

**Metropolitan Water Reclamation
District Retirement Fund**

**Minutes
Regular Meeting
Board of Trustees
December 14, 2011**

Meeting#: 1067

Called to order: 10:00 a.m.

Place: MWRD Board Room, 100 E. Erie St., Chicago, IL

Presiding: Mr. Joseph Kennedy, President

	<u>Present</u>
Trustees:	
Joseph F. Kennedy, President	X
Robert T. Regan, Vice-President	X
Hon Cynthia M. Santos, Secretary	
John P. Dalton Jr.	X
Hon. Barbara J. McGowan	X
Stephen J. Carmody	X
Joseph W. Rose	X

Staff present: Sue Boutin, Executive Director
Mary Wilson, Supervising Benefits Analyst
Vrinda Kulkarni, Accountant/Analyst
George Kirie, Financial Analyst

Also present: Ivory Day, Investment Consultant, Gray & Company
Members of the Public

Regular Business:

Approval of Minutes

A motion was made by Mr. Regan, seconded by Mr. Dalton, to approve the minutes of the Regular Board Meeting held on November 16, 2011. The motion was unanimously approved.

Consent Agenda

Expenses

Administrative expenses to be paid in January 2012 in the amount of \$493,589.81 were presented for approval. The itemized report is on file.

A motion was made by Mr. Dalton, seconded by Mr. Rose, to approve the Administrative Expenses. The motion was unanimously approved.

Employee Annuitants

The applications for two new employee annuitants, with a combined monthly annuity benefit of \$7,465.96 were presented with the recommendation that they be approved and granted as follows:

<u>Employee Name</u>	<u>Position</u>	<u>Annuity Begins</u>	<u># Years @ MWRD</u>	<u># Years Reciprocal</u>
Reid, Chris	Pollution Control Officer II	11/1/2011	25.00	5.42
Sarroca, Nicanor	Accounting Clerk III	12/1/2011	11.00	0.00

A motion was made by Mr. Rose, seconded by Mr. Carmody to approve the Employee Annuitant applications. The motion was unanimously approved. The itemized report is on file.

Surviving Spouse Annuitants

The applications for two new surviving spouse/child annuitants with a total monthly annuity benefit of \$4,230.08 were presented with the recommendation that they be approved and granted as follows:

<u>Beneficiary/Annuitant Name</u>	<u>Deceased MWRD Employee</u>	<u>Annuity Begins</u>
Griffin, Vivian S.	Griffin, Willie F.	11/01/11
Johnson, Ida M.	Johnson, William R.	12/01/11

A motion was made by Mr. Carmody, seconded by Mr. Regan, to approve the Surviving Spouse/Child Annuitant applications. The motion was unanimously approved. The itemized report is on file.

Regular Business, continued:

Consent Agenda, continued:

Refunds and Final Payments

The applications for four refunds and final payments in the combined amount of \$131,881.56 were presented with the recommendation that they be approved and granted as follows:

<u>Employee/Annuitant Name</u>	<u>Date</u>	<u>Remarks</u>
Langwinski, Michael J.	11/05/11	Refund to the Estate (Mary Wurth)
Reid, Chris	10/31/11	Excess Optional
Reid, Chris	10/31/11	No Spouse Refund
Tiritilli, Silvio	08/29/11	Refund to the Estate (Sally Tiritilli)

A motion was made by Mr. Regan, seconded by Mr. Dalton, to approve the Refunds and Final Payments applications. The motion was unanimously approved.

Duty Disability

The 24 applications for Duty Disability benefits were presented with the recommendation that they be approved and granted. The itemized report is on file.

A motion was made by Mr. Rose, seconded by Mr. Carmody, to approve the Duty Disability applications. The motion was unanimously approved.

Ordinary Disability

The 10 applications for Ordinary Disability benefits and one 30-day waiver were presented with the recommendation that they be approved and granted. The itemized report is on file.

A motion was made by Mr. Regan, seconded by Mr. Dalton to approve the Ordinary Disability applications. The motion was unanimously approved.

Entire Consent Agenda

Mr. Kennedy conducted a roll call vote on the entire Consent Agenda. The Consent Agenda was unanimously approved.

Administrative:

Cash Allocation for Payroll Funding

Ms. Boutin made the recommendation for funding the February 2012 payroll and expenses.

Mr. Kennedy asked for clarification on how the overweights will be determined. *Mr. Dalton made the motion to transfer a maximum of \$10.1 million from the Wellington MC Growth Portfolio, with any remaining cash requirement coming from Systematic MC Core, to supplement funds available to cover the February 2012 payroll and expenses estimated to be \$11 million. Mr. Regan seconded the motion which was unanimously approved by roll call vote.*

Administrative, continued:

Cash in Transition Account

Ms. Boutin reported that occasionally there is a small balance in the transition account, usually generated from dividends received after the transition. Transition accounts are usually left open by the custodian for one year after a transition. She requested blanket authority to transfer the amounts in the account, usually less than \$20,000 for use in paying benefits when funds are available. Discussion followed, resulting in Trustees directing staff to request authority each time prior to transferring this type of funds.

Mr. Dalton made the motion to transfer the cash balance of \$22,345.90 from the transition account to the checking account for January 2012 benefit payments. Mr. Carmody seconded the motion which was unanimously approved by roll call vote.

Ms. Boutin pointed out a 2012 cash forecast schedule in the Board packets, as per a prior request by Mr. Rose; tax levy receipts which are unpredictable are not shown on the schedule.

Ms. Boutin also reported that the District has informed us that in their 2012 budget they anticipate giving the Fund and additional \$30 million, requesting that we give the funds to one of our managers as opposed to paying benefits. The cash flow schedule does not show this additional allocation. Ms. Boutin and Mr. Kirie answered questions from Mr. Rose and Mr. Dalton about the schedule.

Election of Board Officers

Ms. Boutin noted that December is the month that RF Board officers are appointed for the next year. Discussion followed.

Mr. Dalton made the motion to retain Mr. Kennedy as President, Mr. Regan Vice President and Mrs. Santos Secretary for 2012. Mrs. McGowan seconded the motion which was unanimously approved by roll call vote.

2012 Board Meeting Schedule

Ms. Boutin presented the 2012 meeting schedule for approval. Trustee training will be scheduled throughout the year to fulfill a portion of the required 8 hours of training as topics of interest are determined. She noted that Mr. Regan has notified her that he cannot attend the July meeting.

2012 Budget

Extension of Consultant Services - Annual Audit

Ms. Boutin made the recommendation to retain Legacy Professionals to perform the 2011 annual audit. She clarified for Mr. Rose that the 2010 and 2011 costs are higher each year by small percentage increments over the original 2009 audit fee proposal.

Mr. Rose made the motion to retain Legacy Professional's to perform the 2011 annual audit for an annual fee not to exceed \$29,300. Mr. Dalton seconded the motion which was unanimously approved by roll call vote.

Extension of Consultant Services - Legislative Lobbyist

Ms. Boutin recommended extending the agreement with the Fund's current lobbyist. Mr. Kennedy reminded the Board that Tom Walsh has been scheduled to come to the February or March Board Meeting to give a legislative update. Ms. Boutin said that this year we'll have a formal contract with Mr. Walsh which can incorporate Mr. Carmody's request for a formal update report and Mr. Kennedy's suggestion for monthly updates while legislature is in session.

