01	22,560.000	357,973	452,779
370334104	GENERAL MILLS INC USD0.1	6,030.000	296,675	300,957
37045V100	GENERAL MOTORS CO USD0.01	18,600.000	590,811	760,182
G3922B107	GENPACT USD0.01	2,070.000	38,564	38,026
375558103	GILEAD SCIENCES INC USD0.001	1,340.000	90,493	100,701
4058629	GLANBIA ORD EUR0.06	12,767.000	131,594	198,089

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
0925288	GLAXOSMITHKLINE ORD GBP0.25	11,464.000	208,303	305,980
B4KJWS6	GLOBAL LOGISTIC PROPERTIES LTD NPV	149,300.000	274,970	341,737
B8RBZV7	GLP J-REIT UNITS	69.000	71,177	67,487
4501093	GN STORE NORD DKK4	15,108.000	230,624	371,693
36191G107	GNC HLDGS INC USD0.001	210.000	10,856	12,275
38046C109	GOGO INC USD0.0001	4,654.000	148,496	115,466
38141G104	GOLDMAN SACHS GROUP INC USD0.01	1,070.000	154,207	189,668
B03FYZ4	GOODMAN GROUP NPV (STAPLED UNITS)	61,075.000	211,484	258,451
38259P508	GOOGLE INC USD0.001 A	1,876.000	1,510,045	2,102,452
384802104	GRAINGER(W.W.) INC USD0.50	391.000	95,894	99,869
391164100	GREAT PLAINS ENERGY INC NPV	308.000	6,888	7,466
B01FLL1	GREAT PORTLAND ESTATES PLC ORD GBP0.125	24,976.000	142,159	247,785
0386410	GREENCORE GROUP ORD GBP0.01	105,553.000	181,888	389,853
401617105	GUESS INC USD0.01	130.000	3,923	4,039
6400433	H.I.S.CO NPV	4,500.000	195,268	224,775
405217100	HAIN CELESTIAL GROUP INC USD0.01	1,124.000	54,201	102,037

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
B012TP2	HALFORDS GROUP ORD GBP0.01	11,886.000	92,416	87,800
406216101	HALLIBURTON CO USD2.50	10,435.000	448,874	529,576
0406501	HAMMERSON PLC ORD GBP0.25	30,508.000	226,963	253,655
410345102	HANESBRANDS INC USD0	160.000	11,052	11,243
6536684	HANSSEM CO KRW1000	5,350.000	213,143	254,991
412822108	HARLEY DAVIDSON USD0.01	290.000	19,544	20,080
416515104	HARTFORD FINANCIAL SERVICES GROUP INC/TH	STOCK USD 0.01 2,010.000	57,888	72,822
40414L109	HCP INC COM STK USD1	5,169.000	218,563	187,738
42217K106	HEALTH CARE REIT INC USD1	9,700.000	561,651	519,629
421946104	HEALTHCARE REALTY TRUST INC USD0.01	6,900.000	169,285	147,039
42225P105	HEALTHCARE TRUST OF AMERICA INC USD0.01	7,200.000	84,205	70,848
42330P107	HELIX ENERGY SOLUTIONS GROUP INC NPV	11,711.000	276,042	271,461
423452101	HELMERICH & PAYNE INC USD0.10	200.000	14,272	16,816
B3CM952	HENDERSON GROUP PLC ORD GBP0.125	62,386.000	224,195	236,205
427093109	HERCULES OFFSHORE INC NPV	49,631.000	244,888	324,090
428236103	HEWLETT-PACKARD CO USD0.01	11,525.000	236,475	322,470

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
40418F108	HFF INC USD0.01 A	9,958.000	186,463	267,372
431284108	HIGHWOODS PROPERTIES INC USD0.01	5,339.000	174,250	193,112
431475102	HILL-ROM HOLDINGS INC COM STK NPV	100.000	3,451	4,134
43300A104	HILTON WORLDWIDE HOLDINGS INC COMMON STO 0.01	9,800.000	200,717	218,050
6429104	HITACHI NPV	99,922.000	545,677	756,747
437076102	HOME DEPOT INC USD0.05	5,630.000	413,198	463,574
B19NKB7	HOME RETAIL GROUP PLC ORD GBP0.10	38,570.000	121,628	122,589
438516106	HONEYWELL INTERNATIONAL INC USD1	14,525.000	1,115,102	1,327,149
6434915	HONG KONG LAND HLDGS ORD USD0.10	36,756.000	255,366	216,860
B16TCX4	HORIZON NORTH LOGISTICS INC NPV	36,506.000	244,106	341,868
B3FF8W8	HOSHIZAKI ELECTRIC CO LTD NPV	9,400.000	218,128	334,485
44107P104	HOST HOTELS & RESORTS INC USD1	41,550.000	645,583	807,732
6440503	HOUSE FOODS GROUP INC COMMON STOCK JPY	6,000.000	95,432	90,709
0540528	HSBC HLDGS ORD USD0.50	71,021.000	788,254	779,171
4449137	HUFVUDSTADEN AB SER'A'NPV	6,086.000	64,414	81,635
4447476	HUHTAMAKI OYJ 'I'NPV	10,535.000	177,600	270,737

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
6805317	HULIC CO LTD	9,630.000	109,198	142,473
444859102	HUMANA INC USD0.166	2,198.000	165,659	226,878
6448068	HUTCHISON WHAMPOA LTD COMMON STOCK HKD 0	30,000.000	328,939	407,803
B288C92	IBERDROLA SA EUR0.75	88,601.000	561,193	565,877
6456102	IBIDEN CO NPV	1,600.000	25,111	29,928
4554406	ICADE (NEW) NPV	1,385.000	139,922	129,146
G4705A100	ICON PLC COMMON STOCK USD 0.06	4,404.000	100,567	177,966
B1FF8P7	IDEMITSU KOSAN CO NPV	5,600.000	124,358	127,499
B06QFB7	IG GROUP HLDGS ORD GBP0.00005	6,401.000	60,306	65,306
45245E109	IMAX CORP NPV	6,950.000	150,484	204,886
45256B101	IMPAX LABORATORIES INC USD0.01	7,906.000	190,276	198,757
B10DQJ6	IMPLENIA AG CHF4.85	1,309.000	90,815	95,745
7111314	INDUSTRIA DE DISENO TEXTIL SA EUR0.15	1,692.000	155,660	279,313
L5140P101	INTELSAT SA USD1	8,692.000	160,229	195,918
45866F104	INTERCONTINENTALEXCHANGE GROUP INC	1,364.000	240,066	306,791
0456443	INTERMEDIATE CAPITAL GROUP ORD GBP0.20	59,535.000	294,478	414,140

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
459200101	INTERNATIONAL BUSINESS MACHINES CORP COM	USD 0.2 4,530.000	841,908	849,692
459902102	INTERNATIONAL GAME TECHNOLOGY USD0.00015	360.000	6,947	6,538
460146103	INTERNATIONAL PAPER CO USD1	897.000	41,780	43,980
5161407	INTERPUMP GROUP EUR0.52	20,940.000	225,622	251,609
2459901	INTERTAPE POLYMER GROUP INC COM NPV	22,063.000	244,209	291,335
461202103	INTUIT INC USD0.01	7,435.000	435,741	567,439
46120E602	INTUITIVE SURGICAL INC COM STK USD0.001	75.000	36,536	28,806
G491BT108	INVESCO LTD USD0.20	14,990.000	449,816	545,636
6205694	INVESTA OFFICE FUND UNITS NPV (STAPLED D	39,075.000	100,074	109,420
B17BBQ5	INVESTEC PLC COMMON STOCK GBP 0.02	38,461.000	268,089	278,756
6461128	IRISO ELECTRONICS CO LTD COMMON STOCK JP	3,781.000	150,500	174,112
3398649	ITV ORD GBP0.10	171,355.000	309,741	550,585
B1530B1	JAPAN HOTEL REIT INVESTMENT CO	105.000	50,022	50,350
6711696	JAPAN PETROLEUM EXPLORATION CO NPV	9,300.000	391,754	352,605
6397580	JAPAN REAL ESTATE INVESTMENT CO REIT	80.000	389,892	429,285
6513342	JAPAN RETAIL FUND INVESTMENT CORP REIT	202.000	372,444	411,668

