City of Venice Police Officers' Retirement Plan

2nd Quarter 2009



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Dislocation Nation

- The equity market advanced for most of the quarter; however, as June came to a close investors were reminded that volatility is alive and well. While the market experienced more than a 40% recovery off its March lows, it would be a naive assumption to expect another 40% positive spike without the market taking a breather. Much of the dislocated valuations that caused the market to bounce rapidly off its low are also at the core of the recent equity market pullback. It is logical for investors to take an inventory of risks as the prospect for near-term earnings and economic growth is weak. Although the market's decline at the end of quarter may have caused recent talk of "green shoots" to wither on the vine, a variety of data points indicate that the broader economy has at least slowed its pace of decline. Sometimes we just have to consider less negative to be a positive.
- The second guarter of 2009 posted some of the strongest equity performance numbers in years and represented a welcome relief after more than a year of negative results. The market rally, which began in mid-March, continued unabated for most of the quarter despite rising unemployment and disappointing economic statisitcs. The broad market Russell 3000 Index posted a return of 16.8% for the guarter. While all ten economic sectors of the Russell 3000 Index posted positive returns for the guarter, performance was particularly strong in materials, industrials, consumer discretionary, financials and information technology sectors, each of which posted returns in excess of the broad index. While the index's other five sectors finished behind the 16.8% return of the Russell 3000 index, only telecommunications services (4.2%) returned less than 10% for the guarter. In the large cap space, the S&P 500 and Russell 1000 Index posted returns of 15.9% and 16.5% respectively. Further down the capitalization spectrum, the Russell MidCap Index returned 20.8% for the guarter and the small cap Russell 2000 Index returned a similar 20.7%. Due to the broad-based sector strength in the various indices, particularly in financials, value style benchmarks outpaced growth benchmarks by a narrow margin (<1%) in all but the small capitalization space. The broad market Russell 3000 Value and Growth indices both returned 16.8%. Large cap issues, as measured by Russell 1000 style benchmarks, returned 16.7% for value vs. 16.3% for growth. The Russell MidCap Value Index returned 20.9% vs. 20.7% for the Russell MidCap Growth Index. Unlike the larger capitalization ranges, growth investments (23.4%) outpaced value investments (18.0%) by 5.4% for the guarter within the Russell 2000 style indices. This outperformance by growth in small cap was primarily due to performance in the growth-oriented information technology sector (30.3%) vs. the value-oriented financials sector (9.9%).
- Equity market strength was not isolated to domestic markets during the quarter as both developed and emerging international markets advanced. Un-hedged international holdings got an additional boost from U.S. dollar weakness, which was widespread during the second quarter. The developed markets as measured by the MSCI-EAFE Index, increased in both U.S.

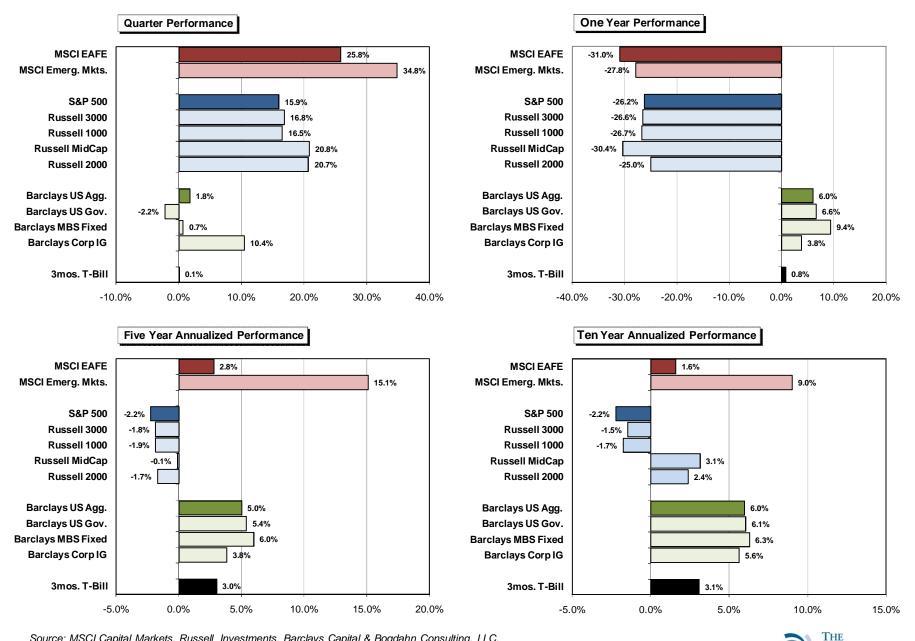
dollars (25.8%) and local currency (17.3%). Within the 21 country index, each country posted positive results. Performance within the index was led by Spain, Sweden, Hong Kong and Singapore, each of which returned more than 35% for the quarter in U.S. dollars. Unlike the narrow performance bands of most of the domestic style indices, the international style distribution was broader with the MSCI-EAFE Value Index returning 30.3% vs. the MSCI-EAFE Growth Index return of 21.7%. Emerging markets posted strongest equity index performance for the second quarter in a row with the MSCI-EM index returning 34.8% in U.S. dollars and 24.6% in local currency. Much like the developed index, each of the 22 countries represented by the emerging markets index posted positive performance for the quarter.

