

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 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 2016 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</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.)	
	☒ 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 ☐ special extension (enter description)	☐ automatic extension ☐ the DFVC program

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>VISTRA ENERGY RETIREMENT PLAN</u>	1b	Three-digit plan number (PN) ▶ <u>002</u>
		1c	Effective date of plan <u>01/01/1947</u>
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>VISTRA OPERATIONS COMPANY LLC</u> <u>6555 SIERRA DRIVE 3N-56D</u> <u>IRVING, TX 75039</u>	2b	Employer Identification Number (EIN) <u>36-4833461</u>
		2c	Plan Sponsor's telephone number <u>214-812-1149</u>
		2d	Business code (see instructions) <u>551112</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/02/2017	CYNDIE EWERT
	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)			Preparer's telephone number

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name ENERGY FUTURE HOLDINGS CORP.	4b EIN 46-2488810 4c PN 002
5 Total number of participants at the beginning of the plan year	5 1121
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) 820 6a(2) 714 6b 299 6c 67 6d 1080 6e 19 6f 1099 6g 6h 0
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 1C 1E 3F 3H b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (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) ☐ <u>0</u> 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 2016 Form M-1 annual report. If the plan was not required to file the 2016 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 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

▶ **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>VISTRA ENERGY RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>VISTRA OPERATIONS COMPANY LLC</u>	D Employer Identification Number (EIN) <u>36-4833461</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>2016</u>	
2 Assets:	
a Market value	2a <u>280670279</u>
b Actuarial value	2b <u>280670279</u>
3 Funding target/participant count breakdown	
a For retired participants and beneficiaries receiving payment	(1) Number of participants <u>239</u> (2) Vested Funding Target <u>73413895</u> (3) Total Funding Target <u>73413895</u>
b For terminated vested participants	<u>62</u> <u>7061152</u> <u>7061152</u>
c For active participants	<u>820</u> <u>148273451</u> <u>149401970</u>
d Total	<u>1121</u> <u>228748498</u> <u>229877017</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>6.09 %</u>
6 Target normal cost	6 <u>8641416</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>09/18/2017</u>
	Signature of actuary	Date
<u>ALLISON LOGAN</u>	Type or print name of actuary	<u>17-07794</u>
<u>AON CONSULTING, INC.</u>	Firm name	Most recent enrollment number
<u>2711 NORTH HASKELL AVENUE</u> <u>SUITE 800</u> <u>DALLAS, TX 75204-2911</u>	Address of the firm	<u>214-989-2641</u>
		Telephone number (including area code)

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, see the Instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2016
v. 160205

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	45617853
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	10991695
9	Amount remaining (line 7 minus line 8)	0	34626158
10	Interest on line 9 using prior year's actual return of <u>-2.76</u> %	0	-955682
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		57742052
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>6.29</u> %		2940597
b(2)	Interest on line 38b from prior year Schedule SB, using prior year's actual return		-303371
c	Total available at beginning of current plan year to add to prefunding balance		60379278
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	33670476

Part III Funding Percentages			
14	Funding target attainment percentage	14	107.44%
15	Adjusted funding target attainment percentage	15	122.09%
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	86.26%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

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

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years	19a 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 0
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
0	0
(3) 3rd	(4) 4th
0	0

Part V	Assumptions Used to Determine Funding Target and Target Normal Cost					
21	Discount rate:					
a	Segment rates:	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%;">1st segment: 4.43%</td> <td style="width: 33%;">2nd segment: 5.91%</td> <td style="width: 33%;">3rd segment: 6.65%</td> </tr> </table>	1st segment: 4.43%	2nd segment: 5.91%	3rd segment: 6.65%	☐ N/A, full yield curve used
1st segment: 4.43%	2nd segment: 5.91%	3rd segment: 6.65%				
b	Applicable month (enter code)	21b	4			
22	Weighted average retirement age	22	61			
23	Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute					
Part VI	Miscellaneous Items					
24	Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No					
25	Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No					
26	Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No					
27	If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.	27				
Part VII	Reconciliation of Unpaid Minimum Required Contributions For Prior Years					
28	Unpaid minimum required contributions for all prior years	28	0			
29	Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	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	8641416			
b	Excess assets, if applicable, but not greater than line 31a	31b	8641416			
32	Amortization installments:	Outstanding Balance	Installment			
a	Net shortfall amortization installment	0	0			
b	Waiver amortization installment	0	0			
33	If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33				
34	Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	0			
		Carryover balance	Prefunding balance			
35	Balances elected for use to offset funding requirement	0	0			
36	Additional cash requirement (line 34 minus line 35)	36	0			
37	Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	0			
38	Present value of excess contributions for current year (see instructions)					
a	Total (excess, if any, of line 37 over line 36)	38a	0			
b	Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0			
39	Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0			
40	Unpaid minimum required contributions for all years	40	0			
Part IX	Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)					
41	If an election was made to use PRA 2010 funding relief for this plan:					
a	Schedule elected	☐ 2 plus 7 years ☐ 15 years				
b	Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011				
42	Amount of acceleration adjustment	42				
43	Excess installment acceleration amount to be carried over to future plan years	43				

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2016
		This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning **01/01/2016** and ending **12/31/2016**

A Name of plan VISTRA ENERGY RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 VISTRA OPERATIONS COMPANY LLC	D Employer Identification Number (EIN) 36-4833461

Part I	Service Provider Information (see instructions)
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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
STATE STREET BANK

04-3222247

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

13-5160382

(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)

HEWITT ASSOCIATES LLC

36-2235791

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 29 50	ACTUARY	818149	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PACIFIC INVESTMENT MANAGEMENT CO

33-0629048

(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	INV MANAGEMENT	322890	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

LEGAL & GENERAL INVESTMENT MGMT

20-8058531

(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	INV MANAGEMENT	216544	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)

NORTHERN TRUST CORPORATION

36-2723087

(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	INV MANAGEMENT	15014	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2016</div> This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan VISTRA ENERGY RETIREMENT PLAN	B Three-digit plan number (PN) ►	002
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 VISTRA OPERATIONS COMPANY LLC	D Employer Identification Number (EIN) 36-4833461	

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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: GOVT SHORT TERM INVESTMENT		
b Name of sponsor of entity listed in (a): THE BANK OF NEW YORK MELLON		
c EIN-PN 13-6154008-012	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3486416
a Name of MTIA, CCT, PSA, or 103-12 IE: NT COLLECTIVE S&P 500 INDEX FUND NL		
b Name of sponsor of entity listed in (a): NORTHERN TRUST GLOBAL ADVISORS		
c EIN-PN 45-6138589-002	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 26825007
a Name of MTIA, CCT, PSA, or 103-12 IE: NT COLLECTIVE RUSSELL 2000 INDEX NL		
b Name of sponsor of entity listed in (a): NORTHERN TRUST GLOBAL ADVISORS		
c EIN-PN 45-6138589-096	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6723063
a Name of MTIA, CCT, PSA, or 103-12 IE: NT COLLECTIVE MSCI ACWI EX-US INDEX		
b Name of sponsor of entity listed in (a): NORTHERN TRUST GLOBAL ADVISORS		
c EIN-PN 45-6138589-103	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 24534720
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

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

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

SCHEDULE H (Form 5500) <small>Internal Revenue Service</small> <hr/> <small>Department of Labor</small> <small>Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016		
A Name of plan VISTRA ENERGY RETIREMENT PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 VISTRA OPERATIONS COMPANY LLC	D Employer Identification Number (EIN) 36-4833461	

Part I	Asset and Liability Statement
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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		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	1465534	0
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	8311958	23383115
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	1101053	1269796
(2) U.S. Government securities	1c(2)	39698545	73886400
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	45773955	19897659
(B) All other.....	1c(3)(B)	57989739	116253898
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(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)	112470522	61569206
(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)	13460012	15125507
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	14972931	16428699

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	295244249	327814280

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	261362	342025
i Acquisition indebtedness	1i		
j Other liabilities	1j	14513793	34888333
k Total liabilities (add all amounts in lines 1g through 1j)	1k	14775155	35230358

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	280469094	292583922
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)		
(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)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	264	
(B) U.S. Government securities	2b(1)(B)	1341138	
(C) Corporate debt instruments	2b(1)(C)	6528804	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	1159298	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		9029504
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	805829	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		805829
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	1496695448	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	1491746270	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		4949178
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	3174066	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		3174066

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		5508940
(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)		671739
c Other income.....	2c		71639
d Total income. Add all income amounts in column (b) and enter total.....	2d		24210895

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	10571434	
(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)		10571434
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)	859277	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)	593983	
(4) Other	2i(4)	71373	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		1524633
j Total expenses. Add all expense amounts in column (b) and enter total	2j		12096067

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		12114828
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: MCCONNELL & JONES, LLP

(2) EIN: 76-0488832

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

		Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		20000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			
o Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year 3990192. (See instructions.)

Part V Trust Information

6a Name of trust	6b Trust's EIN
6c Name of trustee or custodian	6d Trustee's or custodian's telephone number

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 sections 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 2016 This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan <u>VISTRA ENERGY RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>VISTRA OPERATIONS COMPANY LLC</u>	D Employer Identification Number (EIN) <u>36-4833461</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-3275867</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	<u>21</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
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☒ Increase	☐ Decrease	☐ Both	☐ No
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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

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2016
v. 160205

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
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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: <u>16.0</u> % Investment-Grade Debt: <u>59.0</u> % High-Yield Debt: <u>1.0</u> % Real Estate: <u>0.0</u> % Other: <u>24.0</u> % 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):

Part VII	IRS Compliance Questions
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20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No
22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter / / and the serial number .	
22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter / / .	

Vistra Energy Retirement Plan

Financial Statements
at December 31, 2016 and 2015 and for the
Year Ended December 31, 2016
Supplemental Schedules at and for the
Year Ended December 31, 2016 and
Independent Auditors' Report

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Note:

The accompanying financial statements have been prepared for the purpose of filing with the Department of Labor's Form 5500. Supplemental schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, other than the schedules listed above, are omitted because of the absence of the conditions under which they are required.



Independent Auditors' Report

To the Plan Administrator and
Participants of the Vistra Energy Retirement Plan

Report on the Financial Statements

We have audited the accompanying financial statements of the Vistra Energy Retirement Plan (the "Plan"), which comprise the Statements of Net Assets Available for Benefits as of December 31, 2016 and 2015, and the related Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2016, and the related Notes to Financial Statements.

Plan Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by Plan management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2016 and 2015, and the changes in net assets available for benefits for the year ended December 31, 2016, in accordance with US GAAP.

Report on Supplemental Schedules

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules listed in the table of contents as of and for the year ended December 31, 2016 are presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974,



as amended. Such information is the responsibility of Plan management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or the financial statements themselves, and other additional procedures in accordance with US GAAS. In our opinion, the information is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

McConnell & Jones LLP

Houston, Texas
October 3, 2017

VISTRA ENERGY RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS DECEMBER 31, 2016 AND 2015

	December 31,	
	2016	2015
ASSETS		
INVESTMENTS, AT FAIR VALUE (Notes 3 and 4):		
Interest bearing cash	\$ 1,269,796	\$ 1,101,053
Fixed income securities:		
United States (U.S.) Government	73,886,400	39,698,545
Corporate	136,151,557	103,763,694
Common funds:		
Mutual funds	15,125,507	13,460,012
Commingled trusts	61,569,206	112,470,522
Taxable municipal bonds	12,834,993	12,145,242
Derivative financial instruments	655,568	(32,753)
Other investments	2,938,138	2,860,442
Total investments	304,431,165	285,466,757
CONTRIBUTIONS RECEIVABLE (Note 1)	—	1,465,534
FOREIGN EXCHANGE CONTRACTS RECEIVABLE	4,794,804	3,341,916
RECEIVABLE FROM SALE OF SECURITIES	16,185,773	3,060,454
ACCRUED INTEREST AND DIVIDENDS	2,402,538	1,909,588
Total assets	327,814,280	295,244,249
LIABILITIES		
ACCRUED EXPENSES	342,025	261,362
PAYABLE FOR SECURITIES PURCHASED	30,011,045	11,183,420
FOREIGN EXCHANGE CONTRACTS PAYABLE	4,786,224	3,296,957
OTHER LIABILITIES	91,064	33,416
Total liabilities	35,230,358	14,775,155
NET ASSETS AVAILABLE FOR BENEFITS	\$ 292,583,922	\$ 280,469,094

See Notes to Financial Statements.

VISTRA ENERGY RETIREMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS YEAR ENDED DECEMBER 31, 2016

ADDITIONS:

Net appreciation in fair value of investments	\$ 14,303,923
Interest and dividends	9,835,333
Other investment income	71,639
Total investment income	9,906,972
Total additions	24,210,895

DEDUCTIONS:

Benefits paid to participants	10,571,434
Administrative expenses (Note 2)	1,524,633
Total deductions	12,096,067

NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	12,114,828
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NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	280,469,094
End of year	\$ 292,583,922

See Notes to Financial Statements.

VISTRA ENERGY RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

1. THE PLAN

General

The Vistra Energy Retirement Plan (the "Plan") is a qualified noncontributory defined benefit pension plan that covers eligible active collective bargaining unit employees of a subsidiary of Vistra Energy Corp. ("Vistra Energy") and its U.S. subsidiaries (collectively the "Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

On April 29, 2014, Energy Future Holdings Corp. ("EFH") and the substantial majority of its direct and indirect subsidiaries, excluding Oncor Electric Delivery Holdings Company LLC and its subsidiaries, filed voluntary petitions for relief under chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (Bankruptcy Court). The bankruptcy proceedings did not have a significant impact on EFH's qualified noncontributory defined benefit pension plan ("EFH Retirement Plan").

On October 3, 2016, EFH transferred sponsorship of the EFH Retirement Plan and other certain employee benefit plans (including related assets) to TEX Operations Company LLC, which was subsequently renamed TCEH Operations Company LLC, a subsidiary of TCEH Corp. TCEH Corp. and the debtors contributed to TCEH Corp. in a plan of reorganization consummated their reorganization under chapter 11 of the United States Bankruptcy Code and emerged from the Bankruptcy Court proceedings. On November 4, 2016, TCEH Corp. changed its name to Vistra Energy, and the EFH Retirement Plan was subsequently renamed the Vistra Energy Retirement Plan.

The Bank of New York Mellon Corporation is the Plan's trustee (the "Trustee") and holds the Plan's assets. Effective April 1, 2015, Aon Hewitt replaced Fidelity Investments as the Plan's administrative service provider. The Plan provisions are included in the Plan document, effective January 1, 2017, and a description of the Plan is included in a summary plan description, which has been made available to all participants in the Plan. Reference should be made to such documents for a more complete understanding of Plan benefits and operations.

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

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

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

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

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

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

Plan Termination

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

Contributions

The Company's contributions to the Plan to fund the benefits are based on an independent actuarial study and satisfy the minimum funding requirements of ERISA for the years 2016 and 2015. The Company made no contribution to the Plan for the 2016 plan year. The assets of the Plan attributable to the contributions made by the Company are to be used solely to provide benefits to participants of the Plan.

Party-in-Interest

The Trustee invests certain assets in The Bank of New York Mellon Corporation Collective U.S. Government Short-Term Investment Fund, which is managed by The Bank of New York Mellon Corporation. These transactions qualify as party-in-interest transactions allowable under ERISA regulations.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting. Benefit payments are recorded when paid. Subsequent events have been evaluated through October 3, 2017, the date these financial statements were available to be issued.

Accounting Pronouncements

In July 2015, the FASB issued Accounting Standards Update 2015-12, *(Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient* - consensuses of the Emerging Issues Task Force (ASU 2015-12). ASU 2015-12 (1) requires a pension plan to use contract value as the only measure for fully benefit-responsive investment contracts, (2) simplifies and increases the effectiveness of the investment disclosure requirements for employee benefit plans and (3) provides benefit plans with a measurement-date practical expedient similar to the practical expedient provided to employers in ASU 2015-04, *Practical Expedient for the Measurement Date of an Employer's Defined Benefit Obligation and Plan Assets*. ASU 2015-12 is effective for fiscal years beginning after December 31, 2015. The Plan is required to apply the amendments retrospectively for all statements presented except for Part III which requires a prospective application. Part I and Part III of this ASU are not applicable to defined benefit plans and the Plan's adoption of Part II affected disclosure only and did not have an impact on the Plan's financial statements or net assets available for benefits.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Risks and Uncertainties

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

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

Investments

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

See Note 4 for additional information on fair value measurements.

Contributions

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

Administrative Expenses

During the year ended December 31, 2016, the Plan paid the costs and expenses of investment transactions and the fees of investment managers engaged by the Vistra Energy Retirement Plan Committee, which consists of certain management-level employees of the Company. The Plan also incurred trustee fees, PBGC insurance fees and relevant actuarial, audit and legal fees.

Actuarial Assumptions

The actuarial present value of accumulated plan benefits is determined by the consulting actuary by applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money and the probability of payment between the valuation date and the expected payment date. The more significant actuarial assumptions used in the actuarial valuations at December 31, 2016 and 2015, include:

- use of an annual rate of interest of 5.02% and 5.64% for 2016 and 2015, respectively;
- use of a cash balance interest crediting rate of 4.00% for both 2016 and 2015, respectively;
- use of RP-2014 Fully Generational Blue Collar Mortality Table with base year 2006 using MP-2016 Projection Scale for 2016 and RP-2014 Fully Generational Blue Collar Mortality Table with base year 2006 using MP-2015 Projection Scale for 2015, and
- the assumed rates of retirement at various ages at both December 31, 2016 and 2015 for all Company participants are the following:

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

Derivatives

The Plan has established policies and procedures for risk assessment and the approval, reporting and monitoring of derivative financial instrument activities. The Plan enters into derivative financial instruments including forward foreign exchange contracts, futures contracts, written options and interest rate and credit default swaps, as described below. The instruments' maturity periods vary depending upon the objectives for which the instruments are held. The recorded fair values of the instruments are based on the applicable forward rates at December 31, 2016 and 2015.

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

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

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

The following table provides the aggregate fair value of assets and liabilities of the Plan's derivatives not under hedge accounting included in derivative financial instruments and foreign exchange contracts receivable/payable as reported in the statements of net assets available for benefits at December 31, 2016 and 2015:

	December 31, 2016			December 31, 2015		
	Asset	Liability	Notional (a)	Asset	Liability	Notional (a)
Foreign currency contracts	\$ 58,890	\$ 50,311	\$ 4,802,719	\$ 50,158	\$ 5,198	\$ 3,341,832
Futures contracts	—	117,746	10,750,000	—	43,263	21,250,000
Written options	—	858,172	55,443,000	—	585,084	78,750,006
Purchase options	845,169	—	28,243,000	508,213	—	39,250,000
Credit default swaps	577,221	199,294	57,600,000	614,566	288,513	135,500,000
Interest rate swaps	414,416	6,026	34,800,000	5,274	243,946	35,300,000

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

At December 31, 2016 and 2015, there were no derivatives accounted for as cash flow or fair value hedges and no amounts recognized in accumulated other comprehensive income. Accordingly, for the year ended December 31, 2016, there were no gains or losses related to derivatives recognized in, or reclassified from, other comprehensive income.

Gains and losses on derivative financial instruments are recognized as fair values change. Generally, gains and losses on the derivative financial instruments held would be offset by similar fair value gains and losses on the related securities. The following table provides changes in fair value of the Plan's derivatives not under hedge accounting included in net appreciation in fair value of investments as reported in the statement of changes in net assets available for benefits for the year ended December 31, 2016:

	Year Ended December 31, 2016
	Gain/(Loss)
Foreign currency contracts	\$ 66,448
Futures contracts	(299,356)
Written options	398,571
Purchase options	19,249
Credit default swaps	271,420
Interest rate swaps	86,321

3. INVESTMENTS

The investment managers during the 2016 and 2015 plan years were as follows:

- Northern Trust Global Investors ("NTGI") (U.S. and International Equity);
- Pacific Investment Management Co. ("PIMCO") (Fixed Income), and
- Legal & General Investment Management America ("LGIMA") (Fixed Income).

Managers invest the assets under guidelines established by the Vistra Energy Retirement Plan Committee.

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

- **Fixed Income Securities** — United States government obligations and corporate obligations primarily of companies generally listed on nationally recognized exchanges;
- **Common Funds** — Equity trust fund portfolios and bank common collective trust funds;
- **Mutual Funds** — Funds operated by investment companies that provide diversification by investing in stocks, bonds, currencies, money market securities, options, futures and/or other investment options; and
- **Other Investments** — Fixed income securities of state and local governments and related entities, foreign government bonds, written options, purchase options, open futures contracts, interest rate swaps, credit default swaps and foreign exchange contracts.

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

Plan Investment Strategy and Asset Allocations

The investment objective for the Plan is to invest in a suitable mix of assets to meet the future benefit obligations at an acceptable level of risk, while minimizing the volatility of contributions. Fixed income securities held primarily consist of corporate bonds from a diversified range of companies, U.S. Treasuries and agency securities and money market instruments. Equity securities are held to enhance returns by participating in a wide range of investment opportunities. International equity securities are used to further diversify the equity portfolio and may include investments in both developed and emerging international markets.

The target asset allocation ranges of the Plan's investments by asset category are as follows:

Asset Category	Target Allocation Ranges
Fixed income	74%-86%
U.S. equities	8%-14%
International equities	6%-12%

Expected Long-Term Rate of Return on Assets Assumption

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

Asset Class	Expected Long-Term Rate of Returns
Fixed income securities	4.2%
U.S. equity securities	6.4%
International equity securities	7.0%
Weighted average	4.9%

Significant Concentrations of Risk

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

4. FAIR VALUE MEASUREMENTS

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

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

- Level 1 valuations use quoted prices in active markets for identical assets that are accessible at the measurement date. An active market is a market in which transactions for the asset occur with sufficient frequency and volume to provide pricing information on an ongoing basis. None of the Plan's assets are classified as Level 1 assets.
- Level 2 valuations use inputs that, in the absence of actively quoted market prices, are observable for the asset, either directly or indirectly. Level 2 inputs include: (a) quoted prices for similar assets in active markets, (b) quoted prices for identical or similar assets in markets that are not active, (c) inputs other than quoted prices that are observable for the asset such as interest rates and yield curves observable at commonly quoted intervals and (d) inputs that are derived principally from, or corroborated by, observable market data by correlation or other mathematical means. The Plan's Level 2 assets primarily consist of:
 - U.S. Government fixed income securities that are valued using a combination of quoted prices and inputs that are either observable in the market or can be derived through observable market data;
 - corporate fixed income securities that are primarily valued using a spread scale representing credit risk through the use of data obtained from the new issue market, secondary trading and dealer quotes, and an option adjusted spread model used to adjust spreads of issues that have early redemption features, and
 - taxable municipal bonds that are primarily valued using trade data, benchmark issues, trade spreads between similar issuers, historical trading spreads, broker quotes, new issue scales and market information from third-party sources.
- Level 3 valuations use unobservable inputs for the asset. Unobservable inputs are used to the extent observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset at the measurement date. None of the Plan's assets are classified as Level 3 assets.

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

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

At December 31, 2016 and 2015, all Plan investments measured at fair value on a recurring basis are set forth in the following table:

	December 31,	
	2016	2015
Investments categorized as Level 2 under the fair value hierarchy:		
Interest bearing cash	\$ 1,269,796	\$ 1,101,053
Fixed income securities:		
U.S. government	73,886,400	39,698,545
Corporate (a)	136,151,557	103,763,694
Taxable municipal bonds	12,834,993	12,145,242
Derivative financial instruments	655,568	(32,753)
Other investments	2,938,138	2,860,442
Total investments categorized as Level 2 under the fair value hierarchy	\$ 227,736,452	\$ 159,536,223
Common funds whose fair value is estimated using net asset value per share:		
Mutual funds	15,125,507	13,460,012
Commingled trusts	61,569,206	112,470,522
Common funds whose fair value is estimated using net asset value per share	\$ 76,694,713	\$ 125,930,534
Total investments	\$ 304,431,165	\$ 285,466,757

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

Net Asset Value (NAV) Per Share

In accordance with Financial Accounting Standards Board Accounting Standards Update No. 2009-12, *Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*, the Plan's fair value disclosure includes the category, fair value, redemption frequency, and redemption notice period for those assets whose fair value is estimated using the net asset value per share, or its equivalent, for which the fair value is not readily determinable at December 31, 2016 and 2015. For the Plan, such assets include investments in common collective trust funds.

The following table sets forth a summary of the Plan's investments for which the fair value has been estimated using the NAV of the investments.

	Fair Value Estimated Using NAV per Share					
	December 31, 2016 and 2015					
	Fair Value at December 31, 2016	Fair Value at December 31, 2015	Unfunded Commitment	Redemption Frequency	Other Redemption Restrictions	Redemption Notice Period
The Bank of New York Mellon Corporation – Collective U.S. Government Short-Term Investment Fund	\$ 3,486,416	\$ 68,641,526	None	Daily	None	1-day
NTGI – Collective S&P 500 Index Fund	26,825,007	20,395,882	None	Daily	None	1-day
NTGI – MSCI All Country World Index ex-US Fund	24,534,720	19,426,986	None	Daily	None	1-day
PIMCO – Long Duration Corporate Bond Portfolio (a)	14,962,348	12,799,777	None	Daily	None	1-day
NTGI – Collective Russell 2000 Index Fund	6,723,063	4,006,128	None	Daily	None	1-day
PIMCO – Short-Term Floating NAV Portfolio II (b)	162,862	660,092	None	Daily	None	1-day
Other	297	143				
Total	<u>\$ 76,694,713</u>	<u>\$ 125,930,534</u>				

- (a) The fund seeks to maximize total return, consistent with prudent investment management, by investing under normal circumstances at least 80% of total assets in a portfolio of bonds, debt securities and other similar instruments, which may be represented by forwards or derivatives such as options, futures contracts or swap agreements, issued by U.S.- and non-U.S. public- or private-sector entities.
- (b) The fund seeks to maximize current income, consistent with preservation of capital and daily liquidity, by investing under normal circumstances at least 65% of total assets in a diversified portfolio of bonds, debt securities and other similar instruments, which may be represented by forwards, issued by U.S. and non-U.S. public or private sector entities.

5. ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

The actuarial present value of accumulated Plan benefits at December 31, 2016 and 2015 is as follows:

	2016	2015
Vested benefits:		
Retired participants and beneficiaries	\$ 110,941,709	\$ 77,784,025
Other participants	163,506,487	167,370,637
Total	274,448,196	245,154,662
Non-vested benefits	1,056,874	1,341,978
Total actuarial present value of accumulated benefits	<u>\$ 275,505,070</u>	<u>\$ 246,496,640</u>

Changes in the actuarial present value of accumulated Plan benefits for the year ended December 31, 2016, are as follows:

	2016
Actuarial present value of accumulated benefits at beginning of year	<u>\$ 246,496,640</u>
Increase (decrease) during the year attributable to:	
Benefits accumulated	9,810,168
Increase for interest due to decrease in the discount period	13,608,385
Benefits paid to participants	(10,571,434)
Assumption changes	16,161,311
Net increase	<u>29,008,430</u>
Actuarial present value of accumulated benefits at end of year	<u>\$ 275,505,070</u>

The annual rate of interest used to discount estimated future benefit payments decreased from 5.64% in 2015 to 5.02% in 2016. This change increased the actuarial present value of accumulated plan benefits resulting from assumption changes by approximately \$18 million during the year ended December 31, 2016. This was partially offset by a \$2 million decrease in the actuarial present value of the accumulated plan benefits resulting from demographic assumption changes to better reflect anticipated future benefit payments.

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

6. TAX STATUS

The Plan obtained its latest determination letter on April 29, 2016, in which the Internal Revenue Service stated that the Plan, as designed, was in compliance with the applicable requirements of the Internal Revenue Code ("IRC"). Therefore no provisions for income taxes have been included in the Plan's financial statements.

The Plan is subject to examinations by taxing jurisdictions; currently, an examination of the 2015 tax period is in progress. Plan management believes, as of December 31, 2016, the Plan is no longer subject to income tax examinations for years 2013 or prior. The Plan has recorded no uncertain tax positions.

SUPPLEMENTAL SCHEDULES

VISTRA ENERGY RETIREMENT PLAN
EIN 36-4833461 PN002

SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2016

Note: Refer to the enclosed Trustee statements for the required disclosures.

