

Form 5500

Annual Return/Report of Employee Benefit Plan

OMB Nos. 1210-0110 1210-0089

Department of the Treasury Internal Revenue Service

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).

2024

Department of Labor Employee Benefits Security Administration

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

Pension Benefit Guaranty Corporation

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024

- A This return/report is for: a multiemployer plan, a multiple-employer plan, a single-employer plan, a DFE (specify) E, B This return/report is: the first return/report, the final return/report, an amended return/report, a short plan year return/report, 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, E If this is a retroactively adopted plan permitted by SECURE Act section 201, check here

Part II Basic Plan Information—enter all requested information

1a Name of plan: MASSACHUSETTS S&P 500 POOLED INDEX FUND
1b Three-digit plan number (PN): 001
1c Effective date of plan
2a Plan sponsor's name (employer, if for a single-employer plan): RHUMLINE ADVISERS CORP.
2b Employer Identification Number (EIN): 04-3194221
2c Plan Sponsor's telephone number: 816-871-4100
2d Business code (see instructions)

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.

Table with 4 columns: SIGN HERE, Signature of plan administrator, Date, Enter name of individual signing as plan administrator. Includes entries for employer/plan sponsor and DFE.

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

Form 5500 (2024) v. 240311

3a Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5
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(1) Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) g(2) 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 who terminated employment during the plan year with accrued benefits that were less than 100% vested.....	<div style="background-color: #cccccc; height: 20px; width: 100%;"></div> 6a(1) 6a(2) 6b 6c 6d 6e 6f 6g(1) 6g(2) 6h
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:

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) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules (1) <input type="checkbox"/> R (Retirement Plan Information) (2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) <input type="checkbox"/> SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary (4) <input type="checkbox"/> DCG (Individual Plan Information) – Number Attached _____ (5) <input type="checkbox"/> MEP (Multiple-Employer Retirement Plan Information)	b General Schedules (1) <input checked="" type="checkbox"/> H (Financial Information) (2) <input type="checkbox"/> I (Financial Information – Small Plan) (3) <input type="checkbox"/> A (Insurance Information) – Number Attached _____ (4) <input checked="" type="checkbox"/> C (Service Provider Information) (5) <input checked="" type="checkbox"/> D (DFE/Participating Plan Information) (6) <input type="checkbox"/> G (Financial Transaction Schedules)
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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 2024 Form M-1 annual report. If the plan was not required to file the 2024 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 C (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2024 This Form is Open to Public Inspection.
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For calendar plan year 2024 or fiscal plan year beginning **01/01/2024** and ending **12/31/2024**

A Name of plan MASSACHUSETTS S&P 500 POOLED INDEX FUND	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 RHUMBLINE ADVISERS CORP.	D Employer Identification Number (EIN) 04-3194221	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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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)

STATE STREET BANK & TRUST

04-1867445

(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?
19 28 99	TRUSTEE	113166	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	113166	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

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

WOLF & COMPANY, P.C.

04-2689883

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	AUDITOR	15083	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

PKF O'CONNOR DAVIES, LLP

27-1728945

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
49 99	NONE	5778	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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
STATE STREET BANK & TRUST	19 28 99	113166
(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.	
MASSACHUSETTS S&P 500 POOLED INDEX 04-3194221	STIF COMPENSATION 25 BASIS POINTS OVERDRAFT COMPENSATION FED FUNDS RATE PLUS 200 BASIS POINTS	
(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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2024 This Form is Open to Public Inspection.
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For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024

A Name of plan <u>MASSACHUSETTS S&P 500 POOLED INDEX FUND</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>RHUMBLINE ADVISERS CORP.</u>	D Employer Identification Number (EIN) <u>04-3194221</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)
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a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II		Information on Participating Plans (to be completed by DFEs, other than DCGs)	
(Complete as many entries as needed to report all participating plans. DCGs must report each participating plan using Schedule DCG.)			
a	Plan name	TOWN OF CONCORD	
b	Name of plan sponsor	TOWN OF CONCORD	c EIN-PN 04-6001121-
a	Plan name	BOSTON OTHER POST EMPLOYMENT BENEFITS	
b	Name of plan sponsor	BOSTON OPEB	c EIN-PN 04-2621990-
a	Plan name	DANVERS RETIREMENT	
b	Name of plan sponsor	DANVERS RETIREMENT	c EIN-PN 04-6001125-
a	Plan name	MARLBOROUGH	
b	Name of plan sponsor	MARLBOROUGH	c EIN-PN 04-6001399-
a	Plan name	MWRA	
b	Name of plan sponsor	MWRA	c EIN-PN 58-2669177-
a	Plan name	NORTH ATTLEBORO	
b	Name of plan sponsor	NORTH ATTLEBORO	c EIN-PN 30-0597171-
a	Plan name	SOMERVILLE RETIREMENT SYSTEM	
b	Name of plan sponsor	SOMERVILLE RETIREMENT SYSTEM	c EIN-PN 04-3094948-
a	Plan name	STATE BOSTON	
b	Name of plan sponsor	STATE BOSTON	c EIN-PN 30-0597171-
a	Plan name	THE ATTLEBORO CONTRIBUTORY RETIREMENT SYSTEM	
b	Name of plan sponsor	THE ATTLEBORO CONTRIBUTORY RETIREMENT SYSTEM	c EIN-PN 04-6197392-
a	Plan name	TOWN OF PLYMOUTH CONTRIBUTORY RETIREMENT SYSTEM	
b	Name of plan sponsor	TOWN OF PLYMOUTH	c EIN-PN 04-6001271-
a	Plan name	TOWN OF PLYMOUTH OTHER POST EMPLOYMENT BENEFITS	
b	Name of plan sponsor	TOWN OF PLYMOUTH	c EIN-PN 04-6001271-
a	Plan name	WEYMOUTH	
b	Name of plan sponsor	WEYMOUTH	c EIN-PN 26-3858135-

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2024 This Form is Open to Public Inspection
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For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024	
A Name of plan MASSACHUSETTS S&P 500 POOLED INDEX FUND	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 RHUMBLINE ADVISERS CORP.	D Employer Identification Number (EIN) 04-3194221

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.

	(a) Beginning of Year	(b) End of Year
Assets		
a Total noninterest-bearing cash	1a	
b Receivables (less allowance for doubtful accounts):		
(1) Employer contributions	1b(1)	
(2) Participant contributions	1b(2)	
(3) Other	1b(3)	800776 639436
c General investments:		
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	576193 1040643
(2) U.S. Government securities	1c(2)	
(3) Corporate debt instruments (other than employer securities):		
(A) Preferred	1c(3)(A)	
(B) All other	1c(3)(B)	
(4) Corporate stocks (other than employer securities):		
(A) Preferred	1c(4)(A)	
(B) Common	1c(4)(B)	810087914 1011628395
(5) Partnership/joint venture interests	1c(5)	
(6) Real estate (other than employer real property)	1c(6)	19601866 20204220
(7) Loans (other than to participants)	1c(7)	
(8) Participant loans	1c(8)	
(9) Value of interest in common/collective trusts	1c(9)	
(10) Value of interest in pooled separate accounts	1c(10)	
(11) Value of interest in master trust investment accounts	1c(11)	
(12) Value of interest in 103-12 investment entities	1c(12)	
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	3758470 6240597
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	
(15) Other.....	1c(15)	

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities.....	1d(1)		
(2) Employer real property.....	1d(2)		
e Buildings and other property used in plan operation.....	1e		
f Total assets (add all amounts in lines 1a through 1e).....	1f	834825219	1039753291
Liabilities			
g Benefit claims payable.....	1g		
h Operating payables.....	1h		
i Acquisition indebtedness.....	1i		
j Other liabilities.....	1j	223443	35604
k Total liabilities (add all amounts in lines 1g through 1j).....	1k	223443	35604
Net Assets			
l Net assets (subtract line 1k from line 1f).....	1l	834601776	1039717687

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers.....	2a(1)(A)		
(B) Participants.....	2a(1)(B)		
(C) Others (including rollovers).....	2a(1)(C)		
(2) Noncash contributions.....	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit).....	2b(1)(A)	41099	
(B) U.S. Government securities.....	2b(1)(B)		
(C) Corporate debt instruments.....	2b(1)(C)		
(D) Loans (other than to participants).....	2b(1)(D)		
(E) Participant loans.....	2b(1)(E)		
(F) Other.....	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		41099
(2) Dividends:			
(A) Preferred stock.....	2b(2)(A)		
(B) Common stock.....	2b(2)(B)	13080670	
(C) Registered investment company shares (e.g. mutual funds).....	2b(2)(C)	74513	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		13155183
(3) Rents.....	2b(3)		
(4) Net gain (loss) on sale of assets:			
(A) Aggregate proceeds.....	2b(4)(A)	140560304	
(B) Aggregate carrying amount (see instructions).....	2b(4)(B)	132714324	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result.....	2b(4)(C)		7845980
(5) Unrealized appreciation (depreciation) of assets:			
(A) Real estate.....	2b(5)(A)		
(B) Other.....	2b(5)(B)	187824013	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		5805
d Total income. Add all income amounts in column (b) and enter total	2d		208872080

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)		
(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)		0
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses:			
(1) Salaries and allowances	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Recordkeeping fees	2i(3)		
(4) IQPA audit fees	2i(4)	15083	
(5) Investment advisory and investment management fees	2i(5)	7457	
(6) Bank or trust company trustee/custodial fees	2i(6)	119110	
(7) Actuarial fees	2i(7)		
(8) Legal fees	2i(8)		
(9) Valuation/appraisal fees	2i(9)		
(10) Other trustee fees and expenses	2i(10)		
(11) Other expenses	2i(11)	4282	
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		145932
j Total expenses. Add all expense amounts in column (b) and enter total	2j		145932

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		208726148
l Transfers of assets:			
(1) To this plan	2l(1)		109270000
(2) From this plan	2l(2)		112880237

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) Unmodified (2) Qualified (3) Disclaimer (4) Adverse

b Check the appropriate box(es) to indicate whether the IQPA performed an ERISA section 103(a)(3)(C) audit. Check both boxes (1) and (2) if the audit was performed pursuant to both 29 CFR 2520.103-8 and 29 CFR 2520.103-12(d). Check box (3) if pursuant to neither.

(1) DOL Regulation 2520.103-8 (2) DOL Regulation 2520.103-12(d) (3) neither DOL Regulation 2520.103-8 nor DOL Regulation 2520.103-12(d).

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

(1) Name: **BKD, LLP**

(2) EIN: **44-0160260**

d The opinion of an independent qualified public accountant is **not attached** as part of Schedule H because:

(1) This form is filed for a CCT, PSA, DCG 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. DCGs do not complete lines 4e, 4f, 4k, 4l, and 5, and DCGs generally complete the rest of Part IV collectively for all plans in the DCG, except as otherwise provided (see instructions).

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)			
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.)		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?			
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?			
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?			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?			
l Has the plan failed to provide any benefit when due under the plan?			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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 Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) Yes No Not determined

If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____.

Massachusetts S&P 500 Pooled Index Fund

Financial Statements
and Supplementary Information

December 31, 2024

Massachusetts S&P 500 Pooled Index Fund

Financial Statements
and Supplementary Information
December 31, 2024

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Independent Auditor's Report

Directors and Participants

Massachusetts S&P 500 Pooled Index Fund:

Opinion

We have audited the financial statements of the Massachusetts S&P 500 Pooled Index Fund (the "Fund"), which comprise the statement of assets and liabilities, including the condensed schedule of investments, as of December 31, 2024, and the related statements of operations and changes in net assets for the year then ended, and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Fund as of December 31, 2024, and the results of its operations and the changes in net assets for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Fund and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for 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.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Fund's ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Fund's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The schedule of investment purchases and sales is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements.

The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Wolf & Company, P.C.

