

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 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)	

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>AMERICAN ELECTRIC POWER SYSTEM RETIREMENT PLAN</u>	1b	Three-digit plan number (PN) ► <u>001</u>
		1c	Effective date of plan <u>12/01/1940</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>AMERICAN ELECTRIC POWER SERVICE CORPORATION</u> <u>1 RIVERSIDE PLAZA</u> <u>COLUMBUS, OH 43215</u>	2b	Employer Identification Number (EIN) <u>13-4922641</u>
		2c	Plan Sponsor's telephone number <u>614-716-1000</u>
		2d	Business code (see instructions) <u>221100</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.	<u>10/16/2017</u>	<u>LONNI L DIECK</u>
	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	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 36876
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) 16859 6a(2) 16899 6b 11881 6c 3643 6d 32423 6e 3579 6f 36002 6g 6h 60
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: 1C 3H 1A 3F 1E b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

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

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

11c Enter the Receipt Confirmation Code for the 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 AMERICAN ELECTRIC POWER SYSTEM RETIREMENT PLAN	B Three-digit plan number (PN) 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF AMERICAN ELECTRIC POWER SERVICE CORPORATION	D Employer Identification Number (EIN) 13-4922641
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	4764796511	
b Actuarial value	2b	4845528901	
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	15645	2181433235	2181433235
b For terminated vested participants	4372	225404031	225404031
c For active participants	16859	1615270507	1626027999
d Total	36876	4022107773	4032865265
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	5.95 %	
6 Target normal cost	6	79939884	

Statement by Enrolled Actuary	
To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.	
SIGN HERE	
Signature of actuary	06/15/2017
JOSEPH A. PERKO	Date
Type or print name of actuary	17-06491
TOWERS WATSON DELAWARE, INC.	Most recent enrollment number
Firm name	216-937-4000
1001 LAKESIDE AVENUE, SUITE 1500 CLEVELAND, OH 44114-1172	Telephone number (including area code)
Address of the firm	

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)	160373510	568404791
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	160373510	568404791
10	Interest on line 9 using prior year's actual return of 0.54%	866017	3069386
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		0
b(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 6.15%		0
b(2)	Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c	Total available at beginning of current plan year to add to prefunding balance		0
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	161239527	571474177

Part III Funding Percentages			
14	Funding target attainment percentage	14	101.98%
15	Adjusted funding target attainment percentage	15	120.15%
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	115.64%
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
06/23/2016	85953000				
Totals ►			18(b)	85953000	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 83611951
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No
c If line 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of quarter of this plan year	
(1) 1st	(2) 2nd
(3) 3rd	(4) 4th

Part V	Assumptions Used to Determine Funding Target and Target Normal Cost		
21	Discount rate:		
a	Segment rates:	1st segment: 4.43% 2nd segment: 5.91% 3rd segment: 6.65%	☐ N/A, full yield curve used
b	Applicable month (enter code)	21b	3
22	Weighted average retirement age	22	64
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	79939884
b	Excess assets, if applicable, but not greater than line 31a	31b	79939884
32	Amortization installments:	Outstanding Balance	Installment
a	Net shortfall amortization installment	0	0
b	Waiver amortization installment	0	0
33	If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0
34	Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	0
	Carryover balance	Prefunding balance	Total balance
35	Balances elected for use to offset funding requirement	0	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	83611951
38	Present value of excess contributions for current year (see instructions)		
a	Total (excess, if any, of line 37 over line 36)	38a	83611951
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 AMERICAN ELECTRIC POWER SYSTEM RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 AMERICAN ELECTRIC POWER SERVICE CORPORATION	D Employer Identification Number (EIN) 13-4922641

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
HAMILTON LANE

23-2962336

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

45-3073569

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

13-4994650

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

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

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

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

MERCER

20-1932099

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 15 38 50	NONE	1471330	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

HAMILTON LANE

23-2962336

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	1285676	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

EDINBURGH PARTNERS

12 CHARLOTTE SQUARE
EDINBURGH, SCOTLAND EH24DJ GB

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51 68 71	NONE	1282716	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

J.P.MORGAN INVESTMENT MANAGEMENT

13-3200244

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 28 50 51	NONE	1147974	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

WELLINGTON

04-2683227

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	1074392	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

JENNISON ASSOCIATES

52-2069785

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	1005743	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)

SANDS CAPITAL MANAGEMENT

20-2830751

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51 68	NONE	974732	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

TEMPLETON INVESTMENT COUNCIL LLC

94-3385113

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51 68	NONE	935334	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

VONTOBEL

13-3223264

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	903503	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)

TOWNSEND

45-3073569

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	893835	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

NISA INVESTMENT ADVISORS

48-1140940

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	791144	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BNY MELLON

13-5160382

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
18 19 21 25 31 34 49 50 62 65	NONE	667124	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

STONE HARBOR INVESTMENT PARTNERS LP

31 WEST 52ND STREET, 16TH FLOOR
NEW YORK, NY 10019

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	315146	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

TOWERS WATSON INVESTMENT SERVICES

52-1868818

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16 27 50 70	NONE	279074	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

KOHLBERG ASSOCIATES

20-1147041

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16 50	NONE	198746	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)

STANDISH MELLON ASSET MANAGEMENT

13-5673135

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	160626	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

DELOITTE & TOUCHE LLP

13-3891517

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 16 50 70	NONE	100426	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MELLON CAPITAL MANAGEMENT

25-1442864

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	95929	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

TOWERS WATSON ACTUARY SERVICE

53-0181291

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 17 50 70	NONE	59380	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CONDUENT HUMAN RESOURCE SERVICES

20-2185976

(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?
15 50	NONE	28000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BROOKFIELD ASSET MANAGEMENT

13-3519673

(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?
25 50 51	NONE	7677	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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 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>AMERICAN ELECTRIC POWER SYSTEM RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>AMERICAN ELECTRIC POWER SERVICE CORPORATION</u>	D Employer Identification Number (EIN) <u>13-4922641</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>JPMCB MORTGAGE PRIVATE PLACEMENT</u>			
b Name of sponsor of entity listed in (a): <u>J.P. MORGAN ASSET MANAGEMENT</u>			
c EIN-PN <u>13-6038769-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>32339769</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB TEMPORARY INVESTMENT</u>			
b Name of sponsor of entity listed in (a): <u>THE BANK OF NEW YORK MELLON</u>			
c EIN-PN <u>25-6078093-023</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>14979581</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VONTOBEL INDIA FUND</u>			
b Name of sponsor of entity listed in (a): <u>VONTOBEL ASSET MANAGEMENT INC.</u>			
c EIN-PN <u>98-1039469-000</u>	d Entity code <u>E</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>14027208</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB DV ACWI FUND</u>			
b Name of sponsor of entity listed in (a): <u>THE BANK OF NEW YORK MELLON</u>			
c EIN-PN <u>25-6078093-191</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>400524292</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE:			
b Name of sponsor of entity listed in (a):			
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:			
b Name of sponsor of entity listed in (a):			
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:			
b Name of sponsor of entity listed in (a):			
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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) Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		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 AMERICAN ELECTRIC POWER SYSTEM RETIREMENT PLAN	B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 AMERICAN ELECTRIC POWER SERVICE CORPORATION	D Employer Identification Number (EIN) 13-4922641

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)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	42587829	51665476
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	32560312	14724659
(2) U.S. Government securities	1c(2)	228654967	357587190
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)	2353876402	2263628751
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common.....	1c(4)(B)	691930176	761565869
(5) Partnership/joint venture interests	1c(5)	674347445	756427980
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)	258735803	159639234
(8) Participant loans.....	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	420021865	447843642
(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)	16135576	14027208
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	702416114	588176895

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(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	5421266489	5415286904

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	20987467	31337053
i Acquisition indebtedness	1i		
j Other liabilities	1j	269274968	169680546
k Total liabilities (add all amounts in lines 1g through 1j)	1k	290262435	201017599

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	5131004054	5214269305
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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)	85953000	
(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)		85953000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	-28035	
(B) U.S. Government securities	2b(1)(B)	12114274	
(C) Corporate debt instruments	2b(1)(C)	88458868	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	635060	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		101180167
(2) Dividends: (A) Preferred stock	2b(2)(A)	-23	
(B) Common stock	2b(2)(B)	22856168	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		22856145
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	3391073328	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	3297674085	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		93399243
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	84481745	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		84481745

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		44265227
(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)		-60702
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-91229
c Other income.....	2c		10645529
d Total income. Add all income amounts in column (b) and enter total.....	2d		442629125

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	340613741	
(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)		340613741
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)	197200	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)	12825222	
(4) Other	2i(4)	5727711	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		18750133
j Total expenses. Add all expense amounts in column (b) and enter total	2j		359363874

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		83265251
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: **DELOITTE & TOUCHE LLP**

(2) EIN: **13-3891517**

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		35000000
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 3999372. (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>AMERICAN ELECTRIC POWER SYSTEM RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>AMERICAN ELECTRIC POWER SERVICE CORPORATION</u>	D Employer Identification Number (EIN) <u>13-4922641</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	
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>13-5160382</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>1298</u>

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

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

Part III	Amendments
-----------------	-------------------

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.
----------------	---

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>26</u> % Investment-Grade Debt: <u>59</u> % High-Yield Debt: <u>3</u> % Real Estate: <u>5</u> % Other: <u>7</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 / / .	

American Electric Power System Retirement Plan

2016 Annual Report

Employer ID Number: 13-4922641

Plan Number: 001

Audited Financial Statements



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

INDEPENDENT AUDITORS' REPORT

To the Trustees of the American Electric Power System Retirement Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the American Electric Power System Retirement Plan (the "Plan") which comprise the statements of net assets available for pension benefits and accumulated plan benefits as of December 31, 2016 and 2015, and the related statements of changes in net assets available for pension benefits and of changes in accumulated plan benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 10, which was certified by The Bank of New York Mellon, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2016 and 2015, and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to

provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedules listed in the Table of Contents are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

Report on Form and Content in Compliance with Department of Labor Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Deloitte + Touche LLP

October 11, 2017

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR PENSION BENEFITS
December 31, 2016 and 2015

ASSETS	2016	2015
Investments, at Fair Value:		
Cash Equivalents	\$ 14,724,659	\$ 32,560,312
Corporate Stocks – Common	761,565,869	691,930,176
Corporate Stocks – Options	20,022,609	15,603,409
U.S. Government Obligations	357,587,190	228,654,967
Corporate Obligations	2,263,628,751	2,353,876,402
Other Investments	16,184,774	51,566,241
Common/Collective Trusts and Commingled Fund	461,870,850	436,157,441
Partnership/Joint Venture Interests	756,427,980	674,347,445
Net Assets Held in 401(h) Account (Note 11)	390,369,036	372,205,877
Total Investments	5,042,381,718	4,856,902,270
Securities on Loan, at Fair Value:		
Corporate Stocks – Common	35,634,919	30,069,563
U.S. Government Obligations	83,516,195	193,207,095
Corporate Obligations	40,488,120	35,459,145
Total Securities on Loan	159,639,234	258,735,803
Investment of Securities Lending Collateral	161,600,476	263,040,587
Receivables:		
Securities Sold	23,110,990	13,546,715
Accrued Dividend and Interest Income	28,554,486	29,041,114
Total Receivables	51,665,476	42,587,829
TOTAL ASSETS	5,415,286,904	5,421,266,489
LIABILITIES		
Securities Purchased	31,337,053	20,987,467
Investment Advisory and Management Fees Payable	4,895,817	3,366,896
Professional Fees Payable	732,876	535,676
Other Fees Payable	695,492	654,758
Liability to Return Collateral Held Under Securities Lending	163,356,361	264,717,638
Amounts Related to Obligation of 401(h) Account (Note 11)	390,369,036	372,205,877
TOTAL LIABILITIES	591,386,635	662,468,312
NET ASSETS AVAILABLE FOR PENSION BENEFITS	\$ 4,823,900,269	\$ 4,758,798,177

See Notes to Financial Statements beginning on page 8.

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PENSION BENEFITS
For the Years Ended December 31, 2016 and 2015

	2016	2015
ADDITIONS		
Net Investment Income:		
Interest Income	\$ 101,186,818	\$ 102,445,620
Dividend Income	17,470,613	18,426,089
Other Income	10,371,102	6,016,575
Unrealized Gain (Loss) on Securities Lending Collateral	(78,834)	74,876
Net Appreciation (Depreciation) on Investments	207,913,405	(86,458,471)
Net Investment Income	<u>336,863,104</u>	<u>40,504,689</u>
Employer Contributions	<u>85,953,000</u>	<u>92,514,000</u>
Total Additions	<u>422,816,104</u>	<u>133,018,689</u>
DEDUCTIONS		
Distributions to Participants and Beneficiaries	340,613,741	324,789,029
Pension Benefit Guaranty Corporation Premium	2,342,016	2,101,020
Administrative Expenses:		
Investment Advisory and Management Fees	11,241,635	13,723,274
Administration Fees	1,561,744	1,513,782
Other Fees	1,954,876	1,681,328
Total Deductions	<u>357,714,012</u>	<u>343,808,433</u>
NET INCREASE (DECREASE) IN ASSETS AVAILABLE FOR PENSION BENEFITS	65,102,092	(210,789,744)
NET ASSETS AVAILABLE FOR PENSION BENEFITS - BEGINNING OF YEAR	<u>4,758,798,177</u>	<u>4,969,587,921</u>
NET ASSETS AVAILABLE FOR PENSION BENEFITS - END OF YEAR	<u>\$ 4,823,900,269</u>	<u>\$ 4,758,798,177</u>

See Notes to Financial Statements beginning on page 8.

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT PLAN
STATEMENTS OF ACCUMULATED PLAN BENEFITS
December 31, 2016 and 2015

	<u>2016</u>	<u>2015</u>
Vested Benefits:		
Participants and/or Beneficiaries Currently Receiving Benefits	\$ 2,203,681,034	\$ 2,220,022,243
Other Participants	<u>1,798,663,230</u>	<u>1,830,932,234</u>
Total Vested Benefits	<u>4,002,344,264</u>	<u>4,050,954,477</u>
Nonvested Benefits	<u>11,260,440</u>	<u>11,705,477</u>
Total Actuarial Present Value of Accumulated Plan Benefits	<u><u>\$ 4,013,604,704</u></u>	<u><u>\$ 4,062,659,954</u></u>

See Notes to Financial Statements beginning on page 8.

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT PLAN
STATEMENTS OF CHANGES IN ACCUMULATED PLAN BENEFITS
For the Years Ended December 31, 2016 and 2015

	<u>2016</u>	<u>2015</u>
Actuarial Present Value of Accumulated Plan Benefits at Beginning of Year	\$ 4,062,659,954	\$ 4,063,252,469
Increase (Decrease) During the Year Attributed to:		
Accumulated Benefits	67,037,635	96,418,299
Decrease in the Discount Period	234,157,855	234,193,405
Benefits Paid	(340,613,741)	(324,789,029)
Changes in Actuarial Assumptions	(9,636,999)	(6,415,190)
Net Decrease During the Year	<u>(49,055,250)</u>	<u>(592,515)</u>
Actuarial Present Value of Accumulated Plan Benefits at End of Year	<u><u>\$ 4,013,604,704</u></u>	<u><u>\$ 4,062,659,954</u></u>

See Notes to Financial Statements beginning on page 8.

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS

1. PLAN DESCRIPTION

The following description of the American Electric Power System Retirement Plan (the Plan) is provided for informational purposes only. Participants should refer to the Plan documents for more complete description of the Plan's information.

General

The Plan is a non-contributory trustee plan established by American Electric Power Service Corporation and affiliated companies (all of which are collectively referred to as the Company or AEP). The Plan is administered under the direction of American Electric Power Service Corporation (Plan Administrator), which has delegated supervision of the plan investment policy to the Benefits Finance Committee (BFC). The BFC is responsible for monitoring the investment policy for the Plan and its Investment Subcommittee (IC) has been delegated responsibility for the engagement of investment managers to direct the Plan's investments. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Plan assets are held in a tax-exempt trust at the Bank of New York Mellon.

The Plan consists of an insured Group Annuity Plan (GAP), contributions to which were suspended on May 1, 1955, and a Trusteed Plan, which was added on May 1, 1955. Benefits under the Plan are determined solely by reference to terms of the Trusteed Plan, but participants who were covered by the suspended GAP also receive payments under the GAP. Any payments made under the GAP offset the payments required under the Trusteed Plan. Insurance contracts purchased for the GAP are excluded from Plan assets. The Bank of New York Mellon is the Plan's Trustee (Trustee).

The Plan's Trust includes a separate account maintained under the terms of the Plan and Internal Revenue Code (IRC) Section 401(h) to provide funding for certain retiree welfare benefits.

Pension Benefits

The Plan, as amended to date, covers substantially all employees of the Company not covered by any other private defined benefit pension plan to which the Company contributes. Employees who have completed one year of service are eligible to participate in the Plan. Plan benefits generally accrue under a cash balance formula, although certain long-time participants were grandfathered into certain benefit formulas. Although there are a number of participants who had been covered by the former Central and South West System Cash Balance Retirement Plan who continue to accrue benefits under certain grandfathered benefit formulas, most were credited benefits only through December 31, 2010 based on their then final average base pay and years of service. The cash balance formula includes an expanded definition of earnings and, for applicable grandfathered participants, an opening balance calculation that provided credit for the then value of the participant's then accrued benefit. All eligible employees become fully vested once credited with at least three years of service. Payment of vested benefits is available as an annuity or lump sum or for rollover to an eligible retirement plan after the participant's employment with the Company ends.

2. ACCOUNTING POLICIES

Basis of Accounting

The financial statements are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America. Investments are recorded at fair value. Dividend income is recorded based on the ex-dividend date. Interest and other income are recorded on the accrual basis. Investment transactions are recorded on the trade date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Subsequent Events

Management reviewed subsequent events through October 11, 2017 the date that the 2016 financial statements were available to be issued.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to service rendered by employees as of the valuation date. Accumulated plan benefits include benefits expected to be paid to (1) retired or terminated employees or their beneficiaries, (2) beneficiaries of employees who have died and (3) present employees or their beneficiaries. The actuarial present value of accumulated plan benefits is determined by an independent actuary and is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements, such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment. Assumptions include, but are not limited to, retirement ages, compensation increases, investment rates of return and discount rate.

Changes in Actuarial Assumptions and Methodology

Certain actuarial assumptions remained unchanged to determine the present value of the Plan's accumulated pension benefits as of December 31, 2016. The discount rate was 6.00% as of December 31, 2015 and remained at that rate as of December 31, 2016. The long-term cash balance interest crediting rate was 4.00% as of December 31, 2015 and remained at that rate as of December 31, 2016. As of December 31, 2016 and 2015, a modified version of the RP-2014 mortality table (factored to 2006, no collar adjustment with long-term mortality improvements of 0.75%/year) was used to value the accumulated benefits. The assumed average retirement age is 64 as of December 31, 2016 and 2015.

Benefit Payments

Benefit payments to participants are recorded upon distribution.

Administrative and Other Expenses

The Plan makes annual premium payments to the Pension Benefit Guaranty Corporation (PBGC), which guarantees payment of certain retirement benefits in the event the Plan cannot meet its obligations.

The Plan pays investment advisory and management fees and other fees in connection with the maintenance and administration of the Plan and its Trust. Personnel and facilities of the Company are provided at no cost to the Plan. An outside firm, Mercer HR Services, LLC (Mercer), performs significant services relative to the Plan including, but are not limited to, administration of plan eligibility, participation, benefit calculations, participant communications, data maintenance and disbursement processing, and provision of personnel to respond to participant inquiries. Fees paid to Mercer for these services have been presented as Administration Fees in the Statements of Changes in Net Assets Available for Pension Benefits.

Use of Estimates

The preparation of financial statements in conformity with the Generally Accepted Accounting Principles (GAAP) in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein; disclosure of contingent assets and liabilities and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

Fair Value Measurements of Assets

The accounting guidance for “Fair Value Measurements and Disclosures” establishes a hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to securities with unadjusted quoted prices in active markets for identical assets (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). Where observable inputs are available for substantially the full term of the asset or liability, the instrument is categorized in Level 2. When quoted market prices are not available, pricing may be completed using comparable securities, dealer values, operating data and general market conditions to determine fair value.

AEP’s internal staff independently monitors the Plan’s valuation policies and procedures and provides members of the BFC and its Investment Subcommittee (IC) various monthly and quarterly reports, regarding compliance with policies and procedures. The current membership of the BFC consists of the Plan Administrator’s Chief Financial Officer, Treasurer, Chief Administrative Officer, Chief Risk Officer, Executive Vice President General Counsel, in addition to the President of Energy Supply of AEP and the President of one of its significant operating affiliates. The IC consists of the Plan Administrator’s Treasurer, Chief Risk Officer, (until May 22, 2017), Director of Trusts and Investments and two Managing Directors of Corporate Finance (one that was appointed August 22, 2016 and the other May 22, 2017).

The Plan utilizes its trustee’s external pricing service to estimate the fair value of the underlying investments held in the Plan. The Plan’s investment managers review and validate the prices utilized by the Trustee to determine fair value. The Plan Administrator performs its own valuation testing to verify the fair values of the securities. The Plan Administrator receives audit reports of the Trustee’s operating controls and valuation processes. The Trustee uses multiple pricing vendors for the assets held in the Trust.

Assets in the Plan are classified using the following methods. Equities are classified as Level 1 holdings if they are actively traded on exchanges. Items classified as Level 1 are investments in money market funds, equity mutual funds, exchange traded funds, and domestic or international equity securities. Level 1 investments are valued based on observable inputs primarily unadjusted quoted prices in active markets for identical assets. Items classified as Level 2 are primarily investments in individual fixed income securities, preferred equity securities and cash equivalents funds. Fixed income securities do not trade on an exchange and do not have an official closing price but their valuation inputs are based on observable market data. Pricing vendors calculate bond valuations using financial models and matrices. The models use observable inputs including yields on benchmark securities, quotes by securities brokers, rating agency actions, discounts or premiums on securities compared to par prices, changes in yields for U.S. Treasury securities, corporate actions by bond issuers, prepayment schedules and histories, economic events and, for certain securities, adjustments to yields to reflect changes in the rate of inflation. Other securities with model-derived valuation inputs that are observable are also classified as Level 2 investments. Investments with unobservable valuation inputs are classified as Level 3 investments. Investments classified as Other are valued using Net Asset Value as a practical expedient. Items classified as Other are primarily cash equivalent funds, common/collective trusts, commingled funds, structured products and insurance contracts. These investments do not have a readily determinable fair value or they contain redemption restrictions which may include the right to suspend redemptions under certain circumstances. Redemption restrictions may also prevent certain investments from being redeemed at the reporting date for the underlying value.

The following investments are valued at Net Asset Value as a practical expedient:

Corporate Stock – Options

These are derivative investments used as a vehicle to gain exposure to certain foreign markets. The underlying investments are stocks that are listed and traded in these foreign exchanges. There are no unfunded commitments. The redemption frequency is daily and trades are made with 3rd party brokers.

Cash and Cash Equivalents

The objective of Cash and Cash Equivalents is to provide liquidity and meet short-term cash needs. Cash equivalents are used to provide diversification and preserve principal. The underlying holdings in cash equivalents include commercial paper, certificates of deposit, treasury bills and other types of investment grade short-term debt securities. The cash funds are valued each business day and provide daily liquidity. The redemption frequency and redemption notice period are both daily. The fund has no unfunded commitments. The Fund may suspend the valuation of assets or the right to make redemptions at management's discretion when redemptions would not be reasonably practicable and are not deemed to be in the best interest of the fund or its shareholders.

JPMorgan Mortgage Private Placement Fund

The JPMorgan Mortgage Private Placement Fund is a common collective trust that is independently audited each year. This fund is used in the fixed income long duration strategy portfolio to provide additional return and to diversify portfolio holdings. The redemption frequency is monthly and redemption notice period is 5 days. The fund has no unfunded commitments. The Fund may suspend the valuation of assets or the right to make redemptions at management's discretion when redemptions would not be reasonably practicable and are not deemed to be in the best interest of the fund or its shareholders.

Vontobel India Fund

The Vontobel India Fund is an open-ended commingled fund that is held as a component of a separately managed global equity portfolio. The objective of the fund is to realize capital growth and generate income through investments in equities domiciled in the country of India as part of an overall portfolio that tracks the Morgan Stanley Capital International All-Country World Index. The underlying holdings are equity securities and the fund will invest at least 75% of its assets in companies which have a registered office in India. The redemption frequency is daily and the redemption notice period is 5 days. The fund has no unfunded commitments. The Fund may suspend the valuation of assets or the right to make redemptions at management's discretion when redemptions would not be reasonably practicable and are not deemed to be in the best interest of the fund or its shareholders.

Mellon Capital All Country World Index Fund

The Mellon Capital All Country World Index Fund is a common collective trust that is independently audited each year. The fund's objective is to track the performance of the MSCI All Country World Index. This fund is part of a global equity strategy and is used to provide investment returns and to diversify portfolio holdings. Redemption frequency is weekly and the redemption notice period is 2 days. The fund has no unfunded commitments. The Fund may suspend the valuation of assets or the right to make redemptions at management's discretion when redemptions would not be reasonably practicable and are not deemed to be in the best interest of the fund or its shareholders.

JPMorgan Long Duration Fund

The objective of the JPMorgan Long Duration Fund is to track the performance of the Barclay's Long Government/Credit Index. The majority of the holdings in the fund are corporate and government bonds. The redemption frequency and redemption notice period are both daily. The fund has no unfunded commitments. The Fund may suspend the valuation of assets or the right to make redemptions at management's discretion when redemptions would not be reasonably practicable and are not deemed to be in the best interest of the fund or its shareholders.

Alternative Investments

The objective of the Alternative Investments portfolio is to add return and provide diversification. Alternative investments are difficult to value, not actively traded, and typically require a long time horizon to evaluate investment performance. The pension plan uses limited partnerships and commingled funds to invest across the alternative credit spectrum. The holdings are currently comprised of high yield bonds, bank loans, and emerging market debt. Alternative investment funds are used to enhance holdings diversity. The alternative investments portfolio has no unfunded commitments. The portfolio does not have a readily determinable fair value. Also included in this

designation is private equity whose portfolio objective is to add return and provide diversification. Private equity investments are difficult to value, not actively traded, and typically require a long time horizon to evaluate investment performance. The pension plan uses limited partnerships and commingled funds to invest across the private equity spectrum. The private equity holdings are with multiple general partners who help monitor the investments and provide investment selection expertise. The holdings include venture capital, buyout, hybrid debt, and equity investment instruments. The Private Equity portfolio has \$160,589,271 in unfunded commitments. The portfolio does not have a readily determinable fair value and is illiquid.

Real Estate

The objective of the Real Estate portfolio is to add return, provide diversification, and hedge against inflation. Real estate investments are difficult to value, not actively traded, and typically require a long time horizon to evaluate investment performance. The pension plan uses external real estate investment managers to invest in commingled funds that hold real estate properties. To mitigate investment risk in the real estate portfolio, commingled real estate funds are used to ensure that holdings are diversified by region, property type and risk classification. Real estate holdings include core, value added and development risk classifications. The Real Estate portfolio has \$17,935,777 in unfunded commitments. The portfolio does not have a readily determinable fair value and is illiquid.

Infrastructure

The objective of the Infrastructure portfolio is to add return, provide diversification, and hedge against inflation. Infrastructure investments are difficult to value, not actively traded, and typically require a long time horizon to evaluate investment performance. The pension plan uses external infrastructure investment managers to invest in commingled funds that hold infrastructure properties. To mitigate investment risk in the infrastructure portfolio, commingled infrastructure funds are used to ensure that holdings are diversified by region, property type and risk classification. Infrastructure holdings include strategic and tactical risk classifications. The Infrastructure portfolio has \$26,993,685 in unfunded commitments. The portfolio does not have a readily determinable fair value and is illiquid.

3. FUNDING POLICY

Periodic contributions to the Plan are made by the Company in an amount at least equal to any minimum contribution required by the ERISA. An actuarial valuation is performed annually to determine whether the obligations of the Plan are being properly funded. The actuarial valuation takes into account the actual experience of the Plan and helps to determine if any additional contributions are required.

4. PLAN TERMINATION

The Company expects and intends to continue the Plan indefinitely but reserves the right to amend or terminate it. If the Plan is terminated, the net assets of the Plan will be distributed to participants in an order of priority determined in accordance with ERISA and its applicable regulations and in the applicable provisions of the Plan document. Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

Whether all participants receive benefits should the Plan be terminated at some future time will depend on the adequacy of the Plan's net assets to provide those benefits, the priority of those benefits to be paid and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided by the existing assets and the PBGC guaranty, while other benefits may not be provided for at all.

5. INVESTMENTS

Commitments

The Plan had commitments to further fund contracts such as those that invest in private equity, real estate and infrastructure investments. Those commitments were \$205,518,733 and \$244,975,255 as of December 31, 2016 and 2015, respectively.

6. RISKS AND UNCERTAINTIES

The Plan invests directly in various investment securities that are held in trust by the Trustee. These investment securities, valued at fair value, in general, are exposed to various risks, such as interest rate, credit and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the financial statements.

The Plan Administrator, through its designated investment advisors, monitors and controls the risk exposure on a daily basis through financial, credit and legal reporting systems and believes that it has effective procedures for evaluating and limiting the credit and market risks to which the Plan is subject.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

7. PARTY-IN-INTEREST TRANSACTIONS

Certain transactions involving the Plan and its assets involved parties in interest with respect to the Plan, but those transactions were not prohibited transactions under ERISA because of the applicability of one or more exemptions. The exempt party-in-interest transactions involving the Plan included the payment of reasonable fees to persons who were providing services to the Plan, including investment advisory, investment management, and plan administration services.

8. FAIR VALUE MEASUREMENTS

For a discussion of fair value accounting and the classification of assets within the fair value hierarchy, see the "Fair Value Measurements of Assets" section of Note 2.

