

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 2014 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or ☒ a single-employer plan; ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☒ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☐ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information				
1a Name of plan <u>OWENS CORNING MERGED RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>12/31/1943</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>12/31/1943</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>12/31/1943</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>OWENS CORNING</u> <u>ONE OWENS CORNING PARKWAY</u> <u>TOLEDO, OH 43659</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>43-2109021</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>419-248-8000</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>327210</u></td> </tr> <tr> <td style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) <u>43-2109021</u>	2c Plan Sponsor's telephone number <u>419-248-8000</u>	2d Business code (see instructions) <u>327210</u>	
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2c Plan Sponsor's telephone number <u>419-248-8000</u>					
2d Business code (see instructions) <u>327210</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	11/11/2015	MARK SNYDER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number) (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor 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 20943
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits..... d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6a(1) 6240 6a(2) 5682 6b 5818 6c 5879 6d 17379 6e 2041 6f 19420 6g 6h 53
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)

Part III**Form M-1 Compliance Information (to be completed by welfare benefit plans)**

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

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 2014 This Form is Open to Public Inspection
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

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

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

A Name of plan <u>OWENS CORNING MERGED RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>OWENS CORNING</u>	D Employer Identification Number (EIN) <u>43-2109021</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2014</u>	
2 Assets:	
a Market value	2a <u>881985986</u>
b Actuarial value	2b <u>859054591</u>
3 Funding target/participant count breakdown	
a For retired participants and beneficiaries receiving payment.....	(1) Number of participants <u>7880</u> (2) Vested Funding Target <u>382185818</u> (3) Total Funding Target <u>382185818</u>
b For terminated vested participants.....	<u>6823</u> <u>116737927</u> <u>116737927</u>
c For active participants.....	<u>6240</u> <u>356053947</u> <u>365258546</u>
d Total.....	<u>20943</u> <u>854977692</u> <u>864182291</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b
5 Effective interest rate	5 <u>6.47%</u>
6 Target normal cost	6 <u>10897482</u>

Statement by Enrolled Actuary

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

SIGN HERE		<u>09/22/2015</u>
	Signature of actuary	Date
<u>MARGARET E. SMITH</u>	Type or print name of actuary	<u>14-08104</u>
		Most recent enrollment number
<u>TOWERS WATSON DELAWARE INC.</u>	Firm name	<u>248-936-7700</u>
		Telephone number (including area code)
<u>28411 NORTHWESTERN HIGHWAY</u> <u>SOUTHFIELD, MI 48034</u>	Address of the firm	

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

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

Schedule SB (Form 5500) 2014
v. 140124

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>8.26</u> %	0	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		11656515
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.66</u> %		776324
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c Total available at beginning of current plan year to add to prefunding balance		12432839
d Portion of (c) to be added to prefunding balance		12432839
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	12432839

Part III Funding Percentages		
14 Funding target attainment percentage	14	97.96 %
15 Adjusted funding target attainment percentage	15	97.96 %
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	98.20 %
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
04/15/2014	6626875	0			
07/15/2014	6626875	0			
01/15/2015	6626875	0			
04/15/2015	9303884	0			
07/15/2015	9303884	0			
09/15/2015	22149909	0			
Totals ▶			18(b)	60638302	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	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	56057271
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
0	0	0
		(4) 4th
		0

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

21 Discount rate:				
a Segment rates:	1st segment: 4.99 %	2nd segment: 6.32 %	3rd segment: 6.99 %	☐ 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	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
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	10897482	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	17560539	13751208	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..	34	24648690	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	2254255	2254255
36 Additional cash requirement (line 34 minus line 35).....	36	22394435	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	56057271	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	33662836	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	2254255	
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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2014
		This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>OWENS CORNING MERGED RETIREMENT PLAN</u>	B Three-digit plan number (PN) <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>OWENS CORNING</u>	D Employer Identification Number (EIN) <u>43-2109021</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
THE BANK OF NEW YORK MELLON

13-5160382

(b) Enter name and EIN or address of person who provided you disclosure 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 disclosures 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

PRINCIPAL DIVERSIFIED REAL ESTATE

46-0743367

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

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

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

FIDELITY INVT INSTITUTIONAL OPS CO

04-3532603

(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	1409004	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

STANDISH MELLON ASSET MANAGEMENT

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	455997	Yes ☐ No ☒	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	420493	Yes ☒ No ☐	Yes ☒ No ☐	0	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 INC.

47-3503928

(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	403638	Yes ☐ No ☒	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?
49 50 68	NONE	369432	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

(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	273001	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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	235152	Yes ☒ No ☐	Yes ☒ No ☐	13685	Yes ☐ No ☒

(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	210000	Yes ☐ No ☒	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	194197	Yes ☒ No ☐	Yes ☒ No ☐	0	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)

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	177045	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

(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	164843	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

(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	147222	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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	124958	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(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	123174	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(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	118706	Yes ☒ No ☐	Yes ☒ No ☐	0	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)

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	112382	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

OC SALES, LLC

43-2109021

(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-PLAN SPONSOR	87942	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(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	57644	Yes ☒ No ☐	Yes ☒ No ☐	0	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)

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	24500	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(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	22972	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

GROOM LAW GROUP CHARTERED

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	18263	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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	14275	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

(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	13710	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

SEYFARTH SHAW LLP

36-2152202

(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	7103	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

PRISMA CAPITAL PARTNERS LP

13-2857105

(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 52	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	199982	Yes ☐ No ☒

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
JPMORGAN CHASE BANK NA	99	13685
(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
PRISMA CAPITAL PARTNERS LP	28 52	199982
(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.
PRISMA SPECTRUM FUND LTD C/O THE HARBOUR TRUST CO. LTD GRAND CAYMAN, WEST BAY ROAD KY1-1103 CI	MANAGEMENT AND INCENTIVE FEES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) 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 2014 This Form is Open to Public Inspection.
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>OWENS CORNING MERGED RETIREMENT PLAN</u>	B Three-digit plan number (PN) ► <u>001</u>	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>OWENS CORNING</u>	D Employer Identification Number (EIN) <u>43-2109021</u>	

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: <u>EAFE EQUITY INDEX FUND</u>		
b Name of sponsor of entity listed in (a): <u>BLACKROCK INSTITUTIONAL TRUST COMPANY NA</u>		
c EIN-PN <u>94-6596958-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>25434466</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RUSSELL 1000 INDEX FUND</u>		
b Name of sponsor of entity listed in (a): <u>BLACKROCK INSTITUTIONAL TRUST COMPANY NA</u>		
c EIN-PN <u>94-6589508-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>39421218</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RUSSELL 2000 INDEX FUND</u>		
b Name of sponsor of entity listed in (a): <u>BLACKROCK INSTITUTIONAL TRUST COMPANY NA</u>		
c EIN-PN <u>94-3273839-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>20429024</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>US DEBT INDEX FUND E</u>		
b Name of sponsor of entity listed in (a): <u>BLACKROCK INSTITUTIONAL TRUST COMPANY NA</u>		
c EIN-PN <u>94-3149397-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>25669436</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>DE SHAW US BROAD MARKET CORE ALPHA</u>		
b Name of sponsor of entity listed in (a): <u>DE SHAW INVESTMENT MGT LLC</u>		
c EIN-PN <u>20-2455619-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>39315423</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JPMORGAN PRIME MMKT-MORGAN SHR FUND</u>		
b Name of sponsor of entity listed in (a): <u>JPMORGAN</u>		
c EIN-PN <u>13-3736024-283</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>7596412</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

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

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

SCHEDULE H (Form 5500) 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 2014 This Form is Open to Public Inspection
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>		
A Name of plan <u>OWENS CORNING MERGED RETIREMENT PLAN</u>		B Three-digit plan number (PN) ► <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>OWENS CORNING</u>		D Employer Identification Number (EIN) <u>43-2109021</u>

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	121998
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	14977724	47384552
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	6970623	5120709
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)	97397534	97553122
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	47678603	42799604
(B) All other	1c(3)(B)	145995904	176405913
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	228421	0
(B) Common.....	1c(4)(B)	207643368	205857153
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	151675290	157865979
(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)	173073597	166972102
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	32327574	30427726

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	878105466	930508858

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	1531414	1608161
i Acquisition indebtedness	1i		
j Other liabilities	1j	1952151	578153
k Total liabilities (add all amounts in lines 1g through 1j)	1k	3483565	2186314

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	874621901	928322544
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	68034091	
(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)		68034091
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	-21	
(B) U.S. Government securities	2b(1)(B)	3455755	
(C) Corporate debt instruments	2b(1)(C)	10949366	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	1702519	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		16107619
(2) Dividends: (A) Preferred stock	2b(2)(A)	2577	
(B) Common stock	2b(2)(B)	4749791	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	389462	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		5141830
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	403479718	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	392209740	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		11269978
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	38824418	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		38824418

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		11559413
(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)		3052025
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		153989374

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	92039303	
(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)		92039303
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)	2213704	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)	2884006	
(4) Other.....	2i(4)	3151718	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		8249428
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		100288731

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		53700643
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

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

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

☒ Yes ☐ No

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

(1) Name: 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:

- a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....
- b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c			
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
4d			
e Was this plan covered by a fidelity bond?	X		25000000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4g			
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	X		
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
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 2014 This Form is Open to Public Inspection.
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>OWENS CORNING MERGED RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>OWENS CORNING</u>	D Employer Identification Number (EIN) <u>43-2109021</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>25-1442864</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>1431</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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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
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?.....	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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: 43.0% Investment-Grade Debt: 39.0% High-Yield Debt: 6.0% Real Estate: 0.0% Other: 12.0%

- 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):

Owens Corning Merged Retirement Plan

**Financial Report
December 31, 2014**

Owens Corning Merged Retirement Plan

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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, 2014 and 2013 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. (the "Trustee"), except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes related transactions. The plan administrator has obtained certifications from the Trustee as of and for the years ended December 31, 2014 and 2013 that the information provided to the plan administrator by the Trustee is complete and accurate.

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, 2014 and reportable transactions for the year ended December 31, 2014 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 Trustee, 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 5, 2015

Owens Corning Merged Retirement Plan

Statement of Net Assets Available for Benefits

	December 31, 2014	December 31, 2013
Assets		
Investments:		
Registered investment companies	\$ 166,972,102	\$ 173,073,597
Common collective trust funds	157,865,979	151,675,290
U.S. government securities	97,553,122	97,397,534
Corporate stocks	205,857,154	207,871,789
Corporate debt securities	219,323,267	193,674,507
Other investments	30,309,976	32,327,574
Total investments	877,881,600	856,020,291
Contributions receivable	47,384,552	14,977,724
Due from broker for securities sold	5,120,709	6,970,623
Noninterest-bearing cash	121,998	136,828
Total assets	930,508,859	878,105,466
Liabilities		
Accrued liabilities	1,608,161	1,531,414
Due to broker for securities purchased	578,154	1,952,151
Total liabilities	2,186,315	3,483,565
Net Assets Available for Benefits	\$ 928,322,544	\$ 874,621,901

Owens Corning Merged Retirement Plan

Statement of Changes in Net Assets Available for Benefits

	Year Ended	
	December 31, 2014	December 31, 2013
Additions to Net Assets		
Employer contributions	\$ 68,034,091	\$ 28,252,832
Investment income:		
Interest and dividends	21,249,449	21,529,477
Net realized and unrealized gains (losses) on investments:		
Registered investment companies	3,052,025	5,643,067
Common collective trust funds	11,559,413	29,006,903
U.S. government securities	18,137,643	(14,563,776)
Corporate stocks	8,230,710	53,142,154
Corporate debt securities	18,795,256	(18,228,130)
Other investments	4,930,787	(5,247,095)
Net realized and unrealized gains	64,705,834	49,753,123
Other investment gain	-	49,897
Total investment income	85,955,283	71,332,497
Total additions	153,989,374	99,585,329
Deductions from Net Assets		
Benefits paid directly to participants or beneficiaries	92,039,303	81,499,343
Administrative expenses	8,249,428	5,376,161
Total deductions	100,288,731	86,875,504
Net Increase	53,700,643	12,709,825
Net Assets Available for Benefits		
Beginning of year	874,621,901	861,912,076
End of year	<u>\$ 928,322,544</u>	<u>\$ 874,621,901</u>

Owens Corning Merged Retirement Plan

Notes to Financial Statements December 31, 2014 and 2013

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 Owens Corning Hourly Employees' Retirement Plan, Owens Corning Retirement Benefits Plan, and Owens Corning Cash Balance Plan (formerly 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. (the "Trustee") serves as trustee of the Plan as of December 31, 2014 and December 31, 2013. 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

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.

Owens Corning Merged Retirement Plan

Notes to Financial Statements December 31, 2014 and 2013

Note 1 - Plan Description (Continued)

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 Owens Corning 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.

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.

Owens Corning Merged Retirement Plan

Notes to Financial Statements December 31, 2014 and 2013

Note 1 - Plan Description (Continued)

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.

Owens Corning Merged Retirement Plan

Notes to Financial Statements December 31, 2014 and 2013

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 Owens Corning 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 Owens Corning 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.

Owens Corning Merged Retirement Plan

Notes to Financial Statements December 31, 2014 and 2013

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, 2014 and 2013. In 2015, the Company made contributions of \$47,384,552 related to the 2014 plan year. In 2014, the Company made contributions of \$28,231,475, of which \$14,977,724 related to the 2013 plan year.

Party-in-interest Transactions - Certain plan assets are in investment funds managed by JPMorgan Chase Bank, N.A. JPMorgan Chase Bank, N.A. is the trustee 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.

Owens Corning Merged Retirement Plan

Notes to Financial Statements December 31, 2014 and 2013

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, 2013 are summarized as follows:

Actuarial cost method	- Traditional unit credit
Assumed rate of return	- 7.0 percent per annum for 2013
Mortality basis - Nonannuitants	- RP-2014 "Employees" table with collar adjustments, projected to 2025 using Scale MP-2014
Mortality basis - Annuitants	- RP-2014 "Healthy Annuitants" table with collar adjustments, projected to 2025 using Scale MP-2014

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.

Owens Corning Merged Retirement Plan

Notes to Financial Statements December 31, 2014 and 2013

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 5, 2015, which is the date the financial statements were available to be issued.

Reclassification - Certain prior year amounts have been reclassified to conform to the current year presentation.

Note 3 - Unaudited Information

The Trustee holds the Plan's investments and executes all investment transactions. The investment balances and related investment income and losses included in the accompanying financial statements and supplemental schedule of assets held at end of year are based solely on information provided by the Trustee.

No investments exceed 5 percent of end of year net assets at December 31, 2014 or 2013.

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, 2014, the most recent actuarial valuation, are as follows:

Actuarial present value of accumulated plan benefits:

Vested benefits:

Participants currently receiving benefit payments	\$ 364,265,958
Active participants	383,543,308
Deferred participants	<u>116,064,184</u>

Total vested benefits 863,873,450

Nonvested benefits 6,844,065

Total actuarial present value of accumulated plan benefits \$ 870,717,515

Owens Corning Merged Retirement Plan

Notes to Financial Statements December 31, 2014 and 2013

Note 4 - Accumulated Plan Benefits (Continued)

Actuarial Present Value of Accumulated Plan Benefits -	
Beginning of year	\$ 809,063,358
Increase (decrease) during the year attributable to:	
Benefits accumulated	7,902,531
Actuarial losses	14,525,328
Interest due to the decrease in the discount period	58,127,358
Benefits paid	(81,499,343)
Change of assumptions	62,620,929
Plan amendments	(22,646)
Net increase	<u>61,654,157</u>
Actuarial Present Value of Accumulated Plan Benefits -	
End of year	<u>\$ 870,717,515</u>

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 for nonannuitants and four more years of projected mortality for annuitants.

During 2013, the segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2012 to September 2013.

During 2013, the interest crediting rate was updated from 1.49 percent in 2013 to 1.16 percent in 2014.

The assumed plan-related expenses added to the target normal cost were changed from \$3,550,000 for 2013 to \$5,550,000 for 2014

For ASC 960 purposes, the discount rate was changed from 7.50 percent to 7.00 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

Owens Corning Merged Retirement Plan

Notes to Financial Statements December 31, 2014 and 2013

Note 5 - Plan Termination (Continued)

- (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 2015, the ceiling for an individual straight-life annuity is \$5,011.36 per month.

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.

Owens Corning Merged Retirement Plan

Notes to Financial Statements December 31, 2014 and 2013

Note 6 - Tax Status (Continued)

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 2011.

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, 2014 and 2013.

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.

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.

Owens Corning Merged Retirement Plan

Notes to Financial Statements December 31, 2014 and 2013

Note 7 - Fair Value Measurements (Continued)

Assets Measured at Fair Value on a Recurring Basis at December 31, 2014

	Level 1	Level 2	Level 3	Balance at December 31, 2014
U.S. government and agencies	\$ -	\$ 97,553,122	\$ -	\$ 97,553,122
Corporate debt securities:				
Preferred	-	42,799,604	-	42,799,604
Other	-	176,523,663	-	176,523,663
Common collective trust funds:				
Commingled U.S. equity (1)	-	150,269,567	-	150,269,567
Money market fund - Short-term investments	-	7,596,412	-	7,596,412
Corporate stocks	205,857,154	-	-	205,857,154
Other investments:				
State and municipal securities	-	18,090,509	-	18,090,509
Foreign government and agency securities	-	12,219,467	-	12,219,467
Registered investment companies:				
Money market fund - Short-term investments	-	185	-	185
Commingled funds - U.S. equity (1)	-	36,351,612	-	36,351,612
Commingled funds - U.S. equity and international equity (1)	-	66,785,664	-	66,785,664
Commingled funds - Fixed-income securities (2)	-	63,834,641	-	63,834,641
Total	<u>\$ 205,857,154</u>	<u>\$ 672,024,446</u>	<u>\$ -</u>	<u>\$ 877,881,600</u>

Owens Corning Merged Retirement Plan

Notes to Financial Statements December 31, 2014 and 2013

Note 7 - Fair Value Measurements (Continued)

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 (1)	-	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. equity (1)	-	54,061,818	-	54,061,818
Commingled funds - U.S. equity and international equity (1)	-	50,247,925	-	50,247,925
Commingled funds - Fixed-income securities (2)	-	63,732,861	-	63,732,861
Total	\$ 207,871,789	\$ 648,148,502	\$ -	\$ 856,020,291

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

(2) This class represents investments in actively managed registered investment companies 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.

There were no unfunded commitments or redemption restrictions on the investments described above.

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.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26 Schedule of Active Participant Data as of January 1, 2014

Attained Age	Attained Years of Credited Service ¹												
	0	1	2	3	4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & Over
Under 25	20	6	3	0	1	0	0	0	0	0	0	0	0
25-29	27	21	10	12	18	89	1	0	0	0	0	0	0
30-34	27	17	7	12	35	223	82	3	0	0	0	0	0
35-39	22	10	7	7	27	204	190	69	3	0	0	0	0
40-44	15	16	10	8	21	203	173	137	62	4	0	0	0
45-49	17	18	6	12	16	177	161	159	122	96	13	0	0
50-54	14	12	9	3	18	162	155	146	110	169	170	51	0
55-59	7	7	4	6	8	105	122	126	87	125	251	434	13
60-64	5	4	1	5	8	51	49	77	33	85	102	204	112
65-69	0	1	0	0	0	14	14	17	14	14	23	20	29
70 & over	0	0	0	0	0	2	0	0	3	3	0	2	5

¹ Does not include 430 participants at Advance Glassfibre and Yarn (AGY) and other non-AGY participants who transferred out of the plan.

Plan Name: Owens Corning Merged Retirement Plan
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SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26

Schedule of Active Participant Data for Cash Balance Plans as of January 1, 2014

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	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
25 - 29	-	-	12	-	-	4,165	1	-	-	-	-	-	-	-	-	-	-	-	-	-
30 - 34	-	-	27	1,476	126	8,109	38	15,909	-	-	-	-	-	-	-	-	-	-	-	-
35 - 39	1	-	25	1,688	116	9,656	105	20,304	29	19,802	2	-	-	-	-	-	-	-	-	-
40 - 44	-	-	18	-	120	10,468	85	23,848	85	26,831	28	21,808	3	-	-	-	-	-	-	-
45 - 49	1	-	12	-	106	11,151	83	26,036	84	29,619	55	32,049	55	35,000	10	-	-	-	-	-
50 - 54	2	-	13	-	92	11,349	88	26,262	94	30,854	41	39,825	60	52,636	58	52,486	16	-	-	-
55 - 59	-	-	3	-	62	13,369	62	27,394	81	37,745	19	-	37	50,228	112	90,432	153	92,992	5	-
60 - 64	1	-	4	-	28	14,082	27	22,747	49	34,513	7	-	29	67,180	43	144,345	86	176,151	49	119,854
65 - 69	-	-	-	-	9	-	8	-	15	-	2	-	6	-	6	-	14	-	13	-
70 & Over	-	-	-	-	1	-	-	-	-	-	1	-	-	-	-	-	-	-	2	-

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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	4.99%	1.37%
Second segment rate	6.32%	4.05%
Third segment rate	6.99%	5.06%
Effective interest rate	6.47%	4.33%

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 \$5,500,000.

Mortality

Separate rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, projected to 2029 using Scale AA) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2021 using Scale AA).

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SCHEDULE SB ATTACHMENTS

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.

Age	Percentage retiring during the year		Roofing and Asphalt (R&A) ¹
	Salaried	Primary	
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)

Age	Percentage leaving during the year		
	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.

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SCHEDULE SB ATTACHMENTS

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 2014 valuation, the rate is 1.16%.

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.

SCHEDULE SB ATTACHMENTS

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 2013 plan year.)

Plan Name: Owens Corning Merged Retirement Plan
EIN / PN: 43-2109021 / 001
Plan Sponsor: Owens Corning
Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

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 2012 to September 2013.
- The cash balance interest crediting rate was updated from 1.49% in 2013 to 1.16% in 2014.
- The assumed plan related expenses added to the target normal cost were changed from \$3,550,000 for 2013 to \$5,500,000 for 2014.

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, 2014

(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 total plan assets:						
JPMorgan Chase Bank, N.A.	BlackRock U.S. Debt Index Fund E:	\$ 95,337,066	\$ -	\$ 95,337,066	\$ 95,337,066	\$ -
	Purchases - 10	-	97,231,269	98,451,000	97,231,269	(1,219,731)
	Sales - 42	-	-	-	-	-
JPMorgan Chase Bank, N.A.	JPMorgan Prime Mmkt:	413,926,400	-	413,926,400	413,926,400	-
	Purchases - 1,170	-	411,360,816	411,360,816	411,360,816	-
	Sales - 909	-	-	-	-	-

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

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 2014 This Form is Open to Public Inspection
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

► **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: ☒ Single ☐ Multiple-A ☐ Multiple-B ☐ Other **F** Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information

1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2014</u>			
2 Assets:			
a Market value	2a	881985986	
b Actuarial value	2b	859054591	
3 Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment	7880	382185818	382185818
b For terminated vested participants	6823	116737927	116737927
c For active participants	6240	356053947	365258546
d Total	20943	854977692	864182291
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	6.47%	
6 Target normal cost	6	10897482	

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 <i>MES</i> Signature of actuary Margaret E. Smith Type or print name of actuary Towers Watson Delaware Inc. Firm name 28411 Northwestern Highway Southfield MI 48034 Address of the firm	October 6, 2015 Date 1408104 Most recent enrollment number 248-936-7700 Telephone number (including area code)
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Part II

Part III	Funding Percentages		
14	Funding target attainment percentage	14	97.96%
15	Adjusted funding target attainment percentage	15	97.96%
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	98.20%
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 III

Part IV	Contributions and Liquidity Shortfalls
----------------	---

Part IV

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
04/15/2014	6626875	0			
07/15/2014	6626875	0			
01/15/2015	6626875	0			
04/15/2015	9303884	0			
07/15/2015	9303884	0			
09/15/2015	22149909	0			
Totals ►			18(b)	60638302	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	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	56057271

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:
4.99%2nd segment:
6.32%3rd segment:
6.99%☐ 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**

0

29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)**29**

0

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**

10897482

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

0

32 Amortization installments:

Outstanding Balance

Installment

a Net shortfall amortization installment

17560539

13751208

b Waiver amortization installment

0

0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount**33**

0

34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)**34**

24648690

Carryover balance

Prefunding balance

Total balance

35 Balances elected for use to offset funding requirement

0

2254255

2254255

36 Additional cash requirement (line 34 minus line 35)**36**

22394435

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)**37**

56057271

38 Present value of excess contributions for current year (see instructions)**a** Total (excess, if any, of line 37 over line 36)**38a**

33662836

b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances**38b**

2254255

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 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, 2014
Enrolled Actuary	Margaret E. Smith
Enrollment Number	14-08104

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.

Plan Name:	Owens Corning Merged Retirement Plan
EIN / PN:	43-2109021 / 001
Plan Sponsor:	Owens Corning
Valuation Date:	January 1, 2014

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22
Description of Weighted Average Retirement Age
as of January 1, 2014

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.

Plan Name: Owens Corning Merged Retirement Plan
EIN / PN: 43-2109021 / 001
Plan Sponsor: Owens Corning
Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

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 2013 Internal Revenue Code §415 Maximum Benefit Limit is \$205,000 payable as a life annuity at Normal Retirement Age.

Plan Compensation Limitations

The 2013 §401(a)(17) Internal Revenue Code Compensation Limit is \$255,000.

Changes in Plan Provisions

Plan provisions are the same as provided in the 2013 funding report dated September 2014, except for the following changes:

- Credited service is frozen as of April 1, 2014 for Jacksonville Roofing and Kearny Roofing participants.