Boston, Massachusetts

March 31, 2025

Massachusetts S&P 500 Pooled Index Fund

Statement of Assets and Liabilities December 31, 2024

ASSETS

Investments, at fair value (cost \$456,888,689)	\$ 1,038,073,212
Cash and cash equivalents	1,040,643
Receivable for:	
Dividends and interest	637,000
Tax reclaims	<u>2,436</u>
 Total Assets	 <u>1,039,753,291</u>

LIABILITIES

Accounts payable and accrued liabilities	<u>35,604</u>
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NET ASSETS

\$ 1,039,717,687

Units Outstanding	3,674,769
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Net Asset Value Per Unit

\$ 282.93

See accompanying notes to financial statements

Massachusetts S&P 500 Pooled Index Fund

Condensed Schedule of Investments
December 31, 2024

Number of Shares	Description	% of Net Assets	Fair Value
Investments in Securities			
<u>Common Stocks - United States of America</u>			
	Communication Services	9.30%	\$ 96,702,844
	Consumer Discretionary	11.14	115,788,763
	Consumer Staples	5.50	57,159,493
	Energy	3.14	32,652,803
	Financials	13.50	140,358,556
	Health Care	10.02	104,165,821
	Industrials	8.10	84,168,034
	Information Technology		
313,204	Apple Inc ¹	7.54	78,432,546
508,268	Nvidia Corp ¹	6.56	68,255,310
154,053	Microsoft Corp ¹	6.25	64,933,340
	Other	11.93	124,056,404
	Materials	1.88	19,577,467
	Real Estate	0.14	1,434,088
	Utilities	2.30	<u>23,942,926</u>
	Total Common Stocks (cost \$435,022,817)	97.30%	<u>\$ 1,011,628,395</u>

¹ Denotes greater than 5% investment

See accompanying notes to financial statements

Massachusetts S&P 500 Pooled Index Fund

Condensed Schedule of Investments (continued)
December 31, 2024

Number of Shares	Description	% of Net Assets	Fair Value
<u>Real Estate Investment Trusts - United States of America</u>			
	Real Estate	1.94%	<u>\$ 20,204,220</u>
	Total Real Estate Investment Trusts (cost \$15,685,359)	1.94%	<u>\$ 20,204,220</u>
<u>Mutual Fund - United States of America</u>			
	Financials	0.60%	<u>\$ 6,240,597</u>
	Total Mutual Fund (cost \$6,180,513)	0.60%	<u>\$ 6,240,597</u>
	Total Investments in Securities (cost \$456,888,689)	99.84%	<u>\$ 1,038,073,212</u>

See accompanying notes to financial statements

Massachusetts S&P 500 Pooled Index Fund

Statement of Operations
Year Ended December 31, 2024

INCOME

Interest	\$	41,099
Dividends		13,155,183
Other		<u>5,805</u>

Total Income 13,202,087

EXPENSES

Custody		119,110
Filing fees		4,282
Professional		<u>22,540</u>

Total Expenses 145,932

NET INVESTMENT INCOME 13,056,155

NET REALIZED AND UNREALIZED GAIN ON INVESTMENTS

Net realized gain		61,334,474
Net change in unrealized appreciation		<u>134,335,519</u>

Net realized and unrealized gain 195,669,993

NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS \$ 208,726,148

See accompanying notes to financial statements

Massachusetts S&P 500 Pooled Index Fund

Statement of Changes In Net Assets Year Ended December 31, 2024

OPERATIONS

Net investment income	\$ 13,056,155
Net realized gain	61,334,474
Net change in unrealized appreciation	<u>134,335,519</u>

Net increase in net assets resulting from operations 208,726,148

NET DECREASE IN NET ASSETS FROM PARTICIPANT TRANSACTIONS (3,610,237)

NET INCREASE IN NET ASSETS 205,115,911

NET ASSETS

Beginning of year 834,601,776

End of year \$ 1,039,717,687

See accompanying notes to financial statements

Massachusetts S&P 500 Pooled Index Fund

Notes to Financial Statements
December 31, 2024

1. Nature of Operations and Summary of Significant Accounting Policies

Nature of Operations

The Massachusetts S&P 500 Pooled Index Fund (the “Fund”) was formed under a Declaration of Trust. The investment objective of the Fund is to match the return of the S&P 500 Index through investments in substantially all of the stocks contained in that index. State Street Bank and Trust Company (“State Street Bank”) is the Trustee along with the Custodian and Recordkeeper. RhumbLine Advisers Limited Partnership is the Fund’s Investment Manager (“Investment Manager”). The Investment Manager is registered with the United States Securities Exchange Commission as an investment adviser under the Investment Adviser’s Act of 1940.

The Fund follows accounting standards established by the Financial Accounting Standards Board (the “FASB”) to ensure consistent reporting of financial condition and results of operations. References to accounting principles generally accepted in the United States of America (“U.S. GAAP”) in these notes are to the FASB Accounting Standards Codification (“ASC”).

The Fund qualifies as an investment company, defined in FASB, ASC Topic 946 Financial Services – Investment Companies and, therefore, is applying the specialized accounting and reporting guidance in ASC Topic 946.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of investment income and expenses during the reporting period. Actual results could differ from those estimates.

Investment Valuation

All investments in securities are recorded at their estimated fair value. Transfers in and out of Level 1 (quoted market prices), Level 2 (significant other observable inputs), and Level 3 (significant unobservable inputs) are recognized on the period ending date.

Investment Transactions

Investment transactions are accounted for on the trade date. Realized gains and losses from investment transactions and unrealized appreciation or depreciation on investments are reported on the average cost basis.

Massachusetts S&P 500 Pooled Index Fund

Notes to Financial Statements
December 31, 2024

1. Nature of Operations and Summary of Significant Accounting Policies (*continued*)

Investment Income and Distribution of Income

Dividend income less foreign taxes withheld, if any, is recorded on the ex-dividend date and interest income is recorded on the accrual basis from settlement date. Net investment income is allocated ratably on the valuation dates among all participants. No distributions are made to participants in the Fund until units owned are redeemed, at which time the market value of redeemed units is distributed. Investment income and realized gains (if any) earned by the Fund are reinvested, thereby increasing the respective unit values.

Cash and Cash Equivalents

Cash represents cash on hand and demand deposits held at financial institutions. Cash equivalents include short-term highly liquid investments of sufficient credit quality that are readily convertible to known amounts of cash and have original maturities of three months or less. Cash equivalents are held in short-term investment funds or money market funds to meet short-term liquidity requirements, rather than for investment purposes.

Tax Reclaims Receivable

Tax reclaims receivable is recorded on the ex-dividend date based upon the Trustee's interpretation of country specific taxation of dividend income, which may be subject to change due to changes in country specific tax regulations regarding amounts reclaimable or the Trustee's interpretation of country specific taxation of dividend income and related amount reclaimable.

Valuation of Participants' Interest

The net asset value of the Fund is determined daily ("valuation date"). Issuances and redemptions of the Fund are made on such days, based upon the closing value of the securities bought or sold as of the valuation date, adjusted for the related market effect and transaction costs, which are allocated to the applicable participant. Transaction costs include brokerage commissions, taxes, and other direct costs related to security transactions. Market effect is the difference between the execution price of the investment on the trade date and the investment's closing market value on the valuation date.

Income Taxes

The Fund complies with the requirements under Section 501(a) of the Internal Revenue Code and apportions all of its taxable income to its participants. Therefore, the Fund is exempt from federal and state income taxes and no income tax provision is required.

2. Expenses

Under the Declaration of Trust, the Fund may pay certain expenses for services received during the year, which include custodian and professional fees. State Street Bank is paid a custody fee by the Fund based upon the Fund's average net assets. The Investment Manager's fee is not charged to the Fund but is paid directly by the participants in the Fund.

Massachusetts S&P 500 Pooled Index Fund

Notes to Financial Statements
December 31, 2024

2. Expenses (continued)

Each participant agrees to and contracts with the Investment Manager independently to a fee related to the chosen investment mix and services based upon the participant's assets under management which is typically paid quarterly.

3. Financial Highlights

For a unit of participation outstanding throughout the year:

Net asset value, beginning of year	\$ <u>226.44</u>
Net investment income	3.53
Net realized and unrealized gain	<u>52.96</u>
Net increase from investment operations	<u>56.49</u>
Net asset value, end of year	\$ <u>282.93</u>
Total return	24.95 %
Ratio to average net assets:	
Net investment income	1.38 %
Expenses	0.02 %

4. Participant Unit Transactions

	<u>Units</u>	<u>Amounts</u>
Proceeds from sale of units	430,536	\$ 109,270,000
Cost of units redeemed	<u>(441,489)</u>	<u>(112,880,237)</u>
Net decrease from participant transactions	<u>(10,953)</u>	<u>\$ (3,610,237)</u>

There is no minimum initial investment from a new unit holder. There is no minimum for additional capital contribution amounts from an existing unit holder. Withdrawals can be made in any amount provided at least five business days' notice, typically on the last business day of each month, or additional days as designated by the Investment Manager.

5. Disclosures About Fair Value of Financial Instruments

Fair value is the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

Level 1: Quoted prices in active markets for identical assets or liabilities that the Fund can access at the measurement date.

Massachusetts S&P 500 Pooled Index Fund

Notes to Financial Statements
December 31, 2024

5. Disclosures About Fair Value of Financial Instruments *(continued)*

Level 2: Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices for identical instruments in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying statement of assets and liabilities, as well as the general classification of such assets pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the year ended December 31, 2024.

Equity Securities (Common Stocks, Real Estate Investment Trusts and Mutual Fund)

Securities traded on a national securities exchange (or reported on the NASDAQ national market) are valued at the last reported sales price or official closing price as reported by an independent pricing service on the primary market or exchange on which they are traded and are categorized as Level 1 in the hierarchy.

The following table presents the fair value measurements of assets recognized in the accompanying statement of assets and liabilities measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall on December 31, 2024:

	<u>Fair Value Measurement Using</u>			Total
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Common stocks	\$1,011,628,395	\$ -	\$ -	\$1,011,628,395
Real estate investment trusts	20,204,220	-	-	20,204,220
Mutual fund	<u>6,240,597</u>	<u>-</u>	<u>-</u>	<u>6,240,597</u>
Total	<u>\$1,038,073,212</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$1,038,073,212</u>

Massachusetts S&P 500 Pooled Index Fund

Notes to Financial Statements
December 31, 2024

6. Risk Factors

The Fund invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the accompanying statement of assets and liabilities.

7. Indemnifications

In the normal course of business, the Fund enters into contracts that contain a variety of representations and warranties that provide indemnifications under certain circumstances. The Fund's maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the Fund that have not yet occurred. The Fund expects the risk of future obligation under these indemnifications to be remote.

8. Subsequent Events

Subsequent events have been evaluated through March 31, 2025, which is the date the financial statements were available to be issued. There were no subsequent events that require adjustment to or disclosure in the financial statements.

Massachusetts S&P 500 Pooled Index Fund

Supplementary Information

December 31, 2024

Massachusetts S&P 500 Pooled Index Fund

Schedule of Investment Purchases and Sales Year Ended December 31, 2024

Purchases			
Investment Type	Cost		
Common stocks	\$ 119,973,587		
Real estate investment trusts	2,222,877		
Mutual fund	<u>28,405,189</u>		
Total Investments Purchased	<u>\$ 150,601,653</u>		

Sales			
Investment Type	Proceeds	Cost	Realized Gain
Common stocks	\$ 113,012,158	\$ 52,961,432	\$ 60,050,726
Real estate investment trusts	1,756,286	1,403,556	352,730
Mutual fund	<u>26,878,240</u>	<u>25,947,222</u>	<u>931,018</u>
Total Investments Sold	<u>\$ 141,646,684</u>	<u>\$ 80,312,210</u>	<u>\$ 61,334,474</u>

See independent auditor's report

(A) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
INTEREST BEARING CASH			
928HVNL10 STIF 25 BPS	STIF 25 BPS 1,035,869.45	1.000 12/31/2050 1,035,869.45	1,035,869.45
	----- 1,035,869.45	----- 1,035,869.45	----- 1,035,869.45

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
	CORPORATE STOCKS - COMMON			
	G0176U109 ALLEGIION PLC	COMMON STOCK USD.01	99,922.85	236,729.80
	G0250X107 AMCOR PLC	COMMON STOCK USD.01	309,436.96	269,935.26
	G0403H108 AON PLC CLASS A	COMMON STOCK 4,481.000	583,260.03	1,609,395.96
	G0450A105 ARCH CAPITAL GROUP LTD	COMMON STOCK USD.01 7,848.000	483,685.06	724,762.80
	G1151C101 ACCENTURE PLC CL A	COMMON STOCK USD.0000225 12,947.000	1,907,855.94	4,554,625.13
	G29183103 EATON CORP PLC	COMMON STOCK USD.01 8,189.000	727,071.84	2,717,683.43
	G3223R108 EVEREST GROUP LTD	COMMON STOCK USD.01 912.000	249,452.41	330,563.52
	G3265R107 APTIV PLC	COMMON STOCK USD.01 5,699.000	314,537.26	344,675.52
	G491BT108 INVESCO LTD	COMMON STOCK USD.2 8,935.000	194,086.00	156,183.80
	G51502105 JOHNSON CONTROLS INTERNATION	COMMON STOCK USD.01 13,924.000	579,460.59	1,099,021.32
	G54950103 LINDE PLC	COMMON STOCK 9,866.000	2,037,250.06	4,130,598.22
	G5960L103 MEDTRONIC PLC	COMMON STOCK USD.1 26,573.000	2,232,440.89	2,122,651.24
	G66721104 NORWEGIAN CRUISE LINE HOLDIN	COMMON STOCK USD.001 8,432.000	338,818.31	216,955.36
	G7S00T104 PENTAIR PLC	COMMON STOCK USD.01 3,338.000	112,256.89	335,936.32
	G7997R103 SEAGATE TECHNOLOGY HOLDINGS	COMMON STOCK USD.00001 4,377.000	186,815.88	377,778.87
	G8267P108 SMURFIT WESTROCK PLC	COMMON STOCK 10,284.000	473,831.67	553,896.24
	G8473T100 STERIS PLC	COMMON STOCK USD75.0 2,074.000	335,827.66	426,331.44
	G87052109 TE CONNECTIVITY PLC	COMMON STOCK USD.01 6,198.000	390,017.93	886,128.06
	G8994E103 TRANE TECHNOLOGIES PLC	COMMON STOCK USD1.0 4,663.000	351,938.67	1,722,279.05
	G96629103 WILLIS TOWERS WATSON PLC	COMMON STOCK USD.000304635 2,087.000	313,886.46	653,731.88

