



Bay County Employees' Retirement System

October 9, 2012

Large Cap Core Equity Strategy

WHV Investment Management

Jeffrey C. Coburn, CFA

Vice President

Portfolio Manager and Security Analyst

Reiner M. Triltsch, CFA

Executive Vice President

Chief Investment Officer, and Portfolio Manager

Large Cap Core Equity Strategy

Presentation Outline

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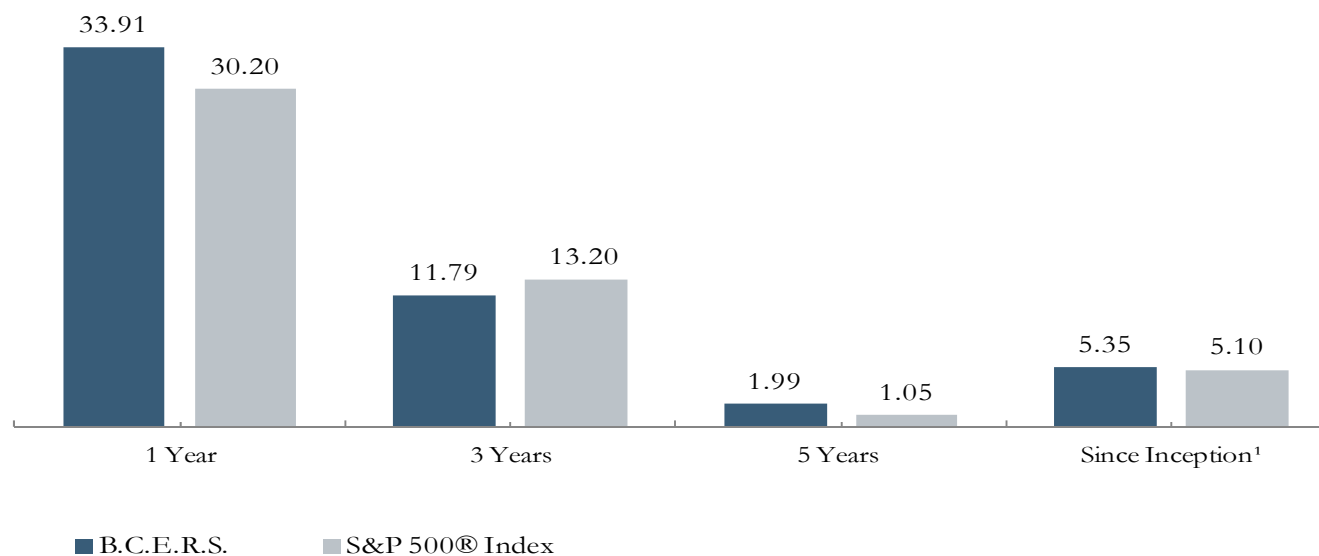
Portfolio Review

WHV Investment Management

Portfolio Review

Performance

For the period ending September 30, 2012



Period	B.C.E.R.S.	S&P 500® Index	Difference
3rd Quarter 2012	8.69	6.35	2.34
Year-to-Date	17.15	16.44	0.71
2011	-1.96	2.11	-4.07
2010	14.41	15.06	-0.65
2009	34.85	26.46	8.39
2008	-34.99	-37.00	2.01
2007	6.03	5.49	0.54
2006	7.28	15.79	-8.51
2005	7.42	4.91	2.51
2004 ¹	10.84	9.45	1.39

¹Inception Date 3/18/04

Returns are presented on a total return basis gross of fees. Returns longer than one year are annualized.



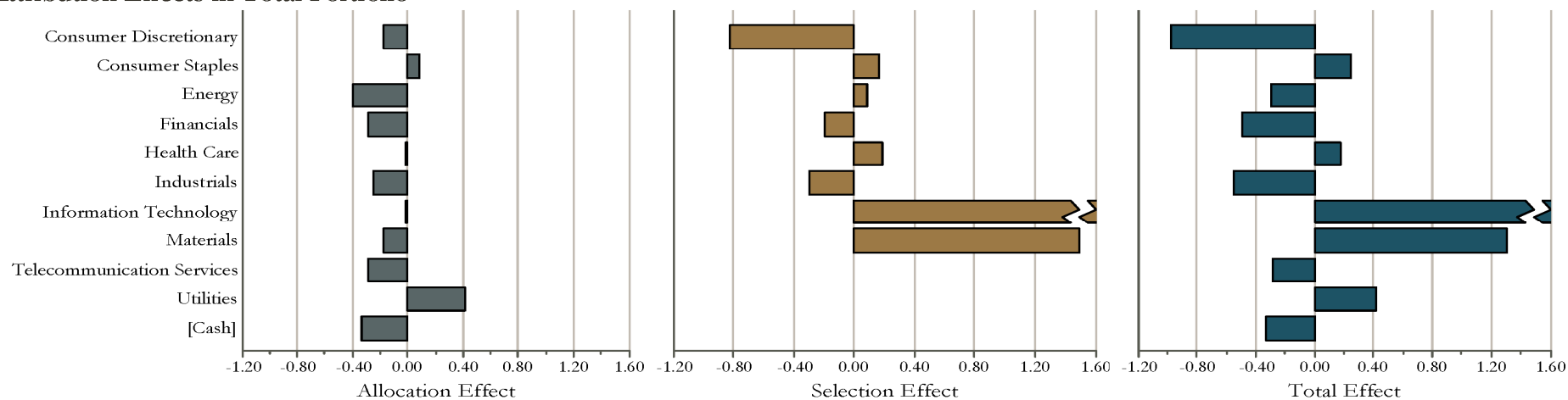
Portfolio Review

Attribution Analysis for 12/31/2011 - 9/30/2012 Bay County Employees' Retirement Association vs. S&P 500

Attribution Results

	Avg Port Wt	Port Return	Port Contrib	Avg Bmrk Wt	Bmrk Return	Bmrk Contrib	Alloc Effect	Select Effect	Total Effect
Total Portfolio	100.00	17.32	17.32	100.00	16.41	16.41	-1.42	2.33	0.91
Consumer Discretionary	10.20	13.86	1.02	10.97	21.35	2.22	-0.17	-0.82	-0.98
Consumer Staples	5.67	17.35	0.84	11.07	12.74	1.40	0.08	0.17	0.25
Energy	16.18	6.03	1.48	11.25	7.31	0.95	-0.39	0.09	-0.30
Financials	9.75	19.60	1.65	14.40	21.61	3.01	-0.29	-0.19	-0.49
Health Care	9.67	18.62	1.94	11.67	17.63	2.04	-0.01	0.19	0.18
Industrials	16.93	9.51	1.63	10.49	11.23	1.27	-0.25	-0.29	-0.55
Information Technology	22.83	30.37	6.17	19.98	21.75	4.12	-0.02	1.70	1.68
Materials	7.25	33.96	2.60	3.47	11.96	0.46	-0.17	1.49	1.31
Telecommunication Services	--	--	--	3.02	25.89	0.76	-0.28	--	-0.28
Utilities	--	--	--	3.67	4.66	0.18	0.42	--	0.42
[Cash]	1.52	0.05	0.00	--	--	--	-0.33	--	-0.33

Attribution Effects in Total Portfolio



Portfolio Review

Contribution Summary for 12/31/2011 - 9/30/2012 Bay County Employees' Retirement Association vs. S&P 500

Top Contributors by Holding

	Avg Wt	Return	Contrib
Apple Inc.	4.6	65.42	2.60
CF Industries Holdings Inc.	0.9	23.55	1.08
National Oilwell Varco Inc.	3.9	18.39	1.05
LyondellBasell Industries N.V. Cl A	3.0	36.10	1.00
EMC Corp.	3.9	26.60	0.91

Top Contributors by Sector

	Avg Wt	Return	Contrib
Information Technology	22.8	30.37	6.17
Materials	7.2	33.96	2.60
Health Care	9.7	18.62	1.94
Financials	9.7	19.60	1.65
Industrials	16.9	9.51	1.63

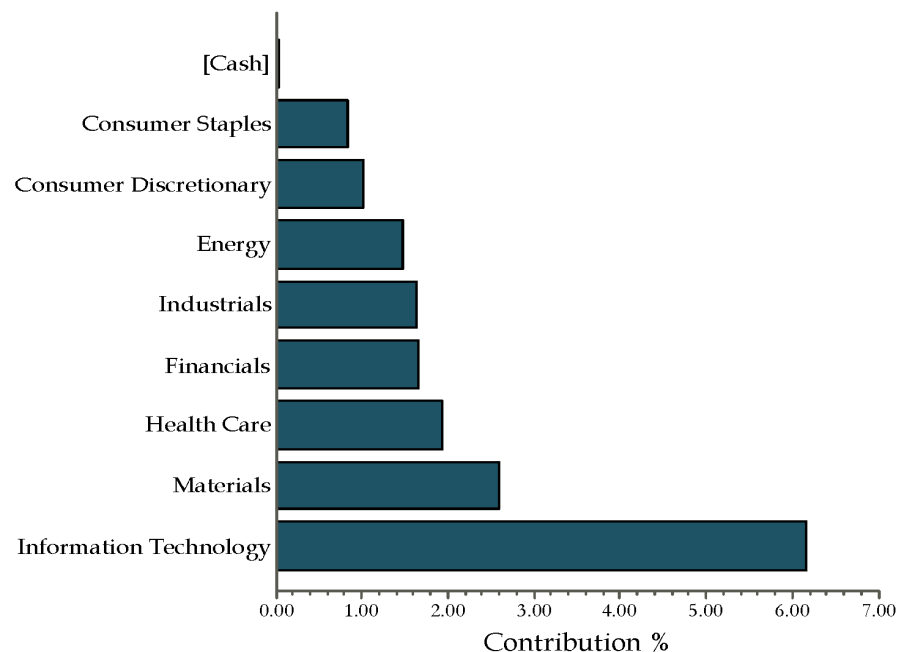
Bottom Contributors by Sector

	Avg Wt	Return	Contrib
[Cash]	1.5	0.05	0.00
Consumer Staples	5.7	17.35	0.84
Consumer Discretionary	10.2	13.86	1.02
Energy	16.2	6.03	1.48
Industrials	16.9	9.51	1.63

Bottom Contributors by Holding

	Avg Wt	Return	Contrib
Helmerich & Payne Inc.	1.0	-22.82	-0.57
Occidental Petroleum Corp.	2.1	-12.97	-0.45
BorgWarner Inc.	1.8	-19.09	-0.39
Citigroup Inc.	0.1	-5.95	-0.12
Colgate-Palmolive Co.	0.3	-1.52	-0.06

