

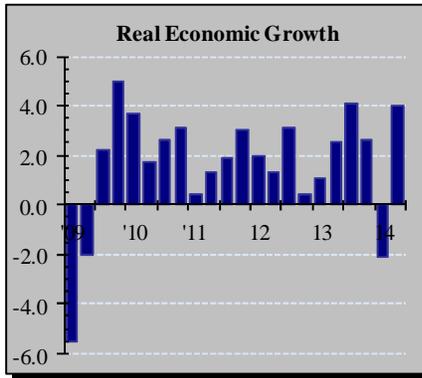
**CITY OF BURLINGTON EMPLOYEES
RETIREMENT PLAN
PRELIMINARY PERFORMANCE REVIEW
JUNE 2014**



ECONOMIC ENVIRONMENT

A Welcome Spring

Coming on the heels of a 2.1% downturn in the first quarter's GDP, the second quarter's economic picture has brightened substantially. Estimated GDP growth of 4.0% this spring erased the winter downturn.



Signs of the improvement ranged from excellent job growth to further tapering of the Fed's quantitative easing program. Not only have we seen a constructive hint of inflation in higher metals and energy prices, but we've also seen housing prices continue to rise. Healthy consumer confidence numbers and manufacturing gains are further indicators of economic strength. Geopolitical problems in the Middle East and antagonism between Ukraine and Russia failed to dampen economic enthusiasm.

The 2nd quarter economic highlights were:

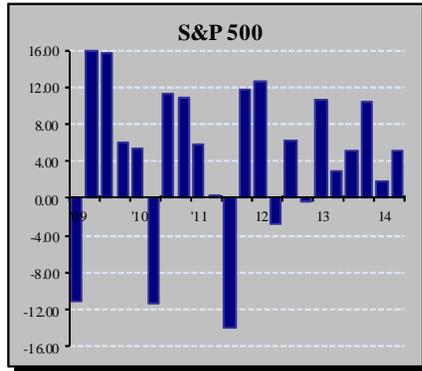
- GDP growth for the second quarter increased by 4.0% after declining 2.1% in the prior quarter. Going forward, economists predict healthy GDP expansion for the rest of 2014 and 2015.
- Job gains, as reported by the Bureau of Labor Statistics, were 288,000 in June. For the quarter, gains averaged 272,000 per month. As a result, the unemployment rate dipped to 6.1%, close to the Fed's 6% interim goal. Another positive was the broad arc of the job gains, which spanned manufacturing, services, retail and health care. Still, the overall employment level remains at a relatively low 62.8% and the number of part-time workers rose to 7.5 million.
- Home prices in May rose 8.8%, year-over-year. All fifty states participated, with Hawaii and California enjoying the largest gains. May was the 27th consecutive month for such gains. Home prices are still 13.5% below their April 2006 peak.

- Manufacturing and service sector activity was very pronounced. The Institute of Supply Management reported the June manufacturing index at 55.3%, well above the 50% expansion threshold. New orders for the manufacturing sector were up 58.9%. Additionally, 15 of the 18 manufacturing industries experienced growth. Only chemical products, textiles and plastics contracted. The service sector reading was 56% in June, with new orders at 61.2%.
- As of June, the Conference Board's Consumer Confidence Index gained 3% in one month, rising to 85.2, its highest level in 5-½ years! The consumer survey indicates reasonable satisfaction as projected out for the next six-months. While relatively few workers expect their incomes to grow by yearend, still fewer expect an income decline. This report was yet another reflection of a growing economy.
- The DJ-UBS Commodity Index was little changed from the first quarter. Decreases in grain prices (-13%) and cotton (-21%) largely offset gains in metals (+9%) and energy (+4%). The dramatic price drops in grain and soft farm products was inversely correlated with excellent growing conditions. Gold demand drove metals, while uncertainty in Russia and a more robust world economy contributed to higher energy prices.
- CPI inflation has begun to reflect economic expansion. June's CPI increase was a moderate 2.1%, year over year, but is likely to rise further when Fed tapering ends in October. For the next three months, the Fed's mortgage and long maturity Treasury purchases will be \$35 Billion per month, down dramatically from the \$85 Billion initiated last year. Further, on June 17th, the Fed announced it would likely end the program altogether in October. Clearly, this news anticipates a growing economy and ongoing employment gains.

DOMESTIC EQUITY MARKET

Solid Performance across the Board

US stocks of all stripes advanced for the quarter. The bellwether S&P 500 returned 5.2%. The tech-oriented NASDAQ gained a similar 5.3%.



The DJIA's 2.8% trailed, reflecting a dearth of tech giants in that index. Large-cap and mid-cap names fared far better than smaller-sized companies; the Russell 1000 Index (5.1%) and Russell Mid-Cap Index (5.0%) performed well ahead of the Russell 2000 (2.0%). REITs were again the exception this quarter, as the quarterly NAREIT Index climbed 7.1% and 16.2%, year-

to-date. Results for the mid-cap and small-cap value style indices were moderately ahead of comparable growth index returns.

Every S&P sector was in the black for the quarter. Energy was the big winner (11.9%), reflecting armed clashes in Iraq and the Ukraine, with their potential to disrupt supplies. Utilities also performed well, adding 9.5%. This typically sleepy sector benefited from a series of announced takeovers, such as Exelon's acquisition of Pepco. Computer technology also rose 9.5%, buoyed by Apple's 20% price rise. The remaining sectors also posted gains, but in a more narrow range of 2.3% - 8.8%. Financials brought up the rear (2.3%), as the Federal government settled mortgage cases against the largest banks.

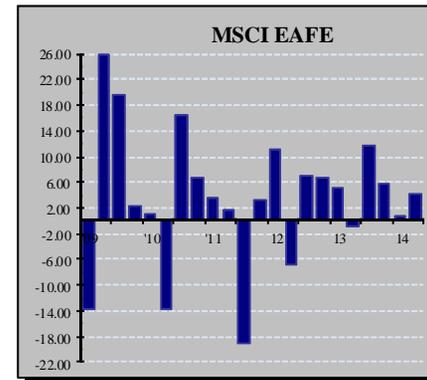
INTERNATIONAL EQUITIES

Developed Markets and EM Both Advanced

The MSCI EAFE developed markets returned a solid 4.3%. In a reversal from the prior quarter, results in the Far East dwarfed those in Europe. In the Pacific region, Japan performed surprisingly well (+6.7%); the gain was mainly because its economy grew faster than expected in the first quarter and Japanese consumers were indifferent to the 3% tax

increase on goods. Hong Kong also turned in excellent results (+8.3%), as its financial companies reported good profits. Singapore's political stability helped its stock market to advance 5.7%. However, Australia trailed the region, adding just 2.9%; the announcement of a tight federal budget for the next fiscal year contributed to the subpar return.

