Western Conference of Teamsters Pension Plan

Financial Statements

December 31, 2011

Western Conference of Teamsters Pension Plan

Financial Statements with Additional Information

December 31, 2011 and 2010

Contents

LINDQUIST LLP
CERTIFIED PUBLIC ACCOUNTANTS

REPORT OF INDEPENDENT AUDITORS

To the Participants and Trustees of
Western Conference of Teamsters Pension Plan

We have audited the accompanying statements of net assets available for benefits of the Western Conference of Teamsters Pension Plan (the Plan) as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform an audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Plan's management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, information regarding the Plan's net assets available for benefits as of December 31, 2011, and changes therein for the year then ended and its financial status as of December 31, 2010, and changes therein for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Lindquist LLP

September 12, 2012

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Western Conference of Teamsters
Pension Plan

Statements of Net Assets Available for Benefits

December 31, 2011 and 2010

	2011	2010
Assets		
Investments - at fair value		
U.S. Government and Government Agency obligations	$ 1,544,452,153	$ 1,747,123,399
Corporate debt securities	2,208,606,832	2,277,229,467
Equity securities	1,526,895,068	1,521,554,837
Insurance company contracts	8,169,666,251	7,625,850,584
Common/commingled trusts	8,314,624,197	9,891,139,897
Real estate	1,117,909,223	960,650,326
Limited partnerships	2,565,010,423	1,942,543,993
Limited liability companies	456,071,555	207,621,637
103-12 investment entity	713,320,624	601,075,433
Foreign debt securities	207,926,093	235,144,362
Cash and cash equivalents	1,138,137,176	1,150,838,792
	27,962,619,595	28,160,772,727
Securities on loan		
U.S. Government and Government Agency obligations	682,021,032	367,723,578
Corporate debt securities	41,287,986	57,844,301
Equity securities	189,278,606	127,137,818
Insurance company contracts	2,457,442,756	2,470,199,295
	3,370,030,380	3,022,904,992
Fair value of collateral held for securities on loan	3,249,490,133	2,923,486,783
Total investments	34,582,140,108	34,107,164,502
Receivables		
Contributions due from employers	100,756,582	95,176,773
Accrued investment income	93,651,717	75,247,917
Swaps receivable from counterparties	409,661,854	519,696,297
Forward foreign currency contracts	83,428,846	10,264,912
Due from broker for securities sold	781,702,531	851,127,735
Total receivables	1,469,201,530	1,551,513,634
Other assets	11,528,928	13,958,791
Cash	5,918,124	7,740,129
Total assets	36,068,788,690	35,680,377,056
Liabilities and Net Assets		
Liabilities		
Accounts payable and accrued expenses	15,604,794	39,069,597
Due to broker for securities purchased	1,122,336,019	1,841,799,102
Securities sold, not yet purchased	1,076,699,107	997,448,462
Swaps payable to counterparties	425,193,044	514,610,546
Forward foreign currency contracts	81,986,290	10,096,578
Liability to return collateral held for securities on loan	3,440,478,423	3,091,253,232
Total liabilities	6,162,297,677	6,494,277,517
Net assets available for benefits	$ 29,906,491,013	$ 29,186,099,539

See accompanying notes to financial statements.

Western Conference of Teamsters Pension Plan

Statements of Changes in Net Assets Available for Benefits

Years Ended December 31, 2011 and 2010

	2011	2010
Additions		
Investment income		
Interest, dividends and other investment income	$ 750,499,725	$ 773,907,205
Net appreciation in fair value of investments	1,166,759,039	2,822,766,586
Net appreciation (depreciation) in fair value of collateral for securities on loan	(23,221,841)	78,019,585
	1,894,036,923	3,674,693,376
Less investment expenses	(110,395,202)	(122,767,303)
Investment income - net	1,783,641,721	3,551,926,073
Employer contributions	1,322,549,210	1,276,476,468
Securities litigation settlement	705,066	1,282,571
Other income	2,656,070	1,084,281
Total additions	3,109,552,067	4,830,769,393
Deductions		
Pension benefits	2,305,403,748	2,232,529,490
Administrative expenses	83,756,845	84,716,193
Total deductions	2,389,160,593	2,317,245,683
Net change	720,391,474	2,513,523,710
Net assets available for benefits		
Beginning of year	29,186,099,539	26,672,575,829
End of year	$ 29,906,491,013	$ 29,186,099,539

See accompanying notes to financial statements.

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Method of Accounting - The accompanying financial statements are prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Investment Valuation, Transactions and Income Recognition -

General - Investments are carried at fair value, which is determined, presented and disclosed in accordance with Financial Accounting Standards Board Accounting Standards Codification (FASB ASC) 820, *Fair Value Measurements and Disclosures*. Under FASB ASC 820, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the "exit price") in an orderly transaction between market participants at the measurement date.

FASB ASC 820 establishes a fair value hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are those that market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Plan. Unobservable inputs reflect the Plan's assumptions about inputs that market participants would use in pricing the investments developed based on the best information available in the circumstances. The fair value hierarchy is categorized into three levels, based on the inputs, as follows:

Level 1 - Valuations based on quoted prices in active markets for identical assets or liabilities that the Plan has the ability to access.

Level 2 - Valuations based on quoted prices in markets that are not active, quoted prices for similar investments in active markets or model-based valuations for which all significant assumptions are observable and can be corroborated by observable market data.

Level 3 - Valuations based on unobservable inputs that are supported by little or no market activity and are significant to the overall fair value measurement. Values are determined using proprietary pricing models, discounted cash flow models that include the investment entities' own judgments and estimations, or some other pricing method using unobservable inputs.

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

In determining fair value, FASB ASC 820 allows various valuation approaches. The specific methods used for each of the Plan's investment classes are presented below.

In January 2010, the FASB issued Accounting Standards Update (ASU) 2010-6, *Improving Disclosures about Fair Value Measurements*, which requires the Plan to make new disclosures about recurring or nonrecurring fair value measurements, including significant transfers into and out of Level 1 and Level 2 fair value measurements and information on purchases, sales, issuances and settlements on a gross basis in the reconciliation of Level 3 fair value measurements. ASU 2010-6 is effective for annual reporting periods beginning after December 15, 2009, except for Level 3 reconciliation disclosures, which are effective for annual periods beginning after December 15, 2010. The adoption of ASU 2010-6 did not have a material impact on the Plan's net assets available for benefits or its changes in net assets available for benefits.

Inputs and Valuation Methods -

U.S. Government and Government Agency obligations: The fair value of U.S. Government and Government Agency obligations is generally based on quoted market prices in active markets (Level 1). When quoted prices are not available, valuation is determined using a market-based model in which valuation consideration is given to yield or price of comparable securities, coupon rate, maturity, credit quality and dealer-provided prices (Level 2).

Corporate and foreign debt securities: The fair value of corporate and foreign debt securities is generally determined based on a model that uses inputs such as interest-rate yield curves, which are similar to the valued obligations in terms of issuer, maturity and seniority (Level 2).

Equity securities: The fair value of common stock is generally based on quoted market prices in active markets (Level 1).

Insurance company contracts: The insurance company contracts consist of investments of various types, including U.S. Government and Government Agency obligations, corporate debt securities, cash and cash equivalents, real estate, pooled separate accounts, mortgages and unallocated insurance contracts. The insurance company contract investments in U.S. Government and Government Agency obligations and corporate debt securities are valued as described above.

Unallocated insurance contracts: Investments in the Prudential Fixed Dollar Account are stated at the principal amount invested plus income earned (Level 2).

Pooled separate accounts (insurance company contracts): Investments in the Temporary Investment Account are stated at the principal amount invested plus income earned (Level 2).

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Investments in the Union Mortgage Account, which is composed primarily of mortgage loans on income-producing commercial properties, are valued at estimated fair value using Prudential's Asset Liability Pricing System (ALPS). The discount rates are calculated from the current Treasury yield curve and the mortgage spreads corresponding to each loan's quality rating. The discount rates are then used to calculate the loan's estimated fair value based on the scheduled cash flows for each loan. The estimated fair value of the mortgages may be adjusted for such factors as contractual prepayment options or losses in the fair value of the underlying real estate. The credit quality ratings are reviewed annually and are monitored by the portfolio manager throughout the year for events that could affect the quality of the mortgages (Level 2).

The underlying investments in PRISA and PRISA II real estate accounts are valued at estimated fair value. Real estate investments are initially recorded at the purchase price plus closing costs. Development costs and major renovations are capitalized as a component of cost. The fair value estimates are based upon property appraisals prepared by independent real estate appraisers within a reasonable amount of time following acquisition and no less frequently than annually thereafter. The investment debt on acquired real estate is reported at estimated fair value. The estimated fair value of the underlying debt is determined using the discounted cash flow method, which applies key assumptions, including the contractual terms of the contract, market interest rates, interest spreads, credit risk, liquidity and other factors (Level 3).

Real estate (insurance company contracts): Investments in the Western Conference of Teamsters Separate Account (WCOT) are valued at the estimated fair value. The WCOT real estate investments are initially recorded at the purchase price plus closing costs. Development costs and major renovations are capitalized as a component of cost. The fair value estimates are based upon property appraisals prepared by independent real estate appraisers within a reasonable amount of time following acquisition and no less frequently than annually thereafter. The investment debt on acquired real estate is reported at estimated fair value. The estimated fair value of the underlying debt is determined using the discounted cash flow method, which applies key assumptions, including the contractual terms of the contract, market interest rates, interest spreads, credit risk, liquidity and other factors (Level 3).

Real estate (other): Investments in real estate accounts are valued at estimated fair value based on appraisal reports prepared by independent real estate appraisers and/or the account's investment manager. Generally, the methods used in the valuation of real estate are the income capitalization, cost and sales comparison approaches of estimating the property values.

The income capitalization approach is designed to transform future income expectations for a property into a present value estimate through application of capitalization or yield rates derived from recent market transactions and other industry data for similar properties. Under the cost approach, the value is indicated by estimating the current replacement cost of the improvements less depreciation from all sources (physical, functional and/or external), and adding an estimated land value. The sales comparison approach utilizes available sales of comparable properties, adjusted for differences, to indicate a value for the property. The accounts that are appraised by the investment manager are required to be independently appraised at least once every three years. The outstanding mortgage loans on the properties are stated at estimated fair value. The valuations for each obligation are based on the present value of expected debt service cash flows, the terms of the obligation, market interest rates and other factors, including an analysis of available comparable leveraged sale transactions (Level 3).

Common/commingled trusts: Common/commingled trusts hold investments in domestic and foreign equity securities, debt securities and units in other affiliated and unaffiliated commingled trusts. The underlying assets may be valued based on quoted market prices, independent pricing services or by dealers making a market for certain securities. The unit values of the common/commingled trusts are determined by dividing the underlying net asset values (assets less liabilities) by the outstanding number of units (Level 2).

Limited partnerships (private equity): The Plan's investments in Yucaipa American Alliance Fund I, LP (YAAF I) and Yucaipa American Alliance Fund II, LP (YAAF II) (collectively, the Yucaipa Funds) are limited partnerships composed of private equity investments, equity-related investments, and investments in debt or other securities providing equity-type returns. The underlying investments in the Yucaipa Funds are recorded at estimated fair value. Investments in securities for which market quotations are readily available are valued at market value. Investments in securities for which market quotations are not readily available are valued at estimated fair value, as determined by the general partners of the Yucaipa Funds using valuation methodologies after giving consideration to a range of factors, including, but not limited to, the price at which the investment was acquired, the nature of the investment, local market conditions, trading values on public exchanges for comparable securities, current and projected operating performance, and financing transactions subsequent to the acquisition of the investment. Valuation methods utilized may include a multiple of trailing twelve months earnings before interest, taxes, depreciation and amortization (EBITDA), discounted cash flows or acquisition cost (Level 3).

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

The Plan's investments in Landmark Equity Partners XIII, L.P., and Landmark Equity Partners XIV, L.P. (collectively, the Landmark Funds) are limited partnerships composed of a diversified portfolio of interests in limited partnership interests in venture capital funds, buy-out funds and mezzanine funds, as well as certain direct private equity and equity-related investments, primarily through secondary market purchases. Landmark Funds' general partners estimate the fair value of investments in limited partnerships and other direct investments, which do not have readily ascertainable market values. Investments in limited partnerships are generally based upon the most recent net asset value or capital account information available from the general partner of the investment limited partnership. The fair value of direct investments is estimated using a market or income approach. Factors utilized in estimating fair value include industry trends, public company comparables, discounting cash flows and other recent transactions (Level 3).

The Plan's investments in WP Global Partners COREalpha Private Equity Partners II, L.P., and WP Global Partners COREalpha Private Equity Partners III, L.P. (collectively, the WP Global Funds), limited partnerships, are composed of other partnership investments and select co-investments, which are direct investments in underlying companies. The investments in the other investment partnerships are valued at estimated fair value. In determining the estimated fair value of the other investment partnerships, WP Global Funds take into consideration the valuations reported by the general partners of these partnerships. Generally, the following guidelines are used:

- Investment partnerships are valued at fair value based on the applicable percentage ownership of the underlying partnerships' net assets with consideration given to the effects of various terms and features of each investment.

