

West Virginia Investment Management Board

2017 AUDITED FINANCIAL STATEMENTS

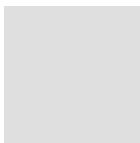
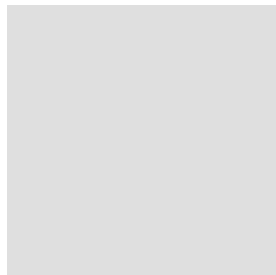
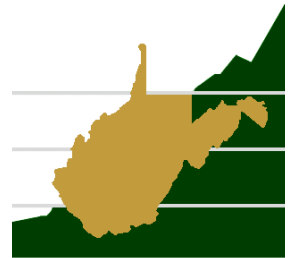


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Investment Pools Audited Financial Statements

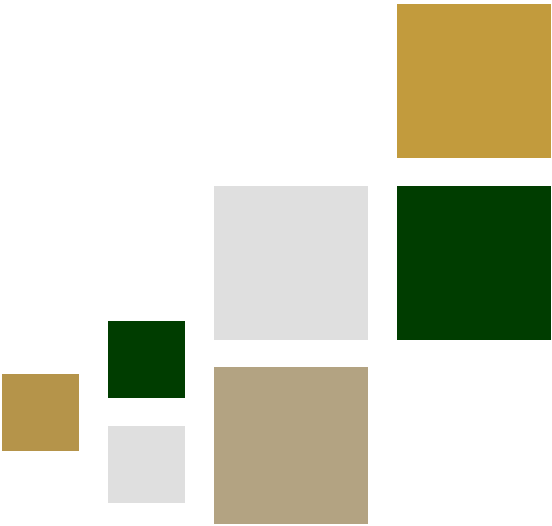
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Administrative Fund Audited Financial Statements

AUDITED FINANCIAL STATEMENTS
June 30, 2017

A

LARGE CAP DOMESTIC EQUITY POOL



Large Cap Domestic Equity Pool

Audited Financial Statements June 30, 2017

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Report of Independent Auditors

To the Board of Trustees
West Virginia Investment Management Board

We have audited the accompanying financial statements of the West Virginia Investment Management Board Large Cap Domestic Equity Pool, which comprise the statement of net position as of June 30, 2017, and the related statement of changes in net position for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the West Virginia Investment Management Board Large Cap Domestic Equity Pool at June 30, 2017, and the changes in its net position for the year then ended, in conformity with U.S. generally accepted accounting principles.

Required Supplementary Information

U.S. generally accepted accounting principles require that the management's discussion and analysis on pages A-1 through A-2 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, which considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.



Supplementary Information

Our audit was conducted for purposes of forming an opinion on the basic financial statements. The accompanying schedule of investments is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with the auditing standards generally accepted in the United States. In our opinion, the accompanying schedule of investments is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

Ernst + Young LLP

September 8, 2017

Large Cap Domestic Equity Pool

Management Discussion and Analysis (Unaudited)

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. The IMB operates on a fiscal year beginning July 1 and ending June 30. To effectuate its purpose the IMB has constructed a series of investment pools in which to invest participating entities monies.

The following information and 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, the information contained in this Management Discussion and Analysis and the following 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. The Management Discussion and Analysis information should be considered in conjunction with the information contained in the financial statements which follow this section.

Effective July 1, 2016, the Pool adopted U.S. Generally Accepted Accounting Principles (GAAP) for governments as prescribed by the Governmental Accounting Standards Board (GASB). Prior to July 1, 2016, the Pool followed the accounting and reporting guidance applicable to investment companies as defined by the Financial Accounting Standards Board Accounting Standards Codification (ASC) 946 – Financial Services – Investment Companies. Accordingly, the financial statements presented have been prepared in conformity with the reporting framework prescribed by GASB for external investment pools. There was no impact on the net position of the Pool as a result of adopting the GASB reporting framework.

Financial Statement Overview

Management's Discussion and Analysis is an introduction to the Pool's basic financial statements. The IMB accounts for the Pool under GAAP for governments as prescribed by the GASB, using the accrual basis of accounting. The financial statements for the Pool include a Statement of Net Position and a Statement of Changes in Net Position. These financial statements are supported by the Notes to Financial Statements. In addition, a Schedule of Investments for the Pool is included as Supplementary Information following the Notes to Financial Statements.

Pool Strategy

The objective of the Pool is to equal or exceed the large capitalization equity market (net of external investment management fees) as measured by the S&P 500 Stock Index over a full market cycle (3 to 5 years).

Condensed Financial Information and Analysis (in \$000s)

The Statement of Net Position presents the financial position of the Pool as of June 30, 2017, and includes all assets and liabilities of the Pool. The difference between total assets and total liabilities, which is equal to the participants' interest in the Pool's Net Position, is shown below for the current and prior fiscal year-end dates:

Condensed Net Position	June 30, 2017	June 30, 2016
Investments	\$ 3,712,134	\$ 3,703,860
Other Assets	32,513	123,366
Total Assets	3,744,647	3,827,226
Total Liabilities	(198,460)	(535,436)
Net Position	\$ 3,546,187	\$ 3,291,790

Yearly variances in the net position of the Pool are impacted by the overall performance of the U.S. equity market. Net position is also impacted by expenses charged to the Pool and the issuance and redemption of Pool units. The increase in the Pool's Net Position of \$254,397 results from a \$535,675 net increase from operations and a \$281,278 net decrease from unit transactions.

Large Cap Domestic Equity Pool

Management Discussion and Analysis (Unaudited)

The Statement of Changes in Net Position presents the Pool's activity for the years ended:

	<u>June 30, 2017</u>	<u>June 30, 2016</u>
Investment Income	\$ 538,511	\$ 136,109
Expenses	(2,836)	(4,985)
Net Increase in Net Position from Operations	535,675	131,124
Net Units Issued (Redeemed)	(281,278)	(258,826)
Increase (Decrease) in Net Position	254,397	(127,702)
Net Position, Beginning of Year	3,291,790	3,419,492
Net Position, End of Year	<u>\$ 3,546,187</u>	<u>\$ 3,291,790</u>

The Investment Income of the Pool consists primarily of dividends received on equity securities, realized gain (loss) on the sale of investments which occur whenever investments are sold for more (less) than their cost, and the net change in unrealized appreciation (depreciation) on investments which reflects the net change in the value of investments held over their carrying cost between the measurement periods.

The IMB calculates total rates of return using the time-weighted rate of return methodology. The time-weighted method determines the rate of return exclusive of the effects of participant contributions or withdrawals. The return of the Pool (net of fees) for the year ended June 30, 2017 was 17.0 percent, up from 4.1 percent for the year ended June 30, 2016.

Select financial highlights for the Pool are as follows:

Per Unit Operating Performance:	<u>June 30, 2017</u>	<u>June 30, 2016</u>
Net position, beginning of year	\$ 23.47	\$ 22.54
Net increase in net position from operations	4.00	0.93
Net position, end of year	<u>\$ 27.47</u>	<u>\$ 23.47</u>
 Supplemental Data (a):		
Ratio of expenses to average net position	0.08%	0.15%
Portfolio turnover rate	46.86%	36.57%

(a) All ratios are for the fiscal year

Large Cap Domestic Equity Pool

Statement of Net Position

June 30, 2017

(Amounts in thousands, except unit data)

Assets

Investments at fair value (cost \$2,713,942), including securities on loan of \$380,349 (Note 6)	\$	3,712,134
Cash pledged as collateral for futures contracts		1,105
Receivables:		
Investments sold		27,663
Dividends		3,690
Securities lending income		55
		<hr/>
Total assets		3,744,647

Liabilities

Accrued expenses		706
Payable for investments purchased		11,118
Payable upon return of securities loaned (Note 6)		186,571
Unrealized depreciation on futures contracts (Note 7)		65
		<hr/>
Total liabilities		198,460

Net position \$ 3,546,187

Unit data

Units outstanding		129,110,173
Net position, unit price	\$	<u><u>27.47</u></u>

See accompanying notes to financial statements.

Large Cap Domestic Equity Pool

Statement of Changes in Net Position

Year Ended June 30, 2017

(Amounts in thousands)

Investment income

Net change in unrealized appreciation (depreciation) on investments	\$	197,414
Net realized gain from investments		271,821
Dividends		68,274
Net securities lending income		<u>1,002</u>

Total investment income 538,511

Expenses

Investment advisor fees		(1,627)
Trustee fees		(10)
Custodian bank fees		(110)
Management fees		(908)
Fiduciary bond fees		(5)
Professional service fees		<u>(176)</u>

Total expenses (2,836)

Net increase in net position from operations before unit transactions 535,675

Unit transactions

Proceeds from sale of units		170,240
Amount paid for repurchase of units		<u>(451,518)</u>

Net decrease in net position from unit transactions (281,278)

Increase in net position 254,397

Net position, beginning of year 3,291,790

Net position, end of year \$ 3,546,187

See accompanying notes to financial statements.

Large Cap Domestic Equity 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 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.

The IMB accounts for the Pool under U.S. Generally Accepted Accounting Principles (GAAP) for governments as prescribed by the Governmental Accounting Standards Board (GASB), using the accrual basis of accounting.

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 GASB Statement No. 72. Refer to Note 5 for further discussion and presentation of the reporting requirements under GASB Statement No. 72.

Fair value of the Pool's portfolio securities is determined on the last business day of each month 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.
- 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.
- 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.
- Repurchase agreements and time deposits are valued at amortized cost, provided such amount approximates fair value.

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.

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.

Large Cap Domestic Equity Pool

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

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Securities Lending - The IMB, through its lending agent, the Bank of New York Mellon, loans securities of the Pool to various brokers on a temporary basis. Each transaction for U.S. securities is secured by collateral based on the market value of the securities loaned. The required collateral percentage varies based on the type of collateral received. The required percentage for cash collateral and non-cash collateral consisting of debt obligations and securities issued by the United States Government or its agencies or instrumentalities is at least 102 percent of the market value of the securities loaned. The required percentage of non-cash collateral consisting of equity securities is at least 107 percent of the market value of the securities loaned. Cash collateral received is invested in repurchase agreements, money market mutual funds, and time deposits. Such investments, except for repurchase transactions, are made at the risk of the Pool and, as such, the Pool is liable for investment losses. The lending agent contractually indemnifies the IMB for any repurchase agreement investment losses. Investments made with cash are reported at fair value on the Statement of Net Position. Securities loaned remain on the Statement of Net Position. The IMB has the right under the lending agreement to recover the securities from the borrower on demand. 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 Changes in Net Position as net securities lending income. The IMB also continues to receive 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 Changes in Net Position 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. The calculation of realized gains and losses is independent of the calculation of the net increase or decrease in the fair value of investments. Realized gains and losses on investments held in more than one fiscal year and sold in the current year may have been recognized as an increase or decrease in the fair value of investments reported in the prior year.

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

Large Cap Domestic Equity Pool

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.

Unit valuation and participant transactions - The unit price of the Pool is calculated on the last business day of the month by dividing the net position of the Pool by the number of outstanding units. Participant transactions are executed at the unit price at the time of the purchase or redemption.

Distributions to Participants - The Pool does not routinely distribute dividends of investment income less expenses.

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. Accordingly, no provision for income taxes is required as of June 30, 2017.

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. INVESTMENT RISK DISCLOSURES

Credit Risk and Interest Rate Risk

The Pool is exposed to credit risk from certain investments made with cash collateral for securities loaned. This risk is limited by requiring minimum ratings on debt instruments. Long-term debt instruments must be rated A or better by Moody's or Standard & Poor's at the time of purchase. Short-term debt instruments must be rated P-1 by Moody's or A-1 by Standard & Poor's at the time of purchase. The Pool is exposed to interest rate risk from certain investments made with cash collateral for securities loaned. The weighted average maturity for investments made with cash collateral for securities loaned is not to exceed 90 days. The following table provides the weighted average credit ratings and weighted average maturities (WAM) as of June 30, 2017.

Investment Type	Moody's	S&P	WAM (Days)	Fair Value	Percent of Total Investments
Common stock	N/A	N/A	N/A	\$ 3,490,823	94.0%
Money market mutual fund	Aaa	AAA	N/A	34,740	0.9
Repurchase agreements	Aaa	AA	3	110,335	3.0
Time deposits	A-1	P-1	3	76,236	2.1
Total investments				<u>\$ 3,712,134</u>	<u>100.0%</u>

Concentration of Credit Risk

The Pool is restricted from investing more than 5 percent of the value of the Pool in any one company. At June 30, 2017, the Pool was in compliance with this restriction and is not exposed to concentration of credit risk.

Custodial Credit Risk

At June 30, 2017, the Pool held no securities that were subject to custodial credit risk. Repurchase agreements, when held, are collateralized to a minimum of 102 percent and the collateral is held in the name of the IMB. Securities on loan are collateralized to a minimum of 102 percent and the collateral is held by the IMB's custodian in the name of the IMB. All remaining securities are held by the IMB's custodian in the name of the IMB.

Large Cap Domestic Equity Pool

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

NOTE 3. INVESTMENT RISK DISCLOSURES (continued)

Foreign Currency Risk

The Pool is exposed to no or minimal foreign currency risk.

NOTE 4. 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 GASB Statement No. 53; 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 Net Position as of June 30, 2017:

Derivative Type	Asset Derivatives		Liability Derivatives	
	Statement of Net Position Location	Fair Value	Statement of Net Position Location	Fair Value
Equity contracts		\$ -	Unrealized depreciation on futures contracts	\$ (65)

The table below presents the impact of the derivative financial instruments recorded in the Statement of Changes in Net Position for the year ended June 30, 2017:

Derivative Type	Statement of Changes in Net Position Location	Realized Gain (Loss)	Statement of Changes in Net Position Location	Change in Unrealized Appreciation (Depreciation)
Equity contracts	Net realized gain from investments	\$ 6,435	Net change in unrealized appreciation (depreciation) on investments	\$ (3,091)

The Pool's open futures contracts outstanding at June 30, 2017, as disclosed in Note 7, is indicative of the volume of futures activity for the year ended June 30, 2017.

Large Cap Domestic Equity Pool

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

NOTE 5. FAIR VALUE MEASUREMENTS

GASB Statement No. 72 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).

GASB Statement No. 72 establishes 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 GASB Statement No. 72 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 GASB Statement No. 72 fair value hierarchy levels as of June 30, 2017:

Assets	Level 1	Level 2	Level 3	Total
Common stock	\$ 3,490,823	\$ -	\$ -	\$ 3,490,823
Investments made with cash collateral for securities loaned	-	186,571	-	186,571
Money market mutual fund	34,740	-	-	34,740
Total	\$ 3,525,563	\$ 186,571	\$ -	\$ 3,712,134

Liabilities	Level 1	Level 2	Level 3	Total
Futures	\$ (65)	\$ -	\$ -	\$ (65)

NOTE 6. SECURITIES LENDING

The following table presents the amounts of various accounts related to securities lending at June 30, 2017.

	Fair Value
Securities on loan	\$ 380,349
Collateral received:	
Cash	\$ 186,571
Non-cash	209,072
Total collateral received	\$ 395,643

Large Cap Domestic Equity Pool

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

NOTE 6. 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 Net Position.

NOTE 7. FUTURES CONTRACTS

At June 30, 2017, open positions in futures contracts were as follows:

<u>Expiration</u>	<u>Open Contracts</u>	<u>Position</u>	<u>Notional Value at June 30, 2017</u>	<u>Notional Value Upon Entering Contract</u>	<u>Unrealized Appreciation (Depreciation)</u>
Sept 2017	234 S&P 500	Long	<u>\$ 28,325</u>	<u>\$ 28,390</u>	<u>\$ (65)</u>

At June 30, 2017, the Pool had pledged cash of \$1,105 to cover margin requirements on open futures contracts.

NOTE 8. 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 year ended June 30, 2017, was 0.09 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 year ended June 30, 2017, was 0.01 percent.

Large Cap Domestic Equity Pool

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 June 30, 2017.

<u>Participant</u>	<u>Account Value</u>
Teachers' Retirement System	\$ 1,478,485
Public Employees' Retirement System	1,314,918
West Virginia Retiree Health Benefit Trust Fund	154,777
Workers' Compensation Old Fund	153,984
State Police Death, Disability and Retirement Fund	130,580
Revenue Shortfall Reserve Fund - Part B	51,555
Deputy Sheriff's Retirement System	42,054
Judges' Retirement System	40,196
State Police Retirement System	34,932
Coal Workers' Pneumoconiosis Fund	30,559
West Virginia Department of Environmental Protection Agency	24,271
Board of Risk and Insurance Management	17,678
Public Employees Insurance Agency	15,750
Emergency Medical Services Retirement System	14,838
Wildlife Endowment Fund	13,447
West Virginia Prepaid Tuition Trust Fund	10,732
Workers' Compensation Self-Insured Employer Security Risk Pool	6,589
Workers' Compensation Self-Insured Employer Guaranty Risk Pool	4,089
West Virginia Department of Environmental Protection Trust	2,398
Berkeley County Development Authority	1,486
Workers' Compensation Uninsured Employers' Fund	1,465
Municipal Police Officers' and Firefighters' Retirement System	1,085
Municipal Policemen's or Firemen's Pension and Relief Funds	319
Total	<u>\$ 3,546,187</u>

NOTE 10. SUBSEQUENT EVENTS

The IMB has performed an evaluation of events subsequent to June 30, 2017, through September 8, 2017, the date the Pool's financial statements were available for issuance. On July 1, 2017, the IMB created the Domestic Equity Pool to invest in U.S. equities of small-, mid-, and large-cap growth and value stocks. On July 1, 2017, the assets and liabilities of the Pool were transferred in-kind to the Domestic Equity Pool. There were no other significant subsequent events which have not been recognized in the Pool's financial statements that require disclosure.

Supplementary Information

Large Cap Domestic Equity Pool

Schedule of Investments

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares or Par Value	Cost	Fair Value
Common Stock			
<i>Basic Materials</i>			
Air Products and Chemicals Inc	18,500	\$ 1,610	\$ 2,647
Albemarle Corporation	73,700	5,847	7,778
Arconic Inc	38,800	1,057	879
Avery Dennison Corp	7,200	214	636
Ball Corporation	39,300	834	1,659
CF Industries Holdings Inc	17,900	426	500
Dow Chemical Company	199,000	8,966	12,551
Eastman Chemical Company	12,800	433	1,075
Ecolab Inc	22,300	1,421	2,960
El DuPont de Nemours & Co	123,800	6,844	9,992
FMC Corporation	62,500	2,949	4,566
Freeport-McMoran Inc	112,600	3,218	1,352
International Paper Company	87,800	3,726	4,970
International Flavors & Fragrances Inc	9,200	604	1,242
LyondellBasell Industries NV	28,300	1,780	2,388
Martin Marietta Materials Inc	28,900	5,510	6,433
Monsanto Company	47,100	4,337	5,575
Newmont Mining Corp	405,900	15,869	13,147
Nucor Corporation	27,800	1,248	1,609
PPG Industries Inc	20,400	1,085	2,243
Praxair Inc	24,200	2,329	3,208
Sealed Air Corporation	15,700	435	703
Sherwin-Williams Co	7,000	758	2,457
The Mosaic Company	29,600	1,587	676
WestRock Company	127,130	6,378	7,203
<i>Total Basic Materials - 2.8%</i>		79,465	98,449
<i>Capital Goods</i>			
3M Co	78,900	9,498	16,426
Acuity Brands Inc	3,900	956	793
Alaska Air Group Inc	52,100	4,210	4,676
Allegion PLC	8,033	228	652
American Airlines Group Inc	43,800	2,384	2,204
Ametek Inc	20,400	954	1,236
Automatic Data Processing Inc	109,000	6,627	11,168
Boeing Company	75,300	9,104	14,891
C. H. Robinson Worldwide Inc	24,800	1,564	1,703
Caterpillar Inc	84,800	6,736	9,113
Cintas Corp	55,200	3,497	6,957
CSX Corp	327,700	13,652	17,879
Cummins Inc	54,800	6,909	8,890
Danaher Corp	75,800	3,903	6,397
Deere & Company	36,600	2,827	4,523
Delta Air Lines	61,800	1,688	3,321
Dover Corp	13,400	559	1,075
Eaton Corp PLC	38,369	2,188	2,986
Emerson Electric Co	54,700	2,656	3,261
Expeditors International of Washington	76,100	3,818	4,298
Fastenal Company	22,200	632	966
FedEx Corp	20,700	2,067	4,499
Flowserve Corp	10,500	415	488
Fluor Corporation	11,800	613	540
General Dynamics Corp	86,600	12,100	17,155
General Electric Company	1,221,481	29,828	32,992
Honeywell International Inc	89,300	6,819	11,903
IHS Markit Ltd	55,900	2,600	2,462
Illinois Tool Works Inc	94,400	9,710	13,523
Ingersoll-Rand PLC	51,500	2,992	4,707
Iron Mountain Inc	21,144	574	727
Jacobs Engineering Group Inc	11,000	525	598
JB Hunt Transport Services Inc	43,900	3,774	4,012
Johnson Controls International	78,384	2,691	3,399
Kansas City Southern	9,700	1,078	1,015

See accompanying notes to financial statements.

Large Cap Domestic Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares or Par Value	Cost	Fair Value
Lockheed Martin Corp	79,206	11,956	21,988
Masco Corporation	28,200	390	1,078
Neilsen Holdings PLC	29,400	1,191	1,137
Norfolk Southern Corp	72,900	7,195	8,872
Northrop Grumman Corp	99,200	13,373	25,466
PACCAR Inc	27,700	1,195	1,829
Parker-Hannifin Corporation	38,700	4,537	6,185
Pentair PLC	14,509	597	965
Quanta Services Inc	124,000	3,093	4,082
Raytheon Company	123,000	11,768	19,862
Republic Services Inc	180,000	7,056	11,471
Robert Half International Inc	12,400	336	594
Rockwell Automation Inc	13,500	1,039	2,186
Rockwell Collins Inc	13,400	887	1,408
Roper Technologies Inc	21,700	2,836	5,024
Snap-On Inc	5,200	223	822
Southwest Airlines Co	58,600	836	3,641
Stanley Black & Decker Inc	11,977	760	1,686
Stericycle Inc	7,500	536	572
Textron Inc	23,400	492	1,102
TransDigm Group Inc	9,700	2,410	2,608
Union Pacific Corp	111,000	8,208	12,089
United Continental Holdings	86,000	6,070	6,472
United Parcel Service Inc	59,200	4,461	6,547
United Rentals Inc	61,700	6,296	6,954
United Technologies Corp	63,400	5,165	7,742
Verisk Analytics Inc	11,700	947	987
Vulcan Materials Company	22,800	1,694	2,888
W.W. Grainger Inc	4,900	695	885
Waste Management Inc	192,000	11,831	14,083
Xylem Inc	15,400	447	854
<i>Total Capital Goods - 11.4%</i>		278,896	403,514
<i>Communication Services</i>			
AT&T Inc	832,481	28,716	31,410
CenturyLink Inc	47,743	1,573	1,140
Level 3 Communications Inc	25,900	1,228	1,536
Verizon Communications	443,049	18,934	19,787
<i>Total Communication Services - 1.5%</i>		50,451	53,873
<i>Consumer Discretionary</i>			
Advance Auto Parts Inc	6,100	976	711
Amazon.com Inc	51,100	20,238	49,465
AutoNation Inc	6,200	248	261
AutoZone Inc	2,200	682	1,255
Bed Bath & Beyond Inc	13,900	639	423
Best Buy Co Inc	59,600	2,390	3,417
Borg-Warner Inc	16,400	617	695
CarMax Inc	16,800	414	1,059
Carnival Corp	60,100	2,850	3,941
CBS Corp	179,558	9,455	11,452
Charter Communications Inc	53,800	15,233	18,123
Chipotle Mexican Grill Inc	2,600	1,013	1,082
Coach Inc	24,500	921	1,160
Comcast Corp	753,900	12,733	29,342
Darden Restaurants Inc	62,400	4,921	5,643
Delphi Automotive PLC	22,800	1,067	1,998
Discovery Communications Inc	33,800	758	861
DISH Network Corp	26,200	1,633	1,644
Dollar General Corp	21,800	1,142	1,572
Dollar Tree Inc	19,736	948	1,380
DR Horton Inc	31,000	491	1,072
eBay Inc	223,500	5,897	7,805
Expedia Inc	10,650	540	1,586
Foot Locker Inc	30,500	2,027	1,503

See accompanying notes to financial statements.

Large Cap Domestic Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares or Par Value	Cost	Fair Value
Ford Motor Company	314,300	3,623	3,517
Fortune Brands Home & Security	13,800	784	900
Garmin Ltd	19,400	900	990
General Motors Co	115,300	4,063	4,027
Genuine Parts Company	13,000	657	1,206
Goodyear Tire & Rubber Co	21,400	404	748
H&R Block Inc	20,600	408	637
Hanesbrands Inc	31,000	1,060	718
Harley-Davidson Inc	15,200	537	821
Hasbro Inc	9,600	376	1,070
Hilton Worldwide Holdings	33,800	2,225	2,091
Home Depot Inc	173,700	11,017	26,646
Interpublic Group of Co Inc	51,100	684	1,257
Kohl's Corporation	14,800	812	572
L Brands Inc	21,100	644	1,137
Leggett & Platt Inc	11,400	205	599
Lennar Corporation	18,200	465	970
LKQ Corporation	28,100	885	926
Lowe's Companies Inc	73,400	2,443	5,691
Macys Inc	28,100	646	653
Marriott International Inc	43,440	2,956	4,357
Mattel Inc	30,500	658	657
McDonald's Corporation	103,300	9,582	15,821
Michael Kors Holdings Ltd	13,300	1,090	482
Mohawk Industries Inc	5,500	809	1,329
Netflix Inc	90,000	9,537	13,447
Newell Rubbermaid Inc	38,099	1,052	2,043
News Corporation	41,975	354	580
Nike Inc	112,400	3,181	6,632
Nordstrom Inc	9,300	419	445
Omnicom Group Inc	33,100	2,023	2,744
O'Reilly Automotive Inc	17,100	2,218	3,740
Priceline Group Inc	4,610	3,351	8,623
PulteGroup Inc	24,500	287	601
PVH Corp	6,600	800	756
Ralph Lauren Corp	5,300	559	391
Ross Stores Inc	204,100	11,227	11,783
Royal Caribbean Cruises Ltd	14,400	1,123	1,573
Scripps Networks Interactive	9,500	439	649
Signet Jewelers Ltd	6,000	725	379
Staples Inc	57,600	1,184	580
Starbucks Corp	126,700	3,180	7,388
Target Corp	47,800	2,571	2,499
The Gap Inc	19,000	459	418
Tiffany & Co	79,900	6,879	7,500
Time Warner Inc	130,000	9,246	13,053
TJX Companies Inc	52,600	1,562	3,796
Tractor Supply Company	11,000	816	596
TripAdvisor Inc	8,950	326	342
Twenty-First Century Fox	127,500	2,554	3,593
Ulta Salon Cosmetics & Fragrances	7,300	1,592	2,098
Under Armour Inc	33,719	954	707
VF Corp	27,900	894	1,607
Viacom Inc	30,300	1,189	1,017
Walt Disney Company	174,000	10,795	18,488
Whirlpool Corporation	6,300	516	1,207
Wyndham Worldwide Corporation	9,600	158	964
Wynn Resorts Ltd	6,400	635	858
Yum Brands Inc	57,600	2,783	4,249
<i>Total Consumer Discretionary - 9.9%</i>		221,354	350,618
 <i>Consumer Staples</i>			
Altria Group Inc	448,720	18,962	33,416
Archer-Daniels-Midland Co	72,800	2,512	3,012
Brown Forman Corp	16,400	397	797

See accompanying notes to financial statements.

Large Cap Domestic Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares or Par Value	Cost	Fair Value
Campbell Soup Co	26,700	1,182	1,392
Church & Dwight Company Inc	22,200	950	1,152
Clorox Company	23,700	2,032	3,158
Coca-Cola Company	327,400	10,744	14,684
Colgate-Palmolive Co	74,200	3,724	5,500
ConAgra Foods Inc	214,300	6,929	7,663
Constellation Brands Inc	110,100	7,306	21,330
Costco Wholesale Corp	57,800	5,959	9,244
Coty Inc	40,679	715	763
CVS Health Corp	86,800	4,168	6,984
Dr Pepper Snapple Group Inc	81,000	5,374	7,380
Estee Lauder Companies Inc	19,400	749	1,862
General Mills Inc	66,900	2,874	3,706
Hershey Company	18,800	1,406	2,019
Hormel Foods Corp	23,500	278	802
JM Smucker Company	12,200	1,009	1,444
Kellogg Company	21,700	1,179	1,507
Kimberly Clark Corporation	49,300	4,391	6,365
Kraft Heinz Co	114,466	7,708	9,803
Kroger Co	73,200	1,162	1,707
McCormick & Company Inc	37,200	2,812	3,627
Molson Coors Brewing Co	16,900	1,117	1,459
Mondelez International Inc	129,600	3,325	5,597
Monster Beverage Corp	31,399	934	1,560
PepsiCo Inc	202,364	16,133	23,371
Philip Morris International Inc	178,700	13,322	20,988
Proctor & Gamble Company	358,126	26,628	31,211
Reynolds American Inc	292,186	10,907	19,004
Sysco Corp	106,200	4,317	5,345
Tyson Foods Inc	213,500	11,748	13,372
Walgreen Boots Alliance Inc	72,300	3,585	5,662
Wal-Mart Stores Inc	124,000	7,522	9,384
Whole Foods Market Inc	28,000	893	1,179
<i>Total Consumer Staples - 8.1%</i>		194,953	287,449
<i>Energy</i>			
Anadarko Petroleum Corp	88,500	5,819	4,013
Apache Corporation	114,100	7,243	5,469
Baker Hughes Inc	264,309	15,030	14,407
Cabot Oil & Gas Corporation	39,900	513	1,001
Chesapeake Energy Corp	72,400	1,388	360
Chevron Corporation	295,800	28,913	30,861
Cimarex Energy Co	31,200	3,995	2,933
Concho Resources Inc	20,800	2,296	2,528
ConocoPhillips	103,900	5,360	4,567
Devon Energy Corporation	44,400	2,432	1,419
EOG Resources Inc	124,400	10,463	11,261
EQT Corp	14,500	733	850
Exxon Mobil Corporation	544,094	41,569	43,925
Halliburton Company	299,300	13,873	12,783
Helmerich & Payne Inc	10,000	572	543
Hess Corp	22,900	1,285	1,005
Kinder Morgan Inc	182,028	6,313	3,488
Marathon Oil Corp	70,000	1,447	830
Marathon Petroleum Corporation	122,000	5,007	6,384
Murphy Oil Corporation	15,500	747	397
National-Oilwell Varco Inc	32,600	1,513	1,074
Newfield Exploration Company	17,600	939	501
Noble Energy Inc	63,700	2,374	1,803
Occidental Petroleum Corp	61,600	4,771	3,688
ONEOK Inc	189,100	9,682	9,863
Phillips 66	50,740	2,603	4,196
Pioneer Natural Resources Co	60,300	9,482	9,623
Range Resources Corporation	17,200	923	399
Schlumberger Ltd	160,042	11,613	10,537

See accompanying notes to financial statements.

Large Cap Domestic Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares or Par Value	Cost	Fair Value
TechnipFMC plc	315,200	9,861	8,573
Tesoro Corporation	10,800	224	1,011
Transocean Ltd	32,600	1,527	268
Valero Energy Corporation	136,600	7,412	9,215
Williams Companies Inc	583,400	16,902	17,665
<i>Total Energy - 6.4%</i>		234,824	227,440
<i>Financial Services</i>			
Affiliated Managers Group Inc	4,900	1,001	813
AFLAC Inc	68,100	4,001	5,290
Alexandria Real Estate Equities	42,600	4,851	5,132
Allstate Corp	196,700	10,883	17,396
American Express Co	61,300	3,016	5,164
American International Group	82,500	3,085	5,158
American Tower Corporation	66,400	5,261	8,786
Ameriprise Financial Inc	13,500	560	1,718
Aon PLC	25,900	1,631	3,443
Apartment Investment & Mgmt Co	114,600	4,395	4,924
Arthur J Gallagher & Co	118,700	6,081	6,796
Assurant Inc	43,300	3,414	4,490
Avalonbay Communities Inc	26,100	4,184	5,016
Bank of America Corporation	1,438,977	27,404	34,910
Bank of New York Mellon Corp	130,000	4,826	6,633
BB&T Corporation	264,800	11,044	12,025
Berkshire Hathaway Inc	232,396	24,672	39,361
BlackRock Inc	9,788	2,282	4,135
Boston Properties Inc	13,500	1,150	1,661
Capital One Financial Corp	38,600	1,953	3,189
CBOE Holdings Inc	64,300	5,434	5,877
CBRE Group Inc	27,600	548	1,005
Charles Schwab Corp	221,200	6,267	9,503
CHUBB Ltd	70,095	7,114	10,190
Cincinnati Financial Corp	75,000	4,497	5,434
Citigroup Inc	257,160	13,258	17,199
Citizens Financial Group Inc	393,200	13,632	14,029
CME Group Inc	157,300	14,870	19,700
Comerica Inc	143,200	8,425	10,488
Crown Castle International Corporation	30,600	2,032	3,066
Digital Realty Trust Inc	81,200	7,880	9,172
Discover Financial Services	87,400	3,940	5,435
E*Trade Financial Corporation	113,320	3,434	4,310
Equifax Inc	28,600	1,973	3,930
Equinix Inc	38,829	12,290	16,664
Equity Residential	41,500	2,171	2,732
Essex Property Trust Inc	15,700	3,579	4,039
Everest Re Group Ltd	6,700	1,710	1,706
Extra Space Storage Inc	11,500	967	897
Federal Realty Investment Trust	6,500	973	822
Fifth Third Bancorp	518,900	12,340	13,471
Franklin Resources Inc	30,400	1,023	1,362
GGP Inc	51,600	1,151	1,216
Goldman Sachs Group Inc	81,200	15,907	18,018
Hartford Financial Services Gp	173,100	7,590	9,100
HCP Inc	41,200	1,359	1,317
Host Hotels & Resorts Inc	61,662	828	1,127
Huntington Bancshares Inc	233,300	2,366	3,154
Intercontinental Exchange Inc	116,855	5,198	7,703
Invesco Ltd	36,300	714	1,277
JP Morgan Chase & Co	492,553	27,055	45,019
KeyCorp	676,000	11,445	12,668
Kimco Realty Corporation	36,500	528	670
Leucadia National Corporation	254,400	6,297	6,655
Lincoln National Corp	95,700	5,747	6,467
Loews Corp	100,800	4,367	4,718
M & T Bank Corporation	52,501	7,561	8,503

See accompanying notes to financial statements.

Large Cap Domestic Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares or Par Value	Cost	Fair Value
Macerich Company	10,400	724	604
Marsh & McLennan Cos Inc	194,000	9,238	15,124
MasterCard Inc	146,500	10,062	17,792
MetLife Inc	130,400	5,882	7,164
Mid-American Apartment Communities	17,000	1,588	1,791
Moody's Corp	12,900	540	1,570
Morgan Stanley	370,300	14,643	16,501
Nasdaq Inc	27,100	1,032	1,937
Navient Corporation	27,800	156	463
Northern Trust Corp	28,100	1,722	2,732
PayPal Holdings Inc	93,900	2,137	5,040
People's United Financial Inc	273,500	4,580	4,830
PNC Financial Services Group	130,500	13,473	16,296
Principal Financial Group Inc	182,500	10,238	11,693
Progressive Corp	175,900	5,321	7,755
Prologis Inc	192,200	8,898	11,271
Prudential Financial Inc	144,900	13,600	15,669
Public Storage	11,900	1,437	2,482
Raymond James Financial Inc	54,500	4,067	4,372
Realty Income Corp	27,500	1,464	1,517
Regency Centers Corp	12,599	862	789
Regions Financial Corp	874,400	11,619	12,801
S&P Global Inc	82,500	6,854	12,044
Simon Property Group Inc	25,816	2,911	4,176
SL Green Realty Corp	9,200	1,188	973
State Street Corp	68,200	4,541	6,120
SunTrust Banks Inc	179,100	8,293	10,159
Synchrony Financial	60,947	1,836	1,817
T Rowe Price Group Inc	20,700	1,150	1,536
Torchmark Corporation	81,600	5,375	6,242
Total System Services Inc	14,800	276	862
Travelers Cos Inc	73,200	6,403	9,262
UDR Inc	70,200	2,587	2,736
Unum Group	172,800	7,235	8,058
US Bancorp	319,000	12,759	16,562
Ventas Inc	30,700	1,509	2,133
Visa Inc	264,100	9,525	24,767
Vornado Realty Trust	14,440	996	1,356
Wells Fargo & Company	438,400	15,576	24,292
Welltower Inc	28,700	1,650	2,148
Western Union Company	58,100	972	1,107
Weyerhaeuser Company	59,179	1,367	1,982
Willis Towers Watson PLC	9,821	1,231	1,429
XL Group Ltd	73,800	2,676	3,232
Zions Bancorporation	164,900	6,474	7,241
<i>Total Financial Services - 21.9%</i>		578,831	775,110
<i>Health Care</i>			
Abbott Laboratories	146,470	4,704	7,120
AbbVie Inc	134,600	5,417	9,760
Aetna Inc	35,329	1,793	5,364
Agilent Technologies Inc	26,800	789	1,590
Alexion Pharmaceuticals Inc	19,000	2,249	2,312
Align Technology	12,000	1,784	1,801
Allergan PLC	28,427	6,459	6,910
AmerisourceBergen Corp	12,600	425	1,191
Amgen Inc	62,077	5,328	10,692
Anthem Inc	22,400	1,562	4,214
Baxter International Inc	136,545	5,843	8,266
Becton Dickinson & Company	77,608	9,707	15,142
Biogen Inc	17,500	2,358	4,749
Boston Scientific Corp	181,900	2,469	5,042
Bristol-Myers Squibb Company	141,442	4,942	7,881
Cardinal Health Inc	27,300	1,105	2,127
Celgene Corporation	65,800	3,460	8,545

See accompanying notes to financial statements.

Large Cap Domestic Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares or Par Value	Cost	Fair Value
Centene Corp	16,500	1,025	1,318
Cerner Corporation	26,000	881	1,728
CIGNA Corporation	21,800	1,146	3,649
Cooper Companies Inc	32,800	5,855	7,853
CR Bard Inc	28,600	5,393	9,041
DaVita HealthCare Partners Inc	13,500	543	874
DENTSPLY SIRONA Inc	19,400	879	1,258
Edwards Lifesciences Corp	23,400	1,220	2,767
Eli Lilly and Company	105,300	5,768	8,666
Envision Healthcare Corp	10,242	694	642
Express Scripts Holding Co	48,568	2,702	3,101
Gilead Sciences Inc	110,600	4,914	7,828
HCA Holdings Inc	48,900	3,838	4,264
Henry Schein Inc	6,000	830	1,098
Hologic Inc	46,700	1,769	2,119
Humana Inc	22,600	3,196	5,438
IDEXX Laboratories Inc	69,100	10,183	11,154
Illumina Inc	48,200	7,728	8,364
Incyte Corp	56,700	7,342	7,139
Intuitive Surgical Inc	10,700	6,251	10,008
Johnson & Johnson	363,000	29,109	48,021
Laboratory Corp of America Holdings	11,500	1,117	1,773
Mallinckrodt PLC	8,800	643	394
McKesson Corp	16,900	1,635	2,781
Medtronic PLC	116,676	8,840	10,355
Merck & Co Inc	245,380	10,541	15,726
Mettler-Toledo International Inc	11,400	4,752	6,709
Mylan NV	35,900	2,065	1,394
Patterson Companies Inc	7,600	207	357
PerkinElmer Inc	9,500	181	647
Perrigo Co PLC	12,700	1,927	959
Pfizer Inc	500,334	12,249	16,806
Quest Diagnostics Inc	101,300	8,693	11,261
Regeneron Pharmaceuticals Inc	6,400	1,746	3,143
Stryker Corporation	57,300	5,309	7,952
Thermo Fisher Scientific Inc	60,200	6,022	10,503
UnitedHealth Group Inc	167,400	13,393	31,039
Universal Health Services Inc	7,400	843	903
Varian Medical Systems Inc	8,000	335	826
Vertex Pharmaceuticals Inc	20,900	1,757	2,693
Waters Corporation	13,100	1,428	2,408
Zimmer Biomet Holdings Inc	15,900	1,097	2,042
Zoetis Inc	134,799	6,022	8,409
<i>Total Health Care - 10.9%</i>		<u>252,462</u>	<u>388,116</u>
<i>Technology</i>			
Accenture PLC	52,900	3,775	6,543
Activision Blizzard Inc	231,600	7,654	13,333
Adobe Systems Inc	86,100	6,051	12,178
Advanced Micro Devices Inc	496,300	5,801	6,194
Akamai Technologies Inc	106,500	5,540	5,305
Alliance Data Systems Corp	4,300	1,105	1,104
Alphabet Inc	63,278	29,804	58,175
Amphenol Corp	165,700	10,418	12,232
Analog Devices Inc	80,168	5,091	6,237
Ansys Inc	13,900	1,700	1,691
Apple Inc	782,900	46,109	112,753
Applied Materials Inc	456,500	11,776	18,858
Autodesk Inc	18,500	649	1,865
Broadcom Ltd	90,153	9,626	21,010
CA Inc	28,200	589	972
Cisco Systems Inc	472,600	10,722	14,792
Citrix Systems Inc	13,700	497	1,090
Cognizant Tech Solutions Corp	51,500	1,620	3,420
Corning Inc	291,900	6,638	8,772

See accompanying notes to financial statements.

Large Cap Domestic Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares or Par Value	Cost	Fair Value
CSRA Inc	65,700	1,901	2,086
DXC Technology Company	122,401	8,796	9,391
Electronic Arts Inc	82,000	4,389	8,669
F5 Networks Inc	15,800	2,093	2,008
Facebook Inc	307,600	21,962	46,441
Fidelity National Information Services	59,300	3,112	5,064
Fiserv Inc	81,100	4,327	9,922
FLIR Systems Inc	12,700	355	440
Fortive Corporation	29,950	867	1,897
Gartner Group Inc	9,900	1,078	1,223
Global Payments Inc	11,517	842	1,040
Harris Corporation	89,100	8,200	9,719
Hewlett Packard Enterprise Co	419,900	6,774	6,966
HP Inc	254,300	4,207	4,445
IBM Corporation	83,300	11,835	12,814
Intel Corporation	671,300	18,413	22,650
Intuit Inc	46,200	3,211	6,136
Juniper Networks Inc	31,300	756	873
KLA-Tencor Corporation	91,100	7,793	8,337
L3 Technologies Inc	43,600	6,380	7,285
Lam Research Corporation	107,650	10,830	15,225
Microchip Technology Inc	152,000	9,139	11,731
Micron Technology Inc	506,100	11,140	15,112
Microsoft Corporation	1,047,102	36,762	72,177
Motorola Solutions Inc	14,918	918	1,294
NetApp Inc	170,600	6,620	6,833
NVIDIA Corporation	207,600	10,673	30,011
Oracle Corporation	252,600	7,178	12,665
Paychex Inc	74,600	3,405	4,248
Qorvo Inc	10,800	886	684
Qualcomm Inc	190,300	10,555	10,508
Red Hat Inc	15,000	541	1,436
Salesforce.com Inc	56,100	2,357	4,858
Seagate Technology PLC	209,200	8,667	8,106
Skyworks Solutions Inc	21,500	2,090	2,063
Symantec Corporation	490,600	12,967	13,859
Synopsys Inc	72,400	5,328	5,280
TE Connectivity Ltd	30,100	1,251	2,368
Texas Instruments Inc	199,200	11,396	15,324
VeriSign Inc	6,400	119	595
Western Digital Corp	70,020	5,109	6,204
Xerox Corporation	17,349	416	498
Xilinx Inc	131,000	6,958	8,426
<i>Total Technology - 20.4%</i>		447,761	723,435
<i>Utilities</i>			
AES Corporation	69,800	918	775
Alliant Energy Corp	131,800	5,146	5,294
Ameren Corporation	174,500	8,601	9,540
American Electric Power Co Inc	72,200	3,379	5,016
American Water Works Co Inc	121,900	9,131	9,502
CenterPoint Energy Inc	313,200	7,358	8,575
CMS Energy Corporation	161,200	5,451	7,456
Consolidated Edison Inc	84,600	5,962	6,837
Dominion Energy Inc	124,700	8,255	9,556
DTE Energy Company	116,700	9,702	12,346
Duke Energy Corp	68,806	4,420	5,751
Edison International	101,300	6,252	7,921
Energy Corporation	15,500	1,167	1,190
Eversource Energy	79,396	4,196	4,820
Exelon Corp	149,047	5,665	5,376
FirstEnergy Corp	35,238	1,482	1,028
NextEra Energy Inc	128,700	12,140	18,035
NiSource Inc	43,400	489	1,101
NRG Energy Inc	31,400	785	541

See accompanying notes to financial statements.

Large Cap Domestic Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

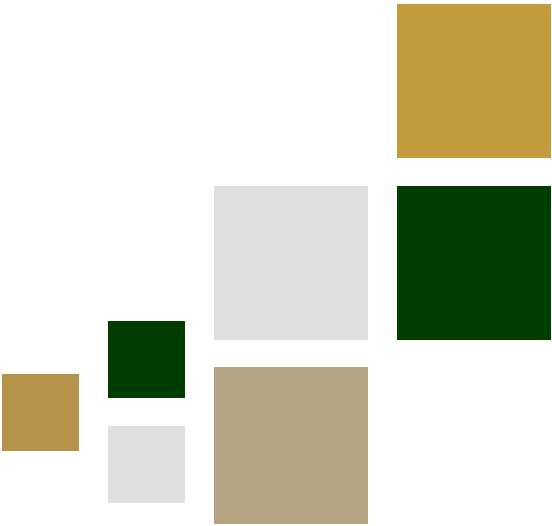
Description	Shares or Par Value	Cost	Fair Value
PG&E Corp	129,800	7,324	8,615
Pinnacle West Capital Corp	90,300	6,755	7,690
PPL Corporation	76,000	2,294	2,938
Public Service Enterprise Grp	93,900	3,723	4,039
SCANA Corporation	112,400	7,356	7,532
Sempra Energy	62,500	4,847	7,047
Southern Company	192,300	8,863	9,207
WEC Energy Group Inc	142,307	7,091	8,735
Xcel Energy Inc	138,600	4,882	6,356
<i>Total Utilities - 5.2%</i>		153,634	182,819
Total Common Stock - 98.5%		2,492,631	3,490,823
<u>Money Market Mutual Fund</u>			
Dreyfus Treasury Prime Cash Management Institutional Fund - 1.0%	34,740,148	34,740	34,740
<u>Investments made with Cash Collateral for Securities Loaned</u>			
<i>Repurchase Agreements</i>			
BNP Paribas, 1.11% Due 7/3/2017	2,114	2,114	2,114
BNP Paribas, 1.4% Due 7/3/2017	5,880	5,880	5,880
Citibank NA, 1.08% Due 7/3/2017	414	414	414
Citigroup Global Markets Inc, 1.1% Due 7/3/2017	22,803	22,803	22,803
Citigroup Global Markets Inc, 1.06% Due 7/5/2017	8,396	8,396	8,396
HSBC Securities USA Inc, 1.06% Due 7/3/2017	2,573	2,573	2,573
ING Bank NV, 1.38% Due 7/3/2017	4,654	4,654	4,654
Jefferies LLC, 1.25% Due 7/3/2017	1,264	1,264	1,264
Merrill Lynch Pierce Fenner & Smith Inc, 1.35% Due 7/5/2017	1,809	1,809	1,809
Merrill Lynch Pierce Fenner & Smith Inc, 1.66% Due 10/3/2017	7,149	7,149	7,149
Mizuho Securities USA LLC, 1.31% Due 7/3/2017	866	866	866
Nomura Securities International Inc, 1.13% Due 7/3/2017	348	348	348
RBC Dominion Securities Inc, 1.08% Due 7/3/2017	20,722	20,722	20,722
Societe Generale, 1.31% Due 7/3/2017	19,851	19,851	19,851
Societe Generale, 1.56% Due 8/4/2017	4,677	4,677	4,677
Societe Generale, 1.71% Due 9/29/2017	6,815	6,815	6,815
<i>Total Repurchase Agreements - 3.1%</i>		110,335	110,335
<i>Time Deposits</i>			
Australia & New Zealand Banking Group Ltd, 1.15% Due 7/3/2017	6,742	6,742	6,742
BNP Paribas, 1.06% Due 7/3/2017	8,338	8,338	8,338
Credit Agricole CIB, 1.06% Due 7/3/2017	5,730	5,730	5,730
DNB Bank ASA, 1.05% Due 7/3/2017	7,980	7,980	7,980
Landesbank Baden-Wuerttemberg, 1.05% Due 7/3/2017	8,330	8,330	8,330
National Australia Bank Ltd, 1.05% Due 7/3/2017	8,448	8,448	8,448
National Bank of Canada, 1.05% Due 7/3/2017	6,550	6,550	6,550
Nordea Bank AB, 1.06% Due 7/3/2017	7,572	7,572	7,572
Royal Bank of Canada, 1.05% Due 7/3/2017	8,383	8,383	8,383
Svenska Handelsbanken AB, 1.05% Due 7/3/2017	8,163	8,163	8,163
<i>Total Time Deposits - 2.1%</i>		76,236	76,236
Total Investments made with Cash Collateral for Securities Loaned - 5.2%		186,571	186,571
Total Investments - 104.7%		\$ 2,713,942	\$ 3,712,134

See accompanying notes to financial statements.

AUDITED FINANCIAL STATEMENTS
June 30, 2017

B

NON-LARGE CAP DOMESTIC EQUITY POOL



Non-Large Cap Domestic Equity Pool

Audited Financial Statements June 30, 2017

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Report of Independent Auditors

To the Board of Trustees
West Virginia Investment Management Board

We have audited the accompanying financial statements of the West Virginia Investment Management Board Non-Large Cap Domestic Equity Pool, which comprise the statement of net position as of June 30, 2017, and the related statement of changes in net position for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the West Virginia Investment Management Board Non-Large Cap Domestic Equity Pool at June 30, 2017, and the changes in its net position for the year then ended, in conformity with U.S. generally accepted accounting principles.

Required Supplementary Information

U.S. generally accepted accounting principles require that the management's discussion and analysis on pages B-1 through B-2 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, which considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.



Supplementary Information

Our audit was conducted for purposes of forming an opinion on the basic financial statements. The accompanying schedule of investments is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with the auditing standards generally accepted in the United States. In our opinion, the accompanying schedule of investments is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

Ernst + Young LLP

September 8, 2017

Non-Large Cap Domestic Equity Pool

Management Discussion and Analysis (Unaudited)

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. The IMB operates on a fiscal year beginning July 1 and ending June 30. To effectuate its purpose the IMB has constructed a series of investment pools in which to invest participating entities monies.

The following information and 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, the information contained in the management discussion and analysis and the following 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. The management discussion and analysis information should be considered in conjunction with the information contained in the financial statements which follow this section.

Effective July 1, 2016, the Pool adopted U.S. Generally Accepted Accounting Principles (GAAP) for governments as prescribed by the Governmental Accounting Standards Board (GASB). Prior to July 1, 2016, the Pool followed the accounting and reporting guidance applicable to investment companies as defined by the Financial Accounting Standards Board Accounting Standards Codification (ASC) 946 – Financial Services – Investment Companies. Accordingly, the financial statements presented have been prepared in conformity with the reporting framework prescribed by GASB for external investment pools. There was no impact on the net position of the Pool as a result of adopting the GASB reporting framework.

Financial Statement Overview

Management's Discussion and Analysis is an introduction to the Pool's basic financial statements. The IMB accounts for the Pool under GAAP for governments as prescribed by the GASB, using the accrual basis of accounting. The financial statements for the Pool include a Statement of Net Position and a Statement of Changes in Net Position. These financial statements are supported by the Notes to Financial Statements. In addition, a Schedule of Investments for the Pool is included as Supplementary Information following the Notes to Financial Statements.

Pool Strategy

The objective of the Pool is to outperform the small capitalization equity market (net of external investment management fees) as measured by the Russell 2500 Index over a full market cycle (3 to 5 years).

Condensed Financial Information and Analysis (in \$000s)

The Statement of Net Position presents the financial position of the Pool as of June 30, 2017, and includes all assets and liabilities of the Pool. The difference between total assets and total liabilities, which is equal to the participants' interest in the Pool's Net Position, is shown below for the current and prior fiscal year-end dates:

Condensed Net Position	June 30, 2017	June 30, 2016
Investments	\$ 943,382	\$ 1,141,869
Other Assets	9,555	19,942
Total Assets	952,937	1,161,811
Total Liabilities	(232,305)	(379,700)
Net Position	\$ 720,632	\$ 782,111

Yearly variances in the net position of the Pool are impacted by the overall performance of the U.S. equity market. Net position is also impacted by expenses charged to the Pool and the issuance and redemption of Pool units. The decrease in the Pool's Net Position of \$61,479 results from a \$150,695 net increase from operations, a \$81,349 decrease from distributions to unitholders, and a \$130,825 net decrease from unit transactions.

Non-Large Cap Domestic Equity Pool

Management Discussion and Analysis (Unaudited)

The Statement of Changes in Net Position presents the Pool's activity for the years ended:

	June 30, 2017	June 30, 2016
Investment Income (Loss)	\$ 151,419	\$ (71,516)
Expenses	(724)	(1,249)
Net Increase (Decrease) in Net Position from Operations	150,695	(72,765)
Distributions to Unitholders	(81,349)	-
Net Units Issued (Redeemed)	(130,825)	43,448
Decrease in Net Position	(61,479)	(29,317)
Net Position, Beginning of Year	782,111	811,428
Net Position, End of Year	<u>\$ 720,632</u>	<u>\$ 782,111</u>

The Investment Income (Loss) of the Pool consists primarily of dividends received on equity securities, realized gain (loss) on the sale of investments which occur whenever investments are sold for more (less) than their cost, and the net change in unrealized appreciation (depreciation) on investments which reflects the net change in the value of investments held over their carrying cost between the measurement periods.

The IMB calculates total rates of return using the time-weighted rate of return methodology. The time-weighted method determines the rate of return exclusive of the effects of participant contributions or withdrawals. The return of the Pool (net of fees) for the year ended June 30, 2017 was 22.0 percent, up from -9.5 percent for the year ended June 30, 2016.

Select financial highlights for the Pool are as follows:

Per Unit Operating Performance:	June 30, 2017	June 30, 2016
Net position, beginning of year	\$ 27.32	\$ 30.18
Net increase (decrease) in net position from operations	5.87	(2.86)
Distributions to unitholders	(3.30)	-
Net position, end of year	<u>\$ 29.89</u>	<u>\$ 27.32</u>
 Supplemental Data (a):		
Ratio of expenses to average net position	0.10%	0.16%
Portfolio turnover rate	112.76%	89.54%

(a) All ratios are for the fiscal year

Non-Large Cap Domestic Equity Pool

Statement of Net Position

June 30, 2017

(Amounts in thousands, except unit data)

Assets

Investments at fair value (cost \$855,411), including securities on loan of \$281,559 (Note 5)	\$	943,382
Receivables:		
Investments sold		8,773
Dividends		736
Securities lending income		46
		<hr/>
Total assets		952,937

Liabilities

Accrued expenses		134
Payable for investments purchased		19,685
Payable upon return of securities loaned (Note 5)		212,486
		<hr/>
Total liabilities		232,305

Net position \$ 720,632

Unit data

Units outstanding		24,106,061
Net position, unit price	\$	<u><u>29.89</u></u>

See accompanying notes to financial statements.

Non-Large Cap Domestic Equity Pool

Statement of Changes in Net Position

Year Ended June 30, 2017

(Amounts in thousands)

Investment income

Net change in unrealized appreciation (depreciation) on investments	\$	53,342
Net realized gain from investments		85,912
Dividends, net of foreign withholding taxes (\$20)		11,454
Net securities lending income		711

Total investment income 151,419

Expenses

Investment advisor fees	(431)
Trustee fees	(2)
Custodian bank fees	(48)
Management fees	(203)
Fiduciary bond fees	(1)
Professional service fees	(39)

Total expenses (724)

Net increase in net position from operations before distributions and unit transactions 150,695

Distributions to unitholders (81,349)

Unit transactions

Proceeds from sale of units	6,839
Reinvestment of distributions	81,349
Amount paid for repurchase of units	(219,013)

Net decrease in net position from unit transactions (130,825)

Decrease in net position (61,479)

Net position, beginning of year 782,111

Net position, end of year \$ 720,632

See accompanying notes to financial statements.

Non-Large Cap Domestic Equity 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 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.

The IMB accounts for the Pool under U.S. Generally Accepted Accounting Principles (GAAP) for governments as prescribed by the Governmental Accounting Standards Board (GASB), using the accrual basis of accounting.

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 GASB Statement No. 72. Refer to Note 4 for further discussion and presentation of the reporting requirements under GASB Statement No. 72.

Fair value of the Pool's portfolio securities is determined on the last business day of each month 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.
- 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.
- 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.
- Repurchase agreements and time deposits are valued at amortized cost, provided such amount approximates fair value.

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.

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.

Non-Large Cap Domestic Equity Pool

Notes to Financial Statements

(Amounts in thousands, except share data)

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Securities Lending - The IMB, through its lending agent, the Bank of New York Mellon, loans securities of the Pool to various brokers on a temporary basis. Each transaction for U.S. securities is secured by collateral based on the market value of the securities loaned. The required collateral percentage varies based on the type of collateral received. The required percentage for cash collateral and non-cash collateral consisting of debt obligations and securities issued by the United States Government or its agencies or instrumentalities is at least 102 percent of the market value of the securities loaned. The required percentage of non-cash collateral consisting of equity securities is at least 107 percent of the market value of the securities loaned. Cash collateral received is invested in repurchase agreements, money market mutual funds, and time deposits. Such investments, except for repurchase transactions, are made at the risk of the Pool and, as such, the Pool is liable for investment losses. The lending agent contractually indemnifies the IMB for any repurchase agreement investment losses. Investments made with cash are reported at fair value on the Statement of Net Position. Securities loaned remain on the Statement of Net Position. The IMB has the right under the lending agreement to recover the securities from the borrower on demand. 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 Changes in Net Position as net securities lending income. The IMB also continues to receive 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 Changes in Net Position 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. The calculation of realized gains and losses is independent of the calculation of the net increase or decrease in the fair value of investments. Realized gains and losses on investments held in more than one fiscal year and sold in the current year may have been recognized as an increase or decrease in the fair value of investments reported in the prior year.

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

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

Unit valuation and participant transactions - The unit price of the Pool is calculated on the last business day of the month by dividing the net position of the Pool by the number of outstanding units. Participant transactions are executed at the unit price at the time of the purchase or redemption.

Distributions to Participants - The Pool does not routinely distribute dividends of investment income less expenses.

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. Accordingly, no provision for income taxes is required as of June 30, 2017.

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. INVESTMENT RISK DISCLOSURES

Credit Risk and Interest Rate Risk

The Pool is exposed to credit risk from certain investments made with cash collateral for securities loaned. This risk is limited by requiring minimum ratings on debt instruments. Long-term debt instruments must be rated A or better by Moody's or Standard & Poor's at the time of purchase. Short-term debt instruments must be rated P-1 by Moody's or A-1 by Standard & Poor's at the time of purchase. The Pool is exposed to interest rate risk from certain investments made with cash collateral for securities loaned. The weighted average maturity for investments made with cash collateral for securities loaned is not to exceed 90 days. The following table provides the weighted average credit ratings and weighted average maturities (WAM) as of June 30, 2017.

Investment Type	Moody's	S&P	WAM (Days)	Fair Value	Percent of Total Investments
Common stock	N/A	N/A	N/A	\$ 717,579	76.1%
Money market mutual fund	Aaa	AAA	N/A	13,317	1.4
Repurchase agreements	Aaa	AA	3	125,660	13.3
Time deposits	A-1	P-1	3	86,826	9.2
Total investments				\$ 943,382	100.0%

Concentration of Credit Risk

The Pool is restricted from investing more than 5 percent of the value of the Pool in any one company. At June 30, 2017, the Pool was in compliance with this restriction and is not exposed to concentration of credit risk.

Custodial Credit Risk

At June 30, 2017, the Pool held no securities that were subject to custodial credit risk. Repurchase agreements, when held, are collateralized to a minimum of 102 percent and the collateral is held in the name of the IMB. Securities on loan are collateralized to a minimum of 102 percent and the collateral is held by the IMB's custodian in the name of the IMB. All remaining securities are held by the IMB's custodian in the name of the IMB.

Foreign Currency Risk

The Pool is exposed to no or minimal foreign currency risk.

NOTE 4. FAIR VALUE MEASUREMENTS

GASB Statement No. 72 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).

GASB Statement No. 72 establishes 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 GASB Statement No. 72 are:

Non-Large Cap Domestic Equity Pool

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

NOTE 4. FAIR VALUE MEASUREMENTS (continued)

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

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

Level 3 Unobservable pricing inputs for assets and liabilities.

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

The table below summarizes the valuation of the investment securities in accordance with GASB Statement No. 72 fair value hierarchy levels as of June 30, 2017:

Assets	Level 1	Level 2	Level 3	Total
Common stock	\$ 717,579	\$ -	\$ -	\$ 717,579
Investments made with cash collateral for securities loaned	-	212,486	-	212,486
Money market mutual fund	13,317	-	-	13,317
Total	\$ 730,896	\$ 212,486	\$ -	\$ 943,382

NOTE 5. SECURITIES LENDING

The following table presents the amounts of various accounts related to securities lending at June 30, 2017.

	Fair Value
Securities on loan	\$ 281,559
Collateral received:	
Cash	\$ 212,486
Non-cash	80,597
Total collateral received	\$ 293,083

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 Net Position.

NOTE 6. 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.

Non-Large Cap Domestic Equity Pool

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

NOTE 6. INVESTMENT ADVISORY FEES

From July 1, 2016 to September 30, 2016, the fees paid to AJO consisted 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 was 1.25 percent annually of the net assets under management. Effective October 1, 2016, AJO will earn no base fee and a performance incentive fee 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 1.20 percent annually of the net assets under management. The effective fee rate earned by AJO for the year ended June 30, 2017, was 0.01 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 year ended June 30, 2017, was 0.10 percent.

NOTE 7. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at June 30, 2017.

<u>Participant</u>	<u>Account Value</u>
Teachers' Retirement System	\$ 301,980
Public Employees' Retirement System	265,878
Workers' Compensation Old Fund	31,555
West Virginia Retiree Health Benefit Trust Fund	31,038
State Police Death, Disability and Retirement Fund	26,793
Revenue Shortfall Reserve Fund - Part B	10,307
Deputy Sheriff's Retirement System	8,450
Judges' Retirement System	8,075
State Police Retirement System	6,994
Coal Workers' Pneumoconiosis Fund	6,222
West Virginia Department of Environmental Protection Agency	4,720
Board of Risk and Insurance Management	3,514
Public Employees Insurance Agency	3,226
Emergency Medical Services Retirement System	2,971
Wildlife Endowment Fund	2,701
West Virginia Prepaid Tuition Trust Fund	2,692
Workers' Compensation Self-Insured Employer Security Risk Pool	1,352
Workers' Compensation Self-Insured Employer Guaranty Risk Pool	834
West Virginia Department of Environmental Protection Trust	470
Berkeley County Development Authority	297
Workers' Compensation Uninsured Employers' Fund	288
Municipal Police Officers' and Firefighters' Retirement System	210
Municipal Policemen's or Firemen's Pension and Relief Funds	65
Total	<u>\$ 720,632</u>

NOTE 8. SUBSEQUENT EVENTS

The IMB has performed an evaluation of events subsequent to June 30, 2017, through September 8, 2017, the date the Pool's financial statements were available for issuance. On July 1, 2017, the IMB created the Domestic Equity Pool to invest in U.S. equities of small-, mid-, and large-cap growth and value stocks. On July 1, 2017, the assets and liabilities of the Pool were transferred in-kind to the Domestic Equity Pool. There were no other significant subsequent events which have not been recognized in the Pool's financial statements that require disclosure.

Supplementary Information

Non-Large Cap Domestic Equity Pool

Schedule of Investments

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares or Par Value	Cost	Fair Value
Common Stock			
<i>Basic Materials</i>			
Avery Dennison Corp	67,720	\$ 5,531	\$ 5,984
Axalta Coating Systems Ltd	247,600	7,034	7,933
Cabot Corporation	35,680	1,778	1,906
Chemours Company	30,543	1,112	1,158
Dominion Diamond Corp	154,819	1,620	1,945
Global Brass & Copper Holdings	57,717	1,727	1,763
KEMET Corp	72,561	1,055	929
KMG Chemicals Inc	22,765	1,102	1,108
Koppers Holdings Inc	37,143	1,286	1,343
Mercer International Inc	154,788	2,170	1,780
Olympic Steel	25,663	710	500
Orion Engineered Carbons	86,946	1,667	1,735
Orion Group Holdings Inc	40,371	293	302
Resolute Forest Products	110,887	486	488
Silvercorp Metals Inc	365,028	1,056	1,172
Sterling Construction Co	93,268	1,014	1,219
Summit Materials Inc	249,530	5,368	7,204
Taseko Mines Ltd	299,748	354	381
Trinseo SA	45,988	1,887	3,159
Tronox Ltd	70,848	973	1,071
WR Grace & Co	84,705	6,394	6,100
<i>Total Basic Materials - 6.8%</i>		44,617	49,180
<i>Capital Goods</i>			
Aegean Marine Petroleum Network	116,481	1,104	681
AO Smith Corp	103,460	4,231	5,828
Applied Industrial Tech Inc	58,881	3,630	3,477
Argan Inc	24,500	1,570	1,470
Atkore International Group Inc	48,594	1,047	1,096
Boise Cascade Co	54,916	1,613	1,669
Builders Firstsource Inc	441,360	5,643	6,762
CAI International Inc	51,948	1,033	1,226
Cohu Inc	62,088	1,079	977
Continental Building Products	104,345	2,508	2,431
Crane Company	77,600	5,606	6,160
Ennis Inc	15,343	291	293
Flowserve Corp	110,518	5,406	5,131
Freightcar America Inc	61,131	1,081	1,063
Hawaiian Holdings Inc	37,047	735	1,739
IHS Markit Ltd	128,081	4,277	5,641
JB Hunt Transport Services Inc	60,965	5,072	5,571
JetBlue Airways Corp	82,242	1,843	1,878
Kforce Inc	41,810	933	819
KLX Inc	84,300	3,929	4,215
Lennox International Inc	43,500	5,589	7,988
Manpower Inc	41,012	4,131	4,579
MasTec Inc	44,190	1,839	1,995
Middleby Corporation	47,440	5,316	5,764
Moog Inc	36,725	2,600	2,634
Myers Industries Inc	82,140	1,204	1,474
MYR Group Inc	61,953	1,645	1,922
Neff Corporation	56,596	988	1,075
Old Dominion Freight Line Inc	61,490	4,002	5,856
Owens Corning Inc	74,238	3,284	4,968
Quanta Services Inc	61,995	1,418	2,041
REX American Resources Corp	23,774	1,525	2,296
SkyWest Inc	11,577	225	406
SORL Auto Parts Inc	110,433	912	738
Sotheby's Holdings Inc	83,590	3,396	4,486
Spirit AeroSystems Holdings	62,239	2,794	3,606
Topbuild Corp	55,900	2,941	2,967
TransDigm Group Inc	23,506	4,354	6,320
Wabash National Corporation	103,650	1,391	2,278

See accompanying notes to financial statements.

Non-Large Cap Domestic Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares or Par Value	Cost	Fair Value
World Fuel Services Corp	77,780	2,962	2,991
<i>Total Capital Goods - 17.3%</i>		105,147	124,511
<i>Communication Services</i>			
John Wiley and Sons Inc - 0.0%	5,238	280	276
<i>Consumer Discretionary</i>			
Aaron's Inc	63,474	2,035	2,469
Bed Bath & Beyond Inc	15,589	614	474
Boyd Gaming Corporations	185,070	4,648	4,592
Bridgepoint Education Inc	68,471	1,022	1,011
Brunswick Corporation	12,353	743	775
Capella Education Company	23,483	1,415	2,010
Commercial Vehicle Group Inc	111,769	1,032	944
CRA International Inc	47,854	1,688	1,738
Dana Holding Corporation	223,146	4,372	4,983
Dunkin' Brands Group Inc	91,234	5,213	5,029
Everi Holdings Inc	143,872	993	1,047
Gannett Co Inc	139,388	1,998	1,215
Haverty Furniture Co Inc	36,849	895	925
Kimball International Inc	50,405	874	841
Lear Corporation	25,523	2,947	3,626
Liberty TripAdvisor Holdings	108,068	1,252	1,254
Lions Gate Entertainment Corp	199,575	4,520	5,245
Live Nation	111,690	3,085	3,892
M/I Schottenstein Homes Inc	95,063	2,706	2,714
Malibu Boats Inc	55,479	1,330	1,435
MCBC Holdings Inc	110,328	1,903	2,157
Monarch Casino & Resort Inc	12,679	386	384
Nexstar Broadcasting Group	63,621	3,110	3,805
Office Depot Inc	268,798	1,495	1,516
Pinnacle Entertainment Inc	141,457	2,205	2,795
RCI Hospitality Holdings Inc	48,025	1,047	1,145
Rent-A-Center Inc	34,354	401	403
Scripps Networks Interactive	69,950	4,667	4,778
Six Flags Entertainment Group	138,620	8,498	8,263
Tenneco Inc	54,232	3,190	3,136
Time Inc	100,219	1,403	1,438
Tower International Inc	86,260	2,316	1,937
Turning Point Brands Inc	10,341	163	159
Vail Resorts Inc	35,135	3,676	7,126
Visteon Corporation	30,460	2,136	3,109
Zagg Incorporated	128,247	1,099	1,109
<i>Total Consumer Discretionary - 12.4%</i>		81,077	89,479
<i>Consumer Staples</i>			
Adecoagro SA	124,982	1,458	1,249
Coca-Cola Bottling Co	8,935	1,889	2,045
Dean Foods Company	140,962	2,474	2,396
Hain Celestial Group Inc	82,300	3,209	3,195
Medifast Inc	54,600	1,769	2,264
Nomad Foods Ltd	118,818	1,664	1,677
Nutrisystem Inc	12,235	646	637
Omega Protein Corporation	102,223	2,322	1,830
Pinnacle Foods Inc	91,940	4,423	5,461
Sanderson Farms Inc	16,246	1,501	1,879
<i>Total Consumer Staples - 3.1%</i>		21,355	22,633
<i>Energy</i>			
Advantage Oil & Gas Ltd	71,106	463	480
Archrock Inc	111,995	1,043	1,277
Cosan Ltd	232,269	1,579	1,489
Euronav NV	202,772	2,074	1,602
Evolution Petroleum Corp	145,719	1,103	1,180
Exterran Corporation	41,673	1,247	1,113

See accompanying notes to financial statements.

Non-Large Cap Domestic Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares or Par Value	Cost	Fair Value
Geopark Ltd	96,894	822	732
Hallador Energy Co	93,509	737	727
McDermott International Inc	354,508	2,411	2,542
Pacific Ethanol Inc	126,192	891	789
Renewable Energy Group Inc	174,364	1,506	2,258
Southwestern Energy Company	55,803	564	339
Tesoro Corporation	66,550	5,501	6,229
<i>Total Energy - 2.9%</i>		19,941	20,757
<i>Financial Services</i>			
American Equity Investment Life Holdings	24,136	601	634
Argo Group International Holdings Ltd	51,607	3,366	3,127
Arthur J Gallagher & Co	94,938	4,826	5,435
Ashford Hospitality Trust	334,101	2,671	2,031
Assured Guaranty Ltd	108,883	2,972	4,545
Axis Capital Hldgs Ltd	25,657	1,489	1,659
Barrett Business Services Inc	22,936	1,309	1,314
Berkshire Hills Bancorp Inc	76,082	1,857	2,674
Centerstate Banks Inc	98,644	2,478	2,452
Central Pacific Financial Corp	114,682	2,698	3,609
Chesapeake Lodging Trust	68,539	1,712	1,677
CNO Financial Group Inc	143,359	2,921	2,993
Colliers International Group	17,977	960	1,015
CorEnergy Infrastructure Trust	147	5	5
CoStar Group Inc	26,645	4,852	7,024
DiamondRock Hospitality Co	271,236	2,578	2,970
East West Bancorp Inc	86,590	4,663	5,072
Enova International Inc	19,780	263	294
Essent Group Ltd	161,760	5,686	6,008
Evercore Partners Inc	17,210	1,384	1,213
Everest Re Group Ltd	21,041	2,340	5,357
EZCORP Inc	48,151	422	371
Farmer Mac	33,051	1,170	2,138
Financial Institutions Inc	61,296	1,751	1,827
First Connecticut Bancorp Inc	4,594	116	118
First Potomac Realty Trust	95,816	953	1,065
FirstService Corporation	42,197	2,636	2,700
GAMCO Investors Inc	12,660	430	375
Gaming and Leisure Properties	61,220	2,224	2,306
Garrison Capital Inc	10,979	96	91
HomeTrust Bancshares Inc	37,567	918	917
Hospitality Properties Trust	118,434	3,321	3,452
Independent Bank Corporation	88,558	1,417	1,926
Infinity Property & Casualty	7,723	708	726
InfraREIT Inc	124,433	2,233	2,383
International FCStone Inc	52,342	1,993	1,976
Investment Technology Group Inc	80,247	1,645	1,704
LaSalle Hotel Properties	103,300	3,068	3,078
Lazard Ltd	73,449	3,210	3,403
Leucadia National Corporation	30,261	759	792
LPL Financial Holdings Inc	24,454	997	1,038
Mack-Cali Realty Corp	149,768	3,028	4,065
MGIC Investments Corp	236,096	2,539	2,644
MSCI Inc	46,440	3,301	4,783
NexPoint Residential Trust Inc	68,662	1,623	1,709
OFG Bancorp	170,567	1,866	1,706
Old Second Bancorp Inc	111,709	1,266	1,290
OM Asset Management PLC	29,090	423	432
Peapack-Gladstone Financial	28,828	600	902
Peoples Bancorp Inc	23,922	731	769
Pico Holdings Inc	28,292	309	495
Piper Jaffray Co Inc	29,810	1,818	1,787
Popular Inc	110,356	3,609	4,603
QCR Holdings Inc	22,650	1,022	1,074
R1 RCM Inc	276,018	958	1,035

See accompanying notes to financial statements.

