

Form 5500

Annual Return/Report of Employee Benefit Plan

OMB Nos. 1210-0110 1210-0089

2024

This Form is Open to Public Inspection

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

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

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 RHUMLINE S&P INDEX POOLED TRUST, 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., C/O STATE STREET BANK AND TRUST CO., 2323 GRAND BLVD. 5TH FLOOR KANSAS CITY, MO 64108, 2b Employer Identification Number (EIN) 04-6752198, 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> <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 RHUMBLINE S&P INDEX POOLED TRUST	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) 04-6752198	

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	542765	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	542765	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	71432	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	27714	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"/>

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)

ISS

06-1541449

(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	20993	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)

CABRERA CAPITAL MARKETS

44-0160260

(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?
33 71	NONE	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	11505	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

LIQUIDNET INC.

13-3747879

(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?
33 71	NONE	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	10064	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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)

INVESTMENT TECHNOLOGY GROUP INC.

13-4095933

(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?
33 71	NONE	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	5337	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

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

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes <input type="checkbox"/> No <input 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	542765
(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.	
RHUMLINE S&P INDEX POOLED TRUST 04-6752198	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
CABRERA CAPITAL MARKETS	33 71	11505
(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.	
RHUMLINE S&P INDEX POOLED TRUST 04-6752198	BROKER COMMISSION	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
INVESTMENT TECHNOLOGY GROUP INC.	33 71	5337
(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.	
RHUMLINE S&P INDEX POOLED TRUST 04-6752198	BROKER COMMISSION	

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
LIQUIDNET INC.	33 71	10064
(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.	
RHUMLINE S&P INDEX POOLED TRUST 04-6752198	BROKER COMMISSION	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	<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>RHUMBLINE S&P INDEX POOLED TRUST</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>04-6752198</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)

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

c EIN-PN

d Entity code

e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

c EIN-PN

d Entity code

e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

c EIN-PN

d Entity code

e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

c EIN-PN

d Entity code

e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

c EIN-PN

d Entity code

e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

c EIN-PN

d Entity code

e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

c EIN-PN

d Entity code

e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

c EIN-PN

d Entity code

e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

c EIN-PN

d Entity code

e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs, 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	IRON WORKERS LOCAL 397 PENSION FUND
b	Name of plan sponsor	IRON WORKERS LOCAL 397 PENSION FUND
c	EIN-PN	59-6168650-001
a	Plan name	MIAMI BEACH EMP RET PLAN
b	Name of plan sponsor	MIAMI BEACH
c	EIN-PN	59-1632562-
a	Plan name	HIALEAH
b	Name of plan sponsor	HIALEAH
c	EIN-PN	59-6137437-
a	Plan name	SUNRISE FIRE
b	Name of plan sponsor	SUNRISE FIRE
c	EIN-PN	59-0944587-
a	Plan name	THE SOUTHERN COMPANY PENSION PLAN
b	Name of plan sponsor	SOUTHERN COMPANY SERVICE, INC
c	EIN-PN	63-0274273-001
a	Plan name	CITY OF MEMPHIS
b	Name of plan sponsor	CITY OF MEMPHIS
c	EIN-PN	62-6000361-
a	Plan name	IUOE LOCAL 14-14B WELFARE FUND
b	Name of plan sponsor	BOARD OF TRUSTEES OF THE I.U.O.E. LOCAL 14-14B
c	EIN-PN	11-2392159-501
a	Plan name	PALM BEACH GARDENS
b	Name of plan sponsor	PALM BEACH GARDENS
c	EIN-PN	65-0711582-
a	Plan name	THE MARYLAND-NATIONAL CAPITAL PARK AND PLANNING COMMISSION
b	Name of plan sponsor	THE MARYLAND-NATIONAL CAPITAL PARK AND PLANNING COMMISSION
c	EIN-PN	52-6001550-
a	Plan name	MIRAMAR CONSOLIDATED RETIREMENT PLAN
b	Name of plan sponsor	MIRAMAR CONSOLIDATED RETIREMENT PLAN
c	EIN-PN	59-3128206-
a	Plan name	DALLAS FW AIRPORT
b	Name of plan sponsor	DALLAS FW AIRPORT
c	EIN-PN	75-1279194-
a	Plan name	MARYLAND STATE PARKS
b	Name of plan sponsor	MARYLAND STATE PARKS
c	EIN-PN	26-0000217-001

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	BAY HARBOR	
b Name of plan sponsor	BAY HARBOR	c EIN-PN 59-6771745-
a Plan name	I.B.E.W. LOCAL NO.728 PENSION FUND	
b Name of plan sponsor	TRUSTEES OF I.B.E.W. LOCAL NO. 728 PENSION FUND	c EIN-PN 59-6510428-001
a Plan name	T&T RETIREMENT PLAN GROUP TRUST	
b Name of plan sponsor	T&T RETIREMENT PLAN GROUP TRUST	c EIN-PN 59-3128206-
a Plan name	CHATHAM COUNTY	
b Name of plan sponsor	CHATHAM COUNTY	c EIN-PN 58-6001113-
a Plan name	ORLANDO OPEB	
b Name of plan sponsor	ORLANDO OPEB	c EIN-PN 59-6000396-
a Plan name	MANHATTAN TRANSIT (MABSTOA)	
b Name of plan sponsor	MANHATTAN TRANSIT (MABSTOA)	c EIN-PN 13-6931777-
a Plan name	KANSAS CITY PSRS	
b Name of plan sponsor	KANSAS CITY PSRS	c EIN-PN 43-6040029-
a Plan name	THE CITY OF DETROIT EMPLOYEES' BENEFIT PLAN	
b Name of plan sponsor	CITY OF DETROIT	c EIN-PN 38-2491315-
a Plan name	CITY OF RIVIERA BEACH GENERAL EMPLOYEES RETIREMENT SYSTEM	
b Name of plan sponsor	CITY OF RIVIERA BEACH	c EIN-PN 59-6000417-
a Plan name	FORT LAUDERDALE	
b Name of plan sponsor	FORT LAUDERDALE	c EIN-PN 59-6000319-
a Plan name	NATIONAL BASKETBALL ASSOCIATION REFEREES' PENSION PLAN	
b Name of plan sponsor	NBA SERVICES CORP.	c EIN-PN 26-3863272-
a Plan name	LABORERS DISTRICT COUNCIL OF W PA PENSION FUND	
b Name of plan sponsor	LABORERS DISTRICT COUNCIL OF W PA PENSION FUND	c EIN-PN 25-6135576-001

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	CHATHAM COUNTY PENSION	
b Name of plan sponsor	CHATHAM COUNTY	c EIN-PN 25-6135576-
a Plan name	PUBLIC SERVICE ENTERPRISE GROUP INC. EMPLOYEE SAVINGS PLAN	
b Name of plan sponsor	PUBLIC SERVICE ENTERPRISE GROUP INCORPORATED	c EIN-PN 22-2625848-
a Plan name	WEST PALM BEACH POLICE PENSION FUND	
b Name of plan sponsor	WEST PALM BEACH	c EIN-PN 59-6128697-
a Plan name	SHELBY COUNTY TENNESSEE RETIREMENT SYSTEM	
b Name of plan sponsor	SHELBY COUNTY TENNESSEE RETIREMENT SYSTEM	c EIN-PN 62-1405177-
a Plan name	MIRAMAR FIREFIGHTERS' RETIREMENT PLAN	
b Name of plan sponsor	MIRAMAR FIREFIGHTERS'	c EIN-PN 27-3772862-
a Plan name	BOSTON WATER AND SEWER	
b Name of plan sponsor	BOSTON WATER AND SEWER	c EIN-PN 04-2621990-
a Plan name	NEW YORK METROPOLITAN TRANSIT AUTHORITY	
b Name of plan sponsor	NEW YORK METROPOLITAN TRANSIT AUTHORITY	c EIN-PN 26-1384252-
a Plan name	METROPOLITAN PIER EXPOSITION AUTHORITY RETIREMENT PLAN AND TRUST	
b Name of plan sponsor	METROPOLITAN PIER EXPOSITION AUTHORITY	c EIN-PN 46-4779469-
a Plan name	SHELBY COUNTY OPEB TRUST	
b Name of plan sponsor	SHELBY COUNTY	c EIN-PN 22-2625848-
a Plan name	DENVER RTD SALARIED PENSION	
b Name of plan sponsor	DENVER RTD SALARIED PENSION	c EIN-PN 84-6181561-
a Plan name	ST. LOUIS COUNTY MISSOURI	
b Name of plan sponsor	ST. LOUIS COUNTY MISSOURI	c EIN-PN 43-6003242-
a Plan name	BOSTON WATER AND SEWER OPEB FUND	
b Name of plan sponsor	BOSTON WATER AND SEWER	c EIN-PN 04-2621990-

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	NATIONAL BASKETBALL ASSOCIATION COACHES PENSION PLAN	
b Name of plan sponsor	NATIONAL BASKETBALL ASSOCIATION	c EIN-PN 13-2930715-

a Plan name	NATIONAL BASKETBALL ASSOCIATION PLAYERS' PENSION PLAN	
b Name of plan sponsor	BOARD OF TRUSTEES OF NBA PLAYERS' PENSION PLAN	c EIN-PN 83-2172122-

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) <small>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.	<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 RHUMBLINE S&P INDEX POOLED TRUST	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) 04-6752198

Part I	Asset and Liability Statement
---------------	--------------------------------------

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	4238391	3127502
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	3566232	3206446
(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)	3847818768	4964095445
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)	92903966	99242558
(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)	39717323	34278248
(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	3988244680	5103950199
Liabilities			
g Benefit claims payable.....	1g		
h Operating payables.....	1h		
i Acquisition indebtedness.....	1i		
j Other liabilities.....	1j	651705	168129
k Total liabilities (add all amounts in lines 1g through 1j).....	1k	651705	168129
Net Assets			
l Net assets (subtract line 1k from line 1f).....	1l	3987592975	5103782070

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)	237131	
(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)		237131
(2) Dividends:			
(A) Preferred stock.....	2b(2)(A)		
(B) Common stock.....	2b(2)(B)	62968168	
(C) Registered investment company shares (e.g. mutual funds).....	2b(2)(C)	448983	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		63417151
(3) Rents.....	2b(3)		
(4) Net gain (loss) on sale of assets:			
(A) Aggregate proceeds.....	2b(4)(A)	477178681	
(B) Aggregate carrying amount (see instructions).....	2b(4)(B)	460095358	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result.....	2b(4)(C)		17083323
(5) Unrealized appreciation (depreciation) of assets:			
(A) Real estate.....	2b(5)(A)		
(B) Other.....	2b(5)(B)	910694298	
(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		89505
d Total income. Add all income amounts in column (b) and enter total.....	2d		991521408

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)	71432	
(5) Investment advisory and investment management fees	2i(5)	35782	
(6) Bank or trust company trustee/custodial fees	2i(6)	581991	
(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)	20976	
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		710181
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		710181

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		990811227
l Transfers of assets:			
(1) To this plan.....	2l(1)		446658349
(2) From this plan	2l(2)		321280481

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 _____.

