

State of Oregon Department of State Lands
Common School Fund

Annual Financial Statements
For the Fiscal Year Ended June 30, 2012

State of Oregon Department of State Lands
Common School Fund
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June 30, 2012

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FINANCIAL SECTION

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INDEPENDENT AUDITOR'S REPORT

State Land Board
Department of State Lands
Salem, Oregon

We have audited the accompanying Balance Sheet of the Common School Fund, a major governmental fund of the State of Oregon as of June 30, 2012, and the related Statement of Revenues, Expenditures, and Changes in Fund Balance for the year then ended. These financial statements are the responsibility of Common School Fund's management. Our responsibility is to express opinion on these financial statements based on our audit.

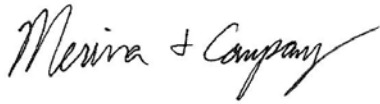
We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and the significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As discussed in Note 1, the financial statements present only the Common School Fund and are not intended to present fairly the financial position of the State of Oregon or the Department of State Lands and the results of their operations in conformity with accounting principles generally accepted in the United States of America.

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the Fund as of June 30, 2012, and the results of its operations in conformity with accounting principles generally accepted in the United States of America.

In accordance with *Government Auditing Standards*, we have also issued our report dated December 3, 2012, on our consideration of Common School Fund's internal control over financial reporting and on 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.

A handwritten signature in cursive script that reads "Merina & Company". The signature is fluid and stylized, with the ampersand being particularly prominent.

Merina & Company, LLP
West Linn, Oregon
December 3, 2012

BASIC FINANCIAL STATEMENTS

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State of Oregon Department of State Lands
Common School Fund
Balance Sheet
June 30, 2012

ASSETS

Cash and Cash Equivalents	\$ 52,417,361
Investments	1,018,351,985
Custodial Assets	7,247,589
Securities Lending Collateral	8,723,960
Accounts and interest receivable, net	7,179,862
Due from Other Funds	136,404
Inventories	2,613
Contracts, Notes, and Other Receivables	703,317
Advances to other funds	19,300,000

Total Assets

\$ 1,114,063,091

LIABILITIES AND FUND BALANCES

Liabilities

Accounts Payable	\$ 23,855,557
Obligations Under Securities Lending	8,723,960
Due to Other Funds or Agencies	786,052
Deferred income (non-curr receivables)	752,317
Custodial Liabilities	180,545,165

Total Liabilities

214,663,051

Fund Balances

Nonspendable	
Reserve for inventories	2,613
Restricted by:	
Oregon Constitution	645,696,862
Enabling Legislation	252,540,233
Donors and Other External Parties	1,160,332

Total Fund Balances

899,400,040

Total Liabilities and Fund Balances

\$ 1,114,063,091

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State of Oregon Department of State Lands
Common School Fund
Statement of Revenues, Expenditures, and Changes in Fund Balances
For the Fiscal Year Ended June 30, 2012

Revenues:

Licenses and fees	\$ 993,732
Services Provided	154,644
Fines and Forfeitures	126,000
Rents and Royalties	4,093,508
Net (loss) from Investments	(8,292,097)
Sales	327,173
Donations	431
Unclaimed property revenue	15,307,842
Other Revenues	106,762

Total Revenues	<u>12,817,995</u>
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Expenditures:

Personal Services	6,461,657
Services and Supplies	3,850,946
Capital Outlay	180,110
Other Distributions	253,886
Investment Expenses	3,620,443

Total Expenditures	<u>14,367,042</u>
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Excess (Deficiency) of Revenues over (Under) Expenditures	<u>(1,549,047)</u>
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Other Financing Sources:

Transfers From Other Funds	11,200,734
Transfers to Other Funds or Other State Agencies	(54,968,546)
Insurance Recoveries	333,334

Total Other Financing Sources	<u>(43,434,478)</u>
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Net Change in Fund Balance	<u>(44,983,525)</u>
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Fund Balances - Beginning	945,288,858
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Prior period adjustments	(905,000)
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Fund Balance - Beginning - As Restated	<u>944,383,858</u>
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Changes in inventories	<u>(293)</u>
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Fund Balances - Ending	<u><u>\$899,400,040</u></u>
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State of Oregon Department of State Lands
Common School Fund
Notes to the Financial Statements as of June 30, 2012

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accompanying financial statements of the Oregon Department of State Lands' Common School Fund have been prepared in conformity with generally accepted accounting principles as prescribed by the Governmental Accounting Standards Board (GASB), and the American Institute of Certified Public Accountants (AICPA).

A – THE REPORTING ENTITY

The Department of State Lands (Department) is the administrative agency of the State Land Board handling the day-to-day work of the board in managing the land and other resources dedicated to the Common School Fund. The State Land Board, which consists of the Governor, the Secretary of State and the State Treasurer, is the trustee of the fund as outlined in the Oregon Constitution.

The Common School Fund, a governmental fund, was established at statehood and is intended to generate earnings to distribute to public schools. The Common School Fund accounts for programs that manage state-owned land, including a leasing program that generates annual revenues, for the benefit of the public school system. Estate funds that become the property of the state, unclaimed property, and income derived from unclaimed property are also accounted for in this fund. Statutory and constitutional provisions stipulate that the assets of the fund, including investment income, must be used for common school purposes. The primary funding sources for these programs include investment income, leasing revenues, forest management, unclaimed property receipts, and transfers from other funds.

B – FUND FINANCIAL STATEMENTS

The governmental fund financial statements are a balance sheet and a statement of revenues, expenditures and changes in fund balances.

Governmental fund balance sheets are presented in an Assets = Liabilities and Fund Balance format. Further information for receivables not expected to be collected within one year of the date of the financial statements and payables reported in the financial statements is discussed in Note 4.

The governmental fund statement of revenues, expenditures, and changes in fund balances reports revenues by type and expenditures by function. Other financing sources, uses and transfers are reported in the last section of the statement.

C – MEASUREMENT FOCUS AND BASIS OF ACCOUNTING AND FINANCIAL STATEMENT PRESENTATION

The Common School Fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized when they are both measurable and available. Revenues are considered to be available when they are collectible within the current year. Expenditures are recognized when a liability is incurred, as under accrual accounting.