The following tables set forth, by level within the fair value hierarchy, the Plan's financial assets that were accounted for at fair value on a recurring basis as of December 31, 2016 and 2015. As required by the accounting guidance for "Fair Value Measurements and Disclosures," financial assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Plan Administrator's assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the valuation of fair value assets and liabilities and their placement within the fair value hierarchy levels. There have not been any significant changes in the Plan's valuation techniques. It is the Plan's policy to record transfers out of each level at the end of the reporting period. There have been no transfers between levels during the years ended December 31, 2016 and 2015.

Fair Value Measurements of Assets Held as of December 31, 2016

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Other</u>	<u>Total</u>
Cash Equivalents (a)	\$ -	\$ 14,708,923	\$ -	\$ 15,736	\$ 14,724,659
Equities					
Corporate Stocks – Common (a)	761,565,854	-	-	15	761,565,869
Corporate Stocks – Options (a)	-	-	-	20,022,609	20,022,609
Subtotal Equities	<u>761,565,854</u>	<u>-</u>	<u>-</u>	<u>20,022,624</u>	<u>781,588,478</u>
Fixed Income					
U.S. Government Obligations	-	357,587,190	-	-	357,587,190
Corporate Obligations	-	2,263,628,751	-	-	2,263,628,751
Other – Foreign, State and Local	-	16,184,774	-	-	16,184,774
Subtotal Fixed Income	<u>-</u>	<u>2,637,400,715</u>	<u>-</u>	<u>-</u>	<u>2,637,400,715</u>
Common/Collective Trusts and Commingled Fund					
Cash and Cash Equivalents (a)	-	-	-	14,979,581	14,979,581
JPM Mortgage Private Placement Fund (a)	-	-	-	32,339,769	32,339,769
Vontobel India Fund (a)	-	-	-	14,027,208	14,027,208
Mellon Capital All Country World Index Fund (a)	-	-	-	400,524,292	400,524,292
Subtotal Common/Collective Trusts and Commingled Fund	<u>-</u>	<u>-</u>	<u>-</u>	<u>461,870,850</u>	<u>461,870,850</u>
Partnership/Joint Venture Interests					
Alternative Investments (a)	-	-	-	443,865,912	443,865,912
Real Estate (a)	-	-	-	254,993,085	254,993,085
Infrastructure (a)	-	-	-	57,568,983	57,568,983
Subtotal Partnership/Joint Venture Interests	<u>-</u>	<u>-</u>	<u>-</u>	<u>756,427,980</u>	<u>756,427,980</u>
Total Assets	<u>\$ 761,565,854</u>	<u>\$ 2,652,109,638</u>	<u>\$ -</u>	<u>\$ 1,238,337,190</u>	<u>\$ 4,652,012,682</u>

- (a) Amounts in “Other” column represent investments for which fair value is measured using net asset value per share in accordance with ASU 2015-07, Disclosure for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent), which was retrospectively applied to prior periods.

Fair Value Measurements of Assets Held as of December 31, 2015

	Level 1	Level 2	Level 3	Other	Total
Cash Equivalents (a)	\$ -	\$ 31,364,996	\$ -	\$ 1,195,316	\$ 32,560,312
Equities					
Corporate Stocks – Common	691,930,176	-	-	-	691,930,176
Corporate Stocks – Options (a)	-	-	-	15,603,409	15,603,409
Subtotal Equities	691,930,176	-	-	15,603,409	707,533,585
Fixed Income					
U.S. Government Obligations	-	228,654,967	-	-	228,654,967
Corporate Obligations (a)	-	2,353,746,891	-	129,511	2,353,876,402
Other – Foreign, State and Local	-	19,903,202	-	-	19,903,202
Subtotal Fixed Income	-	2,602,305,060	-	129,511	2,602,434,571
Common/Collective Trusts and Commingled Fund					
Cash and Cash Equivalents (a)	-	-	-	16,095,137	16,095,137
JPM Mortgage Private Placement Fund (a)	-	-	-	34,199,440	34,199,440
Vontobel India Fund (a)	-	-	-	16,135,576	16,135,576
Mellon Capital All Country World Index Fund (a)	-	-	-	369,727,288	369,727,288
Subtotal Common/Collective Trusts and Commingled Fund	-	-	-	436,157,441	436,157,441
Partnership/Joint Venture Interests					
Alternative Investments (a)	-	-	-	410,385,538	410,385,538
Real Estate (a)	-	-	-	253,657,762	253,657,762
Infrastructure (a)	-	-	-	41,967,184	41,967,184
Subtotal Partnership/Joint Venture Interests	-	-	-	706,010,484	706,010,484
Total Assets	\$ 691,930,176	\$ 2,633,670,056	\$ -	\$ 1,159,096,161	\$ 4,484,696,393

(a) Amounts in “Other” column represent investments for which fair value is measured using net asset value per share in accordance with ASU 2015-07, Disclosure for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent), which was retrospectively applied to prior periods.

The following tables present the classification of 401(h) Trust Assets within the fair value hierarchy:

Fair Value Measurements of 401(h) Trust Assets as of December 31, 2016

	Level 1	Level 2	Level 3	Other	Total
Cash and Cash Equivalents (a)	\$ -	\$ -	\$ -	\$ 21,463	\$ 21,463
Equities					
Corporate Stocks – Common	281,327,164	-	-	-	281,327,164
Corporate Stocks – Options (a)	-	-	-	7,319,683	7,319,683
Subtotal Equities	281,327,164	-	-	7,319,683	288,646,847
Common/Collective Trusts and Commingled Fund					
Cash and Cash Equivalents (a)	-	-	-	10,371,239	10,371,239
JP Morgan Long Duration Fund (a)	-	-	-	86,508,189	86,508,189
Vontobel India Fund (a)	-	-	-	4,997,053	4,997,053
Subtotal Common/Collective Trusts and Commingled Fund	-	-	-	101,876,481	101,876,481
Total 401(h) Trust Assets	\$ 281,327,164	\$ -	\$ -	\$ 109,217,627	\$ 390,544,791

(a) Amounts in “Other” column represent investments for which fair value is measured using net asset value per share in accordance with ASU 2015-07, Disclosure for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent), which was retrospectively applied to prior periods.

Fair Value Measurements of 401(h) Trust Assets as of December 31, 2015

	Level 1	Level 2	Level 3	Other	Total
Cash and Cash Equivalents (a)	\$ -	\$ -	\$ -	\$ 22,480	\$ 22,480
Equities					
Corporate Stocks – Common	256,941,392	-	-	-	256,941,392
Corporate Stocks – Options (a)	-	-	-	7,873,161	7,873,161
Subtotal Equities	256,941,392	-	-	7,873,161	264,814,553
Fixed Income					
Corporate Obligations	-	119,887	-	-	119,887
Common/Collective Trusts and Commingled Fund					
Cash and Cash Equivalents (a)	-	-	-	7,201,796	7,201,796
JP Morgan Long Duration Fund (a)	-	-	-	94,003,408	94,003,408
Vontobel India Fund (a)	-	-	-	5,748,865	5,748,865
Subtotal Common/Collective Trusts and Commingled Fund	-	-	-	106,954,069	106,954,069
Total 401(h) Trust Assets	\$ 256,941,392	\$ 119,887	\$ -	\$ 114,849,710	\$ 371,910,989

(a) Amounts in “Other” column represent investments for which fair value is measured using net asset value per share in accordance with ASU 2015-07, Disclosure for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent), which was retrospectively applied to prior periods.

The following tables present the classification of Securities on Loan within the fair value hierarchy:

Fair Value Measurements of Securities on Loan as of December 31, 2016

	Level 1	Level 2	Level 3	Other	Total
Equities					
Corporate Stocks – Common	\$ 35,634,919	\$ -	\$ -	\$ -	\$ 35,634,919
Fixed Income					
U.S. Government Obligations	-	83,516,195	-	-	83,516,195
Corporate Obligations	-	40,488,120	-	-	40,488,120
Subtotal Fixed Income	-	124,004,315	-	-	124,004,315
Total Securities on Loan	\$ 35,634,919	\$ 124,004,315	\$ -	\$ -	\$ 159,639,234

Fair Value Measurements of Securities on Loan as of December 31, 2015

	Level 1	Level 2	Level 3	Other	Total
Equities					
Corporate Stocks – Common	\$ 30,069,563	\$ -	\$ -	\$ -	\$ 30,069,563
Fixed Income					
U.S. Government Obligations	-	193,207,095	-	-	193,207,095
Corporate Obligations	-	35,459,145	-	-	35,459,145
Subtotal Fixed Income	-	228,666,240	-	-	228,666,240
Total Securities on Loan	\$ 30,069,563	\$ 228,666,240	\$ -	\$ -	\$ 258,735,803

The following tables present the classification of Collateral Held Under Securities Lending Agreements within the fair value hierarchy:

Fair Value Measurements of Collateral Held Under Securities Lending Agreements as of December 31, 2016

	Level 1	Level 2	Level 3	Other	Total
Equities					
Corporate Stocks – Common	\$ -	\$ 161,600,476	\$ -	\$ -	\$ 161,600,476

Fair Value Measurements of Collateral Held Under Securities Lending Agreements as of December 31, 2015

	Level 1	Level 2	Level 3	Other	Total
Equities					
Corporate Stocks – Common	\$ -	\$ 263,040,587	\$ -	\$ -	\$ 263,040,587

9. FEDERAL INCOME TAX

The Plan obtained its latest favorable determination letter dated September 17, 2013 in which the IRS stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC and related guidance under consideration for the cycle for which the application was submitted (the 2010 Cumulative List of Changes in Plan Qualification Requirements). The Plan has been amended since receiving this determination letter. On January 30, 2017, the Plan Sponsor filed with the IRS an application for an updated determination letter that would address the amendments made to the Plan not covered by the 2013 determination letter.

The Company believes that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC and that the Plan's Trust continues to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator analyzed the tax positions taken by the Plan, and concluded that as of December 31, 2016 and 2015, there were no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions. However, there are currently no audits for any tax periods in progress. The Plan Administrator believes that the Trust is no longer subject to income tax examinations for years prior to 2013.

The Plan may incur Unrelated Business Income Tax depending on a number of factors, including whether the trust (a) realizes non-exempt debt-financed income or (b) realizes or is allocated unrelated business income through its investments. The Plan's Trust incurred Unrelated Business Income Tax liabilities for the years ended December 31, 2016 and 2015. The estimated Unrelated Business Income Tax paid was \$11,900 and \$135,000 for the years ended December 31, 2016 and 2015, respectively.

10. INFORMATION CERTIFIED BY TRUSTEE

The following is a summary of the unaudited information regarding the Plan as of December 31, 2016 and 2015, and for the years ended December 31, 2016 and 2015, included in the Plan's financial statements and supplemental schedules, that was prepared by or derived from information prepared by the Trustee of the Plan, and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the Trustee that such information is complete and accurate. In addition, the investment information included in Notes 8, 11 and 12, as well as the information included in the Schedule of Assets (Held at End of Year), the Schedule of Assets (Acquired and Disposed of Within Year) and the Schedule of Reportable Transactions is certified as complete and accurate by the Trustee.

Statements of Net Assets	December 31,	
	2016	2015
Investments, at Fair Value:		
Pension Assets	\$ 4,811,651,916	\$ 4,743,432,196
Net Assets Held in 401(h) Account	390,369,036	372,205,877
Total Investments	<u>\$ 5,202,020,952</u>	<u>\$ 5,115,638,073</u>
Receivables:		
Securities Sold	\$ 23,110,990	\$ 13,546,715
Accrued Dividend and Interest Income	28,554,486	29,041,114
Total Receivables	<u>\$ 51,665,476</u>	<u>\$ 42,587,829</u>
Securities Lending Securities on Loan	<u>\$ 159,639,234</u>	<u>\$ 258,735,803</u>
Securities Lending Collateral	<u>\$ 161,600,476</u>	<u>\$ 263,040,587</u>
Liabilities:		
Securities Purchased	\$ 31,337,053	\$ 20,987,467
Liability to Return Collateral Held Under Securities Lending	163,356,361	264,717,638
Amounts Related to Obligation of 401(h) Account	390,369,036	372,205,877
Total Liabilities	<u>\$ 585,062,450</u>	<u>\$ 657,910,982</u>
Statements of Changes in Net Assets	Years Ended December 31,	
	2016	2015
Net Investment Income:		
Interest Income	\$ 101,186,818	\$ 102,445,620
Dividend Income	17,470,613	18,426,089
Other Income	10,371,102	6,016,575
Unrealized Gain (Loss) on Securities Lending Collateral	(78,834)	74,876
Net Appreciation (Depreciation) on Investments	207,913,405	(86,458,471)
Total Net Investment Income	<u>\$ 336,863,104</u>	<u>\$ 40,504,689</u>
Investment Advisory and Management Fees	<u>\$ 11,241,635</u>	<u>\$ 13,723,274</u>
Total Net Investment Income (Loss) from 401(h)	<u>\$ 19,813,019</u>	<u>\$ (2,968,085)</u>
Investment Advisory and Management Fees from 401(h)	<u>\$ 1,583,586</u>	<u>\$ 1,448,735</u>

11. 401(h) ACCOUNT

The Plan includes a medical benefit (health and welfare) component in addition to the normal retirement benefits to fund a portion of the postretirement obligations for retirees and their beneficiaries in accordance with Section 401(h) of the IRC. A separate account has been established and maintained in the Plan for the net assets related to the health and welfare component (401(h) account). In accordance with IRC Section 401(h), the Plan's investments in the 401(h) account may not be used for, or diverted to, any purpose other than providing health and welfare benefits for retired participants, their spouses and dependents. The Trustee holds the assets of the 401(h) account.

Any assets transferred to the 401(h) account from the defined benefit pension plan in a qualified transfer of excess pension plan assets (and any respective income) that are not used during the plan year must be transferred out of the account to the pension plan. There were no qualified transfers to the 401(h) account for the years ended December 31, 2016 and 2015.

The related obligations for health and welfare benefits are not included in the Plan's obligations in the Statements of Accumulated Plan Benefits but are reflected as liabilities in the financial statements of the American Electric Power System Comprehensive Medical Plan, the health and welfare plan which covers Plan participants. Plan participants do not contribute to the 401(h) account. Employer contributions or qualified transfers to the 401(h) account are determined annually and are at the discretion of the Company.

The 401(h) account is designed to pay 73.5% of the retiree medical benefits for eligible Plan participants (other than those who are defined as key employees) and their dependents under the AEP System Comprehensive Medical Plan (the Medical Plan) after December 31, 2017. No account has been established under the Plan for the purpose of paying the remaining 26.5% of the health and welfare benefits to those participants and their dependents, although the Company maintains certain trusts in connection with the Medical Plan that may be used for that purpose.

The Net Assets Available for Postretirement Health and Welfare Benefits in the 401(h) account as of December 31, 2016 and 2015 and the changes in net assets for the years then ended are as follows:

Net Assets Available for Postretirement Health and Welfare Benefits in the 401(h) Account

	December 31,	
	2016	2015
Assets		
Cash and Cash Equivalents	21,463	\$ 22,480
Corporate Obligations	-	119,887
Corporate Stocks – Common	281,327,164	256,941,392
Corporate Stocks – Options	7,319,683	7,873,161
Common/Collective Trusts	101,876,481	106,954,069
Total 401(h) Trust Assets	<u>390,544,791</u>	<u>371,910,989</u>
 Future Foreign Exchange Contract Receivable and Accrued Income	 <u>724,608</u>	 <u>706,900</u>
 TOTAL ASSETS	 <u>391,269,399</u>	 <u>372,617,889</u>
Liabilities		
Fees Payable by 401(h) and Other	900,363	412,012
TOTAL LIABILITIES	<u>900,363</u>	<u>412,012</u>
 NET ASSETS AVAILABLE FOR BENEFITS	 <u><u>\$ 390,369,036</u></u>	 <u><u>\$ 372,205,877</u></u>

Change in Net Assets Available for Postretirement Health and Welfare Benefits in the 401(h) Account

	Years Ended December 31,	
	2016	2015
ADDITIONS		
Investment Income:		
Net Appreciation in Fair Value of Investments	\$ 14,434,137	\$ -
Interest and Dividend Income	5,378,882	4,921,518
Total Additions	<u>19,813,019</u>	<u>4,921,518</u>
DEDUCTIONS		
Investment Income:		
Net Depreciation in Fair Value of Investments	-	7,889,603
Administrative Expenses:		
Investment Advisory and Management Fees	1,583,586	1,448,735
Other Administrative Fees	66,274	112,846
Total Deductions	<u>1,649,860</u>	<u>9,451,184</u>
Net Increase (Decrease) in 401(h) Account	18,163,159	(4,529,666)
Net Assets Available for Benefits - Beginning of Year	372,205,877	376,735,543
Net Assets Available for Benefits - End of Year	<u>\$ 390,369,036</u>	<u>\$ 372,205,877</u>

12. SECURITIES LENDING AGREEMENT

The Plan has an agreement with the Trustee whereby securities held by the Plan are loaned to brokers in exchange for collateral in the form of cash or securities. The collateral approximates at least 102% of the market value of the loaned securities at the date loaned and is adjusted daily for market value changes. The Trustee has agreed to indemnify the Plan in the event a borrower fails to return the loaned securities. The Trustee invests the cash collateral in U.S. government obligations and other fixed income securities and shares a portion of the income earned on the collateral with the Plan. The Plan retains all rights of ownership on the loaned securities.

The total market value of securities on loan to brokers and the associated collateral held by the Trustee were as follows:

	December 31,	
	2016	2015
Securities on Loan	\$ 159,639,234	\$ 258,735,803
Collateral Held Under Securities Lending	163,356,361	264,717,638

The Plan invests the collateral received as part of the securities lending agreement in various investment securities valued at fair value. As of December 31, 2016 and 2015, these investment securities had changes in unrealized (losses) and gains of (\$78,834) and \$74,876, respectively.

13. RECONCILIATION OF FINANCIAL STATEMENTS TO THE FORM 5500

The following is a reconciliation of the Statements of Net Assets Available for Pension Benefits to the Form 5500:

	December 31,	
	2016	2015
Net Assets Available for Pension Benefits per the Financial Statements	\$ 4,823,900,269	\$ 4,758,798,177
Net Assets Held in 401(h) Account Included as Assets in Form 5500	390,369,036	372,205,877
Net Assets Available for Benefits per the Form 5500	\$ 5,214,269,305	\$ 5,131,004,054

The following is a reconciliation of the Statements of Changes in Net Assets Available for Pension Benefits to the Form 5500:

	Year Ended December 31, 2016
Net Investment Income for Pension Benefits per the Financial Statements	\$ 336,863,104
Net Investment Gain from 401(h) Account (see Note 11)	19,813,019
Net Investment Income per Form 5500	\$ 356,676,123

	Year Ended December 31, 2016
Administrative Expenses for Pension Benefits per the Financial Statements	\$ 14,758,256
Administrative Expenses related to 401(h) Account (see Note 11)	1,649,860
Pension Benefit Guaranty Corporation Premium	2,342,016
Total Administrative Expenses per Form 5500	\$ 18,750,132

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT PLAN
FORM 5500 SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2016

ASSETS	SHARES/PAR VALUE	SECURITY DESCRIPTION	COST	FAIR VALUE
Alternative Investments				
	20,314,174	AMERICAN SECURITIES PARTNERS	20,314,174	20,314,174
	1,415,636	AMERICAN SECURITIES PTNRS VII	1,415,636	1,415,636
	5,537,622	APOLLO EUROPEAN PRINCIPAL FUND	5,840,807	5,840,807
	12,136,047	APOLLO INVESTMENT FUND VIII LP	12,136,047	12,136,047
	8,987,284	ASCRIBE OPP FUND III LP	8,987,284	8,987,284
	62,312	BLACKSTONE CAPITAL PARTNERS	62,312	62,312
	15,750,353	BLACKSTONE ENERGY PARTNERS	15,750,353	15,750,353
	995,702	BLACKSTONE ENERGY PARTNERS II	995,702	995,702
	1,393,245	BOWMARK CAPITAL PARTNERS V	1,721,563	1,721,563
	42,125	BRIGADE CREDIT OFFSHORE FUND	52,872,085	58,870,050
	8,592,731	CVC CAPITAL PRTNRS VI (C) LP	9,063,183	9,063,183
	8,084,195	GRIDIRON CAPITAL FUND II LP	8,084,195	8,084,195
	2,452,497	GRIDIRON CAPITAL FUND III LP	2,452,497	2,452,497
	3,832,210	GS PEP 2005 - DIRECT FUND	3,832,210	3,832,210
	19,819,656	GS PEP 2005-MANAGERS FUND	19,819,656	19,819,656
	2,267,697	H.I.G. CAPITAL PARTNERS V LP	2,267,697	2,267,697
	178,176	HARBOURVEST INTL PVT EQ	178,176	178,176
	61,006	HIG EUROPE CAPITAL PARTNERS II	64,346	64,346
	6,116,974	HIGH ROAD CAPITAL PARTNERS FD	6,116,974	6,116,974
	73,587	HVEST INTL PE DIRECT FD LP	73,587	73,587
	110,650	HVEST PART V PARTNERS FUND	110,650	110,650
	671,872	HVEST PART VI BUYOUT PART FUND	671,872	671,872
	814,220	HVEST PART VI DIRECT FUND	814,220	814,220
	956,148	HVEST PART VI PARTNERSHIP FD	956,148	956,148
	195,704	KPS SPECIAL SITUATIONS FUND IV	195,704	195,704
	44,430,475	LAZARD EMERGING MKTS	44,430,475	44,430,475
	2,961,149	OHA EUROPEAN STRATEGIC CREDIT	2,961,149	2,961,149
	7,557,342	PATRIA - BRAZILIAN PRIVATE	7,557,342	7,557,342
	324,408	PATRIA-BRAZILIAN PE FUND V LP	324,408	324,408
	370	PEG DIRECT VENT CAP INST	370	370
	25,737,499	PEG POOLED VENT CAP INST	25,737,499	25,737,499
	416,934	PEG US DIR CORP FIN INST	416,934	416,934
	11,328,046	PEG US POOLED CORP FIN INST	11,328,046	11,328,046
	8,733,438	PLATINUM EQ CAP PARTNERS III	8,733,438	8,733,438
	762,516	PLATINUM EQUITY CAP PARTNERS	762,516	762,516
	14,963,930	PROVIDENCE DEBT FUND III LP	14,963,930	14,963,930
	7,427,595	RIDGEMONT EQUITY PARTNERS FUND	7,427,595	7,427,595
	3,700,920	SECONDARY INVESTMENT SPV-3 LP	3,700,920	3,700,920
	3,972,212	SECONDARY INVESTMENTS SPV-4 LP	3,972,212	3,972,212
	16,348	STONE HARBOR LEVERRAGED	16,360,505	18,221,262
	100,273	STONE HARBOR-EM MK DBT-MUSDA	18,756,117	18,756,117
	79,593	STONE HARBOR-HI YLD BD-MUSDA	13,918,467	13,918,467
	27,006,217	TPG GROWTH II LP	27,006,217	27,006,217
	1,120,014	TPG GROWTH III LP	1,120,014	1,120,014
	3,729,374	TPG OPPORTUNITIES FUND II	3,729,374	3,729,374
	4,397,524	TPG OPPORTUNITIES PARTNERS III	4,397,524	4,397,524
	8,159,126	TZP CAPITAL PARTNERS II LP	8,159,126	8,159,126
	25,482,979	WARBURG PINCUS PRIVATE EQUITY	25,482,979	25,482,979
	1,232,610	WATERLAND PE FUND VI C.V.	1,300,095	1,300,095
	8,213,187	WATERLAND PRIVATE EQUITY	8,662,859	8,662,859
		Alternative Investments Total	436,007,189	443,865,912
Cash and Cash Equivalents				
	1,000,000	ANZ NATIONAL INT IB NT	1,000,000	1,000,000

847,937	BARTON CAP CORP DISC	847,937	847,937
0	CHF (SWISS FRANC)	0	0
(1)	CHF (SWISS FRANC)	(1)	(1)
762,099	COMWLTH BK AUST DISC	762,099	762,099
747,860	CRC FDG LLC DISC	747,860	747,860
1,285,000	DNB NOR BANK ASA IB NT	1,285,000	1,285,000
673,472	DNB NOR BANK DISC	673,472	673,472
0	EUR (EURO)	0	0
(79)	EUR (EURO)	(83)	(83)
0	EUR (EURO)	0	0
(1)	EUR (EURO)	(1)	(1)
(1)	EUR (EURO)	(1)	(1)
498,615	FAIRWAY FIN CORP DISC	498,615	498,615
710,000	FAIRWAY FIN CORP IB NT	710,000	710,000
0	GBP (GREAT BRITISH POUNDS)	1	1
1	HKD (HONG KONG DOLLARS)	0	0
1,050,000	HSBC BANK PLC IB NT	1,050,000	1,050,000
1	JPY (JAPANESE YEN)	0	0
4	JPY (JAPANESE YEN)	0	0
32	KRW (SOUTH KOREAN WON)	0	0
723,097	LIBERTY ST FDG DISC	723,097	723,097
646,623	METLIFE SHORT DISC	646,623	646,623
678,219	NATIONAL AUST BK DISC	678,219	678,219
1,249,091	NATIONAL BK CANADA DISC	1,249,091	1,249,091
998,364	NIEUW AMSTERDAM DISC	998,364	998,364
136,175	NOK (NORWEGIAN KRONE)	15,820	15,820
755,000	NORDEA BK FINLAND PLC C/D	755,000	755,000
1,296,822	PSP CAPITAL INC DISC	1,378,658	1,378,658
0	TWD (TAIWAN DOLLAR)	0	0
704,889	WESTPAC BANKING DISC	704,889	704,889
7	ZAR (SOUTH AFRICAN RAND)	0	0
0	ZAR (SOUTH AFRICAN RAND)	-	-
	Cash and Cash Equivalents Total	14,724,659	14,724,659

Common/Collective Trusts and Commingled Funds

14,979,581	COMMINGLED FUNDS CASH EQUIVALENTS	14,979,581	14,979,581
771,832	JPM MORTGAGE PRIVATE PLACEMENT FUND	23,217,612	32,339,769
2,475,978	MELLON CAPITAL ALL COUNTRY WORLD INDEX FUND	364,839,037	400,524,292
98,992	VONTOBEL INDIA FUND	11,684,169	14,027,208
	Common/Collective Trusts and Commingled Funds Total	414,720,399	461,870,850

Corporate and Foreign Debt Securities

355,000	21ST CENTURY FOX AMERICA 144A	354,606	356,058
2,305,000	21ST CENTURY FOX AMERICA 144A	2,302,006	2,259,545
1,850,000	21ST CENTURY FOX AMERICA INC	2,191,399	2,210,103
1,465,000	21ST CENTURY FOX AMERICA INC	1,424,616	1,802,770
1,595,000	21ST CENTURY FOX AMERICA INC	2,126,767	2,142,611
7,965,000	21ST CENTURY FOX AMERICA INC	8,160,143	7,927,565
925,000	21ST CENTURY FOX AMERICA INC	917,979	920,653
50,000	21ST CENTURY FOX AMERICA INC	49,684	51,385
704	90DAY EURODOLLAR FUTURE (CME)	-	(292,600)
(704)	90DAY EURODOLLAR FUTURE (CME)	-	422,400
4,845,000	ABBOTT LABORATORIES	4,813,992	4,925,524
660,000	ABBOTT LABORATORIES	666,356	670,969
1,155,000	ABBOTT LABORATORIES	1,146,003	1,185,423
2,150,000	ABBOTT LABORATORIES	2,139,874	2,141,916
4,890,000	ABBOTT LABORATORIES	4,854,701	4,856,210
1,220,000	ABBOTT LABORATORIES	1,217,975	1,192,367
2,555,000	ABBVIE INC	2,521,615	2,403,616
1,760,000	ABBVIE INC	1,731,347	1,729,253
395,000	ABBVIE INC	388,763	371,596
1,400,000	ABBVIE INC	1,390,326	1,375,542

