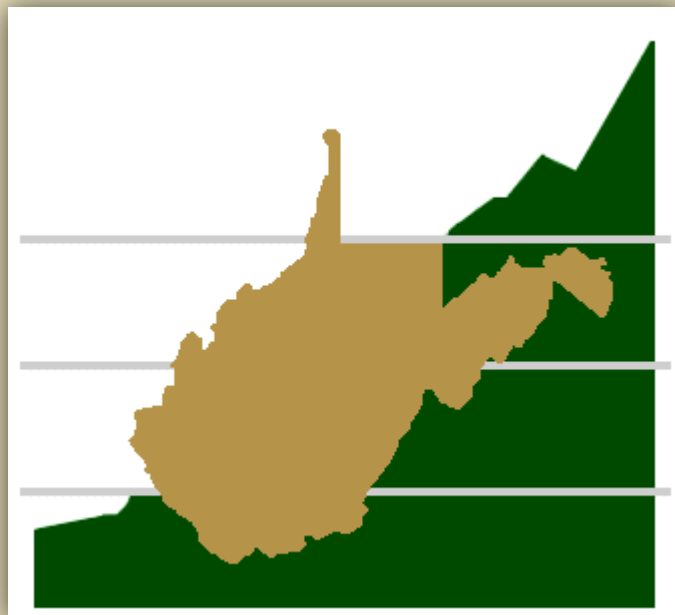


**West Virginia**

**Investment Management Board**



**Financial Statements**

**January 31, 2011**



# West Virginia Investment Management Board

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## **Financial Statements – Unaudited**

January 31, 2011

### **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

TIPS

TRS Annuity

Private Equity

Private Real Estate

Hedge Fund



**Financial Statements - Unaudited**

**January 31, 2011**



# Large Cap Domestic Equity Pool

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## **Financial Statements - Unaudited January 31, 2011**

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# Large Cap Domestic Equity Pool

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## Statement of Assets and Liabilities - Unaudited January 31, 2011

(Amounts in thousands, except unit data)

### Assets

Investment securities at fair value	\$	2,070,299
Cash		596
Collateral for securities loaned at fair value (Note 5)		74,847
Unrealized gain on futures contracts (Note 6)		226
Receivables:		
Investments sold		45,005
Dividends		2,099
Securities lending income		17
		<hr/>
<b>Total assets</b>		2,193,089

### Liabilities

Accrued expenses		466
Payable for investments purchased		2,824
Payable upon return of securities loaned (Note 5)		77,971
		<hr/>
<b>Total liabilities</b>		81,261
		<hr/>
<b>Net assets</b>	\$	<u><u>2,111,828</u></u>

### Analysis of net assets

Paid-in capital	\$	1,499,441
Accumulated undistributed net investment income		286,502
Accumulated undistributed net realized gain from investments		20,288
Unrealized net appreciation of investments		305,597
		<hr/>
<b>Net assets</b>	\$	<u><u>2,111,828</u></u>

### Unit data

Units outstanding		168,187,629
Net asset value, unit price	\$	<u><u>12.56</u></u>

See accompanying notes to financial statements.



# Large Cap Domestic Equity Pool

## Schedule of Investments in Securities - Unaudited January 31, 2011

(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	35,400	\$ 2,889	\$ 3,089
Airgas Inc	41,400	2,582	2,595
Alcoa Inc	88,200	1,138	1,461
Allegheny Technologies Inc	40,200	1,698	2,621
Ball Corporation	59,700	3,846	4,246
Bemis Company Inc	8,600	218	280
CF Industries Holdings Inc	23,400	2,755	3,160
Cliffs Natural Resources Inc	75,400	3,767	6,444
CONSOL Energy Inc	20,000	871	994
Dow Chemical Company	101,600	2,657	3,605
DuPont EI de Nemours Co	226,900	8,249	11,499
Eastman Chemical Company	17,200	1,229	1,597
Ecolab Inc	31,100	1,471	1,545
FMC Corporation	45,900	3,347	3,491
Freeport-McMoRan Copper & Gold	58,900	4,784	6,405
International Paper Company	38,900	756	1,123
Intl Flavors & Fragrances Inc	43,500	1,889	2,482
Massey Energy Company	8,900	247	559
MeadWestvaco Corp	15,500	281	444
Monsanto Company	46,900	3,508	3,442
Newmont Mining Corp	101,500	5,592	5,590
Nucor Corporation	58,500	2,462	2,686
Owens-Illinois Inc	15,300	381	451
Peabody Energy Corp	33,700	1,509	2,137
PPG Industries Inc	40,400	2,440	3,405
Praxair Inc	72,700	6,457	6,764
Sealed Air Corporation	34,500	830	921
Sigma-Aldrich Corporation	58,400	3,711	3,717
Titanium Metals Corp	68,700	1,184	1,295
United States Steel Corp	12,600	570	727
Vulcan Materials	12,000	645	511
Weyerhaeuser Company	55,506	1,300	1,287
<i>Total Basic Materials - 4.3%</i>		75,263	90,573
<i>Capital Goods</i>			
3M Co	84,300	6,299	7,412
AK Steel Holding Corporation	11,600	233	184
Apollo Group	11,500	765	475
Avery Dennison Corp	10,200	275	429
Block H&R Inc	31,600	592	396
Boeing Company	188,000	11,721	13,062
C H Robinson Worldwide Inc	30,100	1,989	2,320
Caterpillar Inc	83,500	4,970	8,100
Cintas Corp	11,300	341	317
CSX Corp	47,100	2,306	3,325
Cummins Engine Company Inc	62,800	4,872	6,649
Danaher Corp	58,000	2,108	2,671
Deere & Company	113,300	6,991	10,299
Donnelley & Sons	18,500	311	328
Dover Corp	42,800	1,730	2,743
Dun & Bradstreet Corp	4,700	352	399
Eaton Corporation	47,300	3,201	5,107
Emerson Electric Co	145,300	6,832	8,555
Equifax Inc	28,600	830	1,022
Expeditors Intl of Washington	95,100	4,460	4,819
Fastenal Company	88,100	4,374	5,115
FedEx Corp	28,300	2,101	2,556
Flowserve Corp	11,900	1,271	1,487
Fluor Corporation	35,400	1,871	2,449
General Dynamics Corp	32,900	1,916	2,481
General Electric Company	1,697,375	37,408	34,185

See accompanying notes to financial statements.

# Large Cap Domestic Equity Pool

## Schedule of Investments in Securities - Unaudited (continued) January 31, 2011

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Goodrich BF Company	95,100	6,030	8,618
Grainger WW Inc	24,600	2,204	3,234
Honeywell International Inc	195,600	8,445	10,956
Illinois Tool Works Inc	43,200	1,903	2,311
Iron Mountain Inc	26,000	632	634
ITT Industries Inc	16,200	806	955
Jacobs Engineering Group Inc	17,100	747	878
L-3 Communications Hldgs Inc	24,000	1,790	1,878
Lockheed Martin Corp	43,100	3,113	3,431
Masco Corporation	32,600	423	434
Monster Worldwide Inc	13,300	237	221
Norfolk Southern Corp	52,700	2,622	3,225
Northrop Grumman Corp	116,600	6,760	8,080
PACCAR Inc	96,900	4,571	5,474
Pall Corporation	10,300	346	571
Parker-Hannifin Corporation	36,900	2,367	3,299
Pitney Bowes Inc	28,100	648	682
Precision Castparts Corp	29,700	3,173	4,247
Priceline.com Inc	14,210	3,275	6,089
Raytheon Company	67,600	3,138	3,379
Republic Services Inc	36,400	1,002	1,123
Robert Half International Inc	13,600	340	426
Rockwell Automation Inc	69,000	2,995	5,590
Rockwell Collins	46,600	2,313	2,989
Roper Industries Inc	47,300	3,346	3,675
Ryder System Inc	14,000	629	673
Southwest Airlines Co	324,300	3,839	3,843
Stanley Black & Decker Inc	27,184	1,287	1,976
Textron Inc	24,000	470	631
Tyco International Ltd	69,400	2,655	3,111
Union Pacific Corp	70,700	4,730	6,690
United Parcel Service Inc	128,200	7,747	9,182
United Technologies Corp	118,800	7,579	9,658
Waste Management Inc	60,400	1,909	2,287
<i>Total Capital Goods - 11.7%</i>		204,190	247,335
<i>Communication Services</i>			
American Tower Corporation	43,800	1,777	2,228
AT&T Inc	1,312,129	38,634	36,110
CenturyTel Inc	89,005	2,996	3,849
Frontier Communications Corp	87,886	733	806
Metropcs Communications Inc	189,000	1,939	2,444
Qwest Communications Intl Inc	1,282,800	7,390	9,146
Sprint Nextel Corporation	315,400	1,524	1,426
Verizon Communications	333,049	10,660	11,863
Windstream Corp	162,500	1,852	2,082
<i>Total Communication Services - 3.3%</i>		67,505	69,954
<i>Consumer Discretionary</i>			
Abercrombie & Fitch Co	10,300	336	519
Amazon.com Inc	44,700	4,554	7,583
AutoNation Inc	47,400	1,190	1,361
AutoZone Inc	23,000	4,911	5,831
Bed Bath & Beyond Inc	23,500	878	1,128
Best Buy Co Inc	32,100	1,257	1,091
Big Lots Inc	6,800	168	216
Cablevision Systems	43,900	1,504	1,486
CarMax Inc	19,700	439	643
Carnival Corp	37,400	1,252	1,672
CBS Corp	87,800	1,235	1,741
Coach Inc	31,200	1,055	1,688
Comcast Corp	376,650	6,730	8,569
CVS Caremark Corp	164,076	4,950	5,611

See accompanying notes to financial statements.

# Large Cap Domestic Equity Pool

## Schedule of Investments in Securities - Unaudited (continued) January 31, 2011

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Darden Restaurants Inc	121,800	5,217	5,738
DeVry Inc	5,500	303	287
DIRECTV Group Inc	256,200	8,793	10,860
Discovery Communications Inc	43,500	1,442	1,697
Disney Walt Company	253,400	6,920	9,850
DR Horton Inc	23,900	277	296
Expedia Inc	29,100	657	732
Family Dollar Stores	112,900	4,637	4,796
Ford Motor Company	690,800	6,364	11,018
Fortune Brands Inc	22,200	948	1,369
GameStop Corp	24,800	580	523
Gannett Co Inc	21,200	264	312
Gap Inc	37,400	615	721
Genuine Parts Company	25,700	1,033	1,330
Goodyear Tire & Rubber Co	20,800	355	247
Harley-Davidson Inc	22,100	498	876
Harman Intl Industries Inc	6,000	204	260
Hasbro Inc	120,600	5,150	5,317
Home Depot Inc	269,100	7,538	9,895
International Game Technology	28,400	609	488
Interpublic Group of Co Inc	268,200	2,808	2,867
Johnson Controls Inc	65,100	1,736	2,499
Kohl's Corporation	26,600	1,467	1,351
Leggett & Platt Inc	13,500	186	304
Lennar Corporation	16,300	234	316
Limited Inc	213,900	4,809	6,254
Lowe's Corp Inc	120,600	2,557	2,991
Macy's Inc	43,900	659	1,016
Marriott International Inc	109,880	3,986	4,339
Mattel Inc	82,900	1,655	1,963
McDonald's Corporation	231,200	14,764	17,033
McGraw-Hill Companies Inc	46,200	1,383	1,801
NetFlix.com Inc	9,600	1,718	2,055
Newell Rubbermaid Inc	25,000	250	481
News Corp	329,700	3,947	4,952
Nike Inc	85,500	5,615	7,052
Omnicom Group Inc	46,800	1,936	2,100
O'Reilly Automotive Inc	115,600	6,081	6,570
Penney JC & Company	22,400	698	718
Polo Ralph Lauren Corporation	5,700	434	611
Pulte Corporation	28,100	309	222
RadioShack Corp	10,100	147	153
Ross Stores Inc	63,800	3,852	4,160
Sears Holding Corp	4,600	297	347
Sherwin-Williams Co	14,900	986	1,262
Snap-On Inc	4,600	160	260
Staples Inc	65,400	1,507	1,459
Starbucks Corp	127,300	2,497	4,014
Starwood Hotels & Resorts Inc	95,200	4,339	5,614
Target Corp	84,100	4,071	4,611
Tiffany & Co	11,500	458	668
Time Warner Cable Inc	95,212	4,624	6,458
Time Warner Inc	119,566	3,242	3,760
TJX Companies Inc	84,500	3,030	4,004
Urban Outfitters Inc	13,300	415	450
VF Corp	10,600	771	877
Viacom Inc	203,300	5,906	8,447
Washington Post Company	600	275	257
Whirlpool Corporation	7,500	541	641
Wyndham Worldwide Corporation	23,400	403	658
Wynn Resorts Limited	26,100	2,191	3,036
Yum Brands Inc	249,700	11,560	11,676
<i>Total Consumer Discretionary - 11.2%</i>		191,367	236,058

See accompanying notes to financial statements.

# Large Cap Domestic Equity Pool

## Schedule of Investments in Securities - Unaudited (continued) January 31, 2011

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
<i>Consumer Staples</i>			
Altria Group Inc	507,420	10,707	11,929
Archer-Daniels-Midland Co	104,200	2,996	3,404
Avon Products Inc	44,400	1,428	1,257
Brown Forman Corp	67,300	3,991	4,465
Campbell Soup Co	46,300	1,589	1,581
Clorox Company	18,900	1,157	1,189
Coca-Cola Company	371,700	19,642	23,361
Coca-Cola Enterprises Inc	249,500	5,932	6,277
Colgate-Palmolive Co	58,700	4,425	4,506
ConAgra Foods Inc	45,300	983	1,012
Constellation Brands Inc	40,500	649	778
Costco Wholesale Corp	37,700	2,167	2,708
Dean Foods Company	19,100	367	194
Dr Pepper Snapple Group	121,200	3,638	4,294
Estee Lauder Companies Inc	69,300	3,873	5,579
General Mills Inc	109,300	3,681	3,801
Heinz HJ Company	60,300	2,557	2,864
Hershey Foods Corp	114,200	5,337	5,332
Hormel Foods Corp	54,300	2,350	2,682
Kellogg Company	30,500	1,506	1,534
Kimberly Clark Corporation	36,800	2,068	2,382
Kraft Foods Inc	207,400	5,760	6,340
Kroger Co	54,900	1,387	1,175
Lorillard, Inc	13,500	940	1,016
McCormick & Company Inc	52,700	2,025	2,329
Mead Johnson Nutrition Co-A	128,809	6,121	7,467
Molson Coors Brewing Co	26,200	1,266	1,228
Pepsico Inc	302,664	18,267	19,464
Philip Morris International	291,720	13,936	16,698
Proctor & Gamble Company	489,132	29,092	30,879
Reynolds American Inc	181,600	4,757	5,777
Safeway Inc	72,000	1,445	1,490
Sara Lee Corp	371,500	5,016	6,304
Smucker JM Company	16,200	870	1,007
Supervalu Inc	17,300	258	126
Sysco Corp	100,700	2,685	2,934
Tyson Foods, Inc	188,000	2,875	3,093
Walgreen Co	81,000	2,914	3,276
Wal-Mart Stores	312,500	16,381	17,522
Whole Foods Market Inc	49,700	1,539	2,570
<i>Total Consumer Staples - 10.5%</i>		198,577	221,824
<i>Energy</i>			
Anadarko Petroleum Corp	54,400	2,688	4,193
Apache Corporation	33,500	3,209	3,999
Baker Hughes Inc	43,142	1,922	2,956
Cabot Oil & Gas Corporation	9,300	301	387
Cameron International Corp	25,500	969	1,359
Chesapeake Energy Corp	58,500	1,603	1,728
ChevronTexaco Corp	376,955	28,680	35,784
ConocoPhillips	234,380	13,339	16,749
Denbury Resources Inc	155,700	2,420	3,168
Devon Energy Corporation	37,700	2,509	3,344
Diamond Offshore Drilling Inc	6,600	636	473
El Paso Corporation	281,800	3,503	4,475
EOG Resources Inc	28,100	2,442	2,990
Exxon Mobil Corporation	919,894	63,810	74,217
First Solar Inc	18,100	2,486	2,798
FMC Technologies Inc	27,600	1,888	2,594
Halliburton Company	112,200	3,073	5,049
Helmerich & Payne Inc	25,300	1,159	1,486
Hess Corp	50,000	2,953	4,206

See accompanying notes to financial statements.

# Large Cap Domestic Equity Pool

## Schedule of Investments in Securities - Unaudited (continued) January 31, 2011

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Marathon Oil Corp	115,900	3,832	5,297
Murphy Oil Corporation	44,600	2,950	2,957
Nabors Industries Ltd	26,800	562	654
National-Oilwell Varco Inc	50,800	2,355	3,754
Newfield Exploration Company	33,600	2,382	2,459
Noble Corp	45,500	1,725	1,740
Noble Energy Inc	20,700	1,451	1,886
Occidental Petroleum Corp	85,900	6,406	8,305
Pioneer Natural Resources Co	75,100	4,347	7,147
QEP Resources Inc	46,800	1,354	1,902
Range Resources Corporation	15,000	743	748
Rowan Companies Inc	52,800	1,646	1,810
Schlumberger Ltd	171,111	10,448	15,227
Spectra Energy Corp	87,100	1,543	2,285
Sunoco Inc	79,600	2,796	3,379
Tesoro Petroleum Corporation	14,800	212	285
Valero Energy Corporation	83,300	1,533	2,112
Williams Companies Inc	52,200	931	1,409
<i>Total Energy - 11.1%</i>		186,806	235,311
<i>Financial Services</i>			
Ace Ltd	49,200	2,726	3,030
AFLAC Inc	50,800	2,265	2,925
Allstate Corp	46,600	1,425	1,451
American Express	159,600	5,231	6,923
American International Group	8,169	6	119
American International Group	15,300	711	617
Ameriprise Financial Inc	56,600	1,645	3,489
Aon Corporation	34,600	1,373	1,583
Apartment Investment & Mgmt Co	79,800	1,563	2,040
Assurant Inc	84,600	3,107	3,319
Avalonbay Communities Inc	30,000	2,773	3,478
Bank of America Corporation	1,084,377	21,954	14,888
Bank of New York Mellon Corp	112,500	3,946	3,513
BB&T Corporation	73,700	1,948	2,037
Berkshire Hathaway Inc	212,596	16,071	17,380
Boston Properties Inc	19,500	1,362	1,840
Capital One Financial Corp	43,400	1,567	2,090
CB Richard Ellis Grp Inc	99,200	1,376	2,201
Chubb Corp	37,000	1,895	2,143
Cincinnati Financial Corp	99,300	2,745	3,182
Citigroup Inc	2,971,007	16,560	14,320
CME Group Inc	5,800	1,770	1,790
Comerica Inc	111,900	3,746	4,275
Discover Financial Services	93,600	1,676	1,927
E*Trade Group Inc	16,820	291	279
Equity Residential Prop Trust	99,900	4,167	5,414
Federated Investors Inc	9,400	248	255
Fifth Third Bancorp	392,000	4,135	5,829
First Horizon National Corp	22,168	245	251
Franklin Resources Inc	14,500	1,226	1,749
Genworth Financial Inc	201,400	2,454	2,733
Goldman Sachs Group Inc	58,400	8,298	9,555
Hartford Financial Services Gp	39,500	1,072	1,097
HCP Inc	36,900	1,165	1,369
Health Care Inc	11,600	499	569
Host Hotels & Resorts Inc	148,689	1,924	2,752
Hudson City Bancorp Inc	46,100	731	506
Huntington Bancshares Inc	251,300	1,208	1,819
Intercontinental Exchange Inc	7,300	700	880
Invesco Limited	62,700	1,215	1,551
Janus Capital Group Inc	19,300	270	249
JPMorgan Chase & Co	510,753	19,312	22,953

See accompanying notes to financial statements.

# Large Cap Domestic Equity Pool

## Schedule of Investments in Securities - Unaudited (continued) January 31, 2011

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
KeyCorp	451,800	3,488	4,021
Kimco Realty Corporation	55,500	697	1,004
Legg Mason Inc	14,700	457	487
Leucadia National Corporation	34,900	986	1,135
Lincoln National Corp	29,800	760	859
Loews Corp	66,000	2,330	2,643
M & T Bank Corporation	44,300	3,472	3,831
Marsh & McLennan Co Inc	48,500	1,186	1,352
Marshall & Ilsley Corporation	145,000	925	1,014
MasterCard Inc	8,900	1,864	2,105
MetLife Inc	101,400	3,787	4,641
Moody's Corp	52,800	1,412	1,551
Morgan Stanley Dean Witter Co	132,500	4,247	3,896
Nasdaq Stock Market Inc	11,100	239	272
Nordstrom Inc	14,900	485	614
Northern Trust Corp	35,100	1,922	1,824
NYSE Euronext	110,600	3,223	3,518
People's United Financial Inc	33,300	507	430
Plum Creek Timber Co Inc	26,200	856	1,097
PNC Financial Services Group	92,600	4,737	5,556
Principal Financial Group Inc	28,400	695	931
Progressive Corp	268,000	5,194	5,309
ProLogis Trust	49,800	588	743
Prudential Financial Inc	63,300	3,032	3,894
Public Storage Inc	46,100	4,256	5,024
Regions Financial Corp	838,300	5,329	5,952
Schwab Charles Corp	85,800	1,495	1,549
Simon Property Group	36,702	2,716	3,723
SLM Corp	57,900	507	834
State Street Corp	45,100	2,179	2,107
SunTrust Banks Inc	84,000	1,956	2,556
T Rowe Price Associates Inc	22,900	1,048	1,510
Torchmark Corporation	35,800	1,784	2,230
Travelers Cos Inc	58,900	2,654	3,314
UnumProvident Corp	31,000	583	773
US Bancorp	227,700	5,306	6,148
Ventas Inc	42,500	1,746	2,357
Visa Inc-Class A Shares	53,200	4,483	3,716
Vornado Realty Trust	17,340	1,214	1,527
Wells Fargo & Company	631,400	16,661	20,470
XL Group PLC	52,800	1,042	1,210
Zions Bancorporation	70,900	1,373	1,672
<i>Total Financial Services - 13.2%</i>		252,022	279,769
<i>Health Care</i>			
Abbott Laboratories	203,500	10,371	9,190
Aetna Inc	39,200	1,123	1,291
Allergan Inc	30,700	1,767	2,168
AmerisourceBergen Corp	212,300	5,814	7,613
Amgen Inc	82,900	4,459	4,566
Bard CR Inc	23,300	1,853	2,198
Baxter International Inc	50,800	2,801	2,463
Becton Dickinson & Company	28,000	1,943	2,323
Biogen Idec Inc	57,900	3,130	3,791
Boston Scientific Corp	134,800	1,245	941
Bristol-Myers Squibb Company	295,342	6,680	7,437
Cardinal Health Inc	112,900	3,601	4,686
CareFusion Corporation	19,300	435	497
Celgene Corporation	46,500	2,570	2,396
Cephalon Inc	28,400	1,650	1,678
Cerner Corporation	6,200	540	613
CIGNA Corporation	47,800	1,433	2,009
Coventry Health Care Inc	13,200	263	396

See accompanying notes to financial statements.

# Large Cap Domestic Equity Pool

## Schedule of Investments in Securities - Unaudited (continued) January 31, 2011

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
DaVita Inc	11,000	638	812
DENTSPLY International Inc	13,800	459	490
Express Scripts Inc	71,000	2,946	3,999
Forest Laboratories Inc	26,600	781	858
Genzyme Corporation	35,400	2,183	2,597
Gilead Sciences Inc	70,800	3,147	2,717
Hospira Inc	90,100	4,392	4,976
Humana Inc	52,500	2,236	3,043
Intuitive Surgical Inc	7,600	2,257	2,454
Johnson & Johnson	509,300	30,980	30,441
Laboratory Corp of Amer Hldgs	16,600	1,189	1,493
Life Technologies Corp	17,000	776	923
Lilly Eli and Company	157,200	5,665	5,466
McKesson HBOC Inc	33,300	2,020	2,503
Medco Health Solutions Inc	37,000	1,933	2,258
Medtronic Inc	99,000	3,826	3,794
Merck & Co Inc	568,280	19,352	18,850
Mylan Laboratories Inc	116,100	1,913	2,689
Patterson Companies Inc	13,800	385	456
PerkinElmer Inc	9,500	181	243
Pfizer Inc	983,783	21,088	17,925
Quest Diagnostics Inc	11,900	612	678
St Jude Medical Inc	49,200	1,935	1,993
Stericycle Inc	28,900	1,869	2,268
Stryker Corporation	79,100	3,920	4,553
Tenet Healthcare Corporation	38,300	208	255
Thermo Electron Corporation	56,000	2,554	3,207
UnitedHealth Group Inc	161,500	4,654	6,630
Varian Medical Systems Inc	75,000	3,917	5,068
Waters Corporation	33,700	2,078	2,574
Watson Pharmaceuticals Inc	33,200	1,305	1,810
WellPoint Inc	72,500	3,677	4,504
Zimmer Holdings Inc	19,300	1,048	1,142
<i>Total Health Care - 9.5%</i>		187,802	199,925
<i>Technology</i>			
Adobe Systems Inc	46,200	1,479	1,527
Advanced Micro Devices Inc	77,500	451	607
Agilent Technologies Inc	57,700	1,723	2,414
Akamai Technologies Inc	111,800	4,764	5,402
Altera Corporation	80,900	1,907	3,039
Amphenol Corp	37,300	1,749	2,064
Analog Devices Inc	39,900	1,246	1,549
Apple Computer Inc	142,300	23,390	48,285
Applied Materials Inc	115,800	1,509	1,817
Autodesk Inc	27,900	750	1,135
Automatic Data Processing Inc	44,200	1,767	2,117
BMC Software Inc	26,500	1,003	1,264
Broadcom Corp	71,400	2,437	3,219
CA Inc	34,300	598	816
Cisco Systems Inc	1,002,590	21,341	21,205
Citrix Systems Inc	71,500	3,360	4,517
Cognizant Tech Solutions Corp	109,800	4,292	8,010
Computer Sciences Corp	14,400	725	767
Compuware Corporation	98,000	1,041	1,051
Corning Inc	248,600	4,468	5,521
Dell Inc	152,200	2,225	2,003
eBay Inc	110,300	2,648	3,349
Electronic Arts Inc	92,000	1,579	1,434
EMC Corporation	291,100	4,295	7,245
F5 Networks Inc	21,900	2,877	2,374
Fidelity Ntl Information Svcs	71,300	1,892	2,170
Fiserv Inc	45,400	2,524	2,804

See accompanying notes to financial statements.

# Large Cap Domestic Equity Pool

## Schedule of Investments in Securities - Unaudited (continued) January 31, 2011

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
FLIR Systems Inc	13,700	383	425
Google Inc	35,900	17,672	21,553
Harris Corporation	25,100	1,039	1,168
Hewlett-Packard Company	386,600	16,371	17,664
Ingersoll-Rand PLC	52,600	2,163	2,483
Intel Corporation	810,400	16,293	17,391
International Business Machs	228,000	24,768	36,936
Intuit Inc	109,700	4,627	5,148
Jabil Circuit Inc	19,500	248	394
JDS Uniphase Corporation	151,600	1,524	2,573
Juniper Networks Inc	56,900	1,603	2,112
KLA-Tencor Corporation	23,300	886	1,027
Lexmark International Inc	34,600	1,143	1,205
Linear Technology Corp	74,300	2,397	2,585
LSI Logic Corporation	58,500	301	362
McAfee, Inc	13,000	530	623
MEMC Electronic Materials Inc	44,000	615	488
Microchip Technology Inc	93,400	3,168	3,406
Micron Technology Inc	79,800	583	841
Microsoft Corporation	1,190,802	30,215	33,015
Molex Inc	11,000	215	288
Motorola Mobility Holdings Inc	48,900	655	1,363
Motorola Solutions Inc	54,627	2,777	2,118
National Semiconductor Corp	19,600	279	297
NetApp Inc.	164,900	5,988	9,025
Novell Inc	299,700	1,699	1,804
Novellus Systems Inc	43,500	1,217	1,569
NVIDIA Corporation	50,700	499	1,213
Oracle Corporation	566,644	11,535	18,150
Paychex Inc	28,500	817	912
Qualcomm Inc	171,900	7,491	9,305
Red Hat Inc	53,500	2,014	2,211
SAIC INC	29,400	554	487
Salesforce.com Inc	65,300	5,979	8,433
SanDisk Corporation	119,300	4,375	5,413
Scripps Networks Interactive	21,300	780	990
Symantec Corporation	66,700	983	1,175
Tellabs Inc	93,600	594	496
Teradata Corporation	30,000	1,097	1,290
Teradyne Inc	18,500	168	309
Texas Instruments Inc	195,800	5,283	6,640
Total System Services Inc	16,900	272	294
VeriSign Inc	138,400	4,285	4,657
Western Digital Corp	21,300	624	725
Western Union Company	77,800	1,268	1,578
Xerox Corporation	145,404	1,284	1,544
Xilinx Inc	82,200	2,200	2,647
Yahoo! Inc	141,600	2,504	2,283
<i>Total Technology - 17.8%</i>		292,005	376,320
<i>Utilities</i>			
AES Corporation	56,000	796	694
Allegheny Energy Inc	89,300	2,153	2,302
Ameren Corporation	44,300	1,133	1,257
American Electric Power Co Inc	79,000	2,430	2,819
CenterPoint Energy Inc	214,600	2,935	3,466
CMS Energy Corporation	169,400	2,871	3,303
Consolidated Edison Inc	92,300	4,152	4,607
Constellation Energy Group	46,100	1,490	1,487
Dominion Resources Inc	186,500	7,604	8,120
DTE Energy Company	107,700	4,810	4,982
Duke Energy Corp	139,500	2,414	2,494
Edison International	28,000	935	1,016

See accompanying notes to financial statements.



# Large Cap Domestic Equity Pool

## Schedule of Investments in Securities - Unaudited (continued) January 31, 2011

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Entergy Corporation	16,700	1,322	1,205
EQT Corp	21,900	876	1,055
Exelon Corp	65,000	3,075	2,763
FirstEnergy Corp	27,100	1,206	1,060
Integrus Energy Group Inc	49,000	2,259	2,332
NextEra Energy Inc	141,900	7,588	7,586
NICOR Inc	10,800	427	545
NiSource Inc	119,800	1,815	2,231
Northeast Utilities	127,400	3,560	4,194
NRG Energy Inc	24,200	598	502
ONEOK Inc	67,200	3,098	3,957
PEPCO Holdings	120,100	1,922	2,230
PG&E Corp	40,800	1,723	1,888
Pinnacle West Capital Corp	84,600	3,144	3,444
PPL Corporation	41,500	1,184	1,070
Progress Energy Inc	35,400	1,467	1,590
Public Service Enterprise Grp	147,000	4,825	4,767
Quanta Services Inc	59,300	1,165	1,407
SCANA Corporation	46,200	1,776	1,953
Sempra Energy	22,100	1,102	1,151
Southern Company	130,200	4,443	4,898
Southwestern Energy Company	30,900	1,318	1,221
TECO Energy Inc	57,000	867	1,049
Wisconsin Energy Corporation	90,400	4,855	5,450
Xcel Energy Inc	148,100	3,290	3,496
<i>Total Utilities - 4.7%</i>		92,628	99,591
Total Equity Securities - 97.3%		1,748,165	2,056,660
<b><u>Short-term Issues</u></b>			
Dreyfus Cash Management Institutional Fund	13,639,709	13,639	13,639
Total Short-term Issues - 0.6%		13,639	13,639
Total Investment Securities - 97.9%		\$ 1,761,804	\$ 2,070,299

See accompanying notes to financial statements.

# Large Cap Domestic Equity Pool

**Statement of Operations - Unaudited**  
**Period Ended January 31, 2011\***  
*(Amounts in thousands)*

	<b>Month</b>	<b>Year To Date</b>
<b>Investment income</b>		
Dividend	\$ 2,172	\$ 25,156
Securities lending	18	126
Securities lending borrower premiums	3	24
Shareholder litigation proceeds	9	51
Commission recapture	-	8
	2,202	25,365
<b>Expenses</b>		
Investment advisor fees	(148)	(1,021)
Trustee fees	(1)	(7)
Custodian bank fees	(5)	(52)
Management fees	(66)	(467)
Fiduciary bond fees	-	(5)
Professional service fees	(11)	(77)
Securities lending agent fees	(4)	(30)
Futures commission expense	(1)	(7)
	(236)	(1,666)
	<b>Investment income, net</b>	<b>23,699</b>
<b>Realized and unrealized gain from investments</b>		
Net realized gain from investments	14,964	66,795
Net increase in the fair value of investments	28,052	364,772
	43,016	431,567
	<b>Net gain from investments</b>	<b>431,567</b>
	<b>Net increase in net assets from operations</b>	<b>455,266</b>
	<b>\$ 44,982</b>	<b>\$ 455,266</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, 2011\***  
*(Amounts in thousands, except unit data)*

	<b>Month</b>	<b>Year To Date</b>
<b>Operations</b>		
Investment income, net	\$ 1,966	\$ 23,699
Net realized gain from investments	14,964	66,795
Net increase in the fair value of investments	28,052	364,772
<b>Net increase in net assets from operations</b>	44,982	455,266
<b>Unit transactions</b>		
Proceeds from sale of units	1,618	290,050
Amount paid for repurchase of units	(36,886)	(347,666)
<b>Net decrease in net assets from unit transactions</b>	(35,268)	(57,616)
<b>Increase in net assets</b>	9,714	397,650
<b>Net assets, beginning of period</b>	2,102,114	1,714,178
<b>Net assets, end of period</b>	\$ 2,111,828	\$ 2,111,828
<b>Unit data</b>		
Units sold	131,682	27,144,725
Units repurchased	(3,001,559)	(30,841,528)
<b>Net decrease in units</b>	(2,869,877)	(3,696,803)

*\*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

(Amounts in thousands, except share data)

### NOTE 1. DESCRIPTION OF THE ENTITY

The West Virginia Investment Management Board (IMB) was organized on April 25, 1997, as a public body corporate 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 in equity securities are carried at fair value, which is determined by a third party pricing service based on quoted market prices. The investment in the Dreyfus Cash Management Institutional Fund, a regulated investment company money market mutual fund, is valued at \$1.00 per share. This is a reasonable estimate of the fair value and is the basis for current transactions. 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

# Large Cap Domestic Equity Pool

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## Notes to Financial Statements - Unaudited

*(Amounts in thousands, except share data)*

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

of the securities loaned. Cash collateral received is invested in the Mellon GSL Reinvestment Trust and is reported on the Statement of Assets and Liabilities. Securities loaned remain on the Statement of Assets and Liabilities and Schedule of Investments in Securities. 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 as net increase or decrease in the fair value of investments.

**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 on a daily basis for the fluctuations of the underlying securities or index. The IMB records futures at fair market value as determined by the exchange on which they are traded. Gains or losses on open futures positions are unrealized. These gains or losses become realized when the position is closed.

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 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. Investment 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.

**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

*(Amounts in thousands, except share data)*

### 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. DERIVATIVE FINANCIAL INSTRUMENTS

Futures contracts are the only derivative financial instruments held in the Pool. These derivative financial instruments are not designated as hedging instruments under ASC 815; they are 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 primary risk managed by using these derivative financial instruments is market risk. See Note 2 for additional information on the Pool's purpose for entering into derivatives not designated as hedging instruments and for discussion on the risks associated with investing in these derivatives.

The table below presents the fair value of the derivative financial instruments not designated as hedging instruments recorded in the Statement of Assets and Liabilities as of January 31, 2011:

Derivatives not designated as hedging instruments under ASC 815	Asset Derivatives		Liability Derivatives	
	Statement of Assets and Liabilities Location	Fair Value	Statement of Assets and Liabilities Location	Fair Value
Equity contracts	Unrealized gain on futures contracts	\$ 226		\$ -

The table below presents the impact of the derivative financial instruments not designated as hedging instruments recorded in the Statement of Operations for the period ended January 31, 2011:

Derivatives not designated as hedging instruments under ASC 815	Statement of Operations Location	Realized Gain (Loss)
Equity contracts	Net realized gain from investments	\$ 4,736

### NOTE 4. FAIR VALUE MEASUREMENTS

ASC 820 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. 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).

ASC 820 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 ASC 820 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.

# Large Cap Domestic Equity Pool

## Notes to Financial Statements - Unaudited

*(Amounts in thousands, except share data)*

### NOTE 4. 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 ASC 820 fair value hierarchy levels as of January 31, 2011:

	Level 1	Level 2	Level 3	Total
Equity Securities	\$ 2,056,660	\$ -	\$ -	\$ 2,056,660
Regulated Investment Companies	-	13,639	-	13,639
Securities Lending Collateral Funds	-	74,847	-	74,847
Futures	226	-	-	226
Total	\$ 2,056,886	\$ 88,486	\$ -	\$ 2,145,372

### NOTE 5. SECURITIES LENDING

At January 31, 2011, the fair value of securities on loan was \$77,114, the initial collateral received was \$78,912, and the fair value of collateral held was \$75,769. Of the collateral held, \$77,971 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) with a fair value of \$74,847.

In early November 2008, the IMB was notified that certain securities issued by Sigma Finance, Inc. (Sigma) were transferred from the 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 \$10,974 as calculated by the IMB's proportionate interest in the 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 2008, 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. On October 1, 2008, the reserve recorded for the Pool was \$3,248. At January 31, 2011, the balance in the reserve account is \$3,079.

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, 2011 the accumulated undistributed securities lending income was \$1,894.

### NOTE 6. FUTURES CONTRACTS

At January 31, 2011, open positions in futures contracts were as follows:

Expiration	Open Contracts	Position	Value at December 31, 2010	Value Upon Entering Contract	Unrealized Gain (Loss)
Mar 2011	163 S&P 500	Long	\$ 10,452	\$ 10,226	\$ 226

At January 31, 2011, the Pool had pledged cash of \$596 to cover margin requirements on open futures contracts.

# Large Cap Domestic Equity Pool

## Notes to Financial Statements - Unaudited

*(Amounts in thousands, except share data)*

### NOTE 7. FINANCIAL HIGHLIGHTS

**Per Unit Operating Performance:**

Net asset value at June 30, 2010	\$	9.97
Income from investment operations:		
Net investment income		0.13
Net realized and unrealized gain on investment transactions		2.46
Total from investment operations		2.59
Net asset value at January 31, 2011	\$	12.56

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

**Supplemental Data:**

Net assets, end of period	\$	2,111,828
Ratio to average net assets:		
Expenses **		0.14%
Net investment income **		2.03%
Portfolio turnover rate		40.53%

\* 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 8. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at January 31, 2011.

<u>Participant</u>	<u>Account Value</u>
Teachers' Retirement System	\$ 907,100
Public Employees' Retirement System	825,113
State Police Death, Disability and Retirement Fund	89,094
Workers' Compensation Old Fund	74,069
Retiree Health Benefit Trust	58,993
Revenue Shortfall Reserve Fund B	24,742
Judges' Retirement System	23,228
Prepaid Tuition Trust Fund	22,428
Deputy Sheriff's Retirement System	21,087
Coal Workers' Pneumoconiosis Fund	20,945
State Police Retirement System	12,612
Board of Risk and Insurance Management	10,575
Wildlife Endowment Fund	7,716
Public Employees' Insurance Agency	6,969
Emergency Medical Services Retirement System	5,704
Workers' Compensation Uninsured Employers Fund	735
Workers' Compensation Self-insured Employers Fund	718
Total	\$ 2,111,828



**Financial Statements - Unaudited**

**January 31, 2011**



# Non-Large Cap Domestic Equity Pool

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## Financial Statements - Unaudited January 31, 2011

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# Non-Large Cap Domestic Equity Pool

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## Statement of Assets and Liabilities - Unaudited

January 31, 2011

(Amounts in thousands, except unit data)

### Assets

Investment securities at fair value	\$	682,493
Collateral for securities loaned at fair value (Note 4)		84,863
Receivables:		
Investments sold		1,713
Dividends		350
Securities lending income		24
		<u>24</u>
<b>Total assets</b>		<b>769,443</b>

### Liabilities

Accrued expenses		379
Payable for investments purchased		1,398
Payable upon return of securities loaned (Note 4)		87,044
		<u>87,044</u>
<b>Total liabilities</b>		<b>88,821</b>
<b>Net assets</b>	<b>\$</b>	<b><u>680,622</u></b>

### Analysis of net assets

Paid-in capital	\$	524,653
Accumulated undistributed net investment income		24,774
Accumulated undistributed net realized gain from investments		12,742
Accumulated undistributed net realized loss from foreign currency transactions		(506)
Unrealized net appreciation of investments		118,959
		<u>118,959</u>
<b>Net assets</b>	<b>\$</b>	<b><u>680,622</u></b>

### Unit data

Units outstanding		40,844,013
Net asset value, unit price	\$	<u>16.66</u>

See accompanying notes to financial statements.