D – DEPOSITS AND INVESTMENTS

DEPOSITS

Cash deposits not held in a cash management or investment pool are classified as cash and cash equivalents. Cash deposits that are held in a cash management or investment pool are classified as cash and cash equivalents when the pool has the general characteristics of a demand deposit account. Cash and cash equivalents include: Cash on hand, cash and investments held by the Office of the State Treasurer in the Oregon Short-term Fund (OSTF), cash deposits held in demand deposit accounts with custodial banks, and cash deposits of debt proceeds in investment funds held by a trustee.

INVESTMENTS

Investments are reported at fair market value with the following exceptions, which are reported using cost-based measures:

- Investments in private equities are reported at cost.

State of Oregon Department of State Lands
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Notes to the Financial Statements as of June 30, 2012

- Investments in the OSTF with remaining maturities of up to 90 days are carried at amortized cost, which approximates fair value. The Department reports these investments as cash and cash equivalents on the balance sheet, but as investments in Note 2.

Changes in the fair market value of investments are recognized as investment income (loss) in the current year.

DERIVATIVES

In accordance with State investment policies, the Office of the State Treasurer participates in contracts that have derivative characteristics. The fair value of all derivative instruments within the Common School Fund are reported on the governmental funds balance sheet as investments, accounts and interest receivable, and accounts and interest payable. The change in fair value for all Common School Fund derivative instruments is reported with investment income on the governmental funds statement of revenues, expenditures, and changes in fund balances.

SECURITIES LENDING

Securities lending amounts are reported at the value of the cash collateral received. The security lending liability is reported at the cash amount received as collateral.

E – RECEIVABLES AND PAYABLES

Activities between funds that are representative of lending/borrowing arrangements outstanding at the end of the fiscal year are referred to as “advances to other funds.”

Receivables consist of revenues earned or accrued in the current period and are shown net of estimated uncollectible amounts.

Payables consist of amounts owed to vendors for operational expense, other state agencies for services received and investment liabilities outstanding.

F – INTERFUND TRANSACTIONS

Interfund transactions are transactions between the Common School Fund and other funds included in the Oregon Comprehensive Annual Financial Report. Interfund balances (due to/from other funds and advances to/from other funds) result from the time lag between dates that (1) interfund goods and services are provided or reimbursable expenditures/expenses occur, (2) transactions are recorded in the accounting system, and (3) payments between funds are made. Advances to/from other funds are not expected to be repaid within one year. See Note 7 for more on interfund balances.

G – INVENTORIES

Inventories, which consist primarily of operating supplies, are stated at cost utilizing the first-in, first-out cost valuation method. In governmental funds, inventories are recorded as expenditures when purchased. Reported inventories in governmental funds are offset by nonspendable fund balance since the fund balance associated with inventory is not a spendable form.

H – RESTRICTED ASSETS

Custodial assets are non-cash assets held in trust for third parties in the Unclaimed Property Program.

I – FUND EQUITY

The difference between assets and liabilities is labeled as “Fund Balance” on governmental fund financial statements.

In governmental funds, fund balance is reported in five components: (1) nonspendable, (2) restricted, (3) committed, (4) assigned, and (5) unassigned.

Nonspendable fund balances include amounts that cannot be spent because they are either not in spendable form or they are legally or contractually required to be maintained intact.

State of Oregon Department of State Lands
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Notes to the Financial Statements as of June 30, 2012

Restricted fund balances result from constraints imposed on net assets by law through constitutional provisions or enabling legislation or by parties outside the State, such as creditors, grantors, contributors, or laws or regulations of other governments. Common School Fund Balances are either nonspendable or restricted.

For fund balance classification purposes, the Department determines the appropriate classification of each of their detail-level funds based on the resources accounted for in those funds and the constraints on spending those resources and expends resources from the appropriate fund based on each fund's specific spending constraints.

The restricted fund balance category has been further broken down on the Balance Sheet to indicate the various sources of those constraints.

J - CHANGES IN ACCOUNTING PRINCIPLE

A change in accounting principle was adopted beginning in fiscal year 2012. The Department did an analysis of accounts receivable and determine an amount that can reasonably expect to be uncollectable. An allowance for uncollectable receivables was established. See Note 12 for additional information.

NOTE 2 – DEPOSITS AND INVESTMENTS

Common School Fund Investment Portfolio held at Treasury

Investments of the Common School Fund held by the Treasurer require the exercise of prudent and reasonable care in the context of a fund's investment portfolio and as part of an overall investment strategy. The Treasurer is required to diversify investments unless it is not prudent to do so. In addition, the Treasurer must exercise reasonable care to incorporate risk and return objectives suitable to the particular investment fund. The Treasurer has a policy and procedure that addresses objectives and strategies for investments of the Common School Fund.

The Common School Fund's investment policies are governed by statute and the Oregon Investment Council (Council). The State Treasurer (Treasurer) is the investment officer for the Council. The Treasurer works with the State Land Board to ensure implementation of the asset allocation policy that meets the business needs of the Fund. The Council does not make asset allocation changes without considering input from the State Land Board. In accordance with Oregon statutes, the investment funds are invested, and the investments of those funds managed, as a prudent investor would do, exercising reasonable care, skill and caution. The Treasurer is authorized to use demand deposit accounts, fixed income investments, and direct equity investment transactions, although the majority of equity investments are directed by external investment managers under contract with the Council. Investments are managed around a 70% equity/30% fixed income target with a range of +/- 5%, as detailed below. The Common School Fund's actual asset allocation is monitored monthly relative to established asset allocation policy targets and ranges. A deviation outside of any of the ranges triggers a review and rebalancing back toward the target asset allocation with due consideration given to the liquidity of the investments and transaction costs. Whenever possible, cash flows into and out of the fund are used to rebalance between asset classes. Cash is held only for business operating purposes.

