

**State of Illinois
Office of the Treasurer**

THE ILLINOIS FUNDS

FINANCIAL AUDIT

For the years ended June 30, 2008 and 2007

Performed as Special Assistant
Auditors for the Auditor General,
State of Illinois

State of Illinois
Office of the Treasurer

THE ILLINOIS FUNDS

FINANCIAL AUDIT
For the years ended June 30, 2008 and 2007

TABLE OF CONTENTS

	Page
TREASURER'S OFFICE OFFICIALS	1
FINANCIAL STATEMENT REPORT	
SUMMARY	2
INDEPENDENT AUDITORS' REPORT	3
STATEMENTS OF FIDUCIARY NET ASSETS	5
STATEMENTS OF CHANGES IN FIDUCIARY NET ASSETS.....	7
NOTES TO FINANCIAL STATEMENTS.....	8
SUPPLEMENTARY INFORMATION	
PORTFOLIO OF INVESTMENTS	18
STATEMENTS OF FIDUCIARY NET ASSETS BY INVESTOR TYPE AND CHANGES IN FIDUCIARY NET ASSETS BY INVESTOR TYPE.....	31
MONEY MARKET FUND INVESTMENT POLICY.....	32
PRIME FUND INVESTMENT POLICY.....	37
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	43

State of Illinois
Office of the Treasurer

THE ILLINOIS FUNDS

TREASURER'S OFFICE OFFICIALS

Treasurer	Honorable Alexi Giannoulis
Chief of Staff	Ms. Robin Kelly
Deputy Treasurer/CFO	Mr. Edward Buckles
Deputy Treasurer	Mr. Raja Krishnamoorthi
Chief Legal Counsel	Mr. Paul Miller
Director of The Illinois Funds	Mr. Randy Coffey
Portfolio Manager	Mr. Mark Polistina
Inspector General	Mr. David Wells
Chief Internal Auditor	Ms. Barbara Ringler

The Office of the Treasurer maintains eight office locations:

- Executive Office
State Capitol
219 State House
Springfield, Illinois 62706
- Operational divisions
Jefferson Terrace
300 West Jefferson Street
Springfield, Illinois 62702
- Unclaimed Property & other
divisions
Myers Building
1 W. Old State Capitol Plaza
Springfield, Illinois 62701
- Chicago Office &
Personnel/Legal/Programmatic
James R. Thompson Center
100 West Randolph Street
Suite 15-600
Chicago, Illinois 60601
- Programmatic
Riverdale Office
13725 South Wabash Ave
Riverdale, Illinois 60827
- Programmatic
Mt. Vernon Office
200 West Potomac Boulevard
Mt. Vernon, Illinois 62864
- Programmatic
Rock Island Office
Rock Island County Office Bldg.
1504 Third Avenue
Rock Island, Illinois 61201
- Programmatic
Rockford Office
E.J. Zeke Giorgi Building
200 South Wyman Street
Rockford, Illinois 61101

FINANCIAL STATEMENT REPORT

State of Illinois
Office of the Treasurer

THE ILLINOIS FUNDS
FINANCIAL STATEMENT REPORT

SUMMARY

The audits of the accompanying financial statements of The Illinois Funds of the State of Illinois, Office of the Treasurer were performed by Crowe Horwath LLP as of and for the years ended June 30, 2008 and 2007.

Based on their audits, the auditors expressed an unqualified opinion on The Illinois Funds of the State of Illinois, Office of the Treasurer's financial statements.



Crowe Horwath LLP
Member Horwath International

Independent Auditors' Report

Honorable William G. Holland
Auditor General
State of Illinois

As Special Assistant Auditors for the Auditor General, we have audited the accompanying financial statements of The Illinois Funds (a fiduciary fund) of the State of Illinois, Office of the Treasurer, as of and for the years ended June 30, 2008 and 2007, as listed in the Table of Contents. These financial statements are the responsibility of the management of the State of Illinois, Office of the Treasurer. 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 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 audits provide a reasonable basis for our opinion.

As discussed in Note A, the financial statements of The Illinois Funds of the State of Illinois, Office of the Treasurer present only this fiduciary fund and do not purport to, and do not, present fairly the financial position of the State of Illinois, Office of the Treasurer as of June 30, 2008 and 2007, and the changes in its financial position for the years then ended 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 financial position of The Illinois Funds of the State of Illinois, Office of the Treasurer as of June 30, 2008 and 2007, and the changes in its financial position thereof for the years then ended in conformity with accounting principles generally accepted in the United States of America.

In accordance with *Government Auditing Standards*, we have also issued a report dated December 12, 2008 on our consideration of The Illinois Funds of the State of Illinois, Office of the Treasurer's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, 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 audits.

Our audits were conducted for the purpose of forming an opinion on the financial statements of The Illinois Funds of the State of Illinois, Office of the Treasurer. The portfolio of investments, the statement of fiduciary net assets by investor type, the statement of changes in fiduciary net assets by investor type, and the investment policies listed in the Table of Contents on pages 18 to 42 are presented for purposes of additional analysis and are not a required part of the financial statements. The portfolio of investments and the detailed statement of fiduciary net assets by investor type and the statement of changes in fiduciary net assets by investor type have been subjected to the auditing procedures applied in the audits of the financial statements and, in our opinion, are fairly stated in all material respects in relation to the financial statements taken as a whole. The investment policies have not been subjected to the auditing procedures applied in the audits of the financial statements, and accordingly, we express no opinion on them.


Crowe Horwath LLP

Springfield, Illinois
December 12, 2008

State of Illinois
Office of the Treasurer
THE ILLINOIS FUNDS
STATEMENTS OF FIDUCIARY NET ASSETS
June 30, 2008 and 2007

ASSETS	<u>2008</u>	<u>2007</u>
Cash equivalents		
Repurchase agreements, including accrued interest of \$569,250 and \$2,491,292, in 2008 and 2007, respectively	\$ 3,090,569,250	\$ 6,227,491,292
Commercial paper, net of unamortized discount of \$280,256 and \$524,151, in 2008 and 2007, respectively	269,034,744	393,858,849
Certificates of deposit, including accrued interest of \$2,297 and \$69,470, in 2008 and 2007, respectively	1,202,297	16,169,470
Money market mutual funds	294,208,792	281,640,733
U.S. agency obligations		
Federal Home Loan Mortgage Corporation Discount Notes, net of unamortized discount of \$843,797 in 2008	449,503,203	-
Federal Home Loan Bank Discount Notes, net of unamortized discount of \$683,024 in 2008	1,524,474,976	-
Federal National Mortgage Association Discount Notes, net of unamortized discount of \$516,688 in 2008	<u>674,483,312</u>	<u>-</u>
Total cash equivalents	6,303,476,574	6,919,160,344
Deposits and investments		
Commercial paper, net of unamortized discount of \$284,181 in 2008	199,715,819	-
Certificates of deposit, including accrued interest of \$366,356 and \$391,711, in 2008 and 2007, respectively	133,806,356	93,431,711
U.S. agency obligations		
Federal Home Loan Bank Debentures, net of unamortized discount of \$4,697 and \$0, in 2008 and 2007, respectively	194,995,303	60,000,000
Federal Home Loan Mortgage Corporation callable notes	30,000,000	-
Federal Home Loan Mortgage Corporation Discount Notes, net of unamortized discount of \$1,162,924 in 2008	123,837,077	-

The accompanying notes are an integral part of these statements.

State of Illinois
Office of the Treasurer
THE ILLINOIS FUNDS
STATEMENTS OF FIDUCIARY NET ASSETS - CONTINUED
June 30, 2008 and 2007

	<u>2008</u>	<u>2007</u>
ASSETS - CONTINUED		
U.S. agency obligations - Continued		
Federal Home Loan Bank Discount Notes, net of unamortized discount of \$703,976 in 2008	\$ 94,296,024	\$ -
Federal National Mortgage Association Discount Notes, net of unamortized discount of \$231,736 in 2008	<u>49,768,264</u>	<u>-</u>
Total deposits and investments	826,418,843	153,431,711
Accrued interest receivable	<u>1,512,253</u>	<u>2,156,381</u>
Total assets	<u><u>\$ 7,131,407,670</u></u>	<u><u>\$ 7,074,748,436</u></u>
 LIABILITIES AND NET ASSETS		
Accrued liabilities		
Bank custodial fees	\$ 184,866	\$ 199,171
State management fees	<u>358,747</u>	<u>348,861</u>
Total liabilities	<u>543,613</u>	<u>548,032</u>
Net assets available to participants	<u><u>\$ 7,130,864,057</u></u>	<u><u>\$ 7,074,200,404</u></u>
The pricing of shares		
Participant shares outstanding, (\$1.00 par, unlimited shares authorized)	<u><u>\$ 7,130,864,057</u></u>	<u><u>\$ 7,074,200,404</u></u>
Participant net asset value, offering and redemption price per share	<u><u>\$ 1.00</u></u>	<u><u>\$ 1.00</u></u>

The accompanying notes are an integral part of these statements.

State of Illinois
Office of the Treasurer
THE ILLINOIS FUNDS
STATEMENTS OF CHANGES IN FIDUCIARY NET ASSETS
For the years ended June 30, 2008 and 2007

	<u>2008</u>	<u>2007</u>
Operations		
Revenues		
Investment earnings	\$ 245,228,677	\$ 325,298,435
Expenses		
Bank custodial fees	2,296,631	2,195,403
State management fees	4,105,710	3,708,033
Total expenses	<u>6,402,341</u>	<u>5,903,436</u>
Net investment earnings	<u>238,826,336</u>	<u>319,394,999</u>
Dividends to shareholders from net investment income	(238,826,336)	(319,394,999)
Share transactions (dollar amounts and number of shares are the same)		
Subscriptions	17,495,452,090	17,596,163,065
Reinvestments	245,038,960	318,734,699
Redemptions	<u>(17,683,827,397)</u>	<u>(16,555,493,375)</u>
Net increase in net assets and shares resulting from share transactions	56,663,653	1,359,404,389
Net assets, beginning of year	<u>7,074,200,404</u>	<u>5,714,796,015</u>
Net assets, end of year	<u>\$ 7,130,864,057</u>	<u>\$ 7,074,200,404</u>

The accompanying notes are an integral part of these statements.

State of Illinois
Office of the Treasurer
THE ILLINOIS FUNDS
NOTES TO THE FINANCIAL STATEMENTS
For the years ended June 30, 2008 and 2007

Background

The Illinois Funds was established in 1976 to supplement and enhance the investment opportunities available to custodians of public agency funds throughout the State of Illinois. The management, custodianship, and operation of The Illinois Funds are under the supervision of the State of Illinois, Office of the Treasurer ("Treasurer").

NOTE A - SIGNIFICANT ACCOUNTING POLICIES

Financial Reporting Entity: As described in the Illinois Comprehensive Annual Financial Report, the State of Illinois is the primary government, which includes all funds, elected offices, departments, and agencies of the State, as well as boards, commissions, authorities, universities and colleges over which the State's executive or legislative branches exercise legal control.

