

**SHEET METAL WORKERS' NATIONAL PENSION FUND
AND ITS' SUBSIDIARIES**

**INDEX OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE FOUR MONTHS ENDED MAY 31, 2010 and 2011**

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**SHEET METAL WORKERS' NATIONAL PENSION FUND
AND ITS SUBSIDIARIES**
CONSOLIDATED STATEMENT OF NET ASSETS AVAILABLE FOR PENSION BENEFITS
For the Five Months Ending May 31, 2011

	Year to Date 2011	Year to Date 2010
ASSETS:		
Investments - at fair value		
Corporate stocks *	\$2,080,173,988	\$1,674,960,195
Corporate obligations *	304,021,952	279,704,349
United States Government and Government Agency Obligations *	202,989,343	216,854,675
Loans	2,645	3,198
Insurance company contracts *	20,130,001	24,121,116
Common collective trusts	40,551,218	34,381,046
Limited Partnerships *	244,852,414	221,962,719
Mutual funds	43,873,834	41,490,276
Real Estate *	41,946,248	42,106,452
REITS and REOCS *	82,393,431	62,196,855
Short-term investments	202,344,952	95,545,505
Foreign obligations *	531,155	5,519,594
Total Investments	3,263,811,180	2,698,845,981
Receivables		
Contributions *	39,877,890	40,096,780
Employer withdrawal liability - net	28,354,612	24,590,755
Accrued interest and dividends	10,112,704	10,160,553
Receivable for investment securities sold	46,373,707	56,061,686
Due from affiliated organizations	145,079	240,497
Real Estate A/R	521,256	488,248
Total Receivables	125,385,248	131,638,519
PREPAID EXPENSES, DEPOSITS AND OTHER ASSETS	4,930,721	5,102,290
CASH		
NBF Escrow Accounts	2,437,017	2,134,085
Real Estate Cash Account	4,017,549	1,748,175
Operating NPF Cash Accounts	52,913,943	82,048,806
Total cash	59,368,509	85,931,066
Total Assets	3,453,495,657	2,921,517,855
LIABILITIES AND NET ASSETS:		
Accounts Payable and Withholdings	941,086	871,915
Unprocessed/Undistributed Contributions	(656,850)	(2,094,810)
Settlement of Securities Purchased	151,945,854	108,584,556
Real Estate Liabilities & Notes Payable *	15,999,333	15,851,179
Total Liabilities	168,229,423	123,212,840
Net Assets Available for Pension Benefits	3,285,266,235	2,798,305,015

* See accompanying schedules.

Notes: Included within the reported assets are the following Securities on Loan:

Corporate Stocks \$321,442,560, Corporate Bonds \$23,127,911, and Government Bonds \$27,959,387.

These are Internal financial statements and therefore, are subject to change.

SHEET METAL WORKERS' NATIONAL PENSION FUND
AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PENSION BENEFITS

For the Five Months Ending May 31, 2011

	<i>Year to Date 2011</i>	<i>Year to Date 2010</i>
ADDITIONS		
Investment Income		
Net appreciation in fair value of investments	\$171,969,529	(\$16,780,038)
Interest and dividend income	29,220,133	26,863,432
Rental Income	964,069	1,054,460
	202,153,731	11,137,854
Less investment expense *	4,650,847	4,399,584
Total investment income (loss) -net	197,502,884	6,738,270
Contributions		
Employer contributions *	127,913,783	120,753,122
Liquidated damages	208,961	250,755
Withdrawal liability	5,959,947	4,216,107
Total Contributions	134,082,691	125,219,984
Other additions		
Settlement income	83,408	333,604
Other Income	1,500	
	84,908	333,604
Total Additions	331,670,483	132,291,858
DEDUCTIONS		
Benefits		
Pension Benefits	169,286,697	164,812,218
COLA Benefits	17,607	56,364
Death Benefits	64,389	150,604
Total Benefits	169,368,692	165,019,186
Administrative expenses - net *	4,601,202	4,662,521
Total Deductions	173,969,894	169,681,707
Net increase/decrease	157,700,589	(37,389,849)
Net assets available for pension benefits		
Beginning of year	3,127,565,646	2,835,694,864
End of period	3,285,266,235	2,798,305,015

* See accompanying schedules.

Note: These are unaudited internal financials and therefore subject to change.

