

**WESTERN STATES OFFICE & PROFESSIONAL  
EMPLOYEES PENSION FUND**

**FINANCIAL STATEMENTS**

**December 31, 2010 and 2009**

**WESTERN STATES OFFICE & PROFESSIONAL  
EMPLOYEES PENSION FUND  
FINANCIAL STATEMENTS  
December 31, 2010 and 2009**

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## **INDEPENDENT AUDITOR'S REPORT**

Board of Trustees  
Western States Office & Professional  
Employees Pension Fund

We have audited the accompanying statements of net assets available for benefits of the Western States Office & Professional Employees Pension Fund as of December 31, 2010 and 2009, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform 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 audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, information regarding the Fund's net assets available for benefits as of December 31, 2010, and changes therein for the year then ended and its financial status as of December 31, 2009, and changes therein for the year then ended in conformity with accounting principles generally accepted in the United States of America.

San Francisco, California

**WESTERN STATES OFFICE & PROFESSIONAL EMPLOYEES PENSION FUND**  
**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**  
**December 31, 2010 and 2009**

<b>ASSETS</b>		<u>2010</u>	<u>2009</u>
<b>Investments (Notes 2C and 5)</b>		\$ <u>359,652,031</u>	\$ <u>346,216,221</u>
<b>Receivables:</b>			
Employer contributions (Notes 2B and 3)		<u>793,213</u>	<u>658,076</u>
<b>Cash:</b>			
Transit savings		3,174,787	400,000
Commercial accounts		136,316	188,139
Benefit account		<u>1,376</u>	<u>400,760</u>
		<u>3,312,479</u>	<u>988,899</u>
<b>Other:</b>			
Prepaid expenses		3,063,214	3,133,717
Prepaid insurance		<u>815</u>	<u>-</u>
		<u>3,064,029</u>	<u>3,133,717</u>
Total assets		<u>366,821,752</u>	<u>350,996,913</u>
<b>LIABILITIES</b>			
<b>Liabilities:</b>			
Accounts payable		<u>246,654</u>	<u>267,302</u>
Total liabilities		<u>246,654</u>	<u>267,302</u>
<b>Net Assets Available for Benefits</b>		<u>\$ 366,575,098</u>	<u>\$ 350,729,611</u>

The accompanying notes are an integral part of the financial statements.

**WESTERN STATES OFFICE & PROFESSIONAL EMPLOYEES PENSION FUND**  
**STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**  
**For the Years Ended December 31, 2010 and 2009**

	<u>2010</u>	<u>2009</u>
<b>Additions:</b>		
Employer contributions (Notes 2B and 3A)	\$ 7,676,687	\$ 7,842,903
Surcharge contribution (Note 3B)	812,322	161,882
Pension rollovers	-	269,487
Liquidated damages	<u>37,695</u>	<u>6,988</u>
	<u>8,526,704</u>	<u>8,281,260</u>
Investment income:		
Realized and unrealized gain/(loss) on investments, net (Note 5)	43,721,580	49,063,159
Interest and dividends	<u>3,305,177</u>	<u>3,636,873</u>
	47,026,757	52,700,032
Less investment expenses	<u>(1,434,879)</u>	<u>(1,236,369)</u>
	<u>45,591,878</u>	<u>51,463,663</u>
Other income	<u>89,666</u>	<u>13,559</u>
Total additions	<u>54,208,248</u>	<u>59,758,482</u>
<b>Deductions:</b>		
Pension benefits (Note 1B)	<u>37,136,630</u>	<u>34,155,460</u>
Administrative fees	<u>378,476</u>	<u>433,326</u>

(Continued)

The accompanying notes are an integral part of the financial statements.