6,050,000	ABBVIE INC	6,249,172	5,992,465
3,350,000	ACTAVIS FUNDING SCS	3,306,723	3,315,797
445,000	ACTAVIS FUNDING SCS	436,990	441,218
1,310,000	ACTAVIS FUNDING SCS	1,303,149	1,286,066
620,000	ACTAVIS FUNDING SCS	631,028	625,530
1,980,000	ACTAVIS FUNDING SCS	2,102,146	1,982,336
3,125,000	ACTAVIS FUNDING SCS	3,120,563	3,171,906
780,000	ACTAVIS INC	753,482	776,818
1,725,000	AETNA INC	1,720,860	1,814,683
500,000	AETNA INC	687,585	649,805
1,750,000	AETNA INC	1,655,576	1,669,535
1,420,000	AETNA INC	1,501,721	1,440,661
1,260,000	AETNA INC	1,258,160	1,241,113
1,005,000	AETNA INC	941,116	987,312
130,000	AETNA INC	129,870	130,328
1,725,000	AETNA INC	1,722,482	1,699,142
1,635,000	AETNA INC	1,628,215	1,639,333
2,025,000	AFLAC INC	2,089,618	2,096,240
345,000	AGRIUM INC	342,319	316,327
1,685,000	AGRIUM INC	1,703,063	1,675,210
1,975,000	AIG GLOBAL FUNDING 144A	1,972,610	1,970,754
800,000	AIR LEASE CORP	797,200	801,424
2,000,000	AIR LIQUIDE FINANCE SA 144A	1,989,260	1,920,380
755,000	AIR LIQUIDE FINANCE SA 144A	752,146	708,900
485,000	AIRGAS INC	484,462	487,493
1,025,000	ALABAMA POWER CO	1,256,958	1,272,189
1,000,000	ALABAMA POWER CO	995,380	994,980
85,000	ALABAMA POWER CO	84,323	85,422
1,680,000	ALLSTATE CORP/THE	1,741,115	1,736,952
4,180,000	ALLSTATE CORP/THE	4,162,277	4,268,700
965,000	ALLSTATE CORP/THE	963,688	968,204
42,017	ALLY AUTO RECEIVABLES TRU 1 A2	42,017	42,011
645,000	ALTRIA GROUP INC	553,849	634,757
500,000	ALTRIA GROUP INC	497,870	577,560
4,505,000	ALTRIA GROUP INC	4,675,821	4,510,541
1,915,000	ALTRIA GROUP INC	1,919,567	1,917,355
170,000	ALTRIA GROUP INC	167,476	156,891
945,000	ALTRIA GROUP INC	941,126	894,896
1,325,000	AMAZON.COM INC	1,338,382	1,511,229
1,635,000	AMAZON.COM INC	1,663,662	1,718,107
1,090,000	AMERICA MOVIL SAB DE CV	972,558	1,265,654
645,000	AMERICA MOVIL SAB DE CV	717,869	736,106
1,302,000	AMERICAN CAMPUS COMMUNITIES OP	1,304,182	1,334,928
1,350,000	AMERICAN EXPRESS CENTURION BAN	1,548,329	1,391,729
2,575,000	AMERICAN EXPRESS CO	2,552,331	2,570,005
3,525,000	AMERICAN EXPRESS CREDIT CORP	3,539,847	3,528,913
490,000	AMERICAN EXPRESS CREDIT CORP	489,613	494,096
1,000,000	AMERICAN EXPRESS CREDIT CORP	999,910	1,001,450
2,250,000	AMERICAN HONDA FINANCE CORP	2,245,500	2,171,385
425,000	AMERICAN HONDA FINANCE CORP	425,000	426,420
325,000	AMERICAN HONDA FINANCE CORP	325,000	325,234
900,000	AMERICAN INTERNATIONAL GROUP I	897,418	845,397
1,205,000	AMERICAN INTERNATIONAL GROUP I	1,196,095	1,250,694
945,000	AMERICAN INTERNATIONAL GROUP I	880,930	931,846
4,850,000	AMERICAN INTERNATIONAL GROUP I	5,010,836	4,935,263
175,000	AMERICAN TOWER CORP	174,498	178,824
1,570,000	AMERICAN TOWER CORP	1,572,111	1,486,303
740,000	AMERICAN TOWER CORP	739,504	682,768
1,700,000	AMERICAN TOWER CORP	1,821,107	1,744,863
800,000	AMERICAN TOWER CORP	798,824	809,112
620,000	AMERICAN TOWER CORP	619,120	593,879
554,965	AMERICREDIT AUTOMOBILE R 3 A2A	554,965	555,300

1,010,000	AMERIPRISE FINANCIAL INC	1,023,770	1,059,238
941,000	AMERISOURCEBERGEN CORP	936,897	946,721
1,185,000	AMGEN INC	1,238,870	1,252,723
3,625,000	AMGEN INC	3,597,740	3,589,403
1,275,000	AMGEN INC	1,296,849	1,279,157
5,308,000	AMGEN INC 144A	5,508,271	5,101,572
433,000	AMGEN INC 144A	445,341	418,824
1,813,000	AMGEN INC 144A	1,881,404	1,742,492
1,650,000	ANADARKO PETROLEUM CORP	1,644,885	1,846,779
680,000	ANADARKO PETROLEUM CORP	662,718	667,522
1,995,000	ANADARKO PETROLEUM CORP	2,026,680	2,139,119
180,000	ANALOG DEVICES INC	178,826	180,911
1,050,000	ANHEUSER-BUSCH COS LLC	1,176,349	1,239,431
510,000	ANHEUSER-BUSCH COS LLC	492,089	598,694
1,250,000	ANHEUSER-BUSCH COS LLC	1,644,374	1,599,175
495,000	ANHEUSER-BUSCH INBEV FINANCE I	530,230	520,676
5,220,000	ANHEUSER-BUSCH INBEV FINANCE I	5,207,733	5,642,141
4,305,000	ANHEUSER-BUSCH INBEV FINANCE I	4,297,811	4,370,393
2,555,000	ANHEUSER-BUSCH INBEV FINANCE I	2,550,569	2,687,528
6,285,000	ANHEUSER-BUSCH INBEV FINANCE I	6,472,470	6,793,268
13,435,000	ANHEUSER-BUSCH INBEV FINANCE I	13,881,612	13,639,078
4,870,000	ANHEUSER-BUSCH INBEV FINANCE I	4,901,038	4,900,145
4,000,000	ANHEUSER-BUSCH INBEV FINANCE I	4,046,990	4,023,000
7,085,000	ANHEUSER-BUSCH INBEV FINANCE I	7,152,404	7,210,617
3,450,000	ANHEUSER-BUSCH INBEV FINANCE I	3,458,795	3,502,406
385,000	ANHEUSER-BUSCH INBEV WORLDWIDE	526,206	480,118
1,580,000	ANHEUSER-BUSCH INBEV WORLDWIDE	2,110,815	1,970,355
405,000	ANHEUSER-BUSCH INBEV WORLDWIDE	440,571	440,867
335,000	ANHEUSER-BUSCH INBEV WORLDWIDE	429,045	503,803
545,000	ANHEUSER-BUSCH INBEV WORLDWIDE	516,005	536,394
1,300,000	ANHEUSER-BUSCH INBEV WORLDWIDE	1,357,070	1,356,914
1,000,000	ANTHEM INC	1,129,640	1,124,040
1,270,000	ANTHEM INC	1,251,489	1,274,953
1,460,000	ANTHEM INC	1,664,640	1,667,276
385,000	ANTHEM INC	299,470	432,755
5,823,000	ANTHEM INC	5,750,532	5,813,159
700,000	ANTHEM INC	705,747	700,357
200,000	ANTHEM INC	186,114	199,662
2,300,000	ANTHEM INC	2,309,373	2,315,042
1,100,000	ANTHEM INC	1,101,375	1,097,778
1,100,000	AON PLC	1,091,629	1,103,355
1,660,000	AON PLC	1,659,535	1,692,021
1,220,000	AON PLC	1,224,910	1,243,534
180,000	APACHE CORP	182,259	186,660
1,135,000	APACHE CORP	1,122,924	1,187,414
600,000	APACHE CORP	606,074	618,018
1,000,000	APACHE CORP	983,130	1,066,330
350,000	APACHE CORP	339,521	360,511
380,000	APPLE INC	372,772	363,371
585,000	APPLE INC	581,835	605,756
3,225,000	APPLE INC	3,213,229	3,313,107
1,260,000	APPLE INC	1,252,730	1,360,611
2,650,000	APPLE INC	2,453,028	2,534,036
565,000	APPLE INC	561,943	585,046
1,925,000	APPLE INC	1,868,505	1,699,101
1,130,000	APPLE INC	1,124,689	1,206,761
2,580,000	APPLE INC	2,784,968	2,786,013
540,000	APPLE INC	538,569	517,396
10,055,000	APPLE INC	10,217,741	9,790,755
4,275,000	APPLE INC	4,296,456	4,363,706
880,000	APPLE INC	878,759	845,601
1,025,000	APPLE INC	1,023,114	1,031,509

550,000	APPLE INC	548,086	552,283
2,155,000	APPLE INC	2,158,868	2,168,426
710,000	APPLE INC	708,062	666,371
710,000	APPLE INC	709,290	699,393
700,000	ARCH CAPITAL FINANCE LLC	700,000	733,873
895,000	ARCH CAPITAL FINANCE LLC	895,000	907,879
3,420,000	ARIZONA PUBLIC SERVICE CO	3,404,165	3,226,633
2,025,000	ASTRAZENECA PLC	2,343,692	2,619,722
2,415,000	ASTRAZENECA PLC	2,917,381	3,124,261
165,000	ASTRAZENECA PLC	162,693	165,619
2,035,000	ASTRAZENECA PLC	2,016,075	2,020,938
1,800,000	ASTRAZENECA PLC	1,792,512	1,793,880
280,000	ASTRAZENECA PLC	278,453	278,065
5,230,000	AT&T INC	5,507,035	5,445,215
2,700,000	AT&T INC	2,525,727	2,405,781
1,000,000	AT&T INC	1,030,660	996,170
2,639,000	AT&T INC	2,749,128	2,371,326
657,000	AT&T INC	634,465	650,588
2,885,000	AT&T INC	2,915,062	2,917,168
7,150,000	AT&T INC	7,018,548	6,891,313
325,000	AT&T INC	368,245	337,672
1,100,000	AT&T INC	1,120,779	1,109,614
825,000	AT&T INC	847,275	795,152
1,710,000	AT&T INC	1,718,689	1,724,569
380,000	AT&T INC	388,143	384,777
1,040,000	AT&T INC	1,109,160	1,066,146
280,000	AT&T INC	294,280	280,484
630,000	AT&T INC	643,564	675,675
665,000	AT&T INC	673,519	673,519
7,000,000	AT&T INC 144A	5,398,750	5,590,130
1,035,000	ATMOS ENERGY CORP	1,033,054	1,029,442
660,000	AUTONATION INC	659,987	663,194
1,335,000	AUTOZONE INC	1,369,040	1,379,576
3,353,000	AVALONBAY COMMUNITIES INC	3,248,754	3,295,999
265,000	AVALONBAY COMMUNITIES INC	264,910	252,972
1,210,000	AVALONBAY COMMUNITIES INC	1,206,237	1,145,096
1,400,000	AVNET INC	1,428,029	1,455,608
349,000	BAE SYSTEMS HOLDINGS INC 144A	351,698	357,624
790,000	BAE SYSTEMS HOLDINGS INC 144A	780,678	805,705
1,905,000	BAE SYSTEMS HOLDINGS INC 144A	1,909,664	1,952,073
735,000	BAE SYSTEMS PLC 144A	731,171	838,165
1,000,000	BALTIMORE GAS & ELECTRIC CO	1,232,000	1,269,490
735,000	BALTIMORE GAS & ELECTRIC CO	734,324	661,346
1,055,000	BAMLL COMMERCIAL M PARK A 144A	1,086,608	1,061,066
1,255,000	BANK OF AMERICA CORP	1,405,383	1,516,856
3,355,000	BANK OF AMERICA CORP	3,480,712	3,640,410
965,000	BANK OF AMERICA CORP	965,000	994,471
1,220,000	BANK OF AMERICA CORP	1,348,686	1,430,206
575,000	BANK OF AMERICA CORP	574,460	623,915
660,000	BANK OF AMERICA CORP	658,053	657,023
2,700,000	BANK OF AMERICA CORP	2,539,763	2,737,827
320,000	BANK OF AMERICA CORP	319,466	315,734
8,845,000	BANK OF AMERICA CORP	9,218,610	9,122,202
5,350,000	BANK OF AMERICA CORP	5,382,908	5,356,741
1,950,000	BANK OF AMERICA CORP	2,044,302	1,982,819
2,200,000	BANK OF AMERICA CORP	2,395,617	2,215,950
3,725,000	BANK OF AMERICA CORP	4,253,391	4,095,824
1,275,000	BANK OF AMERICA CORP	1,213,596	1,279,259
1,925,000	BANK OF AMERICA CORP	1,950,563	1,945,328
1,550,000	BANK OF AMERICA CORP	1,540,654	1,551,953
955,000	BANK OF AMERICA CORP	937,619	949,432
475,000	BANK OF AMERICA CORP	474,207	468,668

1,075,000	BANK OF AMERICA CORP	1,075,000	1,061,025
2,350,000	BANK OF AMERICA CORP	2,348,201	2,272,756
460,000	BANK OF AMERICA CORP	460,141	460,294
350,000	BANK OF AMERICA NA	337,134	422,265
2,800,000	BANK OF MONTREAL	2,798,796	2,800,000
250,000	BANK OF MONTREAL	250,000	249,943
130,000	BANK OF MONTREAL	130,000	130,155
1,060,000	BANK OF NEW YORK MELLON CORP/T	1,058,156	1,011,335
495,000	BANK OF NEW YORK MELLON CORP/T	494,456	470,661
1,905,000	BANK OF NEW YORK MELLON CORP/T	1,905,000	1,934,489
3,025,000	BANK OF NEW YORK MELLON CORP/T	3,031,845	3,046,568
2,305,000	BANK OF NEW YORK MELLON CORP/T	2,293,464	2,298,223
1,435,000	BANK OF NEW YORK MELLON CORP/T	1,434,067	1,435,517
2,090,000	BANK OF NOVA SCOTIA/THE	2,089,833	2,147,036
375,000	BANK OF NOVA SCOTIA/THE	375,000	375,709
665,000	BANK OF TOKYO-MITSUBISHI 144A	665,000	665,173
455,000	BAPTIST HEALTH SOUTH FLORIDA I	516,643	492,674
525,000	BARCLAYS BANK PLC	525,000	525,179
2,300,000	BARCLAYS BANK PLC 144A	2,571,034	2,376,107
3,435,000	BARCLAYS PLC	3,414,276	3,479,037
1,300,000	BAT INTERNATIONAL FINANCE 144A	1,317,670	1,306,955
1,075,000	BAXALTA INC	1,067,733	1,078,139
210,000	BAXALTA INC	208,618	224,158
1,525,000	BAXALTA INC	1,523,689	1,536,666
1,440,000	BAXALTA INC	1,453,217	1,439,640
890,000	BAYER US FINANCE LLC 144A	881,198	885,541
125,000	BB&T CORP	137,909	135,051
1,205,000	BEAM SUNTORY INC	1,212,939	1,207,844
915,000	BEAM SUNTORY INC	900,621	894,971
540,000	BECTON DICKINSON AND CO	674,401	630,180
95,000	BECTON DICKINSON AND CO	95,000	98,415
830,000	BECTON DICKINSON AND CO	833,436	833,627
420,000	BERKSHIRE HATHAWAY ENERGY CO	490,022	524,530
1,470,000	BERKSHIRE HATHAWAY ENERGY CO	1,490,499	1,835,854
325,000	BERKSHIRE HATHAWAY ENERGY CO	375,343	341,621
3,515,000	BERKSHIRE HATHAWAY ENERGY CO	4,108,550	4,575,405
2,393,000	BERKSHIRE HATHAWAY ENERGY CO	2,393,591	2,440,405
400,000	BERKSHIRE HATHAWAY ENERGY CO	408,064	418,284
3,225,000	BERKSHIRE HATHAWAY ENERGY CO	3,223,451	3,233,772
1,300,000	BERKSHIRE HATHAWAY ENERGY CO	1,358,136	1,359,423
1,240,000	BERKSHIRE HATHAWAY FINANCE COR	1,257,464	1,525,584
1,010,000	BERKSHIRE HATHAWAY FINANCE COR	990,126	1,063,278
140,000	BERKSHIRE HATHAWAY FINANCE COR	137,253	144,638
280,000	BERKSHIRE HATHAWAY FINANCE COR	280,000	281,526
1,615,000	BERKSHIRE HATHAWAY INC	1,613,482	1,604,519
1,470,000	BERKSHIRE HATHAWAY INC	1,469,957	1,464,488
1,710,000	BERKSHIRE HATHAWAY INC	1,788,985	1,698,902
1,000,000	BERKSHIRE HATHAWAY INC	1,006,520	1,009,000
750,000	BERKSHIRE HATHAWAY INC	749,295	745,133
640,000	BG ENERGY CAPITAL PLC 144A	652,210	680,288
2,215,000	BHP BILLITON FINANCE USA LTD	2,369,498	2,474,066
1,797,000	BHP BILLITON FINANCE USA LTD	2,020,971	2,007,177
575,000	BHP BILLITON FINANCE USA LTD	584,430	578,226
3,255,000	BIOGEN INC	3,232,020	3,483,338
805,000	BLACKROCK INC	851,529	834,576
2,915,000	BLUE CROSS & BLUE SHIELD 144A	2,914,738	2,834,692
488,721	BMW VEHICLE LEASE TRUST 1 A2A	488,721	488,857
500,000	BNP PARIBAS SA	507,183	503,340
3,000,000	BNP PARIBAS SA	2,998,350	3,000,450
1,640,000	BOEING CO/THE	2,164,308	2,073,944
1,520,000	BOEING CO/THE	1,502,642	1,426,018
1,265,000	BOSTON GAS CO 144A	1,345,024	1,293,513

470,000	BOSTON PROPERTIES LP	467,081	460,868
2,185,000	BOSTON PROPERTIES LP	2,178,620	2,157,731
585,000	BOSTON PROPERTIES LP	580,735	534,883
1,265,000	BOSTON SCIENTIFIC CORP	1,256,955	1,285,784
685,000	BP CAPITAL MARKETS PLC	685,000	669,019
2,885,000	BP CAPITAL MARKETS PLC	2,885,000	2,931,391
1,625,000	BP CAPITAL MARKETS PLC	1,643,974	1,659,336
875,000	BP CAPITAL MARKETS PLC	856,660	859,031
1,634,000	BP CAPITAL MARKETS PLC	1,620,786	1,668,526
640,000	BP CAPITAL MARKETS PLC	634,272	628,320
3,200,000	BP CAPITAL MARKETS PLC	3,124,718	3,190,112
491,000	BP CAPITAL MARKETS PLC	478,185	510,080
915,000	BP CAPITAL MARKETS PLC	915,000	920,316
1,855,000	BP CAPITAL MARKETS PLC	1,833,873	1,876,333
905,000	BP CAPITAL MARKETS PLC	905,000	914,041
800,000	BP CAPITAL MARKETS PLC	800,000	800,128
1,650,000	BPCE SA	1,650,000	1,651,584
665,000	BPCE SA	667,899	668,471
1,360,000	BPCE SA 144A	1,422,735	1,429,741
275,000	BPCE SA 144A	284,160	279,568
1,830,000	BRANCH BANKING & TRUST CO	1,858,511	1,860,561
500,000	BRANDYWINE OPERATING PARTNERSH	552,190	506,305
550,000	BRANDYWINE OPERATING PARTNERSH	583,864	568,552
1,435,000	BRANDYWINE OPERATING PARTNERSH	1,413,317	1,429,447
1,330,000	BRISTOL-MYERS SQUIBB CO	1,281,256	1,189,698
820,000	BRISTOL-MYERS SQUIBB CO	812,538	889,298
1,620,000	BRITISH TELECOMMUNICATIONS PLC	1,798,168	2,471,602
500,000	BRITISH TELECOMMUNICATIONS PLC	554,770	762,840
2,545,000	BRIXMOR OPERATING PARTNERSHIP	2,538,281	2,467,352
1,355,000	BRIXMOR OPERATING PARTNERSHIP	1,345,894	1,350,908
600,000	BROWN-FORMAN CORP	596,070	583,602
295,000	BUCKEYE PARTNERS LP	293,286	304,151
1,045,000	BURLINGTON NORTHERN SANTA FE L	1,097,292	1,200,130
3,485,000	BURLINGTON NORTHERN SANTA FE L	3,473,604	3,534,173
1,375,000	BURLINGTON NORTHERN SANTA FE L	1,511,225	1,560,391
841,000	BURLINGTON NORTHERN SANTA FE L	914,016	992,691
2,270,000	BURLINGTON NORTHERN SANTA FE L	2,259,726	2,359,029
90,000	BURLINGTON NORTHERN SANTA FE L	88,182	114,636
45,000	BURLINGTON NORTHERN SANTA FE L	49,789	64,003
685,000	BURLINGTON NORTHERN SANTA FE L	868,101	873,163
90,000	BURLINGTON NORTHERN SANTA FE L	87,988	91,093
1,375,000	BURLINGTON NORTHERN SANTA FE L	1,389,065	1,456,070
300,000	BURLINGTON NORTHERN SANTA FE L	310,320	315,381
1,555,000	BURLINGTON NORTHERN SANTA FE L	1,710,157	1,672,294
126,000	BURLINGTON RESOURCES FINANCE C	166,443	162,417
785,000	CANADIAN NATIONAL RAILWAY CO	785,000	785,652
2,000,000	CANADIAN NATURAL RESOURCES LTD	2,105,180	2,333,760
325,000	CANADIAN NATURAL RESOURCES LTD	291,739	383,858
550,000	CANADIAN NATURAL RESOURCES LTD	579,953	619,454
980,000	CANADIAN NATURAL RESOURCES LTD	984,763	976,639
2,685,000	CANADIAN NATURAL RESOURCES LTD	2,756,394	2,744,688
945,000	CANADIAN NATURAL RESOURCES LTD	940,958	941,759
445,000	CANADIAN PACIFIC RAILWAY CO	460,299	476,337
3,010,000	CANADIAN PACIFIC RAILWAY CO	3,214,433	3,227,653
212,000	CANADIAN PACIFIC RAILWAY CO	276,579	254,760
215,388	CAPITAL AUTO RECEIVABLES 1 A2	215,388	215,471
3,280,000	CAPITAL ONE BANK USA NA	3,310,853	3,249,201
605,000	CAPITAL ONE FINANCIAL CORP	604,952	607,015
1,660,000	CAPITAL ONE FINANCIAL CORP	1,654,107	1,609,204
4,025,000	CAPITAL ONE FINANCIAL CORP	4,026,772	4,050,478
475,000	CAPITAL ONE FINANCIAL CORP	474,962	476,582
1,285,000	CAPITAL ONE FINANCIAL CORP	1,280,438	1,245,679

1,660,000	CAPITAL ONE NA/MCLEAN VA	1,658,191	1,669,528
915,000	CARDINAL HEALTH INC	910,269	925,138
245,000	CARDINAL HEALTH INC	244,160	242,116
225,000	CARDINAL HEALTH INC	214,900	227,034
300,000	CARDINAL HEALTH INC	299,439	302,187
225,000	CARDINAL HEALTH INC	224,825	225,488
3,080,000	CATERPILLAR INC	2,748,141	2,959,326
1,245,000	CATERPILLAR INC	1,192,000	1,196,221
870,000	CATHOLIC HEALTH INITIATIVES	871,349	873,811
1,240,000	CATHOLIC HEALTH INITIATIVES	1,259,939	1,252,127
3,015,000	CBL & ASSOCIATES LP	2,971,735	3,034,929
930,000	CBS CORP	908,275	936,798
355,000	CBS CORP	349,143	329,298
525,000	CBS CORP	574,061	544,294
1,000,000	CDP FINANCIAL INC 144A	1,112,778	1,237,980
525,000	CELGENE CORP	519,929	532,513
440,000	CELGENE CORP	438,640	457,481
3,280,000	CELGENE CORP	3,207,076	3,309,225
2,805,000	CELGENE CORP	2,926,391	2,818,716
562,000	CELGENE CORP	594,203	570,042
340,000	CELGENE CORP	339,153	340,194
170,000	CENTERPOINT ENERGY HOUSTON ELE	149,480	226,374
400,000	CF INDUSTRIES INC 144A	397,540	393,156
1,845,000	CGBAM COMMERCIAL M SMRT A 144A	1,900,299	1,866,697
1,575,000	CHARTER COMMUNICATIONS OPERATI	1,672,553	1,798,385
340,000	CHARTER COMMUNICATIONS OPERATI	339,855	346,882
2,335,000	CHARTER COMMUNICATIONS OPERATI	2,339,746	2,460,927
1,635,000	CHARTER COMMUNICATIONS OPERATI	1,635,815	1,708,624
1,000,000	CHEVRON CORP	1,000,000	983,670
2,345,000	CHEVRON CORP	2,258,197	2,301,289
885,000	CHEVRON CORP	885,000	877,362
2,780,000	CHEVRON CORP	2,780,000	2,756,175
460,000	CHEVRON CORP	460,000	461,688
435,000	CHUBB CORP/THE	474,702	542,597
1,875,000	CHUBB INA HOLDINGS INC	1,837,085	1,855,313
1,515,000	CHUBB INA HOLDINGS INC	1,529,468	1,543,467
535,000	CIGNA CORP	572,761	614,977
790,000	CIGNA CORP	873,882	825,329
2,065,000	CIGNA CORP	2,040,143	2,011,207
2,400,000	CINTAS CORP NO 2	2,476,472	2,429,640
1,155,000	CISCO SYSTEMS INC	1,274,617	1,407,021
2,540,000	CISCO SYSTEMS INC	2,784,267	3,094,228
1,350,000	CISCO SYSTEMS INC	1,487,862	1,446,849
3,315,000	CISCO SYSTEMS INC	3,308,635	3,307,873
1,000,000	CISCO SYSTEMS INC	998,890	989,100
1,220,000	CISCO SYSTEMS INC	1,220,000	1,227,015
1,400,000	CITIGROUP INC	1,485,640	1,658,678
1,455,000	CITIGROUP INC	1,463,457	1,488,538
2,270,000	CITIGROUP INC	2,245,643	2,272,611
259,000	CITIGROUP INC	259,598	300,531
2,425,000	CITIGROUP INC	2,753,987	2,873,067
500,000	CITIGROUP INC	494,635	500,575
11,270,000	CITIGROUP INC	11,263,168	10,776,599
2,240,000	CITIGROUP INC	2,236,170	2,233,952
2,150,000	CITIGROUP INC	2,266,270	2,362,872
315,000	CITIGROUP INC	314,515	317,564
900,000	CITIGROUP INC	899,316	899,496
315,000	CITIGROUP INC	314,307	314,361
2,000,000	CITIGROUP INC	1,983,420	1,995,600
410,000	CITIGROUP INC	412,351	416,499
2,840,000	CITIGROUP INC	2,836,819	2,841,988
950,000	CITIGROUP INC	967,769	981,901

640,000	CITIGROUP INC	639,622	611,981
1,010,000	CITIGROUP INC	1,008,273	1,007,273
240,000	CITIGROUP INC	281,539	287,714
925,000	CITIZENS BANK NA/PROVIDENCE RI	924,140	919,321
165,000	CITIZENS FINANCIAL GROUP INC	164,827	167,610
1,240,000	CLECO CORPORATE HOLDINGS 144A	1,282,817	1,221,202
730,000	CMS ENERGY CORP	727,241	702,581
706,535	CNH EQUIPMENT TRUST 2016 A A2A	706,535	706,591
3,080,000	COCA-COLA CO/THE	2,961,292	3,047,598
2,500,000	COCA-COLA CO/THE	2,499,550	2,369,600
1,415,000	COCA-COLA CO/THE	1,413,444	1,374,970
710,000	COCA-COLA CO/THE	709,176	668,657
2,340,000	COCA-COLA FEMSA SAB DE CV	2,305,274	2,388,391
910,000	COCA-COLA FEMSA SAB DE CV	896,496	928,819
260,000	COLUMBIA PIPELINE GROUP INC	259,407	298,992
5,270,000	COMCAST CABLE COMMUNICATIONS H	7,702,756	7,132,945
1,015,000	COMCAST CORP	1,240,949	1,362,627
1,870,000	COMCAST CORP	1,920,484	2,414,451
2,425,000	COMCAST CORP	3,077,124	3,307,482
1,675,000	COMCAST CORP	1,691,185	1,752,285
2,140,000	COMCAST CORP	2,507,752	2,763,061
810,000	COMCAST CORP	1,011,569	1,056,702
1,255,000	COMCAST CORP	1,560,213	1,633,495
3,315,000	COMCAST CORP	3,337,641	3,417,831
1,105,000	COMCAST CORP	1,266,590	1,166,460
425,000	COMCAST CORP	497,760	464,946
3,155,000	COMCAST CORP	3,139,679	3,174,056
2,125,000	COMCAST CORP	2,124,785	2,109,806
245,000	COMCAST CORP	245,739	241,734
595,000	COMCAST CORP	594,411	570,319
2,500,000	COMCAST CORP	2,497,000	2,304,575
1,590,000	COMM 2016-667M MOR 667M A 144A	1,637,563	1,561,332
710,000	COMMONWEALTH BANK OF AUST 144A	710,000	709,560
880,000	COMMONWEALTH EDISON CO	874,289	826,989
870,000	COMMONWEALTH EDISON CO	870,000	818,218
1,665,000	COMPASS BANK	1,651,994	1,584,481
535,000	COMPASS BANK	596,739	551,307
1,375,000	COMPASS BANK	1,379,357	1,371,879
1,305,000	CONOCO FUNDING CO	1,593,731	1,675,411
2,395,000	CONOCO FUNDING CO	2,954,987	3,074,797
735,000	CONOCOPHILLIPS	831,486	847,374
1,825,000	CONOCOPHILLIPS	2,233,394	2,147,514
520,000	CONOCOPHILLIPS	628,155	611,894
3,500,000	CONOCOPHILLIPS CO	3,480,680	3,481,485
545,000	CONOCOPHILLIPS CO	507,308	526,971
315,000	CONOCOPHILLIPS CO	303,543	313,938
655,000	CONOCOPHILLIPS CO	677,886	723,120
975,000	CONOCOPHILLIPS HOLDING CO	1,293,201	1,226,121
1,490,000	CONSOLIDATED EDISON CO OF NEW	1,767,887	1,754,415
3,600,000	CONSOLIDATED EDISON CO OF NEW	3,596,976	3,747,960
635,000	CONSOLIDATED EDISON CO OF NEW	598,172	766,426
200,000	CONSOLIDATED EDISON CO OF NEW	184,402	238,614
1,560,000	CONSOLIDATED EDISON CO OF NEW	1,865,405	1,889,020
1,505,000	CONSOLIDATED EDISON CO OF NEW	1,467,252	1,509,033
1,430,000	CONSOLIDATED EDISON CO OF NEW	1,428,570	1,516,315
435,000	CONSOLIDATED EDISON CO OF NEW	434,387	415,047
90,000	CONSOLIDATED EDISON CO OF NEW	89,216	89,877
2,830,000	CONSOLIDATED EDISON CO OF NEW	2,818,482	2,781,041
2,475,000	CONSOLIDATED EDISON CO OF NEW	2,833,889	2,604,715
1,430,000	CONSUMERS ENERGY CO	1,418,875	1,262,433
1,200,000	COOPERATIEVE RABOBANK UA	1,195,997	1,176,300
1,870,000	COOPERATIEVE RABOBANK UA	1,861,510	1,833,068

