Western Conference of Teamsters
Pension Plan

Financial Statements

December 31, 2010

Western Conference of Teamsters Pension Plan

Financial Statements with Additional Information

December 31, 2010 and 2009

Contents

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, 2010 and 2009, 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, 2010, and changes therein for the year then ended and its financial status as of December 31, 2009, and changes therein for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

Lindquist LLP

September 8, 2011

Western Conference of Teamsters Pension Plan

Statements of Net Assets Available for Benefits

December 31, 2010 and 2009

	2010	2009
Assets		
Investments - at fair value		
U.S. Government and Government Agency obligations	$ 1,747,123,399	$ 1,351,815,130
Corporate debt securities	2,277,229,467	2,235,461,075
Equity securities	1,521,554,837	1,373,508,951
Insurance company contracts	7,625,850,584	7,402,538,164
Common/commingled trusts	9,891,139,897	8,892,175,175
Real estate	960,650,326	913,887,017
Limited partnerships	1,942,543,993	1,427,894,018
Limited liability companies	207,621,637	80,590,649
103-12 investment entities	601,075,433	263,029,393
Foreign debt securities	235,144,362	299,160,813
Cash and cash equivalents	1,150,838,792	776,301,986
	28,160,772,727	25,016,362,371
Securities on loan:		
U.S. Government and Government Agency obligations	367,723,578	243,127,923
Corporate debt securities	57,844,301	53,511,143
Equity securities	127,137,818	102,538,635
Insurance company contracts	2,470,199,295	2,332,769,939
	3,022,904,992	2,731,947,640
Fair value of collateral held for securities on loan	2,923,486,783	2,548,635,498
Total investments	34,107,164,502	30,296,945,509
Receivables		
Contributions due from employers	95,176,773	94,798,819
Accrued investment income	75,247,917	105,531,332
Swaps receivable from counterparties	519,696,297	195,002,670
Forward foreign currency contracts	10,264,912	1,710,544
Due from broker for securities sold	851,127,735	298,683,936
Total receivables	1,551,513,634	695,727,301
Other assets	13,958,791	16,232,669
Cash	7,740,129	4,126,122
Total assets	35,680,377,056	31,013,031,601
Liabilities and Net Assets		
Liabilities		
Accounts payable and accrued expenses	39,069,597	36,209,793
Due to broker for securities purchased	1,841,799,102	574,338,486
Securities sold, not yet purchased	997,448,462	738,719,526
Swaps payable to counterparties	514,610,546	196,766,435
Forward foreign currency contracts	10,096,578	-
Liability to return collateral held for securities on loan	3,091,253,232	2,794,421,532
Total liabilities	6,494,277,517	4,340,455,772
Net assets available for benefits	$ 29,186,099,539	$ 26,672,575,829

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, 2010 and 2009

	2010	2009
Additions		
Investment income		
Interest, dividends and other investment income	$ 773,907,205	$ 839,440,399
Net appreciation in fair value of investments	2,822,766,586	1,733,432,230
Net appreciation in fair value of collateral for securities on loan	78,019,585	218,638,912
	3,674,693,376	2,791,511,541
Less investment expenses	(122,767,303)	(99,987,367)
Investment income - net	3,551,926,073	2,691,524,174
Employer contributions	1,276,476,468	1,264,682,544
Securities litigation settlement	1,282,571	822,602
Other income	1,084,281	1,033,043
Total additions	4,830,769,393	3,958,062,363
Deductions		
Pension benefits	2,232,529,490	2,154,334,979
Administrative expenses	84,716,193	87,501,598
Total deductions	2,317,245,683	2,241,836,577
Net change	2,513,523,710	1,716,225,786
Net assets available for benefits		
Beginning of year	26,672,575,829	24,956,350,043
End of year	$ 29,186,099,539	$ 26,672,575,829

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.

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 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 that 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.

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.

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, which may include interest-rate yield curves, that 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 (TIA) 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 (UMA), 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).

Common/commingled trusts: Common/commingled trusts consist primarily of units in the Mellon Bank EB Daily Valued Market Completion Fund, Mellon Bank EB Daily Valued Stock Index Fund, Mellon Bank EB International Equity Alpha Plus Fund, Northern Trust Global Investment Quantitative Management Collective Daily Extended Equity Market Index Fund, Northern Trust Global Investment Quantitative Management Collective Daily S&P 500 Equity Index Fund, Invesco Global Tactical Asset Allocation Alpha Overlay International Equity Fund and Invesco Premia Plus Fund. The 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).

Real estate (insurance company contracts): Investments in the insurance company contract real estate 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 (UBS Brinson and TA Realty Associates - TA/Western LLC) 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).

Limited partnerships (private equity): The Plan's investments in Yucaipa American Alliance Fund I, L.P., a limited partnership, and Yucaipa American Alliance Fund II, L.P., a limited partnership (collectively, the Yucaipa Funds), are 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 EBITDA, the Black-Scholes option model analysis, discounted cash flows or acquisition cost (Level 3).

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

The Plan invests in Landmark Equity Partners XIII, L.P., and Landmark Equity Partners XIV, L.P. (Landmark), which 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's general partners estimate the fair value of investments in limited partnerships and other direct investments, which do not have readily ascertainable market values. Factors utilized in estimating fair value include industry trends, public company comparables 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. (WP Global), limited partnerships, are composed of other investment partnerships. 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 takes into consideration the valuations reported by the general partners of these partnerships. Generally, the following guidelines are used:

- Private securities are valued at the discretion of the general partner. Typically, the methodology used is either to value a company at cost, adjusted by subsequent financing rounds with independent non-strategic investors or determine fair value based on information that is available using material factors such as other recent transactions, industry trends and public company comparables.