European countries (x-UK) didn't fare as well, adding only 2.6%. Investors in these markets were not impressed by the ECB's continued rate cutting in an effort to stimulate capital spending. France and Germany, the two largest member countries, added 2.4% and 2.3%,



respectively. Spain's improving economy surprised on the upside (+7.4%). However, Norway was the European winner (+10.8%), in sync with its oil-based economy. Three southern European countries were the laggards, after performing well in the first quarter: Ireland lost 9%; Portugal was down 1.9%; and Italy rose a marginal 0.3%. The UK market climbed 6.1%,

as investors took note of an ongoing turnaround after last year's recession.

An improving global economy, fewer political uncertainties and rising energy prices all helped emerging markets; the MSCI EM Index earned a healthy 6.7% after being in negative territory for the prior quarter. On a country-by-country basis, however, performance varied widely, from Turkey's positive 15.4% to Greece's 10.7% loss.

The BRIC Index, comprising Brazil, Russia, India and China, rose 8%. Brazil gained 7.7%, supported by higher energy prices. Russian stocks bounced back 10.8% after a 14.5% plunge in the first quarter. India was a star performer (+12.7%). The key to this market was the election of Narendra Modi, a pro-business candidate for Prime Minister. His victory fueled investor hopes for government reforms after decades of political gridlock. China's stock market added 5.7%; investors weighed government reforms and an effort to balance future growth in several

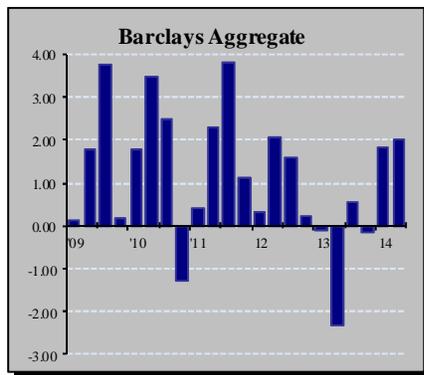
sectors against a slowing real estate market and lower than normal GDP growth.

Given its dominant weight in the EM Latin America Index, Mexico was an outstanding performer. The Mexican market returned 6.6%, benefiting from an improving economic picture in general and energy prices in particular. With the sole exception of Chile's underperformance, returns for the other Latin American countries were equivalent to those of Mexico. Finally, Greece dropped like a stone, losing 10.7%, as optimism turned to pessimism regarding progress toward economic reform. Nonetheless, Greece's market still managed to rise a spectacular 55% for the latest year.

BOND MARKET

Surprisingly Positive Results

Typically, a strong stock market would lead to a lack of interest in bonds, especially at currently low yields. It was a surprise, then, that



bonds were also in the black. If the 2nd quarter fixed income gains can be pinned on any specific factors, they would include: (1) a modest flight from global turmoil to the safety of US Treasuries; (2) the desire for yield that pushed investors into longer maturities and lower credit; (3) the diminished, but still ongoing Fed bond buying program; (4) quiescent inflation, thus far; and (5) the Fed's insistence that short rates won't budge for a while. The Barclays Aggregate Index returned 2.0%. Investment grade credits gained 2.7% and high yield/junk bonds were up 2.4%. Treasuries, comprising more than one-third of the Aggregate Index, gained 1.4%. However, issues with maturities beyond 20-years shot up 5.1%, as interest rates declined all along the yield curve.

Investment grade corporates, comprising 30% of the Aggregate Index returned 2.7%, besting the return from Treasuries. The higher yielding utility sector again was the top performer, earning 3.4%. Industrials added 2.8%, while financials gained 2.2%. A reduced supply of securitized residential mortgage debt brought in a 2.4% MBS return. Commercial mortgages (CMBS) added a lower 1.3%. Asset-backed instruments (ABS), e.g. credit card debt, provided a meager 0.8%, partly due to abundant supply.

Atypically, junk bonds (BA and below) returned less than BAA credits for several reasons: first, high yield returns had leaped ahead of higher quality for several years; second, low-to-high quality spreads have narrowed to near-historic lows; and finally, investors are beginning to look elsewhere for higher income.

EM bonds, a combination of sovereigns and corporates, earned 4.5%. South America had two of the best performers: Venezuela bonds scored a 15.9% return and Argentina 7.0%. Since both countries have major financial problems and depreciating currencies, these results indicated huge leaps of faith on the part of investors. The same story applied to Zambia, which rose 13%. All 70 countries in the EM Index registered positive returns.

CASH EQUIVALENTS

Nothing, Again

Treasuries maturing within one year offered investors essentially zero return yet again. The 3-month Treasury bill provided a paltry one basis point return. On a net of inflation basis, T-bill returns remain negative.

MARKET SUMMARY

ECONOMIC STATISTICS

	CURRENT QTR	LAST QTR
GDP	4.0	-2.1
Unemployment	6.1	6.7
CPI All Items Year/Year	2.10	1.50
Fed Funds Rate	0.25	0.25
Industrial Capacity	79.1	79.1
US Dollars per Euro	1.37	1.38

MAJOR INDEX QUARTER RETURNS

INDEX	PERFORMANCE
Russell 3000	4.9 
S&P 500	5.2 
Russell Mid	5.0 
Russell 2000	2.0 
MSCI EAFE	4.3 
MSCI Emg Mkts	6.7 
NCREIF ODCE	2.9 
Barclays Agg	2.0 
90 Day Tbills	0.0

EQUITY RETURN DISTRIBUTIONS

	QUARTER			TRAILING YEAR		
	VAL	COR	GRO	VAL	COR	GRO
LC	5.1	5.1	5.1	23.8	25.4	26.9
MC	5.6	5.0	4.4	27.7	26.9	26.0
SC	2.4	2.0	1.7	22.5	23.6	24.7

MARKET SUMMARY

- * The advance estimate from the BEA places GDP at 4%.
- * The unemployment rate dropped slightly to 6.1%.
- * CPI increased at a rate of 2.1% year over year.
- * Domestic equities posted stronger returns in Q2 than in Q1. Value stocks outperformed growth for mid and small cap sizes, while large cap stocks saw similar returns across styles.
- * The US Dollar strengthened slightly relative to the Euro.

INVESTMENT RETURN

The second quarter VPIC report was not available at the time of this reports construction. Information presented here could not be reconciled and is subject to change. The value of the Burlington Pooled cash was also not available and reflects the balance as of April 30.

On June 30th, 2014, the City of Burlington Employees Retirement System's Total Portfolio was valued at \$161,369,382, representing an increase of \$5,225,715 from the March quarter's ending value of \$156,143,667. Last quarter, the Fund posted withdrawals totaling \$1,073,316, which partially offset the portfolio's net investment return of \$6,299,032. Income receipts totaling \$1,400 plus net realized and unrealized capital gains of \$6,297,632 combined to produce the portfolio's net investment return.

For the cumulative period since June 2004, the fund has recorded net withdrawals totaling \$12.5 million and posted net investment gains of \$78.3 million. For the period since June 2004, if the total fund returned a compounded nominal rate of 8.0% it would have been valued at \$188.6 million or \$27.2 million more than the actual value as of June 30th, 2014.