Mr. Regan made the motion to extend the agreement with Thomas Walsh to serve as the Fund's lobbyist in Springfield for six months of active legislative activity for a monthly fee of \$3,500 or a total not to exceed \$21,000. Mr. Dalton seconded the motion which was unanimously approved by roll call vote.

Administrative, continued:
2012 Budget, continued

Extension of Consultant Services - Actuarial Services

Ms. Boutin made the recommendation to renew the Fund's contract with Goldstein & Associates to provide comprehensive actuarial services for the fiscal year ending 12/31/12 at an annual fee not to exceed \$46,000, the same fee charged last year. Some discussion followed about the probability of needing additional projections like we did in 2011, some at the District's request. Per Ms. McGowan's request Ms. Boutin reported that total payments to Goldstein & Associates in 2011 were \$62,500, \$46,000 for the base actuarial services, the remaining for the additional projections. Discussion followed, coming to the conclusion that if there is additional actuarial projections required, Board can consider approval at that point.

Mr. Dalton made the motion to renew the Fund's contract with Goldstein & Associates to provide comprehensive actuarial services for the fiscal year ending 12/31/11 at an annual fee not to exceed \$46,000. Mr. Rose seconded the motion which was unanimously approved by roll call vote.

Extension of Consultant Services - IT Consulting

Ms. Boutin reported that the 2012 budget included amounts from the JC Consulting proposal for 2012, and recommended the approval of the following projects at \$150/hr as follows:

- 592 hours for Tier II changes
- 410 for pending projects and enhancements including 120 hours for the 2012 legislative initiative assuming it passes
- 200 hours for PBMS Support/Maintenance

And 40 hours for IT support at \$115/hr; for total planned expenditures of \$184,900.

Mr. Carmody made the motion to extend JC Consulting IT consulting services at an hourly rate of \$150 for application development services and \$115 for IT infrastructure support in an amount not to exceed \$184,900. Mr. Dalton seconded the motion which was unanimously approved by roll call vote.

Independent Contractor – Elizabeth Cataudella

Ms. Boutin recommended extending the independent contractor agreement with former employee Elizabeth Cataudella to work on special projects for the period of January 1, 2012 to June 30, 2012 at a maximum of 14 hours per week at an hourly rate of \$42.64 in an amount not to exceed \$15,525. She reported that Ms. Cataudella was on maternity leave for the period of 9/6/11 to 12/5/11 and returned to work 12/6/11; total amount paid in 2011 was \$5,543.

Mr. Dalton made the motion to extend the independent contractor agreement with Elizabeth Cataudella to work on special projects for the period of January 1, 2012 to June 30, 2012 at a maximum of 14 hours per week at an hourly rate of \$42.64 in an amount not to exceed \$15,525. Mr. Regan seconded the motion which was unanimously approved by roll call vote.

Retirement Fund Annual Budget Revisions

Ms. Boutin made the following revisions to the proposed 2012 budget as recommended by the trustees:

- Acct 448 Travel was decreased from \$7,000 to \$3,000;
- Acct 462 JC Consulting B-3 increased hours to include 120 hrs of development work assuming the legislative initiative passes in the spring 2012 legislative session.
- Actual benefit payments in 2011 was updated to indicate the actual payments paid in 2011, increased by 5%, with the exception of OD & DD which has a few payments before year end.

Ms. Boutin answered Mr. Regan's inquiry about the \$6,000 cost of the new budgeted scanner, stating that lower priced scanners were not recommended by JC Consulting.

Mr. Regan made the motion to approve the revised 2012 annual budget. Mr. Dalton seconded the motion which was unanimously approved by roll call vote.

Administrative, continued:

Retirement Fund Staff Benefits

Ms. Boutin reported that on 11/18/2010, the District modified benefits for their non-represented employees. Benefits for represented employees have been modified in their current contracts. Historically, the RF staff has always received the same benefits as the District. However at the December 2010 meeting, the trustees made the decision to make only one change, reducing the sick day benefit from 15 to 12 days per year, and to defer the discussion on the other benefit changes until the benefits for the represented employees was determined. Per trustee request earlier this year, Ms. Boutin introduced this topic again and pointed out a handout schedule comparing the changes to help the trustees determine the impacts on RF staff.

Ms. Boutin reported that 3 main benefits were changed by the District. She proceeded to review the handout that distinguished between Represented and Non-Represented District employee benefits, and between start-date groups, for each of the 3 benefits changed: Termination Pay, Accumulated Annual Sick Leave Incentive Payout, and Accumulated Sick Leave Payout at Separation. (Handout is attached as an addendum to these minutes)

Ms. Boutin said that historically the RF benefits have always mirrored what the District non-represented employees have received, making it easier to administer benefits for the RF staff. The new District policy (i.e. which eliminated the accumulated annual sick leave incentive payout as if 1/1/11) may encourage employees to use sick time, as opposed to saving some to be prepared for possible illnesses later in life.

Two other changes made by the District are a reduction in Annual Tuition reimbursement, from \$10k to \$5,250, and an elimination of overtime pay for employees at pay grades PM9 or TAM17.

Discussion followed. Ms. Boutin declined to give a recommendation on the termination pay policy as it would impact her personally. Further discussion followed about the date to which employees could earn credit for termination pay, and the impact on RF employees in different start date groups.

Mr. Dalton requested the cost to the Fund if the Accumulated Annual Sick Leave Incentive Payout policy was not changed at this time. Ms. Boutin replied that in 2010 it was \$5,343 to two people, and the cost may be similar in 2011. Mr. Regan also questioned the value of changing the policy for the Fund, and Mr. Kennedy agreed that as a supervisor he recognizes some problems with reducing the incentive to accumulate sick leave. He also stated that while the RF is free to adapt its own policies, he cautioned against diverging from District policy, which has not historically been done. Mr. Carmody voiced that he has no problem having minor modifications to District policy; Ms. McGowan voiced that she does, and Mr. Rose also voiced his preference for consistency with District policy. Further discussion clarifying the details of possible motions followed. Mr. Dalton suggested the trustees make motions on the individual policies separately.

A motion was made by Mr. Carmody to eliminate termination pay effective January 1, 2012 in the same manner as the District's non-represented employees with the exception that the rate of pay would be based on the salary at the time of separation for all RF employees. Current employees would receive termination pay upon separation for time worked prior to January 1, 2012. Mr. Dalton seconded the motion which failed with a vote of two ayes and four nays.

Aye: 2 - Carmody, Dalton

Nay: 4 - Regan, Kennedy, McGowan, Rose

Mr. Rose made the motion to eliminate termination pay for the RF employees hired on or after January 1, 2012 and termination pay would no longer be earned by RF employees after December 31, 2011. Current employees would receive termination pay upon separation for time worked prior to January 1, 2012. Regardless of the separation date, the rate used for the calculation of termination pay would be the salary rate at separation. The motion was seconded by Mr. Carmody and approved by a vote of four ayes and two nays. [64-66]

Aye: 4 - Carmody, Dalton, Kennedy, Rose

Nay: 2 - Regan, McGowan

Administrative, continued:

Retirement Fund Staff Benefits, continued:

Mr. Dalton and Ms. Boutin made some clarifying comments that the RF sick leave policy (i.e. reducing the number of sick days earned per year from 15 to 12) was changed to be consistent with the Nov 2010 District policy, except that the District instituted the policy as of 6/30/11, resulting in 2 additional sick days accrued by District non-represented employees in service before 11/2/94; the RF instituted the policy as of 1/1/11.