- Public securities are valued by the general partners at either the closing price or at the average closing price of up to 10 trading days (or at closing bid or average of bids, if not traded).

- Restricted securities may be valued at a discount by the general partner (Level 3).

The Plan's investment in UBS International Infrastructure Fund (UBS IIF), a limited partnership, is composed of other parallel United Kingdom 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 JP Morgan Infrastructure Fund (JP Morgan), 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 JP Morgan 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, revenue and expense projections and discount rates (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 (the BlackRock 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. (Pantheon), a limited partnership, is composed of a diversified portfolio of private equity investment partnerships primarily operating in the United States. Pantheon's fund investments are stated at estimated fair value, as determined in good faith by Pantheon's 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's 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's share of net earnings from the underlying investments and are decreased by distributions from the underlying investments and Pantheon's 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 Dover Street VII, L.P. (Dover), 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. Dover's investments are stated at estimated fair value, as determined by Dover's general partner. In estimating fair value, Dover'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, L.P. (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 the Schroder's general partner (Schroder Investment Management North America, Inc.) (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 and 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, will be composed of a diversified portfolio of investments in energy and energy-related infrastructure projects and companies on a global basis. As of December 31, 2010, Energy XVA had not drawn down any of its commitments. However, the Plan had been allocated certain expenses based on their unfunded commitment (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 in June 2010 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 will purchase pools of residential real estate that have been foreclosed on and will actively market and dispose of such real estate. At December 31, 2010, Selene had not made any acquisitions of distressed loans or 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. The estimated fair value of the underlying investments are 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. Due to the unobservable inputs utilized in estimating fair value, the investment is considered Level 3.

The Plan's investment in Lone Star Fund VII (U.S.)., L.P. (Lone Star), a limited partnership, will be 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. At December 31, 2010, Lone Star had advanced funds in the form of notes or preferred equity to certain affiliated entities and the limited partnerships and limited liability companies. The notes receivable are reported at their respective settlement amounts, which approximates fair value. At December 31, 2010, Lone Star had not drawn down any of its commitments; however, the Plan had been allocated certain expenses based on their unfunded commitment (Level 3).

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

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 funds 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 investment in the Onshore Gresham A+ Fund, L.L.C. (Gresham), a Delaware limited liability company, is primarily composed of a portfolio 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 investment in JP Morgan U.S. Corporate Finance Institutional Investors IV L.L.C. (JP Morgan Corporate), a Delaware limited liability company, has two Delaware limited liability company subsidiaries: JP Morgan U.S. Pooled Corporate Finance Institutional Investors IV L.L.C. (the Pooled Corporate Subsidiary) and JP Morgan U.S. Direct Corporate Finance Institutional Investors IV L.L.C. (the Direct Corporate Subsidiary). The Plan's investment in JP Morgan Venture Capital Institutional Investors IV L.L.C. (JP Morgan Venture Capital), a Delaware limited liability company, has two Delaware limited liability company subsidiaries: JP Morgan Pooled Venture Capital Institutional Investors IV L.L.C. (the Pooled Venture Capital Subsidiary) and JP Morgan Direct Venture Capital Institutional Investors IV L.L.C. (the Direct Venture Capital Subsidiary). These private equity investments 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).

103-12 investment entity: The Plan's investment in All Weather Portfolio Limited (All Weather), a 103-12 investment entity, functions as a feeder fund invested in the 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. As 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).

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

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 contributions receivable. Contributions owed as a result of payroll audits or other delinquencies are recorded when received. Allowance for uncollectible accounts is considered unnecessary and is not provided.

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

Depreciation and amortization expense for the years ended December 31, 2010 and 2009, was $3,114,872 and $3,020,649, 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

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

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 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.

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.

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

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.

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).

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

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.

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.

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 provide for benefit adjustments based on specified funding targets.

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, 2010 and 2009.

NOTE 6. ACTUARIAL INFORMATION

Actuarial valuations of the Plan were made by McGinn Actuaries Ltd. as of January 1, 2010 and 2009. Information in the reports included the following:

	January 1, 2010	January 1, 2009
Actuarial present value of accumulated Plan benefits:		
Vested benefits:		
Participants currently receiving payments	$ 18,870,847,000	$ 18,107,790,000
Other participants	13,637,722,000	13,352,759,000
Total	32,508,569,000	31,460,549,000
Nonvested benefits	1,905,989,000	2,076,161,000
Total actuarial present value of accumulated Plan benefits	$ 34,414,558,000	$ 33,536,710,000

NOTE 6. ACTUARIAL INFORMATION (CONT'D)

As reported by the actuary, the changes in the present value of accumulated Plan benefits for the year ended January 1, 2010, were as follows:

Actuarial present value of accumulated Plan benefits at beginning of year		$ 33,536,710,000
Increase (decrease) during the year attributable to:		
Change in actuarial assumptions	$ (81,194,000)	
Benefits accumulated	599,706,000	
Increase due to decrease in discount period	2,287,551,000	
Benefits paid	(2,154,335,000)	
Other experience	226,120,000	
Net change		877,848,000
Actuarial present value of accumulated Plan benefits at end of year		$ 34,414,558,000

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:	7.0% for 2010, decreasing gradually to 6.50% in 2015 and thereafter.
82/84 Annuity Account:	4.85% (2010), 5.40% (2009).
Strategic Bond Account:	6.09% (2010), 6.25% (2009).
Assumed rates of return on remaining investments and the rates used to discount remaining liabilities:	7.00% for 2010 and thereafter.
Expenses:	$85 million per year (2010), $80 million per year (2009).
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, 2010, 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, 2010, 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, 2010. The complete financial status is presented as of December 31, 2009.

