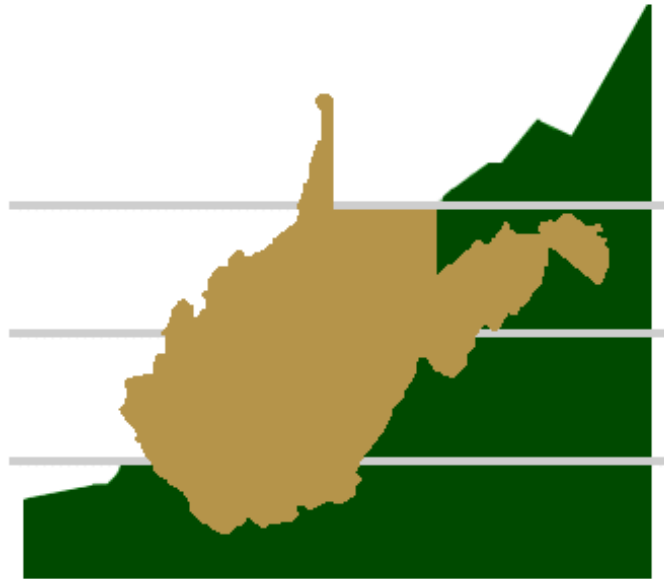


# **West Virginia Investment Management Board**

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Financial Statements  
January 31, 2010



# West Virginia Investment Management Board

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## Financial Statements—Unaudited

January 31, 2010

### ORDER OF PRESENTATION

Large Cap Domestic Equity

Non-Large Cap Domestic Equity

International Qualified

International Nonqualified

International Equity

Short-Term Fixed Income

Total Return Fixed Income

Core Fixed Income

TRS Annuity

Private Equity

Private Real Estate

Hedge Fund



**Financial Statements - Unaudited**

**January 31, 2010**



# Large Cap Domestic Equity Pool

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## Financial Statements - Unaudited January 31, 2010

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# Large Cap Domestic Equity Pool

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## Statement of Assets and Liabilities - Unaudited January 31, 2010

(Amounts in thousands, except unit data)

### Assets

Investment securities at fair value	\$	1,853,418
Cash		1,774
Collateral for securities loaned at fair value (Note 4)		75,441
Receivables:		
Investments sold		49,048
Dividends		2,105
Securities lending income		27
		<hr/>
<b>Total assets</b>		1,981,813

### Liabilities

Accrued expenses		539
Payable for investments purchased		23,278
Payable upon return of securities loaned (Note 4)		78,916
		<hr/>
<b>Total liabilities</b>		102,733

**Net assets** \$ 1,879,080

### Analysis of net assets

Paid-in capital	\$	1,687,702
Accumulated undistributed net investment income		247,170
Accumulated undistributed net realized loss from investments		(88,797)
Unrealized net appreciation of investments		33,005
		<hr/>
<b>Net assets</b>	<u><u>\$</u></u>	<u>1,879,080</u>

### Unit data

Units outstanding		183,619,411
Net asset value, unit price	<u><u>\$</u></u>	<u>10.23</u>

See accompanying notes to financial statements.



# Large Cap Domestic Equity Pool

## Schedule of Investments in Securities - Unaudited January 31, 2010

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
<b>Equity Securities</b>			
<i>Basic Materials</i>			
Air Products and Chemicals Inc	71,100	\$ 5,571	\$ 5,401
Airgas Inc	12,800	620	541
Alcoa Inc	109,700	1,452	1,396
Allegheny Technologies Inc	11,900	331	486
Ball Corporation	76,800	3,548	3,901
Bemis Company Inc	11,400	266	320
CF Industries Holdings Inc	11,700	1,075	1,086
Cliffs Natural Resources Inc	21,400	955	855
CONSOL Energy Inc	17,200	777	802
Dow Chemical Company	140,900	3,716	3,817
DuPont El de Nemours Co	168,900	4,590	5,508
Eastman Chemical Company	39,800	2,126	2,250
Ecolab Inc	23,700	1,092	1,040
FMC Corporation	6,500	357	331
Freeport-McMoRan Copper & Gold	61,649	4,168	4,111
International Paper Company	81,400	1,757	1,865
Intl Flavors & Fragrances Inc	11,900	417	473
Massey Energy Company	13,300	379	512
MeadWestvaco Corp	95,700	2,343	2,303
Monsanto Company	84,490	6,869	6,411
Newmont Mining Corp	70,700	3,092	3,030
Nucor Corporation	76,400	3,414	3,117
Owens-Illinois Inc	74,500	2,308	2,028
Pactiv Corporation	14,000	204	316
Peabody Energy Corp	43,800	1,532	1,845
PPG Industries Inc	37,200	2,002	2,183
Praxair Inc	60,900	4,967	4,587
Sealed Air Corporation	138,400	2,807	2,746
Sigma-Aldrich Corporation	17,500	926	837
Titanium Metals Corp	9,000	86	105
United States Steel Corp	13,800	623	613
Vulcan Materials	12,000	645	530
Weyerhaeuser Company	24,400	896	974
<i>Total Basic Materials - 3.5%</i>		65,911	66,320
<i>Capital Goods</i>			
3M Co	98,500	6,880	7,928
AK Steel Holding Corporation	11,600	233	236
Apollo Group	12,200	870	739
Avery Dennison Corp	10,200	275	332
Block H&R Inc	31,600	592	680
Boeing Company	106,700	6,175	6,466
Burlington Northern Santa Fe	45,900	3,710	4,578
C H Robinson Worldwide Inc	35,500	1,941	2,010
Caterpillar Inc	91,900	4,929	4,801
Cintas Corp	21,100	593	530
CSX Corp	68,500	2,824	2,936
Cummins Engine Company Inc	30,400	1,046	1,373
Danaher Corp	24,300	1,642	1,734
Deere & Company	89,200	3,873	4,456
Donnelley & Sons	108,500	2,263	2,150
Dover Corp	48,800	1,575	2,093
Dun & Bradstreet Corp	4,700	352	371
Eaton Corporation	34,500	2,047	2,113
Emerson Electric Co	76,600	3,070	3,182
Equifax Inc	20,500	578	656
Expeditors Intl of Washington	20,100	696	685
Fastenal Company	12,600	489	523
FedEx Corp	29,300	2,100	2,296
Flowserve Corp	14,900	1,322	1,344
Fluor Corporation	51,900	2,860	2,353

See accompanying notes to financial statements.

# Large Cap Domestic Equity Pool

## Schedule of Investments in Securities - Unaudited (Continued) January 31, 2010

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
General Dynamics Corp	43,300	2,531	2,895
General Electric Company	2,103,675	48,403	33,827
Goodrich BF Company	94,000	5,099	5,820
Grainger WW Inc	31,000	2,415	3,078
Honeywell International Inc	163,400	6,377	6,314
Illinois Tool Works Inc	50,000	2,022	2,180
Iron Mountain Inc	97,000	2,603	2,217
ITT Industries Inc	17,400	888	841
Jacobs Engineering Group Inc	16,800	796	635
L-3 Communications Hldgs Inc	11,100	885	925
Lockheed Martin Corp	54,500	4,188	4,061
Masco Corporation	43,200	525	586
Monster Worldwide Inc	72,200	1,145	1,126
Norfolk Southern Corp	34,400	1,455	1,619
Northrop Grumman Corp	37,600	1,944	2,128
PACCAR Inc	48,200	1,800	1,737
Pall Corporation	10,500	322	362
Parker-Hannifin Corporation	29,000	1,531	1,621
Pitney Bowes Inc	18,700	413	391
Precision Castparts Corp	35,200	3,640	3,705
Priceline.com Inc	14,610	2,894	2,854
Raytheon Company	35,900	1,611	1,882
Republic Services Inc	30,700	812	822
Robert Half International Inc	24,800	569	668
Rockwell Automation Inc	70,700	2,824	3,411
Rockwell Collins	57,600	2,713	3,064
Roper Industries Inc	16,900	904	846
Ryder System Inc	5,900	201	215
Southwest Airlines Co	70,000	672	793
Textron Inc	55,300	914	1,080
Union Pacific Corp	83,800	4,779	5,070
United Parcel Service Inc	105,100	5,849	6,072
United Technologies Corp	130,700	8,071	8,820
Waste Management Inc	55,800	1,682	1,788
<i>Total Capital Goods - 9.0%</i>		176,412	170,018
<i>Communication Services</i>			
American Tower Corporation	38,800	1,419	1,647
AT&T Inc	1,496,529	44,631	37,952
CenturyTel Inc	105,505	3,108	3,588
Frontier Communications Corp	33,100	249	252
Metropcs Communications Inc	27,600	267	155
Qwest Communications Intl Inc	283,900	1,144	1,195
Sprint Nextel Corporation	465,000	2,173	1,525
Verizon Communications	567,449	19,376	16,694
Windstream Corp	39,500	342	407
<i>Total Communication Services - 3.4%</i>		72,709	63,415
<i>Consumer Discretionary</i>			
Abercrombie & Fitch Co	34,100	1,095	1,076
Amazon.com Inc	63,400	5,663	7,951
AutoNation Inc	38,600	701	695
AutoZone Inc	19,900	2,736	3,085
Bed Bath & Beyond Inc	67,200	2,379	2,601
Best Buy Co Inc	105,400	4,069	3,863
Big Lots Inc	16,200	431	460
Black & Decker Corporation	5,400	250	349
Carnival Corp	78,200	2,367	2,606
CBS Corp	107,700	1,230	1,393
Coach Inc	116,100	3,687	4,050
Comcast Corp	569,250	9,697	9,011
CVS Caremark Corp	249,276	7,713	8,069
Darden Restaurants Inc	73,300	2,093	2,709

See accompanying notes to financial statements.

# Large Cap Domestic Equity Pool

## Schedule of Investments in Securities - Unaudited (Continued)

**January 31, 2010**

*(Amounts in thousands, except share data)*

Security Name	Shares	Cost	Fair Value
DeVry Inc	5,500	303	336
DIRECTV Group Inc	183,000	4,860	5,554
Disney Walt Company	297,500	7,724	8,791
DR Horton Inc	40,900	455	482
Eastman Kodak Co	28,400	142	172
Expedia Inc	131,600	2,776	2,818
Family Dollar Stores	26,600	695	821
Ford Motor Company	517,000	3,590	5,604
Fortune Brands Inc	14,200	610	590
GameStop Corp	17,400	464	344
Gannett Co Inc	56,000	728	904
Gap Inc	120,800	2,238	2,305
Genuine Parts Company	15,300	570	577
Goodyear Tire & Rubber Co	77,600	1,173	1,035
Harley-Davidson Inc	36,000	825	819
Harman Intl Industries Inc	22,000	616	782
Hasbro Inc	11,200	349	342
Home Depot Inc	345,700	8,800	9,683
International Game Technology	137,400	2,629	2,520
Interpublic Group of Co Inc	111,800	791	722
Johnson Controls Inc	147,400	3,830	4,102
Kohl's Corporation	89,800	4,491	4,523
Leggett & Platt Inc	13,500	186	247
Lennar Corporation	61,200	690	940
Limited Inc	101,700	1,626	1,934
Lowe's Corp Inc	179,400	3,757	3,884
Macy's Inc	80,500	1,119	1,282
Marriott International Inc	112,766	2,783	2,958
Mattel Inc	44,900	828	885
McDonald's Corporation	187,900	10,557	11,731
McGraw-Hill Companies Inc	131,200	3,490	4,651
Meredith Corp	21,300	559	660
New York Times Company	28,500	297	368
Newell Rubbermaid Inc	81,900	1,088	1,111
News Corp	479,900	5,644	6,052
Nike Inc	80,300	4,800	5,119
Office Depot Inc	161,600	733	918
Omnicom Group Inc	98,600	3,674	3,481
O'Reilly Automotive Inc	93,600	3,515	3,538
Penney JC & Company	64,500	1,827	1,602
Polo Ralph Lauren Corporation	25,800	1,978	2,116
Pulte Corporation	28,100	309	296
RadioShack Corp	24,100	296	470
Ross Stores Inc	41,100	1,803	1,888
Sears Holding Corp	9,700	657	905
Sherwin-Williams Co	9,100	538	576
Snap-On Inc	6,100	212	249
Stanley Works	15,600	588	800
Staples Inc	151,600	3,329	3,557
Starbucks Corp	281,200	5,190	6,127
Starwood Hotels & Resorts Inc	26,500	845	883
Target Corp	105,700	5,036	5,419
Tiffany & Co	28,700	1,206	1,166
Time Warner Cable Inc	114,912	4,838	5,009
Time Warner Inc	227,666	6,001	6,249
TJX Companies Inc	161,600	5,416	6,142
VF Corp	16,700	1,216	1,203
Viacom Inc	246,500	6,820	7,183
Washington Post Company	500	232	217
Whirlpool Corporation	13,800	969	1,037
Wyndham Worldwide Corporation	48,400	602	1,016
Wynn Resorts Limited	9,900	591	613

*See accompanying notes to financial statements.*

# Large Cap Domestic Equity Pool

## Schedule of Investments in Securities - Unaudited (Continued)

January 31, 2010

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Yum Brands Inc	85,700	2,859	2,932
<i>Total Consumer Discretionary - 11.1%</i>		191,474	209,158
<i>Consumer Staples</i>			
Altria Group Inc	318,720	6,044	6,330
Archer-Daniels-Midland Co	100,400	2,750	3,009
Avon Products Inc	89,400	2,939	2,695
Brown Forman Corp	10,500	521	539
Campbell Soup Co	18,200	595	603
Clorox Company	13,200	771	781
Coca-Cola Company	432,400	22,691	23,458
Coca-Cola Enterprises	285,600	5,667	5,766
Colgate-Palmolive Co	87,800	6,428	7,027
ConAgra Foods Inc	70,700	1,545	1,608
Constellation Brands Inc	21,000	316	338
Costco Wholesale Corp	40,900	2,318	2,349
Dean Foods Company	19,100	367	337
Dr Pepper Snapple Group	93,100	2,234	2,575
Estee Lauder Companies Inc	20,600	877	1,082
General Mills Inc	39,200	2,421	2,795
Heinz HJ Company	39,100	1,550	1,706
Hershey Foods Corp	76,400	2,822	2,783
Hormel Foods Corp	47,300	1,744	1,831
Kellogg Company	44,100	2,043	2,400
Kimberly Clark Corporation	44,600	2,425	2,649
Kraft Foods Inc	173,100	4,553	4,788
Kroger Co	83,100	2,119	1,781
Lorillard, Inc	33,300	2,379	2,521
McCormick & Company Inc	11,900	403	432
Mead Johnson Nutrition Co-A	48,109	1,494	2,176
Molson Coors Brewing Co	21,200	995	890
Pepsi Bottling Group Inc	102,400	3,567	3,809
Pepsico Inc	273,200	15,974	16,288
Philip Morris International	344,820	15,856	15,693
Proctor & Gamble Company	486,932	28,546	29,971
Reynolds American Inc	21,000	893	1,117
Safeway Inc	39,700	781	891
Sara Lee Corp	66,100	623	802
Smucker JM Company	29,500	1,414	1,772
Supervalu Inc	32,800	496	482
Sysco Corp	57,200	1,282	1,601
Tyson Foods, Inc	151,300	1,812	2,091
Walgreen Co	179,700	6,535	6,478
Wal-Mart Stores	405,700	21,318	21,677
Whole Foods Market Inc	93,800	2,509	2,553
<i>Total Consumer Staples - 10.1%</i>		182,617	190,474
<i>Energy</i>			
Anadarko Petroleum Corp	97,800	5,132	6,238
Apache Corporation	44,600	4,366	4,405
Baker Hughes Inc	41,400	1,745	1,875
BJ Services Company	98,000	1,823	2,026
Cabot Oil & Gas Corporation	39,200	1,381	1,500
Cameron International Corp	58,300	1,923	2,196
Chesapeake Energy Corp	99,400	2,758	2,463
ChevronTexaco Corp	406,555	30,931	29,321
ConocoPhillips	241,080	13,853	11,572
Denbury Resources Inc	22,300	336	302
Devon Energy Corporation	52,900	3,635	3,540
Diamond Offshore Drilling Inc	19,800	1,826	1,812
El Paso Corporation	141,000	1,212	1,431
EOG Resources Inc	42,800	3,540	3,870
Exxon Mobil Corporation	1,046,140	74,591	67,403

See accompanying notes to financial statements.

# Large Cap Domestic Equity Pool

## Schedule of Investments in Securities - Unaudited (Continued)

January 31, 2010

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
First Solar Inc	6,000	906	680
FMC Technologies Inc	38,800	2,034	2,063
Halliburton Company	131,200	3,181	3,832
Hess Corp	38,000	2,175	2,196
Marathon Oil Corp	149,242	4,994	4,449
Murphy Oil Corporation	52,400	3,118	2,677
Nabors Industries Ltd	30,800	635	687
National-Oilwell Varco Inc	75,000	3,365	3,068
Noble Energy Inc	37,600	2,430	2,780
Occidental Petroleum Corp	140,500	10,176	11,007
Pioneer Natural Resources Co	23,800	749	1,047
Range Resources Corporation	45,000	2,196	2,070
Rowan Companies Inc	16,100	373	346
Schlumberger Ltd	206,200	13,083	13,085
Smith International Inc	22,800	650	691
Spectra Energy Corp	71,300	1,148	1,515
Sunoco Inc	12,400	352	311
Tesoro Petroleum Corporation	21,900	313	274
Valero Energy Corporation	60,900	1,169	1,122
Williams Companies Inc	91,700	1,597	1,911
XTO Energy Inc	97,575	4,005	4,349
<i>Total Energy - 10.6%</i>		207,701	200,114
<i>Financial Services</i>			
AFLAC Inc	72,900	3,171	3,531
Allstate Corp	57,100	1,757	1,709
American Express	224,800	6,986	8,466
American International Group	81,900	2,663	1,984
Ameriprise Financial Inc	76,400	2,037	2,922
Aon Corporation	26,300	1,072	1,023
Apartment Investment & Mgmt Co	12,400	124	190
Assurant Inc	30,800	1,009	968
Avalonbay Communities Inc	7,500	548	575
Bank of America Corporation	1,309,677	27,737	19,881
Bank of New York Mellon Corp	253,300	8,455	7,368
BB&T Corporation	116,400	3,037	3,244
Boston Properties Inc	18,900	1,252	1,226
Capital One Financial Corp	112,000	3,457	4,128
CB Richard Ellis Grp Inc	132,200	1,242	1,626
Chubb Corp	31,900	1,615	1,595
Cincinnati Financial Corp	14,700	385	388
Citigroup Inc	2,460,807	16,367	8,170
CME Group Inc	15,900	4,696	4,560
Comerica Inc	59,900	1,599	2,067
Discover Financial Services	207,100	2,594	2,833
E*Trade Group Inc	168,200	291	256
Equity Residential Prop Trust	27,800	850	891
Federated Investors Inc	74,700	1,908	1,896
Fifth Third Bancorp	288,300	2,547	3,586
First Horizon National Corp	50,540	545	654
Franklin Resources Inc	32,300	2,737	3,199
Genworth Financial Inc	166,500	1,637	2,304
Goldman Sachs Group Inc	99,400	14,288	14,783
Hartford Financial Services Gp	77,500	1,664	1,859
HCP Inc	69,100	2,036	1,959
Health Care Inc	11,200	471	482
Host Hotels & Resorts Inc	153,789	1,476	1,630
Hudson City Bancorp Inc	44,500	743	591
Huntington Bancshares Inc	455,700	1,857	2,183
Intercontinental Exchange Inc	18,100	1,707	1,728
Invesco Limited	128,200	2,379	2,474
Janus Capital Group Inc	19,300	270	236
JPMorgan Chase & Co	622,353	23,328	24,234

See accompanying notes to financial statements.

# Large Cap Domestic Equity Pool

## Schedule of Investments in Securities - Unaudited (Continued)

January 31, 2010

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
KeyCorp	121,900	803	875
Kimco Realty Corporation	39,800	440	502
Legg Mason Inc	26,300	709	678
Leucadia National Corporation	17,100	424	382
Lincoln National Corp	67,200	1,258	1,652
Loews Corp	131,400	4,505	4,700
M & T Bank Corporation	16,500	1,032	1,217
Marsh & McLennan Co Inc	50,200	1,242	1,082
Marshall & Ilsley Corporation	239,000	1,432	1,651
MasterCard Inc	22,000	4,758	5,498
MetLife Inc	135,900	4,711	4,800
Moody's Corp	85,100	2,016	2,348
Morgan Stanley Dean Witter Co	203,600	6,198	5,452
Nasdaq Stock Market Inc	15,000	323	270
Nordstrom Inc	33,900	940	1,171
Northern Trust Corp	48,000	2,885	2,425
NYSE Euronext	118,400	3,148	2,772
People's United Financial Inc	33,300	519	538
Plum Creek Timber Co Inc	15,600	477	564
PNC Financial Services Group	98,600	4,779	5,465
Principal Financial Group Inc	92,900	2,163	2,141
Progressive Corp	195,600	3,030	3,243
ProLogis Trust	46,900	559	591
Prudential Financial Inc	88,400	3,670	4,419
Public Storage Inc	33,000	2,554	2,613
Regions Financial Corp	244,300	1,274	1,551
Schwab Charles Corp	123,700	2,238	2,262
Simon Property Group	41,602	2,825	2,995
SLM Corp	170,000	1,484	1,790
State Street Corp	119,700	5,900	5,133
SunTrust Banks Inc	81,400	1,935	1,980
T Rowe Price Associates Inc	48,200	2,326	2,392
Torchmark Corporation	12,600	532	566
Travelers Cos Inc	115,800	5,141	5,868
UnumProvident Corp	84,900	1,624	1,661
US Bancorp	277,700	6,367	6,965
Ventas Inc	29,700	1,088	1,253
Visa Inc-Class A Shares	87,900	7,737	7,210
Vornado Realty Trust	15,040	955	973
Wells Fargo & Company	714,800	18,644	20,322
XL Capital Ltd	178,100	2,500	2,987
Zions Bancorporation	72,000	1,108	1,366
<i>Total Financial Services - 14.2%</i>		270,790	267,722
<i>Health Care</i>			
Abbott Laboratories	226,800	11,587	12,007
Aetna Inc	67,000	1,935	2,008
Allergan Inc	70,800	3,874	4,071
AmerisourceBergen Corp	66,200	1,373	1,805
Amgen Inc	114,900	6,133	6,719
Bard CR Inc	9,300	728	771
Baxter International Inc	99,300	5,543	5,719
Becton Dickinson & Company	25,300	1,774	1,907
Biogen Idec Inc	29,900	1,498	1,607
Boston Scientific Corp	400,300	3,654	3,455
Bristol-Myers Squibb Company	297,942	6,154	7,258
Cardinal Health Inc	34,400	921	1,138
CareFusion Corporation	16,800	364	433
Celgene Corporation	58,200	3,157	3,305
Cephalon Inc	6,800	392	434
CIGNA Corporation	111,400	3,224	3,762
Coventry Health Care Inc	109,300	2,377	2,501
DaVita Inc	9,800	553	586

See accompanying notes to financial statements.

# Large Cap Domestic Equity Pool

## Schedule of Investments in Securities - Unaudited (Continued)

January 31, 2010

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
DENTSPLY International Inc	20,700	690	694
Express Scripts Inc	46,000	3,439	3,858
Forest Laboratories Inc	85,600	2,492	2,537
Genzyme Corporation	24,700	1,381	1,340
Gilead Sciences Inc	139,100	6,316	6,714
Hospira Inc	65,600	2,917	3,322
Humana Inc	21,500	752	1,045
IMS Health Inc	20,800	315	450
Intuitive Surgical Inc	9,400	2,648	3,084
Johnson & Johnson	535,500	32,558	33,662
King Pharmaceuticals Inc	73,300	632	880
Laboratory Corp of Amer Hldgs	10,700	700	761
Life Technologies Corp	86,800	4,285	4,315
Lilly Eli and Company	107,500	4,054	3,784
McKesson HBOC Inc	52,600	3,207	3,094
Medco Health Solutions Inc	106,000	4,791	6,517
Medtronic Inc	141,500	5,622	6,069
Merck & Co Inc	540,080	17,923	20,620
Millipore Corp	21,400	1,482	1,476
Mylan Laboratories Inc	220,200	3,205	4,014
Patterson Companies Inc	49,400	1,384	1,411
PerkinElmer Inc	56,500	1,139	1,138
Pfizer Inc	1,384,183	31,404	25,829
Quest Diagnostics Inc	40,700	2,028	2,266
St Jude Medical Inc	64,200	2,436	2,422
Stericycle Inc	7,600	368	402
Stryker Corporation	35,800	1,704	1,859
Tenet Healthcare Corporation	313,500	1,714	1,737
Thermo Electron Corporation	60,500	2,694	2,792
UnitedHealth Group Inc	190,800	5,336	6,296
Varian Medical Systems Inc	11,900	499	598
Waters Corporation	21,200	1,237	1,208
Watson Pharmaceuticals Inc	57,800	2,041	2,218
WellPoint Inc	101,600	4,954	6,474
Zimmer Holdings Inc	52,300	2,965	2,946
<i>Total Health Care - 12.1%</i>		216,553	227,318
<i>Technology</i>			
Adobe Systems Inc	97,300	3,300	3,143
Advanced Micro Devices Inc	138,700	631	1,035
Affiliated Computer Svcs Inc	30,700	1,429	1,889
Agilent Technologies Inc	89,400	2,632	2,506
Akamai Technologies Inc	24,000	468	593
Altera Corporation	59,700	1,082	1,273
Amphenol Corp	41,700	1,693	1,661
Analog Devices Inc	143,800	3,934	3,877
Apple Computer Inc	156,100	23,162	29,981
Applied Materials Inc	201,000	2,673	2,448
Autodesk Inc	21,900	521	521
Automatic Data Processing Inc	55,000	2,149	2,243
BMC Software Inc	134,000	4,788	5,178
Broadcom Corp	136,300	3,193	3,642
CA Inc	67,000	1,297	1,477
Cisco Systems Inc	1,109,790	23,330	24,937
Citrix Systems Inc	44,100	1,596	1,832
Cognizant Tech Solutions Corp	128,500	4,679	5,610
Computer Sciences Corp	52,600	2,382	2,698
Compuware Corporation	25,100	184	191
Corning Inc	264,200	4,423	4,777
Dell Inc	316,500	4,584	4,083
eBay Inc	300,200	6,955	6,911
Electronic Arts Inc	43,700	807	711
EMC Corporation	373,700	5,183	6,230

See accompanying notes to financial statements.

# Large Cap Domestic Equity Pool

## Schedule of Investments in Securities - Unaudited (Continued) January 31, 2010

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Fidelity Ntl Information Svcs	138,000	3,260	3,251
Fiserv Inc	84,200	3,999	3,792
FLIR Systems Inc	13,700	383	405
Google Inc	44,800	21,502	23,741
Harris Corporation	12,600	395	541
Hewlett-Packard Company	456,700	18,898	21,497
Intel Corporation	909,600	18,350	17,646
International Business Machs	293,200	30,400	35,885
Intuit Inc	51,600	1,399	1,528
Jabil Circuit Inc	32,600	326	472
JDS Uniphase Corporation	27,300	138	215
Juniper Networks Inc	98,500	2,474	2,446
KLA-Tencor Corporation	126,200	4,221	3,559
Lexmark International Inc	8,300	180	214
Linear Technology Corp	57,800	1,403	1,509
LSI Logic Corporation	98,400	520	491
McAfee, Inc	38,100	1,509	1,436
MEMC Electronic Materials Inc	23,700	391	298
Microchip Technology Inc	138,100	3,677	3,564
Micron Technology Inc	123,000	798	1,073
Microsoft Corporation	1,407,502	36,009	39,663
Molex Inc	59,600	938	1,202
Motorola Inc	701,100	5,309	4,312
National Semiconductor Corp	84,900	1,260	1,126
NetApp Inc.	146,500	3,763	4,268
Novell Inc	79,600	345	356
Novellus Systems Inc	83,700	1,612	1,749
NVIDIA Corporation	113,100	1,164	1,741
Oracle Corporation	766,844	15,100	17,683
Paychex Inc	34,700	994	1,006
QLogic Corporation	23,200	423	399
Qualcomm Inc	346,000	14,627	13,560
Red Hat Inc	72,900	1,961	1,984
SAIC INC	48,600	923	891
Salesforce.com Inc	35,700	2,136	2,269
SanDisk Corporation	30,200	547	768
Scripps Networks Interactive	57,800	2,309	2,468
Symantec Corporation	118,500	1,813	2,009
Tellabs Inc	304,600	1,686	1,959
Teradata Corporation	145,400	4,289	4,067
Teradyne Inc	39,200	352	366
Texas Instruments Inc	307,500	7,656	6,919
Total System Services Inc	171,900	2,715	2,460
VeriSign Inc	22,800	469	522
Western Digital Corp	82,900	2,704	3,149
Western Union Company	147,500	2,507	2,735
Xerox Corporation	82,200	768	717
Xilinx Inc	100,700	2,098	2,375
Yahoo! Inc	262,300	4,539	3,937
<i>Total Technology - 19.7%</i>		342,314	369,670
<i>Utilities</i>			
AES Corporation	309,400	4,155	3,908
Allegheny Energy Inc	15,200	397	318
Ameren Corporation	21,700	550	554
American Electric Power Co Inc	47,700	1,281	1,653
CenterPoint Energy Inc	35,600	417	497
CMS Energy Corporation	121,500	1,563	1,843
Consolidated Edison Inc	30,900	1,259	1,352
Constellation Energy Group	85,200	2,806	2,750
Dominion Resources Inc	56,000	1,937	2,098
DTE Energy Company	18,900	642	795
Duke Energy Corp	122,200	2,156	2,020

See accompanying notes to financial statements.



# Large Cap Domestic Equity Pool

## Schedule of Investments in Securities - Unaudited (Continued)

January 31, 2010

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Edison International	31,100	1,040	1,036
Energy Corporation	27,400	2,353	2,091
EQT Corp	97,300	4,028	4,283
Exelon Corp	65,300	3,311	2,979
FirstEnergy Corp	29,400	1,333	1,282
FPL Group Inc	166,600	9,047	8,123
Integrus Energy Group Inc	8,100	291	339
NICOR Inc	4,800	176	194
NiSource Inc	56,500	817	805
Northeast Utilities	46,500	1,061	1,177
NRG Energy Inc	24,200	598	583
PEPCO Holdings	19,800	288	325
PG&E Corp	56,000	2,243	2,365
Pinnacle West Capital Corp	9,100	281	326
PPL Corporation	88,800	3,131	2,619
Progress Energy Inc	26,700	1,052	1,040
Public Service Enterprise Grp	122,200	4,255	3,738
Quanta Services Inc	23,400	510	426
Questar Corporation	33,400	1,244	1,385
SCANA Corporation	10,000	349	356
Sempra Energy	86,100	4,407	4,370
Southern Company	75,100	2,386	2,403
Southwestern Energy Company	62,800	2,564	2,693
TECO Energy Inc	30,900	424	481
Wisconsin Energy Corporation	13,100	533	641
Xcel Energy Inc	142,600	2,762	2,957
<i>Total Utilities - 3.6%</i>		67,647	66,805
Total Equity Securities - 97.3%		1,794,128	1,831,014
<b><u>Short-term Issues</u></b>			
Dreyfus Cash Management	22,810,266	22,810	22,810
Total Short-term Issues - 1.2%		22,810	22,810
<b><u>Futures Contracts</u></b>			
S & P 500 EMINI Futures, expiring Mar 2010	337		(406)
Total Futures Contracts - 0.0%			(406)
Total Investment Securities - 98.5%		\$ 1,816,938	\$ 1,853,418

See accompanying notes to financial statements.

# Large Cap Domestic Equity Pool

**Statement of Operations - Unaudited**  
**Period Ended January 31, 2010\***  
*(Amounts in thousands)*

	<b>Month</b>	<b>Year To Date</b>
<b>Investment income</b>		
Dividend	\$ 2,047	\$ 22,561
Securities lending	18	183
Shareholder litigation proceeds	119	543
Commission recapture	-	113
	<b>2,184</b>	<b>23,400</b>
<b>Expenses</b>		
Investment advisor fees	(92)	(717)
Trustee fees	(1)	(8)
Custodian bank fees	(7)	(64)
Management fees	(49)	(448)
Fiduciary bond fees	(1)	(6)
Professional service fees	(14)	(92)
Securities lending agent fees	(6)	(72)
Securities lending borrower rebates	15	179
	<b>(155)</b>	<b>(1,228)</b>
	<b>2,029</b>	<b>22,172</b>
<b>Realized and unrealized gain (loss) from investments</b>		
Net realized gain from investments	6,922	86,183
Net increase (decrease) in the fair value of investments	(81,180)	197,904
	<b>(74,258)</b>	<b>284,087</b>
	<b>\$ (72,229)</b>	<b>\$ 306,259</b>

*\*The WVIMB operates on a fiscal year beginning on July 1. The "year to date" information is for the period July 1 through the month listed. See accompanying notes to financial statements.*

## Large Cap Domestic Equity Pool

**Statement of Changes in Net Assets - Unaudited**  
**Period Ended January 31, 2010\***  
*(Amounts in thousands, except unit data)*

	<b>Month</b>	<b>Year To Date</b>
<b>Operations</b>		
Investment income, net	\$ 2,029	\$ 22,172
Net realized gain from investments	6,922	86,183
Net increase (decrease) in the fair value of investments	(81,180)	197,904
<b>Net increase (decrease) in net assets from operations</b>	(72,229)	306,259
<b>Unit transactions</b>		
Proceeds from sale of units	560	142,127
Amount paid for repurchase of units	(39,894)	(344,025)
<b>Net decrease in net assets from unit transactions</b>	(39,334)	(201,898)
<b>Increase (decrease) in net assets</b>	(111,563)	104,361
Net assets, beginning of period	1,990,643	1,774,719
<b>Net assets, end of period</b>	\$ 1,879,080	\$ 1,879,080
<b>Unit data</b>		
Units sold	52,676	14,318,516
Units repurchased	(3,754,111)	(34,936,905)
<b>Net decrease in units</b>	(3,701,435)	(20,618,389)

*\*The WVIMB operates on a fiscal year beginning on July 1. The "year to date" information is for the period July 1 through the month listed. See accompanying notes to financial statements.*

# Large Cap Domestic Equity Pool

## Notes to Financial Statements - Unaudited

### NOTE 1. DESCRIPTION OF THE ENTITY

The West Virginia Investment Management Board (IMB) was organized on April 25, 1997, as a public corporation created by *West Virginia Code §12-6-1* to provide prudent fiscal administration and investment management services to designated State pension funds, the State's Workers' Compensation and Coal Workers' Pneumoconiosis funds, and certain other State government funds.

A Board of Trustees, consisting of thirteen members, governs the IMB. The Governor, the State Auditor and the State Treasurer are ex officio members of the Board of Trustees. The Governor appoints all other Trustees for a term of six years.

The IMB operates on a fiscal year beginning July 1 and ending June 30.

The accompanying financial statements reflect only the investments and investment related operations of the IMB's Large Cap Domestic Equity Pool (Pool). They do not reflect activity of the other investment pools under the control of the IMB or the Administrative Fund of the IMB, or any other assets or liabilities, or restrictions thereon, or the various investment pool participants. Accordingly, these financial statements are not intended to and do not present the comprehensive financial position and operations of the IMB or any of the investment pool participants.

These financial statements have been prepared on a basis of accounting following U.S. generally accepted accounting principles (GAAP) established by the Financial Accounting Standards Board (FASB) and the American Institute of Certified Public Accountants applicable to investment companies, which is a comprehensive basis of accounting other than GAAP for state and local governments established by the Government Accounting Standards Board. The IMB has selected this basis of accounting because it believes that the disclosures required for investment companies better reflect the purpose and operations of the Pool.

A summary of the differences between financial statements prepared in accordance with GAAP for investment companies and GAAP for state and local governments are as follows:

	Investment Company GAAP	State and Local GAAP
Management Discussion and Analysis	Not required	Required
Schedule of Investments in Securities	Required	Not required
Statement of Operations	Required	Not required
Investment Risk Disclosures	Not required	Required
Financial Highlights	Required	Not required

There are no differences in the reported amounts of assets, liabilities, net assets, investment operations, distributions, or unit transactions between GAAP for investment companies and GAAP for state and local governments.

The Pool's objective is to exceed, net of external investment management fees, the S&P 500 Stock Index over three- to five-year periods. Assets are managed by Intech Investment Management, LLC, and State Street Global Advisors.

### NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

**Basis of Accounting** - The IMB invests funds of the State and its component units, all of which are government entities. Investments are carried at fair value, which is determined by a third party pricing service based on asset portfolio pricing models and other sources. Futures contracts are valued at the last settlement price established each day by the exchange on which they are traded. Commissions on the purchases of securities by the IMB are a component of the security price quoted by the seller and are included in the investment cost.

**Security Loans** - The IMB, through its agent, the Bank of New York Mellon, loans securities to various brokers on a temporary basis. Each transaction for U.S. securities is secured by initial collateral of at least 102 percent of the market value of the securities loaned. Cash collateral received is invested in the Mellon GSL Reinvestment Trust. The IMB receives compensation in the form of loan premium fees and income from the investment of the cash collateral. Expenses related to

# Large Cap Domestic Equity Pool

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## Notes to Financial Statements - Unaudited

### NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

the lending of securities are rebates paid by the lending agent to brokers and the lending agent's fees for its services. The income earned by the IMB is reported in the Statement of Operations as securities lending income. The agent fees and broker rebates are reported as expenses, and unrealized gains or losses resulting from changes in the value of the investment of cash collateral are reported as part of the net increase or decrease in the fair value of investments. The IMB also continues to receive interest or dividends on the securities loaned. Gains or losses in the fair value of the securities loaned that may occur during the term of the loans are reflected in the Statement of Operations.

**Futures Contracts** - A futures contract is an agreement between a buyer or a seller and the clearinghouse of a futures exchange in which the parties agree to buy or sell a commodity, financial instrument or index at a specified future date and price. Upon entering into a financial futures contract, the IMB is required to pledge to the broker an amount of cash, U.S. government securities, or other assets, equal to a certain percentage of the contract amount (initial margin deposit). Cash (variation margin) is received from or paid to the broker for the fluctuations of the underlying securities or index. The IMB records futures at fair market value. Gains or losses on open futures positions are unrealized. These gains or losses become realized when the position is closed.

Interest rate futures may be used to enhance portfolio yields, to hedge an existing position, or as an alternative investment of cash. Stock index futures may be used to provide immediate exposure to fluctuations in the market values of the stocks in the underlying index and to provide liquidity for cash flows.

The market risk associated with holding interest rate and stock index futures results from changes in the market value of the contractual positions due to changes in the value of the underlying instruments or indices. Hedging risk associated with these futures contracts arises because the value of the futures contracts may not correlate perfectly with changes in the values of the underlying instruments or indices due to market distortions.

Other risks associated with futures contracts are liquidity risk and credit risk. Liquidity risk arises when there is insufficient trading in a particular futures contract. Credit risk arises from the potential inability of counterparties to meet the terms of the contracts. The IMB's managers generally only utilize futures contracts that are traded on major exchanges or are executed with major dealers. The major exchanges assume the risk of a counterparty default and generally require an initial margin deposit of cash or securities.

**Investment Transactions** - Investment transactions are accounted for on a trade date basis.

**Use of Estimates** - The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

**Investment Gains and Losses** - Gains and losses on the sale of investment securities are recognized at the time of sale by the average cost method. The calculation of realized gains and losses is independent of the calculation of the net increase or decrease in the fair value of investments. Realized gains and losses on investments held in more than one fiscal year and sold in the current year may have been recognized as an increase or decrease in the fair value of investments reported in the prior year.

**Interest Income** - Interest income is recognized as earned on the accrual method.

**Dividend Income** - Dividend income is recognized on the ex-dividend date.

**Distributions to Participants** - The Pool does not routinely distribute dividends of net investment income or capital gains.

**Expenses** - The IMB's Trustees adopt an annual budget and fee schedule for services to be provided to all of the investment pools under its management. Each investment pool is charged for its direct investment-related cost and for its allocated share of other expenses. These other expenses are allocated to the individual pools based on asset size. The IMB pays all expenses on behalf of the Pool.

# Large Cap Domestic Equity Pool

## Notes to Financial Statements - Unaudited

### NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

**Income Taxes** - The IMB is a public corporation organized under laws of the State of West Virginia and exempt from federal and state taxation. Accordingly, the financial statements have been prepared recognizing that the IMB is not subject to federal or state income taxes.

### NOTE 3. FAIR VALUE MEASUREMENTS

FAS 157 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The IMB adopted FAS 157 for fiscal year 2009.

Fair value of an investment is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., the exit price).

FAS 157 established a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical financial instruments (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FAS 157 are:

Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities at the reporting date.

Level 2 Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not considered active; observable inputs other than observable quoted prices for the asset or liability; or inputs derived principally from or corroborated by observable market data.

Level 3 Unobservable pricing inputs for assets and liabilities.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an investment's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the investment.

The table below summarizes the valuation of the investment securities in accordance with FAS 157 fair value hierarchy levels as of January 31, 2010:

	Level I	Level II	Level III	Total
Equity Securities	\$1,831,013,394	\$ -	\$ -	\$1,831,013,394
Regulated Investment Companies	-	22,810,266	-	22,810,266
Securities Lending Collateral Funds	-	75,441,646	-	75,441,646
Futures	(406,107)	-	-	(406,107)
Total	<u>\$1,830,607,287</u>	<u>\$ 98,251,912</u>	<u>\$ -</u>	<u>\$1,928,859,199</u>

### NOTE 4. SECURITIES LENDING

At January 31, 2010, the fair value of securities on loan was \$76,822,768, the initial collateral received was \$78,916,290, and the fair value of reinvested collateral held was \$75,441,646. All of the collateral was received as cash and invested in the Mellon GSL DBT II Collateral Fund (Collateral Fund), the Mellon SL DBT II Liquidating Fund (Liquidating Fund), and the Mellon GSL DBT II Liquidating Trust (Liquidating Trust).

In early November 2008, the IMB was notified that certain securities issued by Sigma Finance, Inc. (Sigma) were transferred from the Mellon GSL DBT II Collateral Fund on October 1, 2008, to the Liquidating Trust. Units of the Liquidating Trust were transferred to the IMB's securities lending cash collateral account. For all of the IMB investment pools that participate in the securities lending program, the value of the units in the Liquidating Trust on an amortized cost basis was \$10,973,960 as calculated by the IMB's proportionate interest in the Mellon GSL DBT II Collateral Fund as of the close of business on

# Large Cap Domestic Equity Pool

## Notes to Financial Statements - Unaudited

### NOTE 4. SECURITIES LENDING (Continued)

September 30, 2008. Sigma was subsequently placed into receivership and the IMB is exposed to a potential loss of the full value of the Sigma investment. In October, the IMB recorded a reserve for these potential losses in each investment pool in proportion to its participation in the securities lending program at September 30, 2008. The reserve recorded for the Pool was \$3,247,638.

Effective April 20, 2009, the assets of the Collateral Fund with maturities greater than one day were transferred to the Liquidating Fund. As securities mature in the Liquidating Fund, the proceeds are transferred to the Collateral Fund. The combined value of the holdings in the Collateral Fund and the Liquidating Fund is used to determine the fair value of reinvested collateral.

Additionally, the distribution of securities lending income has been restricted beginning October 1, 2008. The restriction will remain in place until the actual loss on Sigma is realized. At January 31, 2010 the accumulated undistributed securities lending income was \$1,687,074.

### NOTE 5. FUTURES CONTRACTS

At January 31, 2010, open positions in futures contracts were as follows:

<u>Expiration</u>	<u>Open Contracts</u>	<u>Position</u>	<u>Value at January 31, 2010</u>	<u>Value Upon Entering Contract</u>	<u>Cumulative Net Gain (Loss) Since Inception</u>
Mar 2010	337 S&P 500	Long	<u>\$ 18,036,240</u>	<u>\$ 18,443,105</u>	<u>\$ (406,865)</u>

At January 31, 2010, the Pool had pledged cash of \$1,774,328 to cover margin requirements on open futures contracts.