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
6702623	JB HI-FI NPV	23,436.000	314,208	450,791
46612J507	JDS UNIPHASE CORP USD0.008	21,005.000	271,754	272,645
6543792	JFE HOLDINGS INC NPV	25,400.000	589,340	604,641
B142FZ8	JM AB NPV	6,516.000	197,524	184,139
478160104	JOHNSON & JOHNSON COMMON STOCK USD 1	19,070.000	1,625,457	1,746,621
478366107	JOHNSON CONTROLS INC USD1	2,790.000	101,857	143,127
46625H100	JPMORGAN CHASE & CO COMMON STOCK USD 1	22,330.000	1,111,348	1,305,858
BCRX1J1	JUST RETIREMENT GROUP PLC COMMON STOCK G	54,239.000	194,112	188,650
483007704	KAISER ALUMINUM CORP USD0.01	2,685.000	138,622	188,594
6689533	KAKAKU.COM. INC NPV	8,748.000	197,236	153,728
6482903	KANAMOTO CO NPV	9,091.000	208,359	231,200
6484686	KAWASAKI KISEN KAISHA NPV	107,000.000	249,950	270,796
48244B100	KCG HLDGS INC COM USD0.01	18,866.000	218,311	225,637
6248990	KDDI CORPORATION NPV	7,300.000	259,492	449,370
EX8886205	KELDA GROUP DEFERRED SHARES	35,794.000	0	0
0486622	KELLER GROUP ORD GBP0.10	3,453.000	60,801	65,712

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
487836108	KELLOGG CO USD0.25	1,670.000	102,242	101,987
B0C5Q59	KENEDIX OFFICE INVESTMENT CORP REIT JPY	30.000	121,626	142,572
6714509	KEWPIE CORP NPV	7,900.000	116,690	109,813
492914106	KEY ENERGY SERVICES INC USD0.10	30,149.000	241,043	238,177
49427F108	KILROY REALTY CORP USD0.01	8,140.000	378,423	408,465
494368103	KIMBERLY-CLARK CORP USD1.25	1,060.000	107,205	110,728
49446R109	KIMCO REALTY CORP USD0.01	18,025.000	344,200	355,994
49456B101	KINDER MORGAN INC DELAWARE USD0.01	9,515.000	330,358	342,540
4491235	KINGSPAN GROUP ORD EUR0.13	12,500.000	170,577	223,917
482480100	KLA TENCOR CORP USD0.001	1,676.000	88,180	108,035
7582556	KLEPIERRE EUR1.40	6,738.000	253,150	312,753
50015Q100	KODIAK OIL & GAS CORP COM NPV	20,138.000	191,216	225,747
6496700	KONICA MINOLTA INC	27,500.000	212,863	274,464
5252602	KONINKLIJKE AHOLD NV COMMON STOCK 0.3	33,761.000	429,677	607,099
5986622	KONINKLIJKE PHILIPS NV	19,986.000	645,260	733,796
501014104	KRISPY KREME DOUGHNUTS INC NPV	15,449.000	310,816	298,011

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
501044101	KROGER CO USD1	2,200.000	82,389	86,966
512807108	LAM RESEARCH CORP USD0.001	1,471.000	67,181	80,096
B0PYHC7	LANCASHIRE HLDGS USD0.50	13,496.000	124,608	181,281
3180943	LAND SECURITIES GROUP ORD GBP0.10	32,883.000	421,925	524,746
B9G6L89	LEG IMMOBILIEN AG NPV	3,500.000	206,669	207,140
0560399	LEGAL & GENERAL GROUP ORD GBP0.025	141,920.000	188,137	523,467
B11ZRK9	LEGRAND PROMESSE EUR4	11,102.000	569,028	612,838
526057104	LENNAR CORP USD0.10	1,891.000	74,243	74,808
526107107	LENNOX INTERNATIONAL INC USD0.01	110.000	7,698	9,357
529043101	LEXINGTON REALTY TRUST COM STK USD0.0001	13,900.000	160,996	141,919
531172104	LIBERTY PROPERTY TRUST USD0.001	9,600.000	292,281	325,152
53217R207	LIFE TIME FITNESS INC USD0.02	5,716.000	301,705	268,652
534187109	LINCOLN NATIONAL CORP USD1.25	660.000	30,015	34,069
B0PB4M7	LINK REAL ESTATE INVESTMENT TRUST UNITS	56,400.000	179,954	273,499
53578A108	LINKEDIN CORP USD0.0001 A	303.000	56,605	65,699
536797103	LITHIA MOTORS INC NPV A	4,005.000	153,950	278,027

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
546347105	LOUISIANA-PACIFIC CORP USD1	3,650.000	59,246	67,562
548661107	LOWES COMPANIES INC USD0.50	13,040.000	523,106	646,132
550021109	LULULEMON ATHLETICA INC USD0.005	3,967.000	239,388	234,172
7085259	LUNDBECK(H) A/S DKK5	18,499.000	405,579	468,104
554382101	MACERICH CO USD0.01	7,049.000	317,785	415,116
55616P104	MACY'S INC COM STK USD0.01	2,195.000	99,577	117,213
559222401	MAGNA INTERNATIONAL INC NPV	10.000	819	821
55973G119	MAGNUM HUNTER RESOURCES CORP CALL WTS	14/OCT/2013(MAGNUM HTR RES)USD10.5 3,272.000	0	0
55973B102	MAGNUM HUNTER RESOURCES CORP COM STK USD	35,555.000	160,007	259,907
B021F83	MAJESTIC WINE PLC ORD GBP0.075	19,436.000	145,599	173,187
563571108	MANITOWOC CO INC USD0.01	12,972.000	202,272	302,507
56418H100	MANPOWERGROUP INC COM	140.000	11,099	12,020
B87GTZ4	MAPLETREE GREATER CHINA COMMERCIAL TRUST	145,100.000	109,631	96,534
565849106	MARATHON OIL CORP USD1	3,060.000	110,219	108,018
56585A102	MARATHON PETROLEUM CORP USD0.01	2,800.000	210,187	256,844
3127489	MARKS & SPENCER GROUP ORD GBP0.25	40,721.000	237,917	291,763