# Non-Large Cap Domestic Equity Pool

## Schedule of Investments in Securities - Unaudited January 31, 2011

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
<b>Equity Securities</b>			
<i>Basic Materials</i>			
Alpha Natural Resources Inc	31,700	\$ 1,616	\$ 1,703
Ball Corporation	33,700	2,282	2,397
Buckeye Technologies Inc	79,800	1,624	2,008
Cabot Corporation	55,400	1,156	2,396
Celanese Corp	121,700	2,903	5,049
Clearwater Paper Corp	20,500	1,450	1,621
Compass Minerals International	57,580	4,456	5,290
CONSOL Energy Inc	135,310	4,389	6,725
Crown Holdings Inc	227,150	6,135	7,578
Domtar Corporation	32,500	2,312	2,858
Eastman Chemical Company	12,800	838	1,189
Ferro Corporation	109,900	793	1,695
Huntsman Corp	113,800	1,771	1,981
Massey Energy Company	92,750	2,223	5,830
Minerals Technology Inc	30,600	1,562	1,928
NewMarket Corporation	18,600	2,308	2,360
OM Group Inc	30,200	553	1,093
Schnitzer Steel Industries Inc	53,800	3,156	3,319
Westlake Chemical Corporation	78,150	3,320	3,026
<i>Total Basic Materials - 8.8%</i>		44,847	60,046
<i>Capital Goods</i>			
Ametek Inc	128,500	2,670	5,240
Apollo Group	26,400	952	1,090
Applied Industrial Tech Inc	97,100	2,959	3,074
Atlas Air Worldwide Holdings	17,700	876	899
BE Aerospace Inc	136,475	2,838	5,280
Block H&R Inc	123,000	1,646	1,540
Briggs & Stratton Corporation	54,200	997	1,082
Career Education Corp	63,500	1,440	1,425
Chicago Bridge & Iron Co NV	55,100	1,644	1,812
Compass Diversified Holdings	173,100	2,706	2,989
Complete Production Services	70,200	1,091	1,961
Crane Company	126,300	4,121	5,609
Deluxe Corporation	37,900	851	927
Diana Shipping Inc	221,300	2,959	2,569
Dycom Industries Inc	200,300	2,829	3,219
Enpro Industries Inc	35,300	764	1,465
Federal Mogul Corp	41,000	704	966
Gardner Denver Inc	31,400	687	2,265
Great Lakes Dredge & Dock Co	327,600	2,458	2,722
Hubbell Inc	64,350	3,765	3,941
IDEX Corporation	116,250	3,106	4,610
ITT Educational Services Inc	23,200	1,660	1,527
KBR Inc	163,900	3,928	5,261
Korn/Ferry International	76,200	1,702	1,783
Landstar System Inc	129,950	4,989	5,384
Layne Christensen Company	29,900	800	944
NACCO Industries Inc	16,000	1,386	1,604
Navistar International Corp	15,200	739	986
Oshkosh Truck Corporation	107,700	3,367	4,083
Ryder System Inc	77,400	3,447	3,721
Toro Company	51,700	2,325	3,144
Tutor Perini Corporation	114,800	2,208	2,607
Waste Connections Inc	127,050	2,788	3,681
WESCO International Inc	73,900	2,428	4,142
<i>Total Capital Goods - 13.7%</i>		73,830	93,552
<i>Communication Services</i>			
Metropcs Communications Inc	165,800	1,715	2,144
NII Holdings Inc	114,900	2,717	4,824

See accompanying notes to financial statements.

## Non-Large Cap Domestic Equity Pool

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

January 31, 2011

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Telephone & Data Systems	54,800	1,488	1,959
<i>Total Communication Services - 1.3%</i>		5,920	8,927
<i>Consumer Discretionary</i>			
Abercrombie & Fitch Co	50,700	2,741	2,556
Advance Auto Parts Inc	15,300	840	978
AnnTaylor Stores Corporation	36,700	958	812
Asbury Automotive Group Inc	63,500	877	1,169
Biglari Holdings Inc	4,800	2,024	2,064
Boise Inc	395,400	2,805	3,555
Cash America International Inc	41,400	1,399	1,666
CEC Entertainment Inc	28,000	963	1,035
Citrip.com International Ltd	90,723	2,985	3,734
Darling International Inc	125,500	1,839	1,701
Deckers Outdoor Corporation	27,000	534	1,982
DreamWorks Animation SKG	93,400	2,948	2,622
Fossil Inc	81,000	3,352	5,755
GameStop Corp	122,700	2,579	2,585
Gentex Corporation	95,825	1,869	3,073
Goodyear Tire & Rubber Co	643,200	7,018	7,641
Harman Intl Industries Inc	117,400	5,314	5,086
Hertz Global Holdings Inc	362,900	4,203	5,338
Hibbett Sports Inc	97,100	1,876	3,109
Hot Topic Inc	332,500	2,058	1,805
IAC/InterActive Corporation	126,700	3,424	3,584
Lamar Advertising Company	123,850	4,296	4,563
Lithis Motors Inc	77,900	1,008	1,052
Movado Group Inc	104,500	1,692	1,506
O'Reilly Automotive Inc	68,900	2,204	3,916
Pantry Inc	35,200	742	587
Pre-Paid Legal Services Inc	15,900	956	1,047
Rent-A-Center Inc	126,200	3,220	3,753
Snap-On Inc	67,850	2,923	3,842
Superior Industries Intl Inc	51,600	851	1,032
The Warnaco Group Inc	24,200	1,354	1,236
Timberland Company	118,900	2,733	3,178
<i>Total Consumer Discretionary - 12.9%</i>		74,585	87,562
<i>Consumer Staples</i>			
BJ's Wholesale Club Inc	41,000	1,924	1,802
Cherokee Inc	23,200	410	372
Corn Products International	22,500	666	1,038
Elizabeth Arden Inc	50,200	1,060	1,285
Green Mountain Coffee Inc	111,600	3,317	3,748
KapStone Paper & Packaging	106,700	1,597	1,817
M&F Worldwide Corp	26,900	793	649
Nash Fich Company	35,800	1,331	1,349
Ralcorp Holdings Inc	73,300	4,463	4,486
Ruddick Corp	84,600	3,186	2,851
<i>Total Consumer Staples - 2.8%</i>		18,747	19,397
<i>Energy</i>			
China Natural Gas Inc	125,400	662	651
Clayton Williams Energy Inc	25,700	1,254	2,278
Denbury Resources Inc	239,900	2,880	4,882
EnSCO International PLC	103,200	3,919	5,608
Exterran Holdings Inc	112,900	4,035	2,801
Frontier Oil Corp	196,800	2,920	4,093
GenOn Energy Inc	156,492	875	648
Gulf Island Fabrication Inc	40,900	716	1,108
Hercules Offshore Inc	523,300	1,431	1,732
Holly Corporation	88,000	2,684	4,318
Oil States International Inc	36,500	2,302	2,473

See accompanying notes to financial statements.

## Non-Large Cap Domestic Equity Pool

### Schedule of Investments in Securities - Unaudited (continued) January 31, 2011

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Patterson-UTI Energy Inc	180,100	3,403	4,204
Pioneer Drilling Company	303,700	2,163	2,691
SEACOR SMIT Inc	34,100	3,601	3,604
Sunoco Inc	25,100	750	1,065
Tesoro Petroleum Corporation	90,700	1,679	1,746
VAALCO Energy Inc	381,200	2,657	2,775
W&T Offshore Inc	129,200	1,250	2,629
Western Refining Inc	298,500	2,382	3,636
<i>Total Energy - 7.8%</i>		41,563	52,942
<i>Financial Services</i>			
Allied World Assurance	65,800	3,971	3,970
American Financial Group	70,000	1,741	2,277
AmTrust Financial Services Inc	51,500	744	953
Apartment Investment & Mgmt Co	85,700	1,492	2,190
Arch Capital Group Ltd	15,000	1,248	1,324
Ashford Hospitality Trust	301,800	2,527	2,943
Assurant Inc	91,700	2,804	3,597
Axis Capital Hldgs Ltd	117,800	4,219	4,191
Banco Latinoamericano Export	83,000	1,439	1,435
Bank of the Ozarks Inc	32,200	1,218	1,389
BOK Financial Corporation	74,400	3,492	3,845
CBL & Associates Properties	225,300	3,395	3,844
Community Bank System Inc	34,400	814	870
Dime Community Bancshares	113,000	1,458	1,704
Endurance Specialty Hldg Ltd	81,700	3,314	3,798
Everest Re Group Ltd	12,300	990	1,037
EZCORP Inc	114,700	2,434	3,085
Federal Realty Investment Trst	25,800	2,104	2,075
First Cash Financial Services	49,700	774	1,640
First Citizens BancShares Inc	9,900	1,724	1,992
First Financial Bancorp	139,700	2,462	2,361
First Republic Bank	52,400	1,375	1,558
FleetCor Technologies Inc	81,310	2,093	2,439
Forest City Enterprises	102,500	1,680	1,733
FPIC Insurance Group Inc	24,900	603	890
Hospitality Properties Trust	359,000	8,227	8,928
Huntington Bancshares Inc	667,300	3,962	4,831
Infinity Property & Casualty	51,000	2,528	3,047
International Bancshares Corp	177,600	2,982	3,369
Jones Lang LaSalle Inc	20,700	1,158	1,835
Life Partners Holdings Inc	43,875	796	453
Lincoln Educational Services	185,300	2,833	2,798
Montpelier Re Hldgs Ltd	164,600	2,860	3,267
Nasdaq Stock Market Inc	152,600	3,148	3,736
National Health Investors Inc	35,300	1,112	1,614
Nelnet, Inc	57,600	1,252	1,291
Net 1 UEPS Technologies Inc	138,300	2,186	1,599
Platinum Underwriters Hldg Ltd	42,000	1,367	1,856
Post Properties Inc	101,600	3,469	3,762
Protective Life Corporation	152,900	3,740	4,215
Provident Financial Services	119,100	1,608	1,745
PS Business Parks Inc	59,200	3,103	3,446
Raymond James Financial Inc	76,200	2,278	2,760
RenaissanceRe Holdings Ltd	52,300	3,037	3,432
Republic Bancorp Inc	38,600	712	737
Safety Insurance Group Inc	38,500	1,551	1,832
SEI Investments Company	39,300	768	910
Senior Housing Prop Trust	177,500	3,959	3,980
SL Green Realty Corp	29,200	1,917	2,125
StanCorp Financial Group Inc	50,200	2,276	2,239
Taubman Centers Inc	45,400	1,206	2,377
Transatlantic Holdings Inc	81,900	4,213	4,214

See accompanying notes to financial statements.

# Non-Large Cap Domestic Equity Pool

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

**January 31, 2011**

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Unitrin Inc	44,400	741	1,195
Universal American Finl Corp	96,300	1,376	1,944
Waddell & Reed Financial Inc	141,800	3,224	5,122
Webster Financial Corporation	115,900	2,668	2,652
Wesbanco Inc	45,300	755	854
World Acceptance Corporation	64,100	2,519	3,600
<i>Total Financial Services - 21.9%</i>		129,646	148,905
<i>Health Care</i>			
Alexion Pharmaceuticals Inc	62,388	1,951	5,229
Amerigroup Corporation	83,200	2,998	4,357
Cephalon Inc	51,300	3,231	3,031
Community Health Systems Inc	133,750	4,814	4,697
Coventry Health Care Inc	223,400	4,636	6,695
Elan Corporation PLC	422,100	3,281	2,849
Health Net Inc	146,000	3,177	4,165
Healthspring Inc	40,000	538	1,216
Herbalife Ltd	46,800	2,464	3,057
Hill-Rom Holdings Inc	135,750	3,946	5,494
ICU Medical, Inc	44,700	1,697	1,746
IDEXX Laboratories Inc	76,180	4,180	5,462
Illumina Inc	50,450	1,824	3,498
Kindred Healthcare Inc	28,200	426	528
Life Technologies Corp	80,000	2,856	4,343
Magellan Health Services Inc	70,300	2,891	3,403
PDL BioPharma Inc	248,400	1,441	1,227
Santarus Inc	289,000	1,842	944
Skilled Healthcare Group Inc	236,600	1,396	2,541
ViroPharma Inc	69,500	1,077	1,140
Wellcare Health Plans Inc	84,000	2,381	2,512
<i>Total Health Care - 10.0%</i>		53,047	68,134
<i>Technology</i>			
Alliance Data Systems Corp	60,450	3,776	4,276
Anixter International Inc	16,700	794	1,057
Arrow Electronics Inc	69,600	1,783	2,631
Black Box Corporation	43,800	1,718	1,541
BMC Software Inc	75,250	2,635	3,589
Brightpoint Inc	334,400	2,963	3,035
Brocade Communications Systems	420,800	2,464	2,373
Calamos Asset Management	78,500	788	1,207
Check Point Software	120,600	3,029	5,373
Fairchild Semiconductor Corp	111,700	1,975	1,988
Ingram Micro Inc	220,400	3,701	4,351
Insight Enterprises Inc	172,400	2,364	2,400
LSI Logic Corporation	951,500	5,244	5,890
Mettler-Toledo International	34,680	3,790	5,174
MSCI Inc	98,150	2,396	3,360
New Oriental Education & Tech	24,120	2,506	2,380
Nuance Communications Inc	311,200	4,683	6,327
NXP Semiconductor NV	119,250	1,591	3,069
ON Semiconductor Corp	570,000	4,206	6,299
Plantronics Inc	26,200	667	927
Raven Industries Inc	30,400	1,393	1,436
Syntel Inc	73,950	3,528	4,124
Tech Data Corporation	82,200	3,438	3,856
United Online Inc	450,200	2,771	3,183
USA Mobility Inc	142,200	2,427	2,429
ValueClick Inc	85,400	724	1,196
VeriSign Inc	139,100	3,841	4,681
Vishay Intertechnology Inc	163,100	1,427	2,691
Zebra Technologies Corp	32,400	560	1,260
<i>Total Technology - 13.5%</i>		73,182	92,103

See accompanying notes to financial statements.



# Non-Large Cap Domestic Equity Pool

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

**January 31, 2011**

*(Amounts in thousands, except share data)*

Security Name	Shares	Cost	Fair Value
<i>Utilities</i>			
Alliant Energy Corp	123,100	4,015	4,574
American Water Works Co Inc	186,400	4,458	4,753
Atmos Energy Corp	72,700	2,097	2,370
El Paso Electric Company	120,200	2,812	3,239
Energen Corporation	46,500	1,338	2,599
Great Plains Energy Inc	206,500	3,819	4,064
GT Solar International Inc	133,000	759	1,469
IDACORP Inc	27,300	919	1,020
MGE Energy Inc	75,500	3,137	3,073
Northeast Utilities	53,100	1,669	1,748
NRG Energy Inc	114,000	2,370	2,366
NV Energy Inc	125,500	1,937	1,803
OGE Energy Corp	57,900	1,941	2,657
PNM Resources	258,800	3,253	3,372
Portland General Electric Co	162,000	3,265	3,621
<i>Total Utilities - 6.3%</i>		<u>37,789</u>	<u>42,728</u>
Total Equity Securities - 99.0%		553,156	674,296
<b><u>Short-term Issues</u></b>			
Dreyfus Cash Management Institutional Fund - 1.2%	8,196,837	8,197	8,197
Total Investment Securities - 100.2%		<u>\$ 561,353</u>	<u>\$ 682,493</u>

*See accompanying notes to financial statements.*

## Non-Large Cap Domestic Equity Pool

**Statement of Operations - Unaudited**  
**Period Ended January 31, 2011\***  
*(Amounts in thousands)*

	<b>Month</b>	<b>Year To Date</b>
<b>Investment income</b>		
Dividends	\$ 494	\$ 4,969
Securities lending	20	150
Shareholder litigation proceeds	7	37
Commission recapture	11	21
Other income	-	708
	532	5,885
<b>Expenses</b>		
Investment advisor fees	(103)	(929)
Trustee fees	(1)	(2)
Custodian bank fees	(2)	(15)
Management fees	(21)	(111)
Fiduciary bond fees	-	(1)
Professional service fees	(3)	(18)
Securities lending agent fees	(6)	(26)
Securities lending borrower rebates	10	(18)
	(126)	(1,120)
	<b>Investment income, net</b>	<b>4,765</b>
<b>Realized and unrealized gain from investments</b>		
Net realized gain from investments	6,850	28,318
Net increase in the fair value of investments	7,182	112,734
	14,032	141,052
	<b>Net gain from investments</b>	<b>141,052</b>
	<b>Net increase in net assets from operations</b>	<b>145,817</b>
	<b>\$ 14,438</b>	<b>\$ 145,817</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.*

## Non-Large Cap Domestic Equity Pool

**Statement of Changes in Net Assets - Unaudited**  
**Period Ended January 31, 2011\***  
*(Amounts in thousands, except unit data)*

	<b>Month</b>	<b>Year To Date</b>
<b>Operations</b>		
Investment income, net	\$ 406	\$ 4,765
Net realized gain from investments	6,850	28,318
Net increase in the fair value of investments	7,182	112,734
<b>Net increase in net assets from operations</b>	14,438	145,817
<b>Unit transactions</b>		
Proceeds from sale of units	-	238,350
Amount paid for repurchase of units	(15,504)	(61,091)
<b>Net increase (decrease) in net assets from unit transactions</b>	(15,504)	177,259
<b>Increase (decrease) in net assets</b>	(1,066)	323,076
<b>Net assets, beginning of period</b>	681,688	357,546
<b>Net assets, end of period</b>	\$ 680,622	\$ 680,622
<b>Unit data</b>		
Units sold	-	16,521,776
Units repurchased	(950,527)	(4,378,809)
<b>Net increase (decrease) in units</b>	(950,527)	12,142,967

*\*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

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## Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

### NOTE 1. DESCRIPTION OF THE ENTITY

The West Virginia Investment Management Board (IMB) was organized on April 25, 1997, as a public body corporate 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 in equity securities are carried at fair value, which is determined by a third party pricing service based on quoted market prices. The investment in the Dreyfus Cash Management Institutional Fund, a regulated investment company money market mutual fund, is valued at \$1.00 per share. This is a reasonable estimate of the fair value and is the basis for current transactions. 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.

# Non-Large Cap Domestic Equity Pool

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## Notes to Financial Statements - Unaudited

*(Amounts in thousands, except share data)*

### 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 and is reported on the Statement of Assets and Liabilities. Securities loaned remain on the Statement of Assets and Liabilities and Schedule of Investments in Securities. 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 as net increase or decrease in the fair value of investments.

**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.

**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

ASC 820 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. 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).

ASC 820 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 ASC 820 are:

# Non-Large Cap Domestic Equity Pool

## Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

### 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 ASC 820 fair value hierarchy levels as of January 31, 2011:

	Level 1	Level 2	Level 3	Total
Equity Securities	\$ 674,296	\$ -	\$ -	\$ 674,296
Regulated Investment Companies	-	8,197	-	8,197
Securities Lending Collateral Funds	-	84,863	-	84,863
Total	<u>\$ 674,296</u>	<u>\$ 93,060</u>	<u>\$ -</u>	<u>\$ 767,356</u>

### NOTE 4. SECURITIES LENDING

At January 31, 2011, the fair value of securities on loan is \$90,406, initial collateral received is \$92,618, and the fair value of collateral held is \$90,327. Of the collateral held, \$87,044 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) with a fair value of \$84,863.

In early November 2008, the IMB was notified that certain securities issued by Sigma Finance, Inc. (Sigma) were transferred from the 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 \$10,974 as calculated by the IMB's proportionate interest in the 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. On October 1, 2008, the reserve recorded for the Pool was \$2,247. At January 31, 2011, the balance in the reserve account is \$2,131.

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, 2011, the accumulated undistributed securities lending income is \$999.

# Non-Large Cap Domestic Equity Pool

## Notes to Financial Statements - Unaudited

*(Amounts in thousands, except share data)*

### NOTE 5. FINANCIAL HIGHLIGHTS

<b>Per Unit Operating Performance:</b>	
Net asset value at June 30, 2010	\$ 12.46
Income from investment operations:	
Net investment income	0.14
Net realized and unrealized gain on investment transactions	4.06
Total from investment operations	4.20
Net asset value at January 31, 2011	\$ 16.66
<b>Time-weighted Total Return *</b>	33.8%
<b>Supplemental Data:</b>	
Net assets, end of period	\$ 680,622
Ratio to average net assets:	
Expenses **	0.39%
Net investment income **	1.71%
Portfolio turnover rate	44.76%

\* 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, 2011.

<u>Participant</u>	<u>Account Value</u>
Teachers' Retirement System	\$ 293,073
Public Employees' Retirement System	266,624
State Police Death, Disability and Retirement Fund	28,763
Workers' Compensation Old Fund	23,469
Retiree Health Benefit Trust	18,944
Revenue Shortfall Reserve Fund B	7,917
Judges' Retirement System	7,488
Deputy Sheriff's Retirement System	6,765
Coal Workers' Pneumoconiosis Fund	6,734
Prepaid Tuition Trust Fund	6,435
State Police Retirement System	4,033
Board of Risk and Insurance Management	3,382
Wildlife Endowment Fund	2,481
Public Employees' Insurance Agency	2,229
Emergency Medical Services Retirement System	1,821
Workers' Compensation Uninsured Employers Fund	236
Workers' Compensation Self-insured Employers Fund	228
Total	\$ 680,622





**Financial Statements - Unaudited**

**January 31, 2011**



# International Qualified Pool

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## **Financial Statements - Unaudited January 31, 2011**

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# International Qualified Pool

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## Statement of Assets and Liabilities - Unaudited

January 31, 2011

(Amounts in thousands, except unit data)

### Assets

Investment securities at fair value	\$	846,307
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### Liabilities

Accrued expenses		<u>427</u>
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<b>Net assets</b>	<b>\$</b>	<b><u>845,880</u></b>
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### Analysis of net assets

Paid-in capital	\$	379,346
Accumulated undistributed net investment loss		(25,209)
Accumulated undistributed net realized gain from investments		22,624
Unrealized net appreciation of investments		<u>469,119</u>

<b>Net assets</b>	<b>\$</b>	<b><u>845,880</u></b>
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### Unit data

Units outstanding		20,615,069
Net asset value, unit price	\$	<u>41.03</u>

See accompanying notes to financial statements.

## International Qualified Pool

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### Schedule of Investments in Securities - Unaudited

January 31, 2011

(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	12,246,861	\$ 377,188	\$ 846,307
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.			
No underlying investments exceed 5% of net assets of the International Qualified Pool.			
Total Investments in Other Funds - 100.1%		<u>\$ 377,188</u>	<u>\$ 846,307</u>

See accompanying notes to financial statements.

## International Qualified Pool

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**Statement of Operations - Unaudited**  
**Period Ended January 31, 2011\***  
*(Amounts in thousands)*

	<u>Month</u>	<u>Year To Date</u>
<b>Investment income</b>	\$ -	\$ -
<b>Expenses</b>		
Investment advisor fees	(366)	(2,381)
Trustee fees	(1)	(3)
Management fees	(27)	(180)
Fiduciary bond fees	-	(2)
Professional service fees	(4)	(29)
	<u>(398)</u>	<u>(2,595)</u>
<b>Total expenses</b>	<u>(398)</u>	<u>(2,595)</u>
<b>Investment loss, net</b>	(398)	(2,595)
<b>Realized and unrealized gain from investments</b>		
Net realized gain from investments	195	1,169
Net increase in the fair value of investments	18,157	151,744
	<u>18,352</u>	<u>152,913</u>
<b>Net gain from investments</b>	<u>18,352</u>	<u>152,913</u>
<b>Net increase in net assets from operations</b>	<u>\$ 17,954</u>	<u>\$ 150,318</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, 2011\***  
*(Amounts in thousands, except unit data)*

	<b>Month</b>	<b>Year To Date</b>
<b>Operations</b>		
Investment loss, net	\$ (398)	\$ (2,595)
Net realized gain from investments	195	1,169
Net increase in the fair value of investments	18,157	151,744
<b>Net increase in net assets from operations</b>	17,954	150,318
<b>Unit transactions</b>		
Proceeds from sale of units	1,758	5,038
Amount paid for repurchase of units	(1,727)	(4,858)
<b>Net increase in net assets from unit transactions</b>	31	180
<b>Increase in net assets</b>	17,985	150,498
<b>Net assets, beginning of period</b>	827,895	695,382
<b>Net assets, end of period</b>	\$ 845,880	\$ 845,880
<b>Unit data</b>		
Units sold	43,765	135,738
Units repurchased	(42,996)	(130,891)
<b>Net increase in units</b>	769	4,847

*\*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, 2011\***  
*(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	\$ 17,954	\$ 150,318
Adjustments to reconcile net increase in net assets from operations to net cash used in operating activities:		
Proceeds from disposition of investment securities	359	2,318
Net realized gain from investments	(195)	(1,169)
Increase in accrued expenses	8	97
Net increase in the fair value of investments	(18,157)	(151,744)
<b>Net cash used in operating activities</b>	<b>(31)</b>	<b>(180)</b>
<b>Cash flows from financing activities</b>		
Proceeds from units sold	1,758	5,038
Amount paid for repurchase of units	(1,727)	(4,858)
<b>Net cash provided by financing activities</b>	<b>31</b>	<b>180</b>
<b>Net change in cash</b>	<b>-</b>	<b>-</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

(Amounts in thousands, except share data)

### NOTE 1. DESCRIPTION OF THE ENTITY

The West Virginia Investment Management Board (IMB) was organized on April 25, 1997, as a public body corporate 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 net asset values of the individual funds, provided by the fund's management, as a practical expedient for measuring fair value.

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

# International Qualified Pool

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## Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

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

**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.

**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

ASC 820 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. 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).

ASC 820 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 ASC 820 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 ASC 820 fair value hierarchy levels as of January 31, 2011:

	Level 1	Level 2	Level 3	Total
Investments in Other Funds	\$ -	\$ 846,307	\$ -	\$ 846,307

# International Qualified Pool

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## Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

### NOTE 4. FINANCIAL HIGHLIGHTS

#### Per Unit Operating Performance:

Net asset value at June 30, 2010	\$	33.74
Income from investment operations:		
Net investment loss		(0.13)
Net realized and unrealized gain on investment transactions		7.42
Total from investment operations		7.29
Net asset value at January 31, 2011	\$	41.03

**Time-weighted Total Return \*** 21.6%

#### Supplemental Data:

Net assets, end of period	\$	845,880
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, 2011.

<u>Participant</u>	<u>Account Value</u>
Teachers' Retirement System	\$ 405,786
Public Employees' Retirement System	371,276
State Police Death, Disability and Retirement Fund	40,470
Judges' Retirement System	10,541
Deputy Sheriff's Retirement System	9,539
State Police Retirement System	5,685
Emergency Medical Services Retirement System	2,583
Total	\$ 845,880



**Financial Statements - Unaudited**

**January 31, 2011**



# International Nonqualified Pool

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## **Financial Statements - Unaudited January 31, 2011**

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# International Nonqualified Pool

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## Statement of Assets and Liabilities - Unaudited

January 31, 2011

(Amounts in thousands, except unit data)

### Assets

Investment securities at fair value	\$	65,378
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### Liabilities

Accrued expenses		<u>4</u>
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<b>Net assets</b>	<b>\$</b>	<b><u>65,374</u></b>
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### Net assets

Paid-in capital	\$	13,645
Accumulated undistributed net investment loss		(3,280)
Accumulated undistributed net realized gain from investments		27,734
Unrealized net appreciation of investments		<u>27,275</u>

<b>Net assets</b>	<b>\$</b>	<b><u>65,374</u></b>
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### Unit data

Units outstanding		1,708,361
Net asset value, unit price	\$	<u>38.27</u>

See accompanying notes to financial statements.



# International Nonqualified Pool

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## Schedule of Investments in Securities - Unaudited

January 31, 2011

(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 Trust	897,702	\$ 38,103	\$ 65,378
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.			
No underlying investments exceed 5% of net assets of the International Nonqualified Pool.			
Total Investments in Other Funds - 100.0%		<u>\$ 38,103</u>	<u>\$ 65,378</u>

See accompanying notes to financial statements.

# International Nonqualified Pool

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**Statement of Operations - Unaudited**  
**Period Ended January 31, 2011\***  
*(Amounts in thousands)*

	<u>Month</u>	<u>Year To Date</u>
<b>Investment income</b>	\$ -	\$ -
<b>Expenses</b>		
Investment advisor fees	(40)	(266)
Management fees	(2)	(14)
Professional service fees	(1)	(3)
	<u>(43)</u>	<u>(283)</u>
<b>Total expenses</b>	<u>(43)</u>	<u>(283)</u>
<b>Investment loss, net</b>	(43)	(283)
<b>Realized and unrealized gain from investments</b>		
Net realized gain from investments	17	98
Net increase in the fair value of investments	1,403	11,750
	<u>1,420</u>	<u>11,848</u>
<b>Net gain from investments</b>	<u>1,420</u>	<u>11,848</u>
<b>Net increase in net assets from operations</b>	<u>\$ 1,377</u>	<u>\$ 11,565</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, 2011\*

*(Amounts in thousands, except unit data)*

	Month	Year To Date
<b>Operations</b>		
Investment loss, net	\$ (43)	\$ (283)
Net realized gain from investments	17	98
Net increase in the fair value of investments	1,403	11,750
<b>Net increase in net assets from operations</b>	1,377	11,565
<b>Unit transactions</b>		
Proceeds from sale of units	199	9,956
Amount paid for repurchase of units	(197)	(9,942)
<b>Net increase in net assets from unit transactions</b>	2	14
<b>Increase in net assets</b>	1,379	11,579
<b>Net assets, beginning of period</b>	63,995	53,795
<b>Net assets, end of period</b>	\$ 65,374	\$ 65,374
<b>Unit data</b>		
Units sold	5,322	278,729
Units repurchased	(5,258)	(278,327)
<b>Net increase in units</b>	64	402

*\*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, 2011\* (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	\$ 1,377	\$ 11,565
Adjustments to reconcile net increase in net assets from operations to net cash used in operating activities:		
Proceeds from disposition of investment securities	41	267
Net realized gain from investments	(17)	(98)
Increase in accrued expenses	-	2
Net increase in the fair value of investments	(1,403)	(11,750)
<b>Net cash used in operating activities</b>	<b>(2)</b>	<b>(14)</b>
<b>Cash flows from financing activities</b>		
Proceeds from sale of units	199	9,956
Amount paid for repurchase of units	(197)	(9,942)
<b>Cash provided by financing activities</b>	<b>2</b>	<b>14</b>
<b>Net change in cash</b>	<b>-</b>	<b>-</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 Nonqualified Pool

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## Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

### NOTE 1. DESCRIPTION OF THE ENTITY

The West Virginia Investment Management Board (IMB) was organized on April 25, 1997, as a public body corporate 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 net asset values of the individual funds, provided by the fund's management, as a practical expedient for measuring fair value.

**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

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## Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

### 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.

**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

ASC 820 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. 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).

ASC 820 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 ASC 820 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 ASC 820 fair value hierarchy levels as of January 31, 2011:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Investments in Other Funds	<u>\$ -</u>	<u>\$ 65,378</u>	<u>\$ -</u>	<u>\$ 65,378</u>

# International Nonqualified Pool

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## Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

### NOTE 4. FINANCIAL HIGHLIGHTS

#### Per Unit Operating Performance:

Net asset value at June 30, 2010	\$	31.50
Income from investment operations:		
Net investment loss		(0.17)
Net realized and unrealized gain on investment transactions		6.94
Total from investment operations		6.77
Net asset value at January 31, 2011	\$	38.27

**Time-weighted Total Return \*** 21.5%

#### Supplemental Data:

Net assets, end of period	\$	65,374
Ratio to average net assets:		
Expenses **		0.81%
Net investment income **		-0.81%
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, 2011.

<u>Participant</u>	<u>Account Value</u>
Workers' Compensation Old Fund	\$ 17,925
Revenue Shortfall Reserve Fund B	10,762
Retiree Health Benefit Trust	10,207
Coal Workers' Pneumoconiosis Fund	9,512
Prepaid Tuition Trust Fund	5,223
Board of Risk and Insurance Management	4,591
Wildlife Endowment Fund	3,489
Public Employees' Insurance Agency	3,031
Workers' Compensation Uninsured Employers Fund	321
Workers' Compensation Self-insured Employers Fund	313
Total	\$ 65,374





**Financial Statements - Unaudited**

**January 31, 2011**



# International Equity Pool

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## **Financial Statements - Unaudited January 31, 2011**

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# International Equity Pool

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## Statement of Assets and Liabilities - Unaudited

January 31, 2011

(Amounts in thousands, except unit data)

### Assets

Investment securities at fair value	\$	1,851,746
Cash		14
Cash denominated in foreign currencies (cost \$11,613)		11,626
Collateral for securities loaned at fair value (Note 4)		125,819
Receivables:		
Investments sold		17,011
Dividends		4,869
Securities lending income		49
Foreign tax withholding		846
Unrealized gain on futures contracts (Note 5)		4
Unrealized gain on foreign currency exchange contracts (Note 6)		24

**Total assets** 2,012,008

### Liabilities

Accrued expenses		2,016
Payable for investments purchased		1,236
Payable upon return of securities loaned (Note 4)		129,200
Unrealized loss on foreign currency exchange contracts (Note 6)		82

**Total liabilities** 132,534

**Net assets** \$ 1,879,474

### Analysis of net assets

Paid-in capital	\$	1,010,308
Accumulated undistributed net investment income		234,748
Accumulated undistributed net realized gain from investments		293,845
Accumulated undistributed net realized gain from foreign currency transactions		69,085
Unrealized net appreciation of investments		216,545
Unrealized net appreciation on translation of assets and liabilities in foreign currencies		54,943

**Net assets** \$ 1,879,474

### Unit data

Units outstanding		82,643,419
Net asset value, unit price	\$	<u>22.74</u>

See accompanying notes to financial statements.

# International Equity Pool

## Schedule of Investments in Securities - Unaudited January 31, 2011

(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	282,899	\$ 1,534	\$ 3,366
Nortel Inversora SA	123,040	2,538	3,999
<i>Total Argentina - 0.4%</i>		4,072	7,365
<i>Australia</i>			
BlueScope Steel Ltd	1,549,600	4,967	3,275
Caltex Australia Ltd	415,600	4,159	5,569
Downer EDI Ltd	733,200	2,478	2,814
DUET Group	1,031,373	1,409	1,712
Goodman Fielder Ltd	2,216,200	3,417	2,784
John Fairfax Holdings Ltd	1,533,841	2,280	2,064
Macquarie Group Ltd	102,100	3,547	4,135
Medusa Mining Ltd	276,613	1,804	1,837
Metcash Ltd	1,012,200	3,838	4,238
Mount Gibson Iron Limited	890,136	1,536	1,873
OneSteel Ltd	1,796,400	4,426	4,872
Paladin Resources Ltd	463,523	1,853	2,260
Sigma Pharmaceuticals Ltd	3,474,289	3,460	1,541
Southern Cross Media Group	285,367	940	543
Tabcorp Holdings Ltd	712,444	3,960	4,937
Telstra Corporation Ltd	1,738,800	5,111	4,854
Wotif.com Holdings Ltd	380,135	1,613	1,607
<i>Total Australia - 2.7%</i>		50,798	50,915
<i>Austria</i>			
OMV AG	112,800	4,701	5,011
Voestalpine AG	92,700	3,772	4,165
<i>Total Austria - 0.5%</i>		8,473	9,176
<i>Belgium</i>			
Barco NV	22,300	1,603	1,559
Bekaert NV	19,392	973	1,946
Delhaize Le Lion SA	65,100	4,658	5,144
D'leteren SA NV	29,734	1,431	1,788
KBC Groep NV	113,900	5,008	4,568
Tessenderlo Chemie NV	65,300	2,990	2,341
<i>Total Belgium - 0.9%</i>		16,663	17,346
<i>Bermuda</i>			
China Green Holdings Ltd	567,000	561	556
China Yuchai International Ltd	95,657	1,694	2,717
China Yurun Food Group Ltd	57,000	161	184
Cosco Pacific Ltd	6,000	8	11
Credicorp Ltd	1,957	180	204
GOME Electrical Appliances	300,000	90	113
Hiscox Ltd	526,100	2,407	3,170
Huabao International Holdings	44,000	51	65
Man Wah Holdings Limited	93,895	157	148
Nine Dragons Paper Holdings	26,000	43	37
Sinofert Holdings Ltd	149,000	70	83
Stolt-Nielsen Ltd	96,500	-	2,214
Yue Yuen Industrial Holdings	1,489,000	2,841	5,128
<i>Total Bermuda - 0.8%</i>		8,263	14,630
<i>Brazil</i>			
AES Tiete SA	8,000	93	112
All America Latina Logistica	16,800	-	141
B2W Companhia Global do Varejo	1,524	35	26
Banco Bradesco SA	55,859	928	1,015
Banco do Brasil SA	555,188	7,639	9,874
Banco do Estado do Rio Grande	710,390	5,093	6,962
Banco Santander Brasil SA	725,922	9,405	8,855
BM&F Bovespa SA	56,433	401	393

See accompanying notes to financial statements.

# International Equity Pool

## Schedule of Investments in Securities - Unaudited (continued) January 31, 2011

*(Amounts in thousands, except share data)*

Security Name	Shares	Cost	Fair Value
BR Malls Participacoes	8,582	61	78
Bradespar SA	6,500	133	178
Brascan Residential Properties	5,772	30	26
Brasil Telecom SA	403,110	10,461	7,463
Braskem SA Pref A	4,300	31	54
BRF-Brasil Foods SA	18,900	252	309
Centrais Eletricas Brasileiras	1,473,250	15,851	20,694
CESP-Companhia Energetica	1,770	24	30
Cetrais Elect de Santa Catarina	155,600	4,108	3,626
CIA Paranaense De Energia	293,490	3,658	7,040
Cielo SA	26,497	242	196
Companhia Brasileira de Distri	2,100	69	79
Companhia de Bebidas das Amer	21,735	419	582
Companhia de Concessoes Rodov	5,200	110	143
Companhia de Saneamento	565,832	7,771	13,796
Companhia de Transmissao	2,100	59	64
Companhia Energetica de Minas	11,052	164	181
Companhia Energetica do Ceara	281,750	4,773	4,925
Companhia Siderurgica Nacional	21,900	348	363
Cosan SA Industrial e Comercio	3,364	40	52
CPFL Energia SA	2,700	55	66
Cyrela Brazil Realty SA	5,094	117	97
Duratex SA	7,086	64	68
EDP-Energias do Brasil SA	1,700	32	38
Eletropaulo Metropolitana SA	241,940	-	4,699
Embraer SA	314,810	5,208	10,389
Empresa Brasileira de Aeronaut	15,800	99	128
Fertilizantes Fosfatados SA	6,500	63	74
Fibria Celulose SA	1,846	31	28
Gafisa SA	7,330	54	45
Gerdau SA	18,900	263	241
Gol-Linhas Aereas Inteligentes	2,700	36	38
Hypermarcas SA	7,709	101	91
Inpar SA	2,577,740	4,582	4,976
Itau Unibanco Holding SA	66,700	1,406	1,419
Itausa - Investimentos Itau SA	66,852	437	471
JBS SA	14,131	66	53
Klabin SA	30,900	81	105
Localiza Rent A Car	3,042	40	46
Lojas Americanas SA	6,300	48	50
Lojas Renner SA	4,700	123	136
Marfrig Frigorificos e Comerci	1,148,172	9,337	9,249
Metalurgica Gerdau SA	8,500	147	129
MMX Mineracao e Metalicos	4,431	29	27
MRV Engenharia e Participacoes	4,242	33	36
Multiplan Empreendimentos Imob	1,813	35	35
Natura Cosmeticos SA	7,300	154	186
OGX Petroleo e Gas Participac	37,600	368	387
PDG Realty SA	30,234	151	166
Petroleo Brasileiro SA	1,318,409	28,233	27,373
Porto Seguro SA	3,139	34	49
Redecard SA	310,760	3,456	3,826
Rossi Residencial SA	4,700	41	37
Souza Cruz SA	2,200	88	105
Sul America SA	8,905	75	98
Suzano Papel e Celulose SA	4,850	42	42
Tam SA	2,227	45	49
Tele Norte Leste Participacoes	442,340	6,988	9,593
Telemar Norte Leste SA	1,800	54	54
Tim Participacoes SA	148,780	2,576	5,070
Tractebel Energia SA	3,600	44	56
Ultrapar Participacoes SA	2,900	139	182
Usinas Siderurgicas de Minas	18,100	245	227
Vale SA	276,000	7,341	8,548

*See accompanying notes to financial statements.*

# International Equity Pool

## Schedule of Investments in Securities - Unaudited (continued) January 31, 2011

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Vivo Participacoes SA	235,953	3,439	8,028
<i>Total Brazil - 9.8%</i>		148,198	184,067
<i>Canada</i>			
Alimentation Couche-Tard Inc	327,700	4,643	8,757
ATCO Ltd	11,600	346	680
BCE Inc	153,100	4,266	5,567
Bombardier	603,700	1,956	3,440
Canadian Imperial Bank	79,900	4,731	6,092
Celestica Inc	597,200	3,867	5,893
China Railway Group Ltd	98,000	76	71
Fairfax Financial Holdings Inc	11,100	2,562	4,239
Gnworth MI Canada Inc	48,100	1,325	1,267
Laurentian Bank of Canada	83,174	2,496	4,415
Lundin Mining Corporation	798,300	2,844	5,722
Manitoba Telecom Services	120,600	4,695	3,722
Metro Inc	114,900	4,758	4,968
National Bank of Canada	153,700	6,813	10,727
Teck Corporation	187,800	6,177	11,387
Transcontinental Inc	239,200	3,637	4,073
<i>Total Canada - 4.3%</i>		55,192	81,020
<i>Cayman Islands</i>			
Agile Property Holdings Ltd	38,000	48	56
Alibaba.com Ltd	6,400	14	13
Belle International Holdings	121,500	163	208
China Dongxiang Group	76,300	47	33
China High Speed Transmission	32,700	70	51
China Mengniu Dairy Co	29,000	85	81
China Resources Land Ltd	58,000	126	105
China Shineway Pharmaceutical	30,000	78	76
China Zhongwang Holdings	122,800	107	59
Country Garden Holdings Co	113,446	39	42
CST Mining Group Ltd	49,736,000	1,496	1,455
Daphne International Holdings	1,894,000	1,787	1,822
Geely Automobile Holdings Ltd	360,000	141	169
Golden Eagle Retail Group	19,000	42	52
Greentown China Holdings	51,100	64	58
Hengan International Group	22,000	166	165
Hidili Industry International	73,900	69	63
Kingboard Chemical Holdings	419,500	1,941	2,389
Kingboard Laminates Holding	3,250,500	2,844	3,219
KWG Property Holding Ltd	107,000	76	80
Lee & Man Paper Manufacturing	42,000	33	29
Longfor Properties	35,500	41	53
New World Department Store	2,044,000	1,951	1,571
Renhe Commercial Holdings	626,000	128	104
Ruinian International Ltd	2,349,611	2,071	1,926
Semiconductor Manufacturing	1,474,000	138	115
Shimae Property Holdings	16,000	28	24
Shui On Land Ltd	228,892	117	110
Soho China Ltd	56,500	35	45
VST Holdings Limited	4,214,000	1,455	1,535
Want Want China Holdings Ltd	170,200	128	141
Xinao Gas Holdings Ltd	4,000	11	12
<i>Total Cayman Islands - 0.8%</i>		15,539	15,861
<i>Chile</i>			
Banco Santander Chile	1,294	87	110
Cencosud SA	3,667	213	371
Compania Cerveceras Unidas SA	3,008	113	163
Empresa Nacional de Electricidad	3,124	152	163
Enersis SA	7,516	149	156
Lan Airlines SA	3,851	57	108
Sociedad Quimica Minera Chile	2,570	102	137

See accompanying notes to financial statements.