1,800,000	COOPERATIEVE RABOBANK UA	1,807,839	1,955,664
2,905,000	COOPERATIEVE RABOBANK UA	2,909,087	2,980,908
1,025,000	COOPERATIEVE RABOBANK UA	1,033,436	1,054,438
1,575,000	COOPERATIEVE RABOBANK UA	1,640,809	1,657,042
610,000	COOPERATIEVE RABOBANK UA/NY	610,000	611,342
360,000	CORNING INC	427,280	396,328
610,000	CORP NACIONAL DEL COBRE D 144A	629,587	598,611
900,000	COVIDIEN INTERNATIONAL FINANCE	905,112	921,555
50,000	COX COMMUNICATIONS INC 144A	56,902	52,756
190,000	COX COMMUNICATIONS INC 144A	177,801	185,075
1,185,000	COX COMMUNICATIONS INC 144A	1,187,747	1,131,604
300,000	CREDIT AGRICOLE SA 144A	298,368	294,207
700,000	CREDIT AGRICOLE SA/LONDON 144A	696,801	689,262
1,000,000	CREDIT SUISSE AG/NEW YORK NY	1,138,572	1,040,100
250,000	CREDIT SUISSE AG/NEW YORK NY	269,600	268,035
1,800,000	CREDIT SUISSE AG/NEW YORK NY	1,805,768	1,804,410
870,000	CREDIT SUISSE AG/NEW YORK NY	864,780	878,317
1,630,000	CREDIT SUISSE AG/NEW YORK NY	1,628,207	1,626,414
575,000	CREDIT SUISSE GROUP FUNDING GU	566,753	590,220
3,410,000	CREDIT SUISSE GROUP FUNDING GU	3,396,985	3,440,247
3,600,000	CREDIT SUISSE GROUP FUNDING GU	3,621,850	3,596,040
900,000	CREDIT SUISSE GROUP FUNDING GU	898,461	907,983
1,500,000	CREDIT SUISSE GROUP FUNDING GU	1,497,180	1,495,305
500,000	CREDIT SUISSE GROUP FUNDING GU	493,485	499,450
1,030,000	CREDIT SUISSE GROUP FUNDING GU	1,027,528	1,014,344
110,000	CROWN CASTLE INTERNATIONAL COR	112,901	111,623
415,000	CROWN CASTLE INTERNATIONAL COR	413,734	407,335
3,145,000	CSX CORP	3,197,097	3,273,662
460,000	CSX CORP	458,142	430,615
460,000	CVS HEALTH CORP	458,321	512,647
500,000	CVS HEALTH CORP	522,431	526,825
2,306,000	CVS HEALTH CORP	2,314,796	2,339,691
1,670,000	CVS HEALTH CORP	1,700,078	1,715,908
1,611,000	CVS HEALTH CORP	1,624,514	1,661,908
4,330,000	CVS HEALTH CORP	4,720,090	4,740,051
481,187	CVS PASS-THROUGH TRUST 144A	485,713	538,771
1,400,000	DAIMLER FINANCE NORTH AME 144A	1,396,671	1,398,180
815,000	DAIMLER FINANCE NORTH AME 144A	815,000	815,318
725,000	DANAHER CORP	723,434	755,334
2,000,000	DANONE SA 144A	2,000,000	1,927,120
890,000	DANONE SA 144A	890,000	878,857
890,000	DANONE SA 144A	890,000	857,568
2,175,000	DDR CORP	2,190,946	2,208,060
500,000	DEERE & CO	462,635	500,670
12,029	DELL EQUIPMENT FINAN 1 A2 144A	12,029	12,027
890,000	DELL INTERNATIONAL LLC / 144A	904,160	964,137
200,000	DELL INTERNATIONAL LLC / 144A	209,120	246,258
695,000	DELL INTERNATIONAL LLC / 144A	694,826	709,463
550,000	DELL INTERNATIONAL LLC / 144A	549,841	569,113
840,000	DELL INTERNATIONAL LLC / 144A	851,487	909,972
1,205,000	DEUTSCHE TELEKOM INTERNATIONAL	1,609,859	1,771,495
500,000	DEUTSCHE TELEKOM INTERNATIONAL	640,830	735,060
290,000	DEVON ENERGY CORP	319,742	298,700
235,000	DEVON ENERGY CORP	229,452	230,850
2,575,000	DEVON ENERGY CORP	2,365,260	2,558,675
2,115,000	DIAGEO CAPITAL PLC	1,954,823	2,014,791
500,000	DIAGEO INVESTMENT CORP	496,975	503,020
430,000	DIAGEO INVESTMENT CORP	436,109	432,580
1,795,000	DIGITAL REALTY TRUST LP	1,795,000	1,863,066
275,000	DIGNITY HEALTH	275,000	273,683
175,000	DIGNITY HEALTH	175,100	176,524
425,000	DISCOVER BANK	424,537	410,384

850,000	DISCOVER BANK	866,083	885,556
1,625,000	DISCOVER BANK	1,631,865	1,634,523
205,000	DOMINION GAS HOLDINGS LLC	231,771	212,419
2,750,000	DOMINION GAS HOLDINGS LLC	2,744,704	2,783,770
3,240,000	DOMINION RESOURCES INC/VA	3,190,266	3,006,461
1,650,000	DOMINION RESOURCES INC/VA	1,643,928	1,696,283
850,000	DOMINION RESOURCES INC/VA	1,019,975	1,011,245
720,000	DOMINION RESOURCES INC/VA	641,710	831,996
700,000	DOMINION RESOURCES INC/VA	698,831	704,382
3,825,000	DOMINION RESOURCES INC/VA	4,484,113	4,056,719
605,000	DOMINION RESOURCES INC/VA	604,135	586,717
220,000	DOMINION RESOURCES INC/VA	219,923	205,971
440,000	DOMTAR CORP	453,658	452,698
3,510,000	DOW CHEMICAL CO/THE	3,427,024	3,459,316
1,095,000	DOW CHEMICAL CO/THE	1,406,343	1,438,830
1,950,000	DR PEPPER SNAPPLE GROUP INC	1,943,622	1,923,909
1,445,000	DR PEPPER SNAPPLE GROUP INC	1,444,451	1,445,332
274,430	DRIVE AUTO RECEIVAB BA A2 144A	274,430	274,520
3,410,000	DTE ELECTRIC CO	3,447,902	3,580,534
440,000	DTE ELECTRIC CO	439,336	462,004
1,000,000	DTE ELECTRIC CO	1,243,410	1,236,970
600,000	DTE ELECTRIC CO	611,766	790,902
1,420,000	DTE ENERGY CO	1,418,225	1,396,400
5,931,000	DUKE ENERGY CAROLINAS LLC	6,637,994	7,346,255
1,460,000	DUKE ENERGY CAROLINAS LLC	1,593,143	1,844,900
1,000,000	DUKE ENERGY CAROLINAS LLC	1,031,751	1,230,520
1,380,000	DUKE ENERGY CAROLINAS LLC	1,363,366	1,411,726
580,000	DUKE ENERGY CAROLINAS LLC	579,774	574,844
750,000	DUKE ENERGY CORP	747,690	699,998
1,450,000	DUKE ENERGY CORP	1,456,249	1,495,284
1,570,000	DUKE ENERGY CORP	1,595,711	1,619,031
600,000	DUKE ENERGY FLORIDA LLC	762,552	773,154
2,480,000	DUKE ENERGY FLORIDA PROJECT FI	2,479,901	2,341,294
690,000	DUKE ENERGY INDIANA LLC	686,874	764,568
375,000	DUKE ENERGY INDIANA LLC	389,910	393,491
1,565,000	DUKE ENERGY PROGRESS LLC	1,560,227	1,589,164
1,700,000	DUKE ENERGY PROGRESS LLC	1,761,367	1,726,248
2,700,000	DUKE ENERGY PROGRESS LLC	2,683,165	2,682,477
235,000	DUKE ENERGY PROGRESS LLC	246,256	303,333
2,135,000	DUKE ENERGY PROGRESS LLC	2,045,462	2,122,831
725,000	DUKE REALTY LP	735,461	755,573
900,000	ELECTRICITE DE FRANCE SA 144A	870,534	901,764
1,815,000	EMD FINANCE LLC 144A	1,811,806	1,807,304
1,325,000	EMD FINANCE LLC 144A	1,301,568	1,319,382
375,000	EMD FINANCE LLC 144A	372,686	366,585
275,000	EMERA US FINANCE LP 144A	274,733	272,206
165,000	EMERA US FINANCE LP 144A	164,546	162,200
1,000,000	ENABLE MIDSTREAM PARTNERS LP	998,870	948,550
415,000	ENBRIDGE ENERGY PARTNERS LP	413,564	462,692
1,295,000	ENCANA CORP	1,476,183	1,399,584
535,000	ENCANA CORP	539,938	485,496
325,000	ENCANA CORP	334,237	351,247
3,615,000	ENCANA CORP	3,598,201	3,640,956
546,000	ENERGY TRANSFER PARTNERS LP	668,206	633,071
410,000	ENERGY TRANSFER PARTNERS LP	403,650	403,239
850,000	ENERGY TRANSFER PARTNERS LP	849,303	841,424
1,165,000	ENI SPA 144A	1,158,208	1,154,061
1,790,000	ENTERGY ARKANSAS INC	1,774,846	1,796,623
635,000	ENTERGY CORP	633,571	594,004
1,795,000	ENTERGY LOUISIANA LLC	1,810,486	1,699,542
2,065,000	ENTERGY LOUISIANA LLC	2,056,265	1,926,913
625,000	ENTERGY MISSISSIPPI INC	622,538	613,188

18,016	ENTERPRISE FLEET FIN 1 A2 144A	18,016	18,004
685,000	ENTERPRISE PRODUCTS OPERATING	683,938	722,435
745,000	ENTERPRISE PRODUCTS OPERATING	851,767	962,674
120,000	ENTERPRISE PRODUCTS OPERATING	111,296	113,738
55,000	ENTERPRISE PRODUCTS OPERATING	54,915	58,006
1,420,000	ENTERPRISE PRODUCTS OPERATING	1,411,272	1,437,551
1,000,000	ENTERPRISE PRODUCTS OPERATING	902,320	1,016,060
630,000	ENTERPRISE PRODUCTS OPERATING	661,695	649,757
335,000	ENTERPRISE PRODUCTS OPERATING	334,936	338,420
2,745,000	EOG RESOURCES INC	2,815,821	2,693,394
1,400,000	EOG RESOURCES INC	1,333,389	1,402,114
4	EQUITABLE LIFE ASSURANCE CONTR	4	4
2,300,000	ERAC USA FINANCE LLC 144A	2,295,745	2,209,541
2,075,000	ERAC USA FINANCE LLC 144A	2,072,137	2,042,028
1,080,000	ERP OPERATING LP	1,072,883	1,018,256
1,670,000	ERP OPERATING LP	1,658,995	1,574,526
1,760,000	EXELON CORP	1,754,086	1,870,880
700,000	EXELON CORP	717,731	742,637
330,000	EXELON CORP	328,317	323,047
2,015,000	EXELON CORP	2,083,701	2,071,501
575,000	EXELON CORP	574,609	573,954
520,000	EXELON CORP	519,901	525,554
95,000	EXELON CORP	94,977	93,858
2,245,000	EXELON GENERATION CO LLC	2,531,031	2,260,423
480,000	EXELON GENERATION CO LLC	514,373	444,408
237,000	EXPRESS SCRIPTS HOLDING CO	269,184	270,218
1,840,000	EXPRESS SCRIPTS HOLDING CO	1,830,193	1,894,225
1,220,000	EXPRESS SCRIPTS HOLDING CO	1,235,226	1,143,030
90,000	EXPRESS SCRIPTS HOLDING CO	96,059	86,169
515,000	EXPRESS SCRIPTS HOLDING CO	514,542	498,525
1,240,000	EXXON MOBIL CORP	1,240,000	1,270,095
3,525,000	EXXON MOBIL CORP	3,511,300	3,506,987
1,415,000	EXXON MOBIL CORP	1,466,110	1,419,811
2,190,000	EXXON MOBIL CORP	2,190,000	2,197,446
570,000	EXXON MOBIL CORP	570,000	569,231
1,420,000	EXXON MOBIL CORP	1,420,000	1,423,252
722,948	EXXON MOBIL CORP	722,948	724,340
525,000	FEDEX CORP	522,596	504,121
600,000	FEDEX CORP	596,592	561,804
2,230,000	FEDEX CORP	2,206,512	2,200,252
265,000	FEDEX CORP	264,589	264,483
270,000	FEDEX CORP	269,449	268,148
1,935,000	FIDELITY NATIONAL INFORMATION	1,895,153	1,816,830
585,000	FIDELITY NATIONAL INFORMATION	584,918	570,393
640,000	FIFTH THIRD BANCORP	816,172	889,626
1,600,000	FIFTH THIRD BANCORP	1,769,637	1,602,192
1,510,000	FIFTH THIRD BANK/CINCINNATI OH	1,573,541	1,519,543
2,100,000	FIFTH THIRD BANK/CINCINNATI OH	2,090,363	2,124,990
1,280,000	FIFTH THIRD BANK/CINCINNATI OH	1,279,782	1,288,090
1,000,000	FIRSTENERGY CORP	1,032,940	1,033,800
3,390,000	FLORIDA POWER & LIGHT CO	3,720,898	4,378,117
1,300,000	FLORIDA POWER & LIGHT CO	1,340,443	1,325,272
770,000	FLORIDA POWER & LIGHT CO	766,396	788,934
1,105,000	FLORIDA POWER & LIGHT CO	1,101,354	1,132,172
1,375,000	FLORIDA POWER & LIGHT CO	1,420,664	1,403,146
850,000	FLOWERVE CORP	857,744	852,049
1,160,000	FLUOR CORP	1,147,460	1,173,004
454,778	FORD CREDIT AUTO OWNER T B A2A	454,778	454,736
67,566	FORD CREDIT AUTO OWNER T C A2B	67,566	67,599
150,000	FORD MOTOR CO	175,356	176,349
670,000	FORD MOTOR CO	800,864	840,884
550,000	FORD MOTOR CO	550,000	557,145

160,000	FORD MOTOR CO	198,395	200,808
835,000	FORD MOTOR CO	835,000	843,768
1,385,000	FORD MOTOR CO	1,386,032	1,399,543
1,120,000	FORD MOTOR CREDIT CO LLC	1,133,138	1,092,851
3,700,000	FORD MOTOR CREDIT CO LLC	3,945,458	3,704,440
1,080,000	FORD MOTOR CREDIT CO LLC	1,081,101	1,078,250
1,325,000	FORD MOTOR CREDIT CO LLC	1,336,346	1,342,861
550,000	FORD MOTOR CREDIT CO LLC	556,540	531,146
770,000	FORTIS INC/CANADA 144A	768,037	744,220
920,000	FORTIS INC/CANADA 144A	915,244	860,458
1,390,000	FORTIVE CORP 144A	1,399,041	1,371,416
310,000	GATX CORP	309,044	310,471
8,083,000	GE CAPITAL INTERNATIONAL FUNDI	6,633,829	8,470,257
7,970,000	GE CAPITAL INTERNATIONAL FUNDI	6,318,601	8,351,843
2,236,000	GE CAPITAL INTERNATIONAL FUNDI	1,958,362	2,273,073
4,098,000	GE CAPITAL INTERNATIONAL FUNDI	4,063,602	4,096,033
1,535,000	GENERAL ELECTRIC CO	1,521,016	1,647,792
3,077,000	GENERAL ELECTRIC CO	3,163,415	3,872,497
194,000	GENERAL ELECTRIC CO	237,897	258,239
573,000	GENERAL ELECTRIC CO	693,439	739,583
1,871,000	GENERAL ELECTRIC CO	2,049,009	2,637,998
1,464,000	GENERAL ELECTRIC CO	1,585,430	1,948,774
3,194,000	GENERAL ELECTRIC CO	3,224,701	3,237,055
6,723,000	GENERAL ELECTRIC CO	6,896,117	6,910,773
859,000	GENERAL ELECTRIC CO	785,805	870,579
265,000	GENERAL MILLS INC	279,206	300,587
4,209,000	GENERAL MOTORS CO	4,275,304	4,412,168
100,000	GENERAL MOTORS CO	99,909	117,269
1,340,000	GENERAL MOTORS FINANCIAL CO IN	1,363,745	1,356,093
1,675,000	GENERAL MOTORS FINANCIAL CO IN	1,672,672	1,610,546
750,000	GENERAL MOTORS FINANCIAL CO IN	736,073	743,993
2,455,000	GENERAL MOTORS FINANCIAL CO IN	2,453,871	2,481,048
1,435,000	GENERAL MOTORS FINANCIAL CO IN	1,433,967	1,459,754
205,000	GENERAL MOTORS FINANCIAL CO IN	204,260	215,350
625,000	GENERAL MOTORS FINANCIAL CO IN	623,394	614,994
1,055,000	GENERAL MOTORS FINANCIAL CO IN	1,053,069	1,046,201
345,000	GEORGE WASHINGTON UNIVERSITY/T	427,469	373,049
1,410,000	GEORGIA POWER CO	1,397,336	1,611,278
2,145,000	GEORGIA POWER CO	2,143,906	2,170,611
2,390,000	GEORGIA POWER CO	2,285,714	2,412,203
1,045,000	GEORGIA POWER CO	1,042,858	1,038,312
1,605,000	GILEAD SCIENCES INC	1,598,371	1,660,645
960,000	GILEAD SCIENCES INC	982,214	973,382
500,000	GILEAD SCIENCES INC	499,030	519,185
4,415,000	GILEAD SCIENCES INC	4,383,344	4,193,367
515,000	GILEAD SCIENCES INC	559,724	595,252
2,315,000	GILEAD SCIENCES INC	2,400,909	2,403,827
850,000	GILEAD SCIENCES INC	866,921	849,286
805,000	GILEAD SCIENCES INC	800,412	771,890
1,145,000	GILEAD SCIENCES INC	1,160,148	1,087,521
3,185,000	GILEAD SCIENCES INC	3,345,433	3,269,180
1,595,000	GILEAD SCIENCES INC	1,649,517	1,612,641
615,000	GILEAD SCIENCES INC	669,235	661,642
505,000	GILEAD SCIENCES INC	504,525	510,585
570,000	GILEAD SCIENCES INC	567,982	549,662
875,000	GLAXOSMITHKLINE CAPITAL INC	1,094,444	1,150,844
1,500,000	GLAXOSMITHKLINE CAPITAL INC	1,763,703	1,972,875
900,000	GLAXOSMITHKLINE CAPITAL PLC	906,093	907,227
484,368	GLAXOSMITHKLINE CAPITAL PLC	484,368	480,710
1,015,000	GLENORE FINANCE CANADA L 144A	1,140,516	1,113,820
263,325	GM FINANCIAL AUTOMOBILE 2 A2A	263,325	263,280
1,045,000	GOLDCORP INC	1,043,652	1,061,626

995,000	GOLDCORP INC	993,716	1,010,830
1,425,000	GOLDMAN SACHS GROUP INC/THE	1,623,196	1,766,387
4,445,000	GOLDMAN SACHS GROUP INC/THE	3,985,753	5,297,418
2,675,000	GOLDMAN SACHS GROUP INC/THE	2,668,072	2,613,448
2,000,000	GOLDMAN SACHS GROUP INC/THE	1,685,439	2,279,340
1,005,000	GOLDMAN SACHS GROUP INC/THE	1,023,462	1,241,024
3,365,000	GOLDMAN SACHS GROUP INC/THE	3,608,604	4,171,153
1,260,000	GOLDMAN SACHS GROUP INC/THE	1,243,456	1,325,092
12,823,000	GOLDMAN SACHS GROUP INC/THE	12,914,692	12,652,454
780,000	GOLDMAN SACHS GROUP INC/THE	908,872	864,973
1,250,000	GOLDMAN SACHS GROUP INC/THE	1,270,325	1,288,763
3,275,000	GOLDMAN SACHS GROUP INC/THE	3,660,366	3,681,821
2,195,000	GOLDMAN SACHS GROUP INC/THE	2,198,338	2,277,137
1,060,000	GOLDMAN SACHS GROUP INC/THE	1,062,780	1,052,304
335,000	GOLDMAN SACHS GROUP INC/THE	334,444	336,548
110,000	GOLDMAN SACHS GROUP INC/THE	108,162	107,469
980,000	GOLDMAN SACHS GROUP INC/THE	979,265	978,893
1,000,000	GOLDMAN SACHS GROUP INC/THE	1,024,970	1,013,810
5,470,000	GOLDMAN SACHS GROUP INC/THE	5,458,787	5,510,150
1,690,000	GOLDMAN SACHS GROUP INC/THE	1,686,319	1,691,775
920,000	GOLDMAN SACHS GROUP INC/THE	919,614	907,764
1,580,000	GOLDMAN SACHS GROUP INC/THE	1,574,912	1,584,108
1,250,000	GOLDMAN SACHS GROUP INC/THE	1,481,488	1,385,725
1,930,000	GOLDMAN SACHS GROUP INC/THE	1,929,742	1,938,338
2,300,000	GOLDMAN SACHS GROUP INC/THE	2,289,864	2,305,980
650,000	GREAT PLAINS ENERGY INC	700,522	692,478
250,000	GRUPO TELEvisa SAB	241,335	212,148
1,000,000	HALLIBURTON CO	1,032,980	981,980
60,000	HALLIBURTON CO	54,990	64,707
425,000	HARRIS CORP	427,711	446,522
250,000	HARRIS CORP	268,168	275,850
945,000	HARTFORD FINANCIAL SERVICES GR	1,072,798	1,048,185
2,350,000	HARTFORD FINANCIAL SERVICES GR	2,639,501	2,606,597
500,000	HCP INC	637,885	581,915
625,000	HCP INC	701,086	682,750
500,000	HCP INC	497,885	514,705
1,240,000	HESS CORP	1,257,318	1,253,814
561,000	HESS CORP	556,174	567,250
900,000	HESS CORP	898,520	866,259
2,335,000	HESS CORP	2,336,364	2,324,306
330,000	HEWLETT PACKARD ENTERPRISE CO	310,180	333,333
2,630,000	HEWLETT PACKARD ENTERPRISE CO	2,719,973	2,705,770
690,000	HEWLETT PACKARD ENTERPRISE CO	689,117	696,672
1,635,000	HOME DEPOT INC/THE	1,595,156	1,684,622
1,250,000	HOME DEPOT INC/THE	1,247,263	1,404,475
1,315,000	HOME DEPOT INC/THE	1,294,578	1,401,396
595,000	HOME DEPOT INC/THE	593,507	624,667
1,855,000	HOME DEPOT INC/THE	2,010,687	2,343,533
600,000	HOME DEPOT INC/THE	693,355	762,762
850,000	HOME DEPOT INC/THE	829,059	875,798
890,000	HOME DEPOT INC/THE	887,766	934,375
635,000	HOME DEPOT INC/THE	630,120	635,133
1,105,000	HOME DEPOT INC/THE	1,092,889	1,019,263
359,990	HONDA AUTO RECEIVABLES 20 4 A2	359,990	359,140
180,000	HOSPITALITY PROPERTIES TRUST	179,797	179,460
1,120,000	HOSPITALITY PROPERTIES TRUST	1,106,336	1,091,720
2,300,000	HOWARD HUGHES MEDICAL INSTITUT	2,330,872	2,398,256
1,585,000	HP INC	1,610,598	1,640,364
1,620,000	HSBC BANK USA NA/NEW YORK NY	1,740,748	1,886,053
7,350,000	HSBC HOLDINGS PLC	7,442,953	9,111,722
220,000	HSBC HOLDINGS PLC	268,904	278,601
860,000	HSBC HOLDINGS PLC	872,997	891,708

795,000	HSBC HOLDINGS PLC	1,019,222	1,030,407
1,600,000	HSBC HOLDINGS PLC	1,639,623	2,026,192
2,000,000	HSBC HOLDINGS PLC	2,499,780	2,487,220
4,635,000	HSBC HOLDINGS PLC	4,718,945	4,666,657
1,720,000	HSBC HOLDINGS PLC	1,718,383	1,679,167
1,000,000	HSBC HOLDINGS PLC	999,920	1,007,420
2,665,000	HSBC HOLDINGS PLC	2,710,923	2,707,986
1,475,000	HSBC HOLDINGS PLC	1,462,905	1,488,496
1,300,000	HSBC HOLDINGS PLC	1,297,036	1,321,944
665,000	HSBC HOLDINGS PLC	682,669	689,519
695,000	HSBC HOLDINGS PLC	694,131	694,736
700,000	HSBC HOLDINGS PLC	699,342	683,382
1,040,000	HSBC HOLDINGS PLC	1,039,917	1,047,717
895,000	HSBC USA INC	877,110	893,434
2,900,000	HSBC USA INC	2,893,707	2,898,376
640,000	HSBC USA INC	639,373	634,995
1,675,000	HSBC USA INC	1,672,136	1,674,565
515,000	HSBC USA INC	515,000	514,573
800,000	HUMANA INC	796,144	840,856
760,000	HUMANA INC	766,066	766,095
650,000	HUMANA INC	649,136	665,405
3,825,000	HUNTINGTON BANCSHARES INC/OH	3,820,480	3,709,829
885,000	HUTCHISON WHAMPOA INTERNA 144A	1,001,095	1,197,617
2,085,000	ILLINOIS TOOL WORKS INC	2,078,432	1,993,093
700,000	IMPERIAL BRANDS FINANCE P 144A	700,616	703,843
1,785,000	IMPERIAL BRANDS FINANCE P 144A	1,779,542	1,784,589
925,000	IMPERIAL BRANDS FINANCE P 144A	949,100	949,577
1,020,000	INGERSOLL-RAND LUXEMBOURG FINA	1,012,197	1,035,025
640,000	INTEL CORP	636,390	634,355
605,000	INTEL CORP	603,463	585,150
1,375,000	INTEL CORP	1,372,580	1,342,825
1,465,000	INTEL CORP	1,564,923	1,612,716
1,855,000	INTEL CORP	1,867,803	2,075,151
590,000	INTERCONTINENTAL EXCHANGE INC	589,339	592,519
1,500,000	INTERNATIONAL BUSINESS MACHINE	1,818,090	1,875,165
126,000	INTERNATIONAL BUSINESS MACHINE	121,684	126,033
2,000,000	INTERNATIONAL BUSINESS MACHINE	2,203,780	2,082,700
420,000	INTERNATIONAL BUSINESS MACHINE	420,000	420,496
610,000	INTERNATIONAL LEASE FINAN 144A	700,217	657,275
1,050,000	INTERNATIONAL PAPER CO	1,040,865	1,095,014
500,000	INTERNATIONAL PAPER CO	683,068	723,075
1,385,000	INTERNATIONAL PAPER CO	1,379,792	1,306,664
455,000	ITC HOLDINGS CORP	453,781	497,715
1,040,000	ITC HOLDINGS CORP	1,056,403	1,010,308
800,000	JERSEY CENTRAL POWER & LI 144A	795,848	851,216
1,140,000	JM SMUCKER CO/THE	1,135,748	1,150,921
350,000	JM SMUCKER CO/THE	363,027	353,353
650,000	JM SMUCKER CO/THE	649,981	650,845
70,000	JM SMUCKER CO/THE	70,480	70,333
1	JOHN HANCOCK MUT LIFE CONT #11	1	1
2,480,000	JOHNSON & JOHNSON	2,706,275	2,726,661
2,400,000	JOHNSON & JOHNSON	3,092,568	3,024,624
1,015,000	JOHNSON & JOHNSON	1,013,569	970,776
225,000	JOHNSON CONTROLS INTERNATIONAL	215,386	223,360
1,300,000	JOHNSON CONTROLS INTERNATIONAL	1,337,726	1,345,526
1,090,000	JOHNSON CONTROLS INTERNATIONAL	1,098,775	1,122,711
400,000	JONES LANG LASALLE INC	410,052	412,436
1,770,000	JPMORGAN CHASE & CO	1,770,000	1,737,202
385,000	JPMORGAN CHASE & CO	386,967	395,561
2,880,000	JPMORGAN CHASE & CO	3,102,040	3,443,904
840,000	JPMORGAN CHASE & CO	835,286	849,484
2,275,000	JPMORGAN CHASE & CO	2,266,446	2,339,337

