MARIANAS PUBLIC LAND TRUST (A COMPONENT UNIT OF THE COMMONWEALTH OF THE NORTHERN MARIANA ISLANDS)

FINANCIAL STATEMENTS AND INDEPENDENT AUDITORS' REPORT

YEARS ENDED SEPTEMBER 30, 2010 AND 2009

Deloitte.

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INDEPENDENT AUDITORS' REPORT

Board of Trustees Marianas Public Land Trust:

We have audited the accompanying statements of net assets of the Marianas Public Land Trust (MPLT), a component unit of the Commonwealth of the Northern Mariana Islands (CNMI), as of September 30, 2010 and 2009, and the related statements of revenues, expenses and changes in net assets and cash flows for the years then ended. These financial statements are the responsibility of MPLT's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in Government Auditing Standards issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of MPLT's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the financial position of the Marianas Public Land Trust as of September 30, 2010 and 2009, and its changes in net assets and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

The Management's Discussion and Analysis on pages 3 through 9 is not a required part of the basic financial statements but is supplementary information required by the Governmental Accounting Standards Board. This supplementary information is the responsibility of the Marianas Public Land Trust's management. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the supplementary information. However, we did not audit such information and we do not express an opinion on it.

Our audits were conducted for the purpose of forming an opinion on the Marianas Public Land Trust's basic financial statements. The accompanying combining information presented on pages 31 through 33 and schedules of investments and administrative expenses compared to budget presented on pages 34 through 50 are presented for purposes of additional analysis and are not a required part of the basic financial statements. This combining information and schedules are the responsibility of the Marianas Public Land Trust's management. The combining information and schedules have been subjected to the auditing procedures applied by us in the audit of the 2010 financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

In accordance with Government Auditing Standards, we have also issued our report dated April 25, 2011, on our consideration of internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with Government Auditing Standards and should be considered in assessing the results of our audit.

April 25, 2011

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Management's Discussion and Analysis Year Ended September 30, 2010

As management of the Marianas Public Land Trust (MPLT), we offer readers of MPLT's financial statements this narrative overview and analysis of the financial activities of MPLT for the year ended September 30, 2010. This Management's Discussion and Analysis should be read in conjunction with the audited financial statements.

Implementing Authority

The origins of MPLT are found in both the Constitution of the Commonwealth of the Northern Mariana Islands and Public Law (P.L.) 94-241, Covenant to Establish a Commonwealth of the Northern Mariana Islands in Political Union with the United States of America. Both of these documents came into full force and effect on January 9, 1978.

Article XI, Section 6 of the Constitution provides for the establishment of MPLT upon the effective date of the Constitution. Some excerpts pertaining to the operating requirements of MPLT are:

- "... The number of trustees appointed by the Governor with the advice and consent of the Senate shall be ...[five]. Three shall be from Saipan, one from Rota and one from Tinian. At least one trustee shall be a woman and at least one trustee shall be of Carolinian descent. The trustees shall serve for a term of six years ... [shall] be staggered."
- "... The trustees shall make reasonable, careful and prudent investments."
- "... The trustees shall ...[use] the interest on the amount received for the lease of property at Tanapag Harbor for the development and maintenance of a memorial park. The trustees shall transfer to the general revenues of the Commonwealth the remaining interest accrued ...[except] that the trustees may retain the amount necessary to meet reasonable expenses of administration."
- "... The trustees shall make an annual written report to the people of the Commonwealth accounting for the revenues received and expenses incurred by the Trust and describing the investments and other transactions authorized by the trustees."
- "... The trustees shall be held to strict standards of fiduciary care. Each trustee shall annually submit to the Governor and the presiding officers of the Legislature a report disclosing their financial affairs, as provided by law."

The Covenant contains key provisions, which are fundamental to MPLT's development. Article VIII, Section 802 requires that certain lands be made available to the Untied States Government by lease in order for it to carry out its defensive responsibilities. These lands consist of 7,203 hectares on Tinian, 72 hectares at Tanapag Harbor in Saipan, and the entire island of Farallon de Medinilla.

Article VIII, Section 803 of the Covenant describes the lease terms for the above properties. The Commonwealth will lease the property to the United States for 50 years with the United States having the option of renewing the lease for all or part of the property for an additional term of 50 years. The United States will pay the Commonwealth, in full settlement of the two 50 year lease terms, the total sum of \$19,520,600 determined as follows:

Tinian Island property - \$17.5 million;

Saipan Island property located at Tanapag Harbor - \$2 million;

Farallon de Medinilla Island - \$20,600.

The above sum will be adjusted by a percentage, which will be the same as the percentage change in the United States Department of Commerce composite price index from the date of signing the Covenant. Additional terms and conditions of this lease are found in the Technical Agreement Regarding Use of Land to Be Leased by the United States, which was executed simultaneously with the Covenant.

Furthermore, Section 803 provides for over 53 hectares of the leased property at Tanapag Harbor to be made available to the United States, at no cost to the Commonwealth, to establish an American Memorial Park to honor the American and Chamorros who died in the World War II Marianas Campaign. The \$2 million received from the United States for the lease of this property would be placed into a trust fund with the "income" to be used for the development and maintenance of the park.

This was the initial source of the funding for MPLT, i.e., \$23,942,602 allocated to the MPLT General Fund and \$2,000,000 allocated to the MPLT Park Fund. In 1991, 2007 and 2008, additional distributions were received of \$1,000,000, \$1,250,000 and \$3,500,000, respectively, from the Marianas Public Land Corporation and its successor, the Department of Public Lands. These amounts were treated as General Fund principal contributions.

Financial Highlights

The following financial highlights are taken from the audited financial statements for the years ended September 30, 2010, 2009 and 2008.

• The assets of MPLT decreased in 2010 by \$1,646,226 over the amount at 2009. This net decrease in assets was due primarily to the actual distribution of past accumulated interest from the Northern Marianas Housing Corporation (NMHC) loan plus an advance of future contributions to the Commonwealth of the Northern Mariana Islands (CNMI) General Fund. This decrease from distributions was compensated by an increase in the fair value of investments.

The assets of MPLT increased in 2009 by \$3,566,633 over the amount at 2008. This increase in assets was due primarily to the increase in fair value of investments beginning in March 2009. But the partial recovery did allow the Trust to regain a substantial portion of the loss occurring in 2008.

 Total liabilities for 2010 decreased by \$4,587,499 from 2009 due to decreases in due to CNMI General Fund and due to brokers of \$4,412,649 and \$175,084, respectively.

Total liabilities for 2009 decreased by \$13,721 from 2008 due to decreases in accounts payable and accrued expenses and due to CNMI General Fund of \$30,544 and \$103,131, respectively.

- The above changes resulted in an increase in net assets of \$2,941,273 for 2010, \$3,580,354 for 2009 and a decrease in net assets of \$8,603,780 for 2008.
- Total revenues of MPLT are a combination of (1) gains (losses) attributable to the valuation of investments plus (2) income earned on such investments. Total operating revenues for 2010, 2009 and 2008 were \$5,565,526, \$6,643,905 and \$(4,636,399), respectively.
- The total performance of MPLT for 2010 was 8% as growth was minimal, 2009 was 10% due to the partial recovery from the recession, and 2008 was -6.2% due to the global recession.
- The overall administrative costs decreased in 2010 by 5% or \$38,452. This was due
 primarily to the decline in money administration expenses, loan administration fees,
 salaries and benefits, and offices expenses.

The overall administrative costs decreased in 2009 by 11% or \$98,993. This was due primarily to the decline in money management fees, consultancy fees, salaries and benefits, offices expenses and professional fees.

The overall administrative costs increased in 2008 by 43% or \$279,772. This was due primarily to the new costs associated with the administration of the NMHC loans and increases in salaries, office supplies, legal fees and travel.

MPLT General Fund Operations

The Board of Trustees amended its Investment Policy Statement in December 2010 in order to increase its fixed income yield by adding an allocation for convertible securities. Also an allocation was made to alternative investments in order to pursue the growth occurring in Asia. The last time the Investment Policy Statement was changed was in 2006 when the asset allocation was amended in order to increase the portion to fixed income and correspondingly reduce the equity allocation. This was done for the purpose of benefiting its income beneficiary, the CNMI General Fund. Due to falling governmental revenues, the CNMI General Fund is suffering a severe cash flow problem and is experiencing difficulty meeting its financial obligations. In recognition of this situation, the MPLT Board made this reallocation decision in order to allow more investment income to be realized and thereby increase its annual distribution to the CNMI General Fund. As part of this plan, P.L.s 10-29 and 12-27 were repealed through the enactment of P.L. 15-48 on March 13, 2007, and more fully discussed in the review of the local investments program. The investment income for 2010, 2009 and 2008 was \$2,345,965, \$2,777,718 and \$3,073,216, respectively.

The distributions to the CNMI General Fund paid for 2010, 2009 and 2008 was \$1,625,996, \$2,013,563 and \$6,319,596, respectively. The cumulative amount distributed to the CNMI General Fund since inception in 1983 has been \$47,724,733. This has occurred while growing the principal fund by \$34,950,780 for the same time-period. The General Fund's annual return for 2010 was 8.02%, 2009 was 10% and 2008 was -6.15%.

The Board of Trustees made one local investment in 2008 as a loan to the Commonwealth Utilities Corporation (CUC) in the amount of \$3,500,000 for three years at an interest rate of 7%. CUC is paying the interest on a monthly basis. In fiscal years 2010 and 2009, \$1,554,654 and \$1,700,000, respectively, was paid on the principal as an offset to the annual CNMI distribution. The balance of \$245,346 will be paid in 2011 by CUC.

The remaining local investment is a loan made to NMHC. NMHC defaulted on this loan in 2007 when P. L. 10-29 and 12-27 was repealed per P.L. 15-48. MPLT negotiated a settlement agreement wherein \$2,025,000 was paid and the related loan portfolio was transferred to MPLT. MPLT is currently managing these loans and attempting to recover its \$8.9 million principal. Due to collection uncertainty for this investment, a write-down of value amounting to \$4,172,000 was recognized by MPLT as of September 30, 2010. Interest on this investment is being recognized based on collections.

General Fund Condensed Financial Statements Summaries:

STATEMENTS OF NET ASSETS

OTA: EMENT	0, 1121 400210						
Assets	<u>2010</u>	<u>2009</u>	2008				
Current assets Other assets, restricted Notes receivable - noncurrent portion Capital assets	\$.1,960,746 54,209,128 8,223,427 354,358	\$ 19,474,121 40,548,730 6,353,679 333,931	\$ 3,993,000 50,652,080 8,486,883 350,571				
Total	\$ 64,747,659	\$ 66,710,461	\$ 63,482,534				
<u>Liabilities and Net Assets</u>	•						
Current liabilities	\$ 104,277	\$ 4,700,928	\$ 4,693,184				
Invested in capital assets Restricted	354,358 64,289,024	333,931 61,675,602	350,571 58,438,779				
Net assets	64,643,382	62,009,533	58,789,350				
Total	\$ 64,747,659	\$ 66,710,461	\$ 63,482,534				
STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN NET ASSETS							
	<u>2010</u>	2009	2008				
Operating revenues, net Operating expenses Nonoperating income (expenses), net	\$ 4,979,814 (719,969) (1,625,996)	\$ 5,997,902 (764,156) (2,013,563)	\$ (4,109,029) (853,621) (2,819,596)				
Change in net assets	2,633,849	3,220,183	(7,782,246)				
Beginning net assets	62,009,533	58,789,350	66,571,596				
Ending net assets	\$ 64,643,382	\$ 62,009,533	\$ 58,789,350				
STATEMENTS	OF CASH FLOWS						
	<u>2010</u>	<u> 2009</u>	<u>2008</u>				
Cash flows from operating activities Cash flows from noncapital financing activities Cash flows from capital and related financing activities Cash flows from investing activities	\$ (2,921,393) (71,342) (39,595) (14,699,146)	\$ 2,489,569 (313,563) (1,622) 13,637,499	\$ 1,550,879 1,700,000 (339,089) (4,705,535)				
Net (decrease) increase in cash and cash equivalents	(17,731,476)	15,811,883	(1,793,745)				
Cash and cash equivalents at beginning of year	18,757,809	2,945,926	4,739,671				
Cash and cash equivalents at end of year	\$ 1,026,333	\$ <u>18,757,</u> 809	\$ 2,945,926				

The statements above are inclusive of amounts due from the Park Fund of \$35,430 that is eliminated in the accompanying financial statements.

Capital Assets:

At September 30, 2010, 2009 and 2008, MPLT had \$354,358, \$333,931, and \$350,571, respectively, in capital assets, net of accumulated depreciation where applicable, including land, leasehold improvements, furniture, fixtures and equipment and vehicles, which represent a net increase in 2010 of \$20,427, a net decrease in 2009 of \$16,640 and a net increase in 2008 of \$324,436. See note 4 to the financial statements for more information on MPLT's capital assets.

Goals and Objectives:

It is the intent of MPLT to continue to monitor its investment portfolio to ensure an adequate risk-adjusted rate of return is achieved. This is the phase of the Five-Step Investment Management Process that MPLT is currently performing. This involves periodic rebalancing of the portfolio to comply with its asset allocation investment policy. Occasionally, the Board may find it necessary or desirable to add additional asset classes, which require amendment of its Investment Policy Statement. It is MPLT's fiduciary duty to continue to follow the well-established prudent investment management practices.

MPLT Park Fund Operations

The MPLT Park Fund is part of the overall trust fund but is separately managed and accounted for due to its funding source and a different beneficiary as compared to the MPLT General Fund. The Park Fund's annual return for 2010 was 7.65%, 2009 was 8.8% and 2008 was -6.49%. The Park Fund has not suffered local investment losses as it only invests to benefit the American Memorial Park (AMP). As stated previously, the Park Fund received its principal funding from the lease proceeds of a portion of the Tinian - Tanapag Harbor - Farallon de Medinilla land lease revenues. The \$2,000,000 for the Tanapag Harbor in Saipan was dedicated to the formation of AMP. The income on this principal contribution can only be used for the maintenance and development of AMP. Accordingly, this initial principal contribution has been prudently managed since 1983 and has grown to \$6,022,145. This has been accomplished while distributing \$4,921,588 for AMP maintenance and development.

As part of a plan to make some of the principal available for development of AMP, MPLT entered into a loan arrangement with the Commonwealth Development Authority (CDA) on November 30, 2001 to lend them \$2,000,000 to be used with CIP funding grants in order to make the following additions and upgrades to AMP:

1.	AMP Visitor/Cultural Center	\$ 1,305,200
2.	AMP Marianas Memorial Garden	514,000
3.	Remodel and Upgrade Amphitheater	1,310,800
4.	Exhibit Design and Construction of Visitor Center	870,000
	Total	\$ 4.000.000

This loan is to be repaid from future income realized on the Park Fund investments. As income is received, the principal portion of the payment will be taken from the income stream and transferred to principal and re-invested. The term of the loan is fifteen years at an annual rate of 6.5%. The monthly principal and interest payment will be about \$17,200. It is through this mechanism that MPLT has been able to benefit AMP and sustain new development.

The Board of Trustees also amended its Investment Policy Statement in December 2010 in order to increase its fixed income yield by adding an allocation for convertible securities. Also, an allocation was made to alternative investments in order to pursue the growth occurring in Asia. The last time the Investment Policy Statement was changed was in 2006 when the asset allocation was amended in order to increase the portion to fixed income and correspondingly reduce the equity allocation. The reason for this change was also to grant more investment income and increase the annual available funds for maintenance and development of AMP. Additional investment revenues were deemed necessary to support the debt service on the CDA/AMP loan as the income fund balance was decreasing and MPLT is limited to distributing income only.

Park Fund Condensed Financial Statements Summaries:

STATEMENTS OF NET ASSETS

<u>Assets</u>	<u>2010</u>	<u>2009</u>	<u>2008</u>				
Current assets Other assets, restricted Notes receivable - noncurrent portion	\$ 352,124 6,583,591 1,132,843	\$ 1,938,718 4,557,372 1,254,243	\$ 843,165 5,201,873 1,379,643				
Total	\$ 8,068,558	\$ 7,750,333	\$ 7,424,681				
<u>Liabilities and Net Assets</u>							
Current liabilities	\$ 46,413	\$ 35,612	\$ 70,131				
Restricted principal Restricted income	7,768,884 	7,496,186 218,535	7,178,988 175,562				
Net assets	8,022,145	7,714,721	7,354,550				
Total	\$ 8,068,558	\$ 7,750,333	\$ 7,424,681				
STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN NET ASSETS							
	<u>2010</u>	2009	2008				
Operating revenues Operating expenses Nonoperating income (expenses), net	\$ 585,712 (71,799) (206,489)	\$ 646,003 (66,064) (219,768)	\$ (527,370) (75,592) (218,572)				
Change in net assets	307,424	360,171	(821,534)				
Beginning net assets	7,714,721	7,354,550	8,176,084				
Ending net assets	\$ 8,022,145	\$ 7,714,721	\$ 7,354,550				
STATEMENTS	OF CASH FLOWS						
	<u>2010</u>	<u>2009</u>	2008				
Cash flows from operating activities Cash flows from noncapital financing activities Cash flows from investing activities	\$ 241,272 (206,489) (1,632,121)	\$ 302,255 (219,768) 1,081,699	\$ 271,886 (218,572) 210,318				
Net (decrease) increase in cash and cash equivalents	(1,597,338)	1,164,186	263,632				
Cash and cash equivalents at beginning of year	1,783,731	619,545	355,913				
Cash and cash equivalents at end of year	\$ 186,393	\$ 1,783,731	\$ 619,545				

The statements above are inclusive of amounts due to the General Fund of \$35,430 that is eliminated in the accompanying financial statements.

Goals and Objectives:

It is the intention of the Board of Trustees to continue to provide financial assistance to AMP in accordance with the terms of the Constitution and the Covenant. It has been through MPLT's stewardship of the Park Fund assets that the developments in AMP have occurred. The Trustees plan to continue this past record of achievement and use it as a basis for further enhancements of a facility, which benefits the CNMI as a whole.

Economic Outlook

In 2008, MPLT suffered its largest loss of principal since 2002. This was due to the worldwide credit collapse and the resulting recession. In 2009, a recovery of investment values began but the outlook for valuation growth moving forward is uncertain. There are many uncertainties as the recovery has been slow and unemployment remains high. There is also the potential for inflation. These factors will likely keep equity values in a slow growth mode for quite some time. It will likely take many years before the U.S. experiences a booming economy once again. The Trust has a long-term time horizon. Accordingly, the Trust is committed to its current investment allocation. Whereas, the Trust may add additional asset classes, the basic investment approach will remain the same.

Contacting MPLT's Financial Management

This report is designed to provide the branches of the CNMI Government and the public at large with a general overview of MPLT's finances and to show MPLT's accountability for the money it receives. The Management's Discussion and Analysis for the year ended September 30, 2009 is set forth in the report on the audit of MPLT's financial statements, which is dated June 30, 2010. The Discussion and Analysis explains the major factors impacting the 2009 financial statements. If you have questions about this report or the 2009 or 2008 reports or need additional financial information, contact the MPLT office, P.O. Box 501089, Saipan, MP 96950 or phone at (670) 322-4401 or email mplt@mplt.gov.mp.