# International Equity Pool

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

January 31, 2011

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Vina Concha Y Toro	4,519	211	209
<i>Total Chile - 0.1%</i>		1,084	1,417
<i>China</i>			
Agricultural Bank of China	488,500	228	241
Anhui Conch Cement Co Ltd	26,000	92	120
Bank of China Ltd	21,434,600	7,420	11,136
Bank of Communications	190,849	211	182
BBMG Corporation	23,500	27	32
Beijing Capital Intl Airport	48,000	28	26
China Bluechemical Ltd	118,000	67	97
China CITIC Bank	258,700	172	169
China Coal Energy Co	100,062	145	146
China Communication Services	48,000	26	29
China Communications Construct	152,600	155	123
China Construction Bank Corp	1,616,100	1,283	1,420
China Cosco Holdings Company	57,700	69	62
China Life Insurance Co	217,000	942	843
China Longyuan Power Group	93,230	106	84
China Minsheng Banking Corp	111,123	100	94
China National Bldg Material	40,000	85	100
China Pacific Insurance Group	25,600	104	101
China Railway Construction Ltd	52,000	69	64
China Shipping Container Lines	91,000	33	42
China Shipping Development Co	36,000	51	44
China South Locomotive	54,000	39	78
China Telecom Corp Ltd	400,000	194	238
Dongfang Electric Corp Ltd	10,000	34	42
Dongfeng Motor Group Company	78,000	107	138
Great Wall Motor Company Ltd	6,372,500	4,712	10,038
Guangzhou Automobile Group Co	42,116	48	54
Guangzhou R&F Properties Corp	78,400	130	115
Huaneng Power International	84,000	53	47
Industrial & Comm Bnk of China	1,698,000	1,278	1,263
Jiangsu Expressway Co Ltd	32,000	30	34
Metallurgical Corp of China	64,600	37	29
PetroChina Co Ltd	614,000	707	852
PICC Property & Casualty Co	82,000	79	102
Ping An Insurance Co	50,000	448	495
Shandong Weigao Gp Med Polymer	20,000	44	52
Shanghai Electric Group Co	78,000	38	47
Sichuan Xinhua Winshare	6,391,000	1,553	3,796
Sinopec Shanghai Petrochemical	192,000	77	117
Sinopharm Medicine Holding Co	1,300	5	5
Sinotrans Ltd	35,607,000	6,371	9,592
Tsingtao Brewery Company Ltd	24,000	105	110
Weichai Power Co Ltd	4,000	15	27
Wumart Stores Inc	14,000	30	29
Yanzhou Coal Mining Company	1,366,000	2,866	3,951
Zijin Mining Croup	78,000	69	62
ZTE Corporation	18,700	71	74
<i>Total China - 2.5%</i>		30,553	46,542
<i>Colombia</i>			
Bancolombia SA	5,179	266	303
Ecopetrol SA	8,129	228	347
<i>Total Colombia - 0.0%</i>		494	650
<i>Czech Republic</i>			
CEZ	4,644	221	219
Komerční Banka AS	431	85	103
Telefonica O2 Czech Republic	575,363	13,342	13,144
<i>Total Czech Republic - 0.7%</i>		13,648	13,466

See accompanying notes to financial statements.



# International Equity Pool

## Schedule of Investments in Securities - Unaudited (continued) January 31, 2011

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
<i>Denmark</i>			
D/S Norden A/S	40,592	1,654	1,379
Danisco A/S	144,600	3,042	3,882
Danske Bank A/S	118,541	2,541	2,479
SimCorp A/S	11,569	1,354	1,766
<i>Total Denmark - 0.5%</i>		8,591	9,506
<i>Egypt</i>			
Commercial International Bank	17,942	113	112
Egyptian Company for Mobile Sv	1,187	42	27
Egyptian Financial Group-Herme	6,738	36	30
Egyptian Kuwaiti Holding Co	16,539	31	21
EiSwedy Cables Holding Company	3,406	34	27
Ezz Steel	15,876	61	43
Orascom Construction Industrie	2,732	121	106
Orascom Telecom Holdings	159,711	192	99
Talaat Moustafa Group	24,363	32	27
Telecom Egypt	8,917	28	24
<i>Total Egypt - 0.0%</i>		690	516
<i>Finland</i>			
Huhtamaki	224,400	2,469	3,255
Outokumpu Technology	42,521	2,003	2,390
TietoEnator Oyj	171,000	4,238	3,606
<i>Total Finland - 0.5%</i>		8,710	9,251
<i>France</i>			
Axa	259,700	7,310	5,505
BNP Paribas	111,600	8,205	8,354
Bull SA	340,097	873	1,501
Casino Guichard Perrachon SA	52,000	3,859	5,088
Credit Agricole SA	487,100	7,161	7,206
France Telecom SA	210,000	6,791	4,594
Medica	89,495	1,652	1,730
Neopost SA	15,328	1,209	1,389
Rallye SA	35,300	2,308	1,599
Rhodia SA	90,851	1,875	2,713
Sanofi-Synthelabo SA	198,200	13,337	13,553
SCOR SE	152,600	3,648	4,229
SEB SA	7,368	712	733
Stallergenes	21,363	1,704	1,724
Total SA	232,600	14,724	13,622
Valeo SA	39,573	1,725	2,319
Virbac SA	14,029	1,089	2,180
Vivendi Universal	284,900	9,739	8,177
Wendel	18,610	1,835	1,860
<i>Total France - 4.7%</i>		89,756	88,076
<i>Germany</i>			
Allianz AG	67,400	9,038	9,395
BASF AG	118,600	5,065	9,174
Bijou Brigitte Accessoires AG	5,307	564	757
Deutsche Bank AG	81,700	7,346	4,850
E.On AG	204,500	6,200	6,842
Fuchs Petrolub AG	20,525	1,305	2,822
GEA Group AG	94,974	2,047	2,717
Krones AG	25,330	1,231	1,654
Muenchener Rueckversicherungs	51,800	8,810	8,139
Pfeiffer Vacuum Technology AG	18,462	1,014	2,140
RWE AG	83,300	6,579	6,028
SGL Carbon AG	52,405	1,723	1,983
Symrise AG	80,937	1,968	2,286
ThyssenKrupp AG	146,200	3,770	5,943
Tognum AG	79,802	1,762	2,021
TUI AG	280,811	2,815	3,873

See accompanying notes to financial statements.

# International Equity Pool

## Schedule of Investments in Securities - Unaudited (continued) January 31, 2011

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Wirecard AG	148,955	2,046	2,380
<i>Total Germany - 3.9%</i>		63,283	73,004
<i>Greece</i>			
Alapis Holding Ind & Commer	232,387	1,132	169
Alpha Bank AE	91,300	2,833	536
Hellenic Petroleum SA	67,538	941	645
<i>Total Greece - 0.1%</i>		4,906	1,350
<i>Hong Kong</i>			
Air China Ltd	49,100	45	51
Aluminum Corp of China	142,000	140	139
Angang New Steel Company	30,000	51	44
Anta Sports Products Ltd	24,600	44	39
Beijing Enterprises Holdings	16,500	105	97
BYD Company Ltd	16,000	129	78
BYD Electronics International	385,500	258	257
Chaoda Modern Agricultures Ltd	22,970,000	16,375	16,382
China Agri-Industries Holdings	45,000	52	48
China Everbright Ltd	24,000	56	50
China Merchants Bank	113,203	275	267
China Merchants Holdings Intl	39,546	135	172
China Mobile (Hong Kong) Ltd	176,000	1,740	1,729
China Oilfield Services Ltd	44,000	51	85
China Overseas Land & Invstmnt	118,000	254	223
China Pet & Chem Cor (Sinopec)	9,144,000	7,615	10,076
China Resources Enterprise Ltd	54,000	193	212
China Resources Power	6,010,500	10,850	10,516
China Shenhua Energy Company	98,500	415	400
China Taiping Insurance	17,200	56	48
China Travel International	70,000	16	15
China Unicom (Hong Kong) Ltd	170,000	233	281
Citic Pacific Ltd	2,000	5	5
CNOOC Ltd	522,000	829	1,152
Datang Intl Power Generation	256,000	119	89
Dickson Concepts Ltd	1,628,500	1,191	1,270
Erste Group Bank AG	311,440	12,964	15,628
First Pacific Company Ltd	24,369,732	9,912	21,101
Fosun International	42,900	31	34
Fountain Set (Holdings) Ltd	6,140,000	1,501	1,158
Franshion Properties China Ltd	97,500	29	28
Fushan Intl Energy Group Ltd	82,000	55	56
Guangdong Investment Ltd	66,000	34	34
Hopson Development Holdings	54,000	80	61
Jiangxi Copper Company Ltd	40,000	91	128
Kingboard Chemical Holdings	3,200	-	3
Kunlun Energy Co Ltd	70,000	78	102
Lenovo Grp Ltd	132,000	75	77
Li Ning Company	19,000	59	36
Maanshan Iron & Steel Company	44,000	26	24
Minth Group Ltd	1,167,000	1,731	1,766
Parkson Retail Group Ltd	35,000	58	60
Poly (Hong Kong) Investments	55,000	64	51
Shanghai Industrial Holdings	5,000	24	20
Sino-Ocean Holdings Ltd	85,500	71	57
Sinotruk Hong Kong Ltd	56,000	61	52
Skworth Digital Holdings Ltd	188,236	155	117
Tencent Holdings Ltd	29,400	541	762
Tingyi Holding Corporation	66,000	157	161
Varitronix International Ltd	783,000	784	395
Weiqiao Textile Company Ltd	13,096,000	16,742	12,213
Zhejiang Expressway Company	38,000	34	35
<i>Total Hong Kong - 5.2%</i>		86,589	97,884

See accompanying notes to financial statements.

# International Equity Pool

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

January 31, 2011

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
<i>Hungary</i>			
Magyar Telekom	4,077,772	18,063	11,076
MOL Hungarian Oil & Gas Nyrt	1,326	124	149
OTP Bank Nyrt	6,844	199	191
Richter Gedeon Nyrt	395	85	84
<i>Total Hungary - 0.6%</i>		18,471	11,500
<i>India</i>			
ACC Ltd	3,407	65	74
Adani Enterprises Limited	6,562	96	81
Aditya Brila Nuvo Limited	2,500	49	41
Ambuja Cements Limited	16,833	47	46
Axix Bank Ltd	5,876	135	160
Bajaj Auto Limited	2,445	75	66
Bharat Heavy Electricals Ltd	3,373	173	163
Bharat Petroleum Corporation	5,624	94	75
Cairn India Ltd	11,456	83	82
Cipla Limited	9,200	62	67
DLF Ltd	5,803	41	28
Dr. Reddy's Laboratories	2,858	61	102
Gail India Ltd	1,930	93	119
GMR Infrastructure	60,547	74	52
HCL Technologies Limited	4,379	38	47
HDFC Bank Ltd	2,244	258	324
Hero Honda Motors Ltd	2,261	93	80
Hindalco Industries Ltd	38,141	141	191
Hindustan Unilever Limited	25,052	147	148
Housing Dev & Infrastructure	16,240	94	46
Housing Development Finance	31,128	426	426
ICICI Bank Ltd	12,876	448	501
Indiabulls Real Estate Ltd	24,898	91	65
Infosys Technologies Ltd	13,301	694	901
Infrastructure Dev Finance Co	26,803	112	86
ITC Limited	64,146	221	227
Jaiprakash Associates Ltd	26,770	74	48
Jindal Steel & Power Limited	10,705	162	155
JSW Steel Limited	2,343	60	46
Kotak Mahindra Bank Limited	7,591	71	64
Larsen & Toubro Ltd	5,914	204	211
Mahindra & Mahindra Ltd	7,415	71	115
Maruti Suzuki India Ltd	1,923	61	52
NTPC Ltd	25,738	113	106
Oil & Natural Gas Corporation	5,517	151	142
Patni Computer Systems Ltd	84,470	1,770	1,692
Piramal Healthcare Ltd	6,096	67	58
Ranbaxy Laboratories Limited	7,100	91	84
Reliance Capital Limited	2,659	45	30
Reliance Communications	14,096	53	38
Reliance Industries Ltd	25,482	875	780
Reliance Infrastructure Ltd	3,067	74	47
Reliance Power Limited	13,625	-	40
Rural Electrification Corp	15,361	110	82
Satyam Computer Services Ltd	7,523	43	20
Sesa Goa Ltd	9,615	75	68
Siemens India Ltd	5,245	78	98
State Bank of India	1,002	94	116
Steel Authority of India Ltd	13,716	55	48
Sterlite Industries (India)	9,539	155	138
Sun Pharmaceutical Industry	8,705	68	83
Suzlon Energy Ltd	50,500	65	54
Tata Consultancy Services	13,603	246	344
Tata Motors Ltd	5,514	73	134
Tata Power Company Ltd	726	21	20
Tata Steel Ltd	7,897	87	107
Unitech Limited	34,649	61	36

See accompanying notes to financial statements.

# International Equity Pool

## Schedule of Investments in Securities - Unaudited (continued) January 31, 2011

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
United Phosphorus Ltd	13,960	56	41
United Spirits Ltd	2,282	71	62
Wipro Ltd	9,138	104	120
Zee Entertainment Enterprises	28,260	87	71
<i>Total India - 0.5%</i>		9,402	9,548
<i>Indonesia</i>			
Adaro Energy	269,000	55	67
Aneka Tambang TBK	263,500	65	63
Astra Agro Lestari TBK	31,000	70	74
Astra International TBK	58,600	261	317
Bank Central Asia TBK	356,500	207	223
Bank Danamon Indonesia TBK	82,000	47	54
Bank Mandiri	211,000	122	139
Bank Negara Indonesia	126,978	39	45
Bank Rakyat Indonesia	320,000	146	171
Bumi Resources TBK	689,400	179	208
Indo Tambangraya Megah PT	11,000	42	56
Indocement Tunggul Prakarsa	41,500	64	62
Indofood Sukses Mak TBK	3,900	2	2
Indosat TBK	107,000	59	58
Intl Nickel Indonesia TBK	196,000	86	100
Perusahaan Gas Negara	456,700	187	213
PT Gudang Garam TBK	16,500	68	68
Semen Gresik (Persero) TBK	63,400	57	54
Tambang Bukit Asam TBK	22,000	37	48
Telekomunikasi Indones TBK	291,400	270	243
Unilever Indonesia TBK	43,000	62	72
United Tractors TBK	36,200	68	85
<i>Total Indonesia - 0.1%</i>		2,193	2,422
<i>Ireland</i>			
C&C Group PLC	417,850	1,638	1,957
Irish Life & Permanent Group	398,100	6,377	468
Total Produce PLC	82,700	92	46
<i>Total Ireland - 0.1%</i>		8,107	2,471
<i>Israel</i>			
Bank Leumi Le-Israel	976,800	3,243	4,403
Bezeq Israeli Telecommunicatio	1,021,570	1,494	2,724
Israel Discount Bank	1,644,552	3,628	3,268
Makhteshim-Agan Industries Ltd	3,947,930	16,787	19,101
Partner Communications Company	472,472	8,118	9,039
Syneron Medical Ltd	330,882	3,454	3,514
<i>Total Israel - 2.2%</i>		36,724	42,049
<i>Italy</i>			
Amplifon SpA	375,100	1,754	1,901
Ansaldo STS SpA	175,743	2,402	2,665
Buzzi Unicem SpA	137,830	1,533	1,737
Davide Campari - Milano SpA	277,655	767	1,776
Enel SpA	1,044,300	5,684	5,909
ENI SpA	424,300	11,514	10,064
Finmeccanica SpA	276,900	4,130	3,745
Iren SpA	1,019,424	1,335	1,775
Pirelli & Company SpA	429,414	2,794	3,285
Prismian SpA	63,329	1,020	1,280
Sorin SPA	795,236	1,601	2,004
<i>Total Italy - 1.9%</i>		34,534	36,141
<i>Japan</i>			
Aeon Delight Company Ltd	95,951	1,630	1,781
Akebono Brake Industry Co Ltd	278,448	1,545	1,815
Astellas Pharma Inc	55,800	1,990	2,135
Century Leasing System Inc	214,200	2,725	3,788

See accompanying notes to financial statements.

# International Equity Pool

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

January 31, 2011

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Circle K Sunkus Company Ltd	111,900	1,592	1,800
DDI Corporation	900	4,328	5,064
Don Quijote Co Ltd	57,650	1,174	1,860
Eizo Nannao Corporation	51,700	1,645	1,262
GEO Corporation	1,800	1,846	2,070
Hanwa Company Ltd	600,000	3,094	2,900
Hitachi Cable Ltd	801,000	2,711	2,112
Hitachi Capital Corporation	67,400	608	1,072
Hitachi High-Technologies Corp	76,800	1,360	1,901
Hitachi Metals Ltd	175,753	1,877	2,070
Hoshizaki Electric Company Ltd	105,696	1,587	2,000
Itochu Corp	499,000	3,527	5,433
Itochu Techno-Science Corp	116,100	3,618	4,050
Izumi Company Ltd	127,600	1,520	1,878
JSR Corporation	177,300	2,837	3,662
JTEKT Corporation	166,224	1,585	2,084
JVC Kenwood Holdings	345,300	1,483	1,505
JX Holdings Inc	958,421	6,146	6,492
Kanto Auto Works Ltd	119,600	1,670	1,069
Keihin Corporation	160,500	1,387	3,671
Keiyo Bank Ltd	312,007	1,518	1,599
Kobayashi Pharmaceutical Co	42,321	1,753	1,984
Konica Corporation	375,000	2,661	3,625
Kyoei Steel Ltd	91,400	1,535	1,311
Kyowa Exeo Corporation	239,500	2,147	2,350
Marubeni Corporation	654,800	2,948	4,931
Matsumotokiyo Holdings Co	167,400	3,080	3,631
Miraca Holdings Inc	160,100	3,438	6,146
Mitsui & Company Ltd	259,600	4,500	4,373
Mizuho Financial Grp Inc	4,206,600	8,886	8,112
Nippon Sheet Glass Co Ltd	652,143	1,425	1,695
Nippon Telegraph & Telephone	188,900	8,428	8,784
NOK Corporation	114,393	1,458	2,307
NTT DoCoMo	5,500	8,422	9,835
Sanken Electric Company	277,778	1,029	1,492
Sankyo Company Ltd	48,400	2,199	2,691
Sapporo Hokuyo Holdings Inc	705,600	3,211	3,428
Sapporo Holdings Ltd	370,341	1,717	1,645
Seiko Epson Corporation	32,900	492	547
Seino Holdings Corporation Ltd	330,000	1,730	2,296
Sumco Corporation	116,500	1,913	1,779
Sumitomo Corporation	885,000	11,914	12,757
Sumitomo Heavy Industries	311,229	1,622	1,987
Sumitomo Mitsui Financial Grp	118,500	3,918	4,038
Sundrug Co Ltd	69,200	1,503	2,015
Takeda Pharmaceutical Co Ltd	111,600	5,019	5,380
THK Co Ltd	113,514	2,216	2,959
Tocalo Co Ltd	84,800	1,517	1,563
Tokai Tokyo Securities Co Ltd	575,000	2,205	2,056
Tokyo Ohka Kogyo Company Ltd	81,500	1,536	1,797
Toshiba Plant Sys & Ser Corp	166,695	2,040	2,444
Toyo Suisan Kaisha Ltd	250,000	5,194	5,343
Toyo Tanso Company Ltd	28,033	1,523	1,536
Tsumura & Company	89,408	2,686	2,818
Yaskawa Electric Corporation	260,635	2,193	2,822
Yodogawa Steel Works Ltd	512,000	2,194	2,268
Yokogawa Electric Corp	253,800	2,036	2,041
Yokohama Rubber Company Ltd	433,000	2,232	2,214
<i>Total Japan - 10.3%</i>		169,523	194,073
<i>Korea</i>			
Amorepacific Corporation	91	70	88
Celltrion Inc	1,580	23	51
Cheil Industris Inc	1,422	85	152
CJ CheilJedang Corp	230	42	39

See accompanying notes to financial statements.

# International Equity Pool

## Schedule of Investments in Securities - Unaudited (continued) January 31, 2011

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Daegu Bank	3,420	45	47
Daelim Industrial Co Ltd	780	51	87
Daewoo International Corp	922	28	31
Daewoo Securities Co Ltd	1,650	30	39
Daewoo Shipbuilding & Marine	740	13	27
Dongbu Insurance Company Ltd	1,150	35	47
Dongkuk Steel Mill Co Ltd	143,270	2,912	4,587
Doosan Corporation	270	28	40
Doosan Heavy Industries	920	57	65
Doosan Infracore Co, Ltd	2,330	37	62
Glovis Company Ltd	310	35	43
GS Engineering & Construction	690	54	73
GS Holdings Corp	1,440	46	107
Halla Climate Control Corp	364,500	3,474	5,754
Hana Financial Group	5,470	168	217
Hanjin Heavy Indus & Const	2,545	55	87
Hankook Tire Company Ltd	2,100	43	52
Hanwha Chemical Corporation	129,250	1,429	4,663
Hanwha Corporation	1,230	44	63
Honam Petrochemical Corp	370	45	119
Hynix Semiconductor Inc	14,530	264	384
Hyosung Corporation	640	44	53
Hyundai Dept Store Co	400	41	47
Hyundai Development Company	1,540	47	51
Hyundai Engineering & Construc	2,560	137	198
Hyundai Heavy Industries Co	1,100	211	476
Hyundai Mipo Dockyard Company	22,000	1,997	4,032
Hyundai Mobis	1,980	319	456
Hyundai Motor Co Ltd	5,540	519	779
Hyundai Motor Company	298,706	12,083	16,463
Hyundai Securities Co Ltd	3,190	40	40
Hyundai Steel Co	1,590	123	197
Industrial Bank of Korea (IBK)	305,700	5,061	4,621
Kaewoo Engineering & Construct	2,980	31	37
Kangwon Land Inc	2,680	45	62
KB Financial Group Inc	281,204	12,291	14,420
KCC Corp	130	39	40
Kia Motors Corporation	6,840	149	334
Korea Electric Power Corp	456,440	13,118	11,561
Korea Exchange Bank	660,670	7,880	6,187
Korea Gas Corporation	1,570	67	59
Korea Investment Holdings Co	1,130	31	51
Korea Life Insurance Co Ltd	5,020	30	35
Korea Zinc Company	15,840	1,773	4,196
Korean Air Lines Co	1,000	54	65
KT Corporation	92,187	4,180	3,437
KT&G Corporation	3,160	181	167
LG Chemical Ltd	4,080	478	713
LG Display Co Ltd	6,710	199	228
LG Electronics Inc	3,690	292	321
LG Household & Health Care Ltd	240	65	87
LG Innotek	290	36	36
LG Telecom Ltd	6,727	46	39
Lotte Chilsung Beverage Co	16,020	14,154	12,658
Lotte Confectionery Co Ltd	1,475	1,583	1,865
Lotte Shopping Company Ltd	320	98	129
LS Cable Ltd	480	42	44
LS Industrial Systems Co	390	31	27
Mirae Asset Securities Co	610	32	27
NCsoft Corporation	240	38	41
NHN Corporation	1,178	185	210
OCI Company Ltd	600	137	203
Pohang Iron & Steel Co Ltd	38,156	15,948	15,449
Pusan Bank	372,410	4,316	4,484
S1 Corporation	440	22	21

See accompanying notes to financial statements.

# International Equity Pool

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

January 31, 2011

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Samsung C&T Corporation	3,610	172	230
Samsung Card Co	1,200	55	59
Samsung Electro Mechanics Co	1,720	164	199
Samsung Electronics Co Ltd	6,939	3,582	5,902
Samsung Engineering Co	880	90	155
Samsung Fire & Marine Ins Co	1,020	187	211
Samsung Heavy Industries	6,080	134	231
Samsung Life Insurance Co	1,900	168	175
Samsung SDI Co Ltd	1,330	170	185
Samsung Securities Co Ltd	860	46	68
Samsung Techwin Company Ltd	1,090	92	91
Seoul Semiconductor Co Ltd	840	31	31
Shinhan Financial Group	113,440	4,422	5,018
Shinsegae Co Ltd	407	197	209
SK Broadband Company Ltd	11,557	53	52
Sk C&C Co Ltd	400	28	36
SK Energy Co Ltd	1,740	184	317
SK Holdings Co Ltd	31,410	2,738	4,650
SK Networks Co Ltd	7,060	67	78
SK Telecom Company Ltd	22,279	3,822	3,268
S-Oil Corporation	1,270	65	126
STX Pan Ocean Co Ltd	6,860	68	66
Tong Yang Securities Inc	5,340	54	43
Woongjin Coway Co Ltd	1,370	48	43
Woori Finance Holdings Co	8,460	109	107
Worri Investment & Securities	2,340	36	45
Yuhan Corporation	575	80	77
<i>Total Korea - 7.6%</i>		124,168	143,242
<i>Malaysia</i>			
AirAsia Berhad	82,100	36	74
Alliance Financial Group	24,000	23	25
AMMB Holdings Berhad	45,800	70	99
Axiata Group Berhad	69,000	78	108
Berjaya Corp Berhad	111,300	46	40
Berjaya Retail Bhd	8,130	-	1
Berjaya Sports Toto Berhad	19,600	25	27
British American Tobacco Malay	3,500	47	54
Bursa Malaysia Berhad	9,300	21	25
Commerce Asset Hldg Berhad	116,800	241	320
Digi.com Berhad	3,600	25	30
Gamuda Berhad	44,700	46	56
Genting Berhad	64,100	150	223
Genting Malaysia Berhad	71,200	63	77
Genting Plantations Berhad	18,100	37	50
Hong Leong Bank Berhad	12,800	32	39
Hong Leong Financial Group	6,100	16	17
IJM Corporation Berhad	29,800	42	64
IOI Corporation Berhad	95,986	150	180
Kuala Lumpur Kepong Berhad	13,500	62	94
Lafarge Malayan Cement Berhad	8,700	19	22
Malayan Banking Berhad	100,683	218	286
Malaysian Airline Berhad	66,300	44	44
Maxis Berhad	67,600	113	118
MISC Berhad	3,120	8	8
MMC Corporation Berhad	59,000	44	55
Parkson Holdings Berhad	11,642	20	21
Petronas Dagangan Berhad	19,700	57	78
Petronas Gas Berhad	13,600	41	50
Plus Expressways Berhad	41,600	44	59
PPB Group Berhad	11,600	55	65
Proton Holdings Berhad	1,654,500	2,423	2,281
Public Bank Berhad	30,720	104	134
RHB Capital Berhad	929,600	1,908	2,566
Sime Darby Berhad	78,000	200	234

See accompanying notes to financial statements.

# International Equity Pool

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

**January 31, 2011**

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
SP Setia Berhad	44,600	52	94
Telekom Malaysia Berhad	31,300	30	38
Tenage Nasional Berhad	70,250	144	141
UMW Holdings Berhad	16,600	32	39
YTL Corporation Berhad	18,200	40	48
YTL Power International Berhad	59,700	40	46
<i>Total Malaysia - 0.4%</i>		6,846	8,030
<i>Mexico</i>			
Alfa SA A Shares	741,700	4,408	8,057
America Movil SAB de CV	592,601	1,331	1,683
Cemex SAB de CV	2,294,097	16,626	19,440
Coca-Cola Femsa SAB de CV	7,500	48	59
Desarrolladora Homex SA	17,200	92	87
Fomento Economico Mexicano SA	62,700	291	332
Gruma SA	192,890	285	418
Grupo Aeroportuario del Pacifi	13,100	40	51
Grupo Bimbo SAB de CV	3,900	26	33
Grupo Carso SAB de CV	14,594	54	42
Grupo Elektra SA de CV	500	19	21
Grupo Financiero Banorte	40,604	147	180
Grupo Financiero Inbursa SAB	23,600	79	103
Grupo Mexico SAB de CV	110,721	253	431
Grupo Modelo SA de CV	18,000	90	111
Grupo Televisa MM	2,630,460	9,946	12,639
Industrias Penoles SA de CV	2,800	53	93
Kimberly-Clark de Mexico SAB	14,900	76	82
Mexichem SAB de CV	3,500	8	12
Minera Frisco SAB de CV	14,594	-	62
Telefonos de Mexico SA	3,666,910	7,953	7,982
Urbi Desarrollos Urbanos SA	38,400	77	93
Wal-Mart de Mexico SAB	182,100	384	505
<i>Total Mexico - 2.8%</i>		42,286	52,516
<i>Netherlands</i>			
Aegon NV	779,500	6,586	5,782
ASM International NV	79,404	1,495	2,882
CSM NV	152,005	1,971	4,995
Delta Lloyd NV	62,378	1,245	1,576
Fugro NV	26,844	1,164	2,166
Koninklijke DSM NV	139,700	5,192	8,283
Nutreco Holding NV	46,372	2,405	3,305
<i>Total Netherlands - 1.5%</i>		20,058	28,989
<i>Norway</i>			
DNB Holding ASA	230,200	3,057	3,168
Marine Harvest	1,964,256	1,513	2,210
StatoilHydro ASA	275,900	7,095	6,697
TGS Nopec Geophysical Company	115,687	1,125	2,726
Veidekke ASA	282,300	2,559	2,517
<i>Total Norway - 0.9%</i>		15,349	17,318
<i>Pakistan</i>			
Nishat Mills Ltd - 0.1%	1,831,640	2,114	1,415
<i>Panama</i>			
Banco Latinoamericano de Exp - 0.6%	604,261	9,560	10,448
<i>Peru</i>			
Compania de Minas Buenaventura - 0.0%	5,509	211	226
<i>Philippines</i>			
Ayala Corporation	4,618	34	35
Ayala Land Inc	143,800	44	48
Banco de Oro Unibank Inc	30,210	36	35

See accompanying notes to financial statements.



# International Equity Pool

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

January 31, 2011

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Bank of Philippine Islands	39,156	41	46
Energy Development Corp	509,968	51	67
First Philippine Holdings Corp	4,618,700	2,919	6,466
Globe Telecom	2,250	43	39
Jollibee Foods Corporation	16,000	29	27
Manila Electric Company	7,490	30	36
Metropolitan Bank & Trust Co	73,679	105	108
Philippine Long Distance Tel	180	10	10
SM Investments Corporation	5,094	44	54
SM Prime Holdings Inc	317,000	71	74
<i>Total Philippines - 0.4%</i>		3,457	7,045
<i>Poland</i>			
Asseco Poland SA	1,814	35	34
Bank Handlowy w Warszawie	852	22	28
Bank Millennium SA	33,635	45	59
Bank Pekao SA	3,404	186	203
Bank Zachodni WBK SA	597	36	46
BRE Bank SA	397	32	42
Cyfrowy Polsat SA	6,377	31	35
Getin Holding SA	8,503	28	37
Globe Trade Centre SA	3,847	30	28
Grupa Lotos SA	5,144	50	74
Ing Bank Slaski SA	84	22	25
Kernel Holding SA	1,068	21	30
KGHM Polska Miedz	158,429	5,277	9,291
PBG SA	793	54	56
Polska Grupa Energetyczna	20,558	154	164
Polski Koncern Naftowy Orlen	8,712	100	145
Polskie Gornictwo Naftowe Gaz	49,286	58	63
Powszechna Kasa Oszczednosci	18,073	231	259
Powszechny Zaklad Ubezpieczen	1,391	162	167
Tauron Polska Energia SA	28,788	49	63
Telekomunikacja Polska SA	424,417	3,133	2,486
TVN SA	4,488	23	26
<i>Total Poland - 0.7%</i>		9,779	13,361
<i>Portugal</i>			
Banco Espirito Santo - 0.1%	675,000	3,718	2,739
<i>Russia</i>			
Cherepovets MK Severstal	5,703	65	103
Comstar United Telesystems	8,190	49	53
Federal Grid Co Unified Energy	8,741,643	98	135
Gazprom	642,482	13,001	16,986
Lukoil	142,241	9,413	8,815
Magnit	11,939	255	312
Magnitogorsk Iron & Steel Work	31,471	283	459
Mechel	6,370	138	201
Mining & Metallurgical Co	19,962	304	500
MMC Norilsk Nickel	452,500	7,466	11,475
Mobile TeleSystems	188,432	2,509	3,601
NovaTek OAO	2,634	177	297
Novolipetsk Steel (NLMK)	2,547	78	109
OAO TMK	1,555	28	31
Polyus Gold	2,144	54	64
Rosneft Oil	46,360	330	396
RusHydro	3,517,238	147	175
Sberbank	268,382	629	939
Sistema JSFC	2,698	57	62
Surgutneftegaz	40,475	278	346
Tatneft	5,962	174	212
Territorial Generation Co-1	2,929,352,260	1,641	2,226
Uralkali	5,731	114	217
VTB Bank OJSC	22,526	113	161

See accompanying notes to financial statements.

# International Equity Pool

## Schedule of Investments in Securities - Unaudited (continued) January 31, 2011

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Wimm-Bill-Dnn Foods	1,672	34	55
<i>Total Russia - 2.6%</i>		37,435	47,930
<i>Singapore</i>			
Changjiang Fertilizer Holdings	53	1	-
Flextronics International Ltd	1,545,070	6,765	12,345
Golden Agri-Resources Ltd	3,254,779	943	1,793
Haw Par Corporation Ltd	271,000	1,076	1,306
Hong Leong Asia Ltd	1,164,000	2,220	2,528
MobileOne Ltd	7,749,300	8,754	14,833
Peoples Food Holdings Ltd	12,701,000	9,798	8,236
Venture Corp Ltd	301,200	1,703	2,280
Yanlord Land Group Ltd	1,221,000	1,692	1,469
<i>Total Singapore - 2.4%</i>		32,952	44,790
<i>South Africa</i>			
ABSA Group Ltd	9,288	159	172
African Bank Investments Ltd	21,225	91	108
African Rainbow Minerals	2,994	64	88
Anglo Platinum Ltd	1,893	171	185
Anglogold Ashanti Ltd	11,081	458	473
ArcelorMittal South Africa Ltd	4,927	65	56
Aspen Pharmacare Holdings	7,342	74	87
Astral Foods Ltd	161,900	2,256	2,841
Aveng Ltd	10,477	58	55
Bidvest Group Ltd	8,563	147	183
Discovery Holdings Ltd	20,951	91	110
Exxaro Resources Ltd	3,491	49	70
FirstRand Ltd	81,426	204	221
Foschini Ltd	778	7	9
Gold Fields Ltd	20,466	278	322
Growthpoint Properties Ltd	53,469	105	128
Harmony Gold Mining Co Ltd	13,432	140	146
Impala Platinum Holdings Ltd	14,685	360	417
Imperial Holdings Ltd	473,954	2,285	7,266
Investec Ltd	6,399	50	48
JD Group Ltd	297,371	1,805	2,154
Kumba Iron Ore Ltd	3,623	149	227
Liberty Holdings Ltd	7,874	72	79
Massmart Holdings Ltd	6,755	99	134
Metropolitan Holdings Ltd	1,960,041	3,206	4,477
MTN Group Ltd	578,204	8,604	9,905
Murray & Roberts Holdings	8,662	57	38
Nampak Ltd	1,627,100	3,444	5,210
Naspers Ltd	11,224	436	583
Nedbank Group Ltd	5,079	90	90
Netcare Ltd	29,989	48	60
Northam Platinum Ltd	7,857	39	47
Pick n Pay Stores Ltd	5,854	34	35
Pretoria Portland Cement Co	3,493	15	15
Redefine Income Fund Ltd	72,000	73	76
Remgro Ltd	12,465	161	190
Reunert Ltd	4,852	39	43
RMB Holdings Ltd	23,960	101	128
Sanlam Ltd	54,461	167	206
Sappi Ltd	5,746	24	29
Sasol	16,778	658	811
Shoprite Holdings Ltd	11,706	122	145
Standard Bank Group Ltd	34,543	477	506
Steinhoff International Hldgs	38,162	91	124
Telkom South Africa Ltd	20,480	107	100
Tiger Brands Ltd	4,603	104	119
Trans Hex Group Limited	1,992	1	1
Truworths International Ltd	17,432	124	155
Vodacom Group (Pty) Ltd	10,561	84	103

See accompanying notes to financial statements.

# International Equity Pool

## Schedule of Investments in Securities - Unaudited (continued) January 31, 2011

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Woolworths Holdings Ltd	9,229	26	30
<i>Total South Africa - 2.1%</i>		27,569	38,805
<i>Spain</i>			
Banco Santander Ctrl Hisp SA	763,400	8,451	9,367
Grifols SA	109,488	1,719	1,671
Obrascon Huarte Lain SA	61,143	1,886	1,967
Promotora de Informaciones SA	122,219	326	331
Repsol SA	323,400	9,400	10,187
Telefonica SA	332,800	7,121	8,370
Viscofan Sa	49,973	1,620	1,818
<i>Total Spain - 1.8%</i>		30,523	33,711
<i>Sweden</i>			
Boliden AB	700,947	10,204	14,662
Meda AB	244,221	1,930	2,022
NCC AB	212,300	3,788	4,972
<i>Total Sweden - 1.2%</i>		15,922	21,656
<i>Switzerland</i>			
Baloise Holding Ltd	73,300	4,946	7,575
Clariant AG	228,777	1,792	4,059
Credit Suisse Group	254,400	11,023	11,428
Kuoni Reisen Holding AG	4,585	1,658	2,109
Novartis AG	210,300	7,746	11,761
Partners Group Holding AG	13,752	1,304	2,396
Roche Holding AG	78,600	11,321	12,012
Sulzer AG	13,830	1,506	1,922
Swiss Re	78,300	4,167	4,496
Zurich Financial Services AG	28,300	6,612	7,767
<i>Total Switzerland - 3.5%</i>		52,075	65,525
<i>Taiwan</i>			
Acer Inc	74,149	188	203
Advanced Semiconductor Engr	421,765	248	532
Advantech Company Ltd	7,000	15	22
Asia Cement Corporation	50,570	51	56
Asustek Computer Inc	19,350	151	175
Au Optronics Corp	216,000	209	215
Benq Corporation	46,000	26	33
Capital Securities Corp	100,812	44	55
Catcher Technology Co Ltd	15,000	37	62
Cathay Financial Hldg Co Ltd	190,900	303	355
Chang Hwa Commercial Bank	104,000	52	88
Cheng Shin Rubber Industry Co	11,000	21	24
Cheng Uei Precision Industry	23,160	44	52
Chicony Electronics Co Ltd	11,050	24	24
China Airlines Ltd	64,000	28	49
China Development Financial	68,960	19	32
China Life Insurance Co Ltd	31,074	24	33
China Steel Corporation	293,909	275	342
Chinatrust Financial Holding	257,776	154	220
Chunghwa Picture Tubes	100,171	17	15
Chunghwa Telecom Co Ltd	110,254	268	339
Clevo Company	13,000	28	29
CMC Magnetics Corporation	71,000	18	20
Compal Communications	16,000	17	17
Compal Electronics Inc	3,873,870	3,666	5,137
Coretronic Corporation	18,000	23	31
Delta Electronics Inc	52,000	169	241
E Sun Financial Holding Co	88,232	37	60
Epistar Corporation	18,000	56	66
Eternal Chemical Company Ltd	17,450	17	21
EVA Airways Corp	46,000	24	53
Evergreen Intl Storage & Trans	47,000	36	44

See accompanying notes to financial statements.