- Estimated fair value of co-investments in the equity and debt securities of operating companies is generally derived by multiplying a key performance metric of the portfolio company's financial results (e.g., EBITDA) by the relevant valuation multiple observed for comparable companies or transactions.

The Plan's investment in UBS International Infrastructure Fund LP (UBS IIF), a limited partnership, is composed of other parallel limited partnerships. The UBS IIF invests primarily in infrastructure assets located in the Organization for Economic Cooperation and Development (OCED) region. Investments are initially recognized at cost. Subsequent to initial recognition, all investments are measured at estimated fair value. The fair value of the investments that are not traded in an active market have been determined using valuation techniques appropriate for each investment, including discounted cash flow analysis and comparable transaction multiples, in accordance with the International Private Equity and Venture Capital Valuations Guidelines. These valuation techniques make use of assumptions that are based on market conditions existing at each valuation date (Level 3).

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

The Plan's investment in JPMorgan Infrastructure Investment Fund ERISA LP (JPMorgan), a limited partnership, is invested in holding companies or master funds, which primarily invest in infrastructure and infrastructure-related assets located in the OCED region with a primary focus on investment in the United States, Canada, Western Europe and Australia. The estimated fair value of the infrastructure and infrastructure-related investments of the underling holding companies are determined by JPMorgan Investment Management, Inc. (the Adviser) at each valuation date. As part of the Adviser's valuation process, infrastructure assets are valued by independent appraisers on an annual basis. Asset valuations and the valuation-sensitive assumptions of each investment are reviewed by the Adviser and values are adjusted if there has been a material change in circumstances related to the asset since the last valuation. Three valuation techniques may be used: the market, income, or cost approach. The appropriateness of each approach depends on the type of asset or business being valued. Key inputs used to determine the estimated fair value include, among others, discount rates, growth assumptions, price curves, capital expenditures and expense amounts, which may be subjective in nature (Level 3).

The Plan's investment in BlackRock Vesey Street Fund IV (ERISA), L.P. (BlackRock), a limited partnership, is one of a series of parallel funds originally established as part of the BlackRock Diversified Private Equity Program IV. Direct investments are stated at estimated fair value, as determined in good faith by BlackRock's general partner, giving consideration to available market prices, type of security held, purchase price, purchases of the same or similar securities by other investors, marketability, restriction on disposition, yield-to-maturity, the original purchase price multiple, purchase multiples paid in other comparable third-party transactions, current financial position and operating results, and any other pertinent data. Any investee funds are stated at estimated fair value, as determined in good faith by BlackRock's general partner, giving consideration to BlackRock's net contributions to the respective investee funds, its allocable share of their undistributed profits and losses, and the fair value of their investment as reported to BlackRock (Level 3).

The Plan's investment in Pantheon USA Fund VIII, L.P., and the Pantheon Global Secondary Fund IV, L.P. (collectively, the Pantheon Funds), limited partnerships, are composed of a diversified portfolio of private equity investment partnerships primarily operating in the United States. Pantheon Funds' investments are stated at estimated fair value, as determined in good faith by Pantheon Funds' general partner, which is generally based on the valuation provided by the general partners or managers of such investments. The valuations provided by the general partners or managers typically reflect the estimated fair value of Pantheon Funds' proportionate share of the capital account balance of each investment fund. The values of the investments in the underlying partnerships are generally increased by additional contributions to the underlying partnerships and Pantheon Funds' share of net earnings from the underlying investments and are decreased by distributions from the underlying investments and Pantheon Funds' share of gains and losses from the underlying partnerships (Level 3).

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

The Plan's investment in HarbourVest Dover Street VII L.P. (HarbourVest), a limited partnership, is composed of investments in other limited partnerships or other pooled investment vehicles, which invest in equity-oriented investments in growing emerging companies in the United States, Europe, Latin America, Asia and emerging private equity markets. HarbourVest's investments are stated at estimated fair value, as determined by HarbourVest's general partner. In estimating fair value, HarbourVest's general partner takes into consideration the information received from those partnerships, including their financial statements, the currency in which the investment is denominated and other information deemed appropriate (Level 3).

The Plan's investment in Hamilton Lane Capital Opportunities Fund LP (Hamilton Lane), a limited partnership, is composed of other private, collective investment funds that make private equity and equity-related investments, which have varying investment strategies and geographical focuses. Hamilton Lane's investments are stated at estimated fair value, as determined by Hamilton Lane's general partner, and consider various factors, including current net asset valuation of the funds, the financial statements and other financial information provided by the general partners of the funds. Most of the funds' underlying investments are generally required to be valued at estimated fair value using present value and other subjective valuation techniques. For investments held by the funds that are publicly traded and for which market quotations are available, valuations are generally based on the closing sales prices or on an average of the closing bid and ask prices as of the valuation date (Level 3).

The Plan's investment in IFM Global Infrastructure (US) Fund L.P. (IFM), a limited partnership, is substantially composed of investment in IFM Global Infrastructure (Cayman) Fund (the IFM Master Fund), which is a Cayman Islands-exempted company. IFM's investment in the IFM Master Fund is valued at estimated fair value based on IFM's proportionate interest in the net assets of the IFM Master Fund. Independent valuations are prepared to estimate the fair value of IFM Master Fund investments. Also, discounted cash flow valuation techniques have been utilized in the determination of the estimated fair value of those investments (Level 3).

The Plan's investment in Schroder Commodity Portfolio (Schroder) is a separate series of Schroder Investment Portfolios, L.P. (the Schroder Partnership). Schroder's commodity-related investments may include futures contracts, swaps, options, forward contracts and structured notes and, to a lesser extent, equities, debt securities, convertible securities and warrants of issuers in commodity-related industries. Futures contracts and options traded on an exchange or board of trade are valued at the last reported sales price or, in the absence of a sale, at the closing mid-market price on the principal exchange where they are traded. Options not traded on an exchange or board of trade from which over-the-counter market quotations are readily available are valued at the most recently reported mid-market price. Instruments for which market quotations are readily available are valued based on those quotations. Instruments for which current market quotations are not readily available are valued at estimated fair value pursuant to procedures established by Schroder's general partner (Level 2).

The Plan's investment in Partners Group Secondary 2008, L.P. (Partners Group), a limited partnership, is composed of investments in other limited partnerships with underlying investments in private equity, public equity, leveraged debt assets, venture capital and global macro asset investments across multiple sectors and industries. The estimated value of the underlying non-traded financial instruments involves consideration of factors such as time of last financing, analysis of earnings and multiples, discounted cash flows method and third-party valuations, and utilizes assumptions that are based on market conditions existing at each end of the reporting period. Other techniques, such as option pricing models and estimated discounted value of future cash flows, are used for certain financial instruments. Any financial instruments traded in active markets are based on quoted market prices at the end of the reporting period. A significant portion of Partners Group investments require critical estimates and judgments (Level 3).

The Plan's investment in Pomona Capital VII, L.P. (Pomona), a limited partnership, invests in a diversified portfolio of investments, including venture capital, buyout funds and fund of funds through secondary markets or direct purchases; securities of undervalued private and public companies; privately issued securities of public companies; and other alternative assets. The valuation of investments in limited partnerships, limited liability companies and direct investments requires significant judgment by the general partner due to the absence of quoted market values, inherent lack of liquidity and long-term nature of such assets. The general partner's valuation is generally based on the valuations provided by the general partners or managers of the underlying investments. For investee fund investments, the valuations provided by the investment managers typically reflect the fair value of the partnership's capital account balance for each investment. In reviewing these underlying valuations, the general partner is advised by the investment advisor, who reviews the capital account balances and may adjust the value of each investment. For direct portfolio company private investments, when reviewing the valuations provided by the investment managers, consideration is also given to market; past, current and projected future operations of the portfolio company; and other valuations techniques, such as an income or market approach, as applicable (Level 3).

The Plan's investment in Energy Fund XV-A, L.P. (Energy XVA), a limited partnership, is composed of a diversified portfolio of investments in energy and energy-related infrastructure projects and companies on a global basis. The valuation of investments held by the partnership are based on the net present value of expected cash flows from the investment as determined by the general partner (Level 3).

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

The Plan's investment in EnerVest Energy Institutional Fund XII-C, L.P. (EnerVest), a limited partnership, was formed for the purpose of acquiring a net profits overriding royalty interest (NPI) in producing properties from EnerVest Energy Institutional Fund XII-WIC, L.P. (WI). EnerVest acquires a contractual NPI either through WI's acquisition of oil and natural gas properties or WI's development of its oil and gas properties through the direct funding costs of such properties. The investments in NPI relating to acquisition costs are amortized using the units-of-production method based on the ratio of current production to estimated total net proved oil and natural gas reserves as estimated by independent petroleum engineers (Level 3).

The Plan's investment in Selene Residential Mortgage Opportunity Fund II L.P. (Selene), a limited partnership, was formed to, primarily, actively engage in the business of acquiring distressed residential real estate mortgage loans in the United States, primarily through the purchase of whole loans and secondary pools of residential mortgage loans that are subperforming or nonperforming. Selene purchases pools of residential real estate that have been foreclosed on and will actively market and dispose of such real estate (Level 3).

The Plan's investment in EnCap Energy Capital Fund VIII, L.P. (EnCap), a limited partnership, is composed of private negotiated equity and equity-related investments in the upstream and midstream independent oil and gas sector of North America. The estimated fair value of the underlying investments is based on third-party engineering reserve reports, oil and gas NYMEX future prices as of the date the valuation is performed, estimated capital expenditures, estimated operating costs and risk-adjusted discount factors based on whether the reserves are classified as proved developed producing, proved developed non-producing or proved undeveloped (Level 3).

The Plan's investment in Lone Star Fund VII (U.S.), L.P. (Lone Star), a limited partnership, is composed primarily of various interests in corporations, limited partnerships and limited liability companies, which invest in secured and unsecured corporate debt, single-family residential debt products, consumer debt products, bank holding companies, financially-oriented operating companies, operating companies with significant tangible assets, and securities in various asset classes. The fair value of the partnership's investments is generally based on management's estimate of fair values in the most advantageous exit market. The most significant inputs to the estimates involve (1) the amount of expected cash flows, (2) the timing of receipt of those expected future cash flows, and (3) the discount rate applied to the overall cash flows (Level 3).

The Plan's investment in Centerbridge Capital Partners II (Centerbridge), a limited partnership, is composed of private equity investments and distressed investments with the purpose of obtaining control or influence in the portfolio companies. The fair value of bank debt and corporate bonds is estimated using recently executed transactions, market quotations from broker dealers, and/or pricing vendors when available.

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Otherwise, fair value is determined based on trading spreads within similar capital structures of comparable issuers, cash flow models including yield curves and projected earnings multiples, or other methods as determined by the general partner. The general partner uses either the market approach or income approach in estimating the fair value of private equity investments. The use of the market approach generally consists of using comparable market transactions, while the use of the income approach generally consists of the net present value of estimated cash flows, adjusted as appropriate for liquidity, credit, market, and/or other risk factors (Level 3).

The Plan's investment in the Monarch Opportunities Fund LP and the Monarch Capital Partners II Offshore LP (collectively, the Monarch Funds) are limited partnerships primarily invested in related master-feeder funds. The master-feeder funds' investments consist of diversified portfolios of primarily bank loans, public and private corporate bonds, asset-backed securities, trade claims, equity securities received in connection with debt restructurings, derivatives and certain types of special situation investments. The Monarch Funds may utilize leverage in its investment program by entering into securities sold but not yet purchased, options, swap contracts, margin debt and other similar instruments. The fair value of the underlying assets is based on quoted market prices when available. Investments that do not have quoted market prices are valued based on management's estimates utilizing pricing from dealers or counterparties or on other data or methods including, but not limited to, reviewing recent trading activity, utilizing third-party appraisers, assessing the impact of trading restrictions, and reviewing prices for similar instruments of the issuer or comparable companies (Level 3).

The Plan's investment in the NYLCAP Mezzanine Partners III Parallel Fund, LP (NYLCAP), a limited partnership, is composed primarily of privately held mezzanine securities, notes, stocks, warrants and interests in limited liability companies that invest in privately held notes, stocks and warrants. The estimated fair value of these investments is usually based on one or more of the following methods: (1) comparable trading multiples, (2) comparable transaction multiples, and (3) discounted cash flow analysis (Level 3).

The Plan's investment in WCTPT Choice L.P. (LODH), a limited partnership, is composed mainly of investments in private equity funds. Most of the private equity funds are structured as closed-end, commitment-based investment funds where LODH commits a specified amount of capital upon inception of the fund. In estimating the fair value of fund investments, LODH considered all appropriate and applicable factors relevant to their value, including, but not limited to, the following:

- Most recent reported fair value by the fund manager of the underlying fund's investments;

- Reported capital accounts prepared in line with European Private Equity and Venture Capital Association/International Private Equity and Venture Capital Valuation guidelines;

- Operational results, including calculation of carried interest; and

- Market valuations such as quoted prices for publicly traded underlying portfolio companies (Level 3).

