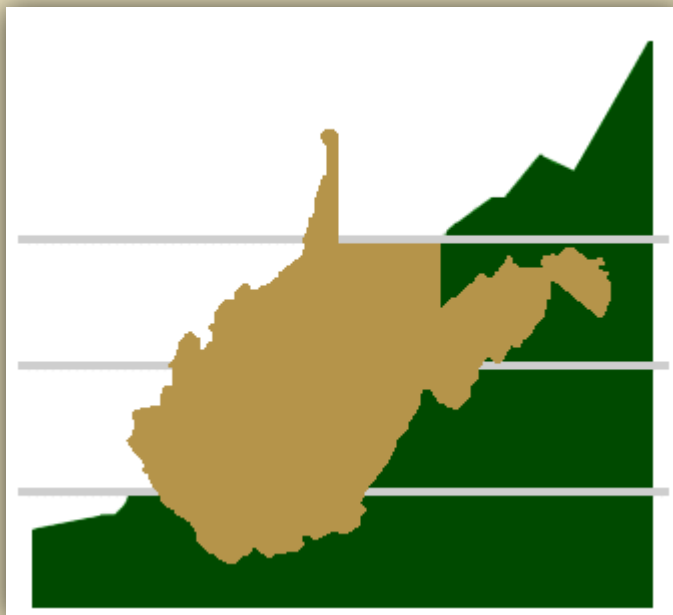


**West Virginia**

**Investment Management Board**



**Financial Statements**

**August 31, 2014**



# West Virginia Investment Management Board

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## **Financial Statements – Unaudited**

August 31, 2014

### **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**

**August 31, 2014**



# Large Cap Domestic Equity Pool

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## Financial Statements - Unaudited August 31, 2014

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# Large Cap Domestic Equity Pool

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## Statement of Assets and Liabilities - Unaudited

August 31, 2014

(Amounts in thousands, except unit data)

### Assets

Investments at fair value (cost \$2,285,047), including securities on loan of \$42,897 (Note 5)	\$	3,210,687
Cash pledged as collateral for futures contracts		693
Receivables:		
Dividends		6,128
Securities lending income		12
Foreign tax withholding		29
Unrealized appreciation on futures contracts (Note 6)		<u>288</u>
<b>Total assets</b>		<b>3,217,837</b>

### Liabilities

Accrued expenses		360
Payable upon return of securities loaned (Note 5)		<u>20,804</u>
<b>Total liabilities</b>		<b><u>21,164</u></b>
<b>Net assets</b>	<b>\$</b>	<b><u><u>3,196,673</u></u></b>

### Analysis of net assets

Paid-in capital	\$	1,253,930
Accumulated undistributed net investment income		458,552
Accumulated undistributed net realized gain from investments		558,263
Unrealized net appreciation of investments		<u>925,928</u>
<b>Net assets</b>	<b>\$</b>	<b><u><u>3,196,673</u></u></b>

### Unit data

Units outstanding		149,936,927
Net asset value, unit price	\$	<u><u>21.32</u></u>

See accompanying notes to financial statements.



# Large Cap Domestic Equity Pool

## Schedule of Investments - Unaudited

August 31, 2014

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
<b>Common Stock</b>			
<i>Basic Materials</i>			
Air Products and Chemicals Inc	22,200	\$ 1,881	\$ 2,957
Airgas Inc	7,300	486	806
Alcoa Inc	443,800	6,362	7,372
Allegheny Technologies Inc	47,800	1,784	2,016
Ball Corporation	57,100	2,994	3,660
Bemis Company Inc	8,600	218	350
CF Industries Holdings Inc	6,600	982	1,701
Dow Chemical Company	169,700	6,254	9,087
Eastman Chemical Company	13,400	399	1,105
Ecolab Inc	119,500	8,819	13,721
El DuPont de Nemours Co	104,000	4,258	6,875
FMC Corporation	51,500	3,250	3,406
Freeport-McMoRan Copper & Gold	91,800	3,070	3,339
International Paper Company	39,000	926	1,890
Intl Flavors & Fragrances Inc	18,100	1,302	1,839
LyondellBasell Industries NV	153,100	8,573	17,507
Martin Marietta Materials Inc	20,400	2,625	2,672
MeadWestvaco Corp	15,600	307	671
Monsanto Company	72,800	6,082	8,419
Newmont Mining Corp	43,200	2,071	1,170
Nucor Corporation	27,600	1,214	1,499
Owens-Illinois Inc	14,700	382	453
PPG Industries Inc	65,900	7,703	13,566
Praxair Inc	33,400	3,309	4,394
Sealed Air Corporation	17,300	372	625
Sherwin-Williams Co	18,600	2,348	4,057
Sigma-Aldrich Corporation	40,500	3,490	4,212
The Mosaic Company	29,600	1,587	1,414
Vulcan Materials Company	21,500	1,227	1,363
<i>Total Basic Materials - 3.8%</i>		84,275	122,146
<i>Capital Goods</i>			
3M Co	91,500	9,183	13,176
ADT Corp	17,700	430	652
Allegion PLC	73,866	3,016	3,799
Ametek Inc	21,300	983	1,128
Avery Dennison Corp	8,800	262	424
Boeing Company	161,800	16,867	20,516
C. H. Robinson Worldwide Inc	14,000	826	956
Caterpillar Inc	80,700	6,340	8,802
Cintas Corp	76,400	3,997	5,053
CSX Corp	105,500	2,019	3,261
Cummins Inc	15,400	965	2,235
Danaher Corp	52,900	2,415	4,053
Deere & Company	51,700	3,486	4,347
Dover Corp	59,200	3,739	5,202
Eaton Corp PLC	43,369	2,428	3,028
Emerson Electric Co	72,500	3,565	4,641
Expeditors Intl of Washington	18,000	654	743
Fastenal Company	23,700	598	1,073
FedEx Corp	42,000	4,389	6,211
Flowserve Corp	43,900	1,786	3,332
Fluor Corporation	14,200	737	1,049
General Dynamics Corp	64,400	5,863	7,937
General Electric Company	1,266,275	27,466	32,898
Honeywell International	97,400	5,594	9,275
Illinois Tool Works Inc	51,400	2,876	4,534
Ingersoll-Rand PLC	92,300	3,464	5,556
Iron Mountain Inc	15,055	350	542
Jacobs Engineering Group Inc	11,500	534	620
Joy Global Inc	17,400	1,330	1,099
Kansas City Southern	9,700	1,092	1,119
L-3 Communications Hldgs Inc	75,800	7,671	8,334

See accompanying notes to financial statements.

# Large Cap Domestic Equity Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
Lockheed Martin Corp	97,400	12,887	16,948
Masco Corporation	29,800	387	699
Norfolk Southern Corp	43,100	3,053	4,612
Northrop Grumman Corp	106,400	11,380	13,536
PACCAR Inc	31,400	1,270	1,972
Pall Corporation	16,200	880	1,367
Parker-Hannifin Corporation	12,900	753	1,490
Pentair PLC	69,909	4,458	4,759
Pitney Bowes Inc	155,500	4,001	4,208
Precision Castparts Corp	13,100	1,774	3,197
Quanta Services Inc	33,100	895	1,203
Raytheon Company	163,300	13,709	15,732
Republic Services Inc	32,400	959	1,274
Robert Half International Inc	12,400	336	623
Rockwell Automation Inc	20,700	1,705	2,414
Rockwell Collins Inc	17,400	991	1,339
Roper Industries Inc	50,100	5,281	7,543
Ryder System Inc	14,900	1,062	1,346
Snap-On Inc	26,300	1,932	3,286
Stanley Black & Decker Inc	14,077	747	1,288
Stericycle Inc	12,200	1,010	1,450
Textron Inc	40,300	1,088	1,531
Tyco International Ltd	67,600	1,968	3,016
Union Pacific Corp	181,800	9,840	19,138
United Parcel Service Inc	100,700	7,931	9,801
United Technologies Corp	85,400	6,568	9,221
W.W. Grainger Inc	5,600	794	1,379
Waste Management Inc	63,300	2,311	2,973
Xerox Corporation	393,695	4,005	5,437
Xylem Inc	27,700	890	1,032
<i>Total Capital Goods - 9.7%</i>		229,790	309,409
<i>Communication Services</i>			
AT&T Inc	566,429	17,335	19,802
CenturyLink Inc	64,443	2,197	2,642
Crown Castle Intl Corporation	64,900	3,968	5,160
Frontier Communications Corp	330,886	2,122	2,247
Verizon Communications	552,349	22,631	27,518
Windstream Corp	104,100	1,103	1,177
<i>Total Communication Services - 1.8%</i>		49,356	58,546
<i>Consumer Discretionary</i>			
Amazon.com Inc	33,800	6,003	11,460
AutoNation Inc	5,100	177	277
AutoZone Inc	12,800	5,876	6,897
Bed Bath & Beyond Inc	22,800	1,136	1,465
Best Buy Co Inc	34,800	1,355	1,110
Borg-Warner Inc	61,100	3,031	3,800
Cablevision Systems Corp	19,400	456	359
CarMax Inc	19,500	481	1,022
Carnival Corp	39,100	1,313	1,481
CBS Corp	191,958	6,721	11,381
Chipotle Mexican Grill Inc	6,900	3,118	4,683
Coach Inc	24,500	921	902
Comcast Corp	515,250	14,143	28,194
Darden Restaurants Inc	11,600	380	549
Delphi Automotive PLC	198,300	10,373	13,798
Delta Air Lines	317,900	9,060	12,582
DIRECTV	51,700	2,357	4,469
Discovery Communications Inc	68,700	1,757	2,978
Dollar General Corp	33,300	1,749	2,131
Dollar Tree Inc	36,900	1,816	1,979
DR Horton Inc	23,900	277	518
eBay Inc	102,500	3,156	5,689
Expedia Inc	9,750	341	838

See accompanying notes to financial statements.

# Large Cap Domestic Equity Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

*(Amounts in thousands, except share data)*

Description	Shares	Cost	Fair Value
Family Dollar Stores Inc	8,600	302	687
Ford Motor Company	373,600	4,121	6,504
Fossil Group Inc	4,500	605	456
GameStop Corp	10,400	304	439
Gannett Co Inc	20,200	296	682
Gap Inc	24,300	542	1,121
Garmin Ltd	94,100	4,870	5,112
General Motors Co	115,600	4,175	4,023
Genuine Parts Company	15,200	793	1,334
Goodyear Tire & Rubber Co	211,100	4,892	5,482
Graham Holdings Co	3,200	1,918	2,300
Harley-Davidson Inc	28,100	1,262	1,786
Harman Intl Industries Inc	54,500	5,383	6,272
Hasbro Inc	31,500	1,369	1,659
Home Depot Inc	266,900	12,849	24,955
Interpublic Group of Co Inc	141,100	2,064	2,756
Johnson Controls Inc	60,500	1,790	2,953
Kohl's Corporation	17,800	963	1,046
L Brands Inc	104,600	4,957	6,679
Leggett & Platt Inc	11,200	155	393
Lennar Corporation	14,800	279	580
Lowe's Companies Inc	178,500	4,656	9,373
Macys Retail Holdings Inc	33,200	713	2,068
Marriott International Inc	59,380	3,116	4,121
Mattel Inc	75,800	2,483	2,614
McDonald's Corporation	111,300	8,416	10,431
McGraw-Hill Financial Inc	192,900	11,902	15,650
Michael Kors Holdings Ltd	94,500	8,550	7,571
Mohawk Industries Inc	5,300	750	774
Neilsen Holdings NV	138,500	6,183	6,508
Netflix Inc	29,400	7,884	14,043
Newell Rubbermaid Inc	101,900	2,057	3,416
News Corporation	269,375	3,994	4,748
Nike Inc	70,000	3,166	5,499
Nordstrom Inc	12,600	471	873
Omnicom Group Inc	38,300	1,782	2,758
O'Reilly Automotive Inc	61,200	7,066	9,546
PetSmart Inc	13,300	895	952
Priceline.com Inc	8,210	6,390	10,216
PulteGroup Inc	31,100	364	598
PVH Corp	7,200	873	841
Ralph Lauren Corp	5,300	518	897
Ross Stores Inc	25,100	979	1,893
Scripps Networks Interactive	11,800	570	941
Southwest Airlines Co	541,900	9,274	17,346
Staples Inc	57,600	1,184	673
Starbucks Corp	70,400	2,578	5,478
Starwood Hotels & Resorts Inc	17,200	732	1,454
Target Corp	56,200	2,832	3,376
Tiffany & Co	10,400	510	1,050
Time Warner Cable Inc	107,300	9,800	15,873
Time Warner Inc	197,600	8,797	15,221
TJX Companies Inc	206,900	8,020	12,333
Tractor Supply Company	16,200	1,147	1,085
TripAdvisor Inc	9,750	291	966
Twenty-First Century Fox Inc	405,100	9,260	14,349
Under Armour Inc	51,000	2,470	3,486
Urban Outfitters Inc	9,000	277	358
VF Corp	183,000	9,170	11,734
Viacom Inc	144,200	9,150	11,702
Wal-Mart Stores Inc	193,000	11,154	14,572
Walt Disney Company	218,700	9,280	19,657
Whirlpool Corporation	6,900	518	1,056
Wyndham Worldwide Corporation	18,100	682	1,465
Wynn Resorts Limited	39,900	7,466	7,696

*See accompanying notes to financial statements.*

# Large Cap Domestic Equity Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
Yum Brands Inc	39,200	1,746	2,839
<i>Total Consumer Discretionary - 14.9%</i>		320,002	475,881
<i>Consumer Staples</i>			
Altria Group Inc	394,820	10,423	17,009
Archer-Daniels-Midland Co	105,800	3,707	5,275
Avon Products Inc	38,400	1,109	539
Brown Forman Corp	57,200	3,429	5,300
Campbell Soup Co	15,600	531	699
Clorox Company	78,800	6,463	6,982
Coca-Cola Company	341,500	10,142	14,247
Coca-Cola Enterprises Inc	148,200	5,277	7,081
Colgate-Palmolive Co	142,700	6,944	9,237
ConAgra Foods Inc	36,700	878	1,182
Constellation Brands Inc	129,500	5,670	11,278
Costco Wholesale Corp	103,100	9,897	12,483
CVS Caremark Corp	260,076	12,399	20,663
Dr Pepper Snapple Group Inc	44,600	2,059	2,806
Estee Lauder Companies Inc	22,800	805	1,752
General Mills Inc	196,600	9,009	10,495
Hershey Company	121,800	10,211	11,135
Hormel Foods Corp	63,100	2,332	3,198
JM Smucker Company	30,600	2,714	3,140
Kellogg Company	102,700	6,212	6,672
Keurig Green Mountain Inc	10,900	1,221	1,453
Kimberly Clark Corporation	133,000	11,227	14,364
Kraft Foods Group Inc	52,666	1,808	3,102
Kroger Co	277,700	10,033	14,157
Lorillard Inc	137,500	6,686	8,209
McCormick & Company Inc	12,800	503	892
Mead Johnson Nutrition Co	17,509	584	1,674
Molson Coors Brewing Co	23,200	1,361	1,716
Mondelez International	149,100	3,214	5,396
Monster Beverage Corporation	11,500	789	1,017
PepsiCo Inc	167,164	10,941	15,461
Philip Morris Intl Inc	166,320	9,469	14,234
Proctor & Gamble Company	326,732	20,837	27,155
Reynolds American Inc	106,700	4,648	6,239
Safeway Inc	158,300	4,566	5,506
Sysco Corp	52,000	1,355	1,967
Tyson Foods Inc	248,800	7,494	9,469
Walgreen Co	185,100	8,934	11,202
Whole Foods Market Inc	33,100	1,056	1,296
<i>Total Consumer Staples - 9.2%</i>		216,937	295,682
<i>Energy</i>			
Anadarko Petroleum Corp	44,500	2,670	5,015
Apache Corporation	34,900	3,198	3,554
Baker Hughes Inc	82,109	4,835	5,677
Cabot Oil & Gas Corporation	269,600	7,764	9,042
Cameron International Corp	19,300	719	1,435
Chesapeake Energy Corp	186,000	4,575	5,059
Chevron Corporation	223,755	19,647	28,965
Cimarex Energy Co	27,700	3,858	4,021
ConocoPhillips	157,380	8,479	12,782
CONSOL Energy Inc	125,900	5,287	5,071
Denbury Resources Inc	33,200	520	572
Devon Energy Corporation	43,300	2,869	3,266
Diamond Offshore Drilling Inc	6,100	588	268
EnSCO PLC	20,500	1,160	1,035
EOG Resources Inc	72,300	4,977	7,944
EQT Corp	112,200	8,583	11,115
Exxon Mobil Corporation	631,194	46,345	62,779
FMC Technologies Inc	20,600	621	1,274
Halliburton Company	95,500	3,698	6,457

See accompanying notes to financial statements.

# Large Cap Domestic Equity Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
Helmerich & Payne Inc	76,300	7,724	8,015
Hess Corp	28,600	1,758	2,891
Kinder Morgan Inc	59,528	1,975	2,397
Marathon Oil Corp	61,800	1,331	2,576
Marathon Petroleum Corporation	58,550	3,363	5,329
Murphy Oil Corporation	15,500	747	968
Nabors Industries Ltd	163,400	4,143	4,446
National-Oilwell Varco Inc	51,700	2,593	4,468
Newfield Exploration Company	27,800	1,396	1,246
Noble Corp plc	22,300	700	635
Noble Energy Inc	31,900	1,272	2,301
Occidental Petroleum Corp	72,600	5,793	7,531
ONEOK Inc	74,000	4,071	5,195
Peabody Energy Corp	23,900	826	380
Phillips 66	97,040	5,123	8,444
Pioneer Natural Resources Co	14,600	1,301	3,046
QEP Resources Inc	15,700	380	558
Range Resources Corporation	47,600	3,646	3,741
Schlumberger Ltd	143,697	10,749	15,755
Southwestern Energy Company	126,700	5,308	5,218
Spectra Energy Corp	101,300	2,864	4,220
Tansocean Ltd	29,400	1,406	1,136
Tesoro Corporation	12,000	249	777
Valero Energy Corporation	119,600	5,046	6,475
Williams Companies Inc	109,300	3,776	6,497
Total Energy - 8.7%		207,933	279,576
<i>Financial Services</i>			
Ace Ltd	43,800	3,167	4,657
Affiliated Managers Group Inc	7,500	1,534	1,584
AFLAC Inc	111,800	6,081	6,847
Allstate Corp	226,900	9,397	13,952
American Express Co	132,000	7,486	11,821
American International Group	127,700	4,453	7,159
American Tower Corporation	39,800	2,143	3,924
Ameriprise Financial Inc	72,900	4,575	9,168
Aon PLC	76,900	4,839	6,703
Apartment Investment & Mgmt Co	11,700	163	401
Assurant Inc	56,900	3,163	3,798
Avalonbay Communities Inc	10,600	1,059	1,633
Bank of America Corporation	1,446,977	20,741	23,282
Bank of New York Mellon Corp	100,200	3,257	3,926
BB&T Corporation	145,300	4,800	5,424
Berkshire Hathaway Inc	231,296	20,350	31,745
BlackRock Inc	11,088	2,237	3,665
Boston Properties Inc	23,100	2,157	2,805
Capital One Financial Corp	66,800	3,505	5,482
CBRE Group Inc	40,700	829	1,293
Charles Schwab Corp	263,900	5,413	7,524
Chubb Corp	51,800	3,841	4,763
Cincinnati Financial Corp	30,600	1,056	1,472
Citigroup Inc	268,760	13,294	13,881
CME Group Inc	123,300	8,840	9,439
Comerica Inc	64,800	2,769	3,262
Discover Financial Services	185,000	6,800	11,538
Dun & Bradstreet Corp	3,500	283	411
E*Trade Financial Corporation	245,920	4,672	5,474
Equifax Inc	57,600	2,517	4,537
Equity Residential	38,300	1,826	2,546
Essex Property Trust Inc	9,400	1,691	1,818
Fifth Third Bancorp	203,000	3,279	4,142
Franklin Resources Inc	35,900	1,118	2,029
General Growth Properties Inc	48,600	1,043	1,194
Genworth Financial Inc	218,300	2,563	3,098
Goldman Sachs Group Inc	36,700	4,900	6,573

See accompanying notes to financial statements.

# Large Cap Domestic Equity Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
H&R Block Inc	24,300	482	815
Hartford Financial Services Gp	130,700	3,413	4,842
HCP Inc	42,200	1,498	1,829
Health Care REIT Inc	27,300	1,432	1,845
Host Hotels & Resorts Inc	85,162	1,255	1,943
Hudson City Bancorp Inc	42,700	636	421
Huntington Bancshares Inc	239,200	1,907	2,354
Intercontinental Exchange Inc	54,731	10,472	10,344
Invesco Limited	38,400	698	1,568
JP Morgan Chase & Co	403,053	16,288	23,962
KeyCorp	265,300	3,049	3,611
Kimco Realty Corporation	36,200	463	850
Legg Mason Inc	52,700	2,391	2,599
Leucadia National Corporation	27,400	706	683
Lincoln National Corp	87,000	3,194	4,788
Loews Corp	28,300	1,015	1,238
M & T Bank Corporation	38,700	3,942	4,784
Macerich Company	19,000	1,289	1,241
Marsh & McLennan Cos Inc	173,700	5,992	9,223
MasterCard Inc	191,200	8,091	14,495
MetLife Inc	99,200	3,829	5,430
Moody's Corp	52,800	2,571	4,940
Morgan Stanley	123,000	3,557	4,220
Nasdaq OMX Group Inc	71,300	2,226	3,099
Navient Corporation	170,600	2,259	3,061
Northern Trust Corp	19,600	1,011	1,359
People's United Financial Inc	180,300	2,610	2,695
Plum Creek Timber Co Inc	15,300	515	622
PNC Financial Services	58,000	3,436	4,916
Principal Financial Group Inc	32,300	1,005	1,754
Progressive Corp	94,700	2,060	2,369
Prologis Inc	44,400	1,358	1,818
Prudential Financial Inc	41,900	2,218	3,758
Public Storage	20,600	2,485	3,609
Regions Financial Corp	126,900	828	1,288
Simon Property Group Inc	31,516	3,265	5,359
State Street Corp	45,800	2,348	3,299
SunTrust Banks Inc	52,900	1,301	2,014
T Rowe Price Group Inc	23,300	1,217	1,887
Torchmark Corporation	102,600	4,078	5,597
Travelers Cos Inc	69,100	4,511	6,544
Unum Group	68,000	1,831	2,466
US Bancorp	328,600	10,092	13,893
Ventas Inc	27,100	1,378	1,783
Visa Inc	129,600	16,402	27,543
Vornado Realty Trust	25,740	2,198	2,725
Wells Fargo & Company	666,200	21,594	34,269
Western Union Company	69,100	1,080	1,207
Weyerhaeuser Company	47,699	1,075	1,619
XL Group PLC	25,000	469	855
Zions Bancorporation	16,500	339	481
<i>Total Financial Services - 15.1%</i>		345,200	482,884
 <i>Health Care</i>			
Abbott Laboratories	132,400	3,638	5,593
Abbvie Inc	241,100	8,508	13,328
Actavis Inc.	108,836	15,895	24,704
Aetna Inc	216,229	12,958	17,759
Agilent Technologies Inc	68,800	3,195	3,933
Alexion Pharmaceuticals Inc	17,500	1,771	2,963
Allergan Inc	48,000	5,303	7,857
AmerisourceBergen Corp	178,000	9,976	13,775
Amgen Inc	88,477	6,192	12,332
Baxter International Inc	56,300	3,302	4,221
Becton Dickinson & Company	59,600	5,644	6,983

See accompanying notes to financial statements.

# Large Cap Domestic Equity Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
Biogen Idec Inc	38,400	5,172	13,173
Boston Scientific Corp	908,400	9,829	11,519
Bristol-Myers Squibb Company	234,042	7,958	11,854
Cardinal Health Inc	142,000	8,615	10,465
CareFusion Corporation	114,000	4,015	5,234
Celgene Corporation	143,900	7,069	13,673
Cerner Corporation	25,600	708	1,476
CIGNA Corporation	202,500	14,544	19,157
Covidien PLC	41,000	2,027	3,560
CR Bard Inc	17,800	2,127	2,642
DaVita HealthCare Partners Inc	15,400	486	1,150
DENTSPLY International Inc	23,700	914	1,131
Edwards Lifesciences Corp	9,900	815	983
Eli Lilly and Company	86,800	3,486	5,517
Express Scripts Holding Co	133,168	8,027	9,845
Gilead Sciences Inc	237,600	8,291	25,556
Hospira Inc	17,000	641	914
Humana Inc	87,300	9,010	11,239
Intuitive Surgical Inc	3,400	1,067	1,598
Johnson & Johnson	377,000	25,901	39,106
Laboratory Corp of Amer Hldgs	39,000	3,641	4,182
Mallinckrodt PLC	33,000	2,381	2,689
McKesson Corp	77,900	11,557	15,193
Medtronic Inc	114,500	4,895	7,311
Merck & Co Inc	388,680	15,699	23,364
Mylan Inc	177,400	5,280	8,622
Patterson Companies Inc	16,800	583	677
PerkinElmer Inc	79,300	3,303	3,557
Perrigo Co PLC	37,100	5,507	5,518
Pfizer Inc	1,063,237	23,475	31,249
Quest Diagnostics Inc	19,000	1,001	1,201
Regeneron Pharmaceuticals Inc	7,300	1,684	2,558
St Jude Medical Inc	106,200	5,957	6,966
Stryker Corporation	26,200	1,354	2,183
Tenet Healthcare Corporation	9,175	230	561
Thermo Fisher Scientific Inc	134,800	11,811	16,204
UnitedHealth Group Inc	194,300	11,307	16,842
Varian Medical Systems Inc	27,000	1,908	2,296
Vertex Pharmaceuticals Inc	21,700	1,668	2,030
Waters Corporation	7,100	423	734
WellPoint Inc	118,000	9,605	13,748
Zimmer Holdings Inc	25,700	1,937	2,552
Zoetis Inc	43,399	1,374	1,538
<i>Total Health Care - 14.9%</i>		323,664	475,015
<i>Technology</i>			
Accenture PLC	63,800	4,038	5,172
Adobe Systems Inc	74,200	2,943	5,335
Akamai Technologies Inc	15,800	448	955
Alliance Data Systems Corp	35,700	9,230	9,448
Altera Corporation	26,800	673	947
Amphenol Corp	20,000	1,176	2,060
Analog Devices Inc	29,000	964	1,482
Apple Inc	927,400	41,281	95,059
Applied Materials Inc	226,400	3,435	5,231
Autodesk Inc	60,100	2,580	3,224
Automatic Data Processing Inc	156,000	9,090	13,023
Avago Technologies LTD	93,800	6,488	7,700
Broadcom Corp	63,800	2,066	2,512
CA Inc	68,000	1,818	1,920
Cisco Systems Inc	453,100	8,964	11,323
Citrix Systems Inc	14,000	593	984
Cognizant Tech Solutions Corp	184,600	7,746	8,442
Computer Sciences Corp	20,900	1,014	1,250
Corning Inc	212,000	3,872	4,422

See accompanying notes to financial statements.

# Large Cap Domestic Equity Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
Electronic Arts Inc	37,400	780	1,415
EMC Corporation	180,300	3,243	5,324
F5 Networks Inc	22,900	2,753	2,844
Facebook Inc	379,300	22,062	28,379
Fidelity Ntl Information Svcs	204,100	9,075	11,583
First Solar Inc	6,200	800	432
Fiserv Inc	159,900	6,796	10,309
FLIR Systems Inc	80,600	2,337	2,723
Google Inc	75,800	24,961	43,735
Harris Corporation	79,500	5,511	5,676
Hewlett-Packard Company	277,400	9,309	10,541
IBM Corporation	92,500	12,058	17,788
Intel Corporation	478,600	10,588	16,713
Intuit Inc	75,100	4,794	6,247
Jabil Circuit Inc	15,400	195	332
Juniper Networks Inc	90,900	2,225	2,108
KLA-Tencor Corporation	14,600	543	1,116
Lam Research Corporation	14,250	433	1,025
Linear Technology Corp	77,400	3,167	3,492
Microchip Technology Inc	28,400	1,035	1,387
Micron Technology Inc	676,600	11,735	22,057
Microsoft Corporation	958,802	26,438	43,558
Motorola Solutions Inc	97,827	5,770	5,811
NetApp Inc	35,400	1,169	1,492
NVIDIA Corporation	76,200	1,028	1,482
Oracle Corporation	321,300	8,253	13,344
Paychex Inc	72,800	2,718	3,032
Qualcomm Inc	192,100	10,854	14,619
Red Hat Inc	16,700	563	1,017
Salesforce.com Inc	63,000	2,113	3,723
SanDisk Corporation	33,300	1,963	3,262
Seagate Technology PLC	78,500	3,171	4,913
Symantec Corporation	63,900	1,055	1,551
TE Connectivity Ltd	63,100	2,703	3,955
Teradata Corporation	14,300	540	653
Texas Instruments Inc	129,900	4,280	6,259
Total System Services Inc	56,300	1,530	1,771
VeriSign Inc	59,700	2,765	3,407
Western Digital Corp	107,300	7,708	11,053
Xilinx Inc	76,100	3,087	3,215
Yahoo! Inc	364,900	9,897	14,052
<i>Total Technology - 16.2%</i>		340,424	517,884
<i>Utilities</i>			
AES Corporation	101,800	1,407	1,545
AGL Resources Inc	101,000	4,905	5,384
Ameren Corporation	99,600	3,590	3,983
American Electric Power Co Inc	90,400	3,808	4,854
CenterPoint Energy Inc	37,400	535	929
CMS Energy Corporation	162,700	3,954	4,969
Consolidated Edison Inc	25,400	1,187	1,470
Dominion Resources Inc	146,100	8,538	10,259
DTE Energy Company	127,000	8,056	9,938
Duke Energy Corp	116,507	7,095	8,620
Edison International	77,500	3,801	4,583
Entergy Corporation	33,500	2,410	2,593
Exelon Corp	186,347	6,904	6,228
FirstEnergy Corp	36,238	1,557	1,241
Integrus Energy Group Inc	6,600	237	448
NextEra Energy Inc	144,900	10,247	14,265
NiSource Inc	220,800	6,601	8,759
Northeast Utilities	60,696	2,295	2,785
NRG Energy Inc	168,200	4,182	5,177
PG&E Corp	52,800	2,245	2,454
Pinnacle West Capital Corp	9,400	342	535

See accompanying notes to financial statements.



# Large Cap Domestic Equity Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
Potomac Electric Power	68,700	1,594	1,893
PPL Corporation	158,500	4,932	5,489
Public Service Enterprise Grp	145,400	5,133	5,437
SCANA Corporation	20,900	890	1,086
Sempra Energy	170,900	12,560	18,110
Southern Company	106,700	4,117	4,732
TECO Energy Inc	17,200	242	311
Wisconsin Energy Corporation	148,900	5,718	6,750
Xcel Energy Inc	75,000	1,950	2,404
<i>Total Utilities - 4.7%</i>		121,032	147,231
Total Common Stock - 99.0%		2,238,613	3,164,254
<b><u>Short-term Issues</u></b>			
Dreyfus Cash Management Institutional Fund	17,059,974	17,060	17,060
Dreyfus Treasury Prime Cash Management Institutional Fund	8,569,585	8,570	8,570
Total Short-term Issues - 0.8%		25,630	25,630
<b><u>Investments Made with Cash Collateral for Securities Loaned</u></b>			
BNY Mellon Securities Lending Overnight Fund		20,737	20,737
Mellon SL DBT II Liquidating Fund		67	66
Total Investments Made with Cash Collateral for Securities Loaned - 0.7%		20,804	20,803
Total Investments - 100.5%		\$ 2,285,047	\$ 3,210,687

See accompanying notes to financial statements.

# Large Cap Domestic Equity Pool

**Statement of Operations - Unaudited**  
**Period Ended August 31, 2014\***  
*(Amounts in thousands)*

	<b>Month</b>	<b>Year To Date</b>
<b>Investment income</b>		
Dividends	\$ 6,550	\$ 9,865
Net securities lending income	12	44
<b>Total investment income</b>	6,562	9,909
<b>Expenses</b>		
Investment advisor fees	(72)	(157)
Trustee fees	(1)	(2)
Custodian bank fees	(8)	(17)
Management fees	(75)	(151)
Fiduciary bond fees	(1)	(1)
Professional service fees	(16)	(32)
<b>Total expenses</b>	(173)	(360)
<b>Investment income, net</b>	6,389	9,549
<b>Realized and unrealized gain (loss) from investments</b>		
Net realized gain (loss) from:		
Investments	17,342	29,891
Futures contracts	(165)	(166)
	17,177	29,725
Net change in unrealized appreciation (depreciation) on:		
Investments	100,672	39,756
Futures contracts	817	42
	101,489	39,798
<b>Net gain from investments</b>	118,666	69,523
<b>Net increase in net assets from operations</b>	\$ 125,055	\$ 79,072

*\*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 August 31, 2014\***  
*(Amounts in thousands, except unit data)*

	<b>Month</b>	<b>Year To Date</b>
<b>Operations</b>		
Investment income, net	\$ 6,389	\$ 9,549
Net realized gain from investments	17,177	29,725
Net change in unrealized appreciation (depreciation) on investments	101,489	39,798
<b>Net increase in net assets from operations</b>	125,055	79,072
<b>Unit transactions</b>		
Proceeds from sale of units	5,404	45,314
Amount paid for repurchase of units	(19,446)	(25,268)
<b>Net increase (decrease) in net assets from unit transactions</b>	(14,042)	20,046
<b>Increase in net assets</b>	111,013	99,118
<b>Net assets, beginning of period</b>	3,085,660	3,097,555
<b>Net assets, end of period</b>	\$ 3,196,673	\$ 3,196,673
<b>Unit data</b>		
Units sold	263,765	2,183,313
Units repurchased	(949,231)	(1,229,251)
<b>Net increase (decrease) in units</b>	(685,466)	954,062

*\*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

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## Notes to Financial Statements (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	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 (INTECH) and State Street Global Advisors (SSgA).

### NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

**Investment Valuation** - The IMB reports its investments at fair value in accordance with the Financial Accounting Standards Board's Accounting Standards Codification Topic 820 (ASC 820). Refer to Note 4 for further discussion and presentation of the reporting requirements under ASC 820.

Fair value of the Pool's portfolio securities is determined as follows:

- Equity securities are valued at the last sale price or official closing price reported in the market in which they are primarily traded. If no sales have been recorded within the five days preceding the date of the financial statement date, the fair value of the securities is determined in accordance with approved procedures.

# Large Cap Domestic Equity Pool

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## Notes to Financial Statements (Amounts in thousands, except share data)

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

- Open-end regulated investment companies or other commingled investment funds are valued at the net asset value of the fund as reported by the fund's administrator.
- Futures contracts are valued at the last settlement price established each day by the exchange on which they are traded.

Investments for which the fair value cannot be determined by one of the above listed processes are valued at fair value as determined in accordance with the IMB's established procedures.

**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. Such investments are made at the risk of the Pool and, as such, the Pool is liable for investment losses. Investments made with cash are 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. 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 net securities lending income. Unrealized gains or losses resulting from changes in the value of the investment of cash collateral are reported as part of the change in unrealized appreciation or depreciation 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 a change in unrealized appreciation or depreciation on 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.

# Large Cap Domestic Equity Pool

## Notes to Financial Statements (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** - The IMB is a public corporation organized under laws of the State of West Virginia and exempt from U.S. federal and state taxation. 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. Accordingly, no provision for income taxes is required as of August 31, 2014.

**Indemnifications** - In the normal course of business, the IMB has entered into contracts that provide a variety of indemnifications. Any exposure to the Pool under these arrangements would involve future claims that may be made against the IMB. The Pool's maximum exposure under these arrangements is unknown. No such claims have occurred, nor are they expected to occur therefore the IMB expects the risk of loss to be remote.

### 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 underlying risk exposure managed by using these derivative financial instruments is market risk. See Note 2 for discussion on the risks associated with investing in these derivatives.

The table below presents the fair value of the derivative financial instruments recorded in the Statement of Assets and Liabilities as of August 31, 2014:

Derivative Type	Asset Derivatives		Liability Derivatives	
	Statement of Assets and Liabilities Location	Fair Value	Statement of Assets and Liabilities Location	Fair Value
Equity contracts	Unrealized appreciation on futures contracts	\$ 288		\$ -

# Large Cap Domestic Equity Pool

## Notes to Financial Statements (Amounts in thousands, except share data)

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

The table below presents the impact of the derivative financial instruments recorded in the Statement of Operations for the period ended August 31, 2014:

Derivative Type	Statement of Operations Location	Realized Gain (Loss)	Statement of Operations Location	Change in Unrealized Appreciation (Depreciation)
Equity contracts			Change in unrealized appreciation (depreciation) on futures contracts	
	Net realized gain from futures contracts	\$ (166)		\$ 42

The Pool's open futures contracts outstanding at August 31, 2014, as disclosed in Note 6, is indicative of the volume of futures activity for the period ended August 31, 2014.

### 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 August 31, 2014:

Assets	Level 1	Level 2	Level 3	Total
Common stock	\$ 3,164,254	\$ -	\$ -	\$ 3,164,254
Futures contracts	288	-	-	288
Investments made with cash collateral for securities loaned	-	20,803	-	20,803
Short-term issues	25,630	-	-	25,630
Total	\$ 3,190,172	\$ 20,803	\$ -	\$ 3,210,975

There were no transfers in or out of Levels 1 and 2 during the period ended August 31, 2014.

# Large Cap Domestic Equity Pool

## Notes to Financial Statements (Amounts in thousands, except share data)

### NOTE 5. SECURITIES LENDING

The following table presents the amounts of various accounts related to securities lending at August 31, 2014.

Fair value of securities on loan	\$	42,897			
Collateral received:		<u>Cost</u>	<u>Fair Value</u>	<u>Unrealized</u>	<u>Depreciation</u>
Cash	\$	<u>20,804</u>	\$ 20,803	\$	<u>(1)</u>
Non-cash			<u>23,023</u>		
Total			<u>\$ 43,826</u>		

The Bank of New York Mellon (BNYM), as agent for the IMB, loans the IMB's securities to various counterparties. These transactions are executed under Master Securities Lending Agreements (MSLA) which permit BNYM under certain circumstances, such as defaults, to offset amounts payable to the same counterparty against amounts to be received and thus create one single net payment due to or from the counterparty. The amounts listed in the above table represent all securities loaned which are subject to a MSLA on a net payment basis. The IMB has elected not to offset the fair value of the securities on loan against the liability for the return of the collateral on the Statement of Assets & Liabilities.

### NOTE 6. FUTURES CONTRACTS

At August 31, 2014, open positions in futures contracts were as follows:

<u>Expiration</u>	<u>Open Contracts</u>	<u>Position</u>	<u>Notional Value at</u> <u>August 31, 2014</u>	<u>Notional Value</u> <u>Upon Entering</u> <u>Contract</u>	<u>Unrealized</u> <u>Appreciation</u> <u>(Depreciation)</u>
Sep 2014	203 S&P 500	Long	<u>\$ 20,314</u>	<u>\$ 20,026</u>	<u>\$ 288</u>

At August 31, 2014, the Pool had pledged cash of \$693 to cover margin requirements on open futures contracts.

### NOTE 7. INVESTMENT ADVISORY FEES

The IMB has approved investment advisory agreements with INTECH and SSgA to manage the investments of the Pool. These agreements provide for quarterly payments, based on average end of month assets under management, to the investment advisors. The IMB makes these payments and the Pool transfers funds to the IMB to facilitate the payments.

The fees paid to INTECH consist of a base fee of 0.05 percent annually of the net assets under management and a performance incentive fee that is earned when the actual investment return exceeds the return of the S&P 500 over rolling three-year periods. The maximum fee allowable under the agreement is 0.70 percent annually of the net assets under management. The effective fee rate earned by INTECH for the period ended August 31, 2014, was 0.05 percent.

The fees paid to SSgA include a base fee of 0.02 percent annually on the first \$50 million of net assets under management and a base fee of 0.01 percent annually on the assets over \$50 million. The effective fee rate earned by SSgA for the period ended August 31, 2014, was 0.01 percent.



# Large Cap Domestic Equity Pool

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## Notes to Financial Statements (Amounts in thousands, except share data)

### NOTE 8. FINANCIAL HIGHLIGHTS

<b>Per Unit Operating Performance (a):</b>	
Net asset value at June 30, 2014	\$ 20.79
Income from investment operations:	
Net investment income	0.06
Net realized and unrealized gain on investment transactions	0.47
Total from investment operations	<u>0.53</u>
Net asset value at August 31, 2014	<u>\$ 21.32</u>
<b>Total Return (b)</b>	2.5%
<b>Supplemental Data:</b>	
Net assets, end of period	\$ 3,196,673
Ratio to average net assets (c):	
Expenses	0.07%
Net investment income	1.83%
Portfolio turnover rate	4.90%

- (a) Calculation based on the average shares outstanding
- (b) Return data is net of fees for the fiscal year-to-date and is not annualized
- (c) All ratios are for the fiscal year-to-date annualized

# Large Cap Domestic Equity Pool

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## Notes to Financial Statements (Amounts in thousands, except share data)

### NOTE 9. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at August 31, 2014.

<u>Participant</u>	<u>Account Value</u>
Teachers' Retirement System	\$ 1,383,528
Public Employees' Retirement System	1,170,249
Workers' Compensation Old Fund	135,320
State Police Death, Disability and Retirement Fund	124,754
West Virginia Retiree Health Benefit Trust Fund	121,915
Revenue Shortfall Reserve Fund - Part B	43,380
Judges' Retirement System	34,395
Deputy Sheriff's Retirement System	33,802
Coal Workers' Pneumoconiosis Fund	30,723
State Police Retirement System	25,236
Public Employees Insurance Agency	24,379
West Virginia Prepaid Tuition Trust Fund	17,469
Board of Risk and Insurance Management	16,771
Wildlife Endowment Fund	10,953
Emergency Medical Services Retirement System	10,799
West Virginia Department of Environmental Protection Agency	6,197
West Virginia Department of Environmental Protection Trust	2,447
Workers' Compensation Self-Insured Employer Guaranty Risk Pool	1,785
Workers' Compensation Uninsured Employers' Fund	1,218
Workers' Compensation Self-Insured Employer Security Risk Pool	812
Municipal Policemen's or Firemen's Pension and Relief Funds	291
Municipal Police Officers' and Firefighters' Retirement System	250
Total	<u>\$ 3,196,673</u>

**Financial Statements - Unaudited**

**August 31, 2014**



# Non-Large Cap Domestic Equity Pool

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## Financial Statements - Unaudited August 31, 2014

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# Non-Large Cap Domestic Equity Pool

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## Statement of Assets and Liabilities - Unaudited

August 31, 2014

(Amounts in thousands, except unit data)

### Assets

Investments at fair value (cost \$868,192), including securities on loan of \$43,486 (Note 5)	\$	1,020,779
Receivables:		
Investments sold		134,833
Dividends		708
Securities lending income		51
Foreign tax withholding		1
		<u>1</u>
<b>Total assets</b>		<b>1,156,372</b>

### Liabilities

Accrued expenses		451
Payable for investments purchased		7,763
Payable upon return of securities loaned (Note 5)		44,576
		<u>44,576</u>
<b>Total liabilities</b>		<b>52,790</b>
<b>Net assets</b>	<b>\$</b>	<b><u>1,103,582</u></b>

### Analysis of net assets

Paid-in capital	\$	459,798
Accumulated undistributed net investment income		62,836
Accumulated undistributed net realized gain from investments		428,867
Accumulated undistributed net realized loss from foreign currency transactions		(506)
Unrealized net appreciation of investments		152,587
		<u>152,587</u>
<b>Net assets</b>	<b>\$</b>	<b><u>1,103,582</u></b>

### Unit data

Units outstanding		38,113,227
Net asset value, unit price	\$	<u>28.96</u>

See accompanying notes to financial statements.

# Non-Large Cap Domestic Equity Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
<b>Common Stock</b>			
<i>Basic Materials</i>			
A. Schulman Inc	40,480	\$ 1,691	\$ 1,572
Century Aluminum Company	90,030	1,873	2,249
Cytec Industries Inc	65,900	4,804	6,790
Domtar Corporation	109,230	4,585	4,073
Eagle Materials Inc	75,350	6,557	7,679
Ferro Corporation	100,500	1,019	1,355
Huntsman Corp	465,860	10,616	12,527
Martin Marietta Materials Inc	41,495	4,101	5,434
Packaging Corp of America	139,290	5,459	9,470
PolyOne Corporation	188,270	6,412	7,384
Resolute Forest Products	329,750	5,024	5,668
Rockwood Holdings Inc	95,640	5,852	7,745
RPM Inc	154,510	7,083	7,282
Timkensteel Corp	87,005	2,714	4,157
United States Steel Corp	198,180	4,981	7,660
<i>Total Basic Materials - 8.2%</i>		72,771	91,045
<i>Capital Goods</i>			
Aircastle Ltd	93,990	1,740	1,797
Alliant Techsystems Inc	42,950	2,430	5,412
Avis Budget Group Inc	39,270	2,169	2,651
BE Aerospace Inc	61,485	2,303	5,210
Brink's Company	16,030	427	439
Drew Industries	88,620	4,416	3,934
Ducommun Inc	34,200	1,062	1,062
EMCOR Group Inc	115,820	4,907	5,003
Engility Holdings Inc	128,310	5,162	4,509
Exelis Inc	378,860	4,832	6,513
Genesee & Wyoming Inc	117,340	11,078	11,538
Hawaiian Holdings Inc	296,400	3,129	4,624
Hubbell Inc	58,070	3,891	7,021
Huntington Ingalls Industries	58,340	2,966	5,957
IHS Inc	56,860	5,497	8,101
Lincoln Electric Hldgs Inc	73,540	4,969	5,229
Meritor Inc	476,720	6,085	6,498
Nortek Inc	17,340	1,255	1,445
Patrick Industries Inc	38,720	1,134	1,614
Robert Half International Inc	133,620	5,205	6,709
SPX Corporation	7,660	742	797
Timken Company	194,300	7,421	8,800
TransDigm Group Inc	29,340	3,098	5,516
Trinity Industries Inc	128,130	4,907	6,199
United Rentals Inc	72,540	3,428	8,534
WESCO International Inc	79,670	5,360	6,691
<i>Total Capital Goods - 11.9%</i>		99,613	131,803
<i>Communication Services</i>			
FairPoint Communications - 0.2%	139,170	1,802	2,249
<i>Consumer Discretionary</i>			
Alaska Air Group Inc	128,130	6,069	5,938
Arrow Electronics Inc	43,030	2,268	2,679
Asbury Automotive Group Inc	68,110	4,661	4,746
Blount International Inc	103,580	1,420	1,655
Cooper Tire & Rubber Company	179,700	5,470	5,540
Deckers Outdoor Corporation	62,290	5,674	5,746
Finish Line Inc	136,800	3,633	4,053
Flextronics International Ltd	201,090	1,682	2,220
Foot Locker Inc	144,590	6,285	8,113
Global Cash Access Holdings	408,950	2,994	3,194
Harman Intl Industries Inc	44,102	3,017	5,075
Helen of Troy Ltd	19,100	1,049	1,112

See accompanying notes to financial statements.

# Non-Large Cap Domestic Equity Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
ITT Educational Services Inc	95,750	3,428	807
Jarden Corporation	139,540	5,972	8,343
Kate Spade & Company	148,080	4,875	4,789
Lear Corporation	69,960	4,235	7,075
Nexstar Broadcasting	96,240	4,184	4,392
Nord Anglia Education Inc	86,400	1,469	1,655
NVR Inc	1,940	2,283	2,276
Outerwall Inc	57,200	3,902	3,371
Pandora Media Inc	192,490	4,206	5,205
Providence Service Corporation	41,540	1,193	1,891
Scholastic Corporation	95,900	3,370	3,360
Service Corp	297,170	4,872	6,588
Signet Jewelers Ltd	69,720	3,317	8,218
Smith & Wesson Holding Corp	393,370	4,438	4,355
Tempur-Pedic International	104,080	4,838	6,091
Tower International Inc	183,290	3,910	6,146
TRW Automotive Holdings Co	23,940	2,122	2,305
Ultra Salon Cosmetics & Frag	58,870	5,519	5,729
Urban Outfitters Inc	198,320	7,605	7,891
WABCO Holdings Inc	54,455	4,946	5,620
Williams Sonoma Inc	78,160	3,347	5,141
<i>Total Consumer Discretionary - 13.7%</i>		128,253	151,319
<i>Consumer Staples</i>			
Cal-Maine Foods Inc	51,830	3,709	4,100
Rite Aid Corp	249,580	1,718	1,552
Sanderson Farms Inc	63,800	5,954	5,954
<i>Total Consumer Staples - 1.1%</i>		11,381	11,606
<i>Energy</i>			
Argan Inc	111,410	3,604	4,462
CONSOL Energy Inc	212,180	7,778	8,547
CVR Energy Inc	15,880	788	788
Denbury Resources Inc	356,450	5,821	6,138
Gran Tierra Energy Inc	297,280	2,094	1,995
Green Plains Renewable Energy	99,900	2,256	4,465
Nabors Industries Ltd	62,220	1,739	1,693
Parker Drilling Company	563,930	3,864	3,541
Patterson-UTI Energy Inc	45,410	1,708	1,568
PBF Energy Inc	88,600	2,725	2,517
Pioneer Energy Services Corp	202,500	2,803	3,114
Precision Drilling Corporation	126,600	1,568	1,609
Rowan Companies PLC	216,800	7,487	6,573
SM Energy Company	76,480	5,400	6,810
Superior Energy Services, Inc	31,800	1,123	1,140
Targa Resources Corp	20,500	2,018	2,861
Tesoro Corporation	210,170	6,083	13,606
Unit Corporation	21,910	1,402	1,442
<i>Total Energy - 6.6%</i>		60,261	72,869
<i>Financial Services</i>			
Allied World Assurance Co Hold	78,730	1,958	2,912
Altisource Portfolio Solutions	18,500	1,783	1,849
American Financial Group Inc	108,310	4,976	6,495
Aspen Insurance Holdings Ltd	158,850	5,811	6,754
Assurant Inc	101,540	3,575	6,778
Axis Capital Hldgs Ltd	141,500	5,943	6,823
Berkley WR Corporation	139,840	6,228	6,761
Berkshire Hills Bancorp Inc	151,540	3,698	3,732
CBL & Associates Properties	173,100	3,580	3,289
CBOE Holdings Inc	113,120	5,668	5,998
Cedar Realty Trust Inc	304,850	1,785	1,972
DuPont Fabros Technology Inc	233,120	5,513	6,565

See accompanying notes to financial statements.



# Non-Large Cap Domestic Equity Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
Equity Lifestyle Properties	81,320	3,103	3,716
Everest Re Group Ltd	47,260	4,853	7,743
First Republic Bank	163,150	5,898	7,978
FirstService Corporation	93,240	4,138	5,118
Genworth Financial Inc	975,160	12,466	13,838
Greenlight Capital Re	188,420	5,396	6,446
Hospitality Properties Trust	243,240	6,686	7,159
Huntington Bancshares Inc	301,330	2,967	2,965
Jones Lang LaSalle Inc	117,090	12,270	15,644
Lakeland Financial Corp	125,040	4,186	4,869
Manning & Napier Inc	227,440	4,226	4,224
Montpelier Re Hldgs Ltd	194,660	6,188	6,122
PartnerRe Ltd	60,110	5,637	6,714
Platinum Underwriters Hldg Ltd	104,640	6,178	6,537
Radian Group Inc	435,530	6,319	6,341
Raymond James Financial Inc	144,270	5,291	7,883
Reinsurance Group of America I	85,550	6,177	7,099
RenaissanceRe Holdings Ltd	64,770	6,908	6,632
RLJ Lodging Trust	251,840	5,816	7,507
Ryman Hospitality	130,770	5,986	6,506
Starwood Property Trust Inc	268,640	5,607	6,407
Summit Hotel Properties	73,710	761	807
United Insurance Holdings Corp	105,870	1,920	1,709
Validus Holdings Limited	179,180	6,705	7,008
World Acceptance Corporation	46,100	3,764	3,611
<i>Total Financial Services - 20.0%</i>		189,964	220,511
<i>Health Care</i>			
Acadia Pharmaceuticals Inc	180,840	3,769	4,337
Aegerion Pharmaceuticals Inc	198,520	9,676	6,065
Align Technology	107,300	5,808	5,844
Allscripts Healthcare Solution	544,720	8,384	8,048
Brookdale Senior Living Inc	175,810	5,564	6,145
Community Health Systems Inc	206,350	9,109	11,201
Covance Inc	64,900	4,773	5,380
Cubist Pharmaceuticals Inc	169,580	9,013	11,706
Jazz Pharmaceuticals PLC	70,330	10,724	11,458
Medivation Inc	57,470	3,639	5,245
Mettler-Toledo International I	27,530	4,301	7,446
MWI Veterinary Supply, Inc	48,220	7,340	6,850
Myriad Genetics Inc	75,240	1,822	2,723
Omnicare Inc	99,800	5,548	6,364
Orthofix International NV	117,050	3,959	3,969
PDL BioPharma Inc	651,400	4,336	6,573
PharMerica Corporation	73,310	1,863	1,825
Spectranetics Corp	216,000	5,310	6,130
United Therapeutics Corp	56,410	3,578	6,647
Wright Medical Group Inc	261,810	7,272	7,812
<i>Total Health Care - 11.9%</i>		115,788	131,768
<i>Technology</i>			
Amkor Technology Inc	173,460	1,619	1,804
Aruba Networks Inc	336,190	6,524	7,178
Avnet Inc	61,250	2,063	2,726
Concur Technologies	51,835	4,011	5,203
Dice Holdings Inc	93,300	802	792
Infoblox Inc	91,250	2,159	1,227
Informatica Corporation	108,100	3,617	3,681
Ingram Micro Inc	377,430	8,389	10,881
Insight Enterprises Inc	63,450	1,878	1,665
Inteliquent Inc	196,690	1,663	2,400
Juniper Networks Inc	195,700	4,791	4,538
Lexmark International Inc	130,250	5,511	6,585

See accompanying notes to financial statements.

# Non-Large Cap Domestic Equity Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
Manhattan Associates Inc	36,170	683	1,045
Net 1 UEPS Technologies Inc	359,060	3,781	4,402
Palo Alto Networks Inc	74,750	5,943	6,353
Polycom Inc	280,200	3,467	3,713
QLIK Technologies Inc	201,930	4,422	5,700
QLogic Corporation	511,500	5,787	4,629
ServiceNow Inc	126,990	6,592	7,763
Skyworks Solutions Inc	50,630	1,240	2,869
Take-Two Interactive Software	210,000	4,573	4,937
Total System Services Inc	171,990	4,459	5,411
United Online Inc	80,700	912	1,031
VeriFone Holdings Inc	230,670	6,006	8,055
<i>Total Technology - 9.5%</i>		90,892	104,588
<i>Utilities</i>			
CMS Energy Corporation	154,180	4,293	4,709
El Paso Electric Company	128,500	3,989	5,055
Kansas City Power & Light	117,310	2,588	3,011
MYR Group Inc	52,890	1,340	1,237
Pike Electric Corporation	282,760	2,454	3,370
PNM Resources Inc	68,730	1,122	1,801
Portland General Electric Co	197,480	6,507	6,807
UGI Corporation	153,830	7,306	8,150
Vectren Corp	159,640	5,567	6,581
<i>Total Utilities - 3.8%</i>		35,166	40,721
Total Common Stock - 86.9%		805,891	958,479
<b><u>Short-term Issue</u></b>			
Dreyfus Cash Management Institutional Fund - 1.6%	17,724,941	17,725	17,725
<b><u>Investments Made with Cash Collateral for Securities Loaned</u></b>			
BNY Mellon Securities Lending Overnight Fund		44,432	44,432
Mellon SL DBT II Liquidating Fund		144	143
Total Investments Made with Cash Collateral for Securities Loaned - 4.0%		44,576	44,575
Total Investments - 92.5%		\$ 868,192	\$ 1,020,779

See accompanying notes to financial statements.

## Non-Large Cap Domestic Equity Pool

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### Statement of Operations - Unaudited

Period Ended August 31, 2014\*

(Amounts in thousands)

	<u>Month</u>	<u>Year To Date</u>
<b>Investment income</b>		
Dividends, net of foreign withholding taxes (\$0)	\$ 1,009	\$ 1,676
Net securities lending income	<u>51</u>	<u>118</u>
<b>Total investment income</b>	1,060	1,794
<b>Expenses</b>		
Investment advisor fees	(230)	(377)
Trustee fees	(1)	(1)
Custodian bank fees	(5)	(9)
Management fees	(26)	(52)
Professional service fees	<u>(6)</u>	<u>(11)</u>
<b>Total expenses</b>	<u>(268)</u>	<u>(450)</u>
<b>Investment income, net</b>	792	1,344
<b>Realized and unrealized gain (loss) from investments</b>		
Net realized gain from investments	29,200	40,942
Net change in unrealized appreciation (depreciation) on investments	<u>30,845</u>	<u>(27,959)</u>
<b>Net gain from investments</b>	<u>60,045</u>	<u>12,983</u>
<b>Net increase in net assets from operations</b>	<u>\$ 60,837</u>	<u>\$ 14,327</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.

## Non-Large Cap Domestic Equity Pool

**Statement of Changes in Net Assets - Unaudited**  
**Period Ended August 31, 2014\***  
*(Amounts in thousands, except unit data)*

	<b>Month</b>	<b>Year To Date</b>
<b>Operations</b>		
Investment income, net	\$ 792	\$ 1,344
Net realized gain from investments	29,200	40,942
Net change in unrealized appreciation (depreciation) on investments	30,845	(27,959)
<b>Net increase in net assets from operations</b>	60,837	14,327
<b>Unit transactions</b>		
Proceeds from sale of units	6,713	18,311
Amount paid for repurchase of units	(2,627)	(5,439)
<b>Net increase in net assets from unit transactions</b>	4,086	12,872
<b>Increase in net assets</b>	64,923	27,199
<b>Net assets, beginning of period</b>	1,038,659	1,076,383
<b>Net assets, end of period</b>	\$ 1,103,582	\$ 1,103,582
<b>Unit data</b>		
Units sold	245,366	651,113
Units repurchased	(96,019)	(194,377)
<b>Net increase in units</b>	149,347	456,736

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

# Non-Large Cap Domestic Equity Pool

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## Notes to Financial Statements (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	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 AJO and Westfield Capital Management (Westfield).

### NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

**Investment Valuation** - The IMB reports its investments at fair value in accordance with the Financial Accounting Standards Board's Accounting Standards Codification Topic 820 (ASC 820). Refer to Note 3 for further discussion and presentation of the reporting requirements under ASC 820.

# Non-Large Cap Domestic Equity Pool

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## Notes to Financial Statements (Amounts in thousands, except share data)

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

Fair value of the Pool's portfolio securities is determined as follows:

- Equity securities are valued at the last sale price or official closing price reported in the market in which they are primarily traded. If no sales have been recorded within the five days preceding the date of the financial statement date, the fair value of the securities is determined in accordance with approved procedures.
- Open-end regulated investment companies or other commingled investment funds are valued at the net asset value of the fund as reported by the fund's administrator.

Investments for which the fair value cannot be determined by one of the above listed processes are valued at fair value as determined in accordance with the IMB's established procedures.

**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. Such investments are made at the risk of the Pool and, as such, the Pool is liable for investment losses. Investments made with cash are 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. 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 net securities lending income. Unrealized gains or losses resulting from changes in the value of the investment of cash collateral are reported as part of the change in unrealized appreciation or depreciation 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 a change in unrealized appreciation or depreciation on 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 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.

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

**Income Taxes** - The IMB is a public corporation organized under laws of the State of West Virginia and exempt from U.S. federal and state taxation. 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. Accordingly, no provision for income taxes is required as of August 31, 2014.

# Non-Large Cap Domestic Equity Pool

## Notes to Financial Statements (Amounts in thousands, except share data)

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

**Indemnifications** - In the normal course of business, the IMB has entered into contracts that provide a variety of indemnifications. Any exposure to the Pool under these arrangements would involve future claims that may be made against the IMB. The Pool's maximum exposure under these arrangements is unknown. No such claims have occurred, nor are they expected to occur therefore the IMB expects the risk of loss to be remote.

### 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 August 31, 2014:

Assets	Level 1	Level 2	Level 3	Total
Common stock	\$ 958,479	\$ -	\$ -	\$ 958,479
Investments made with cash collateral for securities loaned	-	44,575	-	44,575
Short-term issue	17,725	-	-	17,725
Total	<u>\$ 976,204</u>	<u>\$ 44,575</u>	<u>\$ -</u>	<u>\$ 1,020,779</u>

There were no transfers in or out of Levels 1 and 2 during the period ended August 31, 2014.

### NOTE 4. SECURITIES LENDING

The following table presents the amounts of various accounts related to securities lending at August 31, 2014.

Fair value of securities of loan	\$ 43,486		
Collateral received:	Cost	Fair Value	Unrealized Depreciation
Cash	<u>\$ 44,576</u>	\$ 44,575	<u>\$ (1)</u>
Non-cash		7	
Total		<u>\$ 44,582</u>	

# Non-Large Cap Domestic Equity Pool

## Notes to Financial Statements (Amounts in thousands, except share data)

### NOTE 4. SECURITIES LENDING (continued)

The Bank of New York Mellon (BNYM), as agent for the IMB, loans the IMB's securities to various counterparties. These transactions are executed under Master Securities Lending Agreements (MSLA) which permit BNYM under certain circumstances, such as defaults, to offset amounts payable to the same counterparty against amounts to be received and thus create one single net payment due to or from the counterparty. The amounts listed in the above table represent all securities loaned which are subject to a MSLA on a net payment basis. The IMB has elected not to offset the fair value of the securities on loan against the liability for the return of the collateral on the Statement of Assets & Liabilities.

### NOTE 5. INVESTMENT ADVISORY FEES

The IMB has approved investment advisory agreements with AJO and Westfield to manage the investments of the Pool. These agreements provide for quarterly payments, based on average end of month assets under management, to the investment advisors. The IMB makes these payments and the Pool transfers funds to the IMB to facilitate the payments.

The fees paid to AJO consist of a base fee of 0.05 percent annually of the net assets under management and a performance incentive fee that is earned when the actual investment return exceeds the return of the Russell 2500 Value index over rolling three-year periods. The maximum fee allowable under the agreement is 1.25 percent annually of the net assets under management. The effective fee rate earned by AJO for the period ended August 31, 2014, was 0.08 percent.

The fees paid to Westfield include a base fee of 0.10 percent annually of net assets under management and a performance incentive fee that is earned when the actual investment return exceeds the return of the Russell 2500 Growth index over rolling three-year periods. The maximum fee allowable under the agreement is 1.00 percent annually of the net assets under management. The effective fee rate earned by Westfield for the period ended August 31, 2014, was 0.34 percent.

### NOTE 6. FINANCIAL HIGHLIGHTS

<b>Per Unit Operating Performance (a):</b>	
Net asset value at June 30, 2014	\$ 28.58
Income from investment operations:	
Net investment income	0.04
Net realized and unrealized gain on investment transactions	0.34
Total from investment operations	0.38
Net asset value at August 31, 2014	\$ 28.96
<b>Total Return (b)</b>	1.3%
<b>Supplemental Data:</b>	
Net assets, end of period	\$ 1,103,582
Ratio to average net assets (c):	
Expenses	0.25%
Net investment income	0.75%
Portfolio turnover rate	31.70%

- (a) Calculation based on the average shares outstanding
- (b) Return data is net of fees for the fiscal year-to-date and is not annualized
- (c) All ratios are for the fiscal year-to-date annualized



# Non-Large Cap Domestic Equity Pool

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## Notes to Financial Statements (Amounts in thousands, except share data)

### NOTE 7. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at August 31, 2014.

<u>Participant</u>	<u>Account Value</u>
Teachers' Retirement System	\$ 473,422
Public Employees' Retirement System	408,513
Workers' Compensation Old Fund	47,098
State Police Death, Disability and Retirement Fund	43,409
West Virginia Retiree Health Benefit Trust Fund	42,430
Revenue Shortfall Reserve Fund - Part B	14,702
Judges' Retirement System	11,948
Deputy Sheriff's Retirement System	11,721
Coal Workers' Pneumoconiosis Fund	10,669
State Police Retirement System	8,728
Public Employees Insurance Agency	8,528
Board of Risk and Insurance Management	5,814
West Virginia Prepaid Tuition Trust Fund	4,499
Wildlife Endowment Fund	3,809
Emergency Medical Services Retirement System	3,805
West Virginia Department of Environmental Protection Agency	2,131
West Virginia Department of Environmental Protection Trust	844
Workers' Compensation Self-Insured Employer Guaranty Risk Pool	619
Workers' Compensation Uninsured Employers' Fund	422
Workers' Compensation Self-Insured Employer Security Risk Pool	285
Municipal Policemen's or Firemen's Pension and Relief Funds	101
Municipal Police Officers' and Firefighters' Retirement System	85
Total	<u>\$ 1,103,582</u>



**Financial Statements - Unaudited**

**August 31, 2014**



# International Qualified Pool

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## **Financial Statements - Unaudited August 31, 2014**

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# International Qualified Pool

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## Statement of Assets and Liabilities - Unaudited

August 31, 2014

(Amounts in thousands, except unit data)

### Assets

Investment at fair value (cost \$384,986) \$ 1,293,530

### Liabilities

Accrued expenses 77

**Net assets** \$ 1,293,453

### Analysis of net assets

Paid-in capital \$ 395,559

Accumulated undistributed net investment loss (44,824)

Accumulated undistributed net realized gain from investments 34,174

Unrealized net appreciation of investment 908,544

**Net assets** \$ 1,293,453

### Unit data

Units outstanding 20,955,676

Net asset value, unit price \$ 61.72

See accompanying notes to financial statements.

## International Qualified Pool

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### Schedule of Investments - Unaudited

August 31, 2014

(Amounts in thousands, except share data)

<u>Description</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<b><u>Investment in Other Fund</u></b>			
Silchester International Investors International Value Equity Group Trust - 100.0%	12,200,340	<u>\$ 384,986</u>	<u>\$ 1,293,530</u>
Investment Objective - To achieve desired exposure to publicly traded 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

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**Statement of Operations - Unaudited**  
**Period Ended August 31, 2014\***  
*(Amounts in thousands)*

	<u>Month</u>	<u>Year To Date</u>
<b>Investment income</b>	\$ -	\$ -
<b>Expenses</b>		
Investment advisor fees	(554)	(1,103)
Trustee fees	(1)	(1)
Management fees	(31)	(63)
Professional service fees	(6)	(13)
	<u>(592)</u>	<u>(1,180)</u>
<b>Total expenses</b>	<u>(592)</u>	<u>(1,180)</u>
<b>Investment loss, net</b>	(592)	(1,180)
<b>Realized and unrealized gain (loss) from investment</b>		
Net realized gain from investment	389	773
Net change in unrealized appreciation (depreciation) on investment	<u>11,031</u>	<u>(9,291)</u>
<b>Net gain (loss) from investments</b>	<u>11,420</u>	<u>(8,518)</u>
<b>Net increase (decrease) in net assets from operations</b>	<u>\$ 10,828</u>	<u>\$ (9,698)</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 August 31, 2014\***  
*(Amounts in thousands, except unit data)*

	<b>Month</b>	<b>Year To Date</b>
<b>Operations</b>		
Investment loss, net	\$ (592)	\$ (1,180)
Net realized gain from investment	389	773
Net change in unrealized appreciation (depreciation) on investment	11,031	(9,291)
<b>Net increase (decrease) in net assets from operations</b>	10,828	(9,698)
<b>Unit transactions</b>		
Proceeds from sale of units	22	60
Amount paid for repurchase of units	-	(2)
<b>Net increase in net assets from unit transactions</b>	22	58
<b>Increase (decrease) in net assets</b>	10,850	(9,640)
<b>Net assets, beginning of period</b>	1,282,603	1,303,093
<b>Net assets, end of period</b>	\$ 1,293,453	\$ 1,293,453
<b>Unit data</b>		
Units sold	373	973
Units repurchased	-	(32)
<b>Net increase in units</b>	373	941

*\*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

(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	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 Silchester International Investors International Value Equity Group Trust (Silchester). The Pool's objective is to produce investment returns that exceed the Morgan Stanley Capital International's Europe Australasia Far East 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

**Investment Valuation** - The IMB reports its investments at fair value in accordance with the Financial Accounting Standards Board's Accounting Standards Codification Topic 820 (ASC 820). Refer to Note 3 for further discussion and presentation of the reporting requirements under ASC 820.

Commingled investment funds are valued at the net asset value of the fund as reported by the fund's administrator. Investments for which the fair value cannot be determined are valued at fair value in accordance with the IMB's established procedures.

# International Qualified Pool

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## Notes to Financial Statements (Amounts in thousands, except share data)

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

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

**Use of Estimates** - The preparation of the financial statements in conformity with 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.

**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. In addition to these direct and allocated expenses, the Pool bears certain expenses indirectly, such as fees of the investment fund in which the Pool invests that are reflected in the reported net asset value of such fund.

**Income Taxes** - The IMB is a public corporation organized under laws of the State of West Virginia and exempt from U.S. federal and state taxation. 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. Accordingly, no provision for income taxes is required as of August 31, 2014.

**Indemnifications** - In the normal course of business, the IMB has entered into contracts that provide a variety of indemnifications. Any exposure to the Pool under these arrangements would involve future claims that may be made against the IMB. The Pool's maximum exposure under these arrangements is unknown. No such claims have occurred, nor are they expected to occur therefore the IMB expects the risk of loss to be remote.

### 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 Qualified Pool

## Notes to Financial Statements (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 August 31, 2014:

<u>Assets</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Investment in other fund	<u>\$ -</u>	<u>\$ 1,293,530</u>	<u>\$ -</u>	<u>\$ 1,293,530</u>

There were no transfers in or out of Levels 1 and 2 during the period ended August 31, 2014.

### NOTE 4. INVESTMENT ADVISORY FEES

The IMB has approved an investment advisory agreement with Silchester to manage the investments of the Pool. The Pool pays these advisory fees, based on end of month assets under management, by redeeming shares from the commingled fund managed by Silchester.

The fees paid to Silchester are based on a descending scale of fee rates ranging from 1.0 percent annually on the first \$25 million of assets under management to 0.55 percent annually on assets between \$50 million and \$75 million. For assets greater than \$75 million the fee rate is 0.50 percent. The effective fee rate earned by Silchester for the period ended August 31, 2014, was 0.51 percent.

### NOTE 5. FINANCIAL HIGHLIGHTS

#### Per Unit Operating Performance (a):

Net asset value at June 30, 2014	\$ 62.19
Income from investment operations:	
Net investment loss	(0.06)
Net realized and unrealized loss on investment transactions	<u>(0.41)</u>
Total from investment operations	<u>(0.47)</u>
Net asset value at August 31, 2014	<u>\$ 61.72</u>

**Total Return (b)** -0.7%

#### Supplemental Data:

Net assets, end of period	\$ 1,293,453
Ratio to average net assets (c):	
Expenses	0.55%
Net investment income	-0.55%
Portfolio turnover rate	0.00%

- (a) Calculation based on the average shares outstanding
- (b) Return data is net of fees for the fiscal year-to-date and is not annualized
- (c) All ratios are for the fiscal year-to-date annualized and do not reflect the Pool's proportionate share of income and expenses of the underlying investee fund.

# International Qualified Pool

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## Notes to Financial Statements (Amounts in thousands, except share data)

### NOTE 6. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at August 31, 2014.

<u>Participant</u>	<u>Account Value</u>
Teachers' Retirement System	\$ 635,887
Public Employees' Retirement System	552,056
State Police Death, Disability and Retirement Fund	58,269
Judges' Retirement System	16,092
Deputy Sheriff's Retirement System	15,167
State Police Retirement System	10,920
Emergency Medical Services Retirement System	4,825
Municipal Policemen's or Firemen's Pension and Relief Funds	127
Municipal Police Officers' and Firefighters' Retirement System	110
Total	<u>\$ 1,293,453</u>



**Financial Statements - Unaudited**

**August 31, 2014**





# International Nonqualified Pool

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## **Financial Statements - Unaudited August 31, 2014**

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# International Nonqualified Pool

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## Statement of Assets and Liabilities - Unaudited

August 31, 2014

(Amounts in thousands, except unit data)

### Assets

Investment at fair value (cost \$75,034) \$ 151,935

### Liabilities

Accrued expenses 9

**Net assets** \$ 151,926

### Analysis of net assets

Paid-in capital \$ 52,277

Accumulated undistributed net investment loss (5,960)

Accumulated undistributed net realized gain from investments 28,708

Unrealized net appreciation of investment 76,901

**Net assets** \$ 151,926

### Unit data

Units outstanding 2,666,287

Net asset value, unit price \$ 56.98

See accompanying notes to financial statements.

# International Nonqualified Pool

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## Schedule of Investments - Unaudited

August 31, 2014

(Amounts in thousands, except share data)

<u>Description</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<b><u>Investment in Other Fund</u></b>			
Silchester International Investors International Value Equity Trust - 100.0%	1,366,834	<u>\$ 75,034</u>	<u>\$ 151,935</u>
Investment Objective - To achieve desired exposure to publicly traded 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

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**Statement of Operations - Unaudited**  
**Period Ended August 31, 2014\***  
*(Amounts in thousands)*

	<u>Month</u>	<u>Year To Date</u>
<b>Investment income</b>	\$ -	\$ -
<b>Expenses</b>		
Investment advisor fees	(78)	(155)
Management fees	(3)	(7)
Professional service fees	(1)	(2)
	<u>(82)</u>	<u>(164)</u>
<b>Total expenses</b>	<u>(82)</u>	<u>(164)</u>
<b>Investment loss, net</b>	(82)	(164)
<b>Realized and unrealized gain (loss) from investment</b>		
Net realized gain from investment	39	78
Net change in unrealized appreciation (depreciation) on investment	1,304	(1,080)
	<u>1,343</u>	<u>(1,002)</u>
<b>Net gain (loss) from investments</b>	<u>1,343</u>	<u>(1,002)</u>
<b>Net increase (decrease) in net assets from operations</b>	<u>\$ 1,261</u>	<u>\$ (1,166)</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 August 31, 2014\***  
*(Amounts in thousands, except unit data)*

	<b>Month</b>	<b>Year To Date</b>
<b>Operations</b>		
Investment loss, net	\$ (82)	\$ (164)
Net realized gain from investment	39	78
Net change in unrealized appreciation (depreciation) on investment	1,304	(1,080)
<b>Net increase (decrease) in net assets from operations</b>	1,261	(1,166)
<b>Unit transactions</b>		
Proceeds from sale of units	2	78
Amount paid for repurchase of units	-	(72)
<b>Net increase in net assets from unit transactions</b>	2	6
<b>Increase (decrease) in net assets</b>	1,263	(1,160)
<b>Net assets, beginning of period</b>	150,663	153,086
<b>Net assets, end of period</b>	\$ 151,926	\$ 151,926
<b>Unit data</b>		
Units sold	48	1,374
Units repurchased	-	(1,254)
<b>Net increase in units</b>	48	120

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

# International Nonqualified Pool

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## Notes to Financial Statements (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	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 Silchester International Investors International Value Equity Trust (Silchester). The Pool's objective is to produce investment returns that exceed the Morgan Stanley Capital International's Europe Australasia Far East 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

**Investment Valuation** - The IMB reports its investments at fair value in accordance with the Financial Accounting Standards Board's Accounting Standards Codification Topic 820 (ASC 820). Refer to Note 3 for further discussion and presentation of the reporting requirements under ASC 820.

Commingled investment funds are valued at the net asset value of the fund as reported by the fund's administrator. Investments for which the fair value cannot be determined are valued at fair value in accordance with the IMB's established procedures.

# International Nonqualified Pool

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## Notes to Financial Statements (Amounts in thousands, except share data)

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

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

**Use of Estimates** - The preparation of the financial statements in conformity with 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.

**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. In addition to these direct and allocated expenses, the Pool bears certain expenses indirectly, such as fees of the investment fund in which the Pool invests that are reflected in the reported net asset value of such fund.

**Income Taxes** - The IMB is a public corporation organized under laws of the State of West Virginia and exempt from U.S. federal and state taxation. 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. Accordingly, no provision for income taxes is required as of August 31, 2014.

**Indemnifications** - In the normal course of business, the IMB has entered into contracts that provide a variety of indemnifications. Any exposure to the Pool under these arrangements would involve future claims that may be made against the IMB. The Pool's maximum exposure under these arrangements is unknown. No such claims have occurred, nor are they expected to occur therefore the IMB expects the risk of loss to be remote.

### 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 Nonqualified Pool

## Notes to Financial Statements (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 August 31, 2014:

<u>Assets</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Investment in other fund	\$ -	\$ 151,935	\$ -	\$ 151,935

There were no transfers in or out of Levels 1 and 2 during the period ended August 31, 2014.

### NOTE 4. INVESTMENT ADVISORY FEES

The IMB has approved an investment advisory agreement with Silchester to manage the investments of the Pool. The Pool pays these advisory fees, based on end of month assets under management, by redeeming shares from the commingled fund managed by Silchester.

The fees paid to Silchester are based on a descending scale of fee rates ranging from 1.0 percent annually on the first \$25 million of assets under management to 0.55 percent annually on assets between \$50 million and \$75 million. For assets greater than \$75 million the fee rate is 0.50 percent. The effective fee rate earned by Silchester for the period ended August 31, 2014 was 0.62 percent.

### NOTE 5. FINANCIAL HIGHLIGHTS

#### Per Unit Operating Performance (a):

Net asset value at June 30, 2014	\$ 57.42
Income from investment operations:	
Net investment loss	(0.06)
Net realized and unrealized loss on investment transactions	(0.38)
Total from investment operations	(0.44)
Net asset value at August 31, 2014	\$ 56.98

**Total Return (b)** -0.8%

#### Supplemental Data:

Net assets, end of period	\$ 151,926
Ratio to average net assets (c):	
Expenses	0.65%
Net investment income	-0.65%
Portfolio turnover rate	0.00%

- (a) Calculation based on the average shares outstanding
- (b) Return data is net of fees for the fiscal year-to-date and is not annualized
- (c) All ratios are for the fiscal year-to-date annualized and do not reflect the Pool's proportionate share of income and expenses of the underlying investee fund.



# International Nonqualified Pool

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## Notes to Financial Statements (Amounts in thousands, except share data)

### NOTE 6. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at August 31, 2014.

<u>Participant</u>	<u>Account Value</u>
West Virginia Retiree Health Benefit Trust Fund	\$ 52,711
Workers' Compensation Old Fund	45,802
Revenue Shortfall Reserve Fund - Part B	13,003
Coal Workers' Pneumoconiosis Fund	10,882
Public Employees Insurance Agency	10,648
Board of Risk and Insurance Management	5,263
Wildlife Endowment Fund	4,728
West Virginia Prepaid Tuition Trust Fund	4,033
West Virginia Department of Environmental Protection Agency	2,382
West Virginia Department of Environmental Protection Trust	805
Workers' Compensation Self-Insured Employer Guaranty Risk Pool	781
Workers' Compensation Uninsured Employers' Fund	532
Workers' Compensation Self-Insured Employer Security Risk Pool	356
Total	<u>\$ 151,926</u>



**Financial Statements - Unaudited**

**August 31, 2014**



# International Equity Pool

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**Financial Statements - Unaudited  
August 31, 2014**

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# International Equity Pool

## Statement of Assets and Liabilities - Unaudited

August 31, 2014

(Amounts in thousands, except unit data)

### Assets

Investments at fair value (cost \$2,558,730), including securities on loan of \$120,746 (Note 4)	\$	2,862,599
Cash denominated in foreign currencies (cost \$21,625)		21,481
Receivables:		
Investments sold		22,259
Dividends		5,699
Reclaimable foreign taxes withheld		3,274
Securities lending income		69
Unrealized appreciation on foreign currency contracts (Note 5)		<u>8</u>
<b>Total assets</b>		<b>2,915,389</b>

### Liabilities

Accrued expenses		3,046
Accrued capital gains taxes		1,171
Payable for investments purchased		17,018
Payable upon return of securities loaned (Note 4)		130,620
Unrealized depreciation on foreign currency contracts (Note 5)		45
Other		<u>277</u>
<b>Total liabilities</b>		<b><u>152,177</u></b>
<b>Net assets</b>	<b>\$</b>	<b><u><u>2,763,212</u></u></b>

### Analysis of net assets

Paid-in capital	\$	1,289,447
Accumulated undistributed net investment income		449,938
Accumulated undistributed net realized gain from investments		661,025
Accumulated undistributed net realized gain from foreign currency transactions		60,387
Unrealized net appreciation of investments		358,696
Unrealized net depreciation on translation of assets and liabilities in foreign currencies		<u>(56,281)</u>
<b>Net assets</b>	<b>\$</b>	<b><u><u>2,763,212</u></u></b>

### Unit data

Units outstanding		98,728,633
Net asset value, unit price	\$	<u><u>27.99</u></u>

See accompanying notes to financial statements.

# International Equity Pool

## Schedule of Investments - Unaudited

August 31, 2014

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
<b>Common Stock</b>			
<i>Argentina</i>			
Nortel Inversora SA - ADR 0.1%	101,540	\$ 2,095	\$ 2,159
<i>Australia</i>			
ALS Ltd	194,605	2,027	1,354
APN News & Media Ltd	93,055	58	65
Arrium Ltd	2,545,600	6,194	1,869
Ausdrill Ltd	615,106	1,674	751
Australian Pharmaceutical Ind	221,234	128	121
Australian Worldwide Explora	50,751	72	83
BC Iron Ltd	192,495	873	502
Boart Longyear Group	934,400	2,866	140
BT Investment Management Ltd	13,731	85	84
Cabcharge Australia Ltd	26,440	119	134
Carsales.com	263,658	2,322	2,745
Challenger Ltd	1,793,860	7,686	13,171
CSR Ltd	182,699	586	598
Downer EDI Ltd	1,203,418	4,599	5,481
GBST Holdings Ltd	80,764	213	302
Healthscope Ltd	928,526	1,864	1,980
Hills Holdings Ltd	34,993	57	53
Lend Lease Corporation Ltd	784,900	7,433	10,498
Maca Ltd	19,159	47	39
Macquarie Group Ltd	133,264	2,600	7,267
Metcash Ltd	1,384,300	5,153	3,638
Mincor Resources NL	46,446	41	28
Mineral Resources Ltd	476,100	4,410	4,733
Mount Gibson Iron Ltd	1,466,056	1,313	946
National Australia Bank Ltd	256,400	6,832	8,441
Ozforex Group Ltd	531,333	1,316	1,232
Primary Health Care Ltd	951,300	4,381	4,022
Resolute Mining Ltd	342,005	206	182
Ridley Corporation Ltd	44,972	37	37
Rio Tinto Ltd	173,344	9,402	10,154
SAI Global Ltd	220,581	991	968
Sally Malay Mining Ltd	146,141	121	109
Seven Group Holdings Ltd	374,000	2,637	2,701
Slater & Gordon Ltd	48,187	277	283
Southern Cross Media Group	1,404,000	2,857	1,405
Super Cheap Auto Group Ltd	224,628	1,926	1,985
Tassal Group Ltd	211,174	738	788
TFS Corporation Ltd	81,402	73	151
Thorn Group Ltd	22,763	51	52
Tiger Resources Ltd	254,846	86	72
Titan Energy Services Ltd	117,285	312	210
Virtus Health Pty Ltd	273,786	1,637	1,997
Watpac Ltd	59,913	54	52
Western Areas NL	171,605	764	788
<i>Total Australia - 3.3%</i>		87,118	92,211
<i>Austria</i>			
C.A.T. Oil AG	12,792	342	274
CA Immobilien Anlagen AG	23,484	408	487
Erste Group Bank AG	460,167	14,432	11,838
EVN AG	2,885	44	39
Flughafen Wien AG	1,739	135	156
OMV AG	238,000	9,096	9,217
Porr AG	1,329	87	87
Raiffeisen Bank International	34,172	1,201	878
S Immo AG	5,368	37	41
Semperit AG	2,120	105	120
Voestalpine AG	168,100	6,089	7,229
Wienerberger AG	5,320	89	80

See accompanying notes to financial statements.

# International Equity Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
Zumtobel AG	13,184	218	276
<i>Total Austria - 1.1%</i>		32,283	30,722
<i>Belgium</i>			
Ablynx NV	12,674	153	144
Agfa Gevaert NV	19,867	56	57
Banque Nationale de Belgique	17	66	78
Barco NV	35,900	2,343	2,551
Bekaert NV	8,839	367	329
bpost SA	122,717	3,117	3,030
CFE	526	43	56
Deceuninck NV	48,716	142	133
Delhaize Le Lion SA	135,800	8,171	9,489
Exmar NV	21,560	323	335
Melexis NV	6,559	232	302
Resilux	460	61	63
Sioen Industries NV	6,568	89	109
Tessenderlo Chemie NV	2,547	78	76
<i>Total Belgium - 0.6%</i>		15,241	16,752
<i>Bermuda</i>			
ARA Asset Management Ltd	98,000	140	140
Archer Ltd	81,577	150	141
BW Offshore Ltd	667,330	951	927
Catlin Group Ltd	28,884	269	247
China Yuchai International Ltd	169,330	2,896	3,500
Clear Media Ltd	46,000	37	48
Cosan Ltd	280,100	4,392	4,061
Credicorp Ltd	34,100	4,166	5,288
Dickson Concepts Ltd	1,628,500	1,191	925
Emperor International Holdings	362,000	106	87
First Pacific Company Ltd	14,492,314	8,578	16,886
Fly Leasing Ltd - ADR	16,210	240	235
Haier Electronics Group	1,411,000	3,526	4,078
Jinhui Shipping & Transport	9,360	43	28
Labixiaoxin Snacks Group Ltd	5,070,000	3,284	890
Le Saunda Holdings Ltd	80,000	37	38
Nine Dragons Paper Holdings	4,074,000	3,352	3,180
Petra Diamonds Limited	24,240	81	72
Playmates Holdings Ltd	130,000	182	154
Skyworth Digital Holdings Ltd	10,242,000	5,147	5,498
Valuetronics Holdings Ltd	582,000	217	208
Varitronix International Ltd	783,000	784	683
Vostok Nafta Investment	23,082	184	173
Yue Yuen Industrial Holdings	1,682,000	3,440	5,220
<i>Total Bermuda - 1.9%</i>		43,393	52,707
<i>Brazil</i>			
Banco do Brasil SA	412,501	4,637	6,451
BB Seguridade Participacoes	253,500	3,892	4,049
Bematech SA	137,000	472	530
Centrais Eletricas Brasileiras - ADR	2,010,000	13,033	7,377
CETIP SA	255,746	3,115	3,732
CIA Paranaense De Energia	273,280	3,187	3,378
Companhia Brasileira - ADR	92,700	4,506	4,718
Companhia de Saneamento	1,554,000	12,495	14,856
Companhia Paranaense - ADR	302,160	4,690	5,378
Embraer SA - ADR	511,528	14,724	19,822
FII BTG Pactual Corp Office Fd	3,484	191	184
Itau Unibanco Holding SA - ADR	503,580	6,801	9,064
JBS SA	1,058,100	3,605	4,786
Kroton Educacional SA	226,000	2,414	6,772
Light SA	479,900	4,214	5,276
Localiza Rent A Car	152,700	2,446	2,720
Marfrig Frigorificos e Comercio	5,531,785	16,755	18,789

See accompanying notes to financial statements.



# International Equity Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
Petroleo Brasileiro SA - ADR	1,295,092	25,743	26,492
Telefonica Brasil - ADR	577,869	8,130	12,366
Tim Participacoes SA - ADR	322,541	6,004	9,025
Vale SA - ADR	210,900	3,745	2,754
Viver Incorporadora e Construr <i>Total Brazil - 6.1%</i>	3,047,346	4,813	177
		149,612	168,696
<i>Canada</i>			
5N Plus Inc	12,300	47	40
Advantage Oil & Gas Ltd	9,900	40	61
Agrium Inc	74,400	5,713	7,052
Altus Group Ltd	22,340	297	429
Bankers Petroleum Ltd	57,600	218	350
Birchcliff Energy Ltd	18,800	156	220
Canadian Imperial Bank	103,400	6,667	9,905
Canadian Tire Corporation Ltd	90,400	6,356	9,360
Canam Group Inc	34,200	395	359
Canfor Pulp Products Inc	34,536	385	353
Cascades Inc	20,000	121	116
Celestica Inc	532,700	3,449	5,873
Centerra Gold Inc	74,700	360	452
Cipher Pharmaceuticals Inc	19,000	133	189
Clearwater Seafoods Inc	16,870	124	130
Cogeco Cable Inc	57,400	2,601	3,318
Cogeco Inc	1,600	72	84
Contrans Group Inc	13,324	177	187
Dominion Diamond Corp	35,425	494	481
Dream Industrial Real Estate	22,900	204	206
Easyhome Ltd	3,500	46	80
Enercare Inc	12,400	150	158
Enerflex Ltd	2,900	45	56
Enerplus Corp	9,200	201	211
Ensign Energy Services Inc	227,500	3,421	3,421
Entertainment One Ltd	398,979	2,162	2,349
Extencare Inc	57,800	389	457
Genworth MI Canada Inc	127,300	3,677	4,518
Gluskin Sheff & Associates	13,200	280	403
Great Canadian Gaming Corp	16,200	216	295
High Arctic Energy Services	38,714	175	191
Laurentian Bank of Canada	115,874	4,006	5,316
Linamar Corporation	13,700	492	793
Lucara Diamond Corporation	120,200	179	269
Macro Enterprises Inc	22,400	114	73
Magellan Aerospace Corp	10,700	86	111
Magna International Inc	91,400	4,635	10,388
Mandalay Resources Corp	51,000	36	54
McCoy Global Inc	7,300	49	41
Metro Inc	114,700	5,392	7,454
National Bank of Canada	183,600	4,727	8,854
New Flyer Industries Inc	4,100	41	52
North American Energy Partners	19,864	116	137
Parex Resources Inc	80,124	494	1,036
Petroamerica Oil Corp	691,797	210	255
Precision Drilling Corporation	293,900	3,060	3,755
Reitmans (Canada) Ltd	8,000	44	44
Rocky Mountain Dealerships	11,900	129	122
Rogers Communications Inc	88,000	3,393	3,596
Rogers Sugar Inc	23,100	99	104
Savanna Energy Services Corp	20,300	149	147
Shaw Communications Inc	332,500	7,903	8,396
Teck Corporation	191,900	6,308	4,368
Torstar Corporation	7,300	40	53
Transcontinental Inc	239,200	3,637	3,332
Uni-Select Inc	8,600	227	227
Western Energy Services Corp	15,300	141	151

See accompanying notes to financial statements.

# International Equity Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
Western Forest Products Inc	19,800	41	45
Westjet Airlines Ltd	276,800	34	7,502
Yellow Media Ltd	22,138	429	347
Zargon Oil & Gas Ltd	40,111	297	296
<i>Total Canada - 4.3%</i>		85,279	118,622
<i>Cayman Islands</i>			
Baidu Inc - ADR	19,300	3,203	4,140
Bauhaus International Holdings	110,000	39	42
Bosideng International Holding	75,966,200	15,885	12,056
Cabbeen Fashion Ltd	279,000	102	104
Chaoda Modern Agriculture Ltd	19,491,636	12,313	380
China Cord Blood Corp	78,139	321	410
China King Highway Holdings	13,244	43	56
China Shanshui Cement Group	3,932,000	2,724	1,446
GCL-Poly Energy Holdings Ltd	9,713,000	3,293	3,497
Ginko International Company	27,000	467	376
Goodbaby International Holding	2,610,000	1,283	1,297
Hengan International Group	328,000	3,333	3,498
Kingboard Laminates Holding	3,250,500	2,844	1,443
Lifestyle International Hldngs	632,000	1,231	1,174
PNG Resources Holdings Ltd	455,200	69	22
Sands China Ltd	261,200	2,008	1,702
Tencent Holdings Ltd	572,000	5,178	9,336
Xinyi Glass Holdings Co Ltd	2,202,000	1,340	1,389
Yingde Gases	8,266,500	7,658	8,842
<i>Total Cayman Islands - 1.9%</i>		63,334	51,210
<i>China</i>			
Bank of China Ltd	17,159,000	5,669	7,970
China Bluechemical Ltd	5,766,000	3,338	2,842
China Construction Bank Corp	11,485,000	8,977	8,536
China Life Insurance Co	1,827,000	4,963	5,245
China Minsheng Banking Corp	3,942,599	4,111	3,703
China Pet & Chem Cor (Sinopec)	15,522,000	10,409	15,742
China Railway Construction Ltd	5,277,500	5,126	5,053
China South Locomotive	5,982,000	4,422	5,395
Chongqing Machinery & Electric	7,926,000	1,644	1,186
Dongfeng Motor Group Company	8,248,000	11,443	15,283
Great Wall Motor Company Ltd	1,090,500	2,889	4,629
Guandong Electric Power	272,600	161	165
Harbin Power Equipment Company	3,886,000	4,295	2,311
Luthai Textile Co Ltd	65,400	80	90
PetroChina Co Ltd	3,990,000	5,341	5,663
Shanghai Electric Group Co	12,670,000	5,279	5,558
Shanghai Jin Jiang	298,000	82	100
Shanghai Pharmaceuticals	2,316,500	4,637	4,753
Sichuan Expressway Company Ltd	136,000	41	45
Weiqiao Textile Company Ltd	6,452,208	8,248	3,272
<i>Total China - 3.5%</i>		91,155	97,541
<i>Cyprus</i>			
Globaltrans Investment PLC - GDR	616,160	6,340	5,638
TCS Group Holdings PLC - GDR	540,720	5,893	2,866
<i>Total Cyprus - 0.3%</i>		12,233	8,504
<i>Czech Republic</i>			
CEZ	162,300	5,652	4,718
Telefonica 02 Czech Republic	659,500	11,381	9,265
<i>Total Czech Republic - 0.5%</i>		17,033	13,983
<i>Denmark</i>			
Alk-Abello A/S	380	36	51
Auriga Industries A/S	4,282	147	238

See accompanying notes to financial statements.

# International Equity Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
Bang & Olufsen A/S	7,976	88	92
Bavarian Nordic A/S	14,189	222	281
D/S Norden A/S	47,912	1,705	1,521
DFDS A/S	2,447	190	209
FLSmidth & Co A/S	50,887	2,983	2,723
H Lundbeck A/S	14,290	312	301
Jyske Bank A/S	17,807	984	973
NKT Holdings A/S	17,109	975	1,010
Pandora A/S	15,813	762	1,185
Per Aarsleff A/S	248	40	46
Rockwool Intl A/S	1,075	170	169
Schouw & Co A/S	2,691	114	129
SimCorp A/S	60,906	945	1,798
<i>Total Denmark - 0.4%</i>		9,673	10,726
<i>Egypt</i>			
<i>Commercial International Bank 0.1%</i>	288,338	1,603	1,863
<i>Finland</i>			
Cargotec Corporation	52,143	2,185	1,895
Caverion Corporation	4,313	40	35
Cramo Oyj	17,494	360	314
HKSscan Oyj	29,314	156	137
Lassila & Tikanoja Oyj	4,258	87	77
Neste Oil OYJ	30,118	591	591
TietoEnator Oyj	171,000	4,238	4,662
Tikkurila Oyj	2,748	71	65
Valmet Corporation	278,970	3,200	2,964
<i>Total Finland - 0.4%</i>		10,928	10,740
<i>France</i>			
Actia Group	7,717	42	51
Alstom SA	201,400	6,705	7,145
Alten	6,731	302	303
Altran Technologies SA	229,184	1,921	2,388
Axa	343,200	8,663	8,521
Bigben Interactive	5,597	57	47
BNP Paribas	93,300	6,860	6,314
Bonduelle SCA	1,510	38	43
Canal Plus	11,272	93	88
Cegedim SA	1,243	44	45
Chargeurs	45,476	350	343
Credit Agricole Nord de France	3,667	78	78
Credit Agricole SA	510,196	3,980	7,584
Etablissements Maurel et Prom	57,720	962	903
EuropaCorp	7,006	42	40
Gameloft SE	161,546	1,575	1,030
Groupe Crit	2,844	117	172
Groupe FNAC SA	6,951	347	309
Guerbet	3,645	157	166
Haulotte Group	16,090	286	266
Ingenico SA	24,011	1,259	2,313
Interparfums SA	7,212	252	223
Ispen SA	8,125	352	389
Jacquet Metal Service	7,568	140	158
Lagardere SCA	30,948	1,115	854
Le Belier	4,797	110	164
Lectra	12,867	125	135
Metropole Television	35,660	806	676
MGI Coutier	23,350	331	414
Montupet	810	35	57
Neopost SA	75,433	5,781	5,050
Norbert Dentressangle	1,642	224	235
PSB Industries	767	42	43
Renault SA	78,200	6,533	6,137

See accompanying notes to financial statements.

# International Equity Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
Sanofi-Synthelabo SA	78,900	5,478	8,678
SCOR SE	152,600	3,648	4,683
Sechilienne SA	1,579	44	40
Societe Generale	77,400	4,889	3,931
Societe Television Francaise 1	105,906	2,000	1,597
STEF-TFE	538	36	36
Synergie SA	4,015	75	104
Technicolor	102,484	705	788
Teleperformance	48,969	1,897	3,186
Thales SA	99,500	6,766	5,569
Total SA	232,600	14,724	15,377
Trigano SA	6,472	135	164
Ubisoft Entertainment SA	167,530	2,011	2,787
Valeo SA	78,789	3,715	9,545
Vetoquinol SA	951	49	45
Vivendi Universal	63,800	1,738	1,664
<i>Total France - 4.0%</i>		97,634	110,878
<i>Germany</i>			
Aareal Bank AG	63,483	1,791	2,848
ADVA AG Optical Networking	20,747	110	84
Aixtron AG	170,334	2,358	2,240
Allgeier SE	7,985	179	165
Allianz AG	67,400	9,038	11,524
Aurelius AG	7,408	284	281
BASF AG	60,900	2,832	6,280
Bechtle AG	6,020	406	478
Bertrandt AG	296	45	38
Bilfinger Berger AG	6,700	508	511
Cenit AG	2,678	40	41
Centrotec Sustainable AG	6,852	173	147
Daimler AG	76,400	7,354	6,263
Deutsche Bank AG	143,100	10,083	4,908
Dialog Semiconductor PLC	111,381	2,186	3,291
E.On AG	252,600	7,276	4,602
ELMOS Semiconductor AG	15,908	247	315
FrancoTyp-Postalia Holding AG	6,815	41	37
Freenet AG	297,000	4,672	7,957
Gerresheimer AG	49,694	3,272	3,600
GFT Technologies AG	7,822	95	102
Gildemeister AG	1,590	51	46
Homag Group AG	1,498	37	54
Homborner AG	19,573	210	209
Hornbach Baumarkt Aktiengesell	2,057	88	88
Indus Holdings AG	4,096	155	215
Jenoptik AG	18,040	315	239
Kloeckner & Company AG	17,414	259	239
Krones AG	6,135	564	563
Kuka AG	4,727	222	285
Merck KGaA	9,800	850	855
MorphoSys AG	15,950	737	1,475
Muenchener Rueckversicherungs	45,600	7,822	9,166
MUT Aero Engines Holding AG	27,655	2,111	2,419
Nemetschek AG	844	80	87
Nordex SE	55,178	817	999
Pfeiffer Vacuum Technology AG	26,503	2,362	2,395
Rhoen-Klinikum AG	70,395	2,051	2,209
RWE AG	101,000	6,304	3,962
Sixt SE	2,005	71	74
Stada Arzneimittel AG	157,955	7,727	6,319
Stratec Biomedical AG	990	51	51
Stroeer Media AG	5,205	91	117
Suedzucker AG	138,600	3,811	2,392
Surteco SE	2,265	90	76
Talanx AG	8,800	306	306

See accompanying notes to financial statements.

# International Equity Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
TUI AG	287,859	3,683	4,199
Volkswagen AG	55,300	7,067	12,419
Vossloh AG	23,322	2,150	1,519
Wacker Neuson SE	12,946	259	278
<i>Total Germany - 3.9%</i>		103,331	108,967
<i>Greece</i>			
Alapis Holding Ind & Commer	46,477	1,132	3
Bank of Greece	1,664	35	29
OPAP SA	172,783	2,716	2,752
Piraeus Bank SA	1,182,571	2,665	2,337
<i>Total Greece - 0.2%</i>		6,548	5,121
<i>Hong Kong</i>			
AIA Group Ltd	1,088,800	4,825	5,943
Beijing Enterprises Holdings	480,000	3,000	4,137
Bonjour Holdings Ltd	970,199	197	153
Champion Real Estate Inv Trust	167,000	71	76
Champion Technology Holdings	1,852,000	37	46
Cheung Kong Holdings Ltd	361,000	4,559	6,582
China Mobile (Hong Kong) Ltd	1,708,000	16,984	21,245
China Unicom (Hong Kong) Ltd	1,632,000	2,609	2,910
CNOOC Ltd	1,527,000	3,048	3,070
Dah Sing Financial Group	28,000	173	164
Econtext Asia Ltd	73,000	54	28
Emperor Watch & Jewellery Ltd	27,870,000	2,662	1,672
Fushan Intl Energy Group Ltd	5,912,000	1,964	1,625
Global Bio-Chem Technology	1,824,000	429	71
Lai Sun Development	1,682,000	45	44
Liu Chong Hing Investment Ltd	90,000	165	118
Luk Fook Holdings	3,346,000	10,621	10,491
S&C Engine Group Ltd	63,599	183	184
Shenzhen Expressway Company	186,000	81	118
Techtronic Industries Co Ltd	707,500	1,882	2,159
<i>Total Hong Kong - 2.2%</i>		53,589	60,836
<i>Hungary</i>			
Magyar Telekom	3,864,270	15,829	5,954
Richter Gedeon Nyrt	465,350	8,011	7,489
<i>Total Hungary - 0.5%</i>		23,840	13,443
<i>India</i>			
HDFC Bank Ltd - ADR	67,600	2,268	3,359
HDFC Bank Ltd	172,105	2,490	2,393
Hindalco Industries Ltd	972,222	2,908	2,725
ICICI Bank Ltd - ADR	38,100	1,545	2,038
ICICI Bank Ltd	179,454	3,394	4,604
Indiabulls Housing Finance Ltd	954,400	3,479	5,937
Indian Oil Corporation Ltd	1,586,810	7,274	9,398
ITC Ltd	754,895	3,691	4,420
Maruti Suzuki India Ltd	87,445	2,288	4,013
McLeod Russel India Ltd	346,493	2,094	1,680
Reliance Infrastructure Ltd	1,176,595	10,633	13,560
Rural Electrification Corp	1,522,000	5,776	6,731
Tata Chemicals Ltd	2,074,788	10,521	12,889
Tata Motors Ltd - ADR	182,100	4,852	8,775
Ultra Tech Cement Ltd	71,544	2,570	3,007
United Phosphorus Ltd	2,716,987	6,465	14,154
Zee Entertainment Enterprises	820,878	3,384	3,703
<i>Total India - 3.7%</i>		75,632	103,386
<i>Indonesia</i>			
Bank Rakyat Indonesia	5,306,900	3,819	5,013
Energi Mega Persada Tbk	18,920,300	147	146
Indofood Sukses Mak Tbk	4,762,000	2,713	2,799

See accompanying notes to financial statements.

# International Equity Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
Jakarta Int'l Hotels & Dev	15,706	2	2
Lippo Cikarang PT	196,000	83	143
Matahari Department Store TB	720,100	867	1,002
PT XL Axiata Tbk	11,421,870	4,580	5,810
<i>Total Indonesia - 0.5%</i>		12,211	14,915
<i>Ireland</i>			
Circle Oil PLC	390,641	137	161
Greencore Group PLC	479,541	1,786	2,121
ICON PLC	7,563	307	375
Irish Life & Permanent Group	398,100	6,377	44
Smurfit Kappa Group PLC	82,730	1,622	1,881
<i>Total Ireland - 0.2%</i>		10,229	4,582
<i>Israel</i>			
Airport Cith Ltd	4,930	43	48
Discount Investment Corp	26,790	205	221
Elco Holdings	1,177	13	12
Internet Gold Golden Lines	537	6	5
Israel Discount Bank	2,414,362	4,997	4,060
Lumenis Ltd	11,512	130	103
Orbotech Ltd	62,686	906	1,017
Teva Pharmaceutical Ltd	171,700	6,922	8,959
<i>Total Israel - 0.5%</i>		13,222	14,425
<i>Italy</i>			
A2A SpA	526,298	590	578
ACEA SpA	15,134	157	206
Amplifon SpA	17,651	94	102
Ascopiave SpA	226,679	583	575
Autostrada Torino-Midland SpA	5,468	92	75
Banca Ifis SpA	18,281	280	369
Biesse SpA	32,788	354	346
Brembo SpA	13,161	411	468
Cattolica Assicurazioni Scrl	4,204	89	92
Cementerie del Tirreno	67,193	386	457
CIR SpA	70,430	116	102
Cofide-Compagnia Finanziaria	96,920	76	67
Credito Emiliano SpA	281,157	2,196	2,603
Delclima	2,668	4	5
El En SpA	1,451	46	45
Elica SpA	66,261	170	141
Emak SpA	133,973	166	139
Enel SpA	1,614,200	7,873	8,560
Engineering Ingegneria Info	2,727	155	139
ENI SpA	424,300	11,514	10,608
ERG SpA	32,864	447	461
Esprinet SpA	70,379	748	655
Eurotech SpA	12,764	43	31
FNM SpA	211,440	121	166
Immobiliare Grande Distribuzio	26,702	46	39
Iren SpA	100,744	152	143
Italmobiliare SpA	10,528	404	420
La Doria SpA	41,219	268	343
Recordati SpA	12,749	172	208
Reno de Medici SpA	191,414	79	76
Reply SpA	1,209	80	98
Safilo Group SpA	107,592	1,996	2,236
Saras SpA	46,782	81	56
Servizi Italia SpA	17,044	99	99
Sogefi SpA	59,288	334	238
Vittoria Assicurazioni SpA	8,735	125	114
<i>Total Italy - 1.1%</i>		30,547	31,060

See accompanying notes to financial statements.

# International Equity Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
<i>Japan</i>			
77 Bank Ltd	539,000	2,489	2,911
Achille Corporation	23,000	37	32
Adeka Corporation	6,500	88	87
Aeon Fantasy Co Ltd	6,000	83	79
Agro-Kanesho Co Ltd	10,800	91	87
Ahresty Corporation	19,300	156	145
Aichi Toyota Motor Company Ltd	2,000	35	40
Ain Pharmaciez Inc	99,700	4,652	4,827
Airport Facilities Co Ltd	7,500	64	52
Aizawa Securities Company Ltd	10,900	78	56
Alconix Corp	1,400	22	20
Alpine Electronics Inc	22,500	299	359
Amiyai Tei Co Ltd	2,100	75	74
Amuse Inc	3,600	85	84
Anabuki Kosan Inc	51,000	162	135
AOI Electronick Company Ltd	1,700	45	70
Arakawa Chemical Industries	22,700	208	250
ARC Land Sakamoto Co Ltd	20,300	390	471
Asahi Holdings Inc	27,500	484	487
Asahi Kasei Corp	1,215,000	7,239	9,759
Asahi Net Inc	37,300	181	185
Aska Pharmaceutical Company	73,300	621	984
Bando Chemical Industries Ltd	47,000	188	189
Bic Camera Inc	44,500	380	408
BML Inc	5,600	194	185
Bookoff Corp	5,400	36	41
Broadleaf Co	2,900	57	49
Bronco Billy Co Ltd	3,000	93	102
Brother Industries Ltd	266,300	3,655	5,170
Bunka Shutter Co Ltd	41,000	243	369
CAC Corp	33,400	307	427
Canon Marketing Japan Inc	15,200	286	304
Central Glass Company Ltd	121,000	431	451
Century Leasing System Inc	158,600	2,018	4,695
Chimney Co Ltd	18,900	227	366
Chiyoda Integre Company	16,000	288	228
Chuetsu Pulp & Paper Company	130,000	245	229
CKD Corporation	19,200	203	182
Cleanup Corp	5,000	42	46
Coca-Cola West Company	39,199	801	611
Cocokara Fine Holdings Inc	80,100	2,067	2,123
Corona Corporation	13,600	148	158
CTI Engineering Company Ltd	18,800	192	315
CyberAgent Inc	82,170	2,266	2,816
Daiichi Jitsugyo Company Ltd	32,000	146	185
Daiichi Kigenso Kagaku-Kyogyo	3,300	82	121
Dai-Ichi Seiko Co Ltd	5,900	104	113
Daiichikosho Company Ltd	5,100	149	149
Daikokutenbussan Co Ltd	4,500	138	137
Dainichiseika Color & Chem	45,000	199	230
Dainippon Screen Mfg Co Ltd	357,000	1,709	1,976
Daiseki Company Ltd	79,660	1,373	1,429
Daito Bank Ltd	196,000	203	255
Daito Pharmaceutical Co Ltd	26,100	418	470
Daiwa Odakyu Construction Co	8,700	45	64
Daiwabo Company Ltd	461,000	881	927
Data Communication System Co	5,800	127	126
DCM Japan Holdings Co Ltd	12,200	84	83
Denyo Company Ltd	3,800	45	55
Disco Corp	22,300	1,221	1,427
Don Quijote Co Ltd	42,600	1,894	2,259
Doutor Nichires Holdings Co	52,400	893	859
Dowa Holdings Co Ltd	213,000	1,981	1,913
DyDo Drinco Inc	2,900	114	123

See accompanying notes to financial statements.

# International Equity Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
Dynam Japan Holdings Co Ltd	91,000	195	244
Edion Corporation	191,700	1,304	1,214
Eidai Co Ltd	2,000	11	9
Eiken Chemical Company Ltd	5,200	97	92
Eizo Nannao Corporation	51,700	1,645	1,344
Elematec Corporation	2,100	33	39
Escrit Inc	5,700	53	66
ESPEC Corp	5,500	45	50
Fields Corporation	3,100	44	47
Fuji Kiko Co Ltd	11,000	47	58
Fuji Soft ABC Incorporated	2,000	41	48
Fujikura Kasei Company Ltd	35,700	191	186
Fujitsu Frontech Ltd	18,500	197	249
Fukoku Company Ltd	13,700	128	151
Fukuda Corporation	24,000	110	231
Fukuda Denshi Company Ltd	2,000	112	119
Fukushima Industries Corp	5,800	87	115
Furusato Industries Ltd	9,800	119	154
Fuso Pharmaceutical Industries	51,000	166	156
Futaba Industrial Company	16,000	89	89
GEO Corporation	180,000	1,846	1,582
Glory Ltd	91,700	2,329	2,776
Goldcrest Company Ltd	82,600	2,079	1,696
Gunze Ltd	53,000	147	150
Hamakyorex Co Ltd	1,500	43	51
Happinet Corporation	6,400	53	118
Hard Off Corporation Co Ltd	9,600	76	82
Hazama Ando Corp	291,100	1,020	2,149
Heiwa Corporation	185,200	3,125	4,234
HEIWADO Company Ltd	14,400	233	234
Higashi-Nippon Bank Ltd	17,000	37	45
Hirano Tecseed Co	21,000	227	198
Hitachi Capital Corporation	122,000	2,770	3,213
Hitachi Zosen Fukui Corp	6,500	84	91
Hokuetsu Industries Co Ltd	25,000	127	220
Hoshizaki Electric Company Ltd	44,596	867	2,181
Hyakugo Bank Ltd	11,000	45	44
IKK Inc	5,500	42	46
Inaba Seisakusho Co Ltd	14,300	194	187
Inabata & Company Ltd	5,200	54	52
Infocom Corporation	17,000	151	150
IT Holdings Corporation	42,700	666	788
Itochu Corp	425,300	3,006	5,414
Itochu Enex Company Ltd	8,000	57	58
Itochu Techno-Science Corp	49,800	1,979	2,217
Itoki Corp	91,900	539	605
Iwai Cosmo Holdings Inc	27,800	350	273
Iwasaki Electric Company Ltd	64,000	154	150
Japan Aviation Electronics Ind	18,000	320	415
Japan Digital Laboratory Co	7,100	101	131
Japan Hotel REIT Investment	3,051	1,236	1,847
Japan Petroleum Exploration Co	43,200	1,650	1,684
Jastec Company Ltd	11,800	96	94
JK Holdings Co Ltd	7,400	40	40
J-Oil Mills Inc	110,000	335	365
JSR Corporation	130,786	2,335	2,276
JTEKT Corporation	177,400	1,739	2,824
JVC Kenwood Holdings	136,900	308	368
JX Holdings Inc	778,200	4,990	4,006
Kaga Electronics Company	57,400	683	730
Kaken Pharmaceutical Co Ltd	217,000	3,331	5,475
Kanamoto Co Ltd	70,400	1,882	3,219
Kandenko Co Ltd	39,000	243	210
Kanematsu Corporation	170,000	262	285
Kato Sangyo Company Ltd	14,000	266	306

See accompanying notes to financial statements.



# International Equity Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
Kato Works Co Ltd	31,000	207	224
KDDI Corporation	172,900	4,617	9,984
Keihanshin Real Estate Company	21,100	115	112
Keihin Corporation	224,300	2,368	3,172
Kinki Nippon Tourist Co Ltd	319,000	571	550
Kissei Pharmaceutical Co Ltd	39,100	915	979
Kitano Construction Corp	32,000	75	113
Kohnan Shoji Co Ltd	18,200	192	191
Komatsu Wall Industry Co Ltd	5,500	128	139
Konishi Company Ltd	15,500	311	307
Konoike Transport Co Ltd	26,800	440	575
KRS Corporation	8,200	82	91
K's Holdings Corporation	4,600	135	129
Ku Holdings Company Ltd	7,600	51	45
Kura Corporation	23,900	572	681
Kuroda Electric Co Ltd	44,900	706	692
Kyodo Printing Co Ltd	56,000	152	207
Kyorin Co Ltd	44,600	943	1,002
Kyowa Exeo Corporation	239,500	2,147	3,271
Kyowa Leather Cloth Co Ltd	39,200	208	286
Kyudenko Corporation	71,000	499	828
LAC Co Ltd	26,300	182	199
Leopalace21 Corporation	296,400	1,723	1,706
Maeda Road Construction Co Ltd	19,000	324	321
Marubeni Corporation	544,000	2,695	3,933
Marubun Corporation	22,800	125	140
Matsumotokiyoshi Holdings Co	172,700	3,687	5,461
Matsuya Foods Company Ltd	4,600	85	92
MCJ Co Ltd	22,000	69	73
Mediceo Paltac Holdings Co	24,600	323	319
MegaChips Corp	75,600	1,060	1,030
Megmilk Snow Brand Co Ltd	145,800	2,664	1,917
Melco Holdings Inc	17,500	332	381
MID REIT Inc	425	997	1,021
Mikuni Corporation	20,000	74	80
Miraca Holdings Inc	100,600	3,389	4,687
Miroku Jyoho Service Co Ltd	29,400	144	145
Mitani Corporation	8,800	185	230
Mito Securities Company Ltd	26,000	124	100
Mitsubishi Research Institute	2,000	39	47
Mitsubishi Tokyo Finl Grp Inc	1,324,600	6,530	7,627
Mitsuboshi Belting Co Ltd	27,000	152	173
Mitsui & Company Ltd	375,200	6,277	6,125
Mitsui Engineering & Shipbuild	50,000	95	109
Mitsui High - Tec Inc	22,400	159	156
Mitsui Home Company Ltd	7,000	34	33
Mitsui Mining Company Ltd	79,200	99	87
Mitsui Sugar Co Ltd	62,000	224	233
Mitsuuroko Company Ltd	7,600	39	43
Mizuho Financial Grp Inc	4,906,800	10,435	9,347
Mochida Pharmaceutical Company	10,900	723	750
Morinaga Milk Industry Company	172,000	518	601
MTI Ltd	38,700	299	339
Musashi Seimitsu Industry Co	90,500	2,204	2,048
Nabtesco Corp	117,900	2,496	2,718
NAFCO Company Ltd	2,500	36	41
NEC Networks & System Int	12,500	312	296
New Japan Radio Co Ltd	41,000	172	167
Nichi Iko Pharmaceutical Co	15,600	242	243
Nichiha Corp	37,600	465	386
Nichirei Corporation	571,000	2,642	2,693
Nichireki Co Ltd	17,000	169	162
Nichirin Co Ltd	3,000	43	44
Nihon Eslead Corp	34,800	372	335
Nihon Tokushu Toryo Co Ltd	13,100	77	84

See accompanying notes to financial statements.