Statements of Net Assets September 30, 2010 and 2009

<u>ASSETS</u>		2010		2009
Current assets: Cash and cash equivalents Receivables: Notes receivable, current portion	\$	1,212,726	\$	20,541,540 356,343
Accrued income Other Due from brokers		400,184 8,762 46,597		250,135 6,877 199,570
Prepaid expense		4,633		24,593
Total current assets	_	2,277,440		21,379,058
Other assets: Investments		60,792,719	_	45,106,102
Total other assets		60,792,719	_	45,106,102
Noncurrent assets: Notes receivable, net of current portion and allowance		0.256.270		7 (07 000
for loan losses Capital assets (net of accumulated depreciation)		9,356,270 354,358		7,607,922 333,931
Total noncurrent assets		9,710,628	_	7,941,853
	\$	72,780,787	\$_	74,427,013
LIABILITIES AND NET ASSETS				
Current liabilities: Accounts payable Due to CNMI Government Due to brokers Accrued expenses	\$	32,863 17,741 59,050 5,606	\$	33,173 4,430,390 234,134 5,062
Total liabilities		115,260		4,702,759
Commitment and contingency				
Net assets: Invested in capital assets Restricted	_	354,358 72,311,169		333,931 69,390,323
Total net assets		72,665,527		69,724,254
	\$	72,780,787	<u>\$</u>	74,427,013

Statements of Revenues, Expenses and Changes in Net Assets Years Ended September 30, 2010 and 2009

	_	2010		2009
Operating revenues: Net increase in the fair value of investments Interest income:	\$	2,906,547	\$	3,709,382
Investments Notes receivable Other Dividend income	_	1,886,841 388,962 6,474 376,702		2,260,415 520,821 675 324,612
	_	5,565,526		6,815,905
Less provision for Home Loan Program				(172,000)
Operating revenues, net		5,565,526		6,643,905
Operating expenses: Money manager fees Consultancy fees Salaries and benefits Money management administration Loan administration fee Office supplies Contract services Professional fees Trustees' expenses Depreciation Audit Rent and utilities Total operating expenses		179,456 126,780 86,108 73,044 72,994 66,740 66,165 46,614 25,202 19,168 15,651 13,846		163,991 103,880 91,410 75,100 135,246 72,519 66,950 38,515 25,300 18,262 13,288 25,759 830,220
Operating income		4,773,758	-	5,813,685
Other nonoperating expenses: Net contribution to the CNMI General Fund/		1,773,730		<u> </u>
American Memorial Park		(1,832,485)		(2,233,331)
Total nonoperating expenses	· · · · · · · · · · · · · · · · · · ·	(1,832,485)		(2,233,331)
Change in net assets		2,941,273		3,580,354
Net assets at beginning of year		69,724,254		66,143,900
Net assets at end of year	<u>\$</u>	72,665,527	\$	69,724,254

Statements of Cash Flows Years Ended September 30, 2010 and 2009

	_	2010		2009
Cash flows from operating activities: Cash received from operations Cash payments to suppliers for goods and services	\$	2,658,367 (5,338,488)	\$	3,641,470 (849,646)
Net cash (used for) provided by operating activities	_	(2,680,121)		2,791,824
Cash flows from noncapital financing activities:				
Net contributions	_	(277,831)	_	(533,331)
Net cash used for noncapital financing activities	_	(277,831)	_	(533,331)
Cash flows from capital and related financing activities: Acquisition of property and equipment		(39,595)		(1,622)
Net cash used for capital and related financing activities		(39,595)		(1,622)
Cash flows from investing activities:		,		
Net (increase) decrease in notes receivable		(3,551,197)		261,965
Net (increase) decrease in restricted assets	_	(12,780,070)		14,457,233
Net cash (used for) provided by investing activities		(16,331,267)		14,719,198
Net (decrease) increase in cash and cash equivalents		(19,328,814)		16,976,069
Cash and cash equivalents at beginning of year		20,541,540		3,565,471
Cash and cash equivalents at end of year	<u>\$</u>	1,212,726	\$	20,541,540
Reconciliation of operating income to net cash (used for) provided by operating activities:				
Operating income	\$	4,773,758	\$	5,813,685
Adjustments to reconcile operating income to net cash (used for) provided by operating activities:				
Net increase in fair value of investments		(2,906,547)		(3,709,382)
Depreciation		19,168		18,262
Provision for Home Loan Program (Increase) decrease in assets:		-		172,000
Receivable - accrued income		(150,049)		179,398
Other receivable		(1,885)		(4,866)
Due from CNMI Government		(1,500)		6,868
Due from brokers		152,973		347,361
Prepaid expense		19,960		(17,781)
Increase (decrease) in liabilities:				
Accounts payable		(310)		(27,652)
Due to CNMI Government		(4,412,649)		(103,131)
Payable to brokers Accrued expenses		(175,084)		(2.802)
•	_	544	-	(2,892)
Net cash (used for) provided by operating activities	<u>\$</u>	(2,680,121)	\$	2,791,824

Supplemental schedule of noncash operating, financing and investing activities:

Pursuant to Public Law 16-7 (as amended by Public Law 17-7 in fiscal year 2010), MPLT applied \$1,554,654 and \$1,700,000 of the required income distribution to the CNMI General Fund for the years ended September 30, 2010 and 2009, respectively, as repayment of CUC's note receivable.

Decrease in notes receivable Increase in net contribution	\$ (1,554,65 	(1,700,000) (1,700,000)
	\$	\$ -

See accompanying notes to financial statements.

Notes to Financial Statements September 30, 2010 and 2009

(1) Organization and Purpose

The Marianas Public Land Trust (MPLT), a component unit of the Commonwealth of the Northern Mariana Islands (CNMI), was formed on January 9, 1978, pursuant to the ratification and adoption of the Constitution of the CNMI, Covenant to Establish a Commonwealth of the Northern Mariana Islands in Political Union with the United States of America (the Covenant), and Technical Agreement Regarding Use of Land to be Leased by the United States in the Northern Mariana Islands.

MPLT did not become operational until May 17, 1983, when its Trustees were appointed by the Governor with confirmation by the Senate.

The purpose of MPLT is to manage all monies received by it from the CNMI Department of Public Lands (DPL) for the use of public lands. DPL has the responsibility to manage the public lands and distribute to MPLT all revenues net of reasonable expenses of administration.

MPLT's responsibility, with respect to monies received by it from DPL, requires it to make reasonable, careful and prudent investments. The Trustees have taken the position that their duty to the beneficiaries is not only to provide income to the general fund of the CNMI but also to preserve the principal of MPLT. As such, MPLT is currently allocating capital gains and losses on equity investments to principal fund balance. These capital gains and losses are not considered to be available for distribution to the general fund of the CNMI. Other forms of income on investments, after deduction of amounts necessary to meet reasonable administrative expenses, are distributed to the general fund of the CNMI.

Additionally, MPLT is responsible for carrying out the intention of Article VIII, Section 803(e) of the Covenant, by establishing a separate trust fund for the development and maintenance of an American Memorial Park. The Trustees are allocating capital gains and losses on equity investments of this trust fund to the principal of the trust fund. Other forms of income on investments, after deduction of amounts necessary to meet reasonable administrative expenses, are to be used for the development and maintenance of the American Memorial Park.

(2) Summary of Significant Accounting Policies

The accounting policies of MPLT conform to accounting principles generally accepted in the United States of America, as applicable to governmental entities, specifically proprietary funds. Governmental Accounting Standards Board (GASB) Statement No. 20, Accounting and Financial Reporting for Proprietary Funds and Other Governmental Entities that Use Proprietary Fund Accounting, requires that proprietary activities apply all applicable GASB pronouncements as well as Statements and Interpretations issued by the Financial Accounting Standards Board (FASB), Accounting Principles Board Opinions, and Accounting Research Bulletins of the Committee on Accounting Procedures issued on or before November 30, 1989. MPLT has implemented GASB 20 and elected not to apply FASB Statements and Interpretations issued after November 30, 1989.

Notes to Financial Statements September 30, 2010 and 2009

(2) Summary of Significant Accounting Policies, Continued

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Basis of Accounting

All proprietary funds are accounted for on a flow of economic resources measurement focus. With this measurement focus, all assets and liabilities associated with the operation of this fund are included on the statements of net assets. Proprietary fund operating statements present increases (e.g. revenues) and decreases (e.g. expenses) in net assets. The accrual basis of accounting is utilized for proprietary funds. Under this method, revenues are recorded when earned and expenses recorded at the time liabilities are incurred.

Concentrations of Credit Risk

Financial instruments which potentially subject MPLT to concentrations of credit risk consist principally of cash demand deposits and investments.

At September 30, 2010 and 2009, MPLT has cash deposits and investments in bank accounts that exceed federal depository insurance limits. MPLT has not experienced any losses in such accounts.

Cash and Cash Equivalents

For purposes of the statements of net assets and cash flows, MPLT considers all cash held in demand accounts with initial maturities of ninety days or less, to be cash and cash equivalents. At September 30, 2010 and 2009, total cash and cash equivalents were \$1,212,726 and \$20,541,540, respectively, and the corresponding bank balances were \$100,296 and \$276,718, respectively. Of the bank balance amount, \$100,296 and \$276,718 are maintained in financial institutions subject to Federal Deposit Insurance Corporation (FDIC) insurance as of September 30, 2010 and 2009, respectively. Bank deposits in the amount of \$96,050 and \$239,034 were FDIC insured as of September 30, 2010 and 2009, respectively. Bank deposits in the amount of \$3,261 and \$-0- were uninsured at September 30, 2010 and 2009, respectively.

At September 30, 2010 and 2009, unrestricted cash and cash equivalents consisted of the following:

	<u>2010</u>	<u>2009</u>
Custodian money market sweep deposits Deposits with federally insured banks Uninsured deposits	\$ 1,113,415 96,050 3,261	\$ 20,302,506 239,034
	\$ <u>1,212,726</u>	\$ <u>20,541,540</u>

Notes to Financial Statements September 30, 2010 and 2009

(2) Summary of Significant Accounting Policies, Continued

Cash and Cash Equivalents, Continued

As of September 30, 2010 and 2009, custodian money market sweep deposits of \$1,113,415 and \$20,302,506, respectively, are held and administered by an investment manager subject to Securities Investor Protection Corporation (SIPC) insurance up to \$100,000 with coverage in excess of SIPC provided by a supplemental insurance policy through certain underwriters with a per client aggregate limit of \$1.9 million.

CNMI law does not require component unit funds to be collateralized and thus MPLT's funds are uncollateralized. Accordingly, the deposits are exposed to custodial credit risk.

Investments

Credit risk for investments is the risk that an issuer or other counterparty to an investment will not fulfill its obligations.

Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of debt instruments.

Concentration of credit risk for investments is the risk of loss attributed to the magnitude of an entity's investment in a single issuer. GASB Statement No. 40 requires disclosure by issuer and amount of investments in any one issuer that represents five percent (5%) or more of total investments for MPLT. As of September 30, 2010, MPLT's investment in U.S. agency obligations of the Freddie Mac Federal Home Loan Mortgage Corporation and Fannie Mae Federal National Mortgage Association constituted 7% and 6%, respectively, of its total investments. As of September 30, 2009, MPLT's investment in U.S. agency obligations of the Freddie Mac Federal Home Loan Mortgage Corporation and Fannie Mae Federal National Mortgage Association constituted 8% and 10%, respectively, of its total investments.

MPLT has selected a custodian for both funds who shall maintain custody of all cash, securities and other assets of MPLT and shall credit interest and dividends on said securities and credit principal paid on called or matured securities of MPLT. The custodian shall provide, on a timely basis, a monthly statement of all assets, to include an accounting of all activity during that month. The investment held and administered by the investment manager is subject to SIPC of up to \$500,000 (inclusive of the \$100,000 cash balance protection coverage) and supplemental insurance for amounts in excess of SIPC coverage through certain underwriters, subject to an aggregate firm-wide cap of \$1 billion with no per client sublimit.

The Trustees may engage the services of an investment consultant after a competitive search process. The investment consultant chosen shall demonstrate professional experience of at least ten (10) years with exclusive focus on Institutional Management Consulting.

When evaluating potential Investment Management Consulting Firms, the Trustees will consider at a minimum the following criteria:

• Must be a Registered Investment Advisor with exclusive focus on providing objective investment management consulting at an institutional level, having the support of a staff and/or organization, focused and experienced in consulting only.

Notes to Financial Statements September 30, 2010 and 2009

(2) Summary of Significant Accounting Policies, Continued

Investments, Continued

- The candidate should be objective, free of conflict of interest and free to secure services from leading third party providers that will best suit the interest of MPLT.
- Firms must demonstrate experience in the breadth and depth of its professional staff.
- Ability to provide unbiased fiduciary and financial advice to public trusts.
- Knowledge of legislative, operational and legal aspects of the local public trusts.
- Ownership or ready access to relevant and comprehensive performance databases with proven and verifiable process for the institutional client.
- Ability to provide quantitative analysis of manager and total fund performance. In particular, attribution analysis to maintain the interests of the management styles and strategic asset allocation.
- Ability to provide on-going training.
- Firms must be recognized as having substantial experience in the institutional level investment management consulting field. Firms offering consulting as incidental to their securities business shall not be considered.
- Shall not be an investment manager with discretion over MPLT assets.

The Trustees have determined that the following investment policy will govern the investment of assets of MPLT.

- (i) The Trustees, with the assistance of the investment consultant, will select appropriate investment managers to manage MPLT assets. Investment managers must meet the following minimum criteria:
 - 1. Be a bank, insurance company, investment management company, or investment adviser as defined by the Registered Investment Advisers Act of 1940, and not providing any other services, normally provided by separate vendors, to MPLT.
 - 2. Provide historical quarterly performance numbers calculated on a time-weighted basis, based on a composite of all fully discretionary accounts of similar investment style, reported gross of fees.
 - 3. Provide performance evaluation reports prepared by an objective third party that illustrate the risk/return profile of the manager relative to other managers of comparable investment style.
 - 4. Provide detailed information on the history of the firm, key personnel, key clients, fee schedule, and support personnel.
 - 5. Clearly articulate the investment strategy that will be followed and document that the strategy has been successfully adhered to over time.

Notes to Financial Statements September 30, 2010 and 2009

(2) Summary of Significant Accounting Policies, Continued

Investments, Continued

- 6. Selected firms shall have no outstanding legal judgments or past judgments which may reflect negatively upon the firm.
- (ii) Every money manager selected to manage MPLT assets must adhere to the following guidelines.
 - 1. The following securities and transactions are not authorized unless receiving prior Trustees approval:
 - Letter stock and other unregistered securities; commodities or other commodity contracts; and short sales or margin transactions.
 - Securities lending; pledging or hypothecating securities.
 - Investments in the equity securities of any company with a record of less than three years of continuous operation (including the operation of any predecessor) and investments for the purpose of exercising control of management are all restricted.

2. Domestic Equities:

- Equity holdings in any one company should not exceed more than 10% of the market value of MPLT's equity portfolio.
- Investments in any one sector should not be excessive.
- The manager shall emphasize quality in security selection and shall avoid risk of large loss through diversification.
- The manager shall emphasize quality in security selection of the specific style hired to manage and shall avoid risk of large loss through diversification within its mandated style.
- The managers shall have the discretion to invest a portion of the assets in cash reserves when they deem appropriate. However, the managers will be evaluated against their peers on the performance of the total funds under their direct management.
- Holdings of individual securities shall be large enough (round lots) for easy liquidation.

3. Domestic Fixed Income:

All fixed-income securities held in the portfolio shall have a nationally recognized credit quality rating of no less than "BBB" from Moody's, Standard & Poor's and/or Fitch's. U.S. Treasury and U.S. government agencies, which are unrated securities, are qualified for inclusion in the portfolio.

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Notes to Financial Statements September 30, 2010 and 2009

(2) Summary of Significant Accounting Policies, Continued

Investments, Continued

- 3. Domestic Fixed Income, Continued:
 - No more than 20% of the market value of the fixed income portfolio shall be rated less than single "A" quality, unless the manager has specific written authorization.
 - The exposure of the portfolio to any other issuer, other than securities of the U.S. government or agencies, shall not exceed 10% of the market value of the fixed income portfolio.

4. Domestic High Yield Fixed Income:

- All high yield fixed income securities held in the portfolio may have a
 nationally recognized credit quality rating of no less than "CCC" from
 Moody's, Standard & Poor's and/or Fitch.
- No more than 20% of the market value of the high yield fixed income portfolio may be rated less than single "B" quality, unless the manager has specific written authorization.
- The exposure of the portfolio to any other issuer may not exceed 10% of the market value of the high yield fixed income portfolio.

5. High Yield Local Investments:

MPLT has established a High Yield Local Investments program within the Domestic High Yield Fixed Income Asset Class (described as "Local High Yield" or "LHY"). This program is intended to allow MPLT or its consultants to entertain and consider prospects for investments in local programs but under the High Yield standard of return. MPLT must balance its fiduciary mandate to generate income from investments for the General Fund while allowing for consideration of possible local investments under competitive rates of return. MPLT will no longer analyze local investments simply on grounds of the social benefits of such investments. MPLT's experience under the LHY, as well as the existing economic conditions, compels strict discipline in demanding high yield given the attending high risks of such ventures. While the Trustees may be sympathetic as to the need to develop certain industries or ventures, MPLT is charged with generating income from its investments as opposed to local economic development. In the face of competing interests, MPLT must favor high yield income programs from local investments. There are various reasons for doing so including the following: local companies may lack sufficient capitalization; promissory notes or other security may not be traded and so they have no liquidity or marketability; local promissory notes are not rated and are considered less than investment grade; the proposing entity's financial profile suggests great challenges in servicing any investment by MPLT; credit ratings for such proposing entities are often low or high risk; the proposing entity is often unable to raise capital or secure other investors; and there is often a lack of sufficient collateral for investment.

Notes to Financial Statements September 30, 2010 and 2009

(2) Summary of Significant Accounting Policies, Continued

Investments, Continued

5. High Yield Local Investments, Continued:

Under the Local High Yield program, MPLT may limit the time horizon for each investment to no more than five years (60 months) for recovery of the principal investment. This is not a low-income or a low-interest program. Rather, the LHY contemplates a high yield standard of interest due to the risks. Although MPLT contemplates direct administration of the Local High Yield program, it may retain local administrators or managers at its discretion. The following constitute the standards of review of investments under the Local High Yield Asset Class:

- Risk-adjusted, market rates of return should be the primary consideration; with special attention paid to whether the LHY involves significantly greater financial risk.
- MPLT may establish one within the first quarter of each fiscal year to solicit, through a Request for Proposal, investment proposals under the LHY. This solicitation period may be no more than 30 days for each fiscal year. There may be no additional solicitation periods for each fiscal year.
- Proposal evaluations for LHY may include, but are not limited to, the following: credit worthiness of the proposer; the nature, type and value of the collateral offered to secure the investment; the experience of the proposer as to business development or in the applicable industry; references; a credit report; full authorization to MPLT to obtain tax, license, and other regulatory information; a tax clearance certification from the CNMI Division of Revenue and Taxation for all principals and the proposing entity; all copies of any court pleadings or litigation files including any administrative proceedings with the Department of Commerce, personal income tax returns and business gross revenue returns for the immediate prior five calendar years or the tax years in existence, whichever is less; a detailed itemization of costs; a detailed projection of income; a detailed Business Plan; and all Curriculum Vitae, including employment history and Criminal Background Clearance Sheet for all principals.
- Proposal evaluations for LHY from non-governmental applicants (including autonomous agencies or commissions established by law or initiative) shall include copies or certification of denied applications from at least one CNMI bank or financial institution and the Commonwealth Development Authority which would include the reasons for the denial of the loan applications for the proposing entity or applicant.
- MPLT may secure opinion and analyses from its investment consultants, legal counsel, and other entities with expertise whenever appropriate, and solicit community input as necessary, commensurate with standards of fiduciary care.
- Any LHY proposal may, at all times, be compared with the Domestic High Yield asset classification particularly as to risk and rates of return.

