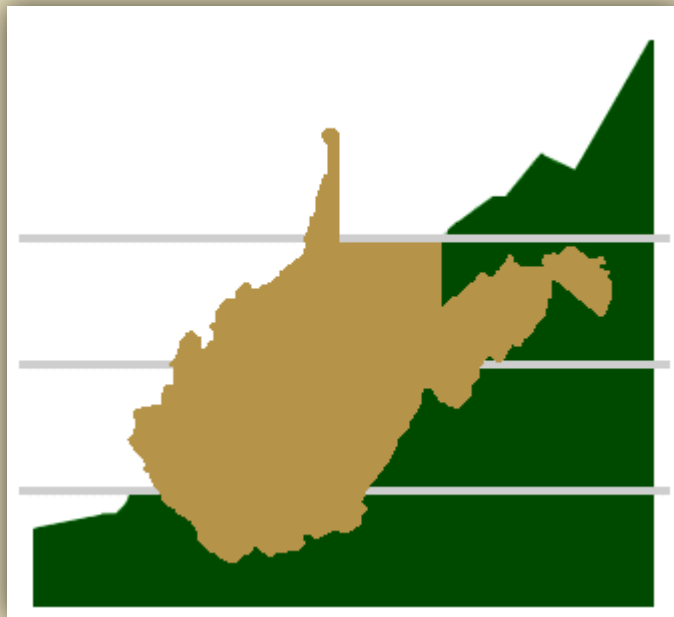


West Virginia

Investment Management Board



Financial Statements

December 31, 2012

West Virginia Investment Management Board

Financial Statements – Unaudited

December 31, 2012

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

Real Estate

Hedge Fund

Financial Statements - Unaudited

December 31, 2012

Large Cap Domestic Equity Pool

Financial Statements - Unaudited December 31, 2012

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Large Cap Domestic Equity Pool

Statement of Assets and Liabilities - Unaudited December 31, 2012

(Amounts in thousands, except unit data)

Assets

Investment securities at fair value	\$	2,221,073
Collateral for securities loaned at fair value (Note 5)		14,584
Cash		3
Cash pledged as collateral for derivative contracts		835
Receivables:		
Investments sold		18,492
Dividends		2,708
Securities lending income		15
Unrealized gain on futures contracts (Note 6)		89
		<hr/>
Total assets		2,257,799

Liabilities

Accrued expenses		646
Payable for investments purchased		22,919
Payable upon return of securities loaned (Note 5)		17,665
		<hr/>
Total liabilities		41,230
		<hr/>
Net assets	\$	2,216,569

Analysis of net assets

Paid-in capital	\$	1,248,129
Accumulated undistributed net investment income		375,139
Accumulated undistributed net realized gain from investments		216,333
Accumulated undistributed net realized loss from foreign currency transactions		(17)
Unrealized net appreciation of investments		376,985
		<hr/>
Net assets	\$	2,216,569

Unit data

Units outstanding		151,194,432
Net asset value, unit price	\$	14.66

See accompanying notes to financial statements.

Large Cap Domestic Equity Pool

Schedule of Investments in Securities - Unaudited December 31, 2012

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Equity Securities			
<i>Basic Materials</i>			
Air Products and Chemicals Inc	17,600	\$ 1,318	\$ 1,479
Airgas Inc	29,800	2,241	2,720
Alcoa Inc	86,400	1,058	750
Allegheny Technologies Inc	8,800	236	267
Ball Corporation	60,300	1,966	2,698
Bemis Company Inc	8,600	218	288
CF Industries Holdings Inc	16,100	2,071	3,271
Cliffs Natural Resources Inc	11,700	567	451
Dow Chemical Company	173,100	4,851	5,596
Eastman Chemical Company	47,000	2,097	3,198
Ecolab Inc	129,200	7,655	9,289
EI DuPont de Nemours Co	193,300	7,691	8,694
FMC Corporation	65,100	3,112	3,810
Freeport-McMoRan Copper & Gold	79,800	2,681	2,729
International Paper Company	44,600	980	1,777
Intl Flavors & Fragrances Inc	6,900	292	459
LyondellBasell Industries NV	124,300	6,155	7,096
MeadWestvaco Corp	22,000	499	701
Monsanto Company	72,400	5,262	6,853
Newmont Mining Corp	41,500	2,091	1,927
Nucor Corporation	37,900	1,590	1,636
Owens-Illinois Inc	12,700	315	270
PPG Industries Inc	48,800	3,976	6,605
Praxair Inc	27,700	2,389	3,032
Sealed Air Corporation	14,700	291	257
Sherwin-Williams Co	65,100	8,805	10,014
Sigma-Aldrich Corporation	26,800	1,722	1,972
The Mosaic Company	22,900	1,284	1,297
United States Steel Corp	12,000	543	286
Vulcan Materials Company	14,100	688	734
<i>Total Basic Materials - 4.1%</i>		74,644	90,156
<i>Capital Goods</i>			
3M Co	58,600	4,472	5,441
Avery Dennison Corp	53,100	1,605	1,854
Boeing Company	56,900	3,326	4,288
C. H. Robinson Worldwide Inc	13,200	769	835
Caterpillar Inc	98,600	7,311	8,835
Cintas Corp	65,500	2,386	2,679
CSX Corp	104,800	1,690	2,068
Cummins Inc	17,400	980	1,885
Danaher Corp	49,000	1,906	2,739
Deere & Company	32,800	1,658	2,835
Dover Corp	15,200	610	999
Eaton Corp PLC	50,346	2,626	2,728
Emerson Electric Co	61,700	2,639	3,268
Expeditors Intl of Washington	18,900	670	747
Fastenal Company	67,800	2,392	3,163
FedEx Corp	27,100	2,049	2,486
Flowserve Corp	29,100	3,138	4,272
Fluor Corporation	14,500	722	852
General Dynamics Corp	31,200	1,833	2,161
General Electric Company	1,735,975	36,308	36,438
Honeywell International Inc	109,600	4,931	6,956
Illinois Tool Works Inc	113,300	6,055	6,890
Ingersoll-Rand PLC	181,600	7,881	8,710
Iron Mountain Inc	34,255	952	1,064
Jacobs Engineering Group Inc	10,100	449	430
Joy Global Inc	8,500	789	542
L-3 Communications Hldgs Inc	52,100	3,932	3,992
Lockheed Martin Corp	65,500	5,131	6,045
Masco Corporation	268,800	3,535	4,478
Norfolk Southern Corp	32,900	1,643	2,035

See accompanying notes to financial statements.

Large Cap Domestic Equity Pool

Schedule of Investments in Securities - Unaudited (continued) December 31, 2012

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Northrop Grumman Corp	54,100	3,297	3,656
PACCAR Inc	30,300	1,120	1,370
Pall Corporation	27,500	1,306	1,657
Parker-Hannifin Corporation	13,000	709	1,106
Pentair LTD	17,709	656	870
Precision Castparts Corp	12,300	1,424	2,330
Quanta Services Inc	27,100	637	740
Raytheon Company	158,300	8,570	9,112
Republic Services Inc	32,500	912	953
Robert Half International Inc	39,300	1,068	1,251
Rockwell Automation Inc	11,600	542	974
Rockwell Collins Inc	12,200	629	710
Roper Industries Inc	51,200	4,246	5,708
Ryder System Inc	4,100	139	205
Snap-On Inc	38,200	2,561	3,017
Stanley Black & Decker Inc	22,177	1,172	1,640
Textron Inc	103,400	2,438	2,563
Tyco International Ltd	42,800	846	1,252
Union Pacific Corp	75,500	6,059	9,492
United Parcel Service Inc	68,800	4,209	5,073
United Technologies Corp	70,700	4,601	5,798
W.W. Grainger Inc	10,700	1,563	2,165
Waste Management Inc	42,700	1,357	1,441
<i>Total Capital Goods - 8.8%</i>		164,449	194,798
<i>Communication Services</i>			
AT&T Inc	1,165,329	34,962	39,283
CenturyLink Inc	187,266	6,796	7,326
Crown Castle Intl Corporation	133,700	7,855	9,648
Frontier Communications Corp	271,886	1,596	1,164
Metropcs Communications Inc	29,700	282	295
Sprint Nextel Corporation	1,748,500	9,440	9,914
Verizon Communications Inc	393,649	13,842	17,033
Windstream Corp	49,400	489	409
<i>Total Communication Services - 3.8%</i>		75,262	85,072
<i>Consumer Discretionary</i>			
Abercrombie & Fitch Co	7,600	250	365
ADT Corp	19,400	481	902
Amazon.com Inc	31,900	4,463	8,003
Apollo Group Inc	7,600	506	159
AutoNation Inc	20,300	757	806
AutoZone Inc	6,700	1,662	2,375
Bed Bath & Beyond Inc	24,600	1,093	1,375
Best Buy Co Inc	23,100	897	274
Big Lots Inc	46,500	1,721	1,323
Borg-Warner Inc	10,400	653	745
Cablevision Systems Corp	88,200	1,502	1,318
CarMax Inc	19,700	439	740
Carnival Corp	94,900	3,403	3,489
CBS Corp	292,800	6,900	11,141
Chipotle Mexican Grill Inc	3,700	1,055	1,101
Coach Inc	24,300	892	1,349
Comcast Corp	529,150	13,162	19,769
Darden Restaurants Inc	11,700	353	527
Delphi Automotive PLC	47,200	1,746	1,805
DIRECTV	57,300	1,919	2,874
Discovery Communications Inc	73,500	3,405	4,666
Dollar General Corp	48,600	2,409	2,143
Dollar Tree Inc	108,500	4,756	4,401
DR Horton Inc	242,600	3,574	4,799
eBay Inc	171,400	5,842	8,741
Expedia Inc	67,450	2,647	4,144
Family Dollar Stores Inc	19,200	935	1,217
Ford Motor Company	320,800	2,987	4,154

See accompanying notes to financial statements.

Large Cap Domestic Equity Pool

Schedule of Investments in Securities - Unaudited (continued) December 31, 2012

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Fossil Inc	4,500	605	419
GameStop Corp	9,100	243	228
Gannett Co Inc	152,800	2,218	2,752
Gap Inc	264,100	8,296	8,198
Genuine Parts Company	22,400	1,084	1,424
Goodyear Tire & Rubber Co	24,300	394	336
Harley-Davidson Inc	48,800	1,825	2,383
Harman Intl Industries Inc	5,500	187	246
Hasbro Inc	16,100	586	578
Home Depot Inc	335,800	14,822	20,769
International Game Technology	25,500	547	361
Interpublic Group of Co Inc	36,700	310	404
JC Penney Company Inc	13,400	418	264
Johnson Controls Inc	57,400	1,535	1,760
Kohl's Corporation	17,700	953	761
Leggett & Platt Inc	52,200	1,261	1,421
Limited Brands Inc	103,300	3,009	4,861
Lowe's Companies Inc	382,500	9,811	13,586
Macy's Inc	136,100	4,299	5,311
Marriott International Inc	197,580	7,219	7,364
Mattel Inc	112,200	3,337	4,109
McDonald's Corporation	121,300	8,532	10,700
McGraw-Hill Companies Inc	66,100	2,451	3,614
Netflix Inc	4,700	826	435
Newell Rubbermaid Inc	115,000	1,926	2,561
News Corp	242,800	3,914	6,194
Nike Inc	126,300	5,308	6,517
Nordstrom Inc	15,400	581	824
Omnicom Group Inc	91,400	4,205	4,566
O'Reilly Automotive Inc	69,300	5,461	6,197
PetSmart Inc	20,500	1,416	1,401
Priceline.com Inc	11,010	4,410	6,830
PulteGroup Inc	252,600	2,631	4,587
Ralph Lauren Corp	5,500	504	825
Ross Stores Inc	185,300	7,442	10,023
Scripps Networks Interactive	69,500	3,931	4,025
Southwest Airlines Co	98,400	903	1,008
Staples Inc	57,600	1,209	657
Starbucks Corp	97,100	3,211	5,207
Starwood Hotels & Resorts Inc	30,600	1,346	1,755
Target Corp	123,500	6,675	7,307
Tiffany & Co	10,200	436	585
Time Warner Cable Inc	66,300	5,058	6,444
Time Warner Inc	116,700	3,714	5,582
TJX Companies Inc	358,700	12,206	15,227
TripAdvisor Inc	52,550	1,678	2,203
Urban Outfitters Inc	30,800	950	1,212
VF Corp	20,100	2,368	3,034
Viacom Inc	59,600	2,000	3,143
Walt Disney Company	387,800	16,424	19,309
Washington Post Company	400	184	146
Whirlpool Corporation	16,700	1,480	1,699
Wyndham Worldwide Corporation	116,400	5,301	6,194
Wynn Resorts Limited	6,400	534	720
Yum Brands Inc	151,500	8,003	10,060
<i>Total Consumer Discretionary - 15.0%</i>		260,586	333,031
<i>Consumer Staples</i>			
Altria Group Inc	488,120	11,683	15,346
Archer-Daniels-Midland Co	55,800	1,480	1,528
Avon Products Inc	38,200	1,147	549
Beam Inc	46,100	2,437	2,816
Brown Forman Corp	66,400	3,196	4,200
Campbell Soup Co	15,800	521	551
Clorox Company	11,700	714	857

See accompanying notes to financial statements.

Large Cap Domestic Equity Pool

Schedule of Investments in Securities - Unaudited (continued) December 31, 2012

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Coca-Cola Company	556,800	15,859	20,184
Coca-Cola Enterprises Inc	32,300	793	1,025
Colgate-Palmolive Co	59,100	5,119	6,178
ConAgra Foods Inc	36,200	811	1,068
Constellation Brands Inc	30,100	806	1,065
Costco Wholesale Corp	50,700	3,660	5,006
CVS Caremark Corp	229,576	8,312	11,100
Dean Foods Company	102,900	1,488	1,699
Dr Pepper Snapple Group Inc	62,900	2,424	2,779
Estee Lauder Companies Inc	23,300	660	1,395
General Mills Inc	54,200	1,846	2,191
Hershey Company	28,400	1,726	2,051
HJ Heinz Company	26,700	1,145	1,540
Hormel Foods Corp	11,200	202	350
JM Smucker Company	9,500	565	819
Kellogg Company	21,300	1,067	1,190
Kimberly Clark Corporation	78,300	5,485	6,611
Kraft Foods Group Inc	75,466	2,538	3,431
Kroger Co	43,600	1,078	1,134
Lorillard Inc	15,000	1,277	1,750
McCormick & Company Inc	49,700	2,780	3,157
Mead Johnson Nutrition Co	77,809	4,652	5,127
Molson Coors Brewing Co	12,500	597	535
Mondelez International Inc-A	245,200	5,141	6,241
Monster Beverage Corporation	62,600	3,760	3,308
Pepsico Inc	167,664	10,215	11,473
Philip Morris Intl Inc	322,720	17,978	26,992
Procter & Gamble Company	349,332	21,100	23,716
Reynolds American Inc	96,200	2,961	3,986
Safeway Inc	23,600	465	427
Sysco Corp	49,100	1,198	1,555
Tyson Foods Inc	25,200	343	489
Walgreen Co	74,100	2,628	2,742
Wal-Mart Stores Inc	289,800	16,074	19,773
Whole Foods Market Inc	34,700	2,100	3,163
<i>Total Consumer Staples - 9.5%</i>		170,031	211,097
<i>Energy</i>			
Anadarko Petroleum Corp	42,000	2,199	3,121
Apache Corporation	32,800	3,042	2,575
Baker Hughes Inc	48,509	2,171	1,981
Cabot Oil & Gas Corporation	55,500	2,104	2,761
Cameron International Corp	21,100	756	1,191
Chesapeake Energy Corp	46,000	1,208	765
Chevron Corporation	347,555	29,043	37,585
ConocoPhillips	159,880	7,321	9,271
CONSOL Energy Inc	23,900	954	767
Denbury Resources Inc	33,800	525	548
Devon Energy Corporation	31,400	2,017	1,634
Diamond Offshore Drilling Inc	6,100	588	415
EnSCO PLC	27,400	1,546	1,624
EOG Resources Inc	22,600	1,936	2,730
EQT Corp	28,000	1,430	1,651
Exxon Mobil Corporation	864,394	61,670	74,813
FMC Technologies Inc	19,900	554	852
Halliburton Company	78,400	2,020	2,720
Helmerich & Payne Inc	9,300	396	521
Hess Corp	25,800	1,310	1,366
Kinder Morgan Inc	376,196	12,711	13,291
Marathon Oil Corp	83,900	1,764	2,572
Marathon Petroleum Corporation	98,750	4,406	6,221
Murphy Oil Corporation	16,400	897	977
Nabors Industries Ltd	24,300	501	351
National-Oilwell Varco Inc	109,200	6,742	7,464
Newfield Exploration Company	11,400	720	305

See accompanying notes to financial statements.

Large Cap Domestic Equity Pool

Schedule of Investments in Securities - Unaudited (continued) December 31, 2012

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Noble Corp	30,900	1,101	1,076
Noble Energy Inc	15,100	1,038	1,536
Occidental Petroleum Corp	68,300	5,204	5,232
ONEOK Inc	120,600	3,634	5,156
Peabody Energy Corp	24,200	900	644
Phillips 66	92,540	2,537	4,914
Pioneer Natural Resources Co	32,200	2,369	3,432
QEP Resources Inc	15,700	380	475
Range Resources Corporation	18,000	984	1,131
Rowan Companies PLC	24,900	717	779
Schlumberger Ltd	125,011	7,926	8,663
Southwestern Energy Company	40,600	1,587	1,356
Spectra Energy Corp	94,800	2,127	2,596
Tesoro Corporation	71,600	2,299	3,154
Valero Energy Corporation	109,400	2,964	3,733
Williams Companies Inc	307,600	8,372	10,071
WPX Energy Inc	17,500	186	260
<i>Total Energy - 10.6%</i>		194,856	234,280
<i>Financial Services</i>			
Ace Ltd	32,000	1,848	2,554
AFLAC Inc	47,600	2,013	2,529
Allstate Corp	154,600	5,442	6,210
American Express Co	132,700	5,438	7,628
American International Group	212,000	6,819	7,484
American Tower Corporation	85,600	4,834	6,614
Ameriprise Financial Inc	48,500	1,993	3,038
Aon PLC	35,100	1,527	1,952
Apartment Investment & Mgmt Co	75,100	1,832	2,032
Assurant Inc	6,100	177	212
Avalonbay Communities Inc	12,300	1,287	1,668
Bank of America Corporation	1,404,377	19,358	16,305
Bank of New York Mellon Corp	123,000	3,778	3,161
BB&T Corporation	364,900	10,578	10,622
Berkshire Hathaway Inc	190,296	14,678	17,070
BlackRock Inc	16,288	2,940	3,367
Boston Properties Inc	17,700	1,408	1,873
Capital One Financial Corp	128,600	6,282	7,450
CBRE Group Inc	27,900	358	555
Charles Schwab Corp	261,400	3,707	3,754
Chubb Corp	25,800	1,362	1,943
Cincinnati Financial Corp	116,900	4,196	4,578
Citigroup Inc	278,760	13,304	11,028
CME Group Inc	41,300	2,388	2,093
Comerica Inc	131,400	3,970	3,987
Discover Financial Services	241,100	6,250	9,294
E*Trade Financial Corporation	21,820	368	195
Equifax Inc	93,300	3,949	5,049
Equity Residential	41,900	1,944	2,374
Federated Investors Inc	53,500	1,128	1,082
Fifth Third Bancorp	186,700	2,224	2,838
First Horizon National Corp	65,468	604	649
Franklin Resources Inc	14,400	1,275	1,810
Genworth Financial Inc	42,700	535	321
Goldman Sachs Group Inc	37,900	4,855	4,835
H&R Block Inc	200,800	3,213	3,729
Hartford Financial Services Gp	35,500	883	797
HCP Inc	82,000	3,186	3,703
Health Care REIT Inc	60,900	3,319	3,733
Host Hotels & Resorts Inc	199,462	2,870	3,126
Hudson City Bancorp Inc	209,800	1,747	1,706
Huntington Bancshares Inc	427,200	2,500	2,730
Intercontinental Exchange Inc	5,900	594	730
Invesco Limited	187,700	3,965	4,897
JP Morgan Chase & Co	499,253	18,281	21,952

See accompanying notes to financial statements.

Large Cap Domestic Equity Pool

Schedule of Investments in Securities - Unaudited (continued) December 31, 2012

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
KeyCorp	77,900	561	656
Kimco Realty Corporation	148,200	2,586	2,863
Legg Mason Inc	12,300	382	316
Leucadia National Corporation	18,400	463	438
Lincoln National Corp	56,600	1,286	1,466
Loews Corp	51,000	1,928	2,078
M & T Bank Corporation	23,000	2,003	2,265
Marsh & McLennan Cos Inc	178,800	5,164	6,163
MasterCard Inc	17,600	5,222	8,647
MetLife Inc	92,600	3,332	3,050
Moody's Corp	29,300	828	1,474
Morgan Stanley	120,400	3,453	2,302
Nasdaq OMX Group Inc	9,500	208	237
Northern Trust Corp	55,600	2,708	2,789
NYSE Euronext	21,100	605	665
People's United Financial Inc	30,900	438	374
Plum Creek Timber Co Inc	43,900	1,726	1,948
PNC Financial Services Group	66,900	3,593	3,901
Principal Financial Group Inc	24,800	607	707
Progressive Corp	58,200	990	1,228
Prologis Inc	78,874	2,428	2,878
Prudential Financial Inc	39,300	1,874	2,096
Public Storage	28,900	3,219	4,189
Regions Financial Corp	979,500	6,304	6,984
Simon Property Group Inc	51,202	5,897	8,095
SLM Corp	99,900	1,253	1,711
State Street Corp	53,200	2,397	2,501
SunTrust Banks Inc	186,200	4,711	5,279
T Rowe Price Group Inc	42,400	2,278	2,761
Torchmark Corporation	72,400	2,956	3,741
Travelers Cos Inc	55,600	2,932	3,993
Unum Group	23,200	430	483
US Bancorp	404,300	11,279	12,913
Ventas Inc	52,600	2,995	3,404
Visa Inc	111,200	11,360	16,856
Vornado Realty Trust	14,840	1,031	1,188
Wells Fargo & Company	711,300	19,849	24,312
Western Union Company	64,100	1,014	872
Weyerhaeuser Company	293,167	7,462	8,156
XL Group PLC	25,200	438	632
Zions Bancorporation	14,800	289	317
<i>Total Financial Services - 16.3%</i>		315,686	362,185
<i>Health Care</i>			
Abbott Laboratories	202,700	11,443	13,277
Aetna Inc	29,400	865	1,362
Agilent Technologies Inc	35,000	1,062	1,433
Alexion Pharmaceuticals Inc	79,500	7,614	7,452
Allergan Inc	25,800	1,651	2,367
AmerisourceBergen Corp	20,000	469	864
Amgen Inc	120,477	8,107	10,385
Baxter International Inc	66,300	3,730	4,420
Becton Dickinson & Company	17,600	1,231	1,376
Biogen Idec Inc	63,600	6,220	9,309
Boston Scientific Corp	119,300	1,017	684
Bristol-Myers Squibb Company	203,142	5,146	6,620
Cardinal Health Inc	29,800	891	1,227
CareFusion Corporation	19,300	435	552
Celgene Corporation	46,700	2,764	3,665
Cerner Corporation	12,000	618	930
CIGNA Corporation	23,900	757	1,278
Coventry Health Care Inc	11,100	243	498
Covidien PLC	109,400	5,942	6,317
CR Bard Inc	39,300	3,771	3,841
DaVita Inc	44,500	4,299	4,919

See accompanying notes to financial statements.

Large Cap Domestic Equity Pool

Schedule of Investments in Securities - Unaudited (continued) December 31, 2012

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
DENTSPLY International Inc	12,200	392	483
Edwards Lifesciences Corp	72,600	6,433	6,546
Eli Lilly and Company	108,300	4,161	5,341
Express Scripts Holding Co	155,168	8,342	8,379
Forest Laboratories Inc	19,000	565	671
Gilead Sciences Inc	118,100	5,270	8,674
Hospira Inc	21,000	714	656
Humana Inc	13,400	578	920
Intuitive Surgical Inc	14,500	6,268	7,110
Johnson & Johnson	362,700	22,509	25,425
Laboratory Corp of Amer Hldgs	8,000	553	693
Life Technologies Corp	14,300	629	701
McKesson Corp	34,500	2,576	3,345
Medtronic Inc	117,200	4,545	4,808
Merck & Co Inc	468,780	16,806	19,192
Mylan Inc	77,700	1,658	2,133
Patterson Companies Inc	37,400	1,223	1,280
PerkinElmer Inc	81,600	2,069	2,590
Perrigo Company	20,000	2,066	2,081
Pfizer Inc	1,199,283	25,218	30,077
Quest Diagnostics Inc	14,100	727	822
St Jude Medical Inc	25,900	980	936
Stericycle Inc	16,000	1,213	1,492
Stryker Corporation	58,500	2,956	3,207
Tenet Healthcare Corporation	9,575	208	311
Thermo Fisher Scientific Inc	30,700	1,407	1,958
UnitedHealth Group Inc	155,900	6,045	8,456
Varian Medical Systems Inc	10,400	482	730
Waters Corporation	7,100	423	619
Watson Pharmaceuticals Inc	26,600	1,852	2,288
WellPoint Inc	25,800	1,390	1,572
Zimmer Holdings Inc	44,700	2,707	2,980
<i>Total Health Care - 10.8%</i>		201,240	239,252
<i>Technology</i>			
Accenture PLC	103,800	6,099	6,903
Adobe Systems Inc	96,000	3,003	3,617
Advanced Micro Devices Inc	47,500	270	114
Akamai Technologies Inc	18,200	495	745
Altera Corporation	26,800	673	922
Amphenol Corp	22,300	1,009	1,443
Analog Devices Inc	33,000	1,048	1,388
Apple Inc	161,400	42,916	85,893
Applied Materials Inc	108,300	1,352	1,239
Autodesk Inc	55,100	1,764	1,948
Automatic Data Processing Inc	142,300	6,995	8,101
BMC Software Inc	56,900	2,223	2,254
Broadcom Corp	42,000	1,309	1,395
CA Inc	295,200	7,285	6,488
Cisco Systems Inc	911,400	17,011	17,908
Citrix Systems Inc	17,500	750	1,148
Cognizant Tech Solutions Corp	33,600	1,539	2,482
Computer Sciences Corp	19,000	887	761
Corning Inc	128,400	2,139	1,620
Dell Inc	126,000	1,841	1,278
Dun & Bradstreet Corp	14,800	1,039	1,164
Electronic Arts Inc	30,500	595	443
EMC Corporation	177,100	2,925	4,481
F5 Networks Inc	6,600	898	641
Fidelity Ntl Information Svcs	80,400	2,430	2,799
First Solar Inc	5,400	752	167
Fiserv Inc	48,400	2,985	3,825
FLIR Systems Inc	12,700	355	283
Garmin Ltd	18,100	769	738
Google Inc	36,200	19,259	25,607

See accompanying notes to financial statements.

Large Cap Domestic Equity Pool

Schedule of Investments in Securities - Unaudited (continued) December 31, 2012

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Harris Corporation	84,700	3,791	4,147
Hewlett-Packard Company	166,100	6,281	2,367
IBM	209,900	25,928	40,206
Intel Corporation	724,500	16,325	14,939
Intuit Inc	22,900	769	1,362
Jabil Circuit Inc	15,400	195	297
JDS Uniphase Corporation	20,600	116	278
Juniper Networks Inc	45,200	1,120	889
KLA-Tencor Corporation	90,700	4,269	4,332
Lam Research Corporation	16,650	467	602
Lennar Corporation	133,200	3,406	5,151
Linear Technology Corp	20,100	554	689
LSI Corporation	47,800	246	338
Microchip Technology Inc	15,300	430	499
Micron Technology Inc	81,000	587	514
Microsoft Corporation	1,219,702	31,820	32,578
Molex Inc	20,800	470	568
Motorola Solutions Inc	42,527	2,128	2,368
NetApp Inc	30,000	926	1,006
NVIDIA Corporation	53,900	553	661
Oracle Corporation	358,944	8,282	11,960
Paychex Inc	140,900	4,422	4,382
Pitney Bowes Inc	17,600	395	187
Qualcomm Inc	225,400	10,915	13,943
Red Hat Inc	70,000	3,422	3,707
SAIC Inc	23,400	441	265
Salesforce.com Inc	10,700	905	1,799
SanDisk Corporation	20,600	555	896
Seagate Technology PLC	146,600	4,110	4,460
Symantec Corporation	58,000	865	1,092
TE Connectivity Ltd	36,600	1,246	1,359
Teradata Corporation	42,400	2,188	2,624
Teradyne Inc	26,300	321	444
Texas Instruments Inc	96,200	2,479	2,972
Total System Services Inc	106,200	2,087	2,275
VeriSign Inc	132,500	5,039	5,144
Western Digital Corp	19,900	580	846
Xerox Corporation	117,495	1,001	801
Xilinx Inc	21,400	547	767
Xylem Inc	30,100	794	816
Yahoo! Inc	91,300	1,577	1,817
<i>Total Technology - 16.4%</i>		285,167	364,142
<i>Utilities</i>			
AES Corporation	83,900	1,089	898
AGL Resources Inc	17,200	684	687
Ameren Corporation	79,100	2,362	2,430
American Electric Power Co Inc	57,600	1,952	2,458
CenterPoint Energy Inc	53,500	822	1,030
CMS Energy Corporation	95,800	1,705	2,336
Consolidated Edison Inc	28,300	1,297	1,572
Dominion Resources Inc	55,500	2,258	2,875
DTE Energy Company	43,500	2,249	2,612
Duke Energy Corp	151,507	8,642	9,666
Edison International	113,100	4,719	5,111
Entergy Corporation	20,000	1,463	1,275
Exelon Corp	71,547	3,145	2,128
FirstEnergy Corp	74,832	3,169	3,125
Integrus Energy Group Inc	33,300	1,669	1,739
NextEra Energy Inc	115,600	6,717	7,998
NiSource Inc	62,400	1,109	1,553
Northeast Utilities	33,596	1,060	1,313
NRG Energy Inc	101,000	2,188	2,322
PG&E Corp	71,000	3,003	2,853
Pinnacle West Capital Corp	33,700	1,516	1,718

See accompanying notes to financial statements.

Large Cap Domestic Equity Pool

Schedule of Investments in Securities - Unaudited (continued) December 31, 2012

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Potomac Electric Power	19,800	288	388
PPL Corporation	48,300	1,366	1,383
Public Service Enterprise Grp	58,900	1,932	1,802
SCANA Corporation	89,200	3,964	4,071
Sempra Energy	127,200	8,042	9,024
Southern Company	101,900	3,745	4,362
TECO Energy Inc	17,200	242	288
Wisconsin Energy Corporation	109,400	3,160	4,031
Xcel Energy Inc	125,400	2,948	3,342
<i>Total Utilities - 4.0%</i>		<u>78,505</u>	<u>86,390</u>
Total Equity Securities - 99.3%		1,820,426	2,200,403
<u>Short-term Issues</u>			
Dreyfus Cash Management Institutional Fund - 0.9%	20,670,494	20,670	20,670
Total Investment Securities - 100.2%		<u>\$ 1,841,096</u>	<u>\$ 2,221,073</u>
<u>Collateral for Securities Loaned</u>			
BNY Mellon Securities Lending Overnight Fund		\$ 14,492	\$ 14,492
Mellon SL DBT II Liquidating Fund		94	92
Mellon GSL DBT II Liquidating Trust		3,079	-
Total Collateral for Securities Loaned		<u>\$ 17,665</u>	<u>\$ 14,584</u>

See accompanying notes to financial statements.

Large Cap Domestic Equity Pool

Statement of Operations - Unaudited
Period Ended December 31, 2012*
(Amounts in thousands)

	Month	Year To Date
Investment income		
Dividends	\$ 6,078	\$ 27,323
Securities lending income	4	24
Securities lending borrower premiums	13	65
Net shareholder litigation proceeds	9	23
Commission recapture	-	3
	6,104	27,438
Expenses		
Investment advisor fees	(68)	(1,112)
Trustee fees	-	(3)
Custodian bank fees	(9)	(34)
Management fees	(54)	(324)
Fiduciary bond fees	-	(2)
Professional service fees	(10)	(62)
Securities lending agent fees	(2)	(13)
Futures commission expense	(1)	(5)
	(144)	(1,555)
	Investment income, net	25,883
	5,960	25,883
Realized and unrealized gain (loss) from investments and foreign currency		
Net realized gain (loss) from:		
Investments	4,902	42,494
Foreign currency transactions	-	(17)
Net increase in the fair value of investments	4,023	53,045
	Net gain from investments	95,522
	8,925	95,522
	Net increase in net assets from operations	121,405
	\$ 14,885	\$ 121,405

**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 December 31, 2012*
(Amounts in thousands, except unit data)

	Month	Year To Date
Operations		
Investment income, net	\$ 5,960	\$ 25,883
Net realized gain from investments	4,902	42,494
Net realized loss from foreign currency transactions	-	(17)
Net increase in the fair value of investments	4,023	53,045
Net increase in net assets from operations	14,885	121,405
Unit transactions		
Proceeds from sale of units	38,139	94,615
Amount paid for repurchase of units	(778)	(69,198)
Net increase in net assets from unit transactions	37,361	25,417
Increase in net assets	52,246	146,822
Net assets, beginning of period	2,164,323	2,069,747
Net assets, end of period	\$ 2,216,569	\$ 2,216,569
Unit data		
Units sold	2,619,100	6,632,992
Units repurchased	(53,461)	(4,782,203)
Net increase in units	2,565,639	1,850,789

**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 investment 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

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 BNY Institutional Cash Reserves Trust, specifically the BNY Mellon Securities Lending Overnight Fund, and the Mellon GSL Reinvestment Trust, consisting of the Mellon SL DBT II Liquidating Fund and the Mellon GSL DBT II Liquidating Trust (Liquidating Trust). Cash collateral received is reported at fair value 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 net realized gains.

Large Cap Domestic Equity Pool

Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

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 - In accordance with FASB Accounting Standards Codification (ASC) 740 Income Taxes, the IMB has considered and assessed the impact of uncertain tax positions and determined that it has no such positions and therefore there is no impact on the Pool's financial statements. The IMB is a public corporation organized under laws of the State of West Virginia and exempt from U.S. federal and state taxation. Accordingly, no provision for income taxes is required as of December 31, 2012.

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 December 31, 2012:

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	
Equity contracts	Unrealized gain on futures contracts	\$ 89		\$ -

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 December 31, 2012:

Derivatives not designated as hedging instruments under ASC 815	Statement of Operations Location	Realized Gain (Loss)	Statement of Operations Location	Unrealized Gain (Loss)
Equity contracts	Net realized gain from investments	\$ 596	Net increase in the fair value of investments	\$ (116)

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:

Large Cap Domestic Equity Pool

Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

NOTE 4. 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 December 31, 2012:

Assets	Level 1	Level 2	Level 3	Total
Equity securities	\$ 2,200,403	\$ -	\$ -	\$ 2,200,403
Futures	89	-	-	89
Regulated investment companies	-	20,670	-	20,670
Securities lending collateral funds	-	14,584	-	14,584
Total	<u>\$ 2,200,492</u>	<u>\$ 35,254</u>	<u>\$ -</u>	<u>\$ 2,235,746</u>

There were no transfers in or out of Levels 1 and 2 during the period ended December 31, 2012.

NOTE 5. SECURITIES LENDING

The following table presents the amounts of various accounts related to securities lending at December 31, 2012.

Fair value of securities on loan	\$	17,486		
Initial collateral received:		<u>Cost</u>	<u>Fair Value</u>	<u>Unrealized loss</u>
Cash	\$	<u>17,665</u>	\$ 14,584	<u>\$ (3,081)</u>
Non-cash			322	
Total			<u>\$ 14,906</u>	

The Liquidating Trust, referenced in Note 2, was created in October 2008 to account for certain securities issued by Sigma Finance, Inc. The IMB's balance in the Liquidating Trust for all IMB investment pools that participate in the securities lending program was \$10,974 of which \$3,248 was assigned to the Large Cap Domestic Equity Pool. A loss reserve was established for the entire amount. Through December 31, 2012, the loss reserve has been adjusted to \$3,079 as a result of cash received in the Liquidating Trust. This \$3,079 is included in the unrealized loss reported in the above table.

In October 2008, the IMB suspended the distribution of any net securities lending income subject to final dissolution of the Liquidating Trust. For the period October 2008 through December 2012, the pool has recorded, but not distributed \$2,394 of net securities lending income.

Large Cap Domestic Equity Pool

Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

NOTE 6. FUTURES CONTRACTS

At December 31, 2012, open positions in futures contracts were as follows:

<u>Expiration</u>	<u>Open Contracts</u>	<u>Position</u>	<u>Value at December 31, 2012</u>	<u>Value Upon Entering Contract</u>	<u>Unrealized Gain (Loss)</u>
Mar 2013	174 S&P 500	Long	<u>\$ 12,355</u>	<u>\$ 12,266</u>	<u>\$ 89</u>

At December 31, 2012, the Pool had pledged cash of \$835 to cover margin requirements on open futures contracts.

NOTE 7. FINANCIAL HIGHLIGHTS

Per Unit Operating Performance:

Net asset value at June 30, 2012	\$ 13.86
Income from investment operations:	
Net investment income	0.17
Net realized and unrealized gain on investment transactions	<u>0.63</u>
Total from investment operations	<u>0.80</u>
Net asset value at December 31, 2012	<u>\$ 14.66</u>

Time-weighted Total Return * 5.8%

Supplemental Data:

Net assets, end of period	\$ 2,216,569
Ratio to average net assets:	
Expenses **	0.14%
Net investment income **	2.40%
Portfolio turnover rate	24.62%

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

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

Large Cap Domestic Equity Pool

Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

NOTE 8. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at December 31, 2012.

<u>Participant</u>	<u>Account Value</u>
Teachers' Retirement System	\$ 971,123
Public Employees' Retirement System	832,016
State Police Death, Disability and Retirement Fund	89,074
West Virginia Retiree Health Benefit Trust	87,255
Workers' Compensation Old Fund	71,597
Revenue Shortfall Reserve Fund - Part B	25,186
Judges' Retirement System	24,024
Deputy Sheriff's Retirement System	22,928
Coal Workers' Pneumoconiosis Fund	19,238
West Virginia Prepaid Tuition Trust Fund	18,480
State Police Retirement System	16,027
Public Employees Insurance Agency	11,376
Board of Risk and Insurance Management	9,931
Wildlife Endowment Fund	7,742
Emergency Medical Services Retirement System	6,964
West Virginia Department of Environmental Protection Trust	1,829
Workers' Compensation Self-Insured Guaranty Risk Pool	1,034
Workers' Compensation Uninsured Employers' Fund	692
Municipal Police Officers' and Firefighters' Retirement System	53
Total	<u>\$ 2,216,569</u>

Financial Statements - Unaudited

December 31, 2012

Non-Large Cap Domestic Equity Pool

Financial Statements - Unaudited December 31, 2012

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Non-Large Cap Domestic Equity Pool

Statement of Assets and Liabilities - Unaudited December 31, 2012

(Amounts in thousands, except unit data)

Assets

Investment securities at fair value	\$	797,740
Collateral for securities loaned at fair value (Note 4)		61,516
Receivables:		
Dividends		403
Securities lending income		57
Foreign tax withholding		1
		<u>1</u>
Total assets		859,717

Liabilities

Accrued expenses		766
Payable for investments purchased		1,720
Payable upon return of securities loaned (Note 4)		63,654
		<u>66,140</u>
Total liabilities		66,140
Net assets	\$	<u>793,577</u>

Analysis of net assets

Paid-in capital	\$	508,755
Accumulated undistributed net investment income		46,055
Accumulated undistributed net realized gain from investments		128,692
Accumulated undistributed net realized loss from foreign currency transactions		(506)
Unrealized net appreciation of investments		110,581
		<u>110,581</u>
Net assets	\$	<u>793,577</u>

Unit data

Units outstanding		40,693,253
Net asset value, unit price	\$	<u>19.50</u>

See accompanying notes to financial statements.

Non-Large Cap Domestic Equity Pool

Schedule of Investments in Securities - Unaudited December 31, 2012

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Equity Securities			
<i>Basic Materials</i>			
A. Schulman Inc	195,000	\$ 4,138	\$ 5,643
Ashland Inc New	23,100	1,596	1,857
Boise Inc	584,200	4,495	4,644
Celanese Corp	83,360	2,369	3,712
Chemtura Corp	81,200	1,713	1,726
Crown Holdings Inc	174,810	5,229	6,435
Cytec Industries Inc	73,220	5,002	5,040
Domtar Corporation	41,900	3,246	3,499
Georgia Gulf Corporation	78,480	2,442	3,240
Huntsman Corp	303,000	4,734	4,818
Martin Marietta Materials Inc	31,015	2,665	2,924
Packaging Corp of America	111,690	3,092	4,297
PH Glatfelter Company	256,200	3,994	4,478
Schweitzer-Mauduit Intl Inc	103,500	3,466	4,040
Westlake Chemical Corporation	47,100	2,142	3,735
<i>Total Basic Materials - 7.6%</i>		50,323	60,088
<i>Capital Goods</i>			
Aegean Marine Petroleum Networ	462,200	2,866	2,440
AGCO Corporation	93,300	3,938	4,583
Aircastle Ltd	145,400	1,722	1,823
Alliant Techsystems Inc	92,300	5,221	5,719
Altra Holdings Inc	92,400	1,670	2,037
Applied Industrial Tech Inc	46,800	1,426	1,966
BE Aerospace Inc	115,145	3,162	5,688
Beacon Roofing Supply Inc	125,230	3,683	4,168
Crane Company	96,410	3,416	4,462
EMCOR Group Inc	164,900	5,145	5,707
Foster Wheeler AG	75,700	1,652	1,841
Gardner Denver Inc	55,050	4,151	3,771
Harsco Corporation	82,300	2,219	1,934
Hubbell Inc	86,450	5,014	7,316
IDEX Corporation	136,210	4,061	6,338
Landstar System Inc	125,380	5,196	6,577
Lennox International Inc	42,400	1,848	2,227
Meritor Inc	305,500	1,545	1,445
Monster Worldwide Inc	510,700	2,853	2,870
Orbital Sciences Corp	124,500	1,708	1,714
Oshkosh Corporation	128,800	3,251	3,819
Owens Corning Inc	133,210	4,093	4,927
PHH Corp	171,300	2,951	3,897
Quanta Services Inc	86,500	2,207	2,361
Timken Company	124,090	5,078	5,935
Toro Company	47,300	1,742	2,033
TransDigm Group Inc	48,520	4,344	6,616
Trinity Industries Inc	58,300	1,551	2,088
United Rentals Inc	123,870	3,363	5,639
URS Corp	75,400	2,952	2,960
Waste Connections Inc	216,130	5,776	7,303
WESCO International Inc	107,970	4,761	7,280
<i>Total Capital Goods - 16.3%</i>		104,565	129,484
<i>Communication Services</i>			
SBA Communications Corporation	25,490	1,787	1,809
<i>Total Communication Services - 0.2%</i>		1,787	1,809
<i>Consumer Discretionary</i>			
Aaron's Inc	120,600	3,189	3,411
Abercrombie & Fitch Co	35,900	1,701	1,722
Alaska Air Group Inc	57,200	1,696	2,465
American Eagle Outfitters Inc	346,480	6,298	7,106

See accompanying notes to financial statements.