- The "risk" trade returned to the bond market with a vengeance during the second quarter as investors sought the yield advantage of corporate obligations. As spreads continued to narrow during the guarter, lower guality debt got the largest boost with the Merrill Lynch High Yield Master II index posting an "equity-like" return of 23.2%. Despite the Fed's best efforts to keep interest rates low to fuel its numerous recovery programs and foster attractive mortgage rates, the yield curve steepened measurably during the guarter for maturities beyond one year. Although the Barclays Capital U.S. Aggregate Index returned a seemingly mild 1.8% for the quarter, things were not as smooth in the government, mortgage and credit sectors that make up the broad index. The Barclays Government Index posted its second straight quarterly loss with a return if -2.2%. The mortgage sector was not much stronger but did manage to post a positive return of 0.7%. The narrowing credit spreads previously mentioned also benefited higher-quality corporate issues with the Barclays Corporate Investment Grade Index posting a strong return of 10.4% for quarter.
- When market dislocation causes investment "pillars" like strategic asset allocation and prudent manager selection to break down, it can be harmful to investor expectations. The loss of long-term focus can result in short-term decision making and timing-based portfolio positioning. Unfortunately, such a limited view toward achieving a long-term term set of objectives can further exacerbate the frustration and uncertainty associated with adverse market conditions. It is important to remember that the long-term nature of institutional investors is the "foundation" of what allows them to take advantage of the structural and emotional conditions that negatively affect investors with shorter time horizons. While we may be in a period of severe market dislocation, the death of diversification and strategic asset allocation as effective tools toward achieving long-term objectives is greatly exaggerated.



Major Market Index Performance

Period Ended: June 30, 2009

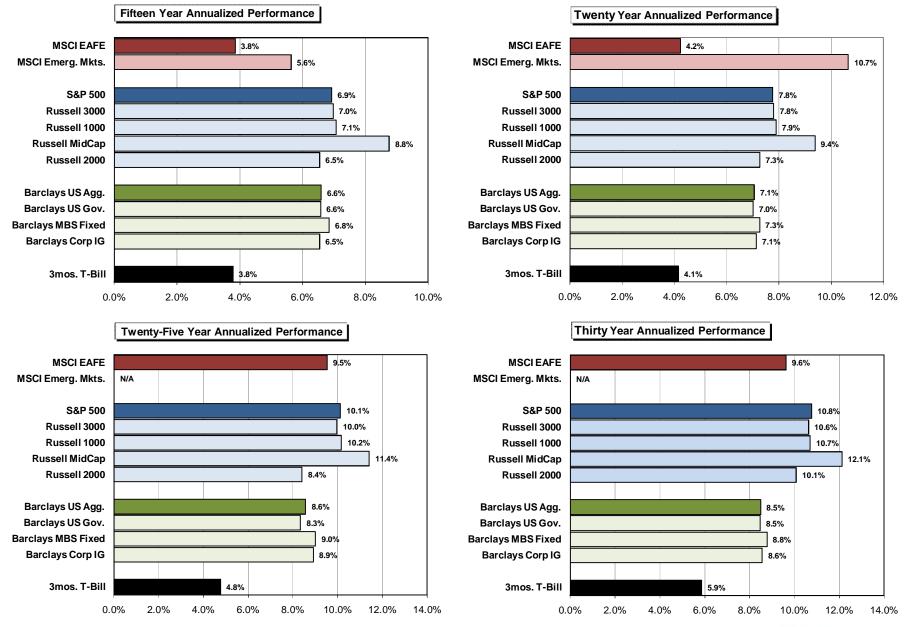


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Source: MSCI Capital Markets, Russell Investments, Barclays Capital & Bogdahn Consulting, LLC.

Long-Term Major Market Index Performance

Period Ended: June 30, 2009

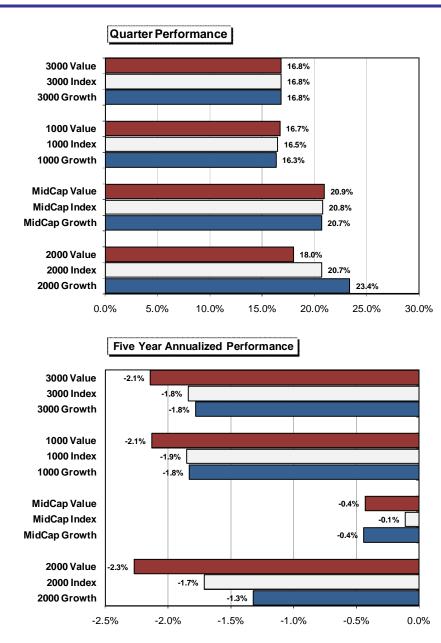


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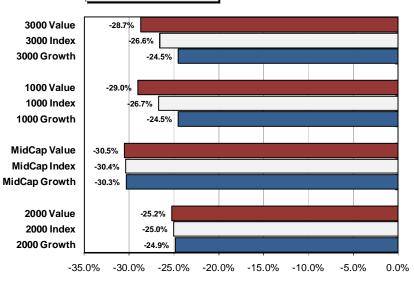
Source: MSCI Capital Markets, Russell Investments, Barclays Capital & Bogdahn Consulting, LLC.

