

<p style="text-align: center;"><b>Form 5500</b></p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p> <hr/> <p style="text-align: center; font-size: x-small;">Pension Benefit Guaranty Corporation</p>	<p><b>Annual Return/Report of Employee Benefit Plan</b></p> <p style="font-size: x-small;">This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).</p> <p style="text-align: center;"><b>▶ Complete all entries in accordance with the instructions to the Form 5500.</b></p>	<p style="font-size: x-small;">OMB Nos. 1210-0110 1210-0089</p> <hr/> <p style="font-size: 2em; font-weight: bold; text-align: center;">2024</p> <hr/> <p style="text-align: center; font-weight: bold;">This Form is Open to Public Inspection</p>
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**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) M

**B** This return/report is:  the first return/report  the final return/report

an amended return/report  a short plan year return/report (less than 12 months)

**C** If the plan is a collectively-bargained plan, check here. . . . .

**D** Check box if filing under:  Form 5558  automatic extension  the DFVC program

special extension (enter description)

**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**

<p><b>1a</b> Name of plan <u>INTERNATIONAL PAPER CO RET ACCT - LARGE CAP POOL</u></p>	<p><b>1b</b> Three-digit plan number (PN) ▶ <u>225</u></p>
<p><b>2a</b> 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>INTERNATIONAL PAPER COMPANY</u></p> <p><u>6400 POPLAR AVENUE</u> <u>MEMPHIS, TN 38197-0100</u></p>	<p><b>1c</b> Effective date of plan</p> <hr/> <p><b>2b</b> Employer Identification Number (EIN) <u>13-0872805</u></p> <p><b>2c</b> Plan Sponsor's telephone number <u>901-419-9000</u></p> <p><b>2d</b> Business code (see instructions)</p>

**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.

<b>SIGN HERE</b>		Date	
	Signature of plan administrator		Enter name of individual signing as plan administrator
<b>SIGN HERE</b>		Date	
	Signature of employer/plan sponsor		Enter name of individual signing as employer or plan sponsor
<b>SIGN HERE</b>	<u>Filed with authorized/valid electronic signature.</u>	<u>10/13/2025</u>	<u>ANNE ZARAGOSA</u>
	Signature of DFE	Date	Enter name of individual signing as DFE

<p><b>3a</b> Plan administrator's name and address <input type="checkbox"/> Same as Plan Sponsor</p> <p>SVP - HUMAN RESOURCES INTERNATIONAL PAPER COMPANY  EMPLOYEE BENEFITS  6400 POPLAR AVENUE  MEMPHIS, TN 38197-0100</p>	<p><b>3b</b> Administrator's EIN 13-2912565</p> <p><b>3c</b> Administrator's telephone number 901-419-9000</p>
<p><b>4</b> 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:</p> <p><b>a</b> Sponsor's name  <b>c</b> Plan Name</p>	<p><b>4b</b> EIN</p> <p><b>4d</b> PN</p>
<p><b>5</b> Total number of participants at the beginning of the plan year</p>	<p><b>5</b></p>
<p><b>6</b> Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines <b>6a(1)</b>, <b>6a(2)</b>, <b>6b</b>, <b>6c</b>, and <b>6d</b>).</p> <p><b>a(1)</b> Total number of active participants at the beginning of the plan year .....</p> <p><b>a(2)</b> Total number of active participants at the end of the plan year .....</p> <p><b>b</b> Retired or separated participants receiving benefits.....</p> <p><b>c</b> Other retired or separated participants entitled to future benefits .....</p> <p><b>d</b> Subtotal. Add lines <b>6a(2)</b>, <b>6b</b>, and <b>6c</b>.....</p> <p><b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. ....</p> <p><b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....</p> <p><b>g(1)</b> Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) .....</p> <p><b>g(2)</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) .....</p> <p><b>h</b> Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....</p>	<p><b>6a(1)</b></p> <p><b>6a(2)</b></p> <p><b>6b</b></p> <p><b>6c</b></p> <p><b>6d</b></p> <p><b>6e</b></p> <p><b>6f</b></p> <p><b>6g(1)</b></p> <p><b>6g(2)</b></p> <p><b>6h</b></p>
<p><b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....</p>	<p><b>7</b></p>

**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:

<p><b>9a</b> Plan funding arrangement (check all that apply)</p> <p>(1) <input type="checkbox"/> Insurance</p> <p>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts</p> <p>(3) <input type="checkbox"/> Trust</p> <p>(4) <input type="checkbox"/> General assets of the sponsor</p>	<p><b>9b</b> Plan benefit arrangement (check all that apply)</p> <p>(1) <input type="checkbox"/> Insurance</p> <p>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts</p> <p>(3) <input type="checkbox"/> Trust</p> <p>(4) <input type="checkbox"/> General assets of the sponsor</p>
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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)

<p><b>a Pension Schedules</b></p> <p>(1) <input type="checkbox"/> <b>R</b> (Retirement Plan Information)</p> <p>(2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary</p> <p>(3) <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary</p> <p>(4) <input type="checkbox"/> <b>DCG</b> (Individual Plan Information) – Number Attached _____</p> <p>(5) <input type="checkbox"/> <b>MEP</b> (Multiple-Employer Retirement Plan Information)</p>	<p><b>b General Schedules</b></p> <p>(1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information)</p> <p>(2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)</p> <p>(3) <input type="checkbox"/> <b>A</b> (Insurance Information) – Number Attached <u>  0  </u></p> <p>(4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information)</p> <p>(5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)</p> <p>(6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules)</p>
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**Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)**

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**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.

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**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 \_\_\_\_\_

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

<b>A</b> Name of plan <b>INTERNATIONAL PAPER CO RET ACCT - LARGE CAP POOL</b>	<b>B</b> Three-digit plan number (PN) ▶	<b>225</b>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <b>INTERNATIONAL PAPER COMPANY</b>	<b>D</b> Employer Identification Number (EIN) <b>13-0872805</b>	

**Part I Service Provider Information (see instructions)**

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

**1 Information on Persons Receiving Only Eligible Indirect Compensation**

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

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

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

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

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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)

SANDS CAPITAL MANAGEMENT, INC.

20-2830751

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51 68	NONE	1123740	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

INTECH

250 S. AUSTRALIAN AVENUE  
SUITE 1800  
WEST PALM BEACH, FL 33401

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	NONE	763242	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)

SANDERS CAPITAL

27-0705845

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 68	NONE	656479	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	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)

BLACKROCK

94-3112180

(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?
21 24 28 50 51	NONE	650582	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

JP MORGAN

13-3200244

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 28 51 68	NONE	466451	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

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

STATE STREET BANK

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 25 28 51 56 62 63 99	TRUSTEE	153149	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	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)

INTERNATIONAL PAPER

13-0872805

(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?
14 50	SELF	88903	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)

STATE STREET GLOBAL ADVISORS

58-2009206

(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 51 99	NONE	592	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input checked="" 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.

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

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

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

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

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

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<b>(a)</b> Enter name and EIN or address of service provider (see instructions)	<b>(b)</b> Nature of Service Code(s)	<b>(c)</b> 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)

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

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

<b>A</b> Name of plan <u>INTERNATIONAL PAPER CO RET ACCT - LARGE CAP POOL</u>	<b>B</b> Three-digit plan number (PN)	<u>225</u>
<b>C</b> Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>INTERNATIONAL PAPER COMPANY</u>	<b>D</b> Employer Identification Number (EIN) <u>13-0872805</u>	

<b>Part I</b>	<b>Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)</b> (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: S AND P 500 FLAGSHIP FD SER A

**b** Name of sponsor of entity listed in (a): STATE STR BK AND TR CO INVT FDS

<b>c</b> EIN-PN <u>04-0025081-065</u>	<b>d</b> Entity code <u>C</u>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>17860940</u>
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**a** Name of MTIA, CCT, PSA, or 103-12 IE: BGI ALPHA TILTS

**b** Name of sponsor of entity listed in (a): BARCLAYS GLOBAL INV

<b>c</b> EIN-PN <u>94-6581660-001</u>	<b>d</b> Entity code <u>C</u>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>378971462</u>
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**a** Name of MTIA, CCT, PSA, or 103-12 IE: US RESEARCH ENH IN COMMINGLED FUND

**b** Name of sponsor of entity listed in (a): JP MORGAN

<b>c</b> EIN-PN <u>13-6038768-001</u>	<b>d</b> Entity code <u>C</u>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>370383980</u>
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**a** Name of MTIA, CCT, PSA, or 103-12 IE:

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

<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> 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):

<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> 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):

<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> 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):

<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> 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)



<b>SCHEDULE H</b> <b>(Form 5500)</b>  <small>Department of the Treasury Internal Revenue Service</small>  <small>Department of Labor Employee Benefits Security Administration</small>  <small>Pension Benefit Guaranty Corporation</small>	<b>Financial Information</b>  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).  ▶ <b>File as an attachment to Form 5500.</b>	<small>OMB No. 1210-0110</small>  <b>2024</b>  <b>This Form is Open to Public Inspection</b>
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For calendar plan year 2024 or fiscal plan year beginning <b>01/01/2024</b> and ending <b>12/31/2024</b>	
<b>A</b> Name of plan <b>INTERNATIONAL PAPER CO RET ACCT - LARGE CAP POOL</b>	<b>B</b> Three-digit plan number (PN) ▶ <b>225</b>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <b>INTERNATIONAL PAPER COMPANY</b>	<b>D</b> Employer Identification Number (EIN) <b>13-0872805</b>

<b>Part I</b>	<b>Asset and Liability Statement</b>
---------------	--------------------------------------

**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
<b>a</b> Total noninterest-bearing cash .....	<b>1a</b>	2734	3182
<b>b</b> Receivables (less allowance for doubtful accounts):			
<b>(1)</b> Employer contributions .....	<b>1b(1)</b>		
<b>(2)</b> Participant contributions .....	<b>1b(2)</b>		
<b>(3)</b> Other .....	<b>1b(3)</b>	1067746	873339
<b>c</b> General investments:			
<b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....	<b>1c(1)</b>	12311287	13898390
<b>(2)</b> U.S. Government securities .....	<b>1c(2)</b>		
<b>(3)</b> Corporate debt instruments (other than employer securities):			
<b>(A)</b> Preferred .....	<b>1c(3)(A)</b>		
<b>(B)</b> All other .....	<b>1c(3)(B)</b>		
<b>(4)</b> Corporate stocks (other than employer securities):			
<b>(A)</b> Preferred .....	<b>1c(4)(A)</b>		
<b>(B)</b> Common .....	<b>1c(4)(B)</b>	797185796	876702529
<b>(5)</b> Partnership/joint venture interests .....	<b>1c(5)</b>		
<b>(6)</b> Real estate (other than employer real property) .....	<b>1c(6)</b>		
<b>(7)</b> Loans (other than to participants) .....	<b>1c(7)</b>		
<b>(8)</b> Participant loans .....	<b>1c(8)</b>		
<b>(9)</b> Value of interest in common/collective trusts .....	<b>1c(9)</b>	623848979	767216382
<b>(10)</b> Value of interest in pooled separate accounts .....	<b>1c(10)</b>		
<b>(11)</b> Value of interest in master trust investment accounts .....	<b>1c(11)</b>		
<b>(12)</b> Value of interest in 103-12 investment entities .....	<b>1c(12)</b>		
<b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds) .....	<b>1c(13)</b>	11873763	13363210
<b>(14)</b> Value of funds held in insurance company general account (unallocated contracts) .....	<b>1c(14)</b>		
<b>(15)</b> Other .....	<b>1c(15)</b>		

<b>1d</b> Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities.....	<b>1d(1)</b>		
(2) Employer real property.....	<b>1d(2)</b>		
<b>e</b> Buildings and other property used in plan operation.....	<b>1e</b>		
<b>f</b> Total assets (add all amounts in lines 1a through 1e).....	<b>1f</b>	1446290305	1672057032
<b>Liabilities</b>			
<b>g</b> Benefit claims payable.....	<b>1g</b>		
<b>h</b> Operating payables.....	<b>1h</b>		
<b>i</b> Acquisition indebtedness.....	<b>1i</b>		
<b>j</b> Other liabilities.....	<b>1j</b>	926717	576050
<b>k</b> Total liabilities (add all amounts in lines 1g through 1j).....	<b>1k</b>	926717	576050
<b>Net Assets</b>			
<b>l</b> Net assets (subtract line 1k from line 1f).....	<b>1l</b>	1445363588	1671480982

