

Water and Power Employees' Retirement Plan (WPERP) Investment Portfolio

Quarterly Report Executive Summary

Creation Date: August 28, 2013

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EXECUTIVE SUMMARY

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PERFORMANCE SUMMARY OF MAJOR WPERP INVESTMENT PLANS

As of June 30, 2013, the WPERP Total Retirement Plan had an aggregate value of \$8.3 billion. This represents a \$69.5 million increase in value over the last quarter. During the most recent 1-year period, the WPERP Total Retirement Plan increased by \$949.2 million. After favorable first quarter returns, the second quarter saw volatility return to world markets as most equity and fixed income markets ended the quarter in negative territory. The U.S. equity market was the major exception, producing strong positive returns over the quarter despite a deep sell-off in June. Emerging Markets, along with the Developed Markets that are most dependent on them for growth, were hit the hardest, as slowing growth concerns in China began to materialize. The Federal Reserve's comments at the June FOMC meeting regarding the gradual tapering of its QE program sparked worldwide volatility, effectively leading to negative returns in all markets for the month of June. Despite this newly introduced Fed verbiage, however, investors' initial fears have since subsided as returns for July rebounded strongly in all markets.

As of June 30, 2013, the WPERP Total Health Plan had an aggregate value of \$1.4 billion. This represents a \$9.9 million increase in value over the last quarter. During the most recent 1-year period, the WPERP Total Health Plan increased by \$159.3 million.

Strategic Allocation Trends

The Retirement Plan strategic allocation targets reflect the evolving allocation targets for the 4/1/2012-6/30/2013 period. As of June 30, 2013, the WPERP Total Retirement Portfolio had a 58% allocation in Equities, 24% in Fixed Income, 5% in Covered Calls, 6% in Real Return, 2% in Private Equity, 3% in Real Estate, and 2% in Cash. The Health Plan strategic allocation targets reflect the evolving allocation targets for the 4/1/2012-6/30/2013 period. The WPERP Total Health Plan had a 60% allocation in Equities, 27% in Fixed Income, 5% in Covered Calls, 5% in Real Return, 1% in Private Equity, 1% in Real Estate, and 1% in Cash. The new interim policy targets are structured in a series of phased allocation targets that initially began in 4Q 2011. Both the Retirement and Health Plans reached their long-term policy targets as of 7/1/2013.

Recent Investment Performance of Major WPERP Investment Plans

Period ending June 30, 2013

WPERP Total Retirement Plan

	Quarter	1 Year	3 Year	5 Year	10 Year
Total Portfolio ¹	0.8	13.1	10.6	5.2	6.5
Policy Benchmark ²	0.2	11.6	10.9	4.8	6.9
Excess Return	0.6	1.5	-0.3	0.4	-0.4
Reference: Median Fund ³	0.0	12.4	11.6	5.2	7.1
Reference: Net of Fees ⁴	0.7	12.9	10.4	5.0	6.3

WPERP Total Health Plan

	Quarter	1 Year	3 Year	5 Year
Total Portfolio ¹	0.8	13.0	10.8	6.3
Policy Benchmark ²	0.1	11.5	10.7	5.6
Excess Return	0.7	1.5	0.1	0.7

¹ Gross of Fees.

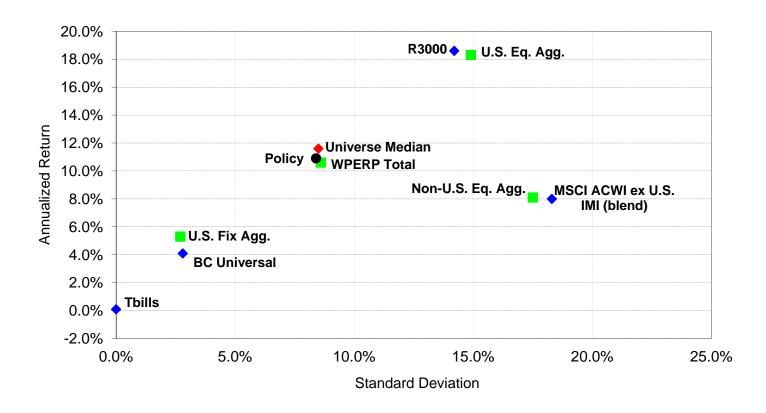
² See appendix for policy benchmark descriptions.

³ Mellon Total Funds Public Universe.

⁴ Net of Fees returns are estimated based on existing WPERP manager fee schedule.

WPERP Retirement Plan Risk/Return Analysis - Last 3 Years

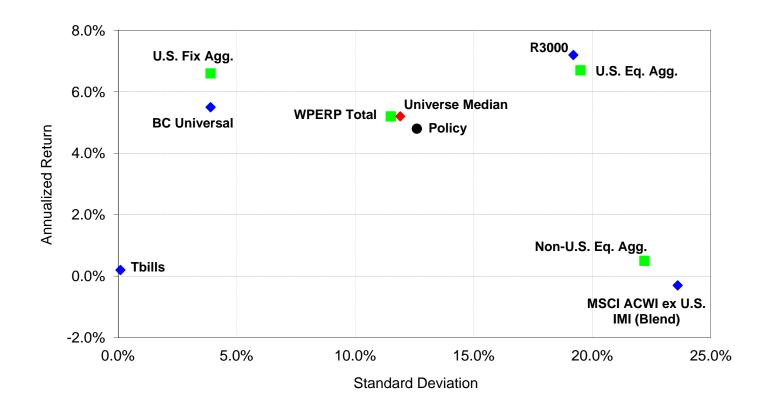
Period ending June 30, 2013



^{*}Median Fund in the Mellon Total Fund Public Universe.

WPERP Retirement Plan Risk/Return Analysis – Last 5 Years

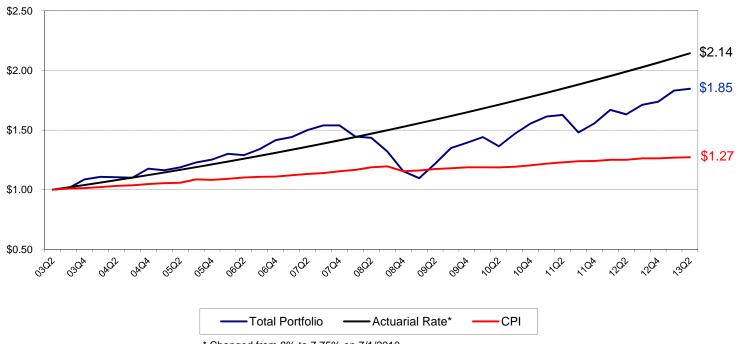
Period ending June 30, 2013



^{*}Median Fund in the Mellon Total Fund Public Universe.

WPERP Retirement Plan Growth of a Dollar – Latest 10 Years

Period ending June 30, 2013



^{*} Changed from 8% to 7.75% on 7/1/2010

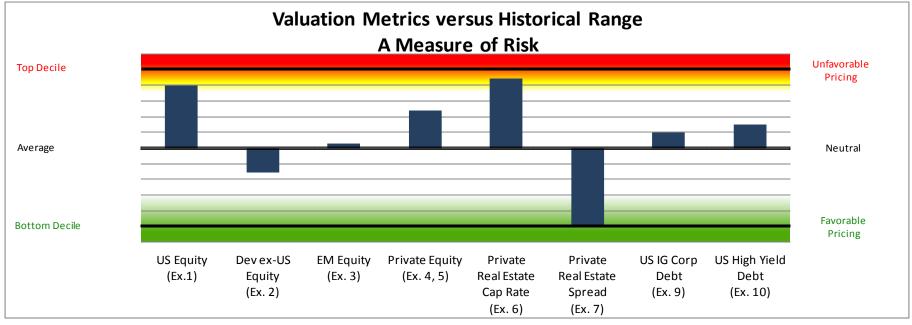
INVESTMENT MARKET RISK METRICS¹

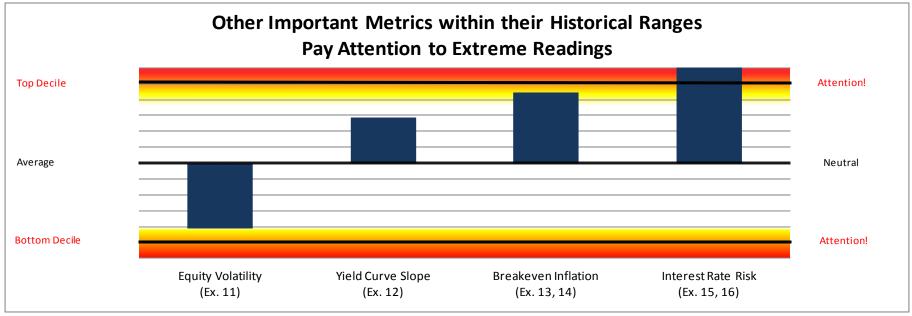
Investment Market Risk Metrics

Takeaways

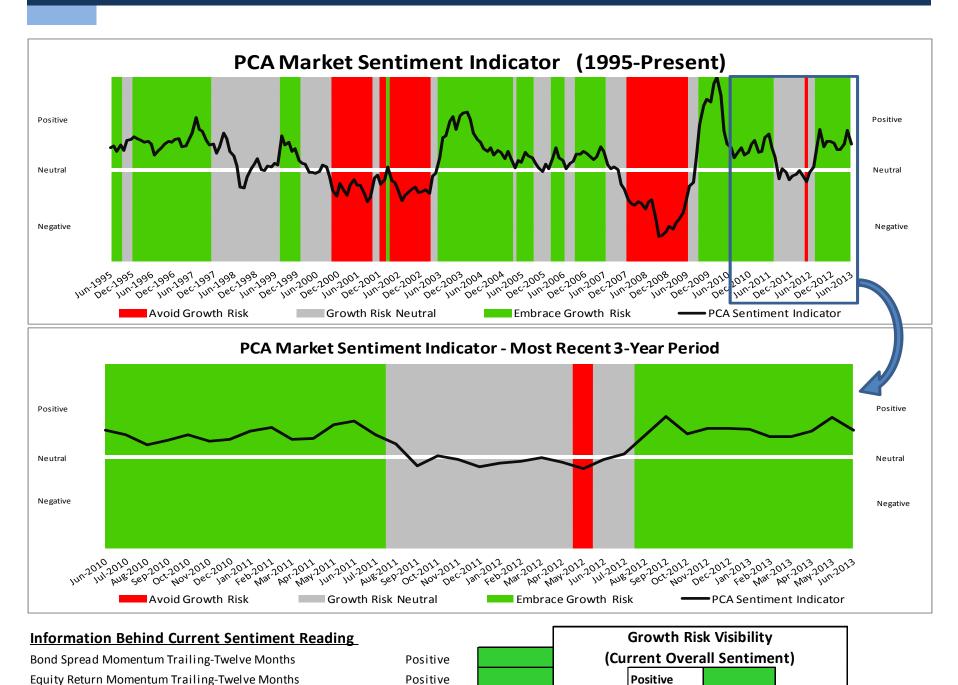
- A 10-year Treasury newly issued on May 1 has suffered a capital decline of roughly -9%.
- The 10-year Treasury interest rate was up almost 40 basis points in June, hitting 2.60%. This key rate is up almost 100 basis points since May 1.
- Equity volatility (VIX) remained below average, near 17 for the month, rising above recent lows. (Average is approximately 20)
- Credit spreads widened, reverting towards long-term averages.
- Valuations of most risk assets are constructive. Broad US equity valuations are relatively rich, while non-US equity valuation levels are more favorable, particularly EM equities relative to recent history.
- Breakeven inflation readings declined again in June to below 2%. Commodity prices declined as well. Real interest
 rates are suddenly positive, suggesting improved economic prospects or a Fed error.
- Interest rate risk remains high, even with the recent rise in yields:
 - o The 10-year Treasury yield rose to 2.60% in June.
 - Bond sensitivity to interest rates (duration) remains near 30-year highs, even with real yields rising off of alltime lows.
- The PCA Market Sentiment Indicator "PMSI" continued to read green.

¹ See Appendix for the rationale for selection and calculation methodology used for the risk metrics.



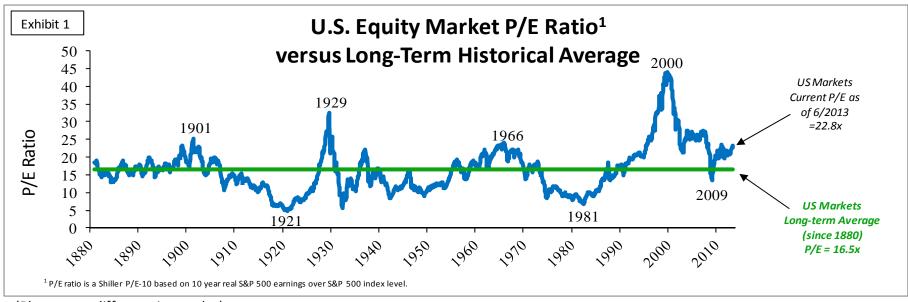


Agreement Between Bond and Equity Momentum Measures?

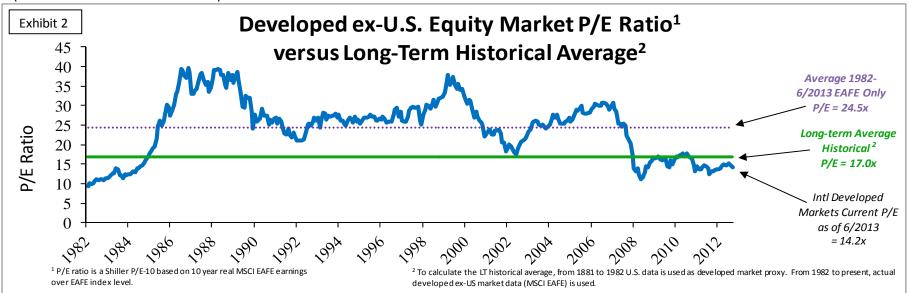


Agree

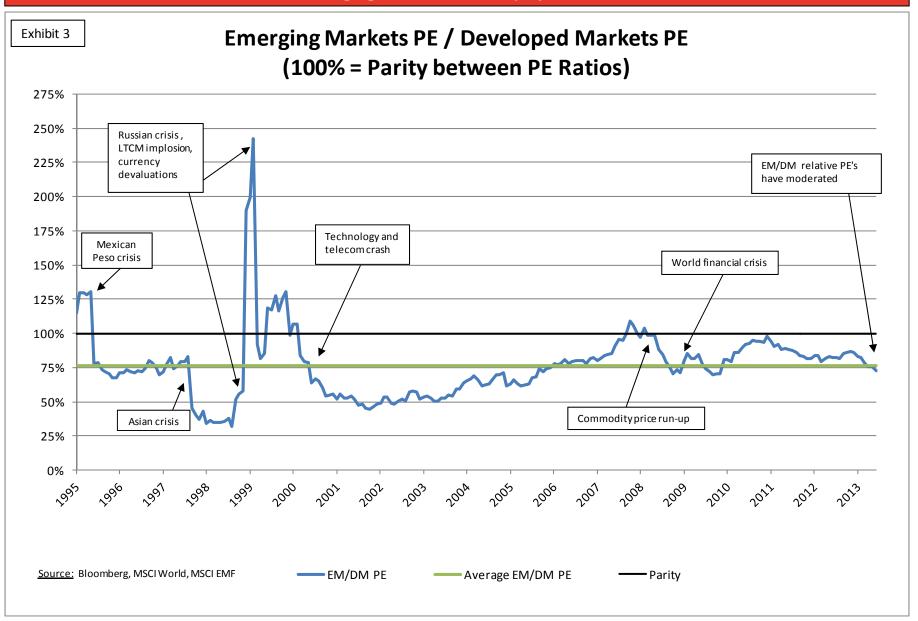
Developed Public Equity Markets



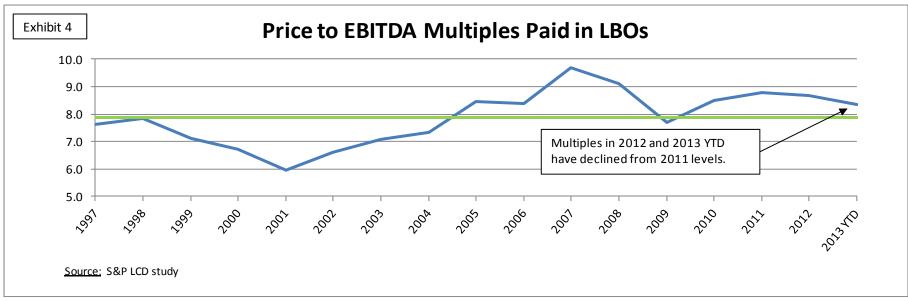
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Emerging Markets Public Equity Markets

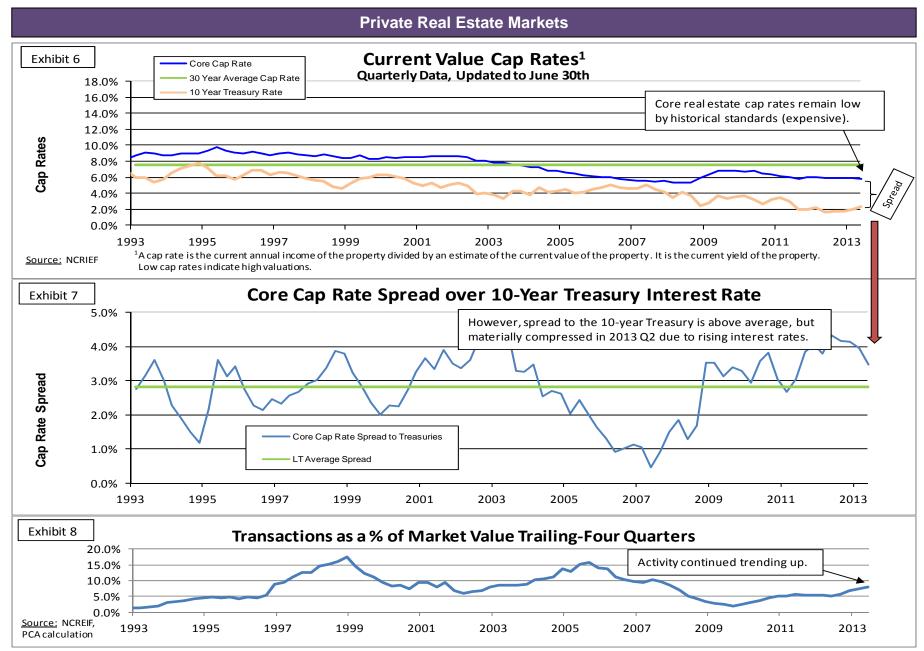


US Private Equity Markets

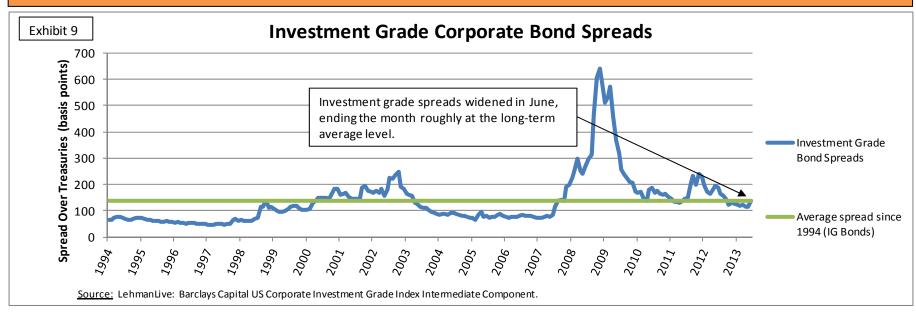


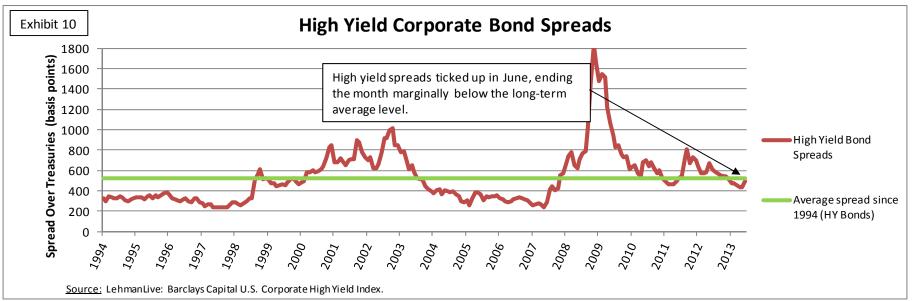
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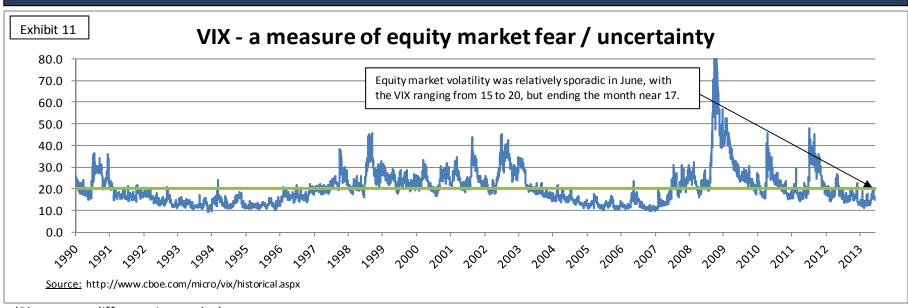