**WESTERN STATES OFFICE & PROFESSIONAL EMPLOYEES PENSION FUND**  
**STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS -**  
**(Continued)**  
**For the Years Ended December 31, 2010 and 2009**

	<u>2010</u>	<u>2009</u>
Professional services:		
Legal	153,841	219,383
Consultant	113,280	115,920
Actuary	57,340	132,760
Investment consulting	175,444	158,817
Auditing:		
Financial	33,033	35,050
Payroll	<u>37,015</u>	<u>36,222</u>
	<u>569,953</u>	<u>698,152</u>
General expenses:		
Insurance	152,367	151,304
Printing and postage	32,189	48,744
Educational seminars and meetings	78,839	91,651
U.S. Treasury fee	-	9,000
Miscellaneous	<u>14,307</u>	<u>14,447</u>
	<u>277,702</u>	<u>315,146</u>
 Total operating expenses	 <u>1,226,131</u>	 <u>1,446,624</u>
 Total deductions	 <u>38,362,761</u>	 <u>35,602,084</u>
 Increase in net assets available for benefits	 15,845,487	 24,156,398
 <b>Net Assets Available for Benefits:</b>		
Beginning of year	<u>350,729,611</u>	<u>326,573,213</u>
End of year	\$ <u>366,575,098</u>	\$ <u>350,729,611</u>

The accompanying notes are an integral part of the financial statements.

**WESTERN STATES OFFICE & PROFESSIONAL EMPLOYEES  
PENSION FUND  
NOTES TO THE FINANCIAL STATEMENTS**

**NOTE 1 - DESCRIPTION OF THE PLAN**

The following brief description is provided for general information purposes only. Participants should refer to the Summary Plan Description for more complete information.

**A. General:**

The Western States Office and Professional Employees Pension Trust is a defined benefit plan which was established on May 3, 1960 for the purpose of providing pension, disability and death benefits to eligible participants covered by collective bargaining agreements between the local unions and various employers in the union's jurisdiction. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) and is exempt from federal and California taxes on income under the current provisions of the Internal Revenue Code and the California Revenue and Taxation Code, respectively.

**B. Plan Benefits:**

In general, participants who are age 62 and have five years of credited service are entitled to a normal pension benefit. Effective January 1, 2010, the normal retirement age was changed from 62 to 65. A disability pension benefit, a death benefit, a reduced early pension benefit and pension enhancement benefits are available for qualified participants.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**A. Basis of Accounting:**

The Fund's financial statements are prepared on the accrual basis of accounting.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**B. Employer Contributions:**

Employer contributions reported in the financial statements include amounts relating to hours worked by participants through December 31, plus material delinquent contributions.

The Fund has an employer payroll audit system in place in which the employers are randomly audited to verify that they are contributing in accordance with their signed agreement. Delinquencies may arise due to these payroll audits, but due to the uncertainty of collections, no estimates of the contributions will be accrued.

**WESTERN STATES OFFICE & PROFESSIONAL  
EMPLOYEES PENSION FUND  
NOTES TO THE FINANCIAL STATEMENTS - (Continued)**

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - (Continued)**

**C. Valuation of Investments**

The Blackrock Global Investors Alpha Tilts Fund investment is valued based upon closing prices on the valuation date provided by independent pricing services.

The AXA Rosenberg 2<sup>nd</sup> Tier Trust Fund investment is valued based upon the last reported sale price on the valuation date for investments which market quotations are readily available, or at the mean between the last reported bid and asked prices, or at fair value as determined in good faith by the Trustee.

The Loomis Core Plus Full Discretion TR C investment is valued based upon the last sales price or official closing price on each business day.

The Mellon Bank Global Alpha I Fund investment is valued based upon market valuations obtained from a recognized automated pricing service or broker, subject to review and approval by the Trustee.

The Collective Short Term Investment Trust investment is valued at amortized cost, which in the normal course approximates fair value.

The Alliance Bernstein Taft Hartley International Growth investment is valued based upon the closing price on the valuation date for securities listed and traded on any generally recognized securities exchange.

The Alliance Bernstein Taft Hartley International Value investment is valued based upon the closing price on the valuation date for securities listed and traded on any generally recognized securities exchange.

The WAMCO US Commodity Plus, LLC investment is valued at the net asset value per share on the valuation date as determined by the Master Fund.