**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.

<b>Income</b>		(a) Amount	(b) Total
<b>a Contributions:</b>			
(1) Received or receivable in cash from: <b>(A)</b> Employers.....	<b>2a(1)(A)</b>		
<b>(B)</b> Participants.....	<b>2a(1)(B)</b>		
<b>(C)</b> Others (including rollovers).....	<b>2a(1)(C)</b>		
(2) Noncash contributions.....	<b>2a(2)</b>		
(3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> .....	<b>2a(3)</b>		0
<b>b Earnings on investments:</b>			
<b>(1) Interest:</b>			
<b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit).....	<b>2b(1)(A)</b>	975020	
<b>(B)</b> U.S. Government securities.....	<b>2b(1)(B)</b>		
<b>(C)</b> Corporate debt instruments.....	<b>2b(1)(C)</b>		
<b>(D)</b> Loans (other than to participants).....	<b>2b(1)(D)</b>		
<b>(E)</b> Participant loans.....	<b>2b(1)(E)</b>		
<b>(F)</b> Other.....	<b>2b(1)(F)</b>		
<b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....	<b>2b(1)(G)</b>		975020
<b>(2) Dividends:</b>			
<b>(A)</b> Preferred stock.....	<b>2b(2)(A)</b>		
<b>(B)</b> Common stock.....	<b>2b(2)(B)</b>	8829831	
<b>(C)</b> Registered investment company shares (e.g. mutual funds).....	<b>2b(2)(C)</b>	176570	
<b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....	<b>2b(2)(D)</b>		9006401
(3) Rents.....	<b>2b(3)</b>		
<b>(4) Net gain (loss) on sale of assets:</b>			
<b>(A)</b> Aggregate proceeds.....	<b>2b(4)(A)</b>	75728748	
<b>(B)</b> Aggregate carrying amount (see instructions).....	<b>2b(4)(B)</b>		
<b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result.....	<b>2b(4)(C)</b>		
<b>(5) Unrealized appreciation (depreciation) of assets:</b>			
<b>(A)</b> Real estate.....	<b>2b(5)(A)</b>		
<b>(B)</b> Other.....	<b>2b(5)(B)</b>	448043823	
<b>(C)</b> Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....	<b>2b(5)(C)</b>		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts .....	2b(6)		-164176596
(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)		-2805828
<b>c</b> Other income .....	2c		185042
<b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total .....	2d		366956610

**Expenses**

<b>e</b> 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)	-4414738	
(4) Total benefit payments. Add lines 2e(1) through (3) .....	2e(4)		-4414738
<b>f</b> Corrective distributions (see instructions) .....	2f		
<b>g</b> Certain deemed distributions of participant loans (see instructions) .....	2g		
<b>h</b> Interest expense .....	2h		
<b>i</b> 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)		
(5) Investment advisory and investment management fees .....	2i(5)	3643080	
(6) Bank or trust company trustee/custodial fees .....	2i(6)	153149	
(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)	88903	
(12) Total administrative expenses. Add lines 2i(1) through (11) .....	2i(12)		3885132
<b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total .....	2j		-529606

**Net Income and Reconciliation**

<b>k</b> Net income (loss). Subtract line 2j from line 2d .....	2k		367486216
<b>l</b> Transfers of assets:			
(1) To this plan .....	2l(1)		155543242
(2) From this plan .....	2l(2)		296912064

**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:

(2) EIN:

**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
<b>a</b> 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>b</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	
<b>c</b> 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	
<b>d</b> 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	
<b>e</b> Was this plan covered by a fidelity bond?			
<b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?			
<b>g</b> 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?			
<b>h</b> 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?			
<b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
<b>j</b> 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.)	X		
<b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?			
<b>l</b> Has the plan failed to provide any benefit when due under the plan?			
<b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
<b>n</b> 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.)

<b>5b(1)</b> Name of plan(s)	<b>5b(2)</b> EIN(s)	<b>5b(3)</b> 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 \_\_\_\_\_.

39NK

PAGE: 2

INTL PAPER US LARGE CAP  
 SCHEDULE H, LINE 4J - SCHEDULE OF REPORTABLE TRANSACTIONS - SERIES  
 BEGINNING NET ASSET VALUE: 1,446,003,976.45  
 5% OF ASSET VALUE: 72,300,198.82

PLAN YEAR ENDING: 12/31/24

(A) IDENTITY OF PARTY	(B) DESCRIPTION OF ASSET					RATE	MAT DATE		
#PUR (C) PURCHASE PRICE	#SALE (D) SELLING PRICE	(F) EXPENSES INCURRED	(G) COST OF ASSET	#TOTAL	(H) CURR VALUE	(I) GAIN/LOSS			
<b>INTEREST BEARING CASH</b>									
86199E9B7	STATE STREET TR		STIF FUND			1.000	12/31/2030		
379	112,887,957.62	165	111,297,912.67	0.00	111,297,912.67	544	224,185,870.29		0.00
<b>INTEREST BEARING CASH TOTALS</b>									
379	112,887,957.62	165	111,297,912.67	0.00	111,297,912.67	544	224,185,870.29		0.00

39NK

PAGE: 3

INTL PAPER US LARGE CAP  
 SCHEDULE H, LINE 4J - SCHEDULE OF REPORTABLE TRANSACTIONS - SERIES  
 BEGINNING NET ASSET VALUE: 1,446,003,976.45  
 5% OF ASSET VALUE: 72,300,198.82

PLAN YEAR ENDING: 12/31/24

(A) IDENTITY OF PARTY	(B) DESCRIPTION OF ASSET					RATE	MAT DATE		
#PUR (C) PURCHASE PRICE	#SALE (D) SELLING PRICE	(F) EXPENSES INCURRED	(G) COST OF ASSET	#TOTAL	(H) CURR VALUE	(I) GAIN/LOSS			
CORPORATE STOCKS - COMMON									
CORPORATE STOCKS - COMMON TOTALS									
0	0.00	0	0.00	0.00	0	0.00		0.00	0.00

39NK

PAGE: 4

INTL PAPER US LARGE CAP  
 SCHEDULE H, LINE 4J - SCHEDULE OF REPORTABLE TRANSACTIONS - SERIES  
 BEGINNING NET ASSET VALUE: 1,446,003,976.45  
 5% OF ASSET VALUE: 72,300,198.82

PLAN YEAR ENDING: 12/31/24

(A) IDENTITY OF PARTY	(B) DESCRIPTION OF ASSET	RATE	MAT DATE	(I) GAIN/LOSS
#PUR (C) PURCHASE PRICE	#SALE (D) SELLING PRICE	(F) EXPENSES INCURRED	(G) COST OF ASSET #TOTAL	(H) CURR VALUE
COMMON/COLLECTIVE TRUSTS				
857444202	STATE STR BK + TR CO INVT FDS	S+P 500 FLAGSHIP FD SER I		
82	155,563,950.99	226	151,373,144.93	0.00
			147,320,471.64	308
				306,937,095.92
				4,052,673.29
COMMON/COLLECTIVE TRUSTS TOTALS				
82	155,563,950.99	226	151,373,144.93	0.00
			147,320,471.64	308
				306,937,095.92
				4,052,673.29

39NK

PAGE: 5

INTL PAPER US LARGE CAP

PLAN YEAR ENDING: 12/31/24

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

BEGINNING NET ASSET VALUE: 1,446,003,976.45  
 5% OF ASSET VALUE: 72,300,198.82

(A) IDENTITY OF PARTY	(B) DESCRIPTION OF ASSET					RATE	MAT DATE		
#PUR (C) PURCHASE PRICE	#SALE (D) SELLING PRICE	(F) EXPENSES INCURRED	(G) COST OF ASSET	#TOTAL	(H) CURR VALUE	(I) GAIN/LOSS			
REGISTERED INVESTMENT COMPANY									
REGISTERED INVESTMENT COMPANY TOTALS									
0	0.00	0	0.00	0.00	0	0.00		0.00	0.00

39NK

PAGE: 6

INTL PAPER US LARGE CAP

PLAN YEAR ENDING: 12/31/24

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

BEGINNING NET ASSET VALUE: 1,446,003,976.45

5% OF ASSET VALUE: 72,300,198.82

(A) IDENTITY OF PARTY #PUR	(B) DESCRIPTION OF ASSET (C) PURCHASE PRICE	(D) SELLING PRICE	(E) EXPENSES INCURRED	(F) COST OF ASSET	(G) RATE #TOTAL	(H) MAT DATE CURR VALUE	(I) GAIN/LOSS	
<b>INTEREST BEARING CASH</b>								
379	112,887,957.62	165	111,297,912.67	0.00	111,297,912.67	544	224,185,870.29	0.00
<b>CERTIFICATES OF DEPOSIT</b>								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
<b>U.S. GOVERNMENT SECURITIES</b>								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
<b>CORP. DEBT INSTR. - PREFERRED</b>								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
<b>CORP. DEBT INSTR. - ALL OTHER</b>								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
<b>CORPORATE STOCKS - PREFERRED</b>								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
<b>CORPORATE STOCKS - COMMON</b>								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
<b>PARTN./JOINT VENTURE INTERESTS</b>								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
<b>REAL ESTATE-INCOME PRODUCING</b>								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
<b>REAL ESTATE-NON INC. PRODUCING</b>								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
<b>LOANS SECURED BY MTGES-RESID.</b>								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
<b>LOANS SECURED BY MTGES-COM'L</b>								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
<b>LOANS TO PARTIC. - MORTGAGES</b>								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
<b>LOANS TO PARTICIPANTS - OTHER</b>								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
<b>OTHER</b>								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
<b>COMMON/COLLECTIVE TRUSTS</b>								
82	155,563,950.99	226	151,373,144.93	0.00	147,320,471.64	308	306,937,095.92	4,052,673.29
<b>POOLED SEPARATE ACCOUNTS</b>								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
<b>103-12 INVESTMENTS</b>								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
<b>REGISTERED INVESTMENT COMPANY</b>								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
<b>INSURANCE CO. GENERAL ACCOUNT</b>								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
<b>** ASSET CATEGORY NOT FOUND **</b>								
0	0.00	0	0.00	0.00	0.00	0	0.00	0.00
<b>REPORTABLE TRANSACTION TOTALS</b>								
461	268,451,908.61	391	262,671,057.60	0.00	258,618,384.31	852	531,122,966.21	4,052,673.29
<b>NON-REPORTABLE TRANSACTION TOTALS</b>								
1743	623,193,440.74	2035	759,804,993.61	0.00	593,898,597.54	3778	1,382,998,434.35	165,906,396.07

RUN DATE: 03/11/25

39NK

INTL PAPER US LARGE CAP  
COMPOSITE  
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS  
(HELD AT END OF YEAR)

PAGE: 1  
PLAN YEAR ENDING: 12/31/24

THIS IS A COMPOSITE REPORT FOR:

39F7 SANDS CAPITAL (GROWTH)  
39HO INTECH  
39HU SANDERS CAPITAL (VALUE)  
39HX FUND CLOSED ON 29/03/2016  
39M0 SSGA S&P 500  
39NK INTERNATIONAL PAPER CO.  
395X INTERNATIONAL PAPER CO PENSION  
397X JP MORGAN REI

39NK

INTL PAPER US LARGE CAP  
 COMPOSITE  
 SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS  
 (HELD AT END OF YEAR)

PAGE: 2  
 PLAN YEAR ENDING: 12/31/24

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE (D) COST	MAT DATE	(E) CURRENT VALUE
INTEREST BEARING CASH					
	EURO CURRENCY				
		168,829.38		0.00	0.00
39HU	EUR	168,829.38		0.00	0.00
	STATE STREET TR				
		STIF FUND	1.000	12/31/2030	
		13,898,390.23		13,898,390.23	13,898,390.23
39F7	86199E9B7	4,036,755.59		4,036,755.59	4,036,755.59
39HO	86199E9B7	1,230,106.60		1,230,106.60	1,230,106.60
39HU	86199E9B7	8,631,528.04		8,631,528.04	8,631,528.04
		-----		-----	-----
		14,067,219.61		13,898,390.23	13,898,390.23

39NK

INTL PAPER US LARGE CAP  
COMPOSITE  
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS  
(HELD AT END OF YEAR)