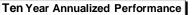
Russell Style Index Performance

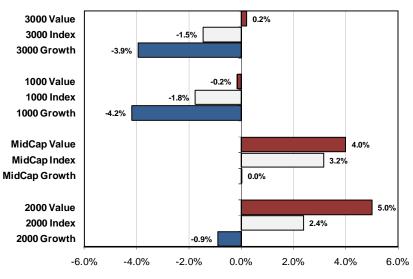
Period Ended: June 30, 2009



One Year Performance





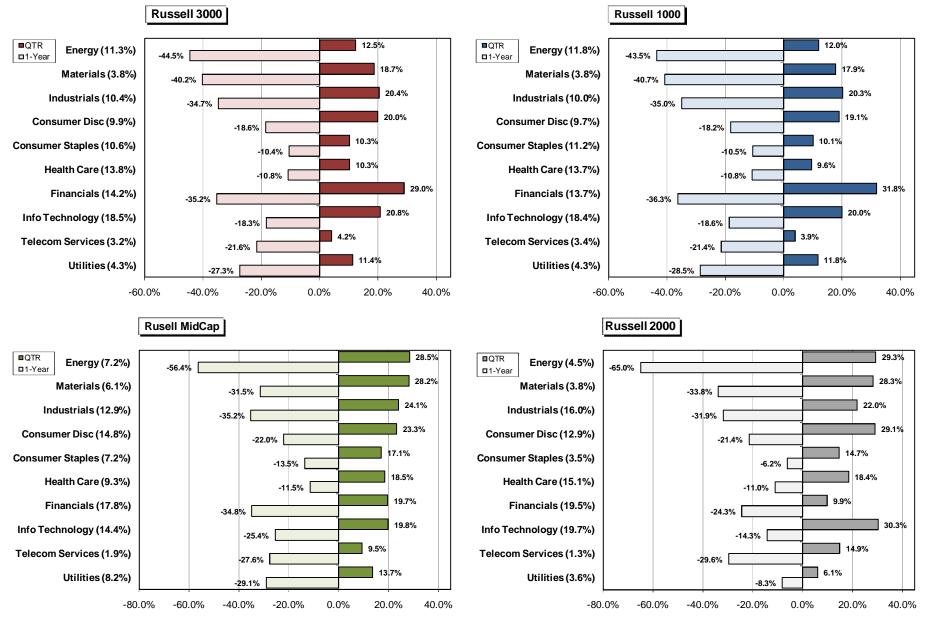


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Source: Russell Investments

Quarter & 1-Year GICS Sector Performance & (Quarter-End Sector Weight)

Period Ended: June 30, 2009

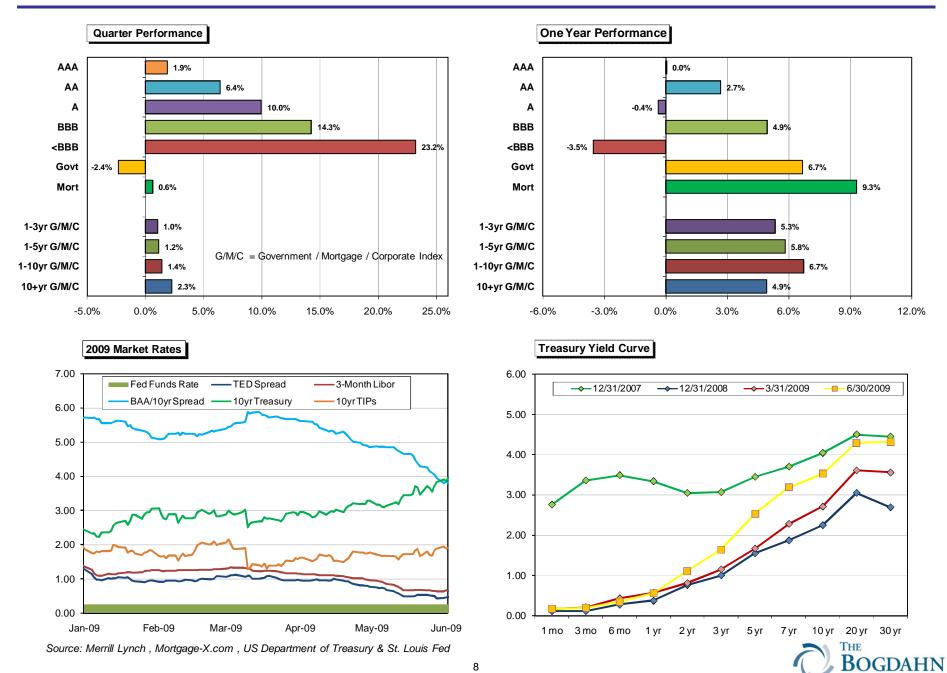




Source: Thompson Financial

Domestic Credit Sector & Broad Market Maturity Performance & Rate Comparison

Period Ended: June 30, 2009



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A Visualization of Crisis and Globalization Over the Last 30 Years 3-year rolling correlations of Large Cap, Small Cap, International & Broad Market Fixed Income



Source: Zephyr Associates



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City of Venice Police Officers' Retirement Fund

Compliance Checklist as of 06/30/2009

Total Fund Compliance:	Yes	No	N/A
1. The Total Plan return equaled or exceeded the 8% actuarial earnings assumption over the trailing three and five year periods.		✓	
2. The Total Plan return equaled or exceeded the total plan benchmark over the trailing three and five year periods.		\checkmark	
3. The Total Plan return ranked within the top 40th percentile of its peer group over the trailing three and five year periods.	✓		
4. The Total Plan standard deviation was equal to or less than 120% of the total plan benchmark over the trailing three and five year periods.		\checkmark	