Further discussion followed on accumulated sick leave payouts as an incentive for an employee to not abuse sick leave, and the implication of being consistent (or not) with District policy.

Mrs. McGowan made the motion to modify the RF sick leave policy effective January 1, 2012 to be consistent with the District's policy for non-represented employees. The proposed changes are as follows:

- *Elimination of the annual sick leave payout for sick leave accrual of more than 120 days; and*
- *Accrued sick leave balances of RF employees, paid out at the time of separation, would be 50% of the accumulated sick leave through December 31, 2011 or the accumulated amount at separation whichever is less to a maximum of 15 days pay (30 days accrued) effective January 1, 2012.*

Mr. Rose seconded the motion which failed with a vote of three ayes and three nays.

Aye: 3 - Kennedy, McGowan, Rose

Nay: 3 - Carmody, Dalton, Regan

Mr. Carmody made the motion that the Retirement Fund match the District's non-represented benefit for accrued sick leave payout at separation effective January 1, 2012. Mr. Rose seconded the motion which failed with a vote of three ayes and three nays.

Aye: 3 - Carmody, Kennedy, Rose

Nay: 3 - Dalton, Regan, McGowan

Ms. McGowan and Mr. Kennedy exchanged comments about the possibility that the District may be changing their accumulated sick leave policies again in the future.

(A brief recess was had)

Mr. Carmody made the motion that effective January 1, 2012, the Retirement Fund would be consistent with the District's non-represented benefit for accumulated sick leave policy in its entirety. The following changes would be made to the accumulated sick leave policy:

- *Elimination of the annual sick leave payout for sick leave accrual of more than 120 days; and*
- *Accrued sick leave balances of RF employees, paid out at the time of separation, would be 50% of the accumulated sick leave through December 31, 2011 or the accumulated amount at separation, whichever is less, but in no instance shall the amount of accumulated sick leave eligible for payout be greater than 120 days. For RF employees with a start date prior to November 2, 1994, sick leave payout shall be calculated at the rate of pay the employee was receiving at the time of separation. For employees with a start date between November 2, 1994 and December 31, 2011, the sick leave payout shall be calculated at the rate of pay the employee was receiving as of December 31, 2011.*
- *For employees with a start date after December 31, 2011, the accrued sick leave payout at separation will be paid on a two-for-one basis to a maximum of 15 days paid (30 days accrued)..*

The motion was seconded by Mr. Rose and approved by a vote of four ayes and two nays.

Aye: 4 - Carmody, Kennedy, McGowan, Rose

Nay: 2 - Dalton, Regan

Legal and Legislation:

2011 Legislative Initiatives

Ms. Boutin recapped pending Fund legislation, House Bill 3344 which the Board had approved at the January 26, 2011 Board meeting, as follows:

#1. Ordinary Disability Benefits. For new employees who become a member on or after January 1st following the effective date, Ordinary Disability benefits to become payable beginning on the 31st day after the commencement of the disability.

#2. Ordinary Disability Benefit Payment. Effective January 1st following the effective date, Ordinary & Duty Disability benefits to become payable monthly.

#3. Refund of Contributions After Death. Amend ILCS Section 113-601 to include the word "child"

The Fund staff will contact the Legislative Reference Bureau to amend the effective date to January 2013.

Investment Reports:

Reports by Staff

Custodian Report

Mr. Kirie reviewed the Bank of New York Mellon Custodian reports, which showed Fund assets at \$983.9M at 11/30/11, split approximately as follows: 66% equities, 32% fixed income, and 2% cash. Purchases and sales by manager for the month of November were also presented. The asset allocation schedule showed assets at \$988.6M at 12/09/11. Report is on file.

Other Investment Related Issues:

Reports by Gray & Co.

Rebalancing Schedule

Mr. Day presented the asset rebalancing schedule, which showed a slight overweight in equities of 2.7% on 12/9/11. He noted rows on the schedule for a "core plus" allocation, which has been under consideration for some time.

At Mr. Kennedy's prompting, Mr. Dalton and Mr. Regan indicated their interest in a core plus allocation; Mr. Kennedy requested Mr. Day present his recommendation.

Core Plus

Mr. Day presented Gray & Co.'s recommendation to authorize a search for a minimum of two core plus managers to share an allocation of 15% of the Fund's total assets. He noted that the emerging manager equity allocations have been done, and that the core plus search will include all managers, so emerging managers would be included in the search.

Mr. Rose made the motion to conduct a search for two or more Core Plus Fixed Income managers. Mrs. McGowan seconded the motion which was unanimously approved by roll call vote.

Mr. Day addressed the inquiry he received by email from Mr. Carmody regarding Treasury Inflation Protected bonds (TIPS). He explained that the bonds are basically indexed to inflation, so when inflation goes up, the bond value goes up; problem with them is that now there is negative yield on them because people are paying to get this inflation protection. In Mr. Day's view, there is little need for protection against inflation, and the price the Fund would pay for TIP's is not worth it in the long run – he passed out an analysis going back to 1973 showing inflation had virtually no impact on the performance of a hypothetical portfolio of 60/40 S&P500 and US Treasuries. He invited the Trustees to review the analysis and pose questions.

Other Investment Related Issues, continued:

Emerging Manager LCV Transition Summary

Mr. Day distributed the post-transition summary prepared by Credit Suisse. He stated the transition was done very well; the implementation shortfall was 3.7 basis points or \$23,000, as opposed to the pre-trade shortfall estimate of almost \$63,000. He also noted that 30% of the trades were executed by the designated minority brokerage firm Loop Capital. The process started on November 23rd, the trade date was the 30th, and all trades being settled by December 6th. As it was a large cap value to large cap value transition, it was a straightforward transition and the Fund did very well.

Lehman Purchase Option

Ms. Kulkarni reported that last month the trustees directed staff to discuss the BNYM Capital Support Agreement and payment due with Legacy CPA's, our auditor and Mary Ann Boyle, the District's Treasurer. She called attention to the summary she prepared of the pertinent transactions, which was discussed and reviewed by BNY, Legacy and the MWRD Treasurer. This summary was sent by email to the trustees last week and included a narrative summary as well as a schedule of the related journal entries from 2008-2011. Ms. Kulkarni recapped that at the end of 2008 there was an insufficiency in the collateral pool for BNYM's securities lending program, resulting from the insolvency of Lehman Brothers, and that at this point in time we (and BNYM) will be restoring the collateral pool to whole. BNYM had proposed an agreement in 2009 to split the insufficiency with us 80/20, and our 20% portion of \$234,231 is now due, by December 21. BNYM portion would pay their portion on December 22. Fund recommends that we pay this amount from the PNC cash balance. Mr. Kennedy noted that one question the trustees had was if there was any chance this payment could represent a double payment of this loss, and that they are now satisfied that this is not the case. Ms. Kulkarni and Mr. Kennedy answered in the negative to Mr. Dalton's inquiry about whether the securities lending losses at Northern Trust would require a similar payment. Ms. Kulkarni clarified for Mr. Rose that after our payment of the \$234k, we will likely be recording in our CAFR a \$600k gain in 2011 that represents the part of the loss that BNYM is paying on our behalf.