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
	H11356104 BUNGE GLOBAL SA	COMMON STOCK USD.01 3,009.000	311,479.41	233,979.84
	H14671104 CHUBB LTD	COMMON STOCK 7,768.000	946,718.25	2,146,298.40
	H29061109 GARMIN LTD	COMMON STOCK CHF.1 3,225.000	230,229.13	665,188.50
	N53745100 LYONDELEBASELL INDU CL A	COMMON STOCK EUR.04 5,405.000	386,366.94	401,429.35
	N65961109 NXP SEMICONDUCTORS NV	COMMON STOCK EUR.2 5,310.000	1,090,164.68	1,103,683.50
	V77801103 ROYAL CARIBBEAN CRUISES LTD	COMMON STOCK USD.01 4,968.000	468,141.83	1,146,067.92
	001055102 AFLAC INC	COMMON STOCK USD.1 10,359.000	366,454.26	1,071,534.96
	001301105 AES CORP	COMMON STOCK USD.01 14,829.000	216,252.97	190,849.23
	002061102 AT+T INC	COMMON STOCK USD1.0 148,674.000	3,424,101.33	3,385,306.98
	002824100 ABBOTT LABORATORIES	COMMON STOCK 35,939.000	2,080,287.92	4,065,060.29
	002871109 ABBVIE INC	COMMON STOCK USD.01 36,615.000	2,700,562.23	6,506,485.50
	003CVR016 CONTRA ABIOMED INC	COMMON STOCK 975.000	994.50	994.50
	007241101 ADOBE INC	COMMON STOCK USD.0001 9,121.000	1,775,312.33	4,055,926.28
	007903107 ADVANCED MICRO DEVICES	COMMON STOCK USD.01 33,624.000	1,480,580.31	4,061,442.96
	008461101 AGILENT TECHNOLOGIES INC	COMMON STOCK USD.01 5,953.000	288,152.83	799,726.02
	009066101 AIRENB INC CLASS A	COMMON STOCK USD.0001 8,969.000	1,274,270.44	1,178,616.29
	009158106 AIR PRODUCTS + CHEMICALS INC	COMMON STOCK USD1.0 4,606.000	644,399.00	1,335,924.24
	009711101 AKAMAI TECHNOLOGIES INC	COMMON STOCK USD.01 3,081.000	167,733.43	294,697.65
	012653101 ALBEMARLE CORP	COMMON STOCK USD.01 2,397.000	209,752.59	206,333.76
	015271109 ALEXANDRIA REAL ESTATE EQUIT	REIT USD.01 3,303.000	418,661.41	322,207.65
	016255101 ALIGN TECHNOLOGY INC	COMMON STOCK USD.0001 1,389.000	245,930.96	289,620.39
	018802108 ALLIANT ENERGY CORP	COMMON STOCK USD.01 5,206.000	229,389.11	307,882.84

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
020002101	ALLSTATE CORP	COMMON STOCK USD.01		
		5,538.000	378,374.94	1,067,671.02
02079K107	ALPHABET INC CL C	COMMON STOCK USD.001		
		98,612.000	5,097,110.30	18,779,669.28
02079K305	ALPHABET INC CL A	COMMON STOCK USD.001		
		121,068.000	6,323,068.17	22,918,172.40
02209S103	ALTRIA GROUP INC	COMMON STOCK USD.333		
		35,116.000	1,251,212.29	1,836,215.64
023135106	AMAZON.COM INC	COMMON STOCK USD.01		
		193,907.000	13,724,702.28	42,541,256.73
023608102	AMEREN CORPORATION	COMMON STOCK USD.01		
		5,364.000	262,468.99	478,146.96
025537101	AMERICAN ELECTRIC POWER	COMMON STOCK USD6.5		
		11,061.000	659,760.52	1,020,156.03
025816109	AMERICAN EXPRESS CO	COMMON STOCK USD.2		
		11,531.000	983,346.84	3,422,285.49
026874784	AMERICAN INTERNATIONAL GROUP	COMMON STOCK USD2.5		
		12,924.000	786,915.52	940,867.20
03027X100	AMERICAN TOWER CORP	REIT USD.01		
		9,736.000	1,301,434.36	1,785,679.76
030420103	AMERICAN WATER WORKS CO INC	COMMON STOCK USD.01		
		4,088.000	380,358.14	508,915.12
03073E105	CENCORA INC	COMMON STOCK USD.01		
		3,636.000	291,806.30	816,936.48
03076C106	AMERIPRISE FINANCIAL INC	COMMON STOCK USD.01		
		2,010.000	209,623.68	1,070,184.30
031100100	AMETEK INC	COMMON STOCK USD.01		
		4,792.000	339,113.98	863,805.92
031162100	AMGEN INC	COMMON STOCK USD.0001		
		11,138.000	1,555,701.39	2,903,008.32
032095101	AMPHENOL CORP CL A	COMMON STOCK USD.001		
		24,980.000	399,313.65	1,734,861.00
032654105	ANALOG DEVICES INC	COMMON STOCK USD.167		
		10,287.000	929,864.54	2,185,576.02
03662Q105	ANSYS INC	COMMON STOCK USD.01		
		1,832.000	307,481.71	617,988.56
036752103	ELEVANCE HEALTH INC	COMMON STOCK USD.01		
		4,834.000	890,456.78	1,783,262.60
03743Q108	APA CORP	COMMON STOCK USD.625		
		7,368.000	386,920.34	170,127.12
03769W106	APOLLO GLOBAL MANAGEMENT INC	COMMON STOCK USD.0001		
		9,261.000	1,583,955.14	1,529,546.76
037833100	APPLE INC	COMMON STOCK USD.00001		
		313,204.000	19,029,659.74	78,432,545.68

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
038222105	APPLIED MATERIALS INC	COMMON STOCK USD.01 17,081.000	806,987.91	2,777,883.03
039483102	ARCHER DANIELS MIDLAND CO	COMMON STOCK 9,966.000	357,304.88	503,482.32
040413205	ARISTA NETWORKS INC	COMMON STOCK USD.0001 21,308.000	523,930.46	2,355,173.24
04621X108	ASSURANT INC	COMMON STOCK USD.01 1,054.000	71,202.42	224,733.88
049560105	ATMOS ENERGY CORP	COMMON STOCK 3,166.000	324,657.08	440,928.82
052769106	AUTODESK INC	COMMON STOCK USD.01 4,489.000	426,159.19	1,326,813.73
053015103	AUTOMATIC DATA PROCESSING	COMMON STOCK USD.1 8,443.000	853,729.26	2,471,519.39
053332102	AUTOZONE INC	COMMON STOCK USD.01 351.000	279,117.71	1,123,902.00
053484101	AVALONBAY COMMUNITIES INC	REIT USD.01 2,980.000	465,966.85	655,510.60
053611109	AVERY DENNISON CORP	COMMON STOCK USD1.0 1,691.000	121,576.99	316,436.83
05464C101	AXON ENTERPRISE INC	COMMON STOCK USD.00001 1,489.000	343,385.32	884,942.48
05722G100	BAKER HUGHES CO	COMMON STOCK USD.0001 20,503.000	617,310.28	841,033.06
058498106	BALL CORP	COMMON STOCK 6,327.000	226,605.66	348,807.51
060505104	BANK OF AMERICA CORP	COMMON STOCK USD.01 138,316.000	3,108,150.42	6,078,988.20
064058100	BANK OF NEW YORK MELLON CORP	COMMON STOCK USD.01 15,065.000	567,338.65	1,157,443.95
071813109	BAXTER INTERNATIONAL INC	COMMON STOCK USD1.0 10,613.000	523,470.08	309,475.08
075887109	BECTON DICKINSON AND CO	COMMON STOCK USD1.0 5,989.000	1,006,551.61	1,358,724.43
084423102	WR BERKLEY CORP	COMMON STOCK USD.2 6,012.000	189,527.97	351,822.24
084670702	BERKSHIRE HATHAWAY INC CL B	COMMON STOCK USD.0033 37,979.000	7,059,745.46	17,215,121.12
086516101	BEST BUY CO INC	COMMON STOCK USD.1 4,090.000	193,103.87	350,922.00
09062X103	BIOGEN INC	COMMON STOCK USD.0005 3,056.000	524,650.91	467,323.52
09073M104	BIO TECHNE CORP	COMMON STOCK USD.01 3,173.000	390,517.29	228,551.19

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
	09260D107 BLACKSTONE INC	COMMON STOCK USD.00001 14,996.000	1,736,161.08	2,585,610.32
	09290D101 BLACKROCK INC	COMMON STOCK USD.01 3,017.000	1,388,296.03	3,092,756.87
	097023105 BOEING CO/THE	COMMON STOCK USD5.0 15,489.000	2,462,620.84	2,741,553.00
	09857L108 BOOKING HOLDINGS INC	COMMON STOCK USD.008 686.000	911,091.63	3,408,336.12
	099724106 BORGWARNER INC	COMMON STOCK USD.01 4,589.000	149,719.19	145,884.31
	101121101 EXP INC	REIT USD.01 2,905.000	272,107.76	216,015.80
	101137107 BOSTON SCIENTIFIC CORP	COMMON STOCK USD.01 30,538.000	882,983.12	2,727,654.16
	110122108 BRISTOL MYERS SQUIBB CO	COMMON STOCK USD.1 42,024.000	1,956,278.73	2,376,877.44
	11133T103 BROADRIDGE FINANCIAL SOLUTIO	COMMON STOCK USD.01 2,422.000	306,591.17	547,589.98
	11135F101 BROADCOM INC	COMMON STOCK 96,775.000	4,428,026.48	22,436,316.00
	115236101 BROWN + BROWN INC	COMMON STOCK USD.1 4,968.000	302,117.95	506,835.36
	115637209 BROWN FORMAN CORP CLASS B	COMMON STOCK USD.15 3,688.000	125,860.92	140,070.24
	12008R107 BUILDERS FIRSTSOURCE INC	COMMON STOCK USD.01 2,427.000	399,380.76	346,891.11
	12503M108 CBOE GLOBAL MARKETS INC	COMMON STOCK 2,207.000	222,991.09	431,247.80
	12504L109 CBRE GROUP INC A	COMMON STOCK USD.01 6,232.000	227,967.35	818,199.28
	12514G108 CDW CORP/DE	COMMON STOCK USD.01 2,821.000	371,150.84	490,966.84
	125269100 CF INDUSTRIES HOLDINGS INC	COMMON STOCK USD.01 3,626.000	114,213.49	309,370.32
	12541W209 C.H. ROBINSON WORLDWIDE INC	COMMON STOCK USD.1 2,325.000	139,036.96	240,219.00
	125523100 THE CIGNA GROUP	COMMON STOCK USD.01 5,763.000	836,931.99	1,591,394.82
	125720105 CME GROUP INC	COMMON STOCK USD.01 7,467.000	959,353.25	1,734,061.41
	125896100 CMS ENERGY CORP	COMMON STOCK USD.01 6,022.000	215,394.22	401,366.30
	126408103 CSX CORP	COMMON STOCK USD1.0 39,957.000	539,591.60	1,289,412.39

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
	126650100	CVS HEALTH CORP COMMON STOCK USD.01	1,506,124.50	1,181,280.35
	127097103	COTERRA ENERGY INC COMMON STOCK USD.1	294,790.78	377,251.34
	127387108	CADENCE DESIGN SYS INC COMMON STOCK USD.01	412,788.14	1,715,927.06
	127696100	CAESARS ENTERTAINMENT INC COMMON STOCK	377,502.85	146,346.18
	133131102	CAMDEN PROPERTY TRUST REIT USD.01	355,157.51	245,192.52
	134429109	THE CAMPBELL S COMPANY COMMON STOCK USD.0375	161,833.43	166,891.80
	14040H105	CAPITAL ONE FINANCIAL CORP COMMON STOCK USD.01	549,375.59	1,409,441.28
	14149Y108	CARDINAL HEALTH INC COMMON STOCK	256,901.86	604,477.97
	143130102	CARMAX INC COMMON STOCK USD.5	144,684.59	260,732.64
	143658300	CARNIVAL CORP COMMON STOCK USD.01	517,081.96	489,571.24
	14448C104	CARRIER GLOBAL CORP COMMON STOCK USD.01	365,038.93	1,180,147.14
	149123101	CATERPILLAR INC COMMON STOCK USD1.0	1,136,472.01	3,629,051.04
	150870103	CELANESE CORP COMMON STOCK USD.0001	218,423.55	157,591.17
	15135B101	CENTENE CORP COMMON STOCK USD.001	523,692.35	633,666.80
	15189T107	CENTERPOINT ENERGY INC COMMON STOCK USD.01	275,690.12	407,032.44
	15677J108	DAYFORCE INC COMMON STOCK USD.01	321,144.82	228,452.80
	159864107	CHARLES RIVER LABORATORIES COMMON STOCK USD.01	342,310.17	193,460.80
	16119P108	CHARTER COMMUNICATIONS INC A COMMON STOCK USD.001	617,648.70	686,911.08
	166764100	CHEVRON CORP COMMON STOCK USD.75	3,634,360.83	5,015,664.36
	169656105	CHIPOTLE MEXICAN GRILL INC COMMON STOCK USD.01	462,807.60	1,702,449.90
	171340102	CHURCH + DWIGHT CO INC COMMON STOCK USD1.0	285,322.17	537,267.01
	172062101	CINCINNATI FINANCIAL CORP COMMON STOCK USD2.0	215,631.00	472,054.50