# International Equity Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
Nihon Unisys Ltd	17,900	142	165
Nipon Piston Ring Co Ltd	21,000	39	48
NIPPO Corporation	16,000	304	315
Nippon Chemical Industrial Co	34,000	50	51
Nippon Flour Mills Company Ltd	109,000	524	549
Nippon Hume Corp	21,200	189	168
Nippon Light Metal Holdings	30,000	46	48
Nippon Pillar Packing Co Ltd	21,900	176	181
Nippon Prologis REIT Inc	709	1,032	1,724
Nippon Road Company Ltd	14,000	70	79
Nippon Seisen Co Ltd	39,000	193	269
Nippon Signal Co Ltd	55,900	452	576
Nippon Suisan Kaisha Ltd	178,000	520	517
Nippon System Development	3,500	47	55
Nippon Telegraph & Telephone	212,800	9,540	14,298
Nippon Television Network	272,000	4,496	4,187
Nishio Rent All Company Ltd	12,700	394	582
Nissan Tokyo Sales Holdings	63,700	281	184
Nittetsu Mining Company	18,000	83	79
Nitto Kogyo Corporation	15,200	258	314
Nittoc Construction Co Ltd	37,100	147	155
Nojima Corporation	58,400	442	361
Nomura Real Estate Holdings	90,400	2,151	1,633
Noritake Company Ltd	18,000	50	46
North Pacific Bank Ltd	705,600	3,211	2,866
Novarese Inc	13,300	128	109
NTT DoCoMo	440,000	6,738	7,617
Ohashi Technica Inc	19,500	183	225
Oita Bank Ltd	29,000	106	109
Okinawa Electric Power Company	9,400	318	306
Onoken Company Ltd	17,000	224	192
Otsuka Holdings Co Ltd	275,700	8,339	10,037
Pack Corporation	2,100	39	41
Paltac Corp	42,300	564	541
Panasonic Informations Systems	8,500	254	242
Paramount Bed Holdings Co Ltd	2,900	90	89
Pioneer Corporation	51,100	107	159
Plenus Co Ltd	40,600	911	974
Pocket Card Company Ltd	6,100	42	40
Pola Orbis Holdings Inc	66,300	1,860	2,617
Prima Meat Packers Ltd	31,000	58	85
Resona Holdings Inc	2,217,300	11,518	12,042
Rheon Automatic Machinery	18,000	98	79
Riken Keiki Co Ltd	9,300	75	97
Riso Kagaku Corporation	1,700	38	55
Rohto Pharmaceutical Company	20,000	284	284
Ryoden Trading Co Ltd	8,000	58	59
Ryosan Company Ltd	10,500	211	231
Saint Marc Holdings Co Ltd	2,100	107	119
San-Ai Oil Co Ltd	32,000	166	246
Sanko Metal Industries Co	13,000	36	29
Sankyo Tateyama Inc	19,000	378	368
Sanshin Electronics Co Ltd	44,200	337	352
Sanyo Shokai Ltd	91,000	231	208
Sapporo Holdings Ltd	310,341	1,278	1,329
Satori Electric Company Ltd	6,400	41	42
Seika Corporation	50,000	120	128
Seiko Epson Corporation	42,600	902	2,161
Seino Holdings Corporation Ltd	330,000	1,730	3,100
Sekisui Plastics Co Ltd	27,000	73	76
Senshu Electric Co Ltd	3,100	37	55
Senshukai Company Ltd	17,600	151	146
Shinagawa Refractories Company	35,000	77	90
Shindengen Electric Manufact	69,000	350	454
Shin-Etsu Polymer Company Ltd	8,600	48	48

See accompanying notes to financial statements.

# International Equity Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
Shinko Electric Industries	109,400	968	800
Shinsho Corporation	17,000	38	42
Shizuoka Gas Company Ltd	27,400	161	182
Showa Sangyo Co Ltd	33,000	108	122
SK-Electronics Co Ltd	3,800	64	61
SKY Perfect JSAT Corp	612,800	3,196	3,758
Sogo Medical Co Ltd	2,000	76	97
Sojitz Corp	63,600	121	105
SRA Holdings Inc	12,500	154	204
Studio Alice Co Ltd	4,200	58	56
Suminoe Textile Co Ltd	12,000	42	40
Sumitomo Corporation	697,400	9,388	9,016
Sumitomo Forestry Company Ltd	6,800	80	76
Sumitomo Metal Mining Co Ltd	326,900	4,216	4,967
Sumitomo Mitsui Financial Grp	236,600	7,417	9,567
Suncall Corporation	12,000	77	71
Sundrug Co Ltd	62,000	2,352	2,757
Sun-Wa Technos Corp	4,900	42	51
Suzuken Company Ltd	3,300	114	110
Systema Corp	30,800	226	237
T. Rad Company	18,000	55	48
Taihei Dengyo Kaisha Ltd	15,000	103	114
Taiko Pharmaceutical Co	25,200	488	427
Takara Leben Company Ltd	156,900	545	533
Takara Printing Co Ltd	5,600	45	43
Takasago Thermal Engineering	14,700	181	186
Takebishi Corp	5,600	42	50
Takiron Co Ltd	27,000	136	135
Takuma Co Ltd	91,000	696	582
Tamura Corporation	66,000	172	282
Tayca Corporation	30,000	125	130
TDK Corporation	45,400	1,838	2,264
Teikoku Sen I Co Ltd	20,100	216	415
Temp Holdings Co Ltd	63,300	2,056	2,187
Tenma Corporation	10,300	136	161
Tera Probe Inc	13,900	160	144
Toa Road Corp	20,000	81	81
Toagosei Company Ltd	602,000	2,621	2,515
Tochigi Bank Ltd	10,000	40	41
Toei Company Ltd	13,000	76	72
Toell Co Ltd	15,900	81	102
TOENEC Corporation	10,000	61	57
Toho Bank Ltd	12,000	37	43
Toho Pharmaceutical Co Ltd	7,800	129	151
Tokai Holdings Corp	63,300	232	315
Tokushu Tokai Paper Co Ltd	20,000	40	52
Tokyo Sangyo Company Ltd	11,400	41	45
Tokyo Steel Manufacturing	304,700	1,514	1,748
Tokyo Tatemono Company Ltd	248,700	1,519	2,131
Tokyo Theatres Co Inc	95,000	153	140
Tomoku Co Ltd	26,000	83	72
Toppan Forms Co Ltd	8,000	74	81
Tosoh Corporation	11,000	44	46
Toukei Computer Co Ltd	3,100	46	46
Towa Pharmaceutical Co Ltd	9,100	408	371
Toyo Kohan Company Ltd	39,000	178	217
Toyo Machinery & Metal Co	78,800	422	385
Trust Tech Inc	6,800	83	125
TYK Corp	15,000	37	32
Uchida Yoko Company	216,000	654	925
Ulvac Inc	51,900	975	700
USC Corporation	9,000	141	158
Usen Corp	11,200	43	41
Valor Company Ltd	4,400	65	71
VT Holdings Co Ltd	15,000	75	63

See accompanying notes to financial statements.

# International Equity Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
Wakachiku Construction Company	129,000	182	224
Wellnet Corporation	28,600	483	477
West Japan Railway Company	155,100	6,880	7,346
Wowow Inc	1,200	40	51
Yahagi Construction Co Ltd	23,600	188	178
Yambiko Corporation	1,400	57	46
Yodogawa Steel Works Ltd	512,000	2,194	2,208
Yokogawa Electric Corp	155,300	1,650	1,798
Yokohama Rubber Company Ltd	504,000	2,710	4,483
Yuasa Funashoku Co Ltd	18,000	42	47
Yuasa Trading Co	206,000	416	432
Zenkoku Hosho Co Ltd	32,400	806	869
Zuken Inc	4,800	45	47
<i>Total Japan - 12.1%</i>		283,737	335,482
<i>Korea</i>			
Asia Cement Co Ltd	393	43	45
Asia Paper Manufacturing Co	2,100	44	51
AUK Corp	25,060	59	49
BS Financial Group Inc	616,150	3,088	10,209
China Great Star International	50,579	90	177
CJ Home Shopping Co Ltd	6,930	2,632	2,460
Daegu Energy Co Ltd	13,940	75	94
Daehan Flour Mills Company Ltd	273	45	58
Daesung Holdings Co Ltd	3,210	27	39
Daou Data Corp	13,456	55	75
DAP Co Ltd	8,438	43	38
Dayou Smart Aluminium Co Ltd	47,793	68	70
Dong Ah Tire & Rubber Company	2,620	44	55
Dong-A Hwasung Co Ltd	13,049	86	82
Dongwon Development Co	11,468	218	394
Eugene Investment & Securities	15,830	42	34
GMB Korea Corp	4,580	39	35
Hana Financial Group	354,090	15,937	14,859
Hanwha Corporation	16,040	612	479
Hwasung Industrial Co Ltd	4,210	41	53
Hynix Semiconductor Inc	141,072	3,872	6,317
Hyundai Mobis	49,916	13,015	14,473
Hyundai Motor Company	35,705	7,371	8,205
Industrial Bank of Korea	473,400	6,897	8,217
KB Financial Group Inc	272,796	11,517	11,179
KC Tech Co Ltd	8,035	56	51
Keyang Electric Machinery Co	31,880	100	158
Kia Motors Corporation	204,870	11,541	12,366
Kiswire Ltd	1,040	36	54
Kook Je Electric Korea Co	2,078	44	45
Korea Flange Co Ltd	2,494	52	52
KT Corporation	146,200	4,858	5,047
KT&G Corporation	73,200	5,425	6,851
Kumkang Kind Co Ltd	70	3	4
Kunsul Chemical Ind	1,320	36	58
Kyungchang Industrial Co Ltd	7,381	81	100
LG Chemical Ltd	19,257	5,296	5,118
Lotte Confectionery Co Ltd	2,678	3,475	5,731
Neowiz Games Corp	2,910	48	58
Nice Information & Telecom	13,879	227	330
NVH Korea Inc	7,227	42	34
Paradise Co Ltd	109,960	2,569	4,262
Posco	61,627	22,139	20,300
RedcapTour Co Ltd	1,861	41	50
Saeron Automotive Corp	4,160	43	47
Sam Young Electronics Co Ltd	4,090	36	52
Samsung Electronics Co Ltd	23,655	24,043	28,789
Samyang Corporation	930	39	70
Sejong Industrial Company Ltd	2,420	42	46

See accompanying notes to financial statements.

# International Equity Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
Sewon Precision Industry Co	3,874	121	136
Shinhan Financial Group	439,240	16,882	22,743
SK Holdings Co Ltd	31,400	2,829	4,970
SK Telecom Company Ltd	56,500	7,643	15,212
Unick Corporation	208	1	1
Zeus Co Ltd	2,863	42	52
<i>Total Korea - 7.6%</i>		173,750	210,534
<i>Luxembourg</i>			
Adecoagro SA	748,040	5,923	7,069
Aperam	9,778	166	316
Samsonite International SA	479,400	1,272	1,655
<i>Total Luxembourg - 0.3%</i>		7,361	9,040
<i>Malaysia</i>			
Cahya Mata Sarawak Bhd	254,400	154	338
Genting Malaysia Bhd	1,266,600	1,470	1,812
Insas Bhd	10,700	2	4
JCY International BHD	195,900	44	43
Land & General Bhd	1,078,600	197	221
LBS Bina Group Bhd	64,200	36	34
Malaysia Bldg Society Bhd	5,041,100	3,665	3,982
Malaysian Pacific Industries	190,600	224	345
Matrix Concepts Holdings Bhd	48,450	42	49
Muhibbah Engineering	55,900	49	57
Pelikan International Corp	194,500	41	80
Protasco Bhd	226,200	120	118
Scientex Bhd	19,900	36	39
TA Enterprise Bhd	164,800	42	48
Unisem (M) Berhad	100,200	44	56
WTK Holdings Bhd	320,700	131	138
<i>Total Malaysia - 0.3%</i>		6,297	7,364
<i>Mexico</i>			
America Movil SAB de CV - ADR	238,303	5,173	5,841
America Movil SAB de CV	8,539,300	9,039	10,443
Cemex SAB de CV - ADR	1,445,330	11,405	19,122
Desarrolladora Homex SA	6,208,785	9,069	1,087
Gruma SA	36,118	295	412
Grupo Aeromexico Sab De CV	91,947	127	149
Grupo Financiero Banorte	767,100	4,193	5,400
Grupo Televisa SA - GDR	172,200	4,077	6,383
Industrias Bachoco	15,852	58	76
Macquarie Mexico Real Estate	5,994,340	10,578	12,016
Urbi Desarrollos Urbanos SA	18,713,415	8,415	1,686
<i>Total Mexico - 2.3%</i>		62,429	62,615
<i>Netherlands</i>			
Aegon NV	1,187,300	8,873	9,408
AMG Advanced Metallurgical	5,502	53	52
BE Semiconductor Industries	6,502	104	115
BinckBank NV	95,042	989	1,042
Constellium NV	24,998	516	712
Delta Lloyd NV	150,800	3,505	3,642
Eurocommercial Properties NV	1,674	83	82
Koninklijke Ahold NV	488,215	6,932	8,360
Koninklijke Philips Electronic	208,100	6,633	6,357
Koninklijke Ten Cate	2,399	75	59
Nutreco Holding NV	35,166	1,108	1,356
TKH Group NV	66,239	2,247	2,242
TNT NV	787,629	3,524	3,954
TomTom NV	133,733	963	1,028
USG People NV	87,933	1,179	1,135
Wereldhave NV	12,454	1,145	1,149
<i>Total Netherlands - 1.5%</i>		37,929	40,693

See accompanying notes to financial statements.

# International Equity Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
<i>New Zealand</i>			
Chorus Ltd	402,320	943	591
Nuplex Industries Ltd	52,454	149	134
Telecom Corp of New Zealand	1,749,509	2,935	4,298
Trade Me Ltd	500,632	1,651	1,551
<i>Total New Zealand - 0.2%</i>		5,678	6,574
<i>Norway</i>			
Austevoll Seafood	33,359	206	213
Bakkafrost P/F	19,886	339	431
Cermaq ASA	23,290	315	307
Det Norske Oljeselskap (DNO)	458,456	1,620	1,386
DNB Holding ASA	458,100	5,306	8,573
Dolphin Group ASA	43,506	45	30
Hurtigruten Group ASA	76,596	57	50
Kongsberg Automotive Holdings	179,686	179	217
Kongsberg Gruppen ASA	1,736	38	40
Kvaerner ASA	176,611	363	304
Sparebanken 1 SMN	27,006	238	254
StatoilHydro ASA	363,400	9,559	10,236
TGS Nopec Geophysical Company	68,967	1,177	1,943
Veidekke ASA	286,857	2,626	3,065
Yara International ASA	160,200	7,008	8,065
<i>Total Norway - 1.3%</i>		29,076	35,114
<i>Pakistan</i>			
Nishat Mills Ltd - 0.2%	4,997,940	6,035	5,050
<i>Panama</i>			
Banco Latinoamericano de Exp - 0.3%	286,032	4,525	9,184
<i>Philippines</i>			
Alliance Global Group Inc	654,000	441	369
Metropolitan Bank & Trust Co	2,550,114	3,722	5,027
SM Investments Corporation	180,671	2,847	3,199
<i>Total Philippines - 0.3%</i>		7,010	8,595
<i>Poland</i>			
Enea SA	10,846	57	51
Energa SA	100,599	625	656
Fabryki Mebli Forte SA	5,447	59	80
KGHM Polska Miedz	108,800	3,622	4,485
Netia SA	58,952	99	101
Powszechna Kasa Oszczednosci	422,369	5,114	5,053
Zespol Elektrowni Patnow	12,280	108	116
<i>Total Poland - 0.4%</i>		9,684	10,542
<i>Portugal</i>			
Altri SGPS SA	38,519	125	115
Portucel SA	28,305	108	122
Semapa-Sociedade de Inv e Ges	18,311	186	249
Sonae	327,459	479	499
Zon Optimus SGPS SA	250,377	1,858	1,464
<i>Total Portugal - 0.1%</i>		2,756	2,449
<i>Qatar</i>			
Qatar National Bank - 0.0%	20,721	934	1,150
<i>Russia</i>			
Gazprom - ADR	1,985,900	19,016	14,130
Luikoil - ADR	542,426	32,171	30,141
Magnit	11,024	3,097	2,704
MMC Norilsk Nickel - ADR	412,394	7,138	8,071
Mobile TeleSystems - ADR	300,000	4,559	5,535
Rostelecom - ADR	184,400	3,775	2,941

See accompanying notes to financial statements.

# International Equity Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
RusHydro - ADR	3,255,643	9,881	6,085
Sberbank of Russia - ADR	933,710	9,930	7,610
Sberbank of Russia	1,736,788	4,850	3,428
Sberbank of Russia - GDR	175,000	2,131	1,426
Sistema JSFC - GDR	166,200	4,541	3,781
<i>Total Russia - 3.1%</i>		101,089	85,852
<i>Singapore</i>			
Asia Food & Properties Ltd	80,000	36	42
Boustead Singapore Ltd	39,000	54	56
Chip Eng Seng Corporation Ltd	95,000	62	68
ComfortDelGro Corporation	1,039,000	1,289	2,090
CSE Global Ltd	761,000	420	418
DBS Group Holdings Ltd	742,000	7,866	10,655
Falcon Energy Group	193,000	62	60
Frasers Commercial Trust	161,000	166	181
Haw Par Corporation Ltd	585,200	2,330	4,005
Hiap Hoe Ltd	55,000	36	38
Hong Leong Asia Ltd	1,164,000	2,220	1,427
Indofood Agri Resources Ltd	72,000	58	50
Mapletree Greater China	163,000	117	123
Sheng Siong Group Ltd	88,000	50	49
Sunningdale Tech Ltd	1,057,000	183	195
Suntec REIT	1,017,000	1,118	1,487
UMS Holdings Ltd	373,750	173	172
Wee Hur Holdings Ltd	140,000	37	43
XinRen Aluminum Holdings Ltd	302,000	121	122
<i>Total Singapore - 0.8%</i>		16,398	21,281
<i>South Africa</i>			
Aspen Pharmacare Holdings	157,497	2,958	4,526
Astral Foods Ltd	161,900	2,256	2,177
Barclays Africa Group Ltd	373,777	5,387	5,854
Group Five Ltd	12,329	55	47
Imperial Holdings Ltd	245,700	1,165	4,394
Mediclinic International Ltd	215,851	1,850	1,877
Metropolitan Holdings Ltd	1,806,100	2,975	4,668
MTN Group Ltd	649,702	11,406	14,725
Murray & Roberts Holdings	65,672	150	163
Naspers Ltd	62,889	4,290	8,015
Peregrine Holdings Ltd	20,852	45	45
Sibanye Gold Ltd - ADR	55,657	313	523
Sibanye Gold Ltd	116,656	186	275
Telkom South Africa Ltd	44,526	177	239
Woolworths Holdings Ltd	353,635	2,243	2,642
<i>Total South Africa - 1.8%</i>		35,456	50,170
<i>Spain</i>			
ACS Actividades Construction	101,454	3,720	4,284
Banco Santander CtrI Hisp SA	516,500	5,616	5,164
Gamesa Corporation Tecnologica	251,246	2,441	3,168
Iberdrola SA	944,200	5,093	6,946
Papeles y Cartones de Europa	50,328	280	324
Repsol SA	282,500	7,856	7,029
Tubacex SA	62,813	323	321
Unipapel SA	7,619	144	160
<i>Total Spain - 1.0%</i>		25,473	27,396
<i>Sweden</i>			
B&B Tools AB	11,940	195	251
Bilia AB	209	-	6
Boliden AB	344,817	5,070	5,476
Bure Equity AB	10,811	49	47
Creades	1,501	36	39
Dios Fastigheter AB	14,135	120	114

See accompanying notes to financial statements.

# International Equity Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
Duni AB	18,430	229	246
Eniro AB	11,350	90	32
Eolus Vind AB	8,331	40	36
FinnvedenBulten AB	14,151	165	144
Haldex AB	12,868	168	166
Intrum Justitia AB	22,290	590	693
Investment AB Oresund	2,095	42	47
JM AB	7,354	252	240
Kungsleden AB	16,172	117	110
L E Lundergforetagen AB	23,094	1,008	1,005
Medivir AB-B SHS	8,658	163	157
Modern Times Group	62,151	2,530	2,348
MQ Holding AB	68,349	296	309
NCC AB	11,447	354	366
New Wave Group AB	7,640	39	39
Nolato AB	2,091	51	51
Nordea AB	604,100	7,260	7,894
Nordnet AB	12,951	54	54
Recipharm AB	2,806	45	45
Securitas AB	392,586	4,616	4,300
Skandinaviska Enskilda Banken	567,300	4,627	7,426
SSAB AB	163,002	1,174	1,512
Telia AB	1,021,600	7,758	7,474
Vitrolife AB	8,361	116	145
<i>Total Sweden - 1.5%</i>		37,254	40,772
<i>Switzerland</i>			
Ascom Holding AG	6,730	129	96
Austriamicrosystems AG	20,380	439	728
Autoneum Holding AG	318	56	55
Baloise Holding Ltd	83,100	6,352	10,861
Bellvue Group AG	2,349	43	31
BKW SA	40,663	1,887	1,474
Bobst Group AG	4,085	203	195
Calida Holding AG	6,603	214	249
Charles Voegelé Holding AG	16,073	316	258
Coltene Holding AG	1,610	104	98
Comet Holding AG	748	375	490
Credit Suisse Group	250,700	7,857	7,084
Emmi AG	704	227	256
Feintool International Holding	1,177	123	117
Forbo Holding AG	775	626	800
Galenica AG	653	574	620
Gategroup Holding AG	9,045	266	228
Georg Fischer AG	9,781	5,053	6,483
Gurit Holding AG	140	70	67
Helvetia Patria Holding	2,303	1,104	1,148
Huber & Suhner AG	855	46	46
Implenia AG	2,292	164	145
Interroll Holding AG	100	51	60
Intershop Holding AG	177	66	69
Komex Holding AG	2,879	417	441
Kudelski SA - BR	39,612	589	593
Kuoni Reisen Holding AG	7,813	2,726	2,308
Lem Holding SA	49	36	39
Lonza Group AG	11,931	1,083	1,369
Novartis AG	131,100	5,355	11,788
Orior AG	1,845	104	110
Schweiter Technologies AG	322	238	237
Siegfried Holding AG	624	109	109
Swiss Life Holding	46,108	5,826	11,650
Swiss Re Ltd	188,500	13,336	15,488
Swissquote Group Holding SA	2,306	93	78
Tecan Group AG	756	81	85
U-Blox AG	4,502	487	599

See accompanying notes to financial statements.



# International Equity Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
Unaxis Holding AG	43,274	639	614
Valora Holding AG	487	125	113
Verwaltungs und Privat Bank AG	854	85	70
Walter Meier AG	5	-	-
Zehnder Group AG	1,566	75	64
Zurich Financial Services AG	26,200	7,503	7,924
<i>Total Switzerland - 3.1%</i>		65,252	85,337
<i>Taiwan</i>			
AU Optronics Corp - ADR	236,296	838	1,167
Compal Electronics Inc	4,379,938	4,091	3,898
CTBC Financial Holding Co Ltd	8,405,000	5,152	6,116
Gigabyte Technology Company	2,968,000	2,206	3,962
Hermes Microvision Inc	70,000	2,059	3,009
Hiwin Technologies Corp	200,310	1,770	1,957
King Yuan Electronics Co Ltd	4,182,000	2,966	3,827
Largan Precision Co Ltd	50,000	1,941	4,140
MediaTek Inc	279,000	3,225	4,662
Micro-Star International Co	154,000	212	211
Pegatron Corp	2,846,000	5,433	6,037
Siliconware Precision Industry - ADR	100,702	682	740
Taiwan Semiconductor - ADR	518,600	7,728	10,859
Wistron Corporation	4,031,615	4,282	4,721
<i>Total Taiwan - 2.0%</i>		42,585	55,306
<i>Thailand</i>			
Bangchak Petroleum PCL	4,887,800	3,436	5,241
Hana Microelectronics PCL	243,600	228	296
Kasikornbank PCL	843,900	3,830	5,945
KCE Electronics PCL	310,800	197	377
Krung Thai Bank PCL	8,788,600	2,776	6,466
Lalin Property Public Company	774,100	109	111
M.K. Real Estate Development	452,500	56	59
MFEC PCL	176,400	42	44
Pacific Pipe Public Company	269,000	45	48
PTT PLC	235,900	2,533	2,371
Ratchaburi Electricity PCL	85,300	138	156
Siamgas & Petrochemical PCL	65,300	42	30
SVI PCL	657,800	86	91
Thai Nakarin Hospital PCL	64,000	45	42
Thanachart Capital	3,963,600	4,271	4,343
<i>Total Thailand - 0.9%</i>		17,834	25,620
<i>Turkey</i>			
Alarko Gayrimenkul Yatirim	14,095	163	136
Anadolu Anonim Turk Sigorta	133,840	85	90
Arcelik AS	579,169	3,367	3,476
AYGAZ AS	2,044,914	8,147	9,097
Cimsa Cimento Danayi ve Ticare	5,637	37	40
EGE Seramik Sanayi ve Ticaret	48,540	65	77
Eregli Demir Ve Celik Fabrik	1,319,028	1,783	2,567
Haci Omer Sabanci Holding	1,332,830	4,992	6,176
Kordsa Global Endustriyel IP	45,423	85	81
Selcuk Exza Deposu Ticaret AS	4,945,004	5,915	5,225
Soda Sanayii	85,276	104	141
Tav Havalimanlari Holding AS	409,349	3,045	3,405
Turkiye Garanti Bankasi AS	3,003,250	10,841	11,788
Turkiye Halk Bankasi	632,800	3,844	4,648
Turkiye Vakiflar Bankasi T-D	4,904,200	9,576	11,318
Ulker Biskuvi Sanayi AS	294,789	2,015	2,186
Vestel Elektronik Sanayi ve	103,083	95	199
<i>Total Turkey - 2.2%</i>		54,159	60,650
<i>United Arab Emirates</i>			
Emaar Properties PJSC - 0.2%	1,527,094	1,605	4,262

See accompanying notes to financial statements.

# International Equity Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
<i>United Kingdom</i>			
3I Group PLC	726,500	5,010	4,744
888 Holdings PLC	71,773	183	151
Afren PLC	1,072,049	2,652	1,736
Aga Rangemaster Group	84,221	193	209
Alent PLC	324,200	1,533	1,890
AMEC PLC	256,800	4,299	4,798
Anglo American PLC	439,824	10,518	11,155
AstraZeneca Group PLC	241,100	10,645	18,287
Aveva Group PLC	66,949	2,060	2,342
Aviva PLC	1,017,600	7,839	8,805
Awilco Drilling PLC	23,906	526	550
Bank of Georgia Holdings PLC	9,610	317	396
Barclays PLC	1,730,100	9,061	6,449
Barratt Developments PLC	352,002	682	2,162
BBA Aviation PLC	385,973	1,154	2,072
Betfair Group PLC	14,392	232	261
Bloomsbury Publishing PLC	928	3	3
BP Amoco PLC	2,259,600	18,947	18,075
British Aerospace PLC	1,524,400	7,505	11,268
British Polythene Industries	5,009	60	51
Britvic PLC	102,586	1,035	1,169
BT Group PLC	1,488,200	4,296	9,565
Cable & Wireless Communication	333,413	273	274
Card Factory PLC	655,857	2,477	2,396
Centamin	1,295,130	1,141	1,377
Centrica PLC	313,143	1,665	1,661
Chesnara PLC	41,253	203	227
Close Brothers Group PLC	11,646	239	262
Computacenter PLC	539,100	1,644	5,569
Consort Medical PLC	14,337	217	214
CSR PLC - ADR	2,114	94	110
CSR PLC	36,157	397	472
CVS Group PLC	9,042	39	52
Daily Mail & General Trust PLC	128,248	755	1,849
Dart Group PLC	16,962	72	62
Davis Service Group PLC	5,025	89	89
Debenhams PLC	2,434,400	2,503	2,687
Dechra Pharmaceuticals PLC	47,585	555	573
Derwent London PLC	44,043	1,115	2,041
Domino Printing Sciences	125,974	1,296	1,212
E2V Technologies PLC	29,194	70	74
Enquest PLC	749,005	1,466	1,499
Faroe Petroleum PLC	209,096	444	384
Foxtons Group PLC	375,487	1,707	1,586
GlaxoSmithKline PLC	390,600	9,698	9,565
Global Ship Lease Inc	16,030	86	64
Go Ahead Group PLC	11,284	365	413
Grainger PLC	233,929	764	807
Halfords Group PLC	629,737	4,360	4,989
Henderson Group PLC	370,430	1,496	1,428
Hikma Pharmaceuticals PLC	61,903	1,293	1,775
Home Retail Group	337,286	1,165	1,026
HSBC Bank PLC	81,070	1,243	1,783
Hunting PLC	263,325	3,070	3,888
IG Group Holdings PLC	217,713	1,097	2,195
Inchcape PLC	36,661	419	411
Informa PLC	343,104	1,607	2,940
Innovation Group PLC	241,417	134	122
Intermediate Capital Group PLC	191,132	1,425	1,295
International Personal Finance	261,603	982	2,244
ISG PLC	26,321	114	139
ITE Group PLC	1,244,725	4,111	4,186
J D Weatherspoon PLC	12,453	147	154
J Sainsbury PLC	1,464,800	7,455	7,062

See accompanying notes to financial statements.

# International Equity Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
Jaztel PLC	132,089	1,165	1,724
JKX Oil & Gas PLC	34,734	42	26
Lamprell PLC	195,992	495	518
Legal & General Group PLC	637,900	1,341	2,561
Lookers PLC	68,934	148	162
Luxfer Holdings PLC - ADR	2,548	50	48
Mail.ru Group Ltd - GDR	82,759	2,894	2,222
Man Group PLC	450,563	856	887
Marshalls PLC	41,968	120	131
Marston's PLC	893,188	2,333	2,198
McBride PLC	25,080	45	38
Melrose Industries PLC	541,574	1,915	2,453
Mitchells & Butlers PLC	456,593	2,387	3,110
Mondi PLC	322,800	3,563	5,538
Moneysupermarket.com Group PLC	1,213,355	3,074	3,939
Morgan Sindall PLC	22,524	301	314
NETeller PLC	57,784	337	463
Old Mutual PLC	2,232,400	5,255	7,374
Pace Micro Technology PLC	75,244	584	414
Pedragon PLC	238,784	143	126
Photo-Me International PLC	25,568	56	58
Polypipe Group PLC	390,111	1,598	1,652
Premier Farnell PLC	597,610	1,928	1,936
Premier Oil PLC	1,265,616	6,824	7,315
Raven Russia Ltd	31,618	40	39
Redde PLC	45,559	52	45
Renew Holdings PLC	57,622	196	274
Rentokil Initial PLC	150,545	321	317
Ricardo PLC	26,904	274	286
Royal Dutch Shell B Shares	694,300	20,609	29,351
RPS Group PLC	382,281	945	1,766
Safestore Holdings PLC	150,471	501	537
Salamander Energy PLC	517,596	1,029	907
Savills PLC	28,150	287	301
Scapa Group	20,662	42	51
Soco International PLC	175,705	1,216	1,234
Speedy Hire PLC	63,245	67	67
Spirax-Sarco Engineering	42,328	990	2,081
St Ives PLC	31,767	107	115
Staffline Group PLC	22,447	226	329
Standard Chartered PLC	263,610	5,946	5,310
STV Group PLC	7,141	37	44
Tate & Lyle PLC	26,200	292	294
Tesco PLC	1,735,900	8,604	6,629
Thorntons PLC	65,700	131	117
Trifast PLC	40,496	54	76
Vertu Motors PLC	60,709	58	58
Vesuvius PLC	365,100	1,727	2,819
William Morrison Supermarkets	1,990,200	8,993	5,867
Wincanton PLC	24,500	51	57
WNS Holdings Ltd - ADR	29,082	622	600
WS Atkins PLC	17,626	368	408
<i>Total United Kingdom - 10.3%</i>		239,481	282,480
<i>United States</i>			
Cognizant Tech Solutions A - 0.2%	110,100	3,848	5,035
Total Common Stock - 95.3%		2,325,398	2,632,596
<b>Preferred Stock</b>			
<i>Brazil</i>			
Banco Bradesco SA	522,200	7,777	9,531
Banco do Estado do Rio Grande	650,700	4,660	4,493
Centrais Elect de Sata Catarin	155,600	4,108	1,063
CIA Paranaense De Energia	399,900	7,685	7,088

See accompanying notes to financial statements.

# International Equity Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
Companhia Energetica de Minas	448,600	3,617	3,841
Eletropaulo Metropolitana SA	78,900	340	363
Petroleo Brasileiro SA	779,300	8,861	8,132
Vale SA	596,400	12,577	6,922
<i>Total Brazil - 1.5%</i>		49,625	41,433
<i>Germany</i>			
Draegerwerk AG	19,202	2,006	1,823
Hornbach Holdings AG	953	89	88
KSB AG	102	63	62
Sixt SE	3,437	83	101
Villeroy & Boch AG	9,180	149	155
<i>Total Germany - 0.1%</i>		2,390	2,229
<i>Italy</i>			
Unipol Gruppo Finanziario SpA - 0.1%	323,655	2,125	1,625
<i>Korea</i>			
Hyundai Motor Company - 0.3%	56,202	2,693	8,314
<i>Russia</i>			
Surgutneftegas - 0.3%	11,643,500	8,636	8,538
<i>South Africa</i>			
Absa Bank Ltd - 0.0%	505	40	42
Total Preferred Stock - 2.3%		65,509	62,181
<b><u>Rights</u></b>			
<i>Korea</i>			
Eugene Investment & Securities - 0.0%	8,498	-	2
<b><u>Short-term Issue</u></b>			
Dreyfus Cash Management Institutional Fund - 1.3%	37,203,202	37,203	37,203
<b><u>Investments Made with Cash Collateral for Securities Loaned</u></b>			
BNY Mellon Securities Lending Overnight Fund		130,198	130,198
Mellon SL DBT II Liquidating Fund		422	419
Total Investments Made with Cash collateral for Securities Loaned - 4.7%		130,620	130,617
Total Investments - 103.6%		\$ 2,558,730	\$ 2,862,599

See accompanying notes to financial statements.

## International Equity Pool

**Statement of Operations - Unaudited**  
**Period Ended August 31, 2014\***  
*(Amounts in thousands)*

	<b>Month</b>	<b>Year To Date</b>
<b>Investment income</b>		
Dividends, net of foreign withholding taxes (\$1,373)	\$ 5,447	\$ 11,890
Interest	1	1
Net securities lending income	69	158
<b>Total investment income</b>	5,517	12,049
<b>Expenses</b>		
Investment advisor fees	(1,337)	(2,660)
Trustee fees	-	(1)
Custodian bank fees	(111)	(214)
Management fees	(68)	(134)
Fiduciary bond fees	(1)	(1)
Professional service fees	(21)	(35)
<b>Total expenses</b>	(1,538)	(3,045)
<b>Investment income, net</b>	3,979	9,004
<b>Realized and unrealized gain (loss) from investments and foreign currency</b>		
Net realized gain (loss) from:		
Investments, net of foreign capital gains taxes (\$11)	9,142	11,565
Foreign currency transactions	(696)	(931)
	8,446	10,634
Net change in unrealized appreciation (depreciation) on:		
Investments, net of accrued foreign capital gains taxes (\$320)	30,291	32,244
Translation of assets and liabilities in foreign currencies	(8,709)	(40,873)
	21,582	(8,629)
<b>Net gain from investments and foreign currency</b>	30,028	2,005
<b>Net increase in net assets from operations</b>	\$ 34,007	\$ 11,009

*\*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 August 31, 2014\***  
*(Amounts in thousands)*

	<b>Month</b>	<b>Year To Date</b>
<b>Operations</b>		
Investment income, net	\$ 3,979	\$ 9,004
Net realized gain from investments and foreign currency transactions	8,446	10,634
Net change in unrealized appreciation (depreciation) on investments and translation of assets and liabilities in foreign currencies	21,582	(8,629)
<b>Net increase in net assets from operations</b>	34,007	11,009
<b>Unit transactions</b>		
Proceeds from sale of units	15,214	30,397
Amount paid for repurchase of units	(15,064)	(42,617)
<b>Net increase (decrease) in net assets from unit transactions</b>	150	(12,220)
<b>Increase (decrease) in net assets</b>	34,157	(1,211)
<b>Net assets, beginning of period</b>	2,729,055	2,764,423
<b>Net assets, end of period</b>	\$ 2,763,212	\$ 2,763,212
<b>Unit data</b>		
Units sold	550,347	1,095,028
Units repurchased	(544,920)	(1,533,327)
<b>Net increase (decrease) in units</b>	5,427	(438,299)

*\*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.*

# International Equity Pool

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## Notes to Financial Statements (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	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 Acadian Asset Management, LLC (Acadian), Axiom International Investors, LLC (Axiom), Brandes Investment Partners, L.P. (Brandes), LSV Asset Management (LSV), and Pictet Asset Management Limited (Pictet). 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

**Investment Valuation** - The IMB reports its investments at fair value in accordance with the Financial Accounting Standards Board's Accounting Standards Codification Topic 820 (ASC 820). Refer to Note 3 for further discussion and presentation of the reporting requirements under ASC 820.

# International Equity Pool

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## Notes to Financial Statements (Amounts in thousands, except share data)

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

Fair value of the Pool's portfolio securities is determined as follows:

- Equity securities are valued at the last sale price or official closing price reported in the market in which they are primarily traded. If no sales have been recorded within the five days preceding the date of the financial statement date, the fair value of the securities is determined in accordance with approved procedures.
- Open-end regulated investment companies or other commingled investment funds are valued at the net asset value of the fund as reported by the fund's administrator.
- Equity securities that trade in non-U.S. markets are valued in U.S. dollars using period end spot market exchange rates as supplied by the Pool's custodian.

Investments for which the fair value cannot be determined by one of the above listed processes are valued at fair value as determined in accordance with the IMB's established procedures.

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

- Market value of investment securities, other assets and liabilities - at the closing rate of exchange at the valuation date.
- 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, specifically the Mellon SL DBT II Liquidating Fund. Such investments are made at the risk of the Pool and, as such, the Pool is liable for investment losses. Investments made with cash are 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. 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 net securities lending income. Unrealized gains or losses resulting from changes in the value of the investment of cash collateral are reported as part of the change in unrealized appreciation or depreciation 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 a change in unrealized appreciation or depreciation on investments.



# International Equity Pool

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## Notes to Financial Statements

(Amounts in thousands, except share data)

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

**Foreign Currency Contracts** - A foreign currency contract is an agreement between two parties to exchange different currencies at a specified exchange rate at an agreed upon future date. The managers, as listed in Note 1, enter into such contracts to correspond to investment transactions trading in foreign currencies. 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 settlement date. The unrealized gain or loss is reclassified to realized gain or loss when the contract settles.

**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.

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

**Income Taxes** - The IMB is a public corporation organized under laws of the State of West Virginia and exempt from U.S. federal and state taxation. 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. Accordingly, no provision for U.S. federal or state income taxes is required as of August 31, 2014.

In certain foreign countries the Pool's dividend income and capital gains may be taxable. Taxes on dividend income are generally withheld from the payments 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. Capital gains taxes, if any, on sales of securities may be assessed and paid concurrent with the sale or upon the filing of a return with the taxing authority. In countries where the IMB is liable for capital gains taxes, the IMB will estimate and accrue a capital gains tax liability for unrealized gains on securities held in such countries. The outstanding reclaims and accrued capital gains taxes are reported on the Statement of Assets and Liabilities. Dividend income is reported net of withheld taxes on the Statement of Operations. Net realized gain (loss) from investments and net change in unrealized appreciation (depreciation) on investments are reported net of capital gains taxes on the Statement of Operations.

**Indemnifications** - In the normal course of business, the IMB has entered into contracts that provide a variety of indemnifications. Any exposure to the Pool under these arrangements would involve future claims that may be made against the IMB. The Pool's maximum exposure under these arrangements is unknown. No such claims have occurred, nor are they expected to occur therefore the IMB expects the risk of loss to be remote.

# International Equity Pool

## Notes to Financial Statements (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 August 31, 2014:

<u>Assets</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Common stock	\$ 2,632,596	\$ -	\$ -	\$ 2,632,596
Foreign currency contracts	-	8	-	8
Investments made with cash collateral for securities loaned	-	130,617	-	130,617
Preferred stock	62,181			62,181
Rights	2			2
Short-term issue	37,203	-	-	37,203
Total	<u>\$ 2,731,982</u>	<u>\$ 130,625</u>	<u>\$ -</u>	<u>\$ 2,862,607</u>
<u>Liabilities</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Foreign currency contracts	\$ -	\$ (45)	\$ -	\$ (45)

There were no transfers in or out of Levels 1 and 2 during the period ended August 31, 2014.

### NOTE 4. SECURITIES LENDING

The following table presents the amounts of various accounts related to securities lending at August 31, 2014.

Fair value of securities on loan	\$ 120,746		
Collateral received:	<u>Cost</u>	<u>Fair Value</u>	<u>Unrealized Depreciation</u>
Cash	<u>\$ 130,620</u>	\$ 130,617	<u>\$ (3)</u>
Non-cash		723	
Total		<u>\$ 131,340</u>	

# International Equity Pool

## Notes to Financial Statements (Amounts in thousands, except share data)

### NOTE 4. SECURITIES LENDING (continued)

The Bank of New York Mellon (BNYM), as agent for the IMB, loans the IMB's securities to various counterparties. These transactions are executed under Master Securities Lending Agreements (MSLA) which permit BNYM under certain circumstances, such as defaults, to offset amounts payable to the same counterparty against amounts to be received and thus create one single net payment due to or from the counterparty. The amounts listed in the above table represent all securities loaned which are subject to a MSLA on a net payment basis. The IMB has elected not to offset the fair value of the securities on loan against the liability for the return of the collateral on the Statement of Assets & Liabilities.

### NOTE 5. FOREIGN CURRENCY CONTRACTS

At August 31, 2014, open foreign currency contracts are as follows:

Position	Foreign Currency	Trade Date	Settlement Date	Receivable		Payable		Unrealized Appreciation (Depreciation)
				(in foreign currency)	(in U. S. dollars)	(in foreign currency)	(in U. S. dollars)	
Long	British Pound vs. Euro Currency Unit	08/28/2014	09/02/2014	696	\$ 1,156	876	\$ 1,154	\$ 2
Long	British Pound vs. Euro Currency Unit	08/29/2014	09/03/2014	458	761	578	761	-
Long	Hong Kong Dollar	08/29/2014	09/02/2014	2,306	297		298	(1)
Long	South Korean Won	08/29/2014	09/02/2014	863,848	852		852	-
Long	South Korean Won	08/29/2014	09/02/2014	4,435,272	4,374		4,377	(3)
Short	Brazil Real	08/28/2014	09/02/2014		2,280	5,134	2,294	(14)
Short	Brazil Real	08/28/2014	09/02/2014		2,955	6,653	2,973	(18)
Short	Brazil Real	08/28/2014	09/02/2014		1,218	2,742	1,226	(8)
Short	Brazil Real	08/29/2014	09/03/2014		1,870	4,177	1,867	3
Short	Hong Kong Dollar	08/29/2014	09/02/2014		481	3,728	481	-
Short	Indian Rupee	08/27/2014	09/02/2014		878	53,233	877	1
Short	Indian Rupee	08/27/2014	09/02/2014		980	59,432	979	1
Short	Indian Rupee	08/28/2014	09/03/2014		51	3,089	51	-
Short	Japanese Yen	08/29/2014	09/02/2014		29	2,973	29	-
Short	South Korean Won	08/28/2014	09/02/2014		545	553,931	546	(1)
Short	South Korean Won	08/29/2014	09/02/2014		784	794,365	783	1
					<u>\$ 19,511</u>		<u>\$ 19,548</u>	<u>\$ (37)</u>

### NOTE 6. INVESTMENT ADVISORY FEES

The IMB has approved investment advisory agreements with Acadian, Axiom, Brandes, LSV, and Pictet to manage the investments of the Pool. These agreements provide for quarterly payments, based on average end of month assets under management, to the investment advisors. The IMB makes these payments and the Pool transfers funds to the IMB to facilitate the payments.

The fees paid to Acadian are based on a descending scale of fee rates ranging from 0.70 percent annually on the first \$100 million of assets under management and 0.50 percent annually for assets greater than \$100 million. The effective fee rate earned by Acadian for the period ended August 31, 2014, was 0.59 percent.

The fees paid to Axiom are based on a descending scale of fee rates ranging from 1.0 percent annually on the first \$25 million of assets under management to 0.70 percent annually on assets between \$125 million and \$175 million. For assets greater than \$175 million the fee rate is 0.60 percent annually. The effective fee rate earned by Axiom for the period ended July 31, 2014, was 0.71 percent.

# International Equity Pool

## Notes to Financial Statements (Amounts in thousands, except share data)

### NOTE 6. INVESTMENT ADVISORY FEES (continued)

The fees paid to Brandes are based on a descending scale of fee rates ranging from 9.5 percent annually on the first \$25 million of assets under management to 0.80 percent annually on assets between \$50 million and \$150 million. For assets greater than \$150 million the fee rate is 0.70 percent annually. The effective fee rate earned by Brandes for the period ended July 31, 2014, was 0.74 percent.

The fees paid to LSV are based on a descending scale of fee rates ranging from 0.75 percent annually on the first \$25 million of assets under management to 0.55 percent annually on assets between \$50 million and \$100 million. For assets greater than \$100 million the fee rate is 0.45 percent annually. The effective fee rate earned by LSV for the period ended August 31, 2014, was 0.46 percent.

The fees paid to Pictet are based on a two-tier scale of fee rates that are 0.70 percent annually on the first \$100 million of assets under management and 0.60 percent annually for assets greater than \$100 million. The effective fee rate earned by Pictet for the period ended August 31, 2014, was 0.65 percent.

### NOTE 7. FINANCIAL HIGHLIGHTS

#### Per Unit Operating Performance (a):

Net asset value at June 30, 2014	\$ 27.88
Income from investment operations:	
Net investment income	0.09
Net realized and unrealized gain on investment transactions	0.44
Net realized loss from foreign currency transactions	(0.01)
Net decrease in the translation of assets and liabilities in foreign currencies	<u>(0.41)</u>
Total from investment operations	<u>0.11</u>
Net asset value at August 31, 2014	<u>\$ 27.99</u>

**Total Return (b)** 0.4%

#### Supplemental Data:

Net assets, end of period	\$ 2,763,212
Ratio to average net assets (c):	
Expenses	0.66%
Net investment income	1.96%
Portfolio turnover rate	5.22%

- (a) Calculation based on the average share outstanding
- (b) Return data are net of fees for the fiscal year-to-date and are not annualized
- (c) All ratios are for the fiscal year-to-date annualized

# International Equity Pool

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## Notes to Financial Statements (Amounts in thousands, except share data)

### NOTE 8. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at August 31, 2014.

<u>Participant</u>	<u>Account Value</u>
Teachers' Retirement System	\$ 1,186,921
Public Employees' Retirement System	993,547
Workers' Compensation Old Fund	134,967
West Virginia Retiree Health Benefit Trust Fund	108,699
State Police Death, Disability and Retirement Fund	106,405
Revenue Shortfall Reserve Fund - Part B	44,905
Coal Workers' Pneumoconiosis Fund	29,818
Deputy Sheriff's Retirement System	29,353
Judges' Retirement System	29,328
State Police Retirement System	22,267
Public Employees Insurance Agency	21,657
Board of Risk and Insurance Management	17,155
Wildlife Endowment Fund	9,774
Emergency Medical Services Retirement System	9,458
West Virginia Prepaid Tuition Trust Fund	7,604
West Virginia Department of Environmental Protection Agency	5,840
West Virginia Department of Environmental Protection Trust	1,648
Workers' Compensation Self-Insured Employer Guaranty Risk Pool	1,585
Workers' Compensation Uninsured Employers' Fund	1,083
Workers' Compensation Self-Insured Employer Security Risk Pool	720
Municipal Policemen's or Firemen's Pension and Relief Funds	258
Municipal Police Officers' and Firefighters' Retirement System	220
Total	<u>\$ 2,763,212</u>



**Financial Statements - Unaudited**

**August 31, 2014**





# Short-Term Fixed Income Pool

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## Financial Statements - Unaudited August 31, 2014

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# Short-Term Fixed Income Pool

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## Statement of Assets and Liabilities - Unaudited

August 31, 2014

(Amounts in thousands, except unit data)

### Assets

Investments at fair value (cost \$101,603)	\$	101,603
Accrued interest		<u>38</u>
<b>Total assets</b>		101,641

### Liabilities

Accrued expenses		<u>27</u>
<b>Net assets</b>	<b>\$</b>	<b><u>101,614</u></b>

### Analysis of net assets

Paid-in capital	\$	101,548
Accumulated undistributed net realized gain from investments		<u>66</u>
<b>Net assets</b>	<b>\$</b>	<b><u>101,614</u></b>

### Unit data

Units outstanding		101,547,875
Net asset value, unit price	<u>\$</u>	<u>1.00</u>

See accompanying notes to financial statements.

# Short-Term Fixed Income Pool

## Schedule of Investments - Unaudited

August 31, 2014

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
<b><u>U. S. Treasury Issues</u></b>			
United States Treasury, Zero Coupon, Due 9/11/2014	4,660	\$ 4,660	\$ 4,660
United States Treasury, 0.25% Due 9/15/2014	5,000	5,000	5,000
United States Treasury, 0.25% Due 9/30/2014	5,000	5,001	5,001
United States Treasury, Zero Coupon, Due 10/2/2014	5,000	5,000	5,000
United States Treasury, 2.38% Due 10/31/2014	3,000	3,011	3,011
United States Treasury, 0.25% Due 1/15/2015	5,000	5,004	5,004
Total U. S. Treasury Issues - 27.2%		27,676	27,676
<b><u>U. S. Government Agency Issues</u></b>			
Federal Farm Credit Bank, 0.1% Due 5/20/2015	2,000	2,000	2,000
Federal Farm Credit Bank, 0.1% Due 6/2/2015	2,500	2,500	2,500
Federal Home Loan Bank, 0.1% Due 9/11/2014	1,500	1,500	1,500
Federal Home Loan Bank, Zero Coupon, Due 10/8/2014	4,000	4,000	4,000
Federal Home Loan Bank, Zero Coupon, Due 10/10/2014	5,000	5,000	5,000
Federal Home Loan Bank, Zero Coupon, Due 11/26/2014	3,230	3,229	3,229
Federal Home Loan Bank, 0.11% Due 3/20/2015	2,500	2,500	2,500
Federal Home Loan Bank, 0.11% Due 6/5/2015	2,000	2,000	2,000
Federal Home Loan Bank, 0.19% Due 9/1/2015	1,000	1,000	1,000
Federal National Mortgage Assn, 0.13% Due 9/11/2014	2,000	2,000	2,000
Total U. S. Government Agency Issues - 25.3%		25,729	25,729
<b><u>Commercial Paper</u></b>			
ABN AMRO Funding USA LLC, Due 10/3/2014	4,500	4,499	4,499
Alpine Securitization, Due 11/12/2014	4,000	3,998	3,998
Bank of Nova Scotia, Due 12/3/2014	2,000	1,999	1,999
Bank of Tokyo Mitsubishi, Due 10/10/2014	4,500	4,499	4,499
Credit Agricole North America, Due 10/2/2014	2,500	2,500	2,500
Deutsche Bank Finl LLC, Due 9/29/2014	4,000	3,999	3,999
Govco LLC, Due 11/12/2014	3,000	2,999	2,999
National Australia Funding Inc, Due 11/17/2014	4,000	3,999	3,999
Natixis Banques US Finance Co, Due 11/3/2014	2,000	1,999	1,999
Scaldis Capital LLC, Due 9/16/2014	4,000	4,000	4,000
Societe Generale NA, Due 10/14/2014	4,250	4,249	4,249
Wells Fargo & Co, Due 2/19/2015	1,000	999	999
Total Commercial Paper - 39.2%		39,739	39,739
<b><u>Repurchase Agreement</u></b>			
Repurchase Agreement, 0.05% Due 9/2/2014 - 8.3%	8,459	8,459	8,459
<b><u>Short-term Issue</u></b>			
Dreyfus Cash Management Institutional Fund - 0.0%	476	- *	- *
<b><u>Liquidating Trust</u></b>			
Residential Capital LLC - 0.0%	54	-	-
Total Investments - 100.0%		\$ 101,603	\$ 101,603

\* - Value is less than \$1,000

See accompanying notes to financial statements.

## Short-Term Fixed Income Pool

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### Statement of Operations - Unaudited

Period Ended August 31, 2014\*

(Amounts in thousands)

	<u>Month</u>	<u>Year To Date</u>
<b>Investment income</b>		
Interest	\$ 12	\$ 29
<b>Total investment income</b>	12	29
<b>Expenses</b>		
Investment advisor fees	(5)	(14)
Custodian bank fees	(2)	(3)
Management fees	(1)	(8)
Professional service fees	(1)	(2)
<b>Total expenses</b>	(9)	(27)
<b>Investment income, net</b>	3	2
<b>Net realized gain from investments</b>	1	1
<b>Net increase in net assets from operations</b>	<u>\$ 4</u>	<u>\$ 3</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 August 31, 2014\***  
*(Amounts in thousands, except unit data)*

	<b>Month</b>	<b>Year To Date</b>
<b>Operations</b>		
Investment income, net	\$ 3	\$ 2
Net realized gain from investments	1	1
<b>Net increase in net assets from operations</b>	4	3
<b>Distributions to unitholders</b>		
Investment income, net	(2)	(2)
<b>Unit transactions</b>		
Proceeds from sale of units	130,582	186,903
Reinvestment of distributions	2	2
Amount paid for repurchase of units	(177,597)	(424,362)
<b>Net decrease in net assets from unit transactions</b>	(47,013)	(237,457)
<b>Decrease in net assets</b>	(47,011)	(237,456)
<b>Net assets, beginning of period</b>	148,625	339,070
<b>Net assets, end of period</b>	\$ 101,614	\$ 101,614
<b>Unit data</b>		
Units sold	130,581,992	186,902,605
Units issued from reinvestment of distributions	1,963	1,963
Units repurchased	(177,596,883)	(424,362,043)
<b>Net decrease in units</b>	(47,012,928)	(237,457,475)

*\*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

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## Notes to Financial Statements (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	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. (JPM) manages the Pool. The Pool's investment objective, net of external investment management fees, is to meet or exceed the Citigroup ninety-day T-bill Index plus fifteen basis points.

### NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

**Investment Valuation** - The IMB reports its investments at fair value in accordance with the Financial Accounting Standards Board's Accounting Standards Codification Topic 820 (ASC 820). Refer to Note 3 for further discussion and presentation of the reporting requirements under ASC 820.

# Short-Term Fixed Income Pool

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## Notes to Financial Statements

*(Amounts in thousands, except share data)*

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

Fair value of the Pool's portfolio securities is determined as follows:

- All securities are valued 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. The Pool values its securities at amortized cost so long as the deviation between the amortized cost and current market value remains minimal and results in the computation of a share price that represents fairly the current net asset value per share of the fund.

**Repurchase Agreements** - In connection with transactions in repurchase agreements, it is the IMB's policy that its designated custodian or mutual third party 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 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. 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.

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

**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** - The IMB is a public corporation organized under laws of the State of West Virginia and exempt from U.S. federal and state taxation. 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. Accordingly, no provision for income taxes is required as of August 31, 2014.

**Indemnifications** - In the normal course of business, the IMB has entered into contracts that provide a variety of indemnifications. Any exposure to the Pool under these arrangements would involve future claims that may be made against the IMB. The Pool's maximum exposure under these arrangements is unknown. No such claims have occurred, nor are they expected to occur therefore the IMB expects the risk of loss to be remote.

# Short-Term Fixed Income Pool

## Notes to Financial Statements (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 investments in accordance with ASC 820 fair value hierarchy levels as of August 31, 2014:

Assets	Level 1	Level 2	Level 3	Total
Commercial paper	\$ -	\$ 39,739	\$ -	\$ 39,739
Repurchase agreement	-	8,459	-	8,459
U.S. Government agency issues	-	25,729	-	25,729
U.S. Treasury issues	-	27,676	-	27,676
Total	\$ -	\$ 101,603	\$ -	\$ 101,603

There were no transfers in or out of Levels 1 and 2 during the period ended August 31, 2014.

### NOTE 4. INVESTMENT ADVISORY FEES

The IMB has approved an investment advisory agreement with JPM to manage the investments of the Pool. This agreement provides for quarterly payments, based on average daily assets under management, to the investment advisor. The IMB makes these payments and the Pool transfers funds to the IMB to facilitate the payments.

The fees paid to JPM are based on a two-tier scale of fee rates that are 0.05 percent annually on the first \$300 million of assets under management and 0.04 percent annually for assets greater than \$300 million. The effective fee rate earned by JPM for the period ended August 31, 2014, was 0.05 percent.



## Short-Term Fixed Income Pool

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### Notes to Financial Statements (Amounts in thousands, except share data)

#### NOTE 5. FINANCIAL HIGHLIGHTS

<b>Per Unit Operating Performance (a):</b>		
Net asset value at June 30, 2014	\$	1.00
Income from investment operations:		
Net investment income (b)		-
Net realized gain (loss) on investment transactions (b)		-
Total from investment operations		-
Less distributions from net investment income (b)		-
Net asset value at August 31, 2014	\$	<u>1.00</u>
<b>Total Return (c)</b>		0.0%
<b>Supplemental Data:</b>		
Net assets, end of period	\$	101,614
Ratio to average net assets (d):		
Expenses		0.08%
Net investment income		0.01%
Weighted average days to maturity		45
Maximum weighted average investment maturity per Board guid		60 days
Money market yield (e)		0.02%

- (a) Calculation based on the average shares outstanding
- (b) As percentage is less than \$0.01, amount is rounded for reporting purposes
- (c) Return data is net of fees for the fiscal year-to-date and is not annualized
- (d) All ratios are for the fiscal year-to-date annualized
- (e) The money market yield represents the rate of income, net of expenses, earned over the past month divided by the average shares outstanding and is not intended to indicate future performance. The return is annualized over a 365-day year, assuming no reinvestment of earnings.