Sheet Metal Workers' National Pension Fund
Schedule of Corporate Stocks at 5/31/11

	Start Date	Investment at Cost 5/31/2011	Investment at Market Value 5/31/2011	Allowance Chg in Mkt Value 5/31/2011	Allowance Chg in Mkt Value 4/30/2011	Unrealized Gain/Loss for Month Ended 5/31/2011
Bony Custodian Accounts						
Wells Capital Mid Cap	Jul-03	87,753,015	111,347,614	23,594,599	29,415,650	(5,821,051)
Cambiar	Feb-04	98,044,548	120,939,622	22,895,074	25,979,757	(3,084,683)
Cramer, Rosenthal, McGlynn	Oct-06	81,756,975	96,794,893	15,037,918	16,231,063	(1,193,144)
Vanguard Emerging Markets	Sep-09	25,271,750	36,267,735	10,995,985	12,096,350	(1,100,365)
Janus Large Cap	May-07	67,533,995	84,089,833	16,555,838	17,910,257	(1,354,419)
Philadelphia International	Jan-05	91,423,077	108,839,749	17,416,672	24,225,786	(6,809,114)
NFJ Large Cap	Mar-11	105,428,300	110,862,018	5,433,718	7,374,090	(1,940,372)
Delaware	Mar-05	44,813,188	59,044,594	14,231,405	16,308,992	(2,077,586)
Seix Investment Advisors	Apr-02	302,129	596,431	294,302	298,231	(3,929)
Wells Capital Large Cap	May-07	88,882,310	109,917,528	21,035,218	24,253,541	(3,218,323)
Westfield Large Cap Growth	Oct-06	124,648,892	150,237,276	25,588,384	31,108,126	(5,519,742)
Brandywine Asset Mgmt/Global Currents *	Apr-01	85,289,393	98,051,276	12,761,883	16,786,786	(4,024,903)
Thornburg	Sep-09	94,451,340	117,201,651	22,750,311	28,743,325	(5,993,014)
Blackrock	Feb-03	600,000	660,822	60,822	59,238	1,584
Penn Capital*	Jan-06	930,814	1,106,733	175,919	193,851	(17,932)
NFJ	Mar-03	49,473,562	68,016,169	18,542,606	20,065,294	(1,522,687)
Wall Street	Mar-03	51,740,983	69,438,102	17,697,118	20,204,459	(2,507,341)
Westfield Small Cap	Mar-03	63,590,468	79,729,245	16,138,778	18,782,762	(2,643,984)
S&P 500 Index	Mar-03	267,566,256	314,039,660	46,473,404	50,798,158	(4,324,754)
Mid Cap Index	Mar-03	110,361,439	139,098,258	28,736,819	31,441,708	(2,704,889)
Small Cap Index	Mar-03	91,163,252	107,489,003	16,325,751	17,987,611	(1,661,860)
HGK	Feb-08	82,631,397	91,820,880	9,189,483	10,792,008	(1,602,525)
PIMCO	Jul-08	1,443,707	2,488,600	1,044,893	1,039,097	5,796
General Fund Cash Account	Jan-94	0	49	49	51	(2)
Total of Bank of New York Accounts		1,715,100,791	2,078,077,741	362,976,950	422,096,190	(59,119,240)
Direct Investments						
Union Bank & Trust		296,775	873,349	576,574	571,114	5,461
Union Financial Corp.		446,797	1,222,897	776,100	667,297	108,803
Total for Direct Investments		743,572	2,096,247	1,352,675	1,238,411	114,264
Total Corporate Stocks at 5/31/11		1,715,844,363	2,080,173,988	364,329,625	423,334,601	(59,004,976)

* Includes Preferred Stock, permissible in the Advisors Investment Guidelines.

Sheet Metal Workers' National Pension Fund

Schedule of Corporate Bonds at 5/31/11

	Start Date	Investment at Cost 5/31/2011	Investment at Market Value 5/31/2011	Allowance Chg in Mkt Value 5/31/2011	Allowance Chg in Mkt Value 4/30/2011	Unrealized Gain/Loss for Month Ended 5/31/2011
Bony Custodian Accounts						
Seix Investment Advisors	Apr-02	66,416,943	72,446,473	6,029,529	6,431,596	(402,066)
Met West Core Fixed	Sep-09	52,132,005	56,334,192	4,202,187	3,862,036	340,151
Blackrock	Feb-08	55,775,307	55,698,531	(76,776)	(241,147)	164,371
Penn Capital	Jan-06	48,982,165	54,748,952	5,766,787	6,169,541	(402,753)
PIMCO	Jul-08	57,614,645	64,793,804	7,179,159	6,946,221	232,938
Total Corporate Obligations at 5/31/11		280,921,066	304,021,952	23,100,886	23,168,246	(67,360)