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
	17275R102 CISCO SYSTEMS INC	COMMON STOCK USD-.001 82,591.000	2,729,213.41	4,889,387.20
	17290R105 CINTAS CORP	COMMON STOCK 7,141.000	279,273.29	1,304,660.70
	172967424 CITIGROUP INC	COMMON STOCK USD-.01 39,187.000	2,318,640.84	2,758,372.93
	174610105 CITIZENS FINANCIAL GROUP	COMMON STOCK USD-.01 9,131.000	257,347.53	399,572.56
	189054109 CLOROX COMPANY	COMMON STOCK USD1.0 2,606.000	258,086.00	423,240.46
	191216100 COCA COLA CO/THE	COMMON STOCK USD.25 80,332.000	3,345,477.35	5,001,470.32
	192446102 COGNIZANT TECH SOLUTIONS A	COMMON STOCK USD-.01 10,273.000	437,966.44	789,993.70
	194162103 COLGATE PALMOLIVE CO	COMMON STOCK USD1.0 17,031.000	962,264.32	1,548,288.21
	20030N101 COMCAST CORP CLASS A	COMMON STOCK USD-.01 79,091.000	2,261,561.28	2,968,285.23
	205887102 CONAGRA BRANDS INC	COMMON STOCK USD5.0 9,487.000	236,621.92	263,264.25
	20825C104 CONOCOPHILLIPS	COMMON STOCK USD-.01 26,802.000	1,637,992.76	2,657,954.34
	209115104 CONSOLIDATED EDISON INC	COMMON STOCK USD.1 7,257.000	478,452.83	647,542.11
	21036P108 CONSTELLATION BRANDS INC A	COMMON STOCK USD-.01 3,266.000	369,160.20	721,786.00
	21037T109 CONSTELLATION ENERGY	COMMON STOCK 6,517.000	317,202.05	1,457,918.07
	216648501 COOPER COS INC/THE	COMMON STOCK USD.1 4,171.000	252,052.18	383,440.03
	217204106 COPART INC	COMMON STOCK 18,164.000	365,397.81	1,042,431.96
	219350105 CORNING INC	COMMON STOCK USD.5 16,101.000	343,069.54	765,119.52
	219948106 COREPAY INC	COMMON STOCK USD-.001 1,475.000	350,807.17	499,169.50
	22052L104 CORTEVA INC	COMMON STOCK USD-.01 14,240.000	379,756.75	811,110.40
	22160K105 COSTCO WHOLESALE CORP	COMMON STOCK USD-.005 9,181.000	2,132,616.87	8,412,274.87
	22160N109 COSTAR GROUP INC	COMMON STOCK USD-.01 8,603.000	620,334.58	615,888.77
	22788C105 CROWDSTRIKE HOLDINGS INC A	COMMON STOCK 4,841.000	1,807,482.58	1,656,396.56

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
22822V101	CROWN CASTLE INC	REIT USD.01 9,118.000	858,435.14	827,549.68
231021106	COMMINS INC	COMMON STOCK USD2.5 2,871.000	327,018.66	1,000,830.60
23331A109	DR HORTON INC	COMMON STOCK USD.01 6,116.000	273,976.82	855,139.12
233331107	DTE ENERGY COMPANY	COMMON STOCK 4,343.000	311,606.97	524,417.25
235851102	DANAHER CORP	COMMON STOCK USD.01 13,319.000	1,306,605.41	3,057,376.45
237194105	DARDEN RESTAURANTS INC	COMMON STOCK 2,434.000	159,372.15	454,403.46
23918K108	DAVITA INC	COMMON STOCK USD.001 934.000	41,104.20	139,679.70
243537107	DECKERS OUTDOOR CORP	COMMON STOCK USD.01 3,148.000	476,074.04	639,327.32
244199105	DEERE + CO	COMMON STOCK USD1.0 5,272.000	710,916.50	2,233,746.40
24703L202	DELL TECHNOLOGIES C	COMMON STOCK 6,364.000	747,165.18	733,387.36
247361702	DELTA AIR LINES INC	COMMON STOCK USD.0001 13,284.000	459,985.70	803,682.00
25179M103	DEVON ENERGY CORP	COMMON STOCK USD.1 13,243.000	500,164.72	433,443.39
252131107	DEXCOM INC	COMMON STOCK USD.001 8,093.000	844,665.57	629,392.61
25278X109	DIAMONDBACK ENERGY INC	COMMON STOCK USD.01 3,743.000	423,577.85	613,215.69
253868103	DIGITAL REALTY TRUST INC	REIT USD.01 6,415.000	740,882.34	1,137,571.95
254687106	WALT DISNEY CO/THE	COMMON STOCK USD.01 37,523.000	3,095,264.87	4,178,186.05
254709108	DISCOVER FINANCIAL SERVICES	COMMON STOCK USD.01 5,259.000	246,740.81	911,016.57
256677105	DOLLAR GENERAL CORP	COMMON STOCK USD.875 4,659.000	380,531.65	353,245.38
256746108	DOLLAR TREE INC	COMMON STOCK USD.01 4,112.000	280,977.67	308,153.28
25746U109	DOMINION ENERGY INC	COMMON STOCK 17,535.000	1,050,056.16	944,435.10
25754A201	DOMINO S PIZZA INC	COMMON STOCK USD.01 693.000	263,557.71	290,893.68
260003108	DOVER CORP	COMMON STOCK USD1.0 2,884.000	170,887.21	541,038.40

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
260557103	DOW INC	COMMON STOCK USD.01 14,756.000	590,894.53	592,158.28
26441C204	DUKE ENERGY CORP	COMMON STOCK USD.001 16,006.000	1,166,307.18	1,724,486.44
26614N102	DUPONT DE NEMOURS INC	COMMON STOCK USD.01 8,797.000	514,431.75	670,771.25
26875P101	EOG RESOURCES INC	COMMON STOCK USD.01 11,654.000	797,672.10	1,428,547.32
26884L109	EQF CORP	COMMON STOCK 12,450.000	466,140.54	574,069.50
277432100	EASTMAN CHEMICAL CO	COMMON STOCK USD.01 2,373.000	117,552.79	216,702.36
278642103	EBAY INC	COMMON STOCK USD.001 9,925.000	231,125.46	614,853.75
278865100	ECOLAB INC	COMMON STOCK USD1.0 5,222.000	582,970.18	1,223,619.04
281020107	EDISON INTERNATIONAL	COMMON STOCK 8,036.000	422,955.05	641,594.24
28176E108	EDWARDS LIFESCIENCES CORP	COMMON STOCK USD1.0 12,220.000	448,144.64	904,646.60
285512109	ELECTRONIC ARTS INC	COMMON STOCK USD.01 5,011.000	309,054.57	733,109.30
291011104	EMERSON ELECTRIC CO	COMMON STOCK USD.5 11,814.000	633,110.13	1,464,109.02
29355A107	ENPHASE ENERGY INC	COMMON STOCK USD.00001 2,700.000	544,683.78	185,436.00
29364G103	ENTERGY CORP	COMMON STOCK USD.01 8,962.000	387,173.79	679,498.84
29414B104	EPAM SYSTEMS INC	COMMON STOCK USD.001 1,179.000	777,695.73	275,673.78
294429105	EQUIFAX INC	COMMON STOCK USD1.25 2,594.000	243,933.03	661,080.90
29444U700	EQUINIX INC	REIT USD.001 1,992.000	874,483.83	1,878,236.88
29476L107	EQUITY RESIDENTIAL	REIT USD.01 7,074.000	391,007.87	507,630.24
29530P102	ERIE INDEMNITY COMPANY CL A	COMMON STOCK 520.000	270,927.80	214,359.60
297178105	ESSEX PROPERTY TRUST INC	REIT USD.0001 1,348.000	295,620.70	384,773.12
30034W106	EVERGY INC	COMMON STOCK 4,675.000	256,154.26	287,746.25
30040W108	EVERSOURCE ENERGY	COMMON STOCK USD5.0 7,390.000	381,774.34	424,407.70

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
30161N101	EXELON CORP	COMMON STOCK 20,947.000	619,306.63	788,445.08
30212F303	EXPEDIA GROUP INC	COMMON STOCK USD-.001 2,544.000	230,994.61	474,023.52
302130109	EXPEDITORS INTL WASH INC	COMMON STOCK USD-.01 2,964.000	173,132.96	328,322.28
30225T102	EXTRA SPACE STORAGE INC	REIT USD.01 4,443.000	519,763.15	664,672.80
30231G102	EXXON MOBIL CORP	COMMON STOCK 91,067.000	6,590,575.82	9,796,077.19
302491303	FWC CORP	COMMON STOCK USD.1 2,511.000	121,696.78	122,059.71
30303M102	META PLATFORMS INC CLASS A	COMMON STOCK USD-.000006 45,170.000	7,594,649.51	26,447,486.70
303075105	FACTSET RESEARCH SYSTEMS INC	COMMON STOCK USD-.01 756.000	356,325.49	363,091.68
303250104	FAIR ISAAC CORP	COMMON STOCK USD.01 505.000	375,213.84	1,005,419.65
311900104	PASTENAL CO	COMMON STOCK USD.01 11,962.000	302,824.86	860,187.42
313745101	FEDERAL REALTY INVS TRUST	REIT USD.01 1,500.000	222,375.24	167,925.00
31428X106	FEDEX CORP	COMMON STOCK USD.1 4,698.000	603,373.11	1,321,688.34
315616102	F5 INC	COMMON STOCK 1,197.000	160,370.00	301,009.59
31620M106	FIDELITY NATIONAL INFO SERV	COMMON STOCK USD.01 11,154.000	1,086,964.68	900,908.58
316773100	FIFTH THIRD BANCORP	COMMON STOCK 13,893.000	308,308.38	587,396.04
336433107	FIRST SOLAR INC	COMMON STOCK USD-.001 2,246.000	355,216.66	395,835.04
337738108	FISERV INC	COMMON STOCK USD-.01 11,788.000	887,369.88	2,421,490.96
337932107	FIRSTENERGY CORP	COMMON STOCK USD.1 10,879.000	441,431.59	432,766.62
345370860	FORD MOTOR CO	COMMON STOCK USD-.01 80,880.000	880,921.20	800,712.00
34959E109	FORTINET INC	COMMON STOCK USD-.001 13,283.000	294,529.36	1,254,977.84
34959J108	FORTIVE CORP	COMMON STOCK USD-.01 7,189.000	321,381.06	539,175.00
35137L105	FOX CORP CLASS A	COMMON STOCK USD-.01 4,587.000	184,656.05	222,836.46

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
	35137L204 FOX CORP CLASS B	COMMON STOCK USD.01		
		2,576.000	104,447.29	117,826.24
	354613101 FRANKLIN RESOURCES INC	COMMON STOCK USD.1		
		6,039.000	173,355.32	122,531.31
	35671D857 FREEPORT MC MORAN INC	COMMON STOCK USD.1		
		29,773.000	650,685.43	1,133,755.84
	36266G107 GE HEALTHCARE TECHNOLOGY	COMMON STOCK USD.01		
		9,522.000	892,229.83	744,429.96
	363576109 ARTHUR J GALLAGHER + CO	COMMON STOCK USD1.0		
		4,585.000	385,889.76	1,301,452.25
	366651107 GARTNER INC	COMMON STOCK USD.0005		
		1,598.000	245,248.70	774,183.06
	36828A101 GE VERNOVA INC	COMMON STOCK USD.01		
		5,712.000	546,483.48	1,878,848.16
	368736104 GENERAC HOLDINGS INC	COMMON STOCK USD.01		
		1,228.000	375,319.78	190,401.40
	369550108 GENERAL DYNAMICS CORP	COMMON STOCK USD1.0		
		5,375.000	756,435.73	1,416,258.75
	369604301 GENERAL ELECTRIC	COMMON STOCK USD.01		
		22,425.000	2,069,454.75	3,740,265.75
	370334104 GENERAL MILLS INC	COMMON STOCK USD.1		
		11,602.000	515,667.91	739,859.54
	37045V100 GENERAL MOTORS CO	COMMON STOCK USD.01		
		22,783.000	847,288.78	1,213,650.41
	372460105 GENUINE PARTS CO	COMMON STOCK USD1.0		
		2,923.000	205,282.58	341,289.48
	375558103 GILEAD SCIENCES INC	COMMON STOCK USD.001		
		25,822.000	1,354,195.88	2,385,178.14
	37940X102 GLOBAL PAYMENTS INC	COMMON STOCK		
		5,356.000	484,912.95	600,193.36
	37959E102 GLOBE LIFE INC	COMMON STOCK USD1.0		
		1,717.000	65,728.00	191,479.84
	380237107 GODADDY INC CLASS A	COMMON STOCK USD.001		
		2,958.000	409,200.62	583,820.46
	38141G104 GOLDMAN SACHS GROUP INC	COMMON STOCK USD.01		
		6,504.000	1,275,908.12	3,724,320.48
	384802104 WW GRAINGER INC	COMMON STOCK USD.5		
		918.000	232,366.71	967,617.90
	40412C101 HCA HEALTHCARE INC	COMMON STOCK USD.01		
		3,779.000	434,524.58	1,134,266.85
	40434L105 HP INC	COMMON STOCK USD.01		
		19,968.000	374,209.63	651,555.84
	406216101 HALLIBURTON CO	COMMON STOCK USD2.5		
		18,571.000	527,018.98	504,945.49