## Short-Term Fixed Income Pool

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### Notes to Financial Statements (Amounts in thousands, except share data)

#### NOTE 6. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at August 31, 2014.

<u>Participant</u>	<u>Account Value</u>
Workers' Compensation Old Fund	\$ 52,005
Teachers' Retirement System	16,659
Coal Workers' Pneumoconiosis Fund	12,156
Public Employees' Retirement System	10,092
West Virginia Department of Environmental Protection Agency	2,577
AccessWV	2,487
Workers' Compensation Uninsured Employers' Fund	1,073
West Virginia Prepaid Tuition Trust Fund	1,016
Workers' Compensation Self-Insured Employer Guaranty Risk Pool	769
Emergency Medical Services Retirement System	649
State Police Retirement System	542
Deputy Sheriff's Retirement System	392
Board of Risk and Insurance Management	374
Workers' Compensation Self-Insured Employer Security Risk Pool	259
Judges' Retirement System	224
Wildlife Endowment Fund	94
Revenue Shortfall Reserve Fund	62
Municipal Police Officers' and Firefighters' Retirement System	39
Public Employees Insurance Agency	31
West Virginia Retiree Health Benefit Trust Fund	22
Revenue Shortfall Reserve Fund - Part B	14
Municipal Policemen's or Firemen's Pension and Relief Funds	10
West Virginia Department of Environmental Protection Trust	2
Total	<u>\$ 101,548</u>

**Financial Statements - Unaudited**

**August 31, 2014**



# Total Return Fixed Income Pool

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## Financial Statements - Unaudited August 31, 2014

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# Total Return Fixed Income Pool

## Statement of Assets and Liabilities - Unaudited August 31, 2014

(Amounts in thousands, except unit data)

### Assets

Investments at fair value (cost \$2,151,036), including securities on loan of \$120,142 (Note 5)	\$	2,350,703
Cash denominated in foreign currencies (cost \$2,535)		2,584
Cash pledged as collateral for derivative contracts		29,639
Cash pledged as collateral for derivative contracts denominated in foreign currencies (cost \$3,190)		3,121
Swap premiums paid (Note 7)		1,632
Unrealized appreciation on futures contracts (Note 6)		1,192
Unrealized appreciation on swap contracts (Note 7)		173
Unrealized appreciation on foreign currency forward contracts (Note 9)		1,172
Receivables:		
Accrued interest		16,607
Investments sold		31,403
Dividends		2
Securities lending income		21
Foreign tax withholding		39
Other		417
<b>Total assets</b>		<b>2,438,705</b>

### Liabilities

Accrued expenses		1,190
Distributions payable		6,132
Payable for investments purchased		3,947
Payable upon return of securities loaned (Note 5)		44,540
Swap premiums received (Note 7)		5,124
Unrealized depreciation on futures contracts (Note 6)		5,528
Unrealized depreciation on swap contracts (Note 7)		9,665
Unrealized depreciation on foreign currency forward contracts (Note 9)		22
Option contracts written at fair value (premiums received \$483) (Note 8)		142
<b>Total liabilities</b>		<b>76,290</b>
<b>Net assets</b>	<b>\$</b>	<b>2,362,415</b>

### Analysis of net assets

Paid-in capital	\$	1,750,433
Accumulated undistributed net realized gain from investments		410,085
Accumulated undistributed net realized gain from foreign currency transactions		14,627
Unrealized net appreciation of investments		188,350
Unrealized net depreciation on translation of assets and liabilities in foreign currencies		(1,080)
<b>Net assets</b>	<b>\$</b>	<b>2,362,415</b>

### Unit data

Units outstanding		158,049,371
Net asset value, unit price	\$	14.95

See accompanying notes to financial statements.

# Total Return Fixed Income Pool

## Schedule of Investments - Unaudited August 31, 2014 (Amounts in thousands, except share data)

Description	Par Value, Shares, Contracts, or Notional Value	Cost	Fair Value
<b><u>Municipal Bonds</u></b>			
California, 7.5% Due 4/1/2034	13,675	\$ 14,440	\$ 19,988
California, 7.63% Due 3/1/2040	1,600	1,680	2,427
California, 7.6% Due 11/1/2040	1,600	2,153	2,455
Illinois, 4.96% Due 3/1/2016	6,050	6,165	6,387
Illinois, 5.37% Due 3/1/2017	6,600	6,600	7,166
Illinois, 5.67% Due 3/1/2018	4,275	4,356	4,737
Los Angeles Unified Sch Dist, 6.76% Due 7/1/2034	4,125	4,463	5,637
New Jersey Turnpike Authority, 7.1% Due 1/1/2041	3,790	4,299	5,451
Total Municipal Bonds - 2.3%		44,156	54,248
<b><u>U.S. Treasury Bonds</u></b>			
United States Treasury, 0.25% Due 9/15/2015	220	220	220
United States Treasury, 0.25% Due 12/15/2015	18,000	17,961	18,006
United States Treasury, 0.38% Due 1/15/2016	34,000	33,999	34,054
United States Treasury, 0.38% Due 2/15/2016	4,500	4,502	4,505
United States Treasury, 1.5% Due 7/31/2016	360	366	367
United States Treasury, 0.88% Due 1/31/2017	20,000	20,105	20,081
United States Treasury, 0.63% Due 2/15/2017	17,000	16,917	16,961
United States Treasury, 0.75% Due 3/15/2017	32,000	31,951	32,000
United States Treasury, 0.75% Due 6/30/2017	100	100	100
United States Treasury, 1.38% Due 7/31/2018	420	419	420
United States Treasury, 1.25% Due 11/30/2018	1,170	1,161	1,159
United States Treasury, 1.5% Due 12/31/2018	340	339	340
United States Treasury, 1.5% Due 2/28/2019	13,250	13,174	13,229
United States Treasury, 1.63% Due 4/30/2019	260	261	261
United States Treasury, 1.5% Due 5/31/2019	11,390	11,307	11,339
United States Treasury, 1.63% Due 7/31/2019	40	40	40
United States Treasury, 1.63% Due 8/15/2022	1,820	1,818	1,749
United States Treasury, 2.5% Due 5/15/2024	890	889	903
United States Treasury, 2.38% Due 8/15/2024	40	40	40
United States Treasury, Zero Coupon, Due 11/15/2043	109,930	34,649	42,986
United States Treasury, 3.63% Due 2/15/2044	19,960	20,599	22,093
Total U.S. Treasury Bonds - 9.3%		210,817	220,853
<b><u>U.S. Treasury Inflation Protected Securities</u></b>			
United States Treasury, 0.38% Due 7/15/2023	5,000	5,039	5,211
United States Treasury, 2.13% Due 2/15/2040	3,460	5,257	4,992
United States Treasury, 0.75% Due 2/15/2042	4,300	4,699	4,436
Total U.S. Treasury Inflation Protected Securities - 0.6%		14,995	14,639
<b><u>U.S. Government Agency Bond</u></b>			
Federal National Mortgage Assn, Zero Coupon, Due 10/9/2019	2,810	2,468	2,487
<b><u>U.S. Government Agency MBS</u></b>			
FHLMC Issues, 2.53% - 6.5% Due 1/1/2024 - 1/1/2044	101,009	108,291	110,496
FNMA Issues, 2.45% - 7.0% Due 11/1/2015 - 5/1/2044	158,856	170,328	173,565
Total U.S. Government Agency MBS - 12.0%		278,619	284,061
<b><u>U.S. Government Agency TBA</u></b>			
Federal National Mortgage Assn, 5.0% Due 9/1/2044	800	883	882
<b><u>U.S. Government Agency CMO</u></b>			
FHLMC Issues, 0.65% - 6.27% Due 3/15/2034 - 12/15/2043	21,482	22,844	22,849
FNMA Issues, 0.51% - 7.5% Due 3/25/2037 - 12/25/2045	58,640	60,822	61,349
GNMA Issue, 3.0% Due 8/20/2043	4,122	3,228	3,400
Total U.S. Government Agency CMO - 3.7%		86,894	87,598

See accompanying notes to financial statements.

# Total Return Fixed Income Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Par Value, Shares, Contracts, or Notional Value	Cost	Fair Value
<b>U.S. Government Agency CMO Interest-Only</b>			
FHLMC Issues, 1.36% - 1.81% Due 4/25/2020 - 6/25/2020	4,704	215	254
GNMA Issues, 0.85% - 1.38% Due 9/16/2044 - 9/16/2055	166,326	11,379	11,060
Total U.S. Government Agency CMO Interest-Only - 0.5%		11,594	11,314
<b>U.S. Corporate Bonds</b>			
<i>Basic Materials</i>			
Cliffs Natural Resources, 4.2% Due 1/15/2018	500	500	504
Cliffs Natural Resources, 4.8% Due 10/1/2020	980	958	931
Dow Chemical Company, 8.55% Due 5/15/2019	4,069	4,592	5,184
Dow Chemical Company, 9.4% Due 5/15/2039	7,240	10,398	12,015
Freeport-McMoRan Copper & Gold, 3.1% Due 3/15/2020	1,780	1,724	1,804
Global Brass and Copper, 9.5% Due 6/1/2019	440	496	494
Rock-Tenn Co, 3.5% Due 3/1/2020	510	508	527
Rock-Tenn Co, 4.0% Due 3/1/2023	110	109	113
Ryerson Inc/Joseph TR, 9.0% Due 10/15/2017	2,860	3,071	3,046
Ryerson Inc/Joseph TR, 11.25% Due 10/15/2018	1,360	1,514	1,510
Vulcan Materials Company, 6.5% Due 12/1/2016	382	382	417
Vulcan Materials Company, 7.5% Due 6/15/2021	4,840	5,182	5,748
<i>Total Basic Materials</i>		29,434	32,293
<i>Capital Goods</i>			
American Airlines, 6.13% Due 7/15/2018	2,180	2,288	2,267
BNSF Railway Co 2007-1 P, 6.0% Due 4/1/2024	758	833	842
Burlington NO SF 00-1 TR, 8.25% Due 1/15/2021	244	276	288
Burlington NO SF 06-2 TR, 5.63% Due 4/1/2024	353	383	402
Burlington North Santa Fe, 4.7% Due 10/1/2019	850	848	954
Burlington North Santa Fe, 4.1% Due 6/1/2021	7,075	7,053	7,679
Burlington North Santa Fe, 3.05% Due 9/1/2022	6,600	6,577	6,611
Cemex Finance LLC, 6.0% Due 4/1/2024	950	950	988
Eaton Corp, 1.5% Due 11/2/2017	1,050	1,049	1,050
Eaton Corp, 2.75% Due 11/2/2022	2,750	2,742	2,688
Eaton Corp, 4.15% Due 11/2/2042	2,730	2,750	2,717
Jack Cooper Holdings Cor, 9.25% Due 6/1/2020	1,500	1,656	1,631
John Deere Capital Corp, 5.35% Due 4/3/2018	1,550	1,556	1,748
Union Pacific Corp, 4.16% Due 7/15/2022	4,812	4,861	5,285
Union Pacific RR Co 07-3, 6.18% Due 1/2/2031	720	773	850
UNP RR Co 1999 Pass Trust, 7.6% Due 1/2/2020	445	495	519
UNP RR Co 2005 Pass Trust, 5.08% Due 1/2/2029	3,667	3,798	4,102
Waste Management Inc, 3.5% Due 5/15/2024	640	639	651
Xerox Corporation, 6.4% Due 3/15/2016	8,525	8,765	9,230
Xerox Corporation, 6.35% Due 5/15/2018	7,452	8,059	8,579
<i>Total Capital Goods</i>		56,351	59,081
<i>Communication Services</i>			
AT&T Corp, 8.0% Due 11/15/2031	2,750	3,317	4,120
AT&T Inc, 6.55% Due 2/15/2039	925	1,051	1,179
AT&T Inc, 5.35% Due 9/1/2040	3,000	3,337	3,355
Sprint Capital Corp, 8.75% Due 3/15/2032	680	798	758
Sprint Communications, 6.0% Due 12/1/2016	5,350	5,267	5,704
Sprint Communications, 9.0% Due 11/15/2018	1,680	2,019	1,997
Sprint Corp, 7.88% Due 9/15/2023	2,108	2,294	2,261
Verizon Communications, 3.45% Due 3/15/2021	550	563	570
Verizon Communications, 5.15% Due 9/15/2023	5,855	6,123	6,629
Verizon Communications, 4.15% Due 3/25/2024	3,215	3,215	3,403
Verizon Communications, 6.4% Due 9/15/2033	453	486	572
Verizon Communications, 6.55% Due 9/15/2043	13,290	13,630	17,117
Verizon Communications, 4.86% Due 8/21/2046	470	377	493
Verizon Communications, 5.01% Due 8/21/2054	666	524	695
<i>Total Communication Services</i>		43,001	48,853
<i>Consumer Discretionary</i>			
21st Century Fox America, 8.45% Due 8/1/2034	400	570	580
21st Century Fox America, 6.4% Due 12/15/2035	2,260	2,640	2,877

See accompanying notes to financial statements.



# Total Return Fixed Income Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Par Value, Shares, Contracts, or Notional Value	Cost	Fair Value
21st Century Fox America, 6.65% Due 11/15/2037	2,785	3,012	3,565
Comcast Cable Communication, 8.88% Due 5/1/2017	2,615	2,889	3,136
Comcast Corp, 6.3% Due 11/15/2017	2,700	2,938	3,114
Comcast Corp, 5.88% Due 2/15/2018	2,000	2,154	2,290
Continental Airlines Inc, 9.25% Due 5/10/2017	755	755	838
Continental Airlines Inc, 7.25% Due 11/10/2019	4,668	4,668	5,467
Cox Communications Inc, 9.38% Due 1/15/2019	9,995	11,804	12,831
Cox Communications Inc, 3.25% Due 12/15/2022	2,925	2,596	2,874
Cox Communications Inc, 2.95% Due 6/30/2023	3,475	3,075	3,332
Daimler Finance NA LLC, 1.3% Due 7/31/2015	2,340	2,339	2,356
Delta Air Lines, 6.82% Due 8/10/2022	1,761	1,761	2,056
Ford Motor Company, 4.75% Due 1/15/2043	1,190	1,159	1,246
General Motors Co, 3.5% Due 10/2/2018	3,000	3,000	3,064
Greenpoint Manufacture Housing, 2.92% Adj, Due 3/18/2029	1,100	906	999
Greenpoint Manufacture Housing, 3.53% Adj, Due 6/19/2029	425	341	370
Greenpoint Manufacture Housing, 3.65% Adj, Due 2/20/2030	400	320	348
Greenpoint Manufacture Housing, 3.65% Adj, Due 2/20/2032	525	440	482
Greenpoint Manufacture Housing, 3.66% Adj, Due 3/13/2032	825	692	746
Hyundai Capital America, 2.13% Due 10/2/2017	460	460	466
Macys Retail Holdings Inc, 6.65% Due 7/15/2024	4,415	4,216	5,485
Macys Retail Holdings Inc, 6.9% Due 4/1/2029	3,000	3,042	3,850
Macys Retail Holdings Inc, 6.7% Due 7/15/2034	1,990	2,034	2,563
Macys Retail Holdings Inc, 6.38% Due 3/15/2037	4,100	3,885	5,169
Nordstrom Inc, 6.25% Due 1/15/2018	4,775	5,075	5,478
NVR Inc, 3.95% Due 9/15/2022	100	100	102
Reed Elsevier Capital, 8.63% Due 1/15/2019	1,428	1,679	1,794
Reed Elsevier Capital, 3.13% Due 10/15/2022	6,451	6,244	6,396
Seneca Gaming Corp, 8.25% Due 12/1/2018	1,090	1,163	1,150
Time Warner Cable Inc, 8.75% Due 2/14/2019	8,890	10,270	11,328
Time Warner Cable Inc, 8.25% Due 4/1/2019	1,075	1,221	1,352
Time Warner Cable Inc, 4.0% Due 9/1/2021	4,065	4,042	4,362
Time Warner Cable Inc, 5.5% Due 9/1/2041	230	228	266
Time Warner Entertainment, 8.38% Due 7/15/2033	2,960	3,047	4,451
Time Warner Inc, 7.63% Due 4/15/2031	3,500	4,144	4,847
Time Warner Inc, 7.7% Due 5/1/2032	9,474	11,315	13,374
Viacom Inc, 5.85% Due 9/1/2043	2,280	2,266	2,637
Wal-Mart Stores Inc, 5.8% Due 2/15/2018	610	623	698
<i>Total Consumer Discretionary</i>		113,113	128,339
<i>Consumer Staples</i>			
Altria Group Inc, 4.0% Due 1/31/2024	1,060	1,054	1,103
Altria Group Inc, 10.2% Due 2/6/2039	1,240	1,988	2,147
Altria Group Inc, 5.38% Due 1/31/2044	590	588	655
CVS Caremark Corp, 4.0% Due 12/5/2023	1,610	1,603	1,698
CVS Caremark Corp, 6.94% Due 1/10/2030	1,787	1,787	2,203
Kroger Co, 6.4% Due 8/15/2017	220	224	251
Kroger Co, 3.3% Due 1/15/2021	2,150	2,145	2,210
Kroger Co, 3.4% Due 4/15/2022	1,240	1,235	1,261
Lorillard Tobacco Company, 8.13% Due 6/23/2019	2,680	2,836	3,332
Mondelez International, 4.0% Due 2/1/2024	1,840	1,840	1,934
Reynolds American Inc, 6.75% Due 6/15/2017	2,330	2,338	2,650
Reynolds American Inc, 3.25% Due 11/1/2022	690	689	675
Reynolds Group Issuer Inc, 7.13% Adj, Due 4/15/2019	400	405	416
Reynolds Group Issuer Inc, 9.88% Due 8/15/2019	1,920	2,135	2,129
Reynolds Group Issuer Inc, 6.88% Adj, Due 2/15/2021	1,360	1,360	1,457
Wm Wrigley Jr Company, 2.9% Due 10/21/2019	890	893	913
Wm Wrigley Jr Company, 3.38% Due 10/21/2020	310	310	320
<i>Total Consumer Staples</i>		23,430	25,354
<i>Energy</i>			
Atwood Oceanics Inc, 6.5% Due 2/1/2020	1,410	1,511	1,495
El Paso LLC, 7.8% Due 8/1/2031	469	342	582
Hercules Offshore Inc, 10.25% Due 4/1/2019	1,660	1,839	1,801

See accompanying notes to financial statements.

# Total Return Fixed Income Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Par Value, Shares, Contracts, or Notional Value	Cost	Fair Value
Kerr-McGee Corporation, 7.88% Due 9/15/2031	1,115	1,260	1,589
Southern Natural Gas, 5.9% Due 4/1/2017	570	570	633
<i>Total Energy</i>		5,522	6,100
<i>Financial Services</i>			
American Express Co, 6.15% Due 8/28/2017	1,250	1,253	1,422
American Express Co, 6.8% Due 9/1/2066	200	207	217
American International Group, 5.85% Due 1/16/2018	910	908	1,032
BAC Capital Trust XI, 6.63% Due 5/23/2036	12,130	11,261	14,402
Bank of America Corp, 6.5% Due 8/1/2016	410	410	451
Bank of America Corp, 5.42% Due 3/15/2017	600	627	655
Bank of America Corp, 6.88% Due 4/25/2018	8,890	8,887	10,366
Bank of America Corp, 2.6% Due 1/15/2019	1,320	1,320	1,333
Bank of America Corp, 7.63% Due 6/1/2019	4,500	5,023	5,508
Bank of America Corp, 5.63% Due 7/1/2020	220	253	252
Bank of America Corp, 5.0% Due 5/13/2021	150	149	168
Bank of America Corp, 3.3% Due 1/11/2023	330	326	327
Bank of America Corp, 4.0% Due 4/1/2024	1,600	1,596	1,649
Bank of America Corp, 4.2% Due 8/26/2024	2,955	2,954	3,000
Bank of America Corp, 5.0% Due 1/21/2044	2,640	2,634	2,868
Bank of America Corp, 4.88% Due 4/1/2044	1,230	1,229	1,316
Boston Properties LP, 5.88% Due 10/15/2019	2,450	2,510	2,847
Boston Properties LP, 5.63% Due 11/15/2020	4,600	4,911	5,293
Boston Properties LP, 3.8% Due 2/1/2024	1,525	1,521	1,565
Capital One Financial Corp, 4.75% Due 7/15/2021	3,250	3,233	3,608
Capital One Financial Corp, 3.5% Due 6/15/2023	7,270	7,127	7,319
CIT Group Inc, 5.5% Due 2/15/2019	770	828	831
Citigroup Inc, 3.95% Due 6/15/2016	2,160	2,177	2,271
Citigroup Inc, 6.13% Due 11/21/2017	4,660	4,829	5,287
Citigroup Inc, 5.5% Due 9/13/2025	1,890	1,967	2,117
Corp Bond Backed CTF-CCE, Zero Coupon, Due 5/15/2098	5,000	3,876	4,675
Countrywide Financial Corp, 6.25% Due 5/15/2016	2,550	2,482	2,762
ERP Operating LP, 4.63% Due 12/15/2021	4,400	4,432	4,881
ERP Operating LP, 3.0% Due 4/15/2023	1,350	1,292	1,327
Ford Motor Credit Company LLC, 5.63% Due 9/15/2015	2,375	2,382	2,492
Ford Motor Credit Company LLC, 8.13% Due 1/15/2020	2,140	2,602	2,717
Ford Motor Credit Company LLC, 5.75% Due 2/1/2021	8,650	8,799	10,030
Ford Motor Credit Company LLC, 5.88% Due 8/2/2021	2,625	2,896	3,085
General Electric Capital Corp, 1.63% Due 7/2/2015	570	572	576
General Electric Capital Corp, 5.5% Due 1/8/2020	2,030	2,122	2,345
General Electric Capital Corp, 4.38% Due 9/16/2020	3,590	3,629	3,948
General Electric Capital Corp, 4.63% Due 1/7/2021	2,550	2,622	2,856
General Electric Capital Corp, 4.65% Due 10/17/2021	3,290	3,522	3,686
General Electric Capital Corp, 6.38% Due 11/15/2067	4,410	4,308	4,890
Glitnir Bank I HF, 6.69% Due 6/15/2016 (a)	5,000	6	1
Glitnir Bank I HF, 7.45% Perpetual (a)	600	1	8
Goldman Sachs Capital II, 4.0% Due 12/29/2049	3,960	3,043	3,128
Goldman Sachs Group Inc, 6.15% Due 4/1/2018	3,680	3,681	4,193
Goldman Sachs Group Inc, 6.25% Due 2/1/2041	2,810	2,813	3,521
HSBC Finance Corp, 6.68% Due 1/15/2021	350	343	420
ILFC E-Capital Trust II, 6.25% Due 12/21/2065	4,520	3,687	4,486
JP Morgan Chase & Co, 5.13% Due 9/15/2014	40	40	40
JP Morgan Chase & Co, 5.15% Due 10/1/2015	400	399	418
JP Morgan Chase & Co, 3.38% Due 5/1/2023	930	924	916
JP Morgan Chase & Co, 3.63% Due 5/13/2024	390	388	398
Lehman Bros CAP TR VII, 6.5% Adj, Due 7/19/2017 (a)	110	-	-
Lehman Bros CAP TR VII, 6.5% Adj, Due 12/28/2017 (a)	8,860	-	-
Lehman Bros CAP TR VII, 5.86% Perpetual (a)	4,430	-	-
MetLife Inc, 6.4% Due 12/15/2036	2,790	2,576	3,146
Morgan Stanley, 6.63% Due 4/1/2018	360	365	417
Navient Corp, 3.88% Due 9/10/2015	4,810	4,856	4,908
Navient Corp, 6.0% Due 1/25/2017	5,775	5,734	6,208
Navient Corp, 4.63% Due 9/25/2017	1,100	1,127	1,141
Northern Trust Corp, 3.95% Due 10/30/2025	1,060	1,059	1,108

See accompanying notes to financial statements.

# Total Return Fixed Income Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Par Value, Shares, Contracts, or Notional Value	Cost	Fair Value
Rio Oil Finance Trust, 6.25% Due 7/6/2024	11,000	11,043	11,715
Samson Investment Co, 9.75% Due 2/15/2020	2,530	2,611	2,580
Santander Holdings USA, 3.45% Due 8/27/2018	1,400	1,397	1,468
State Street Corp, 4.96% Due 3/15/2018	1,980	1,994	2,162
State Street Corp, 3.1% Due 5/15/2023	810	809	800
Teachers Insurance & Annuity, 6.85% Due 12/16/2039	1,230	1,228	1,656
Toll Brothers Finance Corp, 4.0% Due 12/31/2018	350	360	356
Toll Brothers Finance Corp, 5.88% Due 2/15/2022	610	652	663
Wachovia Capital Trust III, 5.57% Due 12/29/2049	2,290	2,285	2,243
Wells Fargo & Company, 4.48% Due 1/16/2024	1,190	1,046	1,274
Wells Fargo & Company, 4.1% Due 6/3/2026	1,060	1,058	1,083
Wells Fargo & Company, 5.38% Due 11/2/2043	810	808	922
Wells Fargo Capital X, 5.95% Due 12/15/2036	1,040	991	1,060
<i>Total Financial Services</i>		171,000	188,813
<i>Health Care</i>			
Abbvie Inc, 2.9% Due 11/6/2022	1,660	1,651	1,632
Amgen Inc, 4.5% Due 3/15/2020	1,290	1,290	1,414
Boston Scientific Corp, 6.4% Due 6/15/2016	6,415	6,589	7,008
Boston Scientific Corp, 6.0% Due 1/15/2020	2,835	3,167	3,286
CIGNA Corporation, 8.5% Due 5/1/2019	1,399	1,644	1,776
CIGNA Corporation, 7.65% Due 3/1/2023	1,925	2,026	2,396
CIGNA Corporation, 7.88% Due 5/15/2027	1,545	1,676	2,030
CIGNA Corporation, 6.15% Due 11/15/2036	3,488	3,620	4,406
DJO FIN LLC/DJO Finance Corp, 9.75% Due 10/15/2017	2,000	2,108	2,085
HCA Inc, 6.5% Due 2/15/2016	9,425	9,677	10,002
Health Net Inc, 6.38% Due 6/1/2017	2,850	2,791	3,078
Humana Inc, 7.2% Due 6/15/2018	2,030	2,065	2,409
Humana Inc, 3.15% Due 12/1/2022	250	249	250
Humana Inc, 8.15% Due 6/15/2038	730	734	1,071
Humana Inc, 4.63% Due 12/1/2042	220	224	224
iasis Healthcare/Cap Crp, 8.38% Due 5/15/2019	3,500	3,724	3,710
Jaguar Holding Co I, 9.38% Due 10/15/2017	1,100	1,152	1,132
Lantheus Medical Imaging, 9.75% Due 5/15/2017	1,850	1,854	1,873
WellPoint Inc, 1.25% Due 9/10/2015	400	400	402
WellPoint Inc, 5.88% Due 6/15/2017	260	259	291
WellPoint Inc, 7.0% Due 2/15/2019	6,233	6,952	7,414
<i>Total Health Care</i>		53,852	57,889
<i>Technology</i>			
Hewlett-Packard Company, 3.3% Due 12/9/2016	4,300	4,296	4,506
Hewlett-Packard Company, 5.5% Due 3/1/2018	726	795	819
KLA-Tencor Corporation, 6.9% Due 5/1/2018	4,900	5,532	5,729
National Semiconductor, 6.6% Due 6/15/2017	2,580	2,626	2,960
<i>Total Technology</i>		13,249	14,014
<i>Utilities</i>			
AES Corporation, 8.0% Due 6/1/2020	6,400	6,400	7,584
Calpine Corp, 7.88% Due 1/15/2023	1,998	1,998	2,218
NRG Rema LLC, 9.24% Due 7/2/2017	1,136	1,153	1,205
Pacific Gas & Electric, 6.05% Due 3/1/2034	870	884	1,090
<i>Total Utilities</i>		10,435	12,097
Total U.S. Corporate Bonds - 24.2%		519,387	572,833
<b><u>Corporate Asset Backed Issues</u></b>			
Access Group Inc, 0.73% Due 7/25/2035	3,190	2,829	3,008
Access Group Inc, 0.63% Due 10/25/2035	2,577	2,307	2,336
Ace Securities Corp, 1.13% Due 12/25/2034	2,287	2,110	2,227
Asset Backed Funding Certifica, 1.28% Due 3/25/2034	2,803	2,341	2,479
Bear Stearns Asset Backed Sec, 16.49% Due 12/25/2035	1,303	1,509	1,539
Chase Issuance Trust, 0.54% Adj, Due 10/16/2017	11,700	11,700	11,705
CIT Group Securitization Corp, 7.65% Due 5/15/2026	1,663	1,732	1,727
Countrywide Alternative Loan, 0.86% Due 2/25/2036	6,546	4,826	5,176

See accompanying notes to financial statements.

# Total Return Fixed Income Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Par Value, Shares, Contracts, or Notional Value	Cost	Fair Value
Fieldstone Mortgage Investment, 2.11% Due 10/25/2035	2,963	2,424	2,467
Lehman XS Trust, 0.38% Due 4/25/2046	3,627	2,437	2,629
M&T Bank Auto Receivables Trst (b)	6	3,180	2,077
National Collegiate Student Ln, 0.43% Due 3/26/2029	4,820	4,271	4,394
NC State Education Assist Auth, 1.13% Due 7/25/2030	11,400	10,858	11,537
Nelnet Student Loan Trust, 0.86% Adj, Due 3/22/2032	10,700	9,738	10,031
Pegasus Aviation Lease Sec, 8.37% Due 3/25/2030	500	337	135
Security Nat'l Mtge Loan Trust, 6.21% Adj, Due 2/25/2036	3,031	2,835	2,839
SLM Student Loan Trust, 3.31% Adj, Due 5/15/2017	8,790	8,789	9,172
SMB Private Education Loan Tst, 4.5% Due 11/15/2025	5,970	4,789	4,776
SMB Private Education Loan Tst (b)	14	6,222	6,222
Social Professional Loan Prog (b)	-	7,549	7,549
Total Corporate Asset Backed Issues - 4.0%		92,783	94,025
<b>Corporate CMO</b>			
American Home Mortgage Assets, 0.35% Due 12/25/2046	4,995	3,583	3,531
Banc of America Mortgage Sec, 4.96% Adj, Due 12/1/2034	1,465	1,404	1,442
Banc of America Mortgage Sec, 2.69% Adj, Due 4/25/2035	465	455	406
Bear Stearns Adj Rate Mortgage, 2.23% Due 12/25/2046	967	890	862
CD Commercial Mortgage Trust, 5.4% Adj, Due 12/11/2049	890	708	750
Citigroup Commercial Mtg Trust, 5.48% Due 10/15/2049	490	493	474
COMM Mortgage Trust, 5.38% Due 12/10/2016	1,652	1,667	1,656
Countrywide Alternative Loan, 2.53% Adj, Due 12/25/2035	1,273	1,265	1,062
Countrywide Alternative Loan, 0.66% Due 4/25/2036	6,314	4,222	4,191
Countrywide Home Loans, 2.47% Adj, Due 6/20/2036	716	715	656
Credit Suisse Mortgage Trust, 5.37% Due 12/15/2039	1,129	1,092	1,086
Credit Suisse Mortgage Trust, 5.75% Adj, Due 1/15/2049	380	368	380
GE Business Loan Trust, 0.53% Due 11/15/2034	1,582	1,334	1,380
GMAC Commercial Mortgage Sec, 5.35% Adj, Due 11/10/2045	1,090	1,054	1,074
GS Mortgage Securities Trust, 5.62% Due 11/10/2039	1,197	1,225	1,227
Indymac India Mtg Loan Trust, 2.8% Adj, Due 9/25/2037	1,228	1,223	1,173
JP Morgan Chase Commercial Mtg, 5.5% Adj, Due 2/12/2017	2,670	2,660	2,622
JP Morgan Chase Commercial Mtg, 5.41% Due 5/15/2017	1,210	1,078	1,037
JP Morgan Chase Commercial Mtg, 3.75% Due 6/15/2019	1,180	1,180	1,176
JP Morgan Mortgage Trust, 2.53% Adj, Due 8/25/2035	1,010	994	966
LB-UBS Commercial Mortgage, 6.33% Adj, Due 7/15/2040	1,010	1,057	1,045
MASTR Adjustable Rate Mortgage, 2.55% Adj, Due 1/25/2036	635	624	637
MASTR Reperforming Loan Trust, 7.0% Due 8/25/2034	60	60	61
Merrill Lynch Mortgage Invest, 2.54% Adj, Due 12/25/2034	17	17	17
Merrill Lynch Mortgage Trust, 5.8% Adj, Due 8/12/2043	1,160	1,173	1,182
ML-CFC Commercial Mortgage Tst, 5.49% Due 9/12/2016	1,630	1,659	1,669
ML-CFC Commercial Mortgage Tst, 6.19% Adj, Due 10/12/2017	1,100	1,071	1,067
ML-CFC Commercial Mortgage Tst, 5.45% Adj, Due 8/12/2048	1,132	1,097	1,086
Morgan Stanley Mortgage Loan, 2.43% Adj, Due 10/25/2034	963	959	954
Morgan Stanley Mortgage Loan, 2.95% Adj, Due 6/25/2037	2,905	2,911	1,867
Residential Asset Securitizati, 4.75% Due 2/25/2019	786	788	806
Structured Adjustable Rate Mtg, 2.39% Adj, Due 8/25/2034	2,123	2,018	2,103
Structured Asset Mortgage Inv, 0.37% Due 8/25/2036	10,018	8,005	7,939
Wachovia Bank Comm Mtg Trust, 5.63% Adj, Due 10/15/2048	970	976	995
WAMU Mortgage Pass-Through Cer, 2.36% Adj, Due 8/25/2035	956	941	957
WAMU Mortgage Pass-Through Cer, 2.37% Adj, Due 12/25/2035	1,158	1,142	1,127
WAMU Mortgage Pass-Thru Cert, 2.05% Adj, Due 11/25/2036	129	129	114
WAMU Mortgage Pass-Thru Cert, 2.05% Adj, Due 12/25/2036	489	488	429
WAMU Mortgage Pass-Thru Cert, 2.38% Adj, Due 2/25/2037	2,786	2,237	2,497
Washington Mutual Mortgage Pas, 1.06% Adj, Due 4/25/2046	6,317	5,057	5,063
Washington Mutual Mortgage Pas, 1.08% Adj, Due 8/25/2046	4,319	2,726	2,976
Wells Fargo Mortgage Backed, 2.61% Adj, Due 12/25/2034	1,530	1,258	1,558
Wells Fargo Mortgage Backed, 2.62% Adj, Due 4/25/2036	142	142	140
WF-RBS Commercial Mortgage, 4.61% Adj, Due 12/15/2022	980	886	945
Total Corporate CMO - 2.7%		65,031	64,385

See accompanying notes to financial statements.

# Total Return Fixed Income Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Par Value, Shares, Contracts, or Notional Value	Cost	Fair Value
<b>Corporate CMO Interest-Only</b>			
Countrywide Alternative Loan, 5.35% Due 4/25/2036	14,732	2,211	2,182
Lehman Mortgage Trust, 6.43% Due 12/25/2036	22,038	5,061	5,754
Total Corporate CMO Interest-Only - 0.3%		7,272	7,936
<b>Corporate Preferred Security</b>			
Citigroup Capital XIII - 0.5%	402	10,758	10,942
<b>Foreign Government Bonds</b>			
<i>Angola</i>			
Republic of Angola, 6.57% Due 12/20/2023	3,100	3,100	3,100
Republic of Angola, 6.58% Due 12/20/2023	3,100	3,100	3,100
<i>Total Angola</i>		6,200	6,200
<i>Argentina</i>			
Province of Neuquen, 7.88% Due 4/26/2021	2,870	2,846	2,813
Province of Salta, 9.5% Due 3/16/2022	3,009	2,971	2,911
<i>Total Argentina</i>		5,817	5,724
<i>Azerbaijan</i>			
State Oil Co Of The Azer, 4.75% Due 3/13/2023	1,600	1,516	1,592
<i>Brazil</i>			
Nota Do Tesouro Nacional, 10.0% Due 1/1/2017 (Brazil Real)	4,100	1,739	1,785
Nota Do Tesouro Nacional, 14.62% Adj, Due 8/15/2030 (Brazil Real)	9,100	9,162	10,574
Nota Do Tesouro Nacional, 14.62% Adj, Due 8/15/2050 (Brazil Real)	2,270	2,453	2,677
<i>Total Brazil</i>		13,354	15,036
<i>El Salvador</i>			
Republic of El Salvador, 7.65% Due 6/15/2035	3,000	3,090	3,285
<i>Georgia</i>			
Republic of Georgia, 6.88% Due 4/12/2021	1,400	1,503	1,579
<i>Germany</i>			
Bosnia & Herzegovina, 1.13% Adj, Due 12/11/2021 (Deutsche Mark)	5,000	2,938	2,812
<i>Ghana</i>			
Ghana Government Bond, 21.0% Due 10/26/2015 (Ghana New Cedi)	4,600	1,555	1,165
<i>Honduras</i>			
Republic of Honduras, 8.75% Due 12/16/2020	1,100	1,100	1,232
<i>Iraq</i>			
Republic of Iraq, 5.8% Due 1/15/2028	7,000	5,961	6,204
<i>Italy</i>			
Buoni Poliennali Del Tes, 3.75% Due 5/1/2021 (Euro Currency Unit)	5,450	8,012	8,116
<i>Jamaica</i>			
Government of Jamaica, 7.63% Due 7/9/2025	500	500	533
<i>Japan</i>			
Japan Govt CPI Linked, 0.1% Due 3/10/2024 (Japanese Yen)	2,056,000	21,950	21,344
<i>Kenya</i>			
Kenya Infrastructure Bond, 11.0% Due 9/15/2025 (Kenyan Shilling)	184,450	2,082	2,101
<i>Lithuania</i>			
Republic of Lithuania, 7.38% Due 2/11/2020	4,000	4,756	4,892
<i>Mexico</i>			
Mex Bonos Desarr Fix Rt, 6.5% Due 6/9/2022 (Mexican Peso)	79,880	6,380	6,475

See accompanying notes to financial statements.

# Total Return Fixed Income Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Par Value, Shares, Contracts, or Notional Value	Cost	Fair Value
Mex Bonos Desarr Fix Rt, 8.5% Due 11/18/2038 (Mexican Peso)	5,600	523	526
Mex Bonos Desarr Fix Rt, 7.75% Due 11/13/2042 (Mexican Peso)	14,154	1,229	1,236
Mexican Udibonos, 4.0% Due 11/15/2040 (Mexican Peso)	67,023	5,387	5,830
<i>Total Mexico</i>		13,519	14,067
<i>Mongolia</i>			
Mongolia Intl Bond, 5.13% Due 12/5/2022	2,000	1,750	1,740
<i>Mozambique</i>			
Republic Of Mozambique, 6.31% Due 9/11/2020	2,800	2,630	2,828
<i>New Zealand</i>			
New Zealand Government, 3.0% Due 4/15/2020 (New Zealand Dollar)	8,430	6,868	6,701
<i>Nigeria</i>			
Central Bank of Nigeria, 0.0% Adj, Due 11/15/2020	2,650	4,199	4,187
Nigeria Treasury, Zero Coupon, Due 11/6/2014 (Nigerian Naira)	80,000	458	444
Nigeria Treasury, Zero Coupon, Due 4/9/2015 (Nigerian Naira)	325,000	1,886	1,806
Nigeria Treasury, Zero Coupon, Due 5/21/2015 (Nigerian Naira)	120,000	684	665
Nigeria Treasury, Zero Coupon, Due 6/4/2015 (Nigerian Naira)	100,000	565	555
Nigeria Treasury, Zero Coupon, Due 7/23/2015 (Nigerian Naira)	50,000	281	278
<i>Total Nigeria</i>		8,073	7,935
<i>Paraguay</i>			
Republic of Paraguay, 4.63% Due 1/25/2023	1,700	1,619	1,764
<i>Poland</i>			
Republic of Poland, 4.0% Due 1/22/2024	3,390	3,364	3,553
<i>Russia</i>			
Alfa Bank (Alfa Bond), 7.5% Due 9/26/2019	1,700	1,777	1,629
Russian Agricultural Bank OJSC, 6.0% Due 6/3/2021	2,950	2,957	2,747
<i>Total Russia</i>		4,734	4,376
<i>Rwanda</i>			
Republic of Rwanda, 6.63% Due 5/2/2023	1,600	1,495	1,648
<i>Serbia</i>			
Serbia Treasury Bonds, 10.0% Due 10/17/2016 (Serbian Dinar)	115,000	1,334	1,253
<i>Seychelles</i>			
Republic of Seychelles, 5.0% Due 1/1/2026	303	269	294
<i>South Africa</i>			
Republic of South Africa, 8.0% Due 12/21/2018 (South African Rand)	47,300	4,704	4,598
Republic of South Africa, 2.31% Adj, Due 1/31/2038 (South African Rand)	10,849	1,030	1,091
<i>Total South Africa</i>		5,734	5,689
<i>Spain</i>			
Kingdom of Spain, 4.0% Due 3/6/2018	2,600	2,594	2,780
<i>Tanzania</i>			
United Republic of Tanzania, 6.33% Due 3/9/2020	750	779	806
<i>Tunisia</i>			
Banque Cent de Tunisie, 4.5% Due 6/22/2020 (Euro Currency Unit)	2,300	2,945	3,140
Banque Cent de Tunisie, 4.2% Due 3/17/2031 (Japanese Yen)	200,000	1,496	1,410
<i>Total Tunisia</i>		4,441	4,550
<i>Turkey</i>			
Republic of Turkey, 6.75% Due 4/3/2018	6,000	6,528	6,765
Republic of Turkey, 5.75% Due 3/22/2024	3,000	2,978	3,332
Turkey Government Bond, 4.0% Due 4/29/2015 (Turkish Lira)	8,218	4,162	3,840
<i>Total Turkey</i>		13,668	13,937

See accompanying notes to financial statements.

# Total Return Fixed Income Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Par Value, Shares, Contracts, or Notional Value	Cost	Fair Value
<i>Uganda</i>			
Uganda Government Bond, 10.75% Due 9/8/2016 (Ugandan Shilling)	4,000,000	1,496	1,424
<i>Ukraine</i>			
City of Kyiv, 8.0% Due 11/6/2015	2,600	2,139	2,133
Oschadbank Via SSB #1 PLC, 8.25% Due 3/10/2016	4,000	3,569	3,200
Oschadbank Via SSB #1 PLC, 8.88% Due 3/20/2018	2,200	1,840	1,716
<i>Total Ukraine</i>		7,548	7,049
<i>Uruguay</i>			
Republica Orient Uruguay, 3.7% Due 6/26/2037 (Uruguay Peso)	59,998	2,791	2,609
<i>Venezuela</i>			
Republic of Venezuela, 0.0% Adj, Due 4/15/2020	10,000	3,041	2,200
Republic of Venezuela, 7.65% Due 4/21/2025	5,000	3,506	3,488
<i>Total Venezuela</i>		6,547	5,688
<i>Zambia</i>			
Zambia Treasury, Zero Coupon, Due 7/13/2015 (Zambian Kwacha)	5,850	806	793
Zambia Treasury, Zero Coupon, Due 8/24/2015 (Zambian Kwacha)	1,320	179	180
<i>Total Zambia</i>		985	973
Total Foreign Government Bonds - 7.3%		172,572	173,479
<b><u>Foreign Corporate Bonds</u></b>			
<i>Australia</i>			
Asciano Finance, 3.13% Due 9/23/2015	4,890	4,888	4,981
BHP Billiton Financial USA LTD, 5.0% Due 9/30/2043	930	930	1,063
FMG Resources Aug 2006, 8.25% Due 11/1/2019	3,800	4,181	4,161
National Australia Bank Ltd, 1.6% Due 8/7/2015	750	750	759
<i>Total Australia</i>		10,749	10,964
<i>Austria</i>			
ESAL GMBH, 6.25% Due 2/5/2023	1,800	1,635	1,805
<i>Azerbaijan</i>			
International Bank of AZ, 5.63% Due 6/11/2019	1,700	1,651	1,687
<i>Canada</i>			
Ainsworth Lumber Ltd, 7.5% Due 12/15/2017	1,600	1,676	1,672
Anadarko Finance Co, 7.5% Due 5/1/2031	556	609	772
Barrick Gold Corporation, 4.1% Due 5/1/2023	1,380	1,378	1,400
Glencore Finance Canada, 2.05% Due 10/23/2015	1,420	1,422	1,436
Glencore Finance Canada, 5.8% Due 11/15/2016	310	336	339
Glencore Finance Canada, 2.7% Due 10/25/2017	1,340	1,341	1,375
Novelis Inc, 8.75% Due 12/15/2020	1,510	1,682	1,670
Postmedia Network Inc, 12.5% Due 7/15/2018	2,380	2,562	2,511
Thompson Creek Metals Company, 9.75% Due 12/1/2017	2,000	2,251	2,248
<i>Total Canada</i>		13,257	13,423
<i>Cayman Islands</i>			
Iirsa Norte Finance Ltd, 8.75% Due 5/30/2024	1,361	1,592	1,620
Longfor Properties, 6.75% Due 1/29/2023	400	355	387
Peru Enhanced Pass-Thru, Zero Coupon, Due 6/2/2025	4,600	3,275	3,299
Petrobras Intl Fin Co, 3.88% Due 1/27/2016	1,050	1,062	1,079
Petrobras Intl Fin Co, 5.38% Due 1/27/2021	7,900	8,415	8,329
Shelf Drill Hold Ltd, 8.63% Due 11/1/2018	2,310	2,481	2,460
Transocean Inc, 2.5% Due 10/15/2017	990	994	1,002
Vale Overseas Limited, 6.88% Due 11/21/2036	2,812	2,799	3,315
<i>Total Cayman Islands</i>		20,973	21,491
<i>Colombia</i>			
Ecopetrol SA, 5.88% Due 5/28/2045	1,070	1,063	1,154
Empresa De Telecomunic, 7.0% Due 1/17/2023 (Colombian Peso)	4,400,000	2,058	2,144

See accompanying notes to financial statements.

# Total Return Fixed Income Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Par Value, Shares, Contracts, or Notional Value	Cost	Fair Value
Masisa, 9.5% Due 5/5/2019	1,100	1,100	1,196
<i>Total Colombia</i>		4,221	4,494
<i>Ethiopia</i>			
Ethiopian Railways Corporation, 4.19% Adj, Due 8/2/2021	1,349	1,349	1,349
<i>France</i>			
BNP Paribas, 2.38% Due 9/14/2017	660	659	674
BPCE SA, 12.5% Perpetual	3,317	4,329	4,503
Credit Agricole SA, 8.38% Due 12/13/2049	3,340	3,340	3,879
Lafarge SA, 6.5% Due 7/15/2016	7,250	7,400	7,839
Pernod Ricard SA, 2.95% Due 1/15/2017	650	651	673
Pernod Ricard SA, 4.45% Due 1/15/2022	1,730	1,755	1,860
<i>Total France</i>		18,134	19,428
<i>Georgia</i>			
Georgian Oil & Gas Corp, 6.88% Due 5/16/2017	1,500	1,553	1,571
<i>Hong Kong</i>			
Yuexiu Property Co Ltd, 4.5% Due 1/24/2023	2,600	2,327	2,365
<i>India</i>			
Intl Finance Corp, 7.75% Due 12/3/2016 (Indian Rupee)	175,000	2,826	2,900
<i>Ireland</i>			
Ardagh Packaging Fin/Hldgs USA, 6.25% Due 1/31/2019	2,090	2,197	2,111
Ardagh Packaging Fin/MP HD USA, 9.13% Due 10/15/2020	1,610	1,767	1,755
Perrigo Co PLC, 4.0% Due 11/15/2023	580	578	596
<i>Total Ireland</i>		4,542	4,462
<i>Italy</i>			
Enel Spa, 8.75% Due 9/24/2073	1,550	1,537	1,821
Intesa Sanpaolo Spa, 5.02% Due 6/26/2024	4,120	4,163	4,159
Telecom Italia Spa, 5.3% Due 5/30/2024	2,330	2,330	2,371
<i>Total Italy</i>		8,030	8,351
<i>Kazakhstan</i>			
Kazmunaygas National Co, 11.75% Due 1/23/2015	3,000	3,113	3,117
<i>Korea</i>			
Export-Import Bank Korea, 4.0% Due 1/11/2017	1,025	1,024	1,088
<i>Luxembourg</i>			
ArcelorMittal, 5.0% Adj, Due 2/25/2017	60	59	63
Convatec Finance Intl SA, 8.25% Due 1/15/2019	1,770	1,826	1,823
Intelsat Jackson Holdings, 7.25% Due 10/15/2020	2,090	2,261	2,236
Mallinckrodt International Fin, 3.5% Due 4/15/2018	870	881	855
Telecom Italia Capital, 7.18% Due 6/18/2019	11,550	12,500	13,167
Telecom Italia Capital, 7.72% Due 6/4/2038	3,425	3,459	3,990
<i>Total Luxembourg</i>		20,986	22,134
<i>Mexico</i>			
Alfa SA, 5.25% Due 3/25/2024	300	299	324
Cemex SAB DE CV, 6.5% Due 12/10/2019	5,850	5,850	6,201
Cemex SAB DE CV, 7.25% Due 1/15/2021	925	989	1,016
Petroleos Mexicanos, 6.38% Due 1/23/2045	6,705	6,702	8,113
Red Carreteras Occide, 9.0% Due 6/10/2028 (Mexican Peso)	23,500	1,658	1,738
<i>Total Mexico</i>		15,498	17,392
<i>Netherlands</i>			
Bharti Airtel Internatio, 5.13% Due 3/11/2023	1,650	1,521	1,745
Deutsche Telekom Int Fin, 5.75% Due 3/23/2016	1,635	1,631	1,756
Enel Finance International NV, 6.8% Due 9/15/2037	1,500	1,580	1,889

See accompanying notes to financial statements.



# Total Return Fixed Income Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Par Value, Shares, Contracts, or Notional Value	Cost	Fair Value
Enel Finance International NV, 6.0% Due 10/7/2039	4,252	4,053	4,972
ING Bank NV, 5.8% Due 9/25/2023	2,170	2,161	2,463
Petrobras Global Finance, 4.38% Due 5/20/2023	9,165	9,069	9,043
Rabobank Nederland, 4.63% Due 12/1/2023	1,720	1,714	1,829
Rabobank Nederland, 11.0% Perpetual	544	593	721
Schaeffler Finance BV, 7.75% Due 2/15/2017	2,150	2,406	2,392
<i>Total Netherlands</i>		24,728	26,810
<i>New Zealand</i>			
ANZ New Zealand International, 1.85% Due 10/15/2015	800	800	811
Myriad Int Holdings BV, 6.0% Due 7/18/2020	5,200	5,317	5,695
<i>Total New Zealand</i>		6,117	6,506
<i>Nigeria</i>			
Fidelity Bank PLC, 6.88% Due 5/9/2018	2,400	2,293	2,238
<i>Russia</i>			
RusHydro, 7.88% Due 10/28/2015 (Russian Ruble)	50,000	1,513	1,313
Russian Railways via RZD Capit, 8.3% Due 4/2/2019 (Russian Ruble)	50,000	1,554	1,227
<i>Total Russia</i>		3,067	2,540
<i>Singapore</i>			
Golden Legacy PTE Ltd, 9.0% Due 4/24/2019	1,400	1,400	1,511
<i>Spain</i>			
BBVA US Senior SA Uniper, 4.66% Due 10/9/2015	1,070	1,074	1,113
Telefonica Emisiones SAU, 6.22% Due 7/3/2017	250	244	281
Telefonica Emisiones SAU, 5.13% Due 4/27/2020	670	602	746
<i>Total Spain</i>		1,920	2,140
<i>Sri Lanka</i>			
National Savings Bank, 8.88% Due 9/18/2018	2,150	2,257	2,440
<i>Sweden</i>			
Nordea Bank AB, 4.88% Due 5/13/2021	2,980	2,969	3,259
<i>Switzerland</i>			
Credit Suisse New York, 2.3% Due 5/28/2019	2,120	2,116	2,124
<i>United Kingdom</i>			
British Telecom PLC, 9.63% Adj, Due 12/15/2030	1,970	3,099	3,180
Ferrexpo Finance PLC, 7.88% Due 4/7/2016	2,100	2,010	1,937
Franshion Development LT, 6.75% Due 4/15/2021	1,500	1,526	1,575
HSBC Holdings PLC, 5.1% Due 4/5/2021	1,125	1,123	1,289
HSBC Holdings PLC, 6.5% Due 5/2/2036	10,575	11,206	13,314
HSBC Holdings PLC, 5.25% Due 3/14/2044	500	495	551
Royal Bank of Scotland Grp PLC, 5.0% Due 10/1/2014	330	329	331
Royal Bank of Scotland Grp PLC, 2.55% Due 9/18/2015	360	360	366
Royal Bank of Scotland Grp PLC, 6.13% Due 12/15/2022	10,340	10,181	11,307
Royal Bank of Scotland Grp PLC, 6.1% Due 6/10/2023	1,060	1,052	1,157
Royal Bank of Scotland Grp PLC, 6.0% Due 12/19/2023	2,890	2,956	3,142
Royal Bank of Scotland Grp PLC, 5.13% Due 5/28/2024	4,240	4,207	4,324
Royal Bank of Scotland Grp PLC, 7.65% Perpetual	200	215	236
Royal Bank of Scotland Grp PLC, 7.64% Perpetual	400	400	423
Sinopec GRP Oversea 2012, 2.75% Due 5/17/2017	6,000	6,154	6,154
Sinopec Grp Oversea 2014, 4.38% Due 4/10/2024	1,980	1,976	2,081
Standard Chartered PLC, 5.7% Due 3/26/2044	2,300	2,298	2,538
UBM PLC, 5.75% Due 11/3/2020	3,330	3,291	3,580
Vedanta Resources PLC, 9.5% Due 7/18/2018	1,500	1,639	1,748
<i>Total United Kingdom</i>		54,517	59,233
Total Foreign Corporate Bonds - 10.4%		233,252	246,822

See accompanying notes to financial statements.

# Total Return Fixed Income Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Par Value, Shares, Contracts, or Notional Value	Cost	Fair Value
<b><u>Foreign Asset Backed Issues</u></b>			
<i>Cayman Islands</i>			
ALM Loan Funding, 2.83% Due 1/15/2025	1,250	1,204	1,212
Arrowpoint Clo Ltd, 2.98% Due 3/12/2026	900	856	868
Carlyle Global Market Strategy, 3.73% Due 5/15/2025	1,400	1,336	1,344
Carlyle Global Market Strategy, 3.03% Due 10/15/2025	1,000	973	982
Cent Clo LP, 3.74% Due 7/27/2026	500	471	472
Hildene CLO LTD, 3.93% Due 7/19/2026	250	238	240
LCM Ltd Partnership, 3.83% Due 7/15/2026	450	435	435
Madison Park Funding Ltd, 2.98% Due 10/23/2025	2,000	1,944	1,963
Neuberger Berman Clo Ltd, 3.08% Due 10/15/2025	500	483	489
Northwoods Capital Ltd, 2.98% Due 4/15/2025	500	485	476
Octagon Investment Partners XI, 3.08% Due 4/15/2026	500	494	494
Pinnacle Park Clo Ltd, 3.73% Due 4/15/2026	400	388	388
Saratoga Investment Corp, 3.13% Due 10/20/2023	500	479	485
Shackleton CLO Ltd, 3.23% Due 1/13/2025	2,600	2,577	2,560
Venture CDO Ltd, 3.33% Due 7/15/2025	1,300	1,288	1,296
Venture CDO Ltd, 2.98% Due 4/15/2026	2,250	2,187	2,183
Whitehorse Ltd, 3.23% Due 11/24/2025	200	195	198
<i>Total Cayman Islands</i>		16,033	16,085
<i>Germany</i>			
Magnus Dritte Immobilienbesitz, 7.25% Due 7/1/2024 (Euro Currency Unit)	1,200	1,631	1,581
Total Foreign Asset Backed Issues - 0.7%		17,664	17,666
<b><u>Investments in Other Funds</u></b>			
Western Asset Opportunistic Non-Dollar Hedged Portfolio, LLC	1,727,741	37,343	50,234
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 Opportunistic US Dollar High Yield Securities Portfolio, LLC	572,540	12,494	17,285
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 Floating Rate High Income Fund, LLC	1,709,853	21,077	32,790
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	3,526,453	33,903	40,470
Investment Objective - To maximize total return by investing in investment grade fixed income securities.			
Redemption Provisions - Daily			
Western Asset Opportunistic Asian Securities Portfolio, LLC	2,519,290	27,527	34,179
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	2,785,337	44,563	49,178
Investment Objective - To maximize total return by investing in debt securities issued or guaranteed by the U.S. government.			
Redemption Provisions - Daily			

See accompanying notes to financial statements.