Asset Class	Benchmark	Target Allocation	Range
Domestic Equities	Russell 3000 Index	30%	25% - 35%
International Equities	MSCI ACWI ex-US	30%	25% - 35 %
Private Equity	Russell 3000 + 300 bps	10%	0% -12%
	Total Equities	70%	65% - 75%
	Barclays Capital Universal Bond		
US Fixed Income	Index	30%	25% - 35%
Cash		0%	0% - 3%
	Weighted aggregate of indexes		
Policy Mix	listed above at target allocation	100%	

State of Oregon Department of State Lands
Common School Fund
Notes to the Financial Statements as of June 30, 2012

Common School Fund participation in the Oregon Short Term Fund held at Treasury

The Treasurer maintains the OSTF, a cash and investment pool that is available for use by the Common School Fund. Because the pool operates as a demand deposit account, the Common School Fund portion of the OSTF is classified on the financial statements as cash and cash equivalents. A separate financial report for the OSTF is prepared by the Treasurer. Copies of the report may be obtained from the Office of the State Treasurer, Finance Division, 350 Winter Street NE, Suite 100 Salem, Oregon 97301-3896.

Common School Fund Investments held Outside Treasury

Statutes govern the placement of investments of the Common School Fund held outside the treasury as part of trust agreements or mandatory asset holdings by regulatory agencies. The investment portfolio of the common School fund held outside the treasury included \$7,247,589 identified in the balance sheet as custodial assets.

A real estate investment portfolio held by the Department of State lands included one parcel valued at \$1,100,974, included in investments on the balance sheet.

A – DEPOSITS

Custodial Credit Risk for Deposits

The custodial credit risk for deposits is the risk that, in the event of a bank failure, the Department will not be able to recover deposits or collateral securities that are in the possession of an outside party. The Department does not have a formal policy regarding custodial credit risk for deposits. However, banking regulations and Oregon law establish the insurance and collateral requirements for deposit in the OSTF.

Oregon Revised Statutes (ORS) Chapter 295 governs the collateralization of public funds. Bank depositories are required to pledge collateral against any public fund deposits in excess of the deposit insurance amounts. This requirement provides additional protection for public funds in the event of a bank loss. ORS Chapter 295 sets the specific value of the collateral, as well as the types of collateral that are acceptable.

ORS Chapter 295 provides the statutory authority for the Public Funds Collateralization Program (PFCP). The PFCP is an application created by the Treasury to facilitate bank depository, custodian, and public official compliance with the ORS Chapter 295. Under the PFCP, banks are required to report quarterly to the Treasury, providing quarter-end public fund balances in excess of Federal Deposit Insurance Corporation (FDIC) limits. Banks are also required to report their net worth and FDIC Capitalization information. The FDIC assigns each bank a capitalization category quarterly; well capitalized, adequately capitalized or undercapitalized. Based on this information, the bank's minimum collateral required to be pledged with the custodian and the maximum liability in the pool of all banks is calculated for the next quarter. The maximum liability is reported to the bank, the Treasury and the custodian.

Barring any exceptions, a bank depository is required to pledge collateral valued at 10 percent or more of the bank's quarter-end public fund deposits if the bank is well capitalized and 110 percent if the bank is adequately capitalized, undercapitalized, or assigned to pledge 110 percent by Treasury.

There are three exceptions to this calculation, and any exceptions are required to be collateralized at 100 percent.

1. A bank may not accept public fund deposits from one depositor in excess of the bank's net worth. If the bank has a drop in net worth that takes it out of compliance, the bank is required to post 100 percent collateral on any amount the depositor has in excess of the bank's net worth while working to eliminate that excess.
2. A bank may not hold aggregate public funds in excess of a percentage of the bank's net worth based on its capitalization category (100 percent for undercapitalized, 150 percent for

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Common School Fund
Notes to the Financial Statements as of June 30, 2012

adequately capitalized, 200 percent for well capitalized) unless approved for a period of 90 days or less by the Treasury.

3. A bank may hold in excess of 30 percent of all aggregate public funds reported by all banks holding Oregon public funds, only if the excess is collateralized at 100 percent.

All deposits in the OSTF at June 30, 2012, were with financial institutions participating in the FDIC's Transaction Account Guarantee Program. Under that program, all non-interest-bearing transaction accounts are fully guaranteed by the FDIC for the entire amount in the account. Coverage under the Transaction Account Guarantee Program is in addition to and separate from the coverage available under the FDIC's general deposit insurance rules. Consequently, the entire bank balance of un-invested OSTF deposits was fully insured.

As of June 30, 2012 \$16,707 in other bank balances of the Common School Fund was held by an investment firm, not covered by the FDIC rules. However the firm is a member of the Securities Investor Protection Corporation which provides protection up to \$500,000, of which \$250,000 applies to cash credit balances. Consequently the entire bank balance of un-invested Common School Fund deposits was fully insured.

B – INVESTMENTS

Custodial Credit Risk

Custodial credit risk for investments of the Common School Fund is the risk that, in the event of the failure of the counter party to a transaction, the State will not be able to recover the value of an investment or collateral securities in the possession of an outside party. The Council has no formal policy regarding the holding of securities by a custodian or counter party. For the year ended June 30, 2012, no investment holdings of the Common School Fund held at Treasury were exposed to custodial credit risk.

At June 30, 2012 the Common School Fund held \$7,247,589 in investments outside the treasury. These investments were held with Wedbush, an investment firm. The firm is a member of the Securities Investor Protection Corporation (SIPC) which provides protection up to \$500,000 of which a maximum of \$250,000 applies to cash credit balances. In addition to the coverage provide by the SIPC, the Firm has purchased from Lloyd's of London an excess SIPC bond that provides additional coverage for up to \$25,000,000 in cash and securities for each client, subject to an aggregate loss limit of \$100,000,000. The excess SIPC bond, together with SIPC coverage, provides for cash credit balances to each client to a maximum of \$1,000,000. This protection will replace clients cash and/or securities that are otherwise unrecoverable. It does not cover clients from losses resulting from the decline in the market value of securities in their accounts. No investment holdings of the Common School Fund held outside the Treasury were exposed to custodial credit risk.