The Illinois Funds is not legally separate from the State of Illinois and is, therefore, determined to be part of the primary government. The Illinois Funds is included in the Illinois Comprehensive Annual Financial Report as an investment trust fund. The Illinois Funds consists of an internal and external portion. The internal portion is the portion that belongs to the State and its component units. The external portion is the portion belonging to the noncomponent-unit participants. The scope of The Illinois Funds' financial statements presented herein is limited to the financial position of The Illinois Funds, including net assets available to all participants, both internal and external, and the changes in net assets. The internal portion of the Illinois Funds is included in the various funds in the Illinois Comprehensive Annual Financial Report as an investment.

Securities held by the Custodian, U.S. Bank of Illinois ("USB"), for safekeeping on behalf of The Illinois Funds' participants under a separate agreement are not recorded in the accounts or reported in the accompanying financial statements of The Illinois Funds. This service is provided by USB to all Illinois Funds' participants at a discounted fee.

Fiduciary Fund: The Illinois Funds is classified as an investment trust fund. This investment trust fund is used to account for assets held by The Illinois Funds in a trustee capacity or as an agent for public treasurers and other custodians of public monies throughout the State of Illinois. This investment trust fund is not held in the State Treasury and is a non-appropriated fund.

Basis of Accounting and Measurement Focus: The accounts of The Illinois Funds are maintained and reported using the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded at the time liabilities are incurred, regardless of when the related cash flow takes place.

State of Illinois
Office of the Treasurer
THE ILLINOIS FUNDS
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED
For the years ended June 30, 2008 and 2007

NOTE A - SIGNIFICANT ACCOUNTING POLICIES (Continued)

Cash Equivalents, Deposits, and Investments: Cash equivalents are defined as short-term, highly liquid investments readily convertible to cash with maturities of 90 days or less at time of purchase.

Repurchase agreements (securities purchased under agreements to resell) are carried at the amounts at which the securities will be subsequently resold, including accrued interest (which represents current value), as specified in the agreements.

Commercial paper is stated at amortized cost, which excludes accrued interest and includes accretion of discounts and amortization of premiums. Commercial paper utilizes the straight-line method of amortization or accretion. It is the intent of management to hold commercial paper to maturity.

Certificates of deposit with financial institutions are stated at cost plus accrued interest, which represents current value. Certificates of deposit may be subject to certain withdrawal restrictions. It is the intent of management to hold the time deposits to maturity.

Money market mutual funds are carried at cost and are purchased from various brokerage firms. The funds are comprised of U.S. Treasury obligations. Mutual fund yields are subject to market rate fluctuations.

U.S. agency obligations are stated at amortized cost, which excludes accrued interest and includes accretion of discounts and amortization of premiums. U.S. agency coupon notes utilize the constant yield method and, when applicable, all others use straight-line amortization. It is the intent of management to hold U.S. agency securities to maturity unless market conditions provide for realization of a gain and management determines a sale would be in the best interest of The Illinois Funds.

State of Illinois
Office of the Treasurer
THE ILLINOIS FUNDS
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED
For the years ended June 30, 2008 and 2007

NOTE A - SIGNIFICANT ACCOUNTING POLICIES (Continued)

Management Estimates: To prepare financial statements in conformity with accounting principles generally accepted in the United States of America, management is required to make certain estimates 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 reported period. These estimates may differ from actual results.

Net Assets Available to Participants: The net assets available to participants represents the total value of all participant deposits including late deposits held in an overnight investment account as of June 30, 2008 and 2007.

The Illinois Funds operates as an open-end mutual fund. Participants' deposits and withdrawals were accounted for as purchases and sales of The Illinois Funds' capital shares. The amount of net proceeds from the sale of shares represents the gross withdrawals, which were redeemed from The Illinois Funds' shares during the year. The cost of shares purchased represents the gross deposits, which were invested in The Illinois Funds' shares during the year. These amounts did not include deposits or earnings, which were remitted directly to participants versus invested (or reinvested) in The Illinois Funds' shares.

Net assets for the Money Market Fund less Prime Fund account balance were \$5,059,075,135 and \$5,703,883,402, as of June 30, 2008 and 2007, respectively. Net assets for the Prime Fund were \$2,071,788,922 and \$1,370,317,002 as of June 30, 2008 and 2007, respectively.

NOTE B - DEPOSITS AND INVESTMENTS

Governmental Accounting Standards Board Statement No. 31, *Accounting and Reporting for Certain Investments and External Investment Pools*, established standards for accounting for investments held by governmental entities. The Illinois Funds operates as a 2a7-like pool and, thus, reports all investments at amortized cost rather than market value.

Permitted Deposits and Investments: The Treasurer's investment activities are governed by the Treasurer's published investment policies, which were developed in accordance with the State statute and the desire to maintain The Illinois Funds' AAAM rating from Standard & Poor's. In addition, the Treasurer's Office has adopted its own investment practices, which supplement the statutory requirements.

The Illinois Funds offers two investment options: the Money Market Fund and the Prime Fund.

State of Illinois
Office of the Treasurer
THE ILLINOIS FUNDS
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED
For the years ended June 30, 2008 and 2007

NOTE B - DEPOSITS AND INVESTMENTS (Continued)

For the Money Market Fund, the Treasurer may invest in time deposits and other interest-bearing accounts in banks and savings and loan associations located in Illinois that are insured by the Federal Deposit Insurance Corporation ("FDIC"), credit unions whose principal office is located in Illinois, obligations of the United States and its agencies, short-term obligations of corporations whose obligations are rated among the three highest classifications established by at least two standard rating services, repurchase agreements, or other investments approved by State law. The Treasurer's current investment practice for the Money Market Fund does not include any investment in short-term obligations of corporations (commercial paper).

For the Prime Fund, the Treasurer may invest in time deposits and other interest-bearing accounts in banks and savings and loan associations located in Illinois that are insured by the FDIC, credit unions whose principal office is located in Illinois, high-grade commercial paper rated A1/P1 or higher, U.S. government agency securities, The Illinois Funds Money Market Fund, repurchase agreements, and AAA rated money market funds. The Prime Funds' investment in the Illinois Funds Money Market Fund was rated AAAM by Standard and Poor's Ratings.

Credit Risk: Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. The Illinois Funds' investment is rated AAAM by Standard and Poor's Ratings.

The Treasurer's policy requires all time deposits and other interest-bearing deposits to have collateral equal to at least 105% of the amount of the deposit not covered by Federal deposit insurance. Securities eligible to be pledged as collateral are U.S. Treasury and agency obligations.

Obligations pledged to secure deposits must be delivered to the appointed Custodian of The Illinois Funds. Prior to placing the deposit, and on a daily basis thereafter, the Treasurer determines that the collateral has a market value adequate to secure the deposit.

Repurchase agreements are purchased from various brokerage firms and financial institutions. Securities pledged as collateral to secure these agreements are required to have a market value of at least 102% of the agreement. The agreements require both parties to maintain an acceptable margin (yield) on underlying securities to ensure that the agreements are adequately collateralized. The Treasurer accepts only U.S. agency obligations and U.S. Treasury obligations as collateral for repurchase agreements. All securities pledged to secure repurchase agreements are required to be delivered to the appointed Custodian of The Illinois Funds.

State of Illinois
Office of the Treasurer
THE ILLINOIS FUNDS
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED
For the years ended June 30, 2008 and 2007

NOTE B - DEPOSITS AND INVESTMENTS (Continued)

Other instruments, such as U.S. Treasury obligations, may be purchased from various brokerage firms and are held in safekeeping by the appointed Custodian of The Illinois Funds.

Deposits: Certificates of deposit had both carrying values and bank balances (excluding accrued interest) of \$134,640,000 and \$109,140,000, at June 30, 2008 and 2007, respectively. These deposits were fully insured or collateralized by securities held by the Treasurer or by his agent in the name of The Illinois Funds at June 30, 2008 and 2007.

Investments: At June 30, 2008 and 2007, in accordance with Governmental Accounting Standards Board Statement 40, *Deposit and Investment Risk Disclosures* (GASB 40), there is no custodial credit risk assumed by the Illinois Funds because the investments are represented by specific identifiable investment securities which are insured or registered, or are securities held by the Treasurer or his agent in the name of the Illinois Funds. Excluding time deposits, the Illinois Funds had the following investments, stated at carrying value, and maturities as of June 30, 2008 and 2007. (Amounts are in thousands.)

	2008				2007		
	Cash Equivalents	Less Than One Year	One to Five Years	Total	Cash Equivalents	Less Than One Year	Total
Repurchase agreements	\$ 3,090,569	\$ -	\$ -	\$ 3,090,569	\$ 6,227,491	\$ -	\$ 6,227,491
Commercial paper	269,035	199,716	-	468,751	393,859	-	393,859
U.S. agency securities	<u>2,648,462</u>	<u>487,896</u>	<u>5,000</u>	<u>3,141,358</u>	<u>-</u>	<u>60,000</u>	<u>60,000</u>
Subtotal	<u>\$ 6,008,066</u>	<u>\$ 687,612</u>	<u>\$ 5,000</u>	6,700,678	<u>\$ 6,621,350</u>	<u>\$ 60,000</u>	6,681,350
Treasury-only money market mutual funds				<u>294,209</u>			<u>281,641</u>
Total investments, excluding time deposits				<u>\$ 6,994,887</u>			<u>\$ 6,962,991</u>

State of Illinois
Office of the Treasurer
THE ILLINOIS FUNDS
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED
For the years ended June 30, 2008 and 2007

NOTE B - DEPOSITS AND INVESTMENTS (Continued)

The master repurchase agreements utilized by The Illinois Funds require the broker or financial institution to maintain the market value of collateral securities at 102% of the agreement. The carrying amount of the repurchase agreements (excluding accrued interest) was \$3,090,000,000 and \$6,225,000,000 as of June 30, 2008 and 2007, respectively. The market value, including accrued interest, of the underlying securities to be resold based on commitments under the repurchase agreements was \$3,151,809,553 and \$6,393,793,088 as of June 30, 2008 and 2007, respectively.

Interest Rate Risk: Interest Rate risk is the risk that changes in the interest rates will adversely affect the fair value of an investment. As a means of limiting its exposure to fair value losses arising from rising interest rates, the investment policies limit the investment portfolio maturities. The Money Market Fund investment policy limits its investment portfolio to maturities not to exceed two years with a minimum of 75% required to be in authorized investments with less than one-year maturity. Additionally, certificates of deposit held in the Money Market Fund's portfolio cannot constitute more than 10% of any single financial institution's total deposits and no investment category shall exceed 25% of the portfolio, with the exception of cash equivalents and U.S. Treasury securities. The Prime Fund investment policy subjects its investment portfolio to the same limitations as those provided for the investment funds of the State Treasury. Therefore, the Prime Fund investment policy limits the investment portfolio to maturities not to exceed three years. However, the Prime Fund investment policy specifically requires that no more than 50% of total assets can be invested in securities with maturities greater than 30 days issued by any single permissible United States government agency or instrumentality; no more than 5% of total assets can be invested in securities issued by any single commercial paper issuer (calculated at the time of purchase); and, a maximum of 33.3% of the portfolio may be invested in direct commercial paper obligations that do not exceed 180 days to maturity. Additionally, a maximum of 25% of the Prime Fund's total assets may be invested in any approved AAAM Money Market Fund (i.e. The Illinois Funds Money Market Fund). The Treasurer's Office uses the segmented time distribution method to identify and manage interest rate risk.