Limited liability companies: The Plan's investments in the Onshore Gresham A+ Fund, L.L.C. and the Gresham DJF CommodityBuilder Fund, L.L.C. (collectively, Gresham), Delaware limited liability companies, are primarily composed of portfolios of commodities. Gresham utilizes futures contracts in connection with its proprietary trading activities, which are recorded at fair value. Gresham values investments in futures contracts that are freely tradable and are listed on a national futures exchange at their last sales price as of the last business day of the year. Gresham also invests in U.S. Treasury bills for which fair value is generally based on quoted prices in active markets (Level 2).

The Plan's investments in JPMorgan U.S. Corporate Finance Institutional Investors IV LLC (JP Morgan Corporate), a Delaware limited liability company, and in JPMorgan Venture Capital Institutional Investors IV LLC (JPMorgan Venture Capital), a Delaware limited liability company, (collectively, JPMorgan Private Equity) are valued by taking into consideration the initial transaction price, as well as available market data, including, but not necessarily limited to, observations of the trading multiples of public companies considered comparable to the private companies being valued and cash flow expectations of the private companies. Valuations are also adjusted to give consideration to the financial condition and operating results specific to the issuer, the lack of liquidity inherent in a non-public investment, credit markets and the fact that comparable public companies are not identical to the companies being valued (Level 3).

The Plan's investment in the Waterfall Victoria ERISA Fund, Ltd. (Waterfall), an exempted company organized under the laws of the Cayman Islands, is primarily invested in a master-feeder fund. The underlying investments in the master-feeder fund include high-yield structured finance securities, including residential and commercial mortgage-backed securities (which may be distressed and/or rated sub-investment grade). Mortgage-related and mortgage-backed securities are valued by independent pricing services using models that consider estimated cash flows of each tranche of security, establish a benchmark yield and develop an estimated tranche-specific spread to the benchmark yield based on the unique attributes of the tranche (Level 3).

The Plan's investment in Western Farmland, LLC (Western), a limited liability company, is composed of primarily farmland real estate investments. The real estate held is either leased or operated by a contracted farm management company. The real estate investments are initially recorded at purchase price plus acquisitions costs. Going forward, the real estate is valued at fair value as determined by an independent appraiser or management's estimate using previous sales of similar properties (Level 3).

103-12 investment entity: The Plan's investment in Bridgewater Associates All Weather Portfolio Limited (All Weather), a 103-12 investment entity, functions as a feeder fund invested in the Bridgewater Associates All Weather Portfolio Trading, LLC (All Weather Master Fund). The All Weather Master Fund invests in a variety of financial instruments, including futures and forward currency and commodity contracts, swap contracts, corporate and government bonds, exchange-traded funds, repurchase and reverse-repurchase agreements and money market instruments. The exchange-traded futures contracts are valued at the closing settlement price of the instrument's local exchange. Forward currency contracts are valued based on an interpolation of mid-spot rate and forward points. Forward commodity contracts are valued at the closing settlement price on the instrument's principal active market, which is typically the local exchange. Domestic and international inflation-linked government bonds are valued based on mid-market prices at the local market close. Exchange-traded funds are valued using the closing price from the respective exchange where the fund is traded (Level 2).

Cash and cash equivalents: The value of temporary cash held in short-term investment funds is based on quoted prices for similar assets in active markets (Level 2). Temporary cash held in banks is valued at cost, which approximates fair value (Level 1).

Collateral held for securities on loan: Cash collateral for securities on loan with the custodial bank has been reinvested in various types of debt securities for which values are determined using a model-based approach. Cash collateral for securities on loan through Prudential have been reinvested in the Dryden Core Short-Term Bond Account (Level 2).

Futures contracts and options: Futures contracts and options that are publicly traded in active markets are valued at closing prices as of the last business day of the year (Level 1). Other futures contracts and options are valued at their fair value, as determined in good faith in accordance with the procedures adopted by the investment manager. Such procedures include obtaining quotes from pricing agents and utilizing pricing models based on available market data (Level 2).

Swap agreements: Swap agreements are recorded on the contract date. Amounts payable or receivable under the swap agreements are included on a net basis as a receivable from or payable to the swap counterparty on the statements of net assets available for benefits. Because no market quotations are readily available, swap agreements are valued at estimated fair value, as determined by the investment manager, utilizing pricing models based on available market data (Level 2).

Valuation Methods, Consistency - The valuation techniques used in the accompanying financial statements have been consistently applied.

Transactions and Income Recognition - Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Contributions Receivable - Employer contributions due and not paid prior to the year-end are recorded as employer contributions receivable. Allowance for uncollectible accounts is considered unnecessary and is not provided. Contributions due as a result of payroll audits have been recorded net of an allowance equal to the amount due because collectability is uncertain. Therefore, delinquent contributions are recorded when received.

Withdrawal Contributions Income and Receivable - Withdrawal contributions income is recognized when the withdrawal liability amount has been assessed and is included in employer contributions. An allowance for uncollectible accounts is deemed necessary because collectability is uncertain.

Actuarial Present Value of Accumulated Plan Benefits - Accumulated Plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to the service that participants have rendered. Accumulated Plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of participants who have died, and (c) present active participants or their beneficiaries.

Equipment and Other Fixed Assets - The Plan's computer equipment and other fixed assets are recorded at cost. Furniture and computer equipment are depreciated using the straight-line method. Internally developed software is amortized using the straight-line method. Enhancements to internally developed software that result in additional functionality are capitalized.

Depreciation and amortization is calculated using the following estimated useful lives:

Furniture	7 years
Computer equipment	3 years
Internally developed software	10 years

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Depreciation and amortization expense for the years ended December 31, 2011 and 2010, was $3,119,752 and $3,114,872, respectively.

Estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures in the financial statements. Actual results could differ from those estimates.

Risks and Uncertainties - The actuarial present value of accumulated Plan benefits is calculated based on certain assumptions pertaining to interest rates, participant demographics and other assumptions, all of which are subject to change. Due to the inherent uncertainty of the assumption process, it is at least reasonably possible that changes in these assumptions in the near term would be material to the disclosure to the financial statements of the actuarial present value of accumulated Plan benefits.

The Plan invests in equity securities, corporate debt securities, mortgages, commodities, real estate, futures, swaps, limited partnerships and other investment securities. Such investments are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investments and the level of uncertainty with respect to changes in the value of investments, it is at least reasonably possible that changes in risks in the near term would materially affect the amounts reported in the statements of net assets available for benefits and the statements of changes in net assets available for benefits.

NOTE 2. DESCRIPTION OF THE PLAN

The following description of the Western Conference of Teamsters Pension Plan (the Plan) is provided for general information purposes only. Participants should refer to the Summary Plan Description for complete information.

General - The Plan was established pursuant to the Western Conference of Teamsters Pension Agreement and Declaration of Trust dated April 26, 1955, to provide and maintain retirement, death and termination benefits for employees in collective bargaining units represented by local unions affiliated with the Western Conference of Teamsters. The Plan defines the retirement, death and termination benefits to be provided; the conditions of eligibility for those benefits; the terms of payment; and other necessary or appropriate items. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Board of Trustees - The Plan is administered by a Board of Trustees (the Trustees) composed of 14 union trustees and 14 employer trustees. The Trustees are selected from the various geographic areas served by the Plan. Effective July 2011, the Trust Agreement was amended to reduce the number of Trustees to 26.

NOTE 2. DESCRIPTION OF THE PLAN (CONT'D)

Plan Administration - The Trustees have engaged a third-party administrator to perform administrative and managerial functions for the Plan and to implement the policies of the Trustees.

The Trustees have also contracted with the third-party administrator for services relating to the testing of contributing employers' records. The purpose of the testing is to determine that the proper amount of contributions has been remitted to the Plan. The fees for these services are included in the Administrative Offices expense.

Insurance Company - The Plan is party to two group annuity contracts with Prudential Insurance Company of America (Prudential): one is a participating annuity contract (GA-8216); the other is an investment-only contract (GA-8217) (see Note 12). Benefit payments and administrative services are provided under both contracts.

Retirement Benefits - The Plan's normal retirement benefits are determined using a two-step defined benefit formula.

The first formula is the five-year-average benefit formula. This formula is used to determine an eligible participant's retirement benefits for service before 1987. Under this formula, monthly retirement benefits are based on the length of a participant's service and the rate of employer contributions payable for the participant's last five years of service. Although service after 1986 is not recognized for this formula, employer contribution rates payable on behalf of active participants through the end of 1991 are recognized in determining retirement benefits.

The second formula is the contribution-account benefit formula. This formula is used to determine an eligible participant's retirement benefits for contributory service after 1986 and, if the participant is first covered by the Plan after 1986, for non-contributory service when applicable. Under this formula, monthly retirement benefits are based on a percentage of total employer contributions payable for all of the participant's non-forfeited service after 1986.

Beginning in 2009, the benefit accrual rates were reduced to 1.20% for all participants, regardless of years of service.

Benefits earned by a non-vested participant may be permanently forfeited under certain conditions.

For participants who earned a year of vesting service after December 31, 1990, the vesting period was reduced from 10 years to five years.

NOTE 2. DESCRIPTION OF THE PLAN (CONT'D)

Early Retirement Benefits - The three conditions for early retirement benefits eligibility are that a participant:

- be a vested participant,
- has reached the earliest retirement date, and
- has retired from employment.

The Plan allows certain eligible participants to retire early and receive a retirement benefit equal to 100% of the normal retirement benefit. The subsidized early retirement benefits provided under the Plan are subject to payment of increased contribution surcharges under the Program for Enhanced Early Retirement (PEER).

Disability Retirement Benefits - To be eligible for disability retirement benefits, a participant must:

- be vested or an age pensioner,
- meet the recent coverage requirement,
- be receiving disability insurance benefits under the Federal Social Security Act,
- be under age 65 when meeting the first three conditions, and
- remain continuously disabled from the disability onset date to the date of meeting the first three conditions.

Participants eligible for disability retirement benefits receive a benefit in the amount of the early retirement benefit, if eligible, but no less than 85% of their normal retirement benefit.

Other Benefits - Surviving spouses and children are entitled to monthly survivor benefits under certain conditions. Also, beneficiaries of retired and non-retired participants are entitled to death benefits under certain conditions, as determined under the Plan.

NOTE 3. PRIORITIES UPON TERMINATION

It is the intent of the Trustees to continue the Plan in full force and effect; however, the right to discontinue the Plan is reserved to the Trustees. Termination shall not permit any part of the Plan assets to be used for or diverted to purposes other than the exclusive benefit of the pensioners, beneficiaries and participants. In the event of termination, the net assets of the Plan will be allocated to pay benefits in priorities as prescribed by ERISA and its related regulations. Whether or not a particular participant will receive full benefits should the Plan terminate at some future time will depend on the sufficiency of the Plan's net assets at that time and the priority of those benefits.

NOTE 3. PRIORITIES UPON TERMINATION (CONT'D)

Certain benefits under the Plan are guaranteed by Prudential (see Note 12). In addition, certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (PBGC) if the Plan terminates. Generally, the PBGC guarantees most vested normal-age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. The PBGC does not guarantee all types of benefits, and the amount of any individual participant's benefit protection is subject to certain limitations, particularly with respect to benefit increases as a result of Plan amendments in effect for less than five years. Some benefits may be fully or partially provided, while other benefits may not be provided at all.

NOTE 4. TAX STATUS

The Plan obtained its latest determination letter, dated August 30, 2001, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements under Section 401(a) of the Internal Revenue Code and was, therefore, exempt from federal income taxes under the provisions of Section 501(a). The Plan has been amended since receiving the determination letter. However, the Trustees and the Plan's counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require management to evaluate the tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. Management has analyzed the tax positions taken by the Plan and has concluded that, as of December 31, 2011, there are no uncertain positions taken, or expected to be taken, that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by the taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan believes it is no longer subject to income tax examinations for the years prior to 2008.

NOTE 5. FUNDING POLICY

The Trust Agreement provides that the Trustees shall establish and adjust the levels of prospective Plan benefits so that the employer contributions received by the Plan will always meet the minimum funding standards of Section 302 of ERISA and Section 412 of the Internal Revenue Code of 1986. The Trustees have established a funding policy that specifies funding targets that may result in more rapid funding than prescribed by the minimum funding standards and that provides for benefit adjustments based on specified funding targets.

NOTE 5. FUNDING POLICY (CONT'D)

Employer contributions are determined from employment hours reported by participating employers and the contractual employer contribution rates in effect.

The Plan's actuary has advised that the minimum funding requirements of ERISA are being met as of January 1, 2011 and 2010.