Interest Rate Risk

Interest rate risk is the risk (variable in value) borne by an interest bearing asset such as a loan or a bond, due to variability of interest rates. Approximately 30 percent of the Common School Fund's investment portfolio is invested in fixed income securities. Investment policy for fixed income investments of the Common School Fund is to maintain a well-diversified bond portfolio, managed to maximize total return, that reflects the overall characteristics of the Barclays Capital Universal Index Benchmark and to invest opportunistically, using innovative investment approaches within a controlled and defined portfolio allocation.

Credit Risk and Concentration of Credit Risk

Credit risk refers to the risk that a borrower will default on any type of debt by failing to make payments which it is obligated to make. Treasury investment policies for fixed income investments of the Common School Fund maintain an overall portfolio quality of at least "A" or higher; maintain an average bond duration level of +/-20% of the Barclays Capital Universal Index. No more than 30% of the total fixed income portfolio at market value, may be maintained in securities rated less than Baa3. No more than 10% of the total fixed income portfolio, at market value, may be maintained in Rule 144A securities. Not

State of Oregon Department of State Lands
Common School Fund
Notes to the Financial Statements as of June 30, 2012

more than 25% of the fixed income allocation shall be invested in a single industry, or Government Agency. Use of leverage in any fixed income securities is not allowed, (excluding use of securities in a securities lending program).

Highly Sensitive Investments

The Common School Fund held approximately \$53.5 million in debt instruments backed by pooled mortgages, TBAs (to-be-announced federal agency-issued mortgage pools), CMOs, or fixed-rate mortgages. These securities represent a stream of principal and interest payments from underlying mortgages and consequently, the value of these securities can be volatile as interest rates fluctuate. Assets with these characteristics may also be susceptible to prepayment by the mortgage holders which may result in a decrease in total interest realized. Additionally, the risk of default exits and collateral held may potentially be insufficient to cover the principal due. The Common School Fund also held approximately \$4.9 million of asset-backed securities backed primarily by student loan and manufactured housing loan receivables.

State of Oregon Department of State Lands
Common School Fund
Notes to the Financial Statements as of June 30, 2012

<i>The credit rating and average effective duration for the Common School Fund's investments, held at Treasury, at June 30, 2012.</i>						
Investment Type	Credit Rating	<1 Year	1-5 Years	6-10 Years	More than 10 Years	Total Market Value
U.S. Treasury Obligations	AA	\$10,023	\$1,306,448	\$1,764,087	\$6,103,799	\$9,184,357
U.S. Treasury Strips	AA			206,285		206,285
U.S. Treasury Tips	AA				1,244,028	1,244,028
U.S. Federal Agency Debt	AA	2,262,613			169,222	2,431,835
U.S. Federal Agency Mortgages	AA	1,892,612			35,855,054	37,747,666
U.S. Federal Agency Mortgages	Not rated				1,241,782	1,241,782
Municipal Bonds	AAA	185,806				185,806
Corporate Bonds	AA	82,046	116,648			198,694
Corporate Bonds	A	3,047,872	3,969,840	5,450,758	2,697,380	15,165,850
Corporate Bonds	BBB	1,225,118	5,323,919	6,576,049	5,124,084	18,249,170
Corporate Bonds	BB		71,750	1,055,275	667,781	1,794,806
Corporate Bonds	B	58,189	280,324	555,025	189,250	1,082,788
Corporate Bonds	Not rated	20		41		61
International Debt Securities	AA		658,928			658,928
International Debt Securities	A		528,347	2,736,610		3,264,957
International Debt Securities	BBB	415,584	1,461,068	3,049,214	1,128,108	6,053,974
International Debt Securities	BB	83,452	531,689			615,141
International Debt Securities	B	66,500		59,900		126,400
International Debt Securities	Not rated		11			11
Asset-backed securities	AAA	656,346				656,346
Asset-backed securities	AA	1,556,672				1,556,672
Asset-backed securities	A	475,778			85,765	561,543
Asset-backed securities	BBB	104,327		27,963		132,290
Asset-backed securities	B	298,517				298,517
Asset-backed securities	CCC	875,989				875,989
Asset-backed securities	C	714,581				714,581
Asset-backed securities	D	80,926				80,926
Collateralized Mortgage Obligations	AAA	1,302,775			292,249	1,595,024
Collateralized Mortgage Obligations	AA	32,334				32,334
Collateralized Mortgage Obligations	A	209,651			29,047	238,698
Collateralized Mortgage Obligations	BBB	478,048			489,274	967,322
Collateralized Mortgage Obligations	BB	1,016,080				1,016,080
Collateralized Mortgage Obligations	B	2,255,439				2,255,439
Collateralized Mortgage Obligations	CCC	2,564,246				2,564,246
Collateralized Mortgage Obligations	C	566,203				566,203
Collateralized Mortgage Obligations	D	446,856				446,856
Collateralized Mortgage Obligations	Not rated	1,276,231		370,273	3,167,779	4,814,283
Mutual Funds, Domestic Fixed Income	Not rated		176,496,173			176,496,173
Mutual Funds, Int'l Fixed Income	Not rated			7,008,570		7,008,570
Total Debt Investments		24,240,834	190,745,145	28,860,050	58,484,602	302,330,631
Equity						265,356,845
Equity International						190,195,382
Equity Mutual Funds – Domestic						105,504,646
Equity Mutual Funds International						59,183,756
Real estate						961,490
Real estate – International						2,887,142
Rights & Warrants – International						13,626
Lehman Receivables						12,427
Private Equities (at cost)						90,873,383
Interest Receivable on Advance Other Funds						(68,317)
Grand Total At Treasury						1,017,251,011
Investments Not Held At Treasury – Real Estate						1,100,974 ¹
Grand Total Investments						\$1,018,351,985

¹See Investments Held Outside of Treasury note disclosure

State of Oregon Department of State Lands
Common School Fund
Notes to the Financial Statements as of June 30, 2012

Notes on investments held at Treasury:

Fixed income securities are classified using final maturity date or next rate reset date, whichever is sooner. Fixed income mutual funds are classified by effective duration, the measurement used by the fund manager.

