Water and Power Employees' Retirement Plan (WPERP)

Private Equity Portfolio

Performance Report as of: March 31, 2011

Presented: August 24, 2011

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1.0 Executive Summary

As of March 31, 2011, the Program had $205.5 million in commitments across nine partnerships. As of the end of the first quarter of 2011, $99.6 million in capital had been drawn down, $23.6 million in distributions had been made, and the Program had a reported value of $91.9 million. The net since inception internal rate of return (IRR) was 6.5% as of March 31, 2011, continuing to improve since year-end 2008.

Portfolio Summary (as of March 31, 2011)

Partnership	Type	Vintage Year	Age	Committed Capital	Invested Capital	Distributed Capital	Reported Value	Since Inception Net IRR		Peer Median IRR[1]
Lexington VI	Secondary Fund-of-Funds	2006	4.8 yrs.	$30.0 M	$28.5 M	$9.5 M	$22.2 M	4.6%		2.7%
Landmark XIII	Secondary Fund-of-Funds	2006	4.3 yrs.	$30.0 M	$26.9 M	$11.3 M	$17.8 M	3.1%		2.7%
HRJ SOF II	Primary Fund-of-Funds	2007	3.1 yrs.	$20.0 M	$16.8 M	$2.0 M	$19.0 M	5.8%		8.3%
FL VC II	Primary Fund-of-Funds	2008	2.9 yrs.	$20.0 M	$8.3 M	$0.0 M	$9.5 M	11.2%		1.2%
Landmark XIV	Secondary Fund-of-Funds	2008	2.5 yrs.	$30.0 M	$4.4 M	$0.7 M	$5.5 M	21.9%		7.3%
Oaktree PF V	Distressed Debt	2009	2.1 yrs.	$16.0 M	$4.0 M	$0.1 M	$4.7 M	13.9%		18.9%
Lexington VII	Secondary Fund-of-Funds	2009	1.3 yrs.	$30.0 M	$9.5 M	$0.0 M	$11.8 M	54.4%		9.1%
EnCap VIII	Growth: oil and gas	2011	0.1 yrs	$12.5 M	$0.4 M	$0.0 M	$0.4 M	NM		NM
Audax III	Mezzanine	2011	0.1 yrs	$17.0 M	$1.0 M	$0.0 M	$0.9 M	NM		NM
Total Program	---	---	---	$205.5 M	$99.6 M	$23.6 M	$91.9 M	6.5%		---

- Program performance improved over the latest quarter from a net since inception IRR of 6.0% as of December 31, 2010 to 6.5% as of March 31, 2011.
- The Program's reported value plus unfunded commitments ($105.9 million) represents an approximate allocation of 2.7% of the total Plan assets as of the end of the first quarter 2011. WPERP's current target allocation to private equity is 3% with a long-term target of 5%.
- Based on committed capital, the Program is allocated 58% to secondary fund-of-funds, 19% to primary fund-of-funds, and 22% to direct partnerships.
- It is a highly diversified portfolio with exposure to more than 400 underlying private equity partnerships which have invested capital with in excess of 4,000 portfolio companies. Overall the Program is diversified across investment strategies, including buyouts (49%), special situations (26%), venture capital (22%), growth capital (2%), and mezzanine (1%).

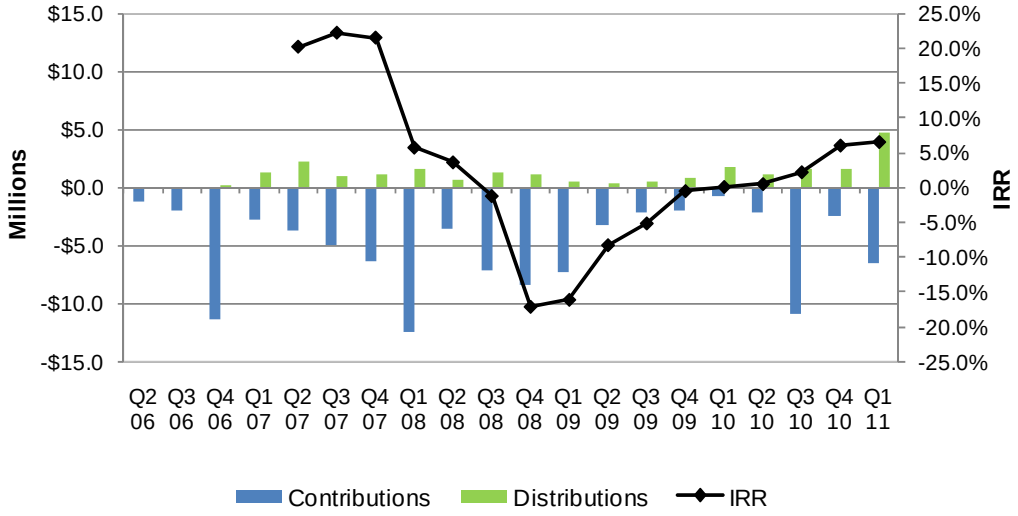
[1] Source: Thomson Reuters, by comparable universe (All Private Equity, Buyout, or Venture) and vintage year.

1.1 Program Evolution

Initial commitments to the Program in 2006 focused on secondary fund-of-funds, given their unique characteristics. Additional commitments have been made to primary fund-of-funds targeting "special situations" (i.e. distressed strategies) and venture capital. The Program's first commitment to a direct partnership (Oaktree Principal Fund V) began investing capital during the first quarter of 2009 with two additional direct partnership commitments making initial investments in the first quarter of 2011.

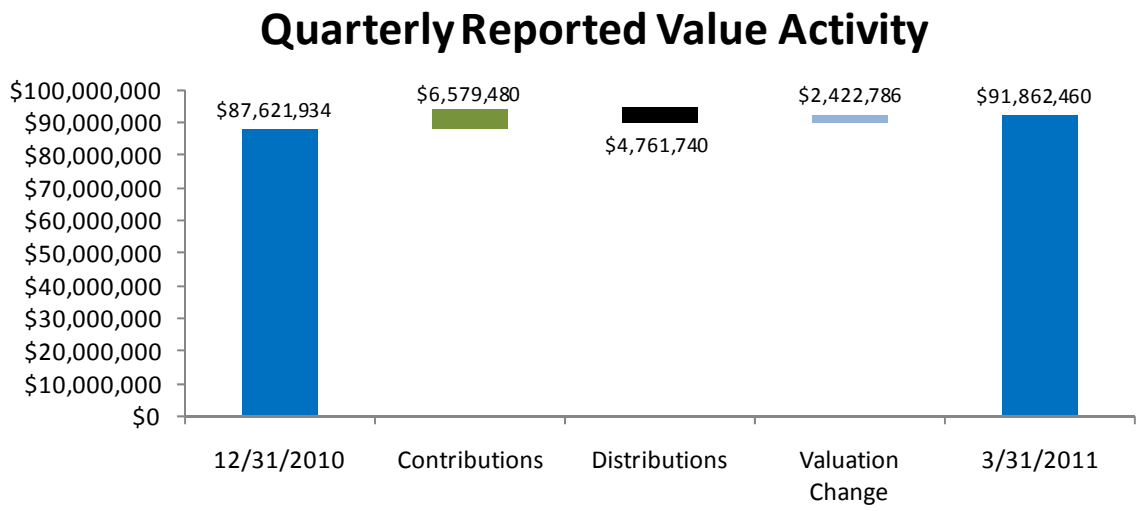
The chart below highlights the evolution of the Program in terms of quarterly cash flows and since inception IRRs at each quarter end. The Program is in the funding/portfolio construction stage as contributions (blue bars) represent the largest proportion of cash flows. The decline in the IRR in 2008 highlights the material valuation declines due to the economic crisis and the initial funding of the Program's two primary fund-of-funds. Investment and distribution activity declined throughout 2009. Distribution activity increased materially in the first quarter of 2011 as $4.8 million was returned to the Program, compared to $6.2 million during the full 2010 calendar year. The net since inception IRR also increased throughout 2009, 2010, and the first quarter of 2011 as valuations improved.

Program Quarterly Cash Flows and IRR



Quarterly Report

During the first quarter of 2011, the Program increased in value by $4.2 million. Approximately $6.6 million of capital was contributed to the Program during the quarter while $4.8 million was distributed to the Program. The underlying partnerships appreciated by approximately $2.4 million resulting in an aggregate valuation of $91.9 million as of quarter end.

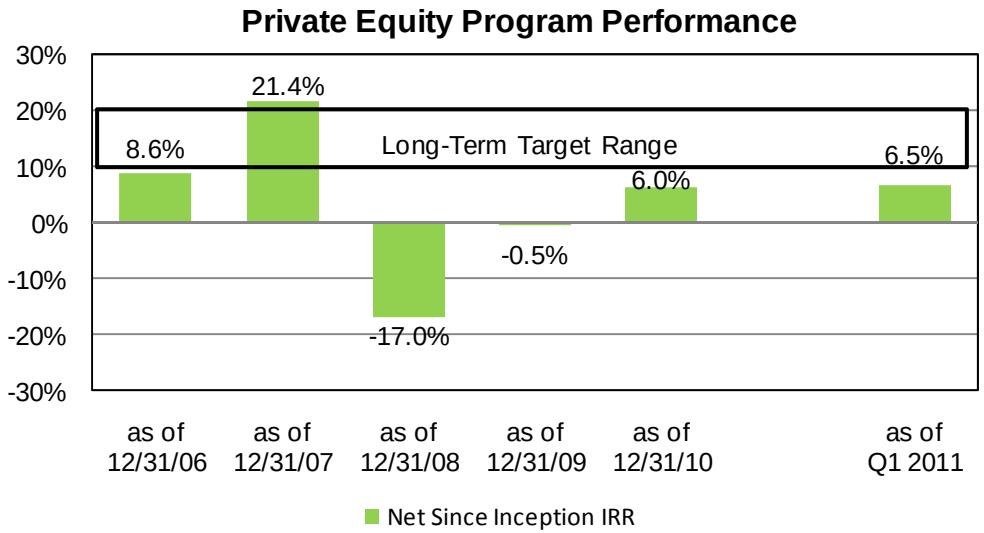


2.0 Review of Investment Performance

This section examines the Program's performance results from a variety of viewpoints, including: since inception internal rates of return, horizon IRR, contributions vs. reported values plus distributions, and current payback.

2.1 Since Inception IRR

As of March 31, 2011, the Program's since inception net IRR was 6.5%. Initially committing to secondary fund-of-funds that invest in mature holdings and return capital relatively rapidly initially minimized the "j-curve". The funding of the primary fund-of-funds in 2008 combined with valuation declines at year-end 2008 negatively impacted since inception performance results. Program results improved throughout 2009, 2010, and continued to exhibit an upward trend through the first quarter of 2011 as valuations increased and distribution activity picked up.