RELATIVE PERFORMANCE

Total Fund

In the second quarter, the Total Portfolio gained 4.1%, which was 0.9% above the Burlington Manager Shadow Index's return of 3.2% and ranked in the 23rd percentile of the Public Fund universe. Over the trailing year, the portfolio returned 14.5%, which was 1.5% greater than the benchmark's 13.0% performance, and ranked in the 88th percentile. Since June 2004, the portfolio returned 6.6% on an annualized basis and ranked in the 76th percentile.

EXECUTIVE SUMMARY

PERFORMANCE SUMMARY

	Quarter	FYTD	1 Year	-----Annualized-----	
				3 Years	Since 06/04
Total Portfolio	4.1	14.5	14.5	8.1	6.6
<i>PUBLIC FUND RANK</i>	(23)	(88)	(88)	(92)	(76)
MANAGER SHADOW	3.2	13.0	13.0	7.0	----
POLICY INDEX	3.7	16.2	16.2	10.1	7.1
Diversified Assets	5.7	16.0	16.0	7.6	----
<i>BALANCED FUND RANK</i>	(5)	(66)	(66)	(89)	----
60 MSCI/40 WGBI	3.9	17.4	17.4	8.0	6.9
CPI + 5%	2.1	7.3	7.3	7.1	7.4
Equity	4.7	22.2	22.2	11.2	7.4
<i>GLOBAL EQUITY RANK</i>	(41)	(68)	(68)	(70)	(78)
MSCI AC WORLD	5.2	23.6	23.6	10.8	8.0
AC WORLD EX-US	5.2	22.3	22.3	6.2	8.2
MSCI EAFE	4.3	24.1	24.1	8.6	7.4
MSCI EMG MKTS	6.7	14.7	14.7	-0.1	12.3
RUSSELL 3000	4.9	25.2	25.2	16.5	8.2
CAMBRIDGE PE	0.0	15.5	15.5	12.5	14.5
Absolute Return	1.8	10.3	10.3	6.8	----
HFRI FOF	1.5	7.5	7.5	3.3	3.5
Real Assets	3.4	11.3	11.3	5.7	----
REAL ASSETS IDX	1.4	10.4	10.4	4.7	6.0
NCREIF ODCE	2.9	12.7	12.7	12.4	7.1
NCREIF TIMBER	1.1	9.9	9.9	6.7	8.3
BLP COMMODITY	0.1	8.2	8.2	-5.2	0.9
Fixed Income	2.8	6.2	6.2	5.3	----
<i>BROAD MARKET FIXED RANK</i>	(21)	(38)	(38)	(41)	----
GLOBAL AGGREGATE	2.5	7.4	7.4	2.6	5.1
GLOBAL AGG EX US	2.7	9.4	9.4	1.7	5.1
BARCLAYS AGG	2.0	4.4	4.4	3.7	4.9

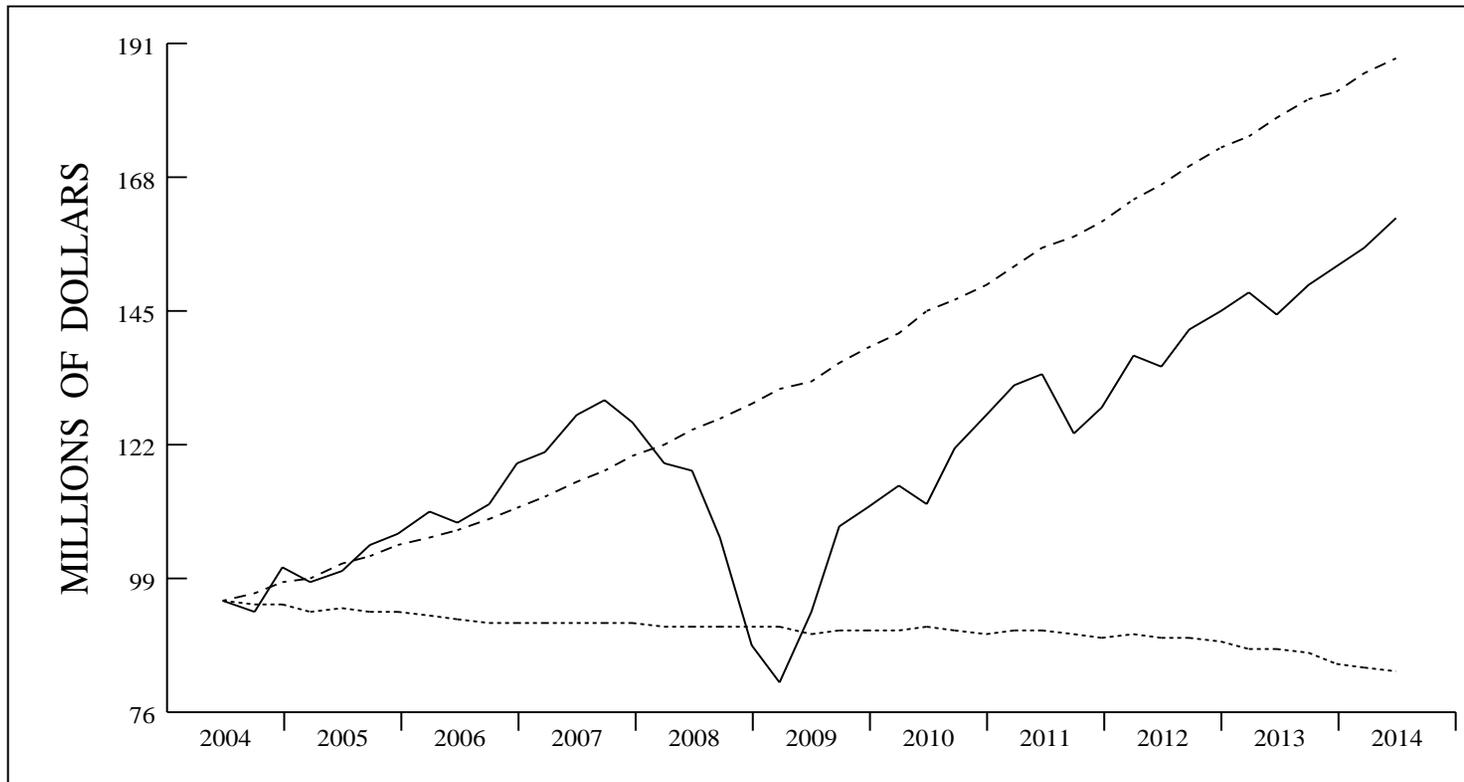
ASSET ALLOCATION

Diversified	19.1%	\$ 30,778,440
Equity	36.3%	58,547,472
Absolute Retn	4.6%	7,424,956
Real Assets	10.5%	16,992,367
Fixed Income	30.2%	48,771,479
Cash	-0.7%	-1,145,332
Total Portfolio	100.0%	\$ 161,369,382