Non-Large Cap Domestic Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares or Par Value	Cost	Fair Value
Raymond James Financial Inc	71,705	3,447	5,752
RealPage Inc	132,733	4,085	4,772
Regional Management Corp	47,306	1,042	1,118
Reinsurance Group of America Inc	39,424	2,847	5,062
RLJ Lodging Trust	35,008	804	696
RMR Group Inc	28,467	1,031	1,385
Ryman Hospitality Properties	23,208	1,442	1,486
Sabra Health Care REIT Inc	98,751	2,327	2,380
Signature Bank	29,160	4,212	4,185
STAG Industrial Inc	107,346	2,288	2,963
State Bank Financial Corp	66,266	1,800	1,797
Stewart Information Services Corp	44,959	2,014	2,040
Summit Hotel Properties	169,239	3,218	3,156
Sun Communities Inc	75,359	6,026	6,608
Synovus Financial Corp	60,317	2,534	2,668
Terreno Realty Corp	98,616	3,187	3,319
Third Point Reinsurance Ltd	110,325	1,390	1,534
Tier REIT Inc	132,470	2,348	2,448
Total System Services Inc	129,090	4,680	7,519
TransUnion	167,420	5,399	7,251
UMH Properties Inc	115,194	1,810	1,964
United Community Banks Inc	140,849	3,875	3,916
Universal Insurance Holdings	75,936	1,445	1,914
Voya Financial Inc	116,464	3,014	4,296
Washington Prime Group Inc	292,091	3,427	2,445
Xenia Hotels & Resorts Inc	180,902	3,237	3,504
<i>Total Financial Services - 28.7%</i>		177,720	206,966
<i>Health Care</i>			
Accelaron Pharma Inc	131,684	4,316	4,002
Addus HomeCare Corporation	28,575	975	1,063
Alkermes PLC	43,230	1,953	2,506
Applied Genetic Technologies	152,177	1,420	776
Bioverativ Inc	51,453	2,519	3,096
Catalent Inc	49,538	1,823	1,739
Catalyst Pharmaceuticals Inc	206,435	575	570
DexCom Inc	80,405	5,406	5,882
Eagle Pharmaceuticals Inc	12,365	1,045	975
Endo International PLC	127,567	1,493	1,425
Envision Healthcare Corp	72,570	4,560	4,548
Halyard Health Inc	7,958	290	313
Jazz Pharmaceuticals PLC	53,093	8,023	8,256
Kindred Biosciences Inc	146,933	1,143	1,264
LHC Group Inc	29,422	1,799	1,997
Mallinckrodt PLC	39,068	1,733	1,751
Medicines Company	75,720	3,829	2,878
Mettler-Toledo International Inc	9,441	1,877	5,556
Nektar Therapeutics	268,060	3,962	5,241
Neurocrine Biosciences Inc	100,645	4,149	4,630
Orthofix International NV	55,156	2,163	2,564
Pacira Pharmaceuticals Inc	101,417	4,914	4,838
Phenex Inc	42,092	167	169
Phibro Animal Health Corp	34,067	1,159	1,262
Providence Service Corporation	40,300	1,854	2,040
Quality Systems Inc	84,983	1,258	1,463
Quest Diagnostics Inc	42,490	2,955	4,723
RadNet Inc	33,667	244	261
Retrophin Inc	16,688	288	324
RTI Surgical Inc	191,673	1,074	1,121
Steris PLC	115,925	8,110	9,448
Vanda Pharmaceuticals Inc	112,240	1,359	1,830
Vivus Inc	881,043	1,036	1,075
Wright Medical Group NV	206,756	4,885	5,684
<i>Total Health Care - 13.2%</i>		84,356	95,270

See accompanying notes to financial statements.

Non-Large Cap Domestic Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares or Par Value	Cost	Fair Value
<i>Technology</i>			
Alpha & Omega Semiconductor	54,094	1,020	902
American Software Inc	13,531	145	139
Amkor Technology Inc	163,824	1,313	1,601
Aspen Technology Inc	60,809	2,382	3,360
Autobyte Inc	76,496	975	965
Black Knight Financial Service	17,980	721	736
Celestica Inc	143,953	1,564	1,955
CyberArk Software Ltd	103,810	5,120	5,185
CyrusOne Inc	105,340	4,723	5,873
DHI Group Inc	314,152	1,998	895
Fortinet Inc	146,610	4,772	5,489
Gartner Group Inc	41,620	4,592	5,140
IGP Photonics Corporation	14,700	1,766	2,133
Inphi Corporation	57,650	2,228	1,977
IXYS Corporation	21,227	349	349
Jabil Circuit Inc	79,471	2,305	2,320
Kimball Electronics Inc	61,064	1,116	1,102
Kulicke & Soffa Industries Inc	132,804	1,652	2,526
Lumentum Holdings Inc	31,620	1,292	1,804
Microsemi Corporation	128,274	5,521	6,003
NCR Corporation	112,620	4,553	4,599
Net 1 UEPS Technologies Inc	112,915	1,494	1,113
ON Semiconductor Corp	340,790	4,009	4,785
Progress Software Corporation	90,093	2,676	2,783
PTC Inc	94,376	4,668	5,202
RigNet Inc	35,668	749	572
RPX Corporation	154,830	1,658	2,160
Splunk Inc	63,370	3,422	3,605
Teradyne Inc	115,262	2,380	3,461
Vishay Intertechnology Inc	243,219	3,071	4,037
Web.com Group Inc	85,153	1,865	2,154
Zayo Group Holdings Inc	100,110	2,956	3,093
ZIX Corp	249,911	1,236	1,422
<i>Total Technology - 12.4%</i>		80,291	89,440
<i>Utilities</i>			
AES Corporation	284,650	3,282	3,162
El Paso Electric Company	45,384	1,697	2,346
Portland General Electric Co	77,774	2,721	3,553
Southwest Gas Corporation	34,556	2,368	2,525
UGI Corporation	101,276	3,207	4,903
Vectren Corp	44,125	1,549	2,578
<i>Total Utilities - 2.9%</i>		14,824	19,067
Total Common Stock - 99.7%		629,608	717,579
Money Market Mutual Fund			
Dreyfus Treasury Prime Cash Management Institutional Fund - 1.8%	13,317,088	13,317	13,317
Investments made with Cash Collateral for Securities Loaned			
<i>Repurchase Agreements</i>			
BNP Paribas, 1.11% Due 7/3/2017	2,407	2,407	2,407
BNP Paribas, 1.4% Due 7/3/2017	6,696	6,696	6,696
Citibank NA, 1.08% Due 7/3/2017	472	472	472
Citigroup Global Markets Inc, 1.1% Due 7/3/2017	25,971	25,971	25,971
Citigroup Global Markets Inc, 1.06% Due 7/5/2017	9,563	9,563	9,563
HSBC Securities USA Inc, 1.06% Due 7/3/2017	2,930	2,930	2,930
ING Bank NV, 1.38% Due 7/3/2017	5,301	5,301	5,301
Jefferies LLC, 1.25% Due 7/3/2017	1,439	1,439	1,439
Merrill Lynch Pierce Fenner & Smith Inc, 1.35% Due 7/5/2017	2,060	2,060	2,060
Merrill Lynch Pierce Fenner & Smith Inc, 1.66% Due 10/3/2017	8,142	8,142	8,142
Mizuho Securities USA LLC, 1.31% Due 7/3/2017	986	986	986
Nomura Securities International Inc, 1.13% Due 7/3/2017	396	396	396
RBC Dominion Securities Inc, 1.08% Due 7/3/2017	23,600	23,600	23,600

See accompanying notes to financial statements.

Non-Large Cap Domestic Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

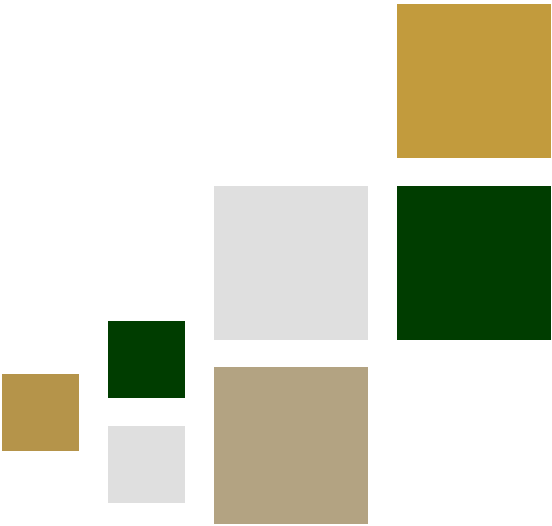
Description	Shares or Par Value	Cost	Fair Value
Societe Generale, 1.31% Due 7/3/2017	22,608	22,608	22,608
Societe Generale, 1.56% Due 8/4/2017	5,327	5,327	5,327
Societe Generale, 1.71% Due 9/29/2017	7,762	7,762	7,762
<i>Total Repurchase Agreements - 17.4%</i>		125,660	125,660
<i>Time Deposits</i>			
Australia & New Zealand Banking Group Ltd, 1.15% Due 7/3/2017	7,678	7,678	7,678
BNP Paribas, 1.06% Due 7/3/2017	9,497	9,497	9,497
Credit Agricole CIB, 1.06% Due 7/3/2017	6,527	6,527	6,527
DNB Bank ASA, 1.05% Due 7/3/2017	9,088	9,088	9,088
Landesbank Baden-Wuerttemberg, 1.05% Due 7/3/2017	9,487	9,487	9,487
National Australia Bank Ltd, 1.05% Due 7/3/2017	9,621	9,621	9,621
National Bank of Canada, 1.05% Due 7/3/2017	7,460	7,460	7,460
Nordea Bank AB, 1.06% Due 7/3/2017	8,624	8,624	8,624
Royal Bank of Canada, 1.05% Due 7/3/2017	9,548	9,548	9,548
Svenska Handelsbanken AB, 1.05% Due 7/3/2017	9,296	9,296	9,296
<i>Total Time Deposits - 12.0%</i>		86,826	86,826
Total Investments made with Cash Collateral for Securities Loaned - 29.4%		212,486	212,486
Total Investments - 130.9%		\$ 855,411	\$ 943,382

See accompanying notes to financial statements.

AUDITED FINANCIAL STATEMENTS
June 30, 2017



INTERNATIONAL QUALIFIED POOL



International Qualified Pool

Audited Financial Statements June 30, 2017

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Report of Independent Auditors

To the Board of Trustees
West Virginia Investment Management Board

We have audited the accompanying financial statements of the West Virginia Investment Management Board International Qualified Pool, which comprise the statement of net position as of June 30, 2017, and the related statement of changes in net position for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the West Virginia Investment Management Board International Qualified Pool at June 30, 2017, and the changes in its net position for the year then ended, in conformity with U.S. generally accepted accounting principles.

Required Supplementary Information

U.S. generally accepted accounting principles require that the management's discussion and analysis on pages C-1 through C-2 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, which considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.



Supplementary Information

Our audit was conducted for purposes of forming an opinion on the basic financial statements. The accompanying schedule of investments is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with the auditing standards generally accepted in the United States. In our opinion, the accompanying schedule of investments is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

Ernst + Young LLP

September 8, 2017

International Qualified Pool

Management Discussion and Analysis (Unaudited)

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. The IMB operates on a fiscal year beginning July 1 and ending June 30. To effectuate its purpose the IMB has constructed a series of investment pools in which to invest participating entities monies.

The following information and 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, the information contained in the management discussion and analysis and the following 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. The management discussion and analysis information should be considered in conjunction with the information contained in the financial statements which follow this section.

Effective July 1, 2016, the Pool adopted U.S. Generally Accepted Accounting Principles (GAAP) for governments as prescribed by the Governmental Accounting Standards Board (GASB). Prior to July 1, 2016, the Pool followed the accounting and reporting guidance applicable to investment companies as defined by the Financial Accounting Standards Board Accounting Standards Codification (ASC) 946 – Financial Services – Investment Companies. Accordingly, the financial statements presented have been prepared in conformity with the reporting framework prescribed by GASB for external investment pools. There was no impact on the net position of the Pool as a result of adopting the GASB reporting framework.

Financial Statement Overview

Management's Discussion and Analysis is an introduction to the Pool's basic financial statements. The IMB accounts for the Pool under GAAP for governments as prescribed by the GASB, using the accrual basis of accounting. The financial statements for the Pool include a Statement of Net Position and a Statement of Changes in Net Position. These financial statements are supported by the Notes to Financial Statements. In addition, a Schedule of Investments for the Pool is included as Supplementary Information following the Notes to Financial Statements.

Pool Strategy

The Pool was established to gain exposure to the international equity market with the objective to produce investment returns that exceed the Morgan Stanley Capital International's Europe Australasia Far East Index by 200 basis points on an annual 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.

Condensed Financial Information and Analysis (in \$000s)

The Statement of Net Position presents the financial position of the Pool as of June 30, 2017, and includes all assets and liabilities of the Pool. The difference between total assets and total liabilities, which is equal to the participants' interest in the Pool's Net Position, is shown below for the current and prior fiscal year-end dates:

Condensed Net Position	June 30, 2017	June 30, 2016
Investments	\$ 1,453,466	\$ 1,208,025
Total Liabilities	(65)	(48)
Net Position	<u>\$ 1,453,401</u>	<u>\$ 1,207,977</u>

Yearly variances in the net position of the Pool are impacted by the overall performance of the international equity market. Net position is also impacted by expenses charged to the Pool and the issuance and redemption of Pool units. The increase in the Pool's Net Position of \$245,424 results from a \$295,004 net increase from operations and a \$49,580 net decrease from unit transactions.

International Qualified Pool

Management Discussion and Analysis (Unaudited)

The Statement of Changes in Net Position presents the Pool's activity for the years ended:

	June 30, 2017	June 30, 2016
Investment Income (Loss)	\$ 302,402	\$ (95,937)
Expenses	(7,398)	(6,723)
Net Increase (Decrease) in Net Position from Operations	295,004	(102,660)
Net Units Issued (Redeemed)	(49,580)	397
Increase (Decrease) in Net Position	245,424	(102,263)
Net Position, Beginning of Year	1,207,977	1,310,240
Net Position, End of Year	\$ 1,453,401	\$ 1,207,977

The Investment Income (Loss) of the Pool consists primarily of realized gain (loss) on the sale of investments which occur whenever investments are sold for more (less) than their cost, and the net change in unrealized appreciation (depreciation) on investments which reflects the net change in the value of investments held over their carrying cost between the measurement periods.

The IMB calculates total rates of return using the time-weighted rate of return methodology. The time-weighted method determines the rate of return exclusive of the effects of participant contributions or withdrawals. The return of the Pool (net of fees) for the year ended June 30, 2017 was 24.6 percent, up from -7.8 percent for the year ended June 30, 2016.

Select financial highlights for the Pool are as follows:

Per Unit Operating Performance:	June 30, 2017	June 30, 2016
Net position, beginning of year	\$ 57.61	\$ 62.51
Net increase (decrease) in net position from operations	14.17	(4.90)
Net position, end of year	\$ 71.78	\$ 57.61

Supplemental Data (a):		
Ratio of expenses to average net position	0.55%	0.54%
Portfolio turnover rate	0.00%	0.00%

(a) All ratios are for the fiscal year and do not reflect the Pool's proportionate share of expenses of the underlying investee fund.

International Qualified Pool

Statement of Net Position

June 30, 2017

(Amounts in thousands, except unit data)

Assets

Investment at fair value (cost \$366,285) \$ 1,453,466

Liabilities

Accrued expenses 65

Net position \$ 1,453,401

Unit data

Units outstanding 20,248,817

Net position, unit price \$ 71.78

See accompanying notes to financial statements.

International Qualified Pool

Statement of Changes in Net Position Year Ended June 30, 2017 *(Amounts in thousands)*

Investment income

Net change in unrealized appreciation (depreciation) on investment	\$ 260,528
Net realized gain from investment	<u>41,874</u>
Total investment income	302,402

Expenses

Investment advisor fees	(6,962)
Trustee fees	(4)
Management fees	(360)
Fiduciary bond fees	(2)
Professional service fees	<u>(70)</u>
Total expenses	<u>(7,398)</u>

Net increase in net position from operations before unit transactions 295,004

Unit transactions

Proceeds from sale of units	1,957
Amount paid for repurchase of units	<u>(51,537)</u>
Net decrease in net position from unit transactions	<u>(49,580)</u>

Increase in net position 245,424

Net position, beginning of year 1,207,977

Net position, end of year \$ 1,453,401

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.

The IMB accounts for the Pool under U.S. Generally Accepted Accounting Principles (GAAP) for governments as prescribed by the Governmental Accounting Standards Board (GASB), using the accrual basis of accounting.

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. Silchester invests in a diversified developed country, non-U.S. equity, bottom-up value oriented portfolio of securities with limited exposure to emerging markets and no unreasonable concentration exposure to any single issuer or country. Redemptions from Silchester can be made monthly with ten days advance written notice. Redemptions will generally be made within seven business days following month-end.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

Investment Valuation - The IMB reports its investments at fair value in accordance with GASB Statement No. 72. Refer to Note 4 for further discussion and presentation of the reporting requirements under GASB Statement No. 72.

Commingled investment funds are valued on the last business day of each month 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.

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

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

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

Unit valuation and participant transactions - The unit price of the Pool is calculated on the last business day of the month by dividing the net position of the Pool by the number of outstanding units. Participant transactions are executed at the unit price at the time of the purchase or redemption.

International Qualified Pool

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

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Distributions to Participants - The Pool does not routinely distribute dividends of investment income less expenses.

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. Accordingly, no provision for income taxes is required as of June 30, 2017.

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. INVESTMENT RISK DISCLOSURES

The Pool invests in a collective trust fund that invests in equities denominated in foreign currencies. The value of this investment at June 30, 2017, was \$1,453,466. This investment, although denominated in U.S. dollars, is exposed to foreign currency risk through the underlying investments. The Pool is not exposed to credit risk, interest rate risk, custodial credit risk, or concentration of credit risk.

NOTE 4. FAIR VALUE MEASUREMENTS

GASB Statement No. 72 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).

GASB Statement No. 72 establishes 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 GASB Statement No. 72 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.

U.S. GAAP does not require the Pool to categorize within the fair value hierarchy table investments for which fair value is measured using the net asset value per share as the practical expedient. The investment in Silchester is valued using the net asset value per share. As Silchester is the only investment in the Pool, a fair value hierarchy table is not presented.

International Qualified Pool

Notes to Financial Statements

(Amounts in thousands, except share data)

NOTE 5. 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 year ended June 30, 2017, was 0.51 percent.

NOTE 6. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at June 30, 2017.

<u>Participant</u>	<u>Account Value</u>
Teachers' Retirement System	\$ 710,479
Public Employees' Retirement System	619,041
State Police Death, Disability and Retirement Fund	62,649
Deputy Sheriff's Retirement System	19,537
Judges' Retirement System	18,525
State Police Retirement System	15,853
Emergency Medical Services Retirement System	6,708
Municipal Police Officers' and Firefighters' Retirement System	463
Municipal Policemen's or Firemen's Pension and Relief Funds	146
Total	<u>\$ 1,453,401</u>

NOTE 7. SUBSEQUENT EVENTS

The IMB has performed an evaluation of events subsequent to June 30, 2017, through September 8, 2017, the date the Pool's financial statements were available for issuance. The IMB has determined that there were no significant subsequent events which have not been recognized in the Pool's financial statements that require disclosure.

Supplementary Information

International Qualified Pool

Schedule of Investments

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
<u>Investment in Other Fund</u>			
The Silchester International Investors International Value Equity Group Trust - 100.0%	11,607,791	\$ 366,285	\$ 1,453,466
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.			

The Silchester International Investors International Value Equity Group Trust had investments in the following countries at June 30, 2017.

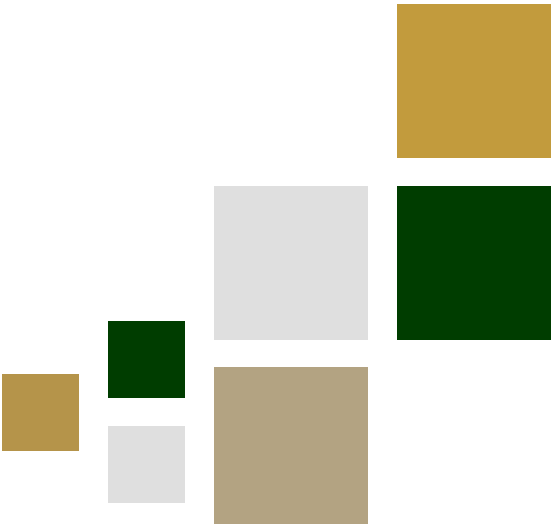
	Percent of Fair Value
Japan	27.8 %
United Kingdom	17.9
Switzerland	11.3
France	10.0
Hong Kong	6.0
South Korea	5.0
Singapore	3.7
Taiwan	3.3
Thailand	2.8
Finland	2.1
China	1.9
Brazil	1.5
Sweden	1.3
Italy	1.0
Turkey	1.0
Denmark	0.8
Greece	0.8
United States	0.8
Canada	0.4
Norway	0.3
Mexico	0.2
Netherlands	0.1
Total	100.0 %

See accompanying notes to financial statements.

AUDITED FINANCIAL STATEMENTS
June 30, 2017

D

INTERNATIONAL NONQUALIFIED POOL



International Nonqualified Pool

Audited Financial Statements June 30, 2017

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Report of Independent Auditors

To the Board of Trustees
West Virginia Investment Management Board

We have audited the accompanying financial statements of the West Virginia Investment Management Board International Nonqualified Pool, which comprise the statement of net position as of June 30, 2017, and the related statement of changes in net position for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the West Virginia Investment Management Board International Nonqualified Pool at June 30, 2017, and the changes in its net position for the year then ended, in conformity with U.S. generally accepted accounting principles.

Required Supplementary Information

U.S. generally accepted accounting principles require that the management's discussion and analysis on pages D-1 through D-2 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, which considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.



Supplementary Information

Our audit was conducted for purposes of forming an opinion on the basic financial statements. The accompanying schedule of investments is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with the auditing standards generally accepted in the United States. In our opinion, the accompanying schedule of investments is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

Ernst + Young LLP

September 8, 2017

International Nonqualified Pool

Management Discussion and Analysis (Unaudited)

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. The IMB operates on a fiscal year beginning July 1 and ending June 30. To effectuate its purpose the IMB has constructed a series of investment pools in which to invest participating entities monies.

The following information and 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, the information contained in the Management Discussion and Analysis and the following 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. The Management Discussion and Analysis information should be considered in conjunction with the information contained in the financial statements which follow this section.

Effective July 1, 2016, the Pool adopted U.S. Generally Accepted Accounting Principles (GAAP) for governments as prescribed by the Governmental Accounting Standards Board (GASB). Prior to July 1, 2016, the Pool followed the accounting and reporting guidance applicable to investment companies as defined by the Financial Accounting Standards Board Accounting Standards Codification (ASC) 946 – Financial Services – Investment Companies. Accordingly, the financial statements presented have been prepared in conformity with the reporting framework prescribed by GASB for external investment pools. There was no impact on the net position of the Pool as a result of adopting the GASB reporting framework.

Financial Statement Overview

Management's Discussion and Analysis is an introduction to the Pool's basic financial statements. The IMB accounts for the Pool under GAAP for governments as prescribed by the GASB, using the accrual basis of accounting. The financial statements for the Pool include a Statement of Net Position and a Statement of Changes in Net Position. These financial statements are supported by the Notes to Financial Statements. In addition, a Schedule of Investments for the Pool is included as Supplementary Information following the Notes to Financial Statements.

Pool Strategy

The Pool was established to gain exposure to the international equity market with the objective to produce investment returns that exceed the Morgan Stanley Capital International's Europe Australasia Far East Index by 200 basis points on an annual basis over three- to five- year periods, net of external investment management fees. This Pool exists for participants who are not "qualified participants" (as defined by the *Internal Revenue Code*).

Condensed Financial Information and Analysis (in \$000s)

The Statement of Net Position presents the financial position of the Pool as of June 30, 2017, and includes all assets and liabilities of the Pool. The difference between total assets and total liabilities, which is equal to the participants' interest in the Pool's Net Position, is shown below for the current and prior fiscal year-end dates:

Condensed Net Position	June 30, 2017	June 30, 2016
Investments	\$ 201,808	\$ 141,311
Total Liabilities	(9)	(5)
Net Position	<u>\$ 201,799</u>	<u>\$ 141,306</u>

Yearly variances in the net position of the Pool are impacted by the overall performance of the international equity market. Net position is also impacted by expenses charged to the Pool and the issuance and redemption of Pool units. The increase in the Pool's Net Position of \$60,493 results from a \$35,444 net increase from operations and a \$25,049 net increase from unit transactions.

International Nonqualified Pool

Management Discussion and Analysis (Unaudited)

The Statement of Changes in Net Position presents the Pool's activity for the years ended:

	June 30, 2017	June 30, 2016
Investment Income (Loss)	\$ 36,492	\$ (11,348)
Expenses	(1,048)	(942)
Net Increase (Decrease) in Net Position from Operations	35,444	(12,290)
Net Units Issued	25,049	47
Increase (Decrease) in Net Position	60,493	(12,243)
Net Position, Beginning of Year	141,306	153,549
Net Position, End of Year	<u>\$ 201,799</u>	<u>\$ 141,306</u>

The Investment Income (Loss) of the Pool consists primarily of realized gain (loss) on the sale of investments which occur whenever investments are sold for more (less) than their cost, and, the net change in unrealized appreciation (depreciation) on investments which reflects the net change in the value of investments held over their carrying cost between the measurement periods.

The IMB calculates total rates of return using the time-weighted rate of return methodology. The time-weighted method determines the rate of return exclusive of the effects of participant contributions or withdrawals. The return of the Pool (net of fees) for the year ended June 30, 2017 was 24.3 percent, up from -8.0 percent for the year ended June 30, 2016.

Select financial highlights for the Pool are as follows:

Per Unit Operating Performance:	June 30, 2017	June 30, 2016
Net position, beginning of year	\$ 52.97	\$ 57.57
Net increase (decrease) in net position from operations	12.89	(4.60)
Net position, end of year	<u>\$ 65.86</u>	<u>\$ 52.97</u>
Supplemental Data (a):		
Ratio of expenses to average net position	0.65%	0.65%
Portfolio turnover rate	0.61%	0.00%

(a) All ratios are for the fiscal year and do not reflect the Pool's proportionate share of expenses of the underlying investee fund.

International Nonqualified Pool

Statement of Net Position

June 30, 2017

(Amounts in thousands, except unit data)

Assets

Investment at fair value (cost \$98,708)	\$	201,808
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Liabilities

Accrued expenses		<u>9</u>
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Net position	\$	<u>201,799</u>
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Unit data

Units outstanding		3,064,210
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Net position, unit price	\$	<u>65.86</u>
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See accompanying notes to financial statements.

International Nonqualified Pool

Statement of Changes in Net Position

Year Ended June 30, 2017

(Amounts in thousands)

Investment income

Net change in unrealized appreciation (depreciation) on investment	\$	35,973
Net realized gain from investment		<u>519</u>
Total investment income		36,492

Expenses

Investment advisor fees		(995)
Trustee fees		(1)
Management fees		(43)
Professional service fees		<u>(9)</u>
Total expenses		<u>(1,048)</u>

Net increase in net position from operations before unit transactions 35,444

Unit transactions

Proceeds from sale of units		28,414
Amount paid for repurchase of units		<u>(3,365)</u>
Net increase in net position from unit transactions		<u>25,049</u>

Increase in net position 60,493

Net position, beginning of year 141,306

Net position, end of year \$ 201,799

See accompanying notes to financial statements.

International Nonqualified 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 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.

The IMB accounts for the Pool under U.S. Generally Accepted Accounting Principles (GAAP) for governments as prescribed by the Governmental Accounting Standards Board (GASB), using the accrual basis of accounting.

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*). Silchester invests in a diversified developed country, non-U.S. equity, bottom-up value oriented portfolio of securities with limited exposure to emerging markets and no unreasonable concentration exposure to any single issuer or country. Redemptions from Silchester can be made monthly with ten days advance written notice. Redemptions will generally be made within seven business days following month-end.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

Investment Valuation - The IMB reports its investments at fair value in accordance with GASB Statement No. 72. Refer to Note 4 for further discussion and presentation of the reporting requirements under GASB Statement No. 72.

Commingled investment funds are valued on the last business day of each month 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.

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

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

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

Unit valuation and participant transactions - The unit price of the Pool is calculated on the last business day of the month by dividing the net position of the Pool by the number of outstanding units. Participant transactions are executed at the unit price at the time of the purchase or redemption.

International Nonqualified Pool

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

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Distributions to Participants - The Pool does not routinely distribute dividends of investment income less expenses.

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. Accordingly, no provision for income taxes is required as of June 30, 2017.

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. INVESTMENT RISK DISCLOSURES

The Pool invests in a collective trust fund that invests in equities denominated in foreign currencies. The value of this investment at June 30, 2017, was \$201,808. This investment, although denominated in U.S. dollars, is exposed to foreign currency risk through the underlying investments. The Pool is not exposed to credit risk, interest rate risk, custodial credit risk, or concentration of credit risk.

NOTE 4. FAIR VALUE MEASUREMENTS

GASB Statement No. 72 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).

GASB Statement No. 72 establishes 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 GASB Statement No. 72 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.

U.S. GAAP does not require the Pool to categorize within the fair value hierarchy table investments for which fair value is measured using the net asset value per share as the practical expedient. The investment in Silchester is valued using the net asset value per share. As Silchester is the only investment in the Pool, a fair value hierarchy table is not presented.

International Nonqualified Pool

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

NOTE 5. 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 year ended June 30, 2017 was 0.61 percent.

NOTE 6. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at June 30, 2017.

<u>Participant</u>	<u>Account Value</u>
West Virginia Retiree Health Benefit Trust Fund	\$ 65,925
Workers' Compensation Old Fund	63,909
Revenue Shortfall Reserve Fund - Part B	20,353
Coal Workers' Pneumoconiosis Fund	13,303
West Virginia Department of Environmental Protection Agency	8,640
Board of Risk and Insurance Management	7,180
Public Employees Insurance Agency	6,876
Wildlife Endowment Fund	5,757
West Virginia Prepaid Tuition Trust Fund	3,799
Workers' Compensation Self-Insured Employer Security Risk Pool	2,244
Workers' Compensation Self-Insured Employer Guaranty Risk Pool	1,536
West Virginia Department of Environmental Protection Trust	1,000
Berkeley County Development Authority	652
Workers' Compensation Uninsured Employers' Fund	625
Total	<u>\$ 201,799</u>

NOTE 7. SUBSEQUENT EVENTS

The IMB has performed an evaluation of events subsequent to June 30, 2017, through September 8, 2017, the date the Pool's financial statements were available for issuance. The IMB has determined that there were no significant subsequent events which have not been recognized in the Pool's financial statements that require disclosure.

Supplementary Information

International Nonqualified Pool

Schedule of Investments

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
<u>Investment in Other Fund</u>			
The Silchester International Investors International Value Equity Trust - 100.0%	1,542,240	\$ 98,708	\$ 201,808
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.			

The Silchester International Investors International Value Equity Trust had investments in the following countries at June 30, 2017.

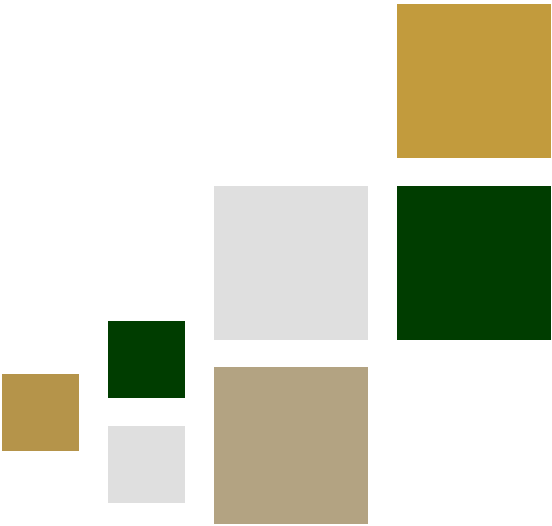
	Percent of Fair Value
Japan	27.8 %
United Kingdom	17.9
Switzerland	11.3
France	10.0
Hong Kong	6.0
South Korea	5.0
Singapore	3.7
Taiwan	3.3
Thailand	2.8
Finland	2.1
China	1.9
Brazil	1.5
Sweden	1.3
Italy	1.0
Turkey	1.0
Denmark	0.8
Greece	0.8
United States	0.8
Canada	0.4
Norway	0.3
Mexico	0.2
Netherlands	0.1
Total	100.0 %

See accompanying notes to financial statements.

AUDITED FINANCIAL STATEMENTS
June 30, 2017

E

INTERNATIONAL EQUITY POOL



International Equity Pool

Audited Financial Statements June 30, 2017

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Report of Independent Auditors

To the Board of Trustees
West Virginia Investment Management Board

We have audited the accompanying financial statements of the West Virginia Investment Management Board International Equity Pool, which comprise the statement of net position as of June 30, 2017, and the related statement of changes in net position for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the West Virginia Investment Management Board International Equity Pool at June 30, 2017, and the changes in its net position for the year then ended, in conformity with U.S. generally accepted accounting principles.

Required Supplementary Information

U.S. generally accepted accounting principles require that the management's discussion and analysis on pages E-1 through E-2 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, which considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.



Supplementary Information

Our audit was conducted for purposes of forming an opinion on the basic financial statements. The accompanying schedule of investments is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with the auditing standards generally accepted in the United States. In our opinion, the accompanying schedule of investments is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

Ernst + Young LLP

September 8, 2017

International Equity Pool

Management Discussion and Analysis (Unaudited)

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. The IMB operates on a fiscal year beginning July 1 and ending June 30. To effectuate its purpose the IMB has constructed a series of investment pools in which to invest participating entities monies.

The following information and 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, the information contained in the Management Discussion and Analysis and the following 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. The Management Discussion and Analysis information should be considered in conjunction with the information contained in the financial statements which follow this section.

Effective July 1, 2016, the Pool adopted U.S. Generally Accepted Accounting Principles (GAAP) for governments as prescribed by the Governmental Accounting Standards Board (GASB). Prior to July 1, 2016, the Pool followed the accounting and reporting guidance applicable to investment companies as defined by the Financial Accounting Standards Board Accounting Standards Codification (ASC) 946 – Financial Services – Investment Companies. Accordingly, the financial statements presented have been prepared in conformity with the reporting framework prescribed by GASB for external investment pools. There was no impact on the net position of the Pool as a result of adopting the GASB reporting framework.

Financial Statement Overview

Management's Discussion and Analysis is an introduction to the Pool's basic financial statements. The IMB accounts for the Pool under GAAP for governments as prescribed by the GASB, using the accrual basis of accounting. The financial statements for the Pool include a Statement of Net Position and a Statement of Changes in Net Position. These financial statements are supported by the Notes to Financial Statements. In addition, a Schedule of Investments for the Pool is included as Supplementary Information following the Notes to Financial Statements.

Pool Strategy

The objective of the Pool is to outperform the international equity market (net of external investment management fees) as measured by the Morgan Stanley Capital International's All Country World Free Ex US Index (capitalization weighted) over a full market cycle (3 to 5 years).

Condensed Financial Information and Analysis (in \$000s)

The Statement of Net Position presents the financial position of the Pool as of June 30, 2017, and includes all assets and liabilities of the Pool. The difference between total assets and total liabilities, which is equal to the participants' interest in the Pool's Net Position, is shown below for the current and prior fiscal year-end dates:

Condensed Net Position	June 30, 2017	June 30, 2016
Investments	\$ 3,175,097	\$ 3,024,934
Other Assets	93,482	53,305
Total Assets	3,268,579	3,078,239
Total Liabilities	(119,086)	(221,693)
Net Position	\$ 3,149,493	\$ 2,856,546

Yearly variances in the net position of the Pool are impacted by the overall performance of the international equity market. Net position is also impacted by expenses charged to the Pool and the issuance and redemption of Pool units. The increase in the Pool's Net Position of \$292,947 results from a \$718,428 net increase from operations and a \$425,481 net decrease from unit transactions.

International Equity Pool

Management Discussion and Analysis (Unaudited)

The Statement of Changes in Net Position presents the Pool's activity for the years ended:

	<u>June 30, 2017</u>	<u>June 30, 2016</u>
Investment Income (Loss)	\$ 739,473	\$ (215,513)
Expenses	(21,045)	(18,319)
Net Increase (Decrease) in Net Position from Operations	718,428	(233,832)
Net Units Issued (Redeemed)	(425,481)	331,546
Increase in Net Position	292,947	97,714
Net Position, Beginning of Year	2,856,546	2,758,832
Net Position, End of Year	<u>\$ 3,149,493</u>	<u>\$ 2,856,546</u>

The Investment Income (Loss) of the Pool consists primarily of dividends received on equity securities, realized gain (loss) on the sale of investments which occur whenever investments are sold for more (less) than their cost, and the net change in unrealized appreciation (depreciation) on investments which reflects the net change in the value of investments held over their carrying cost between the measurement periods.

The IMB calculates total rates of return using the time-weighted rate of return methodology. The time-weighted method determines the rate of return exclusive of the effects of participant contributions or withdrawals. The return of the Pool (net of fees) for the year ended June 30, 2017 was 26.2%, up from -8.9% for the year ended June 30, 2016.

Select financial highlights for the Pool are as follows:

Per Unit Operating Performance:	<u>June 30, 2017</u>	<u>June 30, 2016</u>
Net position, beginning of year	\$ 23.48	\$ 25.76
Net increase (decrease) in net position from operations	6.15	(2.28)
Net position, end of year	<u>\$ 29.63</u>	<u>\$ 23.48</u>
 Supplemental Data (a):		
Ratio of expenses to average net position	0.68%	0.67%
Portfolio turnover rate	38.84%	36.63%

(a) All ratios are for the fiscal year

International Equity Pool

Statement of Net Position

June 30, 2017

(Amounts in thousands, except unit data)

Assets

Investments at fair value (cost \$2,816,338), including securities on loan of \$273,441 (Note 5)	\$	3,175,097
Cash		224
Cash denominated in foreign currencies (cost \$41,694)		41,796
Receivables:		
Investments sold		37,666
Dividends		8,993
Reclaimable foreign taxes withheld		4,602
Securities lending income		169
Unrealized appreciation on foreign currency contracts (Note 6)		<u>32</u>
Total assets		3,268,579

Liabilities

Accrued expenses		5,153
Accrued capital gains taxes		1,688
Payable for investments purchased		3,982
Payable upon return of securities loaned (Note 5)		108,173
Unrealized depreciation on foreign currency contracts (Note 6)		<u>90</u>
Total liabilities		<u>119,086</u>
Net position	\$	<u><u>3,149,493</u></u>

Unit data

Units outstanding		106,296,959
Net position, unit price	\$	<u><u>29.63</u></u>

See accompanying notes to financial statements.

International Equity Pool

Statement of Changes in Net Position

Year Ended June 30, 2017

(Amounts in thousands)

Investment income

Net change in unrealized appreciation (depreciation) on investments and foreign currency	\$	601,242
Net realized gain from investments and foreign currency transactions		45,606
Dividends, net of foreign withholding taxes (\$5,187)		90,896
Net securities lending income		<u>1,729</u>
Total investment income		739,473

Expenses

Investment advisor fees		(18,328)
Trustee fees		(9)
Custodian bank fees		(1,712)
Management fees		(830)
Fiduciary bond fees		(5)
Professional service fees		<u>(161)</u>
Total expenses		<u>(21,045)</u>

Net increase in net position from operations before unit transactions 718,428

Unit transactions

Proceeds from sale of units		129,404
Amount paid for repurchase of units		<u>(554,885)</u>
Net decrease in net position from unit transactions		<u>(425,481)</u>

Increase in net position 292,947

Net position, beginning of year 2,856,546

Net position, end of year \$ 3,149,493

See accompanying notes to financial statements.

International Equity 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 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.

The IMB accounts for the Pool under U.S. Generally Accepted Accounting Principles (GAAP) for governments as prescribed by the Governmental Accounting Standards Board (GASB), using the accrual basis of accounting.

The 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 Oberweis Asset Management, Inc (Oberweis). 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 GASB Statement No. 72. Refer to Note 4 for further discussion and presentation of the reporting requirements under GASB Statement No. 72.

Fair value of the Pool's portfolio securities is determined on the last business day of each month 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.
- 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.
- 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.
- Repurchase agreements and time deposits are valued at amortized cost, provided such amount approximates fair value.

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:

International Equity Pool

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

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

- 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.

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.

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.

Securities Lending - The IMB, through its lending agent, the Bank of New York Mellon, loans securities of the Pool to various brokers on a temporary basis. Each transaction for international securities is secured by collateral based on the market value of the securities loaned. The required collateral percentage varies based on the type of collateral received. The required percentage for cash collateral and non-cash collateral consisting of debt obligations and securities issued by the United States Government or its agencies or instrumentalities is 105 percent unless the foreign securities loaned are denominated and payable in U.S. Dollars, then the collateral shall be at least 102 percent of the market value of the securities loaned. The required percentage of non-cash collateral consisting of equity securities is at least 107 percent of the market value of the securities loaned. Cash collateral received is invested in repurchase agreements, money market mutual funds, and time deposits. Such investments, except for repurchase transactions, are made at the risk of the Pool and, as such, the Pool is liable for investment losses. The lending agent contractually indemnifies the IMB for any repurchase agreement investment losses. Investments made with cash are reported at fair value on the Statement of Net Position. Securities loaned remain on the Statement of Net Position. The IMB has the right under the lending agreement to recover the securities from the borrower on demand. 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 Changes in Net Position as net securities lending income. The IMB also continues to receive 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 Changes in Net Position as a change in unrealized appreciation or depreciation on investments.

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.

International Equity Pool

Notes to Financial Statements

(Amounts in thousands, except share data)

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

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

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

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

Unit valuation and participant transactions - The unit price of the Pool is calculated on the last business day of the month by dividing the net position of the Pool by the number of outstanding units. Participant transactions are executed at the unit price at the time of the purchase or redemption.

Distributions to Participants - The Pool does not routinely distribute dividends of investment income less expenses.

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. Accordingly, no provision for U.S. federal or state income taxes is required as of June 30, 2017.

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 Net Position. Dividend income is reported net of non-reclaimable taxes withheld on the Statement of Changes in Net Position. 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 Changes in Net Position.

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. INVESTMENT RISK DISCLOSURES

Credit Risk and Interest Rate Risk

The Pool is exposed to credit risk from investments made with cash collateral for securities loaned. This risk is limited by requiring minimum ratings on debt instruments. Long-term debt instruments must be rated A or better by Moody's or Standard & Poor's at the time of purchase. Short-term debt instruments must be rated P-1 by Moody's or A-1 by Standard & Poor's at the time of purchase. The Pool is exposed to interest rate risk from certain investments made with cash collateral for securities loaned. The weighted average maturity for investments made with cash collateral for securities loaned is not to exceed 90 days. The following table provides the weighted average credit ratings and weighted average maturities (WAM) as of June 30, 2017.

Investment Type	Moody's	S&P	WAM (days)	Fair Value	Percent of Total Investments
Common stock	N/A	N/A	N/A	\$ 2,958,970	93.2%
Money market mutual funds	Aaa	AAA	N/A	38,306	1.2
Preferred stock	N/A	N/A	N/A	67,086	2.1
Repurchase agreements	Aaa	AA	3.0	63,972	2.0
Rights	N/A	N/A	N/A	2,562	0.1
Time deposits	A-1	P-1	3.0	44,201	1.4
Total investments				<u>\$ 3,175,097</u>	<u>100.0%</u>

Concentration of Credit Risk

The Pool is restricted from investing more than 5 percent of the value of the Pool in any one company. At June 30, 2017, the Pool was in compliance with this restriction and is not exposed to concentration of credit risk.

Custodial Credit Risk

At June 30, 2017, the Pool held no securities that were subject to custodial credit risk. Repurchase agreements, when held, are collateralized to a minimum of 102 percent and the collateral is held in the name of the IMB. Securities on loan are collateralized to a minimum of 102 percent and the collateral is held by the IMB's custodian in the name of the IMB. All remaining securities are held by the IMB's custodian in the name of the IMB.

International Equity Pool

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

NOTE 3. INVESTMENT RISK DISCLOSURES (continued)

Foreign Currency Risk

The Pool has both equity securities and cash that are denominated in foreign currencies and are exposed to foreign currency risks. The amounts at fair value (in U.S. dollars) of investments and cash denominated in foreign currencies as of June 30, 2017 are as follows:

Currency	Investments	Cash	Total	Percent of Total Investments and Cash
Australian Dollar	\$ 86,903	\$ 3,905	\$ 90,808	2.8%
Brazil Real	107,336	1,305	108,641	3.4
British Pound	268,603	8,426	277,029	8.6
Canadian Dollar	114,239	77	114,316	3.6
Chilean Peso	14,919	-	14,919	0.5
Czech Koruna	7,352	108	7,460	0.2
Danish Krone	11,750	(1)	11,749	0.4
Egyptian Pound	1,605	-	1,605	0.0
Emirati Dirham	6,060	10	6,070	0.2
Euro Currency Unit	463,410	6,309	469,719	14.6
Hong Kong Dollar	332,332	9,785	342,117	10.6
Hungarian Forint	6,749	58	6,807	0.2
Indian Rupee	93,581	1,604	95,185	3.0
Indonesian Rupiah	33,767	59	33,826	1.1
Israeli Shekel	13,482	35	13,517	0.4
Japanese Yen	371,110	2,302	373,412	11.6
Malaysian Ringgit	26,081	508	26,589	0.8
Mexican Peso	47,583	263	47,846	1.5
New Taiwan Dollar	75,661	2,418	78,079	2.4
New Zealand Dollar	6,060	7	6,067	0.2
Norwegian Krone	19,812	598	20,410	0.6
Pakistan Rupee	3,848	-	3,848	0.1
Philippine Peso	10,603	2	10,605	0.3
Polish Zloty	13,957	-	13,957	0.4
Qatari Riyal	99	32	131	0.0
Singapore Dollar	18,722	445	19,167	0.6
South African Rand	56,807	30	56,837	1.8
South Korean Won	218,894	1,856	220,750	6.9
Swedish Krona	37,428	(1)	37,427	1.2
Swiss Franc	109,989	1,566	111,555	3.5
Thailand Baht	54,069	(6)	54,063	1.7
Turkish Lira	55,190	96	55,286	1.7
Total	<u>\$ 2,688,001</u>	<u>\$ 41,796</u>	<u>\$ 2,729,797</u>	<u>84.9%</u>

This table excludes investments and cash held by the Pool that are denominated in U.S. dollars. The market value of the U.S. dollar denominated investments and cash is \$487,320 or 15.1 percent.

International Equity Pool

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

NOTE 4. FAIR VALUE MEASUREMENTS

GASB Statement No. 72 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).

GASB Statement No. 72 establishes 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 GASB Statement No. 72 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 GASB Statement No. 72 fair value hierarchy levels as of June 30, 2017:

Assets	Level 1	Level 2	Level 3	Total
Common stock	\$ 2,958,970	\$ -	\$ -	\$ 2,958,970
Foreign currency contracts	-	32	-	32
Investments made with cash collateral for securities loaned	-	108,173	-	108,173
Money market mutual fund	38,306	-	-	38,306
Preferred stock	67,086	-	-	67,086
Rights	2,562	-	-	2,562
Total	<u>\$ 3,066,924</u>	<u>\$ 108,205</u>	<u>\$ -</u>	<u>\$ 3,175,129</u>
Liabilities	Level 1	Level 2	Level 3	Total
Foreign currency contracts	\$ -	\$ (90)	\$ -	\$ (90)

NOTE 5. SECURITIES LENDING

The following table presents the amounts of various accounts related to securities lending at June 30, 2017.

	Fair Value
Securities on loan	\$ 273,441
Collateral received:	
Cash	\$ 108,173
Non-cash	240,880
Total collateral received	<u>\$ 349,053</u>

International Equity Pool

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

NOTE 5. 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 Net Position.

NOTE 6. FOREIGN CURRENCY CONTRACTS

At June 30, 2017, 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	Euro Currency Unit	6/29/2017	7/3/2017	261	\$ 298		\$ 299	\$ (1)
Long	Euro Currency Unit Vs. Canadian Dollar	6/30/2017	7/4/2017	7	8	10	8	-
Long	Japanese Yen	6/28/2017	7/3/2017	27,602	246		246	-
Long	South African Rand Vs. Turkish Lira	6/28/2017	7/3/2017	78	6	21	6	-
Long	Thailand Baht	6/29/2017	7/3/2017	217	6		6	-
Short	Australian Dollar	6/28/2017	7/3/2017		4,401	5,759	4,418	(17)
Short	Australian Dollar	6/30/2017	7/6/2017		29	39	29	-
Short	Brazil Real	6/29/2017	7/3/2017		489	1,614	486	3
Short	British Pound	6/28/2017	7/3/2017		8,797	6,803	8,836	(39)
Short	British Pound	6/30/2017	7/5/2017		58	45	58	-
Short	British Pound	6/30/2017	7/6/2017		217	168	218	(1)
Short	Canadian Dollar	6/29/2017	7/5/2017		138	178	138	-
Short	Euro Currency Unit	6/28/2017	7/3/2017		6,340	5,572	6,355	(15)
Short	Euro Currency Unit	6/30/2017	7/5/2017		251	220	251	-
Short	Hong Kong Dollar	6/28/2017	7/3/2017		13,775	107,505	13,772	3
Short	Hong Kong Dollar	6/30/2017	7/5/2017		447	3,490	447	-
Short	Hungarian Forint	6/28/2017	7/3/2017		58	15,691	58	-
Short	Israeli Shekel	6/28/2017	7/3/2017		35	122	35	-
Short	Japanese Yen	6/28/2017	7/3/2017		11,511	1,292,192	11,499	12
Short	Japanese Yen	6/29/2017	7/3/2017		732	82,018	730	2
Short	Japanese Yen	6/29/2017	7/5/2017		499	56,139	499	-
Short	Malaysian Ringgit	6/29/2017	7/3/2017		392	1,685	392	-
Short	Mexican Peso	6/28/2017	7/3/2017		242	4,323	239	3
Short	New Taiwan Dollar	6/30/2017	7/3/2017		795	24,203	796	(1)
Short	Norwegian Krone	6/28/2017	7/3/2017		579	4,888	584	(5)
Short	Polish Zloty	6/29/2017	7/3/2017		337	1,249	337	-
Short	Singapore Dollar	6/28/2017	7/3/2017		663	915	665	(2)
Short	Singapore Dollar	6/30/2017	7/5/2017		11	14	11	-
Short	South African Rand	6/28/2017	7/3/2017		919	11,931	910	9
Short	South Korean Won	6/30/2017	7/3/2017		2,481	2,844,438	2,487	(6)
Short	Swedish Krona	6/29/2017	7/3/2017		28	233	28	-
Short	Swiss Franc	6/28/2017	7/3/2017		1,563	1,500	1,566	(3)
Short	Thailand Baht	6/29/2017	7/3/2017		403	13,672	403	-
Short	Turkish Lira	6/28/2017	7/3/2017		471	1,658	471	-
					<u>\$ 57,225</u>		<u>\$ 57,283</u>	<u>\$ (58)</u>

International Equity Pool

Notes to Financial Statements

(Amounts in thousands, except share data)

NOTE 7. INVESTMENT ADVISORY FEES

The IMB has approved investment advisory agreements with Acadian, Axiom, Brandes, LSV, and Oberweis 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 year ended June 30, 2017, was 0.57 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 year ended June 30, 2017, was 0.68 percent.

The fees paid to Brandes are based on a descending scale of fee rates ranging from 0.95 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 year ended June 30, 2017, 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 year ended June 30, 2017, was 0.46 percent.

The fees paid to Oberweis are based on a descending scale of fee rates ranging from 1.0 percent annually on the first \$50 million of assets under management to 0.90 percent annually on assets between \$50 million and \$100 million. For assets greater than \$100 million, the fee rate is 0.80 percent annually. The effective fee rate earned by Oberweis for the year ended June 30, 2017, was 0.88 percent.

International Equity Pool

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 June 30, 2017.

<u>Participant</u>	<u>Account Value</u>
Teachers' Retirement System	\$ 1,304,818
Public Employees' Retirement System	1,161,510
Workers' Compensation Old Fund	144,587
West Virginia Retiree Health Benefit Trust Fund	141,899
State Police Death, Disability and Retirement Fund	113,961
Revenue Shortfall Reserve Fund - Part B	48,759
Deputy Sheriff's Retirement System	36,601
Judges' Retirement System	35,068
State Police Retirement System	30,915
Coal Workers' Pneumoconiosis Fund	27,462
West Virginia Department of Environmental Protection Agency	23,717
Board of Risk and Insurance Management	16,347
Public Employees Insurance Agency	14,195
Emergency Medical Services Retirement System	13,092
Wildlife Endowment Fund	12,265
West Virginia Prepaid Tuition Trust Fund	7,581
Workers' Compensation Self-Insured Employer Security Risk Pool	6,715
Workers' Compensation Self-Insured Employer Guaranty Risk Pool	3,992
West Virginia Department of Environmental Protection Trust	2,136
Berkeley County Development Authority	1,337
Workers' Compensation Uninsured Employers' Fund	1,296
Municipal Police Officers' and Firefighters' Retirement System	958
Municipal Policemen's or Firemen's Pension and Relief Funds	282
Total	<u>\$ 3,149,493</u>

NOTE 9. SUBSEQUENT EVENTS

The IMB has performed an evaluation of events subsequent to June 30, 2017, through September 8, 2017, the date the Pool's financial statements were available for issuance. The IMB has determined that there were no significant subsequent events which have not been recognized in the Pool's financial statements that require disclosure.

Supplementary Information

International Equity Pool

Schedule of Investments

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares or Par Value	Cost	Fair Value
Common Stock			
<i>Argentina</i>			
Nortel Inversora SA - ADR	94,895	\$ 1,958	\$ 2,964
YPF Sociedad Anonima - ADR	374,268	8,070	8,196
<i>Total Argentina - 0.4%</i>		10,028	11,160
<i>Australia</i>			
Aristocrat Leisure Ltd	217,400	2,290	3,762
Arrium Ltd	5,091,200	7,292	86
Asaleo Care Ltd	378,872	413	427
Ausdrill Ltd	748,259	1,814	1,053
BlueScope Steel Ltd	1,150,263	8,640	11,655
Caltex Australia Ltd	205,400	4,540	4,980
Cochlear Ltd	16,800	1,306	2,003
Corporate Travel Management	99,500	1,415	1,751
CSR Ltd	1,082,800	3,000	3,513
Downer EDI Ltd	1,626,201	5,863	7,996
Energy Resources of Australia	45,280	25	16
Evolution Mining Ltd	1,242,400	1,868	2,297
IDP Education Ltd	11,030	34	43
Infomedia Ltd	189,268	196	105
LendLease Group	516,800	4,840	6,600
Maca Ltd	70,461	94	89
Macquarie Group Ltd	85,600	3,333	5,811
Metcash Ltd	2,228,700	6,268	4,103
Mineral Resources Ltd	476,100	4,410	3,962
Mirvac Group	2,405,200	3,972	3,930
Monash IVF	52,854	96	72
National Australia Bank Ltd	276,913	7,224	6,285
NEXTDC Ltd	787,300	2,334	2,724
OZ Minerals	133,813	570	761
Qantas Airways Ltd	1,790,203	5,050	7,855
RXP Services Ltd	34,496	25	20
Southern Cross Media Group	2,069,100	3,378	1,976
Spotless Group Holdings Ltd	3,364,300	3,024	2,968
Vita Group Ltd	70,253	90	60
<i>Total Australia - 2.8%</i>		83,404	86,903
<i>Austria</i>			
Erste Group Bank AG	303,884	8,659	11,620
Kapsch TrafficCom AG	2,703	89	144
Lenzing AG	5,345	636	956
OMV AG	185,800	7,101	9,628
Polytec Holding AG	11,607	160	218
Porr AG	806	26	25
RHI AG	18,838	470	697
S Immo AG	10,689	115	155
Voestalpine AG	193,700	6,945	9,014
Wienerberger AG	36,158	697	820
Zumtobel AG	33,736	590	625
<i>Total Austria - 1.1%</i>		25,488	33,902
<i>Belgium</i>			
Agfa Gevaert NV	19,867	56	97
Bekaert NV	59,613	2,625	3,029
D'Ieteren SA NV	21,037	918	982
EVS Broadcast Equipment SA	13,861	510	556
Galapagos NV	29,200	2,656	2,227
Greenyard NV	2,473	43	58
Mobistar SA	6,004	135	140
Realdolmen	1,114	30	34
<i>Total Belgium - 0.2%</i>		6,973	7,123

See accompanying notes to financial statements.

International Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares or Par Value	Cost	Fair Value
<i>Bermuda</i>			
China Yuchai International Ltd	176,728	2,974	3,218
Clear Media Ltd	46,000	37	54
Credicorp Ltd	44,499	6,718	7,983
Emperor International Holdings	362,000	106	118
First Pacific Company Ltd	13,018,314	7,782	9,606
Global Brands Group Holdings	862,000	126	91
G-Resources Group Ltd	2,616,000	48	38
HKC Holdings Ltd	48,000	34	32
Johnson Electric Holdings Ltd	20,000	63	70
K Wah International Holdings	161,000	92	98
Le Saunda Holdings Ltd	264,000	118	56
NewOcean Energy Holdings Ltd	184,000	66	56
Odfjell Drilling Ltd	39,825	51	89
Pacific Andes International	992,000	53	19
Playmates Holdings Ltd	1,470,000	183	217
Skyworth Digital Holdings Ltd	9,476,000	4,814	5,887
Soundwill Holdings Ltd	83,500	178	201
Valuetronics Holdings Ltd	277,970	94	161
Varitronix International Ltd	168,000	91	92
Wuling Motors Holdings Ltd	310,000	29	26
Yue Yuen Industrial Holdings	3,121,500	8,353	12,956
<i>Total Bermuda - 1.3%</i>		32,010	41,068
<i>Brazil</i>			
AES TIETE Energia SA-Unit	16,000	60	66
Banco do Brasil SA	1,044,936	10,025	8,452
Cia de Ferro Ligas da Bahia	64,500	158	214
CIA Paranaense De Energia	314,280	3,447	1,802
Companhia de Concessoes Rodov	1,204,000	5,658	6,141
Companhia Paranaense - ADR	40,039	498	294
CSU Cardsystem SA	10,000	32	27
Embraer SA - ADR	862,345	20,152	15,721
Estacio Participacoes SA	1,935,300	8,776	8,540
Gerdau SA - ADR	1,278,500	4,845	3,899
Grendene SA	14,700	78	114
Hypermarcas SA	330,900	2,832	2,776
Itau Unibanco Holding SA - ADR	1,104,000	10,106	12,199
JBS SA	2,006,800	8,131	3,955
JHSF Participacoes SA	94,000	50	54
Kroton Educacional SA	1,765,000	4,335	7,921
Lojas Renner SA	581,700	3,050	4,807
Magnesita Refratarios SA	10,400	81	116
Marfrig Frigorificos e Comerci	4,209,685	11,076	8,589
Mills Estruturas E Servicos	1,168,420	1,719	1,287
MRV Engenharia e Participacoes	1,098,000	3,474	4,480
Petroleo Brasileiro SA - ADR	827,800	6,054	6,614
Telefonica Brasil - ADR	320,271	4,038	4,320
Telefonica Brasil SA	76,700	630	1,039
Tim Participacoes SA - ADR	329,900	4,918	4,883
<i>Total Brazil - 3.4%</i>		114,223	108,310
<i>Canada</i>			
AGF Management Ltd	40,863	178	212
Air Canada	515,500	4,877	6,899
ATS Automation Tooling Systems	4,600	45	47
BCE Inc	84,100	3,665	3,782
Bonavista Energy Corporation	147,400	370	308
BRP Inc	40,230	828	1,177
BTB Real Estate Investment Trust	8,900	31	32
Canadian Imperial Bank	73,300	4,726	5,948
Canadian Tire Corporation Ltd	98,200	7,774	11,158
Canfor Corporation	95,600	1,190	1,442
Canfor Pulp Products Inc	26,536	296	257

See accompanying notes to financial statements.

International Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares or Par Value	Cost	Fair Value
Capital Power Corp	4,200	72	79
Capstone Mining Corp	192,600	204	139
Cascades Inc	65,756	467	896
CCL Industries Inc	52,450	1,681	2,650
Celestica Inc	478,300	3,097	6,489
Cipher Pharmaceuticals Inc	20,735	175	91
Cogeco Communications Inc	55,900	2,514	3,409
Cogeco Inc	2,503	102	130
Delphi Energy Corp	27,078	26	25
Dollarama Inc	17,500	1,274	1,670
Dorel Industries Inc	3,600	100	96
Dream Office Real Estate Investments	1,659	24	25
E-L Financial Corporation	100	55	65
Enerflex Ltd	96,700	920	1,401
Ensign Energy Services Inc	4,716	30	25
Entertainment One Ltd	705,909	3,289	2,021
Genworth MI Canada Inc	166,700	4,643	4,580
Gluskin Sheff & Associates	6,100	84	79
Granite Real Estate Investment	1,272	33	51
High Arctic Energy Services	38,714	175	128
Industrial Alliance Life Ins	663	28	29
Interfor Corp	17,100	246	245
Ivanhoe Mines Ltd	11,000	35	35
Just Energy Group Inc	4,800	29	25
Laurentian Bank of Canada	83,174	2,496	3,469
Lucara Diamond Corporation	55,654	86	118
Macro Enterprises Inc	16,300	83	23
Magellan Aerospace Corp	1,600	13	25
Magna International Inc	181,900	5,191	8,414
Maple Leaf Foods Inc	106,300	2,453	2,680
Martinrea International Inc	87,100	638	710
Merus Labs International Inc	96,212	130	121
Morguard Corporation	300	41	43
Morguard NA Residential RE	8,400	91	99
Morguard Real Estate Investments Trust	5,300	56	59
National Bank of Canada	183,600	4,727	7,709
New Flyer Industries Inc	130,400	4,021	5,446
Norbord Inc	10,900	332	339
North American Energy Partners	36,911	192	162
Open Text Corporation	100,200	3,098	3,158
Parex Resources Inc	213,300	1,623	2,423
Polaris Infrastructure Inc	5,600	65	74
Pure Industrial Real Estate	166,750	737	883
Quarterhill Inc	17,876	43	26
Rogers Sugar Inc	56,419	216	275
Sleep Country Canada Holdings	74,400	1,744	2,357
Taseko Mines Ltd	65,028	90	83
Teck Corporation	169,400	4,404	2,932
Torex Gold Resources Inc	97,100	2,384	1,849
Torstar Corporation	7,300	40	8
Total Energy Services Inc	2,400	27	25
Transcontinental Inc	239,200	3,637	4,734
Trinidad Drilling Ltd	97,300	194	146
Wajax Corp	5,200	62	91
West Fraser Timber Co	129,014	4,755	6,098
Westjet Airlines Ltd	349,100	1,360	6,223
ZCL Composites Inc	11,000	86	110
<i>Total Canada - 3.7%</i>		88,398	116,557
<i>Cayman Islands</i>			
Alibaba Group Holding Ltd - ADR	180,100	16,083	25,376
ASM Pacific Technology Ltd	31,700	308	428
Bosideng International Holding	60,276,200	12,604	5,173
Central China Real Estate Ltd	159,000	51	36

See accompanying notes to financial statements.

International Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares or Par Value	Cost	Fair Value
Cheung Kong Property Holdings	361,000	2,193	2,828
China Cord Blood Corp	74,415	352	705
China Lodging Group Ltd - ADR	71,330	5,887	5,755
China Metal International Holdings	88,000	28	33
China Resources Cement Holding	6,708,000	4,570	3,334
China Sanjiang Fine Chemicals	208,000	69	59
China Shanshui Cement Group	3,932,000	2,724	252
Chow Tai Fook Jewellery Group	4,765,600	4,610	5,049
Country Garden Holdings Co	5,021,000	1,968	5,821
Ctrip.com International - ADR	201,900	8,732	10,874
FIH Mobile Ltd	1,229,000	424	379
Geely Automobile Holdings Ltd	4,375,000	2,679	9,438
Hop Fung Group Holdings Ltd	304,000	41	40
JD.com Inc - ADR	169,100	5,282	6,632
Ju Teng International Holdings	414,000	174	170
Kingboard Chemical Holdings	327,000	774	1,303
Kingboard Laminates Holdings	5,138,500	5,169	6,201
Lifestyle China Group Ltd	7,778,000	1,064	2,610
Lifestyle International Holdings	6,157,500	9,844	8,456
Minth Group Ltd	248,000	1,008	1,052
Nexteer Automotive Group Ltd	1,175,000	1,599	1,842
Pico Far East Holdings Ltd	638,000	191	267
Powerlong Real Estate Holdings	637,000	128	274
Sands China Ltd	1,047,200	4,232	4,796
Springland International Holdings	194,000	41	38
Sunny Optical Tech	724,000	3,893	6,492
Telecom Digital Holdings Ltd	129,000	60	50
Ten Pao Group Holdings Ltd	480,000	101	121
Tencent Holdings Ltd	770,000	12,745	27,539
Tiangong International Co Ltd	216,000	25	19
WH Group Ltd	9,937,500	7,850	10,031
Wonderful Sky Financial Group	232,000	62	62
Xingfa Aluminium Holdings	155,000	71	87
Yongsheng Advanced Materials	75,000	19	17
<i>Total Cayman Islands - 4.9%</i>		117,655	153,639
<i>Chile</i>			
Empresa Nacional de Telecomuni	501,401	4,417	5,458
Enersis Chile SA	86,390,352	9,320	9,461
Sociedad Quimica Minera Chile - ADR	163,800	3,844	5,409
<i>Total Chile - 0.6%</i>		17,581	20,328
<i>China</i>			
Anhui Conch Cement Co Ltd	1,176,500	4,096	4,092
Bank of China Ltd	29,852,000	12,132	14,646
Baoye Group Company Ltd	110,000	89	78
China Bluechemical Ltd	5,766,000	3,338	1,366
China Communications Construct	6,391,000	7,924	8,236
China Construction Bank Corp	18,685,000	14,007	14,481
China Minsheng Banking Corp	3,942,599	4,111	3,934
China National Materials Co	871,000	255	291
China Pet & Chem Cor (Sinopec)	15,344,000	10,985	11,970
China Railway Construction Ltd	5,528,000	5,620	7,209
Dongfeng Motor Group Company	14,624,000	19,854	17,291
Great Wall Motor Company Ltd	4,573,500	3,984	5,648
Harbin Power Equipment Company	224,000	105	113
PICC Property & Casualty Co	2,966,000	6,031	4,954
Ping An Insurance Co	2,045,500	10,662	13,481
Shanghai Pharmaceuticals	1,708,100	3,502	5,087
Sinopharm Medicine Holdings Co	644,800	2,598	2,916
Sinotrans Ltd	6,689,000	3,116	3,427
Weiqiao Textile Company Ltd	3,614,208	4,620	2,583
Zhuzhou CRRC Times Electric Co	769,000	4,175	3,773
<i>Total China - 4.0%</i>		121,204	125,576

See accompanying notes to financial statements.

International Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares or Par Value	Cost	Fair Value
<i>Colombia</i>			
Bancolombia SA - ADR	80,300	3,025	3,577
Grupo Aval Acciones y Valores - ADR	1,111,488	11,556	9,203
<i>Total Colombia - 0.4%</i>		14,581	12,780
<i>Czech Republic</i>			
Telefonica O2 Czech Republic - 0.2%	620,494	6,363	7,352
<i>Denmark</i>			
Columbus A/S	63,879	126	136
Danske Bank A/S	271,500	7,540	10,429
DFDS A/S	688	17	37
GN Sotre Nord A/S	13,060	378	381
H+H International A/S	7,381	86	123
Nordjyske Bank A/S	1,555	26	27
PER Aarsleff A/S	6,505	153	158
RTX A/S	4,130	74	102
Schouw & Co A/S	2,691	114	288
Solar A/S	619	33	36
Sparekassen Sjaelland-Fyn	1,704	34	33
<i>Total Denmark - 0.4%</i>		8,581	11,750
<i>Egypt</i>			
Commercial International Bank	363,635	1,783	1,605
Commercial International Bank - GDR	188,055	822	830
<i>Total Egypt 0.1%</i>		2,605	2,435
<i>Finland</i>			
Atria Oyj	6,308	68	74
Cargotec Corporation	94,774	4,372	6,005
DNA Oyj	3,141	39	50
Finnair Oyj	27,688	140	202
HKScan Oyj	23,048	135	83
KCI Konecranes Oyj	52,200	1,817	2,206
Neste Oil Oyj	161,364	3,183	6,348
Oriola-Kd Oyj	1,455	7	6
TietoEnator Oyj	112,000	2,776	3,458
UPM-Kymmene Oyj	314,300	5,440	8,948
Valmet Corporation	132,311	2,354	2,567
<i>Total Finland - 1.0%</i>		20,331	29,947
<i>France</i>			
Actia Group	8,195	72	80
Affine	1,689	29	31
Air France-KLM	52,474	579	747
Akka Technologies	810	38	42
Assystem	1,691	48	60
AST Group SA	2,707	25	26
Atos Origin	65,600	5,550	9,195
Aubay	3,855	85	124
Axa	368,400	9,362	10,063
Bigben Interactive	8,901	69	98
BNP Paribas	137,300	8,369	9,875
Bonduelle SA	5,996	169	224
Carrefour Supermarche	243,300	6,050	6,147
Chargeurs	69,855	631	1,917
Compagnie des Alpes	8,169	146	273
Credit Agricole SA	496,700	4,328	7,979
Derichebourg SA	76,848	437	649
Devoteam SA	718	26	57
Esso SAF	1,375	99	91
Eurofins Scientific	3,165	1,348	1,780
Groupe Crit	5,487	259	510
Groupe FNAC SA	584	29	47
Groupe Open	3,417	90	106

See accompanying notes to financial statements.

International Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares or Par Value	Cost	Fair Value
High Co	4,337	29	31
Ipsos	16,236	482	608
Ispen SA	43,974	3,095	6,011
Jacquet Metal Service	16,149	343	427
Le Belier	2,372	54	120
Le Noble Age	5,373	282	367
Lectra	24,106	392	661
Les Nouveaux Constructeurs SA	885	33	46
Linedata Services	3,242	144	194
Maisons France Confort SA	1,127	63	81
Mersen	4,220	108	138
MGI Coutier	26,640	403	1,064
Neopost SA	82,301	5,214	3,816
Nexity	45,156	1,972	2,620
Paris Orleans SA	8,493	198	310
Plastivaloire	4,240	42	121
Renault SA	61,800	5,163	5,586
Rubis SCA	9,400	855	1,064
Sanofi-Synthelabo SA	256,100	21,805	24,466
SCOR SE	152,600	3,648	6,041
Societe Generale	143,500	7,428	7,710
Synergie SA	3,283	62	161
Tarkett SA	2,748	131	128
Teleperformance	17,500	1,868	2,238
Total SA	390,500	21,175	19,278
Ubisoft Entertainment SA	20,329	545	1,152
Union Financiere de France	995	33	34
Valeo SA	74,700	1,031	5,026
Vetoquinol SA	402	21	23
Vilmorin & Cie SA	1,668	108	136
Visiativ SA	802	23	33
<i>Total France - 4.4%</i>		114,588	139,812
<i>Germany</i>			
Accentro Real Estate AG	2,011	19	20
Allianz AG	75,100	10,488	14,767
Amadeus Fire AG	3,109	250	273
Aurelius AG	22,200	1,107	1,191
BASF AG	73,300	4,921	6,779
Bauer AG	2,865	58	69
Bayer AG	77,600	8,743	10,019
Borussia Dortmund GmbH & Co KG	39,846	245	277
Carl Zeiss Meditec AG	40,300	1,775	2,089
Centrotec Sustainable AG	9,470	219	208
CropEnergies AG	27,438	261	303
Daimler AG	209,600	17,902	15,149
Deutsche Post AG	265,800	8,332	9,950
Deutz AG	17,596	105	148
Dialog Semiconductor PLC	23,689	1,127	1,010
DIC Asset AG	68,808	652	753
ELMOS Semiconductor AG	15,908	247	350
Evotec AG	181,895	1,841	2,902
Francotyp-Postalia Holding AG	6,815	41	47
H&R AG	22,715	324	316
Hamburger Hafen & Logistik AG	7,818	141	170
Heidelberger Druckmaschinen AG	125,168	356	380
Hornbach Baumarkt Aktiengesell	5,355	212	193
Jenoptik AG	11,655	208	305
Kloeckner & Company AG	100,688	1,135	1,059
Koenig & Bauer AG	25,288	738	1,708
Kontron AG	8,993	56	32
Metro AG	261,700	7,792	8,822
MLP AG	29,043	153	193
Muehlbauer Holdings AG & Co	1,032	49	50

See accompanying notes to financial statements.

International Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares or Par Value	Cost	Fair Value
Muenchener Rueckversicherungs	31,100	5,335	6,262
OHB SE	2,384	70	72
Patrizia Immobilien AG	6,390	105	120
PH Mittelstaendische Pharma	5,954	26	25
Progress Werk Oberkirch AG	415	16	21
Puma AG	3,029	1,135	1,162
QSC AG	64,505	135	128
Rheinmetall AG	43,600	3,059	4,133
Salzgitter AG	27,786	945	1,132
Siemens AG	66,900	6,791	9,183
Siltronic AG	7,288	486	617
Software AG	48,815	1,389	2,135
Talanx AG	171,300	5,912	6,389
Technotrans AG	1,973	59	85
Tom Tailor Holding AG	10,277	64	91
TUI AG	65,931	1,091	956
Verbio Vereinigte BioEnergie	40,071	230	451
VIB Vermoegen AG	5,600	104	132
Volkswagen AG	55,300	7,067	8,562
Wacker Neuson SE	14,762	281	357
<i>Total Germany - 3.9%</i>		103,797	121,545
<i>Greece</i>			
Alapis Holdings Ind & Commercial	46,477	1,132	2
Hellenic Telecommunication Org	487,341	4,379	5,859
<i>Total Greece - 0.2%</i>		5,511	5,861
<i>Hong Kong</i>			
ALA Group Ltd	1,079,800	5,521	7,891
Alco Holdings Ltd	584,000	252	150
BYD Electronics International	4,332,000	3,989	8,590
China Everbright Ltd	1,836,000	4,573	3,998
China Mobile (Hong Kong) Ltd	1,649,500	18,595	17,506
China Overseas Grand Oceans Group Ltd	287,000	163	153
China Overseas Land & Investment	2,006,000	6,355	5,872
China Resources Enterprise Ltd	1,876,000	4,531	4,734
China Resources Power	2,110,000	5,759	4,141
CSPC Pharmaceutical Group	1,934,000	2,794	2,824
Emperor Capital Group Ltd	5,453,039	581	489
First Shanghai Investments Ltd	80,000	14	11
Flat Glass Group	628,000	141	116
Fountain Set (Holdings) Ltd	1,118,000	187	146
Goldpac Group Ltd	88,000	28	26
Guangdong Kelon Electrical Holdings	148,000	128	252
Guangnan Holdings Ltd	235,000	54	31
Hong Kong Ferry Company	27,000	35	31
Kowloon Development Co Ltd	51,000	57	55
Lai Sun Development	7,346,000	192	268
Lippo Ltd	45,000	24	27
Liu Chong Hing Investment Ltd	150,000	231	231
Luk Fook Holdings	2,959,000	8,511	10,121
Oriental Watch Holdings	134,000	24	29
Qingling Motors Co Ltd	136,000	46	44
Road King Infrastructure Ltd	105,000	95	130
S&C Engine Group Ltd	269,432	356	266
Shanghai Industrial Holdings	881,300	2,718	2,608
Shenyin Waguo HK Ltd	390,000	208	150
Sinotruk Hong Kong Ltd	60,000	39	44
Sun Hung Kai & Company	150,000	97	97
TCC International Holdings Ltd	354,000	147	160
Universal Medical Finance & Tech	1,855,500	1,486	1,483
Welling Holdings Ltd	274,000	57	62
Wong's Kong King International	608,000	93	64
<i>Total Hong Kong - 2.3%</i>		68,081	72,800

See accompanying notes to financial statements.

International Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares or Par Value	Cost	Fair Value
<i>Hungary</i>			
Magyar Telekom	1,660,750	6,803	2,892
Richter Gedeon Nyrt	147,900	2,199	3,857
<i>Total Hungary - 0.2%</i>		9,002	6,749
<i>India</i>			
Apollo Tyres Ltd	1,774,900	4,415	6,609
HDFC Bank Ltd	350,208	6,166	9,021
HDFC Bank Ltd - ADR	6,100	282	531
ICICI Bank Ltd	1,050,864	3,609	4,717
ICICI Bank Ltd - ADR	564,240	4,100	5,061
Infosys Technologies Ltd	230,143	3,323	3,331
ITC Ltd	1,122,367	4,045	5,620
Maruti Suzuki India Ltd	83,794	3,701	9,357
NIIT Technologies Ltd	434,140	2,631	3,878
PC Jeweller Ltd	293,763	1,608	2,225
Power Finance Corporation	1,510,300	3,797	2,867
Reliance Infrastructure Ltd	1,587,222	12,993	12,215
Rural Electrification Corp	3,044,000	5,776	8,098
Tech Mahindra Ltd	1,252,052	8,817	7,399
Ultra Tech Cement Ltd	81,907	3,523	5,017
United Phosphorus Ltd	568,385	5,144	7,390
Zee Entertainment Enterprises	767,713	4,147	5,836
<i>Total India - 3.1%</i>		78,077	99,172
<i>Indonesia</i>			
Adaro Energy	4,766,800	432	565
Bank Rakyat Indonesia	8,220,800	6,446	9,407
Harum Energy	565,800	80	85
Indika Energy	634,200	34	37
Indo Tambangraya Megah PT	112,800	149	146
Indofood Sukses Mak Tbk	5,515,600	3,153	3,559
Jakarta International Hotels & Dev	6,806	1	-
PT Lautan Luas Tbk	405,900	30	15
PT Telekomunikasi Indonesia	20,230,900	6,025	6,861
PT XL Axiata Tbk	51,167,662	14,824	13,092
<i>Total Indonesia - 1.1%</i>		31,174	33,767
<i>Ireland</i>			
Avadel Pharmaceuticals PLC - ADR	39,686	420	438
DCC PLC	3,000	262	272
ICON PLC	27,902	1,869	2,729
Kingspan Group PLC	92,900	2,702	3,185
Smurfit Kappa Group PLC	182,700	4,062	5,679
<i>Total Ireland - 0.4%</i>		9,315	12,303
<i>Israel</i>			
Audiocodes Ltd	18,969	102	114
Camtek Ltd	8,590	26	41
Ceragon Networks Ltd	82,036	179	209
Danel (Adir Yeoshua) Ltd	7,688	334	365
E&M Computing Ltd	2,195	8	8
El Al Israel Airlines	238,482	166	219
Elco Holdings	8,816	160	168
Electra Consumer Products Ltd	17,148	286	344
Enzymotec Ltd	5,385	51	44
FIBI Holdings Ltd	2,718	46	63
Internet Gold Golden Lines	537	6	5
Israel Discount Bank	3,011,427	5,610	7,938
Isras Investment Company Ltd	397	42	47
Jerusalem Economy Ltd	15,868	39	40
Joel Jerusalem Oil Exploration	1,348	78	81
Kerur Holdings Ltd	592	17	18
Neto Me Holdings	156	12	18
Norstar Holdings Inc	2,293	48	43

See accompanying notes to financial statements.

International Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares or Par Value	Cost	Fair Value
Nova Measuring Instruments Ltd	2,797	40	62
Orbotech Ltd	140,752	3,325	4,591
Perion Network Ltd	16,323	34	32
Scope Metals Group Ltd	5,384	112	170
Sella Capital Real Estate Ltd	13,692	23	27
Suny Cellular Communications	74,709	55	51
Teva Pharmaceutical Ltd	116,400	4,692	3,849
Tower Semiconductor Ltd	22,626	416	540
YH Dimri Construction & Development	1,908	30	33
<i>Total Israel - 0.6%</i>		15,937	19,120
<i>Italy</i>			
Ascopiave SpA	335,672	887	1,332
Autogrill SpA	21,394	262	259
Autostrada Torino-Midland SpA	22,701	343	392
B&C Speakers SpA	3,824	50	50
Banca Ifis SpA	28,842	620	1,170
Biesse SpA	61,487	976	2,201
Brembo SpA	180,500	1,657	2,637
Carraro SpA	49,023	136	170
Cattolica Assicurazioni Scrl	16,240	127	126
Cembre SpA	1,389	26	33
CIR SpA	171,538	232	241
Cofide-Compagnia Finanziaria	241,780	177	160
Danieli SpA	27,221	447	487
Digital Brothers SpA	22,081	244	305
El En SpA	33,414	590	1,061
Elica SpA	45,886	117	91
Emak SpA	85,592	120	161
Enel SpA	3,329,460	15,408	17,825
ERG SpA	2,023	25	28
Esprinet SpA	71,767	723	517
Exprivia SpA	25,147	52	36
Fincantieri SpA	134,087	108	149
FNM SpA	127,181	76	77
Gefran SpA	20,199	155	144
Gruppo Editoriale L'Espresso	35,188	32	32
Immobiliare Grande Disbribuzio	653,179	569	574
Iren SpA	147,405	296	341
Juventus Football Club	246,444	80	148
La Doria SpA	41,219	268	491
Leonardo SpA	137,200	2,348	2,277
LU-VE SpA	3,300	48	51
Mediaset SpA	8,588	35	34
Mediobanca SpA	651,100	6,400	6,416
Mondadori (Arnoldo) Editore	23,619	25	43
PanariaGroup Industrie Ceramic	6,411	37	38
Prima Industrie SpA	7,437	189	210
Reno de Medici SpA	374,059	155	152
SABAF SpA	4,004	72	66
SAES Getters SpA	1,346	18	26
Saras SpA	601,494	1,225	1,398
Servizi Italia SpA	3,335	19	17
Sesa SpA	3,562	62	100
Sogefi SpA	179,531	628	959
Tecnoinvestimenti SpA	6,964	41	41
Vittoria Assicurazioni SpA	3,759	49	51
<i>Total Italy - 1.4%</i>		36,154	43,117
<i>Japan</i>			
Achille Corporation	7,400	119	124
AGS Corporation	4,000	60	57
Ahresty Corporation	76,400	616	753
Aichi Bank Ltd	6,700	368	377
Aichi Electric Company Ltd	1,000	25	25

See accompanying notes to financial statements.

International Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares or Par Value	Cost	Fair Value
Airport Facilities Co Ltd	7,500	64	41
All About Inc	2,700	25	27
Amiyai Tei Co Ltd	2,200	84	81
Anabuki Kosan Inc	5,100	162	132
Arakawa Chemical Industries	45,100	522	773
Arata Corporation	6,500	158	221
ARC Land Sakamoto Co Ltd	33,000	317	443
Arealink Co Ltd	23,450	274	304
Arisawa Mfg Co Ltd	7,700	39	59
Artnature Inc	4,700	31	30
Asahi Broadcasting Corp	6,500	50	47
Asahi Kasei Corp	433,000	2,580	4,653
Asahi Organic Chemical Industrial	13,000	25	29
Asanuma Corporation	84,000	174	242
Aska Pharmaceutical Company	64,800	571	972
Astellas Pharma Inc	612,600	9,824	7,494
Asunaro Aoki Construction Co	5,700	46	43
Ateam Inc	7,800	210	207
Bando Chemical Industries Ltd	30,500	256	302
Brother Industries Ltd	157,400	2,160	3,632
CAC Corp	5,000	38	47
Carlit Holdings Co Ltd	5,600	28	30
Central Sports Co Ltd	10,500	252	421
Century Leasing System Inc	141,600	1,801	5,658
Chiyoda Integre Company	32,800	742	650
Chubu Shiryō Company	15,300	151	202
CKD Corporation	277,900	2,509	4,232
Cleanup Corp	5,000	42	38
Cocokara Fine Holdings Inc	62,400	2,317	3,082
Computer Institute of Japan Ltd	7,000	36	35
Corona Corporation	13,600	148	138
CRE inc	3,900	55	55
Credit Saison Co Ltd	231,600	3,860	4,522
CTI Engineering Company Ltd	43,100	523	439
DA Consortium Holdings Inc	116,500	1,332	1,523
Dai Nippon Toryo Co Ltd	119,000	196	324
Daihatsu Diesel Manufacturing	8,300	51	50
Daiichi Jitsugyo Company Ltd	18,000	109	98
Dai-Ichi Seiko Co Ltd	2,000	28	39
Daikyo Inc	461,000	739	940
Dainichiseika Color & Chemical	11,000	72	87
Daito Bank Ltd	180,000	191	261
Daiwa Industries Ltd	16,600	175	181
Daiwabo Company Ltd	542,000	1,027	1,886
Data Communication System Co	6,500	130	199
Densan System Co Ltd	2,800	42	44
Denyo Company Ltd	6,700	70	116
Diamond Dining Co Ltd	6,300	84	127
Doutor Nichires Holdings Co	63,300	1,187	1,344
Dynam Japan Holdings Co Ltd	137,600	248	243
Eco's Co Ltd	7,000	75	76
Eizo Nannao Corporation	51,700	1,645	2,034
ENDO Lighting Corporation	6,800	73	69
Enigmo Inc	14,900	266	217
en-Japan	87,100	2,399	2,269
Excel Co Ltd	2,600	34	34
Falco Holdings Co Ltd	10,600	145	144
Feed One Ltd	40,200	74	82
Fidea Holdings Co Ltd	291,500	497	485
FJ Next Co Ltd	62,000	473	465
Fuji Oil Company Ltd	119,700	1,758	2,768
Fuji Pharmaceutical Co Ltd	3,900	75	133
Fuji Soft ABC Incorporated	6,300	147	178
Fujibo Holdings Inc	6,900	200	194
Fujikura Kasei Company Ltd	35,700	191	200

See accompanying notes to financial statements.

International Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares or Par Value	Cost	Fair Value
Fujikura Ltd	859,000	4,495	7,194
Fujitsu Frontech Ltd	38,200	435	608
Fukoku Company Ltd	25,100	241	225
Fukuda Corporation	1,000	37	48
Fukuda Denshi Company Ltd	1,000	56	72
Funai Electric Company Ltd	5,300	43	42
Furuno Electric Company	3,900	29	23
Furusato Industries Ltd	17,600	234	265
Fuso Pharmaceutical Industries	9,500	294	235
Futaba Industrial Company	44,300	218	401
Future Architect Inc	45,800	306	358
G-7 Holdings Inc	17,000	253	327
Gakken Company Ltd	2,500	57	73
Gakkyusha Co Ltd	5,100	60	70
GEO Corporation	261,800	3,213	2,714
GMO Cloud KK	5,200	57	173
Goldcrest Company Ltd	12,900	230	285
Grandy House Corporation	17,600	58	67
Gunma Bank Ltd	665,800	3,005	3,994
Gunosy Inc	58,900	1,102	1,220
Hakuto Co Ltd	16,000	174	202
Harima-Kyowa Co Ltd	1,600	31	27
Hazama Ando Corp	86,800	343	547
Heiwa Corporation	225,500	4,029	5,027
Hirata Corporation	15,800	981	1,637
Hiroshima Gas Company Ltd	13,600	44	43
Hokko Chemical Industry Co Ltd	34,000	139	148
Hokuetsu Industries Co Ltd	4,100	35	37
Hokuriku Electrical Construction	23,500	238	194
H-One Company Ltd	18,000	251	197
Hosokawa Micron Corporation	6,400	181	279
Human Holdings Co Ltd	1,600	27	24
Ichiken Co Ltd	44,000	149	155
Ichinen Holdings Co Ltd	18,300	172	198
IKK Inc	4,700	30	33
Inaba Denki Sangyo Co Ltd	1,500	55	57
Ines Corp	16,500	177	165
I-Net Corp	17,420	160	205
Infocom Corporation	30,700	314	589
Information Development Co Ltd	30,800	271	389
Information Services International Dent	21,200	397	497
Innotech Corporation	47,000	294	279
Interspace Co Ltd	3,200	50	43
I-O Date Device Inc	4,400	40	48
Ishihara Sangyo Kaisha Ltd	2,700	22	28
Isolite Insulating Products Co	45,500	197	153
Isuzu Motors Ltd	641,900	8,168	7,918
Itochu Corp	363,400	2,569	5,398
Itochu Techno-Science Corp	61,400	1,732	2,148
Itochu-Shokuhin Company Ltd	1,600	67	67
Iwai Cosmo Holdings Inc	61,200	706	674
Iwaki & Co Ltd	21,000	71	81
Iwasaki Electric Company Ltd	430,000	929	689
Janome Sewing Machine Co Ltd	8,500	60	68
Japan Airlines Co Ltd	142,000	4,774	4,390
Japan Securities Finance Co	97,300	404	503
JK Holdings Co Ltd	7,400	40	43
JMS Company Ltd	13,000	41	38
J-Oil Mills Inc	2,700	86	96
Juki Corporation	17,900	178	259
JVC Kenwood Holdings	88,800	202	265
Kaga Electronics Company	60,700	740	1,244
Kamei Corporation	8,400	68	114
Kanamoto Co Ltd	33,300	1,140	1,105
Kaneko Seeds Company Ltd	8,600	117	111

See accompanying notes to financial statements.

International Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares or Par Value	Cost	Fair Value
Kanematsu Corporation	41,000	65	84
Kanematsu Electronics Ltd	19,200	397	590
Kasai Kogyo Co Ltd	26,900	258	347
Kawai Musical Instruments Manufacturing	1,400	28	30
KDDI Corporation	449,700	8,205	11,907
Keihanshin Real Estate Company	87,100	495	542
Keihin Corporation	334,000	3,821	4,557
Kinden Corporation	5,600	86	90
Kinki Nippon Tourist Co Ltd	428,000	770	659
Kirindo Holdings Co Ltd	32,000	362	276
KI-Star Real Estate Co Ltd	3,300	43	61
Kitagawa Iron Works Co Ltd	27,700	642	580
Kita-Nippon Bank Ltd	3,400	87	98
Kitano Construction Corp	54,000	133	157
Kitano Tatsujin Corporation	10,000	73	72
KITZ Corporation	3,000	17	28
KOA Corp	91,200	1,582	1,689
Komai Tekko Inc	2,100	43	41
Komatsu Wall Industry Co Ltd	7,300	171	133
Komeri Co Ltd	9,100	229	231
Kondotec Inc	3,400	25	29
Konishi Company Ltd	10,200	146	146
Kosaido Co Ltd	22,700	121	74
Koshidaka Holdings Co Ltd	2,800	69	70
Kurabo Industries Ltd	68,000	139	157
Kurimoto Ltd	9,100	187	165
KYB Co Ltd	1,012,000	3,996	5,179
Kyodo Printing Co Ltd	68,000	195	231
Kyoritsu Printing Co Ltd	51,900	131	156
Kyowa Exeo Corporation	239,500	2,147	4,026
Kyowa Leather Cloth Co Ltd	45,200	252	377
Kyushu Leasing Service Co Ltd	3,600	25	26
Leopalace21 Corporation	381,100	2,172	2,367
Lonseal Corporation	1,400	32	33
Mabuchi Motor Co Ltd	25,900	1,505	1,289
Maezawa Kasei Industries Co	4,000	43	45
Marubeni Corporation	873,700	4,774	5,644
Marudai Food Company Ltd	6,000	23	28
Maruka Machinery Co Ltd	14,400	193	240
Matsui Construction Co Ltd	37,800	253	300
Matsumotokiyoshi Holdings Co	90,200	2,272	5,130
Matsuya Foods Company Ltd	6,900	131	258
MAX Company Ltd	6,000	70	87
McDonald's Holding Company	9,000	296	345
Medius Holdings Co Ltd	1,000	25	28
Meiji Electric Industries Co	9,400	94	113
Meiji Shipping Co Ltd	10,300	45	39
Meiko Network Japan Co Ltd	7,500	98	100
Menicon Co Ltd	6,800	219	223
Mie Bank Ltd	4,500	98	102
Minebea Co Ltd	172,400	2,236	2,770
Minori Solutions Co Ltd	2,300	27	27
Miroku Jyoho Service Co Ltd	29,400	183	624
Misumi Group Inc	166,500	2,753	3,802
Mito Securities Company Ltd	108,500	419	305
Mitsubishi Gas Chemical Co	337,500	3,623	7,134
Mitsubishi Paper Mills Ltd	23,400	159	168
Mitsubishi Tokyo Financial Group Inc	1,324,600	6,530	8,898
Mitsuboshi Belting Co Ltd	27,000	178	300
Mitsui High - Tec Inc	105,400	1,693	1,685
Mitsui Home Company Ltd	7,000	34	46
Mitsui Mining & Smelting Co	746,000	2,544	2,915
Mixi Inc	36,300	1,498	2,019
Miyaji Engineering Group Inc	14,000	28	30
Mizuho Financial Group Inc	4,335,600	9,221	7,926

See accompanying notes to financial statements.

International Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares or Par Value	Cost	Fair Value
Mochida Pharmaceutical Company	8,400	591	606
Modec Inc	70,700	1,501	1,573
Moresco Corp	3,900	73	72
Morinaga & Company Ltd	26,400	1,076	1,499
Mory Industries Inc	2,000	35	41
Mr Max Corporation	9,600	35	47
MTI Ltd	105,500	512	681
NEC Networks & System Int	27,400	570	595
Net One Systems Co Ltd	78,100	550	740
New Japan Radio Co Ltd	101,000	534	611
Nichias Corp	103,000	1,045	1,191
Nichiban Company Ltd	30,000	160	255
Nichiha Corp	55,000	656	1,938
Nichirei Corporation	85,900	1,662	2,408
Nichireki Co Ltd	36,900	353	436
Nichirin Co Ltd	24,400	306	514
Nihon Dengi Co Ltd	1,900	43	46
Nihon Eslead Corp	24,600	287	402
Nihon Unisys Ltd	19,500	310	308
Nihon Yamamura Glass Co Ltd	212,000	328	343
Nikko Co Ltd	2,000	39	40
Nipon Piston Ring Co Ltd	15,700	312	313
Nippon Chemical Industrial Co	115,000	202	232
Nippon Chemi-Con Corp	11,000	24	40
Nippon Chemiphar Co Ltd	1,100	56	51
Nippon Denko Company Ltd	60,600	126	214
Nippon Filcon Co Ltd	6,000	31	33
Nippon Meat Packers Inc	54,000	1,433	1,641
Nippon Road Company Ltd	40,000	207	211
Nippon Seisen Co Ltd	50,000	249	317
Nippon Steel & Sumikin Bussan	1,000	44	48
Nippon Systemware Co Ltd	30,500	288	503
Nippon Telegraph & Telephone	446,900	12,124	21,120
Nippon Television Network	216,300	3,575	3,635
Niraku GC Holdings Inc	512,000	72	66
Nishimatsu Construction Co	45,000	232	239
Nissan Motor Co Ltd	837,700	7,689	8,335
Nissan Tokyo Sales Holdings	49,800	211	187
Nissei Plastic Industrial Co	6,100	58	58
Nisshin Fudosan Company Ltd	57,100	260	297
Nisshinbo Industries Inc	485,800	5,414	4,929
Nittan Valve Co Ltd	15,400	58	54
Nittetsu Mining Company	5,200	242	280
NJS Co Ltd	2,600	31	32
Noda Corporation	24,700	156	222
Noritz Corporation	6,300	106	125
North Pacific Bank Ltd	705,600	3,211	2,468
Nozawa Corporation	3,000	28	37
Odelic Co Ltd	2,900	98	121
Oenon Holdings	54,000	113	135
Oita Bank Ltd	152,000	593	584
Okura Industrial Co Ltd	12,000	66	64
Onoken Company Ltd	7,700	99	119
Open House Co Ltd	94,800	2,652	2,919
Origin Electric Co Ltd	113,000	431	312
Osaka Organic Chemical Ind	12,700	91	160
Paltac Corp	23,000	347	775
Papyless Co Ltd	5,200	71	137
PCA Corporation	2,200	32	29
Pioneer Corporation	13,700	30	27
Pocket Card Company Ltd	6,400	43	43
Poletowin Pitcrew Holdings Inc	4,100	40	59
QUICK Co Ltd	16,400	162	220
RECRM Research Company Ltd	34,600	309	292
Renesas Easton Co Ltd	11,400	60	59

See accompanying notes to financial statements.

International Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares or Par Value	Cost	Fair Value
Resona Holdings Inc	1,749,100	9,171	9,628
Rhythm Watch Co Ltd	21,000	33	43
Round One Corp	66,100	421	626
Saint Marc Holdings Co Ltd	800	24	24
Saizeriya Company Ltd	18,600	315	541
Sakai Heavy Industries	41,000	116	115
Sakai Ovex Co Ltd	3,800	58	61
San-Ai Oil Co Ltd	32,700	196	334
Sanko Metal Industries Co	3,300	94	98
Sankyo Frontier Company	4,000	40	48
Sankyo Seiko Co Ltd	17,100	59	59
Sankyo Tateyama Inc	59,400	1,031	906
Sanoh Industrial Company Ltd	8,400	59	59
Sansei Yusoki Company Ltd	6,700	55	53
Sansha Electric Manufacturing	8,800	68	40
Saxa Holdings Inc	21,000	43	39
Scroll Corporation	48,400	175	164
Seika Corporation	114,000	294	404
Seikitokyu Kogyo Co Ltd	40,000	193	208
Seiko Epson Corporation	261,900	4,659	5,825
Seino Holdings Corporation Ltd	330,000	1,730	4,385
Sekisui Plastics Co Ltd	19,500	129	159
Senshu Electric Co Ltd	1,200	15	23
Senshukai Company Ltd	11,300	85	81
Shibaura Mechatronics Corp	10,000	25	30
Shikoku Bank Ltd	9,000	19	25
Shinagawa Refractories Company	97,000	208	231
Shin-Etsu Polymer Company Ltd	72,200	364	564
ShinMaywa Industries Ltd	3,000	28	25
Shinnihon Corporation	45,200	222	367
Shinsho Corporation	2,700	60	62
Shizuoka Gas Company Ltd	16,000	102	107
Shoei Foods Corporation	1,800	35	53
Showa Denko KK	13,900	267	322
SKY Perfect JSAT Corp	745,300	3,975	3,204
Sofcreate Holdings Corp	4,100	48	52
Soken Chemical & Engineering	3,400	46	44
Sourcenext Corporation	12,700	56	72
ST Corporation	4,200	65	98
Star Flyer Inc	1,600	67	62
Studio Alice Co Ltd	8,100	164	165
Subaru Enterprise Company	10,000	47	54
Sugioto & Co Ltd	3,500	47	48
Sumitomo Mitsui Financial Group	173,000	5,423	6,742
Sumitomo Rubber Industries Ltd	361,400	5,308	6,098
Suruga Co Ltd	12,400	146	305
T. Rad Company	44,000	107	139
Tachibana Eletech Company	2,100	24	29
Taiko Bank Ltd	14,000	32	30
Takara Printing Co Ltd	1,700	21	25
Takashima & Co Ltd	13,000	29	24
Take And Give Needs Co Ltd	19,300	167	132
Takisawa Machine Tool Co Ltd	78,000	153	123
Tamura Corporation	47,000	155	219
Tatsuta Electric Wire & Cable	47,600	182	289
Tayca Corporation	86,000	357	721
Tenma Corporation	1,300	17	24
T-Gaia Corporation	48,400	616	918
The Bank of Kochi Ltd	38,000	56	43
The Nagano Bank Ltd	9,599	173	170
The Tottori Bank Ltd	2,000	33	30
Toa Road Corp	52,000	171	218
Toagosei Company Ltd	301,000	2,621	3,911
Tochigi Bank Ltd	99,900	448	423
Togami Electric Manufacturing	18,000	82	78

See accompanying notes to financial statements.

International Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares or Par Value	Cost	Fair Value
Toho Pharmaceutical Co Ltd	170,800	3,985	3,362
Tokai Rika Company Ltd	232,100	4,574	4,270
Token Corporation	19,400	1,966	2,386
Tokuyama Corporation	426,000	2,011	2,051
Tokyo Sangyo Company Ltd	8,800	32	35
Tokyo Theatres Co Inc	27,000	39	34
TOLI Corporation	52,300	165	174
Tomen Devices Corp	1,500	30	30
Tomoe Engineering Co Ltd	17,100	278	274
Tomoku Co Ltd	26,000	83	88
Tonami Transportation Company	40,000	148	150
Torii Pharmaceutical Co Ltd	9,800	223	239
Tosoh Corporation	474,000	2,511	4,856
Toukei Computer Co Ltd	7,000	113	174
Towa Bank Ltd	310,000	291	348
Towa Pharmaceutical Co Ltd	42,800	2,990	2,000
Toyo Kohan Company Ltd	74,100	281	276
Toyo Machinery & Metal Co	91,000	484	609
Toyo Securities Co Ltd	179,000	568	406
Toyo Wharf & Warehouse Co Ltd	23,000	39	37
Toyoda Gosei Company Ltd	250,200	4,903	5,966
Tsukuba Bank Ltd	98,600	331	297
TYK Corp	15,000	37	28
Ube Industries Ltd	3,893,000	6,748	10,013
Uchida Yoko Company	43,200	654	1,083
Ulvac Inc	67,200	2,062	3,230
UT Holdings Co Ltd	76,800	1,016	1,234
V Technology Co Ltd	12,500	785	2,153
Vital-KSK Holdings Inc	7,300	56	59
Wakita & Company Ltd	10,600	124	123
Yachiyo Industry Company Ltd	9,300	81	92
Ya-Man Ltd	3,300	62	270
Yamanashi Chuo Bank	10,000	41	42
Yamaya Corporation	4,300	91	61
Yamazen Corporation	16,800	147	170
Yokohama Rubber Company Ltd	252,000	2,710	5,057
Yokowo Co Ltd	1,900	22	24
Yuasa Trading Co	20,600	416	625
Zenkoku Hosho Co Ltd	31,700	912	1,296
ZIGExN Co Ltd	99,400	1,536	1,448
<i>Total Japan - 11.8%</i>		295,836	371,418
<i>Jersey</i>			
Cape PLC - 0.0%	51,604	117	126
<i>Korea</i>			
Aekyung Petrochemical Co Ltd	10,820	58	148
Anapass Inc	3,127	43	39
Asia Cement Co Ltd	1,860	131	136
Asia Paper Manufacturing Co	284	6	5
Avatec Co Ltd	5,739	41	40
BGF Retail Co Ltd	16,084	1,217	1,420
Bingrea Co Ltd	67,076	3,644	3,998
BS Financial Group Inc	342,600	-	3,279
Daeduck Electronics Company	39,933	343	386
Daeduck GDS Company Ltd	8,526	94	140
Daegu Energy Co Ltd	13,940	75	79
Daehan Steel Co Ltd	31,774	276	372
DK UIL Co Ltd	11,356	111	140
Dong Ah Tire & Rubber Company	2,620	44	62
Dong-Ah Geological Engineering	5,175	66	59
Dongbu Securities Company Ltd	9,790	37	37
Dongkuk Steel Mill Co Ltd	9,301	76	119
DY Power Corp	5,656	54	84
E-Mart Co Ltd	21,100	3,085	4,325

See accompanying notes to financial statements.

International Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares or Par Value	Cost	Fair Value
ESTec Corporation	3,181	30	35
GMB Korea Corp	4,580	39	22
Hana Financial Group	284,878	12,327	11,267
Hanshin Construction Company	2,309	37	40
Hanwha Corporation	7,095	104	125
Humax Co Ltd	4,671	58	47
Husteel Co Ltd	3,111	57	43
Hwasung Industrial Co Ltd	3,767	50	51
Hynix Semiconductor Inc	123,195	4,567	7,257
Hyundai Heavy Industries Co	23,308	3,724	3,596
Hyundai Mobis	75,590	18,472	16,517
Industrial Bank of Korea	473,400	6,897	5,896
Interpark Holdings Corp	16,230	96	86
Jahwa Elextronice Co Ltd	7,932	100	149
Kaon Media Co Ltd	8,089	83	81
Keyang Electric Machinery Co	8,020	38	38
Kia Motors Corporation	425,962	22,280	14,222
Komico Ltd	6,021	132	126
Korea Electric Power Corp	138,400	6,799	4,935
Korea Flange Co Ltd	2,494	52	30
KT&G Corporation	209,473	18,023	21,421
Kunsul Chemical Ind	3,202	95	110
Kyobo Securities Company Ltd	8,752	86	88
Kyungchang Industrial Co Ltd	7,381	81	33
LG Chemical Ltd	20,416	4,700	5,193
LG Innotek	2,677	309	386
LG Telecom Ltd	545,100	4,697	7,432
Poongsan Corporation	4,244	158	160
Posco	51,071	13,983	12,811
Posco Coated & Color Steel Co	1,171	41	41
Pyeong HWA Automotive Co Ltd	6,555	83	84
RedcapTour Co Ltd	1,861	41	28
Saeron Automotive Corp	4,160	43	28
Sam Young Electronics Co Ltd	9,566	95	116
Samchully Co Ltd	879	84	95
Samho Development Co Ltd	9,800	46	43
Samsung Card Co	2,874	90	98
Samsung Electronics Co Ltd	23,897	27,851	49,647
SeAH Special Steel Co Ltd	517	10	10
Sewon Precision Industry Co	3,159	98	52
Shinhan Financial Group	464,286	17,993	20,006
Shinsegae Engineering & Construction	682	25	20
SK Telecom Company Ltd	44,800	6,710	10,415
Visang Education Inc	10,026	119	125
<i>Total Korea - 6.6%</i>		180,804	207,873
<i>Liechtenstein</i>			
VP Bank AG - 0.0%	854	85	108
<i>Luxembourg</i>			
Adecoagro SA	238,855	1,899	2,386
B&M European Value Retail SA	644,500	2,504	2,836
Edreams Odigeo SL	7,806	24	27
IVS Group SA	1,917	28	27
Subsea 7 SA	352,899	4,420	4,731
Ternium - ADR	222,297	4,196	6,244
<i>Total Luxembourg - 0.5%</i>		13,071	16,251
<i>Malaysia</i>			
AirAsia Bhd	4,867,800	3,797	3,685
AMMB Holdings Bhd	2,283,300	3,858	2,596
Ann Joo Resources Bhd	142,500	70	105
Commerce Asset Holdings Bhd	3,728,300	4,347	5,715
Favelle Favco Bhd	55,100	39	36
Genting Malaysia Bhd	2,709,600	3,091	3,472

See accompanying notes to financial statements.

International Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares or Par Value	Cost	Fair Value
George Kent (Malaysia) Bhd	51,100	45	49
Hai-O Enterprise Bhd	121,050	90	115
HIAP Teck Venture	621,700	50	56
JCY International Bhd	1,402,300	282	189
K&N Kenanga Holding Bhd	302,500	60	39
Kimlun Corporation Bhd	149,600	55	79
KSL Holdings Bhd	93,800	64	27
Land & General Bhd	65,932	9	3
Lii Hen Industries Bhd	77,500	57	59
Malaysian Pacific Industries	54,700	89	172
MKH Bhd	90,100	60	50
Padini Holdings Bhd	298,400	124	245
Shell Refining Company	122,700	90	151
Ta Ann Holdings Bhd	16,100	15	13
Tenage Nasional Bhd	2,407,000	7,131	7,929
Vitrox Corporation Bhd	30,600	50	57
VS Industry Bhd	2,346,500	465	1,132
WTK Holdings Bhd	518,900	163	107
<i>Total Malaysia - 0.8%</i>		24,101	26,081
<i>Marshall Islands</i>			
Tanker Investments Ltd - 0.0%	3,026	15	17
<i>Mexico</i>			
Banco del Bajio SA	2,534,991	4,105	4,479
Cemex SAB de CV - ADR	2,264,019	15,067	21,327
Fibra Uno Administracion SA	4,188,335	6,163	7,965
Fomento Economico Mexicano SAB - ADR	59,400	5,351	5,841
Grupo Financiero Banorte	1,138,500	6,226	7,258
Macquarie Mexico Real Estate	10,931,207	16,147	12,967
OHL Mexico SAB de CV	1,472,800	3,357	2,132
Prologis Property Mexico SA	376,408	554	719
Rassini, SAB de CV	53,603	245	267
TF Administradora Industrial SA	6,387,240	11,401	11,790
Urbi Desarrollos Urbanos SA	17,488	7,863	6
<i>Total Mexico - 2.4%</i>		76,479	74,751
<i>Netherlands</i>			
Accell Group NV	13,197	276	432
Aegon NV	1,187,300	8,873	6,055
AMG Advanced Metallurgical	55,482	630	1,618
ASR Nederland NV	91,728	2,835	3,089
BE Semiconductor Industries	46,370	1,375	2,472
BinckBank NV	84,816	737	429
Kas Bank NV	8,376	92	94
Koninklijke Philips Electronic	79,000	2,446	2,802
Ordina NV	91,420	182	163
POSTNL NV	717,851	3,160	3,346
Trivago NV - ADR	144,300	2,842	3,414
Van Lanschot NV	5,674	144	157
Yandex NV-ADR	186,300	3,457	4,889
<i>Total Netherlands - 0.9%</i>		27,049	28,960
<i>New Zealand</i>			
Chorus Ltd	402,320	943	1,364
Fletcher Building Ltd	779,400	3,746	4,560
Kathmandu Holdings Ltd	91,372	129	136
<i>Total New Zealand - 0.2%</i>		4,818	6,060
<i>Norway</i>			
Aker ASA	14,301	432	468
Austevoll Seafood	50,762	325	430
Bonheur ASA	8,722	87	80
DNB Holding ASA	419,900	4,877	7,118
Ekornes ASA	1,914	26	26

See accompanying notes to financial statements.

International Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares or Par Value	Cost	Fair Value
Ementor ASA	24,711	268	330
Fred Olsen Energy ASA	64,666	139	101
Kitron ASA	113,041	82	107
Kvaerner ASA	374,086	519	456
Selvaag Bolig ASA	53,118	252	204
SparBanken Vest	5,144	34	32
Sparebank 1 Nord-Norge	66,551	371	451
Spectrum ASA	8,484	42	37
Stolt-Nielsen Ltd	2,136	33	30
Weifa ASA	11,602	39	39
Yara International ASA	135,300	5,919	5,065
<i>Total Norway - 0.5%</i>		13,445	14,974
<i>Pakistan</i>			
Nishat Mills Ltd - 0.1%	2,541,940	3,069	3,848
<i>Panama</i>			
Banco Latinoamericano de Exp	183,122	4,983	5,014
Copa Holdings	33,900	3,144	3,966
<i>Total Panama - 0.3%</i>		8,127	8,980
<i>Philippines</i>			
Cebu Air Inc	44,040	90	85
Metropolitan Bank & Trust Co	3,568,800	5,540	6,188
SM Investments Corporation	272,110	3,148	4,330
<i>Total Philippines - 0.3%</i>		8,778	10,603
<i>Poland</i>			
Grupa Lotos SA	45,257	381	622
Powszechna Kasa Oszczednosci	328,844	2,592	3,056
Powszechny Zaklad Ubezpieczen	561,577	4,066	6,753
Tauron Polska Energia SA	3,607,200	4,356	3,482
Zespol Elektrowni Patnow	10,316	44	44
<i>Total Poland - 0.4%</i>		11,439	13,957
<i>Portugal</i>			
Altri SGPS SA	5,649	24	26
Energias de Portugal SA	493,313	1,695	1,611
Portucel SA	20,885	88	90
Semapa-Sociedade de Inv e Ges	5,030	79	97
Sonae Capital SGPS SA	57,008	57	59
<i>Total Portugal - 0.1%</i>		1,943	1,883
<i>Qatar</i>			
United Development Company - 0.0%	21,242	140	99
<i>Russia</i>			
Gazprom - ADR	1,881,950	15,642	7,524
Gazprom PAO	1,196,359	2,727	2,392
Lukoil PJSC - ADR	691,155	35,596	33,721
MegaFon PJSC	97,441	1,021	885
MegaFon PJSC - GDR	204,984	2,358	1,861
MMC Norilsk Nickel - ADR	180,700	3,074	2,494
Mobile TeleSystems	3,087,541	10,796	12,216
Mobile TeleSystems - ADR	367,900	5,115	3,083
Rostelecom - ADR	184,400	3,775	1,341
Sberbank of Russia	1,701,300	2,920	4,179
Sberbank of Russia - ADR	1,448,899	12,722	14,529
Sberbank of Russia - GDR	175,000	2,131	1,631
Sistema JSFC - GDR	166,200	4,541	695
<i>Total Russia - 2.7%</i>		102,418	86,551
<i>Singapore</i>			
Asian Pay Television Trust	216,800	85	90
Best World International Ltd	699,300	372	721

See accompanying notes to financial statements.

International Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares or Par Value	Cost	Fair Value
China Sunshin Chemical Holdings	44,400	15	25
Cogent Holdings Ltd	111,600	50	60
CSE Global Ltd	54,000	30	17
DBS Group Holdings Ltd	461,900	4,897	6,958
Fu Yu Corp	1,574,400	230	226
Hock Lian Seng Holdings	114,700	35	42
Hong Leong Asia Ltd	1,095,700	1,910	871
Hong Leong Finance Ltd	31,400	61	60
PEC Ltd	134,800	60	60
Sunningdale Tech Ltd	367,360	407	464
UMS Holdings Ltd	647,650	335	473
United Engineers Ltd	44,100	71	88
Vallianz Holdings Ltd	1,748,800	58	19
Venture Corp Ltd	165,800	1,008	1,451
Wheelock Properties Ltd	67,900	90	92
Yangzijiang Shipbuilding	6,339,900	4,586	5,480
Yanlord Land Group Ltd	1,041,700	1,006	1,328
<i>Total Singapore - 0.6%</i>		15,306	18,525
<i>South Africa</i>			
AECI Ltd	38,720	298	314
ArcelorMittal South Africa Ltd	39,348	33	16
Astral Foods Ltd	161,900	2,256	1,829
Aveng Ltd	48,553	25	22
Barclays Africa Group Ltd	1,377,573	16,175	15,114
Bidvest Group Ltd	265,670	3,450	3,195
Blue Label Telecoms Ltd	155,987	175	179
DataTec Ltd	1,316,712	4,406	6,055
Delta Property Fund Ltd	118,095	75	66
Exxaro Resources Ltd	5,834	38	41
FirstRand Ltd	2,226,057	8,452	8,011
Hosken Cons Investments Ltd	6,872	62	70
Imperial Holdings Ltd	315,300	2,432	3,874
Investec Property Fund Ltd	26,727	33	31
JSE Ltd	20,462	233	191
Liberty Holdings Ltd	29,092	402	250
MTN Group Ltd	197,486	1,893	1,720
Naspers Ltd	68,263	6,933	13,259
Octodec Investments Ltd	24,570	45	43
Omnia Holdings Ltd	9,360	113	94
Peregrine Holdings Ltd	336,794	773	743
Reunert Ltd	18,160	87	102
Sappi Ltd	28,328	138	188
Telkom South Africa Ltd	70,121	325	329
Texton Property Fund Ltd	44,331	29	27
Wilson Bayly Holmes-OVCON	93,652	838	1,001
<i>Total South Africa - 1.8%</i>		49,719	56,764
<i>Spain</i>			
Banco Santander Ctrl Hisp SA	965,900	7,552	6,381
Corporacion Financiera Alba SA	2,652	144	160
Distribuidora Internacional de	1,547,357	8,671	9,620
Ence Energia Y Celulosa SA	17,092	66	70
Ercros SA	19,296	44	72
Faes Farma SA	85,732	274	285
Gas Natural SDG SA	249,900	5,223	5,840
Grupo Catalana Occidente SA	1,942	67	82
Grupo Empresarial San Jose	24,010	68	97
Hispania Activos Inmobiliarios	11,436	189	189
Iberdrola SA	846,000	4,563	6,690
Inmobiliaria Colonial SA	197,184	1,599	1,716
International Consolidated Airlines	542,800	4,251	4,301
Lar Espana Real Estate SOCIMI	25,149	226	231
Liberbank	47,442	63	49

See accompanying notes to financial statements.

International Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares or Par Value	Cost	Fair Value
Mapfire SA	3,230,700	11,345	11,268
Melia International SA	71,181	936	1,063
Papeles y Cartones de Europa	7,860	53	67
Realia Business SA	38,358	45	47
Repsol SA	282,500	7,856	4,318
Saeta Yield SA	27,504	313	311
<i>Total Spain - 1.7%</i>		53,548	52,857
<i>Sweden</i>			
Acando AB	8,597	20	27
B&B Tools AB	15,860	197	234
BioGaia AB	5,255	143	213
Boliden AB	169,100	2,379	4,609
Bonava AB	6,428	82	110
Boule Diagnostice AB	863	29	33
Bure Equity AB	25,646	234	298
CellaVision AB	28,043	183	505
Cinnober Financial Technology	2,349	26	24
Clas Ohlson AB	3,706	70	71
Concentric AB	2,006	26	33
Creades	1,501	36	47
Getinge AB	2,700	54	53
GS Entertainment AB	2,926	59	89
Holmen AB	6,447	285	280
Husqvarna AB-B Shares	207,300	1,896	2,057
Indutrade AB	62,000	1,458	1,419
KappAhl Holding AB	46,587	239	252
Know IT AB	6,112	54	94
Lindab International AB	32,854	297	358
Loomis AB	16,156	582	578
Medivir AB-B SHS	32,867	452	285
Momentum Group AB	8,769	69	85
Mycronic AB	157,372	1,114	1,432
New Wave Group AB	18,440	102	124
Nilorngruppen AB	8,039	82	103
Nordea AB	673,100	8,003	8,555
Paradox Interactive AB	4,083	29	33
Peab AB	8,100	81	98
Probi AB	1,386	21	34
Rottneros AB	36,916	29	35
Saab AB	50,113	1,928	2,472
Semcon AB	3,448	25	26
Skandinaviska Enskilda Banken	426,100	3,475	5,148
Sportamore AB	4,185	52	76
Swedish Orphan Biovitrum AB	338,900	4,802	5,223
Tethys Oil AB	33,861	276	235
Vitrolife AB	4,722	116	296
<i>Total Sweden - 1.1%</i>		29,005	35,644
<i>Switzerland</i>			
Allreal Holding AG	1,816	313	329
Also Holding	2,223	166	286
Aryzta AG	97,400	4,522	3,207
Austriamicrosystems AG	45,200	2,136	2,938
Bachem Holding AG	4,068	314	465
Baloise Holding Ltd	70,400	5,751	10,895
Bobst Group AG	10,297	560	992
Bucher Industries AG	567	183	179
Coltene Holding AG	3,181	212	328
Compagnie Financiere Tradition	618	53	60
Credit Suisse Group	429,000	11,405	6,209
Emmi AG	32	12	24
Feintool International Holding	1,110	121	138
Forbo Holding AG	454	405	745

See accompanying notes to financial statements.

International Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares or Par Value	Cost	Fair Value
Georg Fischer AG	5,200	2,792	5,042
Goldbach Group AG	687	24	22
Gurit Holding AG	229	133	275
Hiag Immobilien AG	464	54	60
Implenia AG	1,960	132	147
Kardex AG	3,486	210	401
Kudelski SA - BR	19,658	330	336
Liechtenstein Landesbank-BR	1,447	57	74
Logitech International SA	224,958	4,992	8,280
Lonza Group AG	5,990	543	1,297
Metall Zug AG	57	151	248
Mobilezone Holding AG	22,891	316	337
Mobimo Holding AG	1,977	441	555
Oriflame Holdings AG	47,504	1,402	1,783
Plazza AG	73	16	18
Rieter Holding AG	786	158	180
Roche Holding AG	68,487	17,209	17,464
Siegfried Holding AG	297	75	84
Swiss Life Holdings	58,230	9,080	19,677
Swiss Re Ltd	163,500	12,161	14,965
Swissquote Group Holdings SA	1,339	37	37
Tecan Group AG	5,011	612	943
Temenos Group AG	27,300	1,424	2,440
UBS Group AG	442,200	7,739	7,499
Valora Holding AG	278	89	89
VAT Group AG	15,720	1,432	1,957
Vontobel Holding AG	9,842	481	640
Zehnder Group AG	3,536	150	129
<i>Total Switzerland - 3.5%</i>		<u>88,393</u>	<u>111,774</u>
<i>Taiwan</i>			
AU Optronics Corp - ADR	383,104	1,440	1,747
Cathay Financial Holdings Co Ltd	2,089,000	2,970	3,440
Compal Electronics Inc	7,983,938	6,227	5,380
Compeq Manufacturing Co	5,706,000	3,308	4,652
CTBC Financial Holding Co Ltd	5,639,000	2,891	3,698
Gigabyte Technology Company	2,968,000	2,206	4,000
Hon Hai Precision Industry Co	4,782,000	12,709	18,392
King Yuan Electronics Co Ltd	4,182,000	2,966	4,282
Largan Precision Co Ltd	43,500	3,929	6,935
Micro-Star International Co	1,379,000	1,822	3,205
Pegatron Corp	3,269,000	6,399	10,241
President Chain Store Corp	600,000	4,382	5,394
Primax Electronics Ltd	2,944,000	3,569	6,039
Taiwan Semiconductor - ADR	735,100	14,782	25,699
<i>Total Taiwan - 3.3%</i>		<u>69,600</u>	<u>103,104</u>
<i>Thailand</i>			
Bangchak Corp PCL	4,887,800	3,436	4,820
Bangkok Bank Public Company	1,828,200	8,660	9,956
Cal-Comp Electronics PCL	716,900	72	63
Hana Microelectronics PCL	90,000	90	133
Hwafong Rubber Thailand Public	729,400	119	115
Jasmine Broadband Internet	12,868,700	3,419	4,243
Kasikornbank PCL	2,153,100	10,515	12,581
Krung Thai Bank PCL	8,788,600	2,776	4,864
Lalin Property Public Company	867,930	109	107
Mermaid Maritime PCL	308,400	26	37
MFEC PCL	176,400	42	27
Padaeng Industry Public Co Ltd	116,300	59	69
PTT PLC	501,400	5,014	5,461
SNC Former Public Company Ltd	251,000	119	107
Star Petroleum Refining PCL	2,188,200	697	940
Supalai Public Company Ltd	6,574,300	3,430	5,032
Syntech Construction PCL	646,800	59	95

See accompanying notes to financial statements.

International Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares or Par Value	Cost	Fair Value
Thai Oil Public Company Ltd	37,300	81	87
Thanachart Capital	3,963,600	4,271	5,367
<i>Total Thailand - 1.7%</i>		42,994	54,104
<i>Turkey</i>			
AkBank TAS	2,329,304	6,124	6,480
Alarko Gayrimenkul Yatirim	16,408	203	192
Albaraka Turk Katilim Bankasi	267,916	128	97
Anadolu Cam Sanayii AS	288,920	195	294
Emlak Konut Gayrimenkul Yatiri	14,074,660	13,320	11,747
Koc Holding AS	917,760	3,973	4,216
Selcuk Exza Deposu Ticaret AS	2,124,209	3,513	2,472
Tav Havalimanlari Holding AS	768,100	4,993	4,115
Torunlar Gayrimenkul Yatirim	54,387	99	76
Turkiye Garanti Bankasi AS	3,685,327	11,058	10,242
Turkiye Halk Bankasi	845,391	4,585	3,156
Turkiye Vakiflar Bankasi T-D	4,975,207	8,267	9,138
Ulker Biskuvi Sanayi AS	470,390	2,949	2,965
<i>Total Turkey - 1.8%</i>		59,407	55,190
<i>United Arab Emirates</i>			
Emaar Properties PJSC	2,781,877	4,716	5,893
NCC (TABREED)	291,611	116	167
<i>Total United Arab Emirates - 0.2%</i>		4,832	6,060
<i>United Kingdom</i>			
3I Group PLC	673,700	4,662	7,898
888 Holdings PLC	584,055	1,806	1,936
Abcam PLC	96,309	768	1,218
Arcos Dorados Holdings Inc	122,560	576	913
Ashtead Group PLC	145,400	2,350	3,001
Aviva PLC	997,700	7,008	6,817
Avon Rubber PLC	12,454	154	165
Barclays PLC	1,730,100	9,061	4,556
Barratt Developments PLC	596,700	3,972	4,368
Bellway PLC	290,500	10,351	11,226
Berkeley Group Holdings PLC	228,700	8,468	9,586
Blue Prism Group PLC	2,000	21	20
Boohoo.com PLC	605,100	1,974	1,824
BP Amoco PLC	1,805,100	15,136	10,382
British Aerospace PLC	1,749,200	10,183	14,394
BT Group PLC	1,435,800	5,552	5,497
Burford Capital Ltd	198,500	1,801	2,323
Capital & Regional PLC	26,168	29	19
Centrica PLC	1,491,900	7,080	3,880
Chesnara PLC	6,668	34	34
Clinigen Group PLC	124,000	1,125	1,387
Coats Group PLC	2,990,100	2,763	3,030
Computacenter PLC	482,984	1,733	5,088
Convatec Group PLC	926,900	3,213	3,843
Costain Group PLC	28,026	170	168
Crest Nicholson Holdings	560,231	4,901	3,810
Dart Group PLC	128,021	802	1,024
Debenhams PLC	2,434,400	2,503	1,368
Dechra Pharmaceuticals PLC	75,628	1,025	1,670
Development Securities PLC	10,175	20	25
EasyJet PLC	194,900	4,211	3,441
Enterprise Inns PLC	104,668	158	175
Evrax PLC	170,692	450	459
Faroe Petroleum PLC	58,376	124	63
FDM Guoup Holdings PLC	14,232	120	140
Fenner PLC	319,155	1,143	1,187
Ferrexpo PLC	403,412	665	1,087
Fevertree Drinks PLC	104,500	1,612	2,314

See accompanying notes to financial statements.

International Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares or Par Value	Cost	Fair Value
Fidessa Group PLC	19,941	641	600
FirstGroup PLC	287,668	381	470
Games Workshop Group PLC	2,603	38	41
Genus PLC	8,345	188	193
GlaxoSmithKline PLC	880,300	19,492	18,701
GVC Holdings PLC	306,700	2,651	3,014
Hargreaves Services PLC	7,044	53	31
Hays PLC	1,202,600	2,163	2,593
Headlam Group PLC	6,306	39	44
Hilton Food Group PLC	853	7	8
IMImobile PLC	10,485	26	29
Inchcape PLC	151,731	1,778	1,487
Indivior PLC	876,397	2,990	3,560
Intermediate Capital Goup PLC	297,421	3,120	3,216
ITE Group PLC	3,014,157	8,011	6,029
J D Weatherspoon PLC	2,093	24	27
J Sainsbury PLC	2,983,600	12,762	9,755
JD Sports Fashion PLC	1,170,065	3,754	5,319
Johnson Service Group PLC	79,311	87	133
Just Eat PLC	486,600	3,458	4,140
Just Retirement Group PLC	28,654	55	47
Kainos Group PLC	14,313	53	50
Kingfisher PLC	1,378,100	6,180	5,383
Lamprell PLC	167,179	386	222
Legal & General Group PLC	1,955,300	5,558	6,560
Lloyds TSB Group PLC	5,570,000	6,794	4,786
Lookers PLC	52,069	113	78
LSL Property Servies PLC	10,919	29	31
Luxfer Holdings PLC - ADR	10,652	135	136
LXB Retail Properties PLC	98,998	59	41
Marshalls PLC	6,852	29	33
Marston's PLC	1,286,900	3,285	2,039
McBride PLC	150,306	298	366
Melrose Industries PLC	645,000	1,964	2,032
Michael Page International	494,812	2,937	3,058
Mitie Group PLC	579,200	2,186	2,081
Mondi PLC	111,800	1,573	2,925
Moneysupermarket.com Group PLC	806,647	3,198	3,706
Morgan Sindall PLC	33,485	469	539
NETeller PLC	452,900	2,474	3,006
Northgate PLC	62,914	339	362
Old Mutual PLC	2,073,600	5,656	5,209
Pedragon PLC	604,269	351	243
Persimmon PLC	114,000	2,829	3,320
Qinetiq PLC	1,665,387	6,137	5,845
Rathbone Brothers PLC	474	11	16
Redcentric PLC	225,696	256	240
Redrow PLC	648,618	4,302	4,609
RPS Group PLC	16,997	52	58
Savills PLC	139,174	1,716	1,588
Scapa Group	204,500	1,122	1,258
Softcat PLC	127,129	581	651
SSE PLC	397,200	7,466	7,497
SSP Group PLC	32,022	154	198
Staffline Group PLC	13,046	182	224
Sthree PLC	25,845	90	103
Stock Spirits Group PLC	144,290	302	319
Summit Therapeutics PLC - ADR	900	11	10
SVG Capital PLC	74,132	617	708
Taptica International Ltd	22,312	84	104
TBC Bank Group PLC	266,618	5,518	5,486
Treatt PLC	18,017	85	110
Trinity Mirror PLC	110,111	180	141
TT Electronics PLC	10,291	25	26
Vertu Motors PLC	946,896	764	597

See accompanying notes to financial statements.

International Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares or Par Value	Cost	Fair Value
Vesuvius PLC	618,600	3,437	4,263
Watkin Jones PLC	31,643	47	81
<i>Total United Kingdom - 8.3%</i>		259,476	260,111
<i>United States</i>			
MercadoLibre Inc	16,850	3,811	4,227
Southern Copper Corporation	144,200	4,634	4,994
<i>Total United States - 0.3%</i>		8,445	9,221
Total Common Stock - 94.0%		2,593,520	2,958,970
<u>Preferred Stock</u>			
<i>Brazil</i>			
Banco Bradesco SA	646,650	4,506	5,494
Banco do Estado do Rio Grande	825,000	5,076	3,272
Centrais Elect de Sata Catarin	155,600	4,108	845
CIA Paranaense De Energia	1,015,253	12,530	7,517
Companhia Brasileira de Distri	934,660	14,877	18,379
Companhia Energetica de Minas	1,091,000	5,302	2,661
Petroleo Brasileiro SA	2,353,700	7,153	8,788
<i>Total Brazil - 1.5%</i>		53,552	46,956
<i>Germany</i>			
Biotest AG	40,497	721	1,018
Draegerwerk AG	3,176	257	334
Hornbach Holding AG & Co KGaA	1,112	87	95
KSB AG	102	63	51
Villeroy & Boch AG	15,888	265	351
<i>Total Germany - 0.1%</i>		1,393	1,849
<i>Korea</i>			
Hyundai Motor Company - 0.3%	108,921	8,188	10,757
<i>Russia</i>			
Surgutneftegas - 0.2%	15,563,467	10,196	7,481
<i>South Africa</i>			
Absa Bank Ltd - 0.0%	766	55	43
Total Preferred Stock - 2.1%		73,384	67,086
<u>Rights</u>			
<i>Russia</i>			
Sistema PJSC FC - 0.1%	11,889	2,955	2,433
<i>Spain</i>			
Repsol SA - 0.0%	282	-	129
Total Rights - 0.1%		2,955	2,562
<u>Money Market Mutual Fund</u>			
Dreyfus Treasury Prime Cash Management Institutional Fund - 1.2%	38,306,102	38,306	38,306
<u>Investments made with Cash Collateral for Securities Loaned</u>			
<i>Repurchase Agreements</i>			
BNP Paribas, 1.11% Due 7/3/2017	1,226	1,226	1,226
BNP Paribas, 1.4% Due 7/3/2017	3,409	3,409	3,409
Citibank NA, 1.08% Due 7/3/2017	240	240	240
Citigroup Global Markets Inc, 1.1% Due 7/3/2017	13,221	13,221	13,221
Citigroup Global Markets Inc, 1.06% Due 7/5/2017	4,868	4,868	4,868
HSBC Securities USA Inc, 1.06% Due 7/3/2017	1,492	1,492	1,492
ING Bank NV, 1.38% Due 7/3/2017	2,699	2,699	2,699
Jefferies LLC, 1.25% Due 7/3/2017	733	733	733
Merrill Lynch Pierce Fenner & Smith Inc, 1.35% Due 7/5/2017	1,049	1,049	1,049
Merrill Lynch Pierce Fenner & Smith Inc, 1.66% Due 10/3/2017	4,145	4,145	4,145

See accompanying notes to financial statements.

International Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

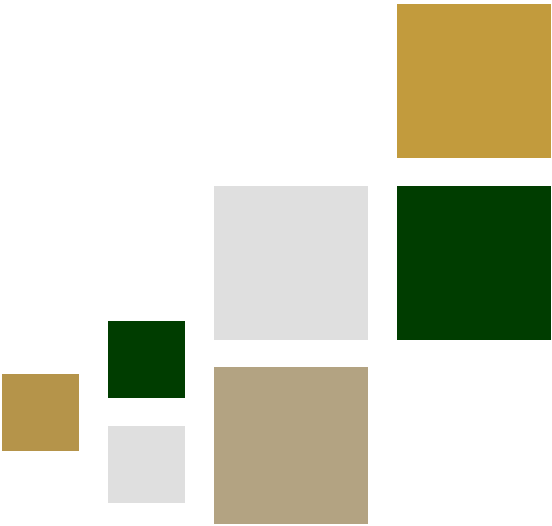
Description	Shares or Par Value	Cost	Fair Value
Mizuho Securities USA LLC, 1.31% Due 7/3/2017	502	502	502
Nomura Securities International Inc, 1.13% Due 7/3/2017	202	202	202
RBC Dominion Securities Inc, 1.08% Due 7/3/2017	12,014	12,014	12,014
Societe Generale, 1.31% Due 7/3/2017	11,509	11,509	11,509
Societe Generale, 1.56% Due 8/4/2017	2,712	2,712	2,712
Societe Generale, 1.71% Due 9/29/2017	3,951	3,951	3,951
<i>Total Repurchase Agreements - 2.0%</i>		63,972	63,972
<i>Time Deposits</i>			
Australia & New Zealand Banking Group Ltd, 1.15% Due 7/3/2017	3,909	3,909	3,909
BNP Paribas, 1.06% Due 7/3/2017	4,835	4,835	4,835
Credit Agricole CIB, 1.06% Due 7/3/2017	3,322	3,322	3,322
DNB Bank ASA, 1.05% Due 7/3/2017	4,627	4,627	4,627
Landesbank Baden-Wurttemberg, 1.05% Due 7/3/2017	4,829	4,829	4,829
National Australia Bank Ltd, 1.05% Due 7/3/2017	4,898	4,898	4,898
National Bank of Canada, 1.05% Due 7/3/2017	3,798	3,798	3,798
Nordea Bank AB, 1.06% Due 7/3/2017	4,390	4,390	4,390
Royal Bank of Canada, 1.05% Due 7/3/2017	4,860	4,860	4,860
Svenska Handelsbanken AB, 1.05% Due 7/3/2017	4,733	4,733	4,733
<i>Total Time Deposits - 1.4%</i>		44,201	44,201
Total Investments made with Cash collateral for Securities Loaned - 3.4%		108,173	108,173
Total Investments - 100.8%		\$ 2,816,338	\$ 3,175,097

See accompanying notes to financial statements.

AUDITED FINANCIAL STATEMENTS
June 30, 2017

F

SHORT-TERM FIXED INCOME POOL



Short-Term Fixed Income Pool

Audited Financial Statements June 30, 2017

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Report of Independent Auditors

To the Board of Trustees
West Virginia Investment Management Board

We have audited the accompanying financial statements of the West Virginia Investment Management Board Short-Term Fixed Income Pool, which comprise the statement of net position as of June 30, 2017, and the related statement of changes in net position for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the West Virginia Investment Management Board Short-Term Fixed Income Pool at June 30, 2017, and the changes in its net position for the year then ended, in conformity with U.S. generally accepted accounting principles.

Required Supplementary Information

U.S. generally accepted accounting principles require that the management's discussion and analysis on pages F-1 through F-2 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, which considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.



Supplementary Information

Our audit was conducted for purposes of forming an opinion on the basic financial statements. The accompanying schedule of investments is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with the auditing standards generally accepted in the United States. In our opinion, the accompanying schedule of investments is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

Ernst + Young LLP

September 8, 2017

Short-Term Fixed Income Pool

Management Discussion and Analysis (Unaudited)

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. The IMB operates on a fiscal year beginning July 1 and ending June 30. To effectuate its purpose the IMB has constructed a series of investment pools in which to invest participating entities monies.

The following information and 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, the information contained in the Management Discussion and Analysis and the following 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. The Management Discussion and Analysis information should be considered in conjunction with the information contained in the financial statements which follow this section.

Effective July 1, 2016, the Pool adopted U.S. Generally Accepted Accounting Principles (GAAP) for governments as prescribed by the Governmental Accounting Standards Board (GASB). Prior to July 1, 2016, the Pool followed the accounting and reporting guidance applicable to investment companies as defined by the Financial Accounting Standards Board Accounting Standards Codification (ASC) 946 – Financial Services – Investment Companies. Accordingly, the financial statements presented have been prepared in conformity with the reporting framework prescribed by GASB for external investment pools. There was no impact on the net position of the Pool as a result of adopting the GASB reporting framework.

Financial Statement Overview

Management's Discussion and Analysis is an introduction to the Pool's basic financial statements. The IMB accounts for the Pool under GAAP for governments as prescribed by the GASB, using the accrual basis of accounting. The financial statements for the Pool include a Statement of Net Position and a Statement of Changes in Net Position. These financial statements are supported by the Notes to Financial Statements. In addition, a Schedule of Investments for the Pool is included as Supplementary Information following the Notes to Financial Statements.

Pool Strategy

The main objective of the Pool is to maintain sufficient liquidity to meet the daily disbursements requested by participants and to invest any contributions until the time the money is transferred to other IMB operated investment pools without sustaining capital losses.

Condensed Financial Information and Analysis (in \$000s)

The Statement of Net Position presents the financial position of the Pool as of June 30, 2017, and includes all assets and liabilities of the Pool. The difference between total assets and total liabilities, which is equal to the participants' interest in the Pool's Net Position, is shown below for the current and prior fiscal year-end dates:

Condensed Net Position	June 30, 2017	June 30, 2016
Investments	\$ 218,063	\$ 353,163
Other Assets	3	1
Total Assets	218,066	353,164
Total Liabilities	(31)	(82,199)
Net Position	\$ 218,035	\$ 270,965

Yearly variances in the net position of the Pool are impacted by the interest rates on short-term fixed income securities. Net position is also impacted by expenses charged to the Pool and the issuance and redemption of Pool units. The decrease in the Pool's Net Position of \$52,930 results from a \$772 net increase from operations, a \$855 decrease from distributions to unitholders, and a \$52,847 net decrease from unit transactions.

Short-Term Fixed Income Pool

Management Discussion and Analysis (Unaudited)

The Statement of Changes in Net Position presents the Pool's activity for the years ended:

	<u>June 30, 2017</u>	<u>June 30, 2016</u>
Investment Income	\$ 926	\$ 458
Expenses	(154)	(164)
Net Increase in Net Position from Operations	772	294
Distributions to Unitholders	(855)	(279)
Net Units Issued (Redeemed)	(52,847)	1,234
Increase (Decrease) in Net Position	(52,930)	1,249
Net Position, Beginning of Year	270,965	269,716
Net Position, End of Year	<u>\$ 218,035</u>	<u>\$ 270,965</u>

The Investment Income (Loss) of the Pool consists primarily of interest received on securities and realized gain (loss) on the sale of investments which occur whenever investments are sold for more (less) than their cost.

The IMB calculates total rates of return using the time-weighted rate of return methodology. The time-weighted method determines the rate of return exclusive of the effects of participant contributions or withdrawals. The return of the Pool (net of fees) for the year ended June 30, 2017 was 0.5 percent, up from 0.2 percent for the year ended June 30, 2016.

Select financial highlights for the Pool are as follows:

Per Unit Operating Performance:

	<u>June 30, 2017</u>	<u>June 30, 2016</u>
Net position, beginning of year	\$ 1.00	\$ 1.00
Net increase in net position from operations (a)	-	-
Net position, end of year	<u>\$ 1.00</u>	<u>\$ 1.00</u>

Supplemental Data:

Ratio of expenses to average net position (b)	0.09%	0.09%
Weighted average maturity	20 days	39 days
Maximum weighted average maturity per IMB Board guidelines	60 days	60 days
Money market yield (c)	0.82%	0.30%

- (a) Per share amount is less than \$0.01, amount is rounded for reporting purposes
- (b) Ratio is for the fiscal year
- (c) 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

Statement of Net Position

June 30, 2017

(Amounts in thousands, except unit data)

Assets

Investments at fair value (cost \$218,063)	\$	218,063
Cash		1
Accrued interest receivable		2
		<hr/>

Total assets 218,066

Liabilities

Accrued expenses		31
		<hr/>

Net position \$ 218,035

Unit data

Units outstanding		218,031,321
Net position, unit price	\$	<u><u>1.00</u></u>

See accompanying notes to financial statements.

Short-Term Fixed Income Pool

Statement of Changes in Net Position
Year Ended June 30, 2017
(Amounts in thousands)

Investment income

Interest	\$ 923
Net realized gain from investments	<u>3</u>
Total investment income	926

Expenses

Investment advisor fees	(85)
Custodian bank fees	(11)
Management fees	(48)
Professional service fees	<u>(10)</u>
Total expenses	<u>(154)</u>

Net increase in net position from operations before distributions and unit transactions 772

Distributions to unitholders (855)

Unit transactions

Proceeds from sale of units	1,632,491
Reinvestment of distributions	855
Amount paid for repurchase of units	<u>(1,686,193)</u>

Net decrease in net position from unit transactions (52,847)

Decrease in net position (52,930)

Net position, beginning of year 270,965

Net position, end of year \$ 218,035

See accompanying notes to financial statements.

Short-Term 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 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.

The IMB accounts for the Pool under U.S. Generally Accepted Accounting Principles (GAAP) for governments as prescribed by the Governmental Accounting Standards Board (GASB), using the accrual basis of accounting.

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 amortized cost provided such amounts approximate fair value in accordance with GASB Statements No. 72 and No. 79. 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 stable net position value per share of \$1. Refer to Note 4 for further discussion and presentation of the reporting requirements under GASB Statement No. 72.

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.

Short-Term Fixed Income 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. 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.

Unit valuation and participant transactions – The unit price of the Pool is calculated daily by dividing the net position of the Pool by the number of outstanding units. Managements' policy is for the Pool to maintain a stable unit price of \$1 per unit. If the calculated unit price rounds to \$1, then Participant transactions are executed at this price.

Distributions to Participants – Daily net investment income (excluding net realized gain (loss) from investments) is declared as a dividend and distributed to the participants of the Pool on the last day of the month. Distributions are paid in the form of reinvestments in the Pool and have been included in distributions to unitholders and reinvestment of distributions as presented on the Statement of Changes in Net Position. 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. Accordingly, no provision for income taxes is required as of June 30, 2017.

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. INVESTMENT RISK DISCLOSURES

Credit Risk and Interest Rate Risk

The IMB limits the exposure to credit risk in the Pool by requiring all corporate bonds to be rated AA or higher. Commercial paper must be rated A-1 by Standard & Poor's and P-1 by Moody's. Additionally, the Pool must have at least 15 percent of its assets in United States Treasury issues. The weighted average maturity of the investments of the Pool is not to exceed 60 days. The maturity of floating rate notes is assumed to be the next interest rate reset date. The following table provides information on the weighted average credit ratings and the weighted average maturities (WAM) of the Pool's investments as of June 30, 2017.

Investment Type	Moody's	S&P	WAM (days)	Carrying Value	Percent of Total Investments
Commercial paper	P-1	A-1	23	\$ 36,775	16.8%
Repurchase agreements	Aaa	A	3	50,000	22.9
U.S. Government agency bonds	P-1	A-1	9	88,415	40.5
U.S. Treasury bonds	P-1	A-1	60	42,873	19.7
Total investments			20	\$ 218,063	100.0%

Concentration of Credit Risk

The Pool is restricted from investing more than 5 percent of the value of the Pool in any one corporate name. At June 30, 2017, the Pool was in compliance with this restriction and is not exposed to concentration of credit risk.

Short-Term Fixed Income Pool

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

NOTE 3. INVESTMENT RISK DISCLOSURES (continued)

Custodial Credit Risk

At June 30, 2017, the Pool held no investments that were subject to custodial credit risk. Repurchase agreements are collateralized at 102 percent and the collateral is held in the name of the IMB. All remaining investments are held by the IMB's custodian in the name of the IMB.

Foreign Currency Risk

The Pool has no investments that are subject to foreign currency risk.

NOTE 4. FAIR VALUE MEASUREMENTS

GASB Statement No. 72 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).

GASB Statement No. 72 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 GASB Statement No. 72 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 GASB Statement No. 72 fair value hierarchy levels as of June 30, 2017:

Assets	Level 1	Level 2	Level 3	Total
Commercial paper	\$ -	\$ 36,775	\$ -	\$ 36,775
Repurchase agreement	-	50,000	-	50,000
U.S. Government agency bonds	-	88,415	-	88,415
U.S. Treasury bonds	-	42,873	-	42,873
Total	\$ -	\$ 218,063	\$ -	\$ 218,063

Short-Term Fixed Income Pool

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 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 year ended June 30, 2017, was 0.05 percent.

NOTE 6. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at June 30, 2017. The balances do not include undistributed gains. To the extent the Pool has undistributed realized gains or accumulated realized losses, the net position value of the Pool may be higher or lower than the total below.

<u>Participant</u>	<u>Account Value</u>
Teachers' Retirement System	\$ 114,834
Workers' Compensation Old Fund	46,300
State Police Death, Disability and Retirement Fund	17,560
Public Employees' Retirement System	12,781
Coal Workers' Pneumoconiosis Fund	9,532
Board of Risk and Insurance Management	7,160
West Virginia Department of Environmental Protection Agency	2,443
Workers' Compensation Self-Insured Employer Security Risk Pool	1,771
Workers' Compensation Uninsured Employers' Fund	1,172
West Virginia Prepaid Tuition Trust Fund	1,002
State Police Retirement System	891
Workers' Compensation Self-Insured Employer Guaranty Risk Pool	822
Deputy Sheriff's Retirement System	661
Judges' Retirement System	439
Municipal Police Officers' and Firefighters' Retirement System	306
Emergency Medical Services Retirement System	297
Wildlife Endowment Fund	57
Municipal Policemen's or Firemen's Pension and Relief Funds	3
Total	<u>\$ 218,031</u>

NOTE 7. SUBSEQUENT EVENTS

The IMB has performed an evaluation of events subsequent to June 30, 2017, through September 8, 2017, the date the Pool's financial statements were available for issuance. The IMB has determined that there were no significant subsequent events which have not been recognized in the Pool's financial statements that require disclosure.

Supplementary Information

Short-Term Fixed Income Pool

Schedule of Investments

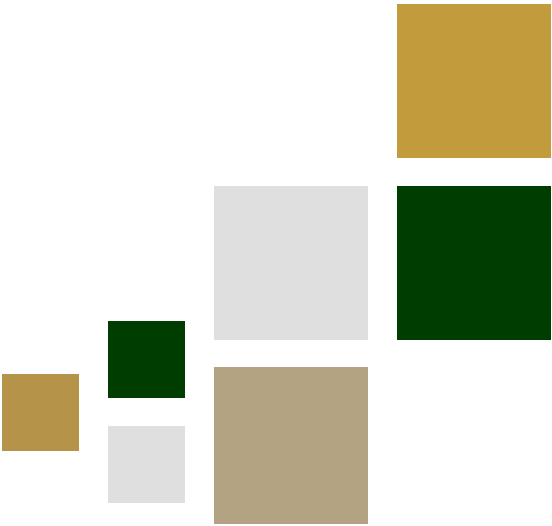
June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
<u>U. S. Treasury Bonds</u>			
United States Treasury, Zero Coupon, Due 7/6/2017	7,400	\$ 7,399	\$ 7,399
United States Treasury, Zero Coupon, Due 7/27/2017	5,000	4,997	4,997
United States Treasury, Zero Coupon, Due 9/7/2017	6,378	6,366	6,366
United States Treasury, Zero Coupon, Due 9/14/2017	14,165	14,136	14,136
United States Treasury, Zero Coupon, Due 9/28/2017	10,000	9,975	9,975
Total U. S. Treasury Bonds - 19.7%		42,873	42,873
<u>U. S. Government Agency Bonds</u>			
Federal Home Loan Bank, Zero Coupon, Due 7/3/2017	48,997	48,995	48,995
Federal Home Loan Bank, Zero Coupon, Due 7/6/2017	2,871	2,871	2,871
Federal Home Loan Bank, Zero Coupon, Due 7/7/2017	18,625	18,622	18,622
Federal Home Loan Bank, Zero Coupon, Due 7/13/2017	5,690	5,688	5,688
Federal Home Loan Bank, Zero Coupon, Due 8/2/2017	12,250	12,239	12,239
Total U. S. Government Agency Bonds - 40.6%		88,415	88,415
<u>Commercial Paper</u>			
American Honda Finance, Due 7/10/2017	3,000	2,999	2,999
Atlantic Asset Securitization, Due 7/6/2017	3,000	3,000	3,000
Fairway Finance Corp, Due 9/11/2017	3,000	2,993	2,993
Gotham Funding Corporation, Due 7/14/2017	3,000	2,999	2,999
Liberty Street Funding LLC, Due 7/5/2017	3,800	3,800	3,800
Manhattan Asset Funding Co LLC, Due 7/28/2017	3,000	2,997	2,997
Metlife Short Term Funding LLC, Due 7/24/2017	3,000	2,998	2,998
Natixis, Due 7/31/2017	3,000	2,997	2,997
PACCAR Financial Corp, Due 7/17/2017	3,000	2,999	2,999
Starbird Funding Corporation, Due 7/6/2017	3,000	3,000	3,000
Thunder Bay Funding Inc, Due 8/22/2017	3,000	2,995	2,995
Wal-Mart Stores Inc, Due 7/10/2017	3,000	2,998	2,998
Total Commercial Paper - 16.8%		36,775	36,775
<u>Repurchase Agreement</u>			
Repurchase Agreement, 1.08% Due 7/3/2017 - 22.9%	50,000	50,000	50,000
<u>Liquidating Trust</u>			
Residential Capital LLC - 0.0%	54	-	-
Total Investments - 100.0%		<u>\$ 218,063</u>	<u>\$ 218,063</u>

See accompanying notes to financial statements.