Foreign Currency Risk

Foreign currency risk is the risk that changes in exchange rates will adversely affect the fair value of an investment or a deposit. State agencies are required to deposit moneys in state-qualified depositories under Oregon law. Exceptions due to foreign field offices and related circumstances are approved by the Treasurer. International debt securities denominated in U.S. dollars are not subject to currency risk if the investment's obligations will be paid in U.S. dollars. Investment policies for fixed income investments under the management of the Treasurer provides for investments of the Common School Fund in non-dollar denominated securities within a target allocation range of 25 to 35 percent of their portfolio. For investments not under the management of the Treasurer there are no formal policies on foreign currency risk.

Deposits and Investments (U.S. Dollars)

Foreign Currency Denominations		Deposits	International Equity Securities	Fixed Income	Total
Austrailian Dollar	\$	97,316	\$ 14,632,763	\$	\$ 14,730,079
Canadian Dollar		68,820	12,020,028		12,088,848
Swiss Franc		65,705	11,380,527		11,446,232
Danish Krone		424	5,410,545		5,410,969
Euro		79,433	54,939,168		55,018,601
British Pound		61,786	30,618,459		30,680,245
Hong Kong Dollar		37,717	3,395,032		3,432,749
Israeli Shekel		2,763	424,617		427,380
Japanese Yen		338,076	33,367,866		33,705,942
Mexican Peso		78,762		1,616,521	1,695,283
Norwegian Krone		51,758	1,619,427		1,671,185
New Zealand Dollar		17,115	563,338		580,453
Swedish Krona		12,829	5,566,254		5,579,083
Singapore Dollar		45,496	1,151,922		1,197,418
Total	\$	958,000	\$ 175,089,946	\$ 1,616,521	\$ 177,664,467

State of Oregon Department of State Lands
Common School Fund
Notes to the Financial Statements as of June 30, 2012

Investments Held Outside of the Treasury

In addition to investments held at Treasury the Common School Fund investment portfolio includes real estate valued at \$1,100,974.

<i>The credit rating and average effective duration for the Common School Fund's investments, held outside the treasury at June 30, 2012.</i>							
Investment Type	Credit Rating	Rating Agency	< 1 Year	1-5 Years	6-10 Years	More than 10 Years	Total Market Value
U.S. Agency Securities	AAA	S&P			14		14
U.S. Treasury Strips	AAA	S&P		1,977	3,639		5,616
U.S. Agency Strips	AAA	S&P	5,977				5,977
Domestic Equity Securities	n/a	n/a	n/a	n/a	n/a	n/a	4,995,098
International Equity Securities	n/a	n/a	n/a	n/a	n/a	n/a	
Corporate Bonds	VAR			2308		17,592	19,900
Municipal Bonds	AAA		19,984	9,647	4,241	764	34,636
Mutual Funds – Fixed Income Only	n/a		1,983,707				1,983,707
Real Estate & Real Estate Mortgages	n/a	n/a	n/a	n/a	n/a	n/a	85,934
Total			2,009,668	13,932	7,894	18,356	7,130,882

Some custodial assets held outside of the Treasury are not investments.

C – SECURITIES LENDING

In accordance with the State of Oregon investment policies, state agencies may participate in securities lending. The office of the State Treasurer has authorized its custodian to act as its agent in the lending of the State's securities pursuant to a form of loan agreement. There were no significant violations of the provisions of securities lending agreements during the fiscal year.

During the fiscal year 2012 the State's securities lending agent lent short-term and fixed income securities from the OSTF and received as collateral U.S. dollar-denominated cash and cash equivalents. On June 30, 2012, the state and the Common School Fund had no credit risk exposure to borrowers related to securities on loan.

The Common School Fund's allocated portion of the OSTF securities on loan at June 30, 2012 is presented in the following schedule:

Collateral received, securities on loan, and investments of cash collateral of the Oregon Short Term Fund as of June 30, 2012:		
	Total OSTF	CSF
Cash collateral received for securities on loan	\$911,017,404	\$1,181,277
Fair value of all securities on loan	\$891,434,590	\$1,155,884
Fair value of all investments made with cash collateral received for securities on loan	\$911,189,896	\$1,181,500
The securities on loan from the OSTF in total included:		
U.S. Agency securities	85.97%	
Domestic fixed income securities	14.03	
Total	100.00%	

NOTE 3 – DERIVATIVES

Derivatives are financial instruments whose value is derived from underlying assets, reference rates, or indexes. They generally take the form of contracts in which two parties agree to make payments at a later date based on the value of the underlying assets, reference rates, or indexes. The main types of derivatives are futures, forwards, options and swaps.

State of Oregon Department of State Lands
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Notes to the Financial Statements as of June 30, 2012

In the Common School Fund portfolio, forward currency exchange contracts may be used to gain exposure or hedge against the effects of fluctuations in foreign currency exchange rates. A foreign currency exchange contract is a forward contract that is a commitment to purchase or sell a foreign currency at the future date at a negotiated forward rate. Foreign currency forward contracts are privately negotiated contracts with customized terms and are transacted in over-the-counter markets. Risk associated with such contracts includes movement in the value of foreign currencies and the failure of the counter party to perform.