NOTE 7. INVESTMENTS

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

	December 31, 2010	December 31, 2009
Investments at fair value, as determined by quoted market price:		
U.S. Government and Government Agency obligations	$ 728,836,381	$ 567,919,849
Equity securities	1,648,692,655	1,476,047,586
Foreign debt securities	6,729,467	6,129,478
Cash and cash equivalents	47,457,452	48,167,375
	2,431,715,955	2,098,264,288
Investments at estimated fair value, based on models, cash flow analyses or other observable inputs:		
U.S. Government and Government Agency obligations	1,386,010,596	1,027,023,204
Corporate debt securities	2,335,073,768	2,288,972,218
Insurance company contracts:		
U.S. Government and Government Agency obligations	4,036,348,727	3,740,426,293
Corporate debt securities	3,427,255,296	3,700,209,947
Cash and cash equivalents	328,536,812	290,841,381
Pooled separate accounts	475,858,969	487,168,758
Mortgages	59,519,059	63,110,039
Unallocated insurance contracts	153,247,642	165,325,969
Common/commingled trusts	9,891,139,897	8,892,175,175
Foreign debt securities	228,414,895	293,031,335
103-12 investment entities	601,075,433	263,029,393
Limited liability companies	191,453,488	80,103,952
Limited partnerships	370,064,673	158,987,950
Cash and cash equivalents	1,103,381,340	728,134,611
Securities lending collateral (see Note 10)	2,923,486,783	2,548,635,498
	27,510,867,378	24,727,175,723
Investments at estimated fair value, as determined by the investment manager or other unobservable inputs:		
Insurance company contracts:		
Real estate	797,015,653	641,312,899
Pooled separate accounts	818,267,721	646,912,817
Real estate	960,650,326	913,887,017
Limited liability companies	16,168,149	486,697
Limited partnerships	1,572,479,320	1,268,906,068
	4,164,581,169	3,471,505,498
Total	$ 34,107,164,502	$ 30,296,945,509

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, 2010	December 31, 2009
Investments at estimated fair value:		
Insurance company contracts:		
Prudential Insurance Company of America, Group Annuity Contract GA-8216	$ 4,134,518,395	$ 4,170,380,006
Prudential Insurance Company of America, Group Annuity Contract GA-8217	5,961,531,484	5,564,928,097
Common/commingled trusts:		
Northern Trust Collective Daily S&P 500 Equity Index Fund	1,473,334,890	1,280,306,955
EB Daily Valued Stock Index Fund of The Bank of New York Mellon	3,044,982,632	3,285,414,780

Note 7. Investments (Cont'd)

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

	Year Ended December 31, 2010	Year Ended December 31, 2009
Investments at fair value, as determined by quoted market price:		
U.S. Government and Government Agency obligations	$ 22,387,329	$ (16,851,573)
Equity securities	172,593,166	361,623,991
Foreign debt securities	599,990	(679,326)
Futures and options contracts	184,505,893	220,646,244
Securities sold short	(129,273,197)	(132,137,156)
Forward foreign currency contracts	(1,281,387)	(3,137,761)
	249,531,794	429,464,419
Investments at estimated fair value, based on models, cash flow analyses or other observable inputs:		
U.S. Government and Government Agency obligations	29,327,914	22,029,713
Corporate debt securities	273,983,314	639,684,087
Foreign debt securities	4,942,313	(1,915,627)
Insurance company contracts:		
U.S. Government and Government Agency obligations	198,351,264	(345,495,625)
Corporate debt securities	134,028,641	286,941,521
Pooled separate accounts	10,008,504	5,465,137
Mortgages	5,636,711	3,965,806
Futures and options contracts	1,761,031	2,583,149
Swap agreements	(459,543)	(209,356)
Common/commingled trusts	1,346,863,670	1,946,426,826
Limited partnerships	60,611,088	8,903,797
Limited liability companies	36,319,350	5,222,420
103-12 investment entities	88,046,041	13,029,393
Swap agreements	(4,765,998)	11,681,890
	2,184,654,300	2,598,313,131
Investments at estimated fair value, as determined by the investment manager or other unobservable inputs:		
Insurance company contracts:		
Real estate	99,800,319	(627,190,326)
Pooled separate accounts	97,862,703	(459,030,157)
Real estate	70,302,802	(273,410,337)
Limited partnerships	118,113,195	64,591,867
Limited liability companies	2,501,473	693,633
	388,580,492	(1,294,345,320)
Total	$ 2,822,766,586	$ 1,733,432,230

NOTE 7. INVESTMENTS (CONT'D)

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

	Year Ended December 31, 2010	2009
Investments at estimated fair value:		
Reinvested custodial bank securities	$ 739,043	$ 5,509,361
Insurance company contracts:		
Dryden Core Short-Term Bond Account	77,280,542	213,129,551
Total unrealized gains on reinvested collateral	$ 78,019,585	$ 218,638,912

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, 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	-
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	-
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	-	-
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	-	-
Energy and utilities	251,959,963	251,959,963	-	-
Other	197,705,549	197,705,549	-	-
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
Common/commingled trusts	9,891,139,897	-	9,891,139,897	-
103-12 investment entities	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)

Assets measured at fair value on a recurring basis, based on their fair value hierarchy at December 31, 2009, are as follows:

		Fair Value Measurements at Reporting Date Using:		
Description	December 31, 2009	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	$ 567,919,849	$ 567,919,849	$ -	$ -
Mortgage-backed securities	1,002,700,719	-	1,002,700,719	-
Other government debt securities	24,322,485	-	24,322,485	-
Corporate debt securities:				
Corporate debt securities	1,865,721,262	-	1,865,721,262	-
Asset-backed securities	414,701,078	-	414,701,078	-
Other corporate securities	8,549,878	-	8,549,878	-
Foreign debt securities	299,160,813	6,129,478	293,031,335	-
Equity securities:				
Capital goods	84,868,189	84,868,189	-	-
Communication	49,072,982	49,072,982	-	-
Consumer goods	137,082,793	137,082,793	-	-
Consumer services	131,309,064	131,309,064	-	-
Financial	187,403,016	187,403,016	-	-
Healthcare	182,095,072	182,095,072	-	-
Technology	351,689,389	351,689,389	-	-
Utilities	207,133,002	207,133,002	-	-
Other	145,394,079	145,394,079	-	-
Insurance company contracts:				
U.S. Government and Government Agency obligations:				
U.S. treasury securities	1,091,383,596	-	1,091,383,596	-
Mortgage-backed securities	2,314,930,085	-	2,314,930,085	-
Other government debt securities	334,112,612	-	334,112,612	-
Corporate debt securities:				
Corporate debt securities	3,031,006,888	-	3,031,006,888	-
Asset-backed securities	490,333,432	-	490,333,432	-
Other corporate securities	178,869,627	-	178,869,627	-
Mortgages	63,110,039	-	63,110,039	-
Cash and cash equivalents	290,841,381	-	290,841,381	-
Pooled separate accounts	1,134,081,575	-	487,168,758	646,912,817
Unallocated insurance contracts	165,325,969	-	165,325,969	-
Real estate	641,312,899	-	-	641,312,899
Common/commingled trusts	8,892,175,175	-	8,892,175,175	-
103-12 investment entities	263,029,393	-	263,029,393	-
Limited liability companies	80,590,649	-	80,103,952	486,697
Limited partnerships	1,427,894,018	-	158,987,950	1,268,906,068
Cash and cash equivalents	776,301,986	48,167,375	728,134,611	-
Real estate	913,887,017	-	-	913,887,017
Collateral for securities on loan	2,548,635,498	-	2,548,635,498	-
Total	$ 30,296,945,509	$ 2,098,264,288	$ 24,727,175,723	$ 3,471,505,498

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, 2010 and 2009, follows. The amount of total gain or loss 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, 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, issuances, sales and settlements	55,902,435	73,492,201	(23,539,493)	13,179,979	185,460,057	304,495,179
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

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)					
	Insurance company contracts					
December 31, 2009	Real estate	Pooled separate accounts	Real estate	Limited liability companies	Limited partnerships	Total
Beginning Balance	$ 1,104,016,826	$ 996,794,450	$ 1,035,177,217	$ -	$ 805,732,357	$ 3,941,720,850
Total realized/unrealized gains or losses included in changes in net assets	(627,190,326)	(459,030,157)	(273,410,337)	693,633	64,596,473	- (1,294,340,714)
Purchases, issuances, sales and settlements	164,486,399	109,148,524	152,120,137	(206,936)	398,577,238	824,125,362
Ending Balance	$ 641,312,899	$ 646,912,817	$ 913,887,017	$ 486,697	$ 1,268,906,068	$ 3,471,505,498
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	$ (617,279,862)	$ (459,030,157)	$ (275,284,433)	$ 616,144	$ 49,840,620	$ (1,301,137,688)

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 changed 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, 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)

Total open contracts and unrealized gain (loss) by category at December 31, 2009, consisted of the following:

Type	Position	Notional/ Contractual Amount	Unrealized Gain (Loss)
Futures:			
S&P 500 Stock Index Futures	Long	$ 1,153,740,000	$ 14,929,739
U.S. Treasury Bond Futures	Long	617,363,000	(9,610,885)
U.S. Treasury Bond Futures	Short	(357,930,000)	6,472,162
Euro Dollar Futures	Long	83,227,000	560,844
Euro Dollar Futures	Short	(742,000)	(2,427)
Euro Bund Futures	Short	(17,040,000)	239,918
Commodities:			
Agriculture	Long	12,991,000	194,317
Energy	Long	19,945,000	362,656
Metals	Long	8,102,000	128,683
Total futures		$ 1,519,656,000	$ 13,275,007
Swaps:			
Credit Default Swaps	Long	$ 32,935,000	$ (124,313)
Credit Default Swaps	Short	(34,645,000)	(5,654,743)
Credit Default Index Swaps	Long	56,990,000	54,344,935
Credit Default Index Swaps	Short	(55,280,000)	(54,785,635)
Interest Rate Swaps	Long	296,760,000	137,435,597
Interest Rate Swaps	Short	(296,760,000)	(134,581,891)
Total swaps		$ -	$ (3,366,050)
Options:			
Interest Rate Swap Call Options	Short	$ (26,180,000)	$ 1,474,700
Interest Rate Swap Put Options	Short	(91,980,000)	1,567,008
Euro Dollar Call Options	Short	(190,000)	18,172
Euro Dollar Put Options	Short	(177,000)	53,656
U.S. Bond Call Options	Long	54,375	(47,862)
Common Stock Call Options	Long	3,696,000	1,776,592
Common Stock Call Options	Short	(18,000)	33,937
Common Stock Put Options	Long	92,000	(17,478)
Total options		$ (114,702,625)	$ 4,858,725
Warrants:			
Common Stock Warrants	Long	$ 8,426,000	$ 461,236
Forward Contracts Foreign Currency:			
Pay CAD/Rec USD			$ 105,448
Pay EUR/Rec USD			1,605,096
Total forward contracts foreign currency			$ 1,710,544

