



2002 Annual Report



Minnesota State
Board of Investment

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This annual report can be accessed on our website at www.sbi.state.mn.us

MINNESOTA
STATE
BOARD OF
INVESTMENT



Board Members

Governor
Jesse Ventura

State Auditor
Judi Dutcher

State Treasurer
Carol C. Johnson

Secretary of State
Mary Kiffmeyer

Attorney General
Mike Hatch

Executive Director

Howard J. Bicker

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An Equal Opportunity
Employer

December, 2002

The Minnesota State Board of Investment (SBI) is pleased to present its report for the fiscal year ending June 30, 2002.

Investment Environment

The past fiscal year was a challenge for investors. A fresh wave of pessimism was precipitated largely by accounting scandals that undermined investor confidence. At the same time, fears of the potential for additional terrorist attacks, violence in the Middle East and declines in the U.S. dollar relative to other major world currencies heightened investors' bearish mood. Given the uncertainties, the Federal Reserve left the Fed Funds rate at its forty-year low of 1.75% as of June 30th. Amid mixed economic signals along with the disenchantment with corporate America, the Wilshire 5000 Investable Index declined by 17.3% during fiscal year 2002. The interest rate cuts early in the fiscal year along with investor flight to quality during this period helped bond returns. The U.S. bond market, as measured by the Lehman Brothers Aggregate Bond Index, gained 8.6%.

The performance of international stock markets was also volatile throughout the year. However, international markets declined less than the U. S. markets. The Morgan Stanley Capital International Index of Europe, Australasia and the Far East (EAFE) lost 9.5% for the twelve months ending June 30, 2002. The markets of developing countries, or "emerging markets", increased by 1.3% during the fiscal year.

SBI Results

Within this investment environment, the retirement assets under the Board's control reflected the economic uncertainty:

- The Basic Retirement Funds decreased 8.2% during fiscal year 2002. However, over the latest five year period, the Funds have experienced an annualized return of 5.0%. (See page 9.)
- The Post Retirement Fund was down 7.8% for the year. Overall, the Fund provided a five year annualized return of 4.5%. (See page 12.)
- The lifetime post retirement benefit increase will be 0.7% for eligible retirees for fiscal year 2002.

On June 30, 2002, assets under management totaled \$44.6 billion. This total is the aggregate of several separate pension funds, trust funds and cash accounts, each with different investment objectives. In establishing a comprehensive management program, the Board develops an investment strategy for each fund which reflects its unique requirements. **The primary purpose of this annual report is to communicate the investment goals, policies and performance of each fund managed by the Board.** Through the investment programs presented in this report, the Minnesota State Board of Investment seeks to enhance the management and performance of the funds under its control.

Sincerely,

A handwritten signature in dark ink, appearing to read "Howard Bicker".

Howard Bicker

State Board of Investment

Governor Jesse Ventura, Chair
State Auditor Judith H. Dutcher
State Treasurer Carol C. Johnson
Secretary of State Mary Kiffmeyer
State Attorney General Mike Hatch

Investment Advisory Council

The Legislature has established a seventeen member Investment Advisory Council to advise the Board and its staff on investment-related matters.

The Board appoints ten members experienced in finance and investment. These members traditionally have come from the Minneapolis and St. Paul corporate investment community.

The Commissioner of Finance and the Executive Directors of the three statewide retirement systems are permanent members of the Council.

Two active employee representatives and one retiree representative are appointed to the Council by the Governor.

The Council has formed three committees organized around broad investment subjects relevant to the Board's decision-making process: Asset Allocation, Stock and Bond Managers and Alternative Investments.

All proposed investment policies are reviewed by the appropriate Committee and the full Council before they are presented to the Board for action.

Members of the Council*

Jan Yeomans, Chair
Treasurer
3M Co.

Malcolm W. McDonald, Retired
Vice Chair
Director & Corporate Secretary
Space Center, Inc.

Gary Austin
Executive Director
Teachers Retirement Association

David Bergstrom
Executive Director
Mn. State Retirement System

John E. Bohan, Retired
V.P., Pension Investments
Grand Metropolitan- Pillsbury

Douglas Gorence
Chief Investment Officer
U of M Foundation Investment
Advisors

Kenneth F. Gudorf
Chief Executive Officer
Agio Capital Partners

P. Jay Kiedrowski
Executive Vice President
Wells Fargo & Company

Han Chin Liu
Governor's Appointee
Active Employee Representative

Judith W. Mares
Financial Consultant
Mares Financial Consulting, Inc.

Gary R. Norstrem, Retired
Treasurer
City of St. Paul

Daralyn Peifer
Chief Investment Officer
General Mills, Inc.

Mary Stanton
Governor's Appointee
Active Employee Representative

Michael L. Troutman
V.P., Investments
Board of Pensions Evangelical
Lutheran Church in America

Mary Vanek
Executive Director
Public Employees Retirement Assoc.

Elaine Voss
Governor's Appointee
Retiree Representative

Anne Barry
Acting Commissioner
Mn. Dept. of Finance

* As of December 2002

Staff, Consultants & Custodians

Howard Bicker
Executive Director

Mansco Perry III
Assistant Executive Director

Investment Staff

Public Equities
Lois E. Buermann
Mgr., Public Equities

Jason Matz
Analyst, Domestic Equities

Stephanie Gleeson
Analyst, International Equities

**Fixed Income and
Internal Investments**
Michael J. Menssen
Mgr., Internal Investments

Erol Sonderegger
Analyst, Fixed Income

Alternative Assets
John N. Griebenow
Mgr., Alternative Investments

Andrew Christensen
Analyst, Alternative Investments

Cash Management
John T. Kinne
Mgr., Short Term Accounts

Steve Kuettel
Analyst, Short Term Accounts

Public Programs
James E. Heidelberg
Mgr., Public Programs

Tammy Brusehaver-Derby
Analyst, Public Programs

Deborah Griebenow
Analyst, Shareholder Services

Administrative Staff

Finance and Accounting
L. Michael Schmitt
Administrative Director

William Nicol
Accounting Supervisor, Senior

David Nkwonta
Accounting Officer, Intermediate

Nancy L. Wold
Accounting Officer, Intermediate

Kathy Leisz
Accounting Officer, Intermediate

John Bottomley
Accounting Officer

Support Services
Charlene Olson
Administrative Assistant to the
Executive Director

Carol Nelson
Office Administrative Specialist,
Intermediate

Sondra Wagner
Customer Services Specialist

Pat Koshenina
Office Administrative Specialist

Consultants

General Consultant
Richards & Tierney, Inc.
Chicago, Illinois

Special Projects Consultant
Pension Consulting Alliance
Studio City, California

Custodian Banks

Retirement and Trust Funds
State Street Bank & Trust Co.
Boston, Massachusetts

State Cash Accounts
Wells Fargo & Company
St. Paul, Minnesota

* As of December 2002

Introduction

The Minnesota State Board of Investment is responsible for the investment management of various retirement funds, trust funds and cash accounts. On June 30, 2002, the market value of all assets was \$44.6 billion.

Constitutional and Statutory Authority

The Minnesota State Board of Investment (SBI) is established by Article XI of the Minnesota Constitution to invest all state funds. Its membership as specified in the Constitution is comprised of the Governor (who is designated as chair of the Board), State Auditor, State Treasurer, Secretary of State and State Attorney General.

All investments undertaken by the SBI are governed by the prudent person rule and other standards codified in *Minnesota Statutes*, Chapter 11A and Chapter 356A.

Prudent Person Rule

The prudent person rule, as codified in *Minnesota Statutes* Section 11A.09, requires all members of the Board, Investment Advisory Council, and SBI staff to “...act in good faith and ...exercise that degree of judgment and care, under circumstances then prevailing, which persons of prudence, discretion and intelligence exercise in the management of their own affairs, not for speculation, but for investment, considering the probable safety of their capital as well as the probable income to be derived therefrom.” *Minnesota Statutes* Section 356A.04 contains similar codification of the prudent person rule applicable to the investment of pension fund assets.

Authorized Investments

In addition to the prudent person rule, *Minnesota Statutes* Section

11A.24 contains a specific list of asset classes available for investment, including common stocks, bonds, short term securities, real estate, private equity, and resource funds. The statutes prescribe the maximum percentage of fund assets that may be invested in various asset classes and contain specific restrictions to ensure the quality of the investments.

Investment Policies

Within the requirements defined by state law, the State Board of Investment, in conjunction with SBI staff and the Investment Advisory Council, establishes investment policies for all funds under its management. These investment policies are tailored to the particular needs of each fund and specify investment objectives, risk tolerance, asset allocation, investment management structure and specific performance standards.

The Board has adopted guidelines concerning investments in stock markets outside the U.S. The guidelines do not prohibit investment in any market, but do require that additional notification and/or presentation be provided to SBI staff or the SBI Administrative Committee in certain cases (refer to page 46 for more information on these guidelines).

The Board, its staff, and the Investment Advisory Council have conducted detailed analyses of each of the funds under the SBI’s control that address investment objectives,

asset allocation policy and management structure. These studies guide the on-going management of these funds and are updated periodically.

Important Notes

Reader should note that the SBI’s returns in this report are shown *after* transactions costs and fees are deducted. Performance is computed and reported after all applicable charges to assure that the Board’s focus is on true net returns.

Due to the large number of individual securities owned by the funds managed by the SBI, this report contains only summarized asset listings. **A complete list of securities is available upon request from the State Board of Investment.**

Funds Under Management

**Market Value
June 30, 2002**

Basic Retirement Funds

\$16.7 billion

The Basic Retirement Funds contain the pension assets of the currently working participants in eight statewide retirement plans:

Teachers Retirement Fund	\$6.241 billion
Public Employees Retirement Fund	4.124 billion
State Employees Retirement Fund	3.765 billion
Public Employees Police and Fire Fund	2.112 billion
Highway Patrol Retirement Fund	213 million
Correctional Employees Fund	228 million
Judges Retirement Fund	26 million
Public Employees Correctional Fund	32 million

Post Retirement Fund

\$17.0 billion

The Post Retirement Investment Fund is composed of the reserves for retirement benefits to be paid to retired employees. Life-time retirement benefit increases are permitted based on both inflation and investment performance.

Supplemental Investment Fund (SIF)

\$1.4 billion

The Supplemental Investment Fund includes assets of the state deferred compensation plan, the unclassified state employees retirement plan, other defined contribution retirement plans, and various retirement programs for local police and firefighters. Participants may choose among seven separate accounts with different investment objectives designed to meet a wide range of participant needs and objectives.

Income Share Account	stocks and bonds	\$526 million
Common Stock Index Account	passively managed stocks	279 million
Growth Share Account	actively managed stocks	210 million
Bond Market Account	actively managed bonds	127 million
Fixed Interest Account	stable value investments	101 million
Money Market Account	short-term debt securities	92 million
International Share Account	non-U.S. stocks	44 million

State Deferred Compensation Plan (Non-SIF Assets)

\$1.2 billion

The state deferred compensation plan offers the seven SIF accounts (as shown above), seven mutual fund options and a fixed product. The assets in the mutual funds and the fixed product are shown below.

Janus Twenty	\$208 million
Morgan Stanley Mid-Cap Value Institutional	6 million
T. Rowe Price Small-Cap Stock	262 million
Vanguard Institutional Index Plus	162 million
INVESCO Total Return	86 million
Dodge & Cox Income Fund	48 million
Fidelity Diversified International	81 million
MN Fixed Fund	306 million

Funds Under Management

Non-Retirement Funds

\$2.0 billion

Assigned Risk Plan

\$218 million

The Minnesota Workers Compensation Assigned Risk Plan provides worker compensation insurance for companies unable to obtain coverage through private carriers.

Permanent School Fund

\$503 million

The Permanent School Fund is a trust established for the benefit of Minnesota public schools.

Environmental Trust Fund

\$274 million

The Environmental Trust Fund is a trust established for the protection and enhancement of Minnesota's environment. It is funded with a portion of the proceeds from the state's lottery.

Tobacco Prevention Fund

\$486 million

The distributions from the Tobacco Prevention Fund are used by the Commissioner of Health to fund public health initiatives.

Medical Education Fund

\$298 million

The distributions from the Medical Education Fund are used for medical education at the University of Minnesota medical school.

Academic Health Center Fund

\$210 million

The distributions from the Academic Health Center account are used for medical education at the University of Minnesota medical school.

State Cash Accounts

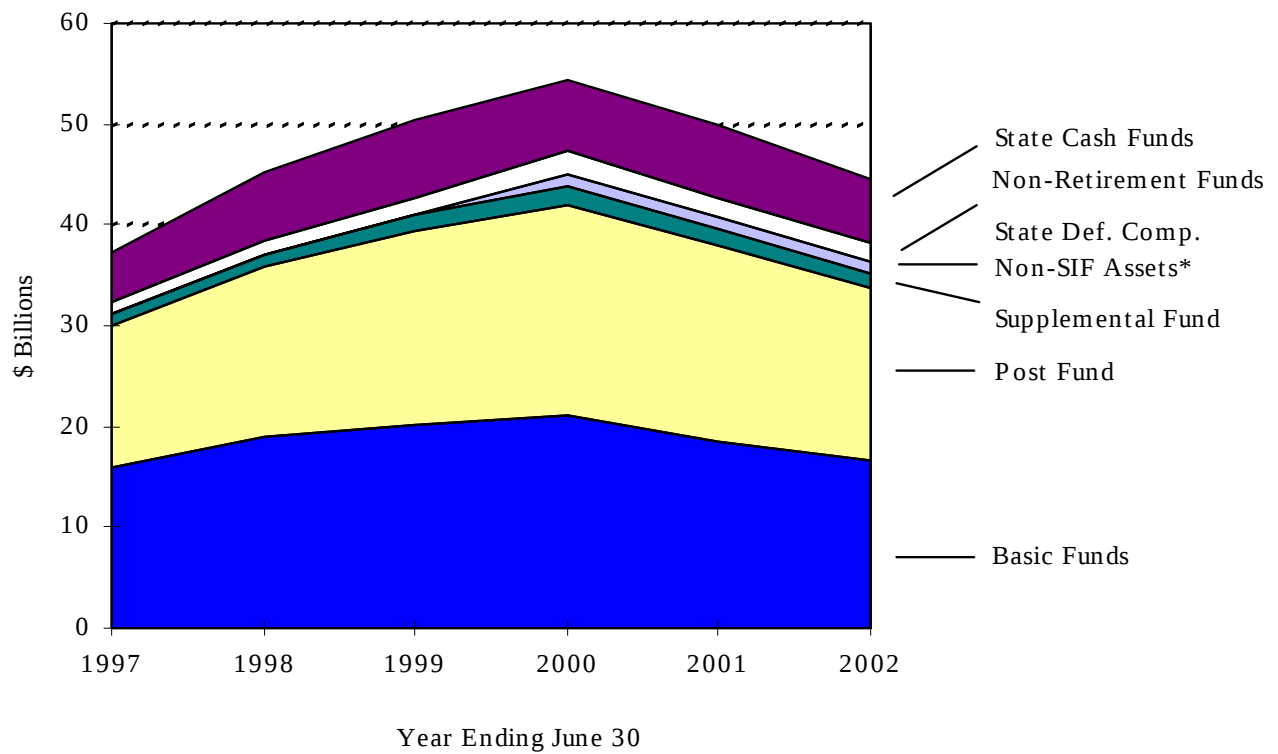
\$6.3 billion

These accounts are the cash balances of state government funds, including the Invested Treasurers Cash Fund, transportation funds, and other miscellaneous cash accounts. Assets are invested in high quality, liquid debt securities.

Total Assets Under SBI Management

\$44.6 billion

Growth in Assets
Fiscal Years 1998-2002



* The current State Deferred Compensation Plan (Non-SIF Assets) became effective July 1, 1999. Therefore, the year ending June 30, 2000 was the first year of data on the chart.

Combined Funds

The “Combined Funds” represent the assets of both active and retired public employees who participate in the defined benefit plans of three state-wide retirement systems: Teachers Retirement Association (TRA), Public Employees Retirement Association (PERA) and the Minnesota State Retirement System (MSRS). On June 30, 2002, the Combined Funds had a market value of \$33.7 billion.

The Combined Funds are so named because they represent the combined assets of both the Basic Retirement Funds (the funds for active employees) and Post Retirement Fund (the fund for retired employees). Unlike most other public and corporate pension plans, the assets of active and retired employees are separated under statute and therefore managed and accounted for separately. More information on the structure and performance of the Basic and Post Funds is contained in the following chapters.

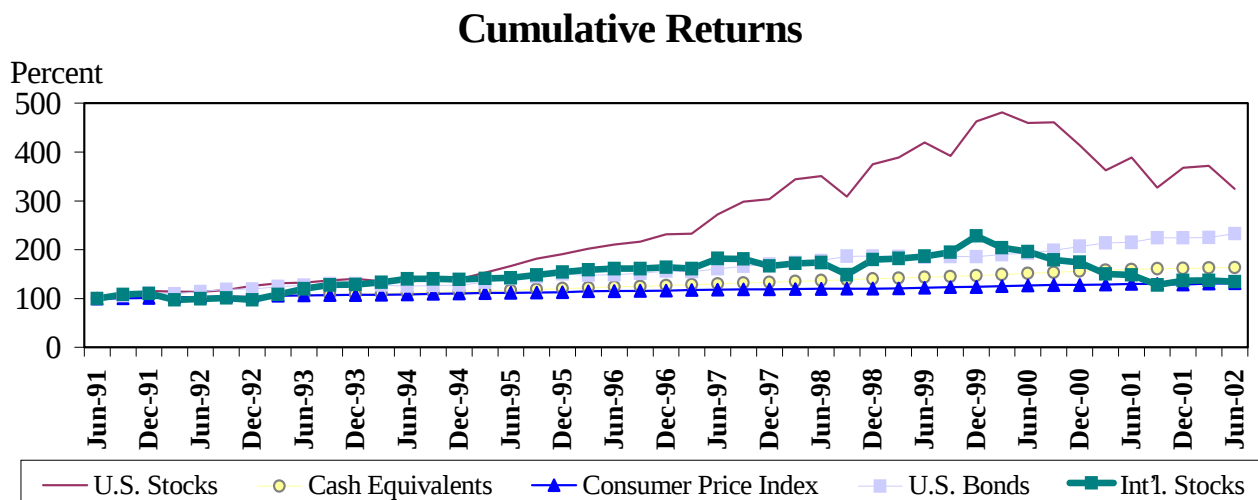
While the Combined Funds do not exist under statute, the Board finds it instructive to review asset mix and performance of all defined benefit pension assets under its control. This more closely parallels the structure of other public and corporate pension plan assets and therefore allows for more meaningful comparison with other pension fund investors. The comparison universe used by the SBI is the Master Trust portion of the Trust Universe Comparison Service (TUCS). This universe contains information on public and corporate pension and trust funds with a balanced asset mix and over \$1 billion in size.

It is important to note that the historical data on the Combined Funds presented in this report

reflect only the Basic Retirement Funds through fiscal year 1993. Both the Basic and Post Funds are included thereafter.

This distinction is necessary due to the very different asset allocation strategies employed by the two funds in the past. The Basic Funds have always been managed to maximize total rates of return over the long-term and, therefore, its asset allocation has historically included a substantial stock segment. In contrast, until the post retirement benefit increase formula was changed in 1993, the Post Retirement Fund was managed to maximize current income which necessitated a large commitment to bonds. As a result, the investment goals of the two funds were incompatible for analytical purposes until fiscal year 1994.

Figure 1. Performance of Capital Markets FY 1992-2001

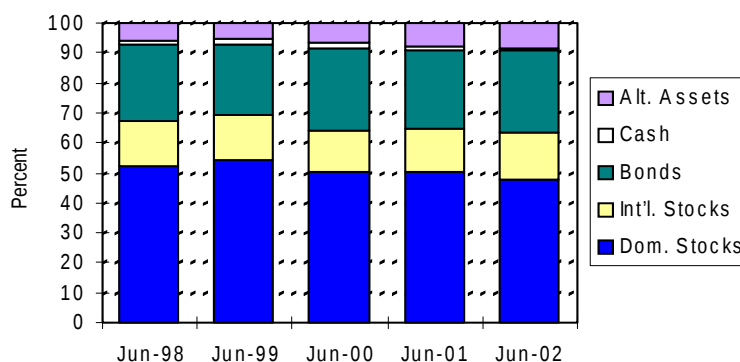


Combined Funds

Asset Allocation

As illustrated in Figure 1 on the prior page, historical evidence strongly indicates that U.S. common stocks will provide the greatest opportunity to maximize investment returns over the long-term. As a result, the Board has chosen to incorporate a large commitment to common stocks in its asset allocation policy for the retirement funds. In order to limit the short run volatility of returns exhibited by common stocks, the Board includes other asset classes such as bonds, real estate, and resource investments in the total portfolio. These assets diversify the Funds and reduce wide fluctuations in investment returns on a year to year basis. This diversification should not impair the Funds' ability to meet or exceed their actuarial return targets over the long-term.

Figure 3. Historical Asset Mix FY 1998-2002



Asset Mix Compared to Other Pension Funds

Comparisons of the Combined Funds' actual asset mix to the median allocation to stocks, bonds and other assets of the funds in TUCS on June 30, 2002 are displayed in Figure 2. It shows that the Combined Funds were overweighted in domestic and

international equities relative to the median allocation in TUCS and underweighted in their allocation to bonds. Historical data on the Combined Funds' asset mix is shown in Figure 3.

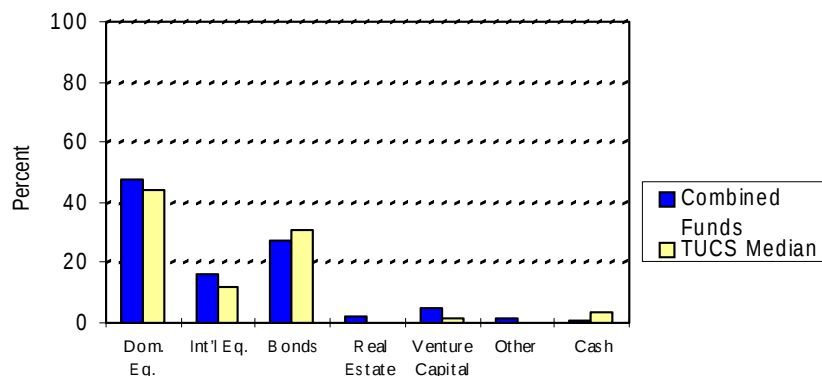
Return Objectives

The Combined Funds are evaluated relative to three total rate of return objectives:

—**Provide Real Returns.** Over a ten year period, the Combined Funds are expected to produce returns that exceed inflation by 3-5 percentage points on an annualized basis.

—**Exceed Median Fund Returns.** Over a five year period, the Combined Funds are expected to outperform the return of the median fund in a representative universe of other large public and corporate pension and trust funds with a balanced asset mix of stocks and bonds. As noted earlier, the universe used by the SBI is the Master Trust portion of TUCS and includes funds with assets of more than \$1 billion. All funds in TUCS report their returns gross of fees. For purposes of the TUCS comparison, the SBI returns are ranked on a gross of fees rather than a net of fees basis.

Figure 2. Asset Mix Comparison as of June 30, 2002



	Combined Funds	Median Allocation in TUCS*
Domestic Equity	47.9%	44.3%
International Equity	15.8	11.7
Bonds	27.1	30.5
Real Estate	2.3	0.2
Private Equity	5.1	1.5
Other**	1.2	0.0
Cash	0.6	3.4

* Represents the median allocation by asset class, and does not add to 100%.

** Other reflects the Resource investments in the Combined Funds; and, all other assets in TUCS.

Combined Funds

—**Exceed Market Returns.** Over a five year period, the Combined Funds are expected to outperform a composite of market indices weighted using the asset mix of the Combined Funds.

Investment Results

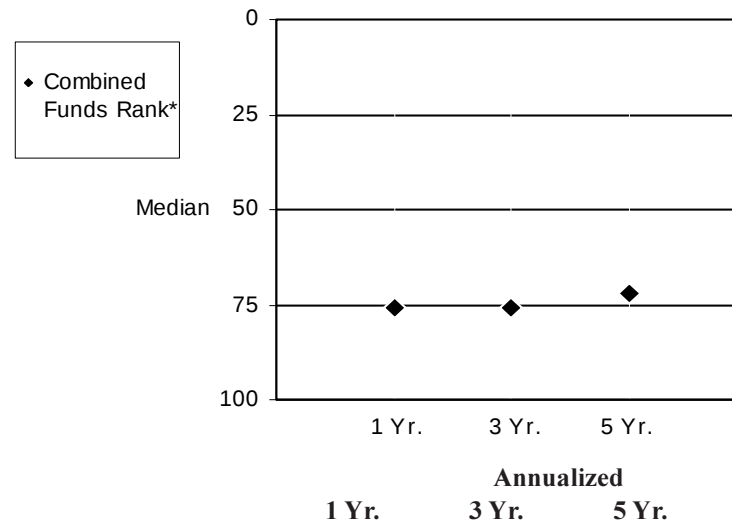
Comparison to Inflation

Over the last ten years, the Combined Funds exceeded inflation by 6.9 percentage points, an amount well in excess of the return objective cited above. Historical results compared to inflation are shown in Figure 4.

Comparison to Other Funds

While the SBI is concerned with how its returns compare to other pension investors, universe

Figure 5. Combined Funds Performance Compared to Other Pension Funds



Combined Funds

Percentile Rank in TUCS*

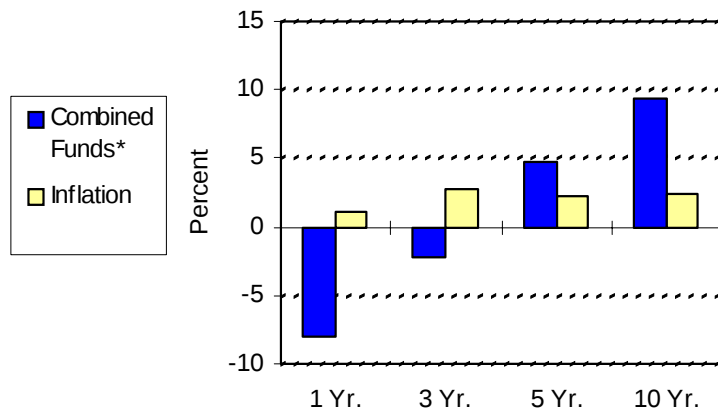
76th

76th

72nd

* Compared to public and corporate plans greater than \$1 billion, gross of fees.

Figure 4. Combined Funds Performance vs. Inflation



	Annualized			
	1 Yr.	3 Yr.	5 Yr.	10 Yr.
Combined Funds*	-8.0%	-2.2%	4.8%	9.4%
Inflation	1.1	2.7	2.3	2.5

*After fees. Includes Basic Funds only through 6/30/93, Basic and Post Funds thereafter.

comparison data should be used with great care. There are two primary reasons why such comparisons will provide an “apples-to-oranges” look at performance:

—**Differing Allocations.** Asset allocation has a dominant effect on returns. The allocation to stocks among the funds in TUCS typically ranges from 20-90%, a very wide range for meaningful comparison. In addition, it appears that many funds do not include alternative asset holdings in their reports to TUCS. This further distorts comparisons among funds.

—**Differing Goals/Liabilities.** Each pension fund structures its portfolio to meet its own liabilities and risk tolerance. This may result in different choices on asset mix. Since asset mix will largely determine investment results, a universe ranking may not be relevant to a discussion of how well a plan sponsor is meeting its long-term liabilities.

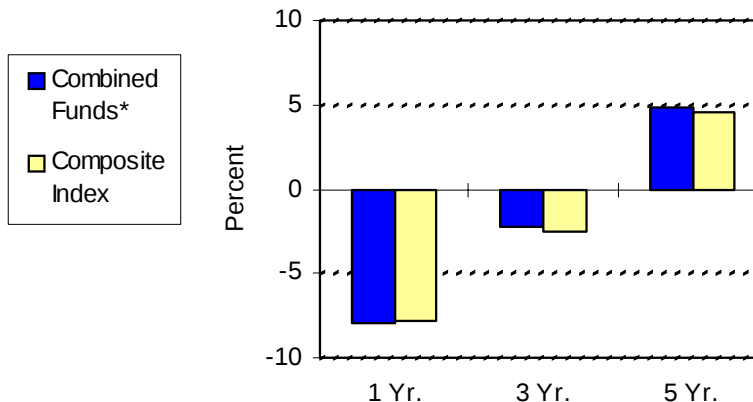
Combined Funds

With these considerations in mind, the performance of the Combined Funds compared to other public and corporate pension funds with over \$1 billion in assets in the Master Trust portion of TUCS is displayed in Figure 5 on the previous page. It shows that the Combined Funds have ranked in the seventh decile of the comparison universe over the last one year, three year, and five year periods.

Comparison to Market Returns

The Combined Funds' performance is also evaluated relative to a composite of market indices which is weighted in a manner that reflects the actual asset allocation of the Combined Funds. Performance results and a breakdown of the composite index are shown in Figure 6. The Combined Funds exceeded the composite index by 0.3 percentage point over the last five years and, therefore, met their stated performance goal. The Funds exceeded the composite index over the last three years by 0.3 percentage point, and slightly trailed the composite index by 0.2 percentage point over the most recent fiscal year. These results are largely a measure of value added or lost from active management after all fees and expenses have been taken into consideration.

Figure 6. Combined Funds Performance vs. Composite Index



	1 Yr.	3 Yr.	5 Yr.
Combined Funds*	-8.0%	-2.2%	4.8%
Composite Index	-7.8	-2.5	4.5

* After fees.

Composite Index for Period Ending on June 30, 2002

Asset Class	Market Index	Composite Index Wts.*
Domestic Stocks	Wilshire 5000 Investable	48.8%
Int'l. Stocks	Int'l. Composite**	15.0
Domestic Bonds	Lehman Aggregate	26.5
Alternative Assets	Real Estate Funds	2.1
	Private Equity	4.6
	Resource Funds	1.0
Unallocated Cash	3 Month T-Bills	2.0
Total		100.0%

* Weights are reset in the composite at the start of each month to reflect the combined allocation policies of the Basic and Post Funds.

** Composite of MSCI EAFE Free and MSCI Emerging Markets Free.

Basic Retirement Funds

The Basic Retirement Funds accumulate the retirement assets of public employees during their working years. On June 30, 2002, the Funds covered over 322,000 active employees and had a market value of \$16.7 billion.

Figure 7 identifies the eight different retirement funds which comprise the Basic Funds. The Basic Funds invest the pension contributions that employees and employers make to defined benefit pension plans during the employees' years of active service.

Investment Objectives

The State Board of Investment (SBI) has one overriding responsibility with respect to its management of the Basic Funds: to ensure that sufficient funds are available to finance promised benefits at the time of retirement.

Actuarial Assumed Return

Employee and employer contribution rates are specified in state law as a percentage of an employee's salary.

The rates are set so that contributions plus expected investment earnings will cover the projected cost of the initially promised pension benefits. In order to meet these projected pension costs, the Basic Retirement Funds must generate investment returns of at least 8.5% on an annualized basis, over time.

Time Horizon

Normally, pension assets will accumulate in the Basic Retirement Funds for thirty to forty years during an employee's years of active service. This provides the Basic Funds with a long investment time horizon and permits the Board to take advantage of the long run return opportunities offered by common stocks and other equity investments in order to meet its actuarial return target.

Return Objective

The Board measures the performance of the Basic Retirement Funds relative to a composite of market indices that is weighted using their long-term asset allocation policy. The Basic Funds are expected to exceed their composite index over a five year period. *Performance is reported net of all fees and costs* to assure that the Board's focus is on its true net return.

Asset Allocation

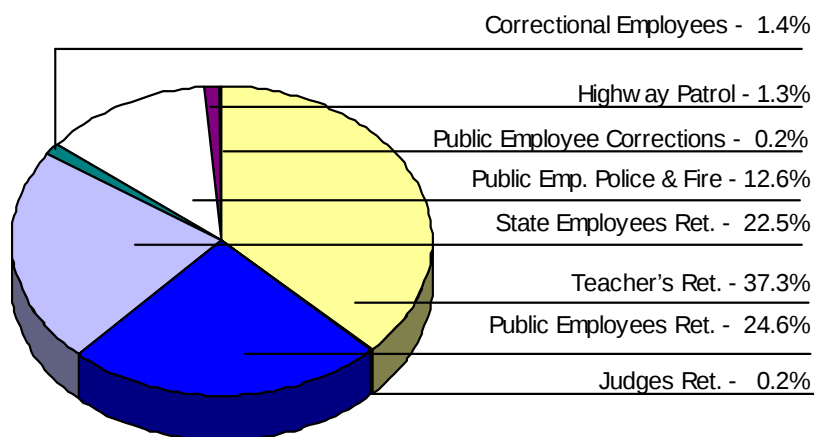
The allocation of assets among stocks, bonds, alternative investments and cash can have a dramatic impact on investment results. In fact, asset allocation decisions overwhelm the impact of individual security selection within a total portfolio. The asset allocation of the fund is under constant review. No significant changes were made during fiscal year 2002.

Long-Term Allocation Policy

Based on the Basic Funds' investment objectives and the expected long run performance of the capital markets, the Board has adopted the following long-term asset allocation policy for the Basic Funds:

Domestic Stocks	45%
International Stocks	15
Bonds	24
Alternative Assets	15
Unallocated Cash	1

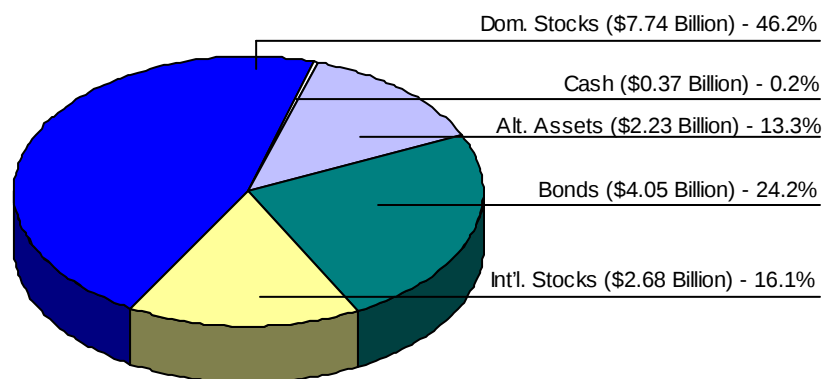
Figure 7. Composition of Basic Funds as of June 30, 2002



Notes: Percentages may differ slightly due to rounding of values.

Basic Retirement Funds

Figure 8. Asset Mix as of June 30, 2002



Notes: Percentages may differ slightly due to rounding of values.
Uninvested portions of the allocation to Alternative Assets are held in Domestic Stocks.

It should be noted that the unfunded allocation to alternative investments in the Basic Funds is held in domestic stocks until it is needed for investment. As a result, the actual amount invested in domestic stocks was above its long-term target.

Figure 8 presents the actual asset mix of the Basic Funds at the end of fiscal year 2002. Historical asset mix data are displayed in Figure 9.

Total Return Vehicles

The SBI invests the majority of the Basic Funds' assets in **common stocks** (both domestic and international). A large allocation is consistent with the investment time horizon of the Basic Funds and the advantageous long-term risk-return characteristics of common stocks. Including international stocks in the asset mix allows the SBI to diversify its holdings across world markets and offers the opportunity to enhance returns and reduce the risk/volatility of the total portfolio. The rationale underlying the inclusion of **private equity** (e.g., venture capital) is similar.

The Board recognizes that this sizable policy allocation to common

stock and private equity likely will produce more volatile portfolio returns than a more conservative policy focused on fixed income securities. It is understood that this policy may result in quarters, or even years, of disappointing results. Nevertheless, the long run return benefits of this policy are expected to compensate for the additional volatility.

Diversification Vehicles

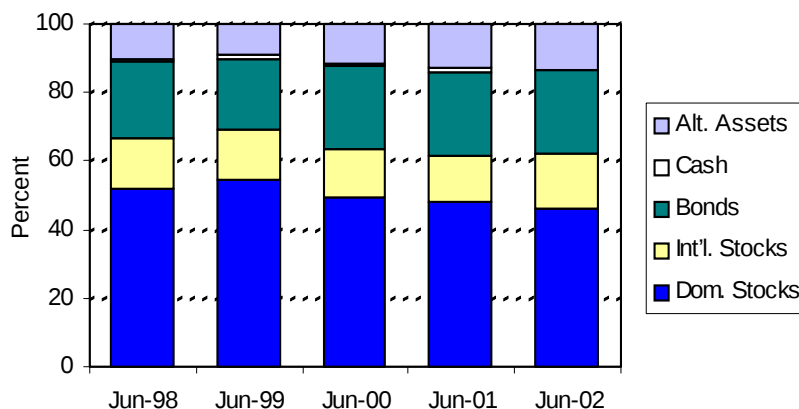
The Board includes other asset classes in the Basic Funds both to

provide some insulation against highly inflationary or deflationary environments and to diversify the portfolio sufficiently to avoid excessive return volatility.

Real Estate and **resource** (oil and gas) investments provide an inflation hedge that other financial assets cannot offer. In periods of rapidly rising prices, these assets have appreciated in value at a rate at least equal to the inflation rate. Further, even under more normal financial conditions, such as low to moderate inflation, the returns on these assets are not highly correlated with common stocks. As a result, their inclusion in the Basic Funds serves to dampen return volatility.

The allocation to **bonds** acts as a hedge against a deflationary economic environment. In the event of a major deflation, high quality fixed income assets, particularly long-term bonds, are expected to protect principal and generate significant capital gains. And, like real estate and resource funds, under normal financial conditions, bonds help to diversify the Basic Funds, thereby controlling return volatility.

Figure 9. Historical Asset Mix FY 1998-2002



Basic Retirement Funds

Investment Management

All assets in the Basic Retirement Funds are managed externally by outside money management firms retained by contract. In order to gain greater operating efficiency, the Basic Funds share the same domestic stock, international stock, and bond managers with the Post Fund.

More information on the structure, management and performance of these pools of managers is included in the **Investment Pool** section of this report.

to add value to the returns available from the broad capital markets.

- The impact of the SBI's re-balancing activity. The SBI rebalances the total fund when market movements take the stock (domestic and international), bond, or cash segments above or below long term asset allocation targets. This policy imposes a low risk discipline of "buy low-sell high" between asset classes on a total fund basis.

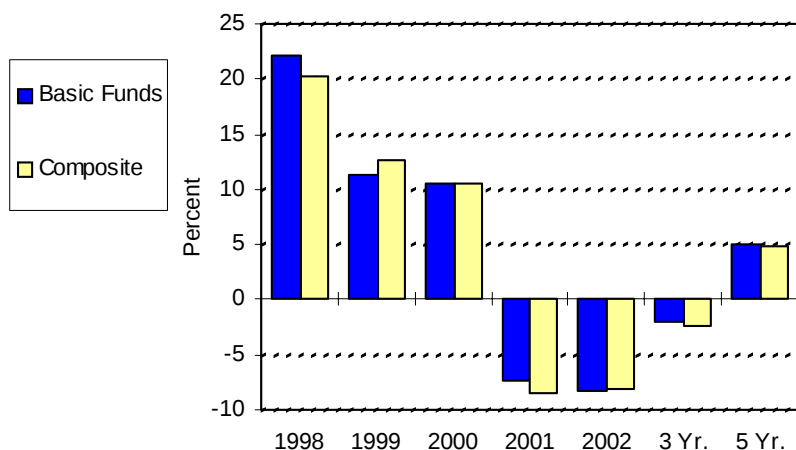
Investment Performance

As stated earlier, the Basic Funds are expected to exceed the return of a composite of market indices over a five year period. Performance relative to this standard will measure two effects:

- The ability of the managers selected by the SBI, in aggregate,

For the five year period ending June 30, 2002, the Basic Funds out-performed the composite index by 0.2 percentage point annualized. The Fund exceeded the composite index by 0.4 percentage point over the last three years, and trailed the composite index by 0.1 percentage point over the most recent fiscal year. Actual returns relative to the total fund composite index over the last five years are shown in Figure 10.

Figure 10. Basic Funds' Performance vs. Composite Index FY 1998-2002



	1998	1999	2000	2001	2002	Annualized 3 Yr.	Annualized 5 Yr.
Basic Funds	22.2%	11.3%	10.5%	-7.4%	-8.2%	-2.0%	5.0%
Composite Index	20.3%	12.7	10.6	-8.4	-8.1	-2.4	4.8

Post Retirement Fund

The assets of the Post Retirement Fund are used to finance monthly annuities to retired public employees. These annuities may be adjusted upwards over the life of a retiree based on a formula that reflects both inflation and investment performance. On June 30, 2002, the Post Fund had a market value of \$17.0 billion and more than 114,000 retiree participants.

The Post Retirement Fund includes the assets of retired public employees covered by nine statewide retirement plans; the eight plans which participate in the Basic Retirement Funds as well as the Legislative and Survivors Retirement Fund.

Benefit Increase Formula

The retirement benefit increase formula of the Post Retirement Fund is based on a combination of two components:

— **Inflation Component.** Each year, retirees receive an inflation-based adjustment equal to 100% of inflation, up to a maximum specified in statute. The inflation component is granted regardless of investment performance. The cap is necessary to maintain the actuarial soundness of the entire plan. It is the difference between the return assumption for the Basic Funds, and the return assumption for the Post Fund.

The return assumption in the Basic Funds is 8.5%. The return assumption for the Post Fund was 5.0% through fiscal year 1997. In fiscal year 1998, the return assumption for the Post Fund was changed to 6.0%. This means the cap on the inflation adjustment was 3.5% for fiscal years 1993-1997. From fiscal year 1998 forward, the inflation cap will be

2.5%. Retirees were given a one time permanent adjustment in their pension to compensate them for the reduction in the inflation adjustment cap.

— **Investment Component.** Each year, retirees can also receive an investment-based adjustment, *provided* net investment gains are above the amount needed to finance the Post Fund's actuarial assumption and the inflation adjustment. Investment gains and losses are spread over five years to smooth out the volatility of returns. In addition, all accumulated investment losses

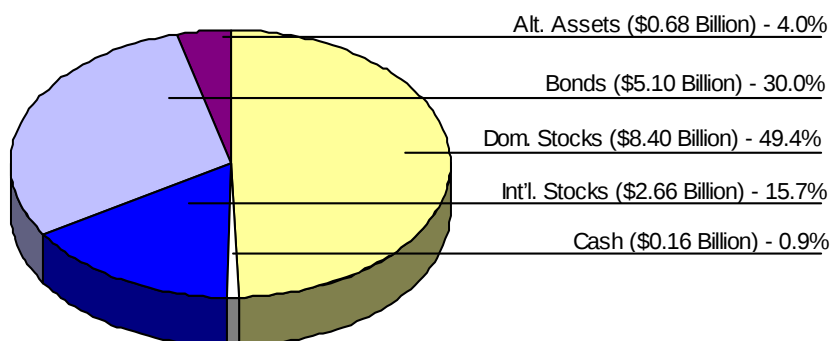
must be recovered before an investment-based adjustment is granted.

Investment Objective

Time Horizon

The time horizon of the Post Fund is 15 to 20 years and corresponds to the length of time a typical retiree can be expected to draw benefits. While this is shorter than the time horizon of the Basic Funds, it is still sufficiently long to allow the Board to take advantage of the long run return opportunities offered by common stocks in order to meet its actuarial return target as well as to finance retirement benefit increases.

Figure 11. Asset Mix as of June 30, 2002



Notes: Percentages may differ slightly due to rounding of values.
Uninvested portions of the Alternative Assets allocation are held in Bonds.

Post Retirement Fund

Return Objective

The Board measures the performance of the Post Retirement Fund relative to a composite of market indices using its long-term asset allocation policy. The Post Fund is expected to exceed its composite index over a five year period. *Performance is reported net of all fees and costs* to assure that the Board's focus is on true net return.

Asset Allocation

The current long-term asset allocation for the Post Fund is as follows:

Domestic Stocks	50%
Int'l. Stocks	15
Bonds	27
Alternative Assets	5
Unallocated Cash	3

The Post Fund's year-end asset mix is presented in Figure 11 on the previous page. Historical asset mix data are shown in Figure 12.

The SBI invests the majority of the Post Fund's assets in **common stocks** (both domestic and international). A large allocation is consistent with the moderately long time horizon of the Post Fund and the advantageous long term risk-return characteristics of common stocks. Including international stocks in the asset mix allows the SBI to diversify its holdings across world markets and offers the opportunity to enhance returns and reduce the risk/volatility of the total portfolio.

As with the Basic Funds, the Board recognizes that this sizable allocation will be likely to produce more volatile portfolio returns than a more conservative policy focused on fixed income securities. It is understood that this policy may result in quarters, or even years, of disappointing results. Nevertheless, the long run return benefits of this policy are expected to compensate for the additional volatility. The asset allocation is under constant review. No substantial change occurred during fiscal year 2002.

Diversified Vehicles

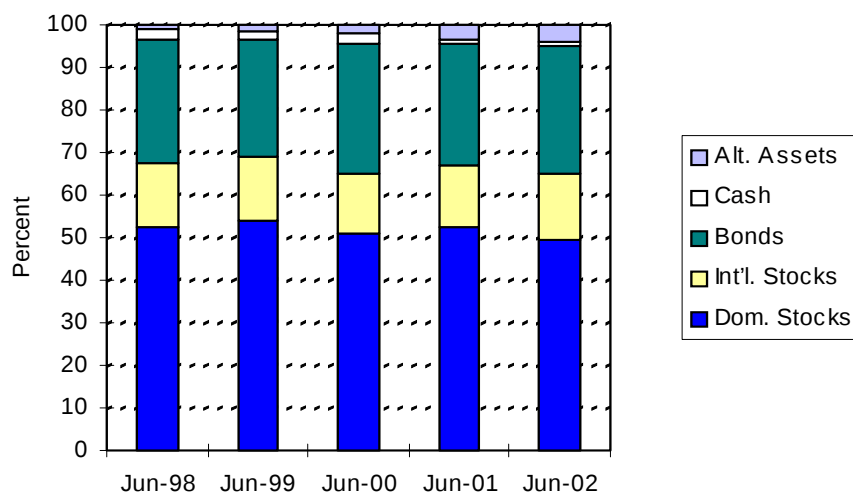
The Board includes other asset classes in the Post Fund both to provide some insulation against highly deflationary environments and to diversify the portfolio sufficiently to avoid excessive return volatility.

The **bonds** in the Post Fund act as a hedge against a deflationary economic environment. In the event of a major deflation, high quality fixed income assets, particularly long term bonds, are expected to protect principal and generate significant gains. And, under more normal financial conditions, bonds diversify the Post Fund, thereby controlling return volatility on a year-to-year basis.

Yield oriented alternative investments provide the opportunity for higher long term returns than those typically available from bonds yet still generate sufficient current income to be compatible with the objectives of the Post Fund. Typically, these investments (e.g. business loan participations, mortgage loan participations and income producing private placements) are structured more like fixed income securities with the opportunity to participate in the appreciation of the underlying assets. While these investments may have an equity component, they display a return pattern more like a bond. As such, they will help reduce the volatility of the total portfolio but should also generate higher returns relative to more traditional bond investments.

The Board made several commitments to yield oriented alternative investments during the years. The market value of the alternative segment was 4.0% of the total fund on June 30, 2002. The Board expects this percentage to increase gradually over the next three to five years. Until appropriate

Figure 12. Historical Asset Mix FY 1998-2002



Post Retirement Fund

vehicles are identified, the uninvested portion of the alternative asset allocation is held in bonds. As a result, the actual amount invested in bonds was above its long-term target.

Investment Management

In order to gain greater operating efficiency, the Basic and Post Funds share the same domestic stock, bond and international stock managers.

More information on the structure, management and performance of these pools of managers is included in the **Investment Pool** section of this report.

Investment Performance

Total Fund Performance

As stated earlier, the Post Fund is expected to exceed the return of a composite of market indices over a five year period. The Post Fund's performance exceeded its composite market index by 0.3 percentage point for the most recent five year period.

The fund exceeded the composite index over the last three years by 0.3 percentage point, and trailed the composite index by 0.4 percentage point over the most recent fiscal year.

Actual returns relative to the total fund composite index over the last five years are shown in Figure 13.

Benefit Increase

The Post Fund will provide a benefit increase of 0.7% for fiscal year 2002 payable beginning January 1, 2003. As noted earlier, this increase is comprised of two components:

—**Inflation component** of 0.7% which is equal to the twelve month increase. The increase in the Consumer Price Index for wage earners (CPI-W) for the twelve months ending June 30, 2002 was 0.7%. (This is the same inflation index used to calculate increases in Social Security payments).

—**Investment component** of 0.0% This represents a portion of the market value increase that exceeds the amount needed to cover the

Figure 14. Historical Benefit Increases Granted

Fiscal Year*	Benefit Increase
1993	6.0%
1994	4.0
1995	6.4
1996	8.0
1997	10.1
1998	9.8
1999	11.1
2000	9.5
2001	4.5
2002	0.7

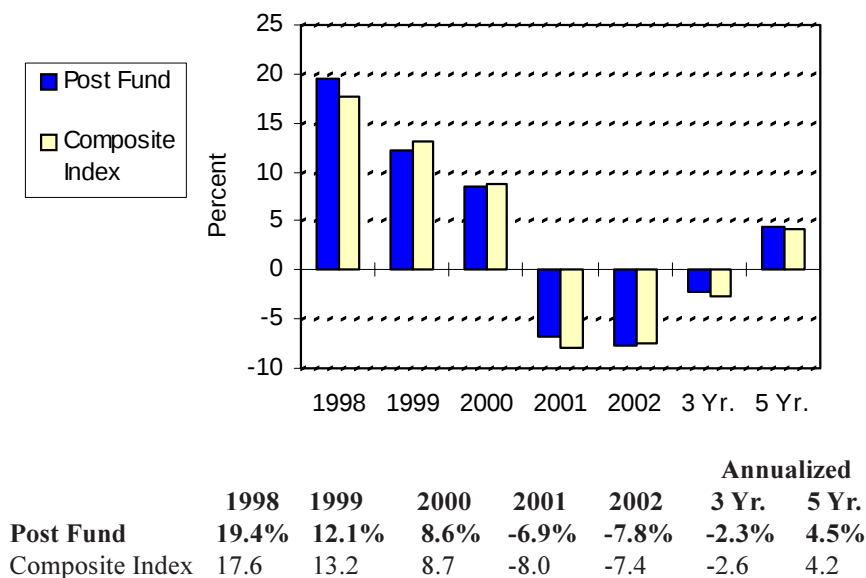
* Payable beginning January 1, of the following calendar year.

actuarial assumed rate of return (6.0% beginning FY98) and the inflation adjustment.

Benefit increases for the past ten years are shown in Figure 14.

More detail on the calculation for the fiscal year 2002 benefit increase is included in the **Statistical Data** section.

Figure 13. Post Fund's Performance vs. Composite Index FY 1998-2002



Investment Pools

To gain greater operating efficiency, external managers are grouped into several “Investment Pools” which are segregated by asset class. The various retirement funds participate in one or more of the pools corresponding to their individual asset allocation strategies.

The Basic Retirement Funds, Post Retirement Fund and Supplemental Investment Fund share many of the same stock and bond managers. This is accomplished by grouping managers together, by asset class, into several Investment Pools. The individual funds participate in the Investment Pools by purchasing “units” which function much like shares of a mutual fund.

This investment management structure allows the State Board of Investment (SBI) to gain greater operating efficiency within asset classes and to keep management costs as low as possible for all participants.

Domestic Stock Pool

The Basic Retirement Funds have participated in the Domestic Stock Pool since its inception in January 1984. The Post Retirement Fund has participated in the Pool since July 1993. In addition, the Growth Share Account, Common Stock Index Account, and the stock portion of the Income Share Account in the Supplemental Investment Fund have utilized a portion of the Pool.

As of June 30, 2002, the dollar value of each fund’s participation in the Pool was:

Basic Funds \$7.7 billion
(active, passive and semi-passive)

Post Fund \$8.4 billion
(active, passive and semi-passive)

Growth Share
Account \$210 million
(active and semi-passive)

Common Stock
Index Account \$279 million
(passive)

Stock portion of
the Income Share
Account \$314 million
(passive)

Management Structure

The SBI uses a three-part approach to the management of the Domestic Stock Pool:

— **Active Management.** At the end of fiscal year 2002, approximately 33% of the Domestic Stock Pool was actively managed by a group of external money managers. The assets allocated to each of nine managers ranged from \$300 to \$800 million.

In addition, the actively managed segment of the Pool includes ten managers in the SBI’s Emerging Manager Program. Emerging Managers have portfolios of \$25 to \$150 million which, in aggregate, gives the Emerging Manager Program about the same weight as a single manager in the active manager program.

— **Semi-Passive Management.** At the end of fiscal year 2002, approximately 34% of the

Domestic Stock Pool was managed by a group of three semi-passive external money managers with portfolios ranging from \$1.7 to \$2.1 billion.

— **Passive Management.** At the end of fiscal year 2002, approximately 33% of the Stock Pool was managed passively by a single manager with a portfolio of \$5.7 billion.

The goal of the Domestic Stock Pool is to add value to the asset class target which is the Wilshire 5000 Investable. Each active manager is expected to add incremental value over the long run relative to a customized benchmark which reflects its unique investment approach or style.

This type of active manager structure can result in misfit or style bias. “Misfit” can be defined as the difference between the aggregate benchmarks of the active managers and the asset class target. Some examples of misfit that the SBI could experience are the following:

— an over-exposure to mid and small-capitalization stocks and an under-exposure to large capitalization stocks;

— an over-exposure to growth oriented stocks and an under-exposure to value oriented stocks; or

— an over-exposure to the consumer non-durable sector and an under-exposure in the utility sector.

Investment Pools

The SBI attempts to compensate for active manager misfit through the use of a **completeness fund**. A

“completeness fund” is so named because it is intended to fill in, or complete, any areas of market exposure that are not being covered by the aggregate benchmarks of the active managers. This strategy is designed to allow the value added by individual active managers to benefit the total Domestic Stock Pool. It should also result in a decrease in the volatility of returns for the entire Domestic Stock Pool relative to the asset class target since it negates the impact of style bias within the active manager group.

The SBI’s completeness fund was passively managed when it was first introduced in October 1990 until December 1994. During fiscal year 1995, the completeness fund moved from being entirely passively managed to a structure that was half passive/half semi-passive. At the start of fiscal year 1996, the completeness fund was allocated entirely to semi-passive management. Semi-passive approaches provide the potential to outperform the completeness fund benchmark, but also incorporate procedures that constrain the level of risk/volatility relative to the benchmark.

During fiscal year 1997, several current active managers modified their investment processes in order to increase the probability of producing value added in their portfolios. Five managers (Alliance Capital Mgmt., FLA Asset Mgmt., Franklin Portfolio Assoc., Lincoln Capital Mgmt., and Oppenheimer Capital) were asked to increase the level of active risk in their portfolio resulting in a reduction in the number of issues held at any one time. During fiscal year 2000, Brinson (now UBS Global Asset Mgmt.) was asked to eliminate investments in small post-venture companies (about 7% of

their portfolio) and to increase the active risk in their portfolio as well. In effect, these managers now hold more concentrated portfolios and make larger bets on their “best” stock ideas.

A description of each domestic stock manager’s investment approach is included in the **Investment Manager Summaries** section.

FY 2002 Changes

During fiscal year 2002, one manager (New Amsterdam Partners) was promoted from the Emerging Manager Program.

Investment Performance

A comprehensive monitoring system has been established to ensure that the many elements of the Domestic Stock Pool conform to the SBI’s investment policies. Customized performance benchmarks have been developed for each active, emerging and semi-passive stock manager. These benchmarks enable the SBI to

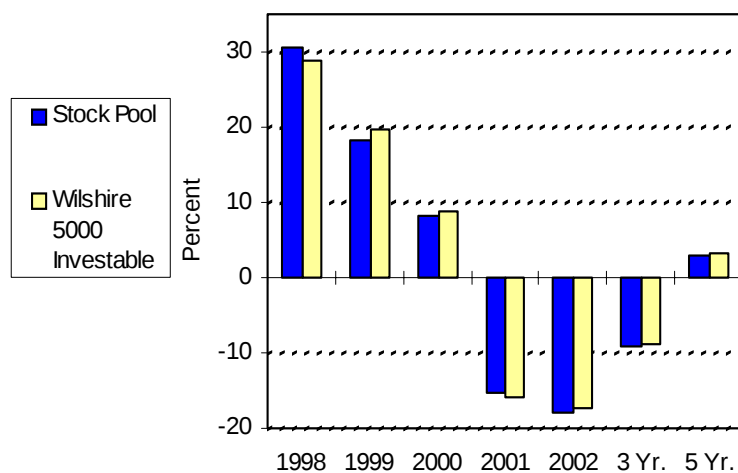
evaluate the managers’ results, both individually and in aggregate, with respect to risk incurred and returns achieved.

Two primary long run **risk objectives** have been established for the domestic stock managers:

— **Investment Approach.** Each manager (active, emerging, semi-passive, or passive) is expected to hold a portfolio that is consistent, in terms of risk characteristics, with the manager’s stated investment approach. In the short run, the active stock managers may depart from their risk targets as part of their specific investment strategies.

