OFFICE OF THE

ARIZONA STATE TREASURER

Doug Ducey
TREASURER

MAY 2014

Presented To:

Arizona State Board of Investment

JUNE 24, 2014

STATE BOARD OF INVESTMENT

A G E N D A

June 24, 2014

1. Call to Order
2. Chairman Remarks
3. Approval of May 29, 2014 Minutes
4. Review of Treasurer's Monthly Reports
    - A. Earnings Distribution; Investment Pools
    - B. Operating Monies Invested Balances
    - C. State Agency Pools Investments and Performance Reports
    - D. LGIP Pools Investments and Performance Reports
    - E. Earnings Distributed Endowment Funds
    - F. Endowment Investments and Performance Reports
5. Proposed Changes to the Investment Policy
    - A. Review of Proposed Changes
    - B. Public Comment on Proposed Changes
    - C. Discussion and Action on Proposed Changes
6. Review and Approval of Proposed/Pending Securities Dealers
7. General Business
8. Call to the Public
9. Notice of Next Meeting
10. Adjournment

REPORT OF THE STATE TREASURER

FOR

June 24, 2014

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Minutes of
BOARD OF INVESTMENT MEETING

The regular meeting of the State Board of Investment was held on May 29, 2014 in the Office of the State Treasurer, 1700 West Washington, State Capitol, West Wing, Treasurer's Conference Room, Phoenix, Arizona. Treasurer Ducey called the meeting to order at approximately 1:32 p.m.

Members Present:

Doug Ducey, Chair, State Treasurer
Lauren Kingry, Superintendent, Department of Financial Institutions
Beth Ford, Treasurer, Pima County
Harry A. Papp, CFA and Managing Partner, L. Roy Papp & Associate
Brian McNeil, Director of Arizona Department of Administration

Others Present:

Mark Swenson, Deputy Treasurer, Arizona State Treasurer's Office
Carlton Woodruff, Deputy Treasurer of Operations, Arizona State Treasurer's Office
Patty Humbert, Chief Investment Officer, Arizona State Treasurer's Office
Tim White, Senior Portfolio Manager, Arizona State Treasurer's Office
Chris Petkiewicz, Portfolio Manager, Arizona State Treasurer's Office
Dale Stomberg, Investment Accounting Manager, Arizona State Treasurer's Office
Martin Kelly, Investment Analyst, Arizona State Treasurer's Office
Kevin Donnellan, Director of Communications, Arizona State Treasurer's Office
Pamela Kirk, Accountant, Arizona State Treasurer's Office
Rosemary Davenport, Pima County Treasurer's Office
Angelie Hawley, Pima County Treasurer's Office
Jennifer Gibson, State Street, Via Tele Conference
Bob Wheeler, State Street, Via Tele Conference
Dax Johnson, State Street, Via Tele Conference

Pursuant to A.R.S. 35-311, the following reports for April, 2014 were submitted for the Board's approval:

<u>Review of Treasurer's Monthly Reports:</u>

Earnings Distribution; Investment Pools

Operating Monies Invested Balances

State Agency Pools Investments and Performance Reports

LGIP Pools Investments and Performance Reports

Earnings Distributed Endowment Funds

Endowment Investments and Performance Reports

1. **Call to Order:**
   Treasurer Ducey called the May 29, 2014 BOI meeting to order at approximately 1:32 pm.

2. **Treasurers Comments:**
   Treasurer Ducey welcomed the board members and guests and thanked all present for attending the May 29, 2014 meeting.

3. **Approval of Minutes:**
   Ms. Ford made a motion to approve the May 29, 2014 minutes. Mr. Kingry seconded the motion. Motion carried.

4. **Review of Treasurer's Monthly Report**

Earnings Distribution – Investment Pools

Ms. Humbert reported the earnings distributed month-to-date, year-to-date, prior year-to-date, and investment management fees deposited in the General Fund for the month of April, 2014.

Operating Monies Average Invested Balance

Ms. Humbert reported the Operating Monies average invested balance for the month of April, 2014.

Review of Treasurer's Monthly Report – Agency Pools:

Ms. Humbert presented the monthly report for the Agency Pools portion of the Arizona State Treasurer's Office to the Board of Investment as follows:

State Agency Pools Portfolio Yield Analysis

Ms. Humbert reported the net yields for the State Agency Pools for the month of April, 2014.

Manager Allocation of Invested Monies for the State Agency Pools

Ms. Humbert reported the total market value of all of the State Agency Pools broken up to show the percent allocated to each individual State Agency Pool as of April 30, 2014.

Investments Outstanding in State Agency Pools

Ms. Humbert reported the total net assets, asset allocation, the weighted average life, the weighted average duration and the weighted average rating for the State Agency Investment Pools as of April 30, 2014.

Review of Treasurer's Monthly Report – LGIP Investment Pools:

Mr. Petkiewicz presented the monthly report for the LGIP Investment Pools portion of the Arizona State Treasurer's Office to the Board of Investment as follows:

LGIP (Pool 5) & LGIP GOV (Pool 7) Portfolio Yield Analysis

Mr. Petkiewicz reported the net yield for the LGIP and LGIP-Gov Pools and the comparison to the benchmark for the month of April, 2014.

Pool 500 & Pool 700 Portfolio Yield Analysis

Mr. Petkiewicz reported the net yield for the LGIP Medium Term Pools and the comparison to the benchmark for the month of April, 2014.

Manager Allocation of Invested Monies for the LGIP Pools

Mr. Petkiewicz reported the total market value invested in all of the LGIP Pools as a percentage of the total that was allocated to each of the LGIP, LGIP-Gov, and LGIP Medium Term Pools as of April 30, 2014.

LGIP Pools Investments and Performance Reports

Mr. Petkiewicz reported the total net assets, asset allocation, the weighted average life, the weighted average duration, and the weighted average rating on the LGIP, LGIP-Gov, and LGIP Medium Term pools for the month of April, 2014.

Review of Treasurer's Monthly Report – Endowments:

Mr. White presented the endowment portion of the monthly report of the Arizona State Treasurer's Office to the Board of Investment as follows:

Earnings Distributed Endowment Funds

Mr. White reported the earnings distributed for the Endowment Funds for the month of April, 2014.

Net Realized Capital Gains/Losses – Endowment Funds

Mr. White reported the net realized capital gains for the Endowment Fixed Income, S&P 500, S&P 400 and S&P 600 pools for the month of April 2014 and fiscal year to date.

Endowment Funds Fixed-Income Pool Purchases & Sales

Mr. White reported the purchases and sales of the Endowment Fixed Income Pool for the month of April, 2014.

Equity Funds Purchases & Sales

Mr. White reported the purchases and sales (summary) of the Endowment Equity Pools for the month of April, 2014.

Investments Outstanding in Endowment Funds

Mr. White reported the par, book, market value, and unrealized gains/loss of the Endowment Funds as of April 30, 2014.

Performance of Investments in Endowment Funds

Mr. White reported the performance of the Endowment Funds for the current month, the year to date, trailing one year, trailing three years, trailing five years, and since inception for the Endowment Funds as of April 30, 2014.

Manager Allocation of Invested Monies for the Endowment Pools

Mr. White reported the percentage of the total market value of all of the Endowment investments allocated to each of the Endowment Pools, as of April 30, 2014.

Equity Holdings Investments Outstanding S&P 500

Mr. White reported the investments outstanding by portfolio characteristics and industry sector for the S&P 500 Pool as of April 30, 2014.

Equity Holdings Investments Outstanding S&P 400

Mr. White reported the investments outstanding by portfolio characteristics and industry sector for the S&P 400 Pool as of April 30, 2014.

Equity Holdings Investments Outstanding S&P 600

Mr. White reported the investments outstanding by portfolio characteristics and industry sector for the S&P 600 Pool as of April 30, 2014.

Fixed Income Investments and Performance Reports

Mr. White reported the total net assets, asset allocation, the weighted average life, the weighted average duration and the weighted average rating for the Fixed Income Pool for the month of April, 2014.

Endowment Investments and Performance Growth by Account Reports

Mr. White reported the performance and growth for each of the Endowment Funds from the inception date of each fund through the end of April, 2014.

Throughout the presentation of the Treasurer's Report, Board Members Harry Papp, Lauren Kingry and Brian McNeil commented on several instances where known errors of the report were highlighted by the Portfolio Managers. Mr. Kingry inquired as to how the corrections to the report, due to the transition from JP Morgan to State Street, might reflect *the outcome of the Boards approval of the monthly report. After a brief discussion, it was decided that the board would approve the report, subject to identifying the changes and State Street providing those corrections prior to and/or at the June Board of Investment Meeting.*

Approval of Treasurer's Report

Mr. McNeil made a motion to approve the Treasurer's Report subject to State Street making the appropriate changes as identified by the Board and the Portfolio Managers. Mr. Kingry seconded the motion. Motion carried.

5. **Proposed Changes to Investment Policy:**
   No proposed changes.

6. **Review and approval of Proposed/Pending Securities Dealers:**
   a. Approval to add two proposed Broker Dealer Firms to the *Approved Broker Dealer List.*

Ms. Humbert provided a brief overview regarding the two Broker Dealer firms; SunTrust Robinson Humphrey and Pierpont Securities. Treasurer Ducey asked for a motion for approval as presented.

Mr. Kingry made a motion to approve the Broker Dealer Firms as presented. Mr. McNeil seconded the motion. Motion carried.

7. **General Business:**
   There was no general business.

8. **Call to the Public**
   There was no public comment.

   Mr. Papp provided the members of the board with a brief economic update.

9. **Notice of Next Meeting:**

   Treasurer Ducey advised the Board that the next regular meeting of the Board of Investment will be Tuesday, June 24, 2014 at 1:30 p.m. at 1700 West Washington, State Capitol, West Wing, Treasurer's Conference Room, Phoenix, Arizona.

10. **Adjournment:**

    Mr. Kingry made a motion to adjourn the BOI meeting. Mr. Papp seconded the motion. Upon unanimous approval the BOI Meeting was adjourned at 2:33 p.m.

Respectfully Submitted by:

Barbara Conley
Executive Consultant II

Approved by:

Doug Ducey, Chair	Date

EARNINGS DISTRIBUTION - INVESTMENT POOLS
MAY 2014

Recipient	Earnings Distributed: MAY 2014	Earnings Distributed: Fiscal YTD 13/14	Earnings Distributed: Fiscal YTD 12/13	Fiscal YTD Investment Management Fees Received
General Fund	$1,262,525	$13,819,609	$13,040,744	
2 State Agencies - Full Faith & Credit	374,229	5,522,331	5,691,127	$533,670
3 State Agencies - Diversified *(Combined)*	878,675	11,619,757	12,048,153	1,232,433
4 State Agencies - Gov	482,659	5,025,306	4,886,525	550,923
5 LGIP	109,496	1,398,977	2,319,942	690,016
7 LGIP Gov	31,214	395,226	1,354,572	504,742
10 Tax-exempt Non-AMT Municipal Bonds	0	0	0	152,702
12 CAWCD Medium-Term	419,446	4,984,792	5,307,046	146,241
15 GADA Long-Term	18,508	187,475	189,039	6,167
16 ECDH Medium-Term	450,400	5,039,577	5,205,545	188,598
Subtotal	**$4,027,152**	**$47,993,049**	**$50,042,693**	**$4,005,492**
NAV POOL				
500 LGIP - Med Term	269,526	2,881,006	3,136,712	144,674
700 LGIP - FF&C Med Term	142,489	1,818,974	1,926,788	110,814
Total	**$4,439,168**	**$52,693,030**	**$55,106,193**	**$4,260,981**
MAY 2013 TOTALS	**$4,975,196**			**$4,536,712**

* Note: All earnings distributed for Pool 10 Tax-exempt Non-AMT Municipal Bonds are reported in the General Fund line item.

OPERATING MONIES
AVERAGE INVESTED BALANCE
Through May 31, 2014
(in millions of dollars)

Month	Fiscal Year 2011/2012	Fiscal Year 2012/2013	Fiscal Year 2013/2014
JULY	1,209	1,817	1,942
AUGUST	818	1,475	1,709
SEPTEMBER	744	1,420	1,974
OCTOBER	668	1,205	1,824
NOVEMBER	858	1,316	1,853
DECEMBER	979	1,464	1,895
JANUARY	1,511	1,885	2,234
FEBRUARY	1,501	1,899	2,427
MARCH	1,373	1,815	2,107
APRIL	1,725	2,109	2,100
MAY	2,036	2,428	2,312
JUNE	2,331	2,679	
Y-T-D Average	**$1,313**	**$1,793**	**$2,034**

Budget Stabilization Average Fund Balance -May 2014	**$455**
Total Average Cash Available - May 2014	**$2,766**

STATE AGENCY POOLS
PORTFOLIO EARNINGS ANALYSIS
May 31, 2014

FUND	DESCRIPTION	Current Month 05/31/14	Prior Month 04/30/14	Prior Year 5/31/13	Net Asset Value Per Share
2	STATE AGENCIES - FULL FAITH & CREDIT	557,485	560,053	814,944	0.9958
3	STATE AGENCIES - DIVERSIFIED				
	INTERNAL MANAGERS	1,530,053	1,728,811	1,670,125	0.9971
	EXTERNAL MANAGERS	63,172	89,735	48,603	1.0018
	FUND 3 TOTAL	1,593,225	1,818,546	1,718,728	0.9973
4	STATE AGENCIES - GOV	744,710	752,290	746,585	0.9947
10	TAX-EXEMPT NON-AMT MUNICIPAL BONDS	79,229	84,692	53,183	1.0014
12	CAWCD MEDIUM-TERM	419,446	421,886	427,636	1.0104
15	GADA LONG-TERM	18,508	10,749	18,407	0.9949
16	ECDH MEDIUM-TERM	450,400	446,005	599,334	0.9929
	TOTAL STATE AGENCIES	**3,863,002**	**4,094,221**	**4,378,817**	

STATE AGENCY POOLS
PORTFOLIO YIELD ANALYSIS
MAY 31, 2014

FUND	DESCRIPTION	Current Month 05/31/14	Prior Month 04/30/14	Prior Year 5/31/13
2	STATE AGENCIES - FULL FAITH & CREDIT	0.55%	0.68%	0.73%
	75% MERRILL 0-1 US TREAS INDEX / 25% MERRILL US GNMA MORTGAGE BACKED INDEX	0.76%	0.79%	0.78%
3	STATE AGENCIES - DIVERSIFIED			
	INTERNAL MANAGERS	0.73%	0.88%	0.79%
	EXTERNAL MANAGERS	0.74%	1.08%	0.57%
	COMBINED	0.73%	0.89%	0.78%
	50% 3 MONTH LIBOR INDEX / 50% MERRILL 1-3 US BROAD MARKET INDEX	0.43%	0.45%	0.47%
4	STATE AGENCIES - GOV	0.73%	0.80%	0.72%
	50% MERRILL 6 MTH US T-BILL INDEX / 50% MERRILL 1-3 UNSUB. US TREAS / AGY INDEX	0.22%	0.23%	0.20%
10	TAX-EXEMPT NON-AMT MUNICIPAL BONDS	0.31%	0.34%	0.23%
	SIFMA MUNICIPAL SWAP INDEX	0.08%	0.09%	0.16%
12	CAWCD MEDIUM-TERM	1.73%	1.81%	1.97%
	*MERRILL 1-5 US D M INDEX	1.13%	1.22%	1.30%
15	GADA LONG-TERM	1.80%	1.08%	1.79%
	MERRILL 3-5 US BROAD MARKET EX CORP	1.58%	1.70%	1.79%
16	ECDH MEDIUM-TERM	1.57%	1.61%	2.13%
	*MERRILL 1-5 US D M INDEX	1.13%	1.22%	1.30%

*Note: Beginning with May 2014, the Benchmark for Pools 12 and 16 were changed from Barclays Capital US AGG Bond Index to Merrill 1-5 US DM Index.

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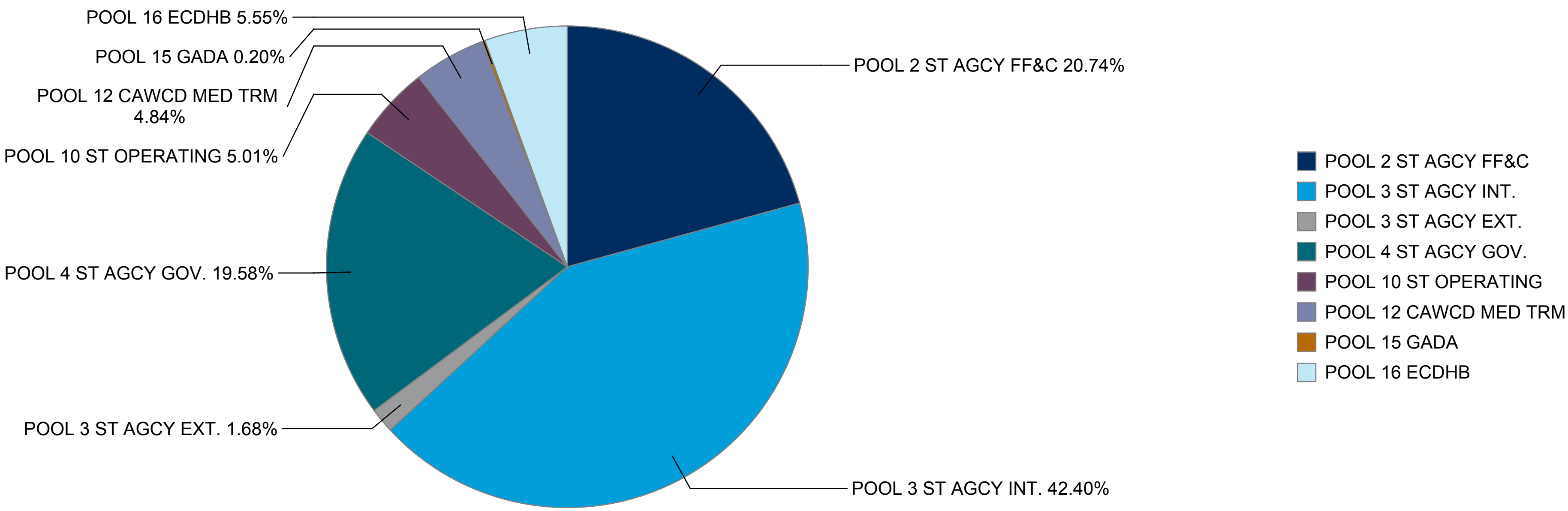
May 31, 2014

STATE AGENCY

STATE STREET.

Manager Allocation



	Market Value	% of Portfolio
POOL 2 ST AGCY FF&C	1,248,196,830	20.7
POOL 3 ST AGCY INT.	2,552,075,003	42.4
POOL 3 ST AGCY EXT.	101,317,056	1.7
POOL 4 ST AGCY GOV.	1,178,587,830	19.6
POOL 10 ST OPERATING	301,441,220	5.0
POOL 12 CAWCD MED TRM	291,184,780	4.8
POOL 15 GADA	12,047,112	0.2
POOL 16 ECDHB	334,347,076	5.6
TOTAL STATE AGENCY	6,019,196,906	100.0

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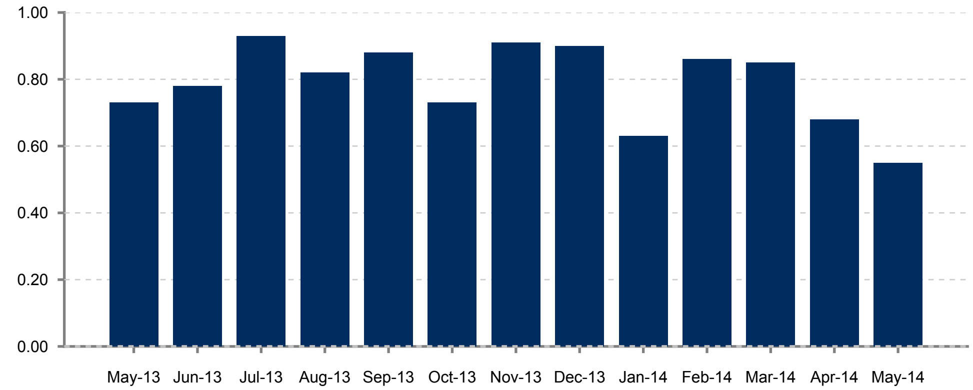
POOL 2 ST AGCY FF&C

STATE STREET.

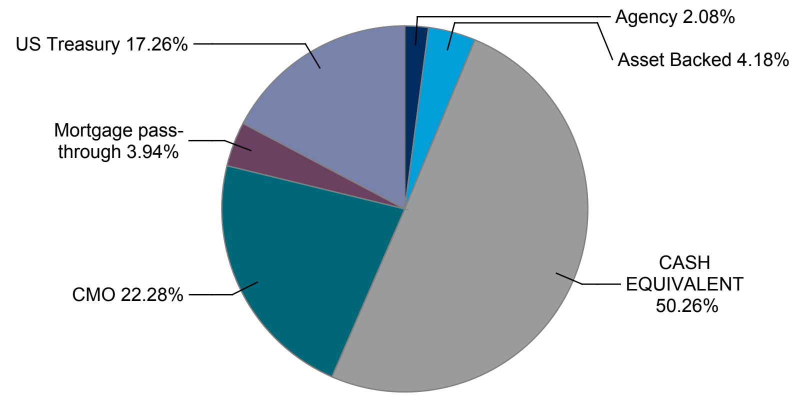
Net Yield



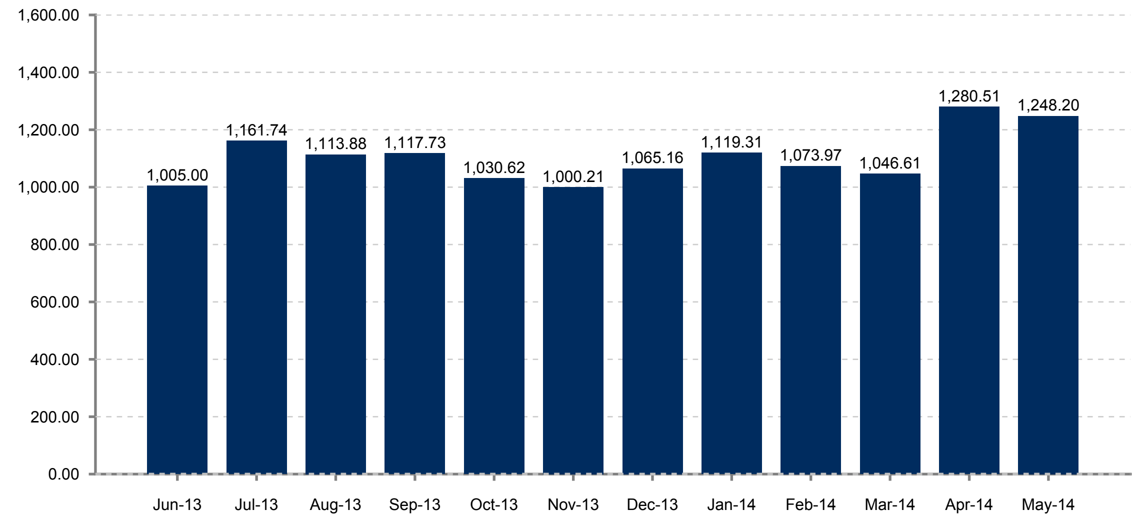
	Current Mth	Prior Mth	1 Year Ago
POOL 2 ST AGCY FF&C	0.55	0.68	0.73

Asset Allocation

	Ending Market Value
POOL 2 ST AGCY FF&C	1,248,196,830



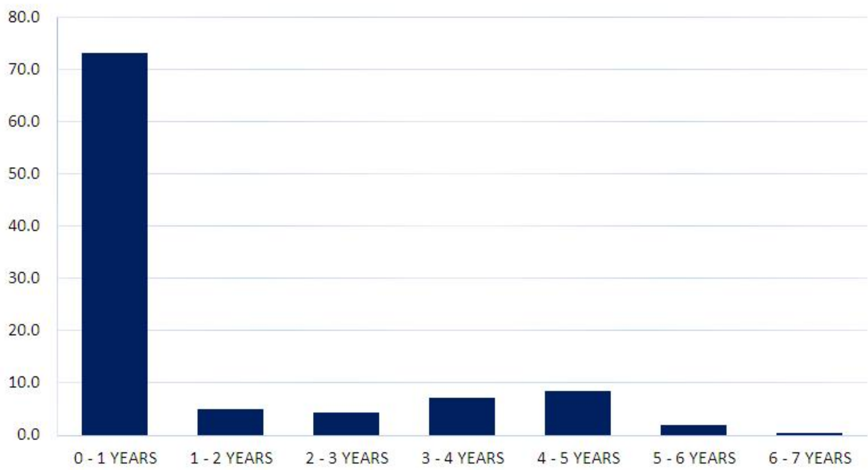
Net Asset Values over Time ($MM)



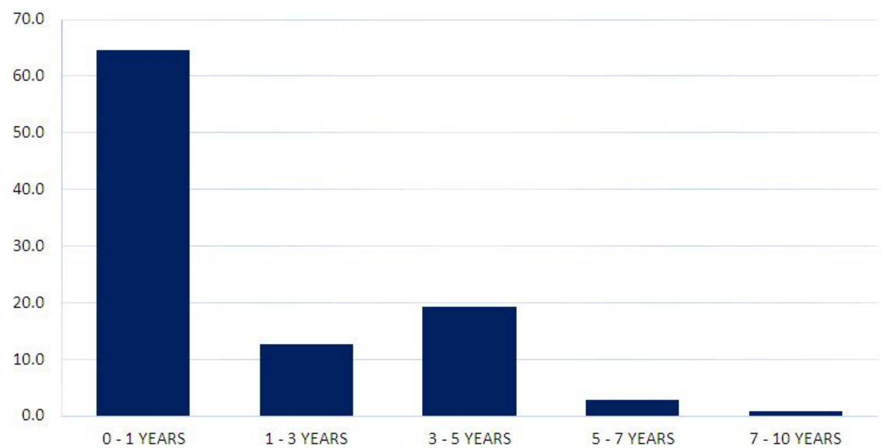
Top 10 Holdings

Security Name	Ending Market Value	% of Portfolio
POOL 2 ST AGCY FF&C		
WELLS FARGO	248,812,229	19.93
DEUTSCHE BANK	100,000,389	8.01
MIZUHO	100,000,333	8.01
NOMURA	95,000,158	7.61
US TREASURY N/B	51,960,635	4.16
US TREASURY N/B	50,098,107	4.01
TREASURY BILL	39,998,987	3.20
GOVERNMENT NATIONAL MORTGAGE A	33,814,501	2.71
TREASURY BILL	29,995,155	2.40
GOVERNMENT NATIONAL MORTGAGE A	22,854,371	1.83