Credit Markets US Fixed Income

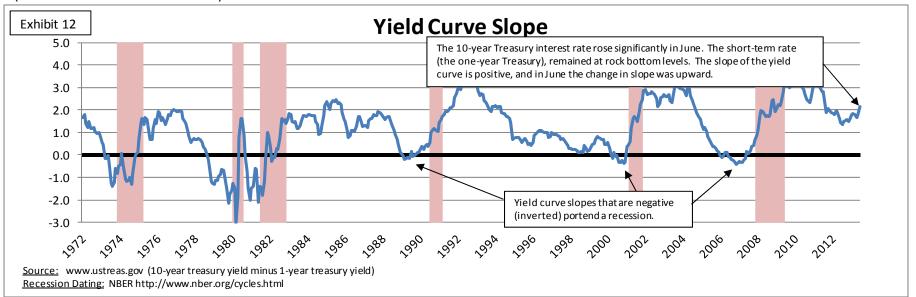




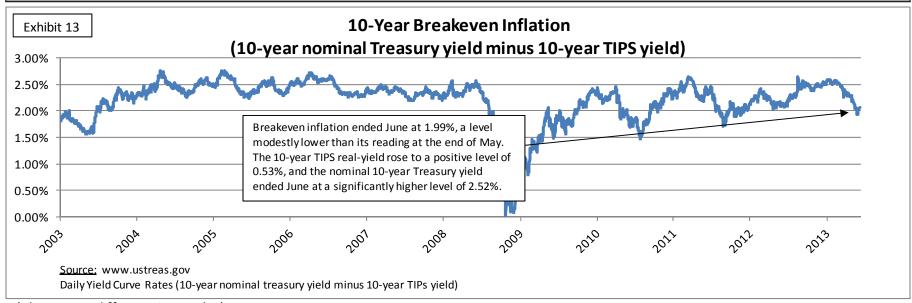
Other Market Metrics



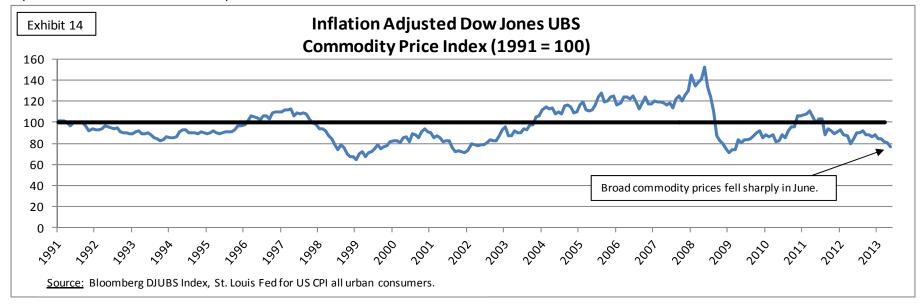
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Measures of Inflation Expectations

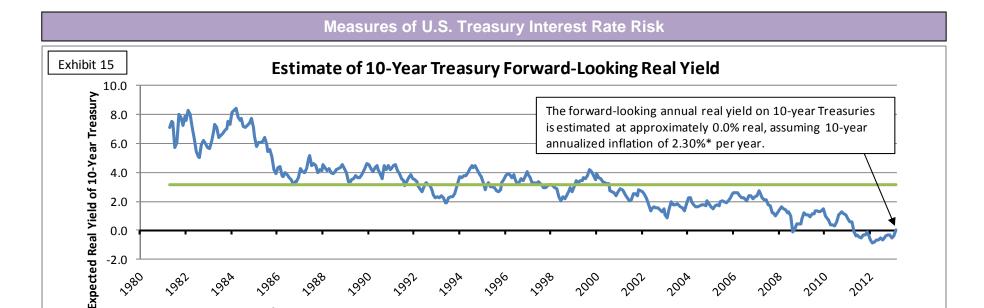


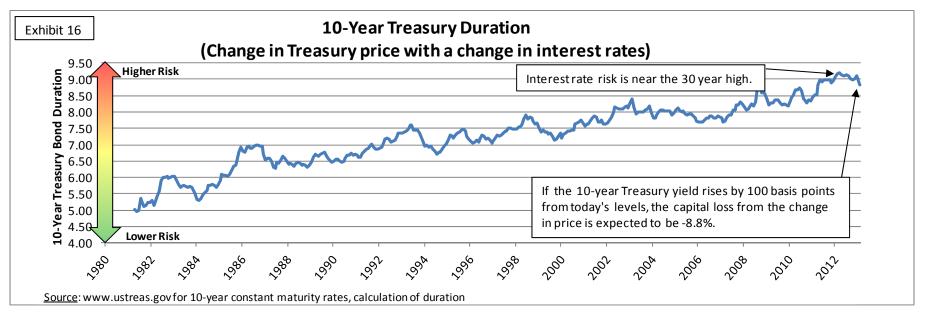
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Sources: www.ustreas.gov for 10-year constant maturity rates

*Federal Reserve Bank of Philadelphia survey of professional forecasts for inflation estimates



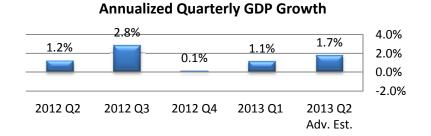


ECONOMIC & MARKET OVERVIEW

Overview: Market volatility increased during the second quarter as equities and government bonds, in particular, sold-off following Bernanke's comments that cutbacks in asset purchases could begin this year, possibly ending in mid-2014. The U.S. fixed income market declined across the board and yields rose as the 10-year Treasury hit 2.6% in June, its highest point since the summer of 2011. European markets remained relatively flat while Emerging Markets equities suffered large losses due to concerns about deteriorating growth, political unrest, and rising interest rates. Unemployment remained stagnant at 7.6%, while GDP (advanced estimate) increased during the second quarter by 1.7%. The U.S. housing market continued its upward swing as existing-home prices rose further. Despite constant discussion, the Fed continues quantitative easing with \$85 billion in monthly bond purchases in the open market.

Economic Growth

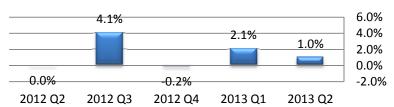
- Real GDP increased at an annualized rate of 1.7 percent in the second quarter of 2013, rising from 1.1 percent in the first quarter of 2013.
- Historical GDP numbers were revised during the second quarter, reflecting major changes in methods & concepts. This occurs approximately every five years.
- The increase in GDP was fueled mainly by an upturn in business investment (mainly in structures) and exports of goods. Acceleration in imports and declarations in inventory investment and consumer spending partly offset the uptick in economic growth.



Inflation

- The Consumer Price Index for All Urban Consumers (CPI-U) increased by 1.0 percent in the guarter on an annualized basis, after seasonal adjustment.
- Quarterly percent changes may be adjusted between data publications due to periodic updates in seasonal factors.
- Core CPI-U increased by 1.5 percent for the quarter on an annualized basis.
- Over the last 12 months, CPI-U increased 1.8 percent before seasonal adjustment.

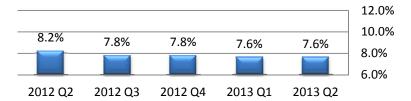
CPI-U After Seasonal Adjustment



Unemployment

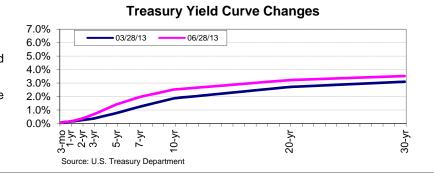
- The U.S. economy gained 535,000 jobs in the quarter.
- The official unemployment rate was unchanged at 7.6%.
- The majority of jobs gained occurred in professional and business services, leisure & hospitality, and retail trade.

Unemployment Rate



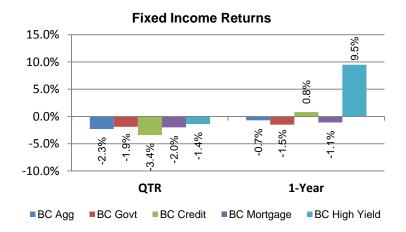
Interest Rates & U.S. Dollar

- U.S. Treasury yields increased over the quarter.
- The Federal Reserve has maintained the federal funds rate between 0.00% and 0.25% since December 2008.
- The U.S. dollar appreciated against the Yen by 5.2% while depreciating against the Euro and Sterling by 1.5% and 0.1%, respectively.
- Subsequent to quarter end, rates ticked up but remained near low historic levels.



Fixed Income

- The bond markets provided negative results across the board during the quarter. High Yield produced significant positive results relative to most other segments over the 1-year period.
- During the trailing 1-year period Governments, Agencies, and MBS produced negative returns while Investment Grade Credit, ABS, and CMBS remained positive.

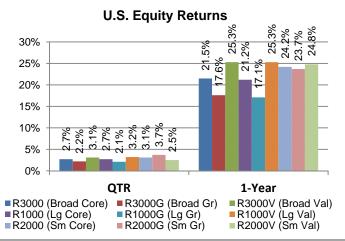


U.S. Fixed Income Sector Performance (BC Aggregate Index)											
Sector	Weight	QTR	1 Year								
Governments*	40.8%	-1.9%	-1.5%								
Agencies	6.2%	-2.0%	-0.9%								
Inv. Grade Credit	21.5%	-3.4%	0.8%								
MBS	29.4%	-2.0%	-1.1%								
ABS	0.4%	-0.8%	0.7%								
CMBS	1.7%	-1.4%	3.7%								

*U.S. Treasuries and Government Related

U.S. Equities

- Growth in U.S. equities slowed after a strong first quarter, but still produced positive results. Investor concerns over the potential scale back of the government asset purchases at the end of the quarter moderated returns.
- During the quarter, value indices outperformed growth throughout large & mid-cap stocks. Energy, Materials, and Utilities were the only sectors which produced negative results during the quarter. All ten sectors produced positive results for the trailing one-year period.

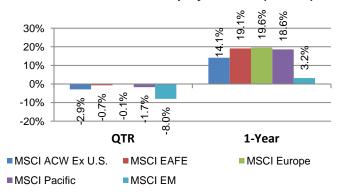


U.S. Equity Sector Performance (Russell 3000 Index)											
Sector	Weight	QTR	1 Year								
Financials	17.7%	5.2%	31.2%								
Information Tech	17.1%	1.5%	8.7%								
Consumer Disc	13.1%	7.3%	33.8%								
Health Care	12.4%	4.1%	27.4%								
Industrials	11.3%	2.2%	25.2%								
Energy	9.6%	-0.8%	17.5%								
Consumer Staples	9.3%	1.0%	18.4%								
Materials	3.7%	-2.7%	13.1%								
Utilities	3.3%	-2.1%	8.8%								
Telecom Svc	2.5%	2.0%	13.1%								

International Equities

- Developed International Equity markets produced mostly negative returns during the quarter while remaining positive through the 1-year period. Emerging Markets trailed Developed Markets over the quarter and trailing one-year period.
- During the quarter, Emerging Market equities suffered large losses due to concerns about deteriorating growth, political unrest, and rising interest rates.

International Equity Returns (in USD)



International Equity Region Performance (in USD) (MSCI ACW Index ex U.S.)											
Sector	Weight	QTR	1 Year								
Europe Ex. UK	30.0%	0.9%	23.9%								
Emerging Markets	22.3%	-8.0%	3.2%								
United Kingdom	15.3%	-2.2%	11.9%								
Japan	16.0%	4.4%	22.4%								
Pacific Ex. Japan	9.1%	-10.9%	12.4%								
Canada	7.3%	-7.3%	4.6%								

Market Summary – Long-term Performance*

Indexes	1 Year	3 Year	5 Year	10 Year	20 Year
Global Equity					
MSCI All Country World	17.2%	13.0%	2.9%	8.1%	7.1%
Domestic Equity					
S&P 500	20.6%	18.5%	7.0%	7.3%	8.7%
Russell 3000	21.5%	18.6%	7.2%	7.8%	8.8%
Russell 3000 Growth	17.6%	18.8%	7.6%	7.6%	7.7%
Russell 3000 Value	25.3%	18.4%	6.8%	7.9%	9.3%
Russell 1000	21.2%	18.6%	7.1%	7.7%	8.8%
Russell 1000 Growth	17.1%	18.7%	7.5%	7.4%	7.8%
Russell 1000 Value	25.3%	18.5%	6.7%	7.8%	9.2%
Russell 2000	24.2%	18.7%	8.8%	9.5%	8.9%
Russell 2000 Growth	23.7%	20.0%	8.9%	9.6%	7.0%
Russell 2000 Value	24.8%	17.3%	8.6%	9.3%	10.3%
CBOE BXM	5.3%	10.8%	3.3%	5.4%	7.9%
International Equity					
MSCI All Country World ex US	14.1%	8.5%	-0.3%	9.1%	6.1%
MSCI EAFE	19.1%	10.6%	-0.2%	8.2%	5.6%
MSCI Pacific	18.6%	9.7%	1.2%	8.4%	2.2%
MSCI Europe	19.6%	11.2%	-0.7%	8.1%	8.3%
MSCI EM (Emerging Markets)	3.2%	3.7%	-0.1%	14.0%	7.6%
Fixed Income					
BC Universal Bond	0.2%	4.1%	5.5%	4.8%	6.0%
BC Global Agg – Hedged	1.7%	3.5%	5.0%	4.3%	5.9%
BC Aggregate Bond	-0.7%	3.5%	5.2%	4.5%	5.9%
BC Government	-1.5%	2.9%	4.4%	4.1%	5.6%
BC Credit Bond	0.8%	5.5%	7.0%	5.1%	6.4%
BC Mortgage Backed Securities	-1.1%	2.5%	4.8%	4.7%	5.8%
BC High Yield Corporate Bond	9.5%	10.7%	10.9%	8.9%	7.7%
BC WGILB - Hedged	-2.0%	4.5%	4.4%	5.0%	NA
BC Emerging Markets	3.1%	8.0%	8.8%	9.0%	10.4%
Real Estate					
NCREIF (Private RE)	10.7%	13.1%	2.8%	8.6%	9.1%
NAREIT (Public RE)	9.7%	18.0%	7.9%	10.0%	10.1%
Commodity Index					
DJ-UBS Commodity	-8.0%	-0.3%	-11.6%	2.4%	4.7%

^{*} Performance is annualized for periods greater than one year.

WPERP RETIREMENT PLAN REVIEW

Actual vs. Target Allocations

The strategic allocation targets reflect the evolving allocation targets for the 4/1/2012-6/30/2013 period.

With respect to its strategic allocation targets, the Total Retirement Portfolio ended the latest quarter *overweight Domestic Equity*, while *underweight Private Equity*. *International Equity, Fixed Income, Covered Calls, Real Return, Real Estate, and Cash* were at or closely in-line with target allocations. The Board approved its current long-term investment policy plan in June 2011. The investment policy is being implemented over a series of phased asset allocation targets that initially began in 4Q 2011. The Retirement Plan reached the long-term policy target as of 7/1/2013.

As of June 30, 2013

Segment	Actual (\$MM)	Actual % ¹	Target% ²	Variance	Min.	Max.
Total Portfolio ³	9,733	100	100			
Total Retirement ⁴	8,281	100	100			
Domestic Equity	3,030	37	34	3	29	39
International Equity	1,813	22	21	1	17	25
Fixed Income	1,988	24	25	-1	21	29
Covered Calls	431	5	5		4	6
Real Return	490	6	6			
Private Equity	137	2	4	-2		
Real Estate	249	3	4	-1		
Cash	152	2	1	1	0.5	1.5

¹ Differences due to rounding.

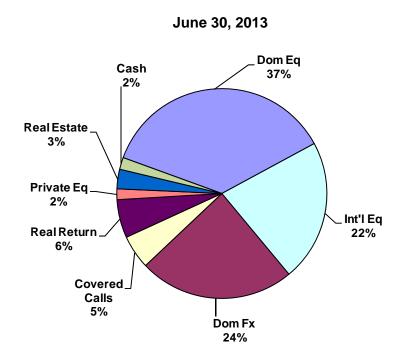
²4/1/2012-6/30/2013 strategic allocation policy targets.

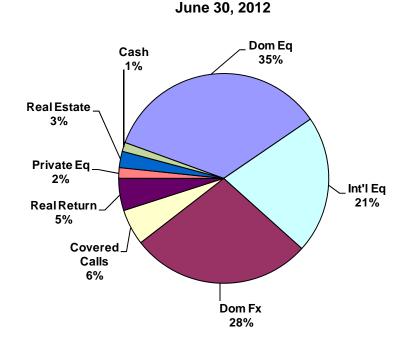
³ Total Portfolio includes assets from the Retirement, Health, Disability, and Death Plans.

⁴ Including a negative balance of (\$5.6) million in transition accounts and a negative balance of (\$3.3) million in securities lending..

Actual Strategic Allocation Comparison

As of June 30, 2013, the WPERP Total Retirement Portfolio had a 58% allocation in Equities, 24% in Fixed Income, 5% in Covered Calls, 6% in Real Return, 2% in Private Equity, 3% in Real Estate, and 2% in Cash. During the latest 1-year period, the actual weighting of Domestic Equity increased by 2%, while the actual weightings of International Equity, Real Return, and Cash increased by 1% each. The actual weighting of Fixed Income decreased by (4%) as a result of the recent WPERP Total Retirement Portfolio restructuring, per the evolving investment policy. The actual weighting of Covered Calls decreased by (1%). Additionally, the actual weightings of Private Equity and Real Estate remained the same. As previously noted, the Board approved its current long-term investment policy in June 2011. The new policy is being implemented over a series of phased asset allocation targets that initially began in 4Q 2011 (see Appendix for a description of the new policy benchmark composition). The Retirement Plan reached the long-term policy target as of 7/1/2013.





WPERP RETIREMENT PLAN PERFORMANCE

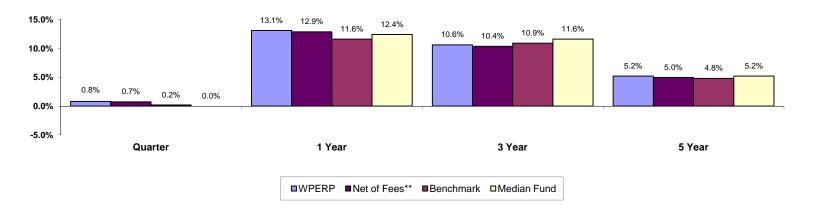
This section includes an overview of the performance of WPERP's Total Retirement Portfolio and a detailed analysis of strategic classes and specific mandates.

Portfolio Performance Overview (Gross of Fees)

The Total Retirement Portfolio outperformed its policy benchmark over the most recent quarter by 60 basis points. Over the latest 1-year period, the Total Retirement Portfolio bested its policy benchmark by 1.5% with a 13.1% return. Over the trailing 3-year period, the Total Retirement Portfolio bested its policy benchmark by 40 basis points. Over the trailing 5-year period, the Total Retirement Portfolio bested its policy benchmark by 40 basis points.

The Total Retirement Portfolio outperformed the Median Public Fund over the most recent quarter and trailing 1-year period by 80 and 70 basis points, respectively. Over the latest 3-year period, the Total Retirement Portfolio underperformed the Median Public Fund by (1.0%). Over the trailing 5-year period, the Total Retirement Portfolio matched the Median Public Fund with a return of 5.2% per annum.

Periods ending June 30, 2013 (annualized)*

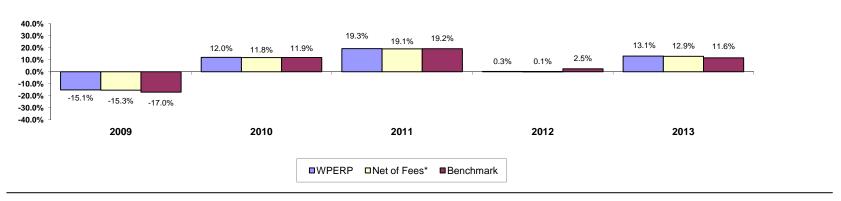


^{*} WPERP performance reported gross of fees.

^{**}Net of Fees performance estimated based on existing WPERP manager fee schedule.

The Total Retirement Portfolio generated positive absolute performance results over four of the five trailing 12-month periods. The Total Retirement Portfolio outperformed its policy benchmark four times over the same 12-month periods, gross of fees.

12-month Performance - Periods ending June 30



^{*}Net of Fees performance estimated based on existing WPERP manager fee schedule.

Portfolio Valuation

As of June 30, 2013, the Total Retirement Portfolio had an aggregate value of \$8.3 billion. This represents a \$69.5 million increase in value over the last quarter, including \$4 million in net inflows. During the previous 1-year period, the Total Retirement Plan increased by \$949.2 million.

Portfolio Valuation as of June 30, 2013, Gross of Fees*

Cash Flow Performance

	2Q 2013	<u>1-Yea</u>	ı <u>r</u>	3-Year		<u>5-Year</u>	
Beginning Market Value	\$8,211.9	\$7,332	2	\$6,230.3		\$6,902.1	
Net Flow	4.0	-11	3	-147.5		-611.8	
Investment Return in \$ (in%)	<u>65.5</u>	0.8% 960	<u>5</u> 13.1%	<u>2,198.7</u>	10.6%	<u>1,991.1</u>	5.2%
Ending Market Value	\$8,281.4	\$8,281	4	\$8,281.4		\$8,281.4	

^{*}Dollar figures in millions (\$), differences due to rounding

^{**}Recent Quarter net flow per Mellon. 1-year, 3-year, 5-year net flows estimated per PCA

PERFORMANCE ATTRIBUTION - RETIREMENT PLAN VS. POLICY BENCHMARK

Performance Attribution - 2Q 2013

	Policy		Portfolio		Impact on Return			
	Allocation	Return	Allocation*	Return	Weighting	Selection	Interaction	Total
Domestic Equity	34.0%	2.7	36.1%	3.5	0.1	0.3	0.0	0.3
International Equity	21.0%	(3.3)	22.5%	(0.7)	(0.1)	0.5	0.0	0.5
Fixed Income	25.0%	(2.4)	25.3%	(2.3)	(0.0)	0.0	0.0	0.0
Covered Calls	5.0%	0.0	5.3%	0.4	(0.0)	0.0	0.0	0.0
Real Return	6.0%	0.8	4.7%	2.0	(0.0)	0.1	(0.0)	0.0
Private Equity	4.0%	11.9	1.6%	2.0	(0.3)	(0.4)	0.2	(0.4)
Real Estate	4.0%	2.6	2.9%	3.9	(0.0)	0.1	(0.0)	0.0
Cash	1.0%	0.0	1.5%	0.1	(0.0)	0.0	0.0	0.0
Total	100.0%	0.2	100.0%	0.8	(0.3)	0.6	0.3	0.5

^{*}Portfolio allocation utilizes beginning-of-the period market values.