— **Diversification.** The passive and semi-passive managers are expected to hold highly diversified portfolios, while each active domestic stock manager is expected to hold a less diversified portfolio.

Figure 15. Domestic Stock Pool Performance FY 1998-2002



	1998	1999	2000	2001	2002	Annualized 3 Yr.	Annualized 5 Yr.
Stock Pool	30.6%	18.1%	8.2%	-15.2%	-18.0%	-9.0%	3.0%
Wilshire 5000 Investable*	28.9	19.6	8.6	-15.8	-17.3	-8.9	3.1

* Reflects Wilshire 5000 as reported prior to FY 2000.

Investment Pools

The domestic stock managers successfully fulfilled their long-term risk objectives during fiscal year 2002. In general, the managers constructed portfolios consistent with their stated investment approaches and maintained levels of diversification that were appropriate to their respective active, semi-passive and passive approaches.

The Board's *return objectives* for its active and semi-passive stock managers are measured against the performance of customized indices constructed to represent a manager's specific investment approach. This type of custom index is commonly referred to as a "benchmark portfolio." A benchmark portfolio takes into account the equity market forces that at times favorably or unfavorably impact certain investment styles. Thus, an individual custom benchmark is a more appropriate return target against which to judge a manager's performance than a broad market index.

Individual active managers are expected to exceed their custom benchmark by 0.50-1.00 percentage point annualized, over time. The semi-passive managers are expected to exceed their benchmark by 0.15-0.30 percentage point, over time, and the passive manager is expected to track its index within 0.10 percentage point annualized, over time.

In aggregate, the Domestic Stock Pool underperformed the Wilshire 5000 Investable by 0.7 percentage point for the fiscal year. The active, semi-passive, and passive components underperformed their respective targets. Relative to their aggregate benchmarks, the active manager group's underperformance was due to negative security selection and a slight overweight in growth stocks, which performed

Figure 16. Domestic Stock Manager Performance FY 2002

	Actual Return	Benchmark Return
Active Managers		
Alliance Capital Management	-21.9%	-22.0%
Cohen Klingenstein & Marks	-39.8	-20.8
FLA Asset Management	-29.2	-14.6
Franklin Portfolio Associates	-16.7	-14.7
GeoCapital	-33.1	-24.4
Lincoln Capital Management	-24.2	-23.5
New Amsterdam Partners	-13.7	-9.9
Oppenheimer Capital	-15.1	-16.0
UBS Global Asset Management	-7.2	-15.2
Semi-Passive Managers		
Barclays Global Investors	-13.8	-13.8
Franklin Portfolio Associates	-14.1	-13.8
J.P. Morgan Investment Mgmt.	-15.9	-13.8
Passive Manager		
Barclays Global Investors	-17.6	-17.3
Aggregate Stock Pool*		
	-18.0	
Asset Class Target		
Wilshire 5000 Investable	-17.3	

* Includes Emerging Manager Program, see below.

Figure 17. Emerging Manager Performance FY 2002

	Actual Return	Benchmark Return
Artemis Investment Management	-3.8%	-4.5%
Bay Isle Financial Corp	-13.0	-9.7
Earnest Partners	-13.9	1.1
Holt-Smith & Yates Advisors	-15.9	-6.8
Next Century Growth Investors	-31.5	-22.3
Peregrine Capital Management	11.4	10.9
Valenzuela Capital Partners	-4.4	2.4
Voyageur Capital Management	-16.5	-14.5
Winslow Capital Management	-27.9	-17.5
Zevenbergen Capital	-35.9	-21.1

poorly. The semi-passive managers underperformed due to poor security selection. The passive segment underperformed due to negative tracking during the year. Figure 15 provides more detail on the historical performance of the entire pool.

Individual manager performance relative to their respective benchmarks was disappointing. Three active managers outperformed their benchmarks while six underperformed. The three semi-passive managers matched or

Investment Pools

underperformed the completeness fund benchmark and the passive manager underperformed its target, the Wilshire 5000 Investable index. Individual manager performance for fiscal year 2002 is shown in Figure 16.

Performance data for the individual managers in the Emerging Manager Program are presented in Figure 17. The emerging managers also had disappointing performance for the fiscal year. Two managers outperformed their benchmarks and eight managers underperformed.

Historical information on individual manager performance and portfolio characteristics is included in the **Statistical Data** section. Section II of the Annual Report provides **Summarized Asset Listings** for each manager and the Pool in aggregate.

Bond Pool

The Basic Retirement Funds have participated in the Bond Pool since its inception in July 1984. The Post Retirement Fund has participated in the Pool since July 1993. In addition, the Bond Market Account in the Supplemental Investment Fund has utilized portions of the Pool since July 1986.

As of June 30, 2002, the dollar value of each fund's participation in the Pool was:

Basic Funds \$4.0 billion
(active and semi-passive)

Post Fund \$5.1 billion
(active and semi-passive)

Bond Market \$127 million
Account
(active and semi-passive)

Investment Management

The SBI uses a two-part approach for the management of the Bond Pool:

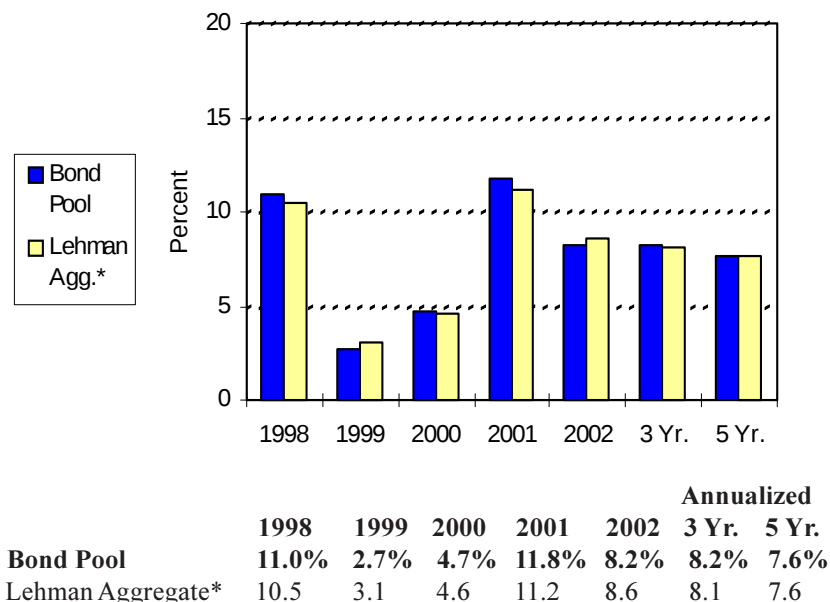
— **Active Management.** No more than one-half of the Bond Pool will be actively managed. At the end of fiscal year 2002, approximately 50% of the Bond Pool was actively managed by a group of six external money managers with portfolios of \$295 million to \$1.3 billion each.

— **Semi-Passive Management.** At least one-half of the assets allocated to the Bond Pool will be managed by semi-passive managers. At the end of fiscal year 2002, approximately 50% of the bond segment was invested by three managers with portfolios of approximately \$1.5 billion each.

The group of **active** bond managers is retained for its blend of investment styles. Each active manager has the goal of adding incremental value to the Lehman Aggregate Bond Index by focusing on high quality fixed income securities across all sectors

of the market. The managers vary, however, in the emphasis they place on interest rate anticipation and in the manner in which they approach issue selection and sector weighting decisions. In keeping with the objective of utilizing the Bond Pool as a deflation hedge, the active managers are restricted regarding the duration of their portfolios. This requirement is designed to prevent the total Pool from assuming an excessively short-lived position and thus, severely diluting its deflation hedge capacity. In addition, the duration restriction helps to avoid extreme variability in total returns. The SBI constrains the duration range of the active managers' portfolios to a band of plus or minus two years around the duration of the Lehman Aggregate. The active bond managers focus on high quality (BBB or better) rated bonds. Some managers have been granted authority to invest a limited portion of their portfolios in BB and B rated dollar denominated debt or in non-dollar denominated issues. The managers use this additional authority on a tactical basis.

Figure 18. Bond Pool Performance FY 1998-2002



* Lehman Brothers Aggregate Bond Index.

Investment Pools

The goal of the *semi-passive* managers is to add incremental value to the Lehman Brothers Aggregate Bond Index through superior bond selection and sector allocation. Semi-passive managers' portfolios are constrained to plus or minus 0.2 years around the duration of the Lehman Aggregate. Semi-passive managers seek to add value by exploiting perceived mispricings among individual securities or by making alterations in the sector weightings within the portfolio. Although the managers seek to exceed the performance of the index, the possibility exists that the semi-passive approach may slightly underperform the target index during some periods.

A description of each bond manager's investment approach is included in the **Investment Manager Summaries** section.

Investment Performance

The SBI constrains the *risk* of the active bond managers' portfolios to

ensure that they fulfill their deflation hedge and total fund diversification roles. As noted earlier, the managers are restricted in terms of the duration of their portfolios and the quality of their fixed income investments. The active and semi-passive bond managers successfully fulfilled their long-term risk objectives during fiscal year 2002. The managers constructed portfolios consistent with their stated investment approaches and maintained appropriate levels of quality and duration.

The *returns* of each of the Board's bond managers are compared to the Lehman Aggregate. Due to the broad diversification of each manager, customized benchmarks are not deemed necessary for the bond managers at this time. Individual active managers are expected to exceed the target by 0.25 percentage point annualized, over time, and each semi-passive manager is expected to exceed the target by 0.10 percentage point annualized, over time.

In total, the Pool underperformed the Lehman Aggregate index by 0.4 percentage point for the recent fiscal year. Relative to the benchmark, the Pool was hurt by an overweight to the corporate sector, which significantly underperformed. Partially offsetting this result was an overweight in the mortgage sector and positive performance from interest rate decisions over the fiscal year.

Performance over longer periods has been positive, exceeding the benchmark by 0.1 percentage point over the three-year period and matching the benchmark's performance over the five-year period ended June 30, 2002. In general, the managers' decisions to hold portfolios with a modestly longer duration than the index, overweight the spread sectors (corporate and mortgage securities) and underweight Treasuries accounted for the relative performance over the longer term.

The relative performance of individual active managers retained by the Board over the fiscal year was mixed; four managers met or exceeded the benchmark's performance, while two lagged the index. Among the semi-passive managers, one manager outperformed the index over the fiscal year while two trailed the index.

Figure 18 shows historical performance for the entire Pool. Individual manager performance for fiscal year 2002 is shown in Figure 19.

Historical information on individual manager performance and portfolio characteristics is included in the **Statistical Data** section. Section II of this report provides **Summarized Asset Listings** for each manager and the Pool in aggregate.

Figure 19. Bond Manager Performance FY 2002

	Actual Return	Benchmark Return
Active Managers		
American Express Asset Mgmt.	5.5%	8.6%
Deutsche Asset Mgmt.	9.0	8.6
Dodge & Cox Investment Mgmt.	9.4	8.6
Metropolitan West Asset Mgmt.	1.6	8.6
Morgan Stanley Investment Mgmt.	8.8	8.6
Western Asset Mgmt.	8.6	8.6
Semi-Passive Managers		
BlackRock Financial Mgmt.	8.4	8.6
Goldman Sachs Asset Mgmt.	8.1	8.6
Lincoln Capital Mgmt.	9.1	8.6
Aggregate Bond Pool	8.2	8.6
Asset Class Target		
Lehman Aggregate	8.6	

Investment Pools

International Stock Pool

The SBI began its international stock program in October 1992. The Basic Retirement Funds have participated in the International Stock Pool since its inception. The Post Retirement Fund began utilizing the Pool in October 1993. The International Share Account in the Supplemental Investment Fund has participated in the Pool since September 1994.

On June 30, 2002, the dollar value of each fund's participation in the International Stock Pool was:

Basic Funds (active and passive)	\$2.7 billion
Post Fund (active and passive)	\$2.7 billion
International Share Account (active and passive)	\$44 million

Management Structure

The SBI uses a two part approach to the management structure of the International Stock Pool:

— **Active Management.** The target is to have at least one-third of the International Stock Pool managed actively. At the end of fiscal year 2002, approximately 66% of the Pool was actively managed by a group of 10 external managers with portfolios ranging from \$100 to \$600 million each. Six of these managers manage portfolios in the developed markets and four manage portfolios in the emerging markets.

— **Passive Management.** The target is to have at least one-third of the International Stock Pool managed passively. At the end of fiscal year 2002, approximately 34% of the International Stock Pool was

passively managed by a single manager.

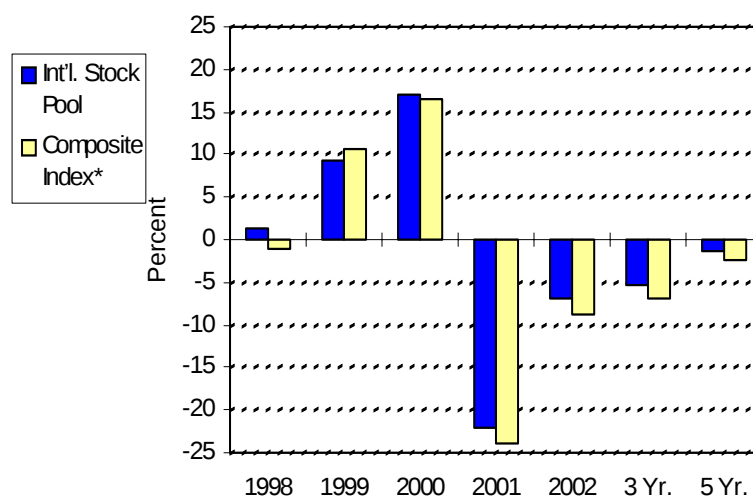
As of July 1, 1999, the SBI began using the combined market capitalization weights of the Morgan Stanley Capital International (MSCI) index of Europe, Australasia and the Far East Free (EAFE Free) and the MSCI Emerging Markets Free index as target weights for the developed versus emerging markets within the International Stock Portfolio. Six of the **active** managers invest entirely in developed markets, and use a variety of investment approaches in an effort to maximize value added to the EAFE Free index, over time. These managers address currency management as part of their investment process. Their views on currency may be factored into their country and security selection, or they may explicitly hedge currency exposure on an opportunistic basis.

Four of the 10 active managers invest entirely in emerging markets. They are expected to add incremental value, over time, relative to the MSCI Emerging Markets Free index of markets in developing countries throughout the world.

The **passive** manager in the International Stock Pool designs its portfolio to consistently and inexpensively track the EAFE Free index. Previously, a portion of the currency exposure of the index fund was managed in a dynamic hedging program designed to avoid currency losses during periods of US dollar strength. The **currency overlay** program was terminated as of December 1999. All contracts that were in place matured by December 2000.

A description of each international stock manager's investment approach is included in the **Investment Manager Summaries** section.

Figure 20. International Stock Pool Performance FY 1998-2002



	1998	1999	2000	2001	2002	3 Yr.	5 Yr.
Int'l. Stock Pool	1.2%	9.3%	16.9%	-22.1%	-7.0%	-5.4%	-1.3%
Composite Index*	-1.1	10.6	16.4	-23.9	-8.7	-6.8	-2.4

* EAFE Free through 4/30/96. Composite of EAFE-Free and Emerging Markets Free since 5/1/96.

Investment Pools

FY 2002 Changes

During fiscal year 2002, the Board terminated one active emerging market manager, Montgomery Asset Management, and the Board also terminated two active developed market managers, Zurich Scudder Investments and Montgomery Asset Management. The Board had both a developed and emerging markets mandate with Montgomery Asset Management.

Investment Performance

Similar to the Domestic Stock Pool, two long term *risk objectives* have been established for the international stock managers:

— **Investment Approach.** Each manager (active or passive) is expected to hold a portfolio that is consistent with the manager's stated investment approach.

— **Diversification.** While the index manager is expected to hold a well diversified portfolio which closely tracks its target index, each active manager is expected to hold a more concentrated portfolio.

The international stock managers successfully fulfilled their long-term risk objectives during fiscal year 2002. In general, the managers

constructed portfolios consistent with their stated investment approaches and maintained appropriate levels of diversification.

The Board's *return objectives* for the international stock program are stated relative to the Morgan Stanley Capital International (MSCI) indices. The indices are capitalization weighted and measured in U.S. dollar terms, with currencies unhedged.

Individual active managers are expected to exceed their index by at least 1.00 percentage point annualized, over time, and the index manager is expected to track its index by ± 0.50 percentage point, annually.

Performance results for the International Stock Pool are shown in Figure 20, (on page 20). In aggregate, the Pool outperformed the target for the year by 1.7 percentage points.

Performance over the last three and five year periods exceeded the benchmark by 1.4 and 1.1 percentage points annualized, respectively.

Individual manager performance during fiscal year 2002 is shown in Figure 21. The fiscal year proved to be a period of decline, due to the market's concern about terrorism, earnings deterioration and accounting irregularities and continued economic difficulty in Japan. The relative performance of the six developed market managers was good. Five of the EAFE managers outperformed the EAFE Free index, which returned -9.3% for the year. However, only one of the four emerging markets managers outperformed the MSCI Emerging Markets Free Index, which returned 3.3% for the year. The passively

Figure 21. International Manager Performance FY 2002

	Actual Return	Benchmark
Active Managers: Developed Markets		
American Express Asset Mgmt.	-10.6%	-9.3%
Britannic Capital Mgmt.	-8.1	-9.3
Invesco Global Asset Mgmt.	-2.7	-9.3
Marathon Asset Mgmt.*	0.4	-5.1
T. Rowe Price International, Inc.	-8.5	-9.3
UBS Global Asset Mgmt.	-4.9	-9.3
Active Managers: Emerging Markets		
Alliance Capital Mgmt.	2.9	3.3
Capital International	-6.2	3.3
Morgan Stanley Investment Mgmt.	5.8	3.3
Schroder Investment Mgmt. N.A.	-1.9	3.3
Passive EAFE Manager		
State Street Global Advisors	-9.1	-9.3
Aggregate International Pool	-7.0	
Asset Class Target**	-8.7	

* Marathon's performance is measured against a custom benchmark since inception.

** The asset class target is comprised of the EAFE Free and Emerging Markets Free (EMF) indices. The weighting of each index fluctuates with changes in market capitalization.

Investment Pools

managed portion of the program outperformed the EAFE Free index by 0.2 percentage point for the year.

More information on the performance and portfolio composition of individual managers is included in the **Statistical Data** section. Section II of this report provides **Summarized Asset Listings** for each manager and the Pool in aggregate.

Alternative Investment Pools

Like the stock and bond segments, alternative assets (private equity, real estate and resource fund investments) are also managed on a pooled basis. However, due to the nature of these investments, separate pools have been established for the Basic and Post Retirement Funds and each fund owns 100% of the assets in its respective pool.

Statutory Constraints

The statutory constraints regarding the SBI's investments to alternative assets are the same in both the Basic and Post Funds:

— **Real Estate.** State statutes authorize investments in real estate through commingled funds, limited partnerships and trusts, including real estate investment trusts (REIT's). Regardless of its form, each investment must involve at least four other participants and the SBI's investment may not exceed 20% of a given investment.

— **Private Equity.** By law, the SBI is authorized to invest in private equity through limited partnerships and corporations. As with real estate investments, each private equity investment must involve at least four other investors, and the Board's

investment may not exceed 20% of a particular partnership or corporation.

— **Resource Funds.** The SBI invests in oil and gas partnerships specifically structured for pension funds and other tax-exempt investors. As with real estate and private equity investments, there must be four other investors and the Board may invest no more than 20% of a partnership's total capital.

Alternative Investments Basic Funds

The Basic Retirement Funds began making investments in alternative assets in the early 1980's. Given their long investment time horizon, the Basic Funds are especially well suited to alternative investments that are equity oriented and focus on long-term capital gains. As a result, up to 15% of the Basic Retirement Funds are targeted for alternative investments at market value, and up to 20% at market value plus unfunded commitments. A breakdown of the segment is shown in Figure 22. As of June 30, 2002, the market value of current alternative investments was \$2.2 billion, or 13.3% of the Basic Funds.

Descriptions of each of the Basic Funds' alternative investments are included in the **Investment Manager Summaries** section.

Real Estate Pool

By investing in several open-end and closed-end commingled funds, the Basic Funds have created a large core portfolio of real estate that is broadly diversified by property type, location and financing structure. The core portfolio is expected to earn at least real estate market returns.

The broad diversification of the core portfolio enables the SBI to select less diversified, special orientation managers for the remaining portion of the real estate segment. With their more focused approach to real estate management, these funds offer the ability to enhance the return earned by the core portfolio.

Prospective real estate managers are reviewed and selected based on the manager's experience, investment strategy and performance history. **During fiscal year 2002**, the SBI approved and closed on a commitment with T.A. Realty Fund VI.

Private Equity Pool

The Basic Funds maintain a private equity portfolio that is broadly diversified across three dimensions: location, industry type and stage of development of individual portfolio companies. Prospective private equity managers are reviewed and selected based, primarily, on the manager's experience, investment strategy, diversification potential and performance history.

During fiscal year 2002, the SBI approved and closed on commitments with Warburg Pincus Private Equity Partners VIII and Blackstone Capital Partners IV. The SBI will continue to review and add new private equity investments, as attractive opportunities are identified, to replenish commitments that will expire within the next five years.

Resource Fund Pool

The oil and gas partnerships in the Basic Retirement Funds concentrate their investments in producing properties and oil service interests that are diversified geographically and/or geologically. Resource investments are selected based on the manager's experience, investment strategy and performance history.

Investment Pools

During fiscal year 2002, the SBI continued to review resource investments for possible inclusion in the pool.

Investment Performance

The SBI reviews performance of its **real estate** investments relative to inflation, as measured by changes in the Consumer Price Index (CPI).

During fiscal year 2002, the SBI's real estate pool exceeded the rate of inflation (SBI real estate 2.9%; CPI 1.0%). Comparisons over the last five years show that the real estate pool exceeded the rate of inflation (SBI real estate 14.4% annualized; CPI 2.3% annualized).

The SBI's **private equity** pool provided a -7.6% return in fiscal year 2002 and 12.9% annualized over the last five years. The **resource** (oil and gas) pool returns are -3.2% for the year and 9.6% annualized over the last five years.

At this time, benchmarks have not been established for the private equity and resource fund managers. The long-term nature of these investments and the lack of comprehensive data on the returns provided by the resource and private equity markets preclude comprehensive performance evaluation. In the future, as markets for these asset classes become more institutionalized, the SBI hopes to integrate appropriate performance standards for these assets into its performance analysis.

Alternative Investments Post Fund

The Post Retirement Fund made its first commitment to alternative assets during fiscal year 1994. The Post Fund has a somewhat shorter investment time horizon than the Basic Funds and therefore is best

suited to investments that will generate a fairly high level of current income. The Board has allocated up to 5% of the Post Retirement Fund to yield-oriented alternative investments at market value, and up to 10% at market value plus unfunded commitments. As of June 30, 2002, the market value of the Post Fund's alternative investments was \$677 million, 4.0% of the Post Fund.

Descriptions of each of the Post Fund's alternative investments are included in the **Investment Manager Summaries** section.

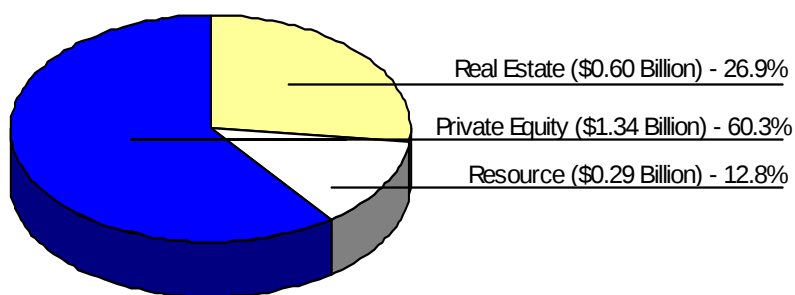
Yield-oriented investments (e.g. business loan participations, mortgage loan participations, and income producing private placements) provide additional vehicles to obtain both higher yield and long-term capital appreciation. Typically, these investments are structured more like fixed income securities with an opportunity to participate in the appreciation of the underlying assets. While these investments may have an equity component, they display a return pattern more like a bond. As such, they will help to reduce the volatility of the total portfolio, but should also provide the opportunity to generate higher returns relative to bonds.

During fiscal year 2002, the SBI continued to review alternative investment opportunities for inclusion in the Post Fund.

The SBI's yield-oriented investments provided a 6.7% return for the year and 13.6% annualized return over the last five years.

A listing of individual investment funds can be found in the **Statistical Data** Section.

Figure 22. Basic Funds' Alternative Investments as of June 30, 2002



Note: Percentages may differ slightly due to rounding of values.

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Supplemental Investment Fund

The Supplemental Investment Fund is a multi-purpose investment program that offers a range of investment options to state and local public employees. The Fund serves approximately 54,000 individuals who participate in defined contribution or supplemental retirement savings plans. On June 30, 2002, the market value of the entire Fund was \$1.38 billion.

The different participating groups use the Supplemental Fund for a variety of purposes:

- It functions as the sole investment manager for all assets of the Unclassified Employees Retirement Plan, Public Employees Defined Contribution Plan, Hennepin County Supplemental Retirement Plan, and the Post Retirement Health Care Savings Plan.
- It is one of the investment vehicles offered to public employees as part of the State’s Deferred Compensation Plan, as well as the Individual Retirement Account Plan and College Supplemental Retirement Plan offered by Minnesota State Colleges and Universities (MnSCU).
- It serves as an external money manager for a portion of some local police and firefighter retirement plans.

Fund Structure

A wide diversity of investment goals exists among the Supplemental Fund’s participants. In order to meet those needs, the Supplemental Fund has been structured much like a “family of mutual funds.” Participants may allocate their investments among one or more accounts that are appropriate for their needs, within statutory requirements and rules established by the participating organizations.

Participation in the Supplemental Fund is accomplished through the purchase or sale of shares in each account.

Fund Management

The Supplemental Fund offers seven different investment options (See Figure 23). The objectives, asset allocation, management and performance of each account in the Fund are explained in the following sections.

Share Values

Each account in the Supplemental Fund establishes a share value and participants may buy or sell shares monthly, based on the most recent share value.

In the Income Share Account, the Growth Share Account, the Common Stock Index Account, the International Share Account and the Bond Market Account, shares are priced monthly based on the market value of each account. Individuals measure the performance of these accounts by changes in share values, which in turn are a function of the income and capital appreciation (or depreciation) generated by the securities in the accounts.

In the Money Market Account and the Fixed Interest Account, share values remain constant and the accrued interest income is credited to the accounts through the purchase of additional shares at predetermined intervals.

Figure 23. Accounts in the Supplemental Investment Fund

Income Share	a balanced portfolio of U.S. common stocks, fixed income, and cash.
Growth Share	an actively managed portfolio of U.S. common stocks.
Common Stock Index	a passively managed portfolio of U.S. common stocks.
International Share	a portfolio of both actively and passively managed non-U.S. stocks.
Bond Market	a portfolio of both actively and semi-passively managed fixed income securities.
Money Market	a portfolio of short-term, liquid debt securities.
Fixed Interest	a portfolio of stable value instruments such as insurance company investment contracts, bank investment contracts, and security backed contracts.

Supplemental Investment Fund

The investment returns shown in this report are calculated using a time-weighted rate of return formula. *These returns are net of investment management fees and transaction costs. They do not, however, reflect any administrative expenses deducted by the retirement systems to defray their own administrative costs.*

The distribution of assets in the Supplemental Investment Fund as of June 30, 2002 are shown by Account in Figure 24 and by Plan in Figure 25.

Figure 24. Composition by Account as of June 30, 2002

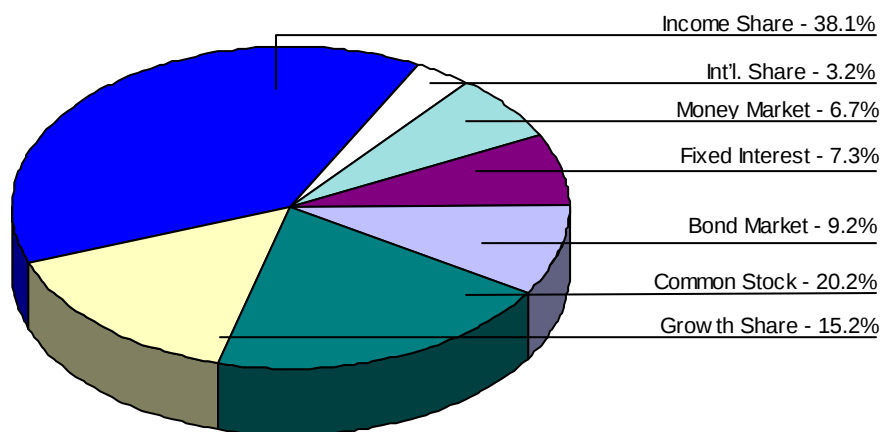
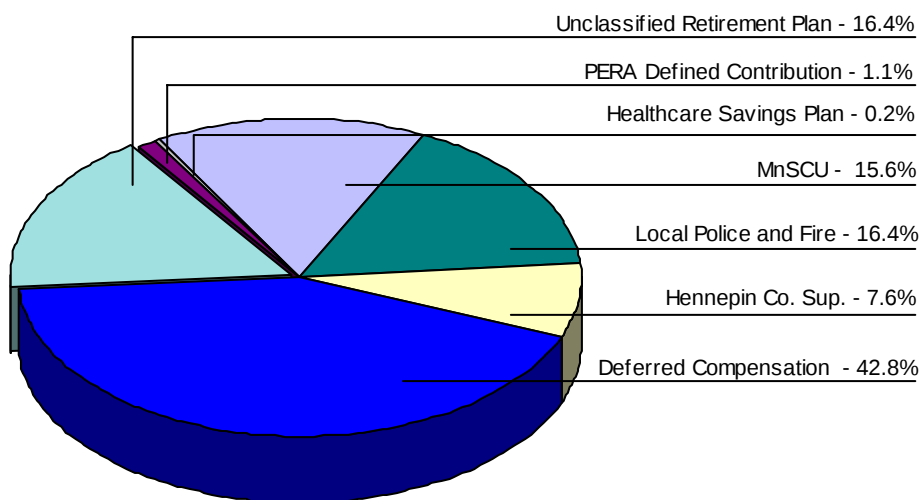


Figure 25. Participation by Plan as of June 30, 2002



Note: Percentages may differ slightly due to rounding of values.

Supplemental Investment Fund

Income Share Account

Objective

The Income Share Account resembles the Basic and Post Retirement Funds in terms of investment objectives. The Account seeks to earn a high rate of return both from capital appreciation (increases in market value) and current yield (dividends from stock and interest on bonds). The Income Share Account pursues this objective within the constraints of protecting against adverse financial environments and limiting short run portfolio return volatility.

The SBI invests the Income Share Account in a balanced portfolio of common stocks and fixed income securities with the following long-term asset mix: 60% domestic common stocks, 35% bonds, 5% cash equivalents.

Domestic common stocks provide the potential for significant long-term capital appreciation, while bonds provide both a hedge against deflation and the diversification needed to limit excessive portfolio return volatility.

At the close of fiscal year 2002, the value of the Income Share Account was \$526 million.

Management

The Income Share Account's investment management structure combines internal and external management. SBI staff manage the fixed income segment. The common stock segment is managed externally as part of a passively managed index fund designed to track the Wilshire 5000 Investable. The manager for this portion of the Account is Barclays Global Investors.

Performance

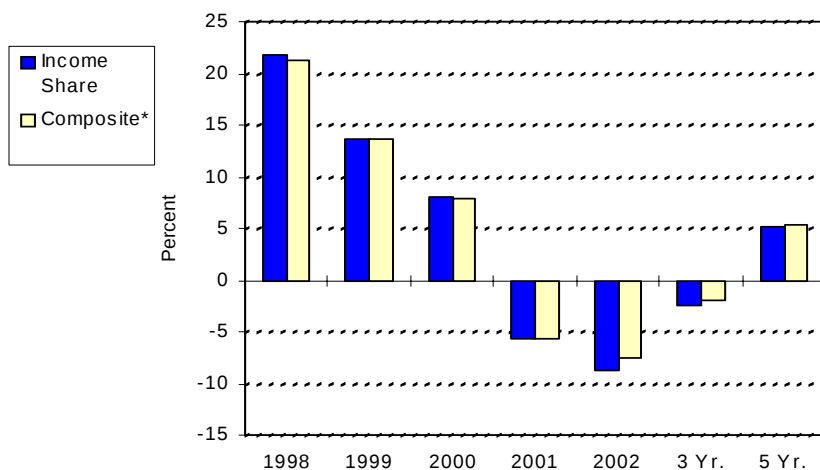
Similar to the other SBI funds which utilize a multi-manager investment structure, the Board evaluates the performance of the Income Share Account on two levels:

— **Total Account.** The Income Share Account is expected to exceed the returns of a composite of market indices weighted in the same proportion as its long term asset allocation.

— **Individual Manager.** The passive stock manager is expected to closely track the performance of the Wilshire 5000 Investable. The internal bond manager for the Account is expected to exceed the performance of the Lehman Brothers Aggregate Bond Index.

The Income Share Account provided a return of -8.8% for fiscal year 2002, trailing its composite index by 1.2 percentage points. Over the most recent five years, the Income Share Account has trailed its composite by 0.2 percentage point. Figure 26 shows a five year history of performance results.

Figure 26. Income Share Account FY 1998-2002



	1998	1999	2000	2001	2002	Annualized	
Income Share	21.7%	13.6%	8.0%	-5.6%	-8.8%	3 Yr.	5 Yr.
Composite*	21.2	13.6	7.8	-5.6	-7.6	-2.0	5.3

* 60% Wilshire 5000 Investable/35% Lehman Brothers Aggregate Bond Index/ 5% 3 Month T-Bill Composite. Prior to July 1, 2001, the 60% equity portion of the benchmark was composed of the Wilshire 5000.

Supplemental Investment Fund

Growth Share Account

Objective

The investment objective of the Growth Share Account is to generate high returns from capital appreciation. To achieve this objective, the Account is invested primarily in U.S. common stock.

At the close of fiscal year 2002, the value of the Growth Share Account was \$210 million.

Management

The assets of the Growth Share Account are invested by the external active and semi-passive domestic equity managers. This allocation reflects a more aggressive investment than is available through passive management. Since July 1997, these assets have been managed by the same active and semi-passive managers utilized by the Basic and Post Retirement Funds in the Domestic Stock Pool. (Prior to July 1997, the Account used only active managers.) The Account may hold a small amount of cash that represents new contributions received prior to their investment in the market and cash that may be held by the individual managers in the Account.

Performance

Like the Income Share Account, the Board evaluates the performance of the Growth Share Account on two levels:

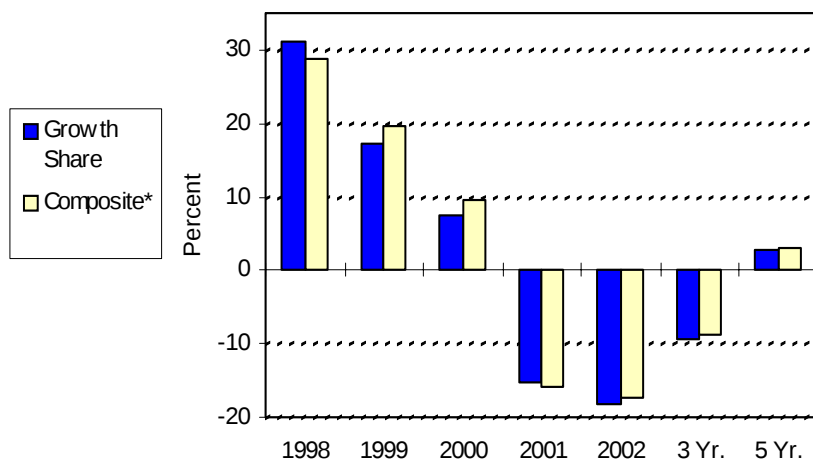
— **Total Account.** The Growth Share Account is expected to exceed the returns of the Wilshire 5000 Investable, which adjusts the Wilshire 5000 for liquidity and investability constraints as well as restrictions specific to the State of Minnesota (currently tobacco). It is a quarterly buy and hold portfolio.

— Individual Manager.

Performance objectives for the individual managers are described in the **Investment Pools** section of this report.

The Growth Share Account provided a return of –18.3% for the fiscal year, underperforming its composite index by 1.0 percentage point. Individual manager performance relative to their benchmarks was mixed. See the discussion starting on page 15 concerning the Domestic Stock Pool. Over the last five year period, the Account has trailed its composite index by 0.4 percentage point. A five year history of performance results is shown in Figure 27.

Figure 27. Growth Share Account FY 1998-2002



	1998	1999	2000	2001	2002	Annualized	
Growth Share	31.2%	17.3%	7.4%	-15.3%	-18.3%	3 Yr.	5 Yr.
Composite*	28.9	19.6	8.6	-15.8	-17.3	-8.9	3.1

* 95% Wilshire 5000/5% T-Bill Composite through October 1996; 100% Wilshire 5000 from November 1996 through June 1999; and Wilshire 5000 Investable since July 1, 1999.

Supplemental Investment Fund

Common Stock Index Account

Objective

The investment objective of the Common Stock Index Account is to generate returns that track the performance of the broad U.S. common stock market as represented by the Wilshire 5000 Investable. To accomplish this objective, the SBI allocates all of the assets of the Common Stock Index Account to passively managed domestic stocks. At the end of fiscal year 2002, the Account had a market value of \$279 million.

Management

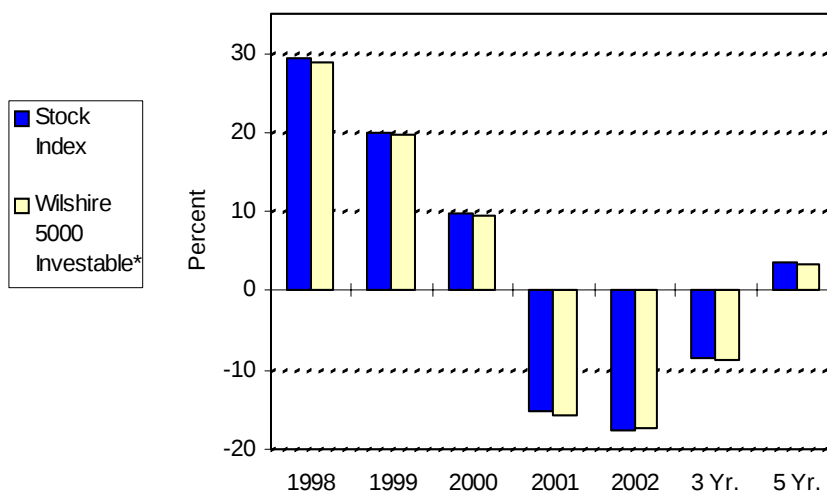
The Account participates in the passive portfolio of the Domestic Stock Pool, which is managed by Barclays Global Investors.

Performance

The performance objective of the Common Stock Index Account is to track the performance of the Wilshire 5000 Investable. The SBI recognizes that the Account's returns may deviate slightly from those of the Wilshire 5000 Investable due to the effects of management fees, timing of new contributions and tracking error.

During fiscal year 2002, the Common Stock Index Account produced a return of -17.6%, which was 0.3 percentage point below the Wilshire 5000 Investable. Over the most recent three and five year periods, the Account has outperformed the index by 0.3 percentage point for both time periods. Total Account results for the last five years are shown in Figure 28.

Figure 28. Common Stock Index Account FY 1998-2002



	1998	1999	2000	2001	2002	Annualized	
Stock Index	29.4%	19.9%	9.9%	-15.2%	-17.6%	3 Yr.	5 Yr.
Wilshire 5000 Investable*	28.9	19.6	9.5	-15.8	-17.3	-8.7	3.3

* Wilshire 5000 through June 2000, Wilshire 5000 Investable thereafter.

Supplemental Investment Fund

International Share Account

Objective

The investment objective of the International Share Account is to earn a high rate of return by investing in the stock of companies outside the U.S.

Typically, a majority of the Account is invested in the five largest international markets (United Kingdom, Japan, Germany, France and Switzerland). Most of the remainder is invested in other well established markets in Canada, Europe and the Pacific region. In addition, a portion of the Account is invested in developing countries or "emerging markets" around the world including those in Latin America, Asia and Africa. At the end of fiscal year 2002, the Account had a market value of \$44 million.

Management

The structure of the International Share Account combines both active and passive management. Approximately one third of the Account is passively managed and is designed to consistently and inexpensively track the return of the Morgan Stanley Capital International index of Europe, Australasia and the Far East (EAFE Free). The remainder of the Account is actively managed by a group of international stock managers who buy and sell stocks in an attempt to maximize market value. The Account uses the same active and passive managers utilized by the Basic and Post Retirement Funds in the International Stock Pool.

Performance

The Board evaluates the performance of the International Share Account on two levels:

— **Total Account.** The International Share Account is expected to exceed the returns of its composite index, which is the combined market capitalization weights of the Morgan Stanley Capital International (MSCI) index of Europe, Australasia and the Far East Free (EAFE Free) and the MSCI Emerging Markets Free index.

Individual Manager.

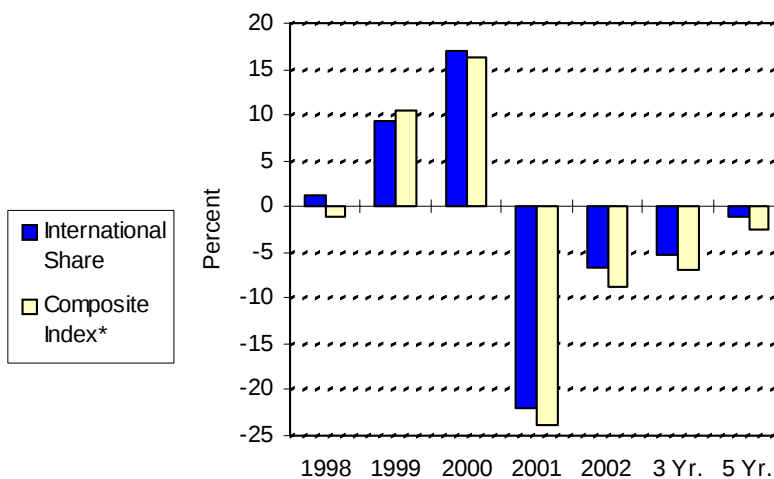
Performance objectives for the individual managers are described in the **Investment Pools** section of this report.

recent three and five year periods, the International Share Account has exceeded its composite index by 1.6 and 1.2 percentage points, respectively.

See the discussion on performance of the international managers beginning on page 20. Total Account results since its inception are shown in Figure 29.

The International Share Account is expected to exceed the performance of a composite of international indices. During fiscal year 2002, the International Share Account produced a return of -6.7%, which was 2.0 percentage points above its composite index. Over the most

Figure 29. International Share Account FY 1998-2002



	1998	1999	2000	2001	2002	Annualized 3 Yr.	Annualized 5 Yr.
International Share	1.1%	9.4%	17.0%	-22.0%	-6.7%	-5.2%	-1.2%
Composite Index*	-1.1	10.6	16.4	-23.9	-8.7	-6.8	-2.4

*EAFE Free through 4/30/96; composite of EAFE-Free and Emerging Markets Free since 5/1/96.

**Bond Market
Account**

Objective

The objective of the Bond Market Account is to earn above market returns from fixed income securities. The Account is invested primarily in investment-grade government bonds, corporate bonds and mortgage securities with intermediate to long maturities. As such, it is a more conservative investment alternative than the accounts described in the previous sections. At the end of fiscal year 2002, the market value of the Account was \$127 million.

The Account earns investment returns through interest income and capital appreciation. Because bond prices move inversely with interest rates, the Account entails some risk for investors. However, historically, it represents a lower risk alternative than the investment options that include common stocks.

Management

The Bond Market Account invests in the Bond Pool utilized by the Basic and Post Funds. Since July 1997, the structure of the account has included active and semi-passive managers. (Prior to July 1997, the Bond Market Account used only active managers.)

Performance

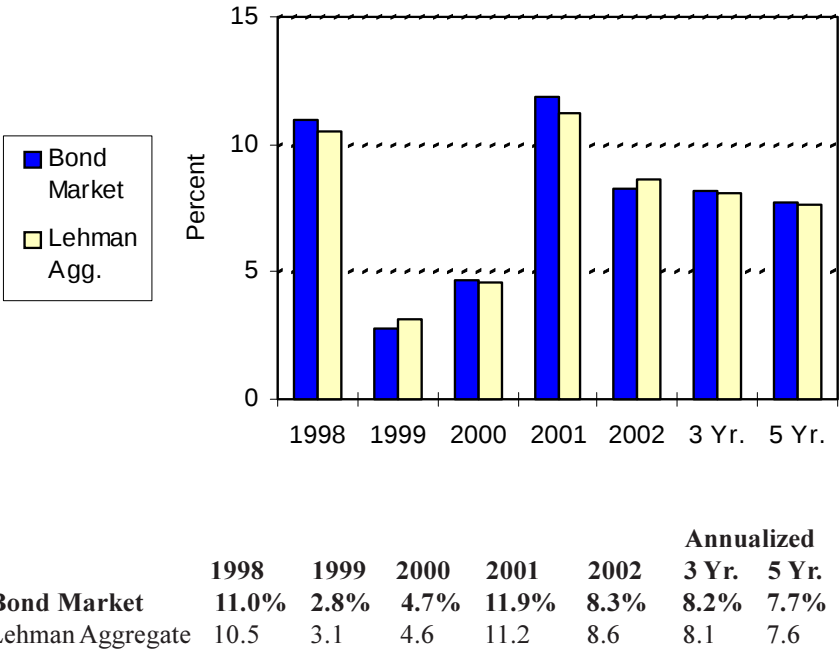
The Board evaluates the performance of the Bond Market Account on two levels:

— **Total Account.** The Bond Market is expected to exceed the returns of the Lehman Aggregate.

— **Individual Manager.** Performance objectives for the individual managers are described in the **Investment Pools** section of this report.

The Bond Market Account is expected to exceed the performance of the bond market, as represented by the Lehman Brothers Aggregate Bond Index. For fiscal year 2002, the Account underperformed by 0.3 percentage point. For the most recent three and five year periods, the Account has outperformed by 0.1 percentage point annualized. See the discussion regarding bond manager performance on page 18. Total Account results for the last five years are shown in Figure 30.

Figure 30. Bond Market Account FY 1998-2002



Supplemental Investment Fund

Money Market Account

Objective

The Money Market Account invests solely in short-term, liquid debt securities. The Account's investment objectives are to preserve capital and offer competitive money market returns. At the end of fiscal year 2002, the Money Market Account had a market value of \$92 million.

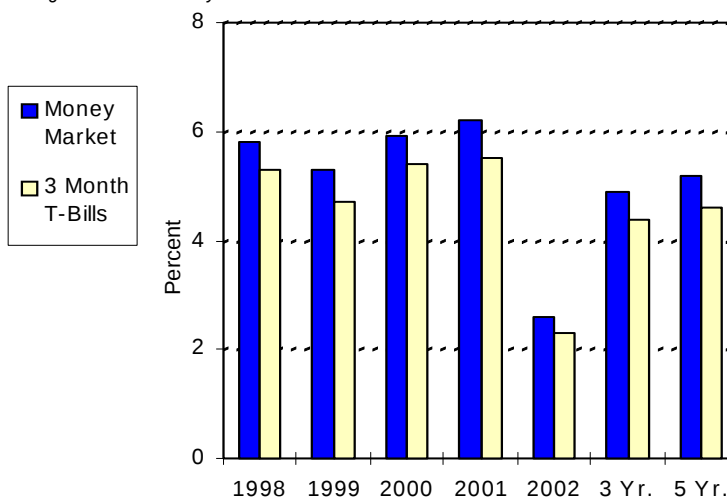
Management

The Account utilizes the same cash manager as the Basic and Post Retirement Funds, which is State Street Bank & Trust Company.

Performance

The Account is expected to produce returns competitive with those available from short-term debt securities. The Money Market Account exceeded that target in fiscal year 2002 with a 2.6% return versus a 2.3% return for the 3 Month Treasury Bill. Total account results for prior years are shown in Figure 31.

Figure 31. Money Market Account FY 1998-2002



	1998	1999	2000	2001	2002	Annualized	
Money Market	5.8%	5.3%	5.9%	6.2%	2.6%	3 Yr.	5 Yr.
3 Month T-Bills	5.3	4.7	5.4	5.5	2.3	4.4	4.6

Supplemental Investment Fund

Fixed Interest Account

Objective

The investment objectives of the Fixed Interest Account are to protect investors from loss of their original investment and to provide competitive interest rates using somewhat longer term investments than typically found in a money market account. At the end of fiscal year 2002, the Account totaled \$101 million.

Management

The assets in the Account are invested primarily in stable value instruments such as insurance company investment contracts, bank investment contracts, and security backed contracts with varying maturities, typically 3 to 5 years. The assets also may be invested in comparable investments offered by non-U.S. financial institutions. The interest rate credited changes monthly and reflects the blended interest rate available from all investments in the pool along with any cash held for liquidity purposes.

The manager for the Account is Galliard Capital Management, a unit of Wells Fargo Bank. Galliard has managed the Account since November 1994.

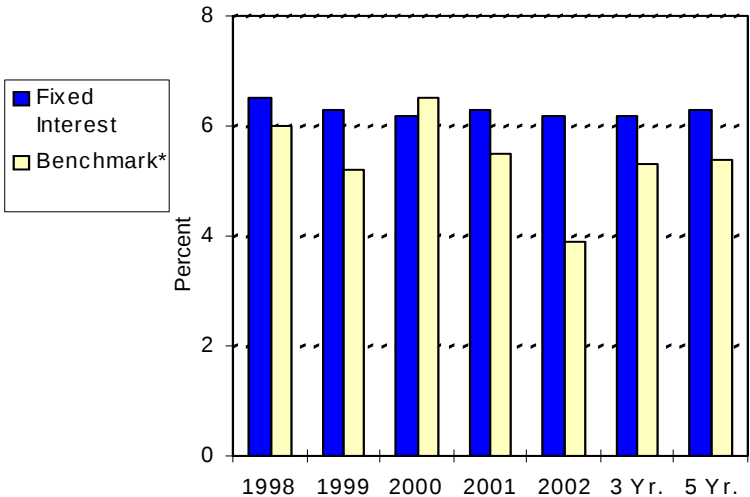
Performance results for the Fixed Interest Account are shown in Figure 32.

Performance

The Fixed Interest Account is expected to exceed the returns of its custom benchmark, the 3-year Constant Maturity Treasury plus 30 basis points. During fiscal year 2002, the Fixed Interest Account provided a return of 6.2%, which was 2.3 percentage points above its custom benchmark. Over the most recent

three and five year periods, the Fixed Interest Account has exceeded its composite index by 0.9 percentage point, for both time periods.

Figure 32. Fixed Interest Account FY 1998-2002



	1998	1999	2000	2001	2002	Annualized 3 Yr.	5 Yr.
Fixed Interest	6.5%	6.3%	6.2%	6.3%	6.2%	6.2%	6.3%
Benchmark*	6.0	5.2	6.5	5.4	3.9	5.3	5.4

* 3 Year Constant Maturity Treasury plus 30 basis points.

State Deferred Compensation Plan (457 Plan)

The State Deferred Compensation Plan (457 Plan) provides Public employees with a tax-sheltered retirement savings program that is a supplemental plan to their primary retirement plan. (In most cases, the primary plan is either: TRA, PERA, or MSRS.)

Program Structure

Plan participants have three sets of investment options to choose from. Participants may invest in the Supplemental Investment Fund, (SIF) which is discussed on page 25. The SBI also administers a group of mutual funds and a fixed interest option, which are discussed below. Lastly, plan participants may use a mutual fund window which offers hundreds of funds. The SBI has no direct management responsibilities for funds within the mutual fund window.

Non-SIF Investment Options

The participants that invest in the set of mutual funds administered by the SBI have eight investment options to choose from. The restructured Deferred Compensation Plan took effect July 1, 1999. Six mutual funds were retained as external stock and bond investment options and three insurance companies were selected to jointly provide a fixed interest option. In January 2002, a seventh mutual fund option was added.

Large-Cap Equity

This option is a concentrated fund of large cap stocks. The fund is expected to outperform the S&P 500, over time. Currently, Janus Twenty is the mutual fund offered.

Mid- Cap Equity

This option invests in companies with medium market capitalizations. The fund is

expected to outperform the S&P Mid-Cap 400, over time. The fund currently offered is the Morgan Stanley Mid-Cap Value Institutional Fund.

Small-Cap Equity

This option invests primarily in companies with small market capitalizations. The fund is expected to outperform the

Russell 2000, over time. T. Rowe Price Small-Cap Stock Fund is the fund currently offered.

Domestic Equity Index

This option is a passive domestic stock portfolio that tracks the S&P. The fund currently offered is the Vanguard Institutional Index Plus Fund.

Figure 33. State Deferred Compensation Plan (Non-SIF Assets) for fiscal years ending June 30.

	2002	Annualized 3 Yr.
Janus Twenty (S&P 500)	-26.7% -18.0	-17.7% -9.2
Morgan Stanley Mid-Cap Value Instl.* (S&P Mid-Cap 400)	-16.5 -3.1	
T. Rowe Price Small-Cap Stock (Russell 2000)	-1.2 -8.6	10.1 1.7
Vanguard Institutional Index Plus (S&P 500)	-18.0 -18.0	-9.1 -9.2
INVESCO Total Return (60% S&P 500/40% Lehman Gov/Corp)	-7.6 -7.8	-6.1 -3.0
Dodge & Cox Income Fund (Lehman Aggregate)	9.2 8.6	8.5 8.1
Fidelity Diversified International (MSCI EAFE-Free)	-0.9 -9.3	3.9 -6.7
Minnesota Fixed Fund	6.1	6.2

* The Mid-Cap option was added January 2002.

State Deferred Compensation Plan (457 Plan)

Balanced Fund

This option is a mix of stocks and bonds in the same fund. The fund invests in mid to large-cap stocks and in high quality bonds. The fund is expected to outperform a weighted benchmark of 60% S&P 500 and 40% Lehman Gov-Corporate. The fund currently offered is the INVESCO Total Return Fund.

Performance results for the Non-SIF investment options for FY 2002 and the 3 year annualized return since the Plan was restructured are shown in Figure 33 on the previous page.

Bond Fund

This option invests primarily in investment grade securities in the U.S. bond market. The fund is expected to outperform the Lehman Aggregate, over time. The fund currently is Dodge & Cox Income Fund.

International Equity

This option invests primarily in stocks of companies located outside the United States. The fund is expected to outperform the Morgan Stanley Capital International (MSCI) Index of Europe, Australasia and the Far East Free (EAFE-Free), over time. The fund currently offered is the Fidelity Diversified International Fund.

Fixed Fund

The Minnesota Fixed Fund option invests participant balances in the general accounts of three insurance companies that have been selected by the SBI. The three insurance companies provide a new rate each quarter. A blended yield rate is calculated and then credited to the participants. The three insurance companies are Great-West Life, Minnesota Life, and Principal Life.

Assigned Risk Plan

The Minnesota Workers Compensation Assigned Risk Plan was established in 1983 to provide workers' compensation coverage to Minnesota employers rejected by a private insurance carrier. On June 30, 2002, the market value of the Plan's portfolio was \$218 million.

The Assigned Risk Plan operates as a non-profit, tax-exempt entity and is administered by the Department of Commerce. The Plan provides disability income, medical expenses, retraining expenses and death benefits, with payments being made either periodically or in lump sum.

Investment Objectives

The SBI recognizes that the Assigned Risk Plan has limited tolerance for risk due to erratic cash flows, no allowance for surplus, and generally short duration liabilities.

Therefore, the SBI has established two investment objectives for the Plan:

- to minimize mismatch between assets and liabilities
- to provide sufficient liquidity (cash) for payment of on-going claims and operating expenses

Performance relative to these objectives is measured against a composite index that reflects the asset allocation of the portfolio.

Asset Allocation

The SBI believes that due to the uncertainty of premium and liability cash flows, the Plan should be invested very conservatively.

The **bond** segment is invested to fund the shorter-term liabilities (less than 10 years) and the common stock segment is invested to fund the longer-term liabilities. The result is a high fixed income allocation which minimizes the possibility of a future fund deficit. The smaller **stock** exposure provides higher expected returns and hedges some of the inflation risk associated with the liability stream.

The asset allocation may fluctuate in response to changes in the liability stream projected by the Plan's actuary and further analysis by the SBI staff.

Figure 34 presents the actual asset mix of the Assigned Risk Plan at the end of fiscal year 2002. The current long term asset allocation targets for the Fund are as follows:

Domestic Stocks	20%
Domestic Bonds	80

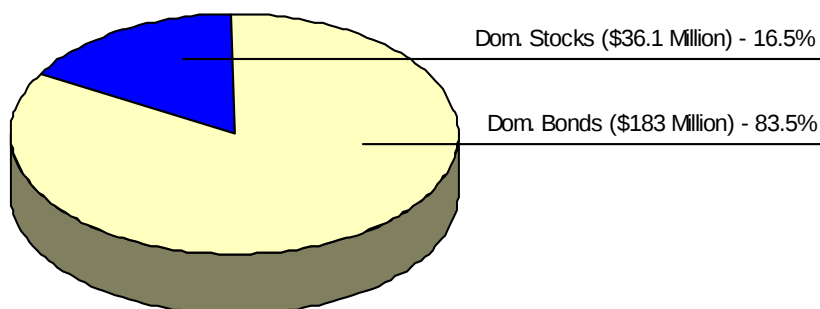
Investment Management

Voyageur Asset Management manages the bond segment of the Assigned Risk Plan, and GE Asset Management manages the equity segment of the Plan.