PAGE: 3

PLAN YEAR ENDING: 12/31/24

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE (D) COST	MAT DATE	(E) CURRENT VALUE
CORPORATE STOCKS - COMMON					
	DAIMLER TRUCK HOLDING AG	COMMON STOCK			
		19,294.000	467,368.39		736,223.86
39HU	ACI223RB9	19,294.000	467,368.39		736,223.86
	NATWEST GROUP PLC	COMMON STOCK GBP1.0769			
		347,810.000	1,195,402.97		1,751,536.39
39HU	BMSPJY904	347,810.000	1,195,402.97		1,751,536.39
	ING GROEP NV	COMMON STOCK EUR.01			
		72,493.000	620,298.84		1,135,756.22
39HU	BZ5739900	72,493.000	620,298.84		1,135,756.22
	ALLEGION PLC	COMMON STOCK USD.01			
		6,598.000	931,459.41		862,226.64
39HO	G0176J109	6,598.000	931,459.41		862,226.64
	AMCOR PLC	COMMON STOCK USD.01			
		9,485.000	97,067.60		89,253.85
39HO	G0250X107	9,485.000	97,067.60		89,253.85
	AON PLC CLASS A	COMMON STOCK			
		362.000	114,651.18		130,015.92
39HO	G0403H108	362.000	114,651.18		130,015.92
	ARCH CAPITAL GROUP LTD	COMMON STOCK USD.01			
		50,539.000	4,925,822.90		4,667,276.65
39HO	G0450A105	50,539.000	4,925,822.90		4,667,276.65
	ACCENTURE PLC CL A	COMMON STOCK USD.0000225			
		7,752.000	2,658,341.10		2,727,076.08
39HO	G1151C101	7,752.000	2,658,341.10		2,727,076.08
	EATON CORP PLC	COMMON STOCK USD.01			
		32.000	5,572.10		10,619.84
39HO	G29183103	32.000	5,572.10		10,619.84
	EVEREST GROUP LTD	COMMON STOCK USD.01			
		5,856.000	2,090,288.75		2,122,565.76
39HO	G3223R108	5,856.000	2,090,288.75		2,122,565.76
	APTIV PLC	COMMON STOCK USD.01			
		16,040.000	620,105.51		970,099.20
39HU	G3265R107	16,040.000	620,105.51		970,099.20

39NK

INTL PAPER US LARGE CAP  
COMPOSITE  
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS  
(HELD AT END OF YEAR)

PAGE: 4

PLAN YEAR ENDING: 12/31/24

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE	MAT DATE (D) COST	(E) CURRENT VALUE
		JOHNSON CONTROLS INTERNATION			
		COMMON STOCK USD.01			
		54.000		3,811.51	4,262.22
39HO	G51502105	54.000		3,811.51	4,262.22
		LINDE PLC			
		COMMON STOCK			
		2,574.000		1,173,039.65	1,077,656.58
39HO	G54950103	2,574.000		1,173,039.65	1,077,656.58
		MEDTRONIC PLC			
		COMMON STOCK USD.1			
		897.000		79,779.51	71,652.36
39HO	G5960L103	897.000		79,779.51	71,652.36
		NORWEGIAN CRUISE LINE HOLDIN			
		COMMON STOCK USD.001			
		4,034.000		101,607.98	103,794.82
39HO	G66721104	4,034.000		101,607.98	103,794.82
		NU HOLDINGS LTD/CAYMAN ISL A			
		COMMON STOCK USD.00006667			
		597,775.000		5,060,371.48	6,192,949.00
39F7	G6683N103	597,775.000		5,060,371.48	6,192,949.00
		SEAGATE TECHNOLOGY HOLDINGS			
		COMMON STOCK USD.00001			
		69,778.000		5,889,299.31	6,022,539.18
39HO	G7997R103	1,587.000		155,361.29	136,973.97
39HU	G7997R103	68,191.000		5,733,938.02	5,885,565.21
		TRANE TECHNOLOGIES PLC			
		COMMON STOCK USD1.0			
		18.000		4,002.88	6,648.30
39HO	G8994E103	18.000		4,002.88	6,648.30
		WILLIS TOWERS WATSON PLC			
		COMMON STOCK USD.000304635			
		7,093.000		1,798,885.48	2,221,811.32
39HO	G96629103	7,093.000		1,798,885.48	2,221,811.32
		BUNGE GLOBAL SA			
		COMMON STOCK USD.01			
		19,078.000		1,645,120.16	1,483,505.28
39HO	H11356104	19,078.000		1,645,120.16	1,483,505.28
		CHUBB LTD			
		COMMON STOCK			
		1,599.000		449,041.84	441,803.70
39HO	H1467J104	1,599.000		449,041.84	441,803.70
		SPOTIFY TECHNOLOGY SA			
		COMMON STOCK EUR.000625			
		19,288.000		6,590,848.75	8,629,065.44
39F7	L8681T102	19,288.000		6,590,848.75	8,629,065.44
		ASML HOLDING NV NY REG SHS			
		NY REG SHRS EUR.09			
		9,247.000		8,573,543.82	6,408,910.76
39F7	N07059210	9,247.000		8,573,543.82	6,408,910.76

39NK

INTL PAPER US LARGE CAP  
COMPOSITE  
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS  
(HELD AT END OF YEAR)

PAGE: 5  
PLAN YEAR ENDING: 12/31/24

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE	MAT DATE (D) COST	(E) CURRENT VALUE
	LYONDELLBASELL INDU CL A	COMMON STOCK EUR.04			
		1,082.000		105,142.07	80,360.14
39HO	N53745100	1,082.000		105,142.07	80,360.14
	NXP SEMICONDUCTORS NV	COMMON STOCK EUR.2			
		5,046.000		1,153,272.44	1,048,811.10
39HO	N6596X109	5,046.000		1,153,272.44	1,048,811.10
	ROYAL CARIBBEAN CRUISES LTD	COMMON STOCK USD.01			
		210.000		20,644.88	48,444.90
39HO	V7780T103	210.000		20,644.88	48,444.90
	AFLAC INC	COMMON STOCK USD.1			
		19,527.000		1,829,215.15	2,019,872.88
39HO	001055102	19,527.000		1,829,215.15	2,019,872.88
	AES CORP	COMMON STOCK USD.01			
		56,994.000		897,237.94	733,512.78
39HO	00130H105	56,994.000		897,237.94	733,512.78
	AT+T INC	COMMON STOCK USD1.0			
		1,079.000		20,074.33	24,568.83
39HO	00206R102	1,079.000		20,074.33	24,568.83
	ABBOTT LABORATORIES	COMMON STOCK			
		26,082.000		2,515,919.05	2,950,135.02
39HO	002824100	135.000		15,228.81	15,269.85
39HU	002824100	25,947.000		2,500,690.24	2,934,865.17
	ABBVIE INC	COMMON STOCK USD.01			
		16,289.000		1,446,136.28	2,894,555.30
39HO	00287Y109	4,889.000		918,200.53	868,775.30
39HU	00287Y109	11,400.000		527,935.75	2,025,780.00
	ADOBE INC	COMMON STOCK USD.0001			
		8,628.000		4,424,792.36	3,836,699.04
39HO	00724F101	8,628.000		4,424,792.36	3,836,699.04
	ADVANCED MICRO DEVICES	COMMON STOCK USD.01			
		126.000		13,592.03	15,219.54
39HO	007903107	126.000		13,592.03	15,219.54
	AIR CANADA	COMMON STOCK			
		46,400.000		645,235.92	718,164.37
39HU	008912958	46,400.000		645,235.92	718,164.37
	AIR PRODUCTS + CHEMICALS INC	COMMON STOCK USD1.0			
		3,604.000		955,141.08	1,045,304.16

39NK

INTL PAPER US LARGE CAP  
COMPOSITE  
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS  
(HELD AT END OF YEAR)

PAGE: 6  
PLAN YEAR ENDING: 12/31/24

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE	MAT DATE (D) COST	(E) CURRENT VALUE
39HO	009158106	3,604.000		955,141.08	1,045,304.16
	AKAMAI TECHNOLOGIES INC	COMMON STOCK USD.01			
		6,152.000		637,017.45	588,438.80
39HO	00971T101	6,152.000		637,017.45	588,438.80
	ALIBABA GROUP HOLDING SP ADR	ADR USD.000025			
		19,007.000		1,574,336.01	1,611,603.53
39HU	01609W102	19,007.000		1,574,336.01	1,611,603.53
	ALLSTATE CORP	COMMON STOCK USD.01			
		4,219.000		678,211.54	813,381.01
39HO	020002101	4,219.000		678,211.54	813,381.01
	ALPHABET INC CL C	COMMON STOCK USD.001			
		129,892.000		10,182,280.34	24,736,632.48
39HO	02079K107	46,482.000		6,142,426.10	8,852,032.08
39HU	02079K107	83,410.000		4,039,854.24	15,884,600.40
	ALPHABET INC CL A	COMMON STOCK USD.001			
		54,875.000		7,385,747.80	10,387,837.50
39HO	02079K305	54,875.000		7,385,747.80	10,387,837.50
	ALTRIA GROUP INC	COMMON STOCK USD.333			
		48,722.000		2,140,632.17	2,547,673.38
39HO	02209S103	48,722.000		2,140,632.17	2,547,673.38
	AMAZON.COM INC	COMMON STOCK USD.01			
		210,388.000		25,878,969.90	46,157,023.32
39F7	023135106	110,644.000		9,995,477.87	24,274,187.16
39HO	023135106	54,064.000		7,626,522.93	11,861,100.96
39HU	023135106	45,680.000		8,256,969.10	10,021,735.20
	AMERICAN EXPRESS CO	COMMON STOCK USD.2			
		14,443.000		3,437,945.02	4,286,537.97
39HO	025816109	14,443.000		3,437,945.02	4,286,537.97
	AMERICAN TOWER CORP	REIT USD.01			
		38.000		6,784.72	6,969.58
39HO	03027X100	38.000		6,784.72	6,969.58
	CENCORA INC	COMMON STOCK USD.01			
		483.000		97,140.94	108,520.44
39HO	03073E105	483.000		97,140.94	108,520.44
	AMGEN INC	COMMON STOCK USD.0001			
		1,698.000		523,618.18	442,566.72
39HO	031162100	1,698.000		523,618.18	442,566.72

39NK

INTL PAPER US LARGE CAP  
COMPOSITE  
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS  
(HELD AT END OF YEAR)

PAGE: 7  
PLAN YEAR ENDING: 12/31/24

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE	MAT DATE (D) COST	(E) CURRENT VALUE
	AMPHENOL CORP CL A	COMMON STOCK USD.001			
		94.000		3,757.73	6,528.30
39HO	032095101	94.000		3,757.73	6,528.30
	ANALOG DEVICES INC	COMMON STOCK USD.167			
		299.000		55,149.49	63,525.54
39HO	032654105	299.000		55,149.49	63,525.54
	ELEVANCE HEALTH INC	COMMON STOCK USD.01			
		19,935.000		3,647,031.72	7,354,021.50
39HO	036752103	1,488.000		728,893.62	548,923.20
39HU	036752103	18,447.000		2,918,138.10	6,805,098.30
	APPLE INC	COMMON STOCK USD.00001			
		193,654.000		22,421,870.43	48,494,834.68
39F7	037833100	46,640.000		10,005,593.89	11,679,588.80
39HO	037833100	85,304.000		10,878,037.77	21,361,827.68
39HU	037833100	61,710.000		1,538,238.77	15,453,418.20
	APPLIED MATERIALS INC	COMMON STOCK USD.01			
		875.000		155,582.65	142,301.25
39HO	038222105	875.000		155,582.65	142,301.25
	APPROVIN CORP CLASS A	COMMON STOCK USD.00003			
		17,350.000		5,652,538.96	5,618,450.50
39F7	03831W108	17,350.000		5,652,538.96	5,618,450.50
	ARISTA NETWORKS INC	COMMON STOCK USD.0001			
		5,060.000		375,607.99	559,281.80
39HO	040413205	5,060.000		375,607.99	559,281.80
	ASSURANT INC	COMMON STOCK USD.01			
		3,600.000		582,336.55	767,592.00
39HO	04621X108	3,600.000		582,336.55	767,592.00
	ASTRAZENECA PLC SPONS ADR	ADR			
		21,740.000		1,518,110.82	1,424,404.80
39HU	046353108	21,740.000		1,518,110.82	1,424,404.80
	ATLASSIAN CORP CL A	COMMON STOCK USD.00001			
		51,342.000		11,919,911.30	12,495,615.96
39F7	049468101	51,342.000		11,919,911.30	12,495,615.96
	AUTODESK INC	COMMON STOCK USD.01			
		200.000		43,199.19	59,114.00
39HO	052769106	200.000		43,199.19	59,114.00