### NOTE 6. FINANCIAL HIGHLIGHTS

#### Per Unit Operating Performance:

Net asset value at June 30, 2009	\$ 8.69
Income from investment operations:	
Net investment income	0.12
Net realized and unrealized gain on investment transactions	1.42
Total from investment operations	<u>1.54</u>
Net asset value at January 31, 2010	<u>\$ 10.23</u>

**Time-weighted Total Return \*** 17.8%

#### Supplemental Data:

Net assets, end of period (\$000's)	\$ 1,879,080
Ratio to average net assets:	
Expenses **	0.12%
Net investment income **	2.02%
Portfolio turnover rate	68.39%

\* Return data is net of fees for the fiscal year-to-date and is not annualized

\*\* All ratios are for the fiscal year-to-date annualized

# Large Cap Domestic Equity Pool

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## Notes to Financial Statements - Unaudited

### NOTE 7. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at January 31, 2010.

<u>Participant</u>	<u>Account Value</u>
Teachers' Retirement System	\$ 837,893,765
Public Employees' Retirement System	766,773,900
State Police Death, Disability and Retirement Fund	84,262,250
Revenue Shortfall Reserve Fund B	33,885,585
Workers' Compensation Old Fund	32,587,653
Judges' Retirement System	21,070,773
Coal Workers' Pneumoconiosis Fund	20,403,964
Prepaid Tuition Trust Fund	18,818,622
Deputy Sheriff's Retirement System	18,628,919
State Police Retirement System	10,318,512
Board of Risk and Insurance Management	9,800,834
Public Employees' Insurance Agency	7,988,368
Wildlife Endowment Fund	7,450,506
Retiree Health Benefit Trust	4,621,797
Emergency Medical Services Retirement System	4,574,444
Total	<u>\$ 1,879,079,892</u>



**Financial Statements - Unaudited**

**January 31, 2010**



# Non-Large Cap Domestic Equity Pool

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## Financial Statements - Unaudited January 31, 2010

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# Non-Large Cap Domestic Equity Pool

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## Statement of Assets and Liabilities - Unaudited

January 31, 2010

(Amounts in thousands, except unit data)

### Assets

Investment securities at fair value	\$	351,956
Collateral for securities loaned at fair value (Note 4)		73,421
Receivables:		
Investments sold		6,512
Dividends		128
Securities lending income		12
		<u>12</u>
<b>Total assets</b>		<b>432,029</b>

### Liabilities

Accrued expenses		654
Payable for investments purchased		864
Payable upon return of securities loaned (Note 4)		75,889
		<u>75,889</u>
<b>Total liabilities</b>		<b>77,407</b>
<b>Net assets</b>	<b>\$</b>	<b><u>354,622</u></b>

### Analysis of net assets

Paid-in capital	\$	349,301
Accumulated undistributed net investment income		18,968
Accumulated undistributed net realized loss from investments		(38,235)
Accumulated undistributed net realized loss from foreign currency transactions		(506)
Unrealized net appreciation of investments		25,094
		<u>25,094</u>
<b>Net assets</b>	<b>\$</b>	<b><u>354,622</u></b>

### Unit data

Units outstanding		28,865,048
Net asset value, unit price	\$	<u>12.29</u>

See accompanying notes to financial statements.

# Non-Large Cap Domestic Equity Pool

## Schedule of Investments in Securities - Unaudited January 31, 2010

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
<b>Equity Securities</b>			
<i>Basic Materials</i>			
Bemis Company Inc	68,200	\$ 1,672	\$ 1,914
Cabot Corporation	55,400	1,156	1,428
Celanese Corp	102,200	2,324	2,974
CONSOL Energy Inc	84,900	2,397	3,957
Crown Holdings Inc	122,700	2,792	2,921
Fuller HB Company	77,500	1,646	1,552
Innophos Holdings Inc	31,900	773	624
Lubrizol Corporation	22,200	1,128	1,636
Massey Energy Company	188,600	4,302	7,265
Minerals Technology Inc	21,300	1,128	1,018
NewMarket Corporation	13,400	880	1,209
OM Group Inc	30,200	553	985
Schulman A Inc	64,100	1,383	1,444
Stepan Co	12,800	772	749
<i>Total Basic Materials - 8.4%</i>		22,906	29,676
<i>Capital Goods</i>			
Alaska Air Group Inc	37,300	1,086	1,169
Alliant Techsystems Inc	15,200	1,208	1,200
Ametek Inc	82,200	2,383	2,995
Apogee Enterprises Inc	73,200	845	1,007
BE Aerospace Inc	212,275	3,953	4,761
Chart Industries Inc	39,600	818	639
Crane Company	64,300	1,739	1,962
Drew Industries	62,700	1,308	1,166
Dycom Industries Inc	112,200	789	917
Enpro Industries, Inc.	35,300	764	860
Gardner Denver Inc	44,400	972	1,769
Genco Shipping & Trading Ltd	50,700	1,062	971
Hewitt Associates Inc	20,000	772	790
IDEX Corporation	110,650	2,874	3,123
ITT Educational Services Inc	7,600	816	736
Joy Global Inc	40,550	980	1,855
Kaiser Aluminum Corp	24,000	840	844
KBR Inc	93,900	1,903	1,759
L B Foster Company	20,400	619	550
Landstar System Inc	69,550	2,625	2,524
Lennox International Inc	22,800	832	871
Oshkosh Truck Corporation	43,400	1,545	1,565
Owens Corning Inc	10,800	177	278
Republic Airways Holdings Inc	110,500	2,393	540
SkyWest Inc	54,500	1,372	797
SPX Corporation	23,500	1,061	1,279
Teletech Holdings Inc	56,100	944	1,068
Toro Company	25,000	703	974
Walter Industries Inc	11,300	671	734
Waste Connections Inc	54,300	1,691	1,747
WESCO International Inc	152,000	4,975	4,213
<i>Total Capital Goods - 12.9%</i>		44,720	45,663
<i>Communication Services</i>			
NII Holdings Inc	100,100	1,981	3,277
Telephone & Data Systems	60,700	1,648	1,915
<i>Total Communication Services - 1.5%</i>		3,629	5,192
<i>Consumer Discretionary</i>			
American Eagle Outfitters Inc	199,633	2,145	3,172
American Greetings Corp	69,100	1,621	1,277
ATC Technology Corporation	52,900	830	1,157
Bob Evans Farms Inc	43,800	1,277	1,222
Cash America International Inc	41,400	1,399	1,556
Citrip.com International Ltd	78,000	1,902	2,441

See accompanying notes to financial statements.

# Non-Large Cap Domestic Equity Pool

## Schedule of Investments in Securities - Unaudited (Continued)

January 31, 2010

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Darling International Inc	125,500	1,839	978
Deckers Outdoor Corporation	11,400	676	1,119
DeVry Inc	46,400	2,429	2,833
Dillard's Inc	67,900	634	1,124
Discovery Communications Inc	72,700	1,376	2,156
Finish Line Inc	106,700	1,270	1,183
Gentex Corporation	99,000	1,796	1,898
Helen of Troy Ltd	60,700	1,252	1,431
Hibbett Sports Inc	120,600	2,241	2,559
Jones Apparel Group Inc	87,900	1,492	1,269
Meredith Corp	43,600	1,484	1,351
Navigant Consulting Inc	185,400	3,001	2,514
NetFlix.com Inc	18,000	481	1,121
O'Reilly Automotive Inc	65,300	1,911	2,468
Rent-A-Center Inc	54,500	983	1,090
Scholastic Corporation	47,200	1,092	1,411
Scientific Games Corporation	141,200	2,239	1,988
Stage Stores Inc	57,100	697	738
Steven Madden Ltd	20,000	515	803
WABCO Holdings Inc	28,600	753	739
<i>Total Consumer Discretionary - 11.7%</i>		37,335	41,598
<i>Consumer Staples</i>			
BJ's Wholesale Club Inc	21,400	607	723
Church & Dwight Company Inc	49,550	2,526	2,987
Fresh Del Monte Produce Inc	33,200	720	675
Lancaster Colony Corp	24,300	950	1,326
Ralcorp Holdings Inc	52,650	3,252	3,254
<i>Total Consumer Staples - 2.5%</i>		8,055	8,965
<i>Energy</i>			
Cal Drive International Inc	100,900	943	710
Contango Oil & Gas	27,800	1,262	1,355
CVR Energy Inc	115,900	1,386	930
Denbury Resources Inc	214,900	2,311	2,912
EnSCO International PLC	85,350	3,098	3,331
Exterran Holdings Inc	211,400	6,715	4,287
Getty Realty Corporation	40,600	1,034	876
Hercules Offshore Inc	256,000	874	998
Holly Corporation	46,800	1,041	1,221
Oil States International Inc	34,800	836	1,282
Overseas Shipholding Group Inc	15,100	764	674
Patterson-UTI Energy Inc	83,300	1,686	1,279
Southern Union Company	33,100	760	730
Sunoco Inc	33,500	976	841
<i>Total Energy - 6.0%</i>		23,686	21,426
<i>Financial Services</i>			
American Financial Group	70,000	1,741	1,737
American Physicians Capital	26,533	752	737
Assurant Inc	47,100	1,200	1,480
Axis Capital Hldgs Ltd	59,900	2,121	1,725
Banco Latinoamericano Export	102,700	1,936	1,454
Bank of the Ozarks Inc	49,100	1,186	1,455
BOK Financial Corporation	15,600	640	740
City Holding Company	33,800	1,274	1,062
Delphi Financial Group Inc	54,800	1,000	1,110
DuPont Fabros Technology Inc	48,500	511	806
Endurance Specialty Hldg Ltd	45,300	1,676	1,632
EZCORP Inc	49,900	898	906
Federated Investors Inc	54,600	1,055	1,386
First Cash Financial Services	49,700	774	1,135
First Horizon National Corp	250,785	3,014	3,248

See accompanying notes to financial statements.

# Non-Large Cap Domestic Equity Pool

## Schedule of Investments in Securities - Unaudited (Continued)

January 31, 2010

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
FPIC Insurance Group Inc	25,000	908	949
GFI Group Inc	107,700	770	524
HCC Insurance Holdings Inc	25,300	641	686
Horace Mann Educators Corp	9,400	100	113
HRPT Properties Trust	216,300	1,275	1,443
Infinity Property & Casualty	36,300	1,471	1,440
International Bancshares Corp	79,900	1,207	1,665
Jones Lang LaSalle Inc	31,000	1,735	1,767
LTC Properties Inc.	51,200	1,114	1,299
Max Re Capital Ltd	19,300	428	435
Mercury General Corp	39,100	1,501	1,494
Montpelier Re Hldgs Ltd	105,600	1,651	1,784
National Financial Partners	144,500	1,244	1,221
National Health Investors Inc	45,900	1,445	1,562
Net 1 UEPS Technologies Inc	62,200	1,182	1,112
NewAlliance Bancshares Inc	113,000	1,678	1,315
Ocwen Financial Corporation	104,300	1,026	955
optionsXpress Holdings Inc	68,200	1,830	979
Oriental Financial Group Inc	113,800	2,042	1,295
Park National Corporation	20,800	959	1,140
Platinum Underwriters Hldg Ltd	42,000	1,367	1,523
ProAssurance Corporation	18,300	970	929
PS Business Parks Inc	14,500	674	694
Republic Bancorp Inc	38,600	712	641
Safety Insurance Group Inc	38,500	1,551	1,348
SEI Investments Company	39,300	768	696
Selective Insurance Group Inc	43,000	675	665
StanCorp Financial Group Inc	18,200	945	782
Taubman Centers Inc	55,400	1,472	1,754
Unitrin Inc	72,100	1,203	1,565
Waddell & Reed Financial Inc	100,600	2,177	3,152
World Acceptance Corporation	37,100	1,090	1,498
<i>Total Financial Services - 16.6%</i>		57,589	59,038
<i>Health Care</i>			
Alexion Pharmaceuticals Inc	136,288	3,653	6,320
AMN Healthcare Srvc Inc	100,600	1,717	875
Charles River Laboratories	69,000	2,670	2,507
DaVita Inc	72,200	3,336	4,315
Elan Corporation PLC	402,500	3,338	2,999
Health Net Inc	84,200	1,284	2,043
Healthspring Inc	83,500	1,124	1,452
Herbalife Ltd	35,300	1,401	1,371
Hill-Rom Holdings Inc	74,700	1,714	1,746
IDEXX Laboratories Inc	77,400	2,590	4,063
Illumina Inc	48,950	1,710	1,796
Invacare Corp	49,900	766	1,249
Life Technologies Corp	69,500	2,002	3,455
Magellan Health Services Inc	35,600	1,174	1,407
Mednax Inc	35,800	1,483	2,036
OSI Pharmaceuticals Inc	110,650	3,549	3,786
Santarus Inc	275,000	1,851	1,291
Shire PLC	90,600	4,544	5,400
Skilled Healthcare Group Inc	152,800	1,272	999
Wellcare Health Plans Inc	41,200	962	1,285
<i>Total Health Care - 14.2%</i>		42,140	50,395
<i>Technology</i>			
Alliance Data Systems Corp	42,100	2,809	2,503
Altera Corporation	87,400	1,922	1,863
Amkor Technology Inc	156,800	635	892
Arrow Electronics Inc	26,500	765	696
Avnet Inc	39,200	793	1,036
BMC Software Inc	73,200	2,480	2,828

See accompanying notes to financial statements.

# Non-Large Cap Domestic Equity Pool

## Schedule of Investments in Securities - Unaudited (Continued)

January 31, 2010

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Brocade Communications Systems	251,800	1,876	1,730
Celestica Inc	110,800	666	1,090
Check Point Software	144,900	3,388	4,634
Citrix Systems Inc	44,200	1,304	1,837
Comverse Technology Inc	299,700	3,662	2,847
DynCorp International Inc	84,800	1,099	1,018
EarthLink Inc	169,400	1,396	1,374
Ingram Micro Inc	105,600	1,628	1,785
Insight Enterprises Inc	40,800	659	469
Integrated Device Technology	226,500	1,492	1,284
Jabil Circuit Inc	107,200	1,344	1,552
John Bean Technologies Corp	39,100	725	645
Lexmark International Inc	26,400	465	681
LSI Logic Corporation	478,300	2,710	2,387
Maxim Integrated Products Inc	92,150	1,354	1,611
Mettler-Toledo International	55,800	4,939	5,439
MicroStrategy Incorporated	8,000	710	750
MSCI Inc	53,750	978	1,589
Netgear Inc	36,800	675	760
Novellus Systems Inc	122,750	2,399	2,565
Nuance Communications Inc	296,100	4,450	4,447
Plantronics Inc	31,800	749	840
Polycom Inc	117,450	2,111	2,634
Salesforce.com Inc	34,750	1,074	2,208
Tech Data Corporation	41,200	1,332	1,679
USA Mobility Inc	81,000	1,970	842
ValueClick, Inc	134,000	1,136	1,240
VeriFone Holdings Inc	157,500	1,490	2,802
VeriSign Inc	120,600	3,108	2,763
Wright Express Corp	28,400	657	834
Zebra Technologies Corp	32,400	560	846
<i>Total Technology - 18.9%</i>		61,510	67,000
<i>Utilities</i>			
AGL Resources Inc	22,200	757	783
Alliant Energy Corp	66,200	1,915	2,065
DPL Inc	41,900	1,156	1,125
Energen Corporation	46,500	1,338	2,044
MDU Resources Group Inc	38,000	807	837
Mirant Corporation	123,100	2,169	1,732
National Fuel Gas Company	21,400	611	1,004
NeuStar Inc	31,300	602	703
NorthWestern Corporation	45,000	1,188	1,100
NV Energy Inc	125,500	1,937	1,446
OGE Energy Corp	46,400	1,537	1,681
ONEOK Inc	27,300	1,371	1,152
PNM Resources	80,300	1,039	934
<i>Total Utilities - 4.7%</i>		16,427	16,606
Total Equity Securities - 97.4%		317,997	345,559
<b><u>Short-term Issues</u></b>			
Dreyfus Cash Management Institutional Fund - 1.8%	6,397,048	6,397	6,397
Total Investment Securities - 99.2%		\$ 324,394	\$ 351,956

See accompanying notes to financial statements.



## Non-Large Cap Domestic Equity Pool

### Statement of Operations - Unaudited

Period Ended January 31, 2010\*

*(Amounts in thousands)*

	Month	Year To Date
<b>Investment income</b>		
Dividends, net of foreign withholding taxes	\$ 176	\$ 1,978
Securities lending	16	160
Shareholder litigation proceeds	-	97
Commission recapture	10	97
<b>Total investment income</b>	202	2,332
<b>Expenses</b>		
Investment advisor fees	(172)	96
Trustee fees	-	(1)
Custodian bank fees	(1)	(13)
Management fees	(9)	(85)
Fiduciary bond fees	-	(1)
Professional service fees	(2)	(17)
Securities lending agent fees	(3)	(38)
Securities lending borrower rebates	(1)	29
<b>Total expenses</b>	(188)	(30)
<b>Investment income, net</b>	14	2,302
<b>Realized and unrealized gain (loss) from investments</b>		
Net realized gain from investments	4,669	10,879
Net increase (decrease) in the fair value of investments	(18,718)	50,990
<b>Net gain (loss) from investments</b>	(14,049)	61,869
<b>Net increase (decrease) in net assets from operations</b>	\$ (14,035)	\$ 64,171

*\*The WVIMB operates on a fiscal year beginning on July 1. The "year to date" information is for the period July 1 through the month listed. See accompanying notes to financial statements.*

## Non-Large Cap Domestic Equity Pool

**Statement of Changes in Net Assets - Unaudited**  
**Period Ended January 31, 2010\***  
*(Amounts in thousands, except unit data)*

	<b>Month</b>	<b>Year To Date</b>
<b>Operations</b>		
Investment income, net	\$ 14	\$ 2,302
Net realized gain from investments	4,669	10,879
Net increase (decrease) in the fair value of investments	(18,718)	50,990
<b>Net increase (decrease) in net assets from operations</b>	(14,035)	64,171
<b>Unit transactions</b>		
Proceeds from sale of units	184	22,185
Amount paid for repurchase of units	(132)	(44,198)
<b>Net increase (decrease) in net assets from unit transactions</b>	52	(22,013)
<b>Increase (decrease) in net assets</b>	(13,983)	42,158
Net assets, beginning of period	368,605	312,464
<b>Net assets, end of period</b>	\$ 354,622	\$ 354,622
<b>Unit data</b>		
Units sold	14,406	2,003,595
Units repurchased	(10,353)	(3,824,033)
<b>Net increase (decrease) in units</b>	4,053	(1,820,438)

*\*The WVIMB operates on a fiscal year beginning on July 1. The "year to date" information is for the period July 1 through the month listed. See accompanying notes to financial statements.*

# Non-Large Cap Domestic Equity Pool

## Notes to Financial Statements - Unaudited

### NOTE 1. DESCRIPTION OF THE ENTITY

The West Virginia Investment Management Board (IMB) was organized on April 25, 1997, as a public corporation created by *West Virginia Code §12-6-1* to provide prudent fiscal administration and investment management services to designated State pension funds, the State's Workers' Compensation and Coal Workers' Pneumoconiosis funds, and certain other State government funds.

A Board of Trustees, consisting of thirteen members, governs the IMB. The Governor, the State Auditor and the State Treasurer are ex officio members of the Board of Trustees. The Governor appoints all other Trustees for a term of six years.

The IMB operates on a fiscal year beginning July 1 and ending June 30.

The accompanying financial statements reflect only the investments and investment-related operations of the IMB's Non-Large Cap Domestic Equity Pool (Pool). They do not reflect activity of the other investment pools under the control of the IMB or the Administrative Fund of the IMB, or any other assets or liabilities, or restrictions thereon, or the various investment pool participants. Accordingly, these financial statements are not intended to and do not present the comprehensive financial position and operations of the IMB or any of the investment pool participants.

These financial statements have been prepared on a basis of accounting following U.S. generally accepted accounting principles (GAAP) established by the Financial Accounting Standards Board (FASB) and the American Institute of Certified Public Accountants applicable to investment companies, which is a comprehensive basis of accounting other than GAAP for state and local governments established by the Government Accounting Standards Board. The IMB has selected this basis of accounting because it believes that the disclosures required for investment companies better reflect the purpose and operations of the Pool.

A summary of the differences between financial statements prepared in accordance with GAAP for investment companies and GAAP for state and local governments are as follows:

	Investment Company GAAP	State and Local GAAP
Management Discussion and Analysis	Not required	Required
Schedule of Investments in Securities	Required	Not required
Statement of Operations	Required	Not required
Investment Risk Disclosures	Not required	Required
Financial Highlights	Required	Not required

There are no differences in the reported amounts of assets, liabilities, net assets, investment operations, distributions, or unit transactions between GAAP for investment companies and GAAP for state and local governments.

The Pool invests in the equities of small- to mid-sized companies and its objective is to exceed, net of external investment management fees, the Russell 2500 Index over three- to five-year periods. Assets are managed by Aronson + Johnson + Ortiz, LP and Westfield Capital Management.

### NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

**Basis of Accounting** - The IMB invests funds of the State and its component units, all of which are government entities. Investments are carried at fair value, which is determined by a third party pricing service based on asset portfolio pricing models and other sources. Commissions on the purchases of securities by the IMB are a component of the security price quoted by the seller and are included in the investment cost.

**Security Loans** - The IMB, through its agent, the Bank of New York Mellon, loans securities to various brokers on a temporary basis. Each transaction for U.S. securities is secured by initial collateral of at least 102 percent of the market value of the securities loaned. Cash collateral received is invested in the Mellon GSL Reinvestment Trust. The IMB receives

# Non-Large Cap Domestic Equity Pool

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## Notes to Financial Statements - Unaudited

### NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

compensation in the form of loan premium fees and income from the investment of the cash collateral. Expenses related to the lending of securities are rebates paid by the lending agent to brokers and the lending agent's fees for its services. The income earned by the IMB is reported in the Statement of Operations as securities lending income. The agent fees and broker rebates are reported as expenses, and unrealized gains or losses resulting from changes in the value of the investment of cash collateral are reported as part of the net increase or decrease in the fair value of investments. The IMB also continues to receive interest or dividends on the securities loaned. Gains or losses in the fair value of the securities loaned that may occur during the term of the loans are reflected in the Statement of Operations.

**Investment Transactions** - Investment transactions are accounted for on a trade date basis.

**Use of Estimates** - The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

**Investment Gains and Losses** - Gains and losses on the sale of investment securities are recognized at the time of sale by the average cost method. The calculation of realized gains and losses is independent of the calculation of the net increase or decrease in the fair value of investments. Realized gains and losses on investments held in more than one fiscal year and sold in the current year may have been recognized as an increase or decrease in the fair value of investments reported in the prior year.

**Interest Income** - Interest income is recognized as earned on the accrual method.

**Dividend Income** - Dividend income is recognized on the ex-dividend date.

**Distributions to Participants** - The Pool does not routinely distribute dividends of net investment income or capital gains.

**Expenses** - The IMB's Trustees adopt an annual budget and fee schedule for services to be provided to all of the investment pools under its management. Each investment pool is charged for its direct investment-related cost and for its allocated share of other expenses. These other expenses are allocated to the individual pools based on asset size. The IMB pays all expenses on behalf of the Pool.

**Income Taxes** - The IMB is a public corporation organized under laws of the State of West Virginia and exempt from federal and state taxation. Accordingly, the financial statements have been prepared recognizing that the IMB is not subject to federal or state income taxes.

### NOTE 3. FAIR VALUE MEASUREMENTS

FAS 157 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The IMB adopted FAS 157 for fiscal year 2009.

Fair value of an investment is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., the exit price).

FAS 157 established a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical financial instruments (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FAS 157 are:

Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities at the reporting date.

# Non-Large Cap Domestic Equity Pool

## Notes to Financial Statements - Unaudited

### NOTE 3. FAIR VALUE MEASUREMENTS (Continued)

Level 2 Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not considered active; observable inputs other than observable quoted prices for the asset or liability; or inputs derived principally from or corroborated by observable market data.

Level 3 Unobservable pricing inputs for assets and liabilities.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an investment's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the investment.

The table below summarizes the valuation of the investment securities in accordance with FAS 157 fair value hierarchy levels as of January 31, 2010:

	Level I	Level II	Level III	Total
Equity Securities	\$ 345,558,531	\$ -	\$ -	\$ 345,558,531
Regulated Investment Companies	-	6,397,048	-	6,397,048
Securities Lending Collateral Funds	-	73,421,083	-	73,421,083
Total	<u>\$ 345,558,531</u>	<u>\$ 79,818,131</u>	<u>\$ -</u>	<u>\$ 425,376,662</u>

### NOTE 4. SECURITIES LENDING

At January 31, 2010, the fair value of securities on loan is \$73,942,767, initial collateral received is \$75,889,401, and the fair value of reinvested collateral held is \$73,421,083. All of the collateral was received as cash and is invested in the Mellon GSL DBT II Collateral Fund (Collateral Fund), the Mellon SL DBT II Liquidating Fund (Liquidating Fund), and the Mellon GSL DBT II Liquidating Trust (Liquidating Trust).

In early November 2008, the IMB was notified that certain securities issued by Sigma Finance, Inc. (Sigma) were transferred from the Mellon GSL DBT II Collateral Fund on October 1, 2008, to the Liquidating Trust. Units of the Liquidating Trust were transferred to the IMB's securities lending cash collateral account. For all of the IMB investment pools that participate in the securities lending program, the value of the units in the Liquidating Trust on an amortized cost basis was \$10,973,960 as calculated by the IMB's proportionate interest in the Mellon GSL DBT II Collateral Fund as of the close of business on September 30, 2008. Sigma was subsequently placed into receivership and the IMB is exposed to a potential loss of the full value of the Sigma investment. In October, the IMB recorded a reserve for these potential losses in each investment pool in proportion to its participation in the securities lending program at September 30, 2008. The reserve recorded for the Pool is \$2,247,392.

Effective April 20, 2009, the assets of the Collateral Fund with maturities greater than one day were transferred to the Liquidating Fund. As securities mature in the Liquidating Fund, the proceeds are transferred to the Collateral Fund. The combined value of the holdings in the Collateral Fund and the Liquidating Fund is used to determine the fair value of reinvested collateral.

Additionally, the distribution of securities lending income has been restricted beginning October 1, 2008. The restriction will remain in place until the actual loss on Sigma is realized. At January 31, 2010, the accumulated undistributed securities lending income is \$814,518.

# Non-Large Cap Domestic Equity Pool

## Notes to Financial Statements - Unaudited

### NOTE 5. FINANCIAL HIGHLIGHTS

<b>Per Unit Operating Performance:</b>	
Net asset value at June 30, 2009	\$ 10.18
Income from investment operations:	
Net investment income	0.07
Net realized and unrealized gain on investment transactions	2.04
Total from investment operations	2.11
Net asset value at January 31, 2010	\$ 12.29
 <b>Time-weighted Total Return *</b>	 20.6%
 <b>Supplemental Data:</b>	
Net assets, end of period (\$000's)	\$ 354,622
Ratio to average net assets:	
Expenses **	0.01%
Net investment income **	1.10%
Portfolio turnover rate	43.84%

\* Return data is net of fees for the fiscal year-to-date and is not annualized

\*\* All ratios are for the fiscal year-to-date annualized

### NOTE 6. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at January 31, 2010.

<u>Participant</u>	<u>Account Value</u>
Teachers' Retirement System	\$ 157,181,504
Public Employees' Retirement System	145,908,474
State Police Death, Disability and Retirement Fund	16,131,211
Revenue Shortfall Reserve Fund B	6,353,494
Workers' Compensation Old Fund	5,422,460
Judges' Retirement System	4,028,394
Coal Workers' Pneumoconiosis Fund	3,891,272
Prepaid Tuition Trust Fund	3,726,341
Deputy Sheriff's Retirement System	3,535,866
State Police Retirement System	1,906,715
Board of Risk and Insurance Management	1,860,969
Public Employees' Insurance Agency	1,516,458
Wildlife Endowment Fund	1,415,177
Retiree Health Benefit Trust	876,159
Emergency Medical Services Retirement System	867,751
Total	\$ 354,622,245

**Financial Statements - Unaudited**

**January 31, 2010**





# International Qualified Pool

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## **Financial Statements - Unaudited January 31, 2010**

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# International Qualified Pool

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## Statement of Assets and Liabilities - Unaudited

January 31, 2010

(Amounts in thousands, except unit data)

### Assets

Investment securities at fair value	\$	711,925
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### Liabilities

Accrued expenses		<u>363</u>
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<b>Net assets</b>	<b>\$</b>	<b><u>711,562</u></b>
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### Analysis of net assets

Paid-in capital	\$	379,042
Accumulated undistributed net investment loss		(20,950)
Accumulated undistributed net realized gain from investments		20,706
Unrealized net appreciation of investments		<u>332,764</u>

<b>Net assets</b>	<b>\$</b>	<b><u>711,562</u></b>
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### Unit data

Units outstanding		20,606,670
Net asset value, unit price	\$	<u>34.53</u>

See accompanying notes to financial statements.

# International Qualified Pool

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## Schedule of Investments in Securities - Unaudited

January 31, 2010

(Amounts in thousands, except share data)

<u>Security Name</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<b><u>Investments in Other Funds</u></b>			
Silchester International Value Equity Group Trust	1,231,091.080	\$ 379,161	\$ 711,925
Investment Objective - To achieve desired exposure to equity securities of companies ordinarily incorporated in countries other than the United States.			
Redemption Provisions - Monthly on the first business day.			
Total Investments in Other Funds - 100.1%		\$ 379,161	\$ 711,925

See accompanying notes to financial statements.

## International Qualified Pool

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**Statement of Operations - Unaudited**  
**Period Ended January 31, 2010\***  
*(Amounts in thousands)*

	<u>Month</u>	<u>Year To Date</u>
<b>Investment income</b>	\$ -	\$ -
<b>Expenses</b>		
Investment advisor fees	(310)	(2,131)
Trustee fee	(1)	(3)
Management fees	(18)	(165)
Fiduciary bond fees	-	(2)
Professional service fees	(5)	(34)
	<u>(334)</u>	<u>(2,335)</u>
<b>Total expenses</b>	<u>(334)</u>	<u>(2,335)</u>
<b>Investment loss, net</b>	(334)	(2,335)
<b>Realized and unrealized gain (loss) from investments</b>		
Net realized gain from investments	147	930
Net increase (decrease) in the fair value of investments	(4,841)	100,411
	<u>(4,694)</u>	<u>101,341</u>
<b>Net gain (loss) from investments</b>	<u>(4,694)</u>	<u>101,341</u>
<b>Net increase (decrease) in net assets from operations</b>	<u>\$ (5,028)</u>	<u>\$ 99,006</u>

*\*The WVIMB operates on a fiscal year beginning on July 1. The "year to date" information is for the period July 1 through the month listed. See accompanying notes to financial statements.*

## International Qualified Pool

**Statement of Changes in Net Assets - Unaudited**  
**Period Ended January 31, 2010\***  
*(Amounts in thousands, except unit data)*

	<b>Month</b>	<b>Year To Date</b>
<b>Operations</b>		
Investment loss, net	\$ (334)	\$ (2,335)
Net realized gain from investments	147	930
Net increase (decrease) in the fair value of investments	(4,841)	100,411
<b>Net increase (decrease) in net assets from operations</b>	(5,028)	99,006
<b>Unit transactions</b>		
Proceeds from sale of units	30	6,111
Amount paid for repurchase of units	1	(5,937)
<b>Net increase in net assets from unit transactions</b>	31	174
<b>Increase (decrease) in net assets</b>	(4,997)	99,180
Net assets, beginning of period	716,559	612,382
<b>Net assets, end of period</b>	\$ 711,562	\$ 711,562
<b>Unit data</b>		
Units sold	876	182,335
Units repurchased	-	(177,162)
<b>Net increase in units</b>	876	5,173

*\*The WVIMB operates on a fiscal year beginning on July 1. The "year to date" information is for the period July 1 through the month listed. See accompanying notes to financial statements.*

## International Qualified Pool

**Statement of Cash Flows - Unaudited**  
**Period Ended January 31, 2010\***  
*(Amounts in thousands)*

	<u>Month</u>	<u>Year To Date</u>
<b>Cash flows from operating activities</b>		
Net increase (decrease) in net assets from operations	\$ (5,028)	\$ 99,006
Adjustments to reconcile net increase (decrease) in net assets from operations to net cash provided by (used in) operating activities:		
Proceeds from disposition of investment securities	312	2,090
Net realized gain from investments	(147)	(930)
Increase (decrease) in accrued expenses	(9)	71
Net decrease (increase) in the fair value of investments	4,841	(100,411)
	<u>(31)</u>	<u>(174)</u>
<b>Cash flows from financing activities</b>		
Proceeds from units sold	30	6,111
Paid for repurchase of units	1	(5,937)
	<u>31</u>	<u>174</u>
	-	-
<b>Net change in cash</b>		
	-	-
<b>Cash</b>		
Beginning balance	-	-
Ending balance	<u>\$ -</u>	<u>\$ -</u>

\*The WVIMB operates on a fiscal year beginning on July 1. The "year to date" information is for the period July 1 through the month listed.  
See accompanying notes to financial statements.

# International Qualified Pool

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## Notes to Financial Statements - Unaudited

### NOTE 1. DESCRIPTION OF THE ENTITY

The West Virginia Investment Management Board (IMB) was organized on April 25, 1997, as a public corporation created by *West Virginia Code §12-6-1* to provide prudent fiscal administration and investment management services to designated State pension funds, the State's Workers' Compensation and Coal Workers' Pneumoconiosis funds, and certain other State government funds.

A Board of Trustees, consisting of thirteen members, governs the IMB. The Governor, the State Auditor and the State Treasurer are ex officio members of the Board of Trustees. The Governor appoints all other Trustees for a term of six years.

The IMB operates on a fiscal year beginning July 1 and ending June 30.

The accompanying financial statements reflect only the investments and investment related operations of the IMB's International Qualified Pool (Pool). They do not reflect activity of the other investment pools under the control of the IMB or the Administrative Fund of the IMB, or any other assets or liabilities, or restrictions thereon, or the various investment pool participants. Accordingly, these financial statements are not intended to and do not present the comprehensive financial position and operations of the IMB or any of the investment pool participants.

These financial statements have been prepared on a basis of accounting following U.S. generally accepted accounting principles (GAAP) established by the Financial Accounting Standards Board (FASB) and the American Institute of Certified Public Accountants applicable to investment companies, which is a comprehensive basis of accounting other than GAAP for state and local governments established by the Government Accounting Standards Board. The IMB has selected this basis of accounting because it believes that the disclosures required for investment companies better reflect the purpose and operations of the Pool.

A summary of the differences between financial statements prepared in accordance with GAAP for investment companies and GAAP for state and local governments are as follows:

	Investment Company GAAP	State and Local GAAP
Management Discussion and Analysis	Not required	Required
Schedule of Investments in Securities	Required	Not required
Statement of Operations	Required	Not required
Investment Risk Disclosures	Not required	Required
Financial Highlights	Required	Not required

There are no differences in the reported amounts of assets, liabilities, net assets, investment operations, distributions, or unit transactions between GAAP for investment companies and GAAP for state and local governments.

Funds are invested in Silchester International Investors' Value Equity Group Trust. The Pool is expected to produce investment returns that exceed the Morgan Stanley Capital International's Europe Australasia Far East (EAFE) index by 200 basis points on an annualized basis over three to five-year periods, net of external investment management fees. Only "qualified participants" (as defined by the *Internal Revenue Code*) may invest in the Pool.

### NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

**Basis of Accounting** - The IMB invests funds of the State and its component units, all of which are government entities. Investments in other funds are valued at the reported unit values of the individual funds as provided by fund's management.

**Investment Transactions** - Investment transactions are accounted for on a trade date basis.

**Use of Estimates** - The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

# International Qualified Pool

## Notes to Financial Statements - Unaudited

### NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

**Investment Gains and Losses** - Gains and losses on the sale of investment securities are recognized at the time of sale by the average cost method. The calculation of realized gains and losses is independent of the calculation of the net increase or decrease in the fair value of investments. Realized gains and losses on investments held in more than one fiscal year and sold in the current year may have been recognized as an increase or decrease in the fair value of investments reported in the prior year.

**Distributions to Participants** - The Pool does not routinely distribute dividends of net investment income or capital gains.

**Expenses** - The IMB's Trustees adopt an annual budget and fee schedule for services to be provided to all of the investment pools under its management. Each investment pool is charged for its direct investment-related cost and for its allocated share of other expenses. These other expenses are allocated to the individual pools based on asset size. The IMB pays all expenses on behalf of the Pool.

**Income Taxes** - The IMB is a public corporation organized under laws of the State of West Virginia and exempt from federal and state taxation. Accordingly, the financial statements have been prepared recognizing that the IMB is not subject to federal or state income taxes.

### NOTE 3. FAIR VALUE MEASUREMENTS

FAS 157 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The IMB adopted FAS 157 for fiscal year 2009.

Fair value of an investment is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., the exit price).

FAS 157 established a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical financial instruments (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FAS 157 are:

Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities at the reporting date.

Level 2 Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not considered active; observable inputs other than observable quoted prices for the asset or liability; or inputs derived principally from or corroborated by observable market data.

Level 3 Unobservable pricing inputs for assets and liabilities.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an investment's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the investment.

The table below summarizes the valuation of the investment securities in accordance with FAS 157 fair value hierarchy levels as of January 31, 2010:

	Level I	Level II	Level III	Total
Investments in Other Funds	\$ -	\$ 711,925,224	\$ -	\$ 711,925,224



# International Qualified Pool

## Notes to Financial Statements - Unaudited

### NOTE 4. FINANCIAL HIGHLIGHTS

#### Per Unit Operating Performance:

Net asset value at June 30, 2009	\$	29.73
Income from investment operations:		
Net investment loss		(0.11)
Net realized and unrealized loss on investment transactions		4.91
Total from investment operations		4.80
Net asset value at January 31, 2010	\$	34.53

**Time-weighted Total Return \*** 16.2%

#### Supplemental Data:

Net assets, end of period (\$000's)	\$	711,562
Ratio to average net assets:		
Expenses **		0.58%
Net investment income **		-0.58%
Portfolio turnover rate		0.00%

\* Return data is net of fees for the fiscal year-to-date and is not annualized

\*\* All ratios are for the fiscal year-to-date annualized

### NOTE 5. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at January 31, 2010.

<u>Participant</u>	<u>Account Value</u>
Teachers' Retirement System	\$ 339,026,106
Public Employees' Retirement System	315,364,926
State Police Death, Disability and Retirement Fund	34,862,656
Judges' Retirement System	8,701,290
Deputy Sheriff's Retirement System	7,640,031
State Police Retirement System	4,119,736
Emergency Medical Services Retirement System	1,847,274
Total	\$ 711,562,019



**Financial Statements - Unaudited**

**January 31, 2010**



# International Nonqualified Pool

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## **Financial Statements - Unaudited January 31, 2010**

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# International Nonqualified Pool

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## Statement of Assets and Liabilities - Unaudited

January 31, 2010

(Amounts in thousands, except unit data)

### Assets

Investment securities at fair value	\$	55,162
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### Liabilities

Accrued expenses		<u>4</u>
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<b>Net assets</b>	<b>\$</b>	<b><u>55,158</u></b>
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### Net assets

Paid-in capital	\$	13,622
Accumulated undistributed net investment loss		(2,811)
Accumulated undistributed net realized gain from investments		27,580
Unrealized net appreciation of investments		<u>16,767</u>

<b>Net assets</b>	<b>\$</b>	<b><u>55,158</u></b>
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### Unit data

Units outstanding		1,707,664
Net asset value, unit price	\$	<u>32.30</u>

See accompanying notes to financial statements.

# International Nonqualified Pool

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## Schedule of Investments in Securities - Unaudited

January 31, 2010

(Amounts in thousands, except share data)

<u>Security Name</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<b>Investments in Other Funds</b>			
Silchester International Value Equity Trust	90,455,213	\$ 38,395	\$ 55,162
Investment Objective - To achieve desired exposure to equity securities of companies ordinarily incorporated in countries other than the United States.			
Redemption Provisions - Monthly on the first business day.			
Total Investments in Other Funds - 100.0%		\$ 38,395	\$ 55,162

See accompanying notes to financial statements.

## International Nonqualified Pool

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**Statement of Operations - Unaudited**  
**Period Ended January 31, 2010\***  
*(Amounts in thousands)*

	<u>Month</u>	<u>Year To Date</u>
<b>Investment income</b>	\$ -	\$ -
<b>Expenses</b>		
Investment advisor fees	(37)	(351)
Management fees	(1)	(21)
Professional service fees	-	(4)
	<u>(38)</u>	<u>(376)</u>
<b>Total expenses</b>	<u>(38)</u>	<u>(376)</u>
<b>Investment loss, net</b>	(38)	(376)
<b>Realized and unrealized gain (loss) from investments</b>		
Net realized gain from investments	11	17,987
Net decrease in the fair value of investments	(363)	(2,348)
	<u>(352)</u>	<u>15,639</u>
<b>Net gain (loss) from investments</b>	<u>(352)</u>	<u>15,639</u>
<b>Net increase (decrease) in net assets from operations</b>	<u>\$ (390)</u>	<u>\$ 15,263</u>

*\*The WVIMB operates on a fiscal year beginning on July 1. The "year to date" information is for the period July 1 through the month listed. See accompanying notes to financial statements.*



## International Nonqualified Pool

**Statement of Changes in Net Assets - Unaudited**  
**Period Ended January 31, 2010\***  
*(Amounts in thousands, except unit data)*

	<b>Month</b>	<b>Year To Date</b>
<b>Operations</b>		
Investment loss, net	\$ (38)	\$ (376)
Net realized gain from investments	11	17,987
Net decrease in the fair value of investments	(363)	(2,348)
<b>Net increase (decrease) in net assets from operations</b>	(390)	15,263
<b>Unit transactions</b>		
Proceeds from sale of units	305	602
Amount paid for repurchase of units	(302)	(61,949)
<b>Net increase (decrease) in net assets from unit transactions</b>	3	(61,347)
<b>Decrease in net assets</b>	(387)	(46,084)
Net assets, beginning of period	55,545	101,242
<b>Net assets, end of period</b>	\$ 55,158	\$ 55,158
<b>Unit data</b>		
Units sold	9,366	18,637
Units repurchased	(9,293)	(1,948,094)
<b>Net increase (decrease) in units</b>	73	(1,929,457)

*\*The WVIMB operates on a fiscal year beginning on July 1. The "year to date" information is for the period July 1 through the month listed. See accompanying notes to financial statements.*

## International Nonqualified Pool

**Statement of Cash Flows - Unaudited**  
**Period Ended January 31, 2010\***  
*(Amounts in thousands)*

	<b>Month</b>	<b>Year To Date</b>
<b>Cash flows from operating activities</b>		
Net increase (decrease) in net assets from operations	\$ (390)	\$ 15,263
Adjustments to reconcile net increase (decrease) in net assets from operations to net cash provided by (used in) operating activities:		
Proceeds from disposition of investment securities	36	61,723
Net realized gain from investments	(11)	(17,987)
Decrease in accrued expenses	(1)	-
Net decrease in the fair value of investments	363	2,348
<b>Net cash provided by (used in) operating activities</b>	(3)	61,347
<b>Cash flows from financing activities</b>		
Proceeds from units sold	305	602
Amount paid for repurchase of units	(302)	(61,949)
<b>Cash provided by (used in) financing activities</b>	3	(61,347)
<b>Net change in cash</b>	-	-
<b>Cash</b>		
Beginning balance	-	-
Ending balance	\$ -	\$ -

*\*The WVIMB operates on a fiscal year beginning on July 1. The "year to date" information is for the period July 1 through the month listed. See accompanying notes to financial statements.*

# International Nonqualified Pool

## Notes to Financial Statements - Unaudited

### NOTE 1. DESCRIPTION OF THE ENTITY

The West Virginia Investment Management Board (IMB) was organized on April 25, 1997, as a public corporation created by *West Virginia Code §12-6-1* to provide prudent fiscal administration and investment management services to designated State pension funds, the State's Workers' Compensation and Coal Workers' Pneumoconiosis funds, and certain other State government funds.

A Board of Trustees, consisting of thirteen members, governs the IMB. The Governor, the State Auditor and the State Treasurer are ex officio members of the Board of Trustees. The Governor appoints all other Trustees for a term of six years.

The IMB operates on a fiscal year beginning July 1 and ending June 30.

The accompanying financial statements reflect only the investments and investment related operations of the IMB's International Nonqualified Pool (Pool). They do not reflect activity of the other investment pools under the control of the IMB or the Administrative Fund of the IMB, or any other assets or liabilities, or restrictions thereon, or the various investment pool participants. Accordingly, these financial statements are not intended to and do not present the comprehensive financial position and operations of the IMB or any of the investment pool participants.

These financial statements have been prepared on a basis of accounting following U.S. generally accepted accounting principles (GAAP) established by the Financial Accounting Standards Board (FASB) and the American Institute of Certified Public Accountants applicable to investment companies, which is a comprehensive basis of accounting other than GAAP for state and local governments established by the Government Accounting Standards Board. The IMB has selected this basis of accounting because it believes that the disclosures required for investment companies better reflect the purpose and operations of the Pool.

A summary of the differences between financial statements prepared in accordance with GAAP for investment companies and GAAP for state and local governments are as follows:

	Investment Company GAAP	State and Local GAAP
Management Discussion and Analysis	Not required	Required
Schedule of Investments in Securities	Required	Not required
Statement of Operations	Required	Not required
Investment Risk Disclosures	Not required	Required
Financial Highlights	Required	Not required

There are no differences in the reported amounts of assets, liabilities, net assets, investment operations, distributions, or unit transactions between GAAP for investment companies and GAAP for state and local governments.

Funds are invested in Silchester International Investors' Value Equity Trust. The Pool is expected to produce investment returns that exceed the Morgan Stanley Capital International's EAFE index by 200 basis points on an annualized basis over three- to five-year periods, net of external investment management fees. The Pool exists for participants who are not "qualified" (as defined by the *Internal Revenue Code*).

### NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

**Basis of Accounting** - The IMB invests funds of the State and its component units, all of which are government entities. Investments in other funds are valued at the reported unit values of the individual funds as provided by fund's management.

**Investment Transactions** - Investment transactions are accounted for on a trade date basis.

**Use of Estimates** - The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

# International Nonqualified Pool

## Notes to Financial Statements - Unaudited

### NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

**Investment Gains and Losses** - Gains and losses on the sale of investment securities are recognized at the time of sale by the average cost method. The calculation of realized gains and losses is independent of the calculation of the net increase or decrease in the fair value of investments. Realized gains and losses on investments held in more than one fiscal year and sold in the current year may have been recognized as an increase or decrease in the fair value of investments reported in the prior year.

**Distributions to Participants** - The Pool does not routinely distribute dividends of net investment income or capital gains.

**Expenses** - The IMB's Trustees adopt an annual budget and fee schedule for services to be provided to all of the investment pools under its management. Each investment pool is charged for its direct investment-related cost and for its allocated share of other expenses. These other expenses are allocated to the individual pools based on asset size. The IMB pays all expenses on behalf of the Pool.