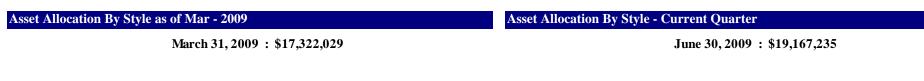
Equity Compliance:	Yes No N/A
1. Total equity returns meet or exceed the benchmark over the trailing three and five year periods.	\checkmark
2. Total equity returns ranked within the top 40th percentile of its peer group over the trailing three and five year periods.	\checkmark
3. The total equity allocation was less than 85% of the total plan assets at market.	\checkmark
4. The total equity allocation was less than 65% of the total plan assets at cost.	\checkmark
6. Total foreign equity was less than 10% of the total plan assets at cost. Actual allocation 11%.	1

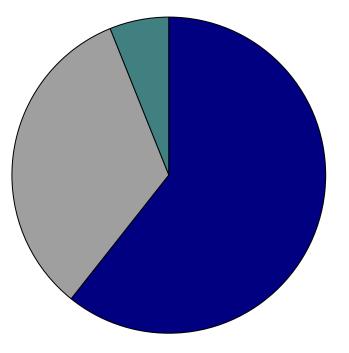
Fixed Income Compliance:	Yes No N/A
1. Total fixed income returns meet or exceed the benchmark over the trailing three and five year periods.	\checkmark
2. Total fixed income returns ranked within the top 40th percentile of its peer group over the trailing three and five year periods.	\checkmark
3. The average quality of the fixed portfolio was investment grade or better.	\checkmark
4. No more than 25% of the fixed income portfolio was rated below BBB/Baa.	\checkmark

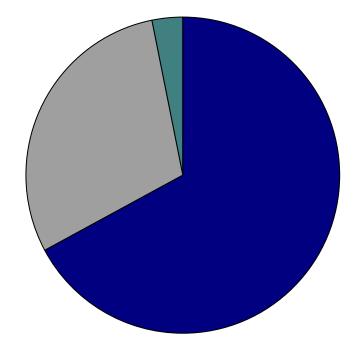
Manager Compliance:	BH-EQ	BH-FX						
	Yes No N/A	Yes No N/	Yes	No N/A	Yes No	N/A	Yes No	N/A
1. Manager outperformed the index over the trailing three and five year periods.	\checkmark	✓						
2. Manager ranked within the top 50th percentile over trailing three and five year periods.	\checkmark	✓						
3. Less than four consecutive quarters of under performance relative to the benchmark.	\checkmark	1						
4. Three-year down-market capture ratio less than the index.	\checkmark	✓						
5. Standard deviation <= 150% of the index over the trailing three and five year periods.	\checkmark	\checkmark						



Venice Police Officers' Retirement Fund June 30, 2009







Segments	Market Value (\$)	Allocation (%)
Domestic Equity	10,508,804	60.7
Domestic Fixed Income	5,755,171	33.2
Cash Equivalent	1,058,054	6.1

Segments	Market Value (\$)	Allocation (%)
Domestic Equity	12,864,271	67.1
Domestic Fixed Income	5,703,948	29.8
Cash Equivalent	599,017	3.1



Venice Police Officers' Retirement Plan Comparative Performance Trailing Returns As of June 30, 2009

	1 Quarter	Oct-2008 To Jun-2009	1 Year	3 Years	5 Years	7 Years	Since Inception	Inception Date
Total Fund (Net)	12.08 (68)	-14.46 (89)	-23.50 (84)	-3.88 (36)	1.86 (12)	4.10 (9)	8.45 N/A	08/01/1986
Total Fund Policy	11.19 (82)	-10.31 (48)	-16.19 (26)	-3.13 (23)	0.64 (34)	2.86 (34)	7.98 N/A	
Difference	0.89	-4.15	-7.31	-0.75	1.22	1.24	0.47	
Mixed-Asset Target Alloc Growth Funds (MF) Median	13.72	-10.53	-18.58	-4.64	0.03	2.43	N/A	
Total Fund (Gross)	12.19	-14.19	-23.19	-3.50	2.25	4.51	8.64	08/01/1986
Total Fund Policy	11.19	-10.31	-16.19	-3.13	0.64	2.86	7.98	
Difference	1.00	-3.88	-7.00	-0.37	1.61	1.65	0.66	
Total Equity	15.72 (44)	-20.13 (75)	-30.32 (90)	-5.87 (23)	1.90 (9)	4.79 (5)	10.37 N/A	08/01/1986
Russell 1000 Index	16.50 (30)	-19.13 (53)	-26.69 (61)	-8.20 (65)	-1.85 (69)	1.35 (64)	8.59 N/A	
Difference	-0.78	-1.00	-3.63	2.33	3.75	3.44	1.78	
US Core/Large Cap Equity (SA+CF) Median	15.43	-19.05	-26.08	-7.82	-1.18	1.73	N/A	
Total Fixed Income	7.78 (8)	2.24 (94)	-3.04 (96)	2.12 (96)	2.43 (97)	3.70 (94)	6.53 N/A	03/01/1988
Barclays Capital U.S. Government/Credit	1.85 (84)	7.01 (65)	5.26 (66)	6.16 (59)	4.79 (63)	5.13 (62)	7.16 N/A	
Difference	5.93	-4.77	-8.30	-4.04	-2.36	-1.43	-0.63	
US Broad Market Core Fixed Income (SA+CF) Median	3.54	7.83	6.44	6.45	5.13	5.27	N/A	



Venice Police Officers' Retirement Plan Comparative Performance Fiscal Year Returns As of June 30, 2009