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, 2010 and 2009, approximately $107,159,000 and $97,850,000, 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, 2010	December 31, 2009
Securities on loan, at fair value		
Custodial bank	$ 552,705,697	$ 399,177,701
Prudential	2,470,199,295	2,332,769,939
Total securities on loan	$ 3,022,904,992	$ 2,731,947,640

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

As of December 31, 2010	Liability to Return Collateral	Unrealized Loss	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 of December 31, 2009	Liability to Return Collateral	Unrealized Loss	Fair Value of Collateral
Collateral for securities on loan:			
Custodial bank	$ 416,401,298	$ (5,039,947)	$ 411,361,351
Prudential	2,378,020,234	(240,746,087)	2,137,274,147
Total	$ 2,794,421,532	$ (245,786,034)	$ 2,548,635,498

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, 2010 and 2009, were $78,019,585 and $218,638,912, 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 $16,286,000 and $18,622,000, respectively, for the years ended December 31, 2010 and 2009. 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 No. 2009-12, *Investments in Certain Entities that Calculate Net Asset Value per Share (or its Equivalent)* (ASU 2009-12), 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 Decmeber 31, 2010	2009		Redemption Frequency (if currently eligible)	Redemption Notice Period
Common/collective trusts:					
Equity:					
Northern Trust:					
Short-Term Investment Fund	$ 59,038	$ 55,887	{a}	Daily	1 day
Extended Equity Market Fund	851,272,675	660,687,018	{a}	Daily	1 day
S&P 500 Equity Fund	1,473,334,890	1,280,306,955	{a}	Daily	1 day
Mellon:					
Mellon EB Daily Valued Stock Index Fund	3,044,982,632	3,285,414,780	{b}	Daily	1 day for cash redemptions; 2 days for in-kind redemptions
Mellon EB Daily Valued Market Completion Fund	1,154,011,858	1,097,926,985	{b}	Daily	
International equity:					
INVESCO Global Tactical Asset Allocation	775,798,035	750,315,617	{c}	Daily	1 day for withdrawals in excess of $1 million; 2-5 days is preferred
Mellon EB International Equity Alpha Plus Fund	1,424,331,942	1,253,440,862	{d}	Twice monthly	2 days for cash redemptions; 3 days for in-kind redemptions
Risk parity:					
INVESCO Premia Plus	354,751,620	307,775,378	{e}	Daily	1 day for withdrawals in excess of $1 million; 2-5 days is preferred
Cash:					
EB Temporary Inv. Fund II	812,597,207	256,251,693	{f}	Daily	None required

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

Investment Type/Name	Fair Value at Decmeber 31, 2010	2009		Redemption Frequency (if currently eligible)	Redemption Notice Period
Limited partnerships:					
Infrastructure:					
UBS International Infrastructure	$ 204,078,919	$ 176,563,683	{g)	Not permitted	N/A
JP Morgan IIF ERISA L.P.	517,257,898	509,528,819	{h}	Semi-annually	90 days written notice - See {h}
IFM Global Infrastructure (US) Fund	353,953,522	315,700,382	{i}	Quarterly	90 days written notice to the general partner
Commodities:					
Schroder Commodity Portfolio	370,064,673	158,987,950	{j}	Monthly, first business day of each month	30 days
Private equity:					
Yucaipa American Alliance Fund I	32,805,143	30,641,181	{k}	Not permitted	N/A
Yucaipa American Alliance Fund II	77,931,785	7,459,037	{k}	Not permitted	N/A
Landmark Partners XIII	31,071,384	31,400,403	{l}	None permitted, unless an event occurs that is deemed to be in violation of ERISA	N/A
Landmark Partners XIV	17,828,587	12,452,371	{l}		
WP Global COREalpha II	30,232,371	14,643,168	{m}	Not permitted	N/A
WP Global COREalpha III	5,186,372	-	{m}	Not permitted	N/A
BlackRock Vesey Street Fund IV	40,046,283	20,851,266	{n}	Not permitted	N/A
Hamilton Lane Capital Opportunities Fund, L.P.	33,651,928	20,847,671	{o}	Not permitted	N/A
HarbourVest Dover Street VII Cayman Fund, L.P.	57,765,835	20,498,221	{p}	Not permitted	N/A
Pantheon USA Fund VIII, L.P.	23,686,245	11,970,073	{q}	Not permitted	N/A
Pantheon Global Secondary Fund, IV, L.P.	15,169,781	-	{q}	Not permitted	N/A
Partners Group Secondary 2008, L.P.	60,734,019	19,999,812	{r}	Not permitted	N/A
Pomona Capital VII, L.P.	53,167,385	25,193,940	{s}	Not permitted	N/A
Energy Fund XV-A, L.P.	(1,303,285)	-	{t}	Not permitted	N/A
EnCap Energy Capital Fund VIII, L.P.	4,509,745	-	{u}	Not permitted	N/A
EnerVest Energy Institutional Fund XII-C, L.P.	10,268,705	-	{v}	Not permitted	N/A
Lone Star Fund VII, L.P.	(2,734,619)	-	{w}	Not permitted	N/A
WCTPT Choice, L.P. (LODH)	6,636,283	-	{x}	Not permitted	N/A
Residential Mortgages:					
Selene Residential Mortgage Opportunity Fund II, L.P.	535,034	-	{y}	Not permitted	N/A