Sheet Metal Workers' National Pension Fund
 Schedule of U.S. Government and Foreign Government Obligations at 5/31/11

	Start Date	Investment at Cost 5/31/2011	Investment at Market Value 5/31/2011	Allowance Chg in Mkt Value 5/31/2011	Allowance Chg in Mkt Value 4/30/2011	Unrealized Gain/Loss for Month Ended 5/31/2011
Bony Custodian Accounts						
Met West Core Fixed	Sep-09	57,711,452	59,621,016	1,909,564	1,710,578	198,986
Blackrock	Feb-03	53,927,529	54,339,435	411,906	425,247	(13,341)
PIMCO	Jul-08	87,550,558	89,028,892	1,478,334	950,693	527,641
Total Government Bonds at 5/31/11		199,189,539	202,989,343	3,799,804	3,086,518	713,286

Bony Custodian Accounts						
Blackrock	Feb-03	438,321	531,155	92,834	80,651	12,183
Total Foreign Government Notes at 5/31/11		438,321	531,155	92,834	80,651	12,183

Sheet Metal Workers' National Pension Fund
 Schedule of Insurance Company Contracts at 5/31/2011

	John Hancock GAC 1022 (IPG)	John Hancock Separate Account 14	AETNA GAC 1433	AETNA GAC 1523	ULLICO 204	Total @ 5/31/11
Balance at 12/31/10	9,591,588	11,403,372	267,009	234,789	556,651	22,053,409
Investment Income	255,979				7,992	263,971
Void Issues						-
Pension Benefits Paid	(1,866,990)		(20,963)	(15,058)	(7,830)	(1,910,841)
Death Benefits Paid	(56,415)					(56,415)
Transfer to/from Separate Acct	756,202					756,202
Transfer to/from General Acct		(756,202)				(756,202)
Realized Gain/Loss						-
Unrealized Gain/Loss		383,537				383,537
Investment Mgt Fee		(45,943)				(45,943)
Transfer from Wachovia Acct #2079900104077						-
Transfer to Wachovia Acct #2000013840006		(491,525)				(491,525)
Transfer from Wachovia Acct #5025494185						-
Transfer to BONY STIF Account						-
Administrative Charge	(66,192)					(66,192)
Total Insurance Company Contracts at 5/31/11	8,614,172	10,493,239	246,046	219,732	556,813	20,130,001

National Pension Fund
NPF Limited Partnerships
For the Five Months Ending May 31, 2011

	Beginning Cost Balance 12/31/10	Total 2011 Additions/ Disbursements	Investment Cost Balance 05/31/11	Unrealized Gain/(Loss)	2011 Realized Gain/(Loss)	Ending Market Balance 5/2011
Hedge Funds						
Austin Capital All Seasons Offshore Fund Ltd	\$9,487,255	(\$698,556)	\$8,788,699	(\$2,652,024)		\$6,136,675
Mesirow Institutional Multi LTD	65,000,000		65,000,000	26,571,748		91,571,748
Berens Capital Fund	33,000,000		33,000,000	5,916,723		38,916,723
Private Advisors Hedged Equity Fund	67,750,000		67,750,000	10,534,589		78,284,589
Subtotal for Hedge Funds	175,237,255	(698,556)	174,538,699	40,371,036		214,909,735
Invesco US Buy Out	30		30	1,935,207		1,935,237
Invesco Non US				638,499		638,499
Invesco Venture	3,038,293		3,038,293	(212,275)		2,826,018
Subtotal for Invesco	3,038,323		3,038,323	2,361,431		5,399,754
Cramer, Rosenthal & McGlynn						
Cerberus Institutional Partners				333,923		333,923
DCM III, LP	659,039		659,039	(210,034)		449,005
Freemont Partners III, L.P.	950,270	11,336	961,606	(69,059)		892,547
Prism Venture Partners IV LP	1,082,999	27,316	1,110,315	(367,269)		743,046
Quadrangle (Access) Capital Partners	66,835		66,835	4,748		71,583
Quadrangle (Offshore) Capital Partners	78,736		78,736	(29,960)		48,776
Quadrangle Capital Partners				171,860		171,860
TCW/Crescent Mezzanine Partners				323,480		323,480
TL Ventures V. LP	563,140	(20,827)	542,313	(373,400)		168,913
Willis Stein & Partners III, LP	751,971		751,971	290,614		1,042,585
Ripplewood Partners II, LP	462,593	43,938	506,531	172,635		679,166
MHR Institutional Advisors II	484,018		484,018	890,870		1,374,888
Subtotal for Cramer	5,099,601	61,763	5,161,364	1,138,407		6,299,771
Other Limited Partnerships						
WPGVA Venture-Limited Partnership	2,567,572		2,567,572	506,174		3,073,746
Goldman Sachs Private Equity Partners X Off	7,598,935		7,598,935	(398,097)		7,200,838
AEW Partnership	7,985,857	589,623	8,575,480	(606,910)		7,968,570
Subtotal for Other Limited Partner	18,152,364	589,623	18,741,987	(498,833)		18,243,154
Total Limited Partnerships	201,527,543	(47,170)	201,480,373	43,372,041		244,852,414