Mr. Dalton made the motion to accept staff's recommendation to transfer \$234,231.06 on or before December 21, 2011 from the PNC portfolio overweight, for payment to BNY Mellon for the Fund's share of the initial principal balance for the collateral insufficiency due to Lehman. Mr. Rose seconded the motion which was unanimously approved by roll call vote.

Custodial Services

Ms. Boutin reported that at Mr. Rose's request, she will update the Board on the ongoing dialog with BNYM related to BNYM's request that we update our custodial agreement. The Fund has a long-standing domestic custody agreement, and a global custody agreement from 2006, and BNYM would like us to combine the agreements. At their urging we had Fund attorney Joseph Burns look at the agreement; Mr. Burns is saying it could be costly to the Fund to combine these agreements, and prefers that we have two separate agreements, which BNYM is considering as an option. This started a dialog about custodial services, and Mr. Kirie inquired about a flat fee arrangement similar to the Cook County Pension Fund, especially in light of what is close to \$100k that we spend on international transaction fees; BNYM is not open to offering us that option as we do not have alternative investments as County does. Mr. Kennedy commented that there are other custodians, and Ms. Boutin stated staff had started comparing Northern Trust and State Street custodial fees, finding out that those two custodians charge for some accounting fees that BNYM does not charge for. The preliminary information indicates that BNYM may still be the least expensive option. Mr. Kennedy inquired of Mr. Day if these international and custodial fees are figured in the individual manager returns. Mr. Kennedy requested staff get more comparative information to determine if there would be any benefit for going through a search for a new custodian. Mr. Kirie stated the BNYM client rep got back to us with details about the fee schedule, which fall into the categories of safekeeping fees for domestic and international equities, and transaction fees for international transactions; Mr. Kirie noted we are not charged for domestic transactions. Discussion followed between Mr. Rose, Mr. Kennedy, Mr. Carmody and Mr. Kirie concluding that the manager transaction costs are netted against manager returns, but that these custodial transaction fees are not. Mr. Day agreed to look into this issue and report at the next meeting.

Mr. Rose stated he is aware of litigation against BNYM in the area of FX transaction fees, wondering if that affects the Fund; Mr. Kennedy directed staff to collect information.

Adjournment:

At 11:56 a.m. a motion to adjourn was made by Mr. Kennedy.

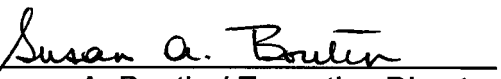
Next Meeting Notice:

The next Regular Board Meeting will be held on Wednesday January 25, 2012.

Respectfully submitted,



Robert Regan/Vice President



Susan A. Boutin / Executive Director

Prepared by:



Debra Kozlowski/ Office Services Assistant



Vrinda Kulkarni/ Accountant-Analyst

Retirement Fund Staff Benefits

SD = Start Date

Benefit	District – Non Represented	District - Represented	Retirement Fund – as of 12/14/11 before changes
1. Termination Pay –SD < 11/2/94	Based on the pay at the time of separation for years to 6/30/11. <ul style="list-style-type: none"> • 1.0 days 1st 5 yrs • 1.5 days next 10 yrs • 2.0 days next 5 yrs 	Based on the pay at the time of separation for years to 1/1/2012. <ul style="list-style-type: none"> • 1.0 days 1st 5 yrs • 1.5 days next 10 yrs • 2.0 days next 5 yrs 	Based on the pay at the time of separation for all years of service to separation. <ul style="list-style-type: none"> • 1.0 days 1st 5 yrs • 1.5 days next 10 yrs • 2.0 days next 5 yrs
2. Termination Pay –SD 11/2/94 -12/31/10	Based on the pay at the rate as of 12/31/10 for years to 12/31/2010 <ul style="list-style-type: none"> • 1.0 days 1st 5 yrs • 1.5 days next 10 yrs • 2.0 days next 5 yrs 	Same as above	Same as above
3. Termination Pay –SD 1/1/11 & after	No Termination Pay	Same as above	Same as above
Accumulated Annual Sick Leave Incentive Payout	Annual payout eliminated 1/1/11	Annual payout eliminated 7/1/11	1/3 of hours exceeding 120 days
1. Sick Leave - SD < 11/2/94	Sick leave accrues at 15 (12 sick & 3 personal) days per year to 6/30/11 then 12 days. Result 2 extra sick days in 2011.	12 or 15 days depending on the union.	Effective 1/1/11, sick days were reduced for all employees to 12 days (9 sick & 3 personal)
2. Sick Leave –SD on or after 11/2/94	Sick leave accrues at a rate of 12 days per year (9+3)	Same as above	Same
1. Accumulated Sick Leave Payout at Separation - SD < 11/2/94	Payout at separation 50% of accumulated sick leave through 12/31/10 or accumulated amount at separation, whichever is less. Maximum 120 days. Rate of pay based on salary at separation.	All employees receive payout at separation 50% of accumulated sick leave through 12/31/11 (max 120 days) or accumulated amount at separation, whichever is less. Maximum 60-day payout at the rate of pay based on salary at separation.	50% of hours to 120 days + 33 1/3% of hours exceeding 120. Rate of pay based on salary at separation.
2. Accumulated Sick Leave Payout at Separation - SD 11/2/94 -12/31/10	Same except rate of pay EE was receiving 12/31/10.	Same as above	Same as RF EE's in service < 11/2/94
2. Accumulated Sick Leave Payout - SD After 1/1/11	50% of accumulated sick leave bal. (30 days) to a maximum of 15 days pay at separation (reduced from 60 days)	Same as above.	Same as RF EE's in service < 11/2/94

(over)

Additional Changes Approved by the Commissioners November 18, 2010

- Annual Tuition Reimbursement – For non-represented from \$10,000 to \$5,250 per year.
- Overtime Compensation – Effective 1/1/11 employees at pay grades PM 9 or TAM 17 and above will no longer be eligible for overtime compensation. Special duty pay will be used to compensate eligible employees when requested and approved by the appropriate District authorities.