2,965,000	JPMORGAN CHASE & CO	3,243,229	3,474,061
2,175,000	JPMORGAN CHASE & CO	2,211,410	2,126,193
8,410,000	JPMORGAN CHASE & CO	8,629,208	8,263,246
9,000,000	JPMORGAN CHASE & CO	9,027,488	8,999,190
1,025,000	JPMORGAN CHASE & CO	1,164,913	1,069,208
4,800,000	JPMORGAN CHASE & CO	5,062,356	5,079,552
1,600,000	JPMORGAN CHASE & CO	1,590,976	1,617,808
955,000	JPMORGAN CHASE & CO	957,388	971,416
1,825,000	JPMORGAN CHASE & CO	1,815,586	1,784,047
655,000	JPMORGAN CHASE & CO	654,221	643,570
3,780,000	JPMORGAN CHASE & CO	3,769,945	3,698,314
1,735,000	JPMORGAN CHASE & CO	1,732,241	1,719,055
920,000	JPMORGAN CHASE & CO	918,013	878,131
710,000	JPMORGAN CHASE & CO	710,000	724,179
1,000,000	JPMORGAN CHASE BANK NA	1,123,540	1,031,980
575,000	JPMORGAN CHASE BANK NA	575,000	575,817
420,000	KAISER FOUNDATION HOSPITALS	431,616	433,419
815,000	KANSAS GAS & ELECTRIC CO 144A	812,938	831,756
1,000,000	KELLOGG CO	998,960	976,170
1,195,000	KENTUCKY UTILITIES CO	1,194,008	1,245,035
2,800,000	KENTUCKY UTILITIES CO	2,798,796	2,847,516
3,160,000	KEYBANK NA/CLEVELAND OH	3,152,764	3,139,839
900,000	KEYBANK NA/CLEVELAND OH	897,804	873,963
2,875,000	KEYBANK NA/CLEVELAND OH	2,870,576	2,873,390
1,495,000	KEYCORP	1,498,922	1,503,910
1,150,000	KEYCORP	1,149,793	1,163,628
1,190,000	KIMBERLY-CLARK DE MEXICO 144A	1,190,093	1,174,839
320,000	KIMCO REALTY CORP	316,624	307,750
1,550,000	KIMCO REALTY CORP	1,539,445	1,572,909
1,095,000	KIMCO REALTY CORP	1,085,901	1,018,087
955,000	KIMCO REALTY CORP	950,120	912,760
1,010,000	KIMCO REALTY CORP	1,007,980	1,025,453
280,000	KINDER MORGAN ENERGY PARTNERS	248,274	328,591
680,000	KINDER MORGAN ENERGY PARTNERS	781,415	745,171
910,000	KINDER MORGAN ENERGY PARTNERS	827,718	922,422
30,000	KINDER MORGAN ENERGY PARTNERS	30,881	33,206
1,245,000	KINDER MORGAN ENERGY PARTNERS	1,302,494	1,298,684
65,000	KINDER MORGAN ENERGY PARTNERS	68,229	72,460
645,000	KINDER MORGAN ENERGY PARTNERS	551,120	636,164
510,000	KINDER MORGAN ENERGY PARTNERS	494,700	512,683
500,000	KINDER MORGAN FINANCE CO 144A	544,215	520,600
2,330,000	KINDER MORGAN INC/DE	2,322,148	2,450,624
685,000	KINDER MORGAN INC/DE	670,324	694,837
1,210,000	KINDER MORGAN INC/DE 144A	1,298,451	1,328,108
145,000	KINDER MORGAN INC/DE 144A	134,946	154,451
713,000	KONINKLIJKE AHOLD DELHAIZE NV	762,323	790,068
2,335,000	KRAFT HEINZ FOODS CO	2,510,953	2,390,900
1,125,000	KRAFT HEINZ FOODS CO	1,446,480	1,413,394
1,375,000	KRAFT HEINZ FOODS CO	1,361,924	1,442,513
140,000	KRAFT HEINZ FOODS CO	139,558	131,737
885,000	KRAFT HEINZ FOODS CO	884,531	896,540
300,000	KRAFT HEINZ FOODS CO	301,779	314,730
835,000	KRAFT HEINZ FOODS CO	885,945	874,086
3,185,000	KRAFT HEINZ FOODS CO	3,185,765	2,990,205
2,595,000	KRAFT HEINZ FOODS CO	2,583,634	2,436,290
1,350,000	KRAFT HEINZ FOODS CO	1,356,744	1,370,399
365,000	KROGER CO/THE	429,744	491,476
175,000	KROGER CO/THE	181,949	194,250
195,000	KROGER CO/THE	193,701	202,486
580,000	KROGER CO/THE	578,057	625,292
2,370,000	KROGER CO/THE	2,362,321	2,201,872
1,095,000	KROGER CO/THE	1,087,975	1,101,800

355,000	KROGER CO/THE	354,588	355,809
35,222	KUBOTA CREDIT OWNER 1A A2 144A	35,222	35,216
310,000	L3 TECHNOLOGIES INC	308,416	308,143
325,000	L3 TECHNOLOGIES INC	323,339	323,053
1,080,000	LABORATORY CORP OF AMERICA HOL	1,066,241	1,106,503
2,770,000	LEGG MASON INC	2,768,726	2,867,116
640,000	LEXINGTON REALTY TRUST	639,251	627,104
600,000	LIBERTY PROPERTY LP	607,027	631,800
100,000	LIBERTY PROPERTY LP	99,162	95,760
215,000	LINCOLN NATIONAL CORP	275,108	247,375
820,000	LLOYDS BANKING GROUP PLC	818,114	830,570
1,450,000	LOCKHEED MARTIN CORP	1,428,526	1,577,209
1,070,000	LOCKHEED MARTIN CORP	1,134,500	1,056,144
1,135,000	LOCKHEED MARTIN CORP	1,150,345	1,078,250
255,000	LOCKHEED MARTIN CORP	254,271	249,653
210,000	LOCKHEED MARTIN CORP	209,246	211,775
720,000	LOCKHEED MARTIN CORP	716,262	735,631
555,000	LOCKHEED MARTIN CORP	551,454	561,066
600,000	LOUISVILLE GAS & ELECTRIC CO	599,502	630,558
2,230,000	LOWE'S COS INC	2,278,457	2,527,950
2,100,000	LOWE'S COS INC	2,094,330	2,129,862
120,000	LOWE'S COS INC	139,094	145,400
965,000	LOWE'S COS INC	964,421	1,093,934
1,200,000	LOWE'S COS INC	1,260,093	1,282,428
820,000	LOWE'S COS INC	830,861	844,756
755,000	LOWE'S COS INC	749,247	801,614
905,000	LOWE'S COS INC	899,760	920,512
1,770,000	LOWE'S COS INC	1,761,929	1,680,898
200,000	LYB INTERNATIONAL FINANCE BV	194,008	215,028
135,000	LYB INTERNATIONAL FINANCE BV	133,422	139,805
1,130,000	LYONDELLBASELL INDUSTRIES NV	1,322,236	1,293,206
200,000	MAGELLAN MIDSTREAM PARTNERS LP	199,750	219,314
1,455,000	MANUFACTURERS & TRADERS TRUST	1,454,171	1,450,926
645,000	MARATHON OIL CORP	667,575	673,483
4,205,000	MARATHON OIL CORP	3,775,735	4,021,073
1,990,000	MARATHON PETROLEUM CORP	1,982,856	1,965,324
835,000	MARKEL CORP	826,291	839,801
1,040,000	MARKEL CORP	1,045,891	1,042,746
1,065,000	MARSH & MCLENNAN COS INC	1,060,921	1,072,253
2,070,000	MARSH & MCLENNAN COS INC	2,083,679	2,184,761
305,000	MARSH & MCLENNAN COS INC	306,211	310,362
550,000	MARSH & MCLENNAN COS INC	586,234	597,845
245,000	MARSH & MCLENNAN COS INC	250,875	244,922
160,000	MARSH & MCLENNAN COS INC	159,915	161,504
2,855,000	MARSH & MCLENNAN COS INC	2,862,956	2,871,045
1,460,000	MARSH & MCLENNAN COS INC	1,458,365	1,483,754
495,000	MASSACHUSETTS ELECTRIC CO 144A	495,000	475,254
2,070,000	MASSACHUSETTS MUTUAL LIFE 144A	2,534,001	3,107,401
650,000	MASTERCARD INC	647,212	668,584
720,000	MCDONALD'S CORP	717,689	761,702
3,335,000	MCDONALD'S CORP	3,326,994	3,395,364
205,000	MCDONALD'S CORP	204,225	180,298
320,000	MCDONALD'S CORP	350,947	325,792
485,000	MCKESSON CORP	485,000	493,371
1,525,000	MEDTRONIC INC	1,511,534	1,613,343
2,687,000	MEDTRONIC INC	2,914,825	2,842,658
500,000	MEDTRONIC INC	543,775	650,985
1,570,000	MEDTRONIC INC	1,673,910	1,697,829
144,115	MERCEDES BENZ AUTO LEASE B A2A	144,115	144,087
406,492	MERCEDES-BENZ AUTO LEASE A A2A	406,492	406,812
294,991	MERCEDES-BENZ AUTO LEASE B A2	294,991	294,640
3,420,000	MERCK & CO INC	3,400,335	3,261,107

1,330,000	MERCK & CO INC	1,453,903	1,366,149
1,280,000	MERCK & CO INC	1,272,640	1,220,531
1,500,000	MERCK & CO INC	1,491,441	1,505,805
400,000	MERCK & CO INC	369,892	401,548
1,275,000	MERCK & CO INC	1,273,279	1,266,062
1,185,000	METHANEX CORP	1,048,325	1,139,946
1,615,000	METLIFE INC	1,604,922	1,748,496
1,720,000	METLIFE INC	1,857,944	1,830,321
2,445,000	METLIFE INC	2,656,791	3,070,700
1,900,000	METLIFE INC	2,209,386	2,308,025
1,140,000	METLIFE INC	1,210,395	1,226,754
2,945,000	METLIFE INC	3,151,261	3,169,115
1	METROPOLITAN GAC #294	1	1
1,555,000	METROPOLITAN LIFE GLOBAL 144A	1,553,880	1,560,800
1,555,000	METROPOLITAN LIFE GLOBAL 144A	1,553,632	1,555,529
1	METROPOLITAN LIFE INS GAC #304	1	1
100,000	MICROSOFT CORP	107,323	118,900
2,560,000	MICROSOFT CORP	2,545,843	2,400,640
1,545,000	MICROSOFT CORP	1,520,435	1,461,230
1,300,000	MICROSOFT CORP	1,329,508	1,385,046
2,320,000	MICROSOFT CORP	2,311,022	2,204,835
2,060,000	MICROSOFT CORP	2,049,061	1,939,428
2,900,000	MICROSOFT CORP	2,834,779	2,647,642
2,070,000	MICROSOFT CORP	1,930,078	1,941,143
525,000	MICROSOFT CORP	516,653	496,535
4,595,000	MICROSOFT CORP	4,923,941	4,895,605
1,205,000	MICROSOFT CORP	1,199,156	1,134,471
2,070,000	MICROSOFT CORP	2,082,275	2,032,036
9,815,000	MICROSOFT CORP	9,955,641	9,775,544
1,255,000	MICROSOFT CORP	1,252,377	1,229,737
2,030,000	MICROSOFT CORP	2,040,349	2,041,815
1,085,000	MICROSOFT CORP	1,084,718	1,097,119
2,225,000	MICROSOFT CORP	2,222,708	2,195,074
2,520,000	MICROSOFT CORP	2,512,465	2,408,616
1,465,000	MICROSOFT CORP	1,462,275	1,383,986
1,300,000	MIDAMERICAN ENERGY CO	1,561,001	1,575,080
1,790,000	MIDAMERICAN ENERGY CO	1,779,242	1,901,356
1,100,000	MIDAMERICAN ENERGY CO	1,136,938	1,137,015
5,975,000	MITSUBISHI UFJ FINANCIAL GROUP	5,975,000	5,810,449
3,860,000	MOLSON COORS BREWING CO	3,807,371	3,648,897
4,000,000	MONDELEZ INTERNATIONAL HO 144A	3,985,240	3,832,160
1,270,000	MONDELEZ INTERNATIONAL HO 144A	1,267,257	1,244,968
2,610,000	MONONGAHELA POWER CO 144A	2,688,601	2,736,637
1,410,000	MONSANTO CO	1,248,572	1,362,765
1,394,000	MONSANTO CO	1,386,657	1,387,950
1,160,000	MONSANTO CO	1,169,384	1,105,236
915,000	MORGAN STANLEY	906,985	938,397
3,535,000	MORGAN STANLEY	3,387,433	3,522,875
1,445,000	MORGAN STANLEY	1,760,024	1,857,071
470,000	MORGAN STANLEY	469,182	475,598
1,745,000	MORGAN STANLEY	1,782,129	1,739,015
1,670,000	MORGAN STANLEY	1,723,997	2,146,234
5,300,000	MORGAN STANLEY	5,406,318	5,443,842
7,325,000	MORGAN STANLEY	7,448,917	7,412,241
105,000	MORGAN STANLEY	104,815	107,599
2,625,000	MORGAN STANLEY	2,637,810	2,652,589
1,900,000	MORGAN STANLEY	1,899,297	1,905,415
530,000	MORGAN STANLEY	552,753	535,358
2,490,000	MORGAN STANLEY	2,481,602	2,462,934
710,000	MORGAN STANLEY	710,000	717,888
2,305,000	MORGAN STANLEY	2,302,972	2,315,857
625,000	MORGAN STANLEY	644,675	669,838

610,000	MORGAN STANLEY	607,804	603,845
1,400,000	MORGAN STANLEY	1,615,968	1,896,888
265,000	MORGAN STANLEY	232,792	316,691
1,770,000	MORGAN STANLEY	1,757,964	1,691,023
820,000	MORGAN STANLEY	837,384	840,516
6,970,000	MORGAN STANLEY	7,210,632	7,144,389
200,000	MORGAN STANLEY	230,804	206,072
1,760,000	MORGAN STANLEY	1,751,006	1,738,810
980,000	MORGAN STANLEY	1,057,175	987,379
1,155,000	MORGAN STANLEY	1,147,146	1,103,464
1,800,000	MORGAN STANLEY	1,805,256	1,814,724
885,000	MORGAN STANLEY BANK OF A C7 A4	911,541	891,177
4,110,000	MOTIVA ENTERPRISES LLC 144A	4,944,629	4,968,743
1,575,000	MUFG AMERICAS HOLDINGS CORP	1,610,376	1,610,327
945,000	MUNICH RE AMERICA CORP	1,289,546	1,185,172
385,000	MYLAN INC	356,895	360,533
295,000	MYLAN INC	295,705	294,366
1,100,000	MYLAN INC 144A	1,048,817	1,038,642
295,000	MYLAN NV 144A	294,628	297,133
340,000	MYLAN NV 144A	339,891	343,325
2,825,000	MYLAN NV 144A	2,821,723	2,772,427
1,660,000	NABORS INDUSTRIES INC	1,673,795	1,656,365
600,000	NARRAGANSETT ELECTRIC CO/ 144A	600,000	679,956
275,000	NASDAQ INC	274,742	273,185
495,000	NATIONAL AUSTRALIA BANK L 144A	495,000	495,233
830,000	NATIONAL RETAIL PROPERTIES INC	828,000	846,144
1,000,000	NATIONAL RURAL UTILITIES COOPE	997,620	1,014,170
1,500,000	NATIONAL RURAL UTILITIES COOPE	1,495,905	1,490,355
1,095,000	NATIONAL RURAL UTILITIES COOPE	1,092,722	1,087,083
930,000	NATIONAL RURAL UTILITIES COOPE	928,121	924,439
1,350,000	NATIONAL RURAL UTILITIES COOPE	1,346,787	1,369,130
107,432	NAVIENT PRIVATE EDU AA A1 144A	107,432	107,827
875,000	NBCUNIVERSAL MEDIA LLC	872,559	1,078,079
925,000	NBCUNIVERSAL MEDIA LLC	899,313	1,139,683
1,225,000	NBCUNIVERSAL MEDIA LLC	1,219,120	1,251,791
4,674,000	NBCUNIVERSAL MEDIA LLC	4,720,417	4,663,016
925,000	NEW YORK LIFE INSURANCE C 144A	799,783	1,100,056
1,935,000	NEW YORK LIFE INSURANCE C 144A	2,494,385	2,545,125
5,990,000	NEWELL BRANDS INC	5,988,143	6,213,487
1,250,000	NEWMARKET CORP	1,259,713	1,272,400
500,000	NEXTERA ENERGY CAPITAL HOLDING	501,250	498,430
455,000	NIAGARA MOHAWK POWER CORP 144A	454,995	463,044
1,700,000	NIAGARA MOHAWK POWER CORP 144A	1,705,514	1,692,010
700,000	NISOURCE FINANCE CORP	793,118	764,393
199,000	NISOURCE FINANCE CORP	229,954	209,579
17,125	NISSAN AUTO LEASE TRUST A A2A	17,125	17,126
680,880	NISSAN AUTO LEASE TRUST A A2A	680,880	680,909
474,964	NISSAN AUTO RECEIVABLES B A2A	474,964	474,535
750,000	NISSAN MASTER OWNER TRUST A A1	750,000	757,260
670,000	NOBLE ENERGY INC	724,471	682,469
325,000	NORDEA BANK AB 144A	325,000	326,947
520,000	NORDEA BANK AB 144A	520,000	520,140
1,055,000	NORTHERN NATURAL GAS CO 144A	954,015	987,185
2,155,000	NORTHERN STATES POWER CO/MN	2,460,191	2,191,053
2,710,000	NORTHERN STATES POWER CO/MN	2,612,847	2,649,215
4,440,000	NORTHROP GRUMMAN CORP	4,348,001	4,526,358
475,000	NORTHROP GRUMMAN CORP	474,235	469,965
1,805,000	NORTHROP GRUMMAN CORP	1,802,094	1,785,867
810,000	NORTHWESTERN CORP	810,000	810,446
2,015,000	NORTHWESTERN MUTUAL LIFE 144A	2,335,092	2,481,251
865,000	NSTAR ELECTRIC CO	859,023	896,460
205,000	NUCOR CORP	216,507	231,332

450,000	OCCIDENTAL PETROLEUM CORP	433,058	438,318
1,130,000	OCCIDENTAL PETROLEUM CORP	1,172,172	1,138,520
875,000	OCCIDENTAL PETROLEUM CORP	868,210	890,435
730,000	OCCIDENTAL PETROLEUM CORP	726,927	706,333
135,000	OGLETHORPE POWER CORP	134,730	142,228
495,000	OGLETHORPE POWER CORP	556,618	555,355
1,055,000	OGLETHORPE POWER CORP	1,072,729	1,247,822
255,000	ONCOR ELECTRIC DELIVERY CO LLC	326,915	345,364
2,915,000	ONCOR ELECTRIC DELIVERY CO LLC	3,654,773	3,557,962
1,250,000	ONCOR ELECTRIC DELIVERY CO LLC	1,336,613	1,334,975
245,000	ONCOR ELECTRIC DELIVERY CO LLC	307,578	299,040
365,000	ONCOR ELECTRIC DELIVERY CO LLC	380,764	389,583
820,000	ONE GAS INC	819,992	849,963
330,000	ONEOK PARTNERS LP	353,394	366,911
5,555,000	ORACLE CORP	5,545,334	5,428,290
1,775,000	ORACLE CORP	1,789,359	1,835,315
5,710,000	ORACLE CORP	5,680,045	5,533,904
1,680,000	ORACLE CORP	1,993,474	2,195,071
3,567,000	ORACLE CORP	4,116,691	4,145,246
855,000	ORACLE CORP	851,486	828,632
2,785,000	ORACLE CORP	2,799,466	2,717,937
1,495,000	ORACLE CORP	1,494,731	1,429,968
14,590,000	ORACLE CORP	14,696,283	14,134,792
1,450,000	ORACLE CORP	1,444,896	1,439,937
818,594	ORACLE CORP	818,594	815,196
275,000	ORANGE SA	281,975	307,698
620,000	O'REILLY AUTOMOTIVE INC	619,950	637,540
355,000	O'REILLY AUTOMOTIVE INC	354,404	352,678
785,000	OWENS CORNING	769,897	804,138
3,775,000	PACIFIC GAS & ELECTRIC CO	4,276,736	4,724,299
1,420,000	PACIFIC GAS & ELECTRIC CO	1,410,828	1,777,087
1,275,000	PACIFIC GAS & ELECTRIC CO	1,535,113	1,623,062
1,040,000	PACIFIC GAS & ELECTRIC CO	1,036,412	1,084,918
1,880,000	PACIFIC GAS & ELECTRIC CO	2,074,840	2,293,544
545,000	PACIFIC GAS & ELECTRIC CO	524,426	572,408
550,000	PACIFIC GAS & ELECTRIC CO	476,861	516,115
975,000	PACIFIC GAS & ELECTRIC CO	1,033,910	1,069,946
340,000	PACIFIC GAS & ELECTRIC CO	336,093	347,735
1,670,000	PACIFIC GAS & ELECTRIC CO	1,728,204	1,739,505
1,075,000	PACIFIC GAS & ELECTRIC CO	989,888	1,061,885
265,000	PACIFICORP	273,961	343,268
1,400,000	PACIFICORP	1,477,623	1,483,748
1,605,000	PARKER-HANNIFIN CORP	1,603,283	1,640,021
990,000	PARKER-HANNIFIN CORP	1,001,625	1,045,757
1,225,000	PECO ENERGY CO	1,219,978	1,223,910
1,825,000	PENSKE TRUCK LEASING CO L 144A	1,956,408	1,958,426
1,375,000	PENSKE TRUCK LEASING CO L 144A	1,412,881	1,392,751
890,000	PENSKE TRUCK LEASING CO L 144A	899,976	924,354
245,000	PENSKE TRUCK LEASING CO L 144A	245,097	247,678
2,575,000	PEPSICO INC	2,554,040	2,345,799
500,000	PEPSICO INC	495,930	455,495
3,250,000	PEPSICO INC	3,245,645	3,157,310
965,000	PEPSICO INC	1,029,932	1,158,685
1,635,000	PEPSICO INC	1,790,129	1,688,514
1,285,000	PEPSICO INC	1,309,271	1,400,470
1,125,000	PEPSICO INC	1,123,785	1,126,991
900,000	PERRIGO CO PLC	896,247	892,188
2,700,000	PERRIGO FINANCE UNLIMITED CO	2,736,104	2,643,084
400,000	PERRIGO FINANCE UNLIMITED CO	417,332	391,568
145,000	PETRO-CANADA	100,114	160,653
995,000	PETROLEOS MEXICANOS 144A	985,985	1,026,343
2,875,000	PFIZER INC	3,166,698	3,036,748

915,000	PFIZER INC	1,171,844	1,321,708
2,000,000	PFIZER INC	1,982,960	1,974,400
3,025,000	PFIZER INC	3,022,247	3,018,436
700,000	PFIZER INC	694,036	691,040
1,550,000	PG&E CORP	1,568,724	1,555,890
975,000	PHILIP MORRIS INTERNATIONAL IN	1,045,697	1,250,184
2,035,000	PHILIP MORRIS INTERNATIONAL IN	1,979,465	2,009,379
475,000	PHILIP MORRIS INTERNATIONAL IN	610,090	609,064
1,720,000	PHILIP MORRIS INTERNATIONAL IN	1,678,514	1,597,054
1,010,000	PHILIP MORRIS INTERNATIONAL IN	899,448	977,367
970,000	PHILIP MORRIS INTERNATIONAL IN	1,018,638	1,043,361
2,485,000	PHILIP MORRIS INTERNATIONAL IN	2,460,200	2,369,423
3,800,000	PHILIP MORRIS INTERNATIONAL IN	3,819,624	3,825,764
657,000	PHILLIPS 66	749,385	777,927
1,445,000	PHILLIPS 66	1,427,178	1,504,129
1,400,000	PHILLIPS 66	1,534,988	1,503,208
515,000	PHILLIPS 66 PARTNERS LP	514,490	498,402
985,000	PIEDMONT NATURAL GAS CO INC	983,798	869,499
340,000	PIONEER NATURAL RESOURCES CO	383,727	360,954
2,080,000	PIONEER NATURAL RESOURCES CO	2,086,357	2,125,531
65,000	PLAINS ALL AMERICAN PIPELINE L	67,528	70,946
550,000	PLAINS ALL AMERICAN PIPELINE L	538,538	519,937
1,420,000	PLAINS ALL AMERICAN PIPELINE L	1,363,063	1,403,911
1,745,000	PLAINS ALL AMERICAN PIPELINE L	1,732,073	1,670,855
705,000	PLAINS ALL AMERICAN PIPELINE L	702,998	715,187
660,000	PLAINS ALL AMERICAN PIPELINE L	631,211	663,643
490,000	PLAINS ALL AMERICAN PIPELINE L	432,876	469,180
535,000	PLAINS ALL AMERICAN PIPELINE L	511,825	535,562
660,000	PLAINS ALL AMERICAN PIPELINE L	658,126	669,537
1,085,000	PNC BANK NA	1,084,544	1,090,609
4,000,000	PNC BANK NA	3,994,040	3,997,480
1,900,000	PNC BANK NA	1,913,433	1,900,969
1,575,000	PNC BANK NA	1,587,159	1,589,506
1,725,000	PNC BANK NA	1,724,552	1,722,844
3,375,000	PNC BANK NA	3,375,602	3,380,873
420,000	PNC BANK NA	420,000	420,613
250,000	PNC BANK NA	250,000	250,133
745,000	PNC FINANCIAL SERVICES GROUP I	743,041	763,700
2,125,000	PNC FINANCIAL SERVICES GROUP I	1,987,229	2,105,429
900,000	PPL CAPITAL FUNDING INC	924,894	931,419
3,465,000	PPL ELECTRIC UTILITIES CORP	3,464,652	3,511,674
590,000	PRAXAIR INC	566,607	548,145
735,000	PRECISION CASTPARTS CORP	732,560	773,044
1,100,000	PRECISION CASTPARTS CORP	1,072,973	1,083,390
310,000	PRINCIPAL FINANCIAL GROUP INC	304,318	321,070
805,000	PRINCIPAL FINANCIAL GROUP INC	803,825	778,073
1,065,000	PRIVATE EXPORT FUNDING CORP	1,061,358	1,134,310
935,000	PROCTER & GAMBLE CO/THE	931,587	919,451
2,125,000	PROCTER & GAMBLE CO/THE	2,120,644	2,088,641
395,000	PROGRESS ENERGY INC	414,171	543,508
2,570,000	PROGRESS ENERGY INC	3,115,224	2,840,955
1,370,000	PROVIDENCE ST JOSEPH HEALTH OB	1,370,000	1,296,911
945,000	PROVIDENCE ST JOSEPH HEALTH OB	948,964	894,584
500,000	PRUDENTIAL FINANCIAL INC	540,540	591,300
1,340,000	PRUDENTIAL FINANCIAL INC	1,522,074	1,703,475
1,320,000	PRUDENTIAL FINANCIAL INC	1,366,530	1,373,750
1,215,000	PRUDENTIAL FINANCIAL INC	1,210,800	1,242,338
555,000	PUBLIC SERVICE CO OF COLORADO	551,243	553,846
1,355,000	PUBLIC SERVICE CO OF COLORADO	1,350,000	1,416,165
1,800,000	PUBLIC SERVICE CO OF NEW HAMPS	1,848,942	1,834,848
1,575,000	PUBLIC SERVICE ELECTRIC & GAS	1,568,007	1,528,506
1,200,000	PUBLIC SERVICE ELECTRIC & GAS	1,184,090	1,172,916

400,000	PUBLIC SERVICE ELECTRIC & GAS	399,964	415,488
195,000	PUGET SOUND ENERGY INC	158,564	244,386
1,556,000	QUALCOMM INC	1,439,152	1,662,788
675,000	RAYTHEON CO	672,914	671,625
952,000	REALTY INCOME CORP	937,905	959,692
1,000,000	REALTY INCOME CORP	1,017,070	1,072,130
3,385,000	REGENCY ENERGY PARTNERS LP / R	3,428,623	3,434,861
1,665,000	REGENCY ENERGY PARTNERS LP / R	1,724,477	1,764,401
20,000	REGENCY ENERGY PARTNERS LP / R	20,920	22,001
65,000	REGENCY ENERGY PARTNERS LP / R	60,638	68,881
1,850,000	REGIONS BANK/BIRMINGHAM AL	1,847,949	1,856,068
405,000	REGIONS FINANCIAL CORP	492,687	497,401
1,275,000	REPUBLIC SERVICES INC	1,285,574	1,324,470
1,100,000	REYNOLDS AMERICAN INC	1,160,720	1,263,504
340,000	REYNOLDS AMERICAN INC	338,218	402,604
600,000	RIO TINTO FINANCE USA LTD	762,108	775,434
1,175,000	RIO TINTO FINANCE USA LTD	1,119,437	1,210,027
1,735,000	RIO TINTO FINANCE USA PLC	1,607,066	1,704,117
745,000	RIO TINTO FINANCE USA PLC	766,479	799,080
114,000	RIO TINTO FINANCE USA PLC	106,642	114,473
3,760,000	ROCHE HOLDINGS INC 144A	3,718,903	3,518,946
375,000	ROPER TECHNOLOGIES INC	374,940	377,891
2,000,000	ROPER TECHNOLOGIES INC	1,999,680	2,015,420
400,000	ROYAL BANK OF CANADA	400,000	400,012
685,000	ROYAL BANK OF CANADA	685,000	687,891
2,205,000	ROYAL BANK OF SCOTLAND GROUP P	2,204,339	2,117,373
1,425,000	ROYAL BANK OF SCOTLAND GROUP P	1,424,573	1,368,371
385,000	RYDER SYSTEM INC	386,453	387,899
785,000	RYDER SYSTEM INC	783,226	789,349
945,000	RYDER SYSTEM INC	940,826	940,681
500,000	SAN DIEGO GAS & ELECTRIC CO	525,340	523,415
540,000	SANTANDER BANK NA	538,078	539,773
830,000	SANTANDER BANK NA	968,447	893,321
451,133	SANTANDER DRIVE AUTO REC 1 A2A	451,133	451,469
253,615	SANTANDER DRIVE AUTO REC 2 A2A	253,615	253,739
730,000	SANTANDER HOLDINGS USA INC	727,087	723,525
1,960,000	SANTANDER HOLDINGS USA INC	1,947,240	1,947,750
685,000	SANTANDER HOLDINGS USA INC	684,863	684,479
800,000	SANTANDER ISSUANCES SAU	800,000	807,520
1,740,000	SANTANDER UK PLC	1,732,988	1,741,096
650,000	SCANA CORP	721,227	679,705
490,000	SEMPRA ENERGY	632,198	583,860
485,000	SEMPRA ENERGY	483,375	506,549
1,190,000	SEMPRA ENERGY	1,188,786	1,174,661
550,000	SES GLOBAL AMERICAS HOLDI 144A	517,099	471,026
1,405,000	SHELL INTERNATIONAL FINANCE BV	1,398,846	1,358,340
2,725,000	SHELL INTERNATIONAL FINANCE BV	3,212,445	3,514,106
4,805,000	SHELL INTERNATIONAL FINANCE BV	4,794,190	4,867,369
3,370,000	SHELL INTERNATIONAL FINANCE BV	4,350,252	4,345,885
520,000	SHELL INTERNATIONAL FINANCE BV	583,268	542,272
1,150,000	SHELL INTERNATIONAL FINANCE BV	1,143,296	1,164,927
586,000	SHELL INTERNATIONAL FINANCE BV	583,281	539,208
1,465,000	SHELL INTERNATIONAL FINANCE BV	1,474,845	1,474,801
1,700,000	SHELL INTERNATIONAL FINANCE BV	1,696,396	1,697,977
725,000	SHELL INTERNATIONAL FINANCE BV	721,020	723,992
1,355,000	SHELL INTERNATIONAL FINANCE BV	1,341,247	1,271,342
3,255,000	SHIRE ACQUISITIONS INVESTMENTS	3,258,303	3,144,297
925,000	SHIRE ACQUISITIONS INVESTMENTS	924,001	893,541
4,201,000	SHIRE ACQUISITIONS INVESTMENTS	4,078,603	3,992,840
3,695,000	SIEMENS FINANCIERINGSMAAT 144A	3,681,735	3,217,126
655,000	SIEMENS FINANCIERINGSMAAT 144A	650,140	690,115
1,500,000	SIEMENS FINANCIERINGSMAAT 144A	1,495,695	1,388,415