National Pension Fund
Schedule of Real Estate Investments
For the Five Months Ending May 31, 2011

Name and Location	Acquisition Date	Assets	Liabilities	Mortgage & Interest Payable	Liabilities & Mortgage Payable
*Headquarters Building SMWNPF Headquarters Bldg LLC Alexandria, VA	August-82	\$23,641,444	(\$455,740)	(\$7,463,702)	(\$7,919,442)
Grant Street (Formerly FHLB) Grant Street Office Corp Pittsburgh, PA	December-91	11,294,204	(97,033)	(7,844,099)	(7,941,132)
Mercy Medical LLC Mercy Medical Office LLC Coon Rapids, MN	April-93	7,010,600	(138,759)		(138,759)
Total		41,946,248	(691,532)	(15,307,801)	(15,999,333)

*Market value based on appraisal completed by Chaney and Associates 12/2010 - 1/2011.

Sheet Metal Workers' National Pension Fund

Schedule of REITS and REOCS at 5/31/11

	Investment at Cost 5/31/2011	Investment at Market Value 5/31/2011	Allowance Chg in Mkt Value 5/31/2011	Allowance Chg in Mkt Value 4/30/2011	Unrealized Gain/Loss for Month Ended 5/31/2011
Bony Accounts					
Clarion REIT	60,091,182	82,393,431	22,302,249	21,358,052	944,197
Total REITS at 5/31/2011	60,091,182	82,393,431	22,302,249	21,358,052	944,197

Sheet Metal Workers' National Pension Fund
Contribution Income
For Period Ended 5/31/11

Per Accounting Department Records

Total deposits per bank (Cash basis)	Regular Contributions Deposited	Adjustments for Legal & other Fees	401H Contributions
January	26,448,431	(50,684)	575,000
February	20,915,942	(30,526)	575,000
March	27,483,450	(67,021)	575,000
April	28,052,307	(47,029)	575,000
May	25,417,534	(58,054)	575,000
June			
July			
August			
September			
October			
November			
December			
Delinquent Contributions at 5/31/11	8,399,017		
Allowance for Delinquent Contributions at 5/31/11	(3,359,607)		
Interest Income Received with Contributions			
Contributions Receivable at 5/31/11	34,263,480		575,000
Prior Year Contributions Receivable	(35,040,560)		(575,000)
Prior Year Delinquent Contributions Receivable	(4,532,504)		
	128,047,489	(253,313)	2,875,000
Adjustments for Legal	(253,313)		
Adjustment for California Collection Fees	24,840		
	127,819,016		
Total Contributions Receivable at 5/31/11	39,877,890		
		Contributions (Excluding 401H)	127,819,016
		401(H) Contributions	2,875,000
			130,694,016
		Less: 401(H) Benefits	(2,780,233)
		Contributions per P&L	127,913,783

Sheet Metal Workers' National Pension Fund
Schedule of Investment Expenses at 5/31/2011

	Balance @ 4/30/2011	Expenses During May	Balance @ 5/31/2011
<i>Investment Manager Expenses *</i>	3,003,840	796,790	3,800,629
<i>Custodian Expenses *</i>	71,304	18,167	89,470
<i>Citigroup</i>	497,791	129,366	627,157
<i>Independent Fiduciary Services</i>	60,553	-	60,553
<i>Bank of New York Mellon</i>	16,667	4,167	20,833
<i>Abel/Noser Corp.</i>	2,500	-	2,500
<i>Commissions and Foreign Expense Fees</i>	19,677	30,027	49,704
Total Investment Expenses at 5/31/2011	3,672,331	181,726	4,650,847

* See accompanying Schedule detailing Manager Fees by investment and Custodian Fees

National Pension Fund
SCHEDULE OF ADMINISTRATIVE EXPENSES
For the Five Months