Contribution by Sector

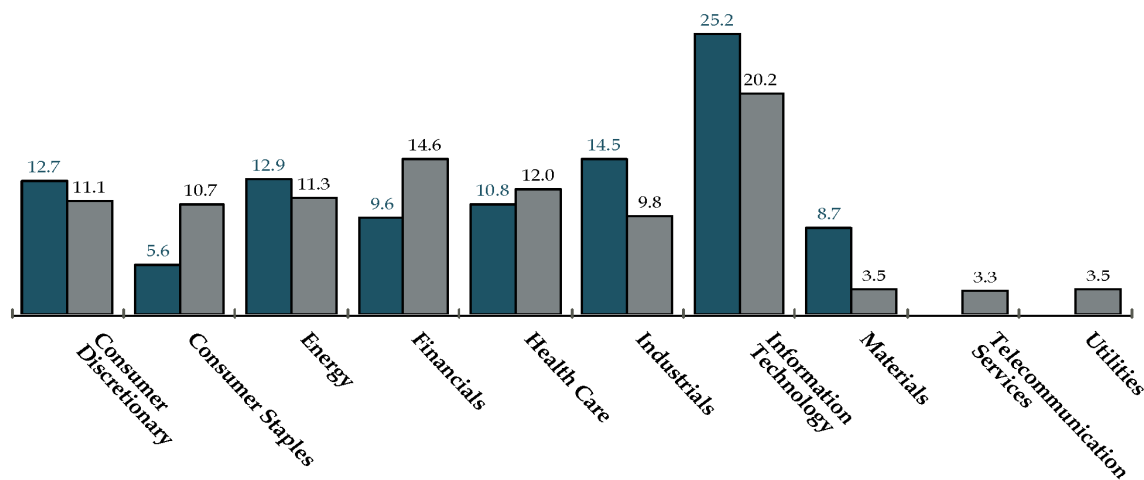


Portfolio Review

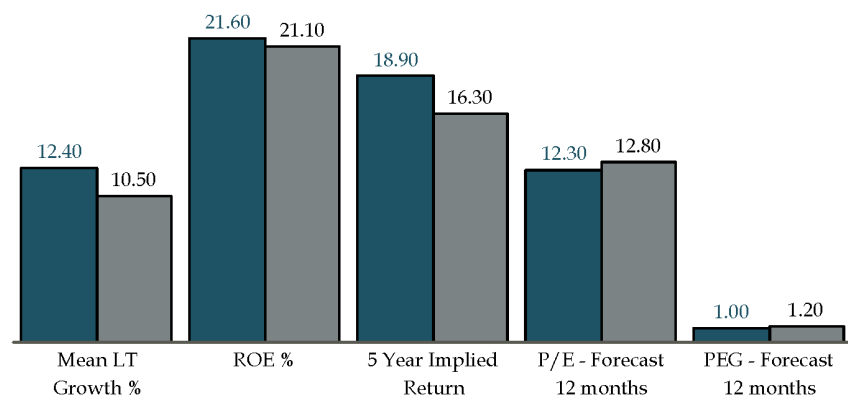
Portfolio Characteristics

As of September 30, 2012

- B.C.E.R.S.
- S & P 500



Portfolio Profile



	Portfolio	Benchmark
Weighted Avg. Market Cap	\$85.2B	\$122.0B
Number of Holdings	35	500
5 Yr Beta	1.20	1.00

Portfolio Review

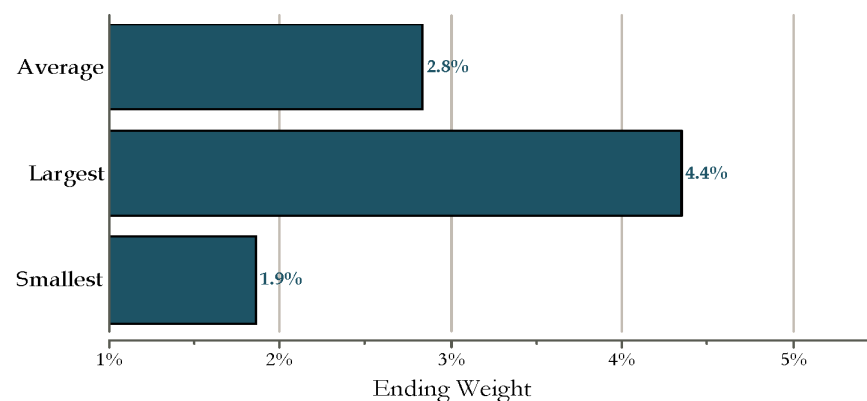
Equity Positions

Equity Positions as of 9/30/2012 Bay County Employees' Retirement Association vs. S&P 500

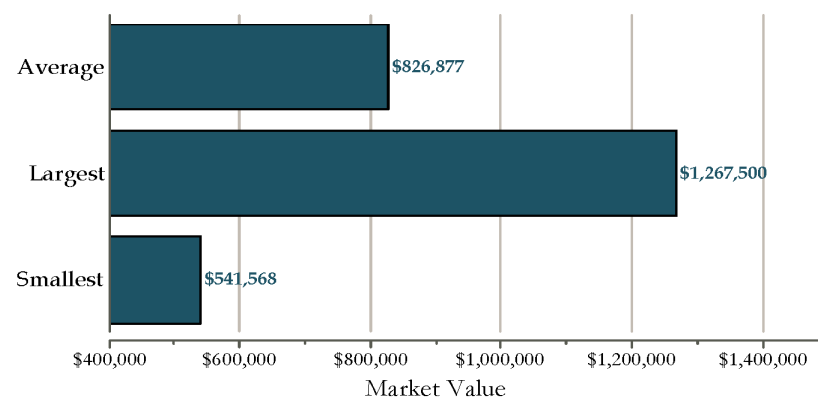
Ten Largest Holdings

	Ending Weight	Market Value
Apple Inc.	4.35%	\$1,267,499
Pfizer Inc.	4.18%	\$1,217,650
Google Inc. Cl A	3.89%	\$1,131,750
EMC Corp.	3.80%	\$1,107,162
LyondellBasell Industries N.V. Cl A	3.58%	\$1,043,531
National Oilwell Varco Inc.	3.47%	\$1,009,386
United Technologies Corp.	3.39%	\$986,454
Oil States International Inc.	3.36%	\$977,357
CVS Caremark Corp.	3.30%	\$959,684
Dollar Tree Inc.	3.27%	\$951,313
10 Highest	36.19%	\$10,325,853.00

Position Sizes in %



Position Sizes in \$



Portfolio Review

Transactions

Bay County Employees' Retirement System From 1/1/2012 through 9/30/2012

New Positions to Portfolio

<u>Quantity</u>	<u>Security</u>	<u>Unit Price</u>	<u>Amount</u>
24,400	AUTODESK	31.20	761,190
11,400	BORGWARNER INC.	76.79	875,386
17,000	CITIGROUP INC	35.03	595,547
14,000	DIRECTV-CLASS A	46.21	646,883
16,000	ENSCO PLC - CL A	48.50	776,024
7,600	FLOWSERVE CORP	116.50	885,409
14,700	HELMERICH & PAYNE INC.	58.41	858,699
21,300	LYONDELLBASELL INDUSTRIES NV-CL A	39.15	833,902
6,500	MONSANTO CO	91.15	592,488
12,300	OIL STATES INTERNATIONAL INC	75.66	930,561
22,000	PLAINS EXPLORATION & PRODUCTION	37.35	821,659
18,700	SANDISK CORP	37.74	705,656
10,800	UNITEDHEALTH GROUP INC	55.02	594,163

Positions Removed From Portfolio

<u>Quantity</u>	<u>Security</u>	<u>Unit Price</u>	<u>Amount</u>
19,800	BAKER HUGHES INC	49.10	972,126
7,800	CF INDUSTRIES HOLDINGS INC	176.39	1,375,856
8,100	CHECK POINT SOFTWARE	51.39	416,265
8,700	COLGATE-PALMOLIVE	90.55	787,761
12,000	DEERE & COMPANY	79.87	958,385
18,900	GILEAD SCIENCES	45.92	867,982
14,700	HELMERICH & PAYNE INC.	45.65	671,048
19,700	JPMORGAN CHASE & COMPANY	33.66	663,174
12,000	OCCIDENTAL PETROLEUM CORPORATION	79.99	959,933
22,000	PLAINS EXPLORATION & PRODUCTION	40.41	888,921
9,200	SCHLUMBERGER LTD	71.95	661,960
3,450	WW GRAINGER INC.	192.97	665,762



Portfolio Review

Commission Summary

Bay County Employees' Retirement System
From 1/1/2012 through 9/30/2012

	<u>Commission Amount</u>	<u>Avg. Commission Per Share</u>	<u>Percent of Total Commission</u>
Best Execution/Third Party Research	\$14,496	\$0.035	89.1%
Commission Recapture (Bank of New York)	\$1,774	\$0.040	10.9%
Total	\$16,270	\$0.035	100%





Firm Overview

WHV Investment Management

Firm Overview

Rich Heritage

- Founded in San Francisco in 1937
- Managing institutional client portfolios since 1945
- Investment management is the firm's only business

Stable Organization

- Professionals average 23 years of investment industry experience and 15 years with WHV
- Total staff: 71 employees, 22 investment professionals
- Wholly owned by Laird Norton Investment Management, Inc. since 1994

Recent Developments

- WHV is celebrating its 75th Anniversary in 2012
- In February 2012, the firm updated its name to WHV Investment Management, Inc.

Assets Under Management as of June 30, 2012 totaled \$13.2 billion

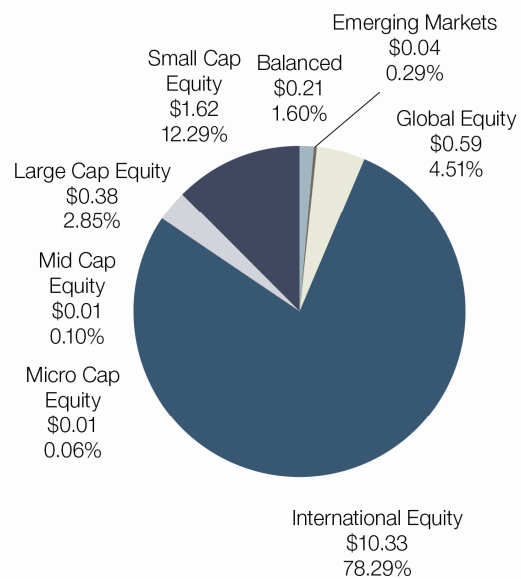


Firm Overview

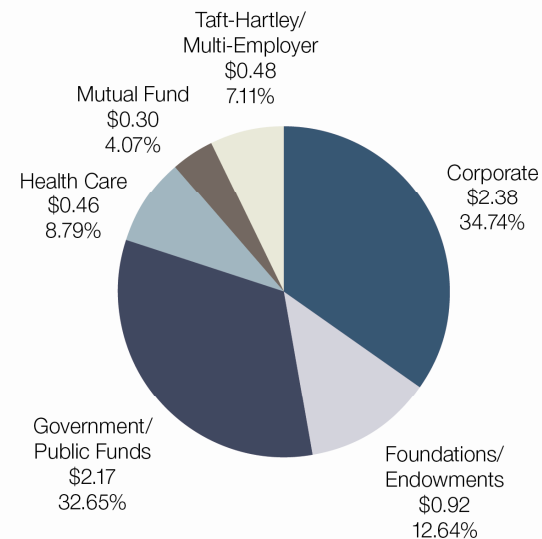
Asset and Client Base

WHV Investment Management provides investment management services to individuals, public and private pension plans, corporations, Taft-Hartley funds, charitable and educational endowments and foundations. Strategies include domestic equity, international equity, emerging markets equity and balanced product offerings.

Asset by Portfolio Type
(\$13.2 billion as of June 30, 2012)



Institutional Assets by Client Type
(\$6.71 billion as of June 30, 2012)



Firm Overview

Representative Client List

Public Plans

Bay County Employees' Retirement System
Brookline Contributory Retirement System
City of Delray Beach Police and Fire Pension Plan
City of Falls Church, Virginia
City of Flint, Michigan
City of Irving Supplemental Benefit Plan
City of Miami Fire Fighters' & Police Officers' Retirement Trust
City of North Miami Police Pension Plan
City of North Port Police Officers' Pension
City Pension Fund for Firefighters and Police Officers in the City of Miami Beach
City of Philadelphia Gas Works
Contra Costa County, California
Farmington Hills Employees' Retirement System
Longview Firemen's Relief and Retirement Fund
Lubbock Fire Pension Fund
Merced County, California
Miami Beach Employees' Retirement Plan
Midland County Act 345 Sheriff's Retirement System
Pensacola Police Officers' Retirement Fund
Pennsylvania Municipal Retirement System
Utility Board of Key West, Florida
Washington State Investment Board

Non-Profit Organizations

American Lung Association of California
Catholic Archdiocese of New York
Clarkson University
Diocese of Helena, Montana
Hospice by the Bay Foundation
John D. and Catherine T. MacArthur Foundation
LifeWay Christian Resources
Long Beach Day Nursery
Loyola University New Orleans
Marianist Province of the Pacific
Pension Fund of The Christian Church Disciples of Christ
Presbyterian Villages of Michigan Foundation
Santa Rosa Children's Hospital Foundation
University YWCA
William and Flora Hewlett Foundation

Government Funds

Nunavut Trust
Utrik Claims Trust Fund

Health Care Plans

California Dentists' Guild
Johns Hopkins Health System
Mercy Memorial Health System
Oakwood Healthcare, Inc.