1,375,000	SIEMENS FINANCIERINGSMAAT 144A	1,385,326	1,366,654
1,775,000	SIEMENS FINANCIERINGSMAAT 144A	1,764,989	1,674,784
685,000	SIGMA ALIMENTOS SA DE CV 144A	683,609	650,750
540,000	SIGNET UK FINANCE PLC	537,835	516,294
1,170,000	SIMON PROPERTY GROUP LP	1,162,723	1,150,028
2,710,000	SIMON PROPERTY GROUP LP	2,702,873	2,659,459
575,000	SINOPEC GROUP OVERSEAS DE 144A	575,000	534,219
650,000	SKY PLC 144A	652,743	644,722
108,091	SLM PRIVATE EDUCATIO A A1 144A	108,091	108,038
217,706	SLM PRIVATE EDUCATIO B A1 144A	217,706	217,798
3,345,000	SOUTHERN CALIFORNIA EDISON CO	3,736,833	4,285,815
1,700,000	SOUTHERN CALIFORNIA EDISON CO	1,721,828	1,811,928
255,000	SOUTHERN CALIFORNIA EDISON CO	236,405	298,921
435,000	SOUTHERN CALIFORNIA EDISON CO	418,977	522,022
625,000	SOUTHERN CALIFORNIA EDISON CO	622,600	591,188
1,000,000	SOUTHERN CALIFORNIA EDISON CO	999,930	997,130
1,790,000	SOUTHERN CALIFORNIA GAS CO	1,786,527	1,718,472
770,000	SOUTHERN CALIFORNIA GAS CO	768,506	739,231
195,000	SOUTHERN CO GAS CAPITAL CORP	194,655	180,437
1,000,000	SOUTHERN CO GAS CAPITAL CORP	999,220	959,100
275,000	SOUTHERN CO GAS CAPITAL CORP	274,786	263,753
216,000	SOUTHERN CO/THE	215,091	214,808
2,500,000	SOUTHERN CO/THE	2,490,950	2,433,075
1,200,000	SOUTHERN CO/THE	1,199,772	1,196,280
750,000	SOUTHERN CO/THE	748,980	737,258
545,000	SOUTHERN CO/THE	544,537	537,964
340,000	SOUTHERN COPPER CORP	336,032	333,787
355,000	SOUTHERN POWER CO	353,392	357,521
380,000	SOUTHERN POWER CO	378,917	382,538
470,000	SOUTHERN POWER CO	463,241	457,987
160,000	SOUTHWEST GAS CORP	159,517	143,595
565,000	SPECTRA ENERGY CAPITAL LLC	722,415	642,631
740,000	SPECTRA ENERGY PARTNERS LP	739,001	707,788
1,775,000	SPRINT SPECTRUM CO LLC / 144A	1,774,971	1,778,319
675,000	ST JUDE MEDICAL LLC	674,690	678,787
1,290,000	STATE STREET CORP	1,313,034	1,342,980
675,000	STATE STREET CORP	674,312	681,649
1,565,000	STATOIL ASA	1,555,610	1,586,237
510,000	STATOIL ASA	509,286	486,458
515,000	STATOIL ASA	478,744	505,514
935,000	STATOIL ASA	948,566	955,103
1,300,000	STATOIL ASA	1,291,511	1,312,961
580,626	STATOIL ASA	580,626	581,402
970,000	STATOIL ASA	970,000	970,757
406,000	STIFEL FINANCIAL CORP	411,241	403,211
720,000	STRYKER CORP	709,781	672,163
1,810,000	STRYKER CORP	1,801,873	1,755,591
965,000	STRYKER CORP	960,667	935,992
1,390,000	STRYKER CORP	1,389,875	1,381,174
600,000	SUMITOMO MITSUI BANKING CORP	577,536	605,178
1,755,000	SUMITOMO MITSUI FINANCIAL GROU	1,755,000	1,726,516
375,000	SUNCOR ENERGY INC	409,834	477,064
2,000,000	SUNCOR ENERGY INC	2,288,780	2,361,400
125,000	SUNCOR ENERGY INC	132,954	132,343
765,000	SUNOCO LOGISTICS PARTNERS OPER	759,882	738,730
680,000	SUNOCO LOGISTICS PARTNERS OPER	678,885	656,533
500,000	SUNOCO LOGISTICS PARTNERS OPER	548,060	528,845
1,940,000	SUNOCO LOGISTICS PARTNERS OPER	2,020,607	1,954,996
190,000	SUNOCO LOGISTICS PARTNERS OPER	197,129	200,961
350,000	SUNOCO LOGISTICS PARTNERS OPER	352,005	352,706
475,000	SUNOCO LOGISTICS PARTNERS OPER	494,076	500,223
1,580,000	SUNOCO LOGISTICS PARTNERS OPER	1,579,746	1,529,345

230,000	SUNOCO LOGISTICS PARTNERS OPER	229,301	222,626
17,932	SUNTRUST AUTO RECEI 1A A2 144A	17,932	17,932
570,000	SUNTRUST BANK/ATLANTA GA	567,116	550,164
2,210,000	SUNTRUST BANKS INC	2,207,171	2,210,950
2,675,000	SUNTRUST BANKS INC	2,700,435	2,698,701
590,000	SWISS RE TREASURY US CORP 144A	580,849	576,170
2,015,000	SWISS RE TREASURY US CORP 144A	1,996,967	1,987,415
540,000	SYMANTEC CORP	536,382	534,460
2,995,000	SYNCHRONY FINANCIAL	2,983,589	2,879,004
1,200,000	SYNCHRONY FINANCIAL	1,198,956	1,200,972
930,000	SYNCHRONY FINANCIAL	940,317	942,053
315,000	SYNCHRONY FINANCIAL	314,342	314,068
465,000	SYNCHRONY FINANCIAL	465,429	477,634
710,000	SYNCHRONY FINANCIAL	707,295	682,502
1,820,000	SYSCO CORP	1,828,866	1,786,021
685,000	SYSCO CORP	682,418	672,211
725,000	SYSCO CORP	820,475	769,015
1,655,000	SYSCO CORP	1,549,593	1,629,364
1,250,000	SYSCO CORP	1,250,000	1,265,075
295,000	SYSCO CORP	294,847	291,852
135,000	TARGET CORP	129,459	172,857
905,000	TARGET CORP	899,751	840,935
205,000	TCI COMMUNICATIONS INC	196,620	275,165
540,000	TCI COMMUNICATIONS INC	480,123	714,172
500,000	TCI COMMUNICATIONS INC	701,270	671,135
2,760,000	TEACHERS INSURANCE & ANNU 144A	3,183,697	3,581,707
1,035,000	TEACHERS INSURANCE & ANNU 144A	1,033,686	1,343,140
675,000	TELEFONICA EMISIONES SAU	799,141	783,479
1,500,000	TEVA PHARMACEUTICAL FINANCE NE	1,494,990	1,419,885
1,985,000	TEVA PHARMACEUTICAL FINANCE NE	1,984,821	1,950,322
1,465,000	TEVA PHARMACEUTICAL FINANCE NE	1,462,583	1,401,551
1,015,000	TEVA PHARMACEUTICAL FINANCE NE	1,012,300	935,759
610,000	TEVA PHARMACEUTICAL FINANCE NE	604,919	522,685
1,110,000	TEVA PHARMACEUTICAL FINANCE NE	1,108,904	951,115
1,750,000	TEXAS EASTERN TRANSMISSIO 144A	1,664,379	1,703,380
710,000	TEXAS EASTERN TRANSMISSIO 144A	688,920	691,086
105,000	THERMO FISHER SCIENTIFIC INC	104,924	117,479
220,000	THERMO FISHER SCIENTIFIC INC	218,926	216,231
705,000	THERMO FISHER SCIENTIFIC INC	696,448	665,696
460,000	TIAA ASSET MANAGEMENT FIN 144A	459,172	467,940
3,300,000	TIME WARNER CABLE LLC	3,348,444	3,388,869
1,775,000	TIME WARNER CABLE LLC	1,964,644	1,800,187
1,700,000	TIME WARNER CABLE LLC	2,004,913	1,814,954
191,000	TIME WARNER CABLE LLC	233,318	215,246
340,000	TIME WARNER CABLE LLC	400,554	382,058
1,095,000	TIME WARNER ENTERTAINMENT CO L	1,117,145	1,434,680
2,710,000	TIME WARNER INC	2,709,268	3,672,728
500,000	TIME WARNER INC	569,780	570,765
325,000	TIME WARNER INC	324,997	375,161
525,000	TIME WARNER INC	636,762	612,560
500,000	TIME WARNER INC	501,771	500,545
720,000	TIME WARNER INC	717,228	715,910
2,475,000	TIME WARNER INC	2,567,417	2,489,479
1,300,000	TIME WARNER INC	1,447,350	1,387,711
400,000	TIME WARNER INC	409,691	397,760
792,194	TORONTO-DOMINION BANK/THE	792,194	793,084
875,000	TORONTO-DOMINION BANK/THE	875,000	875,333
895,000	TOSCO CORP	1,207,176	1,144,410
600,000	TOSCO CORP	836,642	822,078
1,365,000	TOTAL CAPITAL CANADA LTD	1,362,529	1,350,763
745,000	TOTAL CAPITAL CANADA LTD	712,809	737,230
2,540,000	TOTAL CAPITAL INTERNATIONAL SA	2,608,097	2,513,660

900,000	TOTAL CAPITAL INTERNATIONAL SA	885,627	890,667
445,000	TOTAL CAPITAL INTERNATIONAL SA	441,925	465,919
5,568,000	TOYOTA MOTOR CREDIT CORP	5,414,119	5,367,663
565,000	TOYOTA MOTOR CREDIT CORP	567,559	583,679
2,575,000	TOYOTA MOTOR CREDIT CORP	2,573,713	2,543,843
1,800,000	TRANSALTA CORP	1,821,300	1,768,950
1,610,000	TRANSCANADA PIPELINES LTD	1,949,887	1,996,239
2,000,000	TRANSCANADA PIPELINES LTD	2,271,760	2,699,960
620,000	TRANSCANADA PIPELINES LTD	744,533	770,679
2,176,000	TRANSCANADA PIPELINES LTD	2,690,428	2,937,556
520,000	TRANSCANADA PIPELINES LTD	590,663	577,616
325,000	TRANSCANADA PIPELINES LTD	324,867	324,760
225,000	TRANSCANADA PIPELINES LTD	230,568	250,007
2,660,000	TRANSCONTINENTAL GAS PIPE 144A	2,655,345	3,354,180
470,000	TRAVELERS COS INC/THE	573,583	628,070
280,000	TRAVELERS PROPERTY CASUALTY CO	297,590	353,576
2,650,000	TRINITY ACQUISITION PLC	2,667,053	2,682,463
960,000	UBS AG/STAMFORD CT	971,203	964,656
1,850,000	UBS AG/STAMFORD CT	1,847,577	1,851,277
1,380,000	UBS GROUP FUNDING JERSEY 144A	1,424,892	1,406,593
1,905,000	UBS GROUP FUNDING JERSEY 144A	1,901,742	1,905,838
1,000,000	UBS GROUP FUNDING JERSEY 144A	974,440	971,900
1,150,000	UNION ELECTRIC CO	1,149,793	1,183,695
1,600,000	UNION PACIFIC CORP	1,592,528	1,610,320
2,015,000	UNION PACIFIC CORP	1,984,211	2,029,206
780,000	UNION PACIFIC CORP	776,693	716,461
2,265,000	UNION PACIFIC CORP	2,292,245	2,248,941
1,345,000	UNION PACIFIC CORP	1,351,848	1,355,599
1,120,000	UNITED AIRLINES 2016-1 CLASS A	1,120,000	1,080,800
3,875,000	UNITED PARCEL SERVICE INC	3,841,016	3,572,053
6,860,000	UNITED TECHNOLOGIES CORP	6,943,726	7,342,944
600,000	UNITED TECHNOLOGIES CORP	756,558	781,140
340,000	UNITED TECHNOLOGIES CORP	499,368	472,957
600,000	UNITED TECHNOLOGIES CORP	737,994	751,518
2,750,000	UNITED TECHNOLOGIES CORP	2,845,413	2,943,600
500,000	UNITEDHEALTH GROUP INC	626,900	642,585
1,610,000	UNITEDHEALTH GROUP INC	1,729,664	2,105,977
1,440,000	UNITEDHEALTH GROUP INC	1,438,502	1,462,795
3,005,000	UNITEDHEALTH GROUP INC	3,214,767	4,089,204
1,180,000	UNITEDHEALTH GROUP INC	1,179,858	1,286,247
1,210,000	UNITEDHEALTH GROUP INC	1,200,961	1,223,915
565,000	UNITEDHEALTH GROUP INC	528,213	687,543
715,000	UNITEDHEALTH GROUP INC	763,191	755,147
235,000	UNITEDHEALTH GROUP INC	234,608	238,217
1,975,000	UNITEDHEALTH GROUP INC	2,041,113	2,175,700
890,000	UNITEDHEALTH GROUP INC	947,049	916,976
1,300,000	UNITEDHEALTH GROUP INC	1,300,733	1,345,799
300,000	UNITEDHEALTH GROUP INC	284,368	301,029
1,500,000	UNITEDHEALTH GROUP INC	1,497,315	1,511,265
2,340,000	UNITEDHEALTH GROUP INC	2,341,909	2,350,390
975,000	UNITEDHEALTH GROUP INC	984,373	1,004,552
795,000	UNITEDHEALTH GROUP INC	792,846	823,008
285,000	UNITEDHEALTH GROUP INC	285,023	281,096
1,290,000	US BANCORP	1,235,378	1,297,650
1,575,000	US BANK NA/CINCINNATI OH	1,565,030	1,536,980
945,000	US BANK NA/CINCINNATI OH	945,000	947,315
465,000	VALE OVERSEAS LTD	464,349	452,213
440,000	VALE OVERSEAS LTD	345,268	432,300
385,000	VALE SA	327,731	340,725
850,000	VALERO ENERGY CORP	988,344	938,171
940,000	VALERO ENERGY CORP	927,301	900,529
1,685,000	VALERO ENERGY CORP	1,673,888	1,614,247

1,125,000	VALERO ENERGY PARTNERS LP	1,124,539	1,135,080
640,000	VALERO ENERGY PARTNERS LP	642,290	645,734
1,400,000	VALSPAR CORP/THE	1,481,438	1,451,562
1,880,000	VALSPAR CORP/THE	1,960,625	1,879,436
185,000	VENTAS REALTY LP	184,312	207,818
1,900,000	VENTAS REALTY LP	1,935,815	1,865,154
450,000	VENTAS REALTY LP	451,238	449,793
1,445,000	VENTAS REALTY LP / VENTAS CAPI	1,397,180	1,453,742
570,000	VERIZON COMMUNICATIONS INC	679,822	675,792
3,065,000	VERIZON COMMUNICATIONS INC	3,167,831	3,026,534
3,810,000	VERIZON COMMUNICATIONS INC	3,244,685	3,301,517
2,530,000	VERIZON COMMUNICATIONS INC	2,741,605	2,563,624
700,000	VERIZON COMMUNICATIONS INC	682,325	669,991
120,000	VERIZON COMMUNICATIONS INC	119,936	108,602
820,000	VERIZON COMMUNICATIONS INC	893,095	936,497
13,575,000	VERIZON COMMUNICATIONS INC	14,515,967	15,010,421
4,555,000	VERIZON COMMUNICATIONS INC	4,980,678	5,036,646
405,000	VERIZON COMMUNICATIONS INC	403,781	407,952
2,332,000	VERIZON COMMUNICATIONS INC	2,035,465	2,236,178
705,000	VIACOM INC	649,982	690,900
3,187,000	VIACOM INC	3,093,167	3,090,243
2,447,000	VIACOM INC	2,382,979	2,347,040
95,000	VIACOM INC	94,507	87,799
1,690,000	VIRGINIA ELECTRIC & POWER CO	1,689,848	1,677,849
885,000	VIRGINIA ELECTRIC & POWER CO	882,416	860,300
415,000	VIRGINIA ELECTRIC & POWER CO	412,232	511,284
1,295,000	VIRGINIA ELECTRIC & POWER CO	1,511,647	1,602,355
885,000	VIRGINIA ELECTRIC & POWER CO	1,233,802	1,408,778
500,000	VIRGINIA ELECTRIC & POWER CO	538,180	518,560
980,000	VISA INC	978,677	1,026,040
2,885,000	VISA INC	2,880,182	3,045,146
2,840,000	VISA INC	2,847,370	2,997,648
1,570,000	VISA INC	1,567,818	1,578,792
4,770,000	VISA INC	4,752,542	4,790,940
3,380,000	VISA INC	3,375,302	3,398,928
1,270,000	VISA INC	1,265,352	1,275,575
165,000	VOYA FINANCIAL INC	164,790	160,388
1,100,000	WACHOVIA CORP	1,203,158	1,217,975
2,000,000	WACHOVIA CORP	2,279,629	2,038,100
700,000	WALGREENS BOOTS ALLIANCE INC	678,030	704,375
692,000	WALGREENS BOOTS ALLIANCE INC	757,207	711,245
1,714,000	WALGREENS BOOTS ALLIANCE INC	1,740,704	1,744,475
1,795,000	WALGREENS BOOTS ALLIANCE INC	1,804,075	1,783,727
275,000	WALGREENS BOOTS ALLIANCE INC	278,391	269,940
4,000,000	WAL-MART STORES INC	5,172,280	5,420,840
4,365,000	WAL-MART STORES INC	4,546,030	5,023,548
1,050,000	WAL-MART STORES INC	1,307,524	1,305,780
2,010,000	WAL-MART STORES INC	1,977,478	2,019,186
3,045,000	WAL-MART STORES INC	3,232,050	4,126,614
285,000	WAL-MART STORES INC	279,408	322,888
2,965,000	WAL-MART STORES INC	3,126,221	3,412,330
1,100,000	WAL-MART STORES INC	1,285,027	1,367,960
1,240,000	WAL-MART STORES INC	1,563,218	1,541,171
427,397	WAL-MART STORES INC	427,397	398,533
785,000	WALT DISNEY CO/THE	767,785	805,072
1,250,000	WALT DISNEY CO/THE	1,372,525	1,326,513
365,000	WALT DISNEY CO/THE	365,000	365,883
2,145,000	WASTE MANAGEMENT INC	2,147,874	2,122,842
215,000	WASTE MANAGEMENT INC	214,643	213,753
790,000	WASTE MANAGEMENT INC	912,265	832,052
1,360,000	WEINGARTEN REALTY INVESTORS	1,348,508	1,282,997
1,395,000	WELLS FARGO & CO	1,390,215	1,331,151

5,905,000	WELLS FARGO & CO	5,889,057	5,844,474
3,757,000	WELLS FARGO & CO	3,979,895	4,256,831
1,355,000	WELLS FARGO & CO	1,242,521	1,285,231
1,080,000	WELLS FARGO & CO	1,086,331	1,109,290
5,790,000	WELLS FARGO & CO	5,774,068	5,514,396
7,694,000	WELLS FARGO & CO	7,490,699	7,391,164
3,300,000	WELLS FARGO & CO	3,499,520	3,473,778
1,850,000	WELLS FARGO & CO	1,865,411	1,836,292
995,000	WELLS FARGO & CO	990,523	949,459
2,220,000	WELLS FARGO & CO	2,217,913	2,160,193
740,000	WELLS FARGO & CO	738,291	704,776
780,000	WELLS FARGO & CO	780,000	789,625
1,000,000	WELLS FARGO & CO	1,067,440	1,074,540
1,735,000	WELLS FARGO & CO	1,739,320	1,732,918
2,085,000	WELLS FARGO & CO	1,976,531	2,092,506
1,880,000	WELLS FARGO & CO	1,901,916	1,945,274
1,210,000	WELLS FARGO & CO	1,251,818	1,197,598
2,240,000	WELLS FARGO BANK NA	2,332,964	2,638,518
2,375,000	WELLS FARGO BANK NA	2,590,069	3,021,119
1,560,000	WELLS FARGO BANK NA	1,877,273	1,837,540
1,035,000	WELLS FARGO BANK NA	1,034,555	1,030,001
2,765,000	WELLS FARGO BANK NA	2,761,184	2,763,286
625,000	WELLS FARGO BANK NA	625,000	628,044
420,000	WELLS FARGO BANK NA	420,000	420,080
2,895,000	WELLTOWER INC	2,890,091	2,953,218
2,010,000	WELLTOWER INC	2,165,152	2,083,546
1,000,000	WESTAR ENERGY INC	999,990	1,000,720
90,000	WESTERN GAS PARTNERS LP	92,498	92,696
700,000	WESTERN GAS PARTNERS LP	723,723	711,424
3,025,000	WESTLAKE CHEMICAL CORP 144A	3,009,875	2,909,536
194,757	WESTPAC BANKING CORP	194,757	196,035
950,000	WESTPAC BANKING CORP	950,000	950,979
1,750,000	WEYERHAEUSER CO	2,143,798	1,964,533
365,000	WILLIAMS PARTNERS LP	362,186	337,337
2,510,000	WILLIAMS PARTNERS LP	2,453,517	2,523,278
1,240,000	WILLIAMS PARTNERS LP	1,083,450	1,220,656
1,500,000	WILLIAMS PARTNERS LP	1,499,520	1,507,935
290,000	WILLIAMS PARTNERS LP	271,588	301,499
895,000	WILLIAMS PARTNERS LP	855,856	918,574
1,060,000	WISCONSIN ELECTRIC POWER CO	1,055,364	1,062,565
1,120,000	WR BERKLEY CORP	977,454	1,300,544
565,000	WW GRAINGER INC	561,169	529,145
960,000	WW GRAINGER INC	959,222	1,027,814
415,000	WW GRAINGER INC	414,664	444,316
3,727,000	WYETH LLC	4,074,403	4,690,243
1,485,000	WYETH LLC	1,805,197	1,868,798
625,000	WYETH LLC	788,763	777,238
1,300,000	XCEL ENERGY INC	1,642,651	1,449,500
400,000	XCEL ENERGY INC	410,320	426,200
155,000	ZIMMER BIOMET HOLDINGS INC	153,980	144,538
1,000,000	ZIMMER BIOMET HOLDINGS INC	997,650	973,990
675,000	ZIMMER BIOMET HOLDINGS INC	674,838	675,162
Corporate and Foreign Debt Securities Total		2,272,415,690	2,304,116,871

Corporate Stocks - Common

82,940	ABB LTD	1,752,891	1,752,891
98,731	ABBOTT LABORATORIES	3,792,258	3,792,258
362,933	AEGON NV	2,001,297	2,001,297
230,000	AIRPORTS OF THAILAND PCL	2,556,234	2,556,234
17,349	AKZO NOBEL NV	1,086,769	1,086,769
74,100	ALIBABA GROUP HOLDING LTD	6,506,721	6,506,721
36,717	ALIBABA GROUP HOLDING LTD	3,224,120	3,224,120

121,405	ALIMENTATION COUCHE-TARD INC	5,511,455	5,511,455
80,330	ALLEGHENY TECHNOLOGIES INC	1,279,657	1,279,657
13,045	ALLERGAN PLC	2,739,580	2,739,580
4,575	ALPHABET INC-CL A	3,625,459	3,625,459
5,110	ALPHABET INC-CL A	4,049,420	4,049,420
3,348	ALPHABET INC-CL A	2,653,123	2,653,123
3,150	ALPHABET INC-CL C	2,431,233	2,431,233
12,439	ALPHABET INC-CL C	9,600,669	9,600,669
3,766	ALPHABET INC-CL C	2,906,674	2,906,674
140,417	ALTRIA GROUP INC	9,494,998	9,494,998
8,300	AMAZON.COM INC	6,223,921	6,223,921
10,693	AMAZON.COM INC	8,018,360	8,018,360
37,340	AMERICAN INTERNATIONAL GROUP I	2,438,675	2,438,675
29,251	AMERICAN TOWER CORP	3,091,246	3,091,246
19,460	AMGEN INC	2,845,247	2,845,247
52,954	ANHEUSER-BUSCH INBEV SA/NV	5,616,042	5,616,042
32,560	APACHE CORP	2,066,583	2,066,583
101,313	APACHE CORP	6,430,336	6,430,336
39,040	APPLE INC	4,521,613	4,521,613
25,330	APPLIED MATERIALS INC	817,399	817,399
56,700	ASML HOLDING NV	6,361,740	6,361,740
73,634	ASOS PLC	4,516,538	4,516,538
112,178	ASTRAZENECA PLC	6,150,941	6,150,941
111,324	AXA SA	2,816,294	2,816,294
245,570	BAE SYSTEMS PLC	1,794,839	1,794,839
26,200	BAIDU INC	4,307,542	4,307,542
13,700	BAIDU INC	2,252,417	2,252,417
19,410	BAKER HUGHES INC	1,261,068	1,261,068
62,800	BANGKOK BANK PCL	283,219	283,219
245,000	BANGKOK BANK PCL	1,091,230	1,091,230
833,000	BANGKOK BANK PCL	3,710,183	3,710,183
6,151,400	BANK MANDIRI PERSERO TBK PT	5,285,002	5,285,002
834,079	BARCLAYS PLC	2,302,942	2,302,942
10,663	BASILEA PHARMACEUTICA AG	766,926	766,926
17,745	BAYER AG	1,855,370	1,855,370
54,431	BAYER AG	5,691,162	5,691,162
43,718	BERKSHIRE HATHAWAY INC	7,125,160	7,125,160
13,900	BIOGEN INC	3,941,762	3,941,762
42,000	BIOMARIN PHARMACEUTICAL INC	3,479,280	3,479,280
59,300	BNP PARIBAS SA	3,787,201	3,787,201
87,675	BNP PARIBAS SA	5,599,374	5,599,374
740,220	BP PLC	4,661,071	4,661,071
1,151,623	BP PLC	7,251,623	7,251,623
54,323	BRISTOL-MYERS SQUIBB CO	3,174,636	3,174,636
174,077	BRITISH AMERICAN TOBACCO PLC	9,940,765	9,940,765
35,730	CAPITAL ONE FINANCIAL CORP	3,117,085	3,117,085
104,674	CARNIVAL CORP	5,449,328	5,449,328
23,225	CASEY'S GENERAL STORES INC	2,760,988	2,760,988
17,020	CELGENE CORP	1,970,065	1,970,065
39,525	CELGENE CORP	4,575,019	4,575,019
39,800	CERNER CORP	1,885,326	1,885,326
174,400	CHARLES SCHWAB CORP/THE	6,883,568	6,883,568
62,080	CHEMTURA CORP	2,061,056	2,061,056
6,990	CHEVRON CORP	822,723	822,723
767,000	CHINA LIFE INSURANCE CO LTD	1,998,336	1,998,336
116,500	CHINA MOBILE LTD	1,235,150	1,235,150
5,362,410	CHINA TELECOM CORP LTD	2,476,081	2,476,081
6,150	CHIPOTLE MEXICAN GRILL INC	2,320,518	2,320,518
58,194	CIE DE SAINT-GOBAIN	2,716,377	2,716,377
17,776	CIE GENERALE DES ETABLISSEMENT	1,981,794	1,981,794
62,450	CISCO SYSTEMS INC	1,887,239	1,887,239
171,014	CISCO SYSTEMS INC	5,168,043	5,168,043