Bond Segment

The bond segment is designed to fund the shorter-term liabilities of the Plan with a target duration of 3 years. The segment is actively managed to add incremental value through sector, security, and yield curve decisions.

Figure 34. Assigned Risk Plan Asset Mix as of June 30, 2002



Note: Percentages may differ slightly due to rounding of values.

Assigned Risk Plan

Stock Segment

The stock segment is structured to fund the longer-term liabilities of the Plan. Currently, the equity segment is managed with a broadly diversified portfolio of high quality, large capitalization companies.

Investment Performance

Due to the focus on liability matching, the composition of the Assigned Risk Plan's investment portfolio is conservatively structured. While active management is utilized, return enhancement plays a secondary role.

The Assigned Risk Plan is measured against a composite index which is weighted to reflect the asset allocation of the Plan:

- the target for the fixed income component is a custom benchmark which reflects the duration target established for the bond segment (approximately 3 years).

- the target for the equity component is the S&P 500.

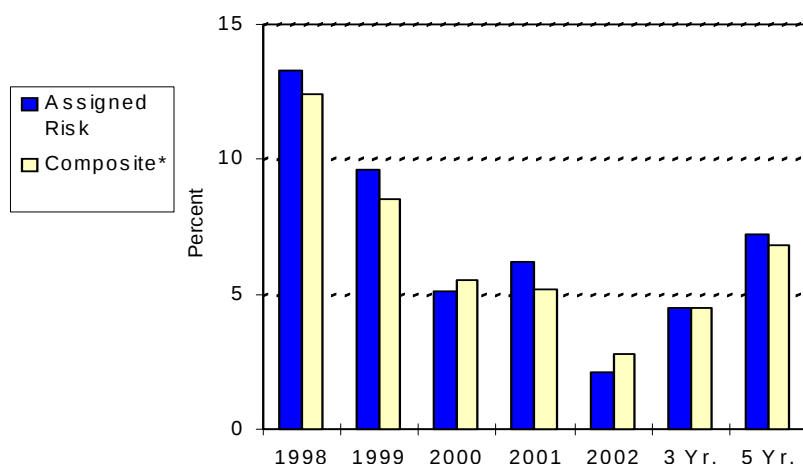
During fiscal year 2002, the **bond** segment underperformed its benchmark by 1.7 percentage points. The **stock** segment outperformed its benchmark by 3.2 percentage points.

Overall, the Assigned Risk Plan provided a return of 2.1% for fiscal year 2002, underperforming its composite index by 0.7 percentage

point, annualized. For the most recent three year period, the Account has matched its composite index. For the most recent five year period, the Account has outperformed its composite index by 0.4 percentage points.

Historical performance results are presented in Figure 35.

Figure 35. Assigned Risk Plan Performance FY 1998-2002



	1998	1999	2000	2001	2002	Annualized	
Assigned Risk	13.3%	9.6%	5.1%	6.2%	2.1%	3 Yr.	5 Yr.
Composite Index*	12.4	8.5	5.5	5.2	2.8	4.5	6.8
Stock Segment	28.9	23.7	7.0	-5.9	-14.8	-5.0	6.5
S&P 500	30.2	22.8	7.2	-14.8	-18.0	-9.2	3.7
Bond Segment	8.4	4.2	4.2	9.5	6.5	6.7	6.6
Benchmark	8.1	4.7	4.8	10.5	8.2	7.8	7.2

* Weighted 20% stocks, 80% bonds.

Permanent School Fund

The Permanent School Fund is a trust fund created by the Minnesota State Constitution and designated as a long-term source of revenue for public schools. Proceeds from land sales, mining royalties, timber sales, lake shore and other leases are invested in the Fund. Income generated by the Fund's assets is used to offset state school aid payments. On June 30, 2002, the market value of the Fund was \$503 million.

Investment Objective

The State Board of Investment (SBI) invests the Permanent School Fund to produce a growing level of spendable income, within the constraints of maintaining adequate portfolio quality and liquidity that will assist in offsetting state expenditures on school aid.

Investment Constraints

The Fund's investment objectives are influenced by the legal provisions under which its investments must be managed. These provisions require that the Fund's principal remain inviolate. Any net realized capital gains from stock or bond investments must be added to the principal. Moreover, if the Fund realizes net capital losses, these

losses must be offset against interest and dividend income before such income can be distributed. Finally, all interest and dividend income must be distributed in the year in which it is earned.

Asset Allocation

Prior to FY 1998, the Permanent School Fund had been invested entirely in fixed income securities for more than a decade. While this asset allocation maximized current income, it limited the long term growth of the Fund and caused the income stream to lose value in inflation adjusted terms, over time.

To solve both issues, a proposal to introduce equities to the Fund's asset mix was discussed. Since this

modification would reduce short term income and have budgetary implications for the state, the consent of the executive and legislative branches was necessary.

A proposal to introduce equities was presented during fiscal year 1997. It was favorably received by the Legislature and incorporated into the K-12 education finance bill. As a result, the Fund allocation was shifted to a 50% stock/48% fixed income/2% cash allocation during July 1997.

Figure 36 presents the actual asset mix of the Permanent School Fund at the end of fiscal year 2002.

Investment Management

SBI staff manage all assets of the Permanent School Fund. Given the unique constraints of the Fund, management by SBI staff is considered to be the most cost effective at this time.

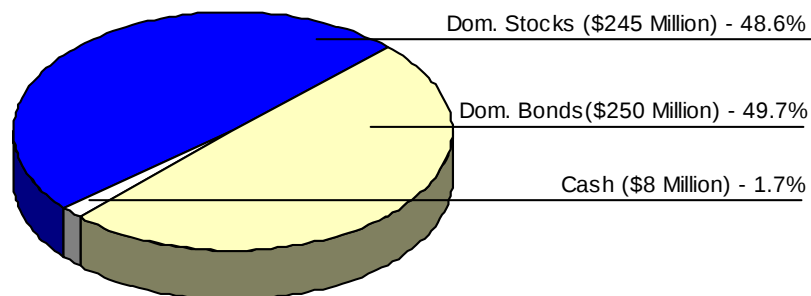
Stock Segment

The stock segment of the Fund is passively managed to track the performance of the S&P 500.

Bond Segment

The bond segment is actively managed to add incremental value through sector, security and yield curve decisions and its performance is measured against the Lehman Brothers Aggregate Bond Index.

Figure 36. Permanent School Fund Asset Mix as of June 30, 2002



Note: Percentages may differ slightly due to rounding of values.

Permanent School Fund

Investment Performance

The **stock** segment of the Permanent School Fund underperformed its benchmark, the S&P 500, during the fiscal year by 0.2 percentage point. By investing in all of the stocks in the benchmark at their index weighting, the segment attempts to track the benchmark return on a monthly and annual basis. The portfolio is periodically rebalanced to maintain an acceptable tracking error relative to the benchmark.

The **bond** segment underperformed its benchmark by 1.5 percentage points during the current fiscal year.

Overall, the Permanent School Fund provided a return of -6.2% for fiscal year 2002, underperforming its composite index by 1.0 percentage point.

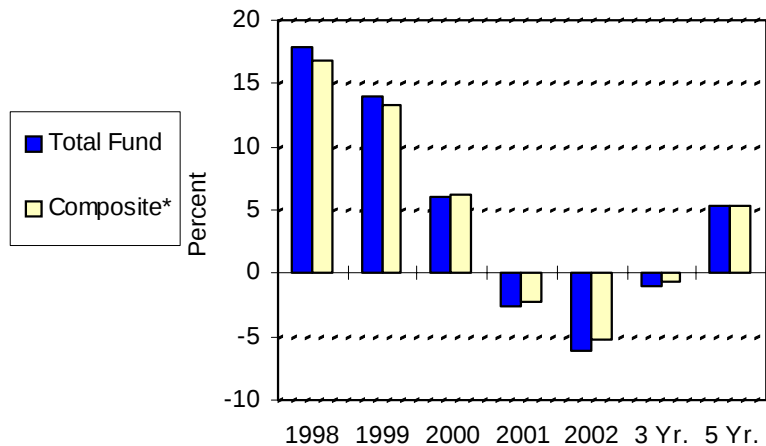
Total account results for the last three and five years are shown in Figure 37.

Spendable Income

Spendable income generated by the portfolio over the last five fiscal years is shown below:

Fiscal Year	Millions
1997	\$30
1998	\$20
1999	\$19
2000	\$21
2001	\$24
2002	\$21

Figure 37. Permanent School Performance FY 1998-2002



	1998	1999	2000	2001	2002	Annualized 3 Yr.	5 Yr.
Total Fund	17.8%	14.0%	6.1%	-2.6%	-6.2%	-1.0%	5.4%
Composite*	16.9	13.3	6.2	-2.3	-5.2	-0.6	5.4
Stock Segment	22.8	23.1	7.4	-14.7	-18.2	-9.2	2.5
S&P 500	22.7	22.8	7.2	-14.8	-18.0	-9.2	2.5
Bond Segment	10.7	3.7	4.7	11.2	7.1	7.6	7.4
Lehman Agg	10.5	3.1	4.6	11.2	8.6	8.1	7.6

* 50% S&P 500/ 48% Lehman Aggregate/ 2% 3 Month T-Bills. Prior to July 1, 1997, the Fund's benchmark was 100% Lehman Aggregate.

Environmental Trust Fund

The Environmental Trust Fund was established in 1988 by the Minnesota Legislature to provide a long-term, consistent and stable source of funding for activities that protect and enhance the environment. On June 30, 2002, the market value of the Fund was \$274 million.

By statute, the State Board of Investment (SBI) invests the assets of the Environmental Trust Fund. The Legislature funds environmental projects from a portion of the market value of the Fund.

Investment Objective

The Environmental Trust Fund’s investment objective is long-term growth in order to produce a growing level of spending within the constraints of maintaining adequate portfolio quality and liquidity.

Investment Constraints

In November 1998, Minnesota voters passed a constitutional amendment to continue the mandate that 40 percent of the net proceeds from the state lottery be credited to the Fund through 2025.

The amendment also provides for spending 5.5 percent of the Fund’s market value annually, beginning fiscal year 2000 and the amendment eliminates the accounting restrictions on capital gains and losses and the provision that the principal must remain inviolate.

Asset Allocation

During fiscal year 1994, the SBI introduced equities into the portfolio and moved to a targeted 50% allocation to domestic common stocks and 50% to bonds. This allocation was maintained through fiscal year 1999.

After the constitutional amendment was adopted in 1998, SBI staff

worked with the Legislative Commission on Minnesota Resources to establish an asset allocation policy that is consistent with the Commission’s goals for spending and growth of the Fund.

The SBI approved a 70% stock and 30% fixed income asset allocation which was implemented July 1, 1999. The allocation positions the Fund for the best long-term growth potential while meeting the objective of the Fund to produce a growing level of spending.

Figure 38 presents the actual asset mix of the Environmental Trust Fund at the end of fiscal year 2002. The

current long term asset allocation targets for the Fund are:

Domestic Stocks	70%
Domestic Bonds	28
Cash	2

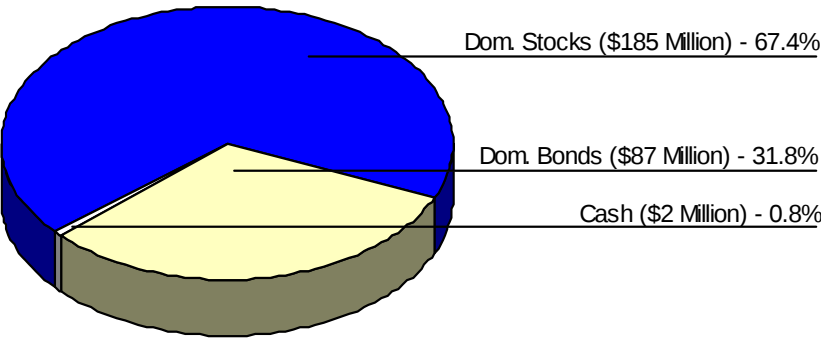
Investment Management

SBI staff manage all assets of the Environmental Trust Fund. Given the unique constraints of the Fund, management by SBI staff is considered to be the most cost effective at this time.

Stock Segment

The stock segment of the Fund is passively managed to track the performance of the S&P 500.

Figure 38. Environmental Trust Fund Asset Mix as of June 30, 2002



Note: Percentages may differ slightly due to rounding of values.

Environmental Trust Fund

Bond Segment

The bond segment is actively managed to add incremental value through sector, security and yield curve decisions and its performance is measured against the Lehman Brothers Aggregate Bond Index.

Investment Performance

During the Fiscal Year, the **stock** segment slightly trailed the S&P 500 benchmark, returning 0.2 percentage point less than the S&P 500. By investing in all of the stocks in the benchmark at their index weighting, the segment attempts to track the benchmark return on a monthly and annual basis. The portfolio is periodically rebalanced to maintain an acceptable tracking error relative to the benchmark subject to keeping trading costs at a minimum.

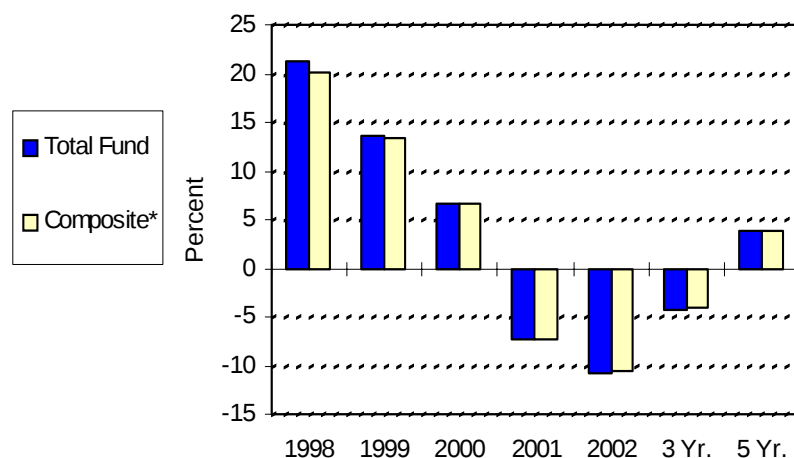
The **bond** segment underperformed its benchmark by 1.6 percentage points during the fiscal year.

Overall, the Environmental Trust Fund provided a return of -10.9% for fiscal year 2002, underperforming its composite index by 0.4 percentage point. For the most recent three-year period, the fund trailed its composite benchmark by 0.2 percentage point. The fund experienced modest outperformance over the last five years due to the incremental value added by both the stock and bond segments. Performance results are presented in Figure 39.

Spendable income generated by the Fund follows:

Fiscal Year	Millions
1997	\$6.8
1998	\$8.8
1999	\$9.7
2000	\$12.7
2001	\$12.7
2002	\$17.1

Figure 39. Environmental Trust Fund Performance FY 1998-2002



	1998	1999	2000	2001	2002	Annualized	
Total Fund	21.2%	13.6%	6.6%	-7.3%	-10.9%	3 Yr.	5 Yr.
Composite*	20.2	13.3	6.7	-7.4	-10.5	-4.0	3.8
Stock Segment	30.4	23.1	7.4	-14.6	-18.2	-9.1	3.8
S&P 500	30.2	22.8	7.2	-14.8	-18.0	-9.2	3.7
Bond Segment	12.1	3.7	4.7	11.2	7.0	7.6	7.7
Lehman Aggregate	10.5	3.1	4.6	11.2	8.6	8.1	7.6

* Weighted 50% S&P 500/ 48% Lehman Aggregate, and 2% 3 Month T-Bills through June 1999. Weighted 70% S&P 500/ 28% Lehman Aggregate/ and 2% 3 month T-Bill beginning July 1, 1999.

Tobacco Endowment Funds

The Tobacco Endowment Funds were established in Fiscal Year 2000 by the Minnesota Legislature to distribute the settlement proceeds from the 1998 tobacco litigation. The total settlement was \$6.1 billion with payments spread over a 20-year period. Two tobacco endowment funds were established using a portion of the proceeds. One endowment fund is the Medical Education Endowment Fund and the other is the Tobacco Prevention Fund. In January, 2002, a sub-account to the Medical Education Fund was established, the Academic Health Center Fund. On June 30, 2002 the market values of the Funds were \$298 million, \$486 million, and \$210 million, respectively.

Investment Objective

The State Board of Investment invests the Medical Education Endowment Fund (MEF), the Tobacco Prevention Fund (TPF), and the Academic Health Center Fund. The investment objective of the Tobacco Endowment Funds is to increase the market value of the Funds over time in order to increase the annual amount made available for spending.

Investment Constraints

With a change in law enacted during the 2000 Legislative session, distributions from the Funds are now made up to five percent of the market value. The value is measured each year at the beginning of the fiscal year for the Tobacco Prevention Fund. The value is measured at the beginning of each quarter for the Medical Education Fund and Academic Health Center Fund. The increased flexibility allows a portion of the Funds to be invested in equities.

The distributions from the TPF are used by the Commissioner of Health to fund public health initiatives. The distributions from the MEF and Academic Health Center Fund are

used for medical education at the University of Minnesota medical school.

Prior to July 1, 2000, annual earnings up to five percent of the market value of the Funds could be distributed for expenditure, and the principal of the Funds had to remain inviolate.

Asset Allocation

Previously, the two original endowment funds were invested in a ladder fixed income portfolio.

Since July 1, 2000, the funds have an asset allocation of 50 percent equity and 50 percent fixed income.

Investment Management

SBI staff manage all assets of the Tobacco Endowment Funds. Given the unique constraints of the Fund, management by SBI staff is considered to be the most cost effective at this time.

Stock Segment

The stock segment of the Fund is passively managed to track the performance of the S&P 500.

Bond Segment

Under the prior law, the fixed income portfolio was invested entirely in U.S. Treasury and Government Agency bonds with maturities no greater than the expiration date of the funds. With the current law, the bond segment is actively managed to add incremental value through sector, security and yield curve decisions and its performance is measured against the Lehman Brothers Aggregate Bond Index.

Spendable Income

Spendable income generated by the Tobacco Prevention Fund since July 1, 2000 was:

Fiscal Year	Millions
2001	\$14.1
2002	\$21.1

Spendable income generated by the Medical Education Endowment Fund since July 1, 2000 was:

Fiscal Year	Millions
2001	\$14.2
2002	\$17.3

Tobacco Endowment Funds

Spendable income generated by the Academic Health Center Fund since January 2002 was:

Fiscal Year	Millions
2002	\$2.7

Investment Performance

The **stock** segment of the Tobacco Prevention Fund underperformed its benchmark, the S&P 500, during the fiscal year by 0.2 percentage point.

The **bond** segment of the Tobacco Prevention Fund underperformed its benchmark, the Lehman Aggregate, during the fiscal year by 1.6 percentage points.

Overall, the Tobacco Prevention Fund provided a return of -5.9% for fiscal year 2002, underperforming its composite index by 0.8 percentage point.

The **stock** segment of the Medical Education Fund underperformed its benchmark, the S&P 500, during the fiscal year by 0.2 percentage point.

The **bond** segment of the Medical Education Fund underperformed its benchmark, the Lehman Aggregate, during the fiscal year by 1.6 percentage points.

Overall, the Medical Education Fund provided a return of -5.8% for fiscal year 2002, underperforming its composite index by 0.7 percentage point.

The **stock** segment of the Academic Health Center Fund outperformed its benchmark, the S&P 500, since inception by 0.1 percentage point.

The **bond** segment of the Academic

Health Center Fund underperformed its benchmark, the Lehman Aggregate since inception by 2.0 percentage points.

Overall, the Academic Health Center Fund provided a return of -5.8 since inception underperforming its composite by 1.0 percentage point.

Tobacco Prevention Fund

	2001	2002
Total Fund	-2.2%	-5.9%
Composite Index*	-1.8	-5.1
Stock Segment	-14.6	-18.2
S&P 500	-14.8	-18.0
Bond segment	11.2	7.0
Lehman Aggregate	11.2	8.6

Medical Education Fund

	2001	2002
Total Fund	-2.3%	-5.8%
Composite Index*	-1.8	-5.1
Stock Segment	-14.6	-18.2
S&P 500	-14.8	-18.0
Bond segment	11.2	7.0
Lehman Aggregate	11.2	8.6

Academic Health Center Fund

	Since 1/1/02
Total Fund	-5.8%
Composite Index*	-4.8
Stock Segment	-13.1
S&P 500	-13.2
Bond segment	1.8
Lehman Aggregate	3.8

* Weighted 50% stocks/ 50% bonds.

Closed Landfill Investment Fund

The Closed Landfill Investment Fund is a trust fund created by the Legislature to invest moneys to pay for the long-term costs of maintaining the integrity of landfills in Minnesota once they are closed. On June 30, 2002 the market value of the Fund was \$11.6 million.

Investment Objective

The investment objective of the Closed Landfill Investment Fund is to generate high returns from capital appreciation. The Fund will be used by the Commissioner of the Pollution Control Agency to pay for the long-term costs of maintaining the integrity of landfills in Minnesota once they are closed. By statute, the fund will receive an appropriation of \$5.1 million at the beginning of fiscal years 2000, 2001, 2002 and 2003. However, by statute, the assets of the Fund are unavailable for expenditure until after fiscal year 2020.

Asset Allocation

Since July 1999, the Closed Landfill Investment Fund has been invested entirely in common stock. Given the long time horizon of this Fund and the lack of need for any short or mid-term withdrawals, this strategy will maximize the long-term gain of the Fund.

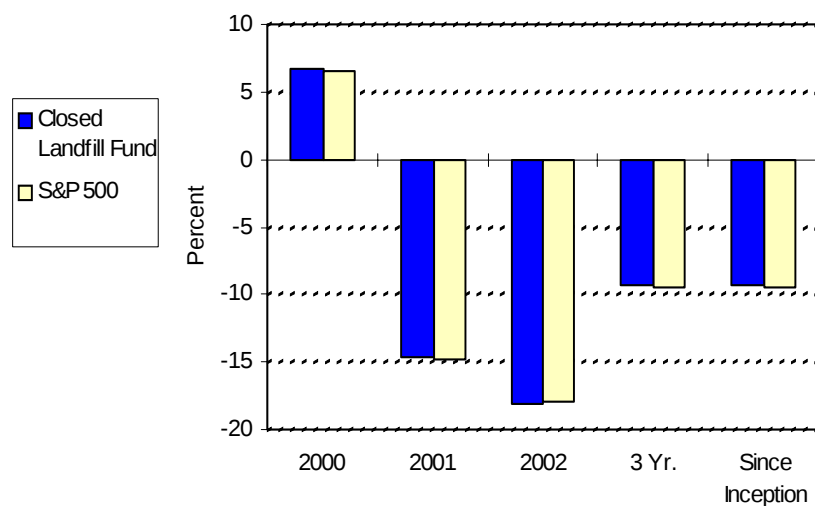
Investment Management

SBI staff manage all assets of the Closed Landfill Investment Fund. The assets are managed to passively track the performance of the S&P 500 index.

Investment Performance

The Closed Landfill Investment Fund underperformed its benchmark, the S&P 500, during the fiscal year by 0.1 percentage point. By investing in all the stocks in the benchmark at their index weighting, the segment attempts to track the benchmark return on a monthly and annual basis.

Figure 40. Closed Landfill Fund FY 2000-2002



	2000	2001	2002	3 Yr.	Since 7/1/99
Total Fund	6.7%	-14.7%	-18.1%	-9.3%	-9.3%
S&P 500	6.5	-14.8	-18.0	-9.4	-9.4

Cash Management & Related Programs

The State Board of Investment (SBI) manages the cash balances in more than 400 state agency accounts with the objectives of preserving capital and providing competitive money market returns. On June 30, 2002, the total value of these accounts was \$5.3 billion.

Internal Cash Pools

The SBI invests these cash accounts in short-term, liquid, high quality debt securities on a non-leveraged basis. These investments include U.S. Treasury and Agency issues, repurchase agreements, bankers acceptances, high grade corporates, and commercial paper. On June 30, 2002, the combined value of all agency cash balances was \$5.3 billion.

Pool Structure

Most of the cash accounts are managed by SBI staff through two pooled investment vehicles, which operate much like money market mutual funds:

— **Trust Fund Pool.** This pool contains cash balances of trust fund and retirement-related accounts that are managed internally. The Trust Fund Pool had an average daily balance of \$98.9 million during the year.

— **Treasurer's Cash Pool.** This pool contains cash balances from the Invested Treasurer's Cash and other accounts necessary for the operation of state agencies. The Treasurer's Cash Pool had an average daily balance of \$5.2 billion during the year.

Staff also manages approximately \$700 million of assets in separately managed dedicated accounts because of special legal restrictions. The vast majority of these assets are

related to state or state agency debt issuance including debt service reserves and proceeds.

Investment Performance

The SBI measures the performance of both pools against customized benchmarks which reflect the maturity structure of each pool.

For fiscal year 2002, the Trust Fund Pool outperformed its benchmark. The Treasurer's Cash Pool matched its benchmark over the last fiscal year. Both pools also outperformed the total return on 3 Month Treasury Bills.

Trust Fund Pool	2.6%
Benchmark	2.0
Treasurer's Cash Pool	3.2
Benchmark	3.2
3 Month Treasury Bills	2.3

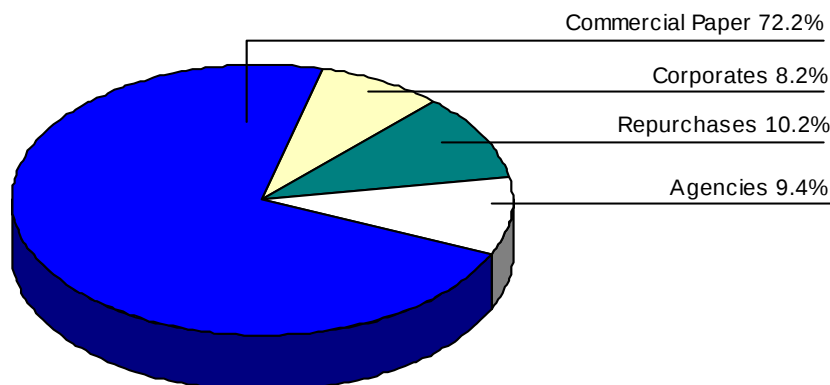
Effective January 1997, the Trust Fund Pool is measured against the IBC All Taxable Money Fund Index.

Effective January 1997, the Treasurer's Cash Pool is measured against a blended benchmark consisting of the Lehman Brother's 1-3 year Government Index for a portion of the portfolio and the IBC All Taxable Money Fund Index for the balance.

Treasurer's Cash Pool

On June 30, 2002, the Treasurer's Cash Pool was dominated by high quality commercial paper holdings.

Figure 41. Invested Treasurer's Cash Fund Distribution as of June 30, 2002



Note: Percentages may differ slightly due to rounding of values.

Cash Management & Related Programs

The composition of the pool is shown in Figure 41. At the end of the fiscal year, the pool had a current yield of 3.5% and an average maturity of 76 days.

Securities Lending Program

The SBI participates in securities lending programs in which securities held by the SBI are loaned to banks and security dealers for a daily fee. These loans are fully collateralized. Currently, the majority of the SBI's securities lending activity is undertaken by the SBI's master custodian bank, State Street Bank and Trust. State Street Bank generated additional income of approximately \$24.2 million during fiscal year 2002.

An additional lending program began during fiscal year 2000 with Wells Fargo. This program generated additional income of approximately \$1.0 million during fiscal year 2002.

Certificate of Deposit Program

The SBI also manages a certificate of deposit (CD) program in which it purchases CD's from Minnesota financial institutions. The SBI receives a market rate of return on these investments, using the average secondary CD market rate quoted by the New York Federal Reserve Bank.

The SBI's Certificate of Deposit program provides a reliable source of capital to Minnesota financial institutions, regardless of size, many of which do not have access to the national CD market. The Board designed the program so that no single institution is favored in the

allocation of assets. Only the cash reserves of the retirement funds are used in the program.

During fiscal year 2002, the SBI purchased over \$273 million of CD's from Minnesota financial institutions. Since it began the program in 1980, the SBI has purchased over \$3.9 billion of CD's from approximately 500 financial institutions throughout the state.

Securities Repurchase Program

In recent years, community banks throughout Minnesota have experienced an increased need for funds due to a reduction in local deposits and a reduced ability to sell investments held in bank portfolios due to changes in federal accounting requirements. The SBI created the Securities Repurchase Program to help meet the increased needs of banks throughout the state.

Under the program, the SBI temporarily buys securities such as Treasuries and Governments from banks under a repurchase agreement (repo). At the end of the agreement period, the securities are returned to the selling banks (i.e. "repurchased") and the bank pays the SBI principal and interest.

The transactions are fully collateralized and range in size from \$100,000 to \$2 million per institution. For ease of administration, the program uses the same rates, offering dates and maturity dates as the SBI's CD program.

During fiscal year 2002, the SBI purchased \$28.2 million in repos from Minnesota financial institutions.

Other Deferred Compensation Programs

In addition to the statewide 457 plan, the State Board of Investment (SBI) has responsibilities for several other deferred compensation-related programs:

- The SBI selects investment product providers for the Minnesota State Colleges and Universities (MnSCU) and the Minnesota Historical Society for their IRC 401(a) defined contribution retirement plans.
- The SBI is responsible for managing the assets in the Minnesota College Savings Plan, and directing all investments. The Minnesota Higher Education Services Office (MHESO) is responsible for the overall administration of the MN College Savings Plan (529 Plan).
- The SBI reviews investment product providers for the employer match to IRC 403(b) tax sheltered annuities for K-12 teachers.

The investment product providers currently used by these programs are shown in Figure 42.

In fiscal 2000, the SBI and MnSCU restructured the MnSCU plans. The restructuring resulted in the retention of a different set of investment product providers for the plans. During the 2000 Session, the Legislature repealed the statutory provision requiring selection of qualified companies to provide investment products for the 403(b) annuity employer match opportunity. The new legislation directs the SBI, when requested by an investment product provider, to review the financial standing of the company, the competitiveness of the company's investment options and returns, and the level of all charges and fees impacting those returns. The SBI implemented the new directive in fiscal 2001.

Figure 42. Investment Product Providers Selected or Approved by the SBI

MnSCU 401(a) Plans (effective July 1, 2000)

Teachers Insurance & Annuity Association- College Retirement
Equities Fund (TIAA-CREF)
Wells Fargo Bank Minnesota, N.A.

Historical Society 401(a) Plan (effective July 1, 2000)

Teachers Insurance & Annuity Association-College Retirement
Equities Fund (TIAA-CREF)

Minnesota College Savings Plan (529 Plan)

Teachers Insurance & Annuity Association-College Retirement
Equities Fund (TIAA-CREF)

Major Policy Initiatives

Legislative Update

Several items of interest to the State Board of Investment were passed during the 2002 legislative sessions. While they were part of the overall budget balancing actions taken by the Legislature, these items had policy implications for a number of funds invested by the SBI.

Laws of 2002, Chapters 220 and 374 designated the tobacco endowment funds to be used for cashflow purposes in the event the state's general fund and other fund sources fall into negative balance in the biennium. The possibility of using the tobacco endowment funds for cash needs requires the SBI to prepare for the possibility of liquidating the stocks and bonds in the accounts. The drawdown of funds from the general fund decreased total balances in the invested treasurer's cash account. In response to reduced balances in ITC, the SBI reduced the longer term component of the investment program for ITC.

Laws of 2002, Chapters 220 and 374 also required the transfer of significant balances from the assigned risk plan to the general fund. These transfers from the portfolios of the two managers handling plan investments triggered a review of plan asset allocation and manager objectives.

Laws of 2002, Chapter 397 assigned the responsibility to the SBI to invest certain sport facility funds in the event stadium plans proceeded as allowed in the legislation. No SBI actions were required in fiscal 2002 and none are anticipated in 2003 unless the legislation is amended.

Major Policy Initiatives

Police and Fire Fund Activity

Mergers with PERA

Under state law, local police and salaried firefighter plans may consolidate with the Public Employees Retirement Association (PERA). When a merger is approved, assets are transferred from the local plan to the State Board of Investment (SBI).

By statute, the Executive Director of the SBI has authority to accept assets in-kind or to require that individual holdings be converted to cash prior to the transfer. Since the investments made by local plans are similar to those made by the SBI, most assets can be transferred at their stated market value.

Since 1987, 44 plans with total assets of \$603 million have merged with PERA. After consolidation, these assets are managed as part of the Basic and Post Retirement Funds. (Please note that there remain only three local police plans and two salaried firefighter plans that have not merged with PERA. These five plans also have the statutory authority to invest in the Supplemental Investment Fund [SIF]).

Volunteer Fire Plans Investment

Volunteer firefighter retirement plans are not eligible to be consolidated with PERA. They may invest their assets with the SBI through the SIF. There are more than 700 local volunteer firefighter plans with investment authority.

During fiscal year 2002, an additional 11 volunteer firefighter plans selected the SIF for all or a

portion of their retirement assets. This brought the total number of plans participating in the SIF to 233 by the end of the fiscal year.

The SBI expects this growth trend to continue as volunteer firefighter plans become more familiar with the SBI and its ability to offer a variety of investment options at a low administrative cost.

Local Plan Performance Reports

The SBI provides the local plans that participate in the SIF reports displaying their annual returns and market values from the SIF in compliance with *Minnesota Statutes*, Chapter 356. The local plans are responsible for providing their specific data to the Office of the State Auditor.

Major Policy Initiatives

Guidelines on International Investing

As noted in prior sections of this report, the State Board of Investment (SBI) made its first international stock investments in 1992. The benefits of international investing include: increased investment opportunity, greater diversification and potential for higher return. Approximately one-half of the world's markets lie outside the U.S.

The United Kingdom, Japan, Germany and France comprise nearly two-thirds of the value of the international markets. Together with seventeen (17) other countries in Europe and the Pacific Basin, these countries comprise the developed international stock markets. Many of the emerging markets in Latin America, Eastern Europe, the Middle East, Africa and Asia may require special investment considerations and/or limitations on investment.

Task Force

The Board has established an International Investing Guidelines Task Force to recommend guidelines that address these limitations as well as other concerns related to international investing.

The membership of the Task Force includes a representative of each Board member, a representative of each statewide retirement system, two private sector representatives from the Investment Advisory Council, two representatives from organized labor and one representative from environmental groups. The SBI Executive Director and the SBI's consultant are also members of the Task Force.

Guidelines

Based on information compiled from U.S. State Department reports, the Task Force has grouped countries into three broad categories as indicated below by groups I, II and III. *It is important to note that the guidelines listed below do not prohibit an active stock manager from purchasing the stock of any country.* Rather, they require additional notification and/or that a presentation be given by the manager regarding the firm's investment strategy for investments to countries in Groups II and III.

Group I. These countries have legal structures that generally respect the rights of workers and human rights. Because these countries have strong protections for workers and human rights, there is little concern that economic and social disruptions may occur which would have an adverse effect on financial markets. As a result, active stock managers are authorized to invest in companies domiciled in these countries without additional notification to the SBI.

Group II. These countries have legal protections for workers and human rights, but violations have been cited in the State Department reports. It is thought that violations of this type may lead to economic and social disruption in these countries, which may have an adverse effect on their financial markets. An active stock manager may, however, invest in companies domiciled in the countries shown under "Group II" if the manager believes that it would be a breach of fiduciary responsibility not to do so. If a manager chooses to invest in one or more of these markets, the manager must notify the SBI in writing.

Group III. These countries lack basic protections for workers and human rights and do not appear to be making progress in establishing an appropriate legal structure to address these issues. The potential for economic, political and social unrest is seen to be greater in these countries, which may adversely affect the stability of these financial markets. An active stock manager may, however, invest in companies domiciled in countries shown under "Group III" if the manager believes that it would be a breach of fiduciary responsibility not to do so. If a manager chooses to invest in one or more of these markets, the manager must appear before the SBI to present its reasons for the decision to do so.

Review Process

When the Task Force made its original report to the Board in December 1992, they expected that the country groupings would be updated periodically to reflect changes in the world markets. At its meeting in June 1994, the Board adopted the following review process regarding guidelines:

- Staff will review reports from the US State Department regarding worker and human rights issues and designate countries "Group I, II or III" using the existing policy guidelines recommended by the Task Force and adopted by the Board.
- Staff designations will be reviewed with the SBI Administrative Committee. This includes any movement of countries between categories as well as categorizations of any new countries that need to be added to the list of available markets.

Figure 43 displays the country groupings.

Figure 43. Current International Investing Guidelines
*Country Groupings**

Group I	Group I	Group II	Group III
EAFE Countries	Non-EAFE Countries	Non-EAFE Countries	Non-EAFE Countries
Australia	Argentina	Bangladesh	Burma
Austria	Barbados	Brazil	China
Belgium	Bermuda	Bulgaria	Cote d'Ivoire
Denmark	Bolivia	Colombia	Croatia
Finland	Botswana	Ghana	Dominican Republic
France	Canada	Guatemala	Ecuador
Germany	Chile	India	Egypt
Hong Kong	Costa Rica	Indonesia	Iran
Ireland	Cyprus	Israel	Jordan
Italy	Czech Republic	Korea, Republic of	Kazakhstan
Japan	Estonia	Kuwait	Kenya
Netherlands	Greece	Malaysia	Lebanon
New Zealand	Hungary	Mauritania	Liberia
Norway	Jamaica	Mongolia	Oman
Portugal	Latvia	Morocco	Pakistan
Singapore	Lithuania	Namibia	Paraguay
Spain	Luxembourg	Nepal	Russia
Sweden	Malawi	Nigeria	Saudi Arabia
Switzerland	Mauritius	Peru	Syria
United Kingdom	Mexico	Philippines	Turkmenistan
	Panama	Romania	Ukraine
	Papua New Guinea	South Africa	United Arab Emirates
	Poland	Sri Lanka	Uzbekistan
	Slovak Republic	Swaziland	
	Slovenia	Thailand	
	Taiwan	Turkey	
	Trinidad & Tobago	Venezuela	
	Tunisia	Vietnam	
	Uruguay	Zambia	
		Zimbabwe	

** last revised in May 2001*

Major Policy Initiatives

Mandate on Northern Ireland

Requirements

The SBI is responsible for implementing certain statutory provisions concerning its investments in U.S. companies with operations in Northern Ireland. The statute requires the State Board of Investment (SBI) to:

- Annually compile a list of U.S. corporations with operations in Northern Ireland in which the SBI invests.
- Annually determine whether those corporations have taken affirmative action to eliminate religious or ethnic discrimination. The statute lists nine goals modeled after the MacBride Principles.
- Sponsor, co-sponsor and support resolutions that encourage U.S. companies to pursue affirmative action in Northern Ireland, where feasible.

The statute does not require the SBI to divest existing holdings in any companies and does not restrict future investments by the SBI.

Implementation

The SBI uses the services of the Investor Responsibility Research Center (IRRC), Washington D.C., to monitor corporate activity in Northern Ireland. In January 2002, the SBI held stocks or bonds in 57 of 69 corporations identified by IRRC as having operations in Northern Ireland.

The SBI filed shareholder resolutions with 4 of these corporations during the 2002 proxy season. The resolution asked corporations to sign the MacBride Principles and, to implement affirmative action programs.

One resolution was withdrawn after successful negotiations with the company. The voting results on three of the resolutions that made it to the ballot are shown below:

Company	Affirmative
	Vote
Baker Hughes	11.1%
BE Aerospace	7.6%
TJX Cos.	19.2%

Major Policy Initiatives

Tobacco Issues

At its September 1998 meeting, the Board adopted a resolution that requires each active and semi-passive equity manager to divest by September 2001 shares of any company which obtains more than 15 percent of its revenues from the manufacture of consumer tobacco products. Staff notified each active and semi-passive equity manager of the new policy.

As in the previous fiscal year, the Board received updates on the SBI's holdings of tobacco related stocks at each of its quarterly meetings.

Directives to Stock Managers

The existing policy follows many quarters of work by the Board on the tobacco issue. At its December 1997 meeting, the Board adopted a resolution requiring the SBI's stock managers to provide written justification to SBI staff if a manager chose to make new or additional purchases of stock in companies which obtain more than 50% of their revenues from the sale of tobacco.

At its June 1998 meeting, the Board took further action regarding SBI investment in tobacco-related stocks.

The first resolution required the SBI active and semi-passive equity managers to discontinue purchases of shares of any company that generates more than 15 percent of its revenue from the manufacture of consumer tobacco products. The second resolution required the SBI staff to prepare and submit to the Board a plan for divestiture of shares of any company that generates more than 15 percent of its revenue from the manufacture of consumer tobacco products held in the SBI's actively

and semi-passively managed equity portfolios.

The existing policy requiring divestment follows directly from the latter resolution.

At the close of fiscal year 2001, the SBI had divested from its active portfolios all shares of companies covered by its divestment resolution.

Shareholder Resolutions

During the 2002 proxy season, the SBI cosponsored two tobacco-related resolutions at three (3) companies. A resolution filed with Loews and UST requested the addition of package inserts disclosing personal and social effects related to tobacco products. The resolution filed with Philip Morris dealt with warnings related to environmental tobacco smoke.

The voting results on the three resolutions are shown below:

Company	Affirmative Vote
Loews	4.0%
Philip Morris	5.0%
UST Inc.	4.5%

Major Policy Initiatives

Proxy Voting

As a stockholder, the State Board of Investment (SBI) is entitled to participate in corporate annual meetings through direct attendance or casting its votes by proxy. Through proxy voting, the Board directs company representatives to vote its shares in a particular way on resolutions under consideration at annual meetings. These resolutions range from routine issues, such as those involving the election of corporate directors and ratification of auditors, to matters such as merger proposals and corporate social responsibility issues. In effect, as a shareholder the SBI can participate in shaping corporate policies and practices.

Voting Process

The Board recognizes its fiduciary responsibility to cast votes on proxy issues. Except for the shares held by active international managers, the SBI does not delegate the duty to its external investment managers. Rather, the SBI actively votes all shares according to guidelines established by its Proxy Committee.

The Board delegates proxy voting responsibilities to its Proxy Committee which is comprised of a designee of each Board member. The five member Committee meets only if it has a quorum and casts votes on proxy issues based on a majority vote of those present. In the unusual event that it reaches a tie vote or a quorum is not present, the Committee will cast a vote to abstain.

Voting Guidelines

The Committee has formulated guidelines by which it votes on a wide range of corporate governance and social responsibility issues. Each year the Proxy Committee reviews existing guidelines and determines which issues it will review on a case-by-case basis.

Corporate Governance Issues

The voting guidelines for major corporate governance issues are summarized below:

Routine Matters. In general, the SBI supports management on routine matters such as uncontested election of directors; selection of auditors; and limits on director and officer liability or increases in director and officer indemnification permitted under the laws of the state of incorporation.

Shareholder Rights Issues. In general, the SBI opposes proposals that would restrict shareholder ability to effect change. Such proposals include instituting super-majority requirements to ratify certain actions or events; creating classified boards; barring shareholders from participating in the determination of the rules governing the board's actions (e.g. quorum requirements and the duties of directors); prohibiting or limiting shareholder action by written consent; and granting certain stockholders superior voting rights over other stockholders.

In general, the SBI supports proposals that preserve or enhance shareholder rights to effect change. Such proposals include requiring

shareholder approval of poison pill plans; repealing classified boards; adopting secret ballot of proxy votes; reinstating cumulative voting; and adopting anti-greenmail provisions.

Executive Compensation. In general, the SBI supports efforts to have boards of directors comprised of a majority of independent directors, to have compensation committees made up entirely of independent directors, and to have executive compensation linked to a company's long-term performance.

Buyout Proposals. In general, the SBI supports friendly takeovers and management buyouts.

Special Cases. The Proxy Committee evaluates hostile takeovers, contested election of directors, compensation agreements that are contingent upon corporate change in control, and re-capitalization plans on a case-by-case basis. In addition, the Committee may review corporate governance issues affecting companies incorporated or headquartered in Minnesota on a case-by-case basis.

Social Responsibility Issues

The voting guidelines for major social responsibility issues are shown below:

Northern Ireland. The SBI supports resolutions that call for the adoption of the MacBride Principles as a means to encourage equal employment opportunities in Northern Ireland. The SBI also supports resolutions that request companies to submit reports to shareholders concerning their labor practices or their sub-contractors' labor practices in Northern Ireland.

Major Policy Initiatives

Tobacco and Liquor. In general, the SBI supports a variety of tobacco and liquor related resolutions including those that call for corporations to limit their promotion of tobacco and liquor products and to report on their involvement in tobacco issues.

Environmental Protection. In general, the SBI supports resolutions that require a corporation to report or disclose to shareholders company efforts in the environmental arena. In addition, the SBI supports resolutions that request a corporation to report on progress toward achieving the objectives of the Ceres Principles (formerly known as the Valdez Principles), an environmental code of conduct for corporations.

Other Social Responsibility Issues. In general, the SBI supports proposals that require a company to report or disclose to shareholders company efforts concerning a variety of social responsibility issues. In the past, these reporting resolutions have included issues such as affirmative action programs, animal testing procedures, nuclear plant safety procedures and criteria used to evaluate military contract proposals.

Summary of FY 2002 Proposals

During fiscal year 2002 the SBI voted proxies for approximately 2,100 U.S. corporations.

As in past years, the issues on corporate ballots included a broad range of proposals in the *corporate governance* area, as reflected in information provided by the Investor

Responsibility Research Center (IRRC), Washington, D.C.:

- Shareholders submitted 44 proposals to redeem “poison pills” (an anti-takeover device) or submit them to shareholder vote. This proposal received average support of 58.8%.
- Five (5) proposals were submitted concerning confidential voting. These proposals received average support of 59.4%.
- Other proposals included the repeal of classified boards which were supported by an average of 62% of shares voted; shareholder approval of severance packages to top executives (“golden parachutes”) which received support from an average of 38.5% of shares voted; cumulative voting which was supported by an average of 31.9% of shares voted; proposals to increase board independence received support from an average of 30.2% of shares voted; and the prohibition of the repricing of underwater stock options (lowering the price of stock options whose stock price had declined) received average support of 36.4%

In the *social responsibility* area, the environment, global labor standards, fair employment issues-both domestic and international, and tobacco were the major issues, as reflected in information provided by the IRRC:

- A variety of environmental issues received 16 resolutions and received average support ranging from 6.3% to 19.0%.

- Executive pay and social performance issues received 10 resolutions with an average support level of 9.2%.
- Equal employment issues received 14 resolutions with an average support of 13.0%.
- Resolutions on a variety of tobacco-related issues were on 10 ballots with an average support of 4.7%.
- Human rights issues received 9 resolutions with an average support level of 7.0%.
- Northern Ireland issues received 6 proposals this year with an average support of 13.6%.
- Global Labor Standards received 27 proposals this year with an average support of 10.4%.

Investment Manager Summaries

Domestic Equity Program Managers

Active

Alliance Capital Management L.P.

Alliance searches for companies likely to experience high rates of earnings growth on either a cyclical or secular basis. Alliance invests in a wide range of medium to large growth companies and the firm does not tend to concentrate on one particular type of growth company over another. However, the firm's decision-making process is much more oriented toward macroeconomic considerations than is the case with most other growth managers. Accordingly, cyclical earnings prospects, rather than secular, appear to play a larger role in terms of stock selection. Alliance is not an active market timer, rarely raising cash above minimal levels. They manage a concentrated stock portfolio of about 40 companies. The firm was retained by the SBI in March 1983.

Cohen Klingenstein & Marks, Inc.

Cohen Klingenstein & Marks seeks to outperform the market by focusing on two variables: economic cycles and security valuation. Within economic cycles, they believe that stocks exhibit predictable patterns that reflect changing expectations on corporate profits and interest rates. Similarly, they believe that stock prices normally reflect earnings expectations. The firm exploits short run inefficiencies through an unbiased process that relates the price of a stock to consensus earnings expectations. The firm was retained by the SBI in April 1994.

FLA Asset Management, LLC

Forstmann-Leff uses a combination top-down, bottom-up investment approach. The top-down is based on macroeconomic analysis, including the development of industry themes and sector emphasis. The highly structured and disciplined security selection strategy is based on proprietary fundamental research, including qualitative and quantitative techniques. Based upon its macroeconomic outlook, the firm tends to purchase liquid, medium to large capitalization stocks that will benefit the most during the current phase of the market cycle. The firm was retained by the SBI in March 1983.

Franklin Portfolio Associates, LLC

Franklin's investment decisions are quantitatively driven and controlled. The firm believes that consistent application of integrated multiple valuation models produces superior investment results. The firm's stock selection model is a composite model comprised of 30 valuation measures each of which falls into one of the following groups: fundamental momentum, relative value, future cash flow, and economic cycle analysis.

Franklin utilizes a quantitative approach and seeks to add value by focusing on buying and selling the right stock rather than attempting to time the market or pick the right sector or industry groups. Franklin was retained by the SBI as an active manager in April 1989.

GeoCapital, Corporation

GeoCapital invests primarily in small capitalization equities with the intent to hold them as they grow into medium and large capitalization companies. The firm uses a theme approach and individual stock selection analysis to invest in the

growth/technology and intrinsic value areas of the market. In the growth/technology area, GeoCapital looks for companies that will have above average growth due to strong product development and limited competition. In the intrinsic value area, the key factors are corporate assets, free cash flow, and an unrecognized catalyst that will cause a positive change in the company. The firm generally stays fully invested, with any cash positions due to the lack of attractive investment opportunities. GeoCapital was retained by the SBI in April 1990.

Lincoln Capital Management

Lincoln Capital concentrates on leading, medium to large capitalization companies that have strong historical and projected growth rates. The firm uses traditional fundamental company analysis focusing on cash flow growth and capital productivity in its stock selection process. Companies held by Lincoln generally exhibit premium price/book ratios, high return on equity, and strong balance sheets. These are characteristics consistent with their large cap growth style. Lincoln was retained by the SBI in July 1993.

New Amsterdam Partners LLC

New Amsterdam Partners believes that investment results are evaluated by actual return, and therefore, investment opportunities should be evaluated by expected return. They believe that all valid techniques depend on forecasts of the amounts and timing of future cash flows. Thus, the firm focuses on forecasted earnings growth, yield, price-to-book ratio, and forecasted return on equity. They believe that the disciplined application of their valuation techniques in conjunction with sound financial analysis of companies, is the key to

Investment Manager Summaries

understanding and maximizing investment returns. New Amsterdam was retained by the SBI in April 1994.

Oppenheimer Capital

Oppenheimer Capital's strategy is to buy companies that are selling at a price below their determination of the company's intrinsic value. Their process is bottom-up based on fundamental analysis. Factors they look for when evaluating companies include a strong industrial or commercial position, often where there are significant barriers to entry. They look for companies that are financially sound and have a management team that is devoted to the interest of shareholders. They believe that discretionary cash flow, cash that remains after a company spends what is needed to sustain its commercial position, is a primary determinant of a firm's potential to build value for shareholders. The firm was retained by the SBI in July 1993.

UBS Global Asset Management, Inc. (formerly Brinson Partners, Inc.)

UBS is a fundamental, long-term, value-oriented investor. They model a quantifiable estimate of intrinsic value from an owner's perspective, and then compare that value estimate to the current stock price. These resulting price/value differences, applied over a broad range of companies, then become the building blocks of the security selection process. Portfolio construction focuses on market sensitivity, common factor exposures, industry weightings, and individual stock selection. UBS was retained by the SBI in July 1993.

Semi-Passive

Barclays Global Investors

Barclays uses a Core Alpha Model which disaggregates individual equity returns for each of the 3500 stocks in their universe into three inputs: fundamental, expectational, and technical. The fundamental inputs look at measures of underlying company value including earnings, book value, cash flow, and sales. These factors help identify securities that trade at prices below their true economic value. The expectational inputs incorporate future earnings and growth rate forecasts made by over 2500 security analysts. The technical inputs provide a measure of recent changes in company fundamentals, consensus expectations, and performance. Estimated alphas are used in a portfolio optimization algorithm to identify the optimal portfolio that maximizes the portfolio's alpha while maintaining a risk level specified by the SBI. The firm was retained by the SBI for semi-passive management in January 1995.

Franklin Portfolio Associates, LLC

For the *semi-passive* product, Franklin adds incremental value to a benchmark by buying stocks ranked the highest and selling stocks ranked the lowest, while maintaining the portfolio's systematic risk and industry weightings at levels similar to the benchmark. Franklin attempts to allocate 75% or more of the total risk level set by the client to specific stock selection and the rest to systematic and industry risk. The firm always remains fully invested. The SBI retained Franklin as a semi-passive manager in January 1995.

J.P. Morgan Investment Management Inc.

J.P. Morgan manages a semi-passive portfolio for the SBI and believes that superior stock selection is necessary to achieve excellent investment results. To accomplish this objective, they use fundamental research and a systematic valuation model. Analysts forecast earnings and dividends for the 650 stock universe and enter these into a stock valuation model that calculates an expected return for each security. The stocks are ranked according to their expected return within their economic sector. Stocks most undervalued are placed in the first quintile. The portfolio includes stocks from the first four quintiles, favoring the highest ranking stocks whenever possible, and sells those in the fifth quintile. In addition, the portfolio will closely approximate the sectors and style of the benchmark. The firm remains fully invested at all times. The firm was retained by the SBI in January 1995.

Passive

Barclays Global Investors

For the passive account, Barclays seeks to minimize tracking error subject to trading costs, and controls overall investment and operational risks. Their strategy is to invest across the broad market while excluding smaller, illiquid securities from the investment universe. An optimized approach is taken to security selection. Optimization effectively trades off expected tracking error with cost of trading to determine which trades should be executed. Barclays was retained by the SBI for passive management in July 1995.

Investment Manager Summaries

Emerging Managers Program

Artemis Investment Management LLC

Artemis believes that excess rates of return above benchmark indices are derived from investments in companies that initiate and embrace change in their businesses. They want to identify those small cap companies that they believe (1) have catalysts that can accelerate future earnings and cash flow growth rates; and (2) are attractively valued relative to their respective peer groups. In order to implement their investment philosophy, they use relative value analysis, which is a bottom-up, stock picking approach driven by fundamental research and frequent meetings with company managements. The portfolio is diversified in terms of growth rates and exposure in all economic sectors. Artemis was retained by the SBI in July 2000.

Bay Isle Financial Corporation

Bay Isle Financial believes that companies with strong fundamentals and management will outperform and that these companies can be found at a discount to fair value. To capitalize on these ideas, they perform rigorous fundamental analysis on cash flow growth and balance sheet strength and evaluate a company's business, major competitors and management strength. Bay Isle closely monitors risk levels relative to the benchmark and the portfolio is diversified across most industry sectors. Bay Isle was retained by the SBI in July 2000.

Earnest Partners, LLC

Earnest Partners utilizes a proprietary valuation and performance model and rigorous fundamental review to identify stocks with the most attractive relative returns. They have identified six performance drivers – valuation measures, operating trends, market

trends, growth measures, profitability measures and macroeconomic measures – and have done extensive research to determine which combination of performance drivers, or return patterns, precede out-performance for stocks in each sector. They select stocks whose return patterns suggest favorable performance and control risk using a statistical program designed to measure and control the prospects of substantially under-performing the benchmark. The portfolio is diversified across industry groups. Earnest Partners was retained by the SBI in July 2000.

Holt-Smith & Yates Advisors

Holt-Smith & Yates invests in companies demonstrating superior growth in earnings over a long period of time. They use bottom-up fundamental analysis, focusing on historical and forecasted sales and earnings trends, profit margin trends, debt levels and industry conditions. They seek to purchase large-cap companies that meet their strict valuation criteria and that have superior fundamentals to that of the benchmark. Companies must currently have a five year projected growth rate of over 20% and a PEG (P/E ratio to growth rate) ratio of below 150%. They hold concentrated portfolios, and the portfolio has low turnover. Holt-Smith was retained by the SBI in July 2000.

Next Century Growth Investors, LLC

Next Century Growth's (NCG) goal is to invest in the highest quality and fastest growing companies in America. They believe that growth opportunities exist regardless of the economic cycle. NCG uses fundamental analysis to identify companies that will surpass consensus earnings estimates which they believe to be the number one

predictor of future out-performance. Their investment process focuses on growth companies that have superior top line revenue growth (15% or greater), high profitability, and strong balance sheets that are well poised to outperform the market. NCG believes in broad industry diversification; sector exposures are limited to twice the benchmark weighting and individual positions to five percent. Next Century was retained by the SBI in July 2000.

Peregrine Capital Management, Inc.

Peregrine's Small Cap Value investment process begins with their proprietary valuation analysis, which is designed to identify the small cap value stocks most likely to outperform. The valuation analysis identifies the most under-priced securities on a sector-by-sector basis. Drawing on thirty years of data, the analysis looks at different combinations of sixty fundamental factors most relevant in each sector to identify stocks that offer significant value relative to the companies' underlying fundamentals. The focus of the team's fundamental research is to determine if one or more of the style's "Value Buy Criteria" are present – these include short-term problems, unrecognized assets, take-over potential, and catalysts for change. The portfolio is diversified and sector weights are aligned closely to the benchmark. This allows stock selection to drive performance. Peregrine was retained by the SBI in July 2000.