State of Illinois
Office of the Treasurer
THE ILLINOIS FUNDS
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED
For the years ended June 30, 2008 and 2007

NOTE B - DEPOSITS AND INVESTMENTS (Continued)

Concentration of Credit Risk: Concentration of credit risk is the risk of loss attributed to the magnitude of the Illinois Funds' investment in a single issuer. The following investments exceeded 5% of the Illinois Funds total investments at June 30, 2008 and 2007. (Amounts are in thousands.)

	2008		2007	
	Carrying Value	% of Total Investments	Carrying Value	% of Total Investments
Repurchase agreements:				
Bank of America	\$ 550,035	7.71%	\$ -	-%
Bear Stearns	-	-	1,300,327	18.39
Greenwich Capital	500,033	7.01	850,695	12.03
HSBC	500,036	7.01	1,250,302	17.68
Mizuho Securities USA	700,262	9.82	-	-
Morgan Stanley	500,184	7.02	550,447	7.78
Salomon Smith Barney	-	-	1,000,399	14.14
UBS	-	-	775,199	10.96

State of Illinois
Office of the Treasurer
THE ILLINOIS FUNDS
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED
For the years ended June 30, 2008 and 2007

NOTE C - INVESTMENT INCOME

The Illinois Funds follows the accounting practice known as equalization. Accordingly, distributable investment income is allocated daily and paid monthly to participants on a pro rata (per share) basis and accumulated investment income payable is credited to The Illinois Funds' net asset base. A portion of the proceeds from sales and costs of repurchases of The Illinois Funds' capital shares (equivalent, on a per share basis, to the amount of distributable investment income on the date of the transaction) are credited or charged to undistributed income. As a result, undistributed investment income per share is unaffected by sales or redemptions of The Illinois Funds capital shares.

Periodically, throughout the fiscal year, market conditions may enable The Illinois Funds to realize capital gains by selling securities, which have appreciated in value. These gains are placed in a separate account within The Illinois Funds' portfolio. These gains may be distributed to participants during the fiscal year based on average daily account balances. During fiscal years 2008 and 2007, there were none of these sales.

NOTE D - ADMINISTRATIVE FEES

To administer The Illinois Funds, the Treasurer has established a division entitled "The Illinois Funds' Administrative Office." This division had 21 and 25 employees as of June 30, 2008 and 2007, respectively. The revenues and expenditures of the division are recorded in an enterprise fund maintained by the Treasurer entitled The Illinois Funds' Administrative Trust Fund No. 195.

USB performs the custodial responsibilities for the administration of The Illinois Funds. USB calculates the administrative and custodial fees paid to the State Treasurer and USB, respectively. Fees are calculated on a tiered structure. Both fees are paid from a charge based on the net asset value of The Illinois Funds. The fee is accrued daily and withdrawn monthly from the fund. Until February 29, 2008, the custodian's fee for the Money Market Fund was calculated at 0.05% for the first \$2,000,000,000; 0.025% for the next \$1,000,000,000; 0.0248% for the next \$500,000,000; and 0.0246% for the amount over \$3,500,000,000 per annum of the market value of the total amount of The Illinois Funds. The custodian's fee for the Prime Fund was calculated at 0.0516% for the first \$500,000,000; 0.0295% for the next \$500,000,000; 0.0265% for the next \$500,000,000; 0.0255% for the next \$500,000,000; and 0.025% for the amount over \$2,000,000,000 per annum of the market value of the total amount of the fund.

State of Illinois
Office of the Treasurer
THE ILLINOIS FUNDS
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED
For the years ended June 30, 2008 and 2007

NOTE D - ADMINISTRATIVE FEES (Continued)

Beginning March 1, 2008, the custodian's fee for the Money Market Fund is calculated at 0.0395% for the first \$3,000,000,000; 0.0245% for the next \$2,000,000,000; 0.0235% for the next \$1,000,000,000; 0.0185% for the next \$4,000,000,000; and 0.0135% for the amount over \$10,000,000,000 per annum of the market value of the total amount of The Illinois Funds. The custodian's fee for the Prime Fund is calculated at 0.03885% for the first \$500,000,000; 0.02385% for the next \$500,000,000; 0.02085% for the next \$500,000,000; and 0.01885% for the amount over \$1,500,000,000 per annum of the market value of the total amount of the fund.

The State Treasurer receives 0.06% per annum of the net asset value of The Illinois Funds. This fee is used to defray administrative costs associated with investing The Illinois Funds' assets, to increase marketing efforts needed to expand participation in The Illinois Funds, and to improve the level of service to participants.

The Treasurer's Office has the ability to rebate to The Illinois Funds' participants any excess administrative fees collected during the fiscal year. There were no excess administrative fees rebated to The Illinois Funds' participants during fiscal years 2008 and 2007.

The Treasurer received fees and paid expenditures from the Administrative Trust Fund No. 195 as follows:

	<u>2008</u>	<u>2007</u>
Fees received	\$ 4,106,000	\$ 3,708,000
Expenditures	2,717,000	3,070,000

The State Finance Act (30 ILCS 105/8.45) permitted the Governor to order the transference of money from the Administrative Trust Fund No. 195 to the General Revenue Fund No. 001. As ordered, \$700,000 was transferred from the Administrative Fund in fiscal year 2007. There were no transfers of this type in fiscal year 2008.

NOTE E - RELATED PARTIES

The Illinois Funds' Administrative Office, a division of the State Treasurer's Office, is responsible for the administration of The Illinois Funds, including management of investments and marketing services. The Illinois Funds' Administrative Office received fees as stated in Note D during fiscal 2008 and 2007, respectively. The Illinois Funds' Administrative Trust Fund No. 195 was maintained by the Treasurer in a separate investment account of The Illinois Funds. The cash balance at June 30, 2008 and 2007, was approximately \$2,149,000 and \$845,000, respectively.

State of Illinois
Office of the Treasurer
THE ILLINOIS FUNDS
NOTES TO THE FINANCIAL STATEMENTS - CONTINUED
For the years ended June 30, 2008 and 2007

NOTE E - RELATED PARTIES (Continued)

The State of Illinois, its agencies, and its universities invest in the Illinois Funds. The detail follows:

	<u>2008</u>	<u>2007</u>
Total number of participants	2,249	2,181
Number of State of Illinois participants	29	28
Balance of State of Illinois investments	\$ 1,468,487,811	\$ 1,687,070,743

NOTE F - SUBSEQUENT EVENTS

Subsequent to June 30, 2008, the Federal Housing Finance Agency placed the Federal Home Loan Mortgage Corporation ("FHLMC") and the Federal National Mortgage Association ("FNMA") into conservatorship. In conjunction with this action, the Federal Government committed to provide as much as \$100 billion to each entity as a backstop for capital shortfalls. At June 30, 2008, the Illinois Funds had FHLMC obligations of \$603,340,280 and FNMA obligations of \$724,251,576. FHLMC and FNMA have short-term and long-term Moody's Investors Service debt ratings of P-1 and Aaa, respectively, as of October 31, 2008.

SUPPLEMENTARY INFORMATION

State of Illinois
Office of the Treasurer
THE ILLINOIS FUNDS
PORTFOLIO OF INVESTMENTS
June 30, 2008

	Execution <u>Date</u>	Interest <u>Rate</u>	Maturity <u>Date</u>	Face <u>Amount</u>	Current <u>Value*</u>
Repurchase Agreements					
BANK OF AMERICA	06/30/08	2.300%	07/01/08	\$ 400,000,000	\$ 400,025,556
BANK OF AMERICA	06/30/08	2.300%	07/01/08	150,000,000	150,009,583
BARCLAY'S CAPITAL MARKETS	06/30/08	2.500%	07/01/08	200,000,000	200,013,889
GREENWICH CAPITAL	06/30/08	2.400%	07/01/08	500,000,000	500,033,333
HSBC	06/30/08	2.600%	07/01/08	500,000,000	500,036,111
MIZUHO SECURITIES USA	06/24/08	1.850%	07/01/08	500,000,000	500,179,861
MIZUHO SECURITIES USA	06/24/08	2.100%	07/01/08	200,000,000	200,081,667
MORGAN STANLEY	06/24/08	2.080%	07/01/08	200,000,000	200,080,889
MORGAN STANLEY	06/25/08	2.070%	07/01/08	300,000,000	300,103,500
NESBITT BURNS	06/30/08	1.250%	07/01/08	140,000,000	140,004,861
				<u>\$ 3,090,000,000</u>	<u>\$ 3,090,569,250</u>
Total Repurchase Agreements					

State of Illinois
Office of the Treasurer
THE ILLINOIS FUNDS
PORTFOLIO OF INVESTMENTS - CONTINUED
June 30, 2008

	Execution Date	Effective Yield	Maturity Date	Market Value**	Amortized Cost
Commercial Paper					
AT&T CORP	06/05/08	2.180%	07/24/08	\$ 49,917,500	\$ 49,930,361
BANK OF AMERICA	02/14/08	2.750%	08/12/08	49,843,000	49,839,583
BEAR STEARNS	01/14/08	4.190%	07/03/08	49,993,000	49,988,361
DEUTSCHE BANK	06/09/08	2.240%	07/09/08	24,985,750	24,987,556
HSBC-HOUSEHOLD	05/29/08	2.400%	07/15/08	49,950,000	49,953,333
JOHN DEERE	05/21/08	2.070%	07/30/08	24,948,000	24,958,313
JOHN DEERE	05/28/08	2.150%	08/06/08	19,263,043	19,273,473
PRUDENTIAL	06/10/08	2.300%	07/10/08	49,968,000	49,971,250
SSB CITIGLOBAL	03/13/08	2.820%	07/01/08	50,000,000	50,000,000
UBS FINANCE	02/26/08	2.990%	07/28/08	49,903,500	49,887,875
WELLS FARGO	06/09/08	2.190%	07/14/08	49,953,500	49,960,458
Total Commercial Paper				\$ 468,725,293	\$ 468,750,563

State of Illinois
Office of the Treasurer
THE ILLINOIS FUNDS
PORTFOLIO OF INVESTMENTS - CONTINUED
June 30, 2008