	Oct-2007 To Sep-2008	Oct-2006 To Sep-2007	Oct-2005 To Sep-2006	Oct-2004 To Sep-2005	Oct-2003 To Sep-2004	Oct-2002 To Sep-2003	Oct-2001 To Sep-2002
Total Fund (Net)	-16.34 (34)	20.79 (5)	9.09 (29)	14.82 (15)	15.22 (13)	17.25 (50)	-9.07 (32)
Total Fund Policy	-13.98 (15)	12.73 (67)	7.88 (52)	10.14 (62)	10.09 (55)	18.39 (41)	-10.22 (43)
Difference	-2.36	8.06	1.21	4.68	5.13	-1.14	1.15
Mixed-Asset Target Alloc Growth Funds (MF) Median	-17.95	13.86	7.96	11.06	10.44	17.11	-10.69
Total Fund (Gross)	-16.01	21.27	9.43	15.30	15.68	17.73	-8.70
Total Fund Policy	-13.98	12.73	7.88	10.14	10.09	18.39	-10.22
Difference	-2.03	8.54	1.55	5.16	5.59	-0.66	1.52
Total Equity	-20.99 (46)	28.49 (1)	11.60 (31)	20.08 (12)	21.49 (5)	23.84 (53)	-15.46 (22)
Russell 1000 Index	-22.10 (66)	16.90 (46)	10.25 (62)	14.26 (53)	13.90 (58)	25.14 (29)	-19.51 (58)
Difference	1.11	11.59	1.35	5.82	7.59	-1.30	4.05
US Core/Large Cap Equity (SA+CF) Median	-21.38	16.64	10.78	14.37	14.27	24.10	-19.04
Total Fixed Income	-1.34 (82)	2.48 (100)	3.14 (98)	3.34 (31)	4.04 (34)	8.65 (6)	8.22 (61)
Barclays Capital U.S. Government/Credit	2.41 (53)	5.08 (61)	3.33 (97)	2.56 (91)	3.35 (81)	6.51 (26)	9.20 (27)
Difference	-3.75	-2.60	-0.19	0.78	0.69	2.14	-0.98
US Broad Market Core Fixed Income (SA+CF) Median	2.58	5.16	3.86	3.10	3.78	5.79	8.56

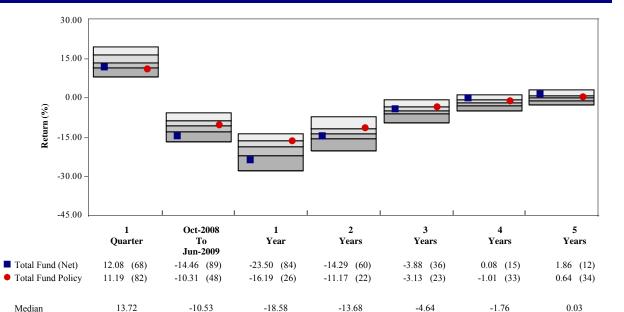


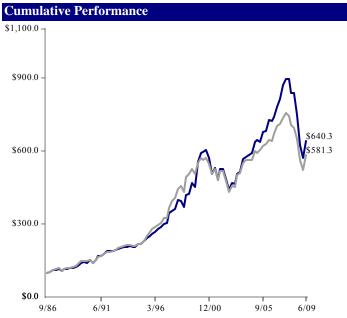
Venice Police Officers' Retirement Plan Total Fund (Net) June 30, 2009

Financial Reconciliation 1 Quarter										
	Market Value As of 3/31/2009	Net Transfers	Contributions	Distributions	Fees	Expenses	Income	Capital Apprec./ Deprec.	Market Value As of 6/30/2009	
Total Fund (Net)	17,322	-	194	-403	-17	-17	143	1,945	19,167	

Financial Reconciliation Fiscal Year To Date										
	Market Value As of 9/30/2008	Net Transfers	Contributions	Distributions	Fees	Expenses	Income	Capital Apprec./ Deprec.	Market Value As of 6/30/2009	
Total Fund (Net)	23,459	-	603	-1,418	-60	-56	471	-3,831	19,167	