Valenzuela Capital Partners, LLC

Valenzuela Capital Partners believes that stock selection and adherence to valuation analysis are the backbone of superior performance. Their investment philosophy is mid-cap value oriented. The firm seeks companies with attractive valuations which are experiencing or beginning

Investment Manager Summaries

to experience positive changes in revenues, positive changes in gross or operating margins, and/or positive changes in financial structure. The firm believes that below market valuations provide downside protection during weak market periods. In strong markets the portfolios will be driven by both improving earnings and multiple expansion. Valenzuela was retained by the SBI in April 1994.

Voyageur Asset Management, LLC

Voyageur's Large Cap Growth Equity strategy is focused on achieving consistent, superior performance with near-benchmark risk. They seek high quality growth companies with exceptional financial strength and proven growth characteristics. They believe that sound fundamental analysis reveals those companies with superior earnings achievement and potential. Their screening process identifies companies that over the past five years have had higher growth in sales, earnings, return on equity, earnings stability and have lower debt ratios relative to their benchmark. Because they focus on diversification and sector limitations, they believe they can continue to outperform as different investment styles move in and out of favor. Voyageur was retained by the SBI in July 2000.

Winslow Capital Management, Inc.

Winslow Capital is a fundamental, "bottom-up" investment firm with all portfolio managers acting as research analysts. They believe investing in companies with consistent and sustainable growth provides the best opportunity for achieving superior portfolio returns over the long term. The objective is to achieve a weighted average annual earnings growth rate in excess of 25%, over a 2-3 year time horizon. These

companies tend to have consistently strong sales and earnings growth, high return on equity, low debt to capital, strong cash flow, high inside ownership, steady or rising margins, a high level of earnings stability, and a sustainable competitive advantage. Hands-on research includes frequent, direct communication with senior management of portfolio holdings. The research process allows implementation of their investment philosophy in all market environments and delivers superior returns with a low relative level of volatility. Winslow Capital was retained by the SBI in April 1994 to manage a large cap portfolio. This mandate was changed to a small cap focus in July 2000.

Zevenbergen Capital, Inc.

Zevenbergen Capital's investment philosophy is founded on the principles that superior fundamentals drive stock price appreciation and exceptional management combined with balance sheet strength provides capital protection. The firm employs a forward looking, bottom-up investment process designed for long-term results. Portfolios are constructed with companies presenting established and prospective revenue, cash flow and earnings growth, while diversification and risk control are accomplished through a blend of company size, expected growth rates, and appropriate portfolio weightings. ZCI remains fully invested to ensure market participation. Zevenbergen was retained by the SBI in April 1994.

Portfolio statistics for each of the domestic equity managers can be found in the Statistical Data section of this report.

International Program Managers

Active Developed

American Express Asset Management International, Inc.

American Express Asset Management's (AEAM) objective is to identify inefficiencies in market value at the regional, sector and stock level. Their investment process concentrates on identifying non-consensus market views, focusing on return on capital criteria, leading to investment opportunities that they can exploit. AEAM's core international equity approach is to combine top-down and bottom-up factors to construct a portfolio of large cap stocks. They start the decision-making process with the development of their macroeconomic outlook, leading to the development of investment themes. The bottom-up stage of their process involves identifying the most attractive stocks within sectors using a well defined set of key criteria, combined with a strong sell discipline. American Express was retained by the SBI in February 2000.

Britannic Asset Management International (formerly Blairlogie Capital Management)

Britannic has developed a model that ranks countries based on a collection of current and historical data. The model has been adapted to use similar types of data to separately rank sectors. Their quantitative analysis is enhanced with significant qualitative assessments to evaluate things a model cannot review. They continuously strive for the optimum combination of quantitative inputs and those based on the portfolio managers' judgment, but believe that objective, measurable facts must always be the starting point for making sound investment decisions.

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Britannic's approach is primarily top-down, but also incorporates bottom-up stock selection. Their process is based on an underlying objective of producing premium returns consistently above their benchmark in any market environment, while carefully controlling risk and limiting volatility. Britannic's portfolio is broadly diversified in international markets, in terms of both country and stock selection. Britannic was retained by the SBI in February 2000.

INVESCO Global Asset Management, Inc.

INVESCO employs a systematic process that identifies undervalued companies, combined with a consistently applied portfolio design process to control the predictability and consistency of returns. INVESCO managers believe they can add value by identifying and investing in stocks which are attractively priced relative to the sustainable growth potential of the company. Portfolios are constructed on a bottom-up basis. They select individual companies rather than countries, themes, or industry groups. This is the first of four cornerstones of their investment approach. Secondly, they conduct financial analysis on a broad universe of non-U.S. companies, with key financial data adjusted to be comparable across countries and currencies. Third, INVESCO believes that using the firm's own local investment professionals enhances fundamental company research. Finally, they manage risk and ensure broad diversification relative to the clients' benchmarks utilizing a statistics-based portfolio construction approach instead of utilizing country or industry constraints. INVESCO was retained by the SBI in February 2000.

Marathon Asset Management, Ltd.

Marathon uses a blend of flexible, qualitative disciplines to construct portfolios. Style and emphasis will vary over time and by market, depending on Marathon's perception of what represents the lowest risk opportunity. Since the firm believes that competition determines profitability, Marathon is attracted to industries where the level of competition is declining, and the firm will hold a sector position as long as the level of competition does not increase. At the stock level, Marathon tracks a company's competitive position relative to the attractiveness of their products or services and determines whether the company is following an appropriate reinvestment strategy for their current competitive position. Marathon was retained by the SBI in November 1993.

T. Rowe Price International, Inc.

The T. Rowe Price investment approach links a broad macroeconomic framework with an awareness of the attractiveness of individual stock opportunities within each market and sector. Stocks are selected using fundamental analysis that emphasizes growth at a reasonable price. The aim is to identify companies whose prospects are attractive on a two-year investment horizon and whose fundamental earnings growth will be above average within its industry or geographic region. Within this framework, a regional oriented team coupled with a global sector oriented team are responsible for investment decisions within two separate portfolios which are combined. Several quantitative tools are used to evaluate a security's prospects, however, it is ultimately the managers' seasoned judgment that will cause a stock to be introduced, held, or excluded from portfolios.

Country and industry weightings result directly from stock selection. T. Rowe Price was retained by the SBI in November 1993.

UBS Global Asset Management, Inc. (formerly Brinson Partners, Inc.)

UBS is a fundamental, long-term, value-oriented investor. The focus of UBS' fully active strategy is to pick the most attractive stocks, industries and countries. Their investment research process identifies discrepancies between a security's fundamental value and its observed market price - both across and within global equity markets. They exploit these discrepancies using a disciplined fundamental approach. Their research teams evaluate companies in their markets around the world and assign relative price/value rankings based on the present value of each company's expected future cash flows. The portfolio construction group utilizes this global network of resources to systematically develop portfolio strategy. Currency strategies are developed separately and coordinated with country allocations. UBS was retained by the SBI in April 1993 with an active country/passive stock mandate. In October of 1999, UBS converted the portfolio to a fully active mandate.

Passive

State Street Global Advisors

State Street manages an international index portfolio designed to track the Morgan Stanley Capital International Index of Europe, Australasia and the Far East (EAFE Free). State Street uses a full replication strategy to construct the index by country. Stock index and country futures, approved by the Commodity Futures Trading Commission, are also used to minimize tracking error and allow for

Investment Manager Summaries

cash in flow and out flow. State Street was retained by the SBI in October 1992.

Emerging Markets

Alliance Capital Management, L.P.

Alliance Capital's Emerging Markets Equity process focuses on fundamental research-driven stock selection, which is structured by industries within the emerging markets regions. Alliance's regional portfolio management and research teams, focused on Asia, Eastern Europe/Middle East/Africa and Latin America, construct portfolios within their respective regions. These regional portfolios are aggregated to establish Alliance's total emerging market exposure around the world. Alliance believes that investment success in the emerging markets stems from investing in those companies in each region with quality managements in growth businesses and with superior fundamentals. Alliance further believes that these companies can best be identified through rigorous fundamental research conducted by internal, on-the-ground research. Although the investment philosophy emphasizes bottom-up stock selection, parameters are established at the portfolio level to manage risk. Exposures by region are maintained close to the major emerging markets benchmark weights, and deviations are made when an excess or a lack of opportunities exist within a particular region. Maximum position constraints are imposed at the stock and country level, and industry exposures are generally a by-product of stock selection. The SBI retained Alliance Capital in January 2001.

Capital International, Inc.

Capital International, Inc. has a long history of investing in emerging markets for its affiliate, Capital

Guardian Trust Company, one of the Capital Group Companies. Capital is distinguished by its extensive commitment to fundamental research, with a large team of experienced analysts focused on gathering in-depth information first-hand on companies throughout the world. Their philosophy can best be described as value-oriented with research efforts focused on trying to identify the difference between the underlying value of a company and the price of its securities in its home market. This basic, fundamental approach is blended with macroeconomic and political judgments on the outlook for economies, industries, currencies and markets. A critical ingredient in this blending process is the recognition that the relative importance of each factor will vary from time to time, and none can be treated as being of paramount importance at all times. The account is divided among nine portfolio managers and a research portfolio managed by a team of research analysts who select stocks within the sectors they cover. All portfolio managers are free to make their own decisions (within risk control limits) as to sector, quality emphasis, cash reserves, and issue selection. The SBI retained Capital International, Inc. in January 2001.

Morgan Stanley Investment Management

Morgan Stanley Investment Management is an emerging markets specialist. Their belief is that the emerging markets are a distinct asset class offering a diverse set of investment opportunities. As both macroeconomic and stock-specific factors drive the emerging markets, Morgan Stanley integrates both top-down country allocation and bottom-up stock selection in order to produce superior performance over the medium to long term. Effective investment management requires a

dedicated manager who utilizes a set of investment tools tailored to the return and risk potential of this asset class. Morgan Stanley's core investment style combines growth and value as both are potential drivers of performance in emerging markets investing. They believe that growth-oriented companies trading at attractive valuations offer the best return prospects in the emerging markets. Morgan Stanley Investment Management was retained by the SBI for emerging market management in January 2001.

Schroder Investment Management North America, Ltd.

As a fundamental active manager, Schroder believes in the potential to gain a competitive advantage from in-house research, which will translate into superior investment performance through disciplined portfolio construction. Their focus in Emerging Markets is on: 1) identifying those countries that will show predictable and sustainable growth over the longer-term and 2) those companies that can leverage this superior economic growth to generate above average growth in earnings and cash flow. All investment decisions are subject to judgment of reasonable valuation and are based on a framework of expected returns. The resulting portfolio is well diversified, as they have a preference for multiple active positions, and risk is further controlled through active consideration of liquidity and volatility characteristics. Accordingly they seek out return through their global research capability, and manage risk through the construction of portfolios which reflect their strongest research views. The SBI retained Schroders in January 2001.

Investment Manager Summaries

Portfolio statistics for each of the international managers can be found in the Statistical Data section of this report.

Fixed Income Program Managers

Active

American Express Asset Management Group, Inc.

American Express manages portfolios using a top-down approach ending with in-depth fundamental analysis. The firm actively manages five components of the portfolio: duration, maturity structure, sector selection, industry emphasis, and security selection. The duration and maturity structure of the portfolio are determined by the firm's economic analysis and interest rate outlook. This analysis will also identify the sectors and industry groups the firm expects to produce the best rates of return on a risk adjusted basis. American Express employs in-depth fundamental research and credit analysis combined with proprietary valuation disciplines to reconfirm industry groups and identify individual securities that will achieve superior rates of return. American Express was retained by the SBI in July 1993.

Deutsche Asset Management, Inc.

Deutsche believes there are significant pricing inefficiencies inherent in bond markets and that diligent credit analysis, security structure evaluation, and relative value assessment can be used to exploit these inefficiencies. The firm avoids interest rate forecasting and sector rotation because they believe these strategies will not deliver consistent out performance versus the benchmark over time. The firm's value added is derived primarily

from individual security selection. Portfolio managers and analysts research bonds within their sector of expertise and construct portfolios from the bottom-up, bond by bond. Sector weightings are a byproduct of the bottom-up security selection. Deutsche was retained by the SBI in February 2000.

Dodge & Cox Incorporated

Dodge & Cox manages a high quality, diversified portfolio of securities that are selected through fundamental analysis. The firm believes that by combining fundamental research with a long-term investment horizon it is possible to uncover inefficiencies in the valuation of market sectors and individual securities. When this fundamental research effort is combined with a disciplined program of risk analysis, attractive returns are possible over the long-term. To seek superior returns, Dodge & Cox emphasizes sector and security selection, strives to build portfolios that have a higher yield than the broad bond market, and analyzes portfolio and individual security risk. Dodge & Cox was retained by the SBI in February 2000.

Metropolitan West Asset Management, LLC

Metropolitan West manages portfolios with the goal of consistently out performing the benchmark while maintaining below average volatility. Metropolitan West believes consistent out performance is gained through the measured application of five value-added strategies: 1) limited duration shifts; 2) yield curve management; 3) security selection; 4) buy/sell execution strategies; and 5) sector rotation. The team formulates fixed income strategies based on their long-term fundamental economic outlook. This outlook is debated

quarterly and revised based on cyclical and secular developments in the economy and financial markets. From this review, major themes are identified that they believe will be key in driving the economy and Federal Reserve policy. Metropolitan West was retained by the SBI in February 2000.

Morgan Stanley Investment Management

Morgan Stanley (formerly Miller Anderson & Sherrerd) focuses on four key decisions in structuring portfolios: interest-rate sensitivity, yield-curve exposure, portfolio credit quality, and portfolio prepayment risk. The firm is a value investor, purchasing securities they believe are relatively cheap and holding them until relative values change or until other securities are identified which are better values than those in the portfolio. Morgan Stanley is a long-term investor and is willing to purchase a portfolio that represents the best values in the market, even if the market does not recognize that value in the near future. In developing their interest-rate strategy the firm relies primarily on value-based criteria to determine when markets are offering generous compensation for bearing interest-rate risk, rather than trying to anticipate interest rates. Value is added in the corporate sector by selecting the cheapest corporate bonds and controlling credit risk through broad diversification and strict position limits. Mortgage securities are often used to replace U.S. Treasuries in portfolios, and the firm has significant expertise in managing the prepayment risks of mortgages. Morgan Stanley was retained by the SBI in July 1984.

Western Asset Management

Western emphasizes the use of multiple strategies and active sector and issue selection, while

Investment Manager Summaries

constraining overall interest rate risk relative to the benchmark. Multiple strategies are proportioned so that results do not depend on one or two opportunities, and no single adverse market event would have an overwhelming effect. This approach adds consistent value over time and can reduce volatility. Long term value investing is Western Asset's fundamental approach. In making their sector decision, the firm seeks out the greatest long-term value by analyzing all fixed income market sectors and their economic expectations. Individual issues are identified based on relative credit strength, liquidity, issue structure, event risk, covenant protection, and market valuation. Western believes that successful interest rate forecasting is extremely difficult to accomplish consistently and consequently keeps portfolio duration within a narrow band around the benchmark. Western was retained by the SBI in July 1984.

Semi-Passive

BlackRock Inc.

BlackRock manages a semi-passive index portfolio that closely tracks the Lehman Aggregate. BlackRock's strategy is a controlled-duration, sector rotation style, which can be described as active management with tighter duration, sector, and quality constraints. BlackRock seeks to add value through: 1) controlling portfolio duration within a narrow band relative to the benchmark, 2) relative value sector/sub-sector rotation and security selection, 3) rigorous quantitative analysis to the valuation of each security and of the portfolio as a whole, 4) intense credit analysis and review, and 5) the judgment of experienced portfolio managers. Advanced risk analytics measure the potential impact of various sector and security strategies

to ensure consistent value added and controlled volatility. BlackRock was retained by the SBI in April 1996.

Goldman Sachs Asset Management

Goldman manages a semi-passive portfolio that closely tracks the Lehman Aggregate. Goldman manages the portfolio within a risk-controlled framework. The firm relies primarily on sector allocation and security selection strategies to generate incremental return relative to the benchmark. To a lesser degree, term structure and very controlled interest rate anticipation strategies are also implemented. Portfolios are diversified among various sectors and individual securities. Goldman combines long-term strategic investment tilts with short-term tactical trading opportunities. Strategic tilts are based on fundamental and quantitative sector research and seek to optimize the long-term risk/return profile of portfolios. Tactical trades between sectors and securities within sectors are implemented to take advantage of short-term market anomalies. Goldman was retained by the SBI in July 1993.

Lincoln Capital Management Company

Lincoln manages a semi-passive portfolio that closely tracks the Lehman Aggregate. Lincoln's process relies on a combination of quantitative tools and active management judgment. Explicit quantification and control of risks are at the heart of their investment process. Lincoln uses proprietary risk exposure analysis to analyze 25 interest rate factors, and over 30 spread-related factors, including those relating to credit quality, sector classification and sub-sector representations. Lincoln analyzes every bond in the index for all relevant factors, and capitalization

weights the results to calculate index level risk exposures. For each interest rate factor, the portfolio is very closely matched to the index to ensure that the portfolio earns the same return as the index for any change in interest rates. For each spread factor, the portfolio can deviate slightly from the index as a means of seeking value-added. Setting active risk exposures that must fall within pre-established limits controls risk. To control credit risk, corporate holdings are diversified across a large number of issues. Lincoln was retained by the SBI in July 1988.

Portfolio statistics for each of the bond managers can be found in the Statistical Data section of this report.

Alternative Investment Managers

Basic Retirement Funds

Real Estate

UBS Realty Investors Fund: RESA

Real Estate Separate Account (RESA) is an open-end commingled real estate fund managed by UBS Realty, acquired from Aetna Life Insurance Company. The fund was formed in 1978 and the SBI's commitment was made in 1982. The fund has no termination date; investors have the option to withdraw all or a portion of their investments. RESA invests primarily in existing equity real estate. Investments are diversified by location and type of property. On-site management of properties is contracted to outside firms or conducted by a joint venture partner.

Investment Manager Summaries

Colony Advisors

Funds: Colony Investors II Colony Investors III

Colony Investors II and III are closed-end commingled real estate funds managed by Colony Capital Inc. of Los Angeles, CA. The funds' strategy is to invest in undervalued equity and debt real estate-related assets. The SBI committed to Fund II in 1994 and Fund III in 1998. Fund II is expected to terminate in 2003 and Fund III in 2008.

Equity Office Properties Trust

Fund: Equity Office Properties Trust (EOP)

Equity Office Properties Trust (EOP), based in Chicago, is the successor entity to three Zell/ Merrill Lynch Real Estate funds in which the SBI had prior investments. In 1997, the Zell/ Merrill Lynch Real Estate funds were combined into a single publicly traded entity and the SBI received shares in EOP. Like the original Zell/Merrill Lynch Real Estate funds, EOP focuses primarily on office property real estate investments located throughout the U.S. As a publicly-traded company, EOP has an indefinite life.

First Asset Realty

Fund: First Asset Real Estate Equity Fund

First Asset Fund (FAREEF), was created by First Bank (now US Bancorp) in 1981 as an open-end real estate fund and in 1990 adopted a closed-end format. The fund is currently in liquidation and property sale proceeds are being distributed to unit holders. The SBI received this investment through Police and Fire Fund consolidations.

Heitman Advisory Corp. (HAC)

Funds: HAC Group Trust I HAC Group Trust II HAC Group Trust III HAC Group Trust V

HAC Group Trusts are closed-end commingled funds managed by the Heitman Advisory Group. The majority of the trust investments are equity real estate. The real estate portfolios are diversified by the type and location of the properties. Heitman manages the trusts' wholly-owned properties. Heitman Advisory is based in Chicago. The SBI committed to the Group Trusts in 1984, 1985, 1987 and 1991. All funds are in the process of liquidating their holdings.

LaSalle Advisors

Fund: LaSalle Income Parking Fund

The Income Parking Fund is a closed-end commingled fund managed by LaSalle Advisors of Chicago, Illinois. The fund's main strategy is to acquire unleveraged parking facilities to maximize current return to the investors. The SBI committed to the Fund in 1991. The fund is expected to terminate in 2005.

Lend Lease Real Estate Group

Fund: Prime Property Fund

Prime Property Fund was formed in 1973 by the New York-based Lend Lease Real Estate Group, Inc. (formerly, the Equitable Real Estate Group). The account is an open-end commingled real estate fund and the SBI's commitment was made in 1981. The fund has no termination date and investors retain the option to withdraw all or a portion of their investment. The fund makes equity investments in existing real estate and is diversified by location and property type. Management of the

fund's properties is contracted to outside firms or is conducted by joint venture partners.

Rosenberg Real Estate Equity Fund (RREEF)

Fund: RREEF USA III

RREEF USA III is a closed-end commingled fund managed by the Rosenberg Real Estate Equity Funds. Typically, the trust purchases 100% of the equity of its properties with cash. The trust generally does not utilize leverage or participating mortgages. Properties are diversified by location and type. RREEF's in-house staff manages the trust's real estate properties. The firm's primary office is located in San Francisco. The SBI committed to the fund in May 1984. The Fund has reached the end of its investment term and is liquidating its property holdings.

State Street Bank & Trust

Funds: AEW - State Street Real Estate Fund III AEW - State Street Real Estate Fund V

State Street Real Estate Funds are closed-end commingled funds managed by the State Street Bank and Trust Company of Boston. State Street Bank has retained Aldrich, Eastman and Waltch (AEW) as the funds' advisor. The funds' special orientation is the use of creative investment vehicles such as convertible and participating mortgages to maximize real estate returns. The real estate portfolios are diversified by location and property type. On-site property management typically is contracted to outside firms or conducted by joint venture partners. The SBI committed to the funds in 1985 and 1987. The funds are in the process of liquidating their holdings.

Investment Manager Summaries

TA Associates Realty

Fund: **TA Realty Associates Fund III**
TA Realty Associates Fund IV
TA Realty Associates Fund V

TA Realty Associates Funds III, IV and V are closed-end, commingled real estate funds managed by TA Associates Realty of Boston, MA. The funds invest in small to medium sized properties generally diversified by location and type. On-site management of properties is contracted to outside firms. The SBI committed to the funds in 1994, 1997 and 1999, respectively. Each fund has a ten year term.

Private Equity

Adams Street Partners

Funds: **Venture Partnership Acquisition Fund I**
Venture Partnership Acquisition Fund II

(Adams Street formerly Brinson Partners) Venture Partnership Acquisition Funds I and II were formed in 1988 and 1990, respectively. The limited partnerships are currently selling remaining fund investments. Fund I and II invest exclusively in secondary venture capital limited partnership interests which are sold by investors who, for a variety of reasons, have decided to sell some or all of their venture capital holdings. Adams Street Partners is based in Chicago, Illinois.

Blackstone Group

Fund: **Blackstone Capital Partners Fund II**

The Blackstone Capital Partners Fund II is a limited partnership which was formed in 1993 and has a ten year term. Based in New York, the fund will invest in a diverse number and type of private equity

transactions. Up to 25% of the fund may be invested outside of the United States and Canada.

Blum Capital

Fund: **BLUM Strategic Partners BLUM Strategic Partners II**

BLUM Strategic Partners, L.P., and BLUM Strategic Partners II were organized in 1998 and 2001 respectively, and have ten year terms. Based in San Francisco, the funds will focus on value-oriented private and public equity investments located primarily in the U.S.

ChiCorp Management, Inc.

Funds: **Banc Fund IV**
Banc Fund V

Banc Fund IV was formed in 1996 and has an eight year term. Fund V was formed in 1998 and has a nine year term. Based in Chicago, Illinois, the funds will invest primarily in sub-regional banks, located primarily in the Midwest, which have demonstrated above average growth and are likely acquisition targets.

Churchill Capital, Inc.

Fund: **Churchill Capital Partners II**

Churchill Capital Partners II was formed in 1992 and has a twelve year term. Based in Minneapolis, Minnesota, the fund provides subordinated debt to established small and medium-sized companies.

Contrarian Capital Management

Fund: **Contrarian Capital Fund II**

Contrarian Capital Fund II was formed in 1997 with a term of 7 years. Based in Greenwich, CT the fund focuses on investments in distressed debt securities.

Coral Group Inc.

Funds: **Coral Partners I**
Coral Partners II
Coral Partners IV
Coral Partners V

Coral Partners I (formerly Superior Ventures) is a Minnesota-based venture capital limited partnership. The fund invested in Minnesota-based venture capital limited partnerships and operating companies located within the state. It was formed in 1986 and is currently selling remaining fund investments. Coral Partners II, IV and V are Minnesota-based venture capital limited partnerships managed by the Coral Group. These funds have venture capital investment strategies similar to Coral I's but are more diversified geographically. They were formed in 1991, 1994 and 1998, respectively, and have eleven year terms.

Crescendo Ventures

Funds: **Crescendo Venture Fund II**
Crescendo Venture Fund III
Crescendo Venture Fund IV

Crescendo Venture Funds II, III and IV were organized in 1997, 1999 and 2000 respectively and have ten year terms. Based in Minneapolis, Minnesota, the funds will pursue opportunistic venture capital investments throughout the U.S. with an emphasis on Minnesota and the Midwest.

CVC Management

Fund: **Citigroup Venture Capital Equity Partners**

Citigroup Venture Capital Equity Partners was formed in 2001 to make private equity investments in a diversified, global portfolio of companies. Based in New York, the fund has a term of 13 years.

Investment Manager Summaries

DLJ Merchant Banking

Fund: DLJ Merchant Banking Partners III

DLJ Merchant Banking Partners III was formed in 2000 with a term of ten years. Based in New York with offices worldwide, the Fund's investments will involve a variety of transactions, including leveraged and unleveraged acquisitions, recapitalizations, restructurings, workouts, expansion financings and other, similar situations.

DLJ Strategic Partners

Fund: DLJ Strategic Partners

DLJ Strategic Partners was formed in 2001 with a term of 10 years for the purpose of investing in secondary private equity limited partnership interests which are sold by investors who, for a variety of reasons, have decided to liquidate all or a portion of their private equity holdings.

DSV Management Ltd.

Fund: DSV Partners IV

DSV Partners IV limited partnership was formed in 1985 and is currently in liquidation. DSV Partners IV is the fourth venture fund to be managed by DSV Management Ltd. since the firm's inception in 1968. The firm has offices in Princeton, New Jersey, and California. DSV focuses on start-up and early stage investments.

Fox Paine and Company

Funds: Fox Paine Capital Fund I Fox Paine Capital Fund II

Fox Paine Capital Funds I and II were formed in 1998 and 2000 and have ten year terms. Based in Foster City, CA, the funds focus on private equity investments in middle market operating businesses in a wide variety of industries.

Golder, Thoma, Cressey and Rauner

Funds: Golder, Thoma and Cressey Fund III

Golder, Thoma and Cressey Fund IV

Golder, Thoma and Cressey Fund V

Based in Chicago, Golder, Thoma and Cressey Funds III, IV and V are venture capital limited partnerships and were formed in 1987, 1993 and 1996, respectively. Fund III is currently in liquidation. The funds invest in growing private businesses, find and build companies in fragmented industries and invest in small leveraged buyouts. In addition, each fund is diversified geographically and by industry.

Goldman Sachs Capital Partners

Fund: GS Capital Partners 2000

GS Capital Partners 2000 was formed in 2000 by Goldman Sachs Advisors. Based in New York, the fund will focus on investments in the U.S. and internationally in four areas: merchant banking, telecommunications, broadband, and technology. The fund has an expected term of ten years.

GTCR Golder Rauner

Funds: GTCR Golder Rauner Fund VI

GTCR Golder Rauner Fund VII

GTCR Golder Rauner Funds VI and VII, formed in 1998 and 2000, are funds of a successor firm to the private equity firm of Golder, Thoma, Cressey and Rauner. The SBI has several investments with Golder, Thoma, Cressey and Rauner. The funds have ten year terms. Based in Chicago, the funds focus primarily on a wide variety of private equity investments in consolidating and fragmented industries.

Goldner Hawn Johnson and Morrison

Fund: GHJM Marathon Fund IV

GHJM Marathon Fund IV was organized in 1998 and has a 10 year term. Based in Minneapolis, the fund will pursue primarily middle market private equity investments located in the midwest and other parts of the U.S.

Hellman and Friedman

Funds: Hellman and Friedman III Hellman and Friedman IV

Hellman and Friedman III and IV were organized in 1994 and 2000 and have ten year terms. Based in San Francisco, the funds will pursue opportunistic private equity investments located in the U.S. and internationally.

Kohlberg, Kravis, Roberts & Co. (KKR)

Funds: KKR 1986 Fund KKR 1987 Fund KKR 1993 Fund KKR 1996 Fund KKR Millennium Fund (2001)

KKR's Funds are structured as limited partnerships. The funds invest in large leveraged buyouts but may include other types of investments as well. The partnerships' portfolio companies are often mature, low technology companies with very diversified operations. Kohlberg, Kravis, Roberts and Co. operates offices in New York and San Francisco. The funds were formed in the years cited above and have terms of twelve years. The 1986 and 1987 Fund are being liquidated.

Matrix Partners

Funds: Matrix Partners II Matrix Partners III

Matrix Partners II and III are venture capital limited partnerships that were formed in 1985 and 1990,

Investment Manager Summaries

respectively. Both funds are undergoing an orderly liquidation of holdings. Investment emphasis is on high-technology firms in the early and expansion stages of corporate development.

Piper Jaffray Ventures

Funds: *Piper Jaffray Healthcare Fund II*
Piper Jaffray Healthcare Fund III

Piper Jaffray Healthcare Funds II and III were organized in 1997 and 1999, respectively, with ten year terms. Based in Minneapolis, Minnesota, the funds will focus on a geographically diverse portfolio of healthcare venture capital investments.

Smith Barney Venture Corp.

Fund: *First Century III*

First Century III was formed in 1984. It is structured as a limited partnership and is in the process of liquidating its holdings. The general partner and manager of the partnership is Smith Barney Venture Corp., a subsidiary of Smith Barney Harris Upham and Co. Smith Barney Venture has offices in New York and San Francisco. This is the third fund formed by the firm since 1972. The partnership invests primarily in early stage, high technology companies diversified by location and industry group.

Stamps, Woodsum and Co.

Funds: *Summit Ventures I*
Summit Ventures II
Summit Ventures V

Summit Ventures I, II and V are limited partnerships formed in 1986, 1988 and 1998. Fund I and II are being liquidated. The funds were formed by Stamps, Woodsum & Co., the managing general partners of the

fund. Stamps and Woodsum focus on profitable, expansion stage firms that have not yet received any venture backing. The majority of the partnership investments are in high tech firms. Investments are diversified by location and industry type.

Thoma Cressey Equity Partners

Funds: *Thoma Cressey Fund VI*
Thoma Cressey Fund VII

Thoma Cressey is one of two successor firms to the private equity firm of Golder, Thoma, Cressey and Rauner. The SBI has several investments with Golder, Thoma, Cressey and Rauner. Thoma Cressey Fund VI, formed in 1998, and Thoma Cressey Fund VII, formed in 2000, have ten year terms. Based in Chicago, the funds focus primarily on a wide variety of private equity investments in consolidating and fragmented industries.

T. Rowe Price

T. Rowe Price, a Baltimore-based money management firm, was selected to manage stock distributions from the SBI's venture capital limited partnerships. T. Rowe Price has extensive research capabilities in the small capitalization company area. In addition, the firm has a large trading staff with particular expertise in the trading of small capitalization and illiquid stocks.

Vestar Capital Partners

Fund: *Vestar Capital Partners IV*

Vestar Capital Partners IV is a limited partnership that was formed in 1999 and has a ten year term. Based in New York, the fund will invest primarily in a number of private middle market companies.

E.M. Warburg Pincus & Co., Inc.

Funds: *Warburg, Pincus Ventures*
Warburg Pincus Equity Partners
Warburg, Pincus Equity Partners VIII

Warburg Pincus is based in New York, New York. These funds will invest private equity in a wide variety of businesses located domestically and abroad. The SBI committed to the first fund in 1994, the second fund in 1998, and the third fund in 2002. The funds have 12 year terms.

Welsh, Carson, Anderson and Stowe

Fund: *Welsh, Carson, Anderson and Stowe Fund VIII*
Welsh, Carson, Anderson and Stowe Fund IX

Welsh, Carson, Anderson and Stowe Funds VIII and IX were formed in 1998 and 2000 and have twelve year terms. Based in New York, N.Y., the funds focus on private equity investments in the healthcare and information services industries.

William Blair Capital Partners

Fund: *William Blair Capital Partners VII*

Formed in 2001 with a ten-year term, William Blair Capital Partners VII is based in Chicago and will seek investments in a broad spectrum of private companies at various stages of development.

Resource Funds

Apache Corporation

Fund: *Apache Acquisition Net Profits Interest*

Apache Corporation is a Houston based oil and gas company. Apache Acquisition Net Profits Interest is a private placement that was formed in 1986 to acquire a non-operating interest in the net profit generated by oil and gas properties acquired in

Investment Manager Summaries

1986 from Occidental Petroleum Company. The fund will remain in effect throughout the producing life of the properties.

First Reserve Corp.

Funds: *AMGO I*
AMGO II
First Reserve V
First Reserve VII
First Reserve VIII
First Reserve IX

American Gas and Oil (AMGO) funds were formed in 1981, 1983, 1990, 1996, 1998, and 2001 respectively, and are structured as limited partnerships. Funds I, II and V are currently undergoing an orderly liquidation of holdings. The other funds have ten year terms, after which they will sell remaining fund investments over, typically, a period of years. The general partner and manager of the funds is First Reserve Corp. The general partner's long-term investment strategy is to create diversified portfolios of oil and gas investments.

J.P. Morgan Investment Management

Fund: *Morgan Petroleum Fund II*
Morgan Petroleum Fund II was formed in 1988 and is managed by J.P. Morgan Investment Management, Inc. The fund has a 15 year term and is currently in the final stages of liquidating its oil and gas assets.

Simmons & Company

Funds: *OFS Investments, II*
OFS Investments, III
OFS Investments, IV

The Funds serve as vehicles for investment in the oil field service (OFS) and equipment industry. The General Partner is located in Houston, Texas. Fund II was formed in 1992, Fund III was formed in 1994 and Fund IV was formed in 1998. All funds have a 10 year term.

T. Rowe Price

T. Rowe Price, a Baltimore-based money management firm, was selected to manage stock distributions from the SBI's resource limited partnerships. T. Rowe Price has extensive research capabilities in the small capitalization company area. In addition, the firm has a large trading staff with particular expertise in the trading of small capitalization and illiquid stocks.

Alternative Investment Managers

Post Retirement Fund

Real Estate

BlackRock Financial Management

Fund: *Carbon Capital*
Carbon Capital was formed in 2001 and has an eight year term. Based in New York, the fund will focus on mezzanine real estate loans secured by commercial property assets, primarily in the U.S.

Capital Trust, Inc.

Fund: *CT Mezzanine Partners II*
CT Mezzanine Partners II was formed in 2001 with a six-year term. The fund is based in New York and plans to make mezzanine debt and other high yield investments in commercial real estate assets and operating companies located primarily in the United States.

Colony Advisors

Fund: *Colony Investors II*
Colony Investors II is a closed-end commingled real estate fund managed by Colony Capital Inc. of Los Angeles, California. The fund's strategy is to invest in undervalued equity and debt real estate-related

assets. The SBI committed to the Fund in 1994. The fund is expected to terminate in 2003.

Equity Office Properties Trust

Fund: *Equity Office Properties Trust (EOP)*

Equity Office Properties Trust (EOP); based in Chicago is the successor entity to three Zell/Merrill Lynch Real Estate funds in which the SBI Basic Retirement Funds were transferred to the Post Retirement Fund. In 2001, half of the shares in the Basic Retirement Funds were transferred to the Post Retirement Fund. EOP focuses primarily on office property real estate investments located throughout the U.S. As a publicly traded company, EOP has an indefinite life.

GMAC, L.L.C.

Funds: *Institutional Commercial Mortgage Fund II*
Institutional Commercial Mortgage Fund III
Institutional Commercial Mortgage Fund IV
Institutional Commercial Mortgage Fund V

Institutional Commercial Mortgage Funds II, III, IV and V are funds formed in 1995, 1996, 1997, and 1999 respectively, with ten year terms. Based in Los Angeles, California, the funds focus on mortgage investment in real estate located throughout the U.S. GMAC assumed responsibility for the funds from C.B. Richard Ellis in 2001.

Private Equity

Citicorp Capital Investors, Ltd.

Funds: *Citicorp Mezzanine Partners II*
Citicorp Mezzanine Partners III

Citicorp Mezzanine Funds are limited partnerships formed in 1994

Investment Manager Summaries

and 1999 by Citicorp Capital Investors Ltd. of New York, New York. The Funds will invest in a broad range of transactions utilizing subordinated debt and equity securities. The Funds have expected terms of 10 years.

DLJ Investment Partners

Fund: DLJ Investment Partners II

DLJ Investment Partners II is a limited partnership formed in 1999 with an expected term of ten years. Based in New York, the Fund will invest in a variety of securities, including subordinated debt with warrants, preferred stock with warrants, common stock or other securities, including interests in joint ventures.

Goldman Sachs Mezzanine Partners

Fund: GS Mezzanine Partners II

GS Mezzanine Partners II is a limited partnership formed in 2000 with an expected term of ten years. Based in New York, the Fund's investment objective is to achieve long-term capital appreciation and current returns through investments in mezzanine securities. These securities will principally include fixed income securities such as debt and preferred stock, often with an equity component, such as warrants, options, a convertible feature, or common stock associated with the debt or preferred stock purchase.

GTCR Golder Rauner

Fund: GTCR Capital Partners

GTCR Capital Partners is a limited partnership formed in 1999 with an expected term of ten years. Based in Chicago, the Fund will make mezzanine investments primarily in companies in which a GTCR Equity Fund invests or has invested. GTCR invests in consolidating, fragmented industries by teaming with top

executives to build companies through acquisition and internal growth.

Equinox Investment Partners

Fund: KB Mezzanine Fund II

KB Mezzanine Fund II is a limited partnership formed in 1994 by Kleinwort Benson Group, a leading London-based merchant banking firm. In 1996, the fund manager reorganized and changed its name to Equinox Investment Partners. Fund II invests in a broad range of transactions including utilizing subordinated debt and equity securities. The SBI committed to the fund in 1994. The fund has an expected 8 year term.

Prudential Capital Group

Funds: Prudential Capital Partners

Prudential Capital Partners L.P. was formed in 2001 with a 10-year term. Based in Chicago, the Fund will make mezzanine investments, typically including convertible debt, preferred stock and warrants, with a specific focus on middle market companies.

Stamps, Woodsum & Co.

Funds: Summit Subordinated Debt Fund I

Summit Subordinated Debt Fund II

Summit Subordinated Debt Fund I and II are limited partnerships formed in 1994 and 1996, respectively, with ten year terms. The funds were formed by Stamps, Woodsum & Co., the managing general partners of the fund. The fund will invest in many of the same companies as the Summit Venture funds. Investments by this partnership will principally take the form of subordinated debt with equity features. These yield-oriented investments will provide

current income over the life of the investment with the potential for additional returns.

T. Rowe Price

T. Rowe Price, a Baltimore-based money management firm, was selected to manage stock distributions from the Board's venture capital limited partnerships. T. Rowe Price has extensive research capabilities in the small capitalization company area. In addition, the firm has a large trading staff with particular expertise in the trading of small capitalization and illiquid stocks.

TCW/Crescent Mezzanine

Funds: TCW/Crescent Mezzanine Partners

TCW/Crescent Mezzanine Partners II

TCW/Crescent Mezzanine Partners III

TCW/Crescent Mezzanine Partners, L.P., TCW/Crescent Mezzanine Partners II, and TCW/Crescent Mezzanine Partners III are Los Angeles based limited partnerships formed in 1996, 1999, and 2001, respectively. The Funds will make mezzanine investments including subordinated debt with equity participations primarily in profitable, middle market companies. The Funds are expected to terminate in 2006, 2009, and 2011, respectively.

William Blair Mezzanine Capital Partners

Fund: William Blair Mezzanine Capital Partners III

William Blair Mezzanine Capital Partners III is a limited partnership formed in 1999 with an expected term of ten years. Based in Chicago, the Fund will invest primarily in fixed rate subordinated debt securities. These securities generally

Investment Manager Summaries

will be purchased with a significant equity component in the form of warrants, common stock or contingent interest.

Windjammer Capital Investors

Fund: Windjammer Mezzanine and Equity Fund II

Windjammer Mezzanine and Equity Fund II is a limited partnership formed in 2000 with an expected term of ten years. The Fund will provide subordinated debt and/or preferred stock accompanied by warrants or other forms of equity participation and, in certain instances, common stock to middle market companies. The Fund will seek to generate both current income and substantial capital gains while limiting its risk.

Resource Funds

Merit Energy Company

Fund: Merit Energy Partners B, C, and D

Merit Energy Partners B, C, and D were formed in 1996, 1998 and 2000, respectively, and each fund has an eight year initial term. Based in Dallas, TX, the funds will focus on resource investments in producing oil and gas properties.

Assigned Risk Plan Managers

GE Asset Management

GE Asset Management manages a stock portfolio for the Assigned Risk Plan. Their strategy is to neutralize the style bet and focus on fundamental, bottom-up stock selection to add value. This is accomplished by combining the expertise of three portfolio managers, each with different styles ranging from value to growth, supported by a

staff of thirteen industry analysts. Each analyst is responsible for one or more industries and together provide analytical coverage across the full spectrum of industries. The three portfolios are combined to create a well-diversified portfolio while maintaining a style-neutral position between value and growth. GE Asset Management was retained by the SBI in January 1995.

Voyageur Asset Management

Voyageur manages the fixed income portfolio for the Assigned Risk Plan. The main objective for the portfolio is to provide cash for the payment of workers compensation claims on the required dates. Because of the uncertainty of premium and liability cash flows, the fund is invested conservatively. Voyageur uses a top-down approach to bond selection. They focus on sector analysis and security selection. Yield curve and duration analysis are secondary considerations. Voyageur has managed the bond portfolio since 1991.

Stable Value Manager

Galliard Capital Management, Inc.

Galliard Capital Management manages the Fixed Interest Account in the Supplemental Investment Fund. The stable value fund is managed to protect principal and provide competitive interest rates using instruments somewhat longer than typically found in money market-type accounts. The manager invests cash flows to optimize yields. The manager invests in high quality instruments diversified among traditional insurance and bank investment contracts and alternative investment contracts with U.S. and non-U.S. financial institutions. To maintain necessary liquidity, the

manager invests a portion of the portfolio in its Stable Return Fund and in cash equivalents. The Stable Return Fund is a large, daily priced fund consisting of a wide range of stable value instruments that is available to retirement plans of all sizes. The firm was retained by the SBI in November 1994.

State Deferred Compensation Plan Non-SIF Mutual Fund Managers

Janus Twenty Fund

The large cap equity option is currently offered through the Janus Twenty Mutual Fund. The investment objective of this fund is long-term growth of capital from increases in the market value of the stocks it owns. The fund will concentrate its investments in a core position of between twenty to thirty common stocks. This non-diversified fund seeks to invest in companies that the portfolio manager believes have strong current financial positions and offer growth potential. The fund was retained by the SBI in July, 1999.

Morgan Stanley Mid-Cap Value Institutional Fund

The mid-cap equity option is currently offered through the Morgan Stanley Mid-Cap Value Institutional Mutual Fund. The investment objective of this fund is capital growth. The strategy is to produce a portfolio that focuses on medium-sized companies that are viewed as undervalued. The fund normally invests in all economic sectors of the market and distinguishes itself through a value-driven approach to security selection, which combines quantitative and fundamental elements. Economic sector weights are normally kept within five

Investment Manager Summaries

percentage points of those of the S&P MidCap 400 Index. The fund focuses on companies with market capitalizations from \$500 million to \$5 billion. The fund was retained by the SBI in January, 2002.

T. Rowe Price Small Cap Stock Fund

The small-cap equity option is currently offered through the T. Rowe Price Small Cap Stock Mutual Fund. The strategy of this fund is to invest primarily in stocks of small to medium-sized companies that are believed to offer either superior earnings growth or appear undervalued. The fund normally invests at least 80% of assets in equities traded in the U.S over-the-counter market. The manager does not favor making big bets on any particular sector or any particular stock. The fund's combination of growth and value stocks offers investors relatively more stable performance compared to other small cap stock funds. The fund was retained by the SBI in July, 1999.

Vanguard Institutional Index Plus Fund

The passive domestic equity option that tracks the S&P 500 is currently offered through the Vanguard Institutional Index Plus Mutual Fund. This fund attempts to provide investment results, before fund expenses, that parallel the performance of the Standard & Poor's 500 Index. The fund invests in all 500 stocks listed in the S&P 500 index in approximately the same proportions as they are represented in the index. The managers have tracked the S&P 500's performance with a high degree of accuracy. The fund may use futures and options for temporary purposes, but generally remains fully invested in common stocks. The fund was retained by the SBI in July, 1999.

INVESCO Total Return Fund

The balanced fund option offers a mix of stocks and bonds and is currently offered through the INVESCO Total Return Mutual Fund. This fund is designed for investors who want to invest in a mix of stocks and bonds in the same fund. The fund seeks both capital appreciation and current income. The manager starts from a 60% stock / 40% bond asset allocation and adjusts the mix based on the expected risks and returns of each asset class. The fund invests in mid-to large-cap value stocks and in high quality bonds with the bond portfolio having a duration somewhat less than the bond market as a whole. The fund was retained by the SBI in July, 1999.

Dodge & Cox Income Fund

The bond fund option is currently offered through the Dodge & Cox Income Mutual Fund. The objective of this fund is a high and stable rate of current income with capital appreciation being a secondary consideration. This portfolio is invested primarily in intermediate term, investment-grade quality corporate and mortgage bonds and, to a lesser extent, government issues. While it invests primarily in the U. S. bond market, the fund may invest a small portion of assets in dollar-denominated foreign securities. The duration of the portfolio is kept near that of the bond market as a whole. The fund was retained by the SBI in July, 1999.

Fidelity Diversified International Fund

The international equity option is currently offered through the Fidelity Diversified International Mutual Fund. The goal of this fund is capital appreciation by investing in securities of companies located outside of the United States. While the fund invests primarily in stocks, it

may also invest in bonds. Most investments are made in companies that have a market capitalization of \$100 million or more and which are located in developed countries. To select the securities, the fund utilizes a rigorous computer-aided quantitative analysis supplemented by relevant economic and regulatory factors. The manager rarely invests in currency to protect the account from exchange fluctuations. The fund was retained by the SBI in July, 1999.

State Deferred Compensation Plan Minnesota Fixed Fund Managers

Principal Life

The manager invests in fixed income securities, commercial mortgages, mortgage-backed securities and residential whole loans, with lesser amounts invested in stock, cash equivalents and direct real estate. The manager relies upon in-house analysis and prefers investments that offer more call protection. The manager strongly prefers private placements to corporate bonds in the belief that private placements offer higher yields and superior protective covenants compared to public bonds. A portion of the fixed income portfolio is invested in US dollar-denominated foreign corporate bonds. Mortgage-backed bonds are actively managed to prices at or below par to reduce prepayment risk. Conservative underwriting standards, small loan sizes and an emphasis on industrial properties minimizes commercial loan risk.

Minnesota Life

Investment decisions support an asset/liability match for the company's many product lines. A conservative investment philosophy

Investment Manager Summaries

uses a number of active and passive investment strategies to manage general account assets and cash flow. Assets are primarily invested in a widely diversified portfolio of high quality fixed income investments that includes public and private corporate bonds, commercial mortgages, residential mortgage securities and other structured investment products, providing safety of principal and stable, predictable cash flow to meet liabilities and to invest in and produce consistent results in all phases of the economic cycle.

Great-West Life

The Company observes strict asset/liability matching guidelines to ensure that the investment portfolio will meet the cash flow and income requirements of its liabilities. The manager invests in public and privately placed corporate bonds, government and international bonds, common stocks, mortgage loans, real estate, redeemable preferred stocks and short-term investments. To reduce portfolio risk, the manager invests primarily in investment grade fixed maturities rated by third-party rating agencies or by the manager if private placements. Mortgage loans reflect a broadly diversified portfolio of commercial and industrial mortgages subject to strict underwriting criteria.

Statistical Data

Stock Manager Risk Factor Exposure Glossary

The following definitions describe the risk factors that the State Board of Investment (SBI) uses in monitoring its stock managers. The terms are referred to in the Risk Factor Exposure table that follows this glossary.

SBI analysis of a stock manager's portfolio, in part, utilizes the BARRA E3 model. The BARRA model contains a number of risk factors that the SBI has found to correlate highly with a manager's investment style. That is, a manager tends to exhibit consistent exposures to many of these risk factors over time. The benchmark construction process includes identifying these persistent exposures and capturing them in the benchmark portfolio.

Factor exposures are calibrated relative to an estimation universe of the top 1,500 stocks ranked by capitalization plus smaller companies chosen to ensure a reasonable number of companies in each industry. An exposure level of 0 for a particular stock to a particular factor indicates that the stock has the same exposure as the capitalization-weighted average of the stocks in the estimation universe. Around that zero exposure, deviations are measured in standard deviation units. Thus, an exposure level of +1 indicates that the stock has a greater exposure to the factor than roughly 68% of the stocks in the estimation universe.

Beta

Forecasts the sensitivity of a stock's return to the return on the market portfolio. The BARRA E3 beta is a forecasted beta, based on a company's exposure to a number of common risk factors and industries.

Volatility (Vlty.)

Captures relative volatility using measures of both long-term historical volatility and near-term volatility. Other proxies for volatility, corrections for thin trading and changes in volatility are also included in this descriptor.

Momentum (Mom.)

Indicates common variation in returns related to recent stock price behavior. Stocks that had positive excess returns in the recent past are grouped separately from those that displayed negative excess returns.

Size

Measures differences in stock returns due to differences in the market capitalization of companies.

Size Nonlinearity (Size Non.)

Describes deviations from linearity in the relationship between returns and a measure of market capitalization.

Trading Activity (Trad. Acvty.)

Measures the amount of relative trading in each stock. Stocks that are highly traded are likely to be those with greater institutional interest. Such stocks may display different returns behavior compared with those that are not widely held by institutions.

Growth

Uses historical growth and profitability measures to predict future earnings growth.

Earnings Yield (E/Y)

Combines current and historical earnings-to-price ratios with a measure of analyst-predicted earnings-to-price. Stocks with similar values of earnings yield behave in a similar fashion with respect to their returns.

Value

Distinguishes between value stocks and growth stocks using the ratio of book value of equity to market capitalization.

Earnings Variability (Earn. Var.)

Measures the variability in earnings and cash flows using both historical measures and analyst predictions.

Leverage (Lev.)

Indicates the financial leverage of a company using debt-to-total assets and other measures.

Current Sensitivity (Curr. Sens.)

Measures the sensitivity of a company's stock return to the return on a basket of foreign currencies.

Dividend Yield (Div. Yld.)

Predicts dividend yield using the past history of dividends and the market price behavior of the stock.

Average Turnover (Avg T/O)

Measures the total equity asset sales divided by the average value of the equity assets in the manager's portfolio.

Equity Allocation (Eqty. Alloc.)

Measures the percent of the manager's total portfolio invested in common stocks, preferred stocks and convertible securities.

