

Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2024

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

- A** This return/report is for:
 - a multiemployer plan
 - a multiple-employer plan (Filers checking this box must provide participating employer information in accordance with the form instructions.)
 - 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 (less than 12 months)
- C** If the plan is a collectively-bargained plan, check here. ▶
- D** Check box if filing under:
 - Form 5558
 - automatic extension
 - special extension (enter description)
 - the DFVC program
- 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 <u>RHUMBLINE MID-CAP INDEX FUND POOLED TRUST</u>	1b Three-digit plan number (PN) ▶ <u>001</u> 1c Effective date of plan
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>RHUMBLINE ADVISERS CORP.</u> <u>C/O STATE STREET BANK AND TRUST CO.</u> <u>2323 GRAND BLVD. 5TH FLOOR</u> <u>KANSAS CITY, MO 64108</u>	2b Employer Identification Number (EIN) <u>04-3345692</u> 2c Plan Sponsor's telephone number <u>816-871-4100</u> 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.

SIGN HERE		Date	
	Signature of plan administrator		Enter name of individual signing as plan administrator
SIGN HERE		Date	
	Signature of employer/plan sponsor		Enter name of individual signing as employer or plan sponsor
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/07/2025</u>	<u>JOEL DANIEL</u>
	Signature of DFE	Date	Enter name of individual signing as DFE

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

3a Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g(1) Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) g(2) Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....	<div style="background-color: #cccccc; height: 20px; width: 100%;"></div> 6a(1) 6a(2) 6b 6c 6d 6e 6f 6g(1) 6g(2) 6h
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

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

a Pension Schedules (1) <input type="checkbox"/> R (Retirement Plan Information) (2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) <input type="checkbox"/> SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary (4) <input type="checkbox"/> DCG (Individual Plan Information) – Number Attached _____ (5) <input type="checkbox"/> MEP (Multiple-Employer Retirement Plan Information)	b General Schedules (1) <input checked="" type="checkbox"/> H (Financial Information) (2) <input type="checkbox"/> I (Financial Information – Small Plan) (3) <input type="checkbox"/> A (Insurance Information) – Number Attached _____ (4) <input checked="" type="checkbox"/> C (Service Provider Information) (5) <input checked="" type="checkbox"/> D (DFE/Participating Plan Information) (6) <input type="checkbox"/> G (Financial Transaction Schedules)
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Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

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

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

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

11c Enter the Receipt Confirmation Code for the 2024 Form M-1 annual report. If the plan was not required to file the 2024 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

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

A Name of plan RHUMBLINE MID-CAP INDEX FUND 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) 04-3345692	

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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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	154295	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	0	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	20150	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	7810	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	5948	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)

INVESTMENT TECHNOLOGY GROUP INC.

95-2848406

(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"/>	21345	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

WILLIAMS CAPITAL GROUP LP

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"/>	15274	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)

CABRERA CAPITAL MARKETS

01-0892965

(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"/>	14208	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

LIQUIDNET 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"/>	11129	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

LOOP CAPITAL MARKETS

36-4164012

(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"/>	6798	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)

PENSERRA SECURITIES

26-0721935

(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"/>	6531	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	154295
(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 MID-CAP INDEX FUND POOLED 04-3345692	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	14208
(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 MID-CAP INDEX FUND POOLED 04-3345692	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	21345
(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 MID-CAP INDEX FUND POOLED 04-3345692	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	11129
(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 MID-CAP INDEX FUND POOLED 04-3345692	BROKER COMMISSION	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
LOOP CAPITAL MARKETS	33 71	6798
(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 MID-CAP INDEX FUND POOLED 04-3345692	BROKER COMMISSION	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
PENSERRA SECURITIES	33 71	6531
(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 MID-CAP INDEX FUND POOLED 04-3345692	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
WILLIAMS CAPITAL GROUP LP	33 71	15274
(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 MID-CAP INDEX FUND POOLED 04-3345692	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 MID-CAP INDEX FUND 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>04-3345692</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)

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	CITY OF MEDFORD	
b	Name of plan sponsor	CITY OF MEDFORD	c EIN-PN 04-3003851-
a	Plan name	POLICE DEFERRED COMPENSATION	
b	Name of plan sponsor	NORTH MIAMI POLICE PENSION PLAN	c EIN-PN 46-4367433-001
a	Plan name	ABBVIE PENSION PLAN TRUST	
b	Name of plan sponsor	ABBVIE INC.	c EIN-PN 32-0375147-004
a	Plan name	MIAMI BEACH EMP RET PLAN	
b	Name of plan sponsor	MIAMI BEACH	c EIN-PN 59-1362562-
a	Plan name	NBA COACHES PENSION PLAN	
b	Name of plan sponsor	NATIONAL BASKETBALL ASSOCIATION	c EIN-PN 13-2930715-
a	Plan name	GENERAL EMPLOYEE DEFERRED COMPENSATION PLAN	
b	Name of plan sponsor	CLAIRE T. SINGERMAN EMPLOYEES RETIREMENT FUND	c EIN-PN 46-4385582-001
a	Plan name	PALM BEACH GARDENS	
b	Name of plan sponsor	PALM BEACH GARDENS	c EIN-PN 65-0711582-
a	Plan name	KANSAS CITY	
b	Name of plan sponsor	KANSAS CITY	c EIN-PN 43-6040029-
a	Plan name	FORT LAUDERDALE	
b	Name of plan sponsor	FORT LAUDERDALE	c EIN-PN 59-6000319-
a	Plan name	DALLAS FW AIRPORT	
b	Name of plan sponsor	DALLAS FW	c EIN-PN 75-1279194-
a	Plan name	EAST PROVIDENCE FIREFIGHTERS	
b	Name of plan sponsor	EAST PROVIDENCE FIREFIGHTERS	c EIN-PN 05-6000126-
a	Plan name	HOLLYWOOD POLICE	
b	Name of plan sponsor	HOLLYWOOD POLICE	c EIN-PN 59-6904194-

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	DELRAY BEACH	
b	Name of plan sponsor	DELRAY BEACH	c EIN-PN 59-6763714-
a	Plan name	BAY HARBOR	
b	Name of plan sponsor	BAY HARBOR	c EIN-PN 59-6771745-
a	Plan name	COOPER CITY	
b	Name of plan sponsor	COOPER CITY	c EIN-PN 65-1037552-
a	Plan name	MIRAMAR CONSOLIDATED RETIREMENT PLAN	
b	Name of plan sponsor	MIRAMAR CONSOLIDATED RETIREMENT PLAN	c EIN-PN 59-3128206-
a	Plan name	SUNRISE	
b	Name of plan sponsor	SUNRISE	c EIN-PN 59-0944587-
a	Plan name	CHATHAM COUNTY	
b	Name of plan sponsor	CHATHAM COUNTY	c EIN-PN 58-9001113-
a	Plan name	JOURNEYMEN & APPRENTICES OF LOCAL 198 PENSION FUND	
b	Name of plan sponsor	JOURNEYMEN & APPRENTICES OF LOCAL 198 PENSION FUND	c EIN-PN 72-6029984-
a	Plan name	LABORERS DISTRICT COUNCIL OF WESTERN PENNSYLVANIA FUND	
b	Name of plan sponsor	LABORERS DISTRICT COUNCIL OF W PA FUND BOARD OF TRUSTEES	c EIN-PN 25-6135576-001
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	SAN MATEO HOTEL EMPLOYEES & RESTAURANT EMPLOYEES WELFARE FUND	
b	Name of plan sponsor	SAN MATEO HOTEL EMPLOYEES & RESTAURANT EMPLOYEES WELFARE FUND	c EIN-PN 94-6081299-501
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	c EIN-PN 59-6510428-001
a	Plan name	H.N.S. MANAGEMENT CO., INC. RETIREMENT PLAN SALARIED	
b	Name of plan sponsor	H.N.S. MANAGEMENT CO., INC.	c EIN-PN 06-1002064-002

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	PENSION PLAN FOR EMPLOYEES OF H.N.S. MANAGEMENT CO., INC	
b	Name of plan sponsor	H.N.S. MANAGEMENT CO., INC	c EIN-PN 06-1002064-001
a	Plan name	AFSCME EMPLOYEES PENSION PLAN	
b	Name of plan sponsor	AMERICAN FEDERATION OF STATE, COUNTY AND MUNICIPAL EMPLOYEES	c EIN-PN 53-0237789-001
a	Plan name	THE CITY OF DETROIT EMPLOYEES' BENEFIT PLAN	
b	Name of plan sponsor	THE CITY OF DETROIT EMPLOYEES' BENEFIT PLAN	c EIN-PN 38-2491315-
a	Plan name	THE METROPOLITAN DISTRICT	
b	Name of plan sponsor	THE METROPOLITAN DISTRICT	c EIN-PN 06-6000532-
a	Plan name	WEST PALM BEACH POLICE PENSION FUND	
b	Name of plan sponsor	WEST PALM BEACH POLICE PENSION FUND	c EIN-PN 59-6128697-
a	Plan name	MSSA-ILA PENSION PLAN	
b	Name of plan sponsor	BOARD OF TRUSTEE MSSA-ILA PENSION PLAN	c EIN-PN 63-0785888-001
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	NORFOLK COUNTY	
b	Name of plan sponsor	NORFOLK COUNTY	c EIN-PN 04-6056124-
a	Plan name	MIRAMAR FIREFIGHTERS' RETIREMENT PLAN	
b	Name of plan sponsor	MIRAMAR FIREFIGHTERS'	c EIN-PN 27-3772862-
a	Plan name	MCCA PENSION BENEFITS TRUST	
b	Name of plan sponsor	MCCA PENSION BENEFITS	c EIN-PN 82-6675062-
a	Plan name	MCAA OTHER POST-EMPLOYMENT BENEFITS TRUST	
b	Name of plan sponsor	MCAA OTHER POST-EMPLOYMENT	c EIN-PN 82-6670794-
a	Plan name	TOWN OF ANDOVER CONTRIBUTORY RETIREMENT SYSTEM	
b	Name of plan sponsor	TOWN OF ANDOVER	c EIN-PN 04-6001069-