Duration Distribution



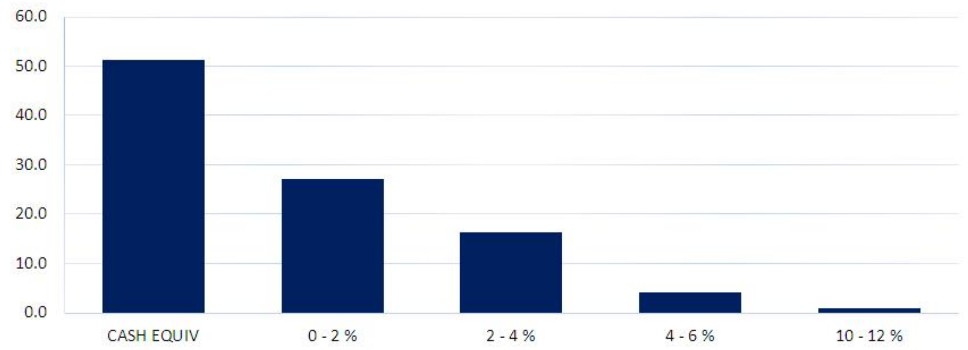
Expected Maturity Distribution



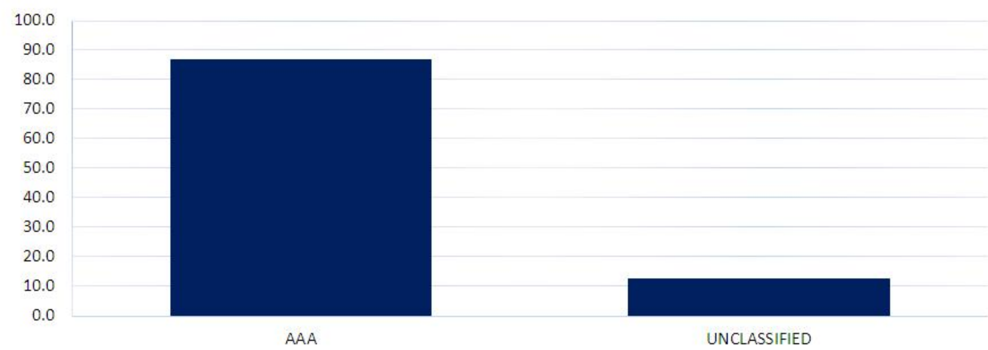
Portfolio Level Characteristics

	POOL 2 ST AGCY FF&C
Weighted Average Life	1.40
Coupon	1.22
Effective Duration	1.03
Quality Rating (S&P)	AA+

Coupon Distribution



Rating Distribution



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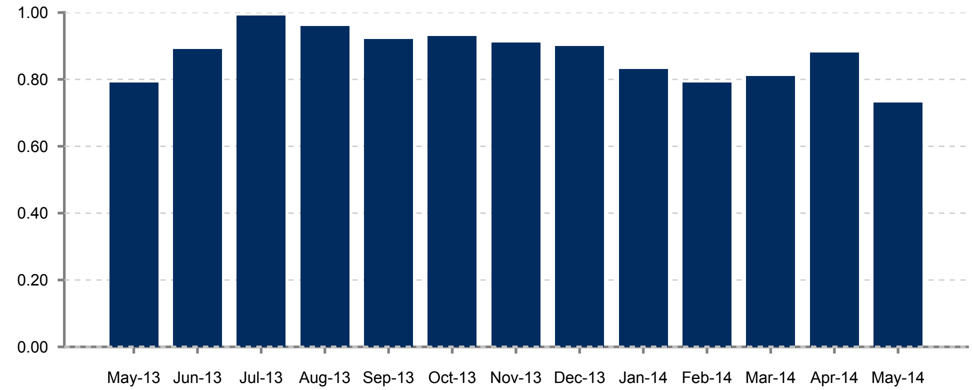
POOL 3 ST AGCY INT.

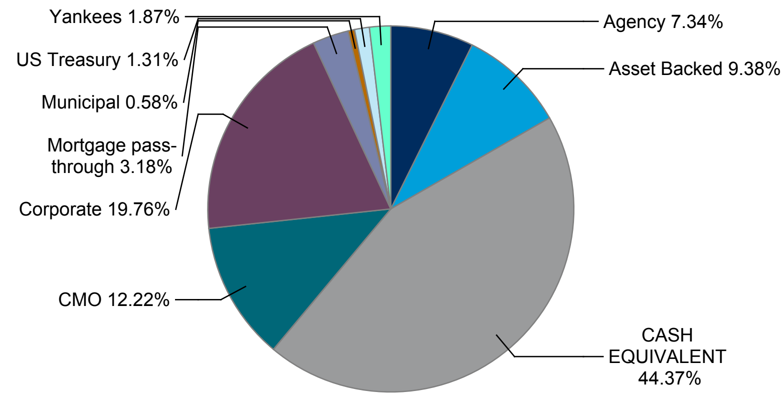
Net Yield



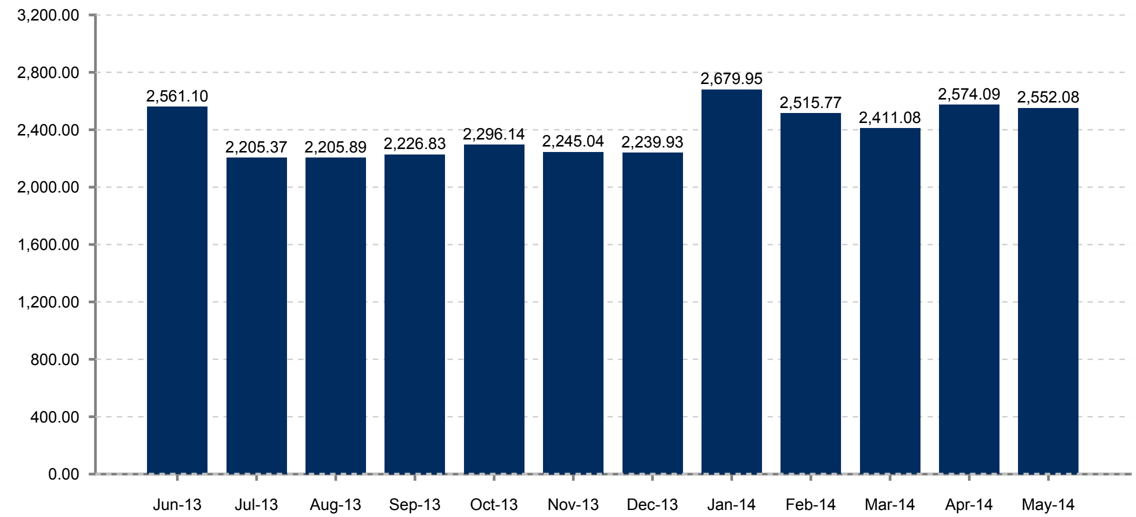
	Current Mth	Prior Mth	1 Year Ago
POOL 3 ST AGCY INT.	0.73	0.88	0.79

Asset Allocation

	Ending Market Value
POOL 3 ST AGCY INT.	2,552,075,003



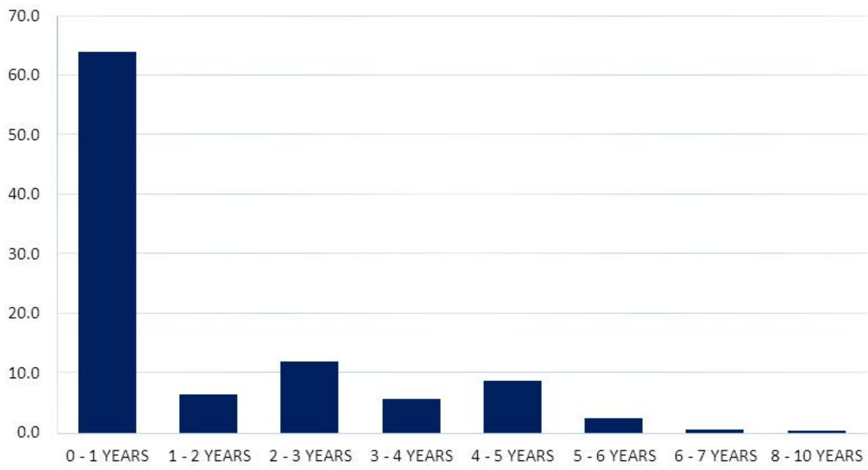
Net Asset Values over Time ($MM)



Top 10 Holdings

Security Name	Ending Market Value	% of Portfolio
POOL 3 ST AGCY INT.		
SOUTH STREET	585,879,515	22.96
SOUTH STREET	115,000,158	4.51
CAN AST & CAN LTD JT	49,995,000	1.96
SALISBURY RECEIVABLES CO	41,499,793	1.63
WHITE POINT FDG INC	40,633,774	1.59
RIDGEFIELD FUNDING CO	40,004,156	1.57
LEXINGTN PKR CAP CO LL	39,999,778	1.57
FEDERAL NATL MTG ASSN	39,402,237	1.54
FANNIE MAE	38,335,957	1.50
NIEUW AMSTERDAM RECV	29,999,817	1.18

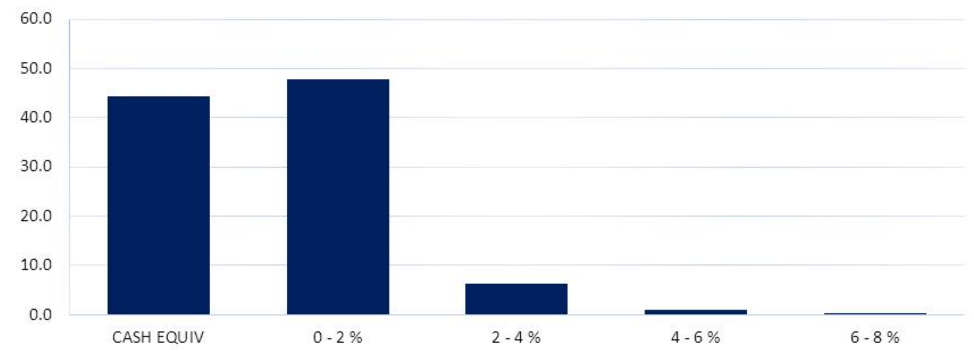
Duration Distribution



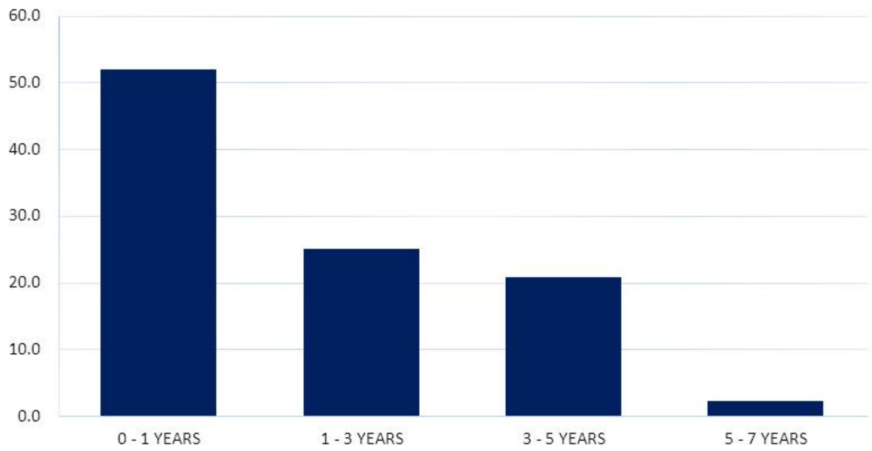
Portfolio Level Characteristics

	POOL 3 ST AGCY INT.
Weighted Average Life	1.55
Coupon	0.82
Effective Duration	1.29
Quality Rating (S&P)	AA

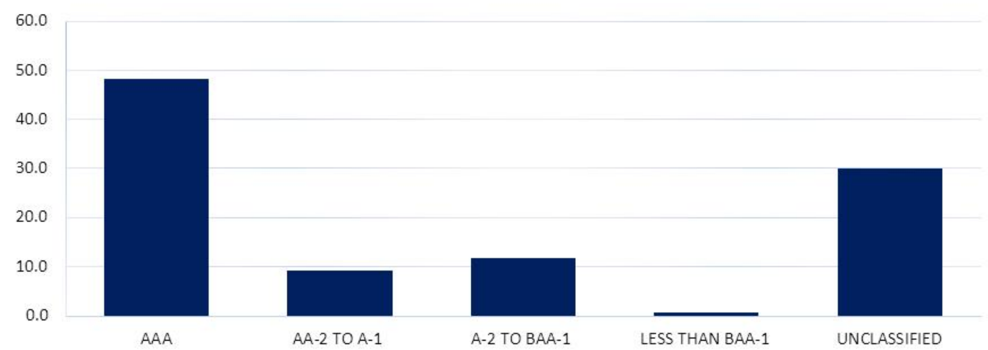
Coupon Distribution



Expected Maturity Distribution



Rating Distribution



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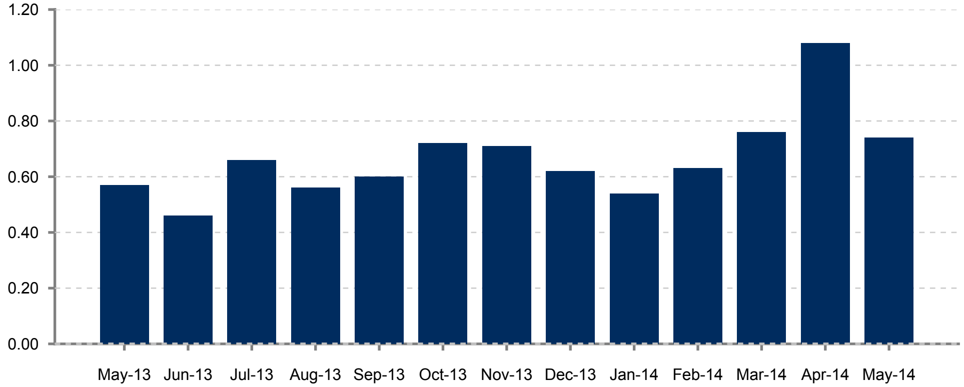
POOL 3 ST AGCY EXT.

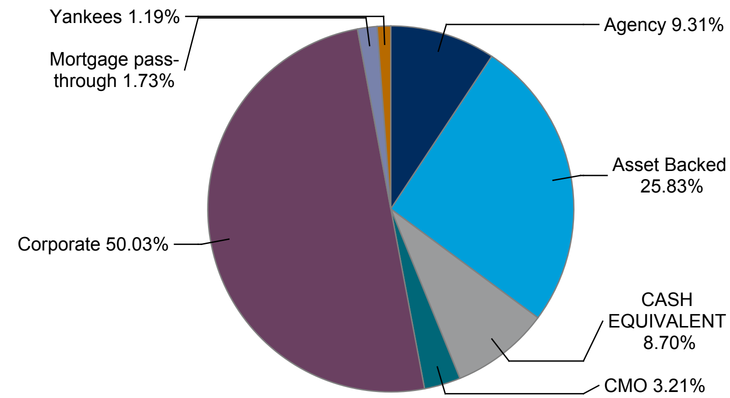
Net Yield



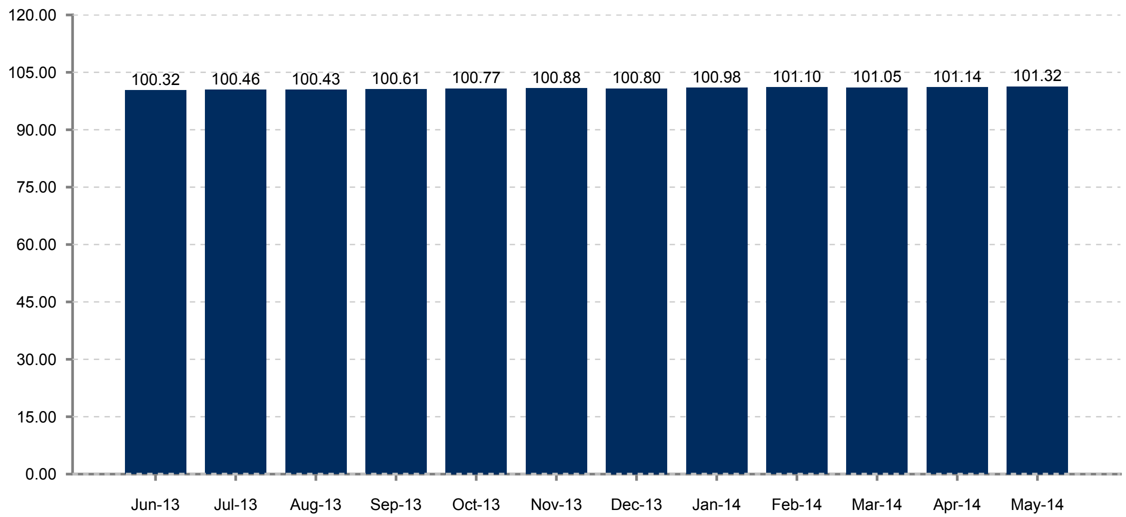
	Current Mth	Prior Mth	1 Year Ago
POOL 3 ST AGCY EXT.	0.74	1.08	0.57

Asset Allocation

	Ending Market Value
POOL 3 ST AGCY EXT.	101,317,056



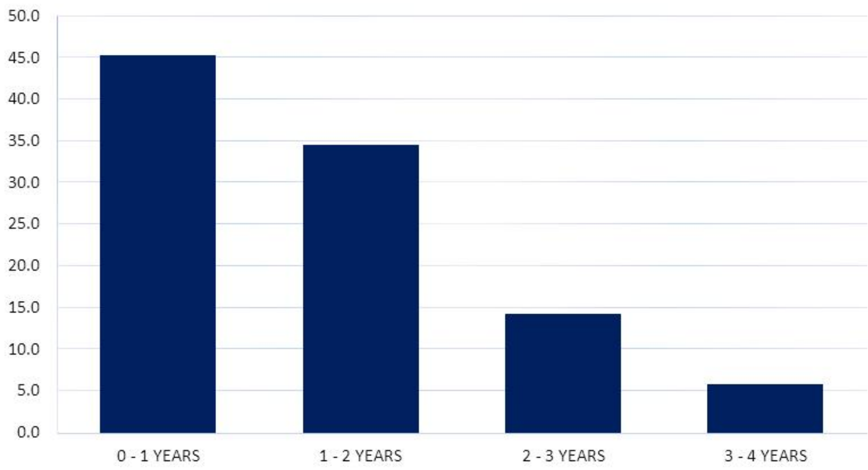
Net Asset Values over Time ($MM)



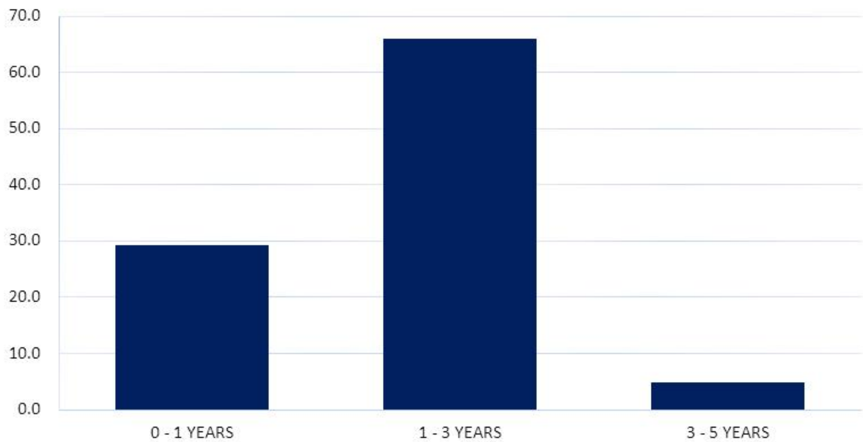
Top 10 Holdings

Security Name	Ending Market Value	% of Portfolio
POOL 3 ST AGCY EXT.		
WELLS FARGO BANK NA	2,304,807	2.27
STATE STR INSTL LIQUID RESVS	1,944,740	1.92
ROYAL BK OF CANADA	1,803,615	1.78
UNION BANK NA	1,695,919	1.67
HYUNDAI AUTO RECEIVABLES TRUST	1,640,938	1.62
PACCAR FINANCIAL CORP	1,609,197	1.59
DISCOVER CARD EXECUTION NOTE T	1,577,413	1.56
JPMORGAN CHASE + CO	1,513,124	1.49
CITIBANK CREDIT CARD ISSUANCE	1,506,559	1.49
FANNIE MAE	1,505,862	1.49

Duration Distribution



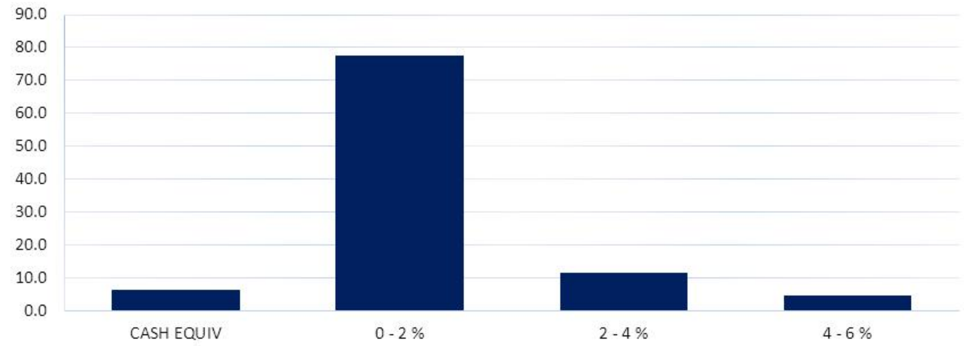
Expected Maturity Distribution



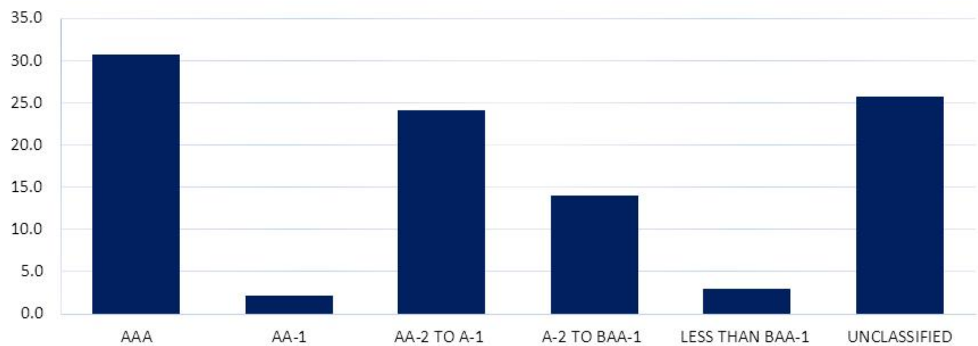
Portfolio Level Characteristics

	POOL 3 ST AGCY EXT.
Weighted Average Life	1.70
Coupon	1.34
Effective Duration	1.33
Quality Rating (S&P)	AA

Coupon Distribution



Rating Distribution



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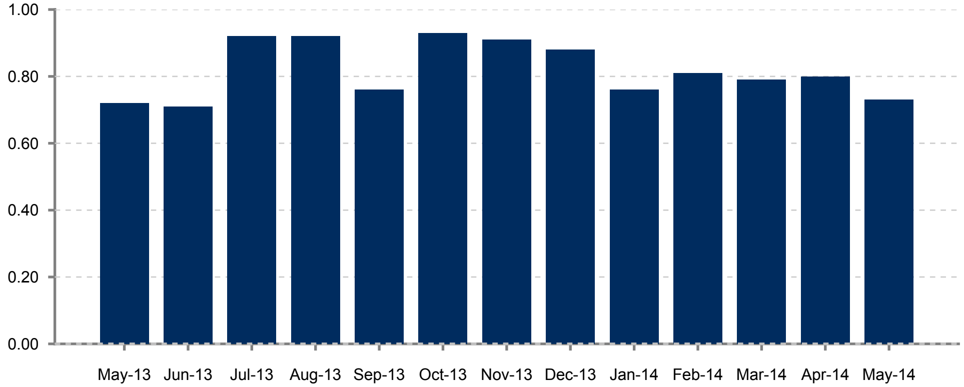
May 31, 2014

POOL 4 ST AGCY GOV.