The WAMCO US Core Plus, LLC investment uses the following methods and inputs to establish the fair value of its assets and liabilities. Exchange traded options are valued at official closing price of the exchange or market as of the close of business on the day the securities are valued or at the last available bid price. Options traded over the counter are valued using dealer supplied valuations. Futures contracts are valued at the last settlement price at the end of each day.

**WESTERN STATES OFFICE & PROFESSIONAL  
EMPLOYEES PENSION FUND  
NOTES TO THE FINANCIAL STATEMENTS - (Continued)**

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - (Continued)**

**C. Valuation of Investments – (Continued)**

The Onshore Gresham A+ Fund, LLC values investments in future contracts at their last sales price as of the last business day of the period. The fair value of United States Treasury Securities is generally based on quoted prices in active markets or a valuation model that uses inputs that include interest rate yield curves similar to the bond in terms of issuer, maturity, and seniority.

The Intech Enhanced Plus Fund, LLC investment is valued based upon the last reported sale price on the valuation date for investments which market quotations are readily available, or at the mean between the last reported bid and asked prices, or at fair value as determined in good faith by the Trustee.

The Vanguard Bond Index investment is valued based upon the latest bid prices or using valuations based on a matrix system, both as furnished by independent pricing services.

The Vanguard Total International Stock Index investment is valued based upon the value at the close of trading on the New York Stock Exchange on the valuation date.

The American Core Realty Fund investment is valued based upon annual independent appraisals obtained on or about the asset's acquisition anniversary date.

The MIREF I, LLC is valued based on the estimate of the price that would be received when selling an asset in an orderly transaction between marketplace participants at the measurement date. Real estate investments without a public market are valued based upon fair value assumptions and valuation techniques.

The Invesco Real Estate II Fund investment is valued based upon subjective judgments, real estate investments are valued on at least an annual basis and are appraised by an external third party every three years.

Invesco Premia Plus Trust is a common collective trust valued at the respective reported net asset values of the underlying trusts.

The IFM Global Infrastructure Fund investment is valued based upon independent valuations prepared to estimate the fair market value of investments on a quarterly basis.

**WESTERN STATES OFFICE & PROFESSIONAL  
EMPLOYEES PENSION FUND  
NOTES TO THE FINANCIAL STATEMENTS - (Continued)**

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - (Continued)**

**C. Valuation of Investments – (Continued)**

The AEGON Monumental Life Insurance investment is valued based upon the Standard & Poor's 500 Total Return Index at the close of a business day as found on Bloomberg or other reliable source.

The Grosvenor Institutional Partners investment is valued based upon an amount generally equal to the net asset value of the Fund's investment in the portfolio funds as determined by the fund's general partner or investment manager.

**NOTE 3 – FUNDING POLICY**

**A. Contributions**

During the years ended December 31, 2010 and 2009, the Fund received contributions from employers in various contracted payment types and amounts. The principal type of contributions were received as follows:

	<u>Hourly</u>
January, 2009 - December, 2010	\$ 0.05 – 8.44

**B. Pension Protection Act of 2006**

Under the Pension Protection Act of 2006 (Act), the plan's actuary has certified that the Plan was in critical status which is considered red status at December 31, 2010. The Plan was less than 65% funded and has a projected funding deficiency within 5 years or inability to pay benefits within 7 years. On October 16, 2009 the Board of Trustees approved implementing the Plan's Rehabilitation Plan (RP) as required under the Act. As part of the RP, effective November 25, 2009, a 5% surcharge was applied to pension contributions on hours starting August 1, 2009 through December 31, 2009. A 10% surcharge will be applied to pension contributions on hours worked starting January 1, 2010 through November 30, 2012. Starting January 1, 2012, the 10% surcharge will be replaced by the supplemental contribution percentages on either the Supplemental Employer Contribution Schedule adopted by the bargaining parties or the Default Supplemental Employer Contribution Schedule. Also, as part of the RP, the Trustees made changes to the Plan's benefit structure to improve the Plan's funding status.