RhumbLine S&P Index Pooled Trust

Financial Statements
and Supplementary Information

December 31, 2024

RhumbLine S&P Index Pooled Trust

Financial Statements
and Supplementary Information
December 31, 2024

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Independent Auditor's Report

Directors and Participants
RhumbLine S&P Index Pooled Trust:

Opinion

We have audited the financial statements of RhumbLine S&P Index Pooled Trust (the "Trust"), 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 Trust 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 Trust 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 Trust'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 Trust'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 Trust'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

RhumbLine S&P Index Pooled Trust

Statement of Assets and Liabilities December 31, 2024

ASSETS

Investments, at fair value (cost \$2,645,560,659)	\$ 5,097,616,251
Cash and cash equivalents	3,206,446
Receivable for:	
Dividends and interest	3,115,686
Tax reclaims	<u>11,816</u>
 Total Assets	 <u>5,103,950,199</u>

LIABILITIES

Accounts payable and accrued liabilities	<u>168,129</u>
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NET ASSETS

\$ 5,103,782,070

Units Outstanding	21,728,294
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Net Asset Value Per Unit

\$ 234.89

See accompanying notes to financial statements

RhumbLine S&P Index Pooled Trust

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%	\$ 474,661,360
	Consumer Discretionary	11.14	568,704,339
	Consumer Staples	5.49	280,259,284
	Energy	3.14	160,234,082
	Financials	13.49	688,632,499
	Health Care	10.01	510,986,646
	Industrials	8.09	413,139,716
	Information Technology		
1,536,838	Apple Inc ¹	7.54	384,854,972
2,493,985	Nvidia Corp ¹	6.56	334,917,246
755,911	Microsoft Corp ¹	6.24	318,616,487
	Other	11.93	608,373,011
	Materials	1.88	95,904,987
	Real Estate	0.15	7,007,098
	Utilities	2.31	<u>117,803,718</u>
	Total Common Stocks (cost \$2,527,757,880)	97.27%	<u>\$ 4,964,095,445</u>

¹ Denotes greater than 5% investment
See accompanying notes to financial statements

RhumbLine S&P Index Pooled Trust

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>99,242,558</u>
	Total Real Estate Investment Trusts (cost \$84,773,369)	1.94%	\$ <u>99,242,558</u>
<u>Mutual Fund - United States of America</u>			
	Financials	0.67%	\$ <u>34,278,248</u>
	Total Mutual Fund (cost \$33,029,410)	0.67%	\$ <u>34,278,248</u>
	Total Investments in Securities (cost \$2,645,560,659)	99.88%	\$ <u>5,097,616,251</u>

See accompanying notes to financial statements

RhumbLine S&P Index Pooled Trust

Statement of Operations Year Ended December 31, 2024

INCOME	
Interest	\$ 237,131
Dividends	63,417,151
Other	<u>89,505</u>
Total income	<u>63,743,787</u>
EXPENSES	
Custody	581,991
Professional	107,214
Filing fees	<u>20,976</u>
Total Expenses	<u>710,181</u>
NET INVESTMENT INCOME	<u>63,033,606</u>
NET REALIZED AND UNREALIZED GAIN ON INVESTMENTS	
Net realized gain	132,390,000
Net change in unrealized appreciation	<u>795,387,621</u>
Net realized and unrealized gain	<u>927,777,621</u>
NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS	<u><u>\$ 990,811,227</u></u>

See accompanying notes to financial statements

RhumbLine S&P Index Pooled Trust

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

OPERATIONS

Net investment income	\$ 63,033,606
Net realized gain	132,390,000
Net change in unrealized appreciation	<u>795,387,621</u>

Net increase in net assets resulting from operations 990,811,227

NET INCREASE IN NET ASSETS FROM PARTICIPANT TRANSACTIONS 125,377,868

NET INCREASE IN NET ASSETS 1,116,189,095

NET ASSETS

Beginning of year 3,987,592,975

End of year \$ 5,103,782,070

See accompanying notes to financial statements

RhumbLine S&P Index Pooled Trust

Notes to Financial Statements
December 31, 2024

1. Nature of Operations and Summary of Significant Accounting Policies

Nature of Operations

The RhumbLine S&P Index Pooled Trust (the “Trust”) was formed under a Declaration of Trust. The investment objective of the Trust is to match the return of the S&P 500 Stock 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 Trust’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 Trust 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 Trust 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 disclosure 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.

RhumbLine S&P Index Pooled Trust

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 Trust 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 Trust 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 amounts reclaimable.

Valuation of Participants' Interest

The net asset value of the Trust is determined daily ("valuation date"). Issuances and redemptions of the Trust 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 Trust 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 Trust is exempt from federal and state income taxes and no income tax provision is required.

2. Expenses

Under the Declaration of Trust, the Trust 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 Trust based upon the Trust's average net assets.

RhumbLine S&P Index Pooled Trust

Notes to Financial Statements
December 31, 2024

2. Expenses (continued)

The Investment Manager's fee is not charged to the Trust but is paid directly by the participants in the Trust. 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>187.94</u>
Net investment income	2.99
Net realized and unrealized gain	<u>43.96</u>
Net increase from investment operations	<u>46.95</u>
Net asset value, end of year	\$ <u>234.89</u>
Total return	24.98 %
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	2,016,525	\$ 446,658,349
Cost of units redeemed	<u>(1,505,407)</u>	<u>(321,280,481)</u>
Net increase from participant transactions	<u>511,118</u>	<u>\$ 125,377,868</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.

RhumbLine S&P Index Pooled Trust

Notes to Financial Statements
December 31, 2024

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

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 Trust can access at the measurement date.
- 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	\$4,964,095,445	\$ -	\$ -	\$4,964,095,445
Real estate investment trusts	99,242,558	-	-	99,242,558
Mutual fund	<u>34,278,248</u>	<u>-</u>	<u>-</u>	<u>34,278,248</u>
Total	<u>\$5,097,616,251</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$5,097,616,251</u>

RhumbLine S&P Index Pooled Trust

Notes to Financial Statements
December 31, 2024

6. Risk Factors

The Trust 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 Trust enters into contracts that contain a variety of representations and warranties that provide indemnifications under certain circumstances. The Trust's maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the Trust that have not yet occurred. The Trust 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.

RhumbLine S&P Index Pooled Trust

Supplementary Information

December 31, 2024

RhumbLine S&P Index Pooled Trust

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

Purchases			
Investment Type	Cost		
Common stocks	\$ 515,169,202		
Real estate investment trusts	10,491,374		
Mutual fund	<u>146,321,017</u>		
Total Investments Purchased	<u>\$ 671,981,593</u>		
Sales			
Investment Type	Proceeds	Cost	Realized Gain
Common stocks	\$ 317,870,773	\$ 193,549,609	\$ 124,321,164
Real estate investment trusts	5,510,699	4,415,487	1,095,212
Mutual fund	<u>159,201,548</u>	<u>152,227,924</u>	<u>6,973,624</u>
Total Investments Sold	<u>\$ 482,583,020</u>	<u>\$ 350,193,020</u>	<u>\$ 132,390,000</u>

See independent auditor's report

RHUMBLINE ADVISERS
SCHEDULE H, LINE 41 - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE	MAT DATE	(D) COST	(E) CURRENT VALUE
	INTEREST BEARING CASH					
	928HVNL10	STIF 25 BPS	1.000	12/31/2050		
		3,182,918.30		3,182,918.30		3,182,918.30
		3,182,918.30		3,182,918.30		3,182,918.30

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
	CORPORATE STOCKS - COMMON			
	G0176J109 ALLEGIION PLC	COMMON STOCK USD.01	649,726.13	1,158,216.84
	G0250X107 AMCOR PLC	COMMON STOCK USD.01	1,639,343.73	1,383,486.43
	G0403H108 AON PLC CLASS A	COMMON STOCK	3,878,165.36	7,897,210.08
	G0450A105 ARCH CAPITAL GROUP LTD	COMMON STOCK USD.01	2,365,844.00	3,518,442.65
	G1151C101 ACCENTURE PLC CL A	COMMON STOCK USD.0000225	11,886,674.56	22,349,218.70
	G29183103 EATON CORP PLC	COMMON STOCK USD.01	4,583,335.35	13,334,868.47
	G3223R108 EVEREST GROUP LTD	COMMON STOCK USD.01	1,267,794.75	1,583,950.20
	G3265R107 APTIV PLC	COMMON STOCK USD.01	1,767,973.08	1,444,867.20
	G491BT108 INVESCO LTD	COMMON STOCK USD.2	946,709.75	808,152.84
	G51502105 JOHNSON CONTROLS INTERNATION	COMMON STOCK USD.01	3,429,153.41	5,363,530.29
	G54950103 LINDE PLC	COMMON STOCK	11,346,152.44	20,268,652.04
	G5960L103 MEDTRONIC PLC	COMMON STOCK USD.1	11,174,988.58	10,415,712.96
	G66721104 NORWEGIAN CRUISE LINE HOLDIN	COMMON STOCK USD.001	1,451,637.96	1,150,722.79
	G7S00T104 PENTAIR PLC	COMMON STOCK USD.01	756,333.34	1,694,073.12
	G7997R103 SEAGATE TECHNOLOGY HOLDINGS	COMMON STOCK USD.00001	1,292,192.11	1,856,614.41
	G8267P108 SMURFIT WESTROCK PLC	COMMON STOCK	2,421,104.65	2,703,017.96
	G8473T100 STERIS PLC	COMMON STOCK USD75.0	1,781,639.15	2,062,177.92
	G87052109 TE CONNECTIVITY PLC	COMMON STOCK USD.01	2,546,238.45	4,348,575.52
	G8994E103 TRANE TECHNOLOGIES PLC	COMMON STOCK USD1.0	2,434,330.08	8,450,358.65
	G96629103 WILLIS TOWERS WATSON PLC	COMMON STOCK USD.000304635	1,813,593.66	3,207,890.84

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	(D) COST	RATE MAT DATE	(E) CURRENT VALUE
	H11356104 BUNGE GLOBAL SA	COMMON STOCK USD.01 14,198.000	1,482,432.59		1,104,036.48
	H14670104 CHUBB LTD	COMMON STOCK 38,115.000	5,545,701.55		10,531,174.50
	H2906T109 GARMIN LTD	COMMON STOCK CHF.1 15,642.000	1,295,521.56		3,226,318.92
	N53745100 LYONDELBASELL INDU CL A	COMMON STOCK EUR.04 26,486.000	2,094,429.74		1,967,115.22
	N6596X109 NXP SEMICONDUCTORS NV	COMMON STOCK EUR.2 25,841.000	5,296,318.37		5,371,051.85
	V7780T103 ROYAL CARIBBEAN CRUISES LTD	COMMON STOCK USD.01 25,150.000	2,420,255.25		5,801,853.50
	001055102 AFLAC INC	COMMON STOCK USD.1 50,833.000	2,273,886.40		5,258,165.52
	00130H105 AES CORP	COMMON STOCK USD.01 72,317.000	1,318,555.52		930,719.79
	00206R102 AT+T INC	COMMON STOCK USD1.0 729,640.000	16,760,021.54		16,613,902.80
	002824100 ABBOTT LABORATORIES	COMMON STOCK 176,344.000	12,583,875.67		19,946,269.84
	00287Y109 ABBVIE INC	COMMON STOCK USD.01 179,667.000	16,136,712.14		31,926,825.90
	003CVR016 CONTRA ABIOMED INC	COMMON STOCK 4,109.000	4,191.18		4,191.18
	00724F101 ADOBE INC	COMMON STOCK USD.0001 44,756.000	10,994,931.91		19,902,098.08
	007903107 ADVANCED MICRO DEVICES	COMMON STOCK USD.01 164,992.000	9,293,850.53		19,929,383.68
	00846U101 AGILENT TECHNOLOGIES INC	COMMON STOCK USD.01 29,213.000	2,274,922.88		3,924,474.42
	009066101 AIRENB INC CLASS A	COMMON STOCK USD.0001 44,011.000	6,290,755.71		5,783,485.51
	009158106 AIR PRODUCTS + CHEMICALS INC	COMMON STOCK USD1.0 22,615.000	4,053,200.87		6,559,254.60
	00971T101 AKAMAI TECHNOLOGIES INC	COMMON STOCK USD.01 15,271.000	1,039,176.82		1,460,671.15
	012653101 ALBEMARLE CORP	COMMON STOCK USD.01 11,954.000	1,614,710.68		1,029,000.32
	015271109 ALEXANDRIA REAL ESTATE EQUIT	REIT USD.01 15,837.000	2,245,506.88		1,544,899.35
	016255101 ALIGN TECHNOLOGY INC	COMMON STOCK USD.0001 7,143.000	1,757,063.03		1,489,386.93
	018802108 ALLIANT ENERGY CORP	COMMON STOCK USD.01 26,091.000	1,225,016.65		1,543,021.74