58,890	CITIGROUP INC	3,499,833	3,499,833
386,500	CK HUTCHISON HOLDINGS LTD	4,381,877	4,381,877
142,702	COCA-COLA CO/THE	5,916,425	5,916,425
41,430	COMCAST CORP	2,860,742	2,860,742
680,780	COMMERZBANK AG	5,203,010	5,203,010
43,190	CONOCOPHILLIPS	2,165,547	2,165,547
3,061,100	CP ALL PCL	5,342,532	5,342,532
134,948	CREDIT AGRICOLE SA	1,676,723	1,676,723
64,045	CRH PLC	2,226,158	2,226,158
13,060	CVS HEALTH CORP	1,030,565	1,030,565
96,343	DBS GROUP HOLDINGS LTD	1,156,356	1,156,356
473,100	DBS GROUP HOLDINGS LTD	5,678,379	5,678,379
152,827	DEUTSCHE LUFTHANSA AG	1,977,854	1,977,854
44,360	DEVON ENERGY CORP	2,025,921	2,025,921
33,703	DOLLAR TREE INC	2,601,198	2,601,198
73,200	EAST JAPAN RAILWAY CO	6,338,749	6,338,749
17,170	EASTMAN CHEMICAL CO	1,291,356	1,291,356
51,900	EBAY INC	1,540,911	1,540,911
44,000	EDWARDS LIFESCIENCES CORP	4,122,800	4,122,800
31,400	ELI LILLY & CO	2,309,470	2,309,470
216,842	ENI SPA	3,538,207	3,538,207
72,500	FACEBOOK INC	8,341,125	8,341,125
25,921	FACEBOOK INC	2,982,211	2,982,211
8,300	FAST RETAILING CO LTD	2,976,714	2,976,714
50,602	FOMENTO ECONOMICO MEXICANO SAB	3,856,378	3,856,378
534,157	FORTRESS TRANSPORTATION & INFR	7,104,288	7,104,288
750	FRESENIUS KABI PHARMACEUTICALS	15	15
1,564,000	GALAXY ENTERTAINMENT GROUP LTD	6,818,287	6,818,287
124,500	GALP ENERGIA SGPS SA	1,863,379	1,863,379
7,083,000	GCL-POLY ENERGY HOLDINGS LTD	849,615	849,615
34,690	GENERAL MOTORS CO	1,208,600	1,208,600
7,300	GENMAB A/S	1,214,673	1,214,673
3,139,000	GENTING SINGAPORE PLC	1,966,356	1,966,356
39,550	GILEAD SCIENCES INC	2,832,176	2,832,176
376,660	GLENCORE PLC	1,290,842	1,290,842
49,730	H LUNDBECK A/S	2,026,715	2,026,715
43,180	HALLIBURTON CO	2,335,606	2,335,606
79,550	HANA FINANCIAL GROUP INC	2,058,237	2,058,237
47,887	HARMAN INTERNATIONAL INDUSTRIE	5,323,119	5,323,119
53,030	HEWLETT PACKARD ENTERPRISE CO	1,227,114	1,227,114
452,184	HSBC HOLDINGS PLC	3,670,371	3,670,371
543,308	HSBC HOLDINGS PLC	4,410,023	4,410,023
5,699	HYUNDAI MOBIS CO LTD	1,245,684	1,245,684
8,488	HYUNDAI MOTOR CO	1,026,038	1,026,038
470,000	IHI CORP	1,225,018	1,225,018
26,500	ILLUMINA INC	3,393,060	3,393,060
205,510	ING GROEP NV	2,898,104	2,898,104
105,100	INPEX CORP	1,055,190	1,055,190
18,120	IONIS PHARMACEUTICALS INC	866,680	866,680
177,900	JAPAN TOBACCO INC	5,863,142	5,863,142
101,877	JOHNSON CONTROLS INTERNATIONAL	4,196,314	4,196,314
30,490	JOHNSON MATTHEY PLC	1,198,818	1,198,818
33,710	JPMORGAN CHASE & CO	2,908,836	2,908,836
35,900	KANSAS CITY SOUTHERN	3,046,115	3,046,115
32,450	KB FINANCIAL GROUP INC	1,145,161	1,145,161
69,400	KIRIN HOLDINGS CO LTD	1,131,428	1,131,428
132,080	KNOWLES CORP	2,207,057	2,207,057
135,600	KONICA MINOLTA INC	1,349,780	1,349,780
1,536,000	KUNLUN ENERGY CO LTD	1,149,056	1,149,056
32,900	LANXESS AG	2,163,625	2,163,625
70,900	LAS VEGAS SANDS CORP	3,786,769	3,786,769
22,370	LIVANOVA PLC	1,005,979	1,005,979

28,949	M&T BANK CORP	4,528,492	4,528,492
20,154	MARTIN MARIETTA MATERIALS INC	4,464,716	4,464,716
87,037	MASTERCARD INC	8,986,570	8,986,570
48,200	MEDIDATA SOLUTIONS INC	2,394,094	2,394,094
16,440	MEDTRONIC PLC	1,171,021	1,171,021
59,361	MEDTRONIC PLC	4,228,284	4,228,284
17,404	MERCK KGAA	1,820,084	1,820,084
40,820	METRO AG	1,359,889	1,359,889
77,110	MICROSOFT CORP	4,791,615	4,791,615
252,800	MITSUBISHI CORP	5,396,939	5,396,939
93,000	MITSUMI FUDOSAN CO LTD	2,156,857	2,156,857
46,700	MONSANTO CO	4,913,307	4,913,307
42,820	MORGAN STANLEY	1,809,145	1,809,145
18,250	MORPHOSYS AG	938,398	938,398
30,157	NASPERS LTD	4,441,602	4,441,602
18,759	NASPERS LTD	2,762,875	2,762,875
20,080	NAVISTAR INTERNATIONAL CORP	629,910	629,910
57,031	NESTLE SA	4,099,094	4,099,094
73,500	NIKE INC	3,736,005	3,736,005
84,924	NIKE INC	4,316,687	4,316,687
166,700	NIPPON TELEGRAPH & TELEPHONE C	7,020,452	7,020,452
415,569	NISSAN MOTOR CO LTD	4,188,291	4,188,291
989,981	NOKIA OYJ	4,790,709	4,790,709
917,100	NOMURA HOLDINGS INC	5,418,388	5,418,388
105,431	NOVARTIS AG	7,686,759	7,686,759
34,700	OMRON CORP	1,334,329	1,334,329
142,041	ONO PHARMACEUTICAL CO LTD	3,112,151	3,112,151
100,680	ORACLE CORP	3,871,146	3,871,146
184,400	PANASONIC CORP	1,880,600	1,880,600
654,200	PANASONIC CORP	6,671,847	6,671,847
110,675	PAYPAL HOLDINGS INC	4,368,342	4,368,342
92,647	PERKINELMER INC	4,831,541	4,831,541
11,840	PERRIGO CO PLC	985,443	985,443
124,380	PETROFAC LTD	1,335,567	1,335,567
90,922	PHILIP MORRIS INTERNATIONAL IN	8,318,454	8,318,454
20,842	PNC FINANCIAL SERVICES GROUP I	2,437,680	2,437,680
117,400	PRECISION DRILLING CORPORATION	640,817	640,817
5,175	PRICELINE GROUP INC/THE	7,586,861	7,586,861
2,628	PRICELINE GROUP INC/THE	3,852,806	3,852,806
75,960	PRUDENTIAL PLC	1,527,571	1,527,571
50,385	QIAGEN NV	1,417,871	1,417,871
731,000	QUANTA COMPUTER INC	1,367,691	1,367,691
94,520	RECKITT BENCKISER GROUP PLC	8,042,410	8,042,410
11,450	REGENERON PHARMACEUTICALS INC	4,203,181	4,203,181
73,213	REYNOLDS AMERICAN INC	4,102,857	4,102,857
7,581	ROCHE HOLDING AG	1,734,974	1,734,974
29,412	ROCHE HOLDING AG	6,731,176	6,731,176
25,709	ROCHE HOLDING AG	5,883,715	5,883,715
18,580	ROCKWELL COLLINS INC	1,723,481	1,723,481
384,166	ROLLS-ROYCE HOLDINGS PLC	3,170,961	3,170,961
1,056,140	ROYAL BANK OF SCOTLAND GROUP P	2,931,074	2,931,074
81,720	ROYAL DUTCH SHELL PLC	2,239,756	2,239,756
39,988	ROYAL DUTCH SHELL PLC	1,163,139	1,163,139
138,688	ROYAL DUTCH SHELL PLC	3,801,116	3,801,116
164,544	ROYAL DUTCH SHELL PLC	4,559,424	4,559,424
3,504	SAMSUNG ELECTRONICS CO LTD	5,227,861	5,227,861
18,796	SANOFI	1,524,549	1,524,549
67,170	SANOFI	5,448,177	5,448,177
11,050	SAP SE	965,150	965,150
64,659	SAP SE	5,647,566	5,647,566
31,610	SBM OFFSHORE NV	497,276	497,276
407,200	SHANGHAI PHARMACEUTICALS HOLDI	933,816	933,816

12,202	SIEMENS AG	1,503,223	1,503,223
62,400	SILVER WHEATON CORP	1,207,006	1,207,006
412,290	SINGAPORE TELECOMMUNICATIONS L	1,041,641	1,041,641
148,920	SKY PLC	1,823,569	1,823,569
52,400	SOFTBANK GROUP CORP	3,488,541	3,488,541
192,990	STANDARD CHARTERED PLC	1,582,474	1,582,474
74,283	STARBUCKS CORP	4,124,192	4,124,192
136,850	SUBSEA 7 SA	1,737,712	1,737,712
97,000	SUMITOMO METAL MINING CO LTD	1,253,303	1,253,303
174,600	SUMITOMO MITSUI FINANCIAL GROU	6,676,521	6,676,521
128,500	SUMITOMO MITSUI TRUST HOLDINGS	4,608,527	4,608,527
50,000	SUNCOR ENERGY INC	1,636,777	1,636,777
52,900	SUNTORY BEVERAGE & FOOD LTD	2,201,993	2,201,993
504,000	SWIRE PACIFIC LTD	4,813,682	4,813,682
154,772	SYNCHRONY FINANCIAL	5,613,580	5,613,580
17,281	TECHNIP SA	1,235,982	1,235,982
89,169	TELEFONICA SA	829,530	829,530
578,536	TELEFONICA SA	5,382,060	5,382,060
123,742	TELENOR ASA	1,854,470	1,854,470
140,971	TENCENT HOLDINGS LTD	3,449,204	3,449,204
1,925,306	TESCO PLC	4,920,971	4,920,971
61,187	TEVA PHARMACEUTICAL INDUSTRIES	2,218,029	2,218,029
17,740	TIFFANY & CO	1,373,608	1,373,608
42,498	TJX COS INC/THE	3,192,875	3,192,875
542,000	TOSHIBA CORP	1,315,559	1,315,559
27,085	TOTAL SA	1,391,828	1,391,828
85,500	TOYOTA MOTOR CORP	5,041,960	5,041,960
101,900	TWENTY-FIRST CENTURY FOX INC	2,857,276	2,857,276
168,810	UBS GROUP AG	2,649,205	2,649,205
31,943	UCB SA	2,052,172	2,052,172
16,735	UCB SA	1,075,137	1,075,137
23,800	UNDER ARMOUR INC	691,390	691,390
23,975	UNDER ARMOUR INC	603,451	603,451
122,511	UNILEVER NV	5,054,381	5,054,381
120,600	UNITED OVERSEAS BANK LTD	1,702,942	1,702,942
39,975	UNITEDHEALTH GROUP INC	6,397,599	6,397,599
103,300	VISA INC	8,059,466	8,059,466
112,257	VISA INC	8,758,291	8,758,291
696,941	VODAFONE GROUP PLC	1,721,059	1,721,059
41,550	VOYA FINANCIAL INC	1,629,591	1,629,591
154,087	WELLS FARGO & CO	8,491,735	8,491,735
29,366	WHIRLPOOL CORP	5,337,858	5,337,858
150,000	WHOLE FOODS MARKET INC	4,614,000	4,614,000
70,100	WORKDAY INC	4,632,909	4,632,909
28,600	YARA INTERNATIONAL ASA	1,129,686	1,129,686
	Corporate Stocks - Common Total	797,200,789	797,200,788

Corporate Stocks - Options

414,100	JPM STRUCT PROD BV L/WTs	1,983,539	1,983,539
342,800	JPM STRUCT PROD BV L/WTs	6,341,800	6,341,800
53,000	JPM STRUCT PROD BV LEPO WTS	4,131,350	4,131,350
9,700	JPM STRUCT PROD BV LEPO WTS	3,098,956	3,098,956
199,000	JPM STRUCT PROD BV LEPW	2,598,940	2,598,940
390,800	JPM STRUCT PROD BV LEPW	1,868,024	1,868,024
	Corporate Stocks - Options Total	20,022,609	20,022,609

Infrastructure

7,925,504	ALTERNA CORE CAPITAL ASSETS II	7,925,504	7,925,504
8,448,996	BASALT INFRA PARTNERS LP	8,448,996	8,448,996
2,473,288	BROOKFIELD INFRA FUND III LP	2,473,288	2,473,288
10,650,062	FIR TREE OPP FD VI CAYMAN LP	10,650,062	10,650,062
5,105,827	FIRST RESERVE ENERGY INFRA	5,105,827	5,105,827

196,540	FREIF II WAREHOUSE CO-INVEST	196,540	196,540
22,768,766	IFM GLOBAL INFRA OFFSHORE LP	22,768,766	22,768,766
	Infrastructure Total	57,568,983	57,568,983

Other Investments

855,000	ALABAMA ECON SETTLEMENT AUTH B	878,752	878,752
235,000	AMERICAN MUNI PWR-OHIO INC OHR	279,587	279,587
770,000	CALIFORNIA ST	1,087,540	1,087,540
1,650,000	HAWAII ST	1,995,857	1,995,857
790,000	HOUSTON TX	943,276	943,276
200,000	ILLINOIS ST	211,946	211,946
1,405,000	ISRAEL ST AID	1,819,194	1,819,194
865,000	LOS ANGELES CA DEPT WTR & PWR	1,183,666	1,183,666
465,000	LOS ANGELES CA UNIF SCH DIST	573,280	573,280
360,000	MASSACHUSETTS ST	439,981	439,981
475,000	MET TRANSPRTN AUTH NY DEDICATE	602,490	602,490
210,000	MISSISSIPPI ST	252,506	252,506
915,000	PORT AUTH OF NEW YORK & NEW JE	1,013,363	1,013,363
800,000	PORT AUTH OF NEW YORK & NEW JE	805,984	805,984
290,000	SAUDI GOVERNMENT INTERNAT 144A	277,771	277,771
905,000	SAUDI GOVERNMENT INTERNAT 144A	878,701	878,701
1,770,000	SAUDI GOVERNMENT INTERNAT 144A	1,677,995	1,677,995
505,000	UNIV OF CALIFORNIA CA REVENUES	622,584	622,584
125,000	UNIV OF CALIFORNIA CA RGTS MED	140,306	140,306
425,000	WASHINGTON ST	499,996	499,996
	Other Investments Total	16,184,774	16,184,774

Real Estate

2,397,547	ALMANAC REALTY SECURITIES VII	2,397,547	2,397,547
4,705,657	BRAZIL REAL ESTATE	4,705,657	4,705,657
4,715,030	BROOKFIELD PREMIER RE PRTN	4,715,030	4,715,030
1,275,623	BROOKFIELD REAL ESTATE FINANCE	1,275,623	1,275,623
7,207,698	BROOKFIELD STRATEGIC REAL	7,207,698	7,207,698
1,106,983	EXETER INDUSTRIAL VALUE FUND	1,106,983	1,106,983
4,391,970	GREENFIELD ACQUI RTNRS VII LP	4,391,970	4,391,970
2,019,766	GREENFIELD MULTI-STATE	2,019,766	2,019,766
3,782,583	IRON POINT REAL ESTATE	3,782,583	3,782,583
30,308,669	JAMESTOWN PREMIER PROPERTY	30,308,669	30,308,669
25,127,451	JPMCB SPECIAL SITUATION	25,127,451	25,127,451
29,379,507	JPMCB STRATEGIC PROPERTY FUND	29,379,507	29,379,507
16,297,759	LION INDUSTRIAL TRUST	16,297,759	16,297,759
33,331,245	PRISA	33,331,245	33,331,245
826,277	RREEF AMERICA REIT III	826,277	826,277
5,795,453	SAROFIM REALTY FD I LP NEW	5,795,453	5,795,453
691,253	SAROFIM REALTY FD II LP NEW	691,253	691,253
9,159,456	SAROFIM REALTY FD III LP NEW	9,159,456	9,159,456
7,145,646	SAROFIM REALTY FUND I LP	7,145,646	7,145,646
17,972,570	SAROFIM REALTY FUND II LP	17,972,570	17,972,570
18,318,912	SAROFIM REALTY FUND III LP	18,318,912	18,318,912
3,743,844	STANDARD LIFE INVEST EURO RE	3,948,819	3,948,819
11,041	TTG BRPTP FUND LP	11,041	11,041
4,691,804	UNICO PARTNERS I LP	4,691,804	4,691,804
20,384,365	USAA EAGLE REAL ESTATE FEEDER	20,384,365	20,384,365
	Real Estate Total	254,993,085	254,993,085

US Government Obligations

3,205,000	FEDERAL HOME LN MTG CORP	4,517,095	4,517,095
4,775,000	FEDERAL NATL MTG ASSN	6,919,071	6,919,071
15,785,000	FEDERAL NATL MTG ASSN	14,502,153	14,502,153
2,550,000	TENNESSEE VALLEY AUTH BD	3,363,909	3,363,909
10,445,000	U S TREASURY BD PRIN STRIP	4,312,845	4,312,845
5,665,000	U S TREASURY BD PRIN STRIP	2,304,805	2,304,805

14,900,000	U S TREASURY BD PRIN STRIP	6,569,410	6,569,410
3,080,000	U S TREASURY BOND	3,739,305	3,739,305
29,195,000	U S TREASURY BOND	28,840,281	28,840,281
44,595,000	U S TREASURY BOND	39,722,550	39,722,550
49,345,000	U S TREASURY BOND	48,677,856	48,677,856
26,790,000	U S TREASURY BOND	25,780,285	25,780,285
27,140,000	U S TREASURY BOND	26,768,996	26,768,996
20,275,000	U S TREASURY BOND	18,016,162	18,016,162
15,515,000	U S TREASURY BOND	13,787,715	13,787,715
10,665,000	U S TREASURY BOND	8,967,345	8,967,345
5,529,800	U S TREASURY BOND	7,421,157	7,421,157
1,835,000	U S TREASURY BOND	2,336,047	2,336,047
1,265,000	U S TREASURY BOND	1,646,423	1,646,423
7,055,000	U S TREASURY BOND	8,565,476	8,565,476
3,245,000	U S TREASURY BOND	4,230,669	4,230,669
9,025,000	U S TREASURY BOND	9,159,292	9,159,292
12,297,600	U S TREASURY BOND	12,478,744	12,478,744
13,771,300	U S TREASURY BOND	13,656,172	13,656,172
8,115,000	U S TREASURY BOND	7,664,536	7,664,536
4,430,000	U S TREASURY BOND	4,488,653	4,488,653
16,990,000	U S TREASURY BOND	16,410,641	16,410,641
9,705,000	U S TREASURY BOND	10,757,022	10,757,022
7,880,000	U S TREASURY BOND	7,975,427	7,975,427
18,405,000	U S TREASURY BOND	18,181,379	18,181,379
2,465,900	U S TREASURY BOND	2,432,561	2,432,561
13,860,000	U S TREASURY BOND	13,670,534	13,670,534
6,980,000	U S TREASURY BOND	5,868,924	5,868,924
4,465,000	U S TREASURY BOND	4,310,824	4,310,824
9,315,000	U S TREASURY NOTE	8,962,427	8,962,427
1,200,000	U S TREASURY NOTE	1,201,488	1,201,488
17,685,417	U S TREASURY NOTE	17,685,417.44	17,661,695.10
(22)	US 10 YR TREAS NTS FUTURE(CBT)	18,563	18,563
(353)	US 10 YR TREAS NTS FUTURE(CBT)	(130,109)	(130,109)
(232)	US 10 YR TREAS NTS FUTURE(CBT)	100,864	100,864
(70)	US 10YR ULTRA FUTURE (CBT)	64,531	64,531
12	US 10YR ULTRA FUTURE (CBT)	21,938	21,938
(274)	US 2YR TREAS NTS FUT (CBT)	(38,209)	(38,209)
(112)	US 2YR TREAS NTS FUT (CBT)	22,437	22,437
128	US 2YR TREAS NTS FUT (CBT)	(5,547)	(5,547)
361	US 5YR TREAS NTS FUTURE (CBT)	(54,295)	(54,295)
(38)	US 5YR TREAS NTS FUTURE (CBT)	20,781	20,781
145	US 5YR TREAS NTS FUTURE (CBT)	(26,039)	(26,039)
(169)	US TREAS BD FUTURE (CBT)	170,750	170,750
2	US TREAS BD FUTURE (CBT)	3,750	3,750
3,698,626	US TREAS-CPI INFLAT	3,501,563	3,501,563
2,178,020	US TREAS-CPI INFLAT	2,187,233	2,187,233
78	US ULTRA BOND (CBT)	(113,002)	(113,002)
343	US ULTRA BOND (CBT)	(312,664)	(312,664)
(120)	USD IRS 10YR PRIM FUTURE (CBT)	(199,031)	(199,031)
	US Government Obligations Total	441,127,109	441,103,385
	TOTAL INVESTMENTS	4,724,965,285	4,811,651,916

COMMON/COLLECTIVE TRUSTS AND COMMINGLED FUNDS - VONTOBEL INDIA FUND (Detail of Holdings)**Plan's Investment is 1.76% of Total Fund**

ITC INR1	2,957,928
HOUSING DEVEL FIN INR2	2,820,963
HINDUSTAN UNILEVER INR1	879,744
DR REDDYS LABS INR5	670,655
TATA CONSULTANCY S INR1	1,699,481
HDFC BANK	3,719,554
COLGATE-PALM (IND) INR1.00	230,892
SUN PHARMACEUTICAL EQ-INR 1	904,707
Indian rupee - Cash	143,284
TOTAL - VONTOBEL INDIA FUND	14,027,208

The Vontobel India Fund is a common collective trust that trades at a net asset value per share. AEP holds shares of the Vontobel India Fund and does not directly hold the fund's underlying international equity investments. The cost basis for the fund is based on the unit per share cost of the fund and not the fund's underlying securities and therefore is not included in the Vontobel India Fund (Detail of Holdings).

See Independent Auditors' Report

AMERICAN ELECTRIC POWER SYSTEM COMPREHENSIVE RETIREMENT PLAN
PLAN #001 EIN #13-4922641
FORM 5500 SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (ACQUIRED AND DISPOSED OF WITHIN YEAR)
December 31, 2016

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PROCEEDS
6,300,000	21ST CENTURY FOX AMERICA INC 3.700% 10/15/2025 DD 10/21/15	6,267,986	6,687,779
704	90DAY EURODOLLAR FUTURE (CME) EXP JUN 18	0	499,488
3,300,000	ACTIVISION BLIZZARD INC 144A 2.300% 09/15/2021 DD 09/19/16	3,295,974	3,297,228
2,155,000	ANALOG DEVICES INC 3.500% 12/05/2026 DD 12/05/16	2,141,337	2,142,221
1,010,000	APPLE INC 1.700% 02/22/2019 DD 02/23/16	1,009,828	1,020,989
835,000	APPLE INC 3.250% 02/23/2026 DD 02/23/16	859,908	865,085
190,799	AT&T INC 144A 4.500% 03/09/2048 DD 09/07/16	144,738	192,733
1,205,000	BMW US CAPITAL LLC 144A 2.000% 04/11/2021 DD 04/11/16	1,201,975	1,206,410
665,000	CHARTER COMMUNICATIONS OP 144A 3.579% 07/23/2020 DD 07/23/15	664,716	700,132
1,505,000	CHARTER COMMUNICATIONS OP 144A 6.484% 10/23/2045 DD 07/23/15	1,525,729	1,838,358
2,370,000	CISCO SYSTEMS INC 1.850% 09/20/2021 DD 09/20/16	2,369,668	2,329,426
1,310,627	CITIGROUP COMMERCIAL MOR P5 AS 3.396% 10/10/2049 DD 10/01/16	1,349,930	1,292,862
3,450,000	COMM 2016-COR1 MORTGAG COR1 A4 3.091% 10/10/2049 DD 10/01/16	3,553,422	3,391,107
2,015,000	COOPERATIEVE RABOBANK UA/NY 2.500% 01/19/2021 DD 01/19/16	2,010,486	2,017,582
395,000	CREDIT SUISSE GROUP FUNDI 144A 3.800% 06/09/2023 DD 06/10/16	393,870	395,166
2,000,000	DAIMLER FINANCE NORTH AME 144A 2.200% 10/30/2021 DD 10/31/16	1,999,440	1,956,480
1,755,000	FORTIVE CORP 144A 3.150% 06/15/2026 DD 06/20/16	1,748,752	1,746,545
2,210,000	GILEAD SCIENCES INC 2.950% 03/01/2027 DD 09/20/16	2,237,802	2,155,535
3,160,000	HUNTINGTON BANCSHARES INC/OH 3.150% 03/14/2021 DD 03/14/16	3,153,775	3,293,858
500,000	INTESA SANPAOLO SPA 5.250% 01/12/2024 DD 01/14/14	522,305	539,710
550,000	KRAFT HEINZ FOODS CO 144A 3.000% 06/01/2026 DD 05/24/16	547,591	565,752
1,200,000	LAFARGEHOLCIM FINANCE US 144A 3.500% 09/22/2026 DD 09/22/16	1,198,992	1,208,219
405,000	LAM RESEARCH CORP 2.800% 06/15/2021 DD 06/07/16	404,660	414,011
330,000	LAM RESEARCH CORP 3.900% 06/15/2026 DD 06/07/16	329,155	351,127
3,305,000	LLOYDS BANKING GROUP PLC 144A 4.582% 12/10/2025 DD 12/10/15	3,285,170	3,306,561
1,445,000	MATTEL INC 2.350% 08/15/2021 DD 08/05/16	1,443,295	1,424,886
2,250,000	MIZUHO FINANCIAL GROUP IN 144A 3.477% 04/12/2026 DD 04/12/16	2,250,000	2,315,725
2,270,000	OMAN GOVERNMENT INTERNATI 144A 4.750% 06/15/2026	2,266,073	2,247,001
2,880,000	PANAMA GOVERNMENT INTERNATIONA 3.875% 03/17/2028	2,851,632	2,938,418
160,000	PETROLEOS MEXICANOS 144A 6.375% 02/04/2021	160,000	177,200
880,000	PETROLEOS MEXICANOS 144A 6.750% 09/21/2047 DD 09/21/16	894,842	913,000
2,580,000	PETROLEOS MEXICANOS 144A 6.875% 08/04/2026	2,577,522	2,730,120
1,905,000	PREMIER HEALTH PARTNERS 2.911% 11/15/2026 DD 08/31/16	1,905,000	1,916,297
2,970,000	PROVINCE OF BRITISH COLUMBIA C 2.250% 06/02/2026 DD 06/02/16	2,955,477	2,994,794
535,000	QATAR GOVERNMENT INTERNAT 144A 4.625% 06/02/2046	549,375	564,425
280,000	RIO TINTO FINANCE USA LTD 6.500% 07/15/2018 DD 06/27/08	306,433	310,332
2,645,000	RIO TINTO FINANCE USA PLC 1.625% 08/21/2017 DD 08/21/12	2,628,624	2,660,473
570,000	RIO TINTO FINANCE USA PLC 2.250% 12/14/2018 DD 06/19/13	571,661	583,885
1,690,000	ROCHE HOLDINGS INC 144A 2.625% 05/15/2026 DD 03/01/16	1,673,168	1,666,154
28,248,486	ROLLS-ROYCE HOLDINGS ENTITL	41,172	37,539
18,301,836	ROLLS-ROYCE HOLDINGS PLC	22,406	23,099
61,076	SABMILLER PLC	3,458,493	3,497,190
2,105,000	STARBUCKS CORP 2.100% 02/04/2021 DD 02/04/16	2,103,800	2,165,813
89,169	TELEFONICA SA	32,526	30,107
1,130,000	TRANSCANADA TRUST VAR RT 08/15/2076 DD 08/11/16	1,130,000	1,184,600
1,730,000	TRINITY ACQUISITION PLC 3.500% 09/15/2021 DD 03/22/16	1,727,786	1,784,286
15	ULTRA 10YR US TREAS NT FUT CBT EXP JUN 16	0	13,506
1,526	US 10YR TREAS NTS FUTURE (CBT) EXP DEC 16	0	3,869,981
1,629	US 10YR TREAS NTS FUTURE (CBT) EXP JUN 16	0	676,074
1,147	US 10YR TREAS NTS FUTURE (CBT) EXP SEP 16	0	(1,841,730)
155	US 10YR ULTRA FUTURE (CBT) EXP DEC 16	0	893,450
33	US 10YR ULTRA FUTURE (CBT) EXP SEP 16	0	(62,581)
217	US 2YR TREAS NTS FUT (CBT) EXP DEC 16	0	(280,427)
120	US 2YR TREAS NTS FUT (CBT) EXP JUN 16	0	(71,423)
500	US 2YR TREAS NTS FUTURE (CBT) EXP SEP 16	0	119,738
1,036	US 5YR TREAS NTS FUTURE (CBT) EXP DEC 16	0	(1,268,897)
626	US 5YR TREAS NTS FUTURE (CBT) EXP JUN 16	0	(383,574)
538	US 5YR TREAS NTS FUTURE (CBT) EXP SEP 16	0	626,557
549	US LONG BD FUTURE (CBT) EXP SEP 16	0	(2,394,633)
432	US TREAS BD FUTURE (CBT) EXP DEC 16	0	4,461,855
272	US TREAS BD FUTURE (CBT) EXP JUN 16	0	257,638
755	US ULTRA BOND (CBT) EXP DEC 16	0	(10,177,368)
715	US ULTRA BOND (CBT) EXP JUN 16	0	(1,006,713)
659	US ULTRA BOND FUTURE (CBT) EXP SEP 16	0	7,213,272
1,880,000	WALGREENS BOOTS ALLIANCE INC 3.100% 06/01/2023 DD 06/01/16	1,874,830	1,928,830
1,465,000	WISCONSIN ST GEN FUND ANNUAL A 3.294% 05/01/2037 DD 08/16/16	1,465,000	1,324,463
Total Assets Acquired and Disposed of Within Year		77,106,323	79,477,721

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT PLAN
FORM 5500 SCHEDULE H, PART IV, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
For The Year Ended December 31, 2016

	Transaction Count	Purchases	Sales		
		Price (a)	Proceeds (a)	Cost	Gain/(Loss)
Single Reportable Transactions					
None					
Series Of Reportable Transactions					
None					

See Independent Auditors' Report

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 American Electric Power System Retirement Plan	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF American Electric Power Service Corporation	D Employer Identification Number (EIN) 13-4922641	
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	4,764,796,511	
b Actuarial value.....	2b	4,845,528,901	
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.....	15,645	2,181,433,235	2,181,433,235
b For terminated vested participants.....	4,372	225,404,031	225,404,031
c For active participants.....	16,859	1,615,270,507	1,626,027,999
d Total.....	36,876	4,022,107,773	4,032,865,265
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	5.95%	
6 Target normal cost.....	6	79,939,884	

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	Joseph A. Perko Signature of actuary	6-15-17 Date
	Joseph A. Perko Type or print name of actuary	1706491 Most recent enrollment number
	Towers Watson Delaware Inc. Firm name	216-937-4000 Telephone number (including area code)
	1001 Lakeside Avenue, Suite 1500 Cleveland OH 44114-1172 Address of the firm	