Corporate Plans

AXA Equitable Life Insurance Company (As Sub-Advisor)
Altria Corporate Services, Inc.
Berkeley Research Associates
City Public Service of San Antonio, Texas Employees' Pension Trust
Dallas/Fort Worth International Airport
Deere & Company
Kraft Foods Global, Inc.
McDonald's Corporation
Prudential Retirement (As Sub-Advisor)
MDU Resources Group Inc
NextEra Energy Inc.
NiSource Inc.
ROI Capital
SPX Corporation

Multi-Employer Plans

Electrical Workers Local No. 26 Pension Trust Fund
Laborers' Pension Trust Fund Detroit & Vicinity
Michigan Upper Peninsula IBEW Pension Plan
Plumbers & Pipefitters Locals 502 & 633 Pension Trust Fund
Sheet Metal Worker' Local Union No. 80 Pension Trust Fund

As of June 30, 2012. Representative clients shown were selected based on potential name recognition as well as diversity of client type and geography. These clients have given written permission to list their names as representative clients but have not indicated whether or not they endorse the advisory services provided by WHV.



Firm Overview

Investment Professionals

Name	Title	Years with Firm	Years Experience
Judith R. Stevens, CFA	President and Chief Executive Officer	38	41
Deirdre J. G. Porter, CFA, CIC	EVP, Managing Director and Portfolio Mgr.	36	36
Reiner M. Triltsch, CFA	EVP, Chief Investment Officer and Portfolio Mgr.	3	32
Timothy J. Allen	SVP, Portfolio Mgr. and Security Analyst	16	32
J. Michael Gallagher, CFA, CIC	SVP, Portfolio Mgr. and Security Analyst	36	52
Richard K. Hirayama	SVP, Portfolio Mgr. and Security Analyst	22	43
James R. Simone, CFA	SVP, Director of Research and Portfolio Mgr.	6	24
Jeffrey C. Coburn, CFA	VP, Portfolio Manager and Security Analyst	9	9
Allison G. Goodson	VP, Portfolio Mgr. and International Security Analyst	4	10
Alex P. Lilles, CFA	VP, Portfolio Mgr. and Security Analyst	13	15
Eswar C. Menon	VP, Portfolio Mgr. and Security Analyst	2	18
Stephen E. Moore, CFA	VP, Portfolio Mgr. and Security Analyst	12	39
Lisa Pelayo	VP, Senior Equity Trader	11	18
Laura A. Stankard	VP, Portfolio Mgr. and International Security Analyst	14	14
Thomas M. Swoffer, CFA	VP, Portfolio Mgr. and Security Analyst	10	22
Frank Ng	AVP, Equity Trader	18	18
Adam J. Kuhlmann	AVP, Portfolio Mgr. and Security Analyst	6	6
Andrew K. Le	Portfolio Mgr. Assistant and Research Associate	4	4
Jonathan W. McCullough, CFA	Portfolio Mgr. Assistant and Research Associate	1	9
Gary Chea	Equity Trader	10	12
Scott M. Dirksen	Equity Trader	5	5
Demetra C. Jones	Equity Trader	6	6





Large Cap Core Equity Strategy

WHV Investment Management

Large Cap Core Equity Strategy

Investment Philosophy

Our investment philosophy is grounded in the conviction that investment outperformance may be achieved by identifying companies that we expect will grow earnings faster than the overall market and we find to be attractively valued.

The strategy focuses on the following:

- Using a high quality, large capitalization, GARP (Growth-at-a-Reasonable-Price) approach
- Implementing a bottom-up portfolio construction process with a top-down overlay
- Constructing a high conviction portfolio of only our investment professionals' best ideas
- Taking a long-term approach to investing
- Disciplined investment process since 1937



Large Cap Core Equity Strategy

Team

Name	Title/Responsibility	Years with Company	Years Experience
Jeffrey C. Coburn, CFA	Product Manager, VP, Portfolio Manager/Analyst	9	9
J. Michael Gallagher, CFA, CIC	SVP, Portfolio Manager	36	52
James R. Simone, CFA	SVP, Director of Research, Portfolio Manager/Analyst	6	24
Thomas M. Swoffer, CFA	VP, Portfolio Manager/Analyst	10	22
Reiner M. Triltsch, CFA	EVP, Chief Investment Officer, Portfolio Manager/Analyst	3	32
Total Average Years		13	28



Large Cap Core Equity Strategy

Research Responsibilities



Consumer Staples

Thomas Swoffer, CFA



Consumer Discretionary

James Simone, CFA
Eswar Menon



Energy

Alex Lillies, CFA



Financials

Jeffrey Coburn, CFA



Health Care

Stephen Moore, CFA



Industrials

Jeffrey Coburn, CFA
Adam J. Kuhlmann



Information Technology

James Simone, CFA
Eswar Menon



Materials

Alex Lillies, CFA



Telecom. Services/Media

James Simone, CFA



Utilities

Alex Lillies, CFA



Provides Investment Ideas to Large Cap Core Team

Jeffrey Coburn, CFA, Product Manager
Michael Gallagher, CFA
James Simone, CFA
Thomas Swoffer, CFA
Reiner Triltsch, CFA

Large Cap Core Equity Strategy

Investment Process



Multi-factor ranking GARP Model

- Universe: > \$2 Billion Market Cap
- Active Working List Top Two Quintiles

Three Dimensional Stock Selection Approach

- Strong Fundamentals
- Compelling Valuation
- Catalyst for Growth

Seasoned Investment Team

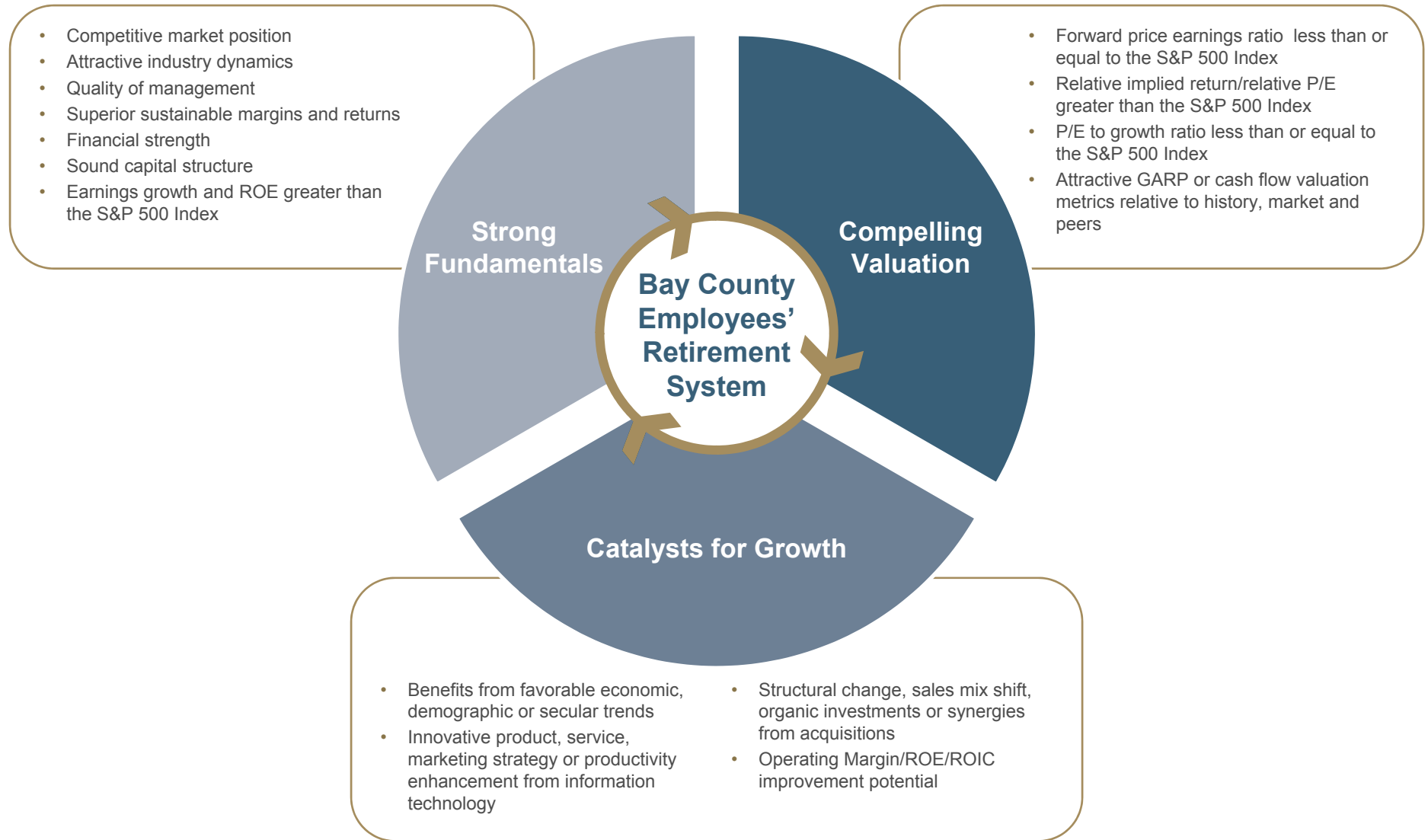
- Bottom-up Process with Top-down Overlay
- Risk Management Controls Embedded into Process
- Rigorous Sell Discipline

High Conviction, Best Idea Portfolio

- 34 - 38 Stocks
- High Active Share Ratio

Large Cap Core Equity Strategy

Investment Process



Large Cap Core Equity Strategy

Sell Discipline

The firm's sell discipline is an ongoing assessment of the following factors that may trigger the elimination of a stock from the portfolio:

- Stock reaches relative overvaluation
- Fundamentals of the company or industry indicate signs of deterioration
- Catalyst for purchase is no longer valid
- Concerns regarding accounting or management
- Relative underperformance or outperformance triggers reviews and or action by the analyst/committee
 - Stock is automatically reviewed by analyst with committee at $\pm 10\%$ relative performance
 - If a stock underperforms by 20% relative to the benchmark the position will either be sold outright or the investment in the holding will be increased



Large Cap Core Equity Strategy

Risk Controls

The portfolio construction process includes an ongoing assessment of risk including:

- Taking a long-term approach to investing
- Implementing a bottom up (best idea) portfolio construction process with a top down overlay
- Constructing an overall portfolio of high-quality, large capitalization stocks at attractive valuations (Growth-at-a-Reasonable-Price approach)
- Formally reviewing stocks that have significantly underperformed or outperformed
- A monthly Risk Report that provides a comprehensive view of the portfolio's active risk exposure

Portfolio guidelines ensure diversified portfolios:

- Minimum market capitalization of \$2.0 billion at time of initial inclusion in model portfolio
- Maximum allowed investment in a single issue is 7.5%
- Sector constraint of $\pm 10\%$ of the benchmark's weight