**WESTERN STATES OFFICE & PROFESSIONAL  
EMPLOYEES PENSION FUND  
NOTES TO THE FINANCIAL STATEMENTS - (Continued)**

**NOTE 3 – FUNDING POLICY – (CONTINUED)**

**B. Pension Protection Act of 2006 – (Continued)**

For the plan year beginning January 1, 2011, the plan's actuary has certified the Plan will be in critical status which is considered red status. The Plan will be less than 65% funded and will have a projected funding deficiency within 5 years or inability to pay benefits within 7 years. As part of the original RP, a 10% surcharge will be applied to pension contributions on hours worked starting January 1, 2010 through November 30, 2012. Starting January 1, 2012, the 10% surcharge will be replaced by the supplemental contribution percentages on either the Supplemental Employer Contribution Schedule adopted by the bargaining parties or the Default Supplemental Employer Contribution Schedule.

**NOTE 4 - PLAN TERMINATIONS**

The Board of Trustees has the right to discontinue or terminate the Fund in whole or in part. The rights of all affected participants to any benefit accrued to the date of the termination, partial termination or discontinuance will be governed by ERISA sections 404A and 4281 and the regulations there under.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (PBGC) if the Plan terminates.

**WESTERN STATES OFFICE & PROFESSIONAL  
EMPLOYEES PENSION FUND  
NOTES TO THE FINANCIAL STATEMENTS - (Continued)**

**NOTE 5 - INVESTMENTS**

**A. General**

The following information included in the Fund's financial statements as of December 31, 2010 and 2009, was prepared by Bank of New York, Blackrock Investment Management, AXA Rosenberg, Western Asset Management Company, Mellon Capital Management, Alliance Bernstein, AEGON Institutional Markets, American Realty Advisors, McMorgan and Company, Loomis Sayles, INTECH Investment Management, Vanguard, Industry Funds Management, Grosvenor Capital Management, Invesco, The Clifton Group, Gresham, and JP Morgan. Investments are invested in accordance with an investment policy and program directed by the Board of Trustees and their selected financial advisor. The investment managers are selected by the Board of Trustees. The Administrator has obtained certification from the companies that such information is complete and accurate at December 31, 2010 and 2009.

	2010 Fair Value	2009 Fair Value
Common collective funds	\$ 100,581,275	\$ 138,928,167
103-12 Investment entities	94,298,131	79,515,170
Mutual funds	41,049,606	41,623,740
Cash equivalents	3	3
Insurance contract	47,839,514	41,266,091
Other:		
Due from broker	302,539	1,875,200
Real estate funds	54,228,113	40,981,821
Limited Partnership	18,891,900	2,026,029
Cash overlay	<u>2,460,950</u>	<u>-</u>
	<u>\$ 359,652,031</u>	<u>\$ 346,216,221</u>

**WESTERN STATES OFFICE & PROFESSIONAL  
EMPLOYEES PENSION FUND  
NOTES TO THE FINANCIAL STATEMENTS - (Continued)**

**NOTE 5 - INVESTMENTS – (Continued)**

**A. General – (Continued)**

Included in investments at December 31, 2010 are the following which represent five percent or more of net assets available for benefits.

	<u>Fair Market Value</u>
Loomis Core Plus Full Discretion Trust	\$ 30,122,719
Intech Enhanced Plus Fund, LLC	18,900,637
American Core Realty Fund, LLC	23,243,634
Mellon Bank – EB Global Alpha 1 Fund	26,631,693
Vanguard All World EX-US	25,306,056
Grosvenor Institutional Partners, L.P.	18,891,900
Invesco Premia Plus	25,807,510

**Net Appreciation (Depreciation) in Fair Value:**

During the years ended December 31, 2010 and 2009, the Fund's investments (including investments bought, sold as well as held during the year) appreciated/(depreciated) in value as follows:

	<u>2010</u>	<u>2009</u>
Cash	\$ 11,939	\$ -
Mutual funds	2,711,353	7,183,003
Common collective funds	15,087,870	33,565,514
103-12 Investment entities	14,245,778	18,624,743
Insurance contract	6,573,423	8,879,259
Other:		
Real estate funds	4,157,554	(19,215,389)
Limited partnership	972,745	26,029
Cash overlay	(39,082)	-
	<u>\$ 43,721,580</u>	<u>\$ 49,063,159</u>