Statistical Data

EXTERNAL ACTIVE STOCK MANAGERS

Risk Factor Exposures FY 2001 and FY 2002 (In Percentages)

		Beta	Vlty.	Mom.	Size	Size Non	Trad. Acvty	Growth	E/Y	Value	Earn. Var.	Lev.	Curr. Sens.	Div. Yld	Avg. T/O	Eqty Alloc.
Alliance Capital																
	June-01	1.08	-0.04	-0.06	0.72	0.13	-0.14	0.23	-0.12	-0.08	-0.08	-0.26	0.08	-0.22	2.09	98.8%
	June-02	1.05	-0.05	-0.00	0.64	0.13	-0.04	0.26	-0.11	-0.15	-0.18	-0.18	0.16	-0.31	1.67	99.7%
Benchmark																
	June-01	1.09	-0.04	-0.07	0.68	0.13	0.00	0.08	-0.08	-0.26	-0.17	-0.30	0.03	-0.18	N.A.	100.0%
	June-02	1.09	0.06	-0.13	0.55	0.13	0.09	0.00	-0.04	-0.23	-0.19	-0.17	0.04	-0.18	N.A.	100.0%
Cohen Klingenstein & Marks																
	June-01	1.19	0.38	-0.36	0.01	0.10	0.40	0.03	-0.13	-0.20	-0.02	0.19	0.08	-0.32	6.11	99.2%
	June-02	1.25	0.46	-0.33	0.08	0.10	0.38	0.20	-0.45	-0.10	0.18	0.41	0.11	-0.41	4.23	96.3%
Benchmark																
	June-01	1.13	0.27	-0.08	-0.31	0.07	0.42	0.01	-0.09	-0.11	-0.05	0.03	-0.05	-0.30	N.A.	100.0%
	June-02	1.14	0.19	-0.05	0.31	0.11	0.25	0.15	-0.18	-0.16	-0.05	-0.12	0.16	-0.32	N.A.	100.0%
Forstmann Leff																
	June-01	1.03	0.20	0.10	-0.77	-0.07	0.50	-0.27	0.00	0.21	0.23	0.42	-0.15	-0.12	8.88	97.5%
	June-02	1.13	0.34	0.29	-0.39	-0.03	0.44	0.27	-0.21	0.18	0.34	0.10	-0.02	-0.32	9.34	99.9%
Benchmark																
	June-01	0.98	0.05	0.06	-0.67	-0.01	0.41	-0.12	0.09	0.10	0.03	0.21	-0.11	-0.14	N.A.	100.0%
	June-02	1.17	0.35	0.02	-0.47	0.03	0.66	0.20	-0.13	0.10	0.15	0.11	0.01	-0.26	N.A.	100.0%
Franklin Portfolio																
	June-01	0.96	-0.09	0.26	-0.50	0.06	0.53	0.01	0.16	0.20	0.25	0.25	-0.23	-0.10	7.75	99.4%
	June-02	1.01	-0.02	0.23	-0.45	0.06	0.52	0.02	0.19	0.01	0.01	0.21	-0.07	-0.14	7.97	99.2%
Benchmark																
	June-01	0.96	-0.00	0.06	-0.56	0.02	0.21	-0.13	0.06	0.10	0.03	0.21	-0.06	0.01	N.A.	100.0%
	June-02	1.04	0.12	0.02	-0.53	0.03	0.32	-0.08	-0.06	0.05	0.07	0.21	-0.10	-0.09	N.A.	100.0%
GeoCapital Corp.																
	June-01	1.18	0.85	0.08	-2.19	-0.90	0.17	0.70	-0.51	0.10	0.72	0.33	0.30	-0.49	5.53	91.7%
	June-02	1.14	0.77	0.21	-2.25	-0.99	0.13	0.49	-0.46	0.19	0.38	0.36	-0.18	-0.65	3.69	96.2%
Benchmark																
	June-01	1.12	0.90	0.03	-2.41	-1.17	0.15	0.31	-0.32	0.24	0.62	0.52	0.27	-0.52	N.A.	100.0%
	June-02	1.16	0.99	0.21	-2.40	-1.16	0.05	0.31	-0.59	0.33	0.66	0.48	0.06	-0.63	N.A.	100.0%
Lincoln Capital Management																
	June-01	1.26	0.41	-0.13	0.56	0.12	0.40	0.60	-0.27	-0.34	0.10	-0.17	0.04	-0.41	6.96	98.8%
	June-02	1.12	0.11	0.10	0.53	0.13	0.12	0.28	-0.29	-0.31	-0.18	-0.45	0.07	-0.42	7.29	98.0%
Benchmark																
	June-01	1.25	0.41	-0.20	0.41	0.10	0.36	0.32	-0.25	-0.27	-0.06	-0.26	0.15	-0.36	N.A.	100.0%
	June-02	1.13	0.16	-0.08	0.48	0.12	0.18	0.23	-0.18	-0.30	-0.14	-0.34	0.11	-0.31	N.A.	100.0%

Statistical Data

EXTERNAL ACTIVE STOCK MANAGERS

Risk Factor Exposures FY 2001 and FY 2002 (In Percentages)

		Beta	Vlty.	Mom.	Size	Size Non	Trad. Acvty	Growth	E/Y	Value	Earn. Var.	Lev.	Curr. Sens.	Div. Yld	Avg. T/O	Eqty Alloc.
New Amsterdam																
	June-01	1.05	0.17	0.20	-1.18	-0.17	0.75	0.07	0.24	0.04	-0.05	0.54	0.16	-0.38	5.56	96.5%
	June-02	0.98	0.03	0.27	-1.33	-0.23	0.60	0.08	0.20	0.08	-0.13	0.53	-0.05	-0.46	6.87	98.9%
Benchmark																
	June-01	1.08	0.32	0.12	-1.12	-0.12	0.56	0.18	0.09	0.03	0.06	0.30	0.02	-0.19	N.A.	100.0%
	June-02	1.02	0.19	0.29	-1.22	-0.17	0.40	0.16	0.10	0.04	0.02	0.26	-0.14	-0.21	N.A.	100.0%
Oppenheimer Capital																
	June-01	0.94	-0.18	0.04	0.03	0.09	-0.01	-0.09	0.30	0.15	-0.11	0.32	-0.02	0.09	2.09	93.5%
	June-02	0.98	-0.10	-0.17	0.26	0.11	0.04	0.17	0.26	0.10	-0.08	0.48	0.10	0.12	1.33	88.1%
Benchmark																
	June-01	1.12	0.13	-0.17	0.07	0.10	0.29	-0.13	0.05	0.03	0.01	0.16	0.09	-0.05	N.A.	100.0%
	June-02	0.98	-0.08	-0.14	0.12	0.11	0.13	-0.14	0.07	0.14	0.01	0.25	-0.02	0.17	N.A.	100.0%
UBS Global																
	June-01	0.96	-0.05	-0.01	-0.46	-0.01	0.16	-0.21	0.11	0.08	-0.04	0.31	-0.04	0.09	5.11	98.8%
	June-02	0.96	-0.11	0.00	-0.06	0.04	0.14	-0.07	0.11	-0.01	0.02	0.34	-0.03	0.17	4.77	96.9%
Benchmark																
	June-01	1.05	0.06	-0.10	0.04	0.08	0.15	-0.03	0.01	-0.01	-0.04	0.02	0.01	-0.01	N.A.	100.0%
	June-02	1.01	-0.02	-0.04	0.11	0.09	0.10	-0.05	0.01	-0.03	-0.05	0.04	0.01	0.01	N.A.	100.0%
Aggregate (Active + Emerging)																
	June-01	1.06	0.15	0.03	-0.30	-0.06	0.23	0.12	-0.03	0.03	0.10	0.17	0.00	-0.18	4.79	97.3%
	June-02	1.07	0.17	0.10	-0.38	-0.12	0.25	0.21	-0.09	0.01	0.06	0.20	-0.00	-0.27	4.44	97.1%
Benchmark																
	June-01	1.08	0.20	-0.04	-0.34	-0.09	0.24	0.05	-0.05	-0.03	0.03	0.07	0.04	-0.19	N.A.	100.0%
	June-02	1.07	0.21	0.03	-0.40	-0.14	0.21	0.08	-0.10	-0.00	0.05	0.09	0.01	-0.20	N.A.	100.0%

Statistical Data

EXTERNAL ACTIVE STOCK MANAGERS

Sector Weights FY 2001 and FY 2002 (In Percentages)

		Cash	Cons. Non Dur.	Cons. Dur.	Basic Mat.	Cap. Goods	Energy	Tech.	Trans.	Util.	Finl.	Misc.	Total
Alliance Capital													
	June-01	1.19	48.53			4.61	0.91	23.06			21.70		100.00
	June-02	0.33	56.66			3.70	1.23	18.01			20.07		100.00
Benchmark													
	June-01		39.88	0.19	0.27	4.27	0.59	28.24	2.33	7.41	16.22	0.62	100.00
	June-02		36.15	0.22	1.93	4.00	2.49	26.56	2.77	5.35	19.80	0.72	100.00
Cohen, Klingenstein & Marks													
	June-01	0.83	38.50		2.98	3.59		33.26		3.45	17.38		100.00
	June-02	3.66	43.59		2.44	2.97		31.95			15.40		100.00
Benchmark													
	June-01		36.91	1.77	2.62	5.36	1.26	34.58	0.89	0.44	15.21	0.95	100.00
	June-02		51.20	1.34	0.86	3.05		30.52		0.49	12.37	0.18	100.00
Forstmann Leff													
	June-01	2.46	29.89		10.59	19.18	8.06	9.84	2.66	7.50	8.78	1.05	100.00
	June-02	0.11	29.82		10.71	10.12	8.80	21.48	4.64	2.97	11.35		100.00
Benchmark													
	June-01		40.76	6.06	8.07	8.72	8.58	9.44	1.95	4.32	12.11		100.00
	June-02		32.41	5.13	4.47	7.74	8.18	24.55	2.68	3.78	11.06		100.00
Franklin Portfolio													
	June-01	0.55	36.47	3.03		9.46	10.19	15.90	1.91	7.54	14.95		100.00
	June-02	0.84	37.00	1.48	5.51	7.33	5.93	21.61	2.25	4.58	13.47		100.00
Benchmark													
	June-01		31.02	3.89	4.63	5.84	5.81	18.22	2.60	9.54	17.22	1.23	100.00
	June-02		31.66	5.11	6.76	5.75	5.48	18.57	2.00	7.12	16.20	1.34	100.00
GeoCapital Corp.													
	June-01	8.25	28.46	3.05	0.49	0.67	13.64	30.21	3.48		11.76		100.00
	June-02	3.82	25.38	2.82	0.93	1.32	17.37	23.24	4.61		20.50		100.00
Benchmark													
	June-01		36.10	4.16	2.76	5.21	3.87	35.00	1.65	0.94	10.30		100.00
	June-02		31.07	6.33	3.60	3.00	8.36	32.28	4.02	1.11	10.23		100.00
Lincoln Capital Management													
	June-01	1.18	43.78			9.91		37.82		2.38	4.92		100.00
	June-02	1.97	49.40			3.51		32.68			9.21	3.23	100.00
Benchmark													
	June-01		35.97	0.11	0.41	9.16		47.09	0.07	2.33	4.55	0.31	100.00
	June-02		48.41	0.42	0.42	6.32	1.67	30.78	0.35	1.49	9.31	0.81	100.00

EXTERNAL ACTIVE STOCK MANAGERS

**Sector Weights
FY 2001 and FY 2002
(In Percentages)**

		Cash	Cons. Non Dur.	Cons. Dur.	Basic Mat.	Cap. Goods	Energy	Tech.	Trans.	Util.	Finl.	Misc.	Total
New Amsterdam													
	June-01	3.50	27.37	7.60	7.65	11.33	2.60	12.68	2.40	12.03	12.84		100.00
	June-02	1.05	36.32	7.61	9.43	8.66	3.24	8.43	3.51	7.10	14.64		100.00
Benchmark													
	June-01		30.76	2.06	5.25	6.53	3.69	24.96	1.27	6.77	17.80	0.91	100.00
	June-02		31.28	2.65	3.60	8.64	3.13	18.46	1.80	8.55	20.78	1.10	100.00
Oppenheimer Capital													
	June-01	6.52	19.57		3.73	9.32	2.03	10.29	6.22	4.69	35.13	2.50	100.00
	June-02	11.86	21.71		3.70	3.95	2.33	7.32	2.10	7.13	37.20	2.69	100.00
Benchmark													
	June-01		22.71	1.75	3.33	5.90	3.20	29.25	1.10	6.42	25.19	1.15	100.00
	June-02		22.73	3.68	5.97	8.52	7.73	7.30	2.37	11.26	27.87	2.56	100.00
UBS Global													
	June-01	1.18	24.10	8.90	8.91	4.17	1.86	19.76	6.86	4.94	19.31		100.00
	June-02	3.13	25.33	1.43	9.25	7.24	2.39	13.06	2.86	7.82	27.49		100.00
Benchmark													
	June-01		29.00	2.00	3.31	6.79	4.77	24.81	0.93	8.25	19.14	1.00	100.00
	June-02		34.28	2.66	4.18	6.33	4.87	16.91	1.17	7.45	21.12	1.03	100.00
Aggregate (Active + Emerging)													
	June-01	2.73	33.96	1.95	3.49	7.61	4.10	21.76	2.49	3.85	17.53	0.53	100.00
	June-02	2.94	36.82	1.70	4.50	5.11	4.41	19.81	2.09	3.09	18.93	0.61	100.00
Benchmark													
	June-01		33.85	2.44	3.28	6.23	3.49	27.98	1.52	5.18	15.37	0.66	100.00
	June-02		35.68	3.29	3.93	5.71	4.61	22.10	1.98	5.08	16.80	0.83	100.00

Statistical Data

EXTERNAL EMERGING STOCK MANAGERS

Risk Factor Exposures FY 2001 and FY 2002 (In Percentages)

		Beta	Vlty.	Mom.	Size	Size Non	Trad. Actvy	Growth	E/Y	Val	Earn. Var.	Lev.	Curr. Sens.	Div. Yld	Avg. T/O	Eqty Alloc.
Artemis																
	June-01	0.87	0.45	0.09	-2.37	-1.10	-0.08	-0.08	-0.03	0.42	0.45	0.89	0.09	-0.39	10.49	91.36%
	June-02	1.00	0.47	0.35	-2.29	-1.00	0.37	0.45	-0.23	0.15	0.50	0.99	-0.31	-0.77	6.85	97.66%
Benchmark																
	June-01	0.96	0.51	0.27	-2.46	-1.11	0.20	0.17	0.04	0.31	0.31	0.62	-0.02	-0.40	N.A.	100.00%
	June-02	0.93	0.56	0.44	-2.52	-1.28	0.17	0.17	-0.14	0.29	0.43	0.65	-0.18	-0.54	N.A.	100.00%
Bay Isle																
	June-01	0.87	-0.31	0.08	-0.52	0.03	0.03	-0.32	0.13	0.05	0.04	0.07	-0.08	0.14	3.88	98.25%
	June-02	0.96	-0.13	-0.17	-0.19	0.08	0.18	-0.27	0.06	0.29	0.07	-0.05	-0.08	0.25	6.29	97.30%
Benchmark																
	June-01	0.95	-0.08	0.03	-0.34	0.05	0.07	-0.21	0.07	0.12	0.02	0.22	-0.03	0.08	N.A.	100.00%
	June-02	0.93	-0.11	0.01	-0.35	0.05	0.09	-0.19	0.12	0.17	0.03	0.26	-0.06	0.11	N.A.	100.00%
Earnest Partners																
	June-01	1.04	0.04	0.25	-0.44	-0.00	0.37	-0.11	0.03	-0.07	0.23	0.96	0.12	-0.20	7.68	99.8%
	June-02	1.02	-0.07	0.17	-0.45	-0.01	0.44	0.15	0.35	0.03	0.06	1.30	-0.12	-0.16	2.79	99.5%
Benchmark																
	June-01	1.03	0.23	0.12	-1.34	-0.22	0.30	-0.03	0.25	0.15	0.11	0.35	-0.05	-0.14	N.A.	100.0%
	June-02	0.93	0.00	0.33	-1.11	-0.12	0.25	0.03	0.21	0.00	-0.03	0.27	-0.14	-0.16	N.A.	100.0%
Holt-Smith & Yates																
	June-01	1.07	0.10	0.07	-0.44	-0.03	0.31	0.38	-0.08	-0.12	-0.17	-0.07	0.16	-0.50	1.54	99.7%
	June-02	1.09	0.12	0.41	-0.25	0.02	0.25	0.56	-0.13	-0.21	-0.19	0.02	0.18	-0.58	1.29	98.5%
Benchmark																
	June-01	1.09	0.25	0.13	-0.99	-0.10	0.36	0.04	0.09	-0.01	-0.13	0.12	0.06	-0.30	N.A.	100.0%
	June-02	1.09	0.16	0.39	-0.84	-0.05	0.48	0.22	0.05	-0.15	-0.12	0.14	-0.04	-0.44	N.A.	100.0%
Next Century Growth																
	June-01	1.30	0.87	1.09	-2.14	-0.73	0.91	1.18	-0.32	-0.27	0.37	0.16	0.06	-0.66	11.26	99.9%
	June-02	1.23	0.85	1.41	-2.32	-0.99	0.83	1.20	-0.46	-0.34	0.31	0.14	0.10	-0.78	9.60	99.6%
Benchmark																
	June-01	1.22	0.95	0.37	-2.10	-0.74	0.62	0.70	-0.39	-0.03	0.61	0.42	-0.02	-0.56	N.A.	100.0%
	June-02	1.14	0.73	0.41	-2.19	-0.88	0.44	0.44	-0.42	-0.07	0.48	0.45	-0.10	-0.64	N.A.	100.0%
Peregrine																
	June-01	0.72	0.23	0.07	-2.62	-1.35	-0.38	-0.34	0.45	1.01	0.42	1.28	-0.04	0.38	7.17	96.5%
	June-02	0.87	0.53	0.24	-2.63	-1.42	-0.07	-0.19	-0.04	0.76	0.71	0.99	-0.26	-0.11	10.04	98.8%
Benchmark																
	June-01	0.71	0.21	0.19	-2.70	-1.47	-0.65	-0.29	0.41	0.83	0.31	0.86	-0.07	0.15	N.A.	100.0%
	June-02	0.76	0.19	0.47	-2.53	-1.30	-0.54	-0.19	0.19	0.53	0.32	0.68	-0.11	-0.02	N.A.	100.0%

Statistical Data

EXTERNAL EMERGING STOCK MANAGERS

Risk Factor Exposures

FY 2001 and FY 2002

(In Percentages)

		Beta	Vlty.	Mom.	Size	Size Non	Trad. Actvy	Growth	E/Y	Val	Earn. Var.	Lev.	Curr. Sens.	Div. Yld	Avg. T/O	Eqty Alloc.
Valenzuela Capital																
	June-01	0.97	0.04	0.32	-1.14	-0.12	0.49	-0.16	0.27	0.36	0.20	0.63	-0.10	-0.09	9.87	93.8%
	June-02	0.97	-0.04	0.35	-1.18	-0.09	0.55	-0.16	0.25	0.20	-0.04	0.42	-0.19	-0.24	9.39	95.5%
Benchmark																
	June-01	0.93	-0.01	0.23	-1.35	-0.21	0.31	-0.21	0.31	0.28	0.11	0.50	-0.14	0.04	N.A.	100.0%
	June-02	0.95	-0.03	0.20	-1.13	-0.07	0.41	-0.19	0.21	0.22	0.09	0.34	-0.24	-0.00	N.A.	100.0%
Voyageur (Chicago Equity)																
	June-01	0.99	-0.07	0.16	-0.02	0.10	0.01	0.15	-0.04	-0.30	-0.29	-0.29	-0.02	-0.27	2.38	96.6%
	June-02	0.98	-0.08	0.25	-0.12	0.09	0.04	0.27	-0.11	-0.35	-0.30	-0.29	-0.07	-0.40	2.55	98.1%
Benchmark																
	June-01	1.13	0.21	0.02	-0.25	0.06	0.34	0.17	-0.02	-0.21	-0.18	-0.13	0.02	-0.26	N.A.	100.0%
	June-02	1.01	-0.03	0.14	-0.12	0.07	0.20	0.17	0.01	-0.31	-0.23	-0.12	-0.05	-0.28	N.A.	100.0%
Winslow Capital																
	June-01	1.09	0.82	0.91	-2.57	-1.22	0.41	0.79	-0.25	-0.11	0.23	0.26	-0.30	-0.66	7.50	95.9%
	June-02	1.10	0.82	0.88	-2.46	-1.19	0.58	0.95	-0.26	-0.14	0.19	0.18	-0.36	-0.80	7.68	97.7%
Benchmark																
	June-01	1.05	0.81	0.44	-2.74	-1.55	0.27	0.66	-0.21	0.08	0.34	0.34	-0.09	-0.65	N.A.	100.0%
	June-02	1.02	0.79	0.63	-2.71	-1.62	0.22	0.75	-0.22	0.00	0.30	0.27	-0.18	-0.77	N.A.	100.0%
Zevenbergen Capital																
	June-01	1.29	0.58	0.05	-0.34	0.01	0.58	0.99	-0.47	-0.02	0.42	0.19	0.17	-0.59	8.46	98.1%
	June-02	1.30	0.54	0.20	-0.39	0.00	0.76	0.88	-0.44	-0.05	0.18	0.10	0.05	-0.64	5.10	99.2%
Benchmark																
	June-01	1.21	0.32	-0.03	0.11	0.06	0.44	0.36	-0.23	-0.11	0.02	-0.14	0.20	-0.40	N.A.	100.0%
	June-02	1.09	0.17	0.06	-0.02	-0.01	0.19	0.22	-0.16	-0.21	-0.06	-0.13	0.05	-0.36	N.A.	100.0%
Aggregate Emerging Managers																
	June-01	1.04	0.25	0.26	-1.10	-0.33	0.37	0.26	0.00	0.08	0.14	0.40	0.02	-0.28	9.37	97.1%
	June-02	1.05	0.39	0.39	-1.47	-0.61	0.38	0.37	-0.12	0.13	0.23	0.42	-0.15	-0.42	6.32	98.2%
Benchmark																
	June-01	1.04	0.29	0.14	-1.17	-0.39	0.29	0.13	0.04	0.11	0.11	0.27	0.00	-0.20	N.A.	100.0%
	June-02	0.96	0.27	0.34	-1.52	-0.68	0.10	0.16	-0.00	0.10	0.14	0.29	-0.11	-0.31	N.A.	100.0%

Statistical Data

EXTERNAL EMERGING STOCK MANAGERS

Sector Weights FY 2001 and FY 2002 (In Percentages)

		Cash	Cons. Non Dur.	Cons. Dur.	Basic Mat.	Cap. Goods	Energy	Tech.	Trans.	Util.	Finl.	Misc.	Total
Artemis													
	June-01	8.64	51.73		10.41	5.58	5.93	5.15	4.20	4.74	3.61		100.00
	June-02	2.34	58.30	2.54	5.29	11.22	6.49	11.66			2.16		100.00
Benchmark													
	June-01		42.78	7.41	7.96	8.85	2.23	20.90	3.76	0.89	4.90	0.31	100.00
	June-02		50.84	9.97	6.49	9.13	3.56	10.05	2.19	2.04	5.34	0.39	100.00
Bay Isle													
	June-01	1.08	21.95	1.95		13.54	8.95	21.72		6.43	22.08	2.31	100.00
	June-02	2.70	21.79	6.34		8.97	8.71	18.58		1.65	31.27		100.00
Benchmark													
	June-01		28.70	3.90	5.41	5.38	5.73	16.04	1.56	10.09	21.81	1.37	100.00
	June-02		30.17	4.94	7.81	5.32	5.35	8.41	1.90	9.82	24.88	1.41	100.00
Earnest Partners													
	June-01	0.24	34.57		2.74		4.30	19.89		11.02	27.26		100.00
	June-02	0.50	20.30			1.22	13.59	16.68	3.58	7.24	36.88		100.00
Benchmark													
	June-01		22.25	7.10	6.10	5.82	6.11	23.23	2.46	3.09	23.21	0.63	100.00
	June-02		30.81	4.75	6.57	4.02	7.91	11.18	1.73	6.98	25.39	0.67	100.00
Holt-Smith & Yates													
	June-01	0.32	41.39			9.50		36.86			11.93		100.00
	June-02	1.52	41.40			5.87		39.66			11.56		100.00
Benchmark													
	June-01		31.14	0.74	5.54	9.76		30.19		1.63	19.74	1.26	100.00
	June-02		36.48	2.60	4.86	4.78		27.34			22.01	1.93	100.00
Next Century Growth													
	June-01	0.13	38.55	2.01		3.91	3.23	43.59	4.09		4.48		100.00
	June-02	0.37	51.52	3.96				36.49	2.53		5.14		100.00
Benchmark													
	June-01		35.60	2.30	3.44	5.15	5.37	40.57	1.20	0.14	6.23		100.00
	June-02		42.86	2.80	3.19	4.42	6.88	29.14	1.46	0.21	9.05		100.00
Peregrine													
	June-01	3.55	20.30	7.52	14.23	7.20	4.83	6.33	4.86	6.38	22.75	2.05	100.00
	June-02	1.17	18.78	8.14	14.36	8.08	6.93	8.29	5.58	4.44	22.91	1.34	100.00
Benchmark													
	June-01		23.90	8.24	11.93	7.28	3.64	5.60	4.17	7.92	26.50	0.81	100.00
	June-02		19.96	7.47	11.25	8.25	2.56	7.99	3.45	6.90	31.54	0.63	100.00

Statistical Data

EXTERNAL EMERGING STOCK MANAGERS

Sector Weights FY 2001 and FY 2002 (In Percentages)

		Cash	Cons. Non Dur.	Cons. Dur.	Basic Mat.	Cap. Goods	Energy	Tech.	Trans.	Util.	Finl.	Misc.	Total
Valenzuela Capital													
	June-01	6.17	20.17	6.48	8.08	1.56	7.93	10.33	4.81	9.40	25.09		100.00
	June-02	4.53	26.02	12.91	9.22		6.24	10.34	4.27	6.59	19.89		100.00
Benchmark													
	June-01		23.90	6.35	10.31	5.83	11.90	9.94	2.57	7.17	22.03		100.00
	June-02		18.48	7.41	12.23	4.02	12.93	8.80	2.27	6.98	26.88		100.00
Voyageur (Chicago Equity)													
	June-01	3.41	34.48	9.27	4.50	9.07		18.81		2.85	17.61		100.00
	June-02	1.92	40.21	9.62	3.13	5.96		18.87		1.91	18.39		100.00
Benchmark													
	June-01		26.45	1.97	3.23	7.52		32.89	2.59	1.61	22.43	1.30	100.00
	June-02		45.22	3.28	1.94	4.93	0.33	17.11	1.44	1.63	24.12		100.00
Winslow Capital													
	June-01	4.10	51.03	6.82	4.96	2.67		25.45	1.73			3.25	100.00
	June-02	2.28	60.82	7.70	4.30			24.90					100.00
Benchmark													
	June-01		53.35	4.38	2.78	4.13		28.27	2.00	0.78	3.78	0.54	100.00
	June-02		59.05	5.12	4.07	2.57		24.47	1.80		2.91		100.00
Zevenbergen Capital													
	June-01	1.86	36.81	0.51		4.22		51.76			4.84		100.00
	June-02	0.78	46.49	0.80	0.00	1.65	0.00	38.12	0.00	0.00	12.15		100.00
Benchmark													
	June-01		35.06	0.40	0.62	2.94	5.68	47.72	0.10	3.57	3.91		100.00
	June-02		48.79	3.67	2.84	4.60	2.34	27.59	0.92	0.82	7.75	0.69	100.00
Aggregate Emerging Managers													
	June-01	2.86	32.01	4.44	4.99	6.06	3.57	22.94	1.95	5.37	15.16	0.64	100.00
	June-02	1.85	38.20	5.92	5.23	3.92	3.91	21.25	1.92	2.30	15.24	0.27	100.00
Benchmark													
	June-01		31.80	3.46	5.24	5.86	4.64	25.77	1.79	5.00	15.75	0.69	100.00
	June-02		38.27	5.50	6.64	5.15	3.63	17.16	1.92	3.59	17.63	0.51	100.00

Statistical Data

EXTERNAL SEMI-PASSIVE STOCK MANAGERS

Risk Factor Exposures FY 2001 and FY 2002 (In Percentages)

	Beta	Vty.	Mom.	Size	Size Non	Trad. Actvy	Growth	E/Y	Value	Earn Var.	Curr. Lev.	Div. Sens.	Yld	Avg T/O	Eqty Alloc.
Barclays Global Investors															
June-01	0.98	-0.06	-0.03	0.21	-0.02	-0.16	-0.01	0.07	-0.01	-0.02	-0.06	-0.01	0.08	5.95	99.17%
June-02	0.94	-0.15	0.00	0.31	0.04	-0.18	-0.05	0.11	-0.05	-0.08	-0.12	0.04	0.11	4.34	99.22%
Franklin Portfolio Associates															
June-01	0.98	-0.07	-0.02	0.20	-0.00	-0.17	0.03	0.02	0.00	0.04	-0.04	-0.03	0.05	6.97	99.57%
June-02	0.94	-0.15	0.02	0.32	0.07	-0.17	-0.03	0.09	-0.04	-0.06	-0.09	0.05	0.06	4.94	99.56%
J.P. Morgan															
June-01	0.98	-0.07	-0.03	0.22	0.00	-0.13	-0.00	0.03	-0.00	-0.01	-0.05	-0.00	0.05	5.96	99.80%
June-02	0.96	-0.12	-0.03	0.35	0.05	-0.10	0.03	0.07	-0.03	-0.06	-0.03	0.03	0.04	5.43	99.70%
Aggregate Semi-Passive Equity															
June-01	0.98	-0.07	-0.03	0.21	-0.01	-0.15	0.00	0.04	-0.01	0.00	-0.05	-0.01	0.06	5.79	99.49%
June-02	0.95	-0.14	-0.00	0.33	0.05	-0.15	-0.02	0.09	-0.04	-0.07	-0.08	0.04	0.07	4.30	99.48%
Benchmark															
June-01	0.98	-0.06	-0.05	0.22	-0.03	-0.19	0.01	-0.03	-0.01	-0.01	-0.07	0.00	0.06	N.A.	100.00%
June-02	0.94	-0.15	-0.02	0.32	0.04	-0.20	-0.03	0.04	-0.04	-0.08	-0.10	0.02	0.09	N.A.	100.00%

Statistical Data

EXTERNAL SEMI-PASSIVE STOCK MANAGERS

Sector Weights FY 2001 and FY 2002 (In Percentages)

		Cash	Cons. Non Dur.	Cons. Dur.	Basic Mat.	Cap. Goods	Energy	Tech.	Trans.	Util.	Finl.	Misc.	Total
Barclays Global Investors													
	June-01	0.83	27.66	1.22	3.29	7.48	9.27	20.34	0.63	9.91	18.33	1.05	100.00
	June-02	0.78	36.44	1.66	2.65	5.29	7.17	12.95	0.61	8.31	22.36	1.77	100.00
Franklin Portfolio Associates													
	June-01	0.43	27.57	0.90	2.96	7.41	9.32	21.33	0.31	9.89	19.37	0.51	100.00
	June-02	0.44	36.53	1.58	4.14	5.73	7.31	12.59	0.96	7.71	21.96	1.05	100.00
J.P. Morgan													
	June-01	0.20	26.92	1.62	3.96	6.68	8.00	21.14	0.85	10.39	19.48	0.77	100.00
	June-02	0.30	36.16	2.22	4.07	5.93	7.03	12.43	0.63	8.47	22.42	0.33	100.00
Aggregate Semi-Passive Equity													
	June-01	0.51	27.39	1.25	3.41	7.20	8.88	20.90	0.60	10.05	19.01	0.80	100.00
	June-02	0.52	36.42	1.82	3.56	5.63	7.16	12.67	0.72	8.19	22.22	1.08	100.00
Benchmark													
	June-01		27.42	1.64	3.69	7.09	7.74	20.95	0.53	10.58	19.57	0.79	100.00
	June-02		35.68	1.98	4.32	5.72	6.94	12.40	0.70	8.62	22.56	1.09	100.00

Statistical Data

EXTERNAL DOMESTIC STOCK MANAGERS

Annualized Performance Summary Periods Ending June 30, 2002

	1 Year		3 Years		5 Years	
	Actual	Benchmark	Actual	Benchmark	Actual	Benchmark
Active Managers						
Alliance Capital Management	-21.9%	-22.0%	-10.0%	-11.1%	8.1%	4.5%
Cohen, Klingenstein & Marks	-39.8	-20.8	-17.5	-9.4	-1.0	3.6
Forstmann Leff Associates	-29.2	-14.6	-11.9	2.8	5.9	7.9
Franklin Portfolio Associates	-16.7	-14.7	-2.4	-4.6	6.5	5.5
GeoCapital	-33.1	-24.4	-12.9	-5.4	-3.6	-1.6
Lincoln Capital Management	-24.2	-23.5	-19.9	-16.8	-3.1	0.3
New Amsterdam Partners	-13.7	-9.9	3.8	3.0	11.2	10.7
Oppenheimer Capital	-15.1	-16.0	-1.4	-2.4	6.9	7.7
UBS Global	-7.2	-15.2	-5.6	-5.9	3.1	4.9
Emerging Managers						
Artemis Investment Management	-3.8	-4.5				
Bay Isle Financial Management	-13.0	-9.7				
Earnest Partners	-13.9	1.1				
Holt-Smith & Yates Advisors	-15.9	-6.8				
Next Century Growth Investors	-31.5	-22.3				
Peregrine Capital Management	11.4	10.9				
Valenzuela Capital Partners	-4.4	2.4	1.8	5.4	4.0	7.7
Voyageur Capital Management	-16.5	-14.5				
Winslow Capital Management	-27.9	-17.5				
Zevenbergen Capital	-35.9	-21.1	-22.4	-3.8	1.7	8.5
Semi-Passive Managers						
Barclays Global Investors	-13.8	-13.8	-9.2	-10.8	2.2	2.0
Franklin Portfolio Associates	-14.1	-13.8	-10.5	-10.8	1.6	2.0
J.P. Morgan Investment Mgmt.	-15.9	-13.8	-10.7	-10.8	2.2	2.0
Passive Manager						
Barclays Global Investors	-17.6	-17.3	-8.4	-8.7	3.5	3.3
Aggregate (1)	-18.0%		-9.0%		3.0%	
Capital Markets Data						
Wilshire 5000 Investable	-17.3%	-8.9%	3.1%			
Wilshire 5000	-16.6	-8.2	3.6			
3-Month-Treasury Bills	2.3	4.4	4.6			
Inflation	1.0	2.7	2.3			

(1) Aggregate of all Domestic Stock Managers retained during the time period shown.

Statistical Data

Bond Manager Portfolio Characteristics Glossary

The bond manager portfolio statistics glossary is designed to define terminology the State Board of Investment uses in evaluating a bond manager's investment philosophy, risk characteristics and performance data. The definitions refer to categories shown in the Portfolio Characteristics table that follows this glossary.

Number of Issues (# of Issues)

The number of different bond issues held in the manager's portfolio.

Average Quality Weightings (Avg. Qual.)

The average rating given the portfolio's securities by Moody's Corp. A security's rating indicates the financial strength of its issuer and other factors related to the likelihood of full and timely payment of interest and principal.

Coupon

The annual interest payment received on the manager's total portfolio stated as a percent of the portfolio's face value.

Yield to Maturity (Yield to Mat.)

The compounded annualized return that the manager's total portfolio would produce if it were held to maturity and all cash flows were reinvested at an interest rate equal to the yield to maturity.

Duration

A measure of the average life of the total portfolio. Duration is a weighted average maturity where the time in the future that each cash flow is received is weighted by the proportion that the present value of the cash flow contributes to the total present value (or price) of the total portfolio.

Term to maturity (Term. to Mat.)

A measure of the average life of the total portfolio. Term to maturity is the number of years remaining until the average bond in the portfolio makes its final cash payment.

Statistical Data

EXTERNAL ACTIVE BOND MANAGERS

Portfolio Characteristics FY2001 - 2002

	# Of Issues	Avg. Qual.	Coupon	Yield To Mat.	Duration	Term To Mat.
American Express Asset Management						
June-02	199	AA	6.19%	5.54%	4.17 Yrs.	6.5 Yrs.
June-01	227	AA	7.05	6.86	4.90	8.2
Deutsche Asset Management						
June-02	121	AA+	6.61	5.12	4.30	6.6
June-01	131	AA	6.96	6.76	4.74	7.5
Dodge & Cox Asset Management						
June-02	113	AA	6.72	5.74	4.17	7.6
June-01	99	AA	6.74	6.55	4.10	7.5
Metropolitan West Asset Management						
June-02	63	AA-	6.98	10.94	4.04	7.6
June-01	52	AA-	6.68	7.68	4.43	8.1
Morgan Stanley						
June-02	485	AA+	7.23	6.09	4.17	7.8
June-01	431	AA+	7.15	8.12	4.67	10.2
Western Asset Management						
June-02	477	AA	6.45	6.82	4.60	12.1
June-01	407	AA+	6.39	8.04	5.67	12.7
Lehman Aggregate						
June-02	6,892	AAA	6.40	5.27	4.29	7.8
June-01	6,414	Agency	6.79	6.15	4.75	8.4

Statistical Data

EXTERNAL ACTIVE BOND MANAGERS

Sector Weights

FY2001-2002

(In Percentages)

	Gov't.	Corp.	Mtge.	ABS	Misc.	Intl.	High Yld	Cash
American Express Asset Management								
June 02	27	17	45	1	0	0	6	4
June-01	16	29	42	0	0	0	9	4
Deutsche Asset Management								
June-02	14	31	32	16	6	0	3	3
June-01	9	34	31	17	8	0	0	1
Dodge & Cox Asset Management								
June-02	16	35	41	2	0	0	6	0
June-01	17	40	37	4	0	0	0	2
Metropolitan West Asset Management								
June-02	11	40	18	16	0	0	11	4
June-01	6	37	27	13	0	0	8	9
Morgan Stanley								
June 02	8	24	37	1	0	2	2	25
June-01	4	33	46	12	0	0	4	1
Western Asset Management								
June 02	12	33	31	5	4	0	5	8
June-01	20	24	31	17	4	0	4	0
Lehman Aggregate								
June-02	33	26	36	4	0	0	0	0
June-01	35	26	37	2	0	0	0	0

Abbreviations:

Gov't. Government securities
 Corp. Corporate securities
 Mtge. Mortgage-backed securities
 ABS Asset-backed securities

Misc. Miscellaneous or other
 Int'l. Non-dollar securities
 High Yld Securities rated below investment grade

Statistical Data

EXTERNAL SEMI-PASSIVE BOND MANAGERS

Portfolio Characteristics

June 2001 - June 2002

	# Of Issues	Avg. Qual.	Coupon	Yield To Mat.	Dur.	Term To Mat.
BlackRock Financial						
June-02	1,130	AA+	5.78%	4.96%	4.32 Yrs.	6.6 Yrs.
June-01	1,143	AA+	6.59	6.21	4.78	8.4
Goldman Sachs Asset Management						
June-02	350	AA	6.12	5.70	4.31	8.2
June-01	635	AA	6.21	6.36	4.75	8.1
Lincoln Capital Management						
June-02	1,017	AAA	6.53	5.18	4.24	7.1
June-01	1,294	AAA	6.98	6.11	4.48	7.7
Lehman Aggregate						
June-02	6,892	AAA	6.40	5.27	4.29	7.8
June-01	6,414	Agency	6.79	6.15	4.75	8.4

Sector Weights

June 2001 - June 2002

(In Percentages)

	Gov't.	Corp.	Mtge.	ABS	Misc.	Cash
Blackrock Financial						
June-02	23	24	39	5	0	10
June-01	24	21	47	4	0	4
Goldman Sachs Asset Management						
June-02	21	35	28	14	1	0
June-01	12	37	36	11	1	3
Lincoln Capital Management						
June-02	29	27	35	7	0	2
June-01	23	26	33	16	0	2
Lehman Aggregate						
June-02	33	26	36	4	0	0
June-01	35	26	37	2	0	0

Statistical Data

EXTERNAL BOND MANAGERS

Annualized Performance Summary Periods Ending June 30, 2002

	1 Year		3 Years		5 Years	
	Actual	Benchmark	Actual	Benchmark	Actual	Benchmark
Active Managers						
American Express Asset Mgmt. (1)	5.5%	8.6%	7.1%	8.1%	7.1%	7.6%
Deutsche	9.0	8.6				
Dodge & Cox	9.4	8.6				
Metropolitan West	1.6	8.6				
Morgan Stanley	8.8	8.6	8.7	8.1	7.6	7.6
Western Asset Management	8.6	8.6	9.0	8.1	8.3	7.6
Semi-Passive Managers						
BlackRock Financial	8.4	8.6	8.2	8.1	7.8	7.6
Goldman Sachs Asset Mgmt.	8.1	8.6	8.1	8.1	7.5	7.6
Lincoln Capital Management	9.1	8.6	8.3	8.1	7.8	7.6
Aggregate (2)	8.2%		8.2%		7.6%	
Capital Markets Data						
Lehman Aggregate (3)	8.6%		8.1%		7.6%	
3 month Treasury Bills	2.3		4.4		4.6	
Inflation	1.0		2.7		2.3	

(1) Prior to 1/1/96, manager had a government/corporate mandate only.

(2) Aggregate of all active and semi-passive managers retained during the time period shown.

(3) Lehman Brothers Aggregate Bond Index was used beginning 7/1/94. Prior to that time, the Salomon Broad Investment Grade Bond Index was used.

Statistical Data

INTERNATIONAL EQUITY MANAGERS' ATTRIBUTION EAFE MANAGERS

Fiscal Year 2002

	State Street Global Advisors	American Express	Britannic Asset Mgmt.	UBS Global Asset Mgmt.	INVESCO Global Asset Mgmt.
Local Returns					
Country Selection	0.5%	-0.6%	0.6%	0.4%	1.0 %
Stock Selection	-0.2	-2.1	2.3	2.1	5.1
Timing	0.0	0.9	-0.2	0.0	-0.1
Currency Returns					
Currency Effect	0.2	0.2	-1.0	-0.3	-0.1
Hedging Activity	0.0	0.0	-0.2	0.5	0.0
Timing	-0.5	-0.2	-0.3	1.9	-0.2
Base Return					
Total Value Added	0.2%	-2.0%	1.6%	4.6%	6.4%

Note: All attribution numbers are based on gross returns, not net returns as found in the 'front part of the annual report'.

Definitions:

Local Returns - The return in local currency for each country in the portfolio relative to the benchmark.

Country Selection - The portion of return that can be attributed to over/underweighting countries relative to the benchmark. Country selection will be positive if the manager has overweighted countries that performed well and underweighted countries that did not perform well.

Stock Selection - The portion of return that can be attributed to the selection of securities within a country relative to the benchmark. Stock selection will be positive if a portfolio's local country return is greater than the benchmark.

Currency Returns - The relative difference between the base currency return and the local currency return.

Currency Effect - The difference between the currency effect of a manager's unhedged portfolio and the benchmark that is caused by the timing of purchases and sales of securities and spots to cover them.

Hedging Effect - The difference between the currency return of the manager's hedged portfolio and the currency return of the unhedged portfolio.

Base Return - The return after conversion from local currencies to U.S. dollars.

Total Value Added - The difference between the portfolio's base return and the benchmark's base return.

Statistical Data

INTERNATIONAL EQUITY MANAGERS' ATTRIBUTION EAFE MANAGERS

Fiscal Year 2002

	Marathon Asset Mgmt.	T. Rowe Price Int'l
Local Returns		
Country Selection	1.2%	-0.3%
Stock Selection	9.4	0.5
Timing	-0.2	-0.4
Currency Returns		
Currency Effect	0.0	0.1
Hedging Activity	0.0	0.0
Timing	-2.0	1.0
Base Return		
Total Value Added	9.6%	0.7%

Note: All attribution numbers are based on gross returns, not net returns as found in the 'front part of the report'.

Definitions:

Local Returns - The return in local currency for each country in the portfolio relative to the benchmark.

Country Selection - The portion of return that can be attributed to over/underweighting countries relative to the benchmark. Country selection will be positive if the manager has overweighted countries that performed well and underweighted countries that did not perform well.

Stock Selection - The portion of return that can be attributed to the selection of securities within a country relative to the benchmark. Stock selection will be positive if a portfolio's local country return is greater than the benchmark.

Currency Returns - The relative difference between the base currency return and the local currency return.

Currency Effect - The difference between the currency effect of a manager's unhedged portfolio and the benchmark that is caused by the timing of purchases and sales of securities and spots to cover them.

Hedging Effect - The difference between the currency return of the manager's hedged portfolio and the currency return of the unhedged portfolio.

Base Return - The return after conversion from local currencies to U.S. dollars.

Total Value Added - The difference between the portfolio's base return and the benchmark's base return.

Statistical Data

INTERNATIONAL EQUITY MANAGERS' ATTRIBUTION EMERGING MARKETS MANAGERS

Fiscal Year 2002

	Alliance Capital Ltd	Capital Int'l Inc	Morgan Stanley	Schroder
Local Returns				
Country Selection	-3.6%	-4.8%	-2.0%	-1.5%
Stock Selection	0.8	-6.8	2.4	-5.1
Timing	0.8	0.7	1.6	1.7
Currency Returns				
Currency Effect	0.1	-0.2	-1.0	-0.7
Hedging Activity	0.0	0.0	0.3	-0.1
Timing	1.8	1.5	1.9	0.9
Base Return				
Total Value Added	0.1%	-9.1%	3.2%	-4.5%

Note: All attribution numbers are based on gross returns, not net returns as found in the 'front part of the report'.

Definitions:

Local Returns - The return in local currency for each country in the portfolio relative to the benchmark.

Country Selection - The portion of return that can be attributed to over/underweighting countries relative to the benchmark. Country selection will be positive if the manager has overweighted countries that performed well and underweighted countries that did not perform well.

Stock Selection - The portion of return that can be attributed to the selection of securities within a country relative to the benchmark. Stock selection will be positive if a portfolio's local country return is greater than the benchmark.

Currency Returns - The relative difference between the base currency return and the local currency return.

Currency Effect - The difference between the currency effect of a manager's unhedged portfolio and the benchmark that is caused by the timing of purchases and sales of securities and spots to cover them.

Hedging Effect - The difference between the currency return of the manager's hedged portfolio and the currency return of the unhedged portfolio.

Base Return - The return after conversion from local currencies to U.S. dollars.

Total Value Added - The difference between the portfolio's base return and the benchmark's base return.

Statistical Data

EXTERNAL INTERNATIONAL STOCK MANAGERS

Annualized Performance Summary Periods Ending June 30, 2002

	1 Year		3 Years		5 Years	
	Actual	Benchmark	Actual	Benchmark	Actual	Benchmark
Active EAFE						
American Express Asset Mgmt.	-10.6%	-9.3%				
Britannic (Blairlogie) Capital Mgmt.	-8.1	-9.3				
Invesco Global Asset Mgmt.	-2.7	-9.3				
Marathon Asset Mgmt. (1)	0.4	-5.1	1.8	-4.3	3.2	-0.9
T. Rowe Price International, Inc.	-8.5	-9.3	-5.3	-6.7	-1.2	-1.6
UBS Global (2)	-4.9	-9.3	-0.2	-6.7	2.7	-1.6
Active Emerging Markets						
Alliance Capital Mgmt.	2.9	3.3				
Capital International	-6.2	3.3				
Morgan Stanley Investment Mgmt.	5.8	3.3				
Schroder Investment Mgmt. N.A.	-1.9	3.3				
Passive EAFE						
State Street Global Advisors	-9.1	-9.3	-6.6	-6.7	-1.3	-1.6
Equity Only*	-7.0	-8.7	-5.3	-6.8	-1.6	-2.4
Total Program**	-7.0%	-8.7%	-5.4%	-6.8%	-1.3%	-2.4%

* Equity managers only. Includes impact of terminated managers. The international benchmark is MSCI EAFE Free plus MSCI Emerging Markets Free (EMF). The weighting of each index fluctuates with market capitalization. From 12/31/96 to 6/30/99 the benchmark was fixed at 87% EAFE Free/13% Emerging Markets Free. On 5/1/96, the portfolio began transitioning from 100% EAFE to the 12/31/96 fixed weights. 100% EAFE Free prior to 5/1/96.

** Includes impact of currency overlay unrealized gain/loss through December 2001, when all contracts had matured. The international benchmark is MSCI EAFE Free plus MSCI Emerging Markets Free (EMF). The weighting of each index fluctuates with market capitalization. From 12/31/96 to 6/30/99 the benchmark was fixed at 87% EAFE Free/13% Emerging Markets Free. On 5/1/96, the portfolio began transitioning from 100% EAFE to the 12/31/96 fixed weights. 100% EAFE Free prior to 5/1/96.

(1) Marathon's performance is measured against a custom benchmark since inception.

(2) Fully active since 10/1/99. Active country/passive stock from inception 4/1/93 to 9/30/99.

Statistical Data

ALTERNATIVE INVESTMENTS - REAL ESTATE

June 30, 2002

BASIC FUND	MARKET \$ VALUE	UNFUNDED \$ COMMITMENT	PERIOD (YEARS)
Colony Capital			
Colony Investors II	\$9,611,693	\$1,014,836	7.25
Colony Investors III	58,941,985	2,047,747	4.50
Equity Office Properties Trust	59,223,852	0	10.59
Heitman Fund V	7,389,212	0	10.57
Lasalle Income Parking Fund	6,190,569	355,599	10.78
Lend Lease Real Estate Investments	135,342,413	0	20.72
RREEF USA Fund III	702,266	0	18.14
T.A. Associates Realty			
Realty Associates Fund III	51,445,161	0	8.08
Realty Associates Fund IV	55,092,616	0	5.41
Realty Associates Fund V	52,651,584	0	3.10
Realty Associates Fund VI	0	50,000,000	0.01
UBS Realty	154,481,331	0	20.17
Funds in Liquidation (AEW III & V, Heitman I, II & III)	571,045	0	N/A
Real Estate-Basic Total	\$591,643,727	\$53,418,182	
POST FUND	MARKET \$ VALUE	UNFUNDED \$ COMMITMENT	PERIOD (YEARS)
Carbon Capital II	\$7,234,067	\$42,765,933	0.32
Colony Capital	9,611,693	1,014,836	7.25
CT Mezzanine Partners II	23,751,668	76,349,957	0.77
Equity Office Properties Trust	59,223,852	0	1.24
GMAC Institutional Advisors			
Institutional Commercial Mortgage Fund II	9,118,944	102,500	6.93
Institutional Commercial Mortgage Fund III	19,955,823	224,948	5.58
Institutional Commercial Mortgage Fund IV	14,123,053	0	4.50
Institutional Commercial Mortgage Fund V	37,025,137	-0	2.91
Real Estate-Post Total	\$180,044,236	\$120,458,172	
Real Estate Total	\$771,687,963	\$173,876,354	

Statistical Data

ALTERNATIVE INVESTMENTS - PRIVATE EQUITY

June 30, 2002

BASIC FUND	MARKET \$ VALUE	UNFUNDED \$ COMMITMENT	PERIOD (YEARS)
Bank Fund			
Banc Fund IV	\$29,825,975	\$0	6.37
Banc Fund V	54,948,912	0	3.96
Blackstone Capital Partners II	30,883,914	2,728,810	8.60
BLUM Capital Partners			
BLUM Strategic Partners I	49,518,717	782,473	3.52
BLUM Strategic Partners II	21,276,803	32,057,732	0.95
Brinson Partners II	1,464,706	0	11.59
Churchill Capital Partners II	3,479,996	0	9.67
Citigroup Venture Capital Equity	24,535,905	74,580,698	0.55
Contrarian Capital Fund II	31,503,523	3,755,605	5.08
Coral Partners			
Coral Partners Fund II	711,747	1,930,685	11.93
Coral Partners Fund IV	6,428,305	0	7.94
Coral Partners Fund V	9,835,190	1,125,000	4.04
Crescendo Ventures			
Crescendo II	3,153,794	0	5.49
Crescendo III	8,771,912	0	3.65
Crescendo IV	26,413,091	38,062,500	2.31
DLJ			
DLJ Merchant Banking Partners III	32,938,588	88,415,339	1.75
DLJ Strategic Partners	40,059,340	56,849,476	1.44
DSV Partners IV	1,261,418	0	17.22
First Century Partners III	1,571,158	0	17.54
Fox Paine Capital			
Fox Paine Capital Fund	44,251,560	0	4.19
Fox Paine Capital Fund II	2,820,286	45,273,528	2.00
Golder,Thoma, Cressey, Rauner			
Golder, Thoma, Cressey Fund III	4,400,539	0	14.67
Golder, Thoma, Cressey & Rauner Fund IV	4,984,038	0	8.41
Golder, Thoma, Cressey & Rauner Fund V	21,217,710	0	6.00
GS Capital Partners 2000	13,218,013	34,733,938	1.83

Statistical Data

ALTERNATIVE INVESTMENTS - PRIVATE EQUITY (con't)

June 30, 2002

BASIC FUND (con't)	MARKET \$ VALUE	UNFUNDED \$ COMMITMENT	PERIOD (YEARS)
GTCR Golder Rauner			
GTCR VI	\$41,717,478	\$862,222	4.00
GTCR VII	78,979,960	76,234,375	2.39
GHJM Marathon Fund IV	26,748,156	10,119,000	3.21
Hellman & Friedman			
Hellman & Friedman Capital Partners III	8,557,644	7,886,316	7.78
Hellman & Friedman Capital Partners IV	42,691,639	80,089,359	2.49
Kohlberg Kravis Roberts			
KKR 1986 Fund	16,027,565	0	16.21
KKR 1987 Fund	74,892,452	576,348	14.60
KKR 1993 Fund	38,024,159	0	8.53
KKR 1996 Fund	172,772,260	7,029,963	5.83
KKR Millenium Fund	0	200,000,000	1.10
Matrix Partners III	508,105	0	12.15
Piper Jaffrey Healthcare			
Piper Jaffray Healthcare Fund II	8,429,562	300,000	5.33
Piper Jaffray Healthcare Fund III	14,033,816	2,799,998	3.44
Summit Ventures V	12,815,761	5,625,000	4.25
T. Rowe Price	19,061,843	0	N/A
Thoma Cressey			
Thoma Cressey Fund VI	23,185,807	1,435,000	3.86
Thoma Cressey Fund VII	3,652,641	45,500,000	1.85
Vestar Capital Partners IV	12,293,073	41,945,866	2.54
Warburg Pincus			
Warburg, Pincus Ventures	63,239,059	0	7.50
Warburg, Pincus Equity Partners	82,933,792	2,000,000	4.01
Warburg Pincus Private Equity VIII	14,000,000	86,000,000	0.21
Welsh, Carson, Anderson & Stowe			
Welsh, Carson, Anderson & Stowe VIII	72,355,889	3,000,000	3.93
Welsh, Carson, Anderson & Stowe IX	29,899,888	86,250,000	2.01
William Blair Capital Partners VII	11,202,862	38,400,000	1.31
Funds in Liquidation (Brinson I, Matrix II, Summit I, and Zell/Chilmark)	601,244	1,200,000	N/A
Private Equity-Basic Total	\$1,338,099,794	\$1,077,549,231	

Statistical Data

ALTERNATIVE INVESTMENTS - PRIVATE EQUITY (con't)

June 30, 2002

POST FUND	MARKET \$ VALUE	UNFUNDED \$ COMMITMENT	PERIOD (YEARS)
Citicorp Mezzanine			
Citicorp Mezzanine II	\$18,561,889	\$0	7.50
Citicorp Mezzanine III	36,045,451	64,631,838	2.66
DLJ Investment Partners II	24,159,350	33,312,561	2.49
GS Mezzanine Partners II	30,072,271	63,899,658	2.33
GTCR Capital Partners	49,688,694	23,935,228	2.63
KB Mezzanine Partners Fund II	12,120,871	1	6.75
Prudential Capital Partners	23,034,810	75,433,440	1.20
Summit Partners			
Summit Sub. Debt Fund I	701,329	2,000,000	8.25
Summit Sub. Debt Fund II	14,430,011	18,000,000	4.91
T. Rowe Price	115,320	0	N/A
TCW/Crescent Mezzanine			
TCW/Crescent Mezzanine Partners	23,348,362	3,243,735	6.25
TCW/Crescent Mezzanine Partners II	51,104,164	13,864,053	3.60
TCW/Crescent Mezzanine Partners III	17,097,667	56,720,317	1.25
William Blair Mezz. Fund III	37,413,819	21,038,400	2.49
Windjammer Mezzanine & Equity Fund II	22,287,050	42,076,135	2.25

Statistical Data

ALTERNATIVE INVESTMENTS - RESOURCE

June 30, 2002

BASIC FUND	MARKET \$ VALUE	UNFUNDED \$ COMMITMENT	PERIOD (YEARS)
Apache Corp III	\$3,664,560	\$0	15.50
First Reserve			
First Reserve VII	28,568,645	0	6.00
First Reserve VIII	114,652,423	0	4.17
First Reserve IX	31,428,645	69,635,568	1.22
Simmons			
Simmons - SCF Fund II	12,363,075	2,152,471	10.90
Simmons - SCF Fund III	38,874,621	2,978,862	7.00
Simmons - SCF Fund IV	38,894,916	18,231,472	4.25
T. Rowe Price	6,617,500	0	N/A
Funds in Liquidation (First Reserve I, II & V)	387,514	0	N/A
Resource-Basic Total	\$275,451,899	\$92,998,372	
POST FUND	MARKET \$ VALUE	UNFUNDED \$ COMMITMENT	PERIOD (YEARS)
Merit Energy Partners			
Merit Energy Partners B	\$30,666,147	\$0	6.00
Merit Energy Partners C	60,322,996	5,646,842	3.67
Merit Energy Partners D	45,556,578	42,732,148	1.10
Resource-Post Total	\$136,545,722	\$48,378,990	
Resource Total	\$411,997,620	\$141,377,362	
Private Equity-Post Total	\$360,181,059	\$418,155,366	
Private Equity Total	\$1,698,280,853	\$1,495,704,597	

Time-Weighted Rate of Return

In measuring the performance of a manager or fund whose investment objective is to maximize the total value of an investment portfolio, the proper measuring tool is the time-weighted total rate of return. This performance measure includes the effect of income earned as well as realized and unrealized portfolio market value changes. In addition, the time-weighted total rate of return nets out the influence of contributions made to and distributions taken from the manager or fund. These are variables over which the manager or fund generally has no control.

The calculation of a portfolio's true time-weighted return requires that the portfolio be valued every time that there is a capital flow in or out. Because most portfolios are not valued that frequently, it is usually necessary to estimate the time-weighted total rates of return by approximating the required valuations.

In 1968, the Bank Administration Institute (BAI) commissioned a study, conducted by the University of Chicago, which considered desirable methods of estimating time-weighted returns. The BAI report is considered to be the definitive work in the field of performance measurement because of the academic reputations and thorough scientific efforts of its authors.

When monthly data are available, the BAI study recommends employing a technique called the linked internal rate of return (LIRR). State Street Bank, the SBI's performance measurement consultant, calculates the LIRR by solving the following equation for R:

$$VB * (1 + R)^n + \sum_{i=1}^n C_i * (1 + R)^{t_i} = VE$$

Where:

VB = Value of the fund at the beginning of the month

VE = Value of the fund at the end of the month

C_i = Net cash flow on the i th day of the month

n = Number of cash flows in the month

R = Internal rate of return

t_i = Time from cash flow i to the end of the period, expressed as a percentage of the total number of days in the month

The internal rate of return, R , is a proxy for the true time-weighted return over the month. It approximates the interim valuations by assuming a uniform growth of the invested assets throughout the period.

The IRR's calculated for each month can be linked together to estimate the time-weighted return for a longer period. For example, given three consecutive monthly IRR's (R_1 , R_2 , and R_3), the quarterly time-weighted return (TWRQ) is:

$$TWRQ = (1 + R_1) * (1 + R_2) * (1 + R_3) - 1$$

State Street's performance methodology is also in compliance with the mandatory requirements of the Association for Investment Management and Research (AIMR).