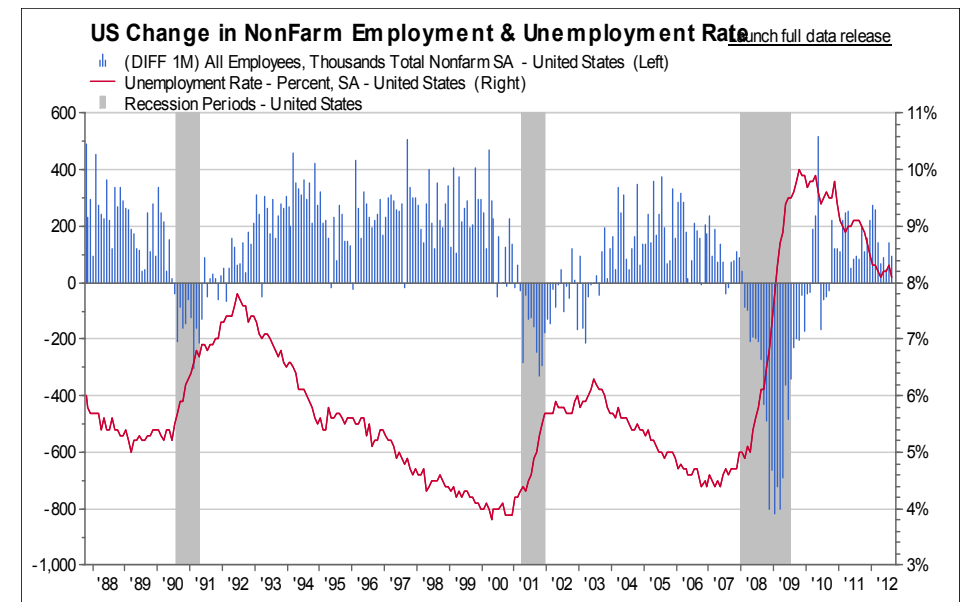
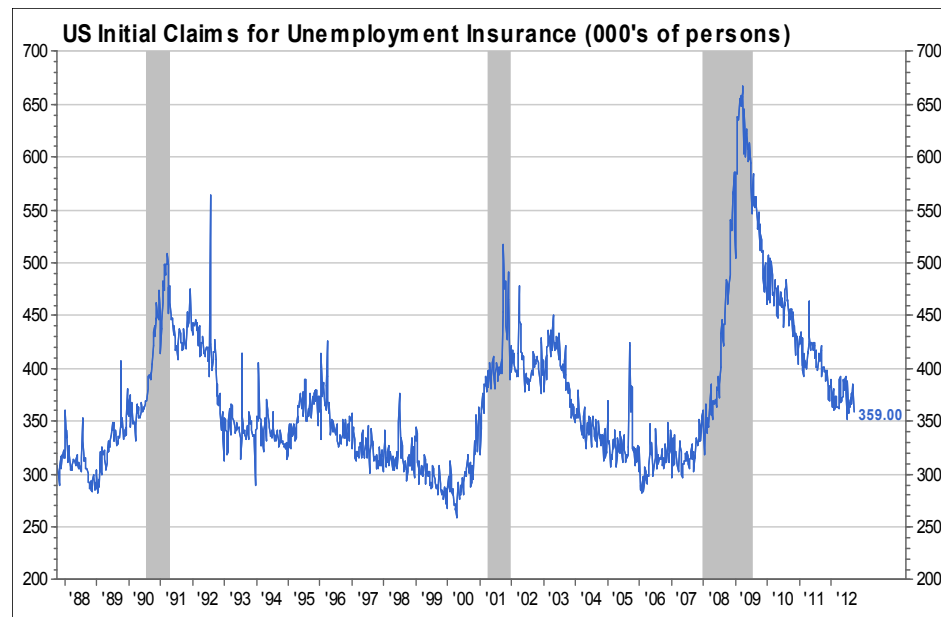
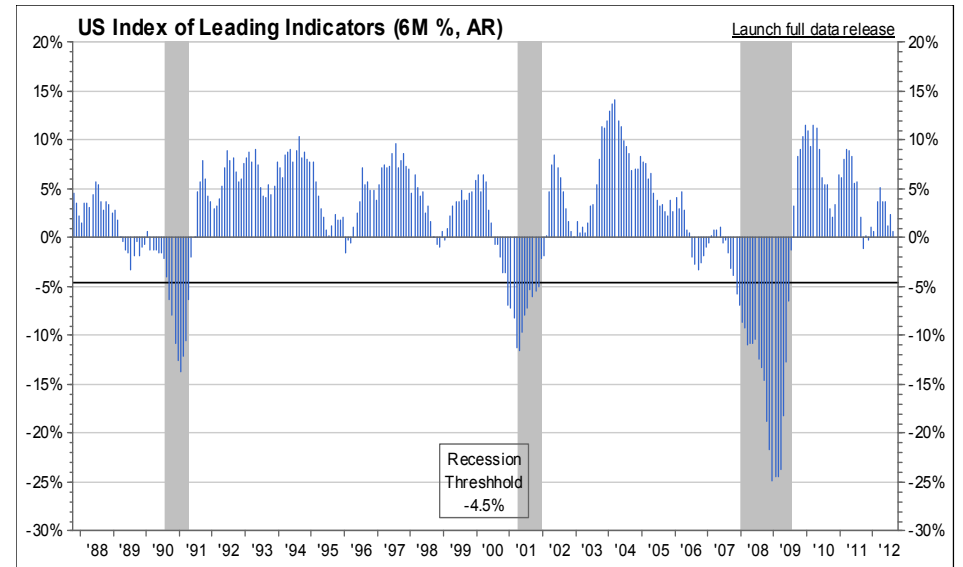
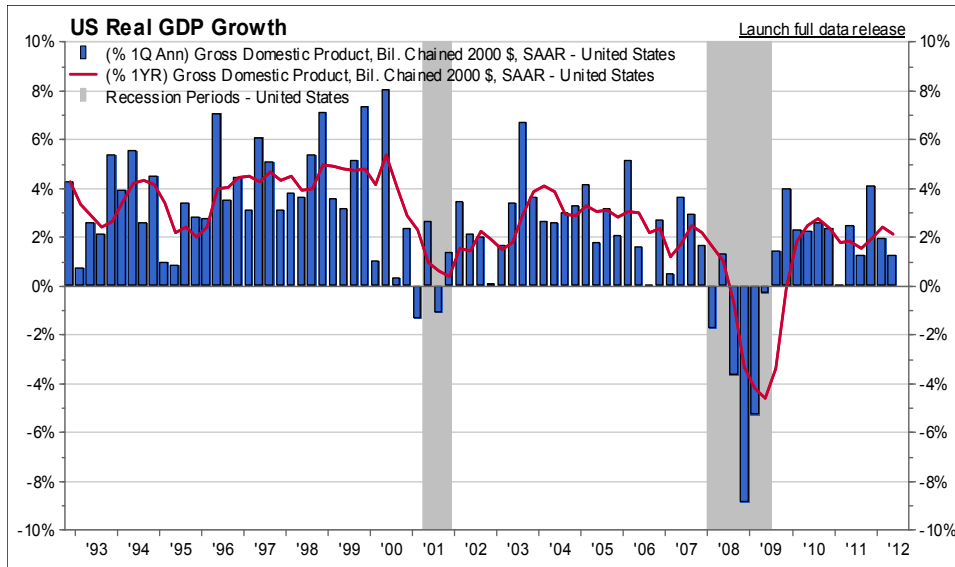




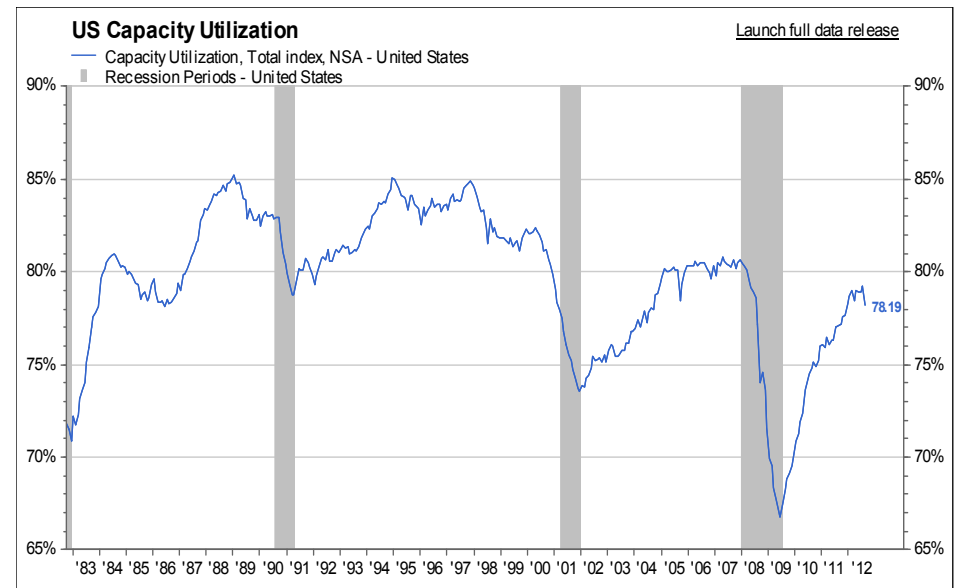
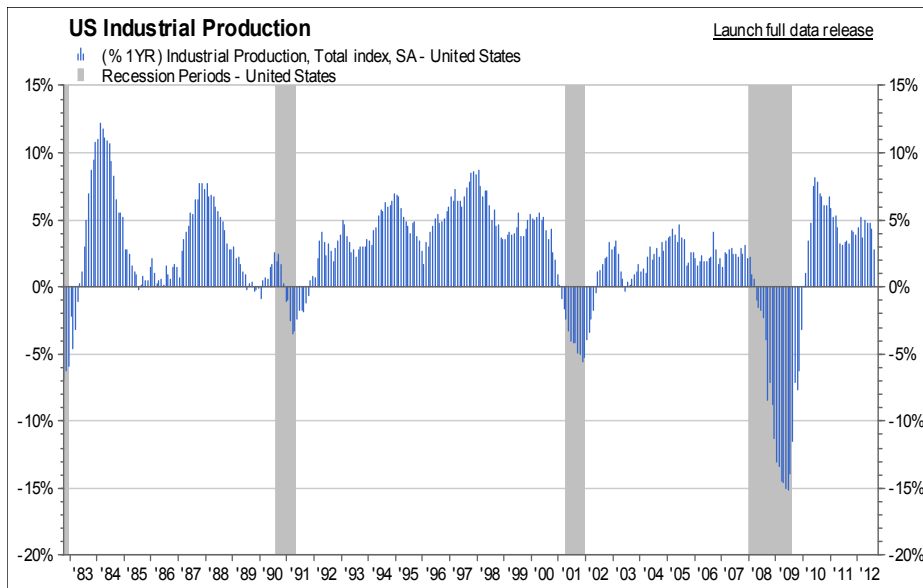
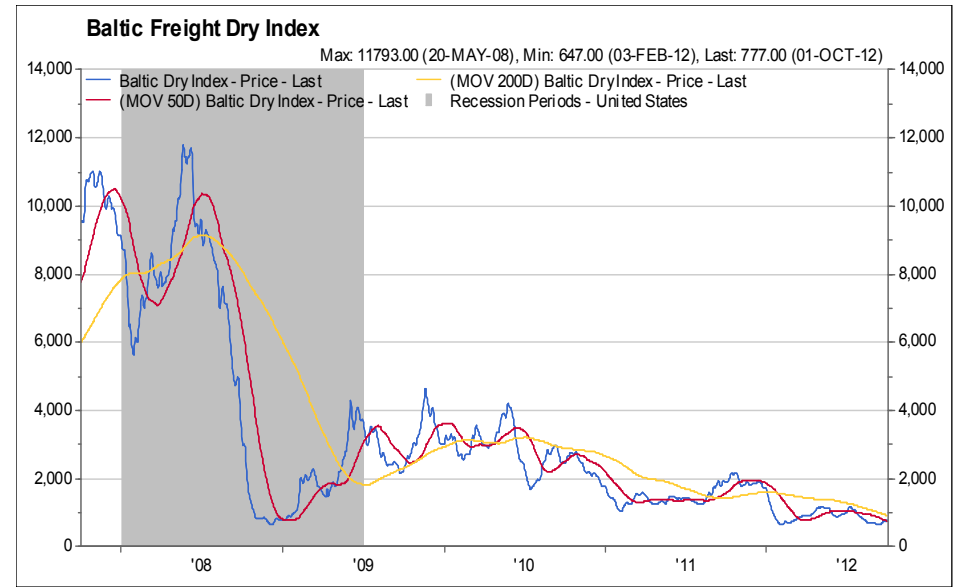
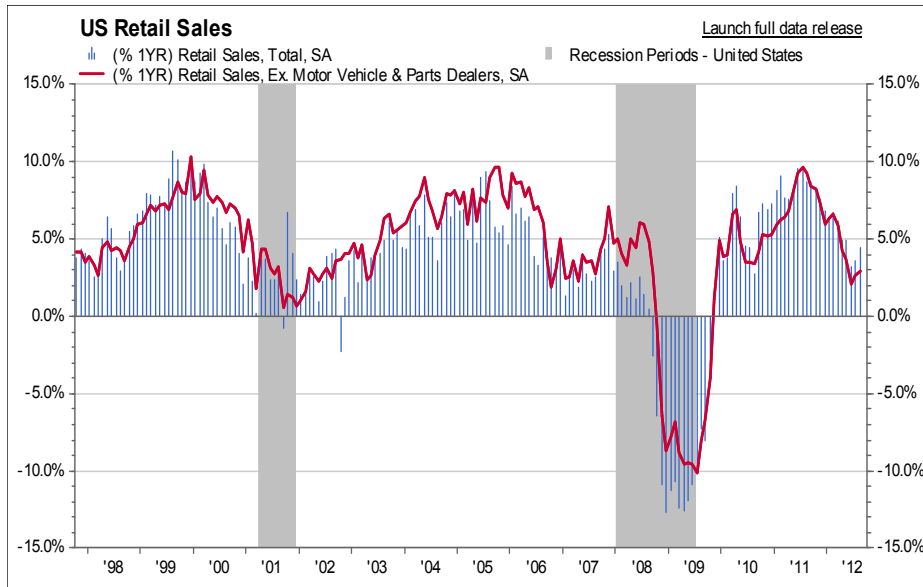
Economic & Market Outlook