**Income Taxes** - The IMB is a public corporation organized under laws of the State of West Virginia and exempt from federal and state taxation. Accordingly, the financial statements have been prepared recognizing that the IMB is not subject to federal or state income taxes.

### NOTE 3. FAIR VALUE MEASUREMENTS

FAS 157 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The IMB adopted FAS 157 for fiscal year 2009.

Fair value of an investment is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., the exit price).

FAS 157 established a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical financial instruments (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FAS 157 are:

Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities at the reporting date.

Level 2 Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not considered active; observable inputs other than observable quoted prices for the asset or liability; or inputs derived principally from or corroborated by observable market data.

Level 3 Unobservable pricing inputs for assets and liabilities.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an investment's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the investment.

The table below summarizes the valuation of the investment securities in accordance with FAS 157 fair value hierarchy levels as of January 31, 2010:

	Level I	Level II	Level III	Total
Investments in Other Funds	\$ -	\$ 55,162,280	\$ -	\$ 55,162,280

# International Nonqualified Pool

## Notes to Financial Statements - Unaudited

### NOTE 4. FINANCIAL HIGHLIGHTS

#### Per Unit Operating Performance:

Net asset value at June 30, 2009	\$	27.84
Income from investment operations:		
Net investment loss		(0.13)
Net realized and unrealized loss on investment transactions		4.59
Total from investment operations		4.46
Net asset value at January 31, 2010	\$	32.30

**Time-weighted Total Return \*** 15.9%

#### Supplemental Data:

Net assets, end of period (\$000's)	\$	55,158
Ratio to average net assets:		
Expenses **		0.71%
Net investment income **		-0.71%
Portfolio turnover rate		0.00%

\* Return data is net of fees for the fiscal year-to-date and is not annualized

\*\* All ratios are for the fiscal year-to-date annualized

### NOTE 5. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at January 31, 2010.

<u>Participant</u>	<u>Account Value</u>
Revenue Shortfall Reserve Fund B	\$ 13,604,914
Workers' Compensation Old Fund	12,852,645
Coal Workers' Pneumoconiosis Fund	8,451,861
Prepaid Tuition Trust Fund	7,994,205
Board of Risk and Insurance Management	4,021,882
Public Employees' Insurance Agency	3,278,050
Wildlife Endowment Fund	3,060,054
Retiree Health Benefit Trust	1,894,541
Total	\$ 55,158,152



**Financial Statements - Unaudited**

**January 31, 2010**





# International Equity Pool

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**Financial Statements - Unaudited  
January 31, 2010**

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# International Equity Pool

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## Statement of Assets and Liabilities - Unaudited

January 31, 2010

(Amounts in thousands, except unit data)

### Assets

Investment securities at fair value	\$	1,536,748
Cash		(13)
Cash denominated in foreign currencies (cost \$5,865)		5,762
Collateral for securities loaned at fair value (Note 4)		106,756
Receivables:		
Investments sold		12,894
Dividends		2,585
Securities lending income		34
Foreign tax withholding		649
		<hr/>
<b>Total assets</b>		1,665,415

### Liabilities

Accrued expenses		1,712
Payable for investments purchased		9,707
Payable upon return of securities loaned (Note 4)		110,563
Unrealized loss on foreign currency exchange contracts (Note 5)		14
		<hr/>
<b>Total liabilities</b>		121,996
		<hr/>
<b>Net assets</b>	\$	1,543,419

### Analysis of net assets

Paid-in capital	\$	1,031,056
Accumulated undistributed net investment income		193,474
Accumulated undistributed net realized gain from investments		166,247
Accumulated undistributed net realized gain from foreign currency transactions		57,000
Unrealized net appreciation of investments		90,762
Unrealized net appreciation on translation of assets and liabilities in foreign currencies		4,880
		<hr/>
<b>Net assets</b>	\$	1,543,419

### Unit data

Units outstanding		82,583,564
Net asset value, unit price	\$	18.69

See accompanying notes to financial statements.

# International Equity Pool

## Schedule of Investments in Securities - Unaudited January 31, 2010

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
<b>Equity Securities</b>			
<i>Argentina</i>			
Grupo Clarin-GDR CL B Reg S	28,950	\$ 121	\$ 150
Telecom Argentina SA	144,998	2,066	2,442
<i>Total Argentina - 0.2%</i>		2,187	2,592
<i>Australia</i>			
Amcor Ltd	741,048	3,471	3,880
Australian Worldwide Explora	553,310	820	1,289
BlueScope Steel Ltd	1,000,400	3,920	2,330
Centennial Coal Company Ltd	489,766	540	1,589
Downer EDI Ltd	733,200	2,478	5,416
DUET Group	721,947	927	1,158
Goodman Fielder Ltd	2,216,200	3,417	3,073
John Fairfax Holdings Ltd	1,119,139	1,818	1,721
Macquarie Group Ltd	89,100	1,759	3,972
Metcash Ltd	510,100	1,900	1,927
OZ Minerals	1,828,288	1,884	1,731
Premier Investment Ltd	126,500	737	904
Qantas Airways Ltd	1,002,963	3,189	2,532
Sigma Pharmaceuticals Ltd	3,474,289	3,460	2,887
Southern Cross Media Group	944,500	3,110	1,553
Telstra Corporation Ltd	1,229,600	3,655	3,650
<i>Total Australia - 2.6%</i>		37,085	39,612
<i>Austria</i>			
Voestalpine AG - 0.2%	107,634	4,169	3,812
<i>Belgium</i>			
Agfa Gevaert NV	200,658	1,035	1,464
Barco NV	22,300	1,603	918
Bekaert NV	9,262	1,379	1,356
Delhaize Le Lion SA	49,000	3,343	3,855
D'leteren SA NV	2,810	1,288	1,214
KBC Groep NV	35,115	1,557	1,541
Solvay SA	39,400	3,990	3,927
Telenet Group Holding NV	51,417	882	1,488
Tessenderlo Chemie NV	65,300	2,990	2,090
<i>Total Belgium - 1.2%</i>		18,067	17,853
<i>Bermuda</i>			
China Green Holdings Ltd	989,086	885	1,183
China Yurun Food Group Ltd	47,000	103	132
Cosco Pacific Ltd	46,000	66	67
Credicorp Ltd	2,865	216	214
GOME Electrical Appliances	318,000	89	113
Hiscox Ltd	526,100	2,407	2,890
Huabao International Holdings	1,330,000	1,155	1,353
Nine Dragons Paper Holdings	67,000	122	95
Orient Overseas Int'l Ltd	225,600	733	1,548
Pacific Basin Shipping Ltd	1,498,831	1,261	1,117
Sinofert Holdings Ltd	86,000	40	50
Yue Yuen Industrial Holdings	2,356,000	4,748	7,342
<i>Total Bermuda - 1.0%</i>		11,825	16,104
<i>Brazil</i>			
AES Tiete SA	4,100	47	42
All America Latina Logistica	16,900	127	136
B2W Companhia Global do Varejo	2,260	63	46
Banco Bradesco SA	70,773	1,297	1,181
Banco do Brasil SA	21,300	370	320
Banco do Estado do Rio Grande	648,772	4,643	4,541
Banco Santander Brasil SA	23,365	302	281
BM&F Bovespa SA	51,907	365	353
BR Malls Participacoes	5,492	76	60

See accompanying notes to financial statements.

# International Equity Pool

## Schedule of Investments in Securities - Unaudited (Continued)

January 31, 2010

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Bradespar SA	9,600	178	199
Brasil Telecom SA	414,673	10,572	6,963
Braskem SA Pref A	2,191,545	13,831	15,528
BRF-Brasil Foods SA	11,784	358	337
Centrais Eletricas Brasileiras	797,790	8,001	15,575
CESP-Companhia Energetica	7,831	94	98
Cetrais Elect de Santa Catarin	155,600	4,108	3,027
CIA Brasileira de Meios de Pag	25,381	242	203
CIA Paranaense De Energia	2,202,619	5,292	8,643
Compahnia de Transmissao	1,400	39	35
Companhia Brasileira de Distri	3,100	89	105
Companhia de Bebidas das Amer	6,295	537	582
Companhia de Concessoes Rodov	8,400	160	181
Companhia de Saneamento	861,213	10,505	14,427
Companhia Energetica de Minas	14,525	223	243
Companhia Siderurgica Nacional	16,875	523	495
Cosan SA Industria e Comercio	5,264	57	60
CPFL Energia SA	3,700	66	72
Cyrela Brazil Realty SA	9,200	165	150
Duratex SA	9,100	66	79
EDP-Energias do Brasil SA	2,700	44	51
Eletropaulo Metropolitana SA	242,936	4,434	4,660
Empresa Brasileira	487,570	8,100	10,351
Fertilizantes Fosfatados SA	4,500	45	45
Fibria Celulose SA	6,947	109	127
Gafisa SA	4,739	79	62
Gerdau SA	32,610	435	425
GVT Holdings SA	3,931	98	118
Hypermarcas SA	5,592	60	65
Itau Unibanco Holding SA	85,822	1,731	1,653
Itausa - Investimentos Itau SA	87,200	516	523
JBS SA	16,126	84	80
Klabin SA	16,900	40	44
Localiza Rent A Car	5,057	57	53
Lojas Americanas SA	13,100	87	93
Lojas Renner SA	5,100	112	98
Marfrig Frigorificos e Comercian	6,222	64	75
Metalurgica Gerdau SA	12,300	208	206
MRV Engenharia e Participacoes	10,623	67	69
Natura Cosmeticos SA	7,800	140	141
Net Servicos de Comunicacao SA	7,352	87	86
OGX Petroleo e Gas Particiipac	54,000	448	485
PDG Realty SA	11,459	118	92
Petroleo Brasileiro SA	192,769	4,755	4,334
Porto Seguro SA	3,786	39	38
Redecard SA	400,428	4,439	5,638
Rossi Residencial SA	6,971	59	49
Souza Cruz SA	3,400	119	110
Suzano Papel e Celulose SA	5,600	55	61
Tam SA	3,100	74	57
Tele Norte Leste Participacoes	445,840	7,056	9,467
Telemar Norte Leste SA	1,200	38	35
TIM Participacoes SA	399,080	7,667	10,484
Tractebel Energia SA	5,800	70	63
Ultrapar Participacoes SA	3,100	127	138
Usinas Siderurgicas de Minas	16,000	409	424
Vale SA	148,289	3,331	3,555
Vivo Participacoes SA	287,343	4,173	8,047
<i>Total Brazil - 8.8%</i>		111,970	136,064
<i>Canada</i>			
Alimentation Couche-Tard Inc	352,300	4,992	6,659
ATCO Ltd	21,800	651	920
BCE Inc	40,443	894	1,043
Biovail Corporation	257,200	3,293	3,766

See accompanying notes to financial statements.

# International Equity Pool

## Schedule of Investments in Securities - Unaudited (Continued)

January 31, 2010

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Bombardier	1,078,600	3,495	5,102
Canadian Imperial Bank	79,900	4,731	4,792
Celestica Inc	597,200	3,867	5,851
China Railway Group Ltd	159,000	132	115
Fairfax Financial Holdings Inc	15,500	3,578	5,278
Laurentian Bank of Canada	83,174	2,496	2,969
Manitoba Telecom Services	120,600	4,695	3,831
National Bank of Canada	153,700	6,813	8,151
Transcontinental Inc	239,200	3,637	2,804
<i>Total Canada - 3.3%</i>		43,274	51,281
<i>Cayman Islands</i>			
Agile Property Holdings Ltd	70,000	87	88
Ajisen China Holdings Ltd	1,352,745	881	1,242
Alibaba.com Ltd	54,000	127	122
Belle International Holdings	163,000	166	185
Bosideng International Holding	21,424,000	1,959	4,248
China Dongxiang Group	95,000	63	62
China High Speed Transmission	36,000	74	72
China Mengniu Dairy Co	48,000	129	148
China Resources Land Ltd	86,000	199	156
China Zhongwang Holdings	68,000	67	71
Country Garden Holdings Co	172,000	65	56
Daphne International Holdings	1,466,000	1,140	1,114
Geely Automobile Holdings Ltd	150,000	44	67
Hengan International Group	28,000	173	188
Hidili Industry International	43,000	42	46
Kingboard Chemical Holdings	283,500	1,135	1,216
Renhe Commercial Holdings	324,000	64	69
Shimae Property Holdings	67,500	120	104
Shui On Land Ltd	116,500	69	56
Soho China Ltd	87,500	48	43
Want Want China Holdings Ltd	111,000	65	71
Xinao Gas Holdings Ltd	30,000	83	71
<i>Total Cayman Islands - 0.6%</i>		6,800	9,495
<i>Chile</i>			
Banco Santander Chile	3,397	187	210
Cencosud SA	4,367	184	231
Compania Cervecerias Unidas SA	1,908	66	74
Empresa Nacional de Electricidad	8,191	377	417
Enersis SA	19,564	352	449
Lan Airlines SA	10,165	134	168
Sociedad Quimica Minera Chile	6,761	253	246
Vina Concha Y Toro	1,819	77	84
<i>Total Chile - 0.1%</i>		1,630	1,879
<i>China</i>			
Anhui Conch Cement Co Ltd	18,000	121	100
Bank of China Ltd	23,005,000	8,045	11,109
Bank of Communications	248,000	298	252
Beijing Capital Intl Airport	78,000	50	44
China Bluechemical Ltd	68,000	37	44
China CITIC Bank	213,000	146	143
China Coal Energy Co	150,000	204	230
China Communication Services	74,000	40	38
China Communications Construction	181,000	198	169
China Construction Bank Corp	1,924,000	1,572	1,482
China Cosco Holdings Company	105,500	130	126
China Life Insurance Co	319,000	1,417	1,423
China Longyuan Power Group	62,000	88	77
China National Bldg Material	50,000	113	83
China Pacific Insurance Group	31,000	131	115
China Railway Construction Ltd	78,000	104	99
China Shipping Container Lines	142,000	52	54

See accompanying notes to financial statements.

# International Equity Pool

## Schedule of Investments in Securities - Unaudited (Continued)

January 31, 2010

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
China Shipping Development Co	56,000	75	89
China South Locomotive	81,000	47	54
China Telecom Corp Ltd	596,000	275	249
Dongfang Electric Corp Ltd	8,000	41	40
Dongfeng Motor Group Company	116,000	129	152
First Tractor Company Ltd	2,118,000	729	1,415
Guangzhou R&F Properties Corp	40,400	74	57
Huaneng Power International	130,000	85	73
Industrial & Comm Bank of China	1,956,000	1,496	1,436
Jiangsu Expressway Co Ltd	50,000	42	45
Metallurgical Corp of China	106,000	72	55
PetroChina Co Ltd	904,000	1,047	1,024
PICC Property & Casualty Co	102,000	72	93
Ping An Insurance Co	54,500	449	427
Shandong Weigao Gp Med Polymer	12,000	42	44
Shanghai Electric Group Co	118,000	56	52
Sichuan Xinhua Winshare	6,391,000	1,553	2,658
Sinopec Shanghai Petrochemical	98,000	40	34
Sinotrans Ltd	30,340,000	5,194	8,087
Tsingtao Brewery Company Ltd	14,000	54	70
Weichai Power Co Ltd	9,000	51	65
Yanzhou Coal Mining Company	1,480,000	2,380	2,943
Zijin Mining Group	172,000	172	141
ZTE Corporation	11,600	63	68
<i>Total China - 2.3%</i>		26,984	34,959
<i>Colombia</i>			
Bancolombia SA	51,097	1,831	2,202
Ecopetrol SA	19,729	545	481
<i>Total Colombia - 0.2%</i>		2,376	2,683
<i>Czech Republic</i>			
CEZ	6,818	357	334
Komerční Banka AS	642	129	130
Telefonica O2 Czech Republic	426,542	10,005	10,144
Unipetrol	140,000	2,184	1,057
<i>Total Czech Republic - 0.8%</i>		12,675	11,665
<i>Denmark</i>			
D/S Norden A/S	31,760	1,333	1,411
Danske Bank A/S	141,800	3,027	3,428
SimCorp A/S	10,449	1,151	1,878
<i>Total Denmark - 0.4%</i>		5,511	6,717
<i>Egypt</i>			
Commercial International Bank	12,451	131	136
Egyptian Company for Mobile	1,502	60	63
Egyptian Financial Group-Herme	11,650	66	67
Egyptian Kuwaiti Holding Co	30,568	73	64
Orascom Construction Industries	4,302	192	207
Orascom Telecom Holdings	132,862	147	135
Telecom Egypt	17,097	56	57
<i>Total Egypt - 0.0%</i>		725	729
<i>Finland</i>			
Elcoteq Network	3,519	65	6
Huhtamaki	224,400	2,469	3,026
TietoEnator Oyj	171,000	4,238	3,846
<i>Total Finland - 0.4%</i>		6,772	6,878
<i>France</i>			
April Group	49,097	1,712	1,513
Arkema	31,031	1,272	1,196
Axa	259,700	7,310	5,415
BioMerieux	10,442	911	1,152

See accompanying notes to financial statements.

# International Equity Pool

## Schedule of Investments in Securities - Unaudited (Continued)

January 31, 2010

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
BNP Paribas	58,900	4,720	4,269
Bull SA	364,558	861	1,753
Casino Guichard Perrachon SA	52,000	3,859	4,297
Credit Agricole SA	47,800	1,693	760
European Aeronautic Defence	439,300	6,178	8,671
France Telecom SA	210,000	6,791	4,853
Ispen SA	29,056	1,653	1,571
Metropole Television	53,255	1,267	1,426
Rallye SA	35,300	2,308	1,249
Rhodia SA	73,134	1,313	1,322
SA des Ciments Vicat	20,684	1,485	1,534
Sanofi-Synthelabo SA	175,200	11,939	13,053
SCOR SE	152,600	3,648	3,557
Total SA	143,200	10,475	8,370
Virbac SA	15,430	1,094	1,522
Vivendi Universal	284,900	9,739	7,465
<i>Total France - 4.9%</i>		80,228	74,948
<i>Germany</i>			
Allianz AG	67,400	9,038	7,532
BASF AG	118,600	5,065	6,762
Bijou Brigitte Accessoires AG	10,169	1,042	1,915
Deutsche Bank AG	44,900	4,484	2,770
Deutsche Lufthansa AG	172,200	4,568	2,781
E.On AG	267,200	8,100	9,898
Fuchs Petrolub AG	18,861	1,128	1,614
GEA Group AG	91,900	1,992	1,897
Hannover Rueckversicherung AG	29,552	1,079	1,370
Hochtief AG	14,616	927	1,098
Kontron AG	128,270	1,155	1,423
Krones AG	22,784	1,086	1,107
Leoni AG	43,004	585	971
Muenchener Rueckversicherungs	38,700	6,977	5,866
MUT Aero Engines Holding AG	94,800	3,636	4,948
Pfeiffer Vacuum Technology AG	20,598	1,089	1,712
Rhoen-Klinikum AG	57,628	1,097	1,420
RWE AG	43,700	3,725	3,904
Software AG	13,219	818	1,514
Suedzucker AG	124,631	1,882	2,910
ThyssenKrupp AG	146,200	3,770	4,696
TUI AG	143,819	1,286	1,333
<i>Total Germany - 4.5%</i>		64,529	69,441
<i>Greece</i>			
Alapis Holding Ind & Commerce	1,859,100	1,132	1,215
Alpha Bank AE	88,400	2,804	866
Hellenic Petroleum SA	67,538	941	838
Marfin Popular Bank Public Co	346,100	1,553	1,034
<i>Total Greece - 0.3%</i>		6,430	3,953
<i>Hong Kong</i>			
Air China Ltd	92,000	52	77
Aluminum Corp of China	170,000	185	172
Angang New Steel Company	46,000	86	80
Beijing Enterprises Holdings	22,000	123	153
BYD Company Ltd	22,000	188	161
Chaoda Modern Agricultures Ltd	16,700,000	9,674	16,429
China Agri-Industries Holdings	2,673,000	1,263	3,669
China Everbright Ltd	32,000	75	76
China Merchants Bank	148,500	350	345
China Merchants Holdings Intl	46,000	151	154
China Mobile (Hong Kong) Ltd	257,500	2,473	2,445
China Oilfield Services Ltd	64,000	63	76
China Overseas Land & Investment	176,000	386	315
China Pet & Chem Corp (Sinopec)	4,228,000	3,786	3,326

See accompanying notes to financial statements.

# International Equity Pool

## Schedule of Investments in Securities - Unaudited (Continued)

**January 31, 2010**

*(Amounts in thousands, except share data)*

Security Name	Shares	Cost	Fair Value
China Resources Enterprise Ltd	52,000	160	171
China Resources Power	70,000	155	136
China Shenhua Energy Company	138,500	611	596
China Taiping Insurance	34,000	107	107
China Travel International	220,000	47	55
China Unicom (Hong Kong) Ltd	252,000	346	285
Citic Pacific Ltd	46,000	120	98
CNOOC Ltd	765,000	1,074	1,088
CNPC Hong Kong Ltd	90,000	80	112
Dah Sing Financial Group	190,800	998	925
Datang Intl Power Generation	134,000	67	57
Denway Motors Ltd	206,000	95	118
Dickson Concepts Ltd	1,628,500	1,191	849
Erste Group Bank AG	311,440	12,964	11,939
First Pacific Company Ltd	26,565,732	10,805	14,846
Fosun International	67,000	46	47
Fountain Set (Holdings) Ltd	8,574,000	2,096	1,513
Franshion Properties China Ltd	132,000	38	44
Fushan Intl Energy Group Ltd	116,000	82	100
Guangdong Investment Ltd	104,000	53	53
Harbin Power Equipment Company	72,000	71	58
Hopson Development Holdings	32,000	50	40
Inspur International Ltd	8,276,940	1,402	1,183
Jiangxi Copper Company Ltd	60,000	136	121
Lenovo Grp Ltd	194,000	95	134
Li Ning Company	31,500	93	96
Maanshan Iron & Steel Company	72,000	43	44
Parkson Retail Group Ltd	53,000	81	91
Poly (Hong Kong) Investments	61,000	80	61
Shanghai Industrial Holdings	23,000	109	107
Sino-Ocean Holdings Ltd	128,000	120	105
Sinotruk Hong Kong Ltd	31,500	37	37
SmarTone Telecommunications	6,401,500	6,377	5,894
Tencent Holdings Ltd	39,000	655	729
Tingyi Holding Corporation	72,000	155	156
TPV Technology Ltd	5,427,400	3,199	3,411
Varitronix International Ltd	783,000	784	252
Weiqiao Textile Company Ltd	13,096,000	16,742	8,786
Zhejiang Expressway Company	3,364,000	2,524	2,937
<i>Total Hong Kong - 5.5%</i>		82,743	84,859
<i>Hungary</i>			
Magyar Telekom	3,117,786	15,018	11,320
MOL Hungarian Oil & Gas Nyrt	2,207	185	206
OTP Bank Nyrt	11,825	334	355
Richter Gedeon Nyrt	591	122	126
<i>Total Hungary - 0.8%</i>		15,659	12,007
<i>India</i>			
Axix Bank Ltd	16,500	336	358
Dr. Reddy's Laboratories	11,522	229	273
Gail India Ltd	6,670	307	340
Grasim Industries Ltd	2,948	150	166
HDFC Bank Ltd	6,373	728	754
ICICI Bank Ltd	30,272	1,105	1,068
Infosys Technologies	35,777	1,709	1,857
Larsen & Toubro Ltd	15,643	539	490
Mahindra & Mahindra Ltd	10,863	205	244
Patni Computer Systems Ltd	64,700	1,261	1,240
Ranbaxy Laborato-SP	17,000	143	173
Reliance Industries Ltd	42,948	1,906	1,954
Satyam Computer Services Ltd	31,623	191	155
State Bank of India	3,702	347	330
Sterlite Industries (India)	29,838	478	476
Tata Motors Ltd	20,150	244	295

See accompanying notes to financial statements.



# International Equity Pool

## Schedule of Investments in Securities - Unaudited (Continued)

**January 31, 2010**

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Tata Steel Ltd	20,695	227	257
Wipro Ltd	19,978	362	393
<i>Total India - 0.7%</i>		10,467	10,823
<i>Indonesia</i>			
Aneka Tambang TBK	141,000	35	32
Astra Agro Lestari TBK	16,500	36	42
Astra International TBK	85,500	292	329
Bank Central Asia TBK	520,500	253	278
Bank Danamon Indonesia TBK	122,500	62	64
Bank Mandiri	305,500	149	153
Bank Rakyat Indonesia	232,000	182	190
Bumi Resources TBK	737,500	225	195
Indocement Tunggul Prakarsa	62,500	71	90
Indofood Sukses Mak TBK	185,500	59	71
Indosat TBK	57,000	32	34
Intl Nickel Indonesia TBK	84,000	36	32
Lippo Karawaci TBK	423,000	29	24
Perusahaan Gas Negara	505,500	193	204
Semen Gresik (Persero) TBK	62,500	43	53
Tambang Bukit Asam TBK	34,000	51	63
Telekomunikasi Indones TBK	426,000	380	426
Unilever Indonesia TBK	64,500	71	78
United Tractors TBK	63,000	101	114
<i>Total Indonesia - 0.2%</i>		2,300	2,472
<i>Ireland</i>			
C&C Group PLC	384,121	1,488	1,559
Irish Life & Permanent Group	398,100	6,377	1,716
Total Produce PLC	82,700	92	44
<i>Total Ireland - 0.2%</i>		7,957	3,319
<i>Israel</i>			
Bank Hapoalim BM	41,748	152	182
Bank Leumi Le-Israel	1,026,581	3,438	4,497
Bezeq Israeli Telecommunication	1,071,522	1,599	2,767
Cellcom Israel Ltd	2,077	63	67
Check Point Software Tech	7,096	208	227
Elbit Systems Ltd	889	59	56
Israel Chemicals Ltd	21,367	251	284
Israel Corporation Ltd	81	52	60
Israel Discount Bank	267,705	609	615
Makhteshim-Agan Industries Ltd	3,234,967	13,982	16,519
Mizrahi Tefahot Bank Ltd	5,178	43	47
Nice Systems Ltd	2,571	78	76
Ormat Industries Ltd	5,000	45	43
Partner Communications Company	3,243	61	68
Syneron Medical Ltd	330,882	3,454	3,282
Teva Pharmaceutical Ltd	37,622	1,911	2,148
<i>Total Israel - 2.0%</i>		26,005	30,938
<i>Italy</i>			
Amplifon SpA	157,826	708	739
Ansaldo STS SpA	58,615	762	1,143
Banca Popolare di Milano Scarl	205,703	1,518	1,350
Danieli SpA	86,161	549	1,123
Davide Campari - Milano SpA	165,214	845	1,665
Enel SpA	1,044,300	5,684	5,665
ENI SpA	271,500	8,677	6,389
Enia SpA	71,100	488	547
Finmeccanica SpA	94,600	2,201	1,321
Indesit Company SpA	88,271	1,055	1,099
Iride SpA	529,800	1,005	1,002
Parmalat SpA	593,600	1,594	1,498

See accompanying notes to financial statements.

# International Equity Pool

## Schedule of Investments in Securities - Unaudited (Continued)

January 31, 2010

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Pirelli & Company SpA	2,769,043	1,344	1,628
<i>Total Italy - 1.6%</i>		26,430	25,169
<i>Japan</i>			
Acom Co Ltd	54,970	1,039	944
Aeon Delight Company Ltd	105,400	1,793	1,387
Astellas Pharma Inc	206,700	7,370	7,615
Canon Marketing Japan Inc	86,100	1,464	1,187
Circle K Sunkus Company Ltd	153,800	2,188	1,987
Cosmo Oil Company	782,000	2,769	1,699
DDI Corporation	900	4,328	4,731
Don Quijote Co Ltd	67,150	1,004	1,503
Eizo Nannao Corporation	51,700	1,645	1,282
Enix Corporation	55,900	1,454	1,115
Fields Corporation	633	869	790
Furukawa Electric Co Ltd	300,000	1,454	1,453
Hanwa Company Ltd	600,000	3,094	2,211
Hitachi Cable Ltd	887,000	3,002	2,622
Hitachi Capital Corporation	67,400	608	899
Hitachi High-Technologies Corp	75,200	1,255	1,514
Hitachi Kiki Company Ltd	31,600	376	337
Hogy Medical Company Ltd	27,086	1,455	1,318
Hokuto Corporation	58,400	1,152	1,226
Hoshizaki Electric Company Ltd	86,196	1,160	1,205
Idemitsu Kosan Company Ltd	15,786	1,221	1,006
Ines Corp	21,505	169	164
Itochu Corp	499,000	3,527	3,897
Itochu Techno-Science Corp	53,800	1,685	1,624
Izumi Company Ltd	103,100	1,126	1,253
JSR Corporation	113,400	1,630	2,230
JTEKT Corporation	131,311	1,193	1,493
Kanto Auto Works Ltd	119,600	1,670	970
Keihin Corporation	160,500	1,387	2,486
Keiyo Bank Ltd	280,000	1,346	1,310
Kobayashi Pharmaceutical Co	37,159	1,411	1,478
Konica Corporation	438,000	3,109	4,464
Kyoei Steel Ltd	91,400	1,535	1,634
Kyowa Exeo Corporation	176,000	1,633	1,547
Marubeni Corporation	654,800	2,948	3,807
McDonald's Holding Company	71,339	1,358	1,445
Megmilk Snow Brand Co Ltd	76,864	1,441	1,105
Miraca Holdings Inc	160,100	3,438	4,786
Mitsui & Company Ltd	230,000	4,638	3,379
Mizuho Financial Grp Inc	3,711,300	8,249	7,164
Mochida Pharmaceutical Company	111,435	1,156	1,094
NEC Corporation	879,000	2,526	2,269
Nippon Electric Glass Co Ltd	95,000	830	1,337
Nippon Mining Holdings Inc	686,000	4,110	2,959
Nippon Oil Corporation	254,600	2,036	1,188
Nippon Telegraph & Telephone	188,900	8,428	7,939
NOK Corporation	154,093	1,688	2,288
NTT DoCoMo	5,500	8,422	8,209
Numura Real Estate Office Fund	250	1,339	1,440
Onward Kashiyama Company	384,000	3,754	2,486
Sankyo Company Ltd	48,400	2,199	2,579
Seiko Epson Corporation	138,000	2,066	2,274
Seino Holdings Corporation Ltd	330,000	1,730	2,202
Sumitomo Corporation	363,800	5,694	4,089
Sumitomo Heavy Industries	396,000	1,805	2,027
Sumitomo Mitsui Financial Group	59,000	2,183	1,910
Sundrug Co Ltd	74,400	1,440	1,671
Takeda Pharmaceutical Co Ltd	219,900	9,889	9,630
THK Co Ltd	69,276	1,345	1,369
Tocalo Co Ltd	27,900	488	482
Tokai Tokyo Securities Co Ltd	36,000	142	136

See accompanying notes to financial statements.

# International Equity Pool

## Schedule of Investments in Securities - Unaudited (Continued)

January 31, 2010

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Tokyo Ohka Kogyo Company Ltd	91,400	1,761	1,585
Toshiba Plant Sys & Ser Corp	128,000	1,596	1,555
Toyo Tanso Company Ltd	29,451	1,568	1,543
Tsumura & Company	37,500	1,078	1,183
UNY Company Ltd	178,300	1,633	1,361
Yamaguchi Financial Group	102,099	1,004	1,010
Yodogawa Steel Works Ltd	512,000	2,194	2,101
Yokohama Rubber Company Ltd	385,000	1,643	1,457
<i>Total Japan - 10.1%</i>		159,940	155,640
<i>Korea</i>			
Amorepacific Corporation	136	97	95
Celltrion Inc	2,270	28	31
Cheil Industris Inc	2,002	81	96
CJ CheilJedang Corp	330	57	59
Daegu Bank	5,030	70	64
Daelim Industrial Co Ltd	1,170	73	77
Daewoo International Corp	2,132	59	64
Daewoo Securities Co Ltd	5,230	90	87
Daewoo Shipbuilding & Marine	4,040	57	63
Dongbu Insurance Company Ltd	1,650	50	48
Dongkuk Steel Mill Co Ltd	52,320	1,065	1,036
Doosan Corporation	420	31	37
Doosan Heavy Industries	1,330	75	94
Doosan Infracore Co, Ltd	3,200	47	48
Glovis Company Ltd	470	44	39
GS Engineering & Construction	1,510	124	116
GS Holdings Corp	2,160	58	64
Halla Climate Control Corp	364,500	3,474	3,734
Hana Financial Group	8,050	262	231
Hanjin Heavy Indus & Const	1,320	28	24
Hanjin Shipping Co	2,037	35	41
Hanjin Shipping Holdings Co	392	5	5
Hankook Tire Company Ltd	3,220	63	62
Hanwha Chemical Corporation	270,560	2,979	3,400
Hanwha Corporation	2,060	72	83
Hite Brewery Co Ltd	220	30	30
Honam Petrochemical Corp	610	44	59
Hynix Semiconductor Inc	19,930	324	390
Hyosung Corporation	970	57	68
Hyundai Dept Store Co	620	57	54
Hyundai Development Company	2,390	83	74
Hyundai Engineering & Construction	2,110	115	117
Hyundai Heavy Industries Co	1,610	239	259
Hyundai Mipo Dockyard Company	27,660	2,500	2,595
Hyundai Mobis	2,680	363	341
Hyundai Motor Co Ltd	258,300	8,577	8,937
Hyundai Securities Co Ltd	5,030	66	59
Hyundai Steel Co	2,330	151	171
Industrial Bank of Korea (IBK)	311,890	5,136	3,530
Kaewoo Engineering & Construction	4,820	56	49
Kangwon Land Inc	4,070	59	56
KB Financial Group Inc	231,124	10,173	10,067
KCC Corp	200	59	59
Kia Motors Corporation	8,530	130	144
Korea Electric Power Corp	136,890	4,413	4,519
Korea Exchange Bank	20,570	255	234
Korea Gas Corporation	980	44	44
Korea Investment Holdings Co	1,560	45	41
Korea Zinc Company	25,060	2,785	3,656
Korean Air Lines Co	1,520	60	74
KT Corporation	92,800	4,193	3,978
KT&G Corporation	4,690	283	273
LG Chemical Ltd	5,970	597	555
LG Display Co Ltd	9,830	267	321

See accompanying notes to financial statements.

# International Equity Pool

## Schedule of Investments in Securities - Unaudited (Continued)

January 31, 2010

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
LG Electronics Inc	4,690	425	398
LG Hausys Ltd	4,672	399	426
LG Household & Health Care Ltd	360	78	88
LG Telecom Ltd	9,426	66	73
Lotte Chilsung Beverage Co	16,020	14,154	11,418
Lotte Confectionery Co Ltd	1,447	1,552	1,542
Lotte Shopping Company Ltd	21,230	2,278	5,464
LS Cable Ltd	750	63	62
LS Industrial Systems Co	700	54	50
Mirae Asset Securities Co	970	56	49
NCsoft Corporation	580	76	65
NHN Corporation	1,729	257	257
OCI Company Ltd	540	111	81
Pohang Iron & Steel Co Ltd	2,764	1,158	1,275
Pusan Bank	294,310	3,629	2,888
S1 Corporation	720	30	29
Samsung C&T Corporation	5,290	235	262
Samsung Card Co	1,560	68	69
Samsung Electro Mechanics Co	2,520	209	211
Samsung Electronics Co Ltd	8,628	4,575	5,620
Samsung Engineering Co	1,270	112	124
Samsung Fire & Marine Ins Co	1,610	318	257
Samsung Heavy Industries	6,840	142	141
Samsung SDI Co Ltd	1,450	175	170
Samsung Securities Co Ltd	2,110	117	115
Samsung Techwin Company Ltd	1,580	124	103
Shinhan Financial Group	17,030	670	601
Shinsegae Co Ltd	598	289	270
SK Energy Co Ltd	2,530	256	230
SK Holdings Co Ltd	32,100	2,801	2,304
SK Networks Co Ltd	3,090	32	28
SK Telecom Company Ltd	16,870	3,104	2,657
S-Oil Corporation	1,900	99	84
STX Offshore & Shipbuilding	1,770	21	18
STX Pan Ocean Co Ltd	4,350	40	44
Tong Yang Securities Inc	2,970	35	27
Woongjin Coway Co Ltd	2,040	68	63
Woori Finance Holdings Co	10,230	139	118
Worri Investment & Securities	3,640	50	48
Yuhan Corporation	378	59	55
<i>Total Korea - 5.7%</i>		88,309	88,236
<i>Malaysia</i>			
AMMB Holdings Berhad	81,000	104	115
Axiata Group Berhad	116,000	104	111
Berjaya Sports Toto Berhad	34,000	43	42
British American Tobacco Malay	6,700	87	83
Bursa Malaysia Berhad	15,600	37	35
Commerce Asset Hldg Berhad	90,100	304	334
Digi.com Berhad	16,100	101	103
Gamuda Berhad	73,400	67	60
Genting Berhad	101,700	207	210
Genting Malaysia Berhad	147,900	118	121
Hong Leong Bank Berhad	21,700	43	52
IGB Corporation Berhad	70,000	45	37
IJM Corporation Berhad	36,800	49	50
IOI Corporation Berhad	167,786	248	253
Kuala Lumpur Kepong Berhad	22,000	90	107
Malayan Banking Berhad	162,100	312	323
MISC Berhad	51,100	131	120
MISC Berhad Rights	10,220	-	2
Nordstrom Inc	59,000	44	40
Parkson Holdings Berhad	24,038	35	39
Petronas Gas Berhad	22,600	64	65
Plus Expressways Berhad	68,800	66	67

See accompanying notes to financial statements.

# International Equity Pool

## Schedule of Investments in Securities - Unaudited (Continued)

January 31, 2010

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
PPB Group Berhad	24,500	110	115
Proton Holdings Berhad	1,654,500	2,423	1,897
Public Bank Berhad	49,000	147	172
Sime Darby Berhad	137,500	344	344
SP Setia Berhad	37,200	43	44
Tanjong Public Ltd Company	683,900	3,063	3,481
Telekom Malaysia Berhad	47,200	42	43
Tenage Nasional Berhad	89,400	214	209
UMW Holdings Berhad	25,100	46	46
YTL Corporation Berhad	34,200	73	74
YTL Power International Berhad	94,100	59	60
<i>Total Malaysia - 0.6%</i>		8,863	8,854
<i>Mexico</i>			
Alfa SA A Shares	746,400	4,419	4,853
America Movil SAB de CV	786,100	1,693	1,734
Carso Global Telecom SAB de CV	29,400	117	131
Cemex SAB de CV	1,819,916	12,168	13,557
Coca-Cola Femsa SAB de CV	11,400	56	71
Desarrolladora Homex SA	9,300	55	48
Fomento Economico Mexicano SA	91,300	402	390
Grupo Aeroportuario del Pacifi	20,100	53	64
Grupo Bimbo SAB de CV	14,900	81	94
Grupo Carso SAB de CV	24,568	73	77
Grupo Elektra SA de CV	3,000	113	153
Grupo Financiero Banorte	59,682	197	198
Grupo Financiero Inbursa SAB	28,100	77	87
Grupo Mexico SAB de CV	161,207	292	329
Grupo Modelo SA de CV	21,400	94	106
Grupo Televisa MM	2,665,560	10,068	10,545
Industrias Penoles SA de CV	4,200	70	78
Kimberly-Clark de Mexico SAB	22,700	92	103
Mexichem SAB de CV	37,900	57	82
Telefonos de Mexico SA	3,721,110	8,006	7,522
Telmex International SAB	224,700	152	200
Urbi Desarrollos Urbanos SA	20,600	40	44
Wal-Mart de Mexico SAB	124,600	427	557
<i>Total Mexico - 2.7%</i>		38,802	41,023
<i>Netherlands</i>			
Aegon NV	274,100	3,714	1,671
ASM International NV	42,822	581	993
CSM NV	170,211	2,079	4,715
Fugro NV	18,508	716	1,107
Gemalto NV	24,356	846	977
Koninklijke DSM NV	139,700	5,192	6,566
Nutreco Holding NV	20,681	760	1,105
<i>Total Netherlands - 1.1%</i>		13,888	17,134
<i>New Zealand</i>			
Fletcher Building Ltd - 0.1%	189,796	720	1,062
<i>Norway</i>			
DnB Holding ASA	230,200	3,057	2,642
StatoilHydro ASA	125,700	4,074	2,858
Stolt-Nielsen ASA	96,500	2,011	1,453
TGS Nopec Geophysical Company	86,373	691	1,674
Veidekke ASA	306,000	2,774	2,635
<i>Total Norway - 0.7%</i>		12,607	11,262
<i>Pakistan</i>			
Nishat Mills Ltd - 0.1%	1,263,200	1,844	919
<i>Panama</i>			
Banco Latinoamericano de Exp - 0.6%	604,261	9,560	8,556

See accompanying notes to financial statements.

# International Equity Pool

## Schedule of Investments in Securities - Unaudited (Continued)

January 31, 2010

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
<i>Peru</i>			
Compania de Minas Buenaventura - 0.0%	8,043	277	253
<i>Philippines</i>			
Ayala Corporation	9,270	59	58
Ayala Land Inc	277,000	68	63
Bank of Philippine Islands	69,200	67	68
First Philippine Holdings Corp	4,618,700	2,919	4,817
Manila Electric Company	23,790	94	83
Philippine Long Distance	2,490	132	143
SM Investments Corporation	9,770	66	67
SM Prime Holdings Inc	213,000	45	43
Universal Robina Corporation	9,029,600	2,191	3,301
<i>Total Philippines - 0.6%</i>		5,641	8,643
<i>Poland</i>			
Asseco Poland SA	2,574	53	54
Bank Handlowy w Warszawie	1,446	32	38
Bank Pekao SA	5,220	283	308
Bank Zachodni WBK SA	969	51	60
BRE Bank SA	461	41	41
Getin Holding SA	14,154	43	45
Globe Trade Centre SA	5,339	45	44
Ing Bank Slaski SA	145	32	35
KGHM Polska Miedz	113,810	3,990	3,807
Polski Koncern Naftowy Orlen	14,192	148	165
Polskie Gornictwo Naftowe Gaz	52,205	65	69
Powszechna Kasa Oszczednosci	22,121	263	299
Telekomunikacja Polska SA	432,445	3,179	2,424
TVN SA	6,196	30	30
<i>Total Poland - 0.5%</i>		8,255	7,419
<i>Portugal</i>			
Altri SGPS SA	185,962	1,124	1,086
Banco Espirito Santo	349,800	2,449	2,049
<i>Total Portugal 0.2%</i>		3,573	3,135
<i>Russia</i>			
Cherepovets MK Severstal	8,417	68	104
Comstar United Telesystems	6,519	34	39
Federal Grid Co Unified Energy	11,244,436	129	129
Gazprom	354,444	7,200	8,681
Gazprom Neft	2,870	70	68
Lukoil	88,640	6,867	4,787
Magnitogorsk Iron & Steel Work	700,800	6,294	8,872
Mechel	7,781	143	154
Mining & Metallurgical Co	37,945	492	584
MMC Norilsk Nickel	296,596	4,759	4,612
Mobile TeleSystems	78,872	2,656	3,769
NovaTek OAO	3,552	178	254
Novolipetsk Steel (NLMK)	3,037	78	93
OAO TMK	2,128	36	41
Pharmstandard	3,257	56	63
Polymetal	4,900	46	46
Polyus Gold	5,946	146	140
Rosneft Oil	54,090	416	421
RusHydro	3,977,396	139	166
Sberbank	369,686	772	1,078
Sistema JSFC	6,063	102	152
Surgutneftegaz	58,189	384	382
Tatneft	9,203	239	287
Territorial Generation Co-1	2,929,352,260	1,641	1,845
Uralkali	5,798	116	125
Vimpel-Communications	13,997	262	254
VTB Bank OJSC	30,587	118	154

See accompanying notes to financial statements.

# International Equity Pool

## Schedule of Investments in Securities - Unaudited (Continued)

January 31, 2010

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Wimm-Bill-Dnn Foods	2,748	49	57
<i>Total Russia - 2.4%</i>		33,490	37,357
<i>Singapore</i>			
Changjiang Fertilizer Holdings	53	1	-
ComfortDelGro Corporation	1,483,000	1,365	1,680
Flextronics International Ltd	1,121,980	3,206	7,113
Golden Agri-Resources Ltd	3,394,579	751	1,257
Haw Par Corporation Ltd	271,000	1,076	1,089
Hong Leong Asia Ltd	1,164,000	2,220	3,018
MobileOne Ltd	9,344,300	10,437	13,779
Noble Group Ltd	3,413,000	2,862	7,002
Peoples Food Holdings Ltd	12,701,000	9,798	6,605
Venture Corp Ltd	236,200	1,266	1,425
<i>Total Singapore - 2.8%</i>		32,982	42,968
<i>South Africa</i>			
ABSA Group Ltd	13,620	214	242
African Bank Investments Ltd	32,251	126	127
African Rainbow Minerals	4,473	88	100
Anglo Platinum Ltd	2,513	220	242
Anglogold Ashanti Ltd	12,710	499	470
ArcelorMittal South Africa Ltd	7,528	114	105
Aspen Pharmacare Holdings	9,150	75	82
Astral Foods Ltd	161,900	2,256	2,134
Aveng Ltd	16,689	94	79
Bidvest Group Ltd	12,055	184	210
Discovery Holdings Ltd	11,246	44	46
Exxaro Resources Ltd	5,253	61	74
FirstRand Ltd	119,005	261	294
Foschini Ltd	8,630	70	64
Gold Fields Ltd	28,243	379	333
Growthpoint Properties Ltd	59,483	105	108
Harmony Gold Mining Co Ltd	15,284	162	146
Impala Platinum Holdings Ltd	22,664	515	593
Imperial Holdings Ltd	620,691	3,526	6,593
Investec Ltd	9,064	68	65
JD Group Ltd	297,371	1,805	1,718
Kumba Iron Ore Ltd	3,372	108	145
Liberty Holdings Ltd	4,831	42	43
Massmart Holdings Ltd	8,498	98	98
Metropolitan Holdings Ltd	1,946,300	3,206	3,439
MTN Group Ltd	62,138	992	901
Murray & Roberts Holdings	13,311	102	70
Nampak Ltd	1,627,100	3,444	3,364
Naspers Ltd	16,215	561	580
Nedbank Group Ltd	8,103	126	131
Netcare Ltd	39,041	53	67
Northam Platinum Ltd	6,078	27	40
Pick n Pay Stores Ltd	9,615	50	51
Pretoria Portland Cement Co	21,034	92	94
Redefine Income Fund Ltd	100,635	95	95
Remgro Ltd	18,553	217	221
Reunert Ltd	7,486	55	56
RMB Holdings Ltd	30,626	111	125
Sanlam Ltd	86,627	233	263
Sappi Ltd	21,541	80	94
Sasol	24,212	908	921
Shoprite Holdings Ltd	17,207	140	159
Standard Bank Group Ltd	49,222	622	710
Steinhoff International Holdings	51,105	110	132
Telkom South Africa Ltd	10,992	62	48
Tiger Brands Ltd	6,947	138	163
Truworths International Ltd	18,226	103	102
Vodacom Group Ltd	15,704	113	113

See accompanying notes to financial statements.