Calculation of January 1, 2003 Benefit Increase

Actuarial value of required reserves at January 1, 2003	\$20,805,387,000
Less: Reserves not eligible for increase	<u>640,076,000</u>
Actuarially determined eligible reserves at January 1, 2003	20,165,311,000
CPI Inflation rate capped at 2.5%	0.745%
Dollar cost of inflationary increase	150,231,567
June 30, 2002 total required reserves	<u>21,037,136,000</u>
June 30, 2002 total required reserves adjusted for inflationary increase	21,187,367,567
Market value of Assets at June 30, 2002	16,968,352,000
Less: Inflation adjusted required reserves	<u>21,187,367,567</u>
Current year excess market value	<u>-4,219,015,567</u>
Negative balance carry forward	<u>-1,424,763,993</u>
Excess market value available for investment based benefit increase	<u>-2,794,251,574</u>
Divided by 5 year pay out period	5
Current year portion of excess market value	-558,850,315
Second year portion	-593,357,973
Third year portion	68,733,579
Fourth year portion	184,136,183
Fifth year portion	<u>374,194,800</u>
Total five year excess market value	-525,143,726
Greater of current year excess market value or cost of transition adjustment	<u>-525,143,726</u>
Divided by eligible required reserves at January 1, 2003	20,165,311,000
Investment based increase for FY2002	0.0000%

Summary:

Investment Based Benefit Increase	0.0000%
Inflation Based Benefit Increase	<u>0.7450%</u>
Total Benefit Increase	<u><u>0.7450%</u></u>
Total Dollar Value of January 1, 2003 Benefit Increase	<u><u>\$150,231,567</u></u>

Statistical Data

COMMISSIONS AND TRADING VOLUME

By Broker for Fiscal Year 2002

Broker	Stock \$ Volume	Stock \$ Commissions	Bond \$ Volume	Bond \$ Commissions	Short Term \$ Volume
A & C BROKERAGE	642,124.40	2,000.95	0.00	0.00	72,166,069.82
A B WATLEY INC	739,012.68	0.00	0.00	0.00	0.00
ABBEY NATIONAL	0.00	0.00	0.00	0.00	144,335,622.22
ABD SECURITIES	51,766,299.15	49,126.13	0.00	0.00	0.00
ABG SECURITIES	9,271,231.61	20,643.27	0.00	0.00	0.00
ABN AMRO ASIA SECS LTD	902,244.64	1,791.93	0.00	0.00	0.00
ABN AMRO CHICAGO CORP	692,178.82	2,452.58	0.00	0.00	0.00
ABN AMRO EQUITIES AUSTRALIA LT	42,621.56	149.70	0.00	0.00	0.00
ABN AMRO SECURITIES	30,844,674.72	75,166.01	85,153,449.61	0.00	0.00
ABN AMRO, HOARE, GOVETTE	1,096,784.79	2,732.01	0.00	0.00	0.00
ABN-AMRO B	66,453.53	233.40	0.00	0.00	0.00
ACCESS SECURITIES	196,019,168.39	233,680.63	0.00	0.00	0.00
ACCIONES Y VALORES	1,138,286.09	3,423.36	0.00	0.00	0.00
ADAMS HARKNESS & HILL	21,556,963.03	15,979.50	0.00	0.00	0.00
ADVEST CO.	7,485,698.57	4,895.00	71,538,613.70	0.00	0.00
ALLEN & COMPANY	10,824,452.68	1,250.00	0.00	0.00	0.00
AMADON CORPORATION	3,670,545.08	10,145.65	141,433,222.37	0.00	0.00
AMERICAN EXPRESS CREDIT	0.00	0.00	0.00	0.00	457,435,960.83
AMERICAN GENERAL FINANCE	0.00	0.00	0.00	0.00	206,775,875.28
AMHERST SECURITIES GROUP INC.	0.00	0.00	15,305,490.89	0.00	0.00
ANDERSON & STRUDWICK, IND.	271,050.00	0.00	0.00	0.00	0.00
ARCHIPELAG	5,367,239.78	3,645.85	0.00	0.00	0.00
ARNHOLD	53,065,984.42	83,133.04	0.00	0.00	0.00
AUBREY G LANSTON	3,356,269.88	6,252.31	0.00	0.00	0.00
AUTRANET	155,617,129.41	200,151.54	0.00	0.00	0.00
AVALON RESEARCH GROUP INC	11,298,898.78	13,690.00	0.00	0.00	0.00
B-TRADE SERVICES LLC	25,689,130.46	36,660.98	0.00	0.00	0.00
BA SECURITIES, INC.	2,562,620.91	5,858.30	698,414,512.92	0.00	4,383,245,385.43
BACHER & ROBERTS	189,125.57	471.11	0.00	0.00	0.00
BAER (JULIUS) SECURITIES INC.	556,029.71	1,386.60	0.00	0.00	0.00
BAIRD, ROBERT W & CO.	648,040.00	2,040.00	0.00	0.00	0.00
BANC ONE CAPITAL CORP.	0.00	0.00	15,583,719.60	0.00	0.00
BANCO BILB	100,835.62	351.69	0.00	0.00	0.00
BANCO DE INV	242,467.18	724.97	0.00	0.00	0.00
BANCO DEL	60,934.56	183.45	0.00	0.00	0.00
BANCO ICATER	1,559,560.65	4,481.24	0.00	0.00	0.00
BANCO NACIONAL DE MEXICO	501,508.58	1,659.51	0.00	0.00	0.00
BANCO PACTUAL S.A.	1,617,297.37	4,738.29	0.00	0.00	0.00
BANCO SANTANDER DE NEGOCIOS	1,264,364.60	1,698.63	0.00	0.00	0.00
BANCON CAPITAL CORP	0.00	0.00	0.00	0.00	137,448,343.62
BANK AM BELLEVUE ZURICH	209,519.93	418.17	0.00	0.00	0.00
BANK AUSTRIA	24,115.70	143.83	0.00	0.00	0.00
BANK IN LIECHTENSTEIN	452,366.61	0.00	0.00	0.00	0.00
BANK JULIUS	3,842,081.32	7,674.03	0.00	0.00	0.00
BANK OF AMERICA	44,253,245.59	83,512.62	34,531,737.96	0.00	0.00
BANK OF NEW YORK	0.00	0.00	2,375,259.26	0.00	0.00
BANK OF NY SECURITIES INC	1,009,240.87	1,100.00	0.00	0.00	0.00
BANK OF NY/BARCLAY LONDON	0.00	0.00	9,142,153.75	0.00	0.00
BANKERS TRUST	471,240.00	0.00	3,665,000.00	0.00	49,038,070.95
BANKRUPTCY	3,131,762.42	0.00	0.00	0.00	0.00
BANQUE PARIBAS	663,427.10	1,996.27	0.00	0.00	0.00
BARCLAYS BANK	0.00	0.00	41,513,450.66	0.00	0.00
BARCLAYS CAPITAL INC	0.00	0.00	12,539,889.00	0.00	434,978,805.55
BARCLAYS DEZOETE WEDD	0.00	0.00	204,139,203.45	0.00	0.00
BARING SECURITIES	45,815,968.70	86,370.28	134,550.00	0.00	0.00
BARNARD JACOBS AND CO (PTY) LTD	3,380,035.51	10,015.91	0.00	0.00	0.00
BARNARD JACOBS MELLET (USA) LL	1,829,308.59	5,475.32	0.00	0.00	0.00

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COMMISSIONS AND TRADING VOLUME

By Broker for Fiscal Year 2002

Broker	Stock \$ Volume	Stock \$ Commissions	Bond \$ Volume	Bond \$ Commissions	Short Term \$ Volume
BAYERISCHE HYPO- UND VEREINSBA	381,601.32	2,102.40	0.00	0.00	0.00
BBA CREDIT	65,670.13	230.65	0.00	0.00	0.00
BBV SECURITIES	375,789.15	937.13	0.00	0.00	0.00
BEAR, STEARNS & CO.	638,579,071.35	835,207.07	6,367,528,944.19	610.00	0.00
BENCHMARK CO INC	4,988,100.00	10,000.00	0.00	0.00	0.00
BENDER MEN	578,480.46	2,149.86	0.00	0.00	0.00
BENDER SECURITIES	701,076.84	2,900.09	0.00	0.00	0.00
BEREAN CAPITAL INC	160,000.00	0.00	0.00	0.00	0.00
BERKSHIRE EQUITY SALES INC	803,105.50	162.00	0.00	0.00	0.00
BERNSTEIN SANFORD	104,721,908.89	154,665.57	27,831,502.50	0.00	0.00
BHC SECURITIES INC.	12,536,206.87	29,978.64	0.00	0.00	0.00
BHF SECURITIES	34,634,546.02	14,585.91	0.00	0.00	0.00
BLAIR & COMPANY	66,696,343.37	55,178.27	0.00	0.00	0.00
BLAYLOCK	813,272.03	1,600.00	12,044,010.00	0.00	0.00
BLOOMBERG	563,344.31	554.08	0.00	0.00	0.00
BMO CREDIT	17,129,136.74	15,589.12	0.00	0.00	0.00
BNP FINANCE, PARIS FRANCE	244,784.22	610.43	0.00	0.00	0.00
BNP LONDON	231,196.65	576.55	0.00	0.00	0.00
BNP PARIBAS	1,984,375.23	2,526.49	23,836,888.10	0.00	0.00
BNP PRIME	3,493,087.54	9,550.63	0.00	0.00	0.00
BNP-BANQUE NATIONALE DE PARIS	939,061.48	2,341.79	0.00	0.00	0.00
BOLGER & CO INC	656,920.00	0.00	0.00	0.00	0.00
BOSTON INST. SERVICES	1,104,657.42	1,550.00	0.00	0.00	0.00
BRANDT (ROBERT) & CO	3,478,511.95	11,283.90	0.00	0.00	0.00
BRIDGE TRADING CO.	148,751,254.63	234,035.17	0.00	0.00	0.00
BROADCORT CAPITAL	52,281,343.90	81,833.50	0.00	0.00	0.00
BROCKHOUSE	14,997.03	44.74	0.00	0.00	0.00
BROCKHOUSE & COOPER	5,374,503.20	17,013.10	0.00	0.00	0.00
BROWN (ALEX) & SONS INC.	1,215,669,316.58	558,764.29	601,323,979.78	0.00	0.00
BROWN BROS. HARRIMAN	891,236.61	1,250.00	0.00	0.00	0.00
BUCKINGHAM RESEARCH GRP	6,073,163.36	23,120.98	0.00	0.00	0.00
BUNTING WARVURGER SEC	10,366.34	17.65	0.00	0.00	0.00
C.L. KING & ASSOC.	19,728,182.45	20,014.91	0.00	0.00	0.00
CAI CHEUVREUX, LONDON	2,755,927.76	4,614.05	0.00	0.00	0.00
CAIB SECURITIES	1,139,109.41	6,714.15	0.00	0.00	0.00
CAMBRIDGE GROUP INVESTMENTS	0.00	0.00	34,032,352.43	0.00	0.00
CANADA TRUST	146,195.60	1,074.00	0.00	0.00	0.00
CANTOR FITZGERALD	312,359,767.38	158,542.36	0.00	0.00	0.00
CAPEL, JAMES	525,083.75	109.56	0.00	0.00	0.00
CAPITAL INST. SERVICES	9,268,651.36	19,379.00	0.00	0.00	0.00
CARNEGIE	2,213,404.42	5,219.02	0.00	0.00	0.00
CARROLL MCENTEE & MCG	2,171,537.51	5,332.01	81,342,572.07	0.00	1,636,991.67
CASA DE BO	216,910.19	652.69	0.00	0.00	0.00
CASTOCK CORPORATION	160,241.71	68.37	0.00	0.00	0.00
CAZENOVE & CO.	11,155,070.39	18,879.73	0.00	0.00	0.00
CDC	1,363,379.47	2,732.22	0.00	0.00	0.00
CENTURY SECS	0.00	0.00	2,507,762.50	0.00	0.00
CHARTERHOUSE TILNEY	3,471,256.27	3,034.35	0.00	0.00	0.00
CHASE MANHATTAN BANK	113,303.49	200.19	33,667,300.63	0.00	0.00
CHASE SECURITIES INC	0.00	0.00	400,029,232.87	0.00	0.00
CHEMICAL BANK	0.00	0.00	257,744,640.52	0.00	0.00
CHEMICAL SECS. INC.	0.00	0.00	45,126,221.70	0.00	0.00
CHEUVREUX	22,780,189.64	50,421.72	0.00	0.00	0.00
CHEUVREUX DE NORDIC A B	753,049.48	1,877.93	0.00	0.00	0.00
CHEVREUX DE VIRIEU	3,132,947.21	7,801.23	0.00	0.00	0.00
CHEVRON OIL FIN. CO.	0.00	0.00	0.00	0.00	19,921,288.89
CHICAGO CORP	3,157,232.03	5,779.64	516,645.00	0.00	0.00

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COMMISSIONS AND TRADING VOLUME

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Broker	Stock \$ Volume	Stock \$ Commissions	Bond \$ Volume	Bond \$ Commissions	Short Term \$ Volume
CHINA DEVELOPMENT	26,185.84	0.00	0.00	0.00	0.00
CHINA DEVELOPMENT FINANCE CO	22,582.27	56.25	0.00	0.00	0.00
CHINA INTERNATIONAL CAP CORP	437,361.44	1,089.35	0.00	0.00	0.00
CHINA SECURITIES CO LTD	1,190,931.87	1,697.83	0.00	0.00	0.00
CHUO SECURITIES CO.	135,621.30	0.00	0.00	0.00	0.00
CIBC OPPENHEIMER	3,585,739.81	635.91	0.00	0.00	0.00
CIBC WORLD	130,882.43	294.00	0.00	0.00	0.00
CIBC/WOOD GUNDY	0.00	0.00	0.00	0.00	423,676,852.78
CISCO OF AMERICA INC	0.00	0.00	206,000.00	0.00	0.00
CIT GROUP INC	0.00	0.00	0.00	0.00	249,148,138.89
CITATION GROUP	182,651,397.17	237,661.00	0.00	0.00	0.00
CITIBANK	1,780,247.27	1,733.50	0.00	0.00	0.00
CITIBANK FIDELITY INVESTMENTS	0.00	0.00	2,706,993.00	0.00	0.00
CITIGROUP INC	0.00	0.00	0.00	0.00	2,677,346,768.03
CITY NATIONAL BANK-INV	0.00	0.00	4,414,340.63	0.00	0.00
CJS SECURITIES	875,562.22	1,410.00	0.00	0.00	0.00
CL GLAZER INC.	502,124.34	1,326.11	0.00	0.00	0.00
CLARKE & CO	0.00	0.00	10,948,437.50	0.00	0.00
CLARKE GX & CO.	0.00	0.00	0.00	0.00	3,437,632.43
CLEARY GULL REILAND	59,558.76	162.00	0.00	0.00	0.00
COLIN HOCHSTIN	15,668.42	0.00	0.00	0.00	0.00
COLLINS STEWART	690,456.51	343.34	0.00	0.00	0.00
COMMERCE CAPITAL	4,966,677.10	3,489.00	0.00	0.00	0.00
COMMERZ BANK	3,435,016.68	6,171.15	0.00	0.00	0.00
COMMERZ SECURITIES	5,249,698.13	6,652.56	0.00	0.00	0.00
COMMERZBANK AG	10,125,383.42	13,636.17	0.00	0.00	0.00
CONNING & COMPANY	43,909.34	52.91	0.00	0.00	0.00
COUNTRYWIDE	0.00	0.00	390,613,631.11	0.00	14,761,483.00
COWEN&CO	91,749,285.15	93,568.70	2,922,345.00	0.00	0.00
CREDIT AGR	7,381,750.54	8,611.55	0.00	0.00	0.00
CREDIT AGRI INDOSUEZ CHEUVREAUX	84,444.52	168.55	0.00	0.00	0.00
CREDIT AGRICOLE	6,754,048.67	20,212.08	0.00	0.00	0.00
CREDIT AGRICOLE INDOSUEZ	1,239,044.42	1,537.07	0.00	0.00	79,921,155.56
CREDITANSTALT	26,171.25	144.74	0.00	0.00	0.00
CREDIT COMMERCE FINANCE	173,250.22	591.83	0.00	0.00	0.00
CREDIT LYONNAIS SECURITIES	174,327,506.64	175,763.53	0.00	0.00	0.00
CREDIT RESEARCH & TRADING	0.00	0.00	189,500.00	0.00	0.00
CREDIT SUISSE FIRST BOSTON LTD	253,964,292.25	453,504.13	35,757,850.91	0.00	0.00
CREDIT SWISS GROUP INC	695,467.49	696.17	0.00	0.00	0.00
CREDITANSTALT BANK	167,360.93	909.05	0.00	0.00	0.00
CREWS & ASSOCIATES	0.00	0.00	4,206,583.95	0.00	0.00
CROSBY SECURITIES	143,795.02	444.79	0.00	0.00	0.00
CS FIRST BOSTON	50,926,211.53	114,026.51	33,273,535.00	0.00	9,301,583,024.69
D.A. DAVIDSON	2,042,943.28	4,679.68	0.00	0.00	0.00
DAIN RAUSCHER INC	16,642,824.90	18,609.21	32,364,788.72	0.00	30,724.36
DAIWA SBCM	2,277,329.48	0.00	0.00	0.00	0.00
DAIWA SEC	2,540,698.16	808.67	0.00	0.00	0.00
DAIWA SEC. AMERICA	21,233,511.94	28,922.90	0.00	0.00	0.00
DAVIS	5,474.17	10.00	0.00	0.00	0.00
DAVY STOCKBROKERS	1,984,510.71	1,467.57	0.00	0.00	0.00
DB MORGAN GRENFELL S.V. MADRID	281,978.14	726.48	0.00	0.00	0.00
DBS SECURITIES	149,543.54	447.29	0.00	0.00	0.00
DBS VICKER	708,866.27	3,204.81	0.00	0.00	0.00
DEAN WITTER REYNOLDS	522,193.88	684.00	0.00	0.00	0.00
DEMATTED MOMMESS LLC	13,167,017.43	0.00	0.00	0.00	0.00
DEN DANSKE BANK	789,652.82	1,582.47	0.00	0.00	0.00
DENDANSKE COPENHAGEN	1,671,935.95	3,350.58	0.00	0.00	0.00

Statistical Data

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Broker	Stock \$ Volume	Stock \$ Commissions	Bond \$ Volume	Bond \$ Commissions	Short Term \$ Volume
DESCAP SEC. INC.	0.00	0.00	2,120,000.00	0.00	0.00
DEUTSCHE ALEX BROWN LONDON	507,209.76	1,016.45	0.00	0.00	0.00
DEUTSCHE B	178,771,362.66	188,685.63	0.00	0.00	0.00
DEUTSCHE BANK AG / LONDON	7,285,421.80	18,736.74	0.00	0.00	0.00
DEUTSCHE BANK AG NEW YORK	226,811.27	678.40	0.00	0.00	0.00
DEUTSCHE BANK CAPITAL	35,548,993.26	8,658.68	243,136,816.15	0.00	0.00
DEUTSCHE BANK GOVT SEC INC	92,663,639.14	113,806.63	230,281,208.19	0.00	249,260,713.54
DEUTSCHE BANK SECS	0.00	0.00	0.00	0.00	2,943,542,492.33
DEUTSCHE M	1,388,068.41	2,997.53	0.00	0.00	0.00
DEUTSCHE MORGAN GREINFELL	11,292,078.34	26,029.35	0.00	0.00	0.00
DEUTSCHE MORGAN GREINFELL (LOND)	2,492,387.32	8,978.76	0.00	0.00	0.00
DEUTSCHE S	2,262,299.67	53.97	0.00	0.00	0.00
DEUTSCHE SECURITIES	87,652.89	264.55	0.00	0.00	0.00
DEUTSCHE SECURITIES ASIA	4,016,155.64	12,339.03	0.00	0.00	0.00
DISCOUNT SECURITIES OF MI	0.00	0.00	53,075.00	0.00	0.00
DOUGHERTY CO	1,130,439.10	5,786.50	0.00	0.00	0.00
DOWLING & PARTNERS SEC LLC	51,810.38	61.50	0.00	0.00	0.00
DRESDNER BANK	2,181,047.02	3,914.03	2,676,904.45	0.00	0.00
DRESDNER BANK - KLEINWORT BENS	1,129,690.27	2,249.07	0.00	0.00	0.00
DRESDNER BANK AG NEW YORK	0.00	0.00	1,376,686.56	0.00	0.00
DRESDNER K	6,657,979.01	2,316.75	0.00	0.00	0.00
DRESDNER KLEINWORT BENSON ASIA	92,526.41	297.15	0.00	0.00	0.00
DRESDNER SEC (USA) INC	1,090,441.07	2,033.79	0.00	0.00	0.00
E D ARRIES & CO	0.00	0.00	0.00	0.00	23,541,893.90
EDGE SECURITIES	4,155,289.18	16,510.00	0.00	0.00	0.00
EDWARDS A.G. & SONS	10,103,845.68	20,574.67	1,201,000.00	0.00	0.00
ENSKILDA SECURITIES	13,442,731.48	33,561.52	0.00	0.00	0.00
EQUIPE SA CORRETORA BRASIL	0.00	0.00	1,839,475.40	0.00	0.00
EQUITY PLANNING CORP	149,556.76	746.40	0.00	0.00	0.00
EQYPTIAN FINANCIAL GROUP	85,394.09	558.84	0.00	0.00	0.00
ERNST & CO.	8,853,003.66	13,883.36	0.00	0.00	0.00
EXANE INC	564,146.46	1,126.04	0.00	0.00	0.00
EXANE, PARIS	6,671,495.54	14,489.75	0.00	0.00	0.00
EXCHANGE O	85,127.93	0.00	0.00	0.00	0.00
EXECUTION SERVICES INC	159,506,282.35	230,169.18	0.00	0.00	0.00
F P MAGLIO & CO INC	460,942.40	954.00	0.00	0.00	0.00
FACTSET DATA	78,734,587.44	138,403.90	0.00	0.00	0.00
FEDERAL RESERVE MPLS	0.00	0.00	1,896,741.00	0.00	0.00
FERRIS BAKER WATTS INC	2,057,590.56	3,031.88	0.00	0.00	0.00
FHLMC	0.00	0.00	93,047,989.42	0.00	0.00
FIDELITY C	109,890,769.02	163,535.09	0.00	0.00	0.00
FIFTH THIRD SECURITIES INC	0.00	0.00	0.00	0.00	300,542,104.44
FINANSBANK INSTANBUL	260,736.74	1,084.02	0.00	0.00	0.00
FIRST ALBANY	11,984,524.65	15,675.40	14,410,342.44	0.00	0.00
FIRST ANALYSIS SEC. CORP.	751,804.32	576.00	0.00	0.00	0.00
FIRST BOSTON CORPORATION	549,762,968.47	928,432.34	10,803,035,899.41	1,330.00	56,502,733.68
FIRST CHICAGO CAP MKTS INC	0.00	0.00	29,153,122.68	0.00	0.00
FIRST MARATHON SEC., LTD	11,832,416.30	30,000.00	0.00	0.00	0.00
FIRST OPTIONS OF CHICAGO	1,497,038.06	1,393.27	0.00	0.00	0.00
FIRST PACIFIC	1,291,202.80	4,512.77	0.00	0.00	0.00
FIRST SOUTHWEST CO.	0.00	0.00	32,215,929.20	0.00	0.00
FIRST TENN BANK, NA	23,584,265.59	48,377.65	2,951,562.75	0.00	0.00
FIRST UNION CAP MKTS	109,357,622.32	130,272.02	248,978,885.01	0.00	0.00
FLEET HIGHYIELD/US CLEARING	0.00	0.00	126,875.00	0.00	0.00
FLEMING (ROBERT) INC	35,384,572.58	12,800.60	0.00	0.00	0.00
FLEMING NY	293,747.23	731.64	0.00	0.00	0.00

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Broker	Stock \$ Volume	Stock \$ Commissions	Bond \$ Volume	Bond \$ Commissions	Short Term \$ Volume
FORD FINANCIAL SERVICES	0.00	0.00	0.00	0.00	1,227,948,530.31
FOREMOST FUNDING CORP.	85,382.42	249.49	0.00	0.00	0.00
FOX PITT KELTON INC	11,220,763.60	13,598.18	0.00	0.00	0.00
FRANK RUSSEL	1,364,255.18	3,680.00	0.00	0.00	0.00
FRANKEL STUART & CO	8,603,588.54	9,715.00	0.00	0.00	0.00
FREDDIE MAC SECS AND TRADE	0.00	0.00	510,804,525.57	0.00	0.00
FREIMARK BLAIR	400,352.32	395.00	0.00	0.00	0.00
FREUNDLICH LUBECK CO	1,124,452.50	2,818.18	0.00	0.00	0.00
FRIEDMAN, BILLINGS & RAMSEY	15,633,435.34	29,547.00	0.00	0.00	0.00
FROST SECURITIES	2,554,604.90	8,025.00	0.00	0.00	0.00
FUJI GOVERNMENT SEC	0.00	0.00	2,589,726.56	0.00	0.00
FUJI SECURITIES	0.00	0.00	38,120,840.00	0.00	0.00
FULCRUM GLOBAL PARTNERS	1,050,209.97	622.05	0.00	0.00	0.00
G-TRADE SEC	3,580,077.72	3,700.88	0.00	0.00	0.00
G.K. GOH	71,436.51	213.56	0.00	0.00	0.00
GARBON GIO	22,686.52	18.00	0.00	0.00	0.00
GARDNER RICH & COLE	10,595,584.86	14,805.00	0.00	0.00	0.00
GENERAL ELEC CAPITAL CORP	0.00	0.00	0.00	0.00	3,736,949,666.56
GEOPOL SHIELDS & PARKER	1,369,082.71	5,421.00	0.00	0.00	0.00
GERSON	838,620.00	4,320.00	0.00	0.00	0.00
GLEN HILL	35,623.60	48.76	0.00	0.00	0.00
GLOBAL SECURITIES	2,217,929.58	10,680.47	0.00	0.00	0.00
GMAC FINANCIAL SERVICES	0.00	0.00	0.00	0.00	254,024,341.67
GOLDMAN SACHS & COMPANY	1,426,111,973.86	1,414,796.92	5,122,152,424.27	959,094.24	4,888,455,377.88
GOLDMAN SACHS (SINGAPORE) PTE	339,837.25	915.06	0.00	0.00	0.00
GOODBODY STOCKBROKERS	2,995,256.60	6,477.02	0.00	0.00	0.00
GRANTCHESTER SECS. INC.	0.00	0.00	71,750.00	0.00	0.00
GREAT PACIFIC SECS. CORP.	0.00	0.00	10,097,100.00	0.00	0.00
GREENFIELD ARBITRAGE PARTNERS	225,158.01	0.00	8,276,270,553.39	0.00	0.00
GREENTREE	1,429,643.03	2,760.00	0.00	0.00	0.00
GREENWICH CAPITAL MARKETS INC	0.00	27.50	1,000,920,222.06	0.00	41,730,635,302.16
GRISWOLD	4,011,982.89	6,405.57	0.00	0.00	0.00
GRUNTAL & COMPANY	42,823.27	115.30	0.00	0.00	0.00
GUZMAN & CO.	1,138,083.60	2,616.00	0.00	0.00	0.00
HANDLELSBA	461,129.05	1,155.71	0.00	0.00	0.00
HANIFIN	4,223,052.15	10,725.00	0.00	0.00	0.00
HANJIN INVESTMENTS	162,006.27	484.57	0.00	0.00	0.00
HBSC SECURITIES	0.00	0.00	162,372,815.33	0.00	0.00
HC ISTANBU	668,508.56	2,417.58	0.00	0.00	0.00
HELEN BOE	0.00	0.00	11,004,638.38	0.00	0.00
HENDERSON CROSTHWAIT	129,326.29	383.34	0.00	0.00	0.00
HENNINGS & ASSOCIATES	0.00	0.00	0.00	0.00	599,203.50
HERZOG HEINE GEDVID	13,807,031.31	524.05	0.00	0.00	0.00
HIBERNIA SOUTH COAST CAP INC	468,890.55	2,367.10	0.00	0.00	0.00
HOARE GOVETT	91,429,621.75	117,012.19	0.00	0.00	0.00
HOEFFER & ARNETT	208,980.00	250.00	0.00	0.00	0.00
HOENIG & CO.	30,649,821.69	53,526.73	0.00	0.00	0.00
HOENIG (FAR EAST) LIMITED	785,301.60	1,958.43	0.00	0.00	0.00
HONG KONG & SHANG HIGH BANKING COR	0.00	0.00	551,534.50	0.00	0.00
HOUSEHOLD FINANCE	0.00	0.00	787,514.08	0.00	0.00
HOUSEHOLD INTERNATIONAL	0.00	0.00	0.00	0.00	24,935,187.50
HOWARD WEIL LABOUISSSE FRIEDRIC	3,384.71	17.65	0.00	0.00	0.00
HSBC ASSET MANAGEMENT	22,056,753.49	57,587.48	2,245,869.92	0.00	1,032,588.67
HSBC INVESTMENT BANK	9,179,691.34	17,813.67	0.00	0.00	0.00
HSBC JAMES CAPEL	1,252,713.65	4,243.70	0.00	0.00	0.00
HSBC SECURITIES INC	66,544,261.60	146,990.73	19,293,948.18	0.00	25,044,515,000.00
HYPO BANK	395,048.29	2,746.12	0.00	0.00	0.00
HYPO-SECURITIES	168,282.86	1,169.79	0.00	0.00	0.00

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Broker	Stock \$ Volume	Stock \$ Commissions	Bond \$ Volume	Bond \$ Commissions	Short Term \$ Volume
HYPOVEREINSBANK POLSKA SA	1,389,295.62	9,443.24	0.00	0.00	0.00
IBES	1,184,476.60	2,970.49	0.00	0.00	0.00
ICATU	63,362.75	222.55	0.00	0.00	0.00
INDOSUEZ CAPITAL SECURITIES	928,486.47	4,478.40	0.00	0.00	0.00
INDOSUEZ W.I. CARR SECURITIES	806,408.51	3,062.93	0.00	0.00	0.00
INDUSTRIAL	1,446,953.88	2,893.30	0.00	0.00	0.00
ING BANK	2,589,533.50	5,849.93	0.00	0.00	0.00
ING BANK BRAZIL	1,935,961.47	315.73	0.00	0.00	0.00
ING BARING SECURITIES	8,403,975.14	24,067.35	0.00	0.00	0.00
INSTINET	698,519,032.47	468,208.00	0.00	0.00	0.00
INTERGLOBAL INVESTORS INC	0.00	0.00	443,352.00	0.00	0.00
INTERMOBILIARE SEC.	1,459,530.39	2,922.06	0.00	0.00	0.00
INTERMONTE	2,535,633.76	6,592.07	0.00	0.00	0.00
INTERSTATE	43,897,707.01	85,450.36	0.00	0.00	0.00
INVEST SECURITIES	96,335.21	289.88	0.00	0.00	0.00
INVESTEC B	1,314,928.60	3,860.78	0.00	0.00	0.00
INVESTEC H	2,265,946.57	6,806.02	0.00	0.00	0.00
INVESTEC SECURITIES LTD	1,721,232.17	4,946.54	0.00	0.00	0.00
INVESTMENT	9,188,144.29	5,505.61	0.00	0.00	0.00
INVESTMENT DATA INC	0.00	0.00	1,065,000.00	0.00	0.00
INVESTMENT TECHNOLOGY CORP	3,650,577,140.58	2,205,366.45	0.00	0.00	0.00
INVESTORS INSTITUTIONAL SERVICE	26,350.00	0.00	0.00	0.00	0.00
IRVING TRUST COMPANY/CORP.	8,148,277.62	3,969.00	0.00	0.00	0.00
ISI GROUP	65,449,916.13	148,179.10	15,870,659.17	0.00	0.00
ITG POSIT	5,301,964.91	3,293.49	0.00	0.00	0.00
IVY SECURITIES INC.	21,495.23	24.65	0.00	0.00	0.00
J P MORGAN & CO	60,556,144.07	128,536.14	271,719.18	0.00	0.00
J P MORGAN SECURITIES INC	498,990,839.27	862,879.08	1,147,929,350.82	0.00	4,926,558,338.01
J.B. WERE & SON	12,444,671.54	28,928.96	0.00	0.00	0.00
JACKSON PARTNERS & ASSOCIATES INC	5,492,491.19	4,741.44	0.00	0.00	0.00
JACKSON SECURITIES	16,211,090.45	23,835.00	0.00	0.00	0.00
JAMES B MCCREERY CO	0.00	0.00	308,914,600.80	0.00	0.00
JAMES CAPE	94,574,942.32	126,850.24	99,488.21	49.77	0.00
JANNEY MONTGOMERY SCOTT	4,504,660.43	9,125.70	0.00	0.00	0.00
JARDINE FLEMING	10,314,678.35	32,681.33	0.00	0.00	0.00
JB WERE AND SON MELBOURNE	168,886.60	354.82	0.00	0.00	0.00
JEAN PIERRE PINATTON	4,715,434.71	2,357.55	0.00	0.00	0.00
JEFFERIES & CO	324,777,846.66	423,354.76	913,304.40	0.00	0.00
JOHN J MEYERS & CO	87,795.00	0.00	0.00	0.00	0.00
JOHNSON RICE & CO	2,124,869.71	4,380.00	0.00	0.00	0.00
JONES & ASSOCIATES	135,047,200.70	177,685.64	0.00	0.00	0.00
JP MORGAN	17,416,781.61	48,469.29	13,236,277.15	0.00	0.00
JULIUS BAER	327,371.55	653.99	0.00	0.00	0.00
KALB VOORHIS & CO	9,000,259.04	11,790.40	0.00	0.00	0.00
KBC FINANCE	1,390,901.40	0.00	0.00	0.00	0.00
KEEFE BRUYETTE & WOOD	53,059,269.88	59,659.10	0.00	0.00	0.00
KEMPER CAP	10,007,042.35	18,238.01	1,012,715.00	0.00	0.00
KIM. ENG. SEC.	2,275,133.61	5,693.10	0.00	0.00	0.00
KINNARD (JOHN G.) & CO	3,219,751.29	11,861.40	0.00	0.00	0.00
KLEINWORT	11,833,503.02	27,065.64	0.00	0.00	0.00
KLEINWORT BENSON INC	99,001,599.97	120,643.61	0.00	0.00	0.00
KNIGHT SECURITIES	246,458,747.97	115,296.91	0.00	0.00	0.00
LA BRANCHE & CO	165.05	0.15	0.00	0.00	0.00
LADENBURG THALMAN & CO.	1,399,760.37	2,976.00	0.00	0.00	0.00
LAMBERSON KNIGHT	0.00	0.00	0.00	0.00	323,623,713.89
LANEY AND COMPANY	0.00	0.00	948,750.00	0.00	0.00
LASKER STONE AND STERN	1,408,592.57	3,566.00	0.00	0.00	0.00

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LATINVEST	139,297.88	485.84	0.00	0.00	0.00
LAWRENCE	1,339,430.11	2,622.00	0.00	0.00	0.00
LAZARD FRERES & CO	19,413,912.27	32,858.87	2,512,650.00	0.00	0.00
LEEFINK SWANN & CO	17,778.02	20.35	0.00	0.00	0.00
LEERINK SW	71,683.49	88.45	0.00	0.00	0.00
LEGG MASON	10,205,249.60	6,405.02	85,514,003.00	0.00	0.00
LEHMAN BROTHERS INC	1,338,664,202.04	1,568,223.65	12,348,854,450.78	690.00	4,390,932,730.30
LEHMAN GOVT SECURITIES	0.00	0.00	3,225,107,558.07	0.00	0.00
LG SECURITIES CO LTD	514,886.36	1,809.46	0.00	0.00	0.00
LIQUIDNETI	11,944,008.64	4,585.22	0.00	0.00	0.00
LOOP CAPITAL	1,072,607.92	1,460.00	0.00	0.00	0.00
LORRAINE L BLAIR INC	5,378,276.21	9,980.93	0.00	0.00	0.00
LYNCH, JONES & RYAN	165,440,588.31	265,266.00	0.00	0.00	0.00
MACQUARIE EQUITIES	17,822,694.69	44,583.76	0.00	0.00	0.00
MAGNA SECURITIES CORP	15,804,291.95	12,246.75	0.00	0.00	0.00
MALONEY & CO	486,996.82	914.75	0.00	0.00	0.00
MARINE MIDLAND BK	10,080.00	0.00	0.00	0.00	0.00
MAY DAVIS	3,152,331.09	3,900.00	0.00	0.00	0.00
MCDONALD & COMPANY	10,246,595.11	16,760.60	9,731,835.06	0.00	0.00
MELLON CAPITAL MKTS	0.00	0.00	0.00	0.00	69,831,256.94
MERCANTILE SECURITIES CORP	163,351.79	487.36	0.00	0.00	0.00
MERITZ SECURITIES	113,775.09	396.82	0.00	0.00	0.00
MERRIL-PERFORMANCE MEASURE	1,246,805,435.74	1,127,139.52	2,741,483,529.47	39,287.00	7,648,634.55
MERRILL LYNCH PIERCE	502,041,969.52	962,468.37	3,653,586,244.20	0.00	3,944,940,969.48
MESIROW AND COMPANY	0.00	0.00	10,371,821.60	0.00	0.00
MESIROW FINANCIAL INC	0.00	0.00	47,895,806.48	0.00	84,837,845.83
MIDWEST RESEARCH	382,231.73	694.18	0.00	0.00	0.00
MILLER SEC. INC.	108,913.20	198.00	0.00	0.00	0.00
MILLER TABAK HIRCH	0.00	0.00	874,850.00	0.00	0.00
MIZUHO INT	1,230,143.14	623.03	0.00	0.00	0.00
MIZUHO SECURITIES	1,794,280.91	1,646.60	0.00	0.00	0.00
MONTGOMERY SECURITIES	301,891,630.24	293,967.51	59,171,204.80	0.00	0.00
MOORE MODERN PLANNING CO	0.00	0.00	2,540,700.00	0.00	0.00
MORAGNE & CO	1,874,157.28	4,257.07	2,129,705.85	0.00	0.00
MORGAN GRENFELL	213,097,356.93	165,510.33	0.00	0.00	0.00
MORGAN GUARANTY	742,834.61	2,237.81	5,967,388.00	0.00	0.00
MORGAN KEEGAN INC.	20,385,007.83	40,935.50	5,771,832.01	0.00	0.00
MORGAN STANLEY & CO	1,475,187,237.14	1,510,680.81	6,120,215,210.87	0.00	1,855,974,815.24
NATIONAL BANK OF COMMERCE	0.00	0.00	8,929,975.12	0.00	0.00
NATIONAL FINANCIAL	187,534.90	0.00	0.00	0.00	0.00
NATIONAL SECURITIES CORP	203,371.82	288.91	0.00	0.00	0.00
NATIONSBANK	1,179,533.51	2,950.23	38,065,558.64	0.00	0.00
NED DAVIS & CO	185,339.40	326.35	0.00	0.00	0.00
NESBITT BURNS INC.	1,861,942.32	6,788.40	271,412.50	0.00	0.00
NESBITT THOMSON SEC	14,361.41	26.46	0.00	0.00	0.00
NEUBERGER & BERMAN	48,046,476.16	62,057.95	119,050.15	0.00	0.00
NEW VERNON ASSOCIATES	9,492.06	13.53	0.00	0.00	0.00
NIKKO SALO	9,443,138.92	10,614.61	0.00	0.00	0.00
NOMURA BANK	18,946,463.50	15,348.79	0.00	0.00	0.00
NOMURA SEC	1,830,680.63	5,519.25	0.00	0.00	0.00
NOMURA SECURITIES INTL	79,492,273.51	96,528.50	470,297,819.13	0.00	13,111,000,000.00
NUTMEG SECURITIES	5,215,961.62	6,568.40	0.00	0.00	0.00
O'NEIL (WM COMPNY INC	315,531.22	355.00	0.00	0.00	0.00
ODDO AND CO	546,862.56	1,370.58	0.00	0.00	0.00
ODDO FINANCE	1,474,641.39	3,677.41	0.00	0.00	0.00
OLD MUTUAL	3,152,542.01	6,261.24	0.00	0.00	0.00
OLDE & CO	571,475.19	690.00	2,420,750.00	0.00	0.00

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OPPENHEIMER & CO	177,489,002.18	269,374.32	3,837,256.25	0.00	0.00
ORD MINNETT	4,584,691.20	11,898.84	0.00	0.00	0.00
ORMES CAPITAL	125,208.11	1,119.99	0.00	0.00	0.00
OTA LTD PARTNERSHIP	1,688,711.39	4,790.16	0.00	0.00	0.00
P N MAC INTYRE & CO	0.00	0.00	5,714,750.25	0.00	0.00
PACIFIC CR	533,902.46	0.00	0.00	0.00	0.00
PACIFIC GROWTH EQUITIES	1,338,534.14	555.00	0.00	0.00	0.00
PACIFIC SECURITIES INC.	171,450.00	0.00	0.00	0.00	0.00
PACTUAL	1,897,553.90	6,112.20	0.00	0.00	0.00
PAINE WEBBER INC	2,479,529.60	5,140.57	89,371,395.74	0.00	888,000,000.00
PAINE WEBBER J & C	53,644,520.49	106,671.20	493,127,591.83	0.00	0.00
PARAMOUNT BROKERAGE CO	2,155,482.19	0.00	0.00	0.00	0.00
PARIBAS CO	5,269,317.22	10,811.06	49,025,564.36	0.00	0.00
PAULSEN, DOWLING	341,148.86	386.85	0.00	0.00	0.00
PAYDOWN/PAYUP	0.00	0.00	390,438.97	0.00	0.00
PCS SECURITIES INC.	4,339,309.85	4,180.00	0.00	0.00	0.00
PERSH PERSHING DIV OF DLJ	0.00	0.00	17,706,562.50	0.00	0.00
PERSHING	22,872,147.51	29,308.73	13,500,606.78	0.00	0.00
PETRIE PARKMAN	17,823.13	94.10	0.00	0.00	0.00
PHILLIPS & DREW	709,011.84	0.00	0.00	0.00	0.00
PIONEER SECURITIES INC.	0.00	0.00	181,865,060.02	0.00	0.00
PIPER,JAFFRAY & HOP S	39,236,213.00	41,491.23	9,782,665.60	0.00	0.00
POLCARI	1,482,091.72	1,875.90	0.00	0.00	0.00
POSITION ADJUSTMENT	0.00	0.00	0.00	0.00	0.00
PREBON YAMANE (USA) INC	0.00	0.00	0.00	0.00	20,218,067.24
PRECURSOR	9,649,529.42	16,670.00	0.00	0.00	0.00
PRINCIPAL MTGE NON CASH	0.00	0.00	703,686.03	0.00	0.00
PRUDENTIAL FUNDING CORP	0.00	0.00	0.00	0.00	383,226,911.11
PRUDENTIAL SECURITIES INC	414,777,570.73	446,417.29	1,584,617.20	0.00	0.00
PUBLIC TRUST	323,670.85	486.23	0.00	0.00	0.00
PULSE TRADE	1,011,247.50	450.00	0.00	0.00	0.00
PUTNAM	9,019,726.79	7,393.38	0.00	0.00	0.00
Q&R CLEARING CORP	1,182,871.71	1,485.45	0.00	0.00	0.00
RAMIREZ	1,171,901.72	1,164.00	0.00	0.00	0.00
RAYMOND JAMES & ASSOCIATES	47,913,379.49	83,786.06	3,158,310.00	0.00	0.00
RBC DOMINION SECURITIES	20,560,737.62	31,154.20	0.00	0.00	0.00
REBOOK TRANSACTION	509,092.60	0.00	7,158,970.23	9,181.77	0.00
REDEMPTION (MBS)	0.00	0.00	655,401.87	0.00	0.00
REGAN MELAMED & CO INC	91,622.00	0.00	0.00	0.00	0.00
RENAISSANCE CAPITAL	671,623.14	0.00	0.00	0.00	0.00
RESEARCH CAPITAL CORP	677,511.70	799.05	0.00	0.00	0.00
RETURN OF CAPITAL	1,052,629.21	0.00	0.00	0.00	0.00
REUBEN ALSTEAD & CO INC.	0.00	0.00	29,866,558.83	0.00	0.00
RISK ARBITRAGE PARTNERS	396,120.00	0.00	0.00	0.00	0.00
RIVKIN & CO	214,443.20	240.00	0.00	0.00	0.00
ROBB PECK & MCCOOEY & CO INC.	72,453,955.26	62,384.40	0.00	0.00	0.00
ROBBINS	638,651.91	997.16	0.00	0.00	0.00
ROBERT FLEMING INC.	2,798,363.06	7,609.31	0.00	0.00	0.00
ROBERT W. BAIRD & CO	40,989,300.78	58,363.35	18,314,765.63	0.00	0.00
ROBERTSON COLMAN & STEPHENS	66,416,924.94	31,939.47	0.00	0.00	0.00
ROBINSON-HUMPHREY CO	16,340,310.72	20,391.50	0.00	0.00	0.00
ROCHDALE SECURITIES CORP	6,025,460.43	5,632.85	0.00	0.00	0.00
ROYAL BANK OF CANADA	4,393,415.47	1,431.82	0.00	0.00	0.00
RUSSELL FRANK SECURITIES INC.	2,114,713.87	3,273.00	0.00	0.00	0.00
RYAN BECK & CO.	20,367,407.34	36,149.00	0.00	0.00	0.00
SALOMON SMITH BARNEY HOLDINGS	617,770,368.89	651,981.07	9,094,969,267.87	0.00	6,907,428,007.40
SAMSUNG SECURITIES	1,210,388.20	3,893.51	0.00	0.00	0.00

Statistical Data

COMMISSIONS AND TRADING VOLUME

By Broker for Fiscal Year 2002

Broker	Stock \$ Volume	Stock \$ Commissions	Bond \$ Volume	Bond \$ Commissions	Short Term \$ Volume
SANDERS, MORRIS & MUNDY INC.	2,540,382.92	5,127.71	0.00	0.00	0.00
SANDLER O NEIL	1,696,165.38	3,234.50	0.00	0.00	0.00
SANFORD BERNSTEIN	5,730,986.05	15,575.52	0.00	0.00	0.00
SANTANDER INVESTMENT SEC'S.	1,388,074.35	4,512.48	0.00	0.00	0.00
SBC CAPITAL MARKETS	1,768,293.06	3,993.99	0.00	0.00	0.00
SBC WARBURG, LONDON	25,807,055.04	74,415.67	0.00	0.00	0.00
SBK BROOKS INVESTMENT CORP	445,220.05	3,000.00	0.00	0.00	0.00
SBS SECURITIES CORP	3,057,264.77	4,243.65	0.00	0.00	0.00
SCHRODER INV MGT	5,463,664.00	21,366.49	0.00	0.00	0.00
SCHRODER SECURITIES	80,460,248.78	119,623.23	0.00	0.00	0.00
SCOTIA MCLEOD	23,755,974.64	30,964.86	0.00	0.00	0.00
SCOTT & STRINGFELLOW	22,478,094.64	44,095.20	1,155,320.00	0.00	0.00
SECURITY PLANNING COMPANY	304,534.85	0.00	0.00	0.00	0.00
SETS	143,552.66	14.30	0.00	0.00	0.00
SG COWEN SECURITIES CORP	914,522.56	1,832.70	0.00	0.00	0.00
SG SECS CENTRAL CLEARING REG C	127,255.00	0.00	0.00	0.00	0.00
SG SECURITIES	21,826,948.08	37,133.44	0.00	0.00	0.00
SGS SECURITIES CORP.	45,399.02	136.80	0.00	0.00	0.00
SHEARSON LEHMAN AMER EXPRESS	0.00	0.00	18,576,580.82	0.00	0.00
SHERWOOD SECURITIES	30,621,765.38	0.00	0.00	0.00	0.00
SHIELDS CAPITAL CORP	144,921.47	462.00	0.00	0.00	0.00
SILVIS BARNARD JACOS	913,426.74	2,719.39	0.00	0.00	0.00
SIMMONS & COMPANY	6,195,783.53	13,105.80	0.00	0.00	0.00
SIMMONS FIRST NATL BANK	0.00	0.00	186,890,825.58	0.00	0.00
SK INTERNATIONAL SECURITIES	33,243,885.22	50,531.00	0.00	0.00	0.00
SMITH BARNEY & COMPANY	69,198.73	242.38	37,061,113.64	0.00	0.00
SMITH BARNEY SHEARSON INC	108,797.50	350.00	0.00	0.00	0.00
SOCIETE GENERAL	4,822,588.68	12,913.81	0.00	0.00	1,333,764,712.85
SOUNDVIEW	14,362,118.06	15,596.98	0.00	0.00	0.00
SOUTHCOAST CAPITAL CORP	215,977.19	150.00	0.00	0.00	0.00
SOUTHWEST SECURITIES	4,698,742.78	3,130.00	0.00	0.00	0.00
SPEAR, LEEDS & KELLOGG	11,275,249.05	2,825.00	16,535,082.70	0.00	0.00
SSANGYONG INVESTMENTS	2,207,728.96	7,627.14	0.00	0.00	0.00
SSGA EXTERNAL	76,412,525.84	0.00	0.00	0.00	0.00
STANDARD & POOR SECURITIES	230,696,849.55	334,945.10	0.00	0.00	0.00
STATE BOARD OF INVESTMENT	0.00	0.00	0.00	0.00	595,560.29
STATE ST BK & TRUST	4,499,731,267.66	97,457.44	2,096,444,924.37	0.00	38,202,014,730.63
STEPHENS, INC.	9,769,588.63	19,814.85	0.00	0.00	0.00
STERLING STOCK BROKERS BOMBAY	0.00	0.00	7,099,531.25	0.00	0.00
STIFEL NICOLAUS & COMPANY	902,638.56	6,952.30	0.00	0.00	0.00
SUN	4,187,777.85	4,481.76	0.00	0.00	0.00
SUN EQUITIES INC	0.00	0.00	7,762,442.13	0.00	0.00
SUTRO AND COMPANY INC.	4,446,687.15	8,934.00	0.00	0.00	0.00
SVENSKA HANDELSBANKEN	4,733,258.28	9,679.70	0.00	0.00	0.00
SWISS AMERICAN SECURITIES	474,530.77	0.00	0.00	0.00	0.00
SWISS BANK	422,893,886.70	462,479.79	1,790,123,407.19	0.00	0.00
T ROWE PRICE MARKETING INC	7,461,521.24	280.15	0.00	0.00	0.00
TEMPORARY RETURN OF CAPITAL	6,350.00	0.00	0.00	0.00	0.00
THE LONDON CLEARING HOUSE LIM	1,542,342.09	154.24	0.00	0.00	0.00
THOMAS C BOWLES & CO.	1,773,870.81	3,305.66	0.00	0.00	0.00
THOMAS WEISEL PARTNERS	23,384,119.47	42,246.74	0.00	0.00	0.00
THOMASON INV	11,802,216.07	29,797.00	0.00	0.00	0.00
THOMSON INSTITUTIONAL SERVICES	21,867,389.96	24,129.00	0.00	0.00	0.00
TIR SECURITIES	3,378,849.46	11,311.54	0.00	0.00	0.00
TOKYO MITSUBISHI	5,567,866.52	11,063.26	0.00	0.00	0.00
TONGE CO.	224,148.38	432.11	0.00	0.00	0.00
TORONTO DOMINION SEC INC	0.00	0.00	1,239,318.75	0.00	0.00

Statistical Data

COMMISSIONS AND TRADING VOLUME

By Broker for Fiscal Year 2002

Broker	Stock \$ Volume	Stock \$ Commissions	Bond \$ Volume	Bond \$ Commissions	Short Term \$ Volume
TROIKA MOSCOW	84,588.20	0.00	0.00	0.00	0.00
TYCO CAPITAL CORP	0.00	0.00	0.00	0.00	270,440,090.28
U.S. BANCORP INVESTMENT	0.00	0.00	6,176,016.00	0.00	0.00
U.S. CLEARING	86,202,278.57	104,006.37	653,600.00	0.00	0.00
UBS AG	46,165,930.55	86,996.68	0.00	0.00	0.00
UBS AG LONDON	7,312,735.23	13,690.25	0.00	0.00	0.00
UBS PAINEW	19,802,529.28	58,117.50	0.00	0.00	0.00
UBS PHILLIPS & DREW SEC.	4,099,138.44	0.00	0.00	0.00	0.00
UBS SECURITIES	78,980,537.66	158,415.71	0.00	0.00	12,756,299,447.62
UBS WARBUR	17,042,974.19	5,928.95	16,491,425.00	0.00	0.00
UBS-DB CORPORATION	5,701,453.73	9,366.51	159,301,902.73	0.00	0.00
UNIT FINAN	41,756.00	0.00	0.00	0.00	0.00
UNITED FINANCIAL GROUP	215,980.00	0.00	0.00	0.00	0.00
UNITED SERVICES PLANNING ASSOC	0.00	0.00	14,609,257.20	0.00	0.00
UNIVERSITY CAPITAL CORP.	0.00	0.00	0.00	0.00	35,357,893.70
UNTERBURG HARRIS & DESANTIS	3,510,512.40	1,997.70	0.00	0.00	0.00
UTENDAHL	5,629,650.71	10,218.00	6,353,520.90	0.00	0.00
VAN KASPER	12,848,710.63	10,335.00	0.00	0.00	0.00
VANDHAM SECURITIES	1,737,144.66	3,526.46	0.00	0.00	0.00
W H MELL INC	198,864.24	530.00	0.00	0.00	0.00
W.I. CARR	912,662.11	3,542.38	0.00	0.00	0.00
WAGNER STOTT & CO.	23,853,336.35	12,829.11	0.00	0.00	0.00
WAINWRIGHT SECURITIES	951,977.20	2,900.00	0.00	0.00	0.00
WALL STREET PLANNING INC.	0.00	0.00	3,012,646.80	0.00	0.00
WARBURG, DILLON READ	62,350,329.86	148,695.21	0.00	0.00	0.00
WARBURGS	0.00	0.00	23,236.71	0.00	0.00
WASHINGTON NATIONAL EQUITY CO	141,943.02	438.00	0.00	0.00	0.00
WATERHOUSE SECS. INC	25,081.14	0.00	0.00	0.00	0.00
WATLEY	621,519.30	1,740.00	0.00	0.00	0.00
WEDBUSH SECURITIES	6,438,334.89	6,441.50	0.00	0.00	0.00
WEEDEN & COMPANY	85,291,179.24	122,129.42	0.00	0.00	0.00
WEISS	9,568,679.93	25,747.00	0.00	0.00	0.00
WELLS FARGO FINANCIAL INC	0.00	0.00	0.00	0.00	128,749,008.41
WELLS FARGO INSTITUTL BROK & SALES	0.00	0.00	2,498,926.03	0.00	15,312,663.18
WERE J B	561,523.68	1,972.24	0.00	0.00	0.00
WERE STOCKBROKING LTD	1,413,473.03	4,227.74	0.00	0.00	0.00
WEST DEUTSCHE LANDESBANK	2,444,429.50	3,111.06	0.00	0.00	0.00
WEST LB PA	1,764,172.10	1,765.79	0.00	0.00	0.00
WEST LB SECURITIES	4,009,547.61	2,151.74	0.00	0.00	0.00
WESTDEUTSCHE LANDESBANK	6,659,389.98	3,955.45	0.00	0.00	0.00
WESTMINSTER	114,706,326.69	286,081.71	0.00	0.00	0.00
WESTPAC BK CORP	252,443.66	264.75	0.00	0.00	0.00
WHEATON FIRST SECURITIES INC	0.00	0.00	774,367.50	0.00	0.00
WILLIAM DE BROE	220,012.43	0.00	0.00	0.00	0.00
WILLIAMS	162,713.02	124.35	0.00	0.00	0.00
WILLIAMS CAP GROWTH	161,624,198.17	136,907.53	0.00	0.00	0.00
WR HAMBRE	1,417,006.39	771.00	0.00	0.00	0.00
YORK SECURITIES INC	109,116.39	1,333.50	0.00	0.00	0.00
YORKTON SECURITIES INC	556,446.17	1,074.23	0.00	0.00	0.00
ZANNEX SECURITIES	73,618.00	369.94	0.00	0.00	0.00
ZIONS CAPITAL MARKETS	0.00	0.00	14,131,043.82	0.00	172,089,400.58
BROKER NOT AVAILABLE*	5,787,814,868.29	308,430.02	3,422,322,310.11	0.00	20,899,706,001.18
ALL BROKERS COMBINED	33,083,250,428.25	25,362,650.36	84,768,901,127.83	1,010,242.78	209,867,924,128.85

* Includes transactions where broker data was incomplete, income reinvestment transactions and transfers and adjustments between funds.

Note: Totals may not add due to rounding

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Independent Auditor's Report

Members of the State Board of Investment
and
Howard J. Bicker, Executive Director
State Board of Investment

We have audited the accompanying financial statements of the State of Minnesota's Supplemental Investment Fund and the Post Retirement Investment Fund as of and for the year ended June 30, 2002, as shown on pages 114-118. These financial statements are the responsibility of the State Board of Investment's management. Our responsibility is to express an opinion on these financial statements based on our audit.

The financial statements present only the Supplemental Investment Fund and the Post Retirement Investment Fund of the State of Minnesota and are not intended to present fairly the financial position and results of operation of the State Board of Investment or the State of Minnesota in conformity with generally accepted accounting principles.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the 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 management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements of the Supplemental Investment Fund and the Post Retirement Investment Fund, referred to above, present fairly, in all material respects, the net assets as of June 30, 2002, and the changes in net assets and results of operations for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audit was made for the purpose of forming an opinion on the financial statements taken as a whole. The supporting schedules on pages 119-165 are presented for the purpose of additional analysis and are not a required part of the financial statements of the Supplemental Investment and Post Retirement Funds of the State of Minnesota. Such information has been subject to the

Members of the State Board of Investment
and
Howard J. Bicker, Executive Director
Page 2

auditing procedures applied in the audit of the financial statements, and in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

In accordance with *Government Auditing Standards*, we have also issued our report dated December 6, 2002, on our consideration of the State Board of Investment's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, and contracts. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be read in conjunction with this report in considering the results of our audit.