WHV Investment Management

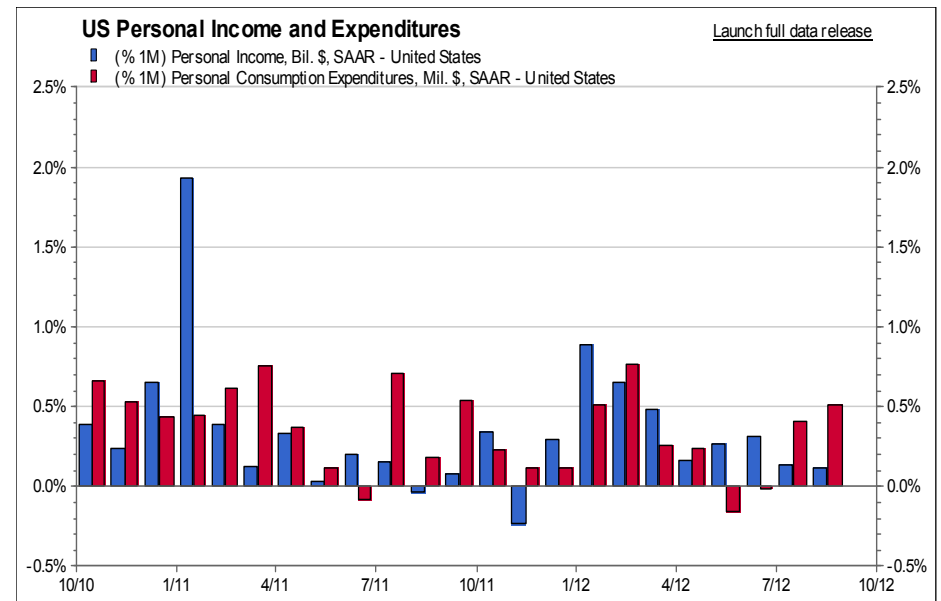
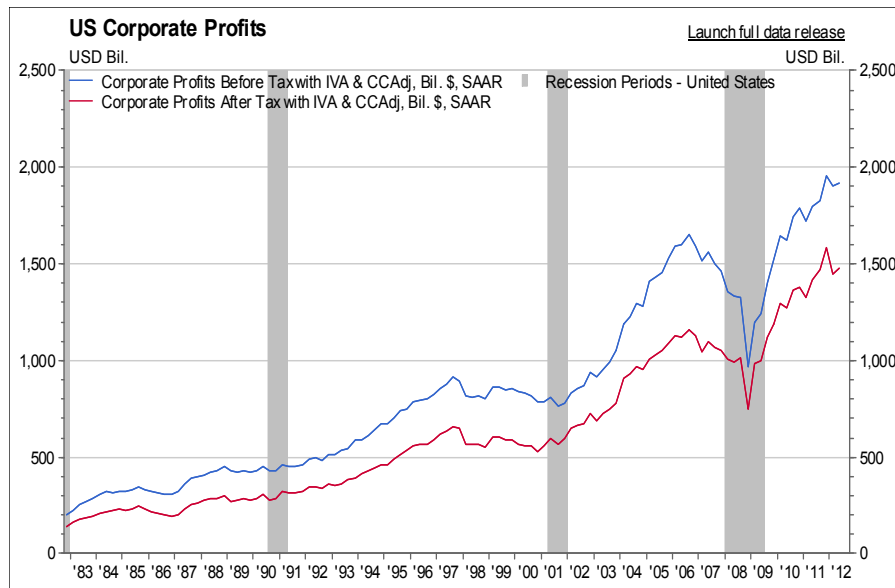
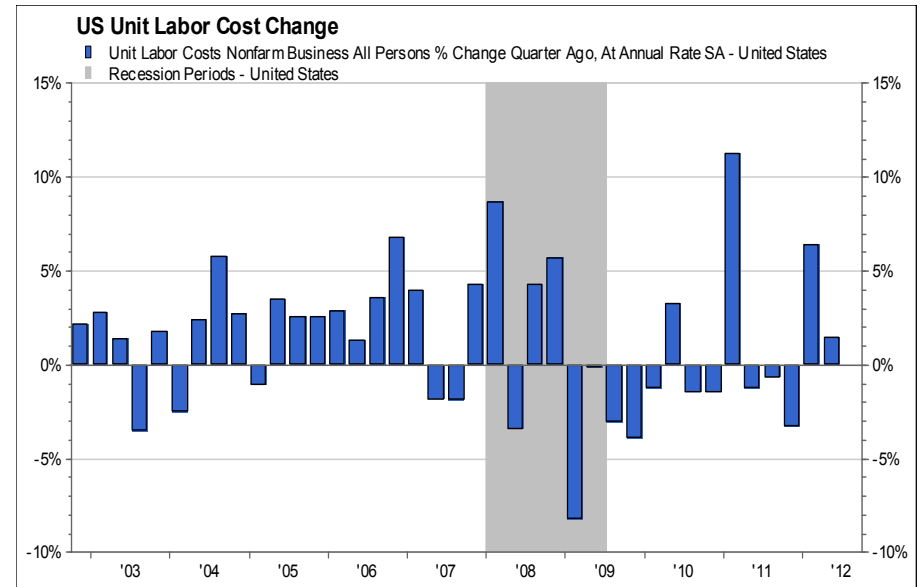
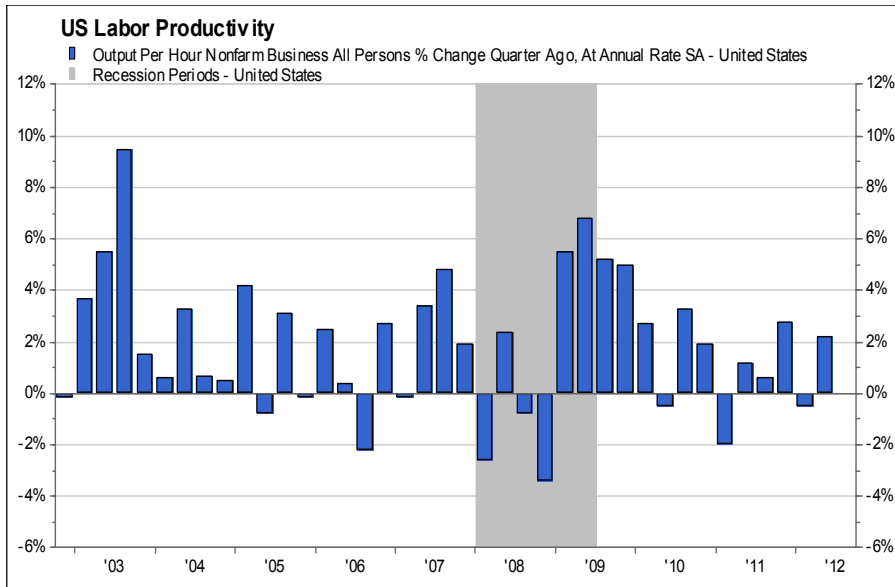
Economic and Market Outlook



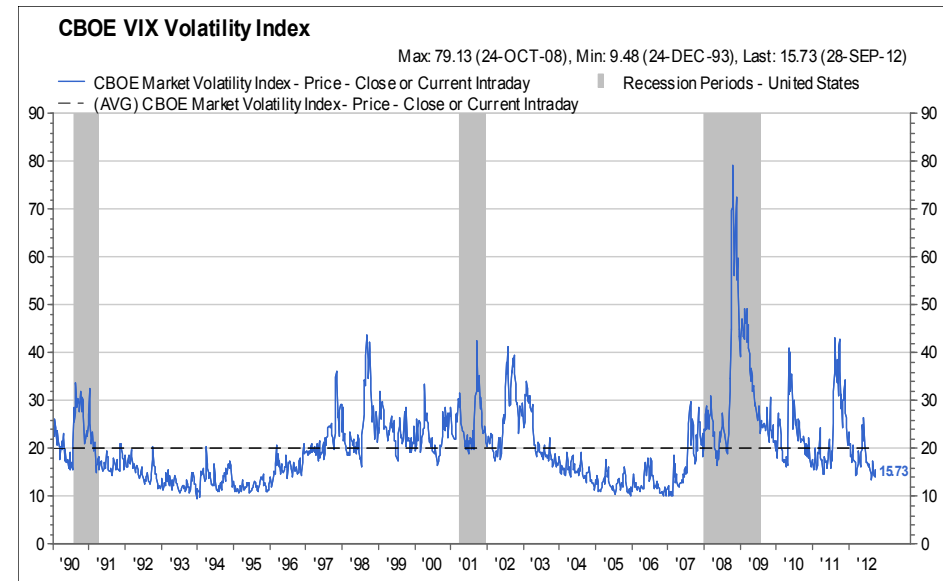
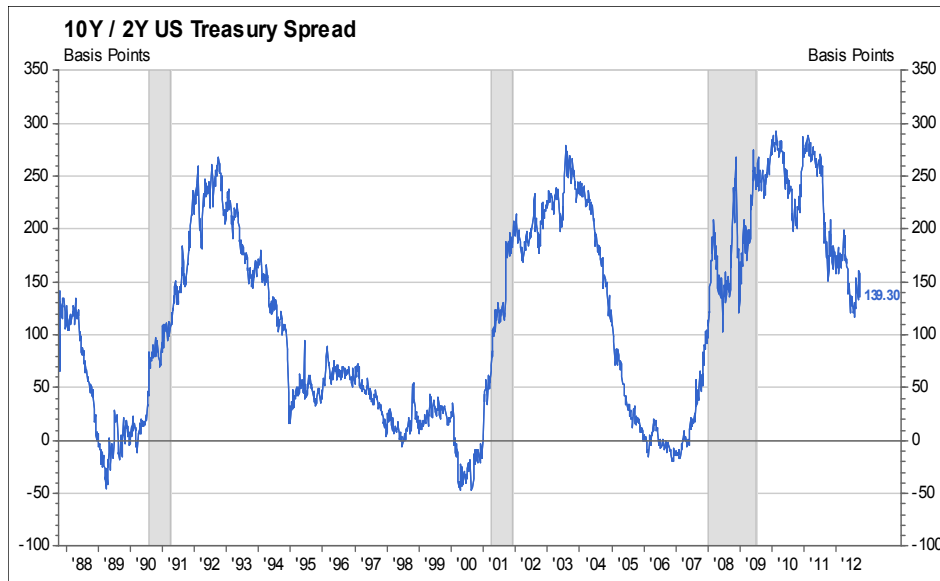
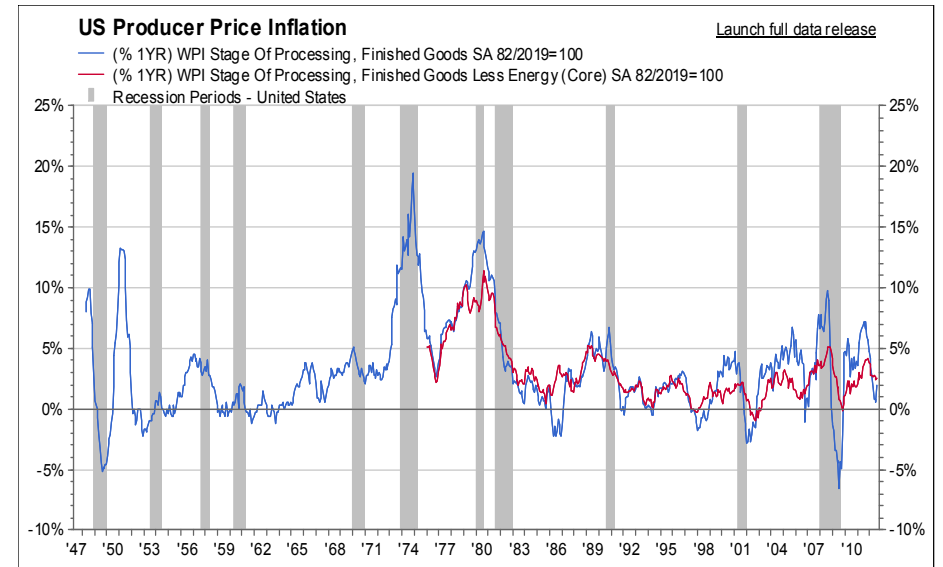
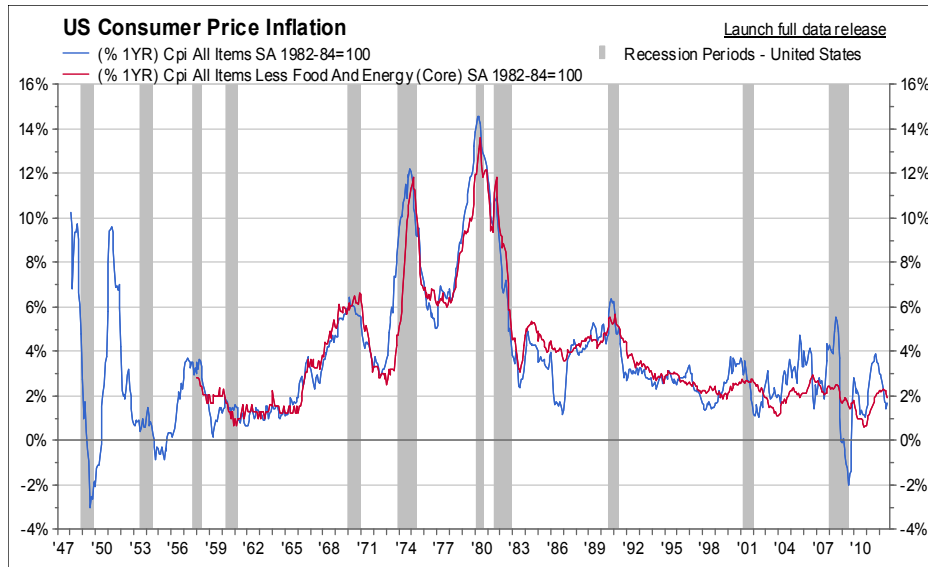
Economic and Market Outlook