**WESTERN STATES OFFICE & PROFESSIONAL  
EMPLOYEES PENSION FUND  
NOTES TO THE FINANCIAL STATEMENTS - (Continued)**

**NOTE 5 – INVESTMENTS - (Continued)**

**B. Fair Value Measurements**

The Fund has adopted the Fair Value Measurement Topic of the Financial Accounting Standards Board Accounting Standards Codification No. 820 (ASC 820). In accordance with ASC 820, fair value is defined as the price that the Fund would receive upon selling an investment in a timely transaction to an independent buyer in the principal or most advantageous market of the investment. ASC 820 established a three-tier hierarchy to maximize the use of observable market data and minimize the use of unobservable inputs and to establish classification of fair value measurements for disclosure purposes. Inputs refer broadly to the assumptions that market participants would use in pricing the asset or liability, including assumptions about risk, for example, the risk inherent in a particular valuation technique used to measure fair value including such a pricing model and/or the risk inherent in the inputs to the valuation technique. Inputs may be observable or unobservable. Observable inputs are inputs that reflect the assumptions market participants would use in pricing the asset of liability developed based on market data obtained from sources independent of the reporting entity. Unobservable inputs are assets that reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The three-tier hierarchy of inputs is summarized in the three broad Levels listed below.

- Level 1 – quoted prices in active markets for identical investments
- Level 2 – other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.)
- Level 3 – significant unobservable inputs (including the Fund's own assumptions in determining the fair value of investments)

**WESTERN STATES OFFICE & PROFESSIONAL  
EMPLOYEES PENSION FUND  
NOTES TO THE FINANCIAL STATEMENTS - (Continued)**

**NOTE 5 – INVESTMENTS - (Continued)**

**B. Fair Value Measurements – (Continued)**

The following is a summary of the inputs used as of December 31, 2010 in valuing the Fund's investments carries at value:

	Level <u>1</u>	Level <u>2</u>	Level <u>3</u>	Total <u>2010</u>
Common collective funds:				
Blackrock Equity Index				
Non-Lendable Fund	\$ -	\$ 18,019,353	\$ -	\$ 18,019,353
Loomis Core Plus Full				
Discretion TR C	-	30,122,719	-	30,122,719
Mellon Bank Global Alpha I Fund	-	26,631,693	-	26,631,693
Invesco Premia Plus	-	25,807,510	-	25,807,510
103-12 Investment entities:				
Alliance Bernstein Taft Hartley				
International Growth	-	12,067,696	-	12,067,696
Alliance Bernstein Taft Hartley				
International Value	-	12,181,927	-	12,181,927
WAMCO US				
Commodity Plus, LLC	-	9,963,947	-	9,963,947
WAMCO US Core Plus, LLC	-	13,552,305	-	13,552,305
Intech Enhanced Plus Fund, LLC	-	18,900,637	-	18,900,637
Clifton Group Synthetic Russell 2000	-	17,857,074	-	17,857,074
The Onshore Gresham A+ Fund	-	9,774,545	-	9,774,545
Mutual funds:				
Vanguard Bond Index	15,743,550	-	-	15,743,550
Vanguard All - World Ex-US	25,306,056	-	-	25,306,056
Cash equivalents:				
Blackrock Short Term Income Fund	3	-	-	3
Due from broker	302,539	-	-	302,539
Other:				
Real estate funds:				
American Core Realty Fund	-	-	23,243,634	23,243,634
MIREF, I	-	-	4,576,844	4,576,844
Invesco Real Estate II Fund	-	-	4,652,034	4,652,034
IFM Global Infrastructure Fund	-	-	11,746,174	11,746,174
JP Morgan II F ERISA	-	-	10,009,427	10,009,427
Insurance contract:				
AEGON Monumental Life				
Insurance	-	47,839,514	-	47,839,514
Hedge fund:				
Grosvenor Institutional Partners	-	-	18,891,900	18,891,900
Cash overlay:				
Clifton Group Cash Overlay	-	2,460,950	-	2,460,950
	<u>\$ 41,352,148</u>	<u>\$ 245,179,870</u>	<u>\$ 73,120,013</u>	<u>\$ 359,652,031</u>

