

Bay County VEBA

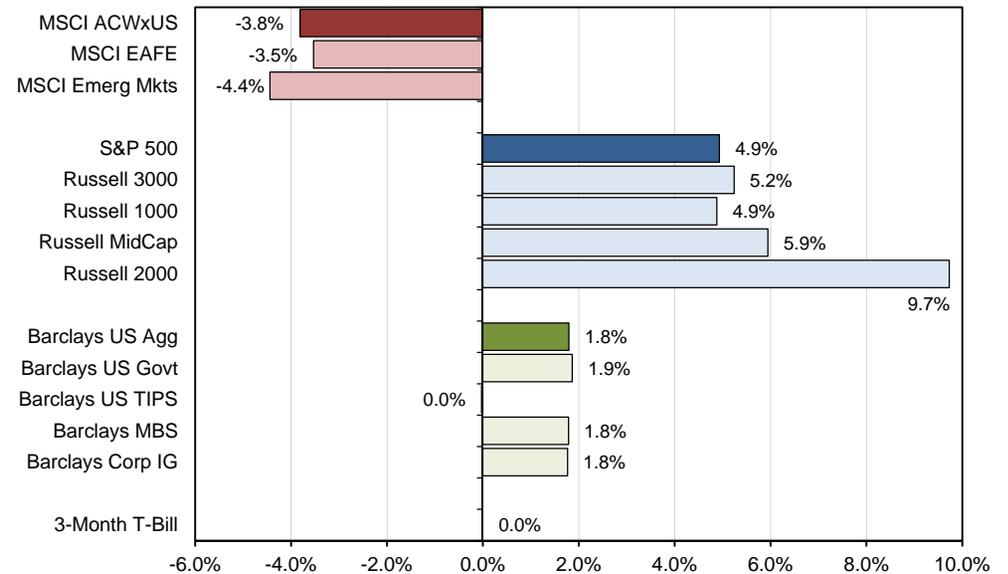
Investment Performance Review
Quarter Ending
December 31, 2014



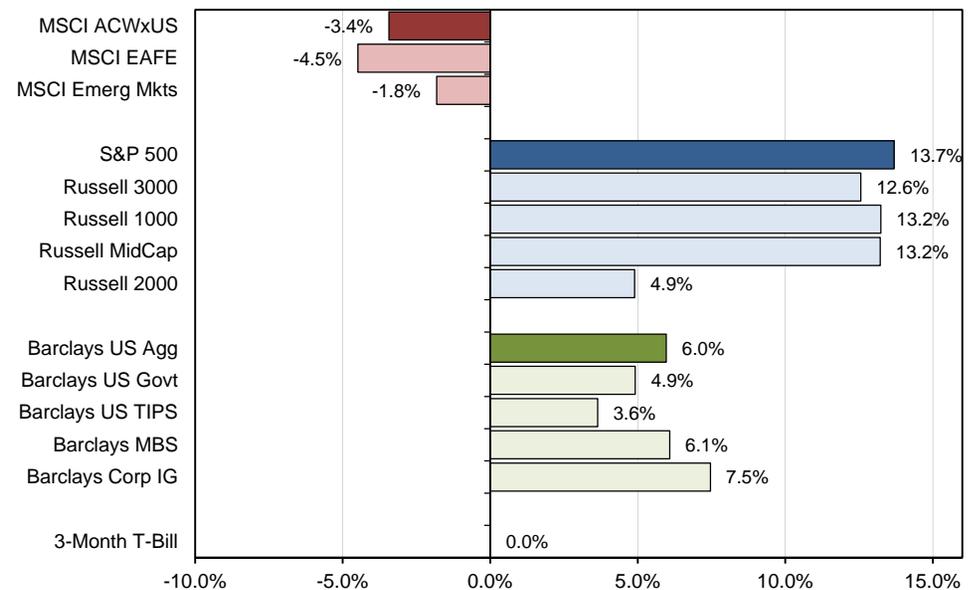
4th Quarter 2014 Market Environment

- The fourth quarter of 2014 provided a polar opposite experience to what was seen in the third quarter. While large cap stocks greatly outperformed their small cap brethren last quarter, the reversal this period was pronounced and swift. Small caps returned between +9.4% and +10.1% during the period, which was significantly better than the +4.8% to +5.0% return within the large cap realm. However, for the year, large caps (as measured by the S&P 500 Index) remained on top, exceeding mid and small caps by approximately 50 and 880 basis points (bps), respectively.
- The third quarter ended a streak of eight consecutive positive quarters for small cap equities, but the hiccup was short-lived. Small caps, while not “cheap” by relative standards, were more reasonably valued at the beginning of the period relative to recent history. The decline allowed many managers to reinvest heavily in the fourth quarter, lifting the Russell 2000 Index +9.7% higher. Unlike the previous two quarters, which were characterized by fits and starts, all three months of the fourth quarter were positive for the major equity indexes. Only the Russell 1000 Index, with a -0.2% return in December, experienced a down month during the period.
- Non-US equity markets underperformed domestic equity returns significantly during the fourth quarter and ended in negative territory. Currency effects worked against US investors during the period as the USD appreciated strongly against almost every other country’s currency except China. Emerging market equities lagged developed markets by 0.9%. For the calendar year 2014, non-US equities drastically underperformed domestic equities. This disparity is the largest on record since 1997, when the MSCI EAFE Index underperformed the S&P 500 Index by over 30%—after two consecutive double-digit underperforming years in 1995 and 1996.
- Against all expectations, with lower credit quality and the ultra short-term segments being the sole exceptions, domestic bond yields continued to fall during the fourth quarter. The trailing, one-year return for the Barclays Aggregate Index was strongly positive (+6.0%). Higher quality dominated benchmarks (Treasuries, IG Corporates, Agency Mortgages) posted healthy returns. Performance dispersion across sectors was low, as Government Bonds returned +1.9% followed by Mortgages and IG Corporates at +1.8%. In contrast, TIPS lagged, essentially remaining flat (-0.03%) for the period.

Quarter Performance



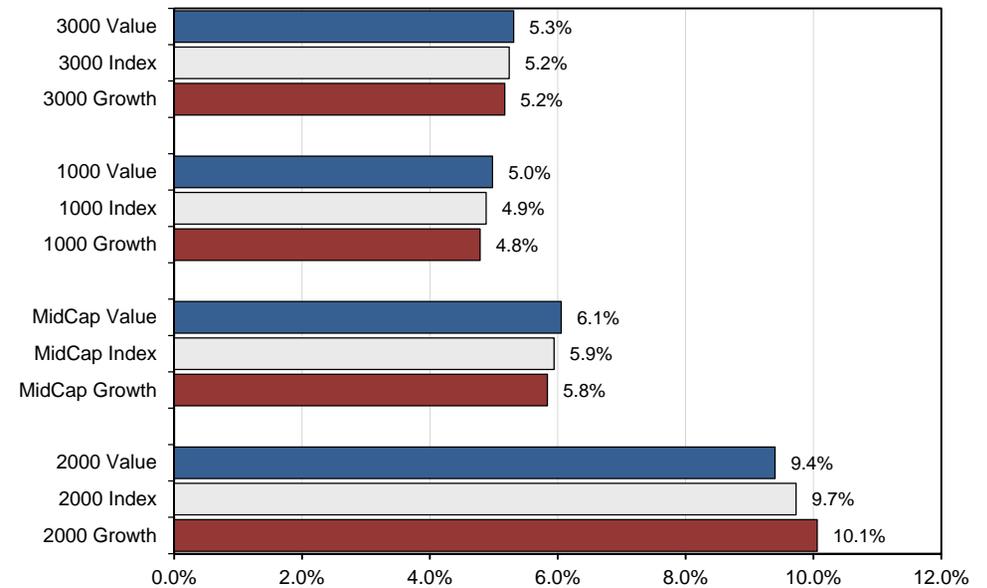
1-Year Performance



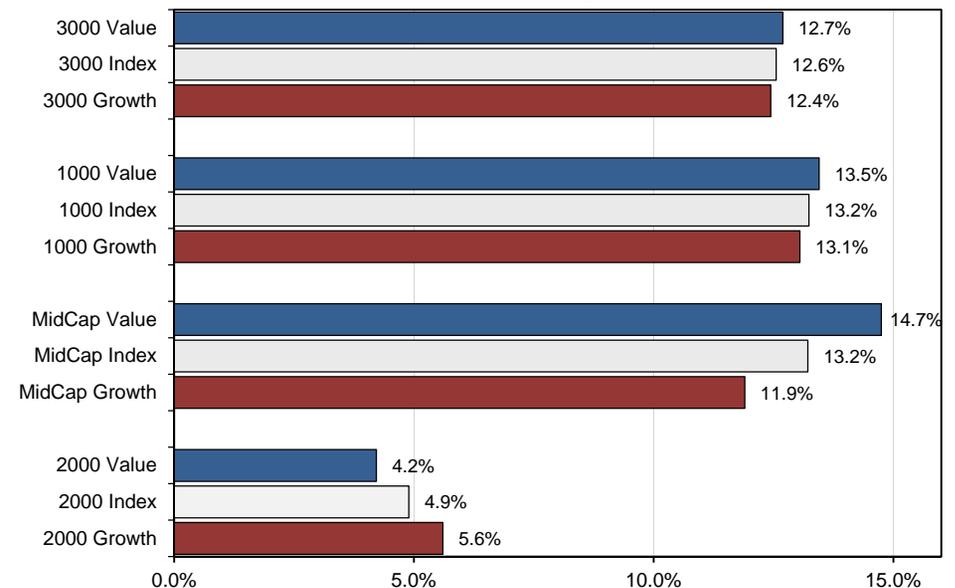
Source: Investment Metrics

- After trading water in the third quarter, domestic equities experienced a strong last quarter to close out 2014 with double digit returns in large and mid capitalization stocks. Large caps duplicated a strong second quarter with returns in a range of +4.8% to +5.0% (value, core, growth) to end the year with a return above 13%. The Russell 1000 Index and Russell MidCap Index both finished with a +13.2% return for the 2014 calendar year. Both core indices had a similar quarterly result as well, gaining 4.9% and 5.9%, respectively. Small caps experienced a dramatic resurgence, as the Russell 2000 Index gained 9.7% in the fourth quarter after having dropped 7.4% in the third quarter. However, small caps still underperformed their larger cap peers on the year by a fairly wide margin, as the core index gained 4.9%.
- Following the largest performance gap between large and small caps in a quarter since the first quarter of 1999, small caps doubled the performance of large caps during the fourth quarter, finishing the year with a positive return for the fifth time out of the past six years.
- Following a quarter where value underperformed growth indices across the spectrum of domestic equity benchmarks, there was little discrepancy between style-specific indices during the fourth quarter. This is best reflected by the Russell 3000 Value Index (+5.3%) and the Russell 3000 Growth Index (+5.2%) quarterly result. The range between growth and value was fairly narrow for the entire year as well. When factoring in the seven GICS sectors that comprise more than 5% of the Russell 1000 Index, only the Energy sector performed outside of a narrow range for the fourth quarter. Despite brief periods of spiked activity, the year has been marked by low trading volume and low volatility.
- Small caps continue to support a slightly higher valuation than large caps on a forward P/E basis (18.1 vs. 16.2), but are now below mid caps in relative valuation (18.6). All three categories are above their 20-year average P/E ratios, led by mid cap (18.6 vs. 16.5) and followed by small cap (18.1 vs. 17.3). The current valuation on large caps is modestly above its long-term average (16.2 vs. 16.1). When comparing growth versus value averages, the P/E multiples is narrowing between the two style categories, as small, mid, and large cap value P/E multiples are all now above 20-year averages while the growth equivalents are below.

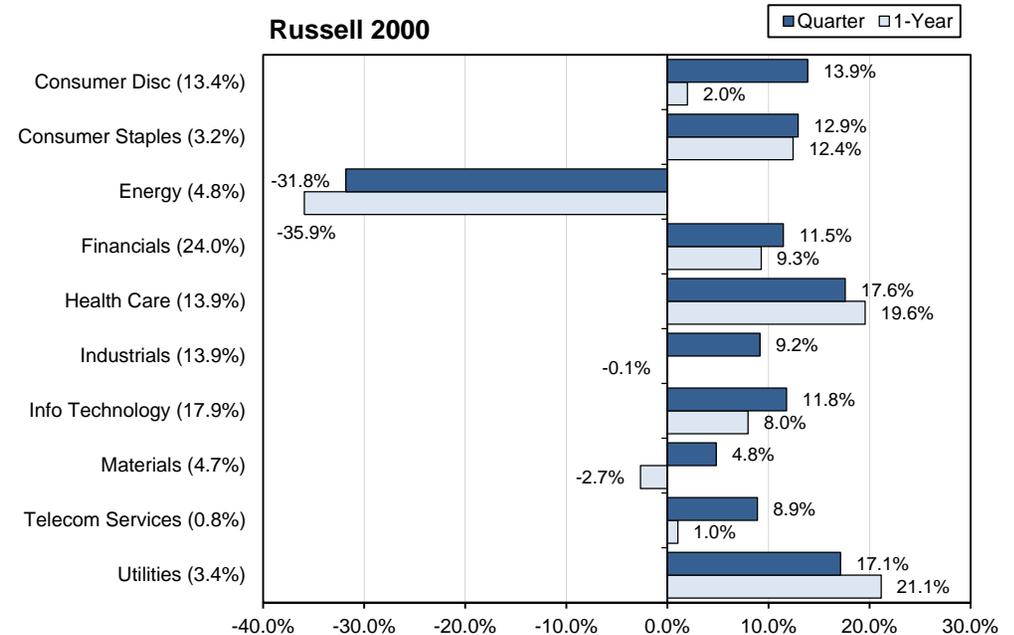
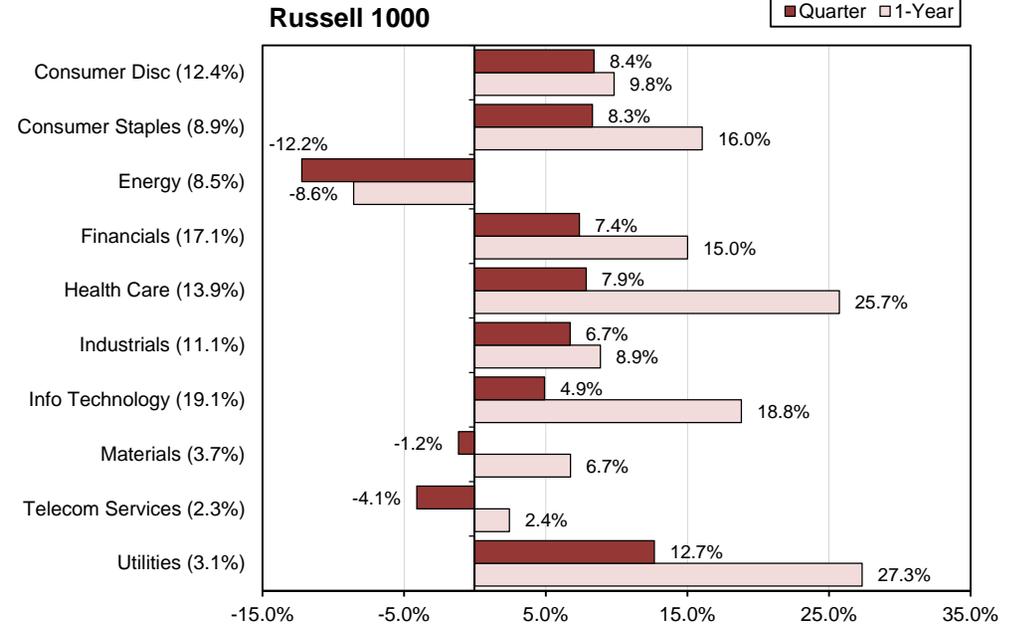
Quarter Performance - Russell Style Series



1-Year Performance - Russell Style Series



- There was wide economic sector performance dispersion during the fourth quarter. Within large caps, Utilities, Consumer Discretionary, and Consumer Staples posted the strongest results. On a one year basis, the strongest performers were Utilities, Health Care, Technology, and Consumer Staples, three of four of which are traditionally considered defensive sectors. Energy, Telecom, and Materials were the only sectors with negative returns for the fourth quarter, with only Energy posting a negative return for 2014 as a whole due to a sharp drop in oil prices that began in the third quarter.
- Compared to large caps, small caps posted a strong quarter, but still trailed in all sectors over calendar year 2014. Performance for the fourth quarter as well as calendar year 2014 was strongest in defensive sectors with particularly strong results in Utilities and Health Care. Three sectors underperformed during 2014 with the Energy sector being the largest outlier, returning a disproportionate -35.9% for the year.
- As the broad US stock market rebounded from near-term lows, valuations tended to remain elevated as compared to recent years. On a trailing P/E basis, as expected, the Russell 1000 is relatively cheaper than the Russell 2000. In both large and small caps, Health Care, Financial, and Technology sectors look relatively overvalued, whereas Utility, Telecom, and Energy sectors appear to be among the most undervalued.
- By far the most drastic underperformance of all sectors occurred in Energy. As mentioned above, oil prices (Brent Crude Spot Price) have plunged since the beginning of the third quarter, falling from a June high near \$115/barrel and closing the year around \$56/barrel. The cause of this drastic price change centers around an expanding world oil supply with lower forecasts of world oil consumption growth due to a weaker outlook for the global economy.