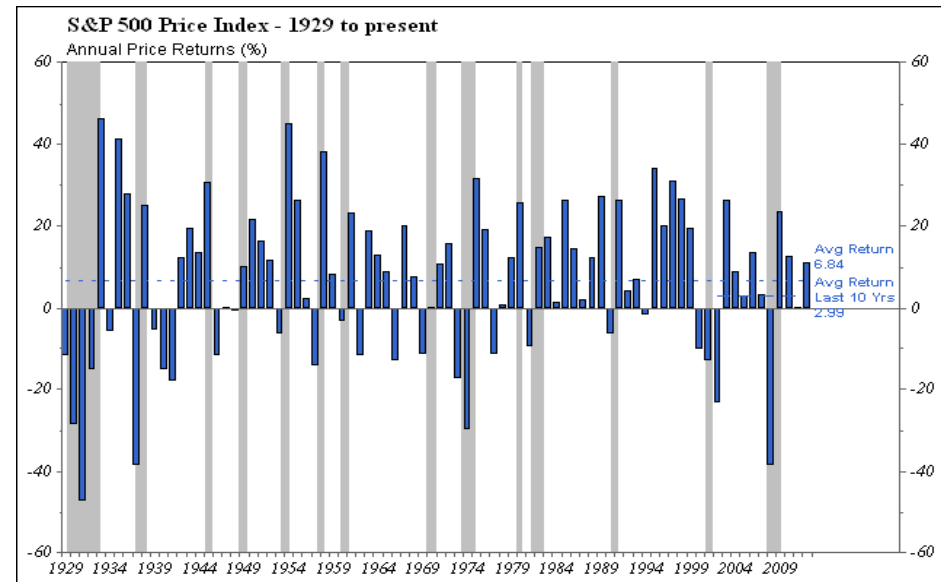
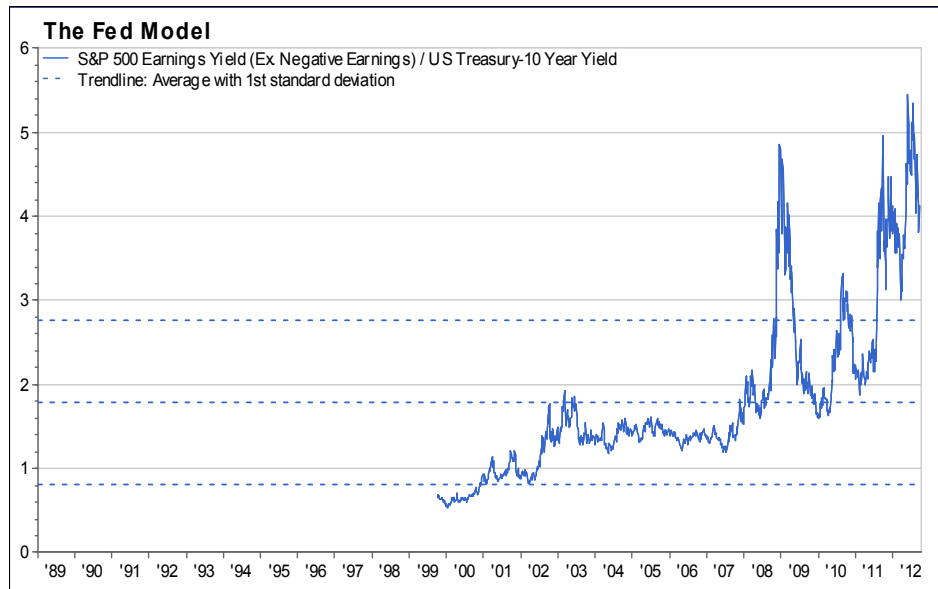
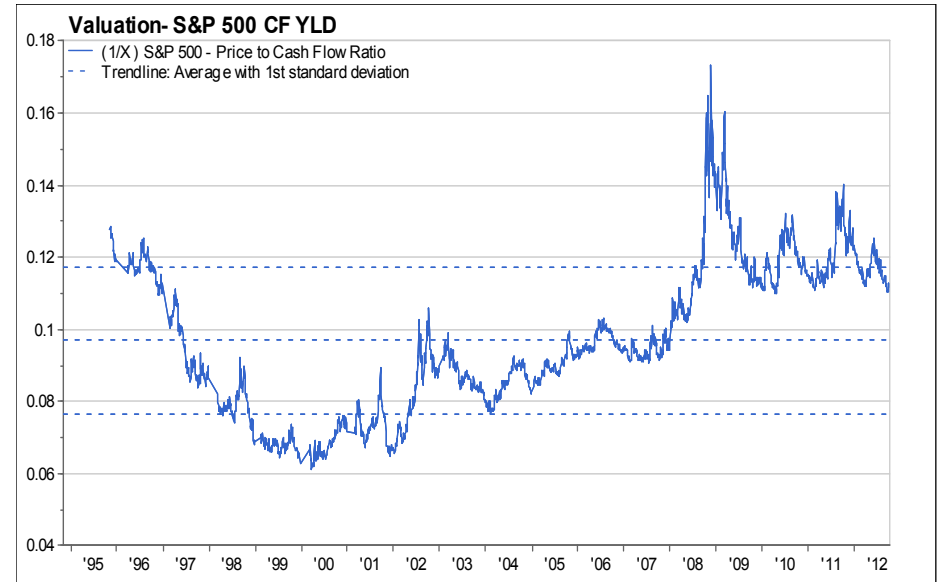
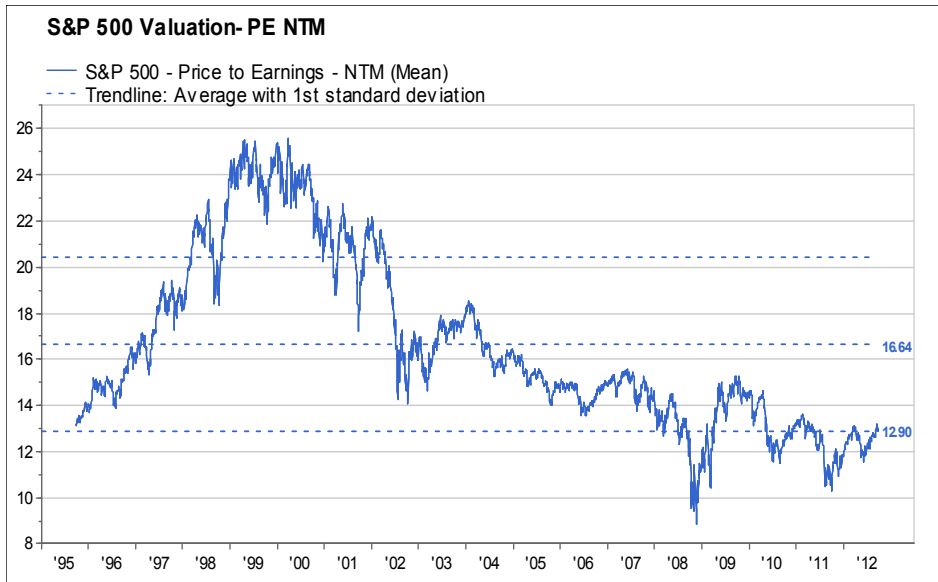
Economic and Market Outlook