Notes to Financial Statements September 30, 2010 and 2009

(2) Summary of Significant Accounting Policies, Continued

Investments, Continued

- 5. High Yield Local Investments, Continued:
 - Specific LHY proposals should be evaluated against investments of a similar asset class within the CNMI.
 - An LHY should be an attractive investment on its own merits, and not be considered simply because the Trust has "available capital".
 - A viable LHY should be able to attract external financing: a proposed LHY funded entirely by the Trust should be limited in size and scope and subjected to close scrutiny.

The Trustees recognize the importance of establishing a competitive risk-adjusted rate of return policy as part of their due diligence in identifying and documenting LHY projects. Having a clear policy is fundamental in documenting and completing the preceding recommended guidelines. Accordingly, as part of the investment analysis, the identification of the source of repayment of a fixedincome security, e.g., promissory note, municipal bond, etc., is of primary consideration. Evaluation of the credit rating for such repayment source is fundamental to establishment of the risk-adjusted rate of return. Since such investments are not marketable locally or in the markets due to their risk and other limitations, then an "illiquidity premium" must be recognized and added to the base risk-adjusted rate. Due to the fact that administration of a High Yield Local Investment program is much more time-consuming and costly than a managed portfolio for MPLT, the assessment of a loan origination fee may be assessed and MPLT may establish that fee at the beginning of each fiscal year for all proposing entities, regardless of amount. Further, as part of the fee, MPLT may include fees for servicing costs, legal review fees, consultancy review fees, and any travel costs. In adopting this policy, MPLT may consider all proposing entities equally and comparatively, reserving the right to enlist the assistance of financial or other business experts to evaluate those proposals.

This LHY policy applies only to the MPLT General Fund and does not relate to the American Memorial Park. In the case of the American Memorial Park Fund, any LHY are limited to directly benefiting the beneficiary, American Memorial Park, by funding development projects.

- 6. International (Developed & Emerging Markets) Equities:
 - Equity holdings in any one company may not exceed more than 10% of the International Equity portfolio.
 - Investments in any one industry category should not be excessive.
 - Allocations to any specific country may not be excessive relative to a broadly diversified international equity manager peer group. It is expected that the non-U.S. equity portfolio will have no more than 40% of its mandated style in any one country.

Notes to Financial Statements September 30, 2010 and 2009

(2) Summary of Significant Accounting Policies, Continued

Investments, Continued

- 6. International (Developed & Emerging Markets) Equities, Continued:
 - The manager may enter into foreign exchange contracts on currency, provided that use of such contracts is limited to hedging currency exposure existing within the manager's portfolio. There may be no direct foreign currency speculation or any related investment activity.

7. International Fixed Income:

- Investments in a registered mutual fund may not be held to the same restrictions as set forth below for the respective asset classes. The Trustees instead will evaluate the risk and return merits of each mutual fund employing research as provided by third party service providers such as Consultant or Morningstar.
- Allocations to any specific country may not be excessive relative to a broadly diversified international fixed income manager peer group. It is expected that the non-U.S. fixed income portfolio will have no more than 40% of its mandated style in any one country.
- The manager may enter into foreign exchange contracts on currency, provided that use of such contracts is limited to hedging currency exposure existing within the manager's portfolio. There may be no direct foreign currency speculation or any related investment activity.

8. Cash/Cash Equivalents:

- Cash equivalent reserves shall consist of cash instruments having a quality rating of A-1, P-1 or higher. Eurodollar Certificates of Deposits, time deposits, and repurchase agreements are also acceptable investment vehicles.
- Idle cash not invested by the investment managers shall be invested daily through an automatic interest-bearing sweep vehicle selected by the manager available and/or managed by the custodian.

(iii) Asset allocation of the two funds is as follows:

		General Fund			Park Fund			
	Lower Limit	Strategic Allocation	Upper Limit	Lower <u>Limit</u>	Strategic Allocation	Upper <u>Limit</u>		
Domestic Equities: Large Cap Core	10%	20%	30%	10%	20%	30%		
Non U.S. Equities: Developed International Emerging Markets	5% 0%	10% 5%	15% 10%	5% 0%	10% 5%	15% 10%		
Domestic Fixed Income: Core High Yield Local High Yield	30% 0% 0%	45% 5% 5%	60% 10% 10%	30% 5%	45% 10% -	60% 15% -		
Non U.S. Fixed Income: International Bonds	0%	10% - 21 -	20%	0%	10%	20%		

Notes to Financial Statements September 30, 2010 and 2009

(2) Summary of Significant Accounting Policies, Continued

Investments, Continued

Rebalancing of Strategic Allocation

The percentage allocation to each asset class may vary as much as approximately 10% depending upon the market conditions.

When necessary and/or available, cash flows will be distributed following the strategic asset allocation of MPLT. If there are no cash flows, the allocation of MPLT will be reviewed quarterly.

If the Trustees judge cash flows to be insufficient to bring MPLT within the strategic allocation ranges, the Trustees shall decide whether to effect transactions so that MPLT would fall within the allocated threshold ranges.

Frequency

In two instances, portfolio rebalancing will be necessary to remain within the target asset allocation ranges:

- 1. Cash Flow Requirements
- 2. Significant Market Action

Positive cash flows should be directed to the under-weighted asset class, while negative cash flows (disbursements) should be directed away from the over-weighted asset class. This procedure is likely to be fairly routine and predictable.

Significant Market Action requires immediate action to restore asset allocation. This is neither predictable nor routine.

<u>Liquidity</u>

The Board Consultant shall prepare anticipated expenditure requirements for each disbursement period and communicate these disbursement requirements to all affected managers with as much advance notice as possible. It is anticipated that MPLT's fixed income manager will be the initial and main conduit for contributions and disbursements. It is further anticipated that most of all such disbursements will be made from "income" generated from each account.

MPLT values its investments at fair value in accordance with GASB Statement 31. MPLT's investments as of September 30, 2010 and 2009 (with combining information as of September 30, 2009) are as follows:

Notes to Financial Statements September 30, 2010 and 2009

(2) Summary of Significant Accounting Policies, Continued

Investments, Continued

	General Fund	Park Fund	<u>2010</u>	2009
Mutual funds	\$ 7,573,082	\$ 716,438	\$ 8,289,520	\$ -
Equities:				
Common stock Exchange traded and closed end funds	14,534,739 339,109	2,701,202 39,212	17,235,941 378,321	19,825,486
Fixed Income Securities:				
Mortgage and asset backed securities International bonds Corporate bonds Government obligations Government agencies	10,180,469 404,781 19,571,163 1,605,785	931,508 43,751 2,019,764 131,716	11,111,977 448,532 21,590,927 1,737,501	11,109,655 12,448,453 953,044 769,464
	\$ <u>54,209,128</u>	\$ <u>6,583,591</u>	\$ <u>60,792,719</u>	\$ <u>45,106,102</u>

GASB Statement No. 40 requires entities to provide information about the credit risk associated with their investments by disclosing the credit quality ratings. The following is a listing of MPLT's fixed income securities at September 30, 2010 and 2009:

		2010				
			Investment Matur	ities (In Years)		
_		Less			More	Credit
Investment Type	Fair Value	Than 1	<u>1 - 5</u>	6 - 10	<u>Than 10</u>	Rating
Mortgage and asset backed securities	\$ 2,945,731	\$ 12,682	\$ 1,109,518	\$ -	\$ 1,823,531	AAA
Mortgage and asset backed securities Government and Government	8,166,246	-	356,248	677,371	7,132,627	No rating
Sponsored Entity (GSE) Bonds	1,737,501	-	=	-	1,737,501	AAA
International bonds	280,767	_	280,767	. -		Α
International bonds	124,452	-	124,452	-	-	BB-
International bonds	43,313	-	-	43,313	-	В
Corporate bonds	210,111	-		210,111	-	AAA
Corporate bonds	909,699		551,368	358,331	-	AA
Corporate bonds	686,570	60,118	414,921	211,531	-	AA+
Corporate bonds	299,537	•		118,028	181,509	AA-
Corporate bonds	7,560,023	=	2,814,854	3,676,963	1,068,206	A
Corporate bonds	2,089,918	=	1,476,300	261,126	352,492	A+
Corporate bonds	3,404,580	-	1,837,058	1,211,681	355,841	_A
Corporate bonds	595,725	-	356,152	186,004	53,569	BBB
Corporate bonds	1,346,385	-	862,922	149,573	333,890	BB B +
Corporate bonds	579,621	-	196,852	334,035	48,734	BBB-
Corporate bonds	591,409	-	164,911	379,354	47,144	BB
Corporate bonds	559,325	-	220,119	339,206	-	BB+
Corporate bonds	1,086,077	-	252,486	833,591	-	BB-
Corporate bonds	502,786	-	237,236	175,460	90,090	В
Corporate bonds	512,664	-	211,777	254,393	46,494	B+
Corporate bonds	392,631	•	282,724	109,907	<u>-</u>	B-
Corporate bonds	178,050	-	<u>-</u>	178,050	-	CCC
Corporate bonds	<u>85,816</u>		<u>85,816</u>			CCC+
	\$ 34,888,937	\$72,800	\$ 11,836,481	\$ 9,708,028	\$ 13,271,628	

Notes to Financial Statements September 30, 2010 and 2009

(2) Summary of Significant Accounting Policies, Continued

Investments, Continued

		2009					
			Investment Matur	ities (In Years)			
Investment Type	Fair Value	Less <u>Than i</u>	<u>1 - 5</u>	<u>6 - 10</u>	More <u>Than 10</u>	Credit Rating	
Mortgage and asset backed securities Mortgaged and asset backed securities Government and Government	\$ 2,579,341 8,530,314	\$ - -	\$ 1,344,575 2,705	\$ - 668,023	\$ 1,234,766 7,859,586	AAA No rating	
Sponsored Entity (GSE) Bonds Corporate bonds	1,722,508 123,985	-	213,498	1,016,903 123,985	492,107	AAA AAA	
Corporate bonds Corporate bonds	410,467 457,779		5,801 457,779	27,299	377,367	AA AA+	
Corporate bonds Corporate bonds	284,672 4,326,421	-	2,010,349	10,810 1,576,990	273,862 739,082	AA- A	
Corporate bonds Corporate bonds	1,793,433 3,323,085	-	978,783 1,559,729	340,744 1,501,437	473,906 261,919	A+ _A	
Corporate bonds Corporate bonds	524,387 927,852	-	323,657 344,512	86,788 280,312	113,942 303,028	BBB BBB+	
Corporate bonds	<u>276,372</u> \$ <u>25,280,616</u>	\$ <u></u>	<u>276,372</u> \$ <u>7,517,760</u>	\$ <u>5,633,291</u>	\$ <u>12,129,565</u>	BBB-	

Notes Receivable and Allowance for Loan Losses

Notes receivable are stated at the amount of unpaid principal, reduced by an allowance for loan losses. The allowance for loan losses is established through a provision for doubtful accounts charged to principal fund. Loans are charged against the allowance for loan losses when management believes that the collection of the principal is unlikely. The allowance is an amount that management believes will be adequate to absorb possible losses on existing loans that may be uncollectible, based on evaluations of the collectability of loans and prior loan loss experience. The evaluations take into consideration such factors as changes in the nature and volume of the loan portfolio, overall portfolio quality, review of specific problem loans and current economic conditions that may affect the borrowers' ability to pay.

Management cannot currently determine the effects of the potential foreclosure of collateralized properties associated with the loans. Accordingly, the allowance for loan losses included in the accompanying financial statements excludes the value of the possible recovery of certain loans through foreclosure.

Capital Assets

Capital assets are stated at cost. Depreciation is provided over the estimated useful lives of the assets through use of the straight-line method and is charged as a reduction in the investment. Current policy is to capitalize items in excess of \$250.

Defined Contribution Plan (DC Plan)

On June 16, 2006, Public Law No. 15-13 was enacted which created the DC Plan, a multiemployer pension plan and is the single retirement program for all employees whose first time CNMI government employment commences on or after January 1, 2007. Each member of the DC Plan is required to contribute to the member's individual account an amount equal to 10% of the member's compensation. MPLT is required to contribute to each member's individual account an amount equal to 4% of the member's compensation. The DC Plan by its nature is fully funded on a current basis from employer and member contributions.

Notes to Financial Statements September 30, 2010 and 2009

(2) Summary of Significant Accounting Policies, Continued

Defined Contribution Plan (DC Plan), Continued

The contribution requirements of plan members and MPLT are established and may be amended by the Fund's Board of Trustees. MPLT's total personnel expense for fiscal years 2010, 2009 and 2008 were \$86,108, \$91,410 and \$100,212, respectively.

GASB Statement No. 45 requires employers to record other postemployment benefits (OPEB) expense for their contractually required contributions to the OPEB plan. MPLT has complied with GASB Statement No. 45 by recording OPEB expense based on the statutorial determined contribution rate of the Fund. It is the understanding of the management of MPLT that the statutorial determined contribution rate of the Fund incorporates both the pension liability and OPEB liability. GASB Statement No. 45 also requires detailed disclosure of information related to the OPEB plan and MPLT management was unable to obtain this information from the Fund financial report. MPLT management is unable to obtain the required disclosures and is of the opinion that such information must be obtained from the Fund. It is the position of the management of MPLT that the Fund is solely responsible for disclosure of OPEB information.

Net Assets

GASB Statement No. 34, Basic Financial Statements - and Management's Discussion and Analysis - for State and Local Governments, has required MPLT to establish net asset categories as follows:

- Invested in capital assets: capital assets, net of accumulated depreciation.
- Restricted: net assets subject to externally imposed stipulations that can be fulfilled by actions pursuant to those stipulations or that expire by the passage of time. MPLT has net assets restricted for principal and income.
- Unrestricted: net assets that are not subject to externally imposed stipulations. As MPLT considers all assets except investments in capital assets, to be restricted, MPLT does not have unrestricted net assets at September 30, 2010 and 2009.

Operating and Non-Operating Revenue and Expenses

Operating revenue and expenses include all direct and administrative revenue and expenses associated with the investments.

Nonoperating revenues and expenses result from capital and noncapital financing activities.

New Accounting Standards

During fiscal year 2010, MPLT implemented the following pronouncements:

• GASB Statement No. 51, Accounting and Financial Reporting for Intangible Assets, which addresses whether and when intangible assets should be considered capital assets for financial reporting purposes.

Notes to Financial Statements September 30, 2010 and 2009

(2) Summary of Significant Accounting Policies, Continued

New Accounting Standards, Continued

- GASB Statement No. 53, Accounting and Financial Reporting for Derivative Instruments, which is intended to improve how state and local governments report information about derivative instruments financial arrangements used by governments to manage specific risks or make investments in their financial statements.
- GASB Technical Bulletin No. 2008-1, Determining the Annual Required Contribution Adjustment for Postemployment Benefits, which clarifies the requirements of GASB Statement No. 27, Accounting for Pensions by State and Local Governmental Employers, and Statement No. 45, Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions, for calculating the annual required contribution (ARC) adjustment.
- GASB Statement No. 58, Accounting and Financial Reporting for Chapter 9 Bankruptcies, which provides guidance for governments that have petitioned for protection from creditors by filing for bankruptcy under Chapter 9 of the United States Bankruptcy Code, and establishes requirements for recognizing and measuring the effects of the bankruptcy process on assets and liabilities, and for classifying changes in those items and related costs.

The implementation of these pronouncements did not have a material effect on the accompanying financial statements.

In March 2009, GASB issued Statement No. 54, Fund Balance Reporting and Governmental Fund Type Definitions, which enhances the usefulness of fund balance information by providing clearer fund balance classifications that can be more consistently applied and by clarifying the existing governmental fund type definitions. The provisions of this statement are effective for periods beginning after June 15, 2010. Management does not believe that the implementation of this statement will have a material effect on the financial statements of MPLT.

In December 2009, GASB issued Statement No. 57, OPEB Measurements by Agent Employers and Agent Multiple-Employer Plans, which amends Statement No. 43, Financial Reporting for Postemployment Benefit Plans Other Than Pension Plans, and Statement No. 45, Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions, and addresses issues related to measurement of OPEB obligations by certain employers participating in agent multiple-employer OPEB plans. The provisions of Statement 57 related to the use and reporting of the alternative measurement method are effective immediately. The provisions related to the frequency and timing of measurements are effective for actuarial valuations first used to report funded status information in OPEB plan financial statements for periods beginning after June 15, 2011. Management does not believe that the implementation of this statement will have a material effect on the financial statements of MPLT.

In June 2010, GASB issued Statement No. 59, Financial Instruments Omnibus, which updates and improves existing standards regarding financial reporting of certain financial instruments and external investment pools. The provisions of this statement are effective for periods beginning after June 15, 2010. Management has not evaluated the effect that the implementation of this statement will have on the financial statements of MPLT.