NOTE 6. ACTUARIAL INFORMATION

Actuarial valuations of the Plan were made by McGinn Actuaries Ltd. as of January 1, 2011 and 2010. Information in the reports included the following:

	January 1, 2011	January 1, 2010
Actuarial present value of accumulated Plan benefits		
Vested benefits		
Participants currently receiving payments	$ 19,747,735,000	$ 18,870,847,000
Other participants	14,081,375,000	13,637,722,000
Total vested benefits	33,829,110,000	32,508,569,000
Non-vested benefits	1,900,116,000	1,905,989,000
Total actuarial present value of accumulated Plan benefits	$ 35,729,226,000	$ 34,414,558,000

As reported by the actuary, the changes in the present value of accumulated Plan benefits for the year ended January 1, 2011, were as follows:

Actuarial present value of accumulated Plan benefits at beginning of year		$ 34,414,558,000
Increase (decrease) during the year attributable to:		
Change in actuarial assumptions	$ 481,367,000	
Benefits accumulated	590,984,000	
Increase due to decrease in discount period	2,340,795,000	
Benefits paid	(2,232,529,000)	
Other experience	134,051,000	
Net change		1,314,668,000
Actuarial present value of accumulated Plan benefits at end of year		$ 35,729,226,000

NOTE 6. ACTUARIAL INFORMATION (CONT'D)

The method used in the valuation was the entry-age actuarial cost method. The significant actuarial assumptions used are as follows:

Assumed rates of return on investments and the rates used to discount liabilities specially backed by dedicated asset investments:

Fixed Dollar Account:	6.9% for 2011, decreasing gradually to 6.5% in 2015 and thereafter.
82/84 Annuity Account:	4.51% (2011), 4.85% (2010).
Strategic Bond Account:	5.79% (2011), 6.09% (2010).
Assumed rates of return on remaining investments and the rates used to discount remaining liabilities:	7.00% for 2011 and thereafter.

Expenses:	$85 million per year.
Rates of age retirements:	Tables developed from Plan experience based on years of service, eligibility for PEER and other factors.
Rates of employee termination:	Tables developed from Plan experience based on separate rates for non-seasonal and seasonal employees.
Rates of mortality for retirements:	Tables developed from the RP-2000 mortality tables and adjustment factors modified to reflect recent Plan experience and projected using Scale AA for non-retired participants and age retirees and beneficiaries.
Rates of mortality for disability retirements:	Tables developed from Plan experience.
Survivor benefit cost:	Family composition tables from the 15th Actuarial Valuation published by the Railroad Retirement Board.

NOTE 6. ACTUARIAL INFORMATION (CONT'D)

The above actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated Plan benefits. Pension benefits in excess of the present assets of the Plan are dependent on contributions received under collective bargaining agreements with employers and on income from investments.

Since information on the accumulated Plan benefits at December 31, 2011, and the changes therein for the year then ended are not included above, these financial statements do not purport to present a complete presentation of the financial status of the Plan as of December 31, 2011, and the changes in its financial status for the year then ended, but only to present the net assets available for benefits and the changes therein as of and for the year ended December 31, 2011. The complete financial status is presented as of December 31, 2010.

NOTE 7. INVESTMENTS

The following summary presents the fair value for each of the Plan's investment categories:

	December 31, 2011	December 31, 2010
Investments at fair value, as determined by quoted market prices		
U.S. Government and Government Agency obligations	$ 1,013,717,365	$ 728,836,381
Equity securities	1,716,173,674	1,648,692,655
Foreign debt securities	7,722,515	6,729,467
Cash and cash equivalents	6,374,910	47,457,452
	2,743,988,464	2,431,715,955
Investments at estimated fair value, based on models, cash flow analyses or other observable inputs		
U.S. Government and Government Agency obligations	1,212,755,820	1,386,010,596
Corporate debt securities	2,249,894,818	2,335,073,768
Insurance company contracts		
U.S. Government and Government Agency obligations	4,085,011,740	4,036,348,727
Corporate debt securities	3,664,967,514	3,427,255,296
Cash and cash equivalents	293,522,482	328,536,812
Pooled separate accounts	446,623,690	475,858,969
Mortgages	58,115,317	59,519,059
Unallocated insurance contracts	136,901,677	153,247,642
Common/commingled trusts	8,314,624,197	9,891,139,897
Foreign debt securities	200,203,578	228,414,895
103-12 investment entity	713,320,624	601,075,433
Limited liability companies	306,635,022	191,453,488
Limited partnerships	344,872,090	370,064,673
Cash and cash equivalents	1,131,762,266	1,103,381,340
Securities lending collateral (see Note 10)	3,249,490,133	2,923,486,783
	26,408,700,968	27,510,867,378
Investments at estimated fair value, as determined by the investment manager or other unobservable inputs		
Insurance company contracts		
Real estate	960,827,717	797,015,653
Pooled separate accounts	981,138,870	818,267,721
Real estate	1,117,909,223	960,650,326
Limited liability companies	149,436,533	16,168,149
Limited partnerships	2,220,138,333	1,572,479,320
	5,429,450,676	4,164,581,169
Total	$ 34,582,140,108	$ 34,107,164,502

NOTE 7. INVESTMENTS (CONT'D)

The following presents investments that represent 5% or more of the Plan's net assets available for benefits:

	December 31, 2011	December 31, 2010
Investments at estimated fair value		
Insurance company contracts		
Prudential Insurance Company of America, Group Annuity Contract GA-8216	$ 4,181,758,289	$ 4,134,518,395
Prudential Insurance Company of America, Group Annuity Contract GA-8217	6,445,350,718	5,961,531,484
Common/commingled trusts		
Northern Trust Collective Daily S&P 500 Equity Index Fund	1,505,554,619	1,473,334,890
EB Daily Valued Stock Index Fund of The Bank of New York Mellon	2,566,844,953	3,044,982,632

NOTE 7. INVESTMENTS (CONT'D)

The Plan's investments, including investments bought, sold or held during the year, appreciated (depreciated) in value as follows:

	Years Ended December 31, 2011	Years Ended December 31, 2010
Investments at fair value, as determined by quoted market prices		
U.S. Government and Government Agency obligations	$ 94,900,995	$ 22,387,329
Equity securities	30,817,638	172,593,166
Foreign debt securities	993,048	599,990
Futures and options contracts	40,714,373	184,505,893
Securities sold short	55,584,457	(129,273,197)
Forward foreign currency contracts	(10,367,553)	(1,281,387)
	212,642,958	249,531,794
Investments at estimated fair value, based on models, cash flow analyses or other observable inputs		
U.S. Government and Government Agency obligations	59,765,621	29,327,914
Corporate debt securities	(94,913,295)	273,983,314
Foreign debt securities	(3,513,644)	4,942,313
Insurance company contracts		
U.S. Government and Government Agency obligations	448,506,016	198,351,264
Corporate debt securities	125,681,875	134,028,641
Pooled separate accounts	4,915,737	10,008,504
Mortgages	1,631,073	5,636,711
Futures and options contracts	2,626,360	1,761,031
Swap agreements	1,151,104	(459,543)
Common/commingled trusts	(138,590,938)	1,346,863,670
Limited partnerships	(25,623,040)	60,611,088
Limited liability companies	(34,579,441)	36,319,350
103-12 investment entity	112,245,190	88,046,041
Swap agreements	(19,997,552)	(4,765,998)
	439,305,066	2,184,654,300
Investments at estimated fair value, as determined by the investment manager or other unobservable inputs		
Insurance company contracts		
Real estate	120,251,331	99,800,319
Pooled separate accounts	114,433,584	97,862,703
Real estate	64,451,226	70,302,802
Limited partnerships	201,059,158	118,113,195
Limited liability companies	14,615,716	2,501,473
	514,811,015	388,580,492
Total	$ 1,166,759,039	$ 2,822,766,586

NOTE 7. INVESTMENTS (CONT'D)

The Plan's invested securities lending collateral appreciated (depreciated) in value as follows:

	Years Ended December 31, 2011	2010
Investments at estimated fair value		
Reinvested custodial bank securities	$ 574,018	$ 739,043
Insurance company contracts		
Dryden Core Short-Term Bond Account	(23,795,859)	77,280,542
Total unrealized gains (losses) on reinvested collateral	$ (23,221,841)	$ 78,019,585

NOTE 8. INVESTMENTS AT FAIR VALUE HIERARCHY

Assets measured at fair value on a recurring basis, based on their fair value hierarchy at December 31, 2011, are as follows:

		Fair Value Measurements at Reporting Date using:		
Description	December 31, 2011	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
U.S. Government and Government Agency obligations				
U.S. Treasury securities	$ 1,013,717,365	$ 1,013,717,365	$ -	$ -
Mortgage-backed securities	1,103,382,321	-	1,103,382,321	-
Other government debt securities	109,373,499	-	109,373,499	-
	2,226,473,185	1,013,717,365	1,212,755,820	-
Corporate debt securities				
Corporate debt securities	1,934,487,235	-	1,934,487,235	-
Asset-backed securities	315,407,583	-	315,407,583	-
	2,249,894,818	-	2,249,894,818	-
Foreign debt securities	207,926,093	7,722,515	200,203,578	-
Equity securities				
Communication	131,733,828	131,733,828	-	-
Consumer goods	150,456,759	150,456,759	-	-
Consumer services	85,930,484	85,930,484	-	-
Energy and utilities	310,410,978	310,410,978	-	-
Financial	146,588,191	146,588,191	-	-
Healthcare	231,394,113	231,394,113	-	-
Manufacturing	183,982,683	183,982,683	-	-
Technology	242,363,862	242,363,862	-	-
Other	233,312,776	233,312,776	-	-
	1,716,173,674	1,716,173,674	-	-
Insurance company contracts				
U.S. Government and Government Agency obligations				
U.S. Treasury securities	1,622,190,923	-	1,622,190,923	-
Mortgage-backed securities	1,593,341,125	-	1,593,341,125	-
Other government debt securities	869,479,692	-	869,479,692	-
Corporate debt securities				
Corporate debt securities	3,286,792,960	-	3,286,792,960	-
Asset-backed securities	378,174,554	-	378,174,554	-
Mortgages	58,115,317	-	58,115,317	-
Cash and cash equivalents	293,522,482	-	293,522,482	-
Pooled separate accounts	1,427,762,560	-	446,623,690	981,138,870
Unallocated insurance contracts	136,901,677	-	136,901,677	-
Real estate	960,827,717	-	-	960,827,717
	10,627,109,007	-	8,685,142,420	1,941,966,587
Common/commingled trusts	8,314,624,197	-	8,314,624,197	-
103-12 investment entity	713,320,624	-	713,320,624	-
Limited liability companies	456,071,555	-	306,635,022	149,436,533
Limited partnerships	2,565,010,423	-	344,872,090	2,220,138,333
Cash and cash equivalents	1,138,137,176	6,374,910	1,131,762,266	-
Real estate	1,117,909,223	-	-	1,117,909,223
Collateral for securities on loan	3,249,490,133	-	3,249,490,133	-
Total	$ 34,582,140,108	$ 2,743,988,464	$ 26,408,700,968	$ 5,429,450,676

NOTE 8. INVESTMENTS AT FAIR VALUE HIERARCHY (CONT'D)

Assets measured at fair value on a recurring basis, based on their fair value hierarchy at December 31, 2010, are as follows:

		Fair Value Measurements at Reporting Date using:		
Description	December 31, 2010	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
U.S. Government and Government Agency obligations				
U.S. Treasury securities	$ 728,836,381	$ 728,836,381	$ -	$ -
Mortgage-backed securities	1,355,054,066	-	1,355,054,066	-
Other government debt securities	30,956,530	-	30,956,530	-
	2,114,846,977	728,836,381	1,386,010,596	-
Corporate debt securities				
Corporate debt securities	1,808,108,212	-	1,808,108,212	-
Asset-backed securities	495,825,335	-	495,825,335	-
Other corporate securities	31,140,221	-	31,140,221	-
	2,335,073,768	-	2,335,073,768	-
Foreign debt securities	235,144,362	6,729,467	228,414,895	-
Equity securities				
Communication	140,554,560	140,554,560	-	-
Consumer goods	255,465,465	255,465,465	-	-
Consumer services	109,874,205	109,874,205	-	-
Energy and utilities	251,959,963	251,959,963	-	-
Financial	169,528,194	169,528,194	-	-
Healthcare	152,137,550	152,137,550	-	-
Manufacturing	137,299,397	137,299,397	-	-
Technology	234,167,772	234,167,772	-	-
Other	197,705,549	197,705,549	-	-
	1,648,692,655	1,648,692,655	-	-
Insurance company contracts				
U.S. Government and Government Agency obligations				
U.S. Treasury securities	1,427,895,089	-	1,427,895,089	-
Mortgage-backed securities	968,285,099	-	968,285,099	-
Other government debt securities	1,640,168,539	-	1,640,168,539	-
Corporate debt securities				
Corporate debt securities	3,005,288,972	-	3,005,288,972	-
Asset-backed securities	421,966,324	-	421,966,324	-
Mortgages	59,519,059	-	59,519,059	-
Cash and cash equivalents	328,536,812	-	328,536,812	-
Pooled separate accounts	1,294,126,690	-	475,858,969	818,267,721
Unallocated insurance contracts	153,247,642	-	153,247,642	-
Real estate	797,015,653	-	-	797,015,653
	10,096,049,879	-	8,480,766,505	1,615,283,374
Common/commingled trusts	9,891,139,897	-	9,891,139,897	-
103-12 investment entity	601,075,433	-	601,075,433	-
Limited liability companies	207,621,637	-	191,453,488	16,168,149
Limited partnerships	1,942,543,993	-	370,064,673	1,572,479,320
Cash and cash equivalents	1,150,838,792	47,457,452	1,103,381,340	-
Real estate	960,650,326	-	-	960,650,326
Collateral for securities on loan	2,923,486,783	-	2,923,486,783	-
Total	$ 34,107,164,502	$ 2,431,715,955	$ 27,510,867,378	$ 4,164,581,169

NOTE 8. INVESTMENTS AT FAIR VALUE HIERARCHY (CONT'D)

A reconciliation of the activity from the beginning to the end of year for assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) at December 31, 2011 and 2010, follows. The amount of total gains or losses for the year included in the changes in net assets available for benefits attributed to the unrealized gains or losses of assets still held at year-end is also included.