Economic and Market Outlook

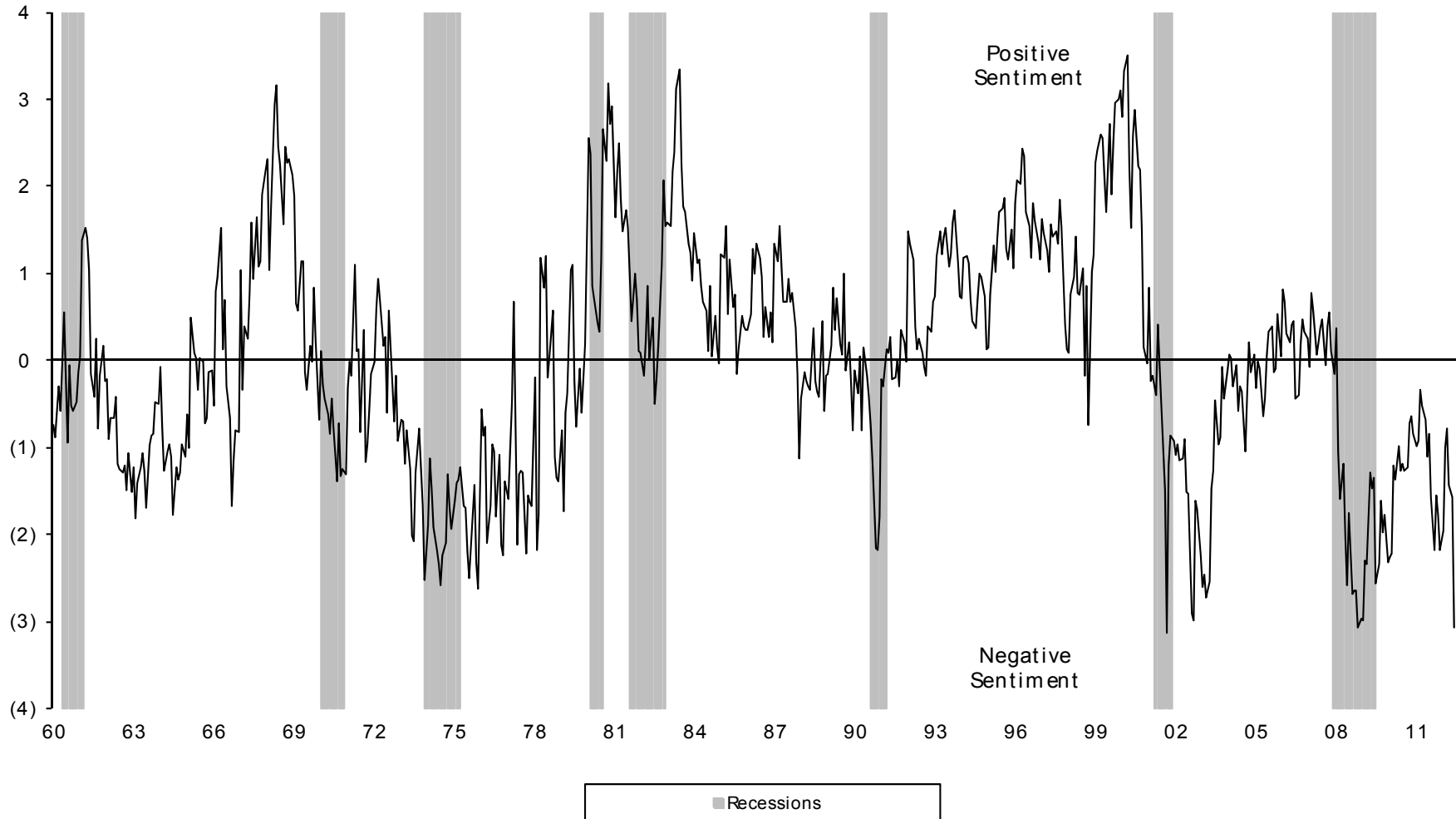


Economic and Market Outlook



Economic and Market Outlook

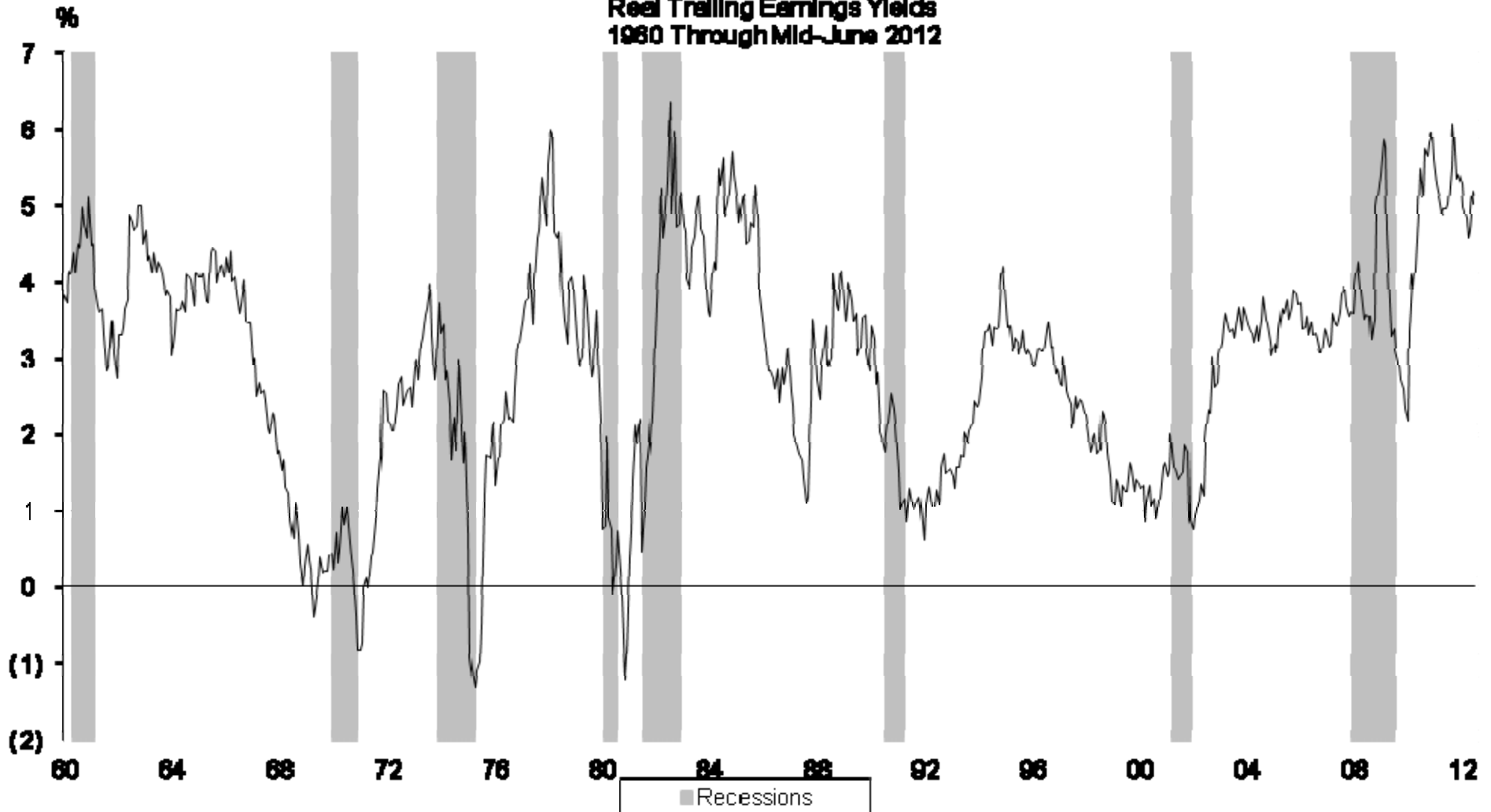
The U.S.
Investor Sentiment Index
1960 Through Mid-June 2012



Source: Baker, M. and Jeff Wurgler, 2007. Investor Sentiment in the Stock Market. *Journal of Economic Perspectives*, 21, pp. 129-151, National Bureau of Economic Research, Empirical Research Partners Analysis.

Economic and Market Outlook

**S&P 500¹
Real Trailing Earnings Yields
1960 Through Mid-June 2012**

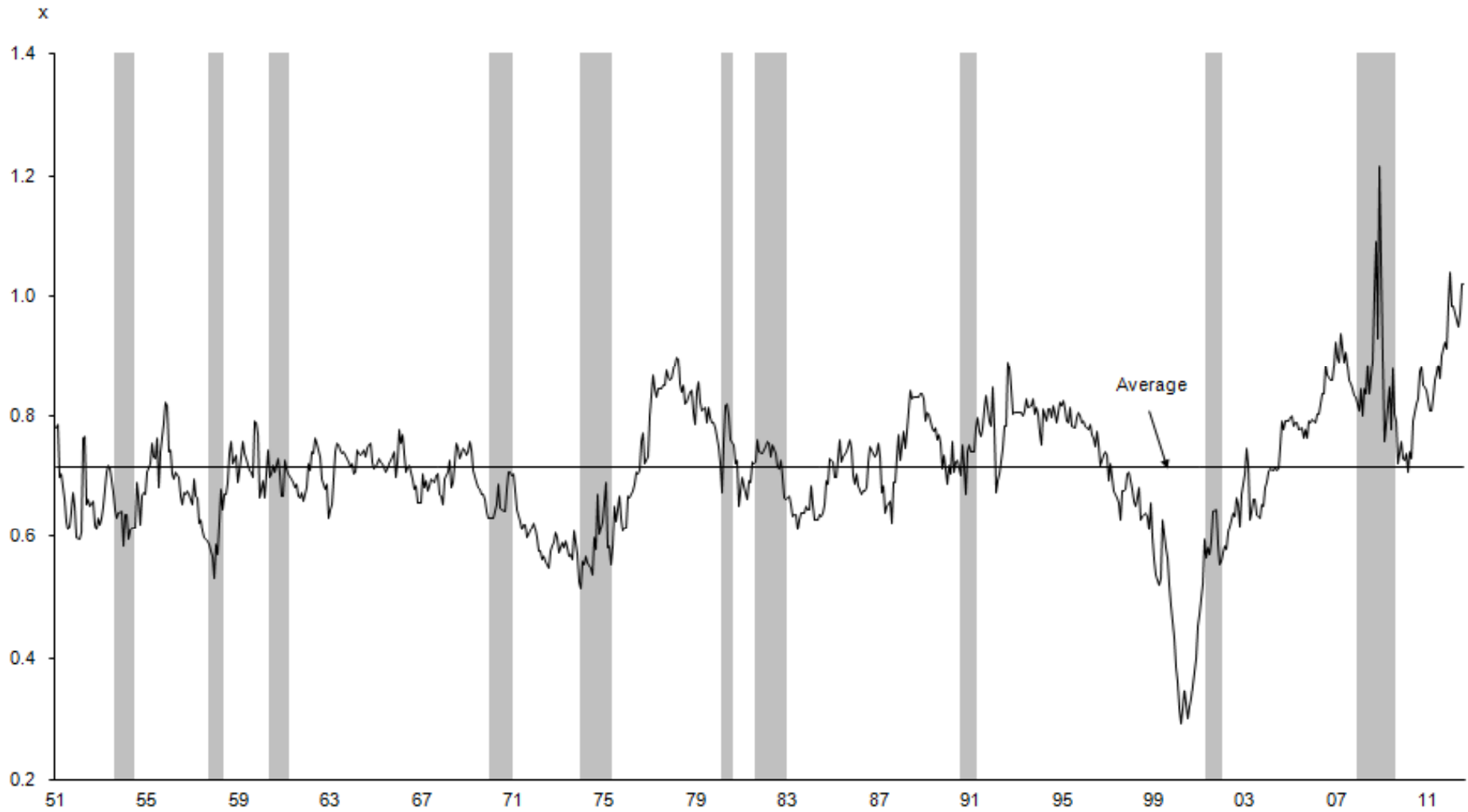


Source: Robert Shiller, Standard and Poors, Corporate Reports, Empirical Research Partners Analysis.

¹ Capitalization-weighted data. ¹ trailing earnings yields less the core CPI.

Economic and Market Outlook

Large-Capitalization Stocks
Highest Quintile of Dividend Yield
Relative Trailing-P/E Ratios¹
1951 Through Early-July 2012



Source: Corporate Reports, Empirical Research Partners Analysis.
¹Capitalization-weighted data.