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
571903202	MARRIOTT INTERNATIONAL INC USD0.01 A	490.000	20,134	24,186
571748102	MARSH & MCLENNAN COS INC COM USD1	2,510.000	111,225	121,384
574599106	MASCO CORP USD1	7,560.000	156,551	172,141
576323109	MASTEC INC USD0.1	9,951.000	286,917	325,597
57636Q104	MASTERCARD INC USD0.0001	765.000	425,711	639,127
BBL4QM1	MATAS AS DKK2.5	8,023.000	170,679	222,281
580645109	MCGRAW-HILL FINANCIAL INC COM STK USD1	300.000	17,785	23,460
58155Q103	MCKESSON CORP USD0.01	940.000	146,430	151,716
5077946	MEDIASET SPA EUR0.52	50,576.000	127,258	240,156
4574813	MEDIOBANCA SPA EUR0.50	7,323.000	60,366	64,177
6782090	MEDIPAL HOLDINGS CORPORATION	24,300.000	322,712	320,902
B0LMF87	MERCIALYS EUR1	2,380.000	49,266	50,013
58933Y105	MERCK & CO INC(NEW) COM STK USD0.50	2,680.000	128,013	134,134
59156R108	METLIFE INC USD0.01	6,590.000	262,227	355,333
592688105	METTLER TOLEDO USD0.01	547.000	115,069	132,697
G60754101	MICHAEL KORS HOLDINGS LTD COMMON STOCK U	370.000	28,146	30,040

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR		COST	CURRENT VALUE
BCZM1F6	MICRO FOCUS INTERNATIONAL PLC COMMON STO	13.54166	21,479.000	218,371	273,213
594918104	MICROSOFT CORP COMMON STOCK USD 0.000006		36,760.000	1,202,752	1,375,927
59522J103	MID-AMERICA APARTMENT COMMUNITIES USD0.0		940.000	58,308	57,096
6161978	MIRVAC GROUP STAPLED SHS NPV		260,297.000	391,940	391,230
6596729	MITSUBISHI ESTATE CO NPV		37,051.000	690,071	1,108,657
6335171	MITSUBISHI UFJ FINANCIAL GROUP ORD NPV		75,800.000	439,092	500,501
6597603	MITSUI FUDOSAN NPV		28,896.000	596,696	1,040,591
6597584	MITSUI O.S.K.LINES NPV		7,000.000	25,664	31,568
6591014	MIZUHO FINANCIAL GROUP INC COMMON STOCK		79,400.000	172,996	172,239
60871R209	MOLSON COORS BREWING CO CLASS 'B' COM ST		400.000	22,340	22,460
609207105	MONDELEZ INTERNATIONAL INC COMMON STOCK		8,800.000	276,214	310,640
B1CRLC4	MONDI PLC ORD EUR0.20		20,664.000	172,952	357,991
B01S2L7	MONEX GROUP INC NPV		51,700.000	212,120	231,680
61166W101	MONSANTO CO USD0.01		1,530.000	171,208	178,322
617446448	MORGAN STANLEY USD0.01		12,175.000	285,806	381,808
6602648	MORINAGA MILK INDUSTRY CO NPV		26,000.000	78,379	77,180

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
61945C103	MOSAIC CO(THE) USD0.01	620.000	27,955	29,307
6963743	MOUNT GIBSON IRON NPV	196,738.000	201,886	178,652
55354G100	MSCI INC USD0.01 A	480.000	20,694	20,986
5294121	MUNCHENER RUCKVERSICHERUNGS AG NPV(REGD)	3,434.000	611,684	757,811
62855J104	MYRIAD GENETICS INC USD0.01	130.000	3,250	2,727
5993901	M6-METROPOLE TELEVISION EUR0.40	5,820.000	134,319	133,527
B1FSSM3	NAGACORP LTD USD0.0125	228,000.000	123,349	240,240
636180101	NATIONAL FUEL GAS CO USD1	550.000	36,248	39,270
63934E108	NAVISTAR INTERNATIONAL CORP USD0.10	5,621.000	191,677	214,666
6640400	NEC CORP NPV	254,000.000	609,686	572,742
7123870	NESTLE SA CHF0.10	10,951.000	617,399	804,071
64110D104	NETAPP INC COMMON STOCK USD 0.001	740.000	30,100	30,444
64126X201	NEUSTAR INC USD0.001 CLS'A'	133.000	6,829	6,631
651290108	NEWFIELD EXPLORATION CO USD0.01	5,750.000	146,325	141,623
651639106	NEWMONT MINING CORP USD1.60	8,675.000	202,199	199,785
65336K103	NEXSTAR BROADCASTING GROUP INC USD0.01 A	8,686.000	139,568	484,071

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
3208986	NEXT ORD GBP0.10	6,544.000	233,497	590,698
65339F101	NEXTERA ENERGY INC USD0.01	3,400.000	274,335	291,108
N63218106	NIELSEN HOLDINGS NV COMMON STOCK USD 0.0	10,905.000	371,023	500,430
5436064	NIEUWE STEEN INVESTMENTS NV EUR0.46	29,630.000	159,569	187,812
6396800	NIPPON BUILDING FUND INC REIT	32.000	165,586	186,328
6642127	NIPPON EXPRESS CO COM NPV	70,000.000	288,224	338,994
6640507	NIPPON PAINT CO NPV	13,083.000	183,196	217,708
B98BC67	NIPPON PROLOGIS REIT INC UNITS	13.000	113,234	124,428
6641373	NIPPON TELEGRAPH & TELEPHONE CORP COMMON	6,058.000	283,120	326,229
6643960	NIPPON YUSEN KK NPV	10,000.000	25,226	31,968
65473P105	NISOURCE INC COM STK NPV	3,570.000	107,721	117,382
6640961	NISSHIN SEIFUN GROUP INC NPV	41,899.000	472,860	433,321
7106354	NKT HLDG AS DKK20	2,155.000	104,969	106,514
G65431101	NOBLE CORP PLC COMMON STOCK USD 0.01	1,370.000	50,839	51,334
655044105	NOBLE ENERGY INC USD0.01	4,510.000	251,853	307,176
6643108	NOMURA HLDGS INC NPV	12,200.000	92,467	93,904

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
5380031	NORDEA BANK AB NPV	29,342.000	260,191	395,865
655664100	NORDSTROM INC NPV	1,460.000	84,605	90,228
655844108	NORFOLK SOUTHERN CORP USD1	660.000	49,870	61,268
B4RLNR1	NORMA GROUP SE	6,741.000	231,058	335,185
B41H739	NORTHGATE PLC ORD GBP0.50	27,854.000	193,593	236,663
7103065	NOVARTIS AG CHF0.50(REGD)	6,942.000	398,385	555,766
7077524	NOVO NORDISK A/S COMMON STOCK DKK 0.2	4,081.000	420,999	749,250
62936P103	NPS PHARMACEUTICALS INC USD0.001	10,032.000	288,876	304,572
67020Y100	NUANCE COMMUNICATIONS INC USD0.001	11,185.000	159,727	170,012
674599105	OCCIDENTAL PETROLEUM CORP COM USD0.20	3,351.000	300,486	318,680
675232102	OCEANEERING INTERNATIONAL INC USD0.25	220.000	18,028	17,354
B1577G7	OESTERREICHISCHE POST AG NPV	8,751.000	352,307	419,393
681904108	OMNICARE INC USD1	550.000	31,489	33,198
681919106	OMNICOM GROUP INC USD0.15	560.000	34,564	41,647
4651459	OMV AG NPV	11,691.000	559,395	560,453
2659518	ONEX CORP SUB VTG NPV	3,900.000	147,929	210,508