James R. Nobles
Legislative Auditor



Claudia J. Gudvangen, CPA
Deputy Legislative Auditor

December 6, 2002

**STATE BOARD OF INVESTMENT
SUPPLEMENTAL AND POST INVESTMENT FUNDS
STATEMENT OF ASSETS AND LIABILITIES
JUNE 30, 2002
AMOUNTS IN (000)'S**

	SUPPLEMENTAL INVESTMENT FUND (5)	POST RETIREMENT INVESTMENT FUND (6)
ASSETS:		
Investments (at market value) (2), (3):		
Common Stock	\$ 847,484	\$ 11,063,584
Alternative Equities	0	677,553
Fixed Income Securities	420,312	5,093,918
Short Term Securities	110,554	159,598
Short Term Securities-Lending Collateral(4b)	67,962	1,538,185
Total Investments (4a)	<u>\$ 1,446,312</u>	<u>\$ 18,532,838</u>
 Cash	 0	 0
Security Sales Receivable	0	0
Accounts Receivable-Fee Refunds	0	0
Accounts Receivable-Mortality	0	65,493
Accounts Receivable-Participants	0	0
Accrued Interest	644	0
Accrued Dividends	0	0
Accrued Short Term Gain	177	68
Reserve Adjustment	0	0
TOTAL ASSETS	<u>\$ 1,447,133</u>	<u>\$ 18,598,399</u>
 LIABILITIES:		
Management Fees Payable	\$ 277	\$ 7,369
Security Purchases Payable	0	0
Accounts Payable-Participants	0	1,189
Accounts Payable-Mortality	0	83,304
Payable to MSRS	0	0
Reserve Adjustment	0	0
Securities-Lending Collateral (4b)	67,962	1,538,185
TOTAL LIABILITIES	<u>\$ 68,239</u>	<u>\$ 1,630,047</u>
 NET ASSETS AT JUNE 30, 2002	 <u><u>\$ 1,378,894</u></u>	 <u><u>\$ 16,968,352</u></u>

Notes are an integral part of the Financial Statements

**STATE BOARD OF INVESTMENT
SUPPLEMENTAL AND POST INVESTMENT FUNDS
STATEMENT OF CHANGES IN NET ASSETS
YEAR ENDED JUNE 30, 2002
AMOUNTS IN (000)'S**

	SUPPLEMENTAL INVESTMENT FUND	POST RETIREMENT INVESTMENT FUND
FROM INVESTMENT ACTIVITY:		
Net Investment Income	\$ 29,101	\$ 35,459
Realized Gains (Losses)	(3,794)	(264,517)
Unrealized Gains (Losses)	(168,558)	(1,229,092)
TOTAL INCOME	(\$ 143,251)	(\$ 1,458,150)
 Less Distribution To		
Participant Accounts	143,251	2,035,949
Undistributed Dedicated Income	0	(1,806,891)
Net Change In Undistributed Income	\$ 0	(\$ 1,229,092)
 FROM PARTICIPANT TRANSACTIONS:		
Additions To Participant Accounts		
Participant Contributions	124,541	1,189,500
Income Distribution	(143,251)	(2,035,949)
Income To Be Distributed	0	1,806,891
Total Additions	(\$ 18,710)	\$ 960,442
Deductions From Participant Accounts		
Withdrawals	169,606	2,110,410
Total Deductions	\$ 169,606	\$ 2,110,410
Net Change In Participation	(\$ 188,316)	(\$ 1,149,968)
TOTAL CHANGE IN ASSETS	(\$ 188,316)	(\$ 2,379,060)
 NET ASSETS:		
Beginning Of Period	1,567,210	19,347,412
End Of Period	\$ 1,378,894	\$ 16,968,352

Notes are an integral part of the Financial Statements

**STATE BOARD OF INVESTMENT
SUPPLEMENTAL AND POST INVESTMENT FUNDS
STATEMENT OF OPERATIONS
YEAR ENDED JUNE 30, 2002
AMOUNTS IN (000)'S**

	SUPPLEMENTAL INVESTMENT FUND	POST RETIREMENT INVESTMENT FUND
INVESTMENT INCOME:		
Income Distributions	\$ 26,623	\$ 34,761
Short Term Gains	3,055	17,702
Security Lending Gross Earnings(4c)	2,453	50,189
Less: Borrower Rebates	(1,706)	(34,197)
Less: Fees Paid to Agents	(181)	(3,994)
Security Lending Net Earnings	566	11,998
Income Before Expenses	\$ 30,244	\$ 64,461
Management Fees	1,143	29,002
NET INCOME	\$ 29,101	\$ 35,459
REALIZED AND UNREALIZED GAIN (LOSS) ON INVESTMENTS		
Realized:		
Proceeds From Sales	\$ 156,012	\$ 3,055,612
Cost Of Securities Sold	159,806	3,320,129
Net Realized Gain (Loss)	(\$ 3,794)	(\$ 264,517)
Unrealized:		
Beginning Of Period	67,981	(1,009,739)
End Of Period	(100,577)	(2,238,831)
Increase (Decrease) In		
Unrealized Appreciation	(\$ 168,558)	(\$ 1,229,092)
NET REALIZED AND UNREALIZED GAIN (LOSS) ON INVESTMENTS	(\$ 172,352)	(\$ 1,493,609)

Notes are an integral part of the Financial Statements

NOTES TO THE FINANCIAL STATEMENTS

JUNE 30, 2002

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Financial Reporting Entity and Basis of Presentation: This report includes financial statements for the Supplemental Investment, and Post Retirement Trust Funds of the State of Minnesota, which are administered by the State Board of Investment under authority of *Minnesota Statutes Chapter 11A*.

The financial statements presented for these funds are based on the preferred accounting practices described in the **American Institute of Certified Public Accountants** audit guide, "**Audits of Investment Companies**". These practices, and the significant accounting policies which follow, conform with generally accepted accounting principles.

Authorized Investments: *Minnesota Statutes, Section 11A.24* broadly restricts investments to obligations and stocks of the U.S. and Canadian governments, their agencies and their registered corporations; short term obligations of specified high quality; international securities; restricted participation as a limited partner in venture capital, real estate or resource equity investments; and restricted participation in registered mutual funds.

Risk Categories: At June 30, 2002, all investments of the Investment Trust Funds and pooled investment accounts are in risk category 1, and are insured or registered, or are held by the state or its agent in the state's name. In addition, all security lending transactions are collateralized by at least 100% of the value of loaned securities. A State Board of Investment policy, which limits transactions to those with primary government securities dealers whose net excess capital is greater than \$200,000,000 reduces the state's investment risk for repurchase agreements.

Security Valuation: All securities are valued at market except for U.S. Government short-term securities and commercial paper, which are valued at market less accrued interest. Accrued short-term interest is recognized as income as part of "Short-Term Gain". For long-term fixed income securities the SBI uses the Merrill Lynch valuation system. This pricing service is capable of providing prices for both actively traded and privately placed bonds. For equity securities the State Board uses a valuation service provided by Financial Control Systems, Inc. The basis for determining the fair value of investments that are not based on market quotations includes audited financial statements, analysis of future cash flows, and independent appraisals.

Recognition of Security Transactions: Security transactions are accounted for on the date the securities are purchased or sold.

Income Recognition: Pool dividend income is recorded on the ex-dividend date. Pool interest and dividend income are accrued monthly. Short-term interest is accrued monthly and is presented as "Accrued Short-Term Gain".

The SBI External Domestic Equity and the SBI Global Equity Pools lost money this year thanks to margin calls, realized losses, and expenses in excess of dividends and interest. As a result, the Pools' income distributions to the Post and Supplemental funds were negative and could not be split out as dividend and interest. The income distribution is required by Minnesota Statutes 11A.14 Subd.12 and has no effect on the net asset value of the investment.

Amortization of Fixed Income Securities: Premiums and discounts on fixed income purchases are amortized over the remaining life of the security using the "Effective Interest Method".

Loaning Securities: State Statutes do not prohibit the SBI from participating in security lending. As such, domestic and international corporate securities as well as certain US Government and Government Agency securities are loaned out by the State Board to banks and brokers for additional income. Collateral in the amount of 100% of the market value of the security loaned is required. The collateral held and the market value of securities on loan for the State Board as of June 30, 2002 were \$3,357,511,281 and \$3,268,957,488 respectively.

The SBI utilizes State Street Bank (SSB) to manage its Securities Lending program. SSB provides the SBI indemnification in the event a borrower defaults by failing to return a loaned security.

2. PORTFOLIO LISTING

Asset listings summarizing the securities held by these funds can be found starting on page 153 of this report. A complete listing is available by contacting the State Board's office. Fixed income and equity securities are presented at market value.

3. COST OF INVESTMENTS

At June 30, 2002, the cost of investments for the Trust Funds, excluding security lending collateral, was:

Supplemental Investment Fund	\$ 1,478,521,767
Post Retirement Fund	\$ 19,233,552,115

NOTES TO THE FINANCIAL STATEMENTS

JUNE 30, 2002

4. LOANED SECURITIES

4(a) The market value of loaned securities outstanding at June 30, 2002 was:

Supplemental Investment Fund	\$ 74,168,917
Post Retirement Fund	\$ 1,599,970,410

4(b) In accordance with GASB_28, Accounting and Financial Reporting for Security Lending Transactions, the amount of cash collateral is concurrently an asset and a liability at the balance sheet date.

Non-cash collateral is considered an asset and a liability only if the lender has the right to sell collateral absent of borrower default. There is no such right in our case.

4(c) In accordance with GASB_28, Accounting and Financial Reporting for Security Lending Transactions, gross lending income, borrower rebate and agent fees must be reported on the face of the Statement of Operations.

5. SUPPLEMENTAL INVESTMENT FUND

The Supplemental Investment Fund serves as an investment vehicle for the various state and locally administered pension plans. During Fiscal Year 2002 the fund included seven separate accounts with different investment objectives. Financial information on the individual accounts is shown on pages **122 to 141** of this report. Participation in the Supplemental Investment Fund accounts is determined in accordance with various statutory requirements.

6. POST RETIREMENT INVESTMENT FUND

The Post Retirement Investment Fund (POST) serves as an investment vehicle for the Defined Benefit Pension Funds of the State of Minnesota. The fund invests amounts certified by the various pension funds as reserves required for the payment of retirement benefits. Assets of the POST Fund are held in custody at State Street Bank in Boston.

Participation in the POST Fund is equal to the actuarially determined required reserves for retirement benefits as of June 30, 2002. It includes a 6% assumed income distribution, in accordance with *Minnesota Statutes* Section 11A.18, **a monthly proration of unrealized gains or losses** and any mortality gains or losses as determined by an independent actuary hired by the State Legislature.

Pursuant to *Minnesota Statutes* Section 11A.18, **Subdivision 9**, the inflation increase is based on the change during the Fiscal Year in the *Consumer Price Index for urban wage earners and clerical workers all items index published by the Bureau of Labor Statistics of the United States Department of Labor*. In addition to the inflation based increase, a portion of the June 30, 2002 net market value in excess of Required Reserves is available for distribution as an investment based benefit increase to pension fund participants in January 2003.

The benefit increase is stated as a percentage of eligible required reserves. In accordance with statutory provisions, the amount available for the benefit increase is certified to each participating pension fund for distribution to eligible individuals. Annuitants and other individuals receiving benefits at May 31, 2003 are eligible to receive the January 1, 2003 benefit increase.

Inflation Based Benefit Increase	0.745%
Investment Based Benefit Increase	<u>0.000</u>
Total Benefit Increase	0.745%

7. POOLED INVESTMENT ACCOUNTS

The State Board of Investment manages ten pooled investment accounts for the Investment Trust Funds, the Supplemental Investment Fund and the Defined Benefit Pension Funds of the State of Minnesota. Our master custodian, State Street Bank and Trust hold the assets of the pooled accounts. Financial information on these pooled accounts is shown on pages **142 to 149** of this report.

**STATE BOARD OF INVESTMENT
SUPPLEMENTAL AND POST INVESTMENT FUNDS
SCHEDULE OF PARTICIPATION
JUNE 30, 2002
AMOUNTS IN (000)'S**

	SUPPLEMENTAL INVESTMENT FUND	POST RETIREMENT INVESTMENT FUND
Teacher's Retirement Fund	\$ 0	\$ 9,555,364
Public Employees Retirement Fund	0	5,867,776
State Employees Retirement Fund	0	3,015,552
Public Employees Police & Fire Fund	0	1,964,695
Public Employees Consolidation Fund	0	475
Highway Patrolmen's Retirement Fund	0	324,743
Legislators & Survivors Retirement Fund	0	37,816
Correctional Employees Retirement Fund	0	172,606
Judges Retirement Fund	0	98,109
Income Share Account	525,703	0
Growth Share Account	209,859	0
Money Market Account	91,830	0
Common Stock Index Account	279,191	0
International Stock Account	44,336	0
Bond Market Account	127,324	0
Fixed Interest Account	100,651	0
TOTAL PARTICIPATION	<u>\$ 1,378,894</u>	<u>\$ 21,037,136</u>
Adjustments		
Unrealized Appreciation		
(Depreciation) of Investments	0	(2,238,831)
Undistributed Earnings	0	(1,829,953)
NET ASSETS	<u><u>\$ 1,378,894</u></u>	<u><u>\$ 16,968,352</u></u>

Notes are an integral part of the Financial Statements

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**STATE BOARD OF INVESTMENT
MINNESOTA SUPPLEMENTAL INVESTMENT FUND
COMBINING STATEMENT OF NET ASSETS
JUNE 30, 2002
AMOUNTS IN (000)'S**

	INCOME SHARE ACCOUNT	GROWTH SHARE ACCOUNT	MONEY MARKET ACCOUNT
ASSETS:			
Investments (at market value) (2), (3):			
Common Stock	\$ 313,906	\$ 210,004	\$ 0
Alternative Equities	0	0	0
Fixed Income Securities	193,652	0	0
Short Term Securities	17,813	0	91,689
Securities-Lending Collateral (4b)	23,363	6,605	0
Total Investments (3)	<u>\$ 548,734</u>	<u>\$ 216,609</u>	<u>\$ 91,689</u>
Cash	0	0	0
Security Sales Receivable	0	0	0
Account Receivable- Fee Refunds	0	0	0
Account Receivable-Mortality	0	0	0
Account Receivable-Participants	0	0	0
Accrued Interest	322	0	0
Accrued Dividend	0	0	0
Accrued Short Term Gain	31	0	143
TOTAL ASSETS	<u>\$ 549,087</u>	<u>\$ 216,609</u>	<u>\$ 91,832</u>
LIABILITIES:			
Management Fees Payable	\$ 21	\$ 145	\$ 1
Security Purchases Payable	0	0	0
Accounts Payable-Participants	0	0	0
Options Premiums Received	0	0	0
Securities-Lending Collateral (4b)	23,363	6,605	0
TOTAL LIABILITIES	<u>\$ 23,384</u>	<u>\$ 6,750</u>	<u>\$ 1</u>
NET ASSETS AT JUNE 30, 2002	<u><u>\$ 525,703</u></u>	<u><u>\$ 209,859</u></u>	<u><u>\$ 91,831</u></u>

Notes are an integral part of the Financial Statements

STOCK INDEX ACCOUNT	INT'L SHARE ACCOUNT	BOND MARKET ACCOUNT	FIXED INTEREST ACCOUNT	SUPPLEMENTAL INVESTMENT FUND TOTAL
\$ 279,207	\$ 44,367	\$ 0	\$ 0	\$ 847,484
0	0	0	0	\$ 0
0	0	127,357	99,303	\$ 420,312
0	0	0	1,052	\$ 110,554
12,363	6,899	18,732	0	\$ 67,962
<u>\$ 291,570</u>	<u>\$ 51,266</u>	<u>\$ 146,089</u>	<u>\$ 100,355</u>	<u>\$ 1,446,312</u>
0	0	0	0	\$ 0
0	0	0	0	\$ 0
0	0	0	0	\$ 0
0	0	0	0	\$ 0
0	0	0	0	\$ 0
0	0	0	322	\$ 644
0	0	0	0	\$ 0
0	0	0	3	\$ 177
<u>\$ 291,570</u>	<u>\$ 51,266</u>	<u>\$ 146,089</u>	<u>\$ 100,680</u>	<u>\$ 1,447,133</u>
\$ 16	\$ 32	\$ 33	\$ 29	\$ 277
0	0	0	0	\$ 0
0	0	0	0	\$ 0
0	0	0	0	\$ 0
12,363	6,899	18,732	0	\$ 67,962
<u>\$ 12,379</u>	<u>\$ 6,931</u>	<u>\$ 18,765</u>	<u>\$ 29</u>	<u>\$ 68,239</u>
<u><u>\$ 279,191</u></u>	<u><u>\$ 44,335</u></u>	<u><u>\$ 127,324</u></u>	<u><u>\$ 100,651</u></u>	<u><u>\$ 1,378,894</u></u>

Notes are an integral part of the Financial Statements

**STATE BOARD OF INVESTMENT
MINNESOTA SUPPLEMENTAL INVESTMENT FUND
COMBINING STATEMENT OF CHANGES IN NET ASSETS
YEAR ENDED JUNE 30, 2002
AMOUNTS IN (000)'S**

	INCOME SHARE ACCOUNT	GROWTH SHARE ACCOUNT	MONEY MARKET ACCOUNT
FROM INVESTMENT ACTIVITY:			
Net Investment Income	\$ 21,812	(\$ 14,715)	\$ 2,436
Realized Gains (Losses)	1,681	(7,030)	0
Unrealized Gains (Losses)	(74,787)	(25,964)	0
TOTAL INCOME	(\$ 51,294)	(\$ 47,709)	\$ 2,436
 Less Distributions to Participant Accts.	 \$ 51,294	 \$ 47,709	 (\$ 2,436)
Undistributed Dedicated Income	0	0	0
Net Change In Undistributed Income	\$ 0	\$ 0	\$ 0
 FROM PARTICIPANT TRANSACTIONS:			
Additions To Participant Accounts			
Participant Contributions	\$ 11,269	\$ 5,286	\$ 57,682
Income Distributions	(51,294)	(47,709)	2,436
Income To Be Distributed	0	0	0
Total Additions	(\$ 40,025)	(\$ 42,423)	\$ 60,118
Deductions From Participant Accounts			
Withdrawals	\$ 19,018	\$ 11,906	\$ 61,659
Total Deductions	19,018	11,906	61,659
Net change In Participation	(\$ 59,043)	(\$ 54,329)	(\$ 1,541)
TOTAL CHANGE IN ASSETS	(\$ 59,043)	(\$ 54,329)	(\$ 1,541)
 NET ASSETS:			
Beginning Of Period	584,746	264,188	93,372
End Of Period	\$ 525,703	\$ 209,859	\$ 91,831

Notes are an integral part of the Financial Statements

STOCK INDEX ACCOUNT	INT'L SHARE ACCOUNT	BOND MARKET ACCOUNT	FIXED INTEREST ACCOUNT	SUPPLEMENTAL INVESTMENT FUND TOTAL
\$ 6,897	(\$ 2,411)	\$ 10,730	\$ 4,352	\$ 29,101
1,429	(864)	354	636	(3,794)
(67,592)	662	(1,595)	718	(168,558)
(\$ 59,266)	(\$ 2,613)	\$ 9,489	\$ 5,706	(\$ 143,251)
\$ 59,266	\$ 2,613	(\$ 9,489)	(\$ 5,706)	\$ 143,251
0	0	0	0	0
\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
\$ 13,180	\$ 9,136	\$ 14,454	\$ 13,534	\$ 124,541
(59,266)	(2,613)	9,489	5,706	(143,251)
0	0	0	0	0
(\$ 46,086)	\$ 6,523	\$ 23,943	\$ 19,240	(\$ 18,710)
\$ 37,796	\$ 1,960	\$ 29,063	\$ 8,204	\$ 169,606
37,796	1,960	29,063	8,204	169,606
(\$ 83,882)	\$ 4,563	(\$ 5,120)	\$ 11,036	(\$ 188,316)
(\$ 83,882)	\$ 4,563	(\$ 5,120)	\$ 11,036	(\$ 188,316)
363,073	39,772	132,444	89,615	1,567,210
\$ 279,191	\$ 44,335	\$ 127,324	\$ 100,651	\$ 1,378,894

Notes are an integral part of the Financial Statements

**STATE BOARD OF INVESTMENT
MINNESOTA SUPPLEMENTAL INVESTMENT FUND
COMBINING STATEMENT OF OPERATIONS
YEAR ENDED JUNE 30, 2002
AMOUNTS IN (000)'S**

	INCOME SHARE ACCOUNT	GROWTH SHARE ACCOUNT	MONEY MARKET ACCOUNT
INVESTMENT INCOME:			
Income Distributions	\$ 21,124	(\$ 14,268)	\$ 0
Short Term Gains	550	0	2,441
Security Lending Gross Earnings	1,003	315	0
Less: Borrower Rebates	(715)	(212)	0
Less: Fees Paid to Agents	(67)	(26)	0
Security Lending Net Earnings	221	77	0
Income Before Expenses	\$ 21,895	(\$ 14,191)	\$ 2,441
Management Fees	83	524	5
NET INCOME	\$ 21,812	(\$ 14,715)	\$ 2,436
REALIZED AND UNREALIZED GAIN (LOSS) ON INVESTMENTS			
Realized:			
Proceeds From Sales	\$ 17,000	\$ 26,786	\$ 0
Cost Of Securities Sold	15,319	33,816	0
Net Realized Gain (Loss)	\$ 1,681	(\$ 7,030)	\$ 0
Unrealized:			
Beginning Of Period	\$ 86,802	(\$ 32,783)	\$ 0
End Of Period	12,015	(58,747)	0
Increase (decrease) In			
Unrealized Appreciation	(\$ 74,787)	(\$ 25,964)	\$ 0
NET REALIZED AND UNREALIZED GAIN (LOSS) ON INVESTMENTS	(\$ 73,106)	(\$ 32,994)	\$ 0

STOCK INDEX ACCOUNT	INTERNATIONAL SHARE ACCOUNT	BOND MARKET ACCOUNT	FIXED INTEREST ACCOUNT	SUPPLEMENTAL INVESTMENT FUND TOTAL
\$ 6,854	(\$ 2,364)	\$ 10,757	\$ 4,520	\$ 26,623
0	0	0	64	3,055
438	222	475	0	2,453
(299)	(126)	(354)	0	(1,706)
(35)	(28)	(25)	0	(181)
104	68	96	0	566
\$ 6,958	(\$ 2,296)	\$ 10,853	\$ 4,584	\$ 30,244
61	115	123	232	1,143
\$ 6,897	(\$ 2,411)	\$ 10,730	\$ 4,352	\$ 29,101
\$ 37,812	\$ 4,436	\$ 29,069	\$ 40,909	\$ 156,012
36,383	5,300	28,715	40,273	159,806
\$ 1,429	(\$ 864)	\$ 354	\$ 636	(\$ 3,794)
\$ 20,456	(\$ 7,610)	(\$ 284)	\$ 1,400	\$ 67,981
(47,136)	(6,948)	(1,879)	2,118	(100,577)
(\$ 67,592)	\$ 662	(\$ 1,595)	\$ 718	(\$ 168,558)
(\$ 66,163)	(\$ 202)	(\$ 1,241)	\$ 1,354	(\$ 172,352)

**STATE BOARD OF INVESTMENT
MINNESOTA SUPPLEMENTAL INVESTMENT FUND
SCHEDULE OF PARTICIPATION
JUNE 30, 2002**

PARTICIPATION	INCOME SHARE ACCOUNT	GROWTH SHARE ACCOUNT	MONEY MARKET ACCOUNT
Adrian Fire	\$ 99,675	\$ 58,666	\$ 0
Alaska Fire	8,601	0	0
Alborn Fire	23,156	8,086	0
Alden Fire	0	13,191	0
Almelund Fire	26,118	56,378	11,442
Amboy Fire	0	0	0
Argyle Fire	9,700	8,022	0
Askov Fire	46,010	0	0
Audubon Fire	31,724	0	0
Austin Part-time Fire	112,136	71,971	0
Avon Fire	0	7,848	0
Babbitt Fire Relief Assoc.	36,796	0	0
Backus Fire Relief Assoc.	0	0	0
Bagley Fire	42,935	0	41,056
Balsam Fire	81,842	48,730	103
Barnum Fire	27,655	0	0
Beaver Creek Fire	0	0	0
Belle Plaine Fire	78,175	11,617	0
Bemidji Fire	0	0	14
Benson Fire	29,159	28,174	0
Bertha Fire	26,383	17,893	0
Bigfork Fire	8,261	37,262	0
Bird Island Fire	31,324	27,052	0
Biwabik Township Fire	14,986	0	0
Blooming Prairie Fire	31,142	0	0
Bloomington Fire	20,848,151	0	0
Bovey Fire	3,569	3,092	7,045
Boyd Fire	8,493	6,909	0
Bricelyn Fire	137,061	0	0
Brooklyn Park Fire	3,050,996	0	0
Brooten Fire	0	0	0
Brownsville Fire Relief	0	0	0
Buffalo Lake Fire	65,975	84,494	0
Caledonia Fire	55,633	18,600	0
Canby Fire	71,579	72,089	1,284
Centennial Fire Relief	0	0	30,044
Center City Fire	39,738	7,708	0
Ceylon Fire	26,450	22,142	0
Chaska Fire	\$ 554,659	\$ 0	\$ 0
Chatfield Fire	26,263	30,956	0
Cherry Fire	27,029	9,371	426
Chisago City Fire	334,112	20,633	0
Chokio Fire	82,867	0	0

Notes are an integral part of the Financial Statements

STOCK INDEX ACCOUNT	INTERNATIONAL SHARE ACCOUNT	BOND MARKET ACCOUNT	FIXED INTEREST ACCOUNT	SUPPLEMENTAL INVESTMENT FUND TOTAL
\$ 0	\$ 16,578	\$ 0	\$ 0	\$ 174,920
14,617	0	0	0	23,218
8,910	0	0	0	40,152
13,794	0	0	0	26,985
0	0	0	0	93,938
38,926	0	16,368	0	55,294
0	0	0	0	17,722
0	0	0	0	46,010
0	0	0	0	31,724
0	0	0	0	184,107
7,868	0	0	0	15,716
24,164	0	64,096	0	125,057
41,220	0	0	0	41,220
0	0	30,295	0	114,287
0	0	0	0	130,674
175,635	0	0	0	203,291
31,314	0	0	0	31,314
0	0	0	0	89,792
432,482	0	328,904	0	761,400
29,949	0	22,809	0	110,091
0	0	0	0	44,276
38,915	7,871	0	0	92,310
0	0	0	0	58,376
12,030	0	0	0	27,015
26,938	0	41,213	0	99,293
1,385,144	0	0	0	22,233,294
6,966	0	10,120	0	30,792
0	0	0	0	15,402
0	0	0	0	137,061
1,551,245	0	0	0	4,602,241
121,648	0	0	0	121,648
4,066	0	2,981	0	7,047
0	0	0	0	150,468
0	12,580	0	0	86,814
0	0	0	0	144,952
0	0	50,045	0	80,088
0	4,581	0	0	52,027
23,284	0	0	0	71,876
\$ 0	\$ 0	\$ 0	\$ 0	\$ 554,659
0	0	0	0	57,219
0	0	0	0	36,826
0	0	91,812	0	446,557
0	0	0	0	82,867

Notes are an integral part of the Financial Statements

**STATE BOARD OF INVESTMENT
MINNESOTA SUPPLEMENTAL INVESTMENT FUND
SCHEDULE OF PARTICIPATION
JUNE 30, 2002**

PARTICIPATION	INCOME SHARE ACCOUNT	GROWTH SHARE ACCOUNT	MONEY MARKET ACCOUNT
Clarkfield Fire	114,158	25,648	0
Clear Lake Fire	144,967	100,924	0
Cleveland Fire	0	0	2,250
Cohasset Fire	14,147	33,789	0
Colerane Fire	13,843	11,302	17,259
Coon Rapids Fire	1,065,159	0	0
Crane Lake Fire	25,943	34,675	2,542
Dakota Fire Relief	1,142	4,060	0
Dawson Fire	169,046	101,665	0
Deer Creek Fire	13,928	19,977	0
Delano Fire	0	29,605	0
Dover Fire	48,783	4,154	30,786
East Grand Forks Fire	525,993	0	0
Edgerton Fire	98,215	0	0
Edina Fire	3,489,873	0	154,367
Elbow Lake Fire	86,086	39,755	0
Elk River Fire	565,724	71,974	2,289
Ellendale Fire	0	0	0
Elmore Fire	0	19,314	0
Emmons Fire	35,132	23,600	0
Excelsior Fire	1,004,281	395,320	0
Eyota Fire	30,696	0	40,022
Farmington Cataract	86,359	0	0
Fayal Fire	17,833	13,296	1,747
Fergus Falls Fire	0	240,933	0
Forest Lake Fire	248,443	0	0
Frazee Fire	95,504	9,454	0
Frost Fire	9,998	8,930	0
Glencoe Fire	0	105,589	0
Glenville Fire Relief	13,839	0	15,072
Glenwood Fire	42,682	37,662	0
Golden Valley Fire	1,528,225	0	0
Gonvick Fire	24,718	22,844	0
Good Thunder Fire	\$ 101,448	\$ 45,536	\$ 0
Goodland Fire	0	7,635	0
Grand Marais Fire	40,194	32,203	62,534
Grand Meadow Fire	37,714	34,136	0
Grand Rapids Fire	496,798	0	0
Greenwood Fire	21,009	66,890	0
Grey Eagle Fire	77,477	10,379	0
Hackensack Fire	28,735	0	0
Hamel Fire	204,184	14,904	325,667
Harmony Fire	0	4,447	0

Notes are an integral part of the Financial Statements

STOCK INDEX ACCOUNT	INTERNATIONAL SHARE ACCOUNT	BOND MARKET ACCOUNT	FIXED INTEREST ACCOUNT	SUPPLEMENTAL INVESTMENT FUND TOTAL
7,213	0	20,288	0	167,307
0	0	0	0	245,891
30,727	0	14,821	0	47,798
0	0	0	0	47,937
11,426	0	0	0	53,830
0	0	0	0	1,065,159
2,818	0	0	0	65,978
0	0	0	0	5,202
0	0	0	0	270,711
0	0	0	0	33,905
31,274	0	0	0	60,878
22,792	4,632	45,380	0	156,527
0	0	0	0	525,993
54,868	0	0	0	153,083
0	147,188	0	0	3,791,428
0	0	0	0	125,841
105,530	0	182,930	0	928,447
31,701	0	0	0	31,701
11,823	0	0	0	31,137
24,884	14,202	0	0	97,818
190,525	0	0	0	1,590,126
11,818	0	33,028	0	115,565
81,649	0	0	0	168,008
9,681	5,116	2,959	0	50,633
232,420	0	332,393	0	805,746
31,517	0	0	0	279,961
8,885	0	46,094	0	159,937
9,303	0	0	0	28,231
0	0	0	0	105,589
0	0	0	0	28,911
37,808	0	51,080	0	169,233
1,506,317	0	132,495	0	3,167,037
0	0	0	0	47,562
\$ 55,644	\$ 0	\$ 0	\$ 0	\$ 202,628
0	0	0	0	7,635
0	0	97,396	0	232,328
35,426	0	0	0	107,276
0	0	0	0	496,798
0	0	9,634	0	97,533
0	14,964	0	0	102,821
0	0	0	0	28,735
0	6,974	0	0	551,728
19,064	11,500	0	0	35,012

Notes are an integral part of the Financial Statements

**STATE BOARD OF INVESTMENT
MINNESOTA SUPPLEMENTAL INVESTMENT FUND
SCHEDULE OF PARTICIPATION
JUNE 30, 2002**

PARTICIPATION	INCOME SHARE ACCOUNT	GROWTH SHARE ACCOUNT	MONEY MARKET ACCOUNT
Haska	0	8,101	0
Hawley Fire	54,615	0	0
Hayward Fire	0	46,175	0
Hector Fire	341,520	0	0
Henning Fire	28,237	11,476	0
Hibbing Fire	33,183	51,114	0
Hinckley Fire	10,757	9,241	0
Holdingford Fire	6,450	5,679	0
Holland Fire	0	0	40,371
Houston Fire	7,102	5,863	0
Hovland Area Fire	0	0	0
Industrial Fire	34,938	0	0
Isanti Fire	0	230,461	0
Jacobson Fire	15,717	18,344	16,431
Jasper Fire	0	27,250	0
Jordan Fire	112,861	0	0
Kabetogama Fire	0	67,453	0
Kandiyohi Fire	19,828	15,801	0
Kelliher Fire	13,902	25,465	0
Kerkhoven Fire	26,375	22,994	0
Kettle River Fire	36,705	16,691	0
Kiester Fire	0	8,880	0
Kimball Fire	33,099	29,184	0
La Crescent Fire	23,671	35,145	0
La Salle Fire Relief	3,707	3,321	0
Lafayette Fire	95,633	18,845	10,174
Lake City Fire	415,665	0	0
Lake Crystal Fire	103,906	89,968	0
Lake Henry Fire	\$ 39,061	\$ 0	\$ 0
Lakeville Fire	394,641	387,253	0
Leroy Fire Relief Assoc	47,367	0	766
Lewiston Fire	94,741	65,411	0
Linwood Fire	298,470	0	0
Lismore Fire	17,766	14,632	0
Little Falls Fire	0	0	0
Littlefork Fire	69,281	1,954	0
Lowry Fire	0	0	0
Madison Fire	50,327	42,480	0
Madison Lake Fire	14,694	12,825	0
Mahtomedi Fire	365,290	0	0
Mapleton Fire	56,571	24,999	0
Mapleview Fire	31,885	43,654	0
Maplewood Fire	0	0	0

Notes are an integral part of the Financial Statements

STOCK INDEX ACCOUNT	INTERNATIONAL SHARE ACCOUNT	BOND MARKET ACCOUNT	FIXED INTEREST ACCOUNT	SUPPLEMENTAL INVESTMENT FUND TOTAL
0	4,383	0	0	12,483
37,717	0	0	0	92,332
77,690	0	0	0	123,865
0	0	0	0	341,520
29,220	12,414	24,459	0	105,806
48,224	22,582	0	0	155,104
9,716	3,008	12,687	0	45,410
5,945	0	0	0	18,074
0	0	33,965	0	74,336
5,920	6,422	0	0	25,307
8,990	0	0	0	8,990
31,946	0	0	0	66,884
125,839	129,076	0	0	485,376
0	0	0	0	50,493
0	0	0	0	27,250
0	0	20,128	0	132,988
0	0	0	0	67,453
13,623	0	19,126	0	68,378
26,113	0	0	0	65,481
24,018	0	0	0	73,387
16,934	0	0	0	70,330
9,396	9,157	0	0	27,434
14,922	0	0	0	77,205
22,358	0	20,910	0	102,084
3,348	0	0	0	10,376
38,473	0	40,518	0	203,643
0	0	0	0	415,665
98,781	0	0	0	292,656
\$ 0	\$ 0	\$ 0	\$ 0	\$ 39,061
560,482	0	0	0	1,342,376
0	0	0	0	48,134
0	0	0	0	160,152
0	0	0	0	298,470
15,229	0	0	0	47,627
161,305	0	0	0	161,305
49,183	0	0	0	120,418
34,615	0	0	0	34,615
44,687	0	0	0	137,495
0	10,485	0	0	38,004
0	0	0	0	365,290
0	0	0	0	81,570
0	8,341	33,400	0	117,280
2,309,674	0	850,592	0	3,160,265

Notes are an integral part of the Financial Statements

**STATE BOARD OF INVESTMENT
MINNESOTA SUPPLEMENTAL INVESTMENT FUND
SCHEDULE OF PARTICIPATION
JUNE 30, 2002**

	INCOME SHARE ACCOUNT	GROWTH SHARE ACCOUNT	MONEY MARKET ACCOUNT
PARTICIPATION			
Marine St. Croix Fire	60,784	87,038	0
Mayer Fire	76,384	0	0
Maynard Fire	46,703	0	0
McDavitt Fire	47,150	33,102	0
McGrath Fire	8,158	4,273	0
McIntosh Fire	24,191	27,835	0
MedFord Fire	23,399	28,721	0
Medicine Lake Fire	355,254	0	238
Menahga Fire	47,709	0	0
Mendota Heights Fire	0	170,068	0
Milaca Fire	42,679	0	0
Milan Fire	23,999	21,538	0
Minneapolis Fire	0	0	0
Minneapolis Fire (Health Ins.)	2,542,025	0	0
Minneapolis Police	0	0	0
Minneota Fire	12,623	7,848	0
Minnetonka Fire	3,360,241	0	0
Montrose Fire	4,713	6,168	0
Morris Fire	39,793	30,666	0
Morristown Fire	118,769	0	0
Murdock Fire	10,294	8,317	0
New Brighton Fire	0	578,809	0
New Germany Fire	33,634	0	0
New Ulm Fire	\$ 55,979	\$ 0	\$ 0
New York Mills Fire	86,468	0	0
Nicollet Fire	83,397	36,786	0
Nodine Fire	0	0	0
North Branch Fire	33,690	30,652	0
North Mankato Fire	29,152	26,359	0
North Star Fire	0	0	0
Northfield Fire	677,231	284,228	0
Northrop Fire	22,497	28,037	0
Norwood Young America Fire	27,590	15,685	0
Oak Grove Fire	0	212,723	0
Osakis Fire	0	70,235	0
Ottertail Fire	160,882	0	0
Owatonna Fire	232,969	417,513	41,983
Pennock Fire	25,102	19,749	0
Pequaywan Lake Fire	0	0	0
Pine Island Fire	100,388	58,129	0
Pipestone Fire	86,992	0	0
Porter Fire	19,048	21,312	0
Randall Fire	88,121	50,473	0

Notes are an integral part of the Financial Statements

STOCK INDEX ACCOUNT	INTERNATIONAL SHARE ACCOUNT	BOND MARKET ACCOUNT	FIXED INTEREST ACCOUNT	SUPPLEMENTAL INVESTMENT FUND TOTAL
75,323	0	30,421	0	253,566
107,919	0	29,534	0	213,838
0	0	0	0	46,703
0	7,663	21,066	0	108,981
0	0	5,864	0	18,295
32,017	0	0	0	84,042
20,175	0	0	0	72,295
27,724	0	0	0	383,215
0	0	60,024	0	107,733
175,699	48,632	301,103	0	695,501
0	0	0	0	42,679
22,685	0	0	0	68,222
10,511,620	0	42,418,309	0	52,929,929
0	0	0	0	2,542,025
48,235,850	19,824,075	16,148,760	0	84,208,685
7,868	4,205	13,367	0	45,912
0	0	0	0	3,360,241
7,519	0	0	0	18,400
32,516	19,833	0	0	122,808
203,294	0	0	0	322,063
8,444	3,343	0	0	30,398
0	0	498,274	0	1,077,084
0	0	0	0	33,634
\$ 193,234	\$ 0	\$ 0	\$ 0	\$ 249,212
0	0	0	0	86,468
37,153	39,330	0	0	196,667
26,312	12,248	35,914	0	74,474
31,977	20,094	0	0	116,412
56,112	23,237	0	0	134,861
13,631	0	0	0	13,631
456,295	0	0	0	1,417,754
0	0	0	0	50,533
0	0	0	0	43,275
0	0	0	0	212,723
72,370	5,183	79,672	0	227,460
0	0	0	0	160,882
38,340	40,551	0	0	771,355
19,952	20,908	0	0	85,710
11,555	0	0	0	11,555
0	0	0	0	158,517
75,494	0	0	0	162,485
0	0	0	0	40,360
63,901	0	0	0	202,495

Notes are an integral part of the Financial Statements

**STATE BOARD OF INVESTMENT
MINNESOTA SUPPLEMENTAL INVESTMENT FUND
SCHEDULE OF PARTICIPATION
JUNE 30, 2002**

PARTICIPATION	INCOME SHARE ACCOUNT	GROWTH SHARE ACCOUNT	MONEY MARKET ACCOUNT
Randolph Fire	84,265	0	0
Red Lake Falls Fire	43,591	0	0
Redwood Falls Fire	0	0	0
Remer Fire	3,575	3,009	0
Renville Fire	28,382	28,104	0
Rice Lake Fire	134,451	69,959	0
Robbinsdale Fire	471,660	144,762	52,663
Rose Creek Fire	25,255	13,455	26,336
Roseau Fire	0	664	0
Rosemount Fire	364,042	60,809	0
Roseville Fire	0	1,192,183	0
Rush City Fire	152,290	64,841	0
Ruthton Fire	5,838	4,803	6,357
Saint Clair Fire	35,955	30,059	46,637
Saint James Fire	0	54,245	0
Saint. Michael Fire	0	15,877	0
Saint. Peter Fire	0	78,343	0
Sandstone Fire	115,745	0	0
Savage Fire Relief Assoc	\$ 401,016	\$ 0	\$ 0
Scandia Valley Fire	213,560	0	0
Schroeder Fire	0	73,895	0
Shakopee Fire	0	275,391	0
Sherburn Fire	138,954	0	0
Shevlin Fire	14,286	0	0
Silver Bay Fire	48,684	46,605	0
Solway Fire	40,777	0	0
Spring Lake Park Fire	873,041	1,038,662	0
Starbuck Fire	17,911	14,314	0
Stephen Fire	41,514	53,294	0
Stewart Fire	47,191	0	0
Stewartville Fire	64,607	30,687	0
Stillwater Fire	181,547	111,730	0
Sturgeon Lake Fire	0	6,210	0
Thomson Township Fire	13,012	13,030	0
Tofte Fire	28,661	0	0
Truman Fire	26,258	24,256	0
Two Harbors Fire	35,565	128,248	0
Vadnais Heights Fire	47,185	0	0
Vergas Fire	97,867	0	0
Vermilion Lake Fire	75,720	0	0
Verndale Fire	0	5,639	0
Wabasha Fire	50,998	23,541	0
Waconia Fire	97,005	101,444	0

Notes are an integral part of the Financial Statements

STOCK INDEX ACCOUNT	INTERNATIONAL SHARE ACCOUNT	BOND MARKET ACCOUNT	FIXED INTEREST ACCOUNT	SUPPLEMENTAL INVESTMENT FUND TOTAL
91,994	0	0	0	176,259
0	0	0	0	43,591
0	0	25,931	0	25,931
3,115	3,190	0	0	12,889
4,956	0	26,615	0	88,057
71,797	0	0	0	276,207
145,120	89,979	0	0	904,185
13,692	0	0	0	78,738
0	0	0	0	664
61,305	0	0	0	486,156
1,265,463	660,623	2,091,927	0	5,210,196
61,462	0	0	0	278,593
9,785	0	0	0	26,782
41,459	0	0	0	154,110
55,745	0	0	0	109,989
16,459	14,133	0	0	46,469
40,544	43,480	418	0	162,785
0	0	0	0	115,745
\$ 0	\$ 0	\$ 0	\$ 0	\$ 401,016
0	0	0	0	213,560
5,279	0	0	0	79,174
288,093	72,037	0	0	635,521
0	0	0	0	138,954
0	0	25,026	0	39,312
0	8,919	0	0	104,208
0	0	54,061	0	94,838
1,084,772	0	0	0	2,996,475
14,566	3,680	0	0	50,471
0	0	0	0	94,808
22,257	0	0	0	69,448
30,981	24,280	0	0	150,556
0	0	0	0	293,277
7,676	0	7,519	0	21,406
17,503	0	0	0	43,545
29,614	0	0	0	58,275
26,517	0	25,088	0	102,120
0	0	0	0	163,813
0	0	0	0	47,185
0	0	0	0	97,867
0	0	0	0	75,720
5,753	0	0	0	11,391
6,490	0	0	0	81,029
0	0	0	0	198,449

Notes are an integral part of the Financial Statements

**STATE BOARD OF INVESTMENT
MINNESOTA SUPPLEMENTAL INVESTMENT FUND
SCHEDULE OF PARTICIPATION
JUNE 30, 2002**

	INCOME SHARE ACCOUNT	GROWTH SHARE ACCOUNT	MONEY MARKET ACCOUNT
PARTICIPATION			
Warba-Feeley-Sago Fire	17,329	15,316	0
Warroad Area Fire	128,132	0	0
Williams Fire	29,427	16,275	0
Willow River Fire	0	11,256	0
Winnebago Fire	10,052	0	0
Woodbury Fire	1,148,189	689,748	100,784
Woodstock Fire	11,997	10,231	0
Wrenshall Fire Relief	0	0	0
Wright Fire	63,267	0	0
Wykoff Fire	65,778	0	0
Wyoming Fire	78,327	0	0
Zumbro Falls Fire	98,862	18,768	0

Notes are an integral part of the Financial Statements

STOCK INDEX ACCOUNT	INTERNATIONAL SHARE ACCOUNT	BOND MARKET ACCOUNT	FIXED INTEREST ACCOUNT	SUPPLEMENTAL INVESTMENT FUND TOTAL
0	0	0	0	32,645
0	0	0	0	128,132
17,001	0	0	0	62,703
17,724	0	22,439	0	51,419
0	0	0	0	10,052
501,174	97,578	119,645	0	2,657,118
5,697	0	0	0	27,925
5,444	0	0	0	5,444
0	0	0	0	63,267
0	0	0	0	65,778
0	0	83,675	0	162,001
19,141	0	16,062	0	152,832

Notes are an integral part of the Financial Statements

**STATE BOARD OF INVESTMENT
MINNESOTA SUPPLEMENTAL INVESTMENT FUND
SCHEDULE OF PARTICIPATION
JUNE 30, 2002**

	INCOME SHARE ACCOUNT	GROWTH SHARE ACCOUNT	MONEY MARKET ACCOUNT
PARTICIPATION			
Deferred Comp	\$ 158,438,191	\$ 94,439,537	\$ 66,259,271
Hennepin County	55,626,302	25,197,203	6,460,079
MnSCU DCR	148,001,188	35,660,697	5,659,730
MSRS-Health	46,445	22,775	1,461,580
Pera-DCP	6,425,966	3,113,475	757,771
Unclassified	103,366,442	41,097,386	10,143,236
TOTAL PARTICIPATION	\$ 525,702,912	\$ 209,859,136	\$ 91,830,358
Adjustments			
Unrealized Appreciation			
(Depreciation) of Investments	0	0	0
Undistributed Earnings	0	0	0
NET ASSETS	\$ 525,702,912	\$ 209,859,136	\$ 91,830,358

Notes are an integral part of the Financial Statements

STOCK INDEX ACCOUNT	INTERNATIONAL SHARE ACCOUNT	BOND MARKET ACCOUNT	FIXED INTEREST ACCOUNT	SUPPLEMENTAL INVESTMENT FUND TOTAL
\$ 140,388,647	\$ 12,925,421	\$ 39,526,487	\$ 76,672,853	\$ 588,650,406
12,672,189	1,443,299	3,489,990	0	104,889,062
11,977,065	1,791,192	5,592,886	6,867,653	215,550,410
47,125	10,239	51,832	228,724	1,868,721
2,448,620	371,710	947,818	1,445,285	15,510,646
36,725,524	6,254,342	12,891,691	15,436,343	225,914,965
\$ 279,191,303	\$ 44,335,459	\$ 127,324,343	\$ 100,650,858	\$ 1,378,894,369
0	0	0	0	0
0	0	0	0	0
\$ 279,191,303	\$ 44,335,459	\$ 127,324,343	\$ 100,650,858	\$ 1,378,894,369

Notes are an integral part of the Financial Statements

STATE BOARD OF INVESTMENT
MINNESOTA POOLED INVESTMENT ACCOUNTS
SCHEDULE OF ASSETS AND LIABILITIES
JUNE 30, 2002
AMOUNTS IN (000)'S

	<u>REAL ESTATE ACCOUNT</u>	<u>RESOURCE ACCOUNT</u>
ASSETS:		
Investments (at market value) (2),(3):		
Common Stock	\$ 0	\$ 0
Alternative Equities	590,676	275,452
Fixed Income Securities	0	0
Short Term Securities	7,994	11,061
Securities-Lending Collateral(4b)	0	594
Total Investments	<u>\$ 598,670</u>	<u>\$ 287,107</u>
 Cash	 0	 0
Security Sales Receivable	0	0
Accounts Receivable-Fee Refunds	0	0
Accounts Receivable-Mortality	0	0
Accounts Receivable-Participants	0	0
Accrued Interest	0	0
Accrued Dividends	968	0
Accrued Short Term Gain	3	5
TOTAL ASSETS	<u><u>\$ 599,641</u></u>	<u><u>\$ 287,112</u></u>
 LIABILITIES:		
Management Fees Payable	0	0
Security Purchases Payable	0	0
Accounts Payable-Participants	0	0
Options Premiums Received	0	0
Securities-Lending Collateral(4b)	0	594
TOTAL LIABILITIES	<u>\$ 0</u>	<u>\$ 594</u>
 NET ASSETS AT JUNE 30, 2002	<u><u>\$ 599,641</u></u>	<u><u>\$ 286,518</u></u>

Notes are an integral part of the Financial Statements

VENTURE CAPITAL ACCOUNT(4)	DOMESTIC BOND ACCOUNT	DOMESTIC EQUITY ACCOUNTS	INTERNATIONAL EQUITY ACCOUNT
\$ 0	\$ 61,660	\$ 16,346,000	\$ 5,052,862
1,338,097	0	0	0
0	9,473,757	882	403
6,019	909,386	603,200	175,481
6,333	1,363,479	605,743	837,059
<u>\$ 1,350,449</u>	<u>\$ 11,808,282</u>	<u>\$ 17,555,825</u>	<u>\$ 6,065,805</u>
0	18,679	84	140,991
0	559,403	28,940	48,685
0	0	0	0
0	0	0	0
0	0	0	0
0	94,797	25	2
3	0	14,776	11,100
3	1,988	536	\$ 7,849
<u>\$ 1,350,455</u>	<u>\$ 12,483,149</u>	<u>\$ 17,600,186</u>	<u>\$ 6,274,432</u>
0	2,233	7,810	3,806
0	1,849,695	46,528	49,851
0	0	0	0
0	0	0	0
6,333	1,363,479	605,744	837,060
<u>\$ 6,333</u>	<u>\$ 3,215,407</u>	<u>\$ 660,082</u>	<u>\$ 890,717</u>
<u><u>\$ 1,344,122</u></u>	<u><u>\$ 9,267,742</u></u>	<u><u>\$ 16,940,104</u></u>	<u><u>\$ 5,383,715</u></u>

Notes are an integral part of the Financial Statements

**STATE BOARD OF INVESTMENT
MINNESOTA POOLED INVESTMENT ACCOUNTS
SCHEDULE OF CHANGES IN NET ASSETS**

JUNE 30, 2002

AMOUNTS IN (000)'S

	REAL ESTATE ACCOUNT	RESOURCE ACCOUNT
FROM INVESTMENT ACTIVITY:		
Net Investment Income	\$ 37,790	\$ 13,644
Realized Gains (Losses)	28,912	(10,893)
Unrealized Gains (Losses)	(48,252)	(8,979)
TOTAL INCOME	\$ 18,450	(\$ 6,228)
 Less Distribution To		
Participant Accounts	66,703	2,752
Undistributed Dedicated Income	(133,405)	(5,503)
Net Change In Undistributed Income	(\$ 48,252)	(\$ 8,979)
 FROM PARTICIPANT TRANSACTIONS:		
Additional To Participant Accounts		
Participant Contributions	7,905	37,510
Income Distribution	(66,703)	(2,752)
Income To Be Distributed	133,405	5,503
Total Additions	\$ 74,607	\$ 40,261
Deductions From Participant Accounts		
Withdrawals	148,046	33,708
Total Deductions	\$ 148,046	\$ 33,708
Net Change In Participation	(\$ 73,439)	\$ 6,553
TOTAL CHANGE IN ASSETS	(\$ 121,691)	(\$ 2,426)
 NET ASSETS:		
Beginning Of Period	721,332	288,944
End Of Period	\$ 599,641	\$ 286,518

Notes are an integral part of the Financial Statements

VENTURE CAPITAL ACCOUNT(4)	DOMESTIC BOND ACCOUNT	DOMESTIC EQUITY ACCOUNTS	INTERNATIONAL EQUITY ACCOUNT
\$ 121,078	\$ 575,024	\$ 203,379	\$ 91,550
(6,586)	237,084	(824,391)	(425,055)
(220,820)	(33,064)	(2,929,874)	(11,109)
(\$ 106,328)	\$ 779,044	(\$ 3,550,886)	(\$ 344,614)
114,492	817,089	896,823	(347,432)
(228,984)	(1,629,197)	(275,811)	680,937
(\$ 220,820)	(\$ 33,064)	(\$ 2,929,874)	(\$ 11,109)
146,273	12,034	1,226,360	500,005
(114,492)	(817,089)	(896,823)	347,432
228,984	1,629,197	275,717	(680,937)
\$ 260,765	\$ 824,142	\$ 605,254	\$ 166,500
112,788	1,726,612	812,284	150,135
\$ 112,788	\$ 1,726,612	\$ 812,284	\$ 150,135
\$ 147,977	(\$ 902,470)	(\$ 207,030)	\$ 16,365
(\$ 72,843)	(\$ 935,534)	(\$ 3,136,904)	\$ 5,256
1,416,965	10,203,276	20,077,008	5,378,459
\$ 1,344,122	\$ 9,267,742	\$ 16,940,104	\$ 5,383,715

Notes are an integral part of the Financial Statements

STATE BOARD OF INVESTMENT
MINNESOTA POOLED INVESTMENT ACCOUNTS
SCHEDULE OF OPERATIONS
YEAR ENDED JUNE 30, 2002
AMOUNTS IN (000)'S

	REAL ESTATE ACCOUNT	RESOURCE ACCOUNT
Interest	\$ 0	\$ 0
Dividends	38,763	15,488
Short Term Gains	183	35
Security Lending Gross Earnings(4c)	0	1
Less: Borrower Rebates	0	(1)
Less: Fees Paid to Agents	0	0
Security Lending Net Earnings	0	0
Income Before Expenses	\$ 38,946	\$ 15,523
Management Fees	1,156	1,879
NET INCOME	\$ 37,790	\$ 13,644

**REALIZED AND UNREALIZED
GAIN (LOSS) ON INVESTMENTS**

Realized:		
Proceeds From Sales	\$ 119,417	\$ 57,554
Cost Of Securities Sold	90,505	68,447
Net Realized Gain (Loss)	\$ 28,912	(\$ 10,893)
Unrealized:		
Beginning Of Period	240,533	30,212
End Of Period	192,281	21,233
Increase (Decrease)		
In Unrealized Appreciation	(\$ 48,252)	(\$ 8,979)
NET REALIZED AND UNREALIZED GAIN (LOSS) ON INVESTMENTS	(\$ 19,340)	(\$ 19,872)

Notes are an integral part of the Financial Statements

VENTURE CAPITAL ACCOUNT(4)	DOMESTIC BOND ACCOUNT	DOMESTIC EQUITY ACCOUNTS	INTERNATIONAL EQUITY ACCOUNT
\$ 0	\$ 532,069	\$ 30	\$ 16
128,359	11,548	216,735	79,268
236	33,651	7,138	18,683
25	34,570	25,805	26,933
(6)	(25,730)	(17,457)	(15,275)
(5)	(1,828)	(2,087)	(3,452)
14	7,012	6,261	8,206
<u>\$ 128,609</u>	<u>\$ 584,280</u>	<u>\$ 230,164</u>	<u>\$ 106,173</u>
7,531	9,256	26,785	14,623
<u>\$ 121,078</u>	<u>\$ 575,024</u>	<u>\$ 203,379</u>	<u>\$ 91,550</u>
\$ 226,084	\$ 44,150,941	\$ 8,474,990	\$ 3,614,557
232,670	43,913,857	9,299,381	4,039,612
<u>(\$ 6,586)</u>	<u>\$ 237,084</u>	<u>(\$ 824,391)</u>	<u>(\$ 425,055)</u>
(6,052)	107,710	4,049,369	(125,916)
<u>(226,872)</u>	<u>74,646</u>	<u>1,119,495</u>	<u>(137,025)</u>
(\$ 220,820)	(\$ 33,064)	(\$ 2,929,874)	(\$ 11,109)
<u>(\$ 227,406)</u>	<u>\$ 204,020</u>	<u>(\$ 3,754,265)</u>	<u>(\$ 436,164)</u>

Notes are an integral part of the Financial Statements

**STATE BOARD OF INVESTMENT
MINNESOTA POOLED INVESTMENT ACCOUNTS
SCHEDULE OF PARTICIPATION
JUNE 30, 2002
AMOUNTS IN (000)'S**

	REAL ESTATE ACCOUNT	RESOURCE ACCOUNT
Teachers Retirement Fund	\$ 227,316	\$ 108,618
Public Employees Retirement Fund	145,755	69,644
State Employees Retirement Fund	133,546	63,807
Public Employees Police & Fire Fund	75,461	36,057
Highway Patrolmen's Retirement Fund	7,549	3,607
Judges Retirement Fund	915	437
Police & Fire Consolidation Fund	1,027	491
Correctional Employees Retire. Fund	8,072	3,857
TOTAL BASIC RETIREMENT FUNDS	<u>\$ 599,641</u>	<u>\$ 286,518</u>
 Post Retirement Fund	 0	 0
 Supplemental Income Share Account	 0	 0
Supplemental Growth Share Account	0	0
Supplemental Index Share Account	0	0
Supplemental Bond Market Account	0	0
Supplemental International Equity Account	0	0
 TOTAL PARTICIPATION	 <u><u>\$ 599,641</u></u>	 <u><u>\$ 286,518</u></u>

Notes are an integral part of the Financial Statements

VENTURE CAPITAL ACCOUNT(4)	DOMESTIC BOND ACCOUNT	DOMESTIC EQUITY ACCOUNTS	INTERNATIONAL EQUITY ACCOUNT
\$ 509,520	\$ 1,506,747	\$ 2,876,574	\$ 993,685
326,714	996,286	1,906,668	662,387
299,370	912,866	1,746,528	606,924
169,150	511,778	978,513	339,571
16,921	51,598	98,070	34,305
2,051	6,254	11,887	4,158
2,302	7,019	13,341	4,667
18,094	55,177	104,871	36,685
<u>\$ 1,344,122</u>	<u>\$ 4,047,725</u>	<u>\$ 7,736,452</u>	<u>\$ 2,682,382</u>
0	5,092,691	8,400,700	2,656,998
0	0	313,893	0
0	0	209,863	0
0	0	279,196	0
0	127,326	0	0
0	0	0	44,335
<u>\$ 1,344,122</u>	<u>\$ 9,267,742</u>	<u>\$ 16,940,104</u>	<u>\$ 5,383,715</u>

Notes are an integral part of the Financial Statements

NOTES TO THE SUPPLEMENTAL FINANCIAL STATEMENTS JUNE 31, 2002

1. PORTFOLIO LISTING:

Asset listings summarizing securities held by these funds can be found starting on page **153** of this report. Fixed income and equity securities are presented at market value.