	Execution Date	Interest Rate	Maturity Date	Face Amount	Current Value*
Certificates of Deposits					
AMERICAN EAGLE BANK - ELGIN	02/06/08	3.160%	08/04/08	\$ 100,000	\$ 100,260
AMERICAN HEARTLAND BANK & TRUST	03/05/08	3.080%	03/05/09	250,000	250,633
AMERICAN HEARTLAND BANK & TRUST	10/05/07	4.850%	10/03/08	250,000	250,997
AMERICAN HEARTLAND BANK & TRUST	05/09/08	2.080%	05/08/09	250,000	250,427
AMERICAN HEARTLAND BANK & TRUST	11/02/07	4.860%	11/04/08	250,000	250,999
AMERICAN HEARTLAND BANK & TRUST	04/24/08	2.030%	04/24/09	250,000	250,417
AMERICAN HEARTLAND BANK & TRUST	09/12/07	5.150%	09/11/08	300,000	301,270
AMERICAN HEARTLAND BANK & TRUST	05/23/08	2.150%	05/22/09	250,000	250,442
AMERICAN HEARTLAND BANK & TRUST	09/19/07	5.150%	09/18/08	500,000	502,116
AMERICAN HEARTLAND BANK & TRUST	08/16/07	5.230%	08/15/08	250,000	251,075
AMERICAN HEARTLAND BANK & TRUST	02/15/08	3.080%	02/13/09	250,000	250,633
AMERICAN HEARTLAND BANK & TRUST - SUGAR GROVE	01/04/08	4.350%	01/05/09	250,000	250,894
AMERICAN HEARTLAND BANK & TRUST - SUGAR GROVE	01/04/08	4.350%	01/05/09	250,000	250,894
AMERICAN HEARTLAND BANK & TRUST - SUGAR GROVE	08/08/07	5.240%	08/07/08	250,000	251,077
AMERICAN METRO BANK - CHICAGO	05/09/08	2.010%	08/07/08	100,000	100,165
AMERICAN METRO BANK - CHICAGO	06/16/08	2.130%	07/16/08	100,000	100,214
ANNA NATIONAL BANK	02/06/08	3.250%	02/05/09	400,000	401,068
ARCOLA HOMESTEAD SAVINGS	07/25/07	5.230%	07/24/08	95,000	95,408
ASSOCIATED BANK CHICAGO	08/28/07	5.170%	08/27/08	100,000	100,425
BANK OF DWIGHT	05/23/08	2.150%	05/22/09	1,000,000	1,001,767
BANK OF PONTIAC	03/04/08	2.900%	03/04/09	750,000	751,788
BANKORION	11/09/07	4.420%	11/07/08	1,000,000	1,003,633
CARLINVILLE NATIONAL BANK	12/04/07	4.500%	12/03/08	1,000,000	1,003,699
CATHAY BANK CHICAGO	04/23/08	2.220%	04/23/09	2,000,000	2,003,649
CENTRAL BANK ASHKUM	05/02/08	2.130%	05/04/09	300,000	300,525
CITIZENS COMMUNITY BANK MASCOUTH	05/05/08	2.000%	02/03/09	1,000,000	1,001,644

State of Illinois
Office of the Treasurer
THE ILLINOIS FUNDS
PORTFOLIO OF INVESTMENTS - CONTINUED
June 30, 2008

	Execution Date	Interest Rate	Maturity Date	Face Amount	Current Value*
Certificates of Deposits - Continued					
CITIZENS FIRST NATIONAL BANK	01/09/08	4.200%	01/08/09	\$ 95,000	\$ 95,328
COLLINSVILLE BUILDING & LOAN	01/04/08	4.380%	01/05/09	95,000	95,342
COMMUNITY BANKS SHELBY COUNTY (COWDEN)	04/07/08	2.200%	04/07/09	1,000,000	1,001,808
CORN BELT BANK & TRUST	09/25/07	4.680%	09/24/08	200,000	200,769
CORN BELT BANK & TRUST	09/14/07	4.900%	09/12/08	95,000	95,383
CROSSROADS BANK - EFFINGHAM	06/11/08	2.320%	06/11/09	1,000,000	1,002,436
DUQUOIN STATE BANK	04/07/08	2.200%	08/05/08	2,000,000	2,003,616
DUQUOIN STATE BANK	06/06/08	2.200%	04/03/09	1,000,000	1,001,808
EAST DUBUQUE SAVINGS BANK	09/25/07	4.670%	09/24/08	500,000	501,919
EDGAR COUNTY BANK & TRUST	04/02/08	2.300%	04/02/09	3,000,000	3,005,671
EDGAR COUNTY BANK & TRUST	05/19/08	2.320%	05/19/09	1,200,000	1,202,288
EDGAR COUNTY BANK & TRUST	04/03/08	2.480%	10/02/08	2,000,000	2,004,077
FARMER'S STATE BANK, EMDEN	12/12/07	4.450%	12/11/08	600,000	602,194
FEDERAL SAVINGS BANK MASCOUTAH	06/24/08	2.720%	06/24/09	95,000	95,361
FIRST BANK OF HIGHLAND PARK	12/04/07	4.620%	12/02/08	500,000	501,899
FIRST BANK OF HIGHLAND PARK	06/17/08	2.410%	12/15/08	500,000	501,617
FIRST BANK OF HIGHLAND PARK	07/03/07	5.300%	07/02/08	500,000	502,178
FIRST BANK OF HIGHLAND PARK	07/12/07	5.200%	07/11/08	500,000	502,137
FIRST BANK OF HIGHLAND PARK	08/14/07	5.230%	08/13/08	500,000	502,149
FIRST BANK OF HIGHLAND PARK	09/11/07	4.990%	09/10/08	500,000	502,051
FIRST BANK OF HIGHLAND PARK	09/07/07	5.240%	09/05/08	500,000	502,153
FIRST BANK OF HIGHLAND PARK	06/03/08	2.430%	12/02/08	1,000,000	1,002,152
FIRST BANK OF HIGHLAND PARK	01/16/08	4.310%	01/15/09	500,000	501,771
FIRST BANK OF HIGHLAND PARK	05/14/08	2.040%	02/09/09	500,000	500,838
FIRST BANK OF HIGHLAND PARK	06/11/08	2.250%	03/09/09	500,000	501,338
FIRST BANK OF HIGHLAND PARK	01/09/08	4.200%	08/06/08	500,000	501,726

State of Illinois
Office of the Treasurer
THE ILLINOIS FUNDS
PORTFOLIO OF INVESTMENTS - CONTINUED
June 30, 2008

	Execution Date	Interest Rate	Maturity Date	Face Amount	Current Value*
Certificates of Deposits - Continued					
FIRST BANK OF HIGHLAND PARK	11/07/07	4.570%	09/17/08	\$ 500,000	\$ 501,878
FIRST BANK OF HIGHLAND PARK	08/16/07	5.150%	08/13/08	1,000,000	1,004,233
FIRST BANK OF HIGHLAND PARK	11/08/07	4.420%	11/04/08	2,000,000	2,007,266
FIRST BANK OF HIGHLAND PARK	11/28/07	4.600%	11/21/08	1,000,000	1,003,781
FIRST BANK OF HIGHLAND PARK	06/03/08	2.470%	06/03/09	1,000,000	1,002,031
FIRST BANK OF HIGHLAND PARK	01/08/08	4.200%	01/05/09	500,000	501,726
FIRST BANK OF HIGHLAND PARK	04/25/08	2.050%	07/24/08	500,000	500,842
FIRST BANK OF HIGHLAND PARK	06/24/08	2.400%	12/22/08	500,000	500,876
FIRST BANK OF HIGHLAND PARK	06/10/08	2.080%	10/08/08	1,000,000	1,001,197
FIRST BANK OF HIGHLAND PARK	06/10/08	2.370%	06/10/09	1,000,000	1,001,364
FIRST COMMUNITY BANK ELGIN	06/10/08	2.140%	12/08/08	700,000	700,862
FIRST COMMUNITY BANK ELGIN	06/10/08	2.370%	06/10/09	800,000	801,091
FIRST MIDWEST - ITASCA	07/18/07	5.200%	07/17/08	5,000,000	5,021,370
FIRST NATIONAL BANK & TRUST	03/14/08	2.950%	03/13/09	600,000	601,455
FIRST NATIONAL BANK CHRISMAN	04/09/08	2.150%	04/09/09	1,000,000	1,001,767
FIRST NATIONAL BANK DIETERICH	03/10/08	2.970%	03/10/09	800,000	801,953
FIRST NATIONAL BANK DIETERICH	10/19/07	4.630%	10/17/08	300,000	301,142
FIRST NATIONAL BANK DIETERICH	11/02/07	4.610%	11/04/08	300,000	301,137
FIRST NATIONAL BANK TAYLORVILLE	11/02/07	4.610%	11/04/08	800,000	803,031
FIRST NATIONAL BANK TAYLORVILLE	08/10/07	5.250%	08/08/08	300,000	301,294
GALENA STATE BANK & TRUST	04/02/08	2.300%	04/02/09	1,050,000	1,051,985
GALENA STATE BANK & TRUST	07/06/07	5.240%	07/03/08	1,000,000	1,004,307
GALENA STATE BANK & TRUST	03/06/08	3.150%	03/06/09	700,000	701,812
GERMANTOWN TRUST & SAVINGS	04/02/08	2.500%	04/02/09	400,000	400,822
GERMANTOWN TRUST & SAVINGS	10/03/07	4.850%	07/02/08	500,000	501,993
GUARDIAN SAVINGS BANK - GRANITE CITY	09/25/07	4.680%	09/24/08	100,000	100,385

State of Illinois
Office of the Treasurer
THE ILLINOIS FUNDS
PORTFOLIO OF INVESTMENTS - CONTINUED
June 30, 2008

	Execution Date	Interest Rate	Maturity Date	Face Amount	Current Value*
Certificates of Deposits - Continued					
HARVARD STATE BANK	01/08/08	4.200%	09/04/08	\$ 1,000,000	\$ 1,003,452
HERRIN SECURITY BANK	06/03/08	2.430%	08/04/08	500,000	501,076
HIGHLAND COMMUNITY BANK CHICAGO	02/04/08	3.070%	02/03/09	100,000	100,252
INTERNATIONAL BANK OF CHICAGO	11/16/07	4.670%	11/14/08	1,000,000	1,003,838
INTERNATIONAL BANK OF CHICAGO	11/02/07	4.800%	11/04/08	1,000,000	1,003,945
INTERNATIONAL BANK OF CHICAGO	11/09/07	4.450%	11/07/08	1,500,000	1,505,486
INTERNATIONAL BANK OF CHICAGO	09/21/07	4.700%	09/19/08	425,000	426,642
INTERNATIONAL BANK OF CHICAGO	03/14/08	2.750%	03/13/09	1,500,000	1,503,390
INTERNATIONAL BANK OF CHICAGO	07/12/07	5.190%	07/11/08	300,000	301,280
IROQUOIS FARMERS STATE BANK	07/05/07	5.270%	07/03/08	8,500,000	8,536,818
LAKE BANK CHICAGO	06/13/08	2.720%	06/12/09	1,000,000	1,001,341
MARINE BANK	06/13/08	2.720%	06/12/09	4,000,000	4,005,365
MARINE BANK	02/14/08	3.080%	02/13/09	5,000,000	5,012,658
MARINE BANK SPRINGFIELD	10/12/07	4.800%	10/10/08	5,000,000	5,019,726
MIDWEST BANK WESTERN ILLINOIS - MONMOUTH	09/18/07	5.000%	09/17/08	300,000	301,233
NATIONAL BANK & TRUST - SYCAMORE	02/04/08	2.850%	02/03/09	1,000,000	1,002,342
NATIONAL BANK & TRUST - SYCAMORE	03/18/08	2.750%	03/18/09	1,250,000	1,252,825
NATIONAL BANK & TRUST - SYCAMORE	02/04/08	2.850%	02/03/09	1,000,000	1,002,342
NATIONAL BANK & TRUST OF BERKELEY	05/16/08	2.320%	05/15/09	9,600,000	9,618,306
NATIONAL BANK OF EARLVILLE	06/05/08	2.310%	06/05/09	400,000	400,888
NORTH COUNTY SAVINGS	02/06/08	3.160%	02/05/09	95,000	95,247
OLD EXCHANGE NATIONAL OKAWVILLE	04/02/08	2.300%	04/02/09	600,000	601,134
PARKWAY BANK AND TRUST - HARDWAY	05/02/08	2.130%	05/04/09	8,000,000	8,014,005
PARTNERS BANK - GLEN CARBON	05/09/08	2.080%	05/08/09	1,000,000	1,001,710
PARTNERS BANK - GLEN CARBON	06/13/08	2.260%	12/10/08	900,000	901,607
PARTNERS BANK - GLEN CARBON	04/04/08	2.450%	04/03/09	500,000	501,007