# International Equity Pool

## Schedule of Investments in Securities - Unaudited (Continued)

January 31, 2010

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Woolworths Holdings Ltd	28,683	62	69
<i>Total South Africa - 1.7%</i>		22,816	26,119
<i>Spain</i>			
Banco Santander Ctrl Hisp SA	763,400	8,451	10,929
Grifols SA	94,071	1,478	1,445
Grupo Catalana Occidente SA	86,569	2,077	1,997
Repsol SA	323,400	9,400	7,707
Telefonica SA	332,800	7,121	8,033
<i>Total Spain - 2.0%</i>		28,527	30,111
<i>Sweden</i>			
Intrum Justitia AB	136,205	818	1,679
KappAhl Holding AB	207,287	682	2,047
NCC AB	212,300	3,788	3,210
Svenska Handelsbanken AB	166,922	2,566	4,420
Telefonaktiebolaget LM	424,600	3,220	4,213
<i>Total Sweden - 1.0%</i>		11,074	15,569
<i>Switzerland</i>			
Baloise Holding Ltd	73,300	4,946	6,154
Clariant AG	226,448	1,340	2,526
Credit Suisse Group	59,600	2,793	2,632
EFG International AG	41,919	582	610
Helvetia Patria Holding	6,473	897	2,037
Novartis AG	265,800	9,791	14,335
Partners Group Holding AG	14,373	1,325	1,800
Petroplus Holdings AG	64,892	1,052	1,108
Sika AG	815	680	1,261
Swiss Life Holding	16,575	1,984	2,124
Swiss Re	78,300	4,167	3,455
Swisscom AG	8,300	2,855	3,053
Temenos Group AG	51,942	408	1,402
Zurich Financial Services AG	23,400	5,452	5,052
<i>Total Switzerland - 3.1%</i>		38,272	47,549
<i>Taiwan</i>			
Acer Inc	113,000	277	317
Advanced Semiconductor	435,649	289	346
Asia Cement Corporation	72,000	80	68
Asustek Computer Inc	171,000	300	332
Au Optronics Corp	2,416,102	3,406	2,711
Benq Corporation	68,000	40	35
Catcher Technology Co Ltd	23,000	59	52
Cathay Financial Hldg Co Ltd	261,000	459	443
Chang Hwa Commercial Bank	220,000	100	100
Cheng Shin Rubber Industry Co	36,000	77	69
Cheng Uei Precision Industry	16,000	32	33
Chi Mei Optoelectronics Corp	211,000	110	165
Chicony Electronics Co Ltd	17,000	39	42
China Development Financial	424,000	113	118
China Steel Corporation	437,000	402	445
Chinatrust Financial Holding	377,000	246	207
Chunghwa Picture Tubes	426,000	46	52
Chunghwa Telecom Co Ltd	211,818	413	424
Compal Electronics Inc	3,837,461	3,714	5,358
Coretronic Corporation	30,000	37	43
Delta Electronics Inc	74,000	209	225
E Sun Financial Holding Co	139,000	58	52
Epistar Corporation	22,000	76	70
Everlight Electronics Co Ltd	13,885	42	43
Far Eastern Department Stores	38,000	40	36
Far Eastern Textile Ltd	125,000	149	138
Far EasTone Telecommunications	10,029,931	12,314	12,182
Feng Hsin Iron & Steel Co	20,000	31	33

See accompanying notes to financial statements.



# International Equity Pool

## Schedule of Investments in Securities - Unaudited (Continued)

January 31, 2010

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
First Financial Hldg Co Ltd	211,000	131	118
Formosa Chemicals & Fibre Corp	126,000	241	273
Formosa Petrochemical Corp	55,000	139	139
Formosa Plastics Corporation	177,000	357	369
Foxconn Technology Co Ltd	26,000	78	103
Fubon Financial Holding	200,000	234	234
Giant Manufacturing Co Ltd	12,000	32	32
Gigabyte Technology Company	2,968,000	2,206	2,834
HannStar Display Corporation	9,494,111	3,765	2,155
Hon Hai Precision Industry Co	340,000	1,351	1,431
HTC Corporation	29,000	312	286
Hua Nan Financial Holdings	154,000	95	89
Innolux Display Corporation	93,000	123	153
Inotera Memories Inc	71,000	45	51
Inventec Co Ltd	83,000	47	48
KGI Securities Company Ltd	127,000	66	60
Largan Precision Co Ltd	4,000	50	52
Lite-On Technology Corp	90,000	118	115
Macronix International Co	145,000	78	81
MediaTek Inc	41,000	653	667
Mega Financial Holding Co	343,000	210	186
Nan Ya Plastics Corp	227,000	369	426
Nan Ya Printed Circuit Bd Corp	9,000	30	38
Novatek Microelectronics Corp	22,000	52	65
Phison Electronics Corp	4,000	32	28
PixArt Imaging Inc	4,000	33	25
Polaris Securities Co Ltd	90,000	51	46
Pou Chen Corporation	101,000	68	76
Powerchip Semiconductor Corp	330,000	33	42
Powertech Technology Inc	25,000	72	80
President Chain Store Corp	23,000	54	53
Quanta Computer Inc	3,509,456	5,000	7,020
Realtek Semiconductor Corp	19,000	43	52
RichTek Technology Corp	6,000	50	60
Shin Kong Financial Holding	235,025	98	90
Siliconware Precision Inds	126,000	173	167
Simplo Technology Co Ltd	9,000	49	51
SinoPac Financial Holdings	248,000	100	82
Synnex Technology Intl Corp	48,000	100	99
Taishin Financial Holdings Co	165,952	75	72
Taiwan Cement Corporation	132,000	148	123
Taiwan Cooperative Bank	158,000	98	93
Taiwan Fertilizer Co Ltd	32,000	111	105
Taiwan Glass Industrial Corp	39,000	31	33
Taiwan Mobile Co Ltd	83,000	151	161
Taiwan Semiconductor Manf Co	1,088,000	2,079	2,095
Tatung Company Ltd	161,000	37	35
Teco Electric & Machinery Co	78,000	33	32
Transcend Information Inc	13,000	45	42
Tripod Technology Corp	17,000	45	59
Tung Ho Steel Enterprise Corp	32,000	33	36
U-Ming Marine Transport Corp	20,000	36	38
Unimicron Technology Corp	39,000	46	48
Uni-President Enterprises Corp	148,000	171	158
United Microelectronics Corp	549,000	270	276
Walsin Lihwa Corporation	29,499,000	9,312	10,111
Winbond Electronics Corp	34,590,000	8,350	8,554
Wintek Corp	42,000	30	33
Wistron Corporation	78,000	143	149
WPG Holdings Co Ltd	28,000	40	44
Yageo Corporation	15,272,000	4,982	5,330
Young Fast Optoelectronics	3,000	39	30
Yuanta Financial Holding Co	324,000	237	207
Yulon Motor Co Ltd	38,000	44	38
<i>Total Taiwan - 4.5%</i>		66,482	70,017

See accompanying notes to financial statements.

# International Equity Pool

## Schedule of Investments in Securities - Unaudited (Continued)

January 31, 2010

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
<i>Thailand</i>			
Advanced Info Service Public	41,100	113	103
Bangkok Bank Public Company	62,600	222	213
Bank of Ayudhya Public Co	84,300	47	50
Banpu Public Company Ltd	6,500	84	103
CP ALL PLC	101,700	60	70
IRPC PCL	446,100	56	59
Kasikombank Public Co Ltd	54,300	131	135
Krung Thai Bank Public Co	16,140,100	4,712	4,668
Land & Houses Public Company	230,200	42	38
PTT Aromatics & Refining PLC	50,600	35	36
PTT Chemical PCL	16,700	35	43
PTT Exploration & Production	53,400	229	203
PTT PLC	39,300	297	264
Siam Cement Public Co Ltd	13,800	89	91
Siam Commercial Bank Public Co	55,200	137	135
Thai Oil Public Co Ltd	37,800	50	46
<i>Total Thailand - 0.4%</i>		6,339	6,257
<i>Turkey</i>			
AkBank TAS	33,828	192	200
Anadolu Efes Biracilik Ve Malt	9,134	101	96
Arcelik AS	1,871,852	4,746	7,539
Asya Katilim Bankasi AS	20,297	42	54
BIM Birlesik Magazalar AS	1,712	68	79
Enka Insaat ve Sanayi AS	10,555	44	50
Eregli Demir Ve Celik Fabrik	16,465	49	53
Ford Otomotiv Sanayi AS	1,161,699	6,697	8,266
Haci Omer Sabanci Holding	21,424	81	93
Koc Holding AS	21,787	57	75
Selcuk Exza Deposu Ticaret AS	2,697,673	4,125	5,722
Trakya Cam Sanayii AS	5,112,644	4,483	7,001
Tupras-Turkiye Petrol Rafinery	5,647	95	118
Turk Telekomunikasyon AS	23,681	71	83
Turkcell Iletisim Hizmet AS	813,231	5,350	6,005
Turkity Is Bankasi (Isbank)	48,617	187	217
Turkiye Garanti Bankasi AS	94,719	357	404
Turkiye Halk Bankasi	14,095	84	97
Turkiye Vakiflar Bankasi T-D	5,064,328	5,394	13,598
Yapi ve Kredi Bankasi AS	39,214	84	96
<i>Total Turkey - 3.2%</i>		32,307	49,846
<i>United Kingdom</i>			
Aberdeen Asset Management PLC	578,009	1,153	1,148
Aggreko PLC	144,696	751	2,097
AstraZeneca Group PLC	201,300	8,100	9,393
Aviva PLC	347,700	4,071	2,165
Barclays PLC	1,178,654	9,498	5,110
BP Amoco PLC	1,892,800	17,716	17,801
Bradford & Bingley PLC	202,000	1,045	-
British Aerospace PLC	879,500	4,446	4,975
Britvic PLC	739,600	2,325	4,991
BT Group PLC	1,427,300	5,116	3,147
Carillion PLC	404,545	1,411	1,937
Centrica PLC	673,200	2,097	2,912
Charter International PLC	163,100	960	1,820
Computacenter PLC	900,800	3,344	4,290
Daily Mail & General Trust PLC	244,431	1,234	1,768
Dana Petroleum PLC	62,291	1,495	1,042
Drax Group PLC	336,200	4,504	2,215
Dunelm Group PLC	260,106	1,292	1,497
GlaxoSmithKline PLC	396,005	8,599	7,719
Greene King PLC	270,197	1,699	1,928
Halfords Group PLC	211,712	965	1,290
Hothschild Mining plc	308,598	1,551	1,338

See accompanying notes to financial statements.

# International Equity Pool

## Schedule of Investments in Securities - Unaudited (Continued)

January 31, 2010

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Hunting PLC	91,281	746	796
IG Group Holdings PLC	283,893	1,057	1,840
IMI PLC	525,900	3,980	4,618
Informa PLC	362,489	1,172	1,917
Legal & General Group PLC	1,431,600	3,410	1,741
Logica PLC	2,046,300	2,035	3,853
London Stock Exchange Group	125,840	1,613	1,294
Marston's PLC	893,188	2,333	1,259
Meggitt PLC	482,110	857	2,003
Micro focus International PLC	267,746	1,074	2,197
N Brown Group PLC	372,318	1,416	1,348
Northern Foods PLC	290,100	781	289
Old Mutual PLC	2,141,000	4,842	3,571
Pace Micro Technology PLC	395,739	901	1,197
Premier Farnell PLC	28,857	83	83
Premier Oil PLC	112,813	1,651	1,880
Royal & Sun Alliance Insurance	1,063,100	1,800	2,196
Royal Dutch Shell B Shares	664,600	18,801	17,817
RPS Group PLC	459,073	958	1,471
Spectris PLC	464,319	5,116	5,692
St. James Place PLC	277,582	706	1,116
Tate & Lyle PLC	402,600	3,556	2,557
Thomas Cook Group	959,500	3,433	3,496
Tomkins PLC	1,155,432	1,851	3,499
Vodafone Group PLC	2,467,200	5,000	5,319
William Hill PLC	509,148	1,488	1,631
Woolworths Group PLC	1,940,874	442	-
<i>Total United Kingdom - 9.9%</i>		154,474	155,263
<i>United States</i>			
Southern Copper Corporation - 0.0%	9,000	276	240
Total Equities - 96.8%		1,394,116	1,493,684
<b>Short-term Issues</b>			
Dreyfus Cash Management Institutional Fund - 2.8%	43,064,447	43,064	43,064
Total Investment Securities - 99.6%		\$ 1,437,180	\$ 1,536,748
<b>Foreign Currency Forward Contracts</b>			
<i>Long Positions</i>			
Euro Currency, expiring 02/01/2010 - 02/03/2010		\$	(2)
Japanese Yen, expiring 02/01/2010 - 02/02/2010			(2)
New Turkish Lira, expiring 02/02/2010			1
Swiss Franc, expiring 02/01/2010 - 02/02/2010			(1)
Total Long Positions			(4)
<i>Short Positions</i>			
Brazil Real, expiring 02/01/2010			(3)
Canadian Dollar, expiring 02/02/2010			(1)
Danish Krone, expiring 02/03/2010			(1)
Singapore Dollar, expiring 02/03/2010			(1)
South African Rand, expiring 02/02/2010			(2)
Swedish Krona, expiring 02/02/2010			(2)
Total Short Positions			(10)
Total Foreign Currency Forward Contracts			\$ (14)

See accompanying notes to financial statements.

# International Equity Pool

**Statement of Operations - Unaudited**  
**Period January 31, 2010\***  
*(Amounts in thousands)*

	<b>Month</b>	<b>Year To Date</b>
<b>Investment income</b>		
Interest	\$ 3	\$ (3)
Dividends, net of foreign withholding taxes	1,346	19,671
Securities lending income	27	321
Shareholder litigation proceeds	-	104
Commission recapture	-	2
	<b>1,376</b>	<b>20,095</b>
<b>Expenses</b>		
Investment advisor fees	(725)	(5,306)
Trustee fees	(1)	(7)
Custodian bank fees	(70)	(590)
Management fees	(40)	(383)
Fiduciary bond fees	(1)	(5)
Professional service fees	(11)	(78)
Securities lending agent fees	(10)	(127)
Securities lending borrower rebates	24	355
	<b>(834)</b>	<b>(6,141)</b>
	<b>542</b>	<b>13,954</b>
<b>Realized and unrealized gain (loss) from investments and foreign currency</b>		
Net realized gain (loss) from:		
Investments	21,530	107,375
Foreign currency transactions	(776)	18,666
Net increase (decrease) in the fair value of:		
Investments	(66,060)	214,243
Translation of assets and liabilities in foreign currencies	(14,317)	23,418
	<b>(59,623)</b>	<b>363,702</b>
	<b>\$ (59,081)</b>	<b>\$ 377,656</b>

*\*The WVIMB operates on a fiscal year beginning on July 1. The "year to date" information is for the period July 1 through the month listed. See accompanying notes to financial statements.*

# International Equity Pool

**Statement of Changes in Net Assets - Unaudited**  
**Period January 31, 2010\***  
*(Amounts in thousands, except unit data)*

	<b>Month</b>	<b>Year To Date</b>
<b>Operations</b>		
Investment income, net	\$ 542	\$ 13,954
Net realized gain from investments	21,530	107,375
Net realized gain (loss) from foreign currency transactions	(776)	18,666
Net increase (decrease) in the fair value of investments	(66,060)	214,243
Net increase (decrease) in the translation of assets and liabilities in foreign currencies	(14,317)	23,418
<b>Net increase (decrease) in net assets from operations</b>	(59,081)	377,656
<b>Unit transactions</b>		
Proceeds from sale of units	1,604	29,567
Amount paid for repurchase of units	(741)	(408,187)
<b>Net increase (decrease) in net assets from unit transactions</b>	863	(378,620)
<b>Decrease in net assets</b>	(58,218)	(964)
Net assets, beginning of period	1,601,637	1,544,383
<b>Net assets, end of period</b>	\$ 1,543,419	\$ 1,543,419
<b>Unit data</b>		
Units sold	82,692	1,599,318
Units repurchased	(38,208)	(23,033,349)
<b>Net increase (decrease) in units</b>	44,484	(21,434,031)

*\*The WVIMB operates on a fiscal year beginning on July 1. The "year to date" information is for the period July 1 through the month listed. See accompanying notes to financial statements.*

# International Equity Pool

## Notes to Financial Statements - Unaudited

### NOTE 1. DESCRIPTION OF THE ENTITY

The West Virginia Investment Management Board (IMB) was organized on April 25, 1997, as a public corporation created by *West Virginia Code §12-6-1* to provide prudent fiscal administration and investment management services to designated State pension funds, the State's Workers' Compensation and Coal Workers' Pneumoconiosis funds, and certain other State government funds.

A Board of Trustees, consisting of thirteen members, governs the IMB. The Governor, the State Auditor and the State Treasurer are ex officio members of the Board of Trustees. The Governor appoints all other Trustees for a term of six years.

The IMB operates on a fiscal year beginning July 1 and ending June 30.

The accompanying financial statements reflect only the investments and investment related operations of the IMB's International Equity Pool (Pool). They do not reflect activity of the other investment pools under the control of the IMB or the Administrative Fund of the IMB, or any other assets or liabilities, or restrictions thereon, or the various investment pool participants. Accordingly, these financial statements are not intended to and do not present the comprehensive financial position and operations of the IMB or any of the investment pool participants.

These financial statements have been prepared on a basis of accounting following U.S. generally accepted accounting principles (GAAP) established by the Financial Accounting Standards Board (FASB) and the American Institute of Certified Public Accountants applicable to investment companies, which is a comprehensive basis of accounting other than GAAP for state and local governments established by the Government Accounting Standards Board. The IMB has selected this basis of accounting because it believes that the disclosures required for investment companies better reflect the purpose and operations of the Pool.

A summary of the differences between financial statements prepared in accordance with GAAP for investment companies and GAAP for state and local governments are as follows:

	Investment Company GAAP	State and Local GAAP
Management Discussion and Analysis	Not required	Required
Schedule of Investments in Securities	Required	Not required
Statement of Operations	Required	Not required
Investment Risk Disclosures	Not required	Required
Financial Highlights	Required	Not required

There are no differences in the reported amounts of assets, liabilities, net assets, investment operations, distributions, or unit transactions between GAAP for investment companies and GAAP for state and local governments.

This Pool invests in the equities of international companies. Assets are managed by Brandes Investment Partners, LLC, LSV Asset Management, Pictet Asset Management Limited, and State Street Global Advisors. The objective of the Pool is to exceed, net of external investment management fees, Morgan Stanley Capital International's All Country World Free Ex US index over three- to five-year periods.

### NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

**Basis of Accounting** - The IMB invests funds of the State and its component units, all of which are government entities. Investments are carried at fair value, which is determined by a third party pricing service based on asset portfolio pricing models and other sources. Foreign currency forward contracts are valued at either spot or forward month-end exchange rates. Commissions on the purchases of securities by the IMB are a component of the security price quoted by the seller and are included in the investment cost.

# International Equity Pool

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## Notes to Financial Statements - Unaudited

### NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

**Foreign Currency** – Amounts denominated in or expected to settle in foreign currencies are translated into U.S. dollars at exchange rates reported by the Bank of New York Mellon on the following basis:

- a. Market value of investment securities, other assets and liabilities - at the closing rate of exchange at the valuation date.
- b. Purchases and sales of investment securities, income and expenses - at the rate of exchange prevailing on the respective dates of such transactions.

The IMB isolates that portion of the results of operations resulting from changes in foreign exchange rates on investments from the fluctuations arising from market prices of securities held.

Reported net realized foreign exchange gains and losses arise from sales of portfolio securities, sales and maturities of short-term securities, sales of foreign currencies, currency gains and losses realized between the trade and settlement dates on securities transactions, and the difference between the amounts of dividends, interest, and foreign withholding taxes recorded and the U.S. dollar equivalent of the amounts actually received or paid. Net unrealized foreign exchange gains and losses arise from changes in the value of assets and liabilities including investments in securities at month end, resulting from changes in the exchange rate.

**Security Loans** - The IMB, through its agent, the Bank of New York Mellon, loans securities to various brokers on a temporary basis. Each transaction for international securities is secured by initial collateral of at least 105 percent of the market value of the securities loaned. Cash collateral received is invested in the Mellon GSL Reinvestment Trust. The IMB receives compensation in the form of loan premium fees and income from the investment of the cash collateral. Expenses related to the lending of securities are rebates paid by the lending agent to brokers and the lending agent's fees for its services. The income earned by the IMB is reported in the Statement of Operations as securities lending income. The agent fees and broker rebates are reported as expenses, and unrealized gains or losses resulting from changes in the value of the investment of cash collateral are reported as part of the net increase or decrease in the fair value of investments. The IMB also continues to receive interest or dividends on the securities loaned. Gains or losses in the fair value of the securities loaned that may occur during the term of the loans are reflected in the Statement of Operations.

**Foreign Exchange Forward Contracts** - A foreign exchange forward contract is an agreement between two parties to exchange different currencies at a specified exchange rate at an agreed upon future date. The managers enter into such contracts to hedge the assets and liabilities related to securities denominated in a foreign currency. Risks associated with such contracts include movement in the value of the foreign currency relative to the U.S. dollar and the ability of the counterparty to perform. These contracts have relatively short durations and are valued at the prevailing market exchange rates at month end. An unrealized gain or loss is recorded as the difference between the amount valued at month end and the amount to be received or paid at the expiration date. The unrealized gain or loss is reclassified to realized gain or loss when the contract expires.

**Investment Transactions** - Investment transactions are accounted for on a trade date basis.

**Use of Estimates** - The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

**Investment Gains and Losses** - Gains and losses on the sale of investment securities are recognized at the time of sale by the average cost method. The calculation of realized gains and losses is independent of the calculation of the net increase or decrease in the fair value of investments. Realized gains and losses on investments held in more than one fiscal year and sold in the current year may have been recognized as an increase or decrease in the fair value of investments reported in the prior year.

**Interest Income** - Interest income is recognized as earned on the accrual method.

# International Equity Pool

## Notes to Financial Statements - Unaudited

### NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

**Dividend Income** - Dividend income is recognized on the ex-dividend date.

**Distributions to Participants** - The Pool does not routinely distribute dividends of net investment income or capital gains.

**Expenses** - The IMB's Trustees adopt an annual budget and fee schedule for services to be provided to all of the investment pools under its management. Each investment pool is charged for its direct investment-related cost and for its allocated share of other expenses. These other expenses are allocated to the individual pools based on asset size. The IMB pays all expenses on behalf of the Pool.

**Income Taxes** - The IMB is a public corporation organized under laws of the State of West Virginia and exempt from federal and state taxation. Accordingly, the financial statements have been prepared recognizing that the IMB is not subject to federal or state income taxes.

### NOTE 3. FAIR VALUE MEASUREMENTS

FAS 157 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The IMB adopted FAS 157 for fiscal year 2009.

Fair value of an investment is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., the exit price).

FAS 157 established a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical financial instruments (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FAS 157 are:

Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities at the reporting date.

Level 2 Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not considered active; observable inputs other than observable quoted prices for the asset or liability; or inputs derived principally from or corroborated by observable market data.

Level 3 Unobservable pricing inputs for assets and liabilities.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an investment's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the investment.

The table below summarizes the valuation of the investment securities in accordance with FAS 157 fair value hierarchy levels as of January 31, 2010:

	Level I	Level II	Level III	Total
Equity Securities	\$1,493,683,430	\$ -	\$ -	\$1,493,683,430
Regulated Investment Companies	-	43,064,447	-	43,064,447
Foreign Exchange Forward Contracts	-	(13,587)	-	(13,587)
Securities Lending Collateral Funds	-	106,755,684	-	106,755,684
Total	\$1,493,683,430	\$ 149,806,544	\$ -	\$1,643,489,974



# International Equity Pool

## Notes to Financial Statements - Unaudited

### NOTE 4. SECURITIES LENDING

At January 31, 2010, the fair value of securities on loan is \$104,542,181, initial collateral received is \$110,563,147, and the fair value of reinvested collateral held is \$106,755,684. All of the collateral was received as cash and is invested in the Mellon GSL DBT II Collateral Fund (Collateral Fund), the Mellon SL DBT II Liquidating Fund (Liquidating Fund), and the Mellon GSL DBT II Liquidating Trust (Liquidating Trust).

In early November 2008, the IMB was notified that certain securities issued by Sigma Finance, Inc. (Sigma) were transferred from the Mellon GSL DBT II Collateral Fund on October 1, 2008, to the Liquidating Trust. Units of the Liquidating Trust were transferred to the IMB's securities lending cash collateral account. For all of the IMB investment pools that participate in the securities lending program, the value of the units in the Liquidating Trust on an amortized cost basis was \$10,973,960 as calculated by the IMB's proportionate interest in the Mellon GSL DBT II Collateral Fund as of the close of business on September 30, 2008. Sigma was subsequently placed into receivership and the IMB is exposed to a potential loss of the full value of the Sigma investment. In October, the IMB recorded a reserve for these potential losses in each investment pool in proportion to its participation in the securities lending program at September 30, 2008. The reserve recorded for the Pool is \$3,486,232.

Effective April 20, 2009, the assets of the Collateral Fund with maturities greater than one day were transferred to the Liquidating Fund. As securities mature in the Liquidating Fund, the proceeds are transferred to the Collateral Fund. The combined value of the holdings in the Collateral Fund and the Liquidating Fund is used to determine the fair value of reinvested collateral.

Additionally, the distribution of securities lending income has been restricted beginning October 1, 2008. The restriction will remain in place until the actual loss on Sigma is realized. At January 31, 2010 the accumulated undistributed securities lending income is \$2,385,941.

### NOTE 5. FOREIGN CURRENCY FORWARD CONTRACTS

At January 31, 2010, open foreign currency forward contracts are as follows:

Position	Foreign Currency	Inception Date	Expiration Date	Receivable		Payable		Unrealized appreciation (depreciation)
				(in foreign currency)	(in U. S. dollars)	(in foreign currency)	(in U. S. dollars)	
Long/Cover	Euro Currency	1/27/2010	2/1/2010	153,753	\$ 213,708		\$ 213,658	\$ 50
Long/Cover	Euro Currency	1/28/2010	2/1/2010	149,115	207,261		208,510	(1,249)
Long/Cover	Euro Currency	1/28/2010	2/2/2010	121,180	168,434		169,467	(1,033)
Long/Cover	Euro Currency	1/29/2010	2/3/2010	69,129	96,085		96,195	(110)
Long/Cover	Hungarian Forint	1/28/2010	2/1/2010	494,351	2,535		2,561	(26)
Long/Cover	Hungarian Forint	1/29/2010	2/2/2010	494,084	2,534		2,534	-
Long/Cover	Israeli Shekel	1/27/2010	2/1/2010	901,840	242,371		241,683	688
Long/Cover	Israeli Shekel	1/28/2010	2/1/2010	1,107,373	297,608		297,937	(329)
Long/Cover	Israeli Shekel	1/29/2010	2/2/2010	901,840	242,371		242,156	215
Long/Cover	Japanese Yen	1/27/2010	2/1/2010	858,280	9,467		9,487	(20)
Long/Cover	Japanese Yen	1/28/2010	2/2/2010	16,894,233	186,357		188,050	(1,693)
Long/Cover	New Turkish Lira	1/29/2010	2/2/2010	3,554,996	2,386,302		2,385,689	613
Long/Cover	Singapore Dollar	1/28/2010	2/1/2010	220,190	156,858		156,830	28
Long/Cover	Singapore Dollar	1/29/2010	2/2/2010	77,144	54,956		54,946	10
Long/Cover	Swiss Franc	1/27/2010	2/1/2010	166,034	157,513		158,261	(748)
Long/Cover	Swiss Franc	1/28/2010	2/2/2010	93,740	88,929		89,194	(265)
Short/Cover	Brazil Real	1/28/2010	2/1/2010		4,541,122	8,503,251	4,543,791	(2,669)
Short/Cover	Canadian Dollar	1/29/2010	2/2/2010		304,162	325,150	305,162	(1,000)
Short/Cover	Danish Krone	1/29/2010	2/3/2010		282,578	1,518,038	283,377	(799)
Short/Cover	Euro Currency	1/28/2010	2/1/2010		27,692	19,837	27,572	120
Short/Cover	Euro Currency	1/29/2010	2/1/2010		394,333	283,478	394,021	312

# International Equity Pool

## Notes to Financial Statements - Unaudited

### NOTE 5. FOREIGN CURRENCY FORWARD CONTRACTS (Continued)

Position	Foreign Currency	Inception Date	Expiration Date	Receivable		Payable		Unrealized appreciation (depreciation)
				(in foreign currency)	(in U. S. dollars)	(in foreign currency)	(in U. S. dollars)	
Short/Cover	Hong Kong Dollar	1/28/2010	2/1/2010		40,506	314,762	40,532.00	(26)
Short/Cover	Hong Kong Dollar	1/29/2010	2/2/2010		4,490	34,870	4,490.00	-
Short/Cover	Israeli Shekel	1/29/2010	2/2/2010		141,814	528,144	141,940.00	(126)
Short/Cover	Japanese Yen	1/28/2010	2/1/2010		38,692	3,486,188	38,455.00	237
Short/Cover	Japanese Yen	1/29/2010	2/2/2010		14,732	1,337,833	14,757.00	(25)
Short/Cover	Polish Zloty	1/28/2010	2/1/2010		39,039	114,061	39,337	(298)
Short/Cover	Singapore Dollar	1/29/2010	2/3/2010		469,453	660,809	470,745	(1,292)
Short/Cover	South African Rand	1/26/2010	2/2/2010		568,493	4,306,105	570,723	(2,230)
Short/Cover	Swedish Krona	1/29/2010	2/2/2010		300,460	2,219,736	302,359	(1,899)
Short/Cover	Swiss Franc	1/28/2010	2/1/2010		61,367	64,711	61,390	(23)
					<u>\$ 11,742,222</u>		<u>\$ 11,755,809</u>	<u>\$ (13,587)</u>

### NOTE 6. FINANCIAL HIGHLIGHTS

#### Per Unit Operating Performance:

Net asset value at June 30, 2009	\$ 14.85
Income from investment operations:	
Net investment income	0.16
Net realized and unrealized gain on investment transactions	3.21
Net realized gain from foreign currency transactions	0.21
Net increase in the translation of assets and liabilities in foreign currencies	0.26
Total from investment operations	<u>3.84</u>
Net asset value at January 31, 2010	<u>\$ 18.69</u>

**Time-weighted Total Return \*** 25.9%

#### Supplemental Data:

Net assets, end of period (\$000's)	\$ 1,543,419
Ratio to average net assets:	
Expenses **	0.68%
Net investment income **	1.48%
Portfolio turnover rate	39.37%

\* Return data are net of fees for the fiscal year-to-date and are not annualized

\*\* All ratios are for the fiscal year-to-date annualized

# International Equity Pool

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## Notes to Financial Statements - Unaudited

### NOTE 7. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at January 31, 2010.

<u>Participant</u>	<u>Account Value</u>
Teachers' Retirement System	\$ 683,289,458
Public Employees' Retirement System	636,093,629
State Police Death, Disability and Retirement Fund	68,541,326
Revenue Shortfall Reserve Fund B	28,143,461
Workers' Compensation Old Fund	26,698,461
Judges' Retirement System	17,109,684
Coal Workers' Pneumoconiosis Fund	16,551,943
Prepaid Tuition Trust Fund	15,892,525
Deputy Sheriff's Retirement System	15,076,544
State Police Retirement System	8,160,073
Board of Risk and Insurance Management	7,935,972
Public Employees' Insurance Agency	6,463,636
Wildlife Endowment Fund	6,033,553
Retiree Health Benefit Trust	3,736,363
Emergency Medical Services Retirement System	3,692,209
Total	<u>\$ 1,543,418,837</u>



**Financial Statements - Unaudited**

**January 31, 2010**



# Short-Term Fixed Income Pool

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## Financial Statements - Unaudited January 31, 2010

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## Short-Term Fixed Income Pool

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### Statement of Assets and Liabilities - Unaudited

January 31, 2010

(Amounts in thousands, except unit data)

#### Assets

Investment securities at amortized cost	\$	197,580
Accrued interest		<u>32</u>

**Total assets** 197,612

#### Liabilities

Accrued expenses		<u>34</u>
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**Net assets** \$ 197,578

#### Analysis of net assets

Paid-in capital	\$	197,572
Accumulated undistributed net realized gain from investments		<u>6</u>

**Net assets** \$ 197,578

#### Unit data

Units outstanding		197,571,862
Net asset value, unit price	\$	<u>1.00</u>

See accompanying notes to financial statements.



# Short-Term Fixed Income Pool

## Schedule of Investments in Securities - Unaudited January 31, 2010

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value	
<b><u>U. S. Government Agency Issues</u></b>							
Federal Home Loan Mort Corp	0.150 %	0.151 %	07/12/2010	4,000	\$ 4,000	\$ 4,000	
Federal Farm Credit Bank	0.130	0.120	08/26/2011	1,000	1,000	999	
Federal Home Loan Bank	0.960	1.069	02/04/2010	1,500	1,500	1,500	
Federal Home Loan Bank	1.050	1.166	02/23/2010	1,000	1,000	1,001	
Federal Home Loan Bank	0.300	0.295	12/06/2010	3,000	3,000	3,004	
Federal Home Loan Bank	0.500	0.520	10/18/2010	2,000	2,000	2,002	
Federal Home Loan Bank	0.180	0.231	05/04/2010	2,000	2,000	2,000	
Federal Home Loan Bank	0.140	0.163	11/17/2010	3,000	3,000	3,000	
Federal Home Loan Bank	0.160	0.161	12/01/2010	2,000	2,000	2,000	
Federal National Mortgage	0.200	0.264	08/05/2010	3,000	2,999	3,000	
Total U. S. Government Agency Issues - 11.4%						22,499	22,506
<b><u>Short-term Issues</u></b>							
Amsterdam Funding Corp	0.000	0.223	03/16/2010	2,000	\$ 1,999	\$ 1,999	
Aspen Funding Corp	0.000	0.162	02/08/2010	4,000	4,000	4,000	
Atlantic Asset Securitization	0.000	0.172	03/02/2010	7,000	6,999	6,999	
Atlantis One Funding	0.000	0.172	03/08/2010	5,000	4,999	4,999	
Bank of America Corp	0.000	0.132	02/01/2010	5,000	5,000	5,000	
CAFCO LLC	0.000	0.243	02/03/2010	4,000	4,000	4,000	
Deutsche Bank Finl LLC	0.000	0.294	04/08/2010	6,000	5,997	5,991	
Federal Home Loan Bank	0.000	0.061	02/17/2010	3,000	3,000	3,000	
Federal Home Loan Bank	0.000	0.274	02/24/2010	2,000	2,000	2,000	
Federal Home Loan Bank	0.000	0.081	03/05/2010	3,000	3,000	3,000	
Federal Home Loan Bank	0.000	0.203	07/07/2010	1,000	999	999	
Federal Home Loan Mort Corp	0.000	0.254	02/05/2010	2,000	2,000	2,000	
Federal Home Loan Mort Corp	0.000	0.101	02/17/2010	6,000	6,000	6,000	
Federal Home Loan Mort Corp	0.000	0.120	02/23/2010	5,000	5,000	5,000	
Federal Home Loan Mort Corp	0.000	0.142	02/26/2010	4,000	4,000	4,000	
Federal Home Loan Mort Corp	0.000	0.132	03/01/2010	3,000	3,000	3,000	
Federal Home Loan Mort Corp	0.000	0.255	03/22/2010	2,500	2,499	2,499	
Federal Home Loan Mort Corp	0.000	0.152	03/23/2010	3,000	2,999	2,999	
Federal Home Loan Mort Corp	0.000	0.203	03/29/2010	2,000	1,999	1,999	
Federal Home Loan Mort Corp	0.000	0.213	07/06/2010	1,000	999	999	
Federal National Mortgage Assn	0.000	0.183	07/21/2010	2,000	1,998	1,998	
Gemini Securitization Corp	0.000	0.183	04/07/2010	4,000	3,999	3,998	
General Electric Co	0.000	0.132	03/22/2010	7,000	6,999	6,999	
Intessa Funding LLC	0.000	0.188	04/12/2010	7,000	6,997	6,997	
National Australia Funding Inc	0.000	0.178	02/17/2010	4,000	4,000	4,000	
Natixis Commercial Paper Corp	0.000	0.203	02/03/2010	2,000	2,000	2,000	
Nordea NA Inc	0.000	0.152	03/29/2010	6,000	5,999	5,999	
RBS Holdings USA Inc	0.000	0.233	04/26/2010	1,000	999	999	
Sheffield Receivables Corp	0.000	0.162	03/16/2010	4,000	3,999	3,999	
United States Treasury	0.000	0.040	02/25/2010	17,000	17,000	17,000	
United States Treasury	0.000	0.041	04/01/2010	14,000	13,999	13,999	
United States Treasury	0.000	0.123	04/15/2010	12,000	11,997	11,999	
Windmill Funding Corp	0.000	0.183	03/10/2010	5,000	4,998	4,999	
Repurchase Agreement	0.100	0.100	02/01/2010	19,608	19,608	19,608	
Total Short-Term Issues - 88.6%						175,081	175,077
Total Investment Securities - 100.0%						\$ 197,580	\$ 197,583

See accompanying notes to financial statements.

## Short-Term Fixed Income Pool

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### Statement of Operations - Unaudited

Period Ended January 31, 2010\*

(Amounts in thousands)

	<u>Month</u>	<u>Year To Date</u>
<b>Investment income</b>		
Interest	\$ 7	\$ 93
Net accretion	18	212
	<u>25</u>	<u>305</u>
<b>Total investment income</b>	25	305
<b>Expenses</b>		
Investment advisor fees	(7)	(73)
Custodian bank fees	(2)	(8)
Management fees	(5)	(37)
Professional service fees	(1)	(7)
	<u>(15)</u>	<u>(125)</u>
<b>Total expenses</b>	(15)	(125)
<b>Investment income, net</b>	10	180
<b>Net realized gain from investments</b>	<u>-</u>	<u>15</u>
<b>Net increase in net assets from operations</b>	<u>\$ 10</u>	<u>\$ 195</u>

\*The WVIMB operates on a fiscal year beginning on July 1. The "year to date" information is for the period July 1 through the month listed. See accompanying notes to financial statements.

## Short-Term Fixed Income Pool

**Statement of Changes in Net Assets - Unaudited**  
**Period Ended January 31, 2010\***  
*(Amounts in thousands, except unit data)*

	<b>Month</b>	<b>Year To Date</b>
<b>Operations</b>		
Investment income, net	\$ 10	\$ 180
Net realized gain from investments	-	15
	<b>10</b>	<b>195</b>
<b>Distributions to unitholders</b>		
Investment income, net	(10)	(180)
<b>Unit transactions</b>		
Proceeds from sale of units	108,029	907,065
Reinvestment of distributions	10	180
	108,039	907,245
Amount paid for repurchase of units	(132,910)	(974,236)
	<b>(24,871)</b>	<b>(66,991)</b>
	<b>(24,871)</b>	<b>(66,976)</b>
Net assets, beginning of period	222,449	264,554
	<b>\$ 197,578</b>	<b>\$ 197,578</b>
<b>Unit data</b>		
Units sold	108,028,966	907,064,943
Units issued from reinvestment of distributions	9,554	179,802
	108,038,520	907,244,745
Units repurchased	(132,909,852)	(974,235,908)
	<b>(24,871,332)</b>	<b>(66,991,163)</b>

*\*The WVIMB operates on a fiscal year beginning on July 1. The "year to date" information is for the period July 1 through the month listed. See accompanying notes to financial statements.*

# Short-Term Fixed Income Pool

## Notes to Financial Statements - Unaudited

### NOTE 1. DESCRIPTION OF THE ENTITY

The West Virginia Investment Management Board (IMB) was organized on April 25, 1997, as a public corporation created by *West Virginia Code §12-6-1* to provide prudent fiscal administration and investment management services to designated State pension funds, the State's Workers' Compensation and Coal Workers' Pneumoconiosis funds, and certain other State government funds.

A Board of Trustees, consisting of thirteen members, governs the IMB. The Governor, the State Auditor and the State Treasurer are ex officio members of the Board of Trustees. The Governor appoints all other Trustees for a term of six years.

The IMB operates on a fiscal year beginning July 1 and ending June 30.

The accompanying financial statements reflect only the investments and investment related operations of the IMB's Short-Term Fixed Income Pool (Pool). They do not reflect activity of the other investment pools under the control of the IMB or the Administrative Fund of the IMB, or any other assets or liabilities, or restrictions thereon, or the various investment pool participants. Accordingly, these financial statements are not intended to and do not present the comprehensive financial position and operations of the IMB or any of the investment pool participants.

These financial statements have been prepared on a basis of accounting following U.S. generally accepted accounting principles (GAAP) established by the Financial Accounting Standards Board (FASB) and the American Institute of Certified Public Accountants applicable to investment companies, which is a comprehensive basis of accounting other than GAAP for state and local governments established by the Government Accounting Standards Board. The IMB has selected this basis of accounting because it believes that the disclosures required for investment companies better reflect the purpose and operations of the Pool.

A summary of the differences between financial statements prepared in accordance with GAAP for investment companies and GAAP for state and local governments are as follows:

	Investment Company GAAP	State and Local GAAP
Management Discussion and Analysis	Not required	Required
Schedule of Investments in Securities	Required	Not required
Statement of Operations	Required	Not required
Investment Risk Disclosures	Not required	Required
Financial Highlights	Required	Not required

There are no differences in the reported amounts of assets, liabilities, net assets, investment operations, distributions, or unit transactions between GAAP for investment companies and GAAP for state and local governments.

The main objective of the Pool is to maintain sufficient liquidity to fund withdrawals by the participant plans and to invest cash contributions until such time as the money can be transferred to other asset classes without sustaining capital losses. JP Morgan Investment Advisors, Inc. manages the Pool. The Pool's investment performance, net of external investment management fees, is expected to meet or exceed the Salomon ninety-day T-bill index plus fifteen basis points.

### NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

**Basis of Accounting** - The IMB invests funds of the State and its component units, all of which are government entities. Investments are carried at amortized cost. Commissions on the purchases of securities by the IMB are a component of the security price quoted by the seller and are included in the investment cost.

**Repurchase Agreements** - In connection with transactions in repurchase agreements, it is the IMB's policy that its designated custodian take possession of the underlying collateral securities, the fair value of which exceeds the principal amount of the repurchase transaction at all times. If the seller defaults, and the fair value of the collateral declines, realization of the collateral by the IMB may be delayed or limited.

# Short-Term Fixed Income Pool

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## Notes to Financial Statements - Unaudited

### NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

**Security Loans** - The IMB, through its agent, the Bank of New York Mellon, loans securities to various brokers on a temporary basis. Each transaction for U.S. securities is secured by initial collateral of at least 102 percent of the market value of the securities loaned. Cash collateral received is invested in the Mellon GSL Reinvestment Trust. The IMB receives compensation in the form of loan premium fees and income from the investment of the cash collateral. Expenses related to the lending of securities are rebates paid by the lending agent to brokers and the lending agent's fees for its services. The income earned by the IMB is reported in the Statement of Operations as securities lending income. The agent fees and broker rebates are reported as expenses, and unrealized gains or losses resulting from changes in the value of the investment of cash collateral are reported as part of the net increase or decrease in the fair value of investments. The IMB also continues to receive interest or dividends on the securities loaned. Gains or losses in the fair value of the securities loaned that may occur during the term of the loans are reflected in the Statement of Operations.

**Asset-Backed Securities** – The Pool invests in various asset-backed securities, mortgage-backed securities, and structured corporate debt. The securities are reported at fair value. The Pool invests in these securities to enhance yields on investments. Changes in market interest rates affect the cash flows of these securities and may result in changes in fair value. The overall return or yield on these securities depends on the changes in the interest and principal payment pattern and market value of the underlying assets.