	Fair Value Measurements using Significant Unobservable Inputs (Level 3):					
	Insurance company contracts					
December 31, 2011	Real estate	Pooled separate accounts	Real estate	Limited liability companies	Limited partnerships	Total
Beginning balance	$ 797,015,653	$ 818,267,721	$ 960,650,326	$ 16,168,149	$ 1,572,479,320	$ 4,164,581,169
Total realized/unrealized gains or losses included in changes in net assets	120,251,331	114,433,584	64,451,226	14,615,716	201,059,158	514,811,015
Purchases	30,000,000	-	51,500,000	125,632,271	551,972,944	759,105,215
Sales, withdrawals, and distributions	(40,000,000)	-	(26,500,000)	(630,943)	(81,554,303)	(148,685,246)
Investment income (net of expenses)	53,560,733	48,437,565	67,807,671	(6,348,660)	(23,818,786)	139,638,523
Ending balance	$ 960,827,717	$ 981,138,870	$ 1,117,909,223	$ 149,436,533	$ 2,220,138,333	$ 5,429,450,676
The amount of total gains or losses for the period included in changes in net assets attributable to the change in unrealized gains or losses relating to assets still held at the reporting date	$ 89,484,411	$ 114,433,584	$ 64,502,944	$ 10,729,383	$ 166,027,387	$ 445,177,709

	Fair Value Measurements using Significant Unobservable Inputs (Level 3):					
	Insurance company contracts					
December 31, 2010	Real estate	Pooled separate accounts	Real estate	Limited liability companies	Limited partnerships	Total
Beginning balance	$ 641,312,899	$ 646,912,817	$ 913,887,017	$ 486,697	$ 1,268,906,068	$ 3,471,505,498
Total realized/unrealized gains or losses included in changes in net assets	99,800,319	97,862,703	70,302,802	2,501,473	118,113,195	388,580,492
Purchases	-	26,722,455	-	14,560,710	233,966,788	275,249,953
Sales, withdrawals, and distributions	-	-	(86,600,000)	(175,514)	(26,769,810)	(113,545,324)
Investment income (net of expenses)	55,902,435	46,769,746	63,060,507	(1,205,217)	(21,736,921)	142,790,550
Ending balance	$ 797,015,653	$ 818,267,721	$ 960,650,326	$ 16,168,149	$ 1,572,479,320	$ 4,164,581,169
The amount of total gains or losses for the period included in changes in net assets attributable to the change in unrealized gains or losses relating to assets still held at the reporting date	$ 71,903,168	$ 97,862,703	$ 43,912,582	$ 2,467,326	$ 105,244,145	$ 321,389,924

NOTE 9. FINANCIAL INSTRUMENTS

As part of the total investment strategy, and to meet the primary objectives established by the Trustees, several of the Plan's investment managers utilize derivative financial instruments. Risks associated with derivatives vary widely, but generally may be categorized as market risk, credit risk and interest rate risk. Market risk is defined as that risk associated with fluctuations in market price. Credit risk is defined as that risk associated with an entity not paying. Interest rate risk is defined as risk associated with changes in general interest rates or yield curves that could adversely affect the fair value of an investment.

Some of the Plan's investment managers enter into options, warrants and rights, futures, swaps and forward currency exchange contracts. The Plan uses futures, options and swaps for hedging purposes and not on a speculative basis, but the use of these instruments would be considered trading securities for purposes of reporting. The Plan uses futures, swaps and forwards for bona fide hedging purposes and to manage duration, yield curve, convexity, spread risk and credit risk with portfolios.

In addition, investment managers utilize currency forward transactions to protect or partially protect against fluctuations in exchange rates between countries when purchasing non-dollar issues for the portfolio. These instruments are helpful in eliminating volatility that may be experienced by the portfolio due to changes in exchange rates. By purchasing or selling the proper amount of these instruments, the investment manager is able to capture the underlying value of the foreign security without taking on the additional risk of currency.

An option is a contract that grants the right, but not the obligation, to exercise a specific purchase or sales transaction at a stated exercise price. Warrants and rights are investment instruments similar to options. A futures contract is a standardized agreement between two parties to buy and sell an asset at a set price on a future date. The Plan enters into financial futures contracts solely for the purpose of hedging its existing portfolio securities, or securities the Plan intends to purchase, against fluctuations in fair value caused by changes in prevailing interest rates or as substitutes for cash securities permitted under the relative account guidelines. Upon entering into a financial futures contract, the Plan is required to pledge to the broker an amount in cash, United States government securities or other assets equal to a certain percentage of the contract amounts (initial margin deposit).

Subsequent payments, known as "variation margin," are made or received by the Plan each day, depending on the daily fluctuations in the fair value of the underlying security. The Plan recognizes an unrealized gain or loss equal to the daily variation margin. Should market conditions move unexpectedly, the Plan may not achieve the anticipated benefits of the financial futures contracts and may realize a loss. When the contract is closed, the Plan recognizes a realized gain or loss equal to the difference between the value of the contract at the time it was opened and the value at the time it was closed.

NOTE 9. FINANCIAL INSTRUMENTS (CONT'D)

The use of futures transactions involves the risk of imperfect correlation in movements in the price of futures contracts, interest rates and the underlying hedged assets. The variation margin receivable/payable is included in accrued investment income on the statements of net assets available for benefits.

Credit default swaps (CDS) entered into by the Plan typically represent the exchange by a counterparty with the Plan of a commitment to provide credit protection for a commitment to receive interest at a fixed rate based on the potential risk of default of the relevant underlying issuer. Receiving credit protection from a counterparty tends to decrease the Plan's exposure to the underlying instrument held by the Plan. Such contracts may have a term of one to seven years, but typically require periodic interim settlement in cash. Credit default swaps are marked to market daily based on prices obtained from independent broker/dealers, and changes in value, as well as the accrual of the periodic coupon income, are recorded as unrealized appreciation or depreciation. Gains and losses on CDS agreements are realized upon termination of the swap contract and the periodic payments.

A credit default swap index (CDX) is a credit derivative used to hedge credit risk or to take a position on a group of credit entities. A CDX may be more liquid and trade at a smaller bid-offer spread. This means that it can be cheaper to hedge a portfolio of credit default swaps or bonds with a CDS index than it would be to buy many CDS to achieve a similar effect. Credit default swap indexes are benchmarks for protecting the Plan's investments in bonds against default.

An inflation swap is a form of inflation derivative that is used to transfer inflation risk from one counterparty to another. An inflation swap allows the Plan to hedge on future inflation fluctuations.

The Plan has entered into interest rate swap agreements. Through such transactions, the parties agree to pay, on specific dates, either a fixed or floating rate of interest on the contract amount. Risks in these transactions involve both the risk of counterparty nonperformance under the terms of the contract and the risk associated with changes in the market value of the swaps.

Total return swap is a financial transaction where the counterparties swap the total return of an asset or group of assets in exchange for periodic cash flows plus capital appreciation/ depreciation and are used as a way of adjusting credit exposure.

The Plan has also entered into foreign currency forward contracts to protect its investments in foreign securities from price declines caused by changes in currency exchange rates. A foreign currency forward contract is a commitment to purchase or sell a foreign currency at a future date at a negotiated forward rate. The gain or loss arising from the difference between the value of the original contracts and the value upon closing such contracts is included in net realized gain or loss on foreign currency transactions.

NOTE 9. FINANCIAL INSTRUMENTS (CONT'D)

Fluctuations in the value of open foreign currency forward contracts are recorded as unrealized gains and losses.

The Plan may sell a security it does not own in anticipation of a decline in the fair value of that security. When the Plan sells a security short, it must borrow the security sold short and deliver it to the broker-dealer through which the short sale was made. A gain, limited to the price at which the Plan sold the security short, or a loss, unlimited in size, will be recognized upon termination of the short sale.

NOTE 9. FINANCIAL INSTRUMENTS (CONT'D)

Total open contracts and unrealized gain (loss) by category at December 31, 2011, consisted of the following:

Type	Position	Notional/ Contractual Amount	Unrealized Gain (Loss)
Futures			
S&P 500 Stock Index Futures	Long	$ 1,442,682,050	$ 13,028,374
U.S. Treasury Bond Futures	Long	571,688,498	2,516,607
U.S. Treasury Bond Futures	Short	(497,978,265)	(2,843,631)
Euro Dollar Futures	Long	-	(6,648)
Euro Dollar Futures	Short	(4,714,375)	(10,596)
International Bond Futures	Long	10,288,202	271,041
Total futures		$ 1,521,966,110	$ 12,955,147
Swaps			
Credit Default Swaps	Long	$ 5,125,000	$ 4,855,151
Credit Default Swaps	Short	(5,125,000)	(4,847,726)
Credit Default Index Swaps	Long	230,975,000	229,218,373
Credit Default Index Swaps	Short	(230,975,000)	(229,066,954)
Interest Rate Swaps	Long	426,000,000	166,402,343
Interest Rate Swaps	Short	(426,000,000)	(165,907,918)
Total swaps		$ -	$ 653,269
Options			
Interest Rate Swap Call Options	Long	$ 81,000,000	$ 3,398,373
Interest Rate Swap Call Options	Short	(175,900,000)	(15,403,002)
Interest Rate Swap Put Options	Long	245,800,000	(1,888,707)
Interest Rate Swap Put Options	Short	(164,100,000)	4,570,909
Common Stock Call Options	Long	43,856	(63,057)
Common Stock Call Options	Short	(3,185)	3,605
Common Stock Put Options	Long	84,428	(86,397)
Total options		$ (13,074,901)	$ (9,468,276)
Forward Contracts Foreign Currency			
Pay AUD/Rec USD			$ (78,955)
Pay CDA/Rec USD			6,322
Pay EUR/Rec USD			1,622,354
Pay GBP/Rec USD			169,059
Pay USD/Rec AUD			46,075
Pay USD/Rec EUR			(184,328)
Pay USD/Rec GBP			(137,971)
Total forward contracts foreign currency			$ 1,442,556

NOTE 9. FINANCIAL INSTRUMENTS (CONT'D)

Total open contracts and unrealized gain (loss) by category at December 31, 2010, consisted of the following:

Type	Position	Notional/ Contractual Amount	Unrealized Gain (Loss)
Futures			
S&P 500 Stock Index Futures	Long	$ 1,420,588,750	$ 24,071,370
U.S. Treasury Bond Futures	Long	1,317,931,339	(6,868,850)
U.S. Treasury Bond Futures	Short	(485,512,897)	8,833,882
Euro Dollar Futures	Long	104,745,375	19,117
Euro Dollar Futures	Short	(403,661,550)	218,767
International Bond Futures	Long	88,941,196	238,031
International Bond Futures	Short	(16,815,171)	(7,473,838)
Commodities			
Agriculture	Long	16,217,926	1,259,900
Energy	Long	26,007,750	397,624
Metals	Long	11,293,118	619,337
Total futures		$ 2,079,735,836	$ 21,315,340
Swaps			
Credit Default Swaps	Long	$ 6,315,000	$ 6,143,942
Credit Default Swaps	Short	(6,315,000)	(5,988,222)
Credit Default Index Swaps	Long	16,810,000	15,911,770
Credit Default Index Swaps	Short	(16,810,000)	(16,134,209)
Inflation Swaps	Long	5,805,000	52,621
Inflation Swaps	Short	(5,805,000)	-
Interest Rate Swaps	Long	684,579,000	479,291,421
Interest Rate Swaps	Short	(684,579,000)	(480,010,610)
Total Return Swaps	Long	4,035,802	4,145,233
Total Return Swaps	Short	(8,896,787)	(8,896,931)
Total swaps		$ (4,860,985)	$ (5,484,985)
Options			
Interest Rate Swap Call Options	Long	$ 16,900,000	$ (254,903)
Interest Rate Swap Call Options	Short	(51,600,000)	959,121
Interest Rate Swap Put Options	Long	16,900,000	385,950
Interest Rate Swap Put Options	Short	(84,900,000)	(1,520,394)
Common Stock Call Options	Long	121,080	(3,529)
Common Stock Call Options	Short	(244)	19,581
Total options		$ (102,579,164)	$ (414,174)
Warrants			
Common Stock Warrants	Long	$ 1,175,744	$ 617,220
Forward Contracts Foreign Currency			
Pay CNY/Rec USD			$ 136,645
Pay EUR/Rec USD			(65,552)
Pay USD/Rec EUR			94,606
Pay GBP/Rec USD			(110,915)
Pay USD/Rec GBP			113,550
Total forward contracts foreign currency			$ 168,334

NOTE 9. FINANCIAL INSTRUMENTS (CONT'D)

The accompanying financial statements reflect these unrealized gains and losses, not the gross value or notional amount of the underlying securities. At December 31, 2011 and 2010, approximately $102,252,000 and $107,159,000, respectively, had been pledged against the futures contracts to cover the initial margin and collateral requirements.