VISTRA ENERGY RETIREMENT PLAN

EIN 36-4833461 PN002

SCHEDULE H, PART IV, LINE 4i SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF YEAR) DECEMBER 31, 2016

INTEREST-BEARING CASH

Security ID	Security Description	Shares	Cost	Market Value	Unrealized Gain/ Loss
TUCF17813702 00279JGG1	ABBEY NATL TREAS SVCS C/D 1.400% 07/07/2017 DD 10/11/16	400,000.000	400,000.00	400,000.00	0.00
TUCF17813702 999D10673	FUTURES CASH COLLATERAL HELD AT GOLDMAN	129,000.000	129,000.00	129,000.00	0.00
TUCF17813702 999FOBC98	CME CCP CSFB CCP COLLATERAL 0.010% 01/01/2049 DD 07/01/08	63,000.000	63,000.00	63,000.00	0.00
TUCF17813702 999GSCZA2	GS ICE CCP COLLAT VAR RT 01/01/2049 DD 07/01/08	590,000.000	590,000.00	590,000.00	0.00
TUCF17813702 999J27559	LCH CCP GOLDMAN SACHS & CO CAS VAR RT 01/01/2049 DD 07/01/08	146,000.000	146,000.00	146,000.00	0.00
TUCF17813702 99VVAMVE7	CME CCP COLL HELD AT GSC	254,000.000	254,000.00	254,000.00	0.00
TUCF17813702 LM9123455	MXN (MEXICAN PESO)	420.530	20.54	20.41	-0.13
TUCF17813702 XX9123458	EUR (EURO)	20,396.370	21,567.26	21,513.07	-54.19
TUCF17813702 XX9123482	EUR CURRENCY AT BROKER	31,330.100	32,655.31	33,045.42	390.11
<u>TOTAL INTEREST-BEARING CASH</u>			<u>1,636,243.11</u>	<u>1,636,578.90</u>	<u>335.79</u>

U. S. GOVERNMENT SECURITIES

TUCF17813702 01F030629	COMMIT TO PUR FNMA SF MTG 3.000% 02/01/2047 DD 02/01/17	1,100,000.000	1,092,796.88	1,091,101.00	-1,695.88
TUCF17813702 01F032625	COMMIT TO PUR FNMA SF MTG 3.500% 02/01/2047 DD 02/01/17	9,800,000.000	10,068,343.75	10,029,124.00	-39,219.75
TUCF17813702 3019969L0	FHA INSD 12TH PROJ MTG GMAC 7.430% 12/01/2021	11,890.390	11,861.61	11,870.89	9.28
TUCF17813702 302998BV0	FHA PROJ #23 REILLY MTG ASSOC 7.430% 03/25/2022	29,933.120	28,403.18	28,425.36	22.18
TUCF17813702 312903DF1	FHLMC MULTICLASS MTG 105 I 884.500% 01/15/2021 11/15/89	19.716	228.72	185.01	-43.71
TUCF17813702 31358NCS9	FNMA GTD REMIC P/T 92-82 IO 9.000% 05/25/2022 DD 05/01/92	149.587	29.88	20.92	-8.96
TUCF17813702 912803DV2	U S TREASURY BD PRIN STRIP 0.000% 02/15/2042 DD 02/15/12	2,000,000.000	903,080.00	911,640.00	8,560.00
TUCF17813702 912803DZ3	U S TREASURY BD PRIN STRIP 0.000% 11/15/2042 DD 11/15/12	1,500,000.000	650,670.00	665,370.00	14,700.00
TUCF17813702 912803EA7	U S TREASURY BD PRIN STRIP 0.000% 02/15/2043 DD 02/15/13	300,000.000	129,501.00	132,270.00	2,769.00
TUCF17813702 912803EC3	U S TREASURY BD PRIN STRIP 0.000% 05/15/2043 DD 05/15/13	4,000,000.000	1,839,800.00	1,747,760.00	-92,040.00
TUCF17813702 912803EF6	U S TREASURY BD PRIN STRIP 0.000% 02/15/2044 DD 02/18/14	1,500,000.000	629,235.00	643,275.00	14,040.00
TUCF17813702 912803EJ8	U S TREASURY BD PRIN STRIP 0.000% 08/15/2044 DD 08/15/14	100,000.000	43,234.00	41,961.00	-1,273.00
TUCF17813702 912803EN9	U S TREASURY BD PRIN STRIP 0.000% 05/15/2045 DD 05/15/15	500,000.000	212,620.00	204,695.00	-7,925.00
TUCF17813702 912810RF7	US TREAS-CPI INFLAT 1.375% 02/15/2044 DD 02/15/14	440,793.000	484,426.72	481,041.81	-3,384.91
TUCF17813702 912810RH3	U S TREASURY BOND 3.125% 08/15/2044 DD 08/15/14	6,100,000.000	6,234,139.00	6,173,871.00	-60,268.00
TUCF17813702 912810RN0	U S TREASURY BOND 2.875% 08/15/2045 DD 08/15/15	3,450,000.000	3,390,965.02	3,319,969.50	-70,995.52
TUCF17813702 912810RQ3	U S TREASURY BOND 2.500% 02/15/2046 DD 02/15/16	4,984,000.000	5,169,974.68	4,428,732.56	-741,242.12
TUCF17813702 912810RS9	U S TREASURY BOND 2.500% 05/15/2046 DD 05/15/16	10,628,000.000	11,130,934.33	9,444,784.76	-1,686,149.57
TUCF17813702 912810RT7	U S TREASURY BOND 2.250% 08/15/2046 DD 08/15/16	11,982,000.000	10,206,122.84	10,074,705.24	-131,417.60
TUCF17813702 912810RU4	U S TREASURY BOND 2.875% 11/15/2046 DD 11/15/16	350,000.000	345,515.63	337,914.50	-7,601.13
TUCF17813702 9128282A7	U S TREASURY NOTE 1.500% 08/15/2026 DD 08/15/16	3,307,000.000	3,110,609.35	3,041,547.11	-69,062.24
TUCF17813702 912828H45	US TREAS-CPI INFLAT 0.250% 01/15/2025 DD 01/15/15	229,621.500	219,339.45	225,828.15	6,488.70
TUCF17813702 912828N71	US TREAS-CPI INFLAT 0.625% 01/15/2026 DD 01/15/16	406,916.000	418,826.31	410,488.72	-8,337.59

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Security ID	Security Description	Shares	Cost	Market Value	Unrealized Gain/ Loss
TUCF17813702 912828P46	U S TREASURY NOTE 1.625% 02/15/2026 DD 02/15/16	6,840,000.000	6,754,835.48	6,391,159.20	-363,676.28
TUCF17813702 912828R36	U S TREASURY NOTE 1.625% 05/15/2026 DD 05/15/16	5,684,000.000	5,729,716.64	5,300,330.00	-429,386.64
TUCF17813702 912828U24	U S TREASURY NOTE 2.000% 11/15/2026 DD 11/15/16	4,795,000.000	4,577,239.91	4,613,509.25	36,269.34
TUCF17813702 912828WU0	US TREAS-CPI INFLAT 0.125% 07/15/2024 DD 07/15/14	296,781.000	281,846.91	291,557.65	9,710.74
TUCF17813702 912828XQ8	U S TREASURY NOTE 2.000% 07/31/2022 DD 07/31/15	1,200,000.000	1,196,760.00	1,195,596.00	-1,164.00
TUCF17813902 912810RT7	U S TREASURY BOND 2.250% 08/15/2046 DD 08/15/16	2,880,000.000	2,434,665.04	2,421,561.60	-13,103.44
TUCF17813902 912828U24	U S TREASURY NOTE 2.000% 11/15/2026 DD 11/15/16	235,000.000	224,672.65	226,105.25	1,432.60
TOTAL U. S. GOVERNMENT SECURITIES			77,520,393.98	73,886,400.48	-3,633,993.50

CORPORATE DEBT INSTRUMENTS - PREFERRED

TUCF17813702 00206RCU4	AT&T INC 5.650% 02/15/2047 DD 02/09/16	100,000.000	99,766.00	107,250.00	7,484.00
TUCF17813702 00287YAY5	ABBVIE INC 3.200% 05/14/2026 DD 05/12/16	200,000.000	199,236.00	190,286.00	-8,950.00
TUCF17813702 023767AA4	AMERICAN AIRLINES 2011-1 CLASS 5.250% 07/31/2022 DD 01/25/11	59,296.240	63,375.30	62,382.01	-993.29
TUCF17813702 026874DH7	AMERICAN INTERNATIONAL GROUP I 3.900% 04/01/2026 DD 03/22/16	400,000.000	421,912.00	407,032.00	-14,880.00
TUCF17813702 035240AG5	ANHEUSER-BUSCH INBEV WORLDWIDE 4.950% 01/15/2042 DD 07/15/16	200,000.000	217,566.00	217,712.00	146.00
TUCF17813702 035242AM8	ANHEUSER-BUSCH INBEV FINANCE I 4.700% 02/01/2036 DD 01/25/16	1,100,000.000	1,090,826.00	1,157,057.00	66,231.00
TUCF17813702 03524BAF3	ANHEUSER-BUSCH INBEV FINANCE I 4.625% 02/01/2044 DD 01/27/14	300,000.000	298,182.00	312,015.00	13,833.00
TUCF17813702 037833BX7	APPLE INC 4.650% 02/23/2046 DD 02/23/16	300,000.000	298,269.00	323,955.00	25,686.00
TUCF17813702 05367AAA1	AVIATION CAPITAL GROUP CO 144A 7.125% 10/15/2020 DD 10/07/10	200,000.000	229,000.00	231,000.00	2,000.00
TUCF17813702 09062XAD5	BIOGEN INC 5.200% 09/15/2045 DD 09/15/15	200,000.000	202,486.00	214,030.00	11,544.00
TUCF17813702 09062XAF0	BIOGEN INC 4.050% 09/15/2025 DD 09/15/15	100,000.000	100,454.00	102,956.00	2,502.00
TUCF17813702 185508AG3	CLECO POWER LLC 6.000% 12/01/2040 DD 11/15/10	150,000.000	168,511.50	182,427.00	13,915.50
TUCF17813702 20826FAC0	CONOCOPHILLIPS CO 4.300% 11/15/2044 DD 11/12/14	300,000.000	249,306.00	298,413.00	49,107.00
TUCF17813702 21685WDF1	COOPERATIEVE RABOBANK UA 3.950% 11/09/2022 DD 11/09/12	500,000.000	506,110.00	514,360.00	8,250.00
TUCF17813702 247361ZH4	DELTA AIR LINES 2010-2 CLASS A 4.950% 11/23/2020 DD 11/22/10	223,385.318	234,554.53	234,107.81	-446.72
TUCF17813702 24736TAA5	DELTA AIR LINES 2009-1 CLASS A 7.750% 06/17/2021 DD 11/24/09	57,504.226	64,548.47	63,685.93	-862.54
TUCF17813702 24736VAA0	DELTA AIR LINES 2010-1 CLASS A 6.200% 01/02/2020 DD 07/02/10	144,142.160	154,412.29	151,709.62	-2,702.67
TUCF17813702 268317AQ7	ELECTRICITE DE FRANCE SA 144A 4.950% 10/13/2045 DD 10/13/15	400,000.000	388,380.00	404,712.00	16,332.00
TUCF17813702 375558BD4	GILEAD SCIENCES INC 4.750% 03/01/2046 DD 09/14/15	300,000.000	303,609.00	310,401.00	6,792.00
TUCF17813702 38141EC31	GOLDMAN SACHS GROUP INC/THE 4.800% 07/08/2044 DD 07/08/14	850,000.000	845,070.00	892,355.50	47,285.50
TUCF17813702 38141GCU6	GOLDMAN SACHS GROUP INC/THE 6.125% 02/15/2033 DD 02/13/03	500,000.000	585,720.00	604,315.00	18,595.00
TUCF17813702 404280AF6	HSBC HOLDINGS PLC 7.625% 05/17/2032 DD 05/17/05	100,000.000	126,799.00	129,611.00	2,812.00
TUCF17813702 404280AH2	HSBC HOLDINGS PLC 6.500% 09/15/2037 DD 09/12/07	100,000.000	119,972.00	123,969.00	3,997.00
TUCF17813702 4042Q1AD9	HSBC BANK USA NA 7.000% 01/15/2039 DD 06/18/08	700,000.000	882,266.00	924,959.00	42,693.00
TUCF17813702 437076BF8	HOME DEPOT INC/THE 4.400% 03/15/2045 DD 06/12/14	300,000.000	310,068.00	319,710.00	9,642.00
TUCF17813702 46625HHF0	JPMORGAN CHASE & CO 6.400% 05/15/2038 DD 05/22/08	1,100,000.000	1,402,016.00	1,425,358.00	23,342.00

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Security ID	Security Description	Shares	Cost	Market Value	Unrealized Gain/ Loss
TUCF17813702 49461BAG9	KINETIC CONCEPTS INC / KC 144A 9.625% 10/01/2021 DD 09/20/16	200,000.000	200,000.00	211,500.00	11,500.00
TUCF17813702 548661DN4	LOWE'S COS INC 3.700% 04/15/2046 DD 04/20/16	200,000.000	198,888.00	186,690.00	-12,198.00
TUCF17813702 585055BD7	MEDTRONIC INC 4.625% 03/15/2044 DD 02/27/14	600,000.000	610,608.00	644,496.00	33,888.00
TUCF17813702 594918BC7	MICROSOFT CORP 3.500% 02/12/2035 DD 02/12/15	275,000.000	254,168.75	264,709.50	10,540.75
TUCF17813702 71647NAP4	PETROBRAS GLOBAL FINANCE BV 8.375% 05/23/2021 DD 05/23/16	700,000.000	701,921.00	754,250.00	52,329.00
TUCF17813702 71654QBE1	PETROLEOS MEXICANOS 5.500% 06/27/2044 DD 06/26/12	125,000.000	94,042.50	104,025.00	9,982.50
TUCF17813702 717081DK6	PFIZER INC 4.400% 05/15/2044 DD 05/15/14	200,000.000	203,110.00	211,252.00	8,142.00
TUCF17813702 718172AU3	PHILIP MORRIS INTERNATIONAL IN 3.875% 08/21/2042 DD 08/21/12	300,000.000	274,023.00	278,556.00	4,533.00
TUCF17813702 718172BL2	PHILIP MORRIS INTERNATIONAL IN 4.250% 11/10/2044 DD 11/10/14	550,000.000	531,151.50	543,075.50	11,924.00
TUCF17813702 747525AJ2	QUALCOMM INC 4.650% 05/20/2035 DD 05/20/15	275,000.000	255,084.50	290,708.00	35,623.50
TUCF17813702 804133AB2	SAUDI ELECTRICITY GLOBAL 144A 5.060% 04/08/2043 DD 04/08/13	200,000.000	171,656.00	193,220.00	21,564.00
TUCF17813702 80413MAB0	SAUDI ELECTRICITY GLOBAL 144A 5.500% 04/08/2044 DD 04/08/14	100,000.000	89,600.00	99,661.00	10,061.00
TUCF17813702 822582BF8	SHELL INTERNATIONAL FINANCE BV 4.375% 05/11/2045 DD 05/11/15	400,000.000	377,628.00	405,192.00	27,564.00
TUCF17813702 85771PAE2	STATOIL ASA 4.250% 11/23/2041 DD 11/23/11	400,000.000	376,872.00	399,232.00	22,360.00
TUCF17813702 878091BE6	TEACHERS INSURANCE & ANNU 144A VAR RT 09/15/2054 DD 09/18/14	500,000.000	489,385.00	490,625.00	1,240.00
TUCF17813702 88167AAE1	TEVA PHARMACEUTICAL FINANCE NE 3.150% 10/01/2026 DD 07/21/16	300,000.000	299,202.00	276,579.00	-22,623.00
TUCF17813702 90345WAA2	US AIRWAYS 2012-1 CLASS A PASS 5.900% 04/01/2026 DD 05/14/12	38,689.105	42,751.46	43,138.35	386.89
TUCF17813702 907818EG9	UNION PACIFIC CORP 4.375% 11/15/2065 DD 10/29/15	250,000.000	231,745.00	248,620.00	16,875.00
TUCF17813702 92343VCX0	VERIZON COMMUNICATIONS INC 4.522% 09/15/2048 DD 03/13/15	300,000.000	268,290.00	287,673.00	19,383.00
TUCF17813702 92343VCZ5	VERIZON COMMUNICATIONS INC 4.672% 03/15/2055 DD 03/13/15	863,000.000	751,229.60	810,451.93	59,222.33
TUCF17813702 92826CAE2	VISA INC 4.150% 12/14/2035 DD 12/14/15	300,000.000	302,874.00	314,094.00	11,220.00
TUCF17813702 92976GAG6	WELLS FARGO BANK NA 5.850% 02/01/2037 DD 01/29/07	200,000.000	238,940.00	235,582.00	-3,358.00
TUCF17813702 92976GAJ0	WELLS FARGO BANK NA 6.600% 01/15/2038 DD 12/07/07	800,000.000	1,032,536.00	1,017,640.00	-14,896.00
TUCF17813702 94974BGQ7	WELLS FARGO & CO 4.900% 11/17/2045 DD 11/17/15	300,000.000	302,676.00	308,136.00	5,460.00
TUCF17813702 94980VAG3	WELLS FARGO BANK NA 5.950% 08/26/2036 DD 08/29/06	350,000.000	420,409.50	412,037.50	-8,372.00
TUCF17813902 00817YAY4	AETNA INC 4.250% 06/15/2036 DD 06/09/16	200,000.000	199,170.00	200,530.00	1,360.00
TUCF17813902 010392FB9	ALABAMA POWER CO 6.000% 03/01/2039 DD 03/06/09	55,000.000	65,770.80	68,263.80	2,493.00
TUCF17813902 02364WAW5	AMERICA MOVIL SAB DE CV 6.125% 03/30/2040 DD 03/30/10	100,000.000	110,163.10	114,125.00	3,961.90
TUCF17813902 02364WBE4	AMERICA MOVIL SAB DE CV 4.375% 07/16/2042 DD 07/16/12	320,000.000	285,870.95	296,294.40	10,423.45
TUCF17813902 026874AZ0	AMERICAN INTERNATIONAL GROUP I 6.250% 05/01/2036 DD 04/20/06	40,000.000	46,319.42	47,832.80	1,513.38
TUCF17813902 031162CE8	AMGEN INC 144A 4.663% 06/15/2051 DD 06/14/16	265,000.000	277,172.20	254,694.15	-22,478.05
TUCF17813902 035242AM8	ANHEUSER-BUSCH INBEV FINANCE I 4.700% 02/01/2036 DD 01/25/16	370,000.000	372,185.65	389,191.90	17,006.25
TUCF17813902 035242AN6	ANHEUSER-BUSCH INBEV FINANCE I 4.900% 02/01/2046 DD 01/25/16	845,000.000	957,013.18	913,335.15	-43,678.03
TUCF17813902 035242AP1	ANHEUSER-BUSCH INBEV FINANCE I 3.650% 02/01/2026 DD 01/25/16	190,000.000	198,314.60	192,886.10	-5,428.50
TUCF17813902 037411BC8	APACHE CORP 4.250% 01/15/2044 DD 12/03/12	75,000.000	59,429.50	73,936.50	14,507.00
TUCF17813902 03746AAA8	APACHE FINANCE CANADA CORP 7.750% 12/15/2029 DD 12/13/99	50,000.000	63,704.00	65,039.00	1,335.00

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Security ID	Security Description	Shares	Cost	Market Value	Unrealized Gain/ Loss
TUCF17813902 037833AL4	APPLE INC 3.850% 05/04/2043 DD 05/03/13	300,000.000	277,216.50	286,872.00	9,655.50
TUCF17813902 037833BA7	APPLE INC 3.450% 02/09/2045 DD 02/09/15	225,000.000	193,979.93	198,596.25	4,616.32
TUCF17813902 037833BW9	APPLE INC 4.500% 02/23/2036 DD 02/23/16	185,000.000	184,130.50	197,567.05	13,436.55
TUCF17813902 037833BX7	APPLE INC 4.650% 02/23/2046 DD 02/23/16	330,000.000	354,197.08	356,350.50	2,153.42
TUCF17813902 037833CD0	APPLE INC 3.850% 08/04/2046 DD 08/04/16	50,000.000	49,969.60	47,907.00	-2,062.60
TUCF17813902 06050TJZ6	BANK OF AMERICA NA 6.000% 10/15/2036 DD 10/26/06	275,000.000	328,103.45	331,779.25	3,675.80
				510,326.4	
TUCF17813902 06051GGC7	BANK OF AMERICA CORP 4.183% 11/25/2027 DD 11/25/16	510,000.000	509,595.20	0	731.20
TUCF17813902 084664BV2	BERKSHIRE HATHAWAY FINANCE COR 4.300% 05/15/2043 DD 05/15/13	235,000.000	230,457.45	242,785.55	12,328.10
TUCF17813902 084670BK3	BERKSHIRE HATHAWAY INC 4.500% 02/11/2043 DD 02/11/13	70,000.000	70,485.10	74,431.70	3,946.60
TUCF17813902 097023AX3	BOEING CO/THE 6.875% 03/15/2039 DD 03/13/09	385,000.000	530,770.90	543,928.00	13,157.10
TUCF17813902 12189LAC5	BURLINGTON NORTHERN SANTA FE L 5.050% 03/01/2041 DD 09/10/10	55,000.000	57,094.80	62,415.65	5,320.85
TUCF17813902 12189LAK7	BURLINGTON NORTHERN SANTA FE L 4.375% 09/01/2042 DD 08/23/12	55,000.000	52,183.45	57,157.10	4,973.65
				126,763.7	
TUCF17813902 12189LAW1	BURLINGTON NORTHERN SANTA FE L 4.150% 04/01/2045 DD 03/09/15	125,000.000	114,081.45	5	12,682.30
				491,722.0	
TUCF17813902 12189TAZ7	BURLINGTON NORTHERN SANTA FE L 6.150% 05/01/2037 DD 04/13/07	385,000.000	453,184.30	0	38,537.70
TUCF17813902 136420AF3	NEXEN ENERGY ULC 7.400% 05/01/2028 DD 04/28/98	40,000.000	49,719.60	50,660.40	940.80
TUCF17813902 144141DB1	DUKE ENERGY PROGRESS LLC 4.100% 05/15/2042 DD 05/18/12	185,000.000	180,025.60	183,945.50	3,919.90
				330,546.8	30,340.5
TUCF17813902 149123CE9	CATERPILLAR INC 4.750% 05/15/2064 DD 05/08/14	310,000.000	300,206.30	0	0
TUCF17813902 198280AF6	COLUMBIA PIPELINE GROUP INC 4.500% 06/01/2025 DD 12/01/15	115,000.000	104,853.20	120,815.55	15,962.35
TUCF17813902 20030NAV3	COMCAST CORP 6.950% 08/15/2037 DD 08/23/07	610,000.000	798,442.80	831,985.10	33,542.30
TUCF17813902 20030NBH3	COMCAST CORP 4.250% 01/15/2033 DD 01/14/13	45,000.000	44,440.95	46,830.15	2,389.20
TUCF17813902 20030NBM2	COMCAST CORP 4.200% 08/15/2034 DD 08/12/14	275,000.000	272,296.25	280,904.25	8,608.00
TUCF17813902 20030NBQ3	COMCAST CORP 4.600% 08/15/2045 DD 05/27/15	50,000.000	50,691.85	52,413.50	1,721.65
TUCF17813902 208251AE8	CONOCOPHILLIPS HOLDING CO 6.950% 04/15/2029 DD 04/20/99	370,000.000	424,716.10	465,297.20	40,581.10
TUCF17813902 20825CAQ7	CONOCOPHILLIPS 6.500% 02/01/2039 DD 02/03/09	45,000.000	47,631.60	56,965.95	9,334.35
TUCF17813902 20825UAC8	CONOCO FUNDING CO 7.250% 10/15/2031 DD 10/11/01	240,000.000	279,547.20	308,121.60	28,574.40
				104,856.1	
TUCF17813902 209111FK4	CONSOLIDATED EDISON CO OF NEW 4.300% 12/01/2056 DD 11/16/16	105,000.000	104,085.45	5	770.70
TUCF17813902 21987BAR9	CORP NACIONAL DEL COBRE D 144A 4.250% 07/17/2042 DD 07/17/12	210,000.000	173,473.10	189,308.70	15,835.60
					30,493.8
TUCF17813902 21987BAU2	CORP NACIONAL DEL COBRE D 144A 4.875% 11/04/2044 DD 11/04/14	250,000.000	214,838.66	245,332.50	4
TUCF17813902 21987BAV0	CORP NACIONAL DEL COBRE D 144A 4.500% 09/16/2025 DD 09/16/15	145,000.000	136,871.64	147,196.75	10,325.11
TUCF17813902 233835AQ0	DAIMLER FINANCE NORTH AMERICA 8.500% 01/18/2031 DD 01/18/01	55,000.000	80,071.05	82,838.25	2,767.20
TUCF17813902 244199BF1	DEERE & CO 3.900% 06/09/2042 DD 06/08/12	155,000.000	148,644.40	155,207.70	6,563.30
				285,786.0	
TUCF17813902 25243YAV1	DIAGEO CAPITAL PLC 3.875% 04/29/2043 DD 04/29/13	300,000.000	281,987.70	0	3,798.30
TUCF17813902 263901AA8	DUKE ENERGY INDIANA LLC 6.350% 08/15/2038 DD 08/21/08	325,000.000	414,874.45	423,377.50	8,503.05
TUCF17813902 263901AF7	DUKE ENERGY INDIANA LLC 4.900% 07/15/2043 DD 07/11/13	170,000.000	184,464.80	188,371.90	3,907.10
TUCF17813902 264399DK9	DUKE ENERGY CAROLINAS LLC 6.000% 12/01/2028 DD 12/04/98	45,000.000	54,158.70	55,801.80	1,643.10
TUCF17813902 26442CAM6	DUKE ENERGY CAROLINAS LLC 4.250% 12/15/2041 DD 12/08/11	45,000.000	44,988.30	46,034.55	1,046.25