**Investment Transactions** - Investment transactions are accounted for on a trade date basis.

**Use of Estimates** - The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

**Investment Gains and Losses** - Gains and losses on the sale of investment securities are recognized at the time of sale by the average cost method. The calculation of realized gains and losses is independent of the calculation of the net increase or decrease in the fair value of investments. Realized gains and losses on investments held in more than one fiscal year and sold in the current year may have been recognized as an increase or decrease in the fair value of investments reported in the prior year.

**Interest Income** - Interest income is recognized as earned on the accrual method.

**Dividend Income** - Dividend income is recognized on the ex-dividend date.

**Amortization** - Discounts and premiums on securities purchased are amortized over the life of the respective securities using the scientific method of amortization. This method maintains a constant book yield over the life of the security. The amortization of asset-backed securities considers the effect of prepayments on the life of the security. Historical prepayment speeds are obtained from market data vendors and are updated annually. The effect of changing prepayment assumptions is reported in the Statement of Operations in the year of the change.

**Distributions to Participants** - The net investment income of the Pool is declared as a dividend and distributed daily to the participants based upon their pro rata participation in the Pool. The distributions of net investment income are credited to the participants' accounts in the form of dividend reinvestments in the Pool and are presented first as distributions to participants, and then as reinvestment of distributions on the Statement of Changes in Net Assets.

**Expenses** - The IMB's Trustees adopt an annual budget and fee schedule for services to be provided to all of the investment pools under its management. Each investment pool is charged for its direct investment-related cost and for its allocated share of other expenses. These other expenses are allocated to the individual pools based on asset size. The IMB pays all expenses on behalf of the Pool.

**Income Taxes** - The IMB is a public corporation organized under laws of the State of West Virginia and exempt from federal and state taxation. Accordingly, the financial statements have been prepared recognizing that the IMB is not subject to federal or state income taxes.

# Short-Term Fixed Income Pool

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## Notes to Financial Statements - Unaudited

### NOTE 3. FAIR VALUE MEASUREMENTS

FAS 157 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The IMB adopted FAS 157 for fiscal year 2009.

Fair value of an investment is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., the exit price).

FAS 157 established a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical financial instruments (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FAS 157 are:

Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities at the reporting date.

Level 2 Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not considered active; observable inputs other than observable quoted prices for the asset or liability; or inputs derived principally from or corroborated by observable market data.

Level 3 Unobservable pricing inputs for assets and liabilities.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an investment's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the investment.

The table below summarizes the valuation of the investment securities in accordance with FAS 157 fair value hierarchy levels as of January 31, 2010:

	<u>Level I</u>	<u>Level II</u>	<u>Level III</u>	<u>Total</u>
Short-term Issues	\$ -	\$ 175,081,800	\$ -	\$ 175,081,800
U.S. Government Agency Issues	-	22,498,332	-	22,498,332
Total	<u>\$ -</u>	<u>\$ 197,580,132</u>	<u>\$ -</u>	<u>\$ 197,580,132</u>

## Short-Term Fixed Income Pool

### Notes to Financial Statements - Unaudited

#### NOTE 4. FINANCIAL HIGHLIGHTS

**Per Unit Operating Performance:**

Net asset value at June 30, 2009	\$ 1.00
Net asset value at January 31, 2010	\$ 1.00

**Time-weighted Total Return \*** 0.1%

**Supplemental Data:**

Net assets, end of period (\$000's)	\$ 197,578
Ratio to average net assets:	
Expenses **	0.09%
Net investment income **	0.12%
Weighted average days to maturity	40
Maximum weighted average investment maturity per Board guidelines	60 days
Money market yield ***	0.06%

\* Return data is net of fees for the fiscal year-to-date and is not annualized

\*\* All ratios are for the fiscal year-to-date annualized

\*\*\* The money market yield represents the rate of income, net of expenses, earned over the past month and is not intended to indicate future performance. The return is annualized over a 365-day year, assuming no reinvestment of earnings.

#### NOTE 5. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at January 31, 2010.

Participant	Account Value
Workers' Compensation Old Fund	\$ 96,094,852
Teachers' Retirement System	29,360,085
Teachers' Employers Contribution Collection Account	27,467,341
Public Employees' Retirement System	13,692,384
Coal Workers' Pneumoconiosis Fund	11,177,343
Workers' Compensation Uninsured Employers Fund	8,753,031
Workers' Compensation Self-insured Employers Fund	7,682,902
Prepaid Tuition Trust Fund	1,028,864
Deputy Sheriff's Retirement System	514,266
State Police Retirement System	456,335
Emergency Medical Services Retirement System	413,285
State Police Death, Disability and Retirement Fund	407,685
Judges' Retirement System	230,755
Wildlife Endowment Fund	160,888
Revenue Shortfall Reserve Fund B	57,796
Revenue Shortfall Reserve Fund	52,334
Public Employees' Insurance Agency	8,761
Board of Risk and Insurance Management	8,341
Retiree Health Benefit Trust	4,615
Total	\$ 197,571,862





**Financial Statements - Unaudited**

**January 31, 2010**



# Total Return Fixed Income Pool

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## Financial Statements - Unaudited January 31, 2010

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# Total Return Fixed Income Pool

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## Statement of Assets and Liabilities - Unaudited

January 31, 2010

(Amounts in thousands, except unit data)

### Assets

Investment securities at fair value	\$	1,675,059
Cash		11,584
Cash denominated in foreign currencies (cost \$1,941)		1,889
Collateral for securities loaned at fair value (Note 4)		46,196
Unrealized gain on foreign currency exchange contracts (Note 8)		507
Receivables:		
Accrued interest		11,426
Investments sold		22,658
Dividends		16
Securities lending income		35
		<hr/>
<b>Total assets</b>		1,769,370

### Liabilities

Accrued expenses		770
Dividends payable		2,298
Payable for investments purchased		81,679
Payable upon return of securities loaned (Note 4)		48,038
Option contracts written		7,455
		<hr/>
<b>Total liabilities</b>		140,240
		<hr/>
<b>Net assets</b>	\$	<u>1,629,130</u>

### Analysis of net assets

Paid-in capital	\$	1,264,355
Accumulated undistributed net investment income		494
Accumulated undistributed net realized gain from investments		366,271
Accumulated undistributed net realized gain from foreign currency transactions		16,293
Unrealized net depreciation of investments		(18,994)
Unrealized net appreciation on translation of assets and liabilities in foreign currencies		711
		<hr/>
<b>Net assets</b>	\$	<u>1,629,130</u>

### Unit data

Units outstanding		122,449,512
Net asset value, unit price	\$	<u>13.30</u>

See accompanying notes to financial statements.

# Total Return Fixed Income Pool

## Schedule of Investments in Securities - Unaudited January 31, 2010

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
<b><u>Municipal Bonds</u></b>						
California	6.200 %	6.260 %	10/01/2019	2,250	\$ 2,240	\$ 2,254
California	7.500	7.604	04/01/2034	10,000	9,884	9,879
Total Municipal Bonds - 0.7%					12,124	12,133
<b><u>U. S. Treasury Issues</u></b>						
United States Treasury	2.380	0.188	08/31/2010	50,000	50,629	50,623
United States Treasury	0.720	0.241	01/31/2011	69,000	69,332	69,380
United States Treasury	1.000	0.904	12/31/2011	74,000	74,133	74,295
United States Treasury	2.630	2.474	12/31/2014	4,450	4,481	4,515
United States Treasury	3.130	3.141	10/31/2016	5,130	5,125	5,163
United States Treasury	2.750	2.849	11/30/2016	90	89	88
United States Treasury	4.000	3.465	08/15/2018	13,000	13,510	13,550
United States Treasury	3.630	3.443	08/15/2019	1,880	1,908	1,885
United States Treasury	3.380	3.515	11/15/2019	24,700	24,415	24,225
United States Treasury	2.000	1.808	01/15/2026	26,670	29,840	29,705
United States Treasury	4.500	4.622	08/15/2039	8,400	8,236	8,390
United States Treasury	4.380	4.482	11/15/2039	4,210	4,136	4,118
Total U. S. Treasury Issues - 17.5%					285,834	285,937
<b><u>U. S. Government Agency Issues</u></b>						
<i>U. S. Government Agency Bonds</i>						
Federal National Mortgage Assn	5.250	7.425	08/01/2012	3,710	3,529	4,029
<i>U. S. Government Agency MBS (coupon, yield, and maturity date are weighted averages)</i>						
FHLMC Mortgage Pools	6.167	5.474	09/01/2037	29,920	31,742	31,808
FNMA Mortgage Pools	5.800	4.954	02/15/2038	60,760	64,550	64,658
<i>Total U. S. Government Agency MBS</i>					96,292	96,466
<i>U. S. Government Agency CMO</i>						
Federal Home Loan Mortgage	1.030	0.000	03/15/2034	424	-	421
Total U.S. Government Agency Issues - 6.2%					99,821	100,916
<b><u>Corporate Issues</u></b>						
<i>Corporate Bonds</i>						
AES Corporation	8.000	8.000	06/01/2020	6,400	6,400	6,416
Aiful Corporation	5.000	5.167	08/10/2010	1,420	1,419	1,306
Allstate Life Global Fn Trust	5.380	5.398	04/30/2013	1,700	1,699	1,845
American Express	6.150	6.072	08/28/2017	3,370	3,298	3,598
American Express	6.800	6.550	09/01/2066	1,660	1,722	1,540
American General Finance Corp	6.900	7.000	12/15/2017	1,580	1,571	1,153
American Intl Group	5.850	5.922	01/16/2018	910	906	731
Anadarko Finance Co	6.750	5.385	05/01/2011	100	102	106
Anadarko Finance Co	7.500	6.498	05/01/2031	1,280	1,427	1,447
Anadarko Petroleum Corp	6.450	6.433	09/15/2036	4,350	4,360	4,473
AOL Time Warner Inc	7.630	6.150	04/15/2031	7,000	8,213	8,243
AOL Time Warner Inc	7.700	6.150	05/01/2032	3,000	3,559	3,556
ASIF Global Financing	4.900	4.777	01/17/2013	510	512	490
AT&T Corp	8.000	6.053	11/15/2031	2,750	3,393	3,399
AT&T Corp Wireless Services	8.130	5.709	05/01/2012	480	504	547
AT&T Inc	5.100	5.291	09/15/2014	1,220	1,211	1,326
AT&T Inc	5.500	5.575	02/01/2018	5,076	5,052	5,358
AT&T Inc	6.550	6.152	02/15/2039	2,975	3,134	3,157
BAC Capital Trust XIV	5.630	6.231	12/31/2049	570	520	405
Bank of America Corp	5.380	5.591	08/15/2011	270	269	285
Bank of America Corp	5.420	3.544	03/15/2017	600	670	588
Bank of America Corp	7.630	5.317	06/01/2019	10,250	11,972	11,727
Bank One Corporation	5.900	6.087	11/15/2011	2,415	2,407	2,585
Barclays Bank PLC	5.130	5.209	01/08/2020	15,630	15,529	15,447
Bear Stearns Companies Inc	7.250	7.289	02/01/2018	4,250	4,240	4,874
Boston Properties LP	5.880	5.323	10/15/2019	4,950	5,155	5,154

A - Adjustable rate security. N - Security is in nonaccrual status pending bankruptcy proceeding. P - Perpetual bond, no stated maturity  
See accompanying notes to financial statements.

## Total Return Fixed Income Pool

### Schedule of Investments in Securities - Unaudited (Continued)

January 31, 2010

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
Boston Scientific Corp	6.400	4.862	06/15/2016	5,000	5,417	5,388
Burlington NO SF 00-1 TR	8.250	0.068	01/15/2021	371	455	454
Caterpillar Financial Services	5.450	5.235	04/15/2018	2,010	2,039	2,126
CIGNA Corporation	7.650	6.919	03/01/2023	1,825	1,938	2,076
CIGNA Corporation	7.880	6.874	05/15/2027	1,525	1,678	1,738
Citigroup Inc	5.000	4.901	09/15/2014	6,750	6,777	6,606
Citigroup Inc	6.130	5.719	11/21/2017	7,795	7,991	7,883
Citigroup Inc	6.880	6.929	03/05/2038	5,140	5,106	5,130
Comcast Corp	6.500	5.705	01/15/2015	3,605	3,726	4,091
Comcast Corp	6.500	5.598	01/15/2017	11,415	11,990	12,765
Commonwealth Edison	6.150	4.735	03/15/2012	1,500	1,542	1,638
Continental Airlines Inc	9.250	9.250	05/10/2017	1,370	1,370	1,397
Continental Airlines Inc	7.250	7.250	11/10/2019	5,830	5,830	5,947
Corp Bond Backed CTF-CCE	0.000	7.000	05/15/2098	5,000	2,828	3,051
Countrywide Financial Corp	5.800	7.825	06/07/2012	40	38	43
Countrywide Financial Corp	6.250	7.950	05/15/2016	2,550	2,339	2,630
Cox Communications Inc	9.380	5.260	01/15/2019	6,445	8,320	8,372
Cox Communications Inc	8.380	6.396	03/01/2039	1,500	1,890	1,898
Credit Agricole SA	8.130	8.125	12/13/2049	4,130	4,130	4,460
CVS Caremark Corp	6.940	7.044	01/10/2030	5,466	5,466	5,777
Delta Air Lines	6.820	6.823	08/10/2022	2,451	2,451	2,377
Deutsche Telekom Int Fin	5.750	5.903	03/23/2016	1,635	1,622	1,761
Dominion Resources Inc	4.750	4.773	12/15/2010	280	280	289
Dow Chemical Company	8.550	5.662	05/15/2019	4,800	5,790	5,740
Dow Chemical Company	9.400	6.699	05/15/2039	1,500	2,017	1,978
Dr Pepper Snapple Group	6.820	6.822	05/01/2018	1,830	1,830	2,080
El Paso Corporation	7.800	11.226	08/01/2031	469	336	466
El Paso Corporation	7.750	7.814	01/15/2032	222	221	221
Exelon Corp	4.750	4.637	10/01/2012	890	892	958
FirstEnergy Corp	6.450	6.603	11/15/2011	11	11	12
FirstEnergy Corp	7.380	6.853	11/15/2031	5,560	5,884	6,257
Ford Motor Credit Company	7.250	6.377	10/25/2011	15,500	15,716	15,689
Ford Motor Credit Company	12.000	12.250	05/15/2015	8,360	8,280	9,600
Freeport-McMoRan Copper & Gold	8.380	6.848	04/01/2017	7,680	8,335	8,352
General Electric Capital Corp	5.450	5.188	01/15/2013	570	574	613
General Electric Capital Corp	5.900	3.549	05/13/2014	2,000	2,185	2,181
General Electric Capital Corp	6.380	3.887	11/15/2067	9,160	9,117	8,049
General Electric Company	5.000	4.833	02/01/2013	3,590	3,607	3,840
General Motors Corp	0.000	1.904	07/15/2033	3,900	3,400	1,092
Glitnir BankI HF	0.000 <i>N</i>	-	07/28/2011	2,530	2,530	633
Glitnir BankI HF	0.000 <i>N</i>	0.045	09/25/2012	3,390	3,386	848
Glitnir BankI HF	0.000 <i>N</i>	0.006	06/15/2016	5,000	4,998	1
Glitnir BankI HF	0.000 <i>N</i>	0.024	09/14/2049	600	594	-
GMAC LLC	6.880	6.462	09/15/2011	11,425	11,495	11,425
Goldman Sachs Capital II	5.790	2.446	12/29/2049	3,960	3,254	3,099
Goldman Sachs Group Inc	6.600	6.556	01/15/2012	2,030	2,032	2,212
Goldman Sachs Group Inc	6.150	6.141	04/01/2018	3,680	3,682	3,916
Groupe BPCE	12.500	9.578	<i>P</i>	5,317	6,939	6,403
HCA Inc	6.300	5.990	10/01/2012	4,500	4,533	4,421
HCA Inc	6.250	6.429	02/15/2013	7,000	6,966	6,781
Household Finance Corporation	6.380	5.707	10/15/2011	120	121	128
Household Finance Corporation	7.000	5.660	05/15/2012	20	21	22
Household Finance Corporation	6.380	6.462	11/27/2012	440	439	487
HSBC Holdings PLC	6.500	6.058	05/02/2036	3,500	3,701	3,699
Humana Inc	7.200	6.671	06/15/2018	2,030	2,098	2,208
Humana Inc	8.150	8.095	06/15/2038	730	734	767
Hypothekenbk In Essen	5.000	5.023	01/20/2012	2,060	2,059	2,191
ICICI Bank Limited	6.380	6.573	04/30/2022	2,238	2,003	2,087
ILFC E-Capital Trust II	6.250	3.242	12/21/2065	4,520	4,252	2,554
John Deere Capital Corp	5.350	5.235	04/03/2018	3,050	3,073	3,270
JP Morgan Chase CAP XV	5.880	6.581	03/15/2035	1,850	1,690	1,664
JPM Chase Capital XXV	6.800	6.684	10/01/2037	1,000	1,014	1,008
JPMorgan Chase & Co	5.750	5.268	01/02/2013	1,590	1,610	1,731
JPMorgan Chase & Co	5.130	5.030	09/15/2014	560	562	593

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# Total Return Fixed Income Pool

## Schedule of Investments in Securities - Unaudited (Continued)

January 31, 2010

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
JPMorgan Chase & Co	5.150	5.330	10/01/2015	790	783	843
Kaupthing Bank HF	0.000 <i>N</i>	2.606	02/28/2015	7,930	6,954	1,943
Kerr-McGee Corporation	6.950	6.236	07/01/2024	330	352	372
Kerr-McGee Corporation	7.880	6.583	09/15/2031	3,605	4,138	4,256
Kinder Morgan Energy Partners	6.750	6.157	03/15/2011	560	564	591
Kinder Morgan Energy Partners	7.130	5.551	03/15/2012	910	938	1,008
Kinder Morgan Energy Partners	5.850	7.004	09/15/2012	150	146	162
Kinder Morgan Energy Partners	5.000	6.163	12/15/2013	940	903	1,013
Kinder Morgan Energy Partners	6.000	6.219	02/01/2017	1,610	1,590	1,742
Kinder Morgan Energy Partners	5.950	6.030	02/15/2018	2,800	2,786	3,034
Koninklijke KPN NV	8.000	5.703	10/01/2010	2,500	2,537	2,616
Koninklijke KPN NV	8.380	6.760	10/01/2030	2,105	2,481	2,646
Kroger Co	6.400	5.641	08/15/2017	220	230	246
Kroger Co	6.150	5.941	01/15/2020	240	244	262
L-3 Communications Corp	5.200	5.246	10/15/2019	6,370	6,348	6,487
Lafarge SA	6.500	5.027	07/15/2016	2,500	2,701	2,699
Lehman Brothers Holdings	0.000 <i>N</i>	(0.053)	01/24/2013	3,040	3,045	661
Lehman Brothers Holdings	0.000 <i>N</i>	0.012	09/26/2014	1,690	1,689	353
Lehman Brothers Holdings Inc	0.000 <i>N</i>	0.017	07/19/2017	110	110	-
Lehman Brothers Holdings Inc	0.000 <i>N</i>	0.007	12/28/2017	8,860	8,855	3
Lehman Brothers Holdings Inc	0.000 <i>N</i>	0.114	11/29/2049	4,430	4,232	1
Lloyds TSB Bank PLC	4.380	4.376	01/12/2015	4,115	4,115	4,091
Lloyds TSB Bank PLC	5.800	5.831	01/13/2020	4,135	4,125	4,089
Lorillard Tobacco Company	8.130	6.688	06/23/2019	5,060	5,561	5,552
Macys Retail Holding Inc	6.380	7.106	03/15/2037	5,000	4,563	4,400
Macys Retail Holdings Inc	6.650	7.463	07/15/2024	4,815	4,472	4,466
McDonalds Corp	5.350	5.225	03/01/2018	5,120	5,162	5,563
Merrill Lynch & Company Inc	6.880	6.887	04/25/2018	10,890	10,882	11,757
MetLife Inc	6.400	7.003	12/15/2066	4,870	4,459	4,286
Morgan Stanley Dean Witter Co	5.630	5.806	01/09/2012	2,450	2,442	2,616
Morgan Stanley Dean Witter Co	6.600	5.476	04/01/2012	3,615	3,697	3,968
Morgan Stanley Dean Witter Co	6.630	6.224	04/01/2018	360	369	394
MUFG Capital Fin 1 LTD	6.350	4.064	07/29/2049	2,090	2,090	2,024
National Semiconductor Corp	6.600	5.898	06/15/2017	2,580	2,687	2,702
Nelnet Student Loan Trust	1.730	1.729	04/25/2024	4,480	4,480	4,711
News America Inc	6.650	6.763	11/15/2037	270	266	289
Nordstrom Inc	6.250	4.763	01/15/2018	1,500	1,646	1,640
Pacific Gas & Electric Corp	6.050	5.913	03/01/2034	2,120	2,157	2,208
Pacific Gas & Electric Corp	5.800	6.056	03/01/2037	1,050	1,014	1,056
Pacific Life Global Funding	5.150	5.161	04/15/2013	450	450	476
Pfizer Inc	6.200	4.552	03/15/2019	7,250	8,133	8,128
Rabobank Nederland	11.000	10.092	<i>P</i>	544	593	695
Reed Elsevier Capital	8.630	5.107	01/15/2019	200	250	251
Resona PFD Global Securities	7.190	2.061	12/29/2049	750	608	697
Reynolds American Inc	6.750	6.619	06/15/2017	4,740	4,776	5,054
Roche Holdings Inc	6.000	4.489	03/01/2019	7,250	8,059	8,007
Royal Bank of Scotland Grp PLC	6.380	6.375	02/01/2011	1,270	1,270	1,286
Royal Bank of Scotland Grp PLC	5.000	7.737	10/01/2014	7,310	6,539	6,786
Royal Bank of Scotland Grp PLC	7.640	7.640	<i>P</i>	1,400	1,400	812
Santander US Debt SA UNI	0.300	0.327	07/23/2010	10,000	9,999	10,008
Seariver Maritime Inc	0.000	3.908	09/01/2012	3,180	2,877	2,987
Shinsei Fin Cayman Ltd	6.420	2.169	01/29/2049	5,560	4,571	3,392
Southern Natural Gas Co	5.900	5.897	04/01/2017	570	570	602
Southern Natural Gas Co	8.000	9.187	03/01/2032	1,090	967	1,279
Sprint Capital Corp	8.380	6.005	03/15/2012	3,690	3,861	3,755
Sprint Capital Corp	6.900	6.750	05/01/2019	120	121	107
Sprint Capital Corp	8.750	7.014	03/15/2032	680	812	612
Sprint Nextel Corporation	6.000	7.410	12/01/2016	4,300	3,979	3,741
Student Loan Marketing Assn	8.450	8.218	06/15/2018	4,000	4,055	3,920
Systems 2001 Asset Trust	6.660	5.343	09/15/2013	5,438	5,481	5,826
Teachers Insurance & Annuity	6.850	6.860	12/16/2039	1,230	1,228	1,326
Telecom Italia Capital	5.250	5.287	11/15/2013	435	434	465
Telecom Italia Capital	4.950	4.995	09/30/2014	810	809	851
Telecom Italia Capital	5.250	5.332	10/01/2015	820	817	867

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# Total Return Fixed Income Pool

## Schedule of Investments in Securities - Unaudited (Continued)

January 31, 2010

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
Tenet Healthcare Corporation	8.880	9.625	07/01/2019	250	239	266
Time Warner Cable Inc	8.750	5.331	02/14/2019	5,300	6,586	6,556
Time Warner Entertainment Co	8.380	8.068	07/15/2033	3,050	3,148	3,705
TNK-BP Finance SA	7.880	8.692	03/13/2018	2,820	2,688	2,947
Travelers Cos Inc	6.250	4.048	06/20/2016	1,150	1,291	1,286
Travelers Cos Inc	5.750	4.273	12/15/2017	1,623	1,782	1,788
Travelers Cos Inc	6.250	4.582	03/15/2037	570	538	536
TXU Corp	5.550	7.064	11/15/2014	430	404	321
TXU Corp	6.500	8.559	11/15/2024	2,230	1,849	1,187
TXU Corp	6.550	8.063	11/15/2034	2,805	2,352	1,473
Tyco International Group SA	6.750	4.956	02/15/2011	1,090	1,110	1,153
Tyco/Tyco International Fin SA	6.880	5.818	01/15/2021	970	1,050	1,126
Union Pacific RR Co 07-3	6.180	2.504	01/02/2031	851	936	946
UnitedHealth Group Inc	5.250	4.986	03/15/2011	40	40	42
UNP RR Co 1999 Pass Trust	7.600	(0.709)	01/02/2020	688	822	826
UNP RR Co 2005 Pass Trst	5.080	4.134	01/02/2029	600	614	631
Vale Overseas Ltd	6.880	6.982	11/21/2036	2,812	2,775	2,895
Vedanta Resources PLC	8.750	8.751	01/15/2014	1,430	1,430	1,519
Verizon Communications	6.100	5.595	04/15/2018	1,710	1,766	1,871
Verizon Global Funding Corp	6.880	4.979	06/15/2012	90	94	100
Verizon Global Funding Corp	7.380	5.220	09/01/2012	1,180	1,241	1,340
Wachovia Capital Trust	5.800	1.937	12/29/2049	2,540	2,382	1,964
Wachovia Corp	5.500	5.552	05/01/2013	9,840	9,825	10,669
Wachovia Corp	5.630	6.046	10/15/2016	4,150	4,055	4,319
Wachovia Corp	5.750	4.885	02/01/2018	4,000	4,227	4,212
Wal-Mart Stores	5.800	5.143	02/15/2018	610	636	683
WellPoint Inc	5.880	4.694	06/15/2017	5,096	5,466	5,528
WellPoint Inc	7.000	4.945	02/15/2019	1,175	1,349	1,360
Wells Fargo & Company	5.250	3.972	10/23/2012	140	145	151
Wells Fargo Capital X	5.950	6.337	12/15/2036	3,280	3,116	3,006
Wisconsin Electric Power	5.700	5.705	12/01/2036	5,000	4,997	5,133
Wyeth	5.950	5.999	04/01/2037	2,570	2,553	2,676
Xerox Corporation	6.400	4.485	03/15/2016	11,000	12,116	12,162
XTO Energy Inc	7.500	4.797	04/15/2012	625	660	707
XTO Energy Inc	5.650	5.683	04/01/2016	770	769	853
XTO Energy Inc	5.500	5.687	06/15/2018	3,030	2,993	3,274
<i>Total Corporate Bonds</i>					592,964	564,820
<i>Corporate Asset Backed Issues</i>						
Hertz Vehicle Financing LLC	5.290	5.350	03/25/2015	2,800	2,800	2,887
Public Service New Hampshire	6.480	5.468	05/01/2015	432	443	471
Pegasus Aviation Lease Sec	8.370	17.655	07/25/2017	500	373	160
<i>Total Corporate Asset Backed Issues</i>					3,616	3,518
<i>Corporate CMO</i>						
Banc of America Mortgage Sec	5.200 A	6.172	12/01/2034	6,384	6,112	6,167
Banc of America Mortgage Sec	4.660 A	5.175	04/25/2035	1,011	988	907
Bear Stearns Adj Rate Mortgage	5.000	2.334	12/25/2046	1,940	1,726	1,372
Countrywide Alternative Loan T	0.560	14.191	11/20/2035	2,884	1,656	1,512
Countrywide Alternative Loan T	5.410 A	5.522	12/25/2035	2,328	2,313	1,549
Countrywide Asset-Backed Cert	1.230	14.036	08/25/2047	2,567	1,912	1,432
Countrywide Home Loans	5.640 A	5.656	06/20/2036	1,333	1,332	917
GMAC Mortgage Corp Loan Trust	5.000 A	5.327	09/19/2035	1,030	1,015	873
Greenpoint Mtge Funding Trust	0.440	30.550	04/25/2036	2,217	1,192	1,251
Indymac Inda Mtg Loan Trust	6.150 A	6.090	09/25/2037	2,306	2,304	1,647
Indymac Indx Mortgage Ln Trust	0.440	25.495	04/25/2046	2,384	1,303	1,253
IndyMac Residential Asset Sec	4.750	4.509	02/25/2019	5,314	5,342	5,186
JPMorgan Mortgage Trust	4.960 A	5.292	08/25/2035	2,059	2,024	1,737
Lehman XZ Trust	0.450	30.407	04/25/2046	5,430	2,926	2,444
Luminent Mortgage Trust	0.430	15.900	02/25/2046	4,855	2,697	2,590
MASTR ARM Trust	4.840 A	5.313	01/25/2036	1,449	1,421	1,227
MASTR Performing Loan Trust	7.000	6.265	08/25/2034	92	94	86
Merrill Lynch Mortgage Invest	3.110 A	3.602	12/25/2034	46	45	41
Morgan Stanley Mortgage Loan	3.200 A	3.279	10/25/2034	1,498	1,490	1,213

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# Total Return Fixed Income Pool

## Schedule of Investments in Securities - Unaudited (Continued)

January 31, 2010

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
Morgan Stanley Mortgage Loan	6.120 A	5.990	06/25/2037	4,791	4,802	2,602
Residential Accredit Loans Inc	5.800 A	5.937	12/01/2035	12,205	12,132	5,922
Structured Asset Mortgage Inv	0.440	10.395	08/25/2036	8,516	4,730	4,737
Thornburg Mtg Securities Trust	6.200 A	6.276	09/25/2037	7,127	7,098	5,879
Thornburg Mtg Securities Trust	6.200 A	6.563	09/25/2037	7,220	7,119	6,041
Washington Mutual Mortgage	4.890 A	5.225	08/25/2035	1,962	1,929	1,699
Washington Mutual Mortgage	4.820 A	5.231	10/25/2035	1,278	1,265	1,239
Washington Mutual Mortgage	5.050 A	5.341	12/25/2035	2,316	2,281	1,883
Washington Mutual Mortgage	5.610 A	5.689	11/25/2036	236	235	178
Washington Mutual Mortgage	5.560 A	5.574	12/25/2036	908	907	682
Washington Mutual Mortgage	5.560 A	17.699	12/25/2036	743	413	525
Washington Mutual Mortgage	5.390 A	19.648	02/25/2037	735	408	523
Washington Mutual Mortgage	5.570 A	5.783	03/01/2037	268	265	191
Wells Fargo Mortgage Backed	2.970 A	10.059	12/25/2034	3,544	2,880	3,438
Wells Fargo Mortgage Backed	5.240 A	5.654	04/25/2036	670	664	602
<i>Total Corporate CMO</i>					85,020	69,545
<i>Corporate Preferred Securities</i>						
GMAC INC				1	431	1,028
General Motors Corp				132	2,403	826
<i>Total Corporate Preferred Securities</i>					2,834	1,854
Total Corporate Issues - 39.3%					684,434	639,737
<b>Investments in Other Funds</b>						
Western Asset High Yield Portfolio				15,520	150,259	130,523
Investment Objective - To maximize total return by investing in fixed income securities that are rated below investment grade at time of purchase.						
Redemption Provisions - Daily						
Western Asset International Investment Grade Securities Portfolio				1,353	25,152	33,240
Investment Objective - To maximize total return by investing in fixed income securities that are rated investment grade at time of purchase.						
Redemption Provisions - Daily						
Western Asset Floating Rate High Income Fund, LLC				8,455	100,990	116,901
Investment Objective - To maximize total return by investing in U.S. dollar-denominated loans, loan participations and below investment grade fixed income securities.						
Redemption Provisions - Daily						
Western Asset US Enhanced Cash, LLC				5,078	48,816	48,822
Investment Objective - To maximize total return by investing in investment grade fixed income securities.						
Redemption Provisions - Daily						
Western Asset Opportunistic Asian Securities Portfolio, LLC				5,017	52,279	56,991
Investment Objective - To maximize total return by investing in debt and fixed income securities of Asian issuers.						
Redemption Provisions - Daily						
Western Asset Non-U.S. Inflation Linked Securities Portfolio, LLC				1,430	22,581	21,124
Investment Objective - To maximize total return by investing in inflation linked securities of non-U.S. issuers (70%) and U.S. issuers (30%).						
Redemption Provisions - Daily						
Western Asset Opportunistic Local Market Debt Securities Portfolio, LLC				2,707	33,811	40,269
Investment Objective - To maximize total return by investing in lower rated debt and other fixed income securities of non-U.S. issuers.						
Redemption Provisions - Daily						
Western Asset Opportunistic Structured Securities Portfolio, LLC				9,012	80,373	91,017
Investment Objective - To maximize total return by investing in primarily investment grade asset backed fixed income securities.						
Redemption Provisions - Daily						
Western Asset Opportunistic Developing Markets Corporate Credit Securities Portfolio, LLC				2,384	22,282	28,152
Investment Objective - To maximize total return by investing in U.S. dollar-denominated fixed income securities of non-U.S. issuers in developing markets.						
Redemption Provisions - Daily						
Total Investments in Other Funds - 34.8%					536,543	567,039

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# Total Return Fixed Income Pool

## Schedule of Investments in Securities - Unaudited (Continued)

**January 31, 2010**

*(Amounts in thousands, except share data)*

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
<b><u>Short-term Issues</u></b>						
Dreyfus Cash Management				71,436	71,436	71,436
Total Short-term Issues - 4.4%					71,436	71,436
<b><u>Option Contracts Purchased</u></b>						
US Treasury 10Yr Note Option, expiring February 2010			02/19/2010	1,148	793	179
Total Option Contracts Purchased - 0.0%					793	179
<b><u>Interest Rate Swaps</u></b>						
Greenwich Capital Holdings, expiring 2018 - 2039, notional value of \$63,360,000						(1,495)
Credit Suisse First Boston, expiring 2010 - 2039, notional value of \$159,740,000						590
CS First Boston Mtg Secs, expiring 2014, notional value of \$134,770,000						(2,532)
Total Interest Rate Swaps - (0.2%)						(3,437)
<b><u>Futures Contracts</u></b>						
<i>Long Positions</i>						
<i>U.S. Dollar</i>						
Euro 90 Day Future, expiring March 2010				492		407
US Treasury 5Yr Note Future, expiring March 2010				319		553
US Ultra Bond, expiring March 2010				99		40
Euro 90 Day Future, expiring June 2010				54		109
Euro 90 Day Future, expiring September 2010				482		656
Euro 90 Day Future, expiring December 2011				1,300		1,490
<i>Total Long Positions</i>						3,255
<i>Short Positions</i>						
<i>U.S. Dollar</i>						
US Treasury 10Yr Note Future, expiring March 2010				(484)		(143)
US Treasury Bond Future, expiring March 2010				(1,415)		(109)
Euro 90 Day Future, expiring December 2010				(1,300)		(1,884)
<i>Total Short Positions</i>						(2,136)
Total Futures Contracts - 0.1%						1,119
Total Investment Securities - 102.8%					\$ 1,690,985	\$ 1,675,059
<b><u>Foreign Currency Forward Contracts</u></b>						
<i>Long Position</i>						
Euro Currency, expiring 02/17/2010						507
Total Foreign Currency Forward Contracts - 0.0%						\$ 507

*A - Adjustable rate security. N - Security is in nonaccrual status pending bankruptcy proceeding. P - Perpetual bond, no stated maturity  
See accompanying notes to financial statements.*

## Total Return Fixed Income Pool

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### Option Contracts Written - Unaudited

January 31, 2010

(Amounts in thousands)

<u>Security Name</u>	<u>Cost</u>	<u>Fair Value</u>
<b><u>Option Contracts Written</u></b>		
Euro 90 Day Future Option	\$ (333)	\$ (916)
Euro 90 Day Future Option	(119)	(339)
Euro 90 Day Future Option	(464)	(4)
Euro 90 Day Future Option	(42)	(1)
Euro 90 Day Future Option	(75)	(97)
Euro 90 Day Future Option	(75)	(39)
Swaption	(1,329)	(1,430)
Swaption	(1,356)	(1,341)
Swaption	(1,329)	(1,602)
Swaption	(1,356)	(1,686)
Total Option Contracts Written - (0.5%)	<u>\$ (6,478)</u>	<u>\$ (7,455)</u>

See accompanying notes to financial statements.

## Total Return Fixed Income Pool

**Statement of Operations - Unaudited**  
**Period Ended January 31, 2010\***  
*(Amounts in thousands)*

	<b>Month</b>	<b>Year To Date</b>
<b>Investment income</b>		
Interest	\$ 2,498	\$ 23,105
Dividend	15	13,112
Securities lending	16	98
Shareholder litigation proceeds	118	118
Net accretion	23	2,075
<b>Total investment income</b>	2,670	38,508
<b>Expenses</b>		
Investment advisor fees	(294)	(2,263)
Trustee fees	(1)	(8)
Custodian bank fees	(9)	(41)
Management fees	(40)	(475)
Fiduciary bond fees	-	(6)
Professional service fees	(11)	(96)
Securities lending agent fees	(9)	(21)
Securities lending borrower rebates	28	7
<b>Total expenses</b>	(336)	(2,903)
<b>Investment income, net</b>	2,334	35,605
<b>Realized and unrealized gain (loss) from investments and foreign currency</b>		
Net realized gain (loss) from:		
Investments	13,673	27,162
Foreign currency transactions	(47)	641
Net increase in the fair value of:		
Investments	4,493	197,186
Translation of assets and liabilities in foreign currencies	242	694
<b>Net gain from investments and foreign currency</b>	18,361	225,683
<b>Net increase in net assets from operations</b>	\$ 20,695	\$ 261,288

*\*The WVIMB operates on a fiscal year beginning on July 1. The "year to date" information is for the period July 1 through the month listed. See accompanying notes to financial statements.*

## Total Return Fixed Income Pool

**Statement of Changes in Net Assets - Unaudited**  
**Period Ended January 31, 2010\***  
*(Amounts in thousands, except unit data)*

	<b>Month</b>	<b>Year To Date</b>
<b>Operations</b>		
Investment income, net	\$ 2,334	\$ 35,605
Net realized gain from investments	13,673	27,162
Net realized gain (loss) from foreign currency transactions	(47)	641
Net increase in the fair value of investments	4,493	197,186
Net increase in the translation of assets and liabilities in foreign currencies	242	694
	<b>20,695</b>	<b>261,288</b>
<b>Net increase in net assets from operations</b>		
<b>Distributions to unitholders</b>		
Investment income, net	(2,298)	(35,521)
<b>Unit transactions</b>		
Proceeds from sale of units	72,682	390,135
Reinvestment of distributions	7,990	43,930
	<b>80,672</b>	<b>434,065</b>
Amount paid for repurchase of units	(72,274)	(1,260,311)
	<b>8,398</b>	<b>(826,246)</b>
<b>Net increase (decrease) in net assets from unit transactions</b>		
	<b>26,795</b>	<b>(600,479)</b>
<b>Increase (decrease) in net assets</b>		
Net assets, beginning of period	1,602,335	2,229,609
	<b>\$ 1,629,130</b>	<b>\$ 1,629,130</b>
<b>Net assets, end of period</b>		
<b>Unit data</b>		
Units sold	5,525,428	30,342,256
Units issued from reinvestment of distributions	607,391	3,491,092
	<b>6,132,819</b>	<b>33,833,348</b>
Units repurchased	(5,494,395)	(98,721,584)
	<b>638,424</b>	<b>(64,888,236)</b>
<b>Net increase (decrease) in units</b>		

*\*The WVIMB operates on a fiscal year beginning on July 1. The "year to date" information is for the period July 1 through the month listed. See accompanying notes to financial statements.*

# Total Return Fixed Income Pool

## Notes to Financial Statements - Unaudited

### NOTE 1. DESCRIPTION OF THE ENTITY

The West Virginia Investment Management Board (IMB) was organized on April 25, 1997, as a public corporation created by *West Virginia Code §12-6-1* to provide prudent fiscal administration and investment management services to designated State pension funds, the State's Workers' Compensation and Coal Workers' Pneumoconiosis funds, and certain other State government funds.

A Board of Trustees, consisting of thirteen members, governs the IMB. The Governor, the State Auditor and the State Treasurer are ex officio members of the Board of Trustees. The Governor appoints all other Trustees for a term of six years.

The IMB operates on a fiscal year beginning July 1 and ending June 30.

The accompanying financial statements reflect only the investments and investment related operations of the IMB's Total Return Fixed Income Pool (Pool). They do not reflect activity of the other investment pools under the control of the IMB or the Administrative Fund of the IMB, or any other assets or liabilities, or restrictions thereon, or the various investment pool participants. Accordingly, these financial statements are not intended to and do not present the comprehensive financial position and operations of the IMB or any of the investment pool participants.

These financial statements have been prepared on a basis of accounting following U.S. generally accepted accounting principles (GAAP) established by the Financial Accounting Standards Board (FASB) and the American Institute of Certified Public Accountants applicable to investment companies, which is a comprehensive basis of accounting other than GAAP for state and local governments established by the Government Accounting Standards Board. The IMB has selected this basis of accounting because it believes that the disclosures required for investment companies better reflect the purpose and operations of the Pool.

A summary of the differences between financial statements prepared in accordance with GAAP for investment companies and GAAP for state and local governments are as follows:

	Investment Company GAAP	State and Local GAAP
Management Discussion and Analysis	Not required	Required
Schedule of Investments in Securities	Required	Not required
Statement of Operations	Required	Not required
Investment Risk Disclosures	Not required	Required
Financial Highlights	Required	Not required

There are no differences in the reported amounts of assets, liabilities, net assets, investment operations, distributions, or unit transactions between GAAP for investment companies and GAAP for state and local governments.

The main objective of this bond pool is to earn superior returns with low volatility by actively investing in the extended fixed income markets. Western Asset Management Company (Western) manages the Pool. The Pool's investment performance, net of external investment management fees, is expected to meet or exceed the Barclays Capital US Universal index.

### NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

**Basis of Accounting** - The IMB invests funds of the State and its component units, all of which are government entities. Investments are carried at fair value, which is determined by a third party pricing service based on asset portfolio pricing models and other sources. Futures and option contracts are valued at the last settlement price established each day by the exchange on which they are traded. Interest rate and credit default swap values are based on market values received from third parties or are determined by valuation models. Foreign currency forward contracts are valued at either spot or forward month-end exchange rates. Investments in other funds are valued at the reported unit values of the individual funds as provided by fund's management. Commissions on the purchases of securities by the IMB are a component of the security price quoted by the seller and are included in the investment cost.

# Total Return Fixed Income Pool

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## Notes to Financial Statements - Unaudited

### NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

**Foreign Currency** – Amounts denominated in or expected to settle in foreign currencies are translated into U.S. dollars at exchange rates reported by the Bank of New York Mellon on the following basis:

- a. Market value of investment securities, other assets and liabilities - at the closing rate of exchange at the valuation date.
- b. Purchases and sales of investment securities, income and expenses - at the rate of exchange prevailing on the respective dates of such transactions.

The IMB isolates that portion of the results of operations resulting from changes in foreign exchange rates on investments from the fluctuations arising from market prices of securities held.

Reported net realized foreign exchange gains and losses arise from sales of portfolio securities, sales and maturities of short-term securities, sales of foreign currencies, currency gains and losses realized between the trade and settlement dates on securities transactions, and the difference between the amounts of dividends, interest, and foreign withholding taxes recorded and the U.S. dollar equivalent of the amounts actually received or paid. Net unrealized foreign exchange gains and losses arise from changes in the value of assets and liabilities including investments in securities at month end, resulting from changes in the exchange rate.

**Option Contracts** - The IMB may purchase or write equity, bond, currency, or index option contracts that have recognized liquidity and are actively traded on major exchanges or are executed with major dealers. These option contracts give the purchaser of the contract the right to buy (call) or sell (put) the security, or settle cash for an index option, underlying the contract at an agreed upon price (strike price) during or at the conclusion of a specified period of time.

Premiums paid upon the purchase of an option contract are recorded as an asset and subsequently adjusted to market value. Upon exercising a purchased option, a gain is recorded equal to the difference between the market value of the underlying instrument and the strike price of the option, minus premiums paid. If the option expires unexercised, a loss is recognized in the amount of the premiums paid for the option.

Premiums received when option contracts are written are recorded as a liability and subsequently adjusted to market value. If a written option contract expires unexercised, a gain is recorded equal to the amount of the premiums received. The difference between the premiums received and the amount paid to effect a closing transaction is also recorded as a gain or loss. When a written option is exercised, a loss is recorded equal to the difference between the market value of the underlying instrument and the strike price of the option, minus premiums received.

Written option contracts are used to enhance investment returns and reduce portfolio convexity when implied volatility is high. Purchased option contracts are used to increase portfolio convexity when implied volatility is low, to implement certain yield curve strategies, or to hedge sector exposure.

When writing put options, there is risk that a loss may be incurred if the market price of the underlying instrument decreases and the option is exercised. This loss is determined by market conditions and cannot be specifically limited. The risk associated with writing call options is the loss of potential profit if the market price of the security increases and the option is exercised. Purchased put or call options bear the risk of loss of the premium paid if market conditions are not favorable to exercise the option. There may also be risk that the value of the option contract does not correlate perfectly with movements of the underlying instrument due to certain market distortions.

The IMB limits its exposure to credit risk by only buying or selling options traded on major exchanges, or executed with major dealers. There is a risk of the inability to enter into a closing transaction if a liquid secondary market does not exist. The IMB maintains sufficient levels of cash or cash equivalents to meet cash flow obligations.