Performance Attribution - Trailing 12-month

	Policy		Portfo	Portfolio Impact on Ret			Return	turn	
	Allocation*	Return	Allocation*	Return	Weighting	Selection	Interaction	Total	
Domestic Equity	34.0%	21.5	35.5%	23.0	0.1	0.4	0.0	0.5	
International Equity	21.0%	13.5	22.1%	18.0	(0.0)	0.9	0.1	0.9	
Fixed Income	25.0%	0.2	25.7%	1.5	(0.2)	0.3	0.0	0.2	
Covered Calls	5.0%	5.3	5.3%	6.2	(0.0)	0.1	0.0	0.0	
Real Return	6.0%	3.1	5.1%	6.9	0.1	0.2	(0.0)	0.3	
Private Equity	4.0%	18.0	1.6%	11.2	(0.2)	(0.4)	0.3	(0.4)	
Real Estate	4.0%	10.5	2.9%	15.6	0.0	0.2	(0.1)	0.2	
Cash	1.0%	0.1	1.8%	0.2	(0.1)	0.0	0.0	(0.1)	
Total	100.0%	11.6	100.0%	13.1	(0.3)	1.7	0.3	1.6	

^{*}Policy allocation utilizes average target allocations over the trailing four quarters; Portfolio allocation utilizes average market values over the trailing four quarters.

- During the most recent quarter, the Total Retirement Portfolio outperformed its policy benchmark. Selection within Domestic and International Equity was the largest contributor to the relative outperformance. The Private Equity class (weighting and selection) was the primary detractor from the relative performance.
- During the trailing 12-month period, the Total Retirement Portfolio outperformed its policy benchmark. Selection throughout the portfolio, excluding Private Equity, effectively resulted in the relative outperformance. The Private Equity class (weighting and selection) was the primary detractor from the relative performance.

PERFORMANCE ATTRIBUTION - RETIREMENT PLAN VS. MEDIAN PUBLIC FUND¹

Performance Attribution - 2Q 2013

	Median Public Fund		Median Public Fund Portfolio			Impact on Return			
	Allocation	Return	Allocation*	Return	Weighting	Selection	Interaction	Total	
Domestic Equity	34.3%	2.8	36.1%	3.5	0.0	0.2	0.0	0.3	
International Equity	18.5%	(1.9)	22.5%	(0.7)	(0.1)	0.2	0.0	0.2	
Fixed Income	25.9%	(2.6)	25.3%	(2.3)	0.0	0.1	(0.0)	0.1	
Covered Calls	0.0%	0.0	5.3%	0.4	0.0	0.0	0.0	0.0	
Real Estate	5.5%	3.0	2.9%	3.9	(0.1)	0.0	(0.0)	(0.0)	
Alternative Investments	13.7%	0.2	6.3%	2.0	(0.0)	0.2	(0.1)	0.1	
Cash	2.1%	0.1	1.5%	0.1	(0.0)	0.0	0.0	(0.0)	
Total	100.0%	0.0	100.0%	0.8	(0.1)	8.0	(0.1)	0.7	

^{*}Portfolio allocation utilizes beginning-of-the period market values.

Performance Attribution - Trailing 12-month

	Median Public Fund		Portfolio		Impact on Return				
	Allocation*	Return	Allocation*	Return	Weighting	Selection	Interaction	Total	
Domestic Equity	33.2%	22.1	35.5%	23.0	0.2	0.3	0.0	0.5	
International Equity	17.7%	16.5	22.1%	18.0	0.2	0.3	0.1	0.5	
Fixed Income	26.0%	1.1	25.7%	1.5	0.0	0.1	(0.0)	0.1	
Covered Calls	0.0%	5.3	5.3%	6.2	(0.4)	0.0	0.0	(0.3)	
Real Estate	5.7%	11.4	2.9%	15.6	0.0	0.2	(0.1)	0.1	
Alternative Investments	15.6%	11.6	6.7%	8.0	0.1	(0.6)	0.3	(0.2)	
Cash	1.8%	0.2	1.8%	0.2	(0.0)	(0.0)	(0.0)	(0.0)	
Total	100.0%	12.4	100.0%	13.1	0.2	0.3	0.3	0.8	

^{*}Allocation utilizes average market values over the trailing four quarters.

- During the most recent quarter, the Total Retirement Portfolio outperformed the Median Public Fund. Selection within Domestic Equity, International Equity, Fixed Income, and Alternative Investments contributed to relative performance. Various weighting differences versus the Median Public Fund detracted from relative performance at the margin.
- During the trailing 12-month period, the Total Retirement Portfolio outperformed the Median Public Fund. Weighting and selection within the
 Domestic and International Equity classes were significant contributors to the relative outperformance. Selection within Fixed Income and Real
 Estate also aided relative performance. Weighting to Covered Calls and selection within Alternative Investments detracted from relative performance
 over the period.

¹ Mellon Total Funds Public Universe. For the Median Public Fund: Alternative Investments include allocations to Private Equity, Hedge Funds, and other investments; for WPERP, the asset class includes Private Equity and Real Return.

WPERP RETIREMENT PLAN STRATEGIC CLASS PERFORMANCE

The **Domestic Equity** portfolio outperformed its policy benchmark during the quarter by 80 basis points with a 3.5% return. Over the latest 1-year period, the portfolio bested its policy benchmark by 1.5%, effectively due to the outperformance by five of the Plan's six active domestic equity managers. Over the trailing 3- and 5-year periods, the portfolio trailed its policy benchmark by (30) and (50) basis points, respectively.

The **International Equity** portfolio posted a minus (0.7%) quarterly return, outperforming its policy benchmark by 2.6%. All four of the Plan's active managers outperformed their respective benchmarks over the quarter. Over the latest 1-year period, the portfolio bested its policy benchmark by 4.5%. The portfolio continued to be restructured during this period, and the one manager with an applicable track record provided significant outperformance. Over the trailing 3- and 5-year periods, the portfolio outperformed its policy benchmark by 10 and 80 basis points, respectively.

The **Fixed Income** portfolio outperformed its policy benchmark across all trailing time periods. Both of the Plan's core fixed income managers, as well as one of the Plan's high yield managers, outperformed their benchmarks across all longer time periods. The Plan's other high yield manager underperformed its benchmark across the longer time periods, but outperformed over the most recent quarter, due in large part to its more conservative holdings relative to its benchmark.

The Covered Calls class produced its fourth full quarter of performance, performing in-line with expectations for the most recent quarter and 1-year period.

Periods ending June 30, 2013

Asset Class	Quarter	1 Year	3 Year	5 Year
Total Retirement Policy Benchmark ¹	0.8	13.1	10.6	5.2
	<i>0.2</i>	<i>11.6</i>	<i>10.9</i>	<i>4.8</i>
Domestic Equity	3.5	23.0	18.3	6.7
Russell 3000 (blend) ³	2.7	21.5	<i>18.6</i>	<i>7.2</i>
International Equity MSCI ACWI ex U.S. IMI ND (blend) ⁴	-0.7	18.0	8.1	0.5
	-3.3	<i>13.5</i>	<i>8.0</i>	-0.3
Fixed Income	-2.3	1.5	5.3	6.6
BC Universal	-2.4	<i>0.2</i>	<i>4.1</i>	<i>5.5</i>
Covered Calls CBOE BXM	0.4 <i>0.0</i>	6.2 5.3		
Real Return ² Tbill + $3\%^2$	2.0	6.9	6.5	4.1
	<i>0.8</i>	<i>3.1</i>	<i>3.1</i>	3.3
Private Equity ² Russell 3000 + 3% (PE blend) ^{2,5}	2.0	11.2	14.8	5.6
	11.9	<i>18.0</i>	<i>17.9</i>	<i>8.5</i>
Real Estate ²	3.9	15.6	19.5	0.5
NCREIF ²	2.6	<i>10.5</i>	<i>13.3</i>	2.3
Cash	0.1	0.2	0.3	0.4
Citigroup T-bills	<i>0.0</i>	<i>0.1</i>	<i>0.1</i>	<i>0.2</i>

¹ See Appendix for a description of the Retirement Plan policy benchmark.

² Returns are lagged one quarter.

³ The policy benchmark for the Domestic Equity asset class is S&P 500 thru 3/31/03, and Russell 3000 from 4/1/03 to the present.

⁴ The policy benchmark for the International Equity asset class is MSCI ACWI ex US thru 12/31/08, and MSCI ACWI ex US IMI ND from 1/1/09 to the present.

⁵ The policy benchmark for the Private Equity asset class is a blended benchmark composed of Cambridge US Private Equity Index and the Cambridge US Venture Capital Index thru 9/30/11, and Russell 3000 + 3% to present.

WPERP RETIREMENT PLAN MANAGER PERFORMANCE

Domestic Equity – Periods ending June 30, 2013

Manager	Mkt Value (\$000)	Asset Class	Quarter	1 YR	3 YR	5 YR	Since Inception*	Inception Date**
BlackRock	770,344	Large Cap Core	2.7	21.3	18.7	7.2	7.4	8/2003
Russell 1000 Index			2.7	21.2	18.6	7.1	7.4	
MFS	517,099	Large Cap Value	4.4	26.5	18.5	7.2	8.1	2/2004
Russell 1000 Value Index			3.2	25.3	18.5	6.7	6.2	
T. Rowe Price	519,052	Large Cap Value	4.8	29.4	19.2	8.2	7.8	9/2004
Russell 1000 Value Index			3.2	25.3	18.5	6.7	6.4	
Fred Alger	465,479	Large Cap Growth	1.6	16.2	17.0	5.8	6.9	2/2004
Russell 1000 Growth Index			2.1	17.1	18.7	7.5	6.1	
T. Rowe Price	502,485	Large Cap Growth	4.6	20.6	18.8		11.9	4/2010
Russell 1000 Growth Index			2.1	17.1	18.7		12.7	
Earnest Partners	129,496	Small Cap Value	2.7	29.1	19.0	8.2	7.0	11/2004
Russell 2000 Value Index			2.5	24.8	17.3	8.6	5.8	
Frontier	125,991	Small Cap Growth	4.8	25.3	18.1		12.3	4/2010
Russell 2000 Growth Index			3.7	23.7	20.0		13.8	

^{*} Performance is calculated based on the first full month of performance since funding.

Latest Quarter

During the second quarter of 2013, six of WPERP's seven reporting domestic equity managers matched or outperformed their respective benchmarks.

BlackRock, WPERP's passive large cap core manager, matched the Russell 1000 Index with a 2.7% quarterly return. **MFS**, one of the Plan's two active large cap value managers, generated a 4.4% quarterly return, besting the Russell 1000 Value Index return by 1.2%. Selection within Energy, Industrials, and Basic Materials contributed to the relative outperformance. **T. Rowe Price LCV**, the Plan's other active large cap value manager, outperformed the Russell 1000 Value Index by 1.6%. Stock selection within Energy, Consumer Discretionary, and Industrials aided relative performance. **Fred Alger**, one of the Plan's two active large cap growth managers, completed the quarter with a 1.6% return, underperforming the Russell 1000 Growth Index by (50) basis points. **T. Rowe Price LCG**, the Plan's other active large cap growth manager, posted a quarterly return of 4.6% and outperformed the Russell 1000 Growth Index by 2.5%. Selection within Industrials, Consumer Staples, Health Care, and Information Technology added to relative performance. **Earnest Partners**, WPERP's active small cap value manager, ended the quarter with a 2.7% return, outperforming the Russell 2000 Value Index by 20 basis points. **Frontier**, the Plan's active small cap growth manager, posted a quarterly return of 4.8%, outperforming the Russell 2000 Growth Index by 1.1%. Selection within Consumer Discretionary, Information Technology, Utilities, and Energy contributed to the relative outperformance.

^{**} Inception date reflects the month when portfolio received initial funding.

Latest Year

During the latest 1-year period, **BlackRock** slightly outperformed its benchmark by 10 basis points with a return of 21.3%. **MFS** posted a 26.5% return and bested its benchmark by 1.2%. Selection within Utilities, Industrials, and Financials provided the bulk of the outperformance. **T. Rowe Price LCV** generated a 29.4% return, outperforming its benchmark by 4.1%. Selection within Financials, Materials, and Industrials largely aided relative performance. **Fred Alger** posted a 16.2% return, trailing its benchmark by (90) basis points. **T. Rowe Price LCG** posted a 20.6% return and outperformed the Russell 1000 Growth Index by 3.5%. Selection within Information Technology, Financials, and Energy contributed to the relative outperformance. **Earnest Partners** completed the latest 1-year period with a 29.1% return, outperforming its benchmark by 4.3%. Security selection within Energy, Industrials, and Health Care aided relative performance. **Frontier** posted a 25.3% return, outperforming the Russell 2000 Growth Index by 1.6%. Selection within Financials, Health Care, and Information Technology contributed to relative performance.

Latest Three Years

During the latest 3-year period, **BlackRock** bested its benchmark by 10 basis points with a return of 18.7%. **MFS** matched its benchmark return of 18.5% per annum during the period. **T. Rowe Price LCV** outperformed its benchmark by 70 basis points with a 19.2% return. **Fred Alger** posted a 17.0% return, underperforming its benchmark by (1.7%). The Financials, Consumer Discretionary, and Information Technology sectors detracted from relative performance. **T. Rowe Price LCG** outperformed its benchmark by 10 basis points with a return of 18.8%. **Earnest Partners**' latest 3-year return of 19.0% bested its benchmark by 1.7%. Selection within Energy, Industrials, Health Care, and Telecommunication Services aided relative outperformance.

Latest Five Years

During the latest 5-year period, **BlackRock** bested its benchmark by 10 basis points with a return of 7.2%. **MFS** finished the period surpassing the Russell 1000 Value Index return by 50 basis points with a 7.2% return. **T. Rowe Price LCV** outperformed its benchmark by 1.5% with an 8.2% return, due primarily to an underweight allocation and stock selection in Financials, as well as stock selection within Industrials, Energy, and Materials. **Fred Alger** posted a 5.8% return, trailing its benchmark by (1.7%). Selection within Information Technology, Consumer Staples, and Financials detracted from relative performance. **Earnest Partners** generated an 8.2% return, trailing its benchmark by (40) basis points.

International Equity – Periods ending June 30, 2013

Manager	Mkt Value (\$000)	Asset Class	Quarter	1 YR	3 YR	5 YR	Since Inception*	Inception Date**
BlackRock	446,721	Developed Markets	-1.7				9.4	9/2012
MSCI World ex US IMI ND Index			-1.8				9.0	
Invesco^	21	Developed Markets						6/2004
Interim Account^	61	Developed Markets						2/2012
MSCI World ex US IMI ND Index								
MFS	488,346	Developed Markets	4.4				23.0	7/2012
MSCI World ex US IMI ND Index			-1.8				15.8	
The Boston Company^	64	Developed Markets						3/2005
MSCI World ex US IMI ND Index								
Pyramis	486,849	Developed Markets	0.9	20.6	12.0	0.9	5.9	11/2004
MSCI World ex US IMI ND Index (blend – Pyramis) ³			-1.8	17.2	9.6	0.0	4.7	
L.A. Capital	194,746	Emerging Markets	-7.3				-1.5	9/2012
MSCI EMF IMI ND Index			-8.0				-3.9	
Vontobel	196,122	Emerging Markets	-6.5				-4.5	12/2012
Interim Account^	<1	Emerging Markets						2/2012
MSCI EMF IMI ND Index			-8.0				-8.9	

^{*} Performance is calculated based on the first full month of performance since funding.

As a result of the 2011 International Equity Structure Review, significant changes have been implemented with regard to WPERP's International Equity portfolio; the emerging markets portion has been brought to a market weighting, Invesco has been replaced with a passive manager (BlackRock), MFS has replaced The Boston Company for developed markets, L.A. Capital has replaced The Boston Company for emerging markets, and T. Rowe Price has been terminated and replaced with Vontobel for emerging markets. Interim accounts were utilized to facilitate the transitions, and they are now all in the final stages of liquidation.

Latest Quarter

During the second quarter of 2013, all five of WPERP's reporting international equity managers outperformed their respective benchmarks.

BlackRock, the Plan's passive developed international manager, topped the benchmark by 10 basis points with a minus (1.7%) quarterly return. **MFS**, the Plan's active international relative value manager, bested the MSCI World ex US IMI ND Index by 6.2% with a 4.4% quarterly return. An underweight

^{**} Inception date reflects the month when portfolio received initial funding.

[^] In process of liquidation/transfer.

³ Pyramis' benchmark is MSCI EAFE ND thru 12/31/08, and MSCI World ex US IMI ND from 1/1/09 to the present.

to Materials, along with stock selection in Telecommunication Services, Financials, and Consumer Staples, benefited relative performance. **Pyramis**, the Plan's active international growth manager, outperformed the MSCI World ex US IMI ND Index (blend) by 2.7% with a 0.9% quarterly return. Selection within Financials, Materials, Energy, and Information Technology contributed to relative performance. **L.A. Capital**, one of the Plan's active emerging markets managers, outperformed the MSCI Emerging Markets IMI ND Index by 70 basis points with a minus (7.3%) quarterly return. **Vontobel**, the Plan's other active emerging markets managers, outperformed the MSCI Emerging Markets IMI ND Index by 1.5% with a minus (6.5%) quarterly return. Stock selection within Financials, as well as an overweight position to Consumer Staples, largely aided relative performance over the quarter.

Latest Year

Pyramis completed the period with a 20.6% return, outperforming its benchmark by 3.4%. Stock selection within Materials, Consumer Discretionary, and Information Technology added to relative performance.

Latest Three Years

Pyramis bested its benchmark by 2.4%, returning 12.0% for the period. The regional portfolios in Europe, Japan, and Canada aided the relative outperformance.

Latest Five Years

Pyramis returned 0.9%, outperforming its benchmark by 90 basis points.

Fixed Income – Periods ending June 30, 2013

Manager	Mkt Value (\$000)	Asset Class	Quarter	1 YR	3 YR	5 YR	Since Inception*	Inception Date**
JP Morgan	848,432	Core	-2.3	0.3	4.4		4.9	4/2010
BC Aggregate Index			-2.3	-0.7	3.5		4.1	
Wells	883,752	Core	-2.5	0.4	4.8	7.0	6.1	7/2004
BC Aggregate Index			-2.3	-0.7	3.5	5.2	4.9	
Loomis	135,858	High Yield	-2.2	13.4	12.6	11.7	9.6	3/2005
BC High Yield Index			-1.4	9.5	10.7	10.9	8.6	
Wells High Yield	120,182	High Yield	-1.3	7.1	9.2	9.7	7.6	11/2004
BC High Yield Index			-1.4	9.5	10.7	10.9	8.2	

^{*} Performance is calculated based on the first full month of performance since funding.

Latest Quarter

During the second quarter of 2013, two of WPERP's four reporting fixed income managers matched or outperformed their respective benchmarks.

JP Morgan, one of the Plan's two core fixed income managers, matched the BC Aggregate Index with a minus (2.3%) quarterly return. Wells, the Plan's other core fixed income manager, trailed the BC Aggregate Index by (20) basis points with a minus (2.5%) quarterly return. Loomis Sayles, one of the Plan's two high yield managers, trailed the BC High Yield Index by (80) basis points with a minus (2.2%) quarterly return. The Plan's other high yield manager, Wells High Yield, finished the quarter outperforming the BC High Yield Index by 10 basis points with a minus (1.3%) quarterly return.

Latest Year

JP Morgan finished the latest 1-year period with a 0.3% return, outperforming the benchmark by 1.0%. Spread and duration positioning aided relative outperformance. Wells generated a 0.4% return and outperformed its benchmark by 1.1%, due primarily to security selection. Loomis Sayles generated a 13.4% return and outperformed its benchmark by 3.9%. The portfolio's relative outperformance was largely driven by security selection, as higher yielding, higher beta securities tended to perform best. Wells High Yield finished the period returning 7.1%, underperforming its benchmark by (2.4%). The portfolio's relative underperformance was mostly driven by its more conservative holdings than the broad market, as well as from security selection.

Latest Three Years

JP Morgan finished the latest 3-year period with a 4.4% return, outperforming the benchmark by 90 basis points. Wells finished the latest 3-year period posting a 4.8% return and outperformed its benchmark by 1.3%, due primarily to security selection and sector positioning. Loomis Sayles generated a 12.6% return and outperformed its benchmark by 1.9%. Strong security selection, and specifically a lower credit quality bias, aided relative performance during the period. Wells High Yield posted a 9.2% return, underperforming its benchmark by (1.5%). The portfolio's relative underperformance was largely driven by its more conservative holdings than the broad market.

^{**} Inception date reflects the month when portfolio received initial funding.

Latest Five Years

Wells finished the latest 5-year period with a 7.0% return and outperformed its benchmark by 1.8%, driven mainly by security selection. Loomis Sayles completed the period with an 11.7% return, outperforming its benchmark by 80 basis points. Wells High Yield posted a 9.7% return, underperforming its benchmark by (1.2%). The portfolio's relative underperformance was largely driven by its more conservative holdings than the broad market.

Covered Calls - Periods ending June 30, 2013

Manager	Mkt Value (\$000)	Asset Class	Quarter	1 YR	3 YR	5 YR	Since Inception*	Inception Date**
Gateway (replication)	341,591	Covered Calls	0.1	5.2			8.2	5/2012
Gateway (non-replication)	89,478	Covered Calls	1.5	10.4			12.9	5/2012
CBOE BXM Index			0.0	5.3			8.4	

^{*} Performance is calculated based on the first full month of performance since funding.

Latest Quarter

During the second quarter of 2013, the Covered Calls manager, Gateway, performed in-line with expectations. The replication portfolio marginally topped the benchmark return, while the active portfolio outperformed by 1.5%, due primarily to actively rebalancing the option portion to take advantage of higher levels of market volatility.

Latest Year

Similarly, over the latest 1-year period Gateway performed in-line with expectations. The replication portfolio marginally trailed the benchmark return, while the active portfolio outperformed by 5.1%, due primarily to actively rebalancing the option portion to take advantage of higher levels of market volatility.

^{**} Inception date reflects the month when portfolio received initial funding.