(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		
		26,923.000	2,384,443.77	5,190,485.17
	02079K107 ALPHABET INC CL C	COMMON STOCK USD.001		
		483,876.000	33,535,137.44	92,149,345.44
	02079K305 ALPHABET INC CL A	COMMON STOCK USD.001		
		594,063.000	41,791,085.23	112,456,125.90
	02209S103 ALTRIA GROUP INC	COMMON STOCK USD.333		
		172,312.000	6,905,646.48	9,010,194.48
	023135106 AMAZON.COM INC	COMMON STOCK USD.01		
		951,472.000	75,617,855.07	208,743,442.08
	023608102 AMEREN CORPORATION	COMMON STOCK USD.01		
		27,138.000	1,647,211.98	2,419,081.32
	025537101 AMERICAN ELECTRIC POWER	COMMON STOCK USD6.5		
		54,130.000	3,628,755.02	4,992,409.90
	025816109 AMERICAN EXPRESS CO	COMMON STOCK USD.2		
		56,581.000	6,235,276.92	16,792,674.99
	026874784 AMERICAN INTERNATIONAL GROUP	COMMON STOCK USD2.5		
		63,421.000	3,227,333.42	4,617,048.80
	03027X100 AMERICAN TOWER CORP	REIT USD.01		
		47,563.000	7,477,110.06	8,723,529.83
	030420103 AMERICAN WATER WORKS CO INC	COMMON STOCK USD.01		
		19,822.000	2,139,143.03	2,467,640.78
	03073E105 CENCORA INC	COMMON STOCK USD.01		
		17,830.000	1,877,413.17	4,006,044.40
	03076C106 AMERIPRISE FINANCIAL INC	COMMON STOCK USD.01		
		9,864.000	1,728,894.10	5,251,889.52
	031100100 AMETEK INC	COMMON STOCK USD.01		
		23,553.000	2,185,254.04	4,245,663.78
	031162100 AMGEN INC	COMMON STOCK USD.0001		
		54,679.000	9,231,865.13	14,251,534.56
	032095101 AMPHENOL CORP CL A	COMMON STOCK USD.001		
		122,506.000	2,915,007.62	8,508,041.70
	032654105 ANALOG DEVICES INC	COMMON STOCK USD.167		
		50,479.000	5,627,173.74	10,724,768.34
	03662Q105 ANSYS INC	COMMON STOCK USD.01		
		8,890.000	1,813,593.72	2,998,863.70
	036752103 ELEVANCE HEALTH INC	COMMON STOCK USD.01		
		23,580.000	5,888,246.95	8,698,662.00
	03743Q108 APA CORP	COMMON STOCK USD.625		
		37,625.000	1,950,409.46	868,761.25
	03769W106 APOLLO GLOBAL MANAGEMENT INC	COMMON STOCK USD.0001		
		45,447.000	7,773,027.65	7,506,026.52
	037833100 APPLE INC	COMMON STOCK USD.00001		
		1,536,838.000	131,477,286.32	384,854,971.96

(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 83,818.000	6,036,414.13	13,631,321.34
	039483102 ARCHER DANIELS MIDLAND CO	COMMON STOCK 48,634.000	2,336,797.40	2,456,989.68
	040413205 ARISTA NETWORKS INC	COMMON STOCK USD.0001 105,026.000	2,991,928.28	11,608,523.78
	04621X108 ASSURANT INC	COMMON STOCK USD.01 5,215.000	534,469.76	1,111,942.30
	049560105 ATMOS ENERGY CORP	COMMON STOCK 15,791.000	1,657,344.36	2,199,212.57
	052769106 AUTODESK INC	COMMON STOCK USD.01 21,860.000	2,882,353.74	6,461,160.20
	053015103 AUTOMATIC DATA PROCESSING	COMMON STOCK USD.1 41,427.000	5,364,278.60	12,126,925.71
	053332102 AUTOZONE INC	COMMON STOCK USD.01 1,719.000	1,935,995.24	5,504,238.00
	053484101 AVALONBAY COMMUNITIES INC	REIT USD.01 14,448.000	2,450,683.71	3,178,126.56
	053611109 AVERY DENNISON CORP	COMMON STOCK USD1.0 8,191.000	938,753.27	1,532,781.83
	05464C101 AXON ENTERPRISE INC	COMMON STOCK USD.00001 7,366.000	1,700,015.28	4,377,761.12
	05722G100 BAKER HUGHES CO	COMMON STOCK USD.0001 100,603.000	3,383,410.59	4,126,735.06
	058498106 BALL CORP	COMMON STOCK 30,339.000	1,397,746.13	1,672,589.07
	060505104 BANK OF AMERICA CORP	COMMON STOCK USD.01 678,689.000	20,052,305.30	29,828,381.55
	064058100 BANK OF NEW YORK MELLON CORP	COMMON STOCK USD.01 73,918.000	3,238,490.98	5,679,119.94
	071813109 BAXTER INTERNATIONAL INC	COMMON STOCK USD1.0 52,153.000	2,663,612.81	1,520,781.48
	075887109 BECTON DICKINSON AND CO	COMMON STOCK USD1.0 29,403.000	5,466,153.10	6,670,658.61
	084423102 WR BERKLEY CORP	COMMON STOCK USD.2 30,579.000	1,091,131.79	1,789,483.08
	084670702 BERKSHIRE HATHAWAY INC CL B	COMMON STOCK USD.0033 186,358.000	39,318,976.48	84,472,354.24
	086516101 BEST BUY CO INC	COMMON STOCK USD.1 19,966.000	1,230,147.97	1,713,082.80
	09062X103 BIOGEN INC	COMMON STOCK USD.0005 14,818.000	2,964,506.28	2,265,968.56
	09073M104 BIO TECHNE CORP	COMMON STOCK USD.01 16,157.000	1,768,809.76	1,163,788.71

(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 73,407.000	8,471,786.23	12,656,834.94
09290D101	BLACKROCK INC	COMMON STOCK USD-.01 14,802.000	8,120,968.27	15,173,678.22
097023105	BOEING CO/THE	COMMON STOCK USD5.0 76,007.000	12,447,067.44	13,453,239.00
09857L108	BOOKING HOLDINGS INC	COMMON STOCK USD-.008 3,365.000	5,293,276.34	16,718,733.30
099724106	BORGWARNER INC	COMMON STOCK USD-.01 22,231.000	785,100.77	706,723.49
101121101	EXP INC	REIT USD.01 14,889.000	1,456,673.74	1,107,146.04
101137107	BOSTON SCIENTIFIC CORP	COMMON STOCK USD-.01 149,841.000	4,890,561.23	13,383,798.12
110122108	BRISTOL MYERS SQUIBB CO	COMMON STOCK USD.1 206,204.000	11,043,331.65	11,662,898.24
111337103	BROADRIDGE FINANCIAL SOLUTIO	COMMON STOCK USD-.01 11,872.000	1,595,857.78	2,684,140.48
11135F101	BROADCOM INC	COMMON STOCK 474,861.000	24,758,955.24	110,091,774.24
115236101	BROWN + BROWN INC	COMMON STOCK USD.1 24,085.000	1,481,807.84	2,457,151.70
115637209	BROWN FORMAN CORP CLASS B	COMMON STOCK USD.15 18,645.000	830,106.73	708,137.10
12008R107	BUILDERS FIRSTSOURCE INC	COMMON STOCK USD.01 11,701.000	1,894,305.91	1,672,423.93
12503M108	CBOE GLOBAL MARKETS INC	COMMON STOCK 10,644.000	1,137,602.27	2,079,837.60
12504L109	CBRE GROUP INC A	COMMON STOCK USD.01 30,640.000	1,700,341.22	4,022,725.60
12514G108	CDW CORP/DE	COMMON STOCK USD.01 13,588.000	2,038,861.82	2,364,855.52
125269100	CF INDUSTRIES HOLDINGS INC	COMMON STOCK USD-.01 17,689.000	784,353.98	1,509,225.48
12541W209	C.H. ROBINSON WORLDWIDE INC	COMMON STOCK USD.1 11,983.000	888,852.58	1,238,083.56
125523100	THE CIGNA GROUP	COMMON STOCK USD-.01 28,280.000	5,133,491.29	7,809,239.20
125720105	CME GROUP INC	COMMON STOCK USD-.01 36,631.000	5,314,719.91	8,506,817.13
125896100	CMS ENERGY CORP	COMMON STOCK USD-.01 30,387.000	1,276,330.77	2,025,293.55
126408103	CSX CORP	COMMON STOCK USD1.0 196,055.000	3,631,176.97	6,326,694.85

(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.01 127,965.000	8,788,627.81	5,744,348.85
	127097103 COTERRA ENERGY INC	COMMON STOCK USD.1 75,200.000	1,731,702.21	1,920,608.00
	127387108 CADENCE DESIGN SYS INC	COMMON STOCK USD.01 27,885.000	2,841,129.70	8,378,327.10
	127696100 CAESARS ENTERTAINMENT INC	COMMON STOCK 21,600.000	1,707,331.44	721,872.00
	133131102 CAMDEN PROPERTY TRUST	REIT USD.01 10,847.000	1,683,483.44	1,258,685.88
	134429109 THE CAMPBELL S COMPANY	COMMON STOCK USD.0375 19,969.000	877,097.83	836,301.72
	14040H105 CAPITAL ONE FINANCIAL CORP	COMMON STOCK USD.01 38,844.000	3,632,376.56	6,926,662.08
	14149Y108 CARDINAL HEALTH INC	COMMON STOCK 24,606.000	1,446,773.10	2,910,151.62
	143130102 CARMAX INC	COMMON STOCK USD.5 15,747.000	952,647.39	1,287,474.72
	143658300 CARNIVAL CORP	COMMON STOCK USD.01 105,609.000	2,514,845.12	2,631,776.28
	14448C104 CARRIER GLOBAL CORP	COMMON STOCK USD.01 84,830.000	2,487,770.63	5,780,495.80
	149123101 CATERPILLAR INC	COMMON STOCK USD1.0 49,087.000	7,209,994.98	17,806,800.12
	150870103 CELANESE CORP	COMMON STOCK USD.0001 11,115.000	1,216,477.04	769,269.15
	15135B101 CENTENE CORP	COMMON STOCK USD.001 51,327.000	2,912,660.42	3,109,389.66
	15189T107 CENTERPOINT ENERGY INC	COMMON STOCK USD.01 66,292.000	1,598,773.13	2,103,445.16
	15677J108 DAYFORCE INC	COMMON STOCK USD.01 16,099.000	1,470,892.85	1,169,431.36
	159864107 CHARLES RIVER LABORATORIES	COMMON STOCK USD.01 5,199.000	1,573,706.09	959,735.40
	16119P108 CHARTER COMMUNICATIONS INC A	COMMON STOCK USD.001 9,831.000	3,621,505.79	3,369,771.87
	166764100 CHEVRON CORP	COMMON STOCK USD.75 169,922.000	20,815,015.22	24,611,502.48
	169656105 CHIPOTLE MEXICAN GRILL INC	COMMON STOCK USD.01 138,535.000	2,707,596.33	8,353,660.50
	171340102 CHURCH + DWIGHT CO INC	COMMON STOCK USD1.0 24,903.000	1,592,635.99	2,607,593.13
	172062101 CINCINNATI FINANCIAL CORP	COMMON STOCK USD2.0 15,893.000	1,217,135.84	2,283,824.10