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
	416515104 HARTFORD INSURANCE GROUP INC	COMMON STOCK USD-.01		
		6,006.000	267,028.63	657,056.40
	418056107 HASBRO INC	COMMON STOCK USD.5		
		2,618.000	161,074.68	146,372.38
	42250P103 HEALTHPEAK PROPERTIES INC	REIT USD1.0		
		13,968.000	406,590.58	283,131.36
	426281101 JACK HENRY + ASSOCIATES INC	COMMON STOCK USD-.01		
		1,446.000	209,161.70	253,483.80
	427866108 HERSHEY CO/THE	COMMON STOCK USD1.0		
		3,098.000	299,224.46	524,646.30
	42809H107 HESS CORP	COMMON STOCK USD1.0		
		5,800.000	386,082.79	771,458.00
	42824C109 HEWLETT PACKARD ENTERPRISE	COMMON STOCK USD-.01		
		27,201.000	301,612.56	580,741.35
	43300A203 HILTON WORLDWIDE HOLDINGS IN	COMMON STOCK USD-.01		
		5,051.000	440,352.68	1,248,405.16
	436440101 HOLOGIC INC	COMMON STOCK USD-.01		
		4,931.000	211,648.48	355,475.79
	437076102 HOME DEPOT INC	COMMON STOCK USD.05		
		20,581.000	2,948,278.32	8,005,803.19
	438516106 HONEYWELL INTERNATIONAL INC	COMMON STOCK USD1.0		
		13,473.000	1,394,276.16	3,043,415.97
	440452100 HORMEL FOODS CORP	COMMON STOCK USD-.01465		
		5,927.000	140,755.55	185,929.99
	44107P104 HOST HOTELS + RESORTS INC	REIT USD.01		
		13,992.000	228,253.17	245,139.84
	443201108 HORWET AEROSPACE INC	COMMON STOCK		
		8,507.000	276,123.78	930,410.59
	443510607 HUBBELL INC	COMMON STOCK USD.01		
		1,127.000	346,885.43	472,089.03
	444859102 HUMANA INC	COMMON STOCK USD.16666666		
		2,529.000	424,777.71	641,632.59
	445658107 HUNT (JB) TRANSPRT SVCS INC	COMMON STOCK USD-.01		
		1,618.000	147,054.36	276,127.88
	446150104 HUNTINGTON BANCSHARES INC	COMMON STOCK USD-.01		
		30,363.000	336,077.69	494,006.01
	446413106 HUNTINGTON INGALLS INDUSTRIE	COMMON STOCK USD-.01		
		797.000	179,460.50	150,609.09
	45167R104 IDEX CORP	COMMON STOCK USD-.01		
		1,502.000	248,994.10	314,353.58
	45168D104 IDEXX LABORATORIES INC	COMMON STOCK USD.1		
		1,697.000	329,368.23	701,607.68
	452308109 ILLINOIS TOOL WORKS	COMMON STOCK USD-.01		
		5,568.000	558,593.82	1,411,822.08

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
45337C102	INCYTE CORP	COMMON STOCK USD-.001 3,198.000	364,617.65	220,885.86
45687V106	INGERSOLL RAND INC	COMMON STOCK USD-.01 8,350.000	238,881.14	755,341.00
45784F101	INSULET CORP	COMMON STOCK USD-.001 1,389.000	426,702.06	362,626.23
458140100	INTEL CORP	COMMON STOCK USD-.001 89,291.000	2,868,388.86	1,790,284.55
45866F104	INTERCONTINENTAL EXCHANGE IN	COMMON STOCK USD-.01 11,897.000	780,920.06	1,772,771.97
459200101	INTL BUSINESS MACHINES CORP	COMMON STOCK USD.2 19,200.000	2,530,289.09	4,220,736.00
459506101	INTL FLAVORS + FRAGRANCES	COMMON STOCK USD.125 5,358.000	593,168.10	453,018.90
460146103	INTERNATIONAL PAPER CO	COMMON STOCK USD1.0 6,994.000	226,419.65	376,417.08
460690100	INTERPUBLIC GROUP OF COS INC	COMMON STOCK USD.1 7,490.000	118,322.62	209,869.80
46120E602	INTUITIVE SURGICAL INC	COMMON STOCK USD-.001 7,394.000	977,431.84	3,859,372.24
461202103	INTUIT INC	COMMON STOCK USD-.01 5,808.000	1,219,856.24	3,650,328.00
46187W107	INVITATION HOMES INC	REIT USD.01 12,027.000	441,700.22	384,503.19
46266C105	IOVIA HOLDINGS INC	COMMON STOCK USD.01 3,610.000	485,204.06	709,401.10
46284V101	IRON MOUNTAIN INC	REIT USD.01 6,151.000	230,896.21	646,531.61
46625H100	JPMORGAN CHASE + CO	COMMON STOCK USD1.0 58,334.000	4,871,031.12	13,983,243.14
466313103	JABIL INC	COMMON STOCK USD-.001 2,393.000	317,908.27	344,352.70
46982L108	JACOBS SOLUTIONS INC	COMMON STOCK 2,628.000	166,514.66	351,153.36
478160104	JOHNSON + JOHNSON	COMMON STOCK USD1.0 49,886.000	5,172,300.56	7,214,513.32
48203R104	JUNIPER NETWORKS INC	COMMON STOCK USD-.00001 6,498.000	146,497.20	243,350.10
482480100	KLA CORP	COMMON STOCK USD-.001 2,772.000	380,683.60	1,746,692.64
48251W104	KKR + CO INC	COMMON STOCK USD-.01 13,966.000	1,525,470.68	2,065,711.06
487836108	KELLANOVA	COMMON STOCK USD.25 5,524.000	282,792.00	447,278.28

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
	491770102 KENVUE INC	COMMON STOCK USD-.01		
		40,104.000	928,798.29	856,220.40
	49271V100 KEURIG DR BEPPER INC	COMMON STOCK USD-.01		
		23,465.000	801,427.12	753,695.80
	493267108 KEYCORP	COMMON STOCK USD1.0		
		19,081.000	238,707.40	327,048.34
	49338L103 KEYSIGHT TECHNOLOGIES IN	COMMON STOCK USD-.01		
		3,663.000	275,701.40	588,387.69
	494368103 KIMBERLY CLARK CORP	COMMON STOCK USD1.25		
		6,909.000	647,548.94	905,355.36
	49446R109 KIMCO REALTY CORP	REIT USD.01		
		13,555.000	272,883.76	317,593.65
	49456B101 KINDER MORGAN INC	COMMON STOCK USD-.01		
		40,422.000	1,141,402.84	1,107,562.80
	500754106 KRAFT HEINZ CO./THE	COMMON STOCK USD-.01		
		18,397.000	681,767.02	564,971.87
	501044101 KROGER CO	COMMON STOCK USD1.0		
		13,791.000	288,367.50	843,319.65
	501889208 LKQ CORP	COMMON STOCK USD-.01		
		5,294.000	172,012.13	194,554.50
	502431109 L3HARRIS TECHNOLOGIES INC	COMMON STOCK USD1.0		
		3,981.000	430,801.07	837,124.68
	504922105 LABCORP HOLDINGS INC	COMMON STOCK USD.1		
		1,769.000	176,572.80	405,667.08
	512807306 LAM RESEARCH CORP	COMMON STOCK USD.001		
		26,660.000	507,484.31	1,925,651.80
	513272104 LAMB WESTON HOLDINGS INC	COMMON STOCK USD1.0		
		2,864.000	214,067.70	191,401.12
	517834107 LAS VEGAS SANDS CORP	COMMON STOCK USD.001		
		7,245.000	400,008.59	372,103.20
	518439104 ESTEE LAUDER COMPANIES CL A	COMMON STOCK USD-.01		
		4,924.000	451,330.33	369,201.52
	525327102 LEIDOS HOLDINGS INC	COMMON STOCK USD.0001		
		2,838.000	255,013.18	408,842.28
	526057104 LENNAR CORP A	COMMON STOCK USD.1		
		4,948.000	282,905.13	674,758.76
	526107107 LENNOX INTERNATIONAL INC	COMMON STOCK USD-.01		
		665.000	417,809.53	405,184.50
	532457108 ELI LILLY + CO	COMMON STOCK		
		16,326.000	2,790,881.39	12,603,672.00
	538034109 LIVE NATION ENTERTAINMENT IN	COMMON STOCK USD-.01		
		3,264.000	254,522.64	422,688.00
	539830109 LOCKHEED MARTIN CORP	COMMON STOCK USD1.0		
		4,371.000	987,446.84	2,124,043.74

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
	540424108 LOEWS CORP	COMMON STOCK USD.01 3,602,000	133,469.58	305,053.38
	548661107 LOWE S COS INC	COMMON STOCK USD.5 11,754,000	919,214.15	2,900,887.20
	550021109 LULULEMON ATHLETICA INC	COMMON STOCK USD.005 2,341,000	945,611.58	895,221.81
	55261F104 M + T BANK CORP	COMMON STOCK USD.5 3,438,000	427,468.51	646,378.38
	552953101 MGM RESORTS INTERNATIONAL	COMMON STOCK USD.01 4,980,000	164,781.62	172,557.00
	55354G100 MSCI INC	COMMON STOCK USD.01 1,640,000	348,708.83	984,016.40
	56585A102 MARATHON PETROLEUM CORP	COMMON STOCK USD.01 6,659,000	295,603.41	928,930.50
	57060D108 MARKETAXESS HOLDINGS INC	COMMON STOCK USD.003 758,000	249,246.66	171,338.32
	571748102 MARSH + MCLENNAN COS	COMMON STOCK USD1.0 10,176,000	748,735.06	2,161,484.16
	571903202 MARRIOTT INTERNATIONAL CL A	COMMON STOCK USD.01 4,779,000	400,020.32	1,333,054.26
	573284106 MARTIN MARIETTA MATERIALS	COMMON STOCK USD.01 1,267,000	255,896.79	654,405.50
	574599106 MASCO CORP	COMMON STOCK USD1.0 4,470,000	116,903.26	324,387.90
	57636Q104 MASTERCARD INC A	COMMON STOCK USD.0001 16,984,000	2,825,897.15	8,943,264.88
	57667L107 MATCH GROUP INC	COMMON STOCK USD.001 5,452,000	817,695.24	178,334.92
	579780206 MCCORMICK + CO NON VTG SHRS	COMMON STOCK USD.01 5,295,000	224,340.96	403,690.80
	580135101 MCDONALD S CORP	COMMON STOCK USD.01 14,848,000	1,980,755.23	4,304,286.72
	58155Q103 MCKESSON CORP	COMMON STOCK USD.01 2,630,000	373,382.45	1,498,863.30
	58933Y105 MERCK + CO. INC.	COMMON STOCK USD.5 52,414,000	3,168,079.63	5,214,144.72
	59156R108 METLIFE INC	COMMON STOCK USD.01 12,051,000	501,875.46	986,735.88
	592688105 METTLER TOLEDO INTERNATIONAL	COMMON STOCK USD.01 438,000	248,776.28	535,971.84
	594918104 MICROSOFT CORP	COMMON STOCK USD.-00000625 154,053,000	18,590,782.17	64,933,339.50
	595017104 MICROCHIP TECHNOLOGY INC	COMMON STOCK USD.001 11,324,000	407,061.15	649,431.40

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
595112103	MICRON TECHNOLOGY INC	COMMON STOCK USD.1 22,973.000	758,459.63	1,933,407.68
595221103	MID AMERICA APARTMENT COMM	REIT USD.01 2,452.000	255,798.51	379,005.64
60770K107	MODERNA INC	COMMON STOCK USD.0001 7,016.000	2,090,554.63	291,725.28
608190104	MOHAWK INDUSTRIES INC	COMMON STOCK USD.01 1,060.000	151,390.42	136,277.80
60855R100	MOLINA HEALTHCARE INC	COMMON STOCK USD.001 1,185.000	374,393.62	344,894.25
60871R209	MOLSON COORS BEVERAGE CO B	COMMON STOCK USD.01 3,608.000	202,590.84	206,810.56
609207105	MONDELEZ INTERNATIONAL INC A	COMMON STOCK 27,843.000	1,023,777.42	1,663,062.39
609839105	MONOLITHIC POWER SYSTEMS INC	COMMON STOCK USD.001 1,022.000	436,418.94	604,717.40
61174X109	MONSTER BEVERAGE CORP	COMMON STOCK USD.005 14,508.000	332,701.90	762,540.48
615369105	MOODY S CORP	COMMON STOCK USD.01 3,229.000	397,042.79	1,528,511.73
617446448	MORGAN STANLEY	COMMON STOCK USD.01 25,703.000	1,134,305.15	3,231,381.16
61945C103	MOSAIC CO/THE	COMMON STOCK USD.01 6,595.000	282,676.92	162,105.10
620076307	MOTOROLA SOLUTIONS INC	COMMON STOCK USD.01 3,463.000	395,727.96	1,600,702.49
629377508	NRG ENERGY INC	COMMON STOCK USD.01 4,137.000	109,982.67	373,240.14
62944T105	NVR INC	COMMON STOCK USD.01 64.000	269,745.57	523,449.60
631103108	NASDAQ INC	COMMON STOCK USD.01 8,652.000	249,123.42	668,886.12
64110D104	NETAPP INC	COMMON STOCK USD.001 4,331.000	168,069.67	502,742.48
64110L106	NETFLIX INC	COMMON STOCK USD.001 8,857.000	1,925,090.53	7,894,421.24
651639106	NEWMONT CORP	COMMON STOCK USD1.6 23,588.000	903,281.55	877,945.36
65249B109	NEWS CORP CLASS A	COMMON STOCK USD.01 7,707.000	81,181.36	212,250.78
65249B208	NEWS CORP CLASS B	COMMON STOCK 2,231.000	32,871.96	67,869.33
65339F101	NEXTERA ENERGY INC	COMMON STOCK USD.01 42,609.000	1,604,669.78	3,054,639.21