<i>The foreign currency exchange contracts within the Common School Fund as of June 30, 2012:</i>						
Description	Delivery Dates	Notional Value	Unrealized Gain/Loss	Change in Unrealized Gains/Losses	Prior Year Unrealized Gains/Losses	Realized Gain/Loss
<i>Foreign currency exchange contracts purchased:</i>						
Australian Dollar	9/19/2012	10,282	375	(337,312)	99,544	(238,143)
Canadian Dollar	9/19/2012	6,712,318	65,878	(476,483)	30,798	(511,563)
Danish Krone	-	-	-	(206,920)	1,696	(205,224)
Eurodollar	-	-	-	(488,950)	54,251	(434,699)
Hong Kong Dollar	9/19/2012	2,604,317	350	243	1,579	1,472
Israeli Shekel	-	-	-	26	(26)	-
Japanese Yen	9/19/2012	3,205,145	(17,785)	(326,148)	(37,126)	(345,489)
New Zealand Dollar	9/19/2012	11,801	213	14,016	-	13,803
Norwegian Krone	9/19/2012	763,390	14,336	(176,866)	(1,812)	(193,014)
Pound Sterling	9/19/2012	2,628,641	23,967	(203,183)	(50,609)	(277,759)
Singapore Dollar	9/19/2012	1,339,251	18,426	(155,438)	9,251	(164,613)
Swedish Krona	9/19/2012	442,445	7,526	(46,734)	10,587	(43,673)
Swiss Franc	9/19/2012	6,629,241	119,319	(1,295,082)	4,366	(1,410,035)
		24,346,831	232,605	(3,698,831)	122,499	(3,808,937)
<i>Foreign currency exchange contracts sold:</i>						
Australian Dollar	9/19/2012	899,651	(20,941)	(106,672)	(10,165)	(95,896)
Canadian Dollar	9/19/2012	76,687	(319)	103,462	(30,291)	73,490
Danish Krone	9/19/2012	1	-	198,919	(4,386)	194,533
Eurodollar	9/19/2012	8,551,769	(146,301)	1,357,291	(76,195)	1,427,397
Hong Kong Dollar	9/19/2012	1,138,405	(327)	2,827	(1,236)	1,918
Israeli Shekel	-	-	-	2,540	-	2,540
Japanese Yen	9/19/2012	2,903,732	12,084	186,817	39,441	214,174
New Zealand Dollar	9/19/2012	294,579	(10,039)	(27,840)	-	(17,801)
Norwegian Krone	9/19/2012	763,654	(14,073)	142,346	(45,550)	110,869
Pound Sterling	9/19/2012	2,629,870	(22,738)	(32,132)	75,113	65,719
Singapore Dollar	9/19/2012	14,389	(108)	63,708	(2,334)	61,482
Swedish Krona	9/19/2012	437,121	(12,850)	97,743	(29,838)	80,755
Swiss Franc	9/19/2012	6,629,405	(119,154)	1,656,804	(2,686)	1,773,272
		24,339,263	(334,766)	3,645,813	(88,127)	3,892,452
Total		48,686,094	(102,161)	(53,018)	34,372	83,515

In the Common School Fund portfolio, rights and warrants are often obtained and held due to existing investments. Rights are the right, but not the obligation, to purchase newly issued equity shares, often in proportion to the number of shares currently owned, in a specified company, at a pre-established price on or within a predetermined date. A warrant provides the holder the right, but not the obligation, to purchase securities from the issuing entity at a specific price and within a certain period. Rights and warrants are privately transacted in over-the-counter markets. Both are subject to general market risk and liquidity risk.

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Notes to the Financial Statements as of June 30, 2012

<i>The fair value of rights and warrants within the Common School Fund portfolio as of June 30, 2012:</i>							
Type	Expiration Date	Related Number of Shares	Market Value	Unrealized Gain/Loss	Change in Unrealized Gain/Loss	Prior Year unrealized Gain/Loss	Realized Gain/Loss
Rights	7/12/2012-7/19/2012	17,140	13,626	13,626	61,807	4,902	53,083
Warrants		-	-	-	-	-	-
Total Rights & Warrants		17,140	13,626	13,626	61,807	4,902	53,083

The fair value of all derivative instruments within the Common School Fund are reported on the governmental funds balance sheet as investments, accounts and interest receivable, and accounts and interest payable. The change in fair value for all Common School Fund derivative instruments is reported with investment income on the governmental funds statement of revenues, expenditures and changes in fund balance.

NOTE 4 – RECEIVABLES AND PAYABLES

A – RECEIVABLES

The following tables disaggregate accounts and interest receivable (net), and contracts, notes and other receivables balances in the financial statements. Contracts, notes, and other receivables are not expected to be collected within one year of the date of the financial statements.

<i>Receivables reported at 6/30/2012:</i>	
Governmental Activities	Amount
General accounts	\$75,189
Due from federal government	132,000
Interest receivable	68,317
Broker receivable	6,851,420
Contracts	106,153
Land sale contracts	596,936
Estate Recoveries	106,328
	Gross receivables 7,936,343
	Allowance for un-collectibles (53,164)
	Total receivables, net \$7,883,179

Receivables reported on the Balance Sheet as:	Amount
Accounts and interest receivable, net	\$7,179,862
Contracts, Notes, and Other Receivables	703,317
	Total receivables, net \$7,883,179

B – PAYABLES

The following tables disaggregate accounts payable reported in the financial statements.

<i>Payables reported at 6/30/2012:</i>	
Governmental activities	Amount
General accounts	\$365,020
Broker payable	23,490,537
	Total payables \$23,855,557

C – CUSTODIAL LIABILITIES

Custodial liabilities consist of unclaimed property held in custody by the Department into perpetuity for the rightful owner as required by ORS 98.302-98.436 and 98.991-98.992.

The unclaimed property liability is reported at 40% of the total unclaimed property being held. An annual adjustment is made to this account to reduce the amount reported to the amount actually expected to be paid out based on a history of the account. The total legal liability for the unclaimed property program as of June 30, 2012 was \$433,085,413. The accumulated annual adjustment as of June 30, 2012 was \$252,540,248.

State of Oregon Department of State Lands
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Notes to the Financial Statements as of June 30, 2012

NOTE 5 – LEASES

OPERATING LEASES

The Department has entered into various non-cancelable rental agreements that are accounted for as operating leases because the agreements do not meet the criteria to be classified as capital leases. Operating lease payments are chargeable as rent and reported in services and supplies. Rental costs for operating leases for the year ended June 30, 2012, were \$112,332.

<i>Future minimum rental payments for operating leases in effect as of June 30, 2012:</i>	
Year ending June 30	Payments
2013	\$119,214
2014	120,093
2015	110,281
2016	53,262
Total future minimum rents:	\$402,850

NOTE 6 – POLLUTION REMEDIATION OBLIGATION

Pollution remediation obligations address the current or potential detrimental effects of existing pollution by participating in pollution remediation activities, including pre-cleanup activities, government oversight and enforcement-related activities, and post remediation monitoring. Excluded from pollution remediation obligations are obligations for pollution prevention and control activities, fines and penalties, landfill closure and post closure care, and other future remediation activities required upon retirement of an asset.