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TUCF17813902 268317AL8	ELECTRICITE DE FRANCE SA 144A 6.000% 01/22/2039 DD 01/22/14	250,000.000	245,114.25	242,552.50	-2,561.75
TUCF17813902 268317AP9	ELECTRICITE DE FRANCE SA 144A 4.750% 10/13/2035 DD 10/13/15	135,000.000	134,417.45	135,444.15	1,026.70
TUCF17813902 268317AQ7	ELECTRICITE DE FRANCE SA 144A 4.950% 10/13/2045 DD 10/13/15	440,000.000	428,757.20	445,183.20	16,426.00
TUCF17813902 278062AD6	EATON CORP 4.000% 11/02/2032 DD 11/02/13	170,000.000	162,020.20	167,592.80	5,572.60
TUCF17813902 29364NAR9	ENTERGY MISSISSIPPI INC 3.100% 07/01/2023 DD 12/11/12	410,000.000	402,564.20	402,251.00	-313.20
TUCF17813902 29364WAK4	ENTERGY LOUISIANA LLC 5.400% 11/01/2024 DD 11/16/09	55,000.000	62,879.70	63,280.25	400.55
TUCF17813902 29364WAM0	ENTERGY LOUISIANA LLC 4.440% 01/15/2026 DD 09/24/10	10,000.000	10,631.20	10,601.50	-29.70
TUCF17813902 30219GAP3	EXPRESS SCRIPTS HOLDING CO 4.800% 07/15/2046 DD 07/05/16	475,000.000	480,914.65	454,779.25	-26,135.40
TUCF17813902 341081EQ6	FLORIDA POWER & LIGHT CO 5.625% 04/01/2034 DD 04/04/03	20,000.000	23,805.20	24,236.20	431.00
TUCF17813902 341081ER4	FLORIDA POWER & LIGHT CO 5.950% 10/01/2033 DD 10/15/03	50,000.000	60,962.00	62,353.00	1,391.00
TUCF17813902 341081FA0	FLORIDA POWER & LIGHT CO 5.950% 02/01/2038 DD 01/16/08	30,000.000	37,481.10	38,451.00	969.90
TUCF17813902 341081FG7	FLORIDA POWER & LIGHT CO 4.050% 06/01/2042 DD 05/15/12	225,000.000	223,101.10	229,374.00	6,272.90
TUCF17813902 341099CH0	DUKE ENERGY FLORIDA LLC 6.350% 09/15/2037 DD 09/18/07	320,000.000	408,228.00	412,348.80	4,120.80
TUCF17813902 341099CL1	DUKE ENERGY FLORIDA LLC 6.400% 06/15/2038 DD 06/18/08	55,000.000	70,756.20	72,518.60	1,762.40
TUCF17813902 34959JAC2	FORTIVE CORP 144A 3.150% 06/15/2026 DD 06/20/16	135,000.000	134,519.40	133,037.10	-1,482.30
TUCF17813902 36164QNA2	GE CAPITAL INTERNATIONAL FUNDI 4.418% 11/15/2035 DD 05/15/16	1,822,000.000	1,866,892.01	1,909,292.02	42,400.01
TUCF17813902 369604BF9	GENERAL ELECTRIC CO 4.125% 10/09/2042 DD 10/09/12	215,000.000	211,210.05	216,902.75	5,692.70
TUCF17813902 37045VAL4	GENERAL MOTORS CO 6.750% 04/01/2046 DD 02/23/16	30,000.000	32,061.00	35,180.70	3,119.70
TUCF17813902 373334JW2	GEORGIA POWER CO 4.300% 03/15/2042 DD 03/06/12	240,000.000	222,288.00	242,865.60	20,577.60
TUCF17813902 375558BA0	GILEAD SCIENCES INC 4.500% 02/01/2045 DD 11/17/14	150,000.000	159,289.50	149,874.00	-9,415.50
TUCF17813902 375558BD4	GILEAD SCIENCES INC 4.750% 03/01/2046 DD 09/14/15	295,000.000	299,900.69	305,227.65	5,326.96
TUCF17813902 375558BG7	GILEAD SCIENCES INC 4.600% 09/01/2035 DD 09/14/15	240,000.000	244,758.10	248,925.60	4,167.50
TUCF17813902 375558BJ1	GILEAD SCIENCES INC 4.000% 09/01/2036 DD 09/20/16	100,000.000	99,430.00	95,887.00	-3,543.00
TUCF17813902 375558BK8	GILEAD SCIENCES INC 4.150% 03/01/2047 DD 09/20/16	150,000.000	148,924.50	142,470.00	-6,454.50
TUCF17813902 375558BM4	GILEAD SCIENCES INC 2.950% 03/01/2027 DD 09/20/16	185,000.000	184,951.90	177,056.10	-7,895.80
TUCF17813902 38141EC31	GOLDMAN SACHS GROUP INC/THE 4.800% 07/08/2044 DD 07/08/14	405,000.000	403,420.20	425,181.15	21,760.95
TUCF17813902 38141GCU6	GOLDMAN SACHS GROUP INC/THE 6.125% 02/15/2033 DD 02/13/03	40,000.000	46,937.88	48,345.20	1,407.32
TUCF17813902 38141GVS0	GOLDMAN SACHS GROUP INC/THE 4.750% 10/21/2045 DD 10/21/15	215,000.000	241,122.34	226,962.60	-14,159.74
TUCF17813902 4042Q1AA5	HSBC BANK USA NA/NEW YORK NY 5.875% 11/01/2034 DD 10/25/04	90,000.000	104,622.66	104,780.70	158.04
TUCF17813902 4042Q1AB3	HSBC BANK USA NA/NEW YORK NY 5.625% 08/15/2035 DD 08/17/05	130,000.000	147,762.58	147,800.90	38.32
TUCF17813902 4042Q1AD9	HSBC BANK USA NA 7.000% 01/15/2039 DD 06/18/08	135,000.000	173,410.68	178,384.95	4,974.27
TUCF17813902 406216BJ9	HALLIBURTON CO 4.850% 11/15/2035 DD 11/13/15	235,000.000	232,067.00	247,838.05	15,771.05
TUCF17813902 427866AW8	HERSHEY CO/THE 3.375% 08/15/2046 DD 08/09/16	105,000.000	104,488.65	92,961.75	-11,526.90
TUCF17813902 437076BD3	HOME DEPOT INC/THE 4.875% 02/15/2044 DD 09/10/13	240,000.000	264,905.00	269,659.20	4,754.20
TUCF17813902 458140AK6	INTEL CORP 4.800% 10/01/2041 DD 09/19/11	210,000.000	219,787.56	231,174.30	11,386.74
TUCF17813902 458140AN0	INTEL CORP 4.000% 12/15/2032 DD 12/11/12	210,000.000	209,008.80	216,501.60	7,492.80

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TUCF17813902 458140AT7	INTEL CORP 4.900% 07/29/2045 DD 07/29/15	345,000.000	369,715.65	385,944.60	16,228.95
TUCF17813902 45866FAD6	INTERCONTINENTAL EXCHANGE INC 3.750% 12/01/2025 DD 11/24/15	245,000.000	246,934.78	251,629.70	4,694.92
TUCF17813902 46625HHV5	JPMORGAN CHASE & CO 5.500% 10/15/2040 DD 10/21/10	85,000.000	96,728.85	100,403.70	3,674.85
TUCF17813902 48126BAA1	JPMORGAN CHASE & CO 5.400% 01/06/2042 DD 12/22/11	210,000.000	236,698.03	246,054.90	9,356.87
TUCF17813902 491674BG1	KENTUCKY UTILITIES CO 5.125% 11/01/2040 DD 05/01/11	440,000.000	499,263.35	503,650.40	4,387.05
TUCF17813902 494368BL6	KIMBERLY-CLARK CORP 3.700% 06/01/2043 DD 05/23/13	90,000.000	83,095.20	85,584.60	2,489.40
TUCF17813902 548661CU9	LOWE'S COS INC 5.125% 11/15/2041 DD 11/23/11	105,000.000	116,887.95	119,029.05	2,141.10
TUCF17813902 548661DJ3	LOWE'S COS INC 4.375% 09/15/2045 DD 09/16/15	155,000.000	159,587.15	159,679.45	92.30
TUCF17813902 585055BT2	MEDTRONIC INC 4.375% 03/15/2035 DD 03/15/15	291,000.000	294,620.79	307,857.63	13,236.84
TUCF17813902 585055BU9	MEDTRONIC INC 4.625% 03/15/2045 DD 03/15/15	400,000.000	413,454.80	432,568.00	19,113.20
TUCF17813902 589331AS6	MERCK & CO INC 3.600% 09/15/2042 DD 09/13/12	70,000.000	64,147.30	65,827.30	1,680.00
TUCF17813902 58933YAT2	MERCK & CO INC 3.700% 02/10/2045 DD 02/10/15	560,000.000	530,549.65	533,982.40	3,432.75
TUCF17813902 59156RBN7	METLIFE INC 4.050% 03/01/2045 DD 03/05/15	360,000.000	358,815.15	345,222.00	-13,593.15
TUCF17813902 594918AJ3	MICROSOFT CORP 4.500% 10/01/2040 DD 09/27/10	115,000.000	119,810.55	122,197.85	2,387.30
TUCF17813902 594918BC7	MICROSOFT CORP 3.500% 02/12/2035 DD 02/12/15	55,000.000	51,181.63	52,941.90	1,760.27
TUCF17813902 594918BD5	MICROSOFT CORP 3.750% 02/12/2045 DD 02/12/15	70,000.000	73,052.81	65,642.50	-7,410.31
TUCF17813902 594918BE3	MICROSOFT CORP 4.000% 02/12/2055 DD 02/12/15	165,000.000	148,617.05	156,053.70	7,436.65
TUCF17813902 594918BS2	MICROSOFT CORP 3.450% 08/08/2036 DD 08/08/16	455,000.000	454,636.85	432,413.80	-22,223.05
TUCF17813902 594918BT0	MICROSOFT CORP 3.700% 08/08/2046 DD 08/08/16	350,000.000	351,984.60	329,514.50	-22,470.10
TUCF17813902 594918BU7	MICROSOFT CORP 3.950% 08/08/2056 DD 08/08/16	280,000.000	273,014.00	264,454.40	-8,559.60
TUCF17813902 610202BP7	MONONGAHELA POWER CO 144A 5.400% 12/15/2043 DD 11/27/13	880,000.000	981,809.80	1,028,561.60	46,751.80
TUCF17813902 6174468C6	MORGAN STANLEY 4.000% 07/23/2025 DD 07/23/15	320,000.000	329,417.15	328,006.40	-1,410.75
TUCF17813902 61761J3R8	MORGAN STANLEY 3.125% 07/27/2026 DD 07/25/16	120,000.000	119,184.00	114,645.60	-4,538.40
TUCF17813902 62854AAG9	MYLAN NV 144A 5.250% 06/15/2046 DD 06/09/16	45,000.000	41,004.90	41,503.05	498.15
TUCF17813902 641423BU1	NEVADA POWER CO 6.750% 07/01/2037 DD 06/28/07	15,000.000	19,125.95	19,707.45	581.50
TUCF17813902 641423CA4	NEVADA POWER CO 5.450% 05/15/2041 DD 05/12/11	70,000.000	78,840.10	81,989.60	3,149.50
TUCF17813902 665772CJ6	NORTHERN STATES POWER CO/MN 3.400% 08/15/2042 DD 08/13/12	155,000.000	137,257.70	142,223.35	4,965.65
TUCF17813902 66989HAH1	NOVARTIS CAPITAL CORP 4.400% 05/06/2044 DD 02/21/14	375,000.000	393,197.58	404,415.00	11,217.42
TUCF17813902 68389XAE5	ORACLE CORP 6.500% 04/15/2038 DD 04/09/08	45,000.000	56,630.40	58,796.55	2,166.15
TUCF17813902 68389XAV7	ORACLE CORP 4.300% 07/08/2034 DD 07/08/14	455,000.000	454,810.70	470,460.90	15,650.20
TUCF17813902 68389XBF1	ORACLE CORP 4.125% 05/15/2045 DD 05/05/15	275,000.000	260,907.45	266,519.00	5,611.55
TUCF17813902 695114CLO	PACIFICORP 6.000% 01/15/2039 DD 01/08/09	410,000.000	498,603.50	521,688.10	23,084.60
TUCF17813902 713448CC0	PEPSICO INC 3.600% 08/13/2042 DD 08/13/12	340,000.000	308,831.86	316,975.20	8,143.34
TUCF17813902 71644EAE2	PETRO-CANADA 7.875% 06/15/2026 DD 06/07/96	20,000.000	25,331.40	25,069.40	-262.00
TUCF17813902 71654QBE1	PETROLEOS MEXICANOS 5.500% 06/27/2044 DD 06/26/12	139,000.000	104,893.46	115,675.80	10,782.34
TUCF17813902 71654QBR2	PETROLEOS MEXICANOS 6.375% 01/23/2045 DD 07/23/14	250,000.000	212,049.41	227,500.00	15,450.59

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TUCF17813902 71656LBM2	PETROLEOS MEXICANOS 144A 6.750% 09/21/2047 DD 09/21/16	692,000.000	638,370.24	653,801.60	15,431.36
TUCF17813902 717081EC3	PFIZER INC 4.000% 12/15/2036 DD 11/21/16	215,000.000	213,965.85	220,278.25	6,312.40
TUCF17813902 717081ED1	PFIZER INC 4.125% 12/15/2046 DD 11/21/16	410,000.000	409,286.60	417,076.60	7,790.00
TUCF17813902 718172AU3	PHILIP MORRIS INTERNATIONAL IN 3.875% 08/21/2042 DD 08/21/12	255,000.000	233,647.80	236,772.60	3,124.80
TUCF17813902 718172AW9	PHILIP MORRIS INTERNATIONAL IN 4.125% 03/04/2043 DD 03/04/13	185,000.000	175,675.00	179,022.65	3,347.65
TUCF17813902 718172BD0	PHILIP MORRIS INTERNATIONAL IN 4.875% 11/15/2043 DD 11/12/13	220,000.000	232,739.10	236,638.60	3,899.50
TUCF17813902 718546AK0	PHILLIPS 66 4.650% 11/15/2034 DD 11/17/14	100,000.000	93,681.10	104,092.00	10,410.90
TUCF17813902 737679DB3	POTOMAC ELECTRIC POWER CO 6.500% 11/15/2037 DD 11/16/07	55,000.000	70,852.05	72,073.65	1,221.60
TUCF17813902 737679DE7	POTOMAC ELECTRIC POWER CO 4.150% 03/15/2043 DD 03/18/13	155,000.000	151,218.55	157,893.85	6,675.30
TUCF17813902 744448BZ3	PUBLIC SERVICE CO OF COLORADO 6.250% 09/01/2037 DD 08/15/07	140,000.000	181,202.20	179,085.20	-2,117.00
TUCF17813902 744448CJ8	PUBLIC SERVICE CO OF COLORADO 3.950% 03/15/2043 DD 03/26/13	410,000.000	400,463.00	409,147.20	8,684.20
TUCF17813902 775371AU1	ROHM & HAAS CO 7.850% 07/15/2029 DD 07/06/99	645,000.000	824,965.30	871,988.40	47,023.10
TUCF17813902 78413MAA6	SFAVE COMMERCIAL 5AVE A1 144A VAR RT 01/05/2043 DD 02/01/15	25,000.000	24,449.50	24,587.50	138.00
TUCF17813902 822582BE1	SHELL INTERNATIONAL FINANCE BV 4.125% 05/11/2035 DD 05/11/15	490,000.000	468,061.20	500,319.40	32,258.20
TUCF17813902 822582BF8	SHELL INTERNATIONAL FINANCE BV 4.375% 05/11/2045 DD 05/11/15	255,000.000	241,655.85	258,309.90	16,654.05
TUCF17813902 822582BQ4	SHELL INTERNATIONAL FINANCE BV 4.000% 05/10/2046 DD 05/10/16	220,000.000	216,035.60	210,377.20	-5,658.40
TUCF17813902 828807CL9	SIMON PROPERTY GROUP LP 4.750% 03/15/2042 DD 03/13/12	350,000.000	375,796.48	371,556.50	-4,239.98
TUCF17813902 828807CT2	SIMON PROPERTY GROUP LP 4.250% 10/01/2044 DD 09/10/14	20,000.000	20,035.05	19,734.60	-300.45
TUCF17813902 837004CH1	SOUTH CAROLINA ELECTRIC & GAS 4.500% 06/01/2064 DD 05/27/14	170,000.000	159,273.60	167,584.30	8,310.70
TUCF17813902 837004CJ7	SOUTH CAROLINA ELECTRIC & GAS 5.100% 06/01/2065 DD 05/22/15	115,000.000	120,222.70	126,089.45	5,866.75
TUCF17813902 85771PAN2	STATOIL ASA 3.700% 03/01/2024 DD 11/08/13	135,000.000	137,606.85	141,303.15	3,696.30
TUCF17813902 85771PAQ5	STATOIL ASA 4.800% 11/08/2043 DD 11/08/13	205,000.000	209,869.90	222,857.55	12,987.65
TUCF17813902 872287AF4	TCI COMMUNICATIONS INC 7.875% 02/15/2026 DD 02/14/96	50,000.000	67,575.00	67,113.50	-461.50
TUCF17813902 87612EBA3	TARGET CORP 4.000% 07/01/2042 DD 06/26/12	470,000.000	460,983.20	467,386.80	6,403.60
TUCF17813902 878091BC0	TEACHERS INSURANCE & ANNU 144A 6.850% 12/16/2039 DD 12/16/09	105,000.000	130,293.60	136,260.60	5,967.00
TUCF17813902 878091BD8	TEACHERS INSURANCE & ANNU 144A 4.900% 09/15/2044 DD 09/18/14	240,000.000	243,645.90	259,622.40	15,976.50
TUCF17813902 88167AAE1	TEVA PHARMACEUTICAL FINANCE NE 3.150% 10/01/2026 DD 07/21/16	165,000.000	164,561.10	152,118.45	-12,442.65
TUCF17813902 88167AAF8	TEVA PHARMACEUTICAL FINANCE NE 4.100% 10/01/2046 DD 07/21/16	235,000.000	225,358.45	201,362.10	-23,996.35
TUCF17813902 89352HAM1	TRANSCANADA PIPELINES LTD 4.625% 03/01/2034 DD 02/28/14	420,000.000	398,819.82	442,885.80	44,065.98
TUCF17813902 90131HBZ7	21ST CENTURY FOX AMERICA INC 4.950% 10/15/2045 DD 10/21/15	55,000.000	54,165.10	56,523.50	2,358.40
TUCF17813902 904764AH0	UNILEVER CAPITAL CORP 5.900% 11/15/2032 DD 11/12/02	225,000.000	286,753.45	291,786.75	5,033.30
TUCF17813902 906548CJ9	UNION ELECTRIC CO 3.900% 09/15/2042 DD 09/11/12	285,000.000	272,118.30	280,782.00	8,663.70
TUCF17813902 906548CK6	UNION ELECTRIC CO 3.500% 04/15/2024 DD 04/04/14	285,000.000	295,071.95	293,350.50	-1,721.45
TUCF17813902 907818EM6	UNION PACIFIC CORP 3.799% 10/01/2051 DD 10/04/16	302,000.000	322,312.52	281,907.94	-40,404.58
TUCF17813902 913017BS7	UNITED TECHNOLOGIES CORP 5.700% 04/15/2040 DD 02/26/10	365,000.000	433,983.25	446,172.35	12,189.10
TUCF17813902 913017BT5	UNITED TECHNOLOGIES CORP 4.500% 06/01/2042 DD 06/01/12	405,000.000	410,325.60	433,512.00	23,186.40

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TUCF17813902 91324PBN1	UNITEDHEALTH GROUP INC 5.700% 10/15/2040 DD 10/25/10	130,000.000	151,500.00	158,489.50	6,989.50
TUCF17813902 91324PCA8	UNITEDHEALTH GROUP INC 3.950% 10/15/2042 DD 10/22/12	75,000.000	70,129.73	73,039.50	2,909.77
TUCF17813902 91324PCQ3	UNITEDHEALTH GROUP INC 4.625% 07/15/2035 DD 07/23/15	140,000.000	146,005.20	152,605.60	6,600.40
TUCF17813902 91324PCR1	UNITEDHEALTH GROUP INC 4.750% 07/15/2045 DD 07/23/15	105,000.000	118,810.45	115,670.10	-3,140.35
TUCF17813902 91324PCX8	UNITEDHEALTH GROUP INC 4.200% 01/15/2047 DD 12/20/16	105,000.000	104,215.65	106,207.50	1,991.85
TUCF17813902 914886AA4	UNIVERSITY OF SOUTHERN CALIFOR 5.250% 10/01/2111 DD 08/17/11	310,000.000	352,563.40	351,391.20	-1,172.20
TUCF17813902 92343VCV4	VERIZON COMMUNICATIONS INC 4.272% 01/15/2036 DD 07/15/15	190,000.000	172,438.40	181,854.70	9,416.30
TUCF17813902 92343VCX0	VERIZON COMMUNICATIONS INC 4.522% 09/15/2048 DD 03/13/15	1,721,000.000	1,579,666.45	1,650,284.11	70,617.66
TUCF17813902 92343VCZ5	VERIZON COMMUNICATIONS INC 4.672% 03/15/2055 DD 03/13/15	234,000.000	203,928.10	219,751.74	15,823.64
TUCF17813902 92826CAF9	VISA INC 4.300% 12/14/2045 DD 12/14/15	435,000.000	442,464.60	459,146.85	16,682.25
TUCF17813902 92890HAD4	WEA FINANCE LLC / WESTFIE 144A 4.750% 09/17/2044 DD 09/17/14	200,000.000	197,045.20	197,694.00	648.80
TUCF17813902 931142CH4	WAL-MART STORES INC 5.875% 04/05/2027 DD 04/05/07	400,000.000	490,272.40	495,044.00	4,771.60
TUCF17813902 931142CM3	WAL-MART STORES INC 6.200% 04/15/2038 DD 04/15/08	35,000.000	47,616.97	46,136.65	-1,480.32
TUCF17813902 931142CY7	WAL-MART STORES INC 5.000% 10/25/2040 DD 10/25/10	295,000.000	326,635.25	339,506.65	12,871.40
TUCF17813902 931142DQ3	WAL-MART STORES INC 4.300% 04/22/2044 DD 04/22/14	135,000.000	138,416.70	142,461.45	4,044.75
TUCF17813902 949746RF0	WELLS FARGO & CO 5.606% 01/15/2044 DD 11/26/13	275,000.000	305,775.37	311,586.00	5,810.63
TUCF17813902 94974BGE4	WELLS FARGO & CO 4.650% 11/04/2044 DD 11/04/14	235,000.000	228,865.47	231,294.05	2,428.58
TUCF17813902 94974BGK0	WELLS FARGO & CO 3.900% 05/01/2045 DD 04/30/15	115,000.000	106,270.05	109,078.65	2,808.60
TUCF17813902 94974BGQ7	WELLS FARGO & CO 4.900% 11/17/2045 DD 11/17/15	215,000.000	220,147.45	220,830.80	683.35
<u>TOTAL CORPORATE DEBT INSTRUMENTS - PREFERRED</u>			<u>60,948,689.76</u>	<u>62,619,353.89</u>	<u>1,670,664.13</u>

CORPORATE DEBT INSTRUMENTS

TUCF17813702 00206RBK7	AT&T INC 4.350% 06/15/2045 DD 06/15/13	500,000.000	427,735.00	445,515.00	17,780.00
TUCF17813702 00206RDK5	AT&T INC 4.550% 03/09/2049 DD 09/07/16	1,299,000.000	1,328,214.51	1,173,347.73	-154,866.78
TUCF17813702 00287YAR0	ABBVIE INC 4.500% 05/14/2035 DD 05/14/15	350,000.000	342,860.00	343,885.50	1,025.50
TUCF17813702 00507UAS0	ACTAVIS FUNDING SCS 3.800% 03/15/2025 DD 03/12/15	100,000.000	103,142.00	100,118.00	-3,024.00
TUCF17813702 015271AJ8	ALEXANDRIA REAL ESTATE EQUITIE 3.950% 01/15/2027 DD 06/10/16	400,000.000	398,404.00	398,232.00	-172.00
TUCF17813702 026874DA2	AMERICAN INTERNATIONAL GROUP I 4.500% 07/16/2044 DD 07/16/14	400,000.000	369,904.00	394,432.00	24,528.00
TUCF17813702 031162BE9	AMGEN INC 4.950% 10/01/2041 DD 09/16/10	600,000.000	594,432.00	622,560.00	28,128.00
TUCF17813702 037735CK1	APPALACHIAN POWER CO 6.700% 08/15/2037 DD 08/17/07	500,000.000	598,670.00	640,720.00	42,050.00
TUCF17813702 037735CM7	APPALACHIAN POWER CO 7.000% 04/01/2038 DD 03/25/08	300,000.000	373,953.00	395,622.00	21,669.00
TUCF17813702 04363UAD8	ASCIANO FINANCE LTD 144A 6.000% 04/07/2023 DD 04/07/11	200,000.000	212,614.00	215,688.00	3,074.00
TUCF17813702 04650NAB0	AT&T INC 5.350% 09/01/2040 DD 03/01/11	125,000.000	123,465.00	128,375.00	4,910.00
TUCF17813702 052769AD8	AUTODESK INC 4.375% 06/15/2025 DD 06/05/15	200,000.000	196,444.00	205,452.00	9,008.00
TUCF17813702 059438AK7	BANK ONE CORP 8.000% 04/29/2027 DD 04/29/97	300,000.000	387,630.00	391,899.00	4,269.00
TUCF17813702 06051GEC9	BANK OF AMERICA CORP 5.625% 07/01/2020 DD 06/22/10	275,000.000	305,461.75	302,376.25	-3,085.50

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TUCF17813702 06051GFG9	BANK OF AMERICA CORP 4.875% 04/01/2044 DD 04/01/14	1,700,000.000	1,760,265.00	1,844,619.00	84,354.00
TUCF17813702 067901AA6	BARRICK GOLD CORP 5.800% 11/15/2034 DD 11/12/04	200,000.000	152,962.00	197,524.00	44,562.00
TUCF17813702 06849RAC6	BARRICK NORTH AMERICA FINANCE 7.500% 09/15/2038 DD 09/11/08	200,000.000	162,462.00	232,056.00	69,594.00
TUCF17813702 101137AR8	BOSTON SCIENTIFIC CORP 3.850% 05/15/2025 DD 05/12/15	500,000.000	491,975.00	500,985.00	9,010.00
TUCF17813702 124857AN3	CBS CORP 4.600% 01/15/2045 DD 01/12/15	200,000.000	171,578.00	192,490.00	20,912.00
TUCF17813702 12506HAC0	CHARTER COMM OPERATING 7/15 TLI	199,500.000	199,085.04	199,500.00	414.96
TUCF17813702 125581GR3	CIT GROUP INC 5.000% 08/01/2023 DD 08/01/13	200,000.000	203,000.00	206,500.00	3,500.00
TUCF17813702 126650BS8	CVS PASS-THROUGH TRUST 144A 7.507% 01/10/2032 DD 12/22/09	345,931.635	407,829.20	421,230.57	13,401.37
TUCF17813702 12667FMF9	ALTERNATIVE LOAN TRUS 16CB 5A1 6.000% 08/25/2034 DD 06/01/04	342,696.125	357,881.36	357,908.41	27.05
TUCF17813702 14149YBA5	CARDINAL HEALTH INC 3.500% 11/15/2024 DD 11/19/14	300,000.000	300,348.00	303,324.00	2,976.00
TUCF17813702 161175AZ7	CHARTER COMMUNICATIONS OPERATI 6.384% 10/23/2035 DD 10/23/16	500,000.000	505,165.00	570,916.00	65,751.00
TUCF17813702 172967EW7	CITIGROUP INC 8.125% 07/15/2039 DD 07/23/09	112,000.000	160,639.36	166,424.16	5,784.80
TUCF17813702 172967KN0	CITIGROUP INC 3.400% 05/01/2026 DD 05/02/16	400,000.000	399,192.00	388,664.00	-10,528.00
TUCF17813702 212015AL5	CONTINENTAL RESOURCES INC/OK 4.500% 04/15/2023 DD 04/05/13	100,000.000	70,625.00	98,000.00	27,375.00
TUCF17813702 21684AAF3	COOPERATIEVE RABOBANK UA 3.750% 07/21/2026 DD 07/21/16	400,000.000	398,184.00	392,100.00	-6,084.00
TUCF17813702 224044BV8	COX COMMUNICATIONS INC 144A 8.375% 03/01/2039 DD 02/20/09	275,000.000	303,039.00	342,949.75	39,910.75
TUCF17813702 225433AT8	CREDIT SUISSE GROUP FUNDING GU 3.800% 06/09/2023 DD 06/10/16	400,000.000	398,856.00	399,560.00	704.00
TUCF17813702 251541AN8	DEUTSCHE BANK AG 144A 4.250% 10/14/2021 DD 10/14/16	600,000.000	600,696.00	602,316.00	1,620.00
TUCF17813702 25156PAC7	DEUTSCHE TELEKOM INTERNATIONAL VAR RT 06/15/2030 DD 07/06/00	500,000.000	693,220.00	735,060.00	41,840.00
TUCF17813702 25272KAR4	DIAMOND 1 FINANCE CORP / 144A 8.350% 07/15/2046 DD 06/01/16	300,000.000	313,668.00	369,387.00	55,719.00
TUCF17813702 26885BAB6	EQT MIDSTREAM PARTNERS LP 4.125% 12/01/2026 DD 11/04/16	100,000.000	99,191.00	97,475.00	-1,716.00
TUCF17813702 278642AF0	EBAY INC 4.000% 07/15/2042 DD 07/24/12	375,000.000	296,343.75	313,008.75	16,665.00
TUCF17813702 292505AE4	ENCANA CORP 6.625% 08/15/2037 DD 08/13/07	100,000.000	80,901.00	107,825.00	26,924.00
TUCF17813702 29273RAJ8	ENERGY TRANSFER PARTNERS LP 7.500% 07/01/2038 DD 03/28/08	500,000.000	461,815.00	579,735.00	117,920.00
TUCF17813702 29379VBC6	ENTERPRISE PRODUCTS OPERATING 5.100% 02/15/2045 DD 02/12/14	300,000.000	307,689.00	316,395.00	8,706.00
TUCF17813702 31428XBA3	FEDEX CORP 3.900% 02/01/2035 DD 01/09/15	50,000.000	45,514.50	48,011.50	2,497.00
TUCF17813702 31428XBB1	FEDEX CORP 4.100% 02/01/2045 DD 01/09/15	50,000.000	44,554.50	46,817.00	2,262.50
TUCF17813702 31620MAT3	FIDELITY NATIONAL INFORMATION 3.000% 08/15/2026 DD 08/16/16	300,000.000	296,673.00	281,679.00	-14,994.00
TUCF17813702 33766JAF0	FIRSTENERGY SOLUTIONS CORP 6.800% 08/15/2039 DD 08/07/09	300,000.000	283,059.00	106,500.00	-176,559.00
TUCF17813702 37045VAK6	GENERAL MOTORS CO 6.600% 04/01/2036 DD 02/23/16	200,000.000	199,840.00	228,602.00	28,762.00
TUCF17813702 37045XAZ9	GENERAL MOTORS FINANCIAL CO IN 4.300% 07/13/2025 DD 07/13/15	100,000.000	96,969.00	99,199.00	2,230.00
TUCF17813702 380956AD4	GOLDCORP INC 3.700% 03/15/2023 DD 03/20/13	450,000.000	410,769.00	442,714.50	31,945.50
TUCF17813702 38141GFD1	GOLDMAN SACHS GROUP INC/THE 6.750% 10/01/2037 DD 10/03/07	300,000.000	350,682.00	370,455.00	19,773.00
TUCF17813702 42307TAH1	KRAFT HEINZ FOODS CO 144A 7.125% 08/01/2039 DD 07/29/09	125,000.000	152,196.25	159,247.50	7,051.25
TUCF17813702 42824CAY5	HEWLETT PACKARD ENTERPRISE CO VAR RT 10/15/2045 DD 10/15/16	100,000.000	94,934.00	101,010.00	6,076.00
TUCF17813702 459745GC3	INTERNATIONAL LEASE FINAN 144A 7.125% 09/01/2018 DD 08/20/10	100,000.000	109,625.00	107,750.00	-1,875.00