Source: Morningstar Direct

The Market Environment
Top 10 Index Weights & Quarterly Performance for the Russell 1000 & 2000
As of December 31, 2014

Top 10 Weighted Stocks				
Russell 1000	Weight	1-Qtr Return	1-Year Return	Sector
Apple Inc	3.16%	10.0%	40.6%	Information Technology
Exxon Mobil Corporation	1.89%	-1.0%	-6.1%	Energy
Microsoft Corp	1.82%	0.8%	27.5%	Information Technology
Johnson & Johnson	1.41%	-1.3%	17.3%	Health Care
Berkshire Hathaway Inc Class B	1.31%	8.7%	26.6%	Financials
Wells Fargo & Co	1.24%	6.4%	24.1%	Financials
General Electric Co	1.20%	-0.5%	-6.7%	Industrials
Procter & Gamble Co	1.17%	9.6%	15.4%	Consumer Staples
JPMorgan Chase & Co	1.13%	4.6%	9.9%	Financials
Chevron Corp	1.01%	-5.1%	-7.0%	Energy

Top 10 Performing Stocks (by Quarter)				
Russell 1000	Weight	1-Qtr Return	1-Year Return	Sector
Clear Channel Outdoor Holdings Inc	0.00%	57.1%	11.6%	Consumer Discretionary
Rite Aid Corp	0.03%	55.4%	48.6%	Consumer Staples
Cubist Pharmaceuticals Inc	0.04%	51.7%	46.1%	Health Care
American Airlines Group Inc	0.18%	51.5%	113.5%	Industrials
Staples Inc	0.06%	50.8%	18.4%	Consumer Discretionary
Incyte Corp Ltd	0.05%	49.1%	44.4%	Health Care
Dean Foods Co	0.00%	46.9%	14.7%	Consumer Staples
Rackspace Hosting Inc	0.03%	43.8%	19.6%	Information Technology
CarMax Inc	0.07%	43.3%	41.6%	Consumer Discretionary
United Continental Holdings Inc	0.12%	43.0%	76.8%	Industrials

Bottom 10 Performing Stocks (by Quarter)				
Russell 1000	Weight	1-Qtr Return	1-Year Return	Sector
Seventy Seven Energy Inc	0.00%	-77.2%	N/A	Energy
Oasis Petroleum Inc	0.01%	-60.4%	-64.8%	Energy
SandRidge Energy Inc	0.00%	-57.6%	-70.0%	Energy
Whiting Petroleum Corp	0.03%	-57.4%	-46.7%	Energy
Seadrill Ltd	0.02%	-57.0%	-70.6%	Energy
Laredo Petroleum Inc	0.00%	-53.8%	-62.6%	Energy
WPX Energy Inc Class A	0.01%	-51.7%	-42.9%	Energy
SM Energy Co	0.01%	-50.5%	-53.5%	Energy
McDermott International Inc	0.00%	-49.1%	-68.2%	Energy
Patterson-UTI Energy Inc	0.01%	-48.7%	-33.4%	Energy

Top 10 Weighted Stocks				
Russell 2000	Weight	1-Qtr Return	1-Year Return	Sector
Isis Pharmaceuticals	0.41%	59.0%	55.0%	Health Care
Brunswick Corp	0.27%	22.0%	12.4%	Consumer Discretionary
RF Micro Devices Inc	0.27%	43.8%	221.5%	Information Technology
Triquint Semiconductor	0.27%	44.5%	230.3%	Information Technology
Office Depot Inc	0.26%	66.8%	62.1%	Consumer Discretionary
LaSalle Hotel Properties	0.26%	19.3%	36.4%	Financials
Graphic Packaging Holding Co	0.25%	9.6%	41.9%	Materials
Puma Biotechnology Inc	0.25%	-20.7%	82.8%	Health Care
RLJ Lodging Trust	0.25%	18.8%	42.8%	Financials
Ultimate Software Group Inc	0.24%	3.7%	-4.2%	Information Technology

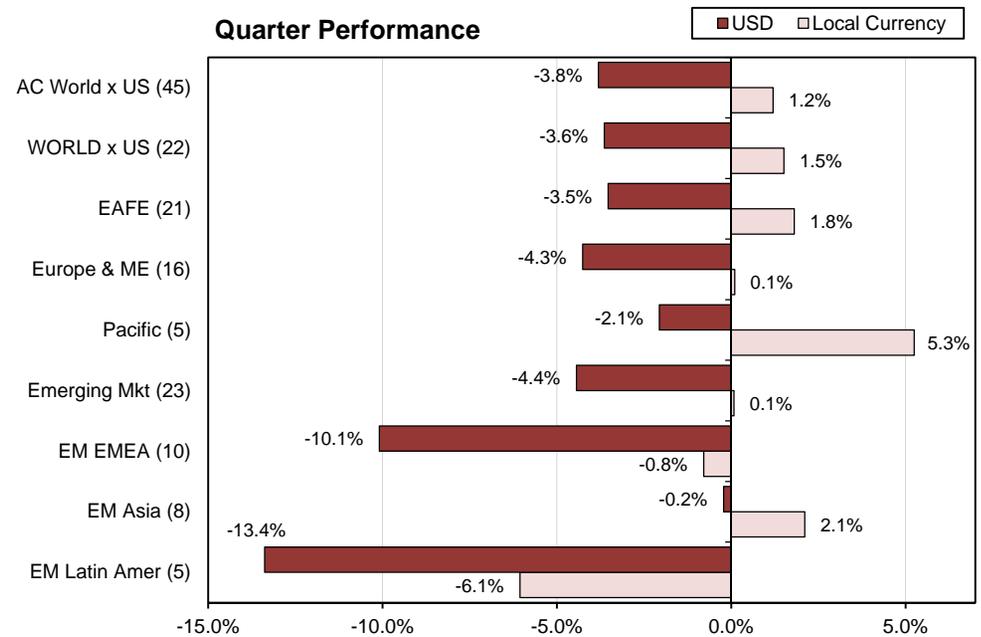
Top 10 Performing Stocks (by Quarter)				
Russell 2000	Weight	1-Qtr Return	1-Year Return	Sector
OvaScience Inc	0.04%	166.4%	383.8%	Health Care
bluebird bio Inc	0.11%	155.6%	337.2%	Health Care
Regulus Therapeutics Inc	0.01%	134.8%	117.1%	Health Care
Five Prime Therapeutics Inc	0.03%	130.2%	60.8%	Health Care
Alder BioPharmaceuticals Inc	0.01%	129.4%	N/A	Health Care
Cytokinetics Inc	0.02%	127.6%	23.2%	Health Care
ITT Educational Services, Inc.	0.01%	124.0%	-71.4%	Consumer Discretionary
Sucampo Pharmaceuticals Inc Class A	0.01%	119.7%	51.9%	Health Care
Vitae Pharmaceuticals Inc	0.01%	118.1%	N/A	Health Care
Cempra Inc	0.03%	114.5%	89.7%	Health Care

Bottom 10 Performing Stocks (by Quarter)				
Russell 2000	Weight	1-Qtr Return	1-Year Return	Sector
GT Advanced Technologies Inc	0.00%	-96.9%	-96.2%	Information Technology
Endeavour International Corp	0.00%	-95.1%	-99.7%	Energy
Dendreon Corp	0.00%	-94.9%	-97.6%	Health Care
KiOR Inc	0.00%	-94.3%	-99.6%	Energy
Cal Dive International Inc	0.00%	-92.8%	-96.5%	Energy
Wet Seal Inc Class A	0.00%	-87.6%	-97.6%	Consumer Discretionary
BPZ Resources Inc	0.00%	-84.9%	-84.1%	Energy
Education Management Corp	0.00%	-84.9%	-98.4%	Consumer Discretionary
American Eagle Energy Corp	0.00%	-84.7%	-92.4%	Energy
Forest Oil Corp	0.00%	-80.8%	-93.8%	Energy

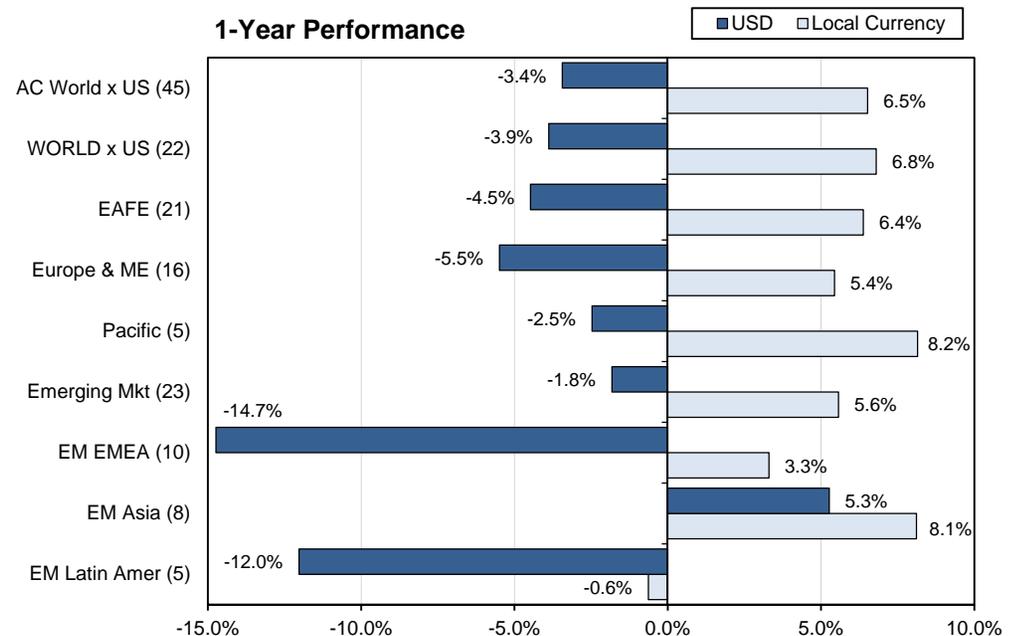
Source: Morningstar Direct

- The pattern of returns during the fourth quarter was similar to the prior quarter, in that a moderately positive middle month was book-ended by negative months. Volatility continued to be above average during the period.
- On a regional basis, equities in Latin America turned in the worst quarterly performance in both local and USD terms. In addition, Latin America was one of two regions to turn in negative performance in local currency terms for the 2014 calendar year, with EM EMEA being the other.
- The range of returns for individual non-US countries was tighter this period, but with several negative outliers. Hong Kong (+3.1%) was the best developed market performer and Turkey (+11.6%) was the best emerging market performer. The worst-performing developed country was Norway (-24.9%) followed by Portugal (-23.0%). Russia was the worst-performing equity market within the EM universe with a return of -32.8% for the quarter.
- During the fourth quarter, USD appreciation once again created a significant drag on returns for US investors in overseas markets. All four of the broad, non-US equity indices shown to the right ended the quarter in positive territory when measured in local currency terms, but turned negative when converted to USD. The biggest exchange difference came with the MSCI EAFE Index, which returned +1.8% in local terms and -3.5% in USD terms.
- USD strength again weighed on the Energy sector during the fourth quarter, as it posted the weakest sector return (-19.8%) by far in the MSCI-ACWIxUS Index. The Materials sector, which is also negatively impacted by USD strength, was the second worst performing sector within the MSCI ACWIxUS Index, returning -7.5% for the quarter. In the developed market MSCI EAFE Index, Consumer Discretionary was the only sector to end the quarter in positive territory (+3.1%). Financials (+1.7%) and Information Technology (+1.5%) were the only positive sectors in the MSCI EM Index for the quarter.
- Growth widely outperformed value across the board. Small caps slightly outperformed large caps within developed markets and vice versa in emerging markets.

Quarter Performance



1-Year Performance



Source: MSCI Global Index Monitor (Returns are Gross)

The Market Environment
U.S. Dollar International Index Attribution & Country Detail
As of December 31, 2014

MSCI - EAFE	Sector Weight	Quarter Return	1-Year Return
Consumer Discretionary	12.4%	3.1%	-4.1%
Consumer Staples	11.1%	-1.6%	-2.0%
Energy	5.7%	-19.0%	-18.2%
Financials	25.9%	-3.1%	-5.4%
Health Care	11.0%	-5.3%	6.7%
Industrials	12.6%	-3.4%	-7.3%
Information Technology	4.8%	-0.5%	-0.3%
Materials	7.6%	-5.3%	-10.4%
Telecommunication Services	5.0%	-0.4%	-3.9%
Utilities	3.9%	-3.9%	4.4%
Total	100.0%	-3.5%	-4.5%

MSCI - ACWixUS	Sector Weight	Quarter Return	1-Year Return
Consumer Discretionary	11.2%	2.4%	-2.7%
Consumer Staples	9.9%	-1.7%	-1.6%
Energy	7.5%	-19.8%	-18.7%
Financials	27.6%	-1.9%	-2.1%
Health Care	8.6%	-4.5%	7.8%
Industrials	11.0%	-3.6%	-5.6%
Information Technology	7.5%	0.7%	5.4%
Materials	7.7%	-7.5%	-12.7%
Telecommunication Services	5.4%	-2.2%	-2.8%
Utilities	3.6%	-4.1%	4.0%
Total	100.0%	-3.8%	-3.4%

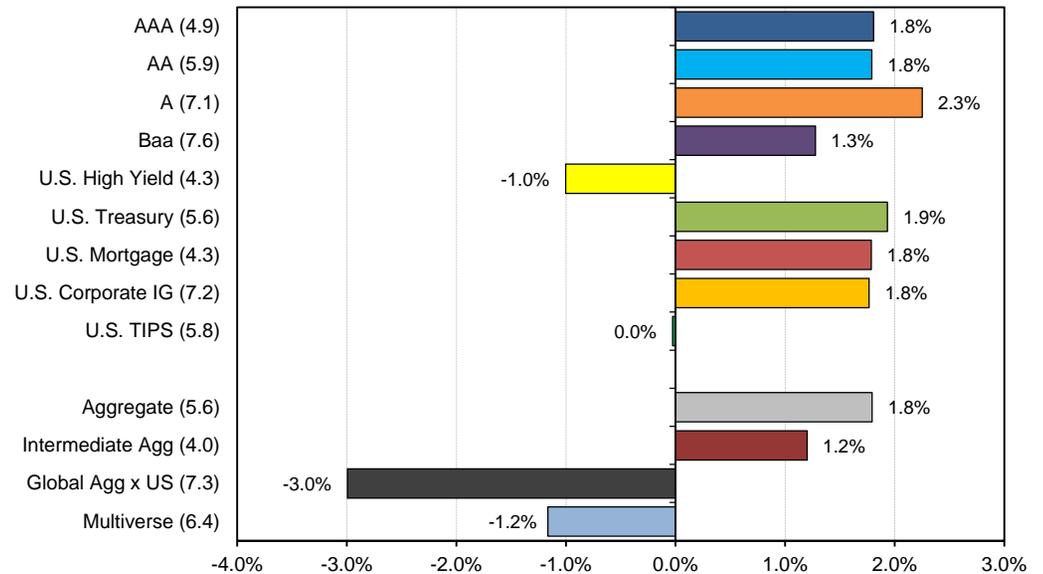
MSCI - Emerging Mkt	Sector Weight	Quarter Return	1-Year Return
Consumer Discretionary	9.2%	-2.6%	-1.3%
Consumer Staples	8.2%	-4.9%	-4.7%
Energy	8.0%	-24.5%	-26.4%
Financials	29.3%	1.7%	5.6%
Health Care	2.3%	-0.9%	19.6%
Industrials	6.7%	-4.3%	-2.6%
Information Technology	18.0%	1.5%	10.3%
Materials	7.4%	-12.2%	-19.2%
Telecommunication Services	7.5%	-6.7%	-1.3%
Utilities	3.5%	-5.9%	2.8%
Total	100.0%	-4.4%	-1.8%

Country	MSCI-EAFE Weight	MSCI-ACWixUS Weight	Quarter Return	1-Year Return
Japan	21.2%	15.0%	-2.4%	-3.7%
United Kingdom	21.1%	14.9%	-4.2%	-5.4%
France	9.7%	6.9%	-5.8%	-9.0%
Switzerland	9.3%	6.6%	-2.2%	0.7%
Germany	9.2%	6.5%	-0.4%	-9.8%
Australia	7.5%	5.3%	-3.6%	-3.2%
Spain	3.5%	2.5%	-8.2%	-4.4%
Hong Kong	3.1%	2.2%	3.1%	5.1%
Sweden	3.1%	2.2%	-3.4%	-6.6%
Netherlands	2.8%	2.0%	-0.2%	-3.2%
Italy	2.3%	1.6%	-13.4%	-9.0%
Singapore	1.6%	1.1%	-0.5%	3.1%
Denmark	1.5%	1.1%	-7.8%	6.8%
Belgium	1.3%	0.9%	0.8%	4.9%
Finland	0.9%	0.6%	-2.0%	0.8%
Norway	0.7%	0.5%	-24.9%	-21.2%
Israel	0.6%	0.4%	1.4%	23.7%
Ireland	0.3%	0.2%	1.9%	2.6%
Austria	0.2%	0.1%	-7.3%	-29.4%
New Zealand	0.2%	0.1%	2.6%	8.2%
Portugal	0.2%	0.1%	-23.0%	-37.7%
Total EAFE Countries	100.0%	70.8%	-3.5%	-4.5%
Canada		7.5%	-4.6%	2.2%
Total Developed Countries		78.3%	-3.6%	-3.9%
China		4.7%	7.2%	8.3%
Korea		3.2%	-7.7%	-10.7%
Taiwan		2.7%	1.7%	10.1%
Brazil		1.9%	-14.8%	-13.7%
South Africa		1.7%	3.0%	5.7%
India		1.6%	-0.7%	23.9%
Mexico		1.1%	-12.2%	-9.2%
Malaysia		0.8%	-10.5%	-10.7%
Russia		0.7%	-32.8%	-45.9%
Indonesia		0.6%	0.7%	27.2%
Thailand		0.5%	-6.4%	16.8%
Turkey		0.4%	11.6%	19.1%
Poland		0.3%	-13.9%	-13.6%
Chile		0.3%	-5.2%	-12.2%
Philippines		0.3%	0.7%	26.4%
Qatar		0.2%	-8.9%	16.6%
Colombia		0.2%	-22.9%	-19.8%
United Arab Emirates		0.1%	-21.6%	13.7%
Peru		0.1%	-0.8%	10.5%
Greece		0.1%	-28.8%	-39.9%
Czech Republic		0.1%	-15.4%	-2.4%
Egypt		0.1%	-8.6%	29.4%
Hungary		0.0%	-12.8%	-27.4%
Total Emerging Countries		21.6%	-4.4%	-1.8%
Total ACWixUS Countries		100.0%	-3.8%	-3.4%