The chart above represents the total Program's net IRR at calendar year-ends since the Program's inception (June of 2006). The Program's performance objective over the long-term is a 15% net of fees internal rate of return, since inception.

2.2 Horizon IRR

To compare performance across shorter time periods relative to policy benchmarks, PCA calculated customized "cash flow adjusted" benchmark returns. The actual cash flows (contributions and distributions) of WPERP's private equity portfolio are assumed to be invested in the policy benchmarks on a monthly basis to arrive at a comparative performance measurement. As highlighted in the table below, the WPERP portfolio has underperformed the public market proxy (Russell 3000 Index plus 300 basis points) over all periods evaluated. Underperformance relative to the public market proxy has been driven, in large part, by the strong rebound in the public markets since late 2009 combined with the relative immaturity of the underlying partnerships.

Cash Flow Adjusted Benchmark Comparison: periods ending March 31, 2011

	One-Year	Two-Year	Three-Year	Since Inception*
WPERP Portfolio	20.5%	21.0%	6.5%	6.5%
Russell 3000 Index + 300 bps	23.8%	38.0%	12.6%	10.5%
Cambridge Custom Benchmark**	30.0%	24.3%	7.6%	8.8%

*initial capital call made in June of 2006

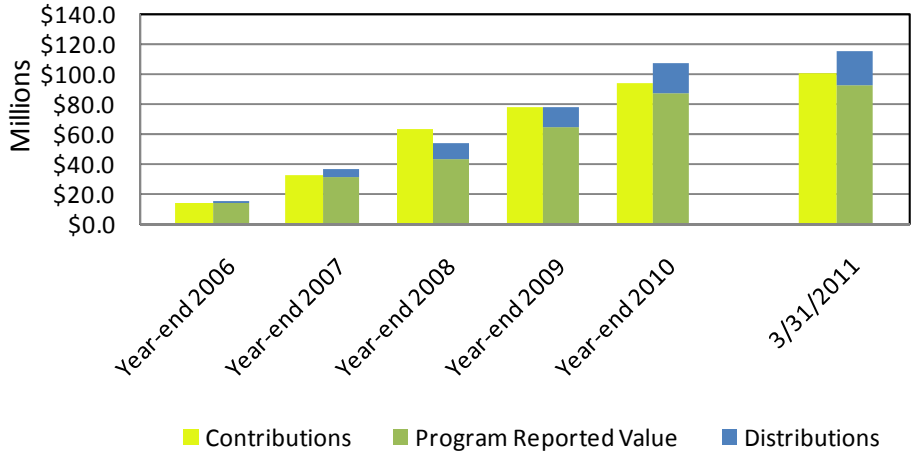
**The Cambridge Custom Benchmark began in Q4 2006 with the Russell 3000 + 300 bps benchmark utilized for Q3 2006.

The Portfolio also underperformed the Cambridge Custom Benchmark (the Cambridge Associates PE/VC Blended Index at an 85%/15% mix) over all periods evaluated. The initial years of funding of the Program has dampened results relative to the more mature holdings in the Cambridge Custom Benchmark.

2.3 Investment Multiple: contributed capital vs. total value

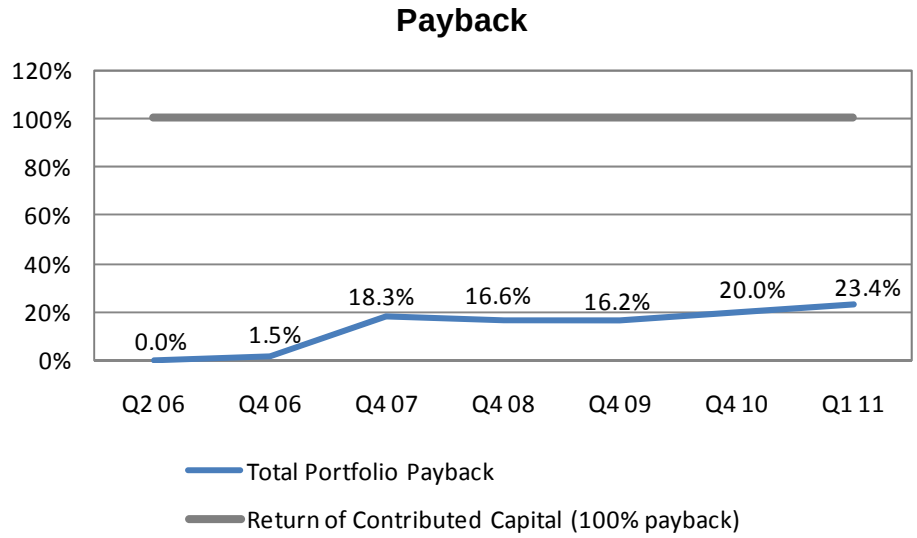
Another way to view a program's progress is to examine the contributions, distributions, and reported value of a portfolio. Given the nature of private market investing, it is not uncommon for contributions to exceed distributions and reported value as investments are initially held at cost and management fees are assessed early in the partnership. The Program's initial commitments had provided an attractive start as distributions combined with reported value of investments exceeded contributions through the calendar year 2007. However, funding of the primary funds-of-funds and valuation declines at year-end 2008 resulted in an investment multiple below 1.0x. As of March 31, 2011, the Program had an investment multiple of 1.14x. The following chart portrays the historical trend of these since-inception components.

Program Investment Multiple



2.4 Payback

An additional metric that PCA examines as a measure of private market progress is the payback. This measure highlights the amount of distributions made to the limited partners as a function of contributions.



This measure is relatively high (at 23.4%) given the portfolio's immaturity, but this is representative of secondary fund-of-funds that return distributions to investors more rapidly than traditional private equity partnerships. However, new commitments that are expected to have longer paybacks will decrease the payback as capital is drawn down. The decline of exit activity across the private equity industry in 2009 slowed distributions from the Program's secondary fund-of-funds, reducing the payback measure. However, distribution activity increased throughout 2010 and materially in the first quarter of 2011 improving the payback measure of the Program.

2.6 Investment Performance Summary

Performance improved over the past two years and is currently at 6.5%, as represented by the net since inception IRR. As valuations improved in the marketplace, Program net since inception results have exited the "j-curve" (i.e. become positive) and distributions have increased. However, the portfolio has underperformed the public market proxy (Russell 3000 Index plus 300 basis points) as the public markets have rebounded since late 2009 and private market valuations have not kept pace enough overcome the 300 basis point premium.

3.0 Portfolio Structure

This section examines the Program's portfolio structure and diversification from a variety of viewpoints, including: number of holdings, investment structures, sector exposures, and vintage year diversification.

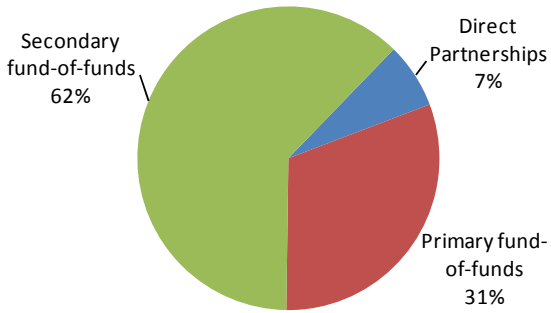
3.1 Holdings Diversification

The Plan's initial commitments to secondary fund-of-funds are providing "core" exposures as they are highly diversified across partnerships and number of underlying holdings. As of March 31, 2011, LEP XIII held interests in 133 partnerships and 1,000 underlying portfolio companies. LCP VI held interests in 420 partnerships representing more than 3,000 underlying portfolio companies. LEP XIV, which had called only 15% of committed capital as of March 31, 2011, held interests in 139 partnerships. LCP VII, which has drawn 32% of commitments to date, has exposure to 208 partnerships. HRJ SOF II is diversified across nine special situation partnerships while Fisher Lynch Venture Fund II has committed to 17 venture capital partnerships to date.

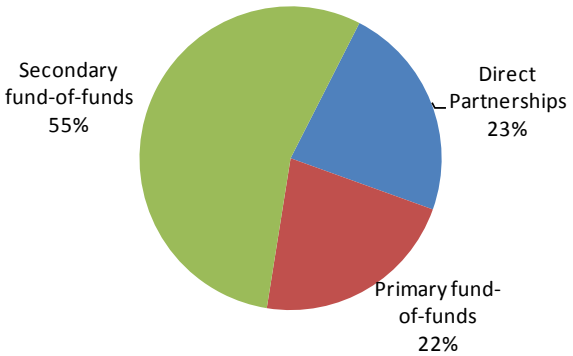
3.2 Investment Structure Exposures

As of March 31, 2011, the Fund's portfolio is invested across primary fund-of-funds, secondary fund-of-funds, and three direct partnerships. Secondary fund-of-funds represent the largest proportion of reported value at 62%, followed by primary fund-of-funds at 31% while the direct partnerships represent 7%.

Investment Structure Diversification: market value



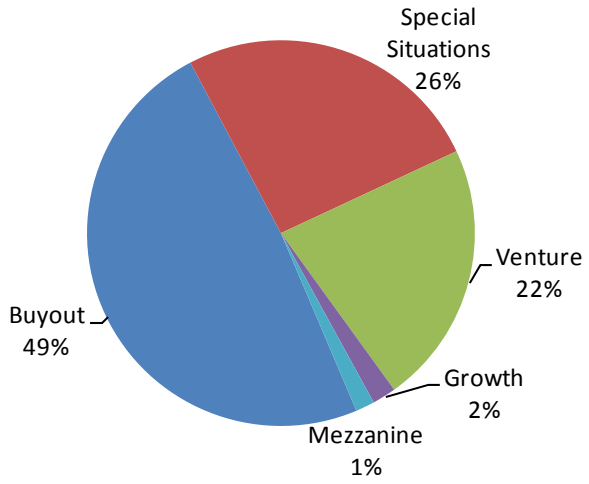
Investment Structure Diversification: total exposure



Including unfunded commitments as of March 31, 2011, the total exposure (market value plus unfunded commitments) results in a decrease in secondary fund-of-funds exposure to 55%, a decrease in the primary fund-of-funds exposure to 22% while the direct exposure increases to 23% (due to the addition of two direct partnerships to the Program during the quarter).