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TUCF17813702 494550AQ9	KINDER MORGAN ENERGY PARTNERS 7.300% 08/15/2033 DD 08/19/02	100,000.000	91,617.00	117,354.00	25,737.00
TUCF17813702 494550AW6	KINDER MORGAN ENERGY PARTNERS 6.950% 01/15/2038 DD 06/21/07	500,000.000	429,455.00	579,985.00	150,530.00
TUCF17813702 552081AM3	LYONDELLBASELL INDUSTRIES NV 4.625% 02/26/2055 DD 03/05/15	400,000.000	324,392.00	371,696.00	47,304.00
TUCF17813702 565849AM8	MARATHON OIL CORP 5.200% 06/01/2045 DD 06/10/15	200,000.000	142,352.00	188,510.00	46,158.00
TUCF17813702 571748AV4	MARSH & MCLENNAN COS INC 3.500% 06/03/2024 DD 05/30/14	100,000.000	102,127.00	101,758.00	-369.00
TUCF17813702 58013MEY6	MCDONALD'S CORP 3.700% 01/30/2026 DD 12/09/15	200,000.000	199,836.00	203,620.00	3,784.00
TUCF17813702 59018YN64	BANK OF AMERICA CORP 6.875% 04/25/2018 DD 04/25/08	200,000.000	220,652.00	212,582.00	-8,070.00
TUCF17813702 59020UAC9	MERRILL LYNCH MORTGAGE A1 2A2 VAR RT 02/25/2034 DD 02/01/04	157,031.490	155,853.75	157,562.26	1,708.51
TUCF17813702 59156RAP3	METLIFE INC 6.400% 12/15/2066 DD 12/21/06	300,000.000	327,750.00	324,000.00	-3,750.00
TUCF17813702 6174467P8	MORGAN STANLEY 5.500% 07/24/2020 DD 07/26/10	400,000.000	445,048.00	438,084.00	-6,964.00
TUCF17813702 63938CAC2	NAVIENT CORP 5.875% 03/25/2021 DD 03/27/15	100,000.000	89,000.00	103,750.00	14,750.00
TUCF17813702 651639AP1	NEWMONT MINING CORP 4.875% 03/15/2042 DD 03/08/12	100,000.000	71,456.00	93,825.00	22,369.00
TUCF17813702 65504LAG2	NOBLE HOLDING INTERNATIONAL LT 6.050% 03/01/2041 DD 02/03/11	200,000.000	119,584.00	138,000.00	18,416.00
TUCF17813702 680223AK0	OLD REPUBLIC INTERNATIONAL COR 3.875% 08/26/2026 DD 08/26/16	100,000.000	98,232.00	95,122.00	-3,110.00
TUCF17813702 68268NAD5	ONEOK PARTNERS LP 6.850% 10/15/2037 DD 09/28/07	100,000.000	83,863.00	116,278.00	32,415.00
TUCF17813702 71645WAN1	PETROBRAS GLOBAL FINANCE BV 7.875% 03/15/2019 DD 02/11/09	129,000.000	129,841.59	138,267.36	8,425.77
TUCF17813702 71647NAK5	PETROBRAS GLOBAL FINANCE BV 7.250% 03/17/2044 DD 03/17/14	25,000.000	16,875.00	22,067.50	5,192.50
TUCF17813702 71647NAN9	PETROBRAS GLOBAL FINANCE BV 6.850% 06/05/2115 DD 06/05/15	75,000.000	48,562.50	60,750.00	12,187.50
TUCF17813702 71656LBK6	PETROLEOS MEXICANOS 144A 6.875% 08/04/2026 DD 02/04/16	200,000.000	199,630.00	211,000.00	11,370.00
TUCF17813702 723787AB3	PIONEER NATURAL RESOURCES CO 7.200% 01/15/2028 DD 01/13/98	100,000.000	106,783.00	120,805.00	14,022.00
TUCF17813702 72650RBA9	PLAINS ALL AMERICAN PIPELINE L 5.150% 06/01/2042 DD 03/22/12	300,000.000	272,070.00	278,157.00	6,087.00
TUCF17813702 72650RBC5	PLAINS ALL AMERICAN PIPELINE L 4.300% 01/31/2043 DD 12/10/12	100,000.000	65,834.00	82,851.00	17,017.00
TUCF17813702 74166NAA2	ADT CORP/THE 144A 4.875% 07/15/2032 DD 05/02/16	500,000.000	357,500.00	410,000.00	52,500.00
TUCF17813702 747262AH6	QVC INC 5.125% 07/02/2022 DD 01/02/13	600,000.000	598,086.00	621,108.00	23,022.00
TUCF17813702 749685AS2	RPM INTERNATIONAL INC 3.450% 11/15/2022 DD 10/23/12	600,000.000	575,280.00	594,954.00	19,674.00
TUCF17813702 761713BG0	REYNOLDS AMERICAN INC 4.450% 06/12/2025 DD 06/12/15	400,000.000	418,332.00	422,324.00	3,992.00
TUCF17813702 77340RAD9	ROCKIES EXPRESS PIPELINE 144A 7.500% 07/15/2038 DD 06/27/08	100,000.000	89,000.00	102,500.00	13,500.00
TUCF17813702 77340RAM9	ROCKIES EXPRESS PIPELINE 144A 6.875% 04/15/2040 DD 03/22/10	150,000.000	129,000.00	149,250.00	20,250.00
TUCF17813702 775109AL5	ROGERS COMMUNICATIONS INC 7.500% 08/15/2038 DD 08/06/08	200,000.000	258,896.00	263,034.00	4,138.00
TUCF17813702 780097BA8	ROYAL BANK OF SCOTLAND GROUP P 4.800% 04/05/2026 DD 04/05/16	350,000.000	349,366.50	350,395.50	1,029.00
TUCF17813702 780099CK1	ROYAL BANK OF SCOTLAND GROUP P VAR RT 12/29/2049 DD 08/10/15	200,000.000	193,000.00	191,500.00	-1,500.00
TUCF17813702 78442FAZ1	NAVIENT CORP 5.625% 08/01/2033 DD 07/21/03	694,000.000	464,980.00	572,550.00	107,570.00
TUCF17813702 80281LAA3	SANTANDER UK GROUP HOLDIN 144A 4.750% 09/15/2025 DD 09/15/15	300,000.000	299,784.00	293,700.00	-6,084.00
TUCF17813702 81744FBS5	SEQUOIA MORTGAGE TRUST 20 5 A1 VAR RT 06/20/2034 DD 05/01/04	300,887.102	296,097.88	289,438.35	-6,659.53
TUCF17813702 842587CX3	SOUTHERN CO/THE 4.400% 07/01/2046 DD 05/24/16	400,000.000	397,928.00	395,648.00	-2,280.00
TUCF17813702 84265VAJ4	SOUTHERN COPPER CORP 5.875% 04/23/2045 DD 04/23/15	125,000.000	95,765.00	122,716.25	26,951.25

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TUCF17813702 84756NAG4	SPECTRA ENERGY PARTNERS LP 4.500% 03/15/2045 DD 03/12/15	350,000.000	268,968.00	332,797.50	63,829.50
TUCF17813702 852060AG7	SPRINT CAPITAL CORP 6.900% 05/01/2019 DD 05/06/99	300,000.000	244,500.00	317,625.00	73,125.00
TUCF17813702 87124VAD1	SYDNEY AIRPORT FINANCE CO 144A 3.900% 03/22/2023 DD 10/23/12	800,000.000	798,616.00	818,424.00	19,808.00
TUCF17813702 884903BT1	THOMSON REUTERS CORP 3.850% 09/29/2024 DD 09/29/14	300,000.000	294,000.00	306,090.00	12,090.00
TUCF17813702 887317AL9	TIME WARNER INC 6.250% 03/29/2041 DD 04/01/11	500,000.000	555,285.00	583,390.00	28,105.00
TUCF17813702 88731EAJ9	TIME WARNER ENTERTAINMENT CO L 8.375% 07/15/2033 DD 01/15/94	250,000.000	294,927.50	327,552.50	32,625.00
TUCF17813702 893830AF6	TRANSOCEAN INC 7.500% 04/15/2031 DD 04/05/01	100,000.000	57,000.00	84,500.00	27,500.00
TUCF17813702 90131HBQ7	21ST CENTURY FOX AMERICA INC 6.150% 02/15/2041 DD 08/15/11	300,000.000	337,119.00	354,831.00	17,712.00
TUCF17813702 91831AAA9	VALEANT PHARMACEUTICALS I 144A 5.375% 03/15/2020 DD 03/27/15	400,000.000	375,000.00	338,000.00	-37,000.00
TUCF17813702 91912EAA3	VALE SA 5.625% 09/11/2042 DD 09/11/12	100,000.000	66,135.00	88,500.00	22,365.00
TUCF17813702 92343VBS2	VERIZON COMMUNICATIONS INC 6.400% 09/15/2033 DD 09/18/13	80,000.000	91,142.40	96,520.80	5,378.40
TUCF17813702 92343VCK8	VERIZON COMMUNICATIONS INC 4.862% 08/21/2046 DD 02/21/15	783,000.000	741,289.59	793,406.07	52,116.48
TUCF17813702 92343VCM4	VERIZON COMMUNICATIONS INC 5.012% 08/21/2054 DD 02/21/15	391,000.000	357,995.69	388,951.16	30,955.47
TUCF17813702 92553PAP7	VIACOM INC 4.375% 03/15/2043 DD 03/15/13	600,000.000	439,512.00	477,936.00	38,424.00
TUCF17813702 931427AQ1	WALGREENS BOOTS ALLIANCE INC 3.450% 06/01/2026 DD 06/01/16	100,000.000	99,748.00	98,160.00	-1,588.00
TUCF17813702 94106LBC2	WASTE MANAGEMENT INC 4.100% 03/01/2045 DD 02/26/15	450,000.000	418,513.50	445,351.50	26,838.00
TUCF17813702 94973VBK2	ANTHEM INC 4.650% 08/15/2044 DD 08/12/14	200,000.000	190,618.00	202,458.00	11,840.00
TUCF17813702 969457BM1	WILLIAMS COS INC/THE VAR RT 03/15/2032 DD 03/15/03	341,000.000	257,001.47	411,757.50	154,756.03
TUCF17813702 980236AM5	WOODSIDE FINANCE LTD 144A 3.650% 03/05/2025 DD 03/05/15	575,000.000	509,283.25	561,706.00	52,422.75
TUCF17813702 98417EAR1	GLENCORE FINANCE CANADA L 144A VAR RT 10/25/2042 DD 10/25/12	250,000.000	177,000.00	240,210.00	63,210.00
TUCF17813702 98956PAF9	ZIMMER BIOMET HOLDINGS INC 3.550% 04/01/2025 DD 03/19/15	575,000.000	558,739.00	560,044.25	1,305.25
TUCF17813702 98978VAB9	ZOETIS INC 3.250% 02/01/2023 DD 08/01/13	200,000.000	190,970.00	199,562.00	8,592.00
TUCF17813702 98978VAK9	ZOETIS INC 4.500% 11/13/2025 DD 11/13/15	100,000.000	101,345.00	106,015.00	4,670.00
TUCF17813702 EDBD21NR9	IHO VERWALTUNGS GMBH 144A 2.750% 09/15/2021	300,000.000	338,235.00	325,538.04	-12,696.96
TUCF17813702 EXBH4P3B8	BARCLAYS PLC VAR RT 12/15/2049	400,000.000	452,445.75	444,952.62	-7,493.13
TUCF17813902 00206RBH4	AT&T INC 4.300% 12/15/2042 DD 06/15/13	40,000.000	34,304.47	35,807.20	1,502.73
TUCF17813902 00206RBK7	AT&T INC 4.350% 06/15/2045 DD 06/15/13	530,000.000	471,650.60	472,245.90	595.30
TUCF17813902 00206RCG5	AT&T INC 4.800% 06/15/2044 DD 06/10/14	130,000.000	138,167.20	122,838.30	-15,328.90
TUCF17813902 00206RCP5	AT&T INC 4.500% 05/15/2035 DD 05/04/15	600,000.000	557,280.27	579,702.00	22,421.73
TUCF17813902 00206RCQ3	AT&T INC 4.750% 05/15/2046 DD 05/04/15	265,000.000	266,622.85	251,066.30	-15,556.55
TUCF17813902 00206RDE9	AT&T INC 6.350% 03/15/2040 DD 03/15/16	100,000.000	118,910.00	113,936.00	-4,974.00
TUCF17813902 00206RDF6	AT&T INC 6.000% 08/15/2040 DD 02/15/16	140,000.000	148,950.20	153,875.40	4,925.20
TUCF17813902 00206RDJ8	AT&T INC 4.500% 03/09/2048 DD 09/07/16	299,000.000	289,810.78	268,672.43	-21,138.35
TUCF17813902 00206RDK5	AT&T INC 4.550% 03/09/2049 DD 09/07/16	407,000.000	415,203.04	367,630.89	-47,572.15
TUCF17813902 00287YAR0	ABBVIE INC 4.500% 05/14/2035 DD 05/14/15	615,000.000	604,663.49	604,255.95	-407.54
TUCF17813902 00287YAS8	ABBVIE INC 4.700% 05/14/2045 DD 05/14/15	85,000.000	83,430.44	83,396.05	-34.39

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Security ID	Security Description	Shares	Cost	Market Value	Unrealized Gain/ Loss
TUCF17813902 00507UAH4	ACTAVIS FUNDING SCS 4.850% 06/15/2044 DD 06/19/14	90,000.000	95,455.80	89,235.00	-6,220.80
TUCF17813902 00507UAU5	ACTAVIS FUNDING SCS 4.750% 03/15/2045 DD 03/12/15	240,000.000	251,396.43	235,615.20	-15,781.23
TUCF17813902 00817YAX6	AETNA INC 4.375% 06/15/2046 DD 06/09/16	195,000.000	196,281.70	195,809.25	-472.45
TUCF17813902 013716AU9	RIO TINTO ALCAN INC 6.125% 12/15/2033 DD 12/08/03	100,000.000	100,091.00	110,683.00	10,592.00
TUCF17813902 015271AH2	ALEXANDRIA REAL ESTATE EQUITIE 4.300% 01/15/2026 DD 11/17/15	85,000.000	83,814.25	87,357.90	3,543.65
TUCF17813902 02209SAR4	ALTRIA GROUP INC 5.375% 01/31/2044 DD 10/31/13	255,000.000	275,235.45	294,555.60	19,320.15
TUCF17813902 026874CY1	AMERICAN INTERNATIONAL GROUP I 4.125% 02/15/2024 DD 10/02/13	190,000.000	195,189.35	197,261.80	2,072.45
TUCF17813902 026874DA2	AMERICAN INTERNATIONAL GROUP I 4.500% 07/16/2044 DD 07/16/14	215,000.000	192,803.65	212,007.20	19,203.55
TUCF17813902 031162BZ2	AMGEN INC 4.400% 05/01/2045 DD 05/01/15	110,000.000	116,114.10	105,440.50	-10,673.60
TUCF17813902 032479AD9	ANADARKO FINANCE CO 7.500% 05/01/2031 DD 04/26/01	585,000.000	625,753.35	744,500.25	118,746.90
TUCF17813902 032511BP1	ANADARKO PETROLEUM CORP 6.600% 03/15/2046 DD 03/17/16	115,000.000	114,949.82	141,836.40	26,886.58
TUCF17813902 04650NAB0	AT&T INC 5.350% 09/01/2040 DD 03/01/11	35,000.000	34,669.85	35,945.00	1,275.15
TUCF17813902 06051GFC8	BANK OF AMERICA CORP 5.000% 01/21/2044 DD 01/21/14	100,000.000	104,589.73	109,509.00	4,919.27
TUCF17813902 06051GFG9	BANK OF AMERICA CORP 4.875% 04/01/2044 DD 04/01/14	95,000.000	102,128.99	103,081.65	952.66
TUCF17813902 06051GFU8	BANK OF AMERICA CORP 4.450% 03/03/2026 DD 03/03/16	190,000.000	193,714.31	195,802.60	2,088.29
TUCF17813902 06051GGA1	BANK OF AMERICA CORP 3.248% 10/21/2027 DD 10/21/16	240,000.000	240,000.00	229,128.00	-10,872.00
TUCF17813902 06849RAK8	BARRICK NORTH AMERICA FINANCE 5.750% 05/01/2043 DD 05/02/13	275,000.000	199,146.75	289,063.50	89,916.75
TUCF17813902 06849UAD7	BARRICK PD AUSTRALIA FINANCE P 5.950% 10/15/2039 DD 10/16/09	80,000.000	54,598.40	84,610.40	30,012.00
TUCF17813902 07177MAN3	BAXALTA INC 5.250% 06/23/2045 DD 12/23/15	330,000.000	391,865.80	352,248.60	-39,617.20
TUCF17813902 116663AC9	BRUCE MANSFIELD UNIT 1 2007 PA 6.850% 06/01/2034 DD 07/13/07	41,700.870	41,888.94	12,510.26	-29,378.68
TUCF17813902 126650CN8	CVS HEALTH CORP 5.125% 07/20/2045 DD 07/20/15	285,000.000	301,893.98	317,618.25	15,724.27
TUCF17813902 126650CU2	CVS HEALTH CORP 2.875% 06/01/2026 DD 05/25/16	120,000.000	118,761.60	114,380.40	-4,381.20
TUCF17813902 13645RAX2	CANADIAN PACIFIC RAILWAY CO 6.125% 09/15/2115 DD 09/11/15	655,000.000	695,911.64	784,224.95	88,313.31
TUCF17813902 14149YAY4	CARDINAL HEALTH INC 3.200% 03/15/2023 DD 02/22/13	55,000.000	54,474.45	55,497.20	1,022.75
TUCF17813902 161175AZ7	CHARTER COMMUNICATIONS OPERATI 6.384% 10/23/2035 DD 10/23/16	675,000.000	681,704.21	770,736.60	89,032.39
TUCF17813902 172967BL4	CITIGROUP INC 6.625% 06/15/2032 DD 06/06/02	70,000.000	82,755.90	84,916.30	2,160.40
TUCF17813902 172967FX4	CITIGROUP INC 5.875% 01/30/2042 DD 01/26/12	65,000.000	80,554.10	77,010.05	-3,544.05
TUCF17813902 172967JC6	CITIGROUP INC 4.300% 11/20/2026 DD 11/20/14	80,000.000	81,827.65	80,730.40	-1,097.25
TUCF17813902 172967KA8	CITIGROUP INC 4.450% 09/29/2027 DD 09/29/15	720,000.000	718,954.96	731,412.00	12,457.04
TUCF17813902 172967KJ9	CITIGROUP INC 4.600% 03/09/2026 DD 03/09/16	160,000.000	160,783.99	165,372.80	4,588.81
TUCF17813902 172967KR1	CITIGROUP INC 4.750% 05/18/2046 DD 05/18/16	185,000.000	185,119.17	185,212.75	93.58
TUCF17813902 172967KY6	CITIGROUP INC 3.200% 10/21/2026 DD 10/21/16	205,000.000	204,879.05	196,025.10	-8,853.95
TUCF17813902 198280AH2	COLUMBIA PIPELINE GROUP INC 5.800% 06/01/2045 DD 12/01/15	190,000.000	191,999.83	218,494.30	26,494.47
TUCF17813902 20030NAF8	COMCAST CORP 5.650% 06/15/2035 DD 06/09/05	170,000.000	197,582.90	203,175.50	5,592.60
TUCF17813902 25156PAC7	DEUTSCHE TELEKOM INTERNATIONAL VAR RT 06/15/2030 DD 07/06/00	200,000.000	278,135.20	294,024.00	15,888.80
TUCF17813902 251799AA0	DEVON ENERGY CORP 7.950% 04/15/2032 DD 03/25/02	325,000.000	339,079.60	411,521.50	72,441.90

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Security ID	Security Description	Shares	Cost	Market Value	Unrealized Gain/ Loss
TUCF17813902 25272KAR4	DIAMOND 1 FINANCE CORP / 144A 8.350% 07/15/2046 DD 06/01/16	245,000.000	253,059.60	301,666.05	48,606.45
TUCF17813902 29273RAZ2	ENERGY TRANSFER PARTNERS LP 5.950% 10/01/2043 DD 09/19/13	140,000.000	112,655.80	144,288.20	31,632.40
TUCF17813902 29273RBE8	ENERGY TRANSFER PARTNERS LP 4.900% 03/15/2035 DD 03/12/15	155,000.000	114,189.75	144,852.15	30,662.40
TUCF17813902 29273RBF5	ENERGY TRANSFER PARTNERS LP 5.150% 03/15/2045 DD 03/12/15	355,000.000	254,012.14	340,473.40	86,461.26
TUCF17813902 29273RBJ7	ENERGY TRANSFER PARTNERS LP 6.125% 12/15/2045 DD 06/23/15	205,000.000	167,628.54	218,107.70	50,479.16
TUCF17813902 293791AF6	ENTERPRISE PRODUCTS OPERATING 6.875% 03/01/2033 DD 02/14/03	90,000.000	93,948.30	109,988.10	16,039.80
TUCF17813902 293791AP4	ENTERPRISE PRODUCTS OPERATING 6.650% 10/15/2034 DD 10/04/04	170,000.000	175,776.00	204,515.10	28,739.10
TUCF17813902 29379VAV5	ENTERPRISE PRODUCTS OPERATING 5.700% 02/15/2042 DD 08/24/11	70,000.000	62,974.90	76,722.80	13,747.90
TUCF17813902 29379VAZ6	ENTERPRISE PRODUCTS OPERATING 3.350% 03/15/2023 DD 03/18/13	325,000.000	296,244.30	329,017.00	32,772.70
TUCF17813902 29379VBE2	ENTERPRISE PRODUCTS OPERATING 3.750% 02/15/2025 DD 10/14/14	135,000.000	123,804.65	137,168.10	13,363.45
TUCF17813902 29379VBF9	ENTERPRISE PRODUCTS OPERATING 4.950% 10/15/2054 DD 10/14/14	185,000.000	145,000.85	179,289.05	34,288.20
TUCF17813902 29379VB11	ENTERPRISE PRODUCTS OPERATING 4.900% 05/15/2046 DD 05/07/15	5,000.000	4,103.75	5,132.50	1,028.75
TUCF17813902 30161MAN3	EXELON GENERATION CO LLC 5.600% 06/15/2042 DD 12/15/12	440,000.000	411,608.90	407,374.00	-4,234.90
TUCF17813902 30161NAQ4	EXELON CORP 4.950% 06/15/2035 DD 12/15/15	205,000.000	207,289.70	217,486.55	10,196.85
TUCF17813902 30219GAN8	EXPRESS SCRIPTS HOLDING CO 3.400% 03/01/2027 DD 07/05/16	100,000.000	99,959.00	93,691.00	-6,268.00
TUCF17813902 345277AE7	FORD HOLDINGS LLC 9.300% 03/01/2030 DD 03/01/98	189,000.000	259,447.83	256,809.42	-2,638.41
TUCF17813902 345370BR0	FORD MOTOR CO 7.400% 11/01/2046 DD 11/01/96	105,000.000	129,118.34	137,225.55	8,107.21
TUCF17813902 345370CA6	FORD MOTOR CO 7.450% 07/16/2031 DD 07/16/99	140,000.000	173,103.00	175,707.00	2,604.00
TUCF17813902 345370CQ1	FORD MOTOR CO 4.750% 01/15/2043 DD 01/08/13	45,000.000	48,329.45	42,723.45	-5,606.00
TUCF17813902 345370CS7	FORD MOTOR CO 5.291% 12/08/2046 DD 12/08/16	275,000.000	275,000.00	278,572.25	3,572.25
TUCF17813902 35177PAX5	ORANGE SA 5.375% 01/13/2042 DD 01/13/12	275,000.000	285,598.28	307,697.50	22,099.22
TUCF17813902 37045VAF7	GENERAL MOTORS CO 6.250% 10/02/2043 DD 04/02/14	455,000.000	481,766.30	502,993.40	21,227.10
TUCF17813902 37045VAK6	GENERAL MOTORS CO 6.600% 04/01/2036 DD 02/23/16	150,000.000	156,611.65	171,451.50	14,839.85
TUCF17813902 37045XBG0	GENERAL MOTORS FINANCIAL CO IN 5.250% 03/01/2026 DD 03/01/16	145,000.000	144,476.55	152,321.05	7,844.50
TUCF17813902 38143YAC7	GOLDMAN SACHS GROUP INC/THE 6.450% 05/01/2036 DD 04/18/06	175,000.000	198,044.88	208,559.75	10,514.87
TUCF17813902 38145GAH3	GOLDMAN SACHS GROUP INC/THE 3.500% 11/16/2026 DD 11/16/16	295,000.000	294,235.95	288,212.05	-6,023.90
TUCF17813902 38148LAF3	GOLDMAN SACHS GROUP INC/THE 5.150% 05/22/2045 DD 05/22/15	470,000.000	464,415.95	494,280.20	29,864.25
TUCF17813902 40049JBA4	GRUPO TELEVISA SAB 5.000% 05/13/2045 DD 05/13/14	400,000.000	344,205.60	339,436.00	-4,769.60
TUCF17813902 40049JBC0	GRUPO TELEVISA SAB 6.125% 01/31/2046 DD 11/24/15	240,000.000	239,935.70	238,173.60	-1,762.10
TUCF17813902 406216BK6	HALLIBURTON CO 5.000% 11/15/2045 DD 11/13/15	395,000.000	383,444.30	425,987.75	42,543.45
TUCF17813902 416515AP9	HARTFORD FINANCIAL SERVICES GR 6.100% 10/01/2041 DD 10/10/06	45,000.000	52,584.60	52,807.05	222.45
TUCF17813902 416515BA1	HARTFORD FINANCIAL SERVICES GR 6.625% 03/30/2040 DD 03/23/10	435,000.000	538,274.25	536,816.10	-1,458.15
TUCF17813902 42217KBF2	WELLTOWER INC 4.000% 06/01/2025 DD 05/26/15	65,000.000	64,238.12	66,429.35	2,191.23
TUCF17813902 444859BB7	HUMANA INC 4.625% 12/01/2042 DD 12/10/12	45,000.000	44,387.10	43,173.45	-1,213.65
TUCF17813902 444859BE1	HUMANA INC 4.950% 10/01/2044 DD 09/19/14	95,000.000	98,446.60	99,851.65	1,405.05
TUCF17813902 465685AG0	ITC HOLDINGS CORP 4.050% 07/01/2023 DD 07/03/13	495,000.000	509,291.65	507,815.55	-1,476.10