AUDITED FINANCIAL STATEMENTS
June 30, 2017



TOTAL RETURN FIXED INCOME POOL

Total Return Fixed Income Pool

Audited Financial Statements June 30, 2017

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Report of Independent Auditors

To the Board of Trustees
West Virginia Investment Management Board

We have audited the accompanying financial statements of the West Virginia Investment Management Board Total Return Fixed Income Pool, which comprise the statement of net position as of June 30, 2017, and the related statement of changes in net position for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the West Virginia Investment Management Board Total Return Fixed Income Pool at June 30, 2017, and the changes in its net position for the year then ended, in conformity with U.S. generally accepted accounting principles.

Required Supplementary Information

U.S. generally accepted accounting principles require that the management's discussion and analysis on pages G-1 through G-2 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, which considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.



Supplementary Information

Our audit was conducted for purposes of forming an opinion on the basic financial statements. The accompanying schedule of investments is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with the auditing standards generally accepted in the United States. In our opinion, the accompanying schedule of investments is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

Ernst + Young LLP

September 8, 2017

Total Return Fixed Income Pool

Management Discussion and Analysis (Unaudited)

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. The IMB operates on a fiscal year beginning July 1 and ending June 30. To effectuate its purpose the IMB has constructed a series of investment pools in which to invest participating entities monies.

The following information and 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, the information contained in this Management Discussion and Analysis and the following 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. The Management Discussion and Analysis information should be considered in conjunction with the information contained in the financial statements which follow this section.

Effective July 1, 2016, the Pool adopted U.S. Generally Accepted Accounting Principles (GAAP) for governments as prescribed by the Governmental Accounting Standards Board (GASB). Prior to July 1, 2016, the Pool followed the accounting and reporting guidance applicable to investment companies as defined by the Financial Accounting Standards Board Accounting Standards Codification (ASC) 946 – Financial Services – Investment Companies. Accordingly, the financial statements presented have been prepared in conformity with the reporting framework prescribed by GASB for external investment pools. There was no impact on the net position of the Pool as a result of adopting the GASB reporting framework.

Financial Statement Overview

Management's Discussion and Analysis is an introduction to the Pool's basic financial statements. The IMB accounts for the Pool under GAAP for governments as prescribed by the GASB, using the accrual basis of accounting. The financial statements for the Pool include a Statement of Net Position and a Statement of Changes in Net Position. These financial statements are supported by the Notes to Financial Statements. In addition, a Schedule of Investments for the Pool is included as Supplementary Information following the Notes to Financial Statements.

Pool Strategy

The objective of the Pool is to generate investment income, provide stability, and enhance diversification but not at the expense of total return. The Pool is expected to outperform the Bloomberg Barclays U.S. Universal Bond Index over three and five-year periods, net of external investment management fees.

Condensed Financial Information and Analysis (in \$000s)

The Statement of Net Position presents the financial position of the Pool as of June 30, 2017, and includes all assets and liabilities of the Pool. The difference between total assets and total liabilities, which is equal to the participants' interest in the Pool's Net Position, is shown below for the current and prior fiscal year-end dates:

Condensed Net Position	June 30, 2017	June 30, 2016
Investments	\$ 2,515,570	\$ 2,149,802
Other Assets	73,699	151,851
Total Assets	2,589,269	2,301,653
Total Liabilities	(266,935)	(157,744)
Net Position	\$ 2,322,334	\$ 2,143,909

Yearly variances in the net position of the Pool are impacted by the overall performance of fixed income securities. Net position is also impacted by expenses charged to the Pool and the issuance and redemption of Pool units. The increase in the Pool's Net Position of \$178,425 results from a \$139,147 net increase from operations, a \$64,391 decrease from distributions to unitholders, and a \$103,669 net increase from unit transactions.

Total Return Fixed Income Pool

Management Discussion and Analysis (Unaudited)

The Statement of Changes in Net Position presents the Pool's activity for the years ended:

	<u>June 30, 2017</u>	<u>June 30, 2016</u>
Investment Income	\$ 144,769	\$ 61,579
Expenses	(5,622)	(5,901)
Net Increase in Net Position from Operations	139,147	55,678
Distributions to Unitholders	(64,391)	(73,612)
Net Units Issued (Redeemed)	103,669	(231,776)
Increase (Decrease) in Net Position	178,425	(249,710)
Net Position, Beginning of Year	2,143,909	2,393,619
Net Position, End of Year	<u>\$ 2,322,334</u>	<u>\$ 2,143,909</u>

The Investment Income of the Pool consists primarily of interest received on fixed income securities, realized gain (loss) on the sale of investments which occur whenever investments are sold for more (less) than their cost, and the net change in unrealized appreciation (depreciation) on investments which reflects the net change in the value of investments held over their carrying cost between the measurement periods.

The IMB calculates total rates of return using the time-weighted rate of return methodology. The time-weighted method determines the rate of return exclusive of the effects of participant contributions or withdrawals. The return of the Pool (net of fees) for the year ended June 30, 2017 was 6.7 percent, up from 2.8 percent for the year ended June 30, 2016.

Select financial highlights are as follows:

Per Unit Operating Performance:	<u>June 30, 2017</u>	<u>June 30, 2016</u>
Net position, beginning of year	\$ 14.46	\$ 14.53
Net increase in net position from operations	0.95	0.39
Distributions to unitholders	(0.44)	(0.46)
Net position, end of year	<u>\$ 14.97</u>	<u>\$ 14.46</u>

Supplemental Data (a):		
Ratio of expenses to average net position	0.26%	0.26%
Portfolio turnover rate	46.63%	47.43%

- (a) All ratios are for the fiscal year and do not reflect the Pool's proportionate share of expenses of the underlying investee funds.

Total Return Fixed Income Pool

Statement of Net Position

June 30, 2017

(Amounts in thousands, except unit data)

Assets

Investments at fair value (cost \$2,406,003), including securities on loan of \$352,918 (Note 6)	\$	2,515,570
Cash denominated in foreign currencies (cost \$6,035)		6,136
Cash pledged as collateral for derivative contracts		8,197
Cash pledged as collateral for derivative contracts denominated in foreign currencies (cost \$8,075)		8,244
Swap premiums paid (Note 9)		204
Unrealized appreciation on futures contracts (Note 7)		7,290
Unrealized appreciation on swap contracts (Note 9)		6,482
Unrealized appreciation on foreign currency forward contracts (Note 10)		911
Receivables:		
Accrued interest		15,625
Investments sold		20,479
Dividends		18
Securities lending income		59
Reclaimable foreign taxes withheld		54
		<hr/>
Total assets		2,589,269

Liabilities

Cash overdraft		2,380
Accrued expenses		1,379
Distributions payable		5,586
Payable for investments purchased		46,623
Payable upon return of securities loaned (Note 6)		202,650
Swap premiums received (Note 9)		4,266
Unrealized depreciation on futures contracts (Note 7)		1,236
Unrealized depreciation on swap contracts (Note 9)		1,483
Unrealized depreciation on foreign currency forward contracts (Note 10)		794
Option contracts written at fair value (premiums received \$1,651)		538
		<hr/>
Total liabilities		266,935
		<hr/>
Net position	\$	2,322,334

Unit data

Units outstanding		155,155,071
Net position, unit price	\$	14.97

See accompanying notes to financial statements.

Total Return Fixed Income Pool

Statement of Changes in Net Position

Year Ended June 30, 2017

(Amounts in thousands)

Investment income

Net change in unrealized appreciation (depreciation) on investments and foreign currency	\$	42,777
Net realized gain from investments and foreign currency transactions		31,979
Interest, net of withholding taxes (\$99)		68,530
Dividends		880
Net securities lending income		603

Total investment income 144,769

Expenses

Investment advisor fees		(4,754)
Trustee fees		(6)
Custodian bank fees		(173)
Management fees		(575)
Fiduciary bond fees		(3)
Professional service fees		(111)

Total expenses (5,622)

Net increase in net position from operations before distributions and unit transactions 139,147

Distributions to unitholders (64,391)

Unit transactions

Proceeds from sale of units		356,057
Reinvestment of distributions		63,747
Amount paid for repurchase of units		(316,135)

Net increase in net position from unit transactions 103,669

Increase in net position 178,425

Net position, beginning of year 2,143,909

Net position, end of year \$ 2,322,334

See accompanying notes to financial statements.

Total Return 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 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.

The IMB accounts for the Pool under U.S. Generally Accepted Accounting Principles (GAAP) for governments as prescribed by the Governmental Accounting Standards Board (GASB), using the accrual basis of accounting.

The main objective of the Pool is to generate investment income, provide stability and diversification, but not at the expense of total return. 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 Bloomberg Barclays U.S. Universal Bond Index.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

Investment Valuation - The IMB reports its investments at fair value in accordance with GASB Statement No. 72. Refer to Note 5 for further discussion and presentation of the reporting requirements under GASB Statement No. 72.

Fair value of the Pool's portfolio securities is determined on the last business day of each month 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 and interest rate swaps are valued at the last settlement price established each day by the exchange on which they are traded, 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.
- Repurchase agreements and time deposits are valued at amortized cost, provided such amount approximates fair value.

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.

Total Return Fixed Income Pool

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

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

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

- 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.

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 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.

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.

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.

Total Return Fixed Income Pool

Notes to Financial Statements

(Amounts in thousands, except share data)

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Securities Lending - The IMB, through its lending agent, the Bank of New York Mellon, loans securities of the Pool to various brokers on a temporary basis. Each transaction for international and domestic securities is secured by collateral based on the market value of the securities loaned. The required collateral percentage varies based on the type of collateral received and the type of security loaned. For U.S. securities, the required percentage of cash collateral and non-cash collateral consisting of debt obligations and securities issued by the United States Government or its agencies or instrumentalities is at least 102 percent of the market value of the securities loaned plus accrued income. For international securities, the required collateral is at least 105 percent of the market value of the securities on loan unless the foreign securities loaned are denominated and payable in U.S. Dollars, then the collateral shall be at least 102 percent of the market value of the securities loaned. Cash collateral received is invested in repurchase agreements, money market mutual funds, and time deposits. Such investments, except for repurchase transactions, are made at the risk of the Pool and, as such, the Pool is liable for investment losses. The lending agent contractually indemnifies the IMB for any repurchase agreement investment losses. Investments made with cash are reported at fair value on the Statement of Net Position. Securities loaned remain on the Statement of Net Position. The IMB has the right under the lending agreement to recover the securities from the borrower on demand. 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 Changes in Net Position as net securities lending income. 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 Changes in Net Position 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. 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 futures results from changes in the market value of the contractual positions due to changes in the value of the underlying instruments or indices. Investment risk associated with these futures contracts arises because the value of the futures contracts may not correlate perfectly with changes in the values of the underlying instruments or indices due to market distortions.

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

Foreign Currency Forward Contracts - A foreign currency forward contract is an agreement between two parties to exchange different currencies at a specified exchange rate at an agreed upon future date. The IMB 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.

Total Return Fixed Income Pool

Notes to Financial Statements

(Amounts in thousands, except share data)

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

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. 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 pay 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.

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. The calculation of realized gains and losses is independent of the calculation of the net increase or decrease in the fair value of investments. Realized gains and losses on investments held in more than one fiscal year and sold in the current year may have been recognized as an increase or decrease in the fair value of investments reported in the prior year.

Total Return Fixed Income 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. 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 Changes in Net Position in the year of the change. Interest income also includes paydown gains and losses on mortgage-backed securities, collateralized mortgage obligations, and asset-backed securities.

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

Unit valuation and participant transactions - The unit price of the Pool is calculated on the last business day of the month by dividing the net position of the Pool by the number of outstanding units. Participant transactions are executed at the unit price at the time of the purchase or redemption.

Distributions to Participants - The monthly net investment income (excluding net change in unrealized appreciation (depreciation) on investments and net realized gain (loss) from investments) 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 unitholders and reinvestment of distributions as presented on the Statement of Changes in Net Position. 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. Accordingly, no provision for income taxes is required as of June 30, 2017.

In certain foreign countries, the Pool's interest income and capital gains may be taxable. Taxes on interest 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 Net Position. Interest income is reported net of non-reclaimable taxes withheld on the Statement of Changes in Net Position. 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 Changes in Net Position.

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. INVESTMENT RISK DISCLOSURES

Credit Risk and Interest Rate Risk

The IMB limits the exposure to credit risk in the Pool by maintaining at least an average rating of investment grade as defined by the Nationally Recognized Statistical Rating Organizations. The IMB monitors interest rate risk of the Pool by evaluating the effective duration of the investments in the Pool. Effective duration is a method of disclosing interest rate risk that measures the expected change in the price of a fixed income security for a 1 percent change in interest rates. The effective duration calculation takes into account the most likely timing of variable cash flows, which is particularly useful for measuring interest rate risk of callable bonds, commercial and residential mortgage-backed securities, asset-backed securities, and collateralized mortgage obligations.

The Pool invests in commercial and residential mortgage-backed securities, asset-backed securities, and collateralized mortgage obligations. The cash flows from these securities are based on the payment of the underlying collateral. The effective duration and yield to maturity of these securities are dependent on estimated prepayment assumptions that consider historical experience, market conditions and other criteria. Actual prepayments may vary with changes in interest rates. Rising interest rates often result in a slower rate of prepayments while declining rates tend to lead to faster prepayments. As a result, the fair values of these securities are highly sensitive to interest rate changes. At June 30, 2017, the Pool held \$463,424 of these securities. This represents approximately 18 percent of the value of the Pool's securities.

The following table provides the weighted average credit ratings and the weighted average effective duration for the various asset types in the Pool as of June 30, 2017.

Investment Type	Moody's	S&P	Effective Duration (Years)	Fair Value	Percent of Total Investments
Common stock	A	N/A	N/A	\$ 14	0.0%
Corporate asset backed issues	Ba	AA	2.0	32,078	1.3
Corporate ABS residual	N/A	N/A	N/A	5,034	0.2
Corporate CMO	Baa	BB	0.9	46,766	1.9
Corporate preferred security	Ba	BB	0.1	10,436	0.4
Foreign asset backed issues	Baa	BBB	0.5	17,436	0.7
Foreign corporate bonds	Baa	BBB	6.6	285,298	11.3
Foreign government bonds	Baa	BBB	5.3	244,812	9.7
Investments in other funds	N/A	N/A	2.4	319,061	12.7
Money market mutual fund	Aaa	AAA	N/A	63,965	2.5
Municipal bonds	A	A	9.0	47,351	1.9
Options contracts purchased	N/A	N/A	N/A	2,098	0.1
Repurchase agreements	Aaa	AA	0.0	119,844	4.8
Time deposits	P-1	A-1	0.0	82,806	3.3
U.S. corporate bonds	Baa	BBB	7.0	460,676	18.1
U.S. Government agency bonds	Aaa	AA	0.7	11,630	0.5
U.S. Government agency CMO	Aaa	AA	1.4	51,865	2.1
U.S. Government agency CMO interest-only	Aaa	AA	1.8	3,796	0.2
U.S. Government agency MBS	Aaa	AA	3.0	289,155	11.5
U.S. Government agency TBAs	Aaa	AA	5.4	17,294	0.7
U.S. Treasury bonds	Aaa	AA	7.8	361,886	14.4
U.S. Treasury inflation protected securities	Aaa	AA	13.9	42,269	1.7
Total Investments			<u>5.0</u>	<u>\$ 2,515,570</u>	<u>100.0%</u>

Concentration of Credit Risk

The Pool is restricted from investing more than 5 percent of the value of the Pool in any one corporate name. At June 30, 2017, the Pool was in compliance with this restriction and is not exposed to concentration of credit risk.

Total Return Fixed Income Pool

Notes to Financial Statements

(Amounts in thousands, except share data)

NOTE 3. INVESTMENT RISK DISCLOSURES (continued)

Custodial Credit Risk

At June 30, 2017, the Pool held no securities that were subject to custodial credit risk. Repurchase agreements, when held, are collateralized at 102 percent and the collateral is held in the name of the IMB. Securities on loan are collateralized to a minimum of 102 percent and the collateral is held by the IMB's custodian in the name of the IMB. Investments in commingled funds are held in an account in the name of the IMB. All remaining securities are held by the IMB's custodian in the name of the IMB.

Foreign Currency Risk

The Pool has foreign government bonds and foreign corporate bonds that are denominated in foreign currencies and are exposed to foreign currency risks. The Pool also has foreign denominated futures contracts and foreign exchange forward contracts. Refer to Notes 7, 8, and 9, respectively, for details on these contracts. Additionally, the Pool has indirect exposure to foreign currency risk through its ownership interests in certain of the commingled investment pools. Approximately \$87,411, or 27 percent, of the commingled investment pools hold substantially all of their investments in securities denominated in foreign currencies. This represents approximately 3 percent of the value of the Pool's securities. The amounts at fair value (in U.S. dollars) of investments and cash denominated in foreign currencies as of June 30, 2017, are as follows:

Currency	Investments	Cash	Total	Percent of Total Investments and Cash
Argentine Peso	\$ 10,274	\$ 455	\$ 10,729	0.4%
Australian Dollar	-	1,207	1,207	0.0
Azerbaijani Manat	652	-	652	0.0
Brazil Real	22,496	1	22,497	0.9
Canadian Dollar	7,653	-	7,653	0.3
Colombian Peso	5,003	-	5,003	0.2
Deutsche Mark	1,932	-	1,932	0.1
Euro Currency Unit	-	7,865	7,865	0.3
British Pound	4,800	61	4,861	0.2
Georgian Lari	1,678	-	1,678	0.1
Ghana Cedi	2,791	-	2,791	0.1
Indian Rupee	620	-	620	0.0
Japanese Yen	49,484	921	50,405	2.0
Kenyan Shilling	2,338	40	2,378	0.1
Mexican Peso	39,783	1,014	40,797	1.6
New Zealand Dollar	-	1,251	1,251	0.0
Peruvian Nuevo Sol	1,440	-	1,440	0.1
Russian Ruble	3,637	861	4,498	0.2
Swedish Krona	-	704	704	0.0
Turkish Lira	4,445	-	4,445	0.2
Ugandan Shilling	1,907	-	1,907	0.1
Uruguayan Peso	7,767	-	7,767	0.3
South African Rand	5,882	-	5,882	0.2
Total	<u>\$ 174,582</u>	<u>\$ 14,380</u>	<u>\$ 188,962</u>	<u>7.4%</u>

This table excludes investments and cash held by the Pool that are denominated in U.S. dollars. The market value of the U.S. dollar denominated investments and cash is \$2,346,267. This represents approximately 93 percent of the value of the Pool's investments and cash.

Total Return Fixed Income Pool

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

NOTE 4. 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 GASB Statement No. 53; 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 year-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 Net Position as of June 30, 2017:

Assets	Credit Contracts	Foreign Exchange Contracts	Interest Rate Contracts	Total
Investments at fair value	\$ -	\$ -	\$ 2,098	\$ 2,098
Unrealized appreciation on swap contracts	176	-	6,306	6,482
Unrealized appreciation on futures contracts	-	-	7,290	7,290
Unrealized appreciation on foreign currency forward contracts	-	911	-	911
Total	<u>\$ 176</u>	<u>\$ 911</u>	<u>\$ 15,694</u>	<u>\$ 16,781</u>

Liabilities	Credit Contracts	Foreign Exchange Contracts	Interest Rate Contracts	Total
Options contracts written at fair value	\$ -	\$ -	\$ (538)	\$ (538)
Unrealized depreciation on swap contracts	(62)	-	(1,421)	(1,483)
Unrealized depreciation on futures contracts	-	-	(1,236)	(1,236)
Unrealized depreciation on foreign currency forward contracts	-	(794)	-	(794)
Total	<u>\$ (62)</u>	<u>\$ (794)</u>	<u>\$ (3,195)</u>	<u>\$ (4,051)</u>

At June 30, 2017, the Pool had pledged cash of \$16,441 to cover margin requirements on open derivative contracts.

For financial reporting purposes, the Pool does not offset derivative assets and derivative liabilities that are subject to netting arrangements in the Statement of Net Position. 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 June 30, 2017.

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	\$ 173	\$ (39)	\$ -	\$ -	\$ 134
Swaps	83	-	-	-	83
Total	<u>\$ 256</u>	<u>\$ (39)</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 217</u>

Derivative Type	Derivative Liabilities Subject to a MA	Derivatives Available for Offset	Non-Cash Collateral Pledged	Cash Collateral Pledged	Net Amount of Derivative Liabilities
Foreign currency forwards	\$ (39)	\$ 39	\$ -	\$ -	\$ -

Total Return Fixed Income Pool

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

NOTE 4. DERIVATIVE FINANCIAL INSTRUMENTS (continued)

The table below presents the impact of the derivative financial instruments recorded in the Statement of Changes in Net Position for the year ended June 30, 2017:

Realized Gain (Loss) From:	Credit Contracts	Currency Contracts	Foreign Exchange Contracts	Interest Rate Contracts	Total
Investments	\$ 3,091	\$ -	\$ -	\$ (18,529)	\$ (15,438)
Futures contracts	-	-	-	13,760	13,760
Options written	1,726	-	-	8,622	10,348
Swap contracts	(1,989)	112	-	(7,617)	(9,494)
Foreign currency transactions	-	314	845	-	1,159
Total	<u>\$ 2,828</u>	<u>\$ 426</u>	<u>\$ 845</u>	<u>\$ (3,764)</u>	<u>\$ 335</u>
Net Change in Unrealized Appreciation (Depreciation) From:	Credit Contracts	Currency Contracts	Foreign Exchange Contracts	Interest Rate Contracts	Total
Investments	\$ 112	\$ -	\$ -	\$ 690	\$ 802
Futures contracts	-	-	-	7,470	7,470
Options written	(175)	-	-	466	291
Swap contracts	142	(144)	-	22,662	22,660
Translation of assets and liabilities in foreign currency	-	(298)	3,810	-	3,512
Total	<u>\$ 79</u>	<u>\$ (442)</u>	<u>\$ 3,810</u>	<u>\$ 31,288</u>	<u>\$ 34,735</u>

The average volume of financial derivative activity for the year ended June 30, 2017, was as follows:

Average notional value of:	
Foreign currency forward contracts	\$ 106,649
Futures contracts	1,540,911
Option contracts	246,259
Option contracts written	146,378
Swap contracts	437,390

NOTE 5. FAIR VALUE MEASUREMENTS

GASB Statement No. 72 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).

GASB Statement No. 72 establishes 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 GASB Statement No. 72 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.

Total Return Fixed Income Pool

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

NOTE 5. FAIR VALUE MEASUREMENTS (continued)

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

U.S. GAAP does not require the Pool to categorize within the fair value hierarchy table investments for which fair value is measured using the net asset value per share as the practical expedient. The table that follows sets forth information about the level within the fair value hierarchy at which the Pool's assets and liabilities are measured at June 30, 2017. All of the Pool's investments in other funds were valued using the net asset value per share practical expedient, as such they have not been categorized in the fair value hierarchy.

Assets	Level 1	Level 2	Level 3	Total
Common stock	\$ 14	\$ -	\$ -	\$ 14
Corporate asset backed issues	-	32,078	-	32,078
Corporate ABS residual	-	5,034	-	5,034
Corporate CMO	-	46,766	-	46,766
Corporate preferred security	10,436	-	-	10,436
Foreign asset backed issues	-	17,436	-	17,436
Foreign corporate bonds	-	285,298	-	285,298
Foreign currency forward contracts	-	911	-	911
Foreign government bonds	-	244,812	-	244,812
Futures contracts	7,290	-	-	7,290
Investments made with cash collateral for securities loaned	-	202,650	-	202,650
Money market mutual fund	63,965	-	-	63,965
Municipal bonds	-	47,351	-	47,351
Options contracts purchased	2,098	-	-	2,098
Swaps	-	6,482	-	6,482
U.S. corporate bonds	-	460,676	-	460,676
U.S. Government agency bond	-	11,630	-	11,630
U.S. Government agency CMO	-	51,865	-	51,865
U.S. Government agency CMO interest-only	-	3,796	-	3,796
U.S. Government agency MBS	-	289,155	-	289,155
U.S. Government agency TBAs	-	17,294	-	17,294
U.S. Treasury bonds	-	361,886	-	361,886
U.S. Treasury inflation protected securities	-	42,269	-	42,269
Total	<u>\$ 83,803</u>	<u>\$ 2,127,389</u>	<u>\$ -</u>	<u>\$ 2,211,192</u>
Investments in other funds				319,061
Total				<u>\$ 2,530,253</u>
Liabilities	Level 1	Level 2	Level 3	Total
Foreign currency forward contracts	\$ -	\$ (794)	\$ -	\$ (794)
Futures contracts	(1,236)	-	-	(1,236)
Options contracts written	(538)	-	-	(538)
Swaps	-	(1,483)	-	(1,483)
Total	<u>\$ (1,774)</u>	<u>\$ (2,277)</u>	<u>\$ -</u>	<u>\$ (4,051)</u>

Total Return Fixed Income Pool

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

NOTE 5. FAIR VALUE MEASUREMENTS (continued)

Investments in other funds include the following:

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

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

Western Asset Floating Rate High Income Fund, LLC

Investment Objective - To maximize total return by investing in U.S. dollar-denominated loans, loan participations and below investment.

Redemption Provisions - Daily

Western Asset Mortgage Backed Securities Portfolio, LLC

Investment Objective - To maximize total return by investing in debt securities issued or guaranteed by the U.S. government.

Redemption Provisions - Daily

Western Asset Opportunistic Asian Securities Portfolio, LLC

Investment Objective - To maximize total return by investing in debt and fixed income securities of Asian issuers.

Redemption Provisions - Daily

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

Western Asset Opportunistic US Dollar High Yield Securities Portfolio, LLC

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 Structured Product Opportunities, LLC

Investment Objective - To maximize total return by investing in structured debt including, but not limited to, mortgage-backed securities, asset-backed securities, and other collateralized debt.

Redemption Provisions - Daily

NOTE 6. SECURITIES LENDING

The following table presents the amounts of various accounts related to securities lending at June 30, 2017.

	<u>Fair Value</u>
Securities on loan	\$ 352,918
Collateral received:	
Cash	\$ 202,650
Non-cash	158,807
Total collateral received	<u>\$ 361,457</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 Net Position.

Total Return Fixed Income Pool

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

NOTE 7. FUTURES CONTRACTS

At June 30, 2017, open positions in futures contracts denominated in U.S. dollars were as follows:

Expiration	Open Contracts	Position	Notional Value at June 30, 2017	Notional Value Upon Entering Contract	Unrealized Appreciation (Depreciation)
Dec 2018	362 Euro 90 Day Future	Long	\$ 88,871	\$ 88,591	\$ 280
Sep 2017	1,728 US Long Bond Future	Long	265,572	265,232	340
Sep 2017	5 US Treasury 2 Yr Note Future	Long	1,081	1,082	(1)
Sep 2017	66 US Treasury 5 Yr Note Future	Long	7,777	7,813	(36)
Sep 2017	153 US Treasury Ultra 10 Yr Note Future	Long	20,626	20,597	29
Sep 2017	399 US Ultra Bond Future	Long	66,184	66,113	71
Sep 2017	(217) Euro 90 Day Future	Short	(53,515)	(53,513)	(2)
Dec 2017	(841) Euro 90 Day Future	Short	(207,149)	(207,264)	115
Dec 2019	(362) Euro 90 Day Future	Short	(88,649)	(88,309)	(340)
Jun 2019	(511) Euro 90 Day Future	Short	(125,304)	(124,856)	(448)
Sep 2017	(1,946) US Treasury 10 Yr Note Future	Short	(244,284)	(245,583)	1,299
Sep 2017	(84) US Ultra Bond Future	Short	(13,934)	(13,686)	(248)
			<u>\$ (282,724)</u>	<u>\$ (283,783)</u>	<u>\$ 1,059</u>

At June 30, 2017, open positions in futures contracts denominated in foreign currencies were as follows:

Expiration	Open Contracts	Currency	Position	Notional Value at June 30, 2017 Local Currency	Initial Notional Value Local Currency	June 30, 2017 Exchange Rate	Unrealized Appreciation (Depreciation) U.S. Dollars
Sep 2017	114 AUD Treasury 10 Yr Future	AUD	Long	14,736	14,945	0.7671	\$ (161)
Sep 2017	137 Euro-BTP Italian Gov Future	EUR	Long	18,514	18,323	1.1406	218
Sep 2017	(1,507) Euro Bund Future	EUR	Short	(243,938)	(247,640)	1.1406	4,222
Sep 2017	(53) Euro BUXL 30 Yr Bond Future	EUR	Short	(8,667)	(8,805)	1.1406	158
Sep 2017	(313) Euro Schatz	EUR	Short	(35,009)	(35,096)	1.1406	99
Sep 2017	(86) JPN 10Yr Bond Future	JPY	Short	(12,909,460)	(12,961,060)	0.0089	459
							<u>\$ 4,995</u>

Total Return Fixed Income Pool

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

NOTE 8. OPTIONS CONTRACTS

At June 30, 2017, open positions in options contracts purchased were as follows:

Expiration	Open Contracts	Type	Strike Price	Contracts at June 30, 2017	Premiums Paid	Fair Value
7/14/2017	Euro 3 Yr Midcurve Option	Call	98.25	631	\$ 26	\$ 4
8/25/2067	Euro Bund Future Option	Call	177.00	1,392	-	-
8/25/2067	Euro Bund Future Option	Call	174.00	115	-	-
7/21/2017	US Treasury 10 Yr Option	Call	127.50	640	142	30
7/21/2017	US Treasury 10 Yr Option	Call	128.00	426	148	13
7/21/2017	US Treasury 10 Yr Option	Call	129.00	570	36	9
8/25/2017	US Treasury 10 Yr Option	Call	134.00	1,200	23	-
8/25/2017	US Treasury 5 Yr Option	Call	125.00	250	3	2
8/25/2017	US Treasury 5 Yr Option	Call	125.50	1,000	11	8
7/21/2017	US Treasury Long Bond Option	Call	159.00	1,067	467	100
3/19/2018	Euro Dollar Option	Put	98.00	2,084	111	26
8/25/2017	US Treasury 10 Yr Note Option	Put	117.00	754	14	12
8/25/2017	US Treasury 10 Yr Note Option	Put	128.00	428	42	80
7/21/2017	US Treasury 10 Yr Option	Put	125.00	640	152	200
7/21/2017	US Treasury 10 Yr Option	Put	125.50	1,067	194	534
7/21/2017	US Treasury 10 Yr Option	Put	126.00	320	76	245
8/25/2017	US Treasury Long Bond Option	Put	128.00	500	9	16
8/25/2017	US Treasury Long Bond Option	Put	131.00	1,005	19	31
8/25/2017	US Treasury Long Bond Option	Put	154.00	379	297	788
					<u>\$ 1,770</u>	<u>\$ 2,098</u>

At June 30, 2017, open positions in options contracts written were as follows:

Expiration	Open Contracts	Type	Strike Price	Contracts at June 30, 2017	Premiums Received	Fair Value
7/21/2017	US Treasury 10 Yr Option	Call	128.50	(641)	\$ (78)	\$ (10)
8/25/2017	US Treasury 10 Yr Option	Call	129.00	(1,272)	(234)	(80)
7/21/2017	US Treasury Long Bond Option	Call	157.00	(421)	(189)	(92)
7/21/2017	US Treasury Long Bond Option	Call	158.00	(427)	(239)	(60)
8/25/2017	US Treasury Long Bond Option	Call	159.00	(319)	(297)	(109)
8/25/2017	US Treasury Long Bond Option	Call	160.00	(379)	(326)	(95)
7/21/2017	US Treasury Long Bond Option	Put	149.00	(421)	(288)	(92)
					<u>\$ (1,651)</u>	<u>\$ (538)</u>

Total Return Fixed Income Pool

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

NOTE 9. SWAPS

At June 30, 2017, the open positions in credit default swaps were 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.IG.28	06/20/2022	(1.0% Fixed)	\$ 27,191	\$ (443)	\$ (62)
Barclays Capital	CDX.NA.HY.28	06/20/2022	(5.0% Fixed)	5,070	(3,320)	93
JP Morgan Chase & Co*	Republic of Korea	06/20/2022	(1.0% Fixed)	9,585	(238)	25
<i>Seller Protection</i>						
JP Morgan Chase & Co*	Berkshire Hathaway Inc	03/20/2024	1.0% Fixed	1,842	(27)	58
Total					<u>\$ (4,028)</u>	<u>\$ 114</u>

At June 30, 2017, the open positions in interest rate swaps denominated in U.S. dollars were as follows:

Counterparty	Maturity Date	Receiving		Paying		Notional Value	Premiums Paid (Received)	Unrealized Appreciation (Depreciation)
		Rate	Base	Rate	Base			
Barclays Capital	06/13/2021	1.19% Fixed	N/A	1.24% Floating	3M Libor	\$ 15,750	\$ -	\$ (400)
Barclays Capital	06/13/2026	1.24% Floating	3M Libor	1.58% Fixed	N/A	7,860	2	852
Barclays Capital	11/15/2041	1.18% Floating	3M Libor	1.74% Fixed	N/A	16,640	(96)	3,717
Barclays Capital	08/02/2021	1.17% Floating	3M Libor	1.08% Fixed	N/A	10,420	-	323
Barclays Capital	08/04/2021	1.17% Floating	3M Libor	1.14% Fixed	N/A	10,550	-	302
Barclays Capital	08/04/2021	1.17% Floating	3M Libor	1.14% Fixed	N/A	10,550	-	301
Barclays Capital	05/16/2023	1.18% Floating	3M Libor	2.00% Fixed	N/A	174,460	202	102
Barclays Capital	11/15/2043	1.18% Floating	3M Libor	2.47% Fixed	N/A	28,656	(142)	709
Total							<u>\$ (34)</u>	<u>\$ 5,906</u>

At June 30, 2017, the open positions in interest rate swaps denominated in foreign currencies were as follows:

Counterparty	Maturity Date	Receiving		Paying		Notional Value	Premiums Paid (Received)	Unrealized Appreciation (Depreciation)
		Rate	Base	Rate	Base			
Barclays Capital	08/02/2021	2.10% Fixed	N/A	2.05% Floating	3M NZD Bank Bill	15,080 NZD	\$ -	\$ (265)
Barclays Capital	08/04/2021	2.11% Fixed	N/A	2.05% Floating	3M NZD Bank Bill	15,030 NZD	-	(264)
Barclays Capital	08/04/2021	2.11% Fixed	N/A	2.05% Floating	3M NZD Bank Bill	15,030 NZD	-	(264)
Barclays Capital	03/20/2019	0.21% Fixed	N/A	0.50% Floating	3M SEK STIBOR	1,084,460 SEK	-	(228)
Total							<u>\$ -</u>	<u>\$ (1,021)</u>

* Available for offset under a netting provision.

Total Return Fixed Income Pool

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

NOTE 10. FOREIGN CURRENCY FORWARD CONTRACTS

At June 30, 2017, 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	Euro Currency Unit ^f	05/08/2017	08/10/2017	1,600	\$ 1,829		\$ 1,761	\$ 68
Long	Euro Currency Unit ^f	05/12/2017	08/10/2017	950	1,086		1,037	49
Long	Euro Currency Unit ^f	05/25/2017	08/10/2017	1,100	1,257		1,239	18
Long	Euro Currency Unit ^f	06/22/2017	08/10/2017	1,200	1,372		1,343	29
Long	Mexican Peso ^e	05/18/2017	07/20/2017	119,450	6,577		6,280	297
Long	Mexican Peso ^a	06/19/2017	07/20/2017	6,520	359		362	(3)
Short	Euro Currency Unit ^b	04/11/2017	07/20/2017		830	778	889	(59)
Short	Euro Currency Unit ^c	05/02/2017	08/10/2017		559	510	583	(24)
Short	Euro Currency Unit ^f	05/04/2017	08/10/2017		3,260	2,970	3,395	(135)
Short	Euro Currency Unit ^f	05/22/2017	08/10/2017		1,682	1,500	1,715	(33)
Short	Euro Currency Unit ^f	05/31/2017	08/10/2017		2,580	2,300	2,629	(49)
Short	Euro Currency Unit ^f	06/09/2017	08/10/2017		2,019	1,800	2,057	(38)
Short	Euro Currency Unit ^{d,g}	06/15/2017	09/19/2017		2,023	1,800	2,062	(39)
Short	Japanese Yen ^b	04/12/2017	07/20/2017		10,117	1,104,611	9,840	277
Short	Japanese Yen ^d	05/04/2017	08/10/2017		33,774	3,802,143	33,901	(127)
Short	Japanese Yen ^{d,g}	06/15/2017	09/19/2017		6,926	756,000	6,753	173
Short	Mexican Peso ^a	04/12/2017	07/20/2017		1,202	22,815	1,256	(54)
Short	Mexican Peso ^b	05/17/2017	07/20/2017		5,184	98,350	5,415	(231)
Short	Mexican Peso ^e	06/21/2017	07/20/2017		263	4,805	265	(2)
					<u>\$ 82,899</u>		<u>\$ 82,782</u>	<u>\$ 117</u>

Counterparty, Moody's Rating, S&P Rating

a - Bank of America, Baa, BBB

b - Barclays PLC, Baa, BBB

c - BNY Mellon, A, A

d - Citigroup Inc, Baa, BBB

e - JPMorgan Chase Bank, A, A

f - UBS AG, A, A

g - Available for offset under a netting provision.

NOTE 11. 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 year ended June 30, 2017, was 0.13 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 year ended June 30, 2017, was 0.62 percent.

Total Return Fixed Income Pool

Notes to Financial Statements

(Amounts in thousands, except share data)

NOTE 11. 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 year ended June 30, 2017, was 0.25 percent.

NOTE 12. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at June 30, 2017. 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	\$ 700,116
Public Employees' Retirement System	624,639
Workers' Compensation Old Fund	355,984
Revenue Shortfall Reserve Fund - Part B	163,528
West Virginia Retiree Health Benefit Trust Fund	76,202
Coal Workers' Pneumoconiosis Fund	62,286
State Police Death, Disability and Retirement Fund	58,839
Revenue Shortfall Reserve Fund	51,592
Public Employees Insurance Agency	43,273
West Virginia Department of Environmental Protection Agency	41,578
Board of Risk and Insurance Management	35,644
Deputy Sheriff's Retirement System	20,261
Judges' Retirement System	19,000
State Police Retirement System	17,289
Workers' Compensation Self-Insured Employer Security Risk Pool	13,431
West Virginia Prepaid Tuition Trust Fund	11,634
Workers' Compensation Self-Insured Employer Guaranty Risk Pool	8,367
Emergency Medical Services Retirement System	7,224
Wildlife Endowment Fund	6,613
Workers' Compensation Uninsured Employers' Fund	2,486
West Virginia Department of Environmental Protection Trust	943
Berkeley County Development Authority	732
Municipal Police Officers' and Firefighters' Retirement System	539
Municipal Policemen's or Firemen's Pension and Relief Funds	134
Total	<u>\$ 2,322,334</u>

NOTE 13. SUBSEQUENT EVENTS

The IMB has performed an evaluation of events subsequent to June 30, 2017, through September 8, 2017, the date the Pool's financial statements were available for issuance. The IMB has determined that there were no significant subsequent events which have not been recognized in the Pool's financial statements that require disclosure.

Supplementary Information

Total Return Fixed Income Pool

Schedule of Investments

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value, Shares, Contracts, or Notional Value	Cost	Fair Value
<u>Municipal Bonds</u>			
California, 7.5% Due 4/1/2034	10,775	\$ 11,323	\$ 15,647
California, 7.625% Due 3/1/2040	1,600	1,676	2,438
City of Chicago IL, 6.314% Due 1/1/2044	1,260	1,274	1,177
Illinois, 5.665% Due 3/1/2018	5,560	5,606	5,654
Illinois, 5.877% Due 3/1/2019	3,150	3,293	3,271
Illinois, 5.1% Due 6/1/2033	7,680	7,316	7,187
Los Angeles Unified School District, 6.758% Due 7/1/2034	4,125	4,434	5,678
New Jersey Turnpike Authority, 7.102% Due 1/1/2041	3,790	4,268	5,524
Sumter Landing FL CDD Recreational, 4.172% Due 10/1/2047	760	760	775
Total Municipal Bonds - 2.0%		39,950	47,351
<u>U.S. Treasury Bonds</u>			
United States Treasury, 1.25% Due 11/15/2018	15,350	15,398	15,331
United States Treasury, 0.75% Due 2/15/2019	17,935	17,891	17,762
United States Treasury, 1.625% Due 3/15/2020	23,000	23,107	23,073
United States Treasury, 1.5% Due 4/15/2020	21,000	21,020	20,985
United States Treasury, 1.375% Due 9/30/2020	110	110	109
United States Treasury, 1.625% Due 11/30/2020	14,860	14,828	14,852
United States Treasury, 1.125% Due 6/30/2021	1,280	1,282	1,249
United States Treasury, 2.0% Due 12/31/2021	32,750	32,937	32,987
United States Treasury, 1.875% Due 1/31/2022	490	489	491
United States Treasury, 1.875% Due 2/28/2022	20,250	20,014	20,274
United States Treasury, 1.875% Due 3/31/2022	53,180	53,092	53,211
United States Treasury, 1.75% Due 5/31/2022	30,000	29,976	29,824
United States Treasury, 1.375% Due 8/31/2023	2,200	2,182	2,114
United States Treasury, 2.125% Due 3/31/2024	13,950	14,002	13,960
United States Treasury, 2.0% Due 5/31/2024	17,950	17,884	17,806
United States Treasury, 2.0% Due 2/15/2025	300	292	296
United States Treasury, 2.125% Due 5/15/2025	11,007	11,007	10,931
United States Treasury, 2.25% Due 11/15/2025	1,270	1,240	1,270
United States Treasury, 2.375% Due 5/15/2027	2,800	2,843	2,818
United States Treasury, Zero Coupon, Due 11/15/2043	400	141	186
United States Treasury, 3.75% Due 11/15/2043	1,980	2,339	2,328
United States Treasury, 3.375% Due 5/15/2044	9,360	9,945	10,340
United States Treasury, 2.5% Due 2/15/2046	1,850	1,934	1,722
United States Treasury, 2.875% Due 11/15/2046	7,690	7,494	7,732
United States Treasury, 3.0% Due 2/15/2047	42,995	42,648	44,352
United States Treasury, 3.0% Due 5/15/2047	15,390	15,789	15,883
Total U.S. Treasury Bonds - 15.6%		359,884	361,886
<u>U.S. Treasury Inflation Protected Securities</u>			
United States Treasury, 0.125% Due 4/15/2021	5,400	5,601	5,566
United States Treasury, 0.125% Due 4/15/2022	1,450	1,466	1,451
United States Treasury, 0.125% Due 7/15/2026	10,260	10,370	10,103
United States Treasury, 0.375% Due 1/15/2027	9,340	9,471	9,294
United States Treasury, 2.125% Due 2/15/2040	510	772	719
United States Treasury, 0.75% Due 2/15/2042	5,790	6,302	5,975
United States Treasury, 1.375% Due 2/15/2044	2,191	2,191	2,138
United States Treasury, 1.0% Due 2/15/2046	2,330	2,471	2,405
United States Treasury, 0.875% Due 2/15/2047	4,690	4,745	4,618
Total U.S. Treasury Inflation Protected Securities - 1.8%		43,389	42,269
<u>U.S. Government Agency Bonds</u>			
Federal Home Loan Bank, Zero Coupon, Due 10/10/2017	9,000	8,982	8,934
Federal National Mortgage Assn, Zero Coupon, Due 10/9/2019	2,810	2,652	2,696
Total U.S. Government Agency Bonds - 0.5%		11,634	11,630
<u>U.S. Government Agency MBS</u>			
FHLMC Issues, 1.77% - 6.5% Due 1/1/2024 - 10/1/2045	80,849	84,830	85,216
FNMA Issues, 2.337% - 7.0% Due 1/1/2021 - 6/1/2056	187,278	199,174	199,505

See accompanying notes to financial statements.

Total Return Fixed Income Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value, Shares, Contracts, or Notional Value	Cost	Fair Value
GNMA Issue, 4.5% Due 3/20/2044	4,124	4,472	4,434
Total U.S. Government Agency MBS - 12.5%		288,476	289,155
<u>U.S. Government Agency TBAs</u>			
Federal Home Loan Mortgage Corp, 3.5% Due 8/1/2047	6,100	6,277	6,255
Federal National Mortgage Assn, 3.0% Due 8/1/2047	5,800	5,795	5,783
Federal National Mortgage Assn, 5.0% Due 8/1/2047	100	109	109
Government National Mortgage Assn, 3.0% Due 8/1/2047	5,100	5,153	5,147
Total U.S. Government Agency TBAs - 0.7%		17,334	17,294
<u>U.S. Government Agency CMO</u>			
FHLMC Issues, 1.709% - 6.0% Due 3/15/2034 - 12/15/2043	9,700	10,557	10,332
FNMA Issues, 1.566% - 7.5% Due 8/25/2033 - 12/25/2045	39,742	41,104	41,533
Total U.S. Government Agency CMO - 2.2%		51,661	51,865
<u>U.S. Government Agency CMO Interest-Only</u>			
GNMA Issues, 0.311% - 1.073% Due 9/16/2044 - 9/16/2055	113,786	4,417	3,796
Total U.S. Government Agency CMO Interest-Only - 0.2%		4,417	3,796
<u>U.S. Corporate Bonds</u>			
<i>Basic Materials</i>			
Barrick NA Finance LLC, 5.7% Due 5/30/2041	300	291	355
Dow Chemical Company, 9.4% Due 5/15/2039	7,240	10,222	12,168
Freeport-McMoran Inc, 4.0% Due 11/14/2021	420	417	411
Freeport-McMoran Inc, 5.45% Due 3/15/2043	200	158	172
Glencore Funding LLC, 4.125% Due 5/30/2023	100	103	103
Glencore Funding LLC, 4.0% Due 3/27/2027	1,210	1,197	1,191
Reynolds Group Issuer Inc, 6.875% Adj, Due 2/15/2021	881	881	906
Rock-Tenn Co, 4.0% Due 3/1/2023	110	110	115
<i>Total Basic Materials</i>		13,379	15,421
<i>Capital Goods</i>			
Adient Global Holdings, 4.875% Due 8/15/2026	950	941	952
Allison Transmission Inc, 5.0% Due 10/1/2024	750	765	769
BNSF Railway Co 2007-1 P, 5.996% Due 4/1/2024	573	615	640
Burlington NO SF 00-1 TR, 8.251% Due 1/15/2021	135	144	146
Burlington NO SF 06-2 TR, 5.629% Due 4/1/2024	254	270	279
Burlington North Santa Fe, 4.1% Due 6/1/2021	2,075	2,071	2,198
Burlington North Santa Fe, 3.05% Due 9/1/2022	4,300	4,290	4,438
Cemex Finance LLC, 6.0% Due 4/1/2024	950	950	1,009
Continental Airlines Inc, 7.25% Due 11/10/2019	3,795	3,795	4,202
CRH America Inc, 3.875% Due 5/18/2025	4,300	4,291	4,469
Delta Air Lines, 6.821% Due 8/10/2022	1,408	1,408	1,613
Eaton Corp, 4.15% Due 11/2/2042	1,230	1,239	1,258
General Electric Capital Corp, 5.875% Due 1/14/2038	1,230	1,508	1,592
IHO Verwaltungs GMBH, 4.75% Due 9/15/2026	200	197	202
Union Pacific RR Co 07-3, 6.176% Due 1/2/2031	621	656	721
UNP RR Co 1999 Pass-Through Trust, 7.6% Due 1/2/2020	129	133	143
UNP RR Co 2005 Pass-Through Trust, 5.082% Due 1/2/2029	2,671	2,743	2,907
Vulcan Materials Company, 7.5% Due 6/15/2021	4,840	5,052	5,712
Waste Management Inc, 3.5% Due 5/15/2024	580	579	604
West Corp, 5.375% Due 7/15/2022	1,270	1,235	1,283
ZF NA Capital, 4.5% Due 4/29/2022	1,290	1,351	1,354
ZF NA Capital, 4.75% Due 4/29/2025	1,420	1,470	1,498
<i>Total Capital Goods</i>		35,703	37,989
<i>Communication Services</i>			
AT&T Corp, 8.25% Adj, Due 11/15/2031	1,457	1,728	2,024
AT&T Inc, 3.4% Due 5/15/2025	1,775	1,771	1,745
AT&T Inc, 5.35% Due 9/1/2040	4,375	4,819	4,632
AT&T Inc, 4.75% Due 5/15/2046	1,775	1,769	1,741
AT&T Inc, 5.65% Due 2/15/2047	2,950	2,943	3,248

See accompanying notes to financial statements.

Total Return Fixed Income Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value, Shares, Contracts, or Notional Value	Cost	Fair Value
AT&T Inc, 4.5% Due 3/9/2048	3,220	3,294	3,013
Sprint Capital Corp, 6.9% Due 5/1/2019	360	286	384
Sprint Communications, 9.0% Due 11/15/2018	623	666	676
Sprint Corp, 7.875% Due 9/15/2023	1,778	1,895	2,045
Sprint Corp, 7.625% Due 2/15/2025	320	321	368
Verizon Communications, 5.15% Due 9/15/2023	1,590	1,673	1,766
Verizon Communications, 4.125% Due 3/16/2027	690	685	713
Verizon Communications, 5.012% Due 4/15/2049	15,800	15,398	15,957
<i>Total Communication Services</i>		37,248	38,312
<i>Consumer Discretionary</i>			
21st Century Fox America, 8.45% Due 8/1/2034	400	555	575
21st Century Fox America, 6.4% Due 12/15/2035	1,060	1,224	1,343
21st Century Fox America, 6.65% Due 11/15/2037	2,785	2,998	3,674
Aramark Services Inc, 5.0% Due 4/1/2025	830	863	877
Charter Communications Operating LLC/CAP, 4.908% Due 7/23/2025	2,750	2,742	2,971
Charter Communications Operating LLC/CAP, 6.484% Due 10/23/2045	2,975	3,102	3,571
Cox Communications Inc, 3.25% Due 12/15/2022	2,925	2,694	2,919
Cox Communications Inc, 2.95% Due 6/30/2023	3,475	3,186	3,389
Cox Communications Inc, 3.85% Due 2/1/2025	8,744	8,797	8,810
Dish DBS Corp, 7.875% Due 9/1/2019	760	813	838
Dish DBS Corp, 6.75% Due 6/1/2021	1,330	1,420	1,476
Dollar Tree Inc, 5.75% Due 3/1/2023	1,400	1,480	1,477
Ford Motor Credit Company LLC, 2.681% Due 1/9/2020	2,625	2,628	2,643
Ford Motor Credit Company LLC, 5.75% Due 2/1/2021	1,525	1,540	1,678
Ford Motor Credit Company LLC, 5.875% Due 8/2/2021	8,925	9,707	9,952
General Motors Co, 3.5% Due 10/2/2018	3,000	3,000	3,053
Hanesbrands Inc, 4.625% Due 5/15/2024	2,080	2,065	2,111
Hilton Worldwide Financial LLC, 4.625% Due 4/1/2025	1,000	1,026	1,031
Lennar Corporation, 4.75% Due 11/15/2022	700	729	744
Levi Strauss, 5.0% Due 5/1/2025	920	947	961
Macys Retail Holdings Inc, 6.65% Due 7/15/2024	4,415	4,259	4,810
Macys Retail Holdings Inc, 6.7% Due 7/15/2034	1,990	2,030	2,060
Macys Retail Holdings Inc, 6.375% Due 3/15/2037	5,075	4,910	5,172
McDonalds Corp, 4.7% Due 12/9/2035	480	479	530
NVR Inc, 3.95% Due 9/15/2022	100	100	105
Relx Capital Inc, 3.125% Due 10/15/2022	4,951	4,842	4,962
Time Warner Cable Inc, 8.75% Due 2/14/2019	2,890	3,064	3,179
Time Warner Cable Inc, 4.125% Due 2/15/2021	3,000	3,130	3,137
Time Warner Cable Inc, 4.0% Due 9/1/2021	3,665	3,651	3,831
Time Warner Cable Inc, 6.55% Due 5/1/2037	800	806	955
Time Warner Cable Inc, 7.3% Due 7/1/2038	580	671	741
Time Warner Cable Inc, 6.75% Due 6/15/2039	3,780	4,052	4,627
Time Warner Entertainment, 8.375% Due 7/15/2033	780	801	1,071
Time Warner Inc, 7.7% Due 5/1/2032	7,778	9,306	10,828
United Rentals North America, 5.75% Due 11/15/2024	880	869	922
United Rentals North America, 5.875% Due 9/15/2026	60	60	64
<i>Total Consumer Discretionary</i>		94,546	101,087
<i>Consumer Staples</i>			
Anheuser-Busch Inbev Finance, 3.65% Due 2/1/2026	2,140	2,212	2,205
Anheuser-Busch Inbev Finance, 4.9% Due 2/1/2046	810	808	914
CVS Health Corp, 4.0% Due 12/5/2023	1,010	1,007	1,067
CVS Health Corp, 6.943% Due 1/10/2030	1,584	1,584	1,881
Kraft Heinz Foods Co, 4.875% Due 2/15/2025	330	350	354
Kraft Heinz Foods Co, 5.2% Due 7/15/2045	930	929	1,006
Reynolds American Inc, 8.125% Due 6/23/2019	2,680	2,934	2,989
<i>Total Consumer Staples</i>		9,824	10,416
<i>Energy</i>			
Anadarko Petroleum Corp, 4.85% Due 3/15/2021	2,510	2,513	2,679
Anadarko Petroleum Corp, 5.55% Due 3/15/2026	700	698	782
Anadarko Petroleum Corp, 7.95% Due 6/15/2039	1,910	2,457	2,404
Antero Resources Corp, 5.0% Due 3/1/2025	1,130	1,119	1,096
Chesapeake Energy Corp, 6.625% Due 8/15/2020	1,345	1,409	1,348

See accompanying notes to financial statements.

Total Return Fixed Income Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value, Shares, Contracts, or Notional Value	Cost	Fair Value
Chesapeake Energy Corp, 8.0% Due 12/15/2022	50	53	53
Chesapeake Energy Corp, 5.75% Due 3/15/2023	100	60	90
Cnooc Finance 2015 US, 3.5% Due 5/5/2025	2,430	2,412	2,430
DCP Midstream Operating, 6.75% Due 9/15/2037	1,120	1,223	1,204
Devon Energy Corporation, 5.85% Due 12/15/2025	810	811	920
Devon Energy Corporation, 5.6% Due 7/15/2041	50	51	52
Devon Energy Corporation, 5.0% Due 6/15/2045	950	939	960
Exxon Mobil Corporation, 4.114% Due 3/1/2046	1,250	1,253	1,319
Halliburton Company, 3.8% Due 11/15/2025	1,320	1,319	1,353
Halliburton Company, 4.85% Due 11/15/2035	1,680	1,683	1,796
Kerr-McGee Corporation, 6.95% Due 7/1/2024	480	498	563
Kerr-McGee Corporation, 7.875% Due 9/15/2031	1,115	1,245	1,434
Kinder Morgan Energy Partners, 4.25% Due 9/1/2024	2,125	2,118	2,196
Kinder Morgan Energy Partners, 6.5% Due 9/1/2039	3,325	3,731	3,765
Kinder Morgan Energy Partners, 5.4% Due 9/1/2044	2,025	1,904	2,042
Kinder Morgan Inc, 7.8% Due 8/1/2031	469	349	591
Kinder Morgan Inc, 5.55% Due 6/1/2045	4,000	3,342	4,239
Occidental Petroleum Corp, 4.4% Due 4/15/2046	150	149	156
Occidental Petroleum Corp, 4.1% Due 2/15/2047	860	858	856
Rockies Express Pipeline, 6.875% Due 4/15/2040	2,110	2,273	2,300
Schlumberger Holdings Corp, 4.0% Due 12/21/2025	2,190	2,189	2,296
Southern Gas Corridor, 6.875% Due 3/24/2026	1,600	1,716	1,732
Transcontinental Gas Pipe Line, 7.85% Due 2/1/2026	2,190	2,241	2,818
WPX Energy Inc, 8.25% Due 8/1/2023	460	466	499
<i>Total Energy</i>		41,079	43,973
<i>Financial Services</i>			
ALLY Financial Inc, 8.0% Due 12/31/2018	940	994	1,014
ALLY Financial Inc, 8.0% Due 11/1/2031	1,280	1,508	1,568
BAC Capital Trust XI, 6.625% Due 5/23/2036	12,130	11,307	14,661
Bank of America Corp, 5.625% Due 7/1/2020	3,450	3,748	3,778
Bank of America Corp, 5.0% Due 5/13/2021	150	150	164
Bank of America Corp, 3.3% Due 1/11/2023	330	327	337
Bank of America Corp, 4.2% Due 8/26/2024	1,525	1,524	1,583
Bank of America Corp, 4.0% Due 1/22/2025	1,620	1,612	1,648
Bank of America Corp, 4.25% Due 10/22/2026	1,780	1,773	1,833
Barclays PLC, 4.836% Due 5/9/2028	1,050	1,050	1,073
Boston Properties LP, 3.85% Due 2/1/2023	1,300	1,342	1,368
Boston Properties LP, 3.8% Due 2/1/2024	6,125	6,242	6,354
Braskem America Finance, 7.125% Due 7/22/2041	2,300	2,421	2,446
Capital One Financial Corp, 3.5% Due 6/15/2023	2,375	2,342	2,423
Capital One Financial Corp, 3.75% Due 4/24/2024	3,200	3,162	3,270
Capital One Financial Corp, 4.2% Due 10/29/2025	2,240	2,344	2,259
CIT Group Inc, 5.5% Due 2/15/2019	770	792	808
Citigroup Inc, 5.5% Due 9/13/2025	1,890	1,950	2,102
Citigroup Inc, 4.45% Due 9/29/2027	1,670	1,663	1,737
Citigroup Inc, 4.65% Due 7/30/2045	231	231	251
Compass Bank, 3.875% Due 4/10/2025	570	558	568
Credit Agricole SA, 8.125% Perpetual	1,470	1,470	1,708
Credit Suisse GP Fund Ltd, 4.55% Due 4/17/2026	940	982	999
ERP Operating LP, 4.625% Due 12/15/2021	2,628	2,640	2,840
ERP Operating LP, 3.0% Due 4/15/2023	2,350	2,304	2,360
Goldman Sachs Capital II, 4.0% Perpetual	178	146	155
Goldman Sachs Group Inc, 4.25% Due 10/21/2025	280	279	289
Goldman Sachs Group Inc, 6.25% Due 2/1/2041	2,410	2,413	3,148
Grupo Financiero Banort SAB de, 0.0% Adj, Due 12/31/2049	220	220	227
Grupo Financiero Banort SAB de, 0.0% Adj, Due 12/31/2049	220	220	228
HSBC Finance Corp, 6.676% Due 1/15/2021	350	346	394
ILFC E-Capital Trust II, 4.59% Due 12/21/2065	1,820	1,642	1,738
International Finance Corp, 10.25% Due 12/5/2018 (Azerbaijan Manat)	1,108	650	652
International Finance Corp, 6.45% Due 10/30/2018 (Indian Rupee)	40,000	633	620
JP Morgan Chase & Co, 3.875% Due 9/10/2024	4,670	4,689	4,818
JP Morgan Chase & Co, 3.625% Due 12/1/2027	1,760	1,757	1,742
Kazmunaygas Finance Sub, 4.75% Due 4/19/2027	3,740	3,704	3,665
Lehman Bros CAP TR VII, 6.5% Adj, Due 7/19/2017 (a)	110	-	-

See accompanying notes to financial statements.

Total Return Fixed Income Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value, Shares, Contracts, or Notional Value	Cost	Fair Value
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	1,700	1,577	1,963
Navient Corp, 4.625% Due 9/25/2017	2,050	2,054	2,055
Navient Corp, 8.45% Due 6/15/2018	4,475	4,672	4,712
Navient Corp, 5.5% Due 1/15/2019	160	162	167
Navient Corp, 8.0% Due 3/25/2020	780	831	872
Oilflow SPV 1 DAC, 12.0% Due 1/13/2022	2,600	2,600	2,741
Park Aerospace Holding, 5.5% Due 2/15/2024	1,200	1,265	1,253
Provident Companies Inc, 7.25% Due 3/15/2028	2,225	2,688	2,829
Rio Oil Finance Trust, 9.25% Adj, Due 7/6/2024	7,900	7,778	8,018
Rio Oil Finance Trust, 9.25% Due 7/6/2024	2,727	2,521	2,768
Rio Oil Finance Trust, 9.75% Adj, Due 1/6/2027	6,979	6,979	7,118
Santander Holdings USA, 3.45% Due 8/27/2018	1,400	1,399	1,420
State Street Corp, 4.956% Due 3/15/2018	1,840	1,843	1,881
State Street Corp, 3.1% Due 5/15/2023	810	809	824
Teachers Insurance & Annuity, 6.85% Due 12/16/2039	104	104	142
Wachovia Capital Trust III, 5.57% Due 12/29/2049	2,050	2,046	2,061
Wells Fargo & Company, 4.48% Due 1/16/2024	190	173	204
Wells Fargo & Company, 4.1% Due 6/3/2026	1,060	1,059	1,098
Wells Fargo & Company, 4.3% Due 7/22/2027	7,965	7,969	8,343
Wells Fargo & Company, 5.375% Due 11/2/2043	810	808	937
Wells Fargo Bank NA, 2.15% Due 12/6/2019	5,900	5,893	5,927
Wells Fargo Bank NA, 1.873% Due 12/6/2019	3,000	3,000	3,035
Wells Fargo Capital X, 5.95% Due 12/15/2036	430	411	485
<i>Total Financial Services</i>		129,776	137,681
<i>Health Care</i>			
Abbott Laboratories, 4.75% Due 11/30/2036	840	835	914
Aetna Inc, 2.8% Due 6/15/2023	150	150	150
Becton Dickinson & Company, 3.7% Due 6/6/2027	3,380	3,380	3,391
Bioscrip Inc, 8.875% Due 2/15/2021	1,130	1,033	1,023
Cardinal Health Inc, 3.41% Due 6/15/2027	950	951	952
Celgene Corporation, 5.0% Due 8/15/2045	450	449	507
CIGNA Corporation, 7.65% Due 3/1/2023	1,925	1,998	2,372
CIGNA Corporation, 7.875% Due 5/15/2027	1,545	1,655	2,073
CIGNA Corporation, 6.15% Due 11/15/2036	3,488	3,610	4,420
Dignity Health, 5.267% Due 11/1/2064	720	756	737
DJO Finance Corp, 10.75% Due 4/15/2020	2,000	2,026	1,695
Humana Inc, 3.15% Due 12/1/2022	250	249	254
Humana Inc, 8.15% Due 6/15/2038	730	734	1,061
Humana Inc, 4.625% Due 12/1/2042	220	223	235
Tenet Healthcare Corporation, 5.0% Adj, Due 3/1/2019	970	970	1,019
UnitedHealth Group Inc, 4.625% Due 7/15/2035	610	610	685
Valeant Pharmaceuticals, 6.375% Due 10/15/2030	200	182	194
Valeant Pharmaceuticals, 5.5% Due 3/1/2023	310	274	263
Valeant Pharmaceuticals, 5.875% Due 5/15/2023	590	520	506
Zoetis Inc, 4.5% Due 11/13/2025	5,300	5,320	5,786
<i>Total Health Care</i>		25,925	28,237
<i>Technology</i>			
Diamond 1 Fin/Diamond 2, 3.48% Due 6/1/2019	3,600	3,600	3,684
Diamond 1 Fin/Diamond 2, 4.42% Due 6/15/2021	9,530	9,551	10,047
Diamond 1 Fin/Diamond 2, 5.45% Due 6/15/2023	3,125	3,124	3,391
Intel Corporation, 3.7% Due 7/29/2025	70	70	73
Microsoft Corporation, 2.4% Due 8/8/2026	1,440	1,438	1,386
Microsoft Corporation, 3.3% Due 2/6/2027	1,910	1,903	1,967
Xerox Corporation, 6.35% Due 5/15/2018	7,452	7,603	7,729
<i>Total Technology</i>		27,289	28,277
<i>Utilities</i>			
AES Corporation, 7.375% Due 7/1/2021	3,900	4,279	4,465
Dominion Energy Inc, 2.579% Due 7/1/2020	2,635	2,638	2,649
Dominion Energy Inc, 5.75% Due 10/1/2054	5,050	5,050	5,403
FirstEnergy Corp, 3.9% Due 7/15/2027	1,460	1,461	1,465

See accompanying notes to financial statements.

Total Return Fixed Income Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value, Shares, Contracts, or Notional Value	Cost	Fair Value
FirstEnergy Corp, 7.375% Due 11/15/2031	1,010	1,230	1,329
Mirant Mid Atlantic Trust, Zero Coupon, Due 7/31/2017	2,366	2,357	2,295
Pacific Gas & Electric, 6.05% Due 3/1/2034	1,300	1,412	1,677
<i>Total Utilities</i>		18,427	19,283
Total U.S. Corporate Bonds - 19.8%		433,196	460,676
<u>U.S. Corporate Asset Backed Issues</u>			
American Express Credit Account, 1.64% Due 12/15/2021	10,452	10,450	10,444
Babson CLO Ltd, 8.608% Due 7/18/2029	1,400	1,278	1,277
Catskill Park CLO, Ltd, 7.156% Due 4/20/2029	2,500	2,432	2,425
Dryden Senior Loan Fund, 5.958% Due 10/15/2026	750	732	739
Ford Credit Auto Owner Trust, 2.12% Due 1/15/2020	4,759	4,760	4,778
Jamestown CLO Ltd, 7.908% Due 1/15/2028	1,250	1,109	1,254
MidOcean Credit CLO, 4.874% Due 7/15/2029	1,250	1,225	1,245
Ocean Trails CLO, 8.908% Due 7/15/2028	1,000	1,006	1,015
SLM Student Loan Trust, 1.216% Due 7/25/2022	3,840	3,690	3,718
SMB Private Education Loan Trust, 4.5% Due 11/15/2025	4,820	4,046	4,205
VOYA CLO Ltd, 7.325% Due 6/7/2030	1,000	970	978
Total Corporate Asset Backed Issues - 1.4%		31,698	32,078
<u>Corporate ABS Residual</u>			
SMB Private Education Loan Trust, Due 9/18/2046 - 0.2%	3,902	5,346	5,034
<u>Corporate CMO</u>			
Banc of America Funding Corp, 1.356% Adj, Due 7/27/2018	4,358	4,283	4,264
BBCCRE Trust, 4.715% Adj, Due 8/10/2025	5,940	5,010	5,042
Carlyle Global Market Strategies, 4.856% Due 7/20/2031	2,750	2,726	2,760
Credit Suisse Mortgage Trust, 7.684% Due 12/22/2018	7,470	7,470	7,478
Credit Suisse Mortgage Trust, 8.446% Due 7/15/2032	8,100	8,060	8,060
JP Morgan Chase Commercial Mortgage, 5.337% Due 5/15/2047	3,690	3,690	3,658
Lone Star Portfolio Trust, 8.376% Due 9/15/2020	3,767	3,767	3,795
Lone Star Portfolio Trust, 8.059% Due 9/15/2020	4,351	4,351	4,450
Morgan Stanley Resecuritization, 1.476% Due 7/26/2045	4,644	4,390	4,458
Residential Asset Securitization, 4.75% Due 2/25/2019	183	182	176
Waterfall Commercial Mortgage Trust, 4.104% Adj, Due 9/19/2022	1,943	1,943	1,945
Wells Fargo Mortgage Backed, 2.999% Adj, Due 12/25/2034	671	554	680
Total Corporate CMO - 2.0%		46,426	46,766
<u>Corporate Preferred Security</u>			
Citigroup Capital XIII - 0.4%	401,700	10,731	10,436
<u>Foreign Government Bonds</u>			
<i>Angola</i>			
Republic of Angola, 9.5% Due 11/12/2025	650	646	684
<i>Argentina</i>			
Argentina Politica Monet, Zero Coupon, Due 6/21/2020 (Argentine Peso)	43,010	2,743	2,688
Province of Neuquen, 8.625% Due 5/12/2028	2,450	2,464	2,750
Province of Salta, 9.5% Due 3/16/2022	1,845	1,828	1,946
Province of Tierra Del Fuego, 8.95% Due 4/17/2027	750	740	792
Provincial De Buenos Aire, 9.125% Due 3/16/2024	1,530	1,513	1,717
Provincial De Buenos Aire, 7.875% Due 6/15/2027	1,230	1,269	1,273
Provincial De Buenos Aire, 6.5% Due 2/15/2023	1,800	1,793	1,838
Republic of Argentina, 22.75% Due 3/5/2018 (Argentine Peso)	28,620	2,102	1,861
Republic of Argentina, 18.2% Due 10/3/2021 (Argentine Peso)	86,040	6,653	5,725
Republic of Argentina, 5.625% Due 1/26/2022	2,620	2,620	2,683
Republic of Argentina, 7.5% Due 4/22/2026	470	470	506
Republic of Argentina, 6.875% Due 1/26/2027	1,025	1,029	1,062
Republic of Argentina, 7.125% Due 7/6/2036	270	280	268
Republic of Argentina, 7.625% Due 4/22/2046	310	297	317
<i>Total Argentina</i>		25,801	25,426

See accompanying notes to financial statements.

Total Return Fixed Income Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value, Shares, Contracts, or Notional Value	Cost	Fair Value
<i>Armenia</i>			
Republic of Armenia, 7.15% Due 3/26/2025	700	694	765
<i>Belarus</i>			
Republic of Belarus, 6.875% Due 2/28/2023	1,600	1,582	1,634
<i>Brazil</i>			
Nota Do Tesouro Nacional, 10.0% Due 1/1/2021 (Brazil Real)	18,430	5,552	5,570
Nota Do Tesouro Nacional, 10.0% Due 1/1/2023 (Brazil Real)	48,885	14,280	14,594
Nota Do Tesouro Nacional, 10.0% Due 1/1/2025 (Brazil Real)	5,500	1,004	1,622
<i>Total Brazil</i>		20,836	21,786
<i>Cameroon</i>			
Republic of Cameroon, 9.5% Due 11/19/2025	2,600	2,564	3,068
<i>Canada</i>			
Canada T-Bill, Zero Coupon, Due 5/3/2018 (Canadian Dollar)	10,000	7,258	7,653
<i>Cayman Islands</i>			
Dominican Republic, 8.5% Due 1/2/2020	517	533	549
<i>Chad</i>			
Republic of Chad, 8.25% Adj, Due 12/30/2022	5,234	5,042	5,085
<i>Colombia</i>			
Bogota Distrito Capital, 9.75% Due 7/26/2028 (Colombian Peso)	4,700,000	1,904	1,650
<i>Ecuador</i>			
Republic of Ecuador, 10.5% Due 3/24/2020	950	954	998
Republic of Ecuador, 10.75% Due 3/28/2022	1,420	1,432	1,516
Republic of Ecuador, 7.95% Due 6/20/2024	870	799	813
Republic of Ecuador, 9.65% Due 12/13/2026	690	713	689
Republic of Ecuador, 9.625% Due 6/2/2027	1,300	1,300	1,300
<i>Total Ecuador</i>		5,198	5,316
<i>Egypt</i>			
Arab Republic of Egypt, 7.5% Due 1/31/2027	600	600	637
<i>El Salvador</i>			
Republic of El Salvador, 7.65% Due 6/15/2035	4,000	4,059	3,738
<i>Ethiopia</i>			
Federal Republic of Ethiopia, 6.625% Due 12/11/2024	350	319	347
<i>Gabon</i>			
Gabonese Republic, 6.95% Due 6/16/2025	2,100	2,034	2,091
<i>Georgia</i>			
Georgian Oil & Gas Corp, 6.75% Due 4/26/2021	2,100	2,083	2,195
Republic of Georgia, 11.0% Due 6/1/2020 (Georgian Lari)	4,000	1,661	1,678
Republic of Georgia, 6.875% Due 4/12/2021	800	838	890
<i>Total Georgia</i>		4,582	4,763
<i>Germany</i>			
Bosnia & Herzegovina, 0.563% Adj, Due 12/11/2017 (Deutsche Mark)	119	63	68
Bosnia & Herzegovina, 0.5% Adj, Due 12/11/2021 (Deutsche Mark)	3,525	2,133	1,864
<i>Total Germany</i>		2,196	1,932
<i>Ghana</i>			
Ghana Government Bond, 23.0% Due 8/21/2017 (Ghana Cedi)	7,500	1,917	1,715
Ghana Government Bond, 24.75% Due 7/19/2021 (Ghana Cedi)	4,040	1,061	1,076
Republic of Ghana, 10.75% Due 10/14/2030	2,600	2,917	3,219
<i>Total Ghana</i>		5,895	6,010

See accompanying notes to financial statements.