Real Return - Periods ending June 30, 2013

Manager	Mkt Value (\$000)	Asset Class	Quarter	1 YR	3 YR	5 YR	Since Inception**	Inception Date***
Aetos Capital* (net of fees)	39,388	Hedge FOFs	4.3	8.6	4.8	3.5	3.1	2/2007
Tbills + 3 %*			0.8	3.1	3.1	3.3	4.0	
HFRI FOF Diversified Index*		Hedge FOFs	3.3	5.0	2.2	0.0	0.5	
WAMCO* (gross of fees)	450,164	GILS	1.8	6.7			6.8	4/2010
BC WGILB Index* ****			1.8	6.2			7.2	

^{*} Returns are lagged one quarter.

The WPERP Board recently selected a Commodities manager (Invesco), as well as a Timber manager (Hancock). These two managers will be added to the Real Return class, and funding is anticipated to occur in the near-term. Additionally, the Board is in the process of funding the newly selected Hedge Fund-of-Funds managers (Morgan Stanley and GAM). Aetos has been terminated and will be replaced by Morgan Stanley.

Latest Quarter

Aetos posted a 4.3% return for the quarter, outperforming the Tbill+3% by 3.5%, as well as the HFRI FOF Diversified Index by 1.0%. **WAMCO**, the Plan's GILS (Global Inflation-Linked Securities) manager, posted a quarterly return of 1.8%, matching the BC WGILB Index.

Latest Year

Over the latest 1-year period, **Aetos** returned 8.6%, outperforming the Tbill+3% by 5.5%, as well as the HFRI FOF Diversified Index by 3.6%. **WAMCO** generated a 6.7% return, besting its benchmark by 50 basis points.

Latest Three Years

Aetos finished the latest 3-year period with a 4.8% return, outperforming the Tbill+3% by 1.7%, and outperforming the HFRI FOF Diversified Index by 2.6%.

Latest Five Years

Aetos finished the latest 5-year period with a 3.5% return, outperforming the Tbill+3% by 20 basis points, and outperforming the HFRI FOF Diversified Index by 3.5%.

^{**} Performance is calculated based on the first full month of performance since funding.

^{***} Inception date reflects the month when portfolio received initial funding.

^{****} Barclays Capital World Govt Inflation-Linked All Maturities USA Hedged Bond Index (series B).

Private Equity and Real Estate - Periods ending June 30, 2013

Asset Class	Mkt Value (\$000)	Quarter	1 YR	3 YR	5 YR	Since Inception***	Inception Date***
Private Equity*	137,156	2.0	11.2	14.8	5.6	9.3	6/2006
Russell 3000 + 3% (PE blend)***		11.9	18.0	17.9	8.5	11.0	
Real Estate*	249,127	3.9	15.6	19.5	0.5	3.2	1/2007
NCREIF*		2.6	10.5	13.3	2.3	4.5	

^{*} Returns are lagged one quarter and net of fees.

The Private Equity portfolio consists of twelve investments including Lexington VI, Lexington VII, Landmark XIII, Landmark XIV, Capital Dynamics (previously HRJ Capital), Fisher Lynch, Oaktree V, Energy Cap, Audax Mezz, Vista Equity IV, Ares IV, and Energy Cap IX. The Private Equity portfolio trailed the Russell 3000 + 3% (PE Blend) over all periods, due in large part to the strong recent performance within the public markets.

The Real Estate portfolio currently consists of fifteen investments including Prisa, Prisa II, JP Morgan Strategic, CB Richard Ellis, Mesa West, Lone Star II, Lone Star VII, Invesco, DRA, AG Core, PCCP, Blackstone, ARS VI, Bristol II, and DFA. The portfolio outperformed the NCREIF Index during the previous quarter and trailing 1- and 3-year periods, but underperformed the benchmark over the latest 5-year period.

^{**} The policy benchmark for the Private Equity asset class is a blended benchmark composed of Cambridge US Private Equity Index and the Cambridge US Venture Capital Index thru 9/30/11, and Russell 3000 + 3% to present.

^{***} Performance is calculated based on the first full period of performance since funding.

^{****} Inception date reflects the month when portfolio received initial funding.

WPERP RETIREMENT PLAN MANAGERS ON WATCH

Return vs. Benchmark Since Watch

As of June 30, 2013

7.6 01 danc 00, 2010					Performance Since Begin Watch Status*					
Portfolio	Style Group	Concern	Begin Watch Status	Last Reviewed	First Month	First 3 Months	First 6 Months	First 9 Months	First 12 Months	Since Placed on Watch
Aetos	Hedge FOFs	Performance	12/1/2011	Terminated	A	Aetos has bee	n terminated ar	nd will be repla	ced by Morgar	Stanley
Tbills + 3 %^										
Aetos vs. Target	Tbills + 3 %									
Fred Alger	Large Cap Growth	Performance	6/1/2012	3/27/2013	2.3	6.3	6.8	13.2	21.7	17.4
Russell 1000 Growth					2.7	6.9	7.6	13.6	22.6	18.6
Fred Alger vs. Target	Russell 1000 Growth				(0.4)	(0.6)	(8.0)	(0.4)	(0.9)	(1.2)
Frontier	Small Cap Growth	Performance	6/1/2012	3/27/2013	2.7	4.1	7.5	18.4	29.5	26.2
Russell 2000 Growth					5.2	7.0	7.6	19.3	30.9	27.4
Frontier vs. Target	Russell 2000 Growth				(2.5)	(2.9)	(0.1)	(0.9)	(1.4)	(1.2)
MFS LCV	Large Cap Value	Performance	9/1/2012	5/15/2013	3.0	2.5	12.3	22.9		21.8
Russell 1000 Value					3.2	2.6	13.2	22.5		21.4
MFS vs. Target	Russell 1000 Value				(0.2)	(0.1)	(0.9)	0.4		0.4
Gateway - Replication	Covered Calls	Organizational	4/1/2013	3/27/2013	1.6	0.1				0.1
CBOE BXM Index					1.5	0.0				0.0
Gateway vs. Target	CBOE BXM Index				0.1	0.1				0.1
Gateway - Non-rep	Covered Calls	Organizational	4/1/2013	3/27/2013	1.1	1.5				1.5
CBOE BXM Index					1.5	0.0				0.0
Gateway vs. Target	CBOE BXM Index				(0.4)	1.5				1.5
Pyramis	Developed International	Organizational	5/1/2013	5/15/2013	(1.9)					(4.9)
MSCI World ex US IMI					(2.3)					(5.9)
Pyramis vs. Target	MSCI World ex US IMI				0.4					1.0

^{*}Performance data provided by Mellon and LDZ.
Periods marked as '---' do not indicate that returns are not available for these periods; only that the manager in question has not been on watch status for these periods.

Managers on Watch

Aetos was placed on watch status beginning 12/1/2011 due to long-term performance, and ultimately terminated during the HFOF manager search process.

Fred Alger was placed on watch status beginning 6/1/2012 due to short-term performance. Watch status was extended at the 3/27/2013 Board meeting.

Frontier was placed on watch status beginning 6/1/2012 due to short-term performance. Watch status was extended at the 3/27/2013 Board meeting.

MFS LCV was placed on watch status beginning 9/1/2012 due to medium-term performance. Watch status was extended at the 5/15/2013 Board meeting.

Gateway was placed on watch status beginning 4/1/2013 due to organizational concerns.

Pyramis was placed on watch status beginning 5/1/2013 due to organizational concerns.

Managers Removed/Terminated from Watch Status (Latest 1-year period)

Invesco was placed on watch due to performance issues beginning 9/1/2011. Invesco was previously placed on watch status beginning 9/1/2010 due to organizational issues. PCA recommended removing the manager from watch as the investment team remained stable during the observation period. As a result of the 2011 International Equity Structure Review, the Plan has liquidated Invesco and placed the funds with a passive manager, **BlackRock**.

The Boston Company (Developed Markets) was placed on watch status beginning 12/1/2010 due to short-term performance. As a result of the 2011 International Equity Structure Review, the manager has been terminated, and the Plan has transitioned the funds to MFS Dev Intl.

WPERP Retirement Plan Estimated Performance Results Net and Gross of Fees Comparison For Quarter Ending 6/30/2013

			Performa	nce, % ²	Difference		
Asset Class	Manager	Market Value 2	Net	Gross	Percentage	Market Value	
Domestic Equity							
Large Core Passive	BlackRock	770,343,762	2.69%	2.70%	-0.01%	-77,034	
Large Value	MFS	517,099,102	4.32%	4.40%	-0.08%	-408,508	
Large Value	T. Rowe Price	519,051,885	4.71%	4.80%	-0.09%	-454,170	
Large Growth	Fred Alger	465,479,194	1.52%	1.60%	-0.08%	-384,020	
Large Growth	T. Rowe Price	502,484,839	4.51%	4.60%	-0.09%	-439,674	
Small Value	Earnest Partners	129,496,229	2.54%	2.70%	-0.16%	-207,194	
Small Growth	Frontier	125,991,065	4.55%	4.80%	-0.25%	-314,978	
Sinai Growan	Transition	826			0.2070		
	Transition	\$3,029,946,902					
International Equity		ψο,σ20,σ10,σσ2					
Developed Passive	BlackRock	446,721,434	-1.71%	-1.70%	-0.01%	-44,672	
Developed Markets	MFS	488,345,647	4.30%	4.40%	-0.10%	-505,438	
Developed Markets	Pyramis	486,849,496	0.82%	0.90%	-0.09%	-413,822	
Emerging Markets	L.A. Capital	194,746,225	-7.49%	-7.30%	-0.19%	-365,149	
Emerging Markets	Vontobel	196,121,644	-6.73%	-6.50%	-0.13%	-441,274	
Lifterging Warkets	Interim / residual	168,271	-0.7370	-0.5076	-0.2370	-441,274	
	iliteriiii / Tesiduai	\$1,812,952,717					
Domestic Fixed Income		\$1,012,932,717					
Core	JP Morgan	848,432,153	-2.33%	-2.30%	-0.03%	-212,108	
Core	Wells	883,751,941	-2.53% -2.53%	-2.50% -2.50%	-0.03%	-212,106 -265,126	
High Yield	Loomis Sayles	135,857,644	-2.33%	-2.20%	-0.13%	-169,822	
•	Wells		-2.33% -1.42%	-1.30%	-0.12%	-138,209	
High Yield	Meli2	120,181,795	-1.4270	-1.30%	-0.12/0	-130,209	
Covered Calls		\$1,988,223,533					
	Cotowov	244 504 405	0.059/	0.10%	0.050/	170 706	
Replication	Gateway	341,591,405	0.05%	1.50%	-0.05%	-170,796	
Non-replication	Gateway	89,478,428	1.40%	1.50%	-0.10%	-89,478	
Real Return ³		\$431,069,833					
Real Return	Actoo	20 207 062	4.30%	4.49%	-0.19%	-73,991	
	Aetos WAMCO	39,387,963 450,164,032	4.30% 1.75%	4.49% 1.80%	-0.19%	-225,082	
	WAINICO		1.75%	1.00%	-0.05%	-225,062	
Private Equity ³		\$489,551,995					
Filvate Equity	Aggregate*	137,156,227	2.00%	2.31%	-0.31%	-426,123	
	Aggregate		2.0076	2.51/6	-0.5176	-420,123	
Real Estate ³		\$137,156,227					
Real Estate	Aggregate	249,127,323	3.90%	4.13%	-0.23%	-566,528	
	Aggregate	\$249,127,323	3.90 /6	4.1376	-0.2376	-300,320	
		Ψ249,12 <i>1</i> ,323					
Cash		152,275,752		0.00%			
TOTAL PORTFOLIO 1		\$8,281,410,813	0.72%	0.80%	-0.08%	-\$6,393,197	
Total Fund Policy		+-,,·, -		0.20%			

¹ Total portfolio market value includes a negative balance of (\$5.6) million in transition accounts and a negative balance of (\$3.3) million in securities lending.

² Returns and market values calculated using data from Mellon and LDZ.

³ Hedge FoFs, Private Equity, and Real Estate asset classes report net-of-fee returns.

^{*} Numerous partnerships are still in the investment period, and thus the true management fees are based on committed capital.

WPERP DISABILITY PLAN REVIEW

The WPERP Disability Portfolio ended the second quarter of 2013 with an aggregate value of approximately \$37.7 million.

Portfolio Performance Overview

Periods ending June 30, 2013, Gross of Fees

Asset Class	Quarter	1 Year	3 Year	5 Year	Since Inception**	Inception Date***
Total Portfolio Policy Benchmark*	-2.6 -2.2	0.5 -0.7	4.8 3.3	6.5 <i>4.9</i>		
Wells BC Aggregate	-2.6 -2.3	0.5 -0.7	5.0 3.5	7.0 5.2	6.1 <i>4.9</i>	7/2004

^{*} Policy benchmark consists of 95% BC Aggregate Bond Index and 5% Citigroup T-Bill.

2Q 2013 – During the quarter, the Disability Plan posted a minus (2.6%) return and underperformed its policy benchmark by (40) basis points. The benchmark portfolio consists of passively managed asset class portfolios held at the Disability Plan's policy weightings.

Longer Term – Over the latest 1-, 3-, and 5-year periods, the Disability Plan outperformed its policy benchmark by 1.2%, 1.5%, and 1.6%, respectively.

Portfolio Strategic Allocation (as of 6/30/13)

	Actual \$(000)	Actual %	Target %	Variance
	\$37,710	100	100	
Welle	36,692 36,692	97	95 95	2
VVCIIS	,			-2
	Wells	\$(000) \$37,710 36,692	\$(000) \$37,710 100 36,692 97 Wells 36,692 97	\$(000) \$37,710 100 100 36,692 97 95 Wells 36,692 97 95

Strategic allocation – The Disability Plan target allocation consists of 95% fixed income investments and 5% cash. At the close of 2Q 2013, there was one fixed income manager, Wells. The total fund was 97% invested in this manager.

^{**} Performance is calculated based on the first full month of performance since funding.

^{***} Inception date reflects the month when portfolio received initial funding.

WPERP DEATH PLAN REVIEW

The WPERP Death Portfolio ended the second quarter of 2013 with an aggregate value of approximately \$26.9 million.

Portfolio Performance Overview

Periods ending June 30, 2013, Gross of Fees

Asset Class	Quarter	1 Year	3 Year	5 Year	Since Inception**	Inception Date***
Total Portfolio Policy Benchmark*	-2.6 -2.2	0.5 -0.7	4.6 3.4	6.1 <i>5.0</i>		
Wells BC Aggregate	-2.6 -2.3	0.5	5.0 3.5	7.0 5.2	6.1 4.9	7/2004

^{*} Policy benchmark consists of 96% BC Aggregate Bond Index and 4% Citigroup T-Bill.

2Q 2013 – During the quarter, the Death Plan posted a minus (2.6%) return and underperformed its policy benchmark by (40) basis points. The benchmark portfolio consists of passively managed asset class portfolios held at the Death Plan's policy weightings.

Longer Term – Over the latest 1-, 3-, and 5-year periods, the Death Plan outperformed its policy benchmark by 1.2%, 1.2%, and 1.1%, respectively.

Portfolio Strategic Allocation (as of 6/30/13)

Segment		Actual \$(000)	Actual %	Target %	Variance
Total Portfolio		\$26,927	100	100	
Fixed Income	Wells	26,209 26,209	97 97	96 96	1 1
Cash		718	3	4	-1

Strategic allocation – The Death Benefit Plan target allocation consists of 96% fixed income investments and 4% cash. At the close of 2Q 2013, there was one fixed income manager, Wells. The total fund was 97% invested in this manager.

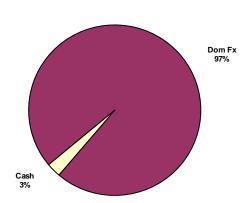
^{**} Performance is calculated based on the first full month of performance since funding.

^{***} Inception date reflects the month when portfolio received initial funding.

Actual Strategic Allocation Comparison – Disability and Death Plans

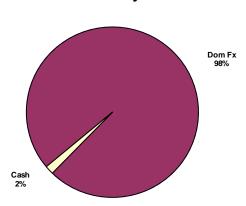
June 30, 2013

Disability

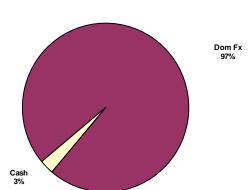


June 30, 2012

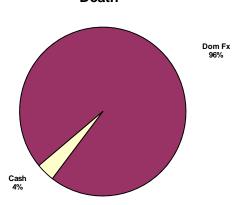
Disability



Death



Death



HEALTH PLAN REVIEW

The WPERP Health Plan ended the second quarter of 2013 with an aggregate value of approximately \$1.4 billion.

Portfolio Performance Overview

Periods ending June 30, 2013, Gross of Fees

Asset Class	Quarter	1 Year	3 Year	5 Year	Since Inception*	Inception Date**
Total Health Policy Benchmark ¹	0.8 <i>0.1</i>	13.0 11.5	10.8 10.7	6.3 5.6	4.8 <i>4.3</i>	12/2006
Domestic Equity Russell 3000 (blend) ²	3.5 2.7	22.9 <i>21.5</i>	18.6 <i>18.6</i>	6.9 <i>7.2</i>	4.3 <i>4.5</i>	1/2007
International Equity MSCI ACWI ex U.S. IMI ND	-0.6 -3.3	18.0 <i>13.5</i>	8.2 <i>8.0</i>		3.7 <i>4.3</i>	9/2009
Fixed Income BC Universal (blend) ³	-2.3 -2.4	1.1 <i>0.2</i>	5.0 <i>4.1</i>	7.1 <i>5.5</i>	6.8 <i>5.5</i>	1/2007
Covered Calls CBOE BXM	0.4 <i>0.0</i>	6.2 <i>5.3</i>			9.1 <i>8.4</i>	5/2012
Real Return ⁴ Tbill + 3% ⁴	2.0 <i>0.8</i>	6.8 <i>3.1</i>			7.8 3.1	7/2010
Private Equity ⁴ Russell 3000 + 3% (PE blend) ^{4,5}	2.0 11.9	13.0 <i>18.0</i>	26.5 17.9		22.0 11.2	9/2008
Real Estate ⁴ NCREIF ⁴	5.1 2.6	19.8 <i>10.5</i>	16.4 <i>13.3</i>		11.1 <i>12.5</i>	1/2010
Cash Citigroup T-bills	0.0 <i>0.0</i>	0.2 <i>0.1</i>	0.2 <i>0.1</i>	0.4 <i>0.2</i>	1.3 1.1	12/2006

^{*} Performance is calculated based on the first full month of performance since funding.

The Health Plan Total Portfolio outperformed its policy benchmark over the latest quarter by 70 basis points with a 0.8% return. Over the latest 1-year period, the portfolio bested its policy benchmark by 1.5%, returning 13.0%. Over the latest 3-year period, the portfolio outperformed its policy benchmark by 10 basis points with a 10.8% return. Over the latest 5-year period, the portfolio outperformed its policy benchmark by 70 basis points with a 6.3% return.

^{**} Inception date reflects the month when portfolio received initial funding.

¹ See Appendix for a description of the Health Plan policy benchmark.

² The policy benchmark for the Domestic Equity asset class is Russell 1000 thru 9/30/09, and Russell 3000 from 10/1/09 to the present.

³ The policy benchmark for the Fixed Income asset class is BC Aggregate thru 9/30/09, and BC Universal from 10/1/09 to the present.

Returns are lagged one quarter.

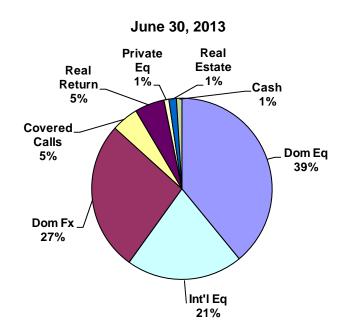
⁵ The policy benchmark for the Private Equity asset class is a blended benchmark composed of Cambridge US Private Equity Index and the Cambridge US Venture Capital Index thru 9/30/11, and Russell 3000 + 3% to present.

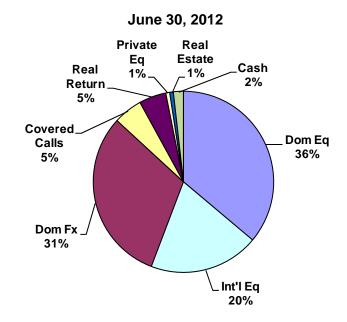
Portfolio Strategic Allocation (as of 6/30/13)

Segment	Actual (\$MM)	Actual %	Target %	Variance
Health Plan*	1,386	100	100	
Domestic Equity	541	39	35	4
International Equity	290	21	21	
Fixed Income	370	27	26	1
Covered Calls	67	5	5	
Real Return	73	5	6	-1
Private Equity	12	1	3	-2
Real Estate	19	1	3	-2
Cash	13	1	1	

^{*} Includes a balance of \$1.7 million in transition assets and a negative balance of (\$21,469) in securities lending.

As of June 30, 2013, the Total Health Portfolio had a 60% allocation in Equities, 27% in Fixed Income, 5% in Covered Calls, 5% in Real Return, 1% in Private Equity, 1% in Real Estate, and 1% in Cash. During the latest 1-year period, the actual weightings of Fixed Income and Cash decreased by (4%) and (1%), respectively, while Domestic Equity and International Equity increased by 3% and 1%, respectively. The Covered Calls, Real Return, Private Equity, and Real Estate allocations remained unchanged.





PERFORMANCE ATTRIBUTION - HEALTH PLAN

Performance Attribution - 2Q 2013

	Poli	Policy		olio	Impact on Return			
	Allocation	Return	Allocation*	Return	Weighting	Selection	Interaction	Total
Domestic Equity	35.0%	2.7	38.0%	3.5	0.1	0.3	0.0	0.4
International Equity	21.0%	(3.3)	21.2%	(0.6)	(0.0)	0.6	0.0	0.6
Fixed Income	26.0%	(2.4)	27.7%	(2.3)	(0.0)	0.0	0.0	(0.0)
Covered Calls	5.0%	0.0	4.8%	0.4	0.0	0.0	(0.0)	0.0
Real Return	6.0%	0.8	5.2%	2.0	(0.0)	0.1	(0.0)	0.1
Private Equity	3.0%	11.9	0.8%	2.0	(0.3)	(0.3)	0.2	(0.3)
Real Estate	3.0%	2.6	1.2%	5.1	(0.0)	0.1	(0.0)	(0.0)
Cash	1.0%	0.0	0.9%	0.0	0.0	0.0	0.0	0.0
Total	100.0%	0.1	100.0%	0.8	(0.3)	0.7	0.2	0.7

^{*}Portfolio allocation utilizes beginning-of-the period market values.