INVESTMENT RETURN

Market Value 3/2014	\$ 156,143,667
Contribs / Withdrawals	- 1,073,316
Income	1,400
Capital Gains / Losses	6,297,631
Market Value 6/2014	\$ 161,369,382

INVESTMENT GROWTH



— ACTUAL RETURN
 - - - 8.0%
 . . . 0.0%

VALUE ASSUMING
 8.0% RETURN
 \$ 188,550,132

	LAST QUARTER	PERIOD 6/04 - 6/14
BEGINNING VALUE	\$ 156,143,667	\$ 95,580,376
NET CONTRIBUTIONS	- 1,073,316	- 12,524,797
<u>INVESTMENT RETURN</u>	<u>6,299,032</u>	<u>78,313,800</u>
ENDING VALUE	\$ 161,369,382	\$ 161,369,382
INCOME	1,400	8,478,724
<u>CAPITAL GAINS (LOSSES)</u>	<u>6,297,632</u>	<u>69,835,080</u>
INVESTMENT RETURN	6,299,032	78,313,800

MANAGER ALLOCATION SUMMARY

Prior Quarter Market Value	%	Fund Name	Style	Current Quarter Market Value	%
\$11,812,493	7.6	AQR	(DIVE)	\$12,752,482	7.9
\$2,835,049	1.8	Mellon	(DIVE)	\$2,958,812	1.8
\$8,879,371	5.7	Pimco All Asset	(DIVE)	\$9,262,260	5.7
\$6,108,107	3.9	Wellington GAA	(DIVE)	\$5,804,886	3.6
\$7,465,622	4.8	SSgA S&P 500	(LCOR)	\$7,856,661	4.9
\$4,147,572	2.7	T Rowe Price	(LCOR)	\$4,476,773	2.8
\$4,333,937	2.8	SSgA Equal Weight	(LCOR)	\$4,570,324	2.8
\$972,454	0.6	SSgA S&P 400	(MIDC)	\$1,014,462	0.6
\$2,820,748	1.8	Champlain	(SMID)	\$3,020,588	1.9
\$2,222,329	1.4	SSgA R2000G	(SCGR)	\$2,260,749	1.4
\$2,986,221	1.9	Wellington SCV	(SCVA)	\$2,999,614	1.9
\$2,195,114	1.4	SSgA ACWI Ex-US	(FORN)	\$2,309,136	1.4
\$5,828,960	3.7	Acadian	(INEQ)	\$6,057,639	3.8
\$6,193,172	4.0	Mondrian Int'l Eq	(INEQ)	\$6,291,441	3.9
\$9,347,703	6.0	Aberdeen	(EMGM)	\$9,959,184	6.2
\$3,290,503	2.1	Martin Currie	(EMGM)	\$3,514,062	2.2
\$5,942,772	3.8	Schroders	(COMM)	\$6,000,403	3.7
\$1,433,106	0.9	GAM	(HEDG)	\$1,453,866	0.9
\$2,979,488	1.9	Grosvenor	(HEDG)	\$3,018,830	1.9
\$2,883,178	1.8	Permal	(HEDG)	\$2,952,260	1.8
\$2,145,887	1.4	Hamilton Lane II	(PREQ)	\$1,849,729	1.1
\$910,587	0.6	Hamilton VII A	(PREQ)	\$952,263	0.6
\$644,633	0.4	Hamilton VII B	(PREQ)	\$672,440	0.4
\$151,172	0.1	Harbourvest Buyout	(PREQ)	\$210,342	0.1
\$28,045	0.0	Harbourvest Credit	(PREQ)	\$37,366	0.0
\$218,378	0.1	Harbourvest Dover	(PREQ)	\$306,365	0.2
\$126,730	0.1	Harbourvest Venture	(PREQ)	\$188,334	0.1
\$0	0.0	Siguler Guff	(REAL)	\$357,400	0.2
\$7,022,291	4.5	VPIC R E	(REAL)	\$7,413,034	4.6
\$3,232,562	2.1	Molpus	(TIMB)	\$3,221,530	2.0
\$9,748,689	6.2	Pimco Unconstrained	(FIXD)	\$9,916,351	6.1
\$3,589,327	2.3	Allianz Structured	(FIXD)	\$3,733,554	2.3
\$9,532,217	6.1	Pimco Core Plus	(FIXD)	\$8,723,719	5.4
\$3,661,212	2.3	Wellington FX	(FIXD)	\$3,785,978	2.3
\$4,323,584	2.8	Mondrian Fixed	(GLFX)	\$4,409,032	2.7
\$4,247,237	2.7	BlackRock TIPS	(TIPS)	\$4,410,552	2.7
\$4,520,258	2.9	Guggenheim	(HIYL)	\$4,592,056	2.8
\$1,466,179	0.9	KDP	(HIYL)	\$1,494,233	0.9
\$7,316,666	4.7	Wellington Emg Debt	(EMFX)	\$7,706,004	4.8
\$-1,737,136	-1.1	Cash	(CASH)	\$-1,279,728	-0.8
\$317,250	0.2	VPIC Cash	(CASH)	\$134,396	0.1