Non-Large Cap Domestic Equity Pool

Schedule of Investments in Securities - Unaudited (continued) December 31, 2012

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Ann Inc	119,800	3,122	4,054
Apollo Group Inc	98,600	3,558	2,063
Arcos Dorados Holdings Inc	140,390	1,741	1,679
Arctic Cat Inc	91,000	3,505	3,038
Brown Shoe Company Inc	105,800	1,976	1,944
Capella Education Company	143,400	4,026	4,048
Dillard's Inc	23,700	1,975	1,985
Foot Locker Inc	239,750	4,838	7,701
GameStop Corp	165,400	4,462	4,150
Gildan Activewear Inc	46,700	1,686	1,708
Hertz Global Holdings Inc	334,100	4,061	5,436
Hot Topic Inc	164,000	1,713	1,579
Lear Corporation	115,900	5,101	5,429
Manchester United Plc	201,060	2,756	2,825
NVR Inc	3,304	2,567	3,040
PetMed Express Inc	173,900	1,822	1,930
Signet Jewelers Ltd	127,050	4,840	6,784
Smith & Wesson Holding Corp	443,500	4,389	3,743
Stage Stores Inc	73,700	1,695	1,826
Thor Industries Inc	47,100	1,698	1,763
Tractor Supply Company	36,530	3,138	3,228
TRW Automotive Holdings Co	38,300	1,664	2,053
Urban Outfitters Inc	116,140	4,397	4,571
US Airways Group Inc	140,900	1,711	1,902
WABCO Holdings Inc	34,500	1,690	2,249
Williams Sonoma Inc	145,430	5,471	6,365
<i>Total Consumer Discretionary - 12.8%</i>		92,486	101,797
<i>Consumer Staples</i>			
Alliance One International Inc	320,000	970	1,165
Ralcorp Holdings Inc	125,910	7,247	11,288
USANA Health Sciences Inc	38,700	1,684	1,274
<i>Total Consumer Staples - 1.7%</i>		9,901	13,727
<i>Energy</i>			
Delek US Holdings Inc	64,200	1,680	1,626
Denbury Resources Inc	402,850	6,195	6,526
EPL Oil & Gas Inc	93,600	1,615	2,111
Gran Tierra Energy Inc	321,100	1,640	1,769
Helix Energy Solutions Group I	210,400	3,594	4,343
HollyFrontier Corp	168,000	6,898	7,820
Nabors Industries Ltd	283,800	3,731	4,101
Power-One Inc	284,600	1,763	1,169
Rowan Companies PLC	179,520	6,306	5,614
Tesoro Corporation	486,980	11,464	21,451
VAALCO Energy Inc	447,600	3,418	3,872
Western Refining Inc	144,700	2,768	4,079
<i>Total Energy - 8.1%</i>		51,072	64,481
<i>Financial Services</i>			
Allied World Assurance Co Hold	60,300	4,447	4,752
American Capital Ltd	149,100	1,640	1,792
Associated Banc-Corp	129,700	1,710	1,702
Assurant Inc	142,500	4,693	4,945
Axis Capital Hldgs Ltd	45,100	1,692	1,562
Banco Latinoamericano Export	127,900	2,352	2,758
Calamos Asset Management Inc	78,500	788	830
CapitalSource Inc	751,600	5,117	5,697
Cardinal Financial Corporation	195,100	3,086	3,180
CBL & Associates Properties	79,400	1,636	1,684
CBOE Holdings Inc	76,900	2,307	2,265
City National Corporation	85,800	4,396	4,249
Comerica Inc	320,100	8,604	9,712

See accompanying notes to financial statements.

Non-Large Cap Domestic Equity Pool

Schedule of Investments in Securities - Unaudited (continued)

December 31, 2012

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Commonwealth REIT	234,300	4,738	3,711
CoreLogic Inc	94,600	1,984	2,547
East West Bancorp Inc	129,900	2,422	2,792
Everest Re Group Ltd	112,945	10,313	12,418
First American Financial Corp	70,400	1,633	1,696
First Republic Bank	154,050	4,776	5,050
Genworth Financial Inc	313,150	1,669	2,352
H&R Block Inc	99,900	1,605	1,855
Hospitality Properties Trust	205,200	4,498	4,806
Huntington Bancshares Inc	942,800	5,570	6,024
Jefferies Group Inc	244,400	3,608	4,539
Jones Lang LaSalle Inc	136,700	10,680	11,475
Lazard Ltd	212,000	5,629	6,326
Legg Mason Inc	65,200	1,632	1,677
Lender Processing Services Inc	132,600	3,521	3,265
Maiden Holdings Ltd	239,400	2,132	2,200
Montpelier Re Hldgs Ltd	244,700	5,067	5,594
National Health Investors Inc	43,500	1,540	2,459
Nelnet Inc	57,600	1,252	1,716
Netspend Holdings Inc	176,500	1,553	2,086
PartnerRe Ltd	31,800	2,292	2,560
Piper Jaffray Co Inc	105,500	2,924	3,390
Platinum Underwriters Hldg Ltd	66,800	2,978	3,073
Popular Inc	108,600	1,777	2,258
PrivateBancorp Inc	101,400	1,705	1,553
ProAssurance Corporation	37,000	1,284	1,561
PS Business Parks Inc	46,800	2,455	3,041
Raymond James Financial Inc	160,570	5,538	6,187
Reinsurance Group of America I	60,000	3,584	3,211
RenaissanceRe Holdings Ltd	62,800	4,927	5,103
Republic Bancorp Inc	38,600	712	816
SEI Investments Company	82,400	1,679	1,923
Washington Federal Inc	198,700	3,215	3,352
Wilshire Bancorp Inc	741,600	4,178	4,353
Zions Bancorporation	81,900	1,618	1,753
<i>Total Financial Services - 21.9%</i>		159,156	173,850
<i>Health Care</i>			
Alkermes PLC	169,750	3,185	3,144
ArthroCare Corporation	11,990	388	415
Community Health Systems Inc	79,000	1,497	2,428
Conceptus Inc	112,670	2,225	2,366
Coventry Health Care Inc	251,130	6,706	11,258
Cubist Pharmaceuticals Inc	73,790	3,313	3,103
DENTSPLY International Inc	222,630	7,709	8,818
Elan Corporation PLC	385,360	3,231	3,935
Gentiva Health Services Inc	229,900	1,847	2,310
GNC Holdings Inc	63,300	2,392	2,107
Hologic Inc	251,480	4,716	5,032
IDEXX Laboratories Inc	50,493	3,957	4,686
Magellan Health Services Inc	56,900	2,760	2,788
Medifast Inc	102,500	2,862	2,705
Mettler-Toledo International I	41,670	5,808	8,055
Myriad Genetics Inc	94,600	2,044	2,578
PDL BioPharma Inc	635,700	3,749	4,475
Prothena Corp PLC	9,399	60	69
Tenet Healthcare Corporation	87,075	1,632	2,827
Thoratec Corp	46,300	1,646	1,737
United Therapeutics Corp	34,900	1,697	1,864
Volcano Corporation	97,300	2,535	2,297
Warner Chilcott PLC	433,200	5,233	5,216
<i>Total Health Care - 10.6%</i>		71,192	84,213

See accompanying notes to financial statements.

Non-Large Cap Domestic Equity Pool

Schedule of Investments in Securities - Unaudited (continued)

December 31, 2012

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
<i>Technology</i>			
Alliance Data Systems Corp	72,500	5,201	10,495
Amdocs Ltd	144,200	4,398	4,901
Amkor Technology Inc	313,500	1,680	1,330
Arris Group Inc	120,700	1,687	1,803
Autodesk Inc	105,690	3,496	3,736
Brocade Communications Systems	328,800	1,616	1,753
CACI International Inc	87,900	4,483	4,837
Cbeyond Inc	203,000	1,589	1,835
Computer Sciences Corp	53,200	1,917	2,131
Concur Technologies	37,800	2,579	2,552
Coresite Realty Corporation	125,200	3,323	3,463
First Solar Inc	125,100	2,677	3,860
FleetCor Technologies Inc	123,390	3,394	6,620
Fortinet Inc	278,040	6,308	5,844
Genpact Limited	228,470	3,573	3,541
IHS Inc	59,330	4,930	5,696
Ingram Micro Inc	116,400	2,297	1,969
Jabil Circuit Inc	112,200	2,492	2,164
JDS Uniphase Corporation	248,880	2,838	3,360
Kulicke & Soffa Industries Inc	181,700	1,596	2,179
NeuStar Inc	59,100	1,554	2,478
Nuance Communications Inc	346,110	6,486	7,725
NXP Semiconductor NV	242,700	4,974	6,388
OmniVision Technologies Inc	145,600	2,042	2,050
QLIK Technologies Inc	209,600	4,036	4,553
Riverbed Technology	99,420	1,512	1,961
SAIC Inc	178,800	2,036	2,024
Sanmina Corp	137,000	1,560	1,517
Skyworks Solutions Inc	207,790	4,561	4,218
Tech Data Corporation	95,100	4,216	4,330
Unisys Corporation	256,900	5,166	4,444
United Online Inc	873,000	4,986	4,880
<i>Total Technology - 15.2%</i>		105,203	120,637
<i>Utilities</i>			
Alliant Energy Corp	125,900	4,371	5,528
American Water Works Co Inc	158,800	3,798	5,896
El Paso Electric Company	73,800	1,954	2,355
MYR Group Inc	58,900	1,190	1,311
NV Energy Inc	202,800	3,319	3,679
OGE Energy Corp	45,600	1,684	2,568
Pinnacle West Capital Corp	115,300	4,974	5,878
PNM Resources Inc	184,400	2,318	3,782
Portland General Electric Co	129,000	2,602	3,531
<i>Total Utilities - 4.4%</i>		26,210	34,528
Total Equity Securities - 98.8%		671,895	784,614
Short-term Issues			
Dreyfus Cash Management Institutional Fund - 1.7%	13,125,700	13,126	13,126
Total Investment Securities - 100.5%		\$ 685,021	\$ 797,740
Collateral for Securities Loaned			
BNY Mellon Securities Lending Overnight Fund		\$ 61,128	\$ 61,128
Mellon SL DBT II Liquidating Fund		395	388
Mellon GSL DBT II Liquidating Trust		2,131	-
Total Collateral for Securities Loaned		\$ 63,654	\$ 61,516

See accompanying notes to financial statements.

Non-Large Cap Domestic Equity Pool

Statement of Operations - Unaudited
Period Ended December 31, 2012*
(Amounts in thousands)

	Month	Year To Date
Investment income		
Dividends, net of foreign withholding taxes	\$ 2,420	\$ 9,476
Securities lending income	10	44
Securities lending borrower premiums	57	355
Net shareholder litigation proceeds	134	255
Commission recapture	-	9
	2,621	10,139
Total investment income		
Expenses		
Investment advisor fees	(259)	(1,446)
Trustee fees	-	(1)
Custodian bank fees	(2)	(14)
Management fees	(19)	(112)
Fiduciary bond fees	-	(1)
Professional service fees	(3)	(21)
Securities lending agent fees	(10)	(59)
	(293)	(1,654)
Total expenses		
	2,328	8,485
Investment income, net		
Realized and unrealized gain (loss) from investments		
Net realized gain (loss) from investments	(860)	13,925
Net increase in the fair value of investments	14,322	54,889
	13,462	68,814
Net gain from investments		
Net increase in net assets from operations	\$ 15,790	\$ 77,299

**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 December 31, 2012*

(Amounts in thousands, except unit data)

	Month	Year To Date
Operations		
Investment income, net	\$ 2,328	\$ 8,485
Net realized gain (loss) from investments	(860)	13,925
Net increase in the fair value of investments	14,322	54,889
Net increase in net assets from operations	15,790	77,299
Unit transactions		
Proceeds from sale of units	8,075	32,969
Amount paid for repurchase of units	(8,050)	(14,886)
Net increase in net assets from unit transactions	25	18,083
Increase in net assets	15,815	95,382
Net assets, beginning of period	777,762	698,195
Net assets, end of period	\$ 793,577	\$ 793,577
Unit data		
Units sold	422,452	1,820,121
Units repurchased	(421,133)	(785,245)
Net increase in units	1,319	1,034,876

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

Non-Large Cap Domestic Equity Pool

Notes to Financial Statements - Unaudited

(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 investment 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

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 BNY Institutional Cash Reserves Trust, specifically the BNY Mellon Securities Lending Overnight Fund, and the Mellon GSL Reinvestment Trust, consisting of the Mellon SL DBT II Liquidating Fund and the Mellon GSL DBT II Liquidating Trust (Liquidating Trust). Cash collateral received is reported at fair value 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 net realized 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 - In accordance with FASB Accounting Standards Codification (ASC) 740 Income Taxes, the IMB has considered and assessed the impact of uncertain tax positions and determined that it has no such positions and therefore there is no impact on the Pool's financial statements. The IMB is a public corporation organized under laws of the State of West Virginia and exempt from U.S. federal and state taxation. Accordingly, no provision for income taxes is required as of December 31, 2012.

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 December 31, 2012:

Assets	Level 1	Level 2	Level 3	Total
Equity securities	\$ 784,614	\$ -	\$ -	\$ 784,614
Regulated investment companies	-	13,126	-	13,126
Securities lending collateral funds	-	61,516	-	61,516
Total	<u>\$ 784,614</u>	<u>\$ 74,642</u>	<u>\$ -</u>	<u>\$ 859,256</u>

There were no transfers in or out of Levels 1 and 2 during the period ended December 31, 2012.

NOTE 4. SECURITIES LENDING

The following table presents the amounts of various accounts related to securities lending at December 31, 2012.

Fair value of securities of loan	\$	62,110		
Initial collateral received:		<u>Cost</u>	<u>Fair Value</u>	<u>Unrealized loss</u>
Cash	\$	<u>63,654</u>	\$ 61,516	<u>\$ (2,138)</u>
Non-cash			-	
Total			<u>\$ 61,516</u>	

The Liquidating Trust, referenced in Note 2, was created in October 2008 to account for certain securities issued by Sigma Finance, Inc. The IMB's balance in the Liquidating Trust for all IMB investment pools that participate in the securities lending program was \$10,974 of which \$2,247 was assigned to the Non-Large Cap Domestic Equity Pool. A loss reserve was established for the entire amount. Through December 31, 2012, the loss reserve has been adjusted to \$2,131 as a result of cash received in the Liquidating Trust. This \$2,131 is included in the unrealized loss reported in the above table.

In October 2008, the IMB suspended the distribution of any net securities lending income subject to final dissolution of the Liquidating Trust. For the period October 2008 through December 2012, the pool has recorded, but not distributed \$1,991 of net securities lending income.

Non-Large Cap Domestic Equity Pool

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, 2012	\$ 17.61
Income from investment operations:	
Net investment income	0.21
Net realized and unrealized gain on investment transactions	1.68
Total from investment operations	1.89
Net asset value at December 31, 2012	\$ 19.50
Time-weighted Total Return *	10.8%
Supplemental Data:	
Net assets, end of period	\$ 793,577
Ratio to average net assets:	
Expenses **	0.43%
Net investment income **	2.26%
Portfolio turnover rate	36.38%

* 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 December 31, 2012.

<u>Participant</u>	<u>Account Value</u>
Teachers' Retirement System	\$ 348,438
Public Employees' Retirement System	300,338
State Police Death, Disability and Retirement Fund	32,496
West Virginia Retiree Health Benefit Trust	28,129
Workers' Compensation Old Fund	26,131
Revenue Shortfall Reserve Fund - Part B	9,185
Judges' Retirement System	8,735
Deputy Sheriff's Retirement System	8,160
Coal Workers' Pneumoconiosis Fund	7,002
State Police Retirement System	5,609
West Virginia Prepaid Tuition Trust Fund	4,821
Public Employees Insurance Agency	4,317
Board of Risk and Insurance Management	3,635
Wildlife Endowment Fund	2,799
Emergency Medical Services Retirement System	2,504
West Virginia Department of Environmental Protection Trust	670
Workers' Compensation Self-Insured Guaranty Risk Pool	337
Workers' Compensation Uninsured Employers' Fund	253
Municipal Police Officers' and Firefighters' Retirement System	18
Total	\$ 793,577

Financial Statements - Unaudited

December 31, 2012

International Qualified Pool

Financial Statements - Unaudited December 31, 2012

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International Qualified Pool

Statement of Assets and Liabilities - Unaudited

December 31, 2012

(Amounts in thousands, except unit data)

Assets

Investment securities at fair value	\$	928,346
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Liabilities

Accrued expenses		<u>53</u>
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Net assets	\$	<u>928,293</u>
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Analysis of net assets

Paid-in capital	\$	379,915
Accumulated undistributed net investment loss		(34,186)
Accumulated undistributed net realized gain from investments		27,509
Unrealized net appreciation of investments		<u>555,055</u>

Net assets	\$	<u>928,293</u>
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Unit data

Units outstanding		20,629,064
Net asset value, unit price	\$	<u>45.00</u>

See accompanying notes to financial statements.

International Qualified Pool

Schedule of Investments in Securities - Unaudited December 31, 2012

(Amounts in thousands, except share data)

<u>Security Name</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Investments in Other Funds</u>			
Silchester International Value Equity Group Trust - 100.0%	12,120,380	\$ 373,291	\$ 928,346
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.			

See accompanying notes to financial statements.

International Qualified Pool

Statement of Operations - Unaudited
Period Ended December 31, 2012*
(Amounts in thousands)

	<u>Month</u>	<u>Year To Date</u>
Investment income	\$ -	\$ -
Expenses		
Investment advisor fees	(401)	(2,263)
Trustee fees	-	(1)
Management fees	(22)	(128)
Fiduciary bond fees	-	(1)
Professional service fees	(4)	(24)
	<u>(427)</u>	<u>(2,417)</u>
Total expenses	<u>(427)</u>	<u>(2,417)</u>
Investment loss, net	(427)	(2,417)
Realized and unrealized gain from investments		
Net realized gain from investments	239	1,293
Net increase in the fair value of investments	<u>32,388</u>	<u>127,584</u>
Net gain from investments	<u>32,627</u>	<u>128,877</u>
Net increase in net assets from operations	<u>\$ 32,200</u>	<u>\$ 126,460</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 December 31, 2012*
(Amounts in thousands, except unit data)

	Month	Year To Date
Operations		
Investment loss, net	\$ (427)	\$ (2,417)
Net realized gain from investments	239	1,293
Net increase in the fair value of investments	32,388	127,584
Net increase in net assets from operations	32,200	126,460
Unit transactions		
Proceeds from sale of units	27	148
Increase in net assets from unit transactions	27	148
Increase in net assets	32,227	126,608
Net assets, beginning of period	896,066	801,685
Net assets, end of period	\$ 928,293	\$ 928,293
Unit data		
Units sold	601	3,583
Increase in units	601	3,583

**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 December 31, 2012*
(Amounts in thousands)

	<u>Month</u>	<u>Year To Date</u>
Cash flows from operating activities		
Net increase in net assets from operations	\$ 32,200	\$ 126,460
Adjustments to reconcile net increase in net assets from operations to net cash used in operating activities:		
Proceeds from disposition of investment securities	400	2,262
Increase in accrued expenses	-	7
Net realized gain from investments	(239)	(1,293)
Net increase in the fair value of investments	(32,388)	(127,584)
	<u>(27)</u>	<u>(148)</u>
Cash flows from financing activities		
Proceeds from units sold	<u>27</u>	<u>148</u>
	<u>27</u>	<u>148</u>
Net change in cash		
	-	-
Cash		
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

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

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 net realized 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 - In accordance with FASB Accounting Standards Codification (ASC) 740 Income Taxes, the IMB has considered and assessed the impact of uncertain tax positions and determined that it has no such positions and therefore there is no impact on the Pool's financial statements. The IMB is a public corporation organized under laws of the State of West Virginia and exempt from U.S. federal and state taxation. Accordingly, no provision for income taxes is required as of December 31, 2012.

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 December 31, 2012:

<u>Assets</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Investments in other funds	\$ -	\$ 928,346	\$ -	\$ 928,346

There were no transfers in or out of Levels 1 and 2 during the period ended December 31, 2012.

International Qualified Pool

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, 2012	\$ 38.87
Income from investment operations:	
Net investment loss	(0.12)
Net realized and unrealized gain on investment transactions	6.25
Total from investment operations	6.13
Net asset value at December 31, 2012	<u>\$ 45.00</u>
Time-weighted Total Return *	15.8%
Supplemental Data:	
Net assets, end of period	\$ 928,293
Ratio to average net assets:	
Expenses **	0.56%
Net investment income **	-0.56%
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 December 31, 2012.

<u>Participant</u>	<u>Account Value</u>
Teachers' Retirement System	\$ 455,927
Public Employees' Retirement System	397,460
State Police Death, Disability and Retirement Fund	43,313
Judges' Retirement System	11,462
Deputy Sheriff's Retirement System	10,461
State Police Retirement System	6,643
Emergency Medical Services Retirement System	3,002
Municipal Police Officers' and Firefighters' Retirement System	25
Total	<u>\$ 928,293</u>

Financial Statements - Unaudited

December 31, 2012

International Nonqualified Pool

Financial Statements - Unaudited December 31, 2012

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International Nonqualified Pool

Statement of Assets and Liabilities - Unaudited

December 31, 2012

(Amounts in thousands, except unit data)

Assets

Investment securities at fair value	\$	101,193
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Liabilities

Accrued expenses		<u>5</u>
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Net assets	\$	<u>101,188</u>
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Net assets

Paid-in capital	\$	42,202
Accumulated undistributed net investment loss		(4,470)
Accumulated undistributed net realized gain from investments		28,077
Unrealized net appreciation of investments		<u>35,379</u>

Net assets	\$	<u>101,188</u>
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Unit data

Units outstanding		2,425,127
Net asset value, unit price	\$	<u>41.72</u>

See accompanying notes to financial statements.

International Nonqualified Pool

Schedule of Investments in Securities - Unaudited

December 31, 2012

(Amounts in thousands, except share data)

<u>Security Name</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Investments in Other Funds</u>			
Silchester International Value Equity Trust - 100.0%	1,256,806	\$ 65,814	\$ 101,193
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.			

See accompanying notes to financial statements.

International Nonqualified Pool

Statement of Operations - Unaudited

Period Ended December 31, 2012*

(Amounts in thousands)

	<u>Month</u>	<u>Year To Date</u>
Investment income	\$ -	\$ -
Expenses		
Investment advisor fees	(56)	(318)
Management fees	(2)	(14)
Professional service fees	<u>(1)</u>	<u>(3)</u>
Total expenses	<u>(59)</u>	<u>(335)</u>
Investment loss, net	(59)	(335)
Realized and unrealized gain from investments		
Net realized gain from investments	19	97
Net increase in the fair value of investments	<u>3,541</u>	<u>13,962</u>
Net gain from investments	<u>3,560</u>	<u>14,059</u>
Net increase in net assets from operations	<u>\$ 3,501</u>	<u>\$ 13,724</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 December 31, 2012*

(Amounts in thousands, except unit data)

	Month	Year To Date
Operations		
Investment loss, net	\$ (59)	\$ (335)
Net realized gain from investments	19	97
Net increase in the fair value of investments	3,541	13,962
Net increase in net assets from operations	3,501	13,724
Unit transactions		
Proceeds from sale of units	98	640
Amount paid for repurchase of units	(95)	(624)
Net increase in net assets from unit transactions	3	16
Increase in net assets	3,504	13,740
Net assets, beginning of period	97,684	87,448
Net assets, end of period	\$ 101,188	\$ 101,188
Unit data		
Units sold	2,429	16,648
Units repurchased	(2,359)	(16,227)
Net increase in units	70	421

**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 December 31, 2012*
(Amounts in thousands)

	<u>Month</u>	<u>Year To Date</u>
Cash flows from operating activities		
Net increase in net assets from operations	\$ 3,501	\$ 13,724
Adjustments to reconcile net increase in net assets from operations to net cash used in operating activities:		
Proceeds from disposition of investment securities	56	319
Net realized gain from investments	(19)	(97)
Net increase in the fair value of investments	(3,541)	(13,962)
	<u>(3)</u>	<u>(16)</u>
Net cash used in operating activities		
Cash flows from financing activities		
Proceeds from sale of units	98	640
Amount paid for repurchase of units	(95)	(624)
	<u>3</u>	<u>16</u>
Cash provided by financing activities		
Net change in cash		
	-	-
Cash		
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

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

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 net realized 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 - In accordance with FASB Accounting Standards Codification (ASC) 740 Income Taxes, the IMB has considered and assessed the impact of uncertain tax positions and determined that it has no such positions and therefore there is no impact on the Pool's financial statements. The IMB is a public corporation organized under laws of the State of West Virginia and exempt from U.S. federal and state taxation. Accordingly, no provision for income taxes is required as of December 31, 2012.

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 December 31, 2012:

<u>Assets</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Investments in other funds	<u>\$ -</u>	<u>\$ 101,193</u>	<u>\$ -</u>	<u>\$ 101,193</u>

There were no transfers in or out of Levels 1 and 2 for the period ended December 31, 2012.

International Nonqualified Pool

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, 2012	\$ 36.07
Income from investment operations:	
Net investment loss	(0.14)
Net realized and unrealized gain on investment transactions	5.79
Total from investment operations	5.65
Net asset value at December 31, 2012	<u>\$ 41.72</u>
Time-weighted Total Return *	15.7%
Supplemental Data:	
Net assets, end of period	\$ 101,188
Ratio to average net assets:	
Expenses **	0.71%
Net investment income **	-0.71%
Portfolio turnover rate	0.00%

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

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

NOTE 5. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at December 31, 2012.

<u>Participant</u>	<u>Account Value</u>
Workers' Compensation Old Fund	\$ 34,956
West Virginia Retiree Health Benefit Trust	27,841
Revenue Shortfall Reserve Fund - Part B	11,430
Coal Workers' Pneumoconiosis Fund	9,485
Board of Risk and Insurance Management	5,006
West Virginia Prepaid Tuition Trust Fund	4,302
Wildlife Endowment Fund	3,615
Public Employees Insurance Agency	3,134
West Virginia Department of Environmental Protection Trust	698
Workers' Compensation Self-Insured Guaranty Risk Pool	384
Workers' Compensation Uninsured Employers' Fund	337
Total	<u>\$ 101,188</u>

Financial Statements - Unaudited

December 31, 2012

International Equity Pool

Financial Statements - Unaudited December 31, 2012

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International Equity Pool

Statement of Assets and Liabilities - Unaudited December 31, 2012

(Amounts in thousands, except unit data)

Assets

Investment securities at fair value	\$	2,285,023
Collateral for securities loaned at fair value (Note 4)		144,934
Cash denominated in foreign currencies (cost \$15,266)		15,120
Receivables:		
Investments sold		681
Dividends		3,929
Securities lending income		96
Foreign tax withholding		1,866
		<hr/>
Total assets		2,451,649

Liabilities

Cash overdraft		27
Accrued expenses		3,618
Payable for investments purchased		607
Payable upon return of securities loaned (Note 4)		148,256
Unrealized loss on foreign currency forward contracts (Note 5)		2
		<hr/>
Total liabilities		152,510
		<hr/>
Net assets	\$	<u><u>2,299,139</u></u>

Analysis of net assets

Paid-in capital	\$	1,371,876
Accumulated undistributed net investment income		344,759
Accumulated undistributed net realized gain from investments		374,774
Accumulated undistributed net realized gain from foreign currency transactions		88,772
Unrealized net appreciation of investments		119,256
Unrealized net depreciation on translation of assets and liabilities in foreign currencies		(298)
		<hr/>
Net assets	\$	<u><u>2,299,139</u></u>

Unit data

Units outstanding		102,158,796
Net asset value, unit price	\$	<u><u>22.51</u></u>

See accompanying notes to financial statements.

International Equity Pool

Schedule of Investments in Securities - Unaudited December 31, 2012

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Equity Securities			
<i>Argentina</i>			
Grupo Clarin-GDR CL B Reg S	282,899	\$ 1,534	\$ 707
Nortel Inversora SA	123,040	2,538	1,687
<i>Total Argentina - 0.1%</i>		4,072	2,394
<i>Australia</i>			
Arrium Ltd	2,545,600	6,194	2,405
Ausdrill Ltd	615,106	1,674	1,807
Boart Longyear Group	934,400	2,866	1,819
Caltex Australia Ltd	255,200	2,553	5,090
Downer EDI Ltd	720,314	2,422	3,029
DUET Group	936,257	1,381	2,022
Flight Centre Ltd	56,257	1,228	1,577
Goodman Fielder Ltd	3,139,617	3,417	2,021
Iluka Resources Limited	365,200	3,692	3,420
Lend Lease Corporation Ltd	554,833	4,709	5,346
Macquarie Group Ltd	248,100	5,498	9,141
Medusa Mining Ltd	395,521	2,457	2,230
Metcash Ltd	1,190,600	4,610	4,104
Monadelphous Group Ltd	110,720	2,290	2,807
National Australia Bank Ltd	516,400	13,760	13,403
Rio Tinto Ltd	90,700	7,511	6,216
SAI Global Limited	707,228	3,538	3,106
Seven Group Holdings Ltd	374,000	2,637	3,281
Southern Cross Media Group	285,367	940	311
Treasury Wine Estates	383,863	1,953	1,869
<i>Total Australia - 3.3%</i>		75,330	75,004
<i>Austria</i>			
Andritz AG	60,633	2,950	3,880
Erste Group Bank AG	588,657	17,478	18,646
OMV AG	257,400	9,837	9,283
Voestalpine AG	139,000	4,807	5,069
<i>Total Austria - 1.6%</i>		35,072	36,878
<i>Belgium</i>			
Barco NV	35,900	2,343	2,580
Delhaize Le Lion SA	146,000	8,784	5,823
D'Ieteren SA NV	65,846	3,174	2,643
KBC Groep NV	113,900	5,008	3,927
Mobistar SA	41,308	2,545	1,056
Tessenderlo Chemie NV	65,300	2,990	2,139
ThromboGenics NV	30,584	1,483	1,696
<i>Total Belgium - 0.9%</i>		26,327	19,864
<i>Bermuda</i>			
China Yuchai International Ltd	226,207	3,831	3,567
Credicorp Ltd	23,190	2,394	3,399
Dickson Concepts Ltd	1,628,500	1,191	864
First Pacific Company Ltd	10,890,314	4,430	11,957
Nine Dragons Paper Holdings	2,144,000	1,757	1,936
Peoples Food Holdings Ltd	13,272,000	10,065	11,735
Skworth Digital Holdings Ltd	5,046,000	2,429	2,585
Varitronix International Ltd	783,000	784	312
Yue Yuen Industrial Holdings	1,682,000	3,440	5,621
<i>Total Bermuda - 1.8%</i>		30,321	41,976
<i>Brazil</i>			
Banco Bradesco SA	199,100	2,567	3,300
Banco do Brasil SA	902,801	11,383	11,288
Banco do Estado do Rio Grande - Preferred Stock	650,700	4,660	4,929
Banco Santander Brasil SA	1,162,160	13,891	8,461
BR Malls Participacoes	280,400	3,447	3,700
Centrais Elect de Sata Catarin - Preferred Stock	155,600	4,108	2,052

See accompanying notes to financial statements.

International Equity Pool

Schedule of Investments in Securities - Unaudited (continued)

December 31, 2012

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Centrais Eletricas Brasileiras	1,096,430	10,839	3,421
Centrais Eletricas Brasileiras - Preferred Stock	347,700	3,661	1,780
CETIP	268,700	3,716	3,332
CIA Paranaense De Energia	198,080	2,402	2,438
CIA Paranaense De Energia - Preferred Stock	355,000	7,061	5,496
Companhia de Bebidas das Amer	86,600	3,095	3,636
Companhia de Saneamento	207,600	3,496	8,808
Companhia Energetica de Minas - Preferred Stock	236,300	3,045	2,608
Companhia Paranaense	148,020	2,928	2,272
Ecorodovias Infra E Log	280,900	2,388	2,373
Embraer SA	559,428	13,046	15,949
Inpar SA	2,577,740	4,582	806
Itau Unibanco Holding SA	407,010	6,793	6,699
Kroton Educacional SA	110,700	1,861	2,501
Localiza Rent A Car	120,100	1,992	2,200
Marcopolo SA - Preferred Stock	480,800	2,191	3,029
Marfrig Frigorificos e Comerci	926,285	7,548	3,836
Petroleo Brasileiro SA	1,043,392	28,390	20,191
Petroleo Brasileiro SA - Preferred Stock	602,800	8,052	5,747
Telefonica Brasil	316,589	2,915	7,617
Tim Participacoes SA	926,011	17,238	18,354
Vale SA	344,900	8,275	7,229
Vale SA - Preferred Stock	503,000	11,332	10,040
Viver Incorporadora e Construt	469,606	231	144
<i>Total Brazil - 7.6%</i>		197,133	174,236
<i>Canada</i>			
Agrium Inc	74,400	5,713	7,408
Canadian Imperial Bank	103,400	6,667	8,305
Canadian Tire Corporation Ltd	119,100	8,374	8,299
Celestica Inc	597,200	3,867	4,840
Cogeco Cable Inc	55,900	2,514	2,136
Ensign Energy Services Inc	278,400	4,186	4,297
Genworth MI Canada Inc	89,100	2,443	2,021
Laurentian Bank of Canada	83,174	2,496	3,696
Lundin Mining Corporation	788,900	2,861	4,057
Magna International Inc	166,000	8,418	8,282
Metro Inc	111,900	4,980	7,117
National Bank of Canada	91,800	4,727	7,121
Pacific Rubiales Energy Corp	142,400	3,480	3,305
Precision Drilling Corporation	410,600	4,276	3,390
Rogers Communications Inc	117,000	4,511	5,307
Sherritt International Company	604,400	3,606	3,490
Teck Corporation	213,300	7,011	7,744
Transcontinental Inc	239,200	3,637	2,679
Westjet Airlines LTD	275,500	3,515	5,481
<i>Total Canada - 4.3%</i>		87,282	98,975
<i>Cayman Islands</i>			
Anton Oilfield Services Group	3,048,000	793	1,608
Baidu Inc	22,570	2,708	2,264
Belle International Holdings	1,875,500	3,484	4,070
Bosideng International Holding	17,048,000	4,715	5,059
Chaoda Modern Agriculture Ltd	19,491,636	12,313	702
Daphne International Holdings	2,046,000	1,979	2,803
Hengan International Group	245,000	2,457	2,211
Kingboard Laminates Holding	3,250,500	2,844	1,493
KWG Property Holding Ltd	1,376,500	935	1,034
Lee & Man Paper Manufacturing	3,595,000	1,923	2,263
Longking Holdings Ltd	10,369,000	3,897	2,729
Xinyi Glass Holdings Co Ltd	6,132,000	3,301	3,782
Yingde Gases	11,795,500	11,016	11,992
<i>Total Cayman Islands - 1.8%</i>		52,365	42,010

See accompanying notes to financial statements.

International Equity Pool

Schedule of Investments in Securities - Unaudited (continued)

December 31, 2012

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
<i>Chile</i>			
Sociedad Quimica Minera Chile - 0.1%	44,100	2,640	2,542
<i>China</i>			
Bank of China Ltd	17,159,000	5,669	7,660
China Bluechemical Ltd	5,766,000	3,338	3,868
China Coal Energy Co	4,320,000	3,855	4,693
China Construction Bank Corp	8,787,100	6,998	7,052
China Merchants Bank	756,500	1,661	1,669
China Pet & Chem Cor (Sinopec)	11,940,000	10,409	13,525
China South Locomotive	3,032,000	2,209	2,644
Chongqing Machinery & Electric	7,926,000	1,644	1,288
Dongfang Electric Corp Ltd	1,020,000	1,829	2,058
Dongfeng Motor Group Company	2,208,000	3,171	3,407
Great Wall Motor Company Ltd	2,162,500	1,599	6,822
Harbin Power Equipment Company	3,886,000	4,295	3,339
Jiangxi Copper Company Ltd	1,197,000	3,310	3,150
PetroChina Company Ltd	16,590	2,326	2,385
Ping An Insurance Co	633,500	4,962	5,304
Shanghai Electric Group Co	13,088,000	5,453	5,589
Sichuan Xinhua Winshare	6,391,000	1,553	3,397
Sinotrans Ltd	23,396,000	4,186	3,773
Weichai Power Co Ltd	211,000	731	936
Weiqiao Textile Company Ltd	9,521,208	12,172	3,734
<i>Total China - 3.8%</i>		81,370	86,293
<i>Czech Republic</i>			
CEZ	162,300	5,652	5,798
Telefonica O2 Czech Republic	234,900	5,287	3,993
<i>Total Czech Republic - 0.4%</i>		10,939	9,791
<i>Denmark</i>			
D/S Norden A/S	72,461	2,516	2,088
SimCorp A/S	16,429	2,149	3,670
<i>Total Denmark - 0.3%</i>		4,665	5,758
<i>Egypt</i>			
Eastern Tobacco - 0.2%	258,905	3,894	4,029
<i>Finland</i>			
OKO Bank PLC	393,000	4,548	5,839
TietoEnator Oyj	171,000	4,238	3,357
<i>Total Finland - 0.4%</i>		8,786	9,196
<i>France</i>			
Altran Technologies SA	276,022	1,931	2,092
Axa	343,200	8,663	6,041
BNP Paribas	93,300	6,860	5,238
Compagnie Generale de Geophy	50,841	1,472	1,514
Credit Agricole SA	510,196	3,980	4,092
Etablissements Maurel et Prom	97,843	1,740	1,636
Ingenico SA	84,373	3,874	4,783
Ipsos	86,044	2,875	3,193
Sanofi-Synthelabo SA	201,100	13,960	18,928
SCOR SE	152,600	3,648	4,106
Teleperformance	96,944	3,225	3,505
Total SA	232,600	14,724	11,963
Ubisoft Entertainment SA	277,391	2,908	2,889
Valeo SA	156,451	6,963	7,763
Vivendi Universal	498,500	13,577	11,140
<i>Total France - 3.9%</i>		90,400	88,883
<i>Germany</i>			
ADVA AG Optical Networking	232,837	1,516	1,222
Aixtron AG	142,855	1,867	1,672

See accompanying notes to financial statements.

International Equity Pool

Schedule of Investments in Securities - Unaudited (continued)

December 31, 2012

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Allianz AG	67,400	9,038	9,313
BASF AG	98,300	4,572	9,221
Bayer AG	69,300	3,695	6,568
Deutsche Bank AG	143,100	10,083	6,216
Deutsche Post AG	316,500	4,693	6,927
Dialog Semiconductor PLC	197,999	3,809	3,471
Draegerwerk AG - Preferred Stock	28,199	2,797	2,845
E.On AG	252,600	7,276	4,692
Fielmann AG	25,182	2,508	2,424
Freenet AG	340,600	5,358	6,287
Fuchs Petrolub AG - Preferred Stock	55,402	1,403	4,104
Krones AG	49,262	2,547	3,053
Muenchener Rueckversicherungs	41,500	7,059	7,441
MUT Aero Engines Holding AG	44,375	3,273	4,025
Pfeiffer Vacuum Technology AG	33,636	2,626	4,061
RWE AG	138,800	8,663	5,717
TUI AG	273,342	2,405	2,829
Volkswagen AG	68,000	8,689	14,591
<i>Total Germany - 4.6%</i>		93,877	106,679
<i>Greece</i>			
Alapis Holding Ind & Commer	46,477	1,132	3
Hellenic Petroleum SA	43,638	608	426
<i>Total Greece - 0.0%</i>		1,740	429
<i>Hong Kong</i>			
AAC Technologies Holdings Inc.	447,500	1,402	1,565
Beijing Enterprises Holdings	555,500	3,230	3,619
Cheung Kong Holdings Ltd	361,000	4,559	5,542
China Mobile (Hong Kong) Ltd	1,518,000	14,553	17,675
Citic Pacific Ltd	2,143,000	4,154	3,196
CNOOC Ltd	2,679,000	5,853	5,800
Emperor Watch & Jewellery Ltd	27,870,000	2,662	3,416
Esprit Holding Ltd	1,346,100	1,743	1,865
Fushan Intl Energy Group Ltd	5,912,000	1,964	2,174
Galaxy Entertainment Group	813,000	1,903	3,183
Global Bio-Chem Technology	1,824,000	429	207
SmarTone Telecommunications	835,396	1,626	1,518
<i>Total Hong Kong - 2.2%</i>		44,078	49,760
<i>Hungary</i>			
Magyar Telekom - 0.3%	3,864,270	15,829	6,560
<i>India</i>			
Ashok Leyland Ltd	7,454,200	3,756	3,667
Grasim Industries Limited	76,500	4,139	4,403
HDFC Bank Ltd	101,700	3,336	4,141
ICICI Bank Ltd	115,500	4,252	5,037
Indiabulls Financial Services	954,400	3,479	4,763
Indian Oil Corporation Ltd	1,918,516	9,752	9,451
ITC Limited	589,199	2,723	3,084
Maruti Suzuki India Ltd	157,211	3,993	4,275
McLeod Russel India Ltd	346,493	2,094	2,212
Reliance Infrastructure Ltd	1,558,635	15,812	14,808
Rural Electrification Corp	1,097,800	3,920	4,913
Tata Motors Ltd	196,100	4,858	5,632
Ultra Tech Cement Ltd	20,419	749	740
<i>Total India - 2.9%</i>		62,863	67,126
<i>Indonesia</i>			
Bank Rakyat Indonesia	3,965,500	2,811	2,860
Indofood Sukses Mak TBK	4,903,000	2,708	2,976
Semen Gresik (Persero) TBK	2,655,400	3,108	4,367
Timah Tbk PT	15,752,500	3,295	2,517
<i>Total Indonesia - 0.6%</i>		11,922	12,720

See accompanying notes to financial statements.