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	FALMOUTH RETIREMENT SYSTEM	
b Name of plan sponsor	FALMOUTH RETIREMENT SYSTEM	c EIN-PN 04-6001148-

a Plan name	CITY OF SUNRISE POLICE OFFICERS RETIREMENT PLAN	
b Name of plan sponsor	CITY OF SUNRISE	c EIN-PN 65-0250487-

a Plan name	SWAMPSCOTT CONTRIBUTORY RETIREMENT SYSTEM	
b Name of plan sponsor	SWAMPSCOTT CONTRIBUTORY RETIREMENT SYSTEM	c EIN-PN 04-6006247-

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

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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 MID-CAP INDEX FUND 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) 04-3345692

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
Assets		
a Total noninterest-bearing cash	1a	
b Receivables (less allowance for doubtful accounts):		
(1) Employer contributions	1b(1)	
(2) Participant contributions	1b(2)	
(3) Other	1b(3)	2566594 1582739
c General investments:		
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1121039 1100937
(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)	1032075002 1269301284
(5) Partnership/joint venture interests	1c(5)	
(6) Real estate (other than employer real property)	1c(6)	93463490 95713487
(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)	9612116 9676805
(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	1138838241	1377375252
Liabilities			
g Benefit claims payable.....	1g		
h Operating payables.....	1h		
i Acquisition indebtedness.....	1i		
j Other liabilities.....	1j	1493368	902718
k Total liabilities (add all amounts in lines 1g through 1j).....	1k	1493368	902718
Net Assets			
l Net assets (subtract line 1k from line 1f).....	1l	1137344873	1376472534

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)	56630	
(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)		56630
(2) Dividends:			
(A) Preferred stock.....	2b(2)(A)		
(B) Common stock.....	2b(2)(B)	19860621	
(C) Registered investment company shares (e.g. mutual funds).....	2b(2)(C)	133583	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		19994204
(3) Rents.....	2b(3)		
(4) Net gain (loss) on sale of assets:			
(A) Aggregate proceeds.....	2b(4)(A)	275111631	
(B) Aggregate carrying amount (see instructions).....	2b(4)(B)	234327595	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result.....	2b(4)(C)		40784036
(5) Unrealized appreciation (depreciation) of assets:			
(A) Real estate.....	2b(5)(A)		
(B) Other.....	2b(5)(B)	103111474	
(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		92601
d Total income. Add all income amounts in column (b) and enter total	2d		164038945

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)	20150	
(5) Investment advisory and investment management fees	2i(5)	10635	
(6) Bank or trust company trustee/custodial fees	2i(6)	157622	
(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)	5945	
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		194352
j Total expenses. Add all expense amounts in column (b) and enter total	2j		194352

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		163844593
l Transfers of assets:			
(1) To this plan	2l(1)		127914571
(2) From this plan	2l(2)		52631503

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 Mid-Cap Index Fund Pooled Trust

Financial Statements
and Supplementary Information

December 31, 2024

RhumbLine Mid-Cap Index Fund Pooled Trust

Financial Statements
and Supplementary Information
December 31, 2024

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Independent Auditor's Report

Directors and Participants

RhumbLine Mid-Cap Index Fund Pooled Trust:

Opinion

We have audited the financial statements of the RhumbLine Mid-Cap Index Fund 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 Mid-Cap Index Fund Pooled Trust

Statement of Assets and Liabilities December 31, 2024

ASSETS

Investments, at fair value (cost \$1,030,535,277)	\$ 1,374,691,576
Cash and cash equivalents	1,100,937
Receivable for:	
Dividends and interest	1,374,112
Due from broker	205,340
Tax reclaims	<u>3,287</u>
 Total Assets	 <u>1,377,375,252</u>

LIABILITIES

Accounts payable and accrued liabilities	52,718
Accrued redemption payable	<u>850,000</u>
 Total Liabilities	 <u>902,718</u>

NET ASSETS

	<u>\$ 1,376,472,534</u>
 Units Outstanding	 7,386,261
 Net Asset Value Per Unit	 <u>\$ 186.36</u>

See accompanying notes to financial statements

RhumbLine Mid-Cap Index Fund 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	1.39%	\$ 19,151,716
	Consumer Discretionary	13.96	192,163,072
	Consumer Staples	4.45	61,239,318
	Energy	4.57	62,953,620
	Financials	17.38	239,269,391
	Health Care	9.30	127,969,731
	Industrials	21.00	289,008,166
	Information Technology	10.53	144,969,591
	Materials	6.66	91,694,339
	Real Estate	0.41	5,643,250
	Utilities	2.56	<u>35,239,090</u>
	Total Common Stocks (cost \$923,828,666)	92.21%	\$ <u>1,269,301,284</u>
<u>Real Estate Investment Trusts - United States of America</u>			
	Financials	0.56%	\$ 7,657,703
	Real Estate	6.40	<u>88,055,784</u>
	Total Real Estate Investment Trusts (cost \$96,807,699)	6.96%	\$ <u>95,713,487</u>

See accompanying notes to financial statements

RhumbLine Mid-Cap Index Fund Pooled Trust

Condensed Schedule of Investments (continued)
December 31, 2024

Number of Shares	Description	% of Net Assets	Fair Value
<u>Mutual Fund - United States of America</u>			
	Financials	0.70%	\$ <u>9,676,805</u>
	Total Mutual Fund (cost \$9,898,912)	0.70%	\$ <u>9,676,805</u>
	Total Investments in Securities (cost \$1,030,535,277)	99.87%	\$ <u>1,374,691,576</u>

See accompanying notes to financial statements

RhumbLine Mid-Cap Index Fund Pooled Trust

Statement of Operations Year Ended December 31, 2024

INCOME	
Interest	\$ 56,630
Dividends	19,994,204
Other	<u>92,601</u>
Total Income	<u>20,143,435</u>
EXPENSES	
Custody	157,622
Professional	30,785
Filing fees	<u>5,945</u>
Total Expenses	<u>194,352</u>
NET INVESTMENT INCOME	<u>19,949,083</u>
NET REALIZED AND UNREALIZED GAIN ON INVESTMENTS	
Net realized gain	62,317,271
Net change in unrealized appreciation	<u>81,578,239</u>
Net realized and unrealized gain	<u>143,895,510</u>
NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS	<u>\$ 163,844,593</u>

See accompanying notes to financial statements

RhumbLine Mid-Cap Index Fund Pooled Trust

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

OPERATIONS

Net investment income	\$ 19,949,083
Net realized gain	62,317,271
Net change in unrealized appreciation	<u>81,578,239</u>

Net increase in net assets resulting from operations 163,844,593

NET INCREASE IN NET ASSETS FROM PARTICIPANT TRANSACTIONS 75,283,068

NET INCREASE IN NET ASSETS 239,127,661

NET ASSETS

Beginning of year 1,137,344,873

End of year \$ 1,376,472,534

See accompanying notes to financial statements

RhumbLine Mid-Cap Index Fund Pooled Trust

Notes to Financial Statements
December 31, 2024

1. Nature of Operations and Summary of Significant Accounting Policies

Nature of Operations

The RhumbLine Mid-Cap Index Fund Pooled Trust (the “Trust”) was formed under a Declaration of Trust. The investment objective of the Trust is to seek long-term growth of capital by investing primarily in common stock of issuers whose market capitalizations fall within the range of companies within the S&P Mid-Cap 400 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 disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of investment income and expenses during the reporting period. Actual results could differ from those estimates.

Investment Valuation

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

Investment Transactions

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

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.

RhumbLine Mid-Cap Index Fund 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 (continued)

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 amount 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 investments' 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. 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.

RhumbLine Mid-Cap Index Fund Pooled Trust

Notes to Financial Statements
December 31, 2024

3. Financial Highlights

For a unit of participation outstanding throughout the year:

Net asset value, beginning of year	\$	<u>163.55</u>
Net investment income		2.78
Net realized and unrealized gain		<u>20.03</u>
Net increase from investment operations		<u>22.81</u>
Net asset value, end of year	\$	<u><u>186.36</u></u>
Total return		13.94 %
Ratio to average net assets:		
Net investment income		1.55 %
Expenses		0.02 %

4. Participant Unit Transactions

	<u>Units</u>	<u>Amounts</u>
Proceeds from sale of units	735,636	\$ 127,914,571
Cost of units redeemed	<u>(303,540)</u>	<u>(52,631,503)</u>
Net increase from participant transactions	<u>432,096</u>	<u>\$ 75,283,068</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. Disclosure About Fair Value of Financial Instruments

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

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

RhumbLine Mid-Cap Index Fund Pooled Trust

Notes to Financial Statements
December 31, 2024

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

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

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

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

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

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

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

	<u>Fair Value Measurement Using</u>			Total
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Common stocks	\$ 1,269,301,284	\$ -	\$ -	\$ 1,269,301,284
Real estate investment trusts	95,713,487	-	-	95,713,487
Mutual fund	<u>9,676,805</u>	<u>-</u>	<u>-</u>	<u>9,676,805</u>
Total	<u>\$1,374,691,576</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$1,374,691,576</u>

RhumbLine Mid-Cap Index Fund Pooled Trust

Notes to Financial Statements
December 31, 2024

6. Due From Broker

The clearing and depository operations for the Trust's security transactions are provided by one broker. Due from broker includes amounts for net trading profits, unsettled trades, margin deposits and cash balances, including amounts deposited to collateralize securities borrowed and margin debt. At December 31, 2024, all of the securities and amounts due from broker reflected in the statement of assets and liabilities are positions with and amounts due from this broker. For financial reporting purposes, amounts due to this broker have been offset against amounts due from this broker. The broker's right to sell or repledge this collateral is limited to 140% of the amount due to the broker after adjusting for securities sold short and other items.

7. 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.

8. 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.

9. Subsequent Events

Subsequent events have been evaluated through March 31, 2025, which is the date of the financial statements were available to be issued. Subsequent to December 31, 2024, the Trust experienced participant contributions of \$42,500,000. There were no other subsequent events that require adjustment to or disclosure in the financial statements.