(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-.001 405,257.000	14,903,235.47	23,991,214.40
	17290R105 CINTAS CORP	COMMON STOCK 34,853.000	2,058,771.45	6,367,643.10
	172967424 CITIGROUP INC	COMMON STOCK USD-.01 192,288.000	12,627,779.00	13,535,152.32
	174610105 CITIZENS FINANCIAL GROUP	COMMON STOCK USD-.01 44,802.000	1,474,820.27	1,960,535.52
	189054109 CLOROX COMPANY	COMMON STOCK USD1.0 12,600.000	1,422,258.66	2,046,366.00
	191216100 COCA COLA CO/THE	COMMON STOCK USD.25 394,178.000	18,331,469.81	24,541,522.28
	192446102 COGNIZANT TECH SOLUTIONS A	COMMON STOCK USD-.01 50,418.000	2,672,467.67	3,877,144.20
	194162103 COLGATE PALMOLIVE CO	COMMON STOCK USD1.0 83,118.000	5,339,131.01	7,556,257.38
	20030N101 COMCAST CORP CLASS A	COMMON STOCK USD-.01 388,079.000	12,429,744.29	14,564,604.87
	205887102 CONAGRA BRANDS INC	COMMON STOCK USD5.0 48,731.000	1,447,785.48	1,352,285.25
	20825C104 CONOCOPHILLIPS	COMMON STOCK USD-.01 131,519.000	9,878,513.20	13,042,739.23
	209115104 CONSOLIDATED EDISON INC	COMMON STOCK USD.1 35,180.000	2,542,912.74	3,139,111.40
	21036P108 CONSTELLATION BRANDS INC A	COMMON STOCK USD-.01 15,873.000	2,250,040.23	3,507,933.00
	21037T109 CONSTELLATION ENERGY	COMMON STOCK 31,808.000	1,826,535.55	7,115,767.68
	216648501 COOPER COS INC/THE	COMMON STOCK USD.1 20,255.000	1,336,979.93	1,862,042.15
	217204106 COPART INC	COMMON STOCK 89,078.000	2,126,264.67	5,112,186.42
	219350105 CORNING INC	COMMON STOCK USD.5 78,340.000	2,147,703.78	3,722,716.80
	219948106 COREPAY INC	COMMON STOCK USD-.001 7,088.000	1,658,688.18	2,398,720.96
	22052L104 CORTEVA INC	COMMON STOCK USD-.01 69,878.000	2,493,744.54	3,980,250.88
	22160K105 COSTCO WHOLESALE CORP	COMMON STOCK USD-.005 45,048.000	13,301,202.51	41,276,130.96
	22160N109 COSTAR GROUP INC	COMMON STOCK USD-.01 41,687.000	3,017,009.71	2,984,372.33
	22788C105 CROWDSTRIKE HOLDINGS INC A	COMMON STOCK 23,661.000	8,942,417.98	8,095,847.76

(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 44,206.000	4,913,410.22	4,012,136.56
231021106	CUMMINS INC	COMMON STOCK USD2.5 13,941.000	2,176,180.88	4,859,832.60
23331A109	DR HORTON INC	COMMON STOCK USD.01 29,650.000	1,787,961.51	4,145,663.00
233331107	DTE ENERGY COMPANY	COMMON STOCK 21,059.000	1,793,620.27	2,542,874.25
235851102	DANAHER CORP	COMMON STOCK USD.01 65,357.000	8,728,299.98	15,002,699.35
237194105	DARDEN RESTAURANTS INC	COMMON STOCK 11,947.000	1,027,494.75	2,230,385.43
23918K108	DAVITA INC	COMMON STOCK USD.001 4,586.000	331,969.81	685,836.30
243537107	DECKERS OUTDOOR CORP	COMMON STOCK USD.01 15,446.000	2,339,918.83	3,136,928.14
244199105	DEERE + CO	COMMON STOCK USD1.0 25,870.000	5,164,982.33	10,961,119.00
24703L202	DELL TECHNOLOGIES C	COMMON STOCK 31,230.000	3,666,278.25	3,588,945.20
247361702	DELTA AIR LINES INC	COMMON STOCK USD.0001 65,227.000	2,324,454.97	3,946,233.50
25179M103	DEVON ENERGY CORP	COMMON STOCK USD.1 66,786.000	2,782,467.67	2,185,905.78
252131107	DEXCOM INC	COMMON STOCK USD.001 39,712.000	4,248,970.29	3,088,402.24
25278X109	DIAMONDBACK ENERGY INC	COMMON STOCK USD.01 19,000.000	2,326,598.50	3,112,770.00
253868103	DIGITAL REALTY TRUST INC	REIT USD.01 31,702.000	3,896,876.66	5,621,715.66
254687106	WALT DISNEY CO/THE	COMMON STOCK USD.01 184,120.000	16,966,533.88	20,501,762.00
254709108	DISCOVER FINANCIAL SERVICES	COMMON STOCK USD.01 25,540.000	1,780,386.94	4,424,294.20
256677105	DOLLAR GENERAL CORP	COMMON STOCK USD.875 22,483.000	2,696,136.65	1,704,661.06
256746108	DOLLAR TREE INC	COMMON STOCK USD.01 20,551.000	1,777,000.57	1,540,091.94
25746U109	DOMINION ENERGY INC	COMMON STOCK 85,340.000	5,482,094.77	4,596,412.40
25754A201	DOMINO S PIZZA INC	COMMON STOCK USD.01 3,511.000	1,377,903.17	1,473,777.36
260003108	DOVER CORP	COMMON STOCK USD1.0 13,983.000	1,281,062.24	2,623,210.80

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
30161N101	EXELON CORP	COMMON STOCK 102,153.000	3,328,489.49	3,845,038.92
30212F303	EXPEDIA GROUP INC	COMMON STOCK USD-.001 12,488.000	1,369,700.72	2,326,889.04
302130109	EXPEDITORS INTL WASH INC	COMMON STOCK USD-.01 14,232.000	1,044,180.86	1,576,478.64
30225T102	EXTRA SPACE STORAGE INC	REIT USD.01 21,559.000	2,795,649.43	3,225,226.40
30231G102	EXXON MOBIL CORP	COMMON STOCK 446,853.000	36,050,771.27	48,067,977.21
302491303	PMC CORP	COMMON STOCK USD.1 12,695.000	841,109.64	617,103.95
30303M102	META PLATFORMS INC CLASS A	COMMON STOCK USD-.000006 221,643.000	39,343,279.25	129,774,192.93
303075105	FACTSET RESEARCH SYSTEMS INC	COMMON STOCK USD-.01 3,870.000	1,764,467.22	1,858,683.60
303250104	FAIR ISAAC CORP	COMMON STOCK USD-.01 2,476.000	1,825,047.84	4,929,542.68
311900104	PASTENAL CO	COMMON STOCK USD-.01 58,251.000	1,918,591.00	4,188,829.41
313745101	FEDERAL REALTY INVS TRUST	REIT USD.01 7,775.000	1,026,120.23	870,411.25
31428X106	FEDEX CORP	COMMON STOCK USD.1 22,854.000	3,806,309.76	6,429,515.82
315616102	F5 INC	COMMON STOCK 5,929.000	854,128.93	1,490,965.63
31620M106	FIDELITY NATIONAL INFO SERV	COMMON STOCK USD.01 54,734.000	5,270,469.05	4,420,865.18
316773100	FIFTH THIRD BANCORP	COMMON STOCK 68,174.000	2,076,546.40	2,882,396.72
336433107	FIRST SOLAR INC	COMMON STOCK USD-.001 10,889.000	1,781,329.39	1,919,077.36
337738108	FISERV INC	COMMON STOCK USD-.01 57,843.000	4,852,261.01	11,882,109.06
337932107	FIRSTENERGY CORP	COMMON STOCK USD.1 52,140.000	2,128,702.86	2,074,129.20
345370860	FORD MOTOR CO	COMMON STOCK USD-.01 397,173.000	5,310,713.15	3,932,012.70
34959E109	FORTINET INC	COMMON STOCK USD-.001 64,678.000	2,046,251.93	6,110,777.44
34959J108	FORTIVE CORP	COMMON STOCK USD-.01 35,275.000	1,772,161.69	2,645,625.00
35137L105	FOX CORP CLASS A	COMMON STOCK USD-.01 22,478.000	880,638.56	1,091,981.24

(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	520,328.26	617,307.04
	354613101 FRANKLIN RESOURCES INC	COMMON STOCK USD.1	1,023,086.35	636,862.52
	35671D857 FREEPORT MCMORAN INC	COMMON STOCK USD.1	4,329,651.20	5,565,772.80
	36266G107 GE HEALTHCARE TECHNOLOGY	COMMON STOCK USD.01	4,824,176.19	3,636,777.24
	363576109 ARTHUR J GALLAGHER + CO	COMMON STOCK USD1.0	2,539,303.21	6,331,841.95
	366651107 GARTNER INC	COMMON STOCK USD.0005	1,562,953.67	3,797,760.33
	36828A101 GE VERNOVA INC	COMMON STOCK USD.01	3,011,058.20	9,218,592.18
	368736104 GENERAC HOLDINGS INC	COMMON STOCK USD.01	1,593,104.83	937,897.45
	369550108 GENERAL DYNAMICS CORP	COMMON STOCK USD1.0	4,425,352.62	6,912,133.17
	369604301 GENERAL ELECTRIC	COMMON STOCK USD.01	11,414,707.33	18,363,238.02
	370334104 GENERAL MILLS INC	COMMON STOCK USD.1	3,073,479.86	3,589,115.03
	37045V100 GENERAL MOTORS CO	COMMON STOCK USD.01	4,532,530.57	5,955,372.92
	372460105 GENUINE PARTS CO	COMMON STOCK USD1.0	1,373,349.04	1,654,722.72
	375558103 GILEAD SCIENCES INC	COMMON STOCK USD.001	7,232,603.36	11,710,114.38
	37940X102 GLOBAL PAYMENTS INC	COMMON STOCK	2,557,788.18	2,900,336.92
	37959E102 GLOBE LIFE INC	COMMON STOCK USD1.0	590,880.79	951,823.20
	380237107 GODADDY INC CLASS A	COMMON STOCK USD.001	1,972,373.94	2,817,259.38
	38141G104 GOLDMAN SACHS GROUP INC	COMMON STOCK USD.01	7,948,637.18	18,275,739.92
	384802104 WW GRAINGER INC	COMMON STOCK USD.5	1,581,352.37	4,749,549.30
	40412C101 HCA HEALTHCARE INC	COMMON STOCK USD.01	2,759,796.91	5,565,381.30
	40434L105 HP INC	COMMON STOCK USD.01	2,261,625.08	3,196,858.99
	406216101 HALLIBURTON CO	COMMON STOCK USD2.5	3,134,415.80	2,428,393.28