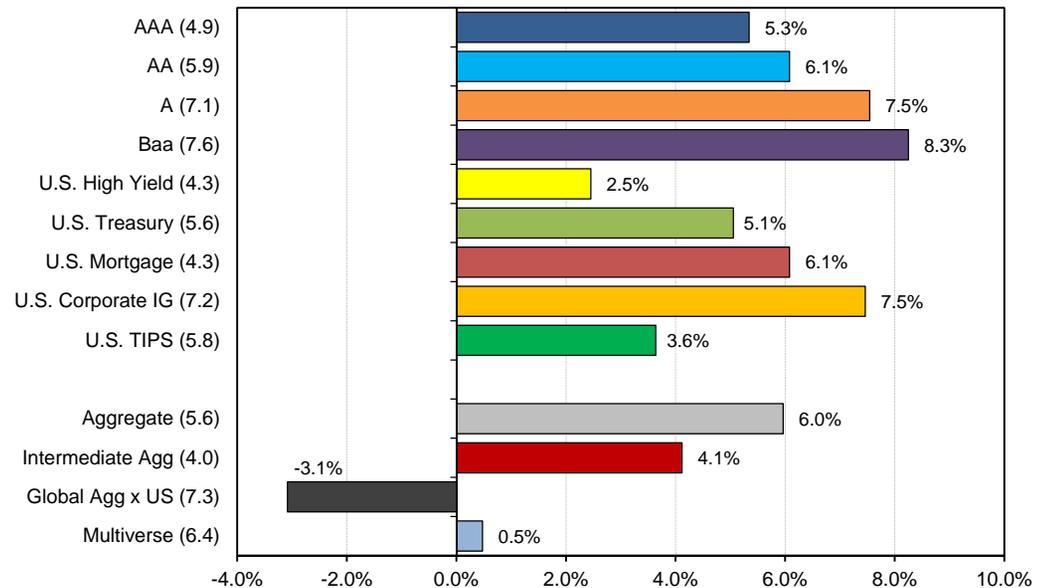
Source: MSCI Global Index Monitor (Returns are Gross in USD)

- With the exception of credit sensitive segments, domestic bond markets were mostly positive in the fourth quarter, as concerns about foreign growth and overseas inflation trumped the effects of strong economic data. The Fed's dovish comments in the fourth quarter seemed to indicate no rate hikes are imminent. Given low yields abroad, foreign investor interest in domestic paper remains robust and led to lower yields during the period.
- In contrast to the third quarter, in which sector performance was mixed, most sectors posted positive returns during the period. Treasuries and mortgages rose +1.9% and +1.8%, respectively. These strong gains were partially off-set by weakness in high yield (-1.0%) and in overseas markets as the Global Aggregate x US and Multiverse indices returned -3.0% and -1.2%, respectively.
- For the second consecutive quarter, lower rated bonds lagged their higher quality peers. Baa-rated bonds lagged higher quality credits by 50 to 100 bps during the period. However, on a one-year basis, Baa-rated bonds outpaced higher-rated credits by a moderate margin.
- Longer-dated securities drastically outperformed short and intermediate maturities despite the end of the Federal Reserve's QE program. The rally pushed the broad-based Barclays Aggregate Index ahead of the Barclays Intermediate Aggregate Index by +0.6% for the quarter and +1.9% for the 2014 calendar year.
- High yield bonds fell 1.0%, marking back-to-back negative quarterly returns for the asset class. After exceeding investment grade bonds for seven consecutive quarters up until March 31, 2014, high yield bonds trailed investment grade securities for the last nine months and were the worst performing domestic sector in 2014.
- The US bond market easily outpaced international bonds by 480 bps, represented by the Barclays Global Aggregate ex US Index, which was negatively impacted by USD strength. The fourth quarter's weak performance by global bonds exacerbated an already wide performance disparity as the one-year trailing domestic bond performance remained ahead by a wide margin.

Quarter Performance



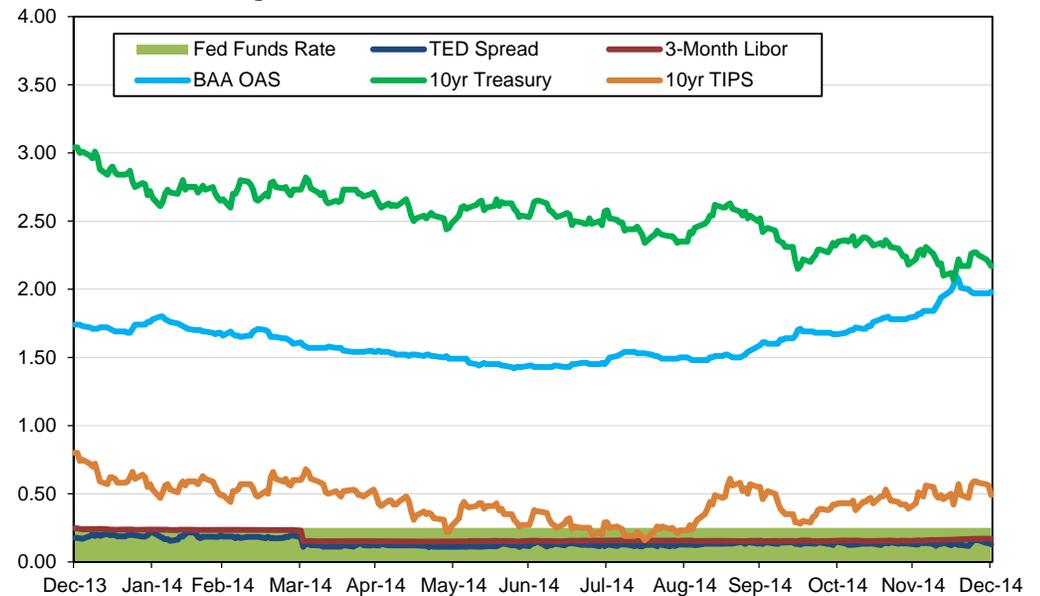
1-Year Performance



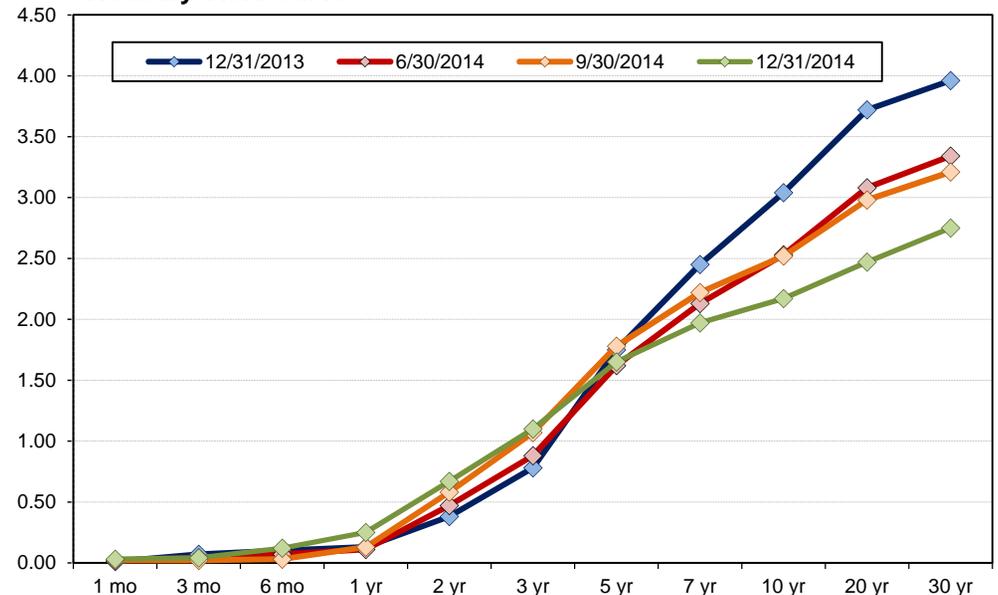
Source: Barclays Capital Live

- Despite the Fed's bond buying program drawing to a close in October, investors continue to wonder if rising rates will ever occur. This is due to domestic economic strength exceeding the rest of the developed world and the resulting strength of the USD. As a result, while domestic yields remain low, they exceed those of overseas sovereign bonds, especially on a real return basis. This has led to a demand for longer-term US paper and a flattening of the yield curve.
- After moving wider in the third quarter, option adjusted spreads on Baa-rated bonds continued to broaden relative to Treasuries, widening by an additional 39 bps during the fourth quarter. This spread widening negatively impacts bond prices (which move in the opposite direction) and performance of lower quality credits. This quarter's rise in spreads erased the rally that occurred earlier in the year. Spreads are now at their widest point in over a year.
- The yield curve in the US continued to flatten during the fourth quarter. Since prices and performance move in the opposite direction of yields, the long-end of the curve was the best performing maturity segment as 30-year Treasuries returned +10.1% during the period. The yield on the 10-year Treasury fell from 2.52% to 2.17% and dropped below 2.0% early in 2015. At the short end of the curve, 2-year Treasuries rose from 0.58% to 0.67%.
- Since rising to more attractive yields in mid-to-late 2013, the yield curve has gradually flattened and interest rates have declined, particularly in longer-dated maturities. This resulted in positive returns over the past twelve months, especially in investment grade or better, intermediate term or longer securities. The expectation is that given strong economic growth, lower unemployment, the end of the Fed's QE program, and better housing numbers, interest rates will soon rise. However, the impact of foreign purchases and generally benign inflation has been a natural headwind to rising rates. Investment professionals have migrated to a more neutral position when forecasting when and if rates will rise from here.

1-Year Trailing Market Rates



Treasury Yield Curve



Source: US Department of Treasury, FRED (Federal Reserve of St. Louis)

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Total Fund The VEBA Total Fund had a 3.3% return in the quarter and ranked in the top decile of all Total Plans but was below its policy benchmark. The 8.2% performance for the year was top quartile and below the policy, while the five year 9.1% return was below average. Compared to funds with a similar mix, performance was top quartile for the quarter and year and bottom quartile for five years.

Total Domestic Equities The return ranked in the bottom third for the quarter and year versus Combined Equities. It was top quartile for two years. The performance in the quarter and year were below its equity policy index (62% Russell 1000, 38% Russell 2500). It was above the policy for two years.

- **Dodge & Cox Stock Fund** The fund had bottom quartile performance relative to Domestic Large Cap Value funds for the quarter and was below the Russell 1000 Value index. It was below average and below the index for the year, but was top decile and above the index for two years.
- **Atalanta Sosnoff** The portfolio had bottom quartile performance relative to Domestic Large Cap Growth funds for the quarter, year, and two years. It was below the Russell 1000 Growth index plus 100 bps annually for all periods.
- **Lord Abbett** Performance in the quarter was top quartile versus Smid Cap Value funds but just below the Russell 2500 Value index. It was in the top decile and above the index for the year and for two years.

Total Domestic Fixed Income

- **CS McKee** Near median return in the quarter, year and two years relative to Domestic Core Fixed Income funds. It was slightly below the Barclay's Aggregate Bond index for the quarter and just above the index for the year and two years.

Financial Reconciliation
Total Fund
1 Quarter Ending December 31, 2014

1 Quarter	Market Value 10/01/2014	Net Flows	Return On Investment	Market Value 12/31/2014
VEBA Total Fund	40,825,571	-18,089	1,333,557	42,141,039
Total Domestic Equity	25,575,897	-	1,072,973	26,648,870
Dodge & Cox Stock Fund (DODGX)	9,699,493	-	214,664	9,914,157
Atalanta Sosnoff	9,172,458	-	331,019	9,503,477
Lord Abbett (LVOYX)	6,703,946	-	527,290	7,231,236
Total Domestic Fixed Income				
CS McKee	15,054,739	-	260,579	15,315,318
Cash	194,935	-18,089	4	176,850

Fiscal Year To Date	Market Value 01/01/2014	Net Flows	Return On Investment	Market Value 12/31/2014
VEBA Total Fund	38,466,843	518,112	3,156,084	42,141,039
Total Domestic Equity	24,351,766	-	2,297,104	26,648,870
Dodge & Cox Stock Fund (DODGX)	8,980,051	-	934,106	9,914,157
Atalanta Sosnoff	8,765,110	-	738,367	9,503,477
Lord Abbett (LVOYX)	6,606,605	-	624,631	7,231,236
Total Domestic Fixed Income				
CS McKee	13,831,377	625,000	858,941	15,315,318
Cash	283,700	-106,888	38	176,850

Financial Reconciliation
Total Fund
1 Year Ending December 31, 2014

1 Year	Market Value 01/01/2014	Net Flows	Return On Investment	Market Value 12/31/2014
VEBA Total Fund	38,466,843	518,112	3,156,084	42,141,039
Total Domestic Equity	24,351,766	-	2,297,104	26,648,870
Dodge & Cox Stock Fund (DODGX)	8,980,051	-	934,106	9,914,157
Atalanta Sosnoff	8,765,110	-	738,367	9,503,477
Lord Abbett (LVOYX)	6,606,605	-	624,631	7,231,236
Total Domestic Fixed Income				
CS McKee	13,831,377	625,000	858,941	15,315,318
Cash	283,700	-106,888	38	176,850

Asset Allocation
Total Fund
As of December 31, 2014

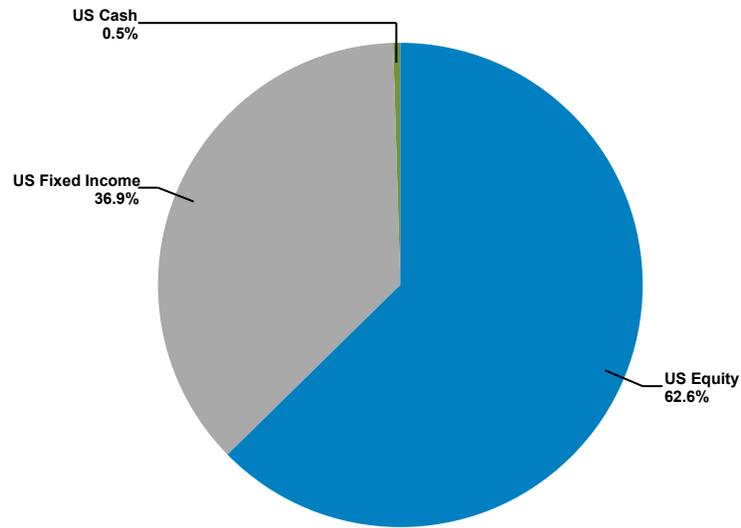
Asset Allocation Attributes	Domestic Equity		Domestic Fixed Income		Cash Equivalent		Total Fund	
	(\$)	%	(\$)	%	(\$)	%	(\$)	%
VEBA Total Fund	26,211	62.2	15,005	35.6	925	2.2	42,141	100.0
Total Domestic Equity	26,211	98.4	-	-	438	1.6	26,649	63.2
Dodge & Cox Stock Fund (DODGX)	9,914	100.0	-	-	-	-	9,914	23.5
Atalanta Sosnoff	9,066	95.4	-	-	438	4.6	9,503	22.6
Lord Abbett (LVOYX)	7,231	100.0	-	-	-	0.0	7,231	17.2
Total Domestic Fixed Income								
CS McKee	-	-	15,005	98.0	310	2.0	15,315	36.3
Cash	-	-	-	-	177	100.0	177	0.4

Asset Allocation By Asset Class

Total Fund

As of December 31, 2014

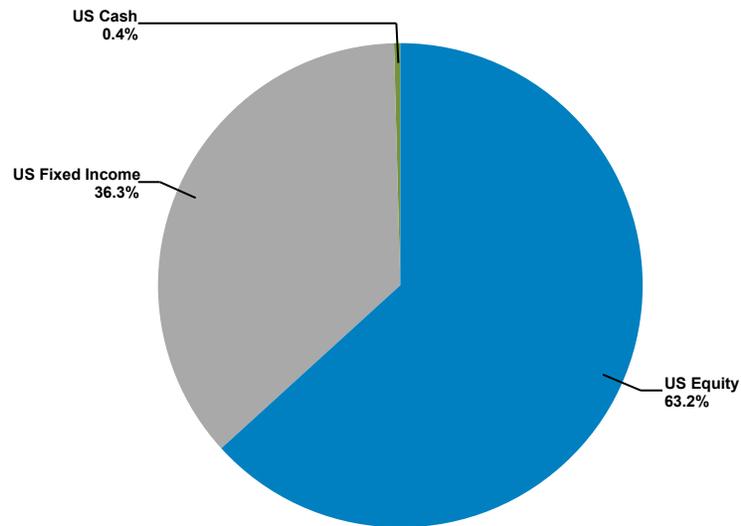
September 30, 2014 : \$40,825,571



Allocation

	Market Value	Allocation
US Equity	25,575,897	62.6
US Fixed Income	15,054,739	36.9
US Cash	194,935	0.5

December 31, 2014 : \$42,141,039



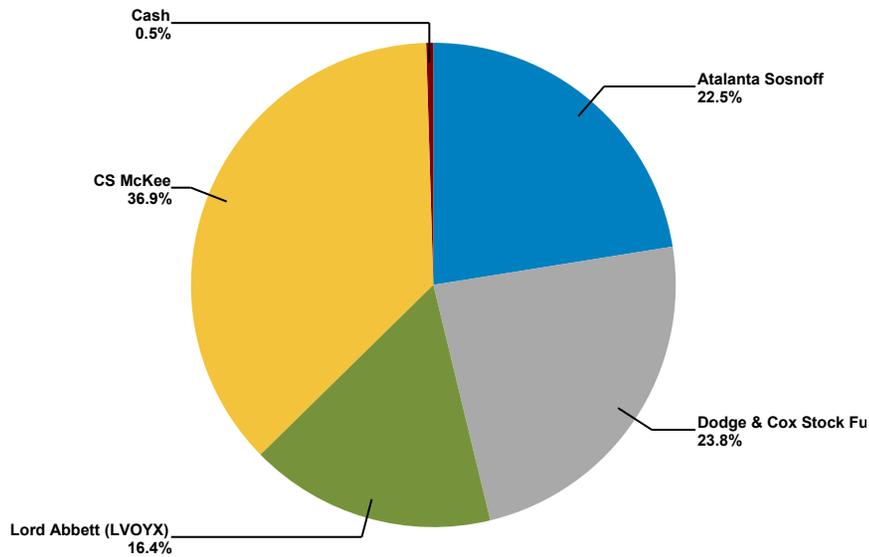
Allocation

	Market Value	Allocation
US Equity	26,648,870	63.2
US Fixed Income	15,315,318	36.3
US Cash	176,850	0.4