3.3 Segment Exposures

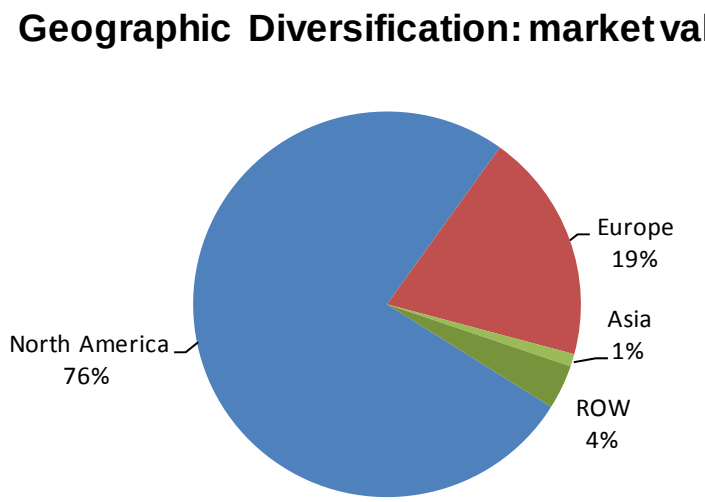
Based on reported value, the Plan's portfolio is diversified across buyout (49%), special situations (26%), venture capital (22%), growth capital (2%), and mezzanine (1%).



These exposures are an aggregation of the underlying partnerships within the secondary fund-of-funds as defined by each of the firms, while HRJ SOF II and Oaktree Principal Fund V are entirely categorized as special situations (i.e., distressed), Fisher Lynch Venture Fund II as venture capital, EnCap VIII as growth, and Audax III as mezzanine. Sector diversification is expected to be maintained as the Plan's current partnerships continue to invest capital and additional primary fund-of-funds are added to the Program and begin funding.

3.4 Geographic Diversification

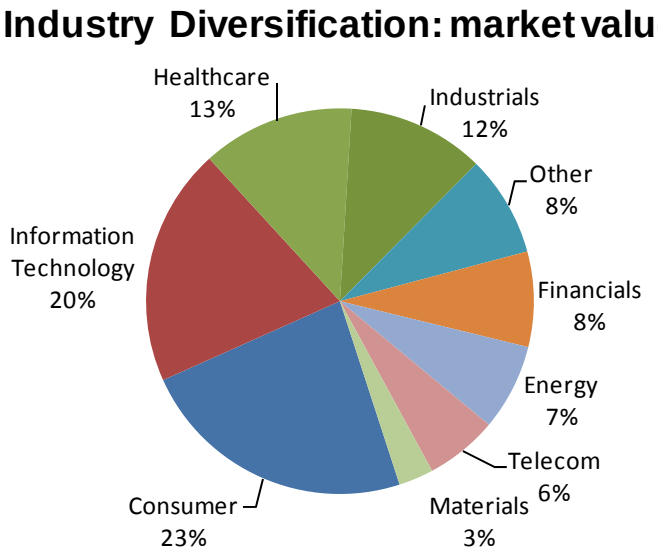
Based on reported value, the Plan's portfolio is diversified across geographies, including North America (76%), Europe (19%), Asia (1%), "Rest of World" (ROW) at 4%.



The geographic classification is primarily based on the location of the underlying partnership and therefore the exposure to North America may be somewhat overstated. For example, a fund may be classified as North America since the fund is located in the U.S. and emphasizes U.S. transactions, but may also have some transactions outside of the U.S.

3.5 Industry Diversification

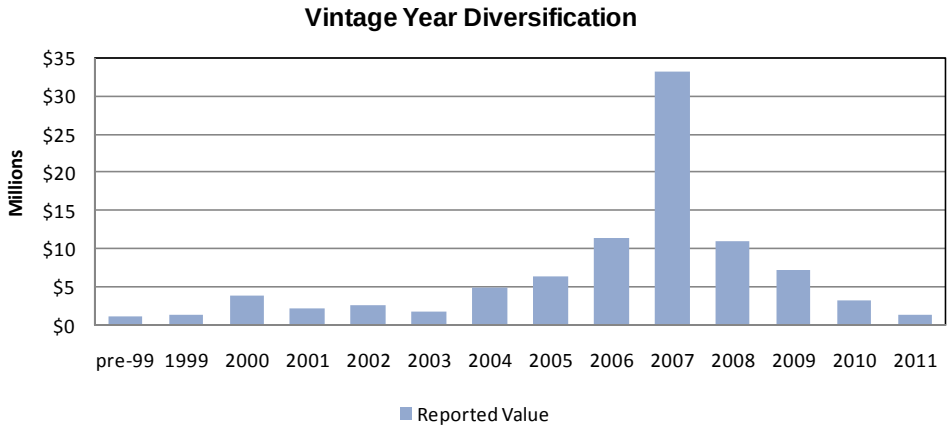
Based on reported value, the Plan's portfolio is diversified across economic industry. The largest exposures are to consumer (23%), information technology (20%), healthcare (13%) and industrials (12%).



The Russell 3000 Index, with slightly different classifications, has similar exposures, with the five largest sectors including financial services (17%), technology (16%), consumer discretionary (13%), energy, (12%), and producer durables (12%).

3.6 Vintage Year Diversification

Due to the Plan's initial commitments to secondary funds, the Program is diversified across vintage years with meaningful exposures beginning in the 2005 vintage year. Going forward, commitments are expected to continue to be diversified across vintage years to gain exposure to investments made at varying points of an economic cycle.



However, in some secondary transactions where new investment vehicles are created, a specific vintage year (i.e. 2007) is applied even though the underlying partnerships are actually diversified across a broader spectrum of vintage years. This, in addition to the fact that all but one of HRJ SOF II's partnerships have a 2007 vintage year, primarily accounts for the significant exposure to the 2007 vintage year. The Plan's renewal commitments to Landmark Equity Partners and Lexington Capital Partners are expected to provide additional exposure to partnerships emphasizing the vintages in the 2003 to 2006 time period while the commitment to Oaktree Principal Fund V will provide exposure to the 2009 vintage year. The two direct partnership commitments that began investment activities in the first quarter of 2011 are providing exposure to the 2011 vintage year. As the Program matures and evolves there are expected to be variations in vintage year exposure, but the primary goal is to gain exposure across multiple years and the Program has successfully achieved this diversification to date.

3.7 Portfolio Structure Summary

As of March 31, 2011, approximately 49% of the Plan's committed capital had been invested and the Program has developed a diversified portfolio of underlying private equity investments. The secondary market commitments have provided the desired diversification benefits (including sector, geography, manager, holdings, and vintage year) to date and are expected to continue to provide these diversified exposures as the remaining commitments are drawn down and invested. These positions represent attractive core holdings that should allow the Plan to opportunistically commit capital to additional segments.

4.0 Partnership Summaries

The Program's underlying partnerships are at various stages of their respective investment cycles and longer-term results are expected to be impacted by varying factors. The following table and discussion is intended to provide additional insights into the progress and longer-term outlook for each of the underlying partnerships.

Partnership Status Update

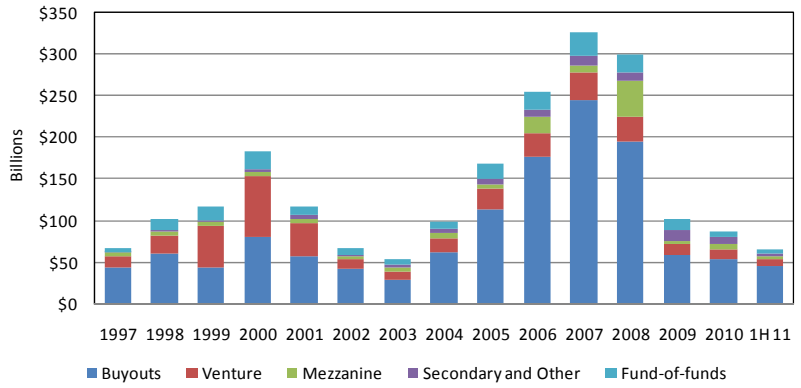
Partnership/ Vintage	Sector/ Type	Commitment	% Invested/ Returned	Investment Multiple	Progress Note
LCP VI / 2006	Diversified/ Secondary fund-of-funds	$30.0 M	95%/33%	1.1x	Significantly invested. Long-term results will be driven by the return of exit opportunities in the marketplace and the associated valuations achieved. Distribution activity increased throughout 2010 and continued to increase over the first six months of 2011.
LEP XIII / 2006	Diversified/ Secondary fund-of-funds	$30.0 M	90%/42%	1.1x	Significantly invested. Long-term results will be driven by the return of exit opportunities in the marketplace and the associated valuations achieved. Distribution activity increased throughout 2010 and continued to increase over the first six months of 2011.
SOF II / 2008	Distressed/ Primary fund-of-funds	$20.0 M	84%/12%	1.2x	Significantly invested. Valuations have rebounded from declines experienced in the economic downturn. Long-term returns to be driven by managers' ability to implement their respective distressed/restructuring investment strategies. In addition, $4 million in capital, representing 20% of committed capital, was distributed back to the Program subsequent to year-end 2010.
FL II / 2008	Venture/ Primary fund-of-funds	$20.0 M	41%/0%	1.2x	Capital has been committed to underlying partnerships that will draw down capital over multiple years. Valuations have been improving and the fund exited the j-curve as of year-end 2010. The fund has continued to experience unrealized valuation gains into 2011.
LEP XIV / 2008	Diversified/ Secondary fund-of-funds	$30.0 M	15%/15%	1.4x	Early in the investment cycle. Transaction activity was slow in 2009 as buyer/seller pricing was out of equilibrium. Secondary market activity increased in 2010 as pricing has come more into equilibrium with an increase in bid pricing. Completed a large transaction in the fourth quarter of 2010 and experienced strong valuation gains as of year-end.
OPF V / 2009	Distressed/ Direct	$16.0 M	25%/3%	1.2x	Early in the investment cycle. The rebound in debt pricing is believed to have slowed investment activity. However, capital is expected to be deployed in an attractive/opportunistic environment.
LCP VII / 2009	Diversified/ Secondary fund-of-funds	$30.0 M	32%/0%	1.2x	Early in the investment cycle. Transaction activity was slow in 2009 as buyer/seller pricing was out of equilibrium. Secondary market activity has increased in 2010 as pricing has come more into equilibrium with an increase in bid pricing. Exhibiting strong early results to date.
EnCap VIII / 2011	Growth: oil and gas	$12.5 M	3%/0%	1.0x	Initial drawdown made in the first quarter of 2011.
Audax III / 2011	Mezzanine	$17.0 M	6%/0%	0.9x	Initial drawdown made in the first quarter of 2011

5.0 Private Equity Market Overview

U.S. Fund Raising Trends

- Fund raising activity, after experiencing a year-over-year decline in 2010, saw an increase in domestic commitments through the first half of 2011. Through the first six months of 2001, $64.7 billion was raised representing a 43.7% increase over the same period in 2010.
- Annualizing the activity year-to-date for 2011 suggests $129.4 billion in commitments for 2011.
- Buyouts continued to lead fund raising activities in the half of 2011 raising $46.2 billion of commitments, followed by venture capital at $8.1 billion, fund-of-funds at $5.3 billion, secondary and "other" at $3.2 billion, and mezzanine at $2.0 billion.

