

**CITY OF BURLINGTON EMPLOYEES
RETIREMENT PLAN**

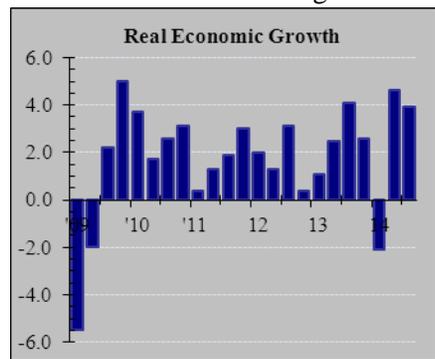
SEPTEMBER 2014



ECONOMIC ENVIRONMENT

Modest Economic Growth Continues

The third quarter real GDP growth rate of 3.9% was surprisingly good. While it was not as strong as the second quarter's real GDP expansion



of 4.6%, it still exceeded most economists' expectations. There was abundant good news with strong employment gains and higher housing prices. Most manufacturing and service sectors made good progress as well. The CPI remained in check, thanks to falling commodity prices which were linked to great global harvests and to weak

economic news from Europe. After compiling all of this data and taking geopolitical concerns into account, the Fed decided to keep interest rates down. Most analysts were expecting Chairman Yellen to announce the first of several future rate increases; this decision caught them by surprise. All told, the third quarter economic story was constructive.

Below are the third quarter highlights:

- Economists remain confident that GDP expansion should continue to be strong for the rest of 2014 and into 2015. In the third quarter GDP rose 3.9% following the second quarter's 4.6% rate. Robust exports, business purchases and new car sales drove the strong expansion.
- Payroll numbers jumped 248,000 in September, not far below June's near-record 288,000. The unemployment rate fell to 5.9%, which was just a shade below the Fed's comfort level. Year-over-year, job gains have averaged an impressive 213,000 per month, while the unemployment rate has fallen by 1.3% for that period. In September, the number of unemployed fell 329,000 to 9.3 million. However, the number of *long-term* unemployed still hovers near 3 million. In addition, the 62.7% labor participation rate remains near a post WW II low.
- August home prices (latest available) edged up 0.3% from July and rose 6.4% year-over-year. These increases have subsided

from earlier in the current cycle; yet they represent a return to a more balanced picture and away from a housing bubble scenario. The return to normal is also reflected in a dramatic 6.3% bump in housing starts in September to an annualized pace of 1.02 million starts. For the 12-months ended in June, close to 800,000 home equity loans were originated. That's a 21% increase from the prior year and the highest number since the recession. The loan activity suggests that homeowners have become more confident in the strength of the housing recovery.

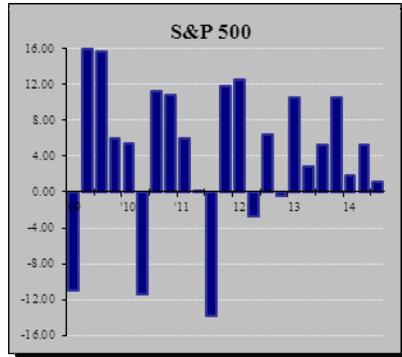
- Growth in both the manufacturing and service sectors showed the diversity of economic gains. The manufacturing sector expanded in September for the 16th straight month; the September ISM Manufacturing Index registered 56.6%. The Production Index was higher still, at 64.6%. Fifteen of the 18 manufacturing industries reported growth. Only machinery, plastics and electrical equipment contracted. The service sector reading was 58.6% in September, with new orders at 61%. Two-thirds of the service industries reported improvement and only entertainment, mining and education softened.
- The DJ-UBS Commodity Index posted its biggest drop (-12%) since the fourth quarter 2008. Component commodity price indices uniformly fell, but for different reasons. Grains were particularly hard hit (-23%), as record harvests led to greater inventories. Energy (-12%) suffered from lower global demand and increased US supplies. Precious metals (-11%) reflected higher US interest rate expectations. Raw materials (-4%) were impacted by an unusually strong US dollar and economic softness in Europe, Japan and China.
- CPI inflation has been very tame lately. Abundant food crops and oil supplies, both key to the index calculation, largely explain the consumer price stability. The CPI was flat for the quarter and expanded by 1.7% year over year as of September 30.
- The Federal Reserve is on track to end its QE3 bond buying program in October, reflecting ongoing economic and job gains. The next major item on the Fed's agenda is the timing of short-term interest rate hikes. At its September 16-17 meeting, the Federal Open Market Committee minutes indicated three major concerns. The dual effects of a stronger dollar and disappointing overseas growth led the Fed to hold down rates for at least several

more months. Geopolitical chaos in the Middle East, Africa and Ukraine also gave many Board members pause. However, the Board recognized that low interest rates have also fueled our stock market and may continue to do so, despite the fact that they contributed very little this past quarter.

DOMESTIC EQUITY MARKET

A Spot of Red Ink for Some Indices

The broad market indices had a roller coaster ride with little to show for it, rising in July and dropping precipitously in August; then, rising again to record levels by mid-September before falling back by quarter-end. When it was all over, gains were quite muted. The bellwether S&P 500



returned a paltry 1.1%. The tech-oriented NASDAQ gained 2.2%. The DJIA gains landed in between the two, moving up 1.9%. The large-caps performed relatively better than the mid-caps, which fared far better than their smaller-sized brethren. The Russell 1000 Index gained a paltry 0.7% and the Russell Mid Cap Index lost 1.7%, but they were both well ahead of the

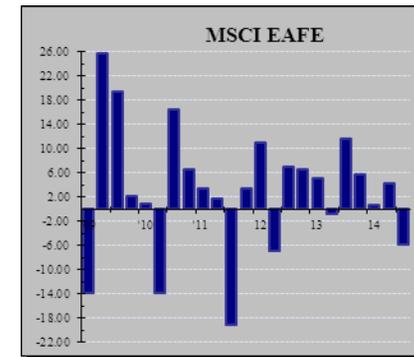
Russell 2000, which fell 7.4%! REITs, typically small-cap in size, lost 2.5%, following a nice run up during the first-half of the year. Results for all value style indices fared worse than comparable growth indices.

S&P sector returns were all over the map. Computer technology was the best performer (+6.4%), reflecting product enhancements from both Apple (iPhone 6) and Microsoft. Non-durable consumer goods added 5.3% on the strength of health care expenditures and FDA clearance for some new drugs. Additionally, finance names were up 2.3%. On the downside, traditional utility companies dipped 1.3%, as the EPA announced new environmental regulations. Basic industry stocks, excluding energy, lost 2.8% and resulted in falling commodity prices. Bringing up the rear was energy, which took an 8.6% tumble amid growing oil supplies and falling demand. At least, it offered a pleasant offset for the consumer.

INTERNATIONAL EQUITIES

Disheartening News Sparked Losses All Over the Globe

With the EU in recession and slow economic growth in most other developed markets, negative MSCI EAFE performance was widely expected.



When the European Central Bank announced a round of limited quantitative easing, the program did little to lift investors' spirits. The EAFE Index was down 5.8% for the quarter. The combined EU market fell a fairly dramatic 7.4%, while the Far East dropped 2.2%. Germany and France, the two giant European markets, lost 11% and 8%, respectively. Third-ranked Italy gave back 9%. The small Portuguese and Austrian markets were particularly hard hit, each plummeting roughly 25%. With its ties to EU markets, the UK fell 6%.

Australian investors saw their market drop 8% due to falling raw materials prices and a sharply declining currency. Tumbling iron ore prices impacted Australian giant BHP Billiton and the currency decline dragged down the country's bank stocks. By comparison, Japan's 2% loss looked relatively strong, as its export-oriented economy was helped both by a falling Yen and by several Japanese tech stocks that soared. In Hong Kong, casino revenues fell amid the focus on corruption, while pro-democracy demonstrations didn't help the situation; the turmoil nicked prices there by 3%. Market winners were hard to find. Singapore turned in the second best return (-1%) and the tiny Israeli market edged up 0.4%.

Emerging markets also lost ground, but less so than EAFE. The MSCI EM Index declined 3.4%. Stock prices were depressed in the majority of EM countries for several reasons: (1) geopolitical instability; (2) the potential for tighter US Fed policy; (3) several slow growth economies; and (4) falling currencies. There was a 48 percentage point difference between Greece, the worst performer (-20%), and Egypt, the best performer (+28%). For the most part, though, country returns were typically in the single-digit negative to single-digit positive range.

The BRIC Index, comprising the four largest EM economies, fell 3%. **Brazil** lost 8.6%, as it dealt with the uncertain outcome of a looming presidential election, economic stagnation and a 10% decline in the Brazilian Real. **Russian** stocks plunged 15.1% in response to a host of issues including falling energy prices, military forays into Ukraine, economic sanctions, and a falling ruble. **India** made another relatively good showing (+2.3%). Not only did its GDP grow slightly, but, more importantly, investors remained hopeful for pro-business change after Prime Minister Modi's election. **China's** stock market was up 1.5% as investors approved of President Xi Jinping reforming state-owned enterprises, while also cracking down on corruption and balancing economic growth.

The Middle East continued to swirl with military conflicts. Most notably, Turkey is the latest country squeezed by political and military problems on its Syrian border. Adding to the unrest, credit rating agencies have downgraded its debt. Turkey's shares fell 11.8%.

Asian EM markets were modestly negative (-1.4%). Within the region, Thailand (+7.7%), the Philippines (+4.2%) and Indonesia (+3.5%) all gained ground due to more stable political environments. South Korea lost 7.3%, mainly because of sliding tech company prices.