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	1/1/97	
Salaried and Primary (formerly Knytex)		
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	1/1/99	
Salaried and Non-union hourly		
AmeriMark, Inc.	1/1/99	8/31/07
Salaried and Non-union hourly		
Fabwel, Inc.	1/1/99	9/15/07
Salaried and Non-union hourly		
Tucker Primary	2/1/99	12/17/01
Bargaining unit hourly		
Salt Lake City, UT	1/1/00	
Non-union hourly		
Eloy, AZ	1/1/00	
Non-union hourly		
Concord, NC	1/1/00	
Non-union hourly		
Newark, OH	7/1/00	
IBEW hourly ¹		
Kansas City, MO ²	1/1/01	
Foundry & Steel	1/1/01	
Salaried and Non-union hourly		
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.

SCHEDULE SB ATTACHMENTS

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.

SCHEDULE SB ATTACHMENTS

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.

SCHEDULE SB ATTACHMENTS

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
- 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.

SCHEDULE SB ATTACHMENTS

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 IBEW¹ \$80
- Kansas City, MO¹ \$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	
	Comp Below Integration Level	Comp Above Integration Level
At least:		
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.

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.

SCHEDULE SB ATTACHMENTS

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.

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.

SCHEDULE SB ATTACHMENTS

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

SCHEDULE SB ATTACHMENTS

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.

- Vytex
- 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.

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.

SCHEDULE SB ATTACHMENTS

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:

Location	Effective Date	Rate Group (Band)					
		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 in 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 is 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.

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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.

Credited Service is frozen as of April 1, 2014 for Jacksonville Roofing and Kearny Roofing 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
Hazleton	\$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

SCHEDULE SB ATTACHMENTS

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.

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.

SCHEDULE SB ATTACHMENTS

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.

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 $\frac{1}{2}\%$ 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.

SCHEDULE SB ATTACHMENTS

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 $\frac{1}{2}\%$ 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 $\frac{1}{2}\%$ 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 $\frac{1}{2}\%$ 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 $\frac{1}{2}\%$ 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.

SCHEDULE SB ATTACHMENTS

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 $\frac{1}{2}\%$ 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).

Plan Name: Owens Corning Merged Retirement Plan
EIN / PN: 43-2109021 / 001
Plan Sponsor: Owens Corning
Valuation Date: January 1, 2014

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.

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, 2014

<u>(a)(b)</u> <u>Identity of Issuer</u>	<u>(c)</u> <u>Description of Investment</u>	<u>(d)</u> <u>Cost</u>	<u>(e)</u> <u>Current Value</u>
JPMorgan Chase Bank, N.A.	See attached pages I-88	<u>\$ 739,706,226</u>	<u>\$ 877,881,600</u>

AS OF DECEMBER 31, 2014

BASE CURRENCY: USD

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
NONINTEREST-BEARING CASH			
AUD AUSTRALIAN DOLLAR	13,462.360	11,039	11,017
GBP BRITISH POUND	31,267.450	49,258	48,754
CAD CANADIAN DOLLAR	2,809.070	2,450	2,425
EUR EURO	27,261.960	34,022	32,988
HKD HONG KONG DOLLAR	23,382.250	3,015	3,015
ILS ISRAELI SHEKEL	2,154.710	542	554
JPY JAPANESE YEN	666,382.000	5,604	5,558
NZD NEW ZEALAND DOLLAR	3,480.570	2,725	2,720
NOK NORWEGIAN KRONE	7,657.120	1,126	1,021
SGD SINGAPORE DOLLAR	5,936.600	4,546	4,480
KRW SOUTH KOREA WON	24.000	0	0
SEK SWEDISH KRONA	22,005.110	2,906	2,811
CHF SWISS FRANC	6,611.300	6,976	6,654
TOTAL NONINTEREST-BEARING CASH		124,209	121,998

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
GENERAL INVESTMENTS			

U.S. GOVERNMENT SECURITIES			

3133XGAY0 FEDERAL HOME LOAN BANKS BOND FIXED 5.5%	SEMI-ANN. 5.500% 07/15/2036 250,000.000	277,535	342,858
31359WFP3 FEDERAL NATIONAL MORTGAGE ASSOC 7.25% BD	SEMI-ANN. 7.250% 05/15/2030 1,355,000.000	1,803,432	2,108,949
31398AFD9 FEDERAL NATIONAL MORTGAGE ASSOCIATION NO	SEMI-ANN. 5.625% 07/15/2037 2,300,000.000	3,181,751	3,237,342
912810QB7 UNITED STATES OF AMER TREAS BONDS 4.25%	SEMI-ANN. 4.250% 05/15/2039 5,245,000.000	5,965,568	6,741,871
912796EV7 UNITED STATES OF AMERICA BILL ZERO CPN 1	0.000% 02/19/2015 255,000.000	254,993	254,995
912810QT8 UNITED STATES OF AMERICA BOND FIXED 3.12	SEMI-ANN. 3.125% 11/15/2041 6,665,000.000	6,631,927	7,193,001
912810RH3 UNITED STATES OF AMERICA BOND FIXED 3.12	SEMI-ANN. 3.125% 08/15/2044 780,000.000	815,048	839,717
912810RG5 UNITED STATES OF AMERICA BOND FIXED 3.37	SEMI-ANN. 3.375% 05/15/2044 1,400,000.000	1,482,144	1,576,092
912810QS0 UNITED STATES OF AMERICA BOND FIXED 3.75	SEMI-ANN. 3.750% 08/15/2041 5,725,000.000	6,382,298	6,899,942
912810RD2 UNITED STATES OF AMERICA BOND FIXED 3.75	SEMI-ANN. 3.750% 11/15/2043 5,875,000.000	6,026,683	7,062,396
912810FT0 UNITED STATES OF AMERICA BOND FIXED 4.5%	SEMI-ANN. 4.500% 02/15/2036 1,475,000.000	1,844,674	1,967,399
912810QE1 UNITED STATES OF AMERICA BOND FIXED 4.62	SEMI-ANN. 4.625% 02/15/2040 4,340,000.000	4,708,781	5,899,709
912810QN1 UNITED STATES OF AMERICA BOND FIXED 4.75	SEMI-ANN. 4.750% 02/15/2041 3,585,000.000	4,994,361	5,009,751

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IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
912828C99 UNITED STATES OF AMERICA NOTES FIXED .12	SEMI-ANN. FLOATING 04/15/2019 2,940,000.000	3,047,737	2,946,488
912828G38 UNITED STATES OF AMERICA NOTES FIXED 2.2	SEMI-ANN. 2.250% 11/15/2024 2,395,000.000	2,390,431	2,411,094
912810QY7 UNITED STATES TREAS BDS 2.75%15/NOV/2042	SEMI-ANN. 2.750% 11/15/2042 15,630,000.000	13,480,562	15,614,057
912810RB6 UNITED STATES TREAS BDS 2.875%15/MAY/204	SEMI-ANN. 2.875% 05/15/2043 9,520,000.000	8,577,053	9,737,151
912810QU5 UNITED STATES TREAS BDS 3.125% 15/FEB/20	SEMI-ANN. 3.125% 02/15/2042 1,280,000.000	1,282,260	1,377,894
912810QD3 UNITED STATES TREAS BDS 4.375%15/NOV/203	SEMI-ANN. 4.375% 11/15/2039 2,985,000.000	3,095,053	3,914,081
912810QC5 UNITED STATES TREAS BDS 4.5%15/AUG/2039	SEMI-ANN. 4.500% 08/15/2039 2,040,000.000	2,101,355	2,718,626
912810FG8 USA TREASURY BDS 5.25% 15/FEB/2029 USD10	SEMI-ANN. 5.250% 02/15/2029 6,685,000.000	8,302,160	8,987,180
912810EY0 USA TREASURY BDS 6.5% BD 15/NOV/2026 USD	SEMI-ANN. 6.500% 11/15/2026 495,000.000	709,599	712,528
TOTAL U.S. GOVERNMENT SECURITIES		87,355,405	97,553,122
CORPORATE DEBT INSTRUMENTS: PREFERRED			

00139PAA6 AIG SUNAMERICA GLOBAL FING X SR NT 144A RATINGS: A1 A+	SEMI-ANN. 6.900% 03/15/2032 410,000.000	489,111	564,541
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	206,292
084654BL4 BERKSHIRE HATHAWAY FINANCE CORP 5.75% GT RATINGS: AA2 AA+	SEMI-ANN. 5.750% 01/15/2040 475,000.000	484,929	607,843
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	284,291
12201PAB2 BURLINGTON RESOURCES FINANCE CO CALLABLE RATINGS: A2 A	SEMI-ANN. 7.200% 08/15/2031 665,000.000	903,257	914,900

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IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
17275RAD4 CISCO SYSTEMS INC 5.90% BDS 15/FEB/2039 RATINGS: A1 A+	SEMI-ANN. 5.900% 02/15/2039 1,145,000.000	1,360,389	1,441,177
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	441,066
172967EW7 CITIGROUP INC 8.125% BDS 15/JUL/2039 USD RATINGS: A3 A	SEMI-ANN. 8.125% 07/15/2039 490,000.000	631,072	750,156
20825CAF1 CONOCOPHILLIPS CALLABLE NOTES FIXED 5.9% RATINGS: A1 A	SEMI-ANN. 5.900% 10/15/2032 290,000.000	362,530	357,683
20825VAB8 CONOCOPHILLIPS 5.95% NTS 15/OCT/2036 USD RATINGS: A1 A	SEMI-ANN. 5.950% 10/15/2036 545,000.000	568,746	680,585
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	174,071
209111ES8 CONSOLIDATED EDISON 6.3% 15/AUG/2037 RATINGS: A3 A-	SEMI-ANN. 6.300% 08/15/2037 245,000.000	259,063	324,125
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	252,701
233835AQ0 DAIMLER NORTH AMERICA CORPORATION 8.5% B RATINGS: A3 BBB+	SEMI-ANN. 8.500% 01/18/2031 385,000.000	430,259	588,854
25746UBD0 DOMINION RESOURCES INC/VA CALLABLE NOTES RATINGS: BAA2 A-	SEMI-ANN. 7.000% 06/15/2038 650,000.000	666,153	872,833
144141CY2 DUKE ENERGY PROGRESS INC CALLABLE NOTES RATINGS: A1 A-	SEMI-ANN. 6.300% 04/01/2038 225,000.000	251,080	311,477
268789AB0 E.ON INTERNATIONAL FINANCE BV CALLABLE N RATINGS: A2 A	SEMI-ANN. 6.650% 04/30/2038 300,000.000	293,769	392,742
268317AC8 ELECTRICITE DE FRANCE SA NOTES FIXED 6.9 RATINGS: AA3 A+	SEMI-ANN. 6.950% 01/26/2039 1,100,000.000	1,399,487	1,494,416
29268BAP8 ENEL FINANCE INTERNATIONAL NV CALLABLE N RATINGS: A2 A-	SEMI-ANN. 6.000% 10/07/2039 465,000.000	436,187	546,389
30161MAG8 EXELON GENERATION CO LLC 6.25% 01/OCT/20 RATINGS: A3 BBB	SEMI-ANN. 6.250% 10/01/2039 305,000.000	327,359	366,326
341099CL1 FLORIDA POWER CORP 6.4% BDS 15/JUN/2038 RATINGS: A2 A-	SEMI-ANN. 6.400% 06/15/2038 455,000.000	588,283	629,097

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
36962GX22 GENERAL ELECTRIC CAPITAL CORP CALLABLE M RATINGS: AA2 AA+	SEMI-ANN. 6.750% 03/15/2032 1,980,000.000	2,267,570	2,704,442
36962GP7 GENERAL ELECTRIC CAPITAL CORP 5.875% BDS RATINGS: AA2 AA+	SEMI-ANN. 5.875% 01/14/2038 1,210,000.000	1,345,738	1,531,086
373334JN2 GEORGIA POWER COMPANY 5.95% 01/FEB/2039 RATINGS: A2 A	SEMI-ANN. 5.950% 02/01/2039 440,000.000	472,133	564,925
38141GFD1 GOLDMAN SACHS GROUP INC/THE NOTES FIXED RATINGS: A2 A-	SEMI-ANN. 6.750% 10/01/2037 600,000.000	673,283	754,428
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	616,478
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	668,143
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	324,912
459200BB6 IBM CORP 5.875% DUE 29/NOV/2032 RATINGS: A1 A+	SEMI-ANN. 5.875% 11/29/2032 545,000.000	662,863	696,147
46625HHF0 JPMORGAN CHASE & CO 6.4% SNR NTS 15/MAY/ RATINGS: AA3 A+	SEMI-ANN. 6.400% 05/15/2038 470,000.000	469,666	614,074
500472AC9 KONINKLIJKE PHILIPS ELECTRONICS NV 6.875 RATINGS: A3 A-	SEMI-ANN. 6.875% 03/11/2038 250,000.000	252,013	339,528
532457BC1 LILLY(ELI) & CO 5.95% BDS 15/NOV/2037 USD RATINGS: A1 AA	SEMI-ANN. 5.950% 11/15/2037 675,000.000	801,833	881,132
548661CJ4 LOWE'S COMPANIES INC RATINGS: A1 A	SEMI-ANN. 5.500% 10/15/2035 170,000.000	192,847	207,769
548661AH0 LOWE'S COS INC BOND FIXED 6.875% 15/FEB/ RATINGS: A1 A	SEMI-ANN. 6.875% 02/15/2028 375,000.000	475,386	487,613
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	596,995
575634AS9 MASSACHUSETTS ELECTRIC 5.9% BDS 15/NOV/2 RATINGS: A3 A-	SEMI-ANN. 5.900% 11/15/2039 145,000.000	146,779	189,624
59023VA48 MERRILL LYNCH & CO INC 7.75% BDS 14/MAY/ RATINGS: A3 A-	SEMI-ANN. 7.750% 05/14/2038 570,000.000	621,424	805,011

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IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
59156RAM0 METLIFE INC 59156RAM0 5.7% 15/JUN/2035 RATINGS: A3 A-	SEMI-ANN. 5.700% 06/15/2035 165,000.000	121,564	205,621
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	572,866
631005BC8 NARRANGANSETT ELECTRIC 5.638% 15/MAR/204 RATINGS: A3 A-	SEMI-ANN. 5.638% 03/15/2040 340,000.000	353,223	415,801
64952GAP5 NEW YORK LIFE INSURANCE 6.75% BDS 15/NOV RATINGS: AA2 AA	SEMI-ANN. 6.750% 11/15/2039 515,000.000	562,134	716,818
68389XAE5 ORACLE CORP NOTES FIXED 6.5% 15/APR/2038 RATINGS: A2 A	SEMI-ANN. 6.500% 04/15/2038 365,000.000	459,301	491,166
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	253,149
35177PAL1 ORANGE SA VAR 01/MAR/2031 RATINGS: A3 A-	SEMI-ANN. FLOATING 03/01/2031 555,000.000	772,259	839,426
694308GE1 PACIFIC GAS & ELECTRIC CO CALLABLE BOND RATINGS: A3 BBB+	SEMI-ANN. 6.050% 03/01/2034 660,000.000	711,163	840,246
694475AA2 PACIFIC LIFE INSURANCE 9.25% BDS 15/JUN/ RATINGS: A3 A	SEMI-ANN. 9.250% 06/15/2039 240,000.000	320,746	377,520
695114CJ5 PACIFICORP CALLABLE BOND FIXED 6.35% 15/ RATINGS: A2 A	SEMI-ANN. 6.350% 07/15/2038 1,175,000.000	1,531,557	1,607,659
695114CG1 PACIFICORP 6.25% BDS 15/OCT/2037 1000 RATINGS: A2 A	SEMI-ANN. 6.250% 10/15/2037 35,000.000	48,435	47,366
718172AC3 PHILIP MORRIS INTL INC 6.375% 16/MAY/203 RATINGS: A2 A	SEMI-ANN. 6.375% 05/16/2038 330,000.000	350,622	421,925
737679DC1 POTOMAC ELECTRIC POWER CO 7.90% BDS 15/D RATINGS: A3 BBB+	SEMI-ANN. 7.900% 12/15/2038 330,000.000	399,666	537,323
743674AY9 PROTECTIVE LIFE CORP 8.45% NTS 15/OCT/20 RATINGS: BAA2 A-	SEMI-ANN. 8.450% 10/15/2039 790,000.000	1,009,560	1,190,427
74432QAK1 PRUDENTIAL FINANCIAL INC MEDIUM TERM NOT RATINGS: BAA2 A	SEMI-ANN. 5.900% 03/17/2036 120,000.000	113,618	146,038
74432QBD6 PRUDENTIAL FINANCIAL INC 6.625% NTS 01/D RATINGS: BAA2 A	SEMI-ANN. 6.625% 12/01/2037 70,000.000	55,454	92,384

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74456QAR7 PUBLIC SERVICE ELECTRIC & GAS CO CALLABLE RATINGS: A2 A-	SEMI-ANN. 5.800% 05/01/2037 160,000.000	171,334	207,125
74456QAP1 PUBLIC SERVICE ELECTRIC & GAS CO 5.25% B RATINGS: A2 A-	SEMI-ANN. 5.250% 07/01/2035 105,000.000	104,969	131,060
822582AD4 SHELL INTERNATIONAL FINANCE BV CALLABLE RATINGS: AA1 AA	SEMI-ANN. 6.375% 12/15/2038 255,000.000	345,048	342,674
826200AD9 SIEMENS FINANCIERINGSMAATSCHAPPIJ NV CAL RATINGS: A1 A+	SEMI-ANN. 6.125% 08/17/2026 982,000.000	1,119,304	1,218,377
842400FA6 SOUTHERN CAL EDISON 5.35% DUE 15/JUL/203 RATINGS: A1 A	SEMI-ANN. 5.350% 07/15/2035 330,000.000	400,361	400,554
871829AN7 SYSCO CORP CALLABLE BOND FIXED 6.625% 17 RATINGS: A1 A+	SEMI-ANN. 6.625% 03/17/2039 340,000.000	473,168	480,627
87612EAR7 TARGET CORP 6.5% BDS 15/OCT/2037 USD1000 RATINGS: A2 A+	SEMI-ANN. 6.500% 10/15/2037 165,000.000	147,640	225,341
878091BC0 TEACHERS INSURANCE & ANNUITY ASSOC 6.85% RATINGS: AA2 AA	SEMI-ANN. 6.850% 12/16/2039 150,000.000	165,089	204,875
87938WAC7 TELEFONICA EMISIONES SAU 7.045% BDS 20/J RATINGS: BAA1 A-	SEMI-ANN. 7.045% 06/20/2036 415,000.000	449,677	545,924
8935268Z9 TRANSCANADA PIPELINES 7.625% BDS 15/JAN/ RATINGS: A3 A-	SEMI-ANN. 7.625% 01/15/2039 370,000.000	408,976	508,469
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	308,715
911312AJ5 UNITED PARCEL SERVICE INC NT 6.2%15/JAN/ RATINGS: AA3 AA-	SEMI-ANN. 6.200% 01/15/2038 1,060,000.000	1,269,207	1,409,620
913017BK4 UNITED TECHNOLOGIES CORP 6.05% BDS 01/JU RATINGS: A2 A	SEMI-ANN. 6.050% 06/01/2036 1,090,000.000	1,414,101	1,438,277
92343VAP9 VERIZON COMMUNICATIONS INC 6.9% BDS 15/A RATINGS: A3 A	SEMI-ANN. 6.900% 04/15/2038 510,000.000	566,904	668,095
92344GAX4 VERIZON COMMUNICATIONS 5.85% 15/SEP/2035 RATINGS: A3 A	SEMI-ANN. 5.850% 09/15/2035 300,000.000	355,297	352,548
92976GAJ0 WELLS FARGO BANK NA MEDIUM TERM NOTE FIX RATINGS: AA3 AA-	SEMI-ANN. 6.600% 01/15/2038 450,000.000	357,548	623,246

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IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
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	794,476
TOTAL CORPORATE DEBT INSTRUMENTS: PREFERRED		36,713,469	42,799,604
CORPORATE DEBT INSTRUMENTS: ALL OTHER -----			
00440FAA2 ACE CAPITAL TRUST II CALLABLE BOND FIXED RATINGS: BAA1 BBB	SEMI-ANN. 9.700% 04/01/2030 425,000.000	557,480	633,463
00507UAH4 ACTAVIS FUNDING SCS CALLABLE NOTES FIXED	SEMI-ANN. 4.850% 06/15/2044 1,035,000.000	1,023,553	1,050,256
00507VAC3 ACTIVISION BLIZZARD 5.625% 15/SEP/2021	SEMI-ANN. 5.625% 09/15/2021 190,000.000	194,263	199,500
00766TAA8 ABCOM CALLABLE NOTES FIXED 5.75% 15/OCT/	SEMI-ANN. 5.750% 10/15/2022 180,000.000	180,000	184,050
00817YAJ7 AETNA INC 4.5% BDS 15/MAY/2042 USD1000	SEMI-ANN. 4.500% 05/15/2042 310,000.000	296,899	328,206
00105SAM4 AFLAC INC CALLABLE NOTES FIXED 3.625% 15	SEMI-ANN. 3.625% 11/15/2024 995,000.000	995,442	1,014,512
001192AK9 AGL CAPITAL CORP CALLABLE NOTES FIXED 4.	SEMI-ANN. 4.400% 06/01/2043 175,000.000	174,332	184,406
001192AH6 AGL CAPITAL CORP 5.875% BDS 15/MAR/2041	SEMI-ANN. 5.875% 03/15/2041 185,000.000	184,691	232,021
00891CAM0 AGRUM INC 4.9% BDS 01/JUN/2043 USD1000	SEMI-ANN. 4.900% 06/01/2043 75,000.000	74,429	77,689
00891CAJ7 AGRUM INC 6.125% BDS 15/JAN/2041 USD200	SEMI-ANN. 6.125% 01/15/2041 330,000.000	329,137	391,515
010392FL7 ALABAMA POWER CO CALLABLE NOTES FIXED 4.	SEMI-ANN. 4.150% 08/15/2044 1,060,000.000	1,083,779	1,112,862
015398AC4 ALFA SAB DE CV CALLABLE NOTES FIXED 6.87	SEMI-ANN. 6.875% 03/25/2044 1,060,000.000	1,104,488	1,156,725
017175AD2 ALLEGHANY CORP CALLABLE NOTES FIXED 4.9%	SEMI-ANN. 4.900% 09/15/2044 405,000.000	403,078	424,841

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IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
02209SAR4 ALTRIA GROUP INC NOTES FIXED 5.375% 31/J	SEMI-ANN. 5.375% 01/31/2044 295,000.000	293,743	335,804
02209SAH6 ALTRIA GROUP INC 10.2% 06/FEB/2039 RATINGS: BAA1 BBB	SEMI-ANN. 10.200% 02/06/2039 65,000.000	99,430	113,174
02209SAM5 ALTRIA GROUP INC 4.25% BDS 09/AUG/2042 U	SEMI-ANN. 4.250% 08/09/2042 355,000.000	350,548	340,200
00165AAP5 AMC ENTERTAINMENT INC CALLABLE NOTES FIX	SEMI-ANN. 5.875% 02/15/2022 165,000.000	168,375	167,475
00164VAB9 AMC NETWORKS INC 7.75% BDS 15/JUL/2021 U	SEMI-ANN. 7.750% 07/15/2021 220,000.000	237,050	235,400
02351AJ3 AMERADA HESS CORP 7.3% NOTES 15/AUG/2031 RATINGS: BAA2 BBB-	SEMI-ANN. 7.300% 08/15/2031 874,000.000	1,140,109	1,085,858
026874BS5 AMERICAN INTERNATIONAL GROUP INC CALLABL RATINGS: BA2 BBB	FLOATING 05/15/2068 625,000.000	685,455	846,875
03028BAB0 AMERICAN TRANSMISSION SYSTEMS INC CALLAB	SEMI-ANN. 5.000% 09/01/2044 330,000.000	333,263	353,024
03076CAF3 AMERIPRISE FINANCIAL INC CALLABLE NOTES	SEMI-ANN. 4.000% 10/15/2023 1,110,000.000	1,170,136	1,175,779
031162BK5 AMGEN INC 5.15% SNR 15/NOV/2041 USD1000	SEMI-ANN. 5.150% 11/15/2041 300,000.000	293,728	338,145
031162BP4 AMGEN INC 5.375% BDS 15/MAY/2043 USD1000	SEMI-ANN. 5.375% 05/15/2043 270,000.000	269,960	313,670
031162BH2 AMGEN INC 5.65% BDS 15/JUN/2042 USD1000	SEMI-ANN. 5.650% 06/15/2042 235,000.000	233,849	279,603
03232PAB4 AMSURG CORP SR NT 5.625% 30/NOV/2020	SEMI-ANN. 5.625% 11/30/2020 415,000.000	428,519	424,338
032510AC3 ANADARKO PETROLEUM CORP 6.2% BDS 15/MAR/ RATINGS: BAA3 BBB-	SEMI-ANN. 6.200% 03/15/2040 960,000.000	927,869	1,124,592
03523TAP3 ANHEUSER BUSCH INBEV WORLDWIDE INC 6.375 RATINGS: BAA2 BBB+	SEMI-ANN. 6.375% 01/15/2040 235,000.000	249,232	305,601
03523TBF4 ANHEUSER-BUSCH INBEV WORLDWIDE INC NOTES	SEMI-ANN. 8.200% 01/15/2039 750,000.000	952,201	1,157,865