Performance Attribution - Trailing 12-month

	Poli	су	Portfo	olio	Impact on Return			
	Allocation*	Return	Allocation*	Return	Weighting	Selection	Interaction	Total
Domestic Equity	35.0%	21.5	37.5%	22.9	0.2	0.5	0.0	0.7
International Equity	21.0%	13.5	21.1%	18.0	(0.1)	0.9	0.0	0.9
Fixed Income	26.0%	0.2	28.4%	1.1	(0.4)	0.2	0.0	(0.2)
Covered Calls	5.0%	5.3	4.9%	6.2	(0.0)	0.1	(0.0)	0.0
Real Return	6.0%	3.1	5.4%	6.8	0.1	0.2	(0.0)	0.3
Private Equity	3.0%	18.0	0.8%	13.0	(0.2)	(0.3)	0.2	(0.2)
Real Estate	3.0%	10.5	1.1%	19.8	0.0	0.3	(0.2)	0.1
Cash	1.0%	0.1	0.9%	0.2	(0.0)	0.0	0.0	(0.0)
Total	100.0%	11.5	100.0%	13.0	(0.4)	1.9	0.1	1.6

^{*}Policy allocation utilizes average target allocations over the trailing four quarters; Portfolio allocation utilizes average market values over the trailing four quarters.

- During the most recent quarter, the Total Health Portfolio outperformed its policy benchmark. Selection within Domestic and International Equity was the largest contributor to the relative outperformance. The Private Equity class (weighting and selection) was the primary detractor from the relative performance.
- During the trailing 12-month period, the Total Health Portfolio outperformed its policy benchmark. Selection throughout the portfolio, excluding Private Equity, effectively drove the relative outperformance. The Private Equity class (weighting and selection), along with an overweight allocation to Fixed Income, were the primary detractors from the relative performance.

WPERP HEALTH PLAN MANAGER PERFORMANCE

Domestic Equity - Periods ending June 30, 2013

Manager	Mkt Value (\$000)	Asset Class	Quarter	1 YR	3 YR	5 YR	Since Inception*	Inception Date**
BlackRock	164,931	Large Cap Core	2.7	21.3	18.8	7.2	4.3	1/2007
Russell 1000 Index			2.7	21.2	18.6	7.1	4.2	
MFS	86,108	Large Cap Value	4.4	26.5	18.4		13.8	9/2009
Russell 1000 Value Index			3.2	25.3	18.5		14.2	
T. Rowe Price	86,213	Large Cap Value	4.7	29.3	19.1		14.9	9/2009
Russell 1000 Value Index			3.2	25.3	18.5		14.2	
Fred Alger	77,571	Large Cap Growth	1.6	16.3	17.0		12.8	9/2009
Russell 1000 Growth Index			2.1	17.1	18.7		14.6	
T. Rowe Price	84,017	Large Cap Growth	4.6	20.6	18.8		11.9	4/2010
Russell 1000 Growth Index			2.1	17.1	18.7		12.7	
Earnest Partners	21,233	Small Cap Value	2.7	28.8	18.3		15.8	9/2009
Russell 2000 Value Index			2.5	24.8	17.3		14.2	
Frontier	20,686	Small Cap Growth	4.8	25.3	18.1		12.3	4/2010
Russell 2000 Growth Index			3.7	23.7	20.0		13.8	

^{*} Performance is calculated based on the first full month of performance since funding.

** Inception date reflects the month when portfolio received initial funding.

International Equity - Periods ending June 30, 2013

Manager	Mkt Value (\$000)	Asset Class	Quarter	1 YR	3 YR	5 YR	Since Inception*	Inception Date**
BlackRock	65,689	Developed Markets	-1.7				9.4	9/2012
MSCI World ex US IMI ND Index			-1.8				9.0	
Invesco^	4	Developed Markets						9/2009
Interim Account^	9	Developed Markets						2/2012
MSCI World ex US IMI ND Index								
MFS	84,721	Developed Markets	4.4				23.0	7/2012
MSCI World ex US IMI ND Index			-1.8				15.8	
The Boston Company [^]	9	Developed Markets						9/2009
MSCI World ex US IMI ND Index								
Pyramis	72,520	Developed Markets	0.9	20.6	12.1		6.9	9/2009
MSCI World ex US IMI ND Index			-1.8	17.2	9.6		4.7	
L.A. Capital	33,146	Emerging Markets	-7.3				-1.5	9/2012
MSCI EMF IMI ND Index			-8.0				-3.9	
Vontobel	33,457	Emerging Markets	-6.6				-4.5	2/2012
Interim Account^	<1	Emerging Markets						
MSCI EMF IMI ND Index			-8.0				-8.9	

^{*} Performance is calculated based on the first full month of performance since funding.
** Inception date reflects the month when portfolio received initial funding.

Fixed Income - Periods ending June 30, 2013

Manager	Mkt Value (\$000)	Asset Class	Quarter	1 YR	3 YR	5 YR	Since Inception*	Inception Date**
JP Morgan	162,873	Core	-2.2	0.1	4.2		4.8	4/2010
BC Aggregate Index			-2.3	-0.7	3.5		4.1	
Wells	163,802	Core	-2.6	0.4	4.7	7.0	6.8	1/2007
BC Aggregate Index			-2.3	-0.7	3.5	5.2	5.2	
Wells High Yield	43,329	High Yield	-1.2	7.4	9.3		9.4	9/2009
BC High Yield Index			-1.4	9.5	10.7		11.6	

^{*} Performance is calculated based on the first full month of performance since funding.
** Inception date reflects the month when portfolio received initial funding.

[^] In process of liquidation/transfer.

Covered Calls - Periods ending June 30, 2013

Manager	Mkt Value (\$000)	Asset Class	Quarter	1 YR	3 YR	5 YR	Since Inception*	Inception Date**
Gateway (replication)	52,813	Covered Calls	0.1	5.2			8.2	5/2012
Gateway (non-replication)	13,826	Covered Calls	1.5	10.3			12.7	5/2012
CBOE BXM Index			0.0	5.3			8.4	

^{*} Performance is calculated based on the first full month of performance since funding.

Real Return - Periods ending June 30, 2013

Manager	Mkt Value (\$000)	Asset Class	Quarter	1 YR	3 YR	5 YR	Since Inception*	Inception Date**
Aetos Capital*** (net of fees)	8,547	Hedge FOFs	4.3	8.6			5.2	9/2010
Tbills + 3 %***			0.8	3.1			3.1	
HFRI FOF Diversified Index***		Hedge FOFs	3.3	5.0			2.5	
WAMCO*** (gross of fees)	64,913	GILS	1.8	6.7			6.7	4/2010
BC WGILB Index***			1.8	6.2			7.2	

^{*} Performance is calculated based on the first full month of performance since funding.

Private Equity and Real Estate - Periods ending June 30, 2013

Asset Class	Mkt Value (\$000)	Asset Class	Quarter	1 YR	3 YR	5 YR	Since Inception*	Inception Date**
Private Equity***	12,214	Private Equity	2.0	13.0	26.5		22.0	9/2008
R3000 + 3% (PE blend)*** ****			11.9	18.0	17.9		11.2	
Real Estate***	18,653	Real Estate	5.1	19.8	16.4		11.1	1/2010
NCREIF***			2.6	10.5	13.3		12.5	

^{*} Performance is calculated based on the first full month of performance since funding.

^{**} Inception date reflects the month when portfolio received initial funding.

^{**} Inception date reflects the month when portfolio received initial funding.

^{***} Returns are lagged one quarter.

^{**} Inception date reflects the month when portfolio received initial funding.

^{***} Returns are lagged one quarter and net of fees.

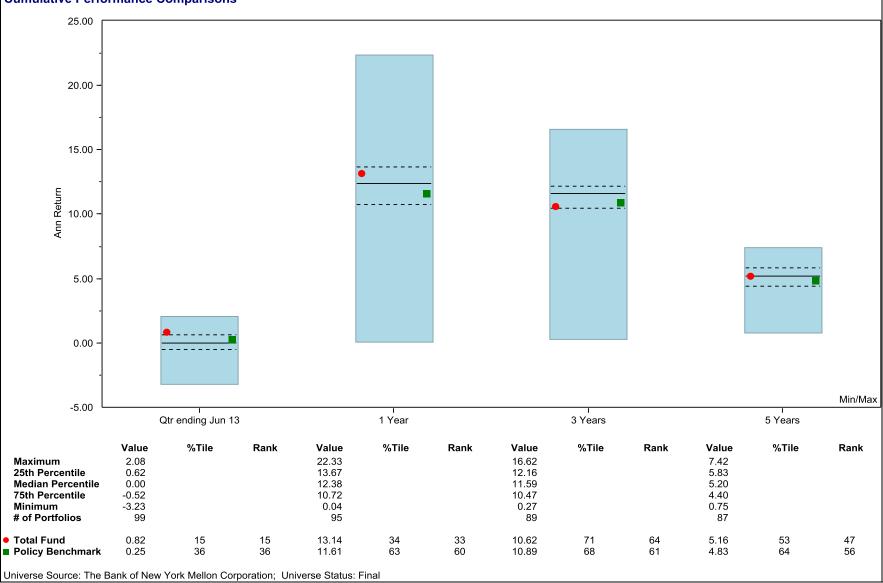
^{****} The policy benchmark for the Private Equity asset class is a blended benchmark composed of Cambridge US Private Equity Index and the Cambridge US Venture Capital Index thru 9/30/11, and Russell 3000 + 3% to present.

Water and Power Employees' Retirement Plan

TOTAL FUNDS - PUBLIC (USD) - Monthly

As of June 30, 2013

Cumulative Performance Comparisons



Notes:

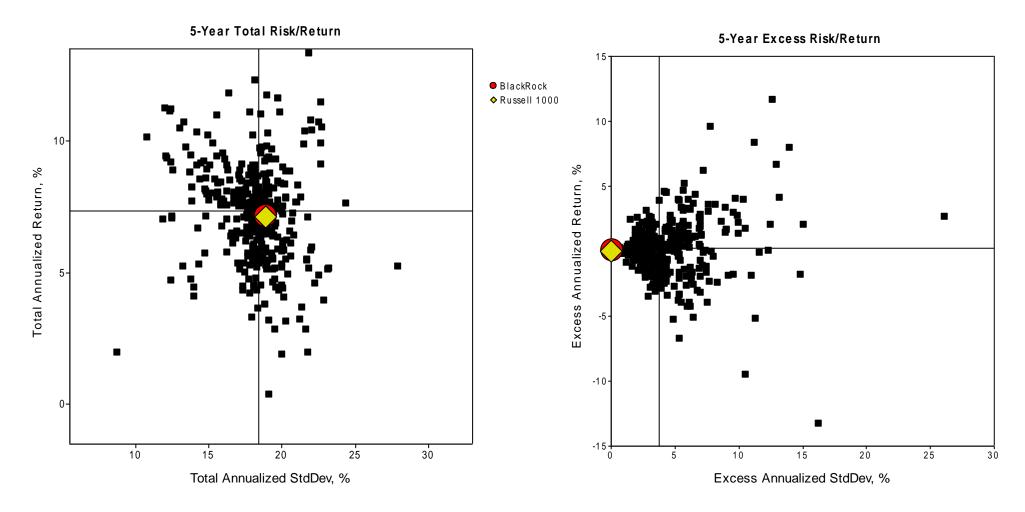
Performance and related statistics calculated using Mellon's Workbench E-Chart All performance is shown **gross of fees**.

Water and Power Employees' Retirement Plan **US Equity Segment - Public (USD) - Monthly** As of June 30, 2013 **Cumulative Performance Comparisons** 35.00 30.00 25.00 20.00 Ann Return 00'51 10.00 5.00 0.00 Min/Max -5.00 Qtr ending Jun 13 1 Year 3 Years 5 Years %Tile %Tile Value %Tile %Tile Value Rank Value Rank Rank Value Rank Maximum 4.46 28.40 32.49 9.57 3.01 22.79 19.08 7.77 25th Percentile 18.65 Median Percentile 2.76 21.98 7.10 75th Percentile 2.33 21.07 17.95 6.37 Minimum 0.34 15.46 13.49 -0.74 # of Portfolios 87 77 55 83 Domestic Equity 3.55 6 5 23.02 21 17 18.29 69 54 6.74 62 35 Russell 3000 (blend) 2.69 57 50 21.49 63 53 51 40 7.25 43 24 18.64 Universe Source: The Bank of New York Mellon Corporation; Universe Status: Final

Water and Power Employees' Retirement Plan Non-US Equity Segment - Public (USD) - Monthly As of June 30, 2013 **Cumulative Performance Comparisons** 25.00 20.00 15.00 10.00 Ann Return 5.00 0.00 -5.00 Min/Max -10.00 Qtr ending Jun 13 1 Year 3 Years 5 Years Value %Tile %Tile %Tile %Tile Rank Value Rank Value Rank Value Rank Maximum 3.23 23.23 18.20 4.35 0.95 25th Percentile -0.86 18.13 10.98 0.25 Median Percentile -1.87 16.33 10.06 75th Percentile -2.62 14.33 8.68 -0.39 Minimum -5.30 4.12 2.78 -2.66 # of Portfolios 50 81 76 69 International Equity -0.65 21 17 17.98 27 21 8.08 59 0.54 39 20 84 ■ MSCI ACWI ex US IMI (blend) -3.27 88 73 83 64 86 60 -0.31 72 37 13.53 8.01

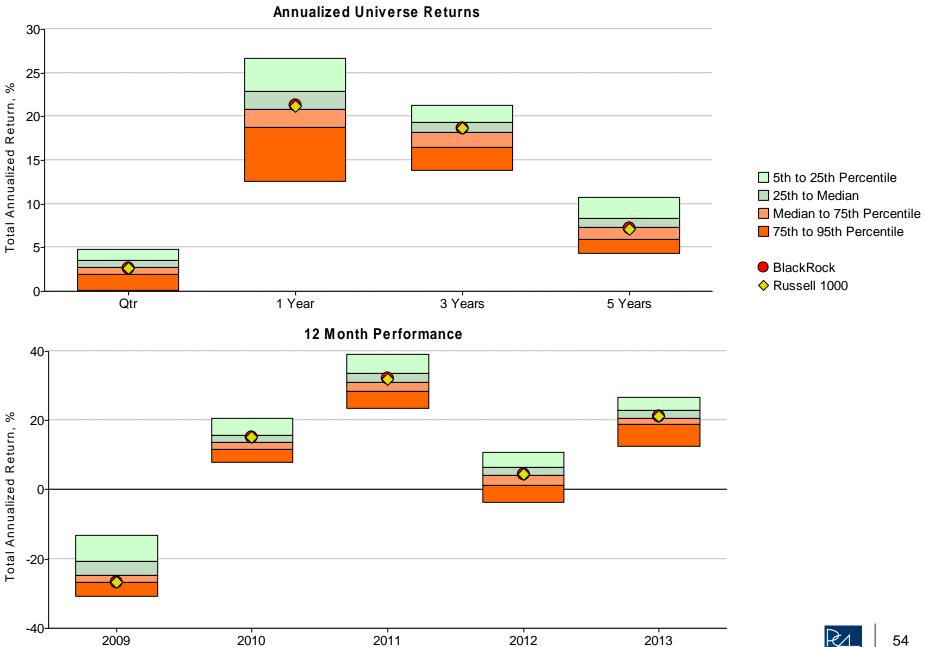
Universe Source: The Bank of New York Mellon Corporation; Universe Status: Final

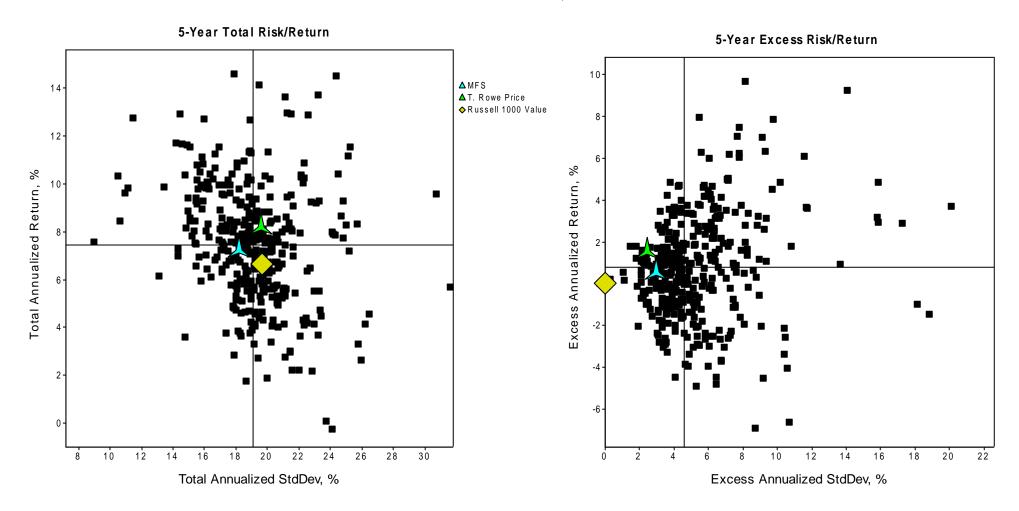
Water and Power Employees' Retirement Plan **US Fixed Income Segment - Public (USD) - Monthly** As of June 30, 2013 **Cumulative Performance Comparisons** 15.00 10.00 5.00 Ann Return 0.00 -5.00 Min/Max -10.00 Qtr ending Jun 13 1 Year 3 Years 5 Years Value %Tile %Tile %Tile %Tile Rank Value Rank Value Rank Value Rank Maximum -0.22 10.34 10.36 12.74 2.42 5.93 6.91 25th Percentile -2.16 4.93 Median Percentile -2.55 1.03 6.13 75th Percentile -3.03 -0.28 4.14 5.30 Minimum -5.79 -7.29 0.84 -3.42 # of Portfolios 77 70 53 Fixed Income -2.33 30 1.54 40 31 5.34 43 31 6.57 36 20 36 BC Universal -2.37 37 31 0.24 66 51 4.08 78 56 5.52 70 38 Universe Source: The Bank of New York Mellon Corporation; Universe Status: Final



	Annualized Return, %	Annualized StdDev, %	Sharpe Ratio
BlackRock	7.17	18.85	0.38
Russell 1000	7.12	18.85	0.38
Large Cap Manager Universe Median	7.33	18.38	0.40

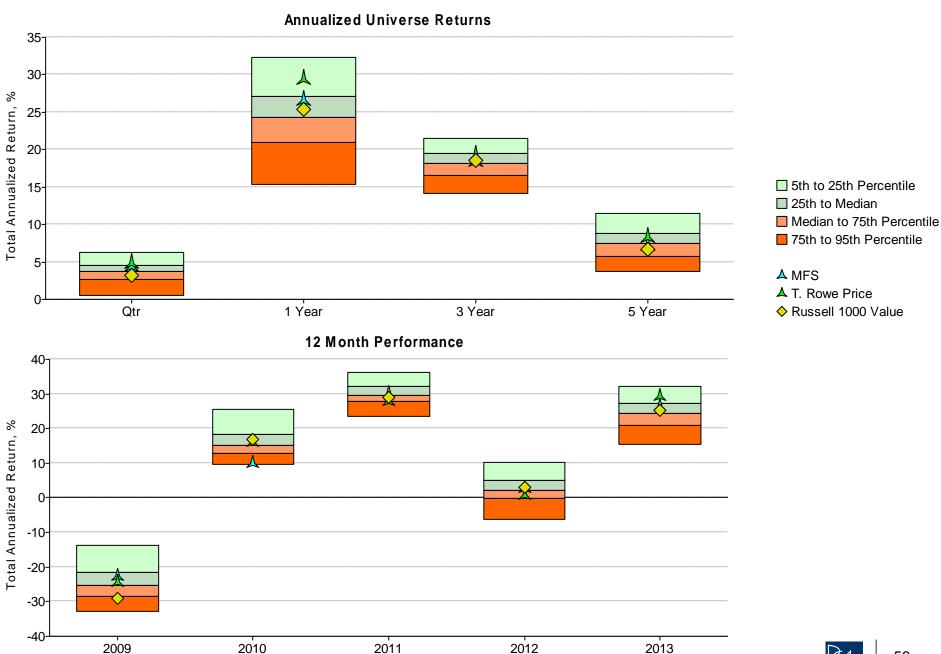
	Annualized	Annualized	Sharpe
	Excess	Excess	Ratio,
	Return, %	StDev, %	Excess
BlackRock	0.05	0.09	0.56
Russell 1000	0.00	0.00	NA
Large Cap Manager Universe Median	0.21	3.74	0.08

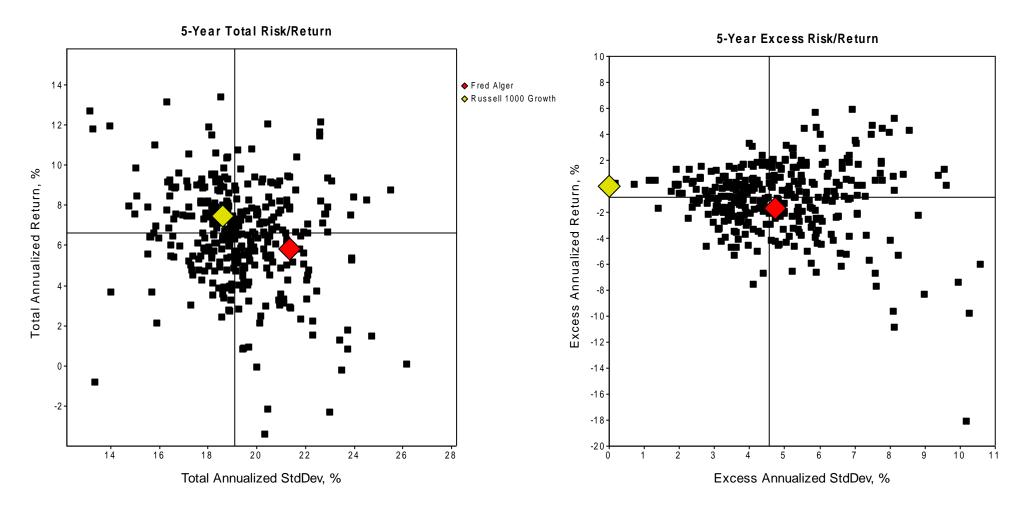




	Annualized	Annualized	Sharpe
	Return, %	StdDev, %	Ratio
MFS	7.24	18.22	0.40
T. Rowe Price	8.22	19.59	0.42
Russell 1000 Value	6.67	19.64	0.34
Large Value Manager Universe Median	7.45	19.10	0.39