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
68389X105	ORACLE CORP USD0.01	11,700.000	382,741	447,642
G67743107	ORIENT EXPRESS HOTELS LTD USD0.01	20,698.000	234,046	312,747
6661144	ORIX CORP NPV	11,300.000	126,633	198,574
6527774	ORIX JREIT INC REIT	62.000	77,086	77,688
BH4TCW7	ORORA LTD COMMON STOCK AUD	39,482.000	30,495	40,974
B923935	OSRAM LICHT AG NPV	.200	7	11
B96W5Q3	OSRAM LICHT AG NPV (BEARER RIGHTS)	.200	0	0
B5LTM93	OTSUKA HLDGS CO LTD NPV	7,500.000	239,148	216,926
690768403	OWENS-ILLINOIS INC USD0.01	610.000	18,129	21,826
693718108	PACCAR INC USD1	7,540.000	397,028	446,142
0667278	PACE PLC ORD GBP0.05	28,601.000	140,280	150,733
B44XTX8	PANDORA AS DKK1	3,542.000	89,525	192,340
B2NGPM5	PARAGON GROUP OF COMPANIES ORD GBP1	40,661.000	124,294	249,849
G6852T105	PARTNERRE USD1	109.000	9,633	11,492
69327R101	PDC ENERGY INC NPV	5,014.000	309,444	266,845
0677608	PEARSON ORD GBP0.25	4,099.000	64,099	91,040

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
70509V100	PEBBLEBROOK HOTEL TRUST USD0.01	11,326.000	252,167	348,388
709102107	PENNSYLVANIA REAL ESTATE INV TRUST SHS 3 USD1	650.000	13,104	12,337
713448108	PEPSICO INC CAP STK USD0.0166	13,500.000	1,114,368	1,119,690
G97822103	PERRIGO CO PLC COMMON STOCK USD 0	360.000	54,854	55,246
716768106	PETSMART INC USD0.0001	210.000	14,646	15,278
717081103	PFIZER INC USD0.05	19,305.000	571,352	591,312
718172109	PHILIP MORRIS INTERNATIONAL INC NPV	18,365.000	1,708,392	1,600,142
718546104	PHILLIPS 66 USD0.01	1,344.000	90,815	103,663
720279108	PIER 1 IMPORTS INC USD1	12,310.000	266,824	284,115
723456109	PINNACLE ENTERTAINMENT INC USD0.10	12,609.000	168,537	327,708
72348P104	PINNACLE FOODS INC DEL USD0.01	70.000	1,790	1,922
B08V9H4	PLASTIC OMNIUM SA COMMON STOCK EUR 0.5	21,299.000	197,717	595,784
B7S9G98	PLAYTECH PLC COMMON STOCK GBP 0	18,034.000	210,591	220,133
693475105	PNC FINANCIAL SERVICES GROUP USD5	810.000	60,462	62,840
5665233	POHJOLA BANK PLC NPV SER'A'	10,927.000	118,769	220,131
B5N4QN8	POLA ORBIS HLDGS INC NPV	5,000.000	153,108	178,631

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
73179P106	POLYONE CORP USD0.01	8,429.000	205,300	297,965
737464107	POST PROPERTIES INC USD0.01	6,140.000	264,192	277,712
741503403	PRICELINE.COM INC COM STK USD0.008	132.000	93,630	153,437
742962103	PRIVATEBANCORP INC NPV	4,970.000	140,958	143,782
742718109	PROCTER & GAMBLE CO NPV	15,220.000	1,172,163	1,239,060
74340W103	PROLOGIS INC	16,046.000	547,202	592,900
BCZM1B2	PROSIEBENSAT.1 MEDIA AG COMMON STOCK EUR	4,259.000	180,712	211,273
743674103	PROTECTIVE LIFE CORP USD0.50	181.000	7,254	9,169
744320102	PRUDENTIAL FINANCIAL INC USD0.01	965.000	57,975	88,992
B012877	PSP SWISS PROPERTY CHF8.10(REGD)	1,495.000	132,161	126,916
74460D109	PUBLIC STORAGE COM STK USD0.10	2,050.000	229,411	308,566
745867101	PULTE GROUP INC USD0.01	4,883.000	101,298	99,467
B0WMWD0	QINETIQ GROUP ORD GBP0.01	38,691.000	126,230	139,058
74733T105	QLIK TECHNOLOGIES INC COMMON STOCK USD	6,940.000	161,021	184,812
747525103	QUALCOMM INC USD0.0001	13,020.000	822,444	966,735
748356102	QUESTAR CORP NPV	2,690.000	64,477	61,843

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
M81873107	RADWARE ILS0.05	20,228.000	331,652	363,699
751198102	RALLY SOFTWARE DEV CORP USD0.0001	8,819.000	248,651	171,530
751452202	RAMCO-GERSHENSON PROPERTIES TRUST SBI US	4,900.000	77,431	77,126
6041995	RAMSAY HEALTH CARE NPV	13,186.000	259,069	510,332
75281A109	RANGE RESOURCES CORP USD0.01	308.000	22,792	25,967
75605Y106	REALOGY HLDGS CORP USD0.01	4,970.000	215,539	245,866
B07DRZ5	RECORDATI SPA COMMON STOCK EUR 0.125	15,953.000	146,497	229,936
B2B0DG9	REED ELSEVIER ORD GBP0.144397	34,643.000	404,551	515,823
G7496G103	RENAISSANCERE HLDGS USD1	680.000	58,831	66,191
6421553	RESONA HLDGS INC NPV	38,700.000	160,292	197,357
B0YG1K0	RESTAURANT GROUP PLC ORD GBP0.28125	9,556.000	58,377	93,697
749941100	RF MICRO DEVICES INC NPV	30,708.000	141,888	158,453
6738220	RICOH CO NPV	15,000.000	167,030	159,555
B2987V8	RIGHTMOVE PLC COMMON STOCK GBP 1	5,925.000	172,039	268,884
2229610	RIOCAN REAL ESTATE TRUST UNITS NPV	3,200.000	63,364	74,601
7110388	ROCHE HLDG AG GENUSSCHEINE NPV	5,231.000	876,419	1,465,750

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
778296103	ROSS STORES INC USD0.01	1,010.000	65,773	75,679
0750695	ROTORK GBP0.05	3,409.000	148,148	162,045
V7780T103	ROYAL CARIBBEAN CRUISES USD0.01	3,070.000	110,286	145,579
B03MM40	ROYAL DUTCH SHELL 'B'ORD EUR0.07	6,367.000	231,532	240,434
B03MLX2	ROYAL DUTCH SHELL PLC COMMON STOCK GBP 0	14,060.000	430,295	503,695
5449567	ROYAL UNIBREW COMMON STOCK DKK 10	2,987.000	250,107	406,057
0661689	RSA INSURANCE GROUP PLC ORD GBP0.275	124,834.000	240,263	188,975
783764103	RYLAND GROUP INC USD1	5,742.000	242,678	249,260
B1N7209	SAFESTORE HLDGS PLC ORD GBP0.01	20,200.000	78,560	53,865
B8C3BL0	SAGE GROUP ORD GBP0.01051948	.450	2	3
786692103	SAGENT PHARMACEUTICALS INC USD0.01	8,237.000	192,018	209,055
B019KW7	SAINSBURY(J) ORD GBP0.28 4/7	18,141.000	120,123	109,668
795435106	SALIX PHARMACEUTICALS LTD COM NPV	4,290.000	241,613	385,843
B4Q1532	SAMSONITE INTL SA NPV	93,300.000	168,681	283,976
80004C101	SANDISK CORP USD0.001	430.000	24,609	30,332
5671735	SANOFI EUR2	2,719.000	187,076	288,941