International Equity Pool

Schedule of Investments in Securities - Unaudited (continued) December 31, 2012

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
<i>Ireland</i>			
Irish Life & Permanent Group	398,100	6,377	11
Total Produce PLC	82,700	92	65
<i>Total Ireland - 0.0%</i>		6,469	76
<i>Israel</i>			
Bezeq Israeli Telecommunicatio	795,078	1,063	910
Israel Discount Bank	1,644,552	3,628	2,706
Partner Communications Company	472,472	8,118	2,838
Syneron Medical Ltd	259,721	2,711	2,252
Teva Pharmaceutical Ltd	171,700	6,922	6,392
<i>Total Israel - 0.7%</i>		22,442	15,098
<i>Italy</i>			
De'Longhi SPA	182,270	2,028	2,624
Enel SpA	1,147,900	5,994	4,749
ENI SpA	424,300	11,514	10,259
Finmeccanica SpA	276,900	4,130	1,589
Mediolanum SPA	620,472	2,897	3,136
Parmalat SpA	1,915,155	3,799	4,444
Pirelli & Company SpA	263,201	2,134	3,003
Prysmian SpA	173,061	2,785	3,425
Sorin SPA	890,186	1,794	1,971
<i>Total Italy - 1.5%</i>		37,075	35,200
<i>Japan</i>			
77 Bank Ltd	808,000	3,540	3,224
Anritsu Corporation	177,000	2,296	2,088
Asahi Kasei Corp	1,215,000	7,239	7,124
Brother Industries Ltd	266,300	3,655	2,833
Century Leasing System Inc	214,200	2,725	4,417
Coca-Cola West Company	114,000	2,031	1,757
Cocokara Fine Holdings Inc	80,100	2,067	2,497
Daiseki Company Ltd	110,660	2,134	1,526
Daiwa House REIT Investment	265	1,633	1,683
Disco Corp	41,000	2,091	2,122
Don Quijote Co Ltd	47,300	1,654	1,734
Eizo Nannao Corporation	51,700	1,645	824
Foster Electric Company Ltd	131,500	2,080	2,123
GEO Corporation	1,800	1,846	1,874
Hanwa Company Ltd	600,000	3,094	2,332
Heiwa Corporation	127,000	2,154	2,058
Hitachi Capital Corporation	67,400	608	1,381
Hitachi Metals Ltd	119,000	1,217	1,006
Hoshizaki Electric Company Ltd	88,296	1,463	2,340
Itochu Corp	425,300	3,006	4,461
Japan Petroleum Exploration Co	67,300	2,695	2,351
JSR Corporation	197,486	3,528	3,743
JTEKT Corporation	412,100	3,750	3,880
JVC Kenwood Holdings	625,500	2,459	2,308
JX Holdings Inc	778,200	4,990	4,347
KDDI Corporation	130,000	6,942	9,156
Keihin Corporation	160,500	1,387	2,272
Konica Corporation	430,000	3,048	3,063
Kyorin Co Ltd	115,400	2,204	2,237
Kyowa Exeo Corporation	239,500	2,147	2,402
Marubeni Corporation	824,800	4,086	5,857
Matsumotokiyoshi Holdings Co	167,400	3,080	3,948
Megmilk Snow Brand Co Ltd	110,800	2,142	1,734
Miraca Holdings Inc	130,700	3,943	5,253
Mitsubishi Tokyo Finl Grp Inc	1,043,900	4,687	5,566
Mitsui & Company Ltd	300,600	5,139	4,460
Mizuho Financial Grp Inc	3,823,500	8,077	6,943
Musashi Seimitsu Industry Co	111,731	2,570	2,341

See accompanying notes to financial statements.

International Equity Pool

Schedule of Investments in Securities - Unaudited (continued)

December 31, 2012

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Nabtesco Corp	114,000	2,291	2,518
Nichirei Corporation	668,000	3,135	3,477
Nippon Electric Glass Co Ltd	433,000	2,270	2,439
Nippon Telegraph & Telephone	212,800	9,540	8,934
North Pacific Bank Ltd	705,600	3,211	1,975
NTT DoCoMo	4,400	6,738	6,310
Osaka Securities Exchange Co	29,100	1,349	1,447
Otsuka Holdings Co Ltd	425,300	12,865	11,972
Pola Orbis Holdings Inc	168,000	4,481	4,813
Sankyo Company Ltd	48,400	2,199	1,917
Sapporo Holdings Ltd	739,341	2,808	2,386
Seino Holdings Corporation Ltd	330,000	1,730	2,084
Shimadzu Corporation	346,000	2,705	2,349
Shionogi & Co Ltd	581,700	8,218	9,668
Sumitomo Corporation	783,000	10,541	9,961
Sumitomo Mitsui Financial Grp	287,100	9,001	10,343
Sundrug Co Ltd	54,900	1,541	1,872
Toagosei Company Ltd	602,000	2,621	2,346
Tokyo Tatemono Company Ltd	644,700	2,377	3,273
Toshiba Plant Sys & Ser Corp	135,695	1,532	1,954
Toyo Suisan Kaisha Ltd	155,000	3,220	4,119
UBIC Inc	6,350	695	426
United Urban Investment Corp	2,153	2,389	2,470
Yaskawa Electric Corporation	200,000	1,502	1,904
Yodogawa Steel Works Ltd	512,000	2,194	1,747
Yokogawa Electric Corp	268,700	2,491	2,924
Yokohama Rubber Company Ltd	504,000	2,710	3,614
<i>Total Japan - 10.0%</i>		221,406	230,507
<i>Korea</i>			
BS Financial Group Inc	637,060	3,400	7,855
Halla Climate Control Corp	253,560	5,488	5,613
Hana Financial Group	175,280	6,605	5,681
Hyundai Mobis	16,920	4,270	4,552
Hyundai Motor Co Ltd	26,337	5,462	5,375
Hyundai Motor Company	226,742	10,871	14,677
Hyundai Securities Co Ltd	100,730	871	848
Industrial Bank of Korea (IBK)	473,400	6,897	5,240
KB Financial Group Inc	323,496	13,587	11,478
Kia Motors Corporation	87,520	4,923	4,619
Korea Exchange Bank	614,000	7,325	4,370
KT Corporation	231,500	7,692	7,676
LG Chemical Ltd	13,448	4,159	4,145
Lotte Chilsung Beverage Co	3,784	3,348	5,355
Lotte Confectionery Co Ltd	3,207	4,137	4,883
NHN Corporation	6,439	1,316	1,365
Posco	87,057	19,750	16,822
Samsung Electronics Co Ltd	19,142	16,643	27,214
Samsung Engineering Co	7,950	1,621	1,229
Samsung Heavy Industries	100,340	3,588	3,613
Shinhan Financial Group	343,080	12,516	12,450
SK Holdings Co Ltd	31,400	2,829	5,250
SK Telecom Company Ltd	56,500	7,643	8,048
<i>Total Korea - 7.3%</i>		154,941	168,358
<i>Luxembourg</i>			
Ternium - 0.2%	229,640	4,617	5,408
<i>Malaysia</i>			
Axiata Group Berhad	1,223,200	2,074	2,636
Malaysia Bldg Society Berhad	1,302,600	961	963
<i>Total Malaysia - 0.2%</i>		3,035	3,599
<i>Mexico</i>			
Alfa SA A Shares	3,381,600	2,008	7,130

See accompanying notes to financial statements.

International Equity Pool

Schedule of Investments in Securities - Unaudited (continued) December 31, 2012

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
America Movil	359,033	8,623	8,308
Cemex SAB de CV	1,526,401	12,076	15,066
Fibra Uno Administracion SA	1,985,044	3,246	5,962
Fomento Economico Mexicano SAB	38,230	2,925	3,850
Grupo Financiero Banorte	695,900	3,165	4,472
Grupo Mexico SAB de CV	1,515,800	4,504	5,457
Grupo Televisa MM	1,368,013	5,172	7,190
Grupo Televisa SA	211,600	4,612	5,624
Macquarie Mexico Real Estate	2,585,260	5,062	5,106
Urbi Desarrollos Urbanos SA	1,300,000	804	810
<i>Total Mexico - 3.0%</i>		52,197	68,975
<i>Netherlands</i>			
Aegon NV	1,187,300	8,873	7,518
ASM International NV	60,991	1,682	2,184
Delta Lloyd NV	150,800	3,505	2,452
Koninklijke (Royal) KPN NV	447,500	6,341	2,192
Koninklijke Ahold NV	809,900	10,615	10,822
Koninklijke DSM NV	85,600	3,181	5,168
Nutreco Holding NV	105,018	6,287	8,875
Royal Imtech NV	38,475	835	882
<i>Total Netherlands - 1.7%</i>		41,319	40,093
<i>New Zealand</i>			
Chorus Ltd	402,320	943	976
Telecom Corp of New Zealand	2,902,120	4,998	5,447
<i>Total New Zealand - 0.3%</i>		5,941	6,423
<i>Norway</i>			
DNB Holding ASA	560,200	6,488	7,086
Marine Harvest	4,187,396	3,069	3,852
StatoilHydro ASA	272,900	7,018	6,816
Stolt-Nielsen Ltd	96,500	2,011	1,994
TGS Nopec Geophysical Company	116,865	1,551	3,811
Veidekke ASA	272,143	2,467	2,152
<i>Total Norway - 1.1%</i>		22,604	25,711
<i>Pakistan</i>			
Nishat Mills Ltd - 0.1%	1,831,640	2,114	1,203
<i>Panama</i>			
Banco Latinoamericano de Exp	549,561	8,694	11,849
Copa Holdings	31,930	2,216	3,175
<i>Total Panama - 0.7%</i>		10,910	15,024
<i>Philippines</i>			
Metropolitan Bank & Trust Co	1,861,819	3,287	4,625
SM Investments Corporation	105,100	1,981	2,257
<i>Total Philippines - 0.3%</i>		5,268	6,882
<i>Poland</i>			
KGHM Polska Miedz - 0.3%	108,800	3,622	6,679
<i>Russia</i>			
Gazprom	2,091,167	21,112	19,759
Lukoil	456,859	27,388	30,729
Magnit	106,333	3,301	4,492
MMC Norilsk Nickel	432,400	7,135	7,969
Mobile TeleSystems	300,000	4,559	5,595
RusHydro	2,764,953	9,186	6,486
Sberbank	1,747,773	5,535	5,357
Sberbank of Russia	564,530	6,624	7,022
<i>Total Russia - 3.8%</i>		84,840	87,409

See accompanying notes to financial statements.

International Equity Pool

Schedule of Investments in Securities - Unaudited (continued) December 31, 2012

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
<i>Singapore</i>			
ComfortDelGro Corporation	1,681,000	1,885	2,450
DBS Group Holdings Ltd	498,000	4,545	6,050
Flextronics International Ltd	2,435,960	12,319	15,127
Haw Par Corporation Ltd	532,000	2,330	2,927
Hong Leong Asia Ltd	1,164,000	2,220	1,601
Suntec REIT	2,501,000	2,721	3,430
<i>Total Singapore - 1.4%</i>		26,020	31,585
<i>South Africa</i>			
ABSA Group Ltd	208,469	3,645	4,030
Aspen Pharmacare Holdings	176,883	2,838	3,523
Astral Foods Ltd	161,900	2,256	1,975
Barloworld Ltd	259,750	2,655	2,679
Imperial Holdings Ltd	341,600	1,620	8,003
Metropolitan Holdings Ltd	1,806,100	2,975	4,719
MTN Group Ltd	1,180,086	18,952	24,702
Nampak Ltd	972,125	2,004	3,649
Naspers Ltd	47,356	3,000	3,032
Shoprite Holdings Ltd	130,329	3,005	3,141
<i>Total South Africa - 2.6%</i>		42,950	59,453
<i>Spain</i>			
Banco Santander Ctrl Hisp SA	704,700	7,801	5,667
Repsol S.A. - Rights	282,500	-	172
Repsol SA	282,500	7,856	5,711
Viscofan SA	67,391	2,491	3,804
<i>Total Spain - 0.7%</i>		18,148	15,354
<i>Sweden</i>			
Boliden AB	401,900	5,631	7,543
Meda AB	285,290	2,383	2,936
NCC AB	151,400	2,745	3,170
Skandinaviska Enskilda Banken	567,300	4,626	4,818
<i>Total Sweden - 0.8%</i>		15,385	18,467
<i>Switzerland</i>			
Aryzta AG	46,777	2,257	2,394
Baloise Holding Ltd	73,300	4,946	6,286
BKW SA	55,573	2,820	1,906
Credit Suisse Group	385,600	12,455	9,377
Informa PLC	630,247	2,952	4,600
Kudelski SA - BR	234,475	1,775	2,441
Kuoni Reisen Holding AG	11,927	3,854	3,570
Novartis AG	218,500	8,925	13,714
Partners Group Holding AG	15,029	1,530	3,468
Swiss Life Holding	43,300	5,386	5,743
Swiss Re Ltd	84,100	4,499	6,055
Unaxis Holding AG	382,700	4,202	4,327
Zurich Financial Services AG	32,700	7,603	8,695
<i>Total Switzerland - 3.2%</i>		63,204	72,576
<i>Taiwan</i>			
Asustek Computer Inc	495,000	4,787	5,566
Chinatrust Financial Holding	6,297,625	4,187	3,719
Chipbond Technology Corp	2,899,000	4,310	5,700
Compal Electronics Inc	18,272,938	16,498	12,302
Gigabyte Technology Company	2,968,000	2,206	2,657
Hon Hai Precision Industry Co	1,327,700	3,692	4,065
Lite-On-It Corp	2,760,715	2,565	2,372
MediaTek Inc	233,000	2,477	2,596
Powertech Technology Inc	1,594,000	2,928	2,577
Simplo Technology Co Ltd	232,800	1,433	1,170
Taiwan Semiconductor	464,900	6,251	7,978

See accompanying notes to financial statements.

International Equity Pool

Schedule of Investments in Securities - Unaudited (continued) December 31, 2012

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Wistron Corporation	3,764,250	4,282	3,902
Total Taiwan - 2.4%		55,616	54,604
<i>Thailand</i>			
Bangchak Petroleum Public Co	4,887,800	3,436	5,073
Kasikornbank Public Co Ltd	802,900	3,392	5,079
Krung Thai Bank Public Co Ltd	14,508,325	4,583	9,296
PTT PLC	347,200	3,741	3,768
Total Thailand - 1.0%		15,152	23,216
<i>Turkey</i>			
Arcelik AS	366,380	1,750	2,402
AYGAZ AS	1,499,385	6,445	7,931
Ford Otomotiv Sanayi AS	455,900	4,306	5,467
Selcuk Exza Deposu Ticaret AS	3,454,524	4,463	4,007
Trakya Cam Sanayii AS	1,153,043	1,551	1,576
Turkiye Garanti Bankasi AS	2,152,468	8,667	11,168
Turkiye Halk Bankasi	505,800	3,236	4,960
Turkiye Vakiflar Bankasi T-D	2,646,200	2,796	6,835
Total Turkey - 1.9%		33,214	44,346
<i>United Arab Emirates</i>			
Air Arabia	49,680,491	9,983	11,294
DP World Ltd	217,626	2,297	2,546
Emaar Properties PJSC	2,158,000	2,167	2,203
Total United Arab Emirates - 0.7%		14,447	16,043
<i>United Kingdom</i>			
Afren PLC	1,658,488	3,457	3,534
Alent PLC	365,100	1,727	1,833
AstraZeneca Group PLC	371,500	16,402	17,570
Aveva Group PLC	84,671	2,311	3,003
Aviva PLC	814,200	6,345	4,937
Babcock International Group	187,117	1,950	2,937
Barclays PLC	2,323,700	12,169	9,911
Barratt Developments PLC	1,158,357	2,244	3,909
BBA Aviation PLC	859,723	2,570	3,116
BP Amoco PLC	2,259,600	18,947	15,603
British Aerospace PLC	1,680,000	8,271	9,200
BT Group PLC	2,806,600	8,101	10,543
Cable & Wireless Communication	7,168,000	4,198	4,119
Computacenter PLC	900,800	3,344	6,179
Daily Mail & General Trust PLC	430,414	2,534	3,855
Debenhams PLC	2,434,400	2,503	4,511
Derwent London PLC	100,955	2,556	3,456
Domino Printing Sciences	223,163	2,296	2,115
Enquest PLC	1,133,610	2,165	2,211
GlaxoSmithKline PLC	192,200	3,909	4,171
HSBC Bank Plc	73,700	1,243	1,476
Hunting PLC	240,686	2,175	3,093
IG Group Holdings PLC	445,870	2,246	3,261
Inchcape PLC	603,600	2,657	4,228
International Personal Finance	561,079	2,106	3,402
ITV PLC	2,833,100	3,463	4,845
J Sainsbury PLC	1,464,800	7,455	8,217
Jazztel PLC	366,351	2,298	2,538
Legal & General Group PLC	2,319,500	4,876	5,490
Mail.ru Group Ltd	96,698	3,601	3,338
Marston's PLC	893,188	2,333	1,779
Melrose Industries PLC	1,400,896	4,191	5,089
Mitchells & Butlers PLC	667,946	3,306	3,527
Mondi PLC	561,400	4,122	6,110
Moneysupermarket.com Group PLC	1,172,245	2,632	2,992
Old Mutual PLC	2,645,600	6,228	7,663
Premier Farnell PLC	771,881	2,408	2,440

See accompanying notes to financial statements.

International Equity Pool

Schedule of Investments in Securities - Unaudited (continued)

December 31, 2012

(Amounts in thousands, except share data)

Security Name	Shares	Cost	Fair Value
Premier Oil PLC	428,114	2,011	2,342
Royal & Sun Alliance Insurance	1,524,400	2,770	3,115
Royal Dutch Shell B Shares	776,900	22,533	27,467
RPS Group PLC	710,282	1,757	2,447
Spectris PLC	124,609	1,683	4,150
Spirax-Sarco Engineering	80,737	1,819	2,976
Spirent Communicatios PLC	1,131,376	2,011	2,771
St. James Place PLC	511,047	1,851	3,501
Tesco PLC	1,502,700	7,332	8,207
Thomas Cook Group	959,500	3,433	749
Vesuvius PLC	365,100	1,727	2,053
Vodafone Group PLC	1,538,500	3,118	3,863
William Morrison Supermarkets	1,471,000	6,997	6,289
<i>Total United Kingdom - 10.8%</i>		224,381	256,131
<i>United States</i>			
AsiaInfo-Linkage Inc	645,677	6,992	7,006
Cognizant Tech Solutions A	44,900	3,049	3,317
First Cash Finl Svcs Inc	45,600	1,844	2,263
Southern Copper Corporation	83,600	2,767	3,165
<i>Total United States - 0.7%</i>		14,652	15,751
Total Equities - 98.5%		2,142,874	2,265,274
<u>Short-term Issues</u>			
Dreyfus Cash Management Institutional Fund - 0.9%	19,749,289	19,749	19,749
Total Investment Securities - 99.4%		\$ 2,162,623	\$ 2,285,023
<u>Collateral for Securities Loaned</u>			
BNY Mellon Securities Lending Overnight Fund		\$ 144,020	\$ 144,020
Mellon SL DBT II Liquidating Fund		931	914
Mellon GSL DBT II Liquidating Trust		3,305	-
Total Collateral for Securities Loaned		\$ 148,256	\$ 144,934

See accompanying notes to financial statements.

International Equity Pool

Statement of Operations - Unaudited
Period Ended December 31, 2012*
(Amounts in thousands)

	Month	Year To Date
Investment income		
Dividends, net of foreign withholding taxes	\$ 3,023	\$ 27,395
Interest	(1)	4
Securities lending income	24	122
Securities lending borrower premiums	92	552
Net shareholder litigation process	35	35
Commission recapture	-	4
	3,173	28,112
Expenses		
Investment advisor fees	(1,148)	(6,548)
Trustee fees	(1)	(3)
Custodian bank fees	(74)	(445)
Management fees	(54)	(324)
Fiduciary bond fees	-	(2)
Professional service fees	(11)	(62)
Securities lending agent fees	(18)	(100)
	(1,306)	(7,484)
	1,867	20,628
Realized and unrealized gain (loss) from investments and foreign currency		
Net realized gain (loss) from:		
Investments	7,443	18,059
Foreign currency transactions	(1,913)	(4,879)
Net increase in the fair value of:		
Investments	84,667	224,940
Translation of assets and liabilities in foreign currencies	5,363	30,004
	95,560	268,124
	\$ 97,427	\$ 288,752

**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 December 31, 2012*
(Amounts in thousands)

	Month	Year To Date
Operations		
Investment income, net	\$ 1,867	\$ 20,628
Net realized gain from investments	7,443	18,059
Net realized loss from foreign currency transactions	(1,913)	(4,879)
Net increase in the fair value of investments	84,667	224,940
Net increase in the translation of assets and liabilities in foreign currencies	5,363	30,004
Net increase in net assets from operations	97,427	288,752
Unit transactions		
Proceeds from sale of units	46,172	228,627
Amount paid for repurchase of units	(2,138)	(144,753)
Net increase in net assets from unit transactions	44,034	83,874
Increase in net assets	141,461	372,626
Net assets, beginning of period	2,157,678	1,926,513
Net assets, end of period	\$ 2,299,139	\$ 2,299,139
Unit data		
Units sold	2,142,356	11,326,577
Units repurchased	(99,226)	(6,805,383)
Net increase in units	2,043,130	4,521,194

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

International Equity Pool

Notes to Financial Statements - Unaudited

(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 Axiom International Investors, LLC, Brandes Investment Partners, LLC, LSV Asset Management, and Pictet Asset Management Limited. 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

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 BNY Institutional Cash Reserves Trust, specifically the BNY Mellon Securities Lending Overnight Fund, and the Mellon GSL Reinvestment Trust, consisting of the Mellon SL DBT II Liquidating Fund and the Mellon GSL DBT II Liquidating Trust (Liquidating Trust). Cash collateral received is reported at fair value 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.

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.

International Equity Pool

Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

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 net realized 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 - In accordance with FASB Accounting Standards Codification (ASC) 740 Income Taxes, the IMB has considered and assessed the impact of uncertain tax positions and determined that it has no such positions and therefore there is no impact on the Pool's financial statements. The IMB is a public corporation organized under laws of the State of West Virginia and exempt from U.S. federal and state taxation. Accordingly, no provision for income taxes is required as of December 31, 2012.

In certain foreign countries the Pool's dividend income and capital gains may be taxable. Such taxes are generally withheld from the payments of these types of income and as a result there is no provision recorded for these taxes. In certain cases there may be a full or partial reclaim available for the withheld taxes. The outstanding reclaims are reported on the Statement of Assets and Liabilities. Dividend income is reported net of withheld taxes on the Statement of Operations.

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.

International 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 December 31, 2012:

Assets	Level 1	Level 2	Level 3	Total
Equity securities	\$ 2,265,274	\$ -	\$ -	\$ 2,265,274
Regulated investment companies	-	19,749	-	19,749
Securities lending collateral funds	-	144,934	-	144,934
Total	<u>\$ 2,265,274</u>	<u>\$ 164,683</u>	<u>\$ -</u>	<u>\$ 2,429,957</u>
Liabilities	Level 1	Level 2	Level 3	Total
Foreign currency forward contracts	\$ -	\$ (2)	\$ -	\$ (2)

There were no transfers in or out of Levels 1 and 2 during the period ended December 31, 2012.

NOTE 4. SECURITIES LENDING

The following table presents the amounts of various accounts related to securities lending at December 31, 2012.

Fair value of securities on loan	\$	140,329		
Initial collateral received:		Cost	Fair Value	Unrealized loss
Cash	\$	<u>148,256</u>	\$ 144,934	<u>\$ (3,322)</u>
Non-cash			-	
Total			<u>\$ 144,934</u>	

The Liquidating Trust, referenced in Note 2, was created in October 2008 to account for certain securities issued by Sigma Finance, Inc. The IMB's balance in the Liquidating Trust for all IMB investment pools that participate in the securities lending program was \$10,974 of which \$3,486 was assigned to the International Equity Pool. A loss reserve was established for the entire amount. Through December 31, 2012 the loss reserve has been adjusted to \$3,305 as a result of cash received in the Liquidating Trust. This \$3,305 is included in the unrealized loss reported in the above table.

In October 2008, the IMB suspended the distribution of any net securities lending income subject to final dissolution of the Liquidating Trust. For the period October 2008 through December 2012, the pool has recorded, but not distributed \$6,123 of net securities lending income.

International Equity Pool

Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

NOTE 5. FOREIGN CURRENCY FORWARD CONTRACTS

At December 31, 2012, 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	Japanese Yen vs. Hong Kong Dollar	12/28/2012	01/04/2013	12,799	\$ 148	1,153	\$ 149	\$ (1)
Long	Japanese Yen vs. Norwegian Krone	12/28/2012	01/04/2013	6,271	72	409	73	(1)
Long	Malaysian Ringgit	12/27/2012	01/02/2013	53	17		17	-
Long	Malaysian Ringgit	12/28/2012	01/03/2013	13	4		4	-
Long	Mexican Peso	12/28/2012	01/02/2013	7,604	586		586	-
					<u>\$ 827</u>		<u>\$ 829</u>	<u>\$ (2)</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.

NOTE 6. FINANCIAL HIGHLIGHTS

Per Unit Operating Performance:

Net asset value at June 30, 2012	\$ 19.73
Income from investment operations:	
Net investment income	0.20
Net realized and unrealized gain on investment transactions	2.34
Net realized loss from foreign currency transactions	(0.05)
Net increase in the translation of assets and liabilities in foreign currencies	<u>0.29</u>
Total from investment operations	<u>2.78</u>
Net asset value at December 31, 2012	<u>\$ 22.51</u>

Time-weighted Total Return * 14.1%

Supplemental Data:

Net assets, end of period	\$2,299,139
Ratio to average net assets:	
Expenses **	0.68%
Net investment income **	1.91%
Portfolio turnover rate	20.72%

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

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

International Equity Pool

Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

NOTE 7. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at December 31, 2012.

<u>Participant</u>	<u>Account Value</u>
Teachers' Retirement System	\$ 1,013,689
Public Employees' Retirement System	868,225
State Police Death, Disability and Retirement Fund	93,099
West Virginia Retiree Health Benefit Trust	85,474
Workers' Compensation Old Fund	74,934
Revenue Shortfall Reserve Fund - Part B	26,742
Judges' Retirement System	25,035
Deputy Sheriff's Retirement System	23,963
Coal Workers' Pneumoconiosis Fund	19,991
State Police Retirement System	16,804
Public Employees Insurance Agency	13,101
Board of Risk and Insurance Management	10,315
West Virginia Prepaid Tuition Trust Fund	8,708
Wildlife Endowment Fund	8,081
Emergency Medical Services Retirement System	7,597
West Virginia Department of Environmental Protection Trust	1,437
Workers' Compensation Self-Insured Guaranty Risk Pool	1,168
Workers' Compensation Uninsured Employers' Fund	722
Municipal Police Officers' and Firefighters' Retirement System	54
Total	<u>\$ 2,299,139</u>

Financial Statements - Unaudited

December 31, 2012

Short-Term Fixed Income Pool

Financial Statements - Unaudited December 31, 2012

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Short-Term Fixed Income Pool

Statement of Assets and Liabilities - Unaudited

December 31, 2012

(Amounts in thousands, except unit data)

Assets

Investment securities at amortized cost	\$	169,853
Accrued interest receivable		<u>51</u>
Total assets		169,904

Liabilities

Accrued expenses		<u>46</u>
Net assets	\$	<u><u>169,858</u></u>

Analysis of net assets

Paid-in capital	\$	169,804
Accumulated undistributed net realized gain from investments		<u>54</u>
Net assets	\$	<u><u>169,858</u></u>

Unit data

Units outstanding		169,803,851
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 December 31, 2012

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
U. S. Treasury Issues						
United States Treasury	2.880 %	0.122 %	01/31/2013	2,500	\$ 2,505	\$ 2,505
United States Treasury	1.380	0.208	03/15/2013	2,000	2,005	2,005
Total U. S. Treasury Issues - 2.7%					4,510	4,510
U. S. Government Agency Issues						
Federal Farm Credit Bank	0.150	0.194	02/06/2013	1,000	1,000	1,000
Federal Home Loan Bank	0.360	0.330	03/01/2013	1,000	1,000	1,000
Federal Home Loan Bank	0.230	0.248	04/05/2013	1,000	1,000	1,000
Federal Home Loan Bank	0.160	0.182	04/17/2013	1,000	1,000	1,000
Federal Home Loan Bank	0.180	0.200	06/13/2013	1,000	1,000	1,000
Federal Home Loan Bank	0.280	0.248	09/05/2013	2,000	2,000	2,001
Federal National Mortgage Assn	1.750	0.177	05/07/2013	3,000	3,016	3,016
Total U. S. Government Agency Issues - 5.9%					10,016	10,017
Short-term Issues						
Alpine Securitization	0.000	0.203	01/16/2013	3,000	3,000	3,000
Bank of Nova Scotia	0.000	0.162	01/18/2013	3,000	3,000	3,000
Bank of Tokyo Mitsubishi	0.000	0.365	01/11/2013	2,000	2,000	2,000
Deutsche Bank Finl LLC	0.000	0.223	01/08/2013	4,000	4,000	4,000
Federal Farm Credit Bank	0.000	0.173	10/11/2013	2,000	1,997	1,998
Federal Home Loan Bank	0.000	0.117	01/04/2013	7,000	7,000	7,000
Federal Home Loan Bank	0.000	0.071	01/11/2013	1,000	1,000	1,000
Federal Home Loan Bank	0.000	0.127	01/16/2013	6,000	6,000	6,000
Federal Home Loan Bank	0.000	0.101	01/23/2013	5,000	5,000	5,000
Federal Home Loan Bank	0.000	0.105	01/30/2013	5,000	5,000	5,000
Federal Home Loan Bank	0.000	0.112	02/06/2013	9,100	9,099	9,099
Federal Home Loan Bank	0.000	0.127	02/20/2013	4,000	3,999	3,999
Federal Home Loan Bank	0.000	0.157	04/12/2013	3,000	2,999	2,999
Federal Home Loan Bank	0.000	0.167	05/03/2013	3,000	2,998	2,999
Federal Home Loan Bank	0.000	0.213	05/21/2013	3,500	3,497	3,499
Federal Home Loan Mort Corp	0.000	0.142	01/28/2013	5,000	4,999	4,999
Federal Home Loan Mort Corp	0.000	0.071	03/18/2013	3,000	3,000	2,999
Federal Home Loan Mort Corp	0.000	0.091	03/25/2013	4,000	3,999	3,999
Federal National Mortgage Assn	0.000	0.162	02/06/2013	4,000	3,999	3,999
Mizuho Funding LLC	0.000	0.243	01/16/2013	4,000	4,000	4,000
Nordea NA Inc	0.000	0.223	02/01/2013	6,000	5,999	5,999
Rabobank USA Fin Corp	0.000	0.284	01/10/2013	4,000	4,000	4,000
Repurchase Agreement	0.160	0.160	01/02/2013	23,747	23,747	23,747
Sheffield Receivables	0.000	0.254	02/07/2013	3,000	2,999	2,999
Svenska Handelsbanken Inc	0.000	0.213	01/04/2013	3,000	3,000	3,000
UBS Finance (DE) LLC	0.000	0.147	02/07/2013	3,000	3,000	3,000
United States Treasury	0.000	0.068	01/03/2013	13,000	13,000	13,000
United States Treasury	0.000	0.051	01/10/2013	5,000	5,000	5,000
United States Treasury	0.000	0.148	01/31/2013	5,000	4,999	4,999
United States Treasury	0.000	0.106	02/14/2013	3,000	3,000	3,000
United States Treasury	0.000	0.091	03/07/2013	5,000	4,999	5,000
United States Treasury	0.000	0.188	10/17/2013	1,000	998	1,000
Total Short-Term Issues - 91.4%					155,327	155,333
Total Investment Securities - 100.0%					\$ 169,853	\$ 169,860

See accompanying notes to financial statements.

Short-Term Fixed Income Pool

Statement of Operations - Unaudited

Period Ended December 31, 2012*

(Amounts in thousands)

	<u>Month</u>	<u>Year To Date</u>
Investment income		
Interest	\$ 19	\$ 191
Net accretion (amortization)	<u>4</u>	<u>(18)</u>
Total investment income	23	173
Expenses		
Investment advisor fees	(7)	(59)
Custodian bank fees	(1)	(5)
Management fees	(6)	(40)
Professional service fees	<u>(1)</u>	<u>(8)</u>
Total expenses	<u>(15)</u>	<u>(112)</u>
Investment income, net	8	61
Net realized gain from investments	<u>2</u>	<u>4</u>
Net increase in net assets from operations	<u>\$ 10</u>	<u>\$ 65</u>

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

Short-Term Fixed Income Pool

Statement of Changes in Net Assets - Unaudited
Period Ended December 31, 2012*
(Amounts in thousands, except unit data)

	Month	Year To Date
Operations		
Investment income, net	\$ 8	\$ 61
Net realized gain from investments	2	4
Net increase in net assets from operations	10	65
Distributions to unitholders		
Investment income, net	(8)	(61)
Unit transactions		
Proceeds from sale of units	100,975	935,091
Reinvestment of distributions	7	61
	100,982	935,152
Amount paid for repurchase of units	(173,248)	(1,130,310)
Net decrease in net assets from unit transactions	(72,266)	(195,158)
Decrease in net assets	(72,264)	(195,154)
Net assets, beginning of period	242,122	365,012
Net assets, end of period	\$ 169,858	\$ 169,858
Unit data		
Units sold	100,974,996	935,091,423
Units issued from reinvestment of distributions	7,078	60,761
	100,982,074	935,152,184
Units repurchased	(173,247,675)	(1,130,309,965)
Net decrease in units	(72,265,601)	(195,157,781)

**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 cost which approximates fair value. The basic premise underlying the use of the amortized cost method of valuation is that high-quality, short-term debt securities held until maturity will eventually return to their amortized cost value, regardless of any current disparity between the amortized cost value and market value, and would not ordinarily be expected to fluctuate significantly in value. A money market fund is permitted to value its securities at amortized cost so long as the deviation between the amortized cost and current market value remains minimal and results in

Short-Term Fixed Income Pool

Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

the computation of a share price that represents fairly the current net asset value per share of the fund. 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.

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. The Pool does not routinely distribute dividends of net realized 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 - In accordance with FASB Accounting Standards Codification (ASC) 740 Income Taxes, the IMB has considered and assessed the impact of uncertain tax positions and determined that it has no such positions and therefore there is no impact on the Pool's financial statements. The IMB is a public corporation organized under laws of the State of West Virginia and exempt from U.S. federal and state taxation. Accordingly, no provision for income taxes is required as of December 31, 2012.

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:

Short-Term 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 December 31, 2012:

Assets	Level 1	Level 2	Level 3	Total
Short-term issues	\$ -	\$ 155,327	\$ -	\$ 155,327
U.S. government agency issues	-	10,016	-	10,016
U.S. Treasury issues	-	4,510	-	4,510
Total	<u>\$ -</u>	<u>\$ 169,853</u>	<u>\$ -</u>	<u>\$ 169,853</u>

There were no transfers in or out of Levels 1 and 2 during the period ended December 31, 2012.

NOTE 4. FINANCIAL HIGHLIGHTS

Per Unit Operating Performance:

Net asset value at June 30, 2012	\$ 1.00
Income from investment operations:	
Net investment income*	-
Net realized gain (loss) on investment transactions*	-
Total from investment operations	<u>-</u>
Less distributions from net investment income*	<u>-</u>
Net asset value at December 31, 2012	<u>\$ 1.00</u>

Time-weighted Total Return ** 0.0%

Supplemental Data:

Net assets, end of period	\$ 169,858
Ratio to average net assets:	
Expenses ***	0.09%
Net investment income ***	0.05%
Weighted average days to maturity	40
Maximum weighted average investment maturity per Board guidelines	60 days
Money market yield ****	0.05%

* As percentage is less than 0.01, amount is rounded for reporting purposes

** 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

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 December 31, 2012.

<u>Participant</u>	<u>Account Value</u>
Workers' Compensation Old Fund	\$ 109,996
Teachers' Retirement System	16,183
Public Employees' Retirement System	13,905
Coal Workers' Pneumoconiosis Fund	11,686
Board of Risk and Insurance Management	6,977
Teachers' Employers Contribution Collection Account	4,779
Judges' Retirement System	1,454
Workers' Compensation Uninsured Employers' Fund	949
State Police Retirement System	810
Workers' Compensation Self-Insured Guaranty Risk Pool	720
West Virginia Retiree Health Benefit Trust	658
Deputy Sheriff's Retirement System	614
State Police Death, Disability and Retirement Fund	418
Emergency Medical Services Retirement System	417
Wildlife Endowment Fund	120
Revenue Shortfall Reserve Fund	67
Municipal Police Officers' and Firefighters' Retirement System	25
West Virginia Prepaid Tuition Trust Fund	10
Revenue Shortfall Reserve Fund - Part B	10
West Virginia Department of Environmental Protection Trust	3
Public Employees Insurance Agency	2
AccessWV	1
Total	<u>\$ 169,804</u>

Financial Statements - Unaudited

December 31, 2012

Total Return Fixed Income Pool

Financial Statements - Unaudited December 31, 2012

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Total Return Fixed Income Pool

Statement of Assets and Liabilities - Unaudited December 31, 2012

(Amounts in thousands, except unit data)

Assets

Investment securities at fair value	\$	2,266,869
Collateral for securities loaned at fair value (Note 5)		28,612
Cash denominated in foreign currencies (cost \$3,028)		3,166
Cash pledged as collateral for derivative contracts		269
Unrealized gain on futures contracts (Note 6)		1,703
Unrealized gain on foreign currency forward contracts (Note 8)		71
Receivables:		
Accrued interest		14,566
Investments sold		3,999
Dividends		6
Securities lending income		18
Other		750
		<hr/>
Total assets		2,320,029

Liabilities

Cash overdraft		882
Accrued expenses		331
Dividends payable		4,969
Payable for investments purchased		1
Payable upon return of securities loaned (Note 5)		30,230
Unrealized loss on futures contracts (Note 6)		81
Unrealized loss on foreign currency forward contracts (Note 8)		410
		<hr/>
Total liabilities		36,904

Net assets \$ 2,283,125

Analysis of net assets

Paid-in capital	\$	1,714,466
Accumulated undistributed net investment income		950
Accumulated undistributed net realized gain from investments		332,750
Accumulated undistributed net realized gain from foreign currency transactions		14,578
Unrealized net appreciation of investments		220,651
Unrealized net depreciation on translation of assets and liabilities in foreign currencies		(270)
		<hr/>
Net assets	\$	<u><u>2,283,125</u></u>

Unit data

Units outstanding		155,662,721
Net asset value, unit price	\$	<u><u>14.67</u></u>

See accompanying notes to financial statements.

Total Return Fixed Income Pool

Schedule of Investments in Securities - Unaudited December 31, 2012

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value	
<u>Municipal Bonds</u>							
California	7.500 %	7.155 %	04/01/2034	17,625	\$ 18,252	\$ 24,633	
California	7.550	6.884	04/01/2039	6,840	7,390	9,916	
California	7.300	7.353	10/01/2039	2,155	2,141	3,002	
California	7.630	7.196	03/01/2040	1,600	1,682	2,324	
Illinois State	4.960	3.643	03/01/2016	7,550	7,845	8,270	
Illinois State	5.370	5.365	03/01/2017	6,600	6,600	7,392	
Illinois State	5.670	5.059	03/01/2018	4,275	4,390	4,858	
Los Angeles Unified Sch Dist	6.760	6.026	07/01/2034	6,625	7,192	8,766	
New Jersey Turnpike Authority	7.100	6.018	01/01/2041	7,790	8,869	11,047	
Pennsylvania St Higher Ed Assn	1.240 A	1.763	05/01/2046	8,125	7,195	7,724	
Pennsylvania St Higher Ed Assn	1.990 A	1.872	05/01/2046	2,750	2,448	2,614	
Total Municipal Bonds - 4.0%						74,004	90,546
<u>U. S. Treasury Issues</u>							
United States Treasury	0.630	0.215	04/30/2013	3,300	3,304	3,306	
United States Treasury	0.500	0.163	05/31/2013	15,000	15,021	15,024	
United States Treasury	0.380	0.256	07/31/2013	13,000	13,009	13,018	
United States Treasury	0.750	0.231	08/15/2013	47,000	47,151	47,176	
United States Treasury	0.500	0.204	10/15/2013	15,000	15,035	15,039	
United States Treasury	0.250	0.231	10/31/2013	31,000	31,005	31,020	
United States Treasury	0.250	0.228	01/31/2014	15,000	15,004	15,009	
United States Treasury	0.250	0.341	09/15/2015	220	219	220	
United States Treasury	0.250	0.408	10/15/2015	630	627	629	
United States Treasury	1.500	1.481	06/30/2016	580	580	601	
United States Treasury	1.000	0.948	08/31/2016	4,140	4,148	4,219	
United States Treasury	0.750	0.575	06/30/2017	100	101	101	
United States Treasury	0.500	0.678	07/31/2017	3,460	3,432	3,439	
United States Treasury	1.250	1.027	04/30/2019	47,740	48,389	48,460	
United States Treasury	1.000	1.061	09/30/2019	56,340	56,117	55,953	
United States Treasury	1.250	1.042	10/31/2019	9,940	10,076	10,022	
United States Treasury	1.130	1.233	12/31/2019	16,170	16,053	16,125	
United States Treasury	2.000	2.128	02/15/2022	1,200	1,187	1,241	
United States Treasury	1.630	1.642	08/15/2022	62,540	62,443	62,130	
United States Treasury*	2.000	1.808	01/15/2026	26,670	31,769	40,800	
United States Treasury	4.380	4.263	05/15/2041	1,540	1,568	2,006	
United States Treasury	3.130	3.123	11/15/2041	13,440	13,445	14,068	
United States Treasury	3.130	2.806	02/15/2042	10,530	11,194	11,010	
Total U. S. Treasury Issues - 18.0%						400,877	410,616
<u>U. S. Government Agency Issues</u>							
<i>U. S. Government Agency MBS (coupon, yield, and maturity date are weighted averages)</i>							
FHLMC Issues	5.716	3.178	10/22/2037	77,447	84,560	84,537	
FNMA Issues	5.762	3.184	10/01/2031	199,209	215,705	218,317	
<i>Total U. S. Government Agency MBS</i>						300,265	302,854
<i>U. S. Government Agency CMO</i>							
Federal Home Loan Mortgage	1.230 A	7.324	04/25/2020	4,089	254	274	
Federal Home Loan Mortgage	1.670 A	7.760	06/25/2020	4,299	368	404	
Federal Home Loan Mortgage	1.510 A	7.189	08/25/2020	37,916	2,749	3,131	
Federal Home Loan Mortgage	1.010	0.000	03/15/2034	107	-	107	
Federal Home Loan Mortgage	6.000	2.181	05/15/2036	741	838	854	
Federal National Mortgage Assn	7.000	3.155	11/25/2040	13,588	15,072	15,336	
Federal National Mortgage Assn	5.500	2.182	04/25/2042	2,700	2,978	3,005	
Federal National Mortgage Assn	6.500	2.758	09/25/2042	48	52	56	
Federal National Mortgage Assn	6.500	4.979	12/25/2042	2,121	2,322	2,468	
Federal National Mortgage Assn	7.500	5.102	12/25/2045	2,245	2,528	2,706	
<i>Total U. S. Government Agency CMO</i>						27,161	28,341
Total U. S. Government Agency Issues - 14.5%						327,426	331,195

A - Adjustable rate security. N - Security is in nonaccrual status pending bankruptcy proceeding. P - Perpetual bond, no stated maturity.