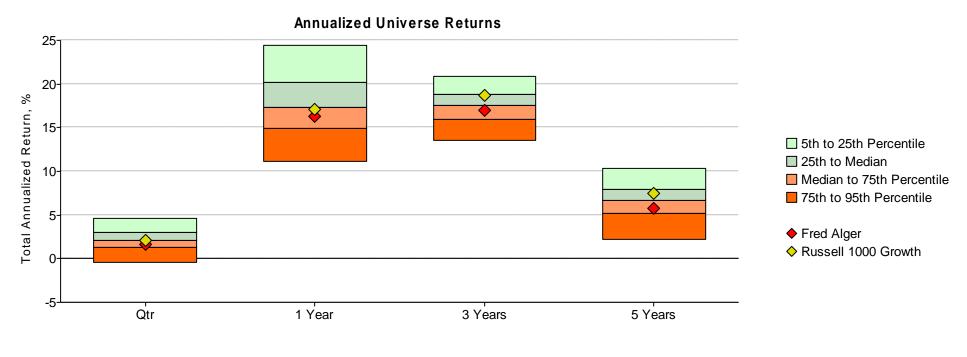
	Annualized	Annualized	Sharpe
	Excess	Excess	Ratio,
	Return, %	StDev, %	Excess
MFS	0.57	2.96	0.19
T. Rowe Price	1.54	2.45	0.63
Russell 1000 Value	0.00	0.00	NA
Large Value Manager Universe Median	0.78	4.58	0.17



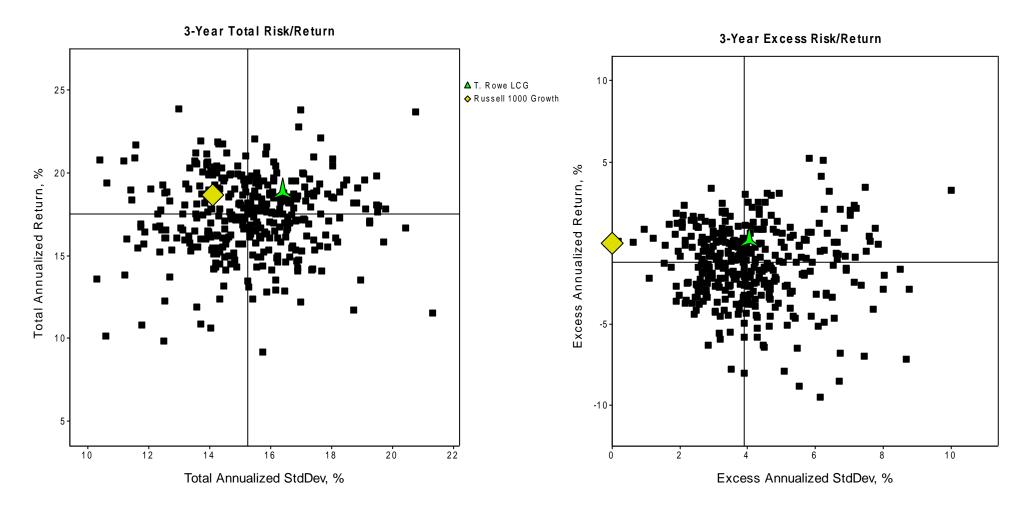


	Annualized Return, %	Annualized StdDev, %	Sharpe Ratio
Fred Alger	5.80	21.36	0.27
Russell 1000 Growth	7.47	18.59	0.40
Large Growth Manager Universe Median	6.63	19.07	0.35

	Annualized	Annualized	Sharpe
	Excess	Excess	Ratio,
	Return, %	StDev, %	Excess
Fred Alger	-1.67	4.73	-0.35
Russell 1000 Growth	0.00	0.00	NA
Large Growth Manager Universe Median	-0.85	4.57	-0.19

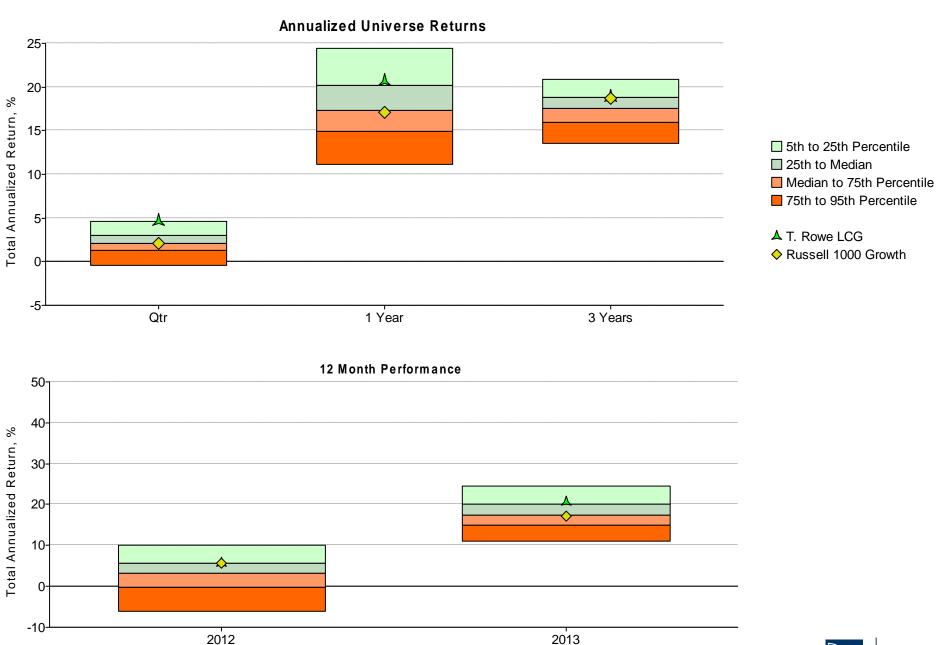




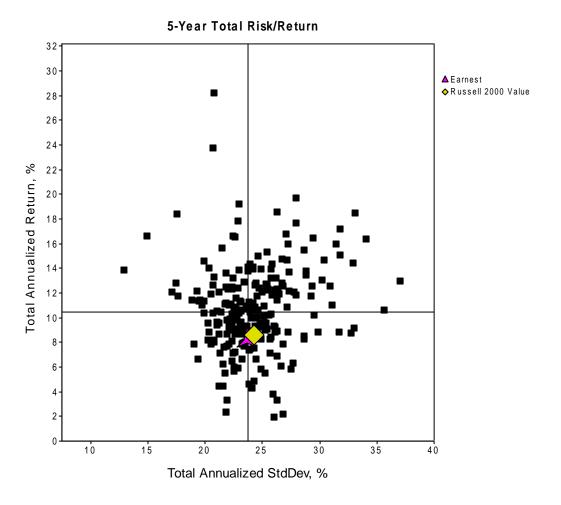


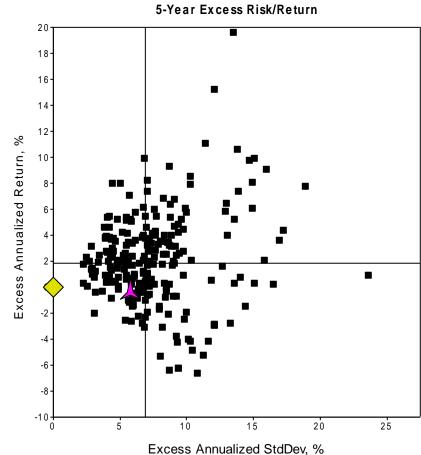
	Annualized Return, %	Annualized StdDev, %	Sharpe Ratio
T. Rowe LCG	18.84	16.39	1.15
Russell 1000 Growth	18.68	14.11	1.32
Large Growth Manager Universe Median	17.53	15.23	1.14

	Annualized	Annualized	Sharpe
	Excess	Excess	Ratio,
	Return, %	StDev, %	Excess
T. Rowe LCG	0.16	4.03	0.04
Russell 1000 Growth	0.00	0.00	NA
Large Growth Manager Universe Median	-1.15	3.88	-0.28



WPERP Small Cap Value Manager Comparisons as of June 30, 2013

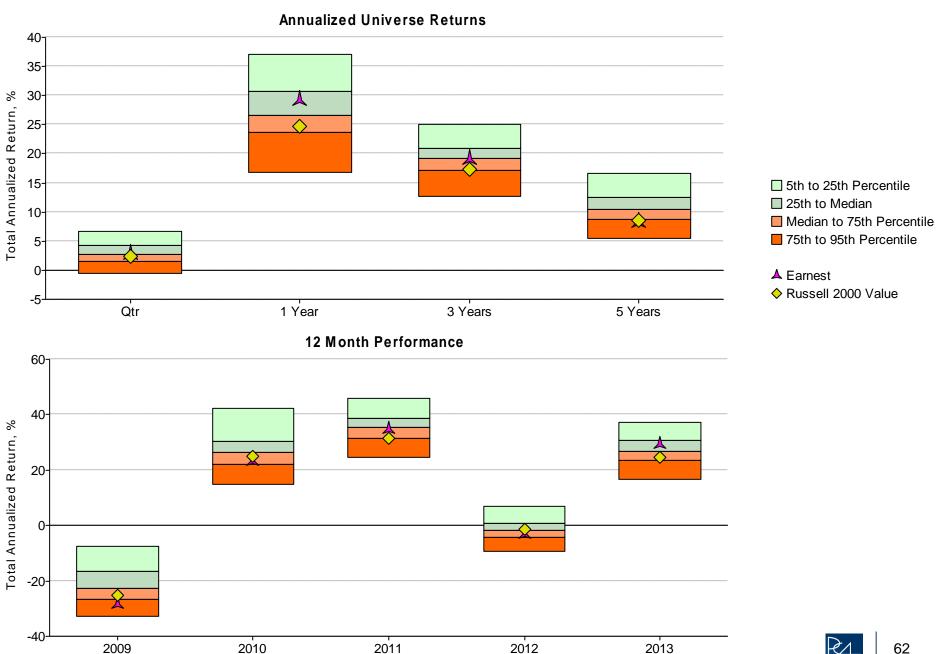


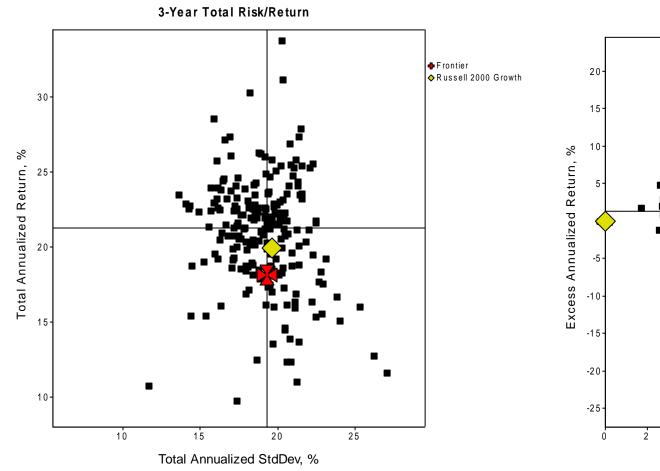


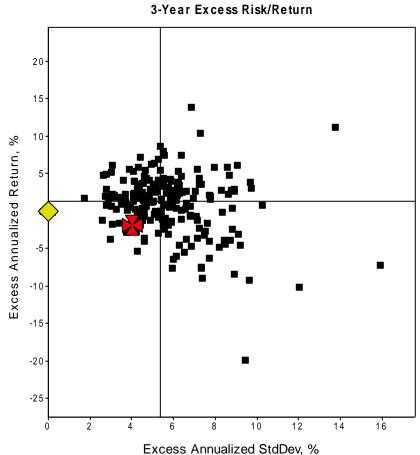
	Annualized Return, %	Annualized StdDev, %	Sharpe Ratio
Earnest	8.23	23.70	0.35
Russell 2000 Value	8.59	24.31	0.35
Small Cap Value Universe Median	10.45	23.76	0.44

	Annualized	Annualized	Sharpe
	Excess	Excess	Ratio,
	Return, %	StDev, %	Excess
Earnest	-0.36	5.80	-0.06
Russell 2000 Value	0.00	0.00	NA
Small Cap Value Universe Median	1.85	6.89	0.30

WPERP Small Cap Value Manager Comparisons as of June 30, 2013

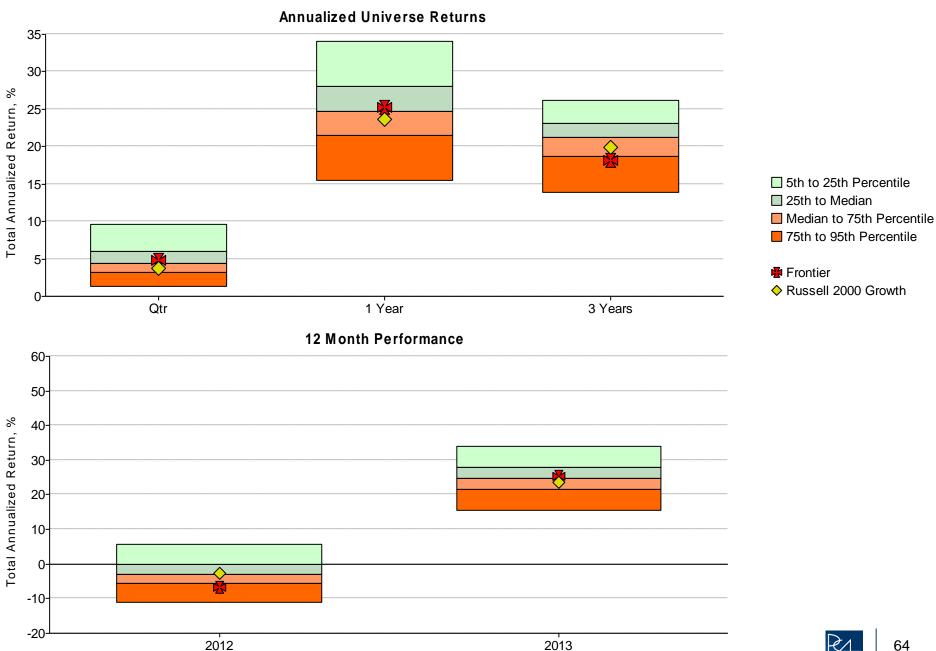




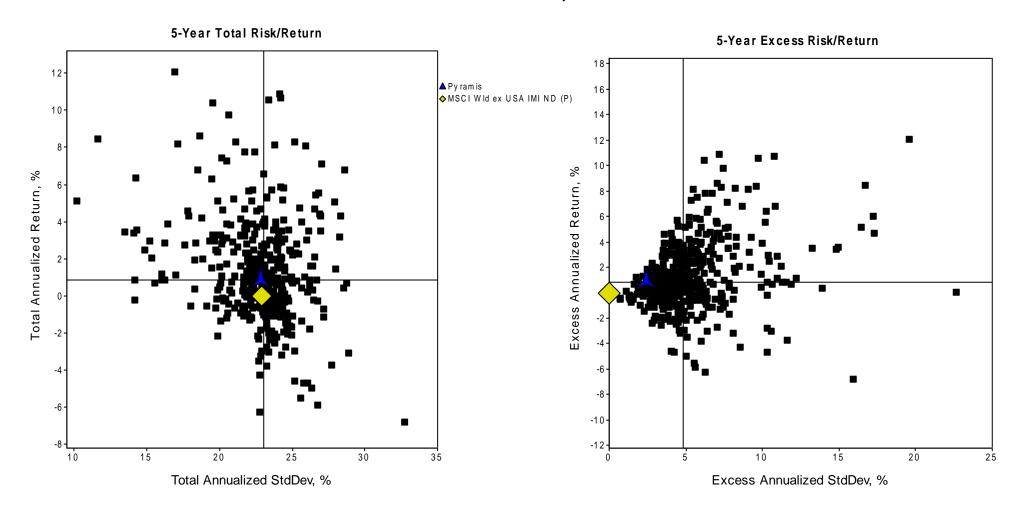


	Annualized Return, %	Annualized StdDev, %	Sharpe Ratio
Frontier	18.11	19.29	0.94
Russell 2000 Growth	19.97	19.64	1.02
Small Cap Growth Universe Median	21.30	19.27	1.12

	Annualized	Annualized	Sharpe
	Excess	Excess	Ratio,
	Return, %	StDev, %	Excess
Frontier	-1.85	4.01	-0.46
Russell 2000 Growth	0.00	0.00	NA
Small Cap Growth Universe Median	1.34	5.38	0.28



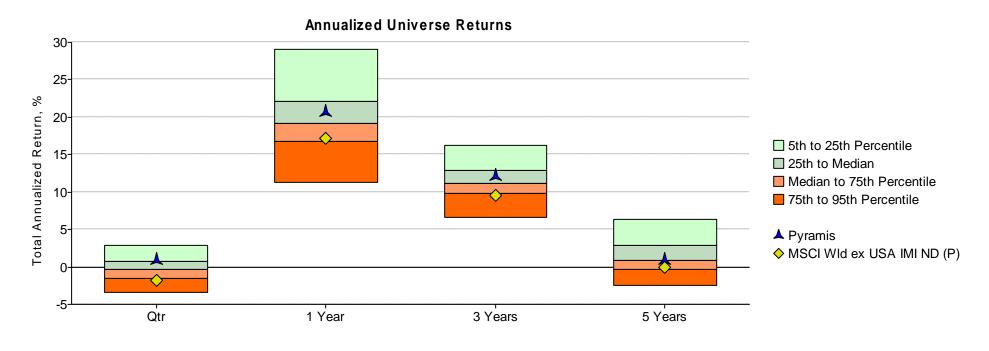
WPERP International Equity Manager Comparisons as of June 30, 2013

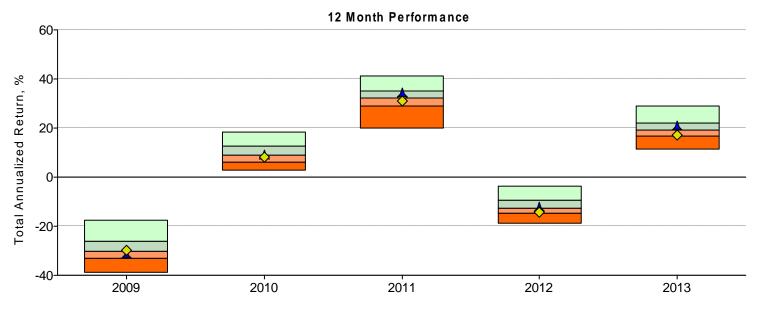


	Annualized Return, %	Annualized StdDev, %	Sharpe Ratio
Pyramis	0.88	22.85	0.04
MSCI WId ex USA IMI ND (P)	-0.02	22.87	0.00
International Equity Universe Median	0.85	23.07	0.04

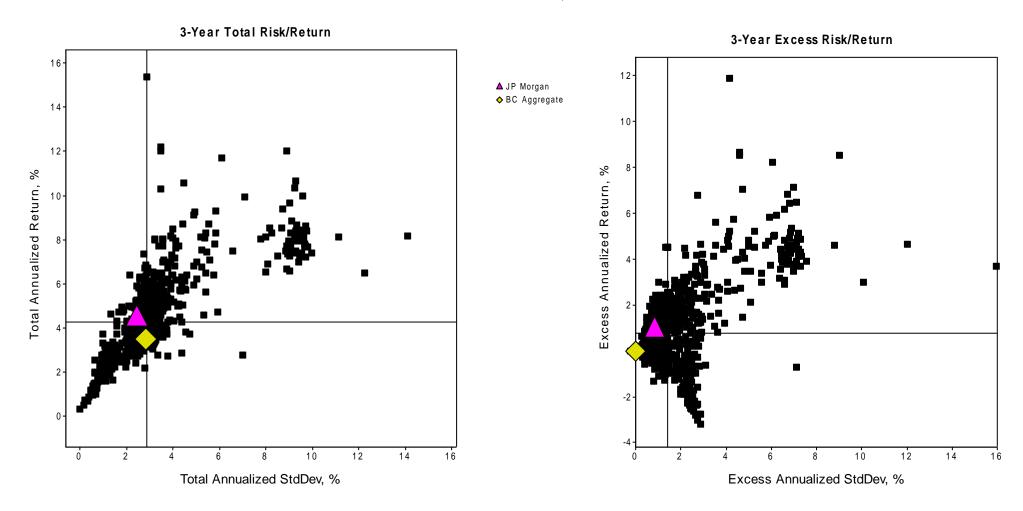
	Annualized	Annualized	Sharpe
	Excess	Excess	Ratio,
	Return, %	StDev, %	Excess
Pyramis	0.89	2.44	0.37
MSCI Wid ex USA IMI ND (P)	0.00	0.00	NA
International Equity Universe Median	0.86	4.81	0.20