(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 29,473.000	1,715,912.11	3,224,346.20
418056107	HASBRO INC	COMMON STOCK USD.5 13,327.000	825,800.28	745,112.57
42250P103	HEALTHPEAK PROPERTIES INC	REIT USD1.0 71,592.000	2,086,269.27	1,451,169.84
426281101	JACK HENRY + ASSOCIATES INC	COMMON STOCK USD-.01 7,416.000	1,170,221.28	1,300,024.80
427866108	HERSHEY CO/THE	COMMON STOCK USD1.0 15,022.000	2,120,302.04	2,543,975.70
42809H107	HESS CORP	COMMON STOCK USD1.0 28,115.000	2,272,131.74	3,739,576.15
42824C109	HEWLETT PACKARD ENTERPRISE	COMMON STOCK USD-.01 132,207.000	1,764,085.29	2,822,619.45
43300A203	HILTON WORLDWIDE HOLDINGS IN	COMMON STOCK USD-.01 24,786.000	2,622,467.94	6,126,107.76
436440101	HOLOGIC INC	COMMON STOCK USD-.01 23,626.000	1,251,942.83	1,703,198.34
437076102	HOME DEPOT INC	COMMON STOCK USD.05 100,989.000	19,094,123.76	39,283,711.11
438516106	HONEYWELL INTERNATIONAL INC	COMMON STOCK USD1.0 66,111.000	8,766,132.12	14,933,813.79
440452100	HORMEL FOODS CORP	COMMON STOCK USD-.01465 29,802.000	873,065.33	934,888.74
44107P104	HOST HOTELS + RESORTS INC	REIT USD.01 71,453.000	1,329,323.76	1,251,856.56
443201108	HORWET AEROSPACE INC	COMMON STOCK 41,305.000	1,555,666.43	4,517,527.85
443510607	HUBBELL INC	COMMON STOCK USD.01 5,461.000	1,670,499.39	2,287,558.29
444859102	HUMANA INC	COMMON STOCK USD.16666666 12,248.000	2,985,020.32	3,107,440.08
445658107	HUNT (JB) TRANSPRT SVCS INC	COMMON STOCK USD-.01 8,099.000	1,006,973.91	1,382,175.34
446150104	HUNTINGTON BANCSHARES INC	COMMON STOCK USD-.01 148,328.000	1,925,356.98	2,413,296.56
446413106	HUNTINGTON INGALLS INDUSTRIE	COMMON STOCK USD-.01 3,989.000	900,863.88	753,801.33
45167R104	IDEX CORP	COMMON STOCK USD-.01 7,701.000	1,406,675.52	1,611,742.29
45168D104	IDEXX LABORATORIES INC	COMMON STOCK USD.1 8,326.000	2,317,273.33	3,442,301.44
452308109	ILLINOIS TOOL WORKS	COMMON STOCK USD-.01 27,322.000	3,812,925.50	6,927,766.32

(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 16,370.000	1,755,861.07	1,130,675.90
	45687V106 INGERSOLL RAND INC	COMMON STOCK USD-.01 41,041.000	1,581,950.72	3,712,568.86
	45784P101 INSULET CORP	COMMON STOCK USD-.001 7,133.000	2,148,010.76	1,862,212.31
	458140100 INTEL CORP	COMMON STOCK USD-.001 438,500.000	15,206,911.67	8,791,925.00
	45866F104 INTERCONTINENTAL EXCHANGE IN	COMMON STOCK USD-.01 58,405.000	4,599,835.92	8,702,929.05
	459200101 INTL BUSINESS MACHINES CORP	COMMON STOCK USD.2 94,010.000	13,205,366.48	20,666,218.30
	459506101 INTL FLAVORS + FRAGRANCES	COMMON STOCK USD.125 26,008.000	2,952,326.96	2,198,976.40
	460146103 INTERNATIONAL PAPER CO	COMMON STOCK USD1.0 35,343.000	1,443,517.45	1,902,160.26
	460690100 INTERPUBLIC GROUP OF COS INC	COMMON STOCK USD.1 38,204.000	910,663.13	1,070,476.08
	46120E602 INTUITIVE SURGICAL INC	COMMON STOCK USD-.001 36,213.000	6,028,458.54	18,901,737.48
	461202103 INTUIT INC	COMMON STOCK USD-.01 28,498.000	7,770,499.80	17,910,993.00
	46187W107 INVITATION HOMES INC	REIT USD.01 57,952.000	2,090,311.73	1,852,725.44
	46266C105 IOVIA HOLDINGS INC	COMMON STOCK USD.01 17,531.000	2,743,548.93	3,445,016.81
	46284V101 IRON MOUNTAIN INC	REIT USD.01 29,839.000	1,271,984.95	3,136,377.29
	46625H100 JPMORGAN CHASE + CO	COMMON STOCK USD1.0 286,238.000	28,957,138.62	68,614,110.98
	466313103 JABIL INC	COMMON STOCK USD-.001 11,540.000	1,520,206.34	1,660,606.00
	46982L108 JACOBS SOLUTIONS INC	COMMON STOCK 12,633.000	970,358.87	1,688,021.46
	478160104 JOHNSON + JOHNSON	COMMON STOCK USD1.0 244,785.000	29,842,954.26	35,400,806.70
	48203R104 JUNIPER NETWORKS INC	COMMON STOCK USD-.00001 33,660.000	880,099.76	1,260,567.00
	482480100 KLA CORP	COMMON STOCK USD-.001 13,600.000	3,101,307.16	8,569,632.00
	48251W104 KKR + CO INC	COMMON STOCK USD-.01 68,677.000	7,496,174.60	10,158,015.07
	487836108 KELLANOVA	COMMON STOCK USD.25 27,286.000	1,542,352.90	2,209,347.42

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	(D) COST	(E) CURRENT VALUE
	491770102 KENVUE INC	COMMON STOCK USD-.01		
		194,817.000	4,434,846.78	4,159,342.95
	49271V100 KEURIG DR BEPPER INC	COMMON STOCK USD-.01		
		114,561.000	3,911,133.36	3,679,699.32
	493267108 KEYCORP	COMMON STOCK USD1.0		
		100,778.000	1,667,830.17	1,727,334.92
	49338L103 KEYSIGHT TECHNOLOGIES IN	COMMON STOCK USD-.01		
		17,644.000	1,756,669.11	2,834,155.72
	494368103 KIMBERLY CLARK CORP	COMMON STOCK USD1.25		
		33,906.000	3,607,815.67	4,443,042.24
	49446R109 KIMCO REALTY CORP	REIT USD.01		
		68,602.000	1,575,117.71	1,607,344.86
	49456B101 KINDER MORGAN INC	COMMON STOCK USD-.01		
		196,423.000	5,196,841.99	5,381,990.20
	500754106 KRAFT HEINZ CO./THE	COMMON STOCK USD-.01		
		89,783.000	3,697,477.69	2,757,235.93
	501044101 KROGER CO	COMMON STOCK USD1.0		
		67,666.000	1,954,067.72	4,137,775.90
	501889208 LKQ CORP	COMMON STOCK USD-.01		
		26,427.000	1,059,849.25	971,192.25
	502431109 L3HARRIS TECHNOLOGIES INC	COMMON STOCK USD1.0		
		19,298.000	2,611,324.14	4,057,983.44
	504922105 LABCORP HOLDINGS INC	COMMON STOCK USD.1		
		8,541.000	1,182,110.49	1,958,622.12
	512807306 LAM RESEARCH CORP	COMMON STOCK USD-.001		
		130,820.000	3,902,016.66	9,449,128.60
	513272104 LAMB WESTON HOLDINGS INC	COMMON STOCK USD1.0		
		14,614.000	1,171,029.91	976,653.62
	517834107 LAS VEGAS SANDS CORP	COMMON STOCK USD-.001		
		35,383.000	1,900,761.75	1,817,270.88
	518439104 ESTEE LAUDER COMPANIES CL A	COMMON STOCK USD-.01		
		23,704.000	3,356,698.86	1,777,325.92
	525327102 LEIDOS HOLDINGS INC	COMMON STOCK USD-.0001		
		13,566.000	1,274,874.55	1,954,317.96
	526057104 LENNAR CORP A	COMMON STOCK USD.1		
		24,280.000	1,788,152.87	3,311,063.60
	526107107 LENNOX INTERNATIONAL INC	COMMON STOCK USD-.01		
		3,260.000	2,048,209.10	1,986,318.00
	532457108 ELI LILLY + CO	COMMON STOCK		
		80,110.000	16,516,395.56	61,844,920.00
	538034109 LIVE NATION ENTERTAINMENT IN	COMMON STOCK USD-.01		
		15,932.000	1,302,320.65	2,063,194.00
	539830109 LOCKHEED MARTIN CORP	COMMON STOCK USD1.0		
		21,449.000	5,659,073.40	10,422,927.06

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	(D) COST	RATE MAT DATE	(E) CURRENT VALUE
	540424108 LOEWS CORP	COMMON STOCK USD.01			
		18,374.000	894,342.69	894,342.69	1,556,094.06
	548661107 LOWE S COS INC	COMMON STOCK USD.5			
		57,678.000	6,624,325.23	6,624,325.23	14,234,930.40
	550021109 LULULEMON ATHLETICA INC	COMMON STOCK USD.005			
		11,485.000	4,638,813.13	4,638,813.13	4,391,978.85
	55261F104 M + T BANK CORP	COMMON STOCK USD.5			
		16,870.000	2,329,881.25	2,329,881.25	3,171,728.70
	552953101 MGM RESORTS INTERNATIONAL	COMMON STOCK USD.01			
		23,002.000	849,793.56	849,793.56	797,019.30
	55354G100 MSCI INC	COMMON STOCK USD.01			
		7,968.000	2,368,904.56	2,368,904.56	4,780,879.68
	56585A102 MARATHON PETROLEUM CORP	COMMON STOCK USD.01			
		32,676.000	2,066,228.69	2,066,228.69	4,558,302.00
	57060D108 MARKETAXESS HOLDINGS INC	COMMON STOCK USD.003			
		3,840.000	1,267,005.95	1,267,005.95	867,993.60
	571748102 MARSH + MCLENNAN COS	COMMON STOCK USD1.0			
		49,933.000	4,909,558.21	4,909,558.21	10,606,268.53
	571903202 MARRIOTT INTERNATIONAL CL A	COMMON STOCK USD.01			
		23,451.000	2,533,054.30	2,533,054.30	6,541,421.94
	573284106 MARTIN MARIETTA MATERIALS	COMMON STOCK USD.01			
		6,217.000	1,587,597.93	1,587,597.93	3,211,080.50
	574599106 MASCO CORP	COMMON STOCK USD1.0			
		21,930.000	855,371.01	855,371.01	1,591,460.10
	57636Q104 MASTERCARD INC A	COMMON STOCK USD.0001			
		83,339.000	17,162,595.50	17,162,595.50	43,883,817.23
	57667L107 MATCH GROUP INC	COMMON STOCK USD.001			
		25,522.000	3,233,916.60	3,233,916.60	834,824.62
	579780206 MCCORMICK + CO NON VTG SHRS	COMMON STOCK USD.01			
		25,633.000	1,364,958.65	1,364,958.65	1,954,259.92
	580135101 MCDONALD S CORP	COMMON STOCK USD.01			
		72,860.000	11,884,123.87	11,884,123.87	21,121,385.40
	58155Q103 MCKESSON CORP	COMMON STOCK USD.01			
		12,907.000	2,539,617.77	2,539,617.77	7,355,828.37
	58933Y105 MERCK + CO. INC.	COMMON STOCK USD.5			
		257,193.000	17,508,388.89	17,508,388.89	25,585,559.64
	59156R108 METLIFE INC	COMMON STOCK USD.01			
		59,131.000	3,009,459.89	3,009,459.89	4,841,646.28
	592688105 METTLER TOLEDO INTERNATIONAL	COMMON STOCK USD.01			
		2,146.000	1,734,274.11	1,734,274.11	2,626,017.28
	594918104 MICROSOFT CORP	COMMON STOCK USD.00000625			
		755,911.000	118,052,827.54	118,052,827.54	318,616,486.50
	595017104 MICROCHIP TECHNOLOGY INC	COMMON STOCK USD.001			
		54,575.000	2,569,079.83	2,569,079.83	3,129,876.25