Total Return Fixed Income Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value, Shares, Contracts, or Notional Value	Cost	Fair Value
<i>Grenada</i>			
Government of Grenada, 7.0% Adj, Due 5/12/2030	3,474	2,178	2,085
<i>Guatemala</i>			
Republic of Guatemala, 4.375% Due 6/5/2027	1,700	1,683	1,687
<i>Indonesia</i>			
Republic of Indonesia, 4.625% Due 4/15/2043	1,080	1,139	1,090
Republic of Indonesia, 5.125% Due 1/15/2045	1,040	1,182	1,113
<i>Total Indonesia</i>		2,321	2,203
<i>Iraq</i>			
Republic of Iraq, 5.8% Due 1/15/2028	1,900	1,657	1,686
<i>Jamaica</i>			
Government of Jamaica, 7.875% Due 7/28/2045	1,700	1,670	2,002
<i>Japan</i>			
Japan Govt CPI Linked, 0.1% Due 9/10/2023 (Japanese Yen)	681,120	5,967	6,276
Japan Govt CPI Linked, 0.1% Due 3/10/2024 (Japanese Yen)	1,446,660	14,432	13,343
Japan Govt CPI Linked, 0.1% Due 9/10/2024 (Japanese Yen)	1,327,340	12,518	12,301
Japan Govt CPI Linked, 0.1% Due 3/10/2025 (Japanese Yen)	1,200,000	10,337	11,132
<i>Total Japan</i>		43,254	43,052
<i>Jordan</i>			
Kingdom of Jordan, 6.125% Due 1/29/2026	700	712	716
<i>Kazakhstan</i>			
Republic of Kazakhstan, 6.95% Due 7/10/2042	2,000	1,733	2,124
Republic of Kazakhstan, 4.875% Due 10/14/2044	1,125	950	1,110
<i>Total Kazakhstan</i>		2,683	3,234
<i>Kenya</i>			
Kenya Infrastructure Bond, 11.0% Due 9/15/2025 (Kenyan Shilling)	252,050	2,746	2,300
Kenya Infrastructure Bond, 12.5% Due 5/12/2025 (Kenyan Shilling)	4,000	39	38
Republic of Kenya, 6.875% Due 6/24/2024	1,000	894	1,022
<i>Total Kenya</i>		3,679	3,360
<i>Kuwait</i>			
Kuwait International Bond, 3.5% Due 3/20/2027	1,360	1,347	1,389
<i>Mexico</i>			
Mex Bonos Desarr Fix Rt, 5.0% Due 12/11/2019 (Mexican Peso)	91,500	4,444	4,872
Mex Bonos Desarr Fix Rt, 6.5% Due 6/9/2022 (Mexican Peso)	387,710	29,461	21,295
Mex Bonos Desarr Fix Rt, 10.0% Due 12/5/2024 (Mexican Peso)	28,580	2,573	1,881
Mex Bonos Desarr Fix Rt, 7.75% Due 11/13/2042 (Mexican Peso)	166,404	10,668	9,721
Mexican Udibonos, 4.5% Due 12/4/2025 (Mexican Peso)	12,596	727	766
United Mexican States, 6.75% Due 9/27/2034	1,400	1,660	1,785
United Mexican States, 4.75% Due 3/8/2044	750	785	751
<i>Total Mexico</i>		50,318	41,071
<i>Mozambique</i>			
Republic of Mozambique, Zero Coupon, Due 1/18/2023	2,768	2,676	2,035
<i>Nigeria</i>			
Central Bank of Nigeria, 0.0% Adj, Due 11/15/2020	2,650	3,404	2,040
<i>Paraguay</i>			
Republic of Paraguay, 4.625% Due 1/25/2023	1,700	1,643	1,771
<i>Peru</i>			
Republic of Peru, 6.35% Due 8/12/2028 (Peruvian Nuevo Sol)	4,400	1,350	1,440
<i>Russia</i>			
Russia Government Bond-OFZ, 7.5% Due 3/15/2018 (Russian Ruble)	216,050	3,106	3,637

See accompanying notes to financial statements.

Total Return Fixed Income Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value, Shares, Contracts, or Notional Value	Cost	Fair Value
<i>Seychelles</i>			
Republic of Seychelles, 7.0% Adj, Due 1/1/2026	1,509	1,480	1,547
<i>South Africa</i>			
Banque Quest Africanine D, 5.5% Due 5/6/2021	950	942	1,007
Development Bank of S. Africa, 7.683% Adj, Due 12/20/2023	2,519	2,519	2,269
Development Bank of S. Africa, 7.683% Adj, Due 12/20/2023	2,519	2,519	2,269
<i>Total South Africa</i>		5,980	5,545
<i>Suriname</i>			
Republic of Suriname, 9.25% Due 10/26/2026	800	800	820
<i>Tunisia</i>			
Banque Cent de Tunisie, 4.2% Due 3/17/2031 (Japanese Yen)	430,000	3,082	2,956
<i>Turkey</i>			
Turkey Government Bond, 8.7% Due 7/11/2018 (Turkish Lira)	16,000	4,248	4,445
<i>Uganda</i>			
Uganda Government, 20.0% Due 11/30/2017 (Ugandan Shilling)	3,850,000	1,157	1,111
Uganda Government, 14.625% Due 11/1/2018 (Ugandan Shilling)	787,900	223	221
Uganda Government, 13.75% Due 6/13/2019 (Ugandan Shilling)	2,070,000	576	575
<i>Total Uganda</i>		1,956	1,907
<i>Ukraine</i>			
City of Kyiv, Zero Coupon, Due 9/1/2019	3,000	2,991	1,860
Oschadbank Via SSB#1 PLC, 9.625% Adj, Due 3/20/2025	1,800	1,701	1,840
Ukraine Government, Zero Coupon, Due 5/31/2040	2,500	782	971
<i>Total Ukraine</i>		5,474	4,671
<i>United Kingdom</i>			
UK TSY 1% 2017, 1.0% Due 9/7/2017 (British Pound)	3,690	4,865	4,800
<i>Uruguay</i>			
Republica Orient Uruguay, 9.875% Due 6/20/2022 (Uruguayan Peso)	51,070	1,787	1,842
Republica Orient Uruguay, 3.7% Due 6/26/2037 (Uruguayan Peso)	153,160	6,218	5,925
<i>Total Uruguay</i>		8,005	7,767
<i>Venezuela</i>			
Republic of Venezuela, 0.0% Adj, Due 4/15/2020	24,137	4,017	1,192
Republic of Venezuela, 7.65% Due 4/21/2025	6,200	4,576	2,620
<i>Total Venezuela</i>		8,593	3,812
Total Foreign Government Bonds - 10.5%		259,907	244,812
Foreign Corporate Bonds			
<i>Armenia</i>			
Ardshininvestbank CJSC, 12.0% Due 7/29/2020	1,700	1,699	1,700
<i>Australia</i>			
BHP Billiton Financial USA LTD, 6.75% Adj, Due 10/19/2075	6,685	6,738	7,638
<i>Austria</i>			
ESAL GMBH, 6.25% Due 2/5/2023	2,600	2,340	2,268
<i>Azerbaijan</i>			
International Bank of AZ, Zero Coupon, Due 6/11/2019	2,700	2,525	2,215
<i>Bermuda</i>			
NCL Corp Ltd, 4.75% Due 12/15/2021	940	940	976
<i>Brazil</i>			
OI SA, Zero Coupon, Due 7/31/2017 (Brazil Real)	8,400	2,083	710

See accompanying notes to financial statements.

Total Return Fixed Income Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value, Shares, Contracts, or Notional Value	Cost	Fair Value
<i>Canada</i>			
Anadarko Finance Co, 7.5% Due 5/1/2031	556	603	695
Barrick Gold Corporation, 4.1% Due 5/1/2023	433	432	468
Glencore Finance Canada, 2.7% Due 10/25/2017	1,340	1,340	1,342
St Marys Cement Inc, 5.75% Due 1/28/2027	1,400	1,375	1,377
TransCanada Trust, 5.625% Due 5/20/2075	5,450	5,445	5,757
TransCanada Trust, 5.875% Due 8/15/2076	1,300	1,300	1,411
TransCanada Trust, 5.3% Due 3/15/2077	3,075	3,068	3,161
<i>Total Canada</i>		13,563	14,211
<i>Cayman Islands</i>			
Iirsa Norte Finance Ltd, 8.75% Due 5/30/2024	1,377	1,554	1,577
Peru Enhanced Pass-Thru, Zero Coupon, Due 6/2/2025	4,600	3,769	3,839
Petrobras Global Finance, 5.375% Due 1/27/2021	2,450	2,544	2,491
Vale Overseas Ltd, 6.875% Due 11/21/2036	4,232	4,012	4,539
<i>Total Cayman Islands</i>		11,879	12,446
<i>Colombia</i>			
Ecopetrol SA, 5.875% Due 5/28/2045	2,260	2,107	2,075
Empresa De Telecomunic, 7.0% Due 1/17/2023 (Colombian Peso)	8,600,000	3,326	2,208
Fideicomiso Pa Costera, 6.75% Due 1/15/2034	600	588	630
Fideicomiso Pa Costera, 6.25% Due 1/15/2034 (Colombian Peso)	3,340,169	1,067	1,145
<i>Total Colombia</i>		7,088	6,058
<i>Cyprus</i>			
01 Properties Finance, 8.25% Due 9/27/2021	1,600	1,582	1,602
<i>Ethiopia</i>			
Ethiopian Railways Corporation, 5.1% Adj, Due 8/2/2021	2,400	2,395	2,277
<i>France</i>			
BNP Paribas, 4.25% Due 10/15/2024	8,400	8,395	8,761
BNP Paribas, 4.375% Due 9/28/2025	2,675	2,653	2,773
BNP Paribas, 4.375% Due 5/12/2026	1,925	1,919	1,994
BNP Paribas, 7.375% Adj, Perpetual	730	730	812
BPCE SA, 12.5% Perpetual	3,317	4,329	4,049
Credit Agricole SA, 8.375% Due 12/13/2049	1,840	1,840	2,052
Period Ricard SA, 4.45% Due 1/15/2022	580	586	622
<i>Total France</i>		20,452	21,063
<i>Georgia</i>			
BGEO Group JSC, 6.0% Due 7/26/2023	1,000	994	1,015
<i>Guernsey</i>			
Credit Suisse GP Fund Ltd, 4.875% Due 5/15/2045	1,900	1,895	2,091
<i>India</i>			
Bharti Airtel Ltd, 4.375% Due 6/10/2025	1,410	1,401	1,410
<i>Iraq</i>			
Deutsche Bank AG, 2.571% Due 1/1/2028 (Japanese Yen)	585,326	3,269	3,476
<i>Ireland</i>			
Aercap Ireland Cap Ltd/A, 4.625% Due 7/1/2022	590	598	632
Saderea, 12.5% Due 11/30/2026	698	710	741
<i>Total Ireland</i>		1,308	1,373
<i>Italy</i>			
Intesa Sanpaolo SpA, 5.017% Due 6/26/2024	2,120	2,137	2,150
Telecom Italia SpA, 5.303% Due 5/30/2024	5,900	6,141	6,328
<i>Total Italy</i>		8,278	8,478
<i>Kenya</i>			
Lima Metro Line 2 FIN LT, 5.875% Due 7/5/2034	1,600	1,702	1,704

See accompanying notes to financial statements.

Total Return Fixed Income Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value, Shares, Contracts, or Notional Value	Cost	Fair Value
Technoglass Inc, 8.2% Due 1/31/2022	1,800	1,780	1,892
<i>Total Kenya</i>		3,482	3,596
<i>Luxembourg</i>			
Actavis Funding SCS, 3.45% Due 3/15/2022	1,650	1,633	1,701
Actavis Funding SCS, 4.55% Due 3/15/2035	80	80	85
ArcelorMittal, 8.0% Due 10/15/2039	800	903	897
ArcelorMittal, 7.5% Due 3/1/2041	1,150	1,302	1,268
Mallinckrodt International Finance, 3.5% Due 4/15/2018	700	702	700
Millicom International Cellular, 6.625% Due 10/15/2021	1,179	1,180	1,226
Telecom Italia Capital, 7.175% Due 6/18/2019	9,550	9,893	10,421
Telecom Italia Capital, 7.721% Due 6/4/2038	3,425	3,457	4,144
Ultrapar International SA, 5.25% Due 10/6/2026	4,620	4,563	4,613
<i>Total Luxembourg</i>		23,713	25,055
<i>Mauritius</i>			
MTN Mauritius Investments, 4.755% Due 11/11/2024	600	600	578
<i>Mexico</i>			
Alfa SA, 5.25% Due 3/25/2024	300	300	322
Cemex SAB DE CV, 6.125% Due 5/5/2025	8,400	8,613	9,051
Mexico City Airport Trust, 4.25% Due 10/31/2026	300	297	308
Petroleos Mexicanos, 4.875% Due 1/18/2024	3,525	3,592	3,570
Petroleos Mexicanos, 4.25% Due 1/15/2025	2,175	2,187	2,115
Petroleos Mexicanos, 6.875% Due 8/4/2026	2,230	2,257	2,471
Petroleos Mexicanos, 6.5% Due 3/13/2027	1,300	1,398	1,397
Petroleos Mexicanos, 6.625% Due 6/15/2035	1,750	2,018	1,809
Petroleos Mexicanos, 6.375% Due 1/23/2045	8,325	7,625	8,117
Petroleos Mexicanos, 5.625% Due 1/23/2046	3,650	3,625	3,236
Red Carreteras Occide, 9.0% Due 6/10/2028 (Mexican Peso)	23,500	1,682	1,248
<i>Total Mexico</i>		33,594	33,644
<i>Netherlands</i>			
Enel Finance International NV, 6.8% Due 9/15/2037	2,475	2,833	3,171
Enel Finance International NV, 6.0% Due 10/7/2039	4,252	4,063	5,057
Myriad International Holdings BV, 4.85% Due 7/6/2027	3,260	3,260	3,260
Petrobras Global Finance, 4.375% Due 5/20/2023	8,015	7,955	7,558
Petrobras Global Finance, 6.85% Due 6/5/2115	1,960	1,480	1,736
Rabobank Nederland, 4.625% Due 12/1/2023	1,720	1,716	1,854
Rabobank Nederland, 11.0% Perpetual	544	593	632
Shell International Finance, 4.375% Due 5/11/2045	1,690	1,687	1,769
<i>Total Netherlands</i>		23,587	25,037
<i>New Zealand</i>			
Myriad International Holdings BV, 6.0% Due 7/18/2020	5,200	5,264	5,616
Myriad International Holdings BV, 5.5% Due 7/21/2025	5,475	5,473	5,856
<i>Total New Zealand</i>		10,737	11,472
<i>Nigeria</i>			
FBN Finance Co BV, 8.0% Due 7/23/2021	2,000	1,755	1,808
Fidelity Bank PLC, 6.875% Due 5/9/2018	2,900	2,848	2,784
<i>Total Nigeria</i>		4,603	4,592
<i>Russia</i>			
Russian Railways via RZD Capital, 5.7% Due 4/5/2022	1,900	1,594	2,036
<i>Singapore</i>			
Golden Legacy PTE Ltd, 8.25% Due 6/7/2021	1,800	1,800	1,920
<i>South Africa</i>			
K2016470219 SOUTH AFRICA 144A, 3.0% Due 12/31/2022	1,266	210	51
K2016470260 SOUTH AFRICA 144A, 25.0% Due 12/31/2022	199	199	209
Republic of South Africa, 7.0% Due 2/28/2031 (South African Rand)	94,000	5,816	5,868
<i>Total South Africa</i>		6,225	6,128

See accompanying notes to financial statements.

Total Return Fixed Income Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value, Shares, Contracts, or Notional Value	Cost	Fair Value
<i>Spain</i>			
Telefonica Emisiones SAU, 5.134% Due 4/27/2020	670	633	723
<i>Sri Lanka</i>			
National Savings Bank, 8.875% Due 9/18/2018	1,500	1,525	1,582
<i>Trinidad and Tobago</i>			
Petro Co Trin/Tobago Ltd, 6.0% Due 5/8/2022	1,458	1,425	1,412
<i>Turkey</i>			
Yasar Holdings, 8.875% Due 5/6/2020	1,650	1,664	1,694
<i>United Kingdom</i>			
Barclays Bank PLC, 10.18% Due 6/12/2021	1,060	1,295	1,328
Barclays PLC, 4.375% Due 9/11/2024	4,075	4,069	4,124
BP Capital Markets PLC, 3.216% Due 11/28/2023	900	900	914
British Telecom PLC, 9.125% Adj, Due 12/15/2030	1,970	2,953	2,995
HSBC Holdings PLC, 5.1% Due 4/5/2021	1,125	1,124	1,223
HSBC Holdings PLC, 4.25% Due 8/18/2025	1,090	1,082	1,120
HSBC Holdings PLC, 4.3% Due 3/8/2026	2,915	2,913	3,090
HSBC Holdings PLC, 6.5% Due 5/2/2036	10,575	11,159	13,542
HSBC Holdings PLC, 6.0% Perpetual	500	500	517
Imperial Tobacco Finance, 4.25% Due 7/21/2025	9,975	10,099	10,529
Lloyds Banking Group PLC, 4.5% Due 11/4/2024	6,760	6,766	7,040
Lloyds Banking Group PLC, 4.65% Due 3/24/2026	1,950	1,954	2,032
Petra Diamonds US Treasury PLC, 7.25% Due 5/1/2022	600	600	614
Royal Bank of Scotland Group PLC, 6.125% Due 12/15/2022	10,430	10,318	11,419
Royal Bank of Scotland Group PLC, 6.1% Due 6/10/2023	1,060	1,054	1,168
Royal Bank of Scotland Group PLC, 6.0% Due 12/19/2023	4,130	4,228	4,549
Royal Bank of Scotland Group PLC, 5.125% Due 5/28/2024	3,450	3,427	3,624
Santander UK Group Holdings, 4.75% Due 9/15/2025	1,100	1,097	1,139
Standard Chartered PLC, 5.7% Due 3/26/2044	1,160	1,159	1,318
UBM PLC, 5.75% Due 11/3/2020	2,410	2,394	2,537
<i>Total United Kingdom</i>		69,091	74,822
Total Foreign Corporate Bonds - 12.3%		274,702	285,298
<u>Foreign Asset Backed Issues</u>			
<i>Cayman Islands</i>			
ALM Loan Funding, 3.758% Due 1/15/2025	1,250	1,215	1,250
American Money Management, 6.968% Due 4/17/2029	2,050	1,968	1,925
Arrowpoint CLO Ltd, 3.978% Due 3/12/2026	900	865	901
Carlyle Global Market Strategy, 3.958% Due 10/15/2025	500	490	501
Community Funding CLO Ltd, 5.75% Adj, Due 11/1/2027	2,770	2,770	2,778
Cumberland Park CLO Ltd, 6.156% Due 7/20/2026	1,000	920	966
Dryden Senior Loan Fund, 7.132% Due 8/15/2028	2,600	2,518	2,588
Madison Park Funding Ltd, 3.903% Due 10/23/2025	510	499	510
Madison Park Funding Ltd, 6.61% Due 1/27/2026	1,000	996	999
Magnetite CLO Ltd, 4.558% Due 7/18/2028	1,000	952	987
Neuberger Berman CLO Ltd, 6.408% Due 7/15/2027	2,000	1,887	1,931
Oaktree CLO Ltd, 6.756% Due 10/20/2027	850	769	840
Thayer Park CLO Ltd, 4.856% Due 4/20/2029	1,250	1,250	1,260
<i>Total Cayman Islands</i>		17,099	17,436
Total Foreign Asset Backed Issues - 0.8%		17,099	17,436
<u>Investments in Other Funds</u>			
Western Asset Emerging Markets Corporate Credit Portfolio, LLC	2,714,602	30,424	48,339
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			

See accompanying notes to financial statements.

Total Return Fixed Income Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value, Shares, Contracts, or Notional Value	Cost	Fair Value
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	330,127	4,375	5,870
Western Asset Floating Rate High Income Fund, LLC 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	2,998,174	50,545	61,376
Western Asset Mortgage Backed Securities Portfolio, LLC Investment Objective - To maximize total return by investing in debt securities issued or guaranteed by the U.S. government. Redemption Provisions - Daily	1,628,846	26,060	31,287
Western Asset Opportunistic Asian Securities Portfolio, LLC Investment Objective - To maximize total return by investing in debt and fixed income securities of Asian issuers. Redemption Provisions - Daily	2,304,890	25,185	33,202
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	2,933,946	28,417	54,560
Western Asset Opportunistic US Dollar High Yield Securities Portfolio, LLC 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	5,778	126	189
Western Asset Structured Product Opportunities, LLC Investment Objective - To maximize total return by investing in structured debt including, but not limited to, mortgage-backed securities, asset-backed securities, and other collateralized debt. Redemption Provisions - Daily	7,662,175	76,622	84,238
Total Investments in Other Funds - 13.8%		241,754	319,061
<u>Money Market Mutual Fund</u>			
Dreyfus Treasury Prime Cash Management Institutional Fund - 2.8%	63,964,730	63,965	63,965
<u>Liquidating Trust</u>			
Residential Capital LLC - 0.0%	471	-	-
<u>Common Stock</u>			
<i>South Africa</i>			
Edcon Ltd - 0.0%	18,639,078	14	14
<u>Options Contracts Purchased</u>			
<i>Call, strike price, expiration</i>			
Euro 3Yr Midcurve Option, 98.25, 7/14/2017	631	26	4
Euro Bund Future Option, 177, 8/25/2067	1,392	-	-
Euro Bund Future Option, 174, 8/25/2067	115	-	-
US Treasury 10Yr Option, 127.5, 7/21/2017	640	142	30
US Treasury 10Yr Option, 128, 7/21/2017	426	148	13
US Treasury 10Yr Option, 129, 7/21/2017	570	36	9
US Treasury 10Yr Option, 134, 8/25/2017	1,200	23	-
US Treasury 5Yr Option, 125, 8/25/2017	250	3	2
US Treasury 5Yr Option, 125.5, 8/25/2017	1,000	11	8
US Treasury Long Bond Option, 159, 7/21/2017	1,067	467	100
<i>Total Calls</i>		856	166

See accompanying notes to financial statements.

Total Return Fixed Income Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value, Shares, Contracts, or Notional Value	Cost	Fair Value
<i>Put, strike price, expiration</i>			
Euro Dollar Option, 98, 3/19/2018	2,084	111	26
US Treasury 10Yr Note Option, 117, 8/25/2017	754	14	12
US Treasury 10Yr Note Option, 128, 8/25/2017	428	42	80
US Treasury 10Yr Option, 125, 7/21/2017	640	152	200
US Treasury 10Yr Option, 125.5, 7/21/2017	1,067	194	534
US Treasury 10Yr Option, 126, 7/21/2017	320	76	245
US Treasury Long Bond Option, 128, 8/25/2017	500	9	16
US Treasury Long Bond Option, 131, 8/25/2017	1,005	19	31
US Treasury Long Bond Option, 154, 8/25/2017	379	297	788
<i>Total Puts</i>		914	1,932
Total Option Contracts Purchased - 0.1%		1,770	2,098
Investments made with Cash Collateral for Securities Loaned			
<i>Repurchase Agreements</i>			
BNP Paribas, 1.11% Due 7/3/2017	2,296	2,296	2,296
BNP Paribas, 1.4% Due 7/3/2017	6,386	6,386	6,386
Citibank NA, 1.08% Due 7/3/2017	450	450	450
Citigroup Global Markets Inc, 1.1% Due 7/3/2017	24,768	24,768	24,768
Citigroup Global Markets Inc, 1.06% Due 7/5/2017	9,120	9,120	9,120
HSBC Securities USA Inc, 1.06% Due 7/3/2017	2,795	2,795	2,795
ING Bank NV, 1.38% Due 7/3/2017	5,056	5,056	5,056
Jefferies LLC, 1.25% Due 7/3/2017	1,373	1,373	1,373
Merrill Lynch Pierce Fenner & Smith Inc, 1.35% Due 7/5/2017	1,965	1,965	1,965
Merrill Lynch Pierce Fenner & Smith Inc, 1.66% Due 10/3/2017	7,765	7,765	7,765
Mizuho Securities USA LLC, 1.31% Due 7/3/2017	941	941	941
Nomura Securities International Inc, 1.13% Due 7/3/2017	378	378	378
RBC Dominion Securities Inc, 1.08% Due 7/3/2017	22,508	22,508	22,508
Societe Generale, 1.31% Due 7/3/2017	21,561	21,561	21,561
Societe Generale, 1.56% Due 8/4/2017	5,080	5,080	5,080
Societe Generale, 1.71% Due 9/29/2017	7,402	7,402	7,402
<i>Total Repurchase Agreements</i>		119,844	119,844
<i>Time Deposits</i>			
Australia & New Zealand Banking Group Ltd, 1.15% Due 7/3/2017	7,323	7,323	7,323
BNP Paribas, 1.06% Due 7/3/2017	9,057	9,057	9,057
Credit Agricole CIB, 1.06% Due 7/3/2017	6,224	6,224	6,224
DNB Bank ASA, 1.05% Due 7/3/2017	8,668	8,668	8,668
Landesbank Baden-Wuerttemberg, 1.05% Due 7/3/2017	9,047	9,047	9,047
National Australia Bank Ltd, 1.05% Due 7/3/2017	9,176	9,176	9,176
National Bank of Canada, 1.05% Due 7/3/2017	7,115	7,115	7,115
Nordea Bank AB, 1.06% Due 7/3/2017	8,225	8,225	8,225
Royal Bank of Canada, 1.05% Due 7/3/2017	9,105	9,105	9,105
Svenska Handelsbanken AB, 1.05% Due 7/3/2017	8,866	8,866	8,866
<i>Total Time Deposits</i>		82,806	82,806
Total Investments made with Cash Collateral for Securities Loaned - 8.7%		202,650	202,650
Total Investments - 108.3%		\$ 2,406,003	\$ 2,515,570
(a) Pending Bankruptcy			

See accompanying notes to financial statements.

Total Return Fixed Income Pool

Schedule of Investments (continued)

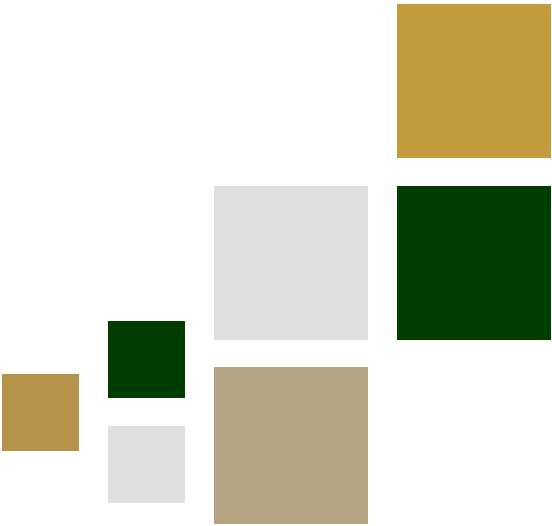
June 30, 2017

(Amounts in thousands)

Type	Description	Expiration Date	Strike Price	Notional or Contracts	Premiums Received	Fair Value
<u>Options Contracts Written</u>						
Call	US Treasury 10Yr Option	7/21/2017	128.500	(641)	\$ (78)	\$ (10)
Call	US Treasury 10Yr Option	8/25/2017	129.000	(1,272)	(234)	(80)
Call	US Treasury Long Bond Option	7/21/2017	157.000	(421)	(189)	(92)
Call	US Treasury Long Bond Option	7/21/2017	158.000	(427)	(239)	(60)
Call	US Treasury Long Bond Option	8/25/2017	159.000	(319)	(297)	(109)
Call	US Treasury Long Bond Option	8/25/2017	160.000	(379)	(326)	(95)
Put	US Treasury Long Bond Option	7/21/2017	149.000	(421)	(288)	(92)
Total Options Contracts Written - (0.0%)					<u>\$ (1,651)</u>	<u>\$ (538)</u>

See accompanying notes to financial statements.

AUDITED FINANCIAL STATEMENTS
June 30, 2017



Core Fixed Income Pool

Audited Financial Statements June 30, 2017

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Report of Independent Auditors

To the Board of Trustees
West Virginia Investment Management Board

We have audited the accompanying financial statements of the West Virginia Investment Management Board Core Fixed Income Pool, which comprise the statement of net position as of June 30, 2017, and the related statement of changes in net position for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the West Virginia Investment Management Board Core Fixed Income Pool at June 30, 2017, and the changes in its net position for the year then ended, in conformity with U.S. generally accepted accounting principles.

Required Supplementary Information

U.S. generally accepted accounting principles require that the management's discussion and analysis on pages H-1 through H-2 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, which considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.



Supplementary Information

Our audit was conducted for purposes of forming an opinion on the basic financial statements. The accompanying schedule of investments is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with the auditing standards generally accepted in the United States. In our opinion, the accompanying schedule of investments is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

Ernst + Young LLP

September 8, 2017

Core Fixed Income Pool

Management Discussion and Analysis (Unaudited)

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. The IMB operates on a fiscal year beginning July 1 and ending June 30. To effectuate its purpose the IMB has constructed a series of investment pools in which to invest participating entities monies.

The following information and 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, the information contained in this Management Discussion and Analysis and the following 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. The Management Discussion and Analysis information should be considered in conjunction with the information contained in the financial statements which follow this section.

Effective July 1, 2016, the Pool adopted U.S. Generally Accepted Accounting Principles (GAAP) for governments as prescribed by the Governmental Accounting Standards Board (GASB). Prior to July 1, 2016, the Pool followed the accounting and reporting guidance applicable to investment companies as defined by the Financial Accounting Standards Board Accounting Standards Codification (ASC) 946 – Financial Services – Investment Companies. Accordingly, the financial statements presented have been prepared in conformity with the reporting framework prescribed by GASB for external investment pools. There was no impact on the net position of the Pool as a result of adopting the GASB reporting framework.

Financial Statement Overview

Management's Discussion and Analysis is an introduction to the Pool's basic financial statements. The IMB accounts for the Pool under GAAP for governments as prescribed by the GASB, using the accrual basis of accounting. The financial statements for the Pool include a Statement of Net Position and a Statement of Changes in Net Position. These financial statements are supported by the Notes to Financial Statements. In addition, a Schedule of Investments for the Pool is included as Supplementary Information following the Notes to Financial Statements.

Pool Strategy

The objective of the Pool is to generate investment income, provide stability, and enhance diversification but not at the expense of total return. The Pool is expected to outperform the Bloomberg Barclays U.S. Aggregate Bond Index over three and five-year periods, net of external investment management fees.

Condensed Financial Information and Analysis (in \$000s)

The Statement of Net Position presents the financial position of the Pool as of June 30, 2017, and includes all assets and liabilities of the Pool. The difference between total assets and total liabilities, which is equal to the participants' interest in the Pool's Net Position, is shown below for the current and prior fiscal year-end dates:

Condensed Net Position	June 30, 2017	June 30, 2016
Investments	\$ 1,095,675	\$ 1,057,990
Other Assets	5,503	5,219
Total Assets	1,101,178	1,063,209
Total Liabilities	(105,106)	(70,162)
Net Position	\$ 996,072	\$ 993,047

Yearly variances in the net position of the Pool are impacted by the overall performance of fixed income securities. Net position is also impacted by expenses charged to the Pool and the issuance and redemption of Pool units. The increase in the Pool's Net Position of \$3,025 results from a \$333 net increase from operations, a \$29,917 decrease from distributions to unitholders, and a \$32,609 net increase from unit transactions.

Core Fixed Income Pool

Management Discussion and Analysis (Unaudited)

The Statement of Changes in Net Position presents the Pool's activity for the years ended:

	<u>June 30, 2017</u>	<u>June 30, 2016</u>
Investment Income	\$ 2,024	\$ 61,768
Expenses	(1,691)	(1,842)
Net Increase in Net Position from Operations	333	59,926
Distributions to Unitholders	(29,917)	(32,076)
Net Units Issued (Redeemed)	32,609	(102,784)
Increase (Decrease) in Net Position	3,025	(74,934)
Net Position, Beginning of Year	993,047	1,067,981
Net Position, End of Year	<u>\$ 996,072</u>	<u>\$ 993,047</u>

The Investment Income of the Pool consists primarily of interest received on fixed income securities, realized gain (loss) on the sale of investments which occur whenever investments are sold for more (less) than their cost, and the net change in unrealized appreciation (depreciation) on investments which reflects the net change in the value of investments held over their carrying cost between the measurement periods.

The IMB calculates total rates of return using the time-weighted rate of return methodology. The time-weighted method determines the rate of return exclusive of the effects of participant contributions or withdrawals. The return of the Pool (net of fees) for the year ended June 30, 2017 was 0.1 percent, down from 6.1 percent for the year ended June 30, 2016.

Select financial highlights are as follows:

Per Unit Operating Performance:	<u>June 30, 2017</u>	<u>June 30, 2016</u>
Net position, beginning of year	\$ 11.40	\$ 11.08
Net increase (decrease) in net position from operations	(0.01)	0.67
Distributions to unitholders	(0.33)	(0.35)
Net position, end of year	<u>\$ 11.06</u>	<u>\$ 11.40</u>
 Supplemental Data (a):		
Ratio of expenses to average net position	0.17%	0.18%
Portfolio turnover rate	22.59%	16.79%

(a) All ratios are for the fiscal year

Core Fixed Income Pool

Statement of Net Position

June 30, 2017

(Amounts in thousands, except unit data)

Assets

Investments at fair value (cost \$1,065,113), including securities on loan of \$119,775 (Note 5)	\$	1,095,675
Cash		181
Receivables:		
Accrued interest		4,890
Investments sold		405
Dividends		10
Securities lending income		17
		<hr/>
Total assets		1,101,178

Liabilities

Accrued expenses		395
Distributions payable		2,515
Payable for investments purchased		52
Payable upon return of securities loaned (Note 5)		102,144
		<hr/>
Total liabilities		105,106
		<hr/>
Net position	\$	<u>996,072</u>

Unit data

Units outstanding		90,020,655
Net position, unit price	\$	<u>11.06</u>

See accompanying notes to financial statements.

Core Fixed Income Pool

Statement of Changes in Net Position
Year Ended June 30, 2017
(Amounts in thousands)

Investment income

Net change in unrealized appreciation (depreciation) on investments	\$ (29,691)
Net realized gain from investments	107
Interest	31,283
Dividends	116
Net securities lending income	<u>209</u>

Total investment income 2,024

Expenses

Investment advisor fees	(1,294)
Trustee fees	(3)
Custodian bank fees	(69)
Management fees	(271)
Fiduciary bond fees	(1)
Professional service fees	<u>(53)</u>

Total expenses (1,691)

Net increase in net position from operations before distributions and unit transactions 333

Distributions to unitholders (29,917)

Unit transactions

Proceeds from sale of units	121,874
Reinvestment of distributions	29,935
Amount paid for repurchase of units	<u>(119,200)</u>

Net increase in net position from unit transactions 32,609

Increase in net position 3,025

Net position, beginning of year 993,047

Net position, end of year \$ 996,072

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.

The IMB accounts for the Pool under U.S. Generally Accepted Accounting Principles (GAAP) for governments as prescribed by the Governmental Accounting Standards Board (GASB), using the accrual basis of accounting.

The main objective of the 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 Bloomberg Barclays U.S. Aggregate Bond Index.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

Investment Valuation - The IMB reports its investments at fair value in accordance with GASB Statement No. 72. Refer to Note 4 for further discussion and presentation of the reporting requirements under GASB Statement No. 72.

Fair value of the Pool's portfolio securities is determined on the last business day of each month 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.
- Repurchase agreements and time deposits are valued at amortized cost, provided such amount approximates fair value.

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.

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.

Core Fixed Income Pool

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

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Securities Lending - The IMB, through its lending agent, the Bank of New York Mellon, loans securities of the Pool to various brokers on a temporary basis. Each transaction for international and domestic securities is secured by collateral based on the market value of the securities loaned. The required collateral percentage varies based on the type of collateral received and the type of security loaned. For U.S. securities, the required percentage of cash collateral and non-cash collateral consisting of debt obligations and securities issued by the United States Government or its agencies or instrumentalities is at least 102 percent of the market value of the securities loaned plus accrued income. For international securities, the required collateral is at least 105 percent of the market value of the securities on loan unless the foreign securities loaned are denominated and payable in U.S. Dollars, then the collateral shall be at least 102 percent of the market value of the securities loaned. Cash collateral received is invested in repurchase agreements, money market mutual funds, and time deposits. Such investments, except for repurchase transactions, are made at the risk of the Pool and, as such, the Pool is liable for investment losses. The lending agent contractually indemnifies the IMB for any repurchase agreement investment losses. Investments made with cash are reported at fair value on the Statement of Net Position. Securities loaned remain on the Statement of Net Position. The IMB has the right under the lending agreement to recover the securities from the borrower on demand. 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 Changes in Net Position as net securities lending income. 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 Changes in Net Position 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. The calculation of realized gains and losses is independent of the calculation of the net increase or decrease in the fair value of investments. Realized gains and losses on investments held in more than one fiscal year and sold in the current year may have been recognized as an increase or decrease in the fair value of investments reported in the prior year.

Interest Income - Interest income is recognized as earned on the accrual method. 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 Changes in Net Position in the year of the change. Interest income also includes paydown gains and losses on mortgage-backed securities, collateralized mortgage obligations, and asset-backed securities.

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

Unit valuation and participant transactions - The unit price of the Pool is calculated on the last business day of the month by dividing the net position of the Pool by the number of outstanding units. Participant transactions are executed at the unit price at the time of the purchase or redemption.

Core Fixed Income Pool

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

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Distributions to Participants - The monthly net investment income (excluding net change in unrealized appreciation (depreciation) on investments and net realized gain (loss) from investments) 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 unitholders and reinvestment of distributions as presented on the Statement of Changes in Net Position. 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. Accordingly, no provision for income taxes is required as of June 30, 2017.

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. INVESTMENT RISK DISCLOSURES

Credit Risk and Interest Rate Risk

The IMB limits the exposure to credit risk in the Pool by maintaining at least an average rating of investment grade as defined by the Nationally Recognized Statistical Rating Organizations. The IMB monitors interest rate risk of the Pool by evaluating the effective duration of the investments in the Pool. Effective duration is a method of disclosing interest rate risk that measures the expected change in the price of a fixed income security for a 1 percent change in interest rates. The effective duration calculation takes into account the most likely timing of variable cash flows, which is particularly useful for measuring interest rate risk of callable bonds, commercial and residential mortgage-backed securities, asset-backed securities, and collateralized mortgage obligations.

The Pool invests in commercial and residential mortgage-backed securities, asset-backed securities, and collateralized mortgage obligations. The cash flows from these securities are based on the payment of the underlying collateral. The effective duration and yield to maturity of these securities are dependent on estimated prepayment assumptions that consider historical experience, market conditions and other criteria. Actual prepayments may vary with changes in interest rates. Rising interest rates often result in a slower rate of prepayments while declining rates tend to lead to faster prepayments. As a result, the fair values of these securities are highly sensitive to interest rate changes. At June 30, 2017, the Pool held \$440,253 of these securities. This represents approximately 40 percent of the value of the Pool's securities.

Core Fixed Income Pool

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

NOTE 3. INVESTMENT RISK DISCLOSURES (continued)

The following table provides the weighted average credit ratings and the weighted average effective duration for the various asset types in the Pool as of June 30, 2017.

Investment Type	Moody's	S&P	Effective Duration (Years)	Fair Value	Percent of Total Investments
Corporate asset backed issues	Aa	A	2.5	\$ 102,422	9.3%
Corporate CMO	A	A	2.6	41,600	3.8
Corporate CMO interest-only	B	Not Rated	(11.6)	599	0.1
Corporate CMO principal-only	Not Rated	AA	6.8	129	0.0
Foreign asset backed issues	Aaa	AAA	2.5	3,446	0.3
Foreign corporate bonds	A	A	5.3	52,706	4.8
Foreign government bonds	Aa	A	8.5	7,218	0.7
Money market mutual fund	Aaa	AAA	N/A	18,950	1.7
Municipal bonds	Aa	AA	13.6	9,013	0.8
Repurchase agreements	Aaa	AA	0.0	60,406	5.5
Time deposits	P-1	A-1	0.0	41,738	3.8
U.S. corporate bonds	A	A	6.1	226,894	20.7
U.S. Government agency bonds	Aaa	AA	2.8	22,596	2.1
U.S. Government agency CMO	Aaa	AA	3.8	114,552	10.5
U.S. Government agency CMO interest-only	Aaa	AA	11.2	3,635	0.3
U.S. Government agency CMO principal-only	Aaa	AA	6.8	7,159	0.7
U.S. Government agency MBS	Aaa	AA	4.2	166,711	15.2
U.S. Treasury bonds	Aaa	AA	9.0	215,469	19.7
U.S. Treasury inflation protected security	Aaa	AA	3.3	432	0.0
Total Investments			<u>5.0</u>	<u>\$ 1,095,675</u>	<u>100.0%</u>

Concentration of Credit Risk

The Pool is restricted from investing more than 5 percent of the value of the Pool in any one corporate name. At June 30, 2017, the Pool was in compliance with this restriction and is not exposed to concentration of credit risk.

Custodial Credit Risk

At June 30, 2017, the Pool held no securities that were subject to custodial credit risk. Repurchase agreements, when held, are collateralized at 102 percent and the collateral is held in the name of the IMB. Securities on loan are collateralized to a minimum of 102 percent and the collateral is held by the IMB's custodian in the name of the IMB. All remaining securities are held by the IMB's custodian in the name of the IMB.

Foreign Currency Risk

None of the securities held by the Pool are exposed to foreign currency risk.

Core Fixed Income Pool

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

NOTE 4. FAIR VALUE MEASUREMENTS

GASB Statement No. 72 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).

GASB Statement No. 72 establishes 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 GASB Statement No. 72 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 GASB Statement No. 72 fair value hierarchy levels as of June 30, 2017:

Assets	Level 1	Level 2	Level 3	Total
Corporate asset backed issues	\$ -	\$ 102,422	\$ -	\$ 102,422
Corporate CMO	-	41,600	-	41,600
Corporate CMO interest - only	-	599	-	599
Corporate CMO principal - only	-	129	-	129
Foreign asset backed issues	-	3,446	-	3,446
Foreign corporate bonds	-	52,706	-	52,706
Foreign government bonds	-	7,218	-	7,218
Investments made with cash collateral for securities loaned	-	102,144	-	102,144
Money market mutual fund	18,950	-	-	18,950
Municipal bonds	-	9,013	-	9,013
U.S. corporate bonds	-	226,894	-	226,894
U.S. Government agency bonds	-	22,596	-	22,596
U.S. Government agency CMO	-	114,552	-	114,552
U.S. Government agency CMO interest-only	-	3,635	-	3,635
U.S. Government agency CMO principal-only	-	7,159	-	7,159
U.S. Government agency MBS	-	166,711	-	166,711
U.S. Treasury bonds	-	215,469	-	215,469
U.S. Treasury inflation protected security	-	432	-	432
Total	<u>\$ 18,950</u>	<u>\$ 1,076,725</u>	<u>\$ -</u>	<u>\$ 1,095,675</u>

Core 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 June 30, 2017.

	<u>Fair Value</u>
Securities on loan	\$ 119,775
Collateral received:	
Cash	\$ 102,144
Non-cash	20,493
Total collateral received	<u>\$ 122,637</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 Net Position.

NOTE 6. 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 year ended June 30, 2017, was 0.13 percent.

Core Fixed Income Pool

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 June 30, 2017. 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	\$ 297,484
Public Employees' Retirement System	267,291
Workers' Compensation Old Fund	151,331
Revenue Shortfall Reserve Fund - Part B	69,439
West Virginia Retiree Health Benefit Trust Fund	32,356
Coal Workers' Pneumoconiosis Fund	26,435
State Police Death, Disability and Retirement Fund	25,836
Revenue Shortfall Reserve Fund	21,904
Public Employees Insurance Agency	18,361
West Virginia Department of Environmental Protection Agency	17,644
Board of Risk and Insurance Management	15,140
West Virginia Prepaid Tuition Trust Fund	11,528
Deputy Sheriff's Retirement System	8,664
Judges' Retirement System	8,136
State Police Retirement System	7,338
Workers' Compensation Self-Insured Employer Security Risk Pool	5,707
Workers' Compensation Self-Insured Employer Guaranty Risk Pool	3,551
Emergency Medical Services Retirement System	3,066
Wildlife Endowment Fund	2,806
Workers' Compensation Uninsured Employers' Fund	1,055
West Virginia Department of Environmental Protection Trust	400
Berkeley County Development Authority	311
Municipal Police Officers' and Firefighters' Retirement System	229
Municipal Policemen's or Firemen's Pension and Relief Funds	60
Total	<u>\$ 996,072</u>

NOTE 8. SUBSEQUENT EVENTS

The IMB has performed an evaluation of events subsequent to June 30, 2017, through September 8, 2017, the date the Pool's financial statements were available for issuance. The IMB has determined that there were no significant subsequent events which have not been recognized in the Pool's financial statements that require disclosure.

Supplementary Information

Core Fixed Income Pool

Schedule of Investments

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
<u>Municipal Bonds</u>			
American Municipal Power-Ohio, 7.499% Due 2/15/2050	580	\$ 593	\$ 829
California, 7.3% Due 10/1/2039	195	247	285
Los Angeles Department of Airports, 6.582% Due 5/15/2039	255	326	330
New York St Dorm Authority, 5.6% Due 3/15/2040	260	254	328
Ohio State University, 4.8% Due 6/1/2111	761	753	782
Ohio University General Receipts Athens, 5.59% Due 12/1/2114	300	300	329
Port Authority NY and NJ, 5.647% Due 11/1/2040	600	600	759
Port Authority NY and NJ, 5.647% Due 11/1/2040	75	91	95
Port Authority NY and NJ, 4.458% Due 10/1/2062	330	330	360
Tennessee Valley Authority, Zero Coupon, Due 11/1/2025	2,500	1,932	1,973
Tennessee Valley Authority, 5.88% Due 4/1/2036	650	803	891
Tennessee Valley Authority, 5.25% Due 9/15/2039	1,198	1,487	1,569
Tennessee Valley Authority, 4.625% Due 9/15/2060	400	395	483
Total Municipal Bonds - 0.9%		8,111	9,013
<u>U.S. Treasury Bonds</u>			
United States Treasury, 1.875% Due 9/30/2017	7,315	7,334	7,329
United States Treasury, 1.875% Due 10/31/2017	3,185	3,195	3,193
United States Treasury, 4.25% Due 11/15/2017	300	303	303
United States Treasury, Zero Coupon, Due 11/15/2017	7,380	7,288	7,349
United States Treasury, Zero Coupon, Due 2/15/2018	3,950	3,865	3,922
United States Treasury, 3.125% Due 5/15/2019	2,590	2,648	2,674
United States Treasury, Zero Coupon, Due 5/15/2019	4,550	4,224	4,432
United States Treasury, Zero Coupon, Due 8/15/2019	1,970	1,886	1,911
United States Treasury, Zero Coupon, Due 11/15/2019	1,000	968	965
United States Treasury, Zero Coupon, Due 2/15/2020	2,335	2,225	2,245
United States Treasury, Zero Coupon, Due 5/15/2020	9,722	9,001	9,300
United States Treasury, Zero Coupon, Due 8/15/2020	5,415	4,928	5,150
United States Treasury, 2.625% Due 11/15/2020	400	406	413
United States Treasury, Zero Coupon, Due 2/15/2021	3,105	2,855	2,915
United States Treasury, 8.125% Due 5/15/2021	1,000	1,165	1,238
United States Treasury, 3.125% Due 5/15/2021	2,000	2,111	2,104
United States Treasury, Zero Coupon, Due 5/15/2021	4,780	4,452	4,472
United States Treasury, Zero Coupon, Due 8/15/2021	2,000	1,843	1,856
United States Treasury, 2.0% Due 10/31/2021	1,000	996	1,008
United States Treasury, Zero Coupon, Due 11/15/2021	5,315	4,689	4,900
United States Treasury, 2.125% Due 12/31/2021	1,000	1,005	1,013
United States Treasury, Zero Coupon, Due 2/15/2022	2,460	2,126	2,252
United States Treasury, 1.75% Due 5/15/2022	5,000	4,924	4,973
United States Treasury, Zero Coupon, Due 5/15/2022	4,285	3,828	3,896
United States Treasury, Zero Coupon, Due 8/15/2022	300	263	271
United States Treasury, Zero Coupon, Due 11/15/2022	1,900	1,664	1,705
United States Treasury, 7.125% Due 2/15/2023	1,000	1,179	1,275
United States Treasury, Zero Coupon, Due 2/15/2023	3,910	3,399	3,483
United States Treasury, Zero Coupon, Due 5/15/2023	2,000	1,710	1,771
United States Treasury, Zero Coupon, Due 8/15/2023	730	630	642
United States Treasury, Zero Coupon, Due 5/15/2024	1,100	809	946
United States Treasury, Zero Coupon, Due 8/15/2024	1,100	815	939
United States Treasury, Zero Coupon, Due 11/15/2024	700	598	611
United States Treasury, Zero Coupon, Due 11/15/2024	550	412	467
United States Treasury, Zero Coupon, Due 2/15/2025	200	129	168
United States Treasury, 6.0% Due 2/15/2026	1,032	1,326	1,338
United States Treasury, Zero Coupon, Due 2/15/2026	300	237	245
United States Treasury, Zero Coupon, Due 5/15/2026	850	555	689
United States Treasury, Zero Coupon, Due 8/15/2026	164	127	132
United States Treasury, Zero Coupon, Due 11/15/2026	4,500	3,063	3,592
United States Treasury, Zero Coupon, Due 2/15/2027	16,825	12,370	13,321
United States Treasury, Zero Coupon, Due 8/15/2027	950	593	741
United States Treasury, Zero Coupon, Due 11/15/2027	3,800	2,736	2,945
United States Treasury, Zero Coupon, Due 2/15/2028	2,736	1,787	2,103
United States Treasury, Zero Coupon, Due 5/15/2028	700	516	534
United States Treasury, 5.5% Due 8/15/2028	12,050	15,324	15,756
United States Treasury, Zero Coupon, Due 11/15/2028	2,400	1,458	1,804
United States Treasury, Zero Coupon, Due 2/15/2029	2,740	1,827	2,044

See accompanying notes to financial statements.

Core Fixed Income Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
United States Treasury, Zero Coupon, Due 5/15/2029	3,150	2,358	2,332
United States Treasury, 6.125% Due 8/15/2029	312	406	435
United States Treasury, Zero Coupon, Due 8/15/2029	2,450	1,736	1,800
United States Treasury, Zero Coupon, Due 11/15/2029	700	408	510
United States Treasury, Zero Coupon, Due 2/15/2030	2,200	1,363	1,589
United States Treasury, Zero Coupon, Due 5/15/2030	1,900	1,170	1,364
United States Treasury, Zero Coupon, Due 8/15/2030	3,100	1,964	2,206
United States Treasury, Zero Coupon, Due 11/15/2030	1,800	1,084	1,271
United States Treasury, Zero Coupon, Due 2/15/2031	1,050	638	737
United States Treasury, Zero Coupon, Due 5/15/2031	250	153	174
United States Treasury, Zero Coupon, Due 8/15/2031	6,200	4,077	4,283
United States Treasury, Zero Coupon, Due 11/15/2031	520	287	356
United States Treasury, Zero Coupon, Due 2/15/2032	900	592	611
United States Treasury, Zero Coupon, Due 8/15/2032	300	192	201
United States Treasury, Zero Coupon, Due 11/15/2032	12,450	7,800	8,260
United States Treasury, Zero Coupon, Due 2/15/2033	9,200	5,658	6,051
United States Treasury, Zero Coupon, Due 5/15/2033	3,400	1,907	2,221
United States Treasury, Zero Coupon, Due 8/15/2033	700	318	454
United States Treasury, Zero Coupon, Due 11/15/2033	12,150	7,170	7,812
United States Treasury, Zero Coupon, Due 2/15/2034	1,250	666	797
United States Treasury, Zero Coupon, Due 5/15/2034	18,220	11,421	11,531
United States Treasury, Zero Coupon, Due 8/15/2034	9,725	6,749	6,101
United States Treasury, Zero Coupon, Due 11/15/2034	850	503	530
United States Treasury, Zero Coupon, Due 2/15/2035	380	223	234
United States Treasury, Zero Coupon, Due 5/15/2035	500	300	307
United States Treasury, Zero Coupon, Due 5/15/2036	200	85	119
United States Treasury, 4.75% Due 2/15/2037	500	648	666
United States Treasury, 4.25% Due 5/15/2039	1,000	1,191	1,253
United States Treasury, 4.5% Due 8/15/2039	3,750	4,616	4,858
United States Treasury, 4.375% Due 11/15/2039	1,075	1,370	1,370
United States Treasury, 2.875% Due 5/15/2043	2,000	1,922	2,019
United States Treasury, 3.625% Due 8/15/2043	1,000	1,143	1,150
United States Treasury, 3.0% Due 11/15/2045	4,400	5,011	4,532
Total U.S. Treasury Bonds - 21.6%		206,921	215,469
<u>U.S. Treasury Inflation Protected Security</u>			
United States Treasury, 0.125% Due 1/15/2022	400	424	432
<u>U. S. Government Agency MBS</u>			
FHLMC Issues, 2.786% - 10.0% Due 12/1/2022 - 6/1/2043	21,202	22,336	22,603
FNMA Issues, 1.47% - 8.5% Due 8/1/2017 - 7/1/2043	130,197	132,232	135,544
GNMA Issues, 4.376% - 7.5% Due 9/15/2031 - 6/20/2063	8,051	9,098	8,564
Total U. S. Government Agency MBS - 16.7%		163,666	166,711
<u>U. S. Government Agency CMO</u>			
FHLMC Issues, 1.459% - 23.764% Due 3/15/2018 - 11/15/2046	35,124	36,130	37,750
FNMA Issues, 1.12% - 31.883% Due 8/25/2019 - 5/25/2051	41,188	42,086	44,041
GNMA Issues, 1.283% - 94.925% Due 3/17/2031 - 12/20/2066	31,484	32,087	32,761
Total U. S. Government Agency CMO - 11.5%		110,303	114,552
<u>U. S. Government Agency CMO Interest-Only</u>			
FHLMC Issues, 1.911% - 6.841% Due 9/15/2024 - 8/15/2040	6,069	484	669
FNMA Issues, 1.492% - 7.0% Due 3/25/2023 - 4/25/2041	10,708	1,180	1,512
GNMA Issues, 4.618% - 6.528% Due 10/20/2032 - 8/16/2039	9,600	760	1,454
Total U. S. Government Agency CMO Interest-Only - 0.4%		2,424	3,635
<u>U. S. Government Agency CMO Principal-Only</u>			
FHLMC Issues, Due 3/15/2020 - 9/15/2043	2,543	2,100	2,202
FNMA Issues, Due 12/1/2024 - 12/25/2043	4,808	3,843	4,115
GNMA Issues, Due 2/17/2033 - 12/20/2040	941	755	842
Total U. S. Government Agency CMO Principal-Only - 0.7%		6,698	7,159

See accompanying notes to financial statements.

Core Fixed Income Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
<u>U. S. Government Agency Bonds</u>			
Federal Home Loan Bank, 5.5% Due 7/15/2036	400	500	541
Federal National Mortgage Assn, Zero Coupon, Due 10/9/2019	1,695	1,626	1,626
FICO Strip Principal, Zero Coupon, Due 5/11/2018	3,900	3,853	3,852
Resolution Funding Corp, Zero Coupon, Due 10/15/2025	110	92	89
Resolution Funding Corp, Zero Coupon, Due 1/15/2026	125	98	100
RFCSP Strip Principal, Zero Coupon, Due 10/15/2019	3,205	3,087	3,088
RFCSP Strip Principal, Zero Coupon, Due 7/15/2020	10,590	9,997	10,038
RFCSP Strip Principal, Zero Coupon, Due 10/15/2020	3,000	2,725	2,827
RFCSP Strip Principal, Zero Coupon, Due 1/15/2021	465	442	435
Total U. S. Government Agency Bonds - 2.3%		22,420	22,596
<u>U.S. Corporate Bonds</u>			
<i>Basic Materials</i>			
Barrick NA Finance LLC, 4.4% Due 5/30/2021	33	34	36
CF Industries Inc, 7.125% Due 5/1/2020	400	445	442
CF Industries Inc, 3.4% Due 12/1/2021	587	586	593
CF Industries Inc, 4.5% Due 12/1/2026	205	209	211
Dow Chemical Company, 8.55% Due 5/15/2019	192	201	215
Dow Chemical Company, 4.125% Due 11/15/2021	327	338	347
Dow Chemical Company, 3.0% Due 11/15/2022	326	333	332
Dow Chemical Company, 3.5% Due 10/1/2024	200	198	205
Ecolab Inc, 2.7% Due 11/1/2026	163	162	157
Ecolab Inc, 5.5% Due 12/8/2041	540	618	661
EI DuPont de Nemours & Co, 5.6% Due 12/15/2036	320	358	382
EI DuPont de Nemours & Co, 4.9% Due 1/15/2041	90	89	101
Freeport-McMoran Inc, 6.5% Due 11/15/2020	268	276	275
Martin Marietta Materials Inc, 3.45% Due 6/1/2027	244	243	243
Monsanto Company, 4.7% Due 7/15/2064	91	90	92
Nucor Corporation, 5.85% Due 6/1/2018	857	881	888
Nucor Corporation, 4.0% Due 8/1/2023	90	90	95
PPG Industries Inc, 9.0% Due 5/1/2021	625	686	764
Praxair Inc, 1.25% Due 11/7/2018	300	300	299
Sherwin-Williams Co, 3.45% Due 6/1/2027	161	160	162
The Mosaic Company, 4.25% Due 11/15/2023	300	318	316
The Mosaic Company, 5.45% Due 11/15/2033	300	315	317
The Mosaic Company, 4.875% Due 11/15/2041	33	33	31
Union Carbide Corp, 7.5% Due 6/1/2025	250	277	306
Westlake Chemical Corporation, 3.6% Due 8/15/2026	495	490	491
<i>Total Basic Materials</i>		7,730	7,961
<i>Capital Goods</i>			
ABB Finance USA Inc, 2.875% Due 5/8/2022	117	116	120
ABB Finance USA Inc, 4.375% Due 5/8/2042	278	291	303
American Airline 2011-1 PT TRS, 5.25% Due 1/31/2021	65	65	69
American Airline 2016-2 A PTT, 3.65% Due 6/15/2028	166	166	168
American Airline 2016-3 AA PTT, 3.0% Due 10/15/2028	398	398	390
American Airline 2017-1 AA PTT, 3.65% Due 2/15/2029	206	206	212
American Airlines 2013-2, 4.95% Due 1/15/2023	350	350	373
Arrow Electronics Inc, 4.0% Due 4/1/2025	124	123	126
Arrow Electronics Inc, 3.875% Due 1/12/2028	71	71	70
BAE Systems Holdings Inc, 6.375% Due 6/1/2019	255	269	275
BAE Systems Holdings Inc, 3.8% Due 10/7/2024	227	226	237
Boeing Company, 4.875% Due 2/15/2020	230	231	248
Boeing Company, 2.85% Due 10/30/2024	300	296	303
Boeing Company, 6.125% Due 2/15/2033	150	165	196
Burlington North Santa Fe, 3.45% Due 9/15/2021	456	462	475
Burlington North Santa Fe, 3.05% Due 9/1/2022	234	233	241
Burlington North Santa Fe, 3.85% Due 9/1/2023	300	299	322
Burlington North Santa Fe, 3.4% Due 9/1/2024	500	499	521
Burlington North Santa Fe, 7.29% Due 6/1/2036	80	87	114
Caterpillar Financial Services, 7.15% Due 2/15/2019	395	401	428
Caterpillar Financial Services, 1.931% Due 10/1/2021	280	280	275
Caterpillar Inc, 5.3% Due 9/15/2035	50	62	59

See accompanying notes to financial statements.

Core Fixed Income Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
Continental Airlines Inc, 4.0% Due 10/29/2024	87	87	92
CRH America Inc, 3.875% Due 5/18/2025	209	209	217
CSX Corp, 4.25% Due 6/1/2021	335	344	357
CSX Corp, 3.95% Due 5/1/2050	170	168	166
Deere & Company, 2.6% Due 6/8/2022	179	179	181
Deere & Company, 7.125% Due 3/3/2031	165	220	230
Deere & Company, 3.9% Due 6/9/2042	77	76	80
Delta Air Lines, 4.95% Due 5/23/2019	55	55	57
Delta Air Lines 2011-1, 5.3% Due 4/15/2019	36	36	38
Delta Air Lines 2012-1A, 4.75% Due 5/7/2020	111	111	116
Eaton Corporation, 7.625% Due 4/1/2024	325	385	390
FedEx Corp, 3.2% Due 2/1/2025	170	170	172
FedEx Corp, 3.25% Due 4/1/2026	139	139	140
FedEx Corp, 3.3% Due 3/15/2027	195	194	195
FedEx Corp, 3.9% Due 2/1/2035	96	96	95
General Electric Capital Corp, 5.625% Due 5/1/2018	915	922	946
General Electric Capital Corp, 6.0% Due 8/7/2019	698	711	759
General Electric Capital Corp, 5.5% Due 1/8/2020	486	508	529
General Electric Capital Corp, 4.375% Due 9/16/2020	128	128	137
General Electric Capital Corp, 5.875% Due 1/14/2038	200	149	259
Honeywell International Inc, 2.5% Due 11/1/2026	495	493	475
Ingersoll-Rand GL Holdings Co, 4.25% Due 6/15/2023	162	162	175
John Deere Capital Corp, 1.2% Due 10/10/2017	128	128	128
John Deere Capital Corp, 1.3% Due 3/12/2018	400	400	400
John Deere Capital Corp, 5.75% Due 9/10/2018	233	236	244
John Deere Capital Corp, 3.35% Due 6/12/2024	163	167	169
Lockheed Martin Corp, 2.5% Due 11/23/2020	305	307	309
Lockheed Martin Corp, 3.1% Due 1/15/2023	163	162	167
Lockheed Martin Corp, 4.07% Due 12/15/2042	336	329	343
Norfolk Southern Corp, 2.903% Due 2/15/2023	738	739	746
Norfolk Southern Corp, 3.95% Due 10/1/2042	103	103	102
Northrop Grumman Corp, 5.05% Due 8/1/2019	490	503	521
Northrop Grumman Corp, 3.2% Due 2/1/2027	154	154	155
Parker-Hannifin Corp, 3.3% Due 11/21/2024	139	139	143
Penske Truck Leasing/PTL, 3.375% Due 3/15/2018	615	619	622
Penske Truck Leasing/PTL, 3.375% Due 2/1/2022	250	245	256
Penske Truck Leasing/PTL, 3.4% Due 11/15/2026	253	252	249
Pitney Bowes Inc, 5.6% Due 3/15/2018	100	101	102
Precision Castparts Corp, 3.25% Due 6/15/2025	485	484	495
Raytheon Company, 3.15% Due 12/15/2024	81	81	83
Republic Services Inc, 5.5% Due 9/15/2019	360	376	387
Republic Services Inc, 3.55% Due 6/1/2022	309	309	322
Rockwell Collins Inc, 3.5% Due 3/15/2027	386	385	391
Roper Technologies Inc, 3.0% Due 12/15/2020	160	160	164
Roper Technologies Inc, 2.8% Due 12/15/2021	81	81	82
Ryder System Inc, 2.5% Due 3/1/2018	80	80	80
Ryder System Inc, 2.65% Due 3/2/2020	193	193	194
Ryder System Inc, 2.875% Due 9/1/2020	164	164	166
Textron Inc, 3.65% Due 3/15/2027	155	155	156
Union Pacific Corp, 4.163% Due 7/15/2022	168	169	182
Union Pacific Corp, 2.95% Due 1/15/2023	43	43	44
Union Pacific Corp, 2.75% Due 4/15/2023	190	192	192
Union Pacific Corp, 4.3% Due 6/15/2042	50	50	53
Union Pacific Corp, 4.15% Due 1/15/2045	150	148	157
Union Pacific Corp, 3.799% Due 10/1/2051	543	548	532
Union Pacific RR Co, 2.695% Due 5/12/2027	452	452	442
United Air 2016-1 AA PTT, 3.1% Due 7/7/2028	235	235	234
United Technologies Corp, 1.95% Due 11/1/2021	410	409	405
United Technologies Corp, 3.1% Due 6/1/2022	106	106	110
United Technologies Corp, 5.4% Due 5/1/2035	170	169	204
United Technologies Corp, 4.5% Due 6/1/2042	143	141	156
United Technologies Corp, 4.15% Due 5/15/2045	240	240	248
UNP RR Co 2003 Pass Trust, 4.698% Due 1/2/2024	40	39	43
UPS of America Inc, 8.375% Due 4/1/2020	125	137	146
UPS of America Inc, 8.375% Due 4/1/2030	230	286	329

See accompanying notes to financial statements.

Core Fixed Income Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
Waste Management Inc, 4.75% Due 6/30/2020	622	625	670
Xylem Inc, 3.25% Due 11/1/2026	175	175	174
<i>Total Capital Goods</i>		22,054	22,828
<i>Communication Services</i>			
AT&T Inc, 5.5% Due 2/1/2018	184	185	188
AT&T Inc, 5.8% Due 2/15/2019	186	197	197
AT&T Inc, 4.6% Due 2/15/2021	400	430	427
AT&T Inc, 3.0% Due 6/30/2022	760	762	760
AT&T Inc, 3.4% Due 5/15/2025	590	571	580
AT&T Inc, 6.3% Due 1/15/2038	600	576	705
AT&T Inc, 6.0% Due 8/15/2040	750	797	847
AT&T Inc, 5.35% Due 9/1/2040	1,439	1,442	1,524
AT&T Inc, 4.35% Due 6/15/2045	156	159	145
Centel Capital Corp, 9.0% Due 10/15/2019	200	210	227
Verizon Communications, 3.45% Due 3/15/2021	355	364	367
Verizon Communications, 2.946% Due 3/15/2022	143	144	144
Verizon Communications, 3.5% Due 11/1/2024	573	570	578
Verizon Communications, 5.05% Due 3/15/2034	693	693	734
Verizon Communications, 4.4% Due 11/1/2034	396	378	392
Verizon Communications, 4.812% Due 3/15/2039	397	394	401
Verizon Communications, 4.862% Due 8/21/2046	818	620	818
Verizon Communications, 4.522% Due 9/15/2048	230	178	218
Verizon Communications, 5.012% Due 8/21/2054	165	152	162
Verizon Communications, 4.672% Due 3/15/2055	276	266	258
<i>Total Communication Services</i>		9,088	9,672
<i>Consumer Discretionary</i>			
21st Century Fox America, 7.25% Due 5/18/2018	64	65	67
21st Century Fox America, 8.875% Due 4/26/2023	450	474	578
21st Century Fox America, 7.75% Due 1/20/2024	150	165	186
21st Century Fox America, 7.3% Due 4/30/2028	250	251	320
21st Century Fox America, 6.65% Due 11/15/2037	125	133	165
Amazon.com Inc, 3.8% Due 12/5/2024	804	810	857
American Honda Finance, 7.625% Due 10/1/2018	500	518	537
American Honda Finance, 2.3% Due 9/9/2026	167	167	158
BMW US Capital LLC, 2.25% Due 9/15/2023	312	311	303
CBS Corp, 3.7% Due 8/15/2024	509	506	522
CBS Corp, 2.9% Due 1/15/2027	275	271	260
Charter Communications Operating LLC/CAP, 4.464% Due 7/23/2022	327	327	348
Charter Communications Operating LLC/CAP, 4.908% Due 7/23/2025	1,000	1,094	1,080
Comcast Cable Communications Holdings, 9.455% Due 11/15/2022	775	852	1,038
Comcast Cable Communications, 8.5% Due 5/1/2027	100	140	140
Comcast Cable Holdings, 10.125% Due 4/15/2022	240	281	305
Comcast Corp, 3.0% Due 2/1/2024	955	953	968
Comcast Corp, 3.375% Due 2/15/2025	285	285	293
Comcast Corp, 4.2% Due 8/15/2034	158	157	167
Cox Communications Inc, 3.85% Due 2/1/2025	500	499	504
Daimler Finance NA LLC, 2.375% Due 8/1/2018	227	227	228
Daimler Finance NA LLC, 2.25% Due 7/31/2019	300	302	301
Daimler Finance NA LLC, 2.25% Due 3/2/2020	150	150	150
Daimler Finance NA LLC, 3.5% Due 8/3/2025	300	299	306
Discovery Communications, 4.375% Due 6/15/2021	165	174	174
Discovery Communications, 6.35% Due 6/1/2040	385	415	424
eBay Inc, 2.6% Due 7/15/2022	1,247	1,194	1,236
ERAC USA Finance LLC, 2.7% Due 11/1/2023	445	444	434
ERAC USA Finance LLC, 6.7% Due 6/1/2034	365	435	453
ERAC USA Finance LLC, 5.625% Due 3/15/2042	72	77	82
Ford Motor Company, 4.346% Due 12/8/2026	232	232	239
Ford Motor Company, 6.625% Due 10/1/2028	400	459	472
Ford Motor Credit Company LLC, 2.24% Due 6/15/2018	248	248	249
Ford Motor Credit Company LLC, 3.336% Due 3/18/2021	300	305	306
Ford Motor Credit Company LLC, 3.339% Due 3/28/2022	1,200	1,207	1,218
Ford Motor Credit Company LLC, 3.81% Due 1/9/2024	387	387	392
General Motors Financial Co, 3.1% Due 1/15/2019	120	120	122
General Motors Financial Co, 3.45% Due 4/10/2022	227	229	231

See accompanying notes to financial statements.

Core Fixed Income Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
General Motors Financial Co, 4.0% Due 10/6/2026	353	353	351
General Motors Financial Co, 4.35% Due 1/17/2027	1,109	1,107	1,123
Historic TW Inc, 9.15% Due 2/1/2023	945	1,067	1,212
Home Depot Inc, 2.0% Due 6/15/2019	303	303	305
Home Depot Inc, 2.625% Due 6/1/2022	536	531	544
Home Depot Inc, 3.0% Due 4/1/2026	130	129	131
Home Depot Inc, 2.125% Due 9/15/2026	205	203	192
Host Hotels & Resorts LP, 3.75% Due 10/15/2023	320	315	326
Hyundai Capital America, 2.4% Due 10/30/2018	160	161	160
Lowe's Companies Inc, 3.375% Due 9/15/2025	230	229	238
Lowe's Companies Inc, 4.65% Due 4/15/2042	217	216	240
Macys Retail Holdings Inc, 7.45% Due 7/15/2017	300	300	300
NBC Universal Media LLC, 4.375% Due 4/1/2021	350	358	377
NBC Universal Media LLC, 5.95% Due 4/1/2041	175	175	224
Nissan Motor Acceptance, 1.9% Due 9/14/2021	235	235	229
O'Reilly Automotive Inc, 3.55% Due 3/15/2026	155	154	156
Starbucks Corp, 2.7% Due 6/15/2022	211	211	215
Target Corp, 3.5% Due 7/1/2024	257	256	266
Target Corp, 2.5% Due 4/15/2026	585	585	555
Time Warner Cable Inc, 6.75% Due 7/1/2018	150	153	157
Time Warner Cable Inc, 8.75% Due 2/14/2019	300	320	330
Time Warner Cable Inc, 7.3% Due 7/1/2038	300	331	383
Time Warner Entertainment, 8.375% Due 7/15/2033	550	652	755
Time Warner Inc, 4.75% Due 3/29/2021	220	233	237
Time Warner Inc, 3.55% Due 6/1/2024	480	479	486
Toyota Motor Credit Corp, 2.15% Due 3/12/2020	500	500	503
Viacom Inc, 3.875% Due 4/1/2024	520	528	530
Viacom Inc, 4.85% Due 12/15/2034	379	353	377
Walt Disney Company, 3.75% Due 6/1/2021	330	349	350
<i>Total Consumer Discretionary</i>		25,949	27,065
<i>Consumer Staples</i>			
Anheuser-Busch Inbev Financial, 1.9% Due 2/1/2019	105	106	105
Anheuser-Busch Inbev Financial, 3.7% Due 2/1/2024	297	310	311
Anheuser-Busch Inbev Financial, 3.65% Due 2/1/2026	664	674	684
Anheuser-Busch Inbev Financial, 4.7% Due 2/1/2036	1,043	1,035	1,148
Anheuser-Busch Inbev Financial, 8.2% Due 1/15/2039	255	359	395
Brown Forman Corp, 4.5% Due 7/15/2045	182	179	199
Bunge Ltd Finance Co, 8.5% Due 6/15/2019	373	381	417
Cargill Inc, 3.3% Due 3/1/2022	485	484	500
Coca-Cola Company, 3.3% Due 9/1/2021	104	104	109
ConAgra Foods Inc, 3.2% Due 1/25/2023	171	172	172
Costco Wholesale Corp, 2.25% Due 2/15/2022	122	122	122
CVS Health Corp, 2.125% Due 6/1/2021	458	457	452
CVS Health Corp, 4.0% Due 12/5/2023	216	237	228
CVS Health Corp, 2.875% Due 6/1/2026	370	367	359
CVS Health Corp, 5.926% Due 1/10/2034	215	215	246
Diageo Investment Corp, 2.875% Due 5/11/2022	290	289	297
Dr Pepper Snapple Group Inc, 2.0% Due 1/15/2020	388	387	387
Dr Pepper Snapple Group Inc, 2.55% Due 9/15/2026	115	115	108
Dr Pepper Snapple Group Inc, 7.45% Due 5/1/2038	19	26	27
General Mills Inc, 5.65% Due 2/15/2019	470	481	498
General Mills Inc, 3.15% Due 12/15/2021	50	52	52
Kellogg Company, 3.25% Due 5/21/2018	333	334	338
Kimberly Clark Corporation, 7.5% Due 11/1/2018	250	258	269
Kraft Foods Group Inc, 6.125% Due 8/23/2018	435	456	456
Kraft Foods Group Inc, 5.375% Due 2/10/2020	169	182	182
Kraft Foods Group Inc, 3.5% Due 6/6/2022	185	187	191
Kraft Foods Group Inc, 5.0% Due 6/4/2042	103	102	109
Kraft Heinz Foods Co, 3.5% Due 7/15/2022	485	484	500
Kraft Heinz Foods Co, 3.95% Due 7/15/2025	603	607	620
Kroger Co, 6.15% Due 1/15/2020	760	794	830
Kroger Co, 7.5% Due 4/1/2031	250	312	332
PepsiCo Inc, 3.1% Due 7/17/2022	181	181	188
PepsiCo Inc, 2.75% Due 4/30/2025	300	299	298
PepsiCo Inc, 2.375% Due 10/6/2026	505	505	481

See accompanying notes to financial statements.