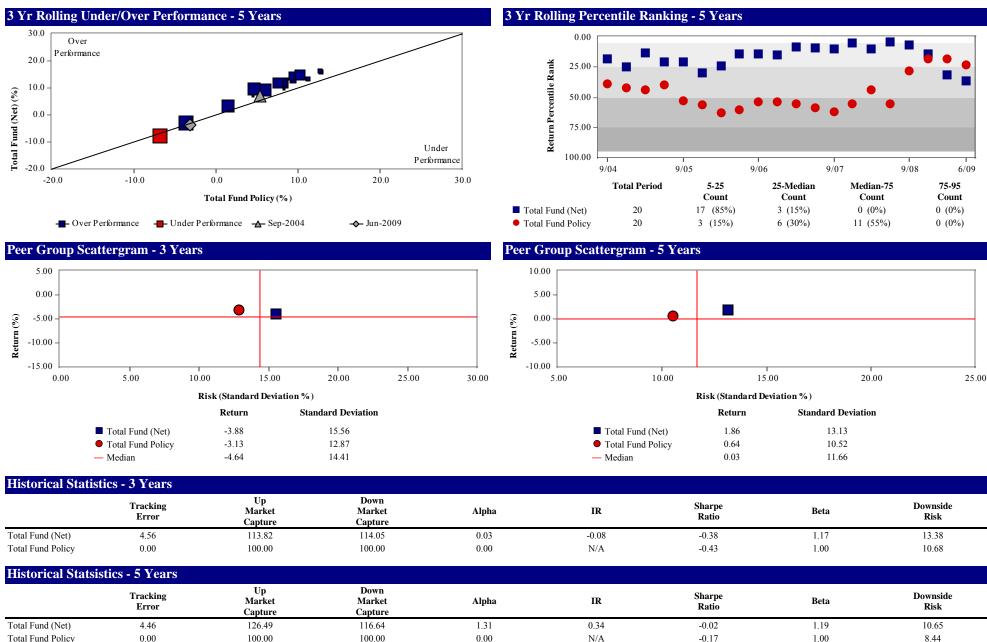


— Total Fund (Net) — Total Fund Policy

Comparative Performance 1 1 1 1 1 1 Quarter Quarter Quarter Quarter Quarter Quarter Ending Mar-2009 Ending Ending Ending Ending Ending Dec-2008 Sep-2008 Jun-2008 Mar-2008 Dec-2007 Total Fund (Net) -10.57 (66) -6.59 (41) -8.52 (84) -16.57 (61) 0.11 (18) 0.04 (15) Total Fund Policy -6.55 (16) -5.45 (22) -1.12 (42) -7.06 (61) -13.21 (17) -1.54 (68) Mixed-Asset Target Alloc Growth Funds (MF) Median -6.56 -15.74 -9.51 -0.94 -6.85 -1.47



Venice Police Officers' Retirement Plan Total Fund (Net) June 30, 2009

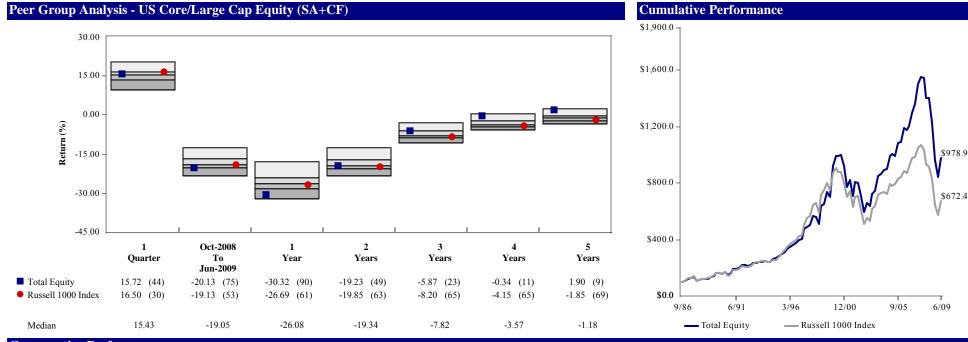




Venice Police Officers' Retirement Plan Total Equity June 30, 2009

Financial Reconciliation 1 Quarter										
	Market Value As of 3/31/2009	Net Transfers	Contributions	Distributions	Fees	Expenses	Income	Capital Apprec./ Deprec.	Market Value As of 6/30/2009	
Total Equity	17,322	-	194	-403	-17	-17	143	1,945	19,167	

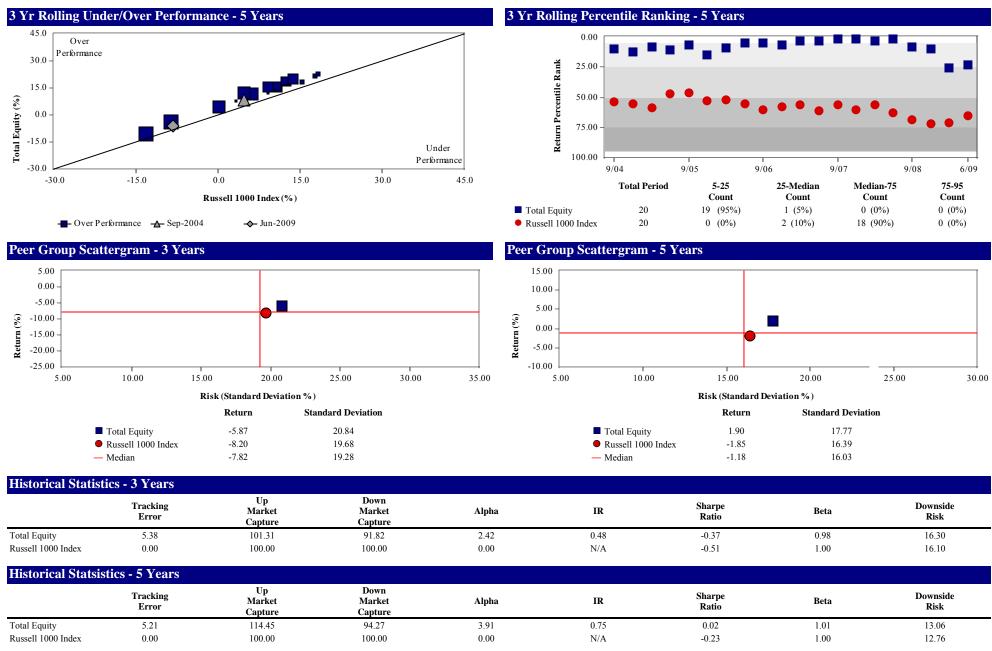
Financial Reconciliation Fiscal Year To Date										
	Market Value As of 9/30/2008	Net Transfers	Contributions	Distributions	Fees	Expenses	Income	Capital Apprec./ Deprec.	Market Value As of 6/30/2009	
Total Equity	23,459	-	603	-1,418	-60	-56	471	-3,831	19,167	