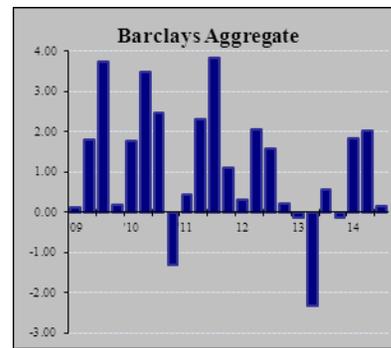
Markets were mostly negative in Latin America as that region's combined return was -5.4%. While most of the smaller-sized countries spilled red ink, Mexico continued to surprise on the upside; its 2.1% appreciation was attributable to solid economic growth, increasing success in capturing drug cartel leadership and ongoing reform efforts.

BOND MARKET

Greater Credit Risk Meant Worse Return

If the global stock market didn't provide Q3 gains, investors found no solace in bonds. Domestically, there was pullback in all sectors and credit ratings. The Barclays Aggregate Index barely edged into positive territory, returning only 0.2%. Junk bonds, which had been riding high since the end of the recession, fell 1.9%. Very long-maturity Treasuries, which gained ground, provided the only real exception, as 20-year-and-longer Treasuries earned 3%. Investors' bond concerns centered around:

(1) likely interest rate increases, sooner or later; (2) the fits and starts of this year's GDP growth; (3) CPI inflation that is too low as opposed to



too high; (4) the dramatic increase in strength of the US dollar vs. all other major currencies; (5) growing US involvement in Middle East conflicts; and (6) the potential economic implications from the growing Ebola threat.

Treasuries were the best-performing component, but only marginally, as the sector inched ahead 0.3%. A Treasury bond investor would have had to own issues maturing beyond five-years to have gained any ground. In fact, returns from 2-year-to-5-year Treasuries were fractionally negative. However, very long maturity issues performed well; as investors reached for yield, those issues returned 3%.

Investment grade corporates were slightly lower for the quarter (-0.1%); but, higher-yielding utility names were up 0.5%. Mortgage-backed securities (MBS) added just 0.2%. Asset-backed securities (ABS) were flat for the period, while commercial mortgage debt (CMBS) lost 0.2%.

From a credit rating perspective, the lower the credit rating, the poorer the bond performance. Starting with single A names, the return in that space was flat. BAAs lost 0.2%; BAs were down 1.3%; single Bs fell 1.9%; CAAs were lower by 2.7%; and CA-D issues hemorrhaged an astounding 17.2%! AA bonds were the sole exception to the pattern; AAs earned 0.3% vs. AAAs, which added 0.2%.

CASH EQUIVALENTS

Wait Until 2015 (or 2016?)

For some time we have commented that holding cash equivalents was a no-win game. Fed guidance points to a continuing of that for the foreseeable future.

MARKET SUMMARY

ECONOMIC STATISTICS

	CURRENT QTR	LAST QTR
GDP	3.9	4.6
Unemployment	5.9	6.1
CPI All Items Year/Year	1.70	2.10
Fed Funds Rate	0.25	0.25
Industrial Capacity	79.3	79.1
US Dollars per Euro	1.26	1.37

MAJOR INDEX QUARTER RETURNS

INDEX	PERFORMANCE
Russell 3000	0.0
S&P 500	1.1
Russell Mid	-1.7
Russell 2000	-7.4
MSCI EAFE	-5.8
MSCI Emg Mkts	-3.4
NCREIF ODCE	3.2
Barclays Agg	0.2
90 Day Tbills	0.0

EQUITY RETURN DISTRIBUTIONS

	QUARTER			TRAILING YEAR		
	VAL	COR	GRO	VAL	COR	GRO
LC	-0.2	0.7	1.5	18.9	19.0	19.1
MC	-2.6	-1.7	-0.7	17.4	15.8	14.4
SC	-8.6	-7.4	-6.1	4.1	3.9	3.8

MARKET SUMMARY

- * GDP expanded at a rate of 3.9% in Q3.
- * Unemployment continued to fall to 5.9%.
- * CPI was flat over Q3 and grew by 1.7% year over year.
- * Domestic markets were volatile, resulting in weak returns for large cap stocks and steep losses for small cap stocks. Mid cap stocks fell in between. Growth style indices beat their value counterparts for the quarter.
- * The US Dollar strengthened relative to the Euro.

INVESTMENT RETURN

On September 30th, 2014, the City of Burlington Employees Retirement System was valued at \$159,529,108, a decrease of \$4,955,368 from the June ending value of \$164,484,476. Last quarter, the account recorded total net withdrawals of \$1,328,578 in addition to \$3,626,790 in net investment losses. Because there were no income receipts during the third quarter, the portfolio's net investment losses were entirely made up of capital losses (realized and unrealized).

For the cumulative period since September 2004, the portfolio has posted net withdrawals totaling \$10.2 million and recorded net investment gains totaling \$76.0 million. For the period since September 2004, if the fund had returned a compounded nominal rate of 8.0% it would have been valued at \$187.3 million or \$27.7 million more than the actual value as of September 30th, 2014.

RELATIVE PERFORMANCE

Total Fund

For the third quarter, the total portfolio returned -2.2%, which was 0.4% less than the Burlington Manager Shadow Index's return of -1.8% and ranked in the 95th percentile of the Public Fund universe. Over the trailing year, this portfolio returned 8.0%, which was 1.4% above the benchmark's 6.6% return, ranking in the 86th percentile. Since September 2004, the account returned 6.5% on an annualized basis and ranked in the 72nd percentile.

An anomaly was noted in the VPIC Burlington Cash portfolio during the third quarter. According to cash flow communications from the State of Vermont Treasury Office, a net amount of \$186,491 was contributed to VPIC Cash throughout the quarter, however the net change in value of that account over the same period was only \$174,282, which was \$12,209 less than the net cash flow. We have submitted this quandary to JP Morgan, but have not received a response at the time of this report.

EXECUTIVE SUMMARY

PERFORMANCE SUMMARY

	Quarter	FYTD	1 Year	-----Annualized-----	
				3 Years	Since 09/04
Total Portfolio	-2.2	-2.2	8.0	10.0	6.5
<i>PUBLIC FUND RANK</i>	(95)	(95)	(86)	(94)	(72)
MANAGER SHADOW	-1.8	-1.8	6.6	9.0	----
POLICY INDEX	-0.6	-0.6	10.5	13.2	7.0
Diversified Assets	-2.7	-2.7	8.9	9.4	----
<i>BALANCED FUND RANK</i>	(92)	(92)	(92)	(95)	----
60 MSCI/40 WGBI	-2.7	-2.7	7.6	10.7	6.6
CPI + 5%	1.1	1.1	6.7	6.7	7.4
Equity	-2.9	-2.9	11.1	16.9	7.4
<i>GLOBAL EQUITY RANK</i>	(56)	(56)	(49)	(70)	(73)
MSCI AC WORLD	-2.2	-2.2	11.9	17.2	7.8
ACWI EX US	-5.2	-5.2	5.2	12.3	7.5
MSCI EAFE	-5.8	-5.8	4.7	14.2	6.8
MSCI EMG MKTS	-3.4	-3.4	4.6	7.5	11.0
RUSSELL 3000	0.0	0.0	17.8	23.1	8.4
CAMBRIDGE PE	0.0	0.0	16.2	16.3	14.9
Absolute Return	-0.5	-0.5	7.1	8.7	----
HFRI FOF	0.3	0.3	6.2	5.2	3.5
Real Assets	-4.2	-4.2	5.0	4.4	----
REAL ASSETS IDX	-2.5	-2.5	5.3	4.8	5.3
NCREIF ODCE	3.2	3.2	12.4	12.3	7.1
NCREIF TIMBER	1.5	1.5	10.4	7.4	8.3
BLP COMMODITY	-11.8	-11.8	-6.6	-5.3	-1.0
Fixed Income	-0.5	-0.5	4.7	4.8	----
<i>BROAD MARKET FIXED RANK</i>	(82)	(82)	(46)	(37)	----
GLOBAL AGGREGATE	-3.1	-3.1	1.2	1.2	4.4
GLOBAL AGG EX US	-5.4	-5.4	-0.8	0.1	4.2
BARCLAYS AGG	0.2	0.2	3.9	2.4	4.6