RhumbLine Mid-Cap Index Fund Pooled Trust

Supplementary Information

December 31, 2024

RhumbLine Mid-Cap Index Fund Pooled Trust

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

Purchases			
Investment Type	Cost		
Common stocks	\$ 299,883,749		
Real estate investment trusts	16,583,130		
Mutual fund	<u>55,736,734</u>		
 Total Investments Purchased	 <u>\$ 372,203,613</u>		
Sales			
Investment Type	Proceeds	Cost	Realized Gain (Loss)
Common stocks	\$ 206,984,309	\$ 141,777,319	\$ 65,206,990
Real estate investment trusts	13,049,191	17,281,613	(4,232,422)
Mutual fund	<u>56,524,930</u>	<u>55,182,227</u>	<u>1,342,703</u>
 Total Investments Sold	 <u>\$ 276,558,430</u>	 <u>\$ 214,241,159</u>	 <u>\$ 62,317,271</u>

See independent auditor's report

(A) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
INTEREST BEARING CASH			
928HVNL10 STIF 25 BPS	STIF 25 BPS 1,100,937.46	1.000 12/31/2050 1,100,937.46	1,100,937.46
	----- 1,100,937.46	----- 1,100,937.46	----- 1,100,937.46

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
	CORPORATE STOCKS - COMMON			
	G0508H110	ARCADIUM LITHIUM PLC COMMON STOCK USD1.0	3,398,525.36	2,570,376.24
	G0750C108	AXALTA COATING SYSTEMS LTD COMMON STOCK USD1.0	2,898,370.90	3,499,131.88
	GL890L107	CAPRI HOLDINGS LTD COMMON STOCK	2,399,762.94	1,155,772.80
	G3198U102	ESSENT GROUP LTD COMMON STOCK USD.015	1,827,479.20	2,716,719.32
	G3323L100	FABRINET COMMON STOCK USD.01	3,944,847.46	3,740,158.80
	G3922B107	GENFACT LTD COMMON STOCK USD.01	3,555,991.28	3,280,349.20
	G4474Y214	JANUS HENDERSON GROUP PLC COMMON STOCK USD1.5	1,814,293.39	2,524,708.39
	G4883J118	WEATHERFORD INTERNATIONAL PL COMMON STOCK USD.001	3,340,627.60	2,463,069.18
	G5087L105	JAZZ PHARMACEUTICALS PLC COMMON STOCK USD.0001	4,106,714.44	3,543,394.95
	G5509L101	LIVANOVA PLC COMMON STOCK GBP1.0	1,826,311.19	1,171,550.38
	G6700G107	NVENT ELECTRIC PLC COMMON STOCK USD.01	2,272,942.46	5,321,114.88
	G7496G103	RENAISSANCERE HOLDINGS LTD COMMON STOCK USD1.0	3,750,828.77	6,095,098.57
	G76279101	ROIIVANT SCIENCES LTD COMMON STOCK USD.0000001	2,212,691.97	2,404,897.04
	G8060N102	SENSATA TECHNOLOGIES HOLDING COMMON STOCK EUR.01	2,647,381.37	1,927,151.60
	G9460G101	VALARIS LTD COMMON STOCK USD.01	1,860,473.30	1,373,121.12
	G9782J103	PERRIGO CO PLC COMMON STOCK EUR.001	2,683,018.34	1,634,101.89
	N20944109	CNH INDUSTRIAL NV COMMON STOCK EUR.01	4,437,701.63	4,636,632.55
	Y2573F102	FLEX LTD COMMON STOCK	7,511,843.13	6,981,989.30
	000360206	AAON INC COMMON STOCK USD.004	2,524,382.76	3,723,395.20
	001084102	AGCO CORP COMMON STOCK USD.01	1,674,384.70	2,698,300.20

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	(D) COST	RATE MAT DATE	(E) CURRENT VALUE
	00191U102 ASGN INC	COMMON STOCK USD-.01			
		20,874.000	1,536,498.15	1,739,639.16	
	002896207 ABERCROMBIE + FITCH CO CL A	COMMON STOCK USD-.01			
		23,811.000	3,766,596.72	3,559,030.17	
	00404A109 ACADIA HEALTHCARE CO INC	COMMON STOCK USD-.01			
		43,269.000	2,051,952.55	1,715,615.85	
	00508Y102 ACUITY BRANDS INC	COMMON STOCK USD-.01			
		14,346.000	1,978,702.43	4,190,896.98	
	00766T100 AECOM	COMMON STOCK USD-.01			
		62,967.000	2,674,990.43	6,726,134.94	
	00790R104 ADVANCED DRAINAGE SYSTEMS IN	COMMON STOCK USD-.01			
		32,895.000	2,999,076.75	3,802,662.00	
	008252108 AFFILIATED MANAGERS GROUP	COMMON STOCK USD-.01			
		14,176.000	1,381,922.36	2,621,425.92	
	008492100 AGREE REALTY CORP	REIT USD.0001			
		48,447.000	3,521,870.01	3,413,091.15	
	013872106 ALCOA CORP	COMMON STOCK USD-.01			
		121,340.000	5,621,148.96	4,584,225.20	
	01749D105 ALLEGRO MICROSYSTEMS INC	COMMON STOCK USD-.01			
		61,264.000	1,598,492.45	1,339,231.04	
	018522300 ALLETE INC	COMMON STOCK			
		26,908.000	1,810,132.03	1,743,638.40	
	02005N100 ALLY FINANCIAL INC	COMMON STOCK USD-.01			
		128,620.000	3,854,752.42	4,631,606.20	
	021369103 ALTAIR ENGINEERING INC A	COMMON STOCK			
		28,035.000	2,681,006.34	3,058,898.85	
	023436108 AMEDISYS INC	COMMON STOCK USD-.001			
		15,204.000	2,145,100.38	1,380,371.16	
	02376R102 AMERICAN AIRLINES GROUP INC	COMMON STOCK USD-.01			
		308,195.000	3,422,849.76	5,371,838.85	
	025932104 AMERICAN FINANCIAL GROUP INC	COMMON STOCK			
		33,853.000	2,789,697.81	4,635,491.29	
	02665T306 AMERICAN HOMES 4 RENT A	REIT USD.01			
		148,781.000	5,502,097.45	5,567,385.02	
	031652100 AMKOR TECHNOLOGY INC	COMMON STOCK USD-.001			
		52,806.000	1,279,669.61	1,356,586.14	
	035710839 ANNALY CAPITAL MANAGEMENT IN	REIT USD.01			
		262,897.000	6,005,423.95	4,811,015.10	
	03674X106 ANTERO RESOURCES CORP	COMMON STOCK USD-.01			
		137,180.000	4,903,325.05	4,808,159.00	
	03676B102 ANTERO MIDSTREAM CORP	COMMON STOCK			
		156,961.000	1,333,966.58	2,368,541.49	
	03783C100 APPFOLIO INC A	COMMON STOCK USD-.0001			
		10,825.000	2,654,644.69	2,670,744.00	

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
	03820C105 APPLIED INDUSTRIAL TECH INC	COMMON STOCK 18,032.000	3,440,407.81	4,318,123.04
	038336103 APTARGROUP INC	COMMON STOCK USD-.01 31,181.000	2,461,707.03	4,898,535.10
	03852U106 ARAMARK	COMMON STOCK USD-.01 123,557.000	3,138,290.21	4,609,911.67
	042735100 ARROW ELECTRONICS INC	COMMON STOCK USD1.0 24,669.000	1,520,573.85	2,790,557.28
	04280A100 ARROWHEAD PHARMACEUTICALS IN	COMMON STOCK USD-.001 57,921.000	3,245,136.85	1,088,914.80
	044186104 ASHLAND INC	COMMON STOCK 22,752.000	1,192,202.97	1,625,857.92
	045487105 ASSOCIATED BANC CORP	COMMON STOCK USD-.01 75,161.000	1,630,696.90	1,796,347.90
	052800109 AUTOLIV INC	COMMON STOCK USD1.0 34,091.000	3,028,279.62	3,197,394.89
	05329W102 AUTONATION INC	COMMON STOCK USD-.01 12,201.000	820,286.06	2,072,217.84
	05352A100 AVANTOR INC	COMMON STOCK USD-.01 319,276.000	7,291,804.32	6,727,145.32
	05368V106 AVIENT CORP	COMMON STOCK USD-.01 42,544.000	1,629,461.78	1,738,347.84
	053774105 AVIS BUDGET GROUP INC	COMMON STOCK USD-.01 7,976.000	428,505.96	642,945.36
	053807103 AVNET INC	COMMON STOCK USD1.0 41,053.000	1,464,712.37	2,147,892.96
	05550J101 BJ S WHOLESALE CLUB HOLDINGS	COMMON STOCK USD-.01 62,332.000	2,344,923.40	5,569,364.20
	05605H100 BWX TECHNOLOGIES INC	COMMON STOCK USD-.01 42,938.000	3,142,271.33	4,782,863.82
	06417N103 BANK OZK	COMMON STOCK 49,165.000	2,047,438.26	2,189,317.45
	077454106 BELDEN INC	COMMON STOCK USD-.01 19,012.000	1,300,512.85	2,140,941.32
	07831C103 BELLRING BRANDS INC	COMMON STOCK USD-.01 60,614.000	1,464,046.39	4,566,658.76
	08579W103 BERRY GLOBAL GROUP INC	COMMON STOCK USD-.01 53,445.000	3,168,348.59	3,456,288.15
	090043100 BILL HOLDINGS INC	COMMON STOCK USD-.00001 44,657.000	3,997,917.93	3,782,894.47
	090572207 BIO RAD LABORATORIES A	COMMON STOCK USD-.0001 9,031.000	2,980,332.36	2,966,773.81
	09061G101 BIOMARIN PHARMACEUTICAL INC	COMMON STOCK USD-.001 89,428.000	7,452,359.22	5,878,102.44