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	(D) COST	RATE MAT DATE	(E) CURRENT VALUE
	595112103 MICRON TECHNOLOGY INC	COMMON STOCK USD.1 112,727.000	5,237,624.24		9,487,104.32
	595221103 MID AMERICA APARTMENT COMM	REIT USD.01 11,889.000	1,468,987.89		1,837,682.73
	60770K107 MODERNA INC	COMMON STOCK USD.0001 34,409.000	9,287,165.99		1,430,726.22
	608190104 MOHAWK INDUSTRIES INC	COMMON STOCK USD.01 5,329.000	779,760.20		634,843.77
	60855R100 MOLINA HEALTHCARE INC	COMMON STOCK USD.001 5,816.000	1,808,136.88		1,692,746.80
	60871R209 MOLSON COORS BEVERAGE CO B	COMMON STOCK USD.01 17,871.000	1,013,871.79		1,024,365.72
	609207105 MONDELEZ INTERNATIONAL INC A	COMMON STOCK 135,883.000	6,089,917.11		8,116,291.59
	609839105 MONOLITHIC POWER SYSTEMS INC	COMMON STOCK USD.001 4,960.000	2,194,684.31		2,934,832.00
	61174X109 MONSTER BEVERAGE CORP	COMMON STOCK USD.005 71,189.000	2,069,899.25		3,741,693.84
	615369105 WOODY S CORP	COMMON STOCK USD.01 15,844.000	2,996,116.88		7,500,074.28
	617446448 MORGAN STANLEY	COMMON STOCK USD.01 126,122.000	7,590,510.67		15,856,057.84
	61945C103 MOSAIC CO/THE	COMMON STOCK USD.01 32,411.000	1,348,646.22		786,662.38
	620076307 MOTOROLA SOLUTIONS INC	COMMON STOCK USD.01 16,992.000	2,640,645.30		7,854,212.16
	629377508 NRG ENERGY INC	COMMON STOCK USD.01 20,593.000	665,957.81		1,857,900.46
	62944T105 NVR INC	COMMON STOCK USD.01 312.000	1,427,001.48		2,551,816.80
	631103108 NASDAQ INC	COMMON STOCK USD.01 42,094.000	1,546,295.78		3,254,287.14
	64110D104 NETAPP INC	COMMON STOCK USD.001 20,821.000	1,170,862.56		2,416,901.68
	64110L106 NETFLIX INC	COMMON STOCK USD.001 43,460.000	10,605,926.84		38,736,767.20
	651639106 NEWMONT CORP	COMMON STOCK USD1.6 115,742.000	4,893,639.10		4,307,917.24
	65249B109 NEWS CORP CLASS A	COMMON STOCK USD.01 38,485.000	602,992.13		1,059,876.90
	65249B208 NEWS CORP CLASS B	COMMON STOCK 11,702.000	196,961.14		356,091.86
	65339F101 NEXTERA ENERGY INC	COMMON STOCK USD.01 209,063.000	9,880,759.36		14,987,726.47

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	(D) COST	RATE MAT DATE	(E) CURRENT VALUE
	654106103 NIKE INC CL B	COMMON STOCK 121,047.000	8,432,666.66		9,159,626.49
	65473105 NISOURCE INC	COMMON STOCK USD.01 47,451.000	1,010,359.37		1,744,298.76
	655663102 NORDSON CORP	COMMON STOCK 5,535.000	1,249,458.51		1,158,143.40
	655844108 NORFOLK SOUTHERN CORP	COMMON STOCK USD1.0 23,000.000	3,352,484.61		5,398,100.00
	665859104 NORTHERN TRUST CORP	COMMON STOCK USD1.666666 20,153.000	1,590,948.42		2,065,682.50
	666807102 NORTROP GRUMMAN CORP	COMMON STOCK USD1.0 13,925.000	3,377,093.28		6,534,863.25
	668771108 GEN DIGITAL INC	COMMON STOCK USD.01 55,100.000	1,312,103.32		1,508,638.00
	670346105 NUCOR CORP	COMMON STOCK USD.4 23,874.000	1,862,598.33		2,786,334.54
	670666104 NVIDIA CORP	COMMON STOCK USD.001 2,493,985.000	45,185,970.44		334,917,245.65
	67103107 O RELLY AUTOMOTIVE INC	COMMON STOCK USD.01 5,870.000	2,255,091.17		6,960,646.00
	674599105 OCCIDENTAL PETROLEUM CORP	COMMON STOCK USD.2 68,680.000	3,820,343.04		3,383,478.80
	679580100 OLD DOMINION FREIGHT LINE	COMMON STOCK USD.1 19,102.000	1,955,534.49		3,369,592.80
	681919106 OMNICO GROUP	COMMON STOCK USD.15 19,902.000	1,333,918.82		1,712,368.08
	682189105 ON SEMICONDUCTOR	COMMON STOCK USD.01 43,292.000	2,474,021.79		2,729,560.60
	682680103 ONEOK INC	COMMON STOCK USD.01 59,413.000	3,430,809.16		5,965,065.20
	68389X105 ORACLE CORP	COMMON STOCK USD.01 163,407.000	9,628,831.93		27,230,142.48
	68902V107 OTIS WORLDWIDE CORP	COMMON STOCK USD.01 40,616.000	2,532,523.67		3,761,447.76
	69331C108 P G + E CORP	COMMON STOCK 222,271.000	3,211,382.42		4,485,428.78
	693475105 PNC FINANCIAL SERVICES GROUP	COMMON STOCK USD5.0 40,341.000	5,094,698.16		7,779,761.85
	693506107 PPG INDUSTRIES INC	COMMON STOCK USD1.666666 23,588.000	2,226,796.71		2,817,586.60
	69351T106 PPL CORP	COMMON STOCK USD.01 75,044.000	2,192,101.06		2,435,928.24
	69370C100 PTC INC	COMMON STOCK USD.01 12,256.000	1,718,174.38		2,253,510.72

(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	2,559,592.92	5,546,658.46
	695156109 PACKAGING CORP OF AMERICA	COMMON STOCK USD.01	1,134,913.20	2,041,929.10
	69608A108 PALANTIR TECHNOLOGIES INC A	COMMON STOCK USD.001	7,907,414.50	15,761,292.00
	697435105 PALO ALTO NETWORKS INC	COMMON STOCK USD.0001	8,549,879.50	12,108,346.24
	701094104 PARKER HANNIFIN CORP	COMMON STOCK USD.5	2,573,775.02	8,323,724.61
	70432V102 PAYCOM SOFTWARE INC	COMMON STOCK USD.01	1,516,658.02	1,013,166.71
	704326107 PAYCHEX INC	COMMON STOCK USD.01	2,470,999.18	4,571,732.88
	70450Y103 PAYPAL HOLDINGS INC	COMMON STOCK	7,789,423.73	8,699,213.40
	713448108 PEPSICO INC	COMMON STOCK USD.017	16,478,580.77	21,211,001.46
	714046109 REVVITY INC	COMMON STOCK USD1.0	1,069,867.14	1,381,062.14
	717081103 PFIZER INC	COMMON STOCK USD.05	19,439,606.09	15,285,551.33
	718172109 PHILIP MORRIS INTERNATIONAL	COMMON STOCK	13,074,477.05	19,025,048.35
	718546104 PHILLIPS 66	COMMON STOCK	3,245,687.55	4,783,806.77
	723484101 PINNACLE WEST CAPITAL	COMMON STOCK	728,651.46	979,008.73
	73278L105 POOL CORP	COMMON STOCK USD.001	1,379,560.06	1,326,938.48
	74144T108 T ROWE PRICE GROUP INC	COMMON STOCK USD.2	2,117,039.15	2,560,696.87
	74251V102 PRINCIPAL FINANCIAL GROUP	COMMON STOCK USD.01	1,198,289.43	1,655,722.49
	742718109 PROCTER + GAMELE CO/THE	COMMON STOCK	25,428,936.35	40,141,948.35
	743315103 PROGRESSIVE CORP	COMMON STOCK USD1.0	4,614,284.50	14,280,276.78
	74340W103 PROLOGIS INC	REIT USD.01	8,177,185.83	9,953,240.50
	744320102 PRUDENTIAL FINANCIAL INC	COMMON STOCK USD.01	3,107,165.50	4,290,193.35
	744573106 PUBLIC SERVICE ENTERPRISE GP	COMMON STOCK	2,393,080.15	4,281,446.26

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
	74460D109 PUBLIC STORAGE	REIT USD.1		
		16,024.000	3,436,393.87	4,798,226.56
	745867101 PULTEGROUP INC	COMMON STOCK USD.01		
		20,851.000	886,939.86	2,270,673.90
	747525103 QUALCOMM INC	COMMON STOCK USD.0001		
		112,956.000	10,862,901.34	17,352,300.72
	74762E102 QUANTA SERVICES INC	COMMON STOCK USD.00001		
		15,008.000	1,176,894.12	4,743,278.40
	74834L100 QUEST DIAGNOSTICS INC	COMMON STOCK USD.01		
		11,324.000	1,050,119.07	1,708,338.64
	751212101 RALPH LAUREN CORP	COMMON STOCK USD.01		
		4,075.000	497,776.95	941,243.50
	754730109 RAYMOND JAMES FINANCIAL INC	COMMON STOCK USD.01		
		18,603.000	1,391,423.57	2,889,603.99
	75513E101 RTX CORP	COMMON STOCK USD1.0		
		135,365.000	8,914,237.78	15,664,437.80
	756109104 REALTY INCOME CORP	REIT USD1.0		
		88,977.000	5,427,332.84	4,752,261.57
	758849103 REGENCY CENTERS CORP	REIT USD.01		
		16,616.000	1,112,406.03	1,228,420.88
	75886F107 REGENERON PHARMACEUTICALS	COMMON STOCK USD.001		
		10,704.000	5,648,386.17	7,624,780.32
	7591EP100 REGIONS FINANCIAL CORP	COMMON STOCK USD.01		
		92,398.000	1,545,761.44	2,173,200.96
	760759100 REPUBLIC SERVICES INC	COMMON STOCK USD.01		
		20,695.000	1,615,799.88	4,163,420.10
	761152107 RESMED INC	COMMON STOCK USD.004		
		14,947.000	2,075,080.98	3,418,229.43
	773903109 ROCKWELL AUTOMATION INC	COMMON STOCK USD1.0		
		11,479.000	1,910,522.68	3,280,583.41
	775711104 ROLLINS INC	COMMON STOCK USD1.0		
		28,571.000	903,871.09	1,324,265.85
	776696106 ROPER TECHNOLOGIES INC	COMMON STOCK USD.01		
		10,905.000	2,978,182.05	5,668,964.25
	778296103 ROSS STORES INC	COMMON STOCK USD.01		
		33,731.000	2,384,292.43	5,102,488.37
	78409V104 S+P GLOBAL INC	COMMON STOCK USD1.0		
		32,281.000	7,474,362.09	16,076,906.43
	78410G104 SBA COMMUNICATIONS CORP	REIT USD.01		
		10,933.000	2,284,065.59	2,228,145.40
	79466L302 SALESFORCE INC	COMMON STOCK USD.001		
		97,198.000	13,910,486.40	32,496,207.34
	806407102 HENRY SCHEIN INC	COMMON STOCK USD.01		
		12,675.000	863,603.73	877,110.00