NOTE 10. SECURITIES LENDING

The Trustees authorized the Plan to enter into securities lending agreements with a custodial bank and Prudential (the Lending Agents) to lend securities to third parties. The Lending Agents must obtain collateral from the borrowers in the form of cash or securities issued or guaranteed by the United States Government or its agencies equal to at least 102% (105% for foreign loans) of the market value of the loaned securities plus accrued income. The market value of the collateral is marked to market daily. Except as noted below, if the market value of the collateral is less than the minimum percentage (100%), the Lending Agents require additional collateral be delivered the following day to meet the required percentage of the market value of the loaned securities, plus accrued interest. During the time the securities are on loan, the Plan will continue to receive the interest and dividends, or amounts equivalent thereto, on the loaned securities. The right to terminate the loan is given to both the lenders and the borrowers, subject to appropriate notice. Upon termination of the loan, the borrowers will return to the lenders securities identical to the loaned securities and the collateral held by lenders will be returned to the borrowers.

The fair value of the securities on loan is as follows:

	December 31, 2011	December 31, 2010
Securities on loan, at fair value		
Custodial bank	$ 912,587,624	$ 552,705,697
Prudential	2,457,442,756	2,470,199,295
Total securities on loan	$ 3,370,030,380	$ 3,022,904,992

The Lending Agents are authorized to invest and reinvest any and all cash collateral. Cash collateral may be invested or reinvested in accordance with the investment guidelines set forth in the securities lending agreements. Prudential invested a portion of the cash collateral in the Dryden Core Short-Term Bond Account (Dryden Bond Account), an approved vehicle for reinvested cash collateral. The custodial bank reinvested the cash collateral in a pool of approved securities.

NOTE 10. SECURITIES LENDING (CONT'D)

The liability to return securities lending collateral, unrealized losses and fair value of collateral are as follows:

As of December 31, 2011	Liability to Return Collateral	Unrealized Losses	Fair Value of Collateral
Collateral for securities on loan			
Custodial bank	$ 935,527,008	$ (3,726,886)	$ 931,800,122
Prudential	2,504,951,415	(187,261,404)	2,317,690,011
Total	$ 3,440,478,423	$ (190,988,290)	$ 3,249,490,133

As of December 31, 2010	Liability to Return Collateral	Unrealized Losses	Fair Value of Collateral
Collateral for securities on loan			
Custodial bank	$ 568,753,855	$ (4,300,904)	$ 564,452,951
Prudential	2,522,499,377	(163,465,545)	2,359,033,832
Total	$ 3,091,253,232	$ (167,766,449)	$ 2,923,486,783

As shown on the statements of changes in net assets available for benefits, the unrealized gains (losses) on the reinvested collateral for the years ended December 31, 2011 and 2010, were $(23,221,841) and $78,019,585, respectively.

Although the Plan's securities lending activities are collateralized as described above, they involve both market and credit risk. In this context, market risk refers to the possibility that the borrowers of securities will be unable to collateralize their loan upon a sudden material change in the fair value of the loaned securities or collateral. Credit risk refers to the possibility that counterparties involved in the securities lending program may fail to perform in accordance with the terms of their contracts. To minimize risk, the Plan restricts counterparties to the highest quality firms. If a loan of securities is terminated and such securities are returned, the Plan could sustain realized losses on the collateral if it were necessary to liquidate collateral invested in the Dryden Bond Account.

The Plan earned securities lending income (net of fees) totaling approximately $17,299,000 and $16,286,000, respectively, for the years ended December 31, 2011 and 2010. These amounts are included in investment income on the statements of changes in net assets available for benefits.

NOTE 11. INVESTMENTS IN CERTAIN ENTITIES THAT CALCULATE NET ASSET VALUE

In September 2009, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2009-12, *Investments in Certain Entities that Calculate Net Asset Value per Share (or its Equivalent)*, which amended certain subsections of FASB ASC 820. Overall, the guidance permits entities to use net asset value (NAV) per share (or its equivalent), as a practical expedient, to measure fair value when the investment does not have a readily determinable fair value and the net asset value is calculated in a manner consistent with investment company accounting. The Plan adopted this guidance in ASU 2009-12 for the reporting period ended December 31, 2009. As a result, the Plan has provided additional disclosures regarding the nature and risks of investments within the scope of this guidance. The adoption of ASU 2009-12 did not have a material effect on the Plan's net assets available for benefits or its changes in net assets available for benefits. The fair value of the following investments was measured using NAV (or its equivalent).

Investment Type/Name	Fair Value at December 31, 2011	2010		Redemption Frequency (if currently eligible)	Redemption Notice Period
Common/collective trusts					
Equity					
Northern Trust					
Collective Short Term Investment Fund	$ 59,336	$ 59,038	{a}	Daily	1 day
Collective Extended Equity Market Index Fund-Lending	820,543,816	851,272,675	{a}	Daily	1 day
Collective S&P 500 Index Fund - Lending	1,505,554,619	1,473,334,890	{a}	Daily	1 day
The Bank of New York Mellon					
EB DV Stock Index Fund of The Bank of New York Mellon	2,566,844,953	3,044,982,632	{b}	Daily	1 day for cash redemptions; 2 days for in-kind redemptions
EB DV Market Completion Fund of The Bank of New York Mellon	834,981,438	1,154,011,858	{b}	Daily	
International equity					
Invesco GTAA Alpha Overlay - International Equity Trust	-	775,798,035	{c}	Daily	1 day for withdrawals in excess of $1 million; 2-5 days is preferred
EB International Equity Alpha Plus Fund of The Bank of New York Mellon	1,267,037,517	1,424,331,942	{d}	Twice monthly	2 days for cash redemptions; 3 days for in-kind redemptions
EB DV ACWI ex-U.S. Fund of The Bank of New York Mellon	680,910,236	-	{e}	Daily	1 day for casch redemptions; 2 days for in-kind redemptions
Risk parity					
Invesco Premia Plus Trust	396,868,251	354,751,620	{f}	Daily	1 day for withdrawals in excess of $1 million; 2-5 days is preferred
Commodity					
Invesco Balanced-Risk Commodity Trust	92,492,711	-	{g}	Daily	1 day for withdrawals in excess of $1 million; 2-4 days is preferred
Cash					
Pooled Employee Daily Liquidity Fund	149,331,320	812,597,207	{h}	Daily	None required

NOTE 11. INVESTMENTS IN CERTAIN ENTITIES THAT CALCULATE NET ASSET VALUE (CONT'D)

Investment Type/Name	Fair Value at December 31, 2011	Fair Value at December 31, 2010		Redemption Frequency (if currently eligible)	Redemption Notice Period
Limited partnerships					
Infrastructure					
UBS International Infrastructure Fund LP	$ 287,818,674	$ 204,078,919	{i}	Not permitted	N/A
JPMorgan IIF ERISA LP	554,800,168	517,257,898	{j}	Semi-annually	90 days written notice - See {j}
IFM Global Infrastructure (US) Fund L.P.	384,231,266	353,953,522	{k}	Quarterly	90 days written notice to the general partner
Commodities					
Schroder Commodity Portfolio	344,872,090	370,064,673	{l}	Monthly, first business day of each month	30 days
Private equity					
Yucaipa American Alliance Fund I, LP	33,359,294	32,805,143	{m}	Not permitted	N/A
Yucaipa American Alliance Fund II, LP	97,429,615	77,931,785	{m}	Not permitted	N/A
Landmark Equity Partners XIII, L.P.	26,433,015	31,071,384	{n}	Not permitted, unless an event occurs that is deemed to be in violation of ERISA	N/A
Landmark Equity Partners XIV, L.P.	39,992,025	17,828,587	{n}		
WP Global Partners COREalpha Private Equity Partners II, L.P.	42,499,014	30,232,371	{o}	Not permitted	N/A
WP Global Partners COREalpha Private Equity Partners III, L.P.	10,736,273	5,186,372	{o}	Not permitted	N/A
BlackRock Vesey Street Fund IV (ERISA), L.P.	56,013,665	40,046,283	{p}	Not permitted	N/A
Hamilton Lane Capital Opportunities Fund LP	45,681,642	33,651,928	{q}	Not permitted	N/A
HarbourVest Dover Street VII L.P.	100,295,280	57,765,835	{r}	Not permitted	N/A
Pantheon USA Fund VIII, L.P.	44,116,562	23,686,245	{s}	Not permitted	N/A
Pantheon Global Secondary Fund IV, L.P.	24,447,144	15,169,781	{s}	Not permitted	N/A
Partners Group Secondary 2008, L.P.	81,861,013	60,734,019	{t}	Not permitted	N/A
Pomona Capital VII, L.P.	59,681,128	53,167,385	{u}	Not permitted	N/A
EIG Energy Fund XV-A, L.P.	57,544,699	(1,303,285)	{v}	Not permitted	N/A
EnCap Energy Capital Fund VIII, L.P.	22,906,440	4,509,745	{w}	Not permitted	N/A
EnerVest Energy Institutional Fund XII-C, L.P.	27,510,130	10,268,705	{x}	Not permitted	N/A
Lone Star Fund VII (U.S.), L.P.	48,419,066	(2,734,619)	{y}	Not permitted	N/A
WCTPT Choice L.P. (LODH)	15,449,146	6,636,283	{z}	Not permitted	N/A
NYLCAP Mezzanine Partners III Parallel Fund, LP	35,195,961	-	{aa}	Not permitted	N/A
Centerbridge Capital Partners II	27,043,538	-	{bb}	Not permitted	N/A
Monarch Capital Partners II Offshore LP	3,495,945	-	{cc}	Not permitted	N/A
Monarch Opportunities Fund LP	64,437,597	-	{dd}	see {dd}	see {dd}
Residential Mortgages					
Selene Residential Mortgage Opportunity Fund II L.P.	28,740,033	535,034	{ee}	Not permitted	N/A

NOTE 11. INVESTMENTS IN CERTAIN ENTITIES THAT CALCULATE NET ASSET VALUE (CONT'D)

Investment Type/Name	Fair Value at December 31, 2011	2010		Redemption Frequency (if currently eligible)	Redemption Notice Period
Pooled separate accounts					
Real estate					
PRISA	$ 485,006,646	$ 407,300,202	{ff}	Quarterly	90 days written notice
PRISA II	496,132,224	410,967,519	{gg}	Quarterly	90 days written notice
Mortgages					
Union Mortgage Account	119,829,758	115,048,632	{hh}	Quarterly at quarter end	90 days prior to quarter end
Cash					
Temporary Investment Account	326,793,932	360,810,337	{ii}	Daily	15 or more business days in advance; Prudential may agree to a shorter request period
103-12 investment entity					
Risk parity					
Bridgewater Associates All Weather Portfolio Limited	713,320,624	601,075,433	{jj}	Monthly	5 business days
Limited liability companies					
Commodities					
Gresham The Onshore Gresham A+ Fund, L.L.C.	-	191,453,488	{kk}	Monthly	5 business days
Gresham DJF CommodityBuilder	306,635,022	-	{kk}	Daily	2 business days
Other					
JPMorgan U.S. Corporate Finance Institutional Investors IV LLC	29,703,367	12,823,329	{ll}	Not permitted	N/A
JPMorgan Venture Capital Institutional Investors IV LLC	5,862,560	3,344,820	{ll}	Not permitted	N/A
Waterfall Victoria ERISA Fund, Ltd.	98,354,783	-	{mm}	Annually	180 days
Western Farmland LLC	14,338,505	-	{nn}	Not permitted	Not permitted

{a} The Northern Trust common/collective funds are composed of equities and a combination of other collective funds that together are designed to track the performance of either the S&P 500 Index or the Dow Jones U.S. Completion Total Stock Market Index. The Plan's investment in the funds is weighted to approximate as closely as practicable the entire U.S. equity market. The funds may make limited use of futures and/or options for the purpose of maintaining equity exposure.