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
092113109	BLACK HILLS CORP	COMMON STOCK USD1.0 33,567.000	1,848,927.92	1,964,340.84
09227Q100	BLACKBAUD INC	COMMON STOCK USD.001 18,597.000	1,558,124.70	1,374,690.24
093671105	H+R BLOCK INC	COMMON STOCK 65,090.000	1,132,800.93	3,439,355.60
100557107	BOSTON BEER COMPANY INC A	COMMON STOCK USD.01 4,110.000	1,525,697.10	1,232,917.80
103304101	BOYD GAMING CORP	COMMON STOCK USD.01 31,090.000	1,249,825.94	2,255,268.60
10922M103	BRIGHTHOUSE FINANCIAL INC	COMMON STOCK USD.01 28,308.000	1,101,978.49	1,359,916.32
109696104	BRINK S CO/THE	COMMON STOCK USD1.0 20,566.000	1,672,153.38	1,907,907.82
11120U105	BRIXMOR PROPERTY GROUP INC	REIT USD.01 141,667.000	2,714,685.95	3,944,009.28
116794108	BRUKER CORP	COMMON STOCK USD.01 51,891.000	4,069,527.18	3,041,850.42
117043109	BRUNSWICK CORP	COMMON STOCK USD.75 30,855.000	1,779,085.40	1,985,701.40
122017106	BURLINGTON STORES INC	COMMON STOCK USD.0001 29,647.000	4,194,458.65	8,451,173.82
12621E103	CNO FINANCIAL GROUP INC	COMMON STOCK USD.01 49,278.000	909,765.21	1,833,634.38
12653C108	CNX RESOURCES CORP	COMMON STOCK USD.01 70,460.000	804,279.15	2,583,768.20
127055101	CABOT CORP	COMMON STOCK USD1.0 25,544.000	1,193,856.98	2,332,422.64
127190304	CACI INTERNATIONAL INC CL A	COMMON STOCK USD.1 10,510.000	2,238,345.67	4,246,670.60
12740C103	CADENCE BANK	COMMON STOCK USD2.5 85,812.000	2,378,588.40	2,956,223.40
142339100	CARLISLE COS INC	COMMON STOCK USD1.0 21,200.000	2,740,546.66	7,819,408.00
14316J108	CARLYLE GROUP INC/THE	COMMON STOCK USD1.0 98,740.000	3,520,997.73	4,985,382.60
144285103	CARPENTER TECHNOLOGY	COMMON STOCK USD5.0 23,377.000	3,973,505.58	3,967,310.67
147528103	CASEY S GENERAL STORES INC	COMMON STOCK 17,431.000	2,657,388.30	6,906,685.13
15118V207	CELSIUS HOLDINGS INC	COMMON STOCK USD.001 73,853.000	2,851,320.01	1,945,288.02
15872M104	CHAMPIONX CORP	COMMON STOCK USD.01 88,758.000	2,052,786.57	2,413,330.02

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
161150308	CHART INDUSTRIES INC	COMMON STOCK USD-.01		
		19,590.000	3,192,512.39	3,738,555.60
16359103	CHEMED CORP	COMMON STOCK USD1.0		
		7,018.000	2,733,063.69	3,718,136.40
163851108	CHEMOURS CO/THE	COMMON STOCK USD-.01		
		69,548.000	1,737,520.11	1,175,361.20
165167735	EXPAND ENERGY CORP	COMMON STOCK USD-.01		
		98,603.000	7,770,843.47	9,815,928.65
166791109	CHEWY INC CLASS A	COMMON STOCK USD-.01		
		69,631.000	2,047,348.88	2,331,942.19
169905106	CHOICE HOTELS INTL INC	COMMON STOCK USD-.01		
		10,559.000	1,144,840.44	1,499,166.82
171484108	CHURCHILL DOWNS INC	COMMON STOCK		
		34,470.000	1,928,836.42	4,603,123.80
171779309	CIENA CORP	COMMON STOCK USD-.01		
		67,736.000	2,101,517.84	5,744,690.16
172755100	CIRRUS LOGIC INC	COMMON STOCK USD-.001		
		24,885.000	1,576,588.74	2,478,048.30
17888103	CIVITAS RESOURCES INC	COMMON STOCK		
		42,158.000	3,391,484.70	1,933,787.46
184496107	CLEAN HARBORS INC	COMMON STOCK USD-.01		
		23,829.000	1,682,597.52	5,484,006.06
185899101	CLEVELAND CLIFFS INC	COMMON STOCK USD.125		
		226,369.000	3,370,435.24	2,127,868.60
191098102	COCA COLA CONSOLIDATED INC	COMMON STOCK USD1.0		
		2,767.000	1,916,589.93	3,486,392.33
192422103	COGNEX CORP	COMMON STOCK USD.002		
		79,906.000	3,099,815.34	2,865,429.16
192476107	COHERENT CORP	COMMON STOCK		
		72,537.000	3,667,856.33	6,871,430.01
194014502	ENOVIS CORP	COMMON STOCK USD.001		
		26,021.000	1,424,921.42	1,141,801.48
197236102	COLUMBIA BANKING SYSTEM INC	COMMON STOCK		
		97,602.000	2,781,891.01	2,636,230.02
198516106	COLUMBIA SPORTSWEAR CO	COMMON STOCK		
		15,278.000	1,478,189.00	1,282,282.54
199908104	COMFORT SYSTEMS USA INC	COMMON STOCK USD-.01		
		16,704.000	3,626,826.63	7,083,498.24
200340107	COMERICA INC	COMMON STOCK USD5.0		
		61,680.000	3,772,657.20	3,814,908.00
200525103	COMMERCE BANCSHARES INC	COMMON STOCK USD5.0		
		57,391.950	1,944,148.97	3,576,092.40
201723103	COMMERCIAL METALS CO	COMMON STOCK USD-.01		
		53,577.000	1,374,727.78	2,657,419.20

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
	204166102 COMMVAULT SYSTEMS INC	COMMON STOCK USD.01 20,367.000	1,375,627.04	3,073,583.97
	20602D101 CONCENTRIX CORP	COMMON STOCK 21,915.000	1,408,533.51	948,262.05
	21874C102 CORE + MAIN INC CLASS A	COMMON STOCK USD.01 89,959.000	3,252,839.90	4,579,812.69
	22002T108 COPT DEFENSE PROPERTIES	REIT USD.01 52,379.000	1,476,043.50	1,621,130.05
	222070203 COTY INC CL A	COMMON STOCK USD.01 169,824.000	908,909.01	1,181,975.04
	222795502 COUSINS PROPERTIES INC	REIT USD1.0 74,008.000	2,465,371.63	2,267,605.12
	224408104 CRANE CO	COMMON STOCK USD1.0 22,675.000	1,094,870.92	3,440,931.25
	224441105 CRANE NXT CO	COMMON STOCK USD1.0 22,891.000	544,002.15	1,332,714.02
	227046109 CROCS INC	COMMON STOCK USD.001 27,334.000	2,791,297.79	2,983,893.02
	228368106 CROWN HOLDINGS INC	COMMON STOCK USD5.0 55,986.000	4,958,199.65	4,629,482.34
	229663109 CUBESMART	REIT USD.01 105,775.000	4,332,000.03	4,532,458.75
	229899109 CULLEN/PROST BANKERS INC	COMMON STOCK USD.01 30,078.000	2,634,783.41	4,037,971.50
	231561101 CURTISS WRIGHT CORP	COMMON STOCK USD1.0 17,798.000	1,953,066.26	6,315,976.26
	23282M605 CYTOKINETICS INC	COMMON STOCK USD.001 55,348.000	3,484,904.49	2,603,569.92
	23345M107 DT MIDSTREAM INC	COMMON STOCK USD.01 45,566.000	2,062,148.65	4,530,627.38
	237266101 DARLING INGREDIENTS INC	COMMON STOCK USD.01 74,092.000	2,532,784.53	2,496,159.48
	24906P109 DENTISPLY SIRONA INC	COMMON STOCK USD.01 94,449.000	2,991,369.21	1,792,642.02
	253393102 DICK S SPORTING GOODS INC	COMMON STOCK USD.01 27,204.000	1,735,017.46	6,225,363.36
	256163106 DOCUSIGN INC	COMMON STOCK USD.0001 95,194.000	6,603,483.45	8,561,748.36
	25659T107 DOLBY LABORATORIES INC CL A	COMMON STOCK USD.001 27,804.000	2,370,830.98	2,171,492.40
	257651109 DONALDSON CO INC	COMMON STOCK USD5.0 56,149.000	2,071,657.49	3,781,635.15
	26210C104 DROPBOX INC CLASS A	COMMON STOCK USD.00001 104,394.000	2,710,486.03	3,135,995.76

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
	26603R106 DUOLINGO	COMMON STOCK USD-.0001 17,774.000	3,637,210.72	5,762,864.02
	26622P107 DOXIMITY INC CLASS A	COMMON STOCK USD-.001 60,095.000	1,996,828.77	3,208,472.05
	268150109 DYNATRACE INC	COMMON STOCK USD-.001 139,924.000	5,844,290.18	7,604,869.40
	26856L103 ELF BEAUTY INC	COMMON STOCK USD-.01 26,272.000	4,082,793.07	3,298,449.60
	26884U109 EPR PROPERTIES	REIT USD.01 35,280.000	2,017,800.69	1,562,198.40
	26969P108 EAGLE MATERIALS INC	COMMON STOCK USD-.01 15,677.000	1,580,686.70	3,868,456.52
	27579R104 EAST WEST BANCORP INC	COMMON STOCK USD-.001 65,099.000	2,832,496.60	6,233,880.24
	277276101 EASTGROUP PROPERTIES INC	REIT 23,180.000	3,065,677.08	3,720,158.20
	29084Q100 EMCOR GROUP INC	COMMON STOCK USD-.01 21,575.000	2,132,772.06	9,792,892.50
	29109X106 ASPEN TECHNOLOGY INC	COMMON STOCK USD-.0001 12,379.000	2,299,547.11	3,090,169.77
	29261R100 ENCOMPASS HEALTH CORP	COMMON STOCK USD-.01 47,252.000	2,100,626.48	4,363,722.20
	29275Y102 ENERSYS	COMMON STOCK USD-.01 18,751.000	1,415,348.44	1,733,154.93
	29358P101 ENSIGN GROUP INC/THE	COMMON STOCK USD-.001 26,688.000	3,842,167.28	3,545,767.68
	29415F104 ENVISTA HOLDINGS CORP	COMMON STOCK USD-.01 80,112.000	3,227,777.17	1,545,360.48
	29452E101 EQUITABLE HOLDINGS INC	COMMON STOCK USD-.01 146,955.000	5,109,993.57	6,931,867.35
	29472R108 EQUITY LIFESTYLE PROPERTIES	REIT USD.01 89,602.000	6,371,044.38	5,967,493.20
	29605J106 ESAB CORP	COMMON STOCK USD-.001 26,471.000	1,410,082.02	3,174,931.74
	29670G102 ESSENTIAL UTILITIES INC	COMMON STOCK USD-.5 118,489.000	3,834,339.90	4,303,520.48
	298736109 EURONET WORLDWIDE INC	COMMON STOCK USD-.02 19,671.000	2,573,323.92	2,022,965.64
	29977A105 EVERCORE INC A	COMMON STOCK USD-.01 16,745.000	1,700,888.75	4,641,546.55
	30161Q104 EXELIXIS INC	COMMON STOCK USD-.001 133,955.000	2,826,713.66	4,460,701.50
	30208L104 EXLSERVICE HOLDINGS INC	COMMON STOCK USD-.001 75,202.000	2,236,497.37	3,337,464.76