Notes to Financial Statements September 30, 2010 and 2009

Notes Receivable	2010	2000
Northern Marianas Housing Corporation (NMHC) dated December 31, 2007, interest at 2% (5.5% to 8.5% prior to		2009 \$ 8,962,022
Note receivable from Adelantun Publickun Luta Enteramente, Incorporated (APLE 501, Inc.), interest at 5% per annum, due on October 18, 2017, with monthly principal and interest payments in the amount of \$1,225, collateralized by a loan portfolio. Proceeds were used to fund an independently administered individual or parent-student loan program. MPLT has ceased future loan commitments and disbursements to APLE 501, Inc.	143,156	143,156
Note receivable from the Commonwealth Utilities Corporation (CUC), interest at 7%, due in full on August 4, 2011. Public Law 16-7 (as amended by Public Law 17-7) earmarks future interest income distributions of fiscal years 2009, 2010, 2012 and additional future fiscal years until the note is fully reimbursed. Interest is due in equal monthly installments.	245,346	1,800,000
Note receivable from the Commonwealth Development Authority (CDA), interest at 6.5% per annum, due on June 1, 2018, collateralized by future distributable net income for the maintenance and development of the American Memorial Park and is to be repaid from earnings of the investments pursuant to CNMI Public Law 11-72.	1,252,843	1,374,243
Note receivable from the CNMI Government, interest at 7%. Public Law 17-7 earmarks and appropriates from future interest income distributions of fiscal years 2009, 2010, 2012 and additional future fiscal years until the note is fully reimbursed. Interest is due annually.	4,000,000	
	14,275,964	12,279,421
Less allowance for loan losses	(4,315,156)	<u>(4,315,156</u>)
	9,960,808	7,964,265
Less current portion	(604,538)	(356,343)
Long-term portion \$	9,356,270	\$ <u>7,607,922</u>
	Notes receivable (Home Loan Program) from various individuals obtained through a settlement agreement with the Northern Marianas Housing Corporation (NMHC) dated December 31, 2007, interest at 2% (5.5% to 8.5% prior to January 1, 2009) and terms from ten to thirty years. Note receivable from Adelantun Publickun Luta Enteramente, Incorporated (APLE 501, Inc.), interest at 5% per annum, due on October 18, 2017, with monthly principal and interest payments in the amount of \$1,225, collateralized by a loan portfolio. Proceeds were used to fund an independently administered individual or parent-student loan program. MPLT has ceased future loan commitments and disbursements to APLE 501, Inc. Note receivable from the Commonwealth Utilities Corporation (CUC), interest at 7%, due in full on August 4, 2011. Public Law 16-7 (as amended by Public Law 17-7) earmarks future interest income distributions of fiscal years 2009, 2010, 2012 and additional future fiscal years until the note is fully reimbursed. Interest is due in equal monthly installments. Note receivable from the Commonwealth Development Authority (CDA), interest at 6.5% per annum, due on June 1, 2018, collateralized by future distributable net income for the maintenance and development of the American Memorial Park and is to be repaid from earnings of the investments pursuant to CNMI Public Law 11-72. Note receivable from the CNMI Government, interest at 7%. Public Law 17-7 earmarks and appropriates from future interest income distributions of fiscal years 2009, 2010, 2012 and additional future fiscal years until the note is fully reimbursed. Interest is due annually. Less allowance for loan losses	Notes receivable (Home Loan Program) from various individuals obtained through a settlement agreement with the Northern Marianas Housing Corporation (NMHC) dated December 31, 2007, interest at 2% (5.5% to 8.5% prior to January 1, 2009) and terms from ten to thirty years. Note receivable from Adelantun Publickun Luta Enteramente, Incorporated (APLE 501, Inc.), interest at 5% per annum, due on October 18, 2017, with monthly principal and interest payments in the amount of \$1,225, collateralized by a loan portfolio. Proceeds were used to fund an independently administered individual or parent-student loan program. MPLT has ceased future loan commitments and disbursements to APLE 501, Inc. Note receivable from the Commonwealth Utilities Corporation (CUC), interest at 7%, due in full on August 4, 2011. Public Law 16-7 (as amended by Public Law 17-7) earmarks future interest income distributions of fiscal years 2009, 2010, 2012 and additional future fiscal years until the note is fully reimbursed. Interest is due in equal monthly installments. Note receivable from the Commonwealth Development Authority (CDA), interest at 6.5% per annum, due on June 1, 2018, collateralized by future distributable net income for the maintenance and development of the American Memorial Park and is to be repaid from earnings of the investments pursuant to CNMI Public Law 11-72. Note receivable from the CNMI Government, interest at 7%. Public Law 11-7 carmarks and appropriates from future interest income distributions of fiscal years 2009, 2010, 2012 and additional future fiscal years until the note is fully reimbursed. Interest is due annually. 4.000.000 14,275,964 Less allowance for loan losses (4.315,156) 9,960,808 Less current portion

At September 30, 2010, principal and interest repayments based on the terms of the respective agreements (excluding the assessed allowance) for the following years ending September 30, are as follows:

Notes to Financial Statements September 30, 2010 and 2009

(3) Notes Receivable, Continued

Year ending September 30,	<u>Principal</u>	Interest
2011 2012 2013 2014 2015 2016 - 2020 2021 - 2025 2026 - 2030 2031 - 2035	\$ 604,538 385,983 391,352 396,829 402,416 2,152,768 1,657,535 1,831,707 2,024,181	\$ 233,850 235,214 222,045 208,768 195,381 735,602 499,776 325,604 133,130
2036	<u>285,499</u> \$ <u>10,132,808</u>	2,144 \$ 2,791,514

The schedule above does not include principal and interest repayments for APLE 501, Inc. as repayments are uncertain. The repayment of the note receivable from the CNMI Government is based on the amount available for distribution at the end of the fiscal year which varies; therefore, it is not possible to determine the current portion. Accordingly, the principal and interest repayments are not included in the above schedule.

(4) Capital Assets

A summary of capital assets as of September 30, 2010 and 2009, is as follows:

	Estimated <u>Useful Lives</u>	Balance at October 1, 2009	Additions	<u>Deletions</u>	Balance at September 30, 2010
Land Leasehold improvements Furniture, fixtures and equipment Vehicle	10 years 3 - 10 years 3 - 10 years	\$ 273,000 80,748 46,225	\$ 33,790 5,805	(1,502)	\$ 273,000 33,790 85,051 46,225
Less accumulated depreciation		399,973 (66,042)	39,595 <u>(19,168</u>)	(1,502) 1,502	438,066 (83,708)
		\$ <u>333,931</u>	\$ <u>20,427</u>	\$	\$ <u>354,358</u>
	Estimated <u>Useful Lives</u>	Balance at October 1, 2008	Additions	<u>Deletions</u>	Balance at September 30, 2009
Land Furniture, fixtures and equipment Vehicle	3 - 10 years 3 - 10 years	\$ 273,000 79,126 46,225	\$ 1,622	\$ - - -	\$ 273,000 80,748 46,225
Less accumulated depreciation		398,351 <u>(47,780</u>)	1,622 (18,262)	<u>-</u>	399,973 <u>(66,042)</u>
		\$ <u>350,571</u>	\$ <u>(16,640</u>)	\$ <u> </u>	\$ <u>_333,931</u>

Notes to Financial Statements September 30, 2010 and 2009

(5) Net Assets

In accordance with MPLT's accounting policies, gains and losses on investments are allocated to principal. Additionally, a portion of transfers in from the CNMI government is specifically designated as an increase in principal. Movement in principal and interest accounts for the years ended September 30, 2010 and 2009, is summarized as follows:

	<u>Principal</u>	<u>Income</u>	<u>2010</u>	<u>2009</u>
General Fund				
Balance at beginning of year, as restated Net increase in the fair value of investments Other operating net income Transfers	\$ 61,675,602 2,633,849 (20,427)	\$ - 1,625,996 (1,625,996)	\$ 61,675,602 2,633,849 1,605,569 (1,625,996)	\$ 58,438,779 3,392,184 1,858,202 (2,013,563)
Balance at end of year	\$ <u>64,289,024</u>	\$	\$ <u>64,289,024</u>	\$ <u>61,675,602</u>
Park Fund				
Balance at beginning of year Net increase in the fair value of investments Other operating net income Transfers	\$ 7,496,186 272,698	\$ 218,535 241,215 (206,489)	\$ 7,714,721 272,698 241,215 (206,489)	\$ 7,354,550 317,198 262,741 (219,768)
Balance at end of year	\$ <u>7.768,884</u>	\$ <u>253,261</u>	\$ <u>8,022,145</u>	\$ <u>7,714,721</u>

(6) Contributions To/From Primary Government

In accordance with Article XI of the Constitution of the CNMI, MPLT makes operating transfers out to the CNMI general fund from investment income. During the years ended September 30, 2010 and 2009, MPLT recorded \$1,625,996 and \$2,013,563, respectively, for transfers out to the CNMI general fund, of which \$1,554,654 and \$1,700,000, respectively, was offset against a note receivable from CUC.

In accordance with Article VIII, Section 803(e) of the Covenant, MPLT makes operating transfers out for the development and maintenance of the American Memorial Park. During the years ended September 30, 2010 and 2009, MPLT recorded \$206,489 and \$219,768, respectively, for transfers out for this purpose.

(7) Risk Management

MPLT is exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets; errors and omissions; injuries to employees; and natural disasters. MPLT has elected to purchase commercial insurance from independent third parties for the risks of losses to which it is exposed with respect to the use of motor vehicles. Settled claims have not exceeded this commercial insurance coverage during the past three years.

Notes to Financial Statements September 30, 2010 and 2009

(8) Related Parties

Two trustees of MPLT have home loans outstanding of \$114,998 and \$66,281 as of September 30, 2010. One trustee of MPLT had a home loan outstanding of \$120,429 as of September 30, 2009. The home loans were obtained in the ordinary course of business and are classified as notes receivable in the accompanying financial statements.

(9) Commitment

In accordance with the addendum of memorandum of agreement between the CNMI and the U.S. Department of the Interior for development and management of the American Memorial Park, MPLT is obligated to contribute \$150,000 annually, to the extent of available income, for development and maintenance of the American Memorial Park.

(10) Contingency

In accordance with the Settlement Agreement with NMHC, MPLT will assume liability for the repayment of certain Service Released Loans, totaling \$1,672,102, for and on behalf of NMHC in the form of guarantees to certain financial institutions. At September 30, 2010, total contingent liabilities amounted to \$1,360,554.

Combining Statement of Net Assets September 30, 2010

<u>ASSETS</u>	General Fund	Park Fund	Eliminations	Total
Current assets:				
Cash and cash equivalents	\$ 1,026,333	\$ 186,393	\$ -	\$ 1,212,726
Receivables: Notes, current portion	484,538	120,000	_	604,538
Accrued income	362,544	37,640	_	400,184
Other	8,762	-	-	8,762
Due from other funds	35,430	-	(35,430)	46.80
Due from brokers	38,506	8,091	-	46,597
Prepaid expense	4,633			4,633
Total current assets	1,960,746	352,124	(35,430)	2,277,440
Other assets:				
Investments	54,209,128	6,583,591		60,792,719
Total other assets	54,209,128	6,583,591		60,792,719
Noncurrent assets:				
Notes receivable, net of current portion and allowance for loan losses Capital assets (net of accumulated	8,223,427	1,132,843	_	9,356,270
depreciation)	354,358	-		354,358
Total noncurrent assets	8,577,785	1,132,843		9,710,628
	\$ 64,747,659	\$ 8,068,558	\$ (35,430)	\$ 72,780,787
LIABILITIES AND NET ASSETS				
Current liabilities:				
Accounts payable	\$ 31,467	\$ 1,396	\$ -	\$ 32,863
Due to other funds	15.54	35,430	(35,430)	
Due to CNMI Government Due to brokers	17,741	0.597	-	17,741
Accrued expenses	49,463 5,606	9,587	-	59,050 5,606
•				
Total liabilities	<u> </u>	46,413	(35,430)	115,260
Net assets:				
Invested in capital assets	354,358	-	-	354,358
Restricted	64,289,024	8,022,145		72,311,169
Total net assets	64,643,382	8,022,145		72,665,527
	\$ 64,747,659	\$ 8,068,558	\$ (35,430)	\$ 72,780,787

Combining Statement of Revenues, Expenses and Changes in Net Assets Year Ended September 30, 2010

	General Fund	Park Fund	Eliminations	Total
Operating revenues:				
Net increase in the fair value			•	
of investments	\$ 2,633,849	\$ 272,698	\$ -	\$ 2,906,547
Interest income:	1 706 740	100.000		1.006.041
Investments	1,706,748	180,093	-	1,886,841
Notes receivable Other	303,873	85,089	-	388,962
Dividend income	4,720	1,754	-	6,474
Dividend income	330,624	46,078	-	<u>376,702</u>
Operating revenues, net	4,979,814	585,712		5,565,526
Operating expenses:				
Money manager fees	159,296	20,160	-	179,456
Consultancy fees	113,892	12,888	_	126,780
Salaries and benefits	76,628	9,480	_	86,108
Money management administration	65,039	8,005	-	73,044
Loan administration fee	72,994	·_	-	72,994
Office supplies	59,448	7,292	_	66,740
Contract services	58,887	7,278	-	66,165
Professional fees	46,614	-	-	46,614
Trustees' expenses	22,422	2,780	-	25,202
Depreciation	19,168	-	-	19,168
Audit	13,158	2,493	-	15,651
Rent and utilities	12,423	1,423		13,846
Total operating expenses	719,969	71,799		791,768
Operating income	4,259,845	513,913		4,773,758
Other nonoperating expenses: Net contribution to the CNMI General				·
Fund/American Memorial Park	(1,625,996)	(206,489)		(1,832,485)
Total nonoperating expenses	(1,625,996)	(206,489)	<u> </u>	(1,832,485)
Change in net assets	2,633,849	307,424	-	2,941,273
Net assets at beginning of year	62,009,533	7,714,721		69,724,254
Net assets at end of year	\$ 64,643,382	\$ 8,022,145	\$	\$ 72,665,527

Combining Statement of Cash Flows Year Ended September 30, 2010

	General Fund	Park Fund	Eliminations	Total
Cash flows from operating activities: Cash received from operations Cash payments to suppliers for goods and services	\$ 2,356,099 (5,277,492)	\$ 302,268 (60,996)	\$ - -	\$ 2,658,367 (5,338,488)
Net cash (used for) provided by operating activities	(2,921,393)	241,272	•	(2,680,121)
Cash flows from noncapital financing activities: Net contribution	(71,342)	(206,489)		(277,831)
Net cash used for noncapital financing activities	(71,342)	(206,489)	-	(277,831)
Cash flows from capital and related financing activities: Acquisition of property and equipment	(39,595)			(39,595)
Net cash used for capital and related financing activities	(39,595)	-	-	(39,595)
Cash flows from investing activities: Net (increase) decrease in notes receivable Net increase in restricted assets	(3,672,597) (11,026,549)	121,400 (1,753,521)	-	(3,551,197) (12,780,070)
Net cash used for investing activities	_(14,699,146)	(1,632,121)		(16,331,267)
Net decrease in cash and cash equivalents	(17,731,476)	(1,597,338)	_	(19,328,814)
Cash and cash equivalents at beginning of year	18,757,809	1,783,731		20,541,540
Cash and cash equivalents at end of year	\$ 1,026,333	\$ 186,393	<u>\$</u>	\$ 1,212,726
Reconciliation of operating income to net cash (used for) provided by operating activities: Operating income Adjustments to reconcile operating income to net cash (used for) provided by operating activities: Net increase in fair value of investments	\$ 4,259,845	\$ 513,913 (272,698)	\$ -	\$ 4,773,758 (2,906,547)
Depreciation	19,168	(272,096)	-	19,168
(Increase) decrease in assets: Receivable - accrued income Other receivable Due from other funds Due from brokers Prepaid expense	(134,000) (1,885) (1,649) 147,668	(16,049) - 5,305	- 1,649 -	(150,049) (1,885) 152,973
Increase (decrease) in liabilities: Accounts payable Due to other funds Due to CNMI Government Payable to brokers Accrued expenses	19,960 125 - (4,412,649) (184,671) 544	(435) 1,649 - 9,587	(1,649)	19,960 (310) - (4,412,649) (175,084)
Net cash (used for) provided by operating activities	<u>\$ (2,921,393)</u>	<u>\$ 241,272</u>	<u>\$</u>	\$ (2,680,121)

Supplemental schedule of noncash operating, financing and investing activities:

Pursuant to Public Law 16-7 (as amended by Public Law 17-7), MPLT applied the \$1,554,654 required income distribution to the CNMI General Fund for the year ended September 30, 2010 as repayment of CUC's note receivable.

Decrease in notes receivable Increase in net contribution	\$ (1,554,654) 1,554,654		- 	\$ - 	\$ (1,554,654)
	\$ -	<u>\$</u>		<u>\$ -</u>	\$ -

See Accompanying Independent Auditors' Report.

SCHEDULE 1A

MARIANAS PUBLIC LAND TRUST

Schedule of Investments - General Fund September 30, 2010

Mutual Funds	Cost	Fair Value
PIMCO Foreign Bond (Unhedged) Fund Inst'l Class PIMCO Foreign Bond (Unhedged) Fund Inst'l Class	\$ 6,783,576 112,180	\$ 7,450,122 122,960
Total Mutual Funds - PIMCO	6,895,756	7,573,082
Equities		1,010,002
Common Stock		
Amazon Com Inc	01.247	04.22
American Tower Corp	91,246 99,251	94,236 112,772
Apple Inc	125,536	358,944
AT&T Inc	86,102	88,660
Bank of America Corp	75,9 30	58,959
Boeing Co	180,733	179,658
Capital One Finl Corp Celgene Corp	73,223	87,010
Cisco Sys Inc	42,086 200,357	57,610 208,050
DirecTV	176,468	220,639
Dow Chemical Co	98,574	93,364
E I Du Pont De Nemours & Co	165,245	178,480
Express Scripts Inc	139,095	175,320
Ford Motor Company	157,303	141,984
Goldman Sachs Group Inc Google Inc	117,629	111,905
Hewlett Packard Co	247,839 164,650	279,720 147,245
Intl Business Machines Corp	193,255	228,038
JPMorgan Chase & Co	291,243	235,972
Las Vegas Sands Corp	58,591	62,730
McDonalds Corp	80,544	81,961
Medco Health Solutions Inc Merck & Co Inc	56,043	62,472
Metak & Co inc	144,144	147,240
Netflix Inc	118,649 61,938	111,505 64,864
Occidental Petroleum Corp	137,195	140,940
Oracle Corp	204,962	238,965
Peabody Energy Corp	144,445	156,832
Philip Morris Intl Inc	86,152	89,632
Precision Castparts Corp Salesforce.com Inc	78,339	89,145
Schlumberger Ltd	44,039	67,080
Starwood Hotels & Resorts Worldwide Inc	118,514 60,964	123,220 63,060
Teva Pharmaceutical Inds Ltd	190,472	168,800
3M Company	164,928	173,420
Union Pacific Corp	106,569	163,600
United Parcel Service	116,973	120,042
United Technologies Corp Vale S A Spon Adr	92,357	121,091
Visa Inc Com	63,665	71,921
Walt Disney Co	61,262 112,272	59,408 112,540
Subtotal - Atalanta Sosnoff	5,028,782	5,549,034
ABB Ltd Spons Adr	121,193	119,856
Allianz SE Adr	78,824	55,370
America Movil S.A.B. De Cv	54,240	55,463
Anheuser-Busch Inbev Spons Adr	62,389	74,965
Atlas Copco Ab Spon Adr	39,610	69,806
Axa S.A. Spons Adr	96,170	59,353
Banco Bilbao Vizcaya-Sp Adr Barclays Plc-Adr	105,440	76,984
Bayer A G Sponsored Adr	120,008	81,112
BG Group Plc Spon Adr	78,053 100,929	72,108 106,976
1	100,747	100,970

See Accompanying Independent Auditors' Report.