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

Investment Type/Name	Fair Value at Decmeber 31, 2010	2009		Redemption Frequency (if currently eligible)	Redemption Notice Period
Pooled separate accounts:					
Real estate:					
PRISA	$ 407,300,202	$ 343,934,607	{z}	Quarterly	90 days written notice
PRISA II	410,967,519	302,978,210	{aa}	Quarterly	90 days written notice
Mortgages:					
UMA	115,048,632	105,068,332	{bb}	Quarterly at quarter end	90 days prior to quarter end
Cash:					
Temporary Investment Account	360,810,337	382,100,426	{cc}	Daily	15 or more business days in advance; Prudential may agree to a shorter request period
103-12 investment entities:					
Risk parity:					
Bridgewater Associates All Weather	601,075,433	263,029,393	{dd}	Monthly	5 business days
Limited liability companies:					
Commodities:					
Gresham Onshore A+	191,453,488	80,103,952	{ee}	Monthly	5 business days
Other:					
JP Morgan U.S. Corporate Finance Inst. Investors IV	12,823,329	108,890	{ff}	Not permitted	N/A
JP Morgan Venture Capital Inst. Investors IV	3,344,820	377,807	{ff}	Not permitted	N/A

{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 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 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} This Mellon International Equity Alpha Plus common/collective fund follows an active, global, tactical asset-allocation strategy and targets a return of 4% above the MSCI EAFE Index. The fund takes short and long positions in developed-country equity, bonds and currency markets.

{e} The objective of the INVESCO Premia Plus 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.

{f} This pooled cash common/collective fund is utilized by the custodian for managing cash transactions and settling trades for the Plan's actively managed equity and debt portfolios.

{g} The UBS Infrastructure Fund 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 Infrastructure Fund is 15 years from the first closing date and, thus, the term of the UBS Infrastructure Fund 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.

{h} The JP Morgan Infrastructure Fund 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. These assets may include, without limitation: (a) toll roads, bridges and tunnels, (b) oil and gas pipelines, (c) electricity transmission and facilities, (d) contracted power generation assets, (e) communication assets, (f) water distribution and waste water collection and processing assets, (g) railway lines and rapid rail links, (h) seaports, and (i) airports. 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 (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.

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

{i} The investment objective of the IFM Global Infrastructure Fund is to acquire and maintain, through the IFM Master Fund, a diversified portfolio of global infrastructure investments in the target sub-sectors, such as energy, transportation, water, communication and social infrastructure, 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.

{j} The Schroder Commodity Portfolio seeks long-term total return through investments in commodity-related investments globally including, for example, futures contracts, options, swaps, forward contracts and structured notes and, to a lesser extent, equities, debt securities, convertible securities and warrants of issuers in commodity-related industries. 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.

{k} The Yucaipa Funds are private-equity limited partnerships that seek to realize substantial capital gains primarily from private equity investments, equity-related investments, and investments in debt or other securities providing equity-type returns (such as through corporate acquisitions, leveraged buyouts and financial restructurings) in organizations, businesses and concepts that are worker friendly. The 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.

{l} The Landmark Funds invest in a diversified private-equity portfolio of established venture capital funds, buyout and mezzanine funds, and other pooled investment vehicles, which primarily invest in equity-oriented investments and direct private equity and equity-related investments, primarily through secondary market purchases (secondary transactions), with a maximum amount of 10% of capital commitments allocated to primary transactions (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.

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

{m} The WP Global COREalpha 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 funds may acquire interests in underlying partnerships directly from such partnerships and through secondary purchase from other investors. The term of the WP Global COREalpha Private Equity Partners II Fund 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 COREalpha Private Equity Partners III Fund 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.

{n} The BlackRock Vesey Street Fund is one of a series of parallel funds with an objective to seek superior capital appreciation through investments in private equity, while reducing risk through portfolio construction and diversification. The fund expects to allocate up to 75% of total capital commitments to interests in private-equity funds, up to 15% to interests in secondary funds and up to 30% to direct investments in individual companies. 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.

{o} The Hamilton Lane Capital Opportunities Fund's investment objective is to achieve top-quartile private-equity risk-adjusted returns through investment in a diversified portfolio of private-equity assets, primarily in limited partnerships and other pooled investments that make direct private-equity investments. The fund may also invest in secondary fund investments. 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.

{p} The HarbourVest Dover Street Fund focuses on investments in the United States, Asia, Europe, Latin America and emerging private-equity markets. The fund'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 fund will continue until December 31, 2017, unless the fund is dissolved sooner in accordance with the provisions of the partnership agreement. The fund may extend its term for up to four one-year periods in accordance with the partnership agreement.

{q} The Pantheon USA Fund VIII invests primarily in a diversified portfolio of leveraged buyout, venture capital and special-situation funds, including distressed debt and mezzanine investments, with up to 20% exposure to secondary markets, as well as co-investments. 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 provides, further, that the term of the fund may be extended further upon election by the general partner, with the consent of a majority interest of limited partners. The Pantheon Global Secondary Fund IV invests in a portfolio of mature, primary private-equity funds. The underlying strategies will include leveraged/managed buyout, venture and development capital, and mezzanine funds. Pantheon may also invest in direct portfolios of private equity assets and other privately negotiated secondary transactions. 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.

{r} The Partner Group Secondary 2008 L.P. invests in the global private-equity secondary market. The value-based investment strategy is 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.

{s} The Pomona Capital VII invests in a portfolio of secondary interests in buyout and venture capital funds, primarily in North America and Europe. 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.