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
	30214U102 EXPONENT INC	COMMON STOCK USD-.001		
		23,637.000	2,304,340.38	2,106,056.70
	302E20101 FNB CORP	COMMON STOCK USD-.01		
		167,531.000	2,178,736.74	2,476,108.18
	30294L109 FTI CONSULTING INC	COMMON STOCK USD-.01		
		16,562.000	1,971,333.80	3,165,495.06
	314211103 FEDERATED HERMES INC	COMMON STOCK		
		36,673.000	1,111,148.55	1,507,627.03
	31620R303 FIDELITY NATIONAL FINANCIAL	COMMON STOCK USD-.0001		
		122,015.000	5,378,388.03	6,849,922.10
	31847R102 FIRST AMERICAN FINANCIAL	COMMON STOCK USD-.00001		
		48,337.000	1,790,331.95	3,018,162.28
	32020R109 FIRST FINL BANKSHARES INC	COMMON STOCK USD-.01		
		59,901.000	1,839,192.15	2,159,431.05
	320517105 FIRST HORIZON CORP	COMMON STOCK USD-.625		
		248,635.000	3,358,436.76	5,007,508.90
	32054K103 FIRST INDUSTRIAL REALTY TR	REIT USD.01		
		62,160.000	2,049,770.49	3,116,080.80
	33768G107 FIRSTCASH HOLDINGS INC	COMMON STOCK USD-.01		
		18,140.000	1,701,769.78	1,879,304.00
	33829M101 FIVE BELOW	COMMON STOCK USD-.01		
		25,659.000	2,648,034.03	2,683,168.64
	339750101 FLOOR + DECOR HOLDINGS INC A	COMMON STOCK USD-.001		
		50,331.000	4,404,537.39	5,018,000.70
	343412102 FLUOR CORP	COMMON STOCK USD-.01		
		80,441.000	2,242,792.95	3,967,350.12
	343498101 FLOWERS FOODS INC	COMMON STOCK USD-.01		
		91,252.000	1,724,813.03	1,885,266.32
	34354P105 FLOWSERVE CORP	COMMON STOCK USD1.25		
		61,259.000	2,446,596.54	3,523,617.68
	34964C106 FORTUNE BRANDS INNOVATIONS I	COMMON STOCK USD-.01		
		58,262.000	3,459,449.86	3,981,042.46
	35909D109 FRONTIER COMMUNICATIONS PARE	COMMON STOCK USD-.25		
		103,941.000	2,465,833.60	3,606,752.70
	361448103 GATX CORP	COMMON STOCK USD-.625		
		16,588.000	1,122,204.44	2,570,476.48
	36262G101 GXO LOGISTICS INC	COMMON STOCK USD-.01		
		55,662.000	1,994,511.11	2,421,297.00
	36467J108 GAMING AND LEISURE PROPERTIE	REIT		
		128,870.000	6,196,442.67	6,206,379.20
	36467W109 GAMESTOP CORP CLASS A GB REG	COMMON STOCK USD-.001		
		190,566.000	6,117,586.17	5,972,338.44
	364760108 GAP INC/THE	COMMON STOCK USD-.05		
		103,102.000	1,859,221.92	2,436,300.26

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
	371901109 GENTEX CORP	COMMON STOCK USD.06 107,262.000	1,948,910.23	3,081,637.26
	37637Q105 GLACIER BANCORP INC	COMMON STOCK USD.01 52,833.000	2,117,801.32	2,653,273.26
	379577208 GLOBUS MEDICAL INC A	COMMON STOCK USD.001 53,342.000	2,365,976.76	4,411,916.82
	382550101 GOODYEAR TIRE + RUBBER CO	COMMON STOCK 132,787.000	2,407,987.16	1,195,083.00
	384109104 GRACO INC	COMMON STOCK USD1.0 79,334.000	3,068,919.84	6,687,062.86
	384637104 GRAHAM HOLDINGS CO CLASS B	COMMON STOCK USD1.0 1,602.000	934,435.28	1,396,815.84
	38526M106 GRAND CANYON EDUCATION INC	COMMON STOCK USD.01 13,534.000	1,358,899.68	2,216,869.20
	388689101 GRAPHIC PACKAGING HOLDING CO	COMMON STOCK USD.01 139,929.000	3,660,968.32	3,800,471.64
	397624107 GREIF INC CL A	COMMON STOCK 12,025.000	678,693.31	734,968.00
	403949100 HF SINCLAIR CORP	COMMON STOCK 76,169.000	3,076,723.43	2,669,723.45
	405024100 HAEMONETICS CORP/MASS	COMMON STOCK USD.01 23,845.000	2,196,024.63	1,861,817.60
	40637H109 HALOZYME THERAPEUTICS INC	COMMON STOCK USD.001 59,669.000	2,367,923.46	2,852,774.89
	407497106 HAMILTON LANE INC CLASS A	COMMON STOCK USD.001 19,590.000	3,195,493.14	2,900,299.50
	410120109 HANCOCK WHITNEY CORP	COMMON STOCK USD3.33 40,230.000	1,535,007.67	2,201,385.60
	410867105 HANOVER INSURANCE GROUP INC/	COMMON STOCK USD.01 16,767.000	1,374,618.60	2,593,184.22
	412822108 HARLEY DAVIDSON INC	COMMON STOCK USD.01 55,192.000	1,522,245.91	1,662,934.96
	42226A107 HEALTHEQUITY INC	COMMON STOCK USD.0001 40,955.000	3,296,849.11	3,929,632.25
	42226K105 HEALTHCARE REALTY TRUST INC	REIT USD.01 169,142.000	4,781,576.40	2,866,956.90
	428291108 HEXCEL CORP	COMMON STOCK USD.01 38,088.000	1,806,426.62	2,388,117.60
	43283X105 HILTON GRAND VACATIONS INC	COMMON STOCK USD.01 29,793.000	1,268,015.28	1,160,437.35
	436893200 HOME BANCSHARES INC	COMMON STOCK USD.01 86,523.000	1,964,696.78	2,448,600.90
	441593100 HOULIHAN LOKEY INC	COMMON STOCK USD.001 25,132.000	3,118,145.82	4,364,423.12

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
	448579102 HYATT HOTELS CORP	CL A COMMON STOCK USD-.01	2,218,429.27	3,113,541.32
	44980X109 IPG PHOTONICS CORP	COMMON STOCK USD-.0001	1,130,473.03	928,998.00
	45073V108 ITT INC	COMMON STOCK USD1.0	1,988,674.28	5,482,591.36
	451107106 IDACORP INC	COMMON STOCK	1,703,174.42	2,711,346.08
	452327109 ILLUMINA INC	COMMON STOCK USD-.01	7,948,193.39	9,939,933.92
	45378A106 INDEPENDENCE REALTY TRUST IN	REIT USD.01	2,259,921.49	2,077,248.00
	457187102 INGRESSION INC	COMMON STOCK USD-.01	2,525,614.04	4,203,696.04
	45778Q107 INSPERITY INC	COMMON STOCK USD-.01	1,674,659.52	1,287,828.65
	45841N107 INTERACTIVE BROKERS GRO CL A	COMMON STOCK USD-.01	3,508,168.57	9,030,840.39
	459044103 INTERNATIONAL BANCSHARES CRP	COMMON STOCK USD1.0	771,307.90	1,573,947.20
	46269C102 IRIDIUM COMMUNICATIONS INC	COMMON STOCK USD-.001	2,437,908.84	1,600,656.14
	47233W109 JEFFERIES FINANCIAL GROUP IN	COMMON STOCK USD1.0	1,800,078.47	5,976,902.40
	48020Q107 JONES LANG LASALLE INC	COMMON STOCK USD-.01	3,048,765.02	5,643,250.02
	48242W106 KBR INC	COMMON STOCK USD-.001	1,861,974.58	3,620,045.70
	48666K109 KB HOME	COMMON STOCK USD1.0	820,179.56	2,207,140.48
	488401100 KEMPER CORP	COMMON STOCK USD.1	1,502,139.42	1,874,671.04
	49427F108 KILROY REALTY CORP	REIT USD.01	2,988,925.07	1,991,070.35
	49714P108 KINSALE CAPITAL GROUP INC	COMMON STOCK USD-.01	2,492,394.69	4,833,165.83
	497266106 KIREY CORP	COMMON STOCK USD.1	1,744,611.50	2,854,166.60
	49803T300 KITE REALTY GROUP TRUST	REIT USD.01	2,177,120.00	2,583,086.84
	498894104 KNIFE RIVER CORP	COMMON STOCK USD-.01	980,373.17	2,680,958.28
	499049104 KNIGHT SWIFT TRANSPORTATION	COMMON STOCK USD-.01	3,337,340.80	4,002,663.60