**All or portions of these securities are pledged as collateral for futures contracts.*

See accompanying notes to financial statements.

Total Return Fixed Income Pool

Schedule of Investments in Securities - Unaudited (continued)

December 31, 2012

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
Corporate Issues						
<i>Corporate Bonds</i>						
Abbvie Inc	2.900	2.975	11/06/2022	1,660	1,650	1,691
AES Corporation	8.000	8.000	06/01/2020	6,400	6,400	7,360
Ally Financial Inc	4.500	5.540	02/11/2014	17,420	17,227	17,921
American Express Co	6.150	6.072	08/28/2017	1,250	1,254	1,506
American Express Co	6.800	6.550	09/01/2066	1,360	1,410	1,460
American International Group	4.250	4.448	09/15/2014	3,200	3,190	3,371
American International Group	5.850	5.922	01/16/2018	910	907	1,076
American International Group	8.250	4.801	08/15/2018	5,900	6,890	7,752
Amgen Inc	4.500	4.506	03/15/2020	1,290	1,290	1,468
Anadarko Finance Co	7.500	6.559	05/01/2031	1,240	1,363	1,641
Anadarko Petroleum Corp	6.380	6.078	09/15/2017	740	748	884
ANZ National (Intl) LTD	1.850	1.872	10/15/2015	800	800	815
AOL Time Warner Inc	7.630	6.150	04/15/2031	4,500	5,223	6,195
AOL Time Warner Inc	7.700	5.911	05/01/2032	9,474	11,410	13,246
Arcelormittal	4.500	5.322	02/25/2017	465	451	469
Asciano Finance	3.130	3.158	09/23/2015	4,890	4,886	5,009
ASIF Global Financing XIX	4.900	4.778	01/17/2013	510	510	511
AT&T Corp	8.000	6.053	11/15/2031	2,750	3,348	4,162
AT&T Inc	5.500	5.575	02/01/2018	5,076	5,060	6,047
AT&T Inc	6.550	5.509	02/15/2039	925	1,055	1,216
AT&T Inc	5.350	4.605	09/01/2040	5,000	5,579	5,823
BAC Capital Trust XI	6.630	7.268	05/23/2036	15,130	14,017	16,958
Bank of America Corp	6.500	6.500	08/01/2016	410	410	473
Bank of America Corp	5.420	3.544	03/15/2017	600	644	657
Bank of America Corp	7.630	4.956	06/01/2019	9,560	10,941	12,233
Bank of America Corp	5.000	5.091	05/13/2021	150	149	171
BBVA US Senior SA Uniper	4.660	4.283	10/09/2015	4,600	4,645	4,716
BNP Paribas	2.380	2.403	09/14/2017	1,260	1,259	1,278
BNSF Railway Co 2007-1 P	6.000	4.731	04/01/2024	901	1,000	1,080
Boston Properties LP	5.880	5.323	10/15/2019	4,950	5,104	5,902
Boston Properties LP	5.630	4.370	11/15/2020	4,600	4,981	5,442
Boston Scientific Corp	6.400	4.793	06/15/2016	9,415	9,891	10,822
Boston Scientific Corp	6.000	6.466	01/15/2020	500	487	583
BP Capital Markets PLC	3.130	3.187	10/01/2015	3,010	3,005	3,195
Burlington NO SF 00-1 TR	8.250	3.811	01/15/2021	309	357	376
Burlington NO SF 06-2 TR	5.630	3.991	04/01/2024	435	478	505
Burlington North Santa Fe	4.700	4.757	10/01/2019	850	847	980
Burlington North Santa Fe	4.100	4.153	06/01/2021	7,075	7,049	7,891
Burlington North Santa Fe	3.050	3.099	09/01/2022	6,600	6,573	6,821
Calpine Corp	7.880	7.875	01/15/2023	2,250	2,250	2,543
Canadia Pacific Railroad Co	5.750	5.922	01/15/2042	1,950	1,904	2,378
Capital One Financial Corp	6.750	4.408	09/15/2017	6,882	7,556	8,405
Capital One Financial Corp	4.750	4.838	07/15/2021	3,250	3,230	3,748
CIGNA Corporation	8.500	4.320	05/01/2019	3,399	4,178	4,470
CIGNA Corporation	7.650	6.814	03/01/2023	1,925	2,041	2,498
CIGNA Corporation	7.880	6.865	05/15/2027	1,545	1,686	2,040
CIGNA Corporation	6.150	5.839	11/15/2036	3,488	3,625	4,252
CIGNA Corporation	5.880	5.921	03/15/2041	1,135	1,128	1,378
Citigroup Inc	5.000	4.901	09/15/2014	6,750	6,761	7,102
Citigroup Inc	3.950	3.505	06/15/2016	2,160	2,191	2,325
Citigroup Inc	6.130	5.113	11/21/2017	14,245	14,858	16,954
Citigroup Inc	6.880	6.929	03/05/2038	3,460	3,438	4,555
Cliffs Natural Resources Inc	3.950	4.014	01/15/2018	630	628	634
Cliffs Natural Resources Inc	5.900	5.584	03/15/2020	990	1,008	1,053
Cliffs Natural Resources Inc	4.800	5.258	10/01/2020	420	408	417
Comcast Cable Communication	8.880	4.655	05/01/2017	2,615	3,043	3,391
Comcast Corp	6.500	4.573	01/15/2017	4,500	4,816	5,427
Comcast Corp	6.300	3.377	11/15/2017	2,700	3,052	3,312
Comcast Corp	5.880	3.492	02/15/2018	2,000	2,222	2,410
Comcast Corp	6.400	5.508	05/15/2038	2,600	2,915	3,322
Continental Airlines Inc	9.250	9.250	05/10/2017	993	993	1,085
Continental Airlines Inc	7.250	7.250	11/10/2019	5,110	5,111	5,903
Corp Bond Backed CTF-CCE	0.000	7.000	05/15/2098	5,000	3,456	4,750

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See accompanying notes to financial statements.

Total Return Fixed Income Pool

Schedule of Investments in Securities - Unaudited (continued)

December 31, 2012

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
Countrywide Financial Corp	6.250	7.952	05/15/2016	2,550	2,424	2,799
Cox Communications Inc	9.380	4.732	01/15/2019	11,495	14,265	15,805
Credit Agricole SA	8.380	8.375	12/13/2049	3,740	3,740	3,964
CVS Caremark Corp	6.940	7.044	01/10/2030	1,890	1,890	2,379
Daimler Finance NA LLC	1.300	1.362	07/31/2015	2,340	2,336	2,354
Delta Air Lines	6.820	6.823	08/10/2022	1,987	1,987	2,216
Deutsche Telekom Int Fin	5.750	5.903	03/23/2016	1,635	1,628	1,863
Dow Chemical Company	8.550	5.415	05/15/2019	6,709	7,828	9,058
Dow Chemical Company	9.400	5.987	05/15/2039	7,240	10,489	11,920
El Paso Corporation	7.800	11.255	08/01/2031	469	340	547
El Paso Corporation	7.750	7.814	01/15/2032	222	221	261
Enel Finance International NV	6.000	6.400	10/07/2039	3,025	2,871	2,929
ERP Operating-LP	4.630	4.504	12/15/2021	4,400	4,438	4,956
Export-Import Bank Korea	4.000	4.043	01/11/2017	6,675	6,664	7,238
Ford Motor Credit Company	5.630	5.308	09/15/2015	9,200	9,272	10,074
Ford Motor Credit Company	5.750	5.750	02/01/2021	10,300	10,300	11,859
Ford Motor Credit Company	4.250	4.361	09/20/2022	1,820	1,804	1,924
General Electric Capital Corp	1.630	1.106	07/02/2015	570	577	579
General Electric Capital Corp	5.500	4.532	01/08/2020	7,755	8,200	9,180
General Electric Capital Corp	4.380	4.185	09/16/2020	3,550	3,594	3,962
General Electric Capital Corp	4.630	4.118	01/07/2021	2,550	2,637	2,892
General Electric Capital Corp	4.650	3.474	10/17/2021	2,000	2,177	2,282
General Electric Capital Corp	6.380	3.931	11/15/2067	4,910	4,833	5,180
Glitnir BankI HF	0.000	N/A	06/15/2016	5,000	6	63
Glitnir BankI HF	0.000	N/A	09/14/2049	600	1	1
Goldman Sachs Capital II	4.000	5.513	12/29/2049	3,960	3,029	3,093
Goldman Sachs Group Inc	6.150	6.141	04/01/2018	3,680	3,681	4,323
Goldman Sachs Group Inc	6.250	6.241	02/01/2041	2,810	2,813	3,448
Greenpoint Manufacture Housing	2.980	A 4.501	03/18/2029	925	749	768
Greenpoint Manufacture Housing	3.710	A 5.478	06/19/2029	475	380	410
Greenpoint Manufacture Housing	3.710	A 5.426	02/20/2030	450	360	385
Greenpoint Manufacture Housing	3.710	A 4.989	02/20/2032	800	671	681
Greenpoint Manufacture Housing	3.710	A 3.790	03/13/2032	1,075	901	901
Groupe BPCE	12.500	9.578	P	3,317	4,329	3,844
HCA Inc	6.250	6.253	02/15/2013	5,300	5,300	5,327
HCA Inc	6.750	5.618	07/15/2013	1,400	1,408	1,435
HCA Inc	5.750	5.639	03/15/2014	3,300	3,304	3,449
HCA Inc	6.380	3.610	01/15/2015	5,295	5,580	5,725
HCA Inc	6.500	5.064	02/15/2016	6,200	6,452	6,743
Health Net Inc	6.380	7.210	06/01/2017	2,850	2,761	3,025
Hewlett-Packard Company	3.300	3.346	12/09/2016	4,300	4,293	4,377
HSBC Finance Corp	6.680	7.080	01/15/2021	990	966	1,175
HSBC Holdings PLC	5.100	5.128	04/05/2021	1,125	1,123	1,328
HSBC Holdings PLC	6.500	6.137	05/02/2036	10,725	11,196	13,400
HSBC Holdings PLC	6.500	6.601	09/15/2037	490	484	612
Humana Inc	7.200	6.671	06/15/2018	2,030	2,078	2,503
Humana Inc	3.150	3.196	12/01/2022	460	458	457
Humana Inc	8.150	8.095	06/15/2038	730	734	1,033
Hyundai Capital America	2.130	2.154	10/02/2017	460	459	463
ICICI Bank Limited	6.380	6.605	04/30/2022	234	209	236
ILFC E-Capital Trust II	6.250	3.292	12/21/2065	4,520	3,913	3,865
Interpublic Group of Co Inc	2.250	2.300	11/15/2017	2,070	2,065	2,040
Interpublic Group of Co Inc	3.750	3.784	02/15/2023	1,380	1,376	1,384
John Deere Capital Corp	5.350	5.235	04/03/2018	1,550	1,558	1,850
JP Morgan Chase & Co	5.750	5.268	01/02/2013	1,590	1,590	1,590
JP Morgan Chase & Co	5.130	5.030	09/15/2014	40	40	43
JP Morgan Chase & Co	5.150	5.330	10/01/2015	790	786	868
JP Morgan Chase & Co	4.950	4.276	03/25/2020	5,565	5,795	6,455
JP Morgan Chase & Co	4.350	3.935	08/15/2021	4,875	5,021	5,451
Kerr-McGee Corporation	6.950	5.912	07/01/2024	490	532	621
Kerr-McGee Corporation	7.880	6.593	09/15/2031	1,665	1,892	2,212
Kinder Morgan Energy Partners	5.000	6.163	12/15/2013	940	930	976
Kinder Morgan Energy Partners	6.000	6.219	02/01/2017	1,610	1,597	1,880
KLA-Tencor Corporation	6.900	3.149	05/01/2018	4,900	5,795	5,886
Kroger Co	6.400	5.641	08/15/2017	220	227	266

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See accompanying notes to financial statements.

Total Return Fixed Income Pool

Schedule of Investments in Securities - Unaudited (continued)

December 31, 2012

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
Kroger Co	3.400	3.466	04/15/2022	1,240	1,234	1,282
Lafarge SA	6.200	4.490	07/09/2015	6,175	6,423	6,669
Lafarge SA	6.500	5.318	07/15/2016	7,250	7,523	8,102
Legg Mason Inc	6.000 A	6.185	05/21/2019	5,900	5,843	6,361
Lehman Bros CAP TR VII	0.000 N	N/A	07/19/2017	110	-	-
Lehman Bros CAP TR VII	0.000 N	N/A	12/28/2017	8,860	-	-
Lehman Bros CAP TR VII	0.000 N	N/A	11/29/2049	4,430	-	-
Lorillard Tobacco Company	8.130	6.688	06/23/2019	2,680	2,880	3,420
Macy's Inc	6.900	6.746	04/01/2029	3,000	3,045	3,620
Macys Retail Holdings Inc	6.650	7.294	07/15/2024	6,415	6,095	7,956
Macys Retail Holdings Inc	6.700	6.501	07/15/2034	1,990	2,035	2,367
Macys Retail Holdings Inc	6.380	6.832	03/15/2037	4,100	3,878	4,935
Merrill Lynch & Company Inc	6.880	6.887	04/25/2018	8,890	8,885	10,715
MetLife Inc	6.400	7.089	12/15/2036	2,790	2,570	2,983
MMC Corporation Berhad	6.250	4.224	01/15/2018	4,775	5,209	5,789
Morgan Stanley	6.630	6.224	04/01/2018	360	366	424
National Australia Bank Ltd	1.600	1.622	08/07/2015	750	750	761
National Semiconductor	6.600	5.898	06/15/2017	2,580	2,650	3,186
News America Inc	6.400	5.095	12/15/2035	2,260	2,656	2,805
News America Inc	6.650	5.993	11/15/2037	2,785	3,019	3,599
Nordea Bank AB	4.880	4.938	05/13/2021	2,980	2,967	3,197
NVR Inc	3.950	3.971	09/15/2022	100	100	104
Pacific Gas & Electric Corp	6.050	5.913	03/01/2034	870	884	1,121
Pacific Life Global Funding	5.150	5.161	04/15/2013	450	450	456
Pernod Ricard SA	2.950	2.890	01/15/2017	650	651	684
Pernod Ricard SA	4.450	4.214	01/15/2022	1,730	1,760	1,913
Petrobras Intl Fin Co	3.880	3.061	01/27/2016	1,050	1,075	1,108
Petrobras Intl Fin Co	5.380	4.230	01/27/2021	5,275	5,684	5,939
Rabobank Nederland	11.000	10.092		544	593	736
Reed Elsevier Capital	8.630	4.178	01/15/2019	6,550	8,088	8,446
Reynolds American Inc	6.750	6.619	06/15/2017	2,330	2,342	2,814
Reynolds American Inc	3.250	3.266	11/01/2022	690	689	693
Reynolds Group Holdings	7.130 A	6.775	04/15/2019	400	407	430
Reynolds Group Holdings	6.880 A	6.875	02/15/2021	1,360	1,360	1,465
Rock-Tenn Co	3.500	3.589	03/01/2020	540	537	554
Rock-Tenn Co	4.000	4.076	03/01/2023	280	278	284
Royal Bank of Scotland Grp PLC	5.000	7.737	10/01/2014	880	841	904
Royal Bank of Scotland GRP PLC	2.550	2.570	09/18/2015	360	360	368
Royal Bank of Scotland GRP PLC	6.130	6.135	12/15/2022	4,500	4,497	4,750
Royal Bank of Scotland Grp PLC	7.640	7.640		600	600	540
Royal Bank of Scotland PLC	4.380	4.419	03/16/2016	3,225	3,221	3,489
Royal Bank of Scotland PLC	5.630	5.850	08/24/2020	6,000	5,918	6,966
Royal Bank of Scotland PLC	6.130	6.175	01/11/2021	1,325	1,321	1,601
Southern Natural Gas Co	5.900	5.897	04/01/2017	570	570	670
Sprint Capital Corp	6.900	7.819	05/01/2019	1,025	979	1,117
Sprint Capital Corp	8.750	7.015	03/15/2032	680	803	831
Sprint Nextel Corporation	6.000	6.745	12/01/2016	8,075	7,869	8,782
Sprint Nextel Corporation	7.000	6.713	08/15/2020	150	153	164
State Street Corp	4.960	4.727	03/15/2018	1,980	2,001	2,243
Student Loan Marketing Assn	3.880	3.875	09/10/2015	1,240	1,240	1,275
Student Loan Marketing Assn	6.000	6.327	01/25/2017	5,775	5,708	6,251
Student Loan Marketing Assn	8.450	8.318	06/15/2018	5,225	5,254	6,113
Teachers Insurance & Annuity	6.850	6.860	12/16/2039	1,230	1,228	1,668
Telecom Italia Capital	5.250	5.095	11/15/2013	2,825	2,829	2,903
Telecom Italia Capital	6.180	6.023	06/18/2014	4,375	4,383	4,610
Telecom Italia Capital	7.000	5.598	06/04/2018	3,880	4,131	4,435
Telecom Italia Capital	7.180	7.026	06/18/2019	2,900	2,922	3,365
Telefonica Emisiones SAU	6.220	7.136	07/03/2017	250	241	278
Telefonica Emisiones SAU	5.130	7.366	04/27/2020	670	587	704
Tenet Healthcare Corporation	8.880	9.625	07/01/2019	250	241	280
Time Warner Cable Inc	8.750	4.806	02/14/2019	9,990	12,053	13,477
Time Warner Cable Inc	8.250	4.876	04/01/2019	975	1,150	1,297
Time Warner Cable Inc	4.000	4.095	09/01/2021	4,065	4,037	4,462
Time Warner Cable Inc	5.500	5.558	09/01/2041	230	228	256
Time Warner Entertainment	8.380	8.068	07/15/2033	3,050	3,143	4,451

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See accompanying notes to financial statements.

Total Return Fixed Income Pool

Schedule of Investments in Securities - Unaudited (continued) December 31, 2012

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
TNK-BP Finance SA	7.880	8.692	03/13/2018	2,820	2,725	3,423
Turlock Corp	1.500	1.523	11/02/2017	1,050	1,049	1,052
Turlock Corp	2.750	2.789	11/02/2022	2,750	2,741	2,742
Turlock Corp	4.150	4.106	11/02/2042	2,730	2,751	2,761
Union Pacific Corp	4.160	4.011	07/15/2022	4,812	4,870	5,443
Union Pacific RR Co 07-3	6.180	4.873	01/02/2031	787	852	969
United Business Media LT	5.750	5.979	11/03/2020	3,330	3,283	3,513
UNP RR Co 1999 Pass Trust	7.600	3.775	01/02/2020	580	658	698
UNP RR Co 2005 Pass Trust	5.080	4.328	01/02/2029	4,116	4,284	4,742
Vale Overseas Ltd	6.880	6.914	11/21/2036	2,812	2,799	3,486
Vedanta Resources PLC	8.750	8.751	01/15/2014	952	952	1,000
Vulcan Materials Company	6.500	6.521	12/01/2016	2,850	2,848	3,142
Vulcan Materials Company	7.500	7.500	06/15/2021	2,925	2,925	3,335
Wachovia Capital Trust	5.570	5.635	12/29/2049	2,290	2,285	2,279
Wachovia Corp	5.630	6.046	10/15/2016	1,050	1,035	1,204
Wachovia Corp	5.750	4.264	02/01/2018	5,280	5,633	6,326
Wal-Mart Stores Inc	5.800	5.143	02/15/2018	610	628	747
WellPoint Inc	1.250	1.264	09/10/2015	400	400	403
WellPoint Inc	5.880	5.980	06/15/2017	260	259	309
WellPoint Inc	7.000	4.134	02/15/2019	6,250	7,208	7,777
Wells Fargo Capital X	5.950	6.338	12/15/2036	3,280	3,123	3,346
Xerox Corporation	6.400	4.485	03/15/2016	8,525	9,006	9,607
Xerox Corporation	6.350	3.960	05/15/2018	7,452	8,305	8,594
XStrata Finance Canada	1.800	1.777	10/23/2015	1,310	1,311	1,317
XStrata Finance Canada	2.450	2.491	10/25/2017	1,190	1,188	1,202
<i>Total Corporate Bonds</i>					680,895	757,456
<i>Corporate Asset Backed Issues</i>						
Chase Issuance Trust	0.540 A	0.535	10/16/2017	11,000	11,002	10,990
EDUCAP Student Loan Asset Back	1.720 A	11.301	06/25/2038	4,352	4,352	3,829
Hertz Vehicle Financing LLC	5.290	5.350	03/25/2016	1,600	1,600	1,740
Lehman XZ Trust	0.430	13.562	04/25/2046	4,091	2,545	2,599
NC State Education Authority	1.220	1.703	07/25/2030	11,400	10,784	11,569
Nelnet Student Loan Trust	1.100 A	2.097	03/22/2032	10,700	9,642	9,266
Pegasus Aviation Lease Sec	8.370	16.049	03/25/2030	500	329	135
Public Service New Hampshire	6.480	5.468	05/01/2015	67	68	68
SLM Student Loan Trust	3.310 A	3.336	05/15/2017	8,790	8,789	9,325
<i>Total Corporate Asset Backed Issues</i>					49,111	49,521
<i>Corporate CMO</i>						
Banc of America Mortgage Sec	5.310 A	6.487	12/01/2034	2,514	2,407	2,474
Banc of America Mortgage Sec	3.090 A	3.393	04/25/2035	687	673	599
Bear Stearns Adj Rate Mortgage	2.430	4.074	12/25/2046	1,294	1,196	964
Countrywide Alternative Loan T	2.880 A	3.011	12/25/2035	1,617	1,607	1,199
Countrywide Home Loans	2.890 A	2.883	06/20/2036	877	876	676
Indymac Inda Mtg Loan Trust	3.250 A	3.222	09/25/2037	1,438	1,438	1,261
IndyMac Residential Asset Sec	4.750	4.333	02/25/2019	1,689	1,698	1,739
JP Morgan Mortgage Trust	3.030 A	3.386	08/25/2035	1,305	1,283	1,161
MASTR ARM Trust	2.990 A	3.302	01/25/2036	878	862	820
MASTR Performing Loan Trust	7.000	6.338	08/25/2034	70	71	71
MLCC Mortgage Investors Inc	2.690 A	3.060	12/25/2034	28	27	28
Morgan Stanley Mortgage Loan	2.820 A	2.887	10/25/2034	1,181	1,176	1,132
Morgan Stanley Mortgage Loan	2.690 A	2.604	06/25/2037	3,721	3,730	2,003
WAMU Mortgage Pass-Through Cer	2.480 A	2.760	08/25/2035	1,218	1,198	1,123
WAMU Mortgage Pass-Through Cer	2.470 A	2.859	10/25/2035	211	209	208
WAMU Mortgage Pass-Through Cer	2.540 A	2.771	12/25/2035	1,545	1,523	1,424
Washington Mutual Mortgage	2.420 A	2.495	11/25/2036	161	160	129
Washington Mutual Mortgage	2.430 A	2.426	12/25/2036	610	609	479
Washington Mutual Mortgage	2.680 A	18.272	02/25/2037	525	290	419
Washington Mutual Mortgage	2.500 A	2.700	03/01/2037	174	172	126
Wells Fargo Mortgage Backed	2.620 A	6.547	12/25/2034	2,264	1,862	2,292
Wells Fargo Mortgage Backed	2.720 A	3.150	04/25/2036	196	195	179
<i>Total Corporate CMO</i>					23,262	20,506

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Total Return Fixed Income Pool

Schedule of Investments in Securities - Unaudited (continued)

December 31, 2012

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
<i>Corporate Preferred Securities</i>						
Citigroup Capital XIII	0.000	1.694		314	8,345	8,763
Total Corporate Issues - 36.6%					761,613	836,246
<u>Foreign Government Bonds</u>						
Mex Bonos Desarr Fix Rt	6.500	5.639	06/09/2022	82,742	6,840	6,894
<u>Investments in Other Funds</u>						
Western Asset High Yield Portfolio				2,035,768	19,146	18,057
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 Opportunistic US Dollar High Yield Securities Portfolio, LLC				642,508	14,021	17,063
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 Opportunistic International Investment Grade Securities Portfolio, LLC				1,942,089	41,976	51,797
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				5,044,394	62,180	88,353
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				3,961,453	38,085	43,370
Investment Objective - To maximize total return by investing in investment grade fixed income securities.						
Redemption Provisions - Daily						
Western Asset Opportunistic Asian Securities Portfolio, LLC				4,159,608	43,343	55,926
Investment Objective - To maximize total return by investing in debt and fixed income securities of Asian issuers.						
Redemption Provisions - Daily						
Western Asset Mortgage Backed Securities Portfolio, LLC				3,125,195	50,000	52,106
Investment Objective - To maximize total return by investing in debt securities issued or guaranteed by the U.S. government.						
Redemption Provisions - Daily						
Western Asset Non-U.S. Inflation Linked Securities Portfolio, LLC				310,885	4,909	5,347
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 Emerging Markets Local Debt Portfolio, LLC				1,790,116	23,724	35,752
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				5,555,363	49,543	79,581
Investment Objective - To maximize total return by investing in primarily investment grade asset backed fixed income securities.						
Redemption Provisions - Daily						

A - Adjustable rate security. N - Security is in nonaccrual status pending bankruptcy proceeding. P - Perpetual bond, no stated maturity.

**All or portions of these securities are pledged as collateral for futures contracts.*

See accompanying notes to financial statements.

Total Return Fixed Income Pool

Schedule of Investments in Securities - Unaudited (continued)

December 31, 2012

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
Western Asset Emerging Markets Corporate Credit Portfolio, LLC				2,383,703	22,282	37,777
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 - 21.2%					369,209	485,129
Short-term Issues						
Dreyfus Cash Management Institutional Fund				31,168,570	31,169	31,169
Repurchase Agreement				75,000,000	75,000	75,000
Total Short-term Issues - 4.7%					106,169	106,169
Option Contracts Purchased						
<i>Call, strike price, expiration</i>						
US Treasury 10Yr Note Option, 133.5, January 2013				-	54	60
US Treasury 30Yr Bond Option, 152, January 2013				-	99	14
Total Option Contracts Purchased - 0.0%					153	74
Total Investment Securities - 99.3%					\$ 2,046,291	\$ 2,266,869
Collateral for Securities Loaned						
BNY Mellon Securities Lending Overnight Fund					\$ 28,432	\$ 28,432
Mellon SL DBT II Liquidating Fund					183	180
Mellon SGSL DBT II Liquidating Trust					1,615	-
Total Collateral for Securities Loaned					\$ 30,230	\$ 28,612

A - Adjustable rate security. N - Security is in nonaccrual status pending bankruptcy proceeding. P - Perpetual bond, no stated maturity.

**All or portions of these securities are pledged as collateral for futures contracts.*

See accompanying notes to financial statements.

Total Return Fixed Income Pool

Statement of Operations - Unaudited

Period Ended December 31, 2012*

(Amounts in thousands)

	Month	Year To Date
Investment income		
Interest	\$ 5,545	\$ 35,008
Dividends	111	1,228
Net amortization	(1,382)	(8,258)
Securities lending income	22	122
Securities lending borrower premiums	(1)	4
Net shareholder litigation proceeds	-	239
	4,295	28,343
Expenses		
Investment advisor fees	768	(902)
Trustee fees	(1)	(4)
Custodian bank fees	(5)	(34)
Management fees	(56)	(348)
Fiduciary bond fees	-	(2)
Professional service fees	(11)	(69)
Securities lending agent fees	(3)	(19)
Futures commission expense	-	(56)
	692	(1,434)
	4,987	26,909
Realized and unrealized gain (loss) from investments and foreign currency		
Net realized gain from:		
Investments	1,846	5,586
Foreign currency transactions	1	594
Net increase (decrease) from:		
Investments	3,381	68,524
Translation of assets and liabilities in foreign currencies	(172)	(375)
	5,056	74,329
	10,043	101,238
	\$ 10,043	\$ 101,238

*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 December 31, 2012*
(Amounts in thousands, except unit data)

	Month	Year To Date
Operations		
Investment income, net	\$ 4,987	\$ 26,909
Net realized gain from investments	1,846	5,586
Net realized gain from foreign currency transactions	1	594
Net increase in the fair value of investments	3,381	68,524
Net decrease in the translation of assets and liabilities in foreign currencies	(172)	(375)
	10,043	101,238
Distributions to unitholders		
Investment income, net	(4,969)	(26,802)
Unit transactions		
Proceeds from sale of units	775	91,546
Reinvestment of distributions	5,501	27,777
	6,276	119,323
Amount paid for repurchase of units	(67,738)	(220,159)
	(61,462)	(100,836)
	(56,388)	(26,400)
	2,339,513	2,309,525
	\$ 2,283,125	\$ 2,283,125
Unit data		
Units sold	52,957	6,298,437
Units issued from reinvestment of distributions	375,914	1,919,055
	428,871	8,217,492
Units repurchased	(4,628,676)	(15,151,042)
	(4,199,805)	(6,933,550)

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

Total Return Fixed Income Pool

Notes to Financial Statements - Unaudited

(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 (Western) manage the Pool. The Pool's investment performance, net of external investment management fees, is expected to meet or exceed the Barclays Capital 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

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 forward contract amount and the month-end forward exchange rate. 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

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 BNY Institutional Cash Reserves Trust, specifically the BNY Mellon Securities Lending Overnight Fund, and the Mellon GSL Reinvestment Trust, consisting of the Mellon SL DBT II Liquidating Fund and the Mellon GSL DBT II Liquidating Trust (Liquidating Trust). Cash collateral received is reported at fair value 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 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

Total Return Fixed Income Pool

Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

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 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 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. The Pool does not routinely distribute dividends of net realized 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 - In accordance with FASB Accounting Standards Codification (ASC) 740 Income Taxes, the IMB has considered and assessed the impact of uncertain tax positions and determined that it has no such positions and therefore there is no impact on the Pool's financial statements. The IMB is a public corporation organized under laws of the State of West Virginia and exempt from U.S. federal and state taxation. Accordingly, no provision for income taxes is required as of December 31, 2012.

Total Return Fixed Income Pool

Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

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 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 December 31, 2012:

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	\$ 74		\$ -
Fixed income / Interest rate contracts	Unrealized gain on futures contracts	1,703	Unrealized loss on futures contracts	(81)
Foreign exchange contracts	Unrealized gain on foreign currency forward contracts	71	Unrealized loss on foreign currency forward contracts	(410)
Total		<u>\$ 1,848</u>		<u>\$ (491)</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 December 31, 2012:

Derivatives not designated as hedging instruments under ASC 815	Statement of Operations Location	Realized Gain (Loss)	Statement of Operations Location	Unrealized Gain (Loss)
Fixed income / Interest rate contracts	Net realized gain (loss) from investments	\$ (5,164)	Net increase (decrease) in the fair value of investments	\$ 2,402
Foreign exchange contracts	Net realized gain (loss) from foreign currency transactions	377	Net increase (decrease) in the fair value of translation of assets and liabilities in foreign currencies	(279)
Total		<u>\$ (4,787)</u>		<u>\$ 2,123</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 December 31, 2012:

Assets	Level 1	Level 2	Level 3	Total
Commingled funds	\$ -	\$ 485,129	\$ -	\$ 485,129
Corporate issues	-	827,483	-	827,483
Foreign currency forward contracts	-	71	-	71
Foreign government bonds	-	6,894	-	6,894
Futures	1,703	-	-	1,703
Municipal bonds	-	90,546	-	90,546
Options	74	-	-	74
Preferred Securities	8,763	-	-	8,763
Regulated investment companies	-	31,169	-	31,169
Securities lending collateral funds	-	28,612	-	28,612
Short-term issues	-	75,000	-	75,000
U.S. government agency issues	-	331,195	-	331,195
U.S. Treasury issues	-	410,616	-	410,616
Total	<u>\$ 10,540</u>	<u>\$ 2,286,715</u>	<u>\$ -</u>	<u>\$ 2,297,255</u>
Liabilities	Level 1	Level 2	Level 3	Total
Foreign currency forward contracts	\$ -	\$ (410)	\$ -	\$ (410)
Futures	(81)	-	-	(81)
Total	<u>\$ (81)</u>	<u>\$ (410)</u>	<u>\$ -</u>	<u>\$ (491)</u>

There were no transfers in or out of Levels 1 and 2 during the period ended December 31, 2012.

Total Return Fixed Income Pool

Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

NOTE 5. SECURITIES LENDING

The following table presents the amounts of various accounts related to securities lending at December 31, 2012.

Fair value of securities on loan	\$	319,676			
Initial collateral received:					
		<u>Cost</u>	<u>Fair Value</u>	<u>Unrealized Loss</u>	
Cash	\$	<u>30,230</u>	\$ 28,612	<u>\$ (1,618)</u>	
Non-cash			296,035		
Total			<u>\$ 324,647</u>		

The Liquidating Trust, referenced in Note 2, was created in October 2008 to account for certain securities issued by Sigma Finance, Inc. The IMB's balance in the Liquidating Trust for all IMB investment pools that participate in the securities lending program was \$10,974 of which \$1,703 was assigned to the Total Return Fixed Income Pool. A loss reserve was established for the entire amount. Through December 31, 2012 the loss reserve has been adjusted to \$1,615 as a result of cash received in the Liquidating Trust. This \$1,615 is included in the unrealized loss reported in the above table.

In October 2008, the IMB suspended the distribution of any net securities lending income subject to final dissolution of the Liquidating Trust. For the period October 2008 through December 2012, the pool has recorded, but not distributed \$951 of net securities lending income.

NOTE 6. FUTURES CONTRACTS

At December 31, 2012, 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 December 31, 2012</u>	<u>Value Upon Entering Contract</u>	<u>Unrealized Gain (Loss)</u>
Jun 2013	231 Euro 90 Day Future	Long	\$ 57,562	\$ 57,549	\$ 13
Jun 2014	(231) Euro 90 Day Future	Short	(57,490)	(57,477)	(13)
Mar 2013	(763) US Treasury 5 Yr Note Future	Short	(94,928)	(94,878)	(50)
Mar 2013	(167) US Treasury 2 Yr Note Future	Short	(36,818)	(36,800)	(18)
Mar 2013	(2,405) US Treasury 10 Yr Note Future	Short	(240,546)	(241,563)	1,017
Mar 2013	(453) US Long Bond Future	Short	(66,818)	(67,432)	614
Mar 2013	(20) US Ultra Bond Future	Short	(3,252)	(3,311)	59
			<u>\$ (442,290)</u>	<u>\$ (443,912)</u>	<u>\$ 1,622</u>

At December 31, 2012, the Pool had pledged cash of \$269 and securities of \$3,781 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. OPTION CONTRACTS

A summary of the activity in short (written) option positions for the period ended December 31, 2012 is as follows:

	Puts		Calls	
	Number of Contracts	Premiums (Received)/Paid	Number of Contracts	Premiums (Received)/Paid
Options outstanding at June 30, 2011	-	\$ -	(181)	\$ (90)
Options written	(1,055)	(179)	(257)	(84)
Options closed	597	95	320	152
Options expired	458	84	118	22
Options outstanding at December 31, 2012	-	\$ -	-	\$ -

NOTE 8. FOREIGN CURRENCY FORWARD CONTRACTS

At December 31, 2012, 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	Mexican Peso	11/06/2012	02/15/2013	133,952	\$ 10,270		\$ 10,199	\$ 71
Short	Euro Currency Unit	11/08/2012	02/15/2013		6,157	4,829	6,370	(213)
Short	Euro Currency Unit	11/09/2012	02/15/2013		5,289	4,160	5,486	(197)
					\$ 21,716		\$ 22,055	\$ (339)

NOTE 9. FINANCIAL HIGHLIGHTS

Per Unit Operating Performance:

Net asset value at June 30, 2012	\$ 14.20
Income from investment operations:	
Net investment income	0.17
Net realized and unrealized gain on investment transactions	0.47
Total from investment operations	0.64
Less distributions from net investment income	(0.17)
Net asset value at December 31, 2012	\$ 14.67

Time-weighted Total Return *

4.4%

Supplemental Data:

Net assets, end of period	\$ 2,283,125
Ratio to average net assets:	
Expenses **	0.12%
Net investment income **	2.32%
Portfolio turnover rate	32.19%

* 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

Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

NOTE 10. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at December 31, 2012. 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>
Teachers' Retirement System	\$ 644,886
Public Employees' Retirement System	586,685
Workers' Compensation Old Fund	379,611
Revenue Shortfall Reserve Fund	151,515
Revenue Shortfall Reserve Fund - Part B	145,286
West Virginia Retiree Health Benefit Trust	71,261
Coal Workers' Pneumoconiosis Fund	76,124
Public Employees Insurance Agency	63,339
State Police Death, Disability and Retirement Fund	61,685
Board of Risk and Insurance Management	39,434
Judges' Retirement System	16,917
Deputy Sheriff's Retirement System	15,967
State Police Retirement System	11,142
Wildlife Endowment Fund	5,604
Emergency Medical Services Retirement System	5,049
Workers' Compensation Self-Insured Guaranty Risk Pool	4,107
Workers' Compensation Uninsured Employers' Fund	2,448
West Virginia Department of Environmental Protection Trust	1,123
AccessWV	906
Municipal Police Officers' and Firefighters' Retirement System	36
Total	<u>\$ 2,283,125</u>

Financial Statements - Unaudited

December 31, 2012

Core Fixed Income Pool

Financial Statements - Unaudited December 31, 2012

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Core Fixed Income Pool

Statement of Assets and Liabilities - Unaudited

December 31, 2012

(Amounts in thousands, except unit data)

Assets

Investment securities at fair value	\$	1,229,450
Collateral for securities loaned at fair value (Note 4)		16,909
Cash		48
Receivables:		
Accrued interest		7,573
Investments sold		375
Dividends		1
Securities lending income		8
Other		142
		<hr/>
Total assets		1,254,506

Liabilities

Accrued expenses		602
Dividends payable		3,218
Payable upon return of securities loaned (Note 4)		16,911
		<hr/>
Total liabilities		20,731
		<hr/>
Net assets	\$	<u><u>1,233,775</u></u>

Analysis of net assets

Paid-in capital	\$	1,073,678
Accumulated undistributed net realized gain from investments		68,335
Unrealized net appreciation of investments		91,762
		<hr/>
Net assets	\$	<u><u>1,233,775</u></u>

Unit data

Units outstanding		108,138,771
Net asset value, unit price	\$	<u><u>11.41</u></u>

See accompanying notes to financial statements.