Schedule of Investments - General Fund September 30, 2010

Equities, Continued	Cost	Fair Value
Common Stock, Continued		
BP Plc Spons Adr	127,904	91,603
BHP Billiton Ltd Spons Adr	118,693	152,258
BNP Paribas Spon Adr	127,602	113,408
British American Tobacco Plc Adr	72,270	79,940
CNOOC Ltd Spons Adr	40,675	56,347
Canon Inc Adr	92,100	107,456
China Life Insurance Co Ltd-Sponsored Adr	53,834	53,829
Credit Suisse Group Adr	88,111	77,034
DBS Group Hldg Ltd Sp Adr E. On AG Spons Adr	104,083	100,686
Esprit Hldgs Spon Adr	172,059 35,595	94,644
GDF Suez - Eur	52,601	27,558 32,669
Glaxosmithkline Plc Sp Adr	70,368	64,615
HSBC Hldg Plc Sp Adr	151,325	151,062
Honda Motor Co. Ltd. Adr	65,583	81,501
Imperial Tobacco Group Plc Sponsored Adr	54,118	55,242
Ing Groep NV Spons Adr	167,579	127,853
Komatsu Ltd Adr	72,793	92,900
Kubota Ltd Adr	61,338	70,487
LVMH Moet Hennessy Louis Vuitton, Paris-Eur Adr	39,923	74,078
Lafarge Spons Adr New Lafarge Coppee	166,593	89,170
Marks & Spencer Group Plc Sponsored Adr	50,645	59,339
Mitsubishi Corp Spons Adr Mitsubishi Est Co Ltd Adr	139,912	148,459
Mitsubishi UFJ Financial Group Inc Adr	60,839	48,900
Nestle S A Sponsored Adr	73,988 143,409	57,690 179,525
Nidec Corporation Spon Adr	41,571	49,729
Nintendo Co Ltd Adr	73,231	57,408
Nomura Holdings Inc Adr	34,248	24,995
Novartis AG Adr	99,845	116,782
Petroleo Brasileiro SA Petrobras	32,985	25,752
Prudential Plc Adr	50,349	64,040
Reed Elsevier NV	68,437	64,562
Rio Tinto Plc - Gbp	91,469	126,504
Roche Hidg Ltd. Spon Adr	108,845	88,567
Royal Dutch Shell Plc Adr	115,773	105,224
Sanofi-Aventis Spons Adr Sap AG Spons Adr	97,656	86,284
Siemens AG Spons Adr	95,602 122,691	96,401 125,426
Societe Generale Spon Adr	78,404	77,662
Sony Corp Spon Adr	72,337	60,603
Taiwan Semiconductor Mfg Co Ltd Adr	55,511	55,831
Telefonica S.A. Spon Adr	129,976	114,191
Tesco Plc Sponsored Adr	140,390	135,509
Teva Pharmaceutical Inds Ltd Adr	50,487	58,289
Total S.A. Spons Adr	177,977	145,254
Toyota Motor Corp Adr	104,424	84,107
Unilever NV NY SHS	53,926	59,013
Vale S A Spon Adr Vodafone Group Plc Spons Adr	62,383	80,989
Volkswagen A G Sponsored Adr	170,977 51,695	160,967
WPP Plc Adr	66,233	66,874
Wolters Kluwer N V Sp Adr	69,660	82,948 64,692
Xstrata Plc Adr	55,283	68,561
Zurich Finel Sves Spon Adr	94,044	91,765
Subtotal - JP Morgan	5,727,205	5,499,175
America Movil S.A.B De CV	42,864	52,690
Anglogold Ashanti Ltd	22,685	25,108
	,	_2,.00

See Accompanying Independent Auditors' Report.

Equities, Continued	Cost	Fair Value
Common Stock, Continued		
Anglo Platinum Ltd	11,715	10,246
Banco Bradesco Spons Adr	11,076	11,922
Brasil Telecom S A	10,001	6,352
Brasil Telecom SA Adr	4,401	2,276
BRF - Brasil Foods S A Adr	12,808	15,841
China Life Insurance Co Ltd	49,457	45,859
China Petoleum & Chem Adr China Unicom Hong Kong Ltd	21,904	23,306
Chungwa Telecomco Ltd	18,612 12,123	20,180 14,349
CNOOC Ltd Spons Adr	31,514	43,717
Companhia Bebidas Das Amers	12,432	18,051
Companhia Energetica De Minas	15,031	17,914
Credicorp Ltd	9,925	14,579
CTRIP.com International Ltd	16,020	22,777
Empresa Nationale De Electricidad Chile Fomento Economico Mexicano S.A.B. De CV	12,101	13,670
Gazprom OAO Spons Adr	16,819 32,795	18,922 30,147
Gerdau SA Spons Adr	17,340	16,972
Grupo Televisa SA De CV	4,460	4,465
Hon Hai Precision	76,643	73,333
Huaneng Power Intl	29,544	27,781
Icici Bank Ltd	23,631	30,309
Infosys Technologie Sp Adr Itau Unibanco Banco Hldg	17,148	23,155
JSC MMC Norilsk Nickel JSC	65,051 11,509	77,569 14,916
K B Financial Group Inc	50,989	46,900
Las Vegas Sands Corp	15,838	30,494
Lukoil Oil Spons Adr	25,141	26,252
Mechel OAO Spons Adr	11,800	13,919
Melco Crown Entertainment Ltd	56,157	51,729
Mobile Telesystems OJSC	23,554	25,688
MTN Group Ltd Naspers Ltd Spon Adr	20,333 23,407	22,570
Petroleo Brasileiro SA Adr	48,893	32,043 41,616
Petroleo Brasileiro SA Petrobras	39,159	32,208
Posco Spon Adr	40,572	44,794
Reliance Inds Ltd	34,657	33,615
Rosneft Oil Co OAO	31,892	26,114
Samsung Electrs Ltd	57,089	59,625
Sasof Ltd Spons Adr Shinhan Financial Grp Co Ltd	10,377 40,562	12,496
SK Telecom Ltd	18,558	40,564 18,606
Standard Bank Group	36,466	39,971
Southern Copper Corp	19,573	22,477
Taiwan Semiconductor Mfg Co Ltd	21,908	21,416
Teva Pharmaceutical Inds Ltd	10,179	10,655
Vale S A Spon Adr	83,149	103,191
Vimpelcom Ltd	23,347	20,166
Vivo Participacoes SA Adr Wynn Resorts Ltd	13,519 19,210	13,748
Yanzhou Coal Mining Co Ltd	26,548	24,990 35,288
Subtotal - Newgate	1,412,486	1,527,541
Advanced Semiconductor		
AKBank Turk Anonim Sirketi	33,659 31,994	37,763 43,993
America Movit S.A.B De CV	51,402	62,876
Banco DO Brasil SA	54,167	62,151
Banco Macro S.A.	23,865	41,823
Bank Mandiri TBK	18,426	29,446

Equities, Continued	Cost	Fair Value	
Common Stock, Continued			-
China Constru Bk Corp	35,413	37,713	
Cielo SA Sponsored	57,405	58,680	
Commercial Intl Bk	48,416	72,393	
Companhia Siderurgica Nacional	33,653	41,701	
Companhia Energetica De Minas	44,132	50,743	
Desarrolladora Homex S.A. De C.V.	38,355	35,963	
Fomenta Economico Mexicano S.A.B. De CV	36,958	41,193	
Grupo Televisa SA De CV	36,790	38,843	
Infosys Technologie Sp Adr Israel Chemicals Ltd - ILS	31,632	43,146	
Kimberly Clarke De Mex SA	45,424	53,984	
KOC Holding AS	28,987 34,143	46,182	
Kumba Iron Ore	30,512	60,960 48,411	
Lukoil Oil Spons Adr	40,139	41,334	
Massmart Hldgs	20,681	37,701	
Mobile Telesystems OJSC	35,375	38,532	
Murray & Roberts Hldg Ltd.	30,023	25,389	
Nedbank Group Ltd	33,681	46,205	
Netease.com Inc	39,244	36,837	
Oriflmae Cosmetics	33,291	44,196	
Philippine Long Distance Tel Co	51,840	57,346	
Pretoria Portland PT Telekomunakasi Indonesia	29,816	30,946	
Sanlam Ltd	38,774	45,791	
Semen Gresik	34,317	47,819	
Shinhan Financial Grp Co Ltd	38,637 67,232	48,608 67,325	
Shoprite Holdings	22,908	38,353	
Standard Bank Group	32,764	41,310	
Taiwan Semiconductor Mfg Co Ltd	71,959	70,027	
Tiger Brands Ltd	27,584	36,566	
Turkcell Iletism Hizmet	62,506	64,761	
Ultrapar Participacoes S A	25,615	35,863	
United Tractors	43,197	61,334	
Usiminas SA Pfd	61,931	62,632	
Vale S A Spon Adr	62,055	72,150	
Subtotal - Lazard	1,618,902	1,958,989	
Total Common Stock	13,787,375	14,534,739	
Exchange Traded and Closed End Funds			
Ipath MSCI India ETN	16,350	20,304	
Global X China Financials ETF	108,916	107,874	
Global X China Industrials ETF Global X China Materials ETF	26,780	27,665	
Ishares MSCI South Korea	59,152 25,468	67,522	
Ishares MSCI Taiwan	38,548	29,901 42,845	
Ishares MSCI Turkey	31,842	42,998	
Total Exchange Traded and Closed End Funds - Newgate	307,056	339,109	
Total Equities	14,094,431	14,873,848	
xed Income Securities		7.1,0.10,0.10	Rating
Mortgage and Asset Backed Securities			
CS First Boston Mortg SEC Corp @ 6.133%, due 03/15/12	384,331	394,541	AAA
FHLMC PL#A39210 @ 5.500%, due 10/01/35	619,897	648,038	no ratii
FHLMC PL#A47758 @ 5.000%, due 11/01/35	517,433	575,941	no ratii
FHLMC PL#A87388 @ 5.000%, due 07/01/39	344,205	354,864	no ratii
FHLMC PL#A93614 @ 4.500%, due 08/01/40	564,519	560,861	no ratir

Fixed Income Securities, Continued	Cost	Fair Value	Ratings
Mortgage and Asset Backed Securities, Continued	 -		
FHLMC PL#E20222 @ 6.500%, due 02/01/11 FHLMC PL#G11736 @ 5.000%, due 04/01/20 FHLMC PL#G12213 @ 5.500%, due 03/01/21 FHLMC PL#G12580 @ 5.000%, due 09/01/21 FHLMC PL#G13174 @ 5.000%, due 06/01/23	1,980 48,473 115,905 137,322 330,331	382 51,219 130,803 143,981 329,252	no rating no rating no rating no rating
FHLMC PL#G13833 @ 4.500%, due 05/01/25 FNMA PL#603265 @ 5.500%, due 09/01/16 FNMA PL#739168 @ 5.500%, due 09/01/18 FNMA PL#743002 @ 5.500%, due 10/01/18 FNMA PL#74506 @ 5.849%, due 02/01/16 FNMA PL#889970 @ 5.000%, due 12/01/36 FNMA PL#904529 @ 6.500%, due 01/01/37 FNMA PL#922270 @ 5.500%, due 01/01/37 FNMA PL#922270 @ 5.500%, due 08/01/37 FNMA PL#942285 @ 6.000%, due 08/01/37 FNMA PL#966123 @ 6.000%, due 01/01/37 FNMA PL#AA9592 @ 6.000%, due 01/01/39 FNMA PL#AA9592 @ 6.000%, due 01/01/39 FNMA PL#AC5849 @ 5.000%, due 05/01/40 Freddie Mac Reference Remic @ 5.125%, due 12/15/13 GE Capital Commercial Mtg Corp @ 6.531%, due 3/15/11 Greenwich Cap Coml Fdg Corp @ 4.305%, due 08/10/42 JP Morgan Chase Coml Mtg Secs @ 4.625%, due 03/15/46 LBUBS Commercial Mtg Trust @ 4.830%, due 11/15/27	838,082 12,613 16,537 21,036 439,733 249,066 429,618 650,105 197,404 719,294 356,095 254,042 362,418 250,658 276,192 93,113 248,797	832,196 12,964 15,401 13,393 499,466 251,233 451,297 696,161 208,119 746,278 363,438 255,763 252,383 292,830 97,617 257,176	no rating AAA AAA AAA AAA
LB-UBS Commercial Mortgage Tr @ 5.124%, due 11/15/32 L-UBS Commercial Mtg Trust @ 5.594%, due 06/15/31 Morgan Stanley Capital I @ 4.970%, due 12/15/41 Salomon Bros Mtg Sec VII @ 6.499%, due 10/13/11 Wachovia Bk Coml Mtg Tr @ 4.980%, due 10/15/12 Wachovia Bank Comm Mort Trust @ 4.748%, due 02/15/41 Total Mortgage and Asset Backed Securities - Richmond Government and Government Sponsored Entity (GSE) Bonds	153,801 178,719 323,824 112,481 142,266 384,913 9,775,203	169,133 185,766 323,670 118,056 159,025 433,040 10,180,469	AAA AAA AAA AAA AAA
U.S. Treasury Bonds @ 6.625%, due 02/15/27 U.S. Treasury Bonds @ 4.750%, due 02/15/37 Total Government and GSE Bonds - Richmond	581,291 873,412 1,454,703	649,409 956,376 1,605,785	AAA AAA
International Bonds			
BP Cap Mkts @1.550%, due 08/11/11	245,700	260,712	Α
Total International Bonds - Richmond	245,700	260,712	
Royal Carribean Cruises @ 6.875%, due 12/01/13 Videotron Ltee @ 6.875%, due 01/15/14 Compagnie Generale @ 7.500%, due 05/15/15 Quebecor Media Inc. @ 7.750%, due 03/15/16	33,950 35,350 34,850 34,909	36,838 35,525 35,612 36,094	BB- BB- BB- B
Total International Bonds - Seix	139,059	144,069	
Corporate Bonds			
Aetna Inc. @ 5.750%, due 06/15/11 Abbott Laboratories @ 5.875%, due 05/15/16 Aflac Inc @ 8.500%, due 05/15/19 Allstate Corp. @ 5.000%, due 08/15/14 American Express @ 4.875%, due 07/15/13 American Express @ 7.300%, due 08/20/13 Anheuser Busch Cos I @ 6.750%, due 12/15/27 Apache Corp @ 5.100%, due 09/01/40 Archer Daniels Midland Co @ 8.375%, due 04/15/17 AT&T Inc @ 6.400%, due 05/15/38 Bank of America Corp Global @ 4.875%, due 09/15/12	149,837 155,656 114,700 211,292 141,134 140,059 103,405 70,391 256,168 90,409 391,204	155,148 186,251 139,968 245,170 156,884 160,920 117,090 70,423 276,217 102,861 422,416	A- AA A- BBB+ BBB+ BBB+ A- A A