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IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
94973VBK2 ANTHEM INC CALLABLE NOTES FIXED 4.65% 15	SEMI-ANN. 4.650% 08/15/2044 110,000.000	109,770	116,493
00184AAG0 AOL TIME WARNER INC 7.7% BDS 01/MAY/2032 RATINGS: BAA2 BBB	SEMI-ANN. 7.700% 05/01/2032 790,000.000	994,476	1,116,144
00203QAAS AP MOELLER - MAERSK A/S CALLABLE NOTES F	SEMI-ANN. 2.550% 09/22/2019 280,000.000	279,426	280,787
037411BA2 APACHE CORP 4.75% BDS 15/APR/2043 USD100	SEMI-ANN. 4.750% 04/15/2043 265,000.000	264,271	248,514
037735CK1 APPALACHIAN POWER CO CALLABLE NOTES FIXE RATINGS: BAA2 BBB	SEMI-ANN. 6.700% 08/15/2037 150,000.000	134,630	200,513
038521AM2 ARAMARK SERVICES INC CALLABLE NOTES FIXE	SEMI-ANN. 5.750% 03/15/2020 900,000.000	929,131	929,250
03879QAF1 ARC PROPERTIES OPERATING PARTNERSHIP LP	SEMI-ANN. 4.600% 02/06/2024 345,000.000	344,451	318,276
039483BE1 ARCHER-DANIELS MIDLAND CO 4.535% BDS 26/	SEMI-ANN. 4.535% 03/26/2042 292,000.000	296,879	321,585
00206RCG5 AT&T INC CALLABLE NOTES FIXED 4.8% 15/JU	SEMI-ANN. 4.800% 06/15/2044 230,000.000	229,163	234,361
00206RBA9 AT&T INC NOTES FIXED 5.55% 15/AUG/2041 U	SEMI-ANN. 5.550% 08/15/2041 1,450,000.000	1,591,989	1,615,735
00206RBK7 AT&T INC 4.35% BDS 15/JUN/2045 USD1000	SEMI-ANN. 4.350% 06/15/2045 1,040,000.000	931,381	980,460
04650NAB0 AT&T INC 5.35% BDS 01/SEP/2040 USD1000	SEMI-ANN. 5.350% 09/01/2040 920,000.000	912,290	996,194
049560AK1 ATMOS ENERGY CORP 5.5% BDS 15/JUN/2041 U	SEMI-ANN. 5.500% 06/15/2041 195,000.000	194,372	240,061
05508WAA3 B & G FOODS INC 4.625% BDS 01/JUN/2021 U	SEMI-ANN. 4.625% 06/01/2021 170,000.000	165,896	165,937
058498AQ9 BALL CORP 5.75% BDS 15/MAY/2021 USD1000	SEMI-ANN. 5.750% 05/15/2021 475,000.000	498,156	497,563
058498AR7 BALL CORP 5% SNR NT 15/MAR/2022 USD1000	SEMI-ANN. 5.000% 03/15/2022 150,000.000	156,000	154,500

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IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
06051GFG9 BANK OF AMERICA CORP MEDIUM TERM NOTE FI	SEMI-ANN. 4.875% 04/01/2044 95,000.000	94,911	104,955
06051GFC8 BANK OF AMERICA CORP MEDIUM TERM NOTE FI	SEMI-ANN. 5.000% 01/21/2044 355,000.000	354,233	397,536
06406HCS6 BANK OF NEW YORK MELLON CORP/THE CALLABL	SEMI-ANN. 3.650% 02/04/2024 828,000.000	832,386	865,914
06738EAD7 BARCLAYS PLC NOTES FIXED 2.75% 08/NOV/20	SEMI-ANN. 2.750% 11/08/2019 285,000.000	283,997	283,259
06849RAK8 BARRICK NORTH AMERICA FINANCE LLC CALLAB	SEMI-ANN. 5.750% 05/01/2043 165,000.000	172,895	163,718
05531PAS2 BB&T CORP CALLABLE MEDIUM TERM NOTE FIXE	SEMI-ANN. 2.450% 01/15/2020 480,000.000	479,304	478,046
075887BF5 BECTON DICKINSON AND CO CALLABLE NOTES F	SEMI-ANN. 3.734% 12/15/2024 75,000.000	75,000	77,219
075887BG3 BECTON DICKINSON AND CO CALLABLE NOTES F	SEMI-ANN. 4.685% 12/15/2044 715,000.000	720,675	770,026
084664BV2 BERKSHIRE HATH FIN 4.3% BDS 15/MAY/2043	SEMI-ANN. 4.300% 05/15/2043 185,000.000	183,489	196,124
59562VAM9 BERKSHIRE HATHAWAY ENERGY CO CALLABLE BO RATINGS: BAA1 BBB+	SEMI-ANN. 6.125% 04/01/2036 375,000.000	387,484	471,124
085790AX1 BERRY PLASTICS CORP CALLABLE NOTES FIXED	SEMI-ANN. 5.500% 05/15/2022 150,000.000	152,250	152,250
055451AV0 BHP BILLITON FINANCE USA LTD CALLABLE NO	SEMI-ANN. 5.000% 09/30/2043 1,205,000.000	1,261,275	1,365,892
090613AJ9 BIOMET INC 6.5% SNR NTS 01/AUG/2020 USD1	SEMI-ANN. 6.500% 08/01/2020 330,000.000	355,788	353,100
090613AH3 BIOMET INC 6.5% SNR SUB NTS 01/OCT/2020	SEMI-ANN. 6.500% 10/01/2020 330,000.000	352,538	348,150
11778BAB8 BSKYB FINANCE UK PLC CALLABLE NOTES FIXE RATINGS: BAA1 BBB+	SEMI-ANN. 6.500% 10/15/2035 200,000.000	213,496	246,318
118230AP6 BUCKEYE PARTNERS LP CALLABLE NOTES FIXED	SEMI-ANN. 5.600% 10/15/2044 600,000.000	600,114	564,727

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IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
12189LAA9 BURLINGTON NORTH SANTA FE 5.75% 01/MAY/20	SEMI-ANN. 5.750% 05/01/2040 300,000.000	298,989	370,128
12189LAE1 BURLINGTON NORTHERN SANTA FE CORP 5.4% B	SEMI-ANN. 5.400% 06/01/2041 550,000.000	548,284	656,106
12189LAU5 BURLINGTON NORTHERN SANTA FE LLC CALLABL	SEMI-ANN. 4.550% 09/01/2044 185,000.000	183,975	198,562
13057QAC1 CALIFORNIA RESOURCES CORP CALLABLE NOTES	SEMI-ANN. 5.500% 09/15/2021 265,000.000	265,000	226,575
13057QAE7 CALIFORNIA RESOURCES CORP CALLABLE NOTES	SEMI-ANN. 6.000% 11/15/2024 115,000.000	115,000	97,175
14042E3Z1 CAPITAL ONE NA/MCLEAN VA CALLABLE NOTES	SEMI-ANN. 1.500% 09/05/2017 820,000.000	819,114	813,391
14916RAD6 CATHOLIC HEALTH INITIATIVE 4.35% BDS 01/	SEMI-ANN. 4.350% 11/01/2042 430,000.000	429,084	426,908
1248EPAS2 CCO HLDGS LLC/CCO HLDGS CAPITAL CP 7% BD	SEMI-ANN. 7.000% 01/15/2019 350,000.000	366,625	363,125
1248EPAU7 CCO HOLDINGS LLC / CCO HOLDINGS CAPITAL	SEMI-ANN. 6.500% 04/30/2021 470,000.000	506,813	493,500
12513GAZ2 CDW LLC / CDW FINANCE CORP CALLABLE BOND	SEMI-ANN. 6.000% 08/15/2022 160,000.000	167,800	165,200
15135UAF6 CENOVUS ENERGY INC SR NT 6.75% 15/NOV/20	SEMI-ANN. 6.750% 11/15/2039 380,000.000	386,817	432,900
15189WAH3 CENTERPOINT ENERGY RESOURCES CORP CALLAB	SEMI-ANN. 5.850% 01/15/2041 195,000.000	194,862	249,524
15672JAA1 CEQUEL COMMUN HLDG 6.375% SNR 15/SEP/202	SEMI-ANN. 6.375% 09/15/2020 260,000.000	274,950	269,100
12527GAF0 CF INDUSTRIES INC CALLABLE NOTES FIXED 5	SEMI-ANN. 5.150% 03/15/2034 965,000.000	987,219	1,009,390
12527GAD5 CF INDUSTRIES INC 4.95% BDS 01/JUN/2043	SEMI-ANN. 4.950% 06/01/2043 230,000.000	229,604	229,273
165167CF2 CHESAPEAKE ENERGY CORP 6.625% BDS 15/AUG	SEMI-ANN. 6.625% 08/15/2020 200,000.000	214,500	212,500

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IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
171484BA4 CHURCHILL DOWNS INC CALLABLE BOND FIXED	SEMI-ANN. 5.375% 12/15/2021 200,000.000	204,025	198,500
125509BT5 CIGNA CORP 5.375% BDS 15/FEB/2042 USD100	SEMI-ANN. 5.375% 02/15/2042 290,000.000	289,809	342,945
125509BQ1 CIGNA CORP 5.875% BDS 15/MAR/2041 USD100	SEMI-ANN. 5.875% 03/15/2041 135,000.000	134,131	168,075
171798AC5 CIMAREX ENERGY CO CALLABLE NOTES FIXED 4	SEMI-ANN. 4.375% 06/01/2024 110,000.000	113,575	105,050
172441AX5 CINEMARK USA INC 5.125% SRN 15/DEC/2022	SEMI-ANN. 5.125% 12/15/2022 125,000.000	121,250	122,188
172441AV9 CINEMARK USA INC 7.375% SNR SUB NT 15/JU	SEMI-ANN. 7.375% 06/15/2021 525,000.000	566,781	559,125
172967HS3 CITIGROUP INC MEDIUM TERM NOTE FIXED 5.3	SEMI-ANN. 5.300% 05/06/2044 365,000.000	363,478	399,920
18600TAA0 CLEVELAND CLINIC FOUNDATION/THE CALLABLE	SEMI-ANN. 4.858% 01/01/2114 275,000.000	275,000	282,631
12572QAF2 CME GROUP INC 5.3% 15/SEP/2043	SEMI-ANN. 5.300% 09/15/2043 820,000.000	849,180	993,578
12625GAD6 CNOOC FINANCE 2013 4.25% BDS 09/MAY/2043	SEMI-ANN. 4.250% 05/09/2043 200,000.000	197,030	196,254
20030NBJ9 COMCAST CORP CALLABLE NOTES FIXED 3.6% 0	SEMI-ANN. 3.600% 03/01/2024 395,000.000	406,483	414,841
20030NBM2 COMCAST CORP CALLABLE NOTES FIXED 4.2% 1	SEMI-ANN. 4.200% 08/15/2034 1,125,000.000	1,127,109	1,176,356
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	640,896
20030NAK7 COMCAST CORP 6.50% 15/NOV/2035 RATINGS: BAA1 BBB+	SEMI-ANN. 6.500% 11/15/2035 121,000.000	111,631	161,534
20030NBH3 COMCAST CORP(NEW) 4.25% BDS 15/JAN/2033	SEMI-ANN. 4.250% 01/15/2033 2,265,000.000	2,210,249	2,398,476
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	190,202

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
202795JD3 COMMONWEALTH EDISON CO CALLABLE BOND FIX	SEMI-ANN. 4.700% 01/15/2044 250,000.000	249,918	284,775
203372AL1 COMMScope INC CALLABLE NOTES FIXED 5% 15	SEMI-ANN. 5.000% 06/15/2021 190,000.000	190,000	187,150
205887BS0 CONAGRA FOODS INC 4.65% BDS 25/JAN/2043	SEMI-ANN. 4.650% 01/25/2043 208,000.000	207,698	217,083
209111FD0 CONSOLIDATED EDISON CO OF NEW YORK INC C	SEMI-ANN. 4.450% 03/15/2044 980,000.000	976,551	1,059,841
21036PAM0 CONSTELLATION BRANDS INC CALLABLE NOTES	SEMI-ANN. 3.875% 11/15/2019 125,000.000	125,938	125,938
21036PAH1 CONSTELLATION BRDS 6% SNR NT 01/MAY/2022	SEMI-ANN. 6.000% 05/01/2022 125,000.000	138,438	138,125
210518CX2 CONSUMERS ENERGY CO CALLABLE BOND FIXED	SEMI-ANN. 4.350% 08/31/2064 285,000.000	282,540	297,517
21684AB2 COOPERATIVE CENTRALE RAIFFEISEN-BORRENL	SEMI-ANN. 5.750% 12/01/2043 250,000.000	245,823	298,365
22003BAG1 CORPORATE OFFICE PROPERTIES LP CALLABLE	SEMI-ANN. 3.600% 05/15/2023 310,000.000	309,430	297,864
22025YAM2 CORRECTIONS CORP AMER NEW SR NT 4.125% 0	SEMI-ANN. 4.125% 04/01/2020 285,000.000	278,350	277,163
22025YAP5 CORRECTIONS CORPORATION OF AMERICA 4.625	SEMI-ANN. 4.625% 05/01/2023 150,000.000	147,000	144,375
22282EAD4 COVANTA HOLDING CORP 7.25% BDS 01/DEC/20	SEMI-ANN. 7.250% 12/01/2020 230,000.000	252,566	244,375
22404BT3 COX COMMUNICATIONS INC CALLABLE NOTES FI RATINGS: BAA2 BBB-	SEMI-ANN. 6.950% 06/01/2038 150,000.000	162,737	188,967
228189AB2 CROWN AMERICAS LLC / CROWN AMERICAS CAPI	SEMI-ANN. 4.500% 01/15/2023 150,000.000	145,125	145,500
22818VAB3 CROWN AMERS LLC/CORP III 6.25% BDS 01/FE	SEMI-ANN. 6.250% 02/01/2021 865,000.000	913,093	910,413
126408GY3 CSX CORP 4.1% BDS 15/MAR/2044 USD1000	SEMI-ANN. 4.100% 03/15/2044 135,000.000	134,507	133,732

SCHEDULE H (FORM 5500 - 41-1)
SCHEDULE OF ASSETS HELD FOR
INVESTMENT PURPOSES AT END OF YEAR

OWENS CORNING MERGED RETIREMENT PLAN

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126408GS6 CSX CORP 6.22% SR NT 30/APR/2040 USD1000	SEMI-ANN. 6.220% 04/30/2040 270,000.000	286,618	351,697
126458AB4 CTR PARTNERSHIP LP / CARETRUST CAPITAL C	SEMI-ANN. 5.875% 06/01/2021 180,000.000	180,000	182,250
126650BP4 CVS PASS-THROUGH TRUST CALLABLE CMO FIXE RATINGS: BAA2 BBB+	MONTHLY 6.036% 12/10/2028 236,068.570	239,744	275,282
126650BV1 CVS PASS-THROUGH TRUST CMO FIXED 5.773%	MONTHLY 5.773% 01/10/2033 414,359.160	414,883	476,716
23918KAP3 DAVITA HEALTHCARE 5.75% 15/AUG/2022 USD1	SEMI-ANN. 5.750% 08/15/2022 250,000.000	262,413	265,000
23918KAM0 DAVITA HEALTHCARE 6.625% GTD SNR 01/NOV/	SEMI-ANN. 6.625% 11/01/2020 725,000.000	766,931	761,250
25156PAC7 DEUTSCHE TELEKOM INTERNATIONAL FINANCE B RATINGS: BAA1 BBB+	SEMI-ANN. FLOATING 06/15/2030 550,000.000	785,181	810,423
251799AA0 DEVON ENERGY CORP 7.95% DEC 15/APR/2032 RATINGS: BAA1 BBB+	SEMI-ANN. 7.950% 04/15/2032 375,000.000	508,256	516,919
25179MAN3 DEVON ENERGY CORP(NEW) 4.75% BDS 15/MAY/	SEMI-ANN. 4.750% 05/15/2042 170,000.000	168,496	171,136
25459HAZ8 DIRECTV HLDGS LLC/FINANCING INC 6.375% B	SEMI-ANN. 6.375% 03/01/2041 115,000.000	114,941	134,453
25470DAJ8 DISCOVERY COMMUNIC 4.875% SNR 01/APR/204	SEMI-ANN. 4.875% 04/01/2043 290,000.000	289,591	298,996
25470XAP0 DISH DBS CORP CALLABLE NOTES FIXED 4.25%	SEMI-ANN. 4.250% 04/01/2018 350,000.000	353,241	357,438
257375AF2 DOMINION GAS HOLDINGS LLC CALLABLE NOTES	SEMI-ANN. 4.800% 11/01/2043 230,000.000	229,453	247,864
25746UBM0 DOMINION RES(VIR) 4.9% SNR 01/AUG/2041 U	SEMI-ANN. 4.900% 08/01/2041 225,000.000	221,560	245,664
260543CE1 DOW CHEMICAL CO 5.25% BDS 15/NOV/2041 US	SEMI-ANN. 5.250% 11/15/2041 150,000.000	149,798	161,778
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	283,943

J.P.Morgan Investor Services

J.P.Morgan

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260543BJ1 DOW CHEMICAL CO/THE BOND FIXED 7.375% 01 RATINGS: BAA3 BBB-	SEMI-ANN. 7.375% 11/01/2029 405,000.000	493,839	539,144
233331A74 DTE ENERGY CO CALLABLE NOTES FIXED 2.4%	SEMI-ANN. 2.400% 12/01/2019 390,000.000	389,540	390,062
26442RAB7 DUKE ENERGY PROGRESS INC CALLABLE BOND F	SEMI-ANN. 4.375% 03/30/2044 1,585,000.000	1,643,759	1,740,346
263534CJ6 E.I. DU PONT DE NEMOURS 4.15% BDS 15/FEB	SEMI-ANN. 4.150% 02/15/2043 490,000.000	475,868	493,597
278865AM2 ECOLAB INC 5.5% BDS 08/DEC/2041 USD1000	SEMI-ANN. 5.500% 12/08/2041 275,000.000	293,056	331,026
279158AJ8 ECOPEPETROL SA CALLABLE NOTES FIXED 5.875%	SEMI-ANN. 5.875% 05/28/2045 125,000.000	124,170	115,625
28370TAF6 EL PASO PIPELINE P 4.7% SNR NT 01/NOV/20	SEMI-ANN. 4.700% 11/01/2042 225,000.000	223,999	203,173
532457BG2 ELI LILLY & CO CALLABLE NOTES FIXED 4.65	SEMI-ANN. 4.650% 06/15/2044 395,000.000	410,172	442,752
29273RAR0 ENERGY TRANSFER PA 6.5% SNR 01/FEB/2042	SEMI-ANN. 6.500% 02/01/2042 135,000.000	134,517	155,176
29273RAJ8 ENERGY TRANSFER PA 7.5% BDS 01/JUL/2038 RATINGS: BAA3 BBB-	SEMI-ANN. 7.500% 07/01/2038 185,000.000	227,873	229,609
29273RAP4 ENERGY TRANSFER PARTNERS L.P. 6.05% SR B	SEMI-ANN. 6.050% 06/01/2041 1,155,000.000	1,151,141	1,260,671
29273RAZ2 ENERGY TRANSFER PARTNERS LP CALLABLE NOT	SEMI-ANN. 5.950% 10/01/2043 230,000.000	255,751	252,264
29358QAD1 ENSCO PLC CALLABLE NOTES FIXED 5.75% 01/	SEMI-ANN. 5.750% 10/01/2044 215,000.000	214,054	215,725
29379VAG8 ENTERPRISE PRODUCTS OPER 6.125% 15/OCT/2 RATINGS: BAA3 BBB-	SEMI-ANN. 6.125% 10/15/2039 375,000.000	372,698	452,974
29379VAQ6 ENTERPRISE PRODUCTS OPER 6.45% 01/SEP/20	SEMI-ANN. 6.450% 09/01/2040 245,000.000	241,808	302,350
29379VBC6 ENTERPRISE PRODUCTS OPERATING LLC CALLAB	SEMI-ANN. 5.100% 02/15/2045 985,000.000	996,385	1,059,062

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
29379VAY9 ENTERPRISE PRODUCTS PARTNERS LP 4.45% BD	SEMI-ANN. 4.450% 02/15/2043 365,000.000	363,066	360,624
29414DAA8 ENVISION HEALTHCARE CORP CALLABLE NOTES	SEMI-ANN. 5.125% 07/01/2022 130,000.000	130,650	129,025
29380TAT2 EPR PROPERTIES CALLABLE NOTES FIXED 5.75	SEMI-ANN. 5.750% 08/15/2022 400,000.000	399,992	436,948
29444UAN6 EQUINIX INC CALLABLE NOTES FIXED 5.375%	SEMI-ANN. 5.375% 01/01/2022 345,000.000	346,850	348,243
29444UAL0 EQUINIX INC 4.875% SR NT 01/APR/2020 USD	SEMI-ANN. 4.875% 04/01/2020 280,000.000	276,650	278,600
26884TAE2 ERAC USA FINANCE LLC 5.625% BDS 15/MAR/2	SEMI-ANN. 5.625% 03/15/2042 250,000.000	246,790	291,860
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	296,474
30161MAN3 EXELON GENERATION CO LLC 5.6% BDS 15/JUN	SEMI-ANN. 5.600% 06/15/2042 1,640,000.000	1,655,016	1,834,717
314275AC2 FEDERATED RETAIL HOLDING 6.375% SNR NTS RATINGS: BA2 BB	SEMI-ANN. 6.375% 03/15/2037 210,000.000	215,930	265,734
31428XAX4 FEDEX CORP CALLABLE BOND FIXED 4.9% 15/J	SEMI-ANN. 4.900% 01/15/2034 220,000.000	219,692	245,711
345370CQ1 FORD MOTOR CO NOTES FIXED 4.75% 15/JAN/2	SEMI-ANN. 4.750% 01/15/2043 785,000.000	817,791	828,269
345370CA6 FORD MOTOR CO NOTES FIXED 7.45% 16/JUL/2 RATINGS: B3 CCC	SEMI-ANN. 7.450% 07/16/2031 630,000.000	789,634	855,288
35671DBJ3 FREEPORT-MCMORAN INC CALLABLE NOTES FIXE	SEMI-ANN. 5.400% 11/14/2034 430,000.000	427,919	419,207
35671DBC8 FREEPORT-MCMORAN INC CALLABLE NOTES FIXE	SEMI-ANN. 5.450% 03/15/2043 425,000.000	423,062	401,867
369604BH5 GENERAL ELECTRIC CO CALLABLE NOTES FIXED	SEMI-ANN. 4.500% 03/11/2044 1,155,000.000	1,186,987	1,269,599
369604BF9 GENERAL ELECTRIC CO. 4.125% BDS 09/OCT/2	SEMI-ANN. 4.125% 10/09/2042 545,000.000	541,932	564,189

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IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
37045VAF7 GENERAL MOTORS CO CALLABLE NOTES FIXED 6	SEMI-ANN. 6.250% 10/02/2043 560,000.000	600,731	668,976
36159RAE3 GEO GROUP INC(THE) 6.625% NTS 15/FEB/202	SEMI-ANN. 6.625% 02/15/2021 370,000.000	399,368	387,575
36159RAK9 GEO GROUP INC/THE CALLABLE NOTES FIXED 5	SEMI-ANN. 5.875% 01/15/2022 270,000.000	274,063	276,750
378272AH1 GLENCORE FUNDING LLC CALLABLE BOND FIXED	SEMI-ANN. 4.625% 04/29/2024 415,000.000	413,323	416,992
38141GGM0 GOLDMAN SACHS GROUP INC 6.25% BDS 01/FEB	SEMI-ANN. 6.250% 02/01/2041 300,000.000	298,869	379,242
38869PAK0 GRAPHIC PACKAGING INTL INC 4.75% BDS 15/	SEMI-ANN. 4.750% 04/15/2021 150,000.000	151,688	151,125
40049JBA4 GRUPO TELEvisa SAB CALLABLE NOTES FIXED	SEMI-ANN. 5.000% 05/13/2045 385,000.000	371,656	391,637
413875AN5 HARRIS CORP CALLABLE NOTES FIXED 6.15% 1	SEMI-ANN. 6.150% 12/15/2040 1,145,000.000	1,248,686	1,388,725
416518AC2 HARTFORD FINANCIAL SERVICES GRP INC 6.62	SEMI-ANN. 6.625% 04/15/2042 275,000.000	316,132	378,983
418056AS6 HASBRO INC 6.35% BDS 15/MAR/2040 USD1000 RATINGS: BAA2 BBB	SEMI-ANN. 6.350% 03/15/2040 755,000.000	861,308	924,226
40412CAB7 HCA HLDGS INC 7.750% BDS 15/MAY/2021 USD	SEMI-ANN. 7.750% 05/15/2021 650,000.000	703,754	692,250
404119BP3 HCA INC CALLABLE NOTES FIXED 4.25% 15/OC	SEMI-ANN. 4.250% 10/15/2019 225,000.000	226,125	228,375
40415RAP0 HD SUPPLY INC CALLABLE NOTES FIXED 7.5%	SEMI-ANN. 7.500% 07/15/2020 160,000.000	169,200	167,600
42217KBB1 HEALTH CARE REIT INC CALLABLE NOTES FIXE	SEMI-ANN. 5.125% 03/15/2043 125,000.000	123,845	137,595
42809HAD9 HESS CORP 5.6% BDS 15/FEB/2041 USD1000	SEMI-ANN. 5.600% 02/15/2041 405,000.000	416,637	434,294
428236BR3 HEWLETT PACKARD CO 6% BDS 15/SEP/2041 US	SEMI-ANN. 6.000% 09/15/2041 405,000.000	432,293	455,524