Core Fixed Income Pool

Schedule of Investments in Securities - Unaudited December 31, 2012

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
<u>Municipal Bonds</u>						
American Municipal Power-Ohio	7.500 %	7.314 %	02/15/2050	580	\$ 594	\$ 792
California	7.300	5.268	10/01/2039	195	251	272
Illinois	5.100	5.763	06/01/2033	350	322	346
Los Angeles Dept of Airports	6.580	4.557	05/15/2039	255	334	331
New York St Dorm Authority	5.600	5.787	03/15/2040	260	253	332
Ohio State University	4.800	4.853	06/01/2111	761	753	865
Port Authority NY and NJ	5.650	5.647	11/01/2040	600	600	739
Port Authority NY and NJ	4.460	4.458	10/01/2062	405	405	403
Tennessee Valley Authority	0.000	3.210	11/01/2025	1,000	665	675
Tennessee Valley Authority	5.880	3.791	04/01/2036	350	462	486
Tennessee Valley Authority	5.250	5.275	09/15/2039	98	98	129
Tennessee Valley Authority	4.630	4.693	09/15/2060	400	395	479
Total Municipal Bonds - 0.5%					5,132	5,849
<u>U. S. Treasury Issues</u>						
United States Treasury	1.750	0.170	04/15/2013	500	502	502
United States Treasury	3.130	0.178	04/30/2013	500	505	505
United States Treasury	3.380	0.185	07/31/2013	1,500	1,528	1,528
United States Treasury	0.250	0.212	10/31/2013	500	500	500
United States Treasury	1.750	0.235	01/31/2014	500	508	508
United States Treasury	1.880	0.219	02/28/2014	2,000	2,038	2,039
United States Treasury	1.250	(1.472)	04/15/2014	500	566	564
United States Treasury	11.250	0.514	02/15/2015	900	1,103	1,108
United States Treasury	4.000	0.529	02/15/2015	600	644	647
United States Treasury	0.000	2.704	02/15/2015	150	142	149
United States Treasury	0.000	0.628	05/15/2016	500	490	492
United States Treasury	0.000	3.090	08/15/2016	5,300	4,742	5,206
United States Treasury	3.130	3.241	10/31/2016	8,700	8,664	9,563
United States Treasury	0.000	2.257	11/15/2016	3,120	2,860	3,055
United States Treasury	3.250	3.132	12/31/2016	10,560	10,606	11,695
United States Treasury	4.630	3.056	02/15/2017	6,500	6,892	7,577
United States Treasury	0.000	3.278	02/15/2017	6,122	5,353	5,972
United States Treasury	3.250	2.910	03/31/2017	11,600	11,756	12,900
United States Treasury	3.130	2.432	04/30/2017	6,715	6,905	7,441
United States Treasury	2.750	2.382	05/31/2017	2,280	2,315	2,493
United States Treasury	8.880	3.187	08/15/2017	9,360	11,630	12,873
United States Treasury	4.750	2.707	08/15/2017	18,645	20,285	22,137
United States Treasury	0.000	2.162	08/15/2017	500	453	484
United States Treasury	4.250	1.181	11/15/2017	600	687	703
United States Treasury	0.000	3.493	11/15/2017	7,050	5,956	6,799
United States Treasury	2.750	2.731	12/31/2017	15,000	15,013	16,505
United States Treasury	2.630	2.849	01/31/2018	6,000	5,937	6,566
United States Treasury	3.500	1.950	02/15/2018	1,500	1,612	1,708
United States Treasury	0.000	3.537	02/15/2018	3,950	3,301	3,791
United States Treasury	0.000	3.743	08/15/2018	500	406	475
United States Treasury	1.750	1.519	10/31/2018	11,000	11,141	11,536
United States Treasury	1.380	1.286	11/30/2018	9,895	9,945	10,158
United States Treasury	3.130	3.136	05/15/2019	2,090	2,089	2,367
United States Treasury	0.000	4.013	05/15/2019	4,550	3,532	4,251
United States Treasury	0.000	4.021	08/15/2019	300	231	278
United States Treasury	3.380	1.596	11/15/2019	400	446	460
United States Treasury	8.500	3.516	02/15/2020	1,750	2,295	2,634
United States Treasury	0.000	4.006	05/15/2020	4,500	3,359	4,098
United States Treasury	8.750	2.663	05/15/2020	1,400	1,964	2,150
United States Treasury	3.500	1.347	05/15/2020	300	345	348
United States Treasury	0.000	2.985	05/15/2020	18,037	14,480	16,375
United States Treasury	8.750	3.035	08/15/2020	8,550	11,839	13,237
United States Treasury	2.630	1.762	08/15/2020	1,300	1,380	1,428
United States Treasury	0.000	3.413	08/15/2020	8,550	6,601	7,709
United States Treasury	0.000	3.775	11/15/2020	460	342	412
United States Treasury	0.000	2.530	02/15/2021	440	357	390
United States Treasury	8.130	3.524	05/15/2021	1,000	1,331	1,535

A - Adjustable rate security.

See accompanying notes to financial statements.

Core Fixed Income Pool

Schedule of Investments in Securities - Unaudited (continued) December 31, 2012

(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	1.782	05/15/2021	2,900	2,500	2,547
United States Treasury	0.000	3.501	11/15/2021	5,000	3,675	4,317
United States Treasury	0.000	3.852	02/15/2022	1,250	883	1,070
United States Treasury	7.130	3.585	02/15/2023	1,000	1,298	1,508
United States Treasury	0.000	4.526	05/15/2024	1,100	661	863
United States Treasury	0.000	4.240	08/15/2024	1,100	675	855
United States Treasury	0.000	6.392	11/15/2024	250	140	192
United States Treasury	0.000	6.934	02/15/2025	700	375	533
United States Treasury	6.000	4.435	02/15/2026	400	462	579
United States Treasury	0.000	2.772	02/15/2026	300	209	219
United States Treasury	0.000	4.862	05/15/2026	850	447	615
United States Treasury	6.750	4.073	08/15/2026	625	799	966
United States Treasury	0.000	2.801	08/15/2026	164	112	117
United States Treasury	6.500	4.024	11/15/2026	550	694	835
United States Treasury	0.000	4.131	11/15/2026	5,500	3,115	3,895
United States Treasury	6.630	3.508	02/15/2027	1,000	1,342	1,538
United States Treasury	0.000	3.195	02/15/2027	16,825	10,724	11,788
United States Treasury	6.380	4.079	08/15/2027	400	500	606
United States Treasury	0.000	4.707	08/15/2027	950	481	652
United States Treasury	6.130	4.343	11/15/2027	150	179	223
United States Treasury	0.000	3.123	11/15/2027	4,000	2,504	2,719
United States Treasury	0.000	3.983	02/15/2028	2,736	1,496	1,842
United States Treasury	0.000	4.851	05/15/2028	100	48	67
United States Treasury	5.500	4.534	08/15/2028	1,050	1,163	1,484
United States Treasury	0.000	4.362	11/15/2028	2,400	1,200	1,571
United States Treasury	0.000	3.338	02/15/2029	800	465	518
United States Treasury	0.000	4.554	05/15/2029	150	72	96
United States Treasury	6.130	2.572	08/15/2029	100	148	152
United States Treasury	0.000	2.805	08/15/2029	2,150	1,352	1,369
United States Treasury	0.000	4.399	11/15/2029	700	336	442
United States Treasury	0.000	4.598	02/15/2030	1,100	505	689
United States Treasury	6.250	4.023	05/15/2030	600	766	928
United States Treasury	0.000	3.768	05/15/2030	400	209	248
United States Treasury	0.000	4.619	08/15/2030	900	402	552
United States Treasury	0.000	4.447	11/15/2030	950	433	578
United States Treasury	5.380	4.032	02/15/2031	1,300	1,520	1,856
United States Treasury	0.000	4.920	11/15/2032	1,450	733	820
United States Treasury	0.000	5.400	05/15/2033	2,200	1,047	1,221
United States Treasury	0.000	7.445	08/15/2033	700	276	385
United States Treasury	0.000	6.995	11/15/2033	1,150	467	626
United States Treasury	0.000	3.745	02/15/2034	1,250	563	675
United States Treasury	0.000	7.942	05/15/2034	500	185	268
United States Treasury	0.000	4.755	08/15/2034	450	222	238
United States Treasury	0.000	3.974	11/15/2034	850	455	446
United States Treasury	0.000	3.056	02/15/2035	900	460	468
United States Treasury	0.000	2.873	05/15/2035	500	264	258
United States Treasury	4.500	3.144	02/15/2036	1,700	2,075	2,237
United States Treasury	0.000	4.591	05/15/2036	200	69	100
United States Treasury	4.750	2.545	02/15/2037	200	279	273
United States Treasury	5.000	2.641	05/15/2037	150	213	212
United States Treasury	4.500	2.524	05/15/2038	300	411	397
Total U. S. Treasury Issues - 23.0%					255,185	283,504
U. S. Government Agency Issues						
<i>U. S. Government Agency MBS (coupon, yield, and maturity date are weighted averages)</i>						
FHLMC Issues	4.793	2.768	12/19/2033	42,146	44,788	45,891
FNMA Issues	4.172	2.898	09/29/2024	115,923	120,629	128,095
GNMA Issues	6.711	4.426	10/11/2035	2,519	2,723	2,907
<i>Total U. S. Government Agency MBS</i>					168,140	176,893
<i>U. S. Government Agency CMO (coupon, yield, and maturity date are weighted averages)</i>						
FDIC Issues	2.980	3.027	12/06/2020	997	996	1,047
FHLMC Issues	5.878	4.965	04/18/2034	107,776	84,148	89,759

A - Adjustable rate security.

See accompanying notes to financial statements.

Core Fixed Income Pool

Schedule of Investments in Securities - Unaudited (continued) December 31, 2012

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
FNMA Issues	5.445	5.104	07/29/2033	146,860	117,874	126,718
GNMA Issues	5.854	10.261	05/05/2043	76,968	38,160	43,522
<i>Total U. S. Government Agency CMO</i>					241,178	261,046
<i>U. S. Government Agency Bonds</i>						
FannieMae STRIPS	0.000	5.737	11/15/2021	1,000	663	816
Federal Farm Credit Bank	5.130	3.384	11/15/2018	646	705	790
Federal Home Loan Bank	5.500	3.658	07/15/2036	400	516	550
Federal Home Loan Mortgage	5.500	3.324	08/23/2017	1,100	1,202	1,338
Federal National Mortgage Assn	0.000	2.342	07/05/2014	2,300	2,222	2,272
Federal National Mortgage Assn	5.000	2.195	05/11/2017	3,000	3,348	3,550
Federal National Mortgage Assn	5.380	3.276	06/12/2017	2,000	2,172	2,405
FICO Strip Principal	0.000	1.285	05/11/2018	2,900	2,708	2,719
FICO Strip Principal	0.000	5.655	09/26/2019	700	507	629
RFCO Strip Principal	0.000	1.573	10/15/2019	3,500	3,162	3,172
RFCO Strip Principal	0.000	2.265	07/15/2020	4,700	4,015	4,154
<i>Total U. S. Government Agency Bonds</i>					21,220	22,395
Total U. S. Government Agency Issues - 37.3%					430,538	460,334
Corporate Issues						
<i>Corporate Bonds</i>						
ABB Finance USA Inc	1.630	1.772	05/08/2017	81	81	82
ABB Finance USA Inc	2.880	3.129	05/08/2022	117	115	120
ABB Finance USA Inc	4.380	4.568	05/08/2042	58	56	63
Abbvie Inc	1.750	1.794	11/06/2017	283	282	286
Abbvie Inc	2.900	2.975	11/06/2022	196	195	200
Ace Ina Hldg Inc	5.880	3.570	06/15/2014	240	248	258
Ace Ina Hldg Inc	5.600	2.613	05/15/2015	430	459	477
ADT Corp	3.500	3.528	07/15/2022	105	105	102
Aetna Inc	6.750	4.720	12/15/2037	390	505	541
Aetna Inc	4.500	4.766	05/15/2042	71	68	74
AFLAC Inc	8.500	5.066	05/15/2019	100	118	136
AFLAC Inc	6.450	6.488	08/15/2040	108	107	137
African Development Bank	8.800	3.096	09/01/2019	1,000	1,341	1,332
AGL Capital Corporation	4.450	2.753	04/15/2013	260	261	263
AGL Capital Corporation	5.250	4.318	08/15/2019	400	421	477
AGL Capital Corporation	3.500	3.683	09/15/2021	353	348	382
AGL Capital Corporation	5.880	5.887	03/15/2041	120	120	157
Aid-Israel	0.000	2.110	08/15/2017	1,000	908	955
Aid-Israel	0.000	1.950	03/15/2018	5,000	4,520	4,716
AIG Sunamer Global Fin X	6.900	6.417	03/15/2032	110	116	146
Alabama Power Co	6.130	4.406	05/15/2038	303	381	401
Alberta Energy Company Ltd	8.130	5.675	09/15/2030	200	254	275
Allstate Corp	5.000	3.585	08/15/2014	470	480	503
Allstate Life Global Fn Trust	5.380	1.804	04/30/2013	300	303	305
America Movil SAB DE CV	3.130	2.989	07/16/2022	426	431	433
American Airlines PT TRS 11-1	5.250	5.250	01/31/2021	112	112	118
American Airlines PT TRS 11-2	8.630	8.624	10/15/2021	118	118	123
American Express Co	7.000	4.744	03/19/2018	595	656	752
American Express Credit Co	5.880	2.100	05/02/2013	20	20	20
American Express Credit Co	7.300	4.692	08/20/2013	600	610	626
American Express Credit Co	5.130	3.534	08/25/2014	845	866	905
American Express Credit Co	2.800	2.818	09/19/2016	340	340	360
American Honda Finance	2.600	2.601	09/20/2016	410	410	430
American Honda Finance	7.630	4.561	10/01/2018	500	576	648
American Water Cap Corp	6.090	3.499	10/15/2017	300	334	359
American Water Cap Corp	6.590	5.338	10/15/2037	300	351	389
Ameritech Capital Funding	6.450	5.178	01/15/2018	70	74	83
Amgen Inc	6.150	3.425	06/01/2018	285	323	346
Amgen Inc	5.700	5.035	02/01/2019	210	217	254
Amgen Inc	3.450	3.826	10/01/2020	610	595	653
Amgen Inc	4.950	5.002	10/01/2041	200	198	220
Amgen Inc	5.650	5.684	06/15/2042	103	103	124
Anadarko Finance Co	7.500	5.295	05/01/2031	400	503	529

A - Adjustable rate security.

See accompanying notes to financial statements.

Core Fixed Income Pool

Schedule of Investments in Securities - Unaudited (continued)

December 31, 2012

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
Anadarko Petroleum Corp	7.630	3.498	03/15/2014	130	136	140
Anadarko Petroleum Corp	8.700	8.262	03/15/2019	300	306	405
Anadarko Petroleum Corp	6.950	5.874	06/15/2019	285	301	360
Anheuser-Busch	1.500	1.501	07/14/2014	264	264	268
Anheuser-Busch	7.750	5.154	01/15/2019	580	657	775
Anheuser-Busch	8.200	5.072	01/15/2039	255	370	419
ANR Pipeline	9.630	5.447	11/01/2021	240	310	363
Aon Corporation	3.500	3.605	09/30/2015	121	121	127
Apache Corporation	6.000	1.594	09/15/2013	480	495	498
Apache Corporation	4.750	4.767	04/15/2043	153	153	167
Appalachian Power Company	5.950	6.624	05/15/2033	250	231	290
Arizona Public Service	4.500	4.557	04/01/2042	103	102	110
Arrow Electronics Inc	6.880	6.098	07/01/2013	175	176	180
Arrow Electronics Inc	3.380	2.440	11/01/2015	140	144	145
Arrow Electronics Inc	6.880	5.965	06/01/2018	235	245	275
Arrow Electronics Inc	7.500	6.484	01/15/2027	225	246	277
ASIF Global Financing XIX	4.900	1.745	01/17/2013	907	908	908
Associates Corp NA	6.950	9.384	11/01/2018	225	201	271
AT&T Inc	5.500	4.564	02/01/2018	370	386	441
AT&T Inc	5.600	5.170	05/15/2018	565	576	682
AT&T Inc	5.800	3.067	02/15/2019	200	230	245
AT&T Inc	4.450	4.232	05/15/2021	500	508	577
AT&T Inc	6.300	6.622	01/15/2038	600	575	769
AT&T Inc	5.350	5.341	09/01/2040	1,374	1,376	1,600
AT&T Inc	4.300	6.005	12/15/2042	64	49	64
AT&T Inc	4.350	4.216	06/15/2045	156	160	157
Atmos Energy Corp	6.350	2.860	06/15/2017	875	1,002	1,058
Atmos Energy Corp	8.500	8.529	03/15/2019	150	150	201
AUST & NZ Banking Group	3.250	3.339	03/01/2016	200	199	213
BAE Systems Holdings Inc	5.200	2.802	08/15/2015	195	207	214
BAE Systems Holdings Inc	6.380	3.389	06/01/2019	255	299	304
Baltimore Gas & Electric Co	2.800	2.844	08/15/2022	278	277	282
Bank of America Corp	4.900	3.276	05/01/2013	500	503	507
Bank of America Corp	7.380	7.510	05/15/2014	600	599	650
Bank of America Corp	5.130	8.762	11/15/2014	300	282	320
Bank of America Corp	6.500	6.545	08/01/2016	500	499	577
Bank of America Corp	5.630	5.039	10/14/2016	250	255	283
Bank of America Corp	5.650	5.545	05/01/2018	2,100	2,110	2,443
Bank of America Corp	5.630	5.431	07/01/2020	190	192	225
Bank of America Corp	5.000	4.730	05/13/2021	775	789	885
Bank of Nova Scotia	3.400	3.428	01/22/2015	127	127	134
Bank of Nova Scotia	1.650	1.686	10/29/2015	345	345	355
Bank of Nova Scotia	4.380	4.395	01/13/2021	214	214	248
Bank Tokyo - Mitsubishi UFJ	3.850	3.859	01/22/2015	356	356	376
Barclays Bank PLC	5.200	5.227	07/10/2014	400	400	426
Barclays Bank PLC	2.250	2.352	05/10/2017	203	202	209
Barrick NA Finance LLC	4.400	3.338	05/30/2021	208	224	228
Baxter International Inc	2.400	2.449	08/15/2022	127	126	126
BB&T Corporation	5.700	1.547	04/30/2014	340	358	362
BB&T Corporation	3.200	2.245	03/15/2016	365	376	388
BB&T Corporation	4.900	5.999	06/30/2017	800	766	904
BB&T Corporation	6.850	7.048	04/30/2019	225	223	287
BellSouth Corporation	5.200	4.342	09/15/2014	300	304	322
Berkshire Hathaway Fin	4.600	4.335	05/15/2013	100	100	102
Berkshire Hathaway Fin	5.100	1.733	07/15/2014	600	630	641
Berkshire Hathaway Fin	2.450	2.497	12/15/2015	477	476	501
Berkshire Hathaway Fin	5.400	3.505	05/15/2018	300	328	361
Berkshire Hathaway Fin	3.000	2.666	05/15/2022	295	303	307
Berkshire Hathaway Inc	1.900	1.901	01/31/2017	190	190	196
BG Energy Capital PLC	5.130	5.239	10/15/2041	200	197	234
BHP Billiton Financial USA	5.500	5.577	04/01/2014	200	200	212
BHP Billiton Financial USA	6.500	4.226	04/01/2019	720	809	918
BlackRock Inc	6.250	4.677	09/15/2017	500	533	611
BlackRock Inc	3.380	3.438	06/01/2022	360	358	382
Blackstone Holdings Financial	5.880	5.938	03/15/2021	550	548	620

A - Adjustable rate security.

See accompanying notes to financial statements.

Core Fixed Income Pool

Schedule of Investments in Securities - Unaudited (continued) December 31, 2012

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
Blackstone Holdings Financial	4.750	4.984	02/15/2023	230	226	245
BNY Mellon	4.500	2.783	04/01/2013	305	306	308
BNY Mellon	5.130	3.868	08/27/2013	350	353	361
BNY Mellon	2.950	2.978	06/18/2015	500	500	527
BNY Mellon	4.600	4.625	01/15/2020	115	115	131
Boeing Company	5.130	4.019	02/15/2013	100	100	101
Boeing Company	4.880	4.664	02/15/2020	230	233	277
Boeing Company	6.130	5.181	02/15/2033	150	168	201
Boston Gas Company	4.490	4.487	02/15/2042	85	85	90
BP Capital Markets PLC	3.630	3.625	05/08/2014	100	100	104
BP Capital Markets PLC	3.880	3.149	03/10/2015	730	741	778
BP Capital Markets PLC	3.250	3.245	05/06/2022	377	377	397
British Telecom PLC	5.950	5.942	01/15/2018	275	275	329
British Telecom PLC	9.630 A	6.540	12/15/2030	145	192	230
Bunge Limited Finance Co	5.880	6.484	05/15/2013	50	50	51
Bunge Limited Finance Co	8.500	7.223	06/15/2019	373	397	480
Bunge NA Finance LP	5.900	7.617	04/01/2017	54	51	61
Burlington North Santa Fe	5.650	4.368	05/01/2017	225	236	265
Burlington North Santa Fe	4.700	4.722	10/01/2019	350	350	403
Burlington North Santa Fe	3.450	3.479	09/15/2021	106	106	114
Burlington North Santa Fe	3.050	3.099	09/01/2022	234	233	242
Burlington North Santa Fe	7.290	6.510	06/01/2036	80	87	108
Burlington Resources Inc	8.200	4.182	03/15/2025	180	249	252
Cameron International Corp	1.600	1.615	04/30/2015	79	79	80
Canadian Natural Resources Ltd	5.700	3.408	05/15/2017	300	328	353
Canadian Natural Resources Ltd	5.900	4.608	02/01/2018	615	651	741
Capital One Bank USA NA	6.500	10.704	06/13/2013	100	98	103
Capital One Financial Corp	7.380	5.321	05/23/2014	295	303	321
Capital One Financial Corp	5.500	10.399	06/01/2015	200	180	220
Capital One Financial Corp	6.750	4.908	09/15/2017	1,055	1,135	1,288
Capital One Financial Corp	4.750	4.860	07/15/2021	400	397	461
Cargill Inc	7.350	5.427	03/06/2019	250	275	314
Cargill Inc	4.310	4.716	05/14/2021	106	103	117
Cargill Inc	3.300	3.343	03/01/2022	485	483	501
Caterpillar Financial Services	5.850	4.754	09/01/2017	820	857	985
Caterpillar Financial Services	5.450	3.907	04/15/2018	280	300	334
Caterpillar Financial Services	7.150	6.155	02/15/2019	395	414	514
Caterpillar Inc	5.300	3.546	09/15/2035	50	64	61
CBS Corp	5.750	5.766	04/15/2020	53	53	63
CDP Financial	4.400	1.847	11/25/2019	500	582	575
Celgene Corporation	3.950	2.722	10/15/2020	250	271	271
Celgene Corporation	3.250	3.256	08/15/2022	294	294	300
Cellco Partnership/Verizon Wir	8.500	3.044	11/15/2018	220	284	303
Cenovus Energy Inc	4.450	4.501	09/15/2042	210	208	218
Centel Capital Corp	9.000	6.495	10/15/2019	200	227	238
Centerpoint Energy Inc	6.500	3.256	05/01/2018	310	359	378
Centerpoint Energy Resources	5.950	3.744	01/15/2014	165	169	173
Centerpoint Energy Resources	6.130	2.810	11/01/2017	300	345	360
Charles Schwab Corp	3.230	3.000	09/01/2022	500	509	507
Chubb Corp	5.750	1.792	05/15/2018	48	58	59
Cisco Systems Inc	5.500	4.491	02/22/2016	210	216	240
Cisco Systems Inc	4.450	4.555	01/15/2020	250	248	290
Cisco Systems Inc	5.500	5.644	01/15/2040	300	294	381
Citigroup Inc	6.380	6.536	08/12/2014	295	294	319
Citigroup Inc	6.010	3.809	01/15/2015	300	313	328
Citigroup Inc	4.750	4.876	05/19/2015	87	87	94
Citigroup Inc	4.590	3.859	12/15/2015	563	574	615
Citigroup Inc	6.000	5.595	08/15/2017	33	34	39
Citigroup Inc	6.130	7.057	11/21/2017	555	533	661
Citigroup Inc	8.500	6.874	05/22/2019	470	507	632
Citigroup Inc	5.380	3.826	08/09/2020	700	769	825
Citigroup Inc	7.000	6.049	12/01/2025	490	531	612
Citigroup Inc	8.130	8.310	07/15/2039	350	343	524
Cleveland Electric Illum	7.880	5.053	11/01/2017	300	336	377
Cleveland Electric Illum	8.880	7.005	11/15/2018	225	245	300

A - Adjustable rate security.

See accompanying notes to financial statements.

Core Fixed Income Pool

Schedule of Investments in Securities - Unaudited (continued) December 31, 2012

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
CME Group Inc	5.750	1.735	02/15/2014	507	529	535
CME Group Inc	3.000	3.036	09/15/2022	300	299	304
CNA Financial Corp	5.850	3.764	12/15/2014	250	260	271
CNA Financial Corp	6.500	4.776	08/15/2016	285	301	329
CNA Financial Corp	5.880	5.917	08/15/2020	170	170	201
Coca-Cola Company	3.630	3.725	03/15/2014	100	100	104
Coca-Cola Company	4.880	4.993	03/15/2019	100	99	119
Coca-Cola Company	3.300	3.310	09/01/2021	104	104	115
Coca-Cola Refresh USA	4.250	2.511	03/01/2015	250	259	269
Comcast Cable Comm Holdings	9.460	7.140	11/15/2022	775	898	1,172
Comcast Cable Holdings	10.130	5.959	04/15/2022	240	310	351
Comcast Corp	5.900	4.635	03/15/2016	625	648	718
Comcast Corp	4.950	3.412	06/15/2016	95	100	107
Comcast Corp	6.500	5.409	01/15/2017	200	208	241
Comerica Bank	5.200	4.930	08/22/2017	250	253	289
Commonwealth REIT	6.650	9.697	01/15/2018	430	378	482
Commonwealth REIT	5.880	6.166	09/15/2020	325	319	345
Connecticut Light and Power	5.650	2.391	05/01/2018	435	506	527
ConocoPhillips	5.200	3.086	05/15/2018	501	553	593
ConocoPhillips	6.650	3.716	07/15/2018	294	337	373
ConocoPhillips	5.750	5.911	02/01/2019	100	99	123
ConocoPhillips	6.000	4.521	01/15/2020	940	1,023	1,193
Cons Edison Co of NY	5.100	4.756	06/15/2033	200	209	225
Cons Edison Co of NY	6.300	5.749	08/15/2037	150	161	203
Cons Edison Co of NY	5.500	5.713	12/01/2039	350	340	434
Consumers Energy Company	6.700	5.661	09/15/2049	394	457	513
Continental Airlines Inc	4.000	4.000	10/29/2024	106	106	112
Corp Andina De Fomento	3.750	3.542	01/15/2016	532	535	561
Countrywide Financial Corp	6.250	5.332	05/15/2016	600	617	659
Cox Communications Inc	5.450	3.845	12/15/2014	72	74	79
Cox Communications Inc	5.880	2.193	12/01/2016	200	227	233
Credit Suisse New York	5.000	2.419	05/15/2013	200	202	203
Credit Suisse New York	5.500	5.524	05/01/2014	170	170	181
Credit Suisse USA Inc	4.880	6.376	01/15/2015	250	243	269
Credit Suisse USA Inc	5.130	3.776	08/15/2015	680	703	755
CRH America Inc	6.000	3.793	09/30/2016	254	273	285
Crown Castle Towers LLC	3.210	3.009	08/15/2015	350	352	365
CSX Corp	6.250	3.737	03/15/2018	640	715	780
CSX Corp	7.380	6.722	02/01/2019	200	206	254
CSX Corp	4.250	3.511	06/01/2021	335	353	377
CVS Caremark Corp	5.930	6.000	01/10/2034	245	245	295
CVS Caremark Corp	6.130	6.066	09/15/2039	735	741	941
Daimler Finance NA LLC	6.500	4.240	11/15/2013	610	622	640
Daimler Finance NA LLC	2.950	2.988	01/11/2017	300	300	314
Danaher Corp	3.900	3.903	06/23/2021	275	275	309
Deere & Company	2.600	2.629	06/08/2022	179	179	181
Deere & Company	3.900	3.942	06/09/2042	77	76	79
Delta Air Lines 2010 -2A	4.950	4.950	05/23/2019	117	117	128
Delta Air Lines 2011-1	5.300	5.300	04/15/2019	64	64	71
Delta Air Lines 2012-1A	4.750	4.751	05/07/2020	175	175	187
Detroit Edison Company	3.900	2.752	06/01/2021	310	337	347
Detroit Edison Company	2.650	2.668	06/15/2022	53	53	54
Deutsche Bank AG London	2.380	2.409	01/11/2013	435	435	435
Deutsche Bank AG London	3.880	3.962	08/18/2014	305	305	320
Deutsche Telekom Int Fin	6.750	4.691	08/20/2018	200	220	248
Deutsche Telekom Int Fin	6.000	5.653	07/08/2019	635	647	774
Deutsche Telekom Int Fin	8.750 A	5.629	06/15/2030	170	228	255
Devon Energy Corporation	6.300	3.229	01/15/2019	495	578	614
Devon Energy Corporation	3.250	3.320	05/15/2022	244	243	255
Devon Energy Corporation	4.750	4.806	05/15/2042	157	156	168
Diageo Capital PLC	5.200	1.199	01/30/2013	200	201	201
Diageo Capital PLC	4.830	4.387	07/15/2020	402	413	473
Diageo Finance BV	5.500	2.553	04/01/2013	265	267	268
Diageo Investment Corp	2.880	2.917	05/11/2022	290	289	299
Directv Holdings/Fing	4.600	4.608	02/15/2021	400	400	433

A - Adjustable rate security.

See accompanying notes to financial statements.

Core Fixed Income Pool

Schedule of Investments in Securities - Unaudited (continued) December 31, 2012

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
Directv Holdings/Fing	6.000	6.098	08/15/2040	750	740	832
Discovery Communications	4.950	5.000	05/15/2042	100	99	107
DnB Boligkredditt AS	2.100	2.193	10/14/2015	300	299	311
Dominion Resources Inc	6.400	4.717	06/15/2018	465	502	578
Dominion Resources Inc	5.200	3.297	08/15/2019	50	56	59
Dominion Resources Inc	4.900	4.999	08/01/2041	64	63	72
Dow Chemical Company	7.600	2.207	05/15/2014	101	108	110
Dow Chemical Company	5.900	2.031	02/15/2015	335	362	370
Dow Chemical Company	8.550	5.720	05/15/2019	417	479	563
Dow Chemical Company	4.250	4.284	11/15/2020	64	64	71
Dow Chemical Company	4.130	4.174	11/15/2021	114	114	125
Duke Energy Carolinas	7.000	4.034	11/15/2018	250	288	327
Duke Energy Carolinas	4.300	4.304	06/15/2020	211	211	241
Duke Energy Carolinas	3.900	2.696	06/15/2021	210	229	236
Duke Energy Carolinas	6.000	3.980	01/15/2038	71	94	91
Duke Energy Corp	3.550	3.552	09/15/2021	116	116	122
Duke Energy Ohio Inc	5.450	5.010	04/01/2019	395	404	476
Eaton Corporation	7.630	4.412	04/01/2024	325	417	424
eBay Inc	3.250	3.428	10/15/2020	1,110	1,096	1,197
Ecolab Inc	5.500	4.517	12/08/2041	540	625	644
EI DuPont de Nemours Co	6.000	3.208	07/15/2018	608	693	750
EI DuPont de Nemours Co	5.600	4.670	12/15/2036	320	363	409
EI DuPont de Nemours Co	4.900	4.987	01/15/2041	125	123	148
Encana Corp	6.500	5.141	05/15/2019	100	107	123
Enel Finance International NV	5.130	5.144	10/07/2019	700	699	740
Eni SpA	5.700	5.741	10/01/2040	250	249	263
Entergy Gulf States LA	6.000	3.328	05/01/2018	380	429	451
EOG Resources Inc	5.630	5.356	06/01/2019	200	203	245
EOG Resources Inc	4.400	2.949	06/01/2020	340	373	394
Erac USA Finance Company	2.250	2.317	01/10/2014	286	286	289
Erac USA Finance Company	5.630	5.122	03/15/2042	72	77	80
ERP Operating-LP	4.630	3.709	12/15/2021	425	454	479
Exelon Generation Co LLC	5.350	1.710	01/15/2014	360	373	377
Exelon Generation Co LLC	4.000	4.013	10/01/2020	288	288	303
Exelon Generation Co LLC	5.750	5.778	10/01/2041	86	86	95
Fifth Third Bancorp	3.630	2.956	01/25/2016	455	464	486
Florida Power & Light	5.950	4.176	10/01/2033	120	149	156
Florida Power & Light	4.950	3.741	06/01/2035	250	296	292
Florida Power & Light	5.960	5.307	04/01/2039	335	366	446
Florida Power Corp	6.400	5.331	06/15/2038	280	321	377
FMR LLC	6.450	6.504	11/15/2039	250	248	312
Ford Motor Credit Company LLC	4.210	4.207	04/15/2016	220	220	235
France Telecom	4.380	2.484	07/08/2014	700	720	737
France Telecom	8.500	5.593	03/01/2031	230	306	344
Freeport-McMoRan Copper & Gold	2.150	2.317	03/01/2017	534	530	537
Gap Inc	5.950	6.848	04/12/2021	243	229	278
General Electric Capital Corp	5.900	5.926	05/13/2014	1,500	1,499	1,608
General Electric Capital Corp	5.500	3.739	06/04/2014	675	691	721
General Electric Capital Corp	2.250	2.266	11/09/2015	675	675	697
General Electric Capital Corp	5.630	5.812	09/15/2017	400	396	472
General Electric Capital Corp	5.630	4.514	05/01/2018	1,290	1,354	1,532
General Electric Capital Corp	6.000	5.091	08/07/2019	2,435	2,558	2,962
General Electric Capital Corp	5.500	5.614	01/08/2020	1,320	1,311	1,562
General Electric Capital Corp	4.380	4.424	09/16/2020	445	444	497
General Electric Capital Corp	5.880	8.520	01/14/2038	200	146	241
General Electric Company	5.250	4.394	12/06/2017	605	627	713
General Mills Inc	5.200	4.836	03/17/2015	100	101	110
General Mills Inc	5.650	4.103	02/15/2019	470	509	571
General Mills Inc	3.150	2.349	12/15/2021	50	53	52
Georgia Power Company	5.250	5.030	12/15/2015	200	201	226
Glaxosmithkline Cap Inc	4.380	3.625	04/15/2014	215	217	226
Glaxosmithkline Cap Inc	6.380	5.354	05/15/2038	275	314	380
Goldman Sachs Group Inc	5.150	2.636	01/15/2014	300	308	313
Goldman Sachs Group Inc	3.630	3.576	02/07/2016	415	416	439
Goldman Sachs Group Inc	5.750	5.226	10/01/2016	50	51	57

A - Adjustable rate security.

See accompanying notes to financial statements.

Core Fixed Income Pool

Schedule of Investments in Securities - Unaudited (continued)

December 31, 2012

(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	280	342
Goldman Sachs Group Inc	5.950	5.036	01/18/2018	200	208	233
Goldman Sachs Group Inc	6.150	5.867	04/01/2018	535	541	629
Goldman Sachs Group Inc	7.500	5.620	02/15/2019	2,980	3,265	3,750
Goldman Sachs Group Inc	5.380	5.493	03/15/2020	450	447	516
Goldman Sachs Group Inc	6.000	5.227	06/15/2020	240	251	285
Goldman Sachs Group Inc	5.250	5.257	07/27/2021	138	138	157
Goldman Sachs Group Inc	6.750	6.519	10/01/2037	140	144	159
Goldman Sachs Group LP	8.000	3.407	03/01/2013	210	212	212
Goodrich Corporation	6.130	1.995	03/01/2019	120	149	148
GTE Corporation	6.840	3.750	04/15/2018	200	229	250
GTE Corporation	8.750	5.975	11/01/2021	250	297	351
GTP Acquisition Partners	4.350	4.387	06/15/2041	606	606	642
Halliburton Company	6.150	4.627	09/15/2019	360	391	453
Halliburton Company	3.250	2.161	11/15/2021	215	234	230
Halliburton Company	7.450	7.646	09/15/2039	100	98	152
HCP Inc	3.750	3.828	02/01/2019	105	105	111
HCP Inc	2.630	2.667	02/01/2020	258	257	257
Hewlett-Packard Company	6.130	2.327	03/01/2014	375	391	394
Hewlett-Packard Company	4.750	1.527	06/02/2014	105	110	109
Hewlett-Packard Company	5.400	4.620	03/01/2017	280	288	300
Hewlett-Packard Company	3.750	3.843	12/01/2020	300	298	291
Hewlett-Packard Company	4.380	4.398	09/15/2021	492	491	488
Hewlett-Packard Company	6.000	6.010	09/15/2041	485	484	480
Historic TW Inc	9.150	6.369	02/01/2023	945	1,138	1,396
HJ Heinz Company	2.850	2.607	03/01/2022	240	245	244
Home Depot Inc	5.400	5.922	03/01/2016	500	493	571
Home Depot Inc	3.950	1.958	09/15/2020	200	228	229
Honeywell International Inc	5.400	3.475	03/15/2016	360	381	412
Honeywell International Inc	5.300	1.677	03/01/2018	205	242	245
HSBC Bank PLC	1.630	1.673	07/07/2014	364	364	371
HSBC Bank PLC	3.500	3.518	06/28/2015	116	116	123
HSBC Bank PLC	3.100	3.108	05/24/2016	229	229	242
HSBC Bank PLC	4.130	4.199	08/12/2020	389	387	433
HSBC Bank PLC	4.750	4.761	01/19/2021	300	300	346
HSBC Bank USA	4.630	3.425	04/01/2014	320	325	334
HSBC Finance Corp	4.750	7.304	07/15/2013	17	17	17
HSBC Finance Corp	0.590	7.273	01/15/2014	500	467	498
HSBC Finance Corp	5.000	7.450	06/30/2015	455	430	493
HSBC Finance Corp	5.500	4.032	01/19/2016	300	313	335
HSBC Holdings PLC	4.880	4.389	01/14/2022	350	363	406
Hutch Whampoa Int 12 II	2.000	2.049	11/08/2017	336	335	336
IBM	1.950	2.071	07/22/2016	168	167	175
IBM	7.630	5.057	10/15/2018	330	372	441
IBM	8.380	3.318	11/01/2019	460	601	654
IBM	4.000	5.503	06/20/2042	508	397	538
Illinois Tool Works Inc	3.900	3.955	09/01/2042	640	634	658
Indiana Michigan Power	7.000	4.840	03/15/2019	145	162	183
Intel Corporation	3.300	3.328	10/01/2021	456	455	484
Intuit Inc	5.750	3.581	03/15/2017	863	935	996
Jackson National Life Global	5.380	2.699	05/08/2013	500	505	509
Jefferies Group Inc	5.130	5.082	04/13/2018	340	341	357
Jefferies Group Inc	8.500	6.832	07/15/2019	590	641	705
Jefferies Group Inc	6.450	8.192	06/08/2027	330	282	351
John Deere Capital Corp	5.100	1.753	01/15/2013	185	185	185
John Deere Capital Corp	1.200	1.242	10/10/2017	128	128	128
John Deere Capital Corp	5.750	4.607	09/10/2018	233	246	284
John Deere Capital Corp	2.250	2.292	04/17/2019	166	166	171
John Sevier Comb Cycle	4.630	4.275	01/15/2042	1,150	1,200	1,317
Johnson Controls Inc	5.000	4.342	03/30/2020	500	520	568
Johnson Controls Inc	4.250	4.101	03/01/2021	80	81	88
Kansas City Power and Light	6.380	2.550	03/01/2018	280	331	336
Kansas City Power and Light	5.300	5.343	10/01/2041	385	383	443
Kellogg Company	4.250	3.896	03/06/2013	100	100	101
Kellogg Company	1.750	1.864	05/17/2017	115	114	117

A - Adjustable rate security.

See accompanying notes to financial statements.

Core Fixed Income Pool

Schedule of Investments in Securities - Unaudited (continued) December 31, 2012

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
Kellogg Company	3.250	2.784	05/21/2018	333	341	363
Kellogg Company	3.130	3.224	05/17/2022	174	173	182
Key Bank NA	5.800	5.972	07/01/2014	350	349	375
Keycorp	6.500	1.971	05/14/2013	200	203	204
Keycorp	5.100	3.462	03/24/2021	325	363	379
Kimberly Clark Corporation	7.500	4.845	11/01/2018	250	283	333
Kohl's Corporation	6.250	5.839	12/15/2017	90	92	108
Kraft Foods Group Inc	6.130	1.918	08/23/2018	435	532	533
Kraft Foods Group Inc	5.380	2.373	02/10/2020	384	459	461
Kraft Foods Group Inc	3.500	3.608	06/06/2022	150	149	160
Kraft Foods Group Inc	5.000	5.046	06/04/2042	103	102	116
Kroger Co	7.500	3.797	01/15/2014	278	288	297
Kroger Co	6.400	6.119	08/15/2017	100	101	121
Kroger Co	6.150	4.226	01/15/2020	760	847	926
Kroger Co	7.500	5.003	04/01/2031	250	324	324
Lincoln National Corp	4.850	3.994	06/24/2021	309	328	347
Lincoln National Corp	4.200	4.200	03/15/2022	94	94	101
Lockheed Martin Corp	4.250	3.666	11/15/2019	305	316	344
Lockheed Martin Corp	4.070	4.213	12/15/2042	336	328	330
Lowe's Companies Inc	7.110	5.609	05/15/2037	195	234	263
Lowe's Companies Inc	4.650	4.676	04/15/2042	217	216	242
Macquarie Bank Ltd	5.000	4.388	02/22/2017	575	588	629
Macquarie Group	7.300	4.642	08/01/2014	560	582	604
Macquarie Group	7.630	7.269	08/13/2019	475	484	559
Macquarie Group	6.250	6.395	01/14/2021	237	235	263
Macys Retail Holdings Inc	7.450	3.417	07/15/2017	300	350	370
Manitoba Province	2.130	2.165	04/22/2013	43	43	43
Manuf & Traders Trust Co	6.630	6.126	12/04/2017	715	728	865
Marathon Oil Corp	6.000	3.633	10/01/2017	200	220	240
Marathon Oil Corp	5.900	3.517	03/15/2018	110	122	133
Mass Mutual Global Funding	2.880	2.960	04/21/2014	122	122	125
Mass Mutual Global Funding	3.130	0.909	04/14/2016	145	155	154
Mass Mutual Global Funding	2.500	2.585	10/17/2022	211	209	207
Massachusetts Electric	5.900	5.924	11/15/2039	182	181	231
Medco Health Solutions	7.130	3.921	03/15/2018	485	557	605
Medtronic Inc	4.450	2.034	03/15/2020	360	418	418
Merrill Lynch & Company Inc	6.400	5.452	08/28/2017	1,100	1,142	1,292
Merrill Lynch & Company Inc	6.880	6.034	04/25/2018	650	674	784
Met Life Global Funding I	2.500	2.013	01/11/2013	915	915	915
Met Life Global Funding I	5.130	3.322	04/10/2013	485	487	491
Met Life Global Funding I	5.130	2.456	06/10/2014	315	327	335
Met Life Global Funding I	3.650	3.670	06/14/2018	1,000	999	1,095
Metlife Institutional Funding	1.210	1.254	04/04/2014	250	250	252
Microsoft Corporation	1.630	1.717	09/25/2015	360	359	370
Mondelez International Inc	6.500	3.332	08/11/2017	900	1,020	1,099
Mondelez International Inc	5.380	4.839	02/10/2020	350	361	423
Monsanto Company	5.130	5.008	04/15/2018	160	161	190
Monumental Global Funding	5.500	4.142	04/22/2013	100	100	101
Morgan Stanley	5.300	4.052	03/01/2013	550	551	553
Morgan Stanley	4.750	8.248	04/01/2014	250	240	259
Morgan Stanley	6.000	4.824	05/13/2014	825	838	874
Morgan Stanley	4.200	4.209	11/20/2014	331	331	345
Morgan Stanley	5.450	4.660	01/09/2017	800	823	885
Morgan Stanley	6.250	7.603	08/28/2017	430	408	492
Morgan Stanley	5.950	6.578	12/28/2017	685	667	776
Morgan Stanley	6.630	5.924	04/01/2018	650	670	766
Morgan Stanley	5.630	6.199	09/23/2019	1,310	1,269	1,482
Morgan Stanley	5.750	5.667	01/25/2021	115	116	131
Nabors Industries Inc	9.250	3.889	01/15/2019	195	251	258
Nabors Industries Inc	5.000	3.408	09/15/2020	351	389	381
National Australia Bank	2.500	2.500	01/08/2013	200	200	200
National Australia Bank	2.750	2.778	09/28/2015	200	200	209
National Australia Bank	3.000	3.060	07/27/2016	500	499	529
National Bank of Canada	1.650	1.659	01/30/2014	451	451	457
National City Bank	5.800	5.680	06/07/2017	850	854	1,003

A - Adjustable rate security.