Core Fixed Income Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
PepsiCo Inc, 4.45% Due 4/14/2046	308	325	336
Tyson Foods Inc, 3.95% Due 8/15/2024	235	234	246
Walgreens Boots Alliance, 3.45% Due 6/1/2026	184	184	184
Walgreens Boots Alliance, 4.5% Due 11/18/2034	89	88	93
Wal-Mart Stores Inc, 7.55% Due 2/15/2030	350	415	511
Wal-Mart Stores Inc, 5.0% Due 10/25/2040	425	536	512
Wal-Mart Stores Inc, 4.75% Due 10/2/2043	250	248	294
Wal-Mart Stores Inc, 4.3% Due 4/22/2044	303	301	336
<i>Total Consumer Staples</i>		13,584	14,122
<i>Energy</i>			
Anadarko Petroleum Corp, 8.7% Due 3/15/2019	300	302	331
Anadarko Petroleum Corp, 6.95% Due 6/15/2019	285	291	309
ANR Pipeline Co, 9.625% Due 11/1/2021	240	278	306
Apache Corporation, 3.25% Due 4/15/2022	185	182	188
Apache Corporation, 4.75% Due 4/15/2043	153	153	153
Boardwalk Pipelines LP, 5.95% Due 6/1/2026	376	407	419
Buckeye Partners LP, 2.65% Due 11/15/2018	100	100	101
Buckeye Partners LP, 4.875% Due 2/1/2021	200	206	212
Buckeye Partners LP, 4.35% Due 10/15/2024	215	216	221
Buckeye Partners LP, 5.85% Due 11/15/2043	35	35	38
Burlington Resources, 8.2% Due 3/15/2025	180	227	236
Chevron Corp, 2.419% Due 11/17/2020	880	880	891
Chevron Corp, 2.566% Due 5/16/2023	700	697	701
Chevron Corp, 2.895% Due 3/3/2024	73	73	74
ConocoPhillips Company, 4.2% Due 3/15/2021	601	640	637
ConocoPhillips Company, 3.35% Due 11/15/2024	225	196	229
Devon Energy Corporation, 3.25% Due 5/15/2022	244	243	243
Devon Energy Corporation, 4.75% Due 5/15/2042	157	156	152
Energy Transfer Partners LP, 4.2% Due 4/15/2027	300	299	300
Enterprise Products Operations, 6.5% Due 1/31/2019	140	149	149
Enterprise Products Operations, 2.85% Due 4/15/2021	470	470	475
Enterprise Products Operations, 3.35% Due 3/15/2023	109	112	112
Enterprise Products Operations, 3.9% Due 2/15/2024	192	192	200
Enterprise Products Operations, 3.75% Due 2/15/2025	125	125	129
Enterprise Products Operations, 3.7% Due 2/15/2026	123	123	125
Enterprise Products Operations, 5.75% Due 3/1/2035	485	575	550
EOG Resources Inc, 4.4% Due 6/1/2020	340	354	359
EOG Resources Inc, 4.1% Due 2/1/2021	200	209	210
Exxon Mobil Corporation, 2.726% Due 3/1/2023	770	789	779
Gulf South Pipeline, 4.0% Due 6/15/2022	285	281	293
Halliburton Company, 3.5% Due 8/1/2023	340	350	350
Halliburton Company, 7.45% Due 9/15/2039	100	98	136
Hess Corp, 7.3% Due 8/15/2031	162	209	186
Magellan Midstream Partners, 6.55% Due 7/15/2019	330	356	358
Magellan Midstream Partners, 3.2% Due 3/15/2025	164	164	159
Magellan Midstream Partners, 4.2% Due 12/1/2042	133	120	126
Magellan Midstream Partners, 5.15% Due 10/15/2043	225	232	244
Marathon Oil Corp, 6.0% Due 10/1/2017	200	201	202
Marathon Oil Corp, 5.9% Due 3/15/2018	110	112	113
Marathon Oil Corp, 2.8% Due 11/1/2022	323	232	310
Marathon Petroleum Corporation, 3.625% Due 9/15/2024	386	385	390
Nabors Industries Inc, 5.0% Due 9/15/2020	176	184	176
Nabors Industries Inc, 4.625% Due 9/15/2021	570	584	541
Noble Energy Inc, 8.25% Due 3/1/2019	250	275	274
Noble Energy Inc, 3.9% Due 11/15/2024	226	225	232
Occidental Petroleum Corp, 2.7% Due 2/15/2023	425	421	425
Occidental Petroleum Corp, 3.5% Due 6/15/2025	220	220	225
ONEOK Partners LP, 3.375% Due 10/1/2022	80	81	81
OneOk Partners LP, 6.65% Due 10/1/2036	75	85	90
Phillips 66 Partners LP, 3.55% Due 10/1/2026	272	272	264
Plains All American Pipeline, 3.65% Due 6/1/2022	85	85	87
Plains All American Pipeline, 3.6% Due 11/1/2024	250	250	243
Plains All American Pipeline, 4.65% Due 10/15/2025	285	285	292
Plains All American Pipeline, 4.9% Due 2/15/2045	195	195	181
Southern Natural Gas, 8.0% Due 3/1/2032	263	350	356

See accompanying notes to financial statements.

Core Fixed Income Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
Spectra Energy Capital, 6.2% Due 4/15/2018	445	447	459
Spectra Energy Capital, 6.75% Due 7/15/2018	160	157	167
Spectra Energy Capital, 8.0% Due 10/1/2019	450	472	501
Spectra Energy Partners, 4.75% Due 3/15/2024	500	499	537
Sunoco Logistics Partner, 4.65% Due 2/15/2022	450	467	477
Sunoco Logistics Partner, 3.9% Due 7/15/2026	106	106	104
Sunoco Logistics Partner, 5.3% Due 4/1/2044	50	52	49
TC Pipelines LP, 3.9% Due 5/25/2027	334	334	333
Texas Eastern Transmission, 6.0% Due 9/15/2017	350	353	353
Valero Energy Corporation, 9.375% Due 3/15/2019	200	223	224
Valero Energy Corporation, 3.4% Due 9/15/2026	300	295	293
Western Gas Partners LP, 5.45% Due 4/1/2044	74	76	75
Williams Partners LP, 4.0% Due 11/15/2021	190	198	198
Williams Partners LP, 3.9% Due 1/15/2025	174	178	176
Williams Partners/ACMP, 4.875% Due 5/15/2023	280	284	291
<i>Total Energy</i>		19,072	19,400
<i>Financial Services</i>			
ACE INA Holdings, 3.15% Due 3/15/2025	300	300	304
African Development Bank, 8.8% Due 9/1/2019	1,000	1,119	1,138
AIG Global Funding, 2.7% Due 12/15/2021	200	200	201
AIG Sunamer Global Financial X, 6.9% Due 3/15/2032	110	115	145
Air Lease Corp, 2.125% Due 1/15/2020	329	328	327
Air Lease Corp, 3.0% Due 9/15/2023	192	190	191
Allstate Corp, 3.15% Due 6/15/2023	140	140	143
American Express Co, 7.0% Due 3/19/2018	595	604	617
American Express Co, 3.625% Due 12/5/2024	104	104	106
American Express Credit Co, 1.8% Due 7/31/2018	261	261	261
American Express Credit Co, 2.25% Due 5/5/2021	162	163	162
American Express Credit Co, 2.7% Due 3/3/2022	305	304	308
American International Group, 4.125% Due 2/15/2024	618	629	652
American Tower Corp, 2.25% Due 1/15/2022	905	891	882
Ameriprise Financial Inc, 4.0% Due 10/15/2023	300	299	321
Ameriprise Financial Inc, 2.875% Due 9/15/2026	127	127	123
Ameritech Capital Funding, 6.45% Due 1/15/2018	70	70	72
Arch Capital Finance LLC, 4.011% Due 12/15/2026	100	100	103
Avalonbay Communities, 2.9% Due 10/15/2026	272	271	263
Bank of America, 2.05% Due 12/7/2018	1,125	1,125	1,130
Bank of America Corp, 6.875% Due 4/25/2018	650	654	676
Bank of America Corp, 5.65% Due 5/1/2018	2,100	2,102	2,166
Bank of America Corp, 5.625% Due 7/1/2020	190	191	208
Bank of America Corp, 5.0% Due 5/13/2021	775	782	846
Bank of America Corp, 4.125% Due 1/22/2024	211	222	223
Bank of America Corp, 4.0% Due 4/1/2024	204	203	214
Bank of America Corp, 4.0% Due 1/22/2025	835	838	850
Bank of America Corp, 3.95% Due 4/21/2025	298	297	302
Bank of America Corp, 3.875% Due 8/1/2025	291	291	301
Bank of New York Mellon, 4.6% Due 1/15/2020	115	115	122
Bank of New York Mellon, 3.65% Due 2/4/2024	333	332	347
Bank of New York Mellon, 3.25% Due 9/11/2024	500	519	510
BB&T Corporation, 6.85% Due 4/30/2019	225	224	244
BB&T Corporation, 2.05% Due 5/10/2021	515	515	511
Berkshire Hathaway Finance, 5.4% Due 5/15/2018	300	305	310
Berkshire Hathaway Finance, 4.3% Due 5/15/2043	208	206	221
Berkshire Hathaway Inc, 3.0% Due 2/11/2023	295	310	302
BlackRock Inc, 3.375% Due 6/1/2022	200	199	209
BlackRock Inc, 3.5% Due 3/18/2024	160	162	168
Blackstone Holdings Financial, 5.875% Due 3/15/2021	550	549	611
Blackstone Holdings Financial, 4.75% Due 2/15/2023	230	227	253
Blackstone Holdings Financial, 4.45% Due 7/15/2045	107	106	108
Boston Properties LP, 3.125% Due 9/1/2023	350	331	354
Boston Properties LP, 3.8% Due 2/1/2024	398	397	413
Capital One Financial Corp, 3.75% Due 4/24/2024	1,560	1,585	1,594
Capital One Financial Corp, 3.2% Due 2/5/2025	242	242	237
Capital One NA, 2.35% Due 1/31/2020	600	600	600

See accompanying notes to financial statements.

Core Fixed Income Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
Charles Schwab Corp, 3.225% Due 9/1/2022	500	505	515
Chubb Corp, 5.75% Due 5/15/2018	228	236	236
Citigroup Inc, 1.75% Due 5/1/2018	240	239	240
Citigroup Inc, 2.4% Due 2/18/2020	485	484	488
Citigroup Inc, 2.7% Due 3/30/2021	310	310	312
Citigroup Inc, 5.5% Due 9/13/2025	577	577	642
Citigroup Inc, 7.0% Due 12/1/2025	490	520	592
Citigroup Inc, 3.7% Due 1/12/2026	1,150	1,149	1,163
Citigroup Inc, 4.6% Due 3/9/2026	435	450	456
Citigroup Inc, 3.4% Due 5/1/2026	430	420	425
Citigroup Inc, 4.3% Due 11/20/2026	300	299	308
Citigroup Inc, 8.125% Due 7/15/2039	195	191	299
Citizens Bank NA/RI, 2.25% Due 3/2/2020	250	250	250
CME Group Inc, 3.0% Due 9/15/2022	300	299	307
CME Group Inc, 3.0% Due 3/15/2025	316	316	319
CNA Financial Corp, 3.95% Due 5/15/2024	170	171	176
Comerica Bank, 5.2% Due 8/22/2017	250	250	251
Commonwealth, 6.65% Due 1/15/2018	430	423	431
Commonwealth REIT, 5.875% Due 9/15/2020	325	322	348
Crown Castle International Corporation, 5.25% Due 1/15/2023	370	401	411
Discover Bank, 3.2% Due 8/9/2021	500	499	509
EPR Properties, 4.5% Due 6/1/2027	373	371	375
Equifax Inc, 2.3% Due 6/1/2021	148	148	147
ERP Operating LP, 4.625% Due 12/15/2021	326	340	352
ERP Operating LP, 2.85% Due 11/1/2026	90	89	87
Fifth Third Bancorp, 2.875% Due 7/27/2020	199	200	203
FMR LLC, 6.45% Due 11/15/2039	250	248	329
Goldman Sachs Group Inc, 5.95% Due 1/18/2018	205	207	210
Goldman Sachs Group Inc, 2.625% Due 1/31/2019	255	256	258
Goldman Sachs Group Inc, 7.5% Due 2/15/2019	980	1,008	1,063
Goldman Sachs Group Inc, 5.375% Due 3/15/2020	1,130	1,183	1,220
Goldman Sachs Group Inc, 6.0% Due 6/15/2020	590	615	651
Goldman Sachs Group Inc, 2.75% Due 9/15/2020	106	106	107
Goldman Sachs Group Inc, 2.875% Due 2/25/2021	140	143	142
Goldman Sachs Group Inc, 2.625% Due 4/25/2021	61	61	61
Goldman Sachs Group Inc, 5.25% Due 7/27/2021	138	138	151
Goldman Sachs Group Inc, 2.908% Due 6/5/2023	995	995	993
Goldman Sachs Group Inc, 4.0% Due 3/3/2024	174	174	182
Goldman Sachs Group Inc, 3.5% Due 1/23/2025	505	526	510
Goldman Sachs Group Inc, 3.5% Due 11/16/2026	195	190	194
Goldman Sachs Group Inc, 6.75% Due 10/1/2037	140	144	182
HCP Inc, 4.2% Due 3/1/2024	66	66	69
HCP Inc, 3.875% Due 8/15/2024	797	798	813
HCP Inc, 3.4% Due 2/1/2025	184	183	181
Hospitality Properties Trust, 4.65% Due 3/15/2024	117	123	122
Hospitality Properties Trust, 4.95% Due 2/15/2027	66	65	69
Huntington Bancshares Inc, 3.15% Due 3/14/2021	99	99	101
Huntington National Bank, 2.875% Due 8/20/2020	250	249	254
Jackson National Life Global, 2.25% Due 4/29/2021	430	430	425
Jefferies Group LLC, 5.125% Due 4/13/2018	340	340	349
Jefferies Group LLC, 6.875% Due 4/15/2021	590	648	672
Jefferies Group LLC, 6.45% Due 6/8/2027	330	291	378
Keycorp, 2.9% Due 9/15/2020	84	84	85
Keycorp, 5.1% Due 3/24/2021	550	587	602
Liberty Mutual Group Inc, 4.95% Due 5/1/2022	625	693	685
Liberty Property LP, 3.25% Due 10/1/2026	156	155	151
Lincoln National Corp, 4.2% Due 3/15/2022	478	501	509
Manufacturers & Traders Trust Co, 6.625% Due 12/4/2017	715	716	730
Marsh & McLennan Cos Inc, 2.35% Due 9/10/2019	244	244	246
Marsh & McLennan Cos Inc, 2.35% Due 3/6/2020	285	285	286
Marsh & McLennan Cos Inc, 2.75% Due 1/30/2022	117	117	118
Mass Mutual Global Funding, 2.5% Due 10/17/2022	211	210	210
Met Life Global Funding I, 2.3% Due 4/10/2019	545	547	550
Met Life Global Funding I, 1.55% Due 9/13/2019	178	177	176
Met Life Global Funding I, 1.95% Due 9/15/2021	500	499	490

See accompanying notes to financial statements.

Core Fixed Income Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
MetLife Inc, 3.6% Due 11/13/2025	288	288	299
Morgan Stanley, 6.625% Due 4/1/2018	1,765	1,809	1,828
Morgan Stanley, 5.625% Due 9/23/2019	1,310	1,294	1,407
Morgan Stanley, 2.65% Due 1/27/2020	100	100	101
Morgan Stanley, 5.75% Due 1/25/2021	115	115	127
Morgan Stanley, 3.7% Due 10/23/2024	278	278	285
Morgan Stanley, 3.125% Due 7/27/2026	1,049	1,042	1,020
MUFG Americas Holdings Corp, 3.0% Due 2/10/2025	467	465	459
National Retail Property Inc, 3.9% Due 6/15/2024	200	206	206
National Retail Property Inc, 4.0% Due 11/15/2025	401	402	410
National Retail Property Inc, 3.6% Due 12/15/2026	82	81	81
National Rural Utilities Co-op, 5.45% Due 2/1/2018	195	198	199
National Rural Utilities Co-op, 10.375% Due 11/1/2018	410	438	456
Nationwide Mutual Insurance, 9.375% Due 8/15/2039	615	737	1,027
New York Life Global Funding, 2.15% Due 6/18/2019	732	732	736
New York Life Global Funding, 2.35% Due 7/14/2026	156	156	149
Northern Trust Company, 6.5% Due 8/15/2018	250	256	263
PNC Bank NA, 6.875% Due 4/1/2018	250	253	259
PNC Bank NA, 2.7% Due 11/1/2022	400	400	400
PNC Financial Services Group, 3.9% Due 4/29/2024	118	118	123
PNC Funding Corp, 5.125% Due 2/8/2020	160	160	172
Pricoa Global Funding 1, 1.6% Due 5/29/2018	150	150	150
Principal Life Global II, 2.25% Due 10/15/2018	353	353	355
Principal Life Global II, 2.15% Due 1/10/2020	490	489	491
Principal Life Global II, 2.375% Due 11/21/2021	500	499	495
Progressive Corp, 4.35% Due 4/25/2044	362	361	389
Prudential Financial Inc, 2.35% Due 8/15/2019	250	250	252
Prudential Financial Inc, 5.9% Due 3/17/2036	188	216	232
Prudential Financial Inc, 6.625% Due 12/1/2037	62	80	83
Prudential Insurance Company, 8.3% Due 7/1/2025	650	751	859
Realty Income Corp, 3.25% Due 10/15/2022	285	286	289
Realty Income Corp, 3.0% Due 1/15/2027	221	218	209
Reliance Stand Life II, 3.05% Due 1/20/2021	206	206	208
Simon Property Group LP, 4.375% Due 3/1/2021	275	294	293
Simon Property Group LP, 3.75% Due 2/1/2024	585	587	609
Simon Property Group LP, 3.375% Due 10/1/2024	325	325	331
Societe Generale, 4.25% Due 4/14/2025	700	711	710
Southtrust Bank, 7.69% Due 5/15/2025	400	445	498
State Street Corp, 3.1% Due 5/15/2023	539	533	549
State Street Corp, 2.65% Due 5/19/2026	300	300	291
SunTrust Banks Inc, 2.5% Due 5/1/2019	630	638	636
SunTrust Banks Inc, 2.7% Due 1/27/2022	76	76	76
Synchrony Financial, 4.25% Due 8/15/2024	200	203	204
Synchrony Financial, 3.7% Due 8/4/2026	486	484	469
TD Ameritrade Holding Co, 2.95% Due 4/1/2022	164	164	168
Teachers Insurance & Annuity, 4.27% Due 5/15/2047	450	449	461
Travelers PPTY Casualty, 7.75% Due 4/15/2026	410	468	549
UDR Inc, 2.95% Due 9/1/2026	127	127	120
US Bank NA, 2.8% Due 1/27/2025	294	293	291
Ventas Realty LP, 3.75% Due 5/1/2024	168	169	171
Ventas Realty LP/CAP Corp, 4.25% Due 3/1/2022	185	192	195
Vereit Operating Partner, 4.6% Due 2/6/2024	400	417	418
Visa Inc, 2.8% Due 12/14/2022	310	310	316
Wells Fargo & Company, 2.15% Due 1/30/2020	500	500	501
Wells Fargo & Company, 2.5% Due 3/4/2021	813	815	816
Wells Fargo & Company, 4.6% Due 4/1/2021	425	432	458
Wells Fargo & Company, 4.48% Due 1/16/2024	209	203	224
Wells Fargo & Company, 3.0% Due 4/22/2026	168	167	164
Wells Fargo & Company, 4.1% Due 6/3/2026	323	323	334
Wells Fargo & Company, 4.65% Due 11/4/2044	307	305	322
Wells Fargo & Company, 4.9% Due 11/17/2045	247	245	269
Wells Fargo & Company, 4.75% Due 12/7/2046	395	394	422
Welltower Inc, 3.75% Due 3/15/2023	310	310	322
Welltower Inc, 4.0% Due 6/1/2025	300	319	310
<i>Total Financial Services</i>		67,989	70,231

See accompanying notes to financial statements.

Core Fixed Income Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
<i>Health Care</i>			
AbbVie Inc, 2.0% Due 11/6/2018	283	284	284
AbbVie Inc, 3.2% Due 11/6/2022	76	76	78
AbbVie Inc, 2.85% Due 5/14/2023	196	192	196
AbbVie Inc, 4.5% Due 5/14/2035	141	140	149
AbbVie Inc, 4.3% Due 5/14/2036	448	446	456
Aetna Inc, 2.8% Due 6/15/2023	120	120	120
Aetna Inc, 6.75% Due 12/15/2037	490	627	678
Aetna Inc, 4.5% Due 5/15/2042	71	68	77
Allergan Inc, 3.375% Due 9/15/2020	206	211	212
Allergan Inc, 2.8% Due 3/15/2023	164	157	162
Amgen Inc, 5.7% Due 2/1/2019	210	212	223
Amgen Inc, 2.2% Due 5/22/2019	285	288	287
Amgen Inc, 3.625% Due 5/15/2022	610	634	637
Amgen Inc, 3.125% Due 5/1/2025	255	254	256
Amgen Inc, 4.95% Due 10/1/2041	200	199	217
Amgen Inc, 4.663% Due 6/15/2051	123	128	130
Anthem Inc, 4.65% Due 8/15/2044	314	313	340
Baxalta Inc, 3.6% Due 6/23/2022	81	81	84
Bayer US Finance LLC, 3.375% Due 10/8/2024	200	198	205
Becton Dickinson & Company, 3.734% Due 12/15/2024	46	46	47
Biogen Inc, 6.875% Due 3/1/2018	105	109	109
Biogen Inc, 3.625% Due 9/15/2022	297	297	311
Cardinal Health Inc, 2.4% Due 11/15/2019	225	225	226
Cardinal Health Inc, 3.079% Due 6/15/2024	455	455	456
Cardinal Health Inc, 3.75% Due 9/15/2025	182	182	189
Celgene Corporation, 3.95% Due 10/15/2020	250	260	263
Celgene Corporation, 3.25% Due 8/15/2022	294	294	302
Celgene Corporation, 3.625% Due 5/15/2024	75	75	78
Express Scripts Holding Co, 3.5% Due 6/15/2024	180	179	182
Forest Laboratories Inc, 5.0% Due 12/15/2021	173	182	189
Gilead Sciences Inc, 3.25% Due 9/1/2022	265	271	274
Gilead Sciences Inc, 2.5% Due 9/1/2023	71	71	70
Gilead Sciences Inc, 3.7% Due 4/1/2024	97	99	101
Gilead Sciences Inc, 3.5% Due 2/1/2025	110	110	113
Gilead Sciences Inc, 3.65% Due 3/1/2026	145	147	149
Gilead Sciences Inc, 4.6% Due 9/1/2035	300	303	322
GlaxoSmithKline Capital Inc, 6.375% Due 5/15/2038	275	310	378
Laboratory Corp of America Holdings, 4.0% Due 11/1/2023	200	202	208
Laboratory Corp of America Holdings, 3.6% Due 2/1/2025	291	291	295
Medtronic Inc, 3.5% Due 3/15/2025	290	288	302
Medtronic Inc, 4.375% Due 3/15/2035	167	166	182
Merck & Co Inc, 2.4% Due 9/15/2022	122	123	123
Novartis Capital Corp, 3.4% Due 5/6/2024	313	311	327
Pfizer Inc, 4.65% Due 3/1/2018	205	208	209
PROV St Joseph HLTH OBL, 2.746% Due 10/1/2026	154	154	148
Roche Holdings Inc, 2.875% Due 9/29/2021	500	508	511
Stryker Corporation, 3.5% Due 3/15/2026	56	56	57
Thermo Fisher Scientific Inc, 3.0% Due 4/15/2023	131	130	132
Thermo Fisher Scientific Inc, 2.95% Due 9/19/2026	209	207	203
UnitedHealth Group Inc, 4.7% Due 2/15/2021	115	123	124
UnitedHealth Group Inc, 2.875% Due 3/15/2022	65	66	66
UnitedHealth Group Inc, 3.75% Due 7/15/2025	315	314	332
UnitedHealth Group Inc, 6.875% Due 2/15/2038	380	522	540
Zoetis Inc, 3.25% Due 2/1/2023	470	460	482
<i>Total Health Care</i>		12,372	12,791
<i>Technology</i>			
Analog Devices Inc, 3.125% Due 12/5/2023	216	215	218
Apple Inc, 1.0% Due 5/3/2018	313	313	312
Apple Inc, 2.15% Due 2/9/2022	1,119	1,126	1,112
Apple Inc, 2.4% Due 5/3/2023	284	284	282
Apple Inc, 3.45% Due 5/6/2024	244	264	254
Apple Inc, 3.2% Due 5/13/2025	311	310	318
Apple Inc, 4.5% Due 2/23/2036	202	201	227
Apple Inc, 3.85% Due 8/4/2046	313	312	313

See accompanying notes to financial statements.

Core Fixed Income Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
Cisco Systems Inc, 4.45% Due 1/15/2020	125	125	133
Cisco Systems Inc, 2.45% Due 6/15/2020	125	125	127
Cisco Systems Inc, 2.9% Due 3/4/2021	99	99	102
Cisco Systems Inc, 2.2% Due 9/20/2023	320	319	313
Cisco Systems Inc, 2.95% Due 2/28/2026	130	134	130
Cisco Systems Inc, 5.5% Due 1/15/2040	300	295	374
Diamond 1 Fin/Diamond 2, 5.45% Due 6/15/2023	316	316	343
Harris Corporation, 3.832% Due 4/27/2025	300	316	310
HP Inc, 3.75% Due 12/1/2020	49	49	51
HP Inc, 4.375% Due 9/15/2021	297	297	317
HP Inc, 6.0% Due 9/15/2041	122	122	129
IBM Corporation, 7.625% Due 10/15/2018	330	340	355
IBM Corporation, 8.375% Due 11/1/2019	460	512	528
IBM Corporation, 4.0% Due 6/20/2042	508	405	507
Intel Corporation, 3.3% Due 10/1/2021	236	236	247
Intel Corporation, 3.1% Due 7/29/2022	220	224	228
Intel Corporation, 3.7% Due 7/29/2025	143	143	150
L3 Technologies Inc, 3.85% Due 12/15/2026	118	117	122
Michigan Bell Telephone, 7.85% Due 1/15/2022	100	116	119
Microsoft Corporation, 2.0% Due 8/8/2023	495	494	482
Microsoft Corporation, 2.875% Due 2/6/2024	120	121	122
Microsoft Corporation, 3.5% Due 2/12/2035	221	219	223
Microsoft Corporation, 3.45% Due 8/8/2036	495	493	495
Microsoft Corporation, 3.75% Due 5/1/2043	500	494	498
Oracle Corporation, 5.75% Due 4/15/2018	250	251	258
Oracle Corporation, 5.0% Due 7/8/2019	400	402	426
Oracle Corporation, 2.95% Due 5/15/2025	385	384	387
Oracle Corporation, 6.5% Due 4/15/2038	605	667	826
Oracle Corporation, 5.375% Due 7/15/2040	270	273	328
Oracle Corporation, 4.375% Due 5/15/2055	385	383	404
Qualcomm Inc, 2.9% Due 5/20/2024	500	499	499
Texas Instruments Inc, 1.75% Due 5/1/2020	165	165	164
<i>Total Technology</i>		12,160	12,733
<i>Utilities</i>			
AGL Capital Corporation, 5.25% Due 8/15/2019	400	407	424
AGL Capital Corporation, 3.5% Due 9/15/2021	353	350	364
AGL Capital Corporation, 5.875% Due 3/15/2041	120	120	145
Alabama Power Co, 6.125% Due 5/15/2038	303	373	382
Ameren Illinois Co, 4.15% Due 3/15/2046	290	298	309
American Water Capital Corp, 3.4% Due 3/1/2025	227	227	235
American Water Capital Corp, 6.593% Due 10/15/2037	300	346	412
Appalachian Power Company, 5.95% Due 5/15/2033	250	234	295
Arizona Public Service, 2.2% Due 1/15/2020	56	56	56
Arizona Public Service, 5.05% Due 9/1/2041	175	202	202
Arizona Public Service, 4.5% Due 4/1/2042	103	102	113
Atmos Energy Corp, 8.5% Due 3/15/2019	150	150	166
Atmos Energy Corp, 3.0% Due 6/15/2027	500	499	497
Atmos Energy Corp, 4.125% Due 10/15/2044	142	142	149
Baltimore Gas & Electric Co, 2.8% Due 8/15/2022	278	277	281
Baltimore Gas & Electric Co, 3.5% Due 8/15/2046	141	141	134
Berkshire Hathaway Energy, 3.5% Due 2/1/2025	121	121	124
Berkshire Hathaway Energy, 6.125% Due 4/1/2036	125	152	161
Boston Gas Company, 4.487% Due 2/15/2042	85	85	91
Centerpoint Energy Resources, 4.5% Due 1/15/2021	300	318	315
Cleveland Electric Illuminating, 7.88% Due 11/1/2017	300	303	306
Cleveland Electric Illuminating, 8.875% Due 11/15/2018	225	230	245
Commonwealth Edison, 4.6% Due 8/15/2043	300	299	334
Connecticut Light and Power, 5.65% Due 5/1/2018	435	447	449
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	198
Cons Edison Co of NY, 5.5% Due 12/1/2039	350	341	429
Consumers Energy Company, 6.7% Due 9/15/2049	394	454	433
Dominion Energy Inc, 6.4% Due 6/15/2018	465	472	485
Dominion Energy Inc, 2.75% Due 9/15/2022	50	50	50
Dominion Energy Inc, 4.9% Due 8/1/2041	64	63	70

See accompanying notes to financial statements.

Core Fixed Income Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
Dominion Gas Holdings LLC, 2.8% Due 11/15/2020	97	97	98
DTE Electric Company, 3.9% Due 6/1/2021	310	323	327
DTE Electric Company, 2.65% Due 6/15/2022	53	53	53
DTE Energy Company, 2.4% Due 12/1/2019	113	113	114
DTE Energy Company, 3.3% Due 6/15/2022	192	192	197
DTE Energy Company, 3.5% Due 6/1/2024	120	120	122
Duke Energy Carolinas, 7.0% Due 11/15/2018	250	260	268
Duke Energy Carolinas, 4.3% Due 6/15/2020	211	211	225
Duke Energy Carolinas, 3.9% Due 6/15/2021	210	219	223
Duke Energy Carolinas, 6.0% Due 1/15/2038	71	91	94
Duke Energy Corp, 3.55% Due 9/15/2021	176	177	183
Duke Energy Florida Inc, 6.4% Due 6/15/2038	280	317	383
Duke Energy Ohio Inc, 5.45% Due 4/1/2019	395	398	419
Duke Energy Progress Inc, 5.3% Due 1/15/2019	200	202	211
Duke Energy Progress Inc, 2.8% Due 5/15/2022	83	83	85
Duke Energy Progress Inc, 4.1% Due 3/15/2043	150	149	156
Duke Energy Progress Inc, 4.15% Due 12/1/2044	161	160	169
Entergy Gulf States LA, 6.0% Due 5/1/2018	380	388	394
Entergy Louisiana LLC, 2.4% Due 10/1/2026	178	177	168
Exelon Generation Co LLC, 2.95% Due 1/15/2020	97	97	99
Exelon Generation Co LLC, 4.25% Due 6/15/2022	288	302	303
Exelon Generation Co LLC, 5.75% Due 10/1/2041	86	86	88
Florida Power & Light, 3.25% Due 6/1/2024	500	500	517
Florida Power & Light, 4.95% Due 6/1/2035	250	289	290
Florida Power & Light, 5.96% Due 4/1/2039	335	363	437
Indiana Michigan Power, 7.0% Due 3/15/2019	145	150	156
John Sevier Comb Cycle, 4.626% Due 1/15/2042	1,077	1,118	1,170
Kansas City Power & Light, 6.375% Due 3/1/2018	280	287	288
Kansas City Power & Light, 5.3% Due 10/1/2041	385	383	450
Kentucky Utilities Company, 3.25% Due 11/1/2020	170	176	175
Massachusetts Electric, 5.9% Due 11/15/2039	182	181	226
Midamerican Energy Co, 3.7% Due 9/15/2023	485	484	512
Nevada Power Company, 6.5% Due 8/1/2018	355	368	373
Nevada Power Company, 7.125% Due 3/15/2019	300	308	326
Nevada Power Company, 5.375% Due 9/15/2040	51	51	60
Nextera Energy Capital, 6.0% Due 3/1/2019	125	125	133
Niagara Mohawk Power, 4.881% Due 8/15/2019	100	100	106
NiSource Finance Corp, 6.4% Due 3/15/2018	299	306	308
Northern States Power- Minn, 6.25% Due 6/1/2036	360	386	475
Northern States Power- Minn, 6.2% Due 7/1/2037	64	84	85
Nstar Electric Co, 2.375% Due 10/15/2022	200	199	199
NY State Electric & Gas, 3.25% Due 12/1/2026	274	272	274
Ohio Power Company, 6.05% Due 5/1/2018	205	204	212
Oncor Electric Delivery, 6.8% Due 9/1/2018	615	634	650
Pacific Gas & Electric, 8.25% Due 10/15/2018	605	640	654
Pacific Gas & Electric, 3.25% Due 9/15/2021	49	49	50
Pacific Gas & Electric, 3.5% Due 6/15/2025	156	155	161
Pacific Gas & Electric, 6.35% Due 2/15/2038	420	566	562
PacifiCorp, 5.5% Due 1/15/2019	350	353	369
PacifiCorp, 6.1% Due 8/1/2036	316	352	411
Pennsylvania Electric Co, 6.05% Due 9/1/2017	210	211	211
Potomac Electric Power, 5.4% Due 6/1/2035	180	210	204
Potomac Electric Power, 7.9% Due 12/15/2038	455	611	684
PPL Capital Funding Inc, 4.2% Due 6/15/2022	120	124	127
Progress Energy Inc, 7.75% Due 3/1/2031	100	118	141
PSEG Power LLC, 4.15% Due 9/15/2021	656	671	689
Public Service Colorado, 3.2% Due 11/15/2020	45	45	46
Public Service Electric & Gas, 5.375% Due 11/1/2039	169	175	205
Public Service Oklahoma, 5.15% Due 12/1/2019	213	219	227
Public Service Oklahoma, 4.4% Due 2/1/2021	137	137	146
San Diego Gas & Electric, 5.35% Due 5/15/2040	27	27	33
Sempra Energy, 9.8% Due 2/15/2019	450	481	505
Sempra Energy, 2.875% Due 10/1/2022	105	105	105
Sempra Energy, 4.05% Due 12/1/2023	137	137	145
Sierra Pacific Power Co, 3.375% Due 8/15/2023	98	98	101
Southern Cal Edison, 6.05% Due 3/15/2039	250	248	330

See accompanying notes to financial statements.

Core Fixed Income Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
Southern Cal Edison, 5.5% Due 3/15/2040	170	167	212
Southern Calif Gas Co, 3.2% Due 6/15/2025	285	284	291
Southern Calif Gas Co, 5.75% Due 11/15/2035	375	468	467
Southern Co Gas Capital, 2.45% Due 10/1/2023	153	153	148
Southern Power Co, 1.95% Due 12/15/2019	413	413	411
Southwestern Electric Power, 6.45% Due 1/15/2019	115	117	122
Southwestern Public Service, 8.75% Due 12/1/2018	288	301	315
Teco Finance Inc, 5.15% Due 3/15/2020	570	606	606
Virginia Electric & Power Co, 5.4% Due 4/30/2018	490	492	505
Virginia Electric & Power Co, 3.45% Due 2/15/2024	71	71	73
Virginia Electric & Power Co, 4.45% Due 2/15/2044	105	112	115
Wisconsin Electric Power, 1.7% Due 6/15/2018	300	300	300
Wisconsin Electric Power, 2.95% Due 9/15/2021	11	11	11
Wisconsin Electric Power, 3.1% Due 6/1/2025	272	272	273
Xcel Energy Inc, 4.7% Due 5/15/2020	45	45	48
Xcel Energy Inc, 2.6% Due 3/15/2022	210	210	211
<i>Total Utilities</i>		28,564	30,091
Total U.S. Corporate Bonds - 22.8%		218,562	226,894
<u>U.S. Corporate Asset Backed Issues</u>			
Academic Loan Funding Trust, 2.016% Due 12/27/2022	72	72	73
Ally Auto Receivables Trust, 1.2% Due 8/15/2018	78	78	78
Ally Auto Receivables Trust, 2.33% Due 6/15/2022	989	989	991
Ally Auto Receivables Trust, 2.46% Due 9/15/2022	739	739	740
Ally Auto Receivables Trust, 2.93% Due 11/15/2023	696	696	695
American Credit Acceptance Receivables, 2.86% Due 6/12/2023	1,469	1,469	1,469
American Credit Acceptance Receivables, 3.69% Due 6/12/2023	897	897	898
American Express Credit Acct, 1.93% Due 9/15/2022	2,891	2,890	2,897
American Homes 4 Rent, 3.786% Due 10/17/2024	2,155	2,172	2,252
American Homes 4 Rent, 5.149% Due 10/17/2024	1,260	1,259	1,353
American Homes 4 Rent, 6.231% Due 10/17/2024	200	215	222
American Homes 4 Rent, 3.678% Due 12/17/2024	1,479	1,478	1,540
American Homes 4 Rent, 5.04% Due 12/17/2024	323	323	345
American Homes 4 Rent, 3.467% Due 4/17/2025	1,765	1,764	1,821
American Homes 4 Rent, 4.407% Due 4/17/2025	418	416	428
American Homes 4 Rent, 3.732% Due 10/17/2025	769	768	807
American Homes 4 Rent, 5.036% Due 10/17/2025	136	136	145
AmeriCredit Auto Receivables, 1.42% Due 10/8/2019	542	542	542
AmeriCredit Auto Receivables, 1.81% Due 10/8/2020	952	952	953
AmeriCredit Auto Receivables, 1.6% Due 11/9/2020	233	233	233
Arcadia Receivables Credit Trust, 3.25% Due 6/15/2023	1,241	1,241	1,245
Axis Equipment Finance Receivables, 1.9% Due 3/20/2018	155	155	155
B2R Mortgage Trust, 2.524% Due 5/15/2048	282	282	280
B2R Mortgage Trust, 3.336% Due 11/15/2048	1,230	1,229	1,245
BCC Funding Corp, 2.224% Due 9/20/2018	265	265	265
BCC Funding Corp, 2.2% Due 12/20/2021	661	661	661
BXG Receivables Note Trust, 2.66% Due 7/2/2019	92	92	91
CAMILLO, 5.0% Due 12/5/2023	1,439	1,439	1,436
Capital Auto Receivables Asset, 1.46% Due 6/20/2020	641	641	640
CFC LLC, 1.44% Due 11/16/2020	120	120	120
CFC LLC, 1.75% Due 6/15/2021	95	95	95
Consumer Loan Underlying Bond, 2.39% Due 4/17/2023	379	379	379
CPS Auto Trust, 1.49% Due 7/17/2017	64	64	64
CPS Auto Trust, 3.77% Due 10/15/2018	140	140	142
CPS Auto Trust, 4.35% Due 1/15/2019	150	150	153
CPS Auto Trust, 1.31% Due 2/15/2019	22	22	22
CPS Auto Trust, 4.0% Due 4/15/2019	100	100	102
CPS Auto Trust, 4.63% Due 8/16/2021	516	516	526
Credit Acceptance Auto Loan, 2.4% Due 2/15/2023	806	806	809
Credit Acceptance Auto Loan Trust, 2.56% Due 10/15/2025	497	497	499
Credit Acceptance Auto Loan Trust, 3.04% Due 12/15/2025	250	250	251
Credit Acceptance Auto Loan Trust, 3.48% Due 2/17/2026	250	250	252
Credit Acceptance Auto Loan Trust, 3.35% Due 6/15/2026	250	250	250
Drive Auto Receivables Trust, 4.12% Due 11/15/2018	294	294	298
Drive Auto Receivables Trust, 3.84% Due 1/15/2019	640	640	650

See accompanying notes to financial statements.

Core Fixed Income Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
Drive Auto Receivables Trust, 2.84% Due 4/15/2022	868	868	870
Drive Auto Receivables Trust, 3.84% Due 3/15/2023	986	986	990
Drive Auto Receivables Trust, 4.18% Due 3/15/2024	837	837	855
DT Auto Owner Trust, 1.75% Due 11/15/2019	848	848	848
DT Auto Owner Trust, 2.02% Due 8/17/2020	249	249	249
DT Auto Owner Trust, 3.77% Due 10/17/2022	431	431	434
DT Auto Owner Trust, 2.7% Due 11/15/2022	700	700	701
DT Auto Owner Trust, 3.03% Adj, Due 1/17/2023	741	741	741
Exeter Automobile Receivables, 2.84% Due 8/16/2021	317	317	318
Exeter Automobile Receivables Trust, 3.93% Due 4/17/2023	1,110	1,102	1,120
Exeter Automobile Receivables Trust, 3.0% Due 12/15/2021	655	655	657
Fifth Third Auto Trust, 0.96% Due 3/15/2019	45	45	45
First Investors Auto Owner Trust, 1.59% Due 12/16/2019	83	83	83
First Investors Auto Owner Trust, 1.53% Due 11/16/2020	655	655	654
First Investors Auto Owner Trust, 2.67% Due 4/17/2023	691	691	693
First Investors Auto Owner Trust, 3.6% Due 4/17/2023	711	711	715
Firstkey Lending Trust, 2.553% Due 7/9/2019	774	775	774
Firstkey Lending Trust, 3.417% Due 8/9/2019	481	483	483
Flagship Credit Auto Trust, 1.43% Due 10/17/2017	33	33	33
Flagship Credit Auto Trust, 2.84% Due 6/17/2018	178	178	179
Flagship Credit Auto Trust, 3.95% Due 11/17/2018	88	88	89
Flagship Credit Auto Trust, 2.83% Due 3/15/2023	508	508	511
Flagship Credit Auto Trust, 2.96% Adj, Due 7/15/2023	1,270	1,270	1,267
Flagship Credit Auto Trust, 3.62% Adj, Due 7/15/2023	735	735	733
Ford Credit Auto Lease Trust, 2.02% Due 6/15/2020	2,326	2,326	2,330
GLC Trust, 3.0% Due 3/15/2018	57	57	56
GLS Auto Receivables Trust, 2.73% Due 10/15/2020	517	517	517
GLS Auto Receivables Trust, 2.25% Due 12/15/2020	166	166	166
Gold Key Resorts LLC, 3.22% Due 7/15/2020	249	249	250
Goodgreen Trust, 3.74% Due 10/15/2052	292	292	292
Hero Funding Trust, 3.08% Due 9/20/2042	422	422	428
Hero Funding Trust, 4.46% Due 9/20/2047	1,074	1,101	1,108
Honda Auto Receivables Owner, 0.77% Due 3/19/2018	5	5	5
Household Home Equity Loan Trust, 2.412% Due 11/20/2036	35	32	35
Hyundai Auto Receivables, 2.38% Due 4/17/2023	2,385	2,385	2,393
Hyundai Auto Receivables, 2.53% Due 11/15/2023	7,189	7,187	7,217
Kabbage Funding LLC, 4.571% Due 3/15/2022	2,700	2,700	2,762
Lendmark Funding Trust, 2.83% Due 1/22/2024	614	614	614
LV Tower 52 Issuer LLC, 5.75% Due 2/15/2023	2,237	2,237	2,248
Mariner Finance Issuance Trust, 3.62% Due 2/20/2029	680	680	685
Marlette Funding Trust, 2.827% Due 3/15/2024	1,287	1,287	1,291
Nationstar HECM Loan Trust, 2.883% Due 11/25/2025	158	158	158
Nationstar HECM Loan Trust, 2.942% Adj, Due 5/25/2027	125	125	125
NCUA Guaranteed Notes, 1.446% Adj, Due 12/7/2020	64	64	64
Nextgear Floorplan Master Owne, 2.54% Due 4/15/2020	1,912	1,912	1,918
NRPL Trust, 3.75% Due 10/25/2057	732	776	733
Ocwen Master Advance Receivables Trust, 3.211% Due 11/15/2047	2,824	2,824	2,817
OneMain Direct Auto Receivable, 2.04% Due 1/15/2021	360	360	360
OneMain Financial Issuance Trust, 2.47% Due 12/18/2017	366	366	366
OneMain Financial Issuance Trust, 2.57% Due 10/18/2018	1,536	1,536	1,537
OneMain Financial Issuance Trust, 3.19% Due 3/18/2026	1,151	1,151	1,162
Oportun Funding III LLC, 3.69% Due 7/8/2021	952	952	961
PFS Tax Lien Trust, 1.44% Due 9/17/2018	65	65	64
Progreso Receivables Funding, 3.0% Due 7/28/2020	401	401	403
Progress Residential Trust, 2.74% Due 6/12/2020	1,120	1,120	1,126
Progress Residential Trust, 3.138% Due 6/12/2020	503	503	503
Prosper Marketplace Issuance, 2.56% Adj, Due 6/15/2023	724	724	724
Renew, 3.67% Due 9/20/2052	428	428	426
Rice Park Financing Trust, 4.625% Due 10/31/2041	1,981	2,003	1,981
Santander Drive Auto Receivables, 2.1% Due 6/15/2021	1,211	1,211	1,210
Santander Drive Auto Receivables, 2.58% Due 5/16/2022	989	989	989
Santander Drive Auto Receivables, 3.17% Due 4/17/2023	1,267	1,267	1,265
Santander Drive Auto Receivables, 2.79% Due 8/15/2022	3,225	3,224	3,221
Santander Drive Auto Receivables, 3.49% Due 7/17/2023	400	400	400
Saxon Asset Securities Trust, 4.795% Due 6/25/2033	47	47	47
Springcastle SPV, 3.05% Due 4/25/2029	979	979	985

See accompanying notes to financial statements.

Core Fixed Income Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
Springleaf Funding Trust, 3.16% Due 5/15/2019	1,153	1,153	1,163
Springleaf Funding Trust, 3.62% Due 8/15/2019	272	272	274
United Auto Credit Securitization, 3.35% Due 1/10/2022	2,930	2,930	2,930
Upstart Securitization Trust, 2.639% Due 6/20/2024	633	633	633
Vericrest Opportunity Loan, 4.375% Due 11/25/2018	387	387	388
Vericrest Opportunity Loan, 3.5% Due 6/26/2045	1,142	1,142	1,145
Vericrest Opportunity Loan, 3.5% Adj, Due 3/25/2047	968	968	971
Vericrest Opportunity Loan, 3.25% Due 5/25/2047	488	488	489
Vericrest Opportunity Loan, 3.375% Due 10/25/2054	96	95	96
Vericrest Opportunity Loan, 3.5% Due 2/25/2055	192	192	193
Vericrest Opportunity Loan, 3.5% Due 2/25/2055	343	348	344
Vericrest Opportunity Loan, 3.5% Due 3/25/2055	431	437	433
Vericrest Opportunity Loan, 3.875% Adj, Due 4/26/2055	96	96	96
Vericrest Opportunity Loan, 3.25% Due 4/25/2059	797	797	796
Vericrest Opportunity Loan Trust, 3.875% Adj, Due 12/25/2046	838	838	844
Verizon Owner Trust, 1.92% Due 12/20/2021	1,484	1,484	1,484
Westlake Automobile Receivable, 1.57% Due 6/17/2019	747	747	747
Westlake Automobile Receivable, 2.7% Due 10/17/2022	299	299	300
Total U.S. Corporate Asset Backed Issues - 10.3%		101,803	102,422
<u>Corporate CMO</u>			
Ajax Mortgage Loan Trust, 3.875% Due 7/25/2060	327	326	327
American Tower Trust I, 1.551% Due 3/15/2018	380	380	379
Angel Oak Mortgage Trust, 4.5% Due 11/25/2045	178	178	178
ASG Resecuritization Trust, 2.757% Adj, Due 3/26/2037	146	144	146
Banc of America Funding Corp, 5.5% Due 10/25/2034	152	151	158
Banc of America Funding Corp, 3.23% Adj, Due 12/20/2034	61	60	60
Banc of America Funding Corp, 4.953% Adj, Due 2/26/2035	16	16	16
Banc of America Merrill Lynch, 2.959% Due 12/10/2030	187	190	190
Banc of America Merrill Lynch, 4.354% Adj, Due 8/15/2034	350	335	329
Banc of America Mortgage Securities, 6.5% Due 9/25/2032	31	31	32
Banc of America Mortgage Securities, 3.746% Adj, Due 4/25/2033	56	56	57
Banc of America Mortgage Securities, 3.731% Adj, Due 4/25/2034	250	248	250
Bank of America Corp, 5.75% Due 9/20/2034	162	145	173
BB-UBS Trust, 2.892% Due 6/5/2020	192	194	190
BB-UBS Trust, 3.43% Due 11/5/2024	1,100	1,093	1,126
BCAP LLC Trust, 5.5% Due 11/26/2034	151	143	154
BCAP LLC Trust, 3.237% Adj, Due 4/26/2035	4	4	4
BCAP LLC Trust, 3.173% Adj, Due 7/26/2045	466	470	462
Bear Stearns Adj Rate Mortgage, 3.547% Adj, Due 7/25/2033	91	91	91
Bear Stearns Adj Rate Mortgage, 3.713% Adj, Due 5/25/2034	45	45	45
Bear Stearns Adj Rate Mortgage, 2.58% Adj, Due 8/25/2035	144	140	146
Bear Stearns Alt-A Trust, 1.856% Due 7/25/2034	246	240	243
Chase Funding Mortgage Loan, 5.119% Adj, Due 11/25/2034	317	301	327
Chase Funding Mortgage Loan, 4.277% Due 11/25/2034	269	244	274
Chase Mortgage Finance Corp, 3.618% Adj, Due 2/25/2037	238	234	240
Chase Mortgage Finance Corp, 3.442% Adj, Due 2/25/2037	87	86	86
Chase Mortgage Finance Corp, 3.659% Adj, Due 7/25/2037	144	134	144
Citigroup Commercial Mortgage, 2.11% Due 1/12/2018	342	342	342
Citigroup Mortgage Loan Trust, 5.25% Due 10/25/2033	58	48	59
Citigroup Mortgage Loan Trust, 3.155% Adj, Due 8/25/2034	60	60	58
Citigroup Mortgage Loan Trust, 5.5% Due 5/25/2035	158	157	161
Citigroup Mortgage Loan Trust, 6.0% Due 6/25/2036	161	152	161
Citigroup Mortgage Loan Trust, 3.578% Adj, Due 11/25/2038	13	13	13
COMM Mortgage Trust, 3.796% Due 8/10/2024	1,000	1,022	1,050
COMM Mortgage Trust, 3.759% Due 8/10/2025	625	641	654
COMM Mortgage Trust, 1.927% Due 8/13/2027	330	330	330
Countrywide Home Loans, 4.5% Due 6/25/2019	25	25	26
Credit Suisse Mortgage Trust, 2.222% Due 6/28/2047	145	138	144
CS First Boston Mortgage Securities, 3.704% Adj, Due 6/25/2033	217	210	217
CS First Boston Mortgage Securities, 5.25% Due 11/25/2033	234	228	237
CS First Boston Mortgage Securities, 5.5% Due 9/25/2034	175	183	182
CS First Boston Mortgage Securities, 5.5% Due 12/25/2034	213	222	222
Deutsche ALT-A Securities Inc, 5.744% Adj, Due 2/25/2020	54	54	54
FREMF Mortgage Trust, 3.505% Adj, Due 7/25/2022	1,000	985	1,000

See accompanying notes to financial statements.

Core Fixed Income Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
FREMF Mortgage Trust, 3.761% Adj, Due 6/25/2025	2,170	2,111	2,168
FREMF Mortgage Trust, 3.695% Adj, Due 10/25/2026	686	620	669
GCAT, 3.75% Due 7/25/2020	408	413	409
GMAC Mortgage Corp Loan Trust, 3.685% Adj, Due 10/19/2033	216	209	213
GMAC Mortgage Corp Loan Trust, 5.5% Due 10/25/2033	104	102	102
GMAC Mortgage Corp Loan Trust, 3.788% Adj, Due 12/19/2033	411	405	407
GS Mortgage Securities Trust, 2.318% Due 1/10/2018	489	490	490
GS Mortgage Securities Trust, 2.706% Due 12/10/2019	414	419	419
GSMPS Mortgage Loan Trust, 6.0% Due 9/25/2034	119	115	123
GSMPS Mortgage Loan Trust, 1.566% Due 3/25/2035	301	199	266
GSMPS Mortgage Loan Trust, 1.716% Due 6/25/2035	22	20	21
GSR Mortgage Loan Trust, 5.5% Due 1/25/2037	26	22	25
IMPAC CMB Trust, 1.816% Due 5/25/2035	137	127	132
IMPAC Secured Assets Corp, 5.5% Due 8/25/2033	286	270	296
IMPAC Secured Assets Corp, 1.566% Due 5/25/2036	248	218	235
IMPAC Secured Assets Corp, 1.566% Due 8/25/2036	164	158	160
JP Morgan Chase Commercial Mortgage, 1.314% Due 5/15/2047	236	215	236
JP Morgan Mortgage Trust, 3.142% Adj, Due 11/25/2033	298	296	303
JP Morgan Mortgage Trust, 3.556% Adj, Due 8/25/2034	399	381	401
JP Morgan Mortgage Trust, 3.467% Adj, Due 2/25/2035	252	252	258
JP Morgan Mortgage Trust, 3.406% Adj, Due 7/25/2035	300	300	301
Ladder Capital Commercial Mortgage, 3.985% Due 2/15/2028	461	470	481
LendingClub Issuance Trust, 3.0% Due 1/17/2023	276	276	277
MASTR Adjustable Rate Mortgage, 3.19% Adj, Due 11/21/2034	435	431	445
MASTR Asset Securitization, 5.25% Due 12/25/2033	347	357	351
MASTR Reperforming Loan Trust, 1.566% Due 5/25/2035	436	304	371
Merrill Lynch Mortgage Investment, 1.836% Due 10/25/2028	110	104	107
Merrill Lynch Mortgage Investment, 1.676% Due 4/25/2029	140	131	134
Merrill Lynch Mortgage Investment, 1.928% Due 4/25/2029	132	111	129
Merrill Lynch Mortgage Investment, 2.082% Due 8/25/2029	151	141	146
Merrill Lynch Mortgage Investment, 3.551% Adj, Due 7/25/2033	67	66	66
Merrill Lynch Mortgage Investment, 3.09% Adj, Due 8/25/2034	102	100	104
Merrill Lynch Mortgage Investment, 3.058% Adj, Due 12/25/2034	229	224	230
Morgan Stanley BAML Trust, 3.669% Due 1/15/2021	1,000	1,015	1,042
Morgan Stanley Capital I Trust, 4.054% Due 6/15/2021	295	296	305
Morgan Stanley Mortgage Loan, 5.671% Adj, Due 4/25/2034	112	113	118
Morgan Stanley Re-REMIC Trust, 2.0% Due 9/27/2017	56	56	56
Morgan Stanley Re-REMIC Trust, 0.25% Due 3/27/2019	400	374	369
Morgan Stanley Re-REMIC Trust, 1.0% Due 4/27/2019	81	80	80
NCUA Guaranteed Notes, 1.644% Adj, Due 12/8/2020	466	466	468
NCUA Guaranteed Notes, 2.4% Due 12/8/2020	128	128	129
PFP III, 2.622% Adj, Due 10/14/2017	163	163	163
PFP III, 4.422% Adj, Due 4/14/2018	235	235	235
PFP III, 5.172% Adj, Due 4/14/2018	195	195	195
Prime Mortgage Trust, 6.0% Due 2/25/2034	85	87	89
RAIT Trust, 2.509% Due 12/15/2031	25	25	25
RBSCF Trust, 3.26% Due 2/11/2023	531	537	530
RBSSP Resecuritization Trust, 6.5% Due 2/26/2036	285	293	301
Residential Accredit Loans, 14.08% Due 10/25/2017	4	4	4
Residential Accredit Loans, 5.5% Due 5/25/2034	918	731	931
Residential Asset Mortgage Prod, 1.516% Due 3/25/2036	30	27	30
Resource Capital Corp, 4.172% Due 6/15/2018	307	307	304
Resource Capital Corp, 2.572% Due 8/15/2032	59	59	59
Salomon Brothers Mortgage Securities, 3.95% Due 4/25/2032	31	29	30
Salomon Brothers Mortgage Securities, 3.24% Adj, Due 9/25/2033	163	158	162
Senior Homeowner as Program, 4.0% Due 5/25/2053	410	408	402
Sequoia Mortgage Trust, 1.812% Due 12/20/2034	666	645	656
Springleaf Mortgage Loan Trust, 1.78% Adj, Due 12/25/2065	771	771	770
Springleaf Mortgage Loan Trust, 3.52% Adj, Due 12/25/2065	498	495	497
Springleaf Mortgage Loan Trust, 4.48% Adj, Due 12/25/2065	1,500	1,476	1,497
Structured Adjustable Rate Mortgage, 5.5% Due 10/25/2033	259	253	263
Structured Adjustable Rate Mortgage, 3.016% Adj, Due 12/25/2033	86	85	86
Structured Adjustable Rate Mortgage, 5.54% Due 12/25/2033	397	384	407
Structured Adjustable Rate Mortgage, 6.05% Adj, Due 3/25/2034	238	231	242
Structured Asset Mortgage Investment, 1.909% Due 3/19/2034	663	642	643
Structured Asset Mortgage Investment, 1.869% Due 10/19/2034	331	304	318

See accompanying notes to financial statements.

Core Fixed Income Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
Structured Asset Securities Co, 3.45% Due 2/25/2032	156	146	156
Thornburg Mortgage Securities, 1.856% Due 9/25/2043	331	315	320
Thornburg Mortgage Securities, 2.736% Adj, Due 12/25/2044	134	135	134
UBS-BAMLL Trust, 3.663% Due 6/10/2022	578	584	593
UBS-Barclays Commercial Mortgage, 3.244% Due 3/10/2023	229	233	235
V Mortgage LLC, 3.875% Due 4/25/2054	42	42	42
Vendee Mortgage Trust, 6.75% Due 6/15/2026	324	336	362
Vendee Mortgage Trust, 6.75% Due 6/15/2028	282	312	322
Vericrest Opportunity Loan Trust, 3.375% Adj, Due 4/25/2047	929	929	928
VNO Mortgage Trust, 2.996% Due 11/15/2022	544	551	555
WAMU Mortgage Pass-Through Certificates, 5.5% Due 8/25/2019	66	65	66
WAMU Mortgage Pass-Through Certificates, 2.681% Adj, Due 8/25/2033	72	70	73
WAMU Mortgage Pass-Through Certificates, 2.692% Adj, Due 8/25/2033	98	97	100
WAMU Mortgage Pass-Through Certificates, 2.791% Adj, Due 9/25/2033	304	301	308
WAMU Mortgage Pass-Through Certificates, 2.845% Adj, Due 9/25/2033	110	108	110
WAMU Mortgage Pass-Through Certificates, 5.25% Due 10/25/2033	476	443	495
WAMU Mortgage Pass-Through Certificates, 3.13% Adj, Due 6/25/2034	86	81	88
WAMU Mortgage Pass-Through Certificates, 3.13% Adj, Due 6/25/2034	216	215	219
WAMU Mortgage Pass-Through Certificates, 5.5% Due 6/25/2034	321	313	333
WAMU Mortgage Pass-Through Certificates, 5.0% Due 7/25/2034	97	100	99
Wells Fargo Mortgage Backed, 2.904% Adj, Due 11/25/2033	178	177	179
Wells Fargo Mortgage Backed, 3.019% Adj, Due 2/25/2034	125	126	125
Wells Fargo Mortgage Backed, 3.031% Adj, Due 9/25/2034	416	392	424
Wells Fargo Mortgage Backed, 3.262% Adj, Due 10/25/2034	229	218	228
Wells Fargo Mortgage Backed, 3.313% Adj, Due 10/25/2034	126	123	128
Wells Fargo Mortgage Backed, 3.313% Adj, Due 10/25/2034	87	80	89
Wells Fargo Mortgage Backed, 3.237% Adj, Due 12/25/2034	183	173	185
Wells Fargo Mortgage Backed, 3.583% Adj, Due 12/25/2034	107	100	111
Wells Fargo Mortgage Backed, 3.237% Adj, Due 12/25/2034	122	116	125
Wells Fargo Mortgage Backed, 3.583% Adj, Due 12/25/2034	107	106	111
Wells Fargo Mortgage Backed, 3.311% Adj, Due 3/25/2035	622	630	635
Wells Fargo Mortgage Backed, 3.26% Adj, Due 6/25/2035	50	48	51
WF-RBS Commercial Mortgage Trust, 4.375% Due 5/15/2021	600	602	637
WF-RBS Commercial Mortgage Trust, 3.44% Due 1/15/2022	400	402	416
Total Corporate CMO - 4.2%		40,287	41,600
<u>Corporate CMO Interest-Only</u>			
Bear Stearns Commercial Mortgage, 0.522% Adj, Due 6/11/2041	132	2	-
CD Commercial Mortgage Trust, 0.023% Adj, Due 1/15/2046	2,565	3	-
CD Commercial Mortgage Trust, 0.744% Adj, Due 12/11/2049	1,108	9	-
Commercial Mortgage Trust, 1.841% Adj, Due 8/15/2045	853	40	59
LB-UBS Commercial Mortgage Trust, 0.327% Adj, Due 2/15/2041	3,376	16	-
ML-CFC Commercial Mortgage Trust, 0.857% Adj, Due 12/12/2049	634	7	-
Morgan Stanley Capital I Trust, 0.65% Adj, Due 12/15/2043	1,633	21	-
Morgan Stanley Capital I Trust, 0.45% Adj, Due 2/12/2044	6,163	-	66
Morgan Stanley Mortgage Loan, 5.5% Due 8/25/2034	2,071	242	409
Washington Mutual Mortgage Pass-Through, 5.5% Due 5/25/2035	326	29	65
Total Corporate CMO Interest-Only - 0.1%		369	599
<u>Corporate CMO Principal-Only</u>			
MASTR Resecuritization Trust, Due 5/28/2035	43	24	34
Structured Asset Mortgage Investment, Due 7/25/2032	16	15	16
Washington Mutual Mortgage Pass-Through, Due 7/25/2033	92	67	79
Total Corporate CMO Principal-Only - 0.0%		106	129
<u>Foreign Government Bonds</u>			
<i>Canada</i>			
Nova Scotia Province, 9.25% Due 3/1/2020	200	223	234
Quebec Province, 6.35% Due 1/30/2026	900	1,042	1,117
<i>Total Canada</i>		<u>1,265</u>	<u>1,351</u>
<i>Colombia</i>			
Republic of Colombia, 5.0% Due 6/15/2045	234	232	235

See accompanying notes to financial statements.

Core Fixed Income Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
<i>Israel</i>			
Aid-Israel, Zero Coupon, Due 8/15/2024	1,000	814	838
Aid-Israel, Zero Coupon, Due 11/1/2024	1,635	1,422	1,353
<i>Total Israel</i>		2,236	2,191
<i>Mexico</i>			
United Mexican States, 3.625% Due 3/15/2022	294	304	305
United Mexican States, 4.0% Due 10/2/2023	578	576	605
United Mexican States, 4.125% Due 1/21/2026	200	216	208
United Mexican States, 4.15% Due 3/28/2027	805	802	834
United Mexican States, 4.75% Due 3/8/2044	364	359	364
United Mexican States, 5.55% Due 1/21/2045	162	161	181
United Mexican States, 4.35% Due 1/15/2047	70	70	66
United Mexican States, 5.75% Due 10/12/2110	326	315	338
<i>Total Mexico</i>		2,803	2,901
<i>Poland</i>			
Republic of Poland, 4.0% Due 1/22/2024	162	161	173
<i>South Africa</i>			
Republic of South Africa, 5.375% Due 7/24/2044	377	371	367
Total Foreign Government Bonds - 0.7%		7,068	7,218
<u>Foreign Corporate Bonds</u>			
<i>Australia</i>			
AUST & NZ Banking Group NY, 1.45% Due 5/15/2018	250	250	250
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	94
Macquarie Group Ltd, 6.25% Due 1/14/2021	712	750	792
Westpac Banking Corp, 4.875% Due 11/19/2019	406	406	432
<i>Total Australia</i>		1,633	1,723
<i>Canada</i>			
Agrium Inc, 3.375% Due 3/15/2025	200	193	200
Agrium Inc, 4.125% Due 3/15/2035	97	96	97
Agrium Inc, 5.25% Due 1/15/2045	379	377	430
Air Canada 2013-1A PTT, 4.125% Due 5/15/2025	221	221	229
Alberta Energy Company Ltd, 8.125% Due 9/15/2030	320	399	406
Anadarko Finance Co, 7.5% Due 5/1/2031	400	486	500
Bank of Montreal, 2.55% Due 11/6/2022	620	616	619
Bank of Nova Scotia, 2.45% Due 3/22/2021	136	136	137
Bank of Nova Scotia, 2.8% Due 7/21/2021	214	214	217
Bank of Nova Scotia, 1.875% Due 9/20/2021	400	400	391
Canadian Natural Resources Ltd, 5.9% Due 2/1/2018	615	620	629
Canadian Natural Resources Ltd, 3.8% Due 4/15/2024	320	315	324
Canadian Pacific Railroad Co, 7.125% Due 10/15/2031	500	648	682
Canadian Pacific Railroad Co, 4.8% Due 9/15/2035	485	483	541
CDP Financial, 4.4% Due 11/25/2019	500	530	528
Cenovus Energy Inc, 3.0% Due 8/15/2022	200	190	191
Cenovus Energy Inc, 6.75% Due 11/15/2039	267	335	280
Cenovus Energy Inc, 4.45% Due 9/15/2042	153	152	125
Enbridge Inc, 4.25% Due 12/1/2026	652	648	679
Encana Corp, 6.5% Due 5/15/2019	100	102	107
Husky Energy Inc, 4.0% Due 4/15/2024	340	349	345
Petro-Canada, 6.05% Due 5/15/2018	447	449	463
Petro-Canada, 6.8% Due 5/15/2038	225	234	293
Potash Corp-Saskatchewan, 3.25% Due 12/1/2017	500	502	503
Rogers Communications Inc, 4.1% Due 10/1/2023	259	259	275
Rogers Communications Inc, 8.75% Due 5/1/2032	300	383	431
Royal Bank of Canada, 1.875% Due 2/5/2020	485	485	482
Royal Bank of Canada, 2.5% Due 1/19/2021	575	575	579
Suncor Energy Inc, 6.5% Due 6/15/2038	200	261	256
Thomson Reuters Corp, 4.7% Due 10/15/2019	150	150	158
Thomson Reuters Corp, 3.95% Due 9/30/2021	380	387	396
Thomson Reuters Corp, 4.5% Due 5/23/2043	147	144	147

See accompanying notes to financial statements.

Core Fixed Income Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
Toronto-Dominion Bank, 2.125% Due 7/2/2019	145	146	146
Toronto-Dominion Bank, 2.25% Due 11/5/2019	260	260	262
Toronto-Dominion Bank, 2.125% Due 4/7/2021	232	232	231
Toronto-Dominion Bank, 1.8% Due 7/13/2021	230	229	225
Total Capital Canada Ltd, 2.75% Due 7/15/2023	1,152	1,168	1,158
Trans-Canada Pipelines, 6.5% Due 8/15/2018	250	250	263
Trans-Canada Pipelines, 7.125% Due 1/15/2019	400	423	431
Trans-Canada Pipelines, 3.75% Due 10/16/2023	300	305	315
Trans-Canada Pipelines, 7.625% Due 1/15/2039	50	50	73
<i>Total Canada</i>		14,402	14,744
<i>Cayman Islands</i>			
Hutch Whampoa International 11 Ltd, 4.625% Due 1/13/2022	200	203	216
Hutch Whampoa International 12 II, 2.0% Due 11/8/2017	336	336	336
<i>Total Cayman Islands</i>		539	552
<i>China</i>			
ICBC, 3.231% Due 11/13/2019	1,000	1,000	1,017
<i>Colombia</i>			
Ecopetrol SA, 4.125% Due 1/16/2025	167	166	164
<i>France</i>			
BPCE SA, 1.625% Due 1/26/2018	500	500	499
BPCE SA, 3.375% Due 12/2/2026	500	495	506
Credit Agricole SA, 4.375% Due 3/17/2025	500	494	518
Danone SA, 2.589% Due 11/2/2023	650	650	634
Electricite De France, 2.15% Due 1/22/2019	194	193	195
Orange SA, 2.75% Due 2/6/2019	365	365	370
Orange SA, 9.0% Adj, Due 3/1/2031	230	294	348
Total Capital International SA, 3.75% Due 4/10/2024	200	205	211
Total Capital SA, 2.125% Due 8/10/2018	170	170	171
<i>Total France</i>		3,366	3,452
<i>Germany</i>			
Deutsche Bank AG London, 3.125% Due 1/13/2021	223	224	224
<i>Guernsey</i>			
Credit Suisse GP Fund Ltd, 3.8% Due 9/15/2022	250	250	260
<i>Ireland</i>			
Johnson Controls International PLC, 5.0% Due 3/30/2020	500	531	534
Johnson Controls International PLC, 4.25% Due 3/1/2021	80	84	85
Johnson Controls International PLC, 3.625% Due 7/2/2024	69	67	71
Johnson Controls International PLC, 3.9% Due 2/14/2026	154	155	161
Shire ACQ INV Ireland DA, 2.875% Due 9/23/2023	306	306	303
<i>Total Ireland</i>		1,143	1,154
<i>Italy</i>			
Eni SpA, 5.7% Due 10/1/2040	250	249	262
<i>Japan</i>			
Bank Tokyo - Mitsubishi UFJ, 2.35% Due 9/8/2019	600	600	602
Bank Tokyo - Mitsubishi UFJ, 2.75% Due 9/14/2020	300	300	303
Mitsubishi UFJ Finance Group, 2.527% Due 9/13/2023	200	200	196
Nippon Telegraph & Telephone, 1.4% Due 7/18/2017	67	67	67
Nomura Holdings Inc, 6.7% Due 3/4/2020	94	95	104
Sumitomo Mitsui Financial Group, 2.442% Due 10/19/2021	135	135	134
Sumitomo Mitsui Financial Group, 2.632% Due 7/14/2026	655	655	623
<i>Total Japan</i>		2,052	2,029
<i>Luxembourg</i>			
Actavis Funding SCS, 3.45% Due 3/15/2022	105	105	108
Covidien International, 2.95% Due 6/15/2023	340	351	343
Schlumberger Investment, 2.4% Due 8/1/2022	540	513	534
<i>Total Luxembourg</i>		969	985

See accompanying notes to financial statements.

Core Fixed Income Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
<i>Mexico</i>			
America Movil SAB DE CV, 3.125% Due 7/16/2022	726	736	740
Petroleos Mexicanos, 6.375% Due 2/4/2021	274	274	297
Petroleos Mexicanos, 4.875% Due 1/18/2024	98	98	99
Petroleos Mexicanos, 6.875% Due 8/4/2026	857	937	950
Petroleos Mexicanos, 6.5% Due 3/13/2027	272	270	292
Petroleos Mexicanos, 5.5% Due 6/27/2044	35	36	31
Petroleos Mexicanos, 6.375% Due 1/23/2045	212	210	207
Petroleos Mexicanos, 6.75% Due 9/21/2047	69	75	70
<i>Total Mexico</i>		2,636	2,686
<i>Netherlands</i>			
Airbus Group Finance BV, 2.7% Due 4/17/2023	214	214	215
Deutsche Telekom International Finance, 6.75% Due 8/20/2018	200	204	211
Deutsche Telekom International Finance, 6.0% Due 7/8/2019	635	639	684
Deutsche Telekom International Finance, 8.75% Adj, Due 6/15/2030	170	218	252
Enel Finance International NV, 5.125% Due 10/7/2019	700	700	745
Heineken NV, 3.4% Due 4/1/2022	250	251	260
ING Bank NV, 2.05% Due 8/15/2021	900	899	885
ING Group NV, 3.95% Due 3/29/2027	200	200	208
Koninklijke Philips NV, 3.75% Due 3/15/2022	370	386	390
Mylan NV, 3.95% Due 6/15/2026	231	229	234
Rabobank Nederland, 3.875% Due 2/8/2022	645	655	684
Rabobank Nederland, 4.375% Due 8/4/2025	250	250	262
Rabobank Nederland, 5.8% Due 9/30/2110	300	290	374
Shell International Finance, 4.3% Due 9/22/2019	285	285	300
Shell International Finance, 4.375% Due 3/25/2020	290	290	309
Shell International Finance, 3.25% Due 5/11/2025	485	484	495
Shell International Finance, 2.875% Due 5/10/2026	653	651	644
Shell International Finance, 6.375% Due 12/15/2038	140	146	186
Shell International Finance, 4.0% Due 5/10/2046	631	620	623
Siemens Financieringsmat, 2.0% Due 9/15/2023	500	497	480
Siemens Financieringsmat, 6.125% Due 8/17/2026	470	504	578
Teva Pharm Finance IV BV, 3.65% Due 11/10/2021	201	205	208
Teva Pharmaceuticals NE, 3.15% Due 10/1/2026	119	119	113
<i>Total Netherlands</i>		8,936	9,340
<i>New Zealand</i>			
BNZ Intl Funding/London, 2.1% Due 9/14/2021	990	989	969
<i>Norway</i>			
Statoil ASA, 3.15% Due 1/23/2022	350	350	360
Statoil ASA, 2.45% Due 1/17/2023	130	130	129
Statoil ASA, 2.65% Due 1/15/2024	204	204	201
Statoil ASA, 3.25% Due 11/10/2024	239	238	244
<i>Total Norway</i>		922	934
<i>Spain</i>			
Telefonica Emisiones SAU, 3.192% Due 4/27/2018	210	210	212
Telefonica Emisiones SAU, 5.134% Due 4/27/2020	358	380	386
Telefonica Emisiones SAU, 5.462% Due 2/16/2021	117	117	129
Telefonica Emisiones SAU, 7.045% Due 6/20/2036	265	328	348
<i>Total Spain</i>		1,035	1,075
<i>Sweden</i>			
Nordea Bank AB, 4.25% Due 9/21/2022	655	672	695
Skandinaviska Enskilda, 1.75% Due 3/19/2018	242	242	242
Stadshypotek AB, 1.875% Due 10/2/2019	332	332	332
<i>Total Sweden</i>		1,246	1,269
<i>Switzerland</i>			
Credit Suisse New York, 3.0% Due 10/29/2021	400	407	408
Credit Suisse New York, 3.625% Due 9/9/2024	250	249	258
<i>Total Switzerland</i>		656	666

See accompanying notes to financial statements.