# International Equity Pool

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

January 31, 2011

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Evergreen Marine Corporation	34,000	21	36
Everlight Electronics Co Ltd	8,885	26	27
Far Eastern Department Stores	22,450	25	40
Far Eastern Textile Ltd	80,700	96	138
Far EasTone Telecommunications	44,000	55	66
Farglory Land Development	17,000	35	42
Feng Hsin Iron & Steel Co	13,000	21	25
First Financial Hldg Co Ltd	92,850	56	85
Formosa Chemicals & Fibre Corp	82,000	172	299
Formosa International Hotels	300	3	5
Formosa Petrochemical Corp	32,000	80	104
Formosa Plastics Corporation	115,000	244	393
Formosa Taffeta Company	21,000	16	21
Foxconn Technology Co Ltd	18,460	54	75
Fubon Financial Holding	147,082	168	206
Giant Manufacturing Co Ltd	8,802	26	34
Gigabyte Technology Company	2,968,000	2,206	3,291
HannStar Display Corporation	131,000	26	26
Hon Hai Precision Industry Co	252,080	902	1,085
HTC Corporation	20,000	275	674
Hua Nan Financial Holdings	17,750	11	14
Innolux Display Corporation	136,926	168	173
Inotera Memories Inc	124,139	81	79
Inventec Co Ltd	58,050	31	34
KGI Securities Company Ltd	73,000	35	42
Kinsus Interconnect Technology	18,000	40	58
Largan Precision Co Ltd	3,000	46	82
Lite-On Technology Corp	57,674	74	79
Macronix International Co	93,000	52	72
MediaTek Inc	27,109	414	370
Mega Financial Holding Co	236,000	145	192
Mitac International Corp	88,000	37	45
Motech Industries	6,169	23	25
Nan Ya Plastics Corp	136,000	242	377
Nan Ya Printed Circuit Bd Corp	6,000	21	23
Nanya Technology Corp	172,111	124	109
Novatek Microelectronics Corp	15,000	37	50
Pegatron Corp	41,379	53	57
Phison Electronics Corp	9,599	60	63
PixArt Imaging Inc	8,000	57	37
Polaris Securities Co Ltd	53,000	27	37
Pou Chen Corporation	60,500	43	58
Powerchip Semiconductor Corp	165,160	36	40
Powertech Technology Inc	16,000	50	60
President Chain Store Corp	14,000	43	60
Prime View International Co	23,000	40	42
Quanta Computer Inc	3,023,000	4,284	6,403
Realtek Semiconductor Corp	10,280	24	24
RichTek Technology Corp	3,500	28	27
Ruentex Development Co Ltd	14,000	22	21
Ruentex Industries Ltd	11,000	27	26
Shin Kong Financial Holding	148,863	56	76
Siliconware Precision Inds	56,000	67	79
Simplo Technology Co Ltd	6,100	31	43
SinoPac Financial Holdings	155,000	59	75
Synnex Technology Intl Corp	14,045	28	37
Taishin Financial Holdings Co	113,226	48	66
Taiwan Business Bank	67,480	18	31
Taiwan Cement Corporation	65,832	68	71
Taiwan Cooperative Bank	19,900	12	17
Taiwan Fertilizer Co Ltd	21,000	69	79
Taiwan Glass Industrial Corp	21,500	20	29
Taiwan Mobile Co Ltd	53,000	101	125
Taiwan Semiconductor Manf Co	702,000	1,347	1,845
Tatung Company Ltd	132,000	29	31

See accompanying notes to financial statements.

## International Equity Pool

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

January 31, 2011

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Teco Electric & Machinery Co	49,000	22	31
Transcend Information Inc	17,000	60	51
Tripod Technology Corp	12,000	36	56
TSRC Corp	13,000	17	34
Tung Ho Steel Enterprise Corp	50,000	49	59
U-Ming Marine Transport Corp	12,000	23	26
Unimicron Technology Corp	34,000	47	71
Uni-President Enterprises Corp	103,900	114	143
United Microelectronics Corp	10,302,000	4,602	6,422
Vanguard Intl Semiconductor	64,000	29	37
Walsin Lihwa Corporation	89,000	38	54
Wan Hai Lines Ltd	70,000	40	59
Winbond Electronics Corp	171,000	42	64
Wintek Corp	30,000	28	52
Wistron Corporation	49,833	86	98
WPG Holdings Co Ltd	33,916	52	67
Yang Ming Marine Transport	40,000	20	40
Young Fast Optoelectronics	2,334	26	23
Yuanta Financial Holding Co	150,000	102	122
Yulon Motor Co Ltd	21,000	26	44
<i>Total Taiwan - 1.8%</i>		24,583	34,253
<i>Thailand</i>			
Advanced Info Service Public	24,969	69	65
Bangkok Bank Public Company	24,664	101	119
Bank of Ayudhya Public Co	52,593	31	42
Banpu Public Company Ltd	4,646	74	110
BEC World Public Company	59,600	47	61
Charoen Pokphand Foods Public	83,843	47	59
CP ALL PLC	62,079	84	77
Glow Energy PCL	35,900	43	47
IRPC PCL	284,591	36	47
Kasikornbank Public Co Ltd	57,200	178	213
Krung Thai Bank Public Co Ltd	16,140,100	4,712	8,254
PTT Aromatics & Refining PLC	50,600	35	61
PTT Chemical PCL	10,574	29	48
PTT Exploration & Production	37,400	183	192
PTT PLC	24,626	229	267
Siam Cement Public Co Ltd	9,047	67	91
Siam Commercial Bank Public Co	43,559	110	133
Thai Oil Public Co Ltd	23,563	31	52
<i>Total Thailand - 0.5%</i>		6,106	9,938
<i>Turkey</i>			
AkBank TAS	34,585	169	162
Anadolu Efes Biracilik Ve Malt	4,121	50	51
Arcelik AS	13,366	58	70
Asya Katilim Bankasi AS	11,777	27	21
BIM Birlesik Magazalar AS	2,354	57	76
Coca-Cola Icecek AS	5,031	48	56
Enka Insaat Ve Sanayi AS	8,849	31	33
Eregli Demir Ve Celik Fabrik	12,376	36	39
Haci Omer Sabanci Holding	17,230	73	73
Koc Holding AS	9,770	34	40
Selcuk Exza Deposu Ticaret AS	3,454,524	4,463	5,129
Trakya Cam Sanayii AS	3,780,359	3,187	7,876
Tupras-Turkiye Petrol Rafinery	3,540	69	92
Turk Hava Yollari Anonim Ort	10,906	33	35
Turk Telekomunikasyon AS	14,676	52	60
Turkcell Iletisim Hizmet AS	800,606	5,255	4,904
Turkity Is Bankasi (Isbank)	45,358	127	143
Turkiye Garanti Bankasi AS	60,933	268	271
Turkiye Halk Bankasi	8,843	63	70
Turkiye Vakiflar Bankasi T-D	5,051,367	5,369	12,446

See accompanying notes to financial statements.

# International Equity Pool

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

January 31, 2011

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Yapi ve Kredi Bankasi AS	24,627	64	72
<i>Total Turkey - 1.7%</i>		19,533	31,719
<i>United Kingdom</i>			
AstraZeneca Group PLC	227,700	9,455	11,053
Aviva PLC	640,900	5,495	4,546
Barclays PLC	1,178,654	9,498	5,546
BBA Aviation PLC	504,053	1,470	1,800
BP Amoco PLC	1,343,900	12,578	10,437
British Aerospace PLC	1,491,800	7,408	8,172
BT Group PLC	3,044,100	8,784	8,557
Charter International PLC	141,528	872	1,831
Computacenter PLC	900,800	3,344	6,324
Cookson Group PLC	198,464	1,300	2,112
Daily Mail & General Trust PLC	226,744	1,174	2,034
Drax Group PLC	518,200	5,618	3,221
Enquest PLC	392,948	811	890
GlaxoSmithKline PLC	500,200	10,172	9,041
Greene King PLC	72,815	343	551
Homeserve PLC	251,240	1,775	1,763
Hothschild Mining PLC	214,314	1,068	1,663
Hunting PLC	161,476	1,314	2,017
IG Group Holdings PLC	293,389	1,159	2,124
IMI PLC	52,151	395	728
Informa PLC	493,802	2,117	3,408
International Personal Finance	426,092	1,546	2,334
Legal & General Group PLC	2,319,500	4,876	4,124
Logica PLC	2,046,300	2,035	4,451
Marston's PLC	893,188	2,333	1,462
Meggitt PLC	498,237	1,008	2,833
Melrose PLC	534,659	1,772	2,698
Micro focus International PLC	307,053	1,367	2,017
Mitchells & Butlers PLC	354,868	1,976	1,959
Northern Foods PLC	290,100	781	346
Old Mutual PLC	2,141,000	4,842	4,307
Premier Farnell PLC	541,690	1,580	2,516
Premier Oil PLC	111,584	1,933	3,621
Royal & Sun Alliance Insurance	1,524,400	2,770	3,318
Royal Dutch Shell B Shares	767,800	21,581	26,699
RPS Group PLC	501,824	1,073	1,674
Spectris PLC	169,009	2,123	3,655
Spirax-Sarco Engineering	74,672	1,567	2,167
Spirent Commuicatio PLC	1,040,515	1,817	2,307
St. James Place PLC	338,923	930	1,645
Tate & Lyle PLC	402,600	3,556	3,556
Thomas Cook Group	959,500	3,433	2,929
Vodafone Group PLC	2,467,200	5,000	6,930
William Hill PLC	760,821	2,142	2,212
<i>Total United Kingdom - 9.5%</i>		158,191	177,578
<i>United States</i>			
Southern Copper Corporation - 0.0%	6,146	199	275
Total Equities - 96.3%		1,537,090	1,811,755
<b>Short-term Issues</b>			
Dreyfus Cash Management Institutional Fund - 2.1%	39,991,082	39,991	39,991
Total Investment Securities - 98.5%		\$ 1,577,081	\$ 1,851,746

See accompanying notes to financial statements.

# International Equity Pool

**Statement of Operations - Unaudited**  
**Period Ended January 31, 2011\***  
*(Amounts in thousands)*

	<b>Month</b>	<b>Year To Date</b>
<b>Investment income</b>		
Interest	\$ -	\$ (8)
Dividends, net of foreign withholding taxes	2,128	21,008
Securities lending income	29	207
Securities lending borrower premiums	32	280
Shareholder litigation proceeds	18	135
Commission recapture	-	1
	<b>2,207</b>	<b>21,623</b>
<b>Expenses</b>		
Investment advisor fees	(882)	(5,737)
Trustee fees	-	(6)
Custodian bank fees	(69)	(570)
Management fees	(59)	(418)
Fiduciary bond fees	(1)	(5)
Professional service fees	(10)	(69)
Securities lending agent fees	(12)	(97)
	<b>(1,033)</b>	<b>(6,902)</b>
	<b>1,174</b>	<b>14,721</b>
<b>Realized and unrealized gain (loss) from investments and foreign currency</b>		
Net realized gain from:		
Investments	23,959	90,264
Foreign currency transactions	3,402	12,153
Net increase (decrease) in the fair value of:		
Investments	(13,832)	214,989
Translation of assets and liabilities in foreign currencies	360	105,077
	<b>13,889</b>	<b>422,483</b>
	<b>15,063</b>	<b>437,204</b>
	<b>\$ 15,063</b>	<b>\$ 437,204</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 Ended January 31, 2011\***  
*(Amounts in thousands, except unit data)*

	<b>Month</b>	<b>Year To Date</b>
<b>Operations</b>		
Investment income, net	\$ 1,174	\$ 14,721
Net realized gain from investments	23,959	90,264
Net realized gain from foreign currency transactions	3,402	12,153
Net increase (decrease) in the fair value of investments	(13,832)	214,989
Net increase in the translation of assets and liabilities in foreign currencies	360	105,077
<b>Net increase in net assets from operations</b>	15,063	437,204
<b>Unit transactions</b>		
Proceeds from sale of units	13,539	214,143
Amount paid for repurchase of units	(12,562)	(280,155)
<b>Net increase (decrease) in net assets from unit transactions</b>	977	(66,012)
<b>Increase in net assets</b>	16,040	371,192
<b>Net assets, beginning of period</b>	1,863,434	1,508,282
<b>Net assets, end of period</b>	\$ 1,879,474	\$ 1,879,474
<b>Unit data</b>		
Units sold	600,134	10,861,445
Units repurchased	(556,839)	(13,247,667)
<b>Net increase (decrease) in units</b>	43,295	(2,386,222)

*\*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

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## Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

### NOTE 1. DESCRIPTION OF THE ENTITY

The West Virginia Investment Management Board (IMB) was organized on April 25, 1997, as a public body corporate 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 in equity securities are carried at fair value, which is determined by a third party pricing service based on quoted market prices. The investment in the Dreyfus Cash Management Institutional Fund, a regulated investment company money market mutual fund, is valued at \$1.00 per share. This is a reasonable estimate of the fair value and is the basis for current transactions. 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

*(Amounts in thousands, except share data)*

### 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 and is reported on the Statement of Assets and Liabilities. Securities loaned remain on the Statement of Assets and Liabilities and Schedule of Investments in Securities. 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 on a daily basis for the fluctuations of the underlying securities or index. The IMB records futures at fair market value as determined by the exchange on which they are traded. Gains or losses on open futures positions are unrealized. These gains or losses become realized when the position is closed.

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 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. Investment 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

# International Equity Pool

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## Notes to Financial Statements - Unaudited

*(Amounts in thousands, except share data)*

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

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 Currency Forward Contracts** - A foreign currency 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.

**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

ASC 820 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. 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).

ASC 820 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 ASC 820 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.

# International Equity Pool

## Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

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

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 ASC 820 fair value hierarchy levels as of January 31, 2011:

	Level 1	Level 2	Level 3	Total
Equity Securities	\$ 1,811,755	\$ -	\$ -	\$ 1,811,755
Futures	4	-	-	4
Regulated Investment Companies	-	39,991	-	39,991
Foreign Currency Forward Contracts	-	(58)	-	(58)
Securities Lending Collateral Funds	-	125,819	-	125,819
Total	<u>\$ 1,811,759</u>	<u>\$ 165,752</u>	<u>\$ -</u>	<u>\$ 1,977,511</u>

### NOTE 4. SECURITIES LENDING

At January 31, 2011, the fair value of securities on loan is \$108,421, initial collateral received is \$129,200, and the fair value of reinvested collateral held is \$125,819. 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 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 \$10,974 as calculated by the IMB's proportionate interest in the 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 2008, 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. On October 1, 2008, the reserve recorded for the Pool is \$3,486. At January 31, 2011 the balance in the reserve account is 3,305.

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, 2011 the accumulated undistributed securities lending income is \$3,286.

## International Equity Pool

### Notes to Financial Statements - Unaudited

*(Amounts in thousands, except share data)*

#### NOTE 5. FUTURES CONTRACTS

At January 31, 2011, open positions in futures contracts were as follows:

Expiration	Open Contracts	Position	Value at January 31, 2011	Value Upon Entering Contract	Unrealized Gain (Loss)
Feb 2011	10 MSCI Taiwan Index Future	Long	\$ 326	\$ 322	\$ 4

At January 31, 2011, the Pool had pledged cash of \$14 to cover margin requirements on open futures contracts. The fair value, gains and losses, and risks are not material the Pool.

#### NOTE 6. FOREIGN CURRENCY FORWARD CONTRACTS

At January 31, 2011, open foreign currency forward contracts are as follows:

Position	Foreign Currency	Inception Date	Expiration Date	Receivable		Payable		Unrealized Gain (Loss)
				(in foreign currency)	(in U. S. dollars)	(in foreign currency)	(in U. S. dollars)	
Long	Euro Currency	1/31/2011	2/2/2011	190	\$ 261		\$ 261	-
Long	Euro Currency	1/31/2011	2/3/2011	32	44		44	-
Long	Euro Currency	1/31/2011	2/1/2011	79	109		109	-
Long	Japanese Yen	1/31/2011	2/2/2011	22,460	274		274	-
Short	Australian Dollar	1/27/2011	2/1/2011		1,927	1,946	1,940	(13)
Short	British Pound	1/27/2011	2/1/2011		339	213	341	(2)
Short	Canadian Dollar	1/27/2011	2/1/2011		3,346	3,325	3,324	22
Short	Euro Currency	1/27/2011	2/1/2011		7,617	5,560	7,623	(6)
Short	Hong Kong Dollar	1/27/2011	2/1/2011		2,110	16,430	2,108	2
Short	Japanese Yen	1/27/2011	2/1/2011		1,357	112,670	1,375	(18)
Short	Norwegian Krone	1/31/2011	2/2/2011		210	1,221	211	(1)
Short	Swiss Franc	1/31/2011	2/3/2011		4,138	3,918	4,169	(31)
Short	Malaysian Ringget	1/28/2011	2/1/2011		666	2,037	666	-
Short	Australian Dollar	1/28/2011	2/1/2011		669	671	669	-
Short	Hong Kong Dollar	1/28/2011	2/1/2011		480	3,743	480	-
Short	Japanese Yen	1/28/2011	2/1/2011		2,921	240,217	2,932	(11)
					<u>\$ 26,468</u>		<u>\$ 26,526</u>	<u>\$ (58)</u>

The contracts listed above were initiated to correspond to transactions in securities trading in foreign currencies. The fair value, gains and losses, and risks are not material the Pool.

# International Equity Pool

## Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

### NOTE 7. FINANCIAL HIGHLIGHTS

#### Per Unit Operating Performance:

Net asset value at June 30, 2010	\$	17.74
Income from investment operations:		
Net investment income		0.17
Net realized and unrealized gain on investment transactions		3.50
Net realized gain from foreign currency transactions		0.14
Net increase in the translation of assets and liabilities in foreign currencies		1.19
Total from investment operations		<u>5.00</u>
Net asset value at January 31, 2011	\$	<u>22.74</u>

**Time-weighted Total Return \*** 28.2%

#### Supplemental Data:

Net assets, end of period	\$	1,879,474
Ratio to average net assets:		
Expenses **		0.65%
Net investment income **		1.41%
Portfolio turnover rate		27.61%

\* 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

### NOTE 8. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at January 31, 2011.

<u>Participant</u>	<u>Account Value</u>
Teachers' Retirement System	\$ 807,934
Public Employees' Retirement System	733,513
State Police Death, Disability and Retirement Fund	77,634
Workers' Compensation Old Fund	71,699
Retiree Health Benefit Trust	61,456
Revenue Shortfall Reserve Fund B	21,288
Judges' Retirement System	20,254
Deputy Sheriff's Retirement System	18,247
Coal Workers' Pneumoconiosis Fund	18,214
State Police Retirement System	10,890
Prepaid Tuition Trust Fund	10,245
Board of Risk and Insurance Management	9,154
Wildlife Endowment Fund	6,684
Public Employees' Insurance Agency	6,088
Emergency Medical Services Retirement System	4,919
Workers' Compensation Uninsured Employers Fund	636
Workers' Compensation Self-insured Employers Fund	619
Total	<u>\$ 1,879,474</u>

**Financial Statements - Unaudited**

**January 31, 2011**





# Short-Term Fixed Income Pool

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## Financial Statements - Unaudited January 31, 2011

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# Short-Term Fixed Income Pool

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## Statement of Assets and Liabilities - Unaudited

January 31, 2011

(Amounts in thousands, except unit data)

### Assets

Investment securities at amortized cost	\$	202,884
Accrued interest receivable		<u>23</u>

**Total assets** 202,907

### Liabilities

Accrued expenses		33
Payable for investments purchased		<u>4,998</u>

**Total liabilities** 5,031

**Net assets** \$ 197,876

### Analysis of net assets

Paid-in capital	\$	197,835
Accumulated undistributed net realized gain from investments		<u>41</u>

**Net assets** \$ 197,876

### Unit data

Units outstanding		197,834,404
Net asset value, unit price	\$	<u><u>1.00</u></u>

See accompanying notes to financial statements.

# Short-Term Fixed Income Pool

## Schedule of Investments in Securities - Unaudited

**January 31, 2011**

*(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 Farm Credit Bank	0.220 %	0.232 %	03/21/2011	1,000	\$ 1,000	\$ 1,000
Federal Farm Credit Bank	0.150	0.170	08/26/2011	1,000	1,000	999
Federal Farm Credit Bank	0.300	0.300	07/23/2012	1,000	1,000	1,000
Federal Home Loan Bank	3.250	0.232	03/11/2011	500	502	502
Federal Home Loan Bank	0.200	0.243	04/21/2011	2,000	2,000	2,000
Federal Home Loan Bank	0.200	0.217	04/29/2011	1,000	1,000	1,000
Federal Home Loan Bank	0.210	0.242	05/25/2011	1,000	1,000	1,000
Federal Home Loan Bank	0.530	0.237	06/28/2011	2,000	2,002	2,003
Federal Home Loan Bank	0.260	0.294	11/18/2011	1,500	1,500	1,499
Federal Home Loan Bank	0.320	0.365	12/09/2011	500	500	500
Federal Home Loan Bank	0.150	0.180	01/30/2012	1,500	1,500	1,499
Federal National Mortgage Assn	1.380	0.211	04/28/2011	3,000	3,008	3,009
Total U. S. Government Agency Issues - 8.1%					16,012	16,011
<b><u>Short-term Issues</u></b>						
Alpine Securitization	0.000	0.243	02/04/2011	5,000	5,000	5,000
Amsterdam Funding Corp	0.000	0.264	02/07/2011	3,000	3,000	3,000
Atlantic Asset Securitization	0.000	0.264	03/04/2011	5,000	4,999	4,999
Bank of Nova Scotia NY	0.000	0.259	04/13/2011	5,000	4,997	4,997
Barclays US Funding LLC	0.000	0.183	02/28/2011	4,000	3,999	3,999
Barton Capital Corp	0.000	0.233	02/03/2011	5,000	5,000	5,000
Dreyfus Cash Management	0.010	0.760		1	1	1
Fairway Finance Corporation	0.000	0.233	02/14/2011	5,000	5,000	5,000
Federal Home Loan Bank	0.000	0.122	02/02/2011	3,000	3,000	3,000
Federal Home Loan Bank	0.000	0.169	04/06/2011	15,000	14,996	14,997
Federal Home Loan Bank	0.000	0.178	04/25/2011	5,000	4,998	4,998
Federal Home Loan Bank	0.000	0.213	04/27/2011	1,000	1,000	999
Federal Home Loan Bank	0.000	0.213	05/25/2011	2,000	1,999	1,999
Federal Home Loan Bank	0.000	0.233	05/27/2011	2,000	1,999	1,999
Federal Home Loan Bank	0.000	0.208	07/06/2011	6,000	5,995	5,996
Federal Home Loan Mort Corp	0.000	0.223	03/15/2011	3,000	2,999	2,999
Federal Home Loan Mort Corp	0.000	0.172	03/28/2011	9,000	8,998	8,998
Federal Home Loan Mort Corp	0.000	0.188	04/18/2011	2,500	2,499	2,499
Federal Home Loan Mort Corp	0.000	0.223	05/19/2011	1,000	999	1,000
Federal Home Loan Mort Corp	0.000	0.203	07/12/2011	2,000	1,998	1,998
Federal Home Loan Mort Corp	0.000	0.213	09/07/2011	1,000	999	999
Federal National Mortgage Assn	0.000	0.142	02/17/2011	10,485	10,484	10,484
Federal National Mortgage Assn	0.000	0.427	07/11/2011	1,000	998	999
Nordea NA Inc	0.000	0.259	03/14/2011	3,000	2,999	2,999
Old Line Funding LLC	0.000	0.254	03/04/2011	6,000	5,999	5,999
Rabobank USA Financial Group	0.000	0.264	03/21/2011	2,000	1,999	1,999
Repurchase Agreement	0.210	0.210	02/01/2011	18,431	18,431	18,431
Societe Generale NA	0.000	0.274	02/01/2011	5,000	5,000	5,000
Toyota Motor Credit Corp	0.000	0.203	03/24/2011	2,000	1,999	1,999
UBS Finance Delaware LLC	0.000	0.238	03/07/2011	7,000	6,998	6,998
United States Treasury	0.000	0.129	02/03/2011	5,000	5,000	5,000
United States Treasury	0.000	0.131	02/10/2011	15,000	15,000	15,000
United States Treasury	0.000	0.142	03/03/2011	5,000	4,999	4,999
United States Treasury	0.000	0.150	03/10/2011	8,000	7,999	7,999
United States Treasury	0.000	0.178	04/28/2011	4,000	3,998	3,999
United States Treasury	0.000	0.148	05/05/2011	5,000	4,998	4,998
United States Treasury	0.000	0.233	06/30/2011	5,000	4,995	4,997
United States Treasury	1.000	0.263	09/30/2011	500	501	502
Total Short-Term Issues - 94.4%					186,872	186,879
Total Investment Securities - 102.5%					\$ 202,884	\$ 202,890

See accompanying notes to financial statements.

## Short-Term Fixed Income Pool

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### Statement of Operations - Unaudited

Period Ended January 31, 2011\*

(Amounts in thousands)

	<u>Month</u>	<u>Year To Date</u>
<b>Investment income</b>		
Interest	\$ 12	\$ 98
Net accretion	23	213
	<hr/>	<hr/>
<b>Total investment income</b>	35	311
<b>Expenses</b>		
Investment advisor fees	(9)	(73)
Trustee fee	-	(1)
Custodian bank fees	(1)	(7)
Management fees	(5)	(39)
Professional service fees	(1)	(7)
	<hr/>	<hr/>
<b>Total expenses</b>	(16)	(127)
<b>Investment income, net</b>	19	184
<b>Net realized gain from investments</b>	-	26
	<hr/>	<hr/>
<b>Net increase in net assets from operations</b>	\$ 19	\$ 210
	<hr/> <hr/>	<hr/> <hr/>

\*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, 2011\***  
*(Amounts in thousands, except unit data)*

	<b>Month</b>	<b>Year To Date</b>
<b>Operations</b>		
Investment income, net	\$ 19	\$ 184
Net realized gain from investments	-	26
	19	210
<b>Distributions to unitholders</b>		
Investment income, net	(19)	(184)
<b>Unit transactions</b>		
Proceeds from sale of units	125,994	1,060,889
Reinvestment of distributions	19	184
	126,013	1,061,073
Amount paid for repurchase of units	(119,227)	(1,153,619)
	6,786	(92,546)
<b>Net increase (decrease) in net assets from unit transactions</b>	6,786	(92,546)
<b>Increase (decrease) in net assets</b>	6,786	(92,520)
<b>Net assets, beginning of period</b>	191,090	290,396
<b>Net assets, end of period</b>	\$ 197,876	\$ 197,876
<b>Unit data</b>		
Units sold	125,993,962	1,060,888,673
Units issued from reinvestment of distributions	18,722	183,841
	126,012,684	1,061,072,514
Units repurchased	(119,227,265)	(1,153,618,955)
	6,785,419	(92,546,441)
<b>Net increase (decrease) in units</b>	6,785,419	(92,546,441)

*\*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

(Amounts in thousands, except share data)

### NOTE 1. DESCRIPTION OF THE ENTITY

The West Virginia Investment Management Board (IMB) was organized on April 25, 1997, as a public body corporate 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 which approximates fair value. 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

(Amounts in thousands, except share data)

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

**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.

**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.

**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.

### NOTE 3. FAIR VALUE MEASUREMENTS

ASC 820 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. 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).

ASC 820 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 ASC 820 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.

## Short-Term Fixed Income Pool

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### Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

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

The table below summarizes the valuation of the investment securities in accordance with ASC 820 fair value hierarchy levels as of January 31, 2011:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Short-term Issues	\$ -	\$ 186,872	\$ -	\$ 186,872
U.S. Government Agency Issues	-	16,012	-	16,012
Total	<u>\$ -</u>	<u>\$ 202,884</u>	<u>\$ -</u>	<u>\$ 202,884</u>

#### NOTE 4. FINANCIAL HIGHLIGHTS

##### Per Unit Operating Performance:

Net asset value at June 30, 2010	<u>\$ 1.00</u>
Net asset value at January 31, 2011	<u>\$ 1.00</u>

Time-weighted Total Return \* 0.1%

##### Supplemental Data:

Net assets, end of period	\$ 197,876
Ratio to average net assets:	
Expenses **	0.09%
Net investment income **	0.12%
Weighted average days to maturity	51
Maximum weighted average investment maturity per Board guidelines	60 days
Money market yield ***	0.10%

\* 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.



## Short-Term Fixed Income Pool

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### Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

#### NOTE 5. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at January 31, 2011.

<u>Participant</u>	<u>Account Value</u>
Workers' Compensation Old Fund	\$ 91,995
Teachers' Employers Contribution Collection Account	30,127
Teachers' Retirement System	21,771
Public Employees' Retirement System	20,576
Coal Workers' Pneumoconiosis Fund	11,618
Public Employees' Insurance Agency	8,428
Board of Risk and Insurance Management	6,405
Judges' Retirement System	2,220
Prepaid Tuition Trust Fund	1,013
State Police Retirement System	943
Workers' Compensation Self-insured Employers Fund	551
Workers' Compensation Uninsured Employers Fund	533
Deputy Sheriff's Retirement System	477
State Police Death, Disability and Retirement Fund	463
Emergency Medical Services Retirement System	454
Wildlife Endowment Fund	108
Retiree Health Benefit Trust	57
Revenue Shortfall Reserve Fund B	50
Municipal Police Officers and Firefighters Retirement System	36
Revenue Shortfall Reserve Fund	10
Total	<u>\$ 197,835</u>



**Financial Statements - Unaudited**

**January 31, 2011**



# Total Return Fixed Income Pool

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## Financial Statements - Unaudited January 31, 2011

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# Total Return Fixed Income Pool

## Statement of Assets and Liabilities - Unaudited

January 31, 2011

(Amounts in thousands, except unit data)

### Assets

Investment securities at fair value	\$	2,221,539
Cash denominated in foreign currencies (cost \$748)		800
Collateral for securities loaned at fair value (Note 5)		68,371
Unrealized gain on futures contracts (Note 6)		9,302
Unrealized gain on swap contracts (Note 7)		247
Unrealized gain on foreign currency forward contracts (Note 9)		765
Receivables:		
Accrued interest		14,796
Investments sold		6
Dividends		5
Securities lending income		10
		<hr/>
<b>Total assets</b>		2,315,841

### Liabilities

Cash overdraft		9,098
Accrued expenses		956
Dividends payable		3,473
Payable for investments purchased		40,792
Payable upon return of securities loaned (Note 5)		70,027
Unrealized loss on futures contracts (Note 6)		6,360
Unrealized loss on swap contracts (Note 7)		1,161
Unrealized loss on foreign currency forward contracts (Note 9)		1,690
Option contracts written		7,102
		<hr/>
<b>Total liabilities</b>		140,659
		<hr/>
<b>Net assets</b>	\$	2,175,182

### Analysis of net assets

Paid-in capital	\$	1,735,696
Accumulated undistributed net investment income		591
Accumulated undistributed net realized gain from investments		361,875
Accumulated undistributed net realized gain from foreign currency transactions		15,428
Unrealized net appreciation of investments		62,210
Unrealized net depreciation on translation of assets and liabilities in foreign currencies		(618)
		<hr/>
<b>Net assets</b>	\$	2,175,182

### Unit data

Units outstanding		157,018,577
Net asset value, unit price	\$	13.85

See accompanying notes to financial statements.

# Total Return Fixed Income Pool

## Schedule of Investments in Securities - Unaudited January 31, 2011

(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	\$ 2,241	\$ 2,302
California	5.700	5.702	11/01/2021	1,190	1,190	1,174
California	7.500	7.336	04/01/2034	16,575	16,866	17,018
California	7.550	6.884	04/01/2039	9,340	10,109	9,618
California	7.300	7.353	10/01/2039	2,155	2,141	2,155
Los Angeles Calif Uni Sch Dist	6.760	6.390	07/01/2034	5,000	5,219	5,114
New Jersey Turnpike Authority	7.100	7.102	01/01/2041	4,350	4,350	4,638
Pennsylvania St Higher Ed Assn	1.290 A	1.410	05/01/2046	9,100	8,046	8,129
Pennsylvania St Higher Ed Assn	1.960 A	1.810	05/01/2046	3,100	2,778	2,784
Total Municipal Bonds - 2.4%					52,940	52,932
<b><u>U. S. Treasury Issues</u></b>						
United States Treasury	0.880	0.189	02/28/2011	72,850	72,887	72,884
United States Treasury	0.750	0.240	11/30/2011	20,125	20,209	20,208
United States Treasury	0.750	0.523	09/15/2013	110	111	110
United States Treasury	1.750	1.413	07/31/2015	390	396	391
United States Treasury	2.130	1.969	12/31/2015	12,910	13,004	13,035
United States Treasury	3.130	3.141	10/31/2016	5,130	5,126	5,367
United States Treasury	2.750	1.703	05/31/2017	84	89	85
United States Treasury	2.500	2.575	06/30/2017	43,600	43,408	43,518
United States Treasury	2.380	2.043	07/31/2017	11,150	11,374	11,025
United States Treasury	1.880	2.091	10/31/2017	1,370	1,351	1,305
United States Treasury	2.750	2.830	12/31/2017	4,940	4,915	4,958
United States Treasury	3.630	3.443	08/15/2019	1,880	1,905	1,960
United States Treasury	3.500	2.623	05/15/2020	29,670	31,801	30,261
United States Treasury	2.630	3.044	08/15/2020	3,010	2,905	2,838
United States Treasury	2.630	3.310	11/15/2020	35,960	33,913	33,712
United States Treasury	2.000	1.808	01/15/2026	26,670	30,139	30,665
Total U. S. Treasury Issues - 12.5%					273,533	272,322
<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	6.143	2.736	08/27/2035	33,064	35,319	35,730
FNMA Mortgage Pools	5.780	3.191	07/21/2030	364,907	394,378	397,669
<i>Total U. S. Government Agency MBS</i>					429,697	433,399
<i>U. S. Government Agency CMO</i>						
Federal Home Loan Mortgage	1.240 A	(6.022)	04/25/2020	4,187	317	313
Federal Home Loan Mortgage	1.690 A	(5.307)	06/25/2020	4,388	453	451
Federal Home Loan Mortgage	1.520 A	(4.432)	08/25/2020	38,767	3,560	3,556
Federal Home Loan Mortgage	1.060	0.000	03/15/2034	253	-	253
Federal National Mortgage Assn	7.000	5.755	11/25/2040	26,292	29,176	29,200
Federal National Mortgage Assn	6.500	5.037	09/25/2042	80	86	88
Federal National Mortgage Assn	6.500	4.856	12/25/2042	2,564	2,818	2,950
Federal National Mortgage Assn	7.500	4.587	12/25/2045	2,946	3,331	3,430
<i>Total U.S. Government Agency CMO</i>					39,741	40,241
Total U.S. Government Agency Issues - 21.8%					469,438	473,640
<b><u>Corporate Issues</u></b>						
<i>Corporate Bonds</i>						
AES Corporation	8.000	8.000	06/01/2020	6,400	6,400	6,976
American Express	6.150	6.072	08/28/2017	1,250	1,255	1,407
American Express	6.800	6.550	09/01/2066	1,660	1,721	1,662
American General Finance Corp	6.900	7.000	12/15/2017	1,350	1,343	1,175
American International Group	6.400	6.435	12/15/2020	2,430	2,424	2,593
American Intl Group	5.850	5.922	01/16/2018	910	906	950
Amgen Inc	4.500	4.506	03/15/2020	1,290	1,289	1,326
Anadarko Finance Co	7.500	6.559	05/01/2031	1,240	1,370	1,343
Anadarko Petroleum Corp	7.630	3.056	03/15/2014	1,960	2,224	2,253
Anadarko Petroleum Corp	6.380	6.526	09/15/2017	900	893	994

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See accompanying notes to financial statements.

# Total Return Fixed Income Pool

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

**January 31, 2011**

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
AOL Time Warner Inc	7.630	6.150	04/15/2031	4,500	5,262	5,322
AOL Time Warner Inc	7.700	5.881	05/01/2032	8,299	10,116	9,929
Asciano Finance	3.130	3.158	09/23/2015	4,890	4,883	4,699
Asciano Finance	4.630	4.654	09/23/2020	2,450	2,445	2,251
ASIF Global Financing	4.900	4.777	01/17/2013	510	511	536
AT&T Corp	8.000	6.053	11/15/2031	2,750	3,378	3,446
AT&T Corp Wireless Services	8.130	5.709	05/01/2012	480	494	522
AT&T Inc	5.100	5.291	09/15/2014	1,220	1,212	1,342
AT&T Inc	5.500	5.575	02/01/2018	5,076	5,054	5,592
AT&T Inc	6.550	6.152	02/15/2039	525	553	559
BAC Capital Trust XI	6.630	6.915	05/23/2036	8,350	8,060	7,932
BAC Capital Trust XIV	5.630	6.231	12/31/2049	570	520	412
Bank of America Corp	5.420	3.544	03/15/2017	600	661	614
Bank of America Corp	7.630	5.209	06/01/2019	16,344	18,983	18,847
Bank One Corporation	5.900	6.087	11/15/2011	2,415	2,412	2,510
Barclays Bank PLC	5.130	4.725	01/08/2020	12,240	12,583	12,413
BNSF Railway Co 2007-1 P	6.000	4.731	04/01/2024	1,046	1,175	1,115
Boston Properties LP	5.880	5.323	10/15/2019	4,950	5,138	5,413
Boston Properties LP	5.630	4.370	11/15/2020	4,600	5,056	4,964
Boston Scientific Corp	6.400	4.792	06/15/2016	9,415	10,124	10,310
Boston Scientific Corp	6.000	6.541	01/15/2020	2,920	2,814	3,026
BP Capital Markets PLC	3.130	3.187	10/01/2015	3,010	3,002	3,050
Burlington NO SF 00-1 TR	8.250	(0.089)	01/15/2021	344	397	427
Burlington NO SF 06-2 TR	5.630	4.500	04/01/2024	509	565	551
Burlington Northern Santa Fe	5.650	4.016	05/01/2017	3,600	3,922	4,017
Burlington Northern Santa Fe	4.700	4.757	10/01/2019	850	847	891
Calpine Corp	7.880	7.875	01/15/2023	2,500	2,500	2,538
Capital One Financial Corp	6.750	4.451	09/15/2017	10,625	12,002	12,266
Caterpillar Financial Services	5.450	5.235	04/15/2018	2,010	2,036	2,231
CIGNA Corporation	8.500	4.474	05/01/2019	2,074	2,645	2,644
CIGNA Corporation	7.650	6.811	03/01/2023	1,925	2,055	2,162
CIGNA Corporation	7.880	6.864	05/15/2027	1,545	1,696	1,768
CIGNA Corporation	6.150	5.952	11/15/2036	2,475	2,538	2,530
Citigroup Inc	6.000	5.431	12/13/2013	3,050	3,095	3,345
Citigroup Inc	5.000	4.901	09/15/2014	6,750	6,772	7,073
Citigroup Inc	4.750	4.940	05/19/2015	1,325	1,315	1,398
Citigroup Inc	6.130	5.208	11/21/2017	15,695	16,504	17,219
Citigroup Inc	6.880	6.929	03/05/2038	3,460	3,437	3,703
Comcast Cable Communication	8.880	4.655	05/01/2017	6,915	8,481	8,719
Comcast Corp	6.500	5.708	01/15/2015	3,605	3,704	4,097
Comcast Corp	6.500	4.573	01/15/2017	4,500	4,947	5,192
Comcast Corp	6.300	3.377	11/15/2017	2,700	3,175	3,091
Comcast Corp	5.880	3.491	02/15/2018	2,000	2,295	2,214
Commonwealth Edison	6.150	4.735	03/15/2012	1,500	1,523	1,589
Continental Airlines Inc	9.250	9.250	05/10/2017	1,301	1,301	1,409
Continental Airlines Inc	7.250	7.250	11/10/2019	5,669	5,669	6,293
Corp Bond Backed CTF-CCE	0.000	7.000	05/15/2098	5,000	3,029	3,350
Countrywide Financial Corp	5.800	7.825	06/07/2012	40	39	42
Countrywide Financial Corp	6.250	7.951	05/15/2016	2,550	2,366	2,685
Cox Communications Inc	9.380	4.753	01/15/2019	12,495	16,277	16,261
Credit Agricole SA	8.380	8.375	12/13/2049	4,130	4,130	4,337
CVS Caremark Corp	6.940	7.044	01/10/2030	4,090	4,090	4,445
Delta Air Lines	6.820	6.823	08/10/2022	2,275	2,275	2,429
Deutsche Telekom Int Fin	5.750	5.903	03/23/2016	1,635	1,624	1,833
Dow Chemical Company	8.550	5.413	05/15/2019	8,535	10,301	10,654
Dow Chemical Company	9.400	6.389	05/15/2039	3,750	5,218	5,367
El Paso Corporation	7.800	11.235	08/01/2031	469	337	477
El Paso Corporation	7.750	7.814	01/15/2032	222	221	225
Exelon Corp	4.750	4.637	10/01/2012	890	892	945
FirstEnergy Corp	6.450	6.604	11/15/2011	11	11	11
FirstEnergy Corp	7.380	6.855	11/15/2031	5,860	6,193	6,214
Ford Motor Credit Company	7.250	4.582	10/25/2011	25,650	26,134	26,440
Ford Motor Credit Company	5.630	5.750	09/15/2015	5,100	5,074	5,360
Freeport-McMoRan Copper & Gold	8.380	6.848	04/01/2017	7,680	8,261	8,563

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See accompanying notes to financial statements.