**WESTERN STATES OFFICE & PROFESSIONAL  
EMPLOYEES PENSION FUND  
NOTES TO THE FINANCIAL STATEMENTS - (Continued)**

**B. Fair Value Measurement: (Continued)**

Fair Value Measurement Using Significant Unobservable Inputs (Level 3)					
	American Core Realty Fund	MIREF,I	Invesco Real Estate II Fund	IFM Global Infrastructure Fund	Subtotal
Beginning Balance	\$ 18,536,699	\$ 16,089,581	\$ 1,050,603	\$ 5,304,938	\$ 40,981,821
Unrealized gains/(losses)	1,063,757	831,487	1,055,644	1,256,536	4,207,424
Purchases	4,598,538	255,409	2,587,523	5,186,746	12,628,216
(Sales)	(955,360)	(12,599,633)	(41,736)	(2,046)	(13,598,775)
Ending Balance	<u>23,243,634</u>	<u>4,576,844</u>	<u>4,652,034</u>	<u>11,746,174</u>	<u>44,218,686</u>

  

	Grosvenor Institutional Partners	JP Morgan IIF - ERISA	Grand Total
Beginning Balance	\$ 2,026,029	\$ -	\$ 43,007,850
Unrealized gains/(losses)	972,745	-	5,180,169
Purchases	16,000,000	10,100,708	38,728,924
(Sales)	(106,874)	(91,281)	(13,796,930)
Ending Balance	<u>\$ 18,891,900</u>	<u>\$ 10,009,427</u>	<u>\$ 73,120,013</u>

**NOTE 6 - ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS**

Accumulated plan benefits are those future periodic payments that are attributable, under the Fund's provisions, to the service participants have rendered. Accumulated plan benefits include benefits expected to be paid to: (a) retired or terminated participants or their beneficiaries, (b) beneficiaries of participants who have died, and (c) present participants or their beneficiaries.

The actuarial present value of accumulated benefits is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of reductions such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment. The significant actuarial assumptions used in the valuation performed by the actuary at December 31, 2009, the most recent valuation, were (a) life expectancy of participants (the 1983 Group Annuity Mortality Table was used,) (b) retirement age assumptions (age 65 and 5 years of service) and (c) investment return (assumed at 7.25% per annum).

**WESTERN STATES OFFICE & PROFESSIONAL  
EMPLOYEES PENSION FUND  
NOTES TO THE FINANCIAL STATEMENTS - (Continued)**

**NOTE 6 - ACTUARIAL PRESENT VALUE OF ACCUMULATED  
PLAN BENEFITS – (Continued)**

The actuarial present value of accumulated plan benefits, at December 31, 2009 and 2008 and the changes in accumulated plan benefits for the years then ended, as developed by the Fund's actuary, follows:

STATEMENTS OF ACCUMULATED PLAN BENEFITS  
(as of December 31, 2009 and 2008)

	<u>2009</u>	<u>2008</u>
Actuarial present value of accumulated plan benefits:		
Vested benefits in a payment status	\$ 362,752,255	\$ 315,576,971
Other participants' vested benefits	<u>166,145,498</u>	<u>222,728,491</u>
Total vested benefits	528,897,753	538,305,462
Nonvested benefits	<u>4,528,595</u>	<u>14,238,577</u>
Total year end actuarial present value	\$ <u>533,426,348</u>	\$ <u>552,544,039</u>

STATEMENTS OF CHANGE IN ACCUMULATED PLAN BENEFITS  
(for years ended December 31, 2009 and 2008)