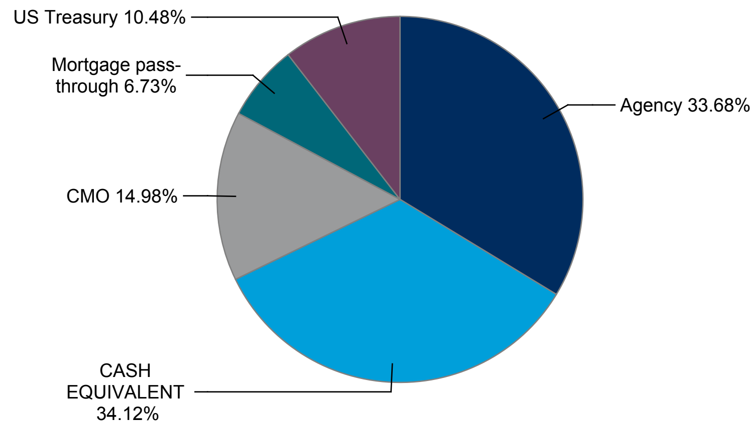
Net Yield



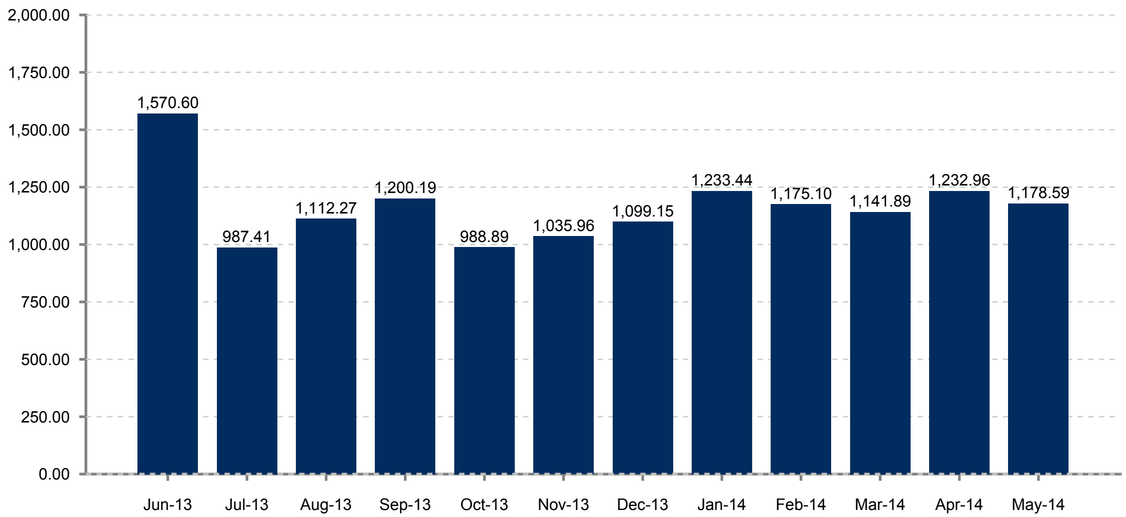
	Current Mth	Prior Mth	1 Year Ago
POOL 4 ST AGCY GOV.	0.73	0.80	0.72

Asset Allocation

	Ending Market Value
POOL 4 ST AGCY GOV.	1,178,587,830



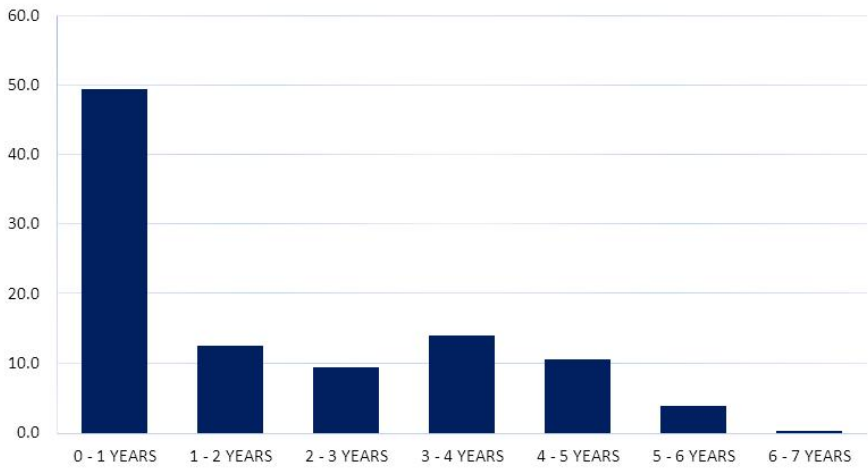
Net Asset Values over Time ($MM)



Top 10 Holdings

Security Name	Ending Market Value	% of Portfolio
POOL 4 ST AGCY GOV.		
SOUTH STREET	242,431,603	20.57
DEUTSCHE BANK	150,006,250	12.73
FANNIE MAE	49,141,869	4.17
FEDERAL HOME LOAN BANK	32,303,020	2.74
FEDERAL FARM CREDIT BANK	30,023,250	2.55
FREDDIE MAC	24,837,180	2.11
FED HM LN PC POOL Q06969	20,984,370	1.78
FEDERAL FARM CREDIT BANK	20,023,989	1.70
FEDERAL FARM CREDIT BANK	20,012,462	1.70
FEDERAL FARM CREDIT BANK	20,000,133	1.70

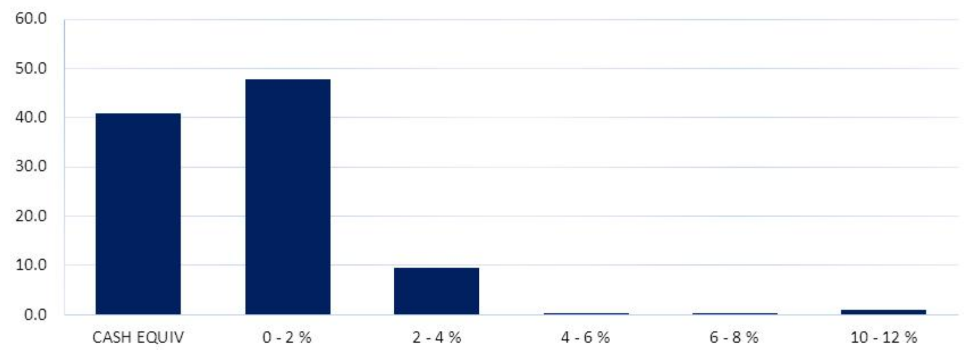
Duration Distribution



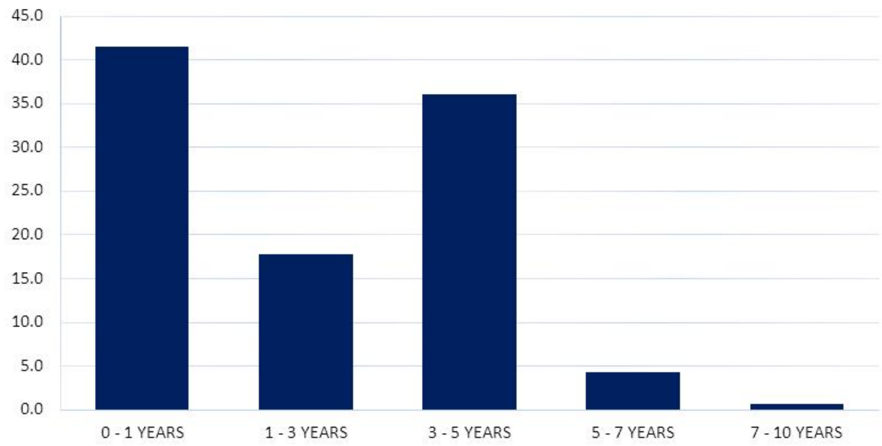
Portfolio Level Characteristics

	POOL 4 ST AGCY GOV.
Weighted Average Life	2.03
Coupon	0.99
Effective Duration	1.70
Quality Rating (S&P)	AA+

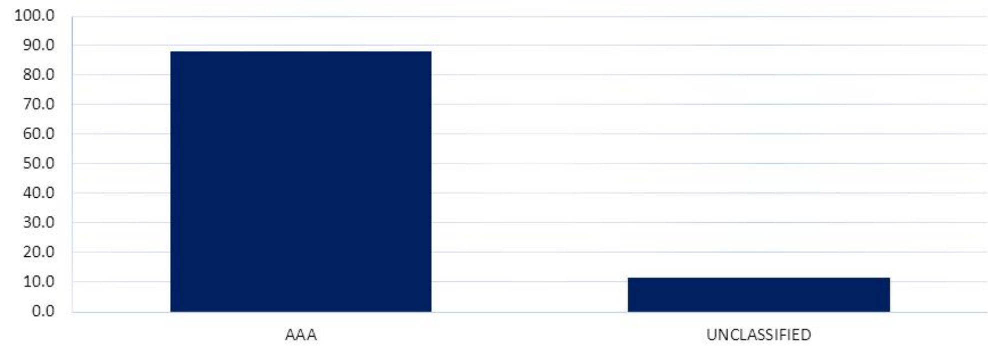
Coupon Distribution



Expected Maturity Distribution



Rating Distribution



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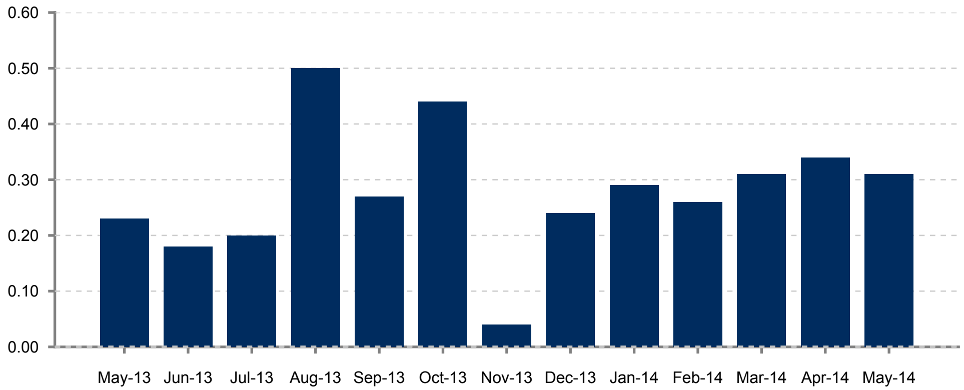
POOL 10 ST OPERATING

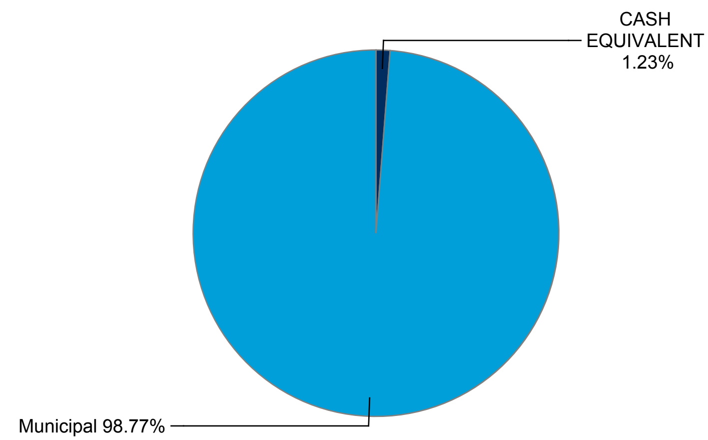
Net Yield



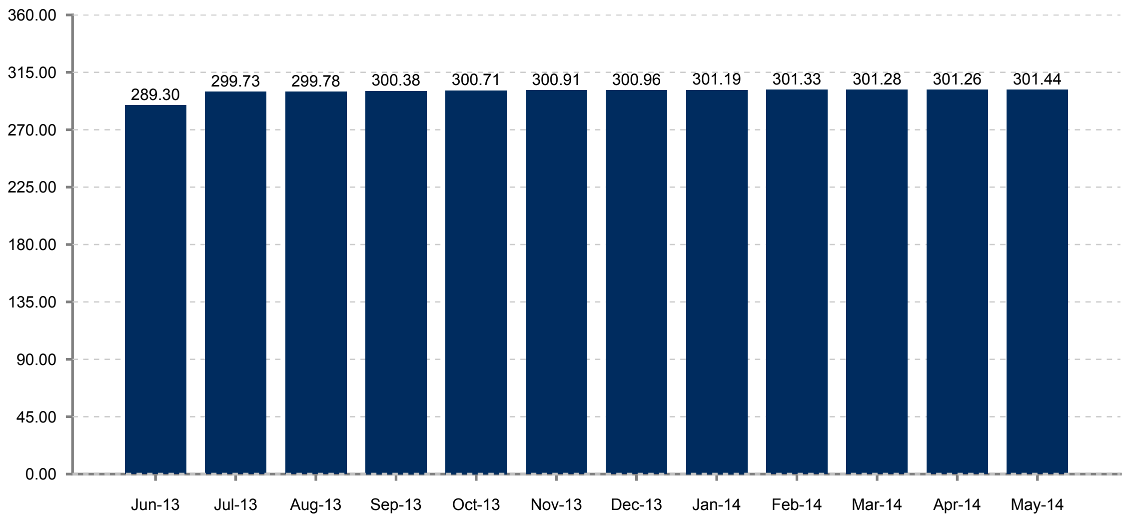
	Current Mth	Prior Mth	1 Year Ago
POOL 10 ST OPERATING	0.31	0.34	0.23

Asset Allocation

	Ending Market Value
POOL 10 ST OPERATING	301,441,220



Net Asset Values over Time ($MM)



Top 10 Holdings

Security Name	Ending Market Value	% of Portfolio
POOL 10 ST OPERATING		
MASSACHUSETTS ST SCH BLDG AUTH	37,482,861	12.43
MASSACHUSETTS ST SCH BLDG AUTH	10,720,109	3.56
OHIO ST	10,686,767	3.55
MINNESOTA ST	10,416,250	3.46
NEW YORK NY NYC 08/14 FIXED 4	10,196,497	3.38
STATE OF TEXAS TXS 08/14 FIXED 2	10,194,293	3.38
ARIZONA ST TRANSPRTN BRD HIGHW	9,987,726	3.31
WISCONSIN ST	9,192,641	3.05
NORTH CAROLINA ST CAPITAL IMPT	8,322,088	2.76
OHIO ST	8,095,694	2.69

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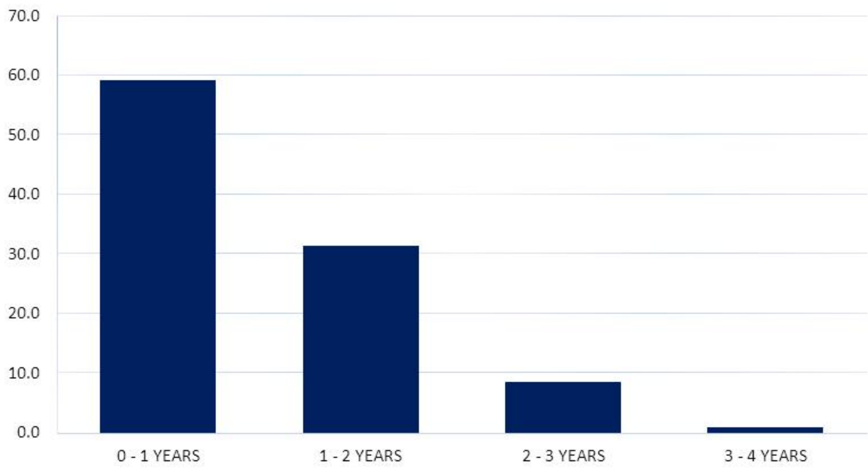
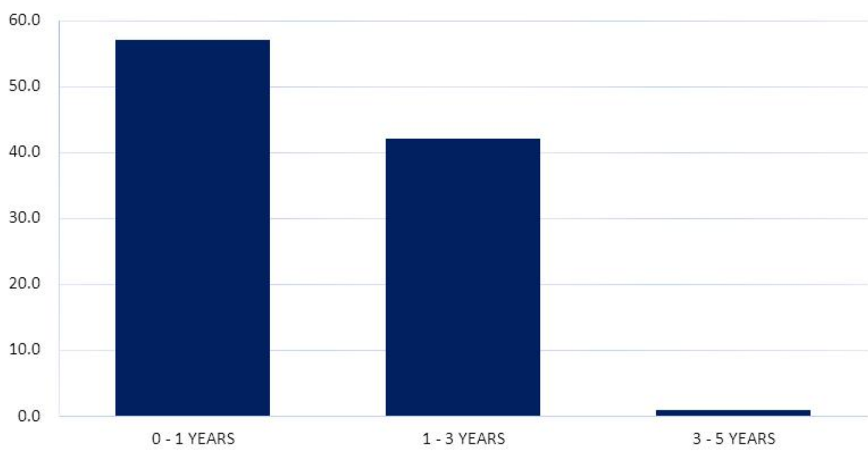
POOL 10 ST OPERATING

STATE STREET.

Duration Distribution



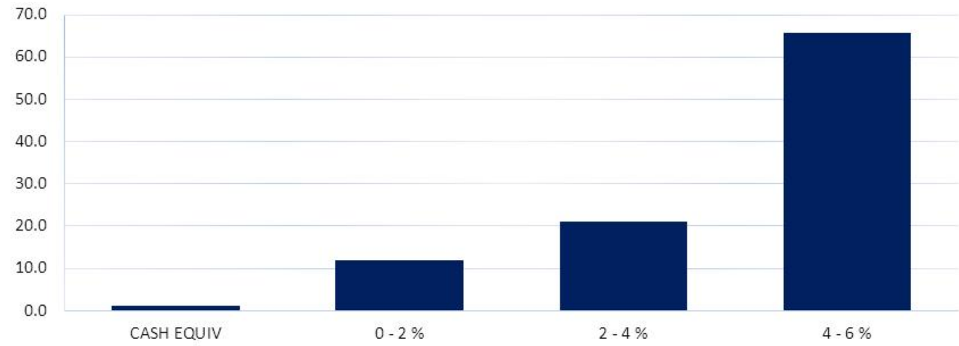
Expected Maturity Distribution



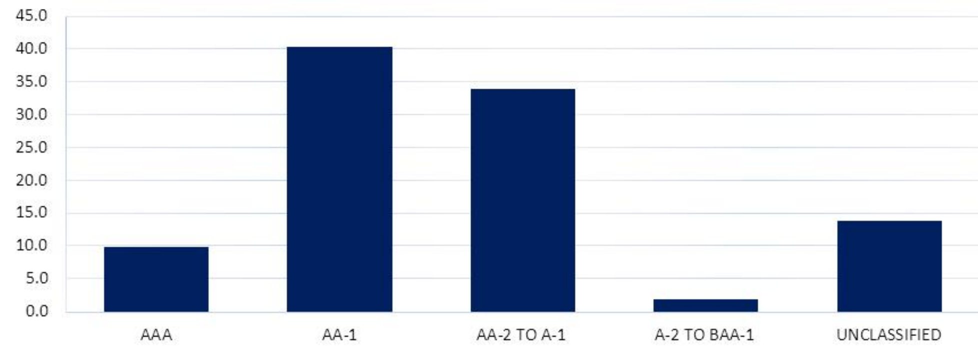
Portfolio Level Characteristics

	POOL 10 ST OPERATING
Weighted Average Life	1.01
Coupon	4.36
Effective Duration	0.97
Quality Rating (S&P)	AA

Coupon Distribution



Rating Distribution



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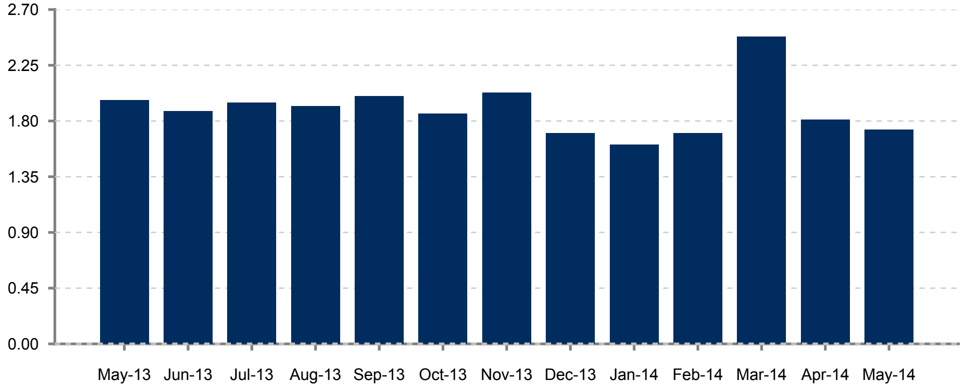
POOL 12 CAWCD MED TRM

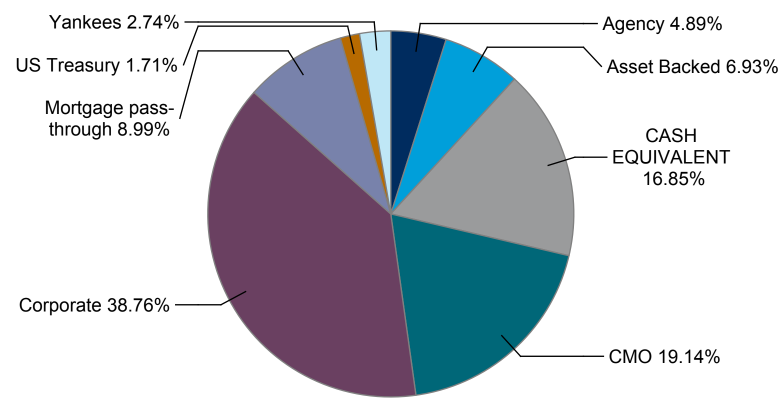
Net Yield



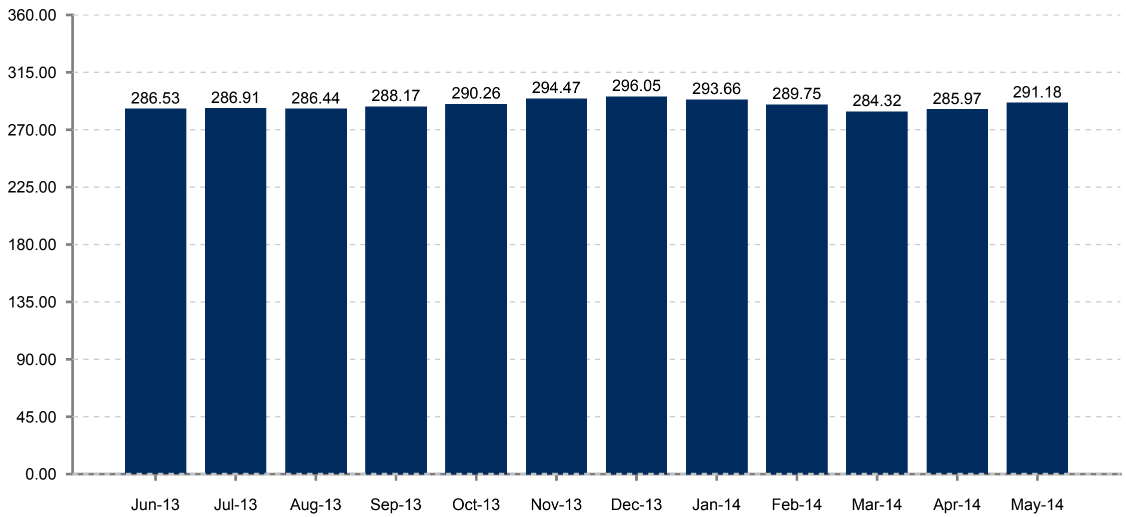
	Current Mth	Prior Mth	1 Year Ago
POOL 12 CAWCD MED TRM	1.73	1.81	1.97

Asset Allocation

	Ending Market Value
POOL 12 CAWCD MED TRM	291,184,780



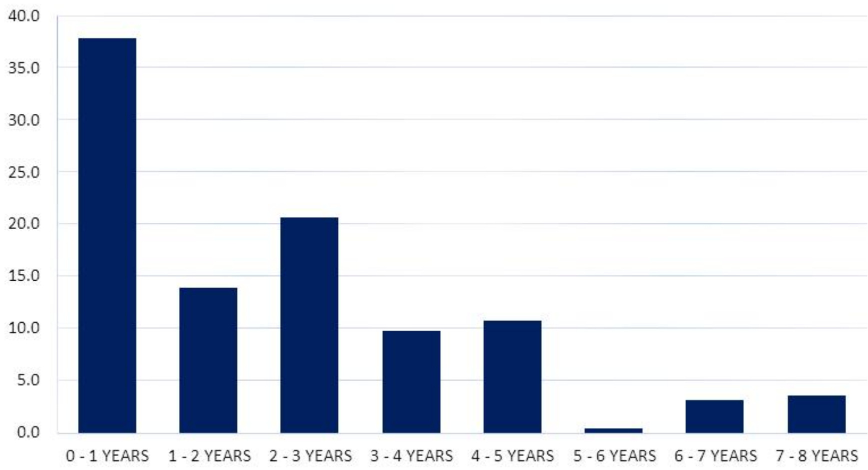
Net Asset Values over Time ($MM)



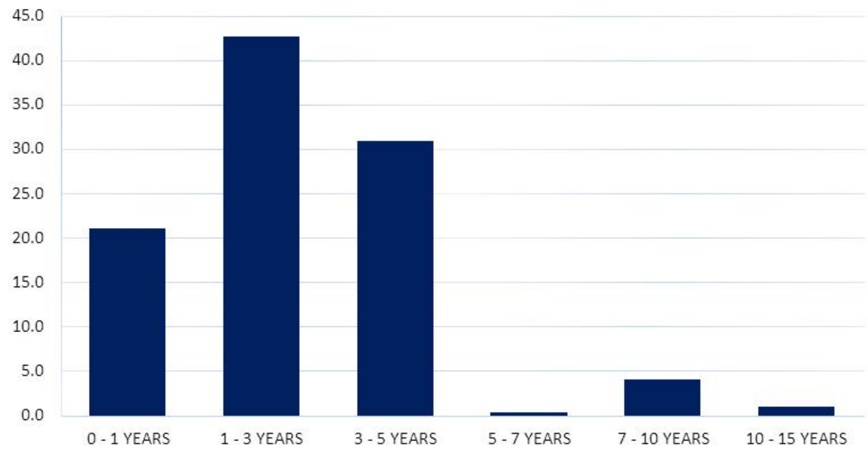
Top 10 Holdings

Security Name	Ending Market Value	% of Portfolio
POOL 12 CAWCD MED TRM		
SOUTH STREET	27,694,588	9.51
FANNIE MAE	8,364,758	2.87
FNMA POOL AV9175	7,439,284	2.55
FNMA POOL MA1763	7,201,896	2.47
FANNIE MAE	6,122,468	2.10
FANNIE MAE	5,389,670	1.85
VERIZON COMMUNICATIONS	5,232,400	1.80
GOLDMAN SACHS GROUP INC	5,087,033	1.75
WELLS FARGO + COMPANY	5,045,256	1.73
TOYOTA MOTOR CREDIT CORP	5,019,879	1.72

Duration Distribution



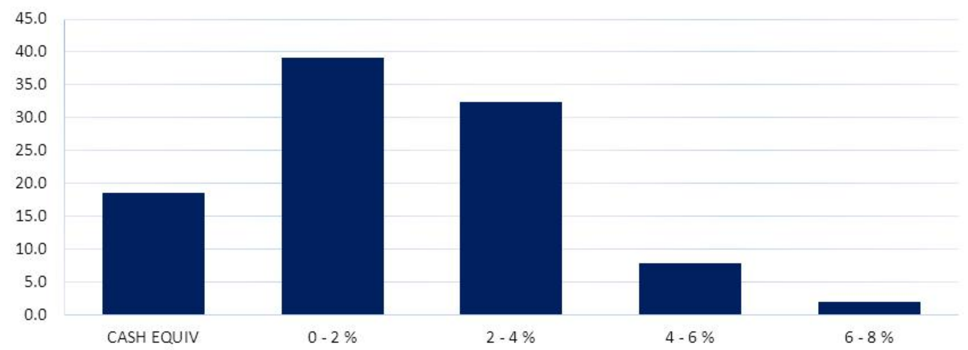
Expected Maturity Distribution



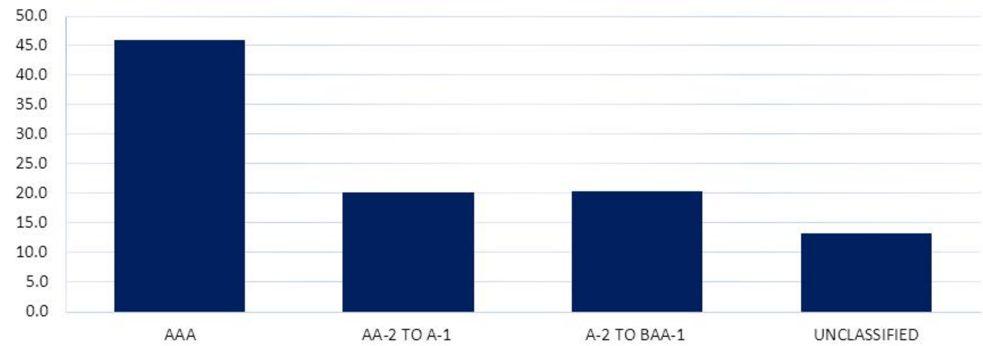
Portfolio Level Characteristics

	POOL 12 CAWCD MED TRM
Weighted Average Life	2.68
Coupon	1.97
Effective Duration	2.14
Quality Rating (S&P)	AA

Coupon Distribution



Rating Distribution



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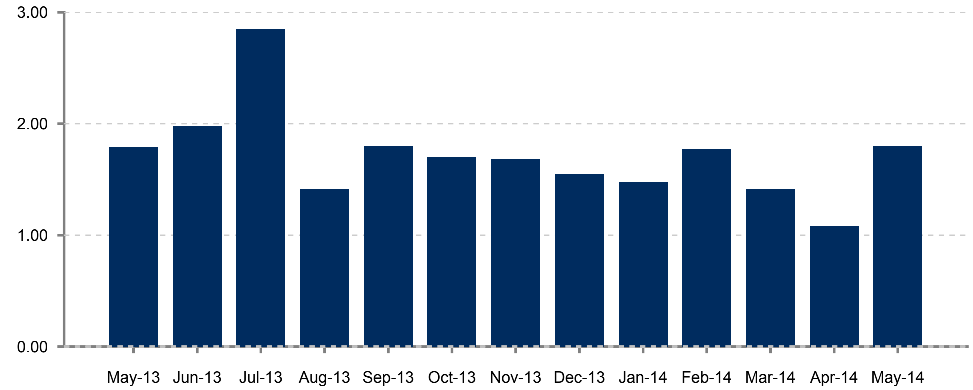
May 31, 2014

POOL 15 GADA

STATE STREET.