{t} 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.

{u} 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.

{v} EnerVest Energy Institutional Fund XII-C, L.P., is a limited partnership that acquires, develops, operates and manages properties with proven oil and gas reserves. Half of their acquisitions must already be producing and present opportunities for cost reductions. In all cases, EnerVest 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 10 years from closing, or April 28, 2020. The fund is subject to two one-year extensions at the election of the general partner.

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

{w} Lone Star Fund VII, L.P., will target global investments in distressed loans and securities including single family, corporate and consumer debt products, and also global control investments in banks, and financially-oriented and asset-rich operating companies, but excluding any investments in commercial real estate assets. 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.

{x} WCTPT Choice, L.P. (LODH), is a private equity fund-of-funds that focuses exclusively on buyout, growth capital and special-situation fund investments targeting small to mid-sized companies in European and adjacent countries. The Plan owns 99.9% of the fund. The term of the fund is 10 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.

{y} 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, including selectively acquiring mortgage-backed securities in instances where the fund can obtain control of the related mortgage servicing on the securities or as a means to acquire the underlying portfolio of troubled mortgage loans, mortgage servicing rights or acquisition development and construction loans. In addition, the Partnership is purchasing pools of residential real estate that has been foreclosed on. The term of the fund is 7 years. The fund is subject to two one-year extensions at the election of the general partner and approval by the advisory board.

{z} 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. Investment may be made through direct property ownerships or indirectly through such vehicles as joint ventures; general and limited partnerships; limited liability companies; mortgage and other loans, including mezzanine debt; or interest in companies or entities that directly or indirectly hold real estate or real estate interests.

{aa} PRISA II is a commingled fund that seeks to structure investments to enhance risk-adjusted returns. Investments may be made through direct property ownership or indirectly through such vehicles as joint ventures; general or limited partnerships; limited liability companies; mortgage and other loans, including mezzanine debt; and debt secured by an interest in the borrowing entity or interest in companies or entities that directly or indirectly hold real estate or real estate interests. PRISA II focuses 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.

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

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

{cc} TIA (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.

{dd} 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 asset classes include the currency, fixed income, inflation-linked bond, equity and commodity markets. 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%.

{ee} The investment objectives of Onshore Gresham A+ Fund are 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.

{ff} The JP Morgan U.S. Corporate Finance IV will make commitments to U.S.-based private-equity managers with a focus on strategies that invest in the growth of small and mid-sized companies. Approximately 75% of the commitments will be directed to 15-18 private-equity firms with approximately 25% of the committed capital available for opportunistic secondary sales, direct investments in portfolio companies or other strategies. The JP Morgan Venture Capital Institutional Investors IV will make commitments to venture capital managers with a focus on firms that have domain expertise and/or early stage practices. Venture capital investments are likely to be concentrated in the technology, life sciences and materials sectors. Approximately 80% of the commitments will be committed to 15-18 venture capital firms with approximately 20% of the committed capital available for opportunistic secondary sales, direct investments in portfolio companies and other strategies. The term of the JP Morgan 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.

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	Initial Commitment	Remaining Commitment December 31, 2010	Remaining Commitment December 31, 2009
Private-equity investments:				
Yucaipa American Alliance Fund I, L.P.	2004	$ 50,000,000	$ 800,000	$ 21,100,000
Yucaipa American Alliance Fund II, L.P.	2007	100,000,000	40,900,000	54,800,000
Landmark Partners XIII	2006	50,000,000	5,700,000	7,300,000
Landmark Partners XIV	2008	100,000,000	86,900,000	89,000,000
WP Global COREalpha II	2007	75,000,000	42,300,000	57,300,000
BlackRock Vesey Street Portfolio IV	2007	75,000,000	35,300,000	50,600,000
Hamilton Lane Capital Opportunities Fund	2007	75,000,000	42,700,000	53,188,000
HarbourVest Dover Street VII	2008	100,000,000	52,500,000	79,000,000
Pantheon USA Fund VIII, L.P.	2008	100,000,000	75,000,000	86,000,000
UBS Intl. Infrastructure Fund	2008	300,000,000	92,000,000	117,201,000
JP Morgan U.S. Corporate Finance IV	2009	85,000,000	74,300,000	85,000,000
JP Morgan Venture Capital Institutional Investors IV	2009	15,000,000	12,100,000	15,000,000
Partners Group Secondary 2008, L.P.	2009	140,000,000	38,429,000	111,506,000
Pantheon PGSF IV (Secondary)	2009	100,000,000	85,300,000	100,000,000
Pomona Capital VII, L.P.	2009	100,000,000	49,125,000	71,300,000
WP Global COREalpha III	2009	60,000,000	54,100,000	60,000,000
EIG Energy Fund XV-A	2010	150,000,000	150,000,000	-
En-Cap Energy Capital Fund VIII	2010	200,000,000	195,800,000	-
EnerVest Energy Inst. Fund XII	2010	60,000,000	48,800,000	-
WCTPT Choice, L.P. (LODH)	2010	140,000,000	123,902,000	140,000,000 *
Hancock Agricultural Investment	2010	100,000,000	100,000,000	100,000,000 *
UBS AgriVest	2010	100,000,000	100,000,000	100,000,000 *
Forest Investment Associates	2010	100,000,000	100,000,000	100,000,000 *
The Campbell Group	2010	100,000,000	100,000,000	100,000,000 *
Lone Star Fund VII	2010	150,000,000	150,000,000	-
Selene Residential Mortgage Fund	2010	29,000,000	28,300,000	-
Waterfall Victoria	2010	100,000,000	100,000,000	-
Centerbridge Capital Partners II	2011	150,000,000	150,000,000 *	-
Monarch Capital Partners II	2011	55,000,000	55,000,000 *	-
Monarch Opportunities Fund	2011	70,000,000	70,000,000 *	-
Oaktree High Income Convertible	2011	100,000,000	100,000,000 *	-
Invesco Commodity Strategy	2011	100,000,000	100,000,000 *	-
Real estate:				
Western Conference of Teamsters (WCOT)	2006	500,000,000	178,100,000	174,016,000
PRISA II	2007		-	78,020,000
UBS Holdings No. 260	2007		-	74,038,000
Total unfunded commitments			$ 2,637,356,000	$ 1,924,369,000