MANAGER PERFORMANCE SUMMARY

Name	(Universe)	Quarter	FYTD	1 Year	3 Years	5 Years	Inception
Composite	(Public Fund)	4.1 (23)	14.5 (88)	14.5 (88)	8.1 (92)	12.6 (53)	6.6 (76) 06/04
<i>Burlington Manager Shadow Index</i>		3.2 ----	13.0 ----	13.0 ----	7.0 ----	10.8 ----	---- ----
AQR	(Balanced)	8.0 (1)	18.7 (27)	18.7 (27)	8.9 (79)	---- ----	13.2 (8) 09/09
<i>60%MSCI World/ 40% CITI WGBI</i>		3.9 ----	17.4 ----	17.4 ----	8.0 ----	10.8 ----	8.6 ----
Mellon	(Balanced)	4.4 (26)	8.9 (98)	8.9 (98)	6.1 (96)	12.1 (70)	12.5 (54) 12/08
<i>60%MSCI World/ 40% CITI WGBI</i>		3.9 ----	17.4 ----	17.4 ----	8.0 ----	10.8 ----	10.5 ----
Pimco All Asset	(Balanced)	4.5 (25)	12.4 (91)	12.4 (91)	7.6 (89)	11.1 (90)	12.0 (65) 12/08
<i>CPI Plus 5%</i>		2.1 ----	7.3 ----	7.3 ----	7.1 ----	7.3 ----	7.4 ----
Wellington GAA	(Balanced)	3.4 (69)	19.3 (24)	19.3 (24)	5.6 (96)	10.6 (93)	12.2 (62) 12/08
<i>65% MSCI World / 35% Agg</i>		4.0 ----	17.3 ----	17.3 ----	9.3 ----	12.0 ----	11.9 ----
SSgA S&P 500	(LC Core)	5.2 (33)	24.6 (65)	24.6 (65)	16.6 (51)	---- ----	18.0 (59) 09/10
<i>S&P 500</i>		5.2 ----	24.6 ----	24.6 ----	16.6 ----	18.8 ----	18.0 ----
T Rowe Price	(LC Core)	5.5 (24)	23.2 (77)	23.2 (77)	16.4 (58)	18.5 (62)	17.9 (47) 12/08
<i>S&P 500</i>		5.2 ----	24.6 ----	24.6 ----	16.6 ----	18.8 ----	17.6 ----
SSgA Equal Weight	(LC Core)	5.5 (28)	27.3 (26)	27.3 (26)	17.1 (39)	22.4 (2)	22.9 (2) 12/08
<i>Equal Weighted S&P 500</i>		5.5 ----	27.4 ----	27.4 ----	17.2 ----	22.4 ----	22.7 ----
SSgA S&P 400	(Mid Cap)	4.3 (40)	25.3 (57)	25.3 (57)	---- ----	---- ----	26.7 (39) 09/11
<i>S&P 400</i>		4.3 ----	25.2 ----	25.2 ----	15.3 ----	21.7 ----	26.6 ----
Champlain	(Smid Cap)	4.3 (42)	22.8 (77)	22.8 (77)	14.9 (63)	---- ----	18.0 (64) 09/09
<i>Russell 2500</i>		3.6 ----	25.6 ----	25.6 ----	15.5 ----	21.6 ----	18.3 ----
SSgA R2000G	(SC Growth)	1.7 (30)	24.8 (52)	24.8 (52)	14.4 (61)	20.5 (72)	20.7 (74) 12/08
<i>Russell 2000 Growth</i>		1.7 ----	24.7 ----	24.7 ----	14.5 ----	20.5 ----	20.8 ----
Wellington SCV	(SC Value)	0.4 (89)	20.1 (89)	20.1 (89)	15.4 (66)	22.1 (45)	20.4 (58) 12/08
<i>Russell 2000 Value</i>		2.4 ----	22.5 ----	22.5 ----	14.6 ----	19.9 ----	16.8 ----

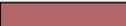
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<i>Burlington Manager Shadow Index</i>		3.2 ----	13.0 ----	13.0 ----	7.0 ----	10.8 ----	---- ----
SSgA ACWI Ex-US	(Intl Eq)	5.2 (42)	22.1 (46)	22.1 (46)	6.0 (69)	---- ----	7.9 (70) 09/10
<i>MSCI All Country World Ex US</i>		5.2 ----	22.3 ----	22.3 ----	6.2 ----	11.6 ----	8.1 ----
Acadian	(Intl Eq)	3.9 (63)	29.8 (11)	29.8 (11)	9.9 (33)	14.0 (39)	14.0 (62) 12/08
<i>MSCI EAFE Net</i>		4.1 ----	23.6 ----	23.6 ----	8.1 ----	11.8 ----	12.2 ----
Mondrian Int'l Eq	(Intl Eq)	5.6 (36)	32.6 (6)	32.6 (6)	11.3 (21)	13.5 (49)	12.7 (79) 12/08
<i>MSCI EAFE Net</i>		4.1 ----	23.6 ----	23.6 ----	8.1 ----	11.8 ----	12.2 ----
Aberdeen	(Emerging Mkt)	6.5 (71)	10.1 (90)	10.1 (90)	4.2 (25)	14.4 (19)	19.8 (17) 12/08
<i>MSCI Emerging Markets</i>		6.7 ----	14.7 ----	14.7 ----	-0.1 ----	9.6 ----	14.9 ----
Martin Currie	(Emerging Mkt)	7.1 (55)	11.8 (84)	11.8 (84)	-0.4 (75)	9.3 (76)	14.3 (91) 03/09
<i>MSCI Emerging Markets</i>		6.7 ----	14.7 ----	14.7 ----	-0.1 ----	9.6 ----	15.5 ----
Schroders		1.0 ----	8.6 ----	8.6 ----	-3.1 ----	---- ----	0.9 ---- 12/09
<i>Bloomberg Commodity Index</i>		0.1 ----	8.2 ----	8.2 ----	-5.2 ----	2.0 ----	-0.7 ----
GAM		1.4 ----	7.3 ----	7.3 ----	6.7 ----	---- ----	5.7 ---- 03/11
<i>HFRI FOF Composite</i>		1.5 ----	7.5 ----	7.5 ----	3.3 ----	3.9 ----	2.6 ----
Grosvenor		1.3 ----	11.0 ----	11.0 ----	6.9 ----	---- ----	6.4 ---- 12/10
<i>HFRI FOF Composite</i>		1.5 ----	7.5 ----	7.5 ----	3.3 ----	3.9 ----	2.7 ----
Permal		2.4 ----	11.2 ----	11.2 ----	6.8 ----	---- ----	6.1 ---- 03/11
<i>HFRI FOF Composite</i>		1.5 ----	7.5 ----	7.5 ----	3.3 ----	3.9 ----	2.6 ----
Hamilton VII A		1.2 ----	22.9 ----	22.9 ----	---- ----	---- ----	15.4 ---- 09/11
<i>Cambridge US Private Equity</i>		0.0 ----	15.5 ----	15.5 ----	12.5 ----	16.3 ----	15.6 ----
Hamilton VII B		2.4 ----	17.6 ----	17.6 ----	---- ----	---- ----	11.3 ---- 09/11
<i>Cambridge US Private Equity</i>		0.0 ----	15.5 ----	15.5 ----	12.5 ----	16.3 ----	15.6 ----