See accompanying notes to financial statements.

Core Fixed Income Pool

Schedule of Investments in Securities - Unaudited (continued) December 31, 2012

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
National Rural Utilities Co-op	5.450	2.605	02/01/2018	195	221	234
National Rural Utilities Co-op	10.380	4.916	11/01/2018	410	521	606
National Semiconductor	6.600	2.140	06/15/2017	430	511	531
Nationwide Mutual Insurance	9.380	7.512	08/15/2039	615	746	865
NBC Universal	5.150	3.184	04/30/2020	200	226	237
NBC Universal	4.380	4.528	04/01/2021	150	148	169
NBC Universal	5.950	5.969	04/01/2041	175	175	215
Nevada Power Company	6.500	2.997	08/01/2018	355	418	446
Nevada Power Company	7.130	5.401	03/15/2019	300	327	385
Nevada Power Company	5.380	5.396	09/15/2040	51	51	61
New York Life Global Fdg	4.650	3.682	05/09/2013	285	286	289
New York Life Global Fdg	3.000	2.610	05/04/2015	515	520	541
News America Inc	7.250	5.514	05/18/2018	64	69	81
News America Inc	8.880	7.617	04/26/2023	450	488	622
News America Inc	7.750	5.876	01/20/2024	150	173	189
News America Inc	7.300	7.225	04/30/2028	250	252	316
News America Inc	6.650	6.115	11/15/2037	125	133	162
Nextera Energy Capital	1.200	1.242	06/01/2015	39	39	39
Nextera Energy Capital	6.000	6.006	03/01/2019	125	125	148
Niagara Mohawk Power	4.880	4.881	08/15/2019	100	100	117
Nippon Telegraph & Telephone	1.400	1.428	07/18/2017	67	67	68
NiSource Finance Corp	6.400	3.049	03/15/2018	750	870	904
NiSource Finance Corp	5.450	3.637	09/15/2020	299	335	351
Nissan Motor Acceptance	4.500	2.640	01/30/2015	500	519	535
Noble Holding International	3.950	3.979	03/15/2022	45	45	47
Nomura Holdings Inc	5.000	2.878	03/04/2015	195	204	207
Nomura Holdings Inc	6.700	6.403	03/04/2020	200	203	233
Nordea Bank AB	4.880	4.938	05/13/2021	355	353	381
Norfolk Southern Corp	2.900	2.882	02/15/2023	738	739	743
Norfolk Southern Corp	3.950	3.950	10/01/2042	103	103	102
Northern States Power- Minn	6.250	5.620	06/01/2036	360	389	498
Northern States Power- Minn	5.350	5.363	11/01/2039	64	64	80
Northern Trust Company	6.500	4.266	08/15/2018	250	278	310
Northern Trust Corp	5.500	4.130	08/15/2013	102	103	105
Northrop Grumman Corp	5.050	3.699	08/01/2019	490	528	572
Nova Scotia Province	9.250	4.643	03/01/2020	200	256	290
Nucor Corporation	5.750	4.303	12/01/2017	242	257	290
Nucor Corporation	5.850	2.906	06/01/2018	615	705	749
Ohio Power Company	6.050	6.649	05/01/2018	205	200	246
Oncor Electric Delivery	6.800	4.103	09/01/2018	615	698	763
Ontario (Province Of)	2.950	2.975	02/05/2015	1,000	999	1,051
Ontario (Province Of)	0.950	0.957	05/26/2015	1,945	1,945	1,970
Ontario (Province Of)	2.700	2.710	06/16/2015	500	500	526
Oracle Corporation	4.950	0.926	04/15/2013	125	126	127
Oracle Corporation	5.750	5.177	04/15/2018	250	257	304
Oracle Corporation	5.000	4.688	07/08/2019	400	407	480
Oracle Corporation	6.500	5.657	04/15/2038	605	673	841
Oracle Corporation	5.380	5.278	07/15/2040	270	274	337
Oversea-Chinese Banking	1.630	1.694	03/13/2015	598	597	605
Paccar Financial Corp	1.550	1.168	09/29/2014	230	232	234
Pacific Gas & Electric Corp	8.250	3.566	10/15/2018	605	751	824
Pacific Gas & Electric Corp	3.250	3.312	09/15/2021	49	49	52
Pacific Gas & Electric Corp	6.350	3.879	02/15/2038	420	586	554
Pacific Life Global Funding	5.150	4.563	04/15/2013	170	170	172
Pacific Life Global Funding	5.000	4.976	05/15/2017	400	400	425
PacifiCorp	5.500	4.874	01/15/2019	350	361	423
PacifiCorp	6.100	5.153	08/01/2036	316	357	417
Parker-Hannifin Corp	3.500	3.059	09/15/2022	600	622	652
PC Financial Partnership	5.000	2.386	11/15/2014	180	189	194
Pennsylvania Electric Co	6.050	3.448	09/01/2017	210	233	246
Pepsico Inc	1.250	1.357	08/13/2017	165	164	166
Pepsico Inc	7.900	4.260	11/01/2018	171	203	231
Petro-Canada	6.050	5.384	05/15/2018	447	461	544
Petro-Canada	6.800	6.466	05/15/2038	225	234	307
Pfizer Inc	4.650	2.187	03/01/2018	205	230	238

A - Adjustable rate security.

See accompanying notes to financial statements.

Core Fixed Income Pool

Schedule of Investments in Securities - Unaudited (continued) December 31, 2012

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
PG&E Corp	5.750	5.875	04/01/2014	150	150	159
Pharmacia Corporation	6.500	4.660	12/01/2018	700	766	897
Philips Electronics NV	5.750	3.507	03/11/2018	80	88	96
Philips Electronics NV	7.200	4.879	06/01/2026	180	221	239
Pitney Bowes Inc	4.880	2.626	08/15/2014	200	207	211
Pitney Bowes Inc	5.600	4.431	03/15/2018	100	105	106
PNC Bank NA	6.880	4.989	04/01/2018	250	272	312
PNC Bank NA	2.700	2.701	11/01/2022	400	400	400
PNC Funding Corp	5.250	5.121	11/15/2015	300	301	335
PNC Funding Corp	5.630	3.845	02/01/2017	300	320	346
PNC Funding Corp	5.130	5.150	02/08/2020	160	160	190
Potash Corp-Saskatchewan	3.750	2.830	09/30/2015	500	512	538
Potomac Electric Power	5.400	4.079	06/01/2035	180	215	212
Potomac Electric Power	7.900	5.191	12/15/2038	455	628	737
PPG Industries Inc	7.400	4.939	08/15/2019	260	296	320
PPG Industries Inc	9.000	6.096	05/01/2021	625	742	863
PPL Energy Supply LLC	4.600	4.604	12/15/2021	590	590	640
Praxair Inc	3.950	3.652	06/01/2013	130	130	132
Praxair Inc	4.380	4.446	03/31/2014	200	200	209
Praxair Inc	5.200	3.733	03/15/2017	510	539	596
Pricoa Global Funding I	5.450	5.499	06/11/2014	350	350	374
Principal Financial Group Inc	1.850	1.872	11/15/2017	52	52	52
Principal LFE GLB FND II	1.000	1.022	12/11/2015	47	47	47
Principal Life Global	5.050	8.354	03/15/2015	500	467	545
Principal Life Inc Fdg	5.100	3.519	04/15/2014	400	408	422
Progress Energy Carolina	5.300	4.589	01/15/2019	200	207	241
Progress Energy Carolina	2.800	2.826	05/15/2022	83	83	85
Progress Energy Inc	6.050	6.115	03/15/2014	150	150	159
Progress Energy Inc	7.750	5.834	03/01/2031	100	121	137
Prudential Insurance Company	8.300	5.843	07/01/2025	650	790	903
PSEG Power LLC	5.130	4.780	04/15/2020	504	515	581
PSEG Power LLC	4.150	4.161	09/15/2021	152	152	167
Public Service Colorado	3.200	3.247	11/15/2020	45	45	49
Public Service Electric & Gas	5.380	5.083	11/01/2039	169	176	212
Public Service Oklahoma	5.150	5.186	12/01/2019	118	118	138
Public Service Oklahoma	4.400	4.494	02/01/2021	137	136	155
Quebec Province	6.350	4.145	01/30/2026	900	1,099	1,227
Rabobank Nederland	3.200	3.310	03/11/2015	500	499	524
Rabobank Nederland	2.130	2.177	10/13/2015	114	114	118
Rabobank Nederland	3.380	3.394	01/19/2017	82	82	88
Rabobank Nederland	4.500	4.534	01/11/2021	219	219	246
Rabobank Nederland	3.880	3.970	02/08/2022	426	423	458
Rabobank Nederland	5.800	6.007	09/30/2110	300	290	348
Republic Services Inc	5.500	3.442	09/15/2019	360	404	426
Republic Services Inc	3.550	3.583	06/01/2022	309	308	322
Rio Tinto Fin USA Ltd	8.950	2.512	05/01/2014	605	656	669
Rio Tinto Fin USA Ltd	3.500	3.593	11/02/2020	51	51	54
Rio Tinto Fin USA Ltd	3.750	3.781	09/20/2021	588	587	629
Royal Bank of Canada	2.300	2.357	07/20/2016	855	853	891
Ryder System Inc	3.600	3.623	03/01/2016	180	180	189
Ryder System Inc	2.500	2.534	03/01/2017	158	158	161
Ryder System Inc	3.500	3.533	06/01/2017	96	96	102
SabMiller PLC	5.500	2.688	08/15/2013	500	509	514
San Diego Gas & Electric	5.350	5.359	05/15/2040	27	27	34
Sempra Energy	8.900	4.626	11/15/2013	347	359	371
Sempra Energy	6.500	6.539	06/01/2016	100	100	117
Sempra Energy	9.800	5.177	02/15/2019	450	557	630
Sempra Energy	2.880	2.879	10/01/2022	105	105	105
Shell International Fin	1.880	1.916	03/25/2013	75	75	75
Shell International Fin	4.000	3.742	03/21/2014	575	577	600
Shell International Fin	3.100	3.115	06/28/2015	73	73	77
Shell International Fin	4.300	4.343	09/22/2019	285	284	330
Shell International Fin	4.380	4.434	03/25/2020	290	289	336
Shell International Fin	6.380	6.026	12/15/2038	140	146	197
Siemens Financieringsmat	6.130	5.126	08/17/2026	470	516	618

A - Adjustable rate security.

See accompanying notes to financial statements.

Core Fixed Income Pool

Schedule of Investments in Securities - Unaudited (continued) December 31, 2012

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
Simon Property Group LP	6.750	6.416	05/15/2014	140	141	149
Simon Property Group LP	5.630	4.874	08/15/2014	50	51	54
Simon Property Group LP	6.100	9.051	05/01/2016	325	298	375
Simon Property Group LP	6.130	3.187	05/30/2018	455	520	554
Simon Property Group LP	7.380	6.200	06/15/2018	166	175	208
Simon Property Group LP	5.650	4.551	02/01/2020	275	293	330
Southern Cal Edison	4.150	4.153	09/15/2014	100	100	106
Southern Cal Edison	6.050	6.110	03/15/2039	250	248	339
Southern Cal Edison	5.500	5.634	03/15/2040	170	167	216
Southern Company	4.150	3.108	05/15/2014	500	507	524
Southern Company	1.950	1.982	09/01/2016	130	130	134
Southtrust Bank NA	7.690	5.873	05/15/2025	400	463	511
Southwestern Electric Power	6.450	5.261	01/15/2019	115	122	140
Southwestern Public Service	8.750	5.352	12/01/2018	288	337	391
Spectra Energy Capital	6.200	5.549	04/15/2018	445	457	542
Spectra Energy Capital	6.750	8.473	07/15/2018	160	148	189
Spectra Energy Capital	8.000	5.666	10/01/2019	450	508	594
Stadshypotek AB	1.450	1.457	09/30/2013	697	697	702
Stadshypotek AB	1.880	1.938	10/02/2019	332	331	332
Staples Inc	9.750	6.079	01/15/2014	325	337	353
State Street Corp	4.300	3.352	05/30/2014	500	506	527
Statoil ASA	3.130	2.282	08/17/2017	692	717	753
Statoil ASA	3.150	3.172	01/23/2022	350	349	370
Statoil ASA	2.450	2.486	01/17/2023	130	130	130
Suncor Energy Inc	6.500	4.267	06/15/2038	200	269	267
SunTrust Banks Inc	3.600	3.282	04/15/2016	630	636	673
Svenska Handelsbanken AB	3.130	3.127	07/12/2016	494	494	524
Svenska Handelsbanken AB	2.880	2.895	04/04/2017	463	463	489
Talisman Energy	7.750	4.571	06/01/2019	475	558	612
Talisman Energy	5.850	4.804	02/01/2037	115	132	129
Talisman Energy	5.500	5.629	05/15/2042	335	329	369
Target Corp	7.000	5.065	01/15/2038	440	560	646
TCI Communications Inc	7.880	7.698	02/15/2026	100	101	141
Teco Finance Inc	5.150	2.694	03/15/2020	570	661	663
Telecom Italia Capital	4.950	4.108	09/30/2014	400	406	418
Telecom Italia Capital	7.000	8.462	06/04/2018	100	94	114
Telefonica Emisiones SAU	5.860	3.741	02/04/2013	200	200	201
Telefonica Emisiones SAU	6.420	4.065	06/20/2016	500	538	553
Telefonica Emisiones SAU	6.220	5.141	07/03/2017	300	313	334
Telefonica Emisiones SAU	5.880	5.877	07/15/2019	50	50	55
Telefonica Emisiones SAU	5.460	5.462	02/16/2021	117	117	125
Teva Pharm Fin IV BV	3.650	3.175	11/10/2021	445	461	476
The Mosiac Company	3.750	3.316	11/15/2021	613	633	651
The Mosiac Company	4.880	4.971	11/15/2041	33	33	36
Thomson Reuters Corp	4.700	4.744	10/15/2019	150	150	173
Time Warner Cable Inc	8.250	4.386	02/14/2014	730	760	791
Time Warner Cable Inc	6.750	4.658	07/01/2018	150	165	187
Time Warner Cable Inc	8.750	4.412	02/14/2019	300	369	405
Time Warner Cable Inc	7.300	6.397	07/01/2038	300	334	399
Time Warner Entertainment	8.380	4.362	03/15/2023	225	299	318
Time Warner Entertainment	8.380	6.560	07/15/2033	325	391	474
Toronto-Dominion Bank	2.200	2.140	07/29/2015	1,350	1,352	1,407
Total Capital International SA	1.550	1.589	06/28/2017	112	112	114
Total Capital SA	2.300	2.129	03/15/2016	540	543	561
Total Capital SA	4.130	2.398	01/28/2021	200	225	227
Toyota Motor Credit Corp	3.200	2.095	06/17/2015	70	72	74
Toyota Motor Credit Corp	2.000	2.110	09/15/2016	2,950	2,939	3,058
Trans-Canada Pipelines	6.500	6.574	08/15/2018	250	249	315
Trans-Canada Pipelines	7.130	3.234	01/15/2019	400	484	510
Trans-Canada Pipelines	3.800	2.870	10/01/2020	300	319	335
Trans-Canada Pipelines	7.630	7.632	01/15/2039	50	50	75
Transocean Inc	6.500	6.390	11/15/2020	960	966	1,163
Travelers PPTY Casualty	7.750	5.666	04/15/2026	410	489	573
UBS AG Stamford CT	3.880	3.970	01/15/2015	500	499	528
UBS AG Stamford CT	5.880	5.576	12/20/2017	300	304	357

A - Adjustable rate security.

See accompanying notes to financial statements.

Core Fixed Income Pool

Schedule of Investments in Securities - Unaudited (continued) December 31, 2012

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
UBS AG Stamford CT	5.750	4.472	04/25/2018	100	106	119
Union Carbide Corp	7.500	5.809	06/01/2025	250	287	311
Union Pacific Corp	4.160	4.011	07/15/2022	358	362	405
Union Pacific Corp	2.950	2.956	01/15/2023	43	43	44
Union Pacific Corp	7.130	3.535	02/01/2028	177	251	242
Union Pacific Corp	5.780	4.235	07/15/2040	310	387	393
Union Pacific Corp	4.300	4.307	06/15/2042	50	50	53
United Mexican States	6.380	3.627	01/16/2013	630	631	631
United Mexican States	4.750	4.839	03/08/2044	364	359	411
United Mexican States	5.750	5.959	10/12/2110	326	315	392
United Technologies Corp	6.130	3.417	02/01/2019	696	798	867
United Technologies Corp	3.100	3.109	06/01/2022	106	106	112
United Technologies Corp	5.400	5.468	05/01/2035	170	169	211
United Technologies Corp	4.500	4.576	06/01/2042	143	141	159
UnitedHealth Group Inc	4.700	2.670	02/15/2021	180	207	210
UnitedHealth Group Inc	6.880	4.161	02/15/2038	380	540	522
UNP RR CO 2003 PASS TRUST	4.700	5.675	01/02/2024	79	75	88
UPS of America Inc	8.380	4.731	04/01/2020	125	153	171
UPS of America Inc	8.380	5.178	04/01/2030	230	304	347
US Bancorp	2.880	2.977	11/20/2014	450	449	469
US Bancorp	2.450	2.059	07/27/2015	456	460	477
US Bancorp	4.130	4.000	05/24/2021	275	277	312
Valero Energy Corporation	6.130	2.761	02/01/2020	300	364	365
Verizon Communications Inc	5.550	3.794	02/15/2016	165	173	188
Verizon Communications Inc	5.500	4.897	02/15/2018	720	739	865
Verizon Communications Inc	8.750	4.820	11/01/2018	223	267	310
Verizon Communications Inc	7.350	7.564	04/01/2039	400	390	593
Verizon Maryland Inc	7.150	7.864	05/01/2023	400	380	407
Verizon New England Inc	7.880	6.381	11/15/2029	330	380	438
Verizon Pennsylvania	8.350	7.266	12/15/2030	400	443	547
Viacom Inc	4.500	3.263	03/01/2021	340	370	383
Viacom Inc	3.880	4.076	12/15/2021	177	174	193
Viacom Inc	7.880	6.380	07/30/2030	380	439	525
Virginia Electric & Power Co	5.400	4.990	04/30/2018	490	499	592
Vodafone Group	5.750	6.019	03/15/2016	200	198	229
Vodafone Group	5.450	4.869	06/10/2019	369	381	449
Volkswagen Intl Fin NV	1.630	1.728	08/12/2013	100	100	101
Wachovia Bank NA	0.640	2.858	03/15/2016	850	792	838
Wachovia Corp	5.500	4.310	05/01/2013	1,400	1,405	1,423
Wachovia Corp	5.250	2.817	08/01/2014	102	106	109
Wachovia Corp	5.750	5.126	06/15/2017	775	794	918
Wachovia Corp	5.750	5.593	02/01/2018	775	779	928
Wal-Mart Stores Inc	7.550	5.479	02/15/2030	350	430	515
Wal-Mart Stores Inc	5.250	5.736	09/01/2035	425	399	516
Walt Disney Company	3.750	2.223	06/01/2021	330	368	365
Waste Management Inc	7.380	3.808	03/11/2019	437	521	556
Waste Management Inc	4.750	4.596	06/30/2020	622	628	710
WEA Finance/WT Fin Aust	6.750	5.453	09/02/2019	658	705	815
Weatherford Bermuda	6.500	5.496	08/01/2036	231	261	257
Weatherford Bermuda	6.750	5.966	09/15/2040	300	332	340
WellPoint Inc	5.880	5.241	06/15/2017	500	512	593
WellPoint Inc	6.380	4.474	06/15/2037	100	128	125
Wells Fargo & Company	5.000	7.000	11/15/2014	100	97	107
Wells Fargo & Company	3.680	3.008	06/15/2016	390	398	422
Wells Fargo & Company	5.630	5.432	12/11/2017	865	872	1,032
Wells Fargo & Company	4.600	4.127	04/01/2021	425	439	489
Wells Fargo Bank NA	4.750	2.821	02/09/2015	565	587	607
Westpac Banking Corp	4.200	2.749	02/27/2015	345	355	370
Westpac Banking Corp	4.880	4.884	11/19/2019	406	406	474
Wisconsin Electric Power	6.000	0.833	04/01/2014	257	273	274
Wisconsin Electric Power	2.950	3.070	09/15/2021	11	11	12
Wyeth LLC	5.500	1.972	02/01/2014	190	197	200
Xcel Energy Inc	4.700	4.741	05/15/2020	45	45	53
Xerox Corporation	6.750	4.601	02/01/2017	191	206	222
Xerox Corporation	2.950	2.732	03/15/2017	230	232	236

A - Adjustable rate security.

See accompanying notes to financial statements.

Core Fixed Income Pool

Schedule of Investments in Securities - Unaudited (continued) December 31, 2012

(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	354	391
XTO Energy Inc	5.500	1.534	06/15/2018	310	374	381
<i>Total Corporate Bonds</i>					258,227	283,255
<i>Corporate Asset Backed Issues</i>						
Academic Loan Funding Trust	1.010	1.060	12/27/2022	494	493	498
AH Mortgage Advance Trust	2.980	3.000	03/13/2013	753	753	756
AH Mortgage Advance Trust	3.370	3.400	05/10/2013	2,334	2,334	2,334
AH Mortgage Advance Trust	2.230	2.250	05/10/2013	723	723	724
AH Mortgage Advance Trust	3.720	3.750	03/13/2014	1,575	1,575	1,599
Ally Auto Receivables Trust	1.110	1.115	11/15/2013	390	390	391
Ally Auto Receivables Trust	1.450	1.458	05/15/2014	22	22	22
Ally Auto Receivables Trust	0.480	0.485	05/15/2014	691	691	691
Ally Auto Receivables Trust	0.450	0.460	07/15/2014	793	793	793
Ally Auto Receivables Trust	1.550	1.576	10/15/2014	357	357	361
Ally Auto Receivables Trust	1.380	1.393	01/15/2015	173	173	174
American Credit Acceptance Rec	1.640	1.649	05/15/2015	366	366	366
American Credit Acceptance Rec	3.040	3.060	10/15/2015	288	288	288
Americredit Auto Receivables	0.510	0.513	06/08/2014	400	400	400
Americredit Auto Receivables	1.050	1.057	11/10/2014	123	123	124
Americredit Auto Receivables	0.840	0.849	11/10/2014	164	164	164
Americredit Auto Receivables	1.140	1.156	04/08/2015	224	224	224
Americredit Auto Receivables	0.620	0.628	07/08/2015	155	155	155
Americredit Auto Receivables	0.490	0.495	04/08/2016	354	354	354
Ascentium Equipment Receivable	1.830	1.843	09/15/2019	398	397	398
Banc of America Auto Trust	1.310	1.315	07/15/2014	24	24	24
Banc of America Auto Trust	1.940	1.954	06/15/2017	510	510	515
Bank of America Auto Trust	0.780	0.783	03/15/2015	295	295	296
Bank of America Auto Trust	3.520	3.555	06/15/2016	23	23	23
Bank of America Auto Trust	2.180	2.198	02/15/2017	216	216	217
BXG Receivables Note Trust	2.660	2.675	07/02/2019	316	316	316
California Republic Auto Recv	1.180	1.190	03/15/2016	761	761	761
Carmax Auto Owner Trust	1.560	1.572	07/15/2014	22	22	22
Carnow Auto Receivables Trust	2.090	2.102	08/15/2013	176	176	176
Chase Funding Mortgage Loan	4.500	6.133	11/25/2034	259	256	263
Chase Funding Mortgage Loan	5.350 A	7.604	11/25/2034	500	473	481
Chase Funding Mortgage Loan	4.280	8.710	11/25/2034	589	543	568
CNH Equipment Trust	0.650	0.651	07/15/2015	341	341	341
CNH Equipment Trust	1.200	1.209	05/16/2016	294	294	295
CNH Equipment Trust	2.040	2.055	10/17/2016	256	256	263
CNH Equipment Trust	0.940	0.945	05/15/2017	328	328	330
Concord Funding Company LLC	3.150	3.166	01/15/2017	1,250	1,250	1,250
CPS Auto Trust	3.680	2.514	05/16/2016	294	299	302
CPS Auto Trust	4.210	4.249	09/15/2016	384	384	401
CPS Auto Trust	2.780	2.802	11/15/2016	250	250	255
CPS Auto Trust	2.520	2.540	03/15/2017	1,074	1,074	1,078
CPS Auto Trust	1.820	1.857	06/15/2017	575	575	575
Credit Acceptance Auto Loan	1.520	1.532	03/16/2020	453	453	453
Exeter Auto Receivables Trust	1.300	1.312	06/15/2017	575	575	576
First Investors Auto Owner Tst	1.470	1.478	05/15/2018	300	300	301
Ford Credit Auto Owner Trust	4.500	4.548	07/15/2014	153	153	154
Ford Credit Auto Owner Trust	0.400 A	0.404	09/15/2015	366	366	366
Ford Credit Auto Owner Trust	0.510	0.514	04/15/2017	264	264	264
GE Equipment Transportation	0.470	0.477	05/27/2014	242	242	242
HLSS Servicer Advance Receiv	1.340	1.350	10/15/2013	464	464	465
HLSS Servicer Advance Receiv	1.990	2.000	10/15/2015	438	438	444
Honda Auto Receivables Trust	0.770	0.774	03/16/2015	189	189	190
Honda Auto Receivables Trust	0.970	0.972	03/16/2016	68	68	69
Huntington Auto Trust	0.810	0.824	05/15/2015	308	308	309
Huntington Auto Trust	1.010	1.016	01/15/2016	400	400	402
Huntington Auto Trust	1.310	1.313	11/15/2016	400	400	406
Hyuandai Auto Receivables Trst	0.970	0.984	11/15/2013	169	169	170
Hyuandai Auto Receivables Trst	1.630	1.638	07/15/2015	400	400	408
Hyundai Auto Receivables Trust	0.720	0.726	03/15/2016	346	346	347
John Deere Owner Trust	0.430	0.434	04/15/2014	220	220	220

A - Adjustable rate security.

See accompanying notes to financial statements.

Core Fixed Income Pool

Schedule of Investments in Securities - Unaudited (continued) December 31, 2012

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
John Deere Owner Trust	1.290	1.296	01/15/2016	328	328	329
John Deere Owner Trust	1.960	1.974	04/16/2018	285	285	291
LAI Vehicle Lease Securiztat	2.550	2.672	09/15/2016	154	154	154
Macquarie Equipment Fdg Trust	0.610	0.614	10/20/2014	1,000	1,000	1,000
Mercedes-Benz Auto Rec Trust	1.420	1.433	07/15/2013	55	55	55
Mercedes-Benz Auto Rec Trust	0.850	0.853	03/15/2014	272	272	273
Mercedes-Benz Auto Receivables	0.370	0.378	03/15/2014	207	207	207
NCUA Guaranteed Notes	0.560 A	0.564	12/07/2020	209	209	209
Newcastle Investment Trust	2.450	2.446	12/10/2033	181	181	186
Nissan Auto Receivables Trust	0.870	0.878	07/15/2014	149	149	150
Nissan Auto Receivables Trust	1.310	1.319	09/15/2016	300	300	303
Park Place Securities Inc	0.830	1.151	10/25/2034	932	887	911
Residential Asset Mtg Prod	0.550	11.180	10/25/2035	600	595	567
Residential Asset Mtg Prod	0.510	9.401	03/25/2036	1,300	1,187	1,183
Residential Asset Sec Corp	0.580	6.231	10/25/2035	303	303	296
Resort Finance Timeshare	6.250 A	6.330	07/05/2018	1,125	1,125	1,125
Resort Finance Timeshare Recv	5.750 A	5.819	09/05/2018	829	829	829
Santander Drive Auto Rec Trust	2.060	2.070	08/15/2013	111	111	112
Santander Drive Auto Rec Trust	1.080	1.084	04/15/2016	132	132	133
Santander Drive Auto Rec Trust	2.390	1.421	06/15/2017	400	404	409
Santander Drive Auto Recv Trst	0.570	0.574	12/15/2015	158	158	158
Santander Drive Auto Recv Trst	0.830	0.834	12/15/2016	120	120	121
Saxon Asset Securities Trust	4.790 A	4.566	06/25/2033	246	250	251
SNAAC Auto Receivables Trust	1.780	1.795	09/15/2014	162	162	163
Springleaf Mortgage Loan Trust	2.670	2.593	09/25/2057	374	374	379
Springleaf Mortgage Loan Trust	6.000	7.970	09/25/2057	650	594	642
Stanwich Mortgage Loan Trust	2.980	3.000	09/15/2042	772	772	772
Stanwich Mortgage Loan Trust	2.980	3.000	10/18/2042	2,206	2,206	2,210
Toyota Auto Rec Owner Trust	0.770	0.775	04/15/2014	216	216	216
Trafigura Securitisation Fin	2.610	2.623	04/15/2015	1,190	1,190	1,201
USAA Auto Owner Trust	0.380	0.390	06/15/2015	103	103	103
USAA Auto Owner Trust	2.530	2.544	07/15/2015	195	195	196
Westgate Resorts	4.500	4.386	09/20/2015	1,013	1,013	1,036
Westgate Resorts	3.000	2.915	01/20/2025	850	850	856
Westgate Resorts	2.500	2.431	03/20/2025	333	333	333
Westlake Auto Receivables Trst	1.490	1.496	06/16/2014	173	173	174
<i>Total Corporate Asset Backed Issues</i>					42,618	42,887
<i>Corporate CMO</i>						
A10 Securitization	3.490	3.518	04/15/2024	827	827	831
AH Mortgage Advance Trust	3.270	3.306	09/15/2013	1,334	1,333	1,349
AH Mortgage Advance Trust	6.900	7.000	09/15/2013	500	500	501
American General Mortgage Loan	5.150	3.581	03/25/2040	382	388	394
American General Mortgage Loan	5.750	4.067	09/25/2048	802	803	804
American General Mortgage Loan	5.750	4.878	09/25/2048	1,100	1,101	1,118
American General Mortgage Loan	5.750	8.297	09/25/2048	1,300	1,258	1,353
ASG Resecuritization Trust	5.090 A	5.056	05/24/2036	400	400	409
ASG Resecuritization Trust	5.090 A	9.744	05/24/2036	590	569	600
ASG Resecuritization Trust	0.400 A	0.918	10/28/2036	225	218	223
ASG Resecuritization Trust	2.500 A	6.590	03/26/2037	1,117	1,070	1,117
ASG Resecuritization Trust	2.460 A	11.824	06/26/2037	618	507	613
ASG Resecuritization Trust	6.000	9.714	06/28/2037	803	803	824
Banc of Amer Altern Loan Trust	5.000	4.723	09/25/2018	367	369	376
Banc of Amer Altern Loan Trust	5.500	7.384	02/25/2019	350	336	358
Banc of Amer Altern Loan Trust	5.500	5.566	09/25/2019	234	234	237
Banc of Amer Altern Loan Trust	5.500	8.324	09/25/2033	267	238	271
Banc of Amer Altern Loan Trust	5.500	5.699	11/25/2033	256	255	262
Banc of Amer Altern Loan Trust	6.000	6.644	01/25/2034	290	282	302
Banc of Amer Altern Loan Trust	6.000	6.659	01/25/2034	468	452	489
Banc of America Commercial Mtg	5.410	2.848	09/10/2016	450	484	512
Banc of America Commercial Mtg	4.670	5.024	07/10/2043	400	397	435
Banc of America Commercial Mtg	4.730	7.964	07/10/2043	600	558	641
Banc of America Commercial Mtg	5.890	6.051	07/10/2044	1,000	996	1,142
Banc of America Commercial Mtg	5.370	10.517	09/10/2045	660	582	741
Banc of America Commercial Mtg	5.120	5.057	10/10/2045	230	230	255

A - Adjustable rate security.

See accompanying notes to financial statements.

Core Fixed Income Pool

Schedule of Investments in Securities - Unaudited (continued) December 31, 2012

(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	5.630	6.516	07/10/2046	700	684	801
Banc of America Funding Corp	5.500	5.704	10/25/2034	684	678	700
Banc of America Funding Corp	5.060 A	5.445	12/20/2034	203	201	204
Banc of America Funding Corp	5.360 A	4.600	02/26/2035	718	745	760
Banc of America Merrill Lynch	2.960	2.624	12/10/2030	187	193	194
Banc of America Mortgage Sec	0.660	1.626	08/25/2018	190	187	182
Banc of America Mortgage Sec	5.000	3.903	04/25/2019	102	104	104
Banc of America Mortgage Sec	6.500	6.781	09/25/2032	170	168	179
Banc of America Mortgage Sec	3.090 A	3.242	04/25/2033	273	271	280
Banc of America Mortgage Sec	5.500	4.676	05/25/2033	603	612	622
Banc of America Mortgage Sec	3.130 A	3.126	06/25/2033	280	280	282
Banc of America Mortgage Sec	3.140 A	3.260	04/25/2034	824	818	833
Banc of America Mortgage Sec	5.500	2.968	04/25/2034	1,400	1,456	1,427
Bank of America Corp	5.750	10.175	09/20/2034	365	322	385
BB-UBS Trust	2.890	2.535	06/05/2020	1,000	1,024	1,017
BCAP LLC Trust	3.920 A	3.490	05/26/2013	192	192	191
BCAP LLC Trust	5.500	7.002	11/26/2034	761	722	784
BCAP LLC Trust	5.000 A	4.357	04/26/2035	265	267	260
BCAP LLC Trust	1.010	3.703	01/26/2036	295	269	282
BCAP LLC Trust	4.930 A	5.789	05/26/2037	820	810	809
BCAP LLC Trust	5.750	6.038	06/26/2037	529	522	542
BCAP LLC Trust	2.690 A	1.956	07/26/2045	1,081	1,097	1,024
Bear Stearns Adj Rate Mortgage	5.010 A	4.847	07/25/2033	259	259	263
Bear Stearns Adj Rate Mortgage	5.080 A	4.820	05/25/2034	211	213	217
Bear Stearns Adj Rate Mortgage	2.240 A	2.854	08/25/2035	384	371	386
Bear Stearns Commercial Mtg	5.450 A	4.655	03/11/2039	235	238	265
Bear Stearns Commercial Mtg	0.240 A	7.333	06/11/2041	13,766	203	186
Bear Stearns Commercial Mtg	5.470	2.094	06/11/2041	426	441	448
Bear Stearns Commercial Mtg	5.540	10.089	10/12/2041	300	268	346
Chase Mortgage Finance Corp	2.990 A	3.374	02/25/2037	729	715	742
Chase Mortgage Finance Corp	2.990 A	3.056	02/25/2037	182	181	186
Chase Mortgage Finance Corp	3.080 A	4.355	07/25/2037	470	437	467
Citicorp Mortgage Securities	5.500	3.155	06/25/2034	578	604	605
Citigroup Commercial Mortgage	4.830 A	4.789	05/15/2043	400	400	429
Citigroup Mortgage Loan Trust	5.250	15.896	10/25/2033	318	261	325
Citigroup Mortgage Loan Trust	5.090 A	4.800	08/25/2034	159	160	162
Citigroup Mortgage Loan Trust	2.610 A	2.725	02/25/2035	285	284	290
Citigroup Mortgage Loan Trust	5.500	5.480	05/25/2035	362	362	371
Citigroup Mortgage Loan Trust	6.000	9.864	06/25/2036	833	765	875
Citigroup Mortgage Loan Trust	4.000	2.841	11/25/2036	2,331	2,369	2,420
Citigroup Mortgage Loan Trust	4.500	2.848	12/25/2036	2,517	2,580	2,633
Citigroup Mortgage Loan Trust	3.030 A	2.470	11/25/2038	817	820	828
Citigroup/Deutsche Bank Commer	0.080 A	2.287	01/15/2046	70,505	196	128
Citigroup/Deutsche Bank Commer	0.140 A	6.648	12/11/2049	40,194	337	309
Cobalt CMBS Commercial Mortgag	5.220	2.745	08/15/2048	245	266	278
Commercial Mortgage Pass-Thru	4.980	9.224	05/10/2043	1,000	934	1,094
Commercial Mortgage Pass-Thru	1.970 A	2.469	08/15/2045	1,021	124	129
Countrywide Home Loans	4.500	5.608	06/25/2019	300	292	310
Countrywide Home Loans	5.000	6.294	10/25/2033	640	614	662
Countrywide Home Loans	5.250	5.884	04/25/2034	1,173	1,147	1,212
Credit Suisse Mortgage Capital	5.500	5.500	10/27/2035	5	5	4
Credit Suisse Mortgage Capital	3.250	3.164	07/27/2037	815	818	817
Credit Suisse Mortgage Capital	1.450 A	0.921	10/26/2037	44	44	44
Credit Suisse Mortgage Capital	5.680	5.714	03/15/2039	500	499	564
Credit Suisse Mortgage Capital	1.210 A	1.813	02/27/2047	1,190	1,186	1,187
Credit Suisse Mortgage Capital	1.210	7.451	06/28/2047	1,216	1,160	1,155
Credit Suisse Mortgage Capital	3.830 A	7.913	06/25/2050	300	283	289
CS First Boston Mortgage Sec	3.000 A	3.893	06/25/2033	491	472	478
CS First Boston Mortgage Sec	5.250	6.159	11/25/2033	973	953	1,002
CS First Boston Mortgage Sec	5.500	3.185	09/25/2034	601	634	643
CS First Boston Mortgage Sec	5.500	3.906	12/25/2034	649	681	682
CS First Boston Mortgage Sec	18.250 A	19.645	06/25/2035	36	35	37
CS First Boston Mortgage Sec	4.730	4.846	07/15/2037	400	399	432
DBRR Trust	0.950	0.769	09/25/2045	245	245	245
Deutsche ALT-A Sec Inc Mtg	5.640 A	5.899	02/25/2020	235	233	242

A - Adjustable rate security.

See accompanying notes to financial statements.