The Common School Fund recognizes a pollution remediation obligation when it can reasonably estimate the range of expected cash outlays. As of June 30, 2012 the Department of State Lands is involved in negotiations related to a confidential, non-judicial mediation process that will result in an allocation of costs associated with the investigation and cleanup of contamination in the Portland Harbor Superfund site. There are over 200 parties, private and public, that may eventually bear a share of the costs. It is too early in the Environmental Protection Agency's remedial action process to estimate the total cleanup costs that may be shared by the liable parties and what portion of that, if any, will be assessed against the Common School Fund. The Portland Harbor Superfund site is discussed in greater detail in Note 15.

NOTE 7 – INTERFUND TRANSACTIONS

Interfund balances reported in the fund financial statements as of June 30, 2012.

<i>Due to other funds:</i>	
Environmental Management Fund	\$786,052
<i>Total due to other funds</i>	<u>\$786,052</u>
<i>Advances to other funds :</i>	
Environmental Management Fund	\$300,000
Residential Assistance Fund	19,000,000
<i>Total advances to other funds</i>	<u>\$19,300,000</u>
<i>Due from other funds:</i>	
General Fund	\$24,045
Environmental Management Fund	112,359
<i>Total due from other funds:</i>	<u>\$136,404</u>

NOTE 8 – EMPLOYEE RETIREMENT PLANS

The Oregon Public Employees Retirement System (PERS) provides retirement plans for Department employees. PERS is administered by the Public Employees Retirement Board (Board), as required by Oregon Revised Statutes (ORS) chapters 238 and 238A. Copies of the Oregon Public Employees Retirement System annual financial reports may be obtained at:

www.oregon.gov/PERS/section/financial_reports/financials.shtml.

State of Oregon Department of State Lands
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Notes to the Financial Statements as of June 30, 2012

OREGON PUBLIC EMPLOYEES RETIREMENT SYSTEM (PERS)

The Department's employees who were plan members before August 29, 2003, participate in the Oregon Public Employees Retirement System (PERS), a cost-sharing multiple-employer defined benefit pension plan. The PERS has two tiers of benefits. Employees hired before January 1, 1996 are in Tier One. Tier One employee benefits are reduced if retirement occurs prior to age 58 with fewer than 30 years of service. Tier Two members are eligible for full benefit options as established by ORS chapter 23. Options include survivorship benefits and lump sum distributions. The PERS also provides death and disability benefits.

OREGON PUBLIC SERVICE RETIREMENT PLAN (OPSRP)

The 2003 Oregon Legislature created the Oregon Public Service Retirement Plan (OPSRP), a cost-sharing multiple-employer plan. OPSRP is a hybrid pension plan with two components: the Pension Program (defined benefit) and the Individual Account Program (defined contribution). Department employees hired after August 28, 2003 participate in OPSRP after completing six months of service. The OPSRP Pension Program provides a monthly pension payable for life as well as death and disability benefits as established by ORS chapter 238A.

Beginning January 1, 2004, PERS members became members of the Individual Account Program (IAP) portion of OPSRP. PERS members retain their existing PERS accounts, but member contributions are now deposited in the IAP account rather than into the member's PERS account. All covered employees are required by state statute to contribute a percentage of their salary to the IAP. Current law permits employers to pay the employee contribution, which the Department does.

PLAN RATES

For the PERS Pension and the OPSRP Pension, the Department must contribute actuarially computed amounts as determined by the Board. The funding policies provide for monthly employer contributions. Rates are subject to change as a result of subsequent actuarial valuations.

The required contribution rates as a percentage of subject salary are:

<u>Year ended June 30</u>	<u>PERS</u>	<u>OPSRP</u>	<u>IAP</u>
2012	8.80%	7.44%	6.00%
2011	1.69%	2.63%	6.00%
2010	1.69%	2.63%	6.00%

For subject salary paid after June 30, 2012, the PERS Pension and the OPSRP Pension rates will be 8.80% and 7.44%.

ANNUAL PENSION COST

The annual pension cost is the actual contribution to PERS (which equals the required contribution) plus the 6% employee contribution which the Department has agreed to pay. The annual cost for the year ended June 30, 2012 and the two preceding years are:

<u>Year ended June 30</u>	<u>PERS</u>	<u>OPSRP</u>	<u>IAP</u>
2012	\$1,637,918	\$1,384,785	\$1,116,763
2011	\$130,510	\$203,101	\$463,347
2010	\$436,503	\$679,293	\$1,549,717

NOTE 9 – DEFERRED COMPENSATION PLANS

The Oregon Savings Growth Plan (OSGP) is a deferred compensation plan available to eligible state employees. Employee contributions are deposited into the Deferred Compensation Fund established by Oregon Revised Statute 243.411. To participate, an employee enters into an individual agreement with the State to defer current earnings to be paid at a future date. The PERS administers the plan. As a trustee of the assets, PERS contracts with ING to maintain OSGP participant records. The Office of the State Treasurer, as custodian of the assets, contracts with State Street Bank and Trust Company to provide financial services. PERS may assess a charge to participants not to exceed 2 percent on

State of Oregon Department of State Lands
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Notes to the Financial Statements as of June 30, 2012

amounts deferred, both contributions and investment earnings, to cover costs incurred for administering the program.

Participants direct the selection of investment options and also bear any market risk. Although the State has no liability for losses under the OSGP, the State does have the prudent investor responsibility of due care. Activity of the OSGP is reported in the Oregon Comprehensive Annual Financial Report under the Deferred Compensation Plan in the fiduciary funds combining financial statements.

NOTE 10 – RISK FINANCING

The State of Oregon administers property and casualty programs covering State government through its Insurance Fund. The Insurance Fund services claims for: direct physical loss or damage to state property; tort liability claims brought against the State, its officers, employees or agents; workers' compensation; employee dishonesty; and faithful performance coverage for certain positions by law to be covered and other key positions.