# Total Return Fixed Income Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Par Value, Shares, Contracts, or Notional Value	Cost	Fair Value
Western Asset Non-U.S. Inflation Linked Securities Portfolio, LLC 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	275,810	4,355	5,026
Western Asset Emerging Markets Local Debt Portfolio, LLC 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	543,659	7,205	10,414
Western Asset Opportunistic Structured Securities Portfolio, LLC Investment Objective - To maximize total return by investing in primarily investment grade asset backed fixed income securities. Redemption Provisions - Daily	5,648,271	54,708	91,830
Western Asset Emerging Markets Corporate Credit Portfolio, LLC 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	2,966,666	33,256	50,226
Total Investments in Other Funds - 16.4%		276,431	381,632
<b><u>Short-term Issue</u></b>			
Dreyfus Cash Management Institutional Fund - 2.5%	59,655,459	59,655	59,655
<b><u>Liquidating Trust</u></b>			
Residential Capital LLC - 0.0%	471	-	-
<b><u>Options Contracts Purchased</u></b>			
<i>Call, strike price, expiration</i>			
EUR 2 YR MID-CRV Option, 98.5, 12/12/2014	1,176	107	81
EUR 4 YR MID-CRV Option, 97.5, 9/12/2014	414	32	3
Euro 90 Day Future Option, 99.625, 3/16/2015	1,359	226	255
US Treasury 5Yr Note Option, 119.25, 9/26/2014	317	130	69
US Treasury 5Yr Note Option, 119.5, 9/26/2014	398	51	56
US Treasury Long Bond Option, 143, 9/26/2014	390	133	140
<i>Total Calls</i>		679	604
<i>Put, strike price, expiration</i>			
Credit Suisse First Boston Swaption (CDX.NA.IG.22), 80, 9/17/2014	121,430,000	49	2
Credit Suisse First Boston Swaption (CDX.NA.IG.22), 80, 9/17/2014	151,780,000	66	2
Credit Suisse First Boston Swaption (CDX.NA.IG.22), 90, 10/15/2014	49,800,000	47	7
EUR 1 YR MID-CRV Option, 98.75, 9/12/2014	1,036	166	6
EUR 1 YR MID-CRV Option, 98.875, 9/12/2014	1,036	120	6
Euro-Bund Future Option, 147, 9/26/2014 (Euro Currency Unit)	191	-	(57)
Euro-Bund Future Option, 148, 9/26/2014 (Euro Currency Unit)	191	-	(9)
US Treasury 5Yr Note Option, 118, 9/26/2014	398	57	53
US Treasury Long Bond Option, 138, 9/26/2014	199	81	93
<i>Total Puts</i>		586	103
Total Option Contracts Purchased - 0.0%		1,265	707
<b><u>Investments Made with Cash Collateral for Securities Loaned</u></b>			
BNY Mellon Securities Lending Overnight Fund		44,396	44,396
Mellon SL DBT II Liquidating Fund		144	143
Total Investments Made with Cash Collateral for Securities Loaned - 1.9%		44,540	44,539
Total Investments - 99.5%		\$ 2,151,036	\$ 2,350,703
(a) Pending Bankruptcy			
(b) Residual Equity Tranche			

See accompanying notes to financial statements.

## Total Return Fixed Income Pool

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### Schedule of Investments - Unaudited (continued)

**August 31, 2014**

*(Amounts in thousands)*

<u>Type</u>	<u>Description</u>	<u>Expiration Date</u>	<u>Strike Price</u>	<u>Notional or Contracts</u>	<u>Premiums Received</u>	<u>Fair Value</u>
<b><u>Options Contracts Written</u></b>						
Call	Euro 90 Day Future Option	3/16/2015	99.750	(1,359)	\$ (30)	\$ (42)
Put	EUR 1YR MID-CRV Option	9/12/2014	99.000	(1,036)	(271)	(6)
Put	Euro 90 Day Future Option	3/16/2015	99.500	(1,359)	(182)	(94)
Total Options Contracts Written - (0.0%)					<u>\$ (483)</u>	<u>\$ (142)</u>

*See accompanying notes to financial statements.*

## Total Return Fixed Income Pool

**Statement of Operations - Unaudited**  
**Period Ended August 31, 2014\***  
*(Amounts in thousands)*

	<b>Month</b>	<b>Year To Date</b>
<b>Investment income</b>		
Interest, net of withholding taxes (\$12)	\$ 6,624	\$ 13,975
Dividends	2	191
Net securities lending income	21	42
<b>Total investment income</b>	6,647	14,208
<b>Expenses</b>		
Investment advisor fees	(429)	(856)
Trustee fees	-	(1)
Custodian bank fees	(15)	(27)
Management fees	(58)	(115)
Fiduciary bond fees	(1)	(1)
Professional service fees	(12)	(24)
<b>Total expenses</b>	(515)	(1,024)
<b>Investment income, net</b>	6,132	13,184
<b>Realized and unrealized gain (loss) from investments and foreign currency</b>		
Net realized gain (loss) from:		
Investments	5,760	11,495
Futures contracts	(3,852)	(3,736)
Options written	65	94
Swaps contracts	57	57
Foreign currency transactions	501	501
	2,531	8,411
Net change in unrealized appreciation (depreciation) on:		
Investments	12,079	(1,909)
Futures contracts	(5,070)	(2,677)
Options written	49	112
Swaps contracts	(3,489)	(3,364)
Translation of assets and liabilities in foreign currencies	(368)	(1,703)
	3,201	(9,541)
<b>Net gain (loss) from investments and foreign currency</b>	5,732	(1,130)
<b>Net increase in net assets from operations</b>	\$ 11,864	\$ 12,054

*\*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 August 31, 2014\***  
*(Amounts in thousands, except unit data)*

	<b>Month</b>	<b>Year To Date</b>
<b>Operations</b>		
Investment income, net	\$ 6,132	\$ 13,184
Net realized gain from investments and foreign currency transactions	2,531	8,411
Net change in unrealized appreciation (depreciation) on investments and translation of assets and liabilities in foreign currencies	3,201	(9,541)
<b>Net increase in net assets from operations</b>	11,864	12,054
<b>Distributions to unitholders</b>		
Investment income, net	(6,132)	(13,184)
<b>Unit transactions</b>		
Proceeds from sale of units	15,890	85,689
Reinvestment of distributions	7,053	12,355
Amount paid for repurchase of units	(14,340)	(39,670)
<b>Net increase in net assets from unit transactions</b>	8,603	58,374
<b>Increase in net assets</b>	14,335	57,244
<b>Net assets, beginning of period</b>	2,348,080	2,305,171
<b>Net assets, end of period</b>	\$ 2,362,415	\$ 2,362,415
<b>Unit data</b>		
Units sold	1,065,656	5,733,040
Units issued from reinvestment of distributions	472,970	827,526
Units repurchased	(961,669)	(2,655,489)
<b>Net increase in units</b>	576,957	3,905,077

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

# Total Return Fixed Income Pool

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## Notes to Financial Statements

(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	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 (DAC), Franklin Templeton Investments (FTI), and Western Asset Management Company (Western) manage the Pool. The Pool's investment objective, net of external investment management fees, is to meet or exceed the Barclays Capital Universal Index.

### NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

**Investment Valuation** - The IMB reports its investments at fair value in accordance with the Financial Accounting Standards Board's Accounting Standards Codification Topic 820 (ASC 820). Refer to Note 4 for further discussion and presentation of the reporting requirements under ASC 820.

# Total Return Fixed Income Pool

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## Notes to Financial Statements (Amounts in thousands, except share data)

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

Fair value of the Pool's portfolio securities is determined as follows:

- Fixed income securities are valued according to prices furnished by independent pricing services to the Pool's custodian. These services determine the security prices by a number of methods including, but not limited to, dealer quotes, live market trading levels when available, live feeds of trade execution data, spreads over U.S. Treasury securities, and other models and formulae appropriate to the specific security type.
- Open-end regulated investment companies or other commingled investment funds are valued at the net asset value of the fund as reported by the fund's administrator.
- Futures and option contracts are valued at the last settlement price established each day by the exchange on which they are traded.
- Credit default, interest rate, and currency 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.

Investments for which the fair value cannot be determined by one of the above listed processes are valued at fair value as determined in accordance with the IMB's established procedures.

**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:

- Market value of investment securities, other assets and liabilities - at the closing rate of exchange at the valuation date.
- 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 or loss 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 gain or 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.



# Total Return Fixed Income Pool

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## Notes to Financial Statements

*(Amounts in thousands, except share data)*

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

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

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

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

**Security Loans** - The IMB, through its agent, the Bank of New York Mellon, loans securities to various brokers on a temporary basis. Each transaction for U.S. securities is secured by initial collateral of at least 102 percent of the market value of the securities loaned plus accrued income. 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 of the Mellon SL DBT II Liquidating Fund. Such investments are made at the risk of the Pool and, as such, the Pool is liable for investment losses. Investments made with cash are 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. 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 net securities lending income. Unrealized gains or losses resulting from changes in the value of the investment of cash collateral are reported as part of the change in unrealized appreciation or depreciation 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 a change in unrealized appreciation or depreciation on 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, manage portfolio duration, 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.

# Total Return Fixed Income Pool

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## Notes to Financial Statements

(Amounts in thousands, except share data)

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

**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.

**Credit Default Swaps** - Credit default swaps are agreements between counterparties to transfer the credit risk of referenced debt securities. The buyer of the credit default swap gains protection against a negative credit event such as a default or credit rating downgrade and the seller assumes the credit risk and is obligated to pay upon the occurrence of such an event. Fair values are based on market values received from third parties or are determined by valuation models. Credit default swap agreements are marked-to-market daily and the change, if any, is recorded as unrealized gain or loss. Upfront payments received or made by the Pool on credit default swap agreements are amortized over the expected life of the agreement. Periodic payments received or paid are recorded as interest income. Payments received or made as a result of a credit event or termination of the contract are recognized, net of a proportional amount of the upfront payment, as realized gains or losses.

In accordance with its principal investment strategy, the Pool enters into credit default swaps as a seller of protection primarily to gain exposure similar to the high yield bond market. Credit default swaps are instruments which allow for the full or partial transfer of third party credit risk, with respect to a particular entity or entities, from one counterparty to the other. A seller of credit default swaps is selling credit protection or assuming credit risk with respect to the underlying entity or entities. If a credit event occurs, as defined under the terms of the swap agreement, the Pool will either (i) pay to the buyer of protection an amount equal to the notional amount of the swap and take delivery of the referenced obligation or underlying securities comprising the referenced index or (ii) pay a net settlement amount in the form of cash or securities equal to the notional amount of the swap less the recovery value of the referenced obligation or underlying securities comprising the referenced index. The Notional Principal reflects the maximum potential amount the Pool could be required to make as a seller of credit protection if a credit event occurs. As the seller of protection, the Pool receives periodic premium payments from the counterparty and may also receive or pay an upfront premium adjustment to the stated periodic premium.

The quoted market prices and resulting market values for credit default swap agreements on securities and credit indices serve as an indicator of the current status of the payment/performance risk and represent the likelihood of an expected liability (or profit) for the credit derivative had the notional amount of the swap agreement been closed/sold as of the period end. Increasing market values, in absolute terms when compared to the notional amount of the swap, represent a deterioration of the referenced entity's credit soundness and a greater likelihood or risk of default or other credit event occurring as defined under the terms of the agreement.

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

**Currency Swaps** - Currency swaps represent agreements between counterparties to exchange principal and interest payments in one currency for principal and interest payments of another currency. Fair values are based on market values received from third parties or are determined by valuation models.

# Total Return Fixed Income Pool

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## Notes to Financial Statements

*(Amounts in thousands, except share data)*

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

**Asset-Backed Securities** - The Pool invests in various asset-backed securities, mortgage-backed securities, and structured corporate debt. The securities are reported at fair value, which is determined by a third party pricing service based on asset portfolio pricing models and other sources. The Pool invests in these securities to enhance yields on investments. Changes in market interest rates affect the cash flows of these securities and may result in changes in fair value. The overall return or yield on these securities depends on the changes in the interest and principal payment pattern and market value of the underlying assets.

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

**Use of Estimates** - The preparation of the financial statements in conformity with 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. 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 reflected in the Statement of Operations in the year of the change.

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

**Distributions to Participants** - The monthly net investment income of the Pool is declared as a dividend on the last day of the month and distributed to the participants of the Pool on the first day of the following month. Distributions are paid in the form of reinvestments in the Pool and have been included in distributions to participants and reinvestment of distributions as presented on the Statement of Changes in Net Assets. 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. In addition to these direct and allocated expenses, the Pool bears certain expenses indirectly, such as fees of other investment funds in which the Pool invests that are reflected in the reported net asset value of such funds.

**Income Taxes** - The IMB is a public corporation organized under laws of the State of West Virginia and exempt from U.S. federal and state taxation. 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. Accordingly, no provision for income taxes is required as of August 31, 2014.

**Indemnifications** - In the normal course of business, the IMB has entered into contracts that provide a variety of indemnifications. Any exposure to the Pool under these arrangements would involve future claims that may be made against the IMB. The Pool's maximum exposure under these arrangements is unknown. No such claims have occurred, nor are they expected to occur therefore the IMB expects the risk of loss to be remote.

## Total Return Fixed Income Pool

### Notes to Financial Statements (Amounts in thousands, except share data)

#### NOTE 3. DERIVATIVE FINANCIAL INSTRUMENTS

Derivative financial instruments held in the Pool may include foreign exchange contracts, futures, options, credit default swaps, interest rate swaps, and currency 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 and for discussion on the risks associated with investing in these derivatives.

The Pool, through its investment managers, is a party to International Swap and Derivative Association, Inc. (ISDA) Master Agreements (MA) that may allow the netting of counterparty's obligations against those of the Pool in the event of a default by the counterparty. The Pool is required to disclose the positions held at period-end that were entered into pursuant to agreements that allow for such netting.

The table below presents the fair value of the derivative financial instruments recorded in the Statement of Assets and Liabilities as of August 31, 2014:

Assets	Interest Rate Contracts	Credit Contracts	Currency Contracts	Foreign Exchange Contracts	Total
Investments at fair value	\$ 707	\$ -	\$ -	\$ -	\$ 707
Unrealized appreciation on swap contracts	-	122	51	-	173
Unrealized appreciation on futures contracts	1,192	-	-	-	1,192
Unrealized appreciation on foreign currency forward contracts	-	-	-	1,172	1,172
Total	<u>\$ 1,899</u>	<u>\$ 122</u>	<u>\$ 51</u>	<u>\$ 1,172</u>	<u>\$ 3,244</u>
Liabilities	Interest Rate Contracts	Credit Contracts	Currency Contracts	Foreign Exchange Contracts	Total
Options contracts written at fair value	\$ (142)	\$ -	\$ -	\$ -	\$ (142)
Unrealized depreciation on swap contracts	(9,454)	(211)	-	-	(9,665)
Unrealized depreciation on futures contracts	(5,528)	-	-	-	(5,528)
Unrealized depreciation on foreign currency forward contracts	-	-	-	(22)	(22)
Total	<u>\$ (15,124)</u>	<u>\$ (211)</u>	<u>\$ -</u>	<u>\$ (22)</u>	<u>\$ (15,357)</u>

At August 31, 2014, the Pool had pledged cash of \$32,760 to cover margin requirements on open derivative contracts.

## Total Return Fixed Income Pool

### Notes to Financial Statements (Amounts in thousands, except share data)

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

The following table presents the Pool's derivative assets and liabilities net of amounts available for offset under a netting provision and net of related collateral pledged or received by the Pool as of August 31, 2014.

Derivative Type	Derivative Assets Subject to a MA	Derivatives Available for Offset	Non-Cash Collateral Received	Cash Collateral Received	Net Amount of Derivative Assets
Foreign Currency					
Forwards	\$ 205	\$ 205	\$ -	\$ -	\$ 205
Swap	144	144	-	-	144
Total	<u>\$ 349</u>	<u>\$ 349</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 349</u>

The table below presents the impact of the derivative financial instruments recorded in the Statement of Operations for the period ended August 31, 2014:

Realized Gain (Loss) From:	Interest Rate Contracts	Credit Contracts	Currency Contracts	Foreign Exchange Contracts	Total
Investments	\$ (273)	\$ -	\$ -	\$ -	\$ (273)
Futures contracts	(3,736)	-	-	-	(3,736)
Options written	94	-	-	-	94
Swap contracts	-	57	-	-	57
Foreign currency transactions	-	-	11	1,048	1,059
Total	<u>\$ (3,915)</u>	<u>\$ 57</u>	<u>\$ 11</u>	<u>\$ 1,048</u>	<u>\$ (2,799)</u>

Net Change in Unrealized Appreciation (Depreciation) From:	Interest Rate Contracts	Credit Contracts	Currency Contracts	Foreign Exchange Contracts	Total
Investments	\$ (242)	\$ -	\$ -	\$ -	\$ (242)
Futures contracts	(2,677)	-	-	-	(2,677)
Options written	112	-	-	-	112
Swap contracts	(3,618)	266	(12)	-	(3,364)
Translation of assets and liabilities in foreign currencies	-	-	63	832	895
Total	<u>\$ (6,425)</u>	<u>\$ 266</u>	<u>\$ 51</u>	<u>\$ 832</u>	<u>\$ (5,276)</u>

The Pools' derivative financial instruments outstanding as of August 31, 2014, as disclosed in the financial statements and notes thereto, is indicative of the volume of activity during the period ended August 31, 2014.

# Total Return Fixed Income Pool

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## Notes to Financial Statements

*(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.

## Total Return Fixed Income Pool

### Notes to Financial Statements (Amounts in thousands, except share data)

#### NOTE 4. 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 August 31, 2014:

Assets	Level 1	Level 2	Level 3	Total
Corporate asset backed issues	\$ -	\$ 94,025	\$ -	\$ 94,025
Corporate CMO	-	64,385	-	64,385
Corporate CMO interest-only	-	7,936	-	7,936
Corporate preferred security	10,942	-	-	10,942
Foreign asset backed issues	-	17,666	-	17,666
Foreign corporate bonds	-	246,822	-	246,822
Foreign currency forward contracts	-	1,172	-	1,172
Foreign government bonds	-	173,479	-	173,479
Futures contracts	1,192	-	-	1,192
Investments in other funds	-	381,632	-	381,632
Investments made with cash collateral for securities loaned	-	44,539	-	44,539
Municipal bonds	-	54,248	-	54,248
Options contracts purchased	696	11	-	707
Short-term issue	59,655	-	-	59,655
Swaps	-	173	-	173
U.S. corporate bonds	-	572,833	-	572,833
U.S. Government agency bond	-	2,487	-	2,487
U.S. Government agency CMO	-	87,598	-	87,598
U.S. Government agency CMO interest-only	-	11,314	-	11,314
U.S. Government agency MBS	-	284,061	-	284,061
U.S. Government agency TBA	-	882	-	882
U.S. Treasury bonds	-	220,853	-	220,853
U.S. Treasury inflation protected securities	-	14,639	-	14,639
Total	<u>\$ 72,485</u>	<u>\$ 2,280,755</u>	<u>\$ -</u>	<u>\$ 2,353,240</u>
Liabilities	Level 1	Level 2	Level 3	Total
Foreign currency forward contracts	\$ -	\$ (22)	\$ -	\$ (22)
Futures contracts	(5,528)	-	-	(5,528)
Options contracts written	(142)	-	-	(142)
Swaps	-	(9,665)	-	(9,665)
Total	<u>\$ (5,670)</u>	<u>\$ (9,687)</u>	<u>\$ -</u>	<u>\$ (15,357)</u>

There were no transfers in or out of Levels 1 and 2 during the period ended August 31, 2014.

## Total Return Fixed Income Pool

### Notes to Financial Statements (Amounts in thousands, except share data)

#### NOTE 5. SECURITIES LENDING

The following table presents the amounts of various accounts related to securities lending at August 31, 2014.

Fair value of securities on loan	\$	120,142			
Initial collateral received:		<u>Cost</u>	<u>Fair Value</u>	<u>Unrealized</u>	<u>Depreciation</u>
Cash	\$	44,540	\$ 44,539	\$	(1)
Non-cash			78,491		
Total			<u>\$ 123,030</u>		

The Bank of New York Mellon (BNYM), as agent for the IMB, loans the IMB's securities to various counterparties. These transactions are executed under Master Securities Lending Agreements (MSLA) which permit BNYM under certain circumstances, such as defaults, to offset amounts payable to the same counterparty against amounts to be received and thus create one single net payment due to or from the counterparty. The amounts listed in the above table represent all securities loaned which are subject to a MSLA on a net payment basis. The IMB has elected not to offset the fair value of the securities on loan against the liability for the return of the collateral on the Statement of Assets & Liabilities.

#### NOTE 6. FUTURES CONTRACTS

At August 31, 2014, open positions in futures contracts denominated in U.S. dollars were as follows:

Expiration	Open Contracts	Position	Notional Value at August 31, 2014	Notional Value Upon Entering Contract	Unrealized Appreciation (Depreciation)
Dec 2015	346 Euro 90 Day Future	Long	\$ 85,639	\$ 85,601	\$ 38
Dec 2014	838 US Treasury 5 Yr Note Future	Long	99,585	99,397	188
Dec 2014	331 US Ultra Bond Future	Long	51,471	50,505	966
Mar 2015	(1,331) Euro 90 Day Future	Short	(331,569)	(331,290)	(279)
Jun 2018	(336) Euro 90 Day Future	Short	(81,577)	(81,236)	(341)
Dec 2014	(343) US Long Bond Future	Short	(48,052)	(47,716)	(336)
Dec 2014	(7) US Treasury 2 Yr Note Future	Short	(1,533)	(1,532)	(1)
Dec 2014	(4,352) US Treasury 10 Yr Note Future	Short	(547,400)	(545,139)	(2,261)
			<u>\$ (773,436)</u>	<u>\$ (771,410)</u>	<u>\$ (2,026)</u>

At August 31, 2014, open positions in futures contracts denominated in foreign currencies were as follows:

Expiration	Open Contracts	Currency	Position	Notional Value at August 31, 2014 Local Currency	Initial Notional Value in Local Currency	August 31, 2014 Exchange Rate	Unrealized Appreciation (Depreciation)
Sep 2014	(42) JPN 10Yr Bond Future	JPY	Short	(6,141,660)	(6,095,010)	0.0096	\$ (449)
Sep 2014	(351) Euro Bund Future	EUR	Short	(53,191)	(51,778)	1.3172	(1,861)
				<u>(6,194,851)</u>	<u>(6,146,788)</u>		<u>\$ (2,310)</u>



## Total Return Fixed Income Pool

### Notes to Financial Statements (Amounts in thousands, except share data)

#### NOTE 7. SWAPS

At August 31, 2014, the open positions in credit default swaps are as follows:

Counterparty	Underlying Company / Credit Index	Termination Date	Interest Rate Receive (Pay)	Notional Value	Upfront Premiums Paid (Received)	Unrealized Appreciation (Depreciation)
<i>Buyer Protection</i>						
Barclays Capital	CDX.NA.HY.22	06/20/2019	(5.0% Fixed)	\$ 5,170	\$ (341)	\$ (74)
Barclays Capital	CDX.NA.HY.22	06/20/2019	(5.0% Fixed)	1,277	(105)	3
Barclays Capital	CDX.NA.HY.22	06/20/2019	(5.0% Fixed)	1,277	(105)	3
Barclays Capital	CDX.NA.HY.22	06/20/2019	(5.0% Fixed)	2,723	(225)	6
Barclays Capital	CDX.NA.HY.22	06/20/2019	(5.0% Fixed)	1,703	(141)	4
BNP Paribas	CDX.NA.HY.22	06/20/2019	(5.0% Fixed)	4,891	(392)	-
BNP Paribas	CDX.NA.HY.22	06/20/2019	(5.0% Fixed)	4,970	(401)	2
Citigroup Global Markets	CDX.NA.HY.22	06/20/2019	(5.0% Fixed)	10,660	(742)	(114)
Credit Suisse First Boston	CDX.NA.IG.22	06/20/2019	(1.0% Fixed)	24,900	(509)	11
Credit Suisse First Boston	CDX.NA.IG.22	06/20/2019	(1.0% Fixed)	24,900	(474)	(23)
<i>Seller Protection</i>						
Deutsche Bank*	Berkshire Hathaway Inc	03/20/2024	1.0% Fixed	2,690	(57)	93
Total				<u>\$ 85,161</u>	<u>\$ (3,492)</u>	<u>\$ (89)</u>

At August 31, 2014, the open position in an interest rate swap is as follows:

Counterparty	Notional Value	Maturity Date	Receiving			Paying			Unrealized Appreciation (Depreciation)
			Rate	Type	Base	Rate	Type	Base	
Barclays Capital	<u>\$ 102,250</u>	11/15/2043	0.23%	Floating	3M Libor	2.22%	Fixed	N/A	<u>\$ (9,454)</u>

At August 31, 2014, the open position in a currency swap is as follows:

Counterparty	Maturity Date	Receiving			Paying			Unrealized Appreciation (Depreciation)		
		Notional	Rate	Premiums Paid	Notional	Rate	Premiums Received			
Barclays Capital*	07/01/2024	<u>\$ 1,632</u>	USD	9.01% Fixed	<u>\$ 1,632</u>	EUR	1,200	7.25% Fixed	<u>\$ (1,631)</u>	<u>\$ 51</u>

Included in the unrealized appreciation (depreciation) amount on the currency swap is unrealized appreciation of \$50 due to the translation of foreign currency to U.S. dollars.

\*Available for offset under a netting provision

## Total Return Fixed Income Pool

### Notes to Financial Statements (Amounts in thousands, except share data)

#### NOTE 8. OPTION CONTRACTS WRITTEN

A summary of the activity in option contracts written positions for the period ended August 31, 2014, is as follows:

	Puts		Calls	
	Number of Contracts	Premiums Received	Number of Contracts	Premiums Received
Options outstanding at June 30, 2014	(49,801,951)	\$ (416)	(49,801,025)	\$ (92)
Options written	(553)	(60)	(1,109)	(69)
Options closed	49,800,000	22	446	71
Options expired	109	1	329	25
Options exercised	-	-	49,800,000	35
Options outstanding at August 31, 2014	(2,395)	\$ (453)	(1,359)	\$ (30)

#### NOTE 9. FOREIGN CURRENCY FORWARD CONTRACTS

At August 31, 2014, open foreign currency forward contracts were as follows:

Position	Foreign Currency	Trade Date	Settlement Date	Receivable		Payable		Unrealized Appreciation (Depreciation)
				(in foreign currency)	(in U. S. dollars)	(in foreign currency)	(in U. S. dollars)	
Long	Brazil Real	08/29/2014	09/02/2014	144	\$ 64	\$ 64	\$ -	
Long	Euro Currency Unit	08/27/2014	11/14/2014	5,500	7,248	7,254	(6)	
Long	Mexican Peso	08/07/2014	11/14/2014	133,952	10,194	10,067	127	
Short	Brazil Real	08/28/2014	09/03/2014		1,163	2,619	1,170	(7)
Short	Euro Currency Unit*	06/11/2014	09/22/2014		3,114	2,300	3,030	84
Short	Euro Currency Unit*	06/11/2014	09/22/2014		3,387	2,500	3,293	94
Short	Euro Currency Unit	08/06/2014	11/14/2014		5,552	4,160	5,482	70
Short	Euro Currency Unit	08/07/2014	11/14/2014		2,543	1,900	2,504	39
Short	Euro Currency Unit	08/08/2014	11/14/2014		19,732	14,729	19,412	320
Short	Japanese Yen*	06/11/2014	09/22/2014		1,510	154,000	1,483	27
Short	Japanese Yen	08/08/2014	11/14/2014		21,719	2,213,491	21,319	400
Short	Mexican Peso	08/28/2014	11/14/2014		5,459	71,849	5,468	(9)
Short	Polish Zloty	08/28/2014	09/02/2014		3,761	11,991	3,750	11
					\$ 85,446	11,991	\$ 84,296	\$ 1,150

\* Available for offset under a netting provision.

#### NOTE 10. INVESTMENT ADVISORY FEES

The IMB has approved investment advisory agreements with DAC, FTI, and Western to manage the investments of the Pool. These agreements provide for quarterly payments, based on average end of month assets under management, to the investment advisors. The IMB makes these payments and the Pool transfers funds to the IMB to facilitate the payments.

The fees paid to DAC are based on a descending scale of fee rates ranging from 0.40 percent annually on the first \$10 million of assets under management to 0.12 percent annually on assets between \$125 million and \$700 million. For assets greater than \$700 million the fee rate is 0.10 percent annually. The effective fee rate earned by DAC for the period ended August 31, 2014, was 0.12 percent.

The fees paid to FTI are based on a descending scale of fee rates ranging from 0.70 percent annually on the first \$100 million of assets under management to 0.50 percent annually on assets between \$100 million and \$200 million. For assets greater than \$200 million the fee rate is 0.40 percent annually. The effective fee rate earned by FTI for the period ended August 31, 2014, was 0.62 percent.

## Total Return Fixed Income Pool

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### Notes to Financial Statements

(Amounts in thousands, except share data)

#### NOTE 10. INVESTMENT ADVISORY FEES (continued)

The fees paid to Western are based on a descending scale of fee rates ranging from 0.40 percent annually on the first \$500 million of assets under management to 0.10 percent annually on assets between \$1.5 billion and \$2 billion. For assets greater than \$2 billion the fee rate is 0.05 percent annually. The maximum fee allowable under the agreement is 0.25 percent annually of the net assets under management. The effective fee rate earned by Western for the period ended August 31, 2014, was 0.25 percent.

#### NOTE 11. FINANCIAL HIGHLIGHTS

##### Per Unit Operating Performance (a):

Net asset value at June 30, 2014	\$	14.95
Income from investment operations:		
Net investment income		0.08
Net realized and unrealized gain on investment transactions		0.01
Net decrease in the translation of assets and liabilities in foreign		<u>(0.01)</u>
Total from investment operations		0.08
Less distributions from net investment income		<u>(0.08)</u>
Net asset value at August 31, 2014	\$	<u>14.95</u>

**Total Return (b)** 0.5%

##### Supplemental Data:

Net assets, end of period	\$	2,362,415
Ratio to average net assets (c):		
Expenses		0.26%
Net investment income		3.38%
Portfolio turnover rate		4.98%

- (a) Calculation based on the average shares outstanding
- (b) Return data is net of fees for the fiscal year-to-date and is not annualized
- (c) All ratios are for the fiscal year-to-date annualized and do not reflect the Pool's proportionate share of income and expenses of the underlying investee funds.

## Total Return Fixed Income Pool

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### Notes to Financial Statements

(Amounts in thousands, except share data)

#### NOTE 12. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at August 31, 2014. The balances do not include the distribution 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	\$ 663,619
Public Employees' Retirement System	570,772
Workers' Compensation Old Fund	463,203
Revenue Shortfall Reserve Fund	161,305
Revenue Shortfall Reserve Fund - Part B	147,055
Coal Workers' Pneumoconiosis Fund	64,969
West Virginia Retiree Health Benefit Trust Fund	60,898
Public Employees Insurance Agency	59,859
State Police Death, Disability and Retirement Fund	58,196
Board of Risk and Insurance Management	35,921
Judges' Retirement System	17,014
Deputy Sheriff's Retirement System	16,365
State Police Retirement System	12,244
West Virginia Department of Environmental Protection Agency	11,450
Wildlife Endowment Fund	5,466
Emergency Medical Services Retirement System	5,079
Workers' Compensation Self-Insured Employer Guaranty Risk Pool	3,843
Workers' Compensation Uninsured Employers' Fund	2,245
Workers' Compensation Self-Insured Employer Security Risk Pool	1,744
West Virginia Department of Environmental Protection Trust	911
Municipal Policemen's or Firemen's Pension and Relief Funds	136
Municipal Police Officers' and Firefighters' Retirement System	121
Total	<u>\$ 2,362,415</u>

**Financial Statements - Unaudited**

**August 31, 2014**



# Core Fixed Income Pool

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## Financial Statements - Unaudited August 31, 2014

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# Core Fixed Income Pool

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## Statement of Assets and Liabilities - Unaudited

August 31, 2014

(Amounts in thousands, except unit data)

### Assets

Investments at fair value (cost \$1,060,415), including securities on loan of \$56,050 (Note 4)	\$	1,108,456
Receivables:		
Accrued interest		5,119
Investments sold		505
Dividends		2
Securities lending income		4
Other		25
		<hr/>
<b>Total assets</b>		1,114,111

### Liabilities

Accrued expenses		366
Distributions payable		2,891
Payable upon return of securities loaned (Note 4)		48,707
		<hr/>
<b>Total liabilities</b>		51,964

**Net assets** \$ 1,062,147

### Analysis of net assets

Paid-in capital	\$	931,338
Accumulated undistributed net realized gain from investments		82,768
Unrealized net appreciation of investments		48,041
		<hr/>
<b>Net assets</b>	<u><u>\$</u></u>	<u>1,062,147</u>

### Unit data

Units outstanding		95,036,352
Net asset value, unit price	<u><u>\$</u></u>	<u>11.18</u>

See accompanying notes to financial statements.



# Core Fixed Income Pool

## Schedule of Investments - Unaudited August 31, 2014

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
<b><u>Municipal Bonds</u></b>			
American Municipal Power-Ohio, 7.5% Due 2/15/2050	580	\$ 593	\$ 849
California, 7.3% Due 10/1/2039	195	250	282
Illinois, 5.1% Due 6/1/2033	350	324	348
Los Angeles Dept of Airports, 6.58% Due 5/15/2039	255	331	329
New York St Dorm Authority, 5.6% Due 3/15/2040	260	254	327
Ohio State University, 4.8% Due 6/1/2111	761	753	822
Port Authority NY and NJ, 5.65% Due 11/1/2040	600	600	752
Port Authority NY and NJ, 4.46% Due 10/1/2062	405	405	426
Tennessee Valley Authority, Zero Coupon, Due 11/1/2025	2,500	1,769	1,741
Tennessee Valley Authority, 5.88% Due 4/1/2036	650	818	868
Tennessee Valley Authority, 5.25% Due 9/15/2039	1,198	1,510	1,493
Tennessee Valley Authority, 4.63% Due 9/15/2060	400	395	446
Total Municipal Bonds - 0.8%		8,002	8,683
<b><u>U.S. Treasury Bonds</u></b>			
United States Treasury, 4.0% Due 2/15/2015	600	609	611
United States Treasury, 4.63% Due 2/15/2017	6,500	6,739	7,115
United States Treasury, Zero Coupon, Due 2/15/2017	6,122	5,651	6,005
United States Treasury, 3.13% Due 4/30/2017	6,715	6,834	7,122
United States Treasury, 8.88% Due 8/15/2017	9,360	10,849	11,519
United States Treasury, Zero Coupon, Due 8/15/2017	500	469	486
United States Treasury, 4.25% Due 11/15/2017	600	658	660
United States Treasury, Zero Coupon, Due 11/15/2017	7,380	6,628	7,115
United States Treasury, 3.5% Due 2/15/2018	2,500	2,652	2,695
United States Treasury, Zero Coupon, Due 2/15/2018	3,950	3,499	3,785
United States Treasury, 2.38% Due 5/31/2018	1,000	1,039	1,039
United States Treasury, Zero Coupon, Due 8/15/2018	1,900	1,754	1,797
United States Treasury, 3.75% Due 11/15/2018	5,000	5,374	5,473
United States Treasury, 1.38% Due 11/30/2018	2,000	2,007	1,993
United States Treasury, 3.13% Due 5/15/2019	2,590	2,732	2,770
United States Treasury, Zero Coupon, Due 5/15/2019	4,550	3,774	4,209
United States Treasury, Zero Coupon, Due 8/15/2019	2,800	2,529	2,573
United States Treasury, Zero Coupon, Due 2/15/2020	2,200	1,986	1,990
United States Treasury, Zero Coupon, Due 5/15/2020	7,522	6,359	6,752
United States Treasury, Zero Coupon, Due 8/15/2020	8,550	6,984	7,610
United States Treasury, 2.13% Due 8/31/2020	2,700	2,711	2,738
United States Treasury, 2.13% Due 1/31/2021	500	502	505
United States Treasury, Zero Coupon, Due 2/15/2021	3,105	2,674	2,724
United States Treasury, 8.13% Due 5/15/2021	1,000	1,273	1,390
United States Treasury, 3.13% Due 5/15/2021	4,700	5,143	5,039
United States Treasury, Zero Coupon, Due 5/15/2021	2,900	2,575	2,527
United States Treasury, 2.13% Due 8/15/2021	4,500	4,386	4,526
United States Treasury, Zero Coupon, Due 11/15/2021	8,000	6,511	6,840
United States Treasury, 2.0% Due 2/15/2022	4,000	4,127	3,975
United States Treasury, Zero Coupon, Due 2/15/2022	2,460	1,945	2,086
United States Treasury, Zero Coupon, Due 5/15/2022	600	493	504
United States Treasury, Zero Coupon, Due 8/15/2022	300	244	250
United States Treasury, Zero Coupon, Due 11/15/2022	1,000	819	827
United States Treasury, 7.13% Due 2/15/2023	1,000	1,256	1,383
United States Treasury, Zero Coupon, Due 2/15/2023	2,340	1,900	1,916
United States Treasury, Zero Coupon, Due 5/15/2023	2,000	1,585	1,624
United States Treasury, Zero Coupon, Due 5/15/2024	1,100	712	864
United States Treasury, Zero Coupon, Due 8/15/2024	1,100	724	856
United States Treasury, Zero Coupon, Due 11/15/2024	400	318	319
United States Treasury, Zero Coupon, Due 11/15/2024	550	377	424
United States Treasury, Zero Coupon, Due 2/15/2025	200	114	153
United States Treasury, Zero Coupon, Due 2/15/2026	300	219	221
United States Treasury, Zero Coupon, Due 5/15/2026	850	484	621
United States Treasury, 6.75% Due 8/15/2026	125	156	180
United States Treasury, Zero Coupon, Due 8/15/2026	164	118	119
United States Treasury, Zero Coupon, Due 11/15/2026	4,500	2,728	3,226
United States Treasury, 6.63% Due 2/15/2027	1,000	1,310	1,441

See accompanying notes to financial statements.

# Core Fixed Income Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
United States Treasury, Zero Coupon, Due 2/15/2027	16,825	11,305	11,950
United States Treasury, Zero Coupon, Due 8/15/2027	950	520	662
United States Treasury, Zero Coupon, Due 11/15/2027	4,000	2,637	2,760
United States Treasury, Zero Coupon, Due 2/15/2028	2,736	1,597	1,869
United States Treasury, Zero Coupon, Due 5/15/2028	500	330	338
United States Treasury, 5.5% Due 8/15/2028	1,050	1,154	1,403
United States Treasury, Zero Coupon, Due 11/15/2028	2,400	1,289	1,594
United States Treasury, Zero Coupon, Due 2/15/2029	2,740	1,656	1,801
United States Treasury, Zero Coupon, Due 5/15/2029	150	77	98
United States Treasury, 6.13% Due 8/15/2029	312	424	445
United States Treasury, Zero Coupon, Due 8/15/2029	2,150	1,416	1,388
United States Treasury, Zero Coupon, Due 11/15/2029	700	361	448
United States Treasury, Zero Coupon, Due 2/15/2030	1,400	728	888
United States Treasury, Zero Coupon, Due 5/15/2030	1,900	1,051	1,193
United States Treasury, Zero Coupon, Due 8/15/2030	1,900	1,052	1,183
United States Treasury, Zero Coupon, Due 11/15/2030	1,800	974	1,111
United States Treasury, 5.38% Due 2/15/2031	1,000	1,275	1,349
United States Treasury, Zero Coupon, Due 2/15/2031	1,050	575	642
United States Treasury, Zero Coupon, Due 5/15/2031	250	142	152
United States Treasury, Zero Coupon, Due 8/15/2031	500	267	300
United States Treasury, Zero Coupon, Due 11/15/2031	520	264	309
United States Treasury, Zero Coupon, Due 2/15/2032	900	546	531
United States Treasury, Zero Coupon, Due 11/15/2032	1,450	764	832
United States Treasury, Zero Coupon, Due 2/15/2033	600	296	341
United States Treasury, Zero Coupon, Due 5/15/2033	2,200	1,093	1,240
United States Treasury, Zero Coupon, Due 8/15/2033	700	290	391
United States Treasury, Zero Coupon, Due 11/15/2033	2,150	962	1,190
United States Treasury, Zero Coupon, Due 2/15/2034	1,250	599	686
United States Treasury, Zero Coupon, Due 5/15/2034	500	195	272
United States Treasury, Zero Coupon, Due 8/15/2034	450	231	243
United States Treasury, Zero Coupon, Due 11/15/2034	850	471	455
United States Treasury, Zero Coupon, Due 2/15/2035	380	204	201
United States Treasury, Zero Coupon, Due 5/15/2035	500	277	263
United States Treasury, 4.5% Due 2/15/2036	1,000	1,209	1,261
United States Treasury, Zero Coupon, Due 5/15/2036	200	75	102
United States Treasury, 4.75% Due 2/15/2037	500	663	652
United States Treasury, 5.0% Due 5/15/2037	1,075	1,432	1,449
United States Treasury, 4.38% Due 2/15/2038	1,000	1,147	1,240
United States Treasury, 4.5% Due 5/15/2038	300	405	379
<b>Total U.S. Treasury Bonds - 16.4%</b>		<b>164,483</b>	<b>174,208</b>
<b><u>U. S. Government Agency MBS</u></b>			
FHLMC Issues, 1.93% - 10.0% Due 10/1/2016 - 6/1/2043	33,594	35,449	36,267
FNMA Issues, 0.5% - 8.5% Due 12/1/2016 - 7/1/2043	142,013	144,887	149,241
GNMA Issues, 4.38% - 7.5% Due 9/15/2031 - 6/20/2063	9,728	10,980	10,767
<b>Total U. S. Government Agency MBS - 18.5%</b>		<b>191,316</b>	<b>196,275</b>
<b><u>U. S. Government Agency CMO</u></b>			
FHLMC Issues, 0.46% - 28.12% Due 3/15/2018 - 11/15/2046	40,003	41,643	43,715
FNMA Issues, 0.22% - 38.25% Due 1/25/2017 - 5/25/2051	61,816	63,891	67,307
GNMA Issues, 0.46% - 110.17% Due 5/16/2020 - 2/20/2064	45,860	47,016	48,428
<b>Total U. S. Government Agency CMO - 15.0%</b>		<b>152,550</b>	<b>159,450</b>
<b><u>U. S. Government Agency CMO Interest-Only</u></b>			
FHLMC Issues, 1.87% - 7.85% Due 9/15/2024 - 8/15/2040	16,003	1,391	1,816
FNMA Issues, 1.5% - 7.75% Due 10/25/2014 - 4/25/2041	22,041	2,391	3,147
GNMA Issues, 5.5% - 7.55% Due 10/20/2032 - 8/20/2039	23,909	2,013	3,379
<b>Total U. S. Government Agency CMO Interest-Only - 0.8%</b>		<b>5,795</b>	<b>8,342</b>

See accompanying notes to financial statements.

# Core Fixed Income Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
<b><u>U. S. Government Agency CMO Principal-Only</u></b>			
FHLMC Issues, Due 3/15/2020 - 9/15/2043	4,786	3,967	4,260
FNMA Issues, Due 12/1/2024 - 12/25/2043	7,587	6,053	6,499
GNMA Issues, Due 1/17/2033 - 12/20/2040	1,756	1,400	1,513
Total U. S. Government Agency CMO Principal-Only - 1.2%		11,420	12,272
<b><u>U. S. Government Agency Bonds</u></b>			
FannieMae STRIPS, Zero Coupon, Due 11/15/2021	745	527	625
Federal Home Loan Bank, 5.5% Due 7/15/2036	400	510	530
FICO Strip Principal, Zero Coupon, Due 5/11/2018	3,900	3,705	3,683
FICO Strip Principal, Zero Coupon, Due 9/26/2019	700	544	633
RFCSP Strip Principal, Zero Coupon, Due 10/15/2019	4,900	4,515	4,436
RFCSP Strip Principal, Zero Coupon, Due 7/15/2020	10,200	9,156	9,004
RFCSP Strip Principal, Zero Coupon, Due 10/15/2020	3,000	2,508	2,624
Total U. S. Government Agency Bonds - 2.0%		21,465	21,535
<b><u>U.S. Corporate Bonds</u></b>			
<i>Basic Materials</i>			
Barrick NA Finance LLC, 4.4% Due 5/30/2021	208	221	219
CF Industries Inc, 7.13% Due 5/1/2020	400	486	488
CRH America Inc, 6.0% Due 9/30/2016	254	265	279
Dow Chemical Company, 8.55% Due 5/15/2019	192	214	245
Dow Chemical Company, 4.25% Due 11/15/2020	64	64	70
Dow Chemical Company, 4.13% Due 11/15/2021	589	619	631
Ecolab Inc, 5.5% Due 12/8/2041	540	623	634
EI DuPont de Nemours Co, 6.0% Due 7/15/2018	608	669	706
EI DuPont de Nemours Co, 5.6% Due 12/15/2036	320	361	390
EI DuPont de Nemours Co, 4.9% Due 1/15/2041	125	123	138
Freeport-McMoRan Copper & Gold, 2.15% Due 3/1/2017	534	532	544
Freeport-McMoRan Copper & Gold, 3.88% Due 3/15/2023	227	228	230
Freeport-McMoRan Copper & Gold, 5.45% Due 3/15/2043	87	87	94
Monsanto Company, 5.13% Due 4/15/2018	160	161	179
Monsanto Company, 2.75% Due 7/15/2021	207	207	208
Monsanto Company, 4.2% Due 7/15/2034	78	77	81
Monsanto Company, 4.7% Due 7/15/2064	121	120	126
Nucor Corporation, 5.85% Due 6/1/2018	857	951	978
Nucor Corporation, 4.0% Due 8/1/2023	90	90	94
PPG Industries Inc, 7.4% Due 8/15/2019	260	288	316
PPG Industries Inc, 9.0% Due 5/1/2021	625	723	822
Praxair Inc, 5.2% Due 3/15/2017	510	528	562
Praxair Inc, 1.25% Due 11/7/2018	300	300	293
The Mosaic Company, 3.75% Due 11/15/2021	613	630	643
The Mosaic Company, 4.88% Due 11/15/2041	33	33	34
Union Carbide Corp, 7.5% Due 6/1/2025	250	283	324
<i>Total Basic Materials</i>		8,883	9,328
<i>Capital Goods</i>			
ABB Finance USA Inc, 1.63% Due 5/8/2017	81	81	82
ABB Finance USA Inc, 2.88% Due 5/8/2022	117	115	117
ABB Finance USA Inc, 4.38% Due 5/8/2042	278	291	292
ADT Corp, 3.5% Due 7/15/2022	105	105	94
ADT Corp, 4.13% Due 6/15/2023	535	549	498
BAE Systems Holdings Inc, 5.2% Due 8/15/2015	195	199	203
BAE Systems Holdings Inc, 6.38% Due 6/1/2019	255	288	299
Boeing Company, 4.88% Due 2/15/2020	230	232	261
Boeing Company, 6.13% Due 2/15/2033	150	167	197
Burlington North Santa Fe, 5.65% Due 5/1/2017	225	232	251
Burlington North Santa Fe, 4.7% Due 10/1/2019	350	350	393
Burlington North Santa Fe, 3.45% Due 9/15/2021	106	106	111
Burlington North Santa Fe, 3.05% Due 9/1/2022	234	233	234
Burlington North Santa Fe, 3.85% Due 9/1/2023	300	299	315
Burlington North Santa Fe, 3.4% Due 9/1/2024	500	499	505
Burlington North Santa Fe, 7.29% Due 6/1/2036	80	87	111
Caterpillar Financial Services, 5.85% Due 9/1/2017	820	845	925

See accompanying notes to financial statements.

# Core Fixed Income Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
Caterpillar Financial Services, 5.45% Due 4/15/2018	280	294	318
Caterpillar Financial Services, 7.15% Due 2/15/2019	395	410	481
Caterpillar Inc, 5.3% Due 9/15/2035	50	63	59
CSX Corp, 6.25% Due 3/15/2018	640	692	739
CSX Corp, 7.38% Due 2/1/2019	200	205	243
CSX Corp, 4.25% Due 6/1/2021	335	350	367
Danaher Corp, 3.9% Due 6/23/2021	275	275	299
Deere & Company, 2.6% Due 6/8/2022	179	179	176
Deere & Company, 7.13% Due 3/3/2031	165	229	229
Deere & Company, 3.9% Due 6/9/2042	77	76	76
Eaton Corporation, 7.63% Due 4/1/2024	325	406	419
Honeywell International, 5.3% Due 3/1/2018	205	230	232
Illinois Tool Works Inc, 3.9% Due 9/1/2042	640	634	622
Ingersoll-Rand GL Hld Co, 4.25% Due 6/15/2023	162	162	173
John Deere Capital Corp, 1.2% Due 10/10/2017	128	128	128
John Deere Capital Corp, 1.3% Due 3/12/2018	400	399	397
John Deere Capital Corp, 5.75% Due 9/10/2018	233	243	268
Lockheed Martin Corp, 4.25% Due 11/15/2019	305	313	336
Lockheed Martin Corp, 4.07% Due 12/15/2042	336	328	333
Norfolk Southern Corp, 2.9% Due 2/15/2023	738	739	723
Norfolk Southern Corp, 3.95% Due 10/1/2042	103	103	99
Northrop Grumman Corp, 5.05% Due 8/1/2019	490	519	551
Penske Truck Leasing/PTL, 3.38% Due 3/15/2018	615	633	645
Pitney Bowes Inc, 5.6% Due 3/15/2018	100	104	111
Republic Services Inc, 5.5% Due 9/15/2019	360	394	413
Republic Services Inc, 3.55% Due 6/1/2022	309	308	323
Ryder System Inc, 3.6% Due 3/1/2016	180	180	187
Ryder System Inc, 2.5% Due 3/1/2017	158	158	163
Ryder System Inc, 3.5% Due 6/1/2017	96	96	101
Union Pacific Corp, 4.16% Due 7/15/2022	358	362	393
Union Pacific Corp, 2.95% Due 1/15/2023	43	43	43
Union Pacific Corp, 4.3% Due 6/15/2042	50	50	52
Union Pacific Corp, 4.82% Due 2/1/2044	494	489	552
Union Pacific Corp, 4.15% Due 1/15/2045	150	148	151
United Technologies Corp, 6.13% Due 2/1/2019	696	772	818
United Technologies Corp, 3.1% Due 6/1/2022	106	106	108
United Technologies Corp, 5.4% Due 5/1/2035	170	169	207
United Technologies Corp, 4.5% Due 6/1/2042	143	141	154
UNP RR CO 2003 PASS TRUST, 4.7% Due 1/2/2024	63	60	69
UPS of America Inc, 8.38% Due 4/1/2020	125	147	163
UPS of America Inc, 8.38% Due 4/1/2030	230	298	344
Waste Management Inc, 7.38% Due 3/11/2019	437	500	533
Waste Management Inc, 4.75% Due 6/30/2020	622	627	694
Xerox Corporation, 6.75% Due 2/1/2017	191	200	215
Xerox Corporation, 2.95% Due 3/15/2017	230	231	239
Xerox Corporation, 5.63% Due 12/15/2019	350	353	401
<i>Total Capital Goods</i>		18,224	19,235
<i>Communication Services</i>			
AT&T Inc, 5.5% Due 2/1/2018	370	381	417
AT&T Inc, 4.45% Due 5/15/2021	500	506	554
AT&T Inc, 3.88% Due 8/15/2021	765	805	816
AT&T Inc, 6.3% Due 1/15/2038	600	575	749
AT&T Inc, 5.35% Due 9/1/2040	1,374	1,376	1,536
AT&T Inc, 4.3% Due 12/15/2042	64	49	62
AT&T Inc, 4.35% Due 6/15/2045	156	160	152
Centel Capital Corp, 9.0% Due 10/15/2019	200	222	242
Crown Castle Towers LLC, 3.21% Due 8/15/2015	350	351	355
GTE Corporation, 8.75% Due 11/1/2021	250	290	332
GTP Acquisition Partners, 4.35% Due 6/15/2041	606	606	620
Verizon Communications, 2.63% Due 2/21/2020	140	135	140
Verizon Communications, 4.5% Due 9/15/2020	353	353	388
Verizon Communications, 6.4% Due 9/15/2033	369	369	466
Verizon Communications, 5.05% Due 3/15/2034	693	692	757
Verizon Communications, 6.55% Due 9/15/2043	56	69	72
Verizon Communications, 4.86% Due 8/21/2046	927	696	972

See accompanying notes to financial statements.

# Core Fixed Income Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
Verizon Communications, 5.01% Due 8/21/2054	55	53	57
Verizon New England Inc, 7.88% Due 11/15/2029	330	378	427
Verizon Pennsylvania LLC, 8.35% Due 12/15/2030	400	441	532
<i>Total Communication Services</i>		8,507	9,646
<i>Consumer Discretionary</i>			
21st Century Fox America, 7.25% Due 5/18/2018	64	68	76
21st Century Fox America, 8.88% Due 4/26/2023	450	483	610
21st Century Fox America, 7.75% Due 1/20/2024	150	170	192
21st Century Fox America, 7.3% Due 4/30/2028	250	252	316
21st Century Fox America, 6.65% Due 11/15/2037	125	133	160
American Airlines 2013-2, 4.95% Due 1/15/2023	434	434	468
American Airlines PT TRS 11-1, 5.25% Due 1/31/2021	91	91	98
Arrow Electronics Inc, 3.38% Due 11/1/2015	140	141	144
Arrow Electronics Inc, 6.88% Due 6/1/2018	615	674	706
Arrow Electronics Inc, 7.5% Due 1/15/2027	225	244	280
Bed Bath & Beyond Inc, 3.75% Due 8/1/2024	125	125	127
Bed Bath & Beyond Inc, 4.92% Due 8/1/2034	45	45	47
CBS Corp, 5.75% Due 4/15/2020	53	53	61
CBS Corp, 3.7% Due 8/15/2024	312	311	315
Comcast Cable Comm Holdings, 9.46% Due 11/15/2022	775	883	1,127
Comcast Cable Holdings, 10.13% Due 4/15/2022	240	301	337
Comcast Corp, 4.95% Due 6/15/2016	95	98	102
Comcast Corp, 6.5% Due 1/15/2017	200	205	226
Comcast Corp, 3.38% Due 2/15/2025	285	285	288
Comcast Corp, 4.2% Due 8/15/2034	158	157	162
Continental Airlines Inc, 4.0% Due 10/29/2024	103	103	105
Cox Communications Inc, 5.45% Due 12/15/2014	72	72	73
Cox Communications Inc, 5.88% Due 12/1/2016	200	216	220
Daimler Finance NA LLC, 2.95% Due 1/11/2017	300	300	312
Daimler Finance NA LLC, 2.38% Due 8/1/2018	227	227	232
Daimler Finance NA LLC, 2.25% Due 7/31/2019	300	304	301
Delta Air Lines, 4.95% Due 5/23/2019	98	98	105
Delta Air Lines 2011-1, 5.3% Due 4/15/2019	53	53	58
Delta Air Lines 2012-1A, 4.75% Due 5/7/2020	157	157	170
Directv Holdings/Fing, 4.6% Due 2/15/2021	400	400	440
Directv Holdings/Fing, 3.8% Due 3/15/2022	300	286	313
Directv Holdings/Fing, 6.0% Due 8/15/2040	750	740	892
Discovery Communications, 4.38% Due 6/15/2021	165	179	180
Discovery Communications, 4.95% Due 5/15/2042	100	99	105
eBay Inc, 3.25% Due 10/15/2020	1,110	1,097	1,157
eBay Inc, 2.88% Due 8/1/2021	137	137	137
Gap Inc, 5.95% Due 4/12/2021	243	232	282
Historic TW Inc, 9.15% Due 2/1/2023	945	1,114	1,320
Home Depot Inc, 2.0% Due 6/15/2019	303	302	304
Home Depot Inc, 4.4% Due 4/1/2021	405	449	456
Johnson Controls Inc, 5.0% Due 3/30/2020	500	516	557
Johnson Controls Inc, 4.25% Due 3/1/2021	80	81	86
Johnson Controls Inc, 3.63% Due 7/2/2024	69	69	70
Kohl's Corporation, 6.25% Due 12/15/2017	90	91	103
Lowe's Companies Inc, 7.11% Due 5/15/2037	195	232	268
Lowe's Companies Inc, 4.65% Due 4/15/2042	217	216	235
Macys Retail Holdings Inc, 7.45% Due 7/15/2017	300	333	349
Macys Retail Holdings Inc, 3.63% Due 6/1/2024	470	470	473
NBC Universal Media LLC, 4.38% Due 4/1/2021	350	363	387
NBC Universal Media LLC, 5.95% Due 4/1/2041	175	175	220
Target Corp, 3.5% Due 7/1/2024	257	256	262
TCI Communications Inc, 7.88% Due 2/15/2026	100	101	140
Time Warner Cable Inc, 6.75% Due 7/1/2018	150	161	176
Time Warner Cable Inc, 8.75% Due 2/14/2019	300	352	382
Time Warner Cable Inc, 7.3% Due 7/1/2038	300	333	417
Time Warner Entertainment, 8.38% Due 3/15/2023	225	289	305
Time Warner Entertainment, 8.38% Due 7/15/2033	325	388	489
Time Warner Inc, 4.75% Due 3/29/2021	220	243	244
Time Warner Inc, 3.55% Due 6/1/2024	275	275	275
Viacom Inc, 4.5% Due 3/1/2021	340	364	371

See accompanying notes to financial statements.