Core Fixed Income Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
<i>United Kingdom</i>			
Aon PLC, 3.875% Due 12/15/2025	440	442	460
Barclays PLC, 3.2% Due 8/10/2021	400	402	406
Barclays PLC, 3.65% Due 3/16/2025	254	253	253
BG Energy Capital PLC, 5.125% Due 10/15/2041	200	197	223
BP Capital Markets PLC, 3.245% Due 5/6/2022	377	377	388
BP Capital Markets PLC, 2.75% Due 5/10/2023	282	280	281
BP Capital Markets PLC, 3.216% Due 11/28/2023	131	131	133
BP Capital Markets PLC, 3.814% Due 2/10/2024	408	416	426
BP Capital Markets PLC, 3.017% Due 1/16/2027	127	127	124
British Telecom PLC, 5.95% Due 1/15/2018	275	275	281
British Telecom PLC, 2.35% Due 2/14/2019	200	200	201
British Telecom PLC, 9.125% Adj, Due 12/15/2030	145	184	220
Diageo Capital PLC, 4.828% Due 7/15/2020	402	407	434
HSBC Bank PLC, 1.5% Due 5/15/2018	521	520	520
HSBC Bank PLC, 4.75% Due 1/19/2021	300	300	323
HSBC Holdings PLC, 2.65% Due 1/5/2022	1,333	1,317	1,330
HSBC Holdings PLC, 3.6% Due 5/25/2023	375	378	388
Lloyds Bank PLC, 1.75% Due 3/16/2018	325	325	325
Lloyds Bank PLC, 2.7% Due 8/17/2020	500	500	507
Santander UK PLC, 2.5% Due 3/14/2019	466	466	470
Standard Chartered PLC, 5.2% Due 1/26/2024	500	500	534
State Grid Overseas Investment, 3.125% Due 5/22/2023	600	596	603
Vodafone Group PLC, 2.95% Due 2/19/2023	369	363	371
<i>Total United Kingdom</i>		8,956	9,201
Total Foreign Corporate Bonds - 5.3%		51,369	52,706
<u>Foreign Asset Backed Issues</u>			
<i>Cayman Islands</i>			
Colony American Finance Ltd, 2.544% Due 6/15/2048	653	653	649
Colony American Finance Ltd, 2.554% Due 11/15/2048	1,879	1,878	1,841
<i>Total Cayman Islands</i>		2,531	2,490
<i>Ireland</i>			
Trafigura Securitization Finance, 2.109% Due 10/15/2021	957	957	956
Total Foreign Asset Backed Issues - 0.3%		3,488	3,446
<u>Money Market Mutual Fund</u>			
Dreyfus Treasury Prime Cash Management Institutional Fund - 1.9%	18,950,366	18,950	18,950
<u>Liquidating Trust</u>			
Residential Capital LLC - 0.0%	263	-	-
<u>Investments made with Cash Collateral for Securities Loaned</u>			
<i>Repurchase Agreements</i>			
BNP Paribas, 1.11% Due 7/3/2017	1,157	1,157	1,157
BNP Paribas, 1.4% Due 7/3/2017	3,219	3,219	3,219
Citibank NA, 1.08% Due 7/3/2017	227	227	227
Citigroup Global Markets Inc, 1.1% Due 7/3/2017	12,484	12,484	12,484
Citigroup Global Markets Inc, 1.06% Due 7/5/2017	4,597	4,597	4,597
HSBC Securities USA Inc, 1.06% Due 7/3/2017	1,409	1,409	1,409
ING Bank NV, 1.38% Due 7/3/2017	2,548	2,548	2,548
Jefferies LLC, 1.25% Due 7/3/2017	692	692	692
Merrill Lynch Pierce Fenner & Smith Inc, 1.35% Due 7/5/2017	990	990	990
Merrill Lynch Pierce Fenner & Smith Inc, 1.66% Due 10/3/2017	3,914	3,914	3,914
Mizuho Securities USA LLC, 1.31% Due 7/3/2017	474	474	474
Nomura Securities International Inc, 1.13% Due 7/3/2017	190	190	190
RBC Dominion Securities Inc, 1.08% Due 7/3/2017	11,345	11,345	11,345
Societe Generale, 1.31% Due 7/3/2017	10,868	10,868	10,868
Societe Generale, 1.56% Due 8/4/2017	2,561	2,561	2,561
Societe Generale, 1.71% Due 9/29/2017	3,731	3,731	3,731
<i>Total Repurchase Agreements</i>		60,406	60,406

See accompanying notes to financial statements.

Core Fixed Income Pool

Schedule of Investments (continued)

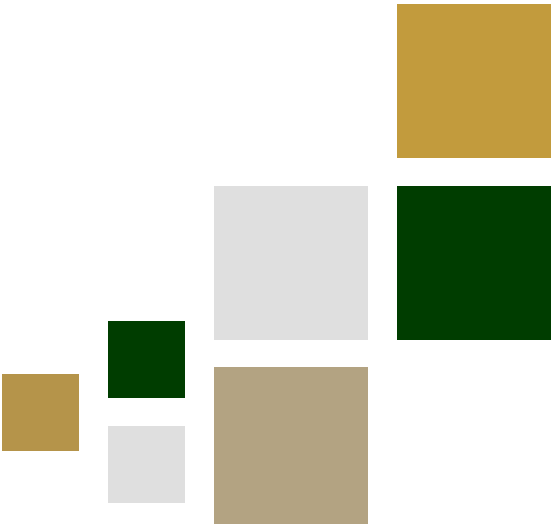
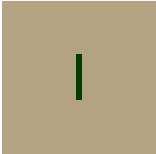
June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
<i>Time Deposits</i>			
Australia & New Zealand Banking Group Ltd, 1.15% Due 7/3/2017	3,691	3,691	3,691
BNP Paribas, 1.06% Due 7/3/2017	4,565	4,565	4,565
Credit Agricole CIB, 1.06% Due 7/3/2017	3,137	3,137	3,137
DNB Bank ASA, 1.05% Due 7/3/2017	4,369	4,369	4,369
Landesbank Baden-Wuerttemberg, 1.05% Due 7/3/2017	4,560	4,560	4,560
National Australia Bank Ltd, 1.05% Due 7/3/2017	4,625	4,625	4,625
National Bank of Canada, 1.05% Due 7/3/2017	3,586	3,586	3,586
Nordea Bank AB, 1.06% Due 7/3/2017	4,146	4,146	4,146
Royal Bank of Canada, 1.05% Due 7/3/2017	4,590	4,590	4,590
Svenska Handelsbanken AB, 1.05% Due 7/3/2017	4,469	4,469	4,469
<i>Total Time Deposits</i>		41,738	41,738
Total Investments made with Cash Collateral for Securities Loaned - 10.3%		102,144	102,144
Total Investments - 110.0%		\$ 1,065,113	\$ 1,095,675

See accompanying notes to financial statements.

AUDITED FINANCIAL STATEMENTS
June 30, 2017



TIPS Pool

Audited Financial Statements June 30, 2017

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Report of Independent Auditors

To the Board of Trustees
West Virginia Investment Management Board

We have audited the accompanying financial statements of the West Virginia Investment Management Board TIPS Pool, which comprise the statement of net position as of June 30, 2017, and the related statement of changes in net position for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the West Virginia Investment Management Board TIPS Pool at June 30, 2017, and the changes in its net position for the year then ended, in conformity with U.S. generally accepted accounting principles.

Required Supplementary Information

U.S. generally accepted accounting principles require that the management's discussion and analysis on pages I-1 through I-2 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, which considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.



Supplementary Information

Our audit was conducted for purposes of forming an opinion on the basic financial statements. The accompanying schedule of investments is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with the auditing standards generally accepted in the United States. In our opinion, the accompanying schedule of investments is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

Ernst + Young LLP

September 8, 2017

TIPS Pool

Management Discussion and Analysis (Unaudited)

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. The IMB operates on a fiscal year beginning July 1 and ending June 30. To effectuate its purpose the IMB has constructed a series of investment pools in which to invest participating entities monies.

The following information and 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, the information contained in this Management Discussion and Analysis and the following 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. The Management Discussion and Analysis information should be considered in conjunction with the information contained in the financial statements which follow this section.

Effective July 1, 2016, the Pool adopted U.S. Generally Accepted Accounting Principles (GAAP) for governments as prescribed by the Governmental Accounting Standards Board (GASB). Prior to July 1, 2016, the Pool followed the accounting and reporting guidance applicable to investment companies as defined by the Financial Accounting Standards Board Accounting Standards Codification (ASC) 946 – Financial Services – Investment Companies. Accordingly, the financial statements presented have been prepared in conformity with the reporting framework prescribed by GASB for external investment pools. There was no impact on the net position of the Pool as a result of adopting the GASB reporting framework.

Financial Statement Overview

Management's Discussion and Analysis is an introduction to the Pool's basic financial statements. The IMB accounts for the Pool under GAAP for governments as prescribed by the GASB, using the accrual basis of accounting. The financial statements for the Pool include a Statement of Net Position and a Statement of Changes in Net Position. These financial statements are supported by the Notes to Financial Statements. In addition, a Schedule of Investments for the Pool is included as Supplementary Information following the Notes to Financial Statements.

Pool Strategy

The Pool was established to offer an additional level of diversification over and above nominal fixed income securities in an attempt to mitigate the risk of inflation. The main objective for the Pool is to generate a return that exceeds the rate of inflation over a market cycle, to provide investment income and stability of principal, and to diversify interest rate exposure. The Pool's performance is measured against the Bloomberg Barclays U.S. Treasury Inflation Protection Index on an annualized basis over rolling three- to five- year periods, gross of fees.

Condensed Financial Information and Analysis (in \$000s)

The Statement of Net Position presents the financial position of the Pool as of June 30, 2017, and includes all assets and liabilities of the Pool. The difference between total assets and total liabilities, which is equal to the participants' interest in the Pool's Net Position, is shown below for the current and prior fiscal year-end dates:

Condensed Net Position	June 30, 2017	June 30, 2016
Investments	\$ 337,671	\$ 374,749
Other Assets	27,153	15,716
Total Assets	364,824	390,465
Total Liabilities	(36,641)	(1,892)
Net Position	\$ 328,183	\$ 388,573

Yearly variances in the net position of the Pool are impacted by the movement of interest rates of the U.S. Treasury securities held in the index referenced above. Net position is also impacted by expenses charged to the Pool and the issuance and redemption of Pool units. The decrease in the Pool's Net Position of \$60,390 results from a \$1,828 net decrease from operations, and a \$58,562 net decrease from unit transactions.

TIPS Pool

Management Discussion and Analysis (Unaudited)

The Statement of Changes in Net Position presents the Pool's activity for the years ended:

	June 30, 2017	June 30, 2016
Investment Income (Loss)	\$ (1,611)	\$ 17,335
Expenses	(217)	(256)
Net Increase (Decrease) in Net Position from Operations	(1,828)	17,079
Net Units Redeemed	(58,562)	(58,039)
Decrease in Net Position	(60,390)	(40,960)
Net Position, Beginning of Year	388,573	429,533
Net Position, End of Year	\$ 328,183	\$ 388,573

The Investment Income (Loss) of the Pool consists primarily of interest received on fixed income securities, realized gain (loss) on the sale of investments which occur whenever investments are sold for more (less) than their cost, and the net change in unrealized appreciation (depreciation) on investments which reflects the net change in the value of investments held over their carrying cost between the measurement periods.

The IMB calculates total rates of return using the time-weighted rate of return methodology. The time-weighted method determines the rate of return exclusive of the effects of participant contributions or withdrawals. The return of the Pool (net of fees) for the year ended June 30, 2017 was -0.7 percent, down from 4.3 percent for the year ended June 30, 2016.

Select financial highlights for the Pool are as follows:

Per Unit Operating Performance:	June 30, 2017	June 30, 2016
Net position, beginning of year	\$ 11.25	\$ 10.79
Net increase (decrease) in net position from operations	(0.08)	0.46
Net position, end of year	\$ 11.17	\$ 11.25

Supplemental Data (a):		
Ratio of expenses to average net position	0.06%	0.06%
Portfolio turnover rate	26.83%	20.98%

(a) All ratios are for the fiscal year

TIPS Pool

Statement of Net Position

June 30, 2017

(Amounts in thousands, except unit data)

Assets

Investments at fair value (cost \$337,969), including securities on loan of \$118,440 (Note 5)	\$	337,671
Receivables:		
Accrued interest		1,104
Investments sold		26,041
Securities lending income		8
		<hr/>
Total assets		364,824

Liabilities

Accrued expenses		39
Payable for investments purchased		25,925
Payable upon return of securities loaned (Note 5)		10,677
		<hr/>
Total liabilities		36,641

Net position \$ 328,183

Unit data

Units outstanding		29,368,478
Net position, unit price	\$	<u>11.17</u>

See accompanying notes to financial statements.

TIPS Pool

Statement of Changes in Net Position
Year Ended June 30, 2017
(Amounts in thousands)

Investment income

Net change in unrealized appreciation (depreciation) on investments	\$ (11,354)
Net realized gain from investments	1,311
Interest	8,361
Dividends	2
Net securities lending income	<u>69</u>

Total investment income (1,611)

Expenses

Investment advisor fees	(89)
Trustee fees	(1)
Custodian bank fees	(14)
Management fees	(94)
Fiduciary bond fees	(1)
Professional service fees	<u>(18)</u>

Total expenses (217)

Net decrease in net position from operations before unit transactions (1,828)

Unit transactions

Proceeds from sale of units	23,823
Amount paid for repurchase of units	<u>(82,385)</u>

Net decrease in net position from unit transactions (58,562)

Decrease in net position (60,390)

Net position, beginning of year 388,573

Net position, end of year \$ 328,183

See accompanying notes to financial statements.

TIPS 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 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.

The IMB accounts for the Pool under U.S. Generally Accepted Accounting Principles (GAAP) for governments as prescribed by the Governmental Accounting Standards Board (GASB), using the accrual basis of accounting.

The Pool invests in Treasury Inflation-Protected Securities (TIPS) and its objective is to match the performance of the Bloomberg Barclays U.S. Treasury Inflation Protection 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 GASB Statement No. 72. Refer to Note 4 for further discussion and presentation of the reporting requirements under GASB Statement No. 72.

Fair value of the Pool's portfolio securities is determined on the last business day of each month 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.
- Repurchase agreements and time deposits are valued at amortized cost, provided such amount approximates fair value.

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.

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.

TIPS Pool

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

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Securities Lending - The IMB, through its lending agent, the Bank of New York Mellon, loans securities of the Pool to various brokers on a temporary basis. Each transaction for U.S. securities is secured by cash collateral and non-cash collateral consisting of debt obligations and securities issued by the United States Government or its agencies or instrumentalities of at least 102 percent of the market value of the securities loaned plus accrued income. Cash collateral received, if any, is invested in repurchase agreements, money market mutual funds, and time deposits. Such investments, except for repurchase transactions, are made at the risk of the Pool and, as such, the Pool is liable for investment losses. The lending agent contractually indemnifies the IMB for any repurchase agreement investment losses. Investments made with cash are reported at fair value on the Statement of Net Position. Securities loaned remain on the Statement of Net Position. The IMB has the right under the lending agreement to recover the securities from the borrower on demand. 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 Changes in Net Position as net securities lending income. 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 Changes in Net Position 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. The calculation of realized gains and losses is independent of the calculation of the net increase or decrease in the fair value of investments. Realized gains and losses on investments held in more than one fiscal year and sold in the current year may have been recognized as an increase or decrease in the fair value of investments reported in the prior year.

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

Unit valuation and participant transactions - The unit price of the Pool is calculated on the last business day of the month by dividing the net position of the Pool by the number of outstanding units. Participant transactions are executed at the unit price at the time of the purchase or redemption.

Distributions to Participants - The Pool does not routinely distribute dividends of investment income less expenses.

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. Accordingly, no provision for income taxes is required as of June 30, 2017.

TIPS 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. INVESTMENT RISK DISCLOSURES

Credit Risk and Interest Rate Risk

The IMB limits the exposure to credit risk in the Pool by primarily investing in U.S. Treasury inflation protected securities. The IMB monitors interest rate risk of the Pool by evaluating the real modified duration of the investments in the Pool. The following table provides the weighted average credit ratings and weighted average real modified duration as of June 30, 2017.

Investment Type	Moody's / S&P	Real Modified Duration (years)	Fair Value	Percent of Total Investments
Money market mutual fund	Aaa / AAA	N/A	\$ 128	0.0%
Repurchase agreements	Aaa / AA	0.0	6,314	1.9
Time deposits	A-1 / P-1	0.0	4,363	1.3
U.S. Treasury inflation-protected securities	Aaa / AA	7.9	326,866	96.8
Total investments		7.6	\$ 337,671	100.0%

Concentration of Credit Risk

The Pool is restricted from investing more than 5 percent of the value of the Pool in any one corporate name. At June 30, 2017, the Pool was in compliance with this restriction and is not exposed to concentration of credit risk.

Custodial Credit Risk

At June 30, 2017, the Pool held no securities that were subject to custodial credit risk. Repurchase agreements, when held, are collateralized to a minimum of 102 percent and the collateral is held in the name of the IMB. Securities on loan are collateralized to a minimum of 102 percent and the collateral is held by the IMB's custodian in the name of the IMB. All remaining securities are held by the IMB's custodian in the name of the IMB.

Foreign Currency Risk

None of the securities held by the Pool are exposed to foreign currency risk.

NOTE 4. FAIR VALUE MEASUREMENTS

GASB Statement No. 72 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).

GASB Statement No. 72 establishes 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 GASB Statement No. 72 are:

TIPS Pool

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

NOTE 4. FAIR VALUE MEASUREMENTS

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 GASB Statement No. 72 fair value hierarchy levels as of June 30, 2017:

<u>Assets</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Investments made with cash collateral for securities loaned	\$ -	\$ 10,677	\$ -	\$ 10,677
Money market mutual fund	128	-	-	128
U.S. Treasury inflation-protected securities	-	326,866	-	326,866
Total	<u>\$ 128</u>	<u>\$ 337,543</u>	<u>\$ -</u>	<u>\$ 337,671</u>

NOTE 5. SECURITIES LENDING

The following table presents the amounts of various accounts related to securities lending at June 30, 2017.

	<u>Fair Value</u>
Securities on loan	\$ 118,440
Collateral received:	
Cash	\$ 10,677
Non-cash	110,563
Total collateral received	<u>\$ 121,240</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 Net Position.

NOTE 6. 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 fee of 0.03 percent annually on the first \$200 million of net assets under management and a fee of 0.02 percent annually on the assets over \$200 million. The effective fee rate earned by SSgA for the year ended June 30, 2017, was 0.03 percent.

TIPS Pool

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 June 30, 2017.

<u>Participant</u>	<u>Account Value</u>
Workers' Compensation Old Fund	\$ 125,405
Revenue Shortfall Reserve Fund	71,474
Revenue Shortfall Reserve Fund - Part B	60,602
Coal Workers' Pneumoconiosis Fund	24,710
Public Employees Insurance Agency	22,411
Board of Risk and Insurance Management	13,776
Workers' Compensation Self-Insured Employer Security Risk Pool	5,353
Workers' Compensation Self-Insured Employer Guaranty Risk Pool	3,325
Workers' Compensation Uninsured Employers' Fund	1,127
Total	<u>\$ 328,183</u>

NOTE 8. SUBSEQUENT EVENTS

The IMB has performed an evaluation of events subsequent to June 30, 2017, through September 8, 2017, the date the Pool's financial statements were available for issuance. The IMB has determined that there were no significant subsequent events which have not been recognized in the Pool's financial statements that require disclosure.

Supplementary Information

TIPS Pool

Schedule of Investments

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
U.S. Treasury Inflation-Protected Securities			
United States Treasury, 1.375% Due 7/15/2018	4,521	\$ 5,217	\$ 5,211
United States Treasury, 2.125% Due 1/15/2019	4,330	5,084	5,095
United States Treasury, 0.125% Due 4/15/2019	16,697	17,513	17,437
United States Treasury, 1.875% Due 7/15/2019	4,893	5,816	5,844
United States Treasury, 1.375% Due 1/15/2020	6,010	7,007	7,047
United States Treasury, 0.125% Due 4/15/2020	11,170	11,697	11,686
United States Treasury, 1.25% Due 7/15/2020	9,314	10,809	10,888
United States Treasury, 1.125% Due 1/15/2021	10,686	12,213	12,407
United States Treasury, 0.125% Due 4/15/2021	8,350	8,705	8,607
United States Treasury, 0.625% Due 7/15/2021	11,687	12,973	12,998
United States Treasury, 0.125% Due 1/15/2022	12,955	14,148	13,981
United States Treasury, 0.125% Due 4/15/2022	5,344	5,404	5,350
United States Treasury, 0.125% Due 7/15/2022	8,332	9,198	8,857
United States Treasury, 0.125% Due 1/15/2023	13,690	14,791	14,382
United States Treasury, 0.375% Due 7/15/2023	13,690	14,335	14,487
United States Treasury, 0.625% Due 1/15/2024	13,694	14,608	14,566
United States Treasury, 0.125% Due 7/15/2024	13,694	13,884	13,863
United States Treasury, 2.375% Due 1/15/2025	7,156	10,366	10,581
United States Treasury, 0.25% Due 1/15/2025	7,439	7,732	7,549
United States Treasury, 0.375% Due 7/15/2025	13,694	13,965	14,024
United States Treasury, 2.0% Due 1/15/2026	5,489	7,399	7,584
United States Treasury, 0.625% Due 1/15/2026	12,358	12,998	12,808
United States Treasury, 0.125% Due 7/15/2026	11,690	11,857	11,512
United States Treasury, 2.375% Due 1/15/2027	4,487	6,295	6,346
United States Treasury, 0.375% Due 1/15/2027	5,619	5,680	5,591
United States Treasury, 1.75% Due 1/15/2028	4,649	5,876	6,054
United States Treasury, 3.625% Due 4/15/2028	3,033	5,797	5,998
United States Treasury, 2.5% Due 1/15/2029	4,614	6,181	6,326
United States Treasury, 3.875% Due 4/15/2029	3,752	7,269	7,587
United States Treasury, 3.375% Due 4/15/2032	1,539	2,759	2,918
United States Treasury, 2.125% Due 2/15/2040	822	1,137	1,159
United States Treasury, 2.125% Due 2/15/2041	3,272	4,334	4,573
United States Treasury, 0.75% Due 2/15/2042	5,939	6,466	6,128
United States Treasury, 0.625% Due 2/15/2043	4,460	4,337	4,371
United States Treasury, 1.375% Due 2/15/2044	6,846	7,736	7,826
United States Treasury, 0.75% Due 2/15/2045	7,682	7,557	7,498
United States Treasury, 1.0% Due 2/15/2046	5,678	6,093	5,861
United States Treasury, 0.875% Due 2/15/2047	1,896	1,928	1,866
Total U.S. Treasury Inflation-Protected Securities - 99.6%		327,164	326,866
Money Market Mutual Fund			
Dreyfus Treasury Prime Cash Management Institutional Fund - 0.0%	128,058	128	128
Investments made with Cash Collateral for Securities Loaned			
<i>Repurchase Agreements</i>			
BNP Paribas, 1.11% Due 7/3/2017	121	121	121
BNP Paribas, 1.4% Due 7/3/2017	336	336	336
Citibank NA, 1.08% Due 7/3/2017	24	24	24
Citigroup Global Markets Inc, 1.1% Due 7/3/2017	1,305	1,305	1,305
Citigroup Global Markets Inc, 1.06% Due 7/5/2017	480	480	480
HSBC Securities USA Inc, 1.06% Due 7/3/2017	147	147	147
ING Bank NV, 1.38% Due 7/3/2017	266	266	266
Jefferies LLC, 1.25% Due 7/3/2017	72	72	72
Merrill Lynch Pierce Fenner & Smith Inc, 1.35% Due 7/5/2017	104	104	104
Merrill Lynch Pierce Fenner & Smith Inc, 1.66% Due 10/3/2017	409	409	409
Mizuho Securities USA LLC, 1.31% Due 7/3/2017	50	50	50
Nomura Securities International Inc, 1.13% Due 7/3/2017	20	20	20
RBC Dominion Securities Inc, 1.08% Due 7/3/2017	1,186	1,186	1,186
Societe Generale, 1.31% Due 7/3/2017	1,136	1,136	1,136
Societe Generale, 1.56% Due 8/4/2017	268	268	268
Societe Generale, 1.71% Due 9/29/2017	390	390	390
Total Repurchase Agreements		6,314	6,314

See accompanying notes to financial statements.

TIPS Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

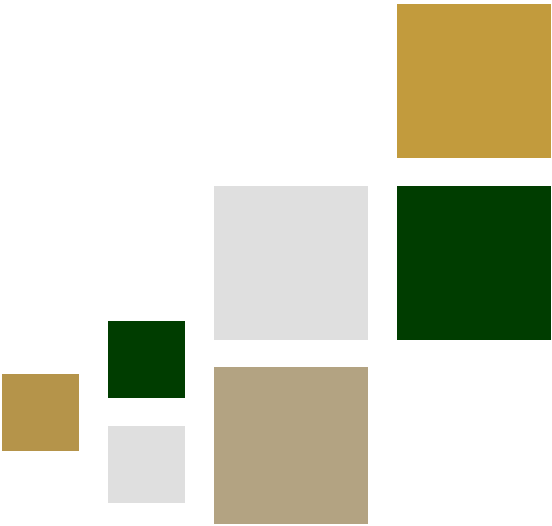
Description	Par Value or Shares	Cost	Fair Value
<i>Time Deposits</i>			
Australia & New Zealand Banking Group Ltd, 1.15% Due 7/3/2017	386	386	386
BNP Paribas, 1.06% Due 7/3/2017	477	477	477
Credit Agricole CIB, 1.06% Due 7/3/2017	328	328	328
DNB Bank ASA, 1.05% Due 7/3/2017	457	457	457
Landesbank Baden-Wurtemberg, 1.05% Due 7/3/2017	477	477	477
National Australia Bank Ltd, 1.05% Due 7/3/2017	483	483	483
National Bank of Canada, 1.05% Due 7/3/2017	375	375	375
Nordea Bank AB, 1.06% Due 7/3/2017	433	433	433
Royal Bank of Canada, 1.05% Due 7/3/2017	480	480	480
Svenska Handelsbanken AB, 1.05% Due 7/3/2017	467	467	467
<i>Total Time Deposits</i>		4,363	4,363
Total Investments made with Cash Collateral for Securities Loaned - 3.3%		10,677	10,677
Total Investments - 102.9%		\$ 337,969	\$ 337,671

See accompanying notes to financial statements.

AUDITED FINANCIAL STATEMENTS
June 30, 2017



TRS ANNUITY POOL



TRS Annuity Pool

Audited Financial Statements June 30, 2017

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Report of Independent Auditors

To the Board of Trustees
West Virginia Investment Management Board

We have audited the accompanying financial statements of the West Virginia Investment Management Board TRS Annuity Pool, which comprise the statement of net position as of June 30, 2017, and the related statement of changes in net position for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the West Virginia Investment Management Board TRS Annuity Pool at June 30, 2017, and the changes in its net position for the year then ended, in conformity with U.S. generally accepted accounting principles.

Required Supplementary Information

U.S. generally accepted accounting principles require that the management's discussion and analysis on pages J-1 through J-2 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, which considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

September 8, 2017

TRS Annuity Pool

Management Discussion and Analysis (Unaudited)

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. The IMB operates on a fiscal year beginning July 1 and ending June 30. To effectuate its purpose the IMB has constructed a series of investment pools in which to invest participating entities monies.

The following information and the accompanying financial statements reflect only the investments and investment related operations of the IMB's 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, the information contained in the Management Discussion and Analysis and the following 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. The Management Discussion and Analysis information should be considered in conjunction with the information contained in the financial statements which follow this section.

Effective July 1, 2016, the Pool adopted U.S. Generally Accepted Accounting Principles (GAAP) for governments as prescribed by the Governmental Accounting Standards Board (GASB). Prior to July 1, 2016, the Pool followed the accounting and reporting guidance applicable to investment companies as defined by the Financial Accounting Standards Board Accounting Standards Codification (ASC) 946 – Financial Services – Investment Companies. Accordingly, the financial statements presented have been prepared in conformity with the reporting framework prescribed by GASB for external investment pools. There was no impact on the net position of the Pool as a result of adopting the GASB reporting framework.

Financial Statement Overview

Management's Discussion and Analysis is an introduction to the Pool's basic financial statements. The IMB accounts for the Pool under GAAP for governments as prescribed by the GASB, using the accrual basis of accounting. The financial statements for the Pool include a Statement of Net Position and a Statement of Changes in Net Position. These financial statements are supported by the Notes to Financial Statements.

Pool Strategy

As described in Note 1 of the Notes to Financial Statements, the Pools' original purpose was to account for the investment contract issued by the Variable Annuity Life Insurance Company (VALIC) strictly for the benefit of the Teachers' Retirement System (TRS). The contract has been redeemed and the Pool has no investments or other assets. The Pool currently operates solely to account for ongoing litigation costs which are funded through contributions to the Pool by the TRS.

Condensed Financial Information and Analysis (in \$000s)

The Statement of Net Position presents the financial position of the Pool as of June 30, 2017, and includes all assets and liabilities of the Pool. The difference between total assets and total liabilities, which is equal to the participants' interest in the Pool's Net Position, is shown below for the current and prior fiscal year-end dates:

Condensed Net Position	June 30, 2017	June 30, 2016
Total Assets	\$ -	\$ -
Total Liabilities	(135)	(135)
Net Position	<u>\$ (135)</u>	<u>\$ (135)</u>

The Net Position of the Pool fluctuates based on the changes in the Pool's position from operations and the impact of capital contributions. The Pool's Net Position did not change as a result of a \$1,006 net decrease from operations and a \$1,006 net increase from capital contributions.

TRS Annuity Pool

Management Discussion and Analysis (Unaudited)

The Statement of Changes in Net Position presents the Pool's activity for the years ended:

	<u>June 30, 2017</u>	<u>June 30, 2016</u>
Investment Income	\$ -	\$ -
Expenses	(1,006)	(670)
Net Decrease in Net Position from Operations	(1,006)	(670)
Contributions by TRS	1,006	631
Increase (Decrease) in Net Position	-	(39)
Net Position, Beginning of Year	(135)	(96)
Net Position, End of Year	<u>\$ (135)</u>	<u>\$ (135)</u>

The Pool's expenses relate solely to ongoing litigation costs.

TRS Annuity Pool

Statement of Net Position
June 30, 2017
(Amounts in thousands)

Assets		\$	-
Liabilities			
Accrued expenses			<u>135</u>
	Net position	\$	<u><u>(135)</u></u>

See accompanying notes to financial statements.

TRS Annuity Pool

Statement of Changes in Net Position
Year Ended June 30, 2017
(Amounts in thousands)

Investment income	\$ -
Expenses	
Professional service fees	<u>(1,006)</u>
Net decrease in net position from operations before capital transactions	<u>(1,006)</u>
Capital transactions	
Contributions by TRS	<u>1,006</u>
Change in net position	-
Net position, beginning of year	<u>(135)</u>
Net position, end of year	<u><u>\$ (135)</u></u>

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.

The IMB accounts for the Pool under U.S. Generally Accepted Accounting Principles (GAAP) for governments as prescribed by the Governmental Accounting Standards Board (GASB), using the accrual basis of accounting.

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 withdrawal 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.

In response to VALIC's denial to allow the IMB to liquidate the contract in its entirety, the IMB sued VALIC. A three-judge arbitration panel issued its decision on April 28, 2017, and no recovery was awarded to the IMB. A notice of appeal has been filed with the West Virginia Supreme Court of Appeals. 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. Once this matter is finalized 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.

TRS Annuity Pool

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

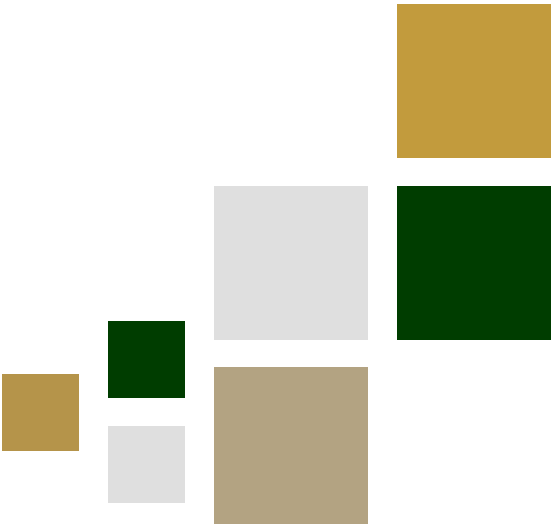
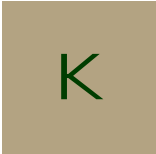
NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

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. Accordingly, no provision for income taxes is required as of June 30, 2017.

NOTE 3. SUBSEQUENT EVENTS

The IMB has performed an evaluation of events subsequent to June 30, 2017, through September 8, 2017, the date the Pool's financial statements were available for issuance. The IMB has determined that there were no significant subsequent events which have not been recognized in the Pool's financial statements that require disclosure.

AUDITED FINANCIAL STATEMENTS
June 30, 2017



Private Equity Pool

Audited Financial Statements June 30, 2017

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Report of Independent Auditors

To the Board of Trustees
West Virginia Investment Management Board

We have audited the accompanying financial statements of the West Virginia Investment Management Board Private Equity Pool, which comprise the statement of net position as of June 30, 2017, and the related statement of changes in net position for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the West Virginia Investment Management Board Private Equity Pool at June 30, 2017, and the changes in its net position for the year then ended, in conformity with U.S. generally accepted accounting principles.

Required Supplementary Information

U.S. generally accepted accounting principles require that the management's discussion and analysis on pages K-1 through K-2 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, which considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.



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Supplementary Information

Our audit was conducted for purposes of forming an opinion on the basic financial statements. The accompanying schedule of investments is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with the auditing standards generally accepted in the United States. In our opinion, the accompanying schedule of investments is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

Ernst & Young LLP

October 4, 2017

Private Equity Pool

Management Discussion and Analysis (Unaudited)

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. The IMB operates on a fiscal year beginning July 1 and ending June 30. To effectuate its purpose the IMB has constructed a series of investment pools in which to invest participating entities monies.

The following information and 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, the information contained in this Management Discussion and Analysis and the following 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. The Management Discussion and Analysis information should be considered in conjunction with the information contained in the financial statements which follow this section.

Effective July 1, 2016, the Pool adopted U.S. Generally Accepted Accounting Principles (GAAP) for governments as prescribed by the Governmental Accounting Standards Board (GASB). Prior to July 1, 2016, the Pool followed the accounting and reporting guidance applicable to investment companies as defined by the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 946 – Financial Services – Investment Companies. Accordingly, the financial statements presented have been prepared in conformity with the reporting framework prescribed by GASB for external investment pools. There was no impact on the net position of the Pool as a result of adopting the GASB reporting framework.

Financial Statement Overview

Management's Discussion and Analysis is an introduction to the Pool's basic financial statements. The IMB accounts for the Pool under GAAP for governments as prescribed by the GASB, using the accrual basis of accounting. The financial statements for the Pool include a Statement of Net Position and a Statement of Changes in Net Position. These financial statements are supported by the Notes to Financial Statements. In addition, a Schedule of Investments for the Pool is included as Supplementary Information following the Notes to Financial Statements.

Pool Strategy

The objective of the Pool is to provide for long-term growth of participants' assets and risk-reduction through diversification. The primary performance benchmark is the Russell 3000 Index plus 300 basis points.

Condensed Financial Information and Analysis (in \$000s)

The Statement of Net Position presents the financial position of the Pool as of June 30, 2017, and includes all assets and liabilities of the Pool. The difference between total assets and total liabilities, which is equal to the participants' interest in the Pool's Net Position, is shown below for the current and prior fiscal year-end dates:

Condensed Net Position	June 30, 2017	June 30, 2016
Investments	\$ 1,623,630	\$ 1,436,496
Other Assets	3,622	11
Total Assets	1,627,252	1,436,507
Total Liabilities	(229)	(209)
Net Position	\$ 1,627,023	\$ 1,436,298

Yearly variances in the net position of the Pool are impacted by the overall performance of the global investment markets. Net position is also impacted by expenses charged to the Pool and the issuance and redemption of Pool units. The increase in the Pool's Net Position of \$190,725 results from a \$269,923 net increase from operations and a \$79,198 net decrease from unit transactions.

Private Equity Pool

Management Discussion and Analysis (Unaudited)

The Statement of Changes in Net Position presents the Pool's activity for the years ended:

	<u>June 30, 2017</u>	<u>June 30, 2016</u>
Investment Income	\$ 271,518	\$ 97,490
Expenses	(1,595)	(1,472)
Net Increase in Net Position from Operations	269,923	96,018
Net Units Redeemed	(79,198)	(63,721)
Increase in Net Position	190,725	32,297
Net Position, Beginning of Year	1,436,298	1,404,001
Net Position, End of Year	<u>\$ 1,627,023</u>	<u>\$ 1,436,298</u>

The Investment Income of the Pool consists primarily of income distributions from limited partnerships, realized gain (loss) on the sale of investments which occur whenever investments are sold for more (less) than their cost, and the net change in unrealized appreciation (depreciation) on investments which reflects the net change in the value of investments held over their carrying cost between the measurement periods.

The IMB calculates total rates of return using the time-weighted rate of return methodology. The time-weighted method determines the rate of return exclusive of the effects of participant contributions or withdrawals. The return of the Pool (net of fees) for the year ended June 30, 2017 was 19.6 percent, up from 7.3 percent for the year ended June 30, 2016.

Select financial highlights for the Pool are as follows:

Per Unit Operating Performance:	<u>June 30, 2017</u>	<u>June 30, 2016</u>
Net position, beginning of year	\$ 18.76	\$ 17.49
Net increase in net position from operations	3.67	1.27
Net position, end of year	<u>\$ 22.43</u>	<u>\$ 18.76</u>

Supplemental Data (a):		
Ratio of expenses to average net position	0.11%	0.10%
Portfolio turnover rate	34.72%	28.94%

- (a) All ratios are for the fiscal year and do not reflect the Pool's proportionate share of expenses of the underlying investee funds.

Private Equity Pool

Statement of Net Position

June 30, 2017

(Amounts in thousands, except unit data)

Assets

Investments at fair value (cost \$1,349,526)	\$	1,623,630
Cash		3,597
Dividends receivable		<u>25</u>

Total assets 1,627,252

Liabilities

Accrued expenses		<u>229</u>
------------------	--	------------

Net position \$ 1,627,023

Unit data

Units outstanding		72,524,956
Net position, unit price	\$	<u><u>22.43</u></u>

See accompanying notes to financial statements.

Private Equity Pool

Statement of Changes in Net Position

Year Ended June 30, 2017

(Amounts in thousands)

Investment income

Net change in unrealized appreciation (depreciation) on investments	\$	8,379
Net realized gain from investments		244,509
Income distributions from limited partnerships		18,206
Dividends		192
Fund closing income		232

Total investment income 271,518

Expenses

Trustee fees		(4)
Custodian bank fees		(3)
Management fees		(395)
Fiduciary bond fees		(2)
Professional service fees		(903)
Management fees - external		(288)

Total expenses (1,595)

Net increase in net position from operations before unit transactions 269,923

Unit transactions

Proceeds from sale of units		62,789
Amount paid for repurchase of units		<u>(141,987)</u>

Net decrease in net position from unit transactions (79,198)

Increase in net position 190,725

Net position, beginning of year 1,436,298

Net position, end of year \$ 1,627,023

See accompanying notes to financial statements.

Private Equity 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 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.

The IMB accounts for the Pool under U.S. Generally Accepted Accounting Principles (GAAP) for governments as prescribed by the Governmental Accounting Standards Board (GASB), using the accrual basis of accounting.

The Pool holds investments in private equity funds 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 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 GASB Statement No. 72. Refer to Note 4 for further discussion and presentation of the reporting requirements under GASB Statement No. 72.

Fair value of the Pool's portfolio securities is determined on the last business day of each month 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 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 June 30, 2017.
- 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.

Private Equity Pool

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

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

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. The calculation of realized gains and losses is independent of the calculation of the net increase or decrease in the fair value of investments. Realized gains and losses on investments held in more than one fiscal year and sold in the current year may have been recognized as an increase or decrease in the fair value of investments reported in the prior year.

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

Income from Partnerships - Income from private equity partnerships and other private funds is recognized when distributed to the partners.

Unit valuation and participant transactions - The unit price of the Pool is calculated on the last business day of the month by dividing the net position of the Pool by the number of outstanding units. Participant transactions are executed at the unit price at the time of the purchase or redemption.

Distributions to Participants - The Pool does not routinely distribute dividends of investment income less expenses.

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 that are outside of their respective private equity partnership or other private fund, 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. Accordingly, no provision for income taxes is required as of June 30, 2017.

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. INVESTMENT RISK DISCLOSURES

The Pool holds limited partnerships, a commingled investment fund, and a money market fund with the highest credit rating. The investments in limited partnerships might be indirectly exposed to foreign currency risk, credit risk, interest rate risk, and/or custodial credit risk. The commingled investment fund is held in an account in the name of the IMB. The Pool is restricted from investing more than 10 percent of the IMB's total private equity exposure in a single fund. At June 30, 2017, the Pool was in compliance with this restriction and is not exposed to concentration of credit risk.

NOTE 4. FAIR VALUE MEASUREMENTS

GASB Statement No. 72 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).

Private Equity Pool

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

NOTE 4. FAIR VALUE MEASUREMENTS (continued)

GASB Statement No. 72 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 GASB Statement No. 72 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.

U.S. GAAP does not require the Pool to categorize within the fair value hierarchy table investments for which fair value is measured using the net asset value per share (NAV) as the practical expedient. The table that follows sets forth information about the level within the fair value hierarchy at which the Pool's assets and liabilities are measured at June 30, 2017. All of the Pool's investments in private equity partnerships were valued using the NAV. As such, they have not been categorized in the fair value hierarchy table.

Assets	Level 1	Level 2	Level 3	Total
Investment in other fund	\$ 312,661	\$ -	\$ -	\$ 312,661
Money market mutual fund	35,764	-	-	35,764
Total	<u>\$ 348,425</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 348,425</u>
Private equity partnerships				1,275,205
Total				<u>\$ 1,623,630</u>

The following table presents information on investments measured at the NAV as of June 30, 2017.

Strategies	Fair Value	Unfunded Commitments	Contractual Termination Date Range (a)
Corporate Finance - Buyout (b)	\$ 663,406	\$ 677,544	2017 to 2031
Corporate Finance - Distressed Debt (c)	221,540	32,317	2017 to 2025
Corporate Finance - Growth Equity (d)	58,223	44,186	2018 to 2020
Corporate Finance - Mezzanine (e)	52,254	79,739	2019 to 2024
Corporate Finance - Turnaround (f)	78,256	88,487	2017 to 2026
Venture Capital (g)	201,526	99,556	2023 to 2031
Total	<u>\$ 1,275,205</u>	<u>\$ 1,021,829</u>	

- (a) Investments cannot be redeemed until termination of the partnership.
- (b) Corporate Finance - Buyout funds acquire controlling or influential interests in companies.
- (c) Corporate Finance - Distressed Debt funds acquire the debt of companies experiencing operational or financial distress usually converting the debt to equity and exercising control of the business.
- (d) Corporate Finance - Growth Equity funds invest in companies to expand or restructure operations, enter new markets, or finance an acquisition.

Private Equity Pool

Notes to Financial Statements

(Amounts in thousands, except share data)

NOTE 4. FAIR VALUE MEASUREMENTS (continued)

- (e) Corporate Finance - Mezzanine funds acquire or issue subordinated debentures frequently in businesses controlled by the General Partner, but in another Fund.
- (f) Corporate Finance - Turnaround funds acquire the debt and or equity of companies experiencing operational or financial distress in order to radically reorganize and improve the business.
- (g) Venture Capital funds make investments in early stage through late stage companies, frequently start-ups in technology or healthcare.

NOTE 5. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at June 30, 2017.

<u>Participant</u>	<u>Account Value</u>
Teachers' Retirement System	\$ 750,422
Public Employees' Retirement System	660,702
West Virginia Retiree Health Benefit Trust Fund	76,825
State Police Death, Disability and Retirement Fund	65,707
Deputy Sheriff's Retirement System	20,805
Judges' Retirement System	19,859
State Police Retirement System	17,288
Emergency Medical Services Retirement System	7,335
Wildlife Endowment Fund	6,662
Berkeley County Development Authority	737
Municipal Police Officers' and Firefighters' Retirement System	528
Municipal Policemen's or Firemen's Pension and Relief Funds	153
Total	<u>\$ 1,627,023</u>

NOTE 6. SUBSEQUENT EVENTS

The IMB has performed an evaluation of events subsequent to June 30, 2017, through October 4, 2017, the date the Pool's financial statements were available for issuance. On July 1, 2017, the IMB created the Private Markets Pool to invest primarily in private equity funds, real estate limited partnerships and funds, real estate investment trusts, middle market direct commercial loans, real estate loan funds, and other income focused funds. On July 1, 2017, the assets and liabilities of the Pool were transferred in-kind to the Private Markets Pool. There were no other significant subsequent events which have not been recognized in the Pool's financial statements that require disclosure.

Supplementary Information

Private Equity Pool

Schedule of Investments

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
<u>Private Equity Partnerships</u>			
<i>Corporate Finance - Buyout Funds</i>			
Advent International GPE VI - A, L.P.		\$ 16,019	\$ 24,741
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.			
Advent International GPE VIII - B, L.P.		9,360	9,985
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.			
Altaris Constellation Partners, L.P.		9,454	9,363
Investment Objective - Formed to co-invest alongside Altaris Health Partners III (Fund III) in transactions that the General Partner determines require equity in excess of the appropriate allocation for Fund III. The Fund primarily invests in small and middle market U.S. companies operating in the healthcare industry targeting corporate carve-out transactions, leveraged buyouts, and growth equity investments in pharmaceutical, medical device, and IT companies. Contractual termination date is in December 2023.			
Redemption Provisions - Upon termination of the partnership.			
Altaris Health Partners III, L.P.		18,634	23,544
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 December 2023.			
Redemption Provisions - Upon termination of the partnership.			
Carlyle Partners V, L.P.		20,158	16,949
Investment Objective - To generate superior, long-term capital appreciation through privately negotiated equity and equity related investments. Contractual termination date is in May 2018.			
Redemption Provisions - Upon termination of the partnership.			
CenterOak Equity Fund I, L.P.		10,306	8,062
Investment Objective - To make control equity investments in small and lower middle market U.S. companies, primarily in the industrial growth, business services and consumer sectors. This regionally focused Fund concentrates on the South and Southwestern U.S. Contractual termination date is in December 2025.			
Redemption Provisions - Upon termination of the partnership.			

See accompanying notes to financial statements.

Private Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
Court Square Capital Partners III, L.P. 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 October 2023. Redemption Provisions - Upon termination of the partnership.		17,636	13,350
DW Healthcare Partners IV, L.P. Investment Objective - To make control investments in small healthcare companies based in North America. Contractual termination date is December 2025. Redemption Provisions - Upon termination of the partnership.		11,655	10,137
Franklin Park International Fund 2013, L.P. 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.		10,196	12,246
Franklin Park International Fund 2014, L.P. 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 January 2029. Redemption Provisions - Upon termination of the partnership.		7,877	11,189
Franklin Park International Fund 2015, L.P. 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 January 2030. Redemption Provisions - Upon termination of the partnership.		4,271	3,713
Franklin Park International Fund 2016, L.P. 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 January 2031. Redemption Provisions - Upon termination of the partnership.		4,427	4,117
Genstar Capital Partners VIII, L.P. (a) Investment Objective - To make control equity investments in middle market companies in the U.S. The Fund will typically partner with management teams to pursue buy and build strategies in four industry verticals: financial services, software, industrial technology, and healthcare. Contractual termination date is April 2027. Redemption Provisions - Upon termination of the partnership.		245	(136)

See accompanying notes to financial statements.

Private Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
Hellman & Friedman Capital Partners VII, L.P. Investment Objective - To make investments, both domestically and internationally, in public and private companies seeking long-term capital appreciation. Contractual termination date is in June 2021. Redemption Provisions - Upon termination of the partnership.		27,729	57,608
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.		29,814	39,893
JFL Equity Investors IV, 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 March 2026. Redemption Provisions - Upon termination of the partnership.		15,197	13,991
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.		17,722	20,039
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.		26,403	26,754
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.		8,145	2,600
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.		34,701	23,202

See accompanying notes to financial statements.

Private Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
<p>NGP Natural Resources XI, L.P.</p> <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 2024.</p> <p>Redemption Provisions - Upon termination of the partnership.</p>		26,457	31,169
<p>Odyssey Investment Partners Fund IV, L.P.</p> <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.</p> <p>Redemption Provisions - Upon termination of the partnership.</p>		8,565	20,327
<p>Odyssey Investment Partners Fund V, L.P.</p> <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.</p> <p>Redemption Provisions - Upon termination of the partnership.</p>		15,382	13,068
<p>Riverside Fund IV, L.P.</p> <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.</p> <p>Redemption Provisions - Upon termination of the partnership.</p>		10,056	15,878
<p>Riverside Fund V, L.P.</p> <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.</p> <p>Redemption Provisions - Upon termination of the partnership.</p>		29,228	28,106
<p>Siris Partners III, L.P.</p> <p>Investment Objective - To make control equity investment in middle-market technology and telecom companies. Contractual termination date is February 2025.</p> <p>Redemption Provisions - Upon termination of the partnership.</p>		19,293	19,122
<p>Thoma Bravo Discover Fund, L.P.</p> <p>Investment Objective - To invest in lower middle market software and technology enabled services companies based in the United States. Contractual termination date is in December 2025.</p> <p>Redemption Provisions - Upon termination of the partnership.</p>		8,462	9,777

See accompanying notes to financial statements.

Private Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
<p>Thoma Bravo Fund X, L.P.</p> <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.</p> <p>Redemption Provisions - Upon termination of the partnership.</p>		13,923	24,549
<p>Thoma Bravo Fund XI, L.P.</p> <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.</p> <p>Redemption Provisions - Upon termination of the partnership.</p>		39,776	51,447
<p>Thoma Bravo Fund XII, L.P.</p> <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 March 2026.</p> <p>Redemption Provisions - Upon termination of the partnership.</p>		16,200	16,218
<p>Veritas Capital Fund VI, L.P.</p> <p>Investment Objective - To make control equity investments in middle market and large companies that provide services and/or products to the U.S. government. The Fund will target companies with enterprise values between \$100 million and \$2 billion. The Fund will target established, profitable companies with seasoned management teams. Contractual termination date will be ten years from the date of the final close.</p> <p>Redemption Provisions - Upon termination of the partnership.</p>		1,554	1,403
<p>Vista Equity Partners Fund VI, L.P.</p> <p>Investment Objective - To make control buyout investments in upper-middle market and large enterprise software and technology-enabled service companies. Contractual termination date will be determined upon fund final closing date.</p> <p>Redemption Provisions - Upon termination of the partnership.</p>		14,549	14,080
<p>Vista Foundation Fund III, L.P.</p> <p>Investment Objective - To make control buyout and minority growth equity investments in lower-middle market enterprise software companies. Contractual termination date will be determined upon fund final closing date.</p> <p>Redemption Provisions - Upon termination of the partnership.</p>		3,457	2,993
<p>Wellspring Capital Partners V, L.P.</p> <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.</p> <p>Redemption Provisions - Upon termination of the partnership.</p>		27,605	24,508

See accompanying notes to financial statements.

Private Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
Welsh, Carson, Anderson & Stowe XI, L.P. Investment Objective - To provide capital to domestic or foreign corporations, partnerships and joint ventures and to assist in developing the business of those enterprises. Contractual termination date is in May 2020. Redemption Provisions - Upon termination of the partnership.		24,846	34,496
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.		29,824	24,918
<i>Total Corporate Finance - Buyout Funds</i>		589,126	663,406
<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.		17,016	33,016
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 February 2020. Redemption Provisions - Upon termination of the partnership.		35,787	49,009
Clearlake Capital III, L.P. 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.		34,063	63,626
Clearlake Capital IV, L.P. Investment Objective - To make special situation equity and debt investment in middle market U.S. companies, providing capital for growth, balance sheet restructuring, or recapitalizations. Contractual termination date is in September 2025. Redemption Provisions - Upon termination of the partnership.		27,897	38,678
H.I.G. Bayside Debt & LBO Fund II, L.P. Investment Objective - To invest in distressed debt obligations and other securities of distressed lower middle market companies. Contractual termination date is in June 2017. Redemption Provisions - Upon termination of the partnership.		33,092	37,211
<i>Total Corporate Finance - Distressed Debt</i>		147,855	221,540

See accompanying notes to financial statements.

Private Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
<i>Corporate Finance - Growth Equity</i>			
Great Hill Equity Partners VI, L.P. (b)		-	(98)
Investment Objective - To pursue control and minority investments in expansion stage companies in the technology-enabled and consumer services and retail sectors in the U.S. Target companies will have enterprise values ranging from \$50 million to \$200 million in size. Capital will be used to finance acquisitions, recapitalizations and expansion of rapidly growing small and middle market companies. Contractual termination date will be ten years from the date of the first investment.			
Redemption Provisions - Upon termination of the partnership.			
LLR Equity Partners III, L.P.		10,788	22,892
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.			
TA XI, L.P.		25,006	35,429
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.			
<i>Total Corporate Finance - Growth Equity</i>		35,794	58,223
<i>Corporate Finance - Mezzanine</i>			
Insight Equity Mezzanine I, L.P.		7,976	7,037
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.			
Levine Leichtman Capital Partners V, L.P.		33,130	34,437
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 in March 2024.			
Redemption Provisions - Upon termination of the partnership.			
PineBridge Structured Capital Partners III, L.P.		10,550	10,780
Investment Objective - To make debt and preferred equity investments in small and middle market companies. Contractual termination date is in March 2023.			
Redemption Provisions - Upon termination of the partnership.			
<i>Total Corporate Finance - Mezzanine</i>		51,656	52,254
<i>Corporate Finance - Turnaround</i>			
Insight Equity II, L.P.		22,001	25,037
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.			

See accompanying notes to financial statements.

Private Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
KPS Special Situations Fund III (Supplemental), L.P. Investment Objective - 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.		19,454	20,239
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.		4,376	3,573
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.		23,259	18,778
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 May 2024. Redemption Provisions - Upon termination of the partnership.		11,143	10,629
<i>Total Corporate Finance - Turnaround</i>		80,233	78,256
<i>Venture Capital</i>			
Franklin Park Venture Fund Series 2008, 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 March 2023. Redemption Provisions - Upon termination of the partnership.		20,306	27,716
Franklin Park Venture Fund Series 2009, 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 January 2024. Redemption Provisions - Upon termination of the partnership.		16,586	26,684
Franklin Park Venture Fund Series 2010, 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 January 2025. Redemption Provisions - Upon termination of the partnership.		14,751	19,143

See accompanying notes to financial statements.

Private Equity Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
Franklin Park Venture Fund Series 2011, L.P. Investment Objective - To realize long-term compounded returns in excess of those available through conventional investments in the public equity markets. Contractual termination date is in January 2026. Redemption Provisions - Upon termination of the partnership.		19,521	40,541
Franklin Park Venture Fund Series 2012, L.P. Investment Objective - To realize long-term compounded returns in excess of those available through conventional investments in the public equity markets. Contractual termination date is in January 2027. Redemption Provisions - Upon termination of the partnership.		18,493	32,636
Franklin Park Venture Fund Series 2013, 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.		17,170	22,088
Franklin Park Venture Fund Series 2014, 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 January 2029. Redemption Provisions - Upon termination of the partnership.		17,095	19,543
Franklin Park Venture Fund Series 2015, 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 January 2030. Redemption Provisions - Upon termination of the partnership.		9,080	9,174
Franklin Park Venture Fund Series 2016, 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 January 2031. Redemption Provisions - Upon termination of the partnership.		4,184	4,001
<i>Total Venture Capital</i>		137,186	201,526
Total Private Equity Partnerships - 78.4%		1,041,850	1,275,205
<u>Investment in Other Fund</u>			
State Street Global Advisors Russell 3000 Index Non-Lending Fund Investment Objective - To match the return of the Russell 3000 Index. Redemption Provisions - Daily	11,985,337	271,912	312,661
Total Investment in Other Fund - 19.2%		271,912	312,661

See accompanying notes to financial statements.

Private Equity Pool

Schedule of Investments (continued)

June 30, 2017

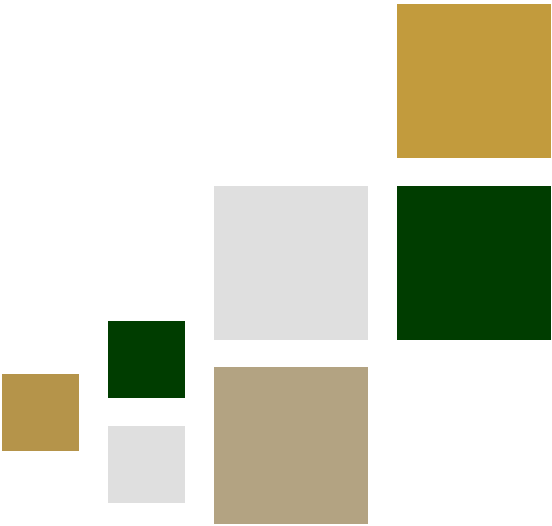
(Amounts in thousands, except share data)

<u>Description</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
<u>Money Market Mutual Fund</u>			
Dreyfus Treasury Prime Cash Management Institutional Fund - 2.2%	35,764,360	<u>35,764</u>	<u>35,764</u>
Total Investments - 99.8%		<u>\$ 1,349,526</u>	<u>\$ 1,623,630</u>

- (a) As of June 30, 2017, the IMB's share of fees and expenses exceeded capital called by the general partner.
- (b) As of June 30, 2017, the general partner had not called any commitments from limited partners. The negative fair value reflects the IMB's share of fees and expenses.

See accompanying notes to financial statements.

AUDITED FINANCIAL STATEMENTS
June 30, 2017



Real Estate Pool

Audited Financial Statements June 30, 2017

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Report of Independent Auditors

To the Board of Trustees
West Virginia Investment Management Board

We have audited the accompanying financial statements of the West Virginia Investment Management Board Real Estate Pool, which comprise the statement of net position as of June 30, 2017, and the related statement of changes in net position for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the West Virginia Investment Management Board Real Estate Pool at June 30, 2017, and the changes in its net position for the year then ended, in conformity with U.S. generally accepted accounting principles.

Required Supplementary Information

U.S. generally accepted accounting principles require that the management's discussion and analysis on pages L-1 through L-2 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, which considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.



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Supplementary Information

Our audit was conducted for purposes of forming an opinion on the basic financial statements. The accompanying schedule of investments is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with the auditing standards generally accepted in the United States. In our opinion, the accompanying schedule of investments is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

Ernst & Young LLP

October 4, 2017

Real Estate Pool

Management Discussion and Analysis (Unaudited)

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. The IMB operates on a fiscal year beginning July 1 and ending June 30. To effectuate its purpose the IMB has constructed a series of investment pools in which to invest participating entities monies.

The following information and 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, the information contained in this Management Discussion and Analysis and the following 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. The Management Discussion and Analysis information should be considered in conjunction with the information contained in the financial statements which follow this section.

Effective July 1, 2016, the Pool adopted U.S. Generally Accepted Accounting Principles (GAAP) for governments as prescribed by the Governmental Accounting Standards Board (GASB). Prior to July 1, 2016, the Pool followed the accounting and reporting guidance applicable to investment companies as defined by the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 946 – Financial Services – Investment Companies. Accordingly, the financial statements presented have been prepared in conformity with the reporting framework prescribed by GASB for external investment pools. There was no impact on the net position of the Pool as a result of adopting the GASB reporting framework.

Financial Statement Overview

Management's Discussion and Analysis is an introduction to the Pool's basic financial statements. The IMB accounts for the Pool under GAAP for governments as prescribed by the GASB, using the accrual basis of accounting. The financial statements for the Pool include a Statement of Net Position and a Statement of Changes in Net Position. These financial statements are supported by the Notes to Financial Statements. In addition, a Schedule of Investments for the Pool is included as Supplementary Information following the Notes to Financial Statements.

Pool Strategy

The objective of the Pool is to provide for long-term growth of participants' assets and risk-reduction through diversification. The primary performance benchmark is the National Council of Real Estate Investment Fiduciaries Property Index plus 100 basis points.

Condensed Financial Information and Analysis (in \$000s)

The Statement of Net Position presents the financial position of the Pool as of June 30, 2017, and includes all assets and liabilities of the Pool. The difference between total assets and total liabilities, which is equal to the participants' interest in the Pool's Net Position, is shown below for the current and prior fiscal year-end dates:

Condensed Net Position	June 30, 2017	June 30, 2016
Investments	\$ 1,642,471	\$ 1,541,401
Other Assets	14,415	8,371
Total Assets	1,656,886	1,549,772
Total Liabilities	(16,847)	(34,826)
Net Position	\$ 1,640,039	\$ 1,514,946

Yearly variances in the net position of the Pool are impacted by the overall performance of the global real estate market. Net position is also impacted by expenses charged to the Pool and issuance and redemption of Pool units. The increase in the Pool's Net Position of \$125,093 results from a \$126,343 net increase from operations and a \$1,250 net decrease from unit transactions.

Real Estate Pool

Management Discussion and Analysis (Unaudited)

The Statement of Changes in Net Position presents the Pool's activity for the years ended:

	<u>June 30, 2017</u>	<u>June 30, 2016</u>
Investment Income	\$ 132,744	\$ 153,193
Expenses	(6,401)	(5,846)
Net Increase in Net Position from Operations	126,343	147,347
Net Units Redeemed	(1,250)	(121,948)
Increase in Net Position	125,093	25,399
Net Position, Beginning of Year	1,514,946	1,489,547
Net Position, End of Year	<u>\$ 1,640,039</u>	<u>\$ 1,514,946</u>

The Investment Income of the Pool consists primarily of income distributions from real estate limited partnerships and funds, realized gain (loss) on the sale of investments which occur whenever investments are sold for more (less) than their cost, and the net change in unrealized appreciation (depreciation) on investments which reflects the net change in the value of investments held over their carrying cost between the measurement periods.

The IMB calculates total rates of return using the time-weighted rate of return methodology. The time-weighted method determines the rate of return exclusive of the effects of participant contributions or withdrawals. The return of the Pool (net of fees) for the year ended June 30, 2017 was 8.3 percent, down from 10.8 percent for the year ended June 30, 2016.

Select financial highlights for the Pool are as follows:

Per Unit Operating Performance:	<u>June 30, 2017</u>	<u>June 30, 2016</u>
Net position, beginning of year	\$ 14.39	\$ 13.00
Net increase in net position from operations	1.20	1.39
Net position, end of year	<u>\$ 15.59</u>	<u>\$ 14.39</u>
 Supplemental Data (a):		
Ratio of expenses to average net position	0.41%	0.40%
Portfolio turnover rate	17.58%	23.57%

- (a) All ratios are for the fiscal year and do not reflect the Pool's proportionate share of expenses of the underlying investee funds.

Real Estate Pool

Statement of Net Position

June 30, 2017

(Amounts in thousands, except unit data)

Assets

Investments at fair value (cost \$1,362,491), including securities on loan of \$28,809 (Note 5)	\$	1,642,471
Cash		5,763
Cash denominated in foreign currencies (cost \$27)		27
Receivables:		
Investments sold		1,117
Income distributions from real estate limited partnerships and funds		6,884
Dividends		536
Interest		42
Reclaimable foreign taxes withheld		37
Securities lending income		9

Total assets 1,656,886

Liabilities

Accrued expenses		1,088
Payable for investments purchased		754
Payable upon return of securities loaned (Note 5)		15,004
Unrealized loss on foreign currency contracts (Note 6)		1

Total liabilities 16,847

Net position \$ 1,640,039

Unit data

Units outstanding		105,192,811
Net position, unit price	\$	<u>15.59</u>

See accompanying notes to financial statements.

Real Estate Pool

Statement of Changes in Net Position

Year Ended June 30, 2017

(Amounts in thousands)

Investment income

Net change in unrealized appreciation (depreciation) on investments and foreign currency	\$	40,258
Net realized gain from investments and foreign currency transactions		27,331
Income distributions from real estate limited partnerships and funds		59,409
Dividends, net of foreign withholding taxes (\$60)		5,310
Interest		224
Fund closing interest		79
Net securities lending income		<u>133</u>
Total investment income		132,744

Expenses

Investment advisor fees		(899)
Trustee fees		(5)
Custodian bank fees		(91)
Management fees		(421)
Fiduciary bond fees		(2)
Professional service fees		(542)
Management fees - external		(3,979)
Fund closing costs		<u>(462)</u>
Total expenses		<u>(6,401)</u>

Net increase in net position from operations before unit transactions 126,343

Unit transactions

Proceeds from sale of units		32,160
Amount paid for repurchase of units		<u>(33,410)</u>
Decrease in net position from unit transactions		<u>(1,250)</u>

Increase in net position 125,093

Net position, beginning of year 1,514,946

Net position, end of year \$ 1,640,039

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.

The IMB accounts for the Pool under U.S. Generally Accepted Accounting Principles (GAAP) for governments as prescribed by the Governmental Accounting Standards Board (GASB), using the accrual basis of accounting.

The Pool holds the IMB's investments in real estate investment trusts (REITs) and real estate limited partnerships and funds. Courtland Partners, Ltd. has been retained by the IMB to provide consulting services for the real estate limited partnerships and funds. The REITs are managed by 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 GASB Statement No. 72. Refer to Note 4 for further discussion and presentation of the reporting requirements under GASB Statement No. 72.

Fair value of the Pool's portfolio securities is determined on the last business day of each month as follows:

- Investments in real estate limited 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 June 30, 2017.
- Equity securities are valued at the last sale price or official closing price reported in the market in which they are primarily traded.
- 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.

Real Estate Pool

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.
- Repurchase agreements and time deposits are valued at amortized cost, provided such amount approximates fair value.

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.

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.

Securities Lending - The IMB, through its lending agent, the Bank of New York Mellon, loans securities of the Pool to various brokers on a temporary basis. Each transaction for international and domestic securities is secured by collateral based on the market value of the securities loaned. The required collateral percentage varies based on the type of collateral received and the type of security loaned. For U.S. securities, the required percentage of cash collateral and non-cash collateral consisting of debt obligations and securities issued by the United States Government or its agencies or instrumentalities is at least 102 percent of the market value of the securities loaned plus accrued income, if applicable. For international securities, the required percentage is 105 percent unless the foreign securities loaned are denominated and payable in U.S. Dollars, then the collateral shall be at least 102 percent of the market value of the securities loaned. Loans of equity securities may also be collateralized by equity securities and the required percentage of non-cash collateral consisting of equity securities is at least 107 percent of the market value of the securities loaned. Cash collateral received is invested in repurchase agreements, money market mutual funds, and time deposits. Such investments, except for repurchase transactions, are made at the risk of the Pool and, as such, the Pool is liable for investment losses. The lending agent contractually indemnifies the IMB for any repurchase agreement investment losses. Investments made with cash are reported at fair value on the Statement of Net Position. Securities loaned remain on the Statement of Net Position. The IMB has the right under the lending agreement to recover the securities from the borrower on demand. 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 Changes in Net Position as net securities lending income. 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 Changes in Net Position 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.

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.

Real Estate Pool

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 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. The calculation of realized gains and losses is independent of the calculation of the net increase or decrease in the fair value of investments. Realized gains and losses on investments held in more than one fiscal year and sold in the current year may have been recognized as an increase or decrease in the fair value of investments reported in the prior year.

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

Unit valuation and participant transactions - The unit price of the Pool is calculated on the last business day of the month by dividing the net position of the Pool by the number of outstanding units. Participant transactions are executed at the unit price at the time of the purchase or redemption.

Distributions to Participants - The Pool does not routinely distribute dividends of investment income less expenses.

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 that are outside of their respective real estate partnership, 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. Accordingly, no provision for income taxes is required as of June 30, 2017.

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 Net Position. Dividend income is reported net of non-reclaimable taxes withheld on the Statement of Changes in Net Position.

Real Estate 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. INVESTMENT RISK DISCLOSURES

Credit Risk and Interest Rate Risk

The IMB limits the exposure to credit risk in the Pool by maintaining at least an average rating of investment grade as defined by the Nationally Recognized Statistical Rating Organizations. The IMB monitors interest rate risk of the Pool by evaluating the effective duration of the investments in the Pool. Effective duration is a method of disclosing interest rate risk that measures the expected change in the price of a fixed income security for a 1 percent change in interest rates. The effective duration calculation takes into account the most likely timing of variable cash flows, which is particularly useful for measuring interest rate risk of callable bonds.

The following table provides the weighted average credit ratings and the weighted average effective duration for the various asset types in the Pool as of June 30, 2017.

Investment Type	Moody's	S&P	Effective Duration (years)	Fair Value	Percent of Total Investments
Common stock	N/A	N/A	N/A	\$ 113,172	6.9%
Money market mutual fund	Aaa	AAA	N/A	40,335	2.5
Preferred stock	N/A	N/A	2.5	12,059	0.7
Real estate limited partnerships and funds	N/A	N/A	N/A	1,456,645	88.7
Repurchase agreements	Aaa	A	0.0	8,873	0.5
Time deposits	A-1	P-1	0.0	6,131	0.4
U.S. corporate bonds	Baa	BBB	3.3	5,256	0.3
Total investments			1.5	\$ 1,642,471	100.0%

Concentration of Credit Risk

The Pool's investments in real estate limited partnerships and funds might be indirectly exposed to concentration of credit risk.

Custodial Credit Risk

At June 30, 2017, the Pool held no securities that were directly subject to custodial credit risk. Repurchase agreements, when held, are collateralized to a minimum of 102 percent and the collateral is held in the name of the IMB. Securities on loan are collateralized to a minimum of 102 percent and the collateral is held by the IMB's custodian in the name of the IMB. All remaining securities, except for the investments in real estate limited partnerships and funds, are held by the IMB's custodian in the name of the IMB. The investments in real estate limited partnerships and funds might be indirectly exposed to custodial credit risk.

Real Estate Pool

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

NOTE 3. INVESTMENT RISK DISCLOSURES (continued)

Foreign Currency Risk

The Pool holds real estate investment trusts, real estate limited partnerships and funds, and cash that are denominated in foreign currencies that are exposed to foreign currency risks. The amounts at fair value (in U.S. dollars) of investments denominated in foreign currencies as of June 30, 2017, are as follows:

Currency	Investments	Cash	Total	Percent of Total Investments and Cash
Australian Dollar	\$ 3,879	\$ -	\$ 3,879	0.2%
British Pound	4,029	-	4,029	0.2
Canadian Dollar	6,741	2	6,743	0.4
Euro Currency Unit	77,805	-	77,805	4.8
Hong Kong Dollar	5,699	-	5,699	0.3
Japanese Yen	8,241	25	8,266	0.5
Singapore Dollar	1,664	-	1,664	0.1
Swedish Krona	732	-	732	0.0
Total	<u>\$ 108,790</u>	<u>\$ 27</u>	<u>\$ 108,817</u>	<u>6.5%</u>

This table excludes investments and cash held by the Pool that are denominated in U.S. dollars. The market value of the U.S. dollar denominated investments and cash is \$1,539,444. This represents approximately 94 percent of the value of the Pool's investments.

NOTE 4. FAIR VALUE MEASUREMENTS

GASB Statement No. 72 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).

GASB Statement No. 72 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 GASB Statement No. 72 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.

U.S. GAAP does not require the Pool to categorize within the fair value hierarchy table investments for which fair value is measured using the net asset value per share (NAV) as the practical expedient. The table that follows sets forth information about the level within the fair value hierarchy at which the Pool's assets and liabilities are measured at June 30, 2017. All of the Pool's investments in real estate limited partnerships and funds were valued using the NAV, as such they have not been categorized in the fair value hierarchy table.

Real Estate Pool

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

NOTE 4. FAIR VALUE MEASUREMENTS (continued)

Assets	Level 1	Level 2	Level 3	Total
Common stock	\$ 113,172	\$ -	\$ -	\$ 113,172
Investments made with cash collateral for securities loaned	-	15,004	-	15,004
Money market mutual fund	40,335	-	-	40,335
U.S. corporate bonds	-	5,256	-	5,256
U.S. preferred stock	12,059	-	-	12,059
Total	<u>\$ 165,566</u>	<u>\$ 20,260</u>	<u>\$ -</u>	<u>\$ 185,826</u>
Real estate limited partnerships and funds				1,456,645
Total				<u>\$ 1,642,471</u>
Liabilities	Level 1	Level 2	Level 3	Total
Foreign currency contracts	\$ -	\$ (1)	\$ -	\$ (1)

The following table presents information on investments measured at the NAV as of June 30, 2017.

Strategies	Fair Value	Unfunded Commitments	Contractual Termination Date Range (a)	Redemption Frequency / Notice Period
Core Funds (b)	\$ 811,815	\$ 78,870	2020 to 2022	Quarterly / 45–60 days
Opportunistic Funds (c)	256,375	238,268	2018 to 2027	N/A
Value Funds (d)	388,455	394,813	2017 to 2027	N/A
Total	<u>\$ 1,456,645</u>	<u>\$ 711,951</u>		

- (a) Investments cannot be redeemed until termination of the partnership.
- (b) Core Funds are more conservative real estate investments that use a very modest level of financing to acquire and hold high-quality, stable properties typically located in major markets. These assets tend to have high occupancy rates, higher credit tenants, and staggered lease terms, with a number of long-term leases expiring in five-to-ten years.
- (c) Opportunistic Funds have higher risk/return profiles and have broad strategies to achieve these types of returns. Common strategies are properties that need significant rehabilitation or a total redevelopment to transition to a different type of property (for example, converting an office building to condominiums). It may also include new development, distressed debt strategies, and more complex transactions, as well as a more traditional value-add strategy that is financed with a higher amount of leverage.
- (d) Value Funds typically use more leverage than core funds and target higher return opportunities by acquiring properties that the manager believes they can add value through capital renovations to the physical facility or enhanced leasing and management activities. Most of these properties have in-place cash flow, which is expected to increase as the business plans are implemented. This could include making physical improvements to the asset that will allow it to command higher rents, increasing efforts to lease vacant space at the property to quality tenants, or improving the management of the property and thereby increasing customer satisfaction or lowering operating expenses where possible.

Real Estate 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 June 30, 2017.