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
654106103	NIKE INC CL B	COMMON STOCK 24,669.000	1,286,431.04	1,866,703.23
65473105	NISOURCE INC	COMMON STOCK USD-.01 8,302.000	182,010.94	327,237.52
655663102	NORDSON CORP	COMMON STOCK 1,079.000	241,557.15	225,769.96
655844108	NORFOLK SOUTHERN CORP	COMMON STOCK USD1.0 4,688.000	492,531.91	1,100,273.60
655859104	NORTHERN TRUST CORP	COMMON STOCK USD1.6666666 4,059.000	275,164.72	416,047.50
666807102	NORTROP GRUMMAN CORP	COMMON STOCK USD1.0 2,838.000	520,742.16	1,331,845.02
668771108	GEN DIGITAL INC	COMMON STOCK USD-.01 10,935.000	252,188.35	299,400.30
670346105	NUCOR CORP	COMMON STOCK USD.4 4,947.000	266,942.54	577,364.37
670666104	NVIDIA CORP	COMMON STOCK USD-.001 508,268.000	7,338,172.97	68,255,309.72
671031107	O RELLY AUTOMOTIVE INC	COMMON STOCK USD-.01 1,197.000	311,401.62	1,419,402.60
674599105	OCCIDENTAL PETROLEUM CORP	COMMON STOCK USD.2 14,097.000	762,001.00	696,532.77
679580100	OLD DOMINION FREIGHT LINE	COMMON STOCK USD.1 3,931.000	323,027.49	693,428.40
681919106	OMNICO GROUP	COMMON STOCK USD.15 4,086.000	224,141.23	351,559.44
682189105	ON SEMICONDUCTOR	COMMON STOCK USD.01 8,822.000	478,756.97	556,227.10
682680103	ONEOK INC	COMMON STOCK USD.01 12,104.000	659,429.63	1,215,241.60
68389X105	ORACLE CORP	COMMON STOCK USD.01 33,317.000	1,630,323.51	5,551,944.88
68902V107	OTIS WORLDWIDE CORP	COMMON STOCK USD-.01 8,349.000	425,362.05	773,200.89
69331C108	P G + E CORP	COMMON STOCK 44,814.000	631,452.29	904,346.52
693475105	PNC FINANCIAL SERVICES GROUP	COMMON STOCK USD5.0 8,221.000	761,647.77	1,585,419.85
693506107	PPG INDUSTRIES INC	COMMON STOCK USD1.66666 4,807.000	349,187.57	574,196.15
69351T106	PPL CORP	COMMON STOCK USD-.01 15,442.000	441,005.06	501,247.32
69370C100	PTC INC	COMMON STOCK USD-.01 2,513.000	360,673.72	462,065.31

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
693718108	PACCAR INC	COMMON STOCK USD1.0 10,863.000	412,656.77	1,129,969.26
695156109	PACKAGING CORP OF AMERICA	COMMON STOCK USD.01 1,871.000	216,024.71	421,218.23
69608A108	PALANTIR TECHNOLOGIES INC A	COMMON STOCK USD.001 41,975.000	1,561,679.88	3,174,569.25
697435105	PALO ALTO NETWORKS INC	COMMON STOCK USD.0001 13,560.000	1,720,073.73	2,467,377.60
701094104	PARKER HANNIFIN CORP	COMMON STOCK USD.5 2,667.000	365,547.76	1,696,292.01
70432V102	PAYCOM SOFTWARE INC	COMMON STOCK USD.01 981.000	306,039.50	201,075.57
704326107	PAYCHEX INC	COMMON STOCK USD.01 6,636.000	360,244.97	930,499.92
70450Y103	PAYPAL HOLDINGS INC	COMMON STOCK 20,772.000	1,290,447.79	1,772,890.20
713448108	PEPSICO INC	COMMON STOCK USD.017 28,427.000	2,813,267.23	4,322,609.62
714046109	REVVITY INC	COMMON STOCK USD1.0 2,448.000	142,760.46	273,221.28
717081103	PFIZER INC	COMMON STOCK USD.05 117,421.000	3,259,797.17	3,115,179.13
718172109	PHILIP MORRIS INTERNATIONAL	COMMON STOCK 32,216.000	2,316,446.03	3,877,195.60
718546104	PHILLIPS 66	COMMON STOCK 8,557.000	584,164.10	974,899.01
723484101	PINNACLE WEST CAPITAL	COMMON STOCK 2,243.000	127,044.68	190,139.11
73278L105	POOL CORP	COMMON STOCK USD.001 761.000	252,054.67	259,455.34
74144T108	T ROWE PRICE GROUP INC	COMMON STOCK USD.2 4,686.000	330,136.65	529,939.74
74251V102	PRINCIPAL FINANCIAL GROUP	COMMON STOCK USD.01 4,360.000	180,749.99	337,507.60
742718109	PROCTER + GAMELE CO/THE	COMMON STOCK 48,797.000	4,458,243.53	8,180,817.05
743315103	PROGRESSIVE CORP	COMMON STOCK USD1.0 12,138.000	721,490.26	2,908,386.18
74340W103	PROLOGIS INC	REIT USD.01 19,299.000	1,356,877.01	2,039,904.30
744320102	PRUDENTIAL FINANCIAL INC	COMMON STOCK USD.01 7,376.000	496,692.11	874,277.28
744573106	PUBLIC SERVICE ENTERPRISE GP	COMMON STOCK 10,323.000	436,823.70	872,190.27

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	74460D109 PUBLIC STORAGE	REIT USD.1		
		3,283.000	582,848.19	983,061.52
	745867101 PULTEGROUP INC	COMMON STOCK USD.01		
		4,325.000	130,267.63	470,992.50
	747525103 QUALCOMM INC	COMMON STOCK USD.0001		
		23,020.000	1,671,761.80	3,536,332.40
	74762E102 QUANTA SERVICES INC	COMMON STOCK USD.00001		
		3,072.000	160,291.38	970,905.60
	74834L100 QUEST DIAGNOSTICS INC	COMMON STOCK USD.01		
		2,331.000	166,193.41	351,654.66
	751212101 RALPH LAUREN CORP	COMMON STOCK USD.01		
		795.000	75,498.94	183,629.10
	754730109 RAYMOND JAMES FINANCIAL INC	COMMON STOCK USD.01		
		3,791.000	222,691.58	588,856.03
	75513E101 RTX CORP	COMMON STOCK USD1.0		
		27,579.000	1,559,627.24	3,191,441.88
	756109104 REALTY INCOME CORP	REIT USD1.0		
		18,298.000	1,133,682.63	977,296.18
	758849103 REGENCY CENTERS CORP	REIT USD.01		
		3,315.000	215,434.33	245,077.95
	75886F107 REGENERON PHARMACEUTICALS	COMMON STOCK USD.001		
		2,182.000	1,026,417.91	1,554,304.06
	7591EP100 REGIONS FINANCIAL CORP	COMMON STOCK USD.01		
		19,176.000	240,625.28	451,019.52
	760759100 REPUBLIC SERVICES INC	COMMON STOCK USD.01		
		4,217.000	246,111.25	848,376.06
	761152107 RESMED INC	COMMON STOCK USD.004		
		3,083.000	333,123.29	705,051.27
	773903109 ROCKWELL AUTOMATION INC	COMMON STOCK USD1.0		
		2,339.000	243,572.32	668,462.81
	775711104 ROLLINS INC	COMMON STOCK USD1.0		
		5,574.000	161,191.78	258,354.90
	776696106 ROPER TECHNOLOGIES INC	COMMON STOCK USD.01		
		2,222.000	469,874.63	1,155,106.70
	778296103 ROSS STORES INC	COMMON STOCK USD.01		
		6,874.000	367,234.73	1,039,829.98
	78409V104 S+P GLOBAL INC	COMMON STOCK USD1.0		
		6,579.000	1,184,793.99	3,276,539.37
	78410G104 SBA COMMUNICATIONS CORP	REIT USD.01		
		2,255.000	407,627.24	459,569.00
	79466L302 SALESFORCE INC	COMMON STOCK USD.001		
		19,809.000	2,595,366.25	6,622,742.97
	806407102 HENRY SCHEIN INC	COMMON STOCK USD.01		
		2,619.000	153,562.08	181,234.80

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
806857108	SCHLUMBERGER LTD	COMMON STOCK USD-.01 29,260.000	1,545,260.24	1,121,828.40
808513105	SCHWAB (CHARLES) CORP	COMMON STOCK USD-.01 30,975.000	1,058,224.81	2,292,459.75
816851109	SEMPRA	COMMON STOCK 13,124.000	656,274.68	1,151,237.28
81762102	SERVENOM INC	COMMON STOCK USD-.001 4,269.000	1,515,288.00	4,525,652.28
824348106	SHERWIN WILLIAMS CO/THE	COMMON STOCK USD1.0 4,801.000	495,111.13	1,632,003.93
828806109	SIMON PROPERTY GROUP INC	REIT USD.0001 6,388.000	779,186.08	1,100,077.48
83088M102	SKIWORKS SOLUTIONS INC	COMMON STOCK USD.25 3,184.000	291,701.67	282,357.12
831865209	SMITH (A.O.) CORP	COMMON STOCK USD1.0 2,396.000	130,938.22	163,431.16
832696405	JM SMUCKER CO/THE	COMMON STOCK 2,106.000	173,361.72	231,912.72
833034101	SNAP ON INC	COMMON STOCK USD1.0 1,047.000	94,366.84	355,435.56
83444M101	SOLVENTUM CORP	COMMON STOCK 2,775.000	212,621.56	183,316.50
842587107	SOUTHERN CO/THE	COMMON STOCK USD5.0 22,791.000	1,097,509.05	1,876,155.12
844741108	SOUTHWEST AIRLINES CO	COMMON STOCK USD1.0 11,877.000	313,627.30	399,304.74
854502101	STANLEY BLACK + DECKER INC	COMMON STOCK USD2.5 3,253.000	272,827.02	261,183.37
855244109	STARBUCKS CORP	COMMON STOCK USD.001 23,486.000	1,128,862.73	2,143,097.50
857477103	STATE STREET CORP	COMMON STOCK USD1.0 6,074.000	377,787.50	596,163.10
858119100	STEEL DYNAMICS INC	COMMON STOCK USD-.005 2,930.000	311,851.25	334,225.10
863667101	STRYKER CORP	COMMON STOCK USD.1 7,115.000	1,002,533.51	2,561,755.75
86800U302	SUPER MICRO COMPUTER INC	COMMON STOCK USD-.001 10,570.000	1,086,380.48	322,173.60
871607107	SYNOPSYS INC	COMMON STOCK USD-.01 3,201.000	454,023.62	1,553,637.36
87165B103	SYNCHRONY FINANCIAL	COMMON STOCK USD-.001 8,067.000	265,382.32	524,355.00
871829107	SYSCO CORP	COMMON STOCK USD1.0 10,250.000	469,314.69	783,715.00

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
	872540109 TUX COMPANIES INC	COMMON STOCK USD1.0		
		23,369.000	802,593.12	2,823,208.89
	872590104 T MOBILE US INC	COMMON STOCK USD.0001		
		10,099.000	1,046,646.45	2,229,152.27
	874054109 TAKE TWO INTERACTIVE SOFTWARE	COMMON STOCK USD.01		
		3,332.000	393,287.44	613,354.56
	876030107 TAPESTRY INC	COMMON STOCK USD.01		
		4,671.000	151,344.53	305,156.43
	87612E106 TARGET CORP	COMMON STOCK USD.0833		
		9,545.000	687,845.54	1,290,293.10
	87612G101 TARGA RESOURCES CORP	COMMON STOCK USD.001		
		4,566.000	327,891.36	815,031.00
	879360105 TELEDYNE TECHNOLOGIES INC	COMMON STOCK USD.01		
		966.000	339,003.37	448,349.58
	879369106 TELEFLEX INC	COMMON STOCK USD1.0		
		943.000	258,824.92	167,835.14
	880770102 TERADYNE INC	COMMON STOCK USD.125		
		3,276.000	260,905.48	412,513.92
	88160R101 TESLA INC	COMMON STOCK USD.001		
		57,834.000	13,586,666.53	23,355,682.56
	882508104 TEXAS INSTRUMENTS INC	COMMON STOCK USD1.0		
		18,901.000	1,430,908.33	3,544,126.51
	88262P102 TEXAS PACIFIC LAND CORP	COMMON STOCK USD.01		
		396.000	639,145.98	437,960.16
	883203101 TEXTRON INC	COMMON STOCK USD.125		
		3,784.000	115,475.63	289,438.16
	883556102 THERMO FISHER SCIENTIFIC INC	COMMON STOCK USD1.0		
		7,926.000	1,682,386.96	4,123,342.98
	88579Y101 3M CO	COMMON STOCK USD.01		
		11,283.000	1,155,270.91	1,456,522.47
	892356106 TRACTOR SUPPLY COMPANY	COMMON STOCK USD.008		
		11,070.000	222,605.36	587,374.20
	893641100 TRANSNIGM GROUP INC	COMMON STOCK USD.01		
		1,165.000	538,174.56	1,476,381.20
	89417E109 TRAVELERS COS INC/THE	COMMON STOCK		
		4,751.000	449,898.93	1,144,468.39
	896239100 TRIMBLE INC	COMMON STOCK USD.001		
		4,846.000	344,928.48	342,418.36
	898320109 TRUIST FINANCIAL CORP	COMMON STOCK USD5.0		
		27,506.000	939,722.06	1,193,210.28
	902252105 TYLER TECHNOLOGIES INC	COMMON STOCK USD.01		
		891.000	313,704.01	513,786.24
	902494103 TYSON FOODS INC CL A	COMMON STOCK USD.1		
		5,976.000	260,554.23	343,261.44