State of Illinois
Office of the Treasurer
THE ILLINOIS FUNDS
PORTFOLIO OF INVESTMENTS - CONTINUED
June 30, 2008

	Execution Date	Interest Rate	Maturity Date	Face Amount	Current Value*
Certificates of Deposits - Continued					
PARTNERS BANK - GLEN CARBON	05/05/08	2.250%	05/05/09	\$ 400,000	\$ 400,740
PEOPLES NATIONAL BANK MCLEANSBORO	01/03/08	4.380%	08/04/08	100,000	100,360
PRAIRIE NATIONAL BANK STEWARDSON	03/24/08	2.080%	03/24/09	1,000,000	1,001,710
PRAIRIE NATIONAL BANK STEWARDSON	04/04/08	2.450%	04/03/09	1,000,000	1,002,014
PRAIRIE STATE BANK MT ZION	05/01/08	2.000%	10/28/08	1,000,000	1,001,644
PRAIRIE STATE BANK MT ZION	05/01/08	2.050%	03/26/09	1,000,000	1,001,685
PULASKI SAVINGS BANK CHICAGO	05/02/08	2.130%	05/04/09	95,000	95,166
SCHUYLER STATE BANK - RUSHVILLE	05/28/08	2.260%	05/26/09	1,700,000	1,703,158
SCHUYLER STATE BANK - RUSHVILLE	05/13/08	2.040%	05/13/09	2,300,000	2,303,856
SOUTH SIDE BANK & TRUST PEORIA	04/02/08	2.300%	09/25/08	2,000,000	2,003,781
SOUTH SIDE BANK & TRUST PEORIA	01/22/08	4.190%	07/21/08	2,000,000	2,006,888
STATE BANK OF CHRISMAN	02/04/08	3.250%	02/03/09	600,000	601,603
STATE BANK OF CHRISMAN	06/06/08	2.270%	06/05/09	100,000	100,227
STATE BANK OF CHRISMAN	07/19/07	5.240%	07/18/08	500,000	502,153
STREATOR HOME BUILDING & ASSOCIATION	05/05/08	2.070%	05/05/09	95,000	95,162
TOWN AND COUNTRY BANK QUINCY	03/14/08	2.960%	03/13/09	1,000,000	1,002,433
TOWN AND COUNTRY BANK ANIOCH	09/05/07	5.250%	09/04/08	865,000	868,733
UNITED COMMUNITY BANK - CHATHAM	06/25/08	2.720%	06/25/09	1,000,000	1,003,879
UNITED COMMUNITY BANK - CHATHAM	04/08/08	2.200%	04/08/09	3,000,000	3,005,425
UNITED COMMUNITY BANK - CHATHAM	08/10/07	5.250%	08/08/08	5,000,000	5,021,575
WABASH SAVINGS BANK MOUNT CARMEL	08/02/07	5.250%	08/04/08	95,000	95,410
WASHINGTON FEDERAL BANK SAVINGS	07/20/07	5.230%	07/18/08	95,000	95,408
Total Certificates of Deposits				\$ 134,640,000	\$ 135,008,653

State of Illinois
Office of the Treasurer
THE ILLINOIS FUNDS
PORTFOLIO OF INVESTMENTS - CONTINUED
June 30, 2008

	<u>Cost</u>
Money market mutual funds	
Milestone Money Market Fund	\$ 180,162,190
First American Treasury Reserve Sweep	59,408,514
Aim Treasury Money Market Fund	25,000,000
Goldman Sachs Financial Square Treasury Obligations Fund	22,638,088
Federated #068 Treasury Obligations	<u>7,000,000</u>
 Total money market mutual funds	 <u><u>\$ 294,208,792</u></u>

State of Illinois
Office of the Treasurer
THE ILLINOIS FUNDS
PORTFOLIO OF INVESTMENTS - CONTINUED
June 30, 2008

	Execution Date	Effective Yield	Maturity Date	Market Value**	Amortized Cost
United States Agency Securities***					
Federal Home Loan Bank Debentures					
Federal Home Loan Bank Debentures	10/16/07	4.625%	10/16/08	\$ 5,029,700	\$ 4,998,276
Federal Home Loan Bank Debentures	02/07/08	2.800%	02/06/09	5,000,000	5,000,000
Federal Home Loan Bank Debentures	02/25/08	2.750%	02/25/09	4,996,900	5,000,000
Federal Home Loan Bank Debentures	03/04/08	2.850%	03/04/09	5,000,000	5,000,000
Federal Home Loan Bank Debentures	03/05/08	2.900%	03/05/09	5,001,550	5,000,000
Federal Home Loan Bank Debentures	03/17/08	2.800%	03/17/09	4,998,450	5,000,000
Federal Home Loan Bank Debentures	03/17/08	2.850%	03/17/09	10,000,000	10,000,000
Federal Home Loan Bank Debentures	04/07/08	2.450%	04/07/09	4,984,400	5,000,000
Federal Home Loan Bank Debentures	04/15/08	2.270%	04/14/09	4,978,150	5,000,000
Federal Home Loan Bank Debentures	04/15/08	2.270%	04/14/09	4,978,150	5,000,000
Federal Home Loan Bank Debentures	04/21/08	2.520%	04/21/09	4,985,950	5,000,000
Federal Home Loan Bank Debentures	04/21/08	2.350%	04/21/09	4,979,700	5,000,000
Federal Home Loan Bank Debentures	04/21/08	2.350%	04/21/09	4,979,700	5,000,000
Federal Home Loan Bank Debentures	04/25/08	2.200%	10/24/08	4,993,750	5,000,000
Federal Home Loan Bank Debentures	04/25/08	2.200%	10/24/08	4,993,750	5,000,000
Federal Home Loan Bank Debentures	04/29/08	2.390%	04/29/09	4,981,250	5,000,000
Federal Home Loan Bank Debentures	04/29/08	2.390%	04/29/09	4,981,250	5,000,000
Federal Home Loan Bank Debentures	04/30/08	2.600%	04/30/09	4,989,050	5,000,000
Federal Home Loan Bank Debentures	04/30/08	2.625%	04/30/09	4,989,050	5,000,000
Federal Home Loan Bank Debentures	05/05/08	2.625%	05/05/09	4,990,650	5,000,000
Federal Home Loan Bank Debentures	05/05/08	2.625%	05/05/09	4,990,650	5,000,000
Federal Home Loan Bank Debentures	05/05/08	2.466%	05/05/09	4,984,400	4,998,514
Federal Home Loan Bank Debentures	05/05/08	2.466%	05/05/09	4,984,400	4,998,513
Federal Home Loan Bank Debentures	05/05/08	2.750%	05/05/09	4,993,750	5,000,000

State of Illinois
Office of the Treasurer
THE ILLINOIS FUNDS
PORTFOLIO OF INVESTMENTS - CONTINUED
June 30, 2008

	<u>Execution Date</u>	<u>Effective Yield</u>	<u>Maturity Date</u>	<u>Market Value**</u>	<u>Amortized Cost</u>
Federal Home Loan Bank Debentures - Continued					
Federal Home Loan Bank Debentures	05/06/08	2.800%	05/06/09	\$ 4,995,300	\$ 5,000,000
Federal Home Loan Bank Debentures	05/08/08	2.750%	05/07/09	4,993,750	5,000,000
Federal Home Loan Bank Debentures	06/10/08	2.730%	06/10/09	4,992,200	5,000,000
Federal Home Loan Bank Debentures	06/10/08	2.730%	06/10/09	24,961,000	25,000,000
Federal Home Loan Bank Debentures	06/18/08	3.050%	06/18/09	25,039,000	25,000,000
Federal Home Loan Bank Debentures	06/18/08	3.050%	06/18/09	5,007,800	5,000,000
				<u>\$ 194,773,650</u>	<u>\$ 194,995,303</u>
Total Federal Home Loan Bank Debentures					
Federal Home Loan Mtg Corp Notes					
Federal Home Loan Mtg Corp Notes	04/02/08	2.400%	04/02/09	\$ 4,983,600	\$ 5,000,000
Federal Home Loan Mtg Corp Notes	04/02/08	2.375%	04/02/09	4,980,100	5,000,000
Federal Home Loan Mtg Corp Notes	04/09/08	2.450%	04/09/09	4,984,750	5,000,000
Federal Home Loan Mtg Corp Notes	06/05/08	2.750%	06/05/09	4,991,650	5,000,000
Federal Home Loan Mtg Corp Notes	06/16/08	2.850%	06/16/09	4,994,800	5,000,000
Federal Home Loan Mtg Corp Notes	06/16/08	3.000%	07/10/09	5,000,150	5,000,000
				<u>\$ 29,935,050</u>	<u>\$ 30,000,000</u>
Total Federal Home Loan Mtg Corp Notes					
Federal Home Loan Mtg Corp Discount Notes					
Federal Home Loan Mtg Corp Discount Notes	04/16/08	2.070%	08/29/08	\$ 24,907,500	\$ 24,915,188
Federal Home Loan Mtg Corp Discount Notes	05/15/08	2.050%	07/11/08	99,940,000	99,943,056
Federal Home Loan Mtg Corp Discount Notes	05/16/08	2.070%	07/11/08	50,316,792	50,318,050
Federal Home Loan Mtg Corp Discount Notes	06/06/08	2.150%	08/05/08	49,890,000	49,895,486

State of Illinois
Office of the Treasurer
THE ILLINOIS FUNDS
PORTFOLIO OF INVESTMENTS - CONTINUED
June 30, 2008