Commitments to U.S. Private Equity Partnerships

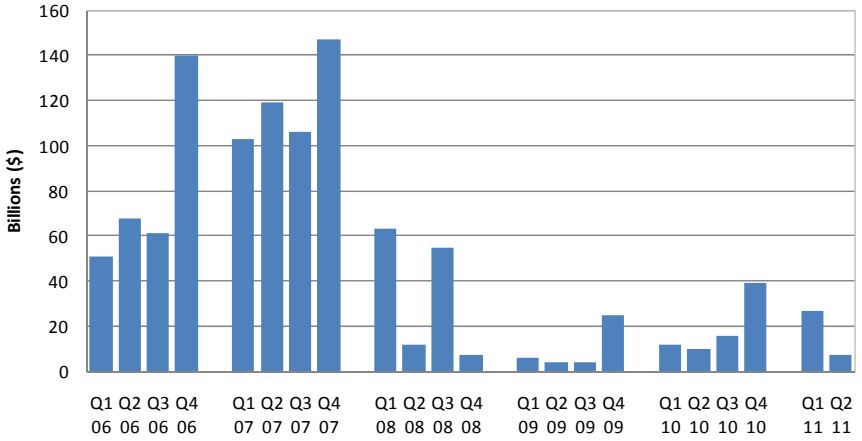


Source: *Private Equity Analyst* through March 2011

U.S. Buyout Market Trends

- Q1 2011 buyout transactions remained relatively active, but Q2 2011 deal transactions declined due to remaining uncertainty about the economic recovery, increased competition from strategic buyers, the potential impact of impending financial regulations and a rebuilding of transaction pipelines. Q2 2011 numbers fell 72% from Q1 2011. Q1 2011 disclosed deal volume of $26.8 billion compared to just $7.4 billion in Q2 2011.
- U.S. buyout deal volume decreased to $34.2 billion in the first half of 2011 after transacting $39 billion in just the fourth quarter of 2010. The potential for a higher capital-gains tax rate (which subsequently did not occur) may have motivated some sellers to complete transactions in 2010 contributing to the spike in activity during Q4 2010.
- In the first half of 2011, platform investments represented the largest proportion of transactions at 49.6% with add-on acquisitions representing 48.9%. This is a shift from the prior two years as add-on acquisitions represented the largest proportion of transactions in 2010 (at 41%) and approximately 48% of buyout deals in 2009.
- LBO activity remains well below the peak transaction levels of $320 billion and $475 billion for 2006 and 2007, respectively.

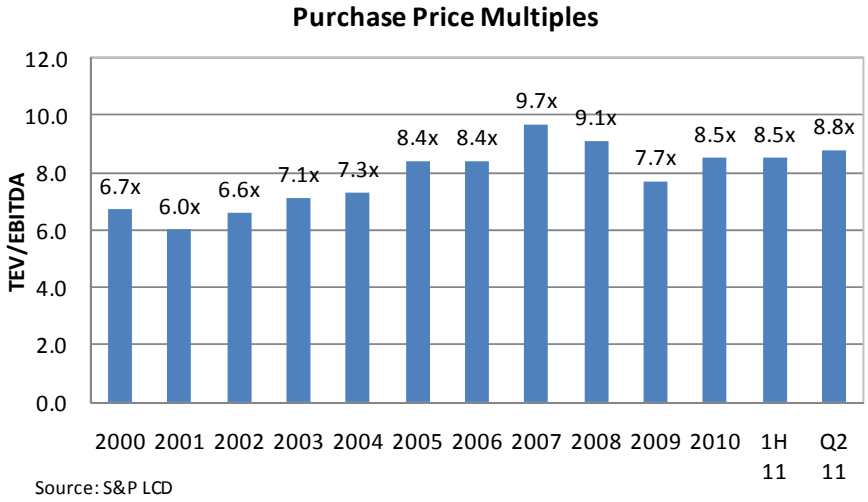
Disclosed U.S. Quarterly LBO Deal Value*



*Total deal size (both equity and debt).
Source: *Thomson Reuters Buyouts*

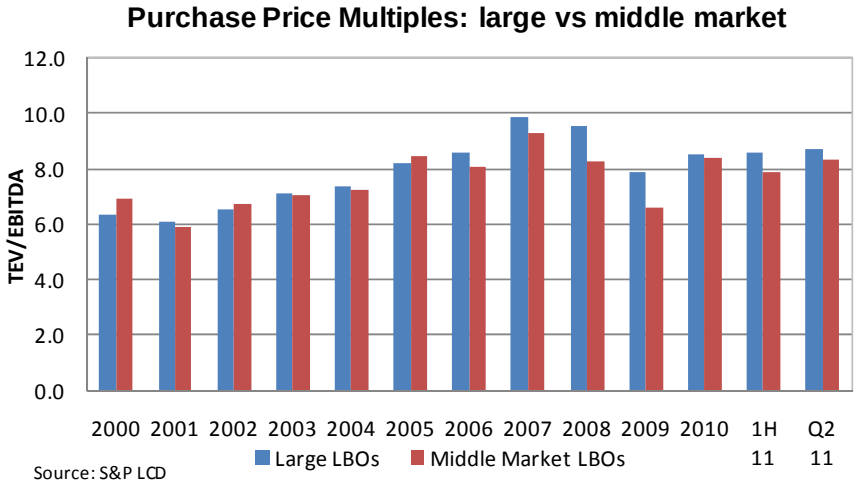
Purchase Price Multiples

- Purchase price multiples (as represented by total enterprise value divided by earnings before interest, taxes, depreciation and amortization) have exhibited volatility over the past several years. Purchase price multiples initially declined from their 2007 peak to a near-term low in 2009, but rebounded to 8.5x as of year-end 2010 and continued advancing to 8.8x during the Q2 2011.
- The average purchase price multiple for the first half of 2011 was in line with the 2010 calendar year. Though, looking specifically at Q2 2011 multiples, in fact, increased to 8.8x. This level represents a "full turn" above the ten-year average for the industry of 7.9x. The causes of the increased purchase price multiples may be attributable to significant amounts of "dry powder" remaining in the industry as well as increased access to affordable credit, especially at the upper and upper-middle markets.



Source: S&P LCD

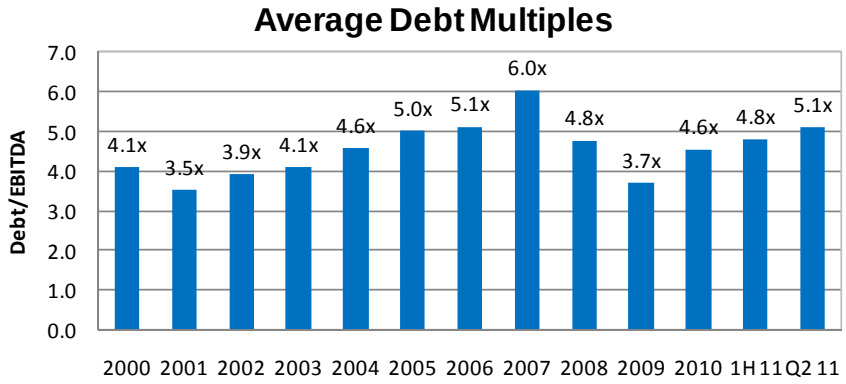
- Debt financing for new deals improved throughout 2010 and through the first half of 2011, particularly for larger, fast-growing companies, potentially contributing to increased purchase price multiples.
- Purchase price multiples for larger transactions (EBITDAs >$50 million and represented by the blue bars) have historically been higher than the purchase price multiples exhibited in the smaller and middle market (EBITDAs <$50 million and represented by the red bars). Given the expected focus on commitments to smaller/middle market opportunities over the near-term, there could be additional competition for deals going forward that could influence the purchase price multiple in the smaller end of the market.



Source: S&P LCD

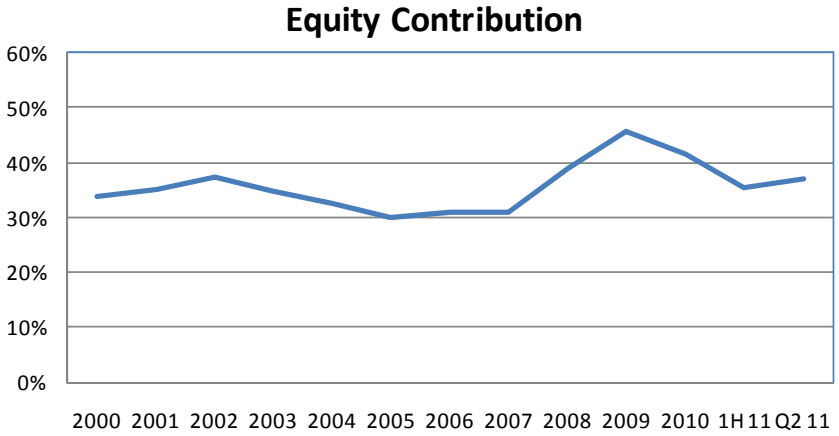
Debt Multiples

- The average debt multiple also declined from a peak in 2007 to a recent low in 2009 only to rebound in 2010 and continue through the first half of 2011. The decline in average debt multiple from its peak resulted in an increase in the average equity component of a transaction to 46% in 2009 up from 31% in 2007.



Source: S&P LCD

- These dynamics resulted in more conservative capital structures for transactions completed in 2009. However, the equity component of transactions began a steady decline through 2010 and into the 1st quarter of 2011. The 2nd quarter of 2011 saw an increase in equity contributions to 37%, up from 35% in Q1 2011.