MWRD RETIREMENT FUND SECURITY TRANSACTIONS - DECEMBER 2011

<u>PURCHASES</u>	<u>SHARES</u>	<u>PURCHASES</u>	<u>SHARES</u>
A SCHULMAN INC	10,700	BP PLC ORD USD.25	12,811
ABB LTD	3,750	BRANDYWINE REALTY TRUST	27,000
ABB LTD CHF1.03 (REGD)	1,282	BRINKER INTERNATIONAL INC	6,000
ABBOTT LABORATORIES	18,000	BUCKLE INC/THE	2,360
ADTRAN INC	1,000	CACI INTERNATIONAL INC	3,600
ADVANCE AUTO PARTS INC	1,200	CADENCE DESIGN SYSTEMS INC	9,525
AETNA INC	12,300	CAMECO CORP	5,260
AGCO CORP	8,000	CAMERON INTERNATIONAL CORP	600
AIR LIQUIDE(L')	970	CANADIAN IMPERIAL BK OF COMM	2,733
AIR METHODS CORP	2,800	CANADIAN NATURAL RESOURCES LTD	2,220
AKORN INC	5,075	CAPITAL ONE FINANCIAL CORP	6,400
ALCOA INC	10,450	CARDINAL HEALTH INC	2,850
ALIMENTATION COUCHE-TARD INC	1,241	CARLISLE COS INC	1,260
ALKERMES PLC	3,570	CATHAY FINANCIAL HOLDING 144A	1,900
ALLETE INC	2,550	CATHAY GENERAL BANCORP	15,200
ALLIANCE DATA SYSTEMS CORP	600	CELGENE CORP	2,770
ALLIANZ SE (SOCIETAS EUROPEAE)	2,074	CF INDUSTRIES HOLDINGS INC	2,780
ALLIED WORLD ASSURANCE COMPANY	2,080	CHESAPEAKE ENERGY CORP	3,100
ALLSTATE CORP/THE	15,130	CHEUNG KONG(HLDGS) HK\$0.50	9,000
AMAZON.COM INC	1,220	CHEVRON CORP	17,812
AMC NETWORKS INC	3,250	CHICO'S FAS INC	6,000
AMERICAN ELECTRIC POWER CO INC	13,400	CHIPOTLE MEXICAN GRILL INC	593
AMERICAN EXPRESS CO	2,670	CHUBB CORP	1,860
AMERIPRISE FINANCIAL INC	9,600	CIA ENERGETICA DE MINAS GERAIS	21,869
AMGEN INC	13,990	CINTAS CORP	6,700
ARES CAPITAL CORP	8,030	CISCO SYSTEMS INC	44,280
ARIAD PHARMACEUTICALS INC	6,766	CIT GROUP INC	2,180
ARROW ELECTRONICS INC	500	CITIGROUP INC	33,110
ASHLAND INC	9,184	CITRIX SYSTEMS INC	990
ASTRAL MEDIA INC	2,892	COCA-COLA ENTERPRISES INC	28,720
ASTRAZENECA ORD USD0.25	480	COINSTAR INC	800
AT&T INC	25,200	COMPASS GROUP ORD GBP0.10	7,106
ATLAS COPCO AB SER A NPV	2,814	COMTECH TELECOMMUNICATIONS COR	6,100
ATWOOD OCEANICS INC	830	CONOCOPHILLIPS	16,700
AURICO GOLD INC	43,750	CONSOL ENERGY INC	3,275
AUXILIUM PHARMACEUTICALS INC	5,800	CONSTELLATION BRANDS INC	1,400
AXA EUR2.29	3,538	CORVEL CORP	924
BAIDU INC/CHINA	500	CTRIP.COM INTERNATIONAL LTD	5,230
BANCO BILBAO VIZCAYA	16,471	CVS CAREMARK CORP	5,100
BANCO SANTANDER SA	6,380	CYBERONICS INC	230
BANK OF AMERICA CORP	77,300	DAIMLER AG ORD NPV	410
BARCLAYS ORD GBP0.25	15,575	DANAHER CORP	2,450
BARNES GROUP INC	8,700	DARDEN RESTAURANTS INC	7,300
BARRICK GOLD CORP	2,080	DARLING INTERNATIONAL INC	13,000
BASF SE	294	DECKERS OUTDOOR CORP	1,700
BAXTER INTERNATIONAL INC	4,700	DELL INC	22,600
BAYER AG ORD NPV	293	DIAGEO ORD 28 101/108P	865
BCD SEMICONDUCTOR MANUFA LTD	933	DIGITAL GENERATION INC	8,600
BELL ALIANT INC	3,520	DILLARD'S INC	4,300
BEST BUY CO INC	7,200	DISCOVER FINANCIAL SERVICES	12,800
BG GROUP PLC ORD GBP0.10	9,374	DISH NETWORK CORP	13,000
BHP BILLITON LIMITED	10,109	DOMTAR CORP	3,300
BIG LOTS INC	7,600	DOW CHEMICAL CO/THE	14,600
BMC SOFTWARE INC	2,900	EASTMAN CHEMICAL CO	7,600
BNP PARIBAS EUR2	1,187	EBIX INC	10,200
BOISE INC	44,800	ECOPETROL SA	359
BONANZA CREEK ENERGY INC	13,200	ELECTRONIC ARTS INC	16,551

<u>PURCHASES</u>	<u>SHARES</u>	<u>PURCHASES</u>	<u>SHARES</u>
ELI LILLY & CO	8,865	INTEL CORP	56,970
ENDURANCE SPECIALTY HLDGS LTD	7,700	INTESA SANPAOLO EUR0.52	57,852
ENSIGN GROUP INC/THE	5,873	IRONWOOD PHARMACEUTICALS INC	800
ENERGY CORP	8,700	ITT EDUCATIONAL SERVICES INC	800
EQUIFAX INC	9,215	J2 GLOBAL COMMUNICATIONS INC	190
ERICSSON (L.M.)	7,708	JANUS CAPITAL GROUP INC	34,300
ESTERLINE TECHNOLOGIES CORP	300	JOHNSON & JOHNSON	2,040
ETHAN ALLEN INTERIORS INC	4,530	JPMORGAN CHASE & CO	42,840
EVEREST RE GROUP INC COM	2,700	JUNIPER NETWORKS INC	3,700
EXPRESS INC	19,800	KBR INC	16,150
EXPRESS SCRIPTS INC	4,335	KLA-TENCOR CORP	2,600
EXXON MOBIL CORP	15,000	KNIGHT TRANSPORTATION INC	4,985
F5 NETWORKS INC	1,470	KOHL'S CORP	5,900
FACTSET RESEARCH SYSTEMS INC	660	KROGER CO/THE	12,300
FEDERAL-MOGUL CORP	13,800	KRONOS WORLDWIDE INC	10,300
FIFTH THIRD BANCORP	17,300	L-3 COMMUNICATIONS HOLDINGS IN	6,600
FINISAR CORP	2,100	LAZARD LTD SHS -A-	3,300
FIRST CASH FINANCIAL SERVICES	1,300	LENDER PROCESSING SERVICES INC	11,100
FIRST NIAGARA FINANCIAL GROUP	44,490	LEXMARK INTERNATIONAL INC	6,500
FIRSTENERGY CORP	3,650	LIFEPOINT HOSPITALS INC	6,200
FOOT LOCKER INC	1,850	LINCARE HOLDINGS INC	8,600
FORD MOTOR CO	39,400	LINCOLN NATIONAL CORP	10,300
FORTESCUE METALS G NPV	20,101	LIVEPERSON INC	750
FREEMPORT-MCMORAN COPPER & GOLD	4,680	LKQ CORP	6,698
FRESNILLO PLC	2,294	L'OCCITANE INTERNATIONAL SA	70,569
GAMESTOP CORP	8,700	LOCKHEED MARTIN CORP	3,700
GAP INC/THE	14,200	LTD BRANDS INC	1,800
GENPACT LTD	4,315	M&T BANK CORP	800
GEORESOURCES INC	1,790	MAIDEN HOLDINGS LTD SHS	24,100
GILEAD SCIENCES INC	5,000	MANPOWER INC	3,150
GLAXOSMITHKLINE ORD GBP0.25	1,397	MARATHON OIL CORP	24,743
GOLDCORP INC	2,959	MAXLINEAR INC	27,554
GOLDMAN SACHS GROUP INC/THE	2,100	MEADWESTVACO CORP	3,325
GOOGLE INC	300	MEDICAL PROPERTIES TRUST INC	11,570
GRAND CANYON EDUCATION INC	3,900	MEDIVATION INC	2,400
GREEN MOUNTAIN COFFEE ROASTERS	1,900	MEDTRONIC INC	6,000
H&R BLOCK INC	17,400	MERCK & CO INC	34,900
HALLIBURTON CO	7,300	MEREDITH CORP	7,000
HALOZYME THERAPEUTICS INC	7,800	MICHAEL KORS HOLDINGS LTD	7,000
HANCOCK HOLDING CO	80	MICROSOFT CORP	16,500
HARMAN INTERNATIONAL INDUSTRIE	5,000	MINITUBISHI UFJ FINANCIAL GROUP	39,900
HARRIS CORP	11,700	MIZUHO FINL GP NPV	50,900
HASBRO INC	810	MORGAN STANLEY	25,690
HEALTH NET INC	9,200	MSC INDUSTRIAL DIRECT CO	870
HEALTHCARE SERVICES GROUP INC	2,845	MTN GROUP LTD	756
HERBALIFE LTD USD COM SHS	1,475	MYLAN INC/PA	10,172
HERTZ GLOBAL HOLDINGS INC	7,200	NESTLE SA	1,224
HEWLETT-PACKARD CO	17,900	NETAPP INC	800
HOLLYFRONTIER CORP	8,700	NEUSTAR INC	450
HOME DEPOT INC	14,810	NEWCREST MINING LTD ORD NPV	92
HOUSTON WIRE & CABLE CO	7,441	NEWFIELD EXPLORATION CO	2,210
HSBC HLDGS ORD USD0.50 (UK)	10,287	NOBLE CORPORATION BAAR	600
HUNTINGTON BANCSHARES INC/OH	44,800	NORANDA ALUMINUM HOLDING CORP	2,700
HUNTSMAN CORP	18,900	NORSK HYDRO ASA NOK3.6666	14,700
IBERDROLA SA EUR0.75 (POST	15,362	NORTHROP GRUMMAN CORP	7,700
IGATE CORP	1,500	NOVARTIS AG CHF0.50 (REGD)	907
ILLUMINA INC	4,790	NUCOR CORP	2,075