**Asset Allocation By Manager
Total Fund**

As of December 31, 2014

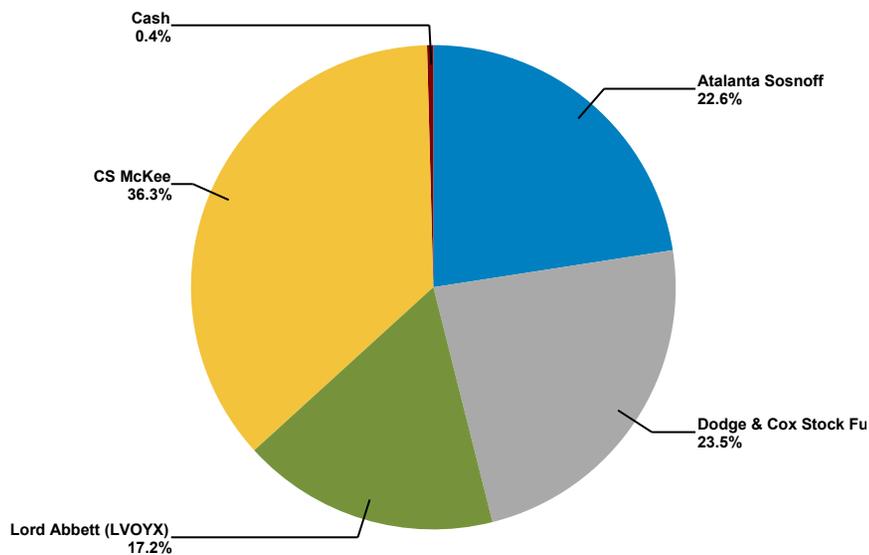
September 30, 2014 : \$40,825,571



Allocation

	Market Value	Allocation
Atalanta Sosnoff	9,172,458	22.5
Dodge & Cox Stock Fund (DODGX)	9,699,493	23.8
Lord Abbett (LVOYX)	6,703,946	16.4
CS McKee	15,054,739	36.9
Cash	194,935	0.5

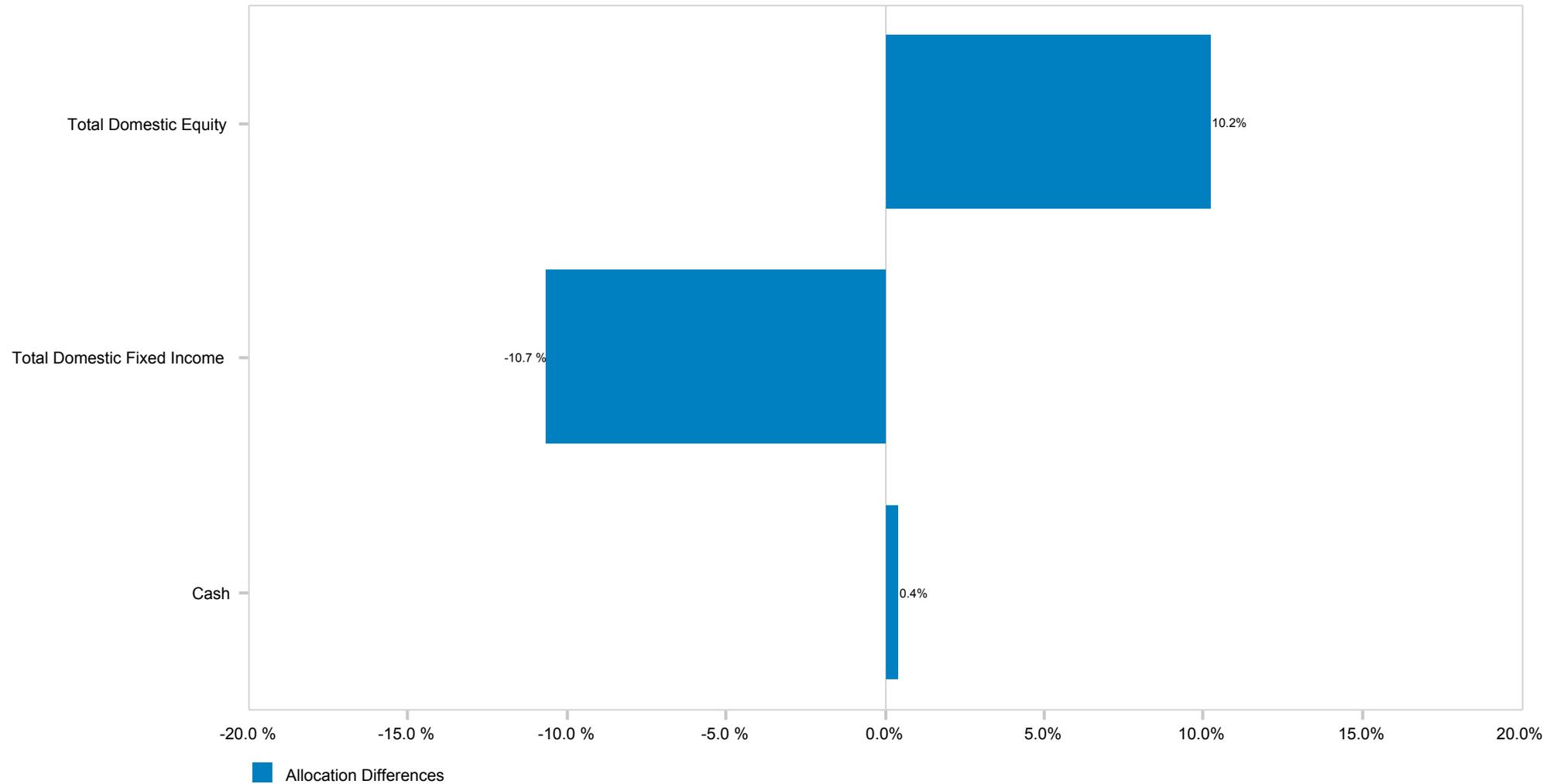
December 31, 2014 : \$42,141,039



Allocation

	Market Value	Allocation
Atalanta Sosnoff	9,503,477	22.6
Dodge & Cox Stock Fund (DODGX)	9,914,157	23.5
Lord Abbett (LVOYX)	7,231,236	17.2
CS McKee	15,315,318	36.3
Cash	176,850	0.4

Asset Allocation vs. Target Allocation

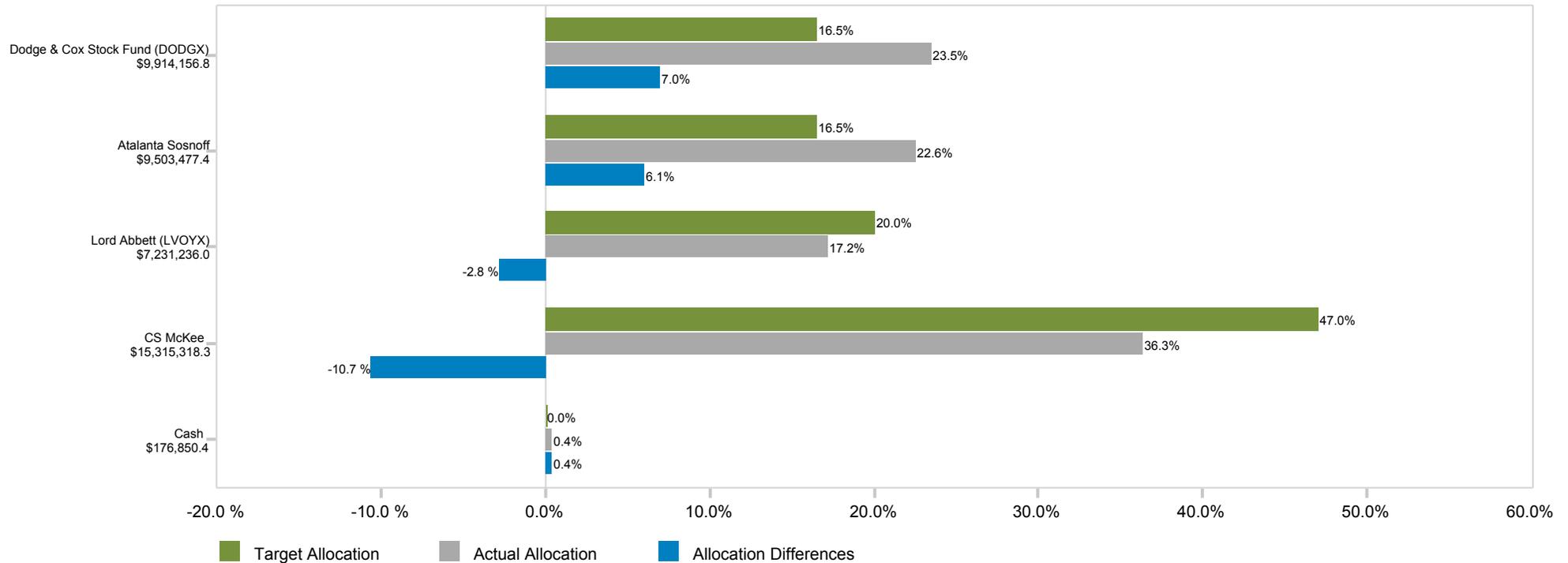


Asset Allocation vs. Target Allocation

	Market Value \$	Allocation (%)	Target (%)
Total Domestic Equity	26,648,870	63.2	53.0
Total Domestic Fixed Income	15,315,318	36.3	47.0
Cash	176,850	0.4	0.0
Total Fund	42,141,039	100.0	100.0

Asset Allocation Compliance

	Asset Allocation \$	Current Allocation (%)	Target Allocation (%)	Target Rebal. (\$000)	Differences (%)
VEBA Total Fund	42,141,039	100.0	100.0	-	0.0
Dodge & Cox Stock Fund (DODGX)	9,914,157	23.5	16.5	-2,960,885	7.0
Atalanta Sosnoff	9,503,477	22.6	16.5	-2,550,206	6.1
Lord Abbett (LVOYX)	7,231,236	17.2	20.0	1,196,972	-2.8
CS McKee	15,315,318	36.3	47.0	4,490,970	-10.7
Cash	176,850	0.4	0.0	-176,850	0.4



Comparative Performance										
	QTR		FYTD		1 YR		3 YR		5 YR	
VEBA Total Fund	3.27	(10)	8.15	(21)	8.15	(21)	13.05	(19)	9.08	(62)
VEBA - Total Fund Policy	3.67	(5)	8.68	(16)	8.68	(16)	11.78	(44)	N/A	
All Master Trust - Total Fund Median	1.89		6.27		6.27		11.49		9.53	
VEBA Total Fund	3.27	(13)	8.15	(15)	8.15	(15)	13.05	(27)	9.08	(76)
VEBA - Total Fund Policy	3.67	(4)	8.68	(9)	8.68	(9)	11.78	(65)	N/A	
Master Trust >=55% and <70% Equity Median	2.30		6.43		6.43		12.25		9.87	
Total Domestic Equity	4.20	(68)	9.43	(72)	9.43	(72)	N/A		N/A	
VEBA - Total Domestic Equity Policy	5.35	(36)	10.93	(51)	10.93	(51)	20.19	(48)	N/A	
Russell 3000 Index	5.24	(39)	12.56	(22)	12.56	(22)	20.51	(38)	15.63	(43)
All Master Trust-US Equity Segment Median	4.95		11.01		11.01		19.98		15.39	
Dodge & Cox Stock Fund (DODGX)	2.21	(85)	10.40	(62)	10.40	(62)	N/A		N/A	
Russell 1000 Value Index	4.98	(21)	13.45	(8)	13.45	(8)	20.89	(22)	15.42	(13)
IM U.S. Large Cap Value Equity (MF) Median	4.20		10.87		10.87		19.48		13.46	
Atalanta Sosnoff	3.61	(80)	8.42	(83)	8.42	(83)	N/A		N/A	
Russell 1000G + 100BP	5.05	(51)	14.18	(26)	14.18	(26)	21.46	(33)	16.97	(19)
IM U.S. Large Cap Growth Equity (SA+CF) Median	5.10		11.88		11.88		20.50		15.26	
Lord Abbett (LVOYX)	7.87	(25)	9.45	(10)	9.45	(10)	N/A		N/A	
Russell 2500 Value Index	6.09	(66)	7.11	(20)	7.11	(20)	19.40	(44)	15.48	(31)
IM U.S. SMID Cap Value Equity (MF) Median	6.82		4.77		4.77		18.99		14.68	
Total Domestic Fixed Income										
CS McKee	1.73	(47)	6.15	(48)	6.15	(48)	N/A		N/A	
Barclays Aggregate Index	1.79	(37)	5.97	(62)	5.97	(62)	2.66	(85)	4.45	(86)
IM U.S. Broad Market Core Fixed Income (SA+CF) Median	1.69		6.12		6.12		3.29		5.00	
Cash	0.00		0.01		0.01		0.00		0.00	
90 Day U.S. Treasury Bill	0.00		0.04		0.04		0.06		0.08	

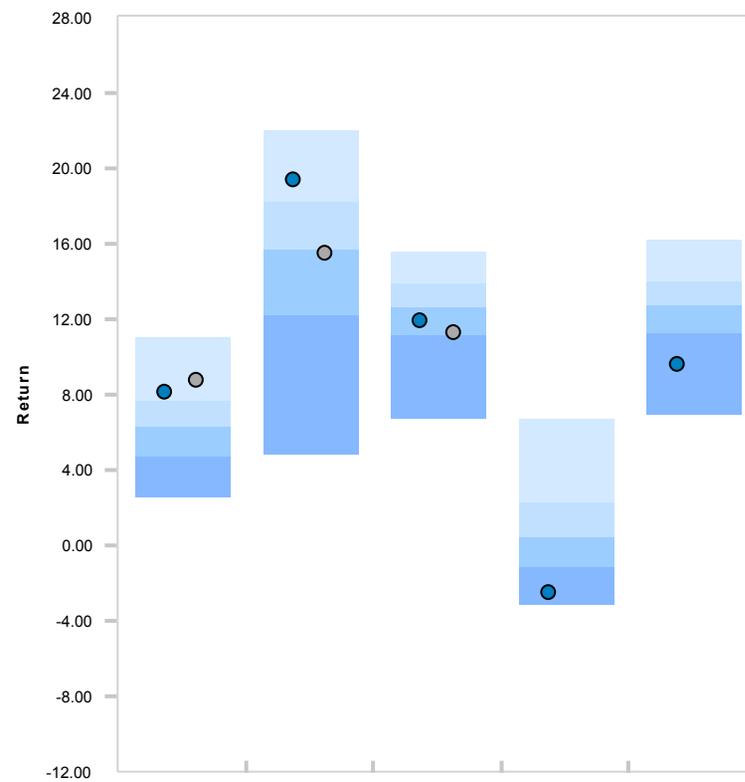
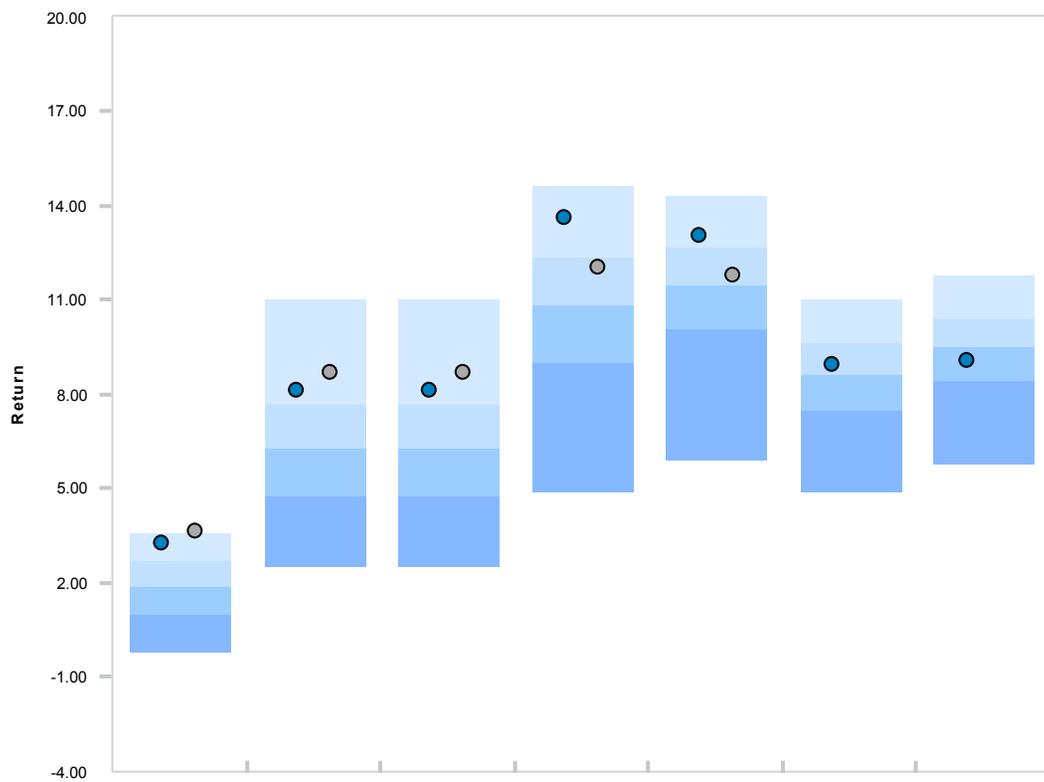
Returns for periods greater than one year are annualized.
Returns are expressed as percentages.

Comparative Performance
Total Fund
Years Ending

Comparative Performance	1									
	Year		Year		Year		Year		Year	
	Ending		Ending		Ending		Ending		Ending	
	Dec-2014		Dec-2013		Dec-2012		Dec-2011		Dec-2010	
VEBA Total Fund	8.15	(21)	19.39	(14)	11.91	(61)	-2.51	(89)	9.63	(87)
VEBA - Total Fund Policy	8.68	(16)	15.51	(49)	11.24	(71)	N/A		N/A	
All Master Trust - Total Fund Median	6.27		15.35		12.44		0.34		12.59	
VEBA Total Fund	8.15	(15)	19.39	(18)	11.91	(83)	-2.51	(89)	9.63	(99)
VEBA - Total Fund Policy	8.68	(9)	15.51	(77)	11.24	(89)	N/A		N/A	
Master Trust >=55% and <70% Equity Median	6.43		17.37		13.29		-0.21		13.01	
Total Domestic Equity	9.43	(72)	37.95	(10)	N/A		N/A		N/A	
VEBA - Total Domestic Equity Policy	10.93	(51)	33.21	(61)	17.49	(23)	N/A		N/A	
Russell 3000 Index	12.56	(22)	33.55	(56)	16.42	(52)	1.03	(35)	16.93	(66)
All Master Trust-US Equity Segment Median	11.01		33.93		16.45		0.14		17.73	
Dodge & Cox Stock Fund (DODGX)	10.40	(62)	41.28	(1)	N/A		N/A		N/A	
Russell 1000 Value Index	13.45	(8)	32.53	(47)	17.51	(24)	0.39	(23)	15.51	(19)
IM U.S. Large Cap Value Equity (MF) Median	10.87		32.31		15.46		-2.29		12.71	
Atalanta Sosnoff	8.42	(83)	34.20	(57)	N/A		N/A		N/A	
Russell 1000G + 100BP	14.18	(26)	34.82	(49)	16.41	(40)	3.67	(22)	17.88	(35)
IM U.S. Large Cap Growth Equity (SA+CF) Median	11.88		34.63		15.18		0.08		16.00	
Lord Abbett (LVOYX)	9.45	(10)	37.87	(35)	N/A		N/A		N/A	
Russell 2500 Value Index	7.11	(20)	33.32	(72)	19.21	(20)	-3.36	(32)	24.82	(61)
IM U.S. SMID Cap Value Equity (MF) Median	4.77		36.52		17.42		-4.68		25.40	
Total Domestic Fixed Income										
CS McKee	6.15	(48)	-1.75	(63)	N/A		N/A		N/A	
Barclays Aggregate Index	5.97	(62)	-2.02	(73)	4.21	(90)	7.84	(51)	6.54	(83)
IM U.S. Broad Market Core Fixed Income (SA+CF) Median	6.12		-1.57		5.72		7.84		7.21	
Cash	0.01		0.00		0.00		-0.03		0.01	
90 Day U.S. Treasury Bill	0.04		0.05		0.08		0.08		0.13	

Returns for periods greater than one year are annualized.
Returns are expressed as percentages.