Source: S&P LCD

U.S. Venture Capital Trends

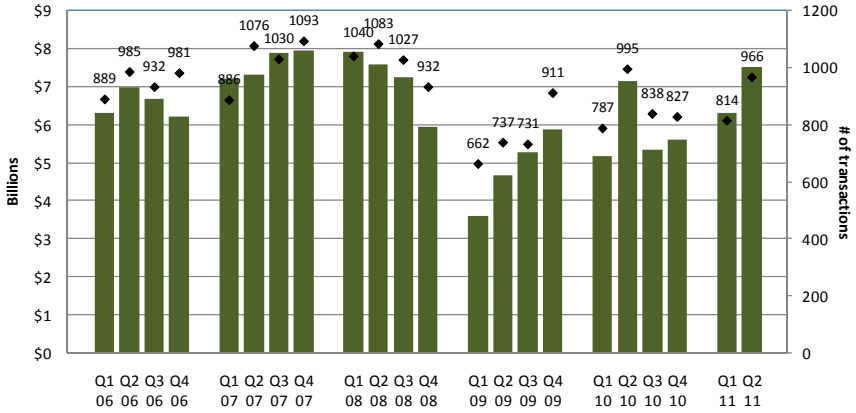
- Several favorable dynamics in the industry that suggest potential for attractive long-term results going forward, including: reduced commitment to venture capital (i.e. less capital chasing deals resulting in less competition and better pricing), ability for entrepreneurs to create new companies at a lower cost due to ongoing technological enhancements, embedded value within existing venture capital portfolios that have yet to be realized.

- Venture capital investment activity increased throughout 2009, 2010, and the first half of 2011. In the second quarter of 2011, 966 companies received approximately $7.5 billion of capital up from 814 companies and $6.3 billion in the first quarter of 2011, respectively.

- Approximately $23.3 billion was invested across 3,447 transactions in 2010, up from $19.4 billion invested across 3,041 transactions in 2009. Through the first half of 2011, approximately $13.8 billion has been invested across 1,780 transactions.

- In comparison, approximately $28.0 billion was invested across more than 3,900 companies during 2008 and 4,000 companies attracted $30.5 billion of venture capital investment in 2007.

Quarterly U.S. Venture Capital Deal Volume*

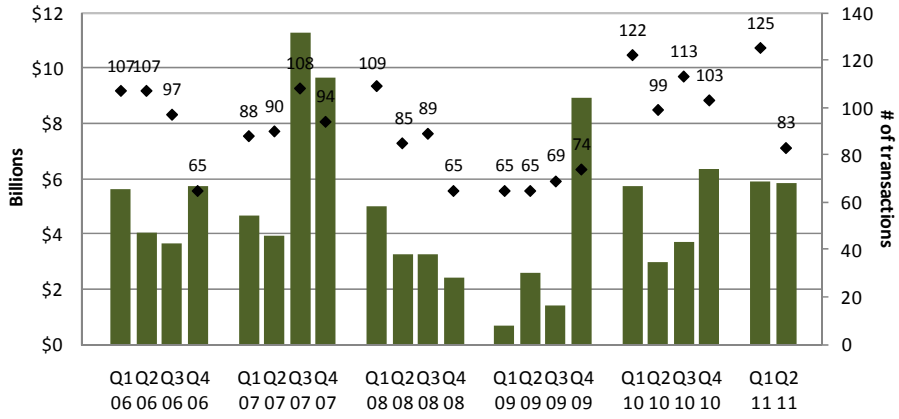


* Only includes equity portion of deal value.
Source: Thomson Reuters

Venture Capital Exit Environment

- Exit opportunities for venture-backed companies continue to show signs of increased activity. In 2010, 437 venture-backed M&A transactions representing $18.7 billion in value were completed, well above the $13.6 billion in value invested across 273 transactions in 2009. During the first half of 2011, $11.8 billion was completed across 208 transactions.
- Transactions have decreased from 125 in Q1 2011 to 83 in Q2 2011 although aggregate transaction value showed only a negligible decrease from Q1 to Q2 2011.

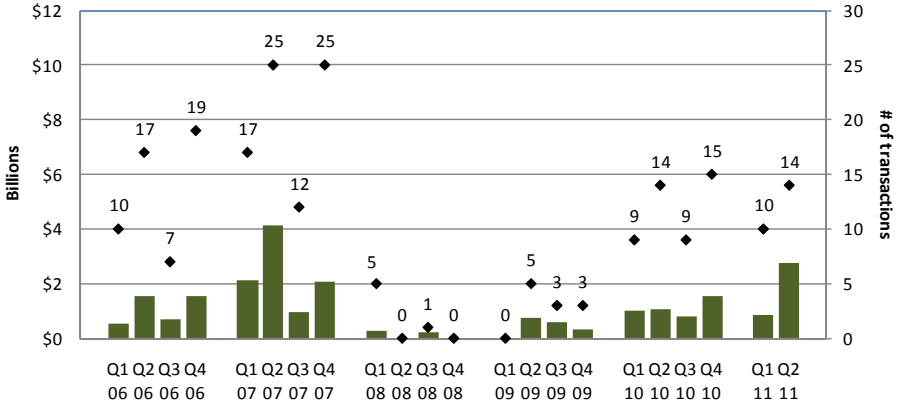
Quarterly U.S. Venture Capital M&A Activity



Source: Thomson Reuters

- IPO activity continued to show signs of life as 14 venture-backed companies went public in the second quarter of 2011 raising $2.8 billion, up from 10 companies raising $0.8 billion in the first quarter of 2011. Last year, 47 venture-backed companies went public, raising $4.4 billion while only 11 venture backed companies went public in 2009, raising $1.6 billion.
- The digital media/social networking segment has garnered much attention with the strong recent IPO of LinkedIn and investors looking to potential IPOs for Groupon, Zynga and Facebook.

Quarterly U.S. Venture Capital IPO Activity



Source: Thomson Reuters

Private Equity Market Performance

- According to the Thomson Reuters' U.S. Private Equity Performance Index as of 3/31/2011, recent private equity results remained strong with a one-year return of 19.9%.
- However, the latest three-year, five-year, and ten-year results are disappointing on an absolute return basis, as the three-year and five-year periods include dampened results from the most recent economic crisis and the 10-year results include valuation declines associated with the dot com bubble.
- The 20-year performance is more in-line with long-term expectations despite the inclusion of the challenges over the latest 10-year period.

Thomson Reuters' U.S. Private Equity Performance Index as of March 31, 2011

Fund Type	1 Yr	3 Yr	5 Yr	10 Yr	20 Yr
Seed/Early Stage VC	16.7%	-1.0%	1.1%	-3.0%	26.3%
Balanced VC	18.2%	1.5%	5.3%	2.4%	15.7%
Later Stage VC	32.8%	6.4%	9.7%	4.0%	18.2%
All Venture	**21.1%**	**1.3%**	**4.2%**	**0.4%**	**19.7%**
Small Buyouts	7.6%	-0.8%	2.0%	3.4%	13.1%
Med. Buyouts	22.9%	2.4%	6.4%	5.1%	11.7%
Large Buyouts	15.4%	3.7%	5.9%	5.6%	11.6%
Mega Buyouts	22.2%	3.3%	5.4%	6.5%	8.4%
All Buyouts	**21.6%**	**3.2%**	**5.4%**	**6.1%**	**9.6%**
Generalist	24.3%	6.9%	10.6%	9.2%	8.7%
All Private Equity	**19.9%**	**3.3%**	**5.7%**	**5.0%**	**12.1%**

- On an opportunity cost basis, domestic private market returns have outperformed versus the broad public market (as represented by the Russell 3000) over the one-year, five-year, ten-year, and twenty-year periods evaluated.
- Private market returns have also performed well against Non-U.S. public markets (as represented by the MSCI EAFE outperforming over multiple periods except for the latest five-year and ten-year periods.
- Private market returns trailed smaller domestic equity stocks (as represented by the Russell 2000 Index) over the latest one-year, three-year, and ten-year periods.

Public Market Performance Comparision, as of March 31, 2011

Fund Type	1 Yr	3 Yr	5 Yr	10 Yr	20 Yr
All Private Equity	19.9%	3.3%	5.7%	5.0%	12.1%
Russell 3000	17.4%	3.4%	2.9%	4.1%	9.0%
Russell 2000	25.8%	8.6%	3.3%	7.9%	9.8%
MSCI EAFE	10.9%	-2.5%	1.8%	5.8%	6.0%
BC Aggregate	5.1%	5.3%	6.0%	5.6%	6.8%

Los Angeles Water Power Employees' Retirement Plan
Private Equity Tracking Schedule

As of: 3/31/2011	Investment Group	Focus	Date of Initial Investment	Age (Years)	Total Capital Committed	Actual Contribution to Date	Percent Invested	Remaining Contribution	Total Distribution to Date	Reported Value	Rpt. Value Plus Rem. Contr.	Multiple	Net IRR
Investments													
Lexington Capital Partners VI	Secondary	Diversified	Jun-06	4.8	30,000,000	28,470,488	94.9%	1,529,512	9,481,458	22,245,379	23,774,891	1.1x	4.6%
Landmark Equity Partners XIII	Secondary	Diversified	Nov-06	4.3	30,000,000	26,870,345	89.6%	3,129,655	11,269,077	17,739,534	20,869,189	1.1x	3.1%
HRJ Capital Special Opportunities II	Primary	Distressed	Mar-08	3.1	20,000,000	16,750,000	83.8%	3,250,000	2,000,000	19,019,021	22,269,021	1.2x	5.8%
Fisher Lynch Venture Fund II	Primary	Venture Capital	May-08	2.9	20,000,000	8,270,000	41.4%	11,730,000	0	9,519,166	21,249,166	1.2x	11.2%
Landmark Equity Partners XIV	Secondary	Diversified	Sep-08	2.5	30,000,000	4,434,788	14.8%	25,565,212	678,333	5,549,213	31,114,425	1.4x	21.9%
Oaktree Principal Fund V	Direct	Distressed Debt	Feb-09	2.1	16,000,000	4,000,000	25.0%	12,000,000	139,397	4,703,922	16,703,922	1.2x	13.9%
Lexington Capital Partners VII	Secondary	Diversified	Dec-09	1.3	30,000,000	9,472,017	31.6%	20,527,983	0	11,775,808	32,303,791	1.2x	54.4%
EnCap Energy Capital Fund VIII	Direct	Growth: Oil and Gas	Feb-11	0.1	12,500,000	393,750	3.2%	12,106,250	0	411,292	12,517,542	1.0x	NM
Audax Mezzanine Fund III	Direct	Mezzanine	Feb-11	0.1	17,000,000	960,930	5.7%	16,039,070	0	899,125	16,938,195	0.9x	NM
		Established Portfolio*		4.2	80,000,000	72,090,833	94.9%	7,909,167	22,750,535	59,003,934	66,913,101	1.1x	4.4%
		Total Portfolio		2.7	205,500,000	99,622,318	48.5%	105,877,682	23,568,265	91,862,460	197,740,142	1.2x	6.5%
		* over three years old											
		Alternative Inv. subtotals:											
		Primary Fund of Funds			40,000,000	25,020,000	62.6%	14,980,000	2,000,000	28,538,187	43,518,187	1.2x	
		Secondary Fund of Funds			120,000,000	69,247,638	57.7%	50,752,362	21,428,868	57,309,934	108,062,296	1.1x	
		Directs			45,500,000	5,354,680	11.8%	40,145,320	139,397	6,014,339	46,159,659	1.1x	
		% in Primary Fund of Funds			19%	25%		14%	8%	31%	22%		
		% in Secondary Fund of Funds			58%	70%		48%	91%	62%	55%		
		% in Directs			22%	5%		38%	1%	7%	23%		
		% in Private Equity			2.8%	1.4%		1.5%		1.3%	2.7%		
Total Fund Value:	$7,300,600,000	**Long-Term Target**			5.0%	5.0%		5.0%		5.0%	5.0%		
		difference in %			-2.2%	-3.6%		-3.5%		-3.7%	-2.3%		
		difference in $			(159,530,000)	(265,407,682)		(259,152,318)		(273,167,540)	(167,289,858)		

Audax Mezzanine Fund III, L.P.