<u>PURCHASES</u>	<u>SHARES</u>
NVIDIA CORP	6,650
OIL SEARCH LTD ORD PGK 0.10	10,897
OLD NATIONAL BANCORP/IN	9,340
OPNET TECHNOLOGIES INC	2,870
ORTHOFIX INTERNATIONAL N V	6,400
OSI SYSTEMS INC	190
PALL CORP	575
PARKER DRILLING CO	47,600
PARKER HANNIFIN CORP	6,000
PARTNERRE HLDGS LTD BERMUDA	5,600
PAYCHEX INC	4,100
PERRY ELLIS INTERNATIONAL INC	7,550
PFIZER INC	68,100
PIER 1 IMPORTS INC	7,325
PING AN INSURANCE GROUP CO OF	2,145
PNC FINANCIAL SERVICES GROUP I	6,800
POLARIS INDUSTRIES INC	1,500
POLYCOM INC	10,290
POLYPORE INTERNATIONAL INC	330
PORTFOLIO RECOVERY ASSOCIATES	594
PORTLAND GENERAL ELECTRIC CO	8,000
PRICELINE.COM INC	90
PRUDENTIAL FINANCIAL INC	6,400
PUBLIC SERVICE ENTERPRISE GROU	6,100
QUALCOMM INC	1,720
RADIOSHACK CORP	18,100
RANDGOLD RESOURCES ORD USD0.05	553
RAYTHEON CO	6,800
RED HAT INC	8,250
REGENERON PHARMACEUTICALS INC	550
RIO TINTO LIMITED NPV	4,038
RIO TINTO PLC	1,808
ROCHE HLDG AG GENUSSSCHEINE NPV	272
ROVI CORP	3,475
ROYAL DUTCH SHELL 'B' SHS	547
SAFEWAY INC	25,800
SALESFORCE.COM INC	2,050
SANDISK CORP	3,100
SANTOS LIMITED NPV	9,365
SAP AG	1,650
SAP AG ORD NPV	306
SCRIPPS NETWORKS INTERACTIVE I	5,125
SEAGATE TECHNOLOGY	33,500
SENSIENT TECHNOLOGIES CORP	6,925
SIEMENS AG NPV REGD	291
SKYWORKS SOLUTIONS INC	3,850
SLM CORP	19,400
SMITHFIELD FOODS INC	14,300
SPIRIT AIRLINES INC	4,550
ST JUDE MEDICAL INC	10,900
STATE STREET CORP	14,850
SUMITOMO MITSUI GR NPV	3,700
SUPERVALU INC	33,000
SUSSER HOLDINGS CORP	5,700
SXC HEALTH SOLUTIONS CORP	2,260
TARGET CORP	10,500
TECK RESOURCES LTD	4,551

<u>PURCHASES</u>	<u>SHARES</u>
TEXAS CAPITAL BANCSHARES INC	1,755
TIMKEN CO	5,025
TITAN MACHINERY INC	310
TORCHMARK CORP	7,500
TOYOTA MOTOR CORP	1,940
TRANSALTA CORP	4,463
TRANSCANADA CORP	3,814
TRAVELERS COS INC/THE	5,700
TRIUMPH GROUP INC	1,050
TYSON FOODS INC	15,900
UBS AG CHF0.1 (POST	1,648
UGI CORP	16,855
UNICREDIT SPA	51,350
UNIVERSAL HEALTH SERVICES INC	2,600
UNUM GROUP	13,400
VAIL RESORTS INC	430
VALEANT PHARMACEUTICALS INTL	4,700
VALERO ENERGY CORP	19,700
VALUECLICK INC	2,500
VEDANTA RESOURCES PLC	3,780
VERA BRADLEY INC	720
VERIFONE SYSTEMS INC	4,669
VISTAPRINT NV	4,499
VITAMIN SHOPPE INC	1,125
VITRAN CORP INC	3,648
VODAFONE GROUP	16,057
WABASH NATIONAL CORP	13,900
WADDELL & REED FINANCIAL INC	6,000
WALGREEN CO	13,300
WATSON PHARMACEUTICALS INC	450
WELLPOINT INC	5,800
WELLS FARGO & CO	38,940
WESTERN UNION CO/THE	5,470
WHITING PETROLEUM CORP	600
WORTHINGTON INDUSTRIES INC	11,900
WRIGHT EXPRESS CORP	1,600
XSTRATA COM STK USD0.50	3,746
ZIMMER HOLDINGS INC	8,000
ZYNGA INC	8,900