# Total Return Fixed Income Pool

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

January 31, 2011

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
General Electric Capital Corp	5.450	5.188	01/15/2013	570	573	614
General Electric Capital Corp	5.900	3.549	05/13/2014	2,000	2,144	2,219
General Electric Capital Corp	5.500	4.530	01/08/2020	7,755	8,300	8,253
General Electric Capital Corp	6.380	3.937	11/15/2067	9,160	9,085	9,252
General Electric Company	5.000	4.833	02/01/2013	3,470	3,481	3,713
General Motors Corp	0.000	1.903	07/15/2033	3,900	3,406	1,384
Georgia-Pacific LLC	5.400	5.477	11/01/2020	2,250	2,237	2,221
Glitnir BankI HF	0.000	N	0.000	2,530	2,530	753
Glitnir BankI HF	0.000	N	0.045	3,390	3,388	1,009
Glitnir BankI HF	0.000	N	0.006	5,000	4,998	6
Glitnir BankI HF	0.000	N	0.024	600	594	1
GMAC LLC	6.880	4.991	09/15/2011	26,438	26,739	27,098
Goldman Sachs Capital II	5.790	2.514	12/29/2049	3,960	3,254	3,341
Goldman Sachs Group Inc	6.600	6.556	01/15/2012	2,030	2,031	2,143
Goldman Sachs Group Inc	6.150	6.141	04/01/2018	3,680	3,682	4,009
Goldman Sachs Group Inc	6.250	6.241	02/01/2041	2,810	2,813	2,840
Grifols Inc	8.250	8.255	02/01/2018	410	410	425
Groupe BPCE	12.500	9.578	P	5,317	6,939	5,872
HCA Inc	6.300	5.639	10/01/2012	9,500	9,598	9,761
HCA Inc	6.250	6.249	02/15/2013	8,000	8,000	8,240
HCA Inc	5.750	5.617	03/15/2014	3,300	3,311	3,333
HCA Inc	6.500	5.853	02/15/2016	3,500	3,597	3,535
Health Net Inc	6.380	7.207	06/01/2017	2,850	2,731	2,893
Household Finance Corporation	6.380	5.707	10/15/2011	120	121	125
Household Finance Corporation	7.000	5.660	05/15/2012	20	20	21
Household Finance Corporation	6.380	6.462	11/27/2012	440	439	476
HSBC Finance Corp	6.680	7.082	01/15/2021	1,450	1,408	1,503
HSBC Holdings PLC	6.500	5.916	05/02/2036	7,225	7,772	7,330
Humana Inc	7.200	6.671	06/15/2018	2,030	2,092	2,309
Humana Inc	8.150	8.095	06/15/2038	730	734	819
Hypotheckenbk In Essen	5.000	5.023	01/20/2012	2,060	2,060	2,134
ICICI Bank Limited	6.380	6.596	04/30/2022	2,238	2,003	2,230
ILFC E-Capital Trust II	6.250	3.297	12/21/2065	4,520	4,143	3,684
John Deere Capital Corp	5.350	5.235	04/03/2018	1,550	1,561	1,713
JP Morgan Chase XVII	5.850	6.301	08/01/2035	807	762	774
JPM Chase Capital XXV	6.800	6.684	10/01/2037	1,000	1,014	1,032
JPMorgan Chase & Co	5.750	5.268	01/02/2013	1,590	1,604	1,706
JPMorgan Chase & Co	5.130	5.030	09/15/2014	40	40	43
JPMorgan Chase & Co	5.150	5.330	10/01/2015	790	784	850
JPMorgan Chase & Co	4.950	4.173	03/25/2020	3,190	3,375	3,246
Kaupthing Bank HF	0.000	N	2.606	7,930	7,136	2,161
Kerr-McGee Corporation	6.950	6.236	07/01/2024	330	351	360
Kerr-McGee Corporation	7.880	6.593	09/15/2031	1,665	1,904	1,872
Kinder Morgan Energy Partners	6.750	6.157	03/15/2011	560	560	564
Kinder Morgan Energy Partners	7.130	5.552	03/15/2012	740	752	788
Kinder Morgan Energy Partners	5.850	7.004	09/15/2012	150	147	161
Kinder Morgan Energy Partners	5.000	6.163	12/15/2013	940	912	1,029
Kinder Morgan Energy Partners	6.000	6.219	02/01/2017	1,610	1,593	1,792
Kroger Co	6.400	5.641	08/15/2017	220	229	252
L-3 Communications Corp	5.200	5.246	10/15/2019	2,870	2,861	2,949
Lafarge SA	5.500	4.233	07/09/2015	6,175	6,486	6,521
Lafarge SA	6.500	5.044	07/15/2016	4,550	4,862	4,920
Lehman Bros CAP TR VII	0.000	N	0.017	110	110	-
Lehman Bros CAP TR VII	0.000	N	0.007	8,860	8,855	1
Lehman Bros CAP TR VII	0.000	N	0.114	4,430	4,237	-
Lloyds TSB Bank PLC	5.800	5.831	01/13/2020	4,135	4,126	4,014
Lloyds TSB Bank PLC	6.380	6.416	01/21/2021	390	389	394
Lorillard Tobacco Company	8.130	6.688	06/23/2019	5,060	5,521	5,473
Macy's Inc	6.900	6.746	04/01/2029	3,000	3,048	2,974
Macys Retail Holding Inc	6.380	6.832	03/15/2037	9,500	8,972	9,263
Macys Retail Holdings Inc	6.650	7.293	07/15/2024	6,415	6,063	6,415
Macys Retail Holdings Inc	6.700	6.501	07/15/2034	1,990	2,037	1,950
McDonalds Corp	5.350	5.225	03/01/2018	2,210	2,226	2,479
Merrill Lynch & Company Inc	6.880	6.887	04/25/2018	10,890	10,883	12,070

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See accompanying notes to financial statements.

# Total Return Fixed Income Pool

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

January 31, 2011

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
MetLife Inc	6.400	7.003	12/15/2066	4,870	4,460	4,596
MMC Corporation Berhad	6.250	4.222	01/15/2018	4,775	5,352	5,398
Morgan Stanley Dean Witter Co	5.630	5.806	01/09/2012	2,450	2,446	2,558
Morgan Stanley Dean Witter Co	6.600	5.476	04/01/2012	3,615	3,660	3,845
Morgan Stanley Dean Witter Co	6.630	6.224	04/01/2018	360	368	391
MUFG Capital Fin 1 LTD	6.350	4.118	07/29/2049	2,090	2,090	2,141
National Semiconductor Corp	6.600	5.898	06/15/2017	2,580	2,675	2,842
Nelnet Student Loan Trust	1.780	1.783	04/25/2024	4,480	4,480	4,598
Newfield Exploration Company	6.630	5.817	04/15/2016	4,650	4,816	4,813
News America Inc	6.650	6.763	11/15/2037	270	266	292
Pacific Gas & Electric Corp	6.050	5.913	03/01/2034	1,500	1,526	1,582
Pacific Gas & Electric Corp	5.800	6.056	03/01/2037	1,050	1,015	1,075
Pacific Life Global Funding	5.150	5.161	04/15/2013	450	450	481
Pfizer Inc	6.200	4.552	03/15/2019	6,250	6,942	7,298
Rabobank Nederland	11.000	10.092	P	544	593	703
Reed Elsevier Capital	7.750	3.463	01/15/2014	2,300	2,575	2,647
Reed Elsevier Capital	8.630	4.356	01/15/2019	3,975	5,104	5,066
Resona PFD Global Securities	7.190	2.061	12/29/2049	750	567	768
Reynolds American Inc	6.750	6.619	06/15/2017	4,740	4,772	5,338
Reynolds Group Holdings	6.880	6.875	02/15/2021	1,760	1,760	1,775
Royal Bank of Scotland Grp PLC	6.380	6.375	02/01/2011	1,270	1,270	1,270
Royal Bank of Scotland Grp PLC	5.000	7.737	10/01/2014	7,310	6,683	7,198
Royal Bank of Scotland Grp PLC	0.000	0.000	P	1,400	1,400	1,008
Royal Bank of Scotland PLC	5.630	5.821	08/24/2020	2,700	2,662	2,606
Royal Bank of Scotland PLC	6.130	6.175	01/11/2021	5,325	5,305	5,292
Safeway Inc	3.950	4.684	08/15/2020	570	538	534
Seariver Maritime Inc	0.000	3.908	09/01/2012	3,180	2,991	3,064
Southern Natural Gas Co	5.900	5.897	04/01/2017	570	570	615
Southern Natural Gas Co	8.000	9.188	03/01/2032	1,090	969	1,273
Sprint Capital Corp	6.900	6.750	05/01/2019	120	121	120
Sprint Capital Corp	8.750	7.015	03/15/2032	680	809	708
Sprint Nextel Corporation	6.000	6.738	12/01/2016	8,075	7,788	7,934
Student Loan Marketing Assn	6.250	6.500	01/25/2016	300	297	301
Student Loan Marketing Assn	8.450	8.315	06/15/2018	9,600	9,668	10,372
Student Loan Marketing Assn	8.000	8.250	03/25/2020	950	935	990
Systems 2001 Asset Trust	6.660	5.437	09/15/2013	4,952	4,990	5,324
Teachers Insurance & Annuity	6.850	6.860	12/16/2039	1,230	1,228	1,402
Telecom Italia Capital	5.250	5.287	11/15/2013	435	435	454
Telecom Italia Capital	4.950	4.995	09/30/2014	810	809	833
Telecom Italia Capital	5.250	5.332	10/01/2015	820	817	838
Tenet Healthcare Corporation	8.880	9.625	07/01/2019	250	239	286
Tennessee Gas Pipeline	7.500	4.308	04/01/2017	3,380	3,958	3,924
Time Warner Cable Inc	8.750	4.803	02/14/2019	9,990	12,588	12,670
Time Warner Entertainment Co	8.380	8.068	07/15/2033	3,050	3,147	3,786
TNK-BP Finance SA	7.880	8.692	03/13/2018	2,820	2,700	3,174
Travelers Cos Inc	6.250	4.048	06/20/2016	1,150	1,271	1,327
Travelers Cos Inc	5.750	4.273	12/15/2017	1,623	1,764	1,806
TXU Corp	5.550	7.065	11/15/2014	430	409	277
TXU Corp	6.550	8.064	11/15/2034	2,395	2,013	1,066
Union Pacific Corp	7.880	4.321	01/15/2019	5,500	6,804	6,886
Union Pacific RR Co 07-3	6.180	2.500	01/02/2031	831	886	942
United Business Media LT	5.750	5.979	11/03/2020	3,330	3,274	3,179
UnitedHealth Group Inc	5.250	4.986	03/15/2011	40	40	40
UNP RR Co 1999 Pass Trust	7.600	1.687	01/02/2020	638	735	754
UNP RR Co 2005 Pass Trust	5.080	2.619	01/02/2029	4,433	4,627	4,650
Vale Overseas Ltd	8.250	6.778	01/17/2034	250	293	301
Vale Overseas Ltd	6.880	6.982	11/21/2036	2,532	2,499	2,671
Vedanta Resources PLC	8.750	8.751	01/15/2014	1,430	1,430	1,523
Verizon Communications	6.100	5.595	04/15/2018	1,710	1,761	1,942
Verizon Global Funding Corp	6.880	4.979	06/15/2012	90	92	97
Verizon Global Funding Corp	7.380	5.221	09/01/2012	1,180	1,218	1,297
Wachovia Capital Trust	5.800	1.996	12/29/2049	2,540	2,343	2,216
Wachovia Corp	5.630	6.046	10/15/2016	4,150	4,067	4,567
Wachovia Corp	5.750	4.258	02/01/2018	7,280	7,927	8,101

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, 2011**

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
Wal-Mart Stores	5.800	5.143	02/15/2018	610	633	700
WellPoint Inc	5.880	4.695	06/15/2017	5,096	5,423	5,701
WellPoint Inc	7.000	4.132	02/15/2019	6,250	7,463	7,381
Wells Fargo & Company	5.250	3.972	10/23/2012	140	143	150
Wells Fargo Capital X	5.950	6.337	12/15/2036	3,280	3,118	3,164
Wyeth	5.950	5.999	04/01/2037	2,570	2,553	2,767
Xerox Corporation	6.400	4.485	03/15/2016	8,525	9,264	9,757
Xerox Corporation	6.350	3.960	05/15/2018	7,452	8,569	8,433
<i>Total Corporate Bonds</i>					751,640	739,678
<i>Corporate Asset Backed Issues</i>						
EDUCAP Student Loan Asset Back	2.030	A 2.097	06/25/2038	5,200	4,562	4,576
Education Funding Capital Trst	1.760	A 1.596	12/15/2042	900	846	862
Hertz Vehicle Financing LLC	5.290	5.350	03/25/2016	1,600	1,600	1,757
Nelnet Student Loan Trust	1.110	A 1.905	03/22/2032	10,700	8,943	9,710
Pegasus Aviation Lease Sec	8.370	17.655	07/25/2017	500	392	210
Public Service New Hampshire	6.480	5.468	05/01/2015	317	324	338
<i>Total Corporate Asset Backed Issues</i>					16,667	17,453
<i>Corporate CMO</i>						
Banc of America Mortgage Sec	5.240	A 6.982	12/01/2034	4,266	4,083	4,032
Banc of America Mortgage Sec	2.970	A 3.517	04/25/2035	888	869	763
Bear Stearns Adj Rate Mortgage	2.330	4.537	12/25/2046	1,691	1,570	1,184
Countrywide Alternative Loan T	2.910	A 3.033	12/25/2035	2,142	2,129	1,580
Countrywide Asset-Backed Cert	1.260	12.145	08/25/2047	2,249	1,744	1,576
Countrywide Home Loans	5.390	A 5.392	06/20/2036	1,189	1,188	876
GMAC Mortgage Corp Loan Trust	3.380	A 3.787	09/19/2035	859	847	776
Greenpoint Mtge Funding Trust	0.470	25.404	04/25/2036	2,005	1,095	1,229
Indymac Inda Mtg Loan Trust	5.880	A 5.829	09/25/2037	1,907	1,906	1,572
Indymac Indx Mtg Loan Trust	0.470	25.553	04/25/2046	2,092	1,173	1,272
IndyMac Residential Asset Sec	4.750	4.399	02/25/2019	3,723	3,743	3,857
JPMorgan Mortgage Trust	3.100	A 3.573	08/25/2035	1,705	1,677	1,488
Lehman XZ Trust	0.480	30.467	04/25/2046	4,869	2,707	2,808
Luminent Mortgage Trust	0.460	13.231	02/25/2046	4,429	2,489	2,918
MASTR ARM Trust	2.970	A 3.686	01/25/2036	1,127	1,106	991
MASTR Performing Loan Trust	7.000	6.339	08/25/2034	86	87	88
Merrill Lynch Mortgage Invest	2.830	A 3.353	12/25/2034	39	38	38
Mid-State Trust	3.500	3.536	12/15/2045	1,422	1,419	1,387
Morgan Stanley Mortgage Loan	2.800	A 2.867	10/25/2034	1,372	1,365	1,208
Morgan Stanley Mortgage Loan	5.170	A 5.035	06/25/2037	4,526	4,537	2,578
Residential Accredit Loans Inc	3.750	A 3.881	12/01/2035	10,283	10,223	6,220
Structured Asset Mortgage Inv	0.470	11.572	08/25/2036	7,678	4,287	5,354
Thornburg Mtg Securities Trust	6.200	A 6.273	09/25/2037	5,651	5,628	5,557
Thornburg Mtg Securities Trust	6.180	A 6.510	09/25/2037	5,945	5,862	5,825
Washington Mutual Mortgage	2.780	A 3.268	08/25/2035	1,623	1,596	1,401
Washington Mutual Mortgage	2.720	A 3.207	10/25/2035	784	777	756
Washington Mutual Mortgage	2.670	A 2.981	12/25/2035	1,956	1,926	1,695
Washington Mutual Mortgage	5.470	A 5.553	11/25/2036	206	205	165
Washington Mutual Mortgage	5.410	A 5.410	12/25/2036	778	777	626
Washington Mutual Mortgage	5.290	A 17.183	12/25/2036	662	370	509
Washington Mutual Mortgage	4.770	A 18.492	02/25/2037	657	367	523
Washington Mutual Mortgage	5.370	A 5.595	03/01/2037	235	233	181
Wells Fargo Mortgage Backed	2.740	A 9.024	12/25/2034	2,980	2,427	2,890
Wells Fargo Mortgage Backed	2.910	A 3.385	04/25/2036	395	393	360
<i>Total Corporate CMO</i>					70,843	64,283
<i>Corporate Preferred Securities</i>						
Citigroup Capital XIII	0.000	7.707		72	1,834	1,919
General Motors Corp	0.000	0.000		132	2,403	1,113
<i>Total Corporate Preferred Securities</i>					4,237	3,032
Total Corporate Issues - 37.9%					843,387	824,446

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, 2011

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
<b><u>Investments in Other Funds</u></b>						
Western Asset High Yield Portfolio				9,644	92,286	85,932
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				970	18,033	23,192
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				5,974	73,640	93,441
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	53,173
Investment Objective - To maximize total return by investing in investment grade fixed income securities.						
Redemption Provisions - Daily						
Western Asset Opportunistic Asian Securities Portfolio, LLC				4,160	43,343	50,951
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				311	4,909	4,740
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				1,790	23,724	31,630
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	110,908
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	31,508
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 - 22.3%					407,406	485,475
<b><u>Short-term Issues</u></b>						
Dreyfus Cash Management Institutional Fund				94,093	94,093	94,093
Federal Home Loan Mort Corp	0.000	0.254	05/24/2011	7	7	7
Federal National Mortgage Assn	0.000	0.220	05/09/2011	16	16	16
Repurchase Agreement	0.200	0.200	02/01/2011	16,800	16,800	16,800
Total Short-term Issues - 5.1%					110,916	110,916
<b><u>Option Contracts Purchased</u></b>						
<i>Call, strike price, expiration</i>						
2 Yr Mid-CV Option, 98.25, March 2011				-	40	22
Swaption, 3.5, November 2017				-	210	150
<i>Total Calls</i>					250	172
<i>Put, strike price, expiration</i>						
Euro 90 Day Future Option, 99, March 2011				1	321	11
Swaption, 6.0, November 2017				-	1,085	1,430
US Treasury 10 Yr Note Option, 119.5, February 2011				1	392	195
<i>Total Puts</i>					1,798	1,636
Total Option Contracts Purchased - 0.1%					2,048	1,808
Total Investment Securities - 102.1%					\$ 2,159,668	\$ 2,221,539

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

### Option Contracts Written - Unaudited

**January 31, 2011**

*(Amounts in thousands)*

<u>Type</u>	<u>Description</u>	<u>Maturity</u>	<u>Strike Price</u>	<u>Contracts</u>	<u>Cost</u>	<u>Fair Value</u>
Call	2 Yr Mid-CV Option	03/11/2011	98.500	(123)	\$ (17)	\$ (6)
Call	Euro 90 Day Future Option	03/14/2011	98.750	(142)	(138)	(322)
Call	Euro 90 Day Future Option	03/14/2011	99.625	(166)	(22)	(26)
Call	Swaption	10/02/2013	4.965	(224)	(1,329)	(1,609)
Call	Swaption	10/03/2013	4.860	(224)	(1,356)	(1,496)
Call	US Treasury 10Yr Note Option	02/18/2011	121.500	(205)	(144)	(115)
Put	Euro 90 Day Future Option	03/14/2011	98.250	(1,960)	(584)	(12)
Put	Euro 90 Day Future Option	03/14/2011	99.625	(166)	(43)	(13)
Put	Swaption	10/02/2013	4.965	(224)	(1,329)	(1,117)
Put	Swaption	10/03/2013	4.860	(224)	(1,356)	(1,196)
Put	Swaption	11/06/2017	7.250	(227)	(563)	(675)
Put	Swaption	11/06/2017	9.500	(227)	(318)	(313)
Put	US Treasury 10Yr Note Option	02/18/2011	121.000	(209)	(104)	(202)
Total Option Contracts Written - (0.3%)					<u>\$ (7,303)</u>	<u>\$ (7,102)</u>

*See accompanying notes to financial statements.*

## Total Return Fixed Income Pool

**Statement of Operations - Unaudited**  
**Period Ended January 31, 2011\***  
*(Amounts in thousands)*

	<b>Month</b>	<b>Year To Date</b>
<b>Investment income</b>		
Interest	\$ 6,274	\$ 40,018
Dividend	50	5,890
Securities lending	13	79
Shareholder litigation proceeds	-	157
Net amortization	(2,373)	(6,619)
<b>Total investment income</b>	3,964	39,525
<b>Expenses</b>		
Investment advisor fees	(385)	(2,676)
Trustee fees	(1)	(7)
Custodian bank fees	(6)	(46)
Management fees	(69)	(485)
Fiduciary bond fees	(1)	(6)
Professional service fees	(11)	(79)
Shareholder litigation expense	-	(1)
Securities lending agent fees	(3)	(16)
Securities lending borrower rebates	1	-
Futures commission expense	(5)	(25)
<b>Total expenses</b>	(480)	(3,341)
<b>Investment income, net</b>	3,484	36,184
<b>Realized and unrealized gain (loss) from investments and foreign currency</b>		
Net realized gain (loss) from:		
Investments	40	(8,873)
Foreign currency transactions	232	(1,355)
Net increase (decrease) in the fair value of:		
Investments	8,623	64,837
Translation of assets and liabilities in foreign currencies	(206)	(1,891)
<b>Net gain from investments and foreign currency</b>	8,689	52,718
<b>Net increase in net assets from operations</b>	\$ 12,173	\$ 88,902

*\*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, 2011\*

*(Amounts in thousands, except unit data)*

	Month	Year To Date
<b>Operations</b>		
Investment income, net	\$ 3,484	\$ 36,184
Net realized gain (loss) from investments	40	(8,873)
Net realized gain (loss) from foreign currency transactions	232	(1,355)
Net increase in the fair value of investments	8,623	64,837
Net decrease in the translation of assets and liabilities in foreign currencies	(206)	(1,891)
	<b>12,173</b>	<b>88,902</b>
<b>Distributions to unitholders</b>		
Investment income, net	(3,472)	(36,120)
<b>Unit transactions</b>		
Proceeds from sale of units	4,406	600,774
Reinvestment of distributions	7,418	38,170
	11,824	638,944
Amount paid for repurchase of units	(53,808)	(308,623)
	<b>(41,984)</b>	<b>330,321</b>
	<b>(33,283)</b>	<b>383,103</b>
	<b>2,208,465</b>	<b>1,792,079</b>
	<b>\$ 2,175,182</b>	<b>\$ 2,175,182</b>
<b>Unit data</b>		
Units sold	319,330	43,663,484
Units issued from reinvestment of distributions	537,601	2,780,887
	856,931	46,444,371
Units repurchased	(3,899,774)	(22,370,844)
	<b>(3,042,843)</b>	<b>24,073,527</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

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## Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

### NOTE 1. DESCRIPTION OF THE ENTITY

The West Virginia Investment Management Board (IMB) was organized on April 25, 1997, as a public body corporate 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 Pool is to earn superior returns with low volatility by actively investing in the extended fixed income markets. Dodge & Cox and Western Asset Management Company manage 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 in debt securities are carried at fair value, which is determined by a third party pricing service based on asset portfolio pricing models and other sources. Investments in other funds are valued at the reported net asset values of the individual funds, provided by the fund's management, as a practical expedient for measuring fair value. The investment in the Dreyfus Cash Management Institutional Fund, a regulated investment company money market mutual fund, is valued at \$1.00 per share. This is a reasonable estimate of the fair value and is the basis for current transactions. Futures and option contracts are valued at the last settlement price established each day by the exchange on which they are traded. Interest rate



# Total Return Fixed Income Pool

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## Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

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

and total return swap values are based on market values received from third parties or are determined by valuation models. Foreign currency forward contracts are valued at the difference between the month-end spot exchange rate and the forward contract amount. Investments in other funds are valued at the net asset value 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.

**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 (seller) 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.

# Total Return Fixed Income Pool

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## Notes to Financial Statements - Unaudited

*(Amounts in thousands, except share data)*

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

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 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 and is reported on the Statement of Assets and Liabilities. Securities loaned remain on the Statement of Assets and Liabilities and Schedule of Investments in Securities. 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 or as an alternative investment of cash.

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. Investment 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 Currency Forward Contracts** - A foreign currency 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 take advantage of the relative changes in currency exchange rates. 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 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. Fair values are based on market values received from third parties or are determined by valuation models.

# Total Return Fixed Income Pool

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## Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

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

**Total Return Swaps** – Total return swaps represent agreements in which one party makes payments based on a set rate, either fixed or variable, while the other party makes payments based on the return of an underlying asset, which includes both the income it generates and any capital gains. In total return swaps, the underlying asset, referred to as the reference asset, is usually an equity index, loans, or bonds. This is owned by the party receiving the set rate payment.

**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, which is determined by a third party pricing service based on asset portfolio pricing models and other sources. 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.

**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. DERIVATIVE FINANCIAL INSTRUMENTS

Derivative financial instruments held in the Pool include foreign exchange contracts, futures, options, interest rate swaps, and total return swaps. None of these derivative financial instruments are designated as hedging instruments under ASC 815; they are used to implement portfolio strategy, capture valuation opportunities, and to exploit market inefficiencies. The primary risks managed by using these derivative financial instruments include interest rate, foreign exchange rate, and market price

## Total Return Fixed Income Pool

### Notes to Financial Statements - Unaudited

*(Amounts in thousands, except share data)*

#### NOTE 3. DERIVATIVE FINANCIAL INSTRUMENTS (continued)

risks. See Note 2 for additional information on the Pool's purpose for entering into derivatives not designated as hedging instruments and for discussion on the risks associated with investing in these derivatives.

The table below presents the fair value of the derivative financial instruments not designated as hedging instruments recorded in the Statement of Assets and Liabilities as of January 31, 2011:

Derivatives not designated as hedging instruments under ASC 815	Asset Derivatives		Liability Derivatives	
	Statement of Assets and Liabilities	Fair Value	Statement of Assets and Liabilities	Fair Value
	Location		Location	
Fixed Income / Interest rate contracts	Investment in securities at fair value	\$ 1,808	Option contracts written	\$ (7,102)
Fixed Income / Interest rate contracts	Unrealized gain on swap contracts	247	Unrealized loss on swap contracts	(1,161)
Fixed Income / Interest rate contracts	Unrealized gain on futures contracts	9,302	Unrealized loss on futures contracts	(6,360)
Foreign exchange contracts	Unrealized gain on foreign currency forward contracts	765	Unrealized loss on foreign currency forward contracts	(1,690)
Total		<u>\$ 12,122</u>		<u>\$ (16,313)</u>

The table below presents the impact of the derivative financial instruments not designated as hedging instruments recorded in the Statement of Operations for the period ended January 31, 2011:

Derivatives not designated as hedging instruments under ASC 815	Statement of Operations Location	Realized Gain (Loss)
Fixed income / Interest rate contracts	Net realized loss from investments	\$ (11,290)
Foreign exchange contracts	Net realized loss from foreign currency transactions	(1,355)
Total		<u>\$ (12,645)</u>

# Total Return Fixed Income Pool

## Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

### NOTE 4. FAIR VALUE MEASUREMENTS

ASC 820 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. 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).

ASC 820 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 ASC 820 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 ASC 820 fair value hierarchy levels as of January 31, 2011:

	Level 1	Level 2	Level 3	Total
Commingled Funds	\$ -	\$ 485,475	\$ -	\$ 485,475
Corporate Issues	-	821,414	-	821,414
Foreign Currency Forward Contracts	-	(925)	-	(925)
Futures	2,942	-	-	2,942
Interest Rate Swaps	-	(707)	-	(707)
Total Return Swaps	-	(207)	-	(207)
Municipal Bonds	-	52,932	-	52,932
Options	(5,294)	-	-	(5,294)
Preferred Securities	3,032	-	-	3,032
Regulated Investment Companies	-	94,093	-	94,093
Securities Lending Collateral Funds	-	68,371	-	68,371
Short-term Issues	-	16,823	-	16,823
U.S. Government Agency Issues	-	473,640	-	473,640
U.S. Treasury Issues	-	272,322	-	272,322
Total	<u>\$ 680</u>	<u>\$ 2,283,231</u>	<u>\$ -</u>	<u>\$ 2,283,911</u>

# Total Return Fixed Income Pool

## Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

### NOTE 5. SECURITIES LENDING

At January 31, 2011, the fair value of securities on loan was \$69,913, initial collateral received was \$71,440, and the fair value of collateral held was \$69,755. Of the collateral held, \$70,027 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) with a fair value of \$68,371.

In early November 2008, the IMB was notified that certain securities issued by Sigma Finance, Inc. (Sigma) were transferred from the 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 \$10,974 as calculated by the IMB's proportionate interest in the 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. On October 1, 2008, the reserve recorded for the Pool was \$1,703. At January 31, 2011, the balance in the reserve account is \$1,615.

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 accumulated undistributed securities lending income will be distributed once the actual loss on Sigma is realized. The accumulated undistributed securities lending income for January 31, 2011 was \$589.

### NOTE 6. FUTURES CONTRACTS

At January 31, 2011, open positions in futures contracts denominated in U.S. dollars were as follows:

<u>Expiration</u>	<u>Open Contracts</u>	<u>Position</u>	<u>Value at January 31, 2011</u>	<u>Value Upon Entering Contract</u>	<u>Unrealized Gain (Loss)</u>
Mar 2011	166 Euro 90 Day Future	Long	\$ 41,357	\$ 41,315	\$ 42
Mar 2011	423 Euro 90 Day Future	Long	103,677	103,622	55
Mar 2011	852 US Ultra Bond Future	Long	104,929	111,180	(6,251)
Mar 2011	(423) Euro 90 Day Future	Short	(104,835)	(104,726)	(109)
Mar 2011	(825) US Treasury 10Yr Note Future	Short	(99,657)	(100,296)	639
Mar 2011	(304) US Treasury 2Yr Note Future	Short	(66,633)	(66,643)	10
Mar 2011	(753) US Treasury 5Yr Note Future	Short	(89,166)	(90,113)	947
Mar 2011	(1,567) US Treasury Bond Future	Short	(189,019)	(196,628)	7,609
			<u>\$ (299,347)</u>	<u>\$ (302,289)</u>	<u>\$ 2,942</u>

At January 31, 2011, the Pool had pledged cash of \$195 and securities of \$5,733 to cover margin requirements on open futures contracts.

## Total Return Fixed Income Pool

### Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

#### NOTE 7. SWAPS

At January 31, 2011, open positions in interest rate and total return swaps are as follows:

Counterparty	Notional Value	Maturity Date	Receiving			Paying			Unrealized Gain (Loss)
			Rate	Type	Base	Rate	Type	Base	
<i>Interest Rate Swaps</i>									
CS First Boston	\$ 17,570	12/10/2039	0.3%	Floating	3 mo. Libor	4.2%	Fixed	N/A	\$ 247
Greenwich Capital	10,560	12/18/2018	0.3%	Floating	3 mo. Libor	4.3%	Fixed	N/A	(954)
Total Interest Rate Swaps	28,130								(707)
<i>Total Return Swap</i>									
CS First Boston	18,440	03/10/2011	4.4%	Fixed	N/A	0.3%	Floating	3 mo. Libor	(207)
Total Swaps	\$ 46,570								\$ (914)

At January 31, 2011, the Pool had pledged cash of \$7,870 as collateral on open swap contracts.

#### NOTE 8. OPTION CONTRACTS

A summary of the activity in short (written) option positions for the period ended January 31, 2011 is as follows:

	Puts		Calls	
	Number of Contracts	Premiums (Received)/Paid	Number of Contracts	Premiums (Received)/Paid
Options outstanding at June 30, 2010	(1,712)	\$ (3,218)	(851)	\$ (3,003)
Options written	(5,833)	(2,412)	(2,197)	(835)
Options closed	3,101	984	1,726	728
Options expired	1,207	349	238	104
Options outstanding at January 31, 2011	(3,237)	\$ (4,297)	(1,084)	\$ (3,006)

## Total Return Fixed Income Pool

### Notes to Financial Statements - Unaudited

*(Amounts in thousands, except share data)*

#### NOTE 9. FOREIGN CURRENCY FORWARD CONTRACTS

At January 31, 2011, open foreign currency forward contracts were as follows:

Position	Foreign Currency	Inception Date	Expiration Date	Receivable		Payable		Unrealized Gain (Loss)
				(in foreign currency)	(in U. S. dollars)	(in foreign currency)	(in U. S. dollars)	
Long	Euro Currency	11/10/2010	2/14/2011	11,289	\$ 15,476		\$ 15,545	\$ (69)
Long	Euro Currency	11/12/2010	2/14/2011	3,591	4,922		4,920	2
Long	Mexican New Peso	11/22/2010	2/14/2011	133,952	11,001		10,847	154
Long	S. African Rand vs. Australian Dollar	11/22/2010	2/14/2011	38,505	5,358	5,352	5,527	(169)
Long	Swiss Franc vs. Polish Zloty	11/22/2010	2/14/2011	47,182	16,442	16,433	17,284	(842)
Short	Polish Zloty vs. Swiss Franc	11/25/2010	2/14/2011	15,747	16,759	16,760	16,442	317
Short	Australian Dollar vs. S. African Rand	1/10/2011	2/14/2011	5,698	5,677	38,701	5,385	292
Short	Euro Currency	11/16/2010	2/14/2011		21,011	21,011	21,179	(168)
Short	Euro Currency	12/08/2010	2/14/2011		11,067	11,067	11,475	(408)
Short	Japanese Yen	11/12/2010	2/14/2011		13,537	13,537	13,571	(34)
					<u>\$ 121,250</u>		<u>\$ 122,175</u>	<u>\$ (925)</u>

#### NOTE 10. FINANCIAL HIGHLIGHTS

##### Per Unit Operating Performance:

Net asset value at June 30, 2010	\$ 13.48
Income from investment operations:	
Net investment income	0.24
Net realized and unrealized gain on investment transactions	0.39
Net realized loss from foreign currency transactions	(0.01)
Net decrease in the translation of assets and liabilities in foreign currencies	<u>(0.01)</u>
Total from investment operations	0.61
Less distributions from net investment income	<u>(0.24)</u>
Net asset value at January 31, 2011	<u>\$ 13.85</u>

**Time-weighted Total Return \*** 4.6%

##### Supplemental Data:

Net assets, end of period	\$ 2,175,182
Ratio to average net assets:	
Expenses **	0.28%
Net investment income **	3.05%
Portfolio turnover rate	55.91%

\* 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



## Total Return Fixed Income Pool

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### Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

#### NOTE 11. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at January 31, 2011. 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	\$ 629,651
Teachers' Retirement System	586,514
Workers' Compensation Old Fund	350,997
Revenue Shortfall Reserve Fund B	127,239
Retiree Health Benefit Trust	96,822
Revenue Shortfall Reserve Fund	76,875
Coal Workers' Pneumoconiosis Fund	74,782
State Police Death, Disability and Retirement Fund	67,968
Public Employees' Insurance Agency	66,173
Board of Risk and Insurance Management	37,740
Judges' Retirement System	17,835
Deputy Sheriff's Retirement System	16,266
State Police Retirement System	9,785
Wildlife Endowment Fund	6,067
Emergency Medical Services Retirement System	4,493
Workers' Compensation Uninsured Employers Fund	2,624
Workers' Compensation Self-insured Employers Fund	2,563
Access WV	788
Total	<u>\$ 2,175,182</u>



**Financial Statements - Unaudited**

**January 31, 2011**



# Core Fixed Income Pool

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## Financial Statements - Unaudited January 31, 2011

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# Core Fixed Income Pool

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**Statement of Assets and Liabilities - Unaudited**  
**January 31, 2011**  
*(Amounts in thousands, except unit data)*

**Assets**

Investment securities at fair value	\$	1,040,258
Receivables:		
Accrued interest		8,306
Investments sold		2,305
Dividends		<u>1</u>
<b>Total assets</b>		<b>1,050,870</b>

**Liabilities**

Accrued expenses		375
Dividends payable		2,983
Payable for investments purchased		<u>4,454</u>
<b>Total liabilities</b>		<b><u>7,812</u></b>
<b>Net assets</b>	<b>\$</b>	<b><u><u>1,043,058</u></u></b>

**Analysis of net assets**

Paid-in capital	\$	948,118
Accumulated undistributed net realized gain from investments		55,109
Unrealized net appreciation of investments		<u>39,831</u>
<b>Net assets</b>	<b>\$</b>	<b><u><u>1,043,058</u></u></b>

**Unit data**

Units outstanding		96,515,932
Net asset value, unit price	\$	<u><u>10.81</u></u>

*See accompanying notes to financial statements.*

# Core Fixed Income Pool

## Schedule of Investments in Securities - Unaudited January 31, 2011

(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>						
American Municipal Power-Ohio	7.500 %	7.499 %	02/15/2050	330	\$ 330	\$ 336
Illinois	5.100	5.763	06/01/2033	350	321	265
New York St Dorm Authority	5.600	5.787	03/15/2040	260	253	253
Port Authority NY and NJ	5.650	5.647	11/01/2040	600	600	569
Tennessee Valley Authority	4.630	4.693	09/15/2060	400	395	362
Total Municipal Bonds - 0.2%					1,899	1,785
<b><u>U. S. Treasury Issues</u></b>						
United States Treasury	0.000	2.796	02/15/2014	4,100	3,768	3,973
United States Treasury	1.880	2.255	02/28/2014	1,000	989	1,026
United States Treasury	0.000	2.113	05/15/2014	6,100	5,692	5,864
United States Treasury	0.000	2.343	08/15/2014	3,000	2,763	2,866
United States Treasury	0.000	1.444	11/15/2014	5,750	5,444	5,453
United States Treasury	2.630	2.458	12/31/2014	6,000	6,037	6,278
United States Treasury	0.000	2.704	02/15/2015	150	135	141
United States Treasury	9.880	2.377	11/15/2015	3,100	4,145	4,254
United States Treasury	2.630	2.861	02/29/2016	200	198	206
United States Treasury	2.630	1.973	04/30/2016	1,670	1,723	1,717
United States Treasury	0.000	3.332	08/15/2016	4,800	3,997	4,228
United States Treasury	3.130	3.241	10/31/2016	10,000	9,940	10,462
United States Treasury	0.000	3.233	11/15/2016	1,000	831	873
United States Treasury	7.500	3.028	11/15/2016	14,900	18,411	19,175
United States Treasury	0.000	2.255	11/15/2016	3,120	2,740	2,718
United States Treasury	3.250	3.209	12/31/2016	31,200	31,267	32,760
United States Treasury	4.630	3.056	02/15/2017	6,500	7,059	7,331
United States Treasury	0.000	3.562	02/15/2017	5,150	4,161	4,423
United States Treasury	3.250	2.910	03/31/2017	11,600	11,821	12,144
United States Treasury	3.130	2.432	04/30/2017	6,715	6,983	6,970
United States Treasury	8.750	3.078	05/15/2017	1,840	2,432	2,522
United States Treasury	4.500	3.079	05/15/2017	3,060	3,307	3,423
United States Treasury	2.750	2.508	05/31/2017	6,455	6,546	6,548
United States Treasury	8.880	3.186	08/15/2017	13,360	17,813	18,537
United States Treasury	4.750	2.704	08/15/2017	18,645	20,911	21,146
United States Treasury	0.000	3.492	11/15/2017	7,050	5,573	5,842
United States Treasury	3.500	2.488	02/15/2018	1,000	1,065	1,052
United States Treasury	0.000	3.537	02/15/2018	3,950	3,086	3,232
United States Treasury	0.000	3.743	08/15/2018	500	378	400
United States Treasury	9.000	3.655	11/15/2018	1,000	1,359	1,438
United States Treasury	8.880	3.592	02/15/2019	8,482	11,586	12,172
United States Treasury	3.130	2.884	05/15/2019	4,680	4,762	4,724
United States Treasury	0.000	4.013	05/15/2019	4,550	3,273	3,496
United States Treasury	8.130	3.151	08/15/2019	7,198	9,857	10,003
United States Treasury	0.000	4.021	08/15/2019	300	214	227
United States Treasury	8.500	3.516	02/15/2020	1,750	2,420	2,496
United States Treasury	0.000	4.006	05/15/2020	4,500	3,113	3,266
United States Treasury	8.750	3.409	05/15/2020	1,400	1,991	2,031
United States Treasury	0.000	4.019	05/15/2020	2,450	1,693	1,771
United States Treasury	8.750	3.625	08/15/2020	6,050	8,531	8,808
United States Treasury	0.000	3.855	08/15/2020	4,500	3,126	3,207
United States Treasury	0.000	4.258	11/15/2020	400	265	281
United States Treasury	0.000	4.230	02/15/2021	200	131	138
United States Treasury	8.130	3.524	05/15/2021	1,000	1,394	1,413
United States Treasury	0.000	3.501	11/15/2021	5,000	3,438	3,293
United States Treasury	0.000	3.851	02/15/2022	1,250	820	811
United States Treasury	7.130	3.585	02/15/2023	1,000	1,344	1,333
United States Treasury	0.000	4.526	05/15/2024	1,100	607	621
United States Treasury	0.000	4.459	08/15/2024	700	385	389
United States Treasury	0.000	6.392	11/15/2024	250	131	137
United States Treasury	0.000	6.934	02/15/2025	700	349	377
United States Treasury	6.000	4.435	02/15/2026	400	468	487
United States Treasury	0.000	4.862	05/15/2026	850	408	422
United States Treasury	6.750	4.073	08/15/2026	625	816	817
United States Treasury	6.500	4.024	11/15/2026	550	708	703

A - Adjustable rate security.

See accompanying notes to financial statements.