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TUCF17813902 46625HLL2	JPMORGAN CHASE & CO 4.950% 06/01/2045 DD 05/29/15	115,000.000	115,024.49	122,625.65	7,601.16
TUCF17813902 46625HNJ5	JPMORGAN CHASE & CO 4.250% 10/01/2027 DD 09/25/15	305,000.000	313,317.35	313,366.15	48.80
TUCF17813902 46625HRX0	JPMORGAN CHASE & CO 3.625% 12/01/2027 DD 11/16/16	240,000.000	239,584.80	232,845.60	-6,739.20
TUCF17813902 478375AL2	JOHNSON CONTROLS INTERNATIONAL STEP 07/02/2044 DD 07/02/2016	240,000.000	229,744.80	238,250.40	8,505.60
TUCF17813902 478375AN8	JOHNSON CONTROLS INTERNATIONAL STEP 07/02/2064 DD 07/02/2016	190,000.000	178,911.60	177,186.40	-1,725.20
TUCF17813902 494550BS4	KINDER MORGAN ENERGY PARTNERS 4.150% 02/01/2024 DD 08/05/13	1,290,000.000	1,116,804.40	1,307,608.50	190,804.10
TUCF17813902 49456BAG6	KINDER MORGAN INC/DE 5.300% 12/01/2034 DD 11/26/14	115,000.000	91,020.80	116,707.75	25,686.95
TUCF17813902 50077LAB2	KRAFT HEINZ FOODS CO 4.375% 06/01/2046 DD 05/24/16	540,000.000	538,293.60	508,129.20	-30,164.40
TUCF17813902 50077LAL0	KRAFT HEINZ FOODS CO 5.000% 07/15/2035 DD 07/15/16	290,000.000	297,937.85	304,239.00	6,301.15
TUCF17813902 51808BAE2	ENI USA INC 7.300% 11/15/2027 DD 11/12/97	270,000.000	320,147.10	333,514.80	13,367.70
TUCF17813902 53079EAZ7	LIBERTY MUTUAL GROUP INC 144A 6.500% 05/01/2042 DD 05/04/12	115,000.000	131,431.35	136,347.45	4,916.10
TUCF17813902 53079EBE3	LIBERTY MUTUAL GROUP INC 144A 4.250% 06/15/2023 DD 06/18/13	100,000.000	101,607.00	104,698.00	3,091.00
TUCF17813902 539830AZ2	LOCKHEED MARTIN CORP 4.850% 09/15/2041 DD 09/09/11	55,000.000	56,789.85	60,527.50	3,737.65
TUCF17813902 539830BK4	LOCKHEED MARTIN CORP 4.500% 05/15/2036 DD 11/23/15	70,000.000	70,845.20	74,422.60	3,577.40
TUCF17813902 58013MEV2	MCDONALD'S CORP 4.600% 05/26/2045 DD 05/26/15	260,000.000	295,376.90	268,465.60	-26,911.30
TUCF17813902 581557BC8	MCKESSON CORP 4.883% 03/15/2044 DD 03/10/14	215,000.000	216,762.55	218,710.90	1,948.35
TUCF17813902 59562EAH8	MIDAMERICAN ENERGY CO 5.800% 10/15/2036 DD 10/06/06	30,000.000	36,038.80	36,303.30	264.50
TUCF17813902 60871RAG5	MOLSON COORS BREWING CO 3.000% 07/15/2026 DD 07/07/16	195,000.000	194,697.75	184,335.45	-10,362.30
TUCF17813902 60871RAH3	MOLSON COORS BREWING CO 4.200% 07/15/2046 DD 07/07/16	105,000.000	104,324.85	97,894.65	-6,430.20
TUCF17813902 615369AE5	MOODY'S CORP 5.250% 07/15/2044 DD 07/16/14	335,000.000	343,870.09	369,223.60	25,353.51
TUCF17813902 6174467Y9	MORGAN STANLEY 4.350% 09/08/2026 DD 09/08/14	175,000.000	178,008.22	179,331.25	1,323.03
TUCF17813902 61747YDY8	MORGAN STANLEY 4.300% 01/27/2045 DD 01/27/15	415,000.000	398,940.67	413,576.55	14,635.88
TUCF17813902 617482V92	MORGAN STANLEY 6.375% 07/24/2042 DD 07/24/12	160,000.000	201,955.28	205,627.20	3,671.92
TUCF17813902 637417AF3	NATIONAL RETAIL PROPERTIES INC 3.300% 04/15/2023 DD 04/15/13	150,000.000	144,319.50	149,121.00	4,801.50
TUCF17813902 651639AE6	NEWMONT MINING CORP 5.875% 04/01/2035 DD 03/22/05	255,000.000	226,511.97	272,842.35	46,330.38
TUCF17813902 651639AM8	NEWMONT MINING CORP 6.250% 10/01/2039 DD 09/18/09	165,000.000	132,965.90	181,526.40	48,560.50
TUCF17813902 651639AP1	NEWMONT MINING CORP 4.875% 03/15/2042 DD 03/08/12	220,000.000	221,037.30	206,415.00	-14,622.30
TUCF17813902 655044AJ4	NOBLE ENERGY INC 5.050% 11/15/2044 DD 11/07/14	255,000.000	206,029.55	255,752.25	49,722.70
TUCF17813902 655844BD9	NORFOLK SOUTHERN CORP 6.000% 05/23/2111 DD 05/23/11	285,000.000	299,370.65	333,398.70	34,028.05
TUCF17813902 655844BR8	NORFOLK SOUTHERN CORP 4.650% 01/15/2046 DD 11/03/15	120,000.000	115,031.10	127,591.20	12,560.10
TUCF17813902 666807BH4	NORTHROP GRUMMAN CORP 4.750% 06/01/2043 DD 05/31/13	440,000.000	456,343.10	479,380.00	23,036.90
TUCF17813902 667748AF4	NORTHWEST PIPELINE LLC 7.125% 12/01/2025 DD 12/05/95	50,000.000	47,599.50	59,457.50	11,858.00
TUCF17813902 677052AA0	OGLETHORPE POWER CORP 5.375% 11/01/2040 DD 11/09/10	425,000.000	457,254.25	476,820.25	19,566.00
TUCF17813902 713448DP0	PEPSICO INC 3.450% 10/06/2046 DD 10/06/16	390,000.000	384,853.65	355,286.10	-29,567.55
TUCF17813902 714295AA0	PERRIGO FINANCE UNLIMITED CO 4.900% 12/15/2044 DD 12/02/14	55,000.000	50,003.72	50,518.60	514.88
TUCF17813902 71654QBX9	PETROLEOS MEXICANOS 5.625% 01/23/2046 DD 01/23/16	220,000.000	168,900.40	182,600.00	13,699.60

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Security ID	Security Description	Shares	Cost	Market Value	Unrealized Gain/ Loss
TUCF17813902 71656LBK6	PETROLEOS MEXICANOS 144A 6.875% 08/04/2026 DD 02/04/16	150,000.000	149,722.50	158,250.00	8,527.50
TUCF17813902 71656LBQ3	PETROLEOS MEXICANOS 144A 6.500% 03/13/2027 DD 12/13/16	255,000.000	252,689.70	263,032.50	10,342.80
TUCF17813902 718546AL8	PHILLIPS 66 4.875% 11/15/2044 DD 11/17/14	135,000.000	121,034.00	142,569.45	21,535.45
TUCF17813902 725906AN1	PLACER DOME INC 6.450% 10/15/2035 DD 04/15/04	60,000.000	46,523.40	63,067.80	16,544.40
TUCF17813902 74432QAC9	PRUDENTIAL FINANCIAL INC 5.750% 07/15/2033 DD 07/07/03	210,000.000	237,906.90	239,780.10	1,873.20
TUCF17813902 775109BB6	ROGERS COMMUNICATIONS INC 5.000% 03/15/2044 DD 03/10/14	255,000.000	256,580.50	272,773.50	16,193.00
TUCF17813902 780641AH9	KONINKLIJKE KPN NV 8.375% 10/01/2030 DD 10/04/00	110,000.000	144,357.61	146,873.10	2,515.49
TUCF17813902 82481LAD1	SHIRE ACQUISITIONS INVESTMENTS 3.200% 09/23/2026 DD 09/23/16	650,000.000	649,226.50	607,321.00	-41,905.50
TUCF17813902 84265VAJ4	SOUTHERN COPPER CORP 5.875% 04/23/2045 DD 04/23/15	450,000.000	358,796.25	441,778.50	82,982.25
TUCF17813902 867229AC0	SUNCOR ENERGY INC 7.150% 02/01/2032 DD 01/29/02	220,000.000	249,774.80	279,877.40	30,102.60
TUCF17813902 86765BAQ2	SUNOCO LOGISTICS PARTNERS OPER 5.350% 05/15/2045 DD 11/17/14	510,000.000	380,888.40	492,486.60	111,598.20
TUCF17813902 87233QAB4	TC PIPELINES LP 4.375% 03/13/2025 DD 03/13/15	165,000.000	146,451.75	166,333.20	19,881.45
TUCF17813902 87246YAC0	TIAA ASSET MANAGEMENT FIN 144A 4.125% 11/01/2024 DD 10/30/14	220,000.000	221,184.80	222,206.60	1,021.80
TUCF17813902 880451AS8	TENNESSEE GAS PIPELINE CO LLC 7.000% 03/15/2027 DD 03/13/97	35,000.000	34,246.10	40,735.80	6,489.70
TUCF17813902 880451AV1	TENNESSEE GAS PIPELINE CO LLC 7.000% 10/15/2028 DD 10/09/98	250,000.000	243,690.59	292,102.50	48,411.91
TUCF17813902 882389CC1	TEXAS EASTERN TRANSMISSION LP 7.000% 07/15/2032 DD 07/02/02	100,000.000	109,823.00	122,124.00	12,301.00
TUCF17813902 887315BM0	TIME WARNER COS INC 6.950% 01/15/2028 DD 01/12/98	250,000.000	299,917.50	312,085.00	12,167.50
TUCF17813902 887317AL9	TIME WARNER INC 6.250% 03/29/2041 DD 04/01/11	15,000.000	16,739.90	17,501.70	761.80
TUCF17813902 887317AR6	TIME WARNER INC 4.050% 12/15/2023 DD 12/16/13	355,000.000	363,648.95	366,100.85	2,451.90
TUCF17813902 887317BB0	TIME WARNER INC 3.800% 02/15/2027 DD 12/08/16	100,000.000	99,615.00	99,432.00	-183.00
TUCF17813902 88732JAN8	TIME WARNER CABLE LLC 7.300% 07/01/2038 DD 06/19/08	115,000.000	124,391.05	141,466.10	17,075.05
TUCF17813902 88732JAU2	TIME WARNER CABLE LLC 6.750% 06/15/2039 DD 06/29/09	130,000.000	131,526.00	151,135.40	19,609.40
TUCF17813902 88732JAY4	TIME WARNER CABLE LLC 5.875% 11/15/2040 DD 11/15/10	130,000.000	123,659.50	138,638.50	14,979.00
TUCF17813902 88732JBD9	TIME WARNER CABLE LLC 4.500% 09/15/2042 DD 08/10/12	155,000.000	122,635.85	140,377.30	17,741.45
TUCF17813902 893570BM2	TRANSCONTINENTAL GAS PIPE LINE 7.250% 12/01/2026 DD 12/02/96	10,000.000	10,436.20	11,921.70	1,485.50
TUCF17813902 893574AF0	TRANSCONTINENTAL GAS PIPE LINE 4.450% 08/01/2042 DD 07/13/12	60,000.000	48,804.00	54,794.40	5,990.40
TUCF17813902 893574AG8	TRANSCONTINENTAL GAS PIPE 144A 7.850% 02/01/2026 DD 01/22/16	340,000.000	339,405.00	428,729.80	89,324.80
TUCF17813902 90131HAB1	21ST CENTURY FOX AMERICA INC 5.400% 10/01/2043 DD 09/30/13	80,000.000	83,353.45	86,144.00	2,790.55
TUCF17813902 90131HBC8	21ST CENTURY FOX AMERICA INC 7.625% 11/30/2028 DD 11/30/98	67,000.000	84,428.71	85,887.97	1,459.26
TUCF17813902 90131HBD6	21ST CENTURY FOX AMERICA INC 6.550% 03/15/2033 DD 09/15/03	100,000.000	114,922.80	121,390.00	6,467.20
TUCF17813902 90131HBK0	21ST CENTURY FOX AMERICA INC 6.150% 03/01/2037 DD 03/02/07	190,000.000	212,497.60	222,349.40	9,851.80
TUCF17813902 90131HBQ7	21ST CENTURY FOX AMERICA INC 6.150% 02/15/2041 DD 08/15/11	120,000.000	135,013.50	141,932.40	6,918.90
TUCF17813902 90351DAB3	UBS GROUP FUNDING JERSEY 144A 4.125% 09/24/2025 DD 09/24/15	65,000.000	65,039.41	66,252.55	1,213.14
TUCF17813902 907834AG0	ANADARKO HOLDING CO 7.150% 05/15/2028 DD 05/18/98	70,000.000	71,565.20	84,828.10	13,262.90
TUCF17813902 92343VCK8	VERIZON COMMUNICATIONS INC 4.862% 08/21/2046 DD 02/21/15	65,000.000	61,878.75	65,863.85	3,985.10
TUCF17813902 92343VCM4	VERIZON COMMUNICATIONS INC 5.012% 08/21/2054 DD 02/21/15	199,000.000	183,246.41	197,957.24	14,710.83

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TUCF17813902 92344GAX4	VERIZON COMMUNICATIONS INC 5.850% 09/15/2035 DD 09/13/05	8,000.000	8,636.08	9,136.56	500.48
TUCF17813902 925524AX8	VIACOM INC 6.875% 04/30/2036 DD 04/12/06	65,000.000	76,031.15	70,879.25	-5,151.90
TUCF17813902 92553PAU6	VIACOM INC 5.850% 09/01/2043 DD 08/19/13	575,000.000	517,161.30	563,500.00	46,338.70
TUCF17813902 92553PAZ5	VIACOM INC 4.850% 12/15/2034 DD 12/10/14	135,000.000	110,824.75	120,348.45	9,523.70
TUCF17813902 931427AB4	WALGREENS BOOTS ALLIANCE INC 4.500% 11/18/2034 DD 11/18/14	105,000.000	95,886.00	105,656.25	9,770.25
TUCF17813902 931427AC2	WALGREENS BOOTS ALLIANCE INC 4.800% 11/18/2044 DD 11/18/14	295,000.000	276,749.05	303,203.95	26,454.90
TUCF17813902 94973VBF3	ANTHEM INC 5.100% 01/15/2044 DD 08/06/13	125,000.000	144,899.80	133,193.75	-11,706.05
TUCF17813902 94974BGT1	WELLS FARGO & CO 4.400% 06/14/2046 DD 06/14/16	315,000.000	317,045.78	301,470.75	-15,575.03
TUCF17813902 94974BGU8	WELLS FARGO & CO 4.750% 12/07/2046 DD 12/08/16	405,000.000	405,242.70	411,018.30	5,775.60
TUCF17813902 95040QAC8	WELLTOWER INC 4.250% 04/01/2026 DD 03/01/16	155,000.000	153,801.85	160,671.45	6,869.60
<u>TOTAL CORPORATE DEBT INSTRUMENTS</u>			<u>69,527,441.04</u>	<u>73,532,202.60</u>	<u>4,004,761.56</u>
CORPORATE STOCK - PREFERRED					
TUCF17813702 172967GD7	CITIGROUP INC VAR RT 07/29/2049 DD 10/29/12	250,000.000	250,781.25	253,437.50	2,656.25
TUCF17813702 172967JM4	CITIGROUP INC VAR RT 12/29/2049 DD 04/24/15	725,000.000	697,812.50	716,082.50	18,270.00
TUCF17813702 172967KD2	CITIGROUP INC VAR RT 12/29/2049 DD 11/13/15	50,000.000	51,000.00	51,750.00	750.00
TUCF17813702 46625HKK5	JPMORGAN CHASE & CO VAR RT 12/29/2049 DD 04/21/15	200,000.000	199,250.00	204,112.00	4,862.00
<u>TOTAL CORPORATE STOCK - PREFERRED</u>			<u>1,198,843.75</u>	<u>1,225,382.00</u>	<u>26,538.25</u>
OTHER INVESTMENTS					
TUCF17813702 02765UDN1	AMERICAN MUNI PWR-OHIO INC OHR 5.939% 02/15/2047 DD 09/29/10	600,000.000	692,274.00	706,218.00	13,944.00
TUCF17813702 02765UEQ3	AMERICAN MUNI PWR-OHIO INC OHR 6.270% 02/15/2050 DD 05/23/11	100,000.000	116,447.00	120,042.00	3,595.00
TUCF17813702 072024PY2	BAY AREA CA TOLL AUTH TOLL BRI 6.907% 10/01/2050 DD 11/04/10	400,000.000	546,076.00	561,480.00	15,404.00
TUCF17813702 105756BY5	BRAZILIAN GOVERNMENT INTERNATI 5.625% 02/21/2047 DD 07/28/16	200,000.000	192,928.00	175,500.00	-17,428.00
TUCF17813702 12082TAL6	BURBANK CA WTR & PWR ELEC REVE 6.323% 06/01/2040 DD 03/31/10	300,000.000	362,244.00	363,789.00	1,545.00
TUCF17813702 13077CTL8	CALIFORNIA ST UNIV REVENUE 6.484% 11/01/2041 DD 04/06/10	400,000.000	506,276.00	504,376.00	-1,900.00
TUCF17813702 16772PAQ9	CHICAGO IL TRANSIT AUTH SALES 6.200% 12/01/2040 DD 04/06/10	200,000.000	215,664.00	233,856.00	18,192.00
TUCF17813702 54438CPC0	LOS ANGELES CA CMNTY CLG DIST 6.680% 08/01/2036 DD 08/10/10	200,000.000	261,848.00	264,012.00	2,164.00
TUCF17813702 5446526E5	LOS ANGELES CA WSTWTR SYS REVE 5.713% 06/01/2039 DD 10/21/10	400,000.000	472,288.00	477,544.00	5,256.00
TUCF17813702 5447122H4	LOS ANGELES CNTY CA MET TRANSP 5.735% 06/01/2039 DD 11/16/10	300,000.000	364,653.00	368,625.00	3,972.00
TUCF17813702 54473ENS9	LOS ANGELES CNTY CA PUBLIC WKS 7.618% 08/01/2040 DD 11/23/10	500,000.000	698,270.00	708,025.00	9,755.00
TUCF17813702 59259NZN6	MET TRANSPRTN AUTH NY DEDICATE 6.089% 11/15/2040 DD 03/25/10	100,000.000	126,394.00	126,840.00	446.00
TUCF17813702 6499022E2	NEW YORK ST DORM AUTH ST PERSO 5.289% 03/15/2033 DD 10/14/10	400,000.000	466,784.00	465,044.00	-1,740.00
TUCF17813702 650035TD0	NEW YORK ST URBAN DEV CORP REV 5.770% 03/15/2039 DD 12/01/09	400,000.000	485,016.00	481,204.00	-3,812.00
TUCF17813702 79765RTK5	SAN FRANCISCO CITY & CNTY CA P 6.000% 11/01/2040 DD 08/04/10	200,000.000	243,790.00	244,036.00	246.00
TUCF17813702 89602NVM3	TRIBOROUGH NY BRIDGE & TUNNEL 5.550% 11/15/2040 DD 10/28/10	600,000.000	695,664.00	714,786.00	19,122.00

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TUCF17813702 91412GDZ5	UNIV OF CALIFORNIA CA REVENUES 5.946% 05/15/2045 DD 09/30/10	200,000.000	244,000.00	246,568.00	2,568.00
TUCF17813702 91412GEA9	UNIV OF CALIFORNIA CA REVENUES 6.296% 05/15/2050 DD 09/30/10	200,000.000	229,810.00	227,278.00	-2,532.00
TUCF17813702 99F133C7A	US TREAS BD FUTURE (CBT) EXP MAR 17	11.000	0.00	-17,439.61	-17,439.61
TUCF17813702 99F139C7A	US 10 YR TREAS NTS FUTURE(CBT) EXP MAR 17	35.000	0.00	-34,109.36	-34,109.36
TUCF17813702 99F167C7C	90DAY EURODOLLAR FUTURE (CME) EXP MAR 17	-17.000	-10,840.35	-25,290.35	-14,450.00
TUCF17813702 99F700C7A	US ULTRA BOND (CBT) EXP MAR 17	7.000	0.00	-10,213.68	-10,213.68
TUCF17813702 99QAC1WY8	CCP CDS SP UL CDX.NA.IG.25 R 100 BPS 2020 DEC 20 ICE	9,450,000.000	32,707.01	154,923.30	122,216.29
TUCF17813702 99QAC65J0	CDS SP UL REPUBLIC OF ITALY R 100BPS 2021 JUN 20	200,000.000	0.00	-3,065.82	-3,065.82
TUCF17813702 99QAC6QG3	CCP CDX SP UL CDX.NA.IG.26 R 100BPS 2021 JUNE 20 ICE	50,000.000	638.01	835.05	197.04
TUCF17813702 99QAC8CL3	CCP_IRS R LIB3M 100BPS P 2.25% 2046 DEC 21 CME	1,800,000.000	0.01	144,672.30	144,672.29
TUCF17813702 99QADA709	CDS SP KINGDOM OF SAUDI ARABIA R 100 BPS 20 DEC 2021	100,000.000	0.00	-611.55	-611.55
TUCF17813702 99QADA766	CDS SP KINGDOM OF SAUDI ARABIA R 100 BPS 20 DEC 2021	100,000.000	0.00	-611.55	-611.55
TUCF17813702 99QADA9M9	CDS SP KINGDOM OF SAUDI ARABIA R 100 BPS 20 DEC 2021	200,000.000	0.00	-1,223.10	-1,223.10
TUCF17813702 99QADASK2	CCP_SP CDX.NA.IG.27 5Y R 100BPS 2021 DEC 20 ICE	2,150,000.000	26,812.63	32,531.65	5,719.02
TUCF17813702 EDF306C7S	EURO-BUND FUTURE (EUX) EXP MAR 17	-12.000	0.00	-30,693.23	-30,693.23
TUCF17813702 NA9QC70P4	CDS SP UL FEDERATIVE REPUBLIC R 100BPS 2018 DEC 20	100,000.000	-8,690.37	-327.24	8,363.13
TUCF17813702 NA9QD9AT0	CDS SP UL REPUBLIC OF ITALY R 100BPS 2020 JUN 20	600,000.000	4,757.21	-4,263.49	-9,020.70
TUCF17813702 NA9QD9D00	CDS SP UL REPUBLIC OF ITALY R 100BPS 2020 JUN 20	600,000.000	4,757.21	-4,263.49	-9,020.70
TUCF17813702 NA9QD9GH0	CDS SP UL REPUBLIC OF ITALY R 100BPS 2020 JUN 20	100,000.000	792.87	-710.58	-1,503.45
TUCF17813702 NA9QDCEH5	CDS SP UL FEDERATIVE REPUBLIC R 100BPS 2018 DEC 20	400,000.000	-34,761.49	-1,308.94	33,452.55
TUCF17813702 NA9QDJ0M4	CDS SP UL REPUBLIC OF ITALY R 100BPS 2019 MAR 20	1,400,000.000	15,204.34	587.83	-14,616.51
TUCF17813702 NA9QDRL43	CDS SP UL PETROLEO BRASILEIRO R 100BPS 2019 JUN 20	100,000.000	0.00	-4,959.24	-4,959.24
TUCF17813702 NA9QDU9A6	CXT SP UL CDX.NA.IG.21 R 100BPS 2018 DEC 20	1,100,000.000	17,161.71	18,855.90	1,694.19
TUCF17813702 NA9QDZUG8	CXT SP UL CDX.NA.HY.23 R 500BPS 2019 DEC 20	450,000.000	53,415.85	59,629.11	6,213.26
TUCF17813702 NA9QE3428	CDS SP UL BHP BILLITON LIMITE R 100BPS 2021 JUN 20	100,000.000	0.00	22.92	22.92
TUCF17813702 NA9QE3BM6	CDS SP UL REPUBLIC OF ITALY R 100BPS 2021 JUN 20	200,000.000	0.00	-3,065.82	-3,065.82
TUCF17813702 NA9QE3C03	CDS SP UL REPUBLIC OF ITALY R 100BPS 2021 JUN 20	200,000.000	0.00	-3,065.82	-3,065.82
TUCF17813702 NA9QE4ZC0	CDS SP UL IMEX R 100BPS 2021 JUN 20	100,000.000	0.00	-1,722.30	-1,722.30
TUCF17813702 NA9QE6DD7	CCP_IRS. R USD-LIBOR-BBA 3M CM PAY 1.25% 2018 DEC 21	4,400,000.000	0.03	16,951.00	16,950.97
TUCF17813702 NA9QE6XP8	CCP_IRS. R USD-LIBOR-BBA 3M CM PAY 1.75% 2026 DEC 21	1,500,000.000	0.02	79,708.52	79,708.50
TUCF17813702 NA9QEFSK5	CDS SP UL REPUBLIC OF ITALY R 100BPS 2020 SEP 20	200,000.000	1,409.37	-1,787.51	-3,196.88
TUCF17813702 NA9QEJAV2	CCP_IRS. R USD-LIBOR-BBA 3M CM PAY 2.33% 2025 AUG 19	900,000.000	-11,258.03	-3,637.21	7,620.82
TUCF17813702 NA9QEJG20	CCP_IRS. R USD-LIBOR-BBA 3M CM PAY 2.34% 2025 AUG 24	500,000.000	-6,434.73	-2,167.14	4,267.59
TUCF17813702 NA9QEMNK5	CDS SP UL THE GOLDMAN SACHS G R 100BPS 2020 DEC 20	300,000.000	2,171.08	3,155.21	984.13
TUCF17813702 NA9QEMP98	CDS SP UL MORGAN STANLEY R 100BPS 2020 DEC 20	300,000.000	2,167.69	3,280.02	1,112.33
TUCF17813702 NA9QEN0F9	CDS SP UL REPUBLIC OF ITALY R 100BPS 2020 DEC 20	1,100,000.000	6,803.23	-11,797.56	-18,600.79