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
4846288	SAP AG COMMON STOCK EUR 0	575.000	37,330	49,370
6243586	SATS LTD NPV	101,962.000	231,153	260,841
B135BJ4	SAVILLS ORD GBP0.025	35,719.000	242,770	382,171
6784955	SAWAI PHARMACEUTICAL NPV	2,700.000	127,712	174,682
806857108	SCHLUMBERGER LTD COMMON STOCK USD 0.01	4,534.000	344,352	408,559
80874P109	SCIENTIFIC GAMES CLASS'A'COM USD0.01	14,552.000	254,878	246,365
B1LB9P6	SCOR SE EUR7.876972	12,763.000	442,985	467,193
Y7542C106	SCORPIO TANKERS INC USD0.01	22,770.000	224,959	268,458
811054402	SCRIPPS(EW)CO USD0.01 A	14,057.000	228,842	305,318
81211K100	SEALED AIR CORP USD0.1	670.000	18,290	22,814
6793423	SEINO HOLDINGS CO NPV	13,000.000	86,195	136,425
816851109	SEMPRA ENERGY CORP NPV	1,960.000	162,244	175,930
81721M109	SENIOR HOUSING PROPERTIES TRUST SHS OF B	INTEREST USD0.01 6,500.000	173,503	144,495
6680718	SERIA CO NPV	5,200.000	80,367	209,276
81763U100	SERVICESOURCE INTL INC USD0.0001	17,391.000	199,553	145,737
B05MTR0	SHIP HEALTHCARE HOLDINGS INC	5,400.000	104,970	209,876

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
6805629	SHOWA CORP NPV	6,300.000	67,632	101,538
5727973	SIEMENS AG NPV(REGD)	6,386.000	826,725	873,711
828806109	SIMON PROPERTY GROUP INC USD0.0001	7,222.000	749,206	1,098,900
829226109	SINCLAIR BROADCAST GROUP INC USD0.01 A	14,770.000	150,954	527,732
6811734	SINGAPORE AIRLINES NPV	18,050.000	180,233	148,820
6810429	SINO LAND CO LTD COMMON STOCK HKD 0	113,837.000	173,635	155,624
B2NR3Y6	SJM HOLDINGS LTD COMMON STOCK HKD 0	184,876.000	342,850	619,929
6799517	SKILLED GROUP LTD NPV	29,824.000	91,658	90,719
83088M102	SKYWORKS SOLUTIONS INCCOM	7,540.000	162,888	215,342
78440X101	SL GREEN REALTY CORP USD0.01	5,300.000	279,593	489,614
78442P106	SLM CORP COM STK USD0.20	1,016.000	23,948	26,700
78454L100	SM ENERGY CO	130.000	10,177	10,804
B1RR828	SMURFIT KAPPA GROUP PLC ORD EUR0.001	11,589.000	145,565	285,207
833034101	SNAP-ON INC USD1	120.000	10,569	13,142
6770620	SOFTBANK CORP NPV	3,249.000	96,584	284,390
6594143	SOJITZ CORP NPV	283,520.000	537,347	504,431

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
6821120	SONIC HEALTHCARE LTD NPV	28,698.000	357,851	425,686
844741108	SOUTHWEST AIRLINES CO USD1	3,210.000	42,980	60,476
848577102	SPIRIT AIRLINES INC USD0.0001	6,775.000	174,903	307,653
848637104	SPLUNK INC USD0.001	220.000	11,001	15,107
784635104	SPX CORP USD10	1,174.000	87,351	116,942
0790873	SSE PLC GBP0.50	13,504.000	284,625	306,414
2854238	STANTEC INC COM NPV	3,300.000	216,107	204,553
855244109	STARBUCKS CORP NPV	1,470.000	103,093	115,233
B1CNDB5	STARHUB LTD NPV	63,000.000	203,974	214,058
85590A401	STARWOOD HTLS WRLD PAIRED CERT CLASS'B'U	4,090.000	279,798	324,951
85571Q102	STARZ SERIES A COMMON STOCK USD0.01 A (L CAP)	230.000	6,663	6,725
857477103	STATE STREET CORP USD1	9,220.000	540,106	676,656
7133608	STATOIL ASA NOK2.50	11,682.000	278,927	283,055
860630102	STIFEL FINANCIAL CORP USD0.15	4,915.000	179,404	235,527
6850856	STOCKLAND TRUST GROUP NPV UNITS/ORD	48,000.000	171,788	155,025
86272T106	STRATEGIC HOTELS & RESORTS INC USD0.01	10,400.000	87,585	98,280

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR		COST	CURRENT VALUE
863667101	STRYKER CORP USD0.10	2,390.000		177,108	179,585
6563024	SUMITOMO MITSUI FINANCIAL GROUP INC NPV	11,500.000		495,000	593,026
6431897	SUMITOMO MITSUI TR HLDGS INC NPV	19,000.000		95,152	100,147
6858902	SUMITOMO REALTY & DEVELOPMENT CO LTD COM	12,400.000	JPY	388,636	617,021
6858991	SUMITOMO RUBBER INDUSTRIES NPV	10,495.000		186,742	149,180
6859927	SUN HUNG KAI PROPERTIES LTD COMMON STOCK	34,700.000		502,316	440,141
867892101	SUNSTONE HOTEL INVESTORS INC USD0.01	7,700.000		90,126	103,180
6865560	SUZUKEN CO NPV	4,000.000		119,714	129,585
78486Q101	SVB FINANCIAL GROUP USD0.001	460.000		46,214	48,236
0789235	SVG CAPITAL PLC COMMON STOCK GBP	13,500.000		86,366	96,593
4846523	SWEDBANK AB SER'A'NPV	20,731.000		494,706	584,236
B67C2G0	SWIRE PROPERTIES LTD COMMON STOCK HKD 0	28,300.000		90,193	71,537
7437805	SWISS LIFE HOLDING AG CHF17(EXH OFFER)	2,305.000		376,874	479,998
B545MG5	SWISS RE AG CHF0.10	6,176.000		462,568	569,788
3075726	SYNERGY HEALTH PLC ORD GBP0.00625	9,400.000		183,482	187,292
87161C105	SYNOVUS FINANCIAL CORP USD1	79,504.000		211,242	286,214

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
872590104	T-MOBILE US INC USD0.001	240.000	6,351	8,074
6870768	TAKUMA CO NPV	19,087.000	179,914	167,253
B4YCDF5	TALKTALK TELECOM GROUP PLC COMMON STOCK	55,800.000	246,498	282,801
875465106	TANGER FACTORY OUTLET CENTERS INC REIT U	2,270.000	53,260	72,685
87612E106	TARGET CORP USD0.0833	850.000	59,943	53,780
876664103	TAUBMAN CENTRES INC USD0.01	2,700.000	135,512	172,584
0878230	TAYLOR WIMPEY PLC ORD GBP0.01	126,834.000	175,865	234,227
87236Y108	TD AMERITRADE HOLDING CORP COM STK USD0.	1,880.000	51,791	57,603
87817A107	TEAM HEALTH HLDGS INC USD0.01	2,615.000	90,405	119,113
6881436	TELECOM CORP OF NEW ZEALAND NPV	38,673.000	66,522	73,368
879369106	TELEFLEX INC USD1	90.000	6,881	8,447
5732524	TELEFONICA SA EUR1	6,505.000	107,626	106,084
5999330	TELEPERFORMANCE EUR2.50	4,045.000	200,696	246,892
5997118	TELEVISION FRANCAISE(T.F.1) EUR0.20	11,840.000	221,658	228,572
6087289	TELSTRA CORP LTD NPV	63,152.000	211,402	296,619
880770102	TERADYNE INC USD0.125	21,424.000	309,345	377,491