Investment Strategy

Audax Mezzanine implements an investment strategy, targeting middle market companies in change of control transactions sponsored by leading private equity firms. The Fund is expected to continue to construct a portfolio with debt and equity components that may include senior debt, subordinated debt, convertible debt, preferred stock, common stock and/or common stock warrants. Target companies will have $10 million to $60 million of EBITDA, and be diversified across size and industry.

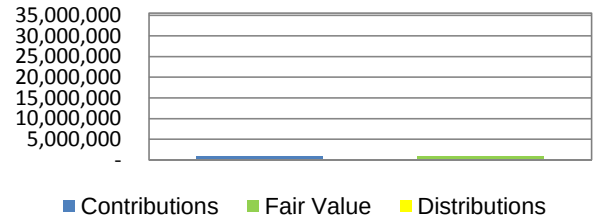
Investment Review

Reported Value	$	899,125
Distributions	$	0
Amount Contributed	$	960,930
Original commitment	$	17,000,000
Remaining to be invested	$	16,039,070
Age of fund (in years)		0.1
Internal rate of return to date		-50.5%
Total Value Multiple		0.9X
Percent of capital returned		0%
Time to full payback (in years)		too early to tell

Fund Profile

WPERP Initial Investment		Feb-11
Target termination date		Jan-21
General Partner		
Audax Mezzanine business III, LP		
Investment strategy		Mezzanine
Market Value of Partners Capital	$	52,822,679
Partners Capital in Cash	$	3,586,738
Total capital contributed	$	56,343,750
Total capital commitment	$	1,000,000,000
General Partner's contribution (% tot.)		1.0%
WPERP % ownership		1.7%

Portfolio Cash Flows



Portfolio Profile

of investments: 2

Top 10 Portfolio Investments	Investment Date	Industry
Chromalox Midco, Inc	Mar-11	Manufacturing
AllPoints Holdings	Jan-11	Industrials

Recent Activity:

Called $56 million in capital from investors in the first quarter of 2011

Made two initial investments:

AllPoints Holdings ($21.6 M)

Chromalox ($25.8)

Final close held January 28, 2011 with $1.0 billion of commitments

General Partner Compensation

Annual Mgmt. Fee:

1.5% of commitments during the investment period
thereafter, 1.0% of invested capital

Distribution priority:

100% to LPs until return of contributed capital on realized transactions
plus 8% preferred return
80% to the GP/20% to LPs during "catch-up" period
20% thereafter

EnCap Energy Capital Fund VIII, L.P.

Investment Strategy

EnCap VIII's investment strategy focuses on providing growth capital, typically making investments of $50 million to $200 million per transaction, on a paced and incremental basis. The EnCap investment team looks to provide growth capital to proven management teams who focus on creating value through opportunities in the United States and Canada by: acquiring and exploiting oil and gas reserves, developing low risk drilling opportunities in areas that are known to be producing and using advanced drilling and completion technologies to both conventional and non-conventional reservoirs; and implementing operational enhancement to portfolio companies.

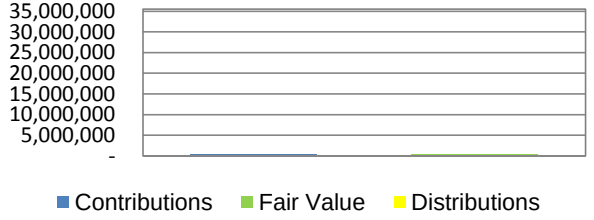
Investment Review

Reported Value	$	411,292
Distributions	$	0
Amount Contributed	$	393,750
Original commitment	$	12,500,000
Remaining to be invested	$	12,106,250
Age of fund (in years)		0.1
Internal rate of return to date		44.8%
Total Value Multiple		1.0X
Percent of capital returned		0%
Time to full payback (in years)		too early to tell

Fund Profile

WPERP Initial Investment		Feb-11
Target termination date		Oct-20
General Partner		
EnCap Equity Fund VIII GP, LP		
Investment strategy		Growth: oil and gas
Market Value of Partners Capital	$	118,723,424
Partners Capital in Cash	$	47,933,802
Total capital contributed	$	113,700,000
Total capital commitment	$	3,494,600,000
General Partner's contribution (% tot.)		3.0%
WPERP % ownership		0.4%

Portfolio Cash Flows



Portfolio Profile

of investments: 6

Top 10 Portfolio Investments	Investment Date	Focus
Talon III	Jan-11	oil and gas
Venado	Feb-11	oil and gas
Eclipse	Feb-11	oil and gas
Common II	Nov-10	oil and gas
Lonestar II	Nov-10	oil and gas
Caiman	Nov-10	oil and gas

Recent Activity:

Called $75 million in capital from investors in the first quarter of 2011

Made commitments to:

Eclipse ($145 M)

Venado (147 M)

Final close held January 31, 2011 with $3.5 billion of commitments

General Partner Compensation

Annual Mgmt. Fee:

1.5% of commitments during the investment period

thereafter based on net cash investment remaining in portfolio less writedowns or writeoffs

Distribution priority:

100% to LPs until return of contributed capital on realized transactions plus 8% preferred return

80% to the GP/20% to LPs during "catch-up" period

20% thereafter

Fisher Lynch Venture Partnership II, L.P.

Investment Strategy

Fisher Lynch Capital invests in venture capital partnerships (10 to 15 firms) focusing on making venture capital investments primarily in information technology and life sciences companies. The targeted venture funds are based, chiefly, in the U.S. The Fund targets outstanding returns by adhering to the following objectives: investing with the leading private equity venture capital firms that have demonstrated historically successful investment performances, judicious diversification of the Fund's portfolio, and by continuing the use of a rigorous investment process.

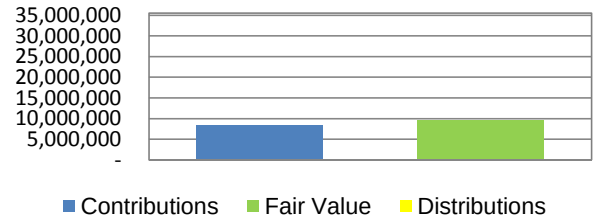
Investment Review

Reported Value	$	9,519,166
Distributions	$	0
Amount Contributed	$	8,270,000
Original commitment	$	20,000,000
Remaining to be invested	$	11,730,000
Age of fund (in years)		2.9
Internal rate of return to date		11.2%
Total Value Multiple		1.2X
Percent of capital returned		0%
Time to full payback (in years)		no distribs. made

Fund Profile

WPERP Initial Investment		May-08
Target termination date		Dec-19
General Partner		
Fisher Lynch GP II, LP		
Investment strategy		Primary (Venture)
Market Value of Partners Capital	$	39,317,830
Partners Capital in Cash	$	1,135,869
Total capital contributed	$	33,870,787
Total capital commitment target	$	125,000,000
General Partner's contribution (% tot.)		1.0%
WPERP % ownership		16.0%

Portfolio Cash Flows



Portfolio Profile

of partnerships: 17

Top 10 Portfolio Investments	Vintage	Focus
Accel Growth Fund, LP	2008	Venture Capital
Lightspeed Venture Partners VIII, LP	2008	Venture Capital
U.S. Venture Partners X, LP	2008	Venture Capital
Austin Ventures X, LP	2008	Venture Capital
Redpoint Ventures III, LP	2006	Venture Capital
Kleiner Perkins Caufield & Byers XIII	2008	Venture Capital
Khosla Ventures III	2009	Venture Capital
Versant Venture Capital IV, LP	2008	Venture Capital
New Enterprise Associates 13, LP	2008	Venture Capital
KPCB Digital Growth Fund	2011	Venture Capital

Recent Activity:
Called $3.7 million in capital from investors in the first quarter of 2011

General Partner Compensation

Annual Mgmt. Fee:
1% of aggregate commitments during the investment period
thereafter reduced at a rate of 10% per year

Distribution priority:
100% to LPs until return of contributed capital plus 8% preferred return
5% carried interest allocation after achieving 8% IRR
10% carried interest allocation after achieving 20% IRR

HRJ Special Opportunities II (U.S.), L.P.

Investment Strategy

The Fund contructed a portfolio of special opportunities fund managers who have the expertise to pursue unique transactions during periods of instability and distress, as well as having the expertise to pursue more traditional buyout related private equity transactions during more stable periods or periods of growth. These transactions commonly include turnaround-oriented transactions and distressed investments.