(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.01 143,568.000	8,098,288.56	5,504,397.12
	808513105 SCHWAB (CHARLES) CORP	COMMON STOCK USD.01 152,116.000	7,279,893.30	11,258,105.16
	816851109 SEMPERA	COMMON STOCK 64,403.000	3,616,612.69	5,649,431.16
	81762102 SERVICENOW INC	COMMON STOCK USD.001 20,945.000	8,424,474.87	22,204,213.40
	824348106 SHERWIN WILLIAMS CO/THE	COMMON STOCK USD1.0 23,558.000	3,458,610.01	8,008,070.94
	828806109 SIMON PROPERTY GROUP INC	REIT USD.0001 31,176.000	4,022,105.74	5,368,818.96
	83088M102 SKYWORKS SOLUTIONS INC	COMMON STOCK USD.25 16,247.000	1,729,259.24	1,440,783.96
	831865209 SMITH (A.O.) CORP	COMMON STOCK USD1.0 12,198.000	750,353.82	832,025.58
	832696405 JM SMUCKER CO/THE	COMMON STOCK 10,827.000	1,161,666.03	1,192,269.24
	833034101 SNAP ON INC	COMMON STOCK USD1.0 5,359.000	757,655.40	1,819,273.32
	83444M101 SOLVENTUM CORP	COMMON STOCK 14,051.000	1,126,213.95	928,209.06
	842587107 SOUTHERN CO/THE	COMMON STOCK USD5.0 111,342.000	6,273,576.44	9,165,673.44
	844741108 SOUTHWEST AIRLINES CO	COMMON STOCK USD1.0 61,251.000	1,895,411.67	2,059,258.62
	854502101 STANLEY BLACK + DECKER INC	COMMON STOCK USD2.5 15,661.000	1,611,760.85	1,257,421.69
	855244109 STARBUCKS CORP	COMMON STOCK USD.001 115,241.000	6,868,386.10	10,515,741.25
	857477103 STATE STREET CORP	COMMON STOCK USD1.0 29,806.000	2,205,646.19	2,925,458.90
	858119100 STEEL DYNAMICS INC	COMMON STOCK USD.005 14,395.000	1,560,652.22	1,642,037.65
	863667101 STRYKER CORP	COMMON STOCK USD.1 34,883.000	5,738,976.15	12,559,624.15
	86800U302 SUPER MICRO COMPUTER INC	COMMON STOCK USD.001 51,230.000	5,404,338.49	1,561,490.40
	871607107 SYNOPSYS INC	COMMON STOCK USD.01 15,618.000	3,072,049.77	7,580,352.48
	87165B103 SYNCHRONY FINANCIAL	COMMON STOCK USD.001 39,583.000	1,424,875.11	2,572,895.00
	871829107 SYSICO CORP	COMMON STOCK USD1.0 50,020.000	2,803,469.69	3,824,529.20

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	(D) COST	RATE MAT DATE	(E) CURRENT VALUE
	872540109 TUX COMPANIES INC	COMMON STOCK USD1.0			
		114,672.000	5,379,614.79		13,853,524.32
	872590104 T MOBILE US INC	COMMON STOCK USD.0001			
		49,555.000	5,540,661.81		10,938,275.15
	874054109 TAKE TWO INTERACTIVE SOFTWARE	COMMON STOCK USD.01			
		16,582.000	2,038,905.62		3,052,414.56
	876030107 TAPESTRY INC	COMMON STOCK USD.01			
		23,692.000	944,960.53		1,547,798.36
	87612E106 TARGET CORP	COMMON STOCK USD.0833			
		46,837.000	5,151,625.79		6,331,425.66
	87612G101 TARGA RESOURCES CORP	COMMON STOCK USD.001			
		22,171.000	1,614,258.97		3,957,523.50
	879360105 TELEDYNE TECHNOLOGIES INC	COMMON STOCK USD.01			
		4,759.000	1,763,638.44		2,208,794.67
	879369106 TELEFLEX INC	COMMON STOCK USD1.0			
		4,722.000	1,277,584.52		840,421.56
	880770102 TERADYNE INC	COMMON STOCK USD.125			
		16,599.000	1,565,811.36		2,090,146.08
	88160R101 TESLA INC	COMMON STOCK USD.001			
		283,942.000	67,659,469.29		114,667,137.28
	882508104 TEXAS INSTRUMENTS INC	COMMON STOCK USD1.0			
		92,746.000	9,665,360.71		17,390,802.46
	88262P102 TEXAS PACIFIC LAND CORP	COMMON STOCK USD.01			
		1,918.000	3,095,661.59		2,121,231.28
	883203101 TEXTRON INC	COMMON STOCK USD.125			
		18,855.000	919,796.70		1,442,218.95
	883556102 THERMO FISHER SCIENTIFIC INC	COMMON STOCK USD1.0			
		38,889.000	11,221,681.20		20,231,224.47
	88579Y101 3M CO	COMMON STOCK USD.01			
		55,366.000	5,996,170.31		7,147,196.94
	892356106 TRACTOR SUPPLY COMPANY	COMMON STOCK USD.008			
		54,755.000	1,439,657.22		2,905,300.30
	893641100 TRANSDIGM GROUP INC	COMMON STOCK USD.01			
		5,717.000	2,977,617.10		7,245,039.76
	89417E109 TRAVELERS COS INC/THE	COMMON STOCK			
		23,081.000	2,816,126.66		5,559,982.09
	896239100 TRIMBLE INC	COMMON STOCK USD.001			
		24,842.000	1,698,997.30		1,755,335.72
	898320109 TRUIST FINANCIAL CORP	COMMON STOCK USD5.0			
		134,961.000	5,761,687.14		5,854,608.18
	902252105 TYLER TECHNOLOGIES INC	COMMON STOCK USD.01			
		4,352.000	1,612,838.39		2,509,537.28
	902494103 TYSON FOODS INC CL A	COMMON STOCK USD.1			
		29,071.000	1,565,252.24		1,669,838.24

(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		
		30,531.000	1,262,455.19	1,325,350.71
	902973304 US BANCORP	COMMON STOCK USD.01		
		158,735.000	6,557,929.06	7,592,295.05
	90353T100 UBER TECHNOLOGIES INC	COMMON STOCK USD.00001		
		214,085.000	13,420,186.35	12,913,607.20
	90384S303 ULTA BEAUTY INC	COMMON STOCK		
		4,791.000	1,419,922.07	2,083,749.63
	907818108 UNION PACIFIC CORP	COMMON STOCK USD2.5		
		61,639.000	7,933,034.47	14,056,157.56
	910047109 UNITED AIRLINES HOLDINGS INC	COMMON STOCK USD.01		
		33,484.000	1,757,643.83	3,251,296.40
	911312106 UNITED PARCEL SERVICE CL B	COMMON STOCK USD.01		
		74,359.000	9,236,546.93	9,376,669.90
	911363109 UNITED RENTALS INC	COMMON STOCK USD.01		
		6,672.000	1,586,555.69	4,700,023.68
	91324F102 UNITEDHEALTH GROUP INC	COMMON STOCK USD.01		
		93,566.000	24,125,935.91	47,331,296.76
	913903100 UNIVERSAL HEALTH SERVICES B	COMMON STOCK USD.01		
		5,970.000	765,820.65	1,071,137.40
	91913Y100 VALERO ENERGY CORP	COMMON STOCK USD.01		
		32,188.000	2,320,651.99	3,945,926.92
	92276F100 VENTAS INC	REIT USD.25		
		42,644.000	2,248,552.56	2,511,305.16
	92338C103 VERALTO CORP	COMMON STOCK USD.01		
		25,137.000	1,435,237.38	2,560,203.45
	92343E102 VERISIGN INC	COMMON STOCK USD.001		
		8,403.000	1,113,037.05	1,739,084.88
	92343Y104 VERIZON COMMUNICATIONS INC	COMMON STOCK USD.1		
		427,991.000	19,725,216.81	17,115,360.09
	92345Y106 VERISK ANALYTICS INC	COMMON STOCK USD.001		
		14,357.000	1,947,622.28	3,954,348.51
	92532F100 VERTEX PHARMACEUTICALS INC	COMMON STOCK USD.01		
		26,184.000	4,865,386.81	10,544,296.80
	92556H206 PARAMOUNT GLOBAL CLASS B	COMMON STOCK USD.001		
		60,495.000	2,239,287.83	632,777.70
	92556V106 VIAIRIS INC	COMMON STOCK		
		121,408.000	1,605,675.14	1,511,529.60
	925652109 VICI PROPERTIES INC	REIT USD.01		
		107,169.000	3,393,738.99	3,130,406.49
	92826C839 VISA INC CLASS A SHARES	COMMON STOCK USD.0001		
		175,698.000	25,099,407.79	55,527,595.92
	92840M102 VISTRA CORP	COMMON STOCK USD.01		
		34,591.000	2,877,688.43	4,769,061.17

(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		
		13,434.000	1,653,847.04	3,455,627.82
	929390106 MEC ENERGY GROUP INC	COMMON STOCK USD.01		
		32,153.000	2,020,843.19	3,023,668.12
	929740108 WABTEC CORP	COMMON STOCK USD.01		
		17,476.000	1,531,117.20	3,313,274.84
	931142103 WALMART INC	COMMON STOCK USD.1		
		441,319.000	15,738,946.95	39,873,171.65
	931427108 WALGREENS BOOTS ALLIANCE INC	COMMON STOCK USD.01		
		73,584.000	3,414,025.41	686,538.72
	934423104 WARNER BROS DISCOVERY INC	COMMON STOCK		
		227,041.000	5,843,190.69	2,399,823.37
	941061109 WASTE MANAGEMENT INC	COMMON STOCK USD.01		
		37,150.000	3,481,469.18	7,496,498.50
	941848103 WATERS CORP	COMMON STOCK USD.01		
		6,039.000	1,095,808.11	2,240,348.22
	949746101 WELLS FARGO + CO	COMMON STOCK USD1.666		
		338,505.000	15,425,715.07	23,776,591.20
	950400104 WELLTOWER INC	REIT USD1.0		
		60,144.000	4,637,582.53	7,579,948.32
	955306105 WEST PHARMACEUTICAL SERVICES	COMMON STOCK USD.25		
		7,380.000	1,892,722.29	2,417,392.80
	958102105 WESTERN DIGITAL CORP	COMMON STOCK USD.01		
		35,142.000	1,896,429.24	2,095,517.46
	962166104 WEYERHAEUSER CO	REIT USD1.25		
		73,984.000	2,322,067.64	2,082,649.60
	969457100 WILLIAMS COS INC	COMMON STOCK USD1.0		
		123,991.000	3,741,401.00	6,710,392.92
	98138H101 WORKDAY INC CLASS A	COMMON STOCK USD.001		
		21,656.000	5,913,062.52	5,587,897.68
	983134107 WYNN RESORTS LTD	COMMON STOCK USD.01		
		9,509.000	963,174.86	819,295.44
	98389B100 XCEL ENERGY INC	COMMON STOCK USD2.5		
		58,378.000	2,715,295.15	3,941,682.56
	98419M100 XYLEM INC	COMMON STOCK		
		24,708.000	1,831,286.84	2,866,622.16
	988498101 YUM BRANDS INC	COMMON STOCK		
		28,374.000	2,211,985.89	3,806,655.84
	989207105 ZEBRA TECHNOLOGIES CORP CL A	COMMON STOCK USD.01		
		5,263.000	1,585,275.44	2,032,675.86
	98956P102 ZIMMER BIOMET HOLDINGS INC	COMMON STOCK USD.01		
		20,240.000	2,095,034.40	2,137,951.20
	98978V103 ZOETIS INC	COMMON STOCK USD.01		
		45,871.000	4,579,837.25	7,473,762.03
		36,232,063.000	2,612,531,249.25	5,063,338,003.38