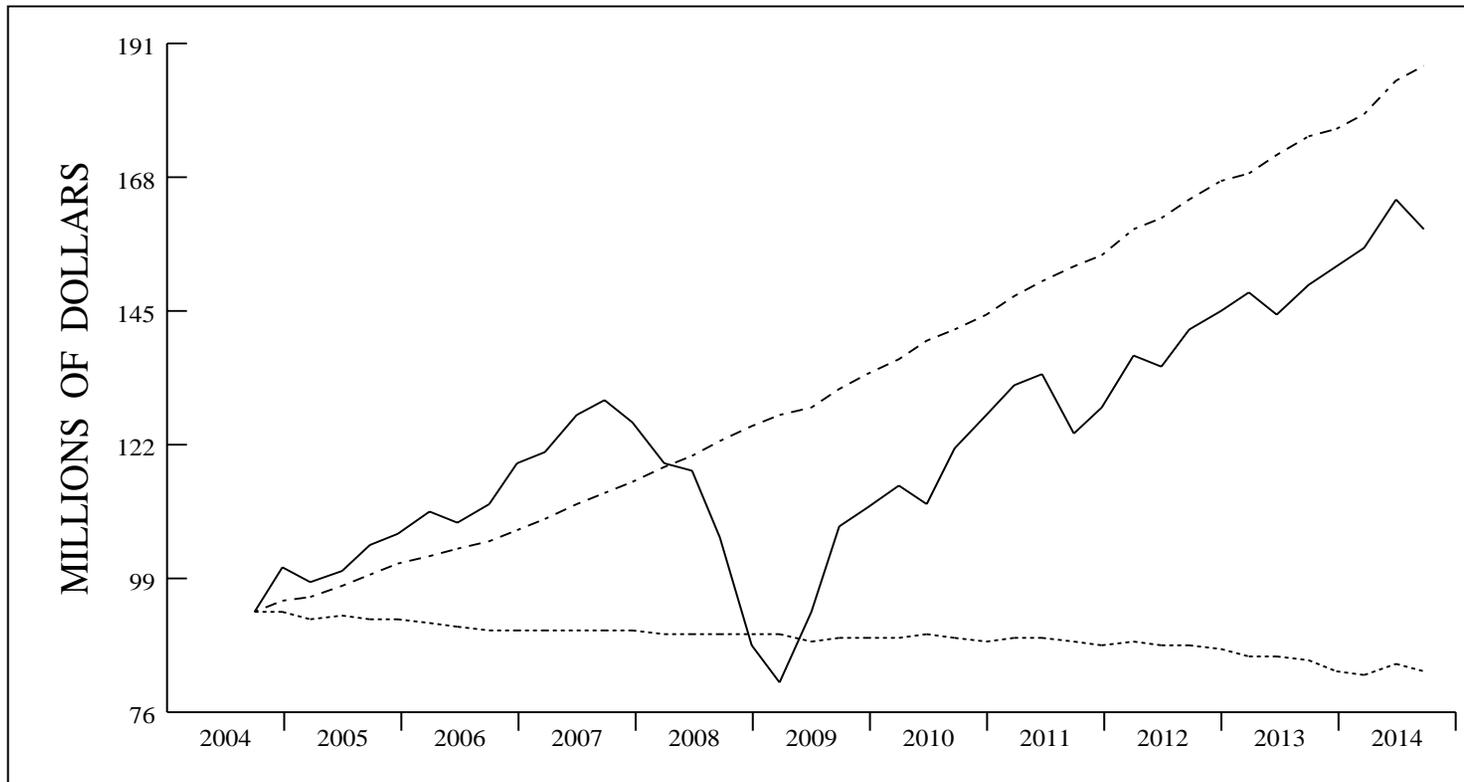
ASSET ALLOCATION

Diversified	18.8%	\$ 29,930,388
Equity	34.7%	55,428,131
Absolute Retn	4.6%	7,386,783
Real Assets	10.1%	16,079,384
Fixed Income	31.1%	49,681,739
Cash	0.6%	1,022,683
Total Portfolio	100.0%	\$ 159,529,108

INVESTMENT RETURN

Market Value 6/2014	\$ 164,484,476
Contribs / Withdrawals	- 1,328,578
Income	0
Capital Gains / Losses	- 3,626,790
Market Value 9/2014	\$ 159,529,108

INVESTMENT GROWTH



— ACTUAL RETURN
 - - - 8.0%
 0.0%

VALUE ASSUMING
 8.0% RETURN
 \$ 187,262,645

	LAST QUARTER	PERIOD 9/04 - 9/14
BEGINNING VALUE	\$ 164,484,476	\$ 93,773,000
NET CONTRIBUTIONS	- 1,328,578	- 10,226,526
<u>INVESTMENT RETURN</u>	<u>- 3,626,790</u>	<u>75,982,632</u>
ENDING VALUE	\$ 159,529,108	\$ 159,529,108
INCOME	0	8,370,634
<u>CAPITAL GAINS (LOSSES)</u>	<u>- 3,626,790</u>	<u>67,612,000</u>
INVESTMENT RETURN	- 3,626,790	75,982,632

MANAGER ALLOCATION SUMMARY

Prior Quarter Market Value	%	Fund Name	Style	Current Quarter Market Value	%
\$12,752,482	7.8	AQR	(DIVE)	\$12,312,680	7.7
\$2,958,812	1.8	Mellon	(DIVE)	\$3,012,757	1.9
\$9,262,260	5.6	Pimco All Asset	(DIVE)	\$8,995,265	5.6
\$5,804,886	3.5	Wellington GAA	(DIVE)	\$5,609,686	3.5
\$7,856,661	4.8	SSgA S&P 500	(LCOR)	\$7,245,802	4.5
\$4,476,773	2.7	T Rowe Price	(LCOR)	\$4,404,872	2.8
\$4,570,324	2.8	SSgA Equal Weight	(LCOR)	\$4,040,866	2.5
\$1,014,462	0.6	SSgA S&P 400	(MIDC)	\$973,901	0.6
\$3,020,588	1.8	Champlain	(SMID)	\$2,964,899	1.9
\$2,260,749	1.4	SSgA R2000G	(SCGR)	\$2,124,474	1.3
\$2,999,614	1.8	Wellington SCV	(SCVA)	\$2,836,609	1.8
\$2,309,136	1.4	SSgA ACWI Ex-US	(FORN)	\$2,187,882	1.4
\$6,057,639	3.7	Acadian	(INEQ)	\$5,576,006	3.5
\$6,291,441	3.8	Mondrian Int'l Eq	(INEQ)	\$5,920,344	3.7
\$9,959,184	6.1	Aberdeen	(EMGM)	\$9,613,065	6.0
\$3,514,062	2.1	Martin Currie	(EMGM)	\$3,276,531	2.1
\$6,000,403	3.6	Schroders	(COMM)	\$5,302,413	3.3
\$1,453,866	0.9	GAM	(HEDG)	\$1,453,151	0.9
\$3,018,830	1.8	Grosvenor	(HEDG)	\$3,016,674	1.9
\$2,952,260	1.8	Permal	(HEDG)	\$2,916,958	1.8
\$1,849,729	1.1	Hamilton Lane II	(PREQ)	\$1,632,652	1.0
\$952,263	0.6	Hamilton VII A	(PREQ)	\$1,042,386	0.7
\$672,440	0.4	Hamilton VII B	(PREQ)	\$703,162	0.4
\$210,342	0.1	Harbourvest Buyout	(PREQ)	\$239,803	0.2
\$37,366	0.0	Harbourvest Credit	(PREQ)	\$39,130	0.0
\$306,365	0.2	Harbourvest Dover	(PREQ)	\$392,751	0.2
\$188,334	0.1	Harbourvest Venture	(PREQ)	\$212,996	0.1
\$357,400	0.2	Siguler Guff	(REAL)	\$445,659	0.3
\$7,413,034	4.5	VPIC R E	(REAL)	\$7,170,479	4.5
\$3,221,530	2.0	Molpus	(TIMB)	\$3,160,833	2.0
\$9,916,351	6.0	Pimco Unconstrained	(FIXD)	\$9,946,089	6.2
\$3,733,554	2.3	Allianz Structured	(FIXD)	\$3,803,274	2.4
\$8,723,719	5.3	Pimco Core Plus	(FIXD)	\$9,912,826	6.2
\$3,785,978	2.3	Wellington FX	(FIXD)	\$3,794,542	2.4
\$4,409,032	2.7	Mondrian Fixed	(GLFX)	\$4,287,047	2.7
\$4,410,552	2.7	BlackRock TIPS	(TIPS)	\$4,319,222	2.7
\$4,592,056	2.8	Guggenheim	(HIYL)	\$4,586,343	2.9
\$1,494,233	0.9	KDP	(HIYL)	\$1,472,325	0.9
\$7,706,004	4.7	Wellington Emg Debt	(EMFX)	\$7,560,071	4.7
\$1,835,366	1.1	Cash	(CASH)	\$714,005	0.4
\$134,396	0.1	VPIC Cash	(CASH)	\$308,678	0.2

MANAGER PERFORMANCE SUMMARY

Name	(Universe)	Quarter	FYTD	1 Year	3 Years	5 Years	Inception
Composite	(Public Fund)	-2.2 (95)	-2.2 (95)	8.0 (86)	10.0 (94)	9.0 (80)	6.5 (72) 09/04
<i>Burlington Manager Shadow Index</i>		-1.8 ----	-1.8 ----	6.6 ----	9.0 ----	7.6 ----	---- ----
AQR	(Balanced)	-3.4 (95)	-3.4 (95)	12.1 (63)	9.3 (95)	11.7 (28)	11.7 (28) 09/09
<i>60%MSCI World/ 40% CITI WGBI</i>		-2.7 ----	-2.7 ----	7.6 ----	10.7 ----	7.6 ----	7.6 ----
Mellon	(Balanced)	1.8 (3)	1.8 (3)	6.0 (96)	10.4 (93)	8.7 (90)	12.3 (42) 12/08
<i>60%MSCI World/ 40% CITI WGBI</i>		-2.7 ----	-2.7 ----	7.6 ----	10.7 ----	7.6 ----	9.5 ----
Pimco All Asset	(Balanced)	-2.7 (92)	-2.7 (92)	6.1 (96)	8.9 (96)	8.5 (93)	11.0 (81) 12/08
<i>CPI Plus 5%</i>		1.1 ----	1.1 ----	6.7 ----	6.7 ----	7.1 ----	7.3 ----
Wellington GAA	(Balanced)	-3.4 (95)	-3.4 (95)	8.5 (94)	10.4 (93)	7.3 (95)	11.0 (80) 12/08
<i>65% MSCI World / 35% Agg</i>		-1.3 ----	-1.3 ----	9.7 ----	12.9 ----	9.0 ----	11.1 ----
SSgA S&P 500	(LC Core)	1.1 (43)	1.1 (43)	19.7 (44)	23.0 (55)	---- ----	17.1 (55) 09/10
<i>S&P 500</i>		1.1 ----	1.1 ----	19.7 ----	23.0 ----	15.7 ----	17.1 ----
T Rowe Price	(LC Core)	0.6 (58)	0.6 (58)	17.0 (77)	22.6 (60)	15.2 (66)	17.2 (54) 12/08
<i>S&P 500</i>		1.1 ----	1.1 ----	19.7 ----	23.0 ----	15.7 ----	17.0 ----
SSgA Equal Weight	(LC Core)	-0.6 (85)	-0.6 (85)	18.6 (60)	24.8 (23)	17.5 (11)	21.6 (2) 12/08
<i>Equal Weighted S&P 500</i>		-0.7 ----	-0.7 ----	18.5 ----	24.8 ----	17.5 ----	21.5 ----
SSgA S&P 400	(Mid Cap)	-4.0 (82)	-4.0 (82)	11.8 (67)	22.5 (55)	---- ----	22.5 (55) 09/11
<i>S&P 400</i>		-4.0 ----	-4.0 ----	11.8 ----	22.4 ----	16.4 ----	22.4 ----
Champlain	(Smid Cap)	-1.8 (12)	-1.8 (12)	11.0 (48)	21.3 (71)	16.6 (51)	16.6 (51) 09/09
<i>Russell 2500</i>		-5.4 ----	-5.4 ----	9.0 ----	22.8 ----	16.0 ----	16.0 ----
SSgA R2000G	(SC Growth)	-6.0 (68)	-6.0 (68)	4.0 (52)	21.8 (57)	15.5 (72)	18.4 (75) 12/08
<i>Russell 2000 Growth</i>		-6.1 ----	-6.1 ----	3.8 ----	21.9 ----	15.5 ----	18.5 ----
Wellington SCV	(SC Value)	-5.4 (24)	-5.4 (24)	5.0 (71)	21.5 (64)	16.0 (43)	18.3 (55) 12/08
<i>Russell 2000 Value</i>		-8.6 ----	-8.6 ----	4.1 ----	20.6 ----	13.0 ----	14.2 ----