Peer Group Analysis - All Master Trust - Total Fund



	QTR	FYTD	1 YR	2 YR	3 YR	4 YR	5 YR
● Total Fund	3.27 (10)	8.15 (21)	8.15 (21)	13.63 (11)	13.05 (19)	8.94 (41)	9.08 (62)
● Total Policy	3.67 (5)	8.68 (16)	8.68 (16)	12.05 (32)	11.78 (44)	N/A	N/A
Median	1.89	6.27	6.27	10.85	11.49	8.62	9.53

	2014	2013	2012	2011	2010
● Total Fund	8.15 (21)	19.39 (15)	11.91 (67)	-2.51 (91)	9.63 (88)
● Total Policy	8.68 (16)	15.51 (52)	11.24 (75)	N/A	N/A
Median	6.27	15.70	12.63	0.38	12.73

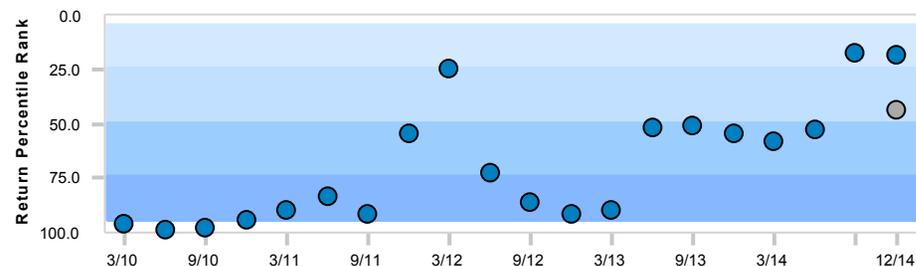
Comparative Performance

	1 Qtr Ending Sep-2014	1 Qtr Ending Jun-2014	1 Qtr Ending Mar-2014	1 Qtr Ending Dec-2013	1 Qtr Ending Sep-2013	1 Qtr Ending Jun-2013
Total Fund	-0.48 (26)	3.24 (73)	1.93 (39)	6.55 (10)	4.01 (70)	1.20 (8)
Total Policy	-0.98 (47)	3.50 (59)	2.29 (24)	5.00 (52)	3.56 (79)	0.09 (40)
All Master Trust - Total Fund Median	-1.08	3.64	1.76	5.06	4.66	-0.17

3 Yr Rolling Under/Over Performance - 5 Years

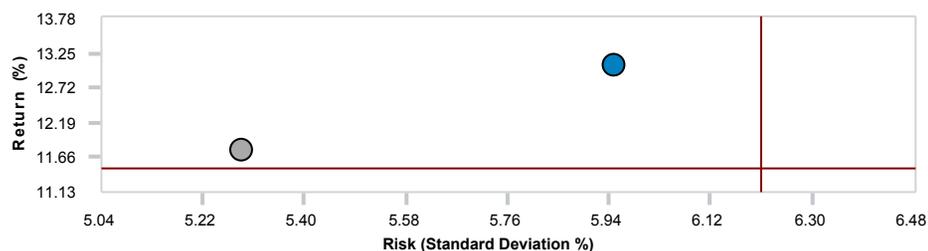
No data found.

3 Yr Rolling Percentile Ranking - 5 Years



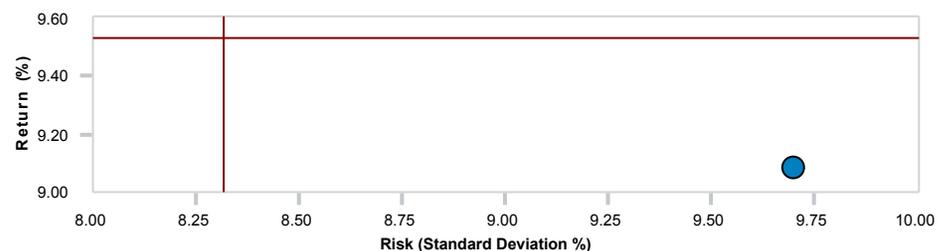
	Total Period	5-25 Count	25-Median Count	Median-75 Count	75-95 Count
Total Fund	20	3 (15%)	0 (0%)	7 (35%)	10 (50%)
Total Policy	1	0 (0%)	1 (100%)	0 (0%)	0 (0%)

Peer Group Scattergram - 3 Years



	Return	Standard Deviation
Total Fund	13.05	5.95
Total Policy	11.78	5.29
Median	11.49	6.21

Peer Group Scattergram - 5 Years



	Return	Standard Deviation
Total Fund	9.08	9.70
Total Policy	N/A	N/A
Median	9.53	8.32

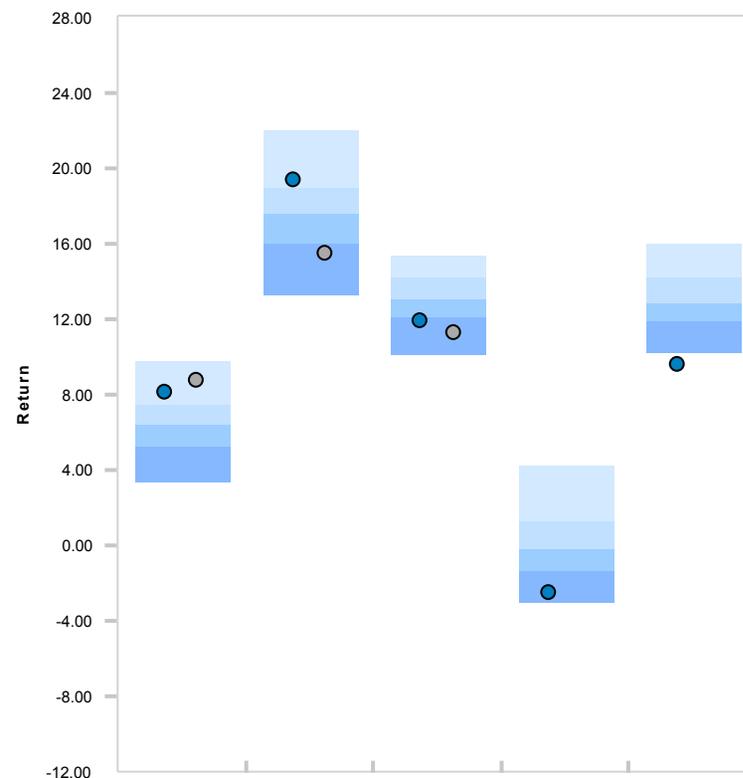
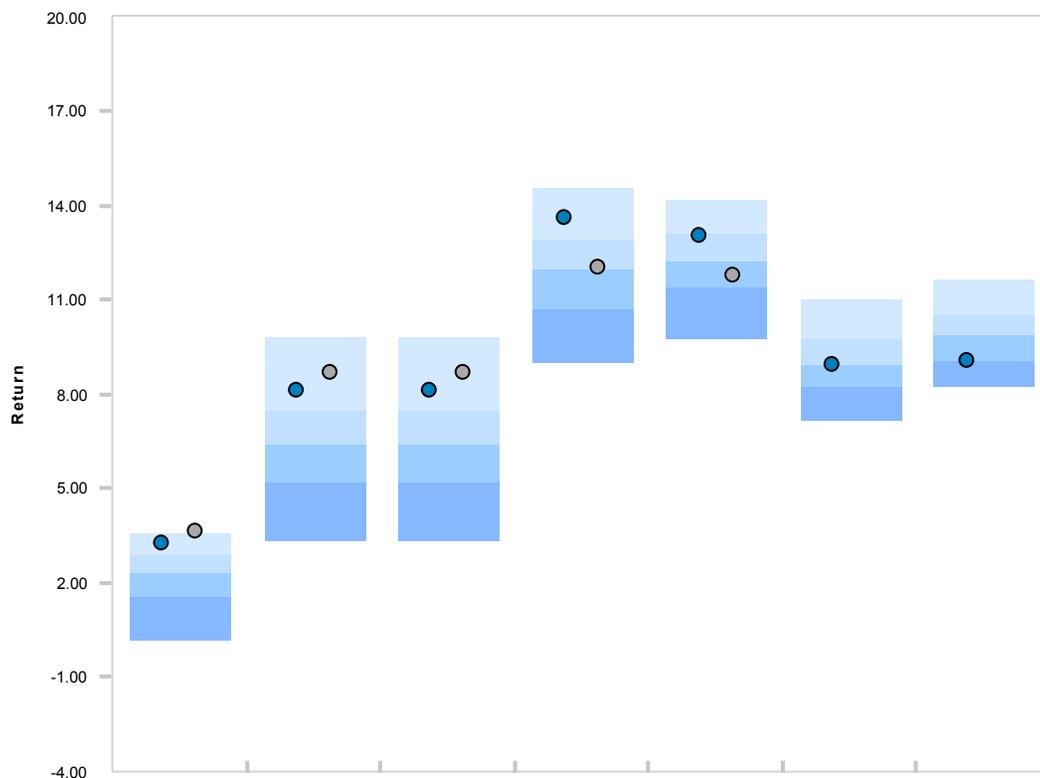
Historical Statistics - 3 Years

	Tracking Error	Up Market Capture	Down Market Capture	Alpha	Information Ratio	Sharpe Ratio	Beta	Downside Risk
Total Fund	1.62	109.31	105.90	0.21	0.73	2.09	1.09	2.98
Total Policy	0.00	100.00	100.00	0.00	N/A	2.13	1.00	2.70

Historical Statistics - 5 Years

	Tracking Error	Up Market Capture	Down Market Capture	Alpha	Information Ratio	Sharpe Ratio	Beta	Downside Risk
Total Fund	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Total Policy	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Peer Group Analysis - Master Trust >=55% and <70% Equity



	QTR	FYTD	1 YR	2 YR	3 YR	4 YR	5 YR
● Total Fund	3.27 (13)	8.15 (15)	8.15 (15)	13.63 (15)	13.05 (27)	8.94 (52)	9.08 (76)
● Total Policy	3.67 (4)	8.68 (9)	8.68 (9)	12.05 (48)	11.78 (65)	N/A	N/A
Median	2.30	6.43	6.43	11.98	12.25	8.97	9.87

	2014	2013	2012	2011	2010
● Total Fund	8.15 (15)	19.39 (19)	11.91 (79)	-2.51 (91)	9.63 (98)
● Total Policy	8.68 (9)	15.51 (82)	11.24 (88)	N/A	N/A
Median	6.43	17.57	13.05	-0.18	12.84

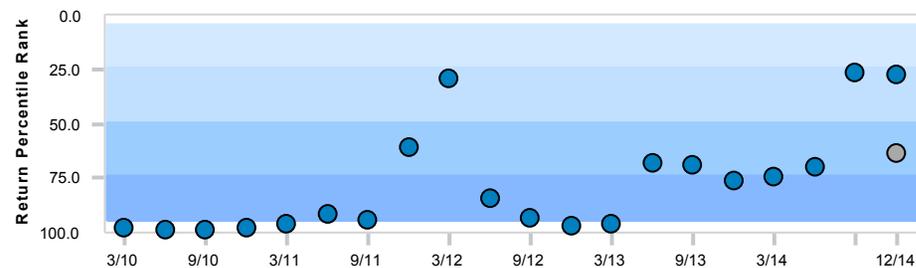
Comparative Performance

	1 Qtr Ending Sep-2014	1 Qtr Ending Jun-2014	1 Qtr Ending Mar-2014	1 Qtr Ending Dec-2013	1 Qtr Ending Sep-2013	1 Qtr Ending Jun-2013
Total Fund	-0.48 (15)	3.24 (82)	1.93 (30)	6.55 (10)	4.01 (93)	1.20 (8)
Total Policy	-0.98 (39)	3.50 (66)	2.29 (15)	5.00 (82)	3.56 (97)	0.09 (53)
Master Trust >=55% and <70% Equity Median	-1.25	3.66	1.71	5.68	5.12	0.14

3 Yr Rolling Under/Over Performance - 5 Years

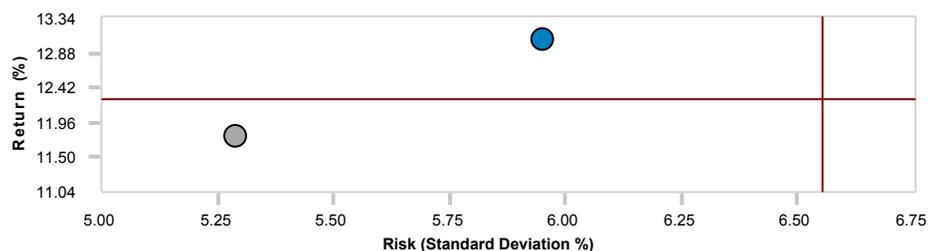
No data found.

3 Yr Rolling Percentile Ranking - 5 Years



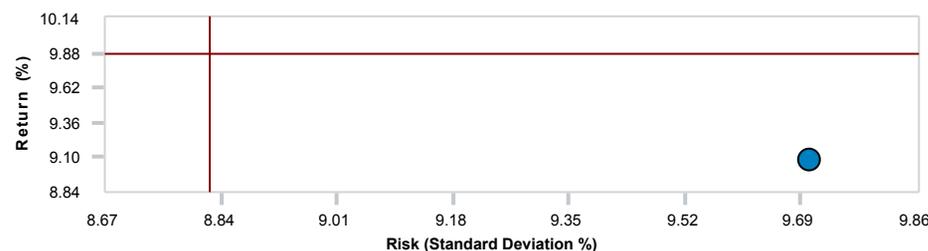
	Total Period	5-25 Count	25-Median Count	Median-75 Count	75-95 Count
Total Fund	20	0 (0%)	3 (15%)	5 (25%)	12 (60%)
Total Policy	1	0 (0%)	0 (0%)	1 (100%)	0 (0%)

Peer Group Scattergram - 3 Years



	Return	Standard Deviation
Total Fund	13.05	5.95
Total Policy	11.78	5.29
Median	12.27	6.55

Peer Group Scattergram - 5 Years



	Return	Standard Deviation
Total Fund	9.08	9.70
Total Policy	N/A	N/A
Median	9.87	8.82

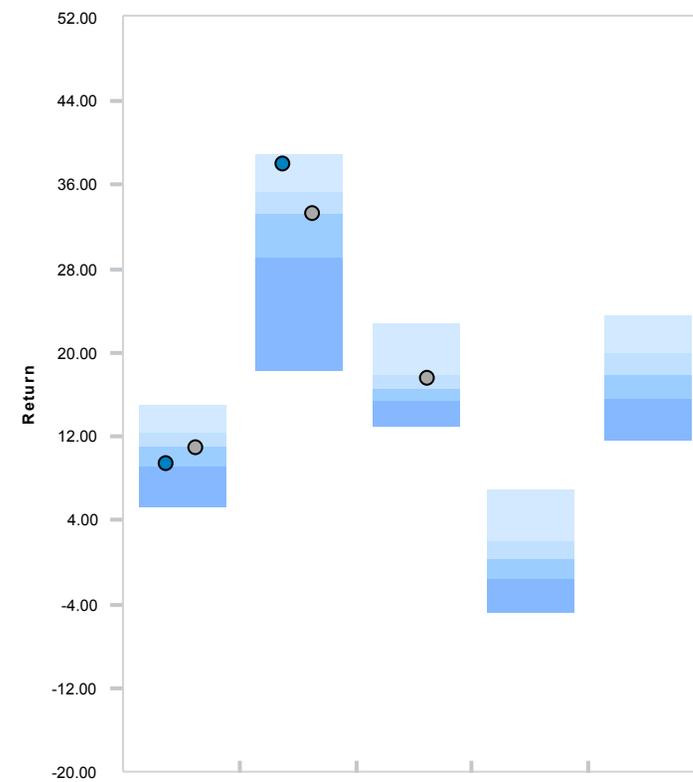
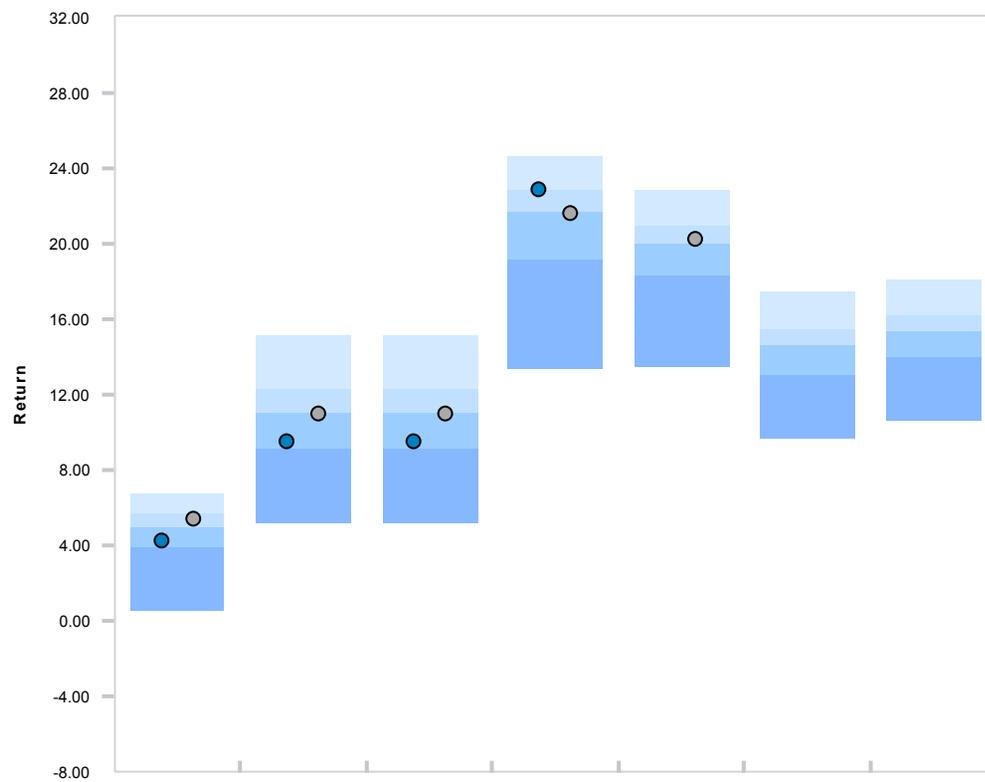
Historical Statistics - 3 Years