MANAGER PERFORMANCE SUMMARY

Name	(Universe)	Quarter	FYTD	1 Year	3 Years	5 Years	Inception	
Composite	(Public Fund)	4.1 (23)	14.5 (88)	14.5 (88)	8.1 (92)	12.6 (53)	6.6 (76)	06/04
<i>Burlington Manager Shadow Index</i>		3.2 ----	13.0 ----	13.0 ----	7.0 ----	10.8 ----	----	
Harbourvest Buyout		5.4 ----	11.3 ----	11.3 ----	----	----	9.2 ----	12/12
<i>Cambridge US Private Equity</i>		0.0 ----	15.5 ----	15.5 ----	12.5 ----	16.3 ----	15.6 ----	
Harbourvest Credit		8.5 ----	13.4 ----	13.4 ----	----	----	13.7 ----	12/12
<i>Cambridge US Private Equity</i>		0.0 ----	15.5 ----	15.5 ----	12.5 ----	16.3 ----	15.6 ----	
Harbourvest Dover		5.1 ----	6.6 ----	6.6 ----	----	----	2.5 ----	12/12
<i>Cambridge US Private Equity</i>		0.0 ----	15.5 ----	15.5 ----	12.5 ----	16.3 ----	15.6 ----	
Harbourvest Venture		9.2 ----	18.5 ----	18.5 ----	----	----	11.3 ----	12/12
<i>Cambridge US Private Equity</i>		0.0 ----	15.5 ----	15.5 ----	12.5 ----	16.3 ----	15.6 ----	
VPIC R E		6.8 ----	13.9 ----	13.9 ----	13.2 ----	10.2 ----	2.8 ----	12/08
<i>NCREIF NFI-ODCE Index</i>		2.9 ----	12.7 ----	12.7 ----	12.4 ----	10.0 ----	4.4 ----	
Molpus		-0.1 ----	9.8 ----	9.8 ----	1.9 ----	3.7 ----	3.8 ----	03/09
<i>NCREIF Timber Index</i>		1.1 ----	9.9 ----	9.9 ----	6.7 ----	3.3 ----	2.9 ----	
Pimco Unconstrained	(Global Fixed)	1.7 (87)	2.5 (97)	2.5 (97)	----	----	2.5 (79)	09/11
<i>3-Month LIBOR</i>		0.1 ----	0.2 ----	0.2 ----	0.3 ----	0.3 ----	0.3 ----	
Allianz Structured	(Core Fixed)	4.0 (1)	7.9 (1)	7.9 (1)	5.4 (6)	9.4 (1)	10.5 (1)	12/08
<i>Barclays Aggregate Index</i>		2.0 ----	4.4 ----	4.4 ----	3.7 ----	4.9 ----	4.8 ----	
Pimco Core Plus	(Core Fixed)	2.0 (67)	3.7 (92)	3.7 (92)	4.3 (50)	----	5.4 (29)	09/09
<i>Barclays Aggregate Index</i>		2.0 ----	4.4 ----	4.4 ----	3.7 ----	4.9 ----	4.3 ----	
Wellington FX	(Core Fixed)	3.4 (1)	7.6 (1)	7.6 (1)	8.8 (1)	8.2 (2)	8.6 (4)	12/08
<i>Barclays Aggregate Index</i>		2.0 ----	4.4 ----	4.4 ----	3.7 ----	4.9 ----	4.8 ----	
Mondrian Fixed	(Intl Fx)	2.0 (97)	5.4 (83)	5.4 (83)	0.2 (93)	4.1 (98)	4.1 (97)	12/08
<i>Citi World Gov't Bond Index</i>		2.3 ----	6.9 ----	6.9 ----	1.6 ----	3.6 ----	3.0 ----	
BlackRock TIPS	(Broad Fixed)	3.8 (12)	4.5 (62)	4.5 (62)	3.5 (69)	----	5.1 (56)	12/09
<i>Barclays US TIPS</i>		3.8 ----	4.5 ----	4.5 ----	3.5 ----	5.5 ----	5.1 ----	
Guggenheim	(Hi Yield)	1.6 (92)	----	----	----	----	4.7 (78)	12/13
<i>Citi High Yield BB & B Index</i>		2.3 ----	10.9 ----	10.9 ----	9.1 ----	12.2 ----	5.3 ----	
KDP	(Hi Yield)	1.9 (82)	9.4 (86)	9.4 (86)	8.4 (85)	----	9.1 (92)	09/09
<i>Citi High Yield BB & B Index</i>		2.3 ----	10.9 ----	10.9 ----	9.1 ----	12.2 ----	10.7 ----	
Wellington Emg Debt		5.3 ----	11.1 ----	11.1 ----	8.3 ----	----	9.7 ----	12/09
<i>JP Morgan EMBI</i>		4.8 ----	11.7 ----	11.7 ----	7.4 ----	10.3 ----	8.7 ----	

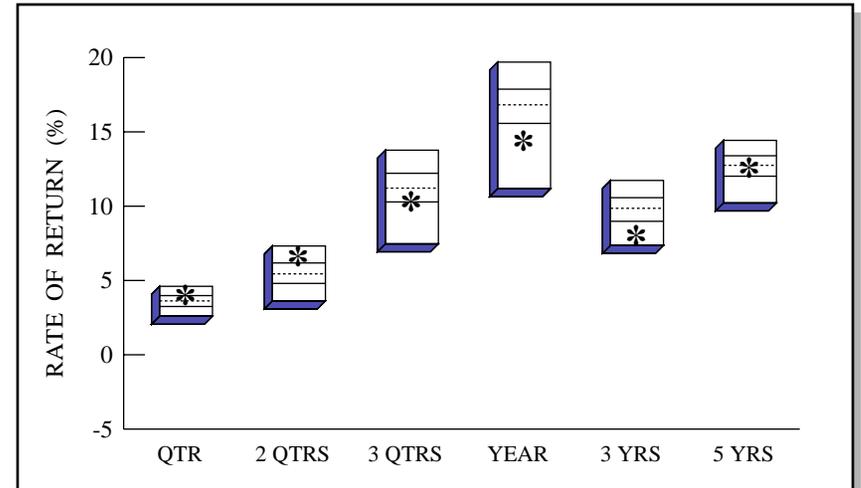
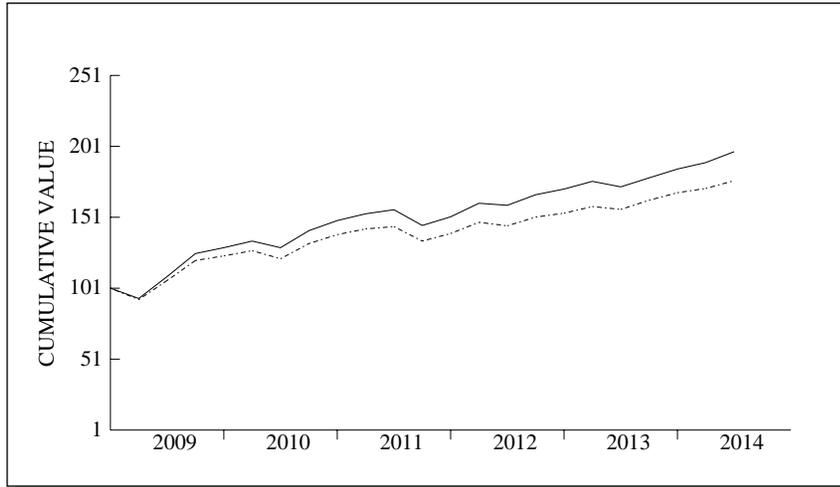
MANAGER VALUE ADDED