WPERP International Equity Manager Comparisons as of June 30, 2013





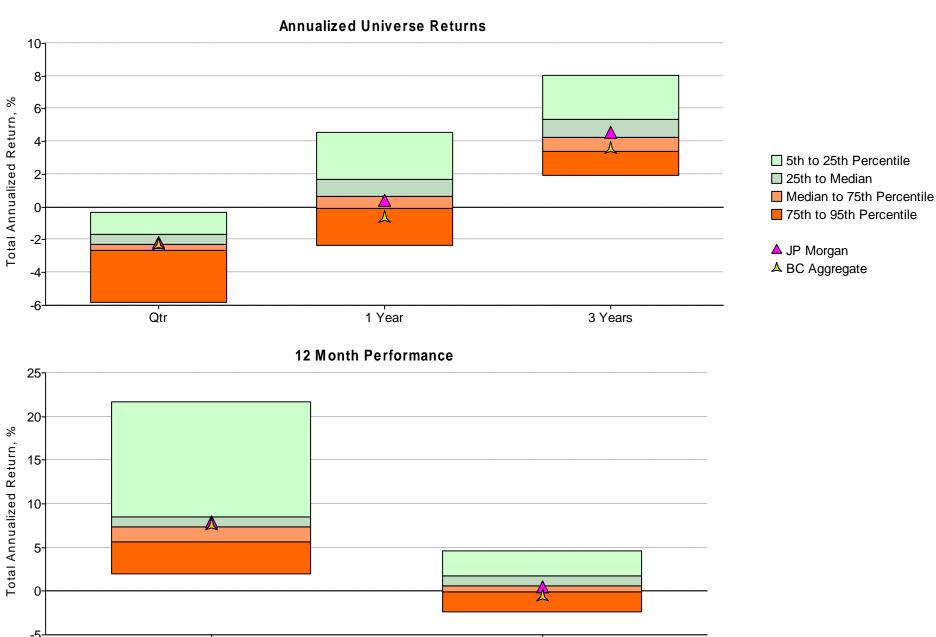
WPERP Fixed Income Manager Comparisons as of June 30, 2013



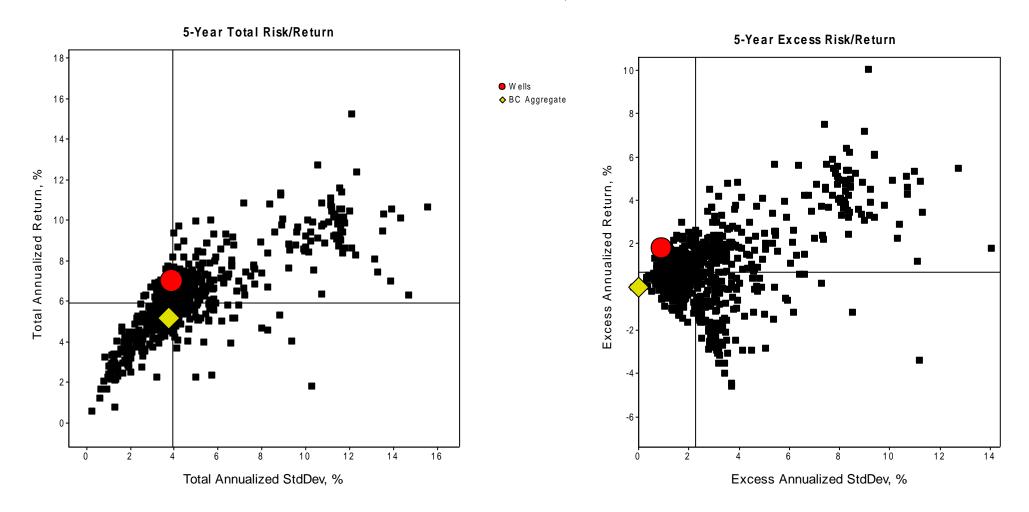
	Annualized Return, %	Annualized StdDev, %	Sharpe Ratio
JP Morgan	4.41	2.44	1.81
BC Aggregate	3.51	2.85	1.23
Fixed Income Manager Universe Median	4.28	2.89	1.51

	Annualized	Annualized	Sharpe
	Excess	Excess	Ratio,
	Return, %	StDev, %	Excess
JP Morgan	0.90	0.82	1.10
BC Aggregate	0.00	0.00	NA
Fixed Income Manager Universe Median	0.77	1.39	0.61

WPERP Fixed Income Manager Comparisons as of June 30, 2013



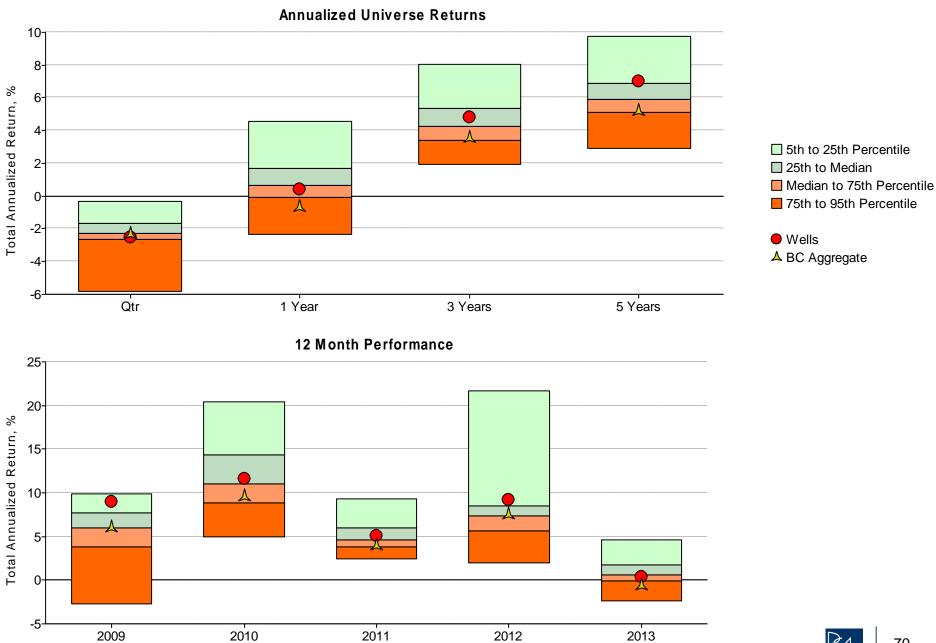
WPERP Fixed Income Manager Comparisons as of June 30, 2013



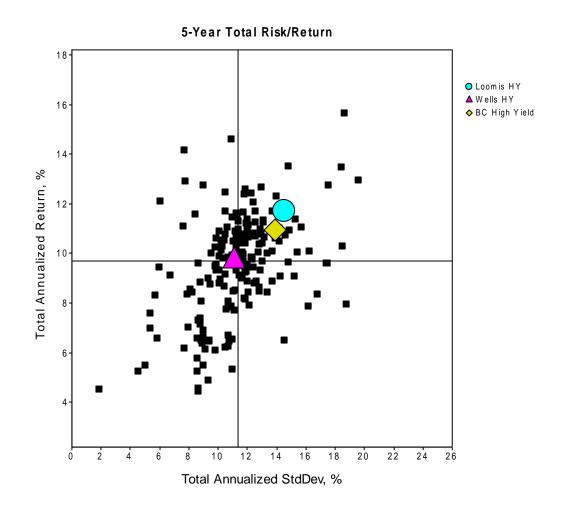
	Annualized Return, %	Annualized StdDev, %	Sharpe Ratio
Wells	6.99	3.90	1.79
BC Aggregate	5.19	3.73	1.39
Fixed Income Manager Universe Median	5.89	3.93	1.50

	Annualized	Annualized	Sharpe
	Excess	Excess	Ratio,
	Return, %	StDev, %	Excess
Wells	1.81	0.91	1.98
BC Aggregate	0.00	0.00	NA
Fixed Income Manager Universe Median	0.70	2.28	0.37

WPERP Fixed Income Manager Comparisons as of June 30, 2013



WPERP High Yield Manager Comparisons as of June 30, 2013

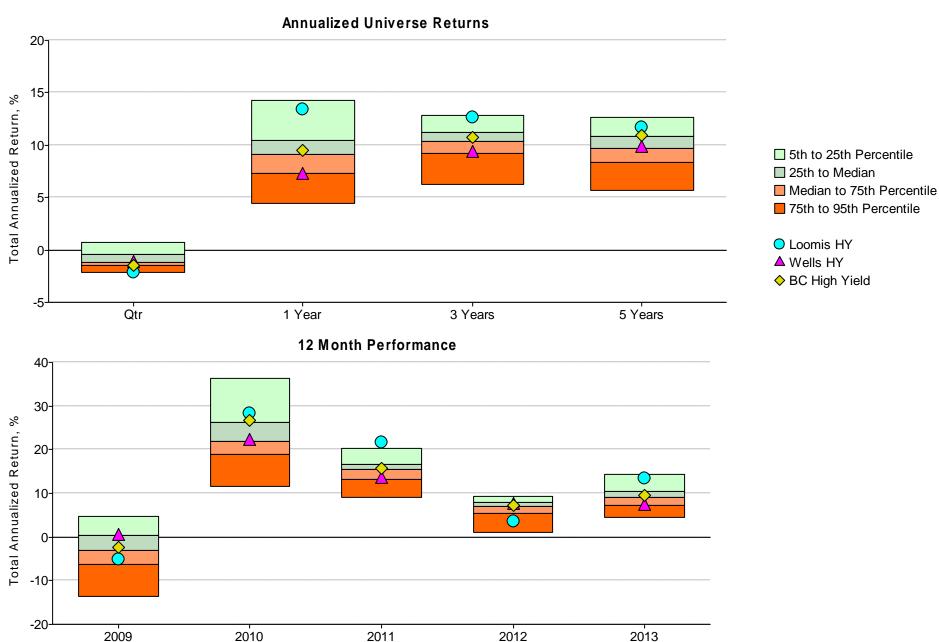


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	-10	2	4	6	8	10	12	14
			Exc	ess Anı	nualized	StdDev	, %	

	Annualized Return, %	Annualized StdDev, %	Sharpe Ratio
Loomis HY	11.72	14.51	0.81
Wells HY	9.70	11.06	0.88
BC High Yield	10.94	13.91	0.79
U.S. High Yield Universe Median	9.71	11.33	0.85

	Annualized	Annualized	Sharpe
	Excess	Excess	Ratio,
	Return, %	StDev, %	Excess
Loomis HY	0.78	2.97	0.26
Wells HY	-1.23	3.21	-0.39
BC High Yield	0.00	0.00	NA
U.S. High Yield Universe Median	-1.23	4.54	-0.26

WPERP High Yield Manager Comparisons as of June 30, 2013



APPENDIX

MANAGER WATCH CRITERIA

	Short-term	Medium-term	
Asset Class	(Rolling 12 month periods)	(Rolling 36 month periods)	Long-term
Active Domestic Equity	Portfolio Return <	Portfolio AnnIzd. Return	VRR < 0.98
	Benchmark Return	< Benchmark Annizd.	at 2 consecutive calendar qtr end
	- 3.0% at 2 consecutive calendar qtr	Return – 1.5% at 2	dates.
	end dates.	consecutive calendar qtr end dates.	
Passive Domestic	Tracking Error >	Tracking Error > 0.20% at	Portfolio Annlzd. Return <
Equity	0.35% at 2 consecutive calendar qtr	2 consecutive calendar qtr end dates.	Benchmark Annlzd.
	end dates		Return –0.10% at 2
			consecutive calendar qtr end
			dates.
Active International	Portfolio Return <	Portfolio AnnIzd. Return <	VRR < 0.98
Equity	Benchmark Return	Benchmark Annizd.	at 2 consecutive calendar qtr end
	- 4.5% at 2 consecutive calendar qtr	Return – 2.5% for 2	dates.
	end dates.	consecutive calendar qtr end dates.	
Active Fixed Income	Portfolio Return <	Portfolio Annlzd. Return <	VRR < 0.99 at 2
	Benchmark Return	Benchmark Annizd.	consecutive calendar qtrs.
	- 1.0% at 2 consecutive calendar qtr	Return – 0.6% at 2	
	end dates.	consecutive calendar qtr end dates.	
Fund of Hedge Funds	Portfolio Return <	Portfolio AnnIzd. Return < Benchmark	VRR < 1.00 at 2 consecutive
(Real Return)	Benchmark Return	Annlzd. Return – 2.5% at 2 consecutive	calendar qtr end dates.
	- 3.5% at 2 consecutive calendar qtr	calendar qtr end dates.	
	end dates.		
Global Inflation Linked	Portfolio Return <	Portfolio AnnIzd. Return < Benchmark	VRR < 0.99 at 2 consecutive
Securities	Benchmark Return	Annlzd. Return – 1.5% at 2 consecutive	calendar qtr end dates.
(Real Return)	- 2.0% at 2 consecutive calendar qtr	calendar qtr end dates.	
	end dates.		

^{*}All portfolio returns are gross of manager fees.

SUMMARY OF WPERP RETIREMENT PLAN PORTFOLIO TRANSITIONS

Manager	Mandate	Funded	Terminated	
2003				
BlackRock (formerly Merrill Lynch)	Passive Core	3Q 2003		
Northern Trust	Passive Core	3Q 2003	1Q 2005	
2004		•		
Fred Alger	Large Cap Growth	1Q 2004		
Intech	Large Cap Growth	1Q 2004	3Q 2009	
MFS	Large Cap Value	1Q 2004		
Invesco	International	2Q 2004	4Q 2011	
T. Rowe Price	Large Cap Value	3Q 2004		
ING/Aeltus	Core Fixed Income	3Q 2004	4Q 2009	
Wells Capital	Core Fixed Income	3Q 2004		
Bank of New York	Small Cap Growth	4Q 2004	1Q 2006	
Earnest Partners	Small Cap Value	4Q 2004		
Pyramis (formerly Fidelity)	International	4Q 2004		
Wells Capital	High Yield	4Q 2004		
2005				
Boston Company	International	1Q 2005	4Q 2011	
Loomis Sayles	High Yield	1Q 2005		
Boston Company	Emerging Markets	1Q 2005	4Q 2011	
T. Rowe Price	Emerging Markets	1Q 2005	3Q 2011	
Boston Company	Large Cap Active		1Q 2005	
2006				
Lexington VI	Private Equity	3Q 2006		
Northpointe	Small Cap Growth	3Q 2006	2Q 2009	
Paradigm	Small Cap Growth	3Q 2006	1Q 2010	
Landmark XIII	Private Equity	4Q 2006		
Prisa	Real Estate	4Q 2006		
2007				
Aetos	Hedge Fund	1Q 2007		
PAAMCO	Hedge Fund	1Q 2007	4Q 2010	
Prisa II	Real Estate	2Q 2007		
JPM Strategic	Real Estate	3Q 2007		
2008				
HRJ	Private Equity	1Q 2008		
Fisher Lynch	Private Equity	2Q 2008		
CB Richard Ellis	Real Estate	2Q 2008		
Landmark XIV	Private Equity	3Q 2008		
2009				
Oaktree V	Private Equity	1Q 2009		

(Continued)

Manager	Mandate	Funded	Terminated	
2010				
Mesa West	Real Estate	1Q 2010		
Lexington VII	Private Equity	1Q 2010		
T. Rowe Price	Large Cap Growth	2Q 2010		
Frontier	Small Cap Growth	2Q 2010		
JP Morgan	Core Fixed Income	2Q 2010		
WAMCO	GILS	2Q 2010		
2011				
EnergyCap VIII	Private Equity	1Q 2011		
Audax Mezz III	Private Equity	1Q 2011		
Lone Star II	Real Estate	2Q 2011		
Lone Star VII	Real Estate	2Q 2011		
Invesco	Real Estate	3Q 2011		
Vista Equity Partners IV	Private Equity	4Q 2011		
DRA	Real Estate	4Q 2011		
2012				
AG Core	Real Estate	1Q 2012		
Gateway (replication)	Covered Calls	2Q 2012		
Gateway (non-replication)	Covered Calls	2Q 2012		
BlackRock	Developed International	3Q 2012		
MFS	Developed International	3Q 2012		
L.A. Capital	Emerging Markets	3Q 2012		
PCCP	Real Estate	3Q 2012		
Blackstone	Real Estate	3Q 2012		
ARS VI	Real Estate	3Q 2012		
Bristol Value II	Real Estate	4Q 2012		
AresCorp. Opp. IV	Private Equity	4Q 2012		
Vontobel	Emerging Markets	4Q 2012		
2013				
EnergyCap IX	Private Equity	1Q 2013		
DFA	Real Estate	1Q 2013		

WPERP RETIREMENT PLAN POLICY BENCHMARK DESCRIPTION

Time Period	Policy Benchmarks
Thru 3/31/2003	60% S&P 500 30% Citigroup BIG 10% Citigroup T-Bill
4/1/2003-12/31/2006	40% Russell 3000 15% MSCI ACWI ex U.S. 35% BC Universal 1% T-Bill The Plan had allocated 5% to Alternatives and 4% to Real Estate asset classes. Since both of these asset classes were not funded until 1Q 2007, the policy benchmark was calculated on a pro-weighted basis (on total of 91%) during this period.
1/1/2007-2/28/2007	40% Russell 3000 15% MSCI ACWI ex U.S. 35% BC Universal 4% NCREIF Lag 4.25% Cambridge U.S. Private Equity Lag, 0.75% Cambridge U.S. Venture Capital Lag 1% T-Bill
3/1/2007-6/30/2008	40% Russell 3000 15% MSCI ACWI ex U.S. 35% BC Universal 4% NCREIF Lag 3.40% Cambridge U.S. Private Equity Lag, 0.60% Cambridge U.S. Venture Capital Lag 1% T-Bill + 3% Lag 1% T-Bill
7/1/2008-12/31/2008	40% Russell 3000 24% MSCI ACWI ex U.S. 30% BC Universal 2% NCREIF Lag 0.85% Cambridge U.S. Private Equity Lag, 0.15% Cambridge U.S. Venture Capital Lag 2% T-Bill + 3% Lag 1% T-Bill
1/1/2009-6/30/2009	40% Russell 3000 24% MSCI ACWI ex U.S. IMI 30% BC Universal 2% NCREIF Lag 0.85% Cambridge U.S. Private Equity Lag, 0.15% Cambridge U.S. Venture Capital Lag 2% T-Bill + 3% Lag 1% T-Bill

WPERP RETIREMENT PLAN POLICY BENCHMARK DESCRIPTION - CONTINUED

Time Period	Policy Benchmarks
7/1/2009-9/30/2010	33% Russell 3000 17% MSCI ACWI ex U.S. IMI 40% BC Universal 3% NCREIF Lag 1.70% Cambridge U.S. Private Equity Lag, 0.30% Cambridge U.S. Venture Capital Lag 3% T-Bills + 3% Lag 2% T-Bill
10/1/2010-9/30/2011	34% Russell 3000 20% MSCI ACWI ex U.S. IMI 33% BC Universal 4% NCREIF Lag 2.55% Cambridge U.S. Private Equity Lag, 0.45% Cambridge U.S. Venture Capital Lag 5% T-Bills + 3% Lag 1% T-Bill
10/1/2011-3/31/2012	35% Russell 3000 22% MSCI ACWI ex U.S. IMI 33% BC Universal 2% NCREIF Lag 2% Russell 3000 + 3% Lag 5% T-Bills + 3% Lag 1% T-Bill
4/1/2012-6/30/2013	34% Russell 3000 21% MSCI ACWI ex U.S. IMI 25% BC Universal 5% CBOE BXM 4% NCREIF Lag 4% Russell 3000 + 3% Lag 6% T-Bills + 3% Lag 1% T-Bill

WPERP HEALTH PLAN POLICY BENCHMARK DESCRIPTION

Time Period	Policy Benchmarks
Thru 9/30/2009	60% Russell 3000 40% BC Universal
10/1/09-6/30/10	37% Russell 3000 15% MSCI ACWI ex U.S. IMI 45% BC Universal 0.85% Cambridge U.S. Private Equity Lag , 0.15% Cambridge U.S. Venture Capital Lag 2% T-Bill
7/1/2010-9/30/2011	34% Russell 3000 18% MSCI ACWI ex U.S. IMI 42% BC Universal 0.85% Cambridge U.S. Private Equity Lag, 0.15% Cambridge U.S. Venture Capital Lag 3% T-Bill + 3% Lag 2% T-Bill
10/1/2011-3/31/2012	36% Russell 3000 20% MSCI ACWI ex U.S. IMI 36% BC Universal 1% NCREIF Lag 1% Russell 3000 + 3% Lag 5% T-Bill + 3% Lag 1% T-Bill
4/1/2012-6/30/2013	35% Russell 3000 21% MSCI ACWI ex U.S. IMI 26% BC Universal 5% CBOE BXM 3% NCREIF Lag 3% Russell 3000 + 3% Lag 6% T-Bills + 3% Lag 1% T-Bill

Retirement Plan Evolving Investment Policy Allocations

Asset Class	10/1/2011- 3/31/2012	4/1/2012- 6/30/2013	7/1/2013- 6/30/2014
Domestic Equity	35	34	33
International Equity	22	21	21
Fixed Income	33	25	24
Covered Calls	0	5	5
Real Return	5	6	6
Private Equity	2	4	5
Real Estate	2	4	5
Cash	1	1	1

Health Plan Evolving Investment Policy Allocations

Asset Class	10/1/2011- 3/31/2012	4/1/2012- 6/30/2013	7/1/2013- 6/30/2014
Domestic Equity	36	35	33
International Equity	20	21	21
Fixed Income	36	26	24
Covered Calls	0	5	5
Real Return	5	6	6
Private Equity	1	3	5
Real Estate	1	3	5
Cash	1	1	1

PERFORMANCE ATTRIBUTION GLOSSARY

Performance Attribution - the process of comparing a portfolio's performance with its benchmark, and identify and quantify sources of differential returns (also called active returns).

Differential Returns / Active Returns / Value Added – The difference between the return on a portfolio and the return on the benchmark.

Impact on Return

Attribution Segment	Definition	Formula	Where:
Weighting (also called allocation, sector allocation, or pure sector allocation)	The effects of portfolio manager decisions to over/underweight each sector	Allocation $(w_i - W_i) \times (b_i - b)$	 w_i = portfolio segment weight W_i = benchmark segment weight b_i = benchmark segment return b = total benchmark return
Selection (also called within-sector selection)	The effects of portfolio manager decision to buy specific securities	Selection $(r_i - b_i) \times W_i$	r _i = portfolio segment return b _i = benchmark segment return W _i = benchmark segment weight
Interaction (also called allocation/selection interaction)	The effects of portfolio managers decisions to security selection can inadvertently cause sector over/underweighting.	Interaction $(r_i - b_i) \times (w_i - W_i)$	$ \begin{aligned} r_i &= \text{portfolio segment return} \\ b_i &= \text{benchmark segment return} \\ w_i &= \text{portfolio segment weight} \\ W_i &= \text{benchmark segment weight} \end{aligned} $

GLOSSARY OF TERMS

Alpha - The premium an investment earns above a set standard. This is usually measured in terms of a common index (i.e., how the stock performs independent of the market). An Alpha is usually generated by regressing a security's excess return on the S&P 500 excess return.