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
432891AD1 HILTON WORLDWIDE FINANCE LLC / HILTON WO	SEMI-ANN. 5.625% 10/15/2021 480,000.000	499,600	501,600
423074AR4 HJ HEINZ CO CALLABLE NOTES FIXED 4.25% 1	SEMI-ANN. 4.250% 10/15/2020 720,000.000	720,320	727,200
437076BF8 HOME DEPOT INC/THE CALLABLE NOTES FIXED	SEMI-ANN. 4.400% 03/15/2045 170,000.000	167,360	185,796
437076BD3 HOME DEPOT INC/THE CALLABLE NOTES FIXED	SEMI-ANN. 4.875% 02/15/2044 755,000.000	810,592	877,529
44106WAS1 HOSPITALITY PROPERTIES TRUST CALLABLE NO	SEMI-ANN. 4.650% 03/15/2024 1,115,000.000	1,129,222	1,142,106
44106MAT9 HOSPITALITY PROPERTIES TRUST CALLABLE NO	SEMI-ANN. 4.500% 03/15/2025 200,000.000	197,560	201,334
444454AB8 HUGHES SATELLITE SYS CORP 6.5% BDS 15/JU	SEMI-ANN. 6.500% 06/15/2019 125,000.000	134,375	134,063
45687AAG7 INGERSOLL-RAND GLOBAL HOLDING CO LTD CAL	SEMI-ANN. 5.750% 06/15/2043 285,000.000	283,832	335,907
456873AC2 INGERSOLL-RAND LUXEMBOURG FINANCE SA CAL	SEMI-ANN. 4.650% 11/01/2044 100,000.000	99,407	101,676
458140AP5 INTEL CORP 4.25% BDS 15/DEC/2042 USD1000	SEMI-ANN. 4.250% 12/15/2042 1,080,000.000	982,039	1,113,059
45824TAC9 INTELSAT JACKSON HOLDINGS SA CALLABLE NO	SEMI-ANN. 7.250% 10/15/2020 670,000.000	725,871	707,688
460146CK7 INTERNATIONAL PAPER CO CALLABLE NOTES FI	SEMI-ANN. 4.800% 06/15/2044 715,000.000	711,260	730,158
46284PAM6 IRON MOUNTAIN INC CALLABLE BOND FIXED 8. RATINGS: B2 B+	SEMI-ANN. 8.375% 08/15/2021 38,000.000	41,040	39,615
46284PAQ7 IRON MOUNTAIN INC PA 6% SNR NTS 15/AUG/2	SEMI-ANN. 6.000% 08/15/2023 80,000.000	83,600	83,200
471109AE8 JARDEN CORP 6.125% BDS 15/NOV/2022 USD10	SEMI-ANN. 6.125% 11/15/2022 270,000.000	286,850	282,150
472319AC6 JEFFERIES GROUP INC 6.25% BDS 15/JAN/203 RATINGS: BAA2 BBB	SEMI-ANN. 6.250% 01/15/2036 375,000.000	381,638	368,539

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472319AM4 JEFFERIES GROUP INC 6.5% BDS 20/JAN/2043	SEMI-ANN. 6.500% 01/20/2043 820,000.000	815,629	836,466
478165AG8 JOHNSON(S C & SON) 4.80% NTS 01/SEP/2040	SEMI-ANN. 4.800% 09/01/2040 703,000.000	764,458	784,970
46625HJB7 JP MORGAN CHASE & 5.6% BDS 15/JUL/2041 U	SEMI-ANN. 5.600% 07/15/2041 90,000.000	97,523	108,964
46625HJM3 JPMORGAN CHASE & CO NOTES FIXED 5.625% 1	SEMI-ANN. 5.625% 08/16/2043 1,470,000.000	1,468,109	1,709,463
49338CAA1 KEYSPAN CORP 5.819% NTS 01/APR/2041 USD1	SEMI-ANN. 5.819% 04/01/2041 215,000.000	215,000	276,279
494550BD7 KINDER MORGAN ENERGY PARTNERS 6.5% BDS 0 RATINGS: BAA2 BBB	SEMI-ANN. 6.500% 09/01/2039 1,375,000.000	1,457,534	1,530,224
494550AM6 KINDER MORGAN ENERGY PARTNERS 6.95% BDS RATINGS: BAA2 BBB	SEMI-ANN. 6.950% 01/15/2038 350,000.000	308,413	403,946
29368EAE6 KINDER MORGAN INC/DE CALLABLE MEDIUM TER RATINGS: BA3 BB-	SEMI-ANN. 7.750% 01/15/2032 460,000.000	578,450	565,800
49456BAE1 KINDER MORGAN INC/DE CALLABLE NOTES FIXE	SEMI-ANN. 3.050% 12/01/2019 395,000.000	394,198	391,860
482480AF7 KLA-TENCOR CORP CALLABLE NOTES FIXED 5.6	SEMI-ANN. 5.650% 11/01/2034 1,110,000.000	1,117,935	1,178,947
500472AE5 KONINKLIJKE PHILLIPS NV 5% BDS 15/MAR/204	SEMI-ANN. 5.000% 03/15/2042 1,485,000.000	1,504,643	1,662,027
50076QAE6 KRAFT FOODS GROUP INC 5% BDS 04/JUN/2042	SEMI-ANN. 5.000% 06/04/2042 800,000.000	837,663	880,640
50076QAN6 KRAFT FOODS INC 6.5% NTS 09/FEB/2040 USD	SEMI-ANN. 6.500% 02/09/2040 80,000.000	94,353	102,830
501044CT6 KROGER CO 5.15% BDS 01/AUG/2043 USD1000	SEMI-ANN. 5.150% 08/01/2043 400,000.000	388,045	455,420
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	1,458,529
513075BB6 LAMAR MEDIA CORP 5.875% BDS 01/FEB/2022	SEMI-ANN. 5.875% 02/01/2022 260,000.000	269,500	269,750

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
524ESC7M6 LEHMAN BROTHERS HOLDINGS INC BOND FIXED	SEMI-ANN. 6.750% 12/28/2017 295,000.000	30	369
524ESCR36 LEHMAN BROTHERS HOLDINGS INC MEDIUM TERM	SEMI-ANN. 6.500% 07/19/2017 1,950,000.000	195	0
527298AY9 LEVEL 3 FINANCING INC CALLABLE NOTES FIX	SEMI-ANN. 6.125% 01/15/2021 125,000.000	131,875	129,375
527298AW3 LEVEL 3 FINANCING INC 7% NTS 01/JUN/2020	SEMI-ANN. 7.000% 06/01/2020 125,000.000	134,375	131,719
527298AU7 LEVEL 3 FING INC SR NT 8.125% 01/JUL/201	SEMI-ANN. 8.125% 07/01/2019 300,000.000	316,500	318,750
52736RBD3 LEVI STRAUSS & CO 6.875% BDS 01/MAY/2022	SEMI-ANN. 6.875% 05/01/2022 115,000.000	122,475	123,625
52736RBE7 LEVI STRAUSS & CO 7.625% NTS 15/MAY/2020	SEMI-ANN. 7.625% 05/15/2020 365,000.000	390,017	383,250
53079EBF0 LIBERTY MUTUAL GROUP INC BOND FIXED 4.85	SEMI-ANN. 4.850% 08/01/2044 290,000.000	289,768	294,776
53079EAZ7 LIBERTY MUTUAL GROUP INC 6.5% BDS 01/MAY	SEMI-ANN. 6.500% 05/01/2042 230,000.000	229,958	281,251
532776AX9 LIN TELEVISION CORP 6.375% BDS 15/JAN/20	SEMI-ANN. 6.375% 01/15/2021 160,000.000	164,538	159,600
534187BA6 LINCOLN NATIONAL CORP 7% NTS 15/JUN/2040	SEMI-ANN. 7.000% 06/15/2040 1,050,000.000	1,362,350	1,456,172
538034AF6 LIVE NATION ENTERTAINMENT INC 7% BDS 01/	SEMI-ANN. 7.000% 09/01/2020 340,000.000	361,035	358,700
53944YAA1 LLOYDS BANKING GROUP PLC NOTES FIXED 4.5	SEMI-ANN. 4.500% 11/04/2024 580,000.000	576,723	585,301
544152AC5 LORILLARD TOBACCO CO 8.125% SR NT 01/MAY RATINGS: BAA2 BBB-	SEMI-ANN. 8.125% 05/01/2040 220,000.000	277,070	307,399
548661DA2 LOWE'S COS INC CALLABLE NOTES FIXED 5% 1	SEMI-ANN. 5.000% 09/15/2043 425,000.000	418,502	497,191
50247VAB5 LYB INTERNATIONAL FINANCE BV CALLABLE NO	SEMI-ANN. 5.250% 07/15/2043 555,000.000	535,915	603,091

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552081AK7 LYONDELLBASELL INDUSTRIES NV CALLABLE NO	SEMI-ANN. 5.750% 04/15/2024 1,185,000.000	1,375,453	1,355,273
56585AAH5 MARATHON PETROLEUM CORP CALLABLE NOTES F	SEMI-ANN. 4.750% 09/15/2044 155,000.000	153,236	146,384
56585AAF9 MARATHON PETROLEUM CORP 6.5% BDS 01/MAR/	SEMI-ANN. 6.500% 03/01/2041 140,000.000	139,438	166,625
575718AE1 MASSACHUSETTS INSTITUTE OF TECHNOLOGY CA	SEMI-ANN. 3.950% 07/01/2038 370,000.000	370,000	392,396
577778CB7 MAY DEPARTMENT STORES CO 6.65% BDS 15/JU RATINGS: BA2 BB	SEMI-ANN. 6.650% 07/15/2024 489,000.000	597,264	606,404
586054AA6 MEMORIAL SLOAN-KETTERING CANCER CENTER C	SEMI-ANN. 5.000% 07/01/2042 1,140,000.000	1,215,307	1,338,440
59156RBK3 METLIFE INC CALLABLE BOND FIXED 1.903% 1	QUARTERLY FLOATING 12/15/2017 280,000.000	280,855	280,638
59156RAP3 METLIFE INC CALLABLE BOND FIXED 6.4% 15/ RATINGS: BAA2 BBB	SEMI-ANN. FLOATING 12/15/2066 1,510,000.000	1,541,237	1,683,650
594918AX2 MICROSOFT CORP CALLABLE NOTES FIXED 4.87	SEMI-ANN. 4.875% 12/15/2043 985,000.000	981,710	1,159,414
595620AL9 MIDAMERICAN ENERGY CO CALLABLE BOND FIXE	SEMI-ANN. 4.800% 09/15/2043 210,000.000	209,009	243,831
605417B26 MISSISSIPPI POWER CO 4.25% BDS 15/MAR/20	SEMI-ANN. 4.250% 03/15/2042 315,000.000	313,252	319,287
61166WAN1 MONSANTO CO CALLABLE NOTES FIXED 4.2% 15	SEMI-ANN. 4.200% 07/15/2034 75,000.000	74,516	78,150
61166WAP6 MONSANTO CO CALLABLE NOTES FIXED 4.4% 15	SEMI-ANN. 4.400% 07/15/2044 180,000.000	178,573	186,757
6174467Y9 MORGAN STANLEY MEDIUM TERM NOTE FIXED 4.	SEMI-ANN. 4.350% 09/08/2026 355,000.000	354,375	357,123
617482V92 MORGAN STANLEY 6.375% BDS 24/JUL/2042 US	SEMI-ANN. 6.375% 07/24/2042 90,000.000	114,722	119,523
61945CAD5 MOSAIC CO/THE CALLABLE NOTES FIXED 5.45%	SEMI-ANN. 5.450% 11/15/2033 275,000.000	273,972	311,138

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
61945CAE3 MOSAIC CO/THE CALLABLE NOTES FIXED 5.625	SEMI-ANN. 5.625% 11/15/2043 400,000.000	454,396	458,408
620076BE8 MOTOROLA SOLUTIONS INC CALLABLE NOTES FI	SEMI-ANN. 5.500% 09/01/2044 430,000.000	439,448	453,353
55342UAC8 MPT OPERATING PTRNSHP/MPT FIN CORP 6.875	SEMI-ANN. 6.875% 05/01/2021 650,000.000	698,327	695,500
638612AL5 NATIONWIDE FINANCIAL SERVICES INC CALLAB	SEMI-ANN. 5.300% 11/18/2044 405,000.000	403,554	427,255
64110LAE6 NETFLIX INC CALLABLE NOTES FIXED 5.375%	SEMI-ANN. 5.375% 02/01/2021 270,000.000	278,332	280,800
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	138,283
651639AP1 NEWMONT MINING CORP 4.875% BDS 15/MAR/20	SEMI-ANN. 4.875% 03/15/2042 200,000.000	169,124	174,198
652482BJ8 NEWS AMERICA INC 6.2% BDS 15/DEC/2034 US RATINGS: BAA1 BBB+	SEMI-ANN. 6.200% 12/15/2034 70,000.000	71,784	89,382
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	326,145
65409QBA9 NIELSEN FINANCE LLC / NIELSEN FINANCE CO	SEMI-ANN. 4.500% 10/01/2020 415,000.000	410,760	417,075
65473QAW3 NISOURCE FINANCE CORP CALLABLE NOTES FIX	SEMI-ANN. 6.250% 12/15/2040 310,000.000	306,063	399,630
65473QBB8 NISOURCE FINANCE CORP 5.25% BDS 15/FEB/2	SEMI-ANN. 5.250% 02/15/2043 225,000.000	224,694	257,924
655044AJ4 NOBLE ENERGY INC CALLABLE NOTES FIXED 5.	SEMI-ANN. 5.050% 11/15/2044 855,000.000	855,873	845,108
65504LAK3 NOBLE HLDGS INTL 5.25% BDS 15/MAR/2042 U	SEMI-ANN. 5.250% 03/15/2042 240,000.000	239,153	189,322
655844BN7 NORFOLK SOUTHERN CORP 4.8% SNR NTS 15/AU	SEMI-ANN. 4.800% 08/15/2043 205,000.000	203,292	228,237
655844BD9 NORFOLK SOUTHERN CORP 6% BDS 23/MAY/2111	SEMI-ANN. 6.000% 05/23/2111 295,000.000	295,000	378,367

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67021CAJ6 NSTAR ELECTRIC CO CALLABLE BOND FIXED 4.	SEMI-ANN. 4.400% 03/01/2044 1,150,000.000	1,157,397	1,261,136
62947QAM0 NXP BV/FUNDING LLC 5.75% SNR 15/FEB/2021	SEMI-ANN. 5.750% 02/15/2021 385,000.000	403,350	404,250
68389XAW5 ORACLE CORP CALLABLE NOTES FIXED 4.5% 08	SEMI-ANN. 4.500% 07/08/2044 370,000.000	374,662	401,883
018804AQ7 ORBITAL ATK INC CALLABLE NOTES FIXED 5.2	SEMI-ANN. 5.250% 10/01/2021 110,000.000	110,390	110,825
694476AD4 PACIFIC LIFECORP 5.125% BDS 30/JAN/2043	SEMI-ANN. 5.125% 01/30/2043 805,000.000	803,557	885,323
714264AK4 PERMOD RICARD SA NOTES FIXED 5.5% 15/JAN	SEMI-ANN. 5.500% 01/15/2042 450,000.000	447,066	523,418
715638BM3 PERU (REPUBLIC OF) 5.625% BDS 18/NOV/2050	SEMI-ANN. 5.625% 11/18/2050 100,000.000	112,208	117,750
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	997,960
71647NAK5 PETROBRAS GLOBAL FINANCE BV CALLABLE NOT	SEMI-ANN. 7.250% 03/17/2044 705,000.000	752,157	696,188
71645WAC4 PETROBRAS INTERNATIONAL FINANCE CO - PIF RATINGS: BAA1 BBB-	SEMI-ANN. 6.875% 01/20/2040 285,000.000	283,373	263,787
71645WAS0 PETROBRAS INTERNATIONAL FINANCE 6.75% NT	SEMI-ANN. 6.750% 01/27/2041 170,000.000	168,790	154,627
706451BR1 PETROLEOS MEXICANOS CALLABLE NOTES FIXED RATINGS: BAA1 BBB	SEMI-ANN. 6.625% 06/15/2038 695,000.000	737,914	797,513
717081DK6 PFIZER INC CALLABLE NOTES FIXED 4.4% 15/	SEMI-ANN. 4.400% 05/15/2044 995,000.000	1,005,102	1,082,291
718546AL8 PHILLIPS 66 CALLABLE NOTES FIXED 4.875%	SEMI-ANN. 4.875% 11/15/2044 100,000.000	98,099	102,355
718546AH7 PHILLIPS 66 5.875% BDS 01/MAY/2042 USD10	SEMI-ANN. 5.875% 05/01/2042 340,000.000	339,905	391,544
72347QAJ2 PINNACLE FOODS FINANCE LLC / PINNACLE FO	SEMI-ANN. 4.875% 05/01/2021 115,000.000	112,125	112,125

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
72650RBA9 PLAINS ALL AMER PI 5.15% BDS 01/JUN/2042	SEMI-ANN. 5.150% 06/01/2042 354,000.000	368,062	370,089
69353RDZ8 PNC BANK NA CALLABLE BOND FIXED 2.4% 18/	SEMI-ANN. 2.400% 10/18/2019 565,000.000	564,588	567,373
69352PAH6 PPL CAPITAL FUNDING INC 4.7% SRN 01/JUN/	SEMI-ANN. 4.700% 06/01/2043 295,000.000	293,962	316,989
74112BAJ4 PRESTIGE BRANDS INC CALLABLE NOTES FIXED	SEMI-ANN. 5.375% 12/15/2021 140,000.000	133,525	137,550
74112BAH8 PRESTIGE BRANDS INC 8.125% BDS 01/FEB/20	SEMI-ANN. 8.125% 02/01/2020 300,000.000	324,513	319,500
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	187,312
744320AL6 PRUDENTIAL FINANCIAL INC CALLABLE NOTES	SEMI-ANN. FLOATING 09/15/2042 225,000.000	225,000	237,375
744448CK5 PUBLIC SERVICE CO OF COLORADO CALLABLE B	SEMI-ANN. 4.300% 03/15/2044 1,310,000.000	1,299,883	1,410,215
75876GAH2 REGAL ENTERTAINMENT GROUP CALLABLE NOTES	SEMI-ANN. 5.750% 03/15/2022 210,000.000	212,145	200,550
760759AN0 REPUBLIC SERVICES INC 5.7% BDS 15/MAY/20	SEMI-ANN. 5.700% 05/15/2041 460,000.000	457,373	567,171
761713AW6 REYNOLDS AMERICAN INC 4.75% BDS 01/NOV/2	SEMI-ANN. 4.750% 11/01/2042 255,000.000	252,702	247,490
749571AB1 RHP HOTEL PROPERTIES LP / RHP FINANCE CO	SEMI-ANN. 5.000% 04/15/2021 285,000.000	282,629	283,575
76720AAG1 RIO TINTO FINANCE PLC 4.125% BDS 21/AUG/	SEMI-ANN. 4.125% 08/21/2042 405,000.000	394,251	393,235
774341AF8 ROCKWELL COLLINS INC CALLABLE NOTES FIXE	SEMI-ANN. 4.800% 12/15/2043 1,160,000.000	1,207,976	1,341,598
775109AZ4 ROGERS COMMUNICATIONS INC CALLABLE NOTES	SEMI-ANN. 5.450% 10/01/2043 195,000.000	193,832	223,809
775109BB6 ROGERS COMMUNICATIONS INC CALLABLE NOTES	SEMI-ANN. 5.000% 03/15/2044 100,000.000	99,231	109,357

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779382AS9 ROWAN COS INC CALLABLE NOTES FIXED 5.85%	SEMI-ANN. 5.850% 01/15/2044 1,210,000.000	1,267,720	1,115,910
780097AZ4 ROYAL BANK OF SCOTLAND GROUP PLC NOTES F	SEMI-ANN. 6.000% 12/19/2023 265,000.000	265,478	286,836
78573AAC4 SABMILLER HLDGS INC 4.95% NTS 15/JAN/204	SEMI-ANN. 4.950% 01/15/2042 200,000.000	198,670	225,300
78401FAG2 SBA TELECOMMUNICATIONS 5.75% SR NTS 15/J	SEMI-ANN. 5.750% 07/15/2020 375,000.000	389,788	381,675
78408LAC1 SC JOHNSON & SON INC CALLABLE NOTES FIXE	SEMI-ANN. 4.350% 09/30/2044 405,000.000	404,866	422,451
81211KAS9 SEALED AIR CORP 6.5% BDS 01/DEC/2020 USD	SEMI-ANN. 6.500% 12/01/2020 180,000.000	194,400	197,100
816851AP4 SEMPRA ENERGY 6.00% 15/OCT/2039 RATINGS: BAA1 BBB+	SEMI-ANN. 6.000% 10/15/2039 540,000.000	536,538	667,121
817565BZ6 SERVICE CORP INTERNATIONAL/US CALLABLE N	SEMI-ANN. 5.375% 01/15/2022 270,000.000	274,590	276,750
817565BW3 SERVICE CORPORATION INTERNATIONAL 4.5% B	SEMI-ANN. 4.500% 11/15/2020 625,000.000	614,094	614,063
826418BE4 SIERRA PACIFIC POWER CO CALLABLE NOTES F RATINGS: BAA3 BBB	SEMI-ANN. 6.750% 07/01/2037 130,000.000	116,084	179,802
827049AR0 SILGAN HOLDINGS INC CALLABLE NOTES FIXED	SEMI-ANN. 5.500% 02/01/2022 125,000.000	128,438	128,125
827049AP4 SILGAN HOLDINGS INC CALLABLE NOTES FIXED	SEMI-ANN. 5.000% 04/01/2020 220,000.000	224,544	223,300
82967NAQ1 SIRIUS XM RADIO INC CALLABLE NOTES FIXED	SEMI-ANN. 5.875% 10/01/2020 215,000.000	220,800	221,450
837004CE8 SOUTH CAROLINA ELECTRIC & GAS CO CALLABL	SEMI-ANN. 5.450% 02/01/2041 1,370,000.000	1,488,746	1,688,306
837004CH1 SOUTH CAROLINA ELECTRIC & GAS CO CALLABL	SEMI-ANN. 4.500% 06/01/2064 110,000.000	108,832	118,898
843646AJ9 SOUTHERN POWER CO CALLABLE NOTES FIXED 5	SEMI-ANN. 5.250% 07/15/2043 65,000.000	64,815	74,910

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845743BL6 SOUTHWESTERN PUB SERVICE 6% BDS 01/OCT/2 RATINGS: BAA1 BBB+	SEMI-ANN. 6.000% 10/01/2036 235,000.000	246,332	303,792
84756NAB9 SPECTRA ENERGY PARTNERS LP CALLABLE NOTE	SEMI-ANN. 5.950% 09/25/2043 175,000.000	174,781	207,720
85571NAB5 STARZ LLC / STARZ FINANCE CORP 5% SNR NT	SEMI-ANN. 5.000% 09/15/2019 915,000.000	927,202	921,863
857477AN3 STATE STREET CORP NOTES FIXED 3.3% 16/DE	SEMI-ANN. 3.300% 12/16/2024 585,000.000	585,692	593,746
867363AX1 SUNGARD DATA SYSTEMS INC 6.625% SRN 01/N	SEMI-ANN. 6.625% 11/01/2019 150,000.000	156,750	151,500
867363AR4 SUNGARD DATA SYSTEMS INC 7.375% NTS 15/N	SEMI-ANN. 7.375% 11/15/2018 285,000.000	303,597	296,400
867363AU7 SUNGARD DATA SYSTEMS INC 7.625% NTS 15/N	SEMI-ANN. 7.625% 11/15/2020 265,000.000	283,913	280,900
86765BAP4 SUNOCO LOGISTICS PARTNERS OPERATIONS LP	SEMI-ANN. 5.300% 04/01/2044 530,000.000	529,131	534,214
86765BAQ2 SUNOCO LOGISTICS PARTNERS OPERATIONS LP	SEMI-ANN. 5.350% 05/15/2045 200,000.000	198,662	202,214
871829AV9 SYSCO CORP CALLABLE NOTES FIXED 4.35% 02	SEMI-ANN. 4.350% 10/02/2034 225,000.000	224,642	242,233
871829AW7 SYSCO CORP CALLABLE NOTES FIXED 4.5% 02/	SEMI-ANN. 4.500% 10/02/2044 250,000.000	247,480	271,168
87425EAN3 TALISMAN ENERGY INC 5.5% BDS 15/MAY/2042	SEMI-ANN. 5.500% 05/15/2042 150,000.000	147,215	141,590
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	274,107
878091BD8 TEACHERS INSURANCE & ANNUITY ASSOCIATION	SEMI-ANN. 4.900% 09/15/2044 1,360,000.000	1,366,865	1,515,516
878742AZ8 TECK RESOURCES LTD 5.4% BDS 01/FEB/2043	SEMI-ANN. 5.400% 02/01/2043 20,000.000	19,987	16,904
878742AW5 TECK RESOURCES LTD 6.25% BDS 15/JUL/2041	SEMI-ANN. 6.250% 07/15/2041 450,000.000	448,718	414,837