	Fair Value
Securities on loan	\$ 28,809
Collateral received:	
Cash	\$ 15,004
Non-cash	15,300
Total collateral received	\$ 30,304

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 Net Position.

NOTE 6. FOREIGN CURRENCY CONTRACTS

At June 30, 2017, 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	6/30/2017	7/3/2017	68	\$ 52	\$ 52	-	-
Long	Euro Currency Unit	6/30/2017	7/3/2017	157	179	179	-	-
Long	Japanese Yen	6/30/2017	7/5/2017	3,210	29	29	-	-
Long	Singapore Dollar	6/29/2017	7/3/2017	46	33	33	-	-
Long	Singapore Dollar	6/30/2017	7/5/2017	46	34	34	-	-
Short	Canadian Dollar	6/29/2017	7/5/2017		2	3	2	-
Short	Hong Kong Dollar	6/29/2017	7/3/2017		99	775	99	-
Short	Hong Kong Dollar	6/30/2017	7/5/2017		97	759	97	-
Short	Japanese Yen	6/28/2017	7/3/2017		1	98	1	-
Short	Japanese Yen	6/28/2017	7/3/2017		8	864	8	-
Short	Japanese Yen	6/29/2017	7/5/2017		14	1,557	14	-
Short	Japanese Yen	6/29/2017	7/5/2017		2	171	2	-
Short	Japanese Yen	6/29/2017	7/5/2017		1	169	2	(1)
Short	Singapore Dollar	6/28/2017	7/3/2017		-	-	-	-
Short	Singapore Dollar	6/29/2017	7/5/2017		56	78	56	-
Short	Swedish Krona	6/29/2017	7/3/2017		16	136	16	-
Short	Swedish Krona	6/30/2017	7/5/2017		19	162	19	-
					\$ 642	\$ 643	\$ (1)	

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 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 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 year ended June 30, 2017, was 0.62 percent.

The fees paid to SCRM 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 0.55 percent annually on assets between \$10 million and \$125 million. For assets greater than \$125 million, the fee rate is 0.50 percent annually. The effective fee rate earned by SCRM for the year ended June 30, 2017, was 0.76 percent.

NOTE 8. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at June 30, 2017.

<u>Participant</u>	<u>Account Value</u>
Teachers' Retirement System	\$ 769,812
Public Employees' Retirement System	657,834
West Virginia Retiree Health Benefit Trust Fund	74,041
State Police Death, Disability and Retirement Fund	67,657
Deputy Sheriff's Retirement System	20,039
Judges' Retirement System	19,130
State Police Retirement System	16,668
Emergency Medical Services Retirement System	7,068
Wildlife Endowment Fund	6,422
Berkeley County Development Authority	710
Municipal Police Officers' and Firefighters' Retirement System	510
Municipal Policemen's or Firemen's Pension and Relief Funds	148
Total	<u>\$ 1,640,039</u>

NOTE 9. SUBSEQUENT EVENTS

The IMB has performed an evaluation of events subsequent to June 30, 2017, through October 4, 2017, the date the Pool's financial statements were available for issuance. On July 1, 2017, the IMB created the Private Markets Pool to invest primarily in private equity funds, real estate limited partnerships and funds, real estate investment trusts, middle market direct commercial loans, real estate loan funds, and other income focused funds. On July 1, 2017, the assets and liabilities of the Pool were transferred in-kind to the Private Markets Pool. There were no other significant subsequent events which have not been recognized in the Pool's financial statements that require disclosure.

Supplementary Information

Real Estate Pool

Schedule of Investments

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
Real Estate Limited Partnerships and Funds			
<i>Core Funds</i>			
CIM VI-1, LLC		\$ 27,946	\$ 36,406
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 April 2022.			
Redemption Provisions - Upon termination of partnership.			
Harrison Street Core Property Fund, L.P.		86,528	99,517
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.			
Invesco Core Real Estate - U.S.A., L.P.		147,567	203,091
Investment Objective - The Fund will invest in core properties located in the United States. No contractual termination date.			
Redemption Provisions - Quarterly with 45 days written notice.			
PCCP First Mortgage II, L.P.		6,641	6,662
Investment Objective - To invest in senior, floating-rate first mortgage loans secured by commercial real estate properties. Contractual termination date is in June 2020.			
Redemption Provisions - Upon termination of partnership.			
Quadrant Fund I, LLC		2,034	1,643
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 - The fund is currently in liquidation, with an expected completion date of February 2023.			
RREEF America REIT II, Inc.		160,988	214,632
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.			
UBS Trumbull Property Fund		115,991	145,550
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.			
UBS Trumbull Property Income Fund		86,151	104,314
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.			
<i>Total Core Funds</i>		633,846	811,815
<i>Opportunistic Funds</i>			
AG Realty Fund IX, L.P.		18,072	19,756
Investment Objective - To invest in sub-performing and distressed real estate assets where value may be added through development, capital improvements or asset management activities. The Fund will have 75-80% of the investments in the U.S. and 20-25% of the investments in Europe and Asia. Contractual termination date is in June 2024.			
Redemption Provisions - Upon termination of partnership.			
Blackstone RE Partners Europe III, L.P.		9,520	13,690
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.			
Blackstone RE Partners Europe IV, L.P.		37,126	51,511
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.			

See accompanying notes to financial statements.

Real Estate Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
Blackstone RE Partners Europe V, 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 February 2027. Redemption Provisions - Upon termination of partnership.		4,277	4,428
CIM VIII, LLC Investment Objective - To acquire various property types in urban locations across the United States and create value through redeveloping and repositioning assets. Contractual termination date is in July 2023. Redemption Provisions - Upon termination of partnership.		18,329	22,462
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.		5,656	11,061
Kennedy Wilson Real Estate Fund V, 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 September 2022. Redemption Provisions - Upon termination of partnership.		33,458	35,200
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 April 2019. Redemption Provisions - Upon termination of partnership.		1,124	2,381
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.		9,294	16,006
Lone Star Real Estate Fund IV, L.P. Investment Objective - To invest in distressed global commercial real estate debt and equity investments. Contractual termination date is in April 2023. Redemption Provisions - Upon termination of partnership.		14,050	17,404
Lone Star Real Estate Fund V, L.P. (a) Investment Objective - To invest in distressed global commercial real estate debt and equity investments. Contractual termination date is in April 2024. Redemption Provisions - Upon termination of partnership.		-	(556)
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 2019. Redemption Provisions - Upon termination of partnership.		-	968
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.		4,359	5,513
Lone Star Fund IX, 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 July 2022. Redemption Provisions - Upon termination of partnership.		12,241	16,147
Lone Star Fund X, L.P. (a) Investment Objective - To invest in global real estate assets including both distressed debt and equity positions, with a focus on single family and residential assets. Contractual termination date is in October 2024. Redemption Provisions - Upon termination of partnership.		-	(301)

See accompanying notes to financial statements.

Real Estate Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
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 March 2021. Redemption Provisions - Upon termination of partnership.		-	7,354
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 2021. Redemption Provisions - Upon termination of partnership.		15,900	25,800
Oaktree Real Estate Opportunities Fund VII, 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 January 2026. Redemption Provisions - Upon termination of partnership.		1,816	2,154
Woodbourne Canada Partners III, L.P. Investment Objective - To build and acquire a diversified real estate portfolio in Canada with a primary focus on multi-residential assets including senior housing and other purpose built properties in fragmented sectors. Contractual termination date is in November 2023. Redemption Provisions - Upon termination of partnership.		6,255	5,397
<i>Total Opportunistic Funds</i>		191,477	256,375
<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 2025. Redemption Provisions - Upon termination of partnership.		34,070	37,911
ABR Chesapeake Investors V-b, L.P. Investment Objective - To invest in moderately leveraged real estate assets generally valued between \$10 million and \$30 million in the value-add sector across the U.S. Estimated contractual termination date is in December 2027. Redemption Provisions - Upon termination of partnership.		19,844	21,897
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 December 2020. Redemption Provisions - Upon termination of partnership.		19,215	19,195
AG Core Plus Realty Fund IV, 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 January 2025. Redemption Provisions - Upon termination of partnership.		19,145	20,895
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 August 2020. Redemption Provisions - Upon termination of partnership.		15,218	20,311
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.		15,615	15,893

See accompanying notes to financial statements.

Real Estate Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
Bristol Value III, L.P. Investment Objective - To achieve a net internal rate of return of 11-13% by investing in real estate that provides opportunities to add value through capital improvement, redevelopment, or enhanced asset management activities. Contractual termination date is in November 2026. Redemption Provisions - Upon termination of partnership.		2,037	1,939
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.		18,936	28,904
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 December 2023. Redemption Provisions - Upon termination of partnership.		42,884	46,370
DRA Growth & Income Fund IX, LLC Investment Objective - To invest in real estate properties that provide opportunities to add value through capital improvements, recapitalization, repositioning, or enhanced asset management. Investments on average with be underwritten to realize 12-15% return. Contractual termination date is in July 2026. Redemption Provisions - Upon termination of partnership.		10,524	10,878
Equus Investment Partnership X, 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 October 2022. Redemption Provisions - Upon termination of partnership.		19,974	19,931
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 in March 2022. Redemption Provisions - Upon termination of partnership.		22,526	27,123
Madison International Real Estate Liquidity Fund VI, 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 in June 2024. Redemption Provisions - Upon termination of partnership.		18,951	20,239
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 October 2021. Redemption Provisions - Upon termination of partnership.		28,547	30,105
Mesa West Real Estate Income Fund IV, 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 June 2024. Redemption Provisions - Upon termination of partnership.		6,944	6,811
PCCP Credit VI, L.P. Investment Objective - To invest in senior, floating-rate first mortgage loans secured by commercial real estate properties. Contractual termination date is in January 2020. Redemption Provisions - Upon termination of partnership.		32,859	33,034

See accompanying notes to financial statements.

Real Estate Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
PCCP Credit IX, L.P.		-	7
Investment Objective - To invest primarily in senior, floating-rate commercial real estate loans in the United States that provide strong income returns as well as to provide some protection against a decline in real estate values. Contractual termination date is three years from the end of the investment period, with two one-year extension options.			
Redemption Provisions - Upon termination of partnership.			
RCG Longview Debt Fund IV, L.P.		3,197	653
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 2017.			
Redemption Provisions - Upon termination of partnership.			
RCG Longview Debt Fund VI, L.P. (a)		-	(137)
Investment Objective - To acquire, finance, and manage a portfolio of value-add debt and debt-like investments in real estate assets with a focus on metro-New York and the Northeast. Contractual termination date is seven years from the initial closing date, subject to two one-year extensions by the General Partner.			
Redemption Provisions - Upon termination of partnership.			
Rubenstein Properties Fund II, L.P.		21,315	21,418
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.			
Rubenstein Properties Fund III, L.P.		5,694	5,078
Investment Objective - To invest in value-added office real estate opportunities across the eastern United States. Contractual termination date is in January 2027.			
Redemption Provisions - Upon termination of partnership.			
<i>Total Value Funds</i>		357,495	388,455
Total Real Estate Limited Partnerships and Funds - 89.1%		1,182,818	1,456,645
Common Stock			
<i>Australia</i>			
Dexus Property Group	152,052	1,110	1,106
Goodman Group	118,514	644	716
GPT Group	176,480	675	648
Mirvac Group	119,518	187	195
Scentre Group	390,771	1,276	1,214
<i>Total Australia - 0.2%</i>		3,892	3,879
<i>Austria</i>			
Buwog AG - 0.0%	14,100	349	405
<i>Bermuda</i>			
Hongkong Land Holdings - 0.0%	118,000	849	868
<i>Canada</i>			
Canadian	12,300	445	435
H&R	26,500	444	449
Smart REIT	18,600	457	460
<i>Total Canada - 0.1%</i>		1,346	1,344
<i>Cayman Islands</i>			
Cheung Kong Property Holdings - 0.1%	216,500	1,460	1,696
<i>France</i>			
Gecina SA	5,165	677	809
Klepierre	32,109	1,369	1,314
Unibail-Rodamco	4,612	1,134	1,161
<i>Total France - 0.2%</i>		3,180	3,284
<i>Germany</i>			
Deutsche Wohnen AG-BR	17,618	529	673

See accompanying notes to financial statements.

Real Estate Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
LEG Immobilien AG	10,164	695	954
Vonovia SE	37,720	1,408	1,496
<i>Total Germany - 0.2%</i>		2,632	3,123
<i>Hong Kong</i>			
Hang Lung Properties Ltd	449,000	1,128	1,123
Link REIT	190,100	1,131	1,446
Swire Properties Ltd	196,200	611	647
Wharf Holdings Ltd	95,000	827	787
<i>Total Hong Kong - 0.2%</i>		3,697	4,003
<i>Japan</i>			
Activia Properties Inc	95	456	406
Hulic Company Ltd	66,600	640	680
Japan Retail Fund Investment Corp	323	627	596
Mitsubishi Estate Co Ltd	18,987	378	354
Mitsui Fudosan Co Ltd	103,400	2,286	2,467
Mori Hills REIT Investment	434	538	534
Nippon Building Fund Inc	103	549	526
Nippon Prologis REIT Inc	538	1,084	1,146
Nomura Real Estate Holdings	12,300	267	241
Orix Jreit Inc	534	756	789
Tokyo Tatemono Company Ltd	38,300	541	502
<i>Total Japan - 0.5%</i>		8,122	8,241
<i>Luxembourg</i>			
ADO Properties SA - 0.0%	10,152	367	429
<i>Netherlands</i>			
Eurocommercial Properties NV - 0.0%	9,778	411	390
<i>Singapore</i>			
CapitaLand Ltd	283,400	751	721
City Developments Ltd	34,000	257	265
Global Logistic Properties	212,000	405	440
Mapletree Commercial Trust	205,269	225	238
<i>Total Singapore - 0.1%</i>		1,638	1,664
<i>Spain</i>			
Hispania Activos Inmobiliarios	13,884	200	229
Inmobiliaria Colonial SA	36,593	298	318
<i>Total Spain - 0.0%</i>		498	547
<i>Sweden</i>			
Castellum AB	19,522	278	286
Fabege AB	18,991	323	365
Hufvudstaden AB	4,863	65	81
<i>Total Sweden - 0.0%</i>		666	732
<i>United Kingdom</i>			
British Land Company PLC	36,371	295	286
Hammerson PLC	90,033	656	672
Land Securities Group PLC	117,349	1,607	1,544
Safestore Holdings PLC	45,272	124	248
SEGRO	114,924	631	730
Tritax Big Box REIT	119,621	210	227
Unite Group PLC	38,210	276	322
<i>Total United Kingdom - 0.2%</i>		3,799	4,029
<i>United States</i>			
Alexandria Real Estate Equities	20,565	2,121	2,477
American Homes 4 Rent	39,075	851	882
Apartment Investment & Management Co	12,100	536	520
Avalonbay Communities Inc	21,085	3,397	4,052
Boston Properties Inc	13,275	1,706	1,633

See accompanying notes to financial statements.

Real Estate Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
Colony Starwood Homes	20,900	710	717
Coresite Realty Corporation	7,500	610	776
CubeSmart	51,050	1,392	1,227
CyrusOne Inc	17,525	943	977
DCT Industrial Trust Inc	17,425	543	931
DDR Corp	62,675	928	568
DiamondRock Hospitality Co	33,900	385	371
Digital Realty Trust Inc	8,175	728	923
Douglas Emmett Inc	22,175	730	847
Equinix Inc	5,915	2,227	2,539
Equity Residential	41,285	2,675	2,718
Essex Property Trust Inc	4,093	892	1,053
Extra Space Storage Inc	27,039	2,129	2,109
Federal Realty Investment Trust	3,425	521	433
Forest City Realy Trust	14,500	333	350
Gaming & Leisure Properties	32,600	1,058	1,228
GGP Inc	108,864	2,632	2,565
HCP Inc	92,625	2,917	2,960
Healthcare Trust of America	28,967	752	901
Hospitality Properties Trust	10,075	295	294
Host Hotels & Resorts Inc	114,185	1,957	2,086
Hudson Pacific Properties	23,525	725	804
Hudson Pacific Properties Inc	16,267	575	556
Invitation Homes Inc	17,900	358	387
Kilroy Realty Corporation	15,725	918	1,182
Kimco Realty Corporation	82,375	1,930	1,512
Kite Realty Group Trust	20,650	435	391
LaSalle Hotel Properties	12,525	335	373
Liberty Property Trust	25,840	951	1,052
Life Storage Inc	10,700	966	793
Macerich Company	20,595	1,453	1,196
Mid-American Apartment Communitites	10,000	976	1,054
Park Hotels & Resorts Inc	26,100	711	704
Pebblebrook Hotel Trust	13,680	376	441
Prologis Inc	85,876	3,537	5,036
Public Storage	8,625	1,803	1,799
Regency Centers Corp	31,265	2,171	1,958
Senior Housing Prop Trust	32,556	628	665
Simon Property Group Inc	41,870	6,993	6,773
SL Green Realty Corp	13,100	1,208	1,386
STORE Capital Corporation	23,100	490	519
Sun Communities Inc	18,600	1,243	1,631
Sunstone Hotel Investors Inc	34,397	447	555
Taubman Centers Inc	5,900	429	351
UDR Inc	50,950	1,489	1,986
Ventas Inc	11,350	764	789
VEREIT Inc	148,500	1,529	1,209
Vornado Realty Trust	30,715	2,883	2,884
Weingarten Realty Investors	29,945	1,089	901
Welltower Inc	46,951	3,005	3,514
<i>Total United States - 4.8%</i>		74,385	78,538
Total Common Stock - 6.6%		107,291	113,172
<u>U.S. Preferred Stock</u>			
American Homes 4 Rent	68,975	1,735	1,777
Apartment Investment & Management Co	35,100	882	954
Ashford Hospitality Trust	13,000	307	330
CBL & Associates Properties	34,500	853	802
DDR Corp	26,675	671	692
GGP Inc	28,600	757	728
Hersha Hospitality Trust	11,325	283	286
Kimco Realty Corporation	7,950	194	199
LaSalle Hotel Properties	17,400	435	441
Penn Real Estate Investment Trust	33,700	852	890

See accompanying notes to financial statements.

Real Estate Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Par Value or Shares	Cost	Fair Value
PS Business Parks Inc	4,725	118	119
Public Storage	6,700	158	171
Regency Centers Corp	450	11	11
Retail Properties of America	2,075	56	53
Rexford Industrial Realty	850	19	21
Sabra Health Care REIT Inc	1,400	35	36
Saul Centers Inc	5,375	136	138
Senior Housing Prop Trust	2,100	53	57
SL Green Realty Corp	24,300	622	612
Sun Communities Inc	1,475	37	38
Sunstone Hotel Investors Inc	12,800	320	331
Taubman Centers Inc	30,575	770	770
Urstadt Biddle Properties Inc	82,575	2,062	2,155
Vornado Realty Trust	8,575	217	221
Washington Prime Group Inc	8,875	229	227
Total U.S. Preferred Stock - 0.7%		11,812	12,059
<u>U.S. Corporate Bonds</u>			
Alexandria Real Estate Equities, 4.6% Due 4/1/2022	94	98	100
CBL & Associates, 5.25% Due 12/1/2023	210	200	205
CBL & Associates, 4.6% Due 10/15/2024	313	295	288
Corporate Office Property LP, 3.7% Due 6/15/2021	539	552	552
Corporate Office Property LP, 3.6% Due 5/15/2023	950	944	944
Equity One, Inc, 3.75% Due 11/15/2022	48	48	50
Government Properties In, 3.75% Due 8/15/2019	299	302	301
Retail Properties of America, 4.0% Due 3/15/2025	309	295	296
Senior Housing Prop Trust, 3.25% Due 5/1/2019	1,167	1,165	1,178
Senior Housing Prop Trust, 6.75% Due 4/15/2020	1,187	1,278	1,287
Senior Housing Prop Trust, 6.75% Due 12/15/2021	24	26	27
SL Green Realty Corp, 4.5% Due 12/1/2022	27	28	28
Total U.S. Corporate Bonds - 0.3%		5,231	5,256
<u>Money Market Mutual Fund</u>			
Dreyfus Treasury Prime Cash Management Institutional Fund - 2.5%	40,334,969	40,335	40,335
<u>Investments made with Cash Collateral for Securities Loaned</u>			
<i>Repurchase Agreements</i>			
BNP Paribas, 1.11% Due 7/3/2017	170	170	170
BNP Paribas, 1.4% Due 7/3/2017	473	473	473
Citibank NA, 1.08% Due 7/3/2017	33	33	33
Citigroup Global Markets Inc, 1.1% Due 7/3/2017	1,834	1,834	1,834
Citigroup Global Markets Inc, 1.06% Due 7/5/2017	675	675	675
HSBC Securities USA Inc, 1.06% Due 7/3/2017	207	207	207
ING Bank NV, 1.38% Due 7/3/2017	374	374	374
Jefferies LLC, 1.25% Due 7/3/2017	102	102	102
Merrill Lynch Pierce Fenner & Smith Inc, 1.35% Due 7/5/2017	145	145	145
Merrill Lynch Pierce Fenner & Smith Inc, 1.66% Due 10/3/2017	575	575	575
Mizuho Securities USA LLC, 1.31% Due 7/3/2017	70	70	70
Nomura Securities International Inc, 1.13% Due 7/3/2017	28	28	28
RBC Dominion Securities Inc, 1.08% Due 7/3/2017	1,667	1,667	1,667
Societe Generale, 1.31% Due 7/3/2017	1,596	1,596	1,596
Societe Generale, 1.56% Due 8/4/2017	376	376	376
Societe Generale, 1.71% Due 9/29/2017	548	548	548
<i>Total Repurchase Agreements - 0.5%</i>		8,873	8,873
<i>Time Deposits</i>			
Australia & New Zealand Banking Group Ltd, 1.15% Due 7/3/2017	542	542	542
BNP Paribas, 1.06% Due 7/3/2017	671	671	671
Credit Agricole CIB, 1.06% Due 7/3/2017	461	461	461
DNB Bank ASA, 1.05% Due 7/3/2017	642	642	642
Landesbank Baden-Wurtemberg, 1.05% Due 7/3/2017	670	670	670
National Australia Bank Ltd, 1.05% Due 7/3/2017	679	679	679
National Bank of Canada, 1.05% Due 7/3/2017	527	527	527
Nordea Bank AB, 1.06% Due 7/3/2017	609	609	609

See accompanying notes to financial statements.

Real Estate Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

<u>Description</u>	<u>Par Value or Shares</u>	<u>Cost</u>	<u>Fair Value</u>
Royal Bank of Canada, 1.05% Due 7/3/2017	674	674	674
Svenska Handelsbanken AB, 1.05% Due 7/3/2017	656	<u>656</u>	<u>656</u>
<i>Total Time Deposits - 0.4%</i>		<u>6,131</u>	<u>6,131</u>
Total Investments made with Cash Collateral for Securities Loaned - 0.9%		<u>15,004</u>	<u>15,004</u>
Total Investments - 100.1%		<u>\$ 1,362,491</u>	<u>\$ 1,642,471</u>

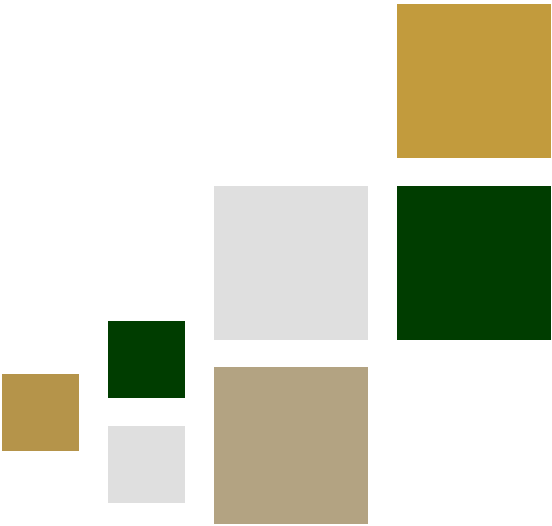
(a) As of June 30, 2017, the general partner had not called any commitments from limited partners. The negative fair value reflects the IMB's share of fees and expenses.

See accompanying notes to financial statements.

AUDITED FINANCIAL STATEMENTS
June 30, 2017

M

HEDGE FUND POOL



Hedge Fund Pool

Audited Financial Statements June 30, 2017

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Report of Independent Auditors

To the Board of Trustees
West Virginia Investment Management Board

We have audited the accompanying financial statements of the West Virginia Investment Management Board Hedge Fund Pool, which comprise the statement of net position as of June 30, 2017, and the related statement of changes in net position for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the West Virginia Investment Management Board Hedge Fund Pool at June 30, 2017, and the changes in its net position for the year then ended, in conformity with U.S. generally accepted accounting principles.

Required Supplementary Information

U.S. generally accepted accounting principles require that the management's discussion and analysis on pages M-1 through M-2 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, which considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.



Supplementary Information

Our audit was conducted for purposes of forming an opinion on the basic financial statements. The accompanying schedule of investments is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with the auditing standards generally accepted in the United States. In our opinion, the accompanying schedule of investments is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

Ernst + Young LLP

September 8, 2017

Hedge Fund Pool

Management Discussion and Analysis (Unaudited)

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. The IMB operates on a fiscal year beginning July 1 and ending June 30. To effectuate its purpose the IMB has constructed a series of investment pools in which to invest participating entities monies.

The following information and 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, the information contained in this Management Discussion and Analysis and the following 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. The Management Discussion and Analysis information should be considered in conjunction with the information contained in the financial statements which follow this section.

Effective July 1, 2016, the Pool adopted U.S. Generally Accepted Accounting Principles (GAAP) for governments as prescribed by the Governmental Accounting Standards Board (GASB). Prior to July 1, 2016, the Pool followed the accounting and reporting guidance applicable to investment companies as defined by the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 946 – Financial Services – Investment Companies. Accordingly, the financial statements presented have been prepared in conformity with the reporting framework prescribed by GASB for external investment pools. There was no impact on the net position of the Pool as a result of adopting the GASB reporting framework.

Financial Statement Overview

Management's Discussion and Analysis is an introduction to the Pool's basic financial statements. The IMB accounts for the Pool under GAAP for governments as prescribed by the GASB, using the accrual basis of accounting. The financial statements for the Pool include a Statement of Net Position and a Statement of Changes in Net Position. These financial statements are supported by the Notes to Financial Statements. In addition, a Schedule of Investments for the Pool is included as Supplementary Information following the Notes to Financial Statements.

Pool Strategy

The objective of the Pool is to reduce risk through diversification of participants' assets. The primary performance benchmark is the Hedge Funds Research, Inc. Fund of Funds Composite Index plus 100 Basis points. The secondary benchmark is LIBOR plus 400 basis points.

Condensed Financial Information and Analysis (in \$000s)

The Statement of Net Position presents the financial position of the Pool as of June 30, 2017, and includes all assets and liabilities of the Pool. The difference between total assets and total liabilities, which is equal to the participants' interest in the Pool's Net Position, is shown below for the current and prior fiscal year-end dates:

Condensed Net Position	June 30, 2017	June 30, 2016
Investments	\$ 1,809,911	\$ 1,508,463
Other Assets	15,997	89,945
Total Assets	1,825,908	1,598,408
Total Liabilities	(150)	(131)
Net Position	\$ 1,825,758	\$ 1,598,277

Yearly variances in the net position of the Pool are impacted by the overall performance of the global investment markets. Net position is also impacted by expenses charged to the Pool and the issuance and redemption of Pool units. The increase in the Pool's Net Position of \$227,481 results from a \$90,559 net increase from operations and a \$136,922 net increase from unit transactions.

Hedge Fund Pool

Management Discussion and Analysis (Unaudited)

The Statement of Changes in Net Position presents the Pool's activity for the years ended:

	June 30, 2017	June 30, 2016
Investment Income (Loss)	\$ 91,534	\$ (76,035)
Expenses	(975)	(924)
Net Increase (Decrease) in Net Position from Operations	90,559	(76,959)
Net Units Issued	136,922	12,503
Increase (Decrease) in Net Position	227,481	(64,456)
Net Position, Beginning of Year	1,598,277	1,662,733
Net Position, End of Year	\$ 1,825,758	\$ 1,598,277

The Investment Income (Loss) of the Pool consists primarily of realized gain (loss) on the sale of investments which occur whenever investments are sold for more (less) than their cost and the net change in unrealized appreciation (depreciation) on investments which reflects the net change in the value of investments held over their carrying cost between the measurement periods.

The IMB calculates total rates of return using the time-weighted rate of return methodology. The time-weighted method determines the rate of return exclusive of the effects of participant contributions or withdrawals. The return of the Pool (net of fees) for the year ended June 30, 2017 was 5.7 percent, up from -4.7 percent for the year ended June 30, 2016.

Select financial highlights for the Pool are as follows:

Per Unit Operating Performance:	June 30, 2017	June 30, 2016
Net position, beginning of year	\$ 13.28	\$ 13.93
Net increase (decrease) in net position from operations	0.75	(0.65)
Net position, end of year	\$ 14.03	\$ 13.28

Supplemental Data (a):		
Ratio of expenses to average net position	0.06%	0.06%
Portfolio turnover rate	11.74%	3.45%

- (a) All ratios are for the fiscal year and do not reflect the Pool's proportionate share of expenses of the underlying investee funds.

Hedge Fund Pool

Statement of Net Position

June 30, 2017

(Amounts in thousands, except unit data)

Assets

Investments at fair value (cost \$1,490,639)	\$	1,809,911
Receivables:		
Investment funds redeemed		15,921
Accrued interest		<u>76</u>
Total assets		1,825,908

Liabilities

Accrued expenses		<u>150</u>
Net position	\$	<u><u>1,825,758</u></u>

Unit data

Units outstanding		130,100,178
Net position, unit price	<u>\$</u>	<u><u>14.03</u></u>

See accompanying notes to financial statements.

Hedge Fund Pool

Statement of Changes in Net Position
Year Ended June 30, 2017
(Amounts in thousands)

Investment income

Net change in unrealized appreciation (depreciation) on investments	\$ 64,424
Net realized gain from investments	27,034
Interest	13
Dividends	<u>63</u>
Total investment income	91,534

Expenses

Trustee fees	(5)
Custodian bank fees	(1)
Management fees	(457)
Fiduciary bond fees	(3)
Professional service fees	<u>(509)</u>
Total expenses	<u>(975)</u>

Net increase in net position from operations before unit transactions 90,559

Unit transactions

Proceeds from sale of units	294,065
Amount paid for repurchase of units	<u>(157,143)</u>
Net increase in net position from unit transactions	<u>136,922</u>

Increase in net position 227,481

Net position, beginning of year 1,598,277

Net position, end of year \$ 1,825,758

See accompanying notes to financial statements.

Hedge Fund 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 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.

The IMB accounts for the Pool under U.S. Generally Accepted Accounting Principles (GAAP) for governments as prescribed by the Governmental Accounting Standards Board (GASB), using the accrual basis of accounting.

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 GASB Statement No. 72. Refer to Note 4 for further discussion and presentation of the reporting requirements under GASB Statement No. 72.

Fair value of the Pool's portfolio securities is determined on the last business day of each month 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 June 30, 2017.
- 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.

Hedge Fund Pool

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

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

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. The calculation of realized gains and losses is independent of the calculation of the net increase or decrease in the fair value of investments. Realized gains and losses on investments held in more than one fiscal year and sold in the current year may have been recognized as an increase or decrease in the fair value of investments reported in the prior year.

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

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

Unit valuation and participant transactions - The unit price of the Pool is calculated on the last business day of the month by dividing the net position of the Pool by the number of outstanding units. Participant transactions are executed at the unit price at the time of the purchase or redemption.

Distributions to Participants - The Pool does not routinely distribute dividends of investment income less expenses.

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. Accordingly, no provision for income taxes is required as of June 30, 2017.

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. INVESTMENT RISK DISCLOSURES

The Pool holds shares in hedge funds and shares of a money market fund with the highest credit rating. The investments in hedge funds might be indirectly exposed to foreign currency risk, credit risk, interest rate risk, and/or custodial credit risk. The Pool is restricted from investing more than 10 percent of the value of the Pool with any single manager. At June 30, 2017, the Pool was in compliance with this restriction and is not exposed to concentration of credit risk.

NOTE 4. FAIR VALUE MEASUREMENTS

GASB Statement No. 72 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).

GASB Statement No. 72 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 GASB Statement No. 72 are:

Hedge Fund Pool

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

NOTE 4. FAIR VALUE MEASUREMENTS (continued)

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

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

Level 3 Unobservable pricing inputs for assets and liabilities 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.

U.S. GAAP does not require the Pool to categorize within the fair value hierarchy table investments for which fair value is measured using the net asset value per share as the practical expedient. The table that follows sets forth information about the level within the fair value hierarchy at which the Pool's assets and liabilities are measured at June 30, 2017. All of the Pool's investments in hedge funds were valued using the net asset value (NAV) per share, as such they have not been categorized in the fair value hierarchy.

Assets	Level 1	Level 2	Level 3	Total
Money market mutual fund	\$ 22	\$ -	\$ -	\$ 22
Hedge funds				1,809,889
Total				<u>\$ 1,809,911</u>

The following table presents information on investments measured at the NAV as of June 30, 2017.

Hedge Fund Strategies	Fair Value	Number of Funds	Redemption Frequency	Redemption Notice Period
Directional (a)	\$ 173,459	3	Monthly, Quarterly	3 to 60 days
Equity long/short (b)	235,206	3	Monthly, Quarterly, Every 3 years	30 to 60 days
Event-driven (c)	44,907	1	Quarterly	65 days
Long-biased (d)	49,427	1	Monthly	90 days
Multi-strategy (e)	1,165,427	16	Monthly, Quarterly, Annually	3 to 95 days
Relative-value (f)	141,463	2	Monthly	45 to 60 days
Total investments measured at the NAV	<u>\$ 1,809,889</u>			

- (a) Directional strategies employ various techniques to forecast the direction of segments of the market and then invest in either long or short positions to take advantage of that. The segments may be geographic economies, industry sectors, currency, or asset class. The investments may be in physical securities or derivatives. The strategies may be trend-following or mean-reverting and may be specific to that segment or universally applied across them.
- (b) An equity long/short strategy is an investing strategy, used primarily by hedge funds, that involves taking long positions in stocks that are expected to increase in value and short positions in stocks that are expected to decrease in value. Investments representing approximately 64 percent of the fair value of the investments in this strategy are subject to maximum withdrawal restrictions.
- (c) Event-driven managers maintain positions in companies currently or prospectively involved in various corporate transactions including, but not limited to, mergers, restructurings, financial distress, tender offers, shareholder buybacks, debt exchanges, security issuance or other capital structure adjustments. Security types can range from most senior in the capital structure to most junior or subordinated, and frequently involve additional derivative securities. Event-driven exposure includes a combination of sensitivities to equity markets, credit markets and company-specific developments. The sole fund in this investment strategy is subject to maximum withdrawal restrictions.

Hedge Fund Pool

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

NOTE 4. FAIR VALUE MEASUREMENTS (continued)

- (d) Long-biased strategies employ analytical techniques in which the investment thesis is predicated on assessment of the valuation characteristics on the underlying companies with the goal of identifying undervalued companies. Long-biased strategies may vary the investment level or the level of long exposure over market cycles, but the primary distinguishing characteristic is that the manager maintains consistent long exposure.
- (e) Multi-strategy managers combine several strategies within the same fund in order to provide diversification benefits to reduce return volatility and decrease asset-class and single-strategy risks. These funds typically add incremental returns through active allocation adjustments based on market opportunities. Risk is managed through a combination of quantitative and qualitative constraints including, but not limited to, active risk, liquidity risk, currency risk, manager risk, derivatives risk, and leverage risk. Investments representing approximately 62 percent of the fair value of the investments in this strategy are subject to maximum withdrawal restrictions.
- (f) Relative-value managers maintain positions in which the investment thesis is predicated on the realization of a valuation discrepancy in the relationship between multiple securities. Managers employ a variety of fundamental and quantitative techniques to establish investment insights, and security types range broadly across equity, fixed income, derivative or other security types. Fixed Income strategies are typically quantitatively driven to measure the existing relationship between instruments and, in some cases, identify attractive positions in which the risk-adjusted spread between these instruments represents an attractive opportunity.

NOTE 5. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at June 30, 2017.

<u>Participant</u>	<u>Account Value</u>
Teachers' Retirement System	\$ 688,374
Public Employees' Retirement System	601,483
Workers' Compensation Old Fund	186,618
West Virginia Retiree Health Benefit Trust Fund	68,094
State Police Death, Disability and Retirement Fund	59,671
Coal Workers' Pneumoconiosis Fund	49,905
Public Employees Insurance Agency	29,665
West Virginia Department of Environmental Protection Agency	28,070
Board of Risk and Insurance Management	27,778
Deputy Sheriff's Retirement System	18,431
Judges' Retirement System	17,742
State Police Retirement System	15,016
Workers' Compensation Self-Insured Employer Security Risk Pool	10,700
Workers' Compensation Self-Insured Employer Guaranty Risk Pool	6,666
Emergency Medical Services Retirement System	6,457
Wildlife Endowment Fund	5,881
Workers' Compensation Uninsured Employers' Fund	2,274
West Virginia Department of Environmental Protection Trust	1,694
Berkeley County Development Authority	653
Municipal Police Officers' and Firefighters' Retirement System	445
Municipal Policemen's or Firemen's Pension and Relief Funds	141
Total	<u>\$ 1,825,758</u>

NOTE 6. SUBSEQUENT EVENTS

The IMB has performed an evaluation of events subsequent to June 30, 2017, through September 8, 2017, the date the Pool's financial statements were available for issuance. The IMB has determined that there were no significant subsequent events which have not been recognized in the Pool's financial statements that require disclosure.

Supplementary Information

Hedge Fund Pool

Schedule of Investments

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
<u>Hedge Funds</u>			
<i>Directional Funds</i>			
Bridgewater Pure Alpha Ltd.		\$ 57,741	\$ 80,637
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.			
Commonwealth Opportunity (Cayman) Fund II Ltd.		50,000	48,747
Investment Objective - To manage capital through global macro hedge fund strategies.			
Redemption Provisions - Quarterly with 60 days prior written notice.			
A detail of the underlying investments is not available.			
Graham Global Investment Fund II, Ltd.		45,000	44,075
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.			
<i>Total Directional Funds</i>		152,741	173,459
<i>Equity Long/Short Funds</i>			
MW Eureka Fund		46,001	85,738
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.			
PFM Diversified Offshore Fund		55,000	77,057
Investment Objective - To generate attractive risk-adjusted capital appreciation by employing a variety of strategies primarily focused in liquid equity markets.			
Redemption Provisions - 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.		65,000	72,411
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>		166,001	235,206

See accompanying notes to financial statements.

Hedge Fund Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
<i>Event-Driven Fund</i>			
Pershing Square International, Ltd.		37,500	44,907
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 - Quarterly with 65 days prior written notice subject to maximum withdrawal restrictions.			
A detail of the underlying investments is not available.			
<i>Long-Biased Fund</i>			
Elementum NatCat Offshore Fund Ltd.		40,000	49,427
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.			
<i>Multi-Strategy Funds</i>			
Anchorage Capital Partners Offshore, Ltd.		55,000	75,254
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.			
Caxton Global Investments Limited		75,000	68,708
Investment Objective - To manage capital through global macro hedge fund strategies.			
Redemption Provisions - Quarterly with 45 days prior written notice.			
A detail of the underlying investments is not available.			
CQS Diversified Fund (SPC) Ltd. SPA II		96,842	117,571
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.			
Davidson Kempner International, Ltd.		67,918	109,182
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.			

See accompanying notes to financial statements.

Hedge Fund Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
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	110,551
Farallon COI II Holdings Investment Objective - To achieve superior risk-adjusted returns through a fundamental, bottom-up analysis. Redemption Provisions - Annually with 45 days prior written notice. A detail of the underlying investments is not available.		75,000	83,696
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.		25,414	50,506
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.		100,000	106,483
Hudson Bay International Fund, Ltd. 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.		80,000	80,778
Magnetar Capital Fund II, Ltd. Investment Objective - To achieve superior risk-adjusted returns. Redemption Provisions - Quarterly with 90 days prior written notice subject to provisions on maximum withdrawals. A detail of the underlying investments is not available.		59,246	75,911
OZ Asia Overseas Fund, Ltd. Investment Objective - To achieve consistent, absolute returns with low volatility primarily by seeking to exploit pricing inefficiencies in equity debt securities of Asian companies. Redemption Provisions - Annually with 45 days prior written notice. A detail of the underlying investments is not available.		30,268	52,343

See accompanying notes to financial statements.

Hedge Fund Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
Perry Partners International, Inc. Investment Objective - To achieve positive annual returns accompanied by a low level of beta and volatility in correlation relative to equity markets. Redemption Provisions - Quarterly with 90 days prior written notice subject to provisions on maximum withdrawals. A detail of the underlying investments is not available.		9,045	11,388
Pine River Fund, Ltd. Investment Objective - To generate superior risk-adjusted returns by investing and trading in global markets, primarily employing relative value strategies. Redemption Provisions - Quarterly with 45 days prior written notice, subject to provisions on maximum withdrawals. A detail of the underlying investments is not available.		80,000	95,829
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.		642	705
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.		60,000	74,652
Winton Futures Fund, Ltd. Investment Objective - To deliver long-term capital appreciation through compound growth. Redemption Provisions - Monthly with 3 days prior written notice. A detail of the underlying investments is not available.		45,000	51,870
<i>Total Multi-Strategy Funds</i>		949,375	1,165,427
<i>Relative-Value Funds</i>			
KLS Diversified Fund Ltd. Investment Objective - To deliver high risk-adjusted absolute returns with low volatility and low correlation to equity and bond markets. Redemption Provisions - Monthly with 60 days prior written notice. A detail of the underlying investments is not available.		70,000	74,432

See accompanying notes to financial statements.

Hedge Fund Pool

Schedule of Investments (continued)

June 30, 2017

(Amounts in thousands, except share data)

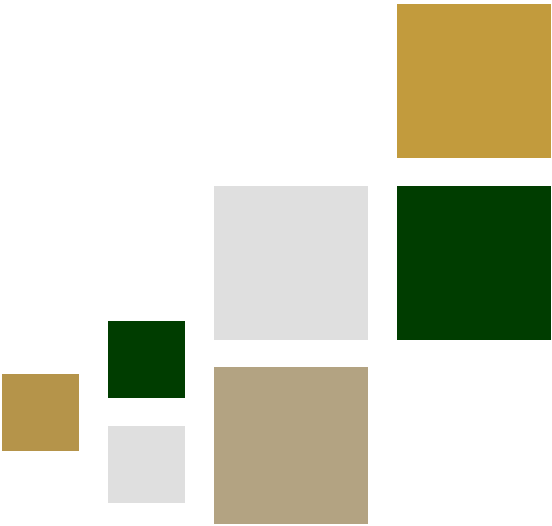
<u>Description</u>	<u>Shares</u>	<u>Cost</u>	<u>Fair Value</u>
Menta Global Offshore Ltd.		75,000	67,031
Investment Objective - To deliver consistent superior performance with controlled risk and low correlation to broad market indices through a disciplined, research-driven investment approach.			
Redemption Provisions - Monthly with 45 days prior written notice.			
A detail of the underlying investments is not available.			
<i>Total Relative-Value Funds</i>		<u>145,000</u>	<u>141,463</u>
Total Hedge Funds - 99.1%		1,490,617	1,809,889
<u>Money Market Mutual Fund</u>			
Dreyfus Treasury Prime Cash Management Institutional Fund - 0.0%	22,217	<u>22</u>	<u>22</u>
Total Investments - 99.1%		<u>\$ 1,490,639</u>	<u>\$ 1,809,911</u>

See accompanying notes to financial statements.

AUDITED FINANCIAL STATEMENTS
June 30, 2017

N

OPPORTUNISTIC INCOME POOL



Opportunistic Income Pool

Audited Financial Statements June 30, 2017

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Report of Independent Auditors

To the Board of Trustees
West Virginia Investment Management Board

We have audited the accompanying financial statements of the West Virginia Investment Management Board Opportunistic Income Pool, which comprise the statement of net position as of June 30, 2017, and the related statement of changes in net position for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the West Virginia Investment Management Board Opportunistic Income Pool at June 30, 2017, and the changes in its net position for the year then ended, in conformity with U.S. generally accepted accounting principles.

Required Supplementary Information

U.S. generally accepted accounting principles require that the management's discussion and analysis on pages N-1 through N-2 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, which considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.



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Supplementary Information

Our audit was conducted for purposes of forming an opinion on the basic financial statements. The accompanying schedule of investments is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with the auditing standards generally accepted in the United States. In our opinion, the accompanying schedule of investments is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

Ernst & Young LLP

October 4, 2017

Opportunistic Income Pool

Management Discussion and Analysis (Unaudited)

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. The IMB operates on a fiscal year beginning July 1 and ending June 30. To effectuate its purpose the IMB has constructed a series of investment pools in which to invest participating entities monies.

The following information and the accompanying financial statements reflect only the investments and investment related operations of the IMB's Opportunistic Income Pool (Pool). The inception date of the Pool was October 1, 2015. Prior to April 1, 2017, the Pool was named the Opportunistic Debt 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, the information contained in this Management Discussion and Analysis and the following 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. The Management Discussion and Analysis information should be considered in conjunction with the information contained in the financial statements which follow this section.

Effective July 1, 2016, the Pool adopted U.S. Generally Accepted Accounting Principles (GAAP) for governments as prescribed by the Governmental Accounting Standards Board (GASB). Prior to July 1, 2016, the Pool followed the accounting and reporting guidance applicable to investment companies as defined by the Financial Accounting Standards Board Accounting Standards Codification (ASC) 946 – Financial Services – Investment Companies. Accordingly, the financial statements presented have been prepared in conformity with the reporting framework prescribed by GASB for external investment pools. There was no impact on the net position of the Pool as a result of adopting the GASB reporting framework.

Financial Statement Overview

Management's Discussion and Analysis is an introduction to the Pool's basic financial statements. The IMB accounts for the Pool under GAAP for governments as prescribed by the GASB, using the accrual basis of accounting. The financial statements for the Pool include a Statement of Net Position and a Statement of Changes in Net Position. These financial statements are supported by the Notes to Financial Statements. In addition, a Schedule of Investments for the Pool is included as Supplementary Information following the Notes to Financial Statements.

Pool Strategy

The objective of the Pool is to reduce risk through diversification and stability of the portfolio, while generating a higher level of income than generally available in the public fixed income markets. The Pool seeks to generate a total net return of 7 to 8 percent over a normal market cycle (typically a 5 to 7-year period), and to exceed the return of the Credit Suisse Leveraged Loan Index by 200 basis points over a complete market cycle (typically a 5 to 7-year period).

Condensed Financial Information and Analysis (in \$000s)

The Statement of Net Position presents the financial position of the Pool as of June 30, 2017, and includes all assets and liabilities of the Pool. The difference between total assets and total liabilities, which is equal to the participants' interest in the Pool's Net Position, is shown below for the current and prior fiscal year-end dates:

Condensed Net Position	June 30, 2017	June 30, 2016
Investments	\$ 304,494	\$ 114,258
Other Assets	30	1
Total Assets	304,524	114,259
Total Liabilities	(14)	(13)
Net Position	\$ 304,510	\$ 114,246

Yearly variances in the net position of the Pool are impacted by the overall performance of the fixed income investment market. Net position is also impacted by expenses charged to the Pool and the issuance and redemption of Pool units. The increase in the Pool's Net Position of \$190,264 results from a \$12,553 net increase from operations and a \$177,711 net increase from unit transactions.

Opportunistic Income Pool

Management Discussion and Analysis (Unaudited)

The Statement of Changes in Net Position presents the Pool's activity for the year ended June 30, 2017 and for the period October 1, 2015 (inception date) to June 30, 2016:

	<u>June 30, 2017</u>	<u>June 30, 2016</u>
Investment Income	\$ 12,628	\$ 1,094
Expenses	(75)	(174)
Net Increase in Net Position from Operations	12,553	920
Net Units Issued	177,711	113,326
Increase in Net Position	190,264	114,246
Net Position, Beginning of Period	114,246	-
Net Position, End of Period	<u>\$ 304,510</u>	<u>\$ 114,246</u>

The Investment Income of the Pool consists primarily of income distributions from direct lending funds, dividends, and the net change in unrealized appreciation (depreciation) on investments which reflects the net change in the value of investments held over their carrying cost between the measurement periods.

The IMB calculates total rates of return using the time-weighted rate of return methodology. The time-weighted method determines the rate of return exclusive of the effects of participant contributions or withdrawals. The return of the Pool (net of fees) for the year ended June 30, 2017 was 4.8 percent, up from 0.8 percent for the period October 1, 2015 to June 30, 2016.

Select financial highlights for the Pool are as follows:

Per Unit Operating Performance:	<u>June 30, 2017</u>	<u>June 30, 2016</u>
Net position, beginning of period	\$ 10.05	\$ 10.00
Net increase in net position from operations	0.49	0.05
Net position, end of period	<u>\$ 10.54</u>	<u>\$ 10.05</u>
 Supplemental Data (a):		
Ratio of expenses to average net position	0.03%	0.35%
Portfolio turnover rate	4.69%	0.00%

- (a) Ratios for June 30, 2017 are for the fiscal year. Ratios for June 30, 2016 are from inception-to-date and annualized. Ratios do not reflect the Pool's proportionate share of expenses of the underlying investee funds.

Opportunistic Income Pool

Statement of Net Position

June 30, 2017

(Amounts in thousands, except unit data)

Assets

Investments at fair value (cost \$296,897)	\$	304,494
Dividends receivable		<u>30</u>
	Total assets	304,524

Liabilities

Accrued expenses		<u>14</u>
	Net position	<u>\$ 304,510</u>

Unit data

Units outstanding		28,903,429
Net position, unit price	\$	<u>10.54</u>

See accompanying notes to financial statements.

Opportunistic Income Pool

Statement of Changes in Net Position Year Ended June 30, 2017 *(Amounts in thousands)*

Investment income

Net change in unrealized appreciation (depreciation) on investments	\$	6,550
Income distributions from direct lending funds		5,940
Dividends		<u>138</u>
Total investment income		12,628

Expenses

Trustee fees		(1)
Custodian bank fees		(1)
Management fees		(61)
Professional service fees		<u>(12)</u>
Total expenses		<u>(75)</u>

Net increase in net position from operations before unit transactions 12,553

Unit transactions

Proceeds from sale of units		279,956
Amount paid for repurchase of units		<u>(102,245)</u>
Net increase in net position from unit transactions		<u>177,711</u>

Increase in net position 190,264

Net position, beginning of year 114,246

Net position, end of year \$ 304,510

See accompanying notes to financial statements.

Opportunistic 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.

Effective April 1, 2017, this pool was renamed the Opportunistic Income Pool (Pool). It was previously named the Opportunistic Debt Pool. This change was made to reflect the expansion of permissible investments to include not only middle market direct commercial loans, but also real estate loan funds and other income focused funds that meet the objectives of the Pool. The accompanying financial statements reflect only the investments and investment related operations of the IMB's 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.

The IMB accounts for the Pool under U.S. Generally Accepted Accounting Principles (GAAP) for governments as prescribed by the Governmental Accounting Standards Board (GASB), using the accrual basis of accounting.

Assets are managed by Angelo, Gordon & Co. and TCW Asset Management Company. The objective of the Pool is to generate a total net return of 7 to 8 percent over a normal market cycle (typically a 5 to 7-year period), and/or 250 basis points above the return of the Credit Suisse Leveraged Loan Index.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

Investment Valuation - The IMB reports its investments at fair value in accordance with GASB Statement No. 72. Refer to Note 4 for further discussion and presentation of the reporting requirements under GASB Statement No. 72.

Fair value of the Pool's portfolio securities is determined on the last business day of each month as follows:

- Investments in direct lending 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. 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 June 30, 2017.
- Open-end regulated investment companies 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.

Opportunistic Income Pool

Notes to Financial Statements

(Amounts in thousands, except share data)

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

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 direct lending funds are recognized when the 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 investments in other funds are recognized at the time of sale by the average cost method.

Income from Direct Lending Funds - Income from direct lending funds is recognized when distributed.

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

Unit valuation and participant transactions - The unit price of the Pool is calculated on the last business day of the month by dividing the net position of the Pool by the number of outstanding units. Participant transactions are executed at the unit price at the time of the purchase or redemption.

Distributions to Participants - The Pool does not routinely distribute dividends of investment income less expenses.

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. Accordingly, no provision for income taxes is required as of June 30, 2017.

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. INVESTMENT RISK DISCLOSURES

Credit Risk

The Pool is exposed to credit risk from investments in unrated direct lending funds. This risk is limited by requiring that underlying fund holdings are at least 90 percent collateralized by one or more assets of the issuer. The Pool also holds shares of a money market fund with the highest credit rating.

Concentration of Credit Risk

Each asset manager is restricted from investing more than 10 percent of the capital commitment in a single issuer for investments that are expected to be held longer than one year. At June 30, 2017, the Pool was in compliance with this restriction.

Custodial Credit Risk

At June 30, 2017, the Pool held no securities that were subject to custodial credit risk.

Interest Rate Risk

The Pool is exposed to interest rate risk from investments in direct lending funds. The IMB manages interest rate risk of the Pool by requiring at least 80 percent of the direct lending fund holdings that mature in more than one year to have variable or floating interest rate structures.

Opportunistic Income Pool

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

NOTE 3. INVESTMENT RISK DISCLOSURES (continued)

Foreign Currency Risk

The investments in direct lending funds might be indirectly exposed to foreign currency risk.

NOTE 4. FAIR VALUE MEASUREMENTS

GASB Statement No. 72 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).

GASB Statement No. 72 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 GASB Statement No. 72 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.

U.S. GAAP does not require the Pool to categorize within the fair value hierarchy table investments for which fair value is measured using the net asset value per share as the practical expedient. The table that follows sets forth information about the level within the fair value hierarchy at which the Pool's assets and liabilities are measured at June 30, 2017. All of the Pool's investments in direct lending funds were valued using the net asset value per share. As such, they have not been categorized in the fair value hierarchy table.

Assets	Level 1	Level 2	Level 3	Total
Money market mutual fund	\$ 58,592	\$ -	\$ -	\$ 58,592
Direct lending funds				245,902
Total				\$ 304,494

The Pool holds two direct lending funds with unfunded commitments of \$111,695. These funds seek to generate current income while preserving capital primarily through investments in senior secured loans to middle market companies domiciled in North America. Funds may be redeemed upon termination of the partnership or the limited liability company.

Opportunistic Income Pool

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

NOTE 5. SCHEDULE OF PARTICIPATION

The following schedule provides the value of participants' accounts in the Pool at June 30, 2017.

<u>Participant</u>	<u>Account Value</u>
Teachers' Retirement System	\$ 140,488
Public Employees' Retirement System	123,626
West Virginia Retiree Health Benefit Trust Fund	14,394
State Police Death, Disability and Retirement Fund	12,288
Deputy Sheriff's Retirement System	3,894
Judges' Retirement System	3,719
State Police Retirement System	3,241
Emergency Medical Services Retirement System	1,374
Wildlife Endowment Fund	1,248
Berkeley County Development Authority	138
Municipal Police Officers' and Firefighters' Retirement System	100
Total	<u>\$ 304,510</u>

NOTE 6. SUBSEQUENT EVENTS

The IMB has performed an evaluation of events subsequent to June 30, 2017, through October 4, 2017, the date the Pool's financial statements were available for issuance. On July 1, 2017, the IMB created the Private Markets Pool to invest primarily in private equity funds, real estate limited partnerships and funds, real estate investment trusts, middle market direct commercial loans, real estate loan funds, and other income focused funds. On July 1, 2017, the assets and liabilities of the Pool were transferred in-kind to the Private Markets Pool. There were no other significant subsequent events which have not been recognized in the Pool's financial statements that require disclosure.

Supplementary Information

Opportunistic Income Pool

Schedule of Investments

June 30, 2017

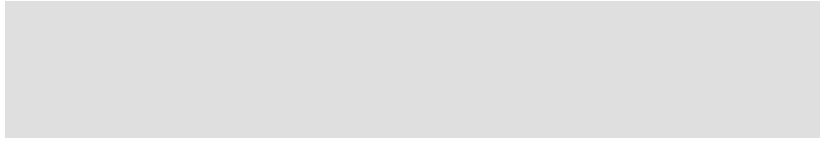
(Amounts in thousands, except share data)

Description	Shares	Cost	Fair Value
<u>Direct Lending Funds</u>			
AG Mountain Laurel Direct Lending Fund, L.P.		\$ 87,825	\$ 91,943
Investment Objective - To generate current income while preserving capital primarily through investments in senior secured loans to middle market companies domiciled in the U.S.			
Redemption Provisions - Upon termination of the partnership.			
WV Direct Lending, LLC		150,480	153,959
Investment Objective - To generate current income while preserving capital primarily through investments in senior secured loans to middle market companies domiciled in North America.			
Redemption Provisions - Upon termination of the limited liability company.			
Total Direct Lending Funds - 80.8%		238,305	245,902
<u>Money Market Mutual Fund</u>			
Dreyfus Treasury Prime Cash Management Institutional Fund - 19.2%	58,592,069	58,592	58,592
Total Investments - 100.0%		<u>\$ 296,897</u>	<u>\$ 304,494</u>

See accompanying notes to financial statements.



AUDITED FINANCIAL
STATEMENTS



ADMINISTRATIVE FUND
Year Ended June 30, 2017

AUDITED FINANCIAL STATEMENTS
June 30, 2017



Administrative Fund

Audited Financial Statements June 30, 2017

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Report of Independent Auditors

The Board of Trustees
The West Virginia Investment Management Board

Report on the Financial Statements

We have audited the accompanying financial statements of the West Virginia Investment Management Board Administrative Fund (the Fund), as of and for the year ended June 30, 2017, and the related notes to the financial statements, which collectively comprise the Fund's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the West Virginia Investment Management Board Administrative Fund as of June 30, 2017, and the respective changes in financial position and cash flows thereof for the year then ended in conformity with U.S. generally accepted accounting principles.

Basis of Presentation

As described in Note 1, the financial statements present only the Fund of the West Virginia Investment Management Board and do not include the financial position and results of operations of the West Virginia Investment Management Board for any of their investment pools. These financial statements do not purport to, and do not, present fairly the financial position of the West Virginia Investment Management Board for any of their investment pools at June 30, 2017, and changes in its financial position, and, where applicable, cash flows thereof, for the year ended in conformity with U.S. generally accepted accounting principles. Our opinion is not modified with respect to this matter.

Other Matters

Required Supplementary Information

U.S. generally accepted accounting principles require that management's discussion and analysis on pages i-iii be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board which considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Ernst + Young LLP

September 8, 2017

Administrative Fund

Management's Discussion and Analysis

This discussion and analysis of the West Virginia Investment Management Board's (IMB) financial performance provides an overview of the IMB's administrative financial activities for the fiscal year ended June 30, 2017. Please read it in conjunction with the IMB Administrative Fund basic financial statements, which follow this discussion. The IMB operates investment pools and issues separate audited financial statements on the investment pools.

FINANCIAL HIGHLIGHTS

- The IMB is required by law to charge a fee sufficient to cover the cost of providing investment management services. Investment service fee revenues were \$46.1 million, as compared to \$45.5 million for the previous fiscal year. The change primarily results from an increase in international custody costs and increased legal costs related to the VALIC litigation. These increases were partially offset by a decrease in advisor fees. Average assets of the investment pools managed by the IMB increased by \$788 million from the previous year.
- Fees paid to outside investment advisors decreased by \$0.3 million over the previous year as a result of a decrease in performance-based fees that exceeded the increase in base fees resulting from the increase in assets under management. The average expense ratio for investment advisor fees across all pools was 20.4 basis points for the year, as compared to 21.6 basis points for the previous year.
- Custodian bank fees increased by \$357,000 from the previous year, largely as a result of an increase in the amount of international assets under custody and an increase in the number of transactions in foreign markets.
- Fees for professional services increased by \$262,000, primarily attributable to an increase in legal fees related to the ongoing litigation.
- Administrative expenses increased by \$281,000, or 6.4 percent, from the previous year. The expense ratio for administrative expenses was 2.7 basis points of average net assets, which is consistent with the prior year. Salaries increased by \$113,000 from \$2,432,000 to \$2,545,000. In total, administrative expenses were \$1.0 million lower than the expenses included in the fiscal year budget approved by the Board of Trustees.
- Dividend income increased from the prior year.

THE FINANCIAL REPORTS

This financial report consists of three financial statements: the Statement of Net Position; the Statement of Revenues, Expenses, and Changes in Net Position; and the Statement of Cash Flows. These statements include all assets and liabilities of the IMB Administrative Fund using the economic resources measurement focus and the accrual basis of accounting. The accrual basis of accounting takes into account all revenues and expenses regardless of when cash is received or paid. These statements give an overall perspective of the IMB Administrative Fund's financial position and the changes in the financial position during the current fiscal year.

The Statement of Net Position presents the IMB Administrative Fund's assets and liabilities, with the difference between the two reported as net position. The Statement of Revenues, Expenses, and Changes in Net Position describes how the IMB Administrative Fund's net position changed during the fiscal year. The Statement of Cash Flows identifies the sources of cash received by the IMB Administrative Fund and how that cash was used in the IMB Administrative Fund's activities during the year. The ending cash presented in this statement is a significant portion of the IMB Administrative Fund's assets as reported in the Statement of Net Position. This statement also contains a reconciliation of the operating loss as reported in the Statement of Revenues, Expenses, and Changes in Net Position to the cash provided by the IMB Administrative Fund's operating activities during the year.

Administrative Fund

Management's Discussion and Analysis

FINANCIAL ANALYSIS

The IMB Administrative Fund's total assets as of June 30, 2017, were \$14.4 million, and were mostly comprised of cash and cash equivalents and receivables for investment service fees. This was \$1.5 million higher than the previous year.

Total liabilities as of June 30, 2017, were \$10.0 million, consisting of invoices payable and accrued liabilities for investment management and consulting fees, custodial fees, and administrative expenses. This was \$1.5 million higher than the previous year.

These minor changes can be attributed to fluctuations in the timing of receipts and disbursements made in the normal course of business.

Table 1 Net Position and Assets Under Management (In thousands)	2017	2016
Cash and cash equivalents	\$5,184	\$3,853
Receivables	8,838	8,677
Other assets	<u>381</u>	<u>396</u>
Total assets	14,403	12,926
Total liabilities	<u>(9,968)</u>	<u>(8,498)</u>
Net position	<u>\$ 4,435</u>	<u>\$ 4,428</u>
Composition of net position:		
Net investment in capital assets	\$313	\$328
Unrestricted	4,122	4,100
Assets under management at June 30 *	\$ 18,292,719	\$ 16,724,159

Table 2 Changes in Net Position (In thousands)	2017	2016	Percentage Change
Investment service fees	\$46,116	\$45,542	1.3%
Expenses			
Advisor fees	(35,532)	(35,842)	(0.9%)
Custodian fees	(2,224)	(1,867)	19.1%
Trustee fees	(50)	(50)	0.0%
Fiduciary bond expense	(26)	(26)	0.0%
Professional service fees	(3,619)	(3,357)	7.8%
Administrative expenses	<u>(4,674)</u>	<u>(4,393)</u>	6.4%
Total expenses	(46,125)	(45,535)	1.3%
Operating (loss)/income	(9)	7	n/a
Nonoperating revenues	<u>16</u>	<u>2</u>	n/a
(Decrease)/increase in net position	7	9	n/a
Net position – beginning of year	<u>4,428</u>	<u>4,419</u>	0.2%
Net position – end of year	<u>\$ 4,435</u>	<u>\$ 4,428</u>	0.2%

* Amounts reflect preliminary estimated balances for private market investments.

Administrative Fund

Management's Discussion and Analysis

CAPITAL ASSETS

The IMB Administrative Fund made acquisitions of capital assets totaling \$93,050 during the current fiscal year. The June 30, 2017 work in progress balance of \$30,389 relates to the development of a software solution that is scheduled to be completed in fiscal year 2018. There were disposals of fully depreciated capital assets totaling \$32,617.

CONTACTING THE IMB

This financial report is designed to provide its readers with a general overview of the IMB Administrative Fund's finances. If you have any questions about this report or need additional information including the audited financial statements of the IMB Investment Pools, contact the IMB at 500 Virginia Street, East, Suite 200, Charleston, WV 25301-2164, or visit us at www.wvimb.org.

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Administrative Fund

Statement of Net Position June 30, 2017

Assets

Current assets:

Cash and cash equivalents	\$ 5,184,454
Accounts receivable	8,837,721
Prepaid expenses	65,436
Dividend receivable	<u>3,217</u>

Total current assets 14,090,828

Capital assets:

Equipment	422,687
Office furniture	218,749
Other depreciable property	214,240
Leasehold improvements	260,360
Work in progress	30,389
Less accumulated depreciation	<u>(833,896)</u>

Total capital assets (net of accumulated depreciation) 312,529

Total assets 14,403,357

Liabilities

Current liabilities:

Accounts payable and accrued expenses	<u>9,968,699</u>
---------------------------------------	------------------

Total current liabilities 9,968,699

Total liabilities 9,968,699

Net position

Net investment in capital assets	312,529
Unrestricted	<u>4,122,129</u>

Total net position \$ 4,434,658

See accompanying notes to financial statements.

Administrative Fund

Statement of Revenues, Expenses, and Changes in Net Position Year Ended June 30, 2017

Operating revenues

Investment service fees	\$ 46,116,049
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Total operating revenues	<u>46,116,049</u>
---------------------------------	-------------------

Operating expenses

Advisor fees	35,531,726
Custodian fees	2,224,149
Trustee fees	50,000
Fiduciary bond expenses	25,875
Professional service fees	3,619,419
Administrative expenses	<u>4,674,393</u>

Total operating expenses	<u>46,125,562</u>
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Operating loss	(9,513)
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Nonoperating revenues

Dividend income	<u>16,512</u>
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Total nonoperating revenues	<u>16,512</u>
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Increase in net position	6,999
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Net position, beginning of year	<u>4,427,659</u>
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Net position, end of year	<u><u>\$ 4,434,658</u></u>
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See accompanying notes to financial statements.

Administrative Fund

Statement of Cash Flows Year Ended June 30, 2017

Cash flows from operating activities

Cash received from customers	\$ 45,955,645
Cash paid to suppliers	(40,956,124)
Cash paid to employees	<u>(3,582,285)</u>

Net cash provided by operating activities 1,417,236

Cash flows from capital and related financing activities

Construction and acquisition of capital assets	<u>(99,440)</u>
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Net cash used for capital and related financing activities (99,440)

Cash flows from investing activities

Dividends on investments	<u>13,678</u>
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Net cash provided by investing activities 13,678

Net increase in cash and cash equivalents 1,331,474

Cash and cash equivalents, beginning of year 3,852,980

Cash and cash equivalents, end of year \$ 5,184,454

Reconciliation of operating income to net cash used on operating activities:

Operating income	\$ (9,513)
Adjustments to reconcile operating loss to net cash provided by operating activities:	
Depreciation	115,212
Change in assets and liabilities:	
Increase in accounts receivable	(160,404)
Decrease in prepaid expenses	1,979
Increase in accounts payable and accrued expenses	<u>1,469,962</u>

Total adjustments 1,426,749

Net cash provided by operating activities \$ 1,417,236

See accompanying notes to financial statements.

Administrative Fund

Notes to Financial Statements

NOTE 1. NATURE OF ORGANIZATION

The West Virginia Investment Management Board (IMB) was organized on April 25, 1997, as a public corporation created by *West Virginia Code §12-6-1* to provide prudent fiscal administration and investment management services to designated state pension funds, the state's Workers' Compensation and Pneumoconiosis funds, and certain other state government funds. The IMB has established distinct investment pools to efficiently invest the entrusted funds. Separate financial statements are issued for these investment pools. The IMB Administrative Fund's financial statements are included as an internal service fund of the State of West Virginia in the State's financial statements and are presented as a blended component unit.

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.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

The accounting and reporting policies of the IMB Administrative Fund conform to accounting principles generally accepted in the United States of America. The following is a summary of significant accounting policies.

Cash and Cash Equivalents - Cash and cash equivalents consist of cash held in checking and money market accounts. Management believes the IMB Administrative Fund is not exposed to any significant credit or market risk on cash and cash equivalents. Cash equivalents are maintained with a financial institution in an institutional Treasury Money Market Fund which has an average maturity of less than 90 days.

Fair Value Measurements - GASB has issued Statement No. 72, *Fair Value Measurement and Application*, effective for periods beginning after June 15, 2015. The IMB Administrative Fund adopted this standard, which categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure the fair value of the asset. Level 1 inputs are quoted prices in active markets for identical assets; Level 2 inputs are significant other observable inputs; Level 3 inputs are significant unobservable inputs.

The IMB Administrative Fund's cash equivalents are invested in an institutional Treasury Money Market fund valued at \$5,184,255 as of June 30, 2017, using quoted market prices (Level 1 inputs).

Capital Assets - Purchased assets, when they meet the thresholds defined in the capitalization policy, are recorded at cost. Threshold requirements are \$2,500 for office equipment, furniture, fixtures, computer hardware, and software, and \$10,000 for buildings, building improvements, land improvements, infrastructure, and leasehold improvements. Land is capitalized irrespective of cost.

Depreciation on purchased assets is provided for over the estimated useful lives of the assets, ranging from three years to ten years using the straight-line method. Leasehold improvements are amortized over the life of the lease.

Revenues and Expenses - The IMB's Board of Trustees adopts an annual budget and fee schedule for services to be provided to the investment pools. Revenues of the IMB Administrative Fund are derived from the allocation of fees to the investment pools per the fee schedule. Each investment pool is charged for its direct investment-related cost and for its allocated share of other expenses. Revenues and expenses are recorded when earned or incurred in accordance with the economic resources measurement focus and the accrual basis of accounting. The carrying value of investment service fees receivable approximates its fair value.

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

Administrative Fund

Notes to Financial Statements

NOTE 3. CAPITAL ASSETS

Capital assets activity for the fiscal year ended June 30, 2017 was as follows:

	Beginning Balance	Increases	Decreases	Ending Balance
Capital assets, not being depreciated:				
Work in progress	\$ 24,000	\$ 105,940	\$ (99,551)	\$ 30,389
Total capital assets, not being depreciated	<u>24,000</u>	<u>105,940</u>	<u>(99,551)</u>	<u>30,389</u>
Capital assets, being depreciated:				
Office equipment	455,304	-	(32,617)	422,687
Office furniture	218,749	-	-	218,749
Other depreciable property	121,190	93,050	-	214,240
Leasehold improvements	260,360	-	-	260,360
Total capital assets, being depreciated	<u>1,055,603</u>	<u>93,050</u>	<u>(32,617)</u>	<u>1,116,036</u>
Less accumulated depreciation for:				
Office equipment	(431,231)	(14,152)	32,617	(412,766)
Office furniture	(138,387)	(11,074)	-	(149,461)
Other depreciable property	(49,456)	(42,009)	-	(91,465)
Leasehold improvements	(132,227)	(47,977)	-	(180,204)
Total accumulated depreciation	<u>(751,301)</u>	<u>(115,212)</u>	<u>32,617</u>	<u>(833,896)</u>
Capital assets, net	<u>\$ 328,302</u>	<u>\$ 83,778</u>	<u>\$ (99,551)</u>	<u>\$ 312,529</u>

Depreciation expense of \$115,212 was charged to the investment management activity and is included in the administrative expenses.

NOTE 4. OPERATING LEASES

On July 9, 2012, the IMB executed an amendment to renew its long-term lease, originally dated August 26, 2002, and previously amended on December 7, 2006, for a period of seven years beginning on January 1, 2013, at a monthly cost of \$18,971. Effective November 1, 2013, the monthly cost increased to \$19,633 based on actual square footage calculations. Under the original and amended lease, beginning on January 1, 2013, and continuing throughout the term, the IMB shall pay as additional rent a portion of the increase in utility costs and taxes over the base year 2012 amounts. The IMB shall receive a refund if the actual amount is less than the base year 2012 amount. Rent expense for the year ended June 30, 2017 totaled \$233,376.

The following is a schedule of future minimum rental payments required under this lease.

Fiscal years ending June 30:

2018	235,599
2019	235,599
2020	117,800
Total	<u>\$ 588,998</u>

Administrative Fund

Notes to Financial Statements

NOTE 5. EMPLOYEE BENEFIT PLANS

Retirement - The IMB provides a defined contribution money purchase pension plan (Pension Plan) covering all of its employees. An employee becomes eligible to participate in the Pension Plan on the earlier of the January 1 or July 1 coinciding with or following the employee's hire date. The Pension Plan is solely funded by the IMB, which contributes 10 percent of each covered employee's salary. Contributions for the year ended June 30, 2017 totaled \$254,836. The plan provides for a five-year vesting schedule with vesting increasing 20 percent per year.

Healthcare - On November 1, 2011, the IMB established the Defined Contribution Medical Plan (the Plan). The Plan is maintained for the exclusive benefit of employees and is a medical reimbursement plan under *Internal Revenue Service Code Section 105(h)*. The Plan identifies the IMB as the Plan Administrator and authorizes the IMB to amend the Plan as needed.

On November 1 of each plan year, the IMB determines an amount to credit each eligible employee that is allocated to a Health Reimbursement Arrangement (HRA) account for each participant. Current annual credits are \$3,000 for single employees and \$6,000 for employees with qualifying spouses or dependents. These credits are to be used to reimburse participants for out-of-pocket medical expenses not covered by any other source. Medical Expenses shall be defined under *Internal Revenue Service Code Section 213(d)*. Any amount remaining in a participant's HRA account at the end of the plan year shall be credited to the participant's account for the following year, in addition to the annual contribution. Upon separation from employment or retirement, a former employee or dependent will not continue to receive the annual credit but may use the remaining continued balance accumulated in the HRA account.

The IMB may at its discretion, through resolution of its Board of Trustees, discontinue funding the annual credits or terminate the Plan at any time without liability for such discontinuance or termination.

Contributions made to the Plan by the IMB for the year ended June 30, 2017 totaled \$118,750.

NOTE 6. CASH AND INVESTMENT RISK

At June 30, 2017, all of the IMB Administrative Fund's cash equivalents are invested in an institutional Treasury Money Market fund. This investment fund is rated Aaa by Moody's and AAA by Standard & Poor's and has no significant custodial credit risk or interest rate risk. The investment fund invests in U.S. Treasuries and is not exposed to a concentration of credit risk or any foreign currency risk. Cash balances are held in a FDIC insured bank account, the balance of which is below the \$250,000 insurance limit at all times.