MANAGER PERFORMANCE SUMMARY

Name	(Universe)	Quarter	FYTD	1 Year	3 Years	5 Years	Inception
Composite	(Public Fund)	-2.2 (95)	-2.2 (95)	8.0 (86)	10.0 (94)	9.0 (80)	6.5 (72) 09/04
<i>Burlington Manager Shadow Index</i>		<i>-1.8 ----</i>	<i>-1.8 ----</i>	<i>6.6 ----</i>	<i>9.0 ----</i>	<i>7.6 ----</i>	<i>---- ----</i>
SSgA ACWI Ex-US	(Intl Eq)	-5.3 (60)	-5.3 (60)	5.0 (61)	12.1 (70)	---- ----	5.9 (72) 09/10
<i>MSCI All Country World Ex US</i>		<i>-5.2 ----</i>	<i>-5.2 ----</i>	<i>5.2 ----</i>	<i>12.3 ----</i>	<i>6.5 ----</i>	<i>6.1 ----</i>
Acadian	(Intl Eq)	-8.0 (95)	-8.0 (95)	8.5 (26)	15.0 (40)	8.3 (50)	11.8 (70) 12/08
<i>MSCI EAFE Net</i>		<i>-5.9 ----</i>	<i>-5.9 ----</i>	<i>4.3 ----</i>	<i>13.7 ----</i>	<i>6.6 ----</i>	<i>10.5 ----</i>
Mondrian Int'l Eq	(Intl Eq)	-5.9 (73)	-5.9 (73)	13.8 (7)	14.7 (45)	8.4 (49)	10.9 (79) 12/08
<i>MSCI EAFE Net</i>		<i>-5.9 ----</i>	<i>-5.9 ----</i>	<i>4.3 ----</i>	<i>13.7 ----</i>	<i>6.6 ----</i>	<i>10.5 ----</i>
Aberdeen	(Emerging Mkt)	-3.5 (60)	-3.5 (60)	3.8 (79)	9.3 (55)	9.1 (19)	18.1 (16) 12/08
<i>MSCI Emerging Markets</i>		<i>-3.4 ----</i>	<i>-3.4 ----</i>	<i>4.6 ----</i>	<i>7.5 ----</i>	<i>4.7 ----</i>	<i>13.6 ----</i>
Martin Currie	(Emerging Mkt)	-6.3 (96)	-6.3 (96)	-1.8 (99)	5.7 (91)	4.0 (78)	12.2 (90) 03/09
<i>MSCI Emerging Markets</i>		<i>-3.4 ----</i>	<i>-3.4 ----</i>	<i>4.6 ----</i>	<i>7.5 ----</i>	<i>4.7 ----</i>	<i>14.0 ----</i>
Schroders		-11.6 ----	-11.6 ----	-7.2 ----	-4.1 ----	---- ----	-1.8 ---- 12/09
<i>Bloomberg Commodity Index</i>		<i>-11.8 ----</i>	<i>-11.8 ----</i>	<i>-6.6 ----</i>	<i>-5.3 ----</i>	<i>-1.4 ----</i>	<i>-3.2 ----</i>
GAM		0.0 ----	0.0 ----	6.1 ----	8.1 ----	---- ----	5.3 ---- 03/11
<i>HFRI FOF Composite</i>		<i>0.3 ----</i>	<i>0.3 ----</i>	<i>6.2 ----</i>	<i>5.2 ----</i>	<i>3.0 ----</i>	<i>2.6 ----</i>
Grosvenor		-0.1 ----	-0.1 ----	7.1 ----	8.9 ----	---- ----	5.9 ---- 12/10
<i>HFRI FOF Composite</i>		<i>0.3 ----</i>	<i>0.3 ----</i>	<i>6.2 ----</i>	<i>5.2 ----</i>	<i>3.0 ----</i>	<i>2.6 ----</i>
Permal		-1.2 ----	-1.2 ----	7.6 ----	8.8 ----	---- ----	5.3 ---- 03/11
<i>HFRI FOF Composite</i>		<i>0.3 ----</i>	<i>0.3 ----</i>	<i>6.2 ----</i>	<i>5.2 ----</i>	<i>3.0 ----</i>	<i>2.6 ----</i>
Hamilton Lane II		1.6 ----	1.6 ----	16.6 ----	14.6 ----	17.6 ----	19.4 ---- 03/09
<i>Cambridge US Private Equity</i>		<i>0.0 ----</i>	<i>0.0 ----</i>	<i>16.2 ----</i>	<i>16.3 ----</i>	<i>16.2 ----</i>	<i>16.8 ----</i>
Hamilton VII A		6.2 ----	6.2 ----	27.9 ----	16.4 ----	---- ----	16.4 ---- 09/11
<i>Cambridge US Private Equity</i>		<i>0.0 ----</i>	<i>0.0 ----</i>	<i>16.2 ----</i>	<i>16.3 ----</i>	<i>16.2 ----</i>	<i>16.3 ----</i>
Hamilton VII B		-3.6 ----	-3.6 ----	16.5 ----	9.0 ----	---- ----	9.0 ---- 09/11
<i>Cambridge US Private Equity</i>		<i>0.0 ----</i>	<i>0.0 ----</i>	<i>16.2 ----</i>	<i>16.3 ----</i>	<i>16.2 ----</i>	<i>16.3 ----</i>