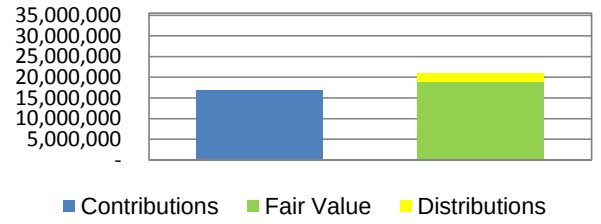
Investment Review

Reported Value	$	19,019,021
Distributions	$	2,000,000
Amount Contributed	$	16,750,000
Original commitment	$	20,000,000
Remaining to be invested	$	3,250,000
Age of fund (in years)		2.9
Internal rate of return to date		5.8%
Total Value Multiple		1.3X
Percent of capital returned		12%
Time to full payback (in years)		21.4

Fund Profile

WPERP Initial Investment		Mar-08
Target termination date		Dec-19
General Partner		
CDHRJ SO II GP, L.P.		
Investment strategy		Primary (distressed)
Market Value of Partners Capital	$	143,631,500
Partners Capital in Cash	$	15,856,407
Total capital contributed	$	137,350,304
Total capital commitments	$	153,976,916
General Partner's contribution (% tot.)		1.0%
WPERP % ownership		13.0%

Portfolio Cash Flows



Portfolio Profile

of partnerships: 9

Top 10 Portfolio Investments	Vintage	Focus
Wayzata Opportunities Fund II, LP	2007	Control/Opportunistic
Avenue Special Situations Fund V, LP	2007	Non-Control
Wexford Partners 11, LP	2007	Control/Hard Assets
OCM Opportunities Fund VIIb, LP	2007	Non-Control
Fortress V, LP	2007	Control/Hard Assets
Sun Capital Partners V, LP	2007	Control
OCM Opportunities Fund VII, LP	2007	Non-Control
H.I.G Bayside Debt & LBO Fund II	2008	Control
Fortress Co-Investment, LP	2007	Control/Hard Assets

Recent Activity:
Subsequent to year end, material non-recallable distributions were received from underlying funds (primarily Avenue Special Situations Fund V and OCM Opportunities Fund VIIB). This resulted in the ending of the Over-commitment period as funding sources now exceed capital commitments.

SOF II made initial distribution of $15 million during the first quarter of 2011

General Partner Compensation

Annual Mgmt. Fee:
0.9% of aggregate commitments
40% of management fees will be deferred during "over-commitment" status

Distribution priority:
Distributions can be recycled while an over-commitment status remains.
Then, 100% to LPs. After return of contributions and a 10% preferred return, 100% to GP "catch-up" at 5%. Thereafter, 95% to LPs and 5% to GP

Landmark Equity Partners XIII, L.P.

Investment Strategy

Landmark XIII acquires interests in established private equity investments through secondary market transactions. The Partnership has assembled a diversified portfolio of private equity interests with the objectives of achieving superior returns at lower risk for this asset class and generating early cash distributions back to investors.

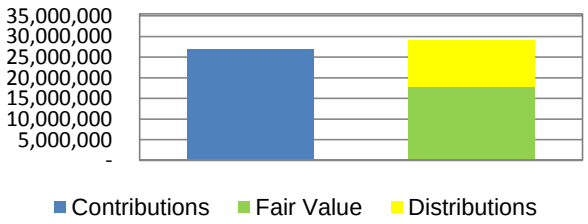
Investment Review

Reported Value	$	17,739,534
Distributions	$	11,269,077
Amount Contributed	$	26,870,345
Original commitment	$	30,000,000
Remaining to be invested	$	3,129,655
Age of fund (in years)		4.3
Internal rate of return to date		3.1%
Total Value Multiple		1.1X
Percent of capital returned		42%
Time to full payback (in years)		6.0

Fund Profile

WPERP Initial Investment		Nov-06
Target termination date		Nov-19
General Partner		
Landmark Partners XIII, LLC		
Investment strategy		Secondary
Market Value of Partners Capital	$	706,313,265
Partners Capital in Cash	$	6,949,010
Total capital contributed	$	1,068,665,993
Total capital committed	$	1,194,454,545
General Partner's contribution (% tot.)		1.0%
WPERP % ownership		2.5%

Portfolio Cash Flows



Portfolio Profile

of partnerships: 133

Top 10 Portfolio Investments	Vintage	Focus
Royalty Pharma US Partners I	1997	Expansion
Vision Capital Partners VI, LP	2006	Buyout
Landmark Acquisition Fund II, LLC	2007	Diversified
MP II Preferred Partners, LP	2008	Distressed
Landmark Portfolio Advisors Fund I, LLC	2006	Diversified
Hunt Ventures Fund I	2004	Venture Capital
American Capital Equity II	2007	Diversified
Parish Opportunities Fund, LP	2007	Diversified
VCAF LP	2007	Diversified
Landmark Acquisition Korea, LLC	2007	Diversified

Recent Activity:
Called $11.0 million in capital from investors in the first quarter of 2011
Distributed $44.1 million back to investors during the first quarter of 2011

On April 18, 2011, the final closing process with Religare was completed. Through this transaction, Religare acquired 55% of the equity interest in Landmark Partners Inc. Ownership of Landmark Partners was also expanded to seven additional professionals while the original four equity holders monetized a portion of their ownership.

General Partner Compensation

Annual Mgmt. Fee:
of aggregate commitments: 0.5% in year 1, 0.75% in year 2, and 1.0% years 3-7
1.0% of reported value thereafter

Distribution priority:
100% to LPs for primary investments
After return of capital and 8% preferred return, 90% to LPs
and 10% to GPs for secondaries

Landmark Equity Partners XIV, L.P.

Investment Strategy

Landmark XIV is acquiring interests in established private equity investments through secondary market transactions. The Partnership is expected to assemble a diversified portfolio of private equity interests with the objectives of achieving superior returns at lower risk for this asset class and generating cash distributions to its partners early in the Partnership's life cycle.

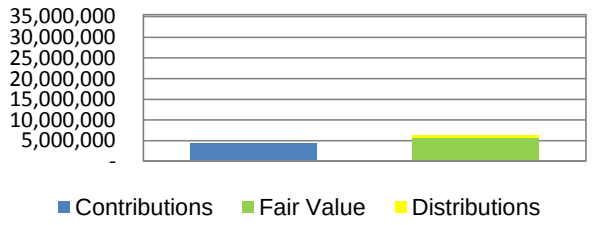
Investment Review

Reported Value	$	5,549,213
Distributions	$	678,333
Amount Contributed	$	4,434,788
Original commitment	$	30,000,000
Remaining to be invested	$	25,565,212
Age of fund (in years)		2.5
Internal rate of return to date		21.9%
Total Value Multiple		1.4X
Percent of capital returned		15%
Time to full payback (in years)		14.0

Fund Profile

WPERP Initial Investment		Sep-08
Target termination date		Feb-24
General Partner		
Landmark Partners XIV, LLC		
Investment strategy		Secondary
Market Value of Partners Capital	$	380,527,386
Partners Capital in Cash	$	4,764,979
Total capital contributed	$	294,206,980
Total capital committed	$	1,997,242,424
General Partner's contribution (% tot.)		1.0%
WPERP % ownership		1.5%

Portfolio Cash Flows



Portfolio Profile

of partnerships: 139

Top 10 Portfolio Investments	Vintage	Focus
LAF IV Colony, L.P.	2010	Diversified
Landmark Acquisition Fund III, L.P.	2009	Diversifed
MP II Preferred Partners, L.P.	2004	Distressed Debt
Vision Capital Advantage Fund, L.P.	2008	Diversifed
Banyan Mezzanine Fund, L.P.	2004	Mezzanine
NCD Investors, Multiple Series LLC	2008	Diversifed
Caltius Mezzanine Partnership II, L.P.	2000	Mezzanine
Sevin Rosen Fund IX, L.P.	2004	Venture Capital
Hicks, Muse, Tate & Furst Latin American Fun	1998	Buyout
Nexxus Capital Private Equity III, LP	2007	Buyout

Recent Activity:
Called $933.0 million in capital from investors in the first quarter of 2011
Distributed $15.0 million in capital from investors in the first quarter of 2011

On April 18, 2011, the final closing process with Religare was completed. Through this transaction, Religare acquired 55% of the equity interest in Landmark Partners Inc. Ownership of Landmark Partners was also expanded to seven additional professionals while the original four equity holders monetized a portion of their ownership.

General Partner Compensation

Annual Mgmt. Fee:
1.0% aggregate commitments during the first 4 years after final closing
based on net invested capital through year 8, declining 10% per year thereafter

Distribution priority:
100% to LPs for primary investments
After return of capital and 8% preferred return, 90% to LPs
and 10% to GPs for secondaries

Lexington Capital Partners VI, L.P.

Investment Strategy

Lexington VI acquires interests in established leveraged buyout, venture capital and mezzanine funds through secondary market transactions. The Partnership has assembled a diversified portfolio of private equity partnership interests with the expectation of achieving superior returns at a well-diversified level of risk while generating cash distributions back to investors early in the partnership's life cycle.

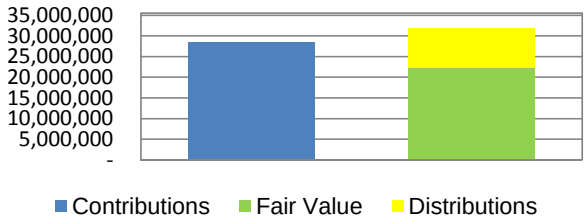
Investment Review

Reported Value	$	22,245,379
Distributions	$	9,481,458
Amount Contributed	$	28,470,488
Original commitment	$	30,000,000
Remaining to be invested	$	1,529,512
Age of fund (in years)		4.8
Internal rate of return to date		4.6%
Total Value Multiple		1.1X
Percent of capital returned		33%
Time to full payback (in years)		9.6

Fund Profile

WPERP Initial Investment		Jun-06
Target termination date		Aug-15
General Partner		
Lexington Associates VI, LP		
Investment strategy		Secondary
Market Value of Partners Capital	$	2,826,378,083
Partners Capital in Cash	$	35,372,907
Total capital contributed	$	3,552,754,452
Total capital committed	$	3,773,870,707
General Partner's contribution (% tot.)		1.0%
WPERP % ownership		0.8%

Portfolio Cash Flows



Portfolio Profile

of partnerships: 420

Top 10 Portfolio Investments	Vintage	Focus
KKR Private Equity Investors, L.P.	2006	Buyout
American Capital Equity I, LLC	2006	Buyout
RBS Special Opportunities Fund, L.P.	2004	Diversified
2007 Co-Investment Portfolio, L.P.	2007	Buyout
Saints Capital Chamonix	2001	Diversified
ZM Private Equity Fund I, L.P.	2003	Diversified
KFN Co-Invest Holdings, L.P.	2005	Buyout
Weston Presidio Capital IV	2000	Venture Capital
Bain Capital Fund VIII, LP	2004	Buyout
Vestar Capital Partners V, L.P.	2005	Buyout

Recent Activity:
Called $65.0 million in capital from investors in the first quarter of 2011
Distributed $181.5 million to investors during the first quarter of 2011

General Partner Compensation

Annual Mgmt. Fee:
1.0% of commitments (0.5% of commitments to primaries) during the investment period. 0.85% of reported value thereafter (0.5% for primaries).

Distribution priority:
100% to LPs for primary investments
After return of capital, 90% to LPs and 10% to GPs for secondaries

Lexington Capital Partners VII, L.P.