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
	902653104 UDR INC	REIT USD.01		
		6,012.000	244,698.37	260,980.92
	902973304 US BANCORP	COMMON STOCK USD.01		
		32,324.000	1,138,000.18	1,546,056.92
	903531100 UBER TECHNOLOGIES INC	COMMON STOCK USD.00001		
		43,630.000	2,750,854.06	2,631,761.60
	903848303 ULTA BEAUTY INC	COMMON STOCK		
		976.000	242,428.76	424,491.68
	907818108 UNION PACIFIC CORP	COMMON STOCK USD2.5		
		12,562.000	1,310,848.62	2,864,638.48
	910047109 UNITED AIRLINES HOLDINGS INC	COMMON STOCK USD.01		
		6,525.000	371,722.90	633,577.50
	911312106 UNITED PARCEL SERVICE CL B	COMMON STOCK USD.01		
		15,154.000	1,480,175.28	1,910,919.40
	911363109 UNITED RENTALS INC	COMMON STOCK USD.01		
		1,360.000	234,414.16	958,038.40
	913241102 UNITEDHEALTH GROUP INC	COMMON STOCK USD.01		
		19,069.000	3,538,332.18	9,646,244.34
	913903100 UNIVERSAL HEALTH SERVICES B	COMMON STOCK USD.01		
		1,184.000	140,098.67	212,433.28
	919131100 VALERO ENERGY CORP	COMMON STOCK USD.01		
		6,559.000	371,535.72	804,067.81
	922761100 VENTAS INC	REIT USD.25		
		8,533.000	453,317.56	502,508.37
	92338C103 VERALTO CORP	COMMON STOCK USD.01		
		5,150.000	228,676.97	524,527.50
	92343E102 VERISIGN INC	COMMON STOCK USD.001		
		1,719.000	169,585.77	355,764.24
	92343Y104 VERIZON COMMUNICATIONS INC	COMMON STOCK USD.1		
		87,224.000	3,994,659.65	3,488,087.76
	92345Y106 VERISK ANALYTICS INC	COMMON STOCK USD.001		
		2,926.000	341,992.89	805,908.18
	92532F100 VERTEX PHARMACEUTICALS INC	COMMON STOCK USD.01		
		5,336.000	859,083.39	2,148,807.20
	92556H206 PARAMOUNT GLOBAL CLASS B	COMMON STOCK USD.001		
		12,396.000	447,165.41	129,662.16
	92556V106 VIAIRIS INC	COMMON STOCK		
		23,632.000	315,655.66	294,218.40
	925652109 VICI PROPERTIES INC	REIT USD.01		
		21,804.000	686,171.81	636,894.84
	92826C839 VISA INC CLASS A SHARES	COMMON STOCK USD.0001		
		35,807.000	4,380,838.34	11,316,444.28
	92840M102 VISTRA CORP	COMMON STOCK USD.01		
		7,049.000	580,267.68	971,845.63

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
929160109	VULCAN MATERIALS CO	COMMON STOCK USD1.0	273,240.54	714,070.48
929390106	WEC ENERGY GROUP INC	COMMON STOCK USD-.01	353,397.27	627,058.72
929740108	WABTEC CORP	COMMON STOCK USD-.01	285,219.86	675,129.99
931142103	WALMART INC	COMMON STOCK USD.1	2,862,954.59	8,125,988.65
931427108	WALGREENS BOOTS ALLIANCE INC	COMMON STOCK USD-.01	674,106.41	136,087.38
934423104	WARNER BROS DISCOVERY INC	COMMON STOCK	1,235,246.94	467,785.92
941061109	WASTE MANAGEMENT INC	COMMON STOCK USD-.01	583,405.74	1,527,146.72
941848103	WATERS CORP	COMMON STOCK USD-.01	135,760.09	461,870.10
949746101	WELLS FARGO + CO	COMMON STOCK USD1.666	2,684,720.17	4,845,646.88
950400104	WELLTOWER INC	REIT USD1.0	881,243.81	1,520,173.86
955306105	WEST PHARMACEUTICAL SERVICES	COMMON STOCK USD.25	343,984.19	500,839.24
958102105	WESTERN DIGITAL CORP	COMMON STOCK USD-.01	335,170.20	410,254.40
962166104	WEYERHAEUSER CO	REIT USD1.25	392,253.49	429,794.20
969457100	WILLIAMS COS INC	COMMON STOCK USD1.0	723,727.01	1,366,962.96
98138H101	WORKDAY INC CLASS A	COMMON STOCK USD.001	1,204,947.59	1,138,686.39
983134107	WYNN RESORTS LTD	COMMON STOCK USD-.01	181,638.63	165,771.84
98389B100	XCEL ENERGY INC	COMMON STOCK USD2.5	459,954.28	785,055.04
98419M100	XYLEM INC	COMMON STOCK	333,631.10	590,309.76
988498101	YUM BRANDS INC	COMMON STOCK	362,974.34	775,713.12
989207105	ZEBRA TECHNOLOGIES CORP CL A	COMMON STOCK USD-.01	278,462.61	416,731.38
98956P102	ZIMMER BIOMET HOLDINGS INC	COMMON STOCK USD-.01	372,999.94	435,618.12
98978V103	ZOETIS INC	COMMON STOCK USD-.01	722,416.80	1,523,069.64
			450,708,176.16	1,031,832,615.24
		7,371,462.000		

(A) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
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REGISTERED INVESTMENT COMPANY

464287200 ISHARES CORE S+P 500 ETF	ISHARES CORE S+P 500 ETF 10,601.000	6,180,512.36	6,240,596.68
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ASSET CATEGORY	UNITS	COST	CURRENT VALUE
INTEREST BEARING CASH	1,035,869.450	1,035,869.45	1,035,869.45
CERTIFICATES OF DEPOSIT	0.000	0.00	0.00
U. S. GOVERNMENT SECURITIES	0.000	0.00	0.00
CORP. DEBT INSTR. - PREFERRED	0.000	0.00	0.00
CORP. DEBT INSTR. - ALL OTHER	0.000	0.00	0.00
CORPORATE STOCKS - PREFERRED	0.000	0.00	0.00
CORPORATE STOCKS - COMMON	7,371,462.000	450,708,176.16	1,031,832,615.24
PARTN./JOINT VENTURE INTERESTS	0.000	0.00	0.00
REAL ESTATE-INCOME PRODUCING	0.000	0.00	0.00
REAL ESTATE-NON INC. PRODUCING	0.000	0.00	0.00
LOANS SECURED BY MTGES-RESID.	0.000	0.00	0.00
LOANS SECURED BY MTGES-COM'L	0.000	0.00	0.00
LOANS TO PARTIC. - MORTGAGES	0.000	0.00	0.00
LOANS TO PARTICIPANTS - OTHER	0.000	0.00	0.00
OTHER	0.000	0.00	0.00
COMMON/COLLECTIVE TRUSTS	0.000	0.00	0.00
POOLED SEPARATE ACCOUNTS	0.000	0.00	0.00
103-12 INVESTMENTS	0.000	0.00	0.00
REGISTERED INVESTMENT COMPANY	10,601.000	6,180,512.36	6,240,596.68
INSURANCE CO. GENERAL ACCOUNT	0.000	0.00	0.00
** ASSET CATEGORY NOT FOUND **	0.000	0.00	0.00
GRAND TOTALS	8,417,932.450	457,924,557.97	1,039,109,081.37

SCHEDULE H, LINE 4J - SCHEDULE OF REPORTABLE TRANSACTIONS - SERIES
 BEGINNING NET ASSET VALUE: 834,601,775.90
 5% OF ASSET VALUE: 41,730,088.80

 (A) IDENTITY OF PARTY (B) DESCRIPTION OF ASSET RATE MAT DATE
 #PUR (C) PURCHASE PRICE #SALE (D) SELLING PRICE (F) EXPENSES INCURRED (G) COST OF ASSET #TOTAL (H) CURR VALUE (I) GAIN/LOSS

INTEREST BEARING CASH

 928HVNII0 STIP 25 BPS 1.000 12/31/2050
 194 70,936,295.93 49 70,476,619.32 243 141,412,915.25 0.00

INTEREST BEARING CASH TOTALS

 194 70,936,295.93 49 70,476,619.32 243 141,412,915.25 0.00

RHUMBLINE ADVISERS

SCHEDULE H, LINE 4J - SCHEDULE OF REPORTABLE TRANSACTIONS - SERIES

BEGINNING NET ASSET VALUE: 834,601,775.90

5% OF ASSET VALUE: 41,730,088.80

(A) IDENTITY OF PARTY	(B) DESCRIPTION OF ASSET	(C) PURCHASE PRICE	(D) SELLING PRICE	(F) EXPENSES INCURRED	(G) COST OF ASSET #TOTAL	RATE	MAT DATE	(H) CURR VALUE	(I) GAIN/LOSS

CORPORATE STOCKS - COMMON									

CORPORATE STOCKS - COMMON TOTALS									

0		0.00	0	0.00	0.00	0		0.00	0.00

CORPORATE STOCKS - COMMON

CORPORATE STOCKS - COMMON TOTALS

0 0.00 0 0.00 0.00 0.00 0 0.00 0.00 0.00

SCHEDULE H, LINE 4J - SCHEDULE OF REPORTABLE TRANSACTIONS - SERIES
 BEGINNING NET ASSET VALUE: 834,601,775.90
 5% OF ASSET VALUE: 41,730,088.80

 (A) IDENTITY OF PARTY (B) DESCRIPTION OF ASSET RATE MAT' DATE
 #PUR (C) PURCHASE PRICE #SALE (D) SELLING PRICE (F) EXPENSES INCURRED (G) COST OF ASSET #TOTAL (H) CURR VALUE (I) GAIN/LOSS

REGISTERED INVESTMENT COMPANY

 464287200 ISHARES CORE S+P 500 ETF ISHARES CORE S+P 500 ETF
 12 28,405,188.81 30 26,878,240.46 1,007.87 25,947,221.98 42 55,283,429.27 931,018.48

REGISTERED INVESTMENT COMPANY TOTALS

 12 28,405,188.81 30 26,878,240.46 1,007.87 25,947,221.98 42 55,283,429.27 931,018.48

SCHEDULE H, LINE 4J - SCHEDULE OF REPORTABLE TRANSACTIONS - SERIES

RHUMBLINE ADVISERS

BEGINNING NET ASSET VALUE: 834,601,775.90

5% OF ASSET VALUE: 41,730,088.80

(A) IDENTITY OF PARTY	(B) DESCRIPTION OF ASSET	(C) PURCHASE PRICE	(D) SALE PRICE	(F) EXPENSES INCURRED	(G) COST OF ASSET	RATE	(H) CURR VALUE	(I) GAIN/LOSS
INTEREST BEARING CASH								
194	70,936,295.93	49	70,476,619.32	0.00	70,476,619.32	243	141,412,915.25	0.00
CERTIFICATES OF DEPOSIT								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
U.S. GOVERNMENT SECURITIES								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
CORP. DEBT INSTR. - PREFERRED								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
CORP. DEBT INSTR. - ALL OTHER								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
CORPORATE STOCKS - PREFERRED								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
CORPORATE STOCKS - COMMON								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
PARTN./JOINT VENTURE INTERESTS								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
REAL ESTATE-INCOME PRODUCING								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
REAL ESTATE-NON INC. PRODUCING								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
LOANS SECURED BY MTGES-RESID.								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
LOANS SECURED BY MTGES-COM'L								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
LOANS TO PARTIC. - MORTGAGES								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
LOANS TO PARTICIPANTS - OTHER								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
OTHER								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
COMMON/COLLECTIVE TRUSTS								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
POOLED SEPARATE ACCOUNTS								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
103-12 INVESTMENTS								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
REGISTERED INVESTMENT COMPANY								
12	28,405,188.81	30	26,878,240.46	1,007.87	25,947,221.98	42	55,283,429.27	931,018.48
INSURANCE CO. GENERAL ACCOUNT								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
** ASSET CATEGORY NOT FOUND **								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
REPORTABLE TRANSACTION TOTALS								
206	99,341,484.74	79	97,354,859.78	1,007.87	96,423,841.30	285	196,696,344.52	931,018.48
NON-REPORTABLE TRANSACTION TOTALS								
1286	122,985,435.67	2787	115,635,501.69	12,141.91	55,153,959.56	4073	238,620,937.36	60,481,542.13

RHUMBLINE ADVISERS

SCHEDULE H, LINE 4J - SCHEDULE OF REPORTABLE TRANSACTIONS - SERIES

BEGINNING NET ASSET VALUE: 834,601,775.90

5% OF ASSET VALUE: 41,730,088.80

 (A) IDENTITY OF PARTY (B) DESCRIPTION OF ASSET
 #PUR (C) PURCHASE PRICE #SALE (D) SELLING PRICE (F) EXPENSES INCURRED (G) COST OF ASSET #TOTAL (H) CURR VALUE (I) GAIN/LOSS