MANAGER PERFORMANCE SUMMARY

Name	(Universe)	Quarter	FYTD	1 Year	3 Years	5 Years	Inception	
Composite	(Public Fund)	-2.2 (95)	-2.2 (95)	8.0 (86)	10.0 (94)	9.0 (80)	6.5 (72)	09/04
<i>Burlington Manager Shadow Index</i>		<i>-1.8 ----</i>	<i>-1.8 ----</i>	<i>6.6 ----</i>	<i>9.0 ----</i>	<i>7.6 ----</i>	<i>---- ----</i>	
Harbourvest Buyout		6.0 ----	6.0 ----	18.0 ----	---- ----	---- ----	11.4 ----	12/12
<i>Cambridge US Private Equity</i>		<i>0.0 ----</i>	<i>0.0 ----</i>	<i>16.2 ----</i>	<i>16.3 ----</i>	<i>16.2 ----</i>	<i>16.8 ----</i>	
Harbourvest Credit		4.7 ----	4.7 ----	18.7 ----	---- ----	---- ----	14.6 ----	12/12
<i>Cambridge US Private Equity</i>		<i>0.0 ----</i>	<i>0.0 ----</i>	<i>16.2 ----</i>	<i>16.3 ----</i>	<i>16.2 ----</i>	<i>16.8 ----</i>	
Harbourvest Dover		16.4 ----	16.4 ----	24.1 ----	---- ----	---- ----	11.4 ----	12/12
<i>Cambridge US Private Equity</i>		<i>0.0 ----</i>	<i>0.0 ----</i>	<i>16.2 ----</i>	<i>16.3 ----</i>	<i>16.2 ----</i>	<i>16.8 ----</i>	
Harbourvest Venture		5.7 ----	5.7 ----	25.3 ----	---- ----	---- ----	13.2 ----	12/12
<i>Cambridge US Private Equity</i>		<i>0.0 ----</i>	<i>0.0 ----</i>	<i>16.2 ----</i>	<i>16.3 ----</i>	<i>16.2 ----</i>	<i>16.8 ----</i>	
Siguler Guff		-0.6 ----	-0.6 ----	---- ----	---- ----	---- ----	-0.6 ----	06/14
<i>Cambridge US Private Equity</i>		<i>0.0 ----</i>	<i>0.0 ----</i>	<i>16.2 ----</i>	<i>16.3 ----</i>	<i>16.2 ----</i>	<i>0.0 ----</i>	
VPIC R E		0.0 ----	0.0 ----	12.7 ----	12.0 ----	11.5 ----	2.7 ----	12/08
<i>NCREIF NFI-ODCE Index</i>		<i>3.2 ----</i>	<i>3.2 ----</i>	<i>12.4 ----</i>	<i>12.3 ----</i>	<i>12.4 ----</i>	<i>4.8 ----</i>	
Molpus		-0.2 ----	-0.2 ----	10.0 ----	2.0 ----	2.1 ----	3.6 ----	03/09
<i>NCREIF Timber Index</i>		<i>1.5 ----</i>	<i>1.5 ----</i>	<i>10.4 ----</i>	<i>7.4 ----</i>	<i>3.6 ----</i>	<i>3.1 ----</i>	
Pimco Unconstrained	(Global Fixed)	0.3 (17)	0.3 (17)	2.6 (76)	2.4 (76)	---- ----	2.4 (76)	09/11
<i>3-Month LIBOR</i>		<i>0.1 ----</i>	<i>0.1 ----</i>	<i>0.2 ----</i>	<i>0.3 ----</i>	<i>0.3 ----</i>	<i>0.3 ----</i>	
Allianz Structured	(Core Fixed)	2.4 (1)	2.4 (1)	9.7 (1)	10.1 (1)	8.5 (1)	10.5 (1)	12/08
<i>Barclays Aggregate Index</i>		<i>0.2 ----</i>	<i>0.2 ----</i>	<i>3.9 ----</i>	<i>2.4 ----</i>	<i>4.1 ----</i>	<i>4.6 ----</i>	
Pimco Core Plus	(Core Fixed)	-0.2 (99)	-0.2 (99)	3.0 (98)	3.3 (47)	5.1 (30)	5.1 (30)	09/09
<i>Barclays Aggregate Index</i>		<i>0.2 ----</i>	<i>0.2 ----</i>	<i>3.9 ----</i>	<i>2.4 ----</i>	<i>4.1 ----</i>	<i>4.1 ----</i>	
Wellington FX	(Core Fixed)	0.2 (44)	0.2 (44)	7.1 (1)	4.4 (5)	7.5 (1)	8.3 (4)	12/08
<i>Barclays Aggregate Index</i>		<i>0.2 ----</i>	<i>0.2 ----</i>	<i>3.9 ----</i>	<i>2.4 ----</i>	<i>4.1 ----</i>	<i>4.6 ----</i>	
Mondrian Fixed	(Intl Fx)	-2.8 (52)	-2.8 (52)	0.2 (77)	-1.1 (99)	2.1 (97)	3.4 (97)	12/08
<i>Citi World Gov't Bond Index</i>		<i>-3.8 ----</i>	<i>-3.8 ----</i>	<i>-0.1 ----</i>	<i>-0.5 ----</i>	<i>1.6 ----</i>	<i>2.2 ----</i>	
BlackRock TIPS	(Broad Fixed)	-2.1 (97)	-2.1 (97)	1.6 (86)	1.3 (90)	---- ----	4.3 (65)	12/09
<i>Barclays US TIPS</i>		<i>-2.0 ----</i>	<i>-2.0 ----</i>	<i>1.6 ----</i>	<i>1.3 ----</i>	<i>4.5 ----</i>	<i>4.3 ----</i>	
Guggenheim	(Hi Yield)	-0.1 (1)	-0.1 (1)	---- ----	---- ----	---- ----	4.5 (19)	12/13
<i>Citi High Yield BB & B Index</i>		<i>-1.6 ----</i>	<i>-1.6 ----</i>	<i>7.1 ----</i>	<i>10.1 ----</i>	<i>9.7 ----</i>	<i>3.6 ----</i>	
KDP	(Hi Yield)	-1.5 (29)	-1.5 (29)	6.2 (88)	9.2 (91)	8.3 (96)	8.3 (96)	09/09
<i>Citi High Yield BB & B Index</i>		<i>-1.6 ----</i>	<i>-1.6 ----</i>	<i>7.1 ----</i>	<i>10.1 ----</i>	<i>9.7 ----</i>	<i>9.7 ----</i>	
Wellington Emg Debt		-1.9 ----	-1.9 ----	8.0 ----	8.4 ----	---- ----	8.7 ----	12/09
<i>JP Morgan EMBI</i>		<i>-0.6 ----</i>	<i>-0.6 ----</i>	<i>9.7 ----</i>	<i>8.0 ----</i>	<i>8.0 ----</i>	<i>8.1 ----</i>	

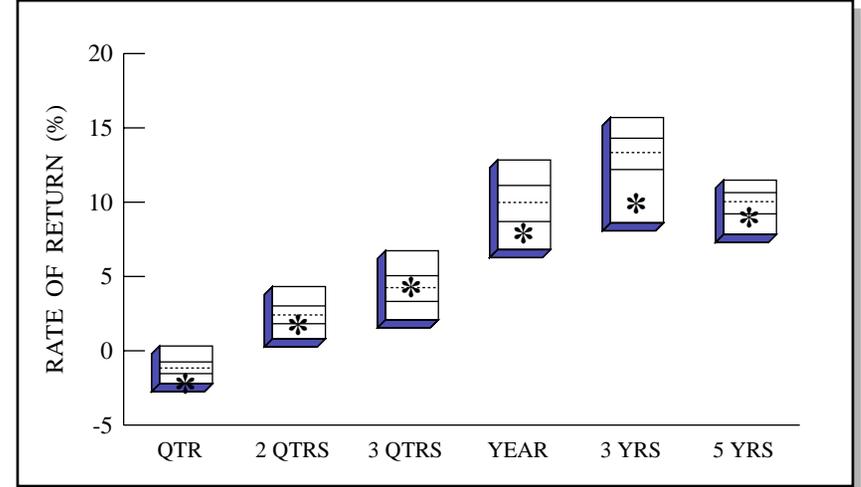
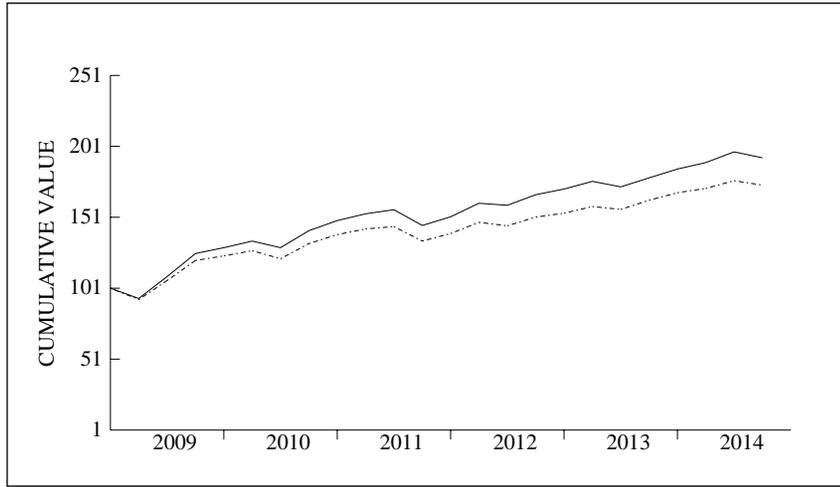
MANAGER VALUE ADDED

1 Quarter	Portfolio	Benchmark	1 Year
-0.7	AQR Global Risk Premium	60 MSCI/40 WGBI	4.5
4.5	Mellon Global Expanded Alpha I	60 MSCI/40 WGBI	-1.6
-3.8	Pimco All Asset All Authority	CPI + 5%	-0.6
-2.1	Wellington Opportunistic GAA	65World/35Agg	-1.2
0.0	SSgA S&P 500 Cap-Weighted	S&P 500	0.0
-0.5	T Rowe Price Enhanced Index	S&P 500	-2.7
0.1	SSgA S&P Equal Weighted Index Fund	Equal Wtd S&P	0.1
0.0	SSgA S&P 400	S&P 400	0.0
3.6	Champlain	Russell 2500	2.0
0.1	SSgA Russell 2000 Growth	Russell 2000G	0.2
3.2	Wellington Small Cap Value	Russell 2000V	0.9
-0.1	SSgA ACWI Ex-US	ACWI Ex US	-0.2
-2.1	Acadian	MSCI EAFE Net	4.2
0.0	Mondrian International Equity	MSCI EAFE Net	9.5
-0.1	Aberdeen Emerging Markets	MSCI Emg Mkts	-0.8
-2.9	Martin Currie Global Emerging Markets Fund	MSCI Emg Mkts	-6.4
0.2	Schroders	BLP Commodity	-0.6
-0.3	GAM	HFRI FOF	-0.1
-0.4	Grosvenor	HFRI FOF	0.9
-1.5	Permal	HFRI FOF	1.4
-0.4	Total Portfolio	Manager Shadow	1.4

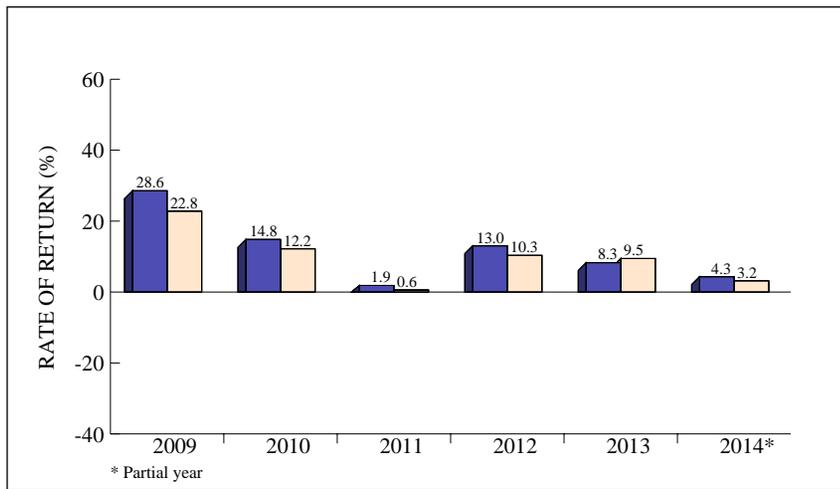
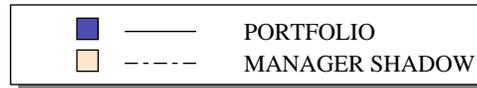
MANAGER VALUE ADDED