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	(D) COST	RATE MAT DATE	(E) CURRENT VALUE
	50155Q100 KYNDRYL HOLDINGS INC	COMMON STOCK USD-.01			
		108,935.000	2,524,582.25		3,769,151.00
	512816109 LAMAR ADVERTISING CO A	REIT USD-.001			
		41,276.000	2,898,979.59		5,024,940.24
	513847103 LANCASTER COLONY CORP	COMMON STOCK			
		8,979.000	1,588,039.91		1,554,624.06
	515098101 LANDSTAR SYSTEM INC	COMMON STOCK USD-.01			
		16,518.000	1,390,565.69		2,838,783.48
	516544103 LANTHEUS HOLDINGS INC	COMMON STOCK USD-.01			
		32,592.000	2,201,721.42		2,915,680.32
	518415104 LATTICE SEMICONDUCTOR CORP	COMMON STOCK USD-.01			
		64,691.000	3,752,071.27		3,664,745.15
	521865204 LEAR CORP	COMMON STOCK USD-.01			
		25,486.000	3,650,433.37		2,413,524.20
	533900106 LINCOLN ELECTRIC HOLDINGS	COMMON STOCK			
		26,619.000	2,309,933.23		4,990,263.93
	536797103 LITHIA MOTORS INC	COMMON STOCK			
		12,469.000	3,390,344.62		4,456,794.67
	537008104 LITTELFUSE INC	COMMON STOCK USD-.01			
		11,550.000	2,130,124.23		2,721,757.50
	546347105 LOUISIANA PACIFIC CORP	COMMON STOCK USD1.0			
		29,142.000	834,675.42		3,017,654.10
	55024U109 LUMENTUM HOLDINGS INC	COMMON STOCK USD-.001			
		32,220.000	2,058,944.59		2,704,869.00
	552848103 MGIC INVESTMENT CORP	COMMON STOCK USD1.0			
		120,783.000	1,455,818.38		2,863,764.93
	55306N104 MKS INSTRUMENTS INC	COMMON STOCK			
		31,350.000	3,481,954.68		3,272,626.50
	553498106 MSA SAFETY INC	COMMON STOCK			
		18,335.000	1,605,449.29		3,039,392.95
	553530106 MSC INDUSTRIAL DIRECT CO A	COMMON STOCK USD-.001			
		20,919.000	1,454,606.12		1,562,440.11
	55405Y100 MACOM TECHNOLOGY SOLUTIONS H	COMMON STOCK USD-.001			
		27,165.000	1,830,523.13		3,529,005.15
	55616P104 MACY S INC	COMMON STOCK USD-.01			
		128,785.000	3,088,916.62		2,180,330.05
	562750109 MANHATTAN ASSOCIATES INC	COMMON STOCK USD-.01			
		28,766.000	2,649,444.97		7,773,723.84
	56418H100 MANPOWERGROUP INC	COMMON STOCK USD-.01			
		22,107.000	1,504,285.03		1,276,016.04
	57164Y107 MARRIOTT VACATIONS WORLD	COMMON STOCK USD-.01			
		15,027.000	1,783,353.27		1,349,424.60
	574795100 MASIMO CORP	COMMON STOCK USD-.001			
		20,842.000	2,682,700.45		3,445,182.60

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	576232109 WASTECH INC	COMMON STOCK USD.1	1,733,012.42	3,906,673.44
	576485205 MATADOR RESOURCES CO	COMMON STOCK USD.01	3,040,162.28	3,042,765.84
	577081102 MATTEL INC	COMMON STOCK USD1.0	2,059,762.41	2,807,829.18
	57793104 MAXIMUS INC	COMMON STOCK	1,879,767.99	2,093,036.70
	58506Q109 MEDPACE HOLDINGS INC	COMMON STOCK USD.01	1,927,692.57	3,971,477.42
	596278101 MIDDLEBY CORP	COMMON STOCK USD.01	2,379,587.12	3,393,428.85
	617700109 MORNINGSTAR INC	COMMON STOCK	3,255,971.22	4,267,085.96
	624756102 MUELLER INDUSTRIES INC	COMMON STOCK USD.01	4,372,699.88	4,223,936.00
	626717102 MUREHY OIL CORP	COMMON STOCK USD1.0	1,791,436.82	1,999,671.58
	626755102 MUREHY USA INC	COMMON STOCK USD.01	864,137.49	4,363,218.00
	62955J103 NOV INC	COMMON STOCK USD.01	2,594,908.07	2,678,165.60
	636180101 NATIONAL FUEL GAS CO	COMMON STOCK USD1.0	2,046,048.12	2,582,844.20
	637417106 NNN REIT INC	REIT USD.01	3,498,361.95	3,592,716.65
	637870106 NATIONAL STORAGE AFFILIATES	REIT USD.01	1,505,752.27	1,234,122.14
	640491106 NEOGEN CORP	COMMON STOCK USD.16	2,360,699.79	1,115,362.50
	64125C109 NEUROCRINE BIOSCIENCES INC	COMMON STOCK USD.001	4,970,588.93	6,473,649.00
	646025106 NEW JERSEY RESOURCES CORP	COMMON STOCK USD2.5	1,762,343.76	2,155,416.60
	649445400 FLAGSTAR FINANCIAL INC	COMMON STOCK USD.01	4,424,515.50	1,326,007.59
	650111107 NEW YORK TIMES CO A	COMMON STOCK USD.1	2,020,295.47	3,966,418.20
	651587107 NEWMARKET CORP	COMMON STOCK	1,251,921.25	1,889,379.60
	65290E101 NEXTRACKER INC CL A	COMMON STOCK USD.0001	3,481,270.71	2,441,299.90
	65336K103 NEXSTAR MEDIA GROUP INC	COMMON STOCK USD.01	2,565,450.09	2,160,397.72
		13,676.000		

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
655664100	NORDSTROM INC	COMMON STOCK 44,986.000	843,999.57	1,086,411.90
668074305	NORTHWESTERN ENERGY GROUP IN	COMMON STOCK USD.01 28,561.000	1,685,543.70	1,526,871.06
67000B104	NOVANTA INC	COMMON STOCK 16,729.000	2,498,575.68	2,555,689.33
670837103	OGE ENERGY CORP	COMMON STOCK USD.01 93,563.000	2,613,267.51	3,863,598.75
674215207	CHORD ENERGY CORP	COMMON STOCK 28,854.000	4,123,207.46	3,373,609.68
680033107	OLD NATIONAL BANCORP	COMMON STOCK 148,614.000	2,596,674.83	3,225,666.87
680223104	OLD REPUBLIC INTL CORP	COMMON STOCK USD1.0 110,878.000	2,188,451.30	4,012,674.82
680665205	OLIN CORP	COMMON STOCK USD1.0 54,746.000	1,472,247.91	1,850,414.80
681116109	OLLIE S BARGAIN OUTLET HOLDI	COMMON STOCK USD.001 28,772.000	2,096,121.69	3,157,151.56
681936100	OMEGA HEALTHCARE INVESTORS	REIT USD.1 126,605.000	4,071,265.10	4,791,999.25
68235P108	ONE GAS INC	COMMON STOCK 26,397.000	1,484,131.16	1,827,992.25
683344105	ONTO INNOVATION INC	COMMON STOCK 23,028.000	3,066,393.96	3,838,076.76
68404L201	OPTION CARE HEALTH INC	COMMON STOCK USD.0001 79,683.000	2,161,667.56	1,848,645.60
686688102	ORMAT TECHNOLOGIES INC	COMMON STOCK USD.001 25,068.000	1,940,791.13	1,697,604.96
688239201	OSHKOSH CORP	COMMON STOCK USD.01 30,325.000	1,988,515.38	2,882,997.75
69047Q102	OVINTIV INC	COMMON STOCK 122,092.000	4,823,903.36	4,944,726.00
690742101	OWENS CORNING	COMMON STOCK USD.001 40,233.000	3,090,833.62	6,852,484.56
69318G106	PBF ENERGY INC CLASS A	COMMON STOCK USD.001 46,395.000	1,875,841.87	1,231,787.25
69349H107	TXNM ENERGY INC	COMMON STOCK 42,148.000	1,398,651.90	2,072,417.16
693656100	PVH CORP	COMMON STOCK USD1.0 26,025.000	1,512,951.63	2,752,143.75
700517105	PARK HOTELS + RESORTS INC	REIT USD.01 97,338.000	2,296,610.97	1,369,545.66
70202L102	PARSONS CORP	COMMON STOCK USD1.0 21,768.000	2,176,393.77	2,008,098.00

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
	70438V106 PAYLOCITY HOLDING CORP	COMMON STOCK USD-.001 20,394.000	2,896,359.03	4,067,991.18
	70959M103 PENSKE AUTOMOTIVE GROUP INC	COMMON STOCK USD-.0001 8,711.000	1,495,402.98	1,327,904.84
	70975L107 PENUMBRA INC	COMMON STOCK USD-.001 18,113.000	3,112,094.61	4,301,475.24
	71377A103 PERFORMANCE FOOD GROUP CO	COMMON STOCK USD-.01 73,207.000	3,804,267.63	6,189,651.85
	71424F105 PERMIAN RESOURCES CORP	COMMON STOCK USD-.0001 298,465.000	4,323,635.01	4,291,926.70
	72147K108 PILGRIM S PRIDE CORP	COMMON STOCK USD-.01 18,782.000	580,151.01	852,514.98
	72346Q104 PINNACLE FINANCIAL PARTNERS	COMMON STOCK USD1.0 35,682.000	2,393,328.36	4,081,663.98
	72703H101 PLANET FITNESS INC CL A	COMMON STOCK 39,408.000	2,768,010.74	3,896,268.96
	731068102 POLARIS INC	COMMON STOCK USD-.01 24,416.000	2,005,247.24	1,406,849.92
	736508847 PORTLAND GENERAL ELECTRIC CO	COMMON STOCK 49,458.000	2,388,130.96	2,157,357.96
	737446104 POST HOLDINGS INC	COMMON STOCK USD-.01 22,051.000	1,107,888.90	2,523,957.46
	737630103 POTLATCHDELTIC CORP	REIT USD1.0 33,458.000	1,439,863.76	1,313,226.50
	739276103 POWER INTEGRATIONS INC	COMMON STOCK USD-.001 26,478.000	2,270,334.68	1,633,692.60
	74164M108 PRIMERICA INC	COMMON STOCK 15,774.000	1,312,754.55	4,281,379.08
	743606105 PROSPERITY BANCSHARES INC	COMMON STOCK USD1.0 44,384.000	2,699,243.96	3,344,334.40
	74624M102 PURE STORAGE INC CLASS A	COMMON STOCK USD-.0001 146,003.000	5,689,797.30	8,968,964.29
	74758T303 QUALYS INC	COMMON STOCK USD-.001 17,151.000	1,910,970.01	2,404,913.22
	74935Q107 RB GLOBAL INC	COMMON STOCK 86,548.000	6,745,660.55	7,807,495.08
	749607107 RLI CORP	COMMON STOCK USD1.0 19,556.000	1,930,941.60	3,223,415.48
	74967X103 RH	COMMON STOCK USD-.0001 6,962.000	1,923,990.86	2,740,173.58
	749685103 RPM INTERNATIONAL INC	COMMON STOCK USD-.01 60,492.000	3,308,980.49	7,444,145.52
	750917106 RAMBUS INC	COMMON STOCK USD-.001 50,171.000	3,443,518.77	2,652,039.06