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TUCF17813702 NA9QET2N7	CCP_IRS. R USD-LIBOR-BBA 3M CM PAY 2.50% 2046 JUN 15	3,600,000.000	0.01	68,075.50	68,075.49
TUCF17813702 NA9QEVWW9	CCP_IRS. R USD-LIBOR-BBA 3M CM PAY 2.50% 2046 JUN 15	1,000,000.000	0.03	25,025.11	25,025.08
TUCF17813702 NA9QEXVL0	CCP_CDS. SP UL BERKSHIRE HATHA REC 100BPS 2020 DEC 20	300,000.000	0.00	3,974.40	3,974.40
TUCF17813702 NA9QFA0A7	CCP_CDS. SP UL CHESAPEAKE ENER REC 500BPS 2018 JUN 20	100,000.000	2,162.55	5,167.30	3,004.75
TUCF17813702 NA9QFA744	CCP_CDS. SP UL METLIFE INC. C REC 100BPS 2021 DEC 20	950,000.000	0.02	3,108.40	3,108.38
TUCF17813702 NA9QFASL3	CDX SP UL CMBX.NA.BBB.9_1 R 300BPS 2058 SEP 17	400,000.000	0.00	-52,531.47	-52,531.47
TUCF17813702 NA9QFB5Q5	CDS SP UL UNITED MEXICAN STAT R 100BPS 2021 DEC 20	700,000.000	0.00	-17,752.74	-17,752.74
TUCF17813702 NA9QFB9A6	CDS SP UL IMEX R 100BPS 2021 DEC 20	100,000.000	0.00	-2,536.11	-2,536.11
TUCF17813702 NA9QFBMX1	CDS SP UL UNITED MEXICAN STAT R 100BPS 2021 JUN 20	200,000.000	0.00	-3,444.59	-3,444.59
TUCF17813702 NA9QFC062	CCP_CDS. SP UL BERKSHIRE HATHA REC 100BPS 2021 DEC 20	500,000.000	3,660.30	3,882.00	221.70
TUCF17813702 NA9QFCAW4	CDS SP UL UNITED MEXICAN STAT R 100BPS 2021 DEC 20	300,000.000	0.00	-7,608.32	-7,608.32
TUCF17813702 NA9QFCAX2	CDS SP UL UNITED MEXICAN STAT R 100BPS 2021 DEC 20	300,000.000	0.00	-7,608.32	-7,608.32
TUCF17813702 NA9QFDED0	CXT SP UL CDX.NA.HY.27 R 500BPS 2021 DEC 20	450,000.000	43,343.05	57,073.96	13,730.91
TUCF17813702 NA9QFDTV4	CXT BP UL CDX.NA.HY.27 P 0BPS 2021 DEC 20	950,000.000	96,813.89	120,489.48	23,675.59
TUCF17813702 NA9QFE0A9	CCP_CDS. SP UL CHESAPEAKE ENER REC 500BPS 2019 SEP 20	100,000.000	0.01	3,232.50	3,232.49
TUCF17813702 NA9QFE0B7	CCP_CDS. SP UL CHESAPEAKE ENER REC 500BPS 2018 SEP 20	50,000.000	556.83	2,661.00	2,104.17
TUCF17813702 NA9QFE399	CCP_IRS. R USD-LIBOR-BBA 3M CM PAY 1.50% 2021 DEC 21	3,600,000.000	55,846.84	79,982.93	24,136.09
TUCF17813702 NA9QFE597	CCP_CDS. SP UL FORD MOTOR CRED REC 500BPS 2019 MAR 20	400,000.000	40,185.10	38,158.00	-2,027.10
TUCF17813702 NA9QFE5E6	CCP_CDS. SP UL VIACOM INC. CME REC 100BPS 2021 MAR 20	100,000.000	1,428.79	-274.70	-1,703.49
TUCF17813702 NA9QFE5S5	CCP_CDS. SP UL METLIFE INC. C REC 100BPS 2020 MAR 20	250,000.000	3,120.45	3,652.50	532.05
TUCF17813702 NA9QFE7U8	CDS SP UL IMEX R 100BPS 2021 DEC 20	100,000.000	0.00	-2,536.11	-2,536.11
TUCF17813702 NA9QFE9K8	CXT SP UL CDX.NA.HY.27 R 500BPS 2021 DEC 20	300,000.000	26,133.33	38,049.31	11,915.98
TUCF17813702 NA9QFENU0	CCP_CDS. SP UL ANADARKO PETROL REC 100BPS 2020 DEC 20	100,000.000	0.01	-246.90	-246.91
TUCF17813702 NA9QFERW2	CCP_CDS. SP UL DEVON ENERGY CO REC 100BPS 2020 DEC 20	100,000.000	0.01	-327.10	-327.11
TUCF17813702 NA9QFESA9	CCP_CDS. SP UL PRUDENTIAL FINA REC 100BPS 2020 DEC 20	500,000.000	4,972.21	6,836.50	1,864.29
TUCF17813702 NA9QFESC5	CCP_CDS. SP UL COMMUNITY HEALT REC 500BPS 2019 JUN 20	250,000.000	0.01	-37,788.50	-37,788.51
TUCF17813702 NA9QFEWV8	CCP_CDS. SP UL PRUDENTIAL FINA REC 100BPS 2020 JUN 20	300,000.000	3,583.77	4,586.40	1,002.63
TUCF17813702 NA9QFF6J1	CDS SP UL FEDERATIVE REPUBLIC R 100BPS 2021 DEC 20	300,000.000	0.00	-23,854.90	-23,854.90
TUCF17813702 NA9QFFEA1	CCP_CDS. SP UL FORD MOTOR COMP REC 500BPS 2017 DEC 20	200,000.000	10,183.08	9,271.40	-911.68
TUCF17813702 XX9QE0NZ9	CCP_IRS P EUR6M 100BPS R 1.25% 2047 MARCH 15 CME	100,000.000	0.01	-221.61	-221.62
TUCF17813702 XX9QFDD32	CDS SP UL DEUTSCHE BANK AKTIE R 100BPS 2017 DEC 20	100,000.000	0.00	68.22	68.22
TUCF17813702 XX9QFDDJ7	CDS SP UL THE ROYAL BANK OF S R 100BPS 2017 DEC 20	400,000.000	1,254.73	1,367.30	112.57
TUCF17813702 XX9QFFMT0	CCP_CDS. SP UL VOLKSWAGEN AKTI REC 100BPS 2017 DEC 20	100,000.000	753.29	712.27	-41.02
TUCF17813702 XX9QFHU18	CCP_CDS. SP UL VOLKSWAGEN AKTI REC 100BPS 2017 JUN 20	300,000.000	488.08	1,109.07	620.99
TUCF17813902 072024ND0	BAY AREA CA TOLL AUTH TOLL BRI 6.263% 04/01/2049 DD 11/05/09	300,000.000	405,020.00	407,556.00	2,536.00
TUCF17813902 13063A5G5	CALIFORNIA ST 7.550% 04/01/2039 DD 04/28/09	900,000.000	1,310,553.00	1,336,509.00	25,956.00

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TUCF17813902 195325BR5	COLOMBIA GOVERNMENT INTERNATIO 5.625% 02/26/2044 DD 01/28/14	390,000.000	355,439.73	401,700.00	46,260.27
TUCF17813902 54438CPA4	LOS ANGELES CA CMNTY CLG DIST 6.750% 08/01/2049 DD 07/22/10	850,000.000	1,200,433.75	1,221,373.50	20,939.75
TUCF17813902 544646XZ0	LOS ANGELES CA UNIF SCH DIST 5.750% 07/01/2034 DD 10/15/09	250,000.000	301,167.50	308,215.00	7,047.50
TUCF17813902 57604TAD8	MASSACHUSETTS ST TRANSPRTN FUN 5.731% 06/01/2040 DD 12/23/10	325,000.000	403,893.75	411,521.50	7,627.75
TUCF17813902 646139W35	NEW JERSEY ST TURNPIKE AUTH 7.414% 01/01/2040 DD 04/28/09	490,000.000	696,466.40	705,859.70	9,393.30
TUCF17813902 64972FT30	NEW YORK CITY NY MUNI WTR FIN 5.724% 06/15/2042 DD 06/30/10	350,000.000	443,838.50	444,738.00	899.50
TUCF17813902 748148QR7	PROVINCE OF QUEBEC CANADA 7.500% 09/15/2029 DD 09/15/99	70,000.000	100,657.90	98,084.00	-2,573.90
TUCF17813902 760942BA9	URUGUAY GOVERNMENT INTERNATION 5.100% 06/18/2050 DD 06/18/14	475,000.000	411,017.50	427,500.00	16,482.50
TUCF17813902 80413TAC3	SAUDI GOVERNMENT INTERNAT 144A 4.500% 10/26/2046 DD 10/26/16	180,000.000	176,427.00	172,409.40	-4,017.60
TUCF17813902 882722VN8	TEXAS ST 4.681% 04/01/2040 DD 09/29/10	450,000.000	505,521.00	509,980.50	4,459.50
TUCF17813902 91086QAZ1	MEXICO GOVERNMENT INTERNATIONA 5.750% 10/12/2039 DD 10/12/10	440,000.000	412,835.00	405,900.00	-6,935.00
TUCF17813902 91086QBF4	MEXICO GOVERNMENT INTERNATIONA 4.600% 01/23/2046 DD 01/23/15	110,000.000	113,025.00	98,725.00	-14,300.00
TUCF17813902 91087BAB6	MEXICO GOVERNMENT INTERNATIONA 4.350% 01/15/2047 DD 08/11/16	225,000.000	224,403.75	192,937.50	-31,466.25
TUCF17813902 91412F7Y7	UNIV OF CALIFORNIA CA REVENUES 5.770% 05/15/2043 DD 08/27/09	250,000.000	308,642.50	305,665.00	-2,977.50
TUCF17813902 91412GDZ5	UNIV OF CALIFORNIA CA REVENUES 5.946% 05/15/2045 DD 09/30/10	300,000.000	366,000.00	369,852.00	3,852.00
TUCF17813702 99QAC49MN	IRS P USD 10Y 57BPS R 3% PUT JAN 17 003.000 ED 012017	1,500,000.000	8,625.00	11.10	-8,613.90
TUCF17813702 99QAC59BB	IRS P 2Y 26BPS R .7% CALL FEB 17 000.700 ED 020617	2,800,000.000	7,311.11	0.28	-7,310.83
TUCF17813702 99QAC59NC	IRS P USD 30Y 47BPS R 3.23% PUT FEB 19 003.230 ED 021919	800,000.000	37,866.67	46,178.80	8,312.13
TUCF17813702 99QAC59OK	IRS P USD 30Y 5BPS R 3.2% PUT MAR 19 003.200 ED 031819	500,000.000	25,000.00	30,531.75	5,531.75
TUCF17813702 99QAC69CJ	IRS P USD 2Y 36BPS R 1% 033019 CALL MAR 17 001.000 ED 032817	3,300,000.000	11,120.47	19.14	-11,101.33
TUCF17813702 99QAC69PN	IRS P USD 30Y 20BPS R 2.86% PUT APR 17 002.860 ED 041717	1,450,000.000	29,277.44	29,440.66	163.22
TUCF17813702 99QAC69QC	IRS P USD 30Y R 100 BPS 2.7% PUT MAY 19 002.700 ED 05/13/19	700,000.000	60,666.67	74,473.35	13,806.68
TUCF17813702 99QAC89RV	IRS P USD 30Y R 100 BPS 2.45% PUT JUN 19 002.450 ED 062819	300,000.000	22,727.27	41,058.36	18,331.09
TUCF17813702 99QAC89RY	IRS P 30 R 100 BPS 2.45% PUT JUN 19 002.450 ED 062819	800,000.000	62,222.22	109,488.96	47,266.74
TUCF17813702 99QAC99TE	IRS P USD 30Y R 100 BPS 2.71% PUT AUG 19 002.710 ED 082619	2,300,000.000	118,749.00	254,287.08	135,538.08
TUCF17813702 99QADB9KK	CCP IRS C US0006M R 1.65% CALL NOV 18 001.650 ED 111518	6,500,000.000	36,887.69	26,982.15	-9,905.54
TUCF17813702 99QADC9XV	IRS P US0006M 3.63% PUT DEC 19 003.630 ED 12/16/19	1,000,000.000	57,500.00	47,592.50	-9,907.50
TUCF17813702 NA9UE09MD	MXN/USD SPOT OPTION 2017 PUT JAN 17 017.000 ED 01/26/17	2,050,000.000	27,306.00	0.00	-27,306.00
TUCF17813702 NA9UN99MA	RUB/USD SPOT OPTION 2017 PUT JAN 17 065.000 ED 012417	2,900,000.000	33,470.83	185,028.70	151,557.87
TUCF17813702 XX9U919NA	MXN/EUR SPOT OPTION 2017 PUT FEB 16 019.000 ED 020917	1,343,000.000	22,871.55	76.49	-22,795.06
TUCF17813702 999CBKUS7	SWAP/ISDA CITI CASH COLLATERAL VAR RT 01/01/2049 DD 07/01/08	-260,000.000	-260,000.00	-260,000.00	0.00
TUCF17813702 99QAC0AY4	CDS_SP UL REPUBLIC OF ITALY R 100BPS 2020 SEP 20	-200,000.000	0.00	0.00	0.00
TUCF17813702 99QAC1WX0	CCP CDS_SP UL CDX.NA.IG.25 R 100 BPS 2020 DEC 20	-9,450,000.000	-7,176.74	0.00	7,176.74
TUCF17813702 99QAC6QF5	CCP_CD_X SP UL CDX.NA.IG.26 R 100BPS 2021 JUNE 20 ICE	-50,000.000	0.00	0.00	0.00
TUCF17813702 99QAC8CM1	CCP IRS R LIB3M 100BPS P 2.25% 2046 DEC 21 CME	-1,800,000.000	-146,491.80	0.00	146,491.80
TUCF17813702 99QADA717	CDS_SP KINGDOM OF SAUDI ARABIA R 100BPS 20 DEC 2021	-100,000.000	-2,302.44	0.00	2,302.44

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TUCF17813702 99QADA774	CDS_SP KINGDOM OF SAUDI ARABIA R 100 BPS 20 DEC 2021	-100,000.000	-2,157.39	0.00	2,157.39
TUCF17813702 99QADA9N7	CDS_SP KINGDOM OF SAUDI ARABIA R 100 BPS 20 DEC 2021	-200,000.000	-3,904.06	0.00	3,904.06
TUCF17813702 99QADASJ5	CCP_SP CDX.NA.IG.27 5Y R 100BPS 2021 DEC 20 ICE	-2,150,000.000	-0.09	0.00	0.09
TUCF17813702 99QADBQE6	CXT_SP UL CDX.NA.HY.27 R 500BPS 2021 DEC 20	-300,000.000	0.00	0.00	0.00
TUCF17813702 NA9QC70Q2	CDS_SP UL FEDERATIVE REPUBLIC R 100BPS 2018 DEC 20	-100,000.000	0.00	0.00	0.00
TUCF17813702 NA9QD9AU7	CDS_SP UL REPUBLIC OF ITALY R 100BPS 2020 JUN 20	-600,000.000	0.00	0.00	0.00
TUCF17813702 NA9QD9D34	CDS_SP UL REPUBLIC OF ITALY R 100BPS 2020 JUN 20	-600,000.000	0.00	0.00	0.00
TUCF17813702 NA9QD9GJ6	CDS_SP UL REPUBLIC OF ITALY R 100BPS 2020 JUN 20	-100,000.000	0.00	0.00	0.00
TUCF17813702 NA9QDCEJ1	CDS_SP UL FEDERATIVE REPUBLIC R 100BPS 2018 DEC 20	-400,000.000	0.00	0.00	0.00
TUCF17813702 NA9QDJ0N2	CDS_SP UL REPUBLIC OF ITALY R 100BPS 2019 MAR 20	-1,400,000.000	0.00	0.00	0.00
TUCF17813702 NA9QDRL50	CDS_SP UL PETROLEO BRASILEIRO R 100BPS 2019 JUN 20	-100,000.000	-14,302.61	0.00	14,302.61
TUCF17813702 NA9QDU9B4	CXT_SP UL CDX.NA.IG.21 R 100BPS 2018 DEC 20	-1,100,000.000	0.00	0.00	0.00
TUCF17813702 NA9QDZUK9	CXT_SP UL CDX.NA.HY.23 R 500BPS 2019 DEC 20	-450,000.000	0.00	0.00	0.00
TUCF17813702 NA9QE28H3	CDS_SP UL REPUBLIC OF ITALY R 100BPS 2021 JUN 20	-200,000.000	-1,673.96	0.00	1,673.96
TUCF17813702 NA9QE3436	CDS_SP UL BHP BILLITON LIMITE R 100BPS 2021 JUN 20	-100,000.000	-3,729.75	0.00	3,729.75
TUCF17813702 NA9QE3BR5	CDS_SP UL REPUBLIC OF ITALY R 100BPS 2021 JUN 20	-200,000.000	-1,857.76	0.00	1,857.76
TUCF17813702 NA9QE3C45	CDS_SP UL REPUBLIC OF ITALY R 100BPS 2021 JUN 20	-200,000.000	-1,273.51	0.00	1,273.51
TUCF17813702 NA9QE4ZD8	CDS_SP UL IMEX R 100BPS 2021 JUN 20	-100,000.000	-1,640.01	0.00	1,640.01
TUCF17813702 NA9QE6DE5	CCP_IRS._R USD-LIBOR-BBA 3M CM PAY 1.25% 2018 DEC 21	-4,400,000.000	-15,423.52	0.00	15,423.52
TUCF17813702 NA9QE6XS2	CCP_IRS._R USD-LIBOR-BBA 3M CM PAY 1.75% 2026 DEC 21	-1,500,000.000	-26,545.49	0.00	26,545.49
TUCF17813702 NA9QEJAY6	CCP_IRS._R USD-LIBOR-BBA 3M CM PAY 2.33% 2025 AUG 19	-900,000.000	0.00	0.00	0.00
TUCF17813702 NA9QEJG79	CCP_IRS._R USD-LIBOR-BBA 3M CM PAY 2.34% 2025 AUG 24	-500,000.000	0.00	0.00	0.00
TUCF17813702 NA9QEMNN9	CDS_SP UL THE GOLDMAN SACHS G R 100BPS 2020 DEC 20	-300,000.000	0.00	0.00	0.00
TUCF17813702 NA9QEMQC0	CDS_SP UL MORGAN STANLEY R 100BPS 2020 DEC 20	-300,000.000	0.00	0.00	0.00
TUCF17813702 NA9QEN0H5	CDS_SP UL REPUBLIC OF ITALY R 100BPS 2020 DEC 20	-1,100,000.000	0.00	0.00	0.00
TUCF17813702 NA9QET2P2	CCP_IRS._R USD-LIBOR-BBA 3M CM PAY 2.50% 2046 JUN 15	-3,600,000.000	-249,426.52	0.00	249,426.52
TUCF17813702 NA9QEVW09	CCP_IRS._R USD-LIBOR-BBA 3M CM PAY 2.50% 2046 JUN 15	-1,000,000.000	-74,170.24	0.00	74,170.24
TUCF17813702 NA9QEXVM8	CCP_CDS._SP UL BERKSHIRE HATHA REC 100BPS 2020 DEC 20	-300,000.000	-5,810.14	0.00	5,810.14
TUCF17813702 NA9QFA0B5	CCP_CDS._SP UL CHESAPEAKE ENER REC 500BPS 2018 JUN 20	-100,000.000	-0.01	0.00	0.01
TUCF17813702 NA9QFA769	CCP_CDS._SP UL METLIFE INC. C REC 100BPS 2021 DEC 20	-950,000.000	-13,272.98	0.00	13,272.98
TUCF17813702 NA9QFASM1	CDX_SP UL CMBX.NA.BBB.9_1 R 300BPS 2058 SEP 17	-400,000.000	-71,902.76	0.00	71,902.76
TUCF17813702 NA9QFB5T9	CDS_SP UL UNITED MEXICAN STAT R 100BPS 2021 DEC 20	-700,000.000	-22,087.53	0.00	22,087.53
TUCF17813702 NA9QFB9B4	CDS_SP UL IMEX R 100BPS 2021 DEC 20	-100,000.000	-2,685.01	0.00	2,685.01
TUCF17813702 NA9QFBMZ6	CDS_SP UL UNITED MEXICAN STAT R 100BPS 2021 JUN 20	-200,000.000	-3,302.20	0.00	3,302.20
TUCF17813702 NA9QFC070	CCP_CDS._SP UL BERKSHIRE HATHA REC 100BPS 2021 DEC 20	-500,000.000	-0.01	0.00	0.01
TUCF17813702 NA9QFCAY0	CDS_SP UL UNITED MEXICAN STAT R 100BPS 2021 DEC 20	-300,000.000	-11,152.24	0.00	11,152.24

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TUCF17813702 NA9QFCAZ7	CDS_SP UL UNITED MEXICAN STAT R 100BPS 2021 DEC 20	-300,000.000	-6,691.99	0.00	6,691.99
TUCF17813702 NA9QFDEF5	CXT_SP UL CDX.NA.HY.27 R 500BPS 2021 DEC 20	-450,000.000	0.00	0.00	0.00
TUCF17813702 NA9QFDTW2	CXT_BP UL CDX.NA.HY.27 P 0BPS 2021 DEC 20	-950,000.000	0.00	0.00	0.00
TUCF17813702 NA9QFE0D3	CCP_CDS._SP UL CHESAPEAKE ENER REC 500BPS 2019 SEP 20	-100,000.000	-1,618.91	0.00	1,618.91
TUCF17813702 NA9QFE0E1	CCP_CDS._SP UL CHESAPEAKE ENER REC 500BPS 2018 SEP 20	-50,000.000	-0.01	0.00	0.01
TUCF17813702 NA9QFE4B3	CCP_IRS._R USD-LIBOR-BBA 3M CM PAY 1.50% 2021 DEC 21	-3,600,000.000	-0.03	0.00	0.03
TUCF17813702 NA9QFE5G1	CCP_CDS._SP UL VIACOM INC. CME REC 100BPS 2021 MAR 20	-100,000.000	-0.01	0.00	0.01
TUCF17813702 NA9QFE5T3	CCP_CDS._SP UL METLIFE INC. C REC 100BPS 2020 MAR 20	-250,000.000	-0.01	0.00	0.01
TUCF17813702 NA9QFE6B1	CCP_CDS._SP UL FORD MOTOR CRED REC 500BPS 2019 MAR 20	-400,000.000	-0.01	0.00	0.01
TUCF17813702 NA9QFE7V6	CDS_SP UL IMEX R 100BPS 2021 DEC 20	-100,000.000	-2,766.84	0.00	2,766.84
TUCF17813702 NA9QFENV8	CCP_CDS._SP UL ANADARKO PETROL REC 100BPS 2020 DEC 20	-100,000.000	-1,907.81	0.00	1,907.81
TUCF17813702 NA9QFER02	CCP_CDS._SP UL DEVON ENERGY CO REC 100BPS 2020 DEC 20	-100,000.000	-2,255.14	0.00	2,255.14
TUCF17813702 NA9QFESB7	CCP_CDS._SP UL PRUDENTIAL FINA REC 100BPS 2020 DEC 20	-500,000.000	-0.01	0.00	0.01
TUCF17813702 NA9QFESE1	CCP_CDS._SP UL COMMUNITY HEALT REC 500BPS 2019 JUN 20	-250,000.000	-24,908.37	0.00	24,908.37
TUCF17813702 NA9QFEWX4	CCP_CDS._SP UL PRUDENTIAL FINA REC 100BPS 2020 JUN 20	-300,000.000	-0.01	0.00	0.01
TUCF17813702 NA9QFF6P7	CDS_SP UL FEDERATIVE REPUBLIC R 100BPS 2021 DEC 20	-300,000.000	-27,864.42	0.00	27,864.42
TUCF17813702 NA9QFFEB9	CCP_CDS._SP UL FORD MOTOR COMP REC 500BPS 2017 DEC 20	-200,000.000	-0.01	0.00	0.01
TUCF17813702 XX9QE0N06	CCP_IRS_P EUR6M 100BPS R 1.25% 2047 MARCH 15	-100,000.000	-4,504.91	0.00	4,504.91
TUCF17813702 XX9QFDD57	CDS_SP UL DEUTSCHE BANK AKTIE R 100BPS 2017 DEC 20	-100,000.000	-1,958.59	0.00	1,958.59
TUCF17813702 XX9QFDDR9	CDS_SP UL THE ROYAL BANK OF S R 100BPS 2017 DEC 20	-400,000.000	0.00	0.00	0.00
TUCF17813702 XX9QFFMV5	CCP_CDS._SP UL VOLKSWAGEN AKTI REC 100BPS 2017 DEC 20	-100,000.000	-0.01	0.00	0.01
TUCF17813702 XX9QFHU34	CCP_CDS._SP UL VOLKSWAGEN AKTI REC 100BPS 2017 JUN 20	-300,000.000	-0.01	0.00	0.01
TUCF17813702 99F1389MH	US 10 YR TREAS NTS FUT MAR 17 PUT FEB 17 121.000 ED 01/27/17	-3.000	-1,214.04	-140.63	1,073.41
TUCF17813702 99F1399AF	US 10YR TREAS NTS FUT MAR 17 CALL FEB 17 127.000 ED 012717	-3.000	-745.29	-187.50	557.79
TUCF17813702 99QABG9OD	INF FLR CPURNSA 215.949 PUT MAR 20 002.15949 ED 031220	-2,400,000.000	-1,226.40	-139.44	1,086.96
TUCF17813702 99QAC59BD	IRS P USD 10Y 12BPS R 1.45% CALL FEB 17 001.450 ED 020617	-600,000.000	-7,230.77	-0.18	7,230.59
TUCF17813702 99QAC59ND	IRS P USD 5Y 10BPS R 3% PUT FEB 19 003.000 ED 021919	-4,000,000.000	-40,915.03	-59,512.80	-18,597.77
TUCF17813702 99QAC59OM	IRS P USD 5Y 10BPS R 3.05% PUT MAR 19 03.050 ED 03/18/19	-2,500,000.000	-25,229.17	-36,764.75	-11,535.58
TUCF17813702 99QAC69CF	IRS_P USD 10Y 17BPS R 1.565% CALL MAR 17 001.565 ED 032817	-700,000.000	-11,200.00	-126.28	11,073.72
TUCF17813702 99QAC69PM	IRS P USD 10Y 88BPS R 2.5% PUT APR 17 002.500 ED 041717	-3,350,000.000	-29,628.32	-43,922.86	-14,294.54
TUCF17813702 99QAC69QJ	IRS P USD_5Y 18BPS R 2.5% PUT MAY 19 002.500 ED 051319	-3,350,000.000	-61,122.81	-85,930.85	-24,808.04
TUCF17813702 99QAC89RW	IRS P USD 5Y 100 BPS 2.10% PUT JUN 19 002.100 ED 062819	-4,100,000.000	-64,939.00	-149,954.63	-85,015.63
TUCF17813702 99QAC89RX	IRS P USD 5Y R 100 BPS 2.10% PUT JUN 19 002.100 ED 062819	-1,500,000.000	-22,754.01	-54,861.45	-32,107.44
TUCF17813702 99QAC99TD	IRS P USD 5Y R 100BPS 2.5% PUT AUG 19 002.500 ED 082619	-11,500,000.000	-119,123.51	-319,701.15	-200,577.64
TUCF17813702 99QACZ9PB	IRS P US0003M R 3.00% 04/05/48 PUT APR 18 003.000 ED 04/03/18	-200,000.000	-15,016.28	-10,465.28	4,551.00
TUCF17813702 99QADA9AB	CDX SP CDX.NA.IG.27.V1 CALL JAN 17 000.650 ED 011817	-1,200,000.000	-900.00	-387.28	512.72

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SCHEDULE H, PART IV, LINE 4i SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF YEAR) DECEMBER 31, 2016

Security ID	Security Description	Shares	Cost	Market Value	Unrealized Gain/ Loss
TUCF17813702 99QADA9MR	CDX SP CDX.NA.IG.27.V1 PUT JAN 17 001.100 ED 011817	-1,200,000.000	-1,380.00	-17.82	1,362.18
TUCF17813702 99QADB9BA	IRS C USD 10Y 71.3BPS R 1.95% CALL FEB 17 001.950 ED 021617	-450,000.000	-3,210.00	-283.50	2,926.50
TUCF17813702 99QADB9KJ	CCP IRS C US0006M R 2.00% CALL NOV 18 002.000 ED 111518	-1,400,000.000	-36,944.44	-25,912.18	11,032.26
TUCF17813702 99QADB9NC	IRS C USD 10Y 80BPS R 2.4% PUT FEB 17 002.400 ED 02/16/17	-450,000.000	-3,600.00	-4,392.05	-792.05
TUCF17813702 99QADC9XU	IRS P US0006M 3.75% PUT DEC 19 003.750 ED 12/16/19	-4,200,000.000	-54,886.36	-44,914.80	9,971.56
TUCF17813702 NA9UN99MB	RUB/USD SPOT OPTION 2017 PUT JAN 17 060.000 ED 012417	-2,900,000.000	-14,772.42	-19,285.00	-4,512.58
TUCF17813702 XX9QFD9AA	CDX SP CDX ITRAXX MAIN26 5Y CALL JAN 17 000.650 ED 011817	-1,050,000.000	-810.74	-142.89	667.85
TUCF17813702 XX9QFD9MD	CDX SP CDX ITRAXX MAIN26 5Y PUT JAN 17 001.050 ED 011817	-1,050,000.000	-1,389.84	-40.41	1,349.43
TUCF17813702 XX9QFD9NA	CDX SP CDX ITRAXX MAIN26 5Y PUT FEB 17 001.000 ED 02/15/17	-350,000.000	-622.61	-91.71	530.90
TUCF17813702 XX9QFD9NB	CDX SP CDX ITRAXX MAIN26 5Y PUT FEB 17 001.000 ED 02/15/17	-750,000.000	-1,511.48	-196.52	1,314.96
TUCF17813702 XX9QFD9NC	CDX SP CDX ITRAXX MAIN26 5Y PUT FEB 17 001.050 ED 02/15/17	-2,200,000.000	-4,283.06	-392.69	3,890.37
TUCF17813702 XX9QFD9NE	CDX SP CDX ITRAXX MAIN26 5Y PUT FEB 17 001.100 ED 02/15/17	-900,000.000	-1,617.90	-126.08	1,491.82
TUCF17813702 XX9QFD9NF	CDX SP CDX ITRAXX MAIN26 5Y PUT FEB 17 001.050 ED 021517	-400,000.000	-723.98	-71.40	652.58
TUCF17813702 XX9QFD9NL	CDX SP CDX ITRAXX MAIN26 5Y PUT FEB 17 001.000 ED 021517	-800,000.000	-1,715.68	-209.62	1,506.06
TUCF17813702 XX9UD19NA	MXN/EUR SPOT OPTION 2017 PUT FEB 17 016.000 ED 020917	-1,343,000.000	-2,011.57	0.00	2,011.57
<u>TOTAL OTHER INVESTMENTS</u>			<u>14,061,179.32</u>	<u>15,203,317.07</u>	<u>1,142,137.75</u>
COMMON/COLLECTIVE TRUST					
TUCF17811902 996189775	SIGMA ERISA LIQUIDATING POOL VAR RT 12/31/2049 DD 05/01/01	1,111,588.390	1,111,588.39	0.00	-1,111,588.39
TUCF17812702 999J00325	COLLECTIVE US GOV'T STIF 15 BPS	2,668,768.900	2,668,768.90	2,668,768.90	0.00
TUCF17813502 99VVAQ5X5	NT COLLECTIVE MSCI ACWI EX-US INDEXFUND-NON LENDING	179,380.150	22,973,737.10	24,534,720.02	1,560,982.92
TUCF17813502 99VVAQ5Y3	NT COLLECTIVE RUSSELL 2000 IND NON LENDING	199,984.180	4,638,793.71	6,723,062.76	2,084,269.05
TUCF17813502 99VVAQSL6	NT COLLECTIVE S&P500 INDEX FUND-NON LENDING	3,570.600	18,724,065.81	26,825,007.30	8,100,941.49
TUCF17813702 999J00325	COLLECTIVE US GOV'T STIF 15 BPS	537,559.710	537,559.71	537,559.71	0.00
TUCF17813902 999J00325	COLLECTIVE US GOV'T STIF 15 BPS	280,087.670	280,087.67	280,087.67	0.00
<u>TOTAL COMMON/COLLECTIVE TRUST</u>			<u>50,934,601.29</u>	<u>61,569,206.36</u>	<u>10,634,605.07</u>
REGISTERED INVESTMENT COMPANIES					
TUCF17813502 999257785	COLTV SHORT TERM INVT FD	296.990	296.99	296.99	0.00
TUCF17813702 72201P613	PIMCO FDS SHORT TERM FLTG NAV PORT II	16,271.523	162,887.95	162,861.67	-26.28
TUCF17813702 72201P878	PIMCO FDS LONG DURATION CORP BD PORTFOLIO	1,334,732.247	15,961,280.63	14,962,348.49	-998,932.14
<u>TOTAL REGISTERED INVESTMENT COMPANIES</u>			<u>16,124,465.57</u>	<u>15,125,507.15</u>	<u>-998,958.42</u>
<u>GRAND TOTAL</u>			<u>291,951,857.82</u>	<u>304,797,948.45</u>	<u>12,846,090.63</u>
					-48,532.75 C
					12,894,623.38 I

VISTRA ENERGY RETIREMENT PLAN

EIN 36-4833461 PN002

SCHEDULE H, PART IV, LINE 4i

SUPPLEMENTAL SCHEDULE OF ASSETS (ACQUIRED AND DISPOSED OF WITHIN YEAR)

YEAR ENDED DECEMBER 31, 2016

Note: Refer to the enclosed Trustee statements for the required disclosures.