RHUMBLINE ADVISERS
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)

(A)	(B) 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	33,029,409.80	34,278,247.72
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RHUMBLINE ADVISERS
SCHEDULE H, LINE 41 - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)

ASSET CATEGORY	UNITS	COST	CURRENT VALUE
INTEREST BEARING CASH	3,182,918.300	3,182,918.30	3,182,918.30
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	36,232,063.000	2,612,531,249.25	5,063,338,003.38
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	58,229.000	33,029,409.80	34,278,247.72
INSURANCE CO. GENERAL ACCOUNT	0.000	0.00	0.00
** ASSET CATEGORY NOT FOUND **	0.000	0.00	0.00
GRAND TOTALS	39,473,210.300	2,648,743,577.35	5,100,799,169.40

SCHEDULE H, LINE 4J - SCHEDULE OF REPORTABLE TRANSACTIONS - SERIES
 BEGINNING NET ASSET VALUE: 3,987,592,974.58
 5% OF ASSET VALUE: 199,379,648.73

 (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 STIP 25 BPS 1.000 12/31/2050
 181 384,524,576.91 62 384,907,890.84 0.00 384,907,890.84 243 769,432,467.75 0.00

INTEREST BEARING CASH TOTALS

 181 384,524,576.91 62 384,907,890.84 0.00 384,907,890.84 243 769,432,467.75 0.00

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

BEGINNING NET ASSET VALUE: 3,987,592,974.58

5% OF ASSET VALUE: 199,379,648.73

(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

RHUMBLINE ADVISERS

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

BEGINNING NET ASSET VALUE: 3,987,592,974.58

5% OF ASSET VALUE: 199,379,648.73

(A) IDENTITY OF PARTY	(B) DESCRIPTION OF ASSET	(C) PURCHASE PRICE	(D) SELLING PRICE	(F) EXPENSES INCURRED	(G) COST OF ASSET #TOTAL	RATE	(H) CURR VALUE	(I) GAIN/LOSS	
REGISTERED INVESTMENT COMPANY									
464287200	ISHARES CORE S+P 500 ETF	146,321,016.79	41	159,201,547.72	5,655.22	152,227,923.81	67	305,522,564.51	6,973,623.91
REGISTERED INVESTMENT COMPANY TOTALS									
26		146,321,016.79	41	159,201,547.72	5,655.22	152,227,923.81	67	305,522,564.51	6,973,623.91

REGISTERED INVESTMENT COMPANY

464287200 ISHARES CORE S+P 500 ETF 146,321,016.79 41 159,201,547.72 5,655.22 152,227,923.81 67 305,522,564.51 6,973,623.91

REGISTERED INVESTMENT COMPANY TOTALS

26 146,321,016.79 41 159,201,547.72 5,655.22 152,227,923.81 67 305,522,564.51 6,973,623.91

SCHEDULE H, LINE 4J - SCHEDULE OF REPORTABLE TRANSACTIONS - SERIES
 RUMBLINE ADVISERS
 BEGINNING NET ASSET VALUE: 3,987,592,974.58
 5% OF ASSET VALUE: 199,379,648.73

(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								
181	384,524,576.91	62	384,907,890.84	0.00	384,907,890.84	243	769,432,467.75	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								
26	146,321,016.79	41	159,201,547.72	5,655.22	152,227,923.81	67	305,522,564.51	6,973,623.91
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								
207	530,845,593.70	103	544,109,438.56	5,655.22	537,135,814.65	310	1,074,955,032.26	6,973,623.91
NON-REPORTABLE TRANSACTION TOTALS								
2222	529,628,319.81	3043	327,597,248.37	38,566.52	201,932,839.59	5265	857,225,568.18	125,664,408.78

RUN DATE: 02/26/25

SCHEDULE H, LINE 4J - SCHEDULE OF REPORTABLE TRANSACTIONS - SERIES
 BEGINNING NET ASSET VALUE: 3,987,592,974.58
 5% OF ASSET VALUE: 199,379,648.73

 (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 STIP 25 BPS 1.000 12/31/2050
 181 384,524,576.91 62 384,907,890.84 0.00 384,907,890.84 243 769,432,467.75 0.00

INTEREST BEARING CASH TOTALS

 181 384,524,576.91 62 384,907,890.84 0.00 384,907,890.84 243 769,432,467.75 0.00

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

BEGINNING NET ASSET VALUE: 3,987,592,974.58

5% OF ASSET VALUE: 199,379,648.73

(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

RHUMBLINE ADVISERS

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

BEGINNING NET ASSET VALUE: 3,987,592,974.58

5% OF ASSET VALUE: 199,379,648.73

(A) IDENTITY OF PARTY	(B) DESCRIPTION OF ASSET	(C) PURCHASE PRICE	(D) SALE PRICE	(E) EXPENSES INCURRED	(G) COST OF ASSET #TOTAL	(H) CURR VALUE	(I) GAIN/LOSS		
REGISTERED INVESTMENT COMPANY									
464287200	ISHARES CORE S+P 500 ETF	146,321,016.79	41	159,201,547.72	5,655.22	152,227,923.81	67	305,522,564.51	6,973,623.91
26		146,321,016.79	41	159,201,547.72	5,655.22	152,227,923.81	67	305,522,564.51	6,973,623.91
REGISTERED INVESTMENT COMPANY TOTALS									
26		146,321,016.79	41	159,201,547.72	5,655.22	152,227,923.81	67	305,522,564.51	6,973,623.91

REGISTERED INVESTMENT COMPANY

464287200	ISHARES CORE S+P 500 ETF	146,321,016.79	41	159,201,547.72	5,655.22	152,227,923.81	67	305,522,564.51	6,973,623.91
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REGISTERED INVESTMENT COMPANY TOTALS

26		146,321,016.79	41	159,201,547.72	5,655.22	152,227,923.81	67	305,522,564.51	6,973,623.91
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SCHEDULE H, LINE 4J - SCHEDULE OF REPORTABLE TRANSACTIONS - SERIES
 RHUMBLINE ADVISERS
 BEGINNING NET ASSET VALUE: 3,987,592,974.58
 5% OF ASSET VALUE: 199,379,648.73

(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								
181	384,524,576.91	62	384,907,890.84	0.00	384,907,890.84	243	769,432,467.75	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								
26	146,321,016.79	41	159,201,547.72	5,655.22	152,227,923.81	67	305,522,564.51	6,973,623.91
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								
207	530,845,593.70	103	544,109,438.56	5,655.22	537,135,814.65	310	1,074,955,032.26	6,973,623.91
NON-REPORTABLE TRANSACTION TOTALS								
2222	529,628,319.81	3043	327,597,248.37	38,566.52	201,932,839.59	5265	857,225,568.18	125,664,408.78

RUN DATE: 02/26/25

SCHEDULE H, LINE 4J - SCHEDULE OF REPORTABLE TRANSACTIONS - SINGLE
 BEGINNING NET ASSET VALUE: 3,987,592,974.58
 5% OF ASSET VALUE: 199,379,648.73

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

INTEREST BEARING CASH

928HVNII0	STIF 25 BPS	300,170,877.14		0.00	300,170,877.14	1.000	12/31/2050	0.00
928HVNII0	STIF 25 BPS	298,590,134.14		0.00	298,590,134.14	1.000	12/31/2050	0.00

INTEREST BEARING CASH TOTALS

		300,170,877.14		0.00	298,590,134.14		598,761,011.28	0.00
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RHUMBLINE ADVISERS

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

BEGINNING NET ASSET VALUE: 3,987,592,974.58

5% OF ASSET VALUE: 199,379,648.73

(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
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

RHUMBLINE ADVISERS

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

BEGINNING NET ASSET VALUE: 3,987,592,974.58

5% OF ASSET VALUE: 199,379,648.73

(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

REGISTERED INVESTMENT COMPANY

REGISTERED INVESTMENT COMPANY TOTALS

0.00 0.00 0.00 0.00 0.00 0.00

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

RHUMBLINE ADVISERS

BEGINNING NET ASSET VALUE: 3,987,592,974.58

5% OF ASSET VALUE: 199,379,648.73

(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							
300,170,877.14	298,590,134.14	0.00	298,590,134.14	0.00	598,761,011.28	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							
300,170,877.14	298,590,134.14	0.00	298,590,134.14	0.00	598,761,011.28	0.00	

SCHEDULE H, LINE 4J - SCHEDULE OF REPORTABLE TRANSACTIONS - SINGLE
 BEGINNING NET ASSET VALUE: 3,987,592,974.58
 5% OF ASSET VALUE: 199,379,648.73

(A) IDENTITY OF PARTY	(B) DESCRIPTION OF ASSET	(C) PURCHASE PRICE	(D) SELLING PRICE	(F) EXPENSES INCURRED	(G) COST OF ASSET	(H) CURR VALUE	RATE	MAT DATE	(I) GAIN/LOSS
INTEREST BEARING CASH									
928HVNII0	STIF 25 BPS	300,170,877.14		0.00	STIF 25 BPS	300,170,877.14	1.000	12/31/2050	0.00
928HVNII0	STIF 25 BPS	298,590,134.14	298,590,134.14	0.00	STIF 25 BPS	298,590,134.14	1.000	12/31/2050	0.00
INTEREST BEARING CASH TOTALS									
		300,170,877.14	298,590,134.14	0.00	298,590,134.14	598,761,011.28			0.00

RHUMBLINE ADVISERS

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

BEGINNING NET ASSET VALUE: 3,987,592,974.58

5% OF ASSET VALUE: 199,379,648.73

(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
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

RHUMBLINE ADVISERS

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

BEGINNING NET ASSET VALUE: 3,987,592,974.58

5% OF ASSET VALUE: 199,379,648.73

(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

REGISTERED INVESTMENT COMPANY

REGISTERED INVESTMENT COMPANY TOTALS

0.00 0.00 0.00 0.00 0.00 0.00

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

RHUMBLINE ADVISERS
 BEGINNING NET ASSET VALUE: 3,987,592,974.58
 5% OF ASSET VALUE: 199,379,648.73

(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								
300,170,877.14	298,590,134.14	0.00	298,590,134.14	0.00	598,761,011.28		0.00	0.00
CERTIFICATES OF DEPOSIT								
0.00	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	0.00
CORP. DEBT INSTR. - PREFERRED								
0.00	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	0.00
CORPORATE STOCKS - PREFERRED								
0.00	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	0.00
PARTN./JOINT VENTURE INTERESTS								
0.00	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	0.00
REAL ESTATE-NON INC. PRODUCING								
0.00	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	0.00
LOANS SECURED BY MTGES-COM'L								
0.00	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	0.00
LOANS TO PARTICIPANTS - OTHER								
0.00	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	0.00
COMMON/COLLECTIVE TRUSTS								
0.00	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	0.00
103-12 INVESTMENTS								
0.00	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	0.00
INSURANCE CO. GENERAL ACCOUNT								
0.00	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	0.00
REPORTABLE TRANSACTION TOTALS								
300,170,877.14	298,590,134.14	0.00	298,590,134.14	0.00	598,761,011.28		0.00	0.00