Core Fixed Income Pool

Schedule of Investments in Securities - Unaudited (continued) December 31, 2012 (Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
Deutsche Mortgage Securities	0.340 A	8.596	04/26/2037	296	296	288
First Horizon Mortgage Ps Thru	4.500	4.426	09/25/2018	380	380	391
Fontainebleau Miami Beach Trst	2.890	2.898	05/05/2017	841	841	870
GE Capital Commercial Mortgage	4.830	4.279	06/10/2048	1,000	1,009	1,058
GE Capital Commercial Mortgage	4.850	4.385	06/10/2048	500	504	522
GMAC Commercial Mortgage Sec	5.240	10.435	11/10/2045	1,810	1,598	1,995
GMAC Mortgage Corp Loan Trust	5.000	4.356	01/25/2020	230	232	236
GMAC Mortgage Corp Loan Trust	3.440 A	4.391	10/19/2033	686	661	706
GMAC Mortgage Corp Loan Trust	5.000	6.078	10/25/2033	372	358	377
GMAC Mortgage Corp Loan Trust	5.000	8.437	11/25/2033	663	612	674
GMAC Mortgage Corp Loan Trust	3.470 A	3.789	12/19/2033	1,159	1,141	1,174
GMAC Mortgage Corp Loan Trust	6.500	5.698	01/25/2035	458	471	474
Government National Mortgage	0.660	0.664	11/20/2059	1,471	1,469	1,470
Greenwich Capital Comm Funding	4.860 A	5.694	01/10/2015	210	207	222
GS Mortgage Securities Trust	5.550	9.301	04/10/2038	1,000	910	1,126
GSR Mortgage Loan Trust	6.000	7.170	09/25/2034	681	653	712
GSR Mortgage Loan Trust	0.560	7.753	03/25/2035	518	332	434
GSR Mortgage Loan Trust	0.710	4.013	06/25/2035	162	147	154
GSR Mortgage Loan Trust	5.500	10.943	01/25/2037	92	78	94
Household Home Equity Loan Tst	0.480	4.310	01/20/2035	180	161	175
Household Home Equity Loan Tst	0.700	5.078	01/20/2035	361	316	343
Household Home Equity Loan Tst	0.370	4.261	01/20/2036	376	332	371
Household Home Equity Loan Tst	0.360	3.077	03/20/2036	320	291	315
Household Home Equity Loan Tst	0.410	1.563	03/20/2036	209	190	201
Household Home Equity Loan Tst	5.600	5.193	03/20/2036	181	181	182
Household Home Equity Loan Tst	1.410	4.130	11/20/2036	478	416	477
IMPAC CMB Trust	0.510	2.972	05/25/2035	397	357	391
IMPAC Secured Assets Corp	5.500	6.771	08/25/2033	599	563	629
IMPAC Secured Assets Corp	0.560	3.112	05/25/2036	482	417	476
IMPAC Secured Assets Corp	0.560	6.100	08/25/2036	793	701	790
JP Morgan Chase Commercial Mtg	5.580 A	2.216	07/12/2014	700	730	744
JP Morgan Chase Commercial Mtg	5.360 A	4.222	08/12/2037	700	716	751
JP Morgan Chase Commercial Mtg	4.400	2.085	01/12/2039	700	714	725
JP Morgan Chase Commercial Mtg	5.550	3.506	05/12/2045	500	532	574
JP Morgan Chase Commercial Mtg	5.400	9.292	05/15/2045	950	848	1,091
JP Morgan Chase Commercial Mtg	0.360	5.231	05/15/2047	800	765	795
JP Morgan Mortgage Trust	2.910 A	3.042	11/25/2033	1,025	1,016	1,038
JP Morgan Mortgage Trust	3.010 A	4.062	08/25/2034	1,307	1,246	1,324
JP Morgan Mortgage Trust	4.980 A	4.920	02/25/2035	830	830	851
JP Morgan Mortgage Trust	3.030 A	2.975	07/25/2035	791	793	811
JP Morgan Re-REMIC	1.860 A	1.759	08/26/2035	404	405	400
Lake Country Mortgage Loan Tst	0.560	2.154	07/25/2034	487	466	480
LB-UBS Commercial Mortgage Tst	5.160	7.515	01/15/2016	300	285	335
LB-UBS Commercial Mortgage Tst	4.370	2.169	03/15/2036	598	611	619
LB-UBS Commercial Mortgage Tst	0.140 A	4.455	02/15/2041	23,275	205	239
Master Adjustable Rate Mtgage	2.630 A	5.164	11/21/2034	73	73	74
Master Adjustable Rate Mtgage	2.630 A	2.801	11/21/2034	1,350	1,337	1,398
Master Reperforming Loan Trust	0.560	6.893	05/25/2035	724	489	603
Master Resecuritization Trust	13.630	27.578	05/28/2035	358	196	286
MASTR Asset Securitization	5.500	10.908	09/25/2033	103	91	107
MASTR Asset Securitization	5.250	3.842	12/25/2033	1,106	1,139	1,154
Merrill Lynch Mortgage Invest	2.750 A	3.351	07/25/2033	144	141	148
Merrill Lynch Mortgage Trust	5.680 A	5.366	05/12/2039	260	262	298
Merrill Lynch/Countrywide Comm	0.190 A	5.168	12/12/2049	15,273	176	188
MLCC Mortgage Investors Inc	1.160	5.069	04/25/2029	387	324	371
MLCC Mortgage Investors Inc	1.430	3.293	08/25/2029	403	374	393
MLCC Mortgage Investors Inc	2.580 A	2.920	08/25/2034	269	264	272
MLCC Mortgage Investors Inc	2.500 A	2.947	12/25/2034	565	551	572
Morgan Stanley Capital I	4.050	3.906	06/15/2021	340	343	384
Morgan Stanley Capital I	5.650 A	5.621	06/11/2042	250	250	296
Morgan Stanley Capital I	0.130 A	6.083	12/15/2043	14,711	179	206
Morgan Stanley Capital I	0.230 A	12.700	02/12/2044	40,772	297	257
Morgan Stanley Capital Inc	0.960 A	5.798	01/25/2035	21	18	21
Morgan Stanley Mortgage Loan	5.670 A	5.260	04/25/2034	297	301	310
Morgan Stanley Mortgage Loan	5.500	23.487	08/25/2034	3,980	487	471

A - Adjustable rate security.

See accompanying notes to financial statements.

Core Fixed Income Pool

Schedule of Investments in Securities - Unaudited (continued) December 31, 2012 (Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
Morgan Stanley Re-REMIC Trust	2.000	1.853	09/27/2017	2,166	2,170	2,188
Morgan Stanley Re-REMIC Trust	0.250	6.841	03/27/2019	400	280	299
Morgan Stanley Re-REMIC Trust	1.000	1.463	04/27/2019	421	415	415
Morgan Stanley Re-REMIC Trust	4.970	2.440	04/16/2040	1,400	1,430	1,471
Morgan Stanley Re-REMIC Trust	3.000	2.636	07/17/2056	15	15	15
Morgan Stanley Re-REMIC Trust	5.000	3.111	07/17/2056	1,450	1,456	1,478
NCUA Guaranteed Notes	2.650	2.866	01/01/2018	3,387	3,369	3,576
NCUA Guaranteed Notes	2.900	1.547	10/29/2020	1,100	1,166	1,174
NCUA Guaranteed Notes	0.770 A	0.774	12/08/2020	845	845	849
NCUA Guaranteed Notes	2.400	2.461	12/08/2020	422	421	438
Northstar Mortgage Trust	1.410	1.466	04/25/2015	793	792	791
Prime Mortgage Trust	6.000	5.261	02/25/2034	242	249	266
RBSSP Resecuritization Trust	6.500	3.789	02/26/2036	567	574	607
RBSSP Resecuritization Trust	4.000	4.230	05/26/2037	381	379	378
RCMC	5.620	5.600	12/15/2018	674	674	674
Residential Accredit Loans	16.180	16.594	10/25/2017	131	131	147
Residential Accredit Loans	0.860	3.155	07/25/2033	408	367	384
Residential Accredit Loans	5.500	5.536	08/25/2033	668	668	689
Residential Accredit Loans	5.750	7.409	10/25/2033	447	419	465
Residential Accredit Loans	5.500	13.881	05/25/2034	1,602	1,122	1,485
Residential Funding Mtg Sec I	5.500	1.445	05/25/2022	388	389	388
Salomon Brothers Mortgage Sec	3.950 A	9.679	04/25/2032	169	147	167
Salomon Brothers Mortgage Sec	3.100 A	3.812	09/25/2033	577	560	586
Springleaf Mortgage Loan Trust	2.220	2.222	10/25/2057	885	885	911
Springleaf Mortgage Loan Trust	6.000	6.290	10/25/2057	600	583	601
Springleaf Mortgage Loan Trust	4.050 A	4.006	01/25/2058	887	886	913
Springleaf Mortgage Loan Trust	5.450	5.625	01/25/2058	1,000	989	1,054
Springleaf Mortgage Loan Trust	1.570	1.522	12/25/2059	1,239	1,239	1,247
Springleaf Mortgage Loan Trust	2.660	2.640	12/25/2059	308	308	309
Springleaf Mortgage Loan Trust	3.560	3.540	12/25/2059	235	235	236
Springleaf Mortgage Loan Trust	4.440	4.424	12/25/2059	177	177	181
Springleaf Mortgage Loan Trust	5.300	5.299	12/25/2059	121	121	121
Structured Asset Investment	0.480 A	7.431	06/25/2035	187	187	186
Structured Asset Mortgage Inv	0.000	8.871	07/25/2032	157	109	141
Structured Asset Mortgage Inv	0.870 A	2.067	10/19/2034	593	539	576
Structured Asset Securities Co	3.450	5.138	02/25/2032	287	265	283
Structured Asset Securities Co	0.710	7.831	06/25/2033	383	356	371
Structured Asset Securities Co	5.500	6.017	10/25/2033	596	583	602
Structured Asset Securities Co	5.360 A	5.719	11/25/2033	151	149	160
Structured Asset Securities Co	4.990 A	5.099	12/25/2033	226	224	230
Structured Asset Securities Co	5.540	6.371	12/25/2033	1,039	999	1,037
Structured Asset Securities Co	5.550 A	6.291	03/25/2034	563	545	567
Structured Asset Securities Co	4.690 A	4.481	02/25/2035	1,027	1,038	1,017
Structured Asset Securities Co	5.000	13.553	05/25/2035	150	115	152
Thornburg Mtg Securities Trust	0.850	2.330	09/25/2043	621	578	617
TIAA Seasoned Commercial Mtg	5.570 A	5.024	08/15/2039	2,307	2,321	2,440
UBS-BAMLL Trust	3.660	3.439	06/10/2022	578	589	618
Vendee Mortgage Trust	6.750	5.797	06/15/2026	670	703	791
Vendee Mortgage Trust	6.750	4.201	06/15/2028	556	629	676
Vericrest Opportunity Loan	4.210	4.250	03/25/2049	56	56	56
VNO Mortgage Trust	3.000	2.711	11/15/2022	544	557	561
Volt 12-RPLI LLC	4.950	5.000	03/25/2049	1,766	1,766	1,767
Wachovia Bank Comm Mtg Trust	5.210	2.725	01/15/2041	652	678	686
Wachovia Bank Comm Mtg Trust	5.740 A	8.067	05/15/2043	1,440	1,354	1,644
WAMU Mortgage Pass-Through Cer	5.500	5.566	08/25/2019	480	478	500
WAMU Mortgage Pass-Through Cer	2.320 A	2.955	08/25/2033	203	197	203
WAMU Mortgage Pass-Through Cer	2.460 A	2.610	08/25/2033	231	229	237
WAMU Mortgage Pass-Through Cer	2.430 A	2.670	09/25/2033	784	775	799
WAMU Mortgage Pass-Through Cer	2.550 A	2.844	09/25/2033	307	300	308
WAMU Mortgage Pass-Through Cer	5.250	7.957	10/25/2033	1,683	1,569	1,766
WAMU Mortgage Pass-Through Cer	16.470	15.857	11/25/2033	21	22	22
WAMU Mortgage Pass-Through Cer	0.610	2.666	03/25/2034	112	110	110
WAMU Mortgage Pass-Through Cer	2.570 A	4.047	06/25/2034	216	201	220
WAMU Mortgage Pass-Through Cer	2.570 A	2.646	06/25/2034	541	538	550
WAMU Mortgage Pass-Through Cer	5.500	6.196	06/25/2034	881	853	928

A - Adjustable rate security.

See accompanying notes to financial statements.

Core Fixed Income Pool

Schedule of Investments in Securities - Unaudited (continued) December 31, 2012

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
WAMU Mortgage Pass-Through Cer	5.000	3.468	07/25/2034	493	508	508
Washington Mutual MSC Mortgage	0.000	17.440	07/25/2033	161	104	128
Washington Mutual MSC Mortgage	5.500	45.091	05/25/2035	626	56	170
Wells Fargo Mortgage Backed	4.750	4.542	12/25/2018	588	588	605
Wells Fargo Mortgage Backed	5.000	3.504	01/25/2020	226	233	238
Wells Fargo Mortgage Backed	5.000	3.931	11/25/2020	169	171	173
Wells Fargo Mortgage Backed	4.440 A	4.574	11/25/2033	609	606	623
Wells Fargo Mortgage Backed	4.740 A	2.611	12/25/2033	175	175	178
Wells Fargo Mortgage Backed	4.970 A	4.734	02/25/2034	337	338	345
Wells Fargo Mortgage Backed	2.620 A	4.053	09/25/2034	1,277	1,196	1,290
Wells Fargo Mortgage Backed	2.820 A	3.909	10/25/2034	512	486	517
Wells Fargo Mortgage Backed	2.660 A	3.369	10/25/2034	447	435	457
Wells Fargo Mortgage Backed	2.660 A	4.943	10/25/2034	308	282	316
Wells Fargo Mortgage Backed	2.630 A	4.140	12/25/2034	632	595	650
Wells Fargo Mortgage Backed	3.050 A	6.778	12/25/2034	294	264	304
Wells Fargo Mortgage Backed	2.630 A	3.972	12/25/2034	421	399	433
Wells Fargo Mortgage Backed	3.050 A	3.817	12/25/2034	294	288	305
Wells Fargo Mortgage Backed	2.740 A	3.828	06/25/2035	164	157	168
Wells Fargo Mortgage Loan Trst	2.850 A	2.725	08/27/2037	400	400	400
Wells Fargo Re-REMIC Trust	1.750	1.918	04/20/2017	748	746	747
WF-RBS Commercial Mortgage Tst	4.380	4.266	05/15/2021	600	605	690
WF-RBS Commercial Mortgage Tst	3.440	3.324	01/15/2022	400	404	434
<i>Total Corporate CMO</i>					135,687	143,322
Total Corporate Issues - 38.0%					436,532	469,464
Short-term Issues						
Dreyfus Cash Management Institutional Fund - 0.8%				10,299,272	10,299	10,299
Total Investment Securities - 99.6%					\$ 1,137,686	\$ 1,229,450
Collateral for Securities Loaned						
BNY Mellon Securities Lending Overnight Fund					\$ 16,802	\$ 16,802
Mellon SL DBT II Liquidating Fund					109	107
Total Collateral for Securities Loaned					\$ 16,911	\$ 16,909

A - Adjustable rate security.

See accompanying notes to financial statements.

Core Fixed Income Pool

Statement of Operations - Unaudited
Period Ended December 31, 2012*
(Amounts in thousands)

	<u>Month</u>	<u>Year To Date</u>
Investment income		
Interest	\$ 4,133	\$ 26,279
Dividends	1	10
Net amortization	(733)	(3,533)
Securities lending income	9	53
	<hr/>	<hr/>
Total investment income	3,410	22,809
 Expenses		
Investment advisor fees	(148)	(928)
Trustee fees	-	(2)
Custodian bank fees	(6)	(34)
Management fees	(30)	(185)
Fiduciary bond fees	-	(1)
Professional service fees	(6)	(37)
Securities lending agent fees	(2)	(7)
Securities lending borrower rebates	-	(7)
	<hr/>	<hr/>
Total expenses	(192)	(1,201)
Investment income, net	3,218	21,608
 Realized and unrealized gain (loss) from investments		
Net realized gain from investments	120	1,934
Net increase (decrease) in the fair value of investments	(5,437)	4,338
	<hr/>	<hr/>
Net gain (loss) from investments	(5,317)	6,272
Net increase (decrease) in net assets from operations	<u>\$ (2,099)</u>	<u>\$ 27,880</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 December 31, 2012*
(Amounts in thousands, except unit data)

	Month	Year To Date
Operations		
Investment income, net	\$ 3,218	\$ 21,608
Net realized gain from investments	120	1,934
Net increase (decrease) in the fair value of investments	(5,437)	4,338
Net increase (decrease) in net assets from operations	(2,099)	27,880
Distributions to unitholders		
Investment income, net	(3,218)	(21,608)
Unit transactions		
Proceeds from sale of units	3,738	76,599
Reinvestment of distributions	4,000	21,536
	7,738	98,135
Amount paid for repurchase of units	(31,752)	(73,838)
Net increase (decrease) in net assets from unit transactions	(24,014)	24,297
Increase (decrease) in net assets	(29,331)	30,569
Net assets, beginning of period	1,263,106	1,203,206
Net assets, end of period	\$ 1,233,775	\$ 1,233,775
Unit data		
Units sold	326,138	6,689,973
Units issued from reinvestment of distributions	349,135	1,882,718
	675,273	8,572,691
Units repurchased	(2,771,080)	(6,460,207)
Net increase (decrease) in units	(2,095,807)	2,112,484

**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 U.S. 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

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. 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 BNY Institutional Cash Reserves Trust, specifically the BNY Mellon Securities Lending Overnight Fund, and the Mellon GSL Reinvestment Trust, specifically the Mellon SL DBT II Liquidating Fund. Cash collateral received is reported at fair value 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.

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. The Pool does not routinely distribute dividends of net realized 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.

Core Fixed Income Pool

Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Income Taxes - In accordance with FASB Accounting Standards Codification (ASC) 740 Income Taxes, the IMB has considered and assessed the impact of uncertain tax positions and determined that it has no such positions and therefore there is no impact on the Pool's financial statements. The IMB is a public corporation organized under laws of the State of West Virginia and exempt from U.S. federal and state taxation. Accordingly, no provision for income taxes is required as of December 31, 2012.

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 December 31, 2012:

<u>Assets</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Corporate issues	\$ -	\$ 469,464	\$ -	\$ 469,464
Municipal bonds	-	5,849	-	5,849
Regulated investment companies	-	10,299	-	10,299
Securities lending collateral funds	-	16,909	-	16,909
U.S. government agency issues	-	460,334	-	460,334
U.S. Treasury issues	-	283,504	-	283,504
Total	<u>\$ -</u>	<u>\$ 1,246,359</u>	<u>\$ -</u>	<u>\$ 1,246,359</u>

There were no transfers in or out of Levels 1 and 2 during the period ended December 31, 2012.

Core Fixed Income Pool

Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

NOTE 4. SECURITIES LENDING

The following table presents the amounts of various accounts related to securities lending at December 31, 2012.

Fair value of securities on loan	\$	137,446		
Initial collateral received:		<u>Cost</u>	<u>Fair Value</u>	<u>Unrealized Loss</u>
Cash	\$	<u>16,911</u>	\$ 16,909	\$ (2)
Non-cash			<u>123,337</u>	
Total			<u>\$ 140,246</u>	

NOTE 5. FINANCIAL HIGHLIGHTS

Per Unit Operating Performance:

Net asset value at June 30, 2012	\$	11.35
Income from investment operations:		
Net investment income		0.20
Net realized and unrealized gain on investment transactions		<u>0.06</u>
Total from investment operations		0.26
Less distributions from net investment income		<u>(0.20)</u>
Net asset value at December 31, 2012	\$	<u>11.41</u>

Time-weighted Total Return * 2.3%

Supplemental Data:

Net assets, end of period	\$	1,233,775
Ratio to average net assets:		
Expenses **		0.19%
Net investment income **		3.52%
Portfolio turnover rate		7.38%

* 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

Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

NOTE 6. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at December 31, 2012. 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>
Teachers' Retirement System	\$ 331,021
Public Employees' Retirement System	301,900
Workers' Compensation Old Fund	204,068
Revenue Shortfall Reserve Fund	81,260
Revenue Shortfall Reserve Fund - Part B	77,908
Coal Workers' Pneumoconiosis Fund	40,832
West Virginia Prepaid Tuition Trust Fund	40,480
West Virginia Retiree Health Benefit Trust	36,582
Public Employees Insurance Agency	33,906
State Police Death, Disability and Retirement Fund	31,743
Board of Risk and Insurance Management	21,249
Judges' Retirement System	8,708
Deputy Sheriff's Retirement System	8,223
State Police Retirement System	5,814
Wildlife Endowment Fund	2,886
Emergency Medical Services Retirement System	2,573
Workers' Compensation Self-Insured Guaranty Risk Pool	2,202
Workers' Compensation Uninsured Employers' Fund	1,313
West Virginia Department of Environmental Protection Trust	603
AccessWV	486
Municipal Police Officers' and Firefighters' Retirement System	18
Total	<u>\$ 1,233,775</u>

Financial Statements - Unaudited

December 31, 2012

TIPS Pool

Financial Statements - Unaudited December 31, 2012

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TIPS Pool

Statement of Assets and Liabilities - Unaudited December 31, 2012

(Amounts in thousands, except unit data)

Assets

Investment securities at fair value	\$	726,709
Receivables:		
Accrued interest		3,646
Investments sold		28,758
Securities lending income		25
		<hr/>
Total assets		759,138

Liabilities

Accrued expenses		92
Payable for investments purchased		11,658
		<hr/>
Total liabilities		11,750
		<hr/>
Net assets	\$	747,388

Analysis of net assets

Paid-in capital	\$	646,169
Accumulated undistributed net investment income		4,545
Accumulated undistributed net realized gain from investments		38,716
Unrealized net appreciation of investments		57,958
		<hr/>
Net assets	\$	747,388

Unit data

Units outstanding		65,761,359
Net asset value, unit price	\$	11.37

See accompanying notes to financial statements.

TIPS Pool

Schedule of Investments in Securities - Unaudited November 30, 2012

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value Shares	Amortized Cost	Fair Value
U.S. Treasury Issues						
United States Treasury	2.000 %	(0.476) %	01/15/2014	17,481	\$ 22,448	\$ 22,590
United States Treasury	1.250	(0.474)	04/15/2014	12,950	14,470	14,604
United States Treasury	2.000	(0.448)	07/15/2014	16,121	20,531	20,885
United States Treasury	1.630	(0.330)	01/15/2015	16,120	20,309	20,756
United States Treasury	0.500	(0.426)	04/15/2015	18,014	19,638	20,070
United States Treasury	1.880	(0.487)	07/15/2015	14,422	18,185	18,714
United States Treasury	2.000	(0.111)	01/15/2016	14,423	17,889	18,652
United States Treasury	0.130	(0.780)	04/15/2016	32,237	34,803	35,590
United States Treasury	2.500	(0.078)	07/15/2016	14,361	17,950	18,928
United States Treasury	2.380	0.083	01/15/2017	12,436	15,580	16,590
United States Treasury	0.130	(1.533)	04/15/2017	37,328	40,606	40,727
United States Treasury	2.630	(0.165)	07/15/2017	10,957	13,778	14,666
United States Treasury	1.630	0.211	01/15/2018	11,695	13,825	14,984
United States Treasury	1.380	0.240	07/15/2018	11,874	13,529	14,838
United States Treasury	2.130	0.350	01/15/2019	10,998	13,102	14,403
United States Treasury	1.880	0.264	07/15/2019	12,428	14,861	16,400
United States Treasury	1.380	0.478	01/15/2020	15,265	17,336	19,369
United States Treasury	1.250	0.433	07/15/2020	23,657	26,594	29,803
United States Treasury	1.130	0.792	01/15/2021	27,145	29,435	33,761
United States Treasury	0.630	0.118	07/15/2021	29,685	31,774	34,677
United States Treasury	0.130	(0.336)	01/15/2022	32,904	35,049	36,536
United States Treasury	0.130	(0.790)	07/15/2022	34,763	38,145	37,980
United States Treasury	2.380	1.042	01/15/2025	18,205	25,682	30,172
United States Treasury	2.000	1.101	01/15/2026	13,941	18,002	21,331
United States Treasury	2.380	0.985	01/15/2027	11,397	15,417	18,029
United States Treasury	1.750	1.189	01/15/2028	11,875	14,108	16,975
United States Treasury	3.630	1.162	04/15/2028	9,663	18,541	21,916
United States Treasury	2.500	1.047	01/15/2029	11,765	15,355	18,080
United States Treasury	3.880	1.320	04/15/2029	11,640	22,476	27,129
United States Treasury	3.380	1.332	04/15/2032	3,909	6,850	8,399
United States Treasury	2.130	1.356	02/15/2040	7,287	9,119	11,434
United States Treasury	2.130	1.434	02/15/2041	10,854	13,234	16,942
United States Treasury	0.750	0.520	02/15/2042	17,977	19,529	20,178
Total U.S. Treasury Issues - 97.1%					668,150	726,108
Short-term Issues						
Dreyfus Cash Management Institutional Fund - 0.1%				600,527	601	601
Total Investment Securities - 97.2%					\$ 668,751	\$ 726,709

See accompanying notes to financial statements.

TIPS Pool

Statement of Operations - Unaudited
Period Ended December 31, 2012*
(Amounts in thousands)

	Month	Year To Date
Investment income		
Interest	\$ 750	\$ 4,806
Net amortization	(880)	(183)
Securities lending income	30	180
Total investment income	(100)	4,803
 Expenses		
Investment advisor fees	(12)	(84)
Trustee fees	-	(1)
Custodian bank fees	(2)	(10)
Management fees	(19)	(113)
Fiduciary bond fees	-	(1)
Professional service fees	(4)	(22)
Securities lending agent fees	(5)	(27)
Total expenses	(42)	(258)
Investment income (loss), net	(142)	4,545
 Realized and unrealized gain (loss) from investments		
Net realized gain from investments	2,794	10,791
Net increase (decrease) in the fair value of investments	(7,518)	5,515
Net gain (loss) from investments	(4,724)	16,306
Net increase (decrease) in net assets from operations	\$ (4,866)	\$ 20,851

**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.*

TIPS Pool

Statement of Changes in Net Assets - Unaudited
Period Ended December 31, 2012*
(Amounts in thousands, except unit data)

	Month	Year To Date
Operations		
Investment income (loss), net	\$ (142)	\$ 4,545
Net realized gain from investments	2,794	10,791
Net increase (decrease) in the fair value of investments	(7,518)	5,515
Net increase (decrease) in net assets from operations	(4,866)	20,851
Unit transactions		
Proceeds from sale of units	249	28,030
Reinvestment of distributions	-	2,211
	249	30,241
Amount paid for repurchase of units	(24,035)	(45,079)
Net decrease in net assets from unit transactions	(23,786)	(14,838)
Increase (decrease) in net assets	(28,652)	6,013
Net assets, beginning of period	776,040	741,375
Net assets, end of period	\$ 747,388	\$ 747,388
Unit data		
Units sold	21,767	2,478,674
Units issued from reinvestment of distributions	-	200,063
	21,767	2,678,737
Units repurchased	(2,101,072)	(3,997,241)
Net decrease in units	(2,079,305)	(1,318,504)

**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.*

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 accompanying financial statements reflect only the investments and investment related operations of the IMB's TIPS 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 five-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 TIPS are carried at fair value, which is determined by a third party pricing service based quoted market prices, generally using the midpoint of the bid and offer price, and applying the relevant inflation factor. 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.

TIPS Pool

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 BNY Institutional Cash Reserves Trust, specifically the BNY Mellon Securities Lending Overnight Fund, and the Mellon GSL Reinvestment Trust, specifically the Mellon SL DBT II Liquidating Fund. Cash collateral received is reported at fair value 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 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.

Distributions to Participants - The Pool does not routinely distribute dividends of net investment income or net realized 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 - In accordance with FASB Accounting Standards Codification (ASC) 740 Income Taxes, the IMB has considered and assessed the impact of uncertain tax positions and determined that it has no such positions and therefore there is no impact on the Pool's financial statements. The IMB is a public corporation organized under laws of the State of West Virginia and exempt from U.S. federal and state taxation. Accordingly, no provision for income taxes is required as of December 31, 2012.

TIPS Pool

Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

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 December 31, 2012:

Assets	Level 1	Level 2	Level 3	Total
Regulated investment companies	\$ -	\$ 601	\$ -	\$ 601
U.S. Treasury issues	-	726,108	-	726,108
Total	<u>\$ -</u>	<u>\$ 726,709</u>	<u>\$ -</u>	<u>\$ 726,709</u>

There were no transfers in or out of Levels 1 and 2 during the period ended December 31, 2012.

NOTE 4. SECURITIES LENDING

The following table presents the amounts of various accounts related to securities lending at December 31, 2012.

Fair value of securities on loan	\$	469,324	
Initial collateral received:			
Cash	<u>\$</u>	<u>-</u>	<u>\$</u>
Non-cash		479,105	
Total		<u>\$ 479,105</u>	

TIPS Pool

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, 2012	\$	11.05
Income from investment operations:		
Net investment income		0.07
Net realized and unrealized gain on investment transactions		0.25
Total from investment operations		0.32
Net asset value at December 31, 2012	\$	11.37

Time-weighted Total Return * 2.8%

Supplemental Data:

Net assets, end of period	\$	747,388
Ratio to average net assets:		
Expenses **		0.06%
Net investment income **		1.21%
Portfolio turnover rate		21.28%

* 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 December 31, 2012.

<u>Participant</u>	<u>Account Value</u>
Revenue Shortfall Reserve Fund	\$ 232,299
Teachers' Retirement System	131,857
Public Employees' Retirement System	113,796
Workers' Compensation Old Fund	97,977
Revenue Shortfall Reserve Fund - Part B	51,685
West Virginia Retiree Health Benefit Trust	29,132
Coal Workers' Pneumoconiosis Fund	26,320
Public Employees Insurance Agency	23,736
Board of Risk and Insurance Management	13,642
State Police Death, Disability and Retirement Fund	12,243
Judges' Retirement System	3,287
Deputy Sheriff's Retirement System	3,089
State Police Retirement System	2,128
Workers' Compensation Self-Insured Guaranty Risk Pool	1,409
Access WV	1,136
Wildlife Endowment Fund	1,057
Workers' Compensation Uninsured Employers' Fund	949
Emergency Medical Services Retirement System	949
West Virginia Department of Environmental Protection Trust	691
Municipal Police Officers' and Firefighters' Retirement System	6
Total	\$ 747,388

Financial Statements - Unaudited

December 31, 2012

TRS Annuity Pool

Financial Statements - Unaudited December 31, 2012

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TRS Annuity Pool

Statement of Assets and Liabilities - Unaudited

December 31, 2012

(Amounts in thousands, except unit data)

Assets

Investment securities at amortized cost	\$	54,281
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Liabilities

Accrued expenses		<u>66</u>
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Net assets	\$	<u>54,215</u>
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Analysis of net assets

Paid-in capital	\$	28,567
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Accumulated undistributed net investment income		<u>25,648</u>
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Net assets	\$	<u>54,215</u>
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Unit data

Units outstanding		4,558,097
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Net asset value, unit price	\$	<u>11.89</u>
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See accompanying notes to financial statements.

TRS Annuity Pool

Schedule of Investments in Securities - Unaudited December 31, 2012

(Amounts in thousands, except share data)

<u>Security Name</u>	<u>Shares</u>	<u>Amortized Cost</u>	<u>Fair Value</u>
<u>Annuity Contract</u>			
Variable Annuity Life Insurance Company - 100.1%	54,280,872	\$ 54,281	\$ 54,281

See accompanying notes to financial statements.

TRS Annuity Pool

Statement of Operations - Unaudited
Period Ended December 31, 2012*
(Amounts in thousands)

	<u>Month</u>	<u>Year To Date</u>
Investment income		
Interest	\$ 202	\$ 1,188
Expenses		
Management fees	(1)	(8)
Professional service fees	<u>(30)</u>	<u>(118)</u>
Total expenses	<u>(31)</u>	<u>(126)</u>
Investment income, net	<u>171</u>	<u>1,062</u>
Net increase in net assets from operations	<u><u>\$ 171</u></u>	<u><u>\$ 1,062</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

Statement of Changes in Net Assets - Unaudited
Period Ended December 31, 2012*
(Amounts in thousands, except unit data)

	<u>Month</u>	<u>Year To Date</u>
Operations		
Investment income, net	\$ 171	\$ 1,062
Unit transactions		
Proceeds from sale of units	<u>6</u>	<u>130</u>
Increase in assets from unit transactions	<u>6</u>	<u>130</u>
Increase in net assets	177	1,192
Net assets, beginning of period	<u>54,038</u>	<u>53,023</u>
Net assets, end of period	<u><u>\$ 54,215</u></u>	<u><u>\$ 54,215</u></u>
Unit data		
Units sold	<u>514</u>	<u>11,066</u>
Increase in units	<u><u>514</u></u>	<u><u>11,066</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

Statement of Cash Flows - Unaudited
Period Ended December 31, 2012*
(Amounts in thousands)

	Month	Year To Date
Cash flows from operating activities		
Net increase in net assets from operations	\$ 171	\$ 1,062
Adjustments to reconcile net increase in net assets from operations to net cash used in operating activities:		
Purchase of investment securities	(202)	(1,188)
Increase (decrease) in accrued expenses	25	(4)
Net cash used in operating activities	(6)	(130)
Cash flows from financing activities		
Proceeds from units sold	6	130
Cash provided by financing activities	6	130
Net change in cash	-	-
Cash		
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, 2010, 2011, and 2012. Final payment will be received on May 4, 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., but is not in bankruptcy.

TRS Annuity Pool

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 December 31, 2012 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 of net investment income or net realized 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 - In accordance with FASB Accounting Standards Codification (ASC) 740 Income Taxes, the IMB has considered and assessed the impact of uncertain tax positions and determined that it has no such positions and therefore there is no impact on the Pool's financial statements. The IMB is a public corporation organized under laws of the State of West Virginia and exempt from U.S. federal and state taxation. Accordingly, no provision for income taxes is required as of December 31, 2012.

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

TRS Annuity 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 December 31, 2012:

Assets	Level 1	Level 2	Level 3	Total
Annuity Contracts	\$ -	\$ -	\$ 54,281	\$ 54,281

There were no transfers in or out of Levels 1 and 2 during the period ended December 31, 2012.

The reconciliation of the beginning and ending balances of Level 3 investments for the period ended December 31, 2012 was as follows:

	Annuity contract
Balance at June 30, 2012	\$ 53,093
Net realized gain/(loss)	-
Net change in unrealized appreciation/(depreciation)	-
Purchases	1,188
Sales	-
Net transfers in/(out) of Level 3	-
Balance at December 31, 2012	\$ 54,281

NOTE 4. FINANCIAL HIGHLIGHTS

Per Unit Operating Performance:

Net asset value at June 30, 2012	\$ 11.66
Net investment income from investment operations	0.23
Net asset value at December 31, 2012	\$ 11.89

Time-weighted Total Return * 2.0%

Supplemental Data:

Net assets, end of period	\$ 54,215
Ratio to average net assets:	
Expenses **	0.47%
Net investment income **	3.96%
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

December 31, 2012

Private Equity Pool

Financial Statements - Unaudited December 31, 2012

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Private Equity Pool

Statement of Assets and Liabilities - Unaudited

December 31, 2012

(Amounts in thousands, except unit data)

Assets

Investment securities at fair value	\$	1,069,460
Receivables:		
Partnership distributions		3,922
Dividends		4
		<hr/>
Total assets		1,073,386

Liabilities

Accrued expenses		<hr/> 196
Net assets	\$	<hr/> <hr/> 1,073,190

Analysis of net assets

Paid-in capital	\$	815,262
Accumulated undistributed net investment loss		(5,802)
Accumulated undistributed net realized gain from investments		35,250
Unrealized net appreciation of investments		<hr/> 228,480
Net assets	\$	<hr/> <hr/> 1,073,190

Unit data

Units outstanding		86,338,953
Net asset value, unit price	\$	<hr/> <hr/> 12.43

See accompanying notes to financial statements.

Private Equity Pool

Schedule of Investments in Securities - Unaudited December 31, 2012

(Amounts in thousands, except share data)

Security Name	Shares	Amortized Cost	Fair Value
<u>Partnerships</u>			
Advent International GPE VI - A, L.P.		\$ 34,723	\$ 45,211
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, L.P.		30,653	34,321
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.			
Clearlake Capital III, L.P.		2,065	2,065
Investment Objective - To make special situation investments in small and middle market companies, specifically distressed debt, rescue financing, growth capital, and turnaround investments.			
Redemption Provisions - Upon termination of the partnership.			
A detail of the underlying investments is not available.			
Court Square Capital Partners III, L.P.		7,092	7,092
Investment Objective - To make leveraged acquisitions of mature, upper middle market companies in the U.S., primarily in the business services, general industrial, healthcare, and telecom & technology sectors.			
Redemption Provisions - Upon termination of the partnership.			
A detail of the underlying investments is not available.			
Franklin Park Venture Fund Series 2008, L.P.		16,187	19,287
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.		13,568	16,695
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.		7,288	7,058
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.			

See accompanying notes to financial statements.

Private Equity Pool

Schedule of Investments in Securities - Unaudited (continued)

December 31, 2012

(Amounts in thousands, except share data)

Security Name	Shares	Amortized Cost	Fair Value
Franklin Park Venture Fund Series 2011, L.P. 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.		4,863	5,150
Franklin Park Venture Fund Series 2012, L.P. 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.		1,489	1,372
H.I.G. Bayside Debt & LBO Fund II, L.P. 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.		22,753	25,379
Hellman & Friedman Capital Partners VII, L.P. Investment Objective - To make investments, both domestically and internationally, in public and private companies seeking long-term capital appreciation. Redemption Provisions - Upon termination of the partnership. A detail of the underlying investments is not available.		10,610	9,790
Insight Equity II, L.P. 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.		19,898	17,058
Insight Equity Mezzanine I, L.P. 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.		4,066	4,309
JFL Equity Investors III, L.P. Investment Objective - To seek long-term capital appreciation by acquiring, holding, and disposing of securities involved in or connected with defense, aerospace, marine, or engineering industries. Redemption Provisions - Upon termination of the partnership. A detail of the underlying investments is not available.		17,694	15,650

See accompanying notes to financial statements.

Private Equity Pool

Schedule of Investments in Securities - Unaudited (continued)

December 31, 2012

(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.		20,633	22,962
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.		23,985	30,013
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.		20,061	18,049
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 American oil and gas companies. Redemption Provisions - Upon termination of the partnership. A detail of the underlying investments is not available.		39,994	46,323
NGP Natural Resources X, L.P. Investment Objective - To generate long-term capital gains through equity investments in companies engaged in the energy, water, and food and agriculture sectors, with an emphasis on privately negotiated equity investments in North American oil and gas companies. Redemption Provisions - Upon termination of the partnership. A detail of the underlying investments is not available.		11,394	11,129
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.		27,526	36,643

See accompanying notes to financial statements.

Private Equity Pool

Schedule of Investments in Securities - Unaudited (continued)

December 31, 2012

(Amounts in thousands, except share data)

Security Name	Shares	Amortized Cost	Fair Value
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.		31,633	37,801
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.		25,177	24,224
TA XI, L.P. Investment Objective - To achieve 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.		18,900	19,439
Thoma Bravo Fund X, L.P. Investment Objective - To seek long-term capital appreciation by acquiring, holding, and disposing of securities involved in or connected with enterprise and infrastructure software, financial and business services, and education. Redemption Provisions - Upon termination of the partnership. A detail of the underlying investments is not available.		14,868	15,373
TPG Credit Strategies Fund II, L.P. Investment Objective - To pursue an opportunistic distressed investment strategy, with a primary focus of acquiring assets such as non-performing loan portfolios, aviation assets, corporate debt, and other distressed assets. Redemption Provisions - Upon termination of the partnership. A detail of the underlying investments is not available.		13,611	13,449
Wellspring Capital Partners V, L.P. Investment Objective - To target under-managed or underperforming companies possessing strong core franchises and solid fundamentals in the consumer products, manufacturing, retail, distribution, and business and consumer service industries. Redemption Provisions - Upon termination of the partnership. A detail of the underlying investments is not available.		12,932	11,411

See accompanying notes to financial statements.

Private Equity Pool

Schedule of Investments in Securities - Unaudited (continued)

December 31, 2012

(Amounts in thousands, except share data)

Security Name	Shares	Amortized Cost	Fair Value
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.		31,028	37,118
Wicks Capital Partners Fund IV, L.P. Investment Objective - To invest in and build middle market businesses in selected segments of the information, education and media industries. Redemption Provisions - Upon termination of the partnership. A detail of the underlying investments is not available.		10,300	9,238
Total Partnerships - 50.7%		494,991	543,609
<u>Investments in Other Funds</u>			
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.	275,337	281,437	461,299
Total Investments in Other Funds - 43.0%		281,437	461,299
<u>Short-term Issues</u>			
Dreyfus Cash Management Institutional Fund - 6.0%	64,551,696	64,552	64,552
Total Investment Securities - 99.7%		<u>\$ 840,980</u>	<u>\$ 1,069,460</u>

See accompanying notes to financial statements.

Private Equity Pool

Statement of Operations - Unaudited
Period Ended December 31, 2012*
(Amounts in thousands)

	<u>Month</u>	<u>Year To Date</u>
Investment income		
Dividends	\$ 4	\$ 18
Fund closing income	<u>3</u>	<u>163</u>
Total investment income	7	181
Expenses		
Trustee fees	-	(1)
Custodian bank fees	(1)	(2)
Management fees	(26)	(149)
Fiduciary bond fees	-	(1)
Professional service fees	(72)	(429)
Fund closing costs	-	(293)
Management fees - external	<u>(17)</u>	<u>(42)</u>
Total expenses	<u>(116)</u>	<u>(917)</u>
Investment loss, net	(109)	(736)
Realized and unrealized gain (loss) from investments		
Net realized gain from investments	6,674	53,884
Net decrease in the fair value of investments	<u>(4,755)</u>	<u>(8)</u>
Net gain from investments	<u>1,919</u>	<u>53,876</u>
Net increase in net assets from operations	<u>\$ 1,810</u>	<u>\$ 53,140</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 December 31, 2012*
(Amounts in thousands, except unit data)

	Month	Year To Date
Operations		
Investment loss, net	\$ (109)	\$ (736)
Net realized gain from investments	6,674	53,884
Net decrease in the fair value of investments	(4,755)	(8)
Net increase in net assets from operations	1,810	53,140
Unit transactions		
Proceeds from sale of units	35,534	88,399
Amount paid for repurchase of units	-	(96,287)
Net increase (decrease) in net assets from unit transactions	35,534	(7,888)
Increase in net assets	37,344	45,252
Net assets, beginning of period	1,035,846	1,027,938
Net assets, end of period	\$ 1,073,190	\$ 1,073,190
Unit data		
Units sold	2,863,587	7,232,869
Units repurchased	-	(8,175,691)
Net increase (decrease) in units	2,863,587	(942,822)

**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 December 31, 2012*
(Amounts in thousands)

	Month	Year To Date
Cash flows from operating activities		
Net increase in net assets from operations	\$ 1,810	\$ 53,140
Adjustments to reconcile net increase in net assets from operations to net cash provided by (used in) operating activities:		
Purchase of investment securities	(29,782)	(115,323)
Proceeds from disposition of investment securities	14,473	159,367
Purchases and sales of short-term investment securities, net	(16,195)	(31,931)
Increase in receivable for partnership distributions	(3,922)	(3,486)
Increase in dividends receivable	(1)	-
Increase (decrease) in accrued expenses	2	(3)
Net realized gain from investments	(6,674)	(53,884)
Net decrease in the fair value of investments	4,755	8
Net cash provided by (used in) operating activities	(35,534)	7,888
Cash flows from financing activities		
Proceeds from units sold	35,534	88,399
Paid for repurchase of units	-	(96,287)
Net cash provided by (used in) financing activities	35,534	(7,888)
Net change in cash	-	-
Cash		
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 \$1,004,908 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

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 December 31, 2012. 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 investments in private equity funds are recognized when the private equity fund has realized its interest in a portfolio company and we have sufficient information as to the amount and date of the distribution. Gains and losses on the sale of other investments 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 of net investment income or net realized 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 - In accordance with FASB Accounting Standards Codification (ASC) 740 Income Taxes, the IMB has considered and assessed the impact of uncertain tax positions and determined that it has no such positions and therefore there is no impact on the Pool's financial statements. The IMB is a public corporation organized under laws of the State of West Virginia and exempt from U.S. federal and state taxation. Accordingly, no provision for income taxes is required as of December 31, 2012.

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.

Private Equity 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 December 31, 2012:

<u>Assets</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Investments in other funds	\$ -	\$ -	\$ 461,299	\$ 461,299
Partnerships	-	-	543,609	543,609
Regulated investment companies	-	64,552	-	64,552
Total	<u>\$ -</u>	<u>\$ 64,552</u>	<u>\$ 1,004,908</u>	<u>\$ 1,069,460</u>

There were no transfers in or out of Levels 1 and 2 during the period ended December 31, 2012.