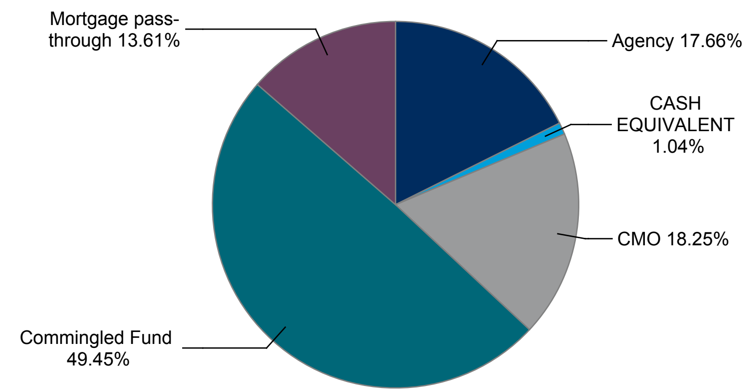
Net Yield



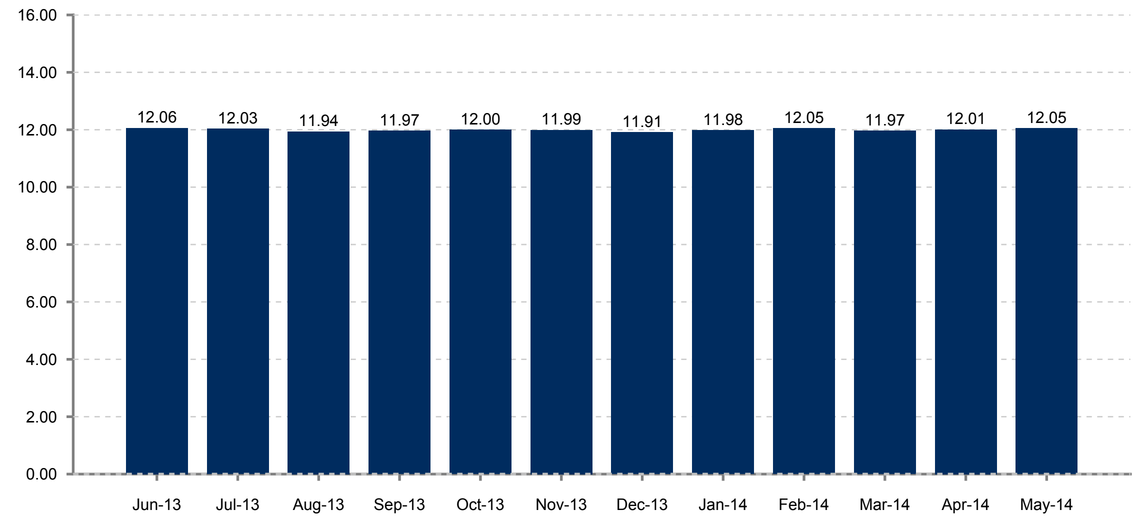
	Current Mth	Prior Mth	1 Year Ago
POOL 15 GADA	1.80	1.08	1.79

Asset Allocation

	Ending Market Value
POOL 15 GADA	12,047,112



Net Asset Values over Time ($MM)



Top 10 Holdings

Security Name	Ending Market Value	% of Portfolio
POOL 15 GADA		
LOCAL GOV INVS POOL 4	5,427,565	45.05
FANNIE MAE	1,723,568	14.31
FEDERAL FARM CREDIT BANK	999,681	8.30
FANNIE MAE	736,607	6.11
LOCAL GOV INVS POOL 700	538,724	4.47
FREDDIE MAC	532,440	4.42
FEDERAL HOME LOAN BANK	394,008	3.27
FNMA POOL AJ1622	380,510	3.16
GOVERNMENT NATIONAL MORTGAGE A	265,172	2.20
GNMA POOL 782080	256,996	2.13

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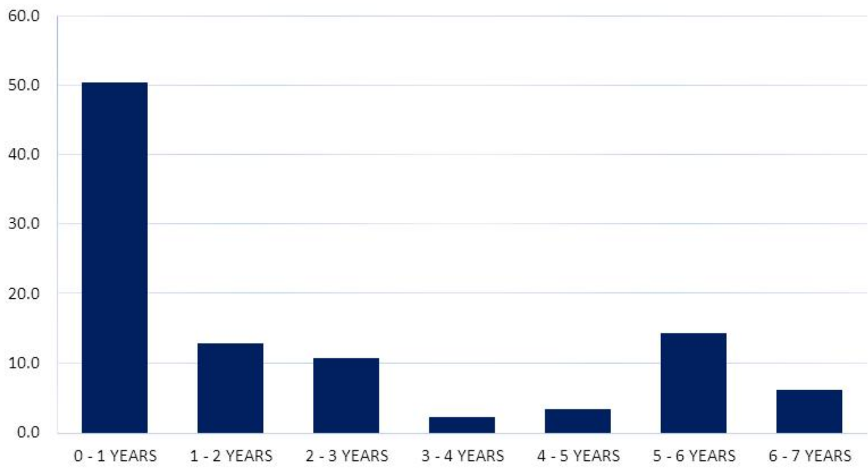
May 31, 2014

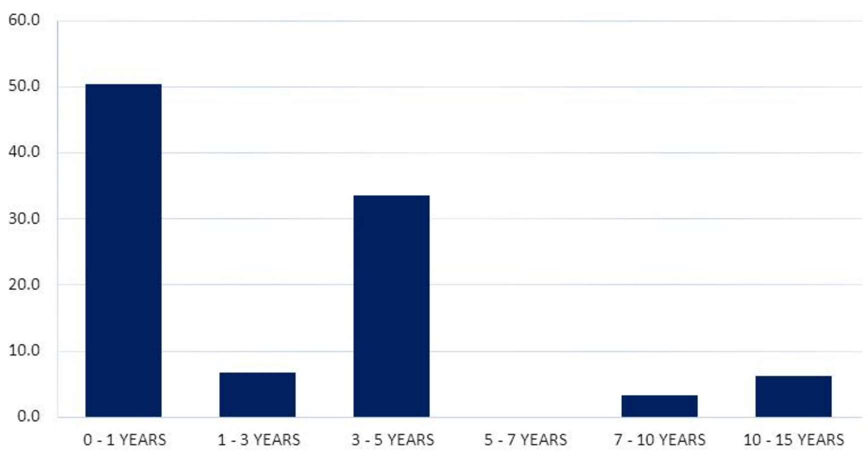
POOL 15 GADA

STATE STREET.

Duration Distribution



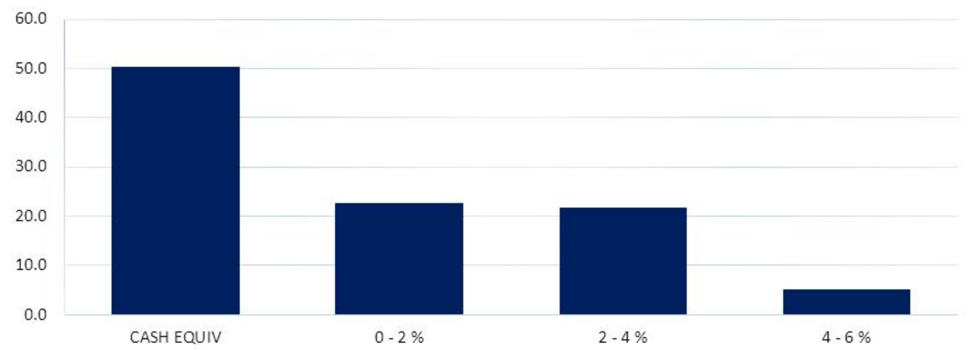
Expected Maturity Distribution



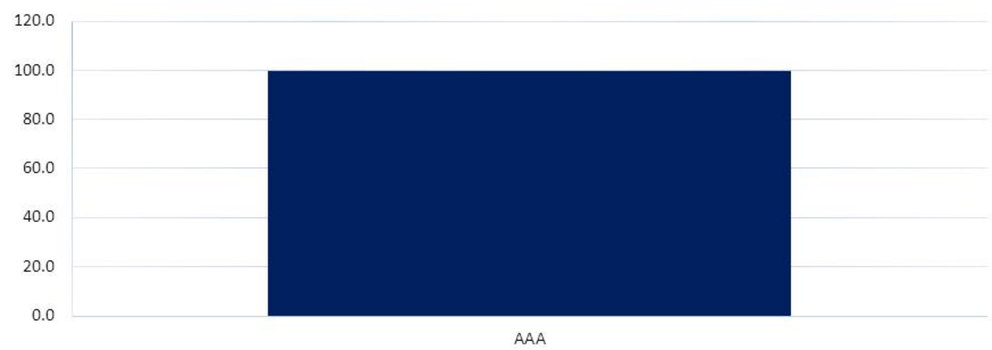
Portfolio Level Characteristics

	POOL 15 GADA
Weighted Average Life	2.60
Coupon	1.23
Effective Duration	2.03
Quality Rating (S&P)	AA+

Coupon Distribution



Rating Distribution



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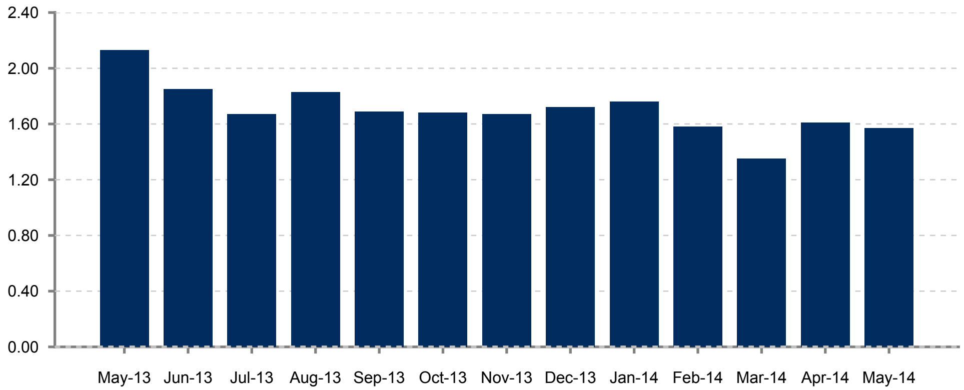
May 31, 2014

POOL 16 ECDHB

STATE STREET.

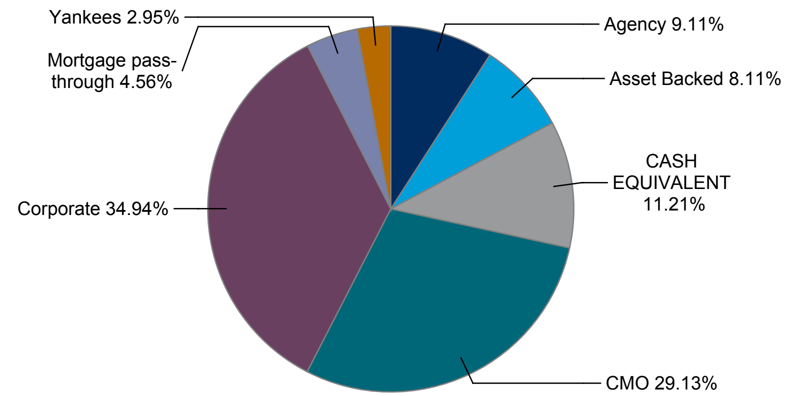
Net Yield



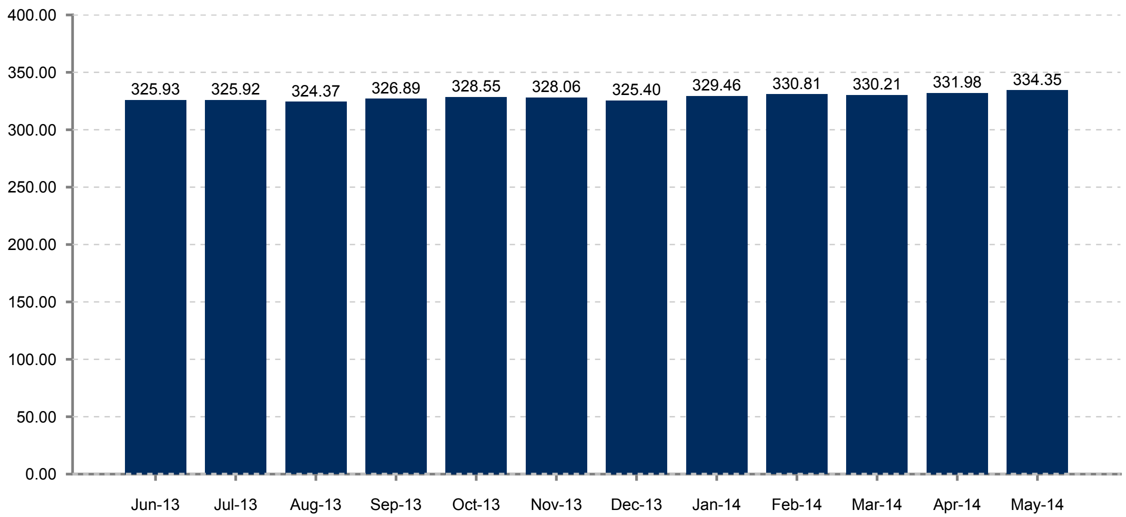
	Current Mth	Prior Mth	1 Year Ago
POOL 16 ECDHB	1.57	1.61	2.13

Asset Allocation

	Ending Market Value
POOL 16 ECDHB	334,347,076



Net Asset Values over Time ($MM)



Top 10 Holdings

Security Name	Ending Market Value	% of Portfolio
POOL 16 ECDHB		
SOUTH STREET	15,000,100	4.49
FREDDIE MAC	10,930,158	3.27
FREDDIEMAC STRIP	9,205,884	2.75
NATIONAL CITY BANK	6,978,943	2.09
FANNIE MAE	6,409,058	1.92
FREDDIE MAC	5,515,166	1.65
FREDDIE MAC	5,238,528	1.57
AT+T INC	5,194,094	1.55
FREDDIE MAC	5,190,505	1.55
FANNIE MAE	5,187,283	1.55

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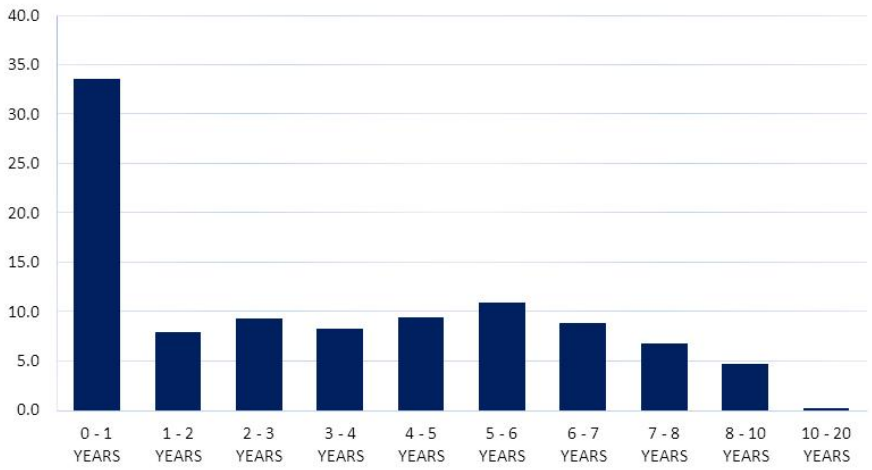
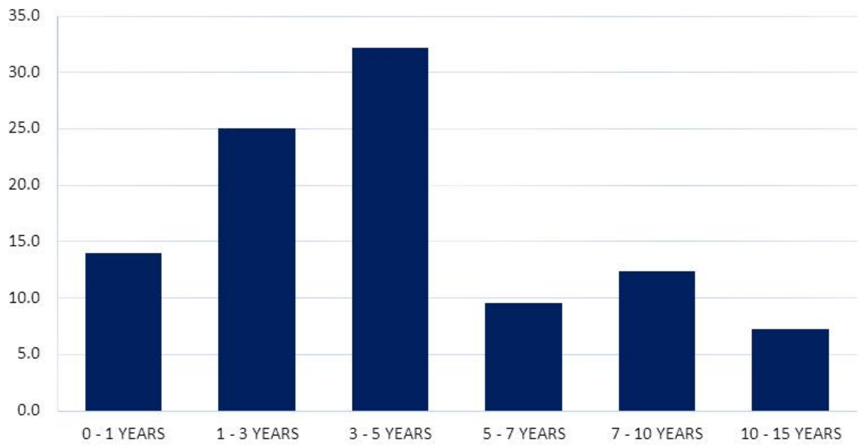
May 31, 2014

POOL 16 ECDHB

Duration Distribution



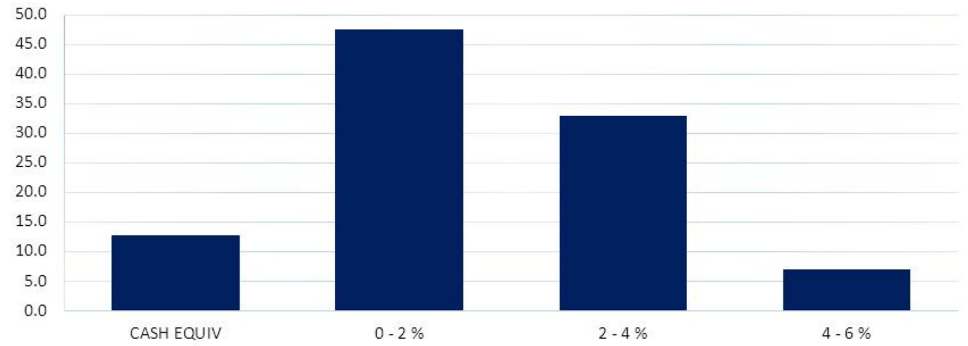
Expected Maturity Distribution



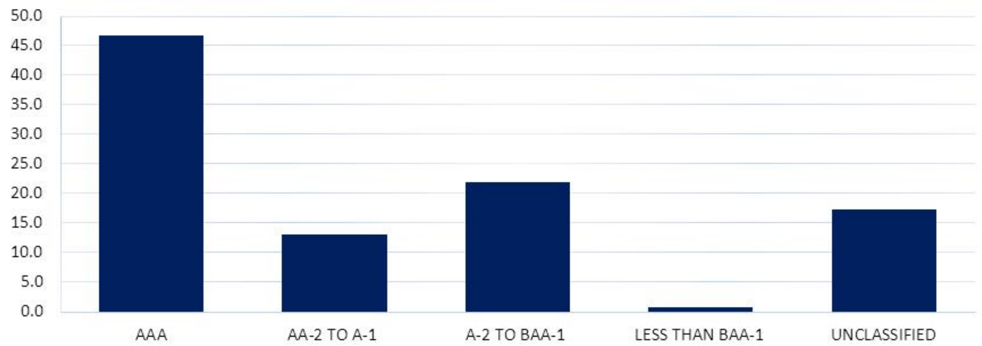
Portfolio Level Characteristics

	POOL 16 ECDHB
Weighted Average Life	4.30
Coupon	1.94
Effective Duration	3.36
Quality Rating (S&P)	AA-

Coupon Distribution



Rating Distribution



LGIP & LGIP- GOV
PORTFOLIO YIELD ANALYSIS
MAY 31, 2014

NET EARNINGS

FUND	DESCRIPTION	Current Month 05/31/14	Prior Month 04/30/14	Prior Year 5/31/13	Net Asset Value Per Share
5	LGIP	110,301	113,036	162,621	1.0000
7	LGIP - GOV	31,528	21,354	61,206	1.0000
	TOTAL LGIP & LGIP-GOV	141,829	134,390	223,827	

YIELDS

	MONTHLY	Current Month 05/31/14	Prior Month 04/30/14	Prior Year 5/31/13
5	LGIP (NET)	0.09%	0.11%	0.13%
	S & P LGIP INDEX	0.05%	0.05%	0.06%
7	LGIP - GOV (NET)	0.04%	0.03%	0.05%
	3 MONTH T-BILL	0.02%	0.02%	0.03%
	YEAR TO DATE			
5	LGIP (NET)	0.12%	0.12%	0.20%
	S & P LGIP INDEX	0.05%	0.05%	0.09%
7	LGIP - GOV (NET)	0.05%	0.05%	0.11%
	3 MONTH T-BILL	0.04%	0.04%	0.08%

* Note: The LGIP-GOV Pool consists of only securities explicitly backed by the full faith & credit of the US Government.

LGIP & LGIP- GOV MEDIUM TERM POOLS
PORTFOLIO YIELD ANALYSIS
MAY 31, 2014

NET EARNINGS

FUND	DESCRIPTION	Current Month 05/31/14	Prior Month 04/30/14	Prior Year 5/31/13	Net Asset Value Per Share
500	LGIP - MED TERM POOL	291,847	281,298	249,836	1.0345
700	LGIP - FF&C MED TERM POOL	142,489	165,626	122,717	1.0073
	TOTAL LGIP MEDIUM TERM POOLS	434,336	446,924	372,553	

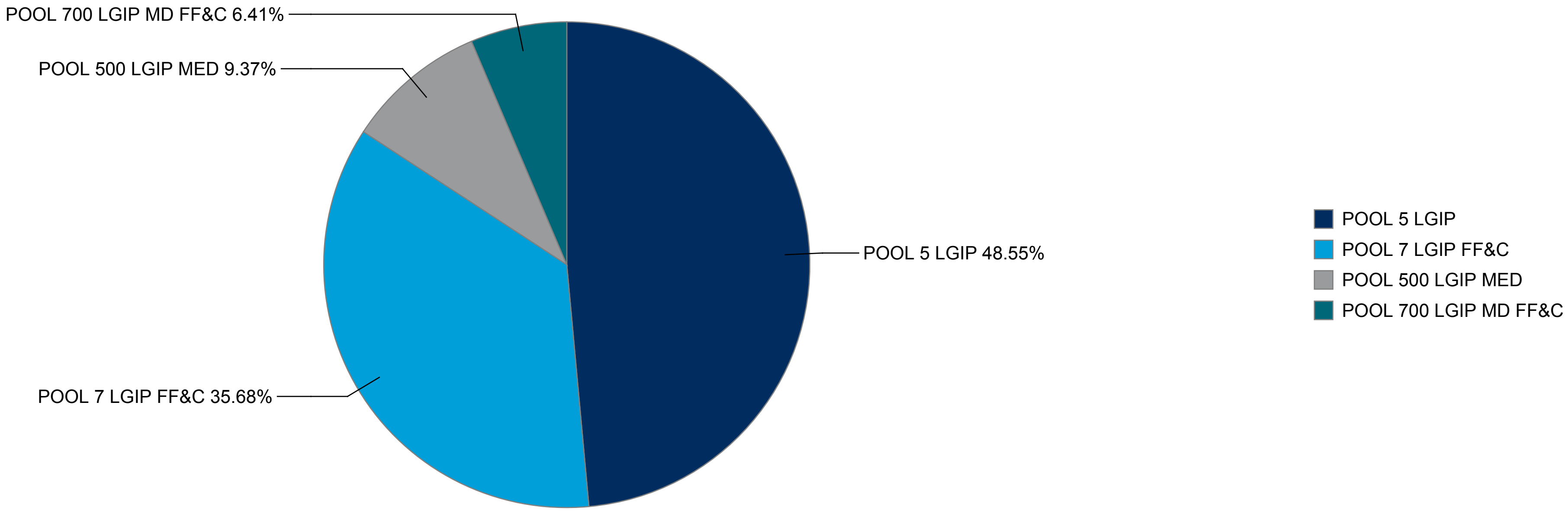
YIELDS

	MONTHLY	Current Month 05/31/14	Prior Month 04/30/14	Prior Year 5/31/13
500	LGIP - MED TERM (NET)	1.30%	1.30%	1.01%
	MERRILL 1-5 US D M INDEX	1.13%	1.22%	1.30%
700	LGIP - FF&C MED TERM (NET)	0.90%	1.08%	0.64%
	75% MERRILL 1-5 US TREAS INDEX / 25% MERRILL US GNMA MORTGAGE BACKED INDEX	1.22%	1.32%	1.08%
	YEAR TO DATE			
500	LGIP - MED TERM (NET)	1.20%	1.19%	1.34%
	MERRILL 1-5 US D M INDEX	1.20%	1.21%	1.04%
700	LGIP - FF&C MED TERM (NET)	0.92%	0.92%	1.05%
	75% MERRILL 1-5 US TREAS INDEX / 25% MERRILL US GNMA MORTGAGE BACKED INDEX	1.28%	1.28%	0.71%

Note: Yield calculation changed from share value to market value. Prior month and prior year shown was also adjusted for comparison purposes.