	Execution Date	Effective Yield	Maturity Date	Market Value**	Amortized Cost
Federal Home Loan Mtg Corp Discount Notes - Continued					
Federal Home Loan Mtg Corp Discount Notes	06/06/08	2.200%	09/02/08	\$ 49,795,000	\$ 49,807,500
Federal Home Loan Mtg Corp Discount Notes	06/09/08	2.160%	08/04/08	49,895,000	49,898,000
Federal Home Loan Mtg Corp Discount Notes	06/09/08	2.160%	08/05/08	49,890,000	49,895,000
Federal Home Loan Mtg Corp Discount Notes	06/10/08	2.100%	07/03/08	49,995,000	49,994,167
Federal Home Loan Mtg Corp Discount Notes	06/11/08	2.480%	12/01/08	49,465,000	49,473,000
Federal Home Loan Mtg Corp Discount Notes	06/11/08	2.480%	12/08/08	49,440,000	49,448,889
Federal Home Loan Mtg Corp Discount Notes	06/17/08	2.350%	09/15/08	49,755,000	49,751,944
				<u>\$ 573,289,292</u>	<u>\$ 573,340,280</u>
Total Federal Home Loan Mtg Corp Discount Notes					
Federal Home Loan Bank Discount Notes					
Federal Home Loan Bank Discount Note	04/15/08	2.070%	09/26/08	\$ 24,857,500	\$ 24,874,938
Federal Home Loan Bank Discount Note	04/16/08	2.070%	10/10/08	19,864,000	19,883,850
Federal Home Loan Bank Discount Note	05/15/08	2.040%	07/09/08	100,025,923	99,954,667
Federal Home Loan Bank Discount Note	05/16/08	2.070%	07/09/08	50,012,962	49,977,000
Federal Home Loan Bank Discount Note	05/16/08	2.070%	07/16/08	99,910,000	99,913,750
Federal Home Loan Bank Discount Note	05/16/08	2.065%	07/16/08	24,977,500	24,978,490
Federal Home Loan Bank Discount Note	05/19/08	2.100%	07/01/08	100,000,000	100,000,000
Federal Home Loan Bank Discount Note	05/19/08	2.100%	07/01/08	100,000,000	100,000,000
Federal Home Loan Bank Discount Note	05/30/08	2.330%	11/21/08	49,505,000	49,537,236
Federal Home Loan Bank Discount Note	06/04/08	2.155%	07/02/08	49,995,000	49,997,007
Federal Home Loan Bank Discount Note	06/04/08	2.155%	07/02/08	49,995,000	49,997,007
Federal Home Loan Bank Discount Note	06/04/08	2.155%	07/02/08	49,995,000	49,997,007
Federal Home Loan Bank Discount Note	06/06/08	2.120%	07/07/08	48,490,596	48,982,687

State of Illinois
Office of the Treasurer
THE ILLINOIS FUNDS
PORTFOLIO OF INVESTMENTS - CONTINUED
June 30, 2008

	Execution Date	Effective Yield	Maturity Date	Market Value**	Amortized Cost
Federal Home Loan Bank Discount Notes - Continued					
Federal Home Loan Bank Discount Note	06/06/08	2.120%	07/07/08	\$ 50,469,804	\$ 49,982,333
Federal Home Loan Bank Discount Note	06/06/08	2.110%	07/07/08	42,982,800	42,984,878
Federal Home Loan Bank Discount Note	06/09/08	2.120%	07/07/08	49,980,000	49,982,333
Federal Home Loan Bank Discount Note	06/09/08	2.110%	07/08/08	99,960,000	99,958,972
Federal Home Loan Bank Discount Note	06/16/08	2.200%	07/09/08	8,002,074	8,154,012
Federal Home Loan Bank Discount Note	06/16/08	2.200%	07/09/08	50,012,962	49,975,556
Federal Home Loan Bank Discount Note	06/17/08	2.170%	07/11/08	49,970,000	49,969,861
Federal Home Loan Bank Discount Note	06/18/08	2.180%	07/16/08	49,955,000	49,954,583
Federal Home Loan Bank Discount Note	06/18/08	2.180%	07/16/08	49,955,000	49,954,583
Federal Home Loan Bank Discount Note	06/18/08	2.180%	07/16/08	49,955,000	49,954,583
Federal Home Loan Bank Discount Note	06/20/08	2.050%	07/07/08	49,980,000	49,982,917
Federal Home Loan Bank Discount Note	06/20/08	2.050%	07/07/08	49,980,000	49,982,917
Federal Home Loan Bank Discount Note	06/20/08	2.190%	07/18/08	49,950,000	49,948,292
Federal Home Loan Bank Discount Note	06/23/08	2.190%	07/16/08	49,955,000	49,954,375
Federal Home Loan Bank Discount Note	06/24/08	2.000%	07/01/08	50,000,000	50,000,000
Federal Home Loan Bank Discount Note	06/24/08	2.090%	07/07/08	49,980,000	49,982,583
				\$ 1,618,671,121	\$ 1,618,771,000

Total Federal Home Loan Bank Discount Notes

State of Illinois
Office of the Treasurer
THE ILLINOIS FUNDS
PORTFOLIO OF INVESTMENTS - CONTINUED
June 30, 2008

	<u>Execution Date</u>	<u>Effective Yield</u>	<u>Maturity Date</u>	<u>Market Value**</u>	<u>Amortized Cost</u>
Federal National Mortgage Association Discount Notes					
Federal National Mortgage Association Discount Notes	05/14/08	2.000%	07/01/08	\$ 100,000,000	\$ 100,000,000
Federal National Mortgage Association Discount Notes	05/14/08	2.000%	07/01/08	100,000,000	100,000,000
Federal National Mortgage Association Discount Notes	05/14/08	2.000%	07/01/08	100,000,000	100,000,000
Federal National Mortgage Association Discount Notes	05/15/08	2.000%	07/02/08	99,990,000	99,994,444
Federal National Mortgage Association Discount Notes	05/16/08	2.050%	07/14/08	49,960,000	49,962,986
Federal National Mortgage Association Discount Notes	05/16/08	2.050%	07/14/08	24,980,000	24,981,493
Federal National Mortgage Association Discount Notes	06/06/08	2.110%	08/06/08	49,890,000	49,894,500
Federal National Mortgage Association Discount Notes	06/09/08	2.150%	08/12/08	49,870,000	49,874,583
Federal National Mortgage Association Discount Notes	06/11/08	2.350%	09/10/08	49,770,000	49,768,264
Federal National Mortgage Association Discount Notes	06/20/08	2.300%	09/02/08	49,795,000	49,798,750
Federal National Mortgage Association Discount Notes	06/23/08	2.110%	07/09/08	49,975,000	49,976,556
Total Federal National Mortgage Association Discount Notes				\$ 724,230,000	\$ 724,251,576

* Current value represents the face amount plus accrued interest, which approximates market value.

** Market value represents the closing bid price on June 30, 2008.

*** It is the intent of management to hold direct U.S. Agency Securities to maturity unless market conditions provide for realization of a gain and management determines a sale would be in the best interest of The Illinois Funds.

State of Illinois
Office of the Treasurer
THE ILLINOIS FUNDS
STATEMENTS OF FIDUCIARY NET ASSETS BY INVESTOR TYPE AND
CHANGES IN FIDUCIARY NET ASSETS BY INVESTOR TYPE
June 30, 2008
(Dollars in thousands)

STATEMENT OF FIDUCIARY NET ASSETS BY INVESTOR TYPE

	<u>Total</u>	<u>Internal</u>	<u>External</u>
Cash equivalents	\$ 6,303,477	\$ 1,298,101	\$ 5,005,376
Deposits and investments	826,419	170,187	656,232
Interest receivable	<u>1,512</u>	<u>312</u>	<u>1,200</u>
	7,131,408	1,468,600	5,662,808
Bank fees	185	38	147
Management fees	<u>359</u>	<u>74</u>	<u>285</u>
Net assets	<u>\$ 7,130,864</u>	<u>\$ 1,468,488</u>	<u>\$ 5,662,376</u>

STATEMENT OF CHANGES IN FIDUCIARY NET ASSETS BY INVESTOR TYPE

Participant deposits	\$ 17,740,491	\$ 7,518,263	\$ 10,222,228
Interest and other investment income	245,228	43,982	201,246
Investment expense	(6,402)	(1,318)	(5,084)
Redemptions	(17,683,827)	(7,736,662)	(9,947,165)
Dividends to shareholders	<u>(238,826)</u>	<u>(42,848)</u>	<u>(195,978)</u>
	56,664	(218,583)	275,247
Beginning net assets	<u>7,074,200</u>	<u>1,687,071</u>	<u>5,387,129</u>
Ending net assets	<u>\$ 7,130,864</u>	<u>\$ 1,468,488</u>	<u>\$ 5,662,376</u>

State of Illinois
Office of the Treasurer
THE ILLINOIS FUNDS
MONEY MARKET FUND INVESTMENT POLICY
For the years ended June 30, 2008 and 2007
(Unaudited)

1.0 Policy: It is the policy of the Treasurer of the State of Illinois ("Treasurer") to invest funds pooled by local governments in the Money Market Fund within The Illinois Funds (previously referred to as the Illinois Public Treasurers' Investment Pool or IPTIP) in a manner which will provide the highest investment return using authorized instruments, while meeting the daily cash flow demands of participants and conforming to all state statutes governing the investment of public funds.

2.0 Objective: The primary objective in the investment of funds within the Money Market Fund is the safety of principal, while providing all participants a competitive rate of return and daily access to invested funds.

2.1 Safety: The safety of principal is the foremost objective of the investment program. Money Market Fund investments shall be undertaken in a manner, which seeks to ensure the preservation of capital in the portfolio. To obtain this objective, diversification is required to ensure that the Money Market Fund properly manages market, interest rate and credit risk.

2.2 Liquidity: The investment portfolio shall remain sufficiently liquid to enable the Money Market Fund to meet all operating requirements which might be reasonably anticipated.

2.3 Return on Investment: The investment portfolio shall be designed to obtain the highest available return, taking into account the Money Market Fund's investment risk constraints and cash flow needs.

The Treasurer will select an accepted industry benchmark which best reflects the Money Market Fund's portfolio and will measure performance against the benchmark over a market cycle. The benchmark will be periodically reviewed for suitability.

3.0 Ethics and Conflicts of Interest: Authorized investment staff and employees in policy making positions for the Money Market Fund shall refrain from personal business activity that conflicts with proper execution of the investment program, or which impairs their ability to make impartial investment decisions. Such individuals shall disclose to the Treasurer any material financial interests in financial institutions or broker/dealers that conduct business within the State. They shall further disclose any personal investments that are related to the performance of the Money Market Fund's portfolio. In addition, such individuals shall subordinate their personal investment transactions to those of the Money Market Fund, particularly with regard to the time of purchase and sales.

4.0 Authorized Broker/Dealers and Financial Institutions: Authorized investment staff shall utilize the Treasurer's approved list of financial institutions when selecting institutions to provide investment services. No public deposit shall be made except in a qualified public depository as defined by state statutes.