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
	75281A109 RANGE RESOURCES CORP	COMMON STOCK USD-.01		
		112,869.000	2,795,095.56	4,061,026.62
	754907103 RAYONIER INC	REIT		
		62,472.000	1,672,286.42	1,630,519.20
	75524B104 REC BEARINGS INC	COMMON STOCK USD-.01		
		14,650.000	3,622,768.55	4,382,401.00
	758750103 REGAL REXNORD CORP	COMMON STOCK USD-.01		
		31,253.000	3,398,113.70	4,848,277.89
	759351604 REINSURANCE GROUP OF AMERICA	COMMON STOCK USD-.01		
		30,932.000	3,133,778.52	6,608,003.16
	759509102 RELIANCE INC	COMMON STOCK USD-.001		
		25,383.000	2,658,421.60	6,834,626.58
	759916109 REPLIGEN CORP	COMMON STOCK USD-.01		
		24,268.000	2,830,215.77	3,493,135.92
	76169C100 REXFORD INDUSTRIAL REALTY IN	REIT USD.01		
		104,112.000	5,479,498.38	4,024,969.92
	780287108 ROYAL GOLD INC	COMMON STOCK USD-.01		
		30,840.000	2,699,366.69	4,066,254.00
	78351F107 RYAN SPECIALTY HOLDINGS INC	COMMON STOCK USD-.001		
		49,899.000	2,948,894.49	3,201,519.84
	783549108 RYDER SYSTEM INC	COMMON STOCK USD.5		
		20,167.000	1,463,310.60	3,163,395.62
	784117103 SEI INVESTMENTS COMPANY	COMMON STOCK USD-.01		
		46,045.000	2,006,632.97	3,797,791.60
	78442F106 SIM CORP	COMMON STOCK USD.2		
		101,319.000	1,072,425.68	2,794,378.02
	78573L106 SABRA HEALTH CARE REIT INC	REIT USD.01		
		110,959.000	2,400,428.39	1,921,809.88
	78709Y105 SAIA INC	COMMON STOCK USD-.001		
		12,489.000	3,421,851.65	5,691,611.97
	803607100 SAREPTA THERAPEUTICS INC	COMMON STOCK USD-.0001		
		44,799.000	5,813,507.35	5,447,110.41
	808625107 SCIENCE APPLICATIONS INTE	COMMON STOCK USD-.0001		
		23,225.000	1,534,621.97	2,596,090.50
	80874P109 LIGHT + WONDER INC	COMMON STOCK USD-.001		
		41,364.000	2,580,930.95	3,573,022.32
	810J86106 SCOTT'S MIRACLE GRO CO	COMMON STOCK USD-.01		
		19,856.000	1,522,532.93	1,317,247.04
	816300107 SELECTIVE INSURANCE GROUP	COMMON STOCK USD2.0		
		28,343.000	2,171,710.75	2,650,637.36
	817565104 SERVICE CORP INTERNATIONAL	COMMON STOCK USD1.0		
		68,394.000	2,245,032.76	5,459,209.08
	82452J109 SHIFT4 PAYMENTS INC CLASS A	COMMON STOCK		
		32,204.000	3,289,336.54	3,342,131.12

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
	826919102 SILICON LABORATORIES INC	COMMON STOCK USD-.0001 15,045.000	1,201,354.83	1,868,889.90
	827048109 SILGAN HOLDINGS INC	COMMON STOCK USD-.01 37,811.000	1,116,215.14	1,968,062.55
	829073105 SIMPSON MANUFACTURING CO INC	COMMON STOCK USD-.01 19,792.000	2,023,216.84	3,282,107.36
	830566105 SKECHERS USA INC CL A	COMMON STOCK USD-.001 61,805.000	2,385,973.09	4,155,768.20
	835495102 SONOCO PRODUCTS CO	COMMON STOCK 45,781.000	2,006,370.70	2,236,401.85
	836011102 SOTERA HEALTH CO	COMMON STOCK USD-.01 71,255.000	1,260,318.71	974,768.40
	840441109 SOUTHSTATE CORP	COMMON STOCK USD2.5 35,781.000	2,650,346.27	3,559,493.88
	844895102 SOUTHWEST GAS HOLDINGS INC	COMMON STOCK 28,049.000	2,122,134.89	1,983,344.79
	848571101 SPIRE INC	COMMON STOCK USD1.0 26,906.000	1,955,271.92	1,825,033.98
	85208M102 SPROUTS FARMERS MARKET INC	COMMON STOCK USD-.001 47,028.000	1,365,631.68	5,975,847.96
	85254J102 STAG INDUSTRIAL INC	REIT USD.01 84,849.000	2,980,294.76	2,869,593.18
	85571B105 STARWOOD PROPERTY TRUST INC	REIT USD.01 150,221.000	2,586,185.53	2,846,687.95
	860630102 STIFEL FINANCIAL CORP	COMMON STOCK USD.15 48,148.000	2,209,045.88	5,107,539.84
	87157D109 SYNAPTICS INC	COMMON STOCK USD-.001 18,787.000	2,002,688.13	1,433,823.84
	87161C501 SYNOVUS FINANCIAL CORP	COMMON STOCK USD1.0 67,079.000	2,380,905.45	3,436,457.17
	87162W100 TD SYNEX CORP	COMMON STOCK USD-.001 35,466.000	2,968,858.47	4,159,452.48
	87256C101 TKO GROUP HOLDINGS INC	COMMON STOCK USD-.00001 31,209.000	2,640,905.54	4,435,110.99
	87724P106 TAYLOR MORRISON HOME CORP	COMMON STOCK USD-.00001 48,619.000	1,484,757.90	2,975,968.99
	88023U101 SOMNIGROUP INTERNATIONAL INC	COMMON STOCK USD-.01 81,441.000	1,838,249.11	4,616,890.29
	88033G407 TENET HEALTHCARE CORP	COMMON STOCK USD-.05 45,005.000	1,961,680.11	5,680,981.15
	88076W103 TERADATA CORP	COMMON STOCK USD-.01 44,775.000	1,382,254.77	1,394,741.25
	880779103 TEREX CORP	COMMON STOCK USD-.01 31,170.000	846,127.02	1,440,677.40

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
	88162G103 TETRA TECH INC	COMMON STOCK USD-.01	2,574,515.64	5,004,939.84
		125,626.000		
	88224Q107 TEXAS CAPITAL BANCSHARES INC	COMMON STOCK USD-.01	1,643,279.45	1,683,176.80
		21,524.000		
	88288L109 TEXAS ROADHOUSE INC	COMMON STOCK USD-.001	2,081,499.63	5,650,526.31
		31,317.000		
	885160101 THOR INDUSTRIES INC	COMMON STOCK USD.1	1,673,138.18	2,372,363.77
		24,787.000		
	887389104 TIMKEN CO	COMMON STOCK	1,256,943.76	2,122,329.69
		29,737.000		
	889478103 TOLL BROTHERS INC	COMMON STOCK USD-.01	2,064,046.49	5,964,488.20
		47,356.000		
	89055F103 TOPBUILD CORP	COMMON STOCK	2,157,037.58	4,281,547.68
		13,752.000		
	891092108 TORO CO	COMMON STOCK USD1.0	2,778,301.38	3,880,604.70
		48,447.000		
	894164102 TRAVEL LEISURE CO	COMMON STOCK USD-.01	1,556,601.37	1,639,776.35
		32,503.000		
	89531P105 TREX COMPANY INC	COMMON STOCK USD-.01	3,015,805.10	3,489,751.97
		50,699.000		
	902681105 UGI CORP	COMMON STOCK	3,369,934.27	2,823,762.21
		100,027.000		
	90278Q108 UFP INDUSTRIES INC	COMMON STOCK	2,463,668.62	3,199,935.90
		28,406.000		
	902788108 UMB FINANCIAL CORP	COMMON STOCK USD1.0	1,626,459.75	2,332,590.48
		20,668.000		
	904311107 UNDER ARMOUR INC CLASS A	COMMON STOCK USD.000333	797,857.82	728,441.28
		87,976.000		
	904311206 UNDER ARMOUR INC CLASS C	COMMON STOCK USD.000333	505,551.85	450,084.18
		60,333.000		
	909907107 UNITED BANKSHARES INC	COMMON STOCK USD2.5	2,315,685.06	2,360,092.60
		62,852.000		
	912008109 US FOODS HOLDING CORP	COMMON STOCK USD-.01	4,269,050.53	7,369,870.08
		109,248.000		
	912909108 UNITED STATES STEEL CORP	COMMON STOCK USD1.0	2,448,112.56	3,589,513.95
		105,605.000		
	91307C102 UNITED THERAPEUTICS CORP	COMMON STOCK USD-.01	2,836,332.98	7,373,297.48
		20,897.000		
	91347P105 UNIVERSAL DISPLAY CORP	COMMON STOCK USD-.01	2,580,277.48	3,028,386.80
		20,714.000		
	91529X106 UNUM GROUP	COMMON STOCK USD.1	2,202,991.53	5,754,252.79
		78,793.000		
	91879Q109 VAIL RESORTS INC	COMMON STOCK USD-.01	4,353,890.43	3,285,998.50
		17,530.000		