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IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
879369AB2 TELEFLEX INC 6.875% BDS 01/JUN/2019 USD1 RATINGS: BAA3 BB	SEMI-ANN. 6.875% 06/01/2019 675,000.000	712,656	703,688
880451AS8 TENNESSEE GAS PIPELINE CO 7% DEBS 15/MAR RATINGS: BAA3 BB	SEMI-ANN. 7.000% 03/15/2027 250,000.000	256,430	298,403
88732JAJ7 TIME WARNER CABLE INC 6.55% BDS 01/MAY/2 RATINGS: BAA2 BBB	SEMI-ANN. 6.550% 05/01/2037 258,000.000	302,143	332,172
88732JAU2 TIME WARNER CABLE INC 6.75% BDS 15/JUN/2 RATINGS: BAA2 BBB	SEMI-ANN. 6.750% 06/15/2039 520,000.000	626,198	679,786
887317AU9 TIME WARNER INC CALLABLE BOND FIXED 4.65	SEMI-ANN. 4.650% 06/01/2044 460,000.000	453,036	479,582
887317AS4 TIME WARNER INC CALLABLE BOND FIXED 5.35	SEMI-ANN. 5.350% 12/15/2043 320,000.000	319,811	363,450
88732JAY4 TIME WARNER INC 5.875% BDS 15/NOV/2040 U	SEMI-ANN. 5.875% 11/15/2040 220,000.000	241,587	262,319
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	438,899
887315BH1 TIME WARNER INC 7.57% DEB STK 01/FEB/202 RATINGS: BAA2 BBB	SEMI-ANN. 7.570% 02/01/2024 300,000.000	351,837	389,454
89352HAM1 TRANSCANADA PIPELINES LTD CALLABLE NOTES	SEMI-ANN. 4.625% 03/01/2034 120,000.000	119,458	121,742
893830AZ2 TRANSOCEAN INC(NEW) 7.35% BDS 15/DEC/204	SEMI-ANN. FLOATING 12/15/2041 220,000.000	236,629	198,224
89417EAJ8 TRAVELERS COMPANIES INC 4.6% SRN 01/AUG/ RATINGS: BAA2 BBB	SEMI-ANN. 4.600% 08/01/2043 275,000.000	274,291	308,718
89641UAB7 TRINITY ACQUISITION LTD 6.125% SNR NTS 1	SEMI-ANN. 6.125% 08/15/2043 275,000.000	273,914	315,092
90249AZ6 TYSON FOODS INC CALLABLE BOND FIXED 4.87	SEMI-ANN. 4.875% 08/15/2034 180,000.000	179,975	197,455
90781BDJ4 UNION PACIFIC CORP 4.75% BDS 15/SEP/2041	SEMI-ANN. 4.750% 09/15/2041 225,000.000	220,570	252,792
91136SAW4 UNITED RENTALS INC 8.375% BDS 15/SEP/202	SEMI-ANN. 8.375% 09/15/2020 325,000.000	364,203	348,563

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BASE CURRENCY: USD

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
911365BA1 UNITED RENTALS NORTH AMERICA INC 7.375%	SEMI-ANN. 7.375% 05/15/2020 160,000.000	173,400	172,800
913017BT5 UNITED TECHNOLOGIES CORP NOTES FIXED 4.5	SEMI-ANN. 4.500% 06/01/2042 615,000.000	654,624	669,606
913224PCD2 UNITEDHEALTH GROUP INC 4.25% BDS 15/MAR/	SEMI-ANN. 4.250% 03/15/2043 260,000.000	256,474	272,576
914886AA4 UNIVERSITY OF SOUTHERN CALIFORNIA CALLAB	SEMI-ANN. 5.250% 10/01/2111 335,000.000	335,000	453,684
453258AP0 VALE CANADA LTD CALLABLE BOND FIXED 7.2% RATINGS: BAA2 BBB+	SEMI-ANN. 7.200% 09/15/2032 340,000.000	353,437	370,576
91911TAK9 VALE OVERSEAS LTD 6.875% BDS 10/NOV/2039 RATINGS: BAA2 BBB+	SEMI-ANN. 6.875% 11/10/2039 370,000.000	435,246	394,072
91913YAP5 VALERO ENERGY CORP CALLABLE NOTES FIXED RATINGS: BAA2 BBB	SEMI-ANN. 10.500% 03/15/2039 145,000.000	168,998	229,129
92277GAB3 VENTAS REALTY LP CALLABLE NOTES FIXED 5.	SEMI-ANN. 5.700% 09/30/2043 275,000.000	273,977	329,901
92343VBS2 VERIZON COMMUNICATIONS INC CALLABLE NOTE	SEMI-ANN. 6.400% 09/15/2033 305,000.000	357,074	375,693
92343VBZ6 VERIZON COMMUNICATIONS INC CALLABLE NOTE	SEMI-ANN. 5.050% 03/15/2034 1,720,000.000	1,802,080	1,834,776
92343VCQ5 VERIZON COMMUNICATIONS INC CALLABLE NOTE	SEMI-ANN. 4.400% 11/01/2034 1,915,000.000	1,879,700	1,903,472
92343VBT0 VERIZON COMMUNICATIONS INC CALLABLE NOTE	SEMI-ANN. 6.550% 09/15/2043 791,000.000	790,075	1,013,390
92343VCJ1 VERIZON COMMUNICATIONS INC CALLABLE NOTE	SEMI-ANN. 4.862% 08/21/2046 112,000.000	96,942	115,050
92343VCL6 VERIZON COMMUNICATIONS INC CALLABLE NOTE	SEMI-ANN. 5.012% 08/21/2054 792,000.000	622,667	819,364
92343VBE3 VERIZON COMMUNICATIONS INC 4.75% BDS 01/	SEMI-ANN. 4.750% 11/01/2041 70,000.000	69,348	71,762
92553PAW2 VIACOM INC CALLABLE BOND FIXED 5.25% 01/	SEMI-ANN. 5.250% 04/01/2044 880,000.000	925,854	930,582

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
92552VAF7 VIASAT INC 6.875% SNR NTS 15/JUN/2020 US	SEMI-ANN. 6.875% 06/15/2020 265,000.000	278,156	275,600
92857WBD1 VODAFONE GROUP 4.375% BDS 19/FEB/2043 US	SEMI-ANN. 4.375% 02/19/2043 615,000.000	588,075	599,373
918436AF3 VWR FUNDING INC 7.25% NTS 15/SEP/2017 US	SEMI-ANN. 7.250% 09/15/2017 470,000.000	493,333	491,150
931142DQ3 WAL-MART STORES INC CALLABLE BOND FIXED	SEMI-ANN. 4.300% 04/22/2044 245,000.000	243,405	267,430
931142DK6 WAL-MART STORES INC CALLABLE BOND FIXED	SEMI-ANN. 4.750% 10/02/2043 920,000.000	956,473	1,071,285
931142DB6 WAL-MART STORES INC NOTES FIXED 5.625% 1	SEMI-ANN. 5.625% 04/15/2041 985,000.000	1,193,662	1,257,815
94106LAN9 WASTE MANAGEMENT INC CALLABLE NOTES FIXE RATINGS: BAA3 BBB	SEMI-ANN. 7.750% 05/15/2032 250,000.000	243,480	364,280
94106LAV1 WASTE MANAGEMENT INC 6.125% 30/NOV/2039 RATINGS: BAA3 BBB	SEMI-ANN. 6.125% 11/30/2039 270,000.000	279,199	349,499
92890HAD4 WEA FINANCE LLC / WESTFIELD UK & EUROPE	SEMI-ANN. 4.750% 09/17/2044 275,000.000	274,128	293,282
94707VAD2 WEATHERFORD INTERNATIONAL LTD 5.95% BDS	SEMI-ANN. 5.950% 04/15/2042 650,000.000	686,221	550,375
94973VBB2 WELLPOINT INC NOTES FIXED 4.65% 15/JAN/2	SEMI-ANN. 4.650% 01/15/2043 405,000.000	402,655	421,508
94974BGA2 WELLS FARGO & CO MEDIUM TERM NOTE FIXED	SEMI-ANN. 3.300% 09/09/2024 1,010,000.000	1,014,555	1,016,323
94974BGE4 WELLS FARGO & CO MEDIUM TERM NOTE FIXED	SEMI-ANN. 4.650% 11/04/2044 1,005,000.000	1,008,518	1,037,019
94974BFP0 WELLS FARGO & CO MEDIUM TERM NOTE FIXED	SEMI-ANN. 5.375% 11/02/2043 280,000.000	279,171	318,559
96926JAA5 WILLIAM CARTER CO/THE CALLABLE NOTES FIX	SEMI-ANN. 5.250% 08/15/2021 150,000.000	153,413	154,500
969457BV1 WILLIAMS COS INC/THE CALLABLE NOTES FIXE	SEMI-ANN. 5.750% 06/24/2044 190,000.000	189,569	165,273

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
96950FAF1 WILLIAMS PARTNERS L.P. 6.3% NTS 15/APR/2	SEMI-ANN. 6.300% 04/15/2040 220,000.000	218,682	246,107
96950FAP9 WILLIAMS PARTNERS LP/OLD CALLABLE NOTES	SEMI-ANN. 4.900% 01/15/2045 670,000.000	667,651	627,495
92933BAE4 WMG ACQUISITION CORP 6% BDS 15/JAN/2021	SEMI-ANN. 6.000% 01/15/2021 195,000.000	202,156	195,000
978097AC7 WOLVERINE WORLD WIDE INC CALLABLE NOTES	SEMI-ANN. 6.125% 10/15/2020 140,000.000	147,010	147,000
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	386,280
652478BA5 21ST CENTURY FOX AMERICA INC BOND FIXED RATINGS: BAA1 BBB+	SEMI-ANN. 7.750% 12/01/2045 580,000.000	676,834	872,494
652482BL3 21ST CENTURY FOX AMERICA INC CALLABLE NO RATINGS: BAA1 BBB+	SEMI-ANN. 6.400% 12/15/2035 115,000.000	122,296	150,093
652482BY5 21ST CENTURY FOX AMERICA INC CALLABLE NO RATINGS: BAA1 BBB+	SEMI-ANN. 6.900% 08/15/2039 265,000.000	278,739	359,255
90131HAB1 21ST CENTURY FOX AMERICA INC CALLABLE NO	SEMI-ANN. 5.400% 10/01/2043 60,000.000	59,673	71,432
652478AW8 21ST CENTURY FOX AMERICA INC PUTABLE BON RATINGS: BAA1 BBB+	SEMI-ANN. 8.450% 08/01/2034 75,000.000	88,857	111,413
TOTAL CORPORATE DEBT INSTRUMENTS: ALL OTHER		165,787,485	176,523,663
COMMON -----			
002824100 ABBOTT LABORATORIES NPV	23,790.000	905,882	1,071,026
4065663 ABERTIS INFRAESTRUCTURAS EUR3	9,257.000	191,399	184,040
GL151C101 ACCENTURE PLC COMMON STOCK USD 0.0000225	3,600.000	291,559	321,516
H0023R105 ACE LTD COMMON STOCK USD 24.77	3,690.000	333,863	423,907

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
00484M106 ACORDA THERAPEUTICS INC USD0.001	8,127.000	269,531	332,150
G0083B108 ACTAVIS PLC COMMON STOCK USD 0.0033	370.000	46,552	95,242
BIYD5Q2 ACTELION CHF0.50	2,612.000	212,534	303,088
7110720 ADECCO SA CHF1 (REGD)	4,120.000	159,542	285,475
00724F101 ADOBE SYSTEMS INC USD0.0001	3,300.000	149,620	239,910
00766T100 AECOM COMMON STOCK USD 0.01	210.000	6,400	6,378
6480048 AEON CO NPV	12,667.000	161,265	128,207
00817Y108 AETNA INC NEW USD0.001	1,690.000	124,617	150,123
6724508 AFRECATV CO LTD COMMON STOCK KRW 500	6,500.000	169,889	158,190
001204106 AGL RESOURCES USD5	690.000	35,958	37,612
6010207 AICHI STEEL CORP NPV	25,000.000	122,855	88,619
6010702 AISIN SEIKI CO NPV	5,679.000	200,045	206,281
5458314 AKZO NOBEL NV EUR2	1,784.000	120,278	124,451
011659109 ALASKA AIR GROUP INC COMMON STOCK USD 0.	226.000	6,198	13,506
012653101 ALBEMARLE CORP USD0.01	650.000	38,177	39,085
013817101 ALCOA INC USD1	11,130.000	91,764	175,743

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
01449J105 ALERE INC	180.000	5,779	6,840
015351109 ALEXION PHARMACEUTICAL INC COM NPV USD0.	726.000	74,517	134,332
6687214 ALFRESA HOLDINGS CORP NPV	23,600.000	305,316	287,385
018490102 ALLERGAN INC/UNITED STATES COMMON STOCK	550.000	59,717	116,925
018581108 ALLIANCE DATA SYSTEM USD0.01	378.000	86,995	108,127
018804104 ALLIANT TECHSYSTEMS INC USD0.01	78.000	8,247	9,068
5231485 ALLIANZ SE COMMON STOCK EUR 0	5,054.000	773,071	839,977
02005N100 ALLY FINANCIAL INC COMMON STOCK USD 0.1	1,620.000	38,399	38,264
B1YY662 ALMIRALL SA EURO.12	13,000.000	201,813	216,296
6021500 ALPS ELECTRIC CO NPV	11,700.000	190,779	225,325
B3MSM28 AMADEUS IT HLDG SA EURO.01 A	9,090.000	169,540	363,914
023135105 AMAZON COM INC USD0.01	284.000	79,047	88,139
6066608 AMCOR NPV	37,609.000	260,436	417,956
023586100 AMERCO COM USD0.25	30.000	8,657	8,528
025816109 AMERICAN EXPRESS CO COMMON STOCK USD 0.2	650.000	59,966	60,476
026874784 AMERICAN INTERNATIONAL GROUP INC USD2.50	3,090.000	161,967	173,071

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IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
02917T104 AMERICAN REALTY CAPITAL PROPS INC USD0.0	30,000.000	353,262	271,500
BPF0548 AMS AG COMMON STOCK CHF 0	5,218.000	175,694	190,361
0325111107 ANADARKO PETROLEUM CORP COMMON STOCK USD	920.000	80,909	75,900
B1XZS82 ANGLO AMERICAN PLC COMMON STOCK GBP 0.54	6,315.000	162,387	118,209
B076LH4 ANGLO IRISH BANK CORP EURO.16	32,516.000	345,731	8,538
4755317 ANHEUSER-BUSCH INBEV SA NPV	1,413.000	124,034	160,482
G0408V102 AON PLC USD0.01 A	5,485.000	323,757	520,143
037411105 APACHE CORP USD0.625	700.000	49,071	43,869
03748R101 APARTMENT INVESTMENT & MANAGEMENT USD0.0	580.000	19,046	21,547
037833100 APPLE INC COMMON STOCK USD 0.00001	28,050.000	1,803,858	3,096,159
03852U106 ARAMARK COMMON STOCK USD 0.01	7,907.000	172,159	246,303
039483102 ARCHER DANIELS MIDLAND CO NPV	3,340.000	113,947	173,680
042735100 ARROW ELECTRONICS INC USD1	180.000	10,965	10,420
B39VJC9 ARYZTA AG CHF0.02	3,012.000	131,831	233,255
6055208 ASAHI GLASS CO NPV	37,000.000	249,404	181,767
044209104 ASHLAND INC USD1	312.000	33,592	37,365

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
0989529 ASTRAZENECA PLC ORD USD0.25	10,770.000	442,106	765,011
0060800 ATKINS (WS) GBP0.005	13,468.000	197,301	287,070
B3DCF75 ATRIUM EUROPEAN REAL ESTATE LTD EUR5	5,300.000	27,965	26,230
B17NLM7 AURELIUS AG NPV	7,348.000	182,583	279,947
6065586 AUSTRALIA & NEW ZEALAND BANKING GRP NPV	13,555.000	325,751	355,966
053332102 AUTOZONE INC USD0.01	243.000	106,901	150,444
Y0486S104 AVAGO TECHNOLOGIES LTD NPV	2,500.000	105,099	251,475
053484101 AVALONBAY COMMUNITIES INC USD0.01	4,665.000	582,026	762,214
053774105 AVIS BUDGET GROUP INC USD0.01	200.000	11,017	13,266
05381L101 AVIV REIT INC MD USD0.01	610.000	17,007	21,033
0216238 AVIVA ORD GBP0.25	16,176.000	143,515	122,203
054303102 AVON PRODUCTS INC USD0.25	10,655.000	105,847	100,050
002444107 AVX CORP USD0.01	200.000	2,708	2,800
7088429 AXA SA COMMON STOCK EUR 2.29	21,614.000	393,676	502,288
05463D100 AXIALL CORP USD0.01	1,239.000	67,164	52,620
G0692U109 AXIS CAPITAL HLDGS USD0.0125	1,520.000	69,163	77,657

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
5499131 A2A SPA EURO.52	117,385.000	120,680	118,960
0263494 BAE SYSTEMS PLC COMMON STOCK GBP 2.5	6,687.000	49,123	49,214
057224107 BAKER HUGHES INC USD1	1,690.000	103,250	94,758
B1HKSV6 BANCA GENERALI EUR1	6,580.000	128,340	183,527
5501906 BANCO BILBAO VIZCAYA ARGENTARIA SA EURO.	13,668.000	155,973	129,897
5705946 BANCO SANTANDER SA EURO.50	44,366.000	519,481	375,581
060505104 BANK OF AMERICA CORP USD0.01	81,845.000	1,169,593	1,464,207
064058100 BANK OF NEW YORK MELLON CORP/THE COMMON	3,250.000	128,048	131,853
5474008 BANKINTER SA EURO.30 (REGD)	33,570.000	184,798	272,204
3134865 BARCLAYS ORD GBP0.25	23,523.000	91,330	89,312
4704096 BARCO (NEW) NPV	1,066.000	57,653	75,125
5086577 BASF SE NPV	4,841.000	234,986	409,347
5069211 BAYER AG COMMON STOCK EUR 0	7,241.000	556,123	990,103
5756029 BAYERISCHE MOTOREN WERKE AG EUR1	1,715.000	165,217	186,294
054937107 BB&T CORP COM STK USDS	2,710.000	102,990	105,392
B1FP891 BBA AVIATION PLC ORD GBP0.297600	11,733.000	60,377	65,861

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
B64G908 BEAZLEY PLC	23,630.000	90,838	106,114
075887109 BECTON DICKINSON & CO USD1	370.000	51,665	51,489
G1154H107 BELMOND LTD COMMON STOCK USD 0.01	28,215.000	341,101	349,020
B0F9971 BERENDSEN PLC ORD GBP0.30	18,958.000	246,531	325,163
084670702 BERKSHIRE HATHAWAY INC COMMON STOCK USD	9,445.000	1,058,504	1,418,167
086516101 BEST BUY CO INC USD0.10	540.000	20,229	21,049
0876289 BG GROUP PLC COMMON STOCK GBP 10	16,591.000	312,974	223,771
6144690 BHP BILLITON LIMITED ORD NPV	16,648.000	430,803	400,134
0056650 BHP BILLITON PLC COMMON STOCK GBP 0.5	1,923.000	64,734	41,633
09062X103 BIOGEN IDEC INC USD0.0005	1,390.000	343,797	471,836
09061G101 BIOMARIN PHARMACEUTICAL USD0.001	270.000	17,374	24,408
09063H107 BIOMED REALTY TRUST INC USD0.01	10,600.000	223,398	228,324
09247X101 BLACKROCK INC NPV A	2,620.000	752,620	936,807
093671105 BLOCK(H & R) INC NPV	460.000	15,082	15,493
6197876 BML INC NPV	136.000	3,611	3,624
7309681 BNP PARIBAS EUR2	2,789.000	176,004	166,244

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
B011205 BOARDWALK REAL ESTATE INVESTMENT TR TRUS	1,800.000	97,761	95,637
6536112 BOC HONG KONG HOLDINGS LTD COMMON STOCK	148,770.000	423,215	497,828
B3FLWH9 BODYCOTE PLC ORD GBP0.1727272	14,693.000	116,965	148,343
B8B6WX9 BORREGAARD ASA NOK1	30,230.000	135,877	223,775
101121101 BOSTON PROPERTIES INC USD0.01	3,400.000	326,530	437,546
101137107 BOSTON SCIENTIFIC CORP USD0.01	15,810.000	204,506	209,483
103304101 BOYD GAMING CORP USD0.01	19,813.000	227,142	253,210
0798059 BP ORD USD0.25	55,078.000	516,474	352,968
105368203 BRANDYWINE REALTY TRUST SHS BEN INT USD0	10,900.000	158,072	174,182
110122108 BRISTOL-MYERS SQUIBB CO USD0.10	7,520.000	309,770	443,906
0287580 BRITISH AMERICAN TOBACCO PLC COMMON STOC	3,628.000	110,243	197,994
0136701 BRITISH LAND CO PLC/THE REIT GBP 25	33,217.000	344,099	402,436
11120U105 BRIXMOR PROPERTY GROUP INC REIT USD 0.01	11,950.000	262,521	296,838
111320107 BROADCOM CORP USD0.0001 A	13,283.000	427,845	575,552
11133T103 BROADRIDGE FINANCIAL SOL NPV	200.000	7,121	9,236
111621306 BROCADE COMMUNICATIONS SYSTEMS INC	800.000	6,347	9,472

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IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
3091357 BT GROUP PLC COMMON STOCK GBP 5	33,063.000	203,377	206,987
B07ZBW6 BUCHER INDUSTRIES AG CHF0.2 (REGD)	669.000	184,557	167,578
122017106 BURLINGTON STORES INC COMMON STOCK USD 0	4,792.000	113,955	226,470
12673P105 CA INC USD0.10	245.000	0	7,460
126804301 CABELAS INC USD0.01	3,105.000	185,365	163,665
13057Q107 CALIFORNIA RESOURCES CORP COMMON STOCK U	1,344.000	11,388	7,405
6639840 CALSONIC KANSEI NPV	27,000.000	180,132	152,233
132011107 CAMBEX CORP USD0.10	10,947.000	203,856	236,674
136385101 CANADIAN NATURAL RESOURCES COM NPV	9,635.000	312,730	297,529
13645T100 CANADIAN PACIFIC RAILWAYS COM NPV	760.000	152,824	146,444
6172323 CANON INC NPV	500.000	24,078	16,016
B011YD2 CAPITACOMMERICAL TRUST UNITS	213,200.000	208,279	282,368
139794101 CAPITAL BANK FINANCIAL CORP USD0.01	12,861.000	248,350	344,675
14040H105 CAPITAL ONE FINANCIAL CORP COMMON STOCK	2,089.000	144,485	172,447
6309303 CAPITALAND LTD NPV	121,100.000	315,465	302,499
14149Y108 CARDINAL HEALTH INC NPV	5,055.000	226,128	408,090

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
141619106 CARDIOVASCULAR SYSTEMS INC NPV	8,826.000	235,674	265,486
141707101 CAREFUSION CORP COMMON STOCK 0.01	2,250.000	99,776	133,515
142339100 CARLISLE COS INC USD1	120.000	9,944	10,829
148887102 CATAMARAN CORP COMMON STOCK CAD 0	330.000	16,808	17,078
B00LBS7 CATLIN GROUP USD0.01	34,939.000	253,903	365,552
14964U108 CAVIUM INC USD0.001	4,512.000	160,369	278,932
124857202 CBS CORP CLASS'B' COM STK USD0.001	9,875.000	524,098	546,483
12514G108 CDW CORP/DE COMMON STOCK USD 0.01	580.000	18,386	20,399
151020104 CELGENE CORP USD0.01	8,280.000	565,846	926,201
BFSB4 CEMBRA MONEY BANK AG COMMON STOCK CHF 1	3,072.000	172,274	170,040
15189T107 CENTERPOINT ENERGY INC COM STK NPV	3,440.000	82,850	80,599
6679794 CENTURY TOKYO LEASING CORP NPV	6,877.000	124,538	172,362
156782104 CERNER CORP USD0.01	1,820.000	101,224	117,681
16117M305 CHARTER COMMUNICATIONS INC USD0.001	630.000	100,559	104,971
163893209 CHEMTURA CORP USD0.01	5,195.000	132,572	128,472
16411R208 CHENIERE ENERGY INC USD0.003	820.000	34,146	57,728

AS OF DECEMBER 31, 2014

BASE CURRENCY: USD

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
6190273 CHEUNG KONG HOLDINGS LTD COMMON STOCK HK	49,324.000	685,899	828,761
166764100 CHEVRON CORP COMMON STOCK USD 0.75	13,543.000	1,642,094	1,519,254
6192150 CHINA OVERSEAS LAND & INVESTMENT LTD COM HKD 0	52,094.000	152,291	154,841
B02ZKQ8 CHINA POWER INTERNATIONAL DEVELOPMENT LT STOCK HKD 0	443,000.000	188,689	224,503
125509109 CIGNA CORP USD0.25	4,200.000	310,978	432,222
172908105 CINTAS CORP COM NPV	220.000	15,987	17,257
17275R102 CISCO SYSTEMS INC USD0.001	14,960.000	313,978	416,112
172967424 CITIGROUP INC COMMON STOCK USD 0.01	33,020.000	1,598,594	1,786,712
177376100 CITRIX SYSTEMS INC USD0.001	1,820.000	110,211	116,116
0766807 CLOSE BROS GROUP ORD GBP0.25	11,846.000	236,486	275,955
125896100 CMS ENERGY CORP USD0.01	2,980.000	80,813	103,555
191216100 COCA-COLA CO USD0.25	9,160.000	379,806	386,735
19122T109 COCA-COLA ENTERPRISES INC COMMON STOCK U	1,170.000	54,921	51,737
6163286 COCA-COLA WEST CO LTD NPV	8,800.000	149,165	121,913
192446102 COGNIZANT TECHNOLOGY SOLUTIONS CORP USD0	3,710.000	135,070	195,369
B8FMRX8 COLOPLAST DKK1 B	1,389.000	121,013	117,147