	Tracking Error	Up Market Capture	Down Market Capture	Alpha	Information Ratio	Sharpe Ratio	Beta	Downside Risk
Total Fund	1.62	109.31	105.90	0.21	0.73	2.09	1.09	2.98
Total Policy	0.00	100.00	100.00	0.00	N/A	2.13	1.00	2.70

Historical Statistics - 5 Years

	Tracking Error	Up Market Capture	Down Market Capture	Alpha	Information Ratio	Sharpe Ratio	Beta	Downside Risk
Total Fund	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Total Policy	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Peer Group Analysis - All Master Trust-US Equity Segment



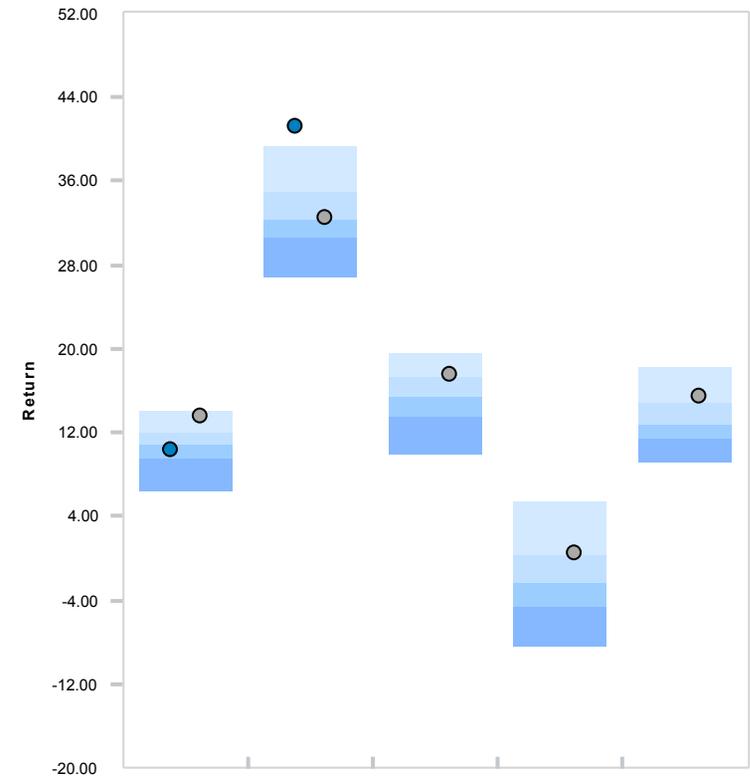
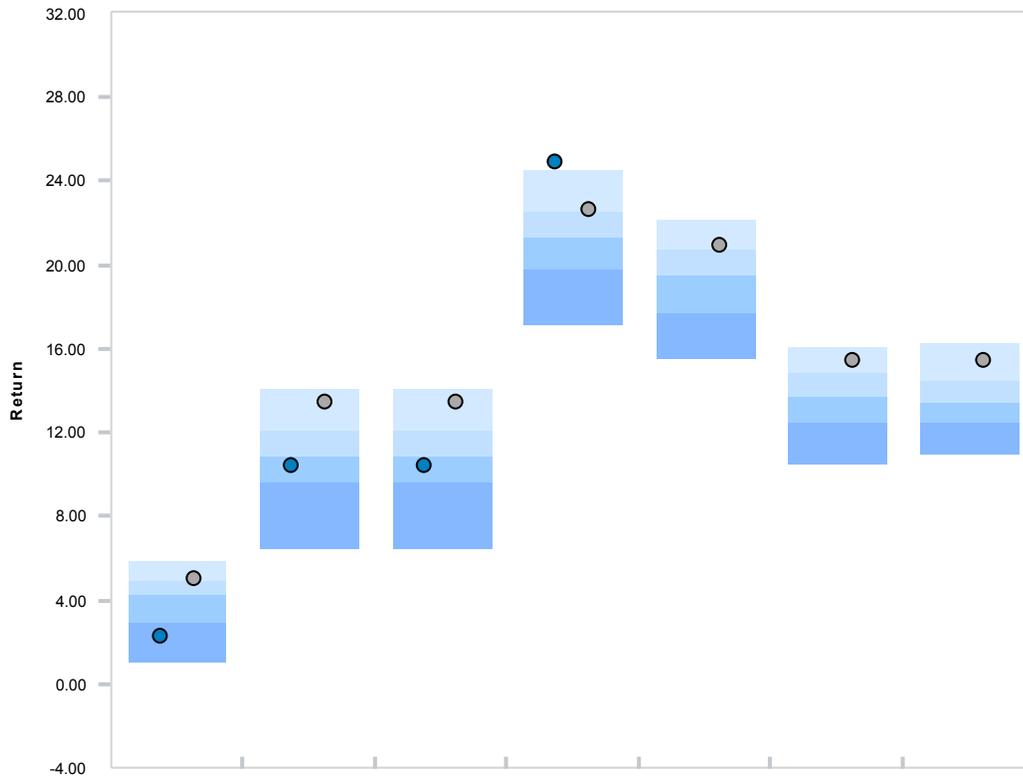
	QTR	FYTD	1 YR	2 YR	3 YR	4 YR	5 YR
● Total Dom Equity	4.20 (68)	9.43 (72)	9.43 (72)	22.87 (22)	N/A	N/A	N/A
● Total Equity Policy	5.35 (36)	10.93 (51)	10.93 (51)	21.56 (54)	20.19 (48)	N/A	N/A
Median	4.95	11.01	11.01	21.72	19.98	14.58	15.39

	2014	2013	2012	2011	2010
● Total Dom Equity	9.43 (72)	37.95 (9)	N/A	N/A	N/A
● Total Equity Policy	10.93 (51)	33.21 (50)	17.49 (32)	N/A	N/A
Median	11.01	33.18	16.57	0.28	17.91

Comparative Performance

	1 Qtr Ending Sep-2014	1 Qtr Ending Jun-2014	1 Qtr Ending Mar-2014	1 Qtr Ending Dec-2013	1 Qtr Ending Sep-2013	1 Qtr Ending Jun-2013
Total Dom Equity	-0.94 (63)	4.12 (71)	1.83 (52)	11.00 (8)	6.80 (51)	3.85 (9)
Total Domestic Equity Policy	-2.06 (89)	4.78 (35)	2.61 (14)	9.70 (57)	6.18 (71)	2.23 (76)
All Master Trust-US Equity Segment Median	-0.59	4.50	1.84	9.87	6.81	2.84

Peer Group Analysis - IM U.S. Large Cap Value Equity (MF)



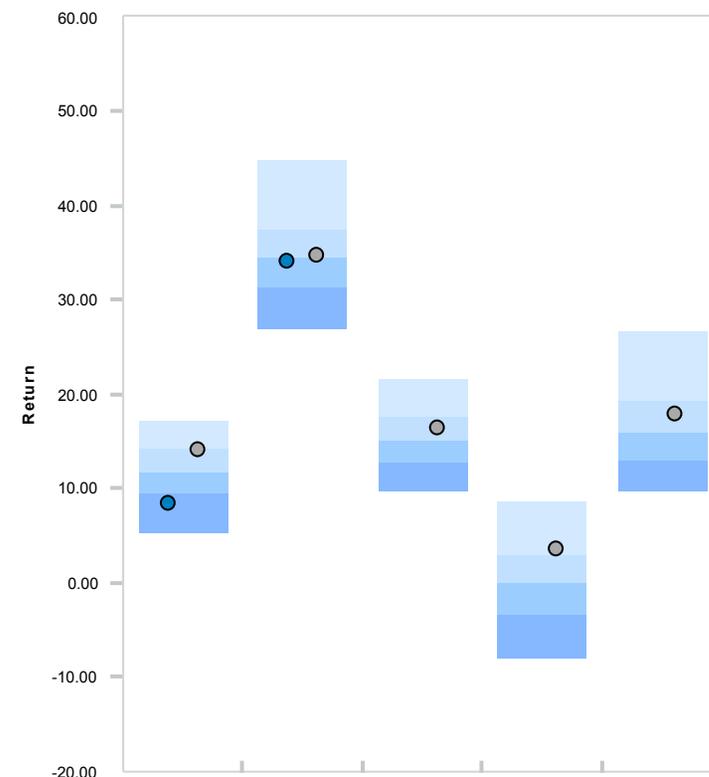
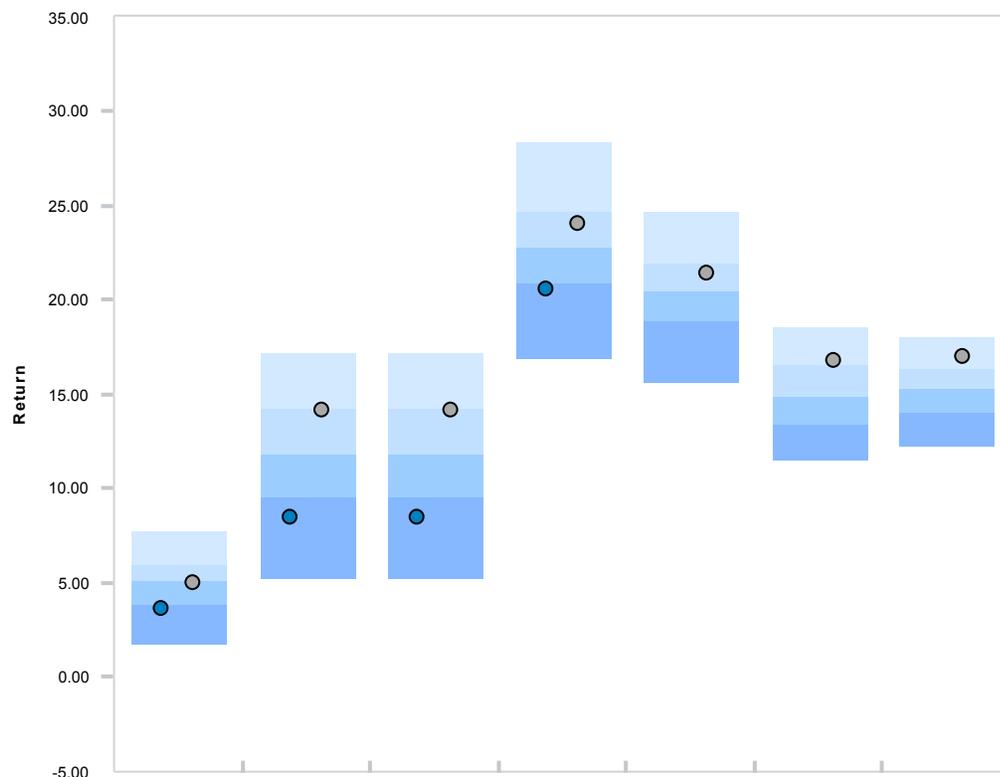
	QTR	FYTD	1 YR	2 YR	3 YR	4 YR	5 YR
● Dodge & Cox	2.21 (85)	10.40 (62)	10.40 (62)	24.89 (3)	N/A	N/A	N/A
● R1000 V	4.98 (21)	13.45 (8)	13.45 (8)	22.62 (24)	20.89 (22)	15.40 (15)	15.42 (13)
Median	4.20	10.87	10.87	21.32	19.48	13.68	13.46

	2014	2013	2012	2011	2010
● Dodge & Cox	10.40 (62)	41.28 (1)	N/A	N/A	N/A
● R1000 V	13.45 (8)	32.53 (47)	17.51 (24)	0.39 (23)	15.51 (19)
Median	10.87	32.31	15.46	-2.29	12.71

Comparative Performance

	1 Qtr Ending Sep-2014	1 Qtr Ending Jun-2014	1 Qtr Ending Mar-2014	1 Qtr Ending Dec-2013	1 Qtr Ending Sep-2013	1 Qtr Ending Jun-2013
Dodge & Cox	0.93 (10)	4.48 (44)	2.42 (40)	11.96 (3)	7.06 (7)	5.34 (9)
R1000 V	-0.19 (56)	5.10 (25)	3.02 (12)	10.01 (46)	3.94 (76)	3.20 (68)
IM U.S. Large Cap Value Equity (MF) Median	-0.11	4.33	2.27	9.81	4.56	3.76

Peer Group Analysis - IM U.S. Large Cap Growth Equity (SA+CF)



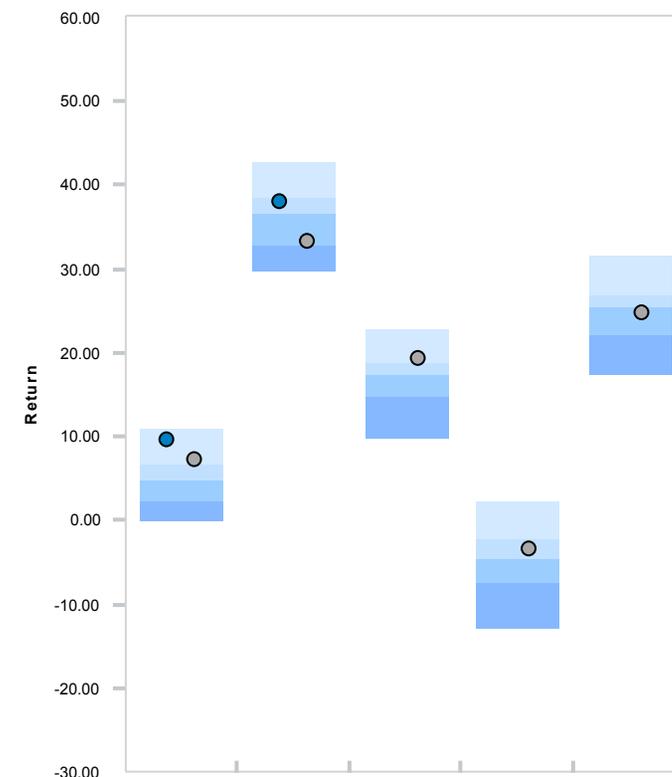
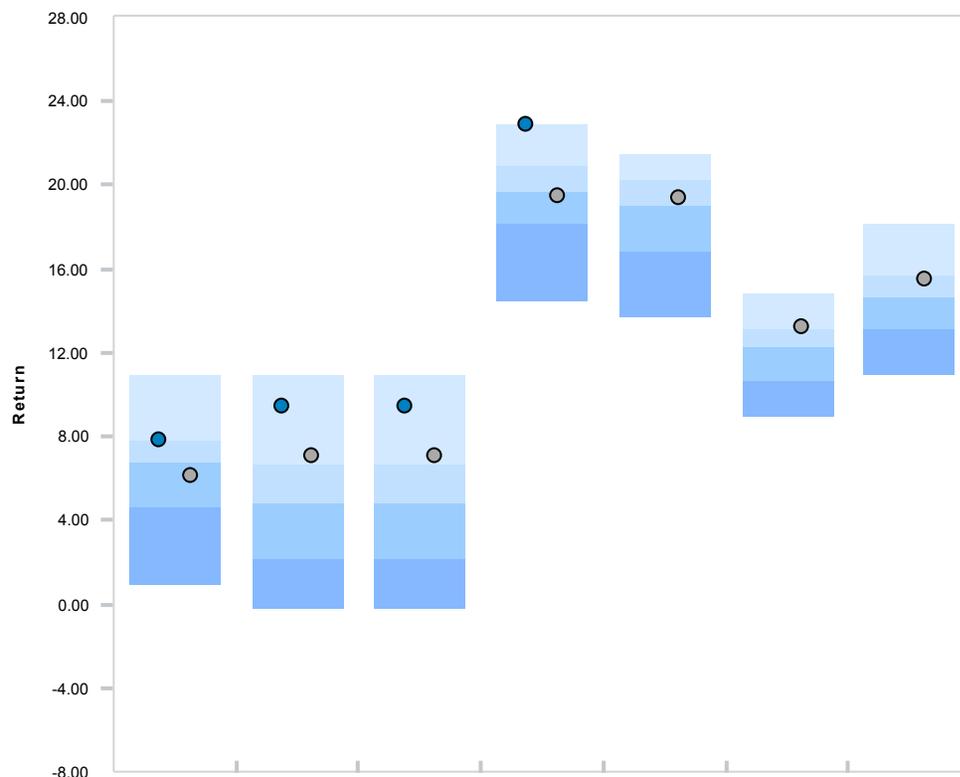
	QTR	FYTD	1 YR	2 YR	3 YR	4 YR	5 YR
● Atalanta Sosnoff	3.61 (80)	8.42 (83)	8.42 (83)	20.63 (77)	N/A	N/A	N/A
● R1000G+100BP	5.05 (51)	14.18 (26)	14.18 (26)	24.07 (35)	21.46 (33)	16.75 (22)	16.97 (19)
Median	5.10	11.88	11.88	22.74	20.50	14.94	15.27

	2014	2013	2012	2011	2010
● Atalanta Sosnoff	8.42 (83)	34.20 (57)	N/A	N/A	N/A
● R1000G+100BP	14.18 (26)	34.82 (49)	16.41 (40)	3.67 (22)	17.88 (35)
Median	11.88	34.63	15.18	0.08	16.00

Comparative Performance

	1 Qtr Ending Sep-2014	1 Qtr Ending Jun-2014	1 Qtr Ending Mar-2014	1 Qtr Ending Dec-2013	1 Qtr Ending Sep-2013	1 Qtr Ending Jun-2013
Atalanta Sosnoff	0.77 (60)	4.72 (44)	-0.84 (88)	10.72 (54)	6.27 (84)	4.10 (10)
R1000G + 100BP	1.74 (33)	5.39 (25)	1.37 (38)	10.71 (54)	8.38 (57)	2.32 (42)
IM U.S. Large Cap Growth Equity (SA+CF) Median	1.12	4.59	0.82	10.86	8.92	2.10