Bank New York Co Inc @ 4.950%, due 03/15/15 149,116 173,147 A+ BB&T Corp @ 4.750%, due 10/01/12 100,388 111,193 A- BB&T Corp @ 5.200%, due 11/15/14 100,388 111,193 A- BB&T Corp @ 5.200%, due 11/15/14 210,241 225,508 A+ Becton Dickinson & Co @ 7.000%, due 08/01/27 138,943 162,916 AA- Berkshire Hathaway Inc @ 5.400%, due 08/01/27 138,943 162,916 AA- Berkshire Hathaway Inc @ 5.400%, due 08/01/28 102,110 125,742 A+ Boeing Co @ 7.200%, due 08/15/28 102,110 125,742 A+ Boeing Co @ 7.250%, due 04/15/28 102,110 125,742 A+ Boeing Co @ 7.250%, due 04/15/25 55,411 65,553 A Burlington Northern SA @ 5.900%, due 07/01/12 239,076 243,362 BBB+ Burlington Northern SA @ 5.900%, due 05/01/37 47,853 57,272 BBB+ Campbell Soup Co Global Notes @ 8.875%, due 05/01/37 47,853 57,272 BBB+ Campbell Soup Co Global Notes @ 8.875%, due 05/01/31 85,919 102,460 A Caterpillar Inc @ 7.900%, due 01/15/18 262,274 281,175 A Chubb Corp. @ 4.950%, due 06/01/14 465,398 477,726 A Chubb Corp. @ 5.750%, due 05/15/18 194,188 219,883 A+ CitiGroup Inc @ 5.500%, due 04/11/13 57,340 64,507 A CitiGroup Inc @ 5.500%, due 04/11/13 57,340 64,507 A CitiGroup Inc @ 6.125%, due 11/21/17 103,092 125,620 A Cooper US Fin Inc @ 6.100%, due 07/01/17 181,107 212,269 A Concol Inc. @ 6.950%, due 03/15/12 136,187 144,731 BBB-Over Corporation @ 6.500%, due 03/15/18 275,572 281,119 A Dover Corporation @ 6.500%, due 01/15/18 255,864 280,799 A Du Pont E ID Nemono @ 6.000%, due 03/15/18 255,864 280,799 A Du Pont E ID Nemono @ 6.000%, due 01/15/18 255,864 280,799 A Du Pont E ID Nemono @ 6.000%, due 01/15/18 266,232 289,087 A Eaton Corp. @ 7.000%, due 01/15/18 266,232 289,087 A General Elecc Cap Corp @ 4.875%, due 11/15/18 266,232 289,087 A General Elecc Cap Corp @ 4.875%, due 11/15/18 266,232 289,087 A General Elecc Cap Corp @ 4.875%, due 10/21/10 59,832 60,118 AA+Goldman Sachs Group (@ 5.150%, du	Fixed Income Securities, Continued	Cost	Fair Value	Ratings
Bank New York Co Inc @ 4.950%, due 03/15/15 BB&T Corp @ 4.750%, due 10/01/12 BB&T Corp @ 4.750%, due 10/01/12 BB&T Corp @ 5.200%, due 12/23/15 BB&T Corp @ 5.200%, due 12/23/15 Bear Steams Co Inc @ 5.700%, due 11/15/14 Becton Dickinson & Co @ 7.000%, due 08/01/27 Bear Steams Co Inc @ 5.700%, due 11/15/14 Becton Dickinson & Co @ 7.000%, due 08/01/27 Besthire Hathaway Inc @ 3.400%, due 08/01/27 Bestfoods Inc @ 6.625%, due 04/15/28 Burlington Northern SA @ 5.900%, due 05/15/18 Burlington Northern SA @ 5.900%, due 07/01/12 Burlington Northern SA @ 5.900%, due 06/15/25 Burlington Northern SA @ 5.900%, due 06/01/37 Campbell Soup Co Global Notes @ 8.875%, due 05/01/37 Campbell Soup Co Global Notes @ 8.875%, due 05/01/21 Burlington Northern SA @ 5.900%, due 05/01/37 Caterpillar Inc @ 7.900%, due 12/15/18 Caterpillar Inc @ 7.900%, due 05/15/18 Charles Schwab Corp @ 4.950%, due 06/11/4 Charles Schwab Corp @ 4.950%, due 06/11/4 Charles Schwab Corp @ 4.950%, due 06/11/13 Solution Inc @ 5.500%, due 04/11/13 Solution Inc @ 5.500%, due 04/11/13 Solution Inc @ 5.500%, due 04/15/29 Cooper US Fin Inc @ 6.100%, due 07/01/17 Burlington Inc @ 6.100%, due 07/01/18 Burlington Inc @ 7.875%, due Inc	Corporate Bonds, Continued			
Becton Dickinson & Co @ 7.000%, due 08/01/27 Berkshire Hathaway Inc @ 5.400%, due 05/15/18 Berkshire Hathaway Inc @ 5.400%, due 05/15/18 Bestfoods Inc @ 6.625%, due 04/15/25 Burlington Northern SA @ 5.900%, due 07/01/12 Burlington Northern SA @ 5.900%, due 07/01/12 Burlington Northern Santa Fe @ 6.150%, due 05/01/37 A7,853 Burlington Northern Santa Fe @ 6.150%, due 05/01/37 Campbell Soup Co Global Notes @ 8.875%, due 05/01/21 By 102,460 A Caterpillar Inc @ 7.900%, due 12/15/18 Campbell Soup Co Global Notes @ 8.875%, due 05/01/21 By 102,460 A Charles Schwab Corp @ 4.950%, due 06/01/14 Charles Schwab Corp @ 4.950%, due 06/01/14 Chubb Corp. @ 5.750%, due 05/15/18 By 194,188 By 194,184 By	Bank New York Co Inc @ 4.950%, due 03/15/15 BB&T Corp @ 4.750%, due 10/01/12 BB&T Corp @ 5.200%, due 12/23/15	100,388 142,415	111,193 165,020	A- A-
Burlington Northern SA @ 5.900%, due 07/01/12 Burlington Northern Santa Fe @ 6.150%, due 05/01/37 Campbell Soup Co Global Notes @ 8.875%, due 05/01/21 85,919 102,460 A Caterpillar Inc @ 7.900%, due 12/15/18 Charles Schwab Corp @ 4.950%, due 06/01/14 Charles Schwab Corp @ 4.950%, due 06/01/14 Chubb Corp. @ 5.750%, due 05/15/18 194,188 219,883 A+ CitiGroup Inc @ 5.500%, due 04/11/13 57,340 ChitiGroup Inc @ 6.125%, due 11/21/17 103,092 125,620 A Cota-Cola Enterprises @ 8.500%, due 02/01/22 158,408 Conoco Inc. @ 6.100%, due 07/01/17 181,107 212,269 A Conoco Inc. @ 6.950%, due 04/15/29 103,506 122,076 A Conoco Inc. @ 6.950%, due 03/15/12 110,301 116,004 A- CSX Corporation @ 6.300%, due 03/15/12 136,187 Dover Corporation @ 6.500%, due 02/15/11 Dover Corporation @ 6.500%, due 03/15/38 73,649 Duke Energy Corp. @ 7.000%, due 01/15/18 205,864 280,799 A Du Pont E I De Nemou @ 6.000%, due 07/15/18 Equitable Cos Inc. @ 7.000%, due 04/16/28 Eaton Corp. @ 5.600%, due 04/15/18 Equitable Cos Inc. @ 7.000%, due 04/15/18 Equitable Cos Inc. @ 7.875%, due 12/15/15 Federal Express Corp Debs @ 9.650%, due 04/15/15 General Elec Cap Corp @ 4.875%, due 10/15/13 General Elec Cap Corp @ 4.875%, due 10/15/14 Goldman Sachs Group @ 6.600%, due 05/15/13 Goldman Sachs Group @ 5.150%, due 01/15/14 Goldman Sachs Group @ 6.000%, due 06/15/12 Goldman Sachs Group @ 6.000%, due 06/15/10 Goldman Sachs Group @ 6.000%, due 06/15/10 Goldman Sachs Group @ 6.000%, due 06/15/11 Burles Cap Corp @ 4.875%, due 10/15/14 Goldman Sachs Group @ 6.000%, due 06/15/10 Goldman Sachs Group @ 6.000%, due 06/15/10 Goldman Sachs Group @ 6.000%, due 06/15/11 Goldman Sachs Group @ 6.000%, due 06/15/12 Goldman Sachs Group @ 6.000%, due 06/15/10 Goldman Sachs Group @ 6.000%	Becton Dickinson & Co @ 7.000%, due 08/01/27	138,943	162,916	AA-
	Berkshire Hathaway Inc @ 5.400%, due 05/15/18	174,431	188,663	AA+
	Bestfoods Inc @ 6.625%, due 04/15/28	102,110	125,742	A+
Charles Schwab Corp @ 4.950%, due 06/01/14 Chubb Corp. @ 5.750%, due 05/15/18 CitiGroup Inc @ 5.500%, due 04/11/13 57,340 CitiGroup Inc @ 6.125%, due 11/21/17 103,092 125,620 A CitiGroup Inc @ 6.125%, due 11/21/17 103,092 125,620 A Coca-Cola Enterprises @ 8.500%, due 02/01/22 158,408 178,067 A Cooper US Fin Inc @ 6.100%, due 07/01/17 181,107 212,269 A Conco Inc. @ 6.950%, due 04/15/29 103,506 122,076 A Consolidated Nat Gas @ 6.250%, due 11/01/11 110,301 116,004 A-CSX Corporation @ 6.300%, due 03/15/12 136,187 144,731 BBB-Dover Corporation @ 6.500%, due 03/15/18 Dover Corporation @ 6.600%, due 03/15/18 Dover Corporation @ 6.600%, due 03/15/18 Du Pont E I De Nemou @ 6.000%, due 07/15/18 255,864 280,799 A Du Pont E I De Nemou @ 6.000%, due 07/15/18 266,232 289,087 A Equitable Cos Inc. @ 7.000%, due 04/01/28 FPL Group Capital Inc. @ 7.875%, due 10/15/12 Florida Power Corp @ 5.800%, due 04/15/17 100,082 114,475 149,755 A Federal Express Corp Debs @ 9.650%, due 06/15/12 Florida Power Corp @ 5.800%, due 09/15/17 100,082 119,041 A-General Dynamics Corp @ 4.250%, due 05/15/13 I14,458 I63,113 A General Elec Cap Corp @ 4.250%, due 10/19/12 369,200 376,828 AA+ Goldman Sachs Group [nc. @ 6.600%, due 01/15/14 194,473 222,523 A Goldman Sachs Group @ 5.150%, due 01/15/14 194,473 222,523 A Goldman Sachs Group @ 6.000%, due 01/15/14 1173,893 181,166 A-Halliburton Co @ 5.900%, due 09/15/18 60,642 69,928 A	Burlington Northern SA @ 5.900%, due 07/01/12	239,076	243,362	BBB+
	Burlington Northern Santa Fe @ 6.150%, due 05/01/37	47,853	57,272	BBB+
	Campbell Soup Co Global Notes @ 8.875%, due 05/01/21	85,919	102,460	A
Cooper US Fin Inc @ 6.100%, due 07/01/17 Conco Inc. @ 6.950%, due 04/15/29 Conco Inc. @ 6.950%, due 04/15/29 Consolidated Nat Gas @ 6.250%, due 11/01/11 CSX Corporation @ 6.300%, due 03/15/12 Dover Corporation @ 6.500%, due 03/15/12 Dover Corporation @ 6.500%, due 02/15/11 Dover Corporation @ 6.600%, due 03/15/38 Dover Corporation @ 6.600%, due 03/15/18 Dover Corpo @ 6.000%, due 05/15/18 Dover Corpo @ 6.000%, due 05/15/18 Dover Corp. @ 7.000%, due 04/01/28 Dover Corp. @ 7.000%, due 04/01/28 Dover Corp. @ 7.000%, due 04/01/28 Dover Corp. @ 9.650%, due 06/15/12 Dover Corp. @ 9.650%, due 06/15/12 Dover Corp. @ 9.650%, due 09/15/15 Dover Corp. @ 4.875%, due 12/15/15 Dover Corp. @ 4.875%, due 05/15/13 Dover Corp. @ 5.250%, due 05/15/12 Dover Corp. @ 5.250%, due 05/15/14 Dover Corp. @ 5.250%, due 05/15/14 Dover Corp. @ 5.250%, due 06/15/20 Dover Corp. @ 5.250%, due	Charles Schwab Corp @ 4.950%, due 06/01/14 Chubb Corp. @ 5.750%, due 05/15/18 CitiGroup Inc @ 5.500%, due 04/11/13 CitiGroup Inc @ 6.125%, due 11/21/17	465,398 194,188 57,340 103,092	477,726 219,883 64,507 125,620	A A+ A
Dover Corporation @ 6.500%, due 02/15/11 275,572 281,119 A Dover Corporation @ 6.600%, due 03/15/38 73,649 90,129 A Duke Energy Corp. @ 7.000%, due 11/15/18 255,864 280,799 A Du Pont E I De Nemou @ 6.000%, due 07/15/18 266,232 289,087 A Eaton Corp. @ 5.600%, due 05/15/18 158,736 185,507 A- Equitable Cos Inc. @ 7.000%, due 04/01/28 144,775 149,755 A Federal Express Corp Debs @ 9.650%, due 06/15/12 64,097 67,964 BBB FPL Group Capital Inc. @ 7.875%, due 12/15/15 110,000 137,066 BBB+ Florida Power Corp @ 5.800%, due 09/15/17 100,082 119,041 A- General Dynamics Corp @ 4.250%, due 05/15/13 141,458 163,113 A General Elec Cap Corp @ 4.875%, due 10/21/10 59,832 60,118 AA+ Goldman Sachs Group Inc. @ 5.250%, due 10/19/12 369,200 376,828 AA+ Goldman Sachs Group @ 5.150%, due 01/15/14 194,473 222,523 A Goldman Sachs Group @ 6.000%, due 06/15/20 260,280 274,972 A Grand Met Invt Corp. @ 9.000%, due 08/15/11 <td>Cooper US Fin Inc @ 6.100%, due 07/01/17</td> <td>181,107</td> <td>212,269</td> <td>A</td>	Cooper US Fin Inc @ 6.100%, due 07/01/17	181,107	212,269	A
	Conoco Inc. @ 6.950%, due 04/15/29	103,506	122,076	A
	Consolidated Nat Gas @ 6.250%, due 11/01/11	110,301	116,004	A-
Eaton Corp. @ 5.600%, due 05/15/18 Equitable Cos Inc. @ 7.000%, due 04/01/28 Federal Express Corp Debs @ 9.650%, due 06/15/12 FPL Group Capital Inc. @ 7.875%, due 12/15/15 Florida Power Corp @ 5.800%, due 09/15/17 General Dynamics Corp @ 4.250%, due 05/15/13 General Elec Cap Corp @ 4.250%, due 10/21/10 General Electric Capital Corp @ 5.250%, due 10/19/12 Goldman Sachs Group Inc. @ 6.600%, due 01/15/12 Goldman Sachs Group @ 5.150%, due 01/15/14 Goldman Sachs Group @ 5.150%, due 01/15/14 Goldman Sachs Group @ 5.150%, due 01/15/14 Goldman Sachs Group @ 6.000%, due 06/15/20 Goldman Sachs Group @ 6.000%, due 08/15/11 Grand Met Invt Corp. @ 9.000%, due 08/15/11 Goldman Sachs Group @ 6.000%, due 08/15/11 Goldman Sachs Group @ 6.000%, due 08/15/11 Grand Met Invt Corp. @ 9.000%, due 08/15/11 Goldman Sachs Group @ 6.000%, due 08/15/11	Dover Corporation @ 6.500%, due 02/15/11	275,572	281,119	A
	Dover Corporation @ 6.600%, due 03/15/38	73,649	90,129	A
	Duke Energy Corp. @ 7.000%, due 11/15/18	255,864	280,799	A
General Dynamics Corp @ 4.250%, due 05/15/13 141,458 163,113 A General Elec Cap Corp @ 4.875%, due 10/21/10 59,832 60,118 AA+ General Electric Capital Corp @ 5.250%, due 10/19/12 369,200 376,828 AA+ Goldman Sachs Group Inc. @ 6.600%, due 01/15/12 66,656 69,276 A Goldman Sachs Group @ 5.150%, due 01/15/14 194,473 222,523 A Goldman Sachs Group @ 6.000%, due 06/15/20 260,280 274,972 A Grand Met Invt Corp. @ 9.000%, due 08/15/11 173,893 181,166 A- Halliburton Co @ 5.900%, due 09/15/18 60,642 69,928 A	Eaton Corp. @ 5.600%, due 05/15/18	158,736	185,507	A-
	Equitable Cos Inc. @ 7.000%, due 04/01/28	144,775	149,755	A
	Federal Express Corp Debs @ 9.650%, due 06/15/12	64,097	67,964	BBB
Goldman Sachs Group @ 5.150%, due 01/15/14 194,473 222,523 A Goldman Sachs Group @ 6.000%, due 06/15/20 260,280 274,972 A Grand Met Invt Corp. @ 9.000%, due 08/15/11 173,893 181,166 A- Halliburton Co @ 5.900%, due 09/15/18 60,642 69,928 A	General Dynamics Corp @ 4.250%, due 05/15/13 General Elec Cap Corp @ 4.875%, due 10/21/10 General Electric Capital Corp @ 5.250%, due 10/19/12	141,458 59,832 369,200	163,113 60,118 376,828	A AA+ AA+
	Goldman Sachs Group @ 5.150%, due 01/15/14	194,473	222,523	A
	Goldman Sachs Group @ 6.000%, due 06/15/20	260,280	274,972	A
	Grand Met Invt Corp. @ 9.000%, due 08/15/11	173,893	181,166	A-
Hersheys Food Corp @ 4.850%, due 08/15/15 230,628 269,635 A Home Depot Inc Global @ 5.400%, due 03/01/16 98,335 113,859 BBB+ Honeywell Intl Inc @ 5.400%, due 03/15/16 193,760 234,738 A IBM Corp @ 4.750%, due 11/29/12 94,566 108,732 A+	Hersheys Food Corp @ 4.850%, due 08/15/15	230,628	269,635	A
	Home Depot Inc Global @ 5.400%, due 03/01/16	98,335	113,859	BBB+
	Honeywell Intl Inc @ 5.400%, due 03/15/16	193,760	234,738	A
JP Morgan Chase & Co @ 5.375%, due 01/15/14 196,180 220,928 A+ Key Bank N A @ 5.700%, due 08/15/12 25,346 26,438 BBB+ Key Bank NA @ 4.950%, due 09/15/15 93,610 106,212 BBB+ Kimberly Clark Corp @ 5.625% due 02/15/12 164,510 175,410 A	JP Morgan Chase & Co @ 5.375%, due 01/15/14 Key Bank N A @ 5.700%, due 08/15/12 Key Bank NA @ 4.950%, due 09/15/15 Kimberly Clark Corp @ 5.625% due 02/15/12	25,346 93,610	26,438 106,212	A+ BBB+ BBB+
Kimberly Clark @ 6.625%, due 08/01/37 44,924 58,539 A Kraft Foods Inc @ 6.125%, due 08/23/18 122,585 147,716 BBB- Lincoln Natl Corp. @ 6.200%, due 12/15/11 200,946 211,728 A- Lincoln National Corp @ 8.750%, due 07/01/19 144,810 154,363 A-	Kraft Foods Inc @ 6.125%, due 08/23/18 Lincoln Natl Corp. @ 6.200%, due 12/15/11 Lincoln National Corp @ 8.750%, due 07/01/19	122,585 200,946 144,810	147,716 211,728	BBB- A-
McDonald's Corp @ 5.300%, due 03/15/17 163,114 191,212 A Mellon Funding @ 5.000%, due 12/01/14 124,657 145,262 A+ Merrill Lynch & Co. @ 5.000%, due 02/03/14 70,322 74,560 A Metlife Inc. @ 6.125%, due 12/01/11 185,925 195,606 A- Metlife Inc. @ 6.020%, due 02/03/14 195,606 A-	Mellon Funding @ 5.000%, due 12/01/14	124,657	145,262	A+
	Merrill Lynch & Co. @ 5.000%, due 02/03/14	70,322	74,560	A
	Metlife Inc. @ 6.125%, due 12/01/11	185,925	195,606	A-
Metlife Inc. @ 5.000%, due 06/15/15 77,086 88,784 A- Metlife Inc. @ 7.717%, due 02/15/19 151,258 165,451 A- Michigan Bell Tel Co @ 7.850%, due 01/15/22 46,802 50,059 A Morgan Stanley Dean Witter @ 6.750%, due 04/15/11 45,584 46,349 A Morgan Stanley Group @ 6.625%, due 04/01/18 287,528 299,336 A	Metlife Inc. @ 7.717%, due 02/15/19	151,258	165,451	A-
	Michigan Bell Tel Co @ 7.850%, due 01/15/22	46,802	50,059	A
	Morgan Stanley Dean Witter @ 6.750%, due 04/15/11	45,584	46,349	A

Fixed Income Securities, Continued	Cost	Fair Value	Datings
Corporate Bonds, Continued		v anuc	Ratings
	. 116 141	126.007	DDD.
News America Holding Inc @ 8.500%, due 02/23/25 Occidental Petroleum Cor @ 4.125%, due 06/01/16	115,141 146,964	126,997	BBB+
Ohio Power Co @ 5.750%, due 09/01/13	209,832	167,660 234,085	A BBB
Pepsi Bottling Group Inc. @ 7.000%, due 03/01/29	53,541	65,979	A
Pfizer Inc @ 6.200%, due 03/15/19	109,889	135,439	ĀĀ
Phillips Pete Corp @ 9.375%, due 02/15/11	40,372	41,332	Α
PNC Funding Corp @ 5.625%, due 02/01/17	129,006	141,943	A-
Prudential Financial Inc @ 3.625%, due 09/17/12	102,510	103,921	Ą
Prudential Fin @ 6.100%, due 06/15/17 Sara Lee Corp @ 6.125%, due 11/01/32	101,370 42,180	106,433	A
Suntrust Banks Inc. @ 6.000%, due 02/15/26	51,543	42,692 48,734	BBB BBB-
Sysco Corporation @ 6.500%, due 08/01/28	101,790	121,441	A+
Travelers Cos Inc @ 5.750%, due 12/15/17	157,454	183,637	A-
Union Pacific Corp @ 7.875%, due 01/15/19	139,005	156,742	BBB
United Parcel Svc Amer Inc @ 8.375%, due 04/01/20	88,494	106,356	AA-
United Technologies Corp @ 6.125%, due 02/01/19	247,322	272,180	A
US Bank NA @ 4.800%, due 04/15/15 Verizon New England Inc @ 6.500%, due 09/15/11	174,714	183,919	A+
Verizon New England Inc (@ 6.500%, due 09/15/11 Verizon Communications @ 5.500%, due 02/15/18	96,665 74,817	99,886	A
Verizon Communications @ 8.750%, due 11/01/18	149,875	86,300 163,286	A A
Virginia Electric PO @ 8.875%, due 11/15/38	118,012	144,574	A-
Wachovia Corp. @ 4.875%, due 02/15/14	123,477	138,913	A+
Wachovia Corp @ 6.605%, due 10/01/25	66,904	67,518	A+
Wal-Mart Stores Global @ 4.500%, due 07/01/15	488,006	534,315	AA
Walt Disney Co @ 5.875%, due 12/15/17	90,389	109,714	A
Walt Disney Co @ 6.375%, due 03/01/12	90,803	97,118	A
Wells Fargo Co. @ 6.375%, due 08/01/11 Wisc Elec Power @ 6.250%, due 12/01/15	193,962	198,626	A+
Wisconsin Pwr & Lt Co @ 6.375%, due 08/15/37	160,646 99,431	194,400 122,100	A- A-
XTO Energy @ 6.500%, due 12/15/18	199,018	210,111	AAA
Total Corporate Bonds - Richmond	14,543,008	16,105,901	
AES Corp @ 8.000%, due 10/15/17	70,792	75,600	BB-
American Gen Fin Corp @ 5.400%, due 12/01/15	63,570	70,035	В
Ameristar Casinos Inc @ 9.250%, due 06/01/14	36,575	37,363	BB-
Autonation, Inc. @ 6.750%, due 04/15/18	40,191	41,000	BB+
Ball Corp @ 6.625%, due 03/15/18	35,525	36,837	BB+
Biomet Inc @ 10.000%, due 10/15/17 Case Corp @ 7.250%, due 01/15/16	37,311	38,631	B-
Chesapeake Energy Co @ 7.250%, due 12/15/18	33,600 66,664	37,275 70,037	BB+ BB
Cimarex Energy Co @ 7.125%, due 05/01/17	33,950	36,750	BB
CIT Group Funding Company @ 7.000%, due 05/01/15	27,300	29,775	B+
CIT Group Funding Company @ 7.000%, due 05/01/17	70,812	78,300	
Community Health Sys @ 8.875%, due 07/15/15	92,931	95,625	В
Constellation Brands Inc. @ 8.375%, due 12/15/14	62,977	66,225	BB
Corrections Corp of America @ 7.750%, due 06/01/17	74,060	75,250	BB
Crown America Inc @ 7.750%, due 11/15/15 Crown Castle Intl Corp @ 9.000%, due 01/15/15	66,300	67,681	BB-
CSC Holdings Inc @ 7.625%, due 07/15/18	31,769 30,551	33,075 32,325	B- BB
DirecTV Holdings/Fin @ 6.375%, due 06/15/15	35,745	36,225	BBB-
Dynegy @ 7.500%, due 06/01/15	32,725	27,563	B-
Dynegy Holdings Inc @ 7.750%, due 06/01/19	17,930	15,070	B-
Echostar DBS Corp @ 7.125%, due 02/01/16	105,373	110,381	BB-
Edison Mission Energ @ 8.560%, due 01/02/16	28,276	27,455	B+
El Paso Corp @ 7.000%, due 06/15/17	69,650	74,331	BB-
Energy Transfer Equity LP @ 7.500%, due 10/15/20	70,510	71,570	BB-
First Data Corporation @ 9.875%, due 09/24/15 Ford Motor Credit Co @ 7.000%, due 10/01/13	32,441 66,425	28,613	B-
Freeport - McMoran Cop @ 8.375%, due 04/01/17	66,425 68,939	75,102 72,556	B+ BBB.
	U0,7J7	72,556	BBB-