STATE STREET.

Manager Allocation



	Market Value	% of Portfolio
POOL 5 LGIP	1,422,749,191	48.5
POOL 7 LGIP FF&C	1,045,539,339	35.7
POOL 500 LGIP MED	274,493,755	9.4
POOL 700 LGIP MD FF&C	187,913,368	6.4
TOTAL LGIP	2,930,695,652	100.0

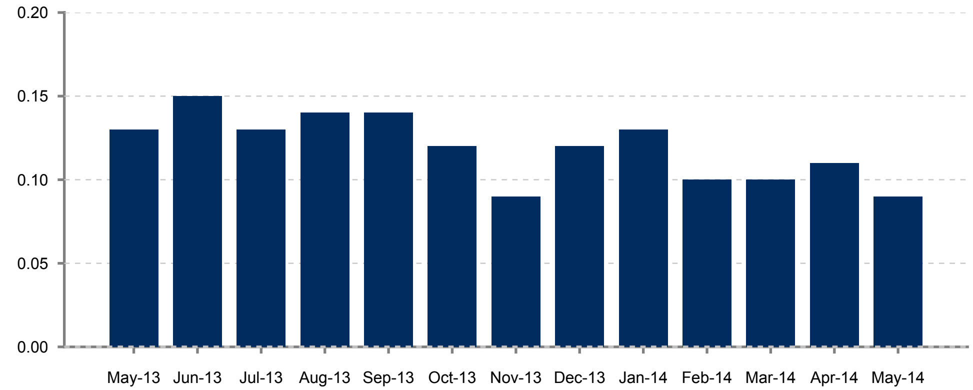
OFFICE OF THE ARIZONA STATE TREASURER

May 31, 2014

POOL 5 LGIP

STATE STREET.

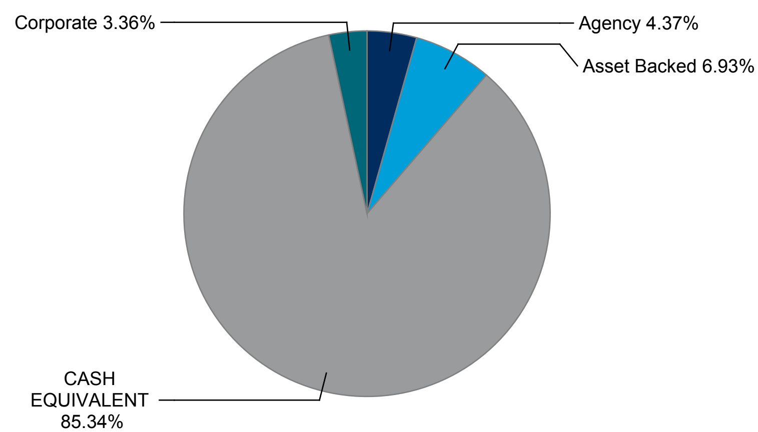
Net Yield



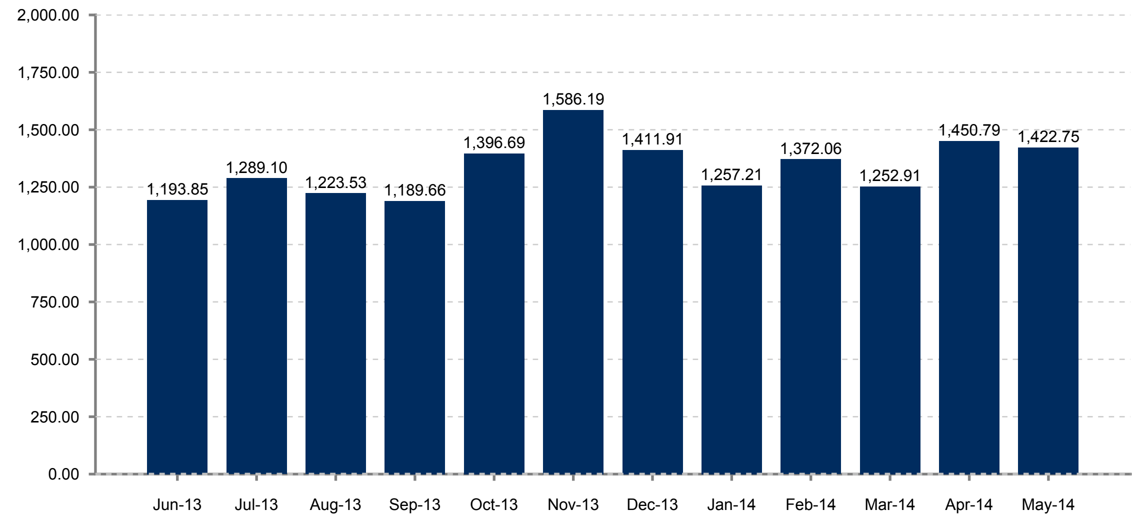
	Current Mth	Prior Mth	1 Year Ago
POOL 5 LGIP	0.09	0.11	0.13

Asset Allocation

	Ending Market Value
POOL 5 LGIP	1,422,749,191



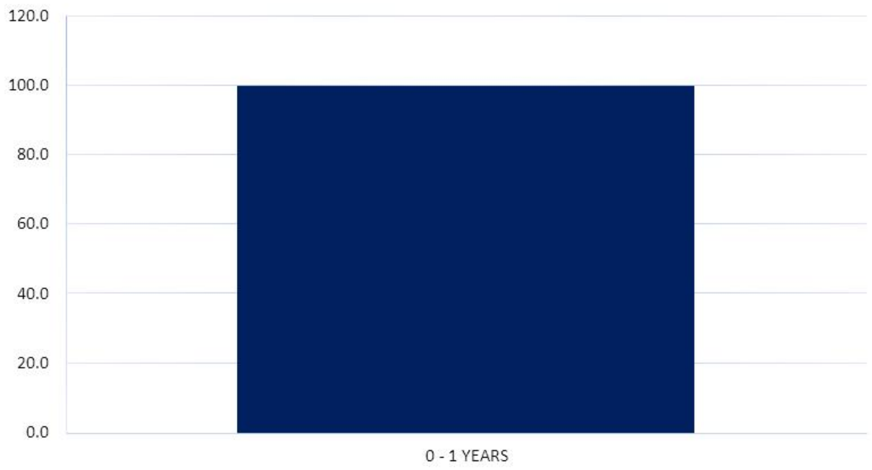
Net Asset Values over Time ($MM)



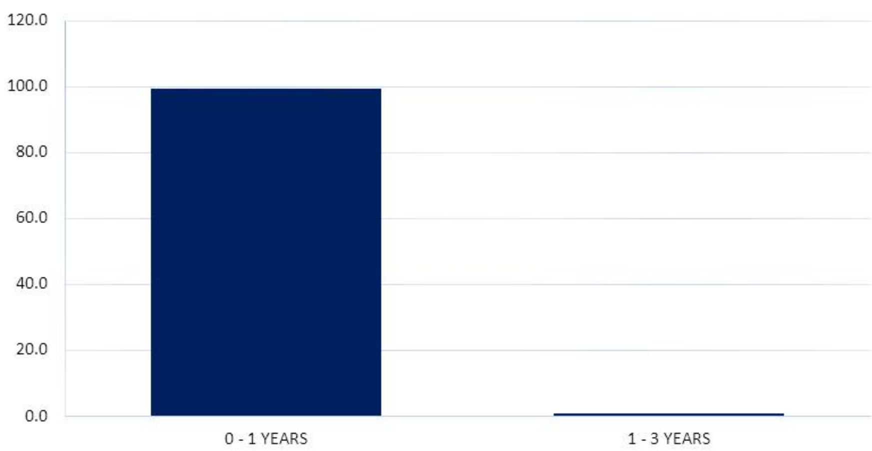
Top 10 Holdings

Security Name	Ending Market Value	% of Portfolio
POOL 5 LGIP		
WELLS FARGO	112,188,975	7.89
DEUTSCHE BANK	100,004,167	7.03
BANK OF AMERICA	100,001,667	7.03
DEUTSCHE BANK	100,000,389	7.03
FEDERAL HOME LOAN BANK	50,001,110	3.51
FANNIE DISCOUNT NOTE	34,999,067	2.46
DEUTSCHE BANK	25,000,125	1.76
FED HOME LN DISCOUNT NT	24,998,800	1.76
SALISBURY RECEIVABLES CO	19,999,000	1.41
FREDDIE MAC DISCOUNT NT	17,257,473	1.21

Duration Distribution



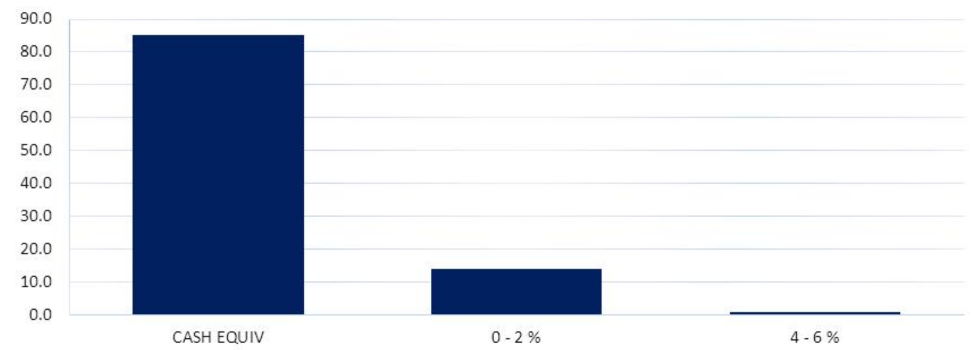
Expected Maturity Distribution



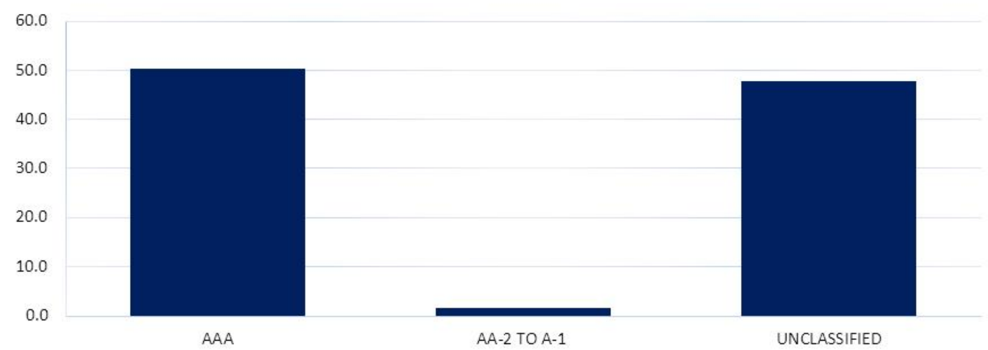
Portfolio Level Characteristics

	POOL 5 LGIP
Weighted Average Life	0.11
Coupon	0.22
Effective Duration	0.10
Quality Rating (S&P)	AA

Coupon Distribution



Rating Distribution

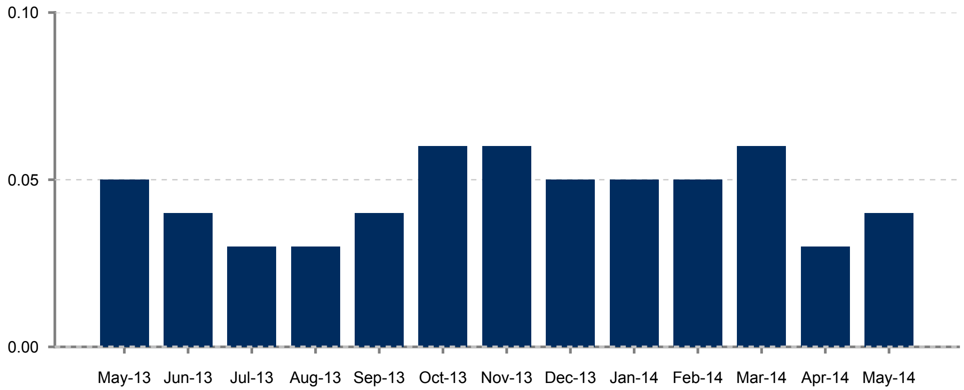


OFFICE OF THE ARIZONA STATE TREASURER

May 31, 2014

POOL 7 LGIP FF&C

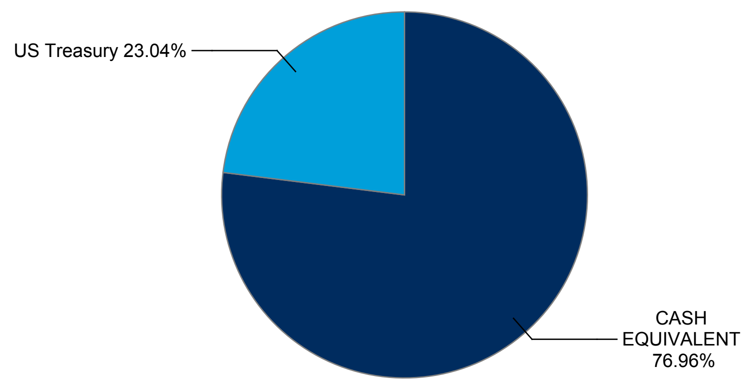
Net Yield



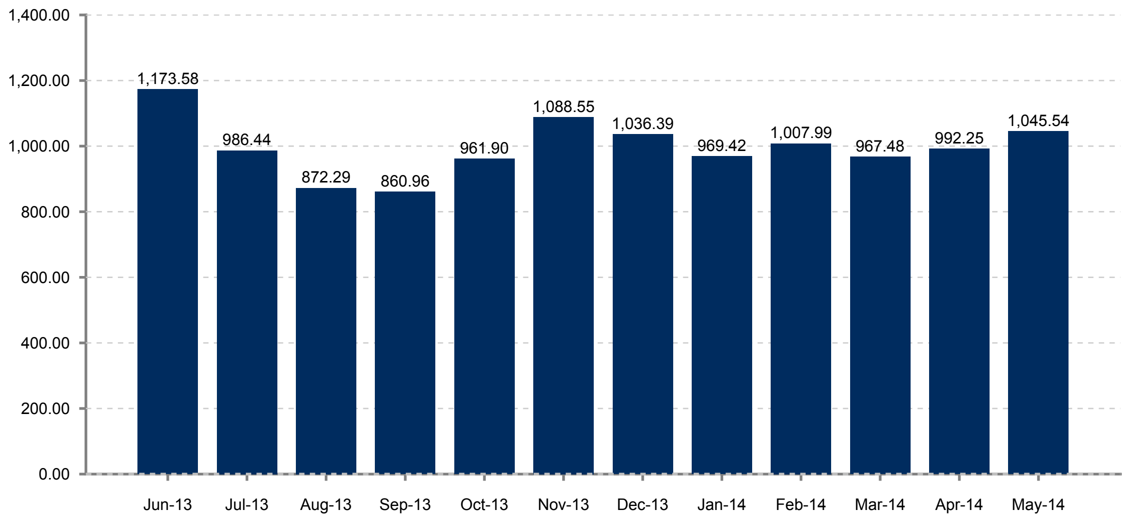
	Current Mth	Prior Mth	1 Year Ago
POOL 7 LGIP FF&C	0.04	0.03	0.05

Asset Allocation

	Ending Market Value
POOL 7 LGIP FF&C	1,045,539,339



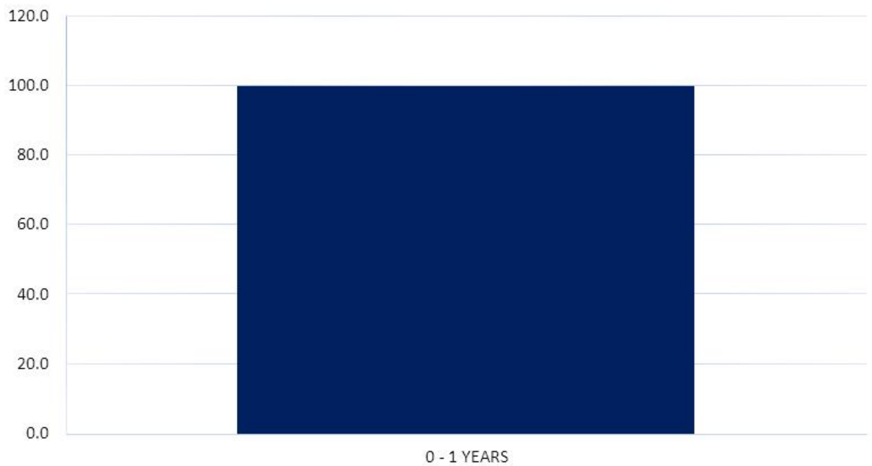
Net Asset Values over Time ($MM)



Top 10 Holdings

Security Name	Ending Market Value	% of Portfolio
POOL 7 LGIP FF&C		
NOMURA	200,001,000	19.13
SOUTH STREET	200,001,000	19.13
US TREASURY N/B	101,125,000	9.67
BANK OF AMERICA	96,401,160	9.22
ALLIANCE BANK OF ARIZONA MONEY	83,245,482	7.96
DEUTSCHE BANK	75,000,375	7.17
US TREASURY N/B	50,578,111	4.84
US TREASURY N/B	50,058,122	4.79
TREASURY BILL	49,992,477	4.78
TREASURY BILL	24,999,053	2.39

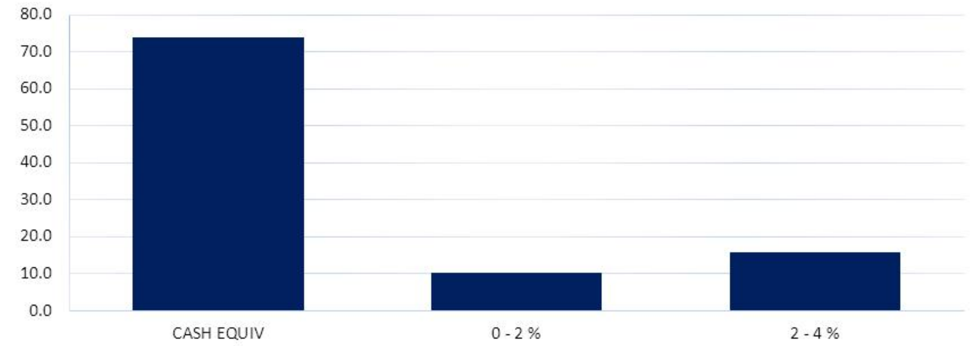
Duration Distribution



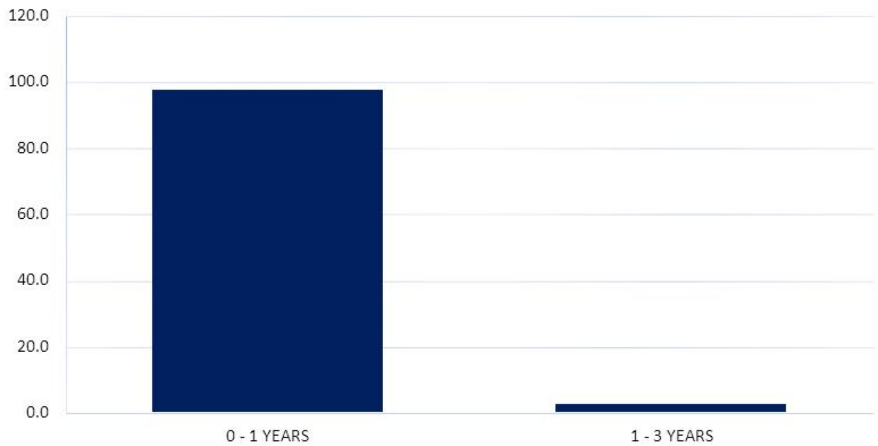
Portfolio Level Characteristics

	POOL 7 LGIP FF&C
Weighted Average Life	0.10
Coupon	0.60
Effective Duration	0.06
Quality Rating (S&P)	AA+

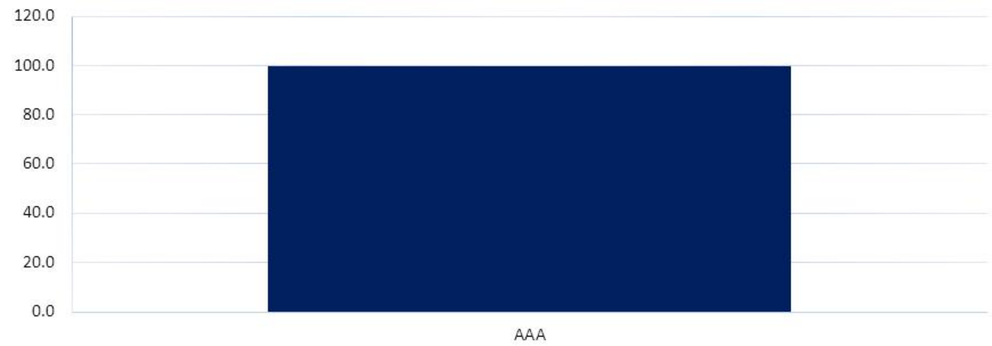
Coupon Distribution



Expected Maturity Distribution



Rating Distribution



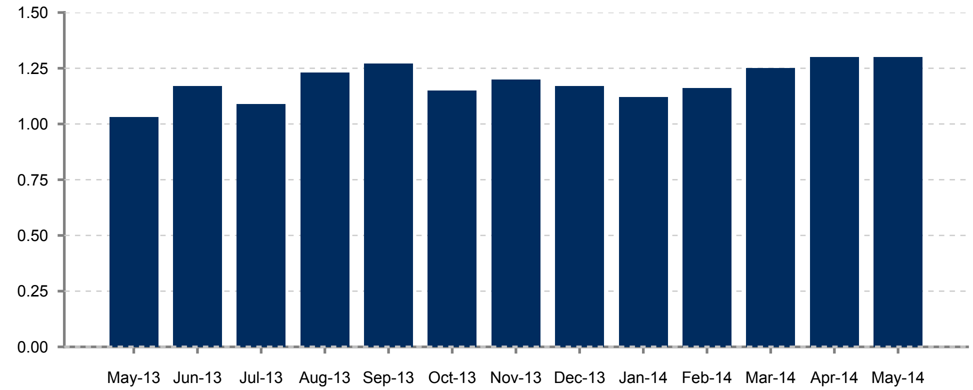
OFFICE OF THE ARIZONA STATE TREASURER

May 31, 2014

POOL 500 LGIP MED

STATE STREET.