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

For Paperwork Reduction Act Notice, 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).....	160,373,510	568,404,791
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8).....	160,373,510	568,404,791
10	Interest on line 9 using prior year's actual return of <u>0.54%</u>	866,017	3,069,386
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year).....		0
	b(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>6.15%</u>		0
	b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return.....		0
	c Total available at beginning of current plan year to add to prefunding balance.....		0
	d Portion of (c) to be added to prefunding balance.....		0
12	Other reductions in balances due to elections or deemed elections.....	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....	161,239,527	571,474,177

Part III Funding Percentages			
14	Funding target attainment percentage	14	101.98%
15	Adjusted funding target attainment percentage.....	15	120.15%
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	115.64%
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
06/23/2016	85,953,000				
Totals ►			18(b)	85,953,000	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	83,611,951

20 Quarterly contributions and liquidity shortfalls:

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

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

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

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

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

21 Discount rate:			
a Segment rates:	1st segment: 4.43 %	2nd segment: 5.91 %	3rd segment: 6.65 %
			☐ N/A, full yield curve used
b Applicable month (enter code)			21b 3
22 Weighted average retirement age			22 64
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	79,939,884	
b Excess assets, if applicable, but not greater than line 31a	31b	79,939,884	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	0	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	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	83,611,951	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	83,611,951	
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		

Please see the Statement by Enrolled Actuary attachment for a signed copy of the 2016 Schedule SB.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22
Description of Weighted Average Retirement Age
as of January 1, 2016

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

Retirement Age	Assumed Rate	Participants at Beginning	Participants Retiring: (2)x(3)	Weighted Value (1)x(4)
(1)	(2)	(3)	(4)	(5)
55	0.01	1000	10.00	550.00
56	0.01	990	9.90	554.40
57	0.01	980	9.80	558.66
58	0.06	970	58.22	3,376.64
59	0.06	912	54.72	3,228.77
60	0.06	857	51.44	3,086.48
61	0.16	806	128.95	7,865.73
62	0.16	677	108.31	6,715.53
63	0.16	569	90.98	5,732.03
64	0.13	478	62.10	3,974.21
65	0.13	416	54.02	3,511.58
66	0.13	362	47.00	3,102.08
67	0.13	315	40.89	2,739.70
68	0.13	274	35.58	2,419.11
69	0.13	238	30.95	2,135.58
70	1	207	<u>207.13</u>	<u>14,499.08</u>
			1,000.00	64,049.57

$$64,049.57 / 1,000 = 64$$

Plan Name: American Electric Power System Retirement Plan
EIN / PN: 13-4922641 / 001
Plan Sponsor: American Electric Power Service Corporation
Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions/Methods

Economic Assumptions

Interest rate basis:

- Applicable month (published) October 2015
- Yield curve basis Segment rates

Funding interest rates:

	Reflecting Corridors	Not Reflecting Corridors
■ First segment rate	4.43%	1.35%
■ Second segment rate	5.91%	4.01%
■ Third segment rate	6.65%	5.04%
■ Effective interest rate	5.95%	4.13%

Annual rates of increase

■ Compensation:

	Age	Rate
— Representative rates		
	< 26	12.00%
	26 – 30	8.50%
	31 – 35	7.00%
	36 – 40	6.00%
	41 – 45	5.00%
	46 – 50	4.00%
	> 50	3.50%
— Weighted average		4.75%

- Cash balance crediting rate 4.00%
- Lump sum/annuity conversion rate October 2015 segment rates
- Future Social Security wage bases 4.00%
- Statutory limits on compensation N/A
- Expected rate of return on assets for prior year 6.00% but not greater than the third segment rate

Plan Name: American Electric Power System Retirement Plan
 EIN / PN: 13-4922641 / 001
 Plan Sponsor: American Electric Power Co.
 Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Demographic Assumptions

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

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

Mortality

- Healthy Separate rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, projected to 2031 using Scale AA and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2023 using Scale AA.
- Disabled Post-1994 current liability disabled
- Lump sum/annuity conversion Applicable 417(e) IRS Mortality Table

Termination

Rates varying by age and service:

Attained Age	Percentage leaving during the year	
	Less than five years of service	Five or more years of service
< 25	8.00%	7.30%
25 – 29	8.00%	5.00%
30 – 34	8.00%	4.20%
35 – 39	8.00%	3.40%
40 – 44	8.00%	2.50%
45 – 49	8.00%	1.90%
50 +	8.00%	1.70%

Disability

Rates apply to employees not eligible to retire and vary by age and sex as indicated by the following sample values:

Percentage becoming disabled during the year		
Age	Male	Female
20	0.060%	0.090%
30	0.060%	0.090%
40	0.074%	0.110%
50	0.178%	0.267%
60	0.690%	1.035%

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 Plan Sponsor: American Electric Power Co.
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Retirement

Rates varying by age; average retirement age 64:

Percentage retiring during the year	
Age	Rate
55 – 57	1.00%
58 – 60	6.00%
61 – 63	16.00%
64 – 69	13.00%
70 +	100.00%

Benefit commencement date:

- Preretirement death benefit The later of the death of the active participant or the date the participant would have attained age 55.
- Deferred vested benefit The later of age 55 or termination of employment.
- Disability benefit Upon disablement.
- Retirement benefit Upon termination of employment.

Form of payment

40% lump sum; 60% annuity for retirement eligible East grandfathered participants and 75% lump sum; 25% annuity for all other participants. Married participants are assumed to elect the 50% joint and survivor annuity and unmarried participants are assumed to elect the single life annuity. No other optional form of payment election is assumed.

Percent married

80% of male participants; 70% of female participants.

Spouse ages

Wives are assumed to be three years younger than husbands.

Valuation pay

2016 base salary pay (Grandfathered) – not estimated due to freeze of final average pay accruals at December 31, 2010.

2016 expanded pay (Cash Balance) – sum of the following updated one year according to the salary increase assumption:

- (i) 2016 base salary
- (ii) a 15% increase for overtime eligible employees and a target bonus percent increase for incentive-eligible employees

At-risk assumptions

If at-risk calculations are required, all participants eligible to elect benefits during the current and subsequent ten plan years are assumed to commence benefits at the earliest possible date under the plan, but not before the end of the current plan year, except in accordance with the regular valuation assumptions. In addition, all participants (not just those eligible to begin benefits within the next 11 years) are assumed to elect the most valuable form of benefit under the plan, which is usually a joint and survivor form of payment.

Plan Name: American Electric Power System Retirement Plan

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Plan Sponsor: American Electric Power Co.

Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Timing of benefit payments

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

Methods

Valuation date

First day of plan year.

Funding target

Present value of accrued benefits.

Target normal cost

Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from the trust (based on actual trust expenses paid in previous year, adjusted by the difference between the prior and expected current year PBGC premiums).

Actuarial value of assets

Average of the fair market value of assets on the valuation date and the six immediately preceding months, adjusted for contributions, benefit/expense payments and expected investment returns. The average asset value must be within 10% of fair value, including contributing receivable. The method of computing the actuarial value of assets complies with rules governing the calculation of such values under PPA.

These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a bias to produce an actuarial value of assets that is below the market value of assets.

Benefits Not Valued

All benefits were valued except:

- Any liabilities that may be reinstated in the event of reemployment
- The alternate benefit formula for members who did not elect to withdraw their employee contributions
- Any liabilities relating to members' unwithdrawn employee contributions
- Liabilities related to special benefits as a result of termination due to downsizing and restructuring

Plan Name: American Electric Power System Retirement Plan

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Plan Sponsor: American Electric Power Co.

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SCHEDULE SB ATTACHMENTS

Data Sources

Willis Towers Watson used participant and asset data as of January 1, 2016, supplied by Mercer, the third party administrator for AEP. Data were reviewed for reasonableness and consistency, but no audit was performed. Based on discussions with the plan sponsor, assumptions or estimates were made when data were not available, and the data was adjusted to reflect any significant events that occurred between the date the data was collected and the measurement date. To the extent that data were not provided, estimates were made based on prior year information.

The Company also provided the amounts recognized in accumulated other comprehensive income as of the end of the December 31, 2015 fiscal year and amounts recognized in other comprehensive income in the December 31, 2015 fiscal year.

Assumptions Rationale - Significant Economic Assumptions for Contributions

Discount rate	The basis chosen was selected by the plan sponsor from among choices prescribed by law, all of which are based on observed market data over certain periods of time.
Cash Balance Interest crediting rate	The plan credits interest to cash balance accounts using the 30-year Treasury rate for the September of the preceding year with a minimum rate of 4.00%. The assumption is based on the plan sponsor's long-term expectations of yields on U.S. Treasuries. We believe that the selected assumption does not significantly conflict with what would be reasonable based on market conditions at the measurement date.
Lump sum conversion rate	As required by IRC 430, lump sum benefits are valued using "annuity substitution", so that the interest rates assumed are effectively the same as described above for the discount rate.
Rates of increase in:	
■ Compensation	Rates of increase in compensation were based on an experience study conducted in 2014, with annual consideration of whether any conditions have changed that would be expected to produce different results in the future.
■ National average wages (NAW) (e.g., Social Security wage bases)	The assumed NAW is based on assumed CPI as shown below, plus assumed increases in real wages (the portion of GDP increases that becomes part of wages). Such assumed future increases in real wages are based on a combination of historical averages and an expectation that the future rates will be lower (higher) than historical averages.

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- Increases in statutory limits (CPI)

The assumed CPI is based on a combination of historical average CPI, current conditions and an assumed progression from recently experienced CPI to the long-term expected level. The final assumption represents a composite of current rates and long term expected rates.

Assumptions Rationale - Significant Demographic Assumptions

Mortality

Assumptions were selected by the plan sponsor and, as required by U.S. GAAP, represent a best estimate of future experience.

Termination

Termination rates are based on an experience study conducted in 2014, with annual consideration of whether any conditions have changed that would be expected to produce different results in the future.

Assumed termination rates differ by service because of observed differences in termination rates between employees who have attained at least five years of service and those with less than five years of service.

Retirement

Retirement rates are based on an experience study conducted in 2014, with annual consideration of whether any conditions have changed that would be expected to produce different results in the future.

Form of payment

Rates at which retirees elect lump sums versus annuities are based on an experience study conducted in 2014, with annual consideration of whether any conditions have changed that would be expected to produce different results in the future.

Source of Prescribed Methods

Funding methods

The methods used for funding purposes as described in Appendix A, including the method of determining plan assets, are "prescribed methods set by law", as defined in the actuarial standards of practice (ASOPs). These methods are required by IRC §430, or were selected by the plan sponsor from a range of methods permitted by IRC §430.

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Schedule SB, Part V Summary of Plan Provisions

Summary of plan provisions covered by the former East Retirement Plan

Plan Provisions

Effective Date	May 1, 1955. Restated effective January 1, 2012.
Recent Amendments	Executed as of December 22, 2014.
Covered Employees	Employees become Members of the Plan on the first day of the month following completion of one year of service.
Participation Date	Date of becoming a covered employee.

Definitions

Grandfathered employee	If, on December 31, 2000, either: – Participating in AEP System Retirement Plan, or – In one-year waiting period for AEP System Retirement Plan participation.
Vesting service	A period of time from employment date to termination date and, in general, includes periods of severance that are not in the excess of 12 months.
Accredited service	Elapsed time from date of hire (from benefit service start date).
Cash balance pay	Pay received during the year, including base pay, overtime, shift differential/Sunday premium pay and incentive pay, subject to IRS limits.
Covered compensation amount	The average of the Social Security taxable wage based during the 35-year period including the year in which the participant retires, dies, becomes disabled or otherwise terminates employment. This monthly average is calculated to the next lower or equal whole dollar amount and is then rounded to nearest \$50.
Final average pay	Average of the highest 36-consecutive months of base pay out of the last 120 months of employment, subject to IRS limits.
Normal retirement date (NRD)	The first day of the calendar month whose first day is nearest the later of the member's 65 th birthday or the completion of five years of Vesting Service.

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SCHEDULE SB ATTACHMENTS

Cash balance account Recordkeeping account to which annual Interest Credits and annual Company Credits are credited. The cash balance account is updated at the end of each plan year and is equal to:

Cash Balance Account as of the
end of the prior plan year

+

Interest Credits

+

Company Credits

Cash balance benefit

Cash Balance Account converted to a monthly annuity

Opening balance

For those participating in or eligible for the AEP System Retirement Plan on December 31, 2000, opening balance is calculated as follows:

- Present value of monthly normal retirement benefit determined as of December 31, 2000, and payable at age 65 (or current age if older)
 - Present value determined based on 5.78% interest and IRS regulated mortality (GAM83 Unisex) data for lump sums (postretirement only)

Plus

- Credit for early retirement subsidy for monthly payments beginning at age 62 (or current age if older)

Plus

- Transition credit based on age, service and pay received in 2000 (see "Company Credits" for credit percentages)
 - Age and service based on completed whole years as of December 31, 2000.

For employees hired on or after January 1, 2001, opening balance is \$0.

Interest credits

Interest credits are applied to beginning of year account balance on December 31 each year.

Based on the average 30-year Treasury Bond rate for November of the previous year.

Minimum of 4%.

Company credits

Applied to account balance on December 31 or termination date if earlier.

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Amount is a percentage of eligible pay received during the year, based on age plus years of Vesting Service (age and service in completed whole years as of December 31).

<i>Age Plus Years of Service</i>	<i>Annual Company Credit</i>
Less than 30	3.0%
30 – 39	3.5%
40 – 49	4.5%
50 – 59	5.5%
60 – 69	7.0%
70+	8.5%

Monthly Grandfathered Benefit	Sum of (1), (2) and (3): (1) 1.10% of Final Average Pay x Accredited Service up to 35 years (2) 0.50% of Final Average Pay Less Covered Compensation x Accredited Service up to 35 years (3) 1.33% of Final Average Pay x Accredited Service between 35 and 45 years Accruals for the grandfathered benefit ceased on December 31, 2010.
Long-term disability and paid leaves	Participants do not receive company credits while on long-term disability. Vesting service continues.
Unpaid leave	No compensation for annual Company Credit. Vesting service continues.

Eligibility for Benefits

Normal retirement	All members at or after their Normal Retirement Date.
Early retirement	Any time after attainment of age 55 and completion of five years of vesting. Applicable only to grandfathered benefits.
Postponed retirement	Retirement after Normal Retirement Date.
Vested termination	All members who terminate employment after completion of three years of Vesting Service, or upon death.
Disability	All members who are unable to work at own occupation solely because of sickness or injury for the first 24 months of disability. After 24 months of disability, the participant is eligible if unable to work at any gainful occupation for which the participant may be able, or may reasonably become qualified by education, training or experience, to perform.

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Surviving spouse The surviving spouse of a Grandfathered Member who retired or is eligible to retire on Normal or Early Retirement and who was married to that spouse for the year preceding commencement and whose grandfathered benefit exceeds his or her Cash Balance Benefit.

Preretirement death Beneficiary of deceased member.

Benefits Paid Upon the Following Events

Normal retirement For Grandfathered Employees, the better of the monthly grandfathered benefit or the Cash Balance Benefit determined as of Normal Retirement Date. For all other employees, the Cash Balance Benefit determined as of Normal Retirement Date.

Early retirement For Grandfathered Employees, the better of:

- (1) The monthly grandfathered retirement benefit reduced by 3% per year for each year commencement precedes age 62, and
- (2) The Cash Balance Benefit determined as of the Early Retirement Date.

For all other employees, the Cash Balance Benefit determined as of the Early Retirement Date.

Deferred vested retirement The accrued Normal Retirement Benefit (better of Cash Balance and Grandfathered Benefits, if eligible), payable at Normal Retirement Date or actuarially reduced and payable at any age.

Disability The greater of (1) or (2):

- (1) Accrued Grandfathered Retirement Benefit reduced as in the Early Retirement Benefit. If retirement occurs prior to age 55, the benefit is further reduced actuarially from age 55. The Disability Retirement Benefit will reflect Accredited Service that accrued (at most recent rate of base earnings) to a member while receiving benefits under the Company's LTD plan.
- (2) The Cash Balance Benefit with continued Company Credits while disabled.

Benefit (1) applies for Grandfathered Employees only.

Preretirement death Better of (1) or (2):

- (1) The grandfathered monthly benefit as if the employee commenced a 60% qualified joint and survivor benefit at his earliest retirement date

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- (2) Annuity equivalent of Cash Balance account or the cash balance account.

Benefit (1) applies for a Grandfathered Employee whose beneficiary is his or her spouse.

Surviving spouse benefits

A benefit payable for life equal to 30% of the single life annuity payable to the grandfathered member. The spouse's benefit is actuarially reduced for each year by which the spouse is more than ten years younger than the member. Payable to Grandfathered Employees only.

Other Plan Provisions

Forms of payment

■ Grandfathered employees

The following are available for Grandfathered Employees for both the Grandfathered Benefit and the Cash Balance Benefit:

- Full lump sum payment.
- Combination of partial lump sum (25%, 50% or 75% of full lump sum) with remainder paid as a monthly benefit (see below).
- Monthly payment:
 - Single life annuity.
 - Optional joint annuities (spouse or other beneficiary).
 - Available in 40%, 50%, 60%, 75%, 100%.
 - Can elect pop-up and/or level income options.
 - Automatic company-paid 30% surviving spouse annuity included in Grandfathered Benefit annuity if terminate on or after age 55 and married at least one year. Cash Balance Benefit is actuarially reduced for this feature.

A one-time option to elect a lump sum of the accrued benefit for terminated vested participants whose benefit was determined in no way by reference to either the AEP or CSW cash balance formulas was offered during the period from May 1, 2012 through June 30, 2012. Participants eligible for the window were also permitted to elect any of the other optional forms of payment generally applicable to such a participant under the normal terms of the plan document. Any participant who elected to commence benefits under this window, regardless of lump sum or annuity election, had a benefit commencement date of August 1, 2012.

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- Employees hired on or after January 1, 2001 The following are available for those hired on or after January 1, 2001:
 - Full lump sum payment.
 - Combination of partial lump sum (25%, 50% or 75% of full lump sum) with remainder paid as a monthly benefit (see below).
 - Monthly payment:
 - Single life annuity.
 - Joint annuities (spouse or other beneficiary).
 - Available in 50%, 75%, 100%.

Form of payment conversion for non-417(e) covered conversions

- Cash balance 7.50% interest and the applicable 417(e) Mortality Table.
 - Grandfathered benefit 7.50% interest and the 1974 George B. Buck Mortality Table.
- Pension Increases None.

Plan Participants' Contributions

Prior to January 1, 1978, employee contributions were required as a condition of Membership. In May and June of 1981, Members were permitted an election to withdraw those contributions. Those who did not elect to withdraw have retirement benefits based on a formula that differs from the formulas previously described in this section. However, the number of nonelecting Members is so small that special plan provisions for that group have not been included in this summary.

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Maximum on benefits and pay

All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. Increases in the dollar limits are assumed for determining pension cost but not for determining contributions.

Benefits not valued

A small portion of the population made employee contributions to the plan. Because the amount of these contributions is not material to the plan, they are not part of the valuation.

Participants who were employees of Columbus Southern Power (CSP) at the time AEP acquired that company have a frozen benefit under the CSP benefit formula at December 31, 1986. Benefits for these participants are the greater of an all-service AEP benefit and a two-part benefit consisting of the frozen CSP benefit plus an AEP benefit accrued from January 1, 1987. Because this applies to a small portion of the population and the CSP frozen benefit is not often the greater benefit for these participants, this benefit is not valued.

Plan status

Ongoing.

Future Plan Changes

Willis Towers Watson is not aware of any future plan changes that are required to be reflected.

Changes in Benefits Valued Since Prior Year

None.

Plan Name: American Electric Power System Retirement Plan
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Plan Sponsor: American Electric Power Co.
Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Summary of plan provisions covered by the former West Retirement Plan

Plan Provisions	
Effective Date	January 1940. Restated effective January 1, 1997.
Recent Amendments	Executed as of December 22, 2014.
Covered Employees	All full-time employees of a Participating Company employed by CSW before January 1, 2001, and not covered by a union (that has not bargained for coverage) or another pension plan provided by AEP. Part-time employees of the Company had to work more than 1,000 hours in the first anniversary year or subsequent calendar years.
Participation Date	Date of becoming a covered employee

Definitions	
Grandfathered employee	Employees who were at least age 50 with ten years of vesting service of July 1, 1997.
Vesting service	All service from date of hire in completed years.
Credited service	The aggregate of: For the period prior to January 1, 1976: (1) The number of full years in the last continuous period that employee was a participant after June 30, 1970, plus (2) Credited service under any prior plan if service extended to July 1, 1970. For the period beginning on or after January 1, 1976, the number of full years of service.
Cash balance pay	Pay received during the year, including base pay, overtime, shift differential/Sunday premium pay and incentive pay, subject to IRS limits
Final average pay	Highest average annual earnings (base pay only) during any 36 consecutive months in the 120 months before retirement. Any changes in earnings within the last three months before retirement will not be taken into account.
Normal retirement date (NRD)	The first day of the calendar month on or following the member's 65 th birthday.

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Cash balance account Recordkeeping account to which annual interest credits and annual company credits are credited. The cash balance account is updated at the end of each plan year and is equal to:

Cash Balance Account as of the
end of the prior plan year

+

Interest Credits

+

Company Credits

Cash balance benefit Cash Balance Account converted to a monthly annuity

Interest credits Interest credits are applied to beginning of year account balance on December 31 each year.

Based on the average 30-year Treasury Bond rate for November of the previous year.

Minimum of 4%.

Company credits Applied to account balance on December 31 or termination date if earlier.

Amount is a percentage of eligible pay received during the year, based on age plus years of Vesting Service (age and service in completed whole years as of December 31).

<i>Age Plus Years of Service</i>	<i>Annual Company Credit</i>
Less than 30	3.0%
30 – 39	3.5%
40 – 49	4.5%
50 – 59	5.5%
60 – 69	7.0%
70+	8.5%

Monthly Grandfathered Benefit Greater of (1) or (2) below with automatic cost of living adjustments upon retirement:

(1) Basic benefit — An annual amount equal to:

The aggregate of a participant's (a) earned benefit (if any) under any prior plan or acquired Company pension plan under which no election was made to receive a paid-up annuity; and (b) participant contributions without interest for the period commencing on or after July 1, 1970. For the period after September 1, 1980, participants will be deemed to have made contributions at the rate of 2% annually of the participant's annual rate of earnings as of January 1.

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	(2) Minimum benefit: 1-2/3% of final average annual earnings less 50% of participant's annual primary Social Security benefit times years of credited service up to 30 years.
Minimum benefits	The benefit payable will never be less than the frozen accrued benefit as of July 1, 1997, under the prior plan.
Primary Social Security benefit	The annual amount payable under the Social Security Act as amended in effect at the employee's date of retirement. The date as of which the amount is to be determined is: (1) In the case of an employee (including deferred vested employees) retiring on or after normal retirement date, normal retirement date. (2) In the case of an employee retiring prior to normal retirement date, the later of employee's 62nd birthday or actual retirement date. Early retirees and deferred vested employees are assumed to have no earnings after termination in determining the amount of this benefit.
Long-term disability and paid leaves	Participants do not receive company credits while on long-term disability. For the grandfathered formula, the final average pay will be determined as of the date on which the participant became disabled. Vesting service continues.
Unpaid leave	No compensation for annual compensation credit. Vesting service continues.

Eligibility for Benefits

Normal retirement	All members at or after their Normal Retirement Date
Early retirement	Any time after attainment of age 55 and completion of five years of vesting
Postponed retirement	Retirement after NRD.
Vested	The participant's cash balance account is 100% vested when any one of the following applies: (1) Three years of vesting service (2) Attainment of age 55 while an employee (3) Death prior to termination (4) Upon disability.
Disability	All participants who become permanently and totally disabled. Permanent and total disability is determined by reference to the LTD plan covering that participant.

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Surviving spouse The surviving spouse of a participant who retired or is eligible to retire on normal or early retirement.

Preretirement death Beneficiary of participant who dies after becoming vested.

Benefits Paid Upon the Following Events

Normal retirement Grandfathered employees must elect either the cash balance or the grandfathered formula. For purposes of this valuation, the employee is assumed to elect the formula with the higher present value. Employees with a prior plan frozen benefit get the better of the cash balance benefit and the prior plan frozen benefit. For all other employees, the Cash Balance Benefit is determined as of Normal Retirement Date.

Early retirement Greater of (1) if applicable or (2):

(1) The grandfathered accrued benefit and the prior plan frozen are payable subject to reduction according to the following schedule if payments commence prior to the normal retirement date.

<i>Age at Retirement</i>	<i>Percent of Benefit Payable</i>
64	100%
63	100%
62	100%
61	95%
60	90%
59	84%
58	78%
57	72%
56	66%
55	60%

(2) The Cash Balance Benefit determined as of the Early Retirement Date.

Deferred vested retirement Greater of (1) if applicable or (2):

(1) Grandfathered accrued benefit payable at age 65, or if earlier reduced 5% per year from age 65, 6% per year from age 60 and 7.5% per year compounded from age 55.

(2) Vested cash balance account.

Disability retirement The greatest of grandfathered accrued benefit, if eligible, based on projected service and frozen pay deferred to age 65, prior plan frozen benefit if eligible and cash balance account with continued pay credits.

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Preretirement death

If the beneficiary is the spouse and the participant is a grandfathered/protected plan participant, then:

- (1) For an active participant who dies on or after 55th birthday but before retirement, a monthly benefit equal to 50% of the benefit accrued to the date of death without reduction for early retirement is payable immediately as a life annuity to a qualifying spouse.
- (2) For an active participant who dies after completing five or more years of vesting service but before age 55, a deferred monthly benefit equal to 50% of the benefit accrued to the date of death reduced as for early retirement is payable as a life annuity to a qualifying spouse. Benefit commencement is deferred to when the deceased participant would have attained age 55.
- (3) For a deferred vested participant who dies before benefits commence, a monthly benefit equal to 50% of the deferred vested benefit reduced for early commencement (as for deferred vesteds) is payable as a life annuity to a qualifying spouse. If death occurs before age 55, the benefit to the spouse is deferred to when the deceased participant would have attained age 55.

The spouse's benefit is actuarially reduced for each year by which the spouse is more than five years younger than the participant.

For all employees, the minimum benefit is the cash balance account immediate annuity, which is also payable if the beneficiary is not the participant's spouse.

Other Plan Provisions

Form of payment

The following are available for those participants who did not work an hour of service on or after January 1, 2003:

- Full lump sum payment.
- Monthly payment:
 - Single life annuity.
 - 50% joint annuity (spouse or other beneficiary).

A one-time option to elect a lump sum of the accrued benefit for terminated vested participants whose benefit was determined in no way by reference to either the AEP or CSW cash balance formulas was offered during the period from May 1, 2012 through June 30, 2012. Participants eligible for the window were also permitted to elect any of the other optional forms of payment generally applicable to such a participant under the normal terms of the plan document.

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Any participant who elected to commence benefits under this window, regardless of lump sum or annuity election, had a benefit commencement date of August 1, 2012.

The following are available for those participants who work an hour of service on or after January 1, 2003:

- Full lump sum payment.
- Combination of partial lump sum (25%, 50% or 75% of full lump sum) with remainder paid as a monthly benefit (see below).
- Monthly payment:
 - Single life annuity.
 - Joint annuities (spouse or other beneficiary).
 - Available in 50%, 75%, 100%.

Form of payment conversion for non-417(e) covered conversions

■ Cash balance	7.50% interest and the applicable 417(e) Mortality Table
■ Grandfathered benefit	Factors as specified in Tables I, II, III and IV of Exhibit A to the American Electric Power System Retirement Plan document. 7.50% interest and the 1951 Group Annuity male mortality table to the extent not covered by Tables I, II, III and IV.
Pension Increases	None.
Member Contributions	None.
Maximum on benefits and pay	All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. Increases in the dollar limits are assumed for determining pension cost but not for determining contributions.
Plan status	Continuing accruals. All new entrants to plan are covered under former East plan provision.

Future Plan Changes

Willis Towers Watson is not aware of any future plan changes that are required to be reflected.

Changes in Benefits Valued Since Prior Year

None.

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Schedule SB, Line 26 Schedule of Active Participant Data as of January 1, 2016

Attained Age	Years Of Credited Service											
	Under 1			1 to 4			5 to 9			10 to 14		
	No.	Comp.	Average Cash Bal.	No.	Comp.	Average Cash Bal.	No.	Comp.	Average Cash Bal.	No.	Comp.	Average Cash Bal.
<25	242	69,881	3,537	2								
25 to 29	596	73,819	5,407	333	85,411	16,134	5					
30 to 34	495	77,986	6,679	797	90,194	22,340	253	94,016	34,171	5		
35 to 39	356	77,492	7,252	686	88,972	25,645	487	99,103	43,089	163	97,000	57,200
40 to 44	256	80,719	9,146	567	90,647	30,504	470	100,094	51,202	350	101,816	71,373
45 to 49	200	86,902	10,609	438	88,459	34,655	332	103,512	62,172	328	105,328	86,564
50 to 54	133	85,205	11,670	304	89,966	39,839	272	100,589	69,985	315	100,572	96,465
55 to 59	97	90,982	14,582	212	92,817	46,663	204	97,272	73,931	227	100,491	111,210
60 to 64	45	87,045	15,182	119	86,533	45,334	84	100,413	88,818	109	103,099	129,555
65 to 69	12			36	86,658	51,489	28	113,683	112,603	24	86,767	119,507
>70	2			2			7			7		

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Schedule of Active Participant Data for Frozen Plans as of January 1, 2016

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The Schedule of Assets (Held at End of Year) in 2016 for the American Electric Power System Retirement Plan is included in the Accountant's Audit report. Please see attachment PensionFinancialStatements.pdf.

The Schedule of Assets (Acquired and Disposed of Within Year) for the American Electric Power System Retirement Plan is included in the Accountant's Audit report. Please see attachment PensionFinancialStatements.pdf.