# Core Fixed Income Pool

## Schedule of Investments in Securities - Unaudited (continued) January 31, 2011

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
United States Treasury	0.000	4.278	11/15/2026	5,000	2,563	2,407
United States Treasury	6.630	3.883	02/15/2027	800	1,060	1,035
United States Treasury	0.000	4.756	02/15/2027	200	94	95
United States Treasury	6.380	4.079	08/15/2027	400	510	506
United States Treasury	0.000	4.706	08/15/2027	950	440	438
United States Treasury	6.130	4.343	11/15/2027	150	182	185
United States Treasury	0.000	4.358	11/15/2027	1,500	727	682
United States Treasury	0.000	4.552	02/15/2028	2,050	952	918
United States Treasury	0.000	4.851	05/15/2028	100	44	44
United States Treasury	5.500	4.534	08/15/2028	1,050	1,172	1,213
United States Treasury	0.000	4.655	02/15/2029	300	131	127
United States Treasury	0.000	4.554	05/15/2029	150	66	63
United States Treasury	0.000	4.595	11/15/2029	200	85	81
United States Treasury	0.000	4.712	02/15/2030	200	82	80
United States Treasury	5.380	4.324	02/15/2031	1,100	1,254	1,254
United States Treasury	0.000	4.591	05/15/2036	200	63	57
Total U. S. Treasury Issues - 25.8%					261,829	269,610
<b>U. S. Government Agency Issues</b>						
<i>U. S. Government Agency MBS (coupon, yield, and maturity date are weighted averages)</i>						
FHLMC Issues	6.004	2.310	10/16/2032	55,343	58,537	59,719
FNMA Issues	5.965	3.562	08/28/2030	74,093	78,906	80,624
GNMA Issues	6.526	4.864	05/09/2036	4,564	4,914	5,069
<i>Total U. S. Government Agency MBS</i>					142,357	145,412
<i>U. S. Government Agency CMO (coupon, yield, and maturity date are weighted averages)</i>						
FHLMC Issues	6.381	4.749	06/26/2033	123,844	91,226	94,961
FNMA Issues	6.142	4.368	10/30/2033	181,362	135,851	141,972
GNMA Issues	8.517	6.682	05/06/2034	90,010	29,930	34,184
<i>Total U. S. Government Agency CMO</i>					257,007	271,117
<i>U. S. Government Agency Bonds</i>						
Federal National Mortgage Assn	0.000	2.342	07/05/2014	2,300	2,129	2,159
FICO	0.000	5.655	09/26/2019	700	470	511
<i>Total U. S. Government Agency Bonds</i>					2,599	2,670
Total U. S. Government Agency Issues - 40.2%					401,963	419,199
<b>Corporate Issues</b>						
<i>Corporate Bonds</i>						
Ace Ina Hldg Inc	5.880	3.570	06/15/2014	240	257	266
Ace Ina Hldg Inc	5.600	2.613	05/15/2015	430	482	474
AFLAC Inc	6.450	6.488	08/15/2040	108	107	109
AGL Capital Corporation	4.450	2.753	04/15/2013	260	269	274
AGL Capital Corporation	5.250	5.094	08/15/2019	250	253	263
Alberta Energy Company Ltd	8.130	5.675	09/15/2030	200	258	240
Allied Waste North America	6.880	6.978	06/17/2015	250	249	273
Allstate Corp	5.000	3.585	08/15/2014	470	492	516
Allstate Life Global Fn Trust	5.380	1.804	04/30/2013	300	323	326
Amer Airline Pt Trs 11-1	5.250	5.250	07/31/2021	118	118	118
American Express	7.000	5.284	03/19/2018	320	352	372
American Express Credit Co	5.880	2.100	05/02/2013	40	43	43
American Express Credit Co	7.300	4.692	08/20/2013	600	637	678
American Express Credit Co	5.130	4.116	08/25/2014	625	646	677
American Honda Finance	7.630	5.027	10/01/2018	300	349	369
American Water Cap Corp	6.090	3.499	10/15/2017	300	346	340
American Water Cap Corp	6.590	5.338	10/15/2037	300	353	311
Ameritech Capital Funding	6.450	5.178	01/15/2018	70	75	79
Amgen Inc	6.150	3.425	06/01/2018	285	335	332
Amgen Inc	5.700	5.035	02/01/2019	210	219	237
Amgen Inc	4.950	5.002	10/01/2041	200	198	184
Anadarko Petroleum Corp	7.630	3.498	03/15/2014	130	146	149
Anadarko Petroleum Corp	8.700	8.255	03/15/2019	300	308	367
Anadarko Petroleum Corp	6.950	5.871	06/15/2019	285	305	320

A - Adjustable rate security.

See accompanying notes to financial statements.



# Core Fixed Income Pool

## Schedule of Investments in Securities - Unaudited (continued) January 31, 2011 (Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
Anheuser-Busch	7.200	4.539	01/15/2014	300	322	346
Anheuser-Busch	7.750	5.146	01/15/2019	580	677	716
ANR Pipeline	9.630	5.447	11/01/2021	240	321	336
ANZ National (Intl) LTD	2.380	2.418	12/21/2012	175	175	178
Aon Corporation	3.500	3.605	09/30/2015	121	120	122
Appalachian Power Company	5.950	6.624	05/15/2033	250	231	243
Arrow Electronics Inc	6.880	6.098	07/01/2013	215	219	236
Arrow Electronics Inc	6.880	5.965	06/01/2018	235	248	255
ASIF Global Financing	4.900	1.972	01/17/2013	557	588	585
Associates Corp NA	6.950	9.366	11/01/2018	350	304	387
AT&T Corp	8.000	6.187	11/15/2031	41	50	51
AT&T Inc	4.950	3.716	01/15/2013	175	179	188
AT&T Inc	5.500	4.564	02/01/2018	370	391	408
AT&T Inc	5.600	5.809	05/15/2018	365	361	404
AT&T Inc	6.300	6.619	01/15/2038	600	574	619
AT&T Inc	5.350	5.341	09/01/2040	1,374	1,376	1,255
Atmos Energy Corp	6.350	3.826	06/15/2017	175	200	195
Atmos Energy Corp	8.500	8.529	03/15/2019	150	150	189
BAE Systems Holdings Inc	5.200	2.802	08/15/2015	195	215	208
Bank of America Corp	5.500	5.648	06/14/2012	2,000	1,996	2,111
Bank of America Corp	7.380	7.510	05/15/2014	600	598	683
Bank of America Corp	5.130	8.762	11/15/2014	300	266	316
Bank of America Corp	6.500	6.545	08/01/2016	500	499	553
Bank of America Corp	5.630	5.039	10/14/2016	250	257	265
Bank of America Corp	6.000	4.529	09/01/2017	200	217	212
Bank of America Corp	5.650	5.589	05/01/2018	1,250	1,254	1,302
Bank of America Corp	5.630	5.672	07/01/2020	90	90	93
Bank of Nova Scotia	3.400	3.428	01/22/2015	127	127	132
Bank of Nova Scotia	1.650	1.686	10/29/2015	345	344	331
Bank of Nova Scotia	4.380	4.395	01/13/2021	214	214	213
Bank Tokyo - Mitsubishi UFJ	3.850	3.859	01/22/2015	356	356	375
Barclays Bank PLC	5.200	5.227	07/10/2014	400	400	434
Barclays Bank PLC	6.750	5.145	05/22/2019	950	1,052	1,066
Barclays Bank PLC	5.130	5.231	01/08/2020	500	496	507
BB&T Corporation	3.850	1.779	07/27/2012	575	592	598
BB&T Corporation	3.380	3.399	09/25/2013	340	340	355
BB&T Corporation	4.900	5.999	06/30/2017	800	754	836
BB&T Corporation	6.850	7.048	04/30/2019	225	222	261
Bell Tel Co Pennsylvania	8.350	7.266	12/15/2030	400	445	454
BellSouth Corporation	5.200	4.342	09/15/2014	300	309	330
Berkshire Hathaway Fin	4.000	4.082	04/15/2012	600	599	624
Berkshire Hathaway Fin	4.600	4.335	05/15/2013	100	101	107
Berkshire Hathaway Fin	2.450	2.497	12/15/2015	477	476	476
BHP Billiton Financial USA	5.500	5.577	04/01/2014	200	200	223
BHP Billiton Financial USA	6.500	4.554	04/01/2019	520	588	616
BlackRock Inc	6.250	4.677	09/15/2017	500	544	564
Blackstone Holdings Financial	5.880	5.938	03/15/2021	550	547	542
BNY Mellon	4.500	2.783	04/01/2013	305	316	327
BNY Mellon	5.130	3.868	08/27/2013	350	361	384
BNY Mellon	2.950	2.978	06/18/2015	500	499	511
BNY Mellon	4.600	4.625	01/15/2020	115	115	120
Boeing Company	9.750	2.232	04/01/2012	260	282	285
Boeing Company	5.130	4.019	02/15/2013	100	102	108
Boeing Company	4.880	4.664	02/15/2020	230	234	246
BP Capital Markets PLC	3.130	3.127	03/10/2012	250	250	256
BP Capital Markets PLC	3.630	3.625	05/08/2014	100	100	105
BP Capital Markets PLC	3.880	3.333	03/10/2015	500	510	524
British Telecom PLC	5.950	5.942	01/15/2018	275	275	304
British Telecom PLC	9.880 A	6.740	12/15/2030	145	194	194
Bunge Limited Finance Co	5.880	6.484	05/15/2013	50	49	53
Bunge Limited Finance Co	8.500	7.213	06/15/2019	373	402	440
Bunge NA Finance LP	5.900	7.617	04/01/2017	54	50	56
Burlington Northern Santa Fe	5.900	4.746	07/01/2012	150	152	160
Burlington Northern Santa Fe	5.650	4.368	05/01/2017	225	241	251
Burlington Northern Santa Fe	4.700	4.722	10/01/2019	350	349	367

A - Adjustable rate security.

See accompanying notes to financial statements.

# Core Fixed Income Pool

## Schedule of Investments in Securities - Unaudited (continued) January 31, 2011

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
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	378	431
Canadian Natural Resources Ltd	5.900	4.608	02/01/2018	615	662	700
Capital One Bank USA NA	6.500	10.704	06/13/2013	100	91	109
Capital One Financial Corp	7.380	5.321	05/23/2014	295	313	339
Capital One Financial Corp	5.500	10.399	06/01/2015	200	167	217
Capital One Financial Corp	6.750	5.035	09/15/2017	955	1,046	1,103
Cargill Inc	6.380	3.633	06/01/2012	100	104	107
Cargill Inc	7.350	5.427	03/06/2019	250	281	299
Carolina Power & Light	5.300	4.589	01/15/2019	200	209	222
Caterpillar Financial Services	5.850	4.754	09/01/2017	820	870	940
Caterpillar Financial Services	5.450	3.907	04/15/2018	280	307	311
Caterpillar Financial Services	7.150	6.140	02/15/2019	395	419	485
CBS Corp	5.750	5.766	04/15/2020	53	53	56
Centerpoint Ener Houston	5.750	5.100	01/15/2014	185	188	205
Centerpoint Ener Houston	7.000	5.151	03/01/2014	185	195	213
Centerpoint Energy Resources	5.950	3.744	01/15/2014	165	175	183
Cisco Systems Inc	5.500	4.491	02/22/2016	210	219	239
Cisco Systems Inc	4.450	4.555	01/15/2020	250	248	260
Cisco Systems Inc	5.500	5.644	01/15/2040	300	294	302
Citigroup Inc	6.380	6.536	08/12/2014	295	294	329
Citigroup Inc	6.010	3.809	01/15/2015	300	324	331
Citigroup Inc	4.750	4.876	05/19/2015	87	87	92
Citigroup Inc	4.590	4.145	12/15/2015	300	306	313
Citigroup Inc	6.000	6.087	08/15/2017	1,290	1,282	1,412
Citigroup Inc	6.130	7.031	11/21/2017	555	527	609
Citigroup Inc	8.500	8.765	05/22/2019	265	261	324
Citigroup Inc	5.380	5.507	08/09/2020	300	297	307
Citigroup Inc	7.000	6.049	12/01/2025	490	535	510
Citigroup Inc	8.130	8.310	07/15/2039	350	343	428
Cleveland Electric Illum	7.880	5.053	11/01/2017	300	348	364
Cleveland Electric Illum	8.880	7.005	11/15/2018	225	250	284
CME Group Inc	5.750	1.969	02/15/2014	307	341	343
CNA Financial Corp	5.850	3.764	12/15/2014	250	269	264
CNA Financial Corp	6.500	4.776	08/15/2016	285	309	308
CNA Financial Corp	5.880	5.917	08/15/2020	170	169	171
Coca-Cola Company	3.630	3.725	03/15/2014	100	100	106
Coca-Cola Company	4.880	4.993	03/15/2019	100	99	109
Columbus Southern Power	6.050	6.649	05/01/2018	205	198	232
Comcast Cable Comm Holdings	9.460	7.128	11/15/2022	775	915	1,058
Comcast Cable Holdings	10.130	5.959	04/15/2022	240	321	323
Comcast Corp	5.900	4.613	03/15/2016	625	661	702
Comcast Corp	6.500	5.409	01/15/2017	200	211	231
Comerica Bank	5.200	4.930	08/22/2017	250	254	263
Commonwealth	6.650	9.674	01/15/2018	430	365	453
Commonwealth REIT	5.880	6.166	09/15/2020	325	318	320
ConocoPhillips	5.200	3.086	05/15/2018	501	570	554
ConocoPhillips	5.750	5.911	02/01/2019	100	99	114
ConocoPhillips	6.000	4.630	01/15/2020	875	962	1,009
Cons Edison Co of NY	6.300	5.749	08/15/2037	150	161	166
Cons Edison Co of NY	5.500	5.713	12/01/2039	350	340	351
Consumers Energy Company	6.700	5.661	09/15/2049	394	458	467
Countrywide Financial Corp	6.250	5.330	05/15/2016	600	625	632
Cox Communications Inc	5.450	3.845	12/15/2014	225	238	250
Credit Suisse New York	3.450	3.496	07/02/2012	200	200	207
Credit Suisse New York	5.500	5.524	05/01/2014	170	170	187
Credit Suisse USA Inc	5.130	5.058	01/15/2014	155	155	169
Credit Suisse USA Inc	4.880	6.376	01/15/2015	250	237	270
Credit Suisse USA Inc	5.130	4.005	08/15/2015	525	549	573
Credit Suisse USA Inc	5.850	4.627	08/16/2016	400	422	451
Credit Suisse USA Inc	7.130	5.535	07/15/2032	275	330	321
CSX Corp	6.300	4.952	03/15/2012	100	101	106
CSX Corp	6.250	4.272	03/15/2018	420	470	482
CSX Corp	7.380	6.722	02/01/2019	200	208	242
CVS Caremark Corp	6.130	6.066	09/15/2039	735	741	760

A - Adjustable rate security.

See accompanying notes to financial statements.

# Core Fixed Income Pool

## Schedule of Investments in Securities - Unaudited (continued) January 31, 2011

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
Daimler Finance NA Holdings	7.300	1.894	01/15/2012	245	257	259
Daimler Finance NA Holdings	6.500	7.740	11/15/2013	275	267	312
Dell Inc	5.650	4.846	04/15/2018	317	332	348
Dell Inc	5.880	4.037	06/15/2019	200	226	220
Delta Air Lines Inc	4.950	4.950	05/23/2019	135	135	137
Deutsche Bank AG London	2.380	2.409	01/11/2013	435	435	442
Deutsche Bank AG London	3.880	3.962	08/18/2014	305	304	321
Deutsche Telekom Int Fin	6.750	4.691	08/20/2018	200	226	236
Deutsche Telekom Int Fin	6.000	5.650	07/08/2019	635	649	718
Diageo Capital PLC	5.200	1.199	01/30/2013	200	216	216
Diageo Capital PLC	4.830	4.387	07/15/2020	402	416	422
Diageo Finance BV	5.500	2.552	04/01/2013	265	281	289
Directv Holdings/Fing	4.600	4.608	02/15/2021	400	400	392
Directv Holdings/Fing	6.000	6.098	08/15/2040	750	740	735
Dominion Resources Inc	6.400	4.717	06/15/2018	465	513	537
Dominion Resources Inc	5.200	3.297	08/15/2019	50	57	54
Dow Chemical Company	4.850	4.855	08/15/2012	235	235	248
Dow Chemical Company	8.550	5.719	05/15/2019	530	628	662
Dow Chemical Company	4.250	4.284	11/15/2020	64	64	61
Duke Energy Carolinas	7.000	4.034	11/15/2018	250	299	304
Duke Energy Carolinas	4.300	4.329	06/15/2020	156	156	159
Duke Energy Ohio Inc	5.450	5.009	04/01/2019	395	406	437
DuPont EI de Nemours Co	6.000	3.144	07/15/2018	408	485	468
DuPont EI de Nemours Co	4.900	4.987	01/15/2041	125	123	117
Encana Corp	6.500	5.141	05/15/2019	500	545	590
Enel Finance Intl SA	5.130	5.144	10/07/2019	700	699	690
Eni SpA	5.700	5.741	10/01/2040	250	249	237
EOG Resources Inc	5.630	5.356	06/01/2019	200	204	221
Erac USA Finance Company	2.250	2.317	01/10/2014	286	285	287
Exelon Generation Co LLC	4.000	4.013	10/01/2020	288	288	267
Exelon Generation Co LLC	5.750	5.778	10/01/2041	86	86	79
FannieMae STRIPS	0.000	5.737	11/15/2021	1,000	618	623
Federal Farm Credit Bank	5.130	3.384	11/15/2018	1,000	1,118	1,119
Federal Home Loan Mortgage	5.500	3.324	08/23/2017	2,900	3,269	3,346
Federal National Mortgage Assn	5.000	2.195	05/11/2017	3,000	3,491	3,378
Federal National Mortgage Assn	5.380	3.276	06/12/2017	2,000	2,239	2,299
Florida Power & Light	5.960	5.307	04/01/2039	335	367	364
Florida Power Corp	6.400	5.331	06/15/2038	280	323	316
FMR LLC	6.450	6.504	11/15/2039	250	248	241
FPL Group Capital Inc	6.000	6.006	03/01/2019	125	125	138
France Telecom	4.380	3.419	07/08/2014	400	412	431
France Telecom	8.500	5.770	03/01/2031	130	172	174
General Electric Capital Corp	5.880	2.016	02/15/2012	162	168	171
General Electric Capital Corp	0.420	3.230	04/10/2012	500	483	500
General Electric Capital Corp	5.900	5.926	05/13/2014	1,500	1,499	1,664
General Electric Capital Corp	5.500	3.739	06/04/2014	675	712	737
General Electric Capital Corp	2.250	2.266	11/09/2015	675	675	649
General Electric Capital Corp	5.630	5.786	09/15/2017	400	396	439
General Electric Capital Corp	5.630	4.730	05/01/2018	930	976	1,008
General Electric Capital Corp	6.000	5.091	08/07/2019	2,435	2,586	2,704
General Electric Capital Corp	5.500	5.614	01/08/2020	1,320	1,310	1,405
General Electric Capital Corp	4.380	4.424	09/16/2020	445	443	432
General Electric Capital Corp	5.880	8.520	01/14/2038	200	144	197
General Electric Company	5.250	5.983	12/06/2017	305	293	330
General Mills Inc	5.200	4.836	03/17/2015	100	101	111
General Mills Inc	5.650	4.103	02/15/2019	470	519	522
Georgia Power Company	5.250	5.030	12/15/2015	200	202	225
Georgia Power Company	4.750	4.811	09/01/2040	128	127	116
Glaxosmithkline Cap Inc	4.380	3.625	04/15/2014	215	220	233
Glaxosmithkline Cap Inc	6.380	5.354	05/15/2038	275	315	313
Goldman Sachs	7.500	5.606	02/15/2019	2,920	3,272	3,404
Goldman Sachs	5.380	5.493	03/15/2020	450	446	463
Goldman Sachs Group Inc	5.250	2.371	10/15/2013	300	322	325
Goldman Sachs Group Inc	5.150	5.113	01/15/2014	415	415	451
Goldman Sachs Group Inc	5.750	5.226	10/01/2016	50	51	55

A - Adjustable rate security.

See accompanying notes to financial statements.

# Core Fixed Income Pool

## Schedule of Investments in Securities - Unaudited (continued) January 31, 2011 (Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
Goldman Sachs Group Inc	6.250	7.134	09/01/2017	290	277	320
Goldman Sachs Group Inc	5.950	5.036	01/18/2018	200	211	216
Goldman Sachs Group Inc	6.150	5.848	04/01/2018	535	543	583
Goldman Sachs Group Inc	6.750	6.519	10/01/2037	140	144	141
Goldman Sachs Group LP	8.000	3.407	03/01/2013	210	229	234
GTE Corporation	6.840	3.750	04/15/2018	200	239	229
GTE Corporation	8.750	5.975	11/01/2021	250	304	322
Halliburton Company	6.150	4.627	09/15/2019	360	399	414
Halliburton Company	7.450	7.646	09/15/2039	100	98	126
Hewlett-Packard Company	2.950	2.956	08/15/2012	225	225	232
Hewlett-Packard Company	6.130	2.327	03/01/2014	375	417	424
Hewlett-Packard Company	5.400	4.620	03/01/2017	280	291	315
Historic Time Warner Inc	9.150	6.368	02/01/2023	945	1,163	1,255
Home Depot Inc	5.400	5.916	03/01/2016	500	489	561
Honeywell International Inc	5.400	3.475	03/15/2016	360	392	408
Household Finance Corporation	4.750	7.304	07/15/2013	17	16	18
HSBC Bank PLC	3.500	3.518	06/28/2015	116	116	118
HSBC Bank PLC	4.130	4.199	08/12/2020	389	387	378
HSBC Bank PLC	4.750	4.761	01/19/2021	300	300	299
HSBC Bank USA	4.630	3.425	04/01/2014	320	331	339
HSBC Finance Corp	0.550	7.229	01/15/2014	500	411	483
HSBC Finance Corp	5.000	7.352	06/30/2015	455	414	485
HSBC Finance Corp	5.500	4.032	01/19/2016	300	320	324
Indiana Michigan Power	7.000	4.840	03/15/2019	145	166	171
International Business Machs	7.630	5.057	10/15/2018	330	383	418
International Business Machs	8.380	4.194	11/01/2019	150	196	199
International Business Machs	8.000	5.720	10/15/2038	300	395	410
Intuit Inc	5.750	4.136	03/15/2017	533	579	590
Jackson National Life Global	6.130	1.249	05/30/2012	535	569	566
Jackson Natl Life Global	5.380	2.699	05/08/2013	500	529	542
Jefferies Group Inc	5.500	4.763	03/15/2016	340	351	351
Jefferies Group Inc	8.500	7.230	07/15/2019	390	421	455
Jefferies Group Inc	6.450	8.192	06/08/2027	330	279	322
John Deere Capital Corp	5.250	5.329	10/01/2012	225	225	242
John Deere Capital Corp	5.100	1.753	01/15/2013	185	197	199
John Deere Capital Corp	5.750	4.607	09/10/2018	233	250	265
Johnson Controls Inc	5.000	4.342	03/30/2020	500	525	529
KCP&L Greater Missouri	11.880	2.285	07/01/2012	270	306	305
Kellogg Company	4.250	3.896	03/06/2013	100	101	106
Key Bank NA	5.800	5.972	07/01/2014	350	348	381
Kimberly Clark Corporation	7.500	4.845	11/01/2018	250	292	313
Kohl's Corporation	6.250	5.839	12/15/2017	90	92	104
Kraft Foods Inc	6.750	4.586	02/19/2014	250	265	285
Kraft Foods Inc	6.500	4.307	08/11/2017	450	506	523
Kraft Foods Inc	6.130	5.169	08/23/2018	435	461	494
Kraft Foods Inc	5.380	4.835	02/10/2020	734	762	783
Kroger Co	7.500	3.796	01/15/2014	278	306	320
Kroger Co	6.400	6.119	08/15/2017	100	101	115
Kroger Co	6.150	5.095	01/15/2020	475	511	533
Lilly Eli and Company	3.550	3.578	03/06/2013	100	100	103
Lockheed Martin Corp	4.250	3.665	11/15/2019	305	318	307
Lockheed Martin Corp	5.720	5.765	06/01/2040	300	298	303
Lowe's Companies Inc	7.110	5.609	05/15/2037	195	235	232
M & T Bank Corporation	5.380	3.575	05/24/2012	190	194	199
Macquarie Group	7.300	4.349	08/01/2014	480	526	533
Macquarie Group	6.250	6.395	01/14/2021	237	234	238
Manitoba Providence CDA	2.130	2.165	04/22/2013	43	43	44
Manuf & Traders Trust Co	6.630	7.668	12/04/2017	465	440	528
Marathon Oil Corp	5.900	3.517	03/15/2018	120	138	137
Marathon Oil Corp	7.500	5.388	02/15/2019	350	398	442
Marshall & Ilsley Corp	5.350	9.819	04/01/2011	215	214	216
Mass Mutual Global Funding	3.630	2.392	07/16/2012	350	356	363
Mass Mutual Global Funding	2.880	2.960	04/21/2014	122	122	127
Mass Mutual Global Funding	2.300	2.313	09/28/2015	144	144	141
Massachusetts Electric	5.900	5.924	11/15/2039	182	181	185

A - Adjustable rate security.

See accompanying notes to financial statements.

# Core Fixed Income Pool

## Schedule of Investments in Securities - Unaudited (continued) January 31, 2011 (Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
Merrill Lynch & Company Inc	6.400	5.584	08/28/2017	700	731	761
Merrill Lynch & Company Inc	6.880	6.034	04/25/2018	650	682	720
Met Life Global Funding I	2.880	2.975	09/17/2012	500	499	512
Met Life Global Funding I	2.500	2.587	01/11/2013	415	414	424
Met Life Global Funding I	5.130	3.271	04/10/2013	600	623	645
Met Life Global Funding I	5.130	3.070	06/10/2014	200	213	218
Microsoft Corporation	1.630	1.717	09/25/2015	360	359	352
Monsanto Company	5.130	5.008	04/15/2018	160	161	174
Monumental Global Funding	5.500	4.142	04/22/2013	100	103	107
Morgan Stanley	6.000	4.807	05/13/2014	825	854	903
Morgan Stanley	4.200	4.209	11/20/2014	331	331	344
Morgan Stanley	5.950	5.856	12/28/2017	185	186	196
Morgan Stanley	5.630	6.197	09/23/2019	1,310	1,260	1,323
Morgan Stanley Dean Witter Co	5.450	4.660	01/09/2017	800	832	836
Morgan Stanley Dean Witter Co	6.250	7.602	08/28/2017	430	400	462
Morgan Stanley Dean Witter Co	6.630	5.921	04/01/2018	650	676	706
Morgan Stanley Mortgage Loan	4.750	8.248	04/01/2014	250	226	259
National Australia Bank	2.500	2.500	01/08/2013	500	500	510
National Australia Bank	2.750	2.778	09/28/2015	200	200	199
National Bank of Canada	1.650	1.659	01/30/2014	451	451	451
National City Bank	5.800	5.680	06/07/2017	850	855	941
National Rural Utilities	2.630	2.677	09/16/2012	60	60	62
National Rural Utilities	10.380	4.887	11/01/2018	410	552	563
Nationwide Mutual Insurance	9.380	7.783	08/15/2039	180	213	210
NBC Universal	5.950	5.970	04/01/2041	175	175	170
Nevada Power Company	7.130	5.401	03/15/2019	300	334	355
Nevada Power Company	5.380	5.396	09/15/2040	51	51	48
New York Global Life Fdg	4.650	3.682	05/09/2013	285	291	306
New York Life Global Fdg	3.000	2.610	05/04/2015	515	523	526
News America Holdings Inc	8.880	7.595	04/26/2023	450	493	581
News America Holdings Inc	7.750	5.876	01/20/2024	150	175	175
News America Inc	7.250	5.514	05/18/2018	64	71	77
News America Inc	7.300	7.225	04/30/2028	250	252	274
Niagara Mohawk Power	4.880	4.881	08/15/2019	100	100	106
Nomura Holdings Inc	5.000	2.878	03/04/2015	195	211	203
Nomura Holdings Inc	4.130	4.156	01/19/2016	500	499	498
Nomura Holdings Inc	6.700	6.403	03/04/2020	445	454	475
Norfolk Southern Corp	7.250	5.571	02/15/2031	425	510	512
Northern States Power- Minn	6.250	5.620	06/01/2036	360	390	406
Northern States Power- Minn	5.350	5.363	11/01/2039	64	64	64
Northern Trust Company	6.500	4.266	08/15/2018	250	286	290
Northern Trust Corp	5.500	4.130	08/15/2013	102	105	113
Northrop Grumman Corp	5.050	4.109	08/01/2019	290	309	310
Nova Scotia Province	9.250	4.643	03/01/2020	200	268	274
Nucor Corporation	5.750	4.303	12/01/2017	242	263	275
Oncor Electric Delivery	6.800	4.952	09/01/2018	315	351	369
Ontario Providence Canada	2.950	2.975	02/05/2015	1,000	999	1,039
Ontario Providence Canada	2.700	2.710	06/16/2015	500	500	509
Oracle Corporation	4.950	0.926	04/15/2013	125	136	136
Oracle Corporation	5.750	5.177	04/15/2018	250	259	283
Oracle Corporation	5.000	4.688	07/08/2019	400	409	433
Oracle Corporation	6.500	5.656	04/15/2038	605	675	685
Pacific Gas & Electric Corp	8.250	4.653	10/15/2018	345	425	450
Pacific Life Global Funding	5.150	4.534	04/15/2013	170	172	182
Pacific Life Global Funding	5.000	4.976	05/15/2017	400	401	410
PACIFICORP	5.500	4.874	01/15/2019	350	364	392
PC Financial Partnership	5.000	2.386	11/15/2014	180	197	197
PEPCO Holdings	7.900	5.749	12/15/2038	335	435	439
Pepsico Inc	7.900	4.258	11/01/2018	171	212	218
Petro-Canada	6.050	5.382	05/15/2018	447	465	506
Petro-Canada	6.800	6.466	05/15/2038	225	235	253
PG&E Corp	5.750	5.875	04/01/2014	150	149	166
Pharmacia Corporation	6.500	4.660	12/01/2018	700	784	831
Philips Electronics NV	7.200	4.879	06/01/2026	180	225	209
Pitney Bowes Inc	4.880	2.626	08/15/2014	200	215	212

A - Adjustable rate security.

See accompanying notes to financial statements.

# Core Fixed Income Pool

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

**January 31, 2011**

*(Amounts in thousands, except share data)*

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
Pitney Bowes Inc	5.600	4.431	03/15/2018	100	107	104
Pitney Bowes Inc	6.250	5.189	03/15/2019	240	257	256
PNC Bank NA	6.880	4.989	04/01/2018	250	278	285
PNC Funding Corp	5.250	5.085	11/15/2015	300	302	323
PNC Funding Corp	5.630	3.845	02/01/2017	300	328	325
PNC Funding Corp	5.130	5.150	02/08/2020	160	160	168
Potash Corp-Saskatchewan	3.750	2.830	09/30/2015	500	520	522
PPG Industries Inc	7.400	4.939	08/15/2019	260	304	300
PPG Industries Inc	9.000	6.096	05/01/2021	625	762	814
Praxair Inc	3.950	3.652	06/01/2013	130	131	138
Praxair Inc	4.380	4.446	03/31/2014	200	200	216
Praxair Inc	5.200	3.733	03/15/2017	510	551	566
Pricoa Global Funding	5.450	5.499	06/11/2014	350	349	384
Principal Life Global	6.250	7.272	02/15/2012	600	594	624
Principal Life Global	5.050	8.354	03/15/2015	500	443	530
Principal Life Inc FDG	5.100	3.519	04/15/2014	400	419	432
Progress Energy Inc	6.050	6.115	03/15/2014	150	150	168
PSEG Power LLC	5.130	4.780	04/15/2020	504	517	522
Public Service Colorado	3.200	3.247	11/15/2020	45	45	42
Public Service Electric & Gas	5.380	5.083	11/01/2039	169	176	167
Public Service Oklahoma	5.150	5.186	12/01/2019	118	118	124
Public Service Oklahoma	4.400	4.494	02/01/2021	137	136	136
Quebec Province	6.350	4.145	01/30/2026	900	1,120	1,071
Rabobank Nederland	3.200	3.310	03/11/2015	500	498	511
Rabobank Nederland	2.130	2.177	10/13/2015	114	114	110
Rabobank Nederland	4.500	4.534	01/11/2021	219	218	217
Rio Tinto Fin USA Ltd	8.950	2.507	05/01/2014	605	726	735
Rio Tinto Fin USA Ltd	3.500	3.593	11/02/2020	51	51	48
Ryder System Inc	3.600	3.623	03/01/2016	180	180	180
Sabmiller PLC	5.500	2.672	08/15/2013	500	534	542
San Diego Gas & Electric	5.350	5.359	05/15/2040	27	27	27
Schwab Charles Corp	4.950	2.869	06/01/2014	200	213	218
Sempra Energy	8.900	4.542	11/15/2013	347	386	408
Sempra Energy	6.500	6.539	06/01/2016	100	100	116
Sempra Energy	9.800	7.451	02/15/2019	150	171	202
Shell International Fin	1.880	1.916	03/25/2013	75	75	76
Shell International Fin	4.000	3.734	03/21/2014	575	579	617
Shell International Fin	3.100	3.115	06/28/2015	73	73	75
Shell International Fin	4.300	4.343	09/22/2019	285	284	296
Shell International Fin	4.380	4.434	03/25/2020	290	289	302
Shell International Fin	6.380	6.026	12/15/2038	140	147	161
Siemens Financieringsmat	6.130	5.126	08/17/2026	470	520	530
Simon Property Group Inc	6.750	6.408	05/15/2014	140	141	158
Simon Property Group Inc	5.630	4.874	08/15/2014	50	51	55
Simon Property Group Inc	6.100	9.051	05/01/2016	325	286	368
Simon Property Group Inc	6.130	5.748	05/30/2018	140	143	157
Simon Property Group Inc	5.650	5.700	02/01/2020	55	55	60
Simon Property Group LP	7.380	6.200	06/15/2018	166	177	195
Southern Cal Edison	4.150	4.153	09/15/2014	100	100	109
Southern Cal Edison	6.050	6.110	03/15/2039	250	248	272
Southern Cal Edison	5.500	5.634	03/15/2040	170	167	172
Southern Company	4.150	3.104	05/15/2014	500	516	527
Southtrust Bank NA	7.690	5.873	05/15/2025	400	470	441
Southwestern Electric Power	6.450	5.261	01/15/2019	115	124	128
Southwestern Public Service	8.750	5.352	12/01/2018	288	350	361
Spectra Energy Capital	6.200	6.993	04/15/2018	245	234	272
Spectra Energy Capital	6.750	8.473	07/15/2018	160	145	177
Spectra Energy Capital	8.000	5.666	10/01/2019	450	521	546
Stadshypotek AB	1.450	1.457	09/30/2013	697	697	693
Staples Inc	9.750	6.050	01/15/2014	325	357	396
State Street Corp	4.300	3.328	05/30/2014	500	515	538
Statoil ASA	3.130	3.160	08/17/2017	217	217	217
SunTrust Banks Inc	5.250	2.676	11/05/2012	371	387	390
Talisman Energy Inc	7.750	4.898	06/01/2019	280	334	344
Target Corp	7.000	5.065	01/15/2038	440	564	528

A - Adjustable rate security.

See accompanying notes to financial statements.



# Core Fixed Income Pool

## Schedule of Investments in Securities - Unaudited (continued) January 31, 2011 (Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
TCI Communications Inc	7.880	7.698	02/15/2026	100	102	123
Telecom Italia Capital	4.950	4.108	09/30/2014	625	643	643
Telecom Italia Capital	7.000	8.462	06/04/2018	100	92	107
Telefonica Eisiones SAU	5.860	3.741	02/04/2013	200	208	214
Telefonica Eisiones SAU	6.220	5.134	07/03/2017	300	317	327
Telefonica Eisiones SAU	5.880	5.877	07/15/2019	50	50	52
Tennessee Valley Authority	5.250	5.275	09/15/2039	98	98	101
Thomson Corporation	4.700	4.744	10/15/2019	150	150	157
Time Warner Cable Inc	8.250	4.361	02/14/2014	730	810	852
Time Warner Cable Inc	6.750	4.658	07/01/2018	150	169	174
Time Warner Cable Inc	7.300	6.397	07/01/2038	300	335	342
Time Warner Entertainment Co	8.380	6.560	07/15/2033	325	394	403
Toronto-Dominion Bank	2.200	2.230	07/29/2015	1,200	1,198	1,187
Total Capital SA	2.300	2.129	03/15/2016	540	544	529
Toyota Motor Credit Corp	3.200	2.095	06/17/2015	70	73	72
Trans-Canada Pipelines	6.500	6.574	08/15/2018	250	249	293
Trans-Canada Pipelines	7.130	3.903	01/15/2019	220	268	268
Trans-Canada Pipelines	7.630	7.632	01/15/2039	50	50	62
Transocean Inc	6.500	6.390	11/15/2020	960	968	1,042
Travelers PPTY Casualty	7.750	5.666	04/15/2026	410	496	503
Tyco International Group SA	8.500	4.733	01/15/2019	495	617	635
UBS AG Stamford CT	3.880	3.970	01/15/2015	500	498	515
UBS AG Stamford CT	5.880	5.576	12/20/2017	300	305	327
UBS AG Stamford CT	5.750	4.472	04/25/2018	100	108	108
Union Pacific Corp	5.130	1.872	02/15/2014	150	164	163
Union Pacific Corp	5.700	4.718	08/15/2018	260	276	294
Union Pacific Corp	5.780	4.235	07/15/2040	310	390	321
United Mexican States	6.380	3.627	01/16/2013	630	662	692
United Technologies Corp	6.130	4.488	02/01/2019	285	316	332
United Technologies Corp	5.400	5.468	05/01/2035	170	168	174
UNP RR CO 2003 PASS TRUST	4.700	5.422	01/02/2024	84	80	89
UPS of America Inc	8.380	4.731	04/01/2020	125	159	165
UPS of America Inc	8.380	5.178	04/01/2030	230	310	288
US Bancorp	2.000	2.043	06/14/2013	456	456	463
US Bancorp	2.880	2.977	11/20/2014	450	448	463
Verizon Communications	5.550	3.794	02/15/2016	165	178	185
Verizon Communications	5.500	4.895	02/15/2018	720	745	792
Verizon Communications	8.750	4.820	11/01/2018	345	432	448
Verizon Communications	7.350	7.564	04/01/2039	400	390	476
Verizon Virginia Inc	4.630	4.968	03/15/2013	375	372	397
Viacom Inc	6.250	4.838	04/30/2016	495	526	563
Viacom Inc	7.880	6.779	07/30/2030	180	201	210
Virginia Electric & Power Co	5.400	4.990	04/30/2018	490	502	548
Vodafone Group	5.750	6.019	03/15/2016	200	198	224
Vodafone Group	5.450	4.869	06/10/2019	369	384	404
Volkswagen Intl Fin NV	1.630	1.728	08/12/2013	100	100	101
Wachovia Bank NA	0.630	2.851	03/15/2016	850	759	810
Wachovia Corp	5.500	4.267	05/01/2013	1,400	1,436	1,521
Wachovia Corp	5.250	2.817	08/01/2014	102	110	110
Wachovia Corp	5.750	5.126	06/15/2017	775	801	866
Wachovia Corp	5.750	5.888	02/01/2018	675	669	751
Wal-Mart Stores	7.550	5.479	02/15/2030	350	435	440
Wal-Mart Stores	5.250	5.736	09/01/2035	425	398	418
Waste Management Inc	7.380	7.011	03/11/2019	60	61	72
Waste Management Inc	4.750	4.596	06/30/2020	622	629	634
WEA Finance/WT Fin Aust	6.750	5.959	09/02/2019	438	461	493
WellPoint Inc	5.880	5.223	06/15/2017	500	517	559
Wells Fargo & Company	3.750	3.786	10/01/2014	390	390	412
Wells Fargo & Company	5.000	7.000	11/15/2014	100	93	107
Wells Fargo & Company	5.630	5.421	12/11/2017	865	874	961
Westpac Banking	4.880	4.884	11/19/2019	406	406	421
Wyeth	5.500	1.972	02/01/2014	190	209	211
Xcel Energy Inc	4.700	4.741	05/15/2020	45	45	47
Xerox Corporation	6.750	4.601	02/01/2017	191	212	221

A - Adjustable rate security.

See accompanying notes to financial statements.