State of Illinois
Office of the Treasurer
THE ILLINOIS FUNDS
MONEY MARKET FUND INVESTMENT POLICY – CONTINUED
For the years ended June 30, 2008 and 2007
(Unaudited)

In addition, a list shall also be maintained of approved security broker/dealers selected according to their credit worthiness, and their financial significance in the State, which shall be measured in terms of the location of the broker/dealer's corporate office and the extent to which the broker/dealer has a large labor or economic impact on the State. They may include "primary" dealers or regional dealers that qualify under Securities and Exchange Commission Rule 15C3-1 (uniform net capital rule).

All financial institutions and brokers/dealers interested in becoming qualified parties for investment transactions must supply the Treasurer's authorized investment staff with the following or equivalent acceptable to the Treasurer, where applicable:

- audited financial statements
- proof of National Association of Security Dealers certification
- trading resolutions
- proof of state registration
- completed broker/dealer questionnaire
- certification of having read the Money Market Fund's investment policy
- depository contracts
- published reports for brokers from rating agencies with investment grade ratings
- emerging broker status
- Consolidated Reports of Condition and Income

An annual review of the financial condition and registration of qualified parties will be conducted by the Treasurer's authorized investment staff. More frequent reviews may be conducted.

A current audited financial statement or equivalent acceptable to the Treasurer is required to be on file for each financial institution and broker/dealer with which The Illinois Funds establishes a depository, trading, or safekeeping relationship. Qualified parties shall submit updated financial statements or equivalent acceptable to the Treasurer when a material change in any of the above occurs.

5.0 Authorized and Suitable Investments: The following investments are permitted investments of state funds according to the Deposit of State Moneys Act (15 ILCS 520/22.5) and the Public Funds Investment Act (30 ILCS 235/2) and are authorized to the extent they are approved by Standard & Poor's for AAAM rated funds:

State of Illinois
Office of the Treasurer
THE ILLINOIS FUNDS
MONEY MARKET FUND INVESTMENT POLICY – CONTINUED
For the years ended June 30, 2008 and 2007
(Unaudited)

- In bonds, notes certificate of indebtedness, treasury bills or other securities now or hereafter issued, which are guaranteed by the full faith and credit of the United States of America as to principal and interest; Public Funds Investment Act (30 ILCS 235/2) & Deposit of State Moneys Act (15 ILCS 520/22.5)

- Repurchase Agreements of government securities having the meaning set out in the Government Securities Act of 1986 subject to the provisions of that Act and the regulations issued thereunder; Public Funds Investment Act (30 ILCS 235/2) & Deposit of State Moneys Act (15 ILCS 520/22.5)

- Interest bearing savings accounts, interest-bearing certificates of deposits or interest bearing time deposits or any other investments constituting direct obligations of any bank as defined by the Illinois Bank Act (205 ILCS 5/1 et seq.); Public Funds Investment Act (30 ILCS 235/2) & Deposit of State Moneys Act (15 ILCS 520/22/5)

- In money market mutual funds registered under the Investment Company Act of 1940, provided that the portfolio of any such money market mutual fund is limited to United States Treasury Securities and to agreements to repurchase such obligations and the fund is rated AAA. Public Funds Investment Act (30 ILCS 235/2) & Deposit of State Moneys Act (15 ILCS 520/22.5)

- Suitable securities in the Money Market Fund's portfolio may be lent in accordance with Federal Financial Institution Examination Council guidelines

6.0 Investment Restrictions: The following restrictions shall apply to all Money Market Fund investment transactions:

- Investments in derivative products and leveraging of assets through reverse repurchase agreements are prohibited

- Repurchase agreements may only be executed with financial institutions or broker/dealers meeting the Treasurer's standards, which shall include mutual execution of a Master Repurchase Agreement adopted by the Treasurer.

- Certificates of deposit may not be purchased from the Money Market Fund's custodial institution or any of its subcontractors

- Investments in Bankers' Acceptances of any kind.

7.0 Collateralization: All Money Market Fund deposits and repurchase agreements shall be secured by direct U.S. Treasury and/or U.S. Agency obligations as required by the Treasurer and provided for by the Deposit of State Moneys Act (15 ILCS 520) and the Treasurer's Acceptable Collateral Listing, which may change from time to time.

State of Illinois
Office of the Treasurer
THE ILLINOIS FUNDS
MONEY MARKET FUND INVESTMENT POLICY – CONTINUED
For the years ended June 30, 2008 and 2007
(Unaudited)

8.0 Safekeeping and Custody: All security transactions entered into by the Money Market Fund shall be conducted on a delivery-versus-payment (DVP) or receipt-versus-payment (RVP) basis. Securities shall be held by a safekeeping agent designated by the Treasurer, and evidenced by safekeeping receipts.

9.0 Diversification: The Money Market Fund portfolio shall be diversified to eliminate the risk of loss resulting from concentration of assets in a specific maturity, a specific issuer or a specific class of securities. In order to properly manage any risk attendant to the investment of Money Market Fund assets, the Money Market Fund portfolio shall not exceed the following diversification limits unless specifically authorized by the Treasurer:

1. The Money Market Fund shall seek to achieve diversification in the portfolio by reasonably distributing investments within authorized investment categories among financial institutions, issuers and broker/dealers.
2. The Money Market Fund shall at no time hold certificates of deposit constituting more than 10 percent of any single financial institution's total deposits.
3. No investment category shall exceed 25% of the Money Market Fund portfolio, with the exception of cash equivalents and U.S. Treasury securities.
4. The Money Market Fund shall invest a minimum of 75% of its assets in authorized investments of less than one-year maturity. No investment shall exceed two years maturity.

10.0 Internal Controls: The Treasurer shall establish a system of internal controls, which shall be documented in writing and filed with the Inspector General of the Treasurer's Office for review as an adjunct to the annual independent examination of the financial statements of the Money Market Fund. The controls shall be designed to prevent losses of public funds arising from fraud, employee error, and misrepresentation by third parties, unanticipated changes in financial markets or imprudent actions by authorized investment staff of the Money Market Fund.

The Treasurer shall publish the current investment policy yearly in a newspaper of general circulation in both Springfield and Chicago.

State of Illinois
Office of the Treasurer
THE ILLINOIS FUNDS
MONEY MARKET FUND INVESTMENT POLICY – CONTINUED
For the years ended June 30, 2008 and 2007
(Unaudited)

10.1 Asset Allocation: The Treasurer shall approve asset allocation among investment categories authorized under Section 5.0 of this Investment Policy.

10.2 Competitive Bidding: Authorized investment staff shall obtain competitive bids from at least three broker/dealers prior to executing repurchase agreements or purchasing treasury securities from a broker/dealer. Notwithstanding the foregoing, authorized investment staff may tender bids directly through a single broker/dealer for the original auction of individual U.S. Treasury obligations. Certificates of deposit shall be purchased by authorized investment staff on the basis of a financial institution's ability to pay the Treasurer's required interest rate. Such rate is generally determined on the basis of U.S. Treasury rates for a comparable term.

11.0 Limitations of Liability: Authorized investment staff, acting in accordance with written procedures and this investment policy and exercising due diligence, shall be relieved of personal responsibility for an individual security's credit risk or market price changes, provided deviations from expectations are reported in a timely fashion and appropriate action is taken to control adverse developments.

The Treasurer is bonded to a level of \$150,000 for the faithful performance of duties in relations to the Illinois Public Treasurers' Investment Pool.

12.0 Reporting: Reports shall be presented quarterly by the Director of The Illinois Funds to the Treasurer and The Illinois Funds participants. The quarterly report shall contain the following:

- performance as compared to the established benchmark
- asset allocation
- any deviation from the standards established in Section 9.0 above
- any change in investment policy adopted during the quarter
- the average days to maturity

A listing of all investments in the portfolio marked to market shall be provided to the Treasurer and The Illinois Funds participants annually.

The Treasurer shall develop performance reports in compliance with established industry reporting standards within six months following the adoption of this investment policy. Such reporting standards may include those sanctioned by the Association of Investment Management Research (AIMR) in accordance with Generally Accepted Accounting Principles (GAAP).

State of Illinois
Office of the Treasurer
THE ILLINOIS FUNDS
PRIME FUND INVESTMENT POLICY
For the years ended June 30, 2008 and 2007
(Unaudited)

1.0 Policy: The State Treasurer of Illinois has authority under Section 17 of the State Treasurer's Act (15 ILCS 505/17) to establish and administer an investment pool to supplement and enhance investment opportunities otherwise available to managers of public funds or public agencies in the state. The Treasurer may invest the assets of the investment pool in the same types of investments and subject to the same limitations provided for the investment of funds in the State Treasury. This policy specifically addresses The Illinois Funds Prime Fund. The Prime Fund will provide opportunities for public agencies to invest in a fund that has been rated AAAM by Standard & Poor's and also has the potential to generate enhanced return for public investors. This is accomplished by requiring a 30-day minimum deposit, by investing more funds in high quality instruments with a relatively higher return and maintaining a maximum weighted average portfolio maturity of 60 days.

2.0 Objective: The primary objectives of The Prime Fund are to invest public funds with a more long-term objective than the Illinois Funds Money Market Fund and create opportunities for enhanced investment return for public investors in the State of Illinois. The Fund has a AAAM rating from Standard & Poor's, which is the best rating available for a Local Government Investment Pool. The AAAM rating ensures that investments are placed only in the highest quality investments.

2.1 Safety: The safety of principal is one of the main objectives of the investment program. Prime Fund investments will be undertaken in a manner which seeks to ensure the preservation of principal in the portfolio while providing enhanced return. To obtain this objective, diversification among permissible investments is required to ensure that The Prime Fund properly manages market, interest rate and credit risk.

2.2 Liquidity: The investment portfolio will remain sufficiently liquid to enable The Prime Fund to meet all participant redemption demands that might be reasonably anticipated.

2.3 Return on Investment: The investment portfolio will be designed to obtain an enhanced return by requiring a minimum of 30 days for each deposit, a seven day notice for any withdrawal, and reasonable penalties for early withdrawal of funds prior to the expiration of the 30 day minimum and/or seven day notice period.

The Treasurer will select accepted industry benchmarks which best reflect The Prime Fund's portfolio and measure performance against certain benchmarks over time. The Treasurer will periodically review benchmarks for suitability.

State of Illinois
Office of the Treasurer
THE ILLINOIS FUNDS
PRIME FUND INVESTMENT POLICY - CONTINUED
For the years ended June 30, 2008 and 2007
(Unaudited)

3.0 Ethics and Conflicts of Interest: Authorized investment staff and employees in policy making positions for The Prime Fund will refrain from personal business activity that conflicts with proper execution of the investment program, or which impairs their ability to make impartial investment decisions. Such individuals will disclose to the Treasurer any material financial interests in financial institutions or broker/dealers that conduct business within the State. They will further disclose any personal investments that are related to the performance of The Prime Fund's portfolio. In addition, such individuals will subordinate their personal investment transactions to those of The Prime Fund, particularly with regard to the time of purchase and sales.