Comparative Performance 1 1 1 1 1 1 Quarter Quarter Quarter Quarter Quarter Quarter Ending Mar-2009 Ending Ending Ending Ending Ending Mar-2008 Dec-2008 Sep-2008 Jun-2008 Dec-2007 Total Equity -12.10 (91) -9.45 (49) -21.48 (46) -12.77 (88) 0.27 (25) -0.24 (13) Russell 1000 Index -10.45 (50) -22.48 (69) -9.35 (57) -1.89 (62) -9.48 (51) -3.23 (60) US Core/Large Cap Equity (SA+CF) Median -10.49 -21.74 -9.00 -1.29 -9.47 -2.87



Venice Police Officers' Retirement Plan Total Equity June 30, 2009



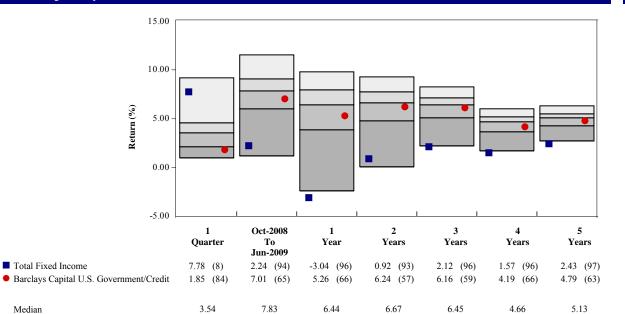


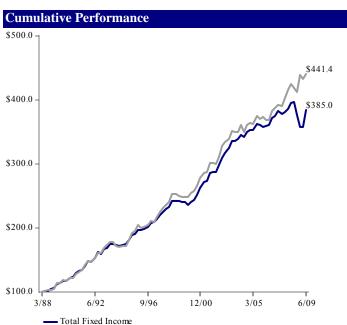
Venice Police Officers' Retirement Plan Total Fixed Income June 30, 2009

Financial Recor	nciliation 1 Quart	ter							
	Market Value As of 3/31/2009	Net Transfers	Contributions	Distributions	Fees	Expenses	Income	Capital Apprec./ Deprec.	Market Value As of 6/30/2009
Total Fixed Income	17,322	-	194	-403	-17	-17	143	1,945	19,167

Financial Reco	nciliation Fiscal Y	ear To Date							
	Market Value As of 9/30/2008	Net Transfers	Contributions	Distributions	Fees	Expenses	Income	Capital Apprec./ Deprec.	Market Value As of 6/30/2009
Total Fixed Income	23,459	-	603	-1,418	-60	-56	471	-3,831	19,167





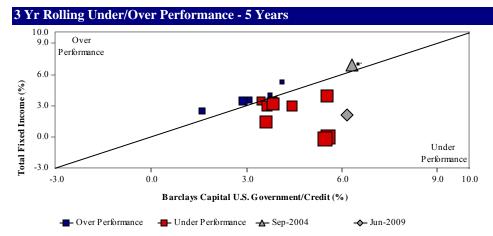


----- Barclays Capital U.S. Government/Credit

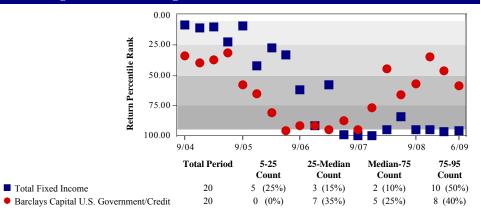
Comparative Performance						
	1	1	1	1	1	1
	Quarter	Quarter	Quarter	Quarter	Quarter	Quarter
	Ending	Ending	Ending	Ending	Ending	Ending
	Mar-2009	Dec-2008	Sep-2008	Jun-2008	Mar-2008	Dec-2007
Total Fixed Income	-0.23 (76)	-4.93 (97)	-5.16 (96)	0.31 (3)	2.39 (32)	1.28 (95)
Barclays Capital U.S. Government/Credit	-1.27 (92)	6.42 (12)	-1.64 (56)	-1.51 (88)	2.53 (27)	3.10 (28)
US Broad Market Core Fixed Income (SA+CF) Median	0.53	3.84	-1.39	-0.95	1.99	2.90



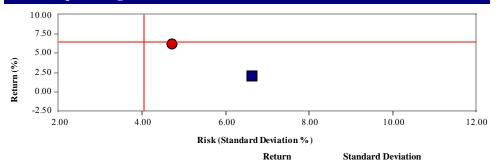
Venice Police Officers' Retirement Plan Total Fixed Income June 30, 2009



3 Yr Rolling Percentile Ranking - 5 Years



Peer Group Scattergram - 3 Years



2.12

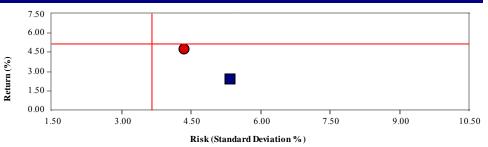
6.16

6.45

6.64 4.72

4.03

Peer Group Scattergram - 5 Years



	Return	Standard Deviation
Total Fixed Income	2.43	5.34
Barclays Capital U.S. Government/Credit	4.79	4.34
— Median	5.13	3.67

Historical Statistics - 3 Years

- Median

Total Fixed Income

Barclays Capital U.S. Government/Credit

	Tracking Error	Up Market Capture	Down Market Capture	Alpha	IR	Sharpe Ratio	Beta	Downside Risk
Total Fixed Income	8.38	105.91	207.90	-6.16	-0.41	-0.04	1.45	8.28
Barclays Capital U.S. Government/Credit	0.00	100.00	100.00	0.00	N/A	0.59	1.00	2.49