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
B297414	THAI TAP WATER SUPPLY PCL FOREIGN SH. TH	467,165.000	101,594	142,168
4162791	THALES EUR3	1,964.000	119,915	126,655
883556102	THERMO FISHER SCIENTIFIC INC USD1	408.000	34,754	45,431
885160101	THOR INDUSTRIES USD0.10	80.000	4,638	4,418
886547108	TIFFANY & CO USD0.01	3,595.000	264,117	333,544
88732J207	TIME WARNER CABLE INC USD0.01	1,230.000	118,981	166,665
887317303	TIME WARNER INC USD0.01	7,410.000	441,621	516,625
872540109	TJX COS INC/THE COMMON STOCK USD 1	4,981.000	243,092	317,439
6894467	TOAGOSEI CO NPV	23,000.000	91,982	98,473
6894025	TOKAI RIKA CO NPV	10,072.000	190,350	200,472
6894898	TOKYO OHKA KOGYO CO NPV	15,000.000	321,467	320,965
6895426	TOKYO TATEMONO CO NPV	15,700.000	55,857	174,469
889478103	TOLL BROS INC USD0.01	1,120.000	36,205	41,440
B94P973	TOPDANMARK A/S DKK1	13,209.000	237,297	348,395
6897024	TOPPAN PRINTING CO NPV	26,900.000	246,988	215,241
B15C557	TOTAL SA COMMON STOCK EUR 2.5	9,621.000	477,095	590,346

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
6345460	TOWNGAS CHINA CO LTD HKD0.10	220,221.000	124,461	255,333
6899967	TOYO SUISAN KAISHA NPV	18,438.000	485,207	554,342
6900643	TOYOTA MOTOR CORP NPV	11,489.000	552,076	701,769
6351876	TPG TELECOM LTD	32,000.000	89,528	152,305
896522109	TRINITY INDUSTRIES INC USD1	370.000	15,240	20,172
896818101	TRIUMPH GROUP INC USD0.001	1,757.000	94,351	133,655
B1Z7RQ7	TUI TRAVEL PLC ORD GBP0.10	72,074.000	305,070	493,128
901109108	TUTOR PERINI CORP COM STK USD1	11,174.000	207,880	293,876
90184L102	TWITTER INC COMMON STOCK USD 0.000005	300.000	7,800	19,095
H89128104	TYCO INTERNATIONAL LTD USD0.80	12,165.000	398,143	499,252
902252105	TYLER TECHNOLOGIES INC USD0.01	1,195.000	49,153	122,045
902494103	TYSON FOODS INC(DEL) USD0.10 A	578.000	14,288	19,340
B1L3C56	UBISOFT ENTERTAINMENT NPV	35,779.000	294,049	506,821
902653104	UDR INC USD0.01	15,909.000	358,163	371,475
90384S303	ULTA SALON COM STK USD0	2,130.000	194,030	205,588
7076242	UNIBAIL-RODAMCO SE REIT EUR 5	4,329.000	892,691	1,111,008

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
904784709	UNILEVER NV EUR0.16(NEW YORK SHARES)	1,459.000	47,606	58,696
907818108	UNION PACIFIC CORP USD2.50	2,851.000	421,539	478,968
910047109	UNITED CONTINENTAL HLDGS INC USD0.01	860.000	26,785	32,534
4354134	UNITED INTERNET AG NPV	5,978.000	179,068	254,700
912909108	UNITED STATES STEEL CORP COM STK USD1	2,670.000	56,020	78,765
913017109	UNITED TECHNOLOGIES CORP USD1	11,300.000	1,060,354	1,285,940
6723839	UNITED URBAN INVESTMENT CORP UNITS	106.000	98,695	152,588
91324P102	UNITEDHEALTH GROUP INC USD0.01	4,526.000	269,212	340,808
6916844	UOL GROUP NPV	24,928.000	75,857	122,212
5051252	UPM-KYMMENE OYJ NPV	19,375.000	206,472	327,849
903236107	URS CORP USD0.01	823.000	37,414	43,611
902973304	US BANCORP DELAWARE USD0.01	700.000	27,074	28,280
903293405	USG CORP USD0.10	10,266.000	222,646	291,349
91911K102	VALEANT PHARMACEUTICALS INTERNATIONAL IN	720.000	65,436	84,528
91913Y100	VALERO ENERGY CORP(NEW) USD0.01	970.000	35,202	48,888
920253101	VALMONT INDUSTRIES INC USD1	56.000	8,000	8,351

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
92276F100	VENTAS INC USD0.25	3,057.000	172,062	175,105
92342Y109	VERIFONE SYSTEMS INC	10,730.000	230,371	287,779
92343E102	VERISIGN USD0.001	190.000	9,731	11,358
92343V104	VERIZON COMMUNICATIONS INC COMMON STOCK	9,740.000	509,079	478,624
92532F100	VERTEX PHARMACEUTICAL USD0.01	1,324.000	99,770	98,373
918204108	VF CORP NPV	4,880.000	213,291	304,219
92553P201	VIACOM INC NEW CLASS'B' NON-VTG COM USD0	8,340.000	530,591	728,416
B1XH026	VINCI EUR2.5	10,752.000	507,960	707,006
92826C839	VISA INC USD0.0001 'A'	1,682.000	295,056	374,548
92839U206	VISTEON CORP USD0.01 WI	100.000	7,504	8,189
928563402	VMWARE INC USD0.01 A	642.000	49,116	57,594
B16GWD5	VODAFONE GROUP ORD USD0.11428571	170,712.000	468,661	670,098
92857W209	VODAFONE GROUP SPON ADR REP 10 ORD SHS	5,600.000	171,527	220,136
4943402	VOESTALPINE AG NPV	11,161.000	300,615	537,199
929042109	VORNADO REALTY TRUST USD0.04	5,435.000	449,529	482,574
6928560	VTECH HLDGS ORD USD0.05	13,300.000	178,733	172,731

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
931142103	WAL-MART STORES INC USD0.10	938.000	73,139	73,811
931422109	WALGREEN CO USD0.078125	6,080.000	302,743	349,235
254687106	WALT DISNEY(HLDG)CO DISNEY USD0.01	3,410.000	216,591	260,524
947890109	WEBSTER FINANCIAL CORP USD0.01	610.000	17,521	19,020
949746101	WELLS FARGO & CO COM STK USD1 2/3	30,790.000	1,166,770	1,397,866
95082P105	WESCO INTERNATIONAL INC USD0.01	208.000	14,518	18,943
6948836	WESFARMERS LTD COMMON STOCK AUD 0	4,644.000	190,440	182,975
6957995	WEST JAPAN RAILWAY CO NPV	7,300.000	299,400	316,712
957638109	WESTERN ALLIANCE BANCORP COMMON STOCK US	11,511.000	69,602	274,652
B01BTX7	WESTFIELD GROUP REIT AUD 0	12,589.000	138,281	113,641
B624885	WESTFIELD RETAIL TRUST UNITS NPV	66,126.000	186,023	175,704
B0JVL77	WESTJET AIRLINES VARIABLE VOTING SHARES	12,800.000	205,386	336,354
6076146	WESTPAC BANKING CORP NPV	15,362.000	362,020	445,018
962166104	WEYERHAEUSER CO USD1.25	4,300.000	128,155	135,751
B2PDGW1	WH SMITH PLC ORD GBP0.220895	12,960.000	99,024	214,865
6435576	WHARF HOLDINGS LTD COMMON STOCK HKD 0	37,137.000	244,764	284,021