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<u>SALES</u>	<u>SHARES</u>	<u>SALES</u>	<u>SHARES</u>
A SCHULMAN INC	10,700	CARLISLE COS INC	2,900
ABBOTT LABORATORIES	9,500	CARMAX INC	1,630
ACACIA RESEARCH - ACACIA TECHN	530	CATHAY GENERAL BANCORP	15,200
ADVANCE AMERICA CASH ADVANCE C	18,656	CBS CORP	4,800
ADVANCE AUTO PARTS INC	3,000	CELANESE CORP	4,900
AETNA INC	12,300	CELESIO AG	3,502
AFLAC INC	6,000	CETIP SA - BALCAO ORGANIZADO D	3,920
AGCO CORP	6,600	CF INDUSTRIES HOLDINGS INC	1,900
AGILENT TECHNOLOGIES INC	5,000	CHEVRON CORP	16,000
AGRIUM INC	1,500	CHECO'S FAS INC	19,400
ALLIANCE DATA SYSTEMS CORP	2,000	CHILDRENS PLACE RETAIL STORES	3,200
ALLSCRIPTS HEALTHCARE SOLUTION	8,500	CHINA MOBILE LTD	348
ALLSTATE CORP/THE	10,000	CINTAS CORP	6,700
ALPHA NATURAL RESOURCES INC	20,205	CISCO SYSTEMS INC	37,800
ALTERA CORP	4,870	CITIGROUP INC	21,300
AMERCO INC	520	CITRIX SYSTEMS INC	400
AMERICAN ELECTRIC POWER CO INC	13,400	CLIFFS NATURAL RESOURCES INC	2,000
AMERICAN TOWER CORP	300	COACH INC	1,100
AMERIPRISE FINANCIAL INC	16,500	COBALT INTERNATIONAL ENERGY IN	11,480
AMGEN INC	11,800	COINSTAR INC	3,100
ANHEUSER-BUSCH INBEV NV	1,596	COMMUNITY HEALTH SYSTEMS INC	6,900
ANIXTER INTERNATIONAL INC	360	COMTECH TELECOMMUNICATIONS COR	6,100
ANN INC	4,500	CONOCOPHILLIPS	17,643
ANNALY CAPITAL MANAGEMENT INC	12,950	CRACKER BARREL OLD COUNTRY STO	4,300
ARROW ELECTRONICS INC	5,100	CUMMINS INC	1,700
ASAHI GROUP HOLDINGS LTD	3,800	CVS CAREMARK CORP	5,100
ASSURED GUARANTY LTD SHS	26,100	DANONE	1,123
AT&T INC	25,200	DARDEN RESTAURANTS INC	7,300
ATMEL CORP	55,986	DECKERS OUTDOOR CORP	1,200
ATWOOD OCEANICS INC	3,900	DELL INC	18,800
BALL CORP	2,800	DELPHI FINANCIAL GROUP INC	13,410
BANK OF AMERICA CORP	77,300	DENBURY RESOURCES INC	1,605
BANK OF CHINA LTD	1,851	DEUTSCHE TELEKOM AG NPV (REGD)	13,226
BANK OF THE OZARKS INC	2,650	DEVON ENERGY CORP	2,835
BAXTER INTERNATIONAL INC	10,600	DIAMOND FOODS INC	6,600
BAYER AG ORD NPV	1,377	DILLARD'S INC	4,300
BE AEROSPACE INC	4,500	DISCOVER FINANCIAL SERVICES	12,800
BELDEN INC	6,700	DISH NETWORK CORP	13,000
BEST BUY CO INC	7,200	DOMTAR CORP	3,300
BIG 5 SPORTING GOODS CORP	9,455	DOVER CORP	2,600
BIG LOTS INC	7,600	DOW CHEMICAL CO/THE	14,600
BIOMERIEUX NPV	804	EASTMAN CHEMICAL CO	7,600
BLACKROCK INC	700	EATON CORP	4,988
BLUE COAT SYSTEMS INC	15,300	EBIX INC	9,200
BMC SOFTWARE INC	2,600	EISAI CO Y50	3,600
BOB EVANS FARMS INC/DE	3,380	ELI LILLY & CO	8,100
BOISE INC	33,900	EMERGENT BIOSOLUTIONS INC	634
BROADCOM CORP	3,600	EMERITUS CORP	4,450
BROADSOFT INC	1,290	ENDO PHARMACEUTICALS HOLDINGS	3,900
BT GROUP ORD GBP0.05	18,289	ENDURANCE SPECIALTY HLDGS LTD	7,700
BUCKLE INC/THE	5,900	ENTERGY CORP	11,000
CABOT CORP	3,100	EOG RESOURCES INC	2,940
CACI INTERNATIONAL INC	3,600	EQUINIX INC	930
CALAMOS ASSET MANAGEMENT INC	13,313	ESTEE LAUDER COS INC/THE	1,830
CAMERON INTERNATIONAL CORP	4,500	ESTERLINE TECHNOLOGIES CORP	3,300
CAMPBELL SOUP CO	22,630	EVEREST RE GROUP INC COM	2,700
CAPITAL ONE FINANCIAL CORP	6,400	EXPRESS INC	6,300