{b} The Bank of New York Mellon common/collective funds are composed of equities and a combination of other collective funds that together are designed to track the performance of either the S&P 500 Index or the Dow Jones U.S. Completion Total Stock Market Index. The Plan's investment in the funds is weighted to approximate as closely as practicable the entire U.S. equity market.

NOTE 11. INVESTMENTS IN CERTAIN ENTITIES THAT CALCULATE NET ASSET VALUE (CONT'D)

{c} The objective of the Invesco GTAA Alpha Overlay - International Equity Trust common/collective fund is to outperform the MSCI EAFE Index by 3.75% over a three- to five-year investment horizon. The fund strives to achieve this objective with an active investment process that includes two elements, including return seeking and benchmark hedging.

{d} The EB International Equity Alpha Plus Fund of The Bank of New York Mellon common/collective fund follows an active, global, tactical asset-allocation strategy and targets an average return of 5% above the MSCI EAFE Index. The fund invests in affiliated collective funds that primarily hold foreign equities.

{e} The EB DV ACWI ex-U.S. Fund of The Bank of New York Mellon is a common/collective fund with the objective of tracking the performance of the MSCI All Country World Index ex-U.S. The fund invests in affiliated collective funds that primarily hold foreign equities.

{f} The objective of the Invesco Premia Plus Trust common/collective fund is to outperform the Citigroup 3-Month Treasury Bill Index by 6% over a rolling three- to five-year investment horizon. The fund strives to achieve this objective with a proprietary risk premium capture strategy that targets 8% portfolio risk and seeks to minimize the risk of large drawdowns with a risk-balanced investment process. The fund is intended to target equity-like returns with bond-like risk.

{g} The objective of the Invesco Balanced-Risk Commodity Trust is to outperform the Dow Jones-UBS Commodity Index over a rolling three- to five-year investment horizon. The fund strives to achieve this objective with a proprietary risk premium capture strategy that targets lower portfolio volatility than the index and seeks to minimize the risk of large drawdowns with a risk-balanced investment process.

{h} The Pooled Employee Daily Liquidity Fund is a pooled cash common/collective fund utilized by the custodian for managing cash transactions and settling trades for the Plan's actively managed equity and debt portfolios.

{i} The UBS International Infrastructure Fund LP does not have a designated performance benchmark; however, the Plan anticipates a CPI plus 5% return on its investment in the fund. The UBS Fund is a closed-end fund that invests in stabilized infrastructure assets in OECD countries with selected value-added opportunities. The term of the UBS International Infrastructure Fund LP is 15 years from the first closing date and ends September 28, 2022. Limited partners may extend the term in the fund by an additional five years (from 15 to 20 years). Such an extension requires a simple majority of the limited partners (by committed capital) and is subject to regulatory approvals, including the approval of the Federal Reserve Board.

NOTE 11. INVESTMENTS IN CERTAIN ENTITIES THAT CALCULATE NET ASSET VALUE (CONT'D)

{j} The JPMorgan IIF ERISA LP does not have a designated benchmark; however, the Plan anticipates a CPI plus 5% return on its investment in the fund. The fund's objective is to invest in a broad range of infrastructure and infrastructure-related assets located primarily in (or connected with) the United States, Canada, Western Europe and Australia and, secondarily, in (or connected with) other OECD countries. The determination as to whether a redemption request will be satisfied shall be made by the fund's investment advisor in its absolute discretion, taking into consideration the best interest of the fund. Generally, redemption requests made prior to the fourth anniversary of the drawdown of the last portion of the Plan's relevant commitment shall be subject to a 6% redemption discount, with two-thirds of such discount retained by the holding company. In May 2009, the Plan agreed to extend the redemption discount period for an additional two years (to January 2, 2014). Due to the nature of the fund's investments, the fund is considered a perpetual-life, open-end fund. The fund has quarterly calendar closings in perpetuity.

{k} The investment objective of the IFM Global Infrastructure (US) Fund L.P. is to acquire and maintain, through a master fund, a diversified portfolio of global infrastructure investments in the target sub-sectors, with varied maturities such that the fund will achieve returns of 10% per annum (net of advisory fees, performance fees, allocable expenses and investment-level taxes) over rolling three-year periods. The fund focuses on proprietary deal flow opportunities where assets are identified with monopoly characteristics or regulated revenues, high barriers to entry or superior market position, consistent and steadily growing demand, and predictable cash flows supporting high yields or dividends. The fund may impose withdrawal restrictions of up to 2.5% of the account balance each quarter during the first two years following the drawdown of the Plan's commitment.

{l} The Schroder Commodity Portfolio seeks long-term total return through investments in commodity-related investments globally. The investment approach is index unconstrained; however, the performance objective is to outperform a simple average of the following four major commodities indices: S&P Goldman Sachs Commodity Total Return Index, DJ UBS Commodity Total Return Index, Reuters/Jefferies Commodity Research Bureau's Total Return Index and Rogers International Commodity Total Return Index. The fund will continue for an indefinite term or until the general partner elects to terminate the fund.

{m} The Yucaipa Funds' objective is to earn superior risk-adjusted returns. The term of the funds is ten years from the final closing date (YAAF I, July 31, 2005; YAAF II, March 9, 2009). The term of the funds may be extended by the general partner: (a) initially, with the approval of the funds' advisory board, for up to two successive periods not to exceed one year each, and (b) thereafter, with the approval of two-thirds in interest of the limited partners, for successive periods not to exceed one year each. The term may not extend beyond the 15th anniversary of the final closing.

{n} The Landmark Funds were formed to achieve a diversified private-equity portfolio, with a maximum amount of 10% of capital commitments allocated to primary transactions. The funds will dissolve and terminate upon the later to occur of (a) the date that is ten years from the end of the investment period (four years after final closing), and (b) one year after the date by which all of the fund's investments have been liquidated and its obligations have been terminated, unless the term is extended by the general partner, with the consent of two-thirds in interest of the limited partners of the applicable fund.

{o} The WP Global Funds' investment strategy is to make long-term equity investments in pooled investment vehicles by investing across a spectrum of industries and business stages. The term of the WP Global Partners COREalpha Private Equity Partners II, L.P. is ten years from initial closing, or July 20, 2017. The term of the fund may be extended up to two years by the general partner and up to two additional one-year periods by the general partner with Advisory Board consent. The term of the WP Global Partners COREalpha Private Equity Partners III, L.P. is ten years from the initial closing, or May 24, 2020. The term of the fund may be extended for up to two one-year terms by the general partner of the fund and up to two additional one-year periods by the general partner with Advisory Board consent.

{p} The BlackRock Vesey Street Fund IV (ERISA), L.P.'s objective is to seek superior capital appreciation through investments in private equity, while reducing risk through portfolio construction and diversification. While there is no designated benchmark, once the fund matures, the fund will compare its performance to the VentureXpert All Private Equity (U.S. and Europe) database for the years the fund has made investments. The fund will dissolve no later than one year after the later of the termination or disposition of the last underlying fund and the sale of the last direct investment.

{q} The Hamilton Lane Capital Opportunities Fund LP's investment objective is to achieve top-quartile private-equity risk-adjusted returns through investment in a diversified portfolio. The term on the fund is ten years after the initial closing, which occurred July 25, 2007, unless sooner dissolved. The general partner may extend the term of the fund for up to two consecutive one-year terms following the expiration of the initial term. The general partner may further extend the term of the fund until the 180th day immediately following the date of the final liquidation of the last portfolio investment.

{r} The HarbourVest Dover Street VII L.P.'s objective is to invest in a diversified global portfolio of secondary investments in venture capital, leverage buyout and other private-equity funds, as well as in selected strategic primary opportunities. The partnership will continue until December 31, 2017, unless the fund is dissolved sooner in accordance with the provisions of the partnership agreement. The partnership may extend its term for up to four one-year periods in accordance with the partnership agreement.

{s} The Pantheon USA Fund VIII, L.P.'s objective is achieve long-term capital appreciation by investing in a diversified portfolio of private equity investment partnerships primarily operating in the United States. The partnership is scheduled to terminate December 3, 2020. The term of the fund may be extended by the general partner for up to three additional one-year periods, and further provides that the term of the fund may be extended upon election by the general partner, with the consent of a majority interest of limited partners. The Pantheon Global Secondary Fund IV, L.P.'s objective is to achieve long-term capital appreciation by investing in a diversified portfolio of private equity investment partnerships. The partnership is scheduled to terminate December 31, 2022. The term can be extended by the general partner for up to three successive one-year periods. The term can be further extended with the consent of the majority interest of the limited partners.

NOTE 11. INVESTMENTS IN CERTAIN ENTITIES THAT CALCULATE NET ASSET VALUE (CONT'D)

{t} The Partners Group Secondary 2008, L.P. invests in the global private-equity secondary market to acquire secondary investments at an attractive discount to their intrinsic value. The term of the investment is 12 years from December 31, 2009. The term can be extended for up to three successive one-year periods, subject to the approval of the Advisory Board.

{u} Pomona Capital VII, L.P. was formed for the purpose of building a diversified portfolio of Investments. The fund may not, without approval from its advisory committee, invest more that 20% of the aggregate capital commitments in the securities of any single equity fund. The fund uses two benchmarks: (1) Thomson Reuters VentureXpert, specifically, the median IRR for the fund's first year (2007), and (2) the Cambridge Associates Fund of Funds and Secondary benchmarks, specifically, the median vintage IRR by vintage year. The term of the fund is ten years from the initial closing, or November 20, 2017. The fund is subject to two one-year extensions at the election of the general partner and with a simple majority consent of the limited partner interests.

{v} EIG Energy Fund XV-A, L.P. will primarily target asset-based mezzanine and, on an opportunistic basis, equity investments in energy and energy-related infrastructure projects and companies mainly in the United States, Canada, Western Europe and Australia. The term of the fund is ten years from closing, or June 7, 2020. The fund is subject to two one-year extensions at the discretion of the general partner.

{w} EnCap Energy Capital Fund VIII, L.P. will make privately-negotiated equity and equity-related investments in the upstream and midstream independent oil and gas sector of North America. The partnership will be dissolved upon the expiration of a ten-year period ending October 7, 2020. The fund is subject to two one-year extensions with the consent of the general partner and 80% of the limited partner interests.

{x} EnerVest Energy Institutional Fund XII-C, L.P. seeks properties that possess significant development potential, and investments are made in known, energy-producing, on-shore regions in the U.S. and Canada. The term of the fund is ten years from closing, or April 28, 2020. The fund is subject to two one-year extensions at the election of the general partner.

{y} Lone Star Fund VII (U.S.), L.P.'s objective is to achieve significant yields and capital gains from its partners over a projected two-to-five-year holding period for each investment. Investments are executed through various transaction structures located throughout North America, Asia and Europe. The term of the fund is six years with the possibility of two one-year extensions at the election of the general partner.

{z} WCTPT Choice L.P. (LODH) focuses exclusively on buyout, growth capital and special-situation fund investments targeting small to mid-sized companies in European and adjacent countries. The term of the fund is ten years, or until January 15, 2020. The term of the fund is subject to two one-year extensions with approval by the general partner and limited partner.

{aa} NYLCAP Mezzanine Partners III Parallel Fund, LP's objective is to provide investors with current income and long-term capital appreciation by investing in a diversified portfolio of mezzanine securities. The fund is scheduled to terminate on April 16, 2020. The fund is subject to two one-year extensions at the discretion of the general partner.

NOTE 11. INVESTMENTS IN CERTAIN ENTITIES THAT CALCULATE NET ASSET VALUE (CONT'D)

{bb} Centerbridge Capital Partners II invests in private equity and distressed investments with the primary purpose of obtaining control or influence in portfolio companies. The fund is scheduled to terminate on December 31, 2021. The fund is subject to two one-year extensions at the discretion of the general partner.

{cc} The Monarch Capital Partners II Offshore L.P. through a master-feeder fund structure will seek to provide superior risk-adjusted rates of return by investing primarily in the debt of distressed or financially troubled companies. The term of the fund is four years from the end of the commitment period, which is March 31, 2014. The term may be extended for up to two additional one-year periods.

{dd} The Monarch Opportunities Fund L.P. through a master-feeder fund structure will seek to provide superior risk-adjusted rates of return by investing primarily in the debt of distressed or financially troubled companies. The Plan may request a partial or total withdrawal from its capital account as of the first year-end date that is more than two years after the contribution date and as of every second year thereafter, or at such other times as determined by the general partner in its sole discretion by providing a least 90 days' prior written notice to the partnership.

{ee} The Selene Residential Mortgage Opportunity Fund II L.P. will seek to acquire distressed residential real estate mortgage loans in the United States and other investments selected by the General Partner's Investment Committee. In addition, the partnership is purchasing pools of residential real estate that have been foreclosed on. The term of the fund is seven years. The fund is subject to two one-year extensions at the election of the general partner and approval by the advisory board.