# Core Fixed Income Pool

## Schedule of Investments in Securities - Unaudited (continued) January 31, 2011 (Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
Xerox Corporation	5.630	5.438	12/15/2019	350	355	377
<i>Total Corporate Bonds</i>					183,771	191,797
<i>Corporate Asset Backed Issues</i>						
AH Mortgage Advance Trust	3.970	3.980	08/15/2012	895	895	891
Ally Auto Receivables Trust	2.330	2.347	09/15/2012	500	500	508
Ally Auto Receivables Trust	1.110	1.115	11/15/2013	920	920	919
Ally Auto Receivables Trust	1.450	1.458	05/15/2014	380	380	383
Ally Auto Receivables Trust	1.550	1.574	10/15/2014	357	357	353
Americredit Auto Receivables	1.140	1.156	04/08/2015	445	445	444
Americredit Automobile Rec	0.970	0.972	01/15/2013	71	71	71
Americredit Automobile Rec	1.660	1.669	03/17/2014	95	95	96
Banc of America Auto Trust	0.910	0.921	10/15/2012	360	360	361
Banc of America Auto Trust	1.310	1.315	07/15/2014	310	310	312
Banc of America Auto Trust	1.940	1.954	06/15/2017	510	510	516
Bank of America Auto Trust	2.670	2.691	07/15/2013	463	463	468
Bank of America Auto Trust	2.130	2.140	09/16/2013	585	585	590
Bank of America Auto Trust	1.390	1.396	03/15/2014	430	430	433
Bank of America Auto Trust	3.520	3.555	06/15/2016	200	200	207
Bank of America Auto Trust	2.180	2.198	02/15/2017	310	310	316
Carmax Auto Owner Trust	1.560	1.572	07/15/2014	280	280	282
Chrysler Financial Auto Sec	2.820	2.842	01/15/2016	208	208	211
Citifinancial Auto Issuance	2.590	2.604	10/15/2013	930	930	945
CNH Equipment Trust	5.280	5.342	11/15/2012	150	150	152
CNH Equipment Trust	2.970	2.997	03/15/2013	23	23	23
CNH Equipment Trust	1.850	1.858	12/16/2013	105	105	106
CNH Equipment Trust	1.540	1.552	07/15/2014	635	635	640
Ford Credit Auto Owner Trust	2.790	2.811	08/15/2013	322	322	326
Ford Credit Auto Owner Trust	4.500	4.548	07/15/2014	300	300	318
Honda Auto Receivables Trust	2.310	2.329	05/15/2013	177	177	179
Honda Auto Receivables Trust	3.300	3.329	09/15/2015	250	250	259
Hyuandai Auto Receivables Trst	0.970	0.984	11/15/2013	360	360	360
Hyuandai Auto Receivables Trst	1.630	1.638	07/15/2015	400	400	397
John Deere Owner Trust	2.590	2.613	10/15/2013	148	148	149
John Deere Owner Trust	1.570	1.577	10/15/2013	715	715	719
LAI Vehicle Lease Securitizat	2.550	2.675	09/15/2016	828	827	826
Mercedes-Benz Auto Rec Trust	1.420	1.433	07/15/2013	250	250	252
Nissan Auto Receivables Trust	0.870	0.878	07/15/2014	380	380	380
Nissan Auto Receivables Trust	1.310	1.319	09/15/2016	300	300	298
Toyota Auto Rec Owner Trust	0.770	0.775	04/15/2014	765	765	764
USAA Auto Owner Trust	1.540	1.546	02/18/2014	457	457	460
USAA Auto Owner Trust	2.530	2.544	07/15/2015	295	295	304
World Omni Auto Receivable	3.330	0.000	05/15/2013	284	-	287
<i>Total Corporate Asset Backed Issues</i>					15,108	15,505
<i>Corporate CMO</i>						
AH Mortgage Advance Trust	4.210	4.250	05/10/2011	566	566	569
American General Mortgage Loan	5.150	3.665	03/25/2040	800	820	831
American General Mortgage Trst	5.750 A	4.113	09/25/2048	1,525	1,549	1,600
American General Mortgage Trst	5.750	4.909	09/25/2048	1,100	1,110	1,165
American General Mortgage Trst	5.750 A	8.187	09/25/2048	1,300	1,239	1,331
Amortizing Residential Coll Tr	3.450	4.660	02/25/2032	368	338	348
ASG Resecuritization Trust	5.440 A	10.037	05/24/2036	1,219	1,144	1,256
ASG Resecuritization Trust	0.000 A	5.083	10/28/2036	800	761	788
ASG Resecuritization Trust	5.370 A	9.510	03/26/2037	1,746	1,630	1,762
ASG Resecuritization Trust	5.390 A	19.172	06/26/2037	1,131	938	1,146
ASG Resecuritization Trust	6.000	9.522	06/28/2037	1,480	1,434	1,506
Banc of Amer Altern Loan Trust	5.000	4.827	09/25/2018	673	676	689
Banc of Amer Altern Loan Trust	5.500	6.846	02/25/2019	591	563	594
Banc of Amer Altern Loan Trust	5.500	5.565	09/25/2019	381	379	390
Banc of Amer Altern Loan Trust	5.500	6.800	09/25/2033	373	334	385
Banc of Amer Altern Loan Trust	5.500	5.671	11/25/2033	504	500	513
Banc of Amer Altern Loan Trust	6.000	6.377	01/25/2034	384	373	385
Banc of Amer Altern Loan Trust	6.000	6.453	01/25/2034	614	593	617
Banc of America Comm Mortgage	5.410	3.765	09/10/2016	150	161	159

A - Adjustable rate security.

See accompanying notes to financial statements.



# Core Fixed Income Pool

## Schedule of Investments in Securities - Unaudited (continued) January 31, 2011 (Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
Banc of America Commercial Mtg	4.670	5.024	07/10/2043	400	395	420
Banc of America Commercial Mtg	4.730	7.964	07/10/2043	600	531	607
Banc of America Commercial Mtg	5.890	6.051	07/10/2044	1,000	995	1,085
Banc of America Commercial Mtg	5.370	10.516	09/10/2045	660	539	710
Banc of America Commercial Mtg	5.120	5.057	10/10/2045	230	231	246
Banc of America Commercial Mtg	5.630	6.516	07/10/2046	700	676	756
Banc of America Funding Corp	5.500	5.711	10/25/2034	854	847	865
Banc of America Funding Corp	5.500	4.534	10/25/2034	253	252	257
Banc of America Funding Corp	5.010 A	5.258	12/20/2034	373	369	383
Banc of America Funding Corp	5.500 A	4.546	02/26/2035	1,058	1,100	1,112
Banc of America Mortgage Sec	0.710	1.647	08/25/2018	447	438	441
Banc of America Mortgage Sec	5.000	3.889	04/25/2019	245	250	253
Banc of America Mortgage Sec	6.500	6.757	09/25/2032	331	328	346
Banc of America Mortgage Sec	3.030 A	3.240	04/25/2033	443	439	456
Banc of America Mortgage Sec	5.500	4.784	05/25/2033	1,000	1,022	1,026
Banc of America Mortgage Sec	2.890 A	2.865	06/25/2033	390	390	373
Banc of America Mortgage Sec	3.010 A	3.182	04/25/2034	1,162	1,154	1,164
Banc of America Mortgage Sec	4.500	3.681	04/25/2034	243	243	243
Banc of America Mortgage Sec	5.500	3.242	04/25/2034	1,400	1,465	1,438
Bank of America Auto Trust	1.670	1.679	12/15/2013	280	280	282
Bank of America Corp	5.750	7.239	09/20/2034	583	516	578
BCAP LLC Trust	5.500 A	4.524	07/26/2011	609	609	611
BCAP LLC Trust	5.500	7.242	11/26/2034	1,102	1,025	1,124
BCAP LLC Trust	5.020 A	4.498	04/26/2035	729	735	736
BCAP LLC Trust	1.060	3.614	01/26/2036	940	856	907
BCAP LLC Trust	5.250	5.213	05/26/2037	363	363	363
BCAP LLC Trust	5.750	6.008	06/26/2037	1,263	1,247	1,125
BCAP LLC Trust	5.450 A	4.842	07/26/2045	2,306	2,342	2,344
Bear Stearns Adj Rate Mortgage	5.010 A	4.769	07/25/2033	468	469	479
Bear Stearns Adj Rate Mortgage	5.140 A	4.862	05/25/2034	394	397	406
Bear Stearns Adj Rate Mortgage	2.340 A	3.171	08/25/2035	563	544	542
Bear Stearns Commercial Mtg	5.450 A	4.950	03/11/2039	235	240	255
Bear Stearns Commercial Mtg	5.540	9.695	10/12/2041	300	249	324
Chase Funding Mortgage Loan	4.500	6.436	11/25/2034	555	543	551
Chase Funding Mortgage Loan	5.350 A	6.607	11/25/2034	500	454	443
Chase Funding Mortgage Loan	4.280	5.765	11/25/2034	815	717	780
Chase Mortgage Finance Corp.	5.000	2.976	03/25/2018	445	461	458
Chase Mortgage Finance Corp.	2.890 A	3.570	02/25/2037	1,046	1,025	1,054
Chase Mortgage Finance Corp.	3.940 A	3.999	02/25/2037	325	324	330
Chase Mortgage Finance Corp.	2.890 A	4.731	07/25/2037	633	587	621
Citicorp Mortgage Securities	4.500	3.650	05/25/2033	124	125	127
Citicorp Mortgage Securities	5.500	3.001	06/25/2034	934	976	978
Citigroup Commercial Mortgage	4.830 A	4.789	05/15/2043	400	401	413
Citigroup Mortgage Loan Trust	5.250	7.433	10/25/2033	722	599	755
Citigroup Mortgage Loan Trust	5.080 A	4.969	08/25/2034	508	508	525
Citigroup Mortgage Loan Trust	2.740 A	2.878	02/25/2035	454	452	452
Citigroup Mortgage Loan Trust	6.000	8.652	06/25/2036	981	899	958
Citigroup Mortgage Loan Trust	5.390 A	4.773	11/25/2038	1,317	1,326	1,327
Citigroup/Deutsche Bank	0.080 A	5.204	01/15/2046	91,746	275	259
Commercial Mortgage Pass-Thru	4.980	9.224	05/10/2043	1,000	873	1,070
Countrywide Home Loans	4.500	5.566	06/25/2019	689	670	703
Countrywide Home Loans	5.250	5.253	09/25/2033	785	783	799
Countrywide Home Loans	5.000	6.292	10/25/2033	724	676	710
Countrywide Home Loans	5.250	5.792	04/25/2034	1,456	1,408	1,478
Credit Suisse Mortgage Capital	5.500	5.501	10/27/2035	506	504	505
Credit Suisse Mortgage Capital	5.340	4.572	10/26/2037	485	487	488
Credit Suisse Mortgage Capital	5.660	5.697	03/15/2039	500	499	539
Credit Suisse Mortgage Capital	1.260 A	1.377	06/28/2047	760	755	759
Credit Suisse Mortgage Capital	4.250 A	8.233	06/25/2050	300	275	287
CS First Boston Mortgage Sec	2.830 A	3.947	06/25/2033	609	585	601
CS First Boston Mortgage Sec	5.250	5.995	11/25/2033	1,164	1,122	1,139
CS First Boston Mortgage Sec	5.500	3.522	09/25/2034	859	906	910
CS First Boston Mortgage Sec	5.500	3.870	12/25/2034	899	944	944
CS First Boston Mortgage Sec	18.130 A	19.321	06/25/2035	339	331	342
CS First Boston Mortgage Sec	4.730	4.846	07/15/2037	400	398	401

A - Adjustable rate security.

See accompanying notes to financial statements.

# Core Fixed Income Pool

## Schedule of Investments in Securities - Unaudited (continued) January 31, 2011 (Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
Deutsche ALT- A Sec Mortgage	5.590 A	5.796	02/25/2020	362	359	363
Federal Home Loan Mortgage	5.230	3.964	05/25/2043	1,312	1,428	1,419
First Horizon Mortgage Ps Thru	4.500	4.457	09/25/2018	973	972	1,000
GMAC Commercial Mortgage Sec.	5.240	10.612	11/10/2045	1,810	1,485	1,929
GMAC Mortgage Corp Loan Trust	5.000	4.392	01/25/2020	491	498	505
GMAC Mortgage Corp Loan Trust	3.410 A	5.444	10/19/2033	959	919	964
GMAC Mortgage Corp Loan Trust	5.000	6.114	10/25/2033	541	519	543
GMAC Mortgage Corp Loan Trust	5.000 A	8.088	11/25/2033	1,077	967	1,053
GMAC Mortgage Corp Loan Trust	3.310 A	3.716	12/19/2033	1,565	1,542	1,546
GMAC Mortgage Corp Loan Trust	6.500	5.660	01/25/2035	722	743	745
GMAC Mortgage Corp Loan Trust	4.250	4.247	07/25/2040	509	507	516
Greenwich Capital Comm Funding	4.860 A	5.694	01/10/2015	210	204	211
GS Mortgage Securities Corp	5.550	9.286	04/10/2038	1,000	862	1,082
GSR Mortgage Loan Trust	6.000	7.285	09/25/2034	726	696	739
GSR Mortgage Loan Trust	0.610	7.549	03/25/2035	636	402	539
GSR Mortgage Loan Trust	5.500	3.498	06/25/2035	439	446	443
GSR Mortgage Loan Trust	0.760	1.807	06/25/2035	564	511	515
GSR Mortgage Loan Trust	5.500	10.414	01/25/2037	100	81	93
Household Home Equity Loan Tst	0.530	3.621	01/20/2035	249	217	228
Household Home Equity Loan Tst	0.750	4.286	01/20/2035	497	424	438
Household Home Equity Loan Tst	0.420	3.431	01/20/2036	510	440	470
Household Home Equity Loan Tst	0.410	2.520	03/20/2036	445	398	421
Household Home Equity Loan Tst	0.460	1.229	03/20/2036	292	264	274
Household Home Equity Loan Tst	5.600	5.197	03/20/2036	750	753	769
Household Home Equity Loan Tst	1.460	3.305	11/20/2036	675	583	622
IMPAC Secured Assets Corp	5.500	6.245	08/25/2033	800	752	820
IMPAC Secured Assets Corp	0.610	2.147	08/25/2036	1,126	968	1,034
JP Morgan Rememic	4.300 A	4.192	08/26/2035	748	749	751
JPMorgan Chase Commercial Mtg	5.400	9.292	05/15/2045	950	802	1,016
JPMorgan Mortgage Trust	2.930 A	5.015	08/25/2034	2,029	1,933	2,015
JPMorgan Mortgage Trust	5.010 A	4.957	02/25/2035	1,000	1,002	979
JPMorgan Mortgage Trust	4.480 A	3.926	02/25/2035	971	977	993
LB-UBS Commercial Mortgage Tst	5.160	7.515	01/15/2016	300	275	321
LB-UBS Commercial Mortgage Tst	0.090 A	-0.355	02/15/2041	26,584	284	267
LVII Resecuritization Trust	3.000 A	2.657	09/27/2037	1,000	1,000	1,008
LVII Resecuritization Trust	5.950 A	2.300	11/27/2037	249	252	255
Master Adjustable Rate Mtgage	2.900 A	5.563	11/21/2034	642	624	646
Master Repperforming Loan Trust	0.610	6.856	05/25/2035	889	591	732
Master Resecuritization Trust	13.630	11.536	05/28/2035	725	404	461
MASTR Asset Securitization	5.500	10.823	09/25/2033	217	192	225
Merrill Lynch Mortgage Invest	0.710	4.326	04/25/2029	425	349	397
Merrill Lynch Mortgage Invest	0.890 A	2.335	08/25/2029	502	465	473
Merrill Lynch Mortgage Invest	2.870 A	3.706	07/25/2033	235	230	240
Merrill Lynch Mortgage Invest	2.790 A	3.169	08/25/2034	364	357	363
Merrill Lynch Mortgage Trust	5.660 A	5.338	05/12/2039	260	264	283
Morgan Stanley Capital Inc	1.010 A	4.831	01/25/2035	212	182	201
Morgan Stanley Capital Inc	5.650 A	5.620	06/11/2042	250	251	272
Morgan Stanley Mortgage Loan	5.500	5.447	08/25/2034	5,767	694	849
Morgan Stanley Rememic Trust	4.970	2.440	04/16/2040	1,400	1,496	1,490
NCUA Guaranteed Notes	2.650	2.722	01/01/2018	3,128	3,122	3,097
NCUA Guaranteed Notes	0.820	0.822	12/08/2020	985	985	985
NCUA Guaranteed Notes	2.400	2.461	12/08/2020	665	663	655
NCUA Guraranteed Notes	0.660 A	0.662	12/07/2020	308	308	309
Prime Mortgage Trust	6.000	4.916	02/25/2034	366	377	386
RBSSP Resecuritization Trust	4.000 A	4.218	05/26/2037	500	495	495
RBSSP Resecuritization Trust	6.500	3.671	02/26/2036	711	736	740
Residential Accredit Loans	16.080	16.510	10/25/2017	273	274	296
Residential Accredit Loans	0.910	1.834	07/25/2033	584	524	469
Residential Accredit Loans	5.500	5.537	08/25/2033	601	601	589
Residential Accredit Loans	5.750	6.543	10/25/2033	625	586	653
Residential Accredit Loans	5.500	10.024	05/25/2034	1,442	1,011	1,243
Salomon Brothers Mortgage Sec	3.950	8.109	04/25/2032	318	271	274
Salomon Brothers Mortgage Sec	3.200 A	4.107	09/25/2033	902	875	914
Station Place Securitization	1.260	1.264	12/20/2042	1,000	1,000	1,000
Structured Asset Investment	0.530 A	7.574	06/25/2035	300	279	279

A - Adjustable rate security.

See accompanying notes to financial statements.

# Core Fixed Income Pool

## Schedule of Investments in Securities - Unaudited (continued) January 31, 2011 (Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
Structured Asset Mortgage Inv	0.000	5.951	07/25/2032	235	161	187
Structured Asset Securities	0.760	4.659	06/25/2033	1,043	952	1,003
Structured Asset Securities	5.500	6.076	10/25/2033	876	856	869
Structured Asset Securities	5.170 A	5.488	11/25/2033	282	278	289
Structured Asset Securities	5.010 A	5.107	12/25/2033	381	379	392
Structured Asset Securities	5.540	6.495	12/25/2033	1,400	1,347	1,394
Structured Asset Securities	4.690 A	4.488	02/25/2035	1,027	1,039	1,041
Structured Asset Securities	5.000	15.866	05/25/2035	273	210	269
Thornburg Mtg Securities Trust	0.580	3.849	09/25/2043	212	183	198
TIAA Seasoned Commercial Mtg	6.040 A	5.502	08/15/2039	2,500	2,529	2,729
Vendee Mortgage Trust	6.750	5.701	06/15/2026	812	857	936
Vendee Mortgage Trust	6.750	4.276	06/15/2028	686	782	786
Wachovia Bank Comm Mtg Trust	5.740 A	8.070	05/15/2043	1,440	1,309	1,564
Washington Mutual Mortgage	5.500	5.566	08/25/2019	694	691	725
Washington Mutual Mortgage	0.000	14.088	07/25/2033	289	210	175
Washington Mutual Mortgage	2.670 A	3.317	08/25/2033	297	288	295
Washington Mutual Mortgage	2.720 A	2.872	08/25/2033	318	315	322
Washington Mutual Mortgage	2.710 A	2.950	09/25/2033	1,136	1,123	1,124
Washington Mutual Mortgage	2.780 A	3.333	09/25/2033	372	363	376
Washington Mutual Mortgage	5.250	7.717	10/25/2033	2,202	1,998	2,214
Washington Mutual Mortgage	16.340	15.844	11/25/2033	652	662	691
Washington Mutual Mortgage	0.660	2.664	03/25/2034	472	460	468
Washington Mutual Mortgage	2.700 A	4.610	06/25/2034	307	284	301
Washington Mutual Mortgage	2.700 A	2.796	06/25/2034	767	763	753
Washington Mutual Mortgage	5.500	6.125	06/25/2034	793	758	792
Washington Mutual Mortgage	5.000	3.720	07/25/2034	812	838	840
Washington Mutual Mortgage	5.500	29.106	05/25/2035	786	58	133
Wells Fargo Mortgage Backed	4.750	4.628	12/25/2018	1,587	1,589	1,634
Wells Fargo Mortgage Backed	5.000	3.292	01/25/2020	470	484	481
Wells Fargo Mortgage Backed	5.000	4.299	11/25/2020	491	499	517
Wells Fargo Mortgage Backed	4.460 A	4.596	11/25/2033	1,352	1,345	1,367
Wells Fargo Mortgage Backed	4.910 A	4.741	02/25/2034	783	785	813
Wells Fargo Mortgage Backed	2.910 A	4.547	09/25/2034	611	574	609
Wells Fargo Mortgage Backed	2.930 A	4.496	10/25/2034	692	655	693
Wells Fargo Mortgage Backed	2.850 A	3.646	10/25/2034	649	631	645
Wells Fargo Mortgage Backed	2.850 A	5.419	10/25/2034	447	409	449
Wells Fargo Mortgage Backed	2.860 A	4.820	12/25/2034	920	865	896
Wells Fargo Mortgage Backed	2.960 A	10.603	12/25/2034	433	382	431
Wells Fargo Mortgage Backed	2.860 A	4.608	12/25/2034	613	580	620
Wells Fargo Mortgage Backed	2.960 A	4.327	12/25/2034	433	405	433
<i>Total Corporate CMO</i>					129,848	136,353
Total Corporate Issues - 32.9%					328,727	343,655
<b>Short-term Issues</b>						
Dreyfus Cash Management				6,009	6,009	6,009
Total Short-term Issues - 0.6%					6,009	6,009
Total Investment Securities - 99.7%					\$ 1,000,427	\$ 1,040,258

A - Adjustable rate security.

See accompanying notes to financial statements.

## Core Fixed Income Pool

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**Statement of Operations - Unaudited**  
**Period Ended January 31, 2011\***  
*(Amounts in thousands)*

	<u>Month</u>	<u>Year To Date</u>
<b>Investment income</b>		
Interest	\$ 4,480	\$ 34,044
Dividend	-	22
Net amortization	<u>(1,317)</u>	<u>(7,246)</u>
<b>Total investment income</b>	3,163	26,820
<b>Expenses</b>		
Investment advisor fees	(136)	(974)
Trustee fees	(1)	(5)
Custodian bank fees	(5)	(39)
Management fees	(33)	(296)
Fiduciary bond fees	-	(3)
Professional service fees	<u>(6)</u>	<u>(49)</u>
<b>Total expenses</b>	<u>(181)</u>	<u>(1,366)</u>
<b>Investment income, net</b>	2,982	25,454
<b>Realized and unrealized gain (loss) from investments</b>		
Net realized gain from investments	336	43,035
Net increase (decrease) in the fair value of investments	<u>835</u>	<u>(28,933)</u>
<b>Net gain from investments</b>	<u>1,171</u>	<u>14,102</u>
<b>Net increase in net assets from operations</b>	<u>\$ 4,153</u>	<u>\$ 39,556</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, 2011\***  
*(Amounts in thousands, except unit data)*

	<b>Month</b>	<b>Year To Date</b>
<b>Operations</b>		
Investment income, net	\$ 2,982	\$ 25,454
Net realized gain from investments	336	43,035
Net increase (decrease) in the fair value of investments	835	(28,933)
<b>Net increase in net assets from operations</b>	4,153	39,556
<b>Distributions to unitholders</b>		
Investment income, net	(2,982)	(25,454)
<b>Unit transactions</b>		
Proceeds from sale of units	5,234	155,516
Reinvestment of distributions	4,186	25,988
	9,420	181,504
Amount paid for repurchase of units	(59,689)	(706,812)
<b>Net decrease in net assets from unit transactions</b>	(50,269)	(525,308)
<b>Decrease in net assets</b>	(49,098)	(511,206)
<b>Net assets, beginning of period</b>	1,092,156	1,554,264
<b>Net assets, end of period</b>	\$ 1,043,058	\$ 1,043,058
<b>Unit data</b>		
Units sold	484,793	14,208,875
Units issued from reinvestment of distributions	387,773	2,382,277
	872,566	16,591,152
Units repurchased	(5,529,351)	(64,433,385)
<b>Net decrease in units</b>	(4,656,785)	(47,842,233)

*\*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

(Amounts in thousands, except share data)

### NOTE 1. DESCRIPTION OF THE ENTITY

The West Virginia Investment Management Board (IMB) was organized on April 25, 1997, as a public body corporate 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 Core 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 Pool is to generate investment income, provide stability and diversification, but not at the expense of total return. JP Morgan Investment Advisors, Inc. manages 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 in debt securities are carried at fair value, which is determined by a third party pricing service based on asset portfolio pricing models and other sources. The investment in the Dreyfus Cash Management Institutional Fund, a regulated investment company money market mutual fund, is valued at \$1.00 per share. This is a reasonable estimate of the fair value and is the basis for current transactions. 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

*(Amounts in thousands, except share data)*

### 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, which is determined by a third party pricing service based on asset portfolio pricing models and other sources. 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.

**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

ASC 820 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. 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).

ASC 820 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 ASC 820 are:



# Core Fixed Income Pool

## Notes to Financial Statements - Unaudited

*(Amounts in thousands, except share data)*

### 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 ASC 820 fair value hierarchy levels as of January 31, 2011:

	Level 1	Level 2	Level 3	Total
Regulated Investment Companies	\$ -	\$ 6,009	\$ -	\$ 6,009
U.S. Government Agency Issues	-	419,199	-	419,199
U.S. Treasury Issues	-	269,610	-	269,610
Corporate Issues	-	343,655	-	343,655
Municipal Bonds	-	1,785	-	1,785
Total	\$ -	\$ 1,040,258	\$ -	\$ 1,040,258

### NOTE 4. FINANCIAL HIGHLIGHTS

**Per Unit Operating Performance:**

Net asset value at June 30, 2010	\$	10.77
Income from investment operations:		
Net investment income		0.20
Net realized and unrealized gain on investment transactions		0.04
Total from investment operations		0.24
Less distributions from net investment income		(0.20)
Net asset value at January 31, 2011	\$	10.81

**Time-weighted Total Return \*** 2.5%

**Supplemental Data:**

Net assets, end of period	\$	1,043,058
Ratio to average net assets:		
Expenses **		0.16%
Net investment income **		3.00%
Portfolio turnover rate		18.94%

\* 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

(Amounts in thousands, except share data)

#### NOTE 5. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at January 31, 2011. 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	\$ 266,752
Teachers' Retirement System	242,374
Workers' Compensation Old Fund	186,967
Revenue Shortfall Reserve Fund B	67,436
Retiree Health Benefit Trust	52,690
Revenue Shortfall Reserve Fund	40,628
Coal Workers' Pneumoconiosis Fund	39,535
Prepaid Tuition Trust Fund	36,089
Public Employees' Insurance Agency	34,996
State Police Death, Disability and Retirement Fund	29,101
Board of Risk and Insurance Management	19,953
Judges' Retirement System	7,637
Deputy Sheriff's Retirement System	6,964
State Police Retirement System	4,194
Wildlife Endowment Fund	2,627
Emergency Medical Services Retirement System	1,957
Workers' Compensation Uninsured Employers Fund	1,387
Workers' Compensation Self-insured Employers Fund	1,354
AccessWV	417
Total	<u>\$ 1,043,058</u>



**Financial Statements - Unaudited**

**January 31, 2011**



# TIPS Pool

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## **Financial Statements - Unaudited January 31, 2011**

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# TIPS Pool

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## Statement of Assets and Liabilities - Unaudited

January 31, 2011

(Amounts in thousands, except unit data)

### Assets

Investment securities at fair value	\$	809,387
Receivables:		
Accrued interest		1,705
Investments sold		15,341
		<hr/>
<b>Total assets</b>		826,433

### Liabilities

Accrued expenses		93
Dividends payable		524
Payable for investments purchased		20,940
		<hr/>
<b>Total liabilities</b>		21,557
		<hr/>
<b>Net assets</b>	\$	804,876

### Analysis of net assets

Paid-in capital	\$	820,479
Accumulated undistributed net realized gain from investments		91
Unrealized net depreciation of investments		(15,694)
		<hr/>
<b>Net assets</b>	\$	804,876

### Unit data

Units outstanding		81,390,590
Net asset value, unit price	\$	9.89

See accompanying notes to financial statements.

# TIPS Pool

## Schedule of Investments in Securities - Unaudited January 31, 2011 (Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value Shares	Amortized Cost	Fair Value
<b><u>U.S. Treasury Issues</u></b>						
United States Treasury	2.000 %	(0.471) %	04/15/2012	19,190	\$ 21,286	\$ 21,545
United States Treasury	3.000	(0.562)	07/15/2012	27,650	35,399	35,882
United States Treasury	0.630	(0.569)	04/15/2013	19,200	20,392	20,649
United States Treasury	1.880	(0.509)	07/15/2013	26,770	33,746	34,284
United States Treasury	2.000	(0.325)	01/15/2014	27,810	35,205	35,736
United States Treasury	1.250	(0.345)	04/15/2014	20,560	22,338	22,625
United States Treasury	2.000	(0.285)	07/15/2014	25,440	31,873	32,317
United States Treasury	1.630	(0.144)	01/15/2015	25,400	31,146	31,502
United States Treasury	0.500	(0.327)	04/15/2015	28,810	30,106	30,142
United States Treasury	1.880	(0.129)	07/15/2015	22,900	28,038	28,332
United States Treasury	2.000	0.005	01/15/2016	22,730	27,510	27,693
United States Treasury	2.500	0.058	07/15/2016	23,240	28,525	28,653
United States Treasury	2.380	0.197	01/15/2017	20,510	25,119	25,150
United States Treasury	2.630	0.217	07/15/2017	18,420	22,444	22,397
United States Treasury	1.630	0.323	01/15/2018	19,190	21,822	21,671
United States Treasury	1.380	0.358	07/15/2018	19,200	20,939	20,744
United States Treasury	2.130	0.465	01/15/2019	17,940	20,649	20,365
United States Treasury	1.880	0.502	07/15/2019	20,110	22,938	22,565
United States Treasury	1.380	0.578	01/15/2020	24,690	26,715	26,110
United States Treasury	1.250	0.635	07/15/2020	42,620	45,166	43,956
United States Treasury	1.130	1.043	01/15/2021	17,840	17,978	17,972
United States Treasury	2.380	1.125	01/15/2025	32,350	43,590	41,300
United States Treasury	2.000	1.188	01/15/2026	23,060	28,236	26,514
United States Treasury	2.380	1.227	01/15/2027	19,010	24,028	22,501
United States Treasury	1.750	1.259	01/15/2028	19,200	21,533	19,997
United States Treasury	3.630	1.358	04/15/2028	19,060	34,717	32,617
United States Treasury	2.500	1.285	01/15/2029	19,030	23,148	21,491
United States Treasury	3.880	1.376	04/15/2029	22,140	41,278	38,644
United States Treasury	3.380	1.403	04/15/2032	6,470	10,822	10,048
United States Treasury	2.130	1.539	02/15/2040	19,590	22,536	20,126
Total U.S. Treasury Issues - 99.8%					819,222	803,528
<b><u>Short-term Issues</u></b>						
Dreyfus Cash Management Institutional Fund - 0.7%				5,859	5,859	5,859
Total Investment Securities - 100.5%					\$ 825,081	\$ 809,387

See accompanying notes to financial statements.

# TIPS Pool

**Statement of Operations - Unaudited**  
**For the period October 1, 2010 (inception) to January 31, 2011**  
*(Amounts in thousands)*

	<u>Month</u>	<u>Period To Date</u>
<b>Investment income</b>		
Interest	\$ 1,199	\$ 4,596
Dividends	-	3
Net amortization	(629)	(1,055)
	<u>570</u>	<u>3,544</u>
<b>Total investment income</b>	570	3,544
<b>Expenses</b>		
Investment advisor fees	(15)	(52)
Trustee fees	-	(1)
Custodian bank fees	(2)	(8)
Management fees	(25)	(96)
Fiduciary bond fees	-	(1)
Professional service fees	(4)	(16)
	<u>(46)</u>	<u>(174)</u>
<b>Total expenses</b>	(46)	(174)
<b>Investment income, net</b>	524	3,370
<b>Realized and unrealized gain (loss) from investments</b>		
Net realized gain (loss) from investments	(57)	91
Net increase (decrease) in the fair value of investments	966	(15,694)
	<u>909</u>	<u>(15,603)</u>
<b>Net gain (loss) from investments</b>	909	(15,603)
<b>Net increase (decrease) in net assets from operations</b>	<u>\$ 1,433</u>	<u>\$ (12,233)</u>

See accompanying notes to financial statements.



# TIPS Pool

**Statement of Changes in Net Assets - Unaudited**  
**For the period October 1, 2010 (inception) to January 31, 2011**  
*(Amounts in thousands, except unit data)*

	<b>Month</b>	<b>Period To Date</b>
<b>Operations</b>		
Investment income, net	\$ 524	\$ 3,370
Net realized gain (loss) from investments	(57)	91
Net increase (decrease) in the fair value of investments	966	(15,694)
<b>Net increase (decrease) in net assets from operations</b>	1,433	(12,233)
<b>Distributions to unitholders</b>		
Investment income, net	(524)	(3,370)
<b>Unit transactions</b>		
Proceeds from sale of units	5,687	819,347
Reinvestment of distributions	1,268	2,846
	6,955	822,193
Amount paid for repurchase of units	-	(1,714)
<b>Net increase in net assets from unit transactions</b>	6,955	820,479
<b>Increase in net assets</b>	7,864	804,876
<b>Net assets, beginning of period</b>	797,012	-
<b>Net assets, end of period</b>	\$ 804,876	\$ 804,876
<b>Unit data</b>		
Units sold	575,746	81,277,424
Units issued from reinvestment of distributions	128,311	283,694
	704,057	81,561,118
Units repurchased	-	(170,528)
<b>Net increase in units</b>	704,057	81,390,590

*See accompanying notes to financial statements.*

# TIPS Pool

## Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

### NOTE 1. DESCRIPTION OF THE ENTITY

The West Virginia Investment Management Board (IMB) was organized on April 25, 1997, as a public body corporate 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 TIPS Pool (Pool) began operations on October 1, 2010.

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 invests in Treasury Inflation-Protected Securities (TIPS) and its objective is to match the performance of the Barclay's Capital U.S. TIPS Bond Index on an annualized basis over rolling three-year to 5-year periods, gross of fees. Assets 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 in debt securities are carried at fair value, which is determined by a third party pricing service based on asset portfolio pricing models and other sources. The investment in the Dreyfus Cash Management Institutional Fund, a regulated investment company money market mutual fund, is valued at \$1.00 per share. This is a reasonable estimate of the fair value and is the basis for current transactions. 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.

## Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

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

**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.

**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

ASC 820 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. 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).

ASC 820 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 ASC 820 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.

# TIPS Pool

## Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

### 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 ASC 820 fair value hierarchy levels as of January 31, 2011:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
U.S. Treasury Issues	\$ -	\$ 803,528	\$ -	\$ 803,528
Regulated Investment Companies	-	5,859	-	5,859
Total	<u>\$ -</u>	<u>\$ 809,387</u>	<u>\$ -</u>	<u>\$ 809,387</u>

### NOTE 4. FINANCIAL HIGHLIGHTS

#### Per Unit Operating Performance:

Net asset value at October 1, 2010 (inception date)	\$ 10.00
Income from investment operations:	
Net investment income	0.05
Net realized and unrealized loss on investment transactions	<u>(0.11)</u>
Total from investment operations	<u>(0.06)</u>
Less distributions from net investment income	<u>(0.05)</u>
Net asset value at January 31, 2011	<u>\$ 9.89</u>

**Time-weighted Total Return \*** -0.6%

#### Supplemental Data:

Net assets, end of period	\$ 804,876
Ratio to average net assets:	
Expenses **	0.04%
Net investment income **	0.78%
Portfolio turnover rate	5.06%

\* 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

# TIPS Pool

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## Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

### NOTE 5. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at January 31, 2011.

<u>Participant</u>	<u>Account Value</u>
Teachers' Retirement System	\$ 217,127
Public Employees' Retirement System	197,367
Revenue Shortfall Reserve Fund	115,632
Workers' Compensation Old Fund	87,243
Revenue Shortfall Reserve Fund B	44,117
Retiree Health Benefit Trust	40,232
Coal Workers' Pneumoconiosis Fund	24,998
Public Employees' Insurance Agency	24,877
State Police Death, Disability and Retirement Fund	21,237
Board of Risk and Insurance Management	12,582
Judges' Retirement System	5,541
Deputy Sheriff's Retirement System	5,019
State Police Retirement System	2,999
Wildlife Endowment Fund	1,841
Emergency Medical Services Retirement System	1,360
AccessWV	970
Workers' Compensation Uninsured Employers Fund	877
Workers' Compensation Self-insured Employers Fund	857
Total	<u>\$ 804,876</u>



**Financial Statements - Unaudited**

**January 31, 2011**





# TRS Annuity Pool

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## Financial Statements - Unaudited January 31, 2011

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# TRS Annuity Pool

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## Statement of Assets and Liabilities - Unaudited

January 31, 2011

(Amounts in thousands, except unit data)

### Assets

Investment securities at fair value \$ 156,432

### Liabilities

Accrued expenses 12

**Net assets** \$ 156,420

### Analysis of net assets

Paid-in capital \$ 138,432

Accumulated undistributed net investment income 17,988

**Net assets** \$ 156,420

### Unit data

Units outstanding 14,252,494

Net asset value, unit price \$ 10.97

See accompanying notes to financial statements.

# TRS Annuity Pool

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**Schedule of Investments in Securities - Unaudited**  
**January 31, 2011**  
*(Amounts in thousands, except share data)*

<u>Security Name</u>	<u>Shares</u>	<u>Amortized Cost</u>	<u>Fair Value</u>
<b><u>Annuity Contract</u></b>			
Variable Annuity Life Insurance Company	156,432,406	\$ 156,432	\$ 156,432
Total Annuity Contract - 100.0%		<u>\$ 156,432</u>	<u>\$ 156,432</u>

*See accompanying notes to financial statements.*

## TRS Annuity Pool

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**Statement of Operations - Unaudited**  
**Period Ended January 31, 2011\***  
*(Amounts in thousands)*

	<u>Month</u>	<u>Year To Date</u>
<b>Investment income</b>		
Interest	\$ 583	\$ 4,003
<b>Expenses</b>		
Trustee fees	(1)	(1)
Management fees	(5)	(36)
Professional service fees	-	(8)
<b>Total expenses</b>	<u>(6)</u>	<u>(45)</u>
<b>Investment income, net</b>	<u>577</u>	<u>3,958</u>
<b>Net increase in net assets from operations</b>	<u>\$ 577</u>	<u>\$ 3,958</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, 2011\***  
*(Amounts in thousands, except unit data)*

	<u>Month</u>	<u>Year To Date</u>
<b>Operations</b>		
Investment income, net	\$ 577	\$ 3,958
<b>Unit transactions</b>		
Proceeds from sale of units	<u>7</u>	<u>43</u>
<b>Increase in assets from unit transactions</b>	<u>7</u>	<u>43</u>
<b>Increase in net assets</b>	584	4,001
<b>Net assets, beginning of period</b>	<u>155,836</u>	<u>152,419</u>
<b>Net assets, end of period</b>	<u><u>\$ 156,420</u></u>	<u><u>\$ 156,420</u></u>
<b>Unit data</b>		
Units sold	<u>650</u>	<u>3,994</u>
<b>Increase in units</b>	<u><u>650</u></u>	<u><u>3,994</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, 2011\***  
*(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	\$ 577	\$ 3,958
Adjustments to reconcile net increase in net assets from operations to net cash used in operating activities:		
Purchase of investment securities	(583)	(4,003)
Increase (decrease) in accrued expenses	(1)	2
<b>Net cash used in operating activities</b>	(7)	(43)
<b>Cash flows from financing activities</b>		
Proceeds from units sold	7	43
<b>Cash provided by financing activities</b>	7	43
<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.*

# TRS Annuity Pool

## Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

### NOTE 1. DESCRIPTION OF THE ENTITY

The West Virginia Investment Management Board (IMB) was organized on April 25, 1997, as a public body corporate 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 TRS Annuity 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 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 \$248,293. Effective April 23, 2009, the IMB elected to liquidate this contract and will receive five equal annual payments of \$55,058. Payments were received on May 4, 2009 and May 4, 2010. Remaining payments will be received on May 4, 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

*(Amounts in thousands, except share data)*

### 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. At January 31, 2011 amortized cost approximated fair value.

**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.

**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

ASC 820 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. 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).

ASC 820 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 ASC 820 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.



# TRS Annuity Pool

## Notes to Financial Statements - Unaudited

*(Amounts in thousands, except share data)*

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

The table below summarizes the valuation of the investment securities in accordance with ASC 820 fair value hierarchy levels as of January 31, 2011:

	Level 1	Level 2	Level 3	Total
Annuity Contract	\$ -	\$ -	\$ 156,432	\$ 156,432

The reconciliation of the beginning and ending balances of Level 3 investments for the period ended January 31, 2011 was as follows:

	Annuity Contract
Balance at June 30, 2010	\$ 152,429
Net realized gain/(loss)	-
Net change in unrealized appreciation/(depreciation)	-
Purchases	4,003
Sales	-
Net transfers in/(out) of Level 3	-
Balance at January 31, 2011	\$ 156,432

### NOTE 4. FINANCIAL HIGHLIGHTS

#### Per Unit Operating Performance:

Net asset value at June 30, 2010	\$ 10.70
Net investment income from investment operations	0.27
Net asset value at January 31, 2011	\$ 10.97

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

#### Supplemental Data:

Net assets, end of period	\$ 156,420
Ratio to average net assets:	
Expenses **	0.05%
Net investment income **	4.39%
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, 2011**



# Private Equity Pool

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## Financial Statements - Unaudited January 31, 2011

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# Private Equity Pool

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## Statement of Assets and Liabilities - Unaudited

January 31, 2011

(Amounts in thousands, except unit data)

### Assets

Investment securities at fair value	\$	886,375
Receivables:		
Partnership distributions		96
Dividends		5
		<hr/>
<b>Total assets</b>		886,476

### Liabilities

Accrued expenses		197
		<hr/>
<b>Net assets</b>	\$	<u>886,279</u>

### Analysis of net assets

Paid-in capital	\$	901,623
Accumulated undistributed net investment loss		(3,375)
Accumulated undistributed net realized loss from investments		(120,370)
Unrealized net appreciation of investments		108,401
		<hr/>
<b>Net assets</b>	\$	<u>886,279</u>

### Unit data

Units outstanding		94,081,773
Net asset value, unit price	\$	<u>9.42</u>

See accompanying notes to financial statements.

# Private Equity Pool

## Schedule of Investments in Securities - Unaudited January 31, 2011

*(Amounts in thousands, except share data)*

Security Name	Shares	Amortized Cost	Fair Value
<b><u>Partnerships</u></b>			
Advent International GPE VI - A. L.P.		\$ 17,300	\$ 19,055
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		31,754	31,025
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.			
Franklin Park Venture Fund Series 2008, L.P.		7,221	7,009
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.			
Franklin Park Venture Fund Series 2009, L.P.		4,880	4,703
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.			
Franklin Park Venture Fund Series 2010, L.P.		510	499
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 Debt & LBO Fund II, L.P.		18,445	17,876
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 L.P.		6,528	5,116
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 I, L.L.P.		1,370	1,227
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.			