INTEREST BEARING CASH

 928HVNII0 STIP 25 BPS 1.000 12/31/2050
 194 70,936,295.93 49 70,476,619.32 243 141,412,915.25 0.00

INTEREST BEARING CASH TOTALS

 194 70,936,295.93 49 70,476,619.32 243 141,412,915.25 0.00

RHUMBLINE ADVISERS

SCHEDULE H, LINE 4J - SCHEDULE OF REPORTABLE TRANSACTIONS - SERIES

BEGINNING NET ASSET VALUE: 834,601,775.90

5% OF ASSET VALUE: 41,730,088.80

(A) IDENTITY OF PARTY	(B) DESCRIPTION OF ASSET	(C) PURCHASE PRICE	(D) SELLING PRICE	(F) EXPENSES INCURRED	(G) COST OF ASSET #TOTAL	RATE	MAT DATE	(H) CURR VALUE	(I) GAIN/LOSS

CORPORATE STOCKS - COMMON									

CORPORATE STOCKS - COMMON TOTALS									

0		0.00	0	0.00	0.00	0		0.00	0.00

CORPORATE STOCKS - COMMON

CORPORATE STOCKS - COMMON TOTALS

0 0.00 0 0.00 0.00 0.00 0 0.00 0.00 0.00

SCHEDULE H, LINE 4J - SCHEDULE OF REPORTABLE TRANSACTIONS - SERIES
 BEGINNING NET ASSET VALUE: 834,601,775.90
 5% OF ASSET VALUE: 41,730,088.80

 (A) IDENTITY OF PARTY (B) DESCRIPTION OF ASSET RATE MAT' DATE
 #PUR (C) PURCHASE PRICE #SALE (D) SELLING PRICE (F) EXPENSES INCURRED (G) COST OF ASSET #TOTAL (H) CURR VALUE (I) GAIN/LOSS

REGISTERED INVESTMENT COMPANY

 464287200 ISHARES CORE S+P 500 ETF ISHARES CORE S+P 500 ETF
 12 28,405,188.81 30 26,878,240.46 1,007.87 25,947,221.98 42 55,283,429.27 931,018.48

REGISTERED INVESTMENT COMPANY TOTALS

 12 28,405,188.81 30 26,878,240.46 1,007.87 25,947,221.98 42 55,283,429.27 931,018.48

SCHEDULE H, LINE 4J - SCHEDULE OF REPORTABLE TRANSACTIONS - SERIES

RHUMBLINE ADVISERS

BEGINNING NET ASSET VALUE: 834,601,775.90

5% OF ASSET VALUE: 41,730,088.80

(A) IDENTITY OF PARTY	(B) DESCRIPTION OF ASSET	(C) PURCHASE PRICE	(D) SELLING PRICE	(F) EXPENSES INCURRED	(G) COST OF ASSET	RATE	(H) CURR VALUE	(I) GAIN/LOSS
INTEREST BEARING CASH								
194	70,936,295.93	49	70,476,619.32	0.00	70,476,619.32	243	141,412,915.25	0.00
CERTIFICATES OF DEPOSIT								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
U.S. GOVERNMENT SECURITIES								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
CORP. DEBT INSTR. - PREFERRED								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
CORP. DEBT INSTR. - ALL OTHER								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
CORPORATE STOCKS - PREFERRED								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
CORPORATE STOCKS - COMMON								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
PARTN./JOINT VENTURE INTERESTS								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
REAL ESTATE-INCOME PRODUCING								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
REAL ESTATE-NON INC. PRODUCING								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
LOANS SECURED BY MTGES-RESID.								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
LOANS SECURED BY MTGES-COM'L								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
LOANS TO PARTIC. - MORTGAGES								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
LOANS TO PARTICIPANTS - OTHER								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
OTHER								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
COMMON/COLLECTIVE TRUSTS								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
POOLED SEPARATE ACCOUNTS								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
103-12 INVESTMENTS								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
REGISTERED INVESTMENT COMPANY								
12	28,405,188.81	30	26,878,240.46	1,007.87	25,947,221.98	42	55,283,429.27	931,018.48
INSURANCE CO. GENERAL ACCOUNT								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
** ASSET CATEGORY NOT FOUND **								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
REPORTABLE TRANSACTION TOTALS								
206	99,341,484.74	79	97,354,859.78	1,007.87	96,423,841.30	285	196,696,344.52	931,018.48
NON-REPORTABLE TRANSACTION TOTALS								
1286	122,985,435.67	2787	115,635,501.69	12,141.91	55,153,959.56	4073	238,620,937.36	60,481,542.13

RHUMBLINE ADVISERS

SCHEDULE H, LINE 4J - SCHEDULE OF REPORTABLE TRANSACTIONS - SINGLE

BEGINNING NET ASSET VALUE: 834,601,775.90

5% OF ASSET VALUE: 41,730,088.80

(A) IDENTITY OF PARTY	(B) DESCRIPTION OF ASSET	(C) PURCHASE PRICE	(D) SELLING PRICE	(F) EXPENSES INCURRED	(G) COST OF ASSET	RATE	MAT DATE	(H) CURR VALUE	(I) GAIN/LOSS

INTEREST BEARING CASH									

INTEREST BEARING CASH TOTALS									

0.00	0.00	0.00	0.00	0.00	0.00			0.00	0.00
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RHUMBLINE ADVISERS

SCHEDULE H, LINE 4J - SCHEDULE OF REPORTABLE TRANSACTIONS - SINGLE

BEGINNING NET ASSET VALUE: 834,601,775.90

5% OF ASSET VALUE: 41,730,088.80

(A) IDENTITY OF PARTY	(B) DESCRIPTION OF ASSET	(C) PURCHASE PRICE	(D) SELLING PRICE	(F) EXPENSES INCURRED	(G) COST OF ASSET	RATE	(H) CURR VALUE	(I) GAIN/LOSS
CORPORATE STOCKS - COMMON								
CORPORATE STOCKS - COMMON TOTALS								
		0.00	0.00	0.00	0.00		0.00	0.00

CORPORATE STOCKS - COMMON

CORPORATE STOCKS - COMMON TOTALS

0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00

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REGISTERED INVESTMENT COMPANY									
REGISTERED INVESTMENT COMPANY TOTALS									
		0.00		0.00		0.00		0.00	0.00

SCHEDULE H, LINE 4J - SCHEDULE OF REPORTABLE TRANSACTIONS - SINGLE

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INTEREST BEARING CASH		0.00	0.00	0.00	0.00	0.00	0.00	0.00
CERTIFICATES OF DEPOSIT		0.00	0.00	0.00	0.00	0.00	0.00	0.00
U.S. GOVERNMENT SECURITIES		0.00	0.00	0.00	0.00	0.00	0.00	0.00
CORP. DEBT INSTR. - PREFERRED		0.00	0.00	0.00	0.00	0.00	0.00	0.00
CORP. DEBT INSTR. - ALL OTHER		0.00	0.00	0.00	0.00	0.00	0.00	0.00
CORPORATE STOCKS - PREFERRED		0.00	0.00	0.00	0.00	0.00	0.00	0.00
CORPORATE STOCKS - COMMON		0.00	0.00	0.00	0.00	0.00	0.00	0.00
PARTN./JOINT VENTURE INTERESTS		0.00	0.00	0.00	0.00	0.00	0.00	0.00
REAL ESTATE-INCOME PRODUCING		0.00	0.00	0.00	0.00	0.00	0.00	0.00
REAL ESTATE-NON INC. PRODUCING		0.00	0.00	0.00	0.00	0.00	0.00	0.00
LOANS SECURED BY MTGES-RESID.		0.00	0.00	0.00	0.00	0.00	0.00	0.00
LOANS SECURED BY MTGES-COM'L		0.00	0.00	0.00	0.00	0.00	0.00	0.00
LOANS TO PARTIC. - MORTGAGES		0.00	0.00	0.00	0.00	0.00	0.00	0.00
LOANS TO PARTICIPANTS - OTHER		0.00	0.00	0.00	0.00	0.00	0.00	0.00
OTHER		0.00	0.00	0.00	0.00	0.00	0.00	0.00
COMMON/COLLECTIVE TRUSTS		0.00	0.00	0.00	0.00	0.00	0.00	0.00
POOLED SEPARATE ACCOUNTS		0.00	0.00	0.00	0.00	0.00	0.00	0.00
103-12 INVESTMENTS		0.00	0.00	0.00	0.00	0.00	0.00	0.00
REGISTERED INVESTMENT COMPANY		0.00	0.00	0.00	0.00	0.00	0.00	0.00
INSURANCE CO. GENERAL ACCOUNT		0.00	0.00	0.00	0.00	0.00	0.00	0.00
** ASSET CATEGORY NOT FOUND **		0.00	0.00	0.00	0.00	0.00	0.00	0.00
REPORTABLE TRANSACTION TOTALS		0.00	0.00	0.00	0.00	0.00	0.00	0.00

RHUMBLINE ADVISERS

SCHEDULE H, LINE 4J - SCHEDULE OF REPORTABLE TRANSACTIONS - SINGLE

BEGINNING NET ASSET VALUE: 834,601,775.90

5% OF ASSET VALUE: 41,730,088.80

(A) IDENTITY OF PARTY	(B) DESCRIPTION OF ASSET	(C) PURCHASE PRICE	(D) SELLING PRICE	(F) EXPENSES INCURRED	(G) COST OF ASSET	RATE	MAT DATE	(H) CURR VALUE	(I) GAIN/LOSS

INTEREST BEARING CASH									

INTEREST BEARING CASH TOTALS									

0.00	0.00	0.00	0.00	0.00	0.00			0.00	0.00
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RHUMBLINE ADVISERS
SCHEDULE H, LINE 4J - SCHEDULE OF REPORTABLE TRANSACTIONS - SINGLE

BEGINNING NET ASSET VALUE: 834,601,775.90

5% OF ASSET VALUE: 41,730,088.80

(A) IDENTITY OF PARTY	(B) DESCRIPTION OF ASSET	(C) PURCHASE PRICE	(D) SELLING PRICE	(F) EXPENSES INCURRED	(G) COST OF ASSET	RATE	MAT DATE	(H) CURR VALUE	(I) GAIN/LOSS
REGISTERED INVESTMENT COMPANY									
REGISTERED INVESTMENT COMPANY TOTALS									
		0.00		0.00		0.00		0.00	0.00

SCHEDULE H, LINE 4J - SCHEDULE OF REPORTABLE TRANSACTIONS - SINGLE

BEGINNING NET ASSET VALUE: 834,601,775.90

5% OF ASSET VALUE: 41,730,089.80

(A) IDENTITY OF PARTY	(B) DESCRIPTION OF ASSET	(C) PURCHASE PRICE	(D) SELLING PRICE	(E) EXPENSES INCURRED	(G) COST OF ASSET	(H) CURR VALUE	(I) GAIN/LOSS
INTEREST BEARING CASH		0.00	0.00	0.00	0.00	0.00	0.00
CERTIFICATES OF DEPOSIT		0.00	0.00	0.00	0.00	0.00	0.00
U.S. GOVERNMENT SECURITIES		0.00	0.00	0.00	0.00	0.00	0.00
CORP. DEBT INSTR. - PREFERRED		0.00	0.00	0.00	0.00	0.00	0.00
CORP. DEBT INSTR. - ALL OTHER		0.00	0.00	0.00	0.00	0.00	0.00
CORPORATE STOCKS - PREFERRED		0.00	0.00	0.00	0.00	0.00	0.00
CORPORATE STOCKS - COMMON		0.00	0.00	0.00	0.00	0.00	0.00
PARTN./JOINT VENTURE INTERESTS		0.00	0.00	0.00	0.00	0.00	0.00
REAL ESTATE-INCOME PRODUCING		0.00	0.00	0.00	0.00	0.00	0.00
REAL ESTATE-NON INC. PRODUCING		0.00	0.00	0.00	0.00	0.00	0.00
LOANS SECURED BY MTGES-RESID.		0.00	0.00	0.00	0.00	0.00	0.00
LOANS SECURED BY MTGES-COM'L		0.00	0.00	0.00	0.00	0.00	0.00
LOANS TO PARTIC. - MORTGAGES		0.00	0.00	0.00	0.00	0.00	0.00
LOANS TO PARTICIPANTS - OTHER		0.00	0.00	0.00	0.00	0.00	0.00
OTHER		0.00	0.00	0.00	0.00	0.00	0.00
COMMON/COLLECTIVE TRUSTS		0.00	0.00	0.00	0.00	0.00	0.00
POOLED SEPARATE ACCOUNTS		0.00	0.00	0.00	0.00	0.00	0.00
103-12 INVESTMENTS		0.00	0.00	0.00	0.00	0.00	0.00
REGISTERED INVESTMENT COMPANY		0.00	0.00	0.00	0.00	0.00	0.00
INSURANCE CO. GENERAL ACCOUNT		0.00	0.00	0.00	0.00	0.00	0.00
** ASSET CATEGORY NOT FOUND **		0.00	0.00	0.00	0.00	0.00	0.00
REPORTABLE TRANSACTION TOTALS		0.00	0.00	0.00	0.00	0.00	0.00