1 Quarter	Portfolio	Benchmark	1 Year
1.6	Hamilton Lane Secondary Fund II	Cambridge PE	0.4
6.2	Hamilton Lane Private Equity Fund VII Series A Offshore	Cambridge PE	11.7
-3.6	Hamilton Lane Private Equity Fund VII Series B Offshore	Cambridge PE	0.3
6.0	Harbourvest Primary Fund IX Buyout	Cambridge PE	1.8
4.7	Harbourvest Primary Fund IX Credit Opportunities	Cambridge PE	2.5
16.4	Harbourvest Secondary Fund VIII Dover	Cambridge PE	7.9
5.7	Harbourvest Primary Fund IX Venture	Cambridge PE	9.1
-0.6	Siguler Guff Distressed Real Estate	Cambridge PE	N/A
-3.2	VPIC Real Estate	NCREIF ODCE	0.3
-1.7	Molpus Sustainable Woodlands Fund II	NCREIF Timber	-0.4
0.2	Pimco Unconstrained Bond Fund	3-Month LIBOR	2.4
2.2	Allianz Structured Alpha	Barclays Agg	5.8
-0.4	Pimco Core Plus	Barclays Agg	-0.9
0.0	Wellington DAS Fixed	Barclays Agg	3.2
1.0	Mondrian Global Fixed Income	Citi WGBI	0.3
-0.1	BlackRock TIPS	Barclays TIPS	0.0
1.5	Guggenheim High Yield	BB & B Index	N/A
0.1	KDP	BB & B Index	-0.9
-1.3	Wellington Emerging Markets Debt	JPM EMBI	-1.7
-0.4	Total Portfolio	Manager Shadow	1.4

TOTAL RETURN COMPARISONS



Public Fund Universe

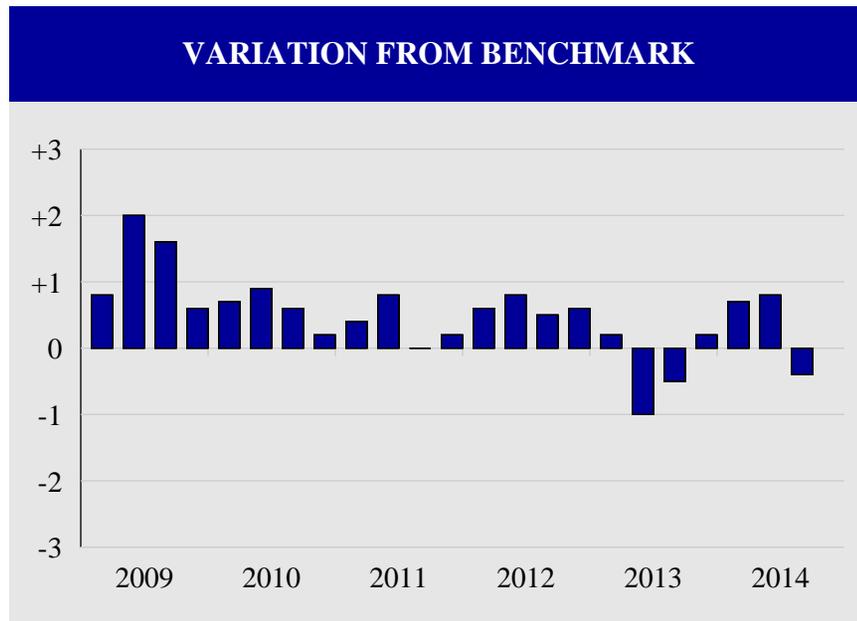


	QTR	2QTRS	3QTRS	YEAR	-----ANNUALIZED-----	
					3 YRS	5 YRS
RETURN	-2.2	1.8	4.3	8.0	10.0	9.0
(RANK)	(95)	(76)	(47)	(86)	(94)	(80)
5TH %ILE	0.3	4.3	6.7	12.8	15.7	11.5
25TH %ILE	-0.8	3.0	5.1	11.1	14.3	10.6
MEDIAN	-1.2	2.4	4.3	10.0	13.3	10.0
75TH %ILE	-1.5	1.8	3.3	8.7	12.2	9.2
95TH %ILE	-2.2	0.8	2.1	6.8	8.6	7.8
Mgr Shadow	-1.8	1.4	3.2	6.6	9.0	7.6

Public Fund Universe

TOTAL PORTFOLIO QUARTERLY PERFORMANCE SUMMARY

COMPARATIVE BENCHMARK: BURLINGTON MANAGER SHADOW INDEX



Total Quarters Observed	23
Quarters At or Above the Benchmark	20
Quarters Below the Benchmark	3
Batting Average	.870

RATES OF RETURN						
Date	Portfolio	Bench	Diff	-----Cumulative-----		
				Portfolio	Bench	Diff
3/09	-7.2	-8.0	0.8	-7.2	-8.0	0.8
6/09	16.6	14.6	2.0	8.2	5.4	2.8
9/09	15.0	13.4	1.6	24.5	19.5	5.0
12/09	3.3	2.7	0.6	28.6	22.8	5.8
3/10	3.6	2.9	0.7	33.2	26.4	6.8
6/10	-3.5	-4.4	0.9	28.5	20.8	7.7
9/10	9.4	8.8	0.6	40.6	31.5	9.1
12/10	5.0	4.8	0.2	47.6	37.8	9.8
3/11	3.3	2.9	0.4	52.4	41.8	10.6
6/11	1.9	1.1	0.8	55.3	43.4	11.9
9/11	-7.1	-7.1	0.0	44.3	33.2	11.1
12/11	4.2	4.0	0.2	50.4	38.6	11.8
3/12	6.3	5.7	0.6	59.9	46.5	13.4
6/12	-0.9	-1.7	0.8	58.4	44.0	14.4
9/12	4.7	4.2	0.5	65.9	50.1	15.8
12/12	2.4	1.8	0.6	69.9	52.9	17.0
3/13	3.2	3.0	0.2	75.4	57.5	17.9
6/13	-2.3	-1.3	-1.0	71.4	55.5	15.9
9/13	3.7	4.2	-0.5	77.8	62.0	15.8
12/13	3.5	3.3	0.2	84.0	67.4	16.6
3/14	2.5	1.8	0.7	88.5	70.3	18.2
6/14	4.0	3.2	0.8	96.2	75.8	20.4
9/14	-2.2	-1.8	-0.4	91.9	72.6	19.3

Private Equity Investor Report as of September 30, 2014
Hamilton Lane Secondary Fund II LP

IRR Since Inception	17.47%	Annualized, Net of Fees
Market Value	\$ 1,632,652	Last Appraisal Date: 9/30/2014 (unaudited)
Initial Commitment	\$ 3,400,000	100.00%
Capital Committed	\$ 2,991,328	87.98%
Remaining Commitment	\$ 408,672	12.02%
Net Investment Income/(Loss)	\$ (220,956)	
Net Unrealized Gain/(Loss)	\$ 977,500	

Date	Contributions	% of Commitment	Recallable Distributions	% of Commitment	Distributions
Year 2009	\$ 518,361	15.25%	\$ (151,904)	-4.47%	\$ -
Year 2010	\$ 1,109,828	32.64%	\$ -	-	\$ (87,992)
Year 2011	\$ 607,254	17.86%	\$ (115,109)	-3.39%	\$ (361,234)
1/27/2012	\$ 224,461	6.60%	\$ -	-	\$ (243,571)
3/26/2012	\$ 276,260	8.13%	\$ -	-	\$ -
6/26/2012	\$ 204,000	6.00%	\$ -	-	\$ (154,491)
8/6/2012	\$ 144,500	4.25%	\$ -	-	\$ (150,759)
10/31/2012	\$ 51,000	1.50%	\$ -	-	\$ (129,738)
12/27/2012	\$ 34,000	1.00%	\$ -	-	\$ (157,957)
2/26/2013	\$ 11,511	0.34%	\$ -	-	\$ (137,100)
3/8/2013	\$ 34,000	1.00%	\$ -	-	\$ -
3/29/2013	\$ 43,166	1.27%	\$ -	-	\$ -
6/10/2013	\$ -	-	\$ -	-	\$ (144,307)
8/14/2013	\$ -	-	\$ -	-	\$ (167,406)
9/26/2013	\$ 8,633	4.49%	\$ -	-	\$ (132,375)
10/18/2013	\$ -	-	\$ -	-	\$ (110,666)
11/14/2013	\$ -	-	\$ (17,266)	-0.51%	\$ (40,013)
1/14/2014	\$ -	-	\$ -	-	\$ (143,432)
3/5/2014	\$ -	-	\$ -	-	\$ (120,864)
3/31/2014	\$ -	-	\$ -	-	\$ (63,310)
5/28/2014	\$ -	-	\$ -	-	\$ (172,662)
6/27/2014	\$ -	-	\$ -	-	\$ (71,978)
8/14/2014	\$ -	-	\$ -	-	\$ (115,109)
9/11/2014	\$ -	-	\$ -	-	\$ (132,375)
9/26/2014	\$ 8,633	1.50%	\$ -	-	\$ -
Total	\$ 3,275,607	96.34%	\$ (284,279)	-8.36%	\$ (2,837,339)