1 Quarter	Portfolio	Benchmark	1 Year
4.1 	AQR Global Risk Premium	60 MSCI/40 WGBI	1.3 
0.5 	Mellon Global Expanded Alpha I	60 MSCI/40 WGBI	 -8.5
2.4 	Pimco All Asset All Authority	CPI + 5%	5.1 
 -0.6	Wellington Opportunistic GAA	65World/35Agg	2.0 
0.0	SSgA S&P 500 Cap-Weighted	S&P 500	0.0
0.3 	T Rowe Price Enhanced Index	S&P 500	 -1.4
0.0	SSgA S&P Equal Weighted Index Fund	Equal Wtd S&P	-0.1
0.0	SSgA S&P 400	S&P 400	0.1
0.7 	Champlain	Russell 2500	 -2.8
0.0	SSgA Russell 2000 Growth	Russell 2000G	0.1
 -2.0	Wellington Small Cap Value	Russell 2000V	 -2.4
0.0	SSgA ACWI Ex-US	AC World Ex-US	-0.2
 -0.2	Acadian	MSCI EAFE Net	6.2 
1.5 	Mondrian International Equity	MSCI EAFE Net	9.0 
 -0.2	Aberdeen Emerging Markets	MSCI Emg Mkts	 -4.6
0.4 	Martin Currie Global Emerging Markets Fund	MSCI Emg Mkts	 -2.9
0.9 	Schroders	BLP Commodity	0.4
-0.1	GAM	HFRI FOF	-0.2
 -0.2	Grosvenor	HFRI FOF	3.5 
0.9 	Permal	HFRI FOF	3.7 
0.9 	Total Portfolio	Manager Shadow	1.5 

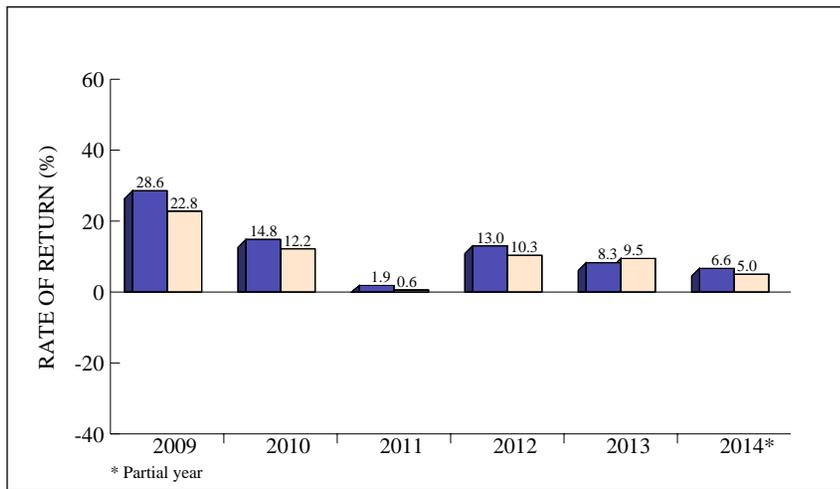
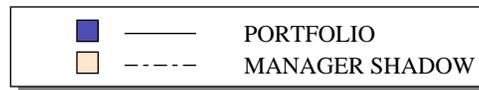
MANAGER VALUE ADDED

1 Quarter	Portfolio	Benchmark	1 Year
1.2	Hamilton Lane Private Equity Fund VII Series A Offshore	Cambridge PE	7.4
2.4	Hamilton Lane Private Equity Fund VII Series B Offshore	Cambridge PE	2.1
5.4	Harbourvest Primary Fund IX Buyout	Cambridge PE	-4.2
8.5	Harbourvest Primary Fund IX Credit Opportunities	Cambridge PE	-2.1
5.1	Harbourvest Secondary Fund VIII Dover	Cambridge PE	-8.9
9.2	Harbourvest Primary Fund IX Venture	Cambridge PE	3.0
3.9	VPIC Real Estate	NCREIF ODCE	1.2
-1.2	Molpus Sustainable Woodlands Fund II	NCREIF Timber	-0.1
1.6	Pimco Unconstrained Bond Fund	3-Month LIBOR	2.3
2.0	Allianz Structured Alpha	Barclays Agg	3.5
0.0	Pimco Core Plus	Barclays Agg	-0.7
1.4	Wellington DAS Fixed	Barclays Agg	3.2
-0.3	Mondrian Global Fixed Income	Citi WGBI	-1.5
0.0	BlackRock TIPS	Barclays TIPS	0.0
-0.7	Guggenheim High Yield	BB & B Index	N/A
-0.4	KDP	BB & B Index	-1.5
0.5	Wellington Emerging Markets Debt	JPM EMBI	-0.6
0.9	Total Portfolio	Manager Shadow	1.5

TOTAL RETURN COMPARISONS



Public Fund Universe



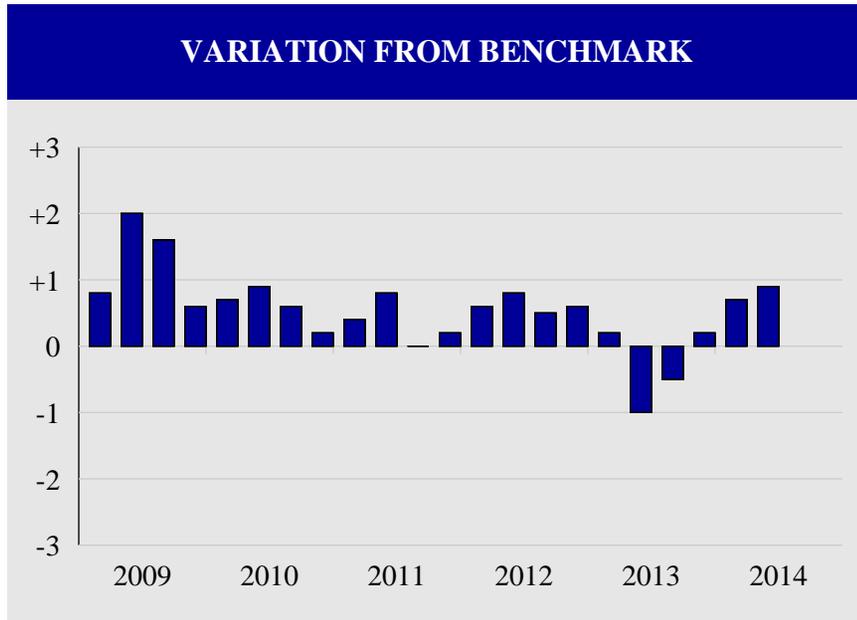
* Partial year

	QTR	2QTRS	3QTRS	YEAR	-----ANNUALIZED-----	
					3 YRS	5 YRS
RETURN	4.1	6.6	10.4	14.5	8.1	12.6
(RANK)	(23)	(12)	(74)	(88)	(92)	(53)
5TH %ILE	4.6	7.3	13.8	19.7	11.7	14.4
25TH %ILE	4.0	6.2	12.2	17.9	10.6	13.4
MEDIAN	3.6	5.5	11.2	16.8	9.9	12.8
75TH %ILE	3.3	4.8	10.3	15.6	9.0	12.0
95TH %ILE	2.6	3.6	7.5	11.2	7.4	10.2
Mgr Shadow	3.2	5.0	8.5	13.0	7.0	10.8