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	(D) COST	RATE MAT DATE	(E) CURRENT VALUE
	919794107 VALLEY NATIONAL BANCORP	COMMON STOCK 222,672.000	2,570,930.65		2,017,408.32
	920253101 VALMONT INDUSTRIES	COMMON STOCK USD1.0 9,397.000	1,290,905.36		2,881,777.99
	92047M101 VALVOLINE INC	COMMON STOCK USD.01 60,042.000	1,126,504.63		2,172,319.56
	927959106 VIPER ENERGY INC	COMMON STOCK 48,296.000	2,209,341.12		2,369,884.72
	92839U206 VISTEON CORP	COMMON STOCK 12,863.000	1,672,394.75		1,141,205.36
	928881101 VONTIER CORP	COMMON STOCK USD.0001 71,611.000	2,324,260.16		2,611,653.17
	929042109 VORNADO REALTY TRUST	REIT USD.04 77,212.000	1,716,263.84		3,245,992.48
	929089100 VOYA FINANCIAL INC	COMMON STOCK USD.01 45,860.000	3,090,070.99		3,156,543.80
	92936U109 WP CAREY INC	REIT USD.001 102,790.000	6,336,137.17		5,599,999.20
	934550203 WARNER MUSIC GROUP CORP CL A	COMMON STOCK 65,977.000	1,984,024.51		2,045,287.00
	942622200 WATSCO INC	COMMON STOCK USD.5 16,340.000	3,254,757.97		7,743,362.60
	942749102 WATTS WATER TECHNOLOGIES A	COMMON STOCK USD.1 12,766.000	1,999,300.84		2,595,327.80
	947890109 WEBSTER FINANCIAL CORP	COMMON STOCK USD.01 79,945.000	3,589,408.75		4,414,562.90
	95058W100 WENDY S CO/THE	COMMON STOCK USD.1 79,543.000	982,648.31		1,296,550.90
	95082P105 WESCO INTERNATIONAL INC	COMMON STOCK USD.01 20,860.000	3,503,805.04		3,774,825.60
	957638109 WESTERN ALLIANCE BANCORP	COMMON STOCK USD.0001 50,875.000	4,456,727.32		4,250,097.50
	959802109 WESTERN UNION CO	COMMON STOCK USD.01 157,378.000	2,684,034.56		1,668,206.80
	960413102 WESTLAKE CORP	COMMON STOCK USD.01 15,577.000	1,528,462.10		1,785,903.05
	96208T104 WEX INC	COMMON STOCK USD.01 18,658.000	2,345,383.99		3,271,120.56
	963320106 WHIRLPOOL CORP	COMMON STOCK USD1.0 25,861.000	2,719,970.97		2,960,567.28
	969904101 WILLIAMS SONOMA INC	COMMON STOCK USD.01 59,253.000	2,548,585.03		10,972,470.54
	974155103 WINGSTOP INC	COMMON STOCK USD.01 13,665.000	2,165,914.29		3,883,593.00

(A)	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST	(E) CURRENT VALUE
	97650M108 WINTRUST FINANCIAL CORP	COMMON STOCK 31,185.000	2,374,115.42	3,889,081.35
	980745103 WOODWARD INC	COMMON STOCK USD-.001455 27,980.000	2,004,195.12	4,656,431.60
	98311A105 WYNDHAM HOTELS + RESORTS INC	COMMON STOCK USD-.01 36,799.000	2,369,144.58	3,708,971.21
	983793100 XPO INC	COMMON STOCK USD-.001 54,667.000	2,089,391.26	7,169,577.05
	98585X104 YETI HOLDINGS INC	COMMON STOCK USD-.01 39,441.000	2,870,060.62	1,518,872.91
	989701107 ZIONS BANCORP NA	COMMON STOCK USD-.001 69,276.000	2,777,762.78	3,758,223.00
	98980F104 ZOOMINFO TECHNOLOGIES INC	COMMON STOCK 127,221.000	3,184,929.81	1,337,092.71
		23,192,109.950	1,020,636,365.27	1,365,014,770.48

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
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REGISTERED INVESTMENT COMPANY

464287507	ISHARES CORE S+P MID CAP ETF	ISHARES CORE S+P MIDCAP ETF	9,898,911.87	9,676,805.31
		155,301.000		

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

ASSET CATEGORY	UNITS	COST	CURRENT VALUE
INTEREST BEARING CASH	1,100,937.460	1,100,937.46	1,100,937.46
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	23,192,109.950	1,020,636,365.27	1,365,014,770.48
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	155,301.000	9,898,911.87	9,676,805.31
INSURANCE CO. GENERAL ACCOUNT	0.000	0.00	0.00
** ASSET CATEGORY NOT FOUND **	0.000	0.00	0.00
GRAND TOTALS	24,448,348.410	1,031,636,214.60	1,375,792,513.25

RHUMBLINE ADVISERS

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

BEGINNING NET ASSET VALUE: 1,137,344,873.00

5% OF ASSET VALUE: 56,867,243.65

(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	STIP 25 BPS			STIP 25 BPS	1.000	12/31/2050	
178	113,500,546.34	42	113,472,708.58	0.00	113,472,708.58	226,973,254.92	0.00
INTEREST BEARING CASH TOTALS							
178	113,500,546.34	42	113,472,708.58	0.00	113,472,708.58	226,973,254.92	0.00

INTEREST BEARING CASH

928HVNII0 STIP 25 BPS STIP 25 BPS 1.000 12/31/2050

178 113,500,546.34 42 113,472,708.58 0.00 113,472,708.58 226,973,254.92 0.00

INTEREST BEARING CASH TOTALS

178 113,500,546.34 42 113,472,708.58 0.00 113,472,708.58 226,973,254.92 0.00

RHUMBLINE ADVISERS

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

BEGINNING NET ASSET VALUE: 1,137,344,873.00

5% OF ASSET VALUE: 56,867,243.65

(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	0.00	0		0.00	0.00
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RHUMBLINE ADVISERS

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

BEGINNING NET ASSET VALUE: 1,137,344,873.00

5% OF ASSET VALUE: 56,867,243.65

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

REGISTERED INVESTMENT COMPANY

 464287507 ISHARES CORE S+P MID CAP ETF ISHARES CORE S+P MIDCAP ETF
 15 55,736,734.26 29 56,524,929.32 18,018.34 55,182,226.52 44 112,261,663.58 1,342,702.80

REGISTERED INVESTMENT COMPANY TOTALS

 15 55,736,734.26 29 56,524,929.32 18,018.34 55,182,226.52 44 112,261,663.58 1,342,702.80

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

RHUMBLINE ADVISERS
 BEGINNING NET ASSET VALUE: 1,137,344,873.00
 5% OF ASSET VALUE: 56,867,243.65

(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								
178	113,500,546.34	42	113,472,708.58	0.00	113,472,708.58	220	226,973,254.92	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								
15	55,736,734.26	29	56,524,929.32	18,018.34	55,182,226.52	44	112,261,663.58	1,342,702.80
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								
193	169,237,280.60	71	169,997,637.90	18,018.34	168,654,935.10	264	339,234,918.50	1,342,702.80
NON-REPORTABLE TRANSACTION TOTALS								
2193	316,984,724.25	1693	220,551,309.46	67,150.87	159,576,777.19	3886	537,536,033.71	60,974,532.27

RHUMBLINE ADVISERS

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

BEGINNING NET ASSET VALUE: 1,137,344,873.00

5% OF ASSET VALUE: 56,867,243.65

(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	STIP 25 BPS			STIP 25 BPS	1.000	12/31/2050	
178	113,500,546.34	42	113,472,708.58	0.00	113,472,708.58	226,973,254.92	0.00
INTEREST BEARING CASH TOTALS							
178	113,500,546.34	42	113,472,708.58	0.00	113,472,708.58	226,973,254.92	0.00

INTEREST BEARING CASH

928HVNII0 STIP 25 BPS

178 113,500,546.34 42 113,472,708.58 0.00 113,472,708.58 226,973,254.92 0.00

INTEREST BEARING CASH TOTALS

178 113,500,546.34 42 113,472,708.58 0.00 113,472,708.58 226,973,254.92 0.00

RHUMBLINE ADVISERS

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

BEGINNING NET ASSET VALUE: 1,137,344,873.00

5% OF ASSET VALUE: 56,867,243.65

(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
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

RHUMBLINE ADVISERS

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

BEGINNING NET ASSET VALUE: 1,137,344,873.00

5% OF ASSET VALUE: 56,867,243.65

(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									
464287507	ISHARES CORE S+P MID CAP ETF	55,736,734.26	29	56,524,929.32	18,018.34	55,182,226.52	44	112,261,663.58	1,342,702.80
15		55,736,734.26	29	56,524,929.32	18,018.34	55,182,226.52	44	112,261,663.58	1,342,702.80
REGISTERED INVESTMENT COMPANY TOTALS									
15		55,736,734.26	29	56,524,929.32	18,018.34	55,182,226.52	44	112,261,663.58	1,342,702.80

REGISTERED INVESTMENT COMPANY

464287507 ISHARES CORE S+P MID CAP ETF 55,736,734.26 29 56,524,929.32 18,018.34 55,182,226.52 44 112,261,663.58 1,342,702.80

REGISTERED INVESTMENT COMPANY TOTALS

15 55,736,734.26 29 56,524,929.32 18,018.34 55,182,226.52 44 112,261,663.58 1,342,702.80

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

RHUMBLINE ADVISERS
 BEGINNING NET ASSET VALUE: 1,137,344,873.00
 5% OF ASSET VALUE: 56,867,243.65

(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								
178	113,500,546.34	42	113,472,708.58	0.00	113,472,708.58	220	226,973,254.92	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								
15	55,736,734.26	29	56,524,929.32	18,018.34	55,182,226.52	44	112,261,663.58	1,342,702.80
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								
193	169,237,280.60	71	169,997,637.90	18,018.34	168,654,935.10	264	339,234,918.50	1,342,702.80
NON-REPORTABLE TRANSACTION TOTALS								
2193	316,984,724.25	1693	220,551,309.46	67,150.87	159,576,777.19	3886	537,536,033.71	60,974,532.27

RHUMBLINE ADVISERS

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

BEGINNING NET ASSET VALUE: 1,137,344,873.00

5% OF ASSET VALUE: 56,867,243.65

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

INTEREST BEARING CASH

INTEREST BEARING CASH TOTALS

RHUMBLINE ADVISERS

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

BEGINNING NET ASSET VALUE: 1,137,344,873.00

5% OF ASSET VALUE: 56,867,243.65

(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

RHUMBLINE ADVISERS

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

BEGINNING NET ASSET VALUE: 1,137,344,873.00

5% OF ASSET VALUE: 56,867,243.65

(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: 1,137,344,873.00
 5% OF ASSET VALUE: 56,867,243.65

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

RHUMBLINE ADVISERS

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

BEGINNING NET ASSET VALUE: 1,137,344,873.00

5% OF ASSET VALUE: 56,867,243.65

(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

RHUMBLINE ADVISERS

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

BEGINNING NET ASSET VALUE: 1,137,344,873.00

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(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: 1,137,344,873.00
 5% OF ASSET VALUE: 56,867,243.65

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