Fixed Income Securities, Continued	Cost	Fair Value	Ratings
Corporate Bonds, Continued			
Freescale Semiconduc @ 10.125%, due 12/15/16 Frontier Communications @ 8.250%, due 05/01/14 Georgia Pac Corp @ 8.125%, due 05/15/11	33,716 35,782	36,400 38,456	CCC BB
Georgia Pac Corp @ 8.000%, due 01/15/24 GMAC LLC @ 6.750%, due 12/01/14	35,686 34,869 31,680	36,313 39,287 34,382	BB BB B
GMAC LLC @ 8.000%, due 11/01/31 Harrah's Operating Co Inc @ 11.250%, due 06/01/17 HCA - The Healthcare C @ 9.250%, due 11/15/16	65,187 37,245 94,394	75,075 38,325 97,425	B B BB-
Health Management @ 6.125%, due 04/15/16 Hertz Corp @ 8.875%, due 01/01/14 Host Marriott LP @ 6.375%, due 03/15/15	27,975 35,138 71,625	30,300 35,919 76,781	BB- CCC+ BB+
Icahn Enterprises @ 8.000%, due 01/15/18 International Lease Fin Corp @ 5.625%, due 09/20/13	72,734 33,730	73,365 37,288	BBB- BB+
Iron Mountain Inc @ 8.375%, due 08/15/21 Kinder Morgan Inc @ 5.700%, due 01/05/16 Leucadia National Corp @ 8.125%, due 09/15/15	37,861 62,725 34,739	38,925 67,031 36,550	B+ BB BB+
Leucadia National Corp @ 7.125%, due 03/15/17 Level 3 Fing Inc @ 8.750%, due 02/15/17 Mediacom Broadband L @ 8.500%, due 10/15/15	66,843 113,195 35,350	70,175 113,920 35,788	BB+ CCC B-
Mirant North America @ 7.375% due 12/31/13 Newfield Exploration Co @ 7.125%, due 05/15/18 NRG Energy Inc @ 7.375%, due 02/01/16	39,750 35,350 68,662	41,200 37,362	B- BB+
Omega Healthcare Inv @ 7.000%, due 04/01/14 Paetec Holding Corp @ 8.875%, due 06/30/17	34,563 35,350	72,013 35,722 36,575	BB- BB+ B
Penn National Gaming Inc @ 6.750%, due 03/15/15 Penn National Gaming Inc @ 8.750%, due 08/15/19 Pioneer Natural Reso @ 5.875%, due 07/15/16	33,950 51,225 32,550	35,000 53,125 36,150	BB- BB- BB+
Qwest Communications @ 7.500%, due 02/15/14 Range Resources Corp @ 7.500%, due 05/15/16 RRI Energy Co @ 6.750%, due 12/15/14	34,643 35,350 35,658	35,700 36,575 35,788	B+ BB BB-
Silgan Holdings @ 6.750%, due 11/15/13 Smithfield Foods Inc @ 7.750%, due 07/01/17 Sprint Cap Corp Company Gty @ 6.900%, due 05/01/19	35,000 32,400	35,525 40,550	BB- B-
Stater Bros Hldgs @ 8.125%, due 06/15/12 Supervalu Inc @ 8.000%, due 05/01/16	66,656 35,285 36,231	75,375 35,044 35,262	BB- B+ B+
Tenet Healthcare Cor @ 9.250%, due 02/01/15 Terex Corp @ 10.875%, due 06/01/16 Transdigm Inc @ 7.750%, due 07/15/14	31,212 32,850 65,823	32,213 34,237 65,731	CCC+ BB- B-
United Rentals North America @ 9.250%, due 12/15/19 Windstream Corp @ 8.625%, due 08/01/16 Wynn Las Vegas LLC/Wynn Las Vegas Capital Corp	73,642 72,422	75,775 74,025	B B+
@ 7.875%, due 05/01/20	33,999	33,960	BB+
Total Corporate Bonds - Seix	3,315,937	3,465,262	
Total Corporate Bonds Total Fixed Income Securities	<u>17,858,945</u> 29,473,610	19,571,163 31,762,198	
Total Mutual Funds, Equities and Fixed Income Securities		51,702,198 5 54,209,128	

Mutual Funds		Cost		Fair Value
PIMCO Foreign Bond (Unhedged) Fund Inst'l Class PIMCO Foreign Bond (Unhedged) Fund Inst'l Class	\$	641,740 10,612	\$	704,806 11,632
Total Mutual Funds - PIMCO		652,352		716,438
Equities	 -		_	, , , , , , , , ,
Common Stock				
Amazon Com Inc	æ	20.400	•	21.410
Amazon Com me American Tower Corp	\$	30,409 27,280	\$	31,412 30,756
Apple Inc		31,546		93,921
AT&T Inc		22,220		22,880
Bank of America Corp		19,532		15,722
Boeing Co		44,997		46,578
Capital One Finl Corp		16,061		23,730
Celgene Corp		14,511		17,283
Cisco Sys Inc		55,223		56,940
DirecTV		45,598		58,282
Dow Chemical Co E I Du Pont De Nemours & Co		24,234		24,714
Express Scripts Inc		44,533		49,082
Ford Motor Company		37,305 39,919		48,700 37,944
Goldman Sachs Group Inc		38,805		37,944
Google Inc		63,519		75,714
Hewlett Packard Co		43,009		42,070
Intl Business Machines Corp		51,720		67,070
JPMorgan Chase & Co		67,072		64,702
Las Vegas Sands Corp		16,275		17,425
McDonalds Corp		22,030		22,353
Medco Health Solutions Inc		15,380		15,618
Merck & Co Inc		39,670		40,491
Metlife Inc Netflix Inc		32,776		30,760
Occidential Petroleum Corp		15,484		16,216
Oracle Corp		35,210 48,125		39,150 56,385
Peabody Energy Corp		40,472		44,109
Philip Morris Intl Inc		21,457		22,408
Precision Castparts Corp		21,719		25,470
Salesforce.com Inc		14,680		22,360
Schlumberger Ltd		32,061		30,805
Starwood Hotels & Resorts Worldwide Inc		15,241		15,765
Teva Pharmaceutical Inds Ltd		52,312		47,475
3M Company		41,075		43,355
Union Pacific Corp United Parcel Service		23,096		40,900
United Tarcer Service United Technologies Corp		33,642		33,345
Vale S A Spon Adr		22,854 17,186		35,615 18,762
Visa Inc Com		15,316		14,852
Walt Disney Co		26,972		29,790
•				
Subtotal - Atalanta Sosnoff		1,320,526		1,507,922
ABB Ltd. Spons Adr		17,176		17,530
Allianz SE Adr		11,194		7,967
America Movil S.A.B. De Cv Ser L Spons Adr		7,839		8,000
Anheuser-Busch Inbev Spons Adr		8,830		10,575
Atlas Copco Ab Spons Adr Axa S.A. Spons Adr		6,034		10,138
Axa S.A. Spons Aur Banco Bilbao Vizcaya-Sp Adr		12,688		8,516
Barclays Plc-Adr		15,550		11,148
Bayer A G Sponsored Adr		18,250 11,204		11,932 10,451
B G Group Plc Spon Adr		14,244		15,472
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Equities, Continued	Cost	Fair Value
Common Stock, Continued		
BHP Billiton Ltd Spons Adr	15,273	22,133
BNP Paribas Spon Adr	18,291	16,657
BP Plc Spons Adr	18,679	13,380
British American Tobacco Pic Adr	8,873	11,580
CNOOC Ltd Spons Adr Canon Inc Adr	5,657	7,772
China Life Insurance Co Ltd-Sponsored Adr	13,095 7,750	15,885
Credit Suisse Group Adr	12,997	7,732 11,066
DBS Group Hldg Ltd Sp Adr	14,754	14,114
E.On Ag Spons Adr	22,919	13,584
Esprit Hldgs Spon Adr	5,136	3,992
GDF Suez-Eur	7,323	4,631
Glaxosmithkline Plc Sp Adr	9,781	9,090
HSBC Hldg Plc Sp Adr Honda Motor Co. Ltd. Adr	24,893	22,007
Imperial Tobacco Group Plc Sponsored Adr	9,5 88 7,790	11,923 8,019
Ing Groep NV Spons Adr	22,388	15,826
Komatsu Ltd Adr	11,419	13,472
Kubota Ltd Adr	9,056	10,135
Lafarge Spons Adr New Lafarge Coppee	22,191	12,932
LVMH Moet Hennessy Louis Vuitton, Paris-Eur Adr	5,743	10,541
Marks & Spencer Group Plc Sponsored Adr	7,712	8,780
Mitsubishi Corp Spons Adr Mitsubishi Est Co. Ltd Adr	22,626	23,167
Mitsubishi UFJ Financial Group Inc Adr	9,238 12,929	7,824
Nestle S A Sponsored Adr	19,610	9,028 25,914
Nidec Corporation Spon Adr	6,066	7,231
Nintendo Co Ltd Adr	11,303	8,424
Nomura Holdings Inc Adr	4,590	3,625
Novartis Ag Adr	14,581	17,013
Petroleo Brasileiro SA Petrobras Prudential Plc Adr	4,804	3,808
Reed Elsevier NV	7,294 9,689	9,277
Rio Tinto Ple-Gbp	16,401	9,245 18,441
Roche Hldg Ltd Spon Adr	14,560	12,799
Royal Dutch Shelf Pic Adr	17,026	15,075
Sanofi-Aventis Spons Adr	14,355	12,302
Sap AG Spons Adr	13,616	14,053
Siemens A G Spons Adr	17,704	17,918
Societe Generale Spon Adr Sony Corp Spon Adr	11,357	11,250
Taiwan Semiconductor Mfg Co Ltd Adr	10,273 8,049	8,503
Telefonica S.A. Spon Adr	18,892	8,213 16,684
Tesco Plc Sponsored Adr	19,169	19,747
Teva Pharmaceutical Inds Ltd Adr	7,531	8,440
Total S.A. Spons Adr	24,403	21,156
Toyota Motor Corp Adr	15,166	12,097
Unilever NV NY Shs Vale S A Spon Adr	7,782	8,516
Vodafone Group Plc Spons Adr	9,133 24,215	11,726
Volkswagen A G Sponsored Adr	7,477	23,197 9,674
WPP Plc Adr	9,699	11,969
Wolters Kluwer N V Sp Adr	9,596	9,436
Xstrata Ple Adr	8,004	9,925
Zurich Finel Sves Spon Adr	12,540	13,193
Subtotal - JP Morgan	823,995	795,850
America Movil S.A.B. De Cv Ser L Spons Adr	4,942	6,080
Anglogold Ashanti Ltd	2,588	2,867

Equities, Continued Cost	Value
Common Stock, Continued	
Anglo Platinum Ltd 1,29	0 1,128
Banco Bradesco Spons Adr	
Brasil Telecom S Å	
Brasil Telecom SA Adr 48	
BRF - Brasil Foods S A Adr	
China Life Insurance Co Ltd-Sponsored Adr China Patalaum & Cham Adr	
China Petoleum & Chem Adr 2,57 China Unicom Hong Kong Ltd 2,13	
Chungwa Telecomco Ltd 2,13	
CNOOC Ltd Spons Adr 3,45	
Companhia De Bebidas Das Amers 1,44	
Companhia Energetica De Minas 1,74	7 2,082
Creditcorp Ltd 1,16	
CTRIP.com International Ltd 1,84	
Empresa Nationale De Electricidad Chile 1,43 Fomento Economico Mexicano S.A.B. De CV 1,98	
Fomento Economico Mexicano S.A.B. De CV 1,98 Gazprom OAO Spons Adr 3,80	
Gerdau SA Spons Adr 2,00	
Grupo Televisa SA De CV 51	
Hon Hai Precision 8,88:	
Huaneng Power Intl 3,42.	
Icici Bank Ltd 2,72	
Infosys Technologie Sp Adr 1,994	,
Itau Unibanco Banco Hldg 7,504 JSC MMC Norilsk Nickel JSC 1,333	
K B Financial Group Inc 5,702	
Las Vegas Sands Corp 1,82	
Lukoil Öil Spons Adr 2,932	
Mechel OAO Spons Adr	2 1,618
Melco Crown Entertainment Ltd 6,494	
Mobile Telesystems OJSC 2,722	
MTN Group Ltd. 2,340 Naspers Ltd Spon Adr 2,681	
Naspers Ltd Spon Adr 2,681 Petroleo Brasileiro SA Adr 5,668	
Petroleo Brasileiro SA Petrobras 4,492	
Posco Spon Adr 4,646	
Reliance Inds Ltd 3,988	
Rosneft Oil Co OAO 3,684	
Samsung Electrs Ltd 6,854	
Sasol Ltd Spons Adr 1,227 Shinhan Financial Grp Co Ltd 4.677	,
Shinhan Financial Grp Co Ltd 4,677 SK Telecom Ltd 2,143	•
Standard Bank Group 4,190	
Southern Copper Corp 2,233	
Taiwan Semiconductor Mfg Co Ltd 2,541	
Teva Pharmaceutical Inds Ltd 1,209	
Vale S A Spon Adr 9,598	
Vimpelcom Ltd 2,707	
Vivo Participacoes SA Adr 1,550 Wynn Resorts Ltd 2,274	
	,
Yanzhou Coal Mining Co Ltd 3,037 Subtotal - Newgate 163,147	
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tree les to the state of	,
AKBank Turk Anonim Sirketi 3,785 America Movil S.A.B De CV 6,069	
Banco DO Brasil SA 6,076	
Banco Macro S.A. 2,751	4,721
Bank Mandiri TBK 2,287	3,358

quities, Continued	Cost	Fair Value	
Common Stock, Continued			
China Constru Bk Corp	4,075	4,326	
Cielo SA Sponsored	6,475	6,619	
Commercial Intl Bk	5,512	8,164	
Companhia Siderurgica Nacional	3,793	4,700	
Companhia Energetica De Minas	5,008	5,720	
Desarrolladora Homex S.A. De C.V.	4,411	4,046	
Fomenta Economico Mexicano S.A.B. De CV	4,223	4,667	
Grupo Televisa SA De CV	4,176	4,390	
Infosys Technologie Sp Adr	3,530	4,846	
Israel Chemicals Ltd - ILS	5,295	6,093	
Kimberly Clarke De Mex SA	3,348	5,210	
KOC Holding AS	3,958	6,888	
Kumba Iron Öre	3,416	5,437	
Lukoil Oil Spons Adr	4,654	4,650	
Massmart Hidgs	2,353	4,260	
Mobile Telesystems OJSC	4,008	4,352	
Murray & Roberts Hldg Ltd.	3,468	2,862	
Nedbank Group Ltd	3,888	5,214	
Netease.com Inc	4,473	4,141	
Oriflmae Cosmetics	4,007	5,000	
Philippine Long Distance Tel Co	6,126	6,465	
Pretoria Portland	3,465	3,491	
PT Telekomunakasi Indonesia	4,601	5,244	
Sanlam Ltd	4,004	5,392	
Semen Gresik	4,277	5,320	
Shinhan Financial Grp Co Ltd	7,574	7,591	
Shoprite Holdings	2,587	4,332	
Standard Bank Group	3,905	4,658	
Taiwan Semiconductor Mfg Co Ltd	8,096	7,899	
Tiger Brands Ltd	3,176	4,136	
Turkcell Iletism Hizmet	7,164	7,30 7	
Ultrapar Participacoes S A	2,885	4,039	
United Tractors	5,178	6,929	
Usiminas SA Pfd	7,062	7,075	
Vale S A Spon Adr	6,990	8,131	
Subtotal - Lazard	185,989	221,008	
Total Common Stock	2,493,657	2,701,202	
Exchange Traded and Closed End Funds			
Ipath MSCI India ETN	1,826	2,273	
Global X China Financials ETF	12,580	12,462	
Global X China Industrials ETF	3,102	3,205	
Global X China Materials ETF	6,865	7,807	
Ishares MSCI South Korea	2,962	3,477	
Ishares MSCI Taiwan	4,450	4,946	
Ishares MSCI Turkey	3,727	5,042	
Total Exchange Traded and Closed End Funds - Newgate	35,512	39,212	•
Total Equities	2,529,169	2,740,414	
ed Income Securities			Rating
Nortgage and Asset Backed Securities			
Bear Stears Commercial Mort SE @ 5.186%, due 09/11/13	26,578	27,058	AAA
CS First Boston Mortg SEC Corp @ 6.133%, due 03/15/12	46,120	47,345	AAA
FIH 340 DE #4 20010 O 5 5000	64,573	67,504	no ratii
FHEMC PL#A39210 (@ 5,500%, due 10/01/35			
FHLMC PL#A39210 @ 5.500%, due 10/01/35 FHLMC PL#A47758 @ 5.000%, due 11/01/35	31,046	34,556	no ratii