# Core Fixed Income Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
Viacom Inc, 3.88% Due 12/15/2021	177	175	187
Viacom Inc, 4.25% Due 9/1/2023	300	297	316
Wal-Mart Stores Inc, 7.55% Due 2/15/2030	350	425	508
Wal-Mart Stores Inc, 5.25% Due 9/1/2035	425	400	507
Wal-Mart Stores Inc, 4.75% Due 10/2/2043	250	248	278
Wal-Mart Stores Inc, 4.3% Due 4/22/2044	303	301	318
Walt Disney Company, 3.75% Due 6/1/2021	330	361	357
<i>Total Consumer Discretionary</i>		19,233	21,284
<i>Consumer Staples</i>			
Anheuser-Busch, 7.75% Due 1/15/2019	404	444	499
Anheuser-Busch, 8.2% Due 1/15/2039	255	366	402
Bunge Limited Finance Co, 8.5% Due 6/15/2019	373	392	467
Bunge NA Finance LP, 5.9% Due 4/1/2017	54	52	60
Cargill Inc, 7.35% Due 3/6/2019	250	269	303
Cargill Inc, 4.31% Due 5/14/2021	106	104	116
Cargill Inc, 3.3% Due 3/1/2022	485	484	499
Coca-Cola Company, 4.88% Due 3/15/2019	100	100	113
Coca-Cola Company, 3.3% Due 9/1/2021	104	104	110
ConAgra Foods Inc, 3.2% Due 1/25/2023	218	220	215
CVS Caremark Corp, 5.93% Due 1/10/2034	235	235	276
CVS Caremark Corp, 6.13% Due 9/15/2039	735	741	941
Diageo Investment Corp, 2.88% Due 5/11/2022	290	289	290
Dr Pepper Snapple Group Inc, 2.0% Due 1/15/2020	388	386	381
General Mills Inc, 5.65% Due 2/15/2019	470	499	543
General Mills Inc, 3.15% Due 12/15/2021	50	53	52
Kellogg Company, 1.75% Due 5/17/2017	115	115	116
Kellogg Company, 3.25% Due 5/21/2018	333	338	350
Kimberly Clark Corporation, 7.5% Due 11/1/2018	250	275	306
Kraft Foods Group Inc, 6.13% Due 8/23/2018	435	505	502
Kraft Foods Group Inc, 5.38% Due 2/10/2020	384	443	437
Kraft Foods Group Inc, 3.5% Due 6/6/2022	150	149	154
Kraft Foods Group Inc, 5.0% Due 6/4/2042	103	102	112
Kroger Co, 6.15% Due 1/15/2020	760	828	890
Kroger Co, 7.5% Due 4/1/2031	250	320	339
Mondelez International, 4.0% Due 2/1/2024	500	499	526
PepsiCo Inc, 7.9% Due 11/1/2018	171	195	211
Tyson Foods Inc, 3.95% Due 8/15/2024	235	234	241
<i>Total Consumer Staples</i>		8,741	9,451
<i>Energy</i>			
Anadarko Petroleum Corp, 8.7% Due 3/15/2019	300	305	383
Anadarko Petroleum Corp, 6.95% Due 6/15/2019	285	298	345
ANR Pipeline, 9.63% Due 11/1/2021	240	299	343
Apache Corporation, 4.75% Due 4/15/2043	153	153	162
Burlington Resources Inc, 8.2% Due 3/15/2025	180	241	248
Centerpoint Energy Resources, 6.13% Due 11/1/2017	300	330	343
Chevron Corp, 3.19% Due 6/24/2023	190	190	195
ConocoPhillips, 5.2% Due 5/15/2018	501	538	562
ConocoPhillips, 6.65% Due 7/15/2018	294	325	346
ConocoPhillips, 5.75% Due 2/1/2019	100	99	116
ConocoPhillips, 6.0% Due 1/15/2020	940	1,004	1,116
Devon Energy Corporation, 6.3% Due 1/15/2019	495	556	579
Devon Energy Corporation, 3.25% Due 5/15/2022	244	243	249
Devon Energy Corporation, 4.75% Due 5/15/2042	157	156	166
Enterprise Products Oper, 6.5% Due 1/31/2019	140	165	166
Enterprise Products Oper, 3.9% Due 2/15/2024	192	192	200
EOG Resources Inc, 5.63% Due 6/1/2019	200	202	231
EOG Resources Inc, 4.4% Due 6/1/2020	340	366	374
Halliburton Company, 6.15% Due 9/15/2019	360	384	427
Halliburton Company, 3.25% Due 11/15/2021	340	364	356
Halliburton Company, 7.45% Due 9/15/2039	100	98	147
Hess Corp, 7.3% Due 8/15/2031	250	333	339
Magellan Midstream Partners, 6.55% Due 7/15/2019	330	390	390
Magellan Midstream Partners, 5.15% Due 10/15/2043	225	232	252
Marathon Oil Corp, 6.0% Due 10/1/2017	200	214	227

See accompanying notes to financial statements.

# Core Fixed Income Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
Marathon Oil Corp, 5.9% Due 3/15/2018	110	119	125
Nabors Industries Inc, 5.0% Due 9/15/2020	351	381	392
Nabors Industries Inc, 4.63% Due 9/15/2021	395	424	432
Occidental Petroleum Corp, 4.1% Due 2/1/2021	115	123	125
Occidental Petroleum Corp, 2.7% Due 2/15/2023	310	311	304
PC Financial Partnership, 5.0% Due 11/15/2014	180	181	182
Plains Exploration & Prod Co, 6.5% Due 11/15/2020	268	286	297
Spectra Energy Capital, 6.2% Due 4/15/2018	445	454	509
Spectra Energy Capital, 6.75% Due 7/15/2018	160	151	183
Spectra Energy Capital, 8.0% Due 10/1/2019	450	496	565
Spectra Energy Partners, 4.75% Due 3/15/2024	500	499	546
Texas Eastern Transmission, 6.0% Due 9/15/2017	350	390	392
Valero Energy Corporation, 6.13% Due 2/1/2020	300	350	353
<i>Total Energy</i>		11,842	12,667
<i>Financial Services</i>			
African Development Bank, 8.8% Due 9/1/2019	1,000	1,261	1,274
AIG Sunamer Global Fin X, 6.9% Due 3/15/2032	110	116	150
Allstate Corp, 3.15% Due 6/15/2023	140	140	142
American Express Co, 7.0% Due 3/19/2018	595	638	701
American Honda Finance, 7.63% Due 10/1/2018	500	556	610
American International Group, 4.88% Due 6/1/2022	250	271	281
American International Group, 4.13% Due 2/15/2024	228	228	242
Ameriprise Financial Inc, 4.0% Due 10/15/2023	300	299	318
Ameritech Capital Funding, 6.45% Due 1/15/2018	70	73	80
Aon Corporation, 3.5% Due 9/30/2015	121	121	125
Associates Corp NA, 6.95% Due 11/1/2018	225	206	266
Bank of America Corp, 6.5% Due 8/1/2016	500	500	550
Bank of America Corp, 5.63% Due 10/14/2016	250	253	273
Bank of America Corp, 6.4% Due 8/28/2017	1,100	1,127	1,250
Bank of America Corp, 6.88% Due 4/25/2018	650	668	758
Bank of America Corp, 5.65% Due 5/1/2018	2,100	2,106	2,362
Bank of America Corp, 5.63% Due 7/1/2020	190	192	218
Bank of America Corp, 5.0% Due 5/13/2021	775	787	867
Bank of America Corp, 4.1% Due 7/24/2023	211	211	220
Bank of America Corp, 4.0% Due 4/1/2024	204	203	210
Bank of New York Mellon, 4.6% Due 1/15/2020	115	115	128
Bank of New York Mellon, 3.65% Due 2/4/2024	333	332	348
BB&T Corporation, 3.2% Due 3/15/2016	365	370	378
BB&T Corporation, 4.9% Due 6/30/2017	800	777	875
BB&T Corporation, 6.85% Due 4/30/2019	225	223	271
Berkshire Hathaway Fin, 5.4% Due 5/15/2018	300	320	339
Berkshire Hathaway Fin, 3.0% Due 5/15/2022	295	302	299
Berkshire Hathaway Fin, 4.3% Due 5/15/2043	208	206	213
Berkshire Hathaway Inc, 1.9% Due 1/31/2017	190	190	194
BlackRock Inc, 6.25% Due 9/15/2017	500	522	571
BlackRock Inc, 3.38% Due 6/1/2022	200	199	208
BlackRock Inc, 3.5% Due 3/18/2024	160	163	164
Blackstone Holdings Financial, 5.88% Due 3/15/2021	550	548	647
Blackstone Holdings Financial, 4.75% Due 2/15/2023	230	226	256
Boston Properties LP, 3.13% Due 9/1/2023	350	323	342
Boston Properties LP, 3.8% Due 2/1/2024	398	397	408
Capital One Financial Corp, 5.5% Due 6/1/2015	200	193	207
Capital One Financial Corp, 4.75% Due 7/15/2021	400	397	444
Capital One Financial Corp, 3.5% Due 6/15/2023	1,160	1,140	1,168
Charles Schwab Corp, 3.23% Due 9/1/2022	500	508	509
Chubb Corp, 5.75% Due 5/15/2018	48	55	55
Citigroup Inc, 6.01% Due 1/15/2015	202	204	206
Citigroup Inc, 4.59% Due 12/15/2015	28	28	29
Citigroup Inc, 6.13% Due 11/21/2017	555	540	630
Citigroup Inc, 8.5% Due 5/22/2019	470	498	595
Citigroup Inc, 5.38% Due 8/9/2020	171	184	195
Citigroup Inc, 3.38% Due 3/1/2023	269	268	271
Citigroup Inc, 5.5% Due 9/13/2025	577	577	646
Citigroup Inc, 7.0% Due 12/1/2025	490	528	619
Citigroup Inc, 8.13% Due 7/15/2039	350	343	537

See accompanying notes to financial statements.

# Core Fixed Income Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
CME Group Inc, 3.0% Due 9/15/2022	300	299	302
CNA Financial Corp, 5.85% Due 12/15/2014	250	251	254
CNA Financial Corp, 6.5% Due 8/15/2016	285	294	315
CNA Financial Corp, 5.88% Due 8/15/2020	170	170	197
Comerica Bank, 5.2% Due 8/22/2017	250	252	275
Commonwealth, 6.65% Due 1/15/2018	430	393	477
Commonwealth REIT, 5.88% Due 9/15/2020	325	320	353
Corp Andina De Fomento, 3.75% Due 1/15/2016	532	533	552
Countrywide Financial Corp, 6.25% Due 5/15/2016	600	609	650
Discover Bank, 3.2% Due 8/9/2021	500	499	502
Duke Realty LP, 6.75% Due 3/15/2020	335	395	399
ERAC USA Finance LLC, 6.7% Due 6/1/2034	365	442	470
ERAC USA Finance LLC, 5.63% Due 3/15/2042	72	77	84
ERP Operating LP, 4.63% Due 12/15/2021	545	582	605
Fifth Third Bancorp, 3.63% Due 1/25/2016	455	459	473
Fifth Third Bancorp, 2.3% Due 3/1/2019	130	130	130
FMR LLC, 6.45% Due 11/15/2039	250	248	324
Ford Motor Credit Company LLC, 4.21% Due 4/15/2016	220	220	231
Ford Motor Credit Company LLC, 1.7% Due 5/9/2016	208	208	210
Ford Motor Credit Company LLC, 2.38% Due 3/12/2019	1,200	1,195	1,201
General Electric Capital Corp, 5.63% Due 9/15/2017	400	397	449
General Electric Capital Corp, 5.63% Due 5/1/2018	915	947	1,041
General Electric Capital Corp, 6.0% Due 8/7/2019	2,435	2,529	2,867
General Electric Capital Corp, 5.5% Due 1/8/2020	1,695	1,732	1,958
General Electric Capital Corp, 4.38% Due 9/16/2020	445	444	489
General Electric Capital Corp, 5.88% Due 1/14/2038	200	147	249
Goldman Sachs Group Inc, 3.63% Due 2/7/2016	415	415	431
Goldman Sachs Group Inc, 6.25% Due 9/1/2017	145	142	164
Goldman Sachs Group Inc, 5.95% Due 1/18/2018	345	369	389
Goldman Sachs Group Inc, 6.15% Due 4/1/2018	535	539	610
Goldman Sachs Group Inc, 2.9% Due 7/19/2018	255	255	262
Goldman Sachs Group Inc, 7.5% Due 2/15/2019	2,980	3,196	3,602
Goldman Sachs Group Inc, 5.38% Due 3/15/2020	450	447	508
Goldman Sachs Group Inc, 6.0% Due 6/15/2020	590	637	687
Goldman Sachs Group Inc, 5.25% Due 7/27/2021	138	138	156
Goldman Sachs Group Inc, 4.0% Due 3/3/2024	174	173	179
Goldman Sachs Group Inc, 6.75% Due 10/1/2037	140	144	173
HCP Inc, 2.63% Due 2/1/2020	570	570	569
HCP Inc, 4.2% Due 3/1/2024	66	66	68
HCP Inc, 3.88% Due 8/15/2024	227	226	229
Health Care REIT Inc, 5.25% Due 1/15/2022	310	344	348
HSBC Finance Corp, 5.5% Due 1/19/2016	300	306	319
Jefferies Group LLC, 5.13% Due 4/13/2018	340	340	371
Jefferies Group LLC, 8.5% Due 7/15/2019	370	395	462
Jefferies Group LLC, 6.88% Due 4/15/2021	220	260	260
Jefferies Group LLC, 6.45% Due 6/8/2027	330	285	374
Keycorp, 5.1% Due 3/24/2021	550	613	625
Liberty Mutual Group Inc, 5.0% Due 6/1/2021	625	678	691
Lincoln National Corp, 4.85% Due 6/24/2021	384	409	430
Lincoln National Corp, 4.2% Due 3/15/2022	94	94	101
Manuf & Traders Trust Co, 6.63% Due 12/4/2017	715	724	825
Mass Mutual Global Funding, 3.13% Due 4/14/2016	145	150	151
Mass Mutual Global Funding, 2.5% Due 10/17/2022	211	210	206
Met Life Global Funding I, 1.5% Due 1/10/2018	178	177	177
Met Life Global Funding I, 3.65% Due 6/14/2018	1,000	999	1,068
Met Life Global Funding I, 1.88% Due 6/22/2018	545	544	545
Morgan Stanley, 5.45% Due 1/9/2017	800	814	876
Morgan Stanley, 5.95% Due 12/28/2017	1,115	1,153	1,261
Morgan Stanley, 6.63% Due 4/1/2018	650	664	753
Morgan Stanley, 5.63% Due 9/23/2019	1,310	1,277	1,498
Morgan Stanley, 5.75% Due 1/25/2021	115	116	134
National City Bank, 5.8% Due 6/7/2017	850	853	951
National Rural Utilities Co-op, 5.45% Due 2/1/2018	195	213	220
National Rural Utilities Co-op, 10.38% Due 11/1/2018	410	492	547
Nationwide Mutual Insurance, 9.38% Due 8/15/2039	615	743	972
New York Life Global Fdg, 2.15% Due 6/18/2019	732	731	736

See accompanying notes to financial statements.



# Core Fixed Income Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
Northern Trust Company, 6.5% Due 8/15/2018	250	270	292
Pacific Life Global Funding, 5.0% Due 5/15/2017	400	400	430
PNC Bank NA, 6.88% Due 4/1/2018	250	265	292
PNC Bank NA, 2.7% Due 11/1/2022	400	400	388
PNC Financial Services, 3.9% Due 4/29/2024	118	118	121
PNC Funding Corp, 5.25% Due 11/15/2015	300	300	316
PNC Funding Corp, 5.63% Due 2/1/2017	300	312	329
PNC Funding Corp, 5.13% Due 2/8/2020	160	160	182
Prcoa Global Funding 1, 1.6% Due 5/29/2018	150	150	149
Principal Financial Group Inc, 1.85% Due 11/15/2017	52	52	52
Principal LFE GLB FND II, 1.0% Due 12/11/2015	47	47	47
Principal LFE GLB FND II, 2.25% Due 10/15/2018	353	352	356
Principal Life Global, 5.05% Due 3/15/2015	500	491	512
Progressive Corp, 4.35% Due 4/25/2044	362	361	376
Prudential Financial Inc, 2.35% Due 8/15/2019	250	250	251
Prudential Financial Inc, 4.6% Due 5/15/2044	250	248	259
Prudential Insurance Company, 8.3% Due 7/1/2025	650	777	887
Simon Property Group LP, 6.13% Due 5/30/2018	455	501	526
Simon Property Group LP, 7.38% Due 6/15/2018	166	172	198
Simon Property Group LP, 5.65% Due 2/1/2020	275	289	321
Simon Property Group LP, 3.75% Due 2/1/2024	385	383	400
Southtrust Bank, 7.69% Due 5/15/2025	400	457	502
State Street Corp, 3.1% Due 5/15/2023	539	531	532
SunTrust Banks Inc, 3.6% Due 4/15/2016	630	633	657
Travelers PPTY Casualty, 7.75% Due 4/15/2026	410	482	566
Ventas Realty LP, 1.55% Due 9/26/2016	141	141	143
Ventas Realty LP, 3.75% Due 5/1/2024	59	59	59
Ventas Realty LP/CAP Corp, 4.75% Due 6/1/2021	185	201	204
Wachovia Corp, 5.75% Due 6/15/2017	775	787	868
Wells Fargo & Company, 5.63% Due 12/11/2017	865	869	978
Wells Fargo & Company, 4.6% Due 4/1/2021	425	436	475
Wells Fargo & Company, 4.48% Due 1/16/2024	209	201	224
Wells Fargo & Company, 4.1% Due 6/3/2026	323	323	330
Wells Fargo Bank NA, 0.56% Due 3/15/2016	850	821	851
<i>Total Financial Services</i>		67,544	73,707
<i>Health Care</i>			
Abbvie Inc, 1.75% Due 11/6/2017	283	283	284
Abbvie Inc, 2.9% Due 11/6/2022	196	195	193
Actavis Inc., 3.25% Due 10/1/2022	164	163	163
Aetna Inc, 6.75% Due 12/15/2037	490	637	661
Aetna Inc, 4.5% Due 5/15/2042	71	68	73
Amgen Inc, 6.15% Due 6/1/2018	285	312	328
Amgen Inc, 5.7% Due 2/1/2019	210	215	241
Amgen Inc, 3.45% Due 10/1/2020	610	598	636
Amgen Inc, 4.95% Due 10/1/2041	200	198	215
Amgen Inc, 5.65% Due 6/15/2042	103	103	122
Baxter International Inc, 1.85% Due 6/15/2018	214	214	215
Baxter International Inc, 4.25% Due 3/15/2020	250	269	272
Baxter International Inc, 2.4% Due 8/15/2022	127	127	122
Celgene Corporation, 3.95% Due 10/15/2020	250	267	266
Celgene Corporation, 3.25% Due 8/15/2022	294	294	298
Celgene Corporation, 3.63% Due 5/15/2024	75	75	76
Express Scripts Holding Co, 3.5% Due 6/15/2024	180	179	181
Gilead Sciences Inc, 4.4% Due 12/1/2021	265	296	293
GlaxoSmithKline Cap Inc, 6.38% Due 5/15/2038	275	312	363
Medco Health Solutions, 7.13% Due 3/15/2018	690	777	812
Medtronic Inc, 4.45% Due 3/15/2020	360	405	400
Mylan Inc, 1.8% Due 6/24/2016	144	144	146
Novartis Capital Corp, 3.4% Due 5/6/2024	313	311	322
Pfizer Inc, 4.65% Due 3/1/2018	205	222	226
Pfizer Inc, 6.2% Due 3/15/2019	700	820	825
Teva Pharm Fin IV BV, 3.65% Due 11/10/2021	445	458	463
UnitedHealth Group Inc, 4.7% Due 2/15/2021	180	202	202
UnitedHealth Group Inc, 6.88% Due 2/15/2038	380	534	530
WellPoint Inc, 4.65% Due 8/15/2044	314	313	324

See accompanying notes to financial statements.

# Core Fixed Income Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
Zoetis Inc, 3.25% Due 2/1/2023	470	455	470
<i>Total Health Care</i>		9,446	9,722
<i>Technology</i>			
Apple Inc, 1.0% Due 5/3/2018	313	312	307
Apple Inc, 2.85% Due 5/6/2021	608	607	619
Apple Inc, 2.4% Due 5/3/2023	284	284	272
Cisco Systems Inc, 4.45% Due 1/15/2020	250	249	278
Cisco Systems Inc, 2.9% Due 3/4/2021	99	99	101
Cisco Systems Inc, 5.5% Due 1/15/2040	300	294	359
EMC Corporation, 2.65% Due 6/1/2020	410	409	415
Hewlett-Packard Company, 3.75% Due 12/1/2020	300	298	315
Hewlett-Packard Company, 4.38% Due 9/15/2021	297	297	321
Hewlett-Packard Company, 6.0% Due 9/15/2041	122	122	145
IBM Corporation, 7.63% Due 10/15/2018	330	361	405
IBM Corporation, 8.38% Due 11/1/2019	460	569	600
IBM Corporation, 1.63% Due 5/15/2020	696	692	671
IBM Corporation, 4.0% Due 6/20/2042	508	400	500
Intel Corporation, 3.3% Due 10/1/2021	456	455	476
Intuit Inc, 5.75% Due 3/15/2017	863	908	957
Microsoft Corporation, 3.63% Due 12/15/2023	120	119	127
Microsoft Corporation, 3.75% Due 5/1/2043	500	493	474
National Semiconductor, 6.6% Due 6/15/2017	430	482	493
Oracle Corporation, 5.75% Due 4/15/2018	250	255	286
Oracle Corporation, 5.0% Due 7/8/2019	400	405	453
Oracle Corporation, 6.5% Due 4/15/2038	605	671	800
Oracle Corporation, 5.38% Due 7/15/2040	270	274	317
<i>Total Technology</i>		9,055	9,691
<i>Utilities</i>			
AGL Capital Corporation, 5.25% Due 8/15/2019	400	416	452
AGL Capital Corporation, 3.5% Due 9/15/2021	353	349	370
AGL Capital Corporation, 5.88% Due 3/15/2041	120	120	151
Alabama Power Co, 6.13% Due 5/15/2038	303	378	400
American Water Cap Corp, 3.4% Due 3/1/2025	227	227	229
American Water Cap Corp, 6.59% Due 10/15/2037	300	350	404
Appalachian Power Company, 5.95% Due 5/15/2033	250	232	299
Arizona Public Service, 5.05% Due 9/1/2041	175	204	203
Arizona Public Service, 4.5% Due 4/1/2042	103	102	110
Atmos Energy Corp, 6.35% Due 6/15/2017	875	956	996
Atmos Energy Corp, 8.5% Due 3/15/2019	150	150	190
Baltimore Gas & Electric Co, 2.8% Due 8/15/2022	278	277	277
Berkshire Hathaway Energy, 6.13% Due 4/1/2036	125	155	159
Boston Gas Company, 4.49% Due 2/15/2042	85	85	89
Centerpoint Energy Inc, 6.5% Due 5/1/2018	310	344	360
Cleveland Electric Illum, 7.88% Due 11/1/2017	300	325	357
Cleveland Electric Illum, 8.88% Due 11/15/2018	225	240	283
Commonwealth Edison, 4.6% Due 8/15/2043	300	299	333
Connecticut Light and Power, 5.65% Due 5/1/2018	435	484	495
Cons Edison Co of NY, 5.1% Due 6/15/2033	200	208	222
Cons Edison Co of NY, 6.3% Due 8/15/2037	150	160	195
Cons Edison Co of NY, 5.5% Due 12/1/2039	350	340	421
Consumers Energy Company, 6.7% Due 9/15/2049	394	456	477
Detroit Edison Company, 3.9% Due 6/1/2021	310	332	337
Detroit Edison Company, 2.65% Due 6/15/2022	53	53	53
Dominion Resources Inc, 6.4% Due 6/15/2018	465	492	540
Dominion Resources Inc, 5.2% Due 8/15/2019	50	54	57
Dominion Resources Inc, 4.9% Due 8/1/2041	64	63	70
DTE Energy Company, 3.5% Due 6/1/2024	120	120	122
Duke Energy Carolinas, 7.0% Due 11/15/2018	250	278	301
Duke Energy Carolinas, 4.3% Due 6/15/2020	211	211	233
Duke Energy Carolinas, 3.9% Due 6/15/2021	210	226	230
Duke Energy Carolinas, 6.0% Due 1/15/2038	71	93	92
Duke Energy Corp, 3.55% Due 9/15/2021	176	177	185
Duke Energy Florida Inc, 6.4% Due 6/15/2038	280	320	382
Duke Energy Ohio Inc, 5.45% Due 4/1/2019	395	402	452

See accompanying notes to financial statements.

# Core Fixed Income Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
Duke Energy Progress Inc, 5.3% Due 1/15/2019	200	206	228
Duke Energy Progress Inc, 2.8% Due 5/15/2022	83	83	84
Duke Energy Progress Inc, 4.1% Due 3/15/2043	150	149	154
Entergy Gulf States LA, 6.0% Due 5/1/2018	380	415	434
Exelon Generation Co LLC, 4.0% Due 10/1/2020	288	288	304
Exelon Generation Co LLC, 5.75% Due 10/1/2041	86	86	97
Florida Power & Light, 3.25% Due 6/1/2024	500	499	512
Florida Power & Light, 5.95% Due 10/1/2033	120	148	157
Florida Power & Light, 4.95% Due 6/1/2035	250	293	291
Florida Power & Light, 5.96% Due 4/1/2039	335	365	444
Georgia Power Company, 5.25% Due 12/15/2015	200	201	211
Indiana Michigan Power, 7.0% Due 3/15/2019	145	158	175
John Sevier Comb Cycle, 4.63% Due 1/15/2042	1,120	1,166	1,237
Kansas City Power & Light, 6.38% Due 3/1/2018	280	316	326
Kansas City Power & Light, 5.3% Due 10/1/2041	385	383	443
Kentucky Utilities Company, 3.25% Due 11/1/2020	170	182	178
Massachusetts Electric, 5.9% Due 11/15/2039	182	181	229
Midamerican Energy Co, 3.7% Due 9/15/2023	485	484	513
Nevada Power Company, 6.5% Due 8/1/2018	355	401	417
Nevada Power Company, 7.13% Due 3/15/2019	300	321	365
Nevada Power Company, 5.38% Due 9/15/2040	51	51	62
Nextera Energy Capital, 1.2% Due 6/1/2015	39	39	39
Nextera Energy Capital, 6.0% Due 3/1/2019	125	125	145
Niagara Mohawk Power, 4.88% Due 8/15/2019	100	100	112
NiSource Finance Corp, 6.4% Due 3/15/2018	750	834	864
NiSource Finance Corp, 5.45% Due 9/15/2020	299	328	340
Northern States Power- Minn, 6.25% Due 6/1/2036	360	388	487
Northern States Power- Minn, 5.35% Due 11/1/2039	64	64	78
Nstar Electric Co, 2.38% Due 10/15/2022	200	198	193
Ohio Power Company, 6.05% Due 5/1/2018	205	201	235
Oncor Electric Delivery, 6.8% Due 9/1/2018	615	675	726
Pacific Gas & Electric, 8.25% Due 10/15/2018	605	712	751
Pacific Gas & Electric, 3.25% Due 9/15/2021	49	49	51
Pacific Gas & Electric, 6.35% Due 2/15/2038	420	579	548
PacifiCorp, 5.5% Due 1/15/2019	350	359	401
PacifiCorp, 6.1% Due 8/1/2036	316	355	417
Pennsylvania Electric Co, 6.05% Due 9/1/2017	210	225	236
Potomac Electric Power, 5.4% Due 6/1/2035	180	213	211
Potomac Electric Power, 7.9% Due 12/15/2038	455	622	715
PPL Capital Funding Inc, 4.2% Due 6/15/2022	120	126	129
Progress Energy Inc, 7.75% Due 3/1/2031	100	120	143
PSEG Power LLC, 5.13% Due 4/15/2020	504	512	563
PSEG Power LLC, 4.15% Due 9/15/2021	152	152	163
Public Service Colorado, 3.2% Due 11/15/2020	45	45	46
Public Service Electric & Gas, 5.38% Due 11/1/2039	169	176	207
Public Service Oklahoma, 5.15% Due 12/1/2019	213	225	240
Public Service Oklahoma, 4.4% Due 2/1/2021	137	136	151
San Diego Gas & Electric, 5.35% Due 5/15/2040	27	27	33
Sempra Energy, 6.5% Due 6/1/2016	100	100	110
Sempra Energy, 9.8% Due 2/15/2019	450	531	592
Sempra Energy, 2.88% Due 10/1/2022	105	105	104
Sempra Energy, 4.05% Due 12/1/2023	137	137	146
Sierra Pacific Power Co, 3.38% Due 8/15/2023	98	98	101
South Carolina E & G, 4.5% Due 6/1/2064	55	54	57
Southern Cal Edison, 4.15% Due 9/15/2014	100	100	100
Southern Cal Edison, 6.05% Due 3/15/2039	250	248	327
Southern Cal Edison, 5.5% Due 3/15/2040	170	167	211
Southern Calif Gas Co, 5.75% Due 11/15/2035	375	478	477
Southern Company, 1.95% Due 9/1/2016	130	130	133
Southwestern Electric Power, 6.45% Due 1/15/2019	130	120	135
Southwestern Public Service, 8.75% Due 12/1/2018	288	325	365
Teco Finance Inc, 5.15% Due 3/15/2020	570	641	642
Virginia Electric & Power Co, 5.4% Due 4/30/2018	490	497	554
Virginia Electric & Power Co, 3.45% Due 2/15/2024	71	71	73
Wisconsin Electric Power, 1.7% Due 6/15/2018	300	300	300
Wisconsin Electric Power, 2.95% Due 9/15/2021	11	11	11

See accompanying notes to financial statements.

# Core Fixed Income Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
Xcel Energy Inc, 4.7% Due 5/15/2020	45	45	50
Total Utilities		27,797	30,099
Total U.S. Corporate Bonds - 19.3%		189,272	204,830
<b>Corporate Asset Backed Issues</b>			
Academic Loan Funding Trust, 0.96% Due 12/27/2022	288	288	290
American Credit Acceptance Rec, 1.64% Due 5/15/2015	69	69	69
American Credit Acceptance Rec, 1.45% Due 12/15/2015	333	333	334
American Credit Acceptance Rec, 1.32% Due 2/15/2017	463	463	464
Americredit Auto Receivables, 1.05% Due 11/10/2014	44	44	44
Americredit Auto Receivables, 0.62% Due 7/8/2015	143	143	143
Ascentium Equipment Receivable, 1.83% Due 9/15/2019	82	82	82
Bank of America Auto Trust, 0.78% Due 3/15/2015	88	88	88
BXG Receivables Note Trust, 2.66% Due 7/2/2019	213	213	212
California Republic Auto Recv, 1.18% Due 3/15/2016	263	263	264
Carnow Auto Receivables Trust, 1.16% Due 10/16/2017	91	91	91
CFC LLC, 1.65% Due 7/17/2017	233	233	234
CFC LLC, 1.44% Due 11/16/2020	1,000	1,000	1,001
Chase Funding Mortgage Loan, 4.5% Due 11/25/2034	67	67	67
Chase Funding Mortgage Loan, 5.29% Adj, Due 11/25/2034	500	478	515
Chase Funding Mortgage Loan, 4.28% Due 11/25/2034	449	414	454
CNH Equipment Trust, 2.04% Due 10/17/2016	185	185	186
CNH Equipment Trust, 0.94% Due 5/15/2017	96	96	96
Concord Funding Company LLC, 2.42% Due 2/15/2015	500	500	500
Concord Funding Company LLC, 3.15% Due 1/15/2017	1,250	1,250	1,250
CPS Auto Trust, 3.68% Due 5/16/2016	119	121	122
CPS Auto Trust, 4.21% Due 9/15/2016	166	166	170
CPS Auto Trust, 2.78% Due 11/15/2016	106	106	108
CPS Auto Trust, 1.11% Due 2/15/2017	777	776	776
CPS Auto Trust, 2.52% Due 3/15/2017	503	503	509
CPS Auto Trust, 1.82% Due 6/15/2017	262	262	264
Credit Acceptance Auto Loan, 1.52% Due 3/16/2020	453	453	455
Exeter Automobile Receivables, 1.29% Due 12/15/2015	96	96	97
Exeter Automobile Receivables, 1.3% Due 6/15/2017	126	126	126
Exeter Automobile Receivables, 1.49% Due 11/15/2017	539	539	541
Exeter Automobile Receivables, 1.29% Due 5/15/2018	634	634	635
First Investors Auto Owner Tst, 1.47% Due 5/15/2018	94	94	95
Flagship Credit Auto Trust, 1.32% Due 4/15/2016	401	401	401
Ford Credit Auto Lease Trust, 0.89% Due 9/15/2017	223	223	223
Ford Credit Auto Lease Trust, 1.1% Due 11/15/2017	88	88	88
GCAT, 3.23% Adj, Due 7/25/2019	883	883	883
GLC Trust, 3.0% Due 3/15/2018	1,441	1,432	1,431
GMAT Trust, 3.72% Adj, Due 2/25/2044	409	409	411
HLSS Servicer Advance Receiv, 1.15% Due 5/15/2015	498	498	498
HLSS Servicer Advance Receiv, 1.99% Due 10/15/2015	438	438	442
HLSS Servicer Advance Receiv, 1.5% Due 1/15/2016	599	599	600
HLSS Servicer Advance Receiv, 1.74% Due 1/15/2016	186	186	186
Honda Auto Receivables Owner, 0.97% Due 3/16/2016	68	68	68
Honda Auto Receivables Owner, 0.77% Due 5/18/2017	310	310	310
Huntington Auto Trust, 0.81% Due 5/15/2015	117	117	117
Huntington Auto Trust, 1.01% Due 1/15/2016	26	26	26
Huntington Auto Trust, 1.31% Due 11/15/2016	400	400	402
Hyundai Auto Receivables Trust, 1.63% Due 7/15/2015	196	196	197
LV Tower 52 Issuer LLC, 5.5% Due 6/15/2018	1,021	1,021	1,022
Macquarie Equipment Fdg Trust, 0.61% Due 10/20/2014	87	87	87
Nationstar Agency Advance Fdg, 1.0% Due 2/17/2015	337	337	337
Nationstar Agency Advance Fdg, 1.89% Due 2/15/2018	168	168	164
NCUA Guaranteed Notes, 0.51% Adj, Due 12/7/2020	128	128	128
Normandy Mortgage Loan Trust, 4.95% Due 9/16/2043	2,848	2,848	2,844
NYMT Residential LLC, 4.85% Adj, Due 9/25/2018	1,313	1,313	1,313
Ondeck Asset Securitization, 3.15% Due 5/17/2018	651	651	653
OneMain Financial Issuance Tst, 2.47% Due 12/18/2017	1,377	1,378	1,377
Park Place Securities Inc, 1.09% Due 10/25/2034	600	575	596
PFS Tax Lien Trust, 1.44% Due 9/17/2018	335	335	336
Progreso Receivables Funding I, 4.0% Due 7/9/2018	1,000	995	988

See accompanying notes to financial statements.

# Core Fixed Income Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
Progreso Receivables Funding I, 3.5% Due 7/8/2019	1,000	1,000	1,000
Residential Asset Mtg Prod, 0.5% Due 10/25/2035	148	148	147
Residential Asset Mtg Prod, 0.46% Due 3/25/2036	944	909	920
Santander Drive Auto Rec Trust, 1.08% Due 4/15/2016	4	4	4
Santander Drive Auto Rec Trust, 0.83% Due 12/15/2016	50	50	50
Saxon Asset Securities Trust, 4.8% Adj, Due 6/25/2033	177	178	179
Selene Non-Performing Loans, 2.98% Adj, Due 5/25/2017	306	306	306
SNAAC Auto Receivables Trust, 1.14% Due 10/15/2015	45	45	45
Springcastle SPV, 3.75% Due 4/5/2021	1,079	1,078	1,088
Springleaf Funding Trust, 2.58% Due 3/15/2016	3,250	3,248	3,274
Springleaf Funding Trust, 2.41% Due 6/15/2017	1,400	1,400	1,399
Springleaf Mortgage Loan Trust, 2.67% Due 9/25/2057	199	198	202
Springleaf Mortgage Loan Trust, 6.0% Due 9/25/2057	650	607	693
Stanwich Mortgage Loan Trust, 2.98% Due 10/16/2015	591	591	590
Stanwich Mortgage Loan Trust, 2.98% Due 9/15/2042	109	109	109
Tidewater Auto Receivables Tst, 1.4% Due 9/15/2016	585	585	584
Truman Capital Mortgage Loan, 3.23% Adj, Due 7/25/2053	1,029	1,028	1,028
Vericrest Opportunity Loan, 3.25% Due 5/25/2017	575	575	575
Vericrest Opportunity Loan, 3.63% Adj, Due 10/27/2053	984	984	986
Vericrest Opportunity Loan, 3.63% Adj, Due 11/25/2053	989	989	992
Vericrest Opportunity Loan, 3.13% Adj, Due 4/27/2054	2,487	2,483	2,487
Wells Fargo Mortgage Backed Se, 2.62% Adj, Due 3/25/2035	1,337	1,357	1,359
Westgate Resorts, 4.5% Due 9/20/2015	282	282	284
Westgate Resorts, 3.0% Due 1/20/2025	380	380	383
Westgate Resorts, 2.5% Due 3/20/2025	160	160	161
Total Corporate Asset Backed Issues - 4.3%		44,980	45,255
<b>Corporate CMO</b>			
A10 Securitization, 3.49% Due 4/15/2024	268	268	269
A10 Securitization, 2.4% Due 11/15/2025	407	407	408
A10 Securitization, 1.72% Due 4/15/2033	344	344	344
American General Mortgage Loan, 5.15% Due 3/25/2040	10	10	10
American General Mortgage Loan, 5.75% Due 9/25/2048	41	40	41
American Tower Trust I, 1.55% Due 3/15/2018	380	382	376
ASG Resecuritization Trust, 4.87% Adj, Due 5/24/2036	400	400	406
ASG Resecuritization Trust, 4.87% Adj, Due 5/24/2036	86	86	86
ASG Resecuritization Trust, 2.07% Adj, Due 3/26/2037	719	711	718
ASG Resecuritization Trust, 2.06% Adj, Due 6/26/2037	377	331	372
ASG Resecuritization Trust, 6.0% Due 6/28/2037	292	292	296
Banc of Amer Altern Loan Trust, 5.0% Due 9/25/2018	195	195	197
Banc of Amer Altern Loan Trust, 5.5% Due 2/25/2019	176	170	181
Banc of Amer Altern Loan Trust, 5.5% Due 9/25/2019	143	143	149
Banc of Amer Altern Loan Trust, 5.5% Due 9/25/2033	203	182	211
Banc of Amer Altern Loan Trust, 5.5% Due 11/25/2033	74	74	75
Banc of Amer Altern Loan Trust, 6.0% Due 1/25/2034	203	197	214
Banc of Amer Altern Loan Trust, 6.0% Due 1/25/2034	338	326	352
Banc of America Commercial Mtg, 4.73% Due 7/10/2043	600	585	613
Banc of America Commercial Mtg, 5.89% Due 7/10/2044	977	975	1,045
Banc of America Commercial Mtg, 5.37% Due 9/10/2045	660	626	690
Banc of America Commercial Mtg, 5.12% Due 10/10/2045	220	220	227
Banc of America Commercial Mtg, 5.63% Due 7/10/2046	677	670	718
Banc of America Funding Corp, 5.5% Due 10/25/2034	445	442	468
Banc of America Funding Corp, 5.05% Adj, Due 12/20/2034	100	99	99
Banc of America Funding Corp, 5.56% Adj, Due 2/26/2035	340	353	347
Banc of America Merrill Lynch, 2.96% Due 12/10/2030	187	192	186
Banc of America Merrill Lynch, 4.35% Adj, Due 8/15/2034	350	334	336
Banc of America Mortgage Sec, 0.61% Due 8/25/2018	74	73	73
Banc of America Mortgage Sec, 5.0% Due 4/25/2019	48	49	49
Banc of America Mortgage Sec, 6.5% Due 9/25/2032	90	89	95
Banc of America Mortgage Sec, 2.62% Adj, Due 4/25/2033	116	115	119
Banc of America Mortgage Sec, 5.5% Due 5/25/2033	317	321	335
Banc of America Mortgage Sec, 2.69% Adj, Due 6/25/2033	182	182	184
Banc of America Mortgage Sec, 2.69% Adj, Due 4/25/2034	503	499	510
Banc of America Mortgage Sec, 5.5% Due 4/25/2034	369	381	379
Bank of America Corp, 5.75% Due 9/20/2034	262	232	282

See accompanying notes to financial statements.

# Core Fixed Income Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
BB-UBS Trust, 2.89% Due 6/5/2020	1,000	1,020	975
BB-UBS Trust, 3.43% Due 11/5/2024	1,100	1,091	1,094
BCAP LLC Trust, 5.5% Due 11/26/2034	439	418	453
BCAP LLC Trust, 4.92% Adj, Due 4/26/2035	86	87	86
BCAP LLC Trust, 2.08% Adj, Due 5/26/2037	434	432	435
BCAP LLC Trust, 5.75% Due 6/26/2037	159	157	162
BCAP LLC Trust, 2.07% Adj, Due 7/26/2045	851	854	855
Bear Stearns Adj Rate Mortgage, 2.3% Adj, Due 7/25/2033	178	178	179
Bear Stearns Adj Rate Mortgage, 3.04% Adj, Due 5/25/2034	91	91	91
Bear Stearns Adj Rate Mortgage, 2.16% Adj, Due 8/25/2035	271	262	275
Bear Stearns Alt-A Trust, 0.8% Due 7/25/2034	540	526	517
Bear Stearns Commercial Mtg, 5.47% Due 6/11/2041	20	20	20
Bear Stearns Commercial Mtg, 5.54% Due 10/12/2041	288	275	310
Cam Mortgage Trust, 2.6% Adj, Due 5/15/2048	417	417	417
Chase Mortgage Finance Corp, 2.47% Adj, Due 2/25/2037	467	458	469
Chase Mortgage Finance Corp, 2.52% Adj, Due 2/25/2037	127	127	127
Chase Mortgage Finance Corp, 2.59% Adj, Due 7/25/2037	280	260	280
Citigroup Commercial Mortgage, 2.11% Due 1/12/2018	378	384	383
Citigroup Commercial Mortgage, 4.83% Adj, Due 5/15/2043	400	399	408
Citigroup Mortgage Loan Trust, 5.25% Due 10/25/2033	164	136	168
Citigroup Mortgage Loan Trust, 2.62% Adj, Due 8/25/2034	96	97	94
Citigroup Mortgage Loan Trust, 2.61% Adj, Due 2/25/2035	137	137	138
Citigroup Mortgage Loan Trust, 5.5% Due 5/25/2035	252	252	263
Citigroup Mortgage Loan Trust, 6.0% Due 6/25/2036	592	549	616
Citigroup Mortgage Loan Trust, 4.0% Due 11/25/2036	1,070	1,082	1,102
Citigroup Mortgage Loan Trust, 4.5% Due 12/25/2036	1,148	1,167	1,181
Citigroup Mortgage Loan Trust, 2.73% Adj, Due 11/25/2038	577	576	579
Cobalt CMBS Commercial Mortgag, 5.22% Due 8/15/2048	223	233	238
Comm Mortgage Trust, 1.06% Adj, Due 6/11/2019	1,411	1,411	1,413
Comm Mortgage Trust, 3.8% Due 8/10/2024	1,000	1,030	1,035
Commercial Mortgage Trust, 4.98% Due 5/10/2043	1,000	986	1,015
Countrywide Home Loans, 4.5% Due 6/25/2019	138	135	143
Countrywide Home Loans, 5.0% Due 10/25/2033	347	335	362
Countrywide Home Loans, 5.25% Due 4/25/2034	627	617	657
Credit Suisse Mortgage Trust, 1.05% Due 4/15/2016	673	673	674
Credit Suisse Mortgage Trust, 2.36% Adj, Due 7/27/2037	383	384	382
Credit Suisse Mortgage Trust, 5.86% Due 3/15/2039	500	499	527
Credit Suisse Mortgage Trust, 1.15% Adj, Due 2/27/2047	157	157	157
Credit Suisse Mortgage Trust, 1.16% Due 6/28/2047	904	904	866
Credit Suisse Mortgage Trust, 3.52% Adj, Due 6/25/2050	300	291	306
CS First Boston Mortgage Sec, 2.73% Adj, Due 6/25/2033	299	288	299
CS First Boston Mortgage Sec, 5.25% Due 11/25/2033	545	533	558
CS First Boston Mortgage Sec, 5.5% Due 9/25/2034	378	398	414
CS First Boston Mortgage Sec, 5.5% Due 12/25/2034	447	468	484
CS First Boston Mortgage Sec, 4.73% Due 7/15/2037	400	399	410
DBRR Trust, 0.85% Due 11/25/2015	447	446	446
Deutsche ALT-A Securities Inc, 5.74% Adj, Due 2/25/2020	161	160	167
Deutsche Mortgage Securities, 0.29% Adj, Due 4/26/2037	42	42	42
Federal Home Loan Mortgage, 3.0% Due 6/15/2043	1,000	845	930
GCCFC Commercial Mortgage Trst, 4.86% Adj, Due 1/10/2015	210	209	212
GE Commercial Mortgage Corp, 4.83% Due 6/10/2048	1,000	1,001	1,011
GE Commercial Mortgage Corp, 4.85% Due 6/10/2048	500	500	506
GMAC Commercial Mortgage Sec, 5.24% Due 11/10/2045	1,648	1,569	1,708
GMAC Mortgage Corp Loan Trust, 5.0% Due 1/25/2020	116	117	120
GMAC Mortgage Corp Loan Trust, 2.91% Adj, Due 10/19/2033	423	408	422
GMAC Mortgage Corp Loan Trust, 5.0% Due 10/25/2033	245	236	255
GMAC Mortgage Corp Loan Trust, 5.0% Due 11/25/2033	377	349	389
GMAC Mortgage Corp Loan Trust, 2.85% Adj, Due 12/19/2033	844	832	853
GMAC Mortgage Corp Loan Trust, 6.5% Due 1/25/2035	277	285	291
Government National Mortgage, 0.61% Adj, Due 11/20/2059	1,156	1,155	1,157
GS Mortgage Securities Trust, 2.32% Due 1/10/2018	489	497	493
GS Mortgage Securities Trust, 2.71% Due 12/10/2019	466	476	471
GS Mortgage Securities Trust, 5.55% Due 4/10/2038	1,000	960	1,045
GSR Mortgage Loan Trust, 6.0% Due 9/25/2034	347	333	361
GSR Mortgage Loan Trust, 0.51% Due 3/25/2035	424	276	371
GSR Mortgage Loan Trust, 0.66% Due 6/25/2035	51	46	50

See accompanying notes to financial statements.

# Core Fixed Income Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
GSR Mortgage Loan Trust, 5.5% Due 1/25/2037	58	50	58
Household Home Equity Loan Tst, 0.32% Due 1/20/2036	238	214	236
Household Home Equity Loan Tst, 0.31% Due 3/20/2036	201	185	199
Household Home Equity Loan Tst, 0.36% Due 3/20/2036	130	118	129
Household Home Equity Loan Tst, 1.36% Due 11/20/2036	312	274	312
IMPAC CMB Trust, 0.46% Due 5/25/2035	260	234	260
IMPAC Secured Assets Corp, 5.5% Due 8/25/2033	453	427	474
IMPAC Secured Assets Corp, 0.51% Due 5/25/2036	342	297	340
IMPAC Secured Assets Corp, 0.51% Due 8/25/2036	463	419	457
JP Morgan Chase Commercial Mtg, 5.57% Adj, Due 8/12/2037	700	703	716
JP Morgan Chase Commercial Mtg, 5.55% Due 5/12/2045	487	502	518
JP Morgan Chase Commercial Mtg, 5.4% Due 5/15/2045	919	866	981
JP Morgan Chase Commercial Mtg, 0.31% Due 5/15/2047	313	313	312
JP Morgan Mortgage Trust, 2.52% Adj, Due 11/25/2033	681	676	680
JP Morgan Mortgage Trust, 2.49% Adj, Due 8/25/2034	844	806	843
JP Morgan Mortgage Trust, 2.64% Adj, Due 2/25/2035	413	413	418
JP Morgan Mortgage Trust, 2.62% Adj, Due 7/25/2035	542	543	556
JP Morgan Re-REMIC, 1.87% Adj, Due 8/26/2035	194	194	194
Ladder Capital Commercial Mtg, 3.99% Due 2/15/2028	461	472	475
Lake Country Mortgage Loan Tst, 0.51% Due 7/25/2034	129	124	128
LB-UBS Commercial Mortgage Tst, 5.16% Due 1/15/2016	300	295	312
LB-UBS Commercial Mortgage Tst, 5.43% Due 2/15/2040	328	356	357
MASTR Adjustable Rate Mortgage, 2.64% Adj, Due 11/21/2034	917	910	936
MASTR Asset Securitization, 5.5% Due 9/25/2033	55	49	57
MASTR Asset Securitization, 5.25% Due 12/25/2033	644	663	678
MASTR Reperforming Loan Trust, 0.51% Due 5/25/2035	593	404	489
Merrill Lynch Mortgage Invest, 0.78% Due 10/25/2028	229	216	227
Merrill Lynch Mortgage Invest, 0.62% Due 4/25/2029	279	260	268
Merrill Lynch Mortgage Invest, 0.83% Due 4/25/2029	259	215	251
Merrill Lynch Mortgage Invest, 1.05% Due 8/25/2029	284	264	280
Merrill Lynch Mortgage Invest, 2.58% Adj, Due 7/25/2033	110	108	113
Merrill Lynch Mortgage Invest, 2.46% Adj, Due 8/25/2034	178	174	183
Merrill Lynch Mortgage Invest, 2.15% Adj, Due 12/25/2034	405	396	397
Morgan Stanley BAML Trust, 3.67% Due 1/15/2021	1,000	1,028	1,047
Morgan Stanley Capital I Trust, 4.05% Due 6/15/2021	340	342	364
Morgan Stanley Capital I Trust, 5.83% Adj, Due 6/11/2042	250	250	276
Morgan Stanley Mortgage Loan, 5.69% Adj, Due 4/25/2034	197	200	208
Morgan Stanley Re-REMIC Trust, 2.0% Due 9/27/2017	1,301	1,302	1,307
Morgan Stanley Re-REMIC Trust, 0.25% Due 3/27/2019	400	312	350
Morgan Stanley Re-REMIC Trust, 1.0% Due 4/27/2019	287	283	288
NCUA Guaranteed Notes, 2.65% Due 1/1/2018	3,386	3,391	3,444
NCUA Guaranteed Notes, 2.9% Due 10/29/2020	1,500	1,561	1,549
NCUA Guaranteed Notes, 0.72% Adj, Due 12/8/2020	711	711	716
NCUA Guaranteed Notes, 2.4% Due 12/8/2020	287	287	290
Northstar Mortgage Trust, 1.36% Adj, Due 4/25/2015	576	576	577
Prime Mortgage Trust, 6.0% Due 2/25/2034	157	161	165
RBSCF Trust, 3.26% Due 2/11/2023	531	540	520
RBSSP Resecuritization Trust, 6.5% Due 2/26/2036	464	464	500
RBSSP Resecuritization Trust, 4.0% Due 5/26/2037	216	214	219
RCMC, 5.62% Due 12/15/2018	451	451	465
Residential Accredit Loans, 16.3% Due 10/25/2017	65	65	68
Residential Accredit Loans, 0.81% Due 7/25/2033	302	272	282
Residential Accredit Loans, 5.5% Due 8/25/2033	731	731	747
Residential Accredit Loans, 5.75% Due 10/25/2033	332	312	350
Residential Accredit Loans, 5.5% Due 5/25/2034	1,585	1,306	1,623
Salomon Brothers Mortgage Sec, 3.95% Adj, Due 4/25/2032	97	87	95
Salomon Brothers Mortgage Sec, 2.61% Adj, Due 9/25/2033	348	338	355
Senior Homeowner as Program, 4.0% Due 5/25/2053	1,135	1,122	1,119
Sequoia Mortgage Trust, 0.46% Due 12/20/2034	1,246	1,183	1,191
Springleaf Mortgage Loan Trust, 2.22% Due 10/25/2057	509	509	517
Springleaf Mortgage Loan Trust, 6.0% Due 10/25/2057	600	583	627
Springleaf Mortgage Loan Trust, 4.05% Adj, Due 1/25/2058	481	480	500
Springleaf Mortgage Loan Trust, 5.45% Due 1/25/2058	1,000	991	1,048
Springleaf Mortgage Loan Trust, 1.27% Due 6/25/2058	346	346	345
Springleaf Mortgage Loan Trust, 2.31% Due 6/25/2058	414	414	405
Springleaf Mortgage Loan Trust, 3.14% Due 6/25/2058	288	288	286

See accompanying notes to financial statements.

# Core Fixed Income Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
Springleaf Mortgage Loan Trust, 3.79% Due 6/25/2058	286	286	288
Springleaf Mortgage Loan Trust, 1.57% Due 12/25/2059	725	724	724
Springleaf Mortgage Loan Trust, 2.66% Due 12/25/2059	308	308	308
Springleaf Mortgage Loan Trust, 3.56% Due 12/25/2059	235	235	239
Springleaf Mortgage Loan Trust, 4.44% Due 12/25/2059	177	177	181
Springleaf Mortgage Loan Trust, 5.3% Due 12/25/2059	121	121	125
Springleaf Mortgage Loan Trust, 1.78% Adj, Due 12/25/2065	2,732	2,711	2,727
Springleaf Mortgage Loan Trust, 3.52% Adj, Due 12/25/2065	498	484	508
Springleaf Mortgage Loan Trust, 4.48% Adj, Due 12/25/2065	1,500	1,439	1,545
Structured Adjustable Rate Mtg, 5.5% Due 10/25/2033	419	410	428
Structured Adjustable Rate Mtg, 3.61% Adj, Due 12/25/2033	153	152	154
Structured Adjustable Rate Mtg, 5.54% Due 12/25/2033	723	698	744
Structured Adjustable Rate Mtg, 5.55% Adj, Due 3/25/2034	407	393	421
Structured Adjustable Rate Mtg, 4.6% Adj, Due 2/25/2035	465	470	467
Structured Asset Mortgage Inv, 0.86% Due 3/19/2034	1,148	1,109	1,129
Structured Asset Mortgage Inv, 0.49% Adj, Due 10/19/2034	512	467	487
Structured Asset Securities Co, 3.45% Due 2/25/2032	232	215	231
Structured Asset Securities Co, 0.66% Due 6/25/2033	150	145	149
Structured Asset Securities Co, 5.45% Adj, Due 11/25/2033	98	96	101
Structured Asset Securities Co, 5.0% Due 5/25/2035	73	56	74
Thornburg Mortgage Securities, 0.8% Due 9/25/2043	393	365	386
Thornburg Mortgage Securities, 2.0% Adj, Due 12/25/2044	273	275	274
TIAA Seasoned Commercial Mtg, 5.56% Adj, Due 8/15/2039	599	599	603
UBS-BAMLL Trust, 3.66% Due 6/10/2022	578	587	584
UBS-Barclays Commercial Mortg, 3.24% Due 3/10/2023	229	235	231
Vendee Mortgage Trust, 6.75% Due 6/15/2026	520	545	601
Vendee Mortgage Trust, 6.75% Due 6/15/2028	448	503	512
Vericrest Opportunity Loan, 3.23% Adj, Due 9/25/2058	1,225	1,223	1,223
VNO Mortgage Trust, 3.0% Due 11/15/2022	544	555	538
Wachovia Bank Comm Mtg Trust, 5.22% Due 1/15/2041	100	102	101
Wachovia Bank Comm Mtg Trust, 5.9% Adj, Due 5/15/2043	1,225	1,189	1,291
WAMU Mortgage Pass-Through Cer, 5.5% Due 8/25/2019	280	279	289
WAMU Mortgage Pass-Through Cer, 2.3% Adj, Due 8/25/2033	137	133	139
WAMU Mortgage Pass-Through Cer, 2.4% Adj, Due 8/25/2033	171	170	177
WAMU Mortgage Pass-Through Cer, 2.41% Adj, Due 9/25/2033	534	528	553
WAMU Mortgage Pass-Through Cer, 2.44% Adj, Due 9/25/2033	194	190	197
WAMU Mortgage Pass-Through Cer, 5.25% Due 10/25/2033	974	904	1,001
WAMU Mortgage Pass-Through Cer, 2.38% Adj, Due 6/25/2034	157	146	160
WAMU Mortgage Pass-Through Cer, 2.38% Adj, Due 6/25/2034	393	391	401
WAMU Mortgage Pass-Through Cer, 5.5% Due 6/25/2034	638	623	669
WAMU Mortgage Pass-Through Cer, 5.0% Due 7/25/2034	303	312	319
Wells Fargo Mortgage Backed, 2.49% Adj, Due 11/25/2033	349	348	355
Wells Fargo Mortgage Backed, 2.49% Adj, Due 2/25/2034	203	204	205
Wells Fargo Mortgage Backed, 2.61% Adj, Due 9/25/2034	862	810	881
Wells Fargo Mortgage Backed, 2.59% Adj, Due 10/25/2034	377	358	379
Wells Fargo Mortgage Backed, 2.61% Adj, Due 10/25/2034	288	280	292
Wells Fargo Mortgage Backed, 2.61% Adj, Due 10/25/2034	198	182	202
Wells Fargo Mortgage Backed, 2.61% Adj, Due 12/25/2034	404	381	412
Wells Fargo Mortgage Backed, 2.53% Adj, Due 12/25/2034	200	182	203
Wells Fargo Mortgage Backed, 2.61% Adj, Due 12/25/2034	269	255	275
Wells Fargo Mortgage Backed, 2.53% Adj, Due 12/25/2034	200	197	204
Wells Fargo Mortgage Backed, 2.6% Adj, Due 6/25/2035	106	101	107
Wells Fargo Mortgage Loan Trst, 2.85% Adj, Due 8/27/2037	759	760	763
Wells Fargo Re-REMIC Trust, 1.75% Due 4/20/2017	337	337	337
WF-RBS Commercial Mortgage Tst, 4.38% Due 5/15/2021	600	604	655
WF-RBS Commercial Mortgage Tst, 3.44% Due 1/15/2022	400	403	415
<b>Total Corporate CMO - 10.0%</b>		<b>102,122</b>	<b>106,018</b>
<b>Corporate CMO Interest-Only</b>			
Bear Stearns Commercial Mtg, 0.94% Adj, Due 6/11/2041	11,914	183	43
CD Commercial Mortgage Trust, 0.09% Adj, Due 1/15/2046	61,709	155	51
CD Commercial Mortgage Trust, 0.56% Adj, Due 12/11/2049	36,124	317	276
Commercial Mortgage Trust, 2.08% Adj, Due 8/15/2045	995	94	104
LB-UBS Commercial Mortgage Tst, 0.53% Adj, Due 2/15/2041	22,467	185	93
ML-CFC Commercial Mortgage Tst, 0.27% Adj, Due 12/12/2049	14,433	143	163

See accompanying notes to financial statements.