Public Fund Universe

TOTAL PORTFOLIO QUARTERLY PERFORMANCE SUMMARY

COMPARATIVE BENCHMARK: BURLINGTON MANAGER SHADOW INDEX



Total Quarters Observed	22
Quarters At or Above the Benchmark	20
Quarters Below the Benchmark	2
Batting Average	.909

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	4.1	3.2	0.9	96.2	75.8	20.4

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

IRR Since Inception	17.92%	Annualized, Net of Fees
Market Value	\$ 1,849,729	Last Appraisal Date: 6/30/2014 (unaudited)
Initial Commitment	\$ 3,400,000	100.00%
Capital Committed	\$ 2,982,695	87.73%
Remaining Commitment	\$ 417,305	12.27%
Net Investment Income/(Loss)	\$ (214,057)	
Net Unrealized Gain/(Loss)	\$ 1,132,456	

Date	Contributions	% of Commitment	Recallable Distributions	% of Commitment	Distributions
Year 2009	\$ 518,361	15.25%	\$ (151,904)	(0.04)	\$ -
Year 2010	\$ 1,109,828	32.64%	\$ -	-	\$ (87,992)
Year 2011	\$ 607,254	17.86%	\$ (115,109)	(0.03)	\$ (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)
Total	\$ 3,266,974	96.09%	\$ (284,279)	-8.36%	\$ (2,589,855)

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

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

IRR Since Inception		13.71%	Annualized, Net of Fees
Market Value	\$	952,263	Last Appraisal Date: 6/30/2014 (unaudited)
Initial Commitment	\$	1,500,000	100.00%
Capital Committed	\$	971,841	64.79%
Remaining Commitment	\$	528,159	35.21%
Net Investment Income/(Loss)	\$	(38,872)	
Net Unrealized Gain/(Loss)	\$	162,256	

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)
Total	\$ 971,841	64.79%	\$ -	0.00%	\$ (239,515)

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

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

IRR Since Inception		6.57%	Annualized, Net of Fees
Market Value	\$	672,440	Last Appraisal Date: 6/30/2014 (unaudited)
Initial Commitment	\$	1,000,000	100.00%
Capital Committed	\$	696,168	69.62%
Remaining Commitment	\$	303,832	30.38%
Net Investment Income/(Loss)	\$	(57,784)	
Net Unrealized Gain/(Loss)	\$	71,764	

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)
Total	\$ 696,168	69.62%	\$ -	0.00%	\$ (127,725)

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

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

IRR Since Inception	1.73% Annualized, Net of Fees	
Market Value	\$ 3,221,530	Last Appraisal Date: 6/30/2014 (unaudited)
Initial Commitment	\$ 3,400,000	100.00%
Capital Committed	\$ 3,400,000	100.00%
Remaining Commitment	\$ -	0.00%
Net Investment Income/(Loss)	\$ (169,814)	
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)
Total	\$ 3,400,000	100.00%	\$ -	0.00%	\$ (459,103)

BURLINGTON EMPLOYEES RETIREMENT SYSTEM

Portfolio Returns as of June 30, 2014

Portfolio	QTR	YTD	1 Year	Since 3/31/09	Since 12/31/07	Inception Date
Martin Currie	7.1	2.6	11.8	14.3	N/A	03/09
Hamilton Lane***	-0.5	5.2	18.5	20.6	N/A	03/09
Molpus Timber	-0.1	-0.1	9.8	3.8	N/A	03/09
Non-VPIC Assets**	2.1	2.7	13.5	13.2	N/A	03/09
VPIC Assets*	4.2	6.9	14.5	15.5	5.0	12/07
Total Portfolio	4.1	6.6	14.5	15.3	4.9	12/07

**Source: NEPC (Returns for Q2 2014 were not available)*

***Asset allocation on 3/31/14: 32.2% Emerging Markets, 36.2% 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*	4.2	15.5
Total Portfolio	4.1	15.3

**Source: NEPC (Returns for Q2 2014 were not available)*

***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	4.9	25.2	25.2	16.5	19.3
S&P 500	Large Cap Core	5.2	24.6	24.6	16.6	18.8
Russell 1000	Large Cap Core	5.1	25.4	25.4	16.6	19.3
Russell 1000 Growth	Large Cap Growth	5.1	26.9	26.9	16.3	19.2
Russell 1000 Value	Large Cap Value	5.1	23.8	23.8	16.9	19.2
Russell 2000	Small Cap	2.0	23.6	23.6	14.6	20.2
Russell 2000 Growth	Small Cap Growth	1.7	24.7	24.7	14.5	20.5
Russell 2000 Value	Small Cap Value	2.4	22.5	22.5	14.6	19.9
MSCI EAFE	Developed Markets	4.3	24.1	24.1	8.6	12.3
MSCI EAFE Growth	Developed Markets Growth	3.7	20.8	20.8	8.1	12.6
MSCI EAFE Value	Developed Markets Value	5.0	27.5	27.5	9.1	11.9
MSCI Emerging Markets	Emerging Markets	6.7	14.7	14.7	-0.1	9.6
MSCI All Country World	Global Equity	5.2	23.6	23.6	10.8	14.9
MSCI All Country World Ex US	Global Equity (ex. US)	5.2	22.3	22.3	6.2	11.6
Fixed Income	Style	QTR	FYTD	1 Year	3 years	5 Years
Barclays Aggregate Index	Core Fixed Income	2.0	4.4	4.4	3.7	4.9
Barclays Gov/Credit	Gov/Credit	1.9	4.3	4.3	4.1	5.1
Barclays Capital Gov't Bond	Treasuries	1.3	2.1	2.1	2.9	3.5
Barclays Capital Credit Bond	Corporate Bonds	2.7	7.7	7.7	6.2	7.9
Intermediate Aggregate	Core Intermediate	1.6	3.5	3.5	2.8	4.2
Intermediate Gov/Credit	Gov / Credit Intermediate	1.2	2.9	2.9	2.8	4.1
ML/BoA 1-3 Year Treasury	Short Term Treasuries	0.3	0.8	0.8	0.5	1.1
CSFB High Yield	High Yield Bonds	2.4	11.8	11.8	9.4	13.7
Barclays Global Ex-US	International Treasuries	2.8	8.8	8.8	0.7	2.0
Citi World Gov't Bond Index	International Fixed Income	2.3	6.9	6.9	1.6	3.6
Barclays Global Aggregate	International Fixed Income	2.5	7.4	7.4	2.6	4.6
Barclays Global Aggregate Ex US	International Fixed Income	2.7	9.4	9.4	1.7	4.4
Alternative Assets	Style	QTR	FYTD	1 Year	3 years	5 Years
NCREIF NFI-ODCE Index	Real Estate	2.9	12.7	12.7	12.4	10.0
HFRI FOF Composite	Hedge Funds	1.5	7.5	7.5	3.3	3.9

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)
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- * 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.