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
963320106	WHIRLPOOL CORP USD1	110.000	14,864	17,255
3169889	WILLIAM HILL PLC ORD GBP0.10	63,695.000	382,350	423,984
969457100	WILLIAMS COMPANIES INC USD1	1,750.000	66,566	67,498
B012VF6	WINCOR NIXDORF NPV	3,139.000	210,675	217,870
97717P104	WISDOMTREE INVTS INC	18,560.000	218,203	328,698
6981239	WOOLWORTHS LIMITED NPV	622.000	14,886	18,837
6562474	WORLEYPARSONS LTD NPV	9,404.000	300,313	139,661
983134107	WYNN RESORTS USD0.01	2,065.000	279,835	401,044
984121103	XEROX CORP USD1	5,450.000	58,813	66,327
983919101	XILINX INC USD0.01	5,220.000	231,065	239,702
G98290102	XL GROUP PLC ORD USD0.01	2,210.000	68,949	70,366
6985509	YAMAZAKI BAKING CO NPV	29,000.000	301,061	297,712
6986427	YOKOGAWA ELECTRIC CORP NPV	12,000.000	177,835	184,387
6586537	YUE YUEN INDUSTRIAL HLDGS HKD0.25	19,000.000	61,660	63,466
988498101	YUM BRANDS INC NPV	3,959.000	276,343	299,340
989701107	ZIONS BANCORP NPV	1,060.000	30,275	31,758

	IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
B1YW440	3I GROUP ORD GBP0.738636	9,999.000	59,977	63,776
33829R100	500.COM LTD COMMON STOCK USD 0.00005	3,810.000	49,530	134,760
	TOTAL COMMON		171,292,933	207,643,368
	VALUE OF INTEREST IN COMMON/COLLECTIVE TRUSTS			
09299G493	BLACK ROCK U.S.DEBT INDEX FUND E	739,567.550	27,056,851	26,915,084
066900903	BLACKROCK CASH	.550	1	1
09299G477	BLACKROCK EAFE EQUITY INDEX FUND	116,600.220	19,448,938	25,846,211
09299G485	BLACKROCK RUSSELL 1000 INDEX FUND	309,163.180	20,330,350	39,840,667
782992630	BLACKROCK RUSSELL 2000 INDEX FUND	536,501.580	10,304,849	19,704,795
249998675	D.E. SHAW U.S. BROAD MARKET CORE ALPHA E FUND L.L.C.	33,074,920.000	33,074,920	39,368,532
	TOTAL VALUE OF INTEREST IN COMMON/COLLECTIVE TRUSTS		110,215,908	151,675,290
	VALUE OF INTEREST IN REGISTERED INVESTMENT COMPANIES			
088990213	BLACKROCK MONEY MARKET FUND	184.000	184	184
108998162	BRIDGEWATER REAL ASSET FUND, LTD	13,366.090	17,493,088	24,632,118
928991876	JPMORGAN PRIME MMKT - MORGAN SHR FUND 28 MONTHLY VARIABLE 12/31/2049	5,030,808.630	5,030,809	5,030,809
G5499D978	LIGHTHOUSE GLOBAL LONG/SHORT FUND LIMITE A	11,048.560	16,001,199	19,028,037

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
543995245 LOOMIS HIGH YIELD FULL DISCRETION NHIT -	1,574,203.300	15,836,485	27,359,653
G7248N992 PRISMA SPECTRUM FUND LTD CLASS E SERIES	14,260.860	16,687,868	17,431,808
94799D976 WEATHERLOW OFFSHORE FUND II LTD CLASS IA	16,500.000	16,500,000	18,941,400
94699D977 WELLINGTON TRUST CO CIF DIH POOL	1,749,713.610	28,912,049	25,615,807
949995369 WELLS FARGO EMERGING MARKETS EQUITY FUND	3,179,588.700	30,541,155	35,033,780
TOTAL VALUE OF INTEREST IN REGISTERED INVESTMENT COMPANIES		147,002,836	173,073,597

GENERAL INVESTMENTS - OTHER
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STATE AND MUNICIPAL SECURITIES

072024NU2 BAY AREA TOLL AUTH CALIF 6.918% BDS 01/A	SEMI-ANN.	6.918%	04/01/2040	375,000.000	498,581	448,804
13063BBU5 CALIFORNIA ST BUILD AMERICA BONDS 7.35%	SEMI-ANN.	7.350%	11/01/2039	90,000.000	94,969	113,655
13063A7D0 CALIFORNIA STATE 7.3% BDS 01/OCT/2039 US	SEMI-ANN.	7.300%	10/01/2039	1,460,000.000	1,629,125	1,835,366
13063A5G5 CALIFORNIA STATE 7.55% BDS 01/APR/2039 U	SEMI-ANN.	7.550%	04/01/2039	1,370,000.000	1,525,009	1,772,054
13063BFR8 CALIFORNIA STATE 7.625% MUNI BDS 01/MAR/	SEMI-ANN.	7.625%	03/01/2040	100,000.000	115,527	130,787
167725AF7 CHICAGO ILL TRANSIT AUTHORITY 6.899% BDS	SEMI-ANN.	6.899%	12/01/2040	925,000.000	1,074,350	1,038,017
167505NG7 CHICAGO ILLINOIS BOARD EDUCATION 6.319%	SEMI-ANN.	6.319%	11/01/2029	305,000.000	336,975	301,746
452152FA4 ILLINOIS (STATE OF) 6.725% BDS 01/APR/20	SEMI-ANN.	6.725%	04/01/2035	80,000.000	80,000	84,094

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
452152G$4 ILLINOI$ (STATE OF) 7.35% BD$ 01/JUL/203	$EMI-ANN. 7.350% 07/01/2035 150,000.000	150,000	165,140
452151LF8 ILLINOIS ST GO PENSION FUND SER OF JUNE	SEMI-ANN. 5.100% 06/01/2033 1,510,000.000	1,346,725	1,402,699
54438CPA4 LOS ANGELES CALIF CMNTY COLLEG 6.75% BDS	SEMI-ANN. 6.750% 08/01/2049 845,000.000	1,195,755	1,059,317
544495UG7 LOS ANGELES CALIF WTR & PWR WTRWKS 5.716	SEMI-ANN. 5.716% 07/01/2039 225,000.000	224,957	245,444
544646ZR6 LOS ANGELE$ CALIFORNIA UNI $CH DI$T 6.75	$EMI-ANN. 6.758% 07/01/2034 450,000.000	576,527	553,113
59259YBZ1 METROPOLITAN TRANSN AUTH N Y REV 6.648%	SEMI-ANN. 6.648% 11/15/2039 225,000.000	240,309	262,535
626207YF5 MUNICIPAL ELECTRIC AUTH OF GEORGIA 6.637	SEMI-ANN. 6.637% 04/01/2057 145,000.000	147,775	152,415
646136XR7 NEW JERSEY ST TRANSN TR FD AUTH 6.561% 3	SEMI-ANN. 6.561% 12/15/2040 1,225,000.000	1,650,345	1,438,885
646139X83 NEW JER$EY $TATE TURNPIKE AUTHORITY 7.10	$EMI-ANN. 7.102% 01/01/2041 140,000.000	191,720	178,282
646139W35 NEW JERSEY STATE TURNPIKE AUTHORITY 7.41	SEMI-ANN. 7.414% 01/01/2040 245,000.000	337,044	322,579
64972FY34 NEW YORK NY CITY MUN WTR FIN AUTH 5.882%	SEMI-ANN. 5.882% 06/15/2044 310,000.000	406,801	353,567
64972FL20 NEW YORK NY CITY MUN WTR FIN AUTH 6.011%	SEMI-ANN. 6.011% 06/15/2042 1,265,000.000	1,712,494	1,463,580
64966HMV9 NEW YORK NY 5.206% BD$ 01/OCT/2031 USD50	$EMI-ANN. 5.206% 10/01/2031 785,000.000	891,399	806,682
64966HYM6 NEW YORK NY 5.968% BDS 01/MAR/2036 USD50	SEMI-ANN. 5.968% 03/01/2036 160,000.000	159,622	177,763
64966HTX8 NEW YORK NY 5.985% BDS 01/DEC/2036 USD50	SEMI-ANN. 5.985% 12/01/2036 410,000.000	527,367	454,743
6499022F9 NEW YORK ST DORM AUTH ST PERS INCOM 5.38	SEMI-ANN. 5.389% 03/15/2040 690,000.000	842,283	738,569