*See accompanying notes to financial statements.*

# Private Equity Pool

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

**January 31, 2011**

*(Amounts in thousands, except share data)*

Security Name	Shares	Amortized Cost	Fair Value
KPS Special Situations Fund III (Supplemental), L.P. 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 that need immediate and significant change. Redemption Provisions - Upon termination of the partnership. A detail of the underlying investments is not available.		4,528	4,776
LLR Equity Partners III, L.P. 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.		14,797	12,070
Mason Wells Buyout Fund III, L.P. Investment Objective - To deliver superior risk-adjusted investment returns by applying the Mason Wells Value Creation System to drive improvements to operating and financial performance at portfolio companies. Redemption Provisions - Upon termination of the partnership. A detail of the underlying investments is not available.		5,183	5,183
Natural Gas Partners IX, L.P. 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.		29,821	28,894
Odyssey Investment Partners Fund IV, L.P. 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.		12,232	10,585
Platinum Equity Capital Partners II, L.P. 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.		28,003	29,874

*See accompanying notes to financial statements.*



# Private Equity Pool

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

**January 31, 2011**

*(Amounts in thousands, except share data)*

Security Name	Shares	Amortized Cost	Fair Value
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.		16,332	15,180
TA XI, L.P. Investment Objective - To achieve first quartile capital appreciation with relatively modest risk by originating investments in profitable, middle-market companies in growth industries. Redemption Provisions - Upon termination of the partnership. A detail of the underlying investments is not available.		4,200	4,145
Welsh, Carson, Anderson & Stowe XI, L.P. 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.		18,194	16,474
Total Partnerships - 24.1%		221,298	213,691
<b><u>Investments in Other Funds</u></b>			
Bridgewater All Weather Portfolio II, LTD Investment Objective - To seek to provide attractive returns with relatively limited risks, with no material bias to perform better or worse in any particular type of economic environment. Redemption Provisions - Monthly on the first business day A detail of the underlying investments is not available.	516,173	516,173	632,181
Total Investments in Other Funds - 71.3%		516,173	632,181
<b><u>Short-term Issues</u></b>			
Dreyfus Cash Management Institutional Fund - 4.6%	40,502,622	40,503	40,503
Total Investment Securities - 100.0%		\$ 777,974	\$ 886,375

See accompanying notes to financial statements.

# Private Equity Pool

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**Statement of Operations - Unaudited**  
**Period Ended January 31, 2011\***  
*(Amounts in thousands)*

	<u>Month</u>	<u>Year To Date</u>
<b>Investment income</b>		
Dividend	\$ 5	\$ 28
<b>Expenses</b>		
Trustee fees	-	(3)
Custodian bank fees	-	(2)
Management fees	(29)	(197)
Fiduciary bond fees	-	(2)
Professional service fees	(69)	(484)
Fund closing costs	(1)	2
<b>Total expenses</b>	<u>(99)</u>	<u>(686)</u>
<b>Investment loss, net</b>	(94)	(658)
<b>Realized and unrealized gain (loss) from investments</b>		
Net realized gain from investments	5,614	27,524
Net increase (decrease) in the fair value of investments	<u>(6,406)</u>	<u>30,898</u>
<b>Net gain (loss) from investments</b>	<u>(792)</u>	<u>58,422</u>
<b>Net increase (decrease) in net assets from operations</b>	<u>\$ (886)</u>	<u>\$ 57,764</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

**Statement of Changes in Net Assets - Unaudited**  
**Period Ended January 31, 2011\***  
*(Amounts in thousands, except unit data)*

	<b>Month</b>	<b>Year To Date</b>
<b>Operations</b>		
Investment loss, net	\$ (94)	\$ (658)
Net realized gain from investments	5,614	27,524
Net increase (decrease) in the fair value of investments	(6,406)	30,898
<b>Net increase (decrease) in net assets from operations</b>	(886)	57,764
<b>Unit transactions</b>		
Proceeds from sale of units	20,681	69,199
Amount paid for repurchase of units	-	(152,995)
<b>Net increase (decrease) in net assets from unit transactions</b>	20,681	(83,796)
<b>Increase (decrease) in net assets</b>	19,795	(26,032)
<b>Net assets, beginning of period</b>	866,484	912,311
<b>Net assets, end of period</b>	\$ 886,279	\$ 886,279
<b>Unit data</b>		
Units sold	2,193,143	7,332,975
Units repurchased	-	(17,447,337)
<b>Net increase (decrease) in units</b>	2,193,143	(10,114,362)

*\*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, 2011\***  
*(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	\$ (886)	\$ 57,764
Adjustments to reconcile net increase (decrease) in net assets from operations to net cash provided by (used in) operating activities:		
Purchase of investment securities	(18,350)	(86,156)
Proceeds from disposition of investment securities	25,983	183,430
Net realized gain from investments	(5,614)	(27,524)
Purchases and sales of short-term investment securities, net	(28,121)	(12,774)
Increase in receivable for partnership distributions	(96)	(96)
Increase in dividends receivable	(3)	(1)
Increase in accrued expenses	-	51
Net decrease (increase) in the fair value of investments	6,406	(30,898)
<b>Net cash provided by (used in) operating activities</b>	(20,681)	83,796
<b>Cash flows from financing activities</b>		
Proceeds from units sold	20,681	69,199
Paid for repurchase of units	-	(152,995)
<b>Net cash provided by (used in) financing activities</b>	20,681	(83,796)
<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

(Amounts in thousands, except share data)

### NOTE 1. DESCRIPTION OF THE ENTITY

The West Virginia Investment Management Board (IMB) was organized on April 25, 1997, as a public body corporate 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 \$845,872 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

(Amounts in thousands, except share data)

### 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, 2011. The investment in the Dreyfus Cash Management Institutional Fund, a regulated investment company money market mutual fund, is valued at \$1.00 per share. This is a reasonable estimate of the fair value and is the basis for current transactions.

**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.

**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

ASC 820 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. 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).

ASC 820 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 ASC 820 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.

# Private Equity Pool

## Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

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

The table below summarizes the valuation of the investment securities in accordance with ASC 820 fair value hierarchy levels as of January 31, 2011:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Regulated Investment Companies	\$ -	\$ 40,503	\$ -	\$ 40,503
Investments in Other Funds	-	-	632,181	632,181
Partnerships	-	-	213,691	213,691
Total	<u>\$ -</u>	<u>\$ 40,503</u>	<u>\$ 845,872</u>	<u>\$ 886,375</u>

The reconciliation of the beginning and ending balances of Level 3 investments for the period ended January 31, 2011 was as follows:

	<u>Investments in Other Funds</u>	<u>Partnerships</u>
Balance at June 30, 2010	\$ 755,609	\$ 129,115
Net realized gain/(loss)	21,778	5,746
Net change in unrealized appreciation/(depreciation)	29,794	1,104
Purchases	-	86,156
Sales	(175,000)	(8,430)
Net transfers in/(out) of Level 3	-	-
Balance at January 31, 2011	<u>\$ 632,181</u>	<u>\$ 213,691</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, 2011 the IMB had made commitments to nineteen private equity general partnerships totaling \$723,000. The IMB had funded \$225,696 of these commitments at January 31, 2011, leaving unfunded commitments of \$497,304.

# Private Equity Pool

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## Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

### NOTE 5. FINANCIAL HIGHLIGHTS

#### Per Unit Operating Performance:

Net asset value at June 30, 2010	\$	8.76
Income from investment operations:		
Net investment loss		(0.01)
Net realized and unrealized gain on investment transactions		0.67
Total from investment operations		0.66
Net asset value at January 31, 2011	\$	9.42

**Time-weighted Total Return \*** 7.6%

#### Supplemental Data:

Net assets, end of period	\$	886,279
Ratio to average net assets:		
Expenses **		0.14%
Net investment income **		-0.13%
Portfolio turnover rate		10.41%

\* 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, 2011.

<u>Participant</u>	<u>Account Value</u>
Teachers' Retirement System	\$ 424,796
Public Employees' Retirement System	386,060
State Police Death, Disability and Retirement Fund	42,417
Judges' Retirement System	11,013
Deputy Sheriff's Retirement System	9,868
State Police Retirement System	5,762
Wildlife Endowment Fund	3,686
Emergency Medical Services Retirement System	2,677
Total	\$ 886,279



**Financial Statements - Unaudited**

**January 31, 2011**



# Private Real Estate Pool

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## **Financial Statements - Unaudited January 31, 2011**

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# Private Real Estate Pool

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## Statement of Assets and Liabilities - Unaudited

January 31, 2011

(Amounts in thousands, except unit data)

### Assets

Investment securities at fair value	\$	190,184
Cash denominated in foreign currencies (cost \$2)		2
Receivables:		
Investments sold		162
Foreign tax withholding		3
Dividends		68
		<hr/>
<b>Total assets</b>		190,419

### Liabilities

Payable for investments purchased		313
Accrued expenses		182
		<hr/>
<b>Total liabilities</b>		495

**Net assets** \$ 189,924

### Analysis of net assets

Paid-in capital	\$	159,702
Accumulated undistributed net investment income		8,325
Accumulated undistributed net realized gain from investments		21,073
Accumulated undistributed net realized gain from foreign currency transactions		47
Unrealized net appreciation of investments		150
Unrealized net appreciation on translation of assets and liabilities in foreign currencies		627
		<hr/>
<b>Net assets</b>	<u><u>\$</u></u>	<u><u>189,924</u></u>

### Unit data

Units outstanding		22,280,281
Net asset value, unit price	<u><u>\$</u></u>	<u><u>8.52</u></u>

See accompanying notes to financial statements.

# Private Real Estate Pool

## Schedule of Investments in Securities - Unaudited January 31, 2011 (Amounts in thousands, except share data)

Security Name	Shares	Amortized Cost	Fair Value
<b><u>Investments in Other Funds</u></b>			
Blackstone RE Partners Europe III, L.P. Investment Objective - To invest in a broad range of real estate and real estate related investments in Europe. Redemption Provisions - Upon termination of partnership. A detail of the underlying investments is not available.		\$ 619	\$ 1,604
Invesco Core Real Estate - U.S.A. Fund Investment Objective - The Fund will invest in properties located in the United States, typically requiring an investment of \$10 million or greater. Redemption Provisions - Quarterly with 90 days written notice. A detail of the underlying investments is not available.		30,000	33,323
Mesa West Real Estate Income Fund II, L.P. Investment Objective - To originate and service first mortgage and mezzanine loans on middle-market, value-added and traditional commercial real estate assets in the United States. Redemption Provisions - Upon termination of partnership. A detail of the underlying investments is not available.		10,561	10,018
Quadrant Fund I, LLC Investment Objective - To achieve a highly stable dividend yield and attractive total return by investing in real estate assets on a relative basis across private and public, debt and equity investments. Redemption Provisions - Quarterly on the last business day. No underlying investments exceed 5% of net assets of the Private Real Estate Pool.		15,000	10,906
RCG Longview Debt Fund IV, L. P. Investment Objective - To generate attractive risk-adjusted returns by capitalizing on inefficiencies in the commercial real estate lending marketplace. Redemption Provisions - Upon termination of partnership. A detail of the underlying investments is not available.		13,932	9,887
RREEF America REIT II, Inc. Investment Objective - To generate competitive investment returns from a portfolio of core equity investments in income producing real property. Redemption Provisions - Quarterly with 45 days written notice. A detail of the underlying investments is not available.		30,000	31,235
UBS Trumbull Property Fund Investment Objective - To provide investors with a total return significantly in excess of the rate of inflation in all market conditions. Redemption Provisions - Quarterly with 60 days written notice. A detail of the underlying investments is not available.		25,000	25,000
Total Investments in Other Funds - 64.2%		125,112	121,973
<b><u>Real Estate Investment Trusts</u></b>			
<i>Australia</i>			
CFS Retail Property Trust	55,000	98	100
Dexus Property Group	266,000	203	220
Goodman Group	314,328	186	208
GPT Group	163,580	444	483
ING Office Fund	274,300	154	164
Mirvac Group	106,500	135	132
Stockland	165,500	601	594
Westfield Group	43,800	487	430
Westfield Retail Trust	109,990	178	291
<i>Total Australia - 1.4%</i>		2,486	2,622
<i>Bermuda</i>			
Great Eagle Holdings Ltd	14,000	40	47
Hongkong Land Holdings	161,900	928	1,140
Kerry Properties Ltd	135,800	703	726

See accompanying notes to financial statements.

# Private Real Estate Pool

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

January 31, 2011

(Amounts in thousands, except share data)

Security Name	Shares	Amortized Cost	Fair Value
Shangri-La Asia Ltd	200,416	401	485
<i>Total Bermuda - 1.3%</i>		2,072	2,398
<i>Canada</i>			
Boardwalk	9,600	399	422
Brookfield Asset Management	1,300	43	42
Calloway	7,500	169	178
Canadian	1,400	41	45
Cominar Real Estate Investment	3,100	62	67
H&R REIT	4,500	81	93
Primaris Retail	2,200	40	44
RioCan	24,800	536	575
<i>Total Canada - 0.8%</i>		1,371	1,466
<i>Cayman Islands</i>			
Agile Property Holdings Ltd	44,200	60	66
Lifestyle International Hldngs	245,000	529	608
Longfor Properties	48,000	66	72
Shimae Property Holdings	63,000	99	96
<i>Total Cayman Islands - 0.4%</i>		754	842
<i>China</i>			
Guangzhou R&F Properties Corp - 0.1%	130,000	208	191
<i>France</i>			
Accor SA	550	25	24
Fonciere des Regions	1,110	108	112
Gecina SA	300	36	36
ICADE	4,560	465	496
Klepierre	7,301	265	266
Mercialys	3,500	124	134
Nexity	2,460	113	114
Societe Immobiliere de Locatio	670	80	91
Unibail-Rodamco	7,285	1,457	1,392
<i>Total France - 1.4%</i>		2,673	2,665
<i>Hong Kong</i>			
Cheung Kong Holdings Ltd	5,400	71	89
China Overseas Land & Invstmnt	391,000	822	738
Hang Lung Properties Ltd	177,000	782	777
Hysan Development Company	158,509	543	756
Link REIT	49,600	137	156
Sun Hung Kai Properties Ltd	65,300	1,024	1,089
New World Development Co Ltd	59,000	129	112
Sino Land Company Ltd.	46,000	97	87
Wharf Hldgs Ltd	66,200	394	500
<i>Total Hong Kong - 2.3%</i>		3,999	4,304
<i>Japan</i>			
AEON Mall Company Ltd	22,000	488	577
Daiwa House Industry Co Ltd	39,000	416	476
Frontier Real Estate Inv Corp	10	84	93
Japan Logistics Fund Inc	6	47	57
Japan Real Estate Inv Corp	22	199	220
Japan Retail Fund Inv Corp	34	44	63
Kenedix Realty Investment Corp	9	28	42
Mitsubishi Estate Co Ltd	45,600	741	863
Mitsui Fudosan Co Ltd	64,200	1,134	1,307
Nippon Accommodations Fund	6	35	45
Nippon Building Fund Inc	5	46	52
Nomura Real Estate Holdings	4,000	77	73
Sumitomo Realty & Development	16,300	342	396
United Urban Investment Corp	71	77	97
<i>Total Japan - 2.3%</i>		3,758	4,361

See accompanying notes to financial statements.

# Private Real Estate Pool

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

January 31, 2011

(Amounts in thousands, except share data)

Security Name	Shares	Amortized Cost	Fair Value
<i>Netherlands</i>			
Corio NV	1,740	122	114
Eurocommercial Properties NV	1,890	90	86
<i>Total Netherlands - 0.1%</i>		212	200
<i>Norway</i>			
Norwegian Property ASA - 0.0%	37,600	67	66
<i>Singapore</i>			
CapitaCommercial Trust	164,000	167	183
Capitaland Ltd	285,500	829	803
CapitaMall Trust	116,500	169	173
City Developments Ltd	61,000	536	541
Frasers Centrepoint Trust	32,400	34	38
Global Logistic Properties	148,600	231	241
Keppel Land Ltd	35,000	127	123
Suntec REIT	57,000	59	69
Wing Tai Holdings Ltd	176,000	230	226
<i>Total Singapore - 1.3%</i>		2,382	2,397
<i>Spain</i>			
Sol Melia SA - 0.3%	52,000	424	549
<i>Sweden</i>			
Castellum AB	11,660	110	163
Hufvudstaden AB	4,740	48	53
<i>Total Sweden - 0.1%</i>		158	216
<i>Switzerland</i>			
Swiss Prime Site AG - 0.1%	1,700	112	124
<i>Thailand</i>			
Central Pattana Public Company - 0.2%	375,000	351	325
<i>United Kingdom</i>			
Big Yellow Group PLC	30,000	150	158
British Land Company PLC	24,586	182	204
Capital Shopping Centres Group	13,700	83	81
Derwent London PLC	25,320	568	637
Grainger PLC	27,020	48	43
Great Portland Estates PLC	54,770	256	316
Hammerson PLC	13,720	83	94
Land Securities Group PLC	73,080	743	790
Safestore Holdings PLC	33,000	66	76
SEGRO	9,970	45	48
Sfatesbury PLC	16,700	96	117
<i>Total United Kingdom - 1.4%</i>		2,320	2,564
<i>United States</i>			
Alexandria Real Estate Equity	3,300	230	254
AMB Property Corp	21,500	621	721
American Campus Communities	10,400	308	336
Apartment Invt & Mgmt Co	8,400	180	215
Avalonbay Communities Inc	3,500	356	406
Boston Properties	14,900	1,200	1,406
BRE Properties	5,100	205	228
Brookfield Properties Corp	16,500	264	290
Developers Diversified Realty	15,600	180	212
Digital Realty Trust Inc	4,200	245	228
Douglas Emmett Inc	16,800	272	310
Equity Residential	12,700	578	688
Essex Property Trust Inc	4,900	521	568
Federal Realty Investment Tst	9,800	760	788
General Growth Properties Inc	24,635	361	365

See accompanying notes to financial statements.

# Private Real Estate Pool

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

**January 31, 2011**

*(Amounts in thousands, except share data)*

<u>Security Name</u>	<u>Shares</u>	<u>Amortized Cost</u>	<u>Fair Value</u>
HCP Inc	13,200	454	490
Highwoods Properties Inc	4,100	128	134
Host Hotels & Resorts Inc	63,000	944	1,166
Kimco Realty Corporation	6,300	110	114
Liberty Property Trust	9,000	287	313
Macerich Co	11,200	465	545
Nationwide Health PPTYS Inc	14,600	544	548
Pebblebrook Hotel Trust	3,200	60	66
Prologis	38,800	521	579
Public Storage	8,600	824	937
Regency Centers Corp	7,800	304	336
Simon Property Group	19,200	1,724	1,947
SL Green Realty Corp	8,200	506	597
Starwood Hotels & Resorts	11,300	635	666
Tanger Factory Outlet Centers	4,200	96	110
Taubman Centers Inc	9,300	410	487
UDR Inc	11,200	229	263
Ventas Inc	9,500	477	527
Vornado Realty Trust	17,100	1,373	1,505
<i>Total United States - 9.7%</i>		<u>16,372</u>	<u>18,345</u>
Total Real Estate Investment Trusts - 23.2%		39,719	43,635
<b><u>Short-term Issues</u></b>			
Dreyfus Cash Management Institutional Fund - 12.9%	24,575,510	<u>24,576</u>	<u>24,576</u>
Total Investment Securities - 100.3%		<u>\$ 189,407</u>	<u>\$ 190,184</u>

*See accompanying notes to financial statements.*



## Private Real Estate Pool

**Statement of Operations - Unaudited**  
**Period Ended January 31, 2011\***  
*(Amounts in thousands)*

	<b>Month</b>	<b>Year To Date</b>
<b>Investment income</b>		
Interest	\$ -	\$ 2,081
Operating	-	543
Dividends, net of foreign withholding taxes	28	576
Net amortization	-	(895)
	<b>Total investment income</b>	<b>28</b>
		<b>2,305</b>
<b>Expenses</b>		
Investment advisor fees	(30)	(170)
Trustee fees	-	(1)
Custodian bank fees	(10)	(67)
Management fees	(6)	(75)
Fiduciary bond fees	-	(1)
Professional service fees	(34)	(275)
Management fees - external	(75)	(225)
Fund closing costs	-	(1)
	<b>Total expenses</b>	<b>(155)</b>
		<b>(815)</b>
	<b>Investment income (loss), net</b>	<b>(127)</b>
		<b>1,490</b>
<b>Realized and unrealized gain (loss) from investments and foreign currency</b>		
Net realized gain from:		
Investments	74	21,014
Foreign currency transactions	16	76
Net increase (decrease) in the fair value of:		
Investments	607	(1,449)
Translation of assets and liabilities in foreign currencies	(8)	725
	<b>Net gain from investments and foreign currency</b>	<b>689</b>
		<b>20,366</b>
	<b>Net increase in net assets from operations</b>	<b>\$ 562</b>
		<b>\$ 21,856</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.*

## Private Real Estate Pool

**Statement of Changes in Net Assets - Unaudited**  
**Period Ended January 31, 2011\***  
*(Amounts in thousands, except unit data)*

	<b>Month</b>	<b>Year To Date</b>
<b>Operations</b>		
Investment income (loss), net	\$ (127)	\$ 1,490
Net realized gain from investments	74	21,014
Net realized gain from foreign currency transactions	16	76
Net increase (decrease) in the fair value of investments	607	(1,449)
Net increase (decrease) in the translation of assets and liabilities in foreign currencies	(8)	725
	562	21,856
<b>Unit transactions</b>		
Proceeds from sale of units	45,839	77,771
Amount paid for repurchase of units	-	(404,970)
	45,839	(327,199)
	46,401	(305,343)
	143,523	495,267
	\$ 189,924	\$ 189,924
<b>Unit data</b>		
Units sold	5,393,355	9,401,410
Units repurchased	-	(49,942,069)
	5,393,355	(40,540,659)

*\*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, 2011\***  
*(Amounts in thousands)*

	Month	Year To Date
<b>Cash flows from operating activities</b>		
Net increase in net assets from operations	\$ 562	\$ 21,856
Adjustments to reconcile net increase in net assets from operations to net cash provided by (used in) operating activities:		
Purchase of investment securities	(30,937)	(161,433)
Proceeds from disposition of investment securities	1,765	490,131
Purchases and sales of short-term investment securities, net	(15,746)	(7,487)
Decrease in accrued interest receivable	-	3,525
Increase in receivable for investments sold	(118)	(159)
Decrease (increase) in dividends receivable	36	(41)
Decrease in foreign tax withholding receivable	-	1
Increase in accrued expenses	7	54
Increase (decrease) in payable for investments purchased	(718)	220
Net amortization	-	895
Net realized gain from investments	(74)	(21,014)
Net realized gain from foreign currency transactions	(16)	(76)
Net decrease (increase) in the fair value of investments	(607)	1,449
Net decrease (increase) in the translation of assets and liabilities in foreign currencies	8	(725)
<b>Net cash provided by (used in) operating activities</b>	(45,838)	327,196
<b>Cash flows from financing activities</b>		
Proceeds from units sold	45,839	77,771
Amount paid for repurchase of units	-	(404,970)
<b>Cash provided by (used in) financing activities</b>	45,839	(327,199)
<b>Net change in cash</b>	1	(3)
<b>Cash</b>		
Beginning balance	1	5
Ending balance	\$ 2	\$ 2

*\*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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## Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

### NOTE 1. DESCRIPTION OF THE ENTITY

The West Virginia Investment Management Board (IMB) was organized on April 25, 1997, as a public body corporate 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 holds the IMB's investments in private real estate funds, real estate limited partnerships and real estate investment trusts (REITS). Courtland Partners, Ltd. has been retained by the IMB to provide consulting services for the private real estate funds and limited partnerships. The REITS are managed by European Investors, Inc. and ING Clarion Real Estate Securities.

### 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, which are not publicly traded, are carried at net asset value as a practical expedient for fair market value. The Pool has \$121,973 of such 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

# Private Real Estate Pool

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## Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

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

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 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, 2011. Foreign currency forward contracts are valued at either spot or forward month-end exchange rates. Investments in equity securities are carried at fair value, which is determined by a third party pricing service based on quoted market prices. Investments in debt securities are carried at fair value, which is determined by a third party pricing service based on asset portfolio pricing models and other sources. The investment in the Dreyfus Cash Management Institutional Fund, a regulated investment company money market mutual fund, is valued at \$1.00 per share. This is a reasonable estimate of the fair value and is the basis for current transactions. 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.

**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.

**Foreign Currency Forward Contracts** - A foreign currency 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 investments in other funds are recognized at the time of sale by the average cost method.

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

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

# Private Real Estate Pool

## Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

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

**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

ASC 820 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. 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).

ASC 820 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 ASC 820 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 ASC 820 fair value hierarchy levels as of January 31, 2011:

	Level 1	Level 2	Level 3	Total
Real Estate Investment Trusts	\$ 43,635	\$ -	\$ -	\$ 43,635
Regulated Investment Companies	-	24,576	-	24,576
Investments in Other Funds	-	-	121,973	121,973
Total	<u>\$ 43,635</u>	<u>\$ 24,576</u>	<u>\$ 121,973</u>	<u>\$ 190,184</u>

# Private Real Estate Pool

## Notes to Financial Statements - Unaudited

*(Amounts in thousands, except share data)*

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

The reconciliation of the beginning and ending balances of Level 3 investments for the period ended January 31, 2011 was as follows:

	Investments in Other Funds
Balance at June 30, 2010	\$ 20,599
Net realized gain/(loss)	152
Net change in unrealized appreciation/(depreciation)	6,100
Purchases	95,274
Sales	(152)
Net transfers in/(out) of Level 3	-
Balance at January 31, 2011	\$ 121,973

### 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 \$300,000 to ten real estate investment funds/partnerships. The IMB had funded \$125,112 of these commitments at January 31, 2011, leaving unfunded commitments of \$174,888.

### NOTE 5. FOREIGN CURRENCY FORWARD CONTRACTS

At January 31, 2011, open foreign currency forward contracts are as follows:

Position	Foreign Currency	Inception Date	Expiration Date	Receivable		Payable		Unrealized Gain (Loss)
				(in foreign currency)	(in U. S. dollars)	(in foreign currency)	(in U. S. dollars)	
Long	Australian Dollar	1/28/2011	2/1/2011	12	\$ 2	\$ 2	-	
Long	Australian Dollar	1/28/2011	2/2/2011	5	7	7	-	
Long	Australian Dollar	1/31/2011	2/3/2011	14	19	19	-	
Long	Australian Dollar	1/31/2011	2/7/2011	167	21	21	-	
Long	Canadian Dollar	1/31/2011	2/3/2011	9	12	12	-	
Short	Euro Currency	1/27/2011	2/1/2011		1	5 1	-	
Short	Euro Currency	1/28/2011	2/2/2011		3	3 3	-	
Short	Singapore Dollar	1/27/2011	2/1/2011		15	9 15	-	
Short	Singapore Dollar	1/27/2011	2/1/2011		12	8 12	-	
Short	Singapore Dollar	1/28/2011	2/2/2011		7	5 7	-	
Short	Singapore Dollar	1/31/2011	2/1/2011		1	1 1	-	
Short	Singapore Dollar	1/31/2011	2/3/2011		8	5 8	-	
Short	Singapore Dollar	1/31/2011	2/3/2011		1	4 1	-	
Short	Singapore Dollar	1/31/2011	2/3/2011		2	2 2	-	
				\$ 111		\$ 111	\$ -	

The contracts listed above were initiated to correspond to transactions in securities trading in foreign currencies. The fair value, gains and losses, and risks are not material the Pool.

# Private Real Estate Pool

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## Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

### NOTE 6. FINANCIAL HIGHLIGHTS

#### Per Unit Operating Performance:

Net asset value at June 30, 2010	\$ 7.88
Income from investment operations:	
Net investment income	0.04
Net realized and unrealized gain on investment transactions	0.58
Net increase in the translation of assets and liabilities in foreign currencies	<u>0.02</u>
Total from investment operations	<u>0.64</u>
Net asset value at January 31, 2011	<u>\$ 8.52</u>

**Time-weighted Total Return \*** 8.2%

#### Supplemental Data:

Net assets, end of period	\$ 189,924
Ratio to average net assets:	
Expenses **	0.42%
Net investment income **	0.76%
Portfolio turnover rate	55.77%

\* 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 7. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at January 31, 2011.

<u>Participant</u>	<u>Account Value</u>
Teachers' Retirement System	\$ 91,269
Public Employees' Retirement System	83,122
State Police Death, Disability and Retirement Fund	8,694
Judges' Retirement System	2,262
Deputy Sheriff's Retirement System	2,048
State Police Retirement System	1,220
Wildlife Endowment Fund	755
Emergency Medical Services Retirement System	554
Total	<u>\$ 189,924</u>



**Financial Statements - Unaudited**

**January 31, 2011**



# Hedge Fund Pool

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## Financial Statements - Unaudited January 31, 2011

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# Hedge Fund Pool

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## Statement of Assets and Liabilities - Unaudited

January 31, 2011

*Amounts in thousands, except unit data)*

### Assets

Investment securities at fair value	\$	1,140,849
Receivables:		
Accrued Interest		16
Investments sold		16,284
Dividends		4
		<hr/>
<b>Total assets</b>		1,157,153

### Liabilities

Accrued expenses		161
		<hr/>
<b>Net assets</b>	\$	<u><u>1,156,992</u></u>

### Analysis of net assets

Paid-in capital	\$	1,058,718
Accumulated undistributed net investment loss		(2,262)
Accumulated undistributed net realized loss from investments		(6,251)
Unrealized net appreciation of investments		106,787
		<hr/>
<b>Net assets</b>	\$	<u><u>1,156,992</u></u>

### Unit data

Units outstanding		106,186,156
Net asset value, unit price	\$	<u><u>10.90</u></u>

*See accompanying notes to financial statements.*

# Hedge Fund Pool

## Schedule of Investments in Securities - Unaudited January 31, 2011

*(Amounts in thousands, except share data)*

Security Name	Shares	Amortized Cost	Fair Value
<b><u>Investments in Other Funds</u></b>			
AllBlue Limited		\$ 48,048	\$ 65,958
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 subject to provisions on maximum withdrawals.			
A detail of the underlying investments is not available.			
Anchorage Capital Partners		30,000	31,113
Investment Objective - To earn superior risk-adjusted returns while emphasizing preservation of capital.			
Redemption Provisions - Hard lock-up through September 30, 2011 then annually with 90 days prior written notice subject to provisions on maximum withdrawals.			
A detail of the underlying investments is not available.			
Anchorage Crossover Credit		13	13
Investment Objective - To earn superior risk-adjusted returns while emphasizing preservation of capital.			
Redemption Provisions - Redemption has been requested and proceeds will be paid upon liquidation of the investments.			
A detail of the underlying investments is not available.			
Bennelong Asia Pacific		3,619	3,192
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 - Redemption has been requested and proceeds will be paid upon liquidation of the investments.			
A detail of the underlying investments is not available.			
Brevan Howard Fund Limited		39,386	48,826
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 subject to provisions on maximum withdrawals.			
A detail of the underlying investments is not available.			
Bridgewater Pure Alpha		43,886	53,805
Investment Objective - To achieve substantial capital appreciation in a wide range of asset classes using proprietary investment systems.			
Redemption Provisions - Monthly on the first business day with 5 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, 2011**

*(Amounts in thousands, except share data)*

Security Name	Shares	Amortized Cost	Fair Value
Bridgewater Pure Alpha Major Markets Investment Objective - To achieve substantial capital appreciation in a wide range of asset classes using proprietary investment systems. Redemption Provisions - Monthly on the first business day with 5 days prior written notice. A detail of the underlying investments is not available.		6,400	6,421
CQS Convertible & Quantitative Strategies Investment Objective - To achieve attractive risk-adjusted returns over the medium to long term. Redemption Provisions - Monthly with 90 days prior written notice subject to provisions on maximum withdrawals. A detail of the underlying investments is not available.		48,489	47,029
Davidson Kempner International, Ltd. Investment Objective - To achieve capital appreciation. Redemption Provisions - Quarterly with 65 days prior written notice subject to provisions on maximum withdrawals. A detail of the underlying investments is not available.		65,907	80,264
Double Black Diamond Ltd. Investment Objective - To produce returns substantially in excess of those derived from risk-free investments without a substantial increase in overall risk. Redemption Provisions - Hard lock-up through December 31, 2011 then quarterly with 60 days prior written notice subject to maximum withdrawal provisions. A detail of the underlying investments is not available.		60,000	61,266
Golden Tree Offshore Fund, Ltd. 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 written notice subject to provisions on maximum withdrawals. A detail of the underlying investments is not available.		41,433	55,879
Highbridge Capital 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 written notice for 25% and Quarterly with 65 days prior written notice for 75%. A detail of the underlying investments is not available.		77,570	81,272

*See accompanying notes to financial statements.*

## Hedge Fund Pool

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

**January 31, 2011**

*(Amounts in thousands, except share data)*

Security Name	Shares	Amortized Cost	Fair Value
Ivory Offshore 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.		48,000	52,548
Level Global Overseas Ltd. On February 11, 2011 investors received notice that Level Global Overseas Ltd. would begin the process of liquidating its investments and returning cash to its investors. The liquidation is expected to be completed by March 31, 2011.		50,217	53,187
Magnetar Capital Fund Investment Objective - To achieve superior risk-adjusted returns. Redemption Provisions - Quarterly with 90 days prior written notice subject to provisions on maximum withdrawals. A detail of the underlying investments is not available.		76,196	72,923
M&G Episode 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 - Monthly with 30 days prior written notice subject to provisions on maximum withdrawals. A detail of the underlying investments is not available.		42,419	44,438
O'Connor Global 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.		59,607	76,842
Och Ziff Investment Objective - To achieve consistent, absolute returns with low volatility primarily by seeking to exploit pricing inefficiencies in equity debt securities of Asian companies. Redemption Provisions - Hard lock-up through September 30, 2011 then Annually with 45 days prior written notice. A detail of the underlying investments is not available.		40,000	43,182
Perry Partners Investment Objective - To achieve positive annual returns accompanied by a low level of beta and volatility in correlation relative to equity markets. Redemption Provisions - Quarterly with 90 days prior written notice subject to provisions on maximum withdrawals. A detail of the underlying investments is not available.		60,000	69,429

*See accompanying notes to financial statements.*

## Hedge Fund Pool

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

**January 31, 2011**

*(Amounts in thousands, except share data)*

Security Name	Shares	Amortized Cost	Fair Value
Shepherd Investments		49,524	51,290
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 subject to provisions on maximum withdrawals.			
A detail of the underlying investments is not available.			
Taconic Opportunity		60,000	65,530
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 subject to provisions on maximum withdrawals.			
A detail of the underlying investments is not available.			
VICIS Capital		18,465	11,559
The IMB has elected to withdraw from the VICIS Capital fund. Our redemption has been requested and proceeds will be paid to us as investments are liquidated.			
Total Investment in Other Funds - 93.0%		969,179	1,075,966
<b><u>Short-term Issues</u></b>			
Dreyfus Cash Management Institutional Fund - 5.6%	64,882,628	64,883	64,883
Total Investment Securities 98.6%		\$ 1,034,062	\$ 1,140,849

*See accompanying notes to financial statements.*



# Hedge Fund Pool

**Statement of Operations - Unaudited**  
**Period Ended January 31, 2011\***  
*(Amounts in thousands)*

	<u>Month</u>	<u>Year To Date</u>
<b>Investment income</b>		
Interest	\$ 16	\$ 16
Dividend	4	32
	<u>20</u>	<u>48</u>
<b>Total investment income</b>	20	48
<b>Expenses</b>		
Trustee fees	(1)	(4)
Custodian fees	(1)	(2)
Management fees	(36)	(265)
Fiduciary bond fees	-	(3)
Professional service fees	(43)	(306)
	<u>(81)</u>	<u>(580)</u>
<b>Total expenses</b>	(81)	(580)
<b>Investment loss, net</b>	(61)	(532)
<b>Realized and unrealized gain (loss) from investments</b>		
Net realized gain (loss) from investments	(528)	827
Net increase in the fair value of investments	14,354	73,667
	<u>13,826</u>	<u>74,494</u>
<b>Net gain from investments</b>	13,826	74,494
<b>Net increase in net assets from operations</b>	<u>\$ 13,765</u>	<u>\$ 73,962</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, 2011\***  
*(Amounts in thousands, except unit data)*

	<b>Month</b>	<b>Year To Date</b>
<b>Operations</b>		
Investment loss, net	\$ (61)	\$ (532)
Net realized gain (loss) from investments	(528)	827
Net increase in the fair value of investments	14,354	73,667
<b>Net increase in net assets from operations</b>	13,765	73,962
<b>Unit transactions</b>		
Proceeds from sale of units	58,151	220,946
Amount paid for repurchase of units	(639)	(261,946)
<b>Net increase (decrease) in net assets from unit transactions</b>	57,512	(41,000)
<b>Increase in net assets</b>	71,277	32,962
<b>Net assets, beginning of period</b>	1,085,715	1,124,030
<b>Net assets, end of period</b>	\$ 1,156,992	\$ 1,156,992
<b>Unit data</b>		
Units sold	5,401,356	21,018,459
Units repurchased	(59,293)	(25,013,034)
<b>Net increase (decrease) in units</b>	5,342,063	(3,994,574)

*\*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, 2011\***  
*(Amounts in thousands)*

	Month	Year To Date
<b>Cash flows from operating activities</b>		
Net increase in net assets from operations	\$ 13,765	\$ 73,962
Adjustments to reconcile net increase in net assets from operations net cash provided by (used in) operating activities:		
Purchase of investment securities	(60,000)	(136,400)
Proceeds from disposition of investment securities	10,821	247,718
Purchases and sales of short-term investment securities, net	(60,007)	(64,875)
Increase in accrued interest receivable	(16)	(16)
Increase in dividends receivable	(3)	(4)
Decrease (increase) in receivable for investments sold	51,749	(4,925)
Increase in accrued expenses	5	34
Net realized loss (gain) from investments	528	(827)
Net increase in the fair value of investments	(14,354)	(73,667)
<b>Net cash provided by (used in) operating activities</b>	(57,512)	41,000
<b>Cash flows from financing activities</b>		
Proceeds from units sold	58,151	220,946
Amount paid for repurchase of units	(639)	(261,946)
<b>Net cash provided by (used in) financing activities</b>	57,512	(41,000)
<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.*

# Hedge Fund Pool

## Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

### NOTE 1. DESCRIPTION OF THE ENTITY

The West Virginia Investment Management Board (IMB) was organized on April 25, 1997, as a public body corporate 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 in other funds, which are not publicly traded, are carried at net asset value as a practical expedient for fair market value. The Pool has \$1,075,966 of investments in such 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

# Hedge Fund Pool

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## Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

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

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 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, 2011. The investment in the Dreyfus Cash Management Institutional Fund, a regulated investment company money market mutual fund, is valued at \$1.00 per share. This is a reasonable estimate of the fair value and is the basis for current transactions.

**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.

**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

ASC 820 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. 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).

ASC 820 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 ASC 820 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

# Hedge Fund Pool

## Notes to Financial Statements - Unaudited

*(Amounts in thousands, except share data)*

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

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 ASC 820 fair value hierarchy levels as of January 31, 2011:

	Level 1	Level 2	Level 3	Total
Regulated Investment Companies	\$ -	\$ 64,883	\$ -	\$ 64,883
Investments in Other Funds	-	-	1,075,966	1,075,966
Total	\$ -	\$ 64,883	\$ 1,075,966	\$ 1,140,849

The reconciliation of the beginning and ending balances of Level 3 investments for the period ended January 31, 2011 was as follows:

	Investments in Other Funds
Balance at June 30, 2010	\$ 1,112,790
Net realized gain/(loss)	827
Net change in unrealized appreciation/(depreciation)	73,667
Purchase	136,400
Sales	(247,718)
Net transfers in/(out) of Level 3	-
Balance at January 31, 2011	\$ 1,075,966

### NOTE 4. FINANCIAL HIGHLIGHTS

#### Per Unit Operating Performance:

Net asset value at June 30, 2010	\$ 10.20
Net realized and unrealized gain on investment transactions	0.70
Net asset value at January 31, 2011	\$ 10.90

**Time-weighted Total Return \*** 6.8%

#### Supplemental Data:

Net assets, end of period	\$ 1,156,992
Ratio to average net assets:	
Expenses **	0.09%
Net investment income **	-0.08%
Portfolio turnover rate	12.81%

\* - 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

# Hedge Fund Pool

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## Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

### NOTE 5. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at January 31, 2011.

<u>Participant</u>	<u>Account Value</u>
Teachers' Retirement System	\$ 467,617
Public Employees' Retirement System	426,058
Retiree Health Benefit Trust	83,804
Coal Workers' Pneumoconiosis Fund	52,093
State Police Death, Disability and Retirement Fund	44,516
Board of Risk and Insurance Management	26,214
Public Employees' Insurance Agency	17,278
Judges' Retirement System	11,731
Deputy Sheriff's Retirement System	10,816
State Police Retirement System	6,589
Wildlife Endowment Fund	3,834
Emergency Medical Services Retirement System	2,831
Workers' Compensation Uninsured Employers Fund	1,827
Workers' Compensation Self-insured Employers Fund	1,784
Total	<u>\$ 1,156,992</u>