39NK

INTL PAPER US LARGE CAP  
COMPOSITE  
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS  
(HELD AT END OF YEAR)

PAGE: 8

PLAN YEAR ENDING: 12/31/24

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE	MAT DATE (D) COST	(E) CURRENT VALUE
		AUTOMATIC DATA PROCESSING			
		COMMON STOCK USD.1			
		32.000		8,062.53	9,367.36
39HO	053015103	32.000		8,062.53	9,367.36
		AUTOZONE INC			
		COMMON STOCK USD.01			
		186.000		578,699.09	595,572.00
39HO	053332102	186.000		578,699.09	595,572.00
		AXON ENTERPRISE INC			
		COMMON STOCK USD.00001			
		7,379.000		4,348,635.43	4,385,487.28
39F7	05464C101	6,796.000		4,088,726.76	4,038,998.72
39HO	05464C101	583.000		259,908.67	346,488.56
		BANK OF AMERICA CORP			
		COMMON STOCK USD.01			
		132,815.000		4,714,471.46	5,837,219.25
39HO	060505104	541.000		22,610.61	23,776.95
39HU	060505104	132,274.000		4,691,860.85	5,813,442.30
		BANK OF NEW YORK MELLON CORP			
		COMMON STOCK USD.01			
		38,008.000		2,655,004.10	2,920,154.64
39HO	064058100	38,008.000		2,655,004.10	2,920,154.64
		BAXTER INTERNATIONAL INC			
		COMMON STOCK USD1.0			
		2,773.000		99,454.20	80,860.68
39HO	071813109	2,773.000		99,454.20	80,860.68
		BECTON DICKINSON AND CO			
		COMMON STOCK USD1.0			
		1,560.000		345,899.81	353,917.20
39HO	075887109	1,560.000		345,899.81	353,917.20
		WR BERKLEY CORP			
		COMMON STOCK USD.2			
		13,417.000		696,870.77	785,162.84
39HO	084423102	13,417.000		696,870.77	785,162.84
		BERKSHIRE HATHAWAY INC CL B			
		COMMON STOCK USD.0033			
		147.000		66,736.02	66,632.16
39HO	084670702	147.000		66,736.02	66,632.16
		BLACKSTONE INC			
		COMMON STOCK USD.00001			
		58.000		7,924.02	10,000.36
39HO	09260D107	58.000		7,924.02	10,000.36
		BLACKROCK INC			
		COMMON STOCK USD.01			
		58.000		44,545.21	59,456.38
39HO	09290D101	58.000		44,545.21	59,456.38
		BOEING CO/THE			
		COMMON STOCK USD5.0			
		57.000		12,749.35	10,089.00

39NK

INTL PAPER US LARGE CAP  
COMPOSITE  
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS  
(HELD AT END OF YEAR)

PAGE: 9

PLAN YEAR ENDING: 12/31/24

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE	MAT DATE (D) COST	(E) CURRENT VALUE
39HO	097023105	57.000		12,749.35	10,089.00
	BOOKING HOLDINGS INC	COMMON STOCK USD.008			
		1,169.000		2,632,989.94	5,808,082.98
39HO	09857L108	219.000		820,491.97	1,088,083.98
39HU	09857L108	950.000		1,812,497.97	4,719,999.00
	BORGWARNER INC	COMMON STOCK USD.01			
		24,682.000		852,892.48	784,640.78
39HO	099724106	24,682.000		852,892.48	784,640.78
	BOSTON SCIENTIFIC CORP	COMMON STOCK USD.01			
		23,813.000		1,964,356.36	2,126,977.16
39HO	101137107	23,813.000		1,964,356.36	2,126,977.16
	BRISTOL MYERS SQUIBB CO	COMMON STOCK USD.1			
		163.000		8,666.52	9,219.28
39HO	110122108	163.000		8,666.52	9,219.28
	BROADRIDGE FINANCIAL SOLUTIO	COMMON STOCK USD.01			
		2,484.000		521,229.64	561,607.56
39HO	11133T103	2,484.000		521,229.64	561,607.56
	BROADCOM INC	COMMON STOCK			
		32,398.000		4,817,826.49	7,511,152.32
39HO	11135F101	32,398.000		4,817,826.49	7,511,152.32
	BROWN + BROWN INC	COMMON STOCK USD.1			
		36,457.000		3,094,783.03	3,719,343.14
39HO	115236101	36,457.000		3,094,783.03	3,719,343.14
	BUILDERS FIRSTSOURCE INC	COMMON STOCK USD.01			
		1,307.000		231,970.72	186,809.51
39HO	12008R107	1,307.000		231,970.72	186,809.51
	CBOE GLOBAL MARKETS INC	COMMON STOCK			
		5,117.000		946,360.43	999,861.80
39HO	12503M108	5,117.000		946,360.43	999,861.80
	CBRE GROUP INC A	COMMON STOCK USD.01			
		2,307.000		312,414.17	302,886.03
39HO	12504L109	2,307.000		312,414.17	302,886.03
	CDW CORP/DE	COMMON STOCK USD.01			
		9,315.000		1,678,489.13	1,621,182.60
39HO	12514G108	9,315.000		1,678,489.13	1,621,182.60
	CF INDUSTRIES HOLDINGS INC	COMMON STOCK USD.01			
		986.000		84,547.04	84,125.52

39NK

INTL PAPER US LARGE CAP  
COMPOSITE  
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS  
(HELD AT END OF YEAR)

PAGE: 10

PLAN YEAR ENDING: 12/31/24

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE	MAT DATE (D) COST	(E) CURRENT VALUE
39HO	125269100	986.000		84,547.04	84,125.52
	THE CIGNA GROUP	COMMON STOCK USD.01			
		26,698.000		4,344,640.44	7,372,385.72
39HO	125523100	1,217.000		365,380.87	336,062.38
39HU	125523100	25,481.000		3,979,259.57	7,036,323.34
	CME GROUP INC	COMMON STOCK USD.01			
		535.000		125,545.12	124,243.05
39HO	12572Q105	535.000		125,545.12	124,243.05
	CSX CORP	COMMON STOCK USD1.0			
		157.000		5,670.40	5,066.39
39HO	126408103	157.000		5,670.40	5,066.39
	CVS HEALTH CORP	COMMON STOCK USD.01			
		525.000		30,908.32	23,567.25
39HO	126650100	525.000		30,908.32	23,567.25
	CADENCE DESIGN SYS INC	COMMON STOCK USD.01			
		1,298.000		375,305.33	389,997.08
39HO	127387108	1,298.000		375,305.33	389,997.08
	THE CAMPBELL S COMPANY	COMMON STOCK USD.0375			
		8,066.000		365,346.88	337,804.08
39HO	134429109	8,066.000		365,346.88	337,804.08
	CARDINAL HEALTH INC	COMMON STOCK			
		3,397.000		273,097.56	401,763.19
39HO	14149Y108	3,397.000		273,097.56	401,763.19
	CARRIER GLOBAL CORP	COMMON STOCK USD.01			
		68.000		3,756.77	4,641.68
39HO	14448C104	68.000		3,756.77	4,641.68
	CATERPILLAR INC	COMMON STOCK USD1.0			
		15,145.000		5,006,576.67	5,494,000.20
39HO	149123101	15,145.000		5,006,576.67	5,494,000.20
	CENTENE CORP	COMMON STOCK USD.001			
		67,885.000		4,170,943.20	4,112,473.30
39HO	15135B101	67,885.000		4,170,943.20	4,112,473.30
	CHEVRON CORP	COMMON STOCK USD.75			
		415.000		65,411.83	60,108.60
39HO	166764100	415.000		65,411.83	60,108.60
	CHIPOTLE MEXICAN GRILL INC	COMMON STOCK USD.01			
		113,078.000		6,517,300.96	6,818,603.40

39NK

INTL PAPER US LARGE CAP  
COMPOSITE  
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS  
(HELD AT END OF YEAR)

PAGE: 11

PLAN YEAR ENDING: 12/31/24

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE	MAT DATE (D) COST	(E) CURRENT VALUE
39HO	169656105	113,078.000		6,517,300.96	6,818,603.40
	CHURCH + DWIGHT CO INC	COMMON STOCK USD1.0 2,569.000		268,878.94	268,999.99
39HO	171340102	2,569.000		268,878.94	268,999.99
	CINCINNATI FINANCIAL CORP	COMMON STOCK USD2.0 1,270.000		193,731.45	182,499.00
39HO	172062101	1,270.000		193,731.45	182,499.00
	CISCO SYSTEMS INC	COMMON STOCK USD.001 29,336.000		1,648,568.31	1,736,691.20
39HO	17275R102	29,336.000		1,648,568.31	1,736,691.20
	CINTAS CORP	COMMON STOCK 20,449.000		4,200,574.50	3,736,032.30
39HO	172908105	20,449.000		4,200,574.50	3,736,032.30
	CITIGROUP INC	COMMON STOCK USD.01 71,152.000		3,580,479.15	5,008,389.28
39HO	172967424	2,154.000		129,454.40	151,620.06
39HU	172967424	68,998.000		3,451,024.75	4,856,769.22
	CITIZENS FINANCIAL GROUP	COMMON STOCK USD.01 7,083.000		310,194.47	309,952.08
39HO	174610105	7,083.000		310,194.47	309,952.08
	CLOROX COMPANY	COMMON STOCK USD1.0 1,578.000		262,367.28	256,282.98
39HO	189054109	1,578.000		262,367.28	256,282.98
	CLOUDFLARE INC CLASS A	COMMON STOCK USD.001 69,165.000		6,661,507.12	7,447,687.20
39F7	18915M107	69,165.000		6,661,507.12	7,447,687.20
	COCA COLA CO/THE	COMMON STOCK USD.25 812.000		48,392.68	50,555.12
39HO	191216100	812.000		48,392.68	50,555.12
	COLGATE PALMOLIVE CO	COMMON STOCK USD1.0 33,037.000		3,150,283.00	3,003,393.67
39HO	194162103	33,037.000		3,150,283.00	3,003,393.67
	COMCAST CORP CLASS A	COMMON STOCK USD.01 44,350.000		1,846,818.67	1,664,455.50
39HO	20030N101	44,350.000		1,846,818.67	1,664,455.50
	CONAGRA BRANDS INC	COMMON STOCK USD5.0 4,153.000		119,643.37	115,245.75

39NK

INTL PAPER US LARGE CAP  
COMPOSITE  
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS  
(HELD AT END OF YEAR)

PAGE: 12

PLAN YEAR ENDING: 12/31/24

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE	MAT DATE (D) COST	(E) CURRENT VALUE
39HO	205887102	4,153.000		119,643.37	115,245.75
	CONOCOPHILLIPS	COMMON STOCK USD.01			
		123.000		13,910.40	12,197.91
39HO	20825C104	123.000		13,910.40	12,197.91
	CONSOLIDATED EDISON INC	COMMON STOCK USD.1			
		17,315.000		1,669,179.14	1,545,017.45
39HO	209115104	17,315.000		1,669,179.14	1,545,017.45
	CONSTELLATION ENERGY	COMMON STOCK			
		11,751.000		1,824,277.48	2,628,816.21
39HO	21037T109	11,751.000		1,824,277.48	2,628,816.21
	COPART INC	COMMON STOCK			
		4,775.000		277,053.56	274,037.25
39HO	217204106	4,775.000		277,053.56	274,037.25
	COSTCO WHOLESALE CORP	COMMON STOCK USD.005			
		1,967.000		1,321,065.30	1,802,303.09
39HO	22160K105	1,967.000		1,321,065.30	1,802,303.09
	CROWDSTRIKE HOLDINGS INC A	COMMON STOCK			
		19.000		5,233.32	6,501.04
39HO	22788C105	19.000		5,233.32	6,501.04
	DR HORTON INC	COMMON STOCK USD.01			
		5,617.000		927,790.79	785,368.94
39HO	23331A109	5,617.000		927,790.79	785,368.94
	DANAHER CORP	COMMON STOCK USD.01			
		51.000		11,469.07	11,707.05
39HO	235851102	51.000		11,469.07	11,707.05
	DATADOG INC CLASS A	COMMON STOCK USD.00001			
		67,624.000		6,636,753.77	9,662,793.36
39F7	23804L103	67,624.000		6,636,753.77	9,662,793.36
	DAVITA INC	COMMON STOCK USD.001			
		1,829.000		255,359.48	273,526.95
39HO	23918K108	1,829.000		255,359.48	273,526.95
	DECKERS OUTDOOR CORP	COMMON STOCK USD.01			
		777.000		116,715.47	157,800.93
39HO	243537107	777.000		116,715.47	157,800.93
	DEERE + CO	COMMON STOCK USD1.0			
		21.000		8,126.12	8,897.70
39HO	244199105	21.000		8,126.12	8,897.70