Cost	Fair Value	Datings
	- value	Ratings
128 73,758 24,236 37,342 128,540 1,892 2,756 3,506 46,288 23,541 58,568 79,922 25,404 17,067 12,432 12,021 29,255 25,487 33,681 46,436	103 76,042 25,609 37,220 127,637 1,945 2,567 2,232 52,575 25,153 62,717 82,920 25,618 16,826 13,457 12,682 32,002 26,538 37,761 46,379	no rating AAA no rating AAA AAA AAA
		AAA
890,081	931,508	
31,264 88,739	36,078 95,638	AAA AAA
120,003	131,716	
18,900	20,055	Α
18,900	20,055	
5,820 5,050 5,000 6,987	6,315 5,075 5,087 7,219	BB- BB- BB- B
22,857	23,696	
10,206 10,035 10,427 28,813 9,733 9,974 5,028 5,274 11,911 21,060 10,048 14,197 9,314 5,297 9,113 21,143	12,016 11,343 10,343 12,724 33,432 10,820 11,513 5,030 5,379 14,104 21,121 11,672 16,502 10,586 6,266 11,114 22,868	AA A- A- BBB+ BBB+ A- A BBB+ A AA- AA- A- AA- AA- AA- AA- AA- AA- A
	73,758 24,236 37,342 128,540 1,892 2,756 3,506 46,288 23,541 58,568 79,922 25,404 17,067 12,432 12,021 29,255 25,487 33,681 46,436 14,142 896,081 31,264 88,739 120,003 18,900 18,900 5,820 5,050 5,000 6,987 22,857 9,940 10,206 10,035 10,427 28,813 9,733 9,974 5,028 5,274 11,911 21,060 10,048 14,197 9,314 5,297 9,113	Cost Value 128 103 73,758 76,042 24,236 25,609 37,342 37,220 128,540 127,637 1,892 1,945 2,756 2,567 3,506 2,232 46,288 52,575 23,541 25,153 58,568 62,717 79,922 82,920 25,404 25,618 17,067 16,826 12,432 13,457 12,021 12,682 29,255 32,002 25,487 26,538 33,681 37,761 46,436 46,379 14,142 15,903 896,081 931,508 31,264 36,078 88,739 95,638 120,003 131,716 18,900 20,055 5,820 6,315 5,050 5,087 5,096 5,087 5,987 7,219

Fixed Income Securities, Continued	Cost	Fair Value	Ratings
Corporate Bonds, Continued			
Boeing Co. @ 7.250%, due 06/15/25	11,082	13,111	Α
Burlington Northern Santa Fe @ 6.150%, due 05/01/37	4,785	5,727	BBB+
Campbell Soup Co. @ 8.875%, due 05/01/21	6,137	7,319	A
Capital One Financial Corp @ 5.700%, due 09/15/11	25,915	26,056	BBB
Caterpillar Inc. @ 7.900%, due 12/15/18	13,169	13,389	Α
Chubb Corp. @ 6.600%, due 08/15/18 Citigroup Inc. @ 5.500%, due 04/11/13	5,044	5,897	A+
Coca Cola Enterprises @ 8.500%, due 02/01/22	9,557 6,461	10,751	A
Coca Cola Enterprises Inc. @ 6.950%, due 11/15/26	5,633	7,123 6,433	A A
Cooper US Fin Inc @ 6.100%, due 07/01/17	21,234	23,585	Ä
Conoco Inc @ 6.950%, due 04/15/29	5,414	6,425	A
ConocoPhillips @ 5.750%, due 02/01/19	4,989	5,998	Α
Consolidated Nat Gas @ 6.250%, due 11/01/11	10,027	10,546	A-
Costco Wholesale Cor @ 5.500%, due 03/15/17 CSX Corporation @ 6.300%, due 03/15/12	20,232 10,049	23,757	A+
Deere & Company @ 8.100%, due 05/15/30	12,920	10,721 14,002	BBB- A
Devon Energy Corp @ 6.300%, due 01/15/19	20,134	24,201	BBB+
Dover Corporation @ 6.500%, due 02/15/11	25,052	25,556	A
Duke Energy Corp. @ 7.000%, due 11/15/18	23,260	25,527	Ā
Du Pont E I De Nemou @ 6.000%, due 07/15/18	22,186	24,091	Α
Eaton Corp. @ 5.600%, due 05/15/18 Emerson Electric Co @ 4.875%, due 10/15/19	14,881	17,391	Ą-
Equitable Cos Inc. @ 7.000%, due 04/01/28	15,148 9,638	17,082	A
Federal Express Corp @ 9.650%, due 06/15/12	10,683	10,697 11,327	A BBB
Florida Power Corp 1st Mtg @ 5.800%, due 09/15/17	10,008	11,904	A-
General Dynamics Corp @ 4.250%, due 05/15/13	9,431	10,874	Ä
General Elec Cap Corp Global @ 5.450%, due 01/15/13	26,022	32,628	AA+
General Elec Capital Corp @ 4.750%, due 09/15/14	4,884	5,465	AA+
Goldman Sachs Group Inc @ 6.600%, due 01/15/12 Goldman Sachs Group Inc @ 5.625%, due 01/15/17	5,127 19,095	5,329	A
Goldman Sachs Group @ 6.000%, due 06/15/20	5,054	21,179 5,499	. A- A
Grand Met Invt Corp @ 9.000%, due 08/15/11	15,495	16,080	Ã-
Halliburton Co @ 5.900%, due 09/15/18	10,107	11,655	Â
Hartford Finl Svcs Grp @ 6.300%, due 03/15/18	15,778	16,200	BBB
Heinz (H.J.) Co. @ 6.375%, due 07/15/28	5,131	5,540	BBB
Hershey Company @ 5.450%, due 09/01/16 Household Finance Co @ 6.375%, due 10/15/11	15,001 20,837	17,323	A
IBM Corp @ 4.750%, due 11/29/12	14,185	21,062 16,310	A A+
IBM Corp @ 7.000%, due 10/30/25	11,895	13,073	A+
JP Morgan Chase & Co @ 5.375%, due 01/15/14	14,714	16,570	A+
JP Morgan Chase & Co @ 6.300%, due 04/23/19	10,903	11,589	A+
Key Bank N A @ 5.700%, due 08/15/12 Key Bank NA @ 4.950%, due 09/15/15	5,069	5,288	BBB+
Key Bank NA (24.930%, due 09/13/13 Kimberly Clark (26.625%, due 08/01/37	14,042	15,932	BBB+
Kraft Foods Inc. @ 6.125%, due 08/23/18	4,992 9,807	6,504 11,817	A BBB-
Lincoln Natl Corp @ 6.200%, due 12/15/11	15,071	15,880	A-
Lincoln National Corp @ 8.750%, due 07/01/19	12,067	12,864	A-
M & T Bk Corp @ 5.375%, due 05/24/12	23,188	26,468	A-
McDonalds Corp-Reg @ 8.875%, due 04/01/11	25,568	26,017	A
Mellon Funding @ 5.000%, due 12/01/14 Merrill Lynch & Co. Inc. @ 5.000%, due 02/03/14	9,998	11,174	A+
Metlife Inc. @ 6.125%, due 12/01/11	10,049 20,100	10,651	A
Metlife Inc. @ 5.000%, due 06/15/15	9,636	21,147 11,098	A- A-
Metlife Inc. @ 7.717%, due 02/15/19	11,635	12,727	A-
Morgan Stanley @ 5.375%, due 10/15/15	30,640	32,190	Ä
News America Holding Inc @ 8.500%, due 02/23/25	11,450	12,700	BBB+
Occidental Petroleum Cor @ 4.125%, due 06/01/16	9,798	11,177	A
Ohio Power Co @ 5.750%, due 09/01/13 Pfizer Inc @ 6.200%, due 03/15/19	14,988	16,720	BBB
1 11201 THE MY 0.20070, UNE 03/13/13	22,474	24,625	AA

Fixed Income Securities, Continued	Cost	Fair Value	Ratings
Corporate Bonds, Continued			
Phillips Pete Corp Notes-Reg @ 9.375%, due 02/15/11	10,093	10,333	A
PNC Funding Corp @ 5.625%, due 02/01/17	9,924	10,919	Ã-
Prudential Fin @ 6.100%, due 06/15/17	16,006	16,805	Α
Sara Lee Corp @ 6.125%, due 11/01/32 Sysco Corporation @ 6.500%, due 08/01/28	5,272	5,337	BBB
Travelers Cos Inc @ 5.750%, due 12/15/17	10,179 9,772	12,144 11,477	A+
Union Pacific Corp @ 7.875%, due 01/15/19	11,140	13,062	A- BBB
United Parcel Service @ 6.200%, due 01/15/38	10,289	12,327	AA-
United Technologies Corp @ 8.875%, due 11/15/19	12,655	14,230	A
United Technologies Corp @ 6.125%, due 02/01/19	11,242	12,372	Α
US Bank NA @ 4.800%, due 04/15/15 US Bank NA @ 6.375%, due 08/01/11	4,789	5,573	A+
Verizon Communications @ 5.500%, due 02/15/18	20,391 9,976	20,952 11,507	A+ ^
Verizon Communications @ 8.750%, due 11/01/18	12,490	13,607	A A
Verizon New England Inc @ 6.500%, due 09/15/11	10,175	10,514	Ä
Virginia Electric PO @ 8.875%, due 11/15/38	6,211	7,609	Α-
Wal-Mart Stores Global @ 4.500%, due 07/01/15	13,975	17,053	AA
Walt Disney Company @ 5.875%, due 12/15/17 Walt Disney Company @ 6.375%, due 03/01/12	10,043	12,190	A
Wachovia Corp. @ 4.875%, due 02/15/14	1 5 ,134 9,424	16,186 10,686	A A+
Wisconsin Pwr & Lt Co @ 6.375%, due 08/15/37	4,972	6,105	A-
Total Corporate Bonds - Richmond	1,223,974	1,360,366	
AES Corp @ 8.000%, due 10/15/17	7,127	7,560	BB-
American Gen Fin Corp @ 5.400%, due 12/01/15 Ameristar Casinos Inc @ 9.250%, due 06/01/14	11,715	12,880	В
Autonation, Inc. @ 6.750%, due 04/15/18	5,225 7,033	5,338	BB-
Ball Corp @ 6.625%, due 03/15/18	6,090	7,175 6,315	BB+ BB+
Biomet Inc @ 10.000%, due 10/15/17	5,435	5,519	В-
Case Corp @ 7.250%, due 01/15/16	4,850	5,325	BB+
Chesapeake Energy Co @ 7.250%, due 12/15/18	12,309	12,930	BB
CIT Group Funding Company @ 7.000%, due 05/01/15 CIT Group Funding Company @ 7.000%, due 05/01/17	4,550	4,963	B+
Cimarex energy Co @ 7.125%, due 05/01/17	12,192 7,872	13,702 8,400	B+ BB
Community Health Sys @ 8.875%, due 07/15/15	17,708	18,063	B
Constellation Brands Inc @ 8.375%, due 12/15/14	10,511	11,038	BB
Corrections Corp of America @ 7.750%, due 06/01/17	13,716	13,975	BB
Crown America Inc @ 7.750%, due 11/15/15 Crown Castle Intl Corp @ 9.000%, due 01/15/15	13,366	13,536	BB-
CSC Holdings Inc @ 7.625%, due 07/15/18	5,295 5,150	5,513 5,387	B-
DirecTV Holdings/Fin @ 6.375%, due 06/15/15	5,160	5,175	BB BBB-
Dynegy @ 7.500%, due 06/01/15	7,453	6,300	B-
Echostar Dbs Corp @ 7.125%, due 02/01/16	20,148	21,025	BB-
Edison Mission Energ @ 7.500%, due 06/15/13 Edison Mission Energ @ 8.560%, due 01/02/16	4,673	4,663	В-
El Paso Corp @ 7.000%, due 06/15/17	7,110	6,864	B+
Energy Transfer Equity LP @ 7.500%, due 10/15/20	13,930 13,482	14,866 13,682	BB- BB-
First Data Corporation @ 9.875%, due 9/24/15	6,488	5,723	B-
Ford Motor Credit Co @ 7.000%, due 10/01/13	12,345	13,947	B+
Freeport - McMoran Cop @ 8.375%, due 04/01/17	14,073	14,511	BBB-
Freescale Semiconduc @ 10.125%, due 12/15/16 Frontier Communications @ 8.250%, due 05/01/14	5,900	6,370	CCC
Georgia Pac Corp @ 8.125%, due 05/15/11	7,243 5,098	7,691 5 100	BB
Georgia Pac Corp @ 8.000%, due 01/15/24	7,229	5,188 7,857	BB BB
GMAC LLC @ 6.750%, due 12/01/14	5,760	6,251	ВВ
GMAC LLC @ 8.000%, due 11/01/31	13,037	15,015	В
Harrah's Operating Co Inc @ 11.250%, due 06/01/17	6,385	6,570	В
HCA - The Healthcare C @ 9.250%, due 11/15/16 Health Management @ 6.125%, due 04/15/16	18,977	19,485	BB-
Treated trading official to 0.12570, due 04/13/10	4,640	5,050	BB-

Fixed Income Securities, Continued	Cost	Fair Value	Ratings	
Corporate Bonds, Continued				
Hertz Corp @ 8.875%, due 01/01/14 Host Marriott LP @ 6.375%, due 03/15/15 Icahn Enterprises @ 8.000%, due 01/15/18 International Lease Fin Corp @ 5.625%, due 09/20/13	12,163 14,513 13,947	12,315 15,356 14,070	CCC+ BB+ BBB-	
Iron Mountain Inc @ 8.375%, due 08/15/21 Kinder Morgan Inc @ 5.700%, due 01/05/16 Leucadia National Corp @ 8.125%, due 09/15/15	6,210 7,362 14,400 6,105	6,869 7,569 15,469 6,450	BB+ B+ BB BB+	
Leucadia National Corp @ 7.125%, due 03/15/17 Level 3 Fing Inc @ 8.750%, due 02/15/17 Mediacom Broadband @ 8.500%, due 10/15/15 Mirant North America @ 7.375%, due 12/31/13	13,230 21,335 8,120 7,958	14,035 21,360 8,180 8,240	BB+ CCC B- B-	
Newfield Exploration Co @ 7.125%, due 05/15/18 NRG Energy Inc @ 7.375%, due 02/01/16 Omega Healthcare Inv @ 7.000%, due 04/01/14 Paetec Holding Corp @ 8.875%, due 06/30/17	5,100 14,888 4,938 5,050	5,337 15,431 5,103 5,225	BB- BB- BB+ B	
Penn National Gaming Inc @ 6.750%, due 03/01/15 Penn National Gaming Inc @ 8.750%, due 08/15/19 Pioneer Natural Reso @ 5.875%, due 07/15/16 Qwest Communications @ 7.500%, due 02/15/14	7,745 14,495 6,530 12,020	8,000 14,875 7,230 12,240	BB- BB- BB+ B+	
Range Resources Corp @ 7.500%, due 05/15/16 RRI Energy Co @ 6.750%, due 12/15/14 Silgan Holdings @ 6.750%, due 11/15/13 Smithfield Foods Inc @ 7.750%, due 07/01/17	5,075 6,126 8,030	5,225 6,135 8,120	BB BB- BB-	
Sprint Cap Corp Company Gty @ 6.900%, due 05/01/19 Stater Bros Hldgs @ 8.125%, due 06/15/12 Supervalu Inc @ 8.000%, due 05/01/16	8,274 13,125 5,050 5,088	10,137 15,075 5,006 5,038	B- BB- B+ B+	
Tenet Healthcare Cor @ 9.250%, due 02/01/15 Terex Corp @ 10.875%, due 06/01/16 Transdigm Inc @ 7.750%, due 07/15/14 United Rentals North America @ 9.250%, due 12/15/19	5,203 6,570 12,146 12,519	5,369 6,848 12,135 12,990	CCC+ BB- B- B	
Windstream Corp @ 8.625%, due 08/01/16 Wynn Las Vegas LLC/Wynn Las Vegas Capital Corp @ 7.875%, due 05/01/20	13,326	13,747 6,367	B+ BB+	
Total Corporate Bonds - Seix Total Corporate Bonds	632,291	659,398		
Total Fixed Income Securities	<u>1,856,265</u> 2,914,106	2,019,764 3,126,739		
Total Mutual Funds, Equities and Fixed Income Securities		6,583,591		

MARIANAS PUBLIC LAND TRUST

SCHEDULE 2

Schedule of Administrative Expenses Compared to Budget Year Ended September 30, 2010

		Budget		Actual	Fa	'ariance avorable favorable)
	_					
Money manager fees	\$	179,550	\$	179,456	\$	94
Consultancy fees		128,100		126,780		1,320
Salaries and benefits		92,460		86,108		6,352
Money management administration		83,100		73,044		10,056
Loan administration fee		80,064		72,994		7,070
Office supplies		69,600		66,740		2,860
Contract services		66,151		66,165		(14)
Professional fees		60,000		46,614		13,386
Trustees' expenses		31,700		25,202		6,498
Depreciation		19,000		19,168		(168)
Audit		13,910		15,651		(1,741)
Rent and utilities	_	26,950		13,846		13,104
Total	\$	850,585	<u>\$</u>	791,768	\$	58,817

MARIANAS PUBLIC LAND TRUST (A COMPONENT UNIT OF THE COMMONWEALTH OF THE NORTHERN MARIANA ISLANDS)

INDEPENDENT AUDITORS' REPORTS ON INTERNAL CONTROL AND ON COMPLIANCE

YEAR ENDED SEPTEMBER 30, 2010

Deloitte.

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INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH GOVERNMENT AUDITING STANDARDS

Board of Trustees Marianas Public Land Trust:

We have audited the financial statements of the Marianas Public Land Trust (MPLT) as of and for the year ended September 30, 2010, and have issued our report thereon dated April 25, 2011. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States.

Internal Control Over Financial Reporting

In planning and performing our audit, we considered MPLT's internal control over financial reporting as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of MPLT's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of MPLT's internal control over financial reporting.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A material weakness is a deficiency, or combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis.

Our consideration of internal control over financial reporting was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over financial reporting that might be deficiencies, significant deficiencies or material weaknesses. We did not identify any deficiencies in internal control over financial reporting that we consider to be material weaknesses, as defined above.

Compliance and Other Matters

Deloitle + Touche LLC

As part of obtaining reasonable assurance about whether MPLT's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

We noted certain matters that we reported to management of MPLT in a separate letter dated April 25, 2011.

This report is intended solely for the information and use of management and the Board of Trustees and is not intended to be and should not be used by anyone other than these specified parties.

April 25, 2011

MARIANAS PUBLIC LAND TRUST

Unresolved Prior Year Comments Year Ended September 30, 2010

There are no unresolved findings from prior year audits of MPLT.