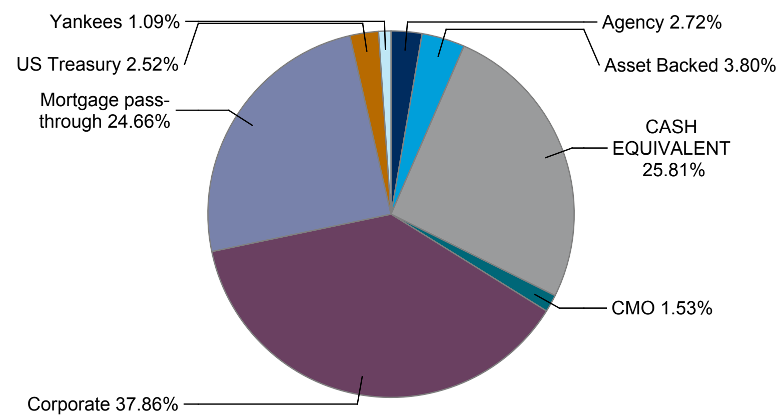
Net Yield



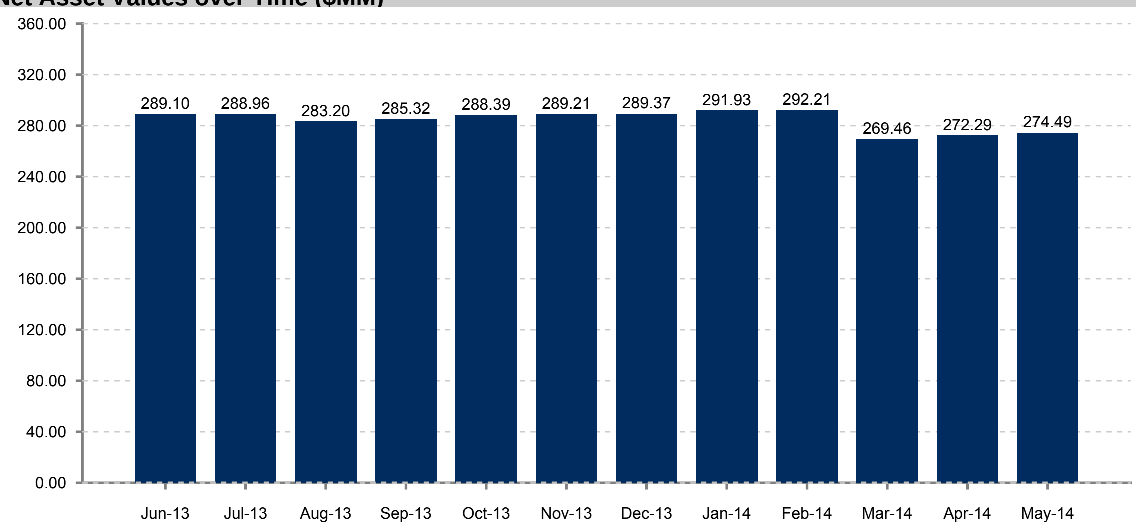
	Current Mth	Prior Mth	1 Year Ago
POOL 500 LGIP MED	1.30	1.30	1.03

Asset Allocation

	Ending Market Value
POOL 500 LGIP MED	274,493,755



Net Asset Values over Time ($MM)

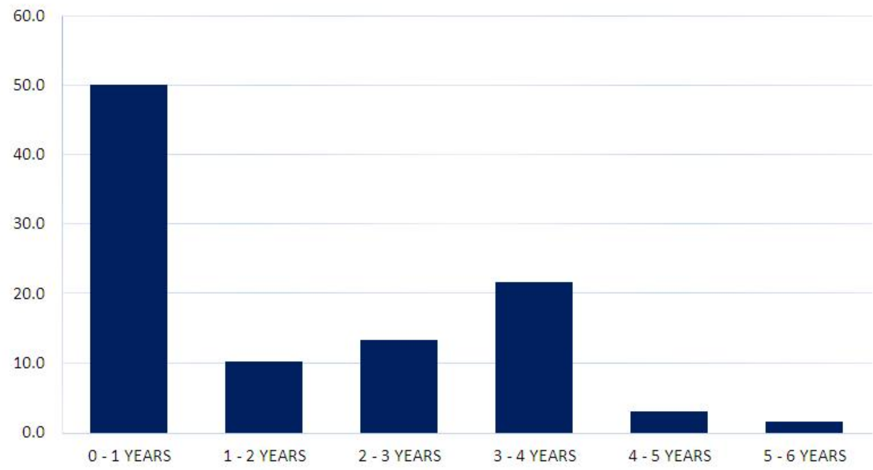


Top 10 Holdings

Security Name	Ending Market Value	% of Portfolio
POOL 500 LGIP MED		
SOUTH STREET	29,000,193	10.56
FNMA POOL AB5991	11,741,917	4.28
FNMA POOL AE7578	7,729,226	2.82
ABBEY NATIONAL NA LL	4,996,945	1.82
INSTITUTIONAL SECURED	4,996,667	1.82
RIDGEFIELD FUNDING CO	4,994,983	1.82
FED HM LN PC POOL G18465	4,665,107	1.70
FED HM LN PC POOL Q09530	4,359,112	1.59
FREDDIE MAC	4,219,523	1.54
SAMSUNG ELECTRON AMERICA	4,035,741	1.47

STATE STREET.

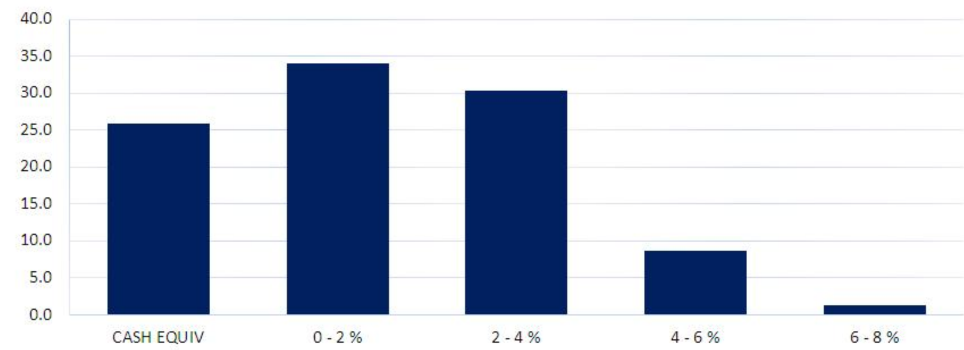
Duration Distribution



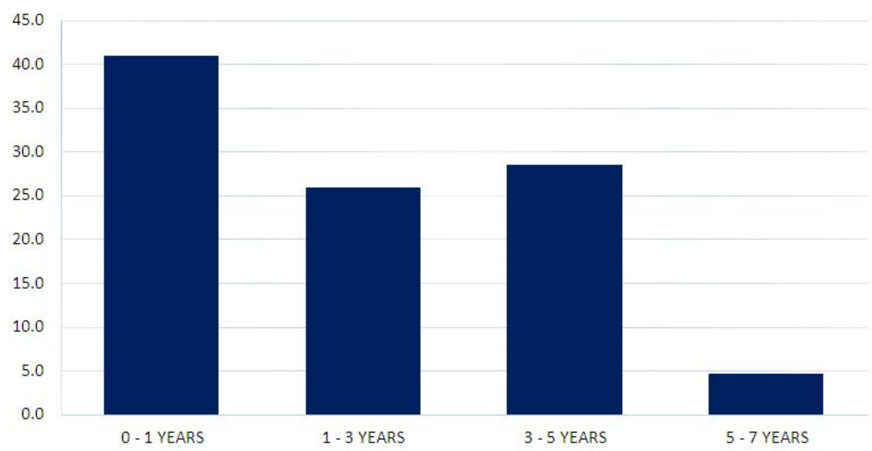
Portfolio Level Characteristics

	POOL 500 LGIP MED
Weighted Average Life	2.02
Coupon	1.82
Effective Duration	1.64
Quality Rating (S&P)	AA-

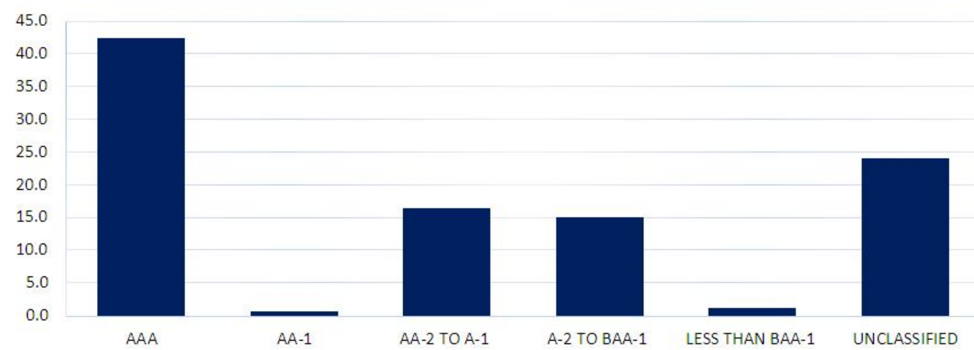
Coupon Distribution



Expected Maturity Distribution



Rating Distribution



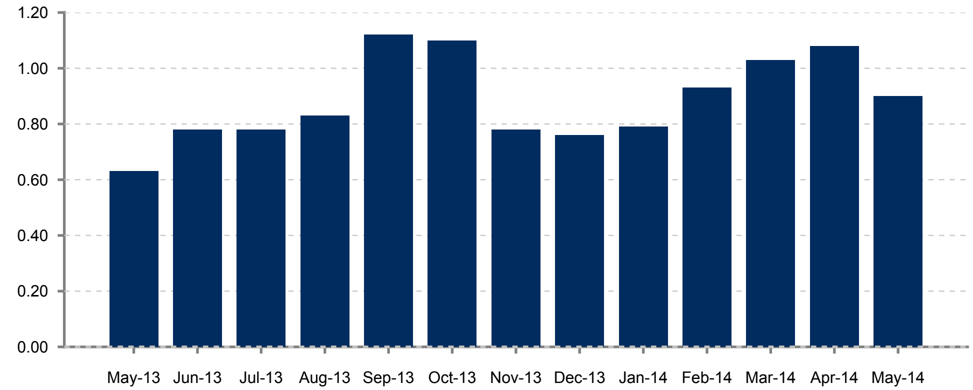
OFFICE OF THE ARIZONA STATE TREASURER

May 31, 2014

POOL 700 LGIP MD FF&C

STATE STREET.

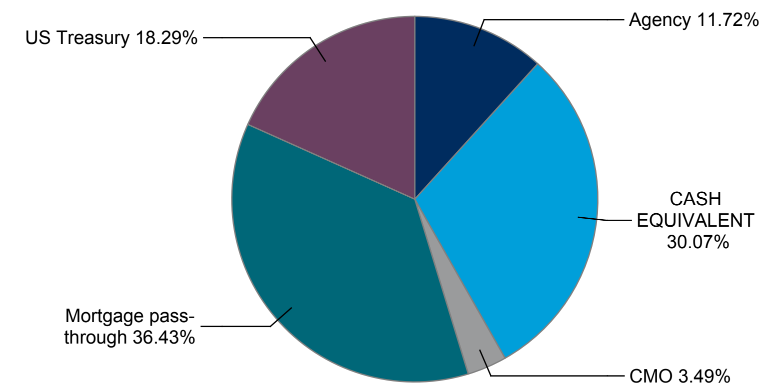
Net Yield



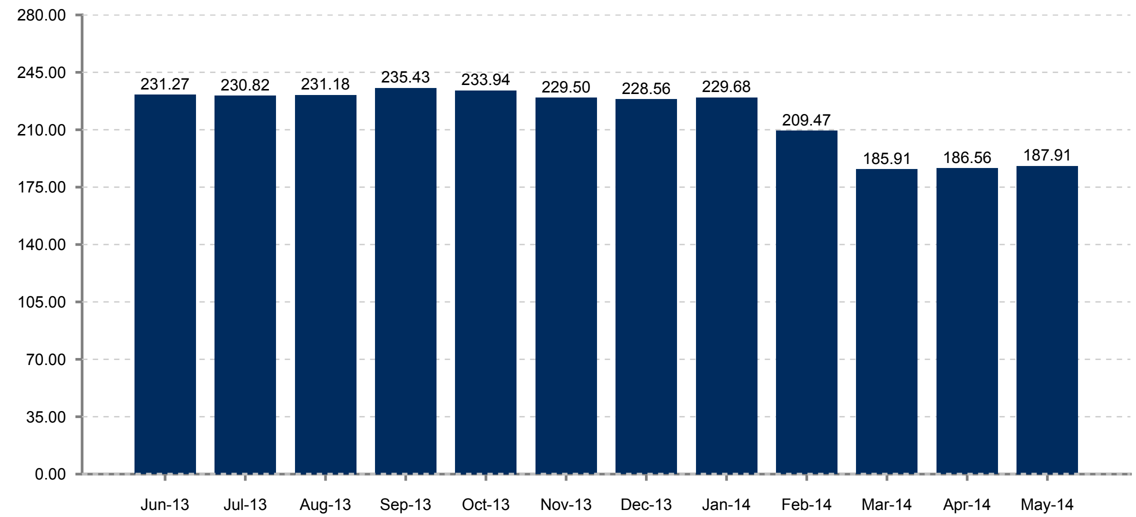
	Current Mth	Prior Mth	1 Year Ago
POOL 700 LGIP MD FF&C	0.90	1.08	0.63

Asset Allocation

	Ending Market Value
POOL 700 LGIP MD FF&C	187,913,368



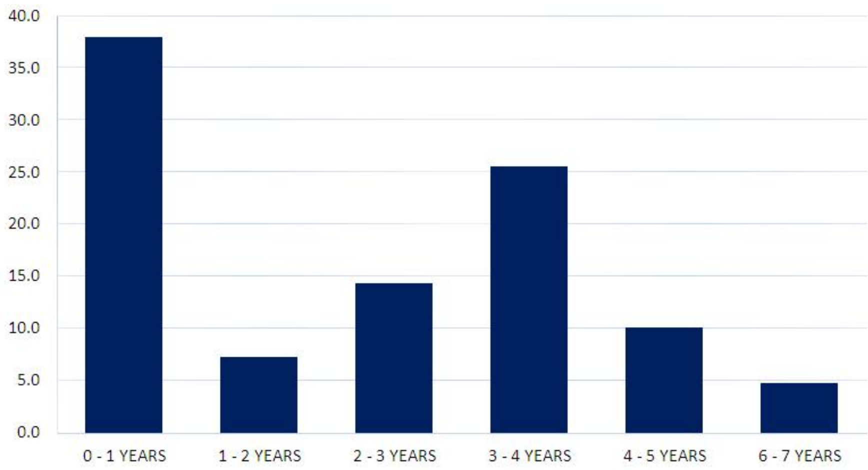
Net Asset Values over Time ($MM)



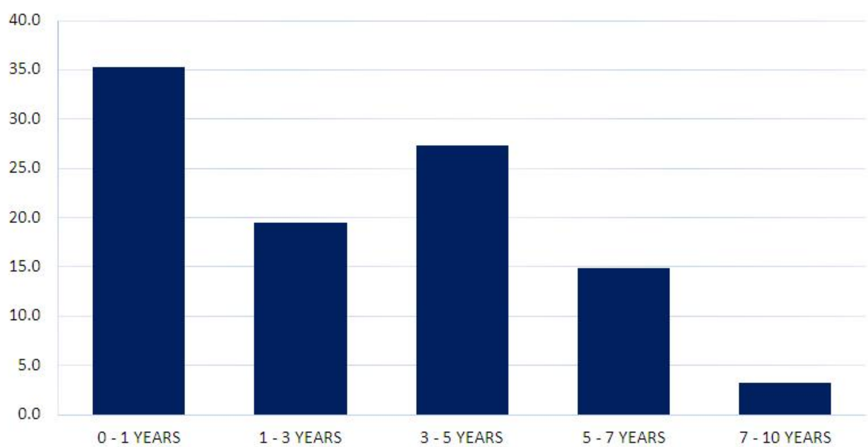
Top 10 Holdings

Security Name	Ending Market Value	% of Portfolio
POOL 700 LGIP MD FF&C		
WELLS FARGO	39,000,130	20.75
FDIC US BANK CDARS ACCOUNT	15,129,459	8.05
GNMA II POOL 004849	6,829,381	3.63
GNMA II POOL MA0213	6,664,001	3.55
GOVERNMENT NATIONAL MORTGAGE A	6,094,585	3.24
US TREASURY N/B	5,321,113	2.83
US TREASURY N/B	4,964,591	2.64
AID ISRAEL	4,895,795	2.61
GNMA II POOL MA0008	4,279,912	2.28
GNMA POOL AA8339	4,235,466	2.25

Duration Distribution



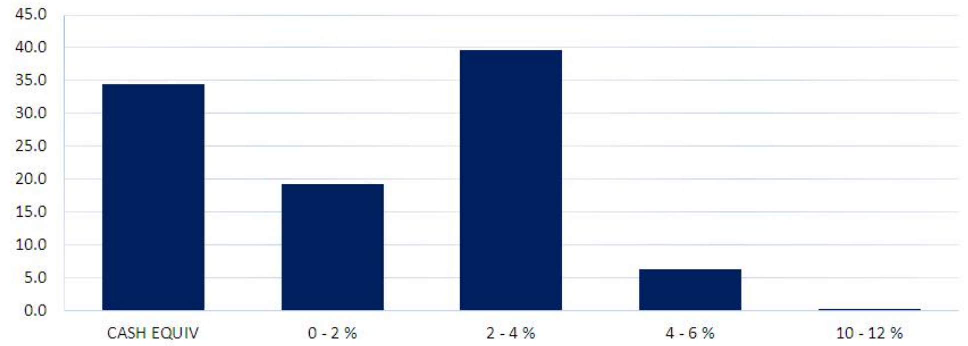
Expected Maturity Distribution



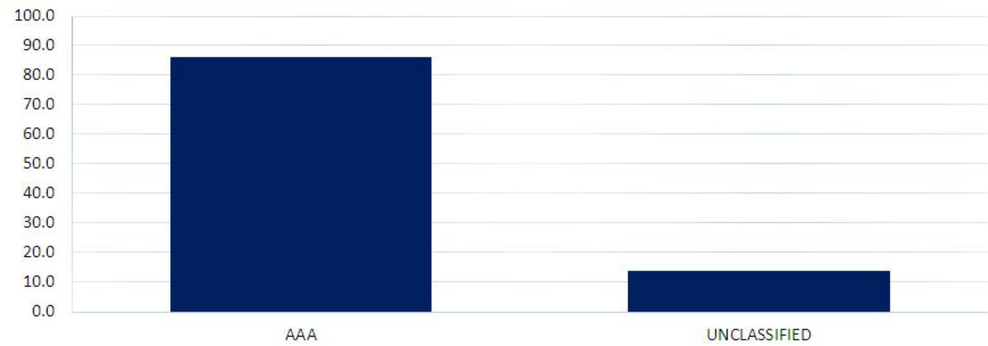
Portfolio Level Characteristics

	POOL 700 LGIP MD FF&C
Weighted Average Life	2.52
Coupon	1.84
Effective Duration	2.11
Quality Rating (S&P)	AA+

Coupon Distribution



Rating Distribution



EARNINGS DISTRIBUTED
ENDOWMENT FUNDS
MAY 2014

Recipient		Distributed in Current Month MAY 2014	Fiscal YTD 13/14	Fiscal YTD 12/13
101	A & M Colleges	$17,813	$195,940	$188,145
102	State Hospital	$10,553	$116,086	$107,016
103	Leg., Exec., & Jud.	$14,367	$158,034	$151,688
104	Military Institute	$1,003	$11,037	$10,669
105	Miners Hospital	$27,751	$305,263	$256,449
107	Normal School ASU/NAU	$6,218	$68,400	$63,975
108	Penitentiaries	$20,501	$225,511	$209,585
109	Permanent Common School	$5,648,484	$62,133,324	$56,471,100
110	School for Deaf & Blind	$8,889	$97,778	$92,049
111	School of Mines	$20,138	$221,515	$212,417
112	State Charitable-Pioneers Home	$98,076	$1,078,841	$1,018,450
112	State Charitable-Corrections	$49,038	$539,420	$509,225
112	State Charitable-Youth Treatment	$49,038	$539,420	$509,225
113	University Fund	$33,169	$364,864	$343,618
114	U of A Land - 1881	$81,012	$891,137	$792,793
	Total	**$6,086,052**	**$66,946,572**	**$60,936,406**

Posted in USAS in current month

NET REALIZED CAPITAL GAINS / LOSSES - ENDOWMENT FUNDS

Endowment Fund	May-14 NET GAIN(LOSS)	May-13 NET GAIN(LOSS)
Fixed Income Pool	(159,604)	**(271,972)**
500 Large-Cap Fund	897,898	**109,086**
400 Mid-Cap Fund	(445,764)	**5,412,249**
600 Small-Cap Fund	306,852	**2,597,234**
Totals	**599,382**	**7,846,597**

Endowment Fund	2013/2014 FISCAL YEAR TO DATE GAINS(LOSSES)	2012/ 2013 FISCAL YEAR TO DATE GAINS(LOSSES)
Fixed Income Pool	(307,619)	**423,596**
500 Large-Cap Fund	45,190,179	**4,924,407**
400 Mid-Cap Fund	56,993,667	**23,643,336**
600 Small-Cap Fund	23,387,302	**9,558,552**
Totals	**125,263,529**	**38,549,891**

ENDOWMENT FUNDS FIXED-INCOME POOL
PURCHASES & SALES
Month of May 2014

I. Endowment Funds Purchases

SECURITY DESCRIPTION	RATE	MATURITY	*WAL YEARS	PAR VALUE	PURCHASE COST	YIELD	MOODY'S / S&P RATING
FNMA MTG	3.50	12/25/2031	4.26	$4,122,942	$4,368,917	2.01%	Aaa/AA+
FNMA MTG	3.50	1/25/2029	7.47	$4,934,561	$5,210,485	2.65%	Aaa/AA+
FHR MTG	3.00	12/15/2043	4.49	$4,750,295	$4,918,338	2.17%	Aaa/AA+
WFRBS CMT	3.56	3/15/2048	8.73	$7,400,000	$7,500,505	3.42%	NR/AAA
TOTAL ENDOWMENT FUNDS PURCHASES				**$21,207,798**	**$21,998,245**		

II. Endowment Funds Sales

SECURITY DESCRIPTION	RATE	MATURITY	PAR VALUE	AMORTIZED COST/PROCEEDS	SALES GAINS/(LOSSES)	MOODY'S / S&P RATING
US TREAS	4.25	8/15/2014	$10,000,000	$10,211,516	$56,233	Aaa/AA+
CHARTA	0.00	5/13/2014	$10,000,000	$9,999,974	$40	P1/A1
DEUTSCHE BANK	0.00	5/30/2014	$5,000,000	$4,999,863	$236	P1/A1
TOTAL ENDOWMENT FUNDS SALES			**$25,000,000**	**$25,211,352**	**$56,509**	

*WAL is the weighted average life of the security based on the Bloomberg calculation at the time the trade is executed. The calculation is usec
only with mortgage-backed pass-through/CMO securities.

EQUITY FUNDS
PURCHASES & SALES
Month of May 2014

I. Equity Fund Purchases

	SHARES	PURCHASE COST	COMMISSIONS
400 Mid-Cap Fund	244,977	$6,139,372	$1,355
500 Large-Cap Fund	25,917	$1,837,598	$194
600 Small-Cap Fund	147,513	$2,352,209	$1,106
TOTAL EQUITY PURCHASES	**418,407**	**$10,329,178**	**$2,655**

II. Equity Funds Sales

	SHARES	SALES AMOUNT	COMMISSIONS
400 Mid-Cap Fund	726,785	$7,325,122	$2,096
500 Large-Cap Fund	102,094	$2,856,218	$219
600 Small-Cap Fund	114,897	$1,623,740	$572
TOTAL EQUITY SALES	**943,776**	**$11,805,080**	**$2,888**

ENDOWMENT FUNDS
INVESTMENTS OUTSTANDING
MAY 31, 2014
(In Thousands)

FUND	NAME OF FUND	SHARES OUTSTANDING	BOOK VALUE	MARKET VALUE	UNREALIZED GAINS (LOSSES)	**Mkt Value/ Book Value**
101	A & M Colleges					
	Shares in Equity Pools	488	3,373	7,299	3,926	
	Shares in Fixed Income Pools	4,412	3,063	4,618	1,555	
	Total	4,900	6,436	11,917	5,481	**1.852**
102	State Hospital					
	Shares in Equity Pools	316	2,216	4,733	2,518	
	Shares in Fixed Income Pools	2,742	2,009	2,870	861	
	Total	3,059	4,225	7,604	3,379	**1.800**
103	Leg., Exec, & Jud					
	Shares in Equity Pools	395	2,950	5,913	2,963	
	Shares in Fixed Income Pools	3,799	2,650	3,976	1,326	
	Total	4,194	5,600	9,889	4,288	**1.766**
104	Military Institute					
	Shares in Equity Pools	26	190	389	200	
	Shares in Fixed Income Pools	256	170	268	98	
	Total	282	360	658	298	**1.828**
105	Miners Hospital					
	Shares in Equity Pools	1,117	9,831	16,715	6,884	
	Shares in Fixed Income Pools	9,844	8,377	10,302	1,925	
	Total	10,960	18,208	27,017	8,809	**1.484**
107	Normal School ASU/NAU					
	Shares in Equity Pools	189	1,419	2,832	1,413	
	Shares in Fixed Income Pools	1,727	1,271	1,807	536	
	Total	1,916	2,690	4,639	1,949	**1.724**
108	Penitentiaries					
	Shares in Equity Pools	729	5,859	10,911	5,052	
	Shares in Fixed Income Pools	6,611	5,241	6,919	1,678	
	Total	7,339	11,100	17,829	6,730	**1.606**

ENDOWMENT FUNDS
INVESTMENTS OUTSTANDING
MAY 31, 2014
(In Thousands)

	NAME OF FUND	SHARES OUTSTANDING	BOOK VALUE	MARKET VALUE	UNREALIZED GAINS (LOSSES)	**Mkt Value/ Book Value**
109	Permanent Common School					
	Shares in Equity Pools	182,468	1,427,384	2,731,287	1,303,903	
	Shares in Fixed Income Pools	1,631,600	1,289,059	1,707,643	418,584	
	Total	1,814,068	2,716,442	4,438,930	1,722,487	**1.634**
110	School for Deaf & Blind					
	Shares in Equity Pools	255	1,866	3,821	1,955	
	Shares in Fixed Income Pools	2,386	1,682	2,497	815	
	Total	2,641	3,548	6,318	2,770	**1.781**
111	School of Mines					
	Shares in Equity Pools	548	4,064	8,207	4,142	
	Shares in Fixed Income Pools	5,087	3,680	5,324	1,644	
	Total	5,635	7,744	13,531	5,787	**1.747**
112	State Charitable					
	Shares in Equity Pools	5,548	41,545	83,053	41,508	
	Shares in Fixed Income Pools	48,817	37,956	51,093	13,136	
	Total	54,366	79,501	134,145	54,644	**1.687**
113	University Fund					
	Shares in Equity Pools	993	7,779	14,858	7,079	
	Shares in Fixed Income Pools	9,210	6,850	9,639	2,789	
	Total	10,203	14,629	24,497	9,868	**1.675**
114	U Of A Land - 1881					
	Shares in Equity Pools	3,437	31,532	51,443	19,911	
	Shares in Fixed Income Pools	31,553	26,289	33,023	6,734	
	Total	34,989	57,821	84,466	26,645	**1.461**
	TOTALS - ALL FUNDS					
	Shares in Equity Pools	196,509	1,540,008	2,941,461	1,401,453	
	Shares in Fixed Income Pools	1,758,043	1,388,297	1,839,979	451,682	
	Grand Total	**1,954,552**	**2,928,304**	**4,781,439**	**1,853,135**	
	PRIOR YEAR: MAY 2013 BALANCES	**1,739,328**	**2,779,979**	**4,206,231**	**1,426,252**	

ENDOWMENT FUNDS
INVESTMENTS OUTSTANDING
MAY 31, 2014

ASSET ALLOCATION PERCENTAGE

	SHARES OUTSTANDING	BOOK VALUE	MARKET VALUE	**MAY 2013 MARKET VALUE**
Shares in Equity Pools	10.05%	52.59%	61.52%	**63.43%**
Shares in Fixed Income Pools	89.95%	47.41%	38.48%	**36.57%**
Total	**100.00%**	**100.00%**	**100.00%**	**100.00%**

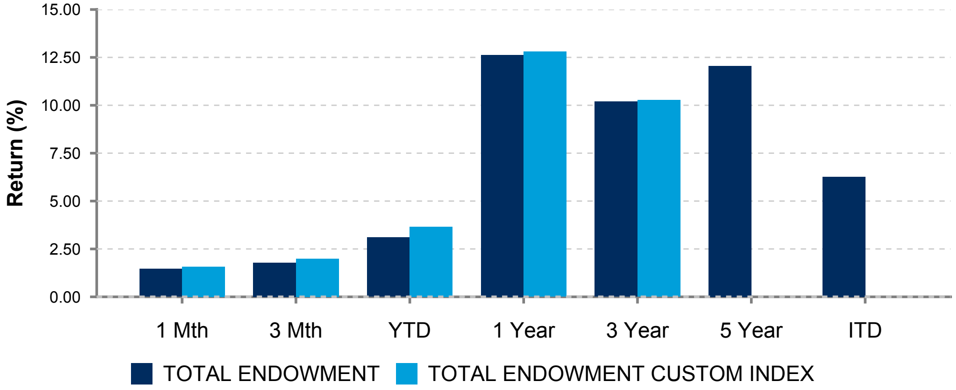
OFFICE OF THE ARIZONA STATE TREASURER

May 31, 2014

Total Endowment Summary

STATE STREET.