Annualized Performance - The annual rate of return that when compounded t times generates the same t-period holding return as actually occurred from period 1 to period t.

Batting Average - Percentage of periods a portfolio outperforms a given index.

Beta - The measure of an asset's risk in relation to the Market (for example, the S&P 500) or to an alternative benchmark or factors. Roughly speaking, a security with a Beta of 1.5 will have moved, on average, 1.5 times the market return.

Bottom-up - A management style that de-emphasizes the significance of economic and market cycles, focusing instead on the analysis of individual securities.

Dividend Discount Model - A method to value the common stock of a company that is based on the present value of the expected future dividends.

Growth Stocks - Common stock of a company that has an opportunity to invest money and earn more than the opportunity cost of capital.

Information Ratio - The ratio of annualized expected residual return to residual risk. A central measurement for active management, value added is proportional to the square of the information ratio.

R-Squared - Square of the correlation coefficient. The proportion of the variability in one series that can be explained by the variability of one or more other series in a regression model. A measure of the quality of fit. 100% R-square means perfect predictability.

Standard Deviation - The square root of the variance. A measure of dispersion of a set of data from its mean.

Sharpe Ratio - A measure of a portfolio's excess return relative to the total variability of the portfolio.

Style Analysis - A returns-based analysis using a multi-factor attribution model. The model calculates a product's average exposure to particular investment styles over time (i.e., the product's normal style benchmark).

Top-down - Investment style that begins with an assessment of the overall economic environment and makes a general asset allocation decision regarding various sectors of the financial markets and various industries.

Tracking Error - The standard deviation of the difference between the performance of a portfolio and an appropriate benchmark.

Turnover - For mutual funds, a measure of trading activity during the previous year, expressed as a percentage of the average total assets of the fund. A turnover rate of 25% means that the value of trades represented one-fourth of the assets of the fund.

Value Stocks - Stocks with low price/book ratios or price/earnings ratios. Historically, value stocks have enjoyed higher average returns than growth stocks (stocks with high price/book or P/E ratios) in a variety of countries.

DEFINITION OF BENCHMARKS

BC Aggregate: an index comprised of approximately 6,000 publicly traded investment-grade bonds including U.S. Government, mortgage-backed, corporate, and yankee bonds with an approximate average maturity of 10 years.

BC High Yield: covers the universe of fixed rate, non-investment grade debt. Eurobonds and debt issues from countries designated as emerging markets (e.g., Argentina, Brazil, Venezuela, etc.) are excluded, but Canadian and global bonds (SEC registered) of issuers in non-EMG countries are included. Original issue zeroes, step-up coupon structures, 144-As and pay-in-kind bonds (PIKs, as of October 1, 2009) are also included. Must be rated high-yield (Ba1/BB+ or lower) by at least two of the following ratings agencies: Moody's, S&P, Fitch. If only two of the three agencies rate the security, the lower rating is used to determine index eligibility. All issues must have at least one year to final maturity regardless of call features and have at least \$150 million par amount outstanding.

BC Multiverse Non-US Hedged: provides a broad-based measure of the international fixed-income bond market. The index represents the union of the BC Global Aggregate Index and the BC Global High Yield Index. In this sense, the term "Multiverse" refers to the concept of multiple universes in a single macro index.

BC U.S. Credit: includes publicly issued U.S. corporate and foreign debentures and secured notes that which are rated investment grade or higher by Moody's Investor Services, Standard and Poor's Corporation, or Fitch Investor's Service, with all issues having at least one year to maturity and an outstanding par value of at least \$250 million. Issues must be publicly issued, dollar-denominated and non-convertible.

BC U.S. Government: includes treasuries (i.e., public obligations of the U.S. Treasury that have remaining maturities of more than one year) and agencies (i.e., publicly issued debt of U.S. Government agencies, quasi-federal corporations, and corporate or foreign debt guaranteed by the U.S. Government).

BC Universal: includes market coverage by the Aggregate Bond Index fixed rate debt issues, which are rated investment grade or higher by Moody's Investor Services, Standard and Poor's Corporation, or Fitch Investor's Service, with all issues having at least one year to maturity and an outstanding par value of at least \$100 million) and includes exposures to high yield CMBS securities. All returns are market value weighted inclusive of accrued interest.

BC World Govt Inflation-Linked Bond (WGILB): measures the performance of the major government inflation-linked bond markets. The index is designed to include only those markets in which a global government linker fund is likely and able to invest. To be included a market must have aggregate issuance of \$4 billion or more and have minimum rating of A3/A- for G7 and euro-zone issuers, Aa3/AA- otherwise, using the middle rating from Moody's, S&P and Fitch ("two out of three" rule). The index is available in local currency and in most major currencies hedged or un-hedged.

CBOE S&P 500 BuyWrite Index (BXM): is a benchmark index designed to track the performance of a hypothetical buy-write strategy on the S&P 500 Index. Announced in April 2002, the BXM Index was developed by the CBOE in cooperation with Standard & Poor's. To help in the development of the BXM Index, the CBOE commissioned Professor Robert Whaley to compile and analyze relevant data from the time period from June 1988 through December 2001. Data on daily BXM prices now is available from June 30, 1986, to the present time (see below). The BXM is a passive total return index based on (1) buying an S&P 500 stock index portfolio, and (2) "writing" (or selling) the near-term S&P 500 Index (SPXSM) "covered" call option, generally on the third Friday of each month. The SPX call written will have about one month remaining to expiration, with an exercise price just above the prevailing index level (i.e., slightly out of the money). The SPX call is held until expiration and cash settled, at which time a new one-month, near-the-money call is written. Please visit the BXM FAQ for more information about the construction of the index.

Citigroup 3-Month Treasury Bills (T-bills): tracks the performance of U.S. Treasury bills with 3-month maturity.

MSCI ACWI ex US ND: comprises both developed and emerging markets less the United States. As of August 2008, the index consisted of 23 counties classified as developed markets and 25 classified as emerging markets. This series approximates the minimum possible dividend reinvestment. The dividend is reinvested after deduction of withholding tax, applying the rate to non-resident individuals who do not benefit from double taxation treaties. MSCI Barra uses withholding tax rates applicable to Luxembourg holding companies, as Luxembourg applies the highest rates.

MSCI EAFE Free (Europe, Australasia, Far East) ND: is a free float-adjusted market capitalization index that is designed to measure developed market equity performance, excluding the US & Canada. This series approximates the minimum possible dividend reinvestment. The dividend is reinvested after deduction of withholding tax, applying the rate to non-resident individuals who do not benefit from double taxation treaties. MSCI Barra uses withholding tax rates applicable to Luxembourg holding companies, as Luxembourg applies the highest rates.

MSCI EM (Emerging Markets) GD: is a free float-adjusted market capitalization index that is designed to measure equity market performance in the global emerging markets. This series approximates the maximum possible dividend reinvestment. The amount reinvested is the entire dividend distributed to individuals resident in the country of the company, but does not include tax credits.

MSCI Europe is a free float-adjusted market capitalization weighted index that is designed to measure the equity market performance of the developed markets in Europe. As of June 2007, this index consisted of the following 16 developed market country indices: Austria, Belgium, Denmark, Finland, France, Germany, Greece, Ireland, Italy, the Netherlands, Norway, Portugal, Spain, Sweden, Switzerland, and the United Kingdom.

MSCI Pacific is a free float-adjusted market capitalization weighted index that is designed to measure the equity market performance of the developed markets in the Pacific region. As of June 2007, this index consisted of the following 5 Developed Market countries: Australia, Hong Kong, Japan, New Zealand, and Singapore.

NAREIT Index: consists of all tax-qualified REITs listed on the New York Stock Exchange, American Stock Exchange, and the NASDAQ National Market System. The data is market weighted.

NCREIF Property Index: the NPI contains investment-grade, non-agricultural, income-producing properties which may be financed in excess of 5% gross market value; were acquired on behalf of tax exempt institutions; and are held in a fiduciary environment. Returns are gross of fees; including income, realized gains/losses, and appreciation/depreciation; and are market value weighted. Index is lagged one quarter.

Russell 1000: measures the performance of the 1,000 largest securities in the Russell 3000 Index. Russell 1000 is highly correlated with the S&P 500 Index and capitalization-weighted.

Russell 1000 Growth: measures the performance of those Russell 1000 securities with a greater-than-average growth orientation. Securities in this index tend to exhibit higher price-to-book and price-earnings ratios, lower dividend yields and higher forecasted growth values than the Value universe.

Russell 1000 Value: measures the performance of those Russell 1000 securities with a less-than-average growth orientation. Securities in this index tend to exhibit lower price-to-book and price-earnings ratios, higher dividend yields and lower forecasted growth values than the Growth universe.

Russell 2000: measures the performance of the 2,000 smallest companies in the Russell 3000 Index, which represents approximately 8% of the total market capitalization of the Russell 3000 Index.

Russell 2000 Growth: measures the performance of those Russell 2000 securities with a greater-than-average growth orientation. Securities in this index tend to exhibit higher price-to-book and price-to-earnings ratios.

Russell 2000 Value: measures the performance of those Russell 2000 securities with a less-than-average growth orientation. Securities in this index tend to exhibit lower price-to-book and price-to-earnings ratios.

Russell 3000: represents the largest 3,000 US companies based on total market capitalization, representing approximately 98% of the investable US equity market.

RISK METRICS DESCRIPTION - Rationale for selection and calculation methodology

US Equity Markets:

Metric: P/E ratio = Price / "Normalized" earnings for the S&P 500 Index

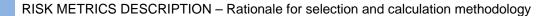
To represent the price of US equity markets, we have chosen the S&P 500 index. This index has the longest published history of price, is well known, and also has reliable, long-term, published quarterly earnings. The price=P of the P/E ratio is the current price of the market index (the average daily price of the most recent full month for the S&P 500 index). Equity markets are very volatile. Prices fluctuate significantly during normal times and extremely during periods of market stress or euphoria. Therefore, developing a measure of earnings power (E) which is stable is vitally important, if the measure is to provide insight. While equity prices can and do double, or get cut in half, real earnings power does not change nearly as much. Therefore, we have selected a well known measure of real, stable earnings power developed by Yale Professor Robert Shiller known as the Shiller E-10. The calculation of E-10 is simply the average real annual earnings over the past 10 years. Over 10 years, the earnings shenanigans and boom and bust levels of earnings tend to even out (and often times get restated). Therefore, this earnings statistic gives a reasonably stable, slow-to-change estimate of average real earnings power for the index. Professor Shiller's data and calculation of the E-10 are available on his website at http://www.econ.yale.edu/~shiller/data.htm. We have used his data as the base for our calculations. Details of the theoretical justification behind the measure can be found in his book *Irrational Exuberance* [Princeton University Press 2000, Broadway Books 2001, 2nd ed., 2005].

Developed Equity Markets Excluding the US:

Metric: P/E ratio = Price / "Normalized" earnings for the MSCI EAFE Index

To represent the price of non-US developed equity markets, we have chosen the MSCI EAFE index. This index has the longest published history of price for non-US developed equities. The price=P of the P/E ratio is the current price of the market index (the average daily price of the most recent full month for the MSCI EAFE index). The price level of this index is available starting in December 1969. Again, for the reasons described above, we elected to use the Shiller E-10 as our measure of earnings (E). Since 12/1972, a monthly price earnings ratio is available from MSCI. Using this quoted ratio, we have backed out the implied trailing-twelve month earnings of the EAFE index for each month from 12/1972 to the present. These annualized earnings are then inflation adjusted using CPI-U to represent real earnings in US dollar terms for each time period. The Shiller E-10 for the EAFE index (10 year average real earnings) is calculated in the same manner as detailed above.

However, we do not believe that the pricing and earnings history of the EAFE markets are long enough to be a reliable representation of pricing history for developed market equities outside of the US. Therefore, in constructing the Long-Term Average Historical P/E for developed ex-US equities for comparison purposes, we have elected to use the US equity market as a developed market proxy, from 1881 to 1982. This lowers the Long-Term Average Historical P/E considerably. We believe this methodology provides a more realistic historical comparison for a market with a relatively short history.



Emerging Market Equity Markets:

Metric: Ratio of Emerging Market P/E Ratio to Developed Market P/E Ratio

To represent the Emerging Markets P/E Ratio, we have chosen the MSCI Emerging Market Free Index, which has P/E data back to January 1995 on Bloomberg. To represent the Developed Markets PE Ratio, we have chosen the MSCI World Index, which also has data back to January 1995 on Bloomberg. Although there are issues with published, single time period P/E ratios, in which the denominator effect can cause large movements, we feel that the information contained in such movements will alert investors to market activity that they will want to interpret.

US Private Equity Markets:

Metrics: S&P LCD Average EBITDA Multiples Paid in LBOs and US Quarterly Deal Volume

The Average Purchase Price to EBITDA multiples paid in LBOs is published quarterly by S&P in their LCD study. This is the total price paid (both equity and debt) over the trailing-twelve month EBITDA (earnings before interest, taxes, depreciation and amortization) as calculated by S&P LCD. This is the relevant, high-level pricing metric that private equity managers use in assessing deals. Data is published monthly.

US quarterly deal volume for private equity is the total deal volume in \$ billions (both equity and debt) reported in the quarter by Thomson Reuters Buyouts. This metric gives a measure of the level of activity in the market. Data is published quarterly.

US Private Real Estate Markets:

Metrics: US Cap Rates, Cap Rate Spreads, and Transactions as a % of Market Value

Real estate cap rates are a measure of the price paid in the market to acquire properties versus their annualized income generation before financing costs (NOI=net operating income). The data, published by NCREIF, describes completed and leased properties (core) on an unleveraged basis. We chose to use current value cap rates. These are capitalization rates from properties that were revalued during the quarter. This data relies on estimates of value and therefore tends to be lagging (estimated prices are slower to rise and slower to fall than transaction prices). The data is published quarterly.

Spreads between the cap rate (described above) and the 10-year nominal Treasury yield, indicate a measure of the cost of properties versus a current measure of the cost of financing.

Transactions as a % of Market Value Trailing Four Quarters is a measure of property turnover activity in the NCREIF Universe. This quarterly metric is a measure of activity in the market.

Credit Markets Fixed Income:

Metric: Spreads

The absolute level of spreads over treasuries and spread trends (widening / narrowing) are good indicators of credit risk in the fixed income markets. Spreads incorporate estimates of future default, but can also be driven by technical dislocations in the fixed income markets. Abnormally narrow spreads (relative to historical levels) indicate higher levels of valuation risk, wide spreads indicate lower levels of valuation risk and / or elevated default fears. Investment grade bond spreads are represented by the Barclays Capital US Corporate Investment Grade Index Intermediate Component. The high yield corporate bond spreads are represented by the Barclays Capital US Corporate High Yield Index.



Measure of Equity Market Fear / Uncertainty

Metric: VIX – Measure of implied option volatility for US equity markets

The VIX is a key measure of near-term volatility conveyed by implied volatility of S&P 500 index option prices. VIX increases with uncertainty and fear. Stocks and the VIX are negatively correlated. Volatility tends to spike when equity markets fall.

Measure of Monetary Policy

Metric: Yield Curve Slope

We calculate the yield curve slope as the 10 year treasury yield minus the 1 year treasury yield. When the yield curve slope is zero or negative, this is a signal to pay attention. A negative yield curve slope signals lower rates in the future, caused by a contraction in economic activity. Recessions are typically preceded by an inverted (negatively sloped) yield curve. A very steep yield curve (2 or greater) indicates a large difference between shorter-term interest rates (the 1 year rate) and longer-term rates (the 10 year rate). This can signal expansion in economic activity in the future, or merely higher future interest rates.

Measures of US Inflation Expectations

Metrics: Breakeven Inflation and Inflation Adjusted Commodity Prices

Inflation is a very important indicator impacting all assets and financial instruments. Breakeven inflation is calculated as the 10 year nominal treasury yield minus the 10 year real yield on US TIPS (treasury inflation protected securities). Abnormally low long-term inflation expectations are indicative of deflationary fears. A rapid rise in breakeven inflation indicates an acceleration in inflationary expectations as market participants sell nominal treasuries and buy TIPs. If breakeven inflation continues to rise quarter over quarter, this is a signal of inflationary worries rising, which may cause Fed action and / or dollar decline.

Commodity price movement (above the rate of inflation) is an indication of anticipated inflation caused by real global economic activity putting pressure on resource prices. We calculate this metric by adjusted in the Dow Jones UBS Commodity Index (formerly Dow Jones AIG Commodity Index) by US CPI-U. While rising commodity prices will not necessarily translate to higher US inflation, higher US inflation will likely show up in higher commodity prices, particularly if world economic activity is robust.

These two measures of anticipated inflation can, and often are, conflicting.

RISK METRICS DESCRIPTION - Rationale for selection and calculation methodology

Measures of US Treasury Bond Interest Rate Risk

Metrics: 10-Year Treasury Forward-Looking Real Yield and 10-Year Treasury Duration

The expected annualized real yield of the 10 year US Treasury Bond is a measure of valuation risk for US Treasuries. A low real yield means investors will accept a low rate of expected return for the certainly of receiving their nominal cash flows. PCA estimates the expected annualized real yield by subtracting an estimate of expected 10 year inflation (produced by the Survey of Professional Forecasters as collected by the Federal Reserve Bank of Philadelphia), from the 10 year Treasury constant maturity interest rate.

Duration for the 10-Year Treasury Bond is calculated based on the current yield and a price of 100. This is a measure of expected percentage movements in the price of the bond based on small movements in percentage yield. We make no attempt to account for convexity.

Definition of "extreme" metric readings

A metric reading is defined as "extreme" if the metric reading is in the top or bottom decile of its historical readings. These "extreme" reading should cause the reader to pay attention. These metrics have reverted toward their mean values in the past.

RISK METRICS DESCRIPTION - PCA Market Sentiment Indicator

What is the PCA Market Sentiment Indicator (PMSI)?

The PMSI is a measure meant to gauge the market's sentiment regarding economic growth risk. Growth risk cuts across most financial assets, and is the largest risk exposure that most portfolios bear. The PMSI takes into account the momentum¹ (trend over time, positive or negative) of the economic growth risk exposure of publicly traded stocks and bonds, as a signal of the future direction of growth risk returns; either positive (risk seeking market sentiment), or negative (risk averse market sentiment).

How do I read the PCA Market Sentiment Indicator (PMSI) graph?

Simply put, the PMSI is a color coded indicator that signals the market's sentiment regarding economic growth risk. It is read left to right chronologically. A green indicator on the PMSI indicates that the market's sentiment towards growth risk is positive. A gray indicator indicates that the market's sentiment towards growth risk is neutral or inconclusive. A red indicator indicates that the market's sentiment towards growth risk is negative. The black line on the graph is the level of the PMSI. The degree of the signal above or below the neutral reading is an indication the signal's current strength.

How is the PCA Market Sentiment Indicator (PMSI) Constructed?

The PMSI is constructed from two sub-elements representing investor sentiment in stocks and bonds:

- 1. Stock return momentum: Return momentum for the S&P 500 Equity Index (trailing 12-months)
- 2. Bond yield spread momentum: Momentum of bond yield spreads (excess of the measured bond yield over the identical duration U.S. Treasury bond yield) for corporate bonds (trailing 12-months) for both investment grade bonds (75% weight) and high yield bonds (25% weight). The scale of this measure is adjusted to match that of the stock return momentum measure.

The black line reading on the graph is calculated as the average of the stock return momentum measure and the bonds spread momentum measure. The color reading on the graph is determined as follows:

- 1. If both stock return momentum and bond spread momentum are positive = GREEN (positive)
- 2. If one of the momentum indicators is positive, and the other negative = GRAY (inconclusive)
- 3. If both stock return momentum and bond spread momentum are negative = RED (negative)

What does the PCA Market Sentiment Indicator (PMSI) mean? Why might it be useful?

There is strong evidence that time series momentum is significant and persistent. In particular, across an extensive array of asset classes, the sign of the trailing 12-month return (positive or negative) is indicative of future returns (positive or negative) over the next 12 month period. The PMSI is constructed to measure this momentum in stocks and corporate bond spreads. A reading of green or red is agreement of both the equity and bond measures, indicating that it is likely that this trend (positive or negative) will continue over the next 12 months. When the measures disagree, the indicator turns gray. A gray reading does not necessarily mean a new trend is occurring, as the indicator may move back to green, or into the red from there. The level of the reading (black line) and the number of months at the red or green reading, gives the user additional information on which to form an opinion, and potentially take action.

¹ Momentum is defined as the persistence of relative performance. There is a significant amount of academic evidence indicating that positive momentum (e.g., strong performing stocks over the recent past continue to post strong performance into the near future) exists over near-to-intermediate holding periods. See, for example, "Understanding Momentum," *Financial Analysts Journal*, Scowcroft, Sefton, March, 2005.

² "Time Series Momentum" Moskowitz, Ooi, Pedersen, August 2010 http://pages.stern.nyu.edu/~lpederse/papers/TimeSeriesMomentum.pdf

BENCHMARKS USED IN ECONOMIC AND MARKET OVERVIEW

US Equity = Russell 3000 Index

Non-US Equity = MSCI EAFE

Real Estate = NCREIF

Public Real Estate = NAREIT

US Debt = BC Universal Index

Domestic Large Cap = Russell 1000

Domestic Small Cap = Russell 2000

Growth = Russell 3000 Growth Index

Value = Russell 3000 Value Index

Pacific = MSCI Pacific

Europe = MSCI Europe

Emerging = MSCI Emerging Markets Free

Private Real Estate = NCREIF Index

Credit = BC U.S. Credit Index

Government = BC Government Index

Mortgage = BC Mortgage Index

High Yield = BC High Yield Index