<u>SALES</u>	<u>SHARES</u>	<u>SALES</u>	<u>SHARES</u>
EXXON MOBIL CORP	15,000	KINDER MORGAN INC/DELAWARE	8,290
F5 NETWORKS INC	2,175	KIRBY CORP	450
FEDERAL-MOGUL CORP	13,800	KOHL'S CORP	5,900
FIFTH THIRD BANCORP	17,300	KONINKLIJKE AHOLD NV EUR0.30	7,544
FINISAR CORP	5,800	KROGER CO/THE	12,300
FLOWSERVE CORP	3,600	KRONOS WORLDWIDE INC	10,300
FORD MOTOR CO	39,400	L-3 COMMUNICATIONS HOLDINGS IN	6,600
FOSSIL INC	700	LENDER PROCESSING SERVICES INC	11,100
FREEPOR-T-MCMORAN COPPER & GOLD	4,546	LEXMARK INTERNATIONAL INC	6,500
GAMESTOP CORP	8,700	LIFEPOINT HOSPITALS INC	6,200
GAP INC/THE	14,200	LINCARE HOLDINGS INC	8,600
GEORESOURCES INC	400	LINCOLN NATIONAL CORP	10,300
GILEAD SCIENCES INC	26,818	LOCKHEED MARTIN CORP	3,700
GLOBAL PAYMENTS INC	4,700	L'OREAL EUR0.2	2,561
GOLDMAN SACHS GROUP INC/THE	3,300	LTD BRANDS INC	500
GOOGLE INC	147	MACY'S INC	2,725
GRAND CANYON EDUCATION INC	7,500	MAIDEN HOLDINGS LTD SHS	24,100
GREEN MOUNTAIN COFFEE ROASTERS	800	MANPOWER INC	5,500
GUESS? INC	5,300	MANTECH INTERNATIONAL CORP	5,400
HAIN CELESTIAL GROUP INC/THE	1,450	MARATHON OIL CORP	16,000
HALLIBURTON CO	7,300	MARATHON PETROLEUM CORP	3,389
HARLEY-DAVIDSON INC	4,400	MARSH & MCLENNAN COS INC	13,700
HARMAN INTERNATIONAL INDUSTRIE	5,000	MCKESSON CORP	2,675
HARRIS CORP	11,700	MEDTRONIC INC	6,000
HARTFORD FINANCIAL SERVICES GR	7,300	MERCK & CO INC	38,410
HEALTH NET INC	16,225	MERCK KGAA NPV	1,303
HERBALIFE LTD USD COM SHS	1,300	MEREDITH CORP	7,000
HERMAN MILLER INC	6,400	METLIFE INC	3,500
HERMES INTL FRF10 POST SPLIT	217	METRO AG ORD NPV	3,353
HEWLETT-PACKARD CO	17,900	MICHAEL KORS HOLDINGS LTD	1,300
HIBBETT SPORTS INC	250	MICROSOFT CORP	38,818
HOLLYFRONTIER CORP	16,217	MONRO MUFFLER BRAKE INC	7,055
HOSPIRA INC	2,400	MORGAN STANLEY	17,300
HUMANA INC	2,300	MOTOROLA SOLUTIONS INC	1,310
HUNTINGTON BANCSHARES INC/OH	44,800	MYLAN INC/PA	12,400
HUNTSMAN CORP	42,375	NATIONAL GRID PLC NEW ORD	10,931
IGATE CORP	10,000	NETAPP INC	3,000
INTEL CORP	55,500	NEWCREST MINING LTD ORD NPV	3,266
INTERCONTINENTALEXCHANGE INC	1,060	NEWFIELD EXPLORATION CO	1,500
INTERPUBLIC GROUP OF COS INC/T	9,740	NIPPON MEAT PACKERS Y50	4,000
INTUIT INC	1,740	NIPPON TEL & TEL CORP Y50000	4,500
IROBOT CORP	500	NOBLE CORPORATION BAAR	1,900
ISHARES MSCI GERMANY INDEX FUN	6,293	NOBLE ENERGY INC	1,320
ISHARES MSCI SWITZERLAND INDEX	10,209	NORDSTROM INC	7,000
ISHARES MSCI UNITED KINGDOM IN	15,892	NORTHROP GRUMMAN CORP	10,700
ISHARES S&P/TSX 60 INDEX FUND	49,897	NOVARTIS AG CHF0.50 (REGD)	2,975
ITT EDUCATIONAL SERVICES INC	5,000	NOVO-NORDISK AS DKK1	566
JACOBS ENGINEERING GROUP INC	890	NTT DOCOMO INC	124
JAPAN TOBACCO INC Y50000	36	NUANCE COMMUNICATIONS INC	3,400
JDA SOFTWARE GROUP INC	5,200	NVIDIA CORP	1,970
JDS UNIPHASE CORP	11,500	OCCIDENTAL PETROLEUM CORP	1,370
JM SMUCKER CO/THE	1,150	OLD DOMINION FREIGHT LINE INC	420
JOY GLOBAL INC	2,200	ORACLE CORP	25,830
JPMORGAN CHASE & CO	35,000	ORBITAL SCIENCES CORP	140
KANSAS CITY SOUTHERN	450	ORTHOFIX INTERNATIONAL N V	6,400
KB FINANCIAL GROUP INC	595	OWENS & MINOR INC	3,400
KBR INC	7,700	OWENS-ILLINOIS INC	6,300

<u>SALES</u>	<u>SHARES</u>	<u>SALES</u>	<u>SHARES</u>
PARKER DRILLING CO	47,600	TREEHOUSE FOODS INC	70
PARKER HANNIFIN CORP	4,900	TRIUMPH GROUP INC	170
PARMALAT S P A EUR1	33,099	TYSON FOODS INC	13,000
PARTNERRE HLDGS LTD BERMUDA	5,600	UGI CORP	14,800
PATTERSON COS INC	1,450	ULTIMATE SOFTWARE GROUP INC	1,170
PENTAIR INC	10,625	ULTRA PETROLEUM CORP	5,200
PFIZER INC	68,100	UNILEVER NV CVA EURO.16	3,103
PHARMASSET INC	2,500	UNISOURCE ENERGY CORP	80
PIONEER NATURAL RESOURCES CO	1,500	UNITED PARCEL SERVICE INC	2,988
PNC FINANCIAL SERVICES GROUP I	8,100	UNIVERSAL HEALTH SERVICES INC	4,900
POLARIS INDUSTRIES INC	1,200	UNUM GROUP	16,050
PORTLAND GENERAL ELECTRIC CO	1,060	VALERO ENERGY CORP	19,700
PRICELINE.COM INC	100	VEECO INSTRUMENTS INC	2,400
PRUDENTIAL FINANCIAL INC	6,400	VERISIGN INC	3,590
PUBLIC SERVICE ENTERPRISE GROU	6,100	VIASAT INC	220
RADIOSHACK CORP	18,100	VITERRA INC	6,509
RAYTHEON CO	6,800	WADDELL & REED FINANCIAL INC	7,200
RENT-A-CENTER INC/TX	6,100	WALGREEN CO	13,300
RESMED INC	6,600	WALT DISNEY CO/THE	2,560
RESOLUTE ENERGY CORP	17,500	WALTER ENERGY INC	2,490
RIVERBED TECHNOLOGY INC	11,600	WATERS CORP	3,070
ROBBINS & MYERS INC	160	WELLPOINT INC	5,800
ROCHE HLDG AG GENUSSSCHEINE NPV	365	WELLS FARGO & CO	35,400
ROVI CORP	5,200	WESCO INTERNATIONAL INC	9,600
RWE AG	2,997	WESFARMERS ORD NPV	4,443
SAFEWAY INC	25,800	WESTERN UNION CO/THE	13,200
SANOFI	1,282	WHITING PETROLEUM CORP	7,200
SAP AG	6,990	WOLVERINE WORLD WIDE INC	840
SEAGATE TECHNOLOGY	18,200	WOODWARD INC	460
SHUFFLE MASTER INC	9,600	WORTHINGTON INDUSTRIES INC	11,900
SKYWORKS SOLUTIONS INC	5,600	WRIGHT EXPRESS CORP	1,500
SLM CORP	19,400	YAMAZAKI BAKING CO Y50	1,347
SMITHFIELD FOODS INC	14,300	ZIMMER HOLDINGS INC	12,150
SOLARWINDS INC	1,600	ZYNGA INC	8,900
SONIC CORP	2,480		
ST JUDE MEDICAL INC	4,600		
STATE STREET CORP	5,700		
STEVEN MADDEN LTD	70		
STR HOLDINGS INC	18,008		
SUPERIOR ENERGY SERVICES INC	580		
SUPERVALU INC	33,000		
SWISSCOM AG CHF1.00	143		
SYMANTEC CORP	22,375		
SYNAPTICS INC	5,200		
TARGET CORP	10,500		
TEAVANA HOLDINGS INC	5,600		
TELSTRA CORP NPV	21,478		
TENCENT HOLDINGS LTD	843		
TESSERA TECHNOLOGIES INC	18,800		
TEXAS ROADHOUSE INC	13,200		
THERMO FISHER SCIENTIFIC INC	5,500		
THOMAS & BETTS CORP	140		
TIFFANY & CO	6,710		
TOHOKU ELEC PWR Y500	4,600		
TORCHMARK CORP	7,500		
TOYO SUISAN KAISHA LTD Y50	2,000		
TRAVELERS COS INC/THE	5,700		