39NK

INTL PAPER US LARGE CAP  
COMPOSITE  
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS  
(HELD AT END OF YEAR)

PAGE: 13

PLAN YEAR ENDING: 12/31/24

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE	MAT DATE (D) COST	(E) CURRENT VALUE
	DELTA AIR LINES INC	COMMON STOCK USD.0001			
		79,617.000		3,400,081.28	4,816,828.50
39HO	247361702	1,443.000		92,558.93	87,301.50
39HU	247361702	78,174.000		3,307,522.35	4,729,527.00
	DEXCOM INC	COMMON STOCK USD.001			
		148,833.000		13,273,525.12	11,574,742.41
39F7	252131107	111,320.000		10,663,332.02	8,657,356.40
39HO	252131107	37,513.000		2,610,193.10	2,917,386.01
	DIAMONDBACK ENERGY INC	COMMON STOCK USD.01			
		157.000		28,815.66	25,721.31
39HO	25278X109	157.000		28,815.66	25,721.31
	WALT DISNEY CO/THE	COMMON STOCK USD.01			
		35,789.000		3,453,238.26	3,985,105.15
39HO	254687106	35,789.000		3,453,238.26	3,985,105.15
	DISCOVER FINANCIAL SERVICES	COMMON STOCK USD.01			
		869.000		129,468.92	150,536.87
39HO	254709108	869.000		129,468.92	150,536.87
	DOLLAR GENERAL CORP	COMMON STOCK USD.875			
		4,643.000		383,882.42	352,032.26
39HO	256677105	4,643.000		383,882.42	352,032.26
	DOLLAR TREE INC	COMMON STOCK USD.01			
		1,741.000		182,801.61	130,470.54
39HO	256746108	1,741.000		182,801.61	130,470.54
	DOMINO S PIZZA INC	COMMON STOCK USD.01			
		90.000		38,571.11	37,778.40
39HO	25754A201	90.000		38,571.11	37,778.40
	DOORDASH INC A	COMMON STOCK USD.00001			
		35,669.000		4,112,333.00	5,983,474.75
39F7	25809K105	35,669.000		4,112,333.00	5,983,474.75
	DUKE ENERGY CORP	COMMON STOCK USD.001			
		62.000		7,131.25	6,679.88
39HO	26441C204	62.000		7,131.25	6,679.88
	EOG RESOURCES INC	COMMON STOCK USD.01			
		1,839.000		247,380.21	225,424.62
39HO	26875P101	1,839.000		247,380.21	225,424.62
	EBAY INC	COMMON STOCK USD.001			
		39,907.000		2,469,745.25	2,472,238.65

39NK

INTL PAPER US LARGE CAP  
COMPOSITE  
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS  
(HELD AT END OF YEAR)

PAGE: 14

PLAN YEAR ENDING: 12/31/24

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE	MAT DATE (D) COST	(E) CURRENT VALUE
39HO	278642103	39,907.000		2,469,745.25	2,472,238.65
	EDWARDS LIFESCIENCES CORP	COMMON STOCK USD1.0			
		25,450.000		1,642,412.79	1,884,063.50
39HO	28176E108	25,450.000		1,642,412.79	1,884,063.50
	EMERSON ELECTRIC CO	COMMON STOCK USD.5			
		335.000		35,754.65	41,516.55
39HO	291011104	335.000		35,754.65	41,516.55
	ENTEGRIS INC	COMMON STOCK USD.01			
		54,200.000		4,829,848.75	5,369,052.00
39F7	29362U104	54,200.000		4,829,848.75	5,369,052.00
	EPAM SYSTEMS INC	COMMON STOCK USD.001			
		263.000		64,433.21	61,494.66
39HO	29414B104	263.000		64,433.21	61,494.66
	EQUINIX INC	REIT USD.001			
		8.000		6,171.94	7,543.12
39HO	29444U700	8.000		6,171.94	7,543.12
	EXXON MOBIL CORP	COMMON STOCK			
		51,184.000		5,626,659.49	5,505,862.88
39HO	30231G102	51,184.000		5,626,659.49	5,505,862.88
	META PLATFORMS INC CLASS A	COMMON STOCK USD.000006			
		76,957.000		19,301,674.22	45,059,093.07
39F7	30303M102	23,058.000		6,614,164.57	13,500,689.58
39HO	30303M102	22,529.000		6,597,551.00	13,190,954.79
39HU	30303M102	31,370.000		6,089,958.65	18,367,448.70
	FACTSET RESEARCH SYSTEMS INC	COMMON STOCK USD.01			
		522.000		255,173.64	250,706.16
39HO	303075105	522.000		255,173.64	250,706.16
	FAIR ISAAC CORP	COMMON STOCK USD.01			
		1,348.000		2,121,415.75	2,683,773.64
39HO	303250104	1,348.000		2,121,415.75	2,683,773.64
	FEDEX CORP	COMMON STOCK USD.1			
		2,883.000		625,517.13	811,074.39
39HO	31428X106	2,883.000		625,517.13	811,074.39
	F5 INC	COMMON STOCK			
		7,213.000		1,618,324.81	1,813,853.11
39HO	315616102	7,213.000		1,618,324.81	1,813,853.11

39NK

INTL PAPER US LARGE CAP  
COMPOSITE  
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS  
(HELD AT END OF YEAR)

PAGE: 15

PLAN YEAR ENDING: 12/31/24

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE	MAT DATE (D) COST	(E) CURRENT VALUE
		FIDELITY NATIONAL INFO SERV			
		COMMON STOCK USD.01			
		2,525.000		225,994.07	203,944.25
39HO	31620M106	2,525.000		225,994.07	203,944.25
		FIFTH THIRD BANCORP			
		COMMON STOCK			
		3,941.000		168,972.35	166,625.48
39HO	316773100	3,941.000		168,972.35	166,625.48
		FIRST SOLAR INC			
		COMMON STOCK USD.001			
		7,609.000		1,596,674.29	1,341,010.16
39HO	336433107	7,609.000		1,596,674.29	1,341,010.16
		FISERV INC			
		COMMON STOCK USD.01			
		18,032.000		3,099,127.36	3,704,133.44
39HO	337738108	151.000		22,046.28	31,018.42
39HU	337738108	17,881.000		3,077,081.08	3,673,115.02
		FORD MOTOR CO			
		COMMON STOCK USD.01			
		88,186.000		1,038,712.65	873,041.40
39HO	345370860	88,186.000		1,038,712.65	873,041.40
		FORTINET INC			
		COMMON STOCK USD.001			
		11,988.000		776,074.43	1,132,626.24
39HO	34959E109	11,988.000		776,074.43	1,132,626.24
		FOX CORP CLASS A			
		COMMON STOCK USD.01			
		13,050.000		517,131.24	633,969.00
39HO	35137L105	13,050.000		517,131.24	633,969.00
		GE HEALTHCARE TECHNOLOGY			
		COMMON STOCK USD.01			
		22,564.000		1,873,646.27	1,764,053.52
39HO	36266G107	22,564.000		1,873,646.27	1,764,053.52
		ARTHUR J GALLAGHER + CO			
		COMMON STOCK USD1.0			
		578.000		126,918.37	164,065.30
39HO	363576109	578.000		126,918.37	164,065.30
		GE VERNOVA INC			
		COMMON STOCK USD.01			
		182.000		30,335.27	59,865.26
39HO	36828A101	182.000		30,335.27	59,865.26
		GENERAL DYNAMICS CORP			
		COMMON STOCK USD1.0			
		16,538.000		3,706,350.51	4,357,597.62
39HO	369550108	21.000		6,133.05	5,533.29
39HU	369550108	16,517.000		3,700,217.46	4,352,064.33
		GENERAL ELECTRIC			
		COMMON STOCK USD.01			
		3,746.000		327,984.21	624,795.34

39NK

INTL PAPER US LARGE CAP  
COMPOSITE  
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS  
(HELD AT END OF YEAR)

PAGE: 16  
PLAN YEAR ENDING: 12/31/24

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE	MAT DATE (D) COST	(E) CURRENT VALUE
39HO	369604301	3,746.000		327,984.21	624,795.34
	GENERAL MILLS INC	COMMON STOCK USD.1 2,067.000		135,121.45	131,812.59
39HO	370334104	2,067.000		135,121.45	131,812.59
	GENERAL MOTORS CO	COMMON STOCK USD.01 55,363.000		2,343,806.63	2,949,187.01
39HO	37045V100	55,363.000		2,343,806.63	2,949,187.01
	GILEAD SCIENCES INC	COMMON STOCK USD.001 1,732.000		153,846.12	159,984.84
39HO	375558103	1,732.000		153,846.12	159,984.84
	GLOBE LIFE INC	COMMON STOCK USD1.0 6,095.000		618,419.78	679,714.40
39HO	37959E102	6,095.000		618,419.78	679,714.40
	GODADDY INC CLASS A	COMMON STOCK USD.001 12,111.000		1,806,075.89	2,390,348.07
39HO	380237107	12,111.000		1,806,075.89	2,390,348.07
	GOLDMAN SACHS GROUP INC	COMMON STOCK USD.01 6,034.000		3,302,201.37	3,455,189.08
39HO	38141G104	6,034.000		3,302,201.37	3,455,189.08
	HCA HEALTHCARE INC	COMMON STOCK USD.01 54,405.000		11,192,801.63	16,329,660.75
39HO	40412C101	19,435.000		6,262,752.89	5,833,415.25
39HU	40412C101	34,970.000		4,930,048.74	10,496,245.50
	HALLIBURTON CO	COMMON STOCK USD2.5 119,783.000		3,817,941.26	3,256,899.77
39HU	406216101	119,783.000		3,817,941.26	3,256,899.77
	HARTFORD INSURANCE GROUP INC	COMMON STOCK USD.01 9,719.000		779,004.43	1,063,258.60
39HO	416515104	9,719.000		779,004.43	1,063,258.60
	JACK HENRY + ASSOCIATES INC	COMMON STOCK USD.01 3,173.000		571,719.81	556,226.90
39HO	426281101	3,173.000		571,719.81	556,226.90
	HEWLETT PACKARD ENTERPRISE	COMMON STOCK USD.01 124,152.000		2,255,799.45	2,650,645.20
39HO	42824C109	124,152.000		2,255,799.45	2,650,645.20
	HOLOGIC INC	COMMON STOCK USD.01 1,622.000		135,957.99	116,929.98

39NK

INTL PAPER US LARGE CAP  
COMPOSITE  
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS  
(HELD AT END OF YEAR)

PAGE: 17

PLAN YEAR ENDING: 12/31/24

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE	MAT DATE (D) COST	(E) CURRENT VALUE
39HO	436440101	1,622.000		135,957.99	116,929.98
	HOME DEPOT INC	COMMON STOCK USD.05			
		160.000		51,112.87	62,238.40
39HO	437076102	160.000		51,112.87	62,238.40
	HONEYWELL INTERNATIONAL INC	COMMON STOCK USD1.0			
		193.000		39,446.62	43,596.77
39HO	438516106	193.000		39,446.62	43,596.77
	HORMEL FOODS CORP	COMMON STOCK USD.01465			
		5,216.000		161,368.62	163,625.92
39HO	440452100	5,216.000		161,368.62	163,625.92
	HOWMET AEROSPACE INC	COMMON STOCK			
		971.000		71,119.63	106,198.27
39HO	443201108	971.000		71,119.63	106,198.27
	HUMANA INC	COMMON STOCK USD.1666666			
		8,253.000		3,281,357.38	2,093,868.63
39HO	444859102	2,500.000		809,323.89	634,275.00
39HU	444859102	5,753.000		2,472,033.49	1,459,593.63
	HUNTINGTON BANCSHARES INC	COMMON STOCK USD.01			
		15,024.000		243,507.48	244,440.48
39HO	446150104	15,024.000		243,507.48	244,440.48
	HUNTINGTON INGALLS INDUSTRIE	COMMON STOCK USD.01			
		2,707.000		596,797.03	511,541.79
39HO	446413106	2,707.000		596,797.03	511,541.79
	ILLINOIS TOOL WORKS	COMMON STOCK USD.01			
		22.000		5,335.36	5,578.32
39HO	452308109	22.000		5,335.36	5,578.32
	INTEL CORP	COMMON STOCK USD.001			
		623.000		30,793.56	12,491.15
39HO	458140100	623.000		30,793.56	12,491.15
	INTERCONTINENTAL EXCHANGE IN	COMMON STOCK USD.01			
		47,622.000		7,608,160.24	7,096,154.22
39F7	45866F104	47,077.000		7,525,503.24	7,014,943.77
39HO	45866F104	545.000		82,657.00	81,210.45
	INTL BUSINESS MACHINES CORP	COMMON STOCK USD.2			
		5,843.000		914,957.63	1,284,466.69
39HO	459200101	5,843.000		914,957.63	1,284,466.69