2. COST OF INVESTMENTS:

At June 30, 2002 the cost plus accrued income of investments for the Minnesota Pooled Investment Accounts and the individual accounts of the Minnesota Supplemental Investment Fund, excluding security lending collateral, was:

MINNESOTA POOLED INVESTMENT ACCOUNTS

DOMESTIC ACCOUNTS

Equity Account	\$ 15,828,418,532
Bond Account	\$ 9,195,329,436
Real Estate Account	\$ 407,360,339
Resource Account	\$ 265,284,333
Venture Capital Account	\$ 1,570,994,543

INTERNATIONAL ACCOUNTS

Equity Account	\$ 5,524,546,906
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SUPPLEMENTAL INVESTMENT FUND

Income Share Account	\$ 512,484,756
Growth Share Account	\$ 268,751,069
International Share Account	\$ 51,314,716
Money Market Account	\$ 91,831,613
Stock Index Account	\$ 326,342,422
Bond Market Account	\$ 129,235,870
Fixed Interest Account	\$ 98,561,321

3. LOANED SECURITIES:

The market value of loaned securities outstanding at June 30, 2002 for the Minnesota Pooled Investment Accounts included in the total investments figure was:

Equity Account (Domestic)	\$ 352,208,344
Equity Index Account (Domestic)	\$ 244,059,404
Bond Account (Domestic)	\$ 1,422,383,160
International Equity Account	\$ 912,775,622

The market value for non-pooled investment accounts includes:

Money Market Account	\$ 91,545,593
Income share Account Fixed Income	\$ 15,010,666

4. INCOME DISTRIBUTION :

The SBI External Domestic Equity and the SBI Global Equity Pools lost money this year thanks to margin calls, realized losses, and expenses in excess of dividends and interest. As a result, the Pools' income distributions to the Growth Share and International Share funds were negative and could not be split out as dividend and interest. The income distribution is required by Minnesota Statutes 11A.14 Subd.12 and has no effect on the net asset value of the investment.

External Stock and Bond Managers' Fees

Total Payments for Fiscal Year 2002

Active Domestic Stock Managers (1)

Alliance Capital	\$ 3,998,759
Artemis Investment Management	390,559
Bay Isle Corp.	232,931
Cohen Klingenstein & Marks	1,324,229
Earnest Partners	188,127
FLA Asset Management	2,180,633
Franklin Portfolio	1,568,993
GeoCapital Corp.	2,304,046
Holt Smith & Yates Advisors	267,665
Lincoln Capital	1,000,258
New Amsterdam Partners	966,815
Next Century	270,502
Oppenheimer Capital	943,691
Peregrine Capital Management	1,190,391
UBS Global Asset Management (Brinson)	1,029,489
Valenzuela Capital	341,131
Voyageur Asset Management	228,604
Winslow Capital	760,790
Zevenbergen Capital	656,802

Passive Domestic Stock Managers (2)

Barclays Global Investors	950,052
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Semi-Passive Domestic Bond Managers (2)

Barclays Global Investors	2,523,794
Franklin Portfolio	1,777,174
JP Morgan	2,129,383

Active Domestic Bond Managers (2)

American Express	864,787
Deutsche Asset	1,151,830
Dodge & Cox	911,665
Metropolitan West	668,336
Morgan Stanley	1,512,090
Western Asset Management	1,341,006

cont.

External Stock and Bond Managers' Fees

Total Payments for Fiscal Year 2002

Semi-Passive Domestic Bond Managers (3)

BlackRock Inc.	\$ 933,010
Goldman Sachs	1,159,335
Lincoln Capital Management	545,580

International Stock Managers (2)

Alliance Capital	812,222
American Express	1,306,896
Britannic Asset Management (Blairlogie)	703,074
UBS Global Asset Management (Brinson)	1,423,440
Capital International	939,609
Invesco Global	1,459,511
Marathon Asset Management	1,652,411
Montgomery Emerging**	938,114
Montgomery International**	856,005
Morgan Stanley Investment Management	1,015,540
Schroder Investment Management	1,029,160
State Street Global Advisors	381,381
T. Rowe Price International	1,881,881
Zurich Scudder**	849,218

Assigned Risk Plan

GE Investment Management	251,988
Voyager Asset Management	269,733

** Manager Terminated in Fiscal '02

- (1) Active stock managers are compensated on a performance-based fee formula. Four fee options are available and fees earned range from zero to twice the manager's base fee, depending on the manager's performance relative to an established benchmark.
- (2) The passive stock manager, international stock managers, active bond managers and two semi-passive bond managers are compensated based on a specified percentage of assets under management.
- (3) One semi-passive bond manager is compensated on a performance-based fee formula. Fees earned range from 5 to 10 basis points of assets under management, depending on the manager's performance relative to an established benchmark.

Summarized Asset Listing - Domestic Stock Managers

June 30, 2002

ALLIANCE CAPITAL MANAGEMENT L.P.

Equities	Market Value	%
COMMINGLED FUND	\$0.00	0.00
CONSUMER DISCRETIONARY	212,243,934.00	27.78
CONSUMER STAPLES	77,680,530.00	10.17
ENERGY	9,291,239.00	1.22
FINANCIALS	153,585,623.00	20.10
HEALTH CARE	159,400,268.00	20.87
INDUSTRIALS	28,686,875.00	3.76
INFORMATION TECHNOLOGY	112,946,259.00	14.78
MATERIALS	0.00	0.00
RIGHTS/WARRANTS	0.00	0.00
TELECOMMUNICATIONS SERVICES	5,352,750.00	0.70
UNCLASSIFIED	0.00	0.00
UTILITIES	0.00	0.00
ALL NON U.S.	0.00	0.00
BONDS	0.00	0.00
Total Equities	759,187,478.00	99.38
Cash Equivalents	4,740,974.81	0.62
Grand Total	\$763,928,452.81	100.00 %

BAY ISLE FINANCIAL CORP

Equities	Market Value	%
COMMINGLED FUND	\$0.00	0.00
CONSUMER DISCRETIONARY	8,409,909.11	18.91
CONSUMER STAPLES	2,003,209.56	4.51
ENERGY	4,310,145.60	9.69
FINANCIALS	12,428,078.39	27.95
HEALTH CARE	4,111,682.68	9.25
INDUSTRIALS	4,161,301.65	9.36
INFORMATION TECHNOLOGY	4,956,141.30	11.15
MATERIALS	0.00	0.00
RIGHTS/WARRANTS	0.00	0.00
TELECOMMUNICATIONS SERVICES	0.00	0.00
UNCLASSIFIED	0.00	0.00
UTILITIES	1,596,798.40	3.59
ALL NON U.S.	0.00	0.00
BONDS	0.00	0.00
Total Equities	41,977,266.69	94.41
Cash Equivalents	2,484,525.12	5.59
Grand Total	\$44,461,791.81	100.00 %

ARTEMIS INVESTMENT MGMT LLC

Equities	Market Value	%
COMMINGLED FUND	\$0.00	0.00
CONSUMER DISCRETIONARY	8,770,411.00	22.66
CONSUMER STAPLES	3,060,365.00	7.91
ENERGY	2,447,288.00	6.32
FINANCIALS	967,074.00	2.50
HEALTH CARE	7,250,703.00	18.73
INDUSTRIALS	9,268,600.00	23.94
INFORMATION TECHNOLOGY	3,803,646.00	9.83
MATERIALS	687,480.00	1.78
RIGHTS/WARRANTS	0.00	0.00
TELECOMMUNICATIONS SERVICES	407,265.00	1.05
UNCLASSIFIED	0.00	0.00
UTILITIES	0.00	0.00
ALL NON U.S.	0.00	0.00
BONDS	0.00	0.00
Total Equities	36,662,832.00	94.72
Cash Equivalents	2,045,530.46	5.28
Grand Total	\$38,708,362.46	100.00 %

COHEN, KLINGENSTEIN, AND MARKS INC.

Equities	Market Value	%
COMMINGLED FUND	\$0.00	0.00
CONSUMER DISCRETIONARY	99,966,785.00	21.27
CONSUMER STAPLES	43,493,738.00	9.26
ENERGY	0.00	0.00
FINANCIALS	78,589,451.75	16.72
HEALTH CARE	66,136,750.00	14.07
INDUSTRIALS	19,711,560.00	4.19
INFORMATION TECHNOLOGY	139,136,266.80	29.61
MATERIALS	0.00	0.00
RIGHTS/WARRANTS	0.00	0.00
TELECOMMUNICATIONS SERVICES	15,696,046.50	3.34
UNCLASSIFIED	0.00	0.00
UTILITIES	0.00	0.00
ALL NON U.S.	0.00	0.00
BONDS	0.00	0.00
Total Equities	462,730,598.05	98.47
Cash Equivalents	7,199,954.05	1.53
Grand Total	\$469,930,552.10	100.00 %

Summarized Asset Listing - Domestic Stock Managers

June 30, 2002

EARNEST PARTNERS

Equities	Market Value	%
COMMINGLED FUND	\$0.00	0.00
CONSUMER DISCRETIONARY	3,088,574.00	7.24
CONSUMER STAPLES	0.00	0.00
ENERGY	6,247,620.00	14.64
FINANCIALS	16,690,045.00	39.11
HEALTH CARE	5,691,530.50	13.34
INDUSTRIALS	2,967,369.00	6.95
INFORMATION TECHNOLOGY	4,557,282.80	10.68
MATERIALS	0.00	0.00
RIGHTS/WARRANTS	0.00	0.00
TELECOMMUNICATIONS SERVICES	2,538,900.00	5.95
UNCLASSIFIED	0.00	0.00
UTILITIES	452,029.00	1.06
ALL NON U.S.	0.00	0.00
BONDS	0.00	0.00
Total Equities	42,233,350.30	98.97
Cash Equivalents	440,119.75	1.03
Grand Total	\$42,673,470.05	100.00 %

FRANKLIN PORTFOLIO ASSOC.

Equities	Market Value	%
COMMINGLED FUND	\$0.00	0.00
CONSUMER DISCRETIONARY	111,561,522.00	19.52
CONSUMER STAPLES	38,844,191.62	6.80
ENERGY	37,280,513.00	6.52
FINANCIALS	87,652,508.24	15.34
HEALTH CARE	58,925,908.50	10.31
INDUSTRIALS	82,093,548.00	14.37
INFORMATION TECHNOLOGY	87,798,265.00	15.36
MATERIALS	32,485,091.00	5.68
RIGHTS/WARRANTS	0.00	0.00
TELECOMMUNICATIONS SERVICES	13,305,700.00	2.33
UNCLASSIFIED	0.00	0.00
UTILITIES	13,476,850.00	2.36
ALL NON U.S.	0.00	0.00
BONDS	0.00	0.00
Total Equities	563,424,097.36	98.59
Cash Equivalents	8,056,423.81	1.41
Grand Total	\$571,480,521.17	100.00 %

FLA ASSET MANAGEMENT

Equities	Market Value	%
COMMINGLED FUND	\$0.00	0.00
CONSUMER DISCRETIONARY	82,315,793.50	15.33
CONSUMER STAPLES	43,623,180.00	8.12
ENERGY	47,722,954.00	8.89
FINANCIALS	62,298,255.00	11.60
HEALTH CARE	66,911,360.00	12.46
INDUSTRIALS	78,538,245.25	14.63
INFORMATION TECHNOLOGY	79,588,108.22	14.82
MATERIALS	51,966,418.04	9.68
RIGHTS/WARRANTS	0.00	0.00
TELECOMMUNICATIONS SERVICES	0.00	0.00
UNCLASSIFIED	0.00	0.00
UTILITIES	17,584,706.00	3.28
ALL NON U.S.	0.00	0.00
BONDS	0.00	0.00
Total Equities	530,549,020.01	98.81
Cash Equivalents	6,362,770.97	1.19
Grand Total	\$536,911,790.98	100.00 %

GEO CAPITAL

Equities	Market Value	%
COMMINGLED FUND	\$0.00	0.00
CONSUMER DISCRETIONARY	32,403,932.00	6.34
CONSUMER STAPLES	0.00	0.00
ENERGY	70,474,398.00	13.78
FINANCIALS	62,033,679.00	12.13
HEALTH CARE	16,819,300.00	3.29
INDUSTRIALS	96,828,222.43	18.93
INFORMATION TECHNOLOGY	95,082,314.12	18.59
MATERIALS	6,579,968.00	1.29
RIGHTS/WARRANTS	0.00	0.00
TELECOMMUNICATIONS SERVICES	0.00	0.00
UNCLASSIFIED	0.00	0.00
UTILITIES	0.00	0.00
ALL NON U.S.	0.00	0.00
BONDS	0.00	0.00
Total Equities	380,221,813.55	74.35
Cash Equivalents	131,165,914.18	25.65
Grand Total	\$511,387,727.73	100.00 %

Summarized Asset Listing - Domestic Stock Managers

June 30, 2002

HOLT-SMITH & YATES ADVISORS LLC

Equities	Market Value	%
COMMINGLED FUND	\$0.00	0.00
CONSUMER DISCRETIONARY	8,760,460.00	22.40
CONSUMER STAPLES	4,211,780.00	10.77
ENERGY	0.00	0.00
FINANCIALS	4,843,080.00	12.39
HEALTH CARE	1,965,120.00	5.03
INDUSTRIALS	7,859,915.00	20.10
INFORMATION TECHNOLOGY	10,387,655.00	26.56
MATERIALS	0.00	0.00
RIGHTS/WARRANTS	0.00	0.00
TELECOMMUNICATIONS SERVICES	0.00	0.00
UNCLASSIFIED	0.00	0.00
UTILITIES	0.00	0.00
ALL NON U.S.	0.00	0.00
BONDS	0.00	0.00
Total Equities	38,028,010.00	97.25
Cash Equivalents	1,074,929.83	2.75
Grand Total	\$39,102,939.83	100.00 %

NEW AMSTERDAM PARTNERS

Equities	Market Value	%
COMMINGLED FUND	\$0.00	0.00
CONSUMER DISCRETIONARY	70,590,801.56	22.05
CONSUMER STAPLES	13,037,012.00	4.07
ENERGY	11,456,144.00	3.58
FINANCIALS	49,879,611.00	15.58
HEALTH CARE	46,095,898.50	14.40
INDUSTRIALS	40,196,795.00	12.56
INFORMATION TECHNOLOGY	46,536,788.25	14.54
MATERIALS	19,951,362.00	6.23
RIGHTS/WARRANTS	0.00	0.00
TELECOMMUNICATIONS SERVICES	3,623,700.00	1.13
UNCLASSIFIED	0.00	0.00
UTILITIES	14,467,256.00	4.52
ALL NON U.S.	0.00	0.00
BONDS	0.00	0.00
Total Equities	315,835,368.31	98.65
Cash Equivalents	4,306,889.23	1.35
Grand Total	\$320,142,257.54	100.00 %

LINCOLN CAPITAL MANAGEMENT

Equities	Market Value	%
COMMINGLED FUND	\$0.00	0.00
CONSUMER DISCRETIONARY	86,153,329.00	17.98
CONSUMER STAPLES	43,731,750.00	9.13
ENERGY	4,641,560.00	0.97
FINANCIALS	46,292,009.00	9.66
HEALTH CARE	116,038,588.00	24.22
INDUSTRIALS	62,620,510.00	13.07
INFORMATION TECHNOLOGY	116,381,724.00	24.29
MATERIALS	0.00	0.00
RIGHTS/WARRANTS	0.00	0.00
TELECOMMUNICATIONS SERVICES	0.00	0.00
UNCLASSIFIED	0.00	0.00
UTILITIES	0.00	0.00
ALL NON U.S.	0.00	0.00
BONDS	0.00	0.00
Total Equities	475,859,470.00	99.31
Cash Equivalents	3,298,809.64	0.69
Grand Total	\$479,158,279.64	100.00 %

NEXT CENTURY GROWTH INVESTORS

Equities	Market Value	%
COMMINGLED FUND	\$0.00	0.00
CONSUMER DISCRETIONARY	6,438,621.18	26.18
CONSUMER STAPLES	0.00	0.00
ENERGY	0.00	0.00
FINANCIALS	1,160,654.70	4.72
HEALTH CARE	3,947,664.60	16.05
INDUSTRIALS	5,153,383.60	20.96
INFORMATION TECHNOLOGY	7,660,934.04	31.15
MATERIALS	0.00	0.00
RIGHTS/WARRANTS	0.00	0.00
TELECOMMUNICATIONS SERVICES	0.00	0.00
UNCLASSIFIED	0.00	0.00
UTILITIES	0.00	0.00
ALL NON U.S.	0.00	0.00
BONDS	0.00	0.00
Total Equities	24,361,258.12	99.06
Cash Equivalents	230,515.88	0.94
Grand Total	\$24,591,774.00	100.00 %

Summarized Asset Listing - Domestic Stock Managers

June 30, 2002

OPPENHEIMER CO.

Equities	Market Value	%
COMMINGLED FUND	\$0.00	0.00
CONSUMER DISCRETIONARY	62,157,550.00	9.88
CONSUMER STAPLES	43,848,000.00	6.97
ENERGY	15,930,000.00	2.53
FINANCIALS	233,322,250.00	37.10
HEALTH CARE	27,403,000.00	4.36
INDUSTRIALS	72,098,750.00	11.46
INFORMATION TECHNOLOGY	37,771,000.00	6.01
MATERIALS	13,260,000.00	2.11
RIGHTS/WARRANTS	0.00	0.00
TELECOMMUNICATIONS SERVICES	36,478,650.00	5.80
UNCLASSIFIED	4,328,100.00	0.69
UTILITIES	0.00	0.00
ALL NON U.S.	0.00	0.00
BONDS	0.00	0.00
Total Equities	546,597,300.00	86.92
Cash Equivalents	82,271,753.00	13.08
Grand Total	\$628,869,053.00	100.00 %

UBS GLOBAL ASSET MGMT (BRINSON)

Equities	Market Value	%
COMMINGLED FUND	\$0.00	0.00
CONSUMER DISCRETIONARY	45,242,652.00	7.08
CONSUMER STAPLES	0.00	0.00
ENERGY	16,814,028.00	2.63
FINANCIALS	175,715,692.13	27.48
HEALTH CARE	132,221,768.50	20.68
INDUSTRIALS	108,269,744.00	16.93
INFORMATION TECHNOLOGY	64,744,250.14	10.13
MATERIALS	30,754,435.00	4.81
RIGHTS/WARRANTS	0.00	0.00
TELECOMMUNICATIONS SERVICES	20,071,727.00	3.14
UNCLASSIFIED	0.00	0.00
UTILITIES	36,708,212.58	5.74
ALL NON U.S.	0.00	0.00
BONDS	0.00	0.00
Total Equities	630,542,509.35	98.62
Cash Equivalents	8,794,528.32	1.38
Grand Total	\$639,337,037.67	100.00 %

PEREGRINE CAPITAL MANAGEMENT

Equities	Market Value	%
COMMINGLED FUND	\$1,133,720.50	0.80
CONSUMER DISCRETIONARY	24,779,409.69	17.52
CONSUMER STAPLES	6,362,540.60	4.50
ENERGY	5,225,098.60	3.69
FINANCIALS	32,752,048.49	23.15
HEALTH CARE	8,194,295.60	5.79
INDUSTRIALS	27,698,170.80	19.58
INFORMATION TECHNOLOGY	11,384,697.00	8.05
MATERIALS	16,538,835.08	11.69
RIGHTS/WARRANTS	0.00	0.00
TELECOMMUNICATIONS SERVICES	0.00	0.00
UNCLASSIFIED	0.00	0.00
UTILITIES	6,737,221.40	4.76
ALL NON U.S.	0.00	0.00
BONDS	0.00	0.00
Total Equities	140,806,037.76	99.53
Cash Equivalents	663,447.39	0.47
Grand Total	\$141,469,485.15	100.00 %

VALENZUELA CAPITAL MANAGEMENT

Equities	Market Value	%
COMMINGLED FUND	\$0.00	0.00
CONSUMER DISCRETIONARY	20,265,517.00	26.80
CONSUMER STAPLES	5,366,884.00	7.10
ENERGY	4,504,406.00	5.96
FINANCIALS	16,310,852.00	21.57
HEALTH CARE	4,933,967.00	6.52
INDUSTRIALS	5,366,774.00	7.10
INFORMATION TECHNOLOGY	6,055,520.00	8.01
MATERIALS	3,662,499.00	4.84
RIGHTS/WARRANTS	0.00	0.00
TELECOMMUNICATIONS SERVICES	0.00	0.00
UNCLASSIFIED	0.00	0.00
UTILITIES	5,237,811.00	6.93
ALL NON U.S.	0.00	0.00
BONDS	0.00	0.00
Total Equities	71,704,230.00	94.81
Cash Equivalents	3,921,184.39	5.19
Grand Total	\$75,625,414.39	100.00 %

Summarized Asset Listing - Domestic Stock Managers

June 30, 2002

VOYAGEUR ASSET MANAGEMENT

Equities	Market Value	%
COMMINGLED FUND	\$0.00	0.00
CONSUMER DISCRETIONARY	6,758,776.00	17.47
CONSUMER STAPLES	3,686,620.00	9.53
ENERGY	7,608,380.00	19.67
FINANCIALS	4,768,290.00	12.33
HEALTH CARE	9,549,319.00	24.68
INDUSTRIALS	3,831,230.00	9.90
INFORMATION TECHNOLOGY	1,248,210.00	3.23
MATERIALS	0.00	0.00
RIGHTS/WARRANTS	0.00	0.00
TELECOMMUNICATIONS SERVICES	0.00	0.00
UNCLASSIFIED	0.00	0.00
UTILITIES	650,400.00	1.68
ALL NON U.S.	0.00	0.00
BONDS	0.00	0.00
Total Equities	38,101,225.00	98.49
Cash Equivalents	585,252.44	1.51
Grand Total	\$38,686,477.44	100.00 %

ZEVENBERGEN CAPITAL, INC.

Equities	Market Value	%
COMMINGLED FUND	\$0.00	0.00
CONSUMER DISCRETIONARY	29,248,402.00	30.01
CONSUMER STAPLES	6,357,934.00	6.52
ENERGY	0.00	0.00
FINANCIALS	14,073,531.00	14.44
HEALTH CARE	17,200,643.00	17.65
INDUSTRIALS	4,938,921.00	5.07
INFORMATION TECHNOLOGY	24,034,959.00	24.66
MATERIALS	0.00	0.00
RIGHTS/WARRANTS	0.00	0.00
TELECOMMUNICATIONS SERVICES	0.00	0.00
UNCLASSIFIED	0.00	0.00
UTILITIES	0.00	0.00
ALL NON U.S.	0.00	0.00
BONDS	0.00	0.00
Total Equities	95,854,390.00	98.36
Cash Equivalents	1,598,722.82	1.64
Grand Total	\$97,453,112.82	100.00 %

WINSLOW CAPITAL MANAGEMENT INC

Equities	Market Value	%
COMMINGLED FUND	\$0.00	0.00
CONSUMER DISCRETIONARY	24,278,284.75	19.88
CONSUMER STAPLES	4,466,134.00	3.66
ENERGY	0.00	0.00
FINANCIALS	0.00	0.00
HEALTH CARE	36,899,344.86	30.21
INDUSTRIALS	30,486,189.50	24.96
INFORMATION TECHNOLOGY	23,230,509.00	19.02
MATERIALS	0.00	0.00
RIGHTS/WARRANTS	0.00	0.00
TELECOMMUNICATIONS SERVICES	0.00	0.00
UNCLASSIFIED	0.00	0.00
UTILITIES	0.00	0.00
ALL NON U.S.	0.00	0.00
BONDS	0.00	0.00
Total Equities	119,360,462.11	97.72
Cash Equivalents	2,784,972.95	2.28
Grand Total	\$122,145,435.06	100.00 %

BARCLAY'S GLOBAL INVESTORS

(Semi - Passive)

Equities	Market Value	%
COMMINGLED FUND	\$0.00	0.00
CONSUMER DISCRETIONARY	307,202,497.31	14.36
CONSUMER STAPLES	191,107,296.65	8.93
ENERGY	165,831,697.59	7.75
FINANCIALS	493,645,451.18	23.07
HEALTH CARE	323,777,506.11	15.13
INDUSTRIALS	214,986,781.84	10.05
INFORMATION TECHNOLOGY	208,707,807.46	9.75
MATERIALS	39,160,043.24	1.83
RIGHTS/WARRANTS	0.00	0.00
TELECOMMUNICATIONS SERVICES	110,633,697.59	5.17
UNCLASSIFIED	0.00	0.00
UTILITIES	69,525,428.28	3.25
ALL NON U.S.	0.00	0.00
BONDS	0.00	0.00
Total Equities	2,124,578,207.25	99.29
Cash Equivalents	15,282,220.82	0.71
Grand Total	\$2,139,860,428.07	100.00 %

Summarized Asset Listing - Domestic Stock Managers

June 30, 2002

FRANKLIN PORTFOLIO ASSOCIATES

(Semi - Passive)

Equities	Market Value	%
COMMINGLED FUND	\$32,654.00	0.00
CONSUMER DISCRETIONARY	217,836,179.65	13.02
CONSUMER STAPLES	115,189,260.66	6.88
ENERGY	126,761,457.76	7.58
FINANCIALS	322,204,926.63	19.25
HEALTH CARE	214,478,783.44	12.82
INDUSTRIALS	156,867,672.00	9.37
INFORMATION TECHNOLOGY	192,434,143.73	11.50
MATERIALS	39,803,309.00	2.38
RIGHTS/WARRANTS	0.00	4.87
TELECOMMUNICATIONS SERVICES	81,485,251.15	2.83
UNCLASSIFIED	0.00	0.00
UTILITIES	47,351,941.30	0.00
ALL NON U.S.	0.00	0.00
BONDS	0.00	90.50
Total Equities	1,514,445,579.32	90.50
Cash Equivalents	158,917,582.96	9.50
Grand Total	\$1,673,363,162.28	100.00 %

BARCLAY'S GLOBAL INVESTORS

(Passive)

Equities	Market Value	%
COMMINGLED FUND	\$3,517.90	0.00
CONSUMER DISCRETIONARY	867,114,289.42	15.32
CONSUMER STAPLES	429,082,292.09	7.58
ENERGY	346,919,077.08	6.13
FINANCIALS	1,108,078,960.38	19.58
HEALTH CARE	774,382,367.96	13.68
INDUSTRIALS	637,337,968.31	11.26
INFORMATION TECHNOLOGY	793,920,854.92	14.03
MATERIALS	173,063,901.83	3.06
RIGHTS/WARRANTS	2,883.73	0.00
TELECOMMUNICATIONS SERVICES	198,044,607.19	3.50
UNCLASSIFIED	0.00	0.00
UTILITIES	179,222,368.40	3.17
ALL NON U.S.	0.00	0.00
BONDS	33,817.50	0.00
Total Equities	5,507,206,906.71	97.30
Cash Equivalents	153,061,163.20	2.70
Grand Total	\$5,660,268,069.91	100.00 %

J.P. MORGAN INVESTMENT MGMT.

(Semi - Passive)

Equities	Market Value	%
COMMINGLED FUND	\$7,482.00	0.00
CONSUMER DISCRETIONARY	275,456,984.04	14.57
CONSUMER STAPLES	174,419,747.96	9.23
ENERGY	139,842,082.25	7.40
FINANCIALS	421,954,998.00	22.32
HEALTH CARE	287,212,682.00	15.19
INDUSTRIALS	170,935,267.00	9.04
INFORMATION TECHNOLOGY	182,716,148.31	9.66
MATERIALS	61,958,758.00	3.28
RIGHTS/WARRANTS	0.00	0.00
TELECOMMUNICATIONS SERVICES	96,303,150.00	5.09
UNCLASSIFIED	0.00	0.00
UTILITIES	74,958,871.00	3.96
ALL NON U.S.	0.00	0.00
BONDS	848,464.50	0.04
Total Equities	1,886,614,635.06	99.79
Cash Equivalents	3,911,442.49	0.21
Grand Total	\$1,890,526,077.55	100.00 %

AGGREGATE DOMESTIC EQUITY POOL

Equities	Market Value	%
COMMINGLED FUND	\$1,177,374.40	0.01
CONSUMER DISCRETIONARY	2,611,044,614.21	15.42
CONSUMER STAPLES	1,249,572,466.14	7.38
ENERGY	1,023,308,088.88	6.04
FINANCIALS	3,399,247,068.89	20.07
HEALTH CARE	2,389,548,451.25	14.11
INDUSTRIALS	1,870,903,793.38	11.05
INFORMATION TECHNOLOGY	2,255,083,484.09	13.32
MATERIALS	489,872,100.19	2.89
RIGHTS/WARRANTS	2,883.73	0.00
TELECOMMUNICATIONS SERVICES	583,941,444.43	3.45
UNCLASSIFIED	4,328,100.00	0.03
UTILITIES	467,969,893.36	2.76
ALL NON U.S.	0.00	0.00
BONDS	882,282.00	0.01
Total Equities	16,346,882,044.95	96.53
Cash Equivalents	603,199,628.51	3.47
Grand Total	\$16,950,081,673.46	100.00 %

* Aggregate of all managers in the Domestic Equity Account in the financial statements. Includes Active, Semi-Passive, and Passive Managers.

Summarized Asset Listing - International Stock Managers

June 30, 2002

AMERICAN EXPRESS ASSET MGMT INTL., INC.

Exposure by Country	Market Value	%
AUSTRALIA	\$21,531,553.36	4.73
CANADA	3,461,990.28	0.76
EURO	163,023,520.20	35.79
JAPAN	91,269,244.27	20.04
UNITED KINGDOM	116,671,468.43	25.61
SINGAPORE	6,146,385.98	1.35
SWEDEN	6,381,597.50	1.40
SWITZERLAND	40,817,964.79	8.96
UNITED STATES	6,180,239.49	1.36
Grand Total	\$455,483,964.30	100.00 %

MINNESOTA STATE BOARD OF INVESTMENT

(Transition Account I)

Developed Markets	Market Value	%
Exposure by Country		
EURO	-\$249,022.58	(0.35)
HUNGARY	0.01	0.00
JAPAN	65,829.99	0.09
UNITED KINGDOM	219,718.83	0.31
SWITZERLAND	0.01	0.00
US DOLLAR	71,796,217.55	99.95
Grand Total	\$71,832,743.81	100.00 %

BRITANNIC ASSET MANAGEMENT (BLAIRLOGIE)

Exposure by Country	Market Value	%
DENMARK	\$2,120,180.54	0.76
EURO	94,932,586.89	33.87
HONG KONG	8,985,111.91	3.21
JAPAN	70,634,799.78	25.20
UNITED KINGDOM	58,588,197.31	20.90
SINGAPORE	7,078,472.04	2.53
SWEDEN	8,326,970.43	2.97
SWITZERLAND	26,131,467.33	9.32
UNITED STATES	3,510,084.94	1.25
Grand Total	\$280,307,871.17	100.00 %

T. ROWE PRICE INTERNATIONAL, INC.

Exposure by Country	Market Value	%
AUSTRALIA	\$8,451,384.38	1.75
DENMARK	9.35	0.00
EURO	223,384,466.57	46.30
HONG KONG	6,868,152.68	1.42
JAPAN	63,026,780.09	13.06
NEW ZEALAND	207.51	0.00
NORWAY	67.28	0.00
PHILIPPINE PESO	458.76	0.00
UNITED KINGDOM	124,882,829.82	25.88
SINGAPORE	1,538,337.01	0.32
SWEDEN	19,520,909.26	4.05
SWITZERLAND	28,050,907.09	5.81
THAILAND	0.03	0.00
UNITED STATES	6,753,674.44	1.40
Grand Total	\$482,478,184.27	100.00 %

INVESCO GLOBAL ASSET MGMT., INC.

Exposure by Country	Market Value	%
AUSTRALIA	\$14,288,440.96	2.59
DENMARK	6,439,178.10	1.17
EURO	130,902,148.10	23.70
JAPAN	116,970,182.94	21.18
NORWAY	7,142,823.83	1.29
UNITED KINGDOM	113,689,391.78	20.58
SWITZERLAND	59,815,859.60	10.83
UNITED STATES	103,092,197.94	18.66
Grand Total	\$552,340,223.25	100.00 %

UBS GLOBAL ASSET MGMT., INC. (BRINSON)

Exposure by Country	Market Value	%
AUSTRALIA	\$11,358,352.96	1.98
CANADA	11,726,189.81	2.04
DENMARK	4,667,921.09	0.81
EURO	190,158,907.30	33.14
HONG KONG	6,647,019.61	1.16
JAPAN	106,449,178.60	18.55
NEW ZEALAND	1,827.87	0.00
NORWAY	7,064,909.15	1.23
UNITED KINGDOM	164,208,438.42	28.62
SINGAPORE	7,609,638.66	1.33
SWEDEN	18,441,673.55	3.21
SWITZERLAND	42,163,159.37	7.35
UNITED STATES	3,223,084.36	0.56
Grand Total	\$573,720,300.75	100.00 %

MARATHON ASSET MGMT., LTD.

Exposure by Country	Market Value	%
AUSTRALIA	\$20,070,283.40	3.57
CANADA	5,599,694.71	1.00
DENMARK	6,642,025.01	1.18
EURO	147,118,660.01	26.16
HONG KONG	32,816,220.41	5.83
JAPAN	131,528,617.30	23.38
NEW ZEALAND	2,146,753.63	0.38
NORWAY	5,004,867.38	0.89
UNITED KINGDOM	122,256,825.03	21.74
SINGAPORE	18,303,549.01	3.25
SWEDEN	19,933,763.79	3.54
SWITZERLAND	12,578,347.52	2.24
UNITED STATES	38,473,043.43	6.84
Grand Total	\$562,472,650.63	100.00 %

Summarized Asset Listing - International Stock Managers

June 30, 2002

STATE STREET GLOBAL ADVISORS

(Passive)

Exposure by Country	Market Value	%
AUSTRALIA	\$77,329,609.45	4.21
CANADA	952.37	0.00
DENMARK	14,020,772.09	0.76
EURO	617,210,113.00	33.56
HONG KONG	29,369,259.08	1.60
ISRAEL	1.36	0.00
JAPAN	400,536,210.53	21.78
MALAYSIA	10,035.15	0.00
NEW ZEALAND	2,817,267.77	0.15
NORWAY	9,594,128.44	0.52
UNITED KINGDOM	488,092,126.53	26.54
SINGAPORE	15,025,479.99	0.82
SWEDEN	34,209,864.85	1.86
SWITZERLAND	150,465,811.47	8.18
THAILAND	1.83	0.00
UNITED STATES	271,683.12	0.01
Grand Total	\$1,838,953,317.03	100.00 %

ALLIANCE CAPITAL MANAGEMENT INT'L, L.P.

(Emerging Markets)

Exposure by Country	Market Value	%
BRAZIL	\$1,908,986.87	1.66
CZECH REPUBLIC	1,065,465.50	0.93
EGPYT	549,584.50	0.48
HONG KONG	4,384,375.35	3.81
HUNGARY	1,451,707.77	1.26
INDONESIA	1,921,067.58	1.67
ISRAEL	335,101.23	0.29
MALAYSIA	3,167,660.91	2.75
MEXICO	3,692,937.41	3.21
TAIWAN	11,203,907.60	9.74
PHILLIPINES	434,371.17	0.38
UNITED KINGDOM	673,836.54	0.59
SOUTH AFRICA	12,842,849.88	11.16
SOUTH KOREA	24,189,942.93	21.03
THAILAND	1,524,808.09	1.33
TURKEY	1,951,600.31	1.70
US DOLLAR	43,738,902.45	38.02
Grand Total	\$115,037,106.09	100.00 %

CAPITAL INTERNATIONAL, INC.

(Emerging Markets)

Exposure by Country	Market Value	%
BRAZIL	\$2,926,402.00	2.78
CZECH REPUBLIC	62,382.07	0.06
HONG KONG	3,457,033.22	3.28
HUNGARY	1,654,753.24	1.57
INDONESIA	2,318,915.77	2.20
JORDAN	0.11	0.00
MALAYSIA	3,229,351.36	3.07
MEXICO	5,269,385.21	5.01
TAIWAN	7,891,690.37	7.50
PERU	320,054.03	0.30
PHILLIPINES	833,912.48	0.79
POLAND	240,898.60	0.23
UNITED KINGDOM	454,804.52	0.43
SOUTH AFRICA	3,671,827.69	3.49
SOUTH KOREA	12,731,177.22	12.10
THAILAND	1,981,514.80	1.88
TURKEY	2,662,557.05	2.53
UNITED STATES	55,552,252.73	52.78
Grand Total	\$105,258,912.47	100.00 %

MINNESOTA STATE BOARD OF INVESTMENT

(Transition Account II)

Emerging Markets	Market Value	%
Exposure by Country		
BRAZIL	\$5,979,789.88	5.20
CZECH REPUBLIC	-2,741,875.11	(2.38)
EGPYT	2.46	0.00
HONG KONG	2,892,892.10	2.51
HUNGARY	1,092,543.81	0.95
INDIA	1,526,335.20	1.33
INDONESIA	1,930,678.54	1.68
ISRAEL	-167.91	(0.00)
JORDAN	9.33	0.00
MALAYSIA	3,368,388.09	2.93
MEXICO	2,542,008.32	2.21
TAIWAN	16,646,651.73	14.47
PAKISTAN	373,694.13	0.32
SOUTH AFRICA	10,624,758.66	9.23
SOUTH KOREA	22,319,126.34	19.40
THAILAND	765,259.95	0.67
TURKEY	1,152,694.40	1.00
US DOLLAR	46,601,895.45	40.50
Grand Total	\$115,074,685.37	100.00 %

MORGAN STANLEY INVESTMENT MGMT.

(Emerging Markets)

Exposure by Country	Market Value	%
BRAZIL	\$2,428,719.70	199.50
EGPYT	0.31	0.00
EURO	1,878.55	0.15
HONG KONG	6,293,891.88	5.81
HUNGARY	793,689.53	0.73
INDONESIA	3,082,307.36	2.84
ISRAEL	10.69	0.00
MALAYSIA	4,910,512.59	4.53
MEXICO	4,893,352.90	4.51
TAIWAN	13,392,372.01	12.36
POLAND	831,729.36	0.77
UNITED KINGDOM	2,653,782.63	2.45
SINGAPORE	391,319.16	0.36
SOUTH AFRICA	8,718,327.33	8.04
SOUTH KOREA	26,141,850.12	24.12
THAILAND	1,217,410.56	1.12
TURKEY	1,970,171.63	1.82
US DOLLAR	33,100,035.25	30.54
Grand Total	\$108,390,763.00	100.00 %

SCHRODER INVESTMENT MANAGEMENT

(Emerging Markets)

Exposure by Country	Market Value	%
BRAZIL	\$2,570,688.15	2.32
CZECH REPUBLIC	407,745.45	0.37
HONG KONG	5,038,561.28	4.55
INDONESIA	1,464,669.90	1.32
MALAYSIA	6,071,527.80	5.48
MEXICO	4,714,726.14	4.25
TAIWAN	12,120,229.14	10.93
POLAND	479,184.82	0.43
SOUTH AFRICA	13,173,660.11	11.89
SOUTH KOREA	28,945,670.95	26.11
THAILAND	1,825,632.82	1.65
TURKEY	2,406,510.79	2.17
UNITED STATES	31,621,199.39	28.53
Grand Total	\$110,840,006.74	100.00 %

AGGREGATE INTERNATIONAL STOCK POOL*

Exposure by Country	Market Value	%
AUSTRALIA	\$153,029,624.51	2.85
BRAZIL	15,814,586.60	0.29
CANADA	20,788,827.17	0.39
CZECH REPUBLIC	-1,206,282.09	(0.02)
DENMARK	33,890,086.18	0.63
EGYPT	549,587.27	0.01
EURO	1,566,483,258.04	29.15
HONG KONG	106,752,517.52	1.99
HUNGARY	4,992,694.36	0.09
INDIA	1,526,335.20	0.03
INDONESIA	10,717,639.15	0.20
ISRAEL	334,945.37	0.01
JAPAN	980,480,843.50	18.24
JORDAN	9.44	0.00
MALAYSIA	20,757,475.90	0.39
MEXICO	21,112,409.98	0.39
TAIWAN	61,254,850.85	1.14
NEW ZEALAND	4,966,056.78	0.09
NORWAY	28,806,796.08	0.54
PAKISTAN	373,694.13	0.01
PERU	320,054.03	0.01
PHILLIPINES	1,268,742.41	0.02
POLAND	1,551,812.78	0.03
UNITED KINGDOM	1,192,391,419.84	22.19
SINGAPORE	56,093,181.85	1.04
SOUTH AFRICA	49,031,423.67	0.91
SOUTH KOREA	114,327,767.56	2.13
SWEDEN	106,814,779.38	1.99
SWITZERLAND	360,023,517.18	6.70
THAILAND	7,314,628.08	0.14
TURKEY	10,143,534.18	0.19
UNITED STATES	248,677,459.84	4.63
US DOLLAR	195,237,050.70	3.63
GRAND TOTAL	\$5,374,621,327.44	100.00 %

* Aggregate of all managers in the International Equity Account in the Financial Statements. Includes Active, Passive, and Emerging Markets.

ALTERNATIVE ASSETS

Asset listing for the Alternative Asset Pools can be found on pages 94-98 of this report.

Summarized Asset Listing - Bond Managers

June 30, 2002

AMERICAN EXPRESS ASSET MANAGEMENT

Fixed Income	Market Value	%
U.S. AGENCY	\$31,760,277.50	3.34
U.S. CORPORATE	182,436,392.19	19.20
U.S. MTG. REL.	362,337,094.05	38.13
U.S. MUNICIPALS	0.00	0.00
U.S. PREFERRED STOCK	0.00	0.00
U.S. TREASURY	178,279,056.60	18.76
PRIVATE PLACEMENTS	0.00	0.00
YANKEE	250,000.00	0.03
FOREIGN RELATED	0.00	0.00
MISCELLANEOUS	1,395.00	0.00
Total Fixed Income	755,064,215.34	79.45
Cash Equivalent		
U.S.	195,305,910.30	20.55
Non U.S.	0.00	0.00
Grand Total	\$950,370,125.64	100.00 %

METROPOLITAN WEST ASSET MANAGEMENT

Fixed Income	Market Value	%
U.S. AGENCY	\$0.00	0.00
U.S. CORPORATE	145,087,997.60	49.91
U.S. MTG. REL.	97,099,858.60	33.40
U.S. MUNICIPALS	0.00	0.00
U.S. PREFERRED STOCK	0.00	0.00
U.S. TREASURY	30,471,646.04	0.00
PRIVATE PLACEMENTS	6,240,000.00	2.15
YANKEE	0.00	0.00
FOREIGN RELATED	0.00	0.00
MISCELLANEOUS	0.00	0.00
Total Fixed Income	278,899,502.24	95.94
Cash Equivalent		
U.S.	11,808,083.68	4.06
Non U.S.	0.00	0.00
Grand Total	\$290,707,585.92	100.00 %

DEUTSCHE ASSET MANAGEMENT

Fixed Income	Market Value	%
U.S. AGENCY	\$3,845,175.29	0.59
U.S. CORPORATE	197,437,740.58	30.50
U.S. MTG. REL.	298,541,571.68	46.12
U.S. MUNICIPALS	36,222,166.99	5.60
U.S. PREFERRED STOCK	0.00	0.00
U.S. TREASURY	88,676,628.72	13.70
PRIVATE PLACEMENTS	0.00	0.00
YANKEE	3,594,630.00	0.56
FOREIGN RELATED	0.00	0.00
MISCELLANEOUS	0.00	0.00
Total Fixed Income	628,317,913.26	97.06
Cash Equivalent		
U.S.	19,028,963.69	2.94
Non. U.S.	0.00	0.00
Grand Total	\$647,346,876.95	100.00 %

MORGAN STANLEY INVESTMENT MGMT.

Fixed Income	Market Value	%
U.S. AGENCY	\$5,361,065.00	0.45
U.S. CORPORATE	205,742,731.65	17.46
U.S. MTG. REL.	634,876,181.73	53.88
U.S. MUNICIPALS	0.00	0.00
U.S. PREFERRED STOCK	11,163,950.00	0.95
U.S. TREASURY	49,809,102.50	4.23
PRIVATE PLACEMENTS	0.00	0.00
YANKEE	3,458,665.00	0.29
FOREIGN RELATED	0.00	0.00
MISCELLANEOUS	19,627,068.86	1.67
Total Fixed Income	930,038,764.74	78.92
Cash Equivalent		
U.S.	248,365,553.04	21.08
Non U.S.	0.00	0.00
Grand Total	\$1,178,404,317.78	100.00 %

DODGE & COX

Fixed Income	Market Value	%
U.S. AGENCY	\$8,472,225.46	1.12
U.S. CORPORATE	277,721,217.48	36.60
U.S. MTG. REL.	359,120,815.86	47.32
U.S. MUNICIPALS	0.00	0.00
U.S. PREFERRED STOCK	0.00	0.00
U.S. TREASURY	93,165,618.34	12.28
PRIVATE PLACEMENTS	0.00	0.00
YANKEE	0.00	0.00
FOREIGN RELATED	0.00	0.00
MISCELLANEOUS	0.00	0.00
Total Fixed Income	738,479,877.14	97.32
Cash Equivalent		
U.S.	20,364,170.22	2.68
Non U.S.	0.00	0.00
Grand Total	\$758,844,047.36	100.00 %

WESTERN ASSET MANAGEMENT

Fixed Income	Market Value	%
U.S. AGENCY	\$80,309,420.55	4.71
U.S. CORPORATE	438,741,663.27	25.73
U.S. MTG. REL.	842,614,226.55	49.42
U.S. MUNICIPALS	0.00	0.00
U.S. PREFERRED STOCK	32,480,116.40	1.91
U.S. TREASURY	118,552,395.30	6.95
PRIVATE PLACEMENTS	1,079,000.00	0.06
YANKEE	70,917,040.69	4.16
FOREIGN RELATED	4,016,850.00	0.24
MISCELLANEOUS	15,675,081.16	0.92
Total Fixed Income	1,604,385,793.92	94.10
Cash Equivalent		
U.S.	100,508,365.35	5.90
Non U.S.	-1,501.19	(0.00)
Grand Total	\$1,704,892,658.08	100.00 %

Summarized Asset Listing - Bond Managers

June 30, 2002

BLACKROCK INC.

(Semi-Passive)

Fixed Income	Market Value	%
U.S. AGENCY	\$48,103,084.05	3.10
U.S. CORPORATE	352,113,278.93	22.68
U.S. MTG. REL.	667,926,568.25	43.02
U.S. MUNICIPALS	0.00	0.00
U.S. PREFERRED STOCK	0.00	0.00
U.S. TREASURY	293,876,736.41	18.93
PRIVATE PLACEMENTS	14,080,670.00	0.91
YANKEE	11,064,218.75	0.71
FOREIGN RELATED	0.00	0.00
MISCELLANEOUS	(225,015.62)	(0.01)
Total Fixed Income	1,386,939,540.77	89.33
Cash Equivalent		
U.S.	165,637,950.23	10.67
Non U.S.	0.00	0.00
Grand Total	\$1,552,577,491.00	100.00 %

LINCOLN CAPITAL MANAGEMENT CO.

(Semi-Passive)

Fixed Income	Market Value	%
U.S. AGENCY	\$126,331,679.30	6.85
U.S. CORPORATE	378,135,427.19	20.49
U.S. MTG. REL.	956,924,449.23	51.85
U.S. MUNICIPALS	1,800,823.62	0.10
U.S. PREFERRED STOCK	0.00	0.00
U.S. TREASURY	277,403,665.10	15.03
PRIVATE PLACEMENTS	0.00	0.00
YANKEE	42,181,760.02	2.29
FOREIGN RELATED	0.00	0.00
MISCELLANEOUS	0.00	0.00
Total Fixed Income	1,782,777,804.46	96.60
Cash Equivalent		
U.S.	62,657,626.44	3.40
Non U.S.	0.00	0.00
Grand Total	\$1,845,435,430.90	100.00 %

GOLDMAN SACHS ASSET MANAGEMENT

(Semi-Passive)

Fixed Income	Market Value	%
U.S. AGENCY	\$30,403,120.50	2.01
U.S. CORPORATE	501,369,919.59	33.07
U.S. MTG. REL.	646,859,893.94	42.66
U.S. MUNICIPALS	0.00	0.00
U.S. PREFERRED STOCK	0.00	0.00
U.S. TREASURY	240,678,048.53	15.87
PRIVATE PLACEMENTS	0.00	0.00
YANKEE	11,202,690.00	0.74
FOREIGN RELATED	0.00	0.00
MISCELLANEOUS	0.00	0.00
Total Fixed Income	1,430,513,672.56	94.35
Cash Equivalent		
U.S.	85,709,135.66	5.65
Non. U.S.	0.00	0.00
Grand Total	\$1,516,222,808.22	100.00 %

AGGREGATE BOND POOL*

Fixed Income	Market Value	%
U.S. AGENCY	\$334,586,047.65	3.20
U.S. CORPORATE	2,678,786,368.48	25.65
U.S. MTG. REL.	4,866,300,659.89	46.59
U.S. MUNICIPALS	38,022,990.61	0.36
U.S. PREFERRED STOCK	43,644,066.40	0.42
U.S. TREASURY	1,370,912,897.54	13.13
PRIVATE PLACEMENTS	21,399,670.00	0.20
YANKEE	142,669,004.46	1.37
FOREIGN RELATED	4,016,850.00	0.04
MISCELLANEOUS	35,078,529.40	0.34
Total Fixed Income	9,535,417,084.43	91.29
Cash Equivalent		
U.S.	909,385,758.61	8.71
Non. U.S.	-1,501.19	(0.00)
Grand Total	\$10,444,801,341.85	100.00 %

* Aggregate of all managers in the Bond Account in the Financial Statements. Includes both Active and Semi-Passive managers.

Summarized Asset Listing - Supplemental Investment Fund

June 30, 2002

BOND MARKET ACCOUNT

	Market Value	%
BONDS	\$127,362,836.80	100.00
CASH EQUIVALENTS	0.00	0.00
Grand Total	\$127,362,836.80	100.00 %

INCOME SHARE ACCOUNT

	Market Value	%
EQUITIES	\$313,906,016.25	59.71
BONDS	193,973,159.83	36.90
CASH EQUIVALENTS	17,815,982.97	3.39
Grand Total	\$525,695,159.05	100.00 %

COMMON STOCK INDEX ACCOUNT

	Market Value	%
EQUITIES	\$279,206,882.54	100.00
CASH EQUIVALENTS	0.00	0.00
Grand Total	\$279,206,882.54	100.00 %

INTERNATIONAL EQUITY ACCOUNT

	Market Value	%
EQUITIES	\$44,366,780.99	100.00
CASH EQUIVALENTS	0.00	0.00
Grand Total	\$44,366,780.99	100.00 %

FIXED INTEREST ACCOUNT

	Market Value	%
GIC POOL	\$99,303,151.82	98.95
CASH EQUIVALENTS	1,052,096.97	1.05
Grand Total	\$100,355,248.79	100.00 %

MONEY MARKET ACCOUNT

	Market Value	%
CASH EQUIVALENTS	\$25,531,027.64	100.00
Grand Total	\$25,531,027.64	100.00 %

GROWTH SHARE ACCOUNT

	Market Value	%
EQUITIES	\$210,004,074.77	100.00
CASH EQUIVALENTS	0.00	0.00
Grand Total	\$210,004,074.77	100.00 %

SUPPLEMENTAL INVESTMENT FUND

	Market Value	%
INCOME SHARE	\$525,695,159.05	38.13
GROWTH SHARE	210,004,074.77	15.23
COMMON STOCK INDEX	279,206,882.54	20.25
INTERNATIONAL SHARE	44,366,780.99	3.22
BOND MARKET	127,362,836.80	9.24
MONEY MARKET	25,531,027.64	1.85
FIXED INTEREST	100,355,248.79	7.28
DEFERRED COMP. MONEY FUND	66,157,708.46	4.80
Grand Total	\$1,378,679,719.04	100.00 %

DEFERRED COMPENSATION MONEY FUND

	Market Value	%
CASH EQUIVALENTS	\$66,157,708.46	100%
Grand Total	\$66,157,708.46	100% %

\$91,688,736.10

Summarized Asset Listing - Other Funds

June 30, 2002

ASSIGNED RISK PLAN

Equities	Market Value	%
COMMINGLED FUND	\$0.00	0.00
CONSUMER DISCRETIONARY	3,996,787.62	11.31
CONSUMER STAPLES	2,222,718.54	6.29
ENERGY	3,250,661.09	9.20
FINANCIALS	7,670,919.46	21.71
HEALTH CARE	5,752,850.61	16.28
INDUSTRIALS	5,773,007.64	16.34
INFORMATION TECHNOLOGY	3,664,864.06	10.37
MATERIALS	897,215.19	2.54
RIGHTS/WARRANTS	0.00	0.00
TELECOMMUNICATIONS SERVICES	1,156,137.03	3.27
UNCLASSIFIED	0.00	0.00
UTILITIES	950,984.63	2.69
ALL NON U.S.	0.00	0.00
BONDS	0.00	0.00
Total Equities	\$35,336,145.87	100.00 %
Fixed Income		
U.S. AGENCY	\$53,509,154.85	24.65
U.S. CORPORATE	1,049,680.00	0.48
U.S. MTG. REL.	57,797,059.92	26.63
U.S. TREASURY	53,137,917.30	24.48
MISCELLANEOUS	0.00	0.00
Fixed Income Total	165,493,812.07	76.24
Cash Equivalents	16,226,832.86	7.48
Grand Total	\$217,056,790.80	100.00 %

INTERNAL FIXED ACCOUNT

Fixed Income	Market Value	%
U.S. AGENCY	\$89,246,560.00	10.20
U.S. CORPORATE	269,928,551.10	30.84
U.S. MTG. REL.	361,167,625.21	41.26
U.S. TREASURY	55,583,330.00	6.35
MISCELLANEOUS	0.00	0.00
Fixed Income Total	775,926,066.31	88.64
Cash Equivalents	99,420,428.66	11.36
Grand Total	\$875,346,494.97	100.00 %

INTERNAL EQUITY ACCOUNT

Equities	Market Value	%
COMMINGLED FUND	\$0.00	0.00
CONSUMER DISCRETIONARY	122,184,471.20	12.96
CONSUMER STAPLES	88,923,789.93	9.43
ENERGY	68,033,743.97	7.21
FINANCIALS	177,565,311.38	18.83
HEALTH CARE	123,119,674.99	13.05
INDUSTRIALS	98,841,507.94	10.48
INFORMATION TECHNOLOGY	124,838,914.53	13.24
MATERIALS	28,891,600.54	3.06
RIGHTS/WARRANTS	0.00	0.00
TELECOMMUNICATIONS SERVICES	36,425,207.26	3.86
UNCLASSIFIED	0.00	0.00
UTILITIES	27,657,876.24	2.93
ALL NON U.S.	0.00	0.00
BONDS	0.00	0.00
Total Equities	896,482,097.98	95.05
Cash Equivalents	46,640,778.29	4.95
Grand Total	\$943,122,876.27	100.00 %

CLOSED LANDFILL INVESTMENT FUND

	Market Value	%
EQUITIES	\$11,552,455.01	100.00
BONDS	0.00	0.00
CASH EQUIVALENTS	0.00	0.00
Grand Total	\$11,552,455.01	100.00 %

EMERGENCY MEDICAL SERVICES

	Market Value	%
EQUITIES	\$4,360,539.36	54.41
BONDS	3,653,262.17	45.59
CASH EQUIVALENTS	0.00	0.00
Grand Total	\$8,013,801.53	100.00 %

ENVIRONMENTAL TRUST FUND

	Market Value	%
EQUITIES	\$184,531,449.22	67.61
BONDS	87,127,019.58	31.92
CASH EQUIVALENTS	1,287,088.50	0.47
Grand Total	\$272,945,557.30	100.00 %

ETHEL CURREY FUND

	Market Value	%
EQUITIES	\$294,997.85	54.48
BONDS	246,434.64	45.52
CASH EQUIVALENTS	0.00	0.00
Grand Total	\$541,432.49	100.00 %

IRON RANGE RESOURCES

	Market Value	%
EQUITIES	\$19,877,654.80	47.89
BONDS	21,629,904.11	52.11
Grand Total	\$41,507,558.91	100.00 %

LIFETIME FISH & WILDLIFE TRUST

	Market Value	%
EQUITIES	\$658,876.03	65.80
BONDS	342,518.13	34.20
CASH EQUIVALENTS	0.00	0.00
Grand Total	\$1,001,394.16	100.00 %

PERMANENT SCHOOL FUND

	Market Value	%
EQUITIES	\$244,599,661.46	48.76
BONDS	249,945,936.89	49.83
CASH EQUIVALENTS	7,096,643.53	1.41
Grand Total	\$501,642,241.88	100.00 %

WINONA STATE UNIVERSITY

	Market Value	%
EQUITIES	\$1,709,721.81	46.46
BONDS	1,961,568.37	53.30
CASH EQUIVALENTS	8,754.77	0.24
Grand Total	\$3,680,044.95	100.00 %

Notes applicable to all Summarized Asset Listings:

The data source for the Summarized Asset Listings was State Street Bank & Trust, the SBI's custodian.

Market value figures in the Summarized Asset Listings may not reconcile to the amounts shown for various Accounts in the Financial Statements due to minor pricing differences between Financial Control Systems and State Street Bank as well as trade adjustments that were reflected in the Financial Statements.

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