# Core Fixed Income Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
Morgan Stanley Capital I Trust, 0.68% Adj, Due 12/15/2043	13,159	170	126
Morgan Stanley Capital I Trust, 0.39% Adj, Due 2/12/2044	33,465	138	140
Morgan Stanley Mortgage Loan, 5.5% Due 8/25/2034	3,189	380	375
Washington Mutual MSC Mortgage, 5.5% Due 5/25/2035	493	42	104
		<u>1,807</u>	<u>1,475</u>
Total Corporate CMO Interest-Only - 0.1%			1,475
<b>Corporate CMO Principal-Only</b>			
MASTR Resecuritization Trust, Due 5/28/2035	189	106	151
Structured Asset Mortgage Inv, Due 7/25/2032	100	78	90
Washington Mutual MSC Mortgage, Due 7/25/2033	135	89	118
		<u>273</u>	<u>359</u>
Total Corporate CMO Principal-Only - 0.0%			359
<b>Foreign Government Bonds</b>			
<i>Canada</i>			
Nova Scotia Province, 9.25% Due 3/1/2020	200	244	266
Quebec Province, 6.35% Due 1/30/2026	900	1,079	1,145
<i>Total Canada</i>		<u>1,323</u>	<u>1,411</u>
<i>Israel</i>			
Aid-Israel, Zero Coupon, Due 3/15/2018	5,000	4,668	4,731
Aid-Israel, Zero Coupon, Due 2/15/2022	2,500	2,135	2,066
<i>Total Israel</i>		<u>6,803</u>	<u>6,797</u>
<i>Mexico</i>			
United Mexican States, 3.5% Due 1/21/2021	294	292	306
United Mexican States, 4.0% Due 10/2/2023	578	576	613
United Mexican States, 4.75% Due 3/8/2044	364	359	382
United Mexican States, 5.55% Due 1/21/2045	162	161	190
United Mexican States, 5.75% Due 10/12/2110	326	315	363
<i>Total Mexico</i>		<u>1,703</u>	<u>1,854</u>
<i>Poland</i>			
Republic of Poland, 4.0% Due 1/22/2024	162	161	170
<i>South Africa</i>			
Republic of South Africa, 5.88% Due 9/16/2025	200	197	226
Republic of South Africa, 5.38% Due 7/24/2044	377	371	393
<i>Total South Africa</i>		<u>568</u>	<u>619</u>
Total Foreign Government Bonds - 1.0%		10,558	10,851
<b>Foreign Corporate Bonds</b>			
<i>Australia</i>			
AUST & NZ Banking Group, 3.25% Due 3/1/2016	200	200	208
AUST & NZ Banking Group NY, 1.88% Due 10/6/2017	250	254	254
BHP Billiton Financial USA LTD, 6.5% Due 4/1/2019	720	787	862
BHP Billiton Financial USA LTD, 3.85% Due 9/30/2023	146	146	155
BHP Billiton Financial USA LTD, 5.0% Due 9/30/2043	81	81	93
Macquarie Bank Ltd, 2.0% Due 8/15/2016	500	502	509
Macquarie Bank Ltd, 5.0% Due 2/22/2017	575	583	623
Macquarie Group LTD, 7.63% Due 8/13/2019	475	482	574
Macquarie Group LTD, 6.25% Due 1/14/2021	237	235	273
National Australia Bank, 3.0% Due 7/27/2016	500	499	521
Rio Tinto Fin USA Ltd, 3.5% Due 11/2/2020	51	51	54
Rio Tinto Fin USA Ltd, 3.75% Due 9/20/2021	588	587	626
Westpac Banking Corp, 4.88% Due 11/19/2019	406	406	458
<i>Total Australia</i>		<u>4,813</u>	<u>5,210</u>
<i>Bermuda</i>			
Weatherford Bermuda, 6.5% Due 8/1/2036	231	260	280
Weatherford Bermuda, 6.75% Due 9/15/2040	300	331	373
<i>Total Bermuda</i>		<u>591</u>	<u>653</u>

See accompanying notes to financial statements.

# Core Fixed Income Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
<i>Canada</i>			
Air Canada 2013-1A PTT, 4.13% Due 5/15/2025	259	259	263
Alberta Energy Company Ltd, 8.13% Due 9/15/2030	200	251	284
Anadarko Finance Co, 7.5% Due 5/1/2031	400	497	555
Bank of Montreal, 2.55% Due 11/6/2022	620	613	605
Bank of Nova Scotia, 4.38% Due 1/13/2021	214	214	237
Barrick Gold Corporation, 3.85% Due 4/1/2022	405	415	411
Canadian Natural Resources Ltd, 5.7% Due 5/15/2017	300	318	334
Canadian Natural Resources Ltd, 5.9% Due 2/1/2018	615	640	697
Canadian Pacific Railroad Co, 7.13% Due 10/15/2031	500	668	682
CDP Financial, 4.4% Due 11/25/2019	500	563	555
Cenovus Energy Inc, 6.75% Due 11/15/2039	210	274	279
Cenovus Energy Inc, 4.45% Due 9/15/2042	210	208	213
Encana Corp, 6.5% Due 5/15/2019	100	106	118
Petro-Canada, 6.05% Due 5/15/2018	447	457	513
Petro-Canada, 6.8% Due 5/15/2038	225	234	302
Potash Corp-Saskatchewan, 3.25% Due 12/1/2017	500	514	527
Rogers Communications Inc, 4.1% Due 10/1/2023	259	259	272
Rogers Communications Inc, 8.75% Due 5/1/2032	300	392	434
Suncor Energy Inc, 6.5% Due 6/15/2038	200	266	260
Talisman Energy, 7.75% Due 6/1/2019	475	538	585
Talisman Energy, 5.85% Due 2/1/2037	55	63	62
Talisman Energy, 6.25% Due 2/1/2038	60	66	71
Talisman Energy, 5.5% Due 5/15/2042	335	329	370
Thomson Reuters Corp, 4.7% Due 10/15/2019	150	150	165
Thomson Reuters Corp, 3.95% Due 9/30/2021	380	392	401
Thomson Reuters Corp, 4.5% Due 5/23/2043	147	144	145
Total Capital Canada LTD, 2.75% Due 7/15/2023	107	107	105
Trans-Canada Pipelines, 6.5% Due 8/15/2018	250	249	294
Trans-Canada Pipelines, 7.13% Due 1/15/2019	400	463	485
Trans-Canada Pipelines, 3.75% Due 10/16/2023	300	307	314
Trans-Canada Pipelines, 7.63% Due 1/15/2039	50	50	74
<i>Total Canada</i>		10,006	10,612
<i>Cayman Islands</i>			
Hutch Whampoa Int 11 Ltd, 4.63% Due 1/13/2022	200	205	218
Hutch Whampoa Int 12 II, 2.0% Due 11/8/2017	336	335	339
Noble Holding International, 3.95% Due 3/15/2022	45	45	46
Noble Holding International, 6.2% Due 8/1/2040	330	391	385
Petrobras Intl Fin Co, 7.88% Due 3/15/2019	150	176	175
Petrobras Intl Fin Co, 6.75% Due 1/27/2041	320	366	357
Transocean Inc, 6.5% Due 11/15/2020	960	965	1,086
Transocean Inc, 3.8% Due 10/15/2022	125	120	122
<i>Total Cayman Islands</i>		2,603	2,728
<i>France</i>			
Electricite De France, 2.15% Due 1/22/2019	194	192	196
Orange SA, 2.75% Due 2/6/2019	365	365	374
Orange SA, 9.0% Adj, Due 3/1/2031	230	302	351
Total Capital International SA, 1.55% Due 6/28/2017	112	112	113
Total Capital SA, 2.13% Due 8/10/2018	170	170	173
Total Capital SA, 4.13% Due 1/28/2021	200	220	219
<i>Total France</i>		1,361	1,426
<i>Germany</i>			
Deutsche Bank AG London, 3.7% Due 5/30/2024	333	332	337
<i>Italy</i>			
Eni SpA, 5.7% Due 10/1/2040	250	249	286
<i>Japan</i>			
Bank Tokyo - Mitsubishi UFJ, 3.85% Due 1/22/2015	356	356	361
Nippon Telegraph & Telephone, 1.4% Due 7/18/2017	67	67	67
Nomura Holdings Inc, 5.0% Due 3/4/2015	195	197	199
Nomura Holdings Inc, 6.7% Due 3/4/2020	94	95	113
<i>Total Japan</i>		715	740

See accompanying notes to financial statements.

# Core Fixed Income Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
<i>Luxembourg</i>			
Actavis Funding SCS, 3.85% Due 6/15/2024	173	172	175
Schlumberger Investment, 2.4% Due 8/1/2022	540	500	523
<i>Total Luxembourg</i>		672	698
<i>Mexico</i>			
America Movil SAB DE CV, 5.0% Due 3/30/2020	300	331	332
America Movil SAB DE CV, 3.13% Due 7/16/2022	426	430	424
Petroleos Mexicanos, 4.88% Due 1/18/2024	98	97	107
Petroleos Mexicanos, 6.38% Due 1/23/2045	212	210	257
<i>Total Mexico</i>		1,068	1,120
<i>Netherlands</i>			
Deutsche Telekom Int Fin, 6.75% Due 8/20/2018	200	215	235
Deutsche Telekom Int Fin, 6.0% Due 7/8/2019	635	644	742
Deutsche Telekom Int Fin, 8.75% Adj, Due 6/15/2030	170	225	254
Eads Finance B.V., 2.7% Due 4/17/2023	214	214	208
Enel Finance International NV, 5.13% Due 10/7/2019	700	699	779
Heineken NV, 1.4% Due 10/1/2017	250	250	249
Heineken NV, 3.4% Due 4/1/2022	250	252	256
ING Bank NV, 1.38% Due 3/7/2016	600	599	605
Koninklijke Philips NV, 5.75% Due 3/11/2018	80	86	91
Koninklijke Philips NV, 3.75% Due 3/15/2022	370	395	391
Koninklijke Philips NV, 7.2% Due 6/1/2026	180	217	230
Rabobank Nederland, 3.38% Due 1/19/2017	82	82	86
Rabobank Nederland, 4.5% Due 1/11/2021	219	219	243
Rabobank Nederland, 3.88% Due 2/8/2022	426	423	456
Rabobank Nederland, 5.8% Due 9/30/2110	300	290	350
Shell International Fin, 4.3% Due 9/22/2019	285	284	316
Shell International Fin, 4.38% Due 3/25/2020	290	289	324
Shell International Fin, 6.38% Due 12/15/2038	140	146	189
Siemens Financieringsmat, 6.13% Due 8/17/2026	470	512	592
<i>Total Netherlands</i>		6,041	6,596
<i>Norway</i>			
Statoil ASA, 3.15% Due 1/23/2022	350	349	362
Statoil ASA, 2.45% Due 1/17/2023	130	130	126
Statoil ASA, 2.65% Due 1/15/2024	204	204	199
<i>Total Norway</i>		683	687
<i>Spain</i>			
Telefonica Emisiones SAU, 6.42% Due 6/20/2016	500	520	547
Telefonica Emisiones SAU, 3.19% Due 4/27/2018	210	210	219
Telefonica Emisiones SAU, 5.88% Due 7/15/2019	141	156	163
Telefonica Emisiones SAU, 5.13% Due 4/27/2020	217	241	242
Telefonica Emisiones SAU, 5.46% Due 2/16/2021	117	117	133
<i>Total Spain</i>		1,244	1,304
<i>Sweden</i>			
Nordea Bank AB, 4.88% Due 5/13/2021	355	354	388
Skandinaviska Enskilda, 1.75% Due 3/19/2018	242	241	242
Stadshypotek AB, 1.88% Due 10/2/2019	332	331	328
Svenska Handelsbanken AB, 3.13% Due 7/12/2016	494	494	515
Svenska Handelsbanken AB, 2.88% Due 4/4/2017	463	463	483
<i>Total Sweden</i>		1,883	1,956
<i>Switzerland</i>			
UBS AG Stamford CT, 5.88% Due 12/20/2017	175	177	199
UBS AG Stamford CT, 5.75% Due 4/25/2018	100	104	114
<i>Total Switzerland</i>		281	313
<i>United Kingdom</i>			
Barclays Bank PLC, 3.75% Due 5/15/2024	647	647	661
BG Energy Capital PLC, 5.13% Due 10/15/2041	200	197	225
BP Capital Markets PLC, 3.25% Due 5/6/2022	377	377	385
BP Capital Markets PLC, 2.75% Due 5/10/2023	282	280	274

See accompanying notes to financial statements.

# Core Fixed Income Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
BP Capital Markets PLC, 3.99% Due 9/26/2023	189	189	200
BP Capital Markets PLC, 3.81% Due 2/10/2024	219	219	230
British Telecom PLC, 5.95% Due 1/15/2018	275	275	313
British Telecom PLC, 2.35% Due 2/14/2019	200	200	202
British Telecom PLC, 9.63% Adj, Due 12/15/2030	145	189	234
Diageo Capital PLC, 4.83% Due 7/15/2020	402	411	453
Ensco PLC, 4.7% Due 3/15/2021	315	329	343
HSBC Bank PLC, 1.5% Due 5/15/2018	521	515	516
HSBC Bank PLC, 4.13% Due 8/12/2020	389	387	423
HSBC Bank PLC, 4.75% Due 1/19/2021	300	300	337
HSBC Holdings PLC, 4.88% Due 1/14/2022	350	361	395
Standard Chartered PLC, 5.2% Due 1/26/2024	500	500	542
State Grid Overseas Inv, 3.13% Due 5/22/2023	600	595	589
Vodafone Group PLC, 5.45% Due 6/10/2019	369	378	420
<i>Total United Kingdom</i>		6,349	6,742
Total Foreign Corporate Bonds - 3.9%		38,891	41,408
<b><u>Foreign Asset Backed Issues</u></b>			
<i>Cayman Islands</i>			
Carlyle Global Market Strategy, 2.13% Due 7/15/2019	867	867	867
N-Star Real Estate CDO LTD, 2.01% Due 3/25/2019	1,023	1,023	1,024
N-Star Real Estate CDO LTD, 5.16% Due 7/25/2019	250	249	253
<i>Total Cayman Islands</i>		2,139	2,144
<i>Ireland</i>			
Trafigura Securitisation Fin, 2.56% Due 4/15/2015	1,190	1,190	1,200
Total Foreign Asset Backed Issues - 0.3%		3,329	3,344
<b><u>Short-term Issue</u></b>			
Dreyfus Cash Management Institutional Fund - 6.2%	65,445,450	65,445	65,445
<b><u>Liquidating Trust</u></b>			
Residential Capital LLC - 0.0%	263	-	-
<b><u>Investments Made with Cash Collateral for Securities Loaned</u></b>			
BNY Mellon Securities Lending Overnight Fund		48,550	48,550
Mellon SL DBT II Liquidating Fund		157	156
Total Investments Made with Cash Collateral for Securities Loaned - 4.6%		48,707	48,706
Total Investments - 104.4%		\$ 1,060,415	\$ 1,108,456

See accompanying notes to financial statements.

## Core Fixed Income Pool

**Statement of Operations - Unaudited**  
**Period Ended August 31, 2014\***  
*(Amounts in thousands)*

	<b>Month</b>	<b>Year To Date</b>
<b>Investment income</b>		
Interest	\$ 3,057	\$ 6,041
Dividends	2	3
Net securities lending income	4	8
<b>Total investment income</b>	3,063	6,052
<b>Expenses</b>		
Investment advisor fees	(133)	(265)
Trustee fees	(1)	(1)
Custodian bank fees	(6)	(13)
Management fees	(26)	(51)
Professional service fees	(6)	(11)
<b>Total expenses</b>	(172)	(341)
<b>Investment income, net</b>	2,891	5,711
<b>Realized and unrealized gain from investments</b>		
Net realized gain from investments	364	398
Net change in unrealized appreciation (depreciation) on investments	7,196	2,992
<b>Net gain from investments</b>	7,560	3,390
<b>Net increase in net assets from operations</b>	\$ 10,451	\$ 9,101

*\*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 August 31, 2014\***  
*(Amounts in thousands, except unit data)*

	<b>Month</b>	<b>Year To Date</b>
<b>Operations</b>		
Investment income, net	\$ 2,891	\$ 5,711
Net realized gain from investments	364	398
Net change in unrealized appreciation (depreciation) on investments	7,196	2,992
<b>Net increase in net assets from operations</b>	10,451	9,101
<b>Distributions to unitholders</b>		
Investment income, net	(2,891)	(5,711)
<b>Unit transactions</b>		
Proceeds from sale of units	8,379	41,006
Reinvestment of distributions	2,820	5,461
Amount paid for repurchase of units	(8,130)	(18,833)
<b>Net increase in net assets from unit transactions</b>	3,069	27,634
<b>Increase in net assets</b>	10,629	31,024
<b>Net assets, beginning of period</b>	1,051,518	1,031,123
<b>Net assets, end of period</b>	\$ 1,062,147	\$ 1,062,147
<b>Unit data</b>		
Units sold	755,132	3,683,769
Units issued from reinvestment of distributions	254,117	491,153
Units repurchased	(732,652)	(1,693,365)
<b>Net increase in units</b>	276,597	2,481,557

*\*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 (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	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. (JPM) manages this Pool. This Pool's investment objective, net of external investment management fees, is to meet or exceed the Barclays Capital U.S. Aggregate Index.

### NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

**Investment Valuation** - The IMB invests funds of the State and its component units, all of which are government entities. The IMB reports its investments at fair value in accordance with the Financial Accounting Standards Board's Accounting Standards Codification Topic 820 (ASC 820). Refer to Note 3 for further discussion and presentation of the reporting requirements under ASC 820.

# Core Fixed Income Pool

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## Notes to Financial Statements (Amounts in thousands, except share data)

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

Fair value of the Pool's portfolio securities is determined as follows:

- Fixed income securities are valued according to prices furnished by independent pricing services to the Pool's custodian. These services determine the security prices by a number of methods including, but not limited to, dealer quotes, live market trading levels when available, live feeds of trade execution data, spreads over U.S. Treasury securities, and other models and formulae appropriate to the specific security type.
- Open-end regulated investment companies or other commingled investment funds are valued at the net asset value of the fund as reported by the fund's administrator.

Investments for which the fair value cannot be determined by one of the above listed processes are valued at fair value as determined in accordance with the IMB's established procedures.

**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 plus accrued income. 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 of the Mellon SL DBT II Liquidating Fund. Such investments are made at the risk of the Pool and, as such, the Pool is liable for investment losses. Investments made with cash are 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. 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 net securities lending income. Unrealized gains or losses resulting from changes in the value of the investment of cash collateral are reported as part of the change in unrealized appreciation or depreciation 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 a change in unrealized appreciation or depreciation on 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 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. 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 reflected in the Statement of Operations in the year of the change.



# Core Fixed Income Pool

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## Notes to Financial Statements (Amounts in thousands, except share data)

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

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

**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** - The IMB is a public corporation organized under laws of the State of West Virginia and exempt from U.S. federal and state taxation. 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. Accordingly, no provision for income taxes is required as of August 31, 2014.

**Indemnifications** - In the normal course of business, the IMB has entered into contracts that provide a variety of indemnifications. Any exposure to the Pool under these arrangements would involve future claims that may be made against the IMB. The Pool's maximum exposure under these arrangements is unknown. No such claims have occurred, nor are they expected to occur therefore the IMB expects the risk of loss to be remote.

### 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.

## Core Fixed Income Pool

### Notes to Financial Statements (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 August 31, 2014:

Assets	Level 1	Level 2	Level 3	Total
Corporate asset backed issues	\$ -	\$ 45,255	\$ -	\$ 45,255
Corporate CMO	-	106,018	-	106,018
Corporate CMO interest-only	-	1,475	-	1,475
Corporate CMO principal-only	-	359	-	359
Foreign asset backed issues	-	3,344	-	3,344
Foreign corporate bonds	-	41,408	-	41,408
Foreign government bonds	-	10,851	-	10,851
Investments made with cash collateral for securities loaned	-	48,706	-	48,706
Municipal bonds	-	8,683	-	8,683
Short-term issue	65,445	-	-	65,445
U.S. Corporate bonds	-	204,830	-	204,830
U.S. Government agency bonds	-	21,535	-	21,535
U.S. Government agency CMO	-	159,450	-	159,450
U.S. Government agency CMO interest-only	-	8,342	-	8,342
U.S. Government agency CMO principal-only	-	12,272	-	12,272
U.S. Government agency MBS	-	196,275	-	196,275
U.S. Treasury bonds	-	174,208	-	174,208
Total	<u>\$ 65,445</u>	<u>\$ 1,043,011</u>	<u>\$ -</u>	<u>\$ 1,108,456</u>

There were no transfers in or out of Levels 1 and 2 during the period ended August 31, 2014.

#### NOTE 4. SECURITIES LENDING

The following table presents the amounts of various accounts related to securities lending at August 31, 2014.

Fair value of securities on loan	\$ 56,050		
Collateral received:	Cost	Fair Value	Unrealized Depreciation
Cash	<u>\$ 48,707</u>	\$ 48,706	<u>\$ (1)</u>
Non-cash		8,508	
Total		<u>\$ 57,214</u>	

The Bank of New York Mellon (BNYM), as agent for the IMB, loans the IMB's securities to various counterparties. These transactions are executed under Master Securities Lending Agreements (MSLA) which permit BNYM under certain circumstances, such as defaults, to offset amounts payable to the same counterparty against amounts to be received and thus create one single net payment due to or from the counterparty. The amounts listed in the above table represent all securities loaned which are subject to a MSLA on a net payment basis. The IMB has elected not to offset the fair value of the securities on loan against the liability for the return of the collateral on the Statement of Assets & Liabilities.

# Core Fixed Income Pool

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## Notes to Financial Statements (Amounts in thousands, except share data)

### NOTE 5. INVESTMENT ADVISORY FEES

The IMB has approved an investment advisory agreement with JPM to manage the investments of the Pool. This agreement provides for quarterly payments, based on average end of month assets under management, to the investment advisor. The IMB makes these payments and the Pool transfers funds to the IMB to facilitate the payments.

The fees paid to JPM consist of a base fee of 0.075 percent annually of the net assets under management and a performance incentive fee that is earned when the actual investment return exceeds the return of the Barclays Capital US Aggregate index over rolling three-year periods. The maximum fee allowable under the agreement is 0.15 percent annually of the net assets under management. The effective fee rate earned by JPM for the period ended August 31, 2014, was 0.15 percent.

### NOTE 6. FINANCIAL HIGHLIGHTS

<b>Per Unit Operating Performance (a):</b>	
Net asset value at June 30, 2014	\$ 11.14
Income from investment operations:	
Net investment income	0.06
Net realized and unrealized gain on investment transactions	<u>0.04</u>
Total from investment operations	0.10
Less distributions from net investment income	<u>(0.06)</u>
Net asset value at August 31, 2014	<u>\$ 11.18</u>
<b>Total Return (b)</b>	0.9%
<b>Supplemental Data:</b>	
Net assets, end of period	\$ 1,062,147
Ratio to average net assets (c):	
Expenses	0.19%
Net investment income	3.27%
Portfolio turnover rate	2.22%

(a) Calculation based on the average shares outstanding

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

(c) All ratios are for the fiscal year-to-date annualized

# Core Fixed Income Pool

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## Notes to Financial Statements (Amounts in thousands, except share data)

### NOTE 7. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at August 31, 2014. The balances do not include the distribution 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	\$ 292,479
Public Employees' Retirement System	245,448
Workers' Compensation Old Fund	200,301
Revenue Shortfall Reserve Fund	69,353
Revenue Shortfall Reserve Fund - Part B	63,255
West Virginia Prepaid Tuition Trust Fund	37,147
Coal Workers' Pneumoconiosis Fund	28,210
West Virginia Retiree Health Benefit Trust Fund	26,195
Public Employees Insurance Agency	25,857
State Police Death, Disability and Retirement Fund	25,093
Board of Risk and Insurance Management	15,566
Judges' Retirement System	7,413
Deputy Sheriff's Retirement System	7,055
State Police Retirement System	5,286
West Virginia Department of Environmental Protection Agency	4,924
Wildlife Endowment Fund	2,355
Emergency Medical Services Retirement System	2,335
Workers' Compensation Self-Insured Employer Guaranty Risk Pool	1,653
Workers' Compensation Uninsured Employers' Fund	967
Workers' Compensation Self-Insured Employer Security Risk Pool	751
West Virginia Department of Environmental Protection Trust	392
Municipal Policemen's or Firemen's Pension and Relief Funds	58
Municipal Police Officers' and Firefighters' Retirement System	54
Total	<u>\$ 1,062,147</u>

**Financial Statements - Unaudited**

**August 31, 2014**



# TIPS Pool

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## **Financial Statements - Unaudited August 31, 2014**

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# TIPS Pool

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## Statement of Assets and Liabilities - Unaudited

August 31, 2014

(Amounts in thousands, except unit data)

### Assets

Investments at fair value (cost \$452,933), including securities on loan of \$161,183 (Note 4)	\$	460,226
Receivables:		
Accrued interest		754
Investments sold		24,865
Securities lending income		8
		<hr/>
<b>Total assets</b>		485,853

### Liabilities

Accrued expenses		51
Payable for investments purchased		11,593
		<hr/>
<b>Total liabilities</b>		11,644
		<hr/>
<b>Net assets</b>	\$	474,209

### Analysis of net assets

Paid-in capital	\$	398,375
Accumulated undistributed net investment income		22,709
Accumulated undistributed net realized gain from investments		45,832
Unrealized net appreciation of investments		7,293
		<hr/>
<b>Net assets</b>	\$	474,209

### Unit data

Units outstanding		42,997,843
Net asset value, unit price	\$	11.03

See accompanying notes to financial statements.



# TIPS Pool

## Schedule of Investments - Unaudited August 31, 2014 (Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
<b>U.S. Treasury Inflation-Protected Securities</b>			
United States Treasury, 2.0% Due 1/15/2016	8,226	\$ 10,179	\$ 10,297
United States Treasury, 0.13% Due 4/15/2016	19,035	20,967	20,920
United States Treasury, 2.5% Due 7/15/2016	8,480	10,516	10,717
United States Treasury, 2.38% Due 1/15/2017	7,343	9,173	9,366
United States Treasury, 0.13% Due 4/15/2017	22,041	23,997	23,671
United States Treasury, 2.63% Due 7/15/2017	6,470	8,130	8,208
United States Treasury, 1.63% Due 1/15/2018	6,906	8,292	8,456
United States Treasury, 0.13% Due 4/15/2018	24,940	26,490	26,261
United States Treasury, 1.38% Due 7/15/2018	7,011	8,238	8,352
United States Treasury, 2.13% Due 1/15/2019	6,494	7,803	8,007
United States Treasury, 0.13% Due 4/15/2019	17,027	17,719	17,639
United States Treasury, 1.88% Due 7/15/2019	7,338	8,859	9,097
United States Treasury, 1.38% Due 1/15/2020	9,013	10,520	10,774
United States Treasury, 1.25% Due 7/15/2020	13,969	16,180	16,557
United States Treasury, 1.13% Due 1/15/2021	16,027	17,972	18,739
United States Treasury, 0.63% Due 7/15/2021	17,528	19,200	19,370
United States Treasury, 0.13% Due 1/15/2022	19,429	20,888	20,498
United States Treasury, 0.13% Due 7/15/2022	20,361	22,544	21,152
United States Treasury, 0.13% Due 1/15/2023	20,531	22,065	21,057
United States Treasury, 0.38% Due 7/15/2023	20,532	20,767	21,400
United States Treasury, 0.63% Due 1/15/2024	20,538	21,517	21,713
United States Treasury, 0.13% Due 7/15/2024	7,514	7,433	7,474
United States Treasury, 2.38% Due 1/15/2025	10,732	15,547	16,454
United States Treasury, 2.0% Due 1/15/2026	8,231	10,892	11,697
United States Treasury, 2.38% Due 1/15/2027	6,730	9,494	9,827
United States Treasury, 1.75% Due 1/15/2028	6,998	8,648	9,274
United States Treasury, 3.63% Due 4/15/2028	4,643	8,981	9,700
United States Treasury, 2.5% Due 1/15/2029	6,920	9,159	9,814
United States Treasury, 3.88% Due 4/15/2029	5,680	11,092	12,153
United States Treasury, 3.38% Due 4/15/2032	2,308	4,117	4,537
United States Treasury, 2.13% Due 2/15/2040	3,875	5,284	5,590
United States Treasury, 2.13% Due 2/15/2041	4,962	6,324	7,127
United States Treasury, 0.75% Due 2/15/2042	8,999	9,843	9,283
United States Treasury, 0.63% Due 2/15/2043	6,689	6,212	6,553
United States Treasury, 1.38% Due 2/15/2044	6,942	7,501	8,102
		<u>452,543</u>	<u>459,836</u>
Total U.S. Treasury Inflation-Protected Securities - 97.0%			
<b>Short-term Issue</b>			
Dreyfus Cash Management Institutional Fund - 0.1%	390,023	390	390
		<u>390</u>	<u>390</u>
Total Investments - 97.1%		<u>\$ 452,933</u>	<u>\$ 460,226</u>

See accompanying notes to financial statements.

# TIPS Pool

**Statement of Operations - Unaudited**  
**Period Ended August 31, 2014\***  
*(Amounts in thousands)*

	<u>Month</u>	<u>Year To Date</u>
<b>Investment income</b>		
Interest	\$ 907	\$ 2,586
Net securities lending income	<u>8</u>	<u>16</u>
<b>Total investment income</b>	915	2,602
<b>Expenses</b>		
Investment advisor fees	(9)	(19)
Custodian bank fees	(2)	(3)
Management fees	(12)	(24)
Professional service fees	<u>(3)</u>	<u>(5)</u>
<b>Total expenses</b>	<u>(26)</u>	<u>(51)</u>
<b>Investment income, net</b>	889	2,551
<b>Realized and unrealized gain (loss) from investments</b>		
Net realized gain from investments	621	1,021
Net change in unrealized appreciation (depreciation) on investments	<u>547</u>	<u>(1,780)</u>
<b>Net gain (loss) from investments</b>	<u>1,168</u>	<u>(759)</u>
<b>Net increase in net assets from operations</b>	<u>\$ 2,057</u>	<u>\$ 1,792</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.*

# TIPS Pool

**Statement of Changes in Net Assets - Unaudited**  
**Period Ended August 31, 2014\***  
*(Amounts in thousands, except unit data)*

	<b>Month</b>	<b>Year To Date</b>
<b>Operations</b>		
Investment income, net	\$ 889	\$ 2,551
Net realized gain from investments	621	1,021
Net change in unrealized appreciation (depreciation) on investments	547	(1,780)
<b>Net increase in net assets from operations</b>	2,057	1,792
<b>Unit transactions</b>		
Proceeds from sale of units	208	371
Amount paid for repurchase of units	(9,240)	(132,426)
<b>Net decrease in net assets from unit transactions</b>	(9,032)	(132,055)
<b>Decrease in net assets</b>	(6,975)	(130,263)
<b>Net assets, beginning of period</b>	481,184	604,472
<b>Net assets, end of period</b>	\$ 474,209	\$ 474,209
<b>Unit data</b>		
Units sold	18,942	33,778
Units repurchased	(841,467)	(12,053,571)
<b>Net decrease in units</b>	(822,525)	(12,019,793)

*\*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

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## Notes to Financial Statements (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	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 (SSgA).

### NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

**Investment Valuation** - The IMB reports its investments at fair value in accordance with the Financial Accounting Standards Board's Accounting Standards Codification Topic 820 (ASC 820). Refer to Note 3 for further discussion and presentation of the reporting requirements under ASC 820.

# TIPS Pool

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## Notes to Financial Statements (Amounts in thousands, except share data)

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

Fair value of the Pool's portfolio securities is determined as follows:

- Fixed income securities are valued according to prices furnished by independent pricing services to the Pool's custodian. These services determine the security prices primarily by dealer quotes.
- Open-end regulated investment companies or other commingled investment funds are valued at the net asset value of the fund as reported by the fund's administrator.

Investments for which the fair value cannot be determined by one of the above listed processes are valued at fair value as determined in accordance with the IMB's established procedures.

**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 plus accrued income. Cash collateral received, if any, is invested in the BNY Institutional Cash Reserves Trust, specifically the BNY Mellon Securities Lending Overnight Fund, and the Mellon GSL Reinvestment Trust, specifically of the Mellon SL DBT II Liquidating Fund. Such investments are made at the risk of the Pool and, as such, the Pool is liable for investment losses. Investments made with cash are 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. 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 net securities lending income. Unrealized gains or losses resulting from changes in the value of the investment of cash collateral are reported as part of the change in unrealized appreciation or depreciation 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 a change in unrealized appreciation or depreciation on 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 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. 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. For TIPS, the principal amount is adjusted monthly to keep pace with inflation. Interest is accrued based on the adjusted principal amount. The adjustments to principal due to inflation are reflected as increases or decreases to interest income.

**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.

# TIPS Pool

## Notes to Financial Statements (Amounts in thousands, except share data)

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

**Income Taxes** - The IMB is a public corporation organized under laws of the State of West Virginia and exempt from U.S. federal and state taxation. 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. Accordingly, no provision for income taxes is required as of August 31, 2014.

**Indemnifications** - In the normal course of business, the IMB has entered into contracts that provide a variety of indemnifications. Any exposure to the Pool under these arrangements would involve future claims that may be made against the IMB. The Pool's maximum exposure under these arrangements is unknown. No such claims have occurred, nor are they expected to occur therefore the IMB expects the risk of loss to be remote.

### 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 August 31, 2014:

<u>Assets</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Short-term issue	\$ 390	\$ -	\$ -	\$ 390
U.S. Treasury inflation-protected securities	-	459,836	-	459,836
Total	<u>\$ 390</u>	<u>\$ 459,836</u>	<u>\$ -</u>	<u>\$ 460,226</u>

There were no transfers in or out of Levels 1 and 2 during the period ended August 31, 2014.

# TIPS Pool

## Notes to Financial Statements (Amounts in thousands, except share data)

### NOTE 4. SECURITIES LENDING

The following table presents the amounts of various accounts related to securities lending at August 31, 2014.

Fair value of securities on loan	\$	161,183			
Initial collateral received:		<u>Cost</u>	<u>Fair Value</u>	<u>Unrealized</u>	<u>Depreciation</u>
Cash	\$	<u>-</u>	\$	<u>-</u>	<u>-</u>
Non-cash			164,906		
Total			<u>\$ 164,906</u>		

The Bank of New York Mellon (BNYM), as agent for the IMB, loans the IMB's securities to various counterparties. These transactions are executed under Master Securities Lending Agreements (MSLA) which permit BNYM under certain circumstances, such as defaults, to offset amounts payable to the same counterparty against amounts to be received and thus create one single net payment due to or from the counterparty. The amounts listed in the above table represent all securities loaned which are subject to a MSLA on a net payment basis. The IMB has elected not to offset the fair value of the securities on loan against the liability for the return of the collateral on the Statement of Assets & Liabilities.

### NOTE 5. INVESTMENT ADVISORY FEES

The IMB has approved an investment advisory agreement with SSgA to manage the investments of the Pool. This agreement provides for quarterly payments, based on average end of month assets under management, to the investment advisor. The IMB makes these payments and the Pool transfers funds to the IMB to facilitate the payments.

The fees paid to SSgA include a base fee of 0.03 percent annually on the first \$200 million of net assets under management and a base fee of 0.02 percent annually on the assets over \$200 million. The effective fee rate earned by SSgA for the period ended August 31, 2014, was 0.02 percent.

### NOTE 6. FINANCIAL HIGHLIGHTS

<b>Per Unit Operating Performance (a):</b>	
Net asset value at June 30, 2014	\$ 10.99
Income from investment operations:	
Net investment income	0.06
Net realized and unrealized loss on investment transactions	<u>(0.02)</u>
Total from investment operations	<u>0.04</u>
Net asset value at August 31, 2014	<u>\$ 11.03</u>
<b>Total Return (b)</b>	0.4%
<b>Supplemental Data:</b>	
Net assets, end of period	\$ 474,209
Ratio to average net assets (c):	
Expenses	0.06%
Net investment income	2.94%
Portfolio turnover rate	4.75%

- (a) Calculation based on the average shares outstanding
- (b) Return data is net of fees for the fiscal year-to-date and is not annualized
- (c) All ratios are for the fiscal year-to-date annualized

# TIPS Pool

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## Notes to Financial Statements (Amounts in thousands, except share data)

### NOTE 7. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at August 31, 2014. 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>
Revenue Shortfall Reserve Fund	\$ 230,788
Workers' Compensation Old Fund	119,413
Revenue Shortfall Reserve Fund - Part B	57,432
Coal Workers' Pneumoconiosis Fund	26,914
Public Employees Insurance Agency	21,502
Board of Risk and Insurance Management	14,794
Workers' Compensation Self-Insured Employer Guaranty Risk Pool	1,575
Workers' Compensation Uninsured Employers' Fund	1,075
Workers' Compensation Self-Insured Employer Security Risk Pool	716
Total	<u>\$ 474,209</u>



**Financial Statements - Unaudited**

**August 31, 2014**



# TRS Annuity Pool

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## Financial Statements - Unaudited August 31, 2014

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# TRS Annuity Pool

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## Statement of Assets and Liabilities - Unaudited

August 31, 2014

(Amounts in thousands, except unit data)

<b>Assets</b>	\$	-
<b>Liabilities</b>		
Accrued expenses		<u>2</u>
	<b>Net assets</b>	<u><u>\$ (2)</u></u>
<b>Analysis of net assets</b>		
Paid-in capital	\$	405
Accumulated undistributed net investment loss		<u>(407)</u>
	<b>Net assets</b>	<u><u>\$ (2)</u></u>

See accompanying notes to financial statements.

# TRS Annuity Pool

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**Statement of Operations - Unaudited**  
**Period Ended August 31, 2014\***  
*(Amounts in thousands)*

	<u>Month</u>	<u>Year To Date</u>
<b>Investment income</b>	\$ -	\$ -
<b>Expenses</b>		
Professional service fees	<u>(1)</u>	<u>(2)</u>
<b>Total expenses</b>	<u>(1)</u>	<u>(2)</u>
<b>Investment loss, net</b>	<u>(1)</u>	<u>(2)</u>
<b>Net decrease in net assets from operations</b>	<u>\$ (1)</u>	<u>\$ (2)</u>

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

## TRS Annuity Pool

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**Statement of Changes in Net Assets - Unaudited**  
**Period Ended August 31, 2014\***  
*(Amounts in thousands, except unit data)*

	<u>Month</u>	<u>Year To Date</u>
<b>Operations</b>		
Investment loss, net	\$ (1)	\$ (2)
<b>Capital transactions</b>		
Contributions by TRS	<u>14</u>	<u>17</u>
<b>Increase in net assets from capital transactions</b>	<u>14</u>	<u>17</u>
<b>Increase in net assets</b>	13	15
<b>Net assets, beginning of period</b>	<u>(15)</u>	<u>(17)</u>
<b>Net assets, end of period</b>	<u>\$ (2)</u>	<u>\$ (2)</u>

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

# TRS Annuity Pool

## Notes to Financial Statements (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	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 held an investment contract issued by the Variable Annuity Life Insurance Company (VALIC) strictly for the benefit of the Teachers Retirement System (TRS). On December 10, 2008, the IMB assumed responsibility for this investment as part of the restructuring of the Teachers Defined Contribution (TDC) plan, a separate retirement plan administered solely by the Consolidated Public Retirement System, 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 final amount transferred under the contract was \$248,293.

The IMB initially requested the immediate redemption of the entire balance but VALIC denied the request, claiming the amounts were subject to withdrawal restrictions. Effective April 23, 2009, the IMB, while reserving its rights under the contract, executed the appropriate forms with VALIC to elect to withdraw funds under the Five Year Equal Annual Installment method. By making this election the guaranteed minimum annual yield of 4.5 percent became the fixed rate for this contract. The first four withdrawals of \$55,058 each occurred on May 4, 2009, 2010, 2011 and 2012. The final withdraw of \$55,191 occurred on May 8, 2013. On that date, all remaining income, net of all management fees, was distributed to TRS and all units of ownership in the Pool were redeemed.

# TRS Annuity Pool

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## Notes to Financial Statements

*(Amounts in thousands, except share data)*

### NOTE 1. DESCRIPTION OF THE ENTITY (continued)

In response to VALIC's denial to allow the IMB to liquidate the contract in its entirety, the IMB sued VALIC and the litigation is ongoing. The outcome of the litigation is unknown and accordingly the IMB has not accrued any potential revenues from the case. There are ongoing legal fees associated with this litigation and these expenses are accrued to the Pool. The funding for the payment of these expenses results from contributions by the TRS into the TRS Annuity Pool. No other management fees are charged to the Pool and none have been charged since the final withdrawal on May 8, 2013. Amounts recovered pursuant to the litigation, if any, will be recorded in the TRS Annuity Pool and distributed to the TRS. Once the case is resolved the TRS Annuity Pool will be closed.

### NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

**Investment Valuation** - The investment contract held by this Pool was the sole investment of the Pool and it was fully redeemed on May 8, 2013. However, the Pool is to be kept open so that all on-going expenses associated with the investment contract can be properly reported and charged to the TRS.

**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.

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

**Income Taxes** - The IMB is a public corporation organized under laws of the State of West Virginia and exempt from U.S. federal and state taxation. 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. Accordingly, no provision for income taxes is required as of August 31, 2014.



**Financial Statements - Unaudited**

**August 31, 2014**



# Private Equity Pool

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## Financial Statements - Unaudited August 31, 2014

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# Private Equity Pool

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## Statement of Assets and Liabilities - Unaudited

August 31, 2014

(Amounts in thousands, except unit data)

### Assets

Investments at fair value (cost \$1,057,653)	\$	1,409,431
Dividends receivable		<u>1</u>
<b>Total assets</b>		<b>1,409,432</b>

### Liabilities

Accrued expenses		<u>224</u>
<b>Net assets</b>	<b>\$</b>	<b><u>1,409,208</u></b>

### Analysis of net assets

Paid-in capital	\$	858,769
Accumulated undistributed net investment loss		(733)
Accumulated undistributed net realized gain from investments		199,394
Unrealized net appreciation of investments		<u>351,778</u>
<b>Net assets</b>	<b>\$</b>	<b><u>1,409,208</u></b>

### Unit data

Units outstanding		90,387,987
Net asset value, unit price	\$	<u>15.59</u>

See accompanying notes to financial statements.

# Private Equity Pool

## Schedule of Investments - Unaudited

August 31, 2014

*(Amounts in thousands, except share data)*

Description	Shares	Cost	Fair Value
<b><u>Private Equity Partnerships</u></b>			
<i>Corporate Finance - Buyout Funds</i>			
Advent International GPE VI - A, L.P.		\$ 29,334	\$ 45,905
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. Contractual termination date is in March 2018.			
Redemption Provisions - Upon termination of the partnership.			
A detail of the underlying investments is not available.			
Altaris Health Partners III, L.P.		2,656	3,548
Investment Objective - To make growth equity investments in control and non-control environments in small and lower middle market companies within the healthcare industry. Contractual termination date is in March 2023.			
Redemption Provisions - Upon termination of the partnership.			
A detail of the underlying investments is not available.			
Carlyle Partners V, L.P.		31,515	44,587
Investment Objective - To generate superior, long-term capital appreciation through privately negotiated equity and equity related investments. Contractual termination date is in December 2018.			
Redemption Provisions - Upon termination of the partnership.			
A detail of the underlying investments is not available.			
Court Square Capital Partners III, L.P.		7,861	7,543
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. Contractual termination date is in May 2023.			
Redemption Provisions - Upon termination of the partnership.			
A detail of the underlying investments is not available.			
Franklin Park International Fund 2013, L.P.		3,476	3,142
Investment Objective - To realize long-term compounded returns in excess of those available through conventional investments in the public equity markets by investing in funds outside of the United States, Canada, and western Europe. Contractual termination date is in February 2028.			
Redemption Provisions - Upon termination of the partnership.			
A detail of the underlying investments is not available.			
Hellman & Friedman Capital Partners VII, L.P.		22,604	25,790
Investment Objective - To make investments, both domestically and internationally, in public and private companies seeking long-term capital appreciation. Contractual termination date is in June 2021.			
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 - Unaudited (continued)

**August 31, 2014**

*(Amounts in thousands, except share data)*

Description	Shares	Cost	Fair Value
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. Contractual termination date is in September 2020. Redemption Provisions - Upon termination of the partnership. A detail of the underlying investments is not available.		19,472	22,015
LS Power Equity Partners III, L.P. Investment Objective - To acquire and operate electric power generation and transmission assets in the United States through multi-asset acquisitions. Contractual termination date is in February 2024. Redemption Provisions - Upon termination of the partnership. A detail of the underlying investments is not available.		9,913	9,108
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. Contractual termination date is in August 2020. Redemption Provisions - Upon termination of the partnership. A detail of the underlying investments is not available.		24,883	22,507
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. Contractual termination date is in December 2017. Redemption Provisions - Upon termination of the partnership. A detail of the underlying investments is not available.		23,057	39,006
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. Contractual termination date is in December 2021. Redemption Provisions - Upon termination of the partnership. A detail of the underlying investments is not available.		33,427	39,211

*See accompanying notes to financial statements.*

# Private Equity Pool

## Schedule of Investments - Unaudited (continued)

**August 31, 2014**

*(Amounts in thousands, except share data)*

Description	Shares	Cost	Fair Value
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. Contractual termination date is in August 2018. Redemption Provisions - Upon termination of the partnership. A detail of the underlying investments is not available.		18,833	22,027
Odyssey Investment Partners Fund V, 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. Contractual termination date is in July 2024. Redemption Provisions - Upon termination of the partnership. A detail of the underlying investments is not available.		244	244
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. Contractual termination date is in December 2019. Redemption Provisions - Upon termination of the partnership. A detail of the underlying investments is not available.		23,090	26,611
Riverside Fund V, 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. Contractual termination date is in May 2022. Redemption Provisions - Upon termination of the partnership. A detail of the underlying investments is not available.		11,686	7,796
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. Contractual termination date is in December 2021. Redemption Provisions - Upon termination of the partnership. A detail of the underlying investments is not available.		20,972	25,026

*See accompanying notes to financial statements.*

# Private Equity Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
Thoma Bravo Fund XI, L.P. Investment Objective - To seek long-term capital appreciation by acquiring, holding, and disposing of securities involved in or connected with application, infrastructure and security software, with a secondary focus on business, media and technology-enabled services. Contractual termination date is in May 2024. Redemption Provisions - Upon termination of the partnership. A detail of the underlying investments is not available.		3,615	3,590
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. Contractual termination date is in June 2021. Redemption Provisions - Upon termination of the partnership. A detail of the underlying investments is not available.		19,128	16,121
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. Contractual termination date is in May 2020. Redemption Provisions - Upon termination of the partnership. A detail of the underlying investments is not available.		31,128	45,707
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. Contractual termination date is in October 2022. Redemption Provisions - Upon termination of the partnership. A detail of the underlying investments is not available.		15,022	18,247
<i>Total Corporate Finance - Buyout Funds</i>		351,916	427,731
<i>Corporate Finance - Distressed Debt</i>			
Castlelake 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. Contractual termination date is in July 2018. Redemption Provisions - Upon termination of the partnership. A detail of the underlying investments is not available.		36,999	48,921
Castlelake III, 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. Contractual termination date is in July 2018. Redemption Provisions - Upon termination of the partnership. A detail of the underlying investments is not available.		17,875	18,125

See accompanying notes to financial statements.



# Private Equity Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
Clearlake Capital III, L.P.		21,504	23,276
Investment Objective - To make special situation investments in small and middle market companies, specifically distressed debt, rescue financing, growth capital, and turnaround investments. Contractual termination date is in October 2022.			
Redemption Provisions - Upon termination of the partnership.			
A detail of the underlying investments is not available.			
<i>Total Corporate Finance - Distressed Debt</i>		76,378	90,322
<i>Corporate Finance - Growth Equity</i>			
LLR Equity Partners III, L.P.		26,785	36,601
Investment Objective - To provide investors with substantial long-term capital gains by investing in a diversified portfolio of equity securities. Contractual termination date is in July 2018.			
Redemption Provisions - Upon termination of the partnership.			
A detail of the underlying investments is not available.			
TA XI, L.P.		24,837	29,698
Investment Objective - To achieve capital appreciation with relatively modest risk by originating investments in profitable, middle-market companies in growth industries. Contractual termination date is in July 2020.			
Redemption Provisions - Upon termination of the partnership.			
A detail of the underlying investments is not available.			
<i>Total Corporate Finance - Growth Equity</i>		51,622	66,299
<i>Corporate Finance - Mezzanine</i>			
Insight Equity Mezzanine I, L.P.		8,983	8,915
Investment Objective - To invest in mezzanine securities issued by companies in which Insight is also an equity sponsor. Contractual termination date is in February 2019.			
Redemption Provisions - Upon termination of the partnership.			
A detail of the underlying investments is not available.			
Levine Leichtman Capital Partners V, L.P.		11,336	10,424
Investment Objective - To make debt and equity investments in middle market companies which typically provide both elements of current income and equity appreciation. Contractual termination date is ten years from the final close.			
Redemption Provisions - Upon termination of the partnership.			
A detail of the underlying investments is not available.			
<i>Total Corporate Finance - Mezzanine</i>		20,319	19,339
<i>Corporate Finance - Turnaround</i>			
H.I.G. Bayside Debt & LBO Fund II, L.P.		24,865	24,783
Investment Objective - To invest in distressed debt obligations and other securities of distressed lower middle market companies. Contractual termination date is in May 2016.			
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 - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
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. Contractual termination date is in October 2018. Redemption Provisions - Upon termination of the partnership. A detail of the underlying investments is not available.		23,770	29,411
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. Contractual termination date is in November 2017. Redemption Provisions - Upon termination of the partnership. A detail of the underlying investments is not available.		23,191	34,387
KPS Special Situations Fund IV, L.P. Investment Objective - 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. Contractual termination date is May 2026. Redemption Provisions - Upon termination of the partnership. A detail of the underlying investments is not available.		3,285	3,249
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. Contractual termination date is in August 2018. Redemption Provisions - Upon termination of the partnership. A detail of the underlying investments is not available.		27,182	32,158
Sycamore Partners II, L.P. Investment Objective - To realize long-term compounded returns in excess of those available through conventional investments in the public equity markets. Contractual termination date is in February 2028. Redemption Provisions - Upon termination of the partnership. A detail of the underlying investments is not available.		2,280	2,607
<i>Total Corporate Finance - Turnaround</i>		104,573	126,595

See accompanying notes to financial statements.

# Private Equity Pool

## Schedule of Investments - Unaudited (continued)

**August 31, 2014**

*(Amounts in thousands, except share data)*

Description	Shares	Cost	Fair Value
<i>Venture Capital</i>			
Franklin Park Venture Fund Series 2008, L.P.		19,867	26,633
Investment Objective - To realize long-term compounded returns in excess of those available through conventional investments in the public equity markets. Contractual termination date is in March 2023.			
Redemption Provisions - Upon termination of the partnership.			
A detail of the underlying investments is not available.			
Franklin Park Venture Fund Series 2009, L.P.		17,587	32,316
Investment Objective - To target underperforming middle market retail and consumer companies. Contractual termination date is May 2024.			
Redemption Provisions - Upon termination of the partnership.			
A detail of the underlying investments is not available.			
Franklin Park Venture Fund Series 2010, L.P.		11,426	14,872
Investment Objective - To realize long-term compounded returns in excess of those available through conventional investments in the public equity markets. Contractual termination date is in January 2025.			
Redemption Provisions - Upon termination of the partnership.			
A detail of the underlying investments is not available.			
Franklin Park Venture Fund Series 2011, L.P.		14,188	16,933
Investment Objective - To realize long-term compounded returns in excess of those available through conventional investments in the public equity markets. Contractual termination date is in January 2026.			
Redemption Provisions - Upon termination of the partnership.			
A detail of the underlying investments is not available.			
Franklin Park Venture Fund Series 2012, L.P.		9,964	10,858
Investment Objective - To realize long-term compounded returns in excess of those available through conventional investments in the public equity markets. Contractual termination date is in January 2027.			
Redemption Provisions - Upon termination of the partnership.			
A detail of the underlying investments is not available.			
Franklin Park Venture Fund Series 2013, L.P.		3,902	3,774
Investment Objective - To realize long-term compounded returns in excess of those available through conventional investments in the public equity markets. Contractual termination date is in February 2028.			
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 - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
Franklin Park Venture Fund Series 2014, L.P.		2,091	2,085
Investment Objective - To realize long-term compounded returns in excess of those available through conventional investments in the public equity markets. Contractual termination date is in January 2029.			
Redemption Provisions - Upon termination of the partnership.			
A detail of the underlying investments is not available.			
<i>Total Venture Capital</i>		79,025	107,471
Total Private Equity Partnerships - 59.4%		683,833	837,757
<b><u>Multiple Strategy Hedge Fund</u></b>			
Bridgewater All Weather Portfolio II, LTD	259,702	282,015	471,338
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.			
Total Multiple Strategy Hedge Fund - 33.5%		282,015	471,338
<b><u>Investment in Other Fund</u></b>			
State Street Global Advisors Russell 3000 Index Non-Lending Fund	3,732,514	67,933	76,464
Investment Objective - To match the return of the Russell 3000 Index.			
Redemption Provisions - Daily			
No underlying investments exceed 5% of net assets of the Private Equity Pool.			
Total Investment in Other Fund - 5.4%		67,933	76,464
<b><u>Short-term Issue</u></b>			
Dreyfus Cash Management Institutional Fund - 1.7%	23,871,509	23,872	23,872
Total Investments - 100.0%		\$ 1,057,653	\$ 1,409,431

See accompanying notes to financial statements.

# Private Equity Pool

**Statement of Operations - Unaudited**  
**Period Ended August 31, 2014\***  
*(Amounts in thousands)*

	<u>Month</u>	<u>Year To Date</u>
<b>Investment income</b>		
Dividends	\$ 1	\$ 2
<b>Total investment income</b>	1	2
<b>Expenses</b>		
Trustee fees	(1)	(1)
Management fees	(33)	(67)
Professional service fees	(77)	(152)
Management fees - external	(2)	(4)
<b>Total expenses</b>	(113)	(224)
<b>Investment loss, net</b>	(112)	(222)
<b>Realized and unrealized gain from investments</b>		
Net realized gain from investments	4,575	6,567
Net change in unrealized appreciation (depreciation) on investments	25,068	20,699
<b>Net gain from investments</b>	29,643	27,266
<b>Net increase in net assets from operations</b>	<u>\$ 29,531</u>	<u>\$ 27,044</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 August 31, 2014\***  
*(Amounts in thousands, except unit data)*

	<b>Month</b>	<b>Year To Date</b>
<b>Operations</b>		
Investment loss, net	\$ (112)	\$ (222)
Net realized gain from investments	4,575	6,567
Net change in unrealized appreciation (depreciation) on investments	25,068	20,699
<b>Net increase in net assets from operations</b>	29,531	27,044
<b>Unit transactions</b>		
Proceeds from sale of units	15,935	31,401
Amount paid for repurchase of units	(1,024)	(4,295)
<b>Net increase in net assets from unit transactions</b>	14,911	27,106
<b>Increase in net assets</b>	44,442	54,150
<b>Net assets, beginning of period</b>	1,364,766	1,355,058
<b>Net assets, end of period</b>	\$ 1,409,208	\$ 1,409,208
<b>Unit data</b>		
Units sold	1,043,963	2,055,387
Units repurchased	(67,086)	(280,992)
<b>Net increase in units</b>	976,877	1,774,395

*\*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 August 31, 2014\***  
*(Amounts in thousands)*

	<u>Month</u>	<u>Year To Date</u>
<b>Cash flows from operating activities</b>		
Net increase in net assets from operations	\$ 29,531	\$ 27,044
Adjustments to reconcile net increase in net assets from operations to net cash used in operating activities:		
Contributions to limited partnerships	(9,901)	(49,521)
Purchase of investments	(15,229)	(10,000)
Distributions from limited partnerships	13,478	13,478
Purchases and sales of short-term investment securities, net	(3,198)	19,124
Increase in accrued expenses	16	23
Net realized gain from investments	(4,575)	(6,567)
Net change in unrealized appreciation (depreciation) on investments	(25,068)	(20,699)
<b>Net cash used in operating activities</b>	(14,946)	(27,118)
<b>Cash flows from financing activities</b>		
Proceeds from units sold	15,935	31,401
Paid for repurchase of units	(1,024)	(4,295)
<b>Net cash provided by financing activities</b>	14,911	27,106
<b>Net change in cash</b>	(35)	(12)
<b>Cash</b>		
Beginning balance	35	12
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.*

# Private Equity Pool

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## Notes to Financial Statements

(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	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 investments in private equity funds, a hedge fund, and a commingled investment fund. Franklin Park Associates, LLC has been retained by the IMB to provide consulting services for the private equity funds. The hedge fund is managed by Bridgewater Associates, LP and the commingled investment fund is managed by State Street Global Advisors.

### NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

**Investment Valuation** - The IMB reports its investments at fair value in accordance with the Financial Accounting Standards Board's Accounting Standards Codification Topic 820 (ASC 820). Refer to Note 3 for further discussion and presentation of the reporting requirements under ASC 820.



# Private Equity Pool

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## Notes to Financial Statements

(Amounts in thousands, except share data)

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

Fair value of the Pool's portfolio investments is determined as follows:

- Investments in private equity partnerships and other private funds are not securities for which market quotations are readily available. The IMB has concluded that the net asset value reported by the general partners approximates the fair value of these investments and consequently these investments are carried at net asset value as a practical expedient for fair market value. 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 IMB's interests in the funds. Although a secondary market exists for these investments, it is not active and individual transactions are typically not observable. When transactions do occur in this limited secondary market, they may occur at discounts to the reported net asset value. It is therefore reasonably possible that if the IMB were to sell these investments in the secondary market a buyer may require a discount to the reported net asset value, and the discount could be significant. The IMB believes that the net asset value of such investments is a reasonable estimate of fair value as of August 31, 2014.
- Open-end regulated investment companies or other commingled investment funds are valued at the net asset value of the fund as reported by the fund's administrator.

Investments for which the fair value cannot be determined by one of the above listed processes are valued at fair value as determined in accordance with the IMB's established procedures.

**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 investments in partnerships are recognized when the partnership 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.

**Income from Partnerships** - Income from private equity partnerships and other private funds 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. Direct investment-related costs include fees charged by external managers, the custodian bank, legal counsel, and the consultant. Other expenses are allocated to the individual pools based on asset size. The IMB pays all expenses on behalf of the Pool. In addition to these direct and allocated expenses, the Pool bears certain expenses indirectly, such as fees of other investment funds in which the Pool invests that are reflected in the reported net asset value of such funds.