39NK

INTL PAPER US LARGE CAP  
COMPOSITE  
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS  
(HELD AT END OF YEAR)

PAGE: 18

PLAN YEAR ENDING: 12/31/24

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE	MAT DATE (D) COST	(E) CURRENT VALUE
		INTL FLAVORS + FRAGRANCES			
		COMMON STOCK USD.125			
		1,031.000		95,781.04	87,171.05
39HO	459506101	1,031.000		95,781.04	87,171.05
		INTUITIVE SURGICAL INC			
		COMMON STOCK USD.001			
		1,531.000		790,127.47	799,120.76
39HO	46120E602	1,531.000		790,127.47	799,120.76
		IRON MOUNTAIN INC			
		REIT USD.01			
		35,094.000		3,907,169.71	3,688,730.34
39HO	46284V101	35,094.000		3,907,169.71	3,688,730.34
		JPMORGAN CHASE + CO			
		COMMON STOCK USD1.0			
		45,726.000		5,920,203.12	10,960,979.46
39HO	46625H100	10,699.000		2,463,894.59	2,564,657.29
39HU	46625H100	35,027.000		3,456,308.53	8,396,322.17
		JABIL INC			
		COMMON STOCK USD.001			
		3,631.000		453,187.98	522,500.90
39HO	466313103	3,631.000		453,187.98	522,500.90
		JACOBS SOLUTIONS INC			
		COMMON STOCK			
		2,301.000		296,416.59	307,459.62
39HO	46982L108	2,301.000		296,416.59	307,459.62
		JOHNSON + JOHNSON			
		COMMON STOCK USD1.0			
		187.000		30,410.80	27,043.94
39HO	478160104	187.000		30,410.80	27,043.94
		JUNIPER NETWORKS INC			
		COMMON STOCK USD.00001			
		8,393.000		277,259.72	314,317.85
39HO	48203R104	8,393.000		277,259.72	314,317.85
		KLA CORP			
		COMMON STOCK USD.001			
		11.000		4,823.78	6,931.32
39HO	482480100	11.000		4,823.78	6,931.32
		KKR + CO INC			
		COMMON STOCK USD.01			
		54.000		6,676.23	7,987.14
39HO	48251W104	54.000		6,676.23	7,987.14
		KELLANOVA			
		COMMON STOCK USD.25			
		1,040.000		83,380.75	84,208.80
39HO	487836108	1,040.000		83,380.75	84,208.80
		KEYCORP			
		COMMON STOCK USD1.0			
		19,330.000		330,572.00	331,316.20
39HO	493267108	19,330.000		330,572.00	331,316.20

39NK

INTL PAPER US LARGE CAP  
COMPOSITE  
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS  
(HELD AT END OF YEAR)

PAGE: 19  
PLAN YEAR ENDING: 12/31/24

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE	MAT DATE (D) COST	(E) CURRENT VALUE
	KRAFT HEINZ CO/THE	COMMON STOCK USD.01			
		4,376.000		153,447.05	134,386.96
39HO	500754106	4,376.000		153,447.05	134,386.96
	KROGER CO	COMMON STOCK USD1.0			
		5,559.000		318,228.71	339,932.85
39HO	501044101	5,559.000		318,228.71	339,932.85
	LKQ CORP	COMMON STOCK USD.01			
		27,791.000		1,043,562.69	1,021,319.25
39HO	501889208	27,791.000		1,043,562.69	1,021,319.25
	LAM RESEARCH CORP	COMMON STOCK USD.001			
		7,515.000		560,418.80	542,808.45
39HO	512807306	7,515.000		560,418.80	542,808.45
	LAMB WESTON HOLDINGS INC	COMMON STOCK USD1.0			
		768.000		44,088.19	51,325.44
39HO	513272104	768.000		44,088.19	51,325.44
	LEIDOS HOLDINGS INC	COMMON STOCK USD.0001			
		8,073.000		1,215,515.16	1,162,996.38
39HO	525327102	8,073.000		1,215,515.16	1,162,996.38
	ELI LILLY + CO	COMMON STOCK			
		11,310.000		5,953,719.93	8,731,320.00
39HO	532457108	11,310.000		5,953,719.93	8,731,320.00
	LOCKHEED MARTIN CORP	COMMON STOCK USD1.0			
		1,241.000		563,436.07	603,051.54
39HO	539830109	1,241.000		563,436.07	603,051.54
	LOEWS CORP	COMMON STOCK USD.01			
		4,587.000		351,897.69	388,473.03
39HO	540424108	4,587.000		351,897.69	388,473.03
	LOWE S COS INC	COMMON STOCK USD.5			
		88.000		20,028.71	21,718.40
39HO	548661107	88.000		20,028.71	21,718.40
	M + T BANK CORP	COMMON STOCK USD.5			
		434.000		82,817.49	81,596.34
39HO	55261F104	434.000		82,817.49	81,596.34
	MSCI INC	COMMON STOCK USD.01			
		205.000		124,446.04	123,002.05
39HO	55354G100	205.000		124,446.04	123,002.05

39NK

INTL PAPER US LARGE CAP  
COMPOSITE  
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS  
(HELD AT END OF YEAR)

PAGE: 20

PLAN YEAR ENDING: 12/31/24

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE	MAT DATE (D) COST	(E) CURRENT VALUE
	JPMCB LIQUIDITY FUND	JP MORGAN SHORT TERM EQUITY I			
		3,105.470		3,105.47	3,105.47
397X	55499Z963	3,105.470		3,105.47	3,105.47
	MARATHON PETROLEUM CORP	COMMON STOCK USD.01			
		1,890.000		194,739.24	263,655.00
39HO	56585A102	1,890.000		194,739.24	263,655.00
	MARKETAXESS HOLDINGS INC	COMMON STOCK USD.003			
		1,295.000		335,004.93	292,721.80
39HO	57060D108	1,295.000		335,004.93	292,721.80
	MARSH + MCLENNAN COS	COMMON STOCK USD1.0			
		2,781.000		509,728.97	590,712.21
39HO	571748102	2,781.000		509,728.97	590,712.21
	MARRIOTT INTERNATIONAL CL A	COMMON STOCK USD.01			
		185.000		40,751.02	51,603.90
39HO	571903202	185.000		40,751.02	51,603.90
	SIEMENS AG REG	COMMON STOCK			
		5,856.000		715,729.12	1,143,406.77
39HU	572797900	5,856.000		715,729.12	1,143,406.77
	MASCO CORP	COMMON STOCK USD1.0			
		14,197.000		1,133,514.65	1,030,276.29
39HO	574599106	14,197.000		1,133,514.65	1,030,276.29
	BAYERISCHE MOTOREN WERKE AG	COMMON STOCK EUR1.0			
		8,632.000		777,578.88	705,957.71
39HU	575602909	8,632.000		777,578.88	705,957.71
	MASTERCARD INC A	COMMON STOCK USD.0001			
		3,966.000		2,102,943.56	2,088,376.62
39HO	57636Q104	66.000		32,358.77	34,753.62
39HU	57636Q104	3,900.000		2,070,584.79	2,053,623.00
	MCCORMICK + CO NON VTG SHRS	COMMON STOCK USD.01			
		1,225.000		95,902.31	93,394.00
39HO	579780206	1,225.000		95,902.31	93,394.00
	MCDONALD S CORP	COMMON STOCK USD.01			
		110.000		32,412.83	31,887.90
39HO	580135101	110.000		32,412.83	31,887.90
	MCKESSON CORP	COMMON STOCK USD.01			
		1,016.000		539,893.24	579,028.56
39HO	58155Q103	1,016.000		539,893.24	579,028.56

39NK

INTL PAPER US LARGE CAP  
COMPOSITE  
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS  
(HELD AT END OF YEAR)

PAGE: 21  
PLAN YEAR ENDING: 12/31/24

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE	MAT DATE (D) COST	(E) CURRENT VALUE
	MERCK + CO. INC.	COMMON STOCK USD.5			
		53,569.000		5,674,436.05	5,329,044.12
39HO	58933Y105	53,569.000		5,674,436.05	5,329,044.12
	MICROSOFT CORP	COMMON STOCK USD.00000625			
		123,802.000		22,727,587.69	52,182,543.00
39F7	594918104	46,027.000		14,319,434.85	19,400,380.50
39HO	594918104	40,882.000		6,975,238.95	17,231,763.00
39HU	594918104	36,893.000		1,432,913.89	15,550,399.50
	MICRON TECHNOLOGY INC	COMMON STOCK USD.1			
		19,018.000		1,981,334.03	1,600,554.88
39HO	595112103	19,018.000		1,981,334.03	1,600,554.88
	MOLINA HEALTHCARE INC	COMMON STOCK USD.001			
		1,443.000		447,789.17	419,985.15
39HO	60855R100	1,443.000		447,789.17	419,985.15
	MOLSON COORS BEVERAGE CO B	COMMON STOCK USD.01			
		1,595.000		88,922.22	91,425.40
39HO	60871R209	1,595.000		88,922.22	91,425.40
	MONDELEZ INTERNATIONAL INC A	COMMON STOCK			
		31,359.000		2,150,468.19	1,873,073.07
39HO	609207105	31,359.000		2,150,468.19	1,873,073.07
	MONOLITHIC POWER SYSTEMS INC	COMMON STOCK USD.001			
		160.000		93,032.69	94,672.00
39HO	609839105	160.000		93,032.69	94,672.00
	MOODY S CORP	COMMON STOCK USD.01			
		24.000		6,798.27	11,360.88
39HO	615369105	24.000		6,798.27	11,360.88
	MORGAN STANLEY	COMMON STOCK USD.01			
		1,797.000		213,586.44	225,918.84
39HO	617446448	1,797.000		213,586.44	225,918.84
	MOTOROLA SOLUTIONS INC	COMMON STOCK USD.01			
		13.000		4,249.13	6,008.99
39HO	620076307	13.000		4,249.13	6,008.99
	NRG ENERGY INC	COMMON STOCK USD.01			
		11,189.000		901,507.67	1,009,471.58
39HO	629377508	11,189.000		901,507.67	1,009,471.58
	NVR INC	COMMON STOCK USD.01			
		88.000		820,292.60	719,743.20

39NK

INTL PAPER US LARGE CAP  
COMPOSITE  
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS  
(HELD AT END OF YEAR)

PAGE: 22

PLAN YEAR ENDING: 12/31/24

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE	MAT DATE (D) COST	(E) CURRENT VALUE
39HO	62944T105	88.000		820,292.60	719,743.20
	NASDAQ INC	COMMON STOCK USD.01			
		2,251.000		160,459.01	174,024.81
39HO	631103108	2,251.000		160,459.01	174,024.81
	NETAPP INC	COMMON STOCK USD.001			
		4,512.000		447,160.22	523,752.96
39HO	64110D104	4,512.000		447,160.22	523,752.96
	NETFLIX INC	COMMON STOCK USD.001			
		15,877.000		6,842,612.48	14,151,487.64
39F7	64110L106	8,719.000		2,213,250.40	7,771,419.08
39HO	64110L106	7,158.000		4,629,362.08	6,380,068.56
	NEWS CORP CLASS B	COMMON STOCK			
		6,502.000		207,240.58	197,855.86
39HO	65249B208	6,502.000		207,240.58	197,855.86
	NEXTERA ENERGY INC	COMMON STOCK USD.01			
		165.000		13,881.68	11,828.85
39HO	65339F101	165.000		13,881.68	11,828.85
	NIKE INC CL B	COMMON STOCK			
		8,868.000		689,554.68	671,041.56
39HO	654106103	8,868.000		689,554.68	671,041.56
	NORFOLK SOUTHERN CORP	COMMON STOCK USD1.0			
		34.000		8,151.59	7,979.80
39HO	655844108	34.000		8,151.59	7,979.80
	NORTHERN TRUST CORP	COMMON STOCK USD1.666666			
		240.000		19,866.79	24,600.00
39HO	665859104	240.000		19,866.79	24,600.00
	NORTHROP GRUMMAN CORP	COMMON STOCK USD1.0			
		22,714.000		9,196,114.28	10,659,453.06
39HO	666807102	9,878.000		4,476,940.55	4,635,646.62
39HU	666807102	12,836.000		4,719,173.73	6,023,806.44
	GEN DIGITAL INC	COMMON STOCK USD.01			
		3,152.000		89,136.98	86,301.76
39HO	668771108	3,152.000		89,136.98	86,301.76
	NUCOR CORP	COMMON STOCK USD.4			
		9,928.000		1,579,028.08	1,158,696.88
39HO	670346105	9,928.000		1,579,028.08	1,158,696.88