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BASE CURRENCY: USD

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
5806225 COLRUYT SA COMMON STOCK EUR 0	5,383.000	289,529	250,582
20030N101 COMCAST CORP COMMON STOCK USD 0.01	28,270.000	1,284,566	1,639,943
6603737 COMFORTDELGRO CORP NPV	128,000.000	145,278	251,151
200525103 COMMERCE BANCSHARES INC USD5	409.500	17,556	17,809
6215035 COMMONWEALTH BANK OF AUSTRALIA ORD NPV	5,455.000	315,633	382,350
205363104 COMPUTER SCIENCES CORP USD1	590.000	36,859	37,200
6687247 COMSYS HOLDINGS CORP NPV	26,200.000	322,625	362,751
20825C104 CONOCOPHILLIPS USD0.01	2,835.000	177,945	195,785
21036P108 CONSTELLATION BRANDS INC USD0.01 A	2,250.000	167,667	220,883
4598589 CONTINENTAL AG NPV	2,091.000	185,882	444,179
4929286 CORIO NV EUR10	1,742.000	78,700	85,644
219350105 CORNING INC USD0.50	2,660.000	40,757	60,994
22002T108 CORPORATE OFFICE PROPERTIES TRUST USD0.0	690.000	18,894	19,575
22160K105 COSTCO WHOLESALE CORP USD0.005	1,500.000	180,715	212,625
222795106 COUSINS PROPERTIES INC USD1	6,940.000	87,000	79,255
G2554F113 COVIDIEN PLC COMMON STOCK 0.2	8,716.000	530,447	891,472

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BASE CURRENCY: USD

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
224399105 CRANE CO USD1	90.000	5,936	5,283
7262610 CREDIT AGRICOLE EUR3	46,875.000	524,329	610,319
228368106 CROWN HOLDINGS INC	3,180.000	141,286	161,862
6185495 CSL NPV	1,845.000	72,226	130,874
6238645 CSR ORD NPV	76,148.000	220,772	243,031
126408103 CSX CORP USD1	7,040.000	172,438	255,059
BGQYC45 CTT-CORREIOS DE PORTUGAL SA COMMON STOCK	27,700.000	225,977	268,717
229899109 CULLEN FROST BANKERS USD5	870.000	63,856	61,457
231082108 CUMULUS MEDIA INC USD0.01 A	36,827.000	196,210	155,778
231561101 CURTISS-WRIGHT CORP USD1	270.000	16,544	19,059
126650100 CVS HEALTH CORP	15,125.000	937,340	1,456,689
B01G0P1 DAH SING BANKING GROUP LTD COMMON STOCK	138,000.000	232,031	221,374
6250542 DAICEL CORPORATION	30,151.000	268,682	356,596
6250304 DAIHATSU MOTOR CO NPV	19,687.000	325,556	259,275
6253132 DAIICHIKOSHO CO NPV	5,700.000	144,314	154,986
5529027 DAIMLER AG ORD NPV (REGD)	2,005.000	180,104	167,332

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BASE CURRENCY: USD

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
6250508 DAITO TRUST CONSTRUCTION CO NPV	4,223.000	249,162	482,548
6251363 DAIWA HOUSE INDUSTRY CO NPV	7,294.000	117,570	139,498
6251448 DAIWA SECURITIES GROUP INC NPV	33,000.000	311,309	260,818
6175203 DBS GROUP HLDGS LTD NPV	25,013.000	259,336	388,852
233153204 DCT INDUSTRIAL TRUST INC REIT USD 0.01	5,100.000	157,431	181,866
23317H102 DDR CORP NPV	21,900.000	314,201	402,084
242309102 DEALERTRACK TECHNOLOGIES INC	8,502.000	336,219	376,724
243537107 DECKERS OUTDOOR CORP USD0.01	1,480.000	136,807	134,739
4262118 DELHAIZE FRERES ET CIE(LE LION)SA NPV	9,320.000	541,128	681,509
G27823106 DELPHI AUTOMOTIVE PLC ORD USD0.01	7,430.000	408,866	540,310
247361702 DELTA AIR LINES INC USD0.01	3,560.000	78,379	175,116
249030107 DENTSPLY INTERNATIONAL INC USD0.01	230.000	10,949	12,252
4457088 DERICHEBOURG EUR 0.25	10,940.000	51,305	33,757
0265274 DERWENT LONDON PLC ORD GBP 0.05	5,420.000	142,280	255,055
5842359 DEUTSCHE TELEKOM AG NPV(REGD)	3,544.000	62,232	56,822
BOYZ025 DEUTSCHE WOHNEN AG NEW NPV	3,100.000	74,092	73,448

BASE CURRENCY: USD AS OF DECEMBER 31, 2014

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
25179M103 DEVON ENERGY CORP(NEW) USD0.10	420.000	24,528	25,708
251893103 DEVRY EDUCATION GROUP INC	160.000	7,787	7,595
25243Q205 DIAGEO PLC ADR USD	3,470.000	410,742	395,892
0237400 DIAGEO PLC COMMON STOCK GBP 28.93518	2,406.000	59,631	69,348
252784301 DIAMONDROCK HOSPIT COM USD0.01	1,980.000	24,772	29,443
25490A309 DIRECTV USD0.01	50.000	4,292	4,335
25470F104 DISCOVERY COMMUNICATIONS INC CLS 'A' USD	9,707.000	335,892	334,406
25470M109 DISH NETWORK CORP CLASS'A'COM STK USD0.0	1,860.000	85,067	135,575
B552R92 DISTRIBUIDORA INTERNACIONAL DE ALIMENTAC	COMMON STOCK EUR 0.1 11,988.000	101,401	81,626
B4Y7R14 DIXONS CARPHONE PLC COMMON STOCK GBP 0.1	40,102.000	203,205	289,134
256677105 DOLLAR GENERAL CORP USD0.875	1,580.000	93,367	111,706
256746108 DOLLAR TREE INC USD0.01	720.000	43,405	50,674
25746U109 DOMINION RESOURCES INC (VIRGINIA) NPV	1,330.000	93,517	102,277
257867101 DONNELLEY(R.R.) & SONS CO USD1.25	440.000	6,659	7,394
25960P109 DOUGLAS EMMETT INC USD0.01	11,300.000	262,156	320,920
260543103 DOW CHEMICAL CO USD2.50	7,700.000	295,309	351,197

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
26138E109 DR PEPPER SNAPPLE GROUP INC USD0.01	1,460.000	69,796	104,653
263534109 DU PONT (E.I.) DE NEMOURS & CO USD0.30	2,780.000	192,706	205,553
5119901 DUERR AG NPV	1,409.000	122,956	124,905
264411505 DUKE REALTY CORP USD0.01	18,900.000	302,524	381,780
B3VL4P5 DULUXGROUP LTD NPV	40,695.000	172,049	193,156
26483E100 DUN & BRADSTREET CORP (DELAWARE) COM STK	2,390.000	264,814	289,094
27579R104 EAST WEST BANCORP INC USD0.01	872.000	20,825	33,755
B7KR2P8 EASYJET ORD GBP0.27285714	2,547.000	62,075	66,362
G29183103 EATON CORP PLC NPV	14,309.000	969,136	972,440
278642103 EBAY INC COMMON STOCK USD 0.001	680.000	35,562	38,162
281020107 EDISON INTERNATIONAL NPV	3,820.000	215,972	250,134
285512109 ELECTRONIC ARTS USD0.01	11,362.000	284,589	534,184
B7FNMQ2 ELEMENT FINL CORP NPV	22,700.000	149,350	277,123
0241854 ELEMENTIS ORD GBP0.05	39,397.000	117,104	160,823
268648102 EMC CORP/NA COMMON STOCK USD 0.01	16,295.000	394,204	484,613
291011104 EMERSON ELECTRIC CO USD0.50	5,811.000	342,140	358,713

BASE CURRENCY: USD
 AS OF DECEMBER 31, 2014

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
5271782 ENDESA SA EUR1.2 (REGD)	6,957.000	128,881	139,323
7144569 ENEL SPA EUR1	108,891.000	469,643	486,998
29266R108 ENERGIZER HLDGS INC USD0.01	470.000	61,288	60,423
7145056 ENI NPV	21,486.000	632,579	377,247
G3157S106 ENSCO PLC SHS CLASS A	1,160.000	65,859	34,742
29364G103 ENTERGY CORP USD0.01	400.000	29,826	34,992
B3XDDH4 ENTERTAINMENT ONE LTD ORD NPV	34,877.000	171,144	175,327
26875P101 EOG RESOURCES INC USD0.01	1,202.000	88,139	110,668
26884L109 EQT CORP NPV	1,010.000	99,740	76,457
294752100 EQUITY ONE INC USD0.01	1,520.000	34,604	38,547
29476L107 EQUITY RESIDENTIAL PROPERTIES TRUST SHS	BENEFICIAL INTEREST USD0.01 10,700.000	564,261	768,688
297178105 ESSEX PROPERTY TRUST INC USD0.0001	2,466.000	357,319	509,476
518439104 ESTEE LAUDER COMPANIES INC USD0.01 A	1,240.000	88,879	94,488
BSSWC52 ESTIA HEALTH LTD COMMON STOCK AUD	39,763.000	179,364	154,240
4798271 EUROCOMMERCIAL PROPERTIES NV DUTCH CERT	2,510.000	100,364	106,819
29977G102 EVERBANK FINANCIAL CORP USD0.01	14,669.000	239,403	279,591

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
G3223R108 EVEREST RE GROUP USD0.01	145.000	23,506	24,694
30040P103 EVERTEC INC USD0.01	13,790.000	319,476	305,173
811054402 EW SCRIPPS CO/THE COMMON STOCK USD 0.01	20,755.000	359,236	463,874
30162A108 EXELIS INC USD0.01	12,035.000	135,261	210,974
30161N101 EXELON CORP NPV	4,500.000	161,176	166,860
B06HZC1 EXOR SPA EUR0.52	2,976.000	113,097	122,582
30212P303 EXPEDIA INC USD0.001	650.000	56,635	55,484
30225T102 EXTRA SPACE STORAGE INC USD0.01	1,000.000	51,896	58,640
30231G102 EXXON MOBIL CORP COMMON STOCK USD 0	6,140.000	551,295	567,643
30303M102 FACEBOOK INC USD0.000006 A	5,480.000	339,242	427,550
B281L72 FAGRON COMMON STOCK EUR 0	4,779.000	176,520	200,780
B0LC9F2 FASTIGHETS BALDER AB NPV	29,173.000	146,368	410,861
B9510B1 FEDERATION CENTRES REIT AUD 0	90,800.000	195,531	213,259
31428X106 FEDEX CORP USD0.10	1,805.000	193,123	313,456
31430F101 FELCOR LODGINGS TRUST INC USD0.01	28,053.000	152,609	303,533
31620M106 FIDELITY NATIONAL INFO SERVICES INC USD0	1,580.000	91,548	98,276

BASE CURRENCY: USD AS OF DECEMBER 31, 2014

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
31787A507 FINISAR CORP USD0.001	11,521.000	185,160	223,623
B2927P4 FIRST RESOURCES LTD NPV	97,000.000	191,978	136,888
G35569105 FLEETMATICS GROUP PLC EUR0.015	4,056.000	121,896	143,947
343412102 FLUOR CORP (NEW) USD0.01	4,250.000	247,101	257,678
344849104 FOOT LOCKER INC USD0.01	640.000	33,976	35,955
34964C106 FORTUNE BRANDS HOME & SECURITY INC USD0.	5,791.000	233,301	262,159
B1SK0S6 FRENET AG NPV	9,650.000	127,693	276,686
G3727Q101 FREESCALE SEMICONDUCTOR LTD	1,120.000	19,191	28,258
6356525 FUJIFILM HLDGS CORP NPV	12,900.000	252,542	398,206
6355180 FUJIMORI KOGYO CO NPV	2,900.000	82,339	81,997
6356945 FUJITSU NPV	117,450.000	664,132	631,161
302693106 FXCM INC COMMON STOCK USD 0.01	15,408.000	243,062	255,311
B1FYW63 GAGFAH SA COMMON STOCK EUR 1.25	10,241.000	170,966	229,254
364760108 GAP INC USD0.05	510.000	21,113	21,476
5650422 GAS NATURAL SDG SA EUR1	3,320.000	92,413	83,601
B0C2CQ3 GDF SUEZ EUR1	20,523.000	492,611	482,522

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BASE CURRENCY: USD

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
369604103 GENERAL ELECTRIC CO. USD0.06	25,415.000	586,299	642,237
370023103 GENERAL GROWTH PROPERTIES INC REIT USD 0	19,108.000	305,519	537,508
37045V100 GENERAL MOTORS CO USD0.01	6,830.000	215,451	238,435
G3922B107 GENPACT USD0.01	420.000	7,388	7,951
375558103 GILEAD SCIENCES INC COMMON STOCK USD 0.0	1,527.000	149,763	143,935
5980613 GIVAUDAN AG CHF10	70.000	119,990	126,312
0925288 GLAXOSMITHKLINE ORD GBP0.25	14,553.000	298,721	312,239
B4T3BW6 GLENORE PLC COMMON STOCK GBP 0.01	48,933.000	248,110	227,981
B4KJWS6 GLOBAL LOGISTIC PROPERTIES LTD NPV	155,900.000	295,832	291,776
B8REZV7 GLP J-REIT UNITS	111.000	114,971	123,688
36191G107 GNC HLDGS INC USD0.001	170.000	8,788	7,983
0375377 GO-AHEAD GROUP GBP0.10	1,720.000	58,298	65,948
38141G104 GOLDMAN SACHS GROUP INC USD0.01	5,420.000	891,745	1,050,559
B03FYZ4 GOODMAN GROUP NPV (STAPLED UNITS)	64,514.000	236,584	300,404
382410405 GOODRICH PETROLEUM CORPORATION USD0.20	16,007.000	352,452	71,071
38259P508 GOOGLE INC CLA	1,648.000	722,557	874,528

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
38259P706 GOOGLE INC-CL C	2,431.000	1,129,012	1,279,678
384802104 GRAINGER(W.W.) INC USD0.50	331.000	81,876	84,369
B8K9X70 GRAND CITY PROPERTIES SA NPV	13,600.000	179,730	200,278
389375106 GRAY TELEVISION INC.	32,227.000	340,754	360,942
391164100 GREAT PLAINS ENERGY INC NPV	258.000	5,770	7,330
B01FLL1 GREAT PORTLAND ESTATES PLC ORD GBP0.125	25,576.000	160,118	294,310
0386410 GRENCORE GROUP ORD GBP0.01	99,231.000	170,994	442,826
6400433 H.I.S.CO NPV	8,400.000	182,250	240,310
4407599 HALDEX AB COMMON STOCK SEK 5	18,119.000	227,519	235,507
B012TP2 HALFORDS GROUP ORD GBP0.01	40,386.000	309,159	295,716
406216101 HALLIBURTON CO USD2.50	16,330.000	809,197	642,259
0406501 HAMMERSON PLC ORD GBP0.25	31,833.000	253,063	300,295
410345102 HANESBRANDS INC USD0	220.000	15,203	24,556
6030506 HANG LUNG PROPERTIES LTD COMMON STOCK HK	38,500.000	126,299	107,981
6536684 HANSSEM CO KRW1000	2,900.000	115,535	302,097
B0PPFY8 HANSTEEN HLDGS ORD GBP0.10	35,430.000	64,311	59,443

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IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
413086109 HARMAN INTERNATIONAL INDUSTRIES INC USD0	1,510.000	150,421	161,132
416515104 HARTFORD FINANCIAL SERVICES GROUP INC/TH	STOCK USD 0.01	84,510	98,388
419879101 HAWAIIAN HLDGS INC COM	2,360.000	164,138	294,261
42217K106 HEALTH CARE REIT INC USD1	11,296.000	716,729	900,473
42222G108 HEALTH NET INC USD0.001	11,900.000	7,136	9,635
421946104 HEALTHCARE REALTY TRUST INC USD0.01	180.000	183,042	204,900
42225P501 HEALTHCARE TRUST OF AMERICA INC REIT USD	7,500.000	156,595	179,151
BOCCH46 HEINEKEN HLDG ORD EUR1.6	6,650.000	120,256	112,103
42330P107 HELIX ENERGY SOLUTIONS GROUP INC NPV	1,784.000	201,214	184,385
B3CM952 HENDERSON GROUP PLC ORD GBP0.125	8,497.000	331,382	303,542
5687431 HENNES & MAURITZ AB NPV 'B'	90,968.000	114,777	120,620
42809H107 HESS CORP USD1	2,900.000	22,447	18,455
428236103 HEWLETT-PACKARD CO USD0.01	250.000	254,446	381,034
40418F108 HFF INC USD0.01 A	9,495.000	183,288	261,138
431284108 HIGHWOODS PROPERTIES INC USD0.01	7,270.000	158,054	209,400
43300A104 HILTON WORLDWIDE HOLDINGS INC COMMON STO	4,729.000	354,233	405,204
	0.01		
	15,531.000		

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
6496368 HITACHI KOKUSAI ELECTRIC NPV	8,000.000	116,181	113,366
6429104 HITACHI NPV	94,922.000	518,372	713,093
437076102 HOME DEPOT INC USD0.05	4,940.000	370,399	518,552
B19NKB7 HOME RETAIL GROUP PLC ORD GBP0.10	21,593.000	68,092	69,863
438516106 HONEYWELL INTERNATIONAL INC USD1	14,325.000	1,171,471	1,431,354
6434915 HONG KONG LAND HLDGS ORD USD0.10	45,488.000	309,558	307,499
B3FF8W8 HOSHIZAKI ELECTRIC CO LTD NPV	5,800.000	134,590	282,514
44107P104 HOST HOTELS & RESORTS INC USD1	34,850.000	550,580	828,385
6440503 HOUSE FOODS GROUP INC COMMON STOCK JPY	6,000.000	95,432	104,291
0557681 HOWDEN JOINERY GROUP PLC	38,500.000	207,237	241,925
0540528 HSBC HLDGS ORD USD0.50	67,653.000	750,873	642,000
4449137 HUFVUDSTADEN AB COMMON STOCK SEK 5	8,726.000	100,160	113,252
444859102 HUMANA INC USD0.166	1,730.000	130,387	248,480
6448068 HUTCHISON WHAMPOA LTD COMMON STOCK HKD 0	29,000.000	317,974	333,759
5705496 IEA (ION BEAM APPLICATIONS) NPV (POST SPLI	9,800.000	173,080	170,051
B288C92 IBERDROLA SA EURO.75	84,399.000	534,577	571,605

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
6456102 IBIDEN CO NPV	1,600.000	25,111	23,861
4554406 ICADE (NEW) NPV	2,019.000	184,757	162,221
G4705A100 ICON PLC COMMON STOCK USD 0.06	2,896.000	88,375	147,667
B1FF8P7 IDEMITSU KOSAN CO NPV	5,300.000	117,696	88,322
B06QFB7 IG GROUP HLDGS ORD GBP0.00005	6,401.000	60,306	71,762
45245E109 IMAX CORP COMMON STOCK USD 0	6,814.000	156,116	210,553
45256B101 IMPAX LABORATORIES INC USD0.01	9,564.000	241,453	302,988
B10DQJ6 IMPLenia AG COMMON STOCK CHF 1.02	1,309.000	88,528	76,078
44970B109 IMS HEALTH HOLDINGS INC COMMON STOCK USD	6,928.000	144,319	177,634
BP9DL90 INDITEX SA COMMON STOCK EUR 0.03	8,460.000	155,660	242,669
4943510 INDUS-HOLDING AG NPV	3,600.000	185,215	166,014
B1VSK54 INDUSTRIVARDEN AB COMMON STOCK SEK 2.5	9,662.000	185,057	167,981
45667G103 INFINERA CORP USD0.001	26,030.000	241,945	383,162
G47791101 INGERSOLL-RAND PLC USD1	500.000	31,273	31,695
45866F104 INTERCONTINENTALEXCHANGE INC	490.000	86,861	107,452
0456443 INTERMEDIATE CAPITAL GROUP ORD GBP0.20	56,711.000	280,510	406,851

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
459200101 INTERNATIONAL BUSINESS MACHINES CORP COM	USD 0.2		
	810.000	155,838	129,956
460146103 INTERNATIONAL PAPER CO USD1			
	510.000	23,642	27,326
5161407 INTERPUMP GROUP EURO.52			
	19,685.000	212,100	277,501
2459901 INTERTAPE POLYMER GROUP INC COM NPV			
	20,742.000	229,587	333,269
461202103 INTUIT INC USD0.01			
	5,320.000	335,808	490,451
G491BT108 INVESCO LTD USD0.20			
	6,250.000	200,692	247,000
6205694 INVESTA OFFICE FUND UNITS NPV (STAPLED D			
	41,713.000	109,057	124,254
B17BBQ5 INVESTEC PLC COMMON STOCK GBP 0.02			
	36,637.000	255,375	309,339
B0K7JF1 IPSEN EUR1			
	4,700.000	229,169	244,551
4783211 IREN SPA EUR1			
	52,045.000	92,555	57,026
6461128 IRIISO ELECTRONICS CO LTD COMMON STOCK JP			
	2,900.000	120,238	156,253
3398649 ITV ORD GBP0.10			
	99,675.000	180,173	334,460
6470351 JAPAN AVIATION ELECTRONICS INDUSTRY NPV			
	9,000.000	191,472	199,825
B1530B1 JAPAN HOTEL REIT INVESTMENT CO			
	105.000	50,022	67,434
6711696 JAPAN PETROLEUM EXPLORATION CO LTD COMMO	JPY		
	8,800.000	370,406	278,911
6397580 JAPAN REAL ESTATE INVESTMENT CO REIT			
	62.000	302,166	299,929

BASE CURRENCY: USD AS OF DECEMBER 31, 2014

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
6513342 JAPAN RETAIL FUND INVESTMENT CORP REIT	206.000	380,099	436,415
G50871105 JAZZ PHARMACEUTICALS PLC USD0.0001	120.000	18,257	19,648
6702623 JB HI-FI NPV	22,324.000	299,299	288,465
6543792 JFE HOLDINGS INC NPV	24,200.000	561,497	544,169
B142F28 JM AB COMMON STOCK SEK 1	6,126.000	185,702	194,855
478160104 JOHNSON & JOHNSON COMMON STOCK USD 1	14,400.000	1,235,517	1,505,808
478366107 JOHNSON CONTROLS INC USD1	1,620.000	75,599	78,311
48020Q107 JONES LANG LASALLE INC USD0.01	80.000	11,621	11,994
46625H100 JPMORGAN CHASE & CO COMMON STOCK USD 1	22,610.000	1,164,260	1,414,934
B53P200 JUPITER FUND MANAGEMENT PLC ORD GBP0.02	40,300.000	285,751	229,295
483007704 KAISER ALUMINUM CORP USD0.01	2,965.000	178,036	211,790
6689533 KAKAKU.COM. INC NPV	10,499.000	226,163	152,456
6482903 KANAMOTO CO NPV	8,591.000	196,900	234,668
485170302 KANSAS CITY SOUTHERN USD0.01	1,910.000	192,133	233,077
485865109 KATE SPADE & CO COMMON STOCK USD 1	250.000	7,973	8,003
6484686 KAWASAKI KISEN KAISHA NPV	102,000.000	238,270	276,492

AS OF DECEMBER 31, 2014

BASE CURRENCY: USD

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
48244B100 KCG HOLDINGS INC COMMON STOCK USD 0.01	25,559.000	296,735	297,762
6248990 KDDI CORPORATION NPV	7,000.000	248,828	445,882
EX8886205 KELDA GROUP DEFERRED SHARES	35,794.000	0	0
0486622 KELLER GROUP ORD GBP0.10	3,453.000	60,801	47,380
487836108 KELLOGG CO USD0.25	1,100.000	70,396	71,984
BOC5Q59 KENEDIX OFFICE INVESTMENT CORP REIT JPY	30.000	121,626	169,398
6714509 KENPIE CORP NPV	7,500.000	110,782	140,811
49427F108 KILROY REALTY CORP USD0.01	7,470.000	352,043	515,953
494368103 KIMBERLY-CLARK CORP USD1.25	1,590.000	166,088	183,709
49446R109 KIMCO REALTY CORP USD0.01	12,330.000	235,068	309,976
482480100 KLA TENCOR CORP USD0.001	2,096.000	135,139	147,391
7582556 KLEPIERRE EUR1.40	7,135.000	280,630	308,482
6496700 KONICA MINOLTA INC	26,000.000	201,252	287,335
BKNP5S5 KONINKLIJKE AHOLD NV COMMON STOCK EUR 0.	29,686.000	363,743	530,022
BOHZL93 KONINKLIJKE DSM NV EUR1.50	530.000	36,248	32,477
5986622 KONINKLIJKE PHILIPS NV	19,038.000	614,654	556,342

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BASE CURRENCY: USD

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
501014104 KRISPY KREME DOUGHNUTS INC NPV	16,429.000	317,687	324,308
5529191 KUKA AG NPV	4,834.000	322,654	344,997
6499420 KYOWA EXEO CORP NPV	14,300.000	202,633	153,979
502424104 L-3 COMMUNICATIONS HLDGS INC USD0.01	980.000	115,041	123,686
512807108 LAM RESEARCH CORP USD0.001	3,590.000	188,167	284,831
3180943 LAND SECURITIES GROUP ORD GBP0.10	32,166.000	429,951	580,291
517834107 LAS VEGAS SANDS CORP USD0.001	2,840.000	174,069	165,174
521865204 LEAR CORP COM NEW WI	210.000	17,207	20,597
B9G6L89 LEG IMMOBILILIEN AG NPV	5,435.000	332,961	407,685
0560399 LEGAL & GENERAL GROUP ORD GBP0.025	135,189.000	179,214	524,032
B11ZRK9 LEGRAND PROMESSE EUR4	10,575.000	542,017	557,214
6512004 LEND LEASE GROUP STAPLED SECURITY AUD 0	4,253.000	44,996	57,079
526107107 LENNOX INTERNATIONAL INC USD0.01	90.000	6,298	8,556
6598424 LEOPALACE 21 NPV	38,400.000	228,257	244,694
529043101 LEXINGTON REALTY TRUST COM STK USD0.0001	12,700.000	147,097	139,446
531172104 LIBERTY PROPERTY TRUST USD0.001	4,110.000	138,929	154,659