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR			COST	CURRENT VALUE
677632MV0 OHIO STATE UNIVERSITY GENERAL RCPTS 4.91	SEMI-ANN.	4.910%	06/01/2040 250,000.000	287,913	250,475
70914PME9 PENNSYLVANIA STATE 4.65% BDS 15/FEB/2026	SEMI-ANN.	4.650%	02/15/2026 960,000.000	1,052,204	990,538
73358WJA3 PORT AUTHORITY NEW YORK&NEW JERSEY 4.458	SEMI-ANN.	4.458%	10/01/2062 870,000.000	870,000	741,136
837151JB6 SOUTH CAROLINA ST PUB SERVICES 5.784% BD	SEMI-ANN.	5.784%	12/01/2041 265,000.000	265,000	268,994
882722KF7 TEXAS ST BUILD AMER BD-A 5.517% 01/APR/2	SEMI-ANN.	5.517%	04/01/2039 450,000.000	591,975	503,361
88283LHU3 TEXAS TRANSN COMMN ST HWY FD REV FIRST T	SEMI-ANN.	5.178%	04/01/2030 240,000.000	281,155	256,493
TOTAL STATE AND MUNICIPAL SECURITIES				19,303,906	18,510,829
FOREIGN GOVERNMENT AND AGENCY SECURITIES					
085209AC8 BERMUDA (GOVT OF) 4.854% BDS 06/FEB/2024	SEMI-ANN.	4.854%	02/06/2024 270,000.000	270,000	270,861
110709BN1 BRITISH COLUMBIA(PROVINCE OF)CANADA 2.65	SEMI-ANN.	2.650%	09/22/2021 390,000.000	389,934	380,745
105756BK5 FEDERATIVE REPUBLIC OF BRAZIL BOND FIXED	SEMI-ANN.	7.125%	01/20/2037 1,160,000.000	1,614,140	1,328,200
105756BV1 FEDERATIVE REPUBLIC OF BRAZIL CALLABLE 3	SEMI-ANN.	4.250%	01/07/2025 325,000.000	323,443	306,800
105756BR0 FEDERATIVE REPUBLIC OF BRAZIL CALLABLE 3	SEMI-ANN.	5.625%	01/07/2041 3,000,000.000	3,340,119	2,910,000
4581X0BX5 INTER AMERICAN DEVELOPMENT BANK 3.2% BDS	SEMI-ANN.	3.200%	08/07/2042 685,000.000	680,157	539,172
68323ABM5 ONTARIO(PROVINCE OF) 1.1% NTS 25/OCT/201	SEMI-ANN.	1.100%	10/25/2017 230,000.000	229,687	227,401
698299AW4 PANAMA(REPUBLIC OF) 6.7% BDS 26/JAN/2036	SEMI-ANN.	6.700%	01/26/2036 225,000.000	274,500	251,438

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR			COST	CURRENT VALUE
715638AU6 PERU(REPUBLIC OF) 6.55% BDS 14/MAR/2037	SEMI-ANN.	6.550%	03/14/2037 460,000.000	552,000	529,000
715638AP7 PERU(REPUBLIC OF) 8.75% 21/NOV/2033	SEMI-ANN.	8.750%	11/21/2033 150,000.000	218,835	213,375
71654QAZ5 PETROLEOS MEXICANOS NOTES FIXED 6.5% 02/	SEMI-ANN.	6.500%	06/02/2041 355,000.000	376,034	369,037
748148QR7 QUEBEC 7.5% BDS 15/SEP/2029 USD1000	SEMI-ANN.	7.500%	09/15/2029 175,000.000	243,640	231,404
195325BN4 REPUBLIC OF COLOMBIA CALLABLE BOND FIXED	SEMI-ANN.	4.375%	07/12/2021 650,000.000	647,394	669,500
195325BQ7 REPUBLIC OF COLOMBIA CALLABLE BOND FIXED	SEMI-ANN.	4.000%	02/26/2024 330,000.000	325,364	318,120
465410AH1 REPUBLIC OF ITALY BOND FIXED 6.875% 27/S	SEMI-ANN.	6.875%	09/27/2023 270,000.000	295,650	320,053
731011AT9 REPUBLIC OF POLAND BOND FIXED 3% 17/MAR/	SEMI-ANN.	3.000%	03/17/2023 180,000.000	177,206	163,890
836205AN4 SOUTH AFRICA(REPUBLIC OF) 5.5% BDS 09/MA	SEMI-ANN.	5.500%	03/09/2020 140,000.000	139,013	149,100
836205AP9 SOUTH AFRICA(REPUBLIC OF) 6.25% BDS 08/M	SEMI-ANN.	6.250%	03/08/2041 100,000.000	99,437	103,630
900123AW0 TURKEY (REPUBLIC OF) 7.375% 05/FEB/2025	SEMI-ANN.	7.375%	02/05/2025 242,000.000	285,560	261,239
91086QBB3 UNITED MEXICAN STATES MEDIUM TERM NOTE F	SEMI-ANN.	4.750%	03/08/2044 2,735,000.000	2,800,592	2,464,919
91086QAV0 UNITED MEXICAN STATES MEDIUM TERM NOTE F	SEMI-ANN.	6.050%	01/11/2040 1,267,000.000	1,378,061	1,377,863
91086QAS7 UNITED MEXICAN STATES 6.75% NTS 27/SEP/2	SEMI-ANN.	6.750%	09/27/2034 365,000.000	436,905	430,700
TOTAL FOREIGN GOVERNMENT AND AGENCY SECURITIES				15,097,671	13,816,446

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
RIGHTS, WARRANTS AND SUBSCRIPTIONS			
55973B110 MAGNUM HUNTER RESOURCES CORP USD	5,633.000	0	0
FOREIGN CURRENCY CONTRACTS (WITH GAINS)			
CCTEUR CURRENCY CONTRACT - EUR	VALUE DATE: 01/02/2014	0	9
CCTGBP CURRENCY CONTRACT - GBP	VALUE DATE: 01/02/2014	0	166
CCTGBP CURRENCY CONTRACT - GBP	VALUE DATE: 01/03/2014	0	111
CCTUSD CURRENCY CONTRACT - USD	VALUE DATE: 01/06/2014	0	13
TOTAL FOREIGN CURRENCY CONTRACTS (WITH GAINS)		0	299
TOTAL GENERAL INVESTMENTS - OTHER		34,401,577	32,327,574
TOTAL GENERAL INVESTMENTS		758,699,536	856,020,291

J.P.Morgan