Private Equity Investor Report as of September 30, 2014
Hamilton Lane Private Equity Fund VII LP Series A Offshore

IRR Since Inception	14.76%	Annualized, Net of Fees
Market Value	\$ 1,042,386	Last Appraisal Date: 9/30/2014 (unaudited)
Initial Commitment	\$ 1,500,000	100.00%
Capital Committed	\$ 1,022,363	68.16%
Remaining Commitment	\$ 477,637	31.84%
Net Investment Income/(Loss)	\$ (38,358)	
Net Unrealized Gain/(Loss)	\$ 179,126	

Date	Contributions	% of Commitment	Recallable Distributions	% of Commitment	Distributions
7/27/2011	\$ 172,500	11.50%	\$ -	-	\$ -
9/27/2011	\$ 52,500	3.50%	\$ -	-	\$ -
11/15/2011	\$ 52,500	-	\$ -	-	\$ -
12/30/2011	\$ 67,947	4.53%	\$ -	-	\$ -
4/24/2012	\$ 83,394	5.56%	\$ -	-	\$ (32,311)
6/24/2012	\$ 52,500	3.50%	\$ -	-	\$ -
8/23/2012	\$ 45,000	3.00%	\$ -	-	\$ (3,692)
10/15/2012	\$ 67,500	4.50%	\$ -	-	\$ (23,932)
11/21/2012	\$ 80,250	5.35%	\$ -	-	\$ -
3/12/2013	\$ 48,750	3.25%	\$ -	-	\$ (27,930)
2/14/2014	\$ 61,500	4.10%	\$ -	-	\$ -
5/20/2014	\$ 187,500	12.50%	\$ -	-	\$ (151,650)
7/14/2014	\$ 50,522	3.37%	\$ -	-	\$ (19,283)
Total	\$ 1,022,363	68.16%	\$ -	0.00%	\$ (258,798)

Valuations of non-public securities are provided by Hamilton Lane, based on current market and company conditions.

Private Equity Investor Report as of September 30, 2014
Hamilton Lane Private Equity Fund VII LP Series B Offshore

IRR Since Inception		7.19% Annualized, Net of Fees
Market Value	\$	703,162 Last Appraisal Date: 9/30/2014 (unaudited)
Initial Commitment	\$	1,000,000 100.00%
Capital Committed	\$	741,680 74.17%
Remaining Commitment	\$	258,320 25.83%
Net Investment Income/(Loss)	\$	(45,482)
Net Unrealized Gain/(Loss)	\$	84,961

Date	Contributions	% of Commitment	Recallable Distributions	% of Commitment	Distributions
7/27/2011	\$ 160,000	16.00%	\$ -	-	\$ -
9/27/2011	\$ 35,000	3.50%	\$ -	-	\$ -
12/28/2011	\$ 50,723	5.07%	\$ -	-	\$ -
4/24/2012	\$ 56,445	5.64%	\$ -	-	\$ (22,962)
6/24/2012	\$ 50,000	5.00%	\$ -	-	\$ -
8/23/2012	\$ 50,000	5.00%	\$ -	-	\$ (2,909)
11/21/2012	\$ 30,000	3.00%	\$ -	-	\$ (16,671)
1/3/2013	\$ 40,000	4.00%	\$ -	-	\$ -
8/12/2013	\$ 100,000	10.00%	\$ -	-	\$ (35,860)
2/14/2014	\$ 44,000	4.40%	\$ -	-	\$ -
5/20/2014	\$ 80,000	8.00%	\$ -	-	\$ (49,323)
7/14/2014	\$ 45,512	4.55%	\$ -	-	\$ (3,495)
Total	\$ 741,680	74.17%	\$ -	0.00%	\$ (131,220)

Valuations of non-public securities are provided by Hamilton Lane, based on current market and company conditions.

Timber Investor Report as of September 30, 2014
Molpus Sustainable Woodlands Fund II, LP

IRR Since Inception	1.58% Annualized, Net of Fees	
Market Value	\$ 3,160,833	Last Appraisal Date: 9/30/2014 (unaudited)
Initial Commitment	\$ 3,400,000	100.00%
Capital Committed	\$ 3,400,000	100.00%
Remaining Commitment	\$ -	0.00%
Net Investment Income/(Loss)	\$ (182,739)	
Net Unrealized Gain/(Loss)	\$ 450,449	

Date	Contributions	% of Commitment	Recallable Distributions	% of Commitment	Distributions
2/28/2009	\$ 510,000	15.00%	\$ -	-	\$ -
9/30/2009	\$ 2,890,000	85.00%	\$ -	-	\$ -
4/30/2010	\$ -	-	\$ -	-	\$ (19,365)
6/30/2010	\$ -	-	\$ -	-	\$ (67,116)
12/31/2010	\$ -	-	\$ -	-	\$ (28,663)
6/30/2011	\$ -	-	\$ -	-	\$ (19,109)
12/31/2011	\$ -	-	\$ -	-	\$ (38,218)
12/31/2012	\$ -	-	\$ -	-	\$ (47,772)
6/25/2013	\$ -	-	\$ -	-	\$ (76,435)
12/31/2013	\$ -	-	\$ -	-	\$ (114,653)
3/31/2014	\$ -	-	\$ -	-	\$ (47,772)
9/30/2014	\$ -	-	\$ -	-	\$ (47,772)
Total	\$ 3,400,000	100.00%	\$ -	0.00%	\$ (506,875)

BURLINGTON EMPLOYEES RETIREMENT SYSTEM

Portfolio Returns as of September 30, 2014

Portfolio	QTR	FYTD	1 Year	Since 3/31/09	Since 12/31/07	Inception Date
Martin Currie	-6.3	-6.3	-1.8	12.2	N/A	03/09
Hamilton Lane***	1.8	1.8	19.4	20.0	N/A	03/09
Molpus Timber	-0.2	-0.2	10.0	3.6	N/A	03/09
Non-VPIC Assets**	-1.6	-1.6	9.1	12.2	N/A	03/09
VPIC Assets*	-2.1	-2.1	7.7	14.3	4.5	12/07
Total Portfolio	-2.2	-2.2	8.0	14.1	4.4	12/07

Fiscal Year Start date: July 1st.

**Source: NEPC*

***Asset allocation on 6/30/14: 34.4% Emerging Markets, 34.0% Private Equity, 31.6% Timber*

****The Hamilton Lane portfolio represents the combined assets of the three Hamilton Lane investments.*

BURLINGTON EMPLOYEES RETIREMENT SYSTEM

Portfolio Returns as of June 30, 2014

Portfolio	2Q 2014	Since 3/31/09
Non-VPIC Assets**	2.1	13.2
VPIC Assets*	4.0	15.5
Total Portfolio	4.0	15.3

**Source: NEPC*

***Asset allocation on 3/31/14: 32.2% Emerging Markets, 36.2% Private Equity, 31.6% Timber*

Portfolio Returns as of March 31, 2014

Portfolio	1Q 2014	Since 3/31/09
Non-VPIC Assets**	0.6	13.4
VPIC Assets*	2.6	15.4
Total Portfolio	2.5	15.2

**Source: NEPC*

***Asset allocation on 12/31/13: 32.9% Emerging Markets, 35.6% Private Equity, 31.4% Timber*

BURLINGTON EMPLOYEES RETIREMENT SYSTEM

Portfolio Returns as of December 31, 2013

Portfolio	4Q 2013	Since 3/31/09
Non-VPIC Assets**	7.9	14.1
VPIC Assets*	3.1	15.6
Total Portfolio	3.5	15.5

**Source: NEPC*

***Asset allocation on 9/30/13: 33.8% Emerging Markets, 35.2% Private Equity, 31.0% Timber*

Portfolio Returns as of September 30, 2013

Portfolio	3Q 2013	Since 3/31/09
Non-VPIC Assets**	2.4	13.0
VPIC Assets*	3.9	15.8
Total Portfolio	3.7	15.5

**Source: NEPC*

***Asset allocation on 6/30/13: 31.8% Emerging Markets, 37.2% Private Equity, 31.1% Timber*

Portfolio Returns as of June 30, 2013

Portfolio	2Q 2013	Since 3/31/09
Non-VPIC Assets**	-1.0	13.1
VPIC Assets*	-2.4	15.7
Total Portfolio	-2.3	15.5

**Source: NEPC*

***Asset allocation on 3/31/13: 33.8% Emerging Markets, 35.3% Private Equity, 30.9% Timber*

Portfolio Returns as of March 31, 2013

Portfolio	1Q 2013	Since 3/31/09
Non-VPIC Assets**	-0.8	14.3
VPIC Assets*	3.6	17.5
Total Portfolio	3.2	17.2

**Source: NEPC*

***Asset allocation on 12/31/12: 34.9% Emerging Markets, 34.5% Private Equity, 30.6% Timber*

BURLINGTON EMPLOYEES RETIREMENT SYSTEM

Portfolio Returns as of December 31, 2012

Portfolio	4Q 2012	Since 3/31/09
Non-VPIC Assets**	5.3	15.6
VPIC Assets*	2.1	17.6
Total Portfolio	2.4	17.5

**Source: NEPC*

***Asset allocation on 9/30/12: 33.9% Emerging Markets, 35.8% Private Equity, 30.3% Timber*

Portfolio Returns as of September 30, 2012

Portfolio	3Q 2012	Since 3/31/09
Non-VPIC Assets**	2.7	15.1
VPIC Assets*	5.1	18.3
Total Portfolio	4.7	18.1

**Source: NEPC*

***Asset allocation on 6/30/12: 32.5% Emerging Markets, 36.1% Private Equity, 31.4% Timber*

Portfolio Returns as of June 30, 2012

Portfolio	2Q 2012	Since 3/31/09
Non-VPIC Assets**	-2.8	15.4
VPIC Assets*	-0.8	18.0
Total Portfolio	-0.9	17.9