**Security Loans** - The IMB, through its agent, the Bank of New York Mellon, loans securities to various brokers on a temporary basis. Each transaction for U.S. securities is secured by initial collateral of at least 102 percent of the market value

# Total Return Fixed Income Pool

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## Notes to Financial Statements - Unaudited

### NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

of the securities loaned. For international securities, the collateral is at least 105 percent of the market value of the securities on loan. Cash collateral received is invested in the Mellon GSL Reinvestment Trust. The IMB receives compensation in the form of loan premium fees and income from the investment of the cash collateral. Expenses related to the lending of securities are rebates paid by the lending agent to brokers and the lending agent's fees for its services. The income earned by the IMB is reported in the Statement of Operations as securities lending income. The agent fees and broker rebates are reported as expenses, and unrealized gains or losses resulting from changes in the value of the investment of cash collateral are reported as part of the net increase or decrease in the fair value of investments. The IMB also continues to receive interest or dividends on the securities loaned. Gains or losses in the fair value of the securities loaned that may occur during the term of the loans are reflected in the Statement of Operations.

**Futures Contracts** - A futures contract is an agreement between a buyer or a seller and the clearinghouse of a futures exchange in which the parties agree to buy or sell a commodity, financial instrument or index at a specified future date and price. Upon entering into a financial futures contract, the IMB is required to pledge to the broker an amount of cash, U.S. government securities, or other assets, equal to a certain percentage of the contract amount (initial margin deposit). Cash (variation margin) is received from or paid to the broker for the fluctuations of the underlying securities or index. The IMB records futures at fair market value. Gains or losses on open futures positions are unrealized. These gains or losses become realized when the position is closed.

Interest rate futures may be used to enhance portfolio yields, to hedge an existing position, or as an alternative investment of cash. Stock index futures may be used to provide immediate exposure to fluctuations in the market values of the stocks in the underlying index and to provide liquidity for cash flows.

The market risk associated with holding interest rate and stock index futures results from changes in the market value of the contractual positions due to changes in the value of the underlying instruments or indices. Hedging risk associated with these futures contracts arises because the value of the futures contracts may not correlate perfectly with changes in the values of the underlying instruments or indices due to market distortions.

Other risks associated with futures contracts are liquidity risk and credit risk. Liquidity risk arises when there is insufficient trading in a particular futures contract. Credit risk arises from the potential inability of counterparties to meet the terms of the contracts. The IMB's managers generally only utilize futures contracts that are traded on major exchanges or are executed with major dealers. The major exchanges assume the risk of a counterparty default and generally require an initial margin deposit of cash or securities.

**Foreign Exchange Forward Contracts** - A foreign exchange forward contract is an agreement between two parties to exchange different currencies at a specified exchange rate at an agreed upon future date. Western enters into such contracts to hedge the assets and liabilities related to securities denominated in a foreign currency. Risks associated with such contracts include movement in the value of the foreign currency relative to the U.S. dollar and the ability of the counterparty to perform. These contracts have relatively short durations and are valued at the prevailing market exchange rates at month end. An unrealized gain or loss is recorded as the difference between the amount valued at month end and the amount to be received or paid at the expiration date. The unrealized gain or loss is reclassified to realized gain or loss when the contract expires.

**Interest Rate Swaps** - Interest rate swaps represent agreements between counterparties to exchange cash flows based on the difference between two interest rates, applied to a notional principal amount for a specified period. Interest rate swaps do not involve the exchange of principal between the parties. Interest is paid or received periodically.

**Credit Default Swaps** - Credit default swaps are agreements between counterparties to transfer the credit risk of referenced debt securities. The buyer of the credit default swap gains protection against a negative credit event such as a default or credit rating downgrade and the seller assumes the credit risk and is obligated to pay upon the occurrence of such an event.

**Asset-Backed Securities** - The Pool invests in various asset-backed securities, mortgage-backed securities, and structured corporate debt. The securities are reported at fair value. The Pool invests in these securities to enhance yields on investments.



# Total Return Fixed Income Pool

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## Notes to Financial Statements - Unaudited

### NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Changes in market interest rates affect the cash flows of these securities and may result in changes in fair value. The overall return or yield on these securities depends on the changes in the interest and principal payment pattern and market value of the underlying assets.

**Investment Transactions** - Investment transactions are accounted for on a trade date basis.

**Use of Estimates** - The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

**Investment Gains and Losses** - Gains and losses on the sale of investment securities are recognized at the time of sale by the average cost method. The calculation of realized gains and losses is independent of the calculation of the net increase or decrease in the fair value of investments. Realized gains and losses on investments held in more than one fiscal year and sold in the current year may have been recognized as an increase or decrease in the fair value of investments reported in the prior year.

**Interest Income** - Interest income is recognized as earned on the accrual method.

**Dividend Income** - Dividend income is recognized on the ex-dividend date.

**Amortization** - Discounts and premiums on securities purchased are amortized over the life of the respective securities using the scientific method of amortization. This method maintains a constant book yield over the life of the security. The amortization of asset-backed securities considers the effect of prepayments on the life of the security. Historical prepayment speeds are obtained from market data vendors and are updated annually. The effect of changing prepayment assumptions is reported in the Statement of Operations in the year of the change.

**Distributions to Participants** - The monthly net investment income of the Pool is declared as a dividend on the last day of the month and distributed to the participants of the Pool on the first day of the following month. Distributions are paid in the form of reinvestments in the Pool and have been included in distributions to participants and reinvestment of distributions as presented on the Statement of Changes in Net Assets.

**Expenses** - The IMB's Trustees adopt an annual budget and fee schedule for services to be provided to all of the investment pools under its management. Each investment pool is charged for its direct investment-related cost and for its allocated share of other expenses. These other expenses are allocated to the individual pools based on asset size. The IMB pays all expenses on behalf of the Pool.

**Income Taxes** - The IMB is a public corporation organized under laws of the State of West Virginia and exempt from federal and state taxation. Accordingly, the financial statements have been prepared recognizing that the IMB is not subject to federal or state income taxes.

### NOTE 3. FAIR VALUE MEASUREMENTS

FAS 157 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The IMB adopted FAS 157 for fiscal year 2009.

Fair value of an investment is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., the exit price).

FAS 157 established a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical financial instruments (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FAS 157 are:

## Total Return Fixed Income Pool

### Notes to Financial Statements - Unaudited

#### NOTE 3. FAIR VALUE MEASUREMENTS (Continued)

Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities at the reporting date.

Level 2 Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not considered active; observable inputs other than observable quoted prices for the asset or liability; or inputs derived principally from or corroborated by observable market data.

Level 3 Unobservable pricing inputs for assets and liabilities.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an investment's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the investment.

The table below summarizes the valuation of the investment securities in accordance with FAS 157 fair value hierarchy levels as of January 31, 2010:

	Level I	Level II	Level III	Total
Commingled Funds	\$ -	\$ 567,037,687	\$ -	\$ 567,037,687
Corporate Issues	-	637,884,932	-	637,884,932
Regulated Investment Companies	-	71,435,552	-	71,435,552
U.S. Government Agency Issues	-	100,916,032	-	100,916,032
U.S. Treasury Issues	-	285,937,316	-	285,937,316
Securities Lending Collateral Funds	-	46,195,706	-	46,195,706
Futures	1,118,569	-	-	1,118,569
Preferred Securities	826,250	-	-	826,250
Convertible Securities	-	1,027,721	-	1,027,721
Foreign Exchange Forward Contracts	-	506,924	-	506,924
Interest Rate Swaps	-	(3,436,906)	-	(3,436,906)
Municipal Bonds	-	12,132,605	-	12,132,605
Options	(7,276,042)	-	-	(7,276,042)
Total	<u>\$ (5,331,223)</u>	<u>\$ 1,719,637,569</u>	<u>\$ -</u>	<u>\$ 1,714,306,346</u>

#### NOTE 4. SECURITIES LENDING

At January 31, 2010, the fair value of securities on loan was \$47,004,350, initial collateral received was \$48,037,844, and the fair value of reinvested collateral held was \$46,195,706. All of the collateral was received as cash and was invested in the Mellon GSL DBT II Collateral Fund (Collateral Fund), the Mellon SL DBT II Liquidating Fund (Liquidating Fund), and the Mellon GSL DBT II Liquidating Trust (Liquidating Trust).

In early November 2008, the IMB was notified that certain securities issued by Sigma Finance, Inc. (Sigma) were transferred from the Mellon GSL DBT II Collateral Fund on October 1, 2008, to the Liquidating Trust. Units of the Liquidating Trust were transferred to the IMB's securities lending cash collateral account. For all of the IMB investment pools that participate in the securities lending program, the value of the units in the Liquidating Trust on an amortized cost basis was \$10,973,960 as calculated by the IMB's proportionate interest in the Mellon GSL DBT II Collateral Fund as of the close of business on September 30, 2008. Sigma was subsequently placed into receivership and the IMB is exposed to a potential loss of the full value of the Sigma investment. In October, the IMB recorded a reserve for these potential losses in each investment pool in proportion to its participation in the securities lending program at September 30, 2008. The reserve recorded for the Pool was \$1,703,359.

## Total Return Fixed Income Pool

### Notes to Financial Statements - Unaudited

#### NOTE 4. SECURITIES LENDING (Continued)

Effective April 20, 2009, the assets of the Collateral Fund with maturities greater than one day were transferred to the Liquidating Fund. As securities mature in the Liquidating Fund, the proceeds are transferred to the Collateral Fund. The combined value of the holdings in the Collateral Fund and the Liquidating Fund was used to determine the fair value of reinvested collateral.

Additionally, the distribution of securities lending income has been restricted beginning October 1, 2008. The restriction will remain in place until the actual loss on Sigma is realized. The accumulated undistributed securities lending income at January 31, 2010 was \$493,208.

#### NOTE 5. FUTURES CONTRACTS

At January 31, 2010, open positions in futures contracts denominated in U.S. dollars were as follows:

Expiration	Open Contracts	Position	Value at January 31, 2010	Value Upon Entering Contract	Cumulative Net Gain (Loss) Since Inception
Mar 2010	492 Euro 90 Day	Long	\$ 122,643,300	\$ 122,236,800	\$ 406,500
Mar 2010	319 US Treasury 5Yr Note	Long	74,302,118	73,748,852	553,266
Mar 2010	99 US Ultra Bond	Long	12,313,125	12,272,906	40,219
Jun 2010	54 Euro 90 Day	Long	13,445,325	13,336,650	108,675
Sep 2010	482 Euro 90 Day	Long	119,722,775	119,066,412	656,363
Dec 2011	1,300 Euro 90 Day	Long	317,070,000	315,580,000	1,490,000
Mar 2010	(484) US Treasury 10Yr Note	Short	(57,187,504)	(57,044,066)	(143,438)
Mar 2010	(1,415) US Treasury Bond	Short	(168,120,395)	(168,011,129)	(109,266)
Dec 2010	(1,300) Euro 90 Day	Short	(321,782,500)	(319,898,750)	(1,883,750)
			<u>\$ 112,406,244</u>	<u>\$ 111,287,675</u>	<u>\$ 1,118,569</u>

At January 31, 2010, the Pool had pledged cash of \$2,473,973 to cover margin requirements on open futures contracts.

#### NOTE 6. SWAPS

At January 31, 2010, open positions in interest rate swaps are as follows:

Counterparty	Notional Value	Maturity Date	Receiving			Paying			Fair Value
			Rate	Type	Base	Rate	Type	Base	
Greenwich Cap.	\$ 10,560,000	12/18/2018	1.0%	Floating	3 mo. Libor	4.3%	Fixed	N/A	\$ (631,214)
Greenwich Cap.	35,200,000	7/16/2019	1.0%	Floating	3 mo. Libor	3.6%	Fixed	N/A	48,009
Greenwich Cap.	17,600,000	7/16/2039	4.1%	Fixed	N/A	1.0%	Floating	3 mo. Libor	(911,970)
CS First Boston	134,770,000	2/28/2014	1.0%	Floating	3 mo. Libor	2.8%	Fixed	N/A	(2,532,207)
Credit Suisse	78,080,000	12/10/2039	1.0%	Floating	3 mo. Libor	4.2%	Fixed	N/A	2,525,107
Credit Suisse	81,660,000	3/10/2010	4.4%	Fixed	N/A	1.0%	Floating	3 mo. Libor	(1,934,632)
	<u>\$357,870,000</u>								<u>\$ (3,436,906)</u>

At January 31, 2010, the Pool had pledged cash of \$9,110,000 as collateral on open swap contracts.

## Total Return Fixed Income Pool

### Notes to Financial Statements - Unaudited

#### NOTE 7. OPTION CONTRACTS

At January 31, 2010, open option contracts were as follows:

Type	Description	Maturity	Strike Price	Face	Premiums (Received)/Paid	Value at January 31, 2010
<i>Long Positions</i>						
Put	US Treasury 10Yr Note Option	2/19/2010	116.500	1,148	792,981	179,375
Total Long Positions					792,981	179,375
<i>Short Positions</i>						
Call	Euro 90 Day Future Option	3/15/2010	99.000	(516)	(333,078)	(915,900)
Call	Euro 90 Day Future Option	3/15/2010	99.000	(191)	(118,516)	(339,025)
Call	Euro 90 Day Future Option	9/13/2010	98.125	(100)	(74,675)	(96,875)
Call	Swaption	10/2/2013	4.965	(224)	(1,328,977)	(1,602,276)
Call	Swaption	10/3/2013	4.860	(224)	(1,356,410)	(1,685,953)
Put	Euro 90 Day Future Option	3/15/2010	98.875	(707)	(463,531)	(4,419)
Put	Euro 90 Day Future Option	3/15/2010	99.375	(104)	(42,187)	(1,300)
Put	Euro 90 Day Future Option	9/13/2010	99.125	(100)	(74,675)	(39,375)
Put	Swaption	10/2/2013	4.965	(224)	(1,328,977)	(1,429,771)
Put	Swaption	10/3/2013	4.860	(224)	(1,356,410)	(1,340,523)
Total Short Positions					(6,477,436)	(7,455,417)
Total Option Contracts					\$ (5,684,455)	\$ (7,276,042)

A summary of the activity in short (written) option positions for the period ended January 31, 2010 is as follows:

	Puts		Calls	
	Number of Contracts	Premiums (Received)/Paid	Number of Contracts	Premiums (Received)/Paid
Options outstanding at June 30, 2009	(4,775)	\$ (4,118,647)	(3,126)	\$ (4,427,335)
Options written	(5,335)	(2,211,364)	(2,775)	(2,222,086)
Options closed	3,295	1,436,385	704	556,692
Options expired	5,456	1,627,845	3,941	2,881,074
Options outstanding at January 31, 2010	(1,359)	\$ (3,265,781)	(1,256)	\$ (3,211,655)

#### NOTE 8. FOREIGN CURRENCY FORWARD CONTRACTS

At January 31, 2010, open foreign currency forward contracts were as follows:

Position	Foreign Currency	Inception Date	Expiration Date	Receivable		Payable		Unrealized appreciation (depreciation)
				(in foreign currency)	(in U. S. dollars)	(in foreign currency)	(in U. S. dollars)	
Short/Hedge	Euro	11/5/2009	2/17/2010		7,993,823	5,386,673	7,486,899	506,924
					<u>\$ 7,993,823</u>		<u>\$ 7,486,898</u>	<u>\$ 506,924</u>

## Total Return Fixed Income Pool

### Notes to Financial Statements - Unaudited

#### NOTE 9. FINANCIAL HIGHLIGHTS

<b>Per Unit Operating Performance:</b>	
Net asset value at June 30, 2009	\$ 11.90
Income from investment operations:	
Net investment income	0.24
Net realized and unrealized gain on investment transactions	1.40
Total from investment operations	1.64
Less distributions from net investment income	(0.24)
Net asset value at January 31, 2010	\$ 13.30
 <b>Time-weighted Total Return *</b>	 13.8%
 <b>Supplemental Data:</b>	
Net assets, end of period (\$000's)	\$ 1,629,130
Ratio to average net assets:	
Expenses **	0.25%
Net investment income **	3.12%
Portfolio turnover rate	93.57%

\* Return data is net of fees for the fiscal year-to-date and is not annualized

\*\* All ratios are for the fiscal year-to-date annualized

#### NOTE 10. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at January 31, 2010. The balances do not include the dividend declared by the Pool on the last day of the month and reinvested to the participant's account on the first day of the following month.

<u>Participant</u>	<u>Account Value</u>
Public Employees' Retirement System	\$ 521,799,108
Teachers' Retirement System	426,850,815
Workers' Compensation Old Fund	190,883,637
Retiree Health Benefit Trust	107,213,700
Coal Workers' Pneumoconiosis Fund	68,323,553
State Police Death, Disability and Retirement Fund	57,316,074
Revenue Shortfall Reserve Fund	69,826,009
Revenue Shortfall Reserve Fund B	49,409,729
Public Employees' Insurance Agency	42,378,466
Board of Risk and Insurance Management	36,031,114
Prepaid Tuition Trust Fund	14,944,904
Judges' Retirement System	14,516,168
Deputy Sheriff's Retirement System	13,338,311
State Police Retirement System	7,441,985
Wildlife Endowment Fund	5,372,207
Emergency Medical Services Retirement System	3,484,239
Total	\$ 1,629,130,019



**Financial Statements - Unaudited**

**January 31, 2010**





# Core Fixed Income Pool

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## Financial Statements - Unaudited January 31, 2010

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# Core Fixed Income Pool

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## Statement of Assets and Liabilities - Unaudited

January 31, 2010

(Amounts in thousands, except unit data)

### Assets

Investment securities at fair value	\$	1,463,063
Receivables:		
Accrued interest		6,035
Investments sold		2,149
Dividends		<u>3</u>
<b>Total assets</b>		<b>1,471,250</b>

### Liabilities

Cash overdraft		19
Accrued expenses		928
Dividends payable		2,416
Payable for investments purchased		<u>8,521</u>
<b>Total liabilities</b>		<b><u>11,884</u></b>

**Net assets** \$ 1,459,366

### Analysis of net assets

Paid-in capital	\$	1,421,369
Accumulated undistributed net realized gain from investments		7,745
Unrealized net appreciation of investments		<u>30,252</u>
<b>Net assets</b>	<b>\$</b>	<b><u><u>1,459,366</u></u></b>

### Unit data

Units outstanding		139,443,601
Net asset value, unit price	\$	<u><u>10.47</u></u>

See accompanying notes to financial statements.

# Core Fixed Income Pool

## Schedule of Investments in Securities - Unaudited January 31, 2010

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value	
<b><u>U. S. Treasury Issues</u></b>							
United States Treasury	1.750 %	1.335 %	08/15/2012	2,700	\$ 2,728	\$ 2,741	
United States Treasury	0.000	1.623	08/15/2012	4,000	3,839	3,885	
United States Treasury	3.880	1.670	02/15/2013	300	320	323	
United States Treasury	0.000	2.177	02/15/2013	200	187	191	
United States Treasury	0.000	2.796	02/15/2014	4,100	3,665	3,781	
United States Treasury	1.880	2.255	02/28/2014	1,000	985	998	
United States Treasury	1.750	2.213	03/31/2014	500	491	496	
United States Treasury	0.000	2.283	05/15/2014	7,100	6,441	6,483	
United States Treasury	2.630	2.231	06/30/2014	2,000	2,033	2,047	
United States Treasury	0.000	2.343	08/15/2014	3,000	2,699	2,711	
United States Treasury	0.000	2.361	11/15/2014	750	670	671	
United States Treasury	2.630	2.589	12/31/2014	24,800	24,841	25,162	
United States Treasury	0.000	2.704	02/15/2015	150	131	133	
United States Treasury	9.880	2.377	11/15/2015	3,100	4,349	4,310	
United States Treasury	9.250	2.704	02/15/2016	500	681	682	
United States Treasury	2.630	2.861	02/29/2016	200	197	198	
United States Treasury	2.630	2.947	04/30/2016	1,000	982	987	
United States Treasury	7.250	2.641	05/15/2016	500	633	627	
United States Treasury	0.000	3.331	08/15/2016	4,800	3,867	3,913	
United States Treasury	3.130	3.278	10/31/2016	3,000	2,972	3,019	
United States Treasury	7.500	3.023	11/15/2016	10,900	13,872	13,901	
United States Treasury	0.000	3.302	11/15/2016	250	200	201	
United States Treasury	3.250	3.316	12/31/2016	23,650	23,554	23,922	
United States Treasury	4.630	3.056	02/15/2017	6,500	7,142	7,154	
United States Treasury	0.000	3.562	02/15/2017	5,150	4,016	4,083	
United States Treasury	8.750	3.078	05/15/2017	14,000	19,145	19,145	
United States Treasury	4.500	3.079	05/15/2017	9,300	10,156	10,136	
United States Treasury	8.880	3.193	08/15/2017	13,850	19,085	19,126	
United States Treasury	4.750	3.018	08/15/2017	15,000	16,740	16,575	
United States Treasury	0.000	3.491	11/15/2017	7,050	5,383	5,362	
United States Treasury	0.000	3.536	02/15/2018	3,950	2,980	2,962	
United States Treasury	0.000	3.751	08/15/2018	200	146	146	
United States Treasury	8.880	3.554	02/15/2019	1,500	2,112	2,125	
United States Treasury	0.000	4.009	05/15/2019	1,000	692	699	
United States Treasury	8.500	3.484	02/15/2020	750	1,066	1,055	
United States Treasury	0.000	4.006	05/15/2020	4,500	2,992	2,981	
United States Treasury	8.750	3.409	05/15/2020	1,400	2,044	2,007	
United States Treasury	0.000	4.018	05/15/2020	2,450	1,627	1,616	
United States Treasury	8.750	3.729	08/15/2020	3,550	5,091	5,104	
United States Treasury	0.000	3.855	08/15/2020	4,500	3,009	2,929	
United States Treasury	0.000	4.258	11/15/2020	400	254	257	
United States Treasury	0.000	4.230	02/15/2021	200	126	127	
United States Treasury	8.130	3.524	05/15/2021	1,000	1,425	1,393	
United States Treasury	0.000	4.091	02/15/2022	450	276	269	
United States Treasury	0.000	4.526	05/15/2024	1,100	580	576	
United States Treasury	0.000	4.459	08/15/2024	700	369	361	
United States Treasury	0.000	6.392	11/15/2024	250	127	127	
United States Treasury	0.000	6.934	02/15/2025	700	337	351	
United States Treasury	6.000	4.435	02/15/2026	400	471	480	
United States Treasury	6.750	4.072	08/15/2026	625	825	809	
United States Treasury	6.500	4.024	11/15/2026	550	715	695	
United States Treasury	6.630	3.883	02/15/2027	800	1,071	1,024	
United States Treasury	6.380	4.079	08/15/2027	400	514	501	
United States Treasury	6.130	4.210	11/15/2027	50	62	61	
United States Treasury	5.500	4.594	08/15/2028	650	723	743	
United States Treasury	0.000	4.554	05/15/2029	150	63	60	
United States Treasury	5.380	4.312	02/15/2031	1,000	1,146	1,132	
United States Treasury	0.000	4.591	05/15/2036	200	62	55	
Total U. S. Treasury Issues - 14.6%						212,909	213,608
<b><u>U. S. Government Agency Issues</u></b>							
<i>U. S. Government Agency MBS (coupon, yield, and maturity date are weighted averages)</i>							
FHLMC Mortgage Pools	6.301	5.649	05/07/2034	76,958	81,315	82,379	

A - Adjustable rate security.

See accompanying notes to financial statements.

# Core Fixed Income Pool

## Schedule of Investments in Securities - Unaudited (Continued)

January 31, 2010

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
FNMA Mortgage Pools	6.123	5.402	05/04/2032	72,407	76,554	77,755
GNMA Mortgage Pools	6.921	6.177	05/09/2036	2,152	2,322	2,336
<i>Total U. S. Government Agency MBS</i>					160,191	162,470
<i>U. S. Government Agency CMO (coupon, yield, and maturity date are weighted averages)</i>						
FHLMC Issues	7.468	6.144	07/04/2032	75,809	51,588	53,983
FNMA Issues	6.681	5.276	11/04/2032	147,395	108,430	112,080
GNMA Issues	9.375	7.899	12/31/2033	94,292	26,391	28,724
<i>Total U. S. Government Agency CMO</i>					186,409	194,787
<i>U. S. Government Agency Bond</i>						
FICO	0.000	5.655	09/26/2019	700	453	450
Total U. S. Government Agency Issues - 24.5%					347,053	357,707
<b><u>Municipal Bonds</u></b>						
Illinois	5.100	5.763	06/01/2033	350	320	296
Total Municipal Bonds - 0.0%					320	296
<b><u>Corporate Issues</u></b>						
<i>Corporate Bonds</i>						
Ace Ina Hldg Inc	5.880	3.570	06/15/2014	240	262	267
AGL Capital Corporation	4.450	2.753	04/15/2013	260	273	273
Allied Waste North America	6.880	6.978	06/17/2015	250	249	270
Allstate Corp	5.000	3.585	08/15/2014	470	498	505
American Express	7.000	5.284	03/19/2018	320	356	359
American Express Credit Co	7.300	4.692	08/20/2013	600	651	682
American Express Credit Co	5.130	4.116	08/25/2014	625	651	665
American Honda Finance	7.630	5.027	10/01/2018	300	354	348
Ameritech Capital Funding	6.450	5.178	01/15/2018	70	76	75
Amgen Inc	5.700	5.035	02/01/2019	210	220	228
Anadarko Petroleum Corp	7.630	3.498	03/15/2014	130	150	150
Anadarko Petroleum Corp	8.700	8.252	03/15/2019	300	308	373
Anadarko Petroleum Corp	6.950	5.869	06/15/2019	285	307	325
Anheuser- Busch	7.200	4.539	01/15/2014	300	329	343
Anheuser- Busch	7.750	6.532	01/15/2019	175	189	208
ANR Pipeline	9.630	5.447	11/01/2021	240	326	331
ANZ National (Intl) LTD	2.380	2.418	12/21/2012	175	175	176
Appalachian Power Company	5.950	6.624	05/15/2033	250	230	250
Arrow Electronics Inc	6.880	6.098	07/01/2013	215	220	238
Arrow Electronics Inc	6.880	5.965	06/01/2018	235	249	251
Associates Corp NA	6.950	9.358	11/01/2018	350	300	368
AT&T Corp	8.000	6.174	11/15/2031	1,000	1,217	1,236
AT&T Corp Wireless Services	7.880	2.894	03/01/2011	500	526	537
AT&T Inc	4.950	3.716	01/15/2013	175	181	189
AT&T Inc	5.500	4.564	02/01/2018	370	393	391
AT&T Inc	5.600	5.809	05/15/2018	365	360	388
AT&T Inc	6.300	7.669	01/15/2038	300	253	306
Atmos Energy Corp	8.500	8.529	03/15/2019	150	150	186
Bank of America Corp	5.500	5.648	06/14/2012	2,000	1,994	2,130
Bank of America Corp	7.380	7.510	05/15/2014	600	597	680
Bank of America Corp	5.130	8.762	11/15/2014	300	258	312
Bank of America Corp	6.500	6.545	08/01/2016	500	499	541
Bank of America Corp	7.630	7.735	06/01/2019	210	208	240
Bank of New York Co Inc	4.500	2.783	04/01/2013	305	321	325
Bank of New York Co Inc	5.130	3.868	08/27/2013	350	365	384
Bank of New York Co Inc	4.600	4.625	01/15/2020	115	115	117
Bank of Nova Scotia	3.400	3.428	01/22/2015	127	127	129
Bank Tokyo - Mitsubishi UFJ	3.850	3.859	01/22/2015	356	356	361
Barclays Bank PLC	5.200	5.227	07/10/2014	400	400	428
Barclays Bank PLC	6.750	4.973	05/22/2019	500	566	558
Barclays Bank PLC	5.130	5.231	01/08/2020	500	496	494
BB&T Corporation	3.850	3.864	07/27/2012	175	175	183
BB&T Corporation	3.380	3.399	09/25/2013	340	340	348

A - Adjustable rate security.

See accompanying notes to financial statements.

# Core Fixed Income Pool

## Schedule of Investments in Securities - Unaudited (Continued)

**January 31, 2010**

*(Amounts in thousands, except share data)*

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
BB&T Corporation	4.900	5.999	06/30/2017	800	748	805
BB&T Corporation	6.850	7.048	04/30/2019	225	222	259
BellSouth Corporation	5.200	4.342	09/15/2014	300	311	327
Berkshire Hathaway Fin	4.000	4.082	04/15/2012	600	599	634
Berkshire Hathaway Fin	4.600	4.335	05/15/2013	100	101	107
BHP Billiton Financial USA	5.500	5.577	04/01/2014	200	199	220
BHP Billiton Financial USA	6.500	4.588	04/01/2019	360	411	413
BlackRock Inc	6.250	4.677	09/15/2017	500	550	551
Boeing Company	9.750	2.232	04/01/2012	260	301	302
Boeing Company	5.130	4.019	02/15/2013	100	103	109
Boeing Company	4.880	4.664	02/15/2020	230	234	235
BP Capital Markets PLC	3.130	3.127	03/10/2012	250	250	260
BP Capital Markets PLC	3.630	3.625	05/08/2014	100	100	104
British Telecom PLC	9.130	6.000	12/15/2010	260	267	279
British Telecom PLC	5.950	5.942	01/15/2018	275	275	286
Bunge Limited Finance Co	5.880	6.484	05/15/2013	50	49	53
Bunge Limited Finance Co	8.500	7.207	06/15/2019	373	405	438
Bunge NA Finance LP	5.900	7.617	04/01/2017	54	49	55
Burlington Northern Santa Fe	5.900	4.746	07/01/2012	150	154	163
Burlington Northern Santa Fe	4.700	4.722	10/01/2019	350	349	350
Burlington Northern Santa Fe	7.290	6.510	06/01/2036	80	88	94
C & P Telephone	7.150	7.864	05/01/2023	400	377	414
Capital One Bank USA NA	6.500	10.704	06/13/2013	100	88	109
Capital One Financial Corp	7.380	5.321	05/23/2014	295	318	338
Capital One Financial Corp	5.500	10.399	06/01/2015	200	161	212
Capital One Financial Corp	6.750	5.613	09/15/2017	625	669	690
Cargill Inc	6.380	3.633	06/01/2012	100	106	110
Cargill Inc	7.350	5.427	03/06/2019	250	284	292
Carolina Power & Light	5.300	4.589	01/15/2019	200	210	213
Caterpillar Financial Services	5.850	4.754	09/01/2017	820	877	899
Caterpillar Financial Services	7.150	6.133	02/15/2019	395	422	467
Genovus Energy Inc	5.700	5.708	10/15/2019	165	165	174
Centerpoint Ener Houston	5.750	5.100	01/15/2014	185	189	201
Centerpoint Ener Houston	7.000	5.151	03/01/2014	185	197	214
Centerpoint Energy Resources	5.950	3.744	01/15/2014	165	178	179
Cisco Systems Inc	5.500	4.491	02/22/2016	210	221	235
Cisco Systems Inc	5.900	6.273	02/15/2039	210	200	213
Cisco Systems Inc	5.500	5.644	01/15/2040	300	294	289
Citigroup Inc	5.250	7.887	02/27/2012	200	190	210
Citigroup Inc	5.500	7.166	04/11/2013	600	572	630
Citigroup Inc	6.380	6.536	08/12/2014	295	293	313
Citigroup Inc	5.500	5.615	10/15/2014	300	299	309
Citigroup Inc	6.000	6.079	08/15/2017	1,290	1,282	1,301
Citigroup Inc	6.130	8.449	11/21/2017	300	261	303
Citigroup Inc	8.500	8.765	05/22/2019	265	261	309
Citigroup Inc	8.130	8.310	07/15/2039	350	343	397
Cleveland Electric Illum	7.880	5.053	11/01/2017	300	354	359
Cleveland Electric Illum	8.880	7.005	11/15/2018	225	252	285
Coca-Cola Company	3.630	3.725	03/15/2014	100	100	105
Coca-Cola Company	4.880	4.993	03/15/2019	100	99	106
Columbus Southern Power	6.050	6.649	05/01/2018	205	197	223
Comcast Cable Comm Holdings	9.460	8.128	11/15/2022	500	552	671
Comcast Corp	5.850	3.751	11/15/2015	350	388	389
Comcast Corp	5.900	5.728	03/15/2016	350	353	382
Comcast Corp	6.500	5.409	01/15/2017	200	213	224
ConocoPhillips	5.750	5.911	02/01/2019	100	99	109
ConocoPhillips	6.000	4.630	01/15/2020	875	970	979
Consumers Energy Company	6.700	5.661	09/15/2049	394	458	451
Countrywide Financial Corp	6.250	5.584	05/15/2016	400	414	413
Cox Communications Inc	5.450	3.845	12/15/2014	225	241	246
Credit Suisse FB USA Inc	5.130	5.058	01/15/2014	155	155	168
Credit Suisse FB USA Inc	4.880	6.376	01/15/2015	250	234	265
Credit Suisse FB USA Inc	5.130	4.005	08/15/2015	525	554	565
Credit Suisse FB USA Inc	7.130	5.535	07/15/2032	275	331	322
Credit Suisse New York	3.450	3.496	07/02/2012	200	200	207

*A - Adjustable rate security.*

*See accompanying notes to financial statements.*

# Core Fixed Income Pool

## Schedule of Investments in Securities - Unaudited (Continued)

**January 31, 2010**

*(Amounts in thousands, except share data)*

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
Credit Suisse New York	5.500	5.524	05/01/2014	170	170	186
Credit Suisse New York	6.000	5.043	02/15/2018	215	228	227
Credit Suisse USA Inc	5.850	6.720	08/16/2016	200	191	216
CSX Corp	6.300	4.952	03/15/2012	100	103	109
CSX Corp	6.250	5.299	03/15/2018	200	212	217
CSX Corp	7.380	6.722	02/01/2019	200	209	234
Daimler Finance NA Holdings	6.500	7.740	11/15/2013	275	264	308
Dell Inc	5.650	4.846	04/15/2018	317	334	339
Deutsche Bank AG London	2.380	2.409	01/11/2013	435	435	435
Deutsche Bank AG London	3.880	3.962	08/18/2014	305	304	314
Deutsche Telekom Int Fin	6.000	5.648	07/08/2019	635	651	687
Diageo Capital PLC	7.380	3.318	01/15/2014	402	462	473
Diageo Finance BV	5.500	2.551	04/01/2013	265	289	292
Dominion Resources Inc	6.400	4.717	06/15/2018	465	519	521
Dow Chemical Company	4.850	4.855	08/15/2012	235	235	251
Dow Chemical Company	8.550	5.984	05/15/2019	290	342	347
Duke Energy Ohio Inc	5.450	5.008	04/01/2019	395	408	427
Encana Corp	6.500	5.141	05/15/2019	500	550	563
Enel Finance Intl SA	5.130	5.151	10/07/2019	600	599	608
EOG Resources Inc	5.630	5.356	06/01/2019	200	204	217
FirstEnergy Corp	7.380	6.270	11/15/2031	90	102	101
Florida Power & Light	5.960	5.307	04/01/2039	335	367	350
Florida Power Corp	6.400	5.331	06/15/2038	280	324	306
FMR LLC	6.450	6.504	11/15/2039	250	248	242
FPL Group Capital Inc	6.000	6.006	03/01/2019	125	125	136
France Telecom	4.380	3.419	07/08/2014	400	416	423
General Electric Capital Corp	5.880	2.016	02/15/2012	162	174	174
General Electric Capital Corp	0.370	3.174	04/10/2012	500	470	493
General Electric Capital Corp	5.250	4.913	10/19/2012	800	807	854
General Electric Capital Corp	5.900	5.926	05/13/2014	1,500	1,499	1,636
General Electric Capital Corp	5.500	3.739	06/04/2014	675	722	724
General Electric Capital Corp	4.380	4.193	09/21/2015	645	651	661
General Electric Capital Corp	5.630	7.254	09/15/2017	200	181	208
General Electric Capital Corp	5.630	8.002	05/01/2018	250	215	256
General Electric Capital Corp	6.000	6.015	08/07/2019	105	105	109
General Electric Capital Corp	5.500	5.545	01/08/2020	120	120	119
General Electric Capital Corp	5.880	8.520	01/14/2038	200	144	185
General Electric Company	5.250	5.983	12/06/2017	305	291	319
General Mills Inc	5.200	4.836	03/17/2015	100	102	109
Georgia Power Company	5.250	5.030	12/15/2015	200	202	221
Glaxosmithkline Cap Inc	4.380	3.625	04/15/2014	215	221	229
Goldman Sachs	3.630	3.652	08/01/2012	300	300	310
Goldman Sachs	7.500	5.927	02/15/2019	1,375	1,523	1,594
Goldman Sachs Group Inc	4.750	7.235	07/15/2013	200	185	212
Goldman Sachs Group Inc	5.150	5.113	01/15/2014	415	416	440
Goldman Sachs Group Inc	5.750	5.226	10/01/2016	50	51	54
Goldman Sachs Group Inc	6.250	7.134	09/01/2017	290	275	312
Goldman Sachs Group Inc	5.950	5.036	01/18/2018	200	212	211
Goldman Sachs Group Inc	6.150	5.840	04/01/2018	535	544	569
Goldman Sachs Group Inc	6.750	6.519	10/01/2037	140	144	138
Goldman Sachs Group LP	8.000	3.407	03/01/2013	210	238	236
GTE Corporation	8.750	5.975	11/01/2021	250	308	316
Halliburton Company	6.150	4.627	09/15/2019	360	402	407
Halliburton Company	7.450	7.646	09/15/2039	100	98	125
Hewlett-Packard Company	2.950	2.956	08/15/2012	225	225	232
Hewlett-Packard Company	5.400	4.620	03/01/2017	280	293	305
Historic Time Warner Inc	9.150	6.368	02/01/2023	945	1,175	1,171
Home Depot Inc	5.400	5.913	03/01/2016	500	487	535
Household Finance Corporation	4.750	7.304	07/15/2013	17	16	18
HRPT Properties Trust	6.650	10.261	01/15/2018	375	303	373
HSBC Finance Corp	0.500	7.168	01/15/2014	500	385	481
HSBC Finance Corp	5.000	9.339	06/30/2015	300	246	318
International Business Machs	7.630	5.057	10/15/2018	330	389	408
Intuit Inc	5.750	4.907	03/15/2017	233	245	248
Jefferies Group Inc	7.750	25.463	03/15/2012	340	246	372

A - Adjustable rate security.

See accompanying notes to financial statements.

# Core Fixed Income Pool

## Schedule of Investments in Securities - Unaudited (Continued)

January 31, 2010

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
Jefferies Group Inc	8.500	7.633	07/15/2019	290	307	328
Jefferies Group Inc	6.450	8.192	06/08/2027	330	277	298
John Deere Capital Corp	5.250	5.329	10/01/2012	225	225	245
John Deere Capital Corp	5.750	4.607	09/10/2018	233	252	256
Kellogg Company	4.250	3.896	03/06/2013	100	101	106
Key Bank NA	5.800	5.972	07/01/2014	350	348	355
Kimberly Clark Corporation	7.500	4.845	11/01/2018	250	297	308
Kohl's Corporation	6.250	5.839	12/15/2017	90	92	101
Kraft Foods Inc	6.750	4.586	02/19/2014	250	270	281
Kraft Foods Inc	6.130	5.169	08/23/2018	435	463	467
Kroger Co	7.500	3.796	01/15/2014	278	315	323
Kroger Co	6.400	6.119	08/15/2017	100	102	112
Kroger Co	6.150	5.095	01/15/2020	475	514	519
Lilly Eli and Company	3.550	3.578	03/06/2013	100	100	105
Lockheed Martin Corp	7.750	6.031	05/01/2026	95	112	118
Lockheed Martin Corp	8.500	5.565	12/01/2029	225	304	309
M & T Bank Corporation	5.380	3.575	05/24/2012	190	198	202
Manitoba Providence CDA	2.130	2.165	04/22/2013	43	43	43
Manuf & Traders Trust Co	6.630	7.668	12/04/2017	465	437	489
Marathon Oil Corp	7.500	5.388	02/15/2019	350	402	406
Marshall & Ilsley Corp	5.350	9.819	04/01/2011	215	205	215
Mass Mutual Global Funding	3.630	3.652	07/16/2012	150	150	156
Massachusetts Electric	5.900	5.924	11/15/2039	182	181	187
Merrill Lynch & Company Inc	6.150	8.809	04/25/2013	341	316	369
Merrill Lynch & Company Inc	6.880	6.034	04/25/2018	650	685	702
Met Life Global Funding I	2.880	2.975	09/17/2012	500	499	509
Met Life Global Funding I	2.500	2.587	01/11/2013	415	414	417
Met Life Global Funding I	5.130	5.006	04/10/2013	300	301	323
Miller Brewing Company	5.500	3.464	08/15/2013	300	320	323
Monsanto Company	5.130	5.008	04/15/2018	160	161	171
Monumental Global Funding	5.500	4.142	04/22/2013	100	104	107
Morgan Stanley	6.000	4.800	05/13/2014	825	862	899
Morgan Stanley	4.200	4.209	11/20/2014	331	331	335
Morgan Stanley	5.630	5.680	09/23/2019	510	508	515
Morgan Stanley	5.500	5.526	01/26/2020	180	180	179
Morgan Stanley Dean Witter Co	6.250	7.609	08/28/2017	430	395	459
Morgan Stanley Dean Witter Co	6.630	6.270	04/01/2018	400	409	437
Morgan Stanley Mortgage Loan	4.750	8.248	04/01/2014	250	220	256
National Australia Bank	2.500	2.500	01/08/2013	500	500	501
National City Bank	5.800	5.680	06/07/2017	850	856	888
National Rural Utilities	2.630	2.671	09/16/2012	60	60	61
National Rural Utilities	10.380	8.107	11/01/2018	100	114	136
Nevada Power Company	7.130	5.401	03/15/2019	300	337	344
New York Global Life Fdg	4.650	3.682	05/09/2013	285	293	302
News America Holdings Inc	8.880	7.585	04/26/2023	450	495	576
News America Inc	7.250	5.514	05/18/2018	64	71	73
News America Inc	7.300	7.225	04/30/2028	250	252	272
Niagara Mohawk Power	4.880	4.881	08/15/2019	100	100	102
NiSource Finance Corp	10.750	7.509	03/15/2016	460	532	588
Norfolk Southern Corp	7.250	5.725	02/15/2031	250	296	301
Northern States Power- Minn	6.250	5.620	06/01/2036	360	391	394
Northern States Power- Minn	5.350	5.363	11/01/2039	64	64	63
Northern Trust Corp	5.500	4.130	08/15/2013	102	107	113
Northrop Grumman Corp	7.750	5.091	03/01/2016	195	222	236
Nucor Corporation	5.750	4.303	12/01/2017	242	265	266
Oncor Electric Delivery	6.800	4.952	09/01/2018	315	355	354
Ontario Providence Canada	2.950	2.975	02/05/2015	1,000	999	999
Oracle Corporation	5.750	5.177	04/15/2018	250	259	273
Oracle Corporation	5.000	4.688	07/08/2019	400	409	416
Oracle Corporation	6.500	5.765	04/15/2038	405	446	450
Pacific Gas & Electric Corp	8.250	4.653	10/15/2018	345	433	429
Pacific Life Global Funding	5.150	4.520	04/15/2013	170	173	180
PACIFICORP	5.500	4.874	01/15/2019	350	366	376
PEPCO Holdings	7.900	5.749	12/15/2038	335	436	435
Pepsico Inc	7.900	4.537	11/01/2018	515	639	638

A - Adjustable rate security.

See accompanying notes to financial statements.