**Income Taxes** - The IMB is a public corporation organized under laws of the State of West Virginia and exempt from U.S. federal and state taxation. 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. Accordingly, no provision for income taxes is required as of August 31, 2014.

# Private Equity Pool

## Notes to Financial Statements (Amounts in thousands, except share data)

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

**Indemnifications** - In the normal course of business, the IMB has entered into contracts that provide a variety of indemnifications. Any exposure to the Pool under these arrangements would involve future claims that may be made against the IMB. The Pool's maximum exposure under these arrangements is unknown. No such claims have occurred, nor are they expected to occur therefore the IMB expects the risk of loss to be remote.

### 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 with redemption terms that are not short term.

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 August 31, 2014:

<u>Assets</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Corporate finance - buyout funds	\$ -	\$ -	\$ 427,731	\$ 427,731
Corporate finance - distressed debt	-	-	90,322	90,322
Corporate finance - growth equity	-	-	66,299	66,299
Corporate finance - mezzanine	-	-	19,339	19,339
Corporate finance - turnaround	-	-	126,595	126,595
Investment in other fund	-	76,464	-	76,464
Multiple strategy hedge fund	-	-	471,338	471,338
Short-term issue	23,872	-	-	23,872
Venture capital	-	-	107,471	107,471
Total	<u>\$ 23,872</u>	<u>\$ 76,464</u>	<u>\$ 1,309,095</u>	<u>\$ 1,409,431</u>

# Private Equity Pool

## Notes to Financial Statements (Amounts in thousands, except share data)

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

There were no transfers in or out of Levels 1 and 2 during the period ended August 31, 2014.

The reconciliation of the beginning and ending balances of Level 3 investments for the period ended August 31, 2014, was as follows:

	Corporate finance - buyout funds	Corporate finance - distressed debt	Corporate finance - growth equity	Corporate finance - mezzanine
Balance at June 30, 2014	\$ 402,129	\$ 81,212	\$ 61,916	\$ 12,031
Net realized gain/(loss)	1,718	2,613	722	331
Net change in unrealized appreciation/(depreciation)	5,285	(286)	2,361	(332)
Contributions	25,045	9,396	3,200	7,640
Purchases	-	-	-	-
Distributions	(6,446)	(2,613)	(1,900)	(331)
Sales	-	-	-	-
Net transfers in/(out) of Level 3	-	-	-	-
Balance at August 31, 2014	<u>\$ 427,731</u>	<u>\$ 90,322</u>	<u>\$ 66,299</u>	<u>\$ 19,339</u>

	Corporate finance - turnaround	Multiple strategy hedge fund	Venture capital	Total
Balance at June 30, 2014	\$ 123,654	\$ 462,724	\$ 103,678	\$ 1,247,344
Net realized gain/(loss)	1,183	-	-	6,567
Net change in unrealized appreciation/(depreciation)	3,499	8,614	(1)	19,140
Contributions	447	-	3,794	49,522
Purchases	-	-	-	-
Distributions	(2,188)	-	-	(13,478)
Sales	-	-	-	-
Net transfers in/(out) of Level 3	-	-	-	-
Balance at August 31, 2014	<u>\$ 126,595</u>	<u>\$ 471,338</u>	<u>\$ 107,471</u>	<u>\$ 1,309,095</u>

The total change in unrealized appreciation (depreciation) included in the Statement of Operations attributable to Level 3 investments still held at August 31, 2014, includes the following:

Corporate finance - buyout funds	\$ 5,285
Corporate finance - distressed debt	(286)
Corporate finance - growth equity	2,361
Corporate finance - mezzanine	(332)
Corporate finance - turnaround	3,499
Multiple strategy hedge fund	8,614
Venture capital	(1)
Total	<u>\$ 19,140</u>

# Private Equity Pool

## Notes to Financial Statements

(Amounts in thousands, except share data)

### 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 August 31, 2014, the IMB had made commitments to forty-two private equity general partnerships.

Partnership Classification	Total Commitment	Funded Commitment	Unfunded Commitment
Corporate finance - buyout funds	\$ 884,000	\$ 427,404	\$ 456,596
Corporate finance - distressed debt	120,000	76,378	43,622
Corporate finance - growth equity	80,000	65,414	14,586
Corporate finance - mezzanine	50,000	20,016	29,984
Corporate finance - turnaround	250,000	129,795	120,205
Venture capital	173,000	82,396	90,604
Total	<u>\$ 1,557,000</u>	<u>\$ 801,403</u>	<u>\$ 755,597</u>

### NOTE 5. FINANCIAL HIGHLIGHTS

#### Per Unit Operating Performance (a):

Net asset value at June 30, 2014	\$ 15.29
Net realized and unrealized gain on investment transactions	0.30
Net asset value at August 31, 2014	<u>\$ 15.59</u>

**Total Return (b)** 2.0%

#### Supplemental Data:

Net assets, end of period	\$ 1,409,208
Ratio to average net assets (c):	
Expenses	0.10%
Net investment income	-0.10%
Portfolio turnover rate	1.00%

- (a) Calculation based on the average shares outstanding
- (b) Return data is net of fees for the fiscal year-to-date and is not annualized
- (c) All ratios are for the fiscal year-to-date annualized and do not reflect the Pool's proportionate share of income and expenses of the underlying investee funds.

# Private Equity Pool

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## Notes to Financial Statements (Amounts in thousands, except share data)

### NOTE 6. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at August 31, 2014.

<u>Participant</u>	<u>Account Value</u>
Teachers' Retirement System	\$ 668,490
Public Employees' Retirement System	567,838
West Virginia Retiree Health Benefit Trust Fund	59,567
State Police Death, Disability and Retirement Fund	58,235
Deputy Sheriff's Retirement System	16,196
Judges' Retirement System	16,052
State Police Retirement System	11,937
Wildlife Endowment Fund	5,352
Emergency Medical Services Retirement System	5,276
Municipal Policemen's or Firemen's Pension and Relief Funds	143
Municipal Police Officers' and Firefighters' Retirement System	122
Total	<u>\$ 1,409,208</u>



**Financial Statements - Unaudited**

**August 31, 2014**





# Real Estate Pool

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## Financial Statements - Unaudited August 31, 2014

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# Real Estate Pool

## Statement of Assets and Liabilities - Unaudited

August 31, 2014

(Amounts in thousands, except unit data)

### Assets

Investments at fair value (cost \$1,245,418), including securities on loan of \$2,897 (Note 4)	\$	1,406,725
Cash denominated in foreign currencies (cost \$237)		237
Receivables:		
Investments sold		776
Foreign tax withholding		24
Interest		1,729
Dividends		170
Securities lending income		3
		<u>          </u>
<b>Total assets</b>		<b>1,409,664</b>

### Liabilities

Accrued expenses		655
Payable for investments purchased		1,705
Payable upon return of securities loaned (Note 4)		1,201
		<u>          </u>
<b>Total liabilities</b>		<b>3,561</b>
		<u>          </u>
<b>Net assets</b>	<b>\$</b>	<b>1,406,103</b>

### Analysis of net assets

Paid-in capital	\$	1,114,126
Accumulated undistributed net investment income		57,886
Accumulated undistributed net realized gain from investments		72,823
Accumulated undistributed net realized loss from foreign currency transactions		(38)
Unrealized net appreciation of investments		162,253
Unrealized net depreciation on translation of assets and liabilities in foreign currencies		(947)
		<u>          </u>
<b>Net assets</b>	<b>\$</b>	<b>1,406,103</b>

### Unit data

Units outstanding		118,948,548
Net asset value, unit price	\$	<u>          </u> <u>          </u> 11.82

See accompanying notes to financial statements.

# Real Estate Pool

## Schedule of Investments - Unaudited August 31, 2014 (Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
<b>Private Real Estate Partnerships and Funds</b>			
<i>Core Funds</i>			
CIM VI-1, LLC		\$ 29,691	\$ 30,908
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. Contractual termination date is in December 2019.			
Redemption Provisions - Upon termination of partnership.			
A detail of the underlying investments is not available.			
Harrison Street Core Property Fund, L.P.		50,000	56,568
Investment Objective - To invest primarily in a core portfolio of properties related to education, healthcare, and storage sectors of the commercial real estate market. No contractual termination date.			
Redemption Provisions - Quarterly subject to the terms of the fund's governing documents and available liquidity.			
A detail of the underlying investments is not available.			
Invesco Core Real Estate - U.S.A., L.P.		130,000	149,183
Investment Objective - The Fund will invest in core properties located in the United States. No contractual termination date.			
Redemption Provisions - Quarterly with 90 days written notice.			
A detail of the underlying investments is not available.			
PCCP First Mortgage II, L.P.		35,956	35,186
Investment Objective - To invest in senior, floating-rate first mortgage loans secured by commercial real estate properties. Contractual termination date is in December 2019.			
Redemption Provisions - Upon termination of partnership.			
A detail of the underlying investments is not available.			
Quadrant Fund I, LLC		15,000	14,685
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. No contractual termination date.			
Redemption Provisions - Quarterly on the last business day.			
No underlying investments exceed 5% of net assets of the Private Real Estate Pool.			
RREEF America REIT II, Inc.		130,000	157,958
Investment Objective - To invest in a portfolio of income producing core real estate properties diversified by property type and geographically in the United States. No contractual termination date.			
Redemption Provisions - Quarterly with 45 days written notice.			
A detail of the underlying investments is not available.			
UBS Trumbull Property Fund		50,000	68,834
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. No contractual termination date.			
Redemption Provisions - Quarterly with 60 days written notice.			
A detail of the underlying investments is not available.			
UBS Trumbull Property Income Fund		63,000	70,991
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. No contractual termination date.			
Redemption Provisions - Quarterly with 60 days written notice.			
A detail of the underlying investments is not available.			
<i>Total Core Funds</i>		503,647	584,313
<i>Opportunistic Funds</i>			
Blackstone RE Partners Europe III, L.P.		14,834	20,343
Investment Objective - To invest in a broad range of real estate and real estate related investments in Europe. Contractual termination date is in December 2018.			
Redemption Provisions - Upon termination of partnership.			
A detail of the underlying investments is not available.			

See accompanying notes to financial statements.

# Real Estate Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
Blackstone RE Partners Europe IV, L.P. Investment Objective - To invest in a broad range of real estate and real estate related investments in Europe. Contractual termination date is in March 2025. Redemption Provisions - Upon termination of partnership. A detail of the underlying investments is not available.		12,194	12,660
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. Contractual termination date is in May 2019. Redemption Provisions - Upon termination of partnership. A detail of the underlying investments is not available.		38,354	38,603
Lone Star Real Estate Fund II, L.P. Investment Objective - To invest in distressed global commercial real estate debt and equity investments. Contractual termination date is in December 2017. Redemption Provisions - Upon termination of partnership. A detail of the underlying investments is not available.		4,274	7,162
Lone Star Real Estate Fund III, L.P. Investment Objective - To invest in distressed global commercial real estate debt and equity investments. Contractual termination date is in October 2021. Redemption Provisions - Upon termination of partnership. A detail of the underlying investments is not available.		6,300	6,059
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. Contractual termination date is in December 2017. Redemption Provisions - Upon termination of partnership. A detail of the underlying investments is not available.		1,113	4,640
Lone Star Fund VIII, 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. Contractual termination date is in May 2021. Redemption Provisions - Upon termination of partnership. A detail of the underlying investments is not available.		7,401	8,680
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. Contractual termination date is in December 2021. Redemption Provisions - Upon termination of partnership. A detail of the underlying investments is not available.		16,750	25,288
Oaktree Real Estate Opportunities Fund VI, 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. Contractual termination date is in August 2022. Redemption Provisions - Upon termination of partnership. A detail of the underlying investments is not available.		21,000	22,163
<i>Total Opportunistic Funds</i>		122,220	145,598
<i>Value Funds</i>			
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. Contractual termination date is in September 2020. Redemption Provisions - Upon termination of partnership. A detail of the underlying investments is not available.		26,292	28,070

See accompanying notes to financial statements.

# Real Estate Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
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%. Contractual termination date is in February 2021. Redemption Provisions - Upon termination of partnership. A detail of the underlying investments is not available.		27,207	35,803
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. Contractual termination date is in February 2019. Redemption Provisions - Upon termination of partnership. A detail of the underlying investments is not available.		16,133	16,604
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%. Contractual termination date is in January 2021. Redemption Provisions - Upon termination of partnership. A detail of the underlying investments is not available.		8,707	9,164
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. Contractual termination date is in December 2021. Redemption Provisions - Upon termination of partnership. A detail of the underlying investments is not available.		27,432	30,334
DRA Growth & Income Fund VIII, 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. Contractual termination date is in January 2024. Redemption Provisions - Upon termination of partnership. A detail of the underlying investments is not available.		-	85
Madison International Real Estate Liquidity Fund V, L.P. Investment Objective - To acquire illiquid ownership interests in core-quality properties within the United States and Europe with long-term cash flow profiles and limited lease expiration risks. Contractual termination date is eight years from the final closing. Redemption Provisions - Upon termination of partnership. A detail of the underlying investments is not available.		22,296	27,652
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. Contractual termination date is in December 2017. Redemption Provisions - Upon termination of partnership. A detail of the underlying investments is not available.		9,321	16,220
Mesa West Real Estate Income Fund III, 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. Contractual termination date is in March 2021. Redemption Provisions - Upon termination of partnership. A detail of the underlying investments is not available.		22,766	22,263

See accompanying notes to financial statements.

# Real Estate Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
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. Contractual termination date is in December 2016. Redemption Provisions - Upon termination of partnership. A detail of the underlying investments is not available.		7,529	5,286
Rubenstein Properties Fund II, L.P. Investment Objective - To invest in value-added office real estate opportunities across the eastern United States. Contractual termination date is in April 2024. Redemption Provisions - Upon termination of partnership. A detail of the underlying investments is not available.		4,852	4,566
<i>Total Value Funds</i>		172,535	196,047
Total Private Real Estate Partnerships and Funds - 65.9%		798,402	925,958
<b>Common Stock</b>			
<i>Australia</i>			
CFS Retail Property Trust	113,676	217	229
Federation Centres	130,900	275	326
Goodman Group	99,711	379	520
GPT Group	109,000	334	407
Investa Office Fund	58,954	158	202
Mirvac Group	313,285	473	538
Scentre Group	220,033	653	706
Stockland	284,562	1,056	1,131
Westfield Corp	21,718	205	155
<i>Total Australia - 0.3%</i>		3,750	4,214
<i>Bermuda</i>			
Hongkong Land Holdings	168,084	1,055	1,151
Kerry Properties Ltd	142,000	661	528
Shangri-La Asia Ltd	240,416	544	372
<i>Total Bermuda - 0.1%</i>		2,260	2,051
<i>Canada</i>			
Boardwalk	2,900	154	184
Canadian	3,500	129	156
RioCan	47,176	1,162	1,178
<i>Total Canada - 0.1%</i>		1,445	1,518
<i>Cayman Islands</i>			
China Resources Land Ltd	63,300	124	145
Lifestyle International Hldngs	310,000	704	576
<i>Total Cayman Islands - 0.1%</i>		828	721
<i>China</i>			
Guangzhou R&F Properties Corp - 0.0%	148,600.00	228	179
<i>France</i>			
Fonciere des Regions	724	55	73
Gecina SA	1,013	127	143
ICADE	9,680	929	902
Klepierre	13,265	500	633
Mercialys	5,950	130	148
Unibail-Rodamco	5,435	1,157	1,463
<i>Total France - 0.2%</i>		2,898	3,362
<i>Germany</i>			
Gafgah SA	18,078.00	298	355
LEG Immobilien AG	6,670.00	420	497
<i>Total Germany - 0.1%</i>		718	852

See accompanying notes to financial statements.

## Real Estate Pool

### Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
<i>Hong Kong</i>			
China Overseas Land & Invstmnt	150,000	307	422
Hang Lung Properties Ltd	203,800	861	673
Hysan Development Company	154,471	564	757
Link REIT	33,600	124	199
New World Development Co Ltd	214,000	262	271
Sun Hung Kai Properties Ltd	87,193	1,244	1,323
Swire Properties Limited	101,900	301	342
Wharf Hldgs Ltd	10,124	67	79
<i>Total Hong Kong - 0.3%</i>		3,730	4,066
<i>Japan</i>			
Activia Properties Inc	8	57	71
AEON Mall Company Ltd	28,600	593	624
Daiwa House Industry Co Ltd	46,500	539	881
GLP-J-REIT	146	151	175
Hulic Company Limited	3,760	45	43
Japan Hotel REIT Investment	136	80	82
Japan Real Estate Inv Corp	76	356	418
Japan Retail Fund Inv Corp	239	437	502
Kenedix Realty Investment Corp	38	153	211
Mitsubishi Estate Co Ltd	77,637	1,481	1,795
Mitsui Fudosan Co Ltd	81,700	1,616	2,607
Nippon Prologis REIT Inc	82	148	199
Nomura Real Estate Holdings	8,700	164	157
NTT Urban Development Corp	8,153	92	94
Orix Jreit Inc	108	140	145
Sumitomo Realty & Development	19,600	657	760
Tokyo Tatemono Company Ltd	8,100	47	69
United Urban Investment Corp	161	205	260
<i>Total Japan - 0.6%</i>		6,961	9,093
<i>Netherlands</i>			
Corio NV	2,159	96	116
Eurocommercial Properties NV	3,341	131	165
Nieuwe Steen Investments NV	39,640	213	226
<i>Total Netherlands - 0.0%</i>		440	507
<i>Singapore</i>			
CapitaCommercial Trust	231,000	246	315
CapitaLand Ltd	279,600	785	744
City Developments Ltd	66,000	582	530
Global Logistic Properties	212,700	406	486
Suntec REIT	159,000	207	233
Wing Tai Holdings Ltd	118,938	155	178
<i>Total Singapore - 0.2%</i>		2,381	2,486
<i>Spain</i>			
Melia International SA	43,600	368	486
Merlin Properties Socimi SA	22,100	301	291
<i>Total Spain - 0.1%</i>		669	777
<i>Sweden</i>			
Castellum AB	37,907	475	620
Fabege AB	2,700	34	36
Hufvudstaden AB	10,032	120	134
<i>Total Sweden - 0.1%</i>		629	790
<i>Switzerland</i>			
PSP Swiss Property AG - 0.0%	2,018	185	183
<i>Thailand</i>			
Central Pattana Public Company - 0.0%	333,500	154	504

See accompanying notes to financial statements.

# Real Estate Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
<i>United Kingdom</i>			
British Land Company PLC	38,355	349	465
Capital & Counties Properties	56,145	322	312
Derwent London PLC	23,640	554	1,096
Great Portland Estates PLC	98,534	560	1,074
Hammerson PLC	80,891	552	816
Land Securities Group PLC	84,094	1,010	1,511
Safestore Holdings PLC	34,000	69	121
Shaftesbury PLC	20,833	136	237
Unite Group PLC	10,781	75	78
<i>Total United Kingdom - 0.4%</i>		3,627	5,710
<i>United States</i>			
Alexandria Real Estate Equitie	110,400	5,265	5,788
American Campus Communities	15,500	575	612
American Homes 4 Rent-A	28,700	467	513
American Realty Capital Prop	112,700	2,056	2,269
Apartment Investment & Mgmt Co	109,013	3,155	3,736
Avalonbay Communities Inc	42,910	5,605	6,612
BioMed Realty Trust Inc	146,650	2,983	3,292
Boston Properties Inc	52,200	5,354	6,338
Brandywine Realty Trust	120,350	1,849	1,928
Brixmor Property Group Inc	57,400	1,285	1,359
Campus Crest Communities Inc	69,400	1,744	1,780
CBL & Associates Properties	140,000	3,132	3,493
Cousins Properties Inc	8,000	100	102
CubeSmart	162,700	2,796	3,026
DCT Industrial Trust Inc	26,800	206	213
DDR Corp	255,290	4,632	5,231
Douglas Emmett Inc	74,110	1,909	2,117
Duke Realty Corp	220,045	3,661	4,187
Equity Lifestyle Properties	35,250	1,535	1,611
Equity One, Inc	18,900	422	446
Equity Residential	122,850	6,934	8,166
Essex Property Trust Inc	22,921	3,578	4,434
Extra Space Storage Inc	11,770	531	620
Federal Realty Investment Trst	18,800	1,979	2,346
General Growth Properties Inc	189,444	3,824	4,676
Glimcher Realty Trust	232,600	5,792	5,817
HCP Inc	84,400	3,552	3,657
Health Care REIT Inc	116,387	6,997	7,865
Healthcare Realty Trust Inc	10,700	263	267
Healthcare Trust of America	15,900	185	198
Highwoods Properties Inc	4,500	147	191
Hilton Worldwide Holdings	13,300	283	337
Host Hotels & Resorts Inc	270,540	4,772	6,174
Hyatt Hotels Corp	23,200	1,374	1,417
Inland Real Estate Corp	80,700	2,159	2,126
Kilroy Realty Corporation	27,680	1,373	1,751
Kimco Realty Corporation	242,180	5,161	5,791
LaSalle Hotel Properties	36,300	1,110	1,327
Lexington Realty Trust	17,900	207	195
Liberty Property Trust	63,650	2,365	2,254
Macerich Company	74,030	4,339	4,833
Pebblebrook Hotel Trust	184,200	4,601	4,877
Plum Creek Timber Co Inc	13,800	611	561
Post Properties Inc	5,700	238	314
Prologis Inc	231,456	8,579	9,476
PS Business Parks Inc	42,600	954	1,086
Public Storage	40,730	6,418	7,135
Ramco-Gershenson Properties	9,100	146	154
Regency Centers Corp	118,250	2,944	3,167
Regency Centers Corp	25,170	1,237	1,438
Retail Opportunity Investments	58,000	885	919
RLJ Lodging Trust	79,100	2,005	2,358

See accompanying notes to financial statements.



# Real Estate Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
Senior Housing Prop Trust	24,000	478	571
Simon Property Group Inc	97,210	13,443	16,529
SL Green Realty Corp	24,300	2,018	2,657
Spirit Realty Capital Inc	33,600	361	397
STAG Industrial Inc	45,750	1,150	1,265
Starwood Hotels & Resorts Inc	16,650	1,246	1,408
Strategic Hotel Capital Inc	13,600	115	162
Sunstone Hotel Investors Inc	108,600	1,393	1,582
Tanger Factory Outlet Centers	3,140	82	110
Taubman Centers Inc	106,720	4,347	4,942
UDR Inc	134,860	3,355	4,035
Urstadt Biddle Properties Inc	94,200	2,328	2,415
Ventas Inc	76,847	4,731	5,055
Vornado Realty LP	56,800	1,553	1,446
Vornado Realty Trust	114,500	6,482	7,820
Washington Prime Group	11,425	147	223
Weingarten Realty Investors	91,890	2,333	2,599
<i>Total United States - 14.5%</i>		179,836	203,796
Total Common Stock - 17.1%		210,739	240,809
<b><u>U.S. Preferred Stock</u></b>			
Apartment Investment & Mgmt Co	200,700	5,029	5,128
Ashford Hospitality Trust	13,000	307	336
CBL & Associates Properties	373,350	9,161	9,599
Commonwealth REIT	99,800	2,405	2,535
Corporate Office Properties	11,600	305	306
Equity Lifestyle Properties	90,150	2,274	2,334
Glimcher Realty Trust	108,965	2,615	2,780
Hudson Pacific Properties	575,350	14,578	15,379
Regency Centers Corp	3,650	87	89
Saul Centers Inc	95,400	2,385	2,399
Summit Hotel Properties	9,150	248	252
Total U.S. Preferred Stock - 2.9%		39,394	41,137
<b><u>Rights</u></b>			
<i>Cayman Islands</i>			
Lifestyle Properties Development	15,500	-	2
<i>Hong Kong</i>			
Sun Hung Kai Properties Ltd	5,080	-	13
Total Rights - 0.0%		-	15
<b><u>U.S. Corporate Bonds</u></b>			
Biomed Realty LP, 3.85% Due 4/15/2016	251	262	262
Brandywine Operation Partners, 5.7% Due 5/1/2017	2,508	2,730	2,745
Brandywine Operation Partners, 4.95% Due 4/15/2018	445	482	482
Camden Property Trust, 5.7% Due 5/15/2017	968	1,080	1,076
Commonwealth, 5.75% Due 11/1/2015	1,351	1,376	1,387
Commonwealth, 6.25% Due 8/15/2016	7,425	7,732	7,876
Commonwealth, 6.25% Due 6/15/2017	5,000	5,157	5,354
DDR Corp, 5.5% Due 5/1/2015	2,492	2,558	2,568
DDR Corp, 9.63% Due 3/15/2016	2,772	2,963	3,135
Equity One, Inc, 6.0% Due 9/15/2016	400	413	436
Equity One, Inc, 6.25% Due 1/15/2017	622	687	686
ERP Operating LP, 5.75% Due 6/15/2017	727	816	813
Government Properties In, 3.75% Due 8/15/2019	3,500	3,520	3,531
HCP Inc, 6.0% Due 3/1/2015	2,163	2,217	2,221
HCP Inc, 6.0% Due 1/30/2017	1,973	2,196	2,192
HCP Inc, 5.63% Due 5/1/2017	1,437	1,598	1,589
Health Care REIT Inc, 3.63% Due 3/15/2016	12,000	11,953	12,482
Health Care REIT Inc, 6.2% Due 6/1/2016	6,947	7,468	7,554
Highwoods Realty LP, 7.5% Due 4/15/2018	1,233	1,451	1,448

See accompanying notes to financial statements.

# Real Estate Pool

## Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
Hospitality Properties Trust, 6.3% Due 6/15/2016	6,950	7,226	7,389
Kilroy Realty Corporation, 5.0% Due 11/3/2015	2,212	2,242	2,315
Kimco Realty Corp, 5.78% Due 3/15/2016	4,154	4,463	4,459
Kimco Realty Corporation, 5.7% Due 5/1/2017	376	418	416
Mack-Cali Realty LP, 5.13% Due 1/15/2015	2,180	2,210	2,213
Mack-Cali Realty LP, 5.8% Due 1/15/2016	5,000	5,270	5,294
Mid-America Apartments LP, 5.5% Due 10/1/2015	8,759	9,157	9,193
Mid-America Apartments LP, 6.05% Due 9/1/2016	2,925	3,167	3,183
Post Apartment Homes LP, 4.75% Due 10/15/2017	16	17	17
Reckson Operating Partnership, 6.0% Due 3/31/2016	13,370	13,855	14,295
Regency Centers LP, 5.88% Due 6/15/2017	1,120	1,253	1,247
Senior Housing Prop Trust, 6.75% Due 4/15/2020	795	909	912
SL Green Realty Corp, 7.75% Due 3/15/2020	1,521	1,830	1,829
Total U.S. Corporate Bonds - 7.9%		108,676	110,599
<b><u>Short-term Issue</u></b>			
Dreyfus Cash Management Institutional Fund - 6.2%	87,006,011	87,006	87,006
<b><u>Investments Made with Cash Collateral for Securities Loaned</u></b>			
BNY Mellon Securities Lending Overnight Fund		1,197	1,197
Mellon SL DBT II Liquidating Fund		4	4
Total Investments Made with Cash Collateral for Securities Loaned - 0.1%		1,201	1,201
Total Investments - 100.1%		<u>\$ 1,245,418</u>	<u>\$ 1,406,725</u>

See accompanying notes to financial statements.

## Real Estate Pool

**Statement of Operations - Unaudited**  
**Period Ended August 31, 2014\***  
*(Amounts in thousands)*

	<b>Month</b>	<b>Year To Date</b>
<b>Investment income</b>		
Interest	\$ 230	\$ 495
Income distributions from private real estate partnerships and funds	1,179	1,499
Dividends, net of foreign withholding taxes (\$15)	691	988
Net securities lending income	2	4
<b>Total investment income</b>	2,102	2,986
<b>Expenses</b>		
Investment advisor fees	(239)	(476)
Trustee fees	(1)	(1)
Custodian bank fees	(8)	(16)
Management fees	(35)	(69)
Professional service fees	(50)	(93)
Management fees - external	-	(186)
<b>Total expenses</b>	(333)	(841)
<b>Investment income, net</b>	1,769	2,145
<b>Realized and unrealized gain (loss) from investments and foreign currency</b>		
Net realized gain (loss) from:		
Investments	6,039	7,773
Foreign currency transactions	(14)	(48)
	6,025	7,725
Net change in unrealized appreciation (depreciation) on:		
Investments	(752)	(759)
Translation of assets and liabilities in foreign currencies	(162)	(496)
	(914)	(1,255)
<b>Net gain from investments and foreign currency</b>	5,111	6,470
<b>Net increase in net assets from operations</b>	\$ 6,880	\$ 8,615

*\*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 August 31, 2014\***  
*(Amounts in thousands, except unit data)*

	<b>Month</b>	<b>Year To Date</b>
<b>Operations</b>		
Investment income, net	\$ 1,769	\$ 2,145
Net realized gain from investments and foreign currency transactions	6,025	7,725
Net change in unrealized appreciation (depreciation) on investments and translation of assets and liabilities in foreign currencies	(914)	(1,255)
<b>Net increase in net assets from operations</b>	6,880	8,615
<b>Unit transactions</b>		
Proceeds from sale of units	92	131,726
Amount paid for repurchase of units	(9,261)	(9,261)
<b>Net increase (decrease) in net assets from unit transactions</b>	(9,169)	122,465
<b>Increase (decrease) in net assets</b>	(2,289)	131,080
<b>Net assets, beginning of period</b>	1,408,392	1,275,023
<b>Net assets, end of period</b>	\$ 1,406,103	\$ 1,406,103
<b>Unit data</b>		
Units sold	7,848	11,211,881
Units repurchased	(787,283)	(787,283)
<b>Net increase (decrease) in units</b>	(779,435)	10,424,598

*\*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 August 31, 2014\***  
*(Amounts in thousands)*

	<b>Month</b>	<b>Year To Date</b>
<b>Cash flows from operating activities</b>		
Net increase in net assets from operations	\$ 6,880	\$ 8,615
Adjustments to reconcile net increase in net assets from operations to net cash provided by (used in) operating activities:		
Contributions to private real estate partnerships and funds	(13,755)	(133,335)
Purchase of investments	(13,237)	(42,630)
Distributions from private real estate partnerships and funds	14,734	20,453
Proceeds from disposition of investments	26,927	52,104
Purchases and sales of short-term investment securities, net	(7,839)	(17,134)
Net disbursement from foreign currency contracts	(1)	(1)
Decrease (increase) in receivable for investments sold	2,402	(342)
Decrease in foreign tax withholding receivable	9	15
Increase in interest receivable	(78)	(425)
Decrease (increase) in dividends receivable	(1)	1,046
Increase in securities lending income receivable	(1)	-
Decrease in accrued expenses	(460)	(221)
Decrease in payable for investments purchased	(1,760)	(4,776)
Net amortization	260	475
Net realized gain from investments	(6,039)	(7,773)
Net realized loss from foreign currency transactions	14	48
Net change in unrealized appreciation (depreciation) on investments	752	759
Net change in unrealized appreciation (depreciation) on the translation of assets and liabilities in foreign currencies	164	496
<b>Net cash provided by (used in) operating activities</b>	8,971	(122,626)
<b>Cash flows from financing activities</b>		
Proceeds from units sold	92	131,726
Amount paid for repurchase of units	(9,261)	(9,261)
<b>Net cash provided by (used in) financing activities</b>	(9,169)	122,465
<b>Net change in cash</b>	(198)	(161)
<b>Cash</b>		
Beginning balance	435	398
Ending balance	\$ 237	\$ 237

*\*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 (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	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 trusts (REITs). Courtland Partners, Ltd. has been retained by the IMB to provide consulting services for the real estate funds and limited partnerships. The REITs are managed by European Investors, Inc. (EII), CBRE Clarion Securities, LLC (CBRE), and Security Capital Research & Management Inc. (SCRM).

### NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

**Investment Valuation** - The IMB reports its investments at fair value in accordance with the Financial Accounting Standards Board's Accounting Standards Codification Topic 820 (ASC 820). Refer to Note 3 for further discussion and presentation of the reporting requirements under ASC 820.

# Real Estate Pool

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## Notes to Financial Statements (Amounts in thousands, except share data)

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

Fair value of the Pool's portfolio securities is determined as follows:

- Investments in private real estate partnerships and funds are not securities for which market quotations are readily available. The IMB has concluded that the net asset value reported by the general partners or fund administrators approximates the fair value of these investments and consequently these investments are carried at net asset value as a practical expedient for fair market value. 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 IMB's interests in the funds. Although a secondary market exists for these investments, it is not active and individual transactions are typically not observable. When transactions do occur in this limited secondary market, they may occur at discounts to the reported net asset value. It is therefore reasonably possible that if the IMB were to sell these investments in the secondary market a buyer may require a discount to the reported net asset value, and the discount could be significant. The IMB believes that the net asset value of such investments is a reasonable estimate of fair value as of August 31, 2014.
- Equity securities are valued at the last sale price or official closing price reported in the market in which they are primarily traded. If no sales have been recorded within the five days preceding the date of the financial statement date, the fair value of the securities is determined in accordance with approved procedures.
- Equity securities that trade in non-U.S. markets are valued in U.S. Dollars using period end spot market exchange rates as supplied by the Pool's custodian.
- Fixed income securities are valued according to prices furnished by independent pricing services to the Pool's custodian. These services determine the security prices by a number of methods including, but not limited to, dealer quotes, live market trading levels when available, live feeds of trade execution data, spreads over U.S. Treasury securities, and other models and formulae appropriate to the specific security type.
- Open-end regulated investment companies or other commingled investment funds are valued at the net asset value of the fund as reported by the fund's administrator.

Investments for which the fair value cannot be determined by one of the above listed processes are valued at fair value as determined in accordance with the IMB's established procedures.

**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 plus accrued income. 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 of the Mellon SL DBT II Liquidating Fund. Such investments are made at the risk of the Pool and, as such, the Pool is liable for investment losses. Investments made with cash are 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. 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 net securities lending income. Unrealized gains or losses resulting from changes in the value of the investment of cash collateral are reported as part of the change in unrealized appreciation or depreciation 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 a change in unrealized appreciation or depreciation on 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:

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

# Real Estate Pool

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## Notes to Financial Statements (Amounts in thousands, except share data)

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

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 Contracts** - A foreign currency contract is an agreement between two parties to exchange different currencies at a specified exchange rate at an agreed upon future date. The managers, as listed in Note 1, enter into such contracts to correspond to investment transactions trading in foreign currencies. 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 settlement date. The unrealized gain or loss is reclassified to realized gain or loss when the contract settles.

**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 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. 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.

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

**Income from Partnerships** - 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. In addition to these direct and allocated expenses, the Pool bears certain expenses indirectly, such as fees of other investment funds in which the Pool invests that are reflected in the reported net asset value of such funds.

**Income Taxes** - The IMB is a public corporation organized under laws of the State of West Virginia and exempt from U.S. federal and state taxation. 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. Accordingly, no provision for income taxes is required as of August 31, 2014.



# Real Estate Pool

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## Notes to Financial Statements (Amounts in thousands, except share data)

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

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.

**Indemnifications** - In the normal course of business, the IMB has entered into contracts that provide a variety of indemnifications. Any exposure to the Pool under these arrangements would involve future claims that may be made against the IMB. The Pool's maximum exposure under these arrangements is unknown. No such claims have occurred, nor are they expected to occur therefore the IMB expects the risk of loss to be remote.

### 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 with redemption terms that are not short term.

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.

## Real Estate Pool

### Notes to Financial Statements (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 August 31, 2014:

<u>Assets</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Common stock	\$ 240,809	\$ -	\$ -	\$ 240,809
Core funds	-	-	584,313	584,313
Foreign currency contracts	-	-	-	-
Investments made with cash collateral for securities loaned	-	1,201	-	1,201
Opportunistic funds	-	-	145,598	145,598
Rights	15	-	-	15
Short-term issue	87,006	-	-	87,006
U.S. corporate bonds	-	110,599	-	110,599
U.S. preferred stock	41,137	-	-	41,137
Value funds	-	-	196,047	196,047
Total	<u>\$ 368,967</u>	<u>\$ 111,800</u>	<u>\$ 925,958</u>	<u>\$ 1,406,725</u>

There were no transfers in or out of Levels 1 and 2 during the period ended August 31, 2014.

The reconciliation of the beginning and ending balances of Level 3 investments for the period ended August 31, 2014 was as follows:

	<u>Core funds</u>	<u>Opportunistic funds</u>	<u>Value funds</u>	<u>Total</u>
Balance at June 30, 2014	\$ 471,753	\$ 154,099	\$ 185,189	\$ 811,041
Net realized gain/(loss)	-	4,440	592	5,032
Net change in unrealized depreciation	(440)	(2,257)	(300)	(2,997)
Contributions	113,000	3,031	17,304	133,335
Distributions	-	(13,715)	(6,738)	(20,453)
Net transfers in/(out) of Level 3	-	-	-	-
Balance at August 31, 2014	<u>\$ 584,313</u>	<u>\$ 145,598</u>	<u>\$ 196,047</u>	<u>\$ 925,958</u>

The total change in unrealized appreciation (depreciation) included in the Statement of Operations attributable to Level 3 investments still held at August 31, 2014, includes the following:

Core funds	\$ (440)
Opportunistic funds	(2,257)
Value funds	(300)
Total	<u>\$ (2,997)</u>

## Real Estate Pool

### Notes to Financial Statements (Amounts in thousands, except share data)

#### NOTE 4. SECURITIES LENDING

The following table presents the amounts of various accounts related to securities lending at August 31, 2014.

Fair value of securities of loan	\$	2,897		
Collateral received:		<u>Cost</u>	<u>Fair Value</u>	<u>Unrealized Depreciation</u>
Cash	\$	<u>1,201</u>	\$ 1,201	<u>\$ -</u>
Non-cash			<u>1,772</u>	
Total			<u>\$ 2,973</u>	

The Bank of New York Mellon (BNYM), as agent for the IMB, loans the IMB's securities to various counterparties. These transactions are executed under Master Securities Lending Agreements (MSLA) which permit BNYM under certain circumstances, such as defaults, to offset amounts payable to the same counterparty against amounts to be received and thus create one single net payment due to or from the counterparty. The amounts listed in the above table represent all securities loaned which are subject to a MSLA on a net payment basis. The IMB has elected not to offset the fair value of the securities on loan against the liability for the return of the collateral on the Statement of Assets & Liabilities.

#### NOTE 5. COMMITMENTS

The IMB, with the assistance of its consultant, began implementing its plan to invest in real estate in February 2008. As of August 31, 2014, the IMB has made commitments to thirty real estate investment funds/partnerships.

Partnership Classification	Total Commitment	Funded Commitment	Unfunded Commitment
Core funds	\$ 615,000	\$ 503,955	\$ 111,045
Opportunistic funds	258,400	150,887	107,513
Value funds	471,000	176,905	294,095
Total	<u>\$ 1,344,400</u>	<u>\$ 831,747</u>	<u>\$ 512,653</u>

#### NOTE 6. FOREIGN CURRENCY CONTRACTS

At August 31, 2014, open foreign currency contracts are as follows:

Position	Foreign Currency	Trade Date	Settlement Date	Receivable		Payable		Unrealized Appreciation (Depreciation)
				(in foreign currency)	(in U. S. dollars)	(in foreign currency)	(in U. S. dollars)	
Long	Australian Dollar	08/28/2014	09/02/2014	3	\$ 3		\$ 3	\$ -
Long	Euro Currency Unit	08/28/2014	09/02/2014	4	5		5	-
Long	Euro Currency Unit	08/29/2014	09/02/2014	3	4		4	-
Long	Euro Currency Unit	08/29/2014	09/03/2014	6	7		7	-
Long	Hong Kong Dollar	08/29/2014	09/02/2014	275	36		36	-
Long	Japanese Yen	08/20/2014	09/02/2014	5,464	53		53	-
Short	Australian Dollar	08/27/2014	09/02/2014		70	75	70	-
Short	Australian Dollar	08/29/2014	09/02/2014		1	1	1	-
Short	Australian Dollar	08/29/2014	09/02/2014		1	1	1	-
Short	Australian Dollar	08/29/2014	09/02/2014		9	10	9	-
Short	Euro Currency Unit	08/27/2014	09/02/2014		19	15	19	-
Short	Japanese Yen	08/29/2014	09/03/2014		17	1,764	17	-
					<u>\$ 225</u>		<u>\$ 225</u>	<u>\$ -</u>

# Real Estate Pool

## Notes to Financial Statements (Amounts in thousands, except share data)

### NOTE 7. INVESTMENT ADVISORY FEES

The IMB has approved investment advisory agreements with EII, CBRE, and SCRM to manage the publicly traded real estate investment trusts of the Pool. These agreements provide for quarterly payments, based on average end of month assets under management, to the investment advisors. The IMB makes these payments and the Pool transfers funds to the IMB to facilitate the payments.

The fees paid to EII are based on a descending scale of fee rates ranging from 1.00 percent annually on the first \$10 million of assets under management to 0.90 percent annually on assets between \$10 million and \$30 million. For assets greater than \$30 million the fee rate is 0.75 percent annually. The effective fee rate earned by EII for the period ended August 31, 2014, was 0.89 percent.

The fees paid to CBRE are based on a descending scale of fee rates ranging from 0.65 percent annually on the first \$50 million of assets under management to 0.55 percent annually on assets between \$50 million and \$100 million. For assets greater than \$100 million the fee rate is 0.45 percent annually. The effective fee rate earned by CBRE for the period ended August 31, 2014, was 0.65 percent.

The fees paid to SCRM are based on a descending scale of fee rates ranging from 0.75 percent annually on the first \$50 million of assets under management to 0.65 percent annually on assets between \$50 million and \$100 million. For assets greater than \$100 million the fee rate is 0.60 percent annually. The effective fee rate earned by SCRM for the period ended August 31, 2014, was 0.63 percent.

### NOTE 8. FINANCIAL HIGHLIGHTS

#### Per Unit Operating Performance (a):

Net asset value at June 30, 2014	\$ 11.75
Income from investment operations:	
Net investment income	0.02
Net realized and unrealized gain on investment transactions	0.05
Total from investment operations	0.07
Net asset value at August 31, 2014	\$ 11.82

**Total Return (b)** 0.6%

#### Supplemental Data:

Net assets, end of period	\$ 1,406,103
Ratio to average net assets (c):	
Expenses	0.37%
Net investment income	0.94%
Portfolio turnover rate	5.65%

- (a) Calculation based on the average shares outstanding
- (b) Return data is net of fees for the fiscal year-to-date and is not annualized
- (c) All ratios are for the fiscal year-to-date annualized and do not reflect the Pool's proportionate share of income and expenses of the underlying investee funds.

## Real Estate Pool

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### Notes to Financial Statements (Amounts in thousands, except share data)

#### NOTE 9. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at August 31, 2014.

<u>Participant</u>	<u>Account Value</u>
Teachers' Retirement System	\$ 666,236
Public Employees' Retirement System	565,049
State Police Death, Disability and Retirement Fund	60,161
West Virginia Retiree Health Benefit Trust Fund	58,787
Judges' Retirement System	16,593
Deputy Sheriff's Retirement System	16,243
State Police Retirement System	12,285
Wildlife Endowment Fund	5,281
Emergency Medical Services Retirement System	5,208
Municipal Policemen's or Firemen's Pension and Relief Funds	140
Municipal Police Officers' and Firefighters' Retirement System	120
Total	<u>\$ 1,406,103</u>



**Financial Statements - Unaudited**

**August 31, 2014**





# Hedge Fund Pool

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## Financial Statements - Unaudited August 31, 2014

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# Hedge Fund Pool

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## Statement of Assets and Liabilities - Unaudited

August 31, 2014

(Amounts in thousands, except unit data)

### Assets

Investments at fair value (cost \$1,266,968)	\$	1,562,580
Receivables:		
Investment funds redeemed		12,769
Accrued interest		43
Dividends		3
		<hr/>
<b>Total assets</b>		<b>1,575,395</b>

### Liabilities

Accrued expenses		<hr/> 161
<b>Net assets</b>	<b>\$</b>	<b><u><u>1,575,234</u></u></b>

### Analysis of net assets

Paid-in capital	\$	1,216,108
Accumulated undistributed net investment loss		(5,378)
Accumulated undistributed net realized gain from investments		68,892
Unrealized net appreciation of investments		<hr/> 295,612
<b>Net assets</b>	<b>\$</b>	<b><u><u>1,575,234</u></u></b>

### Unit data

Units outstanding		118,981,136
Net asset value, unit price	\$	<hr/> <hr/> 13.24

See accompanying notes to financial statements.

# Hedge Fund Pool

## Schedule of Investments - Unaudited

August 31, 2014

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
<b>Hedge Funds</b>			
<i>Directional Funds</i>			
Brevan Howard Fund Limited		\$ 38,256	\$ 53,489
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	61,044
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	16,985
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.			
Graham Global Investment Fund II, Ltd.		35,000	32,288
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.			
Winton Futures Fund, Ltd.		35,000	38,914
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.			
<i>Total Directional Funds</i>		160,780	202,720
<i>Equity Long/Short Funds</i>			
MW Eureka Fund		55,000	77,280
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.			

See accompanying notes to financial statements.

## Hedge Fund Pool

### Schedule of Investments - Unaudited (continued)

August 31, 2014

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
PFM Diversified Offshore Fund		55,000	70,024
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.			
Scopia PX International, Ltd.		50,000	57,377
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.			
<i>Total Equity Long/Short Funds</i>		160,000	204,681
<i>Event Driven Fund</i>			
Pershing Square International, Ltd.		30,000	51,396
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.			
<i>Total Event Driven Fund</i>		30,000	51,396
<i>Long Biased Funds</i>			
Elementum NatCat Offshore Fund Ltd.		40,000	42,813
Investment Objective - To achieve long-term capital appreciation through investment in a portfolio of natural catastrophe-linked securities, derivatives, and other instruments.			
Redemption Provisions - Monthly with 90 days prior written notice.			
A detail of the underlying investments is not available.			
VICIS Capital Fund (International)		14,405	524
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.			
<i>Total Long Biased Funds</i>		54,405	43,337
<i>Multiple Strategy Funds</i>			
AllBlue Limited		58,048	86,019
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.			

See accompanying notes to financial statements.

## Hedge Fund Pool

### Schedule of Investments - Unaudited (continued)

August 31, 2014

*(Amounts in thousands, except share data)*

Description	Shares	Cost	Fair Value
Anchorage Capital Partners Offshore, Ltd. Investment Objective - To earn superior risk-adjusted returns while emphasizing preservation of capital. Redemption Provisions - Annually with 90 days prior written notice subject to provisions on maximum withdrawals. A detail of the underlying investments is not available.		40,000	57,469
AQR Delta Offshore Fund V, Ltd. 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.		26,807	28,547
CQS Diversified Fund (SPC) Ltd. SPA II Investment Objective - To target an absolute return of 10-15% with limited volatility through investments in several hedge fund strategies within the CQS group. Redemption Provisions - Monthly with 95 days prior written notice subject to provisions on maximum withdrawals. A detail of the underlying investments is not available.		86,842	92,360
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	88,884
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 - Quarterly with 60 days prior written notice subject to maximum withdrawal provisions. A detail of the underlying investments is not available.		90,000	105,990
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	53,591
HBK Multi-Strategy Offshore Fund, Ltd. Investment Objective - To deliver attractive absolute returns with relatively low volatility and low correlation to major market indices. Redemption Provisions - Quarterly with 90 days prior written notice. A detail of the underlying investments is not available.		30,000	29,857

*See accompanying notes to financial statements.*

## Hedge Fund Pool

### Schedule of Investments - Unaudited (continued)

August 31, 2014

*(Amounts in thousands, except share data)*

Description	Shares	Cost	Fair Value
Highbridge Capital Corporation		112	212
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.			
Hudson Bay International Fund, Ltd.		60,000	60,000
Investment Objective - To deliver an attractive rate of return by employing a variety of multiple absolute return strategies.			
Redemption Provisions - Quarterly with 65 days prior written notice.			
A detail of the underlying investments is not available.			
Magnetar Capital Fund II, Ltd.		59,246	75,485
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.			
OZ Asia Overseas Fund, Ltd.		40,000	50,436
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 - Annually with 45 days prior written notice.			
A detail of the underlying investments is not available.			
Perry Partners International, Inc.		51,394	78,495
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.			
Pine River Fund, Ltd.		80,000	96,520
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.			

*See accompanying notes to financial statements.*

## Hedge Fund Pool

### Schedule of Investments - Unaudited (continued)

August 31, 2014

*(Amounts in thousands, except share data)*

Description	Shares	Cost	Fair Value
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.		867	982
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	36,329
<i>Total Multiple Strategy Funds</i>		742,513	941,176
Total Hedge Funds - 91.6%		1,147,698	1,443,310
<b><u>Short-term Issue</u></b>			
Dreyfus Cash Management Institutional Fund - 7.6%	119,269,542	119,270	119,270
Total Investments - 99.2%		\$ 1,266,968	\$ 1,562,580

*See accompanying notes to financial statements.*

# Hedge Fund Pool

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**Statement of Operations - Unaudited**  
**Period Ended August 31, 2014\***  
*(Amounts in thousands)*

	<u>Month</u>	<u>Year To Date</u>
<b>Investment income</b>		
Interest	\$ 1	\$ 3
Dividends	<u>3</u>	<u>3</u>
<b>Total investment income</b>	4	6
<b>Expenses</b>		
Trustee fees	(1)	(1)
Custodian bank fees	(1)	(1)
Management fees	(37)	(75)
Professional service fees	<u>(42)</u>	<u>(83)</u>
<b>Total expenses</b>	<u>(81)</u>	<u>(160)</u>
<b>Investment loss, net</b>	(77)	(154)
<b>Realized and unrealized gain from investments</b>		
Net realized gain from investments	9	559
Net change in unrealized appreciation (depreciation) on investments	<u>9,104</u>	<u>9,822</u>
<b>Net gain from investments</b>	<u>9,113</u>	<u>10,381</u>
<b>Net increase in net assets from operations</b>	<u>\$ 9,036</u>	<u>\$ 10,227</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 August 31, 2014\***  
*(Amounts in thousands, except unit data)*

	<b>Month</b>	<b>Year To Date</b>
<b>Operations</b>		
Investment loss, net	\$ (77)	\$ (154)
Net realized gain from investments	9	559
Net change in unrealized appreciation (depreciation) on investments	9,104	9,822
<b>Net increase in net assets from operations</b>	9,036	10,227
<b>Unit transactions</b>		
Proceeds from sale of units	707	3,952
Amount paid for repurchase of units	(638)	(3,938)
<b>Net increase in net assets from unit transactions</b>	69	14
<b>Increase in net assets</b>	9,105	10,241
<b>Net assets, beginning of period</b>	1,566,129	1,564,993
<b>Net assets, end of period</b>	\$ 1,575,234	\$ 1,575,234
<b>Unit data</b>		
Units sold	53,709	300,388
Units repurchased	(48,446)	(299,332)
<b>Net increase in units</b>	5,263	1,056

*\*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 August 31, 2014\***  
*(Amounts in thousands)*

	<b>Month</b>	<b>Year To Date</b>
<b>Cash flows from operating activities</b>		
Net increase in net assets from operations	\$ 9,036	\$ 10,227
Adjustments to reconcile net increase in net assets from operations to net cash used in operating activities:		
Purchase of investment funds	-	(90,000)
Proceeds from redemption of investment funds	1	1,096
Purchases and sales of short-term investment securities, net	(1,398)	(119,126)
Increase in accrued interest	-	(3)
Increase in dividends receivable	(3)	(1)
Decrease in receivable for investment funds redeemed	1,024	118,173
Decrease in advance on investments in other funds	-	90,000
Increase in accrued expenses	10	1
Net realized gain from investments	(9)	(559)
Net change in unrealized appreciation (depreciation) on investments	(9,104)	(9,822)
<b>Net cash used in operating activities</b>	(443)	(14)
<b>Cash flows from financing activities</b>		
Proceeds from units sold	707	3,952
Amount paid for repurchase of units	(638)	(3,938)
<b>Net cash provided by financing activities</b>	69	14
<b>Net change in cash</b>	(374)	-
<b>Cash</b>		
Beginning balance	374	-
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

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## Notes to Financial Statements (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	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

**Investment Valuation** - The IMB reports its investments at fair value in accordance with the Financial Accounting Standards Board's Accounting Standards Codification Topic 820 (ASC 820). Refer to Note 4 for further discussion and presentation of the reporting requirements under ASC 820.

# Hedge Fund Pool

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## Notes to Financial Statements (Amounts in thousands, except share data)

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

Fair value of the Pool's portfolio securities is determined as follows:

- Investments in hedge funds are not securities for which market quotations are readily available. The IMB has concluded that the net asset value reported by the underlying funds approximates the fair value of these investments and consequently these investments are carried at net asset value as a practical expedient for fair market value. 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 IMB's interests in the funds. Although a secondary market exists for these investments, it is not active and individual transactions are typically not observable. When transactions do occur in this limited secondary market, they may occur at discounts to the reported net asset value. It is therefore reasonably possible that if the IMB were to sell these investments in the secondary market a buyer may require a discount to the reported net asset value, and the discount could be significant. The IMB believes that the net asset value of such investments is a reasonable estimate of fair value as of August 31, 2014.
- Open-end regulated investment companies or other commingled investment funds are valued at the net asset value of the fund as reported by the fund's administrator.

Investments for which the fair value cannot be determined by one of the above listed processes are valued at fair value as determined in accordance with the IMB's established procedures.

**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 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. In addition to these direct and allocated expenses, the Pool bears certain expenses indirectly, such as fees of other investment funds in which the Pool invests that are reflected in the reported net asset value of such funds.

**Income Taxes** - The IMB is a public corporation organized under laws of the State of West Virginia and exempt from U.S. federal and state taxation. 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. Accordingly, no provision for income taxes is required as of August 31, 2014.

**Indemnifications** - In the normal course of business, the IMB has entered into contracts that provide a variety of indemnifications. Any exposure to the Pool under these arrangements would involve future claims that may be made against the IMB. The Pool's maximum exposure under these arrangements is unknown. No such claims have occurred, nor are they expected to occur therefore the IMB expects the risk of loss to be remote.

# Hedge Fund Pool

## Notes to Financial Statements (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 with redemption terms that are not short term.

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 August 31, 2014:

Assets	Level 1	Level 2	Level 3	Total
Directional funds	\$ -	\$ -	\$ 202,720	\$ 202,720
Equity long/short funds	-	-	204,681	204,681
Event driven fund	-	-	51,396	51,396
Long biased funds	-	-	43,337	43,337
Multiple strategy funds	-	-	941,176	941,176
Short-term issue	119,270	-	-	119,270
Total	\$ 119,270	\$ -	\$ 1,443,310	\$ 1,562,580

There were no transfers in or out of Levels 1 and 2 during the period ended August 31, 2014.

## Hedge Fund Pool

### Notes to Financial Statements (Amounts in thousands, except share data)

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

The reconciliation of the beginning and ending balances of Level 3 investments for the period ended August 31, 2014, was as follows:

	Directional funds	Equity long/short funds	Event driven fund
Balance at June 30, 2014	\$ 202,082	\$ 202,677	\$ 49,601
Net realized gain/(loss)	-	-	-
Net change in unrealized appreciation	638	2,004	1,795
Purchases	-	-	-
Sales	-	-	-
Net transfers in/(out) of Level 3	-	-	-
Balance at August 31, 2014	<u>\$ 202,720</u>	<u>\$ 204,681</u>	<u>\$ 51,396</u>

	Long biased funds	Multiple strategy funds	Total
Balance at June 30, 2014	\$ 43,010	\$ 846,655	\$ 1,344,025
Net realized gain/(loss)	-	559	559
Net change in unrealized appreciation	327	5,058	9,822
Purchases	-	90,000	90,000
Sales	-	(1,096)	(1,096)
Net transfers in/(out) of Level 3	-	-	-
Balance at August 31, 2014	<u>\$ 43,337</u>	<u>\$ 941,176</u>	<u>\$ 1,443,310</u>

The total change in unrealized appreciation (depreciation) included in the Statement of Operations attributable to Level 3 investments still held at August 31, 2014, includes the following:

Directional funds	\$ 638
Equity long/short funds	2,004
Event driven fund	1,795
Long biased funds	327
Multiple strategy funds	<u>5,058</u>
Total	<u>\$ 9,822</u>

# Hedge Fund Pool

## Notes to Financial Statements (Amounts in thousands, except share data)

### NOTE 4. FINANCIAL HIGHLIGHTS

#### Per Unit Operating Performance (a):

Net asset value at June 30, 2014	\$	13.15
Net realized and unrealized gain on investment transactions		0.09
Net asset value at August 31, 2014	\$	<u>13.24</u>

**Total Return (b)** 0.7%

#### Supplemental Data:

Net assets, end of period	\$	1,575,234
Ratio to average net assets (c):		
Expenses		0.06%
Net investment income		-0.06%
Portfolio turnover rate		0.08%

- (a) Calculation based on the average shares outstanding
- (b) Return data is net of fees and is for the fiscal year-to-date and is not annualized
- (c) All ratios are for the fiscal year-to-date annualized and do not reflect the Pool's proportionate share of income and expenses of the underlying investee funds.

### NOTE 5. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at August 31, 2014.

<u>Participant</u>	<u>Account Value</u>
Teachers' Retirement System	\$ 671,591
Public Employees' Retirement System	577,622
State Police Death, Disability and Retirement Fund	65,949
West Virginia Retiree Health Benefit Trust Fund	58,807
Coal Workers' Pneumoconiosis Fund	54,191
Public Employees Insurance Agency	43,123
Board of Risk and Insurance Management	29,669
Judges' Retirement System	17,081
Deputy Sheriff's Retirement System	16,827
State Police Retirement System	12,771
West Virginia Department of Environmental Protection Agency	8,228
Emergency Medical Services Retirement System	5,323
Wildlife Endowment Fund	5,284
Workers' Compensation Self-Insured Employer Guaranty Risk Pool	3,158
Workers' Compensation Uninsured Employers' Fund	2,155
West Virginia Department of Environmental Protection Trust	1,755
Workers' Compensation Self-Insured Employer Security Risk Pool	1,439
Municipal Policemen's or Firemen's Pension and Relief Funds	140
Municipal Police Officers' and Firefighters' Retirement System	121
Total	<u>\$ 1,575,234</u>