The reconciliation of the beginning and ending balances of Level 3 investments for the period ended December 31, 2012 was as follows:

	<u>Investments in other funds</u>	<u>Partnerships</u>
Balance at June 30, 2012	\$ 549,825	\$ 445,251
Net realized gain	41,427	12,457
Net change in unrealized appreciation/(depreciation)	(9,953)	9,945
Purchases	-	115,323
Sales	(120,000)	(39,367)
Net transfers in/(out) of Level 3	-	-
Balance at December 31, 2012	<u>\$ 461,299</u>	<u>\$ 543,609</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 December 31, 2012 the IMB had made commitments to twenty-nine private equity general partnerships totaling \$1,087,000. The IMB had funded \$540,790 of these commitments at December 31, 2012, leaving unfunded commitments of \$546,210.

Private Equity Pool

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, 2012	\$ 11.78
Income from investment operations:	
Net investment loss	(0.01)
Net realized and unrealized gain on investment transactions	0.66
Total from investment operations	0.65
Net asset value at December 31, 2012	\$ 12.43

Time-weighted Total Return * 5.5%

Supplemental Data:

Net assets, end of period	\$1,073,190
Ratio to average net assets:	
Expenses **	0.18%
Net investment income **	-0.15%
Portfolio turnover rate	11.96%

* 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 December 31, 2012.

<u>Participant</u>	<u>Account Value</u>
Teachers' Retirement System	513,351
Public Employees' Retirement System	446,940
State Police Death, Disability and Retirement Fund	48,569
West Virginia Retiree Health Benefit Trust	23,182
Judges' Retirement System	12,961
Deputy Sheriff's Retirement System	12,070
State Police Retirement System	8,242
Wildlife Endowment Fund	4,163
Emergency Medical Services Retirement System	3,683
Municipal Police Officers' and Firefighters' Retirement System	29
Total	\$ 1,073,190

Financial Statements - Unaudited

December 31, 2012

Real Estate Pool

Financial Statements - Unaudited December 31, 2012

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Real Estate Pool

Statement of Assets and Liabilities - Unaudited December 31, 2012

(Amounts in thousands, except unit data)

Assets

Investment securities at fair value	\$	786,403
Collateral for securities loaned at fair value (Note 4)		2,559
Cash		3
Receivables:		
Investments sold		257
Foreign tax withholding		21
Interest		1,224
Dividends		632
Securities lending income		<u>1</u>
Total assets		791,100

Liabilities

Accrued expenses		710
Payable for investments purchased		88
Payable upon return of securities loaned (Note 4)		<u>2,559</u>
Total liabilities		<u>3,357</u>
Net assets	\$	<u><u>787,743</u></u>

Analysis of net assets

Paid-in capital	\$	681,409
Accumulated undistributed net investment income		22,876
Accumulated undistributed net realized gain from investments		30,873
Accumulated undistributed net realized gain from foreign currency transactions		268
Unrealized net appreciation of investments		52,029
Unrealized net appreciation on translation of assets and liabilities in foreign currencies		<u>288</u>
Net assets	\$	<u><u>787,743</u></u>

Unit data

Units outstanding		79,127,309
Net asset value, unit price	\$	<u><u>9.96</u></u>

See accompanying notes to financial statements.

Real Estate Pool

Schedule of Investments in Securities - Unaudited December 31, 2012

(Amounts in thousands, except share data)

Security Name	Shares	Amortized Cost	Fair Value
Investments in Other Funds			
ABR Chesapeake Investors IV, L.P. Investment Objective - To generate a 14% net return to investors through the acquisition of moderately leveraged real estate assets generally valued between \$10 million and \$30 million in the value-add sector. Redemption Provisions - Upon termination of partnership. A detail of the underlying investments is not available.		\$ 13,596	\$ 13,523
AG Core Plus Realty Fund III, L.P. Investment Objective - To invest in core plus equity real estate investments primarily located in the U.S. that provide opportunities to enhance and stabilize returns, and to generate a gross return ranging from 13-15%. Redemption Provisions - Upon termination of partnership. A detail of the underlying investments is not available.		20,970	21,471
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.		12,088	14,734
BPG Investment Partnership IX, L.P. Investment Objective - To invest in a broad range of real estate assets in the U.S. in which value can be enhanced through intense operations and asset management, and to generate an internal rate of return in excess of 12%, net of fees, costs, and carried interest. Redemption Provisions - Upon termination of partnership. A detail of the underlying investments is not available.		9,518	9,189
Bristol Value II, L.P. Investment Objective - To invest in properties and other real estate-related investments with high return value-added potential and achieve a leveraged internal rate of return of 14-18%. Redemption Provisions - Upon termination of partnership. A detail of the underlying investments is not available.		3,390	3,391
CIM VI-1, LLC Investment Objective - To invest in substantially stabilized core real estate and real estate related assets located in urban areas that are experiencing positive transition due to urbanization trends. Redemption Provisions - Upon termination of partnership. A detail of the underlying investments is not available.		4,822	4,754
DRA Growth & Income Fund VII, LLC Investment Objective - To capitalize on inefficiencies in real estate markets and to make real estate investments that provide value-add opportunities expected to provide investors a 12-15% rate of return on their investments. Redemption Provisions - Upon termination of partnership. A detail of the underlying investments is not available.		14,291	14,412
Invesco Core Real Estate - U.S.A., L.P. Investment Objective - The Fund will invest in core properties located in the United States. Redemption Provisions - Quarterly with 90 days written notice. A detail of the underlying investments is not available.		30,000	40,799
Kennedy Wilson Real Estate Fund IV, L.P. Investment Objective - To seek targeted real estate investment in opportunistic and value-add strategies located primarily in the western United States. Redemption Provisions - Upon termination of partnership. A detail of the underlying investments is not available.		41,950	41,623
Lone Star Real Estate Fund II, L.P. Investment Objective - To invest in global real estate investments in distressed commercial real estate debt and equity. Redemption Provisions - Upon termination of partnership. A detail of the underlying investments is not available.		5,476	6,152

See accompanying notes to financial statements.

Real Estate Pool

Schedule of Investments in Securities - Unaudited (continued) December 31, 2012

(Amounts in thousands, except share data)

Security Name	Shares	Amortized Cost	Fair Value
Lone Star Fund VII, L.P. Investment Objective - To invest in global real estate investments in distressed loans and securities, with a focus on single family and residential assets. Redemption Provisions - Upon termination of partnership. A detail of the underlying investments is not available.		8,947	10,881
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.		25,030	27,268
Oaktree Real Estate Opportunities Fund V, L.P. Investment Objective - To target distressed real estate debt and equity investments that provide an opportunity for substantial long-term capital appreciation and current income. Redemption Provisions - Upon termination of partnership. A detail of the underlying investments is not available.		25,000	26,416
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 value 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	13,328
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 by making debt and debt-like investments in real estate assets. Redemption Provisions - Upon termination of partnership. A detail of the underlying investments is not available.		28,690	25,529
RREEF America REIT II, Inc. Investment Objective - To invest in a portfolio of income producing core real estate properties diversified by property type and geographically in the United States. Redemption Provisions - Quarterly with 45 days written notice. A detail of the underlying investments is not available.		30,000	38,055
UBS Trumbull Property Fund Investment Objective - To invest in a portfolio of core equity investments in income producing real property diversified by property type and geographically in the United States. Redemption Provisions - Quarterly with 60 days written notice. A detail of the underlying investments is not available.		50,000	59,270
UBS Trumbull Property Income Fund Investment Objective - To provide investors with a positive total return in excess of the rate of inflation in all market conditions on a rolling three to five year period. Redemption Provisions - Quarterly with 60 days written notice. A detail of the underlying investments is not available.		23,000	23,000
Total Investments in Other Funds - 50.0%		361,768	393,795
<u>Equity Securities</u>			
<i>Australia</i>			
Centro Retail Australia	123,100	249	290
CFS Retail Property Trust	91,957	169	183
Dexus Property Group	379,200	316	400
Goodman Group	72,705	238	327
GPT Group	137,580	410	526
Investa Office Fund	52,100	118	161
Mirvac Group	168,100	242	259
Stockland	115,000	429	421
Westfield Group	91,100	910	999

See accompanying notes to financial statements.

Real Estate Pool

Schedule of Investments in Securities - Unaudited (continued) December 31, 2012

(Amounts in thousands, except share data)

Security Name	Shares	Amortized Cost	Fair Value
Westfield Retail Trust	180,290	432	565
<i>Total Australia - 0.5%</i>		3,513	4,131
<i>Bermuda</i>			
Hongkong Land Holdings	160,484	981	1,122
Kerry Properties Ltd	182,800	930	949
Shangri-La Asia Ltd	240,416	544	479
<i>Total Bermuda - 0.3%</i>		2,455	2,550
<i>Brazil</i>			
Sonae Sierra Brasil - 0.0%	3,800	46	60
<i>Canada</i>			
Boardwalk	8,000	377	518
Calloway	5,800	132	169
Canadian	1,500	50	65
Primaris Retail	3,700	75	100
RioCan	49,422	1,206	1,368
<i>Total Canada - 0.3%</i>		1,840	2,220
<i>Cayman Islands</i>			
China Resources Land Ltd	76,000	149	207
Country Garden Holdings Co	166,787	67	87
Lifestyle International Hldngs	310,000	704	760
<i>Total Cayman Islands - 0.1%</i>		920	1,054
<i>China</i>			
Guangzhou R&F Properties Corp - 0.0%	185,000	284	308
<i>France</i>			
Fonciere des Regions	1,982	152	165
ICADE	8,930	871	788
Klepierre	16,080	565	636
Mercialys	300	7	7
Societe Immobiliere de Locatio	860	106	95
Unibail-Rodamco	5,919	1,196	1,420
<i>Total France - 0.4%</i>		2,897	3,111
<i>Germany</i>			
Deutsche Wohnen AG-BR	4,300	72	79
GSW Immobilien AG	4,107	118	173
<i>Total Germany - 0.0%</i>		190	252
<i>Hong Kong</i>			
Cheung Kong Holdings Ltd	13,000	184	200
China Overseas Land & Invstmnt	278,300	587	829
Hang Lung Properties Ltd	221,500	949	880
Hysan Development Company	175,371	640	843
Link REIT	111,600	376	557
New World Development Co Ltd	156,100	239	242
Sino Land Company Ltd.	186,612	289	336
Sun Hung Kai Properties Ltd	59,771	902	896
Swire Properties Limitie	67,000	207	223
Wharf Hldgs Ltd	76,720	465	600
<i>Total Hong Kong - 0.7%</i>		4,838	5,606
<i>Japan</i>			
AEON Mall Company Ltd	26,000	593	636
Daiwa House Industry Co Ltd	42,000	458	718
Japan Real Estate Inv Corp	34	305	334
Japan Retail Fund Inv Corp	111	163	204
Kenedix Realty Investment Corp	22	79	77
Mitsubishi Estate Co Ltd	85,137	1,465	2,018
Mitsui Fudosan Co Ltd	88,600	1,596	2,142

See accompanying notes to financial statements.

Real Estate Pool

Schedule of Investments in Securities - Unaudited (continued) December 31, 2012

(Amounts in thousands, except share data)

Security Name	Shares	Amortized Cost	Fair Value
Nippon Accommodations Fund	12	78	83
Sumitomo Realty & Development	10,800	279	356
Tokyo Tatemono Company Ltd	38,000	132	193
United Urban Investment Corp	56	59	64
<i>Total Japan - 0.9%</i>		5,207	6,825
<i>Netherlands</i>			
Eurocommercial Properties NV - 0.0%	2,341	91	93
<i>Singapore</i>			
CapitaCommercial Trust	257,000	273	355
CapitaLand Ltd	336,804	933	1,020
CapitaMall Trust	173,000	261	302
City Developments Ltd	66,000	582	695
Global Logistic Properties	149,600	253	340
Keppel Land Ltd	26,200	69	86
Wing Tai Holdings Ltd	118,938	155	182
<i>Total Singapore - 0.4%</i>		2,526	2,980
<i>Spain</i>			
Melia International SA - 0.1%	60,000	506	457
<i>Sweden</i>			
Castellum AB	42,688	529	606
Hufvudstaden AB	7,942	85	100
<i>Total Sweden - 0.1%</i>		614	706
<i>Switzerland</i>			
PSP Swiss Property AG - 0.0%	2,319	214	219
<i>Thailand</i>			
Central Pattana Public Company - 0.1%	232,200	215	621
<i>United Kingdom</i>			
British Land Company PLC	24,416	191	223
Derwent London PLC	26,640	625	912
Great Portland Estates PLC	97,274	546	773
Hammerson PLC	111,799	745	887
Land Securities Group PLC	77,656	837	1,027
Safestore Holdings PLC	33,000	66	58
SEGRO	7,300	29	29
Shaftesbury PLC	28,833	188	263
<i>Total United Kingdom - 0.5%</i>		3,227	4,172
<i>United States</i>			
Alexandria Real Estate Equity	8,800	640	610
American Campus Communities	14,100	510	650
American Tower Corporation	4,100	280	317
Apartment Investment & Mgmt Co	116,650	2,978	3,157
Ashford Hospitality Trust - Preferred Stock	13,000	307	327
Avalonbay Communities Inc	34,700	4,559	4,705
BioMed Realty Trust Inc	136,750	2,582	2,643
Boston Properties Inc	49,400	4,854	5,227
BRE Properties Inc	6,100	264	310
Brookfield Properties Corp	19,400	323	330
CBL & Associates Properties - Preferred Stock	218,350	5,326	5,470
Colonial Properties Trust	94,700	1,994	2,024
Commonwealth REIT - Preferred Stock	75,000	1,852	1,892
DDR Corp	44,300	545	694
DDR Corp - Preferred Stock	100,000	2,495	2,503
Douglas Emmett Inc	81,450	1,856	1,898
Duke Realty Corp - Preferred Stock	480,000	12,528	12,137
Equity Lifestyle Properties - Preferred Stock	90,150	2,274	2,320
Equity Residential	152,050	8,720	8,617

See accompanying notes to financial statements.

Real Estate Pool

Schedule of Investments in Securities - Unaudited (continued)

December 31, 2012

(Amounts in thousands, except share data)

Security Name	Shares	Amortized Cost	Fair Value
Essex Property Trust Inc	7,900	944	1,159
Extra Space Storage Inc	40,800	1,213	1,485
Federal Realty Investment Trst	7,700	630	801
General Growth Properties Inc	111,384	1,868	2,211
Glimcher Realty Trust - Preferred Stock	192,428	4,618	4,843
HCP Inc	118,450	5,063	5,349
Health Care REIT Inc	95,450	5,326	5,850
Highwoods Properties Inc	4,400	141	147
Host Hotels & Resorts Inc	306,500	4,714	4,803
Hudson Pacific Properties - Preferred Stock	500,000	12,593	13,383
Kilroy Realty Corporation	18,800	855	891
Kimco Realty Corporation	109,950	2,125	2,124
Liberty Property Trust	10,800	349	387
Macerich Company	68,900	3,776	4,017
Mack-Cali Realty Corp	89,450	2,420	2,336
Parkway Properties Inc - Preferred Stock	63,000	1,581	1,576
Pebblebrook Hotel Trust	4,200	83	97
Plum Creek Timber Co Inc	7,400	321	328
Post Properties Inc	7,000	292	350
Prologis Inc	185,831	6,006	6,781
Public Storage	51,450	6,882	7,458
Regency Centers Corp	30,650	1,375	1,444
Simon Property Group	22,270	2,197	3,521
Simon Property Group Inc	64,800	9,483	10,244
SL Green Realty Corp	36,500	2,673	2,798
STAG Industrial Inc - Preferred Stock	45,750	1,150	1,233
Starwood Hotels & Resorts Inc	38,150	2,062	2,188
Tanger Factory Outlet Centers	7,600	199	260
Taubman Centers Inc	12,300	666	968
UDR Inc	152,150	3,747	3,618
Urstadt Biddle Properties Inc - Preferred Stock	75,400	1,885	1,948
Ventas Inc	67,750	3,662	4,385
Vornado Realty Trust	41,600	3,309	3,331
Weingarten Realty Investors	54,650	1,499	1,463
Total United States - 20.3%		150,594	159,608
Total Equity Securities - 24.7%		180,177	194,973
Short-term Issues			
Dreyfus Cash Management Institutional Fund - 8.8%	69,224,969	69,225	69,225

(Continued)

See accompanying notes to financial statements.

Real Estate Pool

Schedule of Investments in Securities - Unaudited (continued) December 31, 2012

(Amounts in thousands, except share data)

Security Name	Coupon	Yield	Maturity	Par Value, Shares or Contracts	Amortized Cost	Fair Value
Corporate Bonds						
Colonial Realty LP	6.250	%	3.959	%	06/15/2014	9,793 \$ 10,107 \$ 10,428
Colonial Realty LP	5.500		4.489		10/01/2015	6,759 6,934 7,350
Colonial Realty LP	6.050		4.118		09/01/2016	2,925 3,113 3,262
Commonwealth REIT	6.400		3.839		02/15/2015	2,325 2,445 2,496
Commonwealth REIT	5.750		4.109		11/01/2015	1,351 1,409 1,407
Commonwealth REIT	6.250		4.845		08/15/2016	4,000 4,184 4,388
Commonwealth REIT	6.250		5.024		06/15/2017	5,000 5,242 5,461
Corporate Office Property LP	4.250		4.469		04/15/2030	19,518 19,005 20,140
DDR Corp	9.630		4.919		03/15/2016	2,772 3,154 3,403
Equity One, Inc	6.000		4.272		09/15/2016	400 423 450
First Industrial LP	6.420		2.969		06/01/2014	1,583 1,658 1,657
Health Care REIT Inc	3.630		3.886		03/15/2016	12,000 11,907 12,672
Health Care REIT Inc	6.200		4.217		06/01/2016	1,100 1,169 1,255
Hospitality Properties Trust	5.130		4.362		02/15/2015	1,440 1,462 1,515
Hospitality Properties Trust	6.300		3.971		06/15/2016	6,950 7,467 7,664
Kilroy Realty Corporation	5.000		3.817		11/03/2015	2,212 2,282 2,413
Prologis LP	5.630		4.078		11/15/2015	2,560 2,666 2,825
Prologis LP	5.750		4.069		04/01/2016	6,000 6,304 6,687
Prologis LP	2.630		2.671		05/15/2038	11,500 11,402 11,543
Reckson Operating Partnership	5.880		4.083		08/15/2014	6,586 6,769 6,995
Reckson Operating Partnership	6.000		4.548		03/31/2016	7,370 7,690 8,081
Rouse Company	5.380		5.375		11/26/2013	4,701 4,701 4,830
Senior Housing Prop Trust	4.300		4.627		01/15/2016	1,435 1,422 1,488
Total Corporate Bonds - 16.3%					122,915	128,410
Total Investment Securities - 99.8%					\$ 734,085	\$ 786,403
Collateral for Securities Loaned						
BNY Mellon Securities Lending Overnight Fund					\$ 2,543	\$ 2,543
Mellon SL DBT II Liquidating Fund					16	16
Total Collateral for Securities Loaned					\$ 2,559	\$ 2,559

See accompanying notes to financial statements.

Real Estate Pool

Statement of Operations - Unaudited
Period Ended December 31, 2012*
(Amounts in thousands)

	Month	Year To Date
Investment income		
Interest	\$ 506	\$ 3,178
Operating	493	2,772
Dividends, net of foreign withholding taxes	1,549	4,216
Fund closing interest	-	173
Net amortization	(97)	(587)
Securities lending income	1	5
Securities lending borrower premiums	-	16
	2,452	9,773
Expenses		
Investment advisor fees	(195)	(1,110)
Trustee fees	-	(1)
Custodian bank fees	(8)	(44)
Management fees	(19)	(106)
Fiduciary bond fees	-	(1)
Professional service fees	(37)	(238)
Management fees - external	-	(150)
Securities lending agent fees	-	(3)
Fund closing costs	-	(837)
	(259)	(2,490)
	2,193	7,283
Realized and unrealized gain (loss) from investments and foreign currency		
Net realized gain (loss) from:		
Investments	1,339	5,774
Foreign currency transactions	(1)	5
Net increase (decrease) in the fair value of:		
Investments	3,071	11,722
Translation of assets and liabilities in foreign currencies	(149)	76
	4,260	17,577
	6,453	24,860

**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.*

Real Estate Pool

Statement of Changes in Net Assets - Unaudited
Period Ended December 31, 2012*
(Amounts in thousands, except unit data)

	Month	Year To Date
Operations		
Investment income, net	\$ 2,193	\$ 7,283
Net realized gain from investments	1,339	5,774
Net realized gain (loss) from foreign currency transactions	(1)	5
Net increase in the fair value of investments	3,071	11,722
Net increase (decrease) in the translation of assets and liabilities in foreign currencies	(149)	76
Net increase in net assets from operations	6,453	24,860
Unit transactions		
Proceeds from sale of units	33,121	123,049
Amount paid for repurchase of units	(250)	(359)
Net increase in net assets from unit transactions	32,871	122,690
Increase in net assets	39,324	147,550
Net assets, beginning of period	748,419	640,193
Net assets, end of period	\$ 787,743	\$ 787,743
Unit data		
Units sold	3,354,440	12,614,898
Units repurchased	(25,348)	(36,587)
Net increase in units	3,329,092	12,578,311

**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.*

Real Estate Pool

Statement of Cash Flows - Unaudited
Period Ended December 31, 2012*
(Amounts in thousands)

	Month	Year To Date
Cash flows from operating activities		
Net increase in net assets from operations	\$ 6,453	\$ 24,860
Adjustments to reconcile net increase in net assets from operations to net cash used in operating activities:		
Purchase of investment securities	(27,452)	(186,453)
Proceeds from disposition of investment securities	20,441	104,544
Purchases and sales of short-term investment securities, net	(27,185)	(50,548)
Decrease in receivable for investments sold	119	3,676
Increase in foreign tax withholding receivable	(10)	(5)
Decrease (increase) in interest receivable	305	(66)
Decrease (increase) in dividends receivable	(494)	548
Decrease in securities lending receivable	-	5
Increase in accrued expenses	201	208
Decrease in payable for investments purchased	(1,082)	(2,449)
Net amortization	97	587
Net realized gain from investments	(1,339)	(5,774)
Net realized loss (gain) from foreign currency transactions	1	(5)
Net increase in the fair value of investments	(3,071)	(11,722)
Net decrease (increase) in the translation of assets and liabilities in foreign currencies	149	(76)
Net cash used in operating activities	(32,867)	(122,670)
Cash flows from financing activities		
Proceeds from units sold	33,121	123,049
Amount paid for repurchase of units	(250)	(359)
Cash provided by financing activities	32,871	122,690
Net change in cash	4	20
Cash		
Beginning balance	(1)	(17)
Ending balance	\$ 3	\$ 3

**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.*

Real Estate 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 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 real estate funds, real estate limited partnerships and real estate investment trust (REIT) securities. Courtland Partners, Ltd. has been retained by the IMB to provide consulting services for the real estate funds and limited partnerships. The REIT securities are managed by European Investors, Inc., CBRE Clarion Securities, LLC., and Security Capital Research & Management Inc.

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 \$393,795 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

Real Estate Pool

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 December 31, 2012. 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. 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.

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 BNY Institutional Cash Reserves Trust, specifically the BNY Mellon Securities Lending Overnight Fund, and the Mellon GSL Reinvestment Trust, specifically the Mellon SL DBT II Liquidating Fund. Cash collateral received is reported at fair value 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.

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

Real Estate Pool

Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

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 investments in real estate funds are recognized when the real estate fund has realized its interest in a portfolio holding and we have sufficient information as to the amount and date of the distribution. Gains and losses on the sale of other investments 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.

Operating Income - Operating income from real estate partnerships is recognized when distributed to the partners.

Distributions to Participants - The Pool does not routinely distribute dividends of net investment income or net realized 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 - In accordance with FASB Accounting Standards Codification (ASC) 740 Income Taxes, the IMB has considered and assessed the impact of uncertain tax positions and determined that it has no such positions and therefore there is no impact on the Pool's financial statements. The IMB is a public corporation organized under laws of the State of West Virginia and exempt from U.S. federal and state taxation. Accordingly, no provision for income taxes is required as of December 31, 2012.

In certain foreign countries the Pool's dividend income and capital gains may be taxable. Such taxes are generally withheld from the payments of these types of income and as a result there is no provision recorded for these taxes. In certain cases there may be a full or partial reclaim available for the withheld taxes. The outstanding reclaims are reported on the Statement of Assets and Liabilities. Dividend income is reported net of withheld taxes on the Statement of Operations.

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:

Real Estate 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 December 31, 2012:

Assets	Level 1	Level 2	Level 3	Total
Corporate bonds	\$ -	\$ 128,410	\$ -	\$ 128,410
Equity securities	194,973	-	-	194,973
Regulated investment companies	-	69,225	-	69,225
Investments in other funds	-	-	393,795	393,795
Securities lending collateral funds	-	2,559	-	2,559
Total	<u>\$ 194,973</u>	<u>\$ 200,194</u>	<u>\$ 393,795</u>	<u>\$ 788,962</u>

There were no transfers in or out of Levels 1 and 2 during the period ended December 31, 2012.

The reconciliation of the beginning and ending balances of Level 3 investments for the period ended December 31, 2012 was as follows:

	<u>Investments in other funds</u>
Balance at June 30, 2012	\$ 313,063
Net realized gain/(loss)	1,816
Net change in unrealized appreciation/(depreciation)	5,892
Purchases	87,464
Sales	(14,440)
Net transfers in/(out) of Level 3	-
Balance at December 31, 2012	<u>\$ 393,795</u>

Real Estate Pool

Notes to Financial Statements - Unaudited

(Amounts in thousands, except share data)

NOTE 4. SECURITIES LENDING

The following table presents the amounts of various accounts related to securities lending at December 31, 2012.

Fair value of securities of loan	\$	2,475			
Initial collateral received:					
		<u>Cost</u>		<u>Fair Value</u>	<u>Unrealized loss</u>
Cash	\$	2,559	\$	2,559	\$ -
Non-cash				-	
Total			\$	2,559	

NOTE 5. COMMITMENTS

The IMB, with the assistance of its consultant, began implementing its plan to invest in real estate in February 2008. The IMB has committed \$765,000 to twenty-one real estate investment funds/partnerships. The IMB had funded \$367,735 of these commitments at December 31, 2012, leaving unfunded commitments of \$397,265.

NOTE 6. FOREIGN CURRENCY FORWARD CONTRACTS

At December 31, 2012, 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	British Pound	12/27/2012	01/02/2013	1	\$ 1	\$ 1	1	\$ -
Long	British Pound	12/28/2012	01/03/2013	1	2	2	2	-
Long	British Pound	12/31/2012	01/04/2013	1	1	1	1	-
Long	Japanese Yen	12/27/2012	01/07/2013	3,387	39	39	39	-
Long	Japanese Yen	12/28/2012	01/08/2013	2,563	30	30	30	-
Long	Swedish Krona	12/21/2012	01/02/2013	47	7	7	7	-
Long	Swedish Krona	12/28/2012	01/04/2013	10	2	2	2	-
Short	Australian Dollar	12/27/2012	01/02/2013		20	19	20	-
Short	Australian Dollar	12/28/2012	01/03/2013		25	24	25	-
Short	Hong Kong Dollar	12/27/2012	01/02/2013		48	376	48	-
Short	Hong Kong Dollar	12/28/2012	01/03/2013		45	350	45	-
Short	Hong Kong Dollar	12/31/2012	01/03/2013		9	68	9	-
Short	Singapore Dollar	12/27/2012	01/02/2013		7	8	7	-
Short	Singapore Dollar	12/28/2012	01/03/2013		7	8	7	-
Short	Singapore Dollar	12/31/2012	01/04/2013		6	7	6	-
Short	Swedish Krona	12/27/2012	01/03/2013		1	7	1	-
					<u>\$ 250</u>		<u>\$ 250</u>	<u>\$ -</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 to the Pool.

Real Estate 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, 2012	\$ 9.62
Income from investment operations:	
Net investment income	0.10
Net realized and unrealized gain on investment transactions	0.24
Total from investment operations	0.34
Net asset value at December 31, 2012	\$ 9.96

Time-weighted Total Return * 3.5%

Supplemental Data:

Net assets, end of period	\$ 787,743
Ratio to average net assets:	
Expenses **	0.71%
Net investment income **	2.08%
Portfolio turnover rate	15.82%

* 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 December 31, 2012.

<u>Participant</u>	<u>Account Value</u>
Teachers' Retirement System	371,955
Public Employees' Retirement System	320,598
State Police Death, Disability and Retirement Fund	34,357
West Virginia Retiree Health Benefit Trust	31,300
Judges' Retirement System	9,226
Deputy Sheriff's Retirement System	8,673
State Police Retirement System	5,978
Wildlife Endowment Fund	2,970
Emergency Medical Services Retirement System	2,666
Municipal Police Officers' and Firefighters' Retirement System	20
Total	\$ 787,743

Financial Statements - Unaudited

December 31, 2012

Hedge Fund Pool

Financial Statements - Unaudited December 31, 2012

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Hedge Fund Pool

Statement of Assets and Liabilities - Unaudited

December 31, 2012

(Amounts in thousands, except unit data)

Assets

Investment securities at fair value	\$	1,189,312
Advance on investment in other funds (Note 4)		38,000
Receivables:		
Investments sold		42,649
Accrued interest		20
Dividends		<u>1</u>
Total assets		1,269,982

Liabilities

Accrued expenses		<u>154</u>
Net assets	\$	<u><u>1,269,828</u></u>

Analysis of net assets

Paid-in capital	\$	1,100,946
Accumulated undistributed net investment loss		(3,885)
Accumulated undistributed net realized gain from investments		17,859
Unrealized net appreciation of investments		<u>154,908</u>
Net assets	\$	<u><u>1,269,828</u></u>

Unit data

Units outstanding		110,145,017
Net asset value, unit price	\$	<u><u>11.53</u></u>

See accompanying notes to financial statements.

Hedge Fund Pool

Schedule of Investments in Securities - Unaudited December 31, 2012

(Amounts in thousands, except share data)

Security Name	Shares	Amortized Cost	Fair Value
<u>Investments in Other Funds</u>			
AllBlue Limited		\$ 48,048	\$ 70,588
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.			
AQR Delta Offshore Fund II, Ltd.		59,975	60,595
Investment Objective - To produce high, risk-adjusted returns while targeting a low, long-term correlation to traditional markets.			
Redemption Provisions - Semi-monthly with 15 days prior written notice.			
A detail of the underlying investments is not available.			
Anchorage Capital Partners Offshore, Ltd.		40,000	43,936
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.			
Brevan Howard Fund Limited		38,256	54,378
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 Ltd.		38,624	56,157
Investment Objective - To achieve substantial capital appreciation in a wide range of asset classes using proprietary investment systems.			
Redemption Provisions - Monthly with 5 days prior written notice.			
A detail of the underlying investments is not available.			
Bridgewater Pure Alpha Major Markets, Ltd.		13,900	15,569
Investment Objective - To achieve substantial capital appreciation in a wide range of asset classes using proprietary investment systems.			
Redemption Provisions - Monthly with 5 days prior written notice.			
A detail of the underlying investments is not available.			
CQS Convertible & Quantitative Strategies		33,234	33,842
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.			

See accompanying notes to financial statements.

Hedge Fund Pool

Schedule of Investments in Securities - Unaudited (continued)

December 31, 2012

(Amounts in thousands, except share data)

Security Name	Shares	Amortized Cost	Fair Value
Davidson Kempner International, Ltd. Investment Objective - To achieve capital appreciation. Redemption Provisions - Quarterly with 60 days prior written notice subject to provisions on maximum withdrawals. A detail of the underlying investments is not available.		57,917	76,163
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	65,006
GoldenTree 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.		31,280	44,162
Graham Global Investment Fund II, Ltd. Investment Objective - To achieve long-term capital appreciation through professionally managed trading in derivative instruments of global fixed income, foreign exchange, commodities, and other stock indices. Redemption Provisions - Monthly with 3 days prior written notice. A detail of the underlying investments is not available.		30,000	23,931
Highbridge Capital Corporation 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 - Redemption has been requested and proceeds will be paid subject to provisions on maximum withdrawals and upon liquidation of investments. A detail of the underlying investments is not available.		3,542	3,750
Magnetar Capital Fund II, Ltd. 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.		65,963	71,457

See accompanying notes to financial statements.

Hedge Fund Pool

Schedule of Investments in Securities - Unaudited (continued)

December 31, 2012

(Amounts in thousands, except share data)

Security Name	Shares	Amortized Cost	Fair Value
MW Eureka Fund Investment Objective - To provide investors with above average absolute returns primarily through investing and trading in equities and equity related instruments. Redemption Provisions - Monthly with 30 days prior written notice. A detail of the underlying investments is not available.		55,000	63,125
O'Connor Global Multi-Strategy Alpha, Ltd. 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.		51,959	72,701
OZ Asia Overseas Fund, Ltd. 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	44,165
Perry Partners International, Inc. 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.		51,394	62,694
Pershing Square International, Ltd. Investment Objective - To invest in long and short investment opportunities that exhibit significant valuation discrepancies between current trading prices and intrinsic business value. Redemption Provisions - Hard lockup until September 2013, then quarterly with 65 days prior written notice subject to maximum withdrawal restrictions. A detail of the underlying investments is not available.		30,000	36,222
PFM Diversified Offshore Fund Investment Objective - To generate attractive risk-adjusted capital appreciation by employing a variety of strategies primarily focused in liquid equity markets. Redemption Provisions - Eighty-five percent lockup until January 2015, then every three years with 45 days prior written notice and subject to maximum withdrawal restrictions. A detail of the underlying investments is not available.		45,000	47,268

See accompanying notes to financial statements.

Hedge Fund Pool

Schedule of Investments in Securities - Unaudited (continued)

December 31, 2012

(Amounts in thousands, except share data)

Security Name	Shares	Amortized Cost	Fair Value
Pine River Fund, Ltd. Investment Objective - To generate superior risk-adjusted returns by investing and trading in global markets, primarily employing relative value strategies. Redemption Provisions - Quarterly with 45 days prior written notice, subject to provisions on maximum withdrawals. A detail of the underlying investments is not available.		60,000	66,954
Scopia PX International, Ltd. Investment Objective - To identify investment opportunities that will yield attractive rates of return, regardless of market direction. Redemption Provisions - Quarterly with 60 days prior written notice, subject to provisions on maximum withdrawals. A detail of the underlying investments is not available.		50,000	50,099
Shepherd Investments International, Ltd. Investment Objective - To achieve an attractive rate of return, relative to the level of risk assumed. Redemption Provisions - Redemption has been requested and proceeds will be paid subject to provisions on maximum withdrawals and upon liquidation of investments. A detail of the underlying investments is not available.		2,230	2,136
Taconic Opportunity Offshore Fund Ltd. 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.		51,041	58,616
Tenor Opportunity Fund, Ltd. Investment Objective - To generate attractive risk-adjusted returns by employing a variety of strategies primarily focused on convertible arbitrage. Redemption Provisions - Quarterly with 60 days prior written notice subject to to maximum withdrawal provisions. A detail of the underlying investments is not available.		30,000	31,711
VICIS Capital Fund (International) 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.		16,620	3,736
Winton Futures Fund, Ltd. Investment Objective - To deliver long-term capital appreciation through compound growth. Redemption Provisions - Monthly with 3 days prior written notice. A detail of the underlying investments is not available.		30,000	29,930
Total Investment in Other Funds - 93.7%		1,033,983	1,188,891

See accompanying notes to financial statements.

Hedge Fund Pool

Schedule of Investments in Securities - Unaudited (continued)

December 31, 2012

(Amounts in thousands, except share data)

<u>Security Name</u>	<u>Shares</u>	<u>Amortized Cost</u>	<u>Fair Value</u>
<u>Short-term Issues</u>			
Dreyfus Cash Management Institutional Fund - 0.0%	420,662	421	421
Total Investment Securities 93.7%		<u>\$ 1,034,404</u>	<u>\$ 1,189,312</u>

See accompanying notes to financial statements.

Hedge Fund Pool

Statement of Operations - Unaudited
Period Ended December 31, 2012*
(Amounts in thousands)

	<u>Month</u>	<u>Year To Date</u>
Investment income		
Interest	\$ -	\$ 5
Dividends	1	12
	<u>1</u>	<u>17</u>
Total investment income	1	17
Expenses		
Trustee fees	-	(2)
Custodian bank fees	-	(1)
Management fees	(31)	(187)
Fiduciary bond fees	-	(1)
Professional service fees	(52)	(264)
	<u>(52)</u>	<u>(264)</u>
Total expenses	<u>(83)</u>	<u>(455)</u>
Investment loss, net	(82)	(438)
Realized and unrealized gain from investments		
Net realized gain from investments	4,516	8,075
Net increase in the fair value of investments	15,256	56,265
	<u>19,772</u>	<u>64,340</u>
Net gain from investments	19,772	64,340
Net increase in net assets from operations	<u>\$ 19,690</u>	<u>\$ 63,902</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 December 31, 2012*
(Amounts in thousands, except unit data)

	Month	Year To Date
Operations		
Investment loss, net	\$ (82)	\$ (438)
Net realized gain from investments	4,516	8,075
Net increase in the fair value of investments	15,256	56,265
Net increase in net assets from operations	19,690	63,902
Unit transactions		
Proceeds from sale of units	32,014	66,366
Amount paid for repurchase of units	(39,183)	(93,113)
Net decrease in net assets from unit transactions	(7,169)	(26,747)
Increase in net assets	12,521	37,155
Net assets, beginning of period	1,257,307	1,232,673
Net assets, end of period	\$ 1,269,828	\$ 1,269,828
Unit data		
Units sold	2,820,636	5,878,116
Units repurchased	(3,452,359)	(8,272,453)
Net decrease in units	(631,723)	(2,394,337)

**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 December 31, 2012*
(Amounts in thousands)

	Month	Year To Date
Cash flows from operating activities		
Net increase in net assets from operations	\$ 19,690	\$ 63,902
Adjustments to reconcile net increase in net assets from operations net cash provided by operating activities:		
Purchase of investment securities	-	(190,000)
Proceeds from disposition of investment securities	32,332	98,434
Purchases and sales of short-term investment securities, net	44,942	57
Increase in accrued interest receivable	-	(5)
Decrease in dividends receivable	1	8
Decrease (increase) in receivable for investments sold	(32,029)	26,723
Decrease (increase) in advance on investment in other funds	(38,000)	92,000
Increase (decrease) in accrued expenses	5	(32)
Net realized gain from investments	(4,516)	(8,075)
Net increase in the fair value of investments	(15,256)	(56,265)
Net cash provided by operating activities	7,169	26,747
Cash flows from financing activities		
Proceeds from units sold	32,014	66,366
Amount paid for repurchase of units	(39,183)	(93,113)
Net cash used in financing activities	(7,169)	(26,747)
Net change in cash	-	-
Cash		
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 investment strategy.

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 \$1,188,891 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

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 December 31, 2012. 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 of net investment income or net realized 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 - In accordance with FASB Accounting Standards Codification (ASC) 740 Income Taxes, the IMB has considered and assessed the impact of uncertain tax positions and determined that it has no such positions and therefore there is no impact on the Pool's financial statements. The IMB is a public corporation organized under laws of the State of West Virginia and exempt from U.S. federal and state taxation. Accordingly, no provision for income taxes is required as of December 31, 2012.

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.

Hedge Fund 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 December 31, 2012:

<u>Assets</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Investments in other funds	\$ -	\$ -	\$ 1,188,891	\$ 1,188,891
Regulated investment companies	-	421	-	421
Total	<u>\$ -</u>	<u>\$ 421</u>	<u>\$ 1,188,891</u>	<u>\$ 1,189,312</u>

There were no transfers in or out of Levels 1 and 2 during the period ended December 31, 2012.

The reconciliation of the beginning and ending balances of Level 3 investments for the period ended December 31, 2012 was as follows:

	Investments in <u>other funds</u>
Balance at June 30, 2012	\$ 1,032,985
Net realized gain	8,075
Net change in unrealized appreciation	56,265
Purchase	190,000
Sales	(98,434)
Net transfers in/(out) of Level 3	-
Balance at December 31, 2012	<u>\$ 1,188,891</u>

NOTE 4. ADVANCE ON INVESTMENTS IN OTHER FUNDS

On December 20, 2012 the IMB funded \$28 million to CQS, L.L.C. As of December 31, 2012, this amount has been recorded as an advance on investments in other funds. The terms of CQS Diversified Fund (SPC) Ltd. require subscription amounts to be received at least two days in advance of the subscription day which occurred on January 1, 2013 for the IMB.

On December 20, 2012 the IMB funded \$10 million to Partner Fund Management, L.P. As of December 31, 2012, this amount has been recorded as an advance on investments in other funds. The terms of PFM Diversified Offshore Fund, A.I. Ltd. require subscription amounts to be received at least five days in advance of the subscription day which occurred on January 1, 2013 for the IMB.

Hedge Fund Pool

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, 2012	\$	10.95
Net realized and unrealized gain on investment transactions		<u>0.58</u>
Net asset value at December 31, 2012	\$	<u>11.53</u>

Time-weighted Total Return * 5.2%

Supplemental Data:

Net assets, end of period	\$	1,269,828
Ratio to average net assets:		
Expenses **		0.07%
Net investment income **		-0.07%
Portfolio turnover rate		8.48%

* - 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

NOTE 6. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at December 31, 2012.

<u>Participant</u>	<u>Account Value</u>
Teachers' Retirement System	537,707
Public Employees' Retirement System	463,080
Coal Workers' Pneumoconiosis Fund	53,563
West Virginia Retiree Health Benefit Trust	51,675
State Police Death, Disability and Retirement Fund	49,710
Public Employees Insurance Agency	38,600
Board of Risk and Insurance Management	27,810
Judges' Retirement System	13,368
Deputy Sheriff's Retirement System	12,592
State Police Retirement System	8,694
Wildlife Endowment Fund	4,309
Emergency Medical Services Retirement System	3,875
Workers' Compensation Self-Insured Guaranty Risk Pool	2,881
Workers' Compensation Uninsured Employers' Fund	1,935
Municipal Police Officers' and Firefighters' Retirement System	29
Total	<u>\$ 1,269,828</u>