SCHEDULE H (FORM 5500 - 41-1)
SCHEDULE OF ASSETS HELD FOR
INVESTMENT PURPOSES AT END OF YEAR

OWENS CORNING MERGED RETIREMENT PLAN

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BASE CURRENCY: USD

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
532457108 LILLY(ELI) & CO NPV	650.000	41,375	44,844
B0PB4M7 LINK REAL ESTATE INVESTMENT TRUST UNITS	40,100.000	198,509	251,050
536797103 LITHIA MOTORS INC NPV A	3,675.000	202,040	318,586
540424108 LOEWS CORP USD0.01	650.000	26,898	27,313
B3K7KL2 LOOMIS AB COMMON STOCK SEK 5	7,500.000	228,426	216,523
548661107 LOWES COMPANIES INC USD0.50	14,955.000	702,010	1,028,904
550021109 LULULEMON ATHLETICA INC USD0.005	417.000	29,075	23,264
7085259 LUNDBECK (H) A/S DKKS	8,180.000	192,339	163,234
N53745100 LYONDELLBASELL INDUSTRIES NV COMMON STOC	5,205.000	411,989	413,225
554382101 MACERICH CO USD0.01	4,649.000	209,587	387,773
B015YX4 MAGELLAN FINANCIAL GROUP LTD NPV STAPLED	18,803.000	227,092	253,893
559222401 MAGNA INTERNATIONAL INC NPV	570.000	61,325	61,953
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	65,000.000	339,606	204,100
B83VD95 MAN GROUP PLC ORD USD0.03428571	56,052.000	123,407	140,276
563571108 MANITOWOC CO INC USD0.01	10,962.000	277,834	242,260

J.P.Morgan Investor Services

J.P.Morgan

BASE CURRENCY: USD
AS OF DECEMBER 31, 2014

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
56418H100 MANPOWERGROUP INC COM	170.000	13,314	11,589
565849106 MARATHON OIL CORP USD1	6,160.000	217,700	174,266
3127489 MARKS & SPENCER GROUP ORD GBP0.25	38,789.000	226,629	289,587
571748102 MARSH & MCLENNAN COS INC COM USD1	1,000.000	44,495	57,240
573284106 MARTIN MARIETTA MATERIALS INC USD0.01	590.000	68,910	65,089
G5876H105 MARVELL TECHNOLOGY GROUP LTD COMMON STOC 0.002	3,150.000	44,979	45,675
574599106 MASCO CORP USD1	3,950.000	81,829	99,540
576323109 MASTEC INC USD0.1	9,839.000	296,881	222,460
57636Q104 MASTERCARD INC USD0.0001	8,799.000	561,730	758,122
580135101 MCDONALD'S CORP COMMON STOCK USD 0.01	2,965.000	281,122	277,821
58155Q103 MCKESSON CORP USD0.01	1,340.000	237,822	278,157
58441K100 MEDIA GENERAL INC COMMON STOCK USD 0	21,117.000	379,940	353,287
5077946 MEDIASET SPA EURO.52	42,830.000	107,768	178,283
4574813 MEDIOBANCA SPA COMMON STOCK EUR 0.5	7,323.000	60,366	59,990
6782090 MEDIPAL HOLDINGS CORPORATION	23,100.000	306,776	270,699
585055106 MEDTRONIC INC COMMON STOCK 0.1	13,315.000	835,758	961,343

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
BOLMF87 MERCIALYS EUR1	5,000.000	110,683	111,536
58933Y105 MERCK & CO INC COMMON STOCK USD 0.5	6,200.000	324,220	352,098
BFSB52 MERIDIAN ENERGY LTD COMMON STOCK NZD 0	158,446.000	192,585	217,961
B00HWZ9 MESSAGE CO NPV	5,300.000	207,724	146,099
59156R108 METLIFE INC USD0.01	5,820.000	240,847	314,804
592688105 METTLER TOLEDO USD0.01	47.000	9,887	14,216
59408Q106 MICHAELS COS INC/THE COMMON STOCK USD 0.	8,520.000	144,840	210,700
BQY7BX8 MICRO FOCUS INTERNATIONAL PLC COMMON STO	14,763.000	161,649	248,607
594918104 MICROSOFT CORP COMMON STOCK USD 0.000006	36,670.000	1,312,601	1,703,322
59522J103 MID-AMERICA APARTMENT COMMUNITIES USD0.0	570.000	36,745	42,568
6642406 MINEBEA CO NPV	17,000.000	198,408	255,790
6161978 MIRVAC GROUP STAPLED SHS NPV	240,997.000	362,798	351,051
6596729 MITSUBISHI ESTATE CO NPV	41,051.000	821,921	874,981
6335171 MITSUBISHI UFJ FINANCIAL GROUP ORD NPV	72,200.000	418,238	400,158
6597603 MITSUI FUDOSAN NPV	35,196.000	815,608	955,528
6597584 MITSUI O.S.K. LINES NPV	7,000.000	25,664	20,960

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
6916703 MIZRAHI TEFAHOT BANK LTD	15,000.000	201,642	157,653
6591014 MIZUHO FINANCIAL GROUP INC COMMON STOCK	75,600.000	164,716	127,687
608190104 MOHAWK INDUSTRIES USD0.01	1,164.000	153,950	180,839
60871R209 MOLSON COORS BREWING CO CLASS 'B' COM ST	1,700.000	102,884	126,684
609207105 MONDELEZ INTERNATIONAL INC COMMON STOCK	10,100.000	331,745	366,883
B1CRLC4 MONDI PLC ORD EUR0.20	19,684.000	164,749	322,269
61166W101 MONSANTO CO USD0.01	4,670.000	508,132	557,925
617446448 MORGAN STANLEY USD0.01	8,440.000	217,136	327,472
6602648 MORINAGA MILK INDUSTRY CO NPV	26,000.000	78,379	90,212
61945C103 MOSAIC CO(THE) USD0.01	2,840.000	133,937	129,646
6963743 MOUNT GIBSON IRON NPV	187,408.000	192,312	37,575
5294121 MUENCHENER RUECKVERSICHERUNGS-GESELLSCHA	MUENCHEN COMMON STOCK EUR 0	582,649	656,051
628530107 MYLAN INC USD0.50	3,271.000	20,424	19,730
62855J104 MYRIAD GENETICS INC USD0.01	350.000	3,000	4,087
5993901 M6-METROPOLE TELEVISION EUR0.40	120.000	127,949	104,485
6624608 NATIONAL AUSTRALIA BANK LTD COMMON STOCK	5,544.000	61,854	55,213
	2,008.000		

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BASE CURRENCY: USD

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
0621520 NATIONAL EXPRESS GROUP ORD GBP0.05	14,205.000	56,196	55,018
B08SNH3 NATIONAL GRID ORD GBP0.113953	4,338.000	61,705	62,101
637417106 NATIONAL RETAIL PPTYS INC COM	1,550.000	56,539	61,024
63938C108 NAVIENT CORP COMMON STOCK USD 0.01	876.000	13,017	18,930
63934E108 NAVISTAR INTERNATIONAL CORP USD0.10	7,129.000	249,253	238,679
6640400 NEC CORP NPV	242,000.000	580,882	712,507
7123870 NESTLE SA CHF0.10	11,233.000	650,712	824,684
65336K103 NEXSTAR BROADCASTING GROUP INC USD0.01 A	7,992.000	149,582	413,906
3208986 NEXT ORD GBP0.10	3,866.000	137,943	411,114
65339F101 NEXTERA ENERGY INC USD0.01	2,390.000	199,065	254,033
6640767 NH FOODS LTD COMMON STOCK JPY	10,000.000	200,773	220,026
N63218106 NIELSEN NV COMMON STOCK USD 0.07	540.000	24,216	24,154
6396800 NIPPON BUILDING FUND INC REIT	14.000	72,444	70,528
6642127 NIPPON EXPRESS CO COM NPV	67,000.000	275,872	343,117
6640507 NIPPON PAINT HOLDINGS CO LTD COMMON STOC	12,083.000	169,193	354,745
B98BC67 NIPPON PROLOGIS REIT INC UNITS	67.000	117,568	145,629

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
6641373 NIPPON TELEGRAPH & TELEPHONE CORP COMMON	5,758.000	269,100	298,285
6643960 NIPPON YUSEN KK NPV	10,000.000	25,226	28,525
65473P105 NISOURCE INC COM STK NPV	2,460.000	77,500	104,353
6640961 NISSHIN SEIFUN GROUP INC NPV	43,888.000	450,289	428,283
7106354 NKT HLDG AS DKK20	2,052.000	99,952	110,540
655044105 NOBLE ENERGY INC USD0.01	5,425.000	316,187	257,308
6643108 NOMURA HLDGS INC NPV	12,200.000	92,467	70,232
6718211 NOMURA REAL ESTATE REIT	47.000	226,755	233,246
5380031 NORDEA BANK AB COMMON STOCK SEK 1	27,950.000	247,847	324,550
B4RLNR1 NORMA GROUP SE	4,100.000	140,534	196,662
B41H739 NORTHGATE PLC ORD GBP0.50	26,186.000	182,000	247,841
7103065 NOVARTIS AG CHF0.50 (REGD)	7,984.000	505,038	742,034
BHC8X90 NOVO NORDISK A/S COMMON STOCK DKK 0.2	19,437.000	401,027	822,174
62936P103 NPS PHARMACEUTICALS INC COMMON STOCK EUR	9,576.000	277,923	342,534
5436064 NSI NV REIT EUR 0.46	29,630.000	158,955	132,014
B031SG1 NTT URBAN DEVELOPMENT CORP NPV	10,000.000	113,133	102,006

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IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
67018T105 NU SKIN ENTERPRISES INC USD0.001 A	1,280.000	57,739	55,936
62944T105 NVR INC USD0.01	24.000	27,767	30,608
674599105 OCCIDENTAL PETROLEUM CORP COM USD0.20	3,570.000	306,820	287,778
B1577G7 OESTERREICHISCHE POST AG NPV	8,280.000	333,755	404,576
67103X102 OFG RANCORP COMMON STOCK USD 1	13,147.000	209,919	218,898
G67506108 OM ASSET MANAGEMENT PLC COMMON STOCK USD	9,728.000	142,242	157,983
681904108 OMNICARE INC USD1	290.000	16,603	21,150
4651459 OMV AG NPV	11,136.000	532,839	296,587
3426454 OPTIMAL PAYMENTS PLC ORD GBP0.0001	28,340.000	185,551	151,458
68389X105 ORACLE CORP USD0.01	3,880.000	126,926	174,484
6661144 ORIX CORP NPV	10,800.000	121,030	137,235
6527774 ORIX JREIT INC REIT	80.000	100,479	112,632
BH4TCW7 ORORA LTD COMMON STOCK AUD	39,482.000	30,495	63,005
688239201 OSHKOSH CORPORATION	200.000	10,441	9,730
B923935 OSRAM LICHT AG NPV	.200	7	8
B96W5Q3 OSRAM LICHT AG NPV (BEARER RIGHTS)	.200	0	0

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
B5LTM93 OTSUKA HLDGS CO LTD NPV	7,100.000	226,393	214,193
693718108 PACCAR INC USD1	4,430.000	236,549	301,284
0667278 PACE PLC ORD GBP0.05	15,755.000	77,274	85,269
B44XTX8 PANDORA AS DKK1	2,988.000	75,522	244,964
69924R108 PARAMOUNT GROUP INC REIT USD 0.01	13,100.000	234,961	243,529
701094104 PARKER-HANNIFIN CORP COMMON STOCK USD 0.	285.000	33,721	36,751
2569565 PASON SYSTEM INC COM NPV	6,400.000	178,866	120,955
B11Y3K8 PATRIZIA IMMOBILIEN AG NPV	12,000.000	164,806	177,006
B3LXSR0 PAX GLOBAL TECHNOLOGY LTD HKD0.10	170,000.000	182,804	175,374
69327R101 PDC ENERGY INC NPV	5,103.000	312,311	210,601
0677608 PEARSON ORD GBP0.25	4,099.000	64,099	76,057
70509V100 PEBBLEBROOK HOTEL TRUST USD0.01	10,014.000	250,592	456,939
G7S00T104 PENTAIR PLC COMMON STOCK USD 0.01	320.000	19,641	21,254
713448108 PERSICO INC CAP STK USD0.0166	7,190.000	589,613	679,886
714046109 PERKINELMER INC USD1	220.000	10,327	9,621
G97822103 PERRIGO CO PLC COMMON STOCK USD 0	4,356.000	646,589	728,149

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
717081103 PFIZER INC USD0.05	7,790.000	236,952	242,659
69331C108 PG&E CORP NPV	360.000	18,761	19,166
718172109 PHILIP MORRIS INTERNATIONAL INC NPV	4,660.000	442,833	379,557
718546104 PHILLIPS 66 USD0.01	2,140.000	163,685	153,438
723456109 PINNACLE ENTERTAINMENT INC USD0.10	12,993.000	212,667	289,094
723484101 PINNACLE WEST CAPITAL CORP USD2.50	290.000	18,784	19,810
723787107 PIONEER NATURAL RESOURCES CO USD0.01	390.000	65,197	58,052
724479100 PITNEY BOWES INC USD1	160.000	4,138	3,899
B08V9H4 PLASTIC OMNIUM SA COMMON STOCK EUR 0.5	14,305.000	132,265	391,460
B7S9G98 PLAYTECH PLC COMMON STOCK GBP 0	12,227.000	120,104	131,358
693475105 PNC FINANCIAL SERVICES GROUP USDS	1,450.000	114,695	132,284
B5N4QN8 POLA ORBIS HLDGS INC NPV	5,500.000	176,108	222,716
73179P106 POLYONE CORP USD0.01	7,474.000	210,550	283,339
737464107 POST PROPERTIES INC USD0.01	3,400.000	141,914	199,818
69351T106 PPL CORP USD0.01	2,920.000	103,969	106,084
740189105 PRECISION CASTPARTS CORP COM NPV	1,160.000	273,817	279,421

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IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
741503403 PRICELINE GROUP INC/THE COM USD	523.000	557,541	596,330
742962103 PRIVATEBANCORP INC NPV	11,069.000	319,346	369,705
742718109 PROCTER & GAMBLE CO/THE COMMON STOCK USD	12,890.000	1,000,703	1,174,150
74340W103 PROLOGIS INC	20,376.000	732,760	876,779
74346Y103 PROS HLDGS INC USD0.001	3,732.000	102,816	102,555
B8CLHY9 PROSEGUR COMPANIA SEGURIDAD EURO.06	28,496.000	196,746	162,753
BCZM1B2 PROSIEBENSAT.1 MEDIA AG COMMON STOCK EUR	4,057.000	172,141	170,986
B1Z4ST8 PROVIDENT FINANCIAL ORD GBP0.207273	2,840.000	96,596	109,024
744320102 PRUDENTIAL FINANCIAL INC USD0.01	415.000	28,758	37,541
0709954 PRUDENTIAL PLC COMMON STOCK GBP 5	2,918.000	67,742	67,884
B012877 PSP SWISS PROPERTY CHF8.10 (REGD)	1,595.000	135,919	137,726
744573106 PUBLIC SERVICE ENTERPRISE GROUP INC NPV	1,000.000	37,864	41,410
74460D109 PUBLIC STORAGE COM STK USD0.10	1,820.000	206,109	336,427
745867101 FULTE GROUP INC USD0.01	5,430.000	108,415	116,528
74733V100 QEP RESOURCES INC USD0.01	920.000	26,300	18,602
B0WMWD0 QINETIQ GROUP ORD GBP0.01	36,856.000	120,243	107,982

BASE CURRENCY: USD

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IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
747525103 QUALCOMM INC COMMON STOCK USD 0.0001	8,730.000	608,503	648,901
74762E102 QUANTA SERVICES INC USD0.00001	430.000	14,201	12,208
748356102 QUESTAR CORP NPV	2,320.000	55,608	58,650
74876Y101 QUINTILES TRANSNATIONAL HOLDINGS INC COM USD 0.01	60.000	2,869	3,532
M81873107 RADWARE ILS0.05	14,800.000	242,775	325,896
751212101 RALPH LAUREN CORP USD0.01 A	1,250.000	208,607	231,450
750917106 RAMBUS INC USD0.001	24,445.000	322,538	271,095
751452202 RAMCO-GERSHENSON PROPERTIES TRUST SBI US	6,300.000	100,782	118,062
6041995 RAMSAY HEALTH CARE NPV	12,560.000	246,769	586,901
75281A109 RANGE RESOURCES CORP USD0.01	310.000	21,450	16,570
754730109 RAYMOND JAMES FINANCIAL INC USD0.01	550.000	30,045	31,510
754907103 RAYONIER INC NPV	1,785.000	49,077	49,873
B07DRZ5 RECORDATI SPA COMMON STOCK EUR 0.125	14,998.000	137,727	233,206
758750103 REGAL BELOIT CORP USD0.01	100.000	7,030	7,520
760174102 RENTRAK CORP USD0.001	3,319.000	202,307	241,690
760759100 REPUBLIC SERVICES INC USD0.01	530.000	17,198	21,333

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
6421553 RESONA HLDGS INC NPV	36,800.000	152,422	187,814
BOYG1K0 RESTAURANT GROUP PLC ORD GBP0.28125	5,234.000	31,974	53,863
762760106 RICE ENERGY INC COMMON STOCK USD 0.01	11,732.000	275,898	246,020
6738220 RICOH CO NPV	14,300.000	159,235	146,584
5996159 RIETER HLDGS AG CHFS	680.000	121,767	113,259
0718875 RIO TINTO PLC COMMON STOCK GBP 10	1,169.000	64,901	54,683
7110388 ROCHE HOLDING AG COMMON STOCK CHF 0	4,982.000	834,701	1,353,235
778296103 ROSS STORES INC USD0.01	130.000	8,567	12,254
V7780T103 ROYAL CARIBBEAN CRUISES USD0.01	2,450.000	92,329	201,954
B03MM40 ROYAL DUTCH SHELL 'B' ORD EUR0.07	8,304.000	316,759	289,129
B03MLX2 ROYAL DUTCH SHELL PLC COMMON STOCK GBP 0	14,946.000	471,899	501,863
5449567 ROYAL UNIBREW A/S COMMON STOCK DKK 10	2,851.000	240,542	503,601
783764103 RYLAND GROUP INC USD1	4,961.000	207,426	191,296
78377T107 RYMAN HOSPITALITY PROPERTIES INC REIT US	5,745.000	277,562	302,991
B1N7Z09 SAFESTORE HLDGS PLC ORD GBP0.01	23,700.000	87,821	85,734
B8C3BL0 SAGE GROUP ORD GBP0.01051948	.450	2	3

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
786692103 SAGENT PHARMACEUTICALS INC USD0.01	6,856.000	157,605	172,154
B019KW7 SAINSBURY (J) ORD GBP0.28 4/7	17,280.000	114,422	66,470
B1W5NW2 SALMAR ASA NOK0.25	15,200.000	204,720	258,484
6280680 SAN-A NPV	2,100.000	72,167	71,550
6775380 SANKYU INC NPV	38,000.000	196,324	155,936
5671735 SANOFI EUR2	3,856.000	293,136	353,026
6776781 SANWA HLDGS CORP NPV	30,000.000	194,067	211,185
4846288 SAP SE COMMON STOCK EUR 0	575.000	37,330	40,536
6243586 SATS LTD NPV	41,682.000	84,924	95,940
B135BJ4 SAVILLS ORD GBP0.025	20,683.000	140,575	219,300
BLZH027 SCENTRE GROUP REIT AUD 0	51,248.000	152,946	146,786
B11TCY0 SCHINDLER HLDG AG PTG CERT CHF0.10	204.000	28,459	29,564
806857108 SCHLUMBERGER LTD COMMON STOCK USD 0.01	7,881.000	649,498	673,116
808513105 SCHWAB (CHARLES) CORP USD0.01	6,320.000	166,857	190,801
80874P109 SCIENTIFIC GAMES CLASS 'A' COM USD0.01	25,833.000	357,827	328,854
B1LB9P6 SCOR SE EUR7.876972	12,157.000	421,952	370,633

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
Y7542C106 SCORPIO TANKERS INC USD0.01	27,070.000	261,466	235,238
B09RMQ1 SEADRILL LTD COMMON STOCK NOK 2	1,230.000	40,876	14,182
81211K100 SEALED AIR CORP USD0.1	1,390.000	47,200	58,978
6793423 SEINO HOLDINGS CO NPV	12,000.000	79,565	121,907
81616X103 SELECT COMFORT CORP USD0.01	10,543.000	221,349	284,977
816851109 SEMPRA ENERGY CORP NPV	170.000	16,999	18,931
6680718 SERIA CO NPV	4,900.000	75,731	163,476
6805629 SHOWA CORP NPV	6,300.000	67,632	59,062
5727973 SIEMENS AG NPV (REGD)	6,083.000	787,499	690,069
828806109 SIMON PROPERTY GROUP INC USD0.0001	6,152.000	632,730	1,120,341
829226109 SINCLAIR BROADCAST GROUP INC USD0.01 A	10,802.000	129,556	295,543
6811734 SINGAPORE AIRLINES NPV	17,050.000	170,248	149,257
BF5R4B9 SINO GRANDNESS FOOD INDUSTRY GROUP LTD C	336,000.000	200,130	114,105
82968B103 SIRIUS XM HOLDINGS INC COMMON STOCK USD	5,730.000	20,170	20,055
B2NR3Y6 SJM HOLDINGS LTD COMMON STOCK HKD 0	175,876.000	326,159	280,318
6799517 SKILLED GROUP LTD NPV	29,824.000	91,658	36,366

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IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
B0C5VF4 SKY NETWORK TELEVISION LIMITED NPV	40,200.000	220,107	189,779
83088M102 SKYWORKS SOLUTIONS INCCOM	3,285.000	76,989	238,852
78440X101 SL GREEN REALTY CORP USD0.01	4,900.000	276,966	583,198
B1MW141 SLATER & GORDON LTD NPV	46,066.000	201,397	241,268
78454L100 SM ENERGY CO	100.000	7,828	3,858
B1RR828 SMURFIT KAPPA GROUP PLC ORD EUR0.001	10,895.000	136,848	246,531
833034101 SNAP-ON INC USD1	100.000	8,807	13,674
6770620 SOFTBANK CORP NPV	3,049.000	90,638	183,355
6594143 SOJITZ CORP NPV	270,020.000	511,761	380,611
6821120 SONIC HEALTHCARE LTD NPV	27,337.000	340,880	413,868
845467109 SOUTHWESTERN ENERGY CO USD0.01	710.000	22,496	19,376
6881436 SPARK NEW ZEALAND LTD COMMON STOCK NZD 0	38,673.000	66,522	94,157
8486W102 SPIRIT RLTY CAP INC NEW COM	30,610.000	335,408	363,953
BMJUN7 SPOTLESS GROUP HOLDINGS LTD COMMON STOCK	147,600.000	225,172	230,706
784635104 SPX CORP USD10	926.000	73,044	79,562
0790873 SSE PLC GBP0.50	12,863.000	271,115	325,319

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
790849103 ST JUDE MEDICAL INC USD0.10	4,885.000	309,452	317,672
854502101 STANLEY BLACK & DECKER INC USD2.50	210.000	18,579	20,177
2854238 STANTEC INC COM NPV	7,400.000	242,219	203,999
855244109 STARBUCKS CORP NPV	2,420.000	176,912	198,561
B1CNDB5 STARHUB LTD NPV	60,000.000	194,261	187,910
85571Q102 STARZ SERIES A COMMON STOCK USD0.01 A (L CAP)	200.000	5,835	5,940
857477103 STATE STREET CORP USD1	2,800.000	176,084	219,800
6850856 STOCKLAND REIT AUD 0	78,581.000	283,155	264,944
86272T106 STRATEGIC HOTELS & RESORTS INC USD0.01	15,600.000	160,778	206,388
B3S3S52 STROBER MEDIA SE COMMON STOCK EUR	9,700.000	220,759	290,151
863667101 STRYKER CORP USD0.10	2,570.000	195,152	242,428
6563024 SUMITOMO MITSUI FINANCIAL GROUP INC NPV	10,900.000	469,174	397,744
6431897 SUMITOMO MITSUI TR HLDGS INC NPV	18,000.000	90,144	69,541
6858902 SUMITOMO REALTY & DEVELOPMENT CO LTD COM JPY	10,400.000	353,202	358,377
6858991 SUMITOMO RUBBER INDUSTRIES NPV	9,895.000	176,066	148,555
866674104 SUN COMMUNITIES INC USD0.01	3,000.000	154,265	181,380

FD491

SCHEDULE H (FORM 5500 - 41-1)
SCHEDULE OF ASSETS HELD FOR
INVESTMENT PURPOSES AT END OF YEAR

OWENS CORNING MERGED RETIREMENT PLAN

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IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
6859927 SUN HUNG KAI PROPERTIES LTD COMMON STOCK	47,500.000	672,897	724,611
867892101 SUNSTONE HOTEL INVESTORS INC USD0.01	8,800.000	106,051	145,288
B04PZ72 SUNTEC REAL ESTATE INVESTMENT TRUST NPV	122,200.000	157,374	180,750
78486Q101 SVB FINANCIAL GROUP USD0.001	501.000	52,098	58,151
0789235 SVG CAPITAL PLC COMMON STOCK GBP	12,477.000	79,821	86,029
4846523 SWEDBANK AB COMMON STOCK SEK 22	19,747.000	471,224	493,155
87074U101 SWIFT TRANSPORTATION CO INC USD0.01 CL A	10,747.000	230,613	307,687
B67C290 SWIRE PROPERTIES LTD COMMON STOCK HKD 0	87,400.000	256,514	258,091
7437805 SWISS LIFE HOLDING AG CHF17 (EXH OFFER)	2,195.000	346,014	522,214
B545MG5 SWISS RE AG COMMON STOCK CHF 0.1	5,883.000	389,227	495,258
5533976 SWISSCOM AG CHF1 (RBGD)	310.000	185,209	163,010
871503108 SYMANTEC CORP USD0.01	1,280.000	31,421	32,838
3075726 SYNERGY HEALTH PLC ORD GBP0.00625	8,954.000	175,378	290,400
4356646 SYNGENTA AG COMMON STOCK CHF 0.1	322.000	122,486	103,698
87161C501 SYNOVUS FINANCIAL CORP COMMON STOCK USD	6,200.000	118,180	167,958
872590104 T-MOBILE US INC USD0.001	400.000	11,892	10,776