	<u>2009</u>	<u>2008</u>
Actuarial present value of accumulated plan benefits at beginning of plan year	\$ <u>552,544,039</u>	\$ <u>543,452,727</u>
Increase/(decrease) during year due to:		
Plan amendments*	(32,045,400)	-
Decrease due to assumption change**	-	(913,685)
Benefits accumulated	8,261,862	4,715,863
Increase for interest	38,821,307	38,143,123
Benefits paid	<u>(34,155,460)</u>	<u>(32,853,989)</u>
Net increase/(decrease)	<u>(19,117,691)</u>	<u>9,091,312</u>
Actuarial present value of accumulated plan benefits at end of plan year	\$ <u>533,426,348</u>	\$ <u>552,544,039</u>

**WESTERN STATES OFFICE & PROFESSIONAL  
EMPLOYEES PENSION FUND  
NOTES TO THE FINANCIAL STATEMENTS - (Continued)**

**NOTE 6 - ACTUARIAL PRESENT VALUE OF ACCUMULATED  
PLAN BENEFITS – (Continued)**

- \* As part of the adopted Rehabilitation Plan, the following changes were made effective January 1, 2010:
- a) Reducing the benefit percentage on annual contributions from 1.80% to 0.75%
  - b) Changing the Normal Retirement Age from 62 to 65 for benefits earned on or after January 1, 2010
  - c) Eliminating early retirement subsidies, including the Rule of 80
  - d) Replacing the existing disability benefit and alternative disability benefit with a benefit equal to 50% of earned benefits payable until 55
  - e) Limiting optional forms of benefit to a straight life annuity, joint and 50% survivor, and actuarially equivalent forms
  - f) Replacing the 60-month pre-retirement death benefit guarantees for single participants with a lump sum death benefit equal to \$500 per service credit (up to a \$5,000 maximum). Additionally, the assumed retirement age for inactive vested participants was updated to assume age 62; the previous retirement assumption was age 59
- \*\* In 2008, based on the last five years of turnover experience, the turnover table was updated to Table T-7 Actuary's Pension Handbook (Crocker-Sarason-Straight) to better reflect the Plan's actual turnover experience.

**NOTE 7 – COMMITMENTS**

Effective May 2008, the Fund has committed a total of \$12,000,000 to the Invesco Real Estate Fund II, \$10,000,000 to the JP Morgan Infrastructure Investment Fund, and \$10,000,000 to the IFM Infrastructure Fund. As of December 31, 2010, \$7,200,397 of the \$12,000,000 commitment to Invesco has been invested, and the Fund met the \$10,000,000 commitment in full for both JP Morgan and IFM.

**NOTE 8 – CONCENTRATION OF CREDIT RISK**

The following footnote is a general description of the deposit insurance as outlined by The Federal Deposit Insurance Corporation (FDIC). The FDIC is an independent agency of the United States government that protects against the loss of insured deposits if an FDIC insured bank or savings association fails. Effective October 3, 2008, the FDIC deposit insurance temporarily increased from \$100,000 to \$250,000 per depositor until December 31, 2013. For some employee benefit plans, the FDIC provides coverage known as "pass-through" insurance in which the coverage passes through the plan administrator to each participant's interest or share. Additionally, the FDIC established the Temporary Liquidity Guarantee Program (TLG Program). The TLG Program provides an unlimited coverage for noninterest-bearing transaction accounts. This coverage became effective October 14, 2008 and will continue through December 31, 2013. The rules are a general description and may be applied differently to specific Trust Funds and specific situations.

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**NOTE 9 – RISKS AND UNCERTAINTIES**

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect amounts reported in the statements of net assets available for benefits.

**NOTE 10 –EMPLOYER WITHDRAWAL LIABILITY**

The Multi-Employer Pension Plan Amendments Act of 1980, as amended by the Deficit Reduction Act of 1984 imposes a liability on employers that withdraw from the Plan. The amount due to the Fund from a withdrawn employer is based on the history of contributions to the Fund and the related unfunded vested benefits.

As of year end, the Plan is in withdrawal liability status. There have been employers that have withdrawn from this Plan during the withdrawal liability period. They are now required to contribute to the Plan to reduce their withdrawal liability. However, due to the uncertainty of complete payment and timing of payment, no withdrawal liability contributions have been accrued.