Investment Strategy

Lexington VII acquires interests in established leveraged buyout, venture capital and mezzanine funds through secondary market transactions. The Partnership is expected to assemble a diversified portfolio of private equity partnership interests with the expectation of achieving superior returns at a well-diversified level of risk while generating cash distributions back to investors early in the partnership's life cycle.

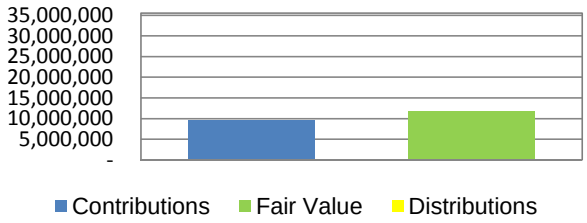
Investment Review

Reported Value	$	11,775,808
Distributions	$	0
Amount Contributed	$	9,472,017
Original commitment	$	30,000,000
Remaining to be invested	$	20,527,983
Age of fund (in years)		1.3
Internal rate of return to date		54.4%
Total Value Multiple		1.2X
Percent of capital returned		0%
Time to full payback (in years)		no distribs. made

Fund Profile

WPERP Initial Investment		Dec-09
Target termination date		
General Partner		
Lexington Associates VII, LP		
Investment strategy		Secondary
Market Value of Partners Capital	$	1,690,373,031
Partners Capital in Cash	$	235,769,361
Total capital contributed	$	1,320,000,002
Total capital committed	$	4,214,520,200
General Partner's contribution (% tot.)		1.0%
WPERP % ownership		0.7%

Portfolio Cash Flows



Portfolio Profile

of partnerships: 208

Top 10 Portfolio Investments	Vintage	Focus
2007 Co-Investment Portfolio, LP	2007	Diversified
2006 Co-Investment Portfolio, LP	2006	Diversified
Providence Equity Partners VI, LP	2007	Buyout
CVC European Partners Tandem Fund	2007	Buyout
Warburg Pincus Private Equity IX, LP	2005	Buyout
Warburg Pincus Private Equity X, LP	2007	Buyout
AB Acquisitions MEV PLC	2007	Diversified
Azini Fund II, LP	1999	Buyout
New Silk Route Growth Capital, LP	2007	Growth
Doughty Hanson & Co. V, LP	2007	Buyout

Recent Activity:

Called $535.0 million in capital from investors in the first quarter of 2011

Held final close on Fund VII on June 30, 2011 at $6.0 billion of commitments.

General Partner Compensation

Annual Mgmt. Fee:

1.0% of commitments on first $5 B (0.5% of commitments to primaries) during the investment period and 0.85% on commitment in excess of $5 B.

0.85% of value and unfunded commitments thereafter (0.5% for primaries).

Distribution priority:

100% to LPs for primary investments

After return of capital, 90% to LPs and 10% to GPs for secondaries

Oaktree Principal Fund V, L.P.

Investment Strategy

The Fund is implementing a distress-for-control investment strategy that generally involves purchasing one or more classes of a target company's debt, at a discount, in anticipation of a financial restructuring that will allow the exchange of debt for a controlling ownership stake at an attractive valuation. In these situations, the Fund attempts to become the largest, or one of the largest, creditors of the target company, seeking at a minimum a blocking position in the fulcrum security in order to exert negative control during the restructuring process.

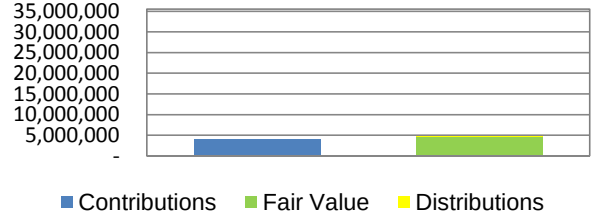
Investment Review

Reported Value	$	4,703,922
Distributions	$	139,397
Amount Contributed	$	4,000,000
Original commitment	$	16,000,000
Remaining to be invested	$	12,000,000
Age of fund (in years)		2.1
Internal rate of return to date		13.9%
Total Value Multiple		1.2X
Percent of capital returned		3%
Time to full payback (in years)		57.9

Fund Profile

WPERP Initial Investment		Feb-09
Target termination date		Feb-19
General Partner		
Oaktree Fund GP, LLC		
Investment strategy		Distressed Debt
Market Value of Partners Capital	$	869,805,000
Partners Capital in Cash	$	21,269,000
Total capital contributed	$	811,238,000
Total capital commitment	$	2,755,860,000
General Partner's contribution (% tot.)		2.5%
WPERP % ownership		0.6%

Portfolio Cash Flows



Portfolio Profile

of investments: 24

Industry Exposures	%	Type
Electrical equipment	21%	Debt/Equity
Auto components	17%	Debt/Equity
Marine	17%	Debt/Equity
Diversified financial services	12%	Debt/Equity
Oil, gas & consumable fuels	7%	Debt/Equity
Communications equipment	5%	Debt/Equity
Commerical banks	5%	Debt/Equity
Media	4%	Debt/Equity
Leisure Equipment and Products	3%	Debt/Equity
Chemicals	2%	Debt/Equity

Recent Activity:
Returned $71 million of recallable capital

In June of 2011, Oaktree filed a registration with the SEC to permit them to go public in the fall of 2011. Oaktree views this step as a natural and desirable part of Oaktree's maturation that will provide a liquid market for their equity to continue to retain and attract the highest caliber professionals and facilitate the eventual transition of control to a new generation of Oaktree leaders.

General Partner Compensation

Annual Mgmt. Fee:
1.75% of first $2.5 B in commitments during the investment period
1.50% of commitments in excess of $2.5 B during the investment period
thereafter lower of cost or funded commitments at the blended rate

Distribution priority:
100% to LPs until return of contributed capital plus 8% preferred return
80% to the GP/20% to LPs during "catch-up" period
20% thereafter

Quarterly Report

Q1-2011

Executive Summary

As of 3/31/2011, the Health Program had $18.0 million in commitments across five partnerships. Program commitments have been allocated 56% to secondary market fund-of-funds and 44% to direct partnerships. As of the first quarter of 2011, $3.3 million in capital had been drawn down, $0.1 million of distributions had been returned, and the Health Program had a reported value of $3.9 million, representing a 1.2x investment multiple. Given the near-term formation of the Health Program, performance to date is not meaningful.

Portfolio Summary (as of 3/31/2011)

Partnership	Type	Vintage Year	Age	Committed Capital	Invested Capital	Distributed Capital	Reported Value	Since Inception Net IRR
Landmark XIV	Secondary Fund-of-Funds	2008	2.5 yrs.	$5.0 M	$0.7 M	$0.1 M	$0.9 M	21.9%
Oaktree PF V	Direct Partnership	2009	2.1 yrs.	$2.5 M	$0.7 M	$0.0 M	$0.7 M	13.9%
Lexington VII	Secondary Fund-of-Funds	2009	1.3 yrs	$5.0 M	$1.6 M	$0.0 M	$2.0 M	54.4%*
EnCap VIII	Direct Partnership	2011	0.1 yrs	$2.5 M	$0.1 M	$0.0 M	$0.1 M	NM
Audax III	Direct Partnership	2011	0.1 yrs	$3.0 M	$0.2 M	$0.0 M	$0.2 M	NM
Total Program	---	---	---	*$18.0 M*	*$3.3 M*	*$0.1 M*	*$2.9 M*	25.5%*

* investment activity is too early for meaningful results

- Strong initial resuts across all partnerships, particularly the two secondary market fund-of-funds.
- Approximately $3.3 million (18% of the Program's committed capital) has been invested as of March 31, 2011. The Program's reported value plus unfunded commitments ($14.7 million) represents an approximate allocation of 1.7% of the Health Plan assets as of the end of Q1 2011.
- The initial use of secondary market fund-of-funds is contributing to a highly diversified portfolio with exposure to a large number of partnerships diversified across investment strategy, geography, and vintage year.

Los Angeles Department of Water and Power Retiree Health Benefits Fund
Private Equity Tracking Schedule

As of: 3/31/2011	Investment Group	Focus	Date of Initial Investment	Age (Years)	Total Capital Committed	Actual Contribution to Date	Percent Invested	Remaining Contribution	Total Distribution to Date	Current Fair Market Value	Fair Mkt. Plus Rem. Contr.	Multiple	Net IRR
Investments													
Landmark Equity Partners XIV	Secondary	Diversified	Sep-08	2.5	5,000,000	739,133	14.8%	4,260,867	113,055	924,874	5,185,741	1.4x	21.9%
Oaktree Principal Fund V	Direct	Distressed Debt	Feb-09	2.1	2,500,000	687,500	27.5%	1,812,500	21,781	734,988	2,547,488	1.1x	13.9%
Lexington Capital Partners VII	Secondary	Diversified	Dec-09	1.3	5,000,000	1,578,666	31.6%	3,421,334	-	1,962,630	5,383,964	1.2x	54.4%
EnCap Energy Capital Fund VIII	Direct	Growth: Oil and Gas	Feb-11	0.1	2,500,000	78,750	3.2%	2,421,250	-	82,259	2,503,509	1.0x	NM
Audax Mezzanine Fund III	Direct	Mezzanine	Feb-11	0.1	3,000,000	169,575	5.7%	2,830,425	-	158,670	2,989,095	0.9x	NM
		Established Portfolio*		-	-	-	-	-	-	-	-		---
		Total Portfolio		1.0	18,000,000	3,253,624	18%	14,746,376	134,836	3,863,421	18,609,797	1.2x	25.5%
		* over three years old											
		Alternative Inv. subtotals:											
		Primary Fund of Funds			---	---	---	---	---	---	---	---	
		Secondary Fund of Funds			10,000,000	2,317,799	23.2%	7,682,201	113,055	2,887,504	10,569,705	1.3x	
		Directs			8,000,000	935,825	11.7%	7,064,175	21,781	975,917	8,040,092	1.1x	
		% in Primary Fund of Funds			0%	0%		0%	0%	0%	0%		
		% in Secondary Fund of Funds			56%	71%		52%	0%	75%	57%		
		% in Directs			44%	29%		48%	0%	25%	43%		
		% in Private Equity			1.7%	0.3%		1.4%		0.4%	1.7%		
Total Fund Value:	$1,089,256,683	**vs. Long-Term Target**			5.0%	5.0%		5.0%		5.0%	5.0%		
		difference in %			-3.3%	-4.7%		-3.6%		-4.6%	-3.3%		
		difference in $			(36,462,834)	(51,209,210)		(39,716,458)		(50,599,413)	(35,853,037)		