JPMorgan Investor Services

J.P.Morgan

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IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
6873262 TABCORP HLDGS NPV	33,510.000	117,825	113,805
87482X101 TALMER BANCORP INC COMMON STOCK USD 1	11,981.000	172,281	168,213
875465106 TANGER FACTORY OUTLET CENTERS INC REIT U	3,070.000	82,693	113,467
876664103 TAUBMAN CENTRES INC USD0.01	2,540.000	130,294	194,107
0878230 TAYLOR WIMPEY PLC ORD GBP0.01	119,238.000	165,332	256,200
87817A107 TEAM HEALTH HLDGS INC USD0.01	5,213.000	222,938	299,904
4874160 TECHNIP NPV	354.000	36,403	21,167
879369106 TELEFLEX INC USD1	80.000	6,116	9,186
5959378 TELEFONAKTIEBOLAGET LM ERICSSON COMMON S	9,895.000	115,107	119,260
5732524 TELEFONICA SA EUR1	6,505.000	107,626	93,827
6087289 TELSTRA CORP LTD NPV	60,157.000	201,376	293,900
880349105 TENNECO INC USD0.01	360.000	17,189	20,380
880770102 TERADYNE INC USD0.125	17,561.000	266,031	347,532
0884709 TESCO ORD GBP0.05	37,181.000	177,286	109,572
6882172 TEVA PHARMACEUTICAL INDUSTRIES ILS0.1	2,095.000	115,864	119,516
882508104 TEXAS INSTRUMENTS INC USD1	520.000	28,221	27,802

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
4162791 THALES EUR3	1,964.000	119,915	106,932
887228104 TIME INC COMMON STOCK USD 0.01	808.000	15,695	19,885
88732J207 TIME WARNER CABLE INC USD0.01	515.000	49,817	78,311
887317303 TIME WARNER INC COMMON STOCK USD 0.01	6,330.000	366,224	540,709
887389104 TIMKEN CO/THE COMMON STOCK USD 0	180.000	6,944	7,682
872540109 TJX COS INC/THE COMMON STOCK USD 1	4,611.000	228,358	316,222
6894467 TOAGOSEI CO NPV	23,000.000	91,982	92,081
6894025 TOKAI RIKA CO NPV	9,572.000	180,901	203,344
6894898 TOKYO OHKA KOGYO CO NPV	14,200.000	304,331	438,217
6895426 TOKYO TATEMONO CO NPV	6,700.000	28,674	49,232
6897024 TOPPAN PRINTING CO NPV	25,900.000	237,806	170,010
B15C557 TOTAL SA COMMON STOCK EUR 2.5	9,164.000	454,433	471,500
6899967 TOYO SUISAN KAISHA NPV	17,438.000	458,892	567,231
6900643 TOYOTA MOTOR CORP NPV	10,889.000	523,244	686,426
6351876 TPG TELECOM LTD	30,482.000	85,281	168,378
B5W3ND5 TRANSOCEAN LTD CHF15	1,178.000	47,300	21,766

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
89600B201 TRIANGLE PETROLEUM CORP USD0.00001	18,100.000	195,024	86,518
896215209 TRINAS CORP USD0.01	6,122.000	187,590	191,557
896522109 TRINITY INDUSTRIES INC USD1	640.000	13,293	17,926
B1P1JR4 TS TECH CO.LTD. NPV	5,300.000	126,412	125,145
BL8VWV6A TTW PCL FOREIGN SH. THB 1	597,000.000	143,275	210,999
4908735 TUBACEX EURO.45	37,900.000	206,336	142,169
BSS7HQ3 TUI AG COMMON STOCK GBP	6,753.000	83,706	108,560
0150080 TULLOW OIL PLC COMMON STOCK GBP 10	4,287.000	60,211	27,667
901109108 TUTOR PERINI CORP COM STK USD1	11,694.000	234,389	281,475
90130A101 TWENTY-FIRST CENTURY FOX INC COMMON STOC	6,930.000	235,068	266,147
90184L102 TWITTER INC COMMON STOCK USD 0.000005	2,210.000	93,837	79,273
G91442106 TYCO INTERNATIONAL PLC COMMON STOCK USD	9,976.000	331,241	437,547
902252105 TYLER TECHNOLOGIES INC USD0.01	2,389.000	209,967	261,452
902494103 TYSON FOODS INC(DEL) USD0.10 A	498.000	12,310	19,965
B1L3CS6 UBISOFT ENTERTAINMENT NPV	24,927.000	200,598	457,421
902653104 UDR INC USD0.01	16,709.000	392,753	514,971

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
90384S303 ULTA SALON COM STK USD0	130.000	16,432	16,619
7076242 UNIBAIL-RODAMCO SE REIT EUR 5	2,913.000	631,414	750,270
904784709 UNILEVER NV EUR0.16 (NEW YORK SHARES)	1,459.000	47,606	56,959
B10RZP7 UNILEVER ORD GBP0.031111	4,266.000	175,429	174,808
907818108 UNION PACIFIC CORP USD2.50	4,492.000	332,086	535,132
0692861 UNITE GROUP PLC/THE COMMON STOCK GBP 25	8,089.000	56,490	58,649
910047109 UNITED CONTINENTAL HLDGS INC USD0.01	3,140.000	131,150	210,035
4354134 UNITED INTERNET AG COMMON STOCK EUR 0	5,041.000	151,001	238,653
911363109 UNITED RENTALS INC USD0.01	170.000	13,292	17,342
912909108 UNITED STATES STEEL CORP COM STK USD1	3,240.000	73,818	86,638
913017109 UNITED TECHNOLOGIES CORP USD1	9,779.000	946,806	1,124,585
6723839 UNITED URBAN INVESTMENT CORP UNITS	106.000	98,695	167,008
91324P102 UNITEDHEALTH GROUP INC USD0.01	2,306.000	137,164	233,114
6916844 UOL GROUP NPV	24,928.000	75,857	130,933
5051252 UPM-KYMMENE OYJ NPV	18,456.000	196,679	304,171
90346E103 US SILICA HLDGS INC USD0.01	9,857.000	367,156	253,226

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IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
4937579 VALEO EUR3	1,021.000	123,590	127,994
920253101 VALMONT INDUSTRIES INC USD1	36.000	5,143	4,572
92342Y109 VERIFONE SYSTEMS INC	8,284.000	187,591	308,165
92343V104 VERIZON COMMUNICATIONS INC COMMON STOCK	30,584.000	1,471,166	1,430,720
92532F100 VERTEX PHARMACEUTICAL USD0.01	4,019.000	334,939	477,457
5964651 VESTAS WIND SYSTEMS A/S COMMON STOCK DKK	3,052.000	122,027	112,334
918204108 VF CORP NPV	2,450.000	111,616	183,505
92553P201 VIACOM INC NEW CLASS 'B' NON-VTG COM USD0	1,828.000	128,409	137,557
B1XH026 VINCI SA COMMON STOCK EUR 2.5	10,242.000	483,866	564,021
92765X208 VIRGIN AMERICA INC COMMON STOCK USD 0.01	4,362.000	124,229	188,657
92826C839 VISA INC COMMON STOCK USD 0.0001	1,352.000	248,089	354,494
928563402 VMWARE INC USD0.01 A	292.000	24,329	24,096
BH4HKS3 VODAFONE GROUP PLC COMMON STOCK GBP 0.20	88,699.710	200,050	307,936
4943402 VORSTALPINE AG NPV	10,631.000	286,340	421,876
929042109 VORNADO REALTY TRUST USD0.04	5,335.000	459,944	627,983
6928560 VTECH HOLDINGS LTD COMMON STOCK HKD 0.05	12,700.000	170,670	182,111

BASE CURRENCY: USD

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IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
930059100 WADDELL & REED FINANCIAL INC USD0.01 A	140.000	10,092	6,975
931142103 WAL-MART STORES INC USD0.10	470.000	36,665	40,364
931427108 WALGREENS BOOTS ALLIANCE INC COMMON STOC	4,610.000	262,639	351,282
254687106 WALT DISNEY(HLDG)CO DISNEY USD0.01	1,150.000	76,095	108,319
G48833100 WEATHERFORD INTERNATIONAL PLC COMMON STO	2,460.000	32,570	28,167
94946T106 WELLCARE HEALTH PLANS INC USD0.01	3,611.000	293,400	296,319
949746101 WELLS FARGO & CO COM STK USD1 2/3	27,385.000	1,083,479	1,501,246
95058W100 WENDY'S COMPANY(THE) USD0.10 A	22,276.000	197,122	201,152
95082P105 WESCO INTERNATIONAL INC USD0.01	178.000	12,424	13,565
6948836 WESFARMERS LTD COMMON STOCK AUD 0	4,346.000	178,252	148,379
6957995 WEST JAPAN RAILWAY CO NPV	7,000.000	287,096	333,492
957638109 WESTERN ALLIANCE BANCORP COMMON STOCK US	9,790.000	76,408	272,162
959802109 WESTERN UNION COMPANY (THE) USD0.01	1,090.000	17,489	19,522
BMVUX4 WESTFIELD CORP REIT AUD 0	16,022.000	106,564	118,267
BOJVL77 WESTJET AIRLINES VARIABLE VOTING SHARES	9,100.000	146,016	264,613
6076146 WESTPAC BANKING CORP NPV	14,633.000	344,841	397,088

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
B2PDGW1 WH SMITH PLC ORD GBP0.220895	7,051.000	53,875	148,533
963320106 WHIRLPOOL CORP COMMON STOCK USD 1	169.000	23,230	32,742
B012VP6 WINCOR NIXDORF NPV	2,990.000	200,675	145,482
97717P104 WISDOMTREE INVTs INC	16,387.000	197,184	256,866
6981239 WOOLWORTHS LIMITED NPV	622.000	14,886	15,617
6562474 WORLEYPARSONS LTD NPV	8,958.000	286,070	73,894
983134107 WYNN RESORTS USD0.01	441.000	78,807	65,603
98389B100 XCEL ENERGY INC USD2.5	1,950.000	63,159	70,044
984121103 XEROX CORP COMMON STOCK USD 1	2,210.000	23,912	30,631
G98290102 XL GROUP PLC ORD USD0.01	1,900.000	58,226	65,303
6985509 YAMAZAKI BAKING CO NPV	28,000.000	290,679	347,504
7751259 YARA INTERNATIONAL ASA NOK1.7	2,516.000	118,580	112,015
6586537 YUE YUEN INDUSTRIAL HLDGS HKD0.25	19,000.000	61,660	68,480
988498101 YUM BRANDS INC NPV	1,080.000	83,345	78,678
B92MT10 ZENKOKU HOSHO CO LTD NPV	8,800.000	239,333	252,121
98978V103 ZOETIS INC USD0.01	440.000	19,811	18,933

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
5983816 ZURICH INSURANCE GROUP LTD CHF0.10	379.000	113,536	118,889
BIY440 3I GROUP ORD GBP0.738636	9,999.000	59,977	70,190
TOTAL COMMON		173,566,145	205,857,153
VALUE OF INTEREST IN COMMON/COLLECTIVE TRUSTS		Total Common Stock - Level 1	
09299G493 BLACK ROCK U.S. DEBT INDEX FUND E	663,918.480	25,162,653	25,669,435
09299G477 BLACKROCK EAFE EQUITY INDEX FUND	120,329.590	20,452,054	25,434,466
09299G485 BLACKROCK RUSSELL 1000 INDEX FUND	270,070.540	17,759,646	39,421,218
782992630 BLACKROCK RUSSELL 2000 INDEX FUND	529,015.580	10,650,037	20,429,024
249998675 D.E. SHAW U.S. BROAD MARKET CORE ALPHA E FUND L.L.C.	28,074,920.000	28,074,920	39,315,423
928991876 JPMORGAN PRIME MMKT - MORGAN SHR FUND 28	MONTHLY VARIABLE 12/1/12	7,596,412	7,596,412
TOTAL VALUE OF INTEREST IN COMMON/COLLECTIVE TRUSTS		109,695,721	157,865,979
VALUE OF INTEREST IN REGISTERED INVESTMENT COMPANIES		Commingled funds - US equity	
066900903 BLACKROCK CASH	.550	1	a 1
088990213 BLACKROCK MONEY M	184.000	184	a 184
108998162 BRIDGEWATER REAL ASSET FUND, LTD		17,493,088	b 25,901,277
74256P142 DIVERSIFIED REAL ASSET CIT TIER 1		14,000,000	c 13,713,222
			1,303,538.170
			Sum of a's = 185
			Commingled funds- US equity- Level 2
			Commingled funds- US and international equity

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
G5499D978 LIGHTHOUSE GLOBAL LONG/SHORT FUND LIMITE	Commingled funds- US and international equity 10,108.630	14,639,936	c 18,591,270
543995245 LOOMIS HIGH YIELD FULL DISCRETION NHIT -	Commingled funds- fixed income securities 1,303,303.800	15,145,429	d 27,430,390
G7248N992 PRISMA SPECTRUM FUND LTD CLASS E SERIES	Commingled funds- fixed income securities 14,260.860	16,687,868	d 18,023,648
94799D976 WEATHERLOW OFFSHORE FUND II LTD CLASS IA	Commingled funds- fixed income securities 13,217.340	15,217,540	d 18,380,604
94699D977 WELLINGTON TRUST CO CIF DIH POOL	Commingled funds- US equity- Level 2	13,605,555	b 10,450,335
949995369 WELLS FARGO EMERGING MARKETS EQUITY FUND	Commingled funds- US and international equity 3,254,746.000	31,653,652	c 34,481,172
TOTAL VALUE OF INTEREST IN REGISTERED INVESTMENT COMPANIES			
GENERAL INVESTMENTS - OTHER		138,443,252	166,972,102
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	526,151
13063BBUS CALIFORNIA ST BUILD AMERICA BONDS 7.35%	SEMI-ANN. 7.350% 11/01/2039 90,000.000	94,969	132,863
13063A7D0 CALIFORNIA STATE 7.3% BDS 01/OCT/2039 US	SEMI-ANN. 7.300% 10/01/2039 645,000.000	655,171	946,434
13063A5G5 CALIFORNIA STATE 7.55% BDS 01/APR/2039 U	SEMI-ANN. 7.550% 04/01/2039 1,430,000.000	1,680,095	2,204,259
13063BFR8 CALIFORNIA STATE 7.625% MUNI BDS 01/MAR/	SEMI-ANN. 7.625% 03/01/2040 100,000.000	115,527	153,495
167725AF7 CHICAGO ILL TRAN AUTH SALES & TRANSFER T	SEMI-ANN. 6.899% 12/01/2040 925,000.000	1,074,350	1,165,463
452152FA4 ILLINOIS ST FOR ISSUES DTD PRIOR TO 01/1	SEMI-ANN. 6.725% 04/01/2035 80,000.000	80,000	89,417

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
452152GS4 ILLINOIS ST FOR ISSUES DTD PRIOR TO 01/1	SEMI-ANN. 7.350% 07/01/2035 150,000.000	150,000	175,850
452151LF8 ILLINOIS ST FOR ISSUES DTD PRIOR TO 07/0	SEMI-ANN. 5.100% 06/01/2033 1,160,000.000	1,040,537	1,157,529
544495UG7 LOS ANGELES CALIF DEPT WTR & PWR REV PWR	SEMI-ANN. 5.716% 07/01/2039 225,000.000	224,957	286,166
544646ZR6 LOS ANGELES CALIFORNIA UNI SCH DIST 6.75	SEMI-ANN. 6.758% 07/01/2034 450,000.000	576,527	627,417
59259YBZ1 METROPOLITAN TRANSN AUTH N Y REV FOR ISS	SEMI-ANN. 6.648% 11/15/2039 225,000.000	240,309	306,230
626207YF5 MUNICIPAL ELECTRIC AUTH OF GEORGIA 6.637	SEMI-ANN. 6.637% 04/01/2057 145,000.000	147,775	193,576
646136XR7 NEW JERSEY ST TRANSN TR PD AUTH TRANSN S	SEMI-ANN. 6.561% 12/15/2040 1,035,000.000	1,392,177	1,348,222
646139X83 NEW JERSEY STATE TURNPIKE AUTHORITY 7.10	SEMI-ANN. 7.102% 01/01/2041 310,000.000	428,325	452,935
646139W35 NEW JERSEY STATE TURNPIKE AUTHORITY 7.41	SEMI-ANN. 7.414% 01/01/2040 245,000.000	337,044	369,455
64972FL20 NEW YORK N Y CITY MUN WTR FIN AUTH WTR &	SEMI-ANN. 6.011% 06/15/2042 1,090,000.000	1,475,588	1,473,909
64972FY34 NEW YORK N Y CITY MUN WTR FIN AUTH WTR &	SEMI-ANN. 5.882% 06/15/2044 540,000.000	683,670	726,332
64966HVV9 NEW YORK N Y FOR PRIOR ISSUES SEE 64966G	SEMI-ANN. 5.206% 10/01/2031 785,000.000	891,399	900,348
64966HYM6 NEW YORK N Y FOR PRIOR ISSUES SEE 64966G	SEMI-ANN. 5.968% 03/01/2036 310,000.000	346,087	397,907
64966HTX8 NEW YORK N Y FOR PRIOR ISSUES SEE 64966G	SEMI-ANN. 5.985% 12/01/2036 520,000.000	657,668	658,731
6499022F9 NEW YORK ST DORM AUTH ST PERS INCOME TAX	SEMI-ANN. 5.389% 03/15/2040 280,000.000	341,225	353,441
677632MV0 OHIO ST UNIV GEN RCPTS SER C-BUILD AMER	SEMI-ANN. 4.910% 06/01/2040 250,000.000	287,913	305,180

IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
70914PME9 PENNSYLVANIA ST SER B-BUILD AMER BDS-ISS	SEMI-ANN. 4.650% 02/15/2026 755,000.000	830,289	834,955
73358WJA3 PORT AUTH N Y & N J RFDG-CONS-ONE HUNDRE	SEMI-ANN. 4.458% 10/01/2062 870,000.000	870,000	918,146
73358NRP1 PORT AUTH N Y & N J TAXABLE-CONS-ONE HUN	SEMI-ANN. 4.960% 08/01/2046 155,000.000	155,000	176,818
837151JB6 SOUTH CAROLINA ST PUB SVC AUTH REV FOR I	SEMI-ANN. 5.784% 12/01/2041 265,000.000	265,000	323,917
882722KF7 TEXAS ST BUILD AMER BD-A 5.517% 01/APR/2	SEMI-ANN. 5.517% 04/01/2039 450,000.000	591,975	592,578
88283LHU3 TEXAS TRANSN COMMN ST HWY FD REV FIRST T	SEMI-ANN. 5.178% 04/01/2030 240,000.000	281,155	287,950
TOTAL STATE AND MUNICIPAL SECURITIES		18,085,674	
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	280,800
21987BAU2 CORP NACIONAL DEL COBRE DE CHILE BOND FI	SEMI-ANN. 4.875% 11/04/2044 200,000.000	197,176	203,132
105756BV1 FEDERATIVE REPUBLIC OF BRAZIL CALLABLE B	SEMI-ANN. 4.250% 01/07/2025 325,000.000	323,443	325,000
105756BR0 FEDERATIVE REPUBLIC OF BRAZIL CALLABLE B	SEMI-ANN. 5.625% 01/07/2041 998,000.000	1,064,512	1,075,345
105756BW9 FEDERATIVE REPUBLIC OF BRAZIL CALLABLE B	SEMI-ANN. 5.000% 01/27/2045 490,000.000	480,161	480,200
760942BA9 ORIENTAL REPUBLIC OF URUGUAY BOND FIXED	SEMI-ANN. 5.100% 06/18/2050 815,000.000	812,229	827,225
71654QBR2 PETROLEOS MEXICANOS CALLABLE NOTES FIXED	SEMI-ANN. 6.375% 01/23/2045 120,000.000	119,102	135,900
71654QAZ5 PETROLEOS MEXICANOS NOTES FIXED 6.5% 02/	SEMI-ANN. 6.500% 06/02/2041 355,000.000	376,034	407,363

SCHEDULE H (FORM 5500 - 41-1)
SCHEDULE OF ASSETS HELD FOR
INVESTMENT PURPOSES AT END OF YEAR

OWENS CORNING MERGED RETIREMENT PLAN

BASE CURRENCY: USD

AS OF DECEMBER 31, 2014

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IDENTITY OF ISSUE, BORROWER, LESSOR	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
748148QR7 QUEBEC 7.5% BDS 15/SEP/2029 USD1000	SEMI-ANN. 7.500% 09/15/2029 83,000.000	115,555	122,665
195325BQ7 REPUBLIC OF COLOMBIA CALLABLE BOND FIXED	SEMI-ANN. 4.000% 02/26/2024 330,000.000	325,364	337,425
195325BR5 REPUBLIC OF COLOMBIA CALLABLE BOND FIXED	SEMI-ANN. 5.625% 02/26/2044 321,000.000	359,491	361,125
698299AW4 REPUBLIC OF PANAMA BOND FIXED 6.7% 26/JA	SEMI-ANN. 6.700% 01/26/2036 225,000.000	274,500	290,813
715638AU6 REPUBLIC OF PERU BOND FIXED 6.55% 14/MAR	SEMI-ANN. 6.550% 03/14/2037 460,000.000	552,000	596,850
715638AP7 REPUBLIC OF PERU BOND FIXED 8.75% 21/NOV	SEMI-ANN. 8.750% 11/21/2033 150,000.000	218,835	233,625
836205AP9 REPUBLIC OF SOUTH AFRICA BOND FIXED 6.25	SEMI-ANN. 6.250% 03/08/2041 100,000.000	99,437	118,375
718286BG1 REPUBLIC OF THE PHILIPPINES BOND FIXED 6	SEMI-ANN. 6.375% 10/23/2034 465,000.000	584,156	623,100
900123BJ8 REPUBLIC OF TURKEY NT 6% 14/JAN/2041	SEMI-ANN. 6.000% 01/14/2041 300,000.000	303,000	340,500
900123BG4 REPUBLIC OF TURKEY 6.75% 30/MAY/2040	SEMI-ANN. 6.750% 05/30/2040 110,000.000	119,731	135,850
900123AW0 TURKEY (REPUBLIC OF) 7.375% 05/FEB/2025	SEMI-ANN. 7.375% 02/05/2025 142,000.000	167,560	176,702
91086QBB3 UNITED MEXICAN STATES MEDIUM TERM NOTE F	SEMI-ANN. 4.750% 03/08/2044 3,115,000.000	3,162,952	3,247,388
91086QAV0 UNITED MEXICAN STATES MEDIUM TERM NOTE F	SEMI-ANN. 6.050% 01/11/2040 1,167,000.000	1,269,296	1,423,740
91086QAS7 UNITED MEXICAN STATES 6.75% NTS 27/SEP/2	SEMI-ANN. 6.750% 09/27/2034 365,000.000	436,905	476,345
TOTAL FOREIGN GOVERNMENT AND AGENCY SECURITIES		11,431,439	12,219,467

Level Two - Federal government and agency
securities

IDENTITY OF ISSUE, BORROWER, LESSOR RIGHTS, WARRANTS AND SUBSCRIPTIONS -----	DESCRIPTION OF INVESTMENT SHARES / PAR	COST	CURRENT VALUE
BLM7TRS SUN HUNG KAI PROPERTIES LTD EQUITY WRT 2	HKD 1000.00000	0	4,822
55973B110 WTS MAGNUM HUNTER RES CORP DEL	1,908.000	0	0
5,633.000		0	4,822
TOTAL RIGHTS, WARRANTS AND SUBSCRIPTIONS			
FOREIGN CURRENCY CONTRACTS (WITH GAINS) -----			
CCTUSD CURRENCY CONTRACT - USD	VALUE DATE: 01/02/2015	0	13
TOTAL FOREIGN CURRENCY CONTRACTS (WITH GAINS)		0	13
TOTAL GENERAL INVESTMENTS - OTHER		28,044,751	30,309,976
TOTAL GENERAL INVESTMENTS		739,706,226	877,881,600

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 32
Schedule of Amortization Bases
as of January 1, 2014

Type of Base		Date Established	Initial Amount	Remaining Amortization Period (Years)	Outstanding Balance	Amortization Payment
1	Shortfall	01/01/2014	14,517,343	7	14,517,343	2,429,608
2	Shortfall	01/01/2013	15,420,126	6	13,710,554	2,595,295
3	Shortfall	01/01/2012	(152,870,820)	5	(117,970,172)	(25,945,929)
4	Shortfall	01/01/2011	57,338,176	4	35,129,270	9,433,817
5	Shortfall	01/01/2010	149,967,933	3	72,173,544	25,238,417
Total					17,560,539	13,751,208

Plan Name:	Owens Corning Merged Retirement Plan
EIN / PN:	43-2109021 / 001
Plan Sponsor:	Owens Corning
Valuation Date:	January 1, 2014