VISTRA ENERGY RETIREMENT PLAN

EIN 36-4833461 PN 002

SCHEDULE H, PART IV, LINE 4i SUPPLEMENTAL SCHEDULE OF ASSETS (ACQUIRED AND DISPOSED OF WITHIN YEAR) DECEMBER 31, 2016

Security ID	Security Description	Shares	Cost of Acquisitions	Proceeds of Dispositions
00206RDL3	AT&T INC 144A 4.500% 03/09/2048 DD 09/07/16	414.400	-423.78	411.36
00206RDM1	AT&T INC 144A 4.550% 03/09/2049 DD 09/07/16	859.810	-877.33	857.77
03969AAJ9	ARDAGH PACKAGING FINANCE 144A 7.250% 05/15/2024 DD 05/16/16	400,000.000	-400,000.00	425,500.00
161175AU8	CHARTER COMMUNICATIONS OP 144A 6.384% 10/23/2035 DD 07/23/15	120,000.000	-121,677.62	142,286.40
161175AV6	CHARTER COMMUNICATIONS OP 144A 6.484% 10/23/2045 DD 07/23/15	100,000.000	-100,927.59	119,018.00
172967KM2	CITIGROUP INC VAR RT 12/29/2049 DD 04/25/16	400,000.000	-400,000.00	435,480.00
25470DAL3	DISCOVERY COMMUNICATIONS LLC 4.900% 03/11/2026 DD 03/11/16	100,000.000	-99,633.00	105,756.00
30219GAM0	EXPRESS SCRIPTS HOLDING CO 4.500% 02/25/2026 DD 02/25/16	220,000.000	-218,827.40	234,980.20
50077LAC0	KRAFT HEINZ FOODS CO 144A 3.000% 06/01/2026 DD 05/24/16	400,000.000	-398,248.00	398,932.00
50077LAK2	KRAFT HEINZ FOODS CO 3.950% 07/15/2025 DD 07/15/16	50,000.000	-50,647.50	55,005.00
80413TAB5	SAUDI GOVERNMENT INTERNAT 144A 3.250% 10/26/2026 DD 10/26/16	500,000.000	-493,395.00	476,562.50
81180WAN1	SEAGATE HDD CAYMAN 5.750% 12/01/2034 DD 12/02/14	435,000.000	-396,351.30	325,525.00
907818EL8	UNION PACIFIC CORP 144A 3.799% 10/01/2051 DD 10/04/16	500.000	-533.63	500.00
931427AR9	WALGREENS BOOTS ALLIANCE INC 4.650% 06/01/2046 DD 06/01/16	40,000.000	-39,686.40	44,420.35
99F1329TC	US 10YR NOTE FUT (CBT) SEP 16 PUT SEP 16 131.000 ED 08/26/16	2.000	934.38	-96.88
99F1339VQ	US TREAS BD FUTURE DEC 16 PUT NOV 16 160.000 ED 10/21/16	2.000	997.62	-96.88
99F1339WH	US TREAS BD FUT DEC 16 PUT DEC 16 157.000 ED 11/25/16	2.000	940.00	-252.39
99F1339WR	US TREAS BD FUTURE DEC 16 PUT DEC 16 158.00 ED 11/25/16	2.000	997.62	-314.88
99F133L6A	US TREAS BD FUTURE (CBT) EXP DEC 16	2.000	0.00	-10,625.00
99F1389QJ	US 10YR TREAS NTS FUT JUN 16 PUT JUN 16 128.500 ED 05/20/16	2.000	622.58	-96.18
99F1399GH	US 10 YR TREAS NTS FUT SEP 16 CALL AUG 16 134.000 ED 07/22/16	11.000	3,732.29	-1,388.31
99F1399RH	US 10YR TREAS NTS FUTURE (CBT) PUT JUL 16 128.000 ED 06/24/16	5.000	1,790.85	-164.05
99F1399SE	US 10 YR TREAS NTS FUT SEP 16 PUT AUG 16 130.500 ED 07/22/16	11.000	4,435.51	-704.66
99F1399SK	US 10YR NOTE FUT (CBT) SEP 16 PUT AUG 16 127.500 ED 07/22/16	9.000	3,079.71	-576.54
99F1399TJ	US 10YR TREAS NTS FUT SEP 16 PUT SEP 16 130.500 ED 08/26/16	2.000	903.14	-96.88
99F139F6A	US 10YR TREAS NTS FUTURE (CBT) EXP JUN 16	25.000	0.00	-21,753.13
99F139I6A	US 10YR TREAS NTS FUTURE (CBT) EXP SEP 16	34.000	0.00	61,484.22
99F139L6A	US 10YR TREAS NTS FUTURE (CBT) EXP DEC 16	26.000	0.00	-146,218.45
99F1429NA	US 10YR TREAS NTS FUT MAR 16 PUT MAR 16 129.000 ED 02/19/16	5.000	1,009.60	-85.95
99F700I6A	US ULTRA BOND FUTURE (CBT) EXP SEP 16	7.000	0.00	27,343.75
99F700L6A	US ULTRA BOND (CBT) EXP DEC 16	7.000	0.00	-176,367.18
99QAC19CU	CDX.O P IG25 USD 5Y V1 .9% CALL MAR 16 000.950 ED 03/16/16	2,100,000.000	2,126.25	-472.50
99QAC19DE	CDX.O P IG25 USD 5Y V1.9% CALL APR 16 000.950 ED 04/20/16	2,700,000.000	3,510.00	-1,147.50
99QAC19OV	CDX.O P IG25 USD 5Y V1 .9% PUT MAR 16 001.200 ED 03/16/16	2,150,000.000	3,655.00	-3,493.75
99QAC19PE	CDX.O P IG25 USD 5Y V1 .9% PUT APR 16 001.500 ED 04/20/16	800,000.000	1,700.00	-100.00
99QAC19PJ	CDX.O P IG25 USD 5Y V1 .9% PUT APR 16 001.700 ED 04/20/16	400,000.000	820.00	-240.00
99QAC19PM	CDX.O P IG25 USD 5Y V1 .9% PUT APR 16 001.500 ED 04/20/16	300,000.000	510.00	-37.50
99QAC19PQ	CDX.O P IG25 USD 5Y V1 .9% PUT APR 16 001.500 ED 04/20/16	3,250,000.000	6,175.00	-406.25

VISTRA ENERGY RETIREMENT PLAN

EIN 36-4833461 PN 002

SCHEDULE H, PART IV, LINE 4i SUPPLEMENTAL SCHEDULE OF ASSETS (ACQUIRED AND DISPOSED OF WITHIN YEAR) DECEMBER 31, 2016

Security ID	Security Description	Shares	Cost of Acquisitions	Proceeds of Dispositions
99QAC49AA	IRS P USD 10Y 145BPS R 2% CALL JAN 17 002.000 ED 010417	1,600,000.000	23,200.00	-6,147.09
99QAC49AB	IRS_P USD 2Y 31BPS R 1.37% CALL JAN 17 001.370 ED 010417	7,200,000.000	-22,695.65	14,482.46
99QAC49OJ	IRS P USD 10Y 33BPS R 2% PUT MAR 16 002.000 ED 03/01/16	500,000.000	1,675.00	-112.50
99QAC59CD	IRS P USD 10Y 47 BPS R 1.5% CALL MAR 16 001.500 ED 3/15/16	150,000.000	705.00	-15.00
99QAC59CL	IRS P USD 10Y 45 BPS R 1.5% CALL MAR 16 001.500 ED 3/09/16	850,000.000	3,825.00	-998.75
99QAC59OD	IRS P USD 10Y 50 BPS R 1.85% PUT MAR 16 001.850 ED 3/15/16	150,000.000	750.00	-322.50
99QAC59OL	IRS P USD 10Y 43 BPS R 1.85% PUT MAR 16 001.850 ED 3/09/16	850,000.000	3,655.00	-1,105.00
99QAC69QN	IRS P USD_10Y 29BPS R 1.81% PUT MAY 16 001.810 ED 051316	200,000.000	580.00	-101.42
99QAC69SF	CDX P USD 5Y 13BPS R 1.1% PUT JUL 16 001.150 ED 072016	1,500,000.000	2,662.50	-525.00
99QAC69SG	CDX P USD 5Y 13BPS R 1.1% PUT JUL 16 001.100 ED 072016	2,300,000.000	4,321.91	-739.00
99QAC69SH	CDX P USD 5Y 13BPS R 1.1% PUT JUL 16 001.150 ED 072016	800,000.000	1,440.00	-280.00
99QAC69SJ	CDX P USD 5Y 13BPS R 1.1% PUT JUL 16 001.100 ED 072016	900,000.000	1,530.00	-333.00
99QAC69SY	CDX P USD 5Y 13BPS R 1.1% PUT JUL 16 001.000 ED 072016	1,200,000.000	1,920.00	-180.00
99QAC69UG	CDX P USD 5Y 13BPS R 1.1% PUT SEP 16 001.250 ED 092116	1,200,000.000	1,950.00	-264.00
99QAC69UN	CDX P USD 5Y 13BPS R 1.1% PUT SEP 16 001.100 ED 092116	900,000.000	1,800.00	-90.00
99QAC69UP	CDX P USD 5Y 13BPS R 1.1% PUT SEP 16 001.050 ED 092116	800,000.000	1,360.00	-80.00
99QAC69UR	CDX P USD 5Y 13BPS R 1.1% PUT SEP 16 001.000 ED 092116	1,900,000.000	3,705.00	-190.00
99QAC79QA	IRS P USD 10Y 3BPS R 1.94% PUT MAY 16 001.940 ED 052516	300,000.000	900.00	-132.00
99QAC79SJ	CDX P USD 5Y 13BPS R 1.1% PUT JUL 16 001.000 ED 072016	1,200,000.000	1,860.00	-120.00
EDF306C6S	EURO-BUND FUTURE (EUX) EXP MAR 16	3.000	0.00	-22,023.07
EDF306F6S	EURO-BUND FUTURE (EUX) EXP JUN 16	13.000	0.00	-20,228.51
EDF306I6S	EURO-BUND FUTURE (EUX) EXP SEP 16	13.000	0.00	-55,578.09
EDF306L6S	EURO-BUND FUTURE (EUX) EXP DEC 16	13.000	0.00	60,498.34
FLBYZPKT4	INDONESIA GOVERNMENT INTE 144A 2.625% 06/14/2023	300,000.000	-337,487.53	344,413.69
LMB3ZD2V5	MEXICAN BONOS 6.500% 06/10/2021	24,200,000.000	-1,465,326.44	1,370,745.04
NA9QE08C8	CCP_IRS_P USD-LIBOR-BBA 3M CM REC 1.82% 2026 MAR 18	400,000.000	-0.01	0.01
NA9QE08F1	CCP_IRS_P USD-LIBOR-BBA 3M CM REC 1.82% 2026 MAR 18	400,000.000	0.01	-1,352.01
NA9QE0TG6	CCP_IRS_P USD-LIBOR-BBA 3M CM REC 2.18% 2046 APR 13	100,000.000	-0.01	0.01
NA9QE0TH4	CCP_IRS_P USD-LIBOR-BBA 3M CM REC 2.18% 2046 APR 13	100,000.000	0.01	-0.01
NA9QE0X63	CCP_IRS_P USD-LIBOR-BBA 3M CM REC 2.28% 2046 APR 13	75,000.000	-0.01	0.01
NA9QE0X97	CCP_IRS_P USD-LIBOR-BBA 3M CM REC 2.28% 2046 APR 13	75,000.000	0.01	-0.01
NA9QE1LA5	CDS_SP UL METLIFE INC. R 100BPS 2021 JUN 20	250,000.000	3,962.32	-774.61
NA9QE1P78	CCP_IRS_P USD-LIBOR-BBA 3M CM REC 2.27% 2026 MAR 30	250,000.000	-0.01	0.01
NA9QE1QA0	CCP_IRS_P USD-LIBOR-BBA 3M CM REC 2.27% 2026 MAR 30	250,000.000	0.01	-0.01
NA9QE1QB8	CCP_IRS_P USD-LIBOR-BBA 3M CM REC 2.27% 2026 MAR 30	300,000.000	-0.01	0.01
NA9QE1QC6	CCP_IRS_P USD-LIBOR-BBA 3M CM REC 2.27% 2026 MAR 30	300,000.000	0.01	-0.01
NA9QE27R2	CCP_IRS_P USD-LIBOR-BBA 3M CM REC 1.68% 2026 JUL 20	75,000.000	-0.01	0.01
NA9QE27S0	CCP_IRS_P USD-LIBOR-BBA 3M CM REC 1.68% 2026 JUL 20	75,000.000	0.01	-0.01

VISTRA ENERGY RETIREMENT PLAN

EIN 36-4833461 PN 002

SCHEDULE H, PART IV, LINE 4i

SUPPLEMENTAL SCHEDULE OF ASSETS (ACQUIRED AND DISPOSED OF WITHIN YEAR)

DECEMBER 31, 2016

Security ID	Security Description	Shares	Cost of Acquisitions	Proceeds of Dispositions
NA9QE2800	CCP_IRS. P USD-LIBOR-BBA 3M CM REC 1.71% 2026 JUL 21	100,000.000	-0.01	0.01
NA9QE2826	CCP_IRS._P USD-LIBOR-BBA 3M CM REC 1.71% 2026 JUL 21	100,000.000	0.01	-0.01
NA9QE2FX0	CDS_SP UL METLIFE INC. R 100BPS 2021 JUN 20	600,000.000	9,330.98	-1,630.75
NA9QE3J22	CCP_IRS._P USD-LIBOR-BBA 3M CM REC 1.80% 2026 MAY 27	100,000.000	0.01	-0.01
NA9QE3JZ9	CCP_IRS. P USD-LIBOR-BBA 3M CM REC 1.80% 2026 MAY 27	100,000.000	-0.01	0.01
NA9QE3Y25	CDS_SP UL METLIFE INC. R 100BPS 2021 JUN 20	100,000.000	841.32	-271.79
NA9QE7RQ1	CCP_IRS. R USD-LIBOR-BBA 3M CM PAY 1.50% 2021 DEC 21	3,600,000.000	-0.04	59,254.70
NA9QE7RR9	CCP_IRS._R USD-LIBOR-BBA 3M CM PAY 1.50% 2021 DEC 21	3,600,000.000	49,201.07	-0.05
NA9QEV9X3	CDS_SP UL ANADARKO PETROLEUM R 100BPS 2020 DEC 20	100,000.000	15,511.67	-1,782.69
NA9QEW52	CDX_SP UL CMBX.NA.BBB_7 R 300BPS 2047 JAN 17	100,000.000	10,112.78	-6,049.51
NA9QEY404	CDS_SP UL DEVON ENERGY CORPOR R 100BPS 2020 DEC 20	100,000.000	23,185.90	-2,121.69
NA9QEZB78	CDX_SP UL CMBX.NA.BBB_7 R 300BPS 2047 JAN 17	100,000.000	10,723.04	-6,049.51
NA9QEZU85	CDS_BP UL HONEYWELL INTERNATI P 100BPS 2020 DEC 20	150,000.000	4,727.04	-4,961.16
NA9QEZVE1	CDS_BP UL HONEYWELL INTERNATI P 100BPS 2020 DEC 20	50,000.000	1,599.79	-1,653.72
NA9QFJJ75	CCP_IRS. P USD-LIBOR-BBA 3M CM REC 2.45% 2026 DEC 19	550,000.000	-0.01	0.01
NA9QFJJ91	CCP_IRS._P USD-LIBOR-BBA 3M CM REC 2.45% 2026 DEC 19	550,000.000	0.01	-2,295.79
XX9QE19RB	CDX EUR 5Y P 13BPS R .6% 62021 PUT JUN 16 001.000 ED 061516	1,250,000.000	2,584.22	-138.11
XX9QE19TC	CDX EUR 5Y P 13BPS R .6% PUT AUG 16 001.200 ED 081716	900,000.000	2,360.94	-99.10
XX9QE19UM	CDX EUR 5Y P 13BPS R .6% PUT SEP 16 001.250 ED 092116	600,000.000	1,987.45	-67.08
XX9QE19UT	CDX EUR 5Y P 13BPS R .6% PUT SEP 16 001.000 ED 092116	1,900,000.000	5,070.10	-212.09
XX9QE1NV6	CDX_ITRAXX BP 5Y EUR ICE 2021 JUNE 20 ICE	1,050,000.000	16,758.37	-16,840.68
XX9QE1NW4	CDX_BP EUR 5Y ICE 2021 JUNE 20	1,050,000.000	-0.01	0.01
XX9QFDJS1	CCP CDX SP UL ITRAXX MAIN 26 5 R 100 BPS 2021 DEC 20 ICE	1,000,000.000	0.01	-0.01
XX9QFDJT9	CCP_CDX SP UL ITRAXX MAIN 26 5 R 100 BPS 2021 DEC 20 ICE	1,000,000.000	-11,420.32	13,935.71
XX9UD19BB	MXN/EUR SPOT OPTION 2017 CALL FEB 17 026.750 ED 021517	500,000.000	13,717.68	-3,770.04
XX9UD19NC	MXN/EUR SPOT OPTION 2017 PUT FEB 17 019.820 ED 02/15/17	500,000.000	-13,717.68	2,563.63

VISTRA ENERGY RETIREMENT PLAN

EIN 36-4833461 PN002

SCHEDULE H, PART IV, LINE 4j

SUPPLEMENTAL SCHEDULE OF REPORTABLE TRANSACTIONS

YEAR ENDED DECEMBER 31, 2016

Note: Refer to the enclosed Trustee statements for the required disclosures.

VISTRA ENERGY RETIREMENT PLAN
EIN 36-4833461 PN002
SCHEDULE H, PART IV, LINE 4j
SUPPLEMENTAL SCHEDULE OF REPORTABLE TRANSACTIONS
YEAR ENDED DECEMBER 31, 2016

Security ID	Security Description	Tran Code	Shares	Expense	Cost of Acquisitions	Proceeds of Dispositions	Cost of Assets	Gain/Loss	
5% VALUE	13,963,246.11								
:									
TUCF17813702	72201P613	PIMCO FDS SHORT TERM FLTG NAV PORT II	B	2,199,120.352	0.00	22,000,000.00	0.00	0.00	
TUCF17813702	72201P613	PIMCO FDS SHORT TERM FLTG NAV PORT II	S	2,329,068.373	0.00	0.00	23,300,000.00	23,299,991.85	8.15
TUCF17813702	912828M56	U S TREASURY NOTE 2.250% 11/15/2025 DD 11/15/15	B	25,000,000.000	0.00	25,029,296.88	0.00	0.00	
TUCF17813702	912828M56	U S TREASURY NOTE 2.250% 11/15/2025 DD 11/15/15	B	25,325,000.000	0.00	25,378,797.64	0.00	0.00	
TUCF17813702	912828M56	U S TREASURY NOTE 2.250% 11/15/2025 DD 11/15/15	S	25,325,000.000	0.00	0.00	25,380,398.44	25,353,287.69	27,110.75
TUCF17813902	999J00325	COLLECTIVE US GOV'T STIF 15 BPS	B	25,557,783.050	0.00	25,557,783.05	0.00	0.00	
TUCF17812702	999J00325	COLLECTIVE US GOV'T STIF 15 BPS	S	63,500,426.190	0.00	0.00	63,500,426.19	63,500,426.19	0.00
TUCF17813902	999J00325	COLLECTIVE US GOV'T STIF 15 BPS	S	14,433,537.360	0.00	0.00	14,433,537.36	14,433,537.36	0.00

VISTRA ENERGY RETIREMENT PLAN
EIN 36-4833461 PN002
SCHEDULE H, PART IV, LINE 4j
SUPPLEMENTAL SCHEDULE OF REPORTABLE TRANSACTIONS
YEAR ENDED DECEMBER 31, 2016

Tran Count	Security ID	Security Description	Shares	Cost of Acquisitions	Proceeds of Dispositions	Cost of Assets Disposed	Gain/Loss
5% VALUE :		13,963,246.11					
4	01F032617	COMMIT TO PUR FNMA SF MTG 3.500% 01/01/2047 DD 01/01/17	14,600,000.000	15,160,062.50	0.00	0.00	0.00
4	01F032617	COMMIT TO PUR FNMA SF MTG 3.500% 01/01/2047 DD 01/01/17	14,600,000.000	0.00	14,988,265.64	15,160,062.50	-171,796.86
12	01F0326A7	COMMIT TO PUR FNMA SF MTG 3.500% 10/01/2046 DD 10/01/16	11,600,000.000	12,210,242.21	0.00	0.00	0.00
12	01F0326A7	COMMIT TO PUR FNMA SF MTG 3.500% 10/01/2046 DD 10/01/16	11,600,000.000	0.00	12,214,685.56	12,210,242.21	4,443.35
12	01F0326B5	COMMIT TO PUR FNMA SF MTG 3.500% 11/01/2046 DD 11/01/16	17,000,000.000	0.00	17,865,089.85	17,875,421.88	-10,332.03
12	01F0326B5	COMMIT TO PUR FNMA SF MTG 3.500% 11/01/2046 DD 11/01/16	17,000,000.000	17,875,421.88	0.00	0.00	0.00
7	01F0326C3	COMMIT TO PUR FNMA SF MTG 3.500% 12/01/2046 DD 12/01/16	14,600,000.000	0.00	15,220,242.20	15,239,140.63	-18,898.43
9	01F0326C3	COMMIT TO PUR FNMA SF MTG 3.500% 12/01/2046 DD 12/01/16	14,600,000.000	15,239,140.63	0.00	0.00	0.00
47	72201P613	PIMCO FDS SHORT TERM FLTG NAV PORT II	3,168,487.980	31,702,639.95	0.00	0.00	0.00
15	72201P613	PIMCO FDS SHORT TERM FLTG NAV PORT II	3,218,199.250	0.00	32,200,000.00	32,199,835.56	164.44
31	912810RN0	U S TREASURY BOND 2.875% 08/15/2045 DD 08/15/15	14,090,000.000	13,899,779.58	0.00	0.00	0.00
39	912810RN0	U S TREASURY BOND 2.875% 08/15/2045 DD 08/15/15	18,985,000.000	0.00	19,175,677.60	18,648,505.93	527,171.67
76	912810RP5	U S TREASURY BOND 3.000% 11/15/2045 DD 11/15/15	30,633,000.000	0.00	32,971,430.05	33,001,688.96	-30,258.91
98	912810RP5	U S TREASURY BOND 3.000% 11/15/2045 DD 11/15/15	30,633,000.000	33,001,688.96	0.00	0.00	0.00
112	912810RQ3	U S TREASURY BOND 2.500% 02/15/2046 DD 02/15/16	102,972,000.000	103,788,736.46	0.00	0.00	0.00
57	912810RQ3	U S TREASURY BOND 2.500% 02/15/2046 DD 02/15/16	97,988,000.000	0.00	100,515,026.49	98,618,761.78	1,896,264.71
41	912810RS9	U S TREASURY BOND 2.500% 05/15/2046 DD 05/15/16	22,003,000.000	0.00	21,947,722.28	22,967,375.12	-1,019,652.84
65	912810RS9	U S TREASURY BOND 2.500% 05/15/2046 DD 05/15/16	32,631,000.000	34,098,309.45	0.00	0.00	0.00
1	912810RT7	U S TREASURY BOND 2.250% 08/15/2046 DD 08/15/16	205,000.000	171,855.66	0.00	0.00	0.00
23	912810RT7	U S TREASURY BOND 2.250% 08/15/2046 DD 08/15/16	34,916,000.000	0.00	29,704,504.38	30,659,378.44	-954,874.06
54	912810RT7	U S TREASURY BOND 2.250% 08/15/2046 DD 08/15/16	49,573,000.000	43,128,310.66	0.00	0.00	0.00
68	9128282A7	U S TREASURY NOTE 1.500% 08/15/2026 DD 08/15/16	249,687,000.000	0.00	244,531,220.55	245,020,354.09	-489,133.54

VISTRA ENERGY RETIREMENT PLAN
EIN 36-4833461 PN002
SCHEDULE H, PART IV, LINE 4j
SUPPLEMENTAL SCHEDULE OF REPORTABLE TRANSACTIONS
YEAR ENDED DECEMBER 31, 2016

Tran Count	Security ID	Security Description	Shares	Cost of Acquisitions	Proceeds of Dispositions	Cost of Assets Disposed	Gain/Loss
5% VALUE :		13,963,246.11					
80	912828A7	U S TREASURY NOTE 1.500% 08/15/2026 DD 08/15/16	252,994,000.000	248,130,963.44	0.00	0.00	0.00
42	912828M56	U S TREASURY NOTE 2.250% 11/15/2025 DD 11/15/15	136,985,000.000	139,027,983.94	0.00	0.00	0.00
48	912828M56	U S TREASURY NOTE 2.250% 11/15/2025 DD 11/15/15	138,395,000.000	0.00	141,627,831.65	140,437,317.57	1,190,514.08
97	912828P46	U S TREASURY NOTE 1.625% 02/15/2026 DD 02/15/16	358,995,000.000	352,693,475.61	0.00	0.00	0.00
85	912828P46	U S TREASURY NOTE 1.625% 02/15/2026 DD 02/15/16	352,155,000.000	0.00	346,098,390.24	345,938,640.13	159,750.11
84	912828R36	U S TREASURY NOTE 1.625% 05/15/2026 DD 05/15/16	360,529,000.000	362,046,055.04	0.00	0.00	0.00
65	912828R36	U S TREASURY NOTE 1.625% 05/15/2026 DD 05/15/16	354,845,000.000	0.00	356,514,688.57	356,316,338.40	198,350.17
1	912828U24	U S TREASURY NOTE 2.000% 11/15/2026 DD 11/15/16	2,400,000.000	2,298,087.02	0.00	0.00	0.00
25	912828U24	U S TREASURY NOTE 2.000% 11/15/2026 DD 11/15/16	61,422,000.000	0.00	58,917,185.78	59,008,490.00	-91,304.22
36	912828U24	U S TREASURY NOTE 2.000% 11/15/2026 DD 11/15/16	64,052,000.000	61,512,315.54	0.00	0.00	0.00
13	996087094	BNY MELLON CASH RESERVE 0.010% 12/31/2049 DD 06/26/97	7,036,291.050	7,036,291.05	0.00	0.00	0.00
13	996087094	BNY MELLON CASH RESERVE 0.010% 12/31/2049 DD 06/26/97	7,036,291.050	0.00	7,036,291.05	7,036,291.05	0.00
325	999J00325	COLLECTIVE US GOV'T STIF 15 BPS	68,869,443.650	68,869,443.65	0.00	0.00	0.00
289	999J00325	COLLECTIVE US GOV'T STIF 15 BPS	134,024,553.600	0.00	134,024,553.60	134,024,553.60	0.00

Schedule SB Attachment (Form 5500)—2016 Plan Year
 Vistra Energy Retirement Plan
 EIN: 36-4833461 PN: 002

Schedule SB, line 26—Schedule of Active Participant Data

Attained Age	Number of Participants									
	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25										
25-29			4							
30-34			10	2						
35-39			17	3						
40-44			17	8	4					
45-49			13	8	6	13				
50-54			20	16	7	27	15	78		
55-59			15	20	16	14	30	261		
60-64			9	5	14	10	14	54	58	
65-69			1	1	4	3	1	9	8	5
70+										

N-820

Schedule SB Attachment (Form 5500)—2016 Plan Year
Vistra Energy Retirement Plan
EIN: 36-4833461 PN: 002

Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Interest Rates for Minimum Funding Purposes	Based on IRS 24-month average segments rates for September 2015, each adjusted as needed to fall within the 25-year average interest rate stabilization corridor. 1st Segment Rate: 4.43%. 2nd Segment Rate: 5.91%. 3rd Segment Rate: 6.65%.
Interest Rates for Maximum Tax Purposes	Based on IRS 24-month average segments rates for September 2015, without regard to interest rate stabilization. 1st Segment Rate: 1.34%. 2nd Segment Rate: 4.03%. 3rd Segment Rate: 5.06%.
Pay Increases	3.50%.
Cash Balance Interest Crediting Rate	4.00%.
Cash Balance Annuity Conversion Rate	Underlying section 430 interest rates.
Social Security Wage Base Increases	Future wage indices are based on a national wage increase of 3.50% per year.
Social Security COLA Increases	3.00%.
Mortality Rates	2016 Static Mortality Table for Annuitants and Non-Annuitants Per Treasury Regulation section 1.430(h)(3)-1(e).
Retirement Rates	See Table A.
Withdrawal Rates	See Table B.
Disability Rates	See Table C.
Payment Form	
Traditional Participants	65% Joint and 100% survivor annuity. 35% Single life annuity.
Cash Balance Participants	100% Lump sum.