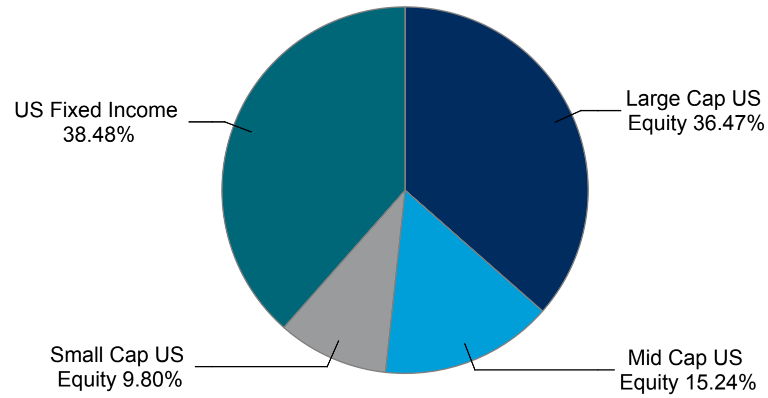
Performance



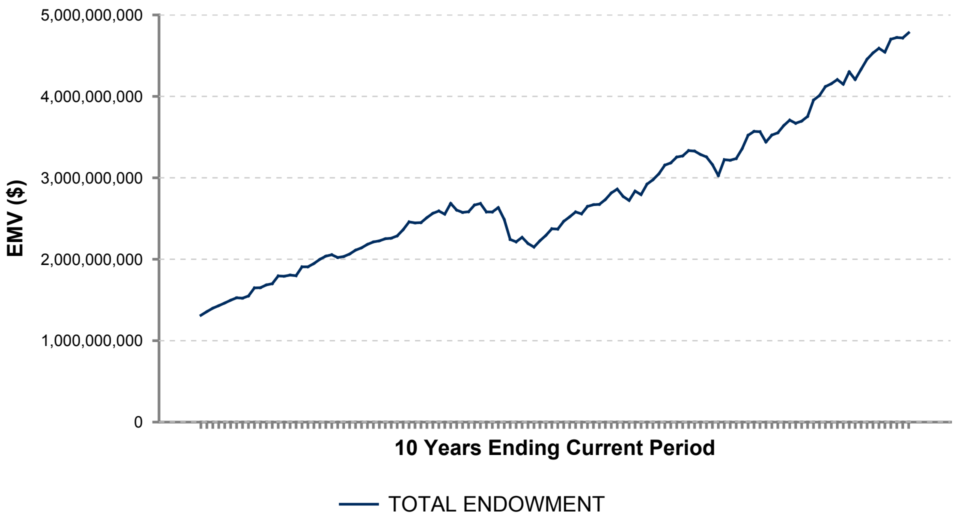
	1 Mth	3 Mth	YTD	1 Year	3 Year	5 Year	ITD	Incept Date
TOTAL ENDOWMENT	1.46	1.78	3.10	12.63	10.19	12.06	6.26	07/99
TOTAL ENDOWMENT CUSTOM INDEX	1.58	2.00	3.66	12.80	10.27			07/99
Excess	-0.11	-0.22	-0.56	-0.16	-0.08			

Asset Allocation

	Ending Market Value
TOTAL ENDOWMENT	4,781,439,448

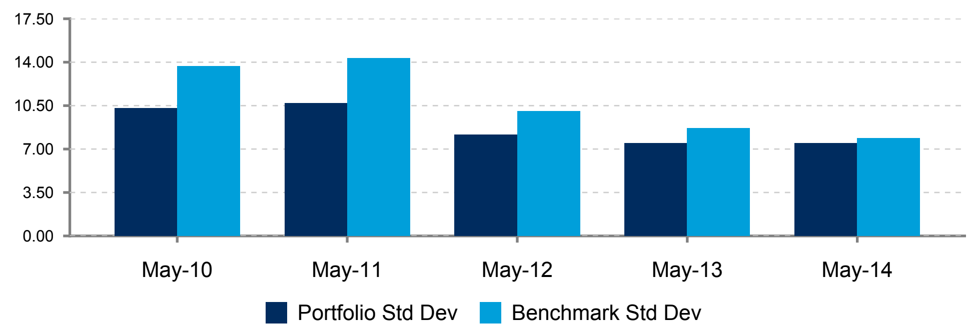


Ending Market Value



3 Year Risk Statistics

	Return	Portfolio Std Dev	Benchmark Std Dev	Sharpe Ratio	Beta	Tracking Error	Information Ratio
TOTAL ENDOWMENT	10.19	7.46	7.87	1.36	0.94	0.75	-0.11



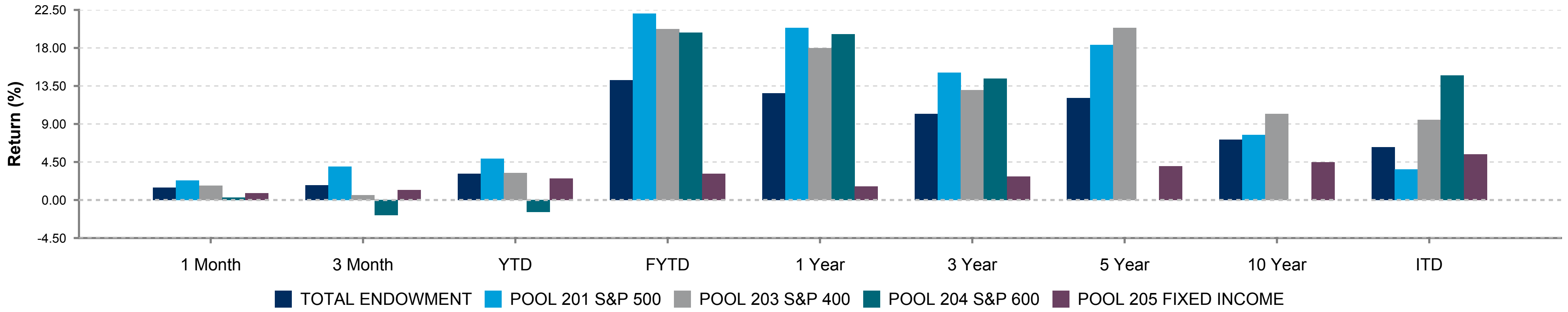
OFFICE OF THE ARIZONA STATE TREASURER

May 31, 2014

Total Returns Net Mgr

STATE STREET.

Return Comparison



	Market Value	Actual Weight	1 Mth	3 Mth	YTD	FYTD	1 Year	3 Year	5 Year	10 Year	ITD	Inc Date
TOTAL ENDOWMENT	4,781,439,448	100.00	1.46	1.78	3.10	14.18	12.63	10.19	12.06	7.14	6.26	Jul-01-99
TOTAL ENDOWMENT CUSTOM INDEX			1.58	2.00	3.66	14.34	12.80	10.27				Jul-01-99
Excess			-0.11	-0.22	-0.56	-0.16	-0.16	-0.08				
POOL 201 S&P 500	1,744,000,895	36.47	2.33	3.96	4.92	22.06	20.41	15.11	18.38	7.70	3.62	Jul-01-99
S&P 500 INDEX (DAILY)			2.35	3.97	4.97	22.09	20.45	15.15	18.40	7.77	4.23	Jul-01-99
Excess			-0.01	-0.01	-0.05	-0.02	-0.03	-0.04	-0.01	-0.07	-0.61	
POOL 203 S&P 400	728,794,602	15.24	1.73	0.60	3.20	20.27	18.00	13.01	20.41	10.21	9.48	Aug-01-01
S&P 400 MIDCAP INDEX (DAILY)			1.78	0.55	3.23	20.26	18.04	12.94	20.84	10.31	9.50	Aug-01-01
Excess			-0.04	0.04	-0.03	0.01	-0.04	0.08	-0.43	-0.10	-0.02	
POOL 204 S&P 600	468,665,076	9.80	0.31	-1.82	-1.43	19.82	19.65	14.36			14.76	Mar-01-11
S&P SM 600 TR			0.27	-1.85	-1.43	19.88	19.71	14.33			14.77	Mar-01-11
Excess			0.04	0.03	-0.00	-0.06	-0.06	0.03			-0.02	
POOL 205 FIXED INCOME	1,839,978,875	38.48	0.84	1.19	2.58	3.10	1.62	2.77	4.00	4.50	5.40	Jul-01-99
CITIGROUP BIG (DAILY)			1.15	1.80	3.84	4.28	2.74	3.56	4.84	5.10	5.71	Jul-01-99
Excess			-0.32	-0.61	-1.26	-1.18	-1.13	-0.78	-0.85	-0.60	-0.31	

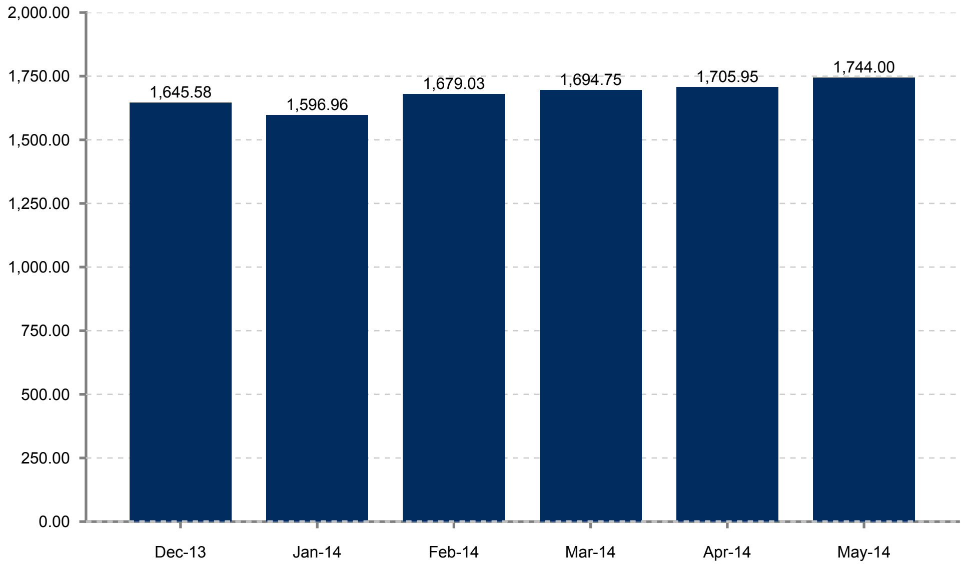
OFFICE OF THE ARIZONA STATE TREASURER

May 31, 2014

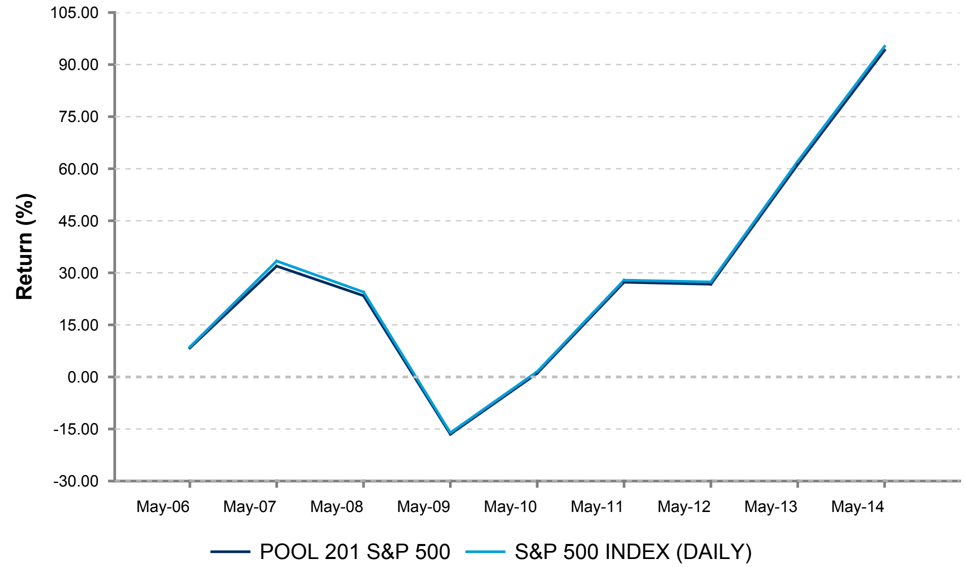
POOL 201 S&P 500

STATE STREET.

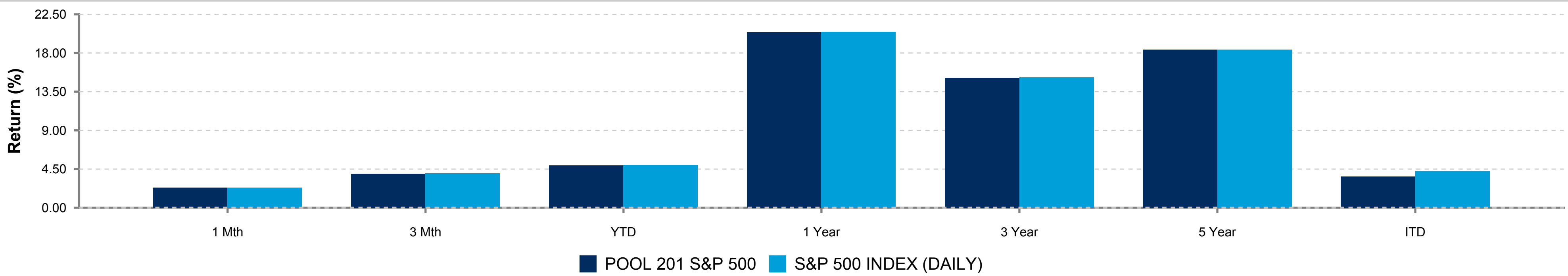
Net Asset Values over Time ($MM)



Cumulative Return (%)



Rates of Return

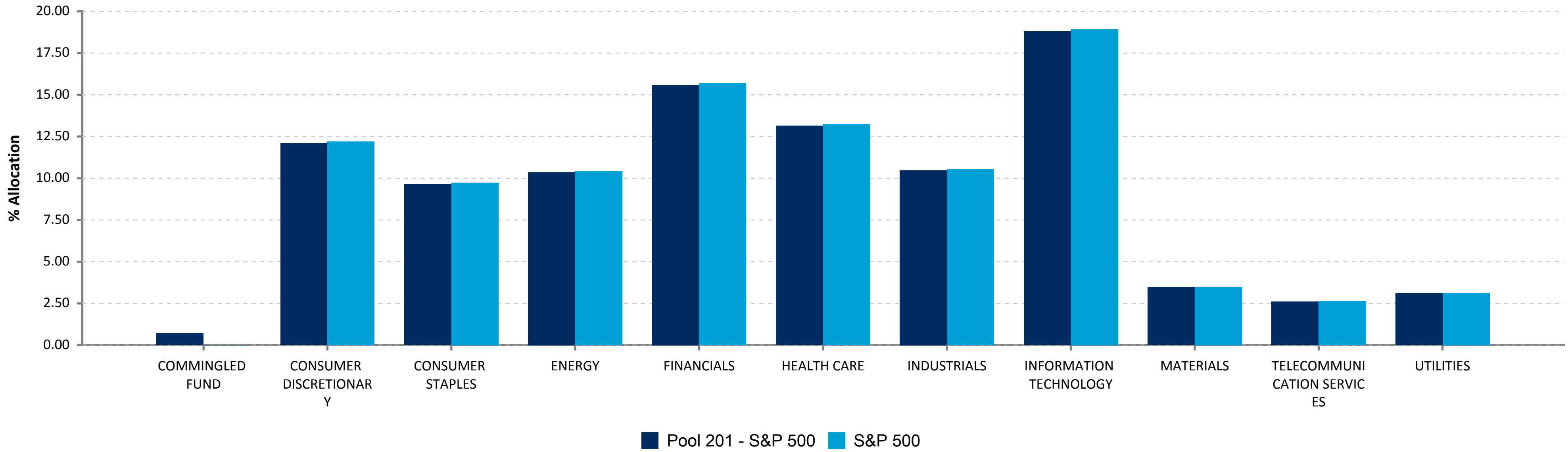


	1 Mth	3 Mth	YTD	1 Year	3 Year	5 Year	ITD	May 31 2014	May 31 2013	May 31 2012
POOL 201 S&P 500	2.33	3.96	4.92	20.41	15.11	18.38	3.62	20.41	27.22	-0.44
S&P 500 INDEX (DAILY)	2.35	3.97	4.97	20.45	15.15	18.40	4.23	20.45	27.28	-0.41
Excess	-0.01	-0.01	-0.05	-0.03	-0.04	-0.01	-0.61	-0.03	-0.06	-0.03

OFFICE OF THE ARIZONA STATE TREASURER

May 31, 2014

POOL 201 S&P 500
Sector Allocation vs S&P 500 INDEX (DAILY)



	Fund Weight	Benchmark Weight	Relative Weight
POOL 201 S&P 500	100.00	100.00	0.00
COMMINGLED FUND	0.71	0.00	0.71
CONSUMER DISCRETIONARY	11.96	12.11	-0.15
CONSUMER STAPLES	9.79	9.78	0.01
ENERGY	10.47	10.53	-0.05
FINANCIALS	15.71	15.85	-0.15
HEALTH CARE	13.08	13.18	-0.10
INDUSTRIALS	10.56	10.59	-0.03
INFORMATION TECHNOLOGY	18.49	18.63	-0.13
MATERIALS	3.45	3.48	-0.03
TELECOMMUNICATION SERVICES	2.57	2.59	-0.02
UTILITIES	3.21	3.26	-0.05

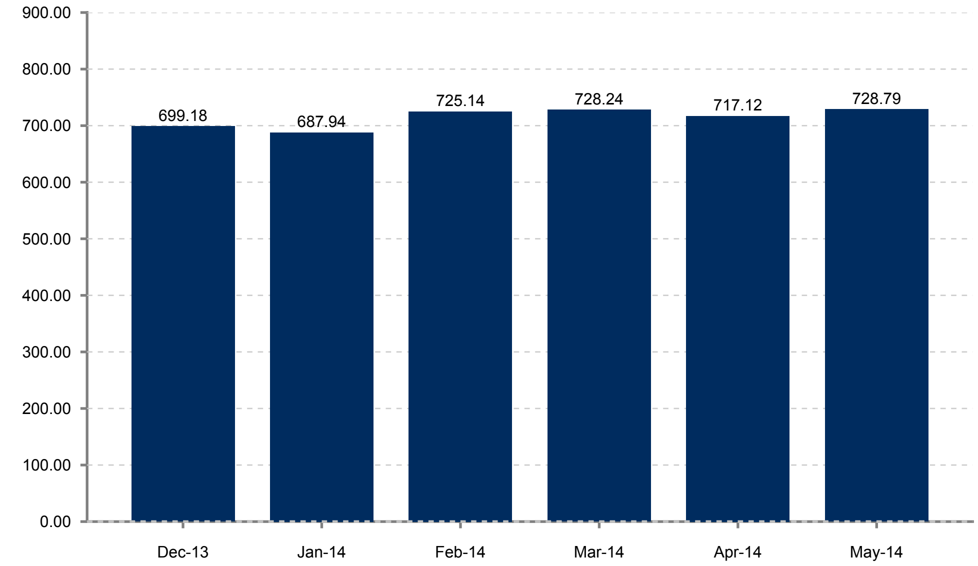
OFFICE OF THE ARIZONA STATE TREASURER

May 31, 2014

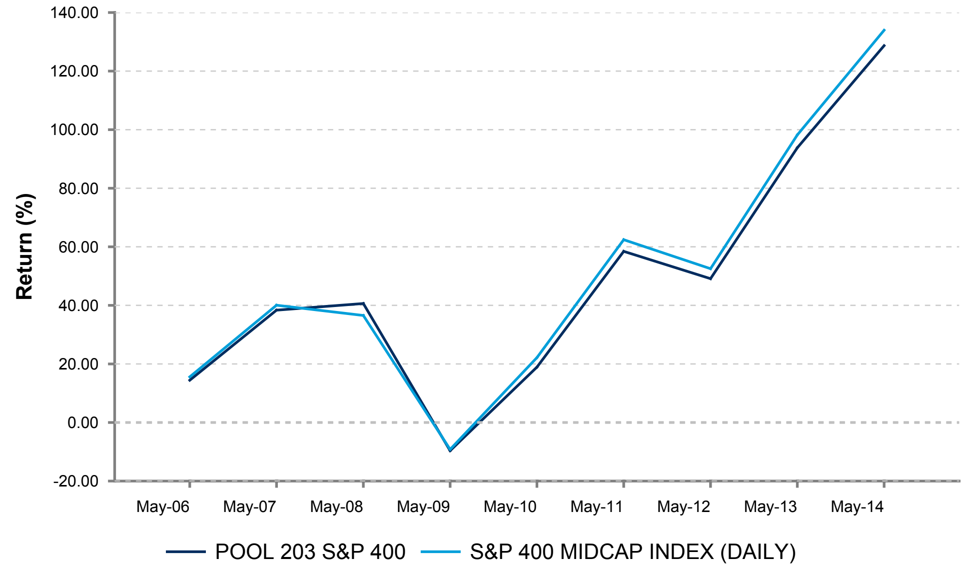
POOL 203 S&P 400

STATE STREET.