As a state agency, the Department participates in the Insurance Fund. The cost of servicing insurance claims and payments is covered by charging an assessment to each entity based on its share of services provided in a prior period. The total statewide coverage assessment is based on independent biennial actuarial forecasts and administrative expenses, less carry-forward or equity in the Insurance fund.

For the Common School Fund the amount of claim settlements did not exceed insurance coverage for each of the past three years.

NOTE 11 – PRIOR PERIOD ADJUSTMENT

A prior period adjustment was recorded in Fiscal Year 2012 related to three long term contracts receivable recorded in prior fiscal years, a land sale contract and a negotiated payment plan resulting from an audit finding for aggregate removal royalties recorded in fiscal year 2011, and a restitution settlement related to an estate recorded prior to fiscal year 2011. Revenue from these contracts was recognized for all future payments on these contracts in the year they were recorded. The beginning fund balance has been restated for the non-current portion of these contracts as of June 30, 2011 in the amount of \$905,000. Revenue will be recognized in fiscal years 2012 and after as payments are received. In fiscal year 2012, payments in the amount of \$167,962 were received and recognized as revenue.

NOTE 12 – CHANGE IN ACCOUNTING PRINCIPLE

A change in accounting principle was adopted beginning with fiscal year 2012. Prior to fiscal year 2012, losses on uncollectible receivables were recognized using the specific write-off method. Under this method losses were only recognized as specific accounts were determined to be uncollectible. For fiscal year 2012, an allowance for bad debts was established for accounting for the losses on uncollectible accounts. Applying this method recognizes the losses on an estimated basis during the accounting period that the revenue, or deferred revenue where applicable, is recognized. The receivables are presented on the balance sheet at the net amount that is expected to be collected. For fiscal year 2012, an allowance for bad debts was established in the amount of \$53,164. This amount is not reported as a prior period adjustment since it is not considered to be material to the fair presentation of the financial statements.

NOTE 13 - COMMITMENTS

Commitments are defined as existing arrangements to enter into future transactions or events, such as contractual obligations with vendors for future purchases or services at specified prices and sometimes at specified quantities. Commitments may also include agreements to make grants and loans.

The Oregon Investment Council has entered into agreements that commit the investment managers for the Common School Fund (CSF), upon request, to additional investment purchases up to a predetermined amount. As of June 30, 2012 the Common School Fund had \$90.9 million in

State of Oregon Department of State Lands
Common School Fund
Notes to the Financial Statements as of June 30, 2012

commitments to purchase private equity investments. These amounts are unfunded and are not recorded in the financial statements.

NOTE 14 – RELATED PARTY DISCLOSURES

The Oregon State Treasurer is a constitutional officer within the executive branch of the state of Oregon, elected by statewide vote. As chief financial officer for the state, the Treasurer heads the Oregon State Treasury. The Oregon State Treasury acts as the central bank for all state agencies and is the largest financial institution in the state. The Treasury manages the portfolio of investments for the state's funds, including the Common School Fund.

The State Land Board, which consists of the Governor, the Secretary of State and the State Treasurer, is the trustee of the Common School Fund as outlined in the Oregon Constitution. The Common School Fund's investment policies are governed by statute and the Oregon Investment Council. The State Treasurer is the investment officer for the Investment Council. During the year ended June 30, 2012 the Common School Fund paid the Oregon State Treasury \$6,744,429 in fees for the management of the Common School Fund investment portfolio.

NOTE 15– CONTINGENCIES

A – PORTLAND HARBOR SUPERFUND SITE

The Department of State Lands is involved in negotiations related to a confidential, non-judicial mediation process that will result in an allocation of costs associated with the investigation and cleanup of sediment contamination in the Portland Harbor, a ten-mile stretch of the lower Willamette River area that the U.S. Environmental Protection Agency (EPA) has listed as a Superfund site under the federal Superfund law (CERCLA). The Department of State lands is one of over 200 parties, private companies, and public entities that may eventually be found liable for a share of the costs related to investigation and cleanup of the site.

B –ALLOCATION OF INVESTMENT INCOME TO COMMON SCHOOL FUND BALANCE

The State Land Board, during the February 14, 2012 Land Board meeting directed the Department of State Lands to make two transfers, totaling \$75.7 million from the distributable income account of the Common School Fund to the non-distributable corpus of the Common School Fund. This was done in response to recommendations coming from a Secretary of State performance audit of the Common School Fund.

On June 30, 2012 a transfer \$37,850,000 in investment income of the distributable income account was transferred to the non-distributable corpus of the Common School Fund. Another transfer of the same amount is scheduled to be made in July, 2013.

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OTHER REPORTS

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**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**

State Land Board
Department of State Lands
Salem, Oregon

We have audited the balance sheet of the Common School Fund, a major governmental fund of the State of Oregon, as of June 30, 2012, and the related Statement of Revenues, Expenditures, and Changes in Fund Balance for the year then ended June 30, 2012, and have issued our report thereon dated December 3, 2012. 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.

The financial statements present only the Fund and are not intended to present fairly the financial position of the State of Oregon or the Department of State Lands and the results of their operations in conformity with accounting principles generally accepted in the United States of America.

Internal Control Over Financial Reporting

Management of the Common School Fund is responsible for establishing and maintaining effective internal control over financial reporting. In planning and performing our audit, we considered the Common School Fund'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 the Common School Fund's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the Common School Fund's internal control over financial reporting.

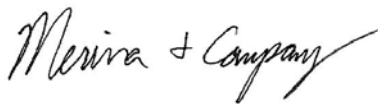
A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A *material weakness* is a deficiency, or a combination 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 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

As part of obtaining reasonable assurance about whether the Common School Fund'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*.

This report is intended solely for the information and use of management, the State Land Board, the Governor of the State of Oregon, and the Oregon Legislative Assembly, others within the entity, and federal awarding agencies and pass-through entities and is not intended to be and should not be used by anyone other than these specified parties.

A handwritten signature in cursive script that reads "Merina & Company".

Merina & Company, LLP
West Linn, Oregon
December 3, 2012