* Commitment made subsequent to year-end but prior to issuance of report.

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 the 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, 2010	December 31, 2009
Retired and Survivor Guaranteed Annuities	$ 3,222,907,303	$ 3,430,206,713
Non-Guaranteed Benefits for Retirees and Survivors	17,268,729,000	16,013,094,000
Non-Guaranteed Benefits for Future Retirees and Survivors	8,694,463,236	7,229,275,116
Net Assets Available for Benefits	$ 29,186,099,539	$ 26,672,575,829

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, 2010	December 31, 2009
Net assets available for benefits per the financial statements	$ 29,186,099,539	$ 26,672,575,829
Benefits payable/settlement	-	(5,508,000)
Benefit obligations currently payable	(11,556,014)	(11,680,298)
Net assets available for benefits per the Form 5500	$ 29,174,543,525	$ 26,655,387,531

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, 2010:

Benefits paid to or for participants per the financial statements	$ 2,232,529,490
Add - amounts currently payable at end of year	11,556,014
Less - amounts currently payable at beginning of year	(17,188,298)
Benefits paid to or for participants per the Form 5500	$ 2,226,897,206

NOTE 14. EMPLOYER WITHDRAWAL LIABILITY

The Plan complies with the provisions of the Multiemployer Pension Plan Amendment Act of 1980 (MEPPA) that requires imposition of withdrawal liability on a contributing employer that completely or partially withdraws from the Plan. Basically, a portion of the Plan's unfunded vested liability is allocated to a withdrawn employer based on certain comparisons of the employer's contribution history to the Plan compared to the contribution history of all active employers in the Plan.

NOTE 14. EMPLOYER WITHDRAWAL LIABILITY (CONT'D)

As of December 31, 2009 and 2008, the Plan's unfunded vested benefit liability exceeded the actuarial value of its assets by approximately $1.940 billion and $2.919 billion, respectively. As a result, employers withdrawing from the Plan in 2010 and 2009 would be subject to withdrawal liability unless the amount of the liability is considered *de minimis* ($50,000).

NOTE 15. CLASS-ACTION SETTLEMENT

In November 2008, a participant filed a putative class-action lawsuit against the Plan in the United States District Court for the District of Arizona, asserting claims under the Employee Retirement Income Security Act of 1974 (ERISA), as amended. The lawsuit, *Wendell Becker, on behalf of himself and all others similarly situated, v. Western Conference of Teamsters Pension Trust et al.*, No. CV 08-02130-PHX-FJM, challenges the legality of the Plan's suspension of benefits provisions and procedures. In October 2009, the parties agreed to settle the case. The Court preliminarily approved the settlement in December 2009. No objections to the terms of the settlement were filed, and the Court gave final approval to the class action settlement in March 2010. Under the terms of the settlement, the Plan paid to class members and their legal counsel approximately $7,440,000, which included benefits, interest and approved legal costs.

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) as of and for the years ended December 31, 2010 and 2009, were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The additional information that appears on page 51, Schedule G - Financial Transaction Schedules (IRS Form 5500) and Schedule H - Financial Schedules (IRS Form 5500) is presented for purposes of additional analysis and is not a required part of the basic financial statements. The additional information in Schedule G - Financial Transaction Schedules (IRS Form 5500) and Schedule H - Financial Schedules (IRS Form 5500) is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This information is the responsibility of the Plan's management. Such information has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

Lindquist LLP

September 8, 2011

5000 Executive Parkway, Suite 400 • San Ramon, California 94583-4346 • 925.277.9100 • 925.277.9552 FAX • www.lindquistcpa.com

Western Conference of Teamsters Pension Plan

Schedules of Administrative Expenses

Years Ended December 31, 2010 and 2009

	2010	2009
Administrative offices	$ 49,515,291	$ 49,035,758
Prudential administrative fees	12,212,132	12,318,578
Legal fees	3,266,825	5,693,180
Actuarial fees	1,420,890	1,312,120
Pension Benefit Guaranty		
Corporation premiums	4,814,163	4,858,549
State premium taxes (Prudential)	1,057,902	1,149,221
Delinquency collection fees	343,418	368,379
Consultants' fees	214,054	56,454
Insurance	905,261	821,887
Printing and postage	697,724	1,368,305
Trustees' travel and meetings	404,938	417,433
Interest	5,895	10,380
Accounting and auditing	311,424	167,651
Chairman/Co-Chairman	748,544	736,926
Banking	94,892	98,595
Data-processing-related expenses:		
IT support and operations	3,895,670	4,049,148
TRACS operations (Prudential)	3,464	3,786
Communications	272,145	272,185
Depreciation and amortization	3,114,872	3,020,649
Maintenance and supplies	1,248,811	1,574,645
Other	167,878	167,769
Total	$ 84,716,193	$ 87,501,598