**Source: NEPC*

***Asset allocation on 3/31/12: 35.5% Emerging Markets, 33.3% Private Equity, 31.2% Timber*

Portfolio Returns as of March 31, 2012

Portfolio	1Q 2012	Since 3/31/09
Non-VPIC Assets**	7.9	17.8
VPIC Assets*	6.3	20.0
Total Portfolio	6.3	19.9

**Source: NEPC*

***Asset allocation on 12/31/11: 34.0% Emerging Markets, 31.5% Private Equity, 34.6% Timber*

BURLINGTON EMPLOYEES RETIREMENT SYSTEM

Portfolio Returns as of December 31, 2011

Portfolio	4Q 2011	Since 3/31/09
Non-VPIC Assets**	-0.8	16.3
VPIC Assets*	4.6	19.3
Total Portfolio	4.2	19.2

**Source: NEPC*

***Asset allocation on 9/30/11: 32.9% Emerging Markets, 28.0% Private Equity, 39.1% Timber*

Portfolio Returns as of September 30, 2011

Portfolio	3Q 2011	Since 3/31/09
Non-VPIC Assets**	-9.0	18.5
VPIC Assets*	-7.2	19.3
Total Portfolio	-7.1	19.3

**Source: NEPC*

***Asset allocation on 6/30/11: 40.9% Emerging Markets, 21.0% Private Equity, 38.1% Timber*

Portfolio Returns as of June 30, 2011

Portfolio	2Q 2011	Since 3/31/09
Non-VPIC Assets**	2.0	25.9
VPIC Assets*	1.9	25.8
Total Portfolio	1.9	25.7

**Source: NEPC*

***Asset allocation on 3/31/11: 41.3% Emerging Markets, 20.1% Private Equity, 38.9% Timber*

Portfolio Returns as of March 31, 2011

Portfolio	1Q 2011	Since 3/31/09
Non-VPIC Assets**	2.5	28.3
VPIC Assets*	3.4	28.2
Total Portfolio	3.3	28.2

**Source: NEPC*

***Asset allocation on 12/31/10: 41.3% Emerging Markets, 19.4% Private Equity, 39.3% Timber*

BURLINGTON EMPLOYEES RETIREMENT SYSTEM

Portfolio Returns as of December 31, 2010

Portfolio	4Q 2010	Since 3/31/09
Non-VPIC Assets**	7.5	31.1
VPIC Assets*	4.7	30.3
Total Portfolio	5.0	30.4

**Source: NEPC*

***Asset allocation on 9/30/10: 44.9% Emerging Markets, 11.9% Private Equity, 43.2% Timber*

Portfolio Returns as of September 30, 2010

Portfolio	3Q 2010	Since 3/31/09
Non-VPIC Assets**	8.0	30.7
VPIC Assets*	9.7	32.1
Total Portfolio	9.4	31.9

**Source: NEPC*

***Asset allocation on 6/30/10: 41.0% Emerging Markets, 11.8% Private Equity, 47.1% Timber*

Portfolio Returns as of June 30, 2010

Portfolio	2Q 2010	Since 3/31/09
Non-VPIC Assets**	-2.1	29.6
VPIC Assets*	-3.6	29.7
Total Portfolio	-3.5	29.8

**Source: NEPC*

***Asset allocation on 3/31/10: 43.5% Emerging Markets, 7.9% Private Equity, 48.6% Timber*

Portfolio Returns as of March 31, 2010

Portfolio	1Q 2010	Since 3/31/09
Non-VPIC Assets**	0.3	41.3
VPIC Assets*	3.9	43.6
Total Portfolio	3.6	43.5

**Source: NEPC*

***Asset allocation on 12/31/09: 43.5% Emerging Markets, 7.4% Private Equity, 49.0% Timber*

BURLINGTON EMPLOYEES RETIREMENT SYSTEM

Portfolio Returns as of December 31, 2009

Portfolio	4Q 2009	Since 3/31/09
Non-VPIC Assets**	1.7	40.9
VPIC Assets*	3.4	38.2
Total Portfolio	3.3	38.5

**Source: NEPC*

***Asset allocation on 9/30/09: 42.7% Emerging Markets, 7.3% Private Equity, 50.0% Timber*

Portfolio Returns as of September 30, 2009

Portfolio	3Q 2009	Since 3/31/09
Non-VPIC Assets**	13.6	38.5
VPIC Assets*	15.0	33.6
Total Portfolio	15.0	34.1

**Source: NEPC*

***Asset allocation on 6/30/09: 67.9% Emerging Markets, 17.8% Private Equity, 14.3% Timber*

Portfolio Returns as of June 30, 2009

Portfolio	2Q 2009
Non-VPIC Assets**	21.9
VPIC Assets*	16.2
Total Portfolio	16.6

**Source: NEPC*

***Asset allocation on 3/31/09: 68.3% Emerging Markets, 13.5% Private Equity, 18.2% Timber*

APPENDIX - MAJOR MARKET INDEX RETURNS

Equity	Style	QTR	FYTD	1 Year	3 years	5 Years
Russell 3000	Broad Equity	0.0	0.0	17.8	23.1	15.8
S&P 500	Large Cap Core	1.1	1.1	19.7	23.0	15.7
Russell 1000	Large Cap Core	0.7	0.7	19.0	23.2	15.9
Russell 1000 Growth	Large Cap Growth	1.5	1.5	19.1	22.4	16.5
Russell 1000 Value	Large Cap Value	-0.2	-0.2	18.9	23.9	15.3
Russell 2000	Small Cap	-7.4	-7.4	3.9	21.3	14.3
Russell 2000 Growth	Small Cap Growth	-6.1	-6.1	3.8	21.9	15.5
Russell 2000 Value	Small Cap Value	-8.6	-8.6	4.1	20.6	13.0
MSCI EAFE	Developed Markets	-5.8	-5.8	4.7	14.2	7.0
MSCI EAFE Growth	Developed Markets Growth	-5.5	-5.5	3.2	13.7	7.9
MSCI EAFE Value	Developed Markets Value	-6.1	-6.1	6.2	14.6	6.1
MSCI Emerging Markets	Emerging Markets	-3.4	-3.4	4.6	7.5	4.7
MSCI All Country World	Global Equity	-2.2	-2.2	11.9	17.2	10.6
MSCI All Country World Ex US	Global Equity (ex. US)	-5.2	-5.2	5.2	12.3	6.5
Fixed Income	Style	QTR	FYTD	1 Year	3 years	5 Years
Barclays Aggregate Index	Core Fixed Income	0.2	0.2	3.9	2.4	4.1
Barclays Gov/Credit	Gov/Credit	0.2	0.2	4.1	2.5	4.3
Barclays Capital Gov't Bond	Treasuries	0.3	0.3	2.3	1.1	3.1
Barclays Capital Credit Bond	Corporate Bonds	-0.1	-0.1	6.8	5.2	6.2
Intermediate Aggregate	Core Intermediate	0.0	0.0	2.7	2.1	3.6
Intermediate Gov/Credit	Gov / Credit Intermediate	0.0	0.0	2.2	2.0	3.4
ML/BoA 1-3 Year Treasury	Short Term Treasuries	0.0	0.0	0.5	0.3	0.9
CSFB High Yield	High Yield Bonds	-1.9	-1.9	7.1	10.6	10.4
Barclays Global Ex US	International Treasuries	-5.3	-5.3	-1.1	-0.9	-0.5
Citi World Gov't Bond Index	International Fixed Income	-3.8	-3.8	-0.1	-0.5	1.6
Barclays Global Aggregate	International Fixed Income	-3.1	-3.1	1.2	1.2	2.7
Barclays Global Aggregate Ex US	International Fixed Income	-5.4	-5.4	-0.8	0.1	1.7
Alternative Assets	Style	QTR	FYTD	1 Year	3 years	5 Years
MSCI US REIT Index	REITs	-3.1	-3.1	13.3	16.6	16.0
NCREIF NFI-ODCE Index	Real Estate	3.2	3.2	12.4	12.3	12.4
NCREIF Timber Index	Timber	1.5	1.5	10.4	7.4	3.6
Bloomberg Commodity Index	Commodities	-11.8	-11.8	-6.6	-5.3	-1.4
HFRI FOF Composite	Hedge Funds	0.3	0.3	6.2	5.2	3.0

APPENDIX - DISCLOSURES

- * The Burlington Manager Shadow index is the weighted average of each manager portfolio's beginning value multiplied by its current quarter benchmark return.
- * The Burlington Policy Index is a policy-weighted passive index constructed as follows:

35% S&P 500	10% Russell Midcap	15% MSCI EAFE
35% Barclays Aggregate	5% 91-Day TBills	
- * The Real Assets Blended Index is comprised of equal parts:

NCREIF ODCE	NCREIF Timber	Bloomberg Commodities (Formerly known as Dow Jones UBS Commodities)
-------------	---------------	---
- * Returns presented in this report for periods prior to September 2004 have been incorporated into Dahab Associates performance databases from sources prior to our employment by the System. We believe these returns are reliable and accurate, but they have not been calculated directly by Dahab Associates, and may not necessarily reflect the capability of our performance measurement processes.
- * Dahab Associates utilizes data provided by a custodian and other vendors it believes are reliable. However, it cannot assume responsibility for errors and omissions therefrom.
- * All returns were calculated on a time-weighted basis, and are net of fees unless otherwise noted.
- * All returns for periods greater than one year are annualized.
- * All values are in US dollars.
- * All values for the Pooled Cash account since June 2012 are estimated and subject to change.