4.0 Authorized Broker/Dealers and Financial Institutions: Authorized investment staff will utilize the Treasurer's approved list of broker/dealers and financial institutions when selecting institutions to provide investment services.

In addition, a list will be maintained of approved security broker/dealers selected according to their creditworthiness, and their financial significance in the State. Broker/dealers will be evaluated on the basis of the location of their corporate office and the extent to which the broker/dealer has a labor or economic impact on the State. This list may include "primary" dealers or regional dealers that qualify under Securities and Exchange Commission Rule 15C3-1 (uniform net capital rule).

All financial institutions and broker/dealers interested in becoming qualified parties for investment transactions must supply the Treasurer's authorized investment staff with the following or equivalent acceptable to the Treasurer, where applicable:

- audited financial statements
- proof of National Association of Security Dealers certification
- trading resolutions
- proof of registration in the State of Illinois
- completed broker/dealer questionnaire
- certification of having read The Prime Fund's investment policy
- depository contracts
- published reports from rating agencies for brokers with investment grade ratings
- proof of emerging broker status
- Consolidated Reports of Condition and Income

An annual review of the financial condition and registration of qualified parties and investments will be conducted by the Treasurer's authorized investment staff. More frequent reviews may be conducted.

State of Illinois
Office of the Treasurer
THE ILLINOIS FUNDS
PRIME FUND INVESTMENT POLICY - CONTINUED
For the years ended June 30, 2008 and 2007
(Unaudited)

A current audited financial statement or equivalent acceptable to the Treasurer is required to be on file for each financial institution and broker/dealer with which The Prime Fund establishes a depository, trading, or safekeeping relationship. Qualified parties will submit updated financial statements or equivalent acceptable to the Treasurer when a material change in any of the above occurs.

5.0 Authorized and Suitable Investments: The following investments are permitted investments of state funds according to the Deposit of State Moneys Act (15 ILCS 520/22.5) and the Public Funds Investment Act (30 ILCS 235/2) and are authorized to the extent they are approved by Standard & Poor's for AAAM rated funds:

- In bonds, notes, certificates of indebtedness, treasury bills or other securities now or hereafter issued, which are guaranteed by the full faith and credit of the United States of America as to principal and interest; Public Funds Investment Act (30 ILCS 235/2) & Deposit of State Moneys Act (15 ILCS 520/22.5)
 - In bonds, notes, debentures, or similar obligations of the United States of America or its agencies; Public Funds Investment Act (30 ILCS 235/2) & Deposit of State Moneys Act (15 ILCS 520/22.5)
 - Repurchase agreements of government securities having the meaning set out in the Government Securities Act of 1986 subject to the provisions of that Act and the regulations issues thereunder; Public Funds Investment Act (30 ILCS 235/2) & Deposit of State Moneys Act (15 ILCS 520/22.5)
 - In short term obligations of corporations organized in the United States with assets exceeding \$500,000,000 if (i) such obligations are rated at the time of purchase at one of the 2 highest classifications established by at least 2 standard rating services and which mature not later than 180 days from the date of purchase, (ii) such purchases do not exceed 10% of the corporation's outstanding obligations, (iii) no more than one-third of the public agency's funds may be invested in short term obligations of corporations
 - The Public Treasurers' Investment Pool created under Section 17 of the State Treasurer Act; Public Funds Investment Act (30 ILCS 235/2) & Deposit of State Moneys Act (15 ILCS 520/22.5)
-

State of Illinois
Office of the Treasurer
THE ILLINOIS FUNDS
PRIME FUND INVESTMENT POLICY - CONTINUED
For the years ended June 30, 2008 and 2007
(Unaudited)

- In money market mutual funds registered under the Investment Company Act of 1940, provided the portfolio of any such money market mutual fund is limited to United States Treasury and United States Agency Securities and agreements to repurchase such obligations provided the funds are rated AAA; Public Funds Investment Act (30 ILCS 235/2) & Deposit of State Moneys Act (15 ILCS 520/22.5)
- Bonds, notes, debentures, or similar obligations of a foreign government, other than the Republic of Sudan (effective Jan 27, 2006), that are guaranteed by the full faith and credit of that government as to principal and interest, but only if the foreign government has not defaulted and has met its payment obligations for a period of at least 25 years immediately before the time of acquiring those obligations; Deposit of State Moneys Act (15 ILCS 520/22.5)
- Bonds issued by counties or municipal corporations of the State of Illinois; Deposit of State Moneys Act (15 ILCS 520/22.5)
- Interest bearing savings accounts, interest-bearing certificates of deposits or interest bearing time deposits or any other investments constituting direct obligations of any bank as defined by the Illinois Banking Act (205 ILCS 5/1 et seq.); Public Funds Investment Act (30 ILCS 235/2) & Deposit of State Moneys Act (15 ILCS 520/22.5)

Suitable securities in the Prime Funds portfolio may be lent in accordance with the Federal Financial Institution Examination Council Guidelines.

6.0 Investment Restrictions: The following restrictions will apply to all Prime Fund investment transactions:

- Investments in derivative products and leveraging of assets through reverse repurchase agreements are prohibited.
 - Repurchase agreements may only be executed with financial institutions or broker/dealers meeting the Treasurer's standards, which will include mutual execution of a Master Repurchase Agreement adopted by the Treasurer.
 - There will be no investments in mortgage-backed securities of any kind.
 - There will be no investments in asset-backed securities of any kind.
 - There will be no investments in Bankers' Acceptances of any kind.
-

State of Illinois
Office of the Treasurer
THE ILLINOIS FUNDS
PRIME FUND INVESTMENT POLICY - CONTINUED
For the years ended June 30, 2008 and 2007
(Unaudited)

7.0 Collateralization: All Prime Fund deposits and repurchase agreements shall be secured by direct U.S. Treasury and/or U.S. Agency obligations as required by the Treasurer and provided for by the Deposit of State Moneys Act (15 ILCS 520) and the Treasurer's Acceptable Collateral Listing, which may change from time to time.

8.0 Safekeeping and Custody: All direct treasury, agency and instrumentality security transactions entered into by The Prime Fund will be conducted on a delivery-versus-payment (DVP) or receipt-versus-payment (RVP) basis. Securities will be held by a safekeeping agent designated by the Treasurer, and evidenced by safekeeping receipts. Commercial Paper will settle daily with the Depository Trust Company.

9.0 Diversification: The primary purpose of diversification in general is to control credit and market risk. The Prime Fund portfolio will be diversified to eliminate the risk of loss resulting from concentration of assets in a specific maturity, a specific issuer or a specific class of securities. The majority of Prime Fund investments will be in direct obligations of the United States Treasury and United States Government Agencies and Instrumentalities as listed in section 5.0. In order to properly manage any risk that may be attendant to the investment of Prime Fund assets, The Prime Fund portfolio will observe the following diversification limits:

- The Prime Fund will invest no more than 50 percent of its total assets in securities with maturities greater than 30 days issued by any single permissible United States Government Agency or Instrumentality.
- The Prime Fund will invest no more than 5 percent of its total assets in securities issued by any single Commercial Paper Issuer (calculated at the time of purchase).
- A maximum of 33.3 percent of the portfolio may be invested in direct Commercial Paper Obligations not to exceed 180 days to maturity.
- A maximum of 25 percent of total assets may be invested in any approved AAAM Money Market Fund.

The Prime Fund will seek to achieve diversification in the portfolio by reasonably distributing investments within authorized investment categories, issuers and broker/dealers.

10.0 Internal Controls: The Treasurer will establish a system of internal controls, which will be documented in writing and filed with the Inspector General of the Treasurer's Office for review as an adjunct to the annual independent examination of the financial statements of The Prime Fund. The controls will be designed to prevent loss of public funds arising from fraud, employee error, misrepresentation by third parties, unanticipated changes in financial markets

State of Illinois
Office of the Treasurer
THE ILLINOIS FUNDS
PRIME FUND INVESTMENT POLICY - CONTINUED
For the years ended June 30, 2008 and 2007
(Unaudited)

or imprudent actions by authorized investment staff of The Prime Fund. The Treasurer will publish the current investment policy annually in a newspaper of general circulation in both Springfield and Chicago.

11.0 Asset Allocation: The Treasurer shall approve asset allocation among investment categories authorized under Section 5.0 of this Investment Policy.

12.0 Competitive Bidding: Authorized investment staff will obtain competitive bids from at least three broker/dealers prior to executing repurchase agreements, purchasing United States Treasury securities, United States Government Agency or Instrumentality securities or Commercial Paper from a broker/dealer. Notwithstanding the foregoing, authorized investment staff may tender bids directly through a single broker/dealer for the original auction of individual U.S. Treasury obligations without obtaining competitive bids.

13.0 Liability: Authorized investment staff, acting in accordance with written procedures and this investment policy and exercising due diligence, will be relieved of personal responsibility for an individual security's credit risk or market price changes, provided deviations from expectations are reported in a timely fashion and appropriate action is taken to control adverse developments. The Treasurer is bonded to a level of \$150,000 for the faithful performance of duties in relation to The Illinois Funds.

14.0 Reporting: A quarterly report will be presented by the Director of The Illinois Funds to the Treasurer and the Treasurer's Investment Policy Committee. The quarterly report will contain the following:

- performance as compared to established benchmarks
- asset allocation
- any deviation from the standards established in Section 9.0 above
- any change in investment policy adopted during the quarter
- the weighted portfolio average days to maturity

An external audit listing all securities marked to market will be provided to the Treasurer and all participants annually.



Crowe Horwath LLP
Member Horwath International

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*

Honorable William G. Holland
Auditor General
State of Illinois

As Special Assistant Auditors for the Auditor General, we have audited The Illinois Funds of the State of Illinois, Office of the Treasurer as of and for the year ended June 30, 2008, and have issued our report thereon dated December 12, 2008. 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 the State of Illinois, Office of the Treasurer's internal control over financial reporting of The Illinois Funds 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 State of Illinois, Office of the Treasurer's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the State of Illinois, Office of the Treasurer's internal control over financial reporting.

A control deficiency 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 misstatements on a timely basis. A significant deficiency is a control deficiency, or combination of control deficiencies, that adversely affects the entity's ability to initiate, authorize, record, process, or report financial data reliably in accordance with generally accepted accounting principles such that there is more than a remote likelihood that a misstatement of the entity's financial statements that is more than inconsequential will not be prevented or detected by the entity's internal control.

A material weakness is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the financial statements will not be prevented or detected by the entity's internal control.

Our consideration of internal control over financial reporting was for the limited purpose described in the first paragraph of this section and would not necessarily identify all deficiencies in internal control that might be 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 State of Illinois, Office of the Treasurer'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 the Auditor General, the General Assembly, the Legislative Audit Commission, the Governor, the State of Illinois, Office of the Treasurer, The Illinois Funds' management and is not intended to be and should not be used by anyone other than these specified parties.


Crowe Horwath LLP

Springfield, Illinois
December 12, 2008