Peer Group Analysis - IM U.S. SMID Cap Value Equity (MF)

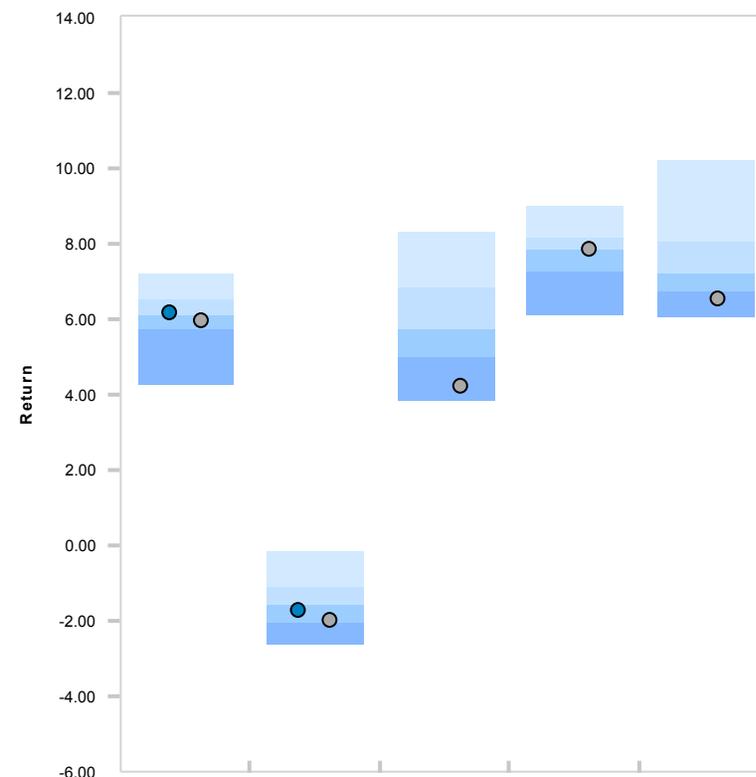
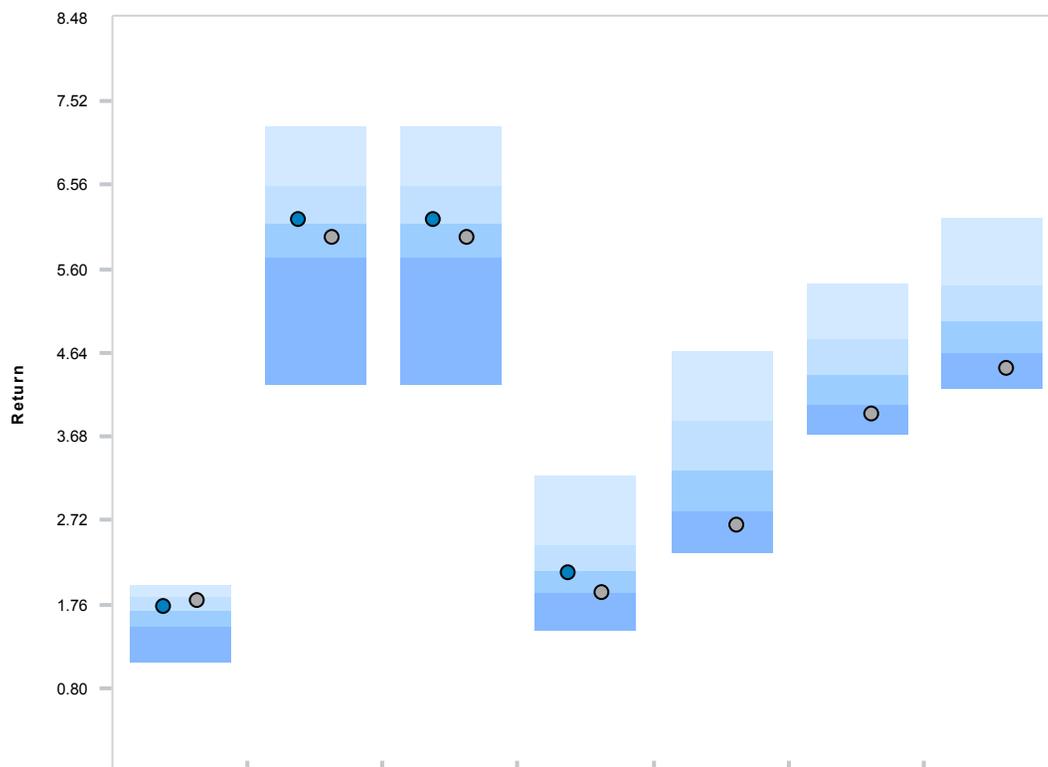


	QTR	FYTD	1 YR	2 YR	3 YR	4 YR	5 YR		2014	2013	2012	2011	2010
● Lord Abbett (LVOYX)	7.87 (25)	9.45 (10)	9.45 (10)	22.84 (6)	N/A	N/A	N/A	● Lord Abbett (LVOYX)	9.45 (10)	37.87 (35)	N/A	N/A	N/A
○ R2500 Value	6.09 (66)	7.11 (20)	7.11 (20)	19.50 (55)	19.40 (44)	13.25 (24)	15.48 (31)	○ R2500 Value	7.11 (20)	33.32 (72)	19.21 (20)	-3.36 (32)	24.82 (61)
Median	6.82	4.77	4.77	19.65	18.99	12.27	14.68	Median	4.77	36.52	17.42	-4.68	25.40

Comparative Performance

	1 Qtr Ending Sep-2014	1 Qtr Ending Jun-2014	1 Qtr Ending Mar-2014	1 Qtr Ending Dec-2013	1 Qtr Ending Sep-2013	1 Qtr Ending Jun-2013
Lord Abbett (LVOYX)	-5.66 (27)	2.86 (67)	4.56 (3)	10.14 (27)	6.99 (77)	2.33 (53)
Russell 2500 Value Index	-6.40 (42)	4.20 (35)	3.52 (8)	8.83 (66)	6.43 (88)	1.54 (70)
IM U.S. SMID Cap Value Equity (MF) Median	-6.64	3.27	1.77	9.37	7.85	2.35

Peer Group Analysis - IM U.S. Broad Market Core Fixed Income (SA+CF)



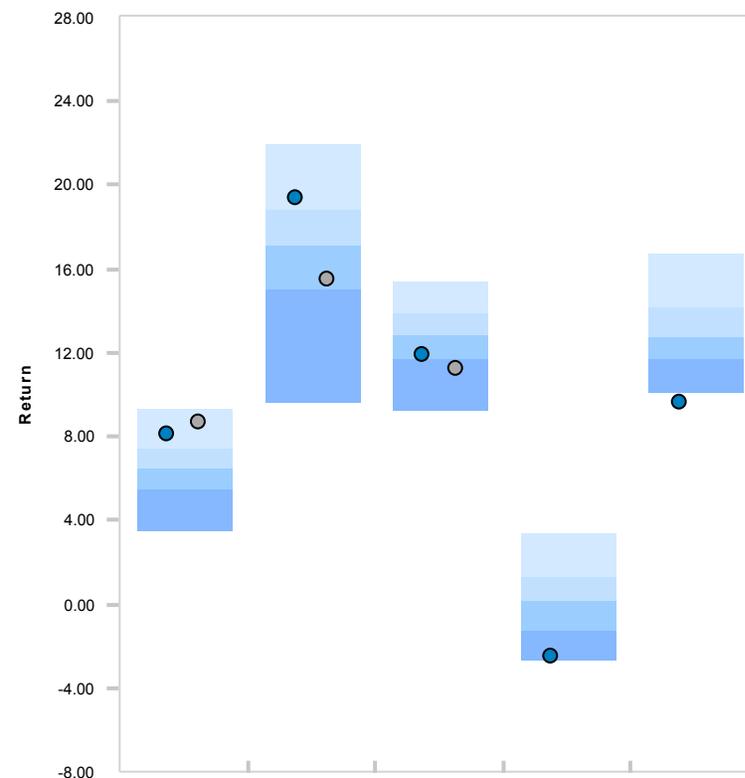
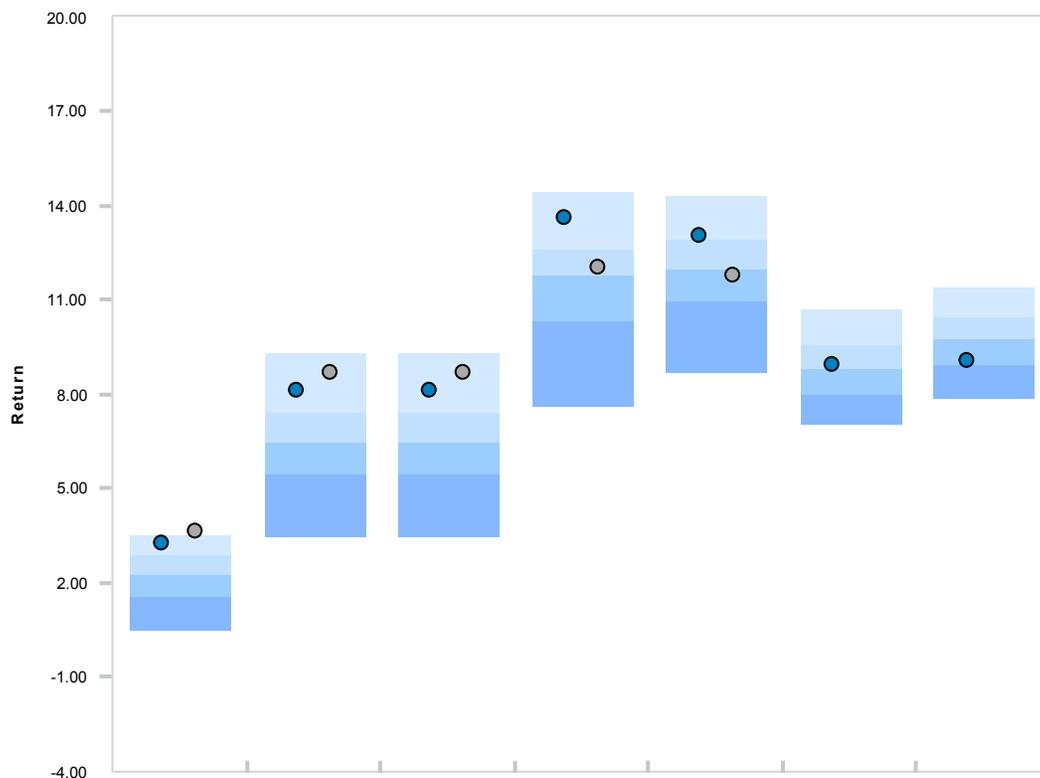
	QTR	FYTD	1 YR	2 YR	3 YR	4 YR	5 YR
● CS McKee	1.73 (47)	6.15 (48)	6.15 (48)	2.12 (53)	N/A	N/A	N/A
● BC Agg	1.79 (37)	5.97 (62)	5.97 (62)	1.89 (75)	2.66 (85)	3.93 (81)	4.45 (86)
Median	1.69	6.12	6.12	2.15	3.29	4.38	5.00

	2014	2013	2012	2011	2010
● CS McKee	6.15 (48)	-1.75 (63)	N/A	N/A	N/A
● BC Agg	5.97 (62)	-2.02 (73)	4.21 (90)	7.84 (51)	6.54 (83)
Median	6.12	-1.57	5.72	7.84	7.21

Comparative Performance

	1 Qtr Ending Sep-2014	1 Qtr Ending Jun-2014	1 Qtr Ending Mar-2014	1 Qtr Ending Dec-2013	1 Qtr Ending Sep-2013	1 Qtr Ending Jun-2013
CS McKee	0.33 (23)	1.82 (91)	2.14 (35)	-0.11 (72)	0.46 (78)	-2.21 (21)
BC Agg	0.17 (66)	2.04 (72)	1.84 (78)	-0.14 (76)	0.57 (64)	-2.32 (38)
IM U.S. Broad Market Core Fixed Income (SA+CF) Median	0.21	2.15	2.03	0.08	0.63	-2.42

Peer Group Analysis - All Public Plans-Total Fund



	QTR	FYTD	1 YR	2 YR	3 YR	4 YR	5 YR
● Total Fund	3.27 (11)	8.15 (14)	8.15 (14)	13.63 (11)	13.05 (23)	8.94 (46)	9.08 (72)
● Total Policy	3.67 (3)	8.68 (9)	8.68 (9)	12.05 (44)	11.78 (57)	N/A	N/A
Median	2.25	6.48	6.48	11.78	12.01	8.84	9.75

	2014	2013	2012	2011	2010
● Total Fund	8.15 (14)	19.39 (18)	11.91 (70)	-2.51 (95)	9.63 (96)
● Total Policy	8.68 (9)	15.51 (72)	11.24 (82)	N/A	N/A
Median	6.48	17.10	12.84	0.11	12.75

Comparative Performance

	1 Qtr Ending Sep-2014	1 Qtr Ending Jun-2014	1 Qtr Ending Mar-2014	1 Qtr Ending Dec-2013	1 Qtr Ending Sep-2013	1 Qtr Ending Jun-2013
Total Fund	-0.48 (18)	3.24 (78)	1.93 (31)	6.55 (16)	4.01 (87)	1.20 (5)
Total Policy	-0.98 (45)	3.50 (63)	2.29 (16)	5.00 (73)	3.56 (93)	0.09 (51)
All Public Plans-Total Fund Median	-1.12	3.63	1.71	5.60	4.91	0.10

Fund Information

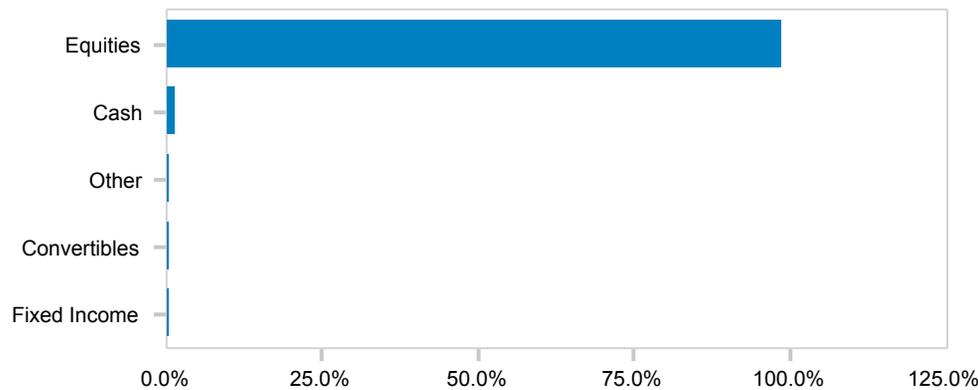
Fund Name : Dodge & Cox Funds: Dodge & Cox Stock Fund
Fund Family : Dodge & Cox
Ticker : DODGX
Inception Date : 01/04/1965
Fund Assets : \$60,275 Million
Portfolio Turnover : 15%

Portfolio Assets : \$60,275 Million
Portfolio Manager : Team Managed
PM Tenure :
Fund Style : IM U.S. Large Cap Value Equity (MF)
Style Benchmark : Russell 1000 Value Index

Fund Investment Policy

The Fund seeks long-term growth of principal and income. A secondary objective is to achieve a reasonable current income.

Asset Allocation As of 09/30/2014



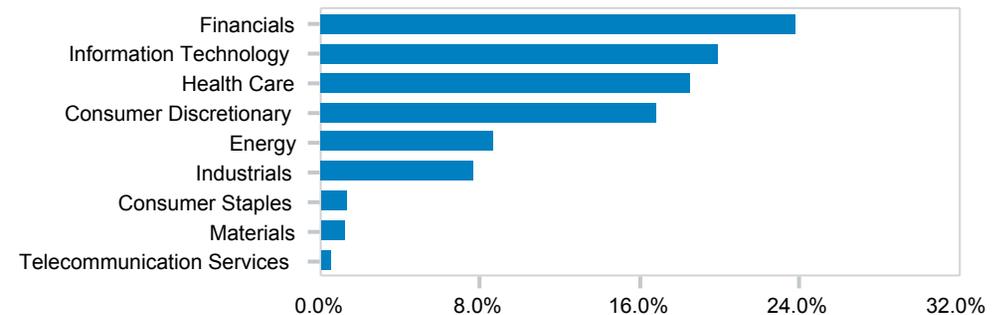
Top Ten Securities As of 09/30/2014

Hewlett-Packard Co ORD	4.2 %
Microsoft Corp ORD	3.9 %
Capital One Financial Corp ORD	3.9 %
Wells Fargo & Co ORD	3.9 %
Novartis AG DR	3.5 %
Comcast Corp ORD	3.0 %
Time Warner Inc ORD	2.8 %
Charles Schwab Corp ORD	2.8 %
Roche Holding AG DR	2.7 %
Bank of New York Mellon Corp ORD	2.7 %

Fund Characteristics As of 09/30/2014

Total Securities	73
Avg. Market Cap	\$113,719 Million
P/E	20.7
P/B	3.1
Div. Yield	2.2%
Annual EPS	15.9
5Yr EPS	16.4
3Yr EPS Growth	8.6

Sector/Quality Allocation As of 09/30/2014



Portfolio Characteristics (Benchmark: Russell 1000 Growth Index)

	Portfolio	Benchmark
Wtd. Avg. Mkt. Cap (\$)	128,619,934,880	119,250,005,754
Median Mkt. Cap (\$)	80,162,814,750	8,641,754,455
Price/Earnings ratio	21.5	21.6
Price/Book ratio	3.4	5.1
5 Yr. EPS Growth Rate (%)	17.6	20.1
Current Yield (%)	1.3	1.5
Beta	N/A	1.00
Number of Stocks	58	682

Top Ten Equity Holdings (Benchmark: Russell 1000 Growth Index)

	Portfolio Wt	Benchmark Wt	Active Wt	Qtr Rtrn
Apple Inc	4.6	6.2	-1.6	10.0
Comcast Corp	4.6	1.3	3.3	7.9
Microsoft Corp	4.1	2.3	1.8	0.8
CVS Health Corp	3.3	0.2	3.1	21.4
McKesson Corp	3.3	0.5	2.8	6.8
Medtronic Inc	3.3	0.0	3.3	17.6
United Technologies Corp	3.0	0.1	2.9	9.5
Canadian Pacific Railway	2.8	0.0	2.8	-6.9
Allstate Corp (The)	2.6	0.0	2.6	14.9
Schwab (Charles) Corp	2.6	0.1	2.5	2.9