# Core Fixed Income Pool

## Schedule of Investments in Securities - Unaudited (Continued)

January 31, 2010

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
Petro-Canada	6.050	5.704	05/15/2018	245	251	267
Petro-Canada	6.800	6.466	05/15/2038	225	235	251
PG&E Corp	5.750	5.875	04/01/2014	150	149	165
Pharmacia Corporation	6.500	4.660	12/01/2018	700	792	792
PNC Funding Corp	5.250	5.067	11/15/2015	600	604	635
PPG Industries Inc	9.000	6.096	05/01/2021	625	771	772
Praxair Inc	3.950	3.652	06/01/2013	130	131	137
Praxair Inc	4.380	4.446	03/31/2014	200	199	213
Pricoa Global Funding	5.450	5.499	06/11/2014	350	349	380
Principal Life Global	6.250	7.272	02/15/2012	600	589	633
Principal Life Global	5.050	8.354	03/15/2015	500	432	491
Principal Life Inc FDG	5.100	3.519	04/15/2014	400	424	424
Progress Energy Inc	6.050	6.115	03/15/2014	150	150	166
PSEG Power LLC	7.750	2.572	04/15/2011	396	420	424
Public Service Electric & Gas	5.380	5.397	11/01/2039	69	69	67
Public Service Oklahoma	5.150	5.186	12/01/2019	118	118	120
Sempra Energy	8.900	6.589	11/15/2013	200	215	238
Sempra Energy	6.500	6.539	06/01/2016	100	100	112
Sempra Energy	9.800	7.451	02/15/2019	150	173	195
Shell International Fin	4.000	4.006	03/21/2014	500	500	529
Shell International Fin	4.300	4.343	09/22/2019	285	284	284
Shell International Fin	6.380	6.026	12/15/2038	140	147	158
Simon Property Group Inc	6.750	6.404	05/15/2014	140	142	156
Simon Property Group Inc	5.630	4.874	08/15/2014	50	52	53
Simon Property Group Inc	6.100	9.051	05/01/2016	325	280	349
Simon Property Group Inc	6.130	5.748	05/30/2018	140	143	147
Simon Property Group Inc	5.650	5.700	02/01/2020	55	55	55
Simon Property Group LP	7.380	6.200	06/15/2018	166	179	188
Southern Cal Edison	4.150	4.153	09/15/2014	100	100	107
Southern Cal Edison	6.050	6.110	03/15/2039	250	248	268
Southern Company	4.150	4.173	05/15/2014	100	100	105
Southwestern Electric Power	6.450	5.261	01/15/2019	115	125	127
Southwestern Public Service	8.750	5.352	12/01/2018	288	356	359
Spectra Energy	6.200	6.993	04/15/2018	245	233	266
Spectra Energy Capital	6.750	8.473	07/15/2018	160	144	175
Spectra Energy Capital	8.000	5.666	10/01/2019	450	527	542
Staples Inc	9.750	6.036	01/15/2014	325	367	396
State Street Corp	4.300	4.321	05/30/2014	300	300	314
Talisman Energy Inc	7.750	7.809	06/01/2019	30	30	35
TCI Communications Inc	7.880	7.698	02/15/2026	100	102	117
Telecom Italia Capital	4.950	4.108	09/30/2014	625	647	657
Telecom Italia Capital	7.000	8.462	06/04/2018	100	91	111
Telefonica Eisiones SAU	5.860	3.741	02/04/2013	200	212	219
Telefonica Eisiones SAU	6.220	5.862	07/03/2017	150	153	167
Telefonica Eisiones SAU	5.880	5.877	07/15/2019	50	50	54
Tennessee Valley Authority	5.250	5.275	09/15/2039	98	98	99
Thomson Corporation	4.700	4.744	10/15/2019	150	149	153
Time Warner Cable Inc	8.250	5.583	02/14/2014	380	416	451
Time Warner Cable Inc	7.300	6.397	07/01/2038	300	335	337
TransCanada Pipe	7.630	7.632	01/15/2039	50	50	61
Trans-Canada Pipelines	6.500	6.574	08/15/2018	250	249	283
Travelers PPTY Casualty	7.750	5.838	04/15/2026	310	372	357
UBS AG Stamford CT	3.880	3.970	01/15/2015	500	498	499
UBS AG Stamford CT	5.880	5.576	12/20/2017	300	306	316
Union Pacific Corp	6.500	2.457	04/15/2012	300	326	329
Union Pacific Corp	5.700	4.718	08/15/2018	260	278	277
Union Pacific Corp	7.880	6.065	01/15/2019	160	180	196
United Mexican States	6.380	3.627	01/16/2013	630	678	701
United Technologies Corp	6.130	4.488	02/01/2019	285	319	321
United Technologies Corp	5.400	5.468	05/01/2035	170	168	168
UNP RR CO 2003 PASS TRUST	4.700	7.947	01/02/2024	88	85	93
UPS of America Inc	8.380	4.731	04/01/2020	125	161	164
US Bancorp	2.880	2.977	11/20/2014	450	448	449
Verizon Communications	5.500	4.894	02/15/2018	720	748	761
Verizon Communications	7.350	7.564	04/01/2039	400	390	471

A - Adjustable rate security.

See accompanying notes to financial statements.



# Core Fixed Income Pool

## Schedule of Investments in Securities - Unaudited (Continued)

January 31, 2010

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
Verizon Florida LLC	6.130	5.835	01/15/2013	275	277	300
Verizon Virginia Inc	4.630	4.968	03/15/2013	375	371	396
Viacom Inc	6.250	7.799	04/30/2016	145	134	162
Virginia Electric & Power Co	5.400	4.990	04/30/2018	490	503	520
Vodafone Group	5.750	6.019	03/15/2016	200	197	219
Vodafone Group	5.450	4.869	06/10/2019	369	385	384
Wachovia Bank NA	0.580	2.799	03/15/2016	850	743	789
Wachovia Corp	5.300	3.203	10/15/2011	345	357	367
Wachovia Corp	5.500	5.860	05/01/2013	950	940	1,030
Wachovia Corp	5.750	5.125	06/15/2017	775	804	820
Wachovia Corp	5.750	6.830	02/01/2018	400	374	421
Wal-Mart Stores	5.250	5.736	09/01/2035	425	397	410
Waste Management Inc	7.380	7.011	03/11/2019	60	61	70
WEA Finance/WT Fin Aust	6.750	5.957	09/02/2019	438	463	476
WellPoint Inc	5.880	6.710	06/15/2017	200	190	217
Wells Fargo & Company	3.750	3.786	10/01/2014	390	389	393
Wells Fargo & Company	5.000	7.000	11/15/2014	100	92	104
Wells Fargo & Company	5.630	5.416	12/11/2017	865	875	909
Westpac Banking	4.880	4.884	11/19/2019	406	406	404
Xerox Corporation	5.630	5.438	12/15/2019	350	355	362
XTO Energy Inc	4.630	3.416	06/15/2013	100	104	107
XTO Energy Inc	6.250	4.955	08/01/2017	326	352	372
<i>Total Corporate Bonds</i>					107,188	112,727
<i>Corporate Asset Backed Issues</i>						
Ally Auto Receivables Trust	2.330	2.347	09/15/2012	500	500	509
Bank of America Auto Trust	2.670	2.691	07/15/2013	600	600	614
Bank of America Auto Trust	2.130	2.140	09/16/2013	650	650	660
Bank of America Auto Trust	1.390	1.396	03/15/2014	430	430	430
Bank of America Auto Trust	3.520	3.555	06/15/2016	200	200	209
Bank of America Auto Trust	2.180	2.198	02/15/2017	310	310	310
Chrysler Financial Auto Sec	2.820	2.842	01/15/2016	250	250	256
Citifinancial Auto Issuance	2.590	2.604	10/15/2013	930	930	939
CNH Equipment Trust	5.280	5.342	11/15/2012	250	250	262
CNH Equipment Trust	2.970	2.996	03/15/2013	180	180	183
CNH Equipment Trust	1.850	1.858	12/16/2013	105	105	106
Ford Credit Auto Owner Trust	2.790	2.810	08/15/2013	400	400	410
Ford Credit Auto Owner Trust	4.500	4.547	07/15/2014	300	300	321
Honda Auto Receivables Trust	2.310	2.329	05/15/2013	200	200	203
Honda Auto Receivables Trust	3.300	3.329	09/15/2015	250	250	258
John Deere Owner Trust	2.590	2.612	10/15/2013	300	300	305
John Deere Owner Trust	1.570	1.577	10/15/2013	715	715	719
USAA Auto Owner Trust	1.540	1.546	02/18/2014	470	470	471
USAA Auto Owner Trust	2.530	2.544	07/15/2015	295	295	297
World Omni Auto Receivable	3.330	3.363	05/15/2013	365	365	375
<i>Total Corporate Asset Backed Issues</i>					7,700	7,837
<i>Corporate CMO</i>						
ASG Resecuritization Trust	5.810 A	9.228	05/24/2036	1,628	1,514	1,624
ASG Resecuritization Trust	5.570 A	9.685	03/26/2037	2,189	2,022	2,162
ASG Resecuritization Trust	5.610 A	17.736	06/26/2037	1,481	1,190	1,477
ASG Resecuritization Trust	6.000	9.545	06/28/2037	1,774	1,697	1,748
Banc of Amer Altern Loan Trust	5.500	6.977	02/25/2019	711	675	689
Banc of Amer Altern Loan Trust	5.500	5.567	09/25/2019	446	444	445
Banc of Amer Altern Loan Trust	5.500	7.265	09/25/2033	419	373	423
Banc of Amer Altern Loan Trust	5.500	5.686	11/25/2033	631	626	636
Banc of Amer Altern Loan Trust	6.000	6.371	01/25/2034	422	409	409
Banc of Amer Altern Loan Trust	6.000	6.673	01/25/2034	716	690	694
Banc of America Comm Mortgage	5.630	6.516	07/10/2046	700	672	670
Banc of America Commercial Mtg	4.670	5.024	07/10/2043	400	394	397
Banc of America Commercial Mtg	5.370	10.516	09/10/2045	660	520	662
Banc of America Commercial Mtg	5.120	5.057	10/10/2045	230	231	232
Banc of America Funding Corp	5.500	4.534	10/25/2034	767	770	764
Banc of America Mortgage Sec	5.000	4.022	04/25/2019	369	377	371
Banc of America Mortgage Sec	6.500	6.737	09/25/2032	427	423	423

A - Adjustable rate security.

See accompanying notes to financial statements.

# Core Fixed Income Pool

## Schedule of Investments in Securities - Unaudited (Continued)

January 31, 2010

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
Banc of America Mortgage Sec	4.140	A 4.122	06/25/2033	477	477	433
Banc of America Mortgage Sec	4.500	4.373	04/25/2034	1,058	1,063	1,062
Bank of America Auto Trust	1.670	1.679	12/15/2013	280	280	281
Bank of America Corp	5.750	7.161	09/20/2034	714	630	656
BCAP LLC Trust	5.500	7.118	11/26/2034	1,493	1,387	1,448
BCAP LLC Trust	5.250	4.431	05/26/2037	700	700	700
BCAP LLC Trust	5.750	6.038	06/26/2037	1,841	1,818	1,818
Bear Stearns Adj Rate Mortgage	2.530	A 3.463	08/25/2035	681	658	657
Bear Stearns Commercial Mtg	5.460	A 4.953	03/11/2039	235	241	243
Bear Stearns Commercial Mtg	5.540	9.695	10/12/2041	300	243	298
Chase Funding Mortgage Loan	4.280	6.656	11/25/2034	969	848	901
Chase Mortgage Finance Corp	4.030	A 5.715	07/25/2037	784	726	734
Chase Mortgage Finance Corp.	4.130	A 6.693	02/25/2037	304	286	295
Citicorp Mortgage Securities	4.500	3.622	05/25/2033	294	296	297
Citicorp Mortgage Securities	5.250	A 5.196	05/25/2034	369	368	369
Citigroup Mortgage Loan Trust	5.250	7.433	10/25/2033	1,083	893	1,093
Citigroup Mortgage Loan Trust	5.070	A 4.977	08/25/2034	663	663	670
Citigroup Mortgage Loan Trust	6.000	8.652	06/25/2036	993	905	902
Commercial Mortgage Pass-Thru	4.980	9.224	05/10/2043	1,000	845	1,016
Countrywide Home Loans	4.500	5.301	06/25/2019	1,017	987	1,007
Countrywide Home Loans	5.250	5.253	09/25/2033	1,000	997	1,014
Credit Suisse Mortgage Capital	5.500	5.501	10/27/2035	869	866	867
CS First Boston Mortgage	18.200	19.400	06/25/2035	364	355	326
Deutsche ALT- A Sec Mortgage	5.640	A 5.889	02/25/2020	437	432	434
First Horizon Mortgage Ps Thru	4.500	4.461	09/25/2018	1,304	1,303	1,305
First Horizon Mortgage Ps Thru	5.000	4.610	03/25/2034	81	81	81
GMAC Commercial Mortgage Sec.	5.240	0.000	11/10/2045	1,810	1,810	1,763
GMAC Mortgage Corp Loan Trust	5.000	4.363	01/25/2020	463	470	465
GMAC Mortgage Corp Loan Trust	4.130	A 6.427	10/19/2033	1,272	1,218	1,203
GMAC Mortgage Corp Loan Trust	5.000	6.157	10/25/2033	655	628	624
GMAC Mortgage Corp Loan Trust	5.000	8.257	11/25/2033	1,024	894	891
GS Mortgage Securities Corp	5.550	9.278	04/10/2038	1,000	840	961
GSMPS Mortgage Loan Trust	6.000	8.737	09/25/2034	342	316	282
GSMPS Mortgage Loan Trust	0.580	7.750	03/25/2035	705	441	569
GSR Mortgage Loan Trust	5.500	10.283	01/25/2037	100	78	79
Household Home Equity Loan Tst	0.500	4.924	01/20/2035	283	241	265
Household Home Equity Loan Tst	0.720	5.477	01/20/2035	565	472	494
Household Home Equity Loan Tst	0.390	4.419	01/20/2036	609	514	531
Household Home Equity Loan Tst	0.380	3.315	03/20/2036	534	471	494
Household Home Equity Loan Tst	0.430	1.791	03/20/2036	349	313	307
Household Home Equity Loan Tst	5.600	5.191	03/20/2036	750	756	767
Household Home Equity Loan Tst	1.430	3.987	11/20/2036	809	690	734
IMPAC Secured Assets Corp	5.500	6.642	08/25/2033	981	921	991
IMPAC Secured Assets Corp	0.580	2.306	08/25/2036	826	686	656
JP Morgan Chase Commercial Mtg	5.400	9.292	05/15/2045	950	781	909
JPMorgan Mortgage Trust	4.050	A 5.023	08/25/2034	2,607	2,485	2,505
LB-UBS Commercial Mortgage Tst	5.160	7.515	01/15/2016	300	270	305
Master Adjustable Rate Mtgage	3.100	A 5.698	11/21/2034	1,000	958	994
Master Reperforming Loan Trust	0.580	6.904	05/25/2035	962	636	764
Master Resecuritization Trust	13.630	12.964	05/28/2035	1,075	595	630
MASTR Asset Securitization	5.500	7.874	09/25/2033	328	289	336
Merrill Lynch Mortgage Invest	0.890	4.967	04/25/2029	472	385	384
Merrill Lynch Mortgage Trust	5.660	A 5.338	05/12/2039	260	264	265
Morgan Stanley Capital I	5.650	A 5.619	06/11/2042	250	251	252
Morgan Stanley Capital Inc	0.980	A 4.796	01/25/2035	321	270	315
Morgan Stanley Mortgage Loan	5.500	5.737	08/25/2034	6,513	790	1,133
Residential Accredit Loans	16.140	16.631	10/25/2017	363	364	368
Residential Accredit Loans	5.750	6.508	10/25/2033	736	689	705
Residential Accredit Loans	5.500	14.346	05/25/2034	1,365	949	984
Salomon Brothers Mortgage Sec	3.450	10.991	04/25/2032	396	330	328
Station Place Securitization	1.730	1.864	12/29/2010	1,000	999	999
Structured Asset Mortgage Inv	0.000	5.974	07/25/2032	282	188	214
Structured Asset Securities	0.730	6.492	06/25/2033	1,389	1,240	1,264
Structured Asset Securities	5.500	6.047	10/25/2033	1,071	1,047	1,040
Structured Asset Securities	5.150	A 5.439	11/25/2033	346	341	348

A - Adjustable rate security.

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# Core Fixed Income Pool

## Schedule of Investments in Securities - Unaudited (Continued)

January 31, 2010

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
Structured Asset Securities	5.000 A	5.096	12/25/2033	477	475	474
Structured Asset Securities	5.540	6.539	12/25/2033	1,400	1,338	1,364
Structured Asset Securities	5.000	11.022	05/25/2035	383	294	372
Structured Asset Securities	13.440	15.900	05/25/2035	227	220	174
Thornburg Mtg Securities Trust	0.550	0.000	09/25/2043	250	250	218
TIAA Seasoned Commercial Mtg	6.070 A	5.534	08/15/2039	2,500	2,536	2,701
Vendee Mortgage Trust	6.750	5.507	06/15/2026	894	945	965
Wachovia Bank Comm Mtg Trust	5.740 A	8.074	05/15/2043	1,440	1,288	1,445
Washington Mutual Mortgage	2.850 A	3.478	08/25/2033	350	339	330
Washington Mutual Mortgage	5.500	5.567	08/25/2019	836	833	835
Washington Mutual Mortgage	0.000	14.088	07/25/2033	351	238	203
Washington Mutual Mortgage	2.850 A	3.120	08/25/2033	375	372	372
Washington Mutual Mortgage	2.830 A	3.099	09/25/2033	378	374	372
Washington Mutual Mortgage	2.880 A	3.406	09/25/2033	452	441	448
Washington Mutual Mortgage	5.250	7.672	10/25/2033	2,090	1,852	1,895
Washington Mutual Mortgage	16.420	16.082	11/25/2033	1,036	1,053	939
Washington Mutual Mortgage	3.140 A	5.467	06/25/2034	366	339	355
Washington Mutual Mortgage	2.870 A	4.996	01/25/2035	2,089	1,931	2,007
Washington Mutual Mortgage	5.500	5.430	05/25/2035	867	87	145
Wells Fargo Mortgage Backed	4.750	4.649	12/25/2018	2,325	2,327	2,362
Wells Fargo Mortgage Backed	4.470 A	4.586	11/25/2033	2,116	2,105	2,105
Wells Fargo Mortgage Backed	4.890 A	4.732	02/25/2034	1,183	1,186	1,165
Wells Fargo Mortgage Backed	3.060 A	5.221	09/25/2034	720	676	678
Wells Fargo Mortgage Backed	3.260 A	4.031	10/25/2034	768	746	754
Wells Fargo Mortgage Backed	3.210 A	6.063	10/25/2034	529	483	524
Wells Fargo Mortgage Backed	3.110 A	5.374	12/25/2034	1,138	1,069	1,071
Wells Fargo Mortgage Backed	3.950 A	12.447	12/25/2034	573	504	573
Wells Fargo Mortgage Backed	3.090 A	5.077	12/25/2034	759	717	745
Wells Fargo Mortgage Backed	3.950 A	5.825	12/25/2034	573	548	573
<i>Total Corporate CMO</i>					82,821	86,015
Total Corporate Issues - 14.2%					197,709	206,579
<b><u>Short-term Issues</u></b>						
Dreyfus Cash Management				25,403,889	25,404	25,404
Total Short-term Issues - 1.7%					25,404	25,404
<b><u>Investments in Other Funds</u></b>						
SSgA - Passive Bond Market Index Non-Lending Fund						
Investment Objective - To match the return of the Lehman Brothers Aggregate Bond Index				28,692,541	649,416	659,469
Redemption Provisions - Daily						
Total Investment in Other Funds - 45.2%					649,416	659,469
Total Investment Securities - 100.2%					\$ 1,432,811	\$ 1,463,063

A - Adjustable rate security.

See accompanying notes to financial statements.

## Core Fixed Income Pool

**Statement of Operations - Unaudited**  
**Period Ended January 31, 2010\***  
*(Amounts in thousands)*

	<u>Month</u>	<u>Year To Date</u>
<b>Investment income</b>		
Interest	\$ 3,538	\$ 23,693
Dividend	3	61
Net amortization	<u>(1,005)</u>	<u>(4,759)</u>
<b>Total investment income</b>	2,536	18,995
<b>Expenses</b>		
Investment advisor fees	(66)	(1,010)
Trustee fees	(1)	(4)
Custodian bank fees	(6)	(31)
Management fees	(36)	(229)
Fiduciary bond fees	(1)	(3)
Professional service fees	<u>(10)</u>	<u>(48)</u>
<b>Total expenses</b>	<u>(120)</u>	<u>(1,325)</u>
<b>Investment income, net</b>	2,416	17,670
<b>Realized and unrealized gain from investments</b>		
Net realized gain from investments	37	7,721
Net increase in the fair value of investments	<u>18,800</u>	<u>28,665</u>
<b>Net gain from investments</b>	<u>18,837</u>	<u>36,386</u>
<b>Net increase in net assets from operations</b>	<u>\$ 21,253</u>	<u>\$ 54,056</u>

*\*The WVIMB operates on a fiscal year beginning on July 1. The "year to date" information is for the period July 1 through the month listed. See accompanying notes to financial statements.*

## Core Fixed Income Pool

**Statement of Changes in Net Assets - Unaudited**  
**Period Ended January 31, 2010\***  
*(Amounts in thousands, except unit data)*

	<b>Month</b>	<b>Year To Date</b>
<b>Operations</b>		
Investment income, net	\$ 2,416	\$ 17,670
Net realized gain from investments	37	7,721
Net increase in the fair value of investments	18,800	28,665
<b>Net increase in net assets from operations</b>	21,253	54,056
<b>Distributions to unitholders</b>		
Investment income, net	(2,416)	(17,670)
<b>Unit transactions</b>		
Proceeds from sale of units	89,391	1,531,694
Reinvestment of distributions	2,923	17,281
	92,314	1,548,975
Amount paid for repurchase of units	(15,848)	(520,878)
<b>Net increase in net assets from unit transactions</b>	76,466	1,028,097
<b>Increase in net assets</b>	95,303	1,064,483
Net assets, beginning of period	1,364,063	394,883
<b>Net assets, end of period</b>	\$ 1,459,366	\$ 1,459,366
<b>Unit data</b>		
Units sold	8,653,047	148,580,576
Units issued from reinvestment of distributions	282,961	1,680,025
	8,936,008	150,260,601
Units repurchased	(1,534,103)	(50,127,381)
<b>Net increase in units</b>	7,401,905	100,133,220

*\*The WVIMB operates on a fiscal year beginning on July 1. The "year to date" information is for the period July 1 through the month listed. See accompanying notes to financial statements.*

# Core Fixed Income Pool

## Notes to Financial Statements - Unaudited

### NOTE 1. DESCRIPTION OF THE ENTITY

The West Virginia Investment Management Board (IMB) was organized on April 25, 1997, as a public corporation created by *West Virginia Code §12-6-1* to provide prudent fiscal administration and investment management services to designated State pension funds, the State's Workers' Compensation and Coal Workers' Pneumoconiosis funds, and certain other State government funds.

A Board of Trustees, consisting of thirteen members, governs the IMB. The Governor, the State Auditor and the State Treasurer are ex officio members of the Board of Trustees. The Governor appoints all other Trustees for a term of six years.

The IMB operates on a fiscal year beginning July 1 and ending June 30.

The Core Fixed Income pool (Pool) began operations on March 2, 2009.

The accompanying financial statements reflect only the investments and investment related operations of the Pool. They do not reflect activity of the other investment pools under the control of the IMB or the Administrative Fund of the IMB, or any other assets or liabilities, or restrictions thereon, or the various investment pool participants. Accordingly, these financial statements are not intended to and do not present the comprehensive financial position and operations of the IMB or any of the investment pool participants.

These financial statements have been prepared on a basis of accounting following U.S. generally accepted accounting principles (GAAP) established by the Financial Accounting Standards Board (FASB) and the American Institute of Certified Public Accountants applicable to investment companies, which is a comprehensive basis of accounting other than GAAP for state and local governments established by the Government Accounting Standards Board. The IMB has selected this basis of accounting because it believes that the disclosures required for investment companies better reflect the purpose and operations of the Pool.

A summary of the differences between financial statements prepared in accordance with GAAP for investment companies and GAAP for state and local governments are as follows:

	Investment Company GAAP	State and Local GAAP
Management Discussion and Analysis	Not required	Required
Schedule of Investments in Securities	Required	Not required
Statement of Operations	Required	Not required
Investment Risk Disclosures	Not required	Required
Financial Highlights	Required	Not required

There are no differences in the reported amounts of assets, liabilities, net assets, investment operations, distributions, or unit transactions between GAAP for investment companies and GAAP for state and local governments.

The main objective of this core bond pool is to generate investment income, provide stability and diversification, but not at the expense of total return. JP Morgan Investment Advisors, Inc. and State Street Global Advisors manage this pool. This pool's investment performance, net of external investment management fees, is expected to meet or exceed the Barclays Capital US Aggregate index.

### NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

**Basis of Accounting** - The IMB invests funds of the State and its component units, all of which are government entities. Investments are carried at fair value, which is determined by a third party pricing service based on asset portfolio pricing models and other sources. Commissions on the purchases of securities by the IMB are a component of the security price quoted by the seller and are included in the investment cost.

# Core Fixed Income Pool

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## Notes to Financial Statements - Unaudited

### NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

**Asset-Backed Securities** – The Pool invests in various asset-backed securities, mortgage-backed securities, and structured corporate debt. The securities are reported at fair value. The Pool invests in these securities to enhance yields on investments. Changes in market interest rates affect the cash flows of these securities and may result in changes in fair value. The overall return or yield on these securities depends on the changes in the interest and principal payment pattern and market value of the underlying assets.

**Investment Transactions** - Investment transactions are accounted for on a trade date basis.

**Use of Estimates** - The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

**Investment Gains and Losses** - Gains and losses on the sale of investment securities are recognized at the time of sale by the average cost method. The calculation of realized gains and losses is independent of the calculation of the net increase or decrease in the fair value of investments. Realized gains and losses on investments held in more than one fiscal year and sold in the current year may have been recognized as an increase or decrease in the fair value of investments reported in the prior year.

**Interest Income** - Interest income is recognized as earned on the accrual method.

**Dividend Income** - Dividend income is recognized on the ex-dividend date.

**Amortization** - Discounts and premiums on securities purchased are amortized over the life of the respective securities using the scientific method of amortization. This method maintains a constant book yield over the life of the security. The amortization of asset-backed securities considers the effect of prepayments on the life of the security. Historical prepayment speeds are obtained from market data vendors and are updated annually. The effect of changing prepayment assumptions is reported in the Statement of Operations in the year of the change.

**Distributions to Participants** - The monthly net investment income is declared as a dividend on the last day of the month and distributed to the participants of the Pool on the first day of the following month. Distributions are paid in the form of reinvestments in the Pool and have been included in distributions to participants and reinvestment of distributions as presented on the Statement of Changes in Net Assets.

**Expenses** - The IMB's Trustees adopt an annual budget and fee schedule for services to be provided to all of the investment pools under its management. Each investment pool is charged for its direct investment-related cost and for its allocated share of other expenses. These other expenses are allocated to the individual pools based on asset size. The IMB pays all expenses on behalf of the Pool.

**Income Taxes** - The IMB is a public corporation organized under laws of the State of West Virginia and exempt from federal and state taxation. Accordingly, the financial statements have been prepared recognizing that the IMB is not subject to federal or state income taxes.

### NOTE 3. FAIR VALUE MEASUREMENTS

FAS 157 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The IMB adopted FAS 157 for fiscal year 2009.

Fair value of an investment is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., the exit price).

# Core Fixed Income Pool

## Notes to Financial Statements - Unaudited

### NOTE 3. FAIR VALUE MEASUREMENTS (Continued)

FAS 157 established a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical financial instruments (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FAS 157 are:

Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities at the reporting date.

Level 2 Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not considered active; observable inputs other than observable quoted prices for the asset or liability; or inputs derived principally from or corroborated by observable market data.

Level 3 Unobservable pricing inputs for assets and liabilities.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an investment's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the investment.

The table below summarizes the valuation of the investment securities in accordance with FAS 157 fair value hierarchy levels as of January 31, 2010:

	Level I	Level II	Level III	Total
Regulated Investment Companies	\$ -	\$ 25,403,889	\$ -	\$ 25,403,889
U.S. Government Agency Issues	-	357,707,578	-	357,707,578
U.S. Treasury Issues	-	213,608,396	-	213,608,396
Corporate Issues	-	206,578,215	-	206,578,215
Commingled Funds	-	659,469,371	-	659,469,371
Municipal Bonds	-	296,051	-	296,051
Total	\$ -	\$ 1,463,063,500	\$ -	\$ 1,463,063,500

### NOTE 4. FINANCIAL HIGHLIGHTS

#### Per Unit Operating Performance:

Net asset value at June 30, 2009	\$ 10.05
Income from investment operations:	
Net investment income	0.40
Net realized and unrealized gain on investment transactions	0.17
Total from investment operations	0.57
Less distributions from net investment income	(0.15)
Net asset value at January 31, 2010	\$ 10.47

**Time-weighted Total Return \*** 6.6%

#### Supplemental Data:

Net assets, end of period (\$000's)	\$ 1,459,366
Ratio to average net assets:	
Expenses **	0.21%
Net investment income **	2.69%
Portfolio turnover rate	96.13%

\* Return data is net of fees for the fiscal year-to-date and is not annualized

\*\* All ratios are for the fiscal year-to-date annualized



## Core Fixed Income Pool

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### Notes to Financial Statements - Unaudited

#### NOTE 5. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at January 31, 2010. The balances do not include the dividend declared by the Pool on the last day of the month and reinvested to the participant's account on the first day of the following month.

<u>Participant</u>	<u>Account Value</u>
Public Employees' Retirement System	\$ 355,914,074
Workers' Compensation Old Fund	315,900,539
Teachers' Retirement System	293,338,048
Retiree Health Benefit Trust	104,313,482
Revenue Shortfall Reserve Fund B	94,560,127
Coal Workers' Pneumoconiosis Fund	66,507,987
Revenue Shortfall Reserve Fund	71,107,007
Public Employees' Insurance Agency	41,155,718
State Police Death, Disability and Retirement Fund	38,684,384
Board of Risk and Insurance Management	34,957,354
Prepaid Tuition Trust Fund	14,673,692
Judges' Retirement System	9,772,072
Deputy Sheriff's Retirement System	8,776,304
State Police Retirement System	4,849,879
Wildlife Endowment Fund	3,557,777
Emergency Medical Services Retirement System	1,297,811
Total	<u>\$ 1,459,366,255</u>



**Financial Statements - Unaudited**

**January 31, 2010**



# TRS Annuity Pool

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## Financial Statements - Unaudited January 31, 2010

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# TRS Annuity Pool

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## Statement of Assets and Liabilities - Unaudited

January 31, 2010

(Amounts in thousands, except unit data)

### Assets

Investment securities at fair value	\$	204,140
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### Liabilities

Accrued expenses		<u>43</u>
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<b>Net assets</b>	<b>\$</b>	<b><u>204,097</u></b>
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### Analysis of net assets

Paid-in capital	\$	193,359
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Accumulated undistributed net investment income		<u>10,738</u>
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<b>Net assets</b>	<b>\$</b>	<b><u>204,097</u></b>
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### Unit data

Units outstanding		19,425,794
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Net asset value, unit price	\$	<u>10.51</u>
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See accompanying notes to financial statements.

# TRS Annuity Pool

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## Schedule of Investments in Securities - Unaudited January 31, 2010 *(Amounts in thousands, except share data)*

<u>Security Name</u>	<u>Shares</u>	<u>Amortized Cost</u>	<u>Fair Value</u>
<u>Annuity Contract</u>			
Variable Annuity Life Insurance Company	204,140,235	\$ 204,140	\$ 204,140
Total Annuity Contract - 100.0%		204,140	204,140
Total Investment Securities - 100.0%		<u>\$ 204,140</u>	<u>\$ 204,140</u>

*See accompanying notes to financial statements.*

## TRS Annuity Pool

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**Statement of Operations - Unaudited**  
**Period Ended January 31, 2010\***  
*(Amounts in thousands)*

	<u>Month</u>	<u>Year To Date</u>
<b>Investment income</b>		
Interest	\$ 762	\$ 5,225
<b>Expenses</b>		
Management fees	(5)	(49)
Professional service fees	<u>(10)</u>	<u>(43)</u>
<b>Total expenses</b>	<u>(15)</u>	<u>(92)</u>
<b>Investment income, net</b>	<u>747</u>	<u>5,133</u>
<b>Net increase in net assets from operations</b>	<u>\$ 747</u>	<u>\$ 5,133</u>

*\*The WVIMB operates on a fiscal year beginning on July 1. The "year to date" information is for the period July 1 through the month listed.  
See accompanying notes to financial statements.*



## TRS Annuity Pool

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### Statement of Changes in Net Assets - Unaudited

Period Ended January 31, 2010\*

(Amounts in thousands, except unit data)

	<u>Month</u>	<u>Year To Date</u>
<b>Operations</b>		
Investment income, net	\$ 747	\$ 5,133
<b>Unit transactions</b>		
Proceeds from sale of units	<u>11</u>	<u>60</u>
<b>Increase in net assets from unit transactions</b>	<u>11</u>	<u>60</u>
<b>Increase in net assets</b>	758	5,193
Net assets, beginning of period	<u>203,339</u>	<u>198,904</u>
<b>Net assets, end of period</b>	<u><u>\$ 204,097</u></u>	<u><u>\$ 204,097</u></u>
<b>Unit data</b>		
Units sold	<u>1,058</u>	<u>5,798</u>
<b>Increase in units</b>	<u><u>1,058</u></u>	<u><u>5,798</u></u>

\*The WVIMB operates on a fiscal year beginning on July 1. The "year to date" information is for the period July 1 through the month listed.  
See accompanying notes to financial statements.

## TRS Annuity Pool

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**Statement of Cash Flows - Unaudited**  
**Period Ended January 31, 2010\***  
*(Amounts in thousands)*

	<u>Month</u>	<u>Year To Date</u>
<b>Cash flows from operating activities</b>		
Investment income, net	\$ 747	\$ 5,133
Adjustments to reconcile net increase in net assets from operations to net cash provided by (used in) operating activities:		
Purchase of investment securities	(761)	(5,225)
Increase in accrued expenses	3	32
	<u>          </u>	<u>          </u>
<b>Net cash used in operating activities</b>	(11)	(60)
 <b>Cash flows from financing activities</b>		
Proceeds from units sold	<u>11</u>	<u>60</u>
	<u>11</u>	<u>60</u>
<b>Cash provided by financing activities</b>	<u>11</u>	<u>60</u>
	-	-
<b>Net change in cash</b>	-	-
 <b>Cash</b>		
Beginning balance	-	-
Ending balance	<u>\$ -</u>	<u>\$ -</u>

*\*The WVIMB operates on a fiscal year beginning on July 1. The "year to date" information is for the period July 1 through the month listed. See accompanying notes to financial statements.*

# TRS Annuity Pool

## Notes to Financial Statements - Unaudited

### NOTE 1. DESCRIPTION OF THE ENTITY

The West Virginia Investment Management Board (IMB) was organized on April 25, 1997, as a public corporation created by *West Virginia Code §12-6-1* to provide prudent fiscal administration and investment management services to designated State pension funds, the State's Workers' Compensation and Coal Workers' Pneumoconiosis funds, and certain other State government funds.

A Board of Trustees, consisting of thirteen members, governs the IMB. The Governor, the State Auditor and the State Treasurer are ex officio members of the Board of Trustees. The Governor appoints all other Trustees for a term of six years.

The IMB operates on a fiscal year beginning July 1 and ending June 30.

The TRS Annuity pool (Pool) began operations on December 10, 2008.

The accompanying financial statements reflect only the investments and investment related operations of the Pool. They do not reflect activity of the other investment pools under the control of the IMB or the Administrative Fund of the IMB, or any other assets or liabilities, or restrictions thereon, or the various investment pool participants. Accordingly, these financial statements are not intended to and do not present the comprehensive financial position and operations of the IMB or any of the investment pool participants.

These financial statements have been prepared on a basis of accounting following U.S. generally accepted accounting principles (GAAP) established by the Financial Accounting Standards Board (FASB) and the American Institute of Certified Public Accountants applicable to investment companies, which is a comprehensive basis of accounting other than GAAP for state and local governments established by the Government Accounting Standards Board. The IMB has selected this basis of accounting because it believes that the disclosures required for investment companies better reflect the purpose and operations of the Pool.

A summary of the differences between financial statements prepared in accordance with GAAP for investment companies and GAAP for state and local governments are as follows:

	Investment Company GAAP	State and Local GAAP
Management Discussion and Analysis	Not required	Required
Schedule of Investments in Securities	Required	Not required
Statement of Operations	Required	Not required
Investment Risk Disclosures	Not required	Required
Financial Highlights	Required	Not required

There are no differences in the reported amounts of assets, liabilities, net assets, investment operations, distributions, or unit transactions between GAAP for investment companies and GAAP for state and local governments.

The Pool holds an investment contract strictly for the benefit of the Teachers Retirement System (TRS). The IMB assumed responsibility for this investment as part of the restructuring of the Teachers Defined Contribution (TDC) plan, a separate retirement plan outside of the IMB, whereby certain TDC participants elected to transfer the ownership of their individual TDC retirement accounts to the TRS in exchange for current participation in the TRS defined benefit plan. The contract, issued by the Variable Annuity Life Insurance Company (VALIC), could not be liquidated as part of the restructuring, and was transferred in kind to the IMB on December 10, 2008. The final amount transferred on the contract was \$248,292,529. Effective April 23, 2009, the IMB elected to liquidate this contract and will receive five equal annual payments of \$55,058,102. The first payment was received on May 4, 2009 and subsequent payments will be received on May 4, 2010, 2011, 2012, and 2013. The contract and the payments include a guaranteed annual interest yield of 4.5%. VALIC is a wholly-owned subsidiary of American International Group, Inc. (AIG), but is not in bankruptcy.

# TRS Annuity Pool

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## Notes to Financial Statements - Unaudited

### NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

**Basis of Accounting** - The IMB invests funds of the State and its component units, all of which are government entities. The VALIC contract is a private contract between the issuer and the IMB and is not a marketable security. It is carried at fair value using a discounted cash flow model based on the underlying cash flows of the contract, implicit rate of return, and estimated credit risk premiums using observable market data.

**Investment Transactions** - Investment transactions are accounted for on a trade date basis.

**Use of Estimates** - The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

**Investment Gains and Losses** - Gains and losses on the sale of investment securities are recognized at the time of sale by the average cost method. The calculation of realized gains and losses is independent of the calculation of the net increase or decrease in the fair value of investments. Realized gains and losses on investments held in more than one fiscal year and sold in the current year may have been recognized as an increase or decrease in the fair value of investments reported in the prior year.

**Interest Income** - Interest income is recognized as earned on the accrual method.

**Distributions to Participants** - The Pool does not routinely distribute dividends or net capital gains.

**Expenses** - The IMB's Trustees adopt an annual budget and fee schedule for services to be provided to all of the investment pools under its management. Each investment pool is charged for its direct investment-related cost and for its allocated share of other expenses. These other expenses are allocated to the individual pools based on asset size. The IMB pays all expenses on behalf of the Pool.

**Income Taxes** - The IMB is a public corporation organized under laws of the State of West Virginia and exempt from federal and state taxation. Accordingly, the financial statements have been prepared recognizing that the IMB is not subject to federal or state income taxes.

### NOTE 3. FAIR VALUE MEASUREMENTS

FAS 157 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The IMB adopted FAS 157 for fiscal year 2009.

Fair value of an investment is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., the exit price).

FAS 157 established a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical financial instruments (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FAS 157 are:

Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities at the reporting date.

Level 2 Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not considered active; observable inputs other than observable quoted prices for the asset or liability; or inputs derived principally from or corroborated by observable market data.

Level 3 Unobservable pricing inputs for assets and liabilities.

# TRS Annuity Pool

## Notes to Financial Statements - Unaudited

### NOTE 3. FAIR VALUE MEASUREMENTS (Continued)

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an investment's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the investment.

The table below summarizes the valuation of the investment securities in accordance with FAS 157 fair value hierarchy levels as of January 31, 2010:

	Level I	Level II	Level III	Total
Annuity Contract	\$ -	\$ -	\$ 204,140,235	\$ 204,140,235

The reconciliation of the beginning and ending balances of Level 3 investments for the period ended January 31, 2010 was as follows:

	Annuity Contract
Balance at June 30, 2009	\$ 198,915,431
Net realized gain/(loss)	-
Net change in unrealized appreciation/(depreciation)	-
Purchases	5,224,804
Sales	-
Net transfers in/(out) of Level 3	-
Balance at January 31, 2010	\$ 204,140,235

### NOTE 4. FINANCIAL HIGHLIGHTS

**Per Unit Operating Performance:**

Net asset value at June 30, 2009	\$ 10.24
Net investment income from investment operations	0.27
Net asset value at January 31, 2010	\$ 10.51

**Time-weighted Total Return \*** 2.6%

**Supplemental Data:**

Net assets, end of period (\$000's)	\$ 204,097
Ratio to average net assets:	
Expenses **	0.08%
Net investment income **	4.37%
Portfolio turnover rate	0.00%

\* Return data is net of fees for the fiscal year-to-date and is not annualized

\*\* All ratios are for the fiscal year-to-date and are annualized



**Financial Statements - Unaudited**

**January 31, 2010**





# Private Equity Pool

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## Financial Statements - Unaudited January 31, 2010

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# Private Equity Pool

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## Statement of Assets and Liabilities - Unaudited

January 31, 2010

(Amounts in thousands, except unit data)

### Assets

Investment securities at fair value	\$	816,528
Dividends receivable		<u>2</u>
<b>Total assets</b>		816,530

### Liabilities

Accrued expenses		<u>174</u>
<b>Net assets</b>	<b>\$</b>	<b><u><u>816,356</u></u></b>

### Analysis of net assets

Paid-in capital	\$	958,617
Accumulated undistributed net investment loss		(2,288)
Accumulated undistributed net realized loss from investments		(149,426)
Unrealized net appreciation of investments		<u>9,453</u>
<b>Net assets</b>	<b>\$</b>	<b><u><u>816,356</u></u></b>

### Unit data

Units outstanding		101,084,233
Net asset value, unit price	\$	<u><u>8.08</u></u>

See accompanying notes to financial statements.

# Private Equity Pool

## Schedule of Investments in Securities - Unaudited January 31, 2010

(Amounts in thousands, except share data)

Security Name	Shares	Amortized Cost	Fair Value
<b>Partnerships</b>			
Advent GPE VI		\$ 9,800	\$ 10,097
Investment Objective - To provide risk capital for, and make investments in the securities of, privately held and publicly listed companies primarily in Europe and North America.			
Redemption Provisions - Upon termination of the partnership.			
A detail of the underlying investments is not available.			
Carlyle Partners V		15,988	12,837
Investment Objective - To generate superior, long-term capital appreciation through privately negotiated equity and equity related investments.			
Redemption Provisions - Upon termination of the partnership.			
A detail of the underlying investments is not available.			
FP Venture 2008		3,906	3,489
Investment Objective - To realize long-term compounded returns in excess of those available through conventional investments in the public equity markets.			
Redemption Provisions - Upon termination of the partnership.			
A detail of the underlying investments is not available.			
FP Venture 2009		1,645	1,509
Investment Objective - To realize long-term compounded returns in excess of those available through conventional investments in the public equity markets.			
Redemption Provisions - Upon termination of the partnership.			
A detail of the underlying investments is not available.			
H.I.G. Bayside II		14,879	16,607
Investment Objective - To invest in distressed debt obligations and other securities of distressed lower middle market companies.			
Redemption Provisions - Upon termination of the partnership.			
A detail of the underlying investments is not available.			
Insight Equity II LP		1,150	474
Investment Objective - To acquire underperforming, operationally challenged, or financially distressed small and middle market businesses and to seek to reorganize operations and strategy to restore profitability and growth.			
Redemption Provisions - Upon termination of the partnership.			
A detail of the underlying investments is not available.			
Insight Equity Mezzanine LLP		1,401	1,266
Investment Objective - To invest in mezzanine securities issued by companies in which Insight is also an equity sponsor.			
Redemption Provisions - Upon termination of the partnership.			
A detail of the underlying investments is not available.			
KPS Special Situations Fund III		3,032	2,823
Investment Objective - Seek to invest alongside KPS Special Situations Fund III, L.P. and KPS Special Situations Fund III (A), L.P., to make controlling equity and equity-related investments in underperforming or distressed companies engaged in manufacturing, transportation, and service industries challenged by the need to effect immediate and significant change - Special Situations			
Redemption Provisions - Upon termination of the partnership.			
A detail of the underlying investments is not available.			
LLR Partners III		7,997	5,973
Investment Objective - To provide investors with substantial long-term capital gains by investing in a diversified portfolio of equity securities.			
Redemption Provisions - Upon termination of the partnership.			
A detail of the underlying investments is not available.			
Natural Gas Partners IX		15,273	11,966
Investment Objective - To generate long-term capital gains through equity investments in companies engaged in the energy and resource related industries, with an emphasis on privately negotiated equity investments in North America oil and gas companies.			
Redemption Provisions - Upon termination of the partnership.			
A detail of the underlying investments is not available.			
Odyssey Investment		12,077	11,111
Investment Objective - To seek long-term capital appreciation by principally pursuing control oriented equity and equity related investments in middle market companies located primarily in the United States.			
Redemption Provisions - Upon termination of the partnership.			
A detail of the underlying investments is not available.			

See accompanying notes to financial statements.

# Private Equity Pool

## Schedule of Investments in Securities - Unaudited (Continued)

**January 31, 2010**

*(Amounts in thousands, except share data)*

Security Name	Shares	Amortized Cost	Fair Value
Platinum Equity Capital Partners II Investment Objective - To make private investments in equity, equity oriented or debt securities that offer equity-like returns, of underperforming companies to generate capital appreciation. Redemption Provisions - Upon termination of the partnership. A detail of the underlying investments is not available.		20,960	17,687
Riverside Fund IV, L.P. Investment Objective - To pursue and add value to control investments in small, profitable healthcare and technology companies primarily in the United States through financial and operational improvements and to grow the companies both organically and through add-on acquisitions. Redemption Provisions - Upon termination of the partnership. A detail of the underlying investments is not available.		2,974	2,974
Welsh, Carson, Anderson & Stover Investment Objective - To provide capital to domestic or foreign corporations, partnerships and joint ventures and to assist in developing the business of those enterprises. Redemption Provisions - Upon termination of the partnership. A detail of the underlying investments is not available.		3,047	1,987
Total Partnerships - 12.3%		114,129	100,800
<b><u>Investments in Other Funds</u></b>			
Bridgewater Associates All Weather Portfolio II Investment Objective - To maintain market exposure for funds awaiting investment in private equity limited partnerships.  Redemption Provisions - Monthly on the first business day A detail of the underlying investments is not available.	669,395	669,395	692,177
Total Investments in Other Funds - 84.8%		669,395	692,177
<b><u>Short-term Issues</u></b>			
Dreyfus Cash Management Institutional Fund - 2.9%	23,550,563	23,551	23,551
Total Investment Securities - 100.0%		\$ 807,075	\$ 816,528

See accompanying notes to financial statements.