39NK

INTL PAPER US LARGE CAP  
COMPOSITE  
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS  
(HELD AT END OF YEAR)

PAGE: 23  
PLAN YEAR ENDING: 12/31/24

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE	MAT DATE (D) COST	(E) CURRENT VALUE
	NVIDIA CORP	COMMON STOCK USD.001			
		408,829.000		17,290,812.61	54,901,646.41
39F7	67066G104	207,025.000		6,954,576.29	27,801,387.25
39HO	67066G104	201,804.000		10,336,236.32	27,100,259.16
	O REILLY AUTOMOTIVE INC	COMMON STOCK USD.01			
		62.000		57,788.74	73,519.60
39HO	67103H107	62.000		57,788.74	73,519.60
	OCCIDENTAL PETROLEUM CORP	COMMON STOCK USD.2			
		3,400.000		171,693.88	167,994.00
39HO	674599105	3,400.000		171,693.88	167,994.00
	SAMSUNG ELECTRONICS CO LTD	COMMON STOCK KRW100.0			
		155,550.000		4,399,297.56	5,621,207.08
39HU	677172009	155,550.000		4,399,297.56	5,621,207.08
	ONEOK INC	COMMON STOCK USD.01			
		47.000		3,611.86	4,718.80
39HO	682680103	47.000		3,611.86	4,718.80
	ORACLE CORP	COMMON STOCK USD.01			
		18,675.000		2,619,854.03	3,112,002.00
39HO	68389X105	18,675.000		2,619,854.03	3,112,002.00
	PNC FINANCIAL SERVICES GROUP	COMMON STOCK USD5.0			
		31.000		5,785.47	5,978.35
39HO	693475105	31.000		5,785.47	5,978.35
	PPG INDUSTRIES INC	COMMON STOCK USD1.66666			
		22,872.000		2,893,452.47	2,732,060.40
39HO	693506107	22,872.000		2,893,452.47	2,732,060.40
	PACCAR INC	COMMON STOCK USD1.0			
		42.000		4,268.62	4,368.84
39HO	693718108	42.000		4,268.62	4,368.84
	PALANTIR TECHNOLOGIES INC A	COMMON STOCK USD.001			
		18,479.000		1,107,617.20	1,397,566.77
39HO	69608A108	18,479.000		1,107,617.20	1,397,566.77
	PALO ALTO NETWORKS INC	COMMON STOCK USD.0001			
		3,108.000		610,667.08	565,531.68
39HO	697435105	3,108.000		610,667.08	565,531.68
	PARKER HANNIFIN CORP	COMMON STOCK USD.5			
		11.000		4,579.95	6,996.33
39HO	701094104	11.000		4,579.95	6,996.33

39NK

INTL PAPER US LARGE CAP  
COMPOSITE  
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS  
(HELD AT END OF YEAR)

PAGE: 24  
PLAN YEAR ENDING: 12/31/24

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE	MAT DATE (D) COST	(E) CURRENT VALUE
	PAYPAL HOLDINGS INC	COMMON STOCK			
		2,982.000		232,694.70	254,513.70
39HO	70450Y103	2,982.000		232,694.70	254,513.70
	PEPSICO INC	COMMON STOCK USD.017			
		33,150.000		4,133,000.40	5,040,789.00
39HO	713448108	208.000		35,725.41	31,628.48
39HU	713448108	32,942.000		4,097,274.99	5,009,160.52
	PFIZER INC	COMMON STOCK USD.05			
		1,681.000		46,848.03	44,596.93
39HO	717081103	1,681.000		46,848.03	44,596.93
	PHILIP MORRIS INTERNATIONAL	COMMON STOCK			
		564.000		55,736.90	67,877.40
39HO	718172109	564.000		55,736.90	67,877.40
	ESSILORLUXOTTICA	COMMON STOCK EUR.18			
		4,558.000		896,162.99	1,111,987.05
39HU	721247906	4,558.000		896,162.99	1,111,987.05
	BNP PARIBAS	COMMON STOCK EUR2.0			
		20,900.000		887,343.42	1,281,636.34
39HU	730968906	20,900.000		887,343.42	1,281,636.34
	PRINCIPAL FINANCIAL GROUP	COMMON STOCK USD.01			
		5,465.000		440,751.29	423,045.65
39HO	74251V102	5,465.000		440,751.29	423,045.65
	PROCTER + GAMBLE CO/THE	COMMON STOCK			
		35,500.000		5,021,503.88	5,951,575.00
39HO	742718109	5,731.000		863,622.77	960,802.15
39HU	742718109	29,769.000		4,157,881.11	4,990,772.85
	PROGRESSIVE CORP	COMMON STOCK USD1.0			
		29,604.000		6,520,876.14	7,093,414.44
39HO	743315103	29,604.000		6,520,876.14	7,093,414.44
	PULTEGROUP INC	COMMON STOCK USD.01			
		9,204.000		1,039,457.71	1,002,315.60
39HO	745867101	9,204.000		1,039,457.71	1,002,315.60
	QUALCOMM INC	COMMON STOCK USD.0001			
		2,657.000		454,431.94	408,168.34
39HO	747525103	2,657.000		454,431.94	408,168.34
	QUEST DIAGNOSTICS INC	COMMON STOCK USD.01			
		1,622.000		231,227.81	244,694.92

39NK

INTL PAPER US LARGE CAP  
COMPOSITE  
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS  
(HELD AT END OF YEAR)

PAGE: 25

PLAN YEAR ENDING: 12/31/24

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE	MAT DATE (D) COST	(E) CURRENT VALUE
39HO	74834L100	1,622.000		231,227.81	244,694.92
	RALPH LAUREN CORP	COMMON STOCK USD.01			
		1,040.000		231,938.63	240,219.20
39HO	751212101	1,040.000		231,938.63	240,219.20
	RAYMOND JAMES FINANCIAL INC	COMMON STOCK USD.01			
		562.000		93,192.19	87,295.46
39HO	754730109	562.000		93,192.19	87,295.46
	RTX CORP	COMMON STOCK USD1.0			
		47,857.000		4,584,383.87	5,538,012.04
39HO	75513E101	107.000		12,796.05	12,382.04
39HU	75513E101	47,750.000		4,571,587.82	5,525,630.00
	REGENERON PHARMACEUTICALS	COMMON STOCK USD.001			
		362.000		295,258.55	257,863.46
39HO	75886F107	362.000		295,258.55	257,863.46
	REGIONS FINANCIAL CORP	COMMON STOCK USD.01			
		10,623.000		257,773.49	249,852.96
39HO	7591EP100	10,623.000		257,773.49	249,852.96
	REPUBLIC SERVICES INC	COMMON STOCK USD.01			
		881.000		173,205.07	177,239.58
39HO	760759100	881.000		173,205.07	177,239.58
	ROBLOX CORP CLASS A	COMMON STOCK USD.0001			
		75,537.000		3,185,889.22	4,370,570.82
39F7	771049103	75,537.000		3,185,889.22	4,370,570.82
	ROLLINS INC	COMMON STOCK USD1.0			
		30,427.000		1,394,028.03	1,410,291.45
39HO	775711104	30,427.000		1,394,028.03	1,410,291.45
	ROPER TECHNOLOGIES INC	COMMON STOCK USD.01			
		9.000		4,872.72	4,678.65
39HO	776696106	9.000		4,872.72	4,678.65
	ROSS STORES INC	COMMON STOCK USD.01			
		1,524.000		215,502.00	230,535.48
39HO	778296103	1,524.000		215,502.00	230,535.48
	S+P GLOBAL INC	COMMON STOCK USD1.0			
		156.000		71,036.78	77,692.68
39HO	78409V104	156.000		71,036.78	77,692.68
	SALESFORCE INC	COMMON STOCK USD.001			
		18,768.000		5,149,100.38	6,274,705.44

39NK

INTL PAPER US LARGE CAP  
COMPOSITE  
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS  
(HELD AT END OF YEAR)

PAGE: 26

PLAN YEAR ENDING: 12/31/24

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE	MAT DATE (D) COST	(E) CURRENT VALUE
39HO	79466L302	18,768.000		5,149,100.38	6,274,705.44
	SAMSARA INC CL A	COMMON STOCK USD.0001			
		181,192.000		6,883,993.59	7,916,278.48
39F7	79589L106	181,192.000		6,883,993.59	7,916,278.48
	SCHLUMBERGER LTD	COMMON STOCK USD.01			
		82,400.000		3,981,071.56	3,159,216.00
39HO	806857108	114.000		5,089.78	4,370.76
39HU	806857108	82,286.000		3,975,981.78	3,154,845.24
	SCHWAB (CHARLES) CORP	COMMON STOCK USD.01			
		2,640.000		205,351.16	195,386.40
39HO	808513105	2,640.000		205,351.16	195,386.40
	SEA LTD ADR	ADR USD.0005			
		76,832.000		5,806,822.73	8,151,875.20
39F7	81141R100	76,832.000		5,806,822.73	8,151,875.20
	SEMPRA	COMMON STOCK			
		50.000		3,562.38	4,386.00
39HO	816851109	50.000		3,562.38	4,386.00
	SERVICENOW INC	COMMON STOCK USD.001			
		14,130.000		2,370,137.04	14,979,495.60
39F7	81762P102	14,130.000		2,370,137.04	14,979,495.60
	SHERWIN WILLIAMS CO/THE	COMMON STOCK USD1.0			
		19.000		5,867.38	6,458.67
39HO	824348106	19.000		5,867.38	6,458.67
	SHOPIFY INC CLASS A	COMMON STOCK			
		113,138.000		7,888,076.19	12,029,963.54
39F7	82509L107	113,138.000		7,888,076.19	12,029,963.54
	SIMON PROPERTY GROUP INC	REIT USD.0001			
		26.000		3,804.78	4,477.46
39HO	828806109	26.000		3,804.78	4,477.46
	SMITH (A.O.) CORP	COMMON STOCK USD1.0			
		12,721.000		940,464.22	867,699.41
39HO	831865209	12,721.000		940,464.22	867,699.41
	JM SMUCKER CO/THE	COMMON STOCK			
		1,752.000		201,490.66	192,930.24
39HO	832696405	1,752.000		201,490.66	192,930.24
	SNOWFLAKE INC CLASS A	COMMON STOCK USD1.0			
		24,863.000		4,562,801.42	3,839,095.83

39NK

INTL PAPER US LARGE CAP  
COMPOSITE  
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS  
(HELD AT END OF YEAR)

PAGE: 27

PLAN YEAR ENDING: 12/31/24

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE	MAT DATE (D) COST	(E) CURRENT VALUE
39F7	833445109	24,863.000		4,562,801.42	3,839,095.83
	SOUTHERN CO/THE	COMMON STOCK USD5.0			
		88.000		7,999.13	7,244.16
39HO	842587107	88.000		7,999.13	7,244.16
	BLOCK INC	COMMON STOCK USD.0000001			
		91,149.000		11,706,978.49	7,746,753.51
39F7	852234103	91,149.000		11,706,978.49	7,746,753.51
	STARBUCKS CORP	COMMON STOCK USD.001			
		2,791.000		251,863.81	254,678.75
39HO	855244109	2,791.000		251,863.81	254,678.75
	STATE STREET CORP	COMMON STOCK USD1.0			
		2,040.000		149,900.60	200,226.00
39HO	857477103	2,040.000		149,900.60	200,226.00
	STEEL DYNAMICS INC	COMMON STOCK USD.005			
		7,499.000		925,515.71	855,410.93
39HO	858119100	7,499.000		925,515.71	855,410.93
	STRYKER CORP	COMMON STOCK USD.1			
		26.000		8,129.44	9,361.30
39HO	863667101	26.000		8,129.44	9,361.30
	SUNCOR ENERGY INC	COMMON STOCK			
		19,860.000		748,948.63	708,604.80
39HU	867224107	19,860.000		748,948.63	708,604.80
	SYNOPSIS INC	COMMON STOCK USD.01			
		51.000		26,568.78	24,753.36
39HO	871607107	51.000		26,568.78	24,753.36
	SYNCHRONY FINANCIAL	COMMON STOCK USD.001			
		4,907.000		270,073.43	318,955.00
39HO	87165B103	4,907.000		270,073.43	318,955.00
	TJX COMPANIES INC	COMMON STOCK USD1.0			
		110.000		9,698.63	13,289.10
39HO	872540109	110.000		9,698.63	13,289.10
	T MOBILE US INC	COMMON STOCK USD.0001			
		76.000		9,593.72	16,775.48
39HO	872590104	76.000		9,593.72	16,775.48
	TAIWAN SEMICONDUCTOR SP ADR	ADR			
		81,610.000		2,977,174.57	16,117,158.90
39HU	874039100	81,610.000		2,977,174.57	16,117,158.90