Historical Statsistics - 5 Years								
	Tracking Error	Up Market Capture	Down Market Capture	Alpha	IR	Sharpe Ratio	Beta	Downside Risk
Total Fixed Income	6.61	93.52	139.34	-3.20	-0.30	-0.03	1.25	6.47
Barclays Capital U.S. Government/Credit	0.00	100.00	100.00	0.00	N/A	0.39	1.00	2.27



Venice Police Officers' Retirement Plan Total Fund Policy As of June 30, 2009

Allocation Mandate	Weight (%)	Allocation Mandate	Weight (%)
Effective Date: Aug-1986		Barclays Capital U.S. Government/Credit	25.00
Citigroup 3 Month T-Bill	55.00	Citigroup 3 Month T-Bill	10.00
Russell 1000 Index	45.00		
		Effective Date: Jul-1996	
Effective Date: Jan-1988		Russell 1000 Index	70.00
Russell 1000 Index	50.00	Barclays Capital U.S. Government/Credit	25.00
Barclays Capital U.S. Government/Credit	45.00	Citigroup 3 Month T-Bill	5.00
Citigroup 3 Month T-Bill	5.00		
		Effective Date: Jan-1999	(0.00
Effective Date: Jul-1989	55.00	Russell 1000 Index	60.00
Russell 1000 Index	55.00	Barclays Capital U.S. Government/Credit	35.00
Barclays Capital U.S. Government/Credit	40.00	Citigroup 3 Month T-Bill	5.00
Citigroup 3 Month T-Bill	5.00	Effective Date: Apr-2000	
Effective Date: Jul-1990		Russell 1000 Index	65.00
Russell 1000 Index	60.00	Barclays Capital U.S. Government/Credit	30.00
Barclays Capital U.S. Government/Credit	35.00	Citigroup 3 Month T-Bill	5.00
Citigroup 3 Month T-Bill	5.00	Chigroup 5 Month 1-Bhi	5.00
Chigroup 5 Monul 1-Bill	5.00		
Effective Date: Jul-1991			
Russell 1000 Index	55.00		
Barclays Capital U.S. Government/Credit	20.00		
Citigroup 3 Month T-Bill	25.00		
Effective Date: Jan-1993			
Russell 1000 Index	45.00		
Barclays Capital U.S. Government/Credit	15.00		
Citigroup 3 Month T-Bill	40.00		
Effective Date: Apr-1994			
Russell 1000 Index	50.00		
Barclays Capital U.S. Government/Credit	35.00		
Citigroup 3 Month T-Bill	15.00		
Effective Date: Apr-1995			
Russell 1000 Index	65.00		



Venice Police Officers' Retirement Plan **Benchmark History** As of June 30, 2009

otal Equity Policy Ilocation Mandate	Weight (%)	Total Fixed Income Policy Allocation Mandate	Weight (%)
ffective Date: Aug-1986		Effective Date: Mar-1988	
ussell 1000 Index	100.00	Barclays Capital U.S. Government/Credit	100.00



Statistics Definitions

Statistics	Description
Return	Compounded rate of return for the period.
Standard Deviation	A statistical measure of the range of a portfolio's performance, the variability of a return around its average return over a specified time period.
Sharpe Ratio	Represents the excess rate of return over the risk free return divided by the standard deviation of the excess return. The result is the absolute rate of return per unit of risk. The higher the value, the better the product's historical risk-adjusted performance.
Alpha	A measure of the difference between a portfolio's actual returns and its expected performance, given its level of risk as measured by beta. It is a measure of the portfolio's historical performance not explained by movements of the market, or a portfolio's non-systematic return.
Beta	A measure of the sensitivity of a portfolio to the movements in the market. It is a measure of a portfolio's non-diversifiable or systematic risk.
R-Squared	The percentage of a portfolio's performance explained by the behavior of the appropriate benchmark. High R-Square means a higher correlation of the portfolio's performance to the appropriate benchmark.
Treynor Ratio	Similar to Sharpe ratio, but focuses on beta rather than excess risk (standard deviation). Represents the excess rate of return over the risk free rate divided by the beta. The result is the absolute rate of return per unit of risk. The higher the value, the better the product's historical risk-adjusted performance.
Downside Risk	A measure similar to standard deviation, but focuses only on the negative movements of the return series. It is calculated by taking the standard deviation of the negative quarterly set of returns. The higher the factor, the riskier the product.
Tracking Error	A measure of the standard deviation of a portfolio's performance relative to the performance of an appropriate market benchmark.
Information Ratio	Measured by dividing the active rate of return by the tracking error. The higher the Information Ratio, the more value-added contribution by the manager.
Consistency	The percentage of quarters that a product achieved a rate of return higher than that of its benchmark. The higher the consistency figure, the more value a manager has contributed to the product's performance.
Excess Return	Arithmetic difference between the managers return and the risk-free return over a specified time period.
Active Return	Arithmetic difference between the managers return and the benchmark return over a specified time period.
Excess Risk	A measure of the standard deviation of a portfolio's performance relative to the risk free return.
Up Market Capture	The ratio of average portfolio return over the benchmark during periods of positive benchmark return. Higher values indicate better product performance.
Down Market Capture	The ratio of average portfolio return over the benchmark during periods of negative benchmark return. Lower values indicate better product performance.

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