Recessions





Appendix

WHV Investment Management

Appendix

Appraisal

APPRAISAL SUMMARY
BAY COUNTY
EMPLOYEES' RETIREMENT SYSTEM
September 30, 2012

CLASSIFICATION	MARKET VALUE	% ACCOUNT	% CATEGORY	INCOME	YIELD
CASH ACCOUNTS					
CASH	194,268	0.7	100.0	18	0.0
EQUITY					
FINANCIALS	2,772,217	9.5	9.6	22,680	0.8
CONSUMER DISCRETIONARY	3,687,233	12.7	12.7	24,670	0.7
CONSUMER STAPLES	1,616,246	5.5	5.6	37,703	2.3
HEALTH CARE	3,122,346	10.7	10.8	67,296	2.2
INDUSTRIALS	4,207,979	14.4	14.5	65,626	1.6
INFORMATION TECHNOLOGY	7,290,670	25.0	25.2	47,851	0.7
ENERGY	3,722,248	12.8	12.9	56,288	1.5
MATERIALS	2,521,754	8.7	8.7	70,070	2.8
TOTAL EQUITY	28,940,693	99.3	100.0	392,184	1.4
TOTAL FUND	29,134,961	100.0		392,202	1.3



Appendix

Appraisal

**STATEMENT OF ASSETS
BAY COUNTY
EMPLOYEES' RETIREMENT SYSTEM
September 30, 2012**

AMOUNT	DESCRIPTION	PRICE	MARKET VALUE	RATE	INCOME	COST
CASH ACCOUNTS						
CASH						
	DIVIDEND ACCRUAL		13,886	0.000	0	13,886
	MONEY MARKET FUND		180,382	0.010	18	180,382
			194,268		18	194,268
TOTAL CASH ACCOUNTS			194,268		18	194,268
EQUITY						
COMMON STOCKS						
FINANCIALS						
5,900	AFFILIATED MANAGERS GROUP	123.000	725,700	0.000	0	467,635
17,000	CITIGROUP INC	32.720	556,240	0.040	680	595,547
4,700	INTERCONTINENTAL EXCHANGE INC	133.410	627,027	0.000	0	430,185
25,000	WELLS FARGO	34.530	863,250	0.880	22,000	641,089
			2,772,217		22,680	2,134,457
CONSUMER DISCRETIONARY						
11,000	BORGWARNER INC.	69.110	760,210	0.000	0	841,382
14,000	DIRECTV-CLASS A	52.440	734,160	0.000	0	646,883
19,700	DOLLAR TREE INC	48.290	951,313	0.000	0	589,503
11,800	NORDSTROM INC	55.180	651,124	1.080	12,744	398,366
8,900	YUM! BRANDS INC	66.340	590,426	1.340	11,926	460,450
			3,687,233		24,670	2,936,583
CONSUMER STAPLES						
19,820	CVS CAREMARK CORP.	48.420	959,684	0.650	12,883	777,565
7,300	PHILIP MORRIS INTERNATIONAL	89.940	656,562	3.400	24,820	336,012
			1,616,246		37,703	1,113,576

Appendix

Appraisal

**STATEMENT OF ASSETS
BAY COUNTY
EMPLOYEES' RETIREMENT SYSTEM
September 30, 2012**

AMOUNT	DESCRIPTION	PRICE	MARKET VALUE	RATE	INCOME	COST
HEALTH CARE						
6,700	LABORATORY CRP OF AMER HLDGS	92.470	619,549	0.000	0	514,504
49,000	PFIZER INC	24.850	1,217,650	0.880	43,120	944,069
16,300	ST JUDE MEDICAL INC	42.130	686,719	0.920	14,996	744,775
10,800	UNITEDHEALTH GROUP INC	55.410	598,428	0.850	9,180	594,163
			3,122,346		67,296	2,797,511
INDUSTRIALS						
16,300	DANAHER CORP	55.150	898,945	0.100	1,630	678,750
6,400	FEDEX CORP	84.620	541,568	0.560	3,584	380,198
7,300	FLOWSERVE CORP	127.740	932,502	1.440	10,512	850,459
12,200	ROCKWELL AUTOMATION	69.550	848,510	1.880	22,936	752,627
12,600	UNITED TECHNOLOGIES	78.290	986,454	2.140	26,964	995,726
			4,207,979		65,626	3,657,760
INFORMATION TECHNOLOGY						
1,900	APPLE COMPUTER	667.105	1,267,500	10.600	20,140	570,925
12,600	ASML HOLDING N. V. ADR	53.680	676,368	0.518	6,527	492,176
23,600	AUTODESK	33.350	787,060	0.000	0	736,523
40,600	EMC CORP	27.270	1,107,162	0.000	0	988,869
1,500	GOOGLE INC-CL A	754.500	1,131,750	0.000	0	748,494
11,300	INTUIT INC	58.880	665,344	0.680	7,684	576,311
13,500	QUALCOMM INC	62.470	843,345	1.000	13,500	549,138
18,700	SANDISK CORP	43.430	812,141	0.000	0	705,656
			7,290,670		47,851	5,368,092
ENERGY						
7,400	CHEVRON CORP	116.560	862,544	3.600	26,640	783,847
16,000	ENSCO PLC - CL A	54.560	872,960	1.475	23,600	776,024
12,600	NATIONAL OILWELL VARCO INC	80.110	1,009,386	0.480	6,048	773,229



Appendix

Appraisal

**STATEMENT OF ASSETS
BAY COUNTY
EMPLOYEES' RETIREMENT SYSTEM
September 30, 2012**

AMOUNT	DESCRIPTION	PRICE	MARKET VALUE	RATE	INCOME	COST
12,300	OIL STATES INTERNATIONAL INC	79.460	977,358	0.000	0	930,561
			3,722,248		56,288	3,263,660
MATERIALS						
22,400	FREEPORT-MCMORAN COPPER & GOLD	39.580	886,592	1.250	28,000	682,331
20,200	LYONDELLBASELL INDUSTRIES NV-CL A	51.660	1,043,532	1.600	32,320	790,836
6,500	MONSANTO CO	91.020	591,630	1.500	9,750	592,488
			2,521,754		70,070	2,065,655
TOTAL EQUITY			28,940,693		392,184	23,337,295
TOTAL FUND			29,134,961		392,202	23,531,563



Appendix

Key Professional Biographies



Jeffrey C. Coburn, CFA

Vice President
Portfolio Manager and Security Analyst

Mr. Coburn is the product manager and a portfolio manager for WHV's Large Cap Core Equity strategy. He is also one of two portfolio managers on the WHV Mid Cap Equity team and is an assistant portfolio manager on the WHV Small Cap Equity strategy. Mr. Coburn joined WHV in 2003, after completing his undergraduate studies and interning in the Capital Markets Division at Morgan Stanley, as well as with Neuberger Berman. He received a bachelor's degree from the University of Michigan, an MBA from University of California, Berkeley and holds the Chartered Financial Analyst designation.



Reiner M. Triltsch, CFA

Chief Investment Officer, Managing Director
Executive Vice President and Portfolio Manager

Mr. Triltsch oversees the investment operations of the firm and contributes to the development and execution of the firm's corporate goals. He is also a portfolio manager on the WHV Emerging Markets Equity, WHV Large Cap Core Equity and WHV International Small Cap teams. Prior to joining WHV in 2009, Mr. Triltsch was the Head of International Equities for Federated Global Investment Management Corp. and held a similar position at US Trust. Mr. Triltsch previously co-founded Gulfstream Global Investors, Ltd which was acquired by the German bank WestLB and became part of its WestAM subsidiary in 2001. He received his bachelor's, masters' and MBA degrees from Texas Christian University and holds the Chartered Financial Analyst designation.



J. Michael Gallagher, CFA, CIC

Senior Vice President
Portfolio Manager and Security Analyst

Mr. Gallagher is a Portfolio Manager on the WHV Large Cap Core Equity investment committee. Prior to joining WHV in 1976, Mr. Gallagher worked for the Trust Department of the Bank of America as a Security Analyst, eventually becoming Vice President responsible for the Northern California Trust Portfolio Management Group. He received a bachelor's degree from the University of Notre Dame and a master's degree from Columbia University. Mr. Gallagher holds the Chartered Financial Analyst and Chartered Investment Council designations.

Appendix

Key Professional Biographies



James R. Simone, CFA

Senior Vice President
Director of Research and Portfolio Manager

Mr. Simone is responsible for heading WHV's security research efforts and is one of the two lead portfolio managers on the WHV Large Cap Growth Equity team. In addition, he is a member of the Large Cap Core Equity investment committee. Prior to joining WHV in 2006, Mr. Simone founded Sound Capital Partners where he was Managing Director and Co-Chief Investment Officer. Previous to that, he held portfolio management and analyst positions at Bank of America Capital Management. Mr. Simone received a bachelor's degree from Brown University and holds the Chartered Financial Analyst designation.



Thomas M. Swoffer, CFA

Vice President
Portfolio Manager and Security Analyst

Mr. Swoffer is one of the four lead portfolio managers on the WHV Small Cap Equity strategy. He is also one of two portfolio managers on the WHV Mid Cap Equity strategy, and is a contributing portfolio manager on the Large Cap Core Equity investment committee. Prior to joining WHV in 2002, he was a Senior Portfolio Manager at an affiliate company, Laird Norton Trust Company. Previous to that, he worked for SAFECO Asset Management as a Portfolio Manager and Security Analyst. Mr. Swoffer received his bachelor's degree and an MBA from the University of Washington and holds the Chartered Financial Analyst designation.



Alex P. Lilles, CFA

Vice President
Portfolio Manager and Security Analyst

Mr. Lilles is a contributing Portfolio Manager and Security Analyst on the WHV Large Cap Core Equity team. Prior to joining WHV in 1999, he worked as a registered representative at Bidwell & Company and previously as a trader at Fuller & Thaler Asset Management. Mr. Lilles received a bachelor's degree from Washington State University and holds the Chartered Financial Analyst designation.

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Key Professional Biographies



Adam J. Kuhlmann

Portfolio Manager Assistant and
Research Associate

Mr. Kuhlmann is a portfolio manager and security analyst on several of WHV's strategies, including Large Cap Core Equity, International Small Cap Equity and Emerging Markets Equity. He joined the firm in 2006 as an Equity Trader and was promoted to Portfolio Manager Assistant and Research Associate in 2008. In 2012, he was promoted to Assistant Vice President, Portfolio Manager and Security Analyst. Prior to joining WHV, Mr. Kuhlmann began his career in the investment industry as an intern at WHV and also UBS Financial Services Inc. He received his bachelor's degree from the University of Minnesota Duluth.



Eswar C. Menon

Vice President
Portfolio Manager and Security Analyst

Mr. Menon is a Portfolio Manager on the WHV Emerging Markets Equity and WHV International Small Cap strategies. He also serves as an analyst on WHV Large Cap Core strategy and the Assistant Product Manager for the WHV Small Cap Equity strategy. Prior to joining WHV in 2010, he founded Denahi Global Investments, LLC, an investment adviser that managed a long-short hedge fund, the Denahi Asia Focus Fund, LP. Previous to that, he held portfolio management positions at Loomis Sayles & Co., L.P. and Nicholas-Applegate Capital Management. Mr. Menon received a bachelor's degree from the Indian Institute of Technology, Madras, a masters' degree from the University of California, Santa Barbara and an MBA from the University of Chicago.



Stephen E. Moore, CFA

Vice President
Security Analyst and Portfolio Manager

Mr. Moore is one of the four lead Portfolio Managers on the WHV Small Cap Equity strategy and one of two Portfolio Managers on the WHV Large Cap Growth Equity strategy. He also serves on the Large Cap Core Equity strategy. Prior to joining WHV in 2000, Mr. Moore was Vice President at Garland Investment Management, before which, he was a Portfolio Manager and Director of Research at McCullough, Andrews and Cappiello. He received a bachelor's degree from the University of California, Berkeley and an MBA from the University of California, Los Angeles. Mr. Moore also holds the Chartered Financial Analyst designation.

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Key Professional Biographies



Lisa Pelayo

Vice President and Head Equity Trader

Ms. Pelayo is WHV's head equity trader and responsible for managing the firm's trading desk operations. Prior to joining WHV in 2001, she worked at Harris, Bretall, Sullivan and Smith where she was responsible for trading the investment firm's largest broker sponsored wrap program. Previous to that, she was an assistant trader at EGM Capital (formerly known as Emerging Growth Management Company). Ms. Pelayo received her bachelor's degree from St. Mary's College of California.



Jeffrey A. Stabler, CFA

Vice President, Global Consultant Relations

Mr. Stabler oversees WHV's Global Consultant Relations efforts and focuses on developing institutional business opportunities. Prior to joining WHV in 2011, he served as the head of the U.S. consultant relations team at RCM Capital Management, previous to which, he held the position of Principal at Wells Capital Management. Mr. Stabler's experience includes international banking, capital markets and investment management roles in the U.S., Australia, Singapore and in the U.K. He received a bachelor's degree from Miami University and holds the Chartered Financial Analyst Designation.