39NK

INTL PAPER US LARGE CAP  
COMPOSITE  
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS  
(HELD AT END OF YEAR)

PAGE: 28

PLAN YEAR ENDING: 12/31/24

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE	MAT DATE (D) COST	(E) CURRENT VALUE
	TARGET CORP	COMMON STOCK USD.0833			
		3,337.000		523,402.77	451,095.66
39HO	87612E106	3,337.000		523,402.77	451,095.66
	TARGA RESOURCES CORP	COMMON STOCK USD.001			
		421.000		80,606.22	75,148.50
39HO	87612G101	421.000		80,606.22	75,148.50
	TELEFLEX INC	COMMON STOCK USD1.0			
		3,417.000		654,408.23	608,157.66
39HO	879369106	3,417.000		654,408.23	608,157.66
	TESLA INC	COMMON STOCK USD.001			
		16,522.000		3,993,049.99	6,672,244.48
39HO	88160R101	16,522.000		3,993,049.99	6,672,244.48
	TEXAS INSTRUMENTS INC	COMMON STOCK USD1.0			
		136.000		24,075.49	25,501.36
39HO	882508104	136.000		24,075.49	25,501.36
	THERMO FISHER SCIENTIFIC INC	COMMON STOCK USD1.0			
		30.000		16,204.99	15,606.90
39HO	883556102	30.000		16,204.99	15,606.90
	3M CO	COMMON STOCK USD.01			
		5,799.000		672,308.88	748,592.91
39HO	88579Y101	5,799.000		672,308.88	748,592.91
	TRANSDIGM GROUP INC	COMMON STOCK USD.01			
		1,052.000		1,359,557.55	1,333,178.56
39HO	893641100	1,052.000		1,359,557.55	1,333,178.56
	TRAVELERS COS INC/THE	COMMON STOCK			
		2,731.000		660,792.64	657,870.59
39HO	89417E109	2,731.000		660,792.64	657,870.59
	TRIP.COM GROUP LTD ADR	ADR USD.01			
		7,705.000		362,504.15	529,025.30
39HU	89677Q107	7,705.000		362,504.15	529,025.30
	TRUIST FINANCIAL CORP	COMMON STOCK USD5.0			
		66,594.000		3,292,658.74	2,888,847.72
39HU	89832Q109	66,594.000		3,292,658.74	2,888,847.72
	TYLER TECHNOLOGIES INC	COMMON STOCK USD.01			
		727.000		433,517.61	419,217.28
39HO	902252105	727.000		433,517.61	419,217.28

39NK

INTL PAPER US LARGE CAP  
COMPOSITE  
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS  
(HELD AT END OF YEAR)

PAGE: 29  
PLAN YEAR ENDING: 12/31/24

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE	MAT DATE (D) COST	(E) CURRENT VALUE
	TYSON FOODS INC CL A	COMMON STOCK USD.1			
		3,703.000		224,759.92	212,700.32
39HO	902494103	3,703.000		224,759.92	212,700.32
	US BANCORP	COMMON STOCK USD.01			
		121.000		5,715.53	5,787.43
39HO	902973304	121.000		5,715.53	5,787.43
	UBER TECHNOLOGIES INC	COMMON STOCK USD.00001			
		81,904.000		4,719,977.18	4,940,449.28
39F7	90353T100	81,736.000		4,708,368.43	4,930,315.52
39HO	90353T100	168.000		11,608.75	10,133.76
	ULTRAGENYX PHARMACEUTICAL IN	COMMON STOCK USD.001			
		87,971.000		3,520,491.84	3,700,939.97
39F7	90400D108	87,971.000		3,520,491.84	3,700,939.97
	UNION PACIFIC CORP	COMMON STOCK USD2.5			
		49.000		11,700.65	11,173.96
39HO	907818108	49.000		11,700.65	11,173.96
	UNITED AIRLINES HOLDINGS INC	COMMON STOCK USD.01			
		36,977.000		1,935,229.57	3,590,466.70
39HU	910047109	36,977.000		1,935,229.57	3,590,466.70
	UNITED PARCEL SERVICE CL B	COMMON STOCK USD.01			
		230.000		34,571.07	29,003.00
39HO	911312106	230.000		34,571.07	29,003.00
	UNITEDHEALTH GROUP INC	COMMON STOCK USD.01			
		27,972.000		8,933,609.18	14,149,915.92
39HO	91324P102	13,447.000		6,815,602.00	6,802,299.42
39HU	91324P102	14,525.000		2,118,007.18	7,347,616.50
	UNIVERSAL HEALTH SERVICES B	COMMON STOCK USD.01			
		8,739.000		1,702,487.21	1,567,951.38
39HO	913903100	8,739.000		1,702,487.21	1,567,951.38
	VALERO ENERGY CORP	COMMON STOCK USD.01			
		2,557.000		338,165.87	313,462.63
39HO	91913Y100	2,557.000		338,165.87	313,462.63
	VERALTO CORP	COMMON STOCK USD.01			
		30,831.000		2,973,088.28	3,140,137.35
39HO	92338C103	30,831.000		2,973,088.28	3,140,137.35
	VERISIGN INC	COMMON STOCK USD.001			
		10,549.000		2,011,202.18	2,183,221.04

39NK

INTL PAPER US LARGE CAP  
COMPOSITE  
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS  
(HELD AT END OF YEAR)

PAGE: 30

PLAN YEAR ENDING: 12/31/24

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE	MAT DATE (D) COST	(E) CURRENT VALUE
39HO	92343E102	10,549.000		2,011,202.18	2,183,221.04
	VERIZON COMMUNICATIONS INC	COMMON STOCK USD.1 624.000		30,256.78	24,953.76
39HO	92343V104	624.000		30,256.78	24,953.76
	VERISK ANALYTICS INC	COMMON STOCK USD.001 335.000		97,804.00	92,269.05
39HO	92345Y106	335.000		97,804.00	92,269.05
	VERTEX PHARMACEUTICALS INC	COMMON STOCK USD.01 20.000		8,665.38	8,054.00
39HO	92532F100	20.000		8,665.38	8,054.00
	VISA INC CLASS A SHARES	COMMON STOCK USD.0001 27,322.000		4,410,069.67	8,634,844.88
39F7	92826C839	17,604.000		1,410,826.19	5,563,568.16
39HO	92826C839	3,118.000		902,311.08	985,412.72
39HU	92826C839	6,600.000		2,096,932.40	2,085,864.00
	WABTEC CORP	COMMON STOCK USD.01 10,079.000		1,829,109.19	1,910,877.61
39HO	929740108	10,079.000		1,829,109.19	1,910,877.61
	WALMART INC	COMMON STOCK USD.1 47,637.000		2,601,151.48	4,304,002.95
39HO	931142103	47,637.000		2,601,151.48	4,304,002.95
	WASTE MANAGEMENT INC	COMMON STOCK USD.01 333.000		68,475.92	67,196.07
39HO	94106L109	333.000		68,475.92	67,196.07
	WELLS FARGO + CO	COMMON STOCK USD1.666 68,401.000		4,628,013.39	4,804,486.24
39HO	949746101	68,401.000		4,628,013.39	4,804,486.24
	WELLTOWER INC	REIT USD1.0 10,482.000		1,362,681.42	1,321,046.46
39HO	95040Q104	10,482.000		1,362,681.42	1,321,046.46
	WILLIAMS COS INC	COMMON STOCK USD1.0 1,567.000		88,112.73	84,806.04
39HO	969457100	1,567.000		88,112.73	84,806.04
	XCEL ENERGY INC	COMMON STOCK USD2.5 885.000		48,536.00	59,755.20
39HO	98389B100	885.000		48,536.00	59,755.20

39NK

INTL PAPER US LARGE CAP  
 COMPOSITE  
 SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS  
 (HELD AT END OF YEAR)

PAGE: 31  
 PLAN YEAR ENDING: 12/31/24

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE	MAT DATE (D) COST	(E) CURRENT VALUE
	ZIMMER BIOMET HOLDINGS INC	COMMON STOCK USD.01			
		890.000		96,703.75	94,010.70
39HO	98956P102	890.000		96,703.75	94,010.70
	ZOETIS INC	COMMON STOCK USD.01			
		37.000		6,132.90	6,028.41
39HO	98978V103	37.000		6,132.90	6,028.41
		-----		-----	-----
		7,277,244.470		614,830,766.00	876,702,529.30

39NK

INTL PAPER US LARGE CAP  
 COMPOSITE  
 SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS  
 (HELD AT END OF YEAR)

PAGE: 32  
 PLAN YEAR ENDING: 12/31/24

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE (D) COST	MAT DATE	(E) CURRENT VALUE
-----					
COMMON/COLLECTIVE TRUSTS					
-----					
	552990939	JPM US RESRCH ENH IN JPMCB COMMINGLED FUND			
		7,800,842.034	60,859,462.66		370,383,979.77
397X	ACI01VOR0	7,800,842.034	60,859,462.66		370,383,979.77
		STATE STR BK + TR CO INVT FDS S+P 500 FLAGSHIP FD SER I			
		11,199.395	17,946,252.59		17,860,940.74
39M0	857444202	11,199.395	17,946,252.59		17,860,940.74
		ALPHA TILTS FUND			
		MUTUAL FUND			
		400,237.413	61,527,251.54		378,971,460.85
395X	999495906	400,237.413	61,527,251.54		378,971,460.85
		-----	-----		-----
		8,212,278.842	140,332,966.79		767,216,381.36

39NK

INTL PAPER US LARGE CAP  
 COMPOSITE  
 SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS  
 (HELD AT END OF YEAR)

PAGE: 33  
 PLAN YEAR ENDING: 12/31/24

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE (D) COST	MAT DATE	(E) CURRENT VALUE
REGISTERED INVESTMENT COMPANY					
		SPDR S+P 500 ETF TRUST			
		22,801.000	9,491,138.65		13,363,210.08
39HU	78462F103	22,801.000	9,491,138.65		13,363,210.08
		22,801.000	9,491,138.65		13,363,210.08

39NK

INTL PAPER US LARGE CAP  
 COMPOSITE  
 SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS  
 (HELD AT END OF YEAR)

PAGE: 34  
 PLAN YEAR ENDING: 12/31/24

ASSET CATEGORY	UNITS	COST	CURRENT VALUE
INTEREST BEARING CASH	14,067,219.610	13,898,390.23	13,898,390.23
CERTIFICATES OF DEPOSIT	0.000	0.00	0.00
U.S. GOVERNMENT SECURITIES	0.000	0.00	0.00
CORP. DEBT INSTR. - PREFERRED	0.000	0.00	0.00
CORP. DEBT INSTR. - ALL OTHER	0.000	0.00	0.00
CORPORATE STOCKS - PREFERRED	0.000	0.00	0.00
CORPORATE STOCKS - COMMON	7,277,244.470	614,830,766.00	876,702,529.30
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	8,212,278.842	140,332,966.79	767,216,381.36
POOLED SEPARATE ACCOUNTS	0.000	0.00	0.00
103-12 INVESTMENTS	0.000	0.00	0.00
REGISTERED INVESTMENT COMPANY	22,801.000	9,491,138.65	13,363,210.08
INSURANCE CO. GENERAL ACCOUNT	0.000	0.00	0.00
** ASSET CATEGORY NOT FOUND **	0.000	0.00	0.00
GRAND TOTALS	29,579,543.922	778,553,261.67	1,671,180,510.97