{ff} PRISA is a commingled, broadly diversified equity real estate portfolio that invests primarily in completed, income-producing properties with strong cash flows that are expected to increase over time and thereby provide the potential of capital appreciation. PRISA makes investments in office, retail, industrial, apartment, hotel and self-storage properties. The fund targets returns similar to the NFI-ODCE Index.

{gg} PRISA II is a commingled fund that seeks to structure investments to enhance risk-adjusted returns by focusing on investments in property types including office, residential, retail, hotel and self-storage properties. Other permissible investments include real estate operating companies, mezzanine debt and joint ventures. The fund targets returns similar to the NFI-ODCE Index.

{hh} Union Mortgage Account is an open-end, commingled fund that invests in mortgages on properties constructed with union labor.

{ii} Temporary Investment Account is a commingled money market account that tends to have a slightly longer average maturity and, over time, has produced slightly better returns than comparable funds. The fund targets returns similar to the Citigroup Treasury Bill 3-Month Index.

NOTE 11. INVESTMENTS IN CERTAIN ENTITIES THAT CALCULATE NET ASSET VALUE (CONT'D)

{jj} The investment objective of Bridgewater Associates All Weather Portfolio is to hold investments in different asset classes, which have different biases to economic conditions. The long-term annual targeted return of the portfolio is expected to be approximately 5% to 7% above cash (90-day Treasury Bills), and the targeted risk is expected to be approximately 10%.

{kk} The investment objective of the Onshore Gresham A+ Fund, L.L.C. and the Gresham DJF CommodityBuilder L.L.C. is to provide a partial inflation hedge, with an attractive risk/return profile as compared to other products, using a commodity index or pool of commodities. This objective is achieved by investing in accordance with proprietary commodity futures term-structure monetization trading strategies of long-only, unleveraged, diversified U.S.-dollar-denominated futures and forward contracts in tangible commodities on U.S. and non-U.S. exchanges. The benchmark of the funds is the Dow Jones UBS Commodity Index 3-Month Forward.

{ll} The JPMorgan U.S. Corporate Finance Institutional Investors IV LLC's objective is to generate capital returns through investing in limited partnerships or other pooled and direct investment vehicles. The JPMorgan Venture Capital Institutional Investors IV LLC's objective is to generate capital returns by making equity-oriented investments in venture capital companies and through investing in limited partnerships or other pooled investment vehicles. The term of the JPMorgan funds is the earlier of (a) the 10th anniversary of the last commitment in the funds' pooled subsidiary, or (b) the 13th anniversary of commencement of operations. Two one-year extensions are permitted for each fund.

{mm} The objective of the Waterfall Victoria ERISA Fund, Ltd. is to achieve attractive risk-adjusted returns through a combination of current income and capital appreciation while minimizing the risk of loss of principal as determined by the investment manager in its sole discretion.

{nn} Western Farmland LLC invests in a broadly diversified farmland portfolio of U.S. and non-U.S. real estate. The company leases its acquired farm land to third parties or operates the farms via the company's management agreement with Farmland Management Services.

NOTE 11. INVESTMENTS IN CERTAIN ENTITIES THAT CALCULATE NET ASSET VALUE (CONT'D)

The Plan has the following commitments to fund investments:

	Year of Commitment	Total Commitment	Remaining Commitment December 31, 2011	Remaining Commitment December 31, 2010
Private-equity investments				
Yucaipa American Alliance Fund I, LP	2004	$ 50,000,000	$ -	$ 800,000
Landmark Partners XIII, L.P.	2006	50,000,000	4,500,000	5,700,000
BlackRock Vesey Street Fund IV (ERISA), L.P.	2007	75,000,000	21,800,000	35,300,000
Hamilton Lane Capital Opportunities Fund LP	2007	75,000,000	29,200,000	42,700,000
WP Global Partners COREalpha Private Equity Partners II, L.P.	2007	75,000,000	32,100,000	42,300,000
Yucaipa American Alliance Fund II, LP	2007	100,000,000	33,600,000	40,900,000
HarbourVest Dover Street VII L.P.	2008	100,000,000	17,300,000	52,500,000
Landmark Equity Partners XIV, L.P.	2008	100,000,000	67,700,000	86,900,000
Pantheon USA Fund VIII, L.P.	2008	100,000,000	57,500,000	75,000,000
UBS International Infrastructure Fund LP	2008	300,000,000	29,400,000	92,000,000
JPMorgan U.S. Corporate Finance Institutional Investors IV LLC	2009	85,000,000	59,400,000	74,300,000
JPMorgan Venture Capital Institutional Investors IV LLC	2009	15,000,000	10,200,000	12,100,000
Pantheon PGSF IV (Secondary)	2009	100,000,000	80,500,000	85,300,000
Partners Group Secondary 2008, L.P.	2009	100,000,000	18,100,000	38,429,000
Pomona Capital VII, L.P.	2009	100,000,000	36,000,000	49,125,000
WP Global Partners COREalpha Private Equity Partners III, L.P.	2009	60,000,000	49,400,000	54,100,000
EIG Energy Fund XV-A, L.P.	2010	150,000,000	101,300,000	150,000,000
EnCap Energy Capital Fund VIII, L.P.	2010	200,000,000	152,500,000	195,800,000
EnerVest Energy Institutional Fund XII-C, L.P.	2010	60,000,000	31,200,000	48,800,000
Forest Investment Advisors	2010	200,000,000	200,000,000	100,000,000
Hancock Agricultural Investment-Western Farmland	2010	100,000,000	85,600,000	100,000,000
Lone Star Fund VII (U.S.), L.P.	2010	150,000,000	102,900,000	150,000,000
Selene Residential Mortgage Opportunity Fund II L.P.	2010	100,000,000	62,800,000	28,300,000
UBS AgriVest LLC	2010	100,000,000	100,000,000	100,000,000
Waterfall Victoria ERISA Fund, Ltd.	2010	100,000,000	6,400,000	100,000,000
WCTPT Choice L.P. (LODH)	2010	140,000,000	108,800,000	123,902,000
Akina Europe WCTPT Choice II (Primary)	2011	100,000,000	100,000,000	-
Audax Senior Debt (WCTPT)	2011	100,000,000	100,000,000	-
Centerbridge Capital Partners II	2011	120,000,000	91,000,000	120,000,000
Crescent Mezzanine Partners VI	2011	75,000,000	75,000,000	-
Genstar Capital Partners VI	2011	75,000,000	75,000,000	-
Invesco Balanced-Risk Commodity Trust	2011	100,000,000	-	100,000,000
Monarch Capital Partners II Offshore LP	2011	55,000,000	51,400,000	55,000,000
Monarch Opportunities Fund LP	2011	70,000,000	-	70,000,000
NYLCAP Mezzanine Partners III Parallel Fund, LP	2011	100,000,000	65,200,000	-
NYLCAP Select Manager Fund II	2011	50,000,000	50,000,000	-
Partners Group Emerging Markets 2011	2011	100,000,000	100,000,000	-
Perella Weinberg Asset Based Value Opportunity Fund III	2011	200,000,000	200,000,000	-
White Oak Global Advisors, LLC	2011	100,000,000	100,000,000	-
Insurance company contracts-real estate				
Western Conference of Teamsters (WCOT)	2006	500,000,000	189,300,000	178,100,000
Total unfunded commitments			$ 2,695,100,000	$ 2,407,356,000

NOTE 12. NET ASSETS AVAILABLE FOR BENEFITS

The Plan allocates net assets available for benefits between Retired and Survivor Guaranteed Annuities, certain Non-Guaranteed Benefits for Retirees and Survivors, and Non-Guaranteed Benefits for Future Retirees and Survivors. Effective January 1, 1998, the Plan entered into two insurance company group annuity contracts with Prudential, which superseded the group annuity contract in effect since 1955. Under one contract, Prudential guarantees retirement benefits to a closed group of annuitants and their beneficiaries (Retired and Survivor Guaranteed Annuities). The initial contribution to this contract was $7.46 billion, representing an amount equal to 105% of the Contract Liability Amount as of the effective date of the contract. This contract will remain in full force and effect until such date that there are no further annuity or other guaranteed payments payable under the contract. The contract will terminate at that time and the remaining assets held under the contract, if any, less any expenses or other fees, would be transferred back to the general Plan assets. Non-Guaranteed Benefits are covered by the remaining Plan assets, including a second contract that consists of separate investment accounts that are managed by Prudential. The net assets available for benefits allocated between the Retired and Survivor Guaranteed Annuities, Non-Guaranteed Benefits for Retirees and Survivors, and Non-Guaranteed Benefits for Future Retirees and Survivors are summarized as follows:

	December 31,	
	2011	2010
Retired and Survivor Guaranteed Annuities	$ 3,166,115,042	$ 3,222,907,303
Non-Guaranteed Benefits for Retirees and Survivors	18,003,336,000	17,268,729,000
Non-Guaranteed Benefits for Future Retirees and Survivors	8,737,039,971	8,694,463,236
Net Assets Available for Benefits	$ 29,906,491,013	$ 29,186,099,539

NOTE 13. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	December 31, 2011	December 31, 2010
Net assets available for benefits per the financial statements	$ 29,906,491,013	$ 29,186,099,539
Benefit obligations currently payable	(10,460,556)	(11,556,014)
Net assets available for benefits per the Form 5500	$ 29,896,030,457	$ 29,174,543,525

The following is a reconciliation of benefits paid to or for participants per the financial statements to the Form 5500 for the year ended December 31, 2011:

Benefits paid to or for participants per the financial statements	$ 2,305,403,748
Add - amounts currently payable at end of year	10,460,556
Less - amounts currently payable at beginning of year	(11,556,014)
Benefits paid to or for participants per the Form 5500	$ 2,304,308,290

NOTE 14. EMPLOYER WITHDRAWAL LIABILITY

The Plan complies with the provisions of the Multiemployer Pension Plan Amendment Act of 1980 (MPPAA), which requires imposition of withdrawal liability on a contributing employer that partially or totally withdraws from the Plan. Under the provisions of the MPPAA Act, a portion of the Plan’s unfunded vested liability would be allocated to a withdrawing employer. The Plan’s actuary has advised the Plan that, as of December 31, 2010 and 2009, the Plan has an estimated unfunded vested liability of $3.542 billion and $1.940 billion, respectively.

For the years ended December 31, 2011 and 2010, employers who have withdrawn from the Plan have been assessed a withdrawal liability of approximately $12,187,000 and $6,469,000, respectively. These amounts have been recorded net of an allowance equal to the total amount assessed because collectability is uncertain.

NOTE 15. MAJOR EMPLOYER

During the years ended December 31, 2011 and 2010, approximately 37% and 36% of contributions, respectively, were received from one employer.

NOTE 16. SUBSEQUENT EVENTS

Subsequent events were evaluated through the date on which the financial statements were available to be issued. This date is approximately the same as the independent auditors' report date.

Additional Information

LINDQUIST LLP
CERTIFIED PUBLIC ACCOUNTANTS

REPORT OF INDEPENDENT AUDITORS ON ADDITIONAL INFORMATION

To the Participants and Trustees of
Western Conference of Teamsters Pension Plan

Our audits of the financial statements of Western Conference of Teamsters Pension Plan (the Plan) for the years ended December 31, 2011 and 2010, were conducted for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying information included on page 52, Schedule G - Financial Transaction Schedules (IRS Form 5500) and Schedule H - Financial Schedules (IRS Form 5500) is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is additional information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from, and relates directly to, the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the basic financial statements and certain underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated, in all material respects, in relation to the financial statements taken as a whole.

Lindquist LLP

September 12, 2012

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Western Conference of Teamsters Pension Plan

Schedules of Administrative Expenses

Years Ended December 31, 2011 and 2010

	2011	2010
Administrative offices	$ 49,263,608	$ 49,515,291
Prudential administrative fees	11,521,271	12,212,132
Legal fees	3,254,552	3,266,825
Actuarial fees	1,708,134	1,420,890
Pension Benefit Guaranty Corporation premiums	4,814,042	4,814,163
State premium taxes (Prudential)	1,005,693	1,057,902
Delinquency collection fees	384,849	343,418
Consultants' fees	81,980	214,054
Insurance	918,864	905,261
Printing and postage	937,008	697,724
Trustees' travel and meetings	425,114	404,938
Interest	1,442	5,895
Accounting and auditing	308,750	311,424
Chairman/Co-Chairman	761,749	748,544
Banking	96,838	94,892
Data-processing-related expenses		
IT support and operations	4,054,347	3,895,670
TRACS operations (Prudential)	3,246	3,464
Communications	290,521	272,145
Depreciation and amortization	3,119,752	3,114,872
Maintenance and supplies	805,085	1,248,811
Other	-	167,878
Total	$ 83,756,845	$ 84,716,193