Ten Best Performers (Benchmark: Russell 1000 Growth Index)

	Portfolio Wt	Benchmark Wt	Active Wt	Quarterly Rtrn
CVS Health Corp	3.3	0.2	3.1	21.4
Allergan Inc.	0.8	0.6	0.2	19.3
Celgene Corp	0.6	0.8	-0.3	18.0
Oracle Corp	1.0	1.4	-0.4	17.8
Unitedhealth Group Inc	1.5	0.0	1.5	17.6
Medtronic Inc	3.3	0.0	3.3	17.6
Alibaba Group Holding Ltd	2.0	0.0	2.0	17.0
MasterCard Inc	1.6	0.8	0.8	16.7
TJX Companies Inc (The)	1.6	0.5	1.1	16.2
Home Depot Inc. (The)	1.5	1.4	0.2	15.0

Ten Worst Performers (Benchmark: Russell 1000 Growth Index)

	Portfolio Wt	Benchmark Wt	Active Wt	Quarterly Rtrn
Schlumberger Ltd	0.9	1.0	-0.1	-15.6
Dow Chemical Co (The)	1.0	0.1	0.9	-12.2
Gilead Sciences Inc	1.5	1.4	0.2	-11.5
Google Inc	1.8	1.4	0.4	-9.8
ConocoPhillips	1.0	0.0	1.0	-8.8
Google Inc	0.9	1.4	-0.5	-8.8
Canadian Pacific Railway	2.8	0.0	2.8	-6.9
T-Mobile US Inc	0.9	0.0	0.9	-6.7
Merck & Co Inc.	1.4	0.2	1.2	-3.5
Priceline Group Inc (The)	0.6	0.6	0.0	-1.6

Buy and Hold Sector Attribution (Benchmark: Russell 1000 Growth Index)

	Allocation		Performance		Stock	Attribution		Portfolio Comparison	
	Portfolio	Benchmark	Portfolio	Benchmark		Sector	Total	Atalanta Sosnoff	
Consumer Discretionary	18.0	18.2	8.97	7.37	0.29	-0.01	0.28	Market Capitalization (%)	
Consumer Staples	3.5	10.3	19.23	7.08	0.43	-0.16	0.27	Greater than 25000M	90.8
Energy	7.7	5.7	-17.23	-18.47	0.10	-0.48	-0.38	16000M To 25000M	2.7
Financials	15.6	5.1	7.16	7.86	-0.11	0.32	0.21	8000M To 12000M	1.6
Health Care	16.0	13.6	2.79	8.74	-0.95	0.09	-0.86	Cash	5.0
Industrials	15.0	11.9	7.79	8.44	-0.10	0.12	0.02		
Information Technology	18.9	28.4	3.57	4.28	-0.13	0.05	-0.09		
Materials	2.1	4.2	7.57	0.70	0.14	0.09	0.23		
Telecommunication Services	0.0	2.4	0.00	-4.90	0.00	0.23	0.23		
Utilities	0.0	0.1	0.00	11.76	0.00	-0.01	-0.01		
Cash	3.2	0.0	0.00	0.00	0.00	-0.15	-0.15		
Total	100.0	100.0	4.52	4.77	-0.34	0.09	-0.24		

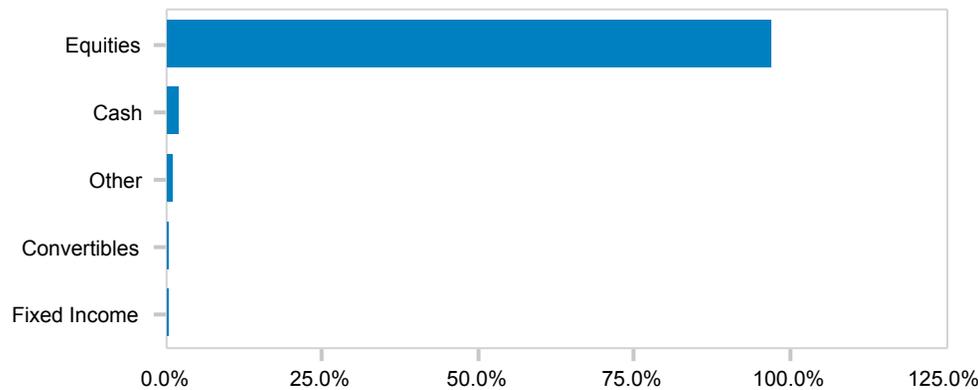
Fund Information

Fund Name :	Lord Abnett Securities Trust: Lord Abnett Value Opportunities Fund; Class I Shares	Portfolio Assets :	\$3,100 Million
Fund Family :	Lord Abnett & Co LLC	Portfolio Manager :	Maher/Maurer
Ticker :	LVOYX	PM Tenure :	2008--2007
Inception Date :	12/20/2005	Fund Style :	IM U.S. Mid Cap Core Equity (MF)
Fund Assets :	\$645 Million	Style Benchmark :	Russell Midcap Index
Portfolio Turnover :	69%		

Fund Investment Policy

The Fund seeks long-term capital appreciation. To pursue this goal, the Fund normally invests at least 80% of its net assets, plus the amount of any borrowings for investment purposes, in equity securities of small and mid-sized companies.

Asset Allocation As of 09/30/2014



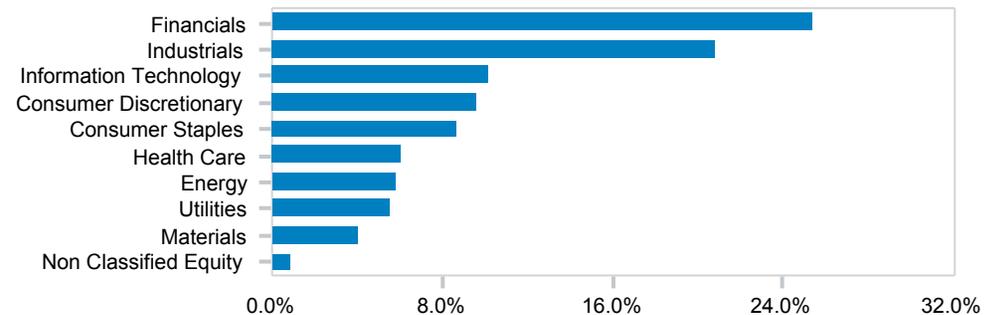
Fund Characteristics As of 09/30/2014

Total Securities	95
Avg. Market Cap	\$6,435 Million
P/E	28.0
P/B	3.1
Div. Yield	2.0%
Annual EPS	21.6
5Yr EPS	8.6
3Yr EPS Growth	13.7

Top Ten Securities As of 09/30/2014

Akamai Technologies Inc ORD	2.2 %
Ryder System Inc ORD	2.0 %
HCC Insurance Holdings Inc ORD	1.9 %
PacWest Bancorp ORD	1.8 %
Marvell Technology Group Ltd ORD	1.8 %
Jarden Corp ORD	1.7 %
American Water Works Company Inc ORD	1.6 %
Reliance Steel and Aluminum Co ORD	1.5 %
Comerica Inc ORD	1.5 %
Community Health Systems Inc ORD	1.5 %

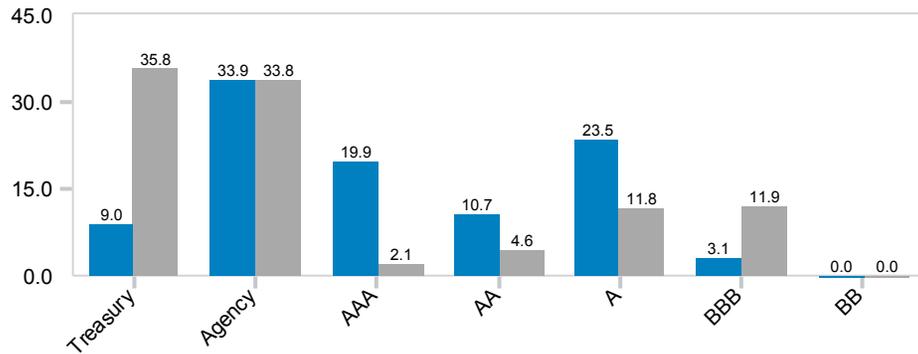
Sector/Quality Allocation As of 09/30/2014



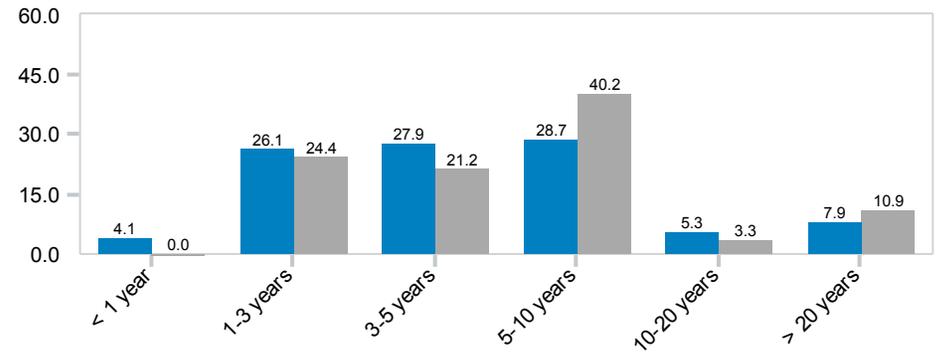
Portfolio Characteristics

	Portfolio	Benchmark
Avg. Maturity	6.66	7.69
Avg. Quality	Aa2	AA1/AA2
Coupon Rate (%)	2.98	3.28
Current Yield	2.88	3.10
Effective Duration	5.15	5.55

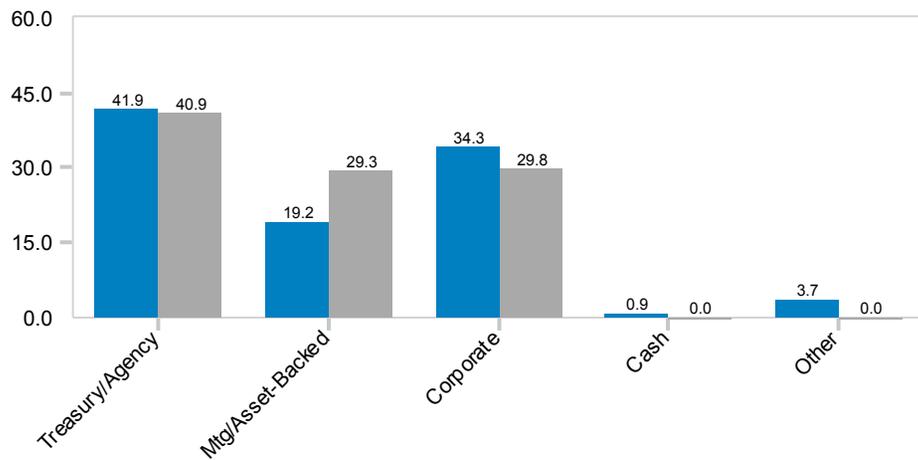
Credit Quality Distribution (%)



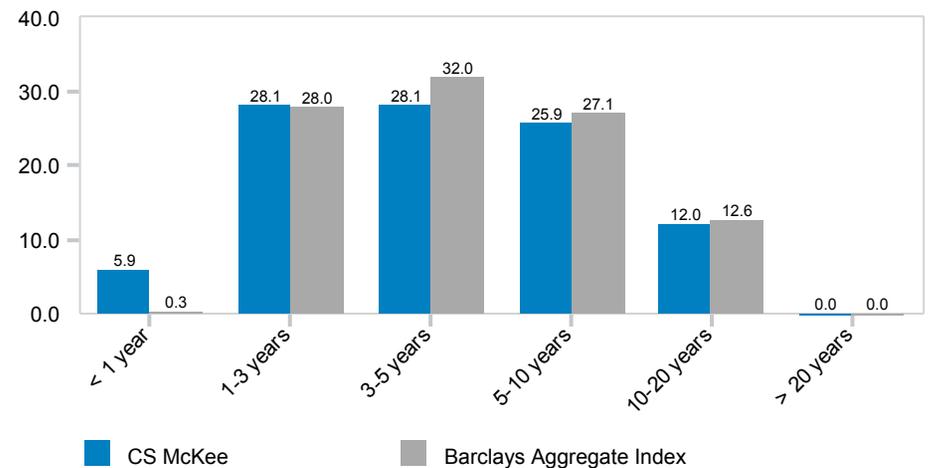
Maturity Distribution (%)



Sector Distribution (%)



Duration Distribution (%)



CS McKee Barclays Aggregate Index

Comparative Performance
Total Fund Net
As of December 31, 2014

Comparative Performance	QTR	FYTD	1 YR	3 YR	5 YR
VEBA Total Fund	3.19	7.83	7.83	12.51	8.62
VEBA - Total Fund Policy	3.67	8.68	8.68	11.78	N/A
Total Domestic Equity	4.13	9.14	9.14	N/A	N/A
VEBA - Total Domestic Equity Policy	5.35	10.93	10.93	20.19	N/A
Russell 3000 Index	5.24	12.56	12.56	20.51	15.63
Dodge & Cox Stock Fund (DODGX)	2.21	10.40	10.40	N/A	N/A
Russell 1000 Value Index	4.98	13.45	13.45	20.89	15.42
Atalanta Sosnoff	3.42	7.62	7.62	N/A	N/A
Russell 1000G + 100BP	5.05	14.18	14.18	21.46	16.97
Lord Abbett (LVOYX)	7.87	9.45	9.45	N/A	N/A
Russell 2500 Value Index	6.09	7.11	7.11	19.40	15.48
Total Domestic Fixed Income					
CS McKee	1.64	5.78	5.78	N/A	N/A
Barclays Aggregate Index	1.79	5.97	5.97	2.66	4.45
Cash	0.00	0.01	0.01	0.00	0.00
90 Day U.S. Treasury Bill	0.00	0.04	0.04	0.06	0.08

Returns for periods greater than one year are annualized.
Returns are expressed as percentages.

Fee Analysis
As of December 31, 2014

	Estimated Annual Fee (%)	Market Value (\$)	Estimated Annual Fee (\$)	Fee Schedule
VEBA Total Fund	0.58	42,141,039	243,684	
Total Domestic Equity	0.71	26,648,870	190,080	
Dodge & Cox Stock Fund (DODGX)	0.52	9,914,157	51,554	0.52 % of Assets
Atalanta Sosnoff	0.75	9,503,477	71,276	0.75 % of Assets
Lord Abbett (LVOYX)	0.93	7,231,236	67,250	0.93 % of Assets
Total Domestic Fixed Income	0.35	15,315,318	53,604	
CS McKee	0.35	15,315,318	53,604	0.35 % of Assets
Cash		176,850	-	

VEBA Total Fund Policy

Allocation Mandate

Weight (%)

Jan-2012

Russell 1000 Index	33.00
Russell 2500 Value Index	20.00
Barclays Aggregate Index	47.00

VEBA Total Domestic Equity Policy

Allocation Mandate

Weight (%)

Jan-2012

Russell 1000 Index	62.00
Russell 2500 Value Index	38.00

Active Return	- Arithmetic difference between the manager's performance and the designated benchmark return over a specified time period.
Alpha	- A measure of the difference between a portfolio's actual performance and its expected return based on its level of risk as determined by beta. It determines the portfolio's non-systemic return, or its historical performance not explained by movements of the market.
Beta	- A measure of the sensitivity of a portfolio to the movements in the market. It is a measure of the portfolio's systematic risk.
Consistency	- The percentage of quarters that a product achieved a rate of return higher than that of its benchmark. Higher consistency indicates the manager has contributed more to the product's performance.
Down Market Capture	- The ratio of average portfolio performance over the designated benchmark during periods of negative returns. A lower value indicates better product performance
Downside Risk	- A measure similar to standard deviation that utilizes only the negative movements of the return series. It is calculated by taking the standard deviation of the negative quarterly set of returns. A higher factor is indicative of a riskier product.
Excess Return	- Arithmetic difference between the manager's performance and the risk-free 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.
Information Ratio	- This calculates the value-added contribution of the manager and is derived by dividing the active rate of return of the portfolio by the tracking error. The higher the Information Ratio, the more the manager has added value to the portfolio.
R-Squared	- The percentage of a portfolio's performance that can be explained by the behavior of the appropriate benchmark. A high R-Squared means the portfolio's performance has historically moved in the same direction as the appropriate benchmark.
Return	- Compounded rate of return for the 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 an absolute rate of return per unit of risk. A higher value demonstrates better historical risk-adjusted performance.
Standard Deviation	- A statistical measure of the range of a portfolio's performance. It represents the variability of returns around the average return over a specified time period.
Tracking Error	- This is a measure of the standard deviation of a portfolio's returns in relation to the performance of its designated market benchmark.
Treynor Ratio	- Similar to Sharpe ratio but utilizes beta rather than excess risk as determined by standard deviation. It is calculated by taking the excess rate of return above the risk free rate divided by beta to derive the absolute rate of return per unit of risk. A higher value indicates a product has achieved better historical risk-adjusted performance.
Up Market Capture	- The ratio of average portfolio performance over the designated benchmark during periods of positive returns. A higher value indicates better product performance.

The Bogdahn Group compiled this report for the sole use of the client for which it was prepared. The Bogdahn Group is responsible for evaluating the performance results of the Total Fund along with the investment advisors by comparing their performance with indices and other related peer universe data that is deemed appropriate. The Bogdahn group uses the results from this evaluation to make observations and recommendations to the client.

The Bogdahn Group uses time-weighted calculations which are founded on standards recommended by the CFA Institute. The calculations and values shown are based on information that is received from custodians. The Bogdahn Group analyzes transactions as indicated on the custodian statements and reviews the custodial market values of the portfolio. As a result, this provides The Bogdahn Group with a reasonable basis that the investment information presented is free from material misstatement. This methodology of evaluating and measuring performance provides The Bogdahn Group with a practical foundation for our observations and recommendations. Nothing came to our attention that would cause The Bogdahn Group to believe that the information presented is significantly misstated.

The strategies listed may not be suitable for all investors. We believe the information provided here is reliable, but do not warrant its accuracy or completeness. Past performance is not an indication of future performance. Any information contained in this report is for informational purposes only and should not be construed to be an offer to buy or sell any securities, investment consulting, or investment management services.

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