# Private Equity Pool

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**Statement of Operations - Unaudited**  
**Period Ended January 31, 2010\***  
*(Amounts in thousands)*

	<u>Month</u>	<u>Year To Date</u>
<b>Investment income</b>		
Dividend	\$ 2	\$ 28
<b>Expenses</b>		
Trustee fees	-	(3)
Custodian bank fees	(1)	(2)
Management fees	(21)	(176)
Fiduciary bond fees	-	(2)
Professional service fees	(61)	(429)
Fund closing costs	(1)	(151)
	<u>(84)</u>	<u>(763)</u>
<b>Total expenses</b>	(84)	(763)
<b>Investment loss, net</b>	(82)	(735)
<b>Realized and unrealized gain (loss) from investments</b>		
Net realized gain (loss) from investments	170	(78,826)
Net increase (decrease) in the fair value of investments	(733)	142,844
	<u>(563)</u>	<u>64,018</u>
<b>Net gain (loss) from investments</b>	(563)	64,018
<b>Net increase (decrease) in net assets from operations</b>	<u>\$ (645)</u>	<u>\$ 63,283</u>

*\*The WVIMB operates on a fiscal year beginning on July 1. The "year to date" information is for the period July 1 through the month listed. See accompanying notes to financial statements.*

# Private Equity Pool

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**Statement of Changes in Net Assets - Unaudited**  
**Period Ended January 31, 2010\***  
*(Amounts in thousands, except unit data)*

	<b>Month</b>	<b>Year To Date</b>
<b>Operations</b>		
Investment loss, net	\$ (82)	\$ (735)
Net realized gain (loss) from investments	170	(78,826)
Net increase (decrease) in the fair value of investments	(733)	142,844
<b>Net increase (decrease) in net assets from operations</b>	(645)	63,283
<b>Unit transactions</b>		
Proceeds from sale of units	20,943	191,753
Amount paid for repurchase of units	(1,249)	(21,570)
<b>Net increase in net assets from unit transactions</b>	19,694	170,183
<b>Increase in net assets</b>	19,049	233,466
Net assets, beginning of period	797,307	582,890
<b>Net assets, end of period</b>	\$ 816,356	\$ 816,356
<b>Unit data</b>		
Units sold	2,591,258	24,941,980
Units repurchased	(154,556)	(2,759,409)
<b>Net increase in units</b>	2,436,702	22,182,571

*\*The WVIMB operates on a fiscal year beginning on July 1. The "year to date" information is for the period July 1 through the month listed. See accompanying notes to financial statements.*

# Private Equity Pool

**Statement of Cash Flows - Unaudited**  
**Period Ended January 31, 2010\***  
*(Amounts in thousands)*

	<b>Month</b>	<b>Year To Date</b>
<b>Cash flows from operating activities</b>		
Net increase (decrease) in net assets from operations	\$ (645)	\$ 63,283
Adjustments to reconcile net increase (decrease) in net assets from operations to net cash provided by (used in) operating activities:		
Purchase of investment securities	(676,299)	(857,590)
Proceeds from disposition of investment securities	670,860	695,757
Net realized loss (gain) from investments	(170)	78,826
Purchases and sales of short-term investment securities, net	(14,165)	(7,711)
Decrease in receivable for investments sold	-	34
Decrease (increase) in dividends receivable	(1)	7
Increase (decrease) in accrued expenses	(7)	55
Net decrease (increase) in the fair value of investments	733	(142,844)
<b>Net cash used in operating activities</b>	(19,694)	(170,183)
<b>Cash flows from financing activities</b>		
Proceeds from units sold	20,943	191,753
Paid for repurchase of units	(1,249)	(21,570)
<b>Net cash provided by financing activities</b>	19,694	170,183
<b>Net change in cash</b>	-	-
<b>Cash</b>		
Beginning balance	-	-
Ending balance	\$ -	\$ -

*\*The WVIMB operates on a fiscal year beginning on July 1. The "year to date" information is for the period July 1 through the month listed. See accompanying notes to financial statements.*

# Private Equity Pool

## Notes to Financial Statements - Unaudited

### NOTE 1. DESCRIPTION OF THE ENTITY

The West Virginia Investment Management Board (IMB) was organized on April 25, 1997, as a public corporation created by *West Virginia Code §12-6-1* to provide prudent fiscal administration and investment management services to designated State pension funds, the State's Workers' Compensation and Coal Workers' Pneumoconiosis funds, and certain other State government funds.

A Board of Trustees, consisting of thirteen members, governs the IMB. The Governor, the State Auditor and the State Treasurer are ex officio members of the Board of Trustees. The Governor appoints all other Trustees for a term of six years.

The IMB operates on a fiscal year beginning July 1 and ending June 30.

The accompanying financial statements reflect only the investments and investment related operations of the IMB's Private Equity Pool (Pool). They do not reflect activity of the other investment pools under the control of the IMB or the Administrative Fund of the IMB, or any other assets or liabilities, or restrictions thereon, or the various investment pool participants. Accordingly, these financial statements are not intended to and do not present the comprehensive financial position and operations of the IMB or any of the investment pool participants.

These financial statements have been prepared on a basis of accounting following U.S. generally accepted accounting principles (GAAP) established by the Financial Accounting Standards Board (FASB) and the American Institute of Certified Public Accountants applicable to investment companies, which is a comprehensive basis of accounting other than GAAP for state and local governments established by the Government Accounting Standards Board. The IMB has selected this basis of accounting because it believes that the disclosures required for investment companies better reflect the purpose and operations of the Pool.

A summary of the differences between financial statements prepared in accordance with GAAP for investment companies and GAAP for state and local governments are as follows:

	Investment Company GAAP	State and Local GAAP
Management Discussion and Analysis	Not required	Required
Schedule of Investments in Securities	Required	Not required
Statement of Operations	Required	Not required
Investment Risk Disclosures	Not required	Required
Financial Highlights	Required	Not required

There are no differences in the reported amounts of assets, liabilities, net assets, investment operations, distributions, or unit transactions between GAAP for investment companies and GAAP for state and local governments.

The Pool was established to hold the IMB's investments in various types of private equity funds. Franklin Park Associates, LLC has been retained by the IMB to provide consulting services for this asset class.

### NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

**Basis of Accounting** - The IMB invests funds of the State and its component units, all of which are government entities. Investments, which are not publicly traded, are carried at net asset value as a practical expedient for fair market value. The Pool has \$792,977,587 of investments in private partnerships and other investment funds which are reported at fair value. For all of these investments, the IMB has concluded that the net asset value reported by the underlying fund approximates the fair value of the investment. Due to the nature of the investments held by the funds, changes in market conditions and the economic environment may significantly impact the net asset value of the funds and, consequently, the fair value of the interests in the funds. Although a secondary market exists for these investments, it is not active and individual transactions are typically not observable. When transactions do occur in this limited secondary market, they may occur at discounts to the



# Private Equity Pool

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## Notes to Financial Statements - Unaudited

### NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

reported net asset value. It is therefore reasonably possible that if the IMB were to sell these investments in the secondary market a buyer may require a discount to the reported net asset value, and the discount could be significant. The IMB believes that the carrying amount of such investments is a reasonable estimate of fair value as of January 31, 2010.

**Investment Transactions** - Investment transactions are accounted for on a trade date basis.

**Use of Estimates** - The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

**Investment Gains and Losses** - Gains and losses on the sale of investments in other funds are recognized at the time of sale by the average cost method. The calculation of realized gains and losses is independent of the calculation of the net increase or decrease in the fair value of investments. Realized gains and losses on investments held in more than one fiscal year and sold in the current year may have been recognized as an increase or decrease in the fair value of investments reported in the prior year.

**Dividend Income** - Dividend income is recognized on the ex-dividend date.

**Distributions to Participants** - The Pool does not routinely distribute dividends or net capital gains.

**Expenses** - The IMB's Trustees adopt an annual budget and fee schedule for services to be provided to all of the investment pools under its management. Each investment pool is charged for its direct investment-related cost and for its allocated share of other expenses. These other expenses are allocated to the individual pools based on asset size. The IMB pays all expenses on behalf of the Pool.

**Income Taxes** - The IMB is a public corporation organized under laws of the State of West Virginia and exempt from federal and state taxation. Accordingly, the financial statements have been prepared recognizing that the IMB is not subject to federal or state income taxes.

### NOTE 3. FAIR VALUE MEASUREMENTS

FAS 157 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The IMB adopted FAS 157 for fiscal year 2009.

Fair value of an investment is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., the exit price).

FAS 157 established a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical financial instruments (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FAS 157 are:

Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities at the reporting date.

Level 2 Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not considered active; observable inputs other than observable quoted prices for the asset or liability; or inputs derived principally from or corroborated by observable market data.

Level 3 Unobservable pricing inputs for assets and liabilities.

# Private Equity Pool

## Notes to Financial Statements - Unaudited

### NOTE 3. FAIR VALUE MEASUREMENTS

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an investment's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the investment.

The table below summarizes the valuation of the investment securities in accordance with FAS 157 fair value hierarchy levels as of January 31, 2010:

	Level I	Level II	Level III	Total
Regulated Investment Companies	\$ -	\$ 23,550,563	\$ -	\$ 23,550,563
Investments in Other Funds	-	-	692,176,606	692,176,606
Partnerships	-	-	100,800,981	100,800,981
Total	<u>\$ -</u>	<u>\$ 23,550,563</u>	<u>\$ 792,977,587</u>	<u>\$ 816,528,150</u>

The reconciliation of the beginning and ending balances of Level 3 investments for the period ended January 31, 2010 was as follows:

	Investments in Other Funds	Partnerships
Balance at June 30, 2009	\$ 504,142,661	\$ 62,982,211
Net realized gain/(loss)	(80,005,280)	1,179,794
Net change in unrealized appreciation/(depreciation)	138,039,225	4,687,373
Purchases	819,394,630	38,196,397
Sales	(689,394,630)	(6,244,794)
Net transfers in/(out) of Level 3	-	-
Balance at January 31, 2010	<u>\$ 692,176,606</u>	<u>\$ 100,800,981</u>

### NOTE 4. COMMITMENTS

The IMB, with the assistance of its consultant, began implementing its plan to invest in private equity partnerships in February 2008. As of January 31, 2010 the IMB had made commitments to sixteen private equity general partnerships totaling \$643,000,000. The IMB had funded \$113,871,328 of these commitments at January 31, 2010, leaving unfunded commitments of \$529,128,672.

# Private Equity Pool

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## Notes to Financial Statements - Unaudited

### NOTE 5. FINANCIAL HIGHLIGHTS

#### Per Unit Operating Performance:

Net asset value at June 30, 2009	\$	7.39
Net realized and unrealized gain on investment transactions		0.68
Net asset value at January 31, 2010	\$	8.08

**Time-weighted Total Return \*** 9.3%

#### Supplemental Data:

Net assets, end of period (\$000's)	\$	816,356
Ratio to average net assets:		
Expenses **		0.18%
Net investment income **		-0.17%
Portfolio turnover rate		99.16%

\* Return data is net of fees for the fiscal year-to-date and is not annualized

\*\* All ratios are for the fiscal year-to-date and are annualized

### NOTE 6. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at January 31, 2010.

<u>Participant</u>	<u>Account Value</u>
Teachers' Retirement System	\$ 387,747,144
Public Employees' Retirement System	360,057,794
State Police Death, Disability and Retirement Fund	39,422,748
Judges' Retirement System	9,873,073
Deputy Sheriff's Retirement System	8,772,645
State Police Retirement System	4,805,388
Wildlife Endowment Fund	3,505,849
Emergency Medical Services Retirement System	2,171,626
Total	\$ 816,356,267



**Financial Statements - Unaudited**

**January 31, 2010**



# Private Real Estate Pool

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**Financial Statements - Unaudited  
January 31, 2010**

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# Private Real Estate Pool

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## Statement of Assets and Liabilities - Unaudited

January 31, 2010

(Amounts in thousands, except unit data)

### Assets

Investment securities at fair value	\$	482,072
Receivables:		
Accrued interest		1,016
Investments sold		10,848
Dividends		2
		<hr/>
<b>Total assets</b>		493,938

### Liabilities

Payable for investments purchased		14,395
Accrued expenses		118
		<hr/>
<b>Net assets</b>	\$	<u>479,425</u>

### Analysis of net assets

Paid-in capital	\$	480,960
Accumulated undistributed net investment income		1,545
Accumulated undistributed net realized gain from investments		66
Unrealized net depreciation of investments		(3,146)
		<hr/>
<b>Net assets</b>	\$	<u>479,425</u>

### Unit data

Units outstanding		62,133,202
Net asset value, unit price	\$	<u>7.72</u>

See accompanying notes to financial statements.



# Private Real Estate Pool

## Schedule of Investments in Securities - Unaudited

**January 31, 2010**

*(Amounts in thousands, except share data)*

Security Name	Coupon	Yield	Maturity	Shares	Amortized Cost	Fair Value
<b><u>U.S. Treasury Issues</u></b>						
United States Treasury	2.375 %	(0.270) %	4/15/2011	14,990,000	\$ 16,819	\$ 16,935
United States Treasury	3.375	0.064	1/15/2012	5,000,000	6,485	6,549
United States Treasury	2.000	0.091	4/15/2012	11,830,000	13,141	13,258
United States Treasury	3.000	(0.026)	7/15/2012	17,840,000	22,964	23,244
United States Treasury	0.625	0.271	4/15/2013	11,830,000	12,244	12,415
United States Treasury	1.875	0.501	7/15/2013	16,670,000	20,557	20,899
United States Treasury	2.000	0.580	1/15/2014	17,530,000	21,583	21,919
United States Treasury	1.250	0.554	4/15/2014	12,680,000	13,335	13,516
United States Treasury	2.000	0.638	7/15/2014	16,420,000	19,902	20,186
United States Treasury	1.625	0.794	1/15/2015	16,350,000	19,210	19,469
United States Treasury	1.875	0.927	7/15/2015	14,190,000	16,575	16,820
United States Treasury	2.000	1.010	1/15/2016	14,440,000	16,601	16,846
United States Treasury	2.500	1.090	7/15/2016	14,320,000	16,684	16,935
United States Treasury	2.375	1.136	1/15/2017	13,010,000	15,080	15,283
United States Treasury	2.625	1.206	7/15/2017	11,620,000	13,351	13,531
United States Treasury	1.625	1.239	1/15/2018	12,140,000	12,891	13,042
United States Treasury	1.375	1.269	7/15/2018	11,850,000	11,988	12,120
United States Treasury	2.125	1.327	1/15/2019	12,120,000	13,030	13,170
United States Treasury	1.875	1.343	7/15/2019	12,680,000	13,451	13,571
United States Treasury	1.375	1.272	1/15/2020	8,600,000	8,683	8,672
United States Treasury	2.375	1.826	1/15/2025	20,890,000	25,621	25,786
United States Treasury	2.000	1.892	1/15/2026	14,370,000	15,894	16,005
United States Treasury	2.375	1.916	1/15/2027	12,130,000	13,847	13,931
United States Treasury	1.750	1.947	1/15/2028	11,830,000	11,852	11,918
United States Treasury	3.625	1.957	4/15/2028	12,090,000	20,141	20,289
United States Treasury	2.500	1.978	1/15/2029	11,830,000	12,898	13,000
United States Treasury	3.875	1.985	4/15/2029	14,170,000	24,133	24,352
United States Treasury	3.375	2.001	4/15/2032	4,010,000	6,086	6,146
Total U.S. Treasury Issues - 91.7%					435,046	439,807
<b><u>Investments in Other Funds</u></b>						
Blackstone PE Partners Europe III					584	584
Investment Objective - Seek out European real estate and real-estate related investments that offer the possibility of achieving investment returns above those traditionally available from such investments.						
Redemption Provisions - upon termination of partnership.						
Mesa West Real Estate Income Fund					1,525	1,525
Investment Objective - To seek to achieve, over the term of the Fund, compounded annual returns of approximately 12-14% (net of all fees and expenses).						
Redemption Provisions - upon termination of partnership.						
Quadrant Fund I, LLC					15,000	9,380
Investment Objective - To provide an attractive total return by investing in a diversified portfolio of real estate assets.						
Redemption Provisions - Quarterly on the last business day						
A detail of the underlying investments is not available.						
RCG Longview Debt Fund IV, L. P.					9,801	7,514
Investment Objective - To provide above market, risk adjusted returns by investing in a variety of debt and debt-like instruments.						
Redemption Provisions - upon termination of partnership.						
Total Investments in Other Funds - 4.0%					26,910	19,003
<b><u>Short-term Issues</u></b>						
Dreyfus Cash Management Institutional Fund - 4.9%				23,262,464	23,262	23,262
Total Investment Securities - 100.6%					\$ 485,218	\$ 482,072

See accompanying notes to financial statements.

## Private Real Estate Pool

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**Statement of Operations - Unaudited**  
**Period Ended January 31, 2010\***  
*(Amounts in thousands)*

	<u>Month</u>	<u>Year To Date</u>
<b>Investment income</b>		
Interest	\$ 702	\$ 2,140
Operating	-	369
Dividend	2	24
Net amortization	(65)	(86)
	<u>639</u>	<u>2,447</u>
<b>Total investment income</b>	<u>639</u>	<u>2,447</u>
<b>Expenses</b>		
Investment advisor fees	(8)	(21)
Trustee fees	(1)	(1)
Custodian bank fees	(1)	(5)
Management fees	(12)	(48)
Professional service fees	(35)	(242)
Management fees - external	(75)	(225)
	<u>(132)</u>	<u>(542)</u>
<b>Total expenses</b>	<u>(132)</u>	<u>(542)</u>
<b>Investment income, net</b>	507	1,905
<b>Realized and unrealized gain from investments</b>		
Net realized gain from investments	66	66
Net increase in the fair value of investments	6,078	5,610
	<u>6,144</u>	<u>5,676</u>
<b>Net gain from investments</b>	<u>6,144</u>	<u>5,676</u>
<b>Net increase in net assets from operations</b>	<u>\$ 6,651</u>	<u>\$ 7,581</u>

*\*The WVIMB operates on a fiscal year beginning on July 1. The "year to date" information is for the period July 1 through the month listed. See accompanying notes to financial statements.*

## Private Real Estate Pool

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**Statement of Changes in Net Assets - Unaudited**  
**Period Ended January 31, 2010\***  
*(Amounts in thousands, except unit data)*

	<b>Month</b>	<b>Year To Date</b>
<b>Operations</b>		
Investment income, net	\$ 507	\$ 1,905
Net realized gain from investments	66	66
Net increase in the fair value of investments	6,078	5,610
<b>Net increase in net assets from operations</b>	6,651	7,581
<b>Unit transactions</b>		
Proceeds from sale of units	64	434,452
<b>Increase in net assets from unit transactions</b>	64	434,452
<b>Increase in net assets</b>	6,715	442,033
Net assets, beginning of period	472,710	37,392
<b>Net assets, end of period</b>	\$ 479,425	\$ 479,425
<b>Unit data</b>		
Units sold	8,407	57,147,826
<b>Increase in units</b>	8,407	57,147,826

*\*The WVIMB operates on a fiscal year beginning on July 1. The "year to date" information is for the period July 1 through the month listed. See accompanying notes to financial statements.*

## Private Real Estate Pool

**Statement of Cash Flows - Unaudited**  
**Period Ended January 31, 2010\***  
*(Amounts in thousands)*

	<b>Month</b>	<b>Year To Date</b>
<b>Cash flows from operating activities</b>		
Net increase in net assets from operations	\$ 6,651	\$ 7,581
Adjustments to reconcile net increase in net assets from operations to net cash provided by (used in) operating activities:		
Purchase of investment securities	(15,898)	(447,865)
Proceeds from disposition of investment securities	10,831	10,947
Purchases and sales of short-term investment securities, net	(1,799)	(2,117)
Decrease (increase) in accrued interest receivable	2,692	(1,016)
Increase in receivable for investments sold	(10,848)	(10,848)
Decrease (increase) in dividends receivable	(2)	7
Increase (decrease) in accrued expenses	(7)	54
Increase in payable for investments sold	14,395	14,395
Net amortization	65	86
Net realized gain from investments	(66)	(66)
Net increase in the fair value of investments	(6,078)	(5,610)
<b>Net cash used in operating activities</b>	(64)	(434,452)
<b>Cash flows from financing activities</b>		
Proceeds from units sold	64	434,452
<b>Cash provided by financing activities</b>	64	434,452
<b>Net change in cash</b>	-	-
<b>Cash</b>		
Beginning balance	-	-
Ending balance	\$ -	\$ -

*\*The WVIMB operates on a fiscal year beginning on July 1. The "year to date" information is for the period July 1 through the month listed. See accompanying notes to financial statements.*

# Private Real Estate Pool

## Notes to Financial Statements - Unaudited

### NOTE 1. DESCRIPTION OF THE ENTITY

The West Virginia Investment Management Board (IMB) was organized on April 25, 1997, as a public corporation created by *West Virginia Code §12-6-1* to provide prudent fiscal administration and investment management services to designated State pension funds, the State's Workers' Compensation and Coal Workers' Pneumoconiosis funds, and certain other State government funds.

A Board of Trustees, consisting of thirteen members, governs the IMB. The Governor, the State Auditor and the State Treasurer are ex officio members of the Board of Trustees. The Governor appoints all other Trustees for a term of six years.

The IMB operates on a fiscal year beginning July 1 and ending June 30.

The accompanying financial statements reflect only the investments and investment related operations of the IMB's Private Real Estate Pool (Pool). They do not reflect activity of the other investment pools under the control of the IMB or the Administrative Fund of the IMB, or any other assets or liabilities, or restrictions thereon, or the various investment pool participants. Accordingly, these financial statements are not intended to and do not present the comprehensive financial position and operations of the IMB or any of the investment pool participants.

These financial statements have been prepared on a basis of accounting following U.S. generally accepted accounting principles (GAAP) established by the Financial Accounting Standards Board (FASB) and the American Institute of Certified Public Accountants applicable to investment companies, which is a comprehensive basis of accounting other than GAAP for state and local governments established by the Government Accounting Standards Board. The IMB has selected this basis of accounting because it believes that the disclosures required for investment companies better reflect the purpose and operations of the Pool.

A summary of the differences between financial statements prepared in accordance with GAAP for investment companies and GAAP for state and local governments are as follows:

	Investment Company GAAP	State and Local GAAP
Management Discussion and Analysis	Not required	Required
Schedule of Investments in Securities	Required	Not required
Statement of Operations	Required	Not required
Investment Risk Disclosures	Not required	Required
Financial Highlights	Required	Not required

There are no differences in the reported amounts of assets, liabilities, net assets, investment operations, distributions, or unit transactions between GAAP for investment companies and GAAP for state and local governments.

The Pool was established to hold the IMB's investments in private real estate funds. Courtland Partners, Ltd. has been retained by the IMB to provide consulting services for this asset class. United States Treasury Inflation-Protected Securities were added to the Pool in November 2009, and are managed by State Street Global Advisors.

### NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

**Basis of Accounting** - The IMB invests funds of the State and its component units, all of which are government entities. Investments, which are not publicly traded, are carried at net asset value as a practical expedient for fair market value. The Pool has \$19,003,168 of investments in private partnerships and other investment funds which are reported at fair value. For all of these investments, the IMB has concluded that the net asset value reported by the underlying fund approximates the fair value of the investment. Due to the nature of the investments held by the funds, changes in market conditions and the economic environment may significantly impact the net asset value of the funds and, consequently, the fair value of the interests in the funds. Although a secondary market exists for these investments, it is not active and individual transactions are typically not observable. When transactions do occur in this limited secondary market, they may occur at discounts to the reported net asset value. It is therefore reasonably possible that if the IMB were to sell these investments in the secondary

# Private Real Estate Pool

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## Notes to Financial Statements - Unaudited

### NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

market a buyer may require a discount to the reported net asset value, and the discount could be significant. The IMB believes that the carrying amount of such investments is a reasonable estimate of fair value as of January 31, 2010.

**Investment Transactions** - Investment transactions are accounted for on a trade date basis.

**Use of Estimates** - The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

**Investment Gains and Losses** - Gains and losses on the sale of investment securities are recognized at the time of sale by the average cost method. The calculation of realized gains and losses is independent of the calculation of the net increase or decrease in the fair value of investments. Realized gains and losses on investments held in more than one fiscal year and sold in the current year may have been recognized as an increase or decrease in the fair value of investments reported in the prior year.

**Interest Income** – Interest income is recognized as earned on the accrual method.

**Dividend Income** - Dividend income is recognized on the ex-dividend date.

**Distributions to Participants** - The Pool does not routinely distribute dividends or net capital gains.

**Expenses** - The IMB's Trustees adopt an annual budget and fee schedule for services to be provided to all of the investment pools under its management. Each investment pool is charged for its direct investment-related cost and for its allocated share of other expenses. These other expenses are allocated to the individual pools based on asset size. The IMB pays all expenses on behalf of the Pool.

**Income Taxes** - The IMB is a public corporation organized under laws of the State of West Virginia and exempt from federal and state taxation. Accordingly, the financial statements have been prepared recognizing that the IMB is not subject to federal or state income taxes.

### NOTE 3. FAIR VALUE MEASUREMENTS

FAS 157 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The IMB adopted FAS 157 for fiscal year 2009.

Fair value of an investment is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., the exit price).

FAS 157 established a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical financial instruments (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FAS 157 are:

Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities at the reporting date.

Level 2 Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not considered active; observable inputs other than observable quoted prices for the asset or liability; or inputs derived principally from or corroborated by observable market data.

Level 3 Unobservable pricing inputs for assets and liabilities.

# Private Real Estate Pool

## Notes to Financial Statements - Unaudited

### NOTE 3. FAIR VALUE MEASUREMENTS (Continued)

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an investment's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the investment.

The table below summarizes the valuation of the investment securities in accordance with FAS 157 fair value hierarchy levels as of January 31, 2010:

	Level I	Level II	Level III	Total
Regulated Investment Companies	\$ -	\$ 23,262,463	\$ -	\$ 23,262,463
U.S. Treasury Issues	-	439,805,956	-	439,805,956
Investments in Other Funds	-	-	19,003,168	19,003,168
Total	<u>\$ -</u>	<u>\$ 463,068,419</u>	<u>\$ 19,003,168</u>	<u>\$ 482,071,587</u>

The reconciliation of the beginning and ending balances of Level 3 investments for the period ended January 31, 2010 was as follows:

	Investments in Other Funds
Balance at June 30, 2009	\$ 16,301,689
Net realized gain/(loss)	-
Net change in unrealized appreciation/(depreciation)	848,695
Purchases	1,852,784
Sales	-
Net transfers in/(out) of Level 3	-
Balance at January 31, 2010	<u>\$ 19,003,168</u>

### NOTE 4. COMMITMENTS

The IMB, with the assistance of its consultant, began implementing its plan to invest in private real estate in February 2008. The IMB committed \$130,000,000 to four real estate investment funds/partnerships. The IMB had funded \$26,909,957 of these commitments at January 31, 2010, leaving unfunded commitments of \$103,090,043.

# Private Real Estate Pool

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## Notes to Financial Statements - Unaudited

### NOTE 5. FINANCIAL HIGHLIGHTS

#### Per Unit Operating Performance:

Net asset value at June 30, 2009	\$	7.50
Income from investment operations:		
Net investment income		0.04
Net realized and unrealized gain on investment transactions		0.18
Total from investment operations		0.22
Net asset value at January 31, 2010	\$	7.72

**Time-weighted Total Return \*** 3.0%

#### Supplemental Data:

Net assets, end of period (\$000's)	\$	479,425
Ratio to average net assets:		
Expenses **		0.48%
Net investment income **		1.68%
Portfolio turnover rate		6.34%

\* Return data is net of fees for the fiscal year-to-date and is not annualized

\*\* All ratios are for the fiscal year-to-date annualized

### NOTE 6. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at January 31, 2010.

<u>Participant</u>	<u>Account Value</u>
Teachers' Retirement System	\$ 227,613,211
Public Employees' Retirement System	211,527,412
State Police Death, Disability and Retirement Fund	23,267,746
Judges' Retirement System	5,814,874
Deputy Sheriff's Retirement System	5,130,219
State Police Retirement System	2,784,631
Wildlife Endowment Fund	2,052,235
Emergency Medical Services Retirement System	1,234,617
Total	\$ 479,424,945



**Financial Statements - Unaudited**

**January 31, 2010**



# Hedge Fund Pool

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## Financial Statements - Unaudited January 31, 2010

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# Hedge Fund Pool

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## Statement of Assets and Liabilities - Unaudited

January 31, 2010

(Amounts in thousands, except unit data)

### Assets

Investment securities at fair value	\$	1,151,537
Receivable for investments sold		<u>3,657</u>
<b>Total assets</b>		1,155,194

### Liabilities

Accrued expenses		<u>154</u>
<b>Net assets</b>	<b>\$</b>	<b><u><u>1,155,040</u></u></b>

### Analysis of net assets

Paid-in capital	\$	1,145,290
Accumulated undistributed net investment loss		(1,393)
Accumulated undistributed net realized gain from investments		4,837
Unrealized net appreciation of investments		<u>6,306</u>
<b>Net assets</b>	<b>\$</b>	<b><u><u>1,155,040</u></u></b>

### Unit data

Units outstanding		114,632,410
Net asset value, unit price	<b>\$</b>	<b><u><u>10.08</u></u></b>

See accompanying notes to financial statements.

# Hedge Fund Pool

## Schedule of Investments in Securities - Unaudited January 31, 2010

(Amounts in thousands, except share data)

Security Name	Shares	Amortized Cost	Fair Value
<b><u>Investments in Other Funds</u></b>			
AllBlue Limited		\$ 65,520	\$ 83,327
Investment Objective - To provide consistent long-term appreciation of assets through active investment in a diversified portfolio.			
Redemption Provisions - Monthly on the first business day with 33 days' prior written notice.			
A detail of the underlying investments is not available.			
Anchorage Crossover Credit		48,000	45,393
Investment Objective - To earn superior risk-adjusted returns while emphasizing preservation of capital.			
Redemption Provisions - Bi-annually with 90 days' prior written notice.			
A detail of the underlying investments is not available.			
Bennelong Asia Pacific		36,000	24,845
Investment Objective - To achieve long- and short-term capital appreciation primarily through equity investments in companies organized or operating in the Asia Pacific region.			
Redemption Provisions - Monthly with 90 days' prior written notice.			
A detail of the underlying investments is not available.			
Brevan Howard Fund		39,386	47,962
Investment Objective - To generate consistent long-term appreciation through active leveraged trading and investment on a global basis.			
Redemption Provisions - Monthly with 90 days' prior written notice.			
A detail of the underlying investments is not available.			
BW Pure Alpha		49,243	49,185
Investment Objective - To achieve substantial capital appreciation in a wide range of asset classes.			
Redemption Provisions - Monthly on the first business day with 5 days' prior written notice.			
A detail of the underlying investments is not available.			
CQS Convertible Strategies		60,000	53,880
Investment Objective - To achieve attractive risk-adjusted returns over the medium to long term.			
Redemption Provisions - Annually with 365 days' prior notice.			
A detail of the underlying investments is not available.			
Davidson Kempner		74,645	83,371
Investment Objective - To achieve capital appreciation.			
Redemption Provisions - Quarterly with 65 days' prior notice.			
A detail of the underlying investments is not available.			
Golden Tree Offshore		60,000	67,977
Investment Objective - To achieve superior risk-adjusted total returns through investments in public and private non-investment grade and nonrated debt securities.			
Redemption Provisions - Quarterly with 90 days' prior notice.			
A detail of the underlying investments is not available.			
Highbridge Capital		90,000	88,343
Investment Objective - To attain consistent capital appreciation with low volatility through arbitrage and absolute return investment strategies in the global equity and corporate debt securities markets.			
Redemption Provisions - Quarterly with 45 days' prior notice.			
A detail of the underlying investments is not available.			
Ionic Capital		40,000	37,081
Investment Objective: To generate superior risk-adjusted returns in both rising and falling markets.			
Redemption Provisions: Quarterly with 60 days' prior notice.			
Ivory Offshore		48,000	50,784
Investment Objective - To take long and short positions primarily in equity securities of publicly traded companies.			
Redemption Provisions - Quarterly with 45 days' prior written notice.			
A detail of the underlying investments is not available.			

See accompanying notes to financial statements.

# Hedge Fund Pool

## Schedule of Investments in Securities - Unaudited (Continued)

**January 31, 2010**

*(Amounts in thousands, except share data)*

Security Name	Shares	Amortized Cost	Fair Value
Level Global		50,217	49,840
Investment Objective - To achieve above average capital appreciation primarily through investments in equity securities and other equity-related instruments.			
Redemption Provisions - Quarterly with 60 days' prior written notice.			
A detail of the underlying investments is not available.			
Magnetar Capital Fund		85,334	73,435
Investment Objective - To achieve superior risk-adjusted returns.			
Redemption Provisions - Quarterly with 90 days' prior written notice.			
A detail of the underlying investments is not available.			
M&G Episode		42,814	41,474
Investment Objective - To deliver attractive returns with appropriate volatility by seeking to exploit the mis-pricing of asset class and intra-asset class risk.			
Redemption Provisions - Quarterly with 30 days' prior written notice.			
A detail of the underlying investments is not available.			
O'Connor Global		72,281	84,681
Investment Objective - To realize consistently high risk-adjusted appreciation in the value of its assets.			
Redemption Provisions - Quarterly with 60 days' prior written notice.			
A detail of the underlying investments is not available.			
Perry Partners		60,000	61,103
Investment Objective - To achieve positive annual returns accompanied by a low level of beta and volatility in correlation relative to equity markets.			
Redemption Provisions - Annually with 90 days' prior written notice.			
A detail of the underlying investments is not available.			
PMA Asian Opportunities		36,000	34,572
Investment Objective - To achieve an absolute target return with strict adherence to stop-loss limits on the portfolio.			
Redemption Provisions - Quarterly with 90 days' prior written notice.			
A detail of the underlying investments is not available.			
Shepherd Investments		90,000	81,065
Investment Objective - To achieve an attractive rate of return, relative to the level of risk assumed.			
Redemption Provisions - Quarterly with 90 days' prior written notice.			
A detail of the underlying investments is not available.			
Taconic Opportunity		60,000	62,241
Investment Objective - To provide solid risk-adjusted, absolute returns by focusing on bottom-up, research-driven, probabilistic investing.			
Redemption Provisions - Quarterly with 60 days' prior written notice.			
A detail of the underlying investments is not available.			
VICIS Capital		37,785	30,972
Investment Objective - To achieve attractive risk-adjusted returns through investment in a diversified portfolio of assets.			
Redemption Provisions - Quarterly with 30 days' prior notice.			
A detail of the underlying investments is not available.			
Total Investment in Other Funds - 99.7%		1,145,225	1,151,531
<b>Short-term Issues</b>			
Dreyfus Cash Management Institutional Fund - 0.0%	6,477	6	6
Total Investment Securities 99.7%		\$ 1,145,231	\$ 1,151,537

See accompanying notes to financial statements.

# Hedge Fund Pool

**Statement of Operations - Unaudited**  
**Period Ended January 31, 2010**  
*(Amounts in thousands)*

	<u>Month</u>	<u>Year To Date</u>
<b>Investment income</b>		
Dividend	\$ -	\$ 20
<b>Expenses</b>		
Trustee fees	(1)	(5)
Custodian fees	-	(1)
Management fees	(29)	(281)
Fiduciary bond fees	(1)	(4)
Professional service fees	(41)	(292)
<b>Total expenses</b>	<u>(72)</u>	<u>(583)</u>
<b>Investment loss, net</b>	(72)	(563)
<b>Realized and unrealized gain (loss) from investments</b>		
Net realized gain (loss) from investments	(1,009)	4,837
Net increase in the fair value of investments	<u>9,339</u>	<u>93,730</u>
<b>Net gain from investments</b>	<u>8,330</u>	<u>98,567</u>
<b>Net increase in net assets from operations</b>	<u>\$ 8,258</u>	<u>\$ 98,004</u>

*\*The WVIMB operates on a fiscal year beginning on July 1. The "year to date" information is for the period July 1 through the month listed. See accompanying notes to financial statements.*

## Hedge Fund Pool

**Statement of Changes in Net Assets - Unaudited**  
**Period Ended January 31, 2010**  
*(Amounts in thousands, except unit data)*

	<b>Month</b>	<b>Year To Date</b>
<b>Operations</b>		
Investment loss, net	\$ (72)	\$ (563)
Net realized gain (loss) from investments	(1,009)	4,837
Net increase in the fair value of investments	9,339	93,730
<b>Net increase in net assets from operations</b>	8,258	98,004
<b>Unit transactions</b>		
Proceeds from sale of units	193	55,805
Amount paid for repurchase of units	(35,111)	(111,213)
<b>Net decrease in net assets from unit transactions</b>	(34,918)	(55,408)
<b>Increase (decrease) in net assets</b>	(26,660)	42,596
Net assets, beginning of period	1,181,700	1,112,444
<b>Net assets, end of period</b>	\$ 1,155,040	\$ 1,155,040
<b>Unit data</b>		
Units sold	19,283	5,962,352
Units repurchased	(3,509,730)	(11,408,041)
<b>Net decrease in units</b>	(3,490,447)	(5,445,689)

*\*The WVIMB operates on a fiscal year beginning on July 1. The "year to date" information is for the period July 1 through the month listed. See accompanying notes to financial statements.*



# Hedge Fund Pool

## Statement of Cash Flows - Unaudited Period Ended January 31, 2010 (Amounts in thousands)

	<u>Month</u>	<u>Year To Date</u>
<b>Cash flows from operating activities</b>		
Net increase in net assets from operations	\$ 8,258	\$ 98,004
Adjustments to reconcile net increase in net assets from operations net cash provided by (used in) operating activities:		
Purchase of investment securities	-	(40,000)
Proceeds from disposition of investment securities	3,657	99,612
Purchases and sales of short-term investment securities, net	35,000	(6)
Decrease in dividends receivable	3	-
Increase in receivable for investments sold	(3,657)	(3,657)
Increase (decrease) in accrued expenses	(13)	22
Net realized loss (gain) from investments	1,009	(4,837)
Net increase in the fair value of investments	(9,339)	(93,730)
<b>Net cash provided by operating activities</b>	<b>34,918</b>	<b>55,408</b>
<b>Cash flows from financing activities</b>		
Proceeds from units sold	193	55,805
Amount paid for repurchase of units	(35,111)	(111,213)
<b>Net cash used in financing activities</b>	<b>(34,918)</b>	<b>(55,408)</b>
<b>Net change in cash</b>	<b>-</b>	<b>-</b>
<b>Cash</b>		
Beginning balance	-	-
Ending balance	\$ -	\$ -

\*The WVIMB operates on a fiscal year beginning on July 1. The "year to date" information is for the period July 1 through the month listed.  
See accompanying notes to financial statements.

# Hedge Fund Pool

## Notes to Financial Statements - Unaudited

### NOTE 1. DESCRIPTION OF THE ENTITY

The West Virginia Investment Management Board (IMB) was organized on April 25, 1997, as a public corporation created by *West Virginia Code §12-6-1* to provide prudent fiscal administration and investment management services to designated State pension funds, the State's Workers' Compensation and Coal Workers' Pneumoconiosis funds, and certain other State government funds.

A Board of Trustees, consisting of thirteen members, governs the IMB. The Governor, the State Auditor and the State Treasurer are ex officio members of the Board of Trustees. The Governor appoints all other Trustees for a term of six years.

The IMB operates on a fiscal year beginning July 1 and ending June 30.

The accompanying financial statements reflect only the investments and investment related operations of the IMB's Hedge Fund Pool (Pool). They do not reflect activity of the other investment pools under the control of the IMB or the Administrative Fund of the IMB, or any other assets or liabilities, or restrictions thereon, or the various investment pool participants. Accordingly, these financial statements are not intended to and do not present the comprehensive financial position and operations of the IMB or any of the investment pool participants.

These financial statements have been prepared on a basis of accounting following U.S. generally accepted accounting principles (GAAP) established by the Financial Accounting Standards Board (FASB) and the American Institute of Certified Public Accountants applicable to investment companies, which is a comprehensive basis of accounting other than GAAP for state and local governments established by the Government Accounting Standards Board. The IMB has selected this basis of accounting because it believes that the disclosures required for investment companies better reflect the purpose and operations of the Pool.

A summary of the differences between financial statements prepared in accordance with GAAP for investment companies and GAAP for state and local governments are as follows:

	Investment Company GAAP	State and Local GAAP
Management Discussion and Analysis	Not required	Required
Schedule of Investments in Securities	Required	Not required
Statement of Operations	Required	Not required
Investment Risk Disclosures	Not required	Required
Financial Highlights	Required	Not required

There are no differences in the reported amounts of assets, liabilities, net assets, investment operations, distributions, or unit transactions between GAAP for investment companies and GAAP for state and local governments.

The Pool was established to hold the IMB's investments in hedge funds. Albourne America, LLC has been retained by the IMB to provide consulting services for this asset class.

### NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

**Basis of Accounting** - The IMB invests funds of the State and its component units, all of which are government entities. Investments, which are not publicly traded, are carried at net asset value as a practical expedient for fair market value. The Pool has \$1,151,530,795 of investments in alternative investment funds which are reported at fair value. For all of these investments, the IMB has concluded that the net asset value reported by the underlying fund approximates the fair value of the investment. These investments are redeemable with the fund at net asset value under the original terms of the agreements and operations of the underlying fund. However, it is possible that these redemption rights may be restricted or eliminated by the funds in the future in accordance with the underlying fund agreements. Due to the nature of the investments held by the funds, changes in market conditions and the economic environment may significantly impact the net asset value of the funds and, consequently, the fair value of the interests in the funds. Although a secondary market exists for these investments, it is

# Hedge Fund Pool

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## Notes to Financial Statements - Unaudited

### NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

not active and individual transactions are typically not observable. When transactions do occur in this limited secondary market, they may occur at discounts to the reported net asset value. It is therefore reasonably possible that if the redemption rights in the funds were restricted or eliminated and the IMB were to sell these investments in the secondary market a buyer may require a discount to the reported net asset value, and the discount could be significant. The IMB believes that the carrying amount of such investments is a reasonable estimate of fair value as of January 31, 2010.

**Investment Transactions** - Investment transactions are accounted for on a trade date basis.

**Use of Estimates** - The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

**Investment Gains and Losses** - Gains and losses on the sale of investment securities are recognized at the time of sale by the average cost method. The calculation of realized gains and losses is independent of the calculation of the net increase or decrease in the fair value of investments. Realized gains and losses on investments held in more than one fiscal year and sold in the current year may have been recognized as an increase or decrease in the fair value of investments reported in the prior year.

**Dividend Income** - Dividend income is recognized on the ex-dividend date.

**Distributions to Participants** - The Pool does not routinely distribute dividends or net capital gains.

**Expenses** - The IMB's Trustees adopt an annual budget and fee schedule for services to be provided to all of the investment pools under its management. Each investment pool is charged for its direct investment-related cost and for its allocated share of other expenses. These other expenses are allocated to the individual pools based on asset size. The IMB pays all expenses on behalf of the Pool.

**Income Taxes** - The IMB is a public corporation organized under laws of the State of West Virginia and exempt from federal and state taxation. Accordingly, the financial statements have been prepared recognizing that the IMB is not subject to federal or state income taxes.

### NOTE 3. FAIR VALUE MEASUREMENTS

FAS 157 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. The IMB adopted FAS 157 for fiscal year 2009.

Fair value of an investment is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., the exit price).

FAS 157 established a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical financial instruments (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FAS 157 are:

Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities at the reporting date.

Level 2 Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not considered active; observable inputs other than observable quoted prices for the asset or liability; or inputs derived principally from or corroborated by observable market data.

Level 3 Unobservable pricing inputs for assets and liabilities.

# Hedge Fund Pool

## Notes to Financial Statements - Unaudited

### NOTE 3. FAIR VALUE MEASUREMENTS (Continued)

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an investment's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the investment.

The table below summarizes the valuation of the investment securities in accordance with FAS 157 fair value hierarchy levels as of January 31, 2010:

	Level I	Level II	Level III	Total
Regulated Investment Companies	\$ -	\$ 6,477	\$ -	\$ 6,477
Investments in Other Funds	-	-	1,151,530,795	1,151,530,795
Total	\$ -	\$ 6,477	\$1,151,530,795	\$1,151,537,272

The reconciliation of the beginning and ending balances of Level 3 investments for the period ended January 31, 2010 was as follows:

	Investments in Other Funds
Balance at June 30, 2009	\$ 1,112,575,678
Net realized gain/(loss)	4,837,122
Net change in unrealized appreciation/(depreciation)	93,730,112
Purchase	40,000,000
Sales	(99,612,117)
Net transfers in/(out) of Level 3	-
Balance at January 31, 2010	\$ 1,151,530,795

### NOTE 4. FINANCIAL HIGHLIGHTS

#### Per Unit Operating Performance:

Net asset value at June 30, 2009	\$ 9.26
Net realized and unrealized loss on investment transactions	0.82
Net asset value at January 31, 2010	\$ 10.08

**Time-weighted Total Return \*** 8.8%

#### Supplemental Data:

Net assets, end of period (\$000's)	\$ 1,155,040
Ratio to average net assets:	
Expenses **	0.09%
Net investment income **	-0.08%
Portfolio turnover rate	3.50%

\* - Return data is net of fees and is for the fiscal year-to-date and is not annualized

\*\* - All ratios are for the fiscal year-to-date annualized

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### NOTE 5. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at January 31, 2010.

<u>Participant</u>	<u>Account Value</u>
Teachers' Retirement System	\$ 399,988,810
Public Employees' Retirement System	371,423,812
Workers' Compensation Old Fund	134,397,444
Coal Workers' Pneumoconiosis Fund	49,144,150
Revenue Shortfall Reserve Fund B	47,621,279
State Police Death, Disability and Retirement Fund	40,688,472
Revenue Shortfall Reserve Fund	32,322,112
Public Employees' Insurance Agency	25,730,353
Board of Risk and Insurance Management	23,676,721
Judges' Retirement System	10,187,743
Deputy Sheriff's Retirement System	9,050,370
State Police Retirement System	4,954,600
Wildlife Endowment Fund	3,617,083
Emergency Medical Services Retirement System	2,237,459
Total	<u>\$ 1,155,040,408</u>