Schedule SB Attachment (Form 5500)—2016 Plan Year
Vistra Energy Retirement Plan
EIN: 36-4833461 PN: 002

Benefit Commencement Age	
Active Participants	
Retirement Eligible	Immediate.
Not Retirement Eligible	
Traditional Participants	Age 62 if at least 15 years of service, otherwise 65.
Cash Balance Participants	Once the 10-year service requirement is or would have been met.
LTD Participants	Age 65.
Terminated Vested Participants	
Traditional Participants	Age 62 if at least 15 years of service; otherwise 65.
Cash Balance Participants	Age 55 or, if later, once the 10-year service requirement is or would have been met.
Decrement Timing	Beginning of year decrements.
Surviving Spouse Benefit	80% of males and 80% of females have an eligible spouse; males are three years older than their spouses.
Benefit and Compensation Limits	Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$210,000 and the IRC section 401(a)(17) compensation limit of \$265,000.
Valuation of Plan Assets	Fair market value.
Trust Expenses Included in Target Normal Cost	\$1,441,285. Expenses are equal to the actual prior year administrative expenses plus current year PBGC premiums.
Actuarial Method	Standard unit credit cost method.
Valuation Date	January 1, 2016.

Schedule SB Attachment (Form 5500)—2016 Plan Year
Vistra Energy Retirement Plan
EIN: 36-4833461 PN: 002

Table A
Annual Rates of Retirement per 100 Eligible Participants

Age	Rate
55	10.00
56	5.00
57	6.00
58	8.00
59	9.00
60	13.00
61	15.00
62	35.00
63	20.00
64	25.00
65+	100.00

Schedule SB Attachment (Form 5500)—2016 Plan Year
 Vistra Energy Retirement Plan
 EIN: 36-4833461 PN: 002

Table B

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

Age	Male Rate	Female Rate	Age	Male Rate	Female Rate
15	7.2000	17.1606	40	4.9000	10.2636
16	7.2000	17.1606	41	4.7000	9.8804
17	7.2000	17.1606	42	4.5000	9.4972
18	7.2000	17.1606	43	4.2000	9.1141
19	7.2000	17.1606	44	3.9000	8.7309
20	7.2000	17.1606	45	3.6000	8.3477
21	7.1000	17.1606	46	3.3000	7.9646
22	7.0000	17.1606	47	3.0000	7.5814
23	6.9000	16.7774	48	2.9000	7.1982
24	6.8000	16.3943	49	2.8000	6.8151
25	6.7000	16.0111	50	2.7000	6.4319
26	6.6000	15.6279	51	2.6000	6.0487
27	6.5000	15.2448	52	2.5000	5.6656
28	6.4000	14.8616	53	2.3000	5.2824
29	6.3000	14.4784	54	2.1000	4.8992
30	6.2000	14.0953	55	1.9000	4.5161
31	6.1000	13.7121	56	1.7000	4.1329
32	6.0000	13.3289	57	1.5000	3.7497
33	5.9000	12.9458	58	1.2000	3.3666
34	5.8000	12.5626	59	0.9000	2.9834
35	5.7000	12.1794	60	0.6000	2.6002
36	5.6000	11.7963	61	0.0300	2.2170
37	5.5000	11.4131	62	0.0000	1.8339
38	5.3000	11.0299	63	0.0000	1.4507
39	5.1000	10.6467	64	0.0000	1.0675
			65+	0.0000	0.0000

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

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

Schedule SB Attachment (Form 5500)—2016 Plan Year
 Vistra Energy Retirement Plan
 EIN: 36-4833461 PN: 002

Table C
Annual Rates of Disability per 100 Eligible Participants

Age	Rate	Age	Rate
15	0.0000	40	0.1821
16	0.0000	41	0.1974
17	0.0000	42	0.2129
18	0.0000	43	0.2302
19	0.0000	44	0.2512
20	0.0200	45	0.2773
21	0.0210	46	0.3071
22	0.0220	47	0.3380
23	0.0250	48	0.3737
24	0.0285	49	0.4202
25	0.0325	50	0.4758
26	0.0370	51	0.5370
27	0.0420	52	0.6080
28	0.0486	53	0.6868
29	0.0567	54	0.7759
30	0.0658	55	0.8700
31	0.0756	56	0.9672
32	0.0858	57	1.0700
33	0.0965	58	1.1693
34	0.1076	59	1.2500
35	0.1190	60	1.3750
36	0.1305	61	1.6570
37	0.1420	62	1.7820
38	0.1541	63	1.8400
39	0.1673	64	1.8620
		65	1.8750
		66+	0.0000

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 6057(b) and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2016 This Form Is Open to Public Inspection
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Part I Annual Report Identification Information	
For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</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.) ☒ 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 VISTRA ENERGY RETIREMENT PLAN 2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) VISTRA OPERATIONS COMPANY LLC 6555 SIERRA DRIVE 3N-56D IRVING TX 75039	<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;">002</td> </tr> <tr> <td colspan="2">1c Effective date of plan 01/01/1947</td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) 36-4833461</td> </tr> <tr> <td colspan="2">2c Plan Sponsor's telephone number 214-812-1149</td> </tr> <tr> <td colspan="2">2d Business code (see instructions) 551112</td> </tr> </table>	1b Three-digit plan number (PN) ▶	002	1c Effective date of plan 01/01/1947		2b Employer Identification Number (EIN) 36-4833461		2c Plan Sponsor's telephone number 214-812-1149		2d Business code (see instructions) 551112	
1b Three-digit plan number (PN) ▶	002										
1c Effective date of plan 01/01/1947											
2b Employer Identification Number (EIN) 36-4833461											
2c Plan Sponsor's telephone number 214-812-1149											
2d Business code (see instructions) 551112											

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		10/2/17	CYNDIE EWERT
	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)			Preparer's telephone number

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name ENERGY FUTURE HOLDINGS CORP.	4b EIN 46-2488810 4c PN 002
5 Total number of participants at the beginning of the plan year	5 1,121
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	6a(1) 820
a(2) Total number of active participants at the end of the plan year	6a(2) 714
b Retired or separated participants receiving benefits	6b 299
c Other retired or separated participants entitled to future benefits	6c 67
d Subtotal. Add lines 6a(2), 6b, and 6c	6d 1,080
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e 19
f Total. Add lines 6d and 6e	6f 1,099
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 0
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 1C 1E 3F 3H	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

9a Plan funding arrangement (check all that apply)	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	(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	b General Schedules
(1) ☒ R (Retirement Plan Information)	(1) ☒ H (Financial Information)
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) ☐ I (Financial Information - Small Plan)
(3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(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 2016 Form M-1 annual report. If the plan was not required to file the 2016 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 _____

Plan Name	Vistra Energy Retirement Plan
Plan Sponsor EIN	46-2488810
ERISA Plan No.	002
Plan Year End	12/31/2016

The required attachment noted below is included within the Accountant's Opinion attachment to the Form 5500 Schedule H, Part III, which consists of the entire Audit report issued by the Plan's Independent Qualified Public Accountant (IQPA).

Form/Schedule	Line Item	Description
5500 Schedule H	Line 4j	Schedule of Reportable Transactions

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 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016	
▶ 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 VISTRA ENERGY RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF VISTRA OPERATIONS COMPANY LLC	D Employer Identification Number (EIN) 36-4833461
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 01 Day 01 Year 2016	
2 Assets:	
a Market value.....	2a 280,670,279
b Actuarial value	2b 280,670,279
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	239 73,413,895 73,413,895
b For terminated vested participants	62 7,061,152 7,061,152
c For active participants	820 148,273,451 149,401,970
d Total	1,121 228,748,498 229,877,017
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 6.09%
6 Target normal cost	6 8,641,416

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 ALLISON LOGAN Signature of actuary ALLISON LOGAN Type or print name of actuary Aon Consulting, Inc. Firm name 2711 NORTH HASKELL AVENUE SUITE 800 DALLAS TX 75204-2911 Address of the firm	09/18/2017 Date 1707794 Most recent enrollment number 214-989-2641 Telephone number (including area code)

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, see the Instructions for Form 5500 or 5500-SF.	Schedule SB (Form 5500) 2016 v. 160205
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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	45,617,853
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year).....	0	10,991,695
9 Amount remaining (line 7 minus line 8).....	0	34,626,158
10 Interest on line 9 using prior year's actual return of <u>-2.76%</u>	0	-955,682
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year).....		57,742,052
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>6.29%</u>		2,940,597
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return.....		-303,371
c Total available at beginning of current plan year to add to prefunding balance.....		60,379,278
d Portion of (c) to be added to prefunding balance.....		0
12 Other reductions in balances due to elections or deemed elections.....	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12).....	0	33,670,476

Part III Funding Percentages

14 Funding target attainment percentage.....	14	107.44%
15 Adjusted funding target attainment percentage.....	15	122.09%
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	86.26%
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and Liquidity Shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ▶			18(b)	0	18(c) 0

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

a Contributions allocated toward unpaid minimum required contributions from prior years.....	19a	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	0

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: 4.43 %	2nd segment: 5.91 %	3rd segment: 6.65 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 61
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	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	8,641,416	
b Excess assets, if applicable, but not greater than line 31a	31b	8,641,416	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)....	34	0	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

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

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

Schedule SB Attachment (Form 5500)—2016 Plan Year
Vistra Energy Retirement Plan
EIN: 36-4833461 PN: 002

Schedule SB, line 22—Description of Weighted Average Retirement Age

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

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

Schedule SB Attachment (Form 5500)—2016 Plan Year
Vistra Energy Retirement Plan
EIN: 36-4833461 PN: 002

Schedule SB, line 24—Change in Actuarial Assumptions

The funding valuation reflects the following assumption changes:

- The cash balance interest crediting rate changed from 4.50% to 4.00%.

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

Schedule SB Attachment (Form 5500)—2016 Plan Year
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Schedule SB, line 26—Schedule of Active Participant Data

Attained Age	Number of Participants Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25										
25-29			4							
30-34			10	2						
35-39			17	3						
40-44			17	8	4					
45-49			13	8	6	13				
50-54			20	16	7	27	15	78		
55-59			15	20	16	14	30	261		
60-64			9	5	14	10	14	54	58	
65-69			1	1	4	3	1	9	8	5
70+										

N-820

Schedule SB Attachment (Form 5500)—2016 Plan Year
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Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Interest Rates for Minimum Funding Purposes	Based on IRS 24-month average segments rates for September 2015, each adjusted as needed to fall within the 25-year average interest rate stabilization corridor. 1st Segment Rate: 4.43%. 2nd Segment Rate: 5.91%. 3rd Segment Rate: 6.65%.
Interest Rates for Maximum Tax Purposes	Based on IRS 24-month average segments rates for September 2015, without regard to interest rate stabilization. 1st Segment Rate: 1.34%. 2nd Segment Rate: 4.03%. 3rd Segment Rate: 5.06%.
Pay Increases	3.50%.
Cash Balance Interest Crediting Rate	4.00%.
Cash Balance Annuity Conversion Rate	Underlying section 430 interest rates.
Social Security Wage Base Increases	Future wage indices are based on a national wage increase of 3.50% per year.
Social Security COLA Increases	3.00%.
Mortality Rates	2016 Static Mortality Table for Annuitants and Non-Annuitants Per Treasury Regulation section 1.430(h)(3)-1(e).
Retirement Rates	See Table A.
Withdrawal Rates	See Table B.
Disability Rates	See Table C.
Payment Form	
Traditional Participants	65% Joint and 100% survivor annuity. 35% Single life annuity.
Cash Balance Participants	100% Lump sum.

Schedule SB Attachment (Form 5500)—2016 Plan Year
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Benefit Commencement Age	
Active Participants	
Retirement Eligible	Immediate.
Not Retirement Eligible	
Traditional Participants	Age 62 if at least 15 years of service, otherwise 65.
Cash Balance Participants	Once the 10-year service requirement is or would have been met.
LTD Participants	Age 65.
Terminated Vested Participants	
Traditional Participants	Age 62 if at least 15 years of service; otherwise 65.
Cash Balance Participants	Age 55 or, if later, once the 10-year service requirement is or would have been met.
Decrement Timing	Beginning of year decrements.
Surviving Spouse Benefit	80% of males and 80% of females have an eligible spouse; males are three years older than their spouses.
Benefit and Compensation Limits	Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$210,000 and the IRC section 401(a)(17) compensation limit of \$265,000.
Valuation of Plan Assets	Fair market value.
Trust Expenses Included in Target Normal Cost	\$1,441,285. Expenses are equal to the actual prior year administrative expenses plus current year PBGC premiums.
Actuarial Method	Standard unit credit cost method.
Valuation Date	January 1, 2016.

Schedule SB Attachment (Form 5500)—2016 Plan Year
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Table A
Annual Rates of Retirement per 100 Eligible Participants

Age	Rate
55	10.00
56	5.00
57	6.00
58	8.00
59	9.00
60	13.00
61	15.00
62	35.00
63	20.00
64	25.00
65+	100.00

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Table B

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

Age	Male Rate	Female Rate	Age	Male Rate	Female Rate
15	7.2000	17.1606	40	4.9000	10.2636
16	7.2000	17.1606	41	4.7000	9.8804
17	7.2000	17.1606	42	4.5000	9.4972
18	7.2000	17.1606	43	4.2000	9.1141
19	7.2000	17.1606	44	3.9000	8.7309
20	7.2000	17.1606	45	3.6000	8.3477
21	7.1000	17.1606	46	3.3000	7.9646
22	7.0000	17.1606	47	3.0000	7.5814
23	6.9000	16.7774	48	2.9000	7.1982
24	6.8000	16.3943	49	2.8000	6.8151
25	6.7000	16.0111	50	2.7000	6.4319
26	6.6000	15.6279	51	2.6000	6.0487
27	6.5000	15.2448	52	2.5000	5.6656
28	6.4000	14.8616	53	2.3000	5.2824
29	6.3000	14.4784	54	2.1000	4.8992
30	6.2000	14.0953	55	1.9000	4.5161
31	6.1000	13.7121	56	1.7000	4.1329
32	6.0000	13.3289	57	1.5000	3.7497
33	5.9000	12.9458	58	1.2000	3.3666
34	5.8000	12.5626	59	0.9000	2.9834
35	5.7000	12.1794	60	0.6000	2.6002
36	5.6000	11.7963	61	0.0300	2.2170
37	5.5000	11.4131	62	0.0000	1.8339
38	5.3000	11.0299	63	0.0000	1.4507
39	5.1000	10.6467	64	0.0000	1.0675
			65+	0.0000	0.0000

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

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

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Table C
Annual Rates of Disability per 100 Eligible Participants

Age	Rate	Age	Rate
15	0.0000	40	0.1821
16	0.0000	41	0.1974
17	0.0000	42	0.2129
18	0.0000	43	0.2302
19	0.0000	44	0.2512
20	0.0200	45	0.2773
21	0.0210	46	0.3071
22	0.0220	47	0.3380
23	0.0250	48	0.3737
24	0.0285	49	0.4202
25	0.0325	50	0.4758
26	0.0370	51	0.5370
27	0.0420	52	0.6080
28	0.0486	53	0.6868
29	0.0567	54	0.7759
30	0.0658	55	0.8700
31	0.0756	56	0.9672
32	0.0858	57	1.0700
33	0.0965	58	1.1693
34	0.1076	59	1.2500
35	0.1190	60	1.3750
36	0.1305	61	1.6570
37	0.1420	62	1.7820
38	0.1541	63	1.8400
39	0.1673	64	1.8620
		65	1.8750
		66+	0.0000

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Schedule SB, Part V—Summary of Plan Provisions

Effective Date	January 1, 1947; amended and restated January 1, 2010. Effective September 25, 2012, the plan was amended to increase the accrued benefit for certain specified plan participants and freeze benefit accruals for active, non-bargaining unit employees of Luminant, TXU Energy, and EFH.
Participation	<p>Completion of at least one year of service and attainment of age 21.</p> <p>Employees (other than Employees of Oncor Electric Delivery), who are first hired or rehired more than twelve months following a severance from service on or after October 1, 2007, shall not be eligible to participate in the plan or to accrue any additional benefit.</p> <p>Effective October 1, 2012, active, nonbargaining unit employees of Luminant, TXU Energy, and EFH were spun off to the EFH Active Retirement Plan.</p> <p>Effective October 1, 2012, the following plan participants were spun off to the Oncor Retirement Plan: 1) active employees of Oncor; 2) retirees and beneficiaries receiving benefits from this plan as of that date; 3) other former employees and beneficiaries with vested accrued benefits from this plan on that date who had not gone into pay status; and, 4) alternate payees under qualified domestic relations orders in effect under this plan as of October 1, 2012, other than qualified domestic relations orders relating to Employees who, as of October 1, 2012, are bargaining unit Employees of Luminant.</p> <p>Participants in this plan on October 1, 2012, are active, bargaining unit employees of Luminant, as of that date, and alternate payees of these employees.</p>
Applicable Benefit Formula	Employees hired before January 1, 2001 were allowed a one-time choice between their then current pension benefit (generally Final Average Pay), and a new Cash Balance benefit. For those electing the Cash Balance Plan an opening balance equal to the value of their Traditional benefit was determined. All hires after December 31, 2000 automatically enter the Cash Balance

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formula. In addition certain employees were already covered by a "Prior Cash Balance Formula" and certain employees, acquired as a result of various acquisitions have special minimum benefit provisions. The most notable of those special provisions pertain to former Enserch employees and those are summarized later in this material.

Normal Retirement

Eligibility

Attainment of age 65.

Current Vistra Formulas:

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

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

- (A) $1.3\% \times (\text{average annual Earnings not in excess of } \$7,800) \times \text{Accredited Service}$; and
(B) $1.5\% \times (\text{average annual Earnings in excess of } \$7,800) \times \text{Accredited Service}$.

Prior Cash Balance Formula

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

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

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

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

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Normal Retirement (continued)

Current Cash Balance Formula

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

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

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

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

Early Retirement

Eligibility

Attainment of age 55 and 15 years of Accredited Service.

Benefits

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

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

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

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Late Retirement

Eligibility Actively employed after normal retirement eligibility.

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

Vested Terminations

Eligibility

Traditional Formula Five years of Vesting Service and termination of employment for reasons other than disability and death.

Cash Balance Formula Three years of Vesting Service and termination of employment for reasons other than disability and death.

Benefits The benefit under the Final Average Pay Formula shall be the accrued benefit payable at age 65. If the Employee has at least 15 years of Accredited Service at termination, the benefit can commence as early as age 55 with the same reduction as for Early Retirement.

The benefit under the Cash Balance Formula will be the account balance or an actuarially equivalent annuity that can commence immediately, provided the Employee had at least 10 years of Accredited Service at termination. For other participants commencement is delayed until the date that they would have had 10 years of Accredited Service had they not terminated.

Disability Retirement

Eligibility Participant must be eligible for benefits under the company's formal long-term disability plan.

Benefits Service for purposes of Accredited Service will continue. However, average annual Earnings at the time of disability will be used to calculate retirement benefits.

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Qualified Preretirement Survivor Annuity

Eligibility

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

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

Benefits

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

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

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

Postretirement Death

Eligibility

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

Benefits

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

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Normal Form of Payment

Single life annuity for single participants. 100% qualified joint and survivor annuity for married participants.

Optional Forms of Payment

Actuarially equivalent amounts may be paid in any of the following forms:

- Single Life Annuity
- 50% Joint and Survivor Annuity
- 100% Joint and Survivor Annuity
- 10-Year Certain and Life Annuity
- Social Security Adjustment
- Lump Sum (only if less than \$5,000 for Traditional participants)

Employee Contributions

No employee contributions are required or allowed.

Pay Limits

The Enserch plan incorporates prospective EGTRRA Limits. Pre-EGTRRA Limits are calculated under the Extended Wear-Away GATT approach.

Ad Hoc Enhancements

From time to time, the plan has sponsored ad hoc enhancements including severance benefits, early retirement windows, and ad hoc retiree cost-of-living increases. None of these has consistently shown a pattern of entitlement to include their valuation for future retirees.

Definitions

Accredited Service

Accredited Service is used to determine the amount of a participant's benefit under the plan.

Accredited Service is years and complete months of participation, up to a maximum of 40 years.

Vesting Service

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

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

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Earnings

Annual remuneration, exclusive of overtime earnings or any special, incentive or other extra compensation. Includes amounts contributed to a salary reduction arrangement. Earnings for Cash Balance participants shall include cash commissions and incentive compensation.

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

Final Average Earnings

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

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Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

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

Schedule SB Attachment (Form 5500)—2016 Plan Year
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EIN: 36-4833461 PN: 002

Schedule SB, line 22—Description of Weighted Average Retirement Age

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

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

Schedule SB Attachment (Form 5500)—2016 Plan Year
Vistra Energy Retirement Plan
EIN: 36-4833461 PN: 002

Schedule SB, Part V—Summary of Plan Provisions

Effective Date	January 1, 1947; amended and restated January 1, 2010. Effective September 25, 2012, the plan was amended to increase the accrued benefit for certain specified plan participants and freeze benefit accruals for active, non-bargaining unit employees of Luminant, TXU Energy, and EFH.
Participation	<p>Completion of at least one year of service and attainment of age 21.</p> <p>Employees (other than Employees of Oncor Electric Delivery), who are first hired or rehired more than twelve months following a severance from service on or after October 1, 2007, shall not be eligible to participate in the plan or to accrue any additional benefit.</p> <p>Effective October 1, 2012, active, nonbargaining unit employees of Luminant, TXU Energy, and EFH were spun off to the EFH Active Retirement Plan.</p> <p>Effective October 1, 2012, the following plan participants were spun off to the Oncor Retirement Plan: 1) active employees of Oncor; 2) retirees and beneficiaries receiving benefits from this plan as of that date; 3) other former employees and beneficiaries with vested accrued benefits from this plan on that date who had not gone into pay status; and, 4) alternate payees under qualified domestic relations orders in effect under this plan as of October 1, 2012, other than qualified domestic relations orders relating to Employees who, as of October 1, 2012, are bargaining unit Employees of Luminant.</p> <p>Participants in this plan on October 1, 2012, are active, bargaining unit employees of Luminant, as of that date, and alternate payees of these employees.</p>
Applicable Benefit Formula	Employees hired before January 1, 2001 were allowed a one-time choice between their then current pension benefit (generally Final Average Pay), and a new Cash Balance benefit. For those electing the Cash Balance Plan an opening balance equal to the value of their Traditional benefit was determined. All hires after December 31, 2000 automatically enter the Cash Balance

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formula. In addition certain employees were already covered by a "Prior Cash Balance Formula" and certain employees, acquired as a result of various acquisitions have special minimum benefit provisions. The most notable of those special provisions pertain to former Enserch employees and those are summarized later in this material.

Normal Retirement

Eligibility

Attainment of age 65.

Current Vistra Formulas:

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

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

- (A) $1.3\% \times (\text{average annual Earnings not in excess of } \$7,800) \times \text{Accredited Service}$; and
(B) $1.5\% \times (\text{average annual Earnings in excess of } \$7,800) \times \text{Accredited Service}$.

Prior Cash Balance Formula

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

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

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

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

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Normal Retirement (continued)

Current Cash Balance Formula

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

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

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

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

Early Retirement

Eligibility

Attainment of age 55 and 15 years of Accredited Service.

Benefits

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

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

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

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Late Retirement

Eligibility

Actively employed after normal retirement eligibility.

Benefits

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

Vested Terminations

Eligibility

Traditional Formula

Five years of Vesting Service and termination of employment for reasons other than disability and death.

Cash Balance Formula

Three years of Vesting Service and termination of employment for reasons other than disability and death.

Benefits

The benefit under the Final Average Pay Formula shall be the accrued benefit payable at age 65. If the Employee has at least 15 years of Accredited Service at termination, the benefit can commence as early as age 55 with the same reduction as for Early Retirement.

The benefit under the Cash Balance Formula will be the account balance or an actuarially equivalent annuity that can commence immediately, provided the Employee had at least 10 years of Accredited Service at termination. For other participants commencement is delayed until the date that they would have had 10 years of Accredited Service had they not terminated.

Disability Retirement

Eligibility

Participant must be eligible for benefits under the company's formal long-term disability plan.

Benefits

Service for purposes of Accredited Service will continue. However, average annual Earnings at the time of disability will be used to calculate retirement benefits.

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Qualified Preretirement Survivor Annuity

Eligibility

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

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

Benefits

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

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

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

Postretirement Death

Eligibility

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

Benefits

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

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Normal Form of Payment

Single life annuity for single participants. 100% qualified joint and survivor annuity for married participants.

Optional Forms of Payment

Actuarially equivalent amounts may be paid in any of the following forms:

- Single Life Annuity
- 50% Joint and Survivor Annuity
- 100% Joint and Survivor Annuity
- 10-Year Certain and Life Annuity
- Social Security Adjustment
- Lump Sum (only if less than \$5,000 for Traditional participants)

Employee Contributions

No employee contributions are required or allowed.

Pay Limits

The Enserch plan incorporates prospective EGTRRA Limits. Pre-EGTRRA Limits are calculated under the Extended Wear-Away GATT approach.

Ad Hoc Enhancements

From time to time, the plan has sponsored ad hoc enhancements including severance benefits, early retirement windows, and ad hoc retiree cost-of-living increases. None of these has consistently shown a pattern of entitlement to include their valuation for future retirees.

Definitions

Accredited Service

Accredited Service is used to determine the amount of a participant's benefit under the plan.

Accredited Service is years and complete months of participation, up to a maximum of 40 years.

Vesting Service

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

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

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Earnings

Annual remuneration, exclusive of overtime earnings or any special, incentive or other extra compensation. Includes amounts contributed to a salary reduction arrangement. Earnings for Cash Balance participants shall include cash commissions and incentive compensation.

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

Final Average Earnings

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

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Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

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

Plan Name	Vistra Energy Retirement Plan
Plan Sponsor EIN	46-2488810
ERISA Plan No.	002
Plan Year End	12/31/2016

The required attachment noted below is included within the Accountant's Opinion attachment to the Form 5500 Schedule H, Part III, which consists of the entire Audit report issued by the Plan's Independent Qualified Public Accountant (IQPA).

Form/Schedule	Line Item	Description
5500 Schedule H	Line 4i	Schedule of Assets (Held at End of Year)
5500 Schedule H	Line 4i	Schedule of Assets (Acquired and Disposed of Within Year)

Schedule SB Attachment (Form 5500)—2016 Plan Year
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Schedule SB, line 24—Change in Actuarial Assumptions

The funding valuation reflects the following assumption changes:

- The cash balance interest crediting rate changed from 4.50% to 4.00%.

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