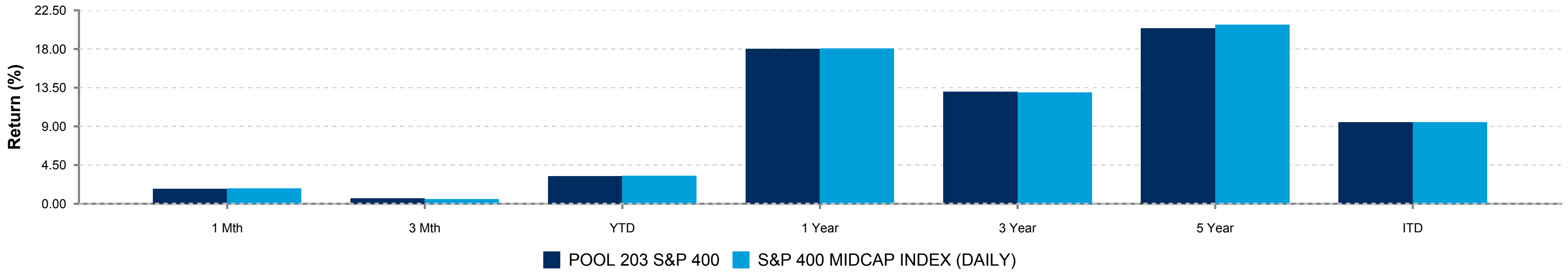
Net Asset Values over Time ($MM)



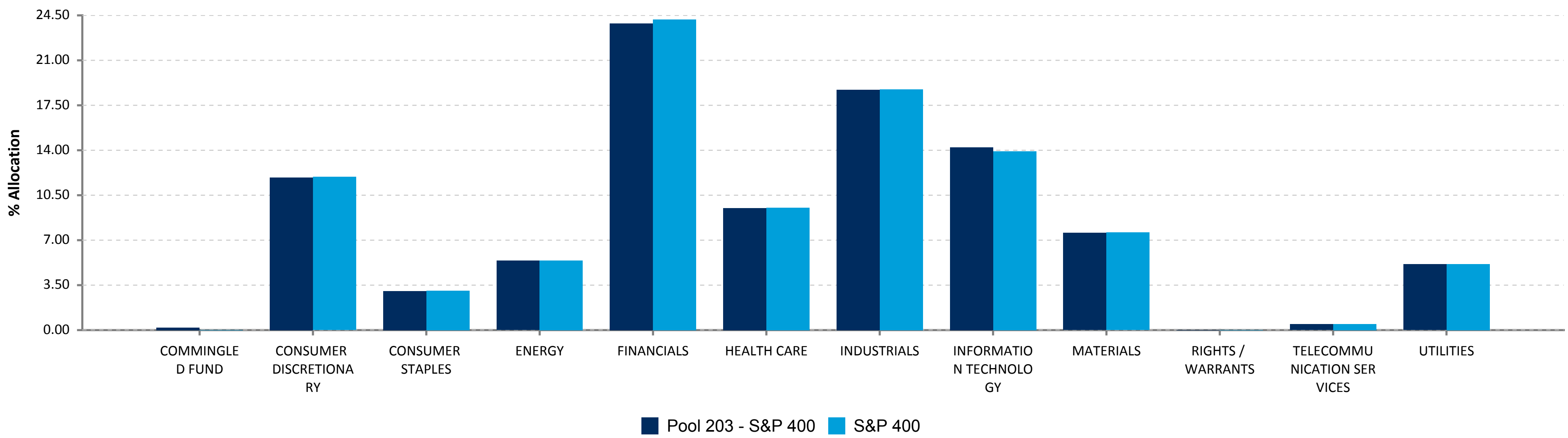
Cumulative Return (%)



Rates of Return



	1 Mth	3 Mth	YTD	1 Year	3 Year	5 Year	ITD	May 31 2014	May 31 2013	May 31 2012
POOL 203 S&P 400	1.73	0.60	3.20	18.00	13.01	20.41	9.48	18.00	29.97	-5.89
S&P 400 MIDCAP INDEX (DAILY)	1.78	0.55	3.23	18.04	12.94	20.84	9.50	18.04	29.95	-6.09
Excess	-0.04	0.04	-0.03	-0.04	0.08	-0.43	-0.02	-0.04	0.02	0.21



	Weight Fund	Weight Benchmark	Weight Relative
POOL 203 S&P 400	100.00	100.00	0.00
COMMINGLED FUND	0.20	0.00	0.20
CONSUMER DISCRETIONARY	12.08	12.02	0.06
CONSUMER STAPLES	2.88	2.87	0.01
ENERGY	5.58	5.57	0.01
FINANCIALS	24.15	24.23	-0.08
HEALTH CARE	9.38	9.31	0.07
INDUSTRIALS	18.90	18.83	0.07
INFORMATION TECHNOLOGY	13.83	13.81	0.02
MATERIALS	7.33	7.69	-0.36
RIGHTS / WARRANTS	0.00	0.00	0.00
TELECOMMUNICATION SERVICES	0.46	0.45	0.01
UTILITIES	5.22	5.23	-0.01

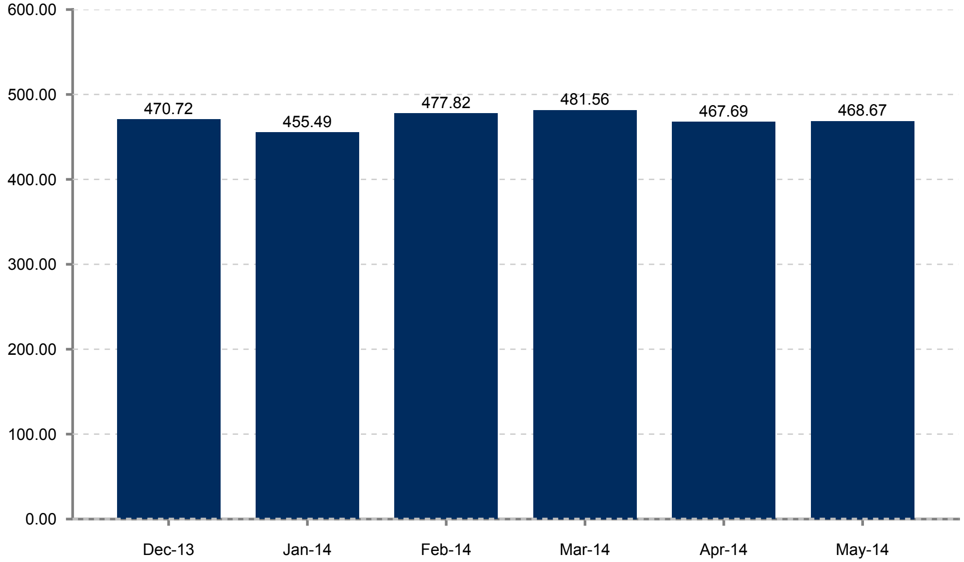
OFFICE OF THE ARIZONA STATE TREASURER

May 31, 2014

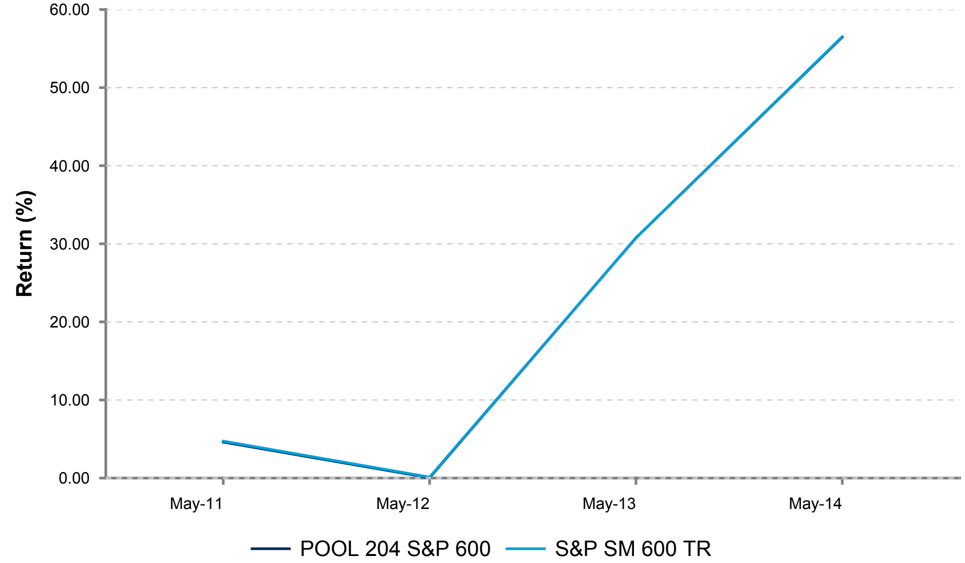
POOL 204 S&P 600

STATE STREET.

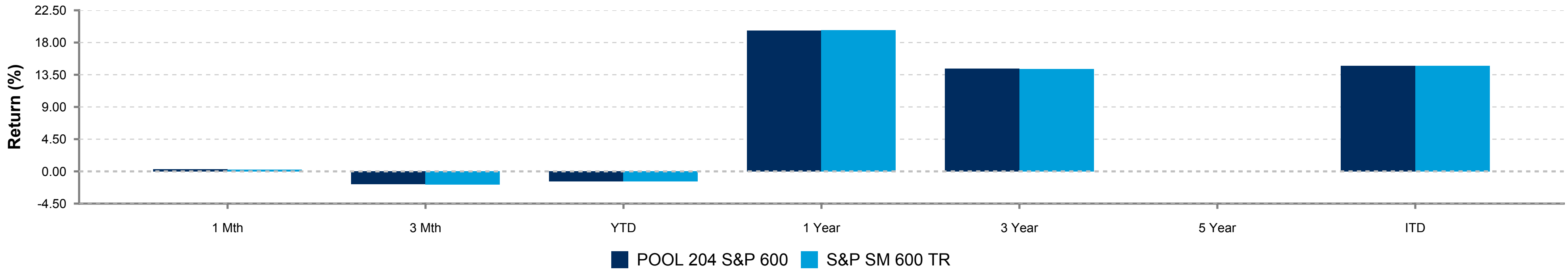
Net Asset Values over Time ($MM)



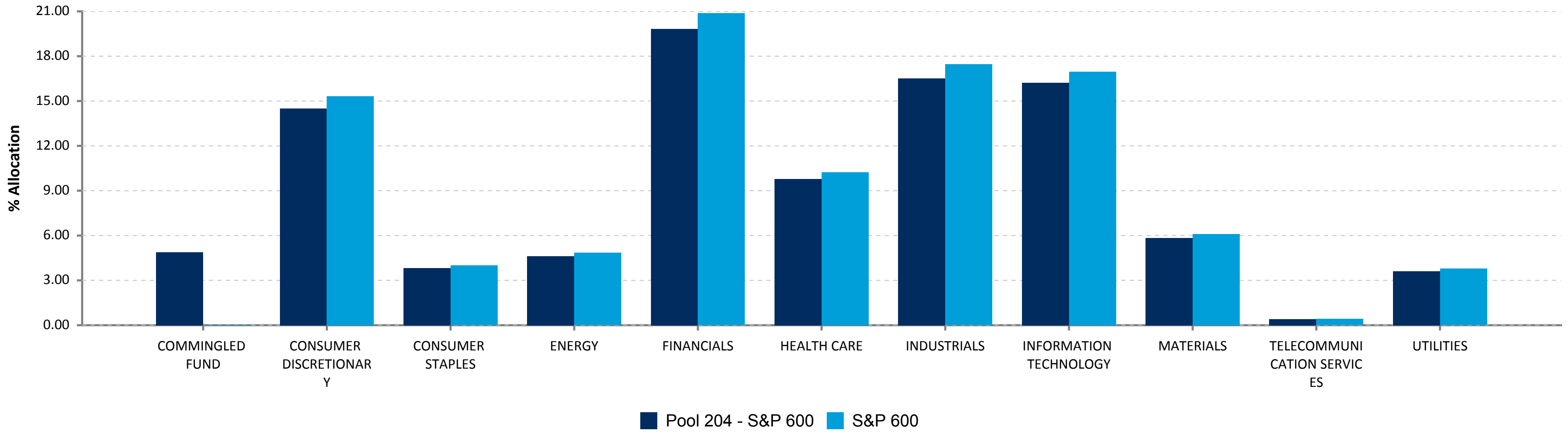
Cumulative Return (%)



Rates of Return



	1 Mth	3 Mth	YTD	1 Year	3 Year	5 Year	ITD	May 31 2014	May 31 2013	May 31 2012
POOL 204 S&P 600	0.31	-1.82	-1.43	19.65	14.36		14.76	19.65	30.72	-4.38
S&P SM 600 TR	0.27	-1.85	-1.43	19.71	14.33		14.77	19.71	30.60	-4.40
Excess	0.04	0.03	-0.00	-0.06	0.03		-0.02	-0.06	0.11	0.03



	Weight Fund	Weight Benchmark	Weight Relative
POOL 204 S&P 600	100.00	100.00	0.00
COMMINGLED FUND	5.00	0.00	5.00
CONSUMER DISCRETIONARY	14.65	15.44	-0.79
CONSUMER STAPLES	3.76	3.98	-0.22
ENERGY	4.66	4.92	-0.26
FINANCIALS	19.95	20.78	-0.83
HEALTH CARE	9.45	10.01	-0.56
INDUSTRIALS	16.37	17.33	-0.96
INFORMATION TECHNOLOGY	16.20	17.08	-0.87
MATERIALS	5.98	6.27	-0.29
TELECOMMUNICATION SERVICES	0.39	0.41	-0.02
UTILITIES	3.58	3.79	-0.20

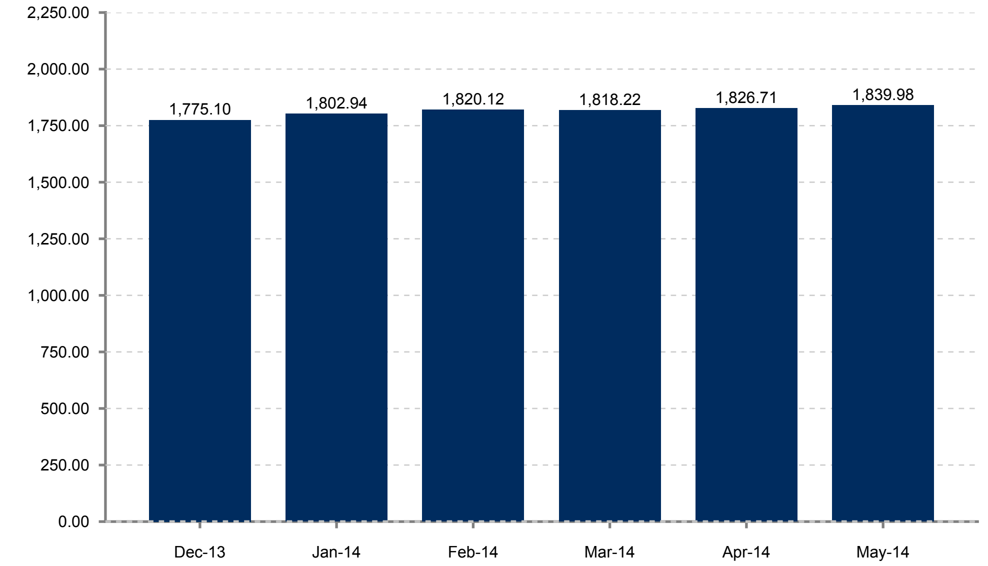
OFFICE OF THE ARIZONA STATE TREASURER

May 31, 2014

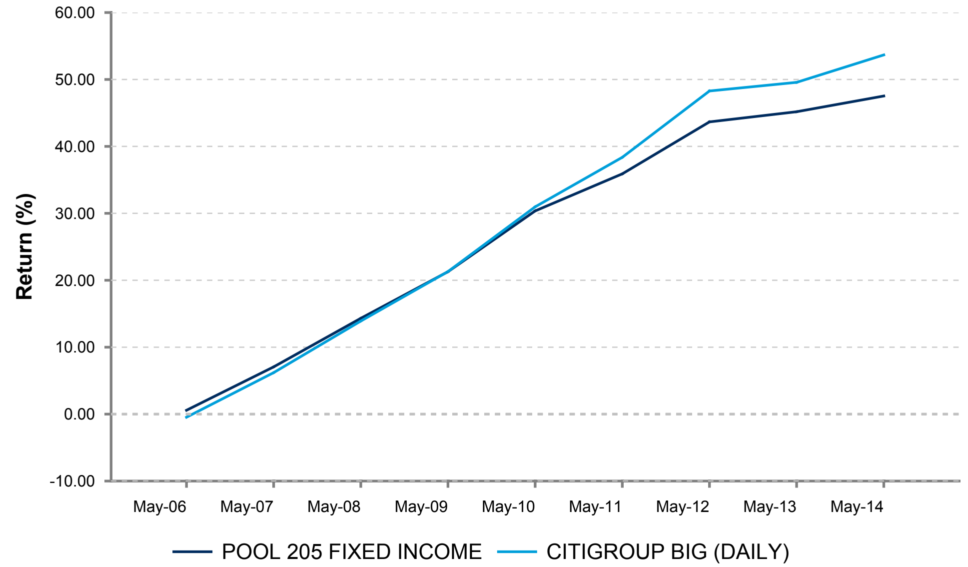
POOL 205 FIXED INCOME

STATE STREET.

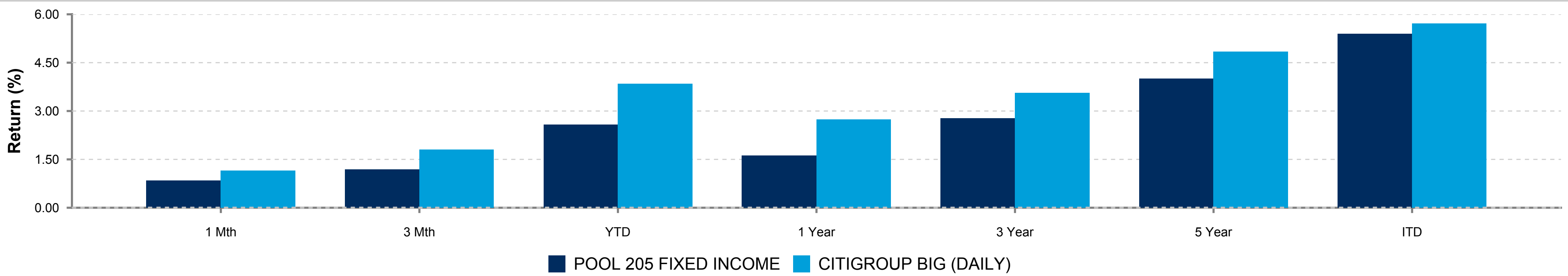
Net Asset Values over Time ($MM)



Cumulative Return (%)



Rates of Return



	1 Mth	3 Mth	YTD	1 Year	3 Year	5 Year	ITD	May 31 2014	May 31 2013	May 31 2012
POOL 205 FIXED INCOME	0.84	1.19	2.58	1.62	2.77	4.00	5.40	1.62	1.06	5.71
CITIGROUP BIG (DAILY)	1.15	1.80	3.84	2.74	3.56	4.84	5.71	2.74	0.87	7.16
Excess	-0.32	-0.61	-1.26	-1.13	-0.78	-0.85	-0.31	-1.13	0.19	-1.45

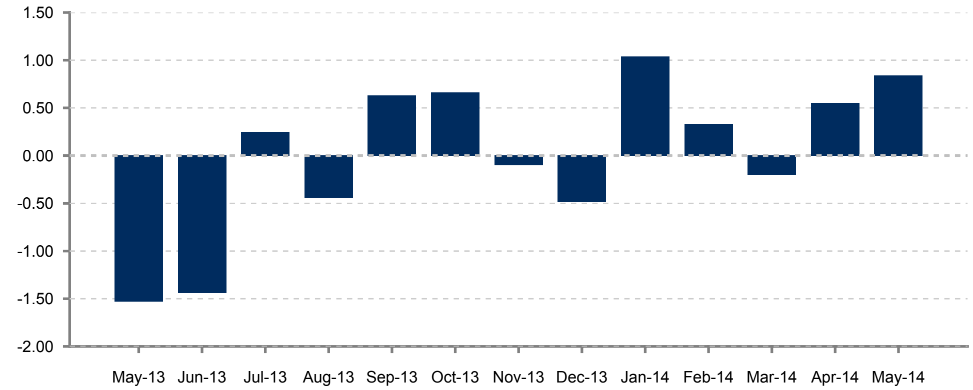
OFFICE OF THE ARIZONA STATE TREASURER

May 31, 2014

POOL 205 FIXED INCOME

STATE STREET.

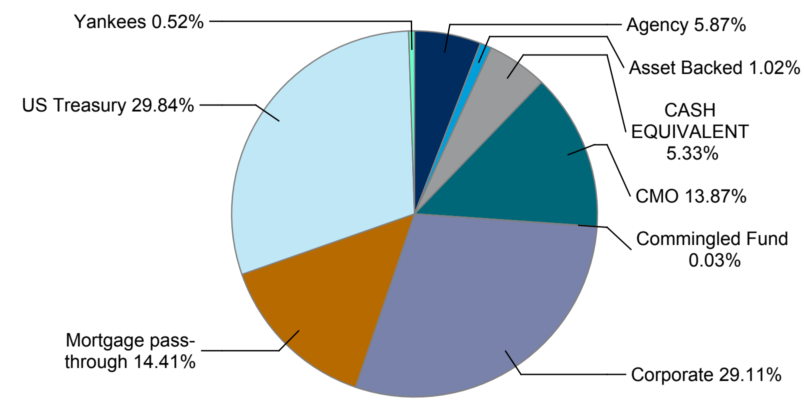
Net Mgr Return



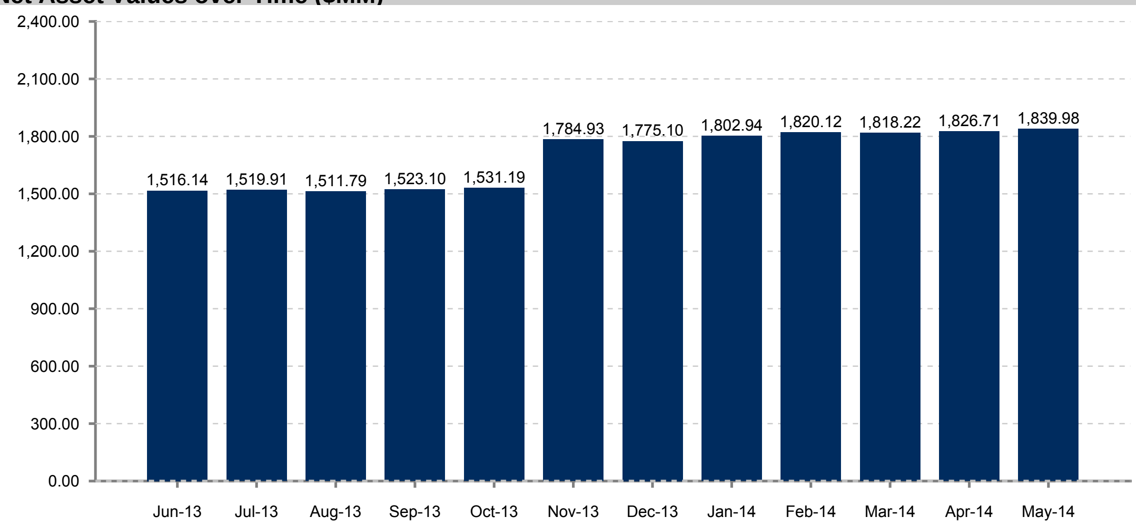
	Current Mth	Prior Mth	1 Year Ago
POOL 205 FIXED INCOME	0.84	0.55	-1.53

Asset Allocation

	Ending Market Value
POOL 205 FIXED INCOME	1,839,978,875



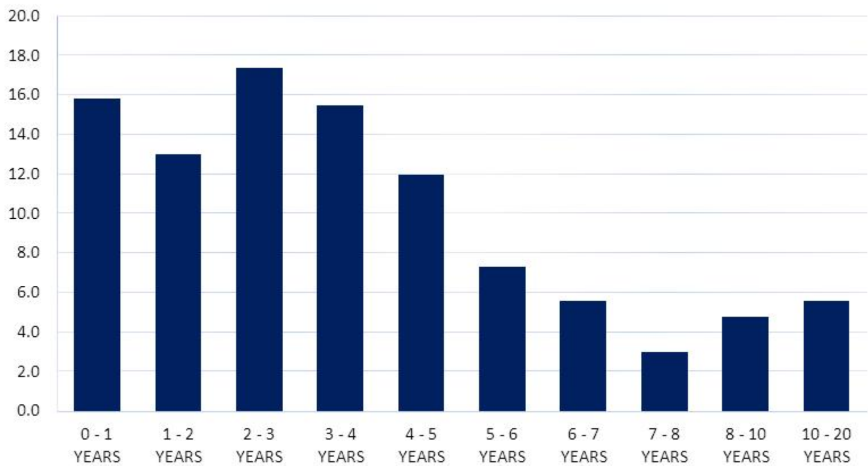
Net Asset Values over Time ($MM)



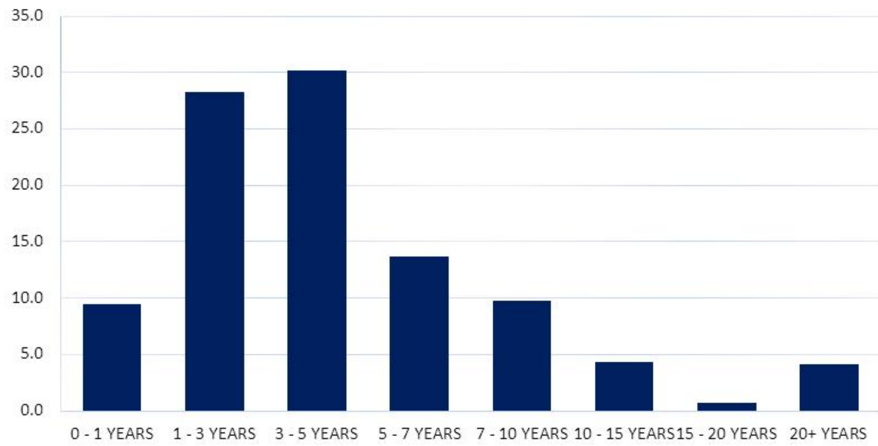
Top 10 Holdings

Security Name	Ending Market Value	% of Portfolio
POOL 205 FIXED INCOME		
MOUNTCLIFF	19,992,502	1.09
US TREASURY N/B	17,780,839	0.97
STATE STR INSTL LIQUID RESVS	15,490,729	0.84
CIESCO LLC	14,999,138	0.82
BNP PARIBAS FIN INC	14,998,450	0.82
FIFTH THIRD BANK	14,992,528	0.81
US TREASURY N/B	14,275,731	0.78
US TREASURY N/B	13,529,324	0.74
US TREASURY N/B	12,787,996	0.70
CONOCOPHILLIPS	12,749,842	0.69

Duration Distribution



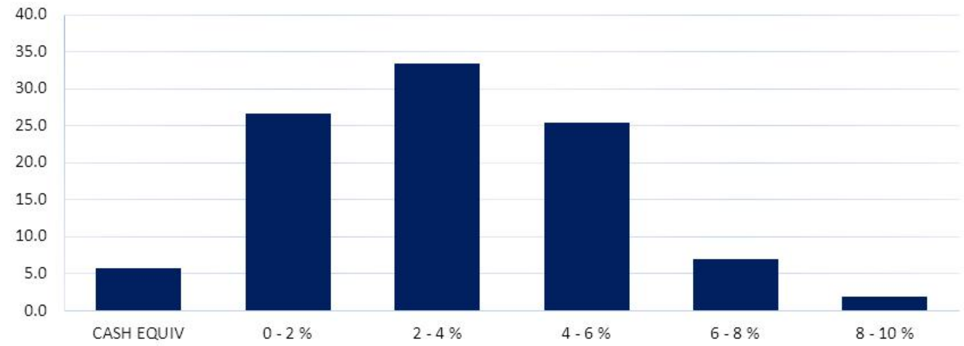
Expected Maturity Distribution



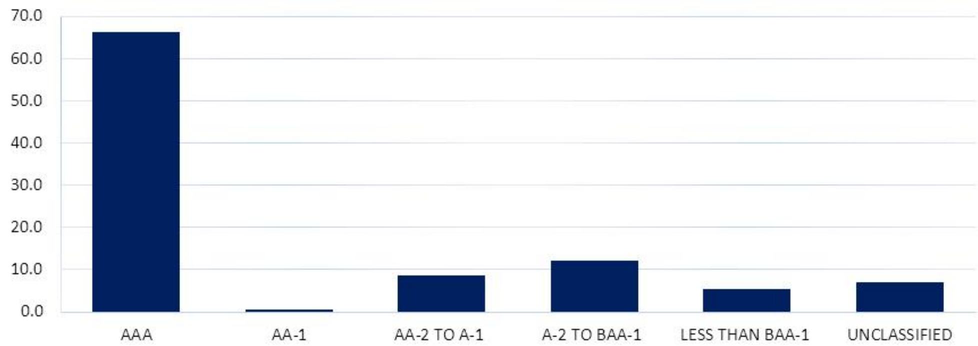
Portfolio Level Characteristics

	POOL 205 FIXED INCOME
Weighted Average Life	5.14
Coupon	3.28
Effective Duration	3.91
Quality Rating (S&P)	AA

Coupon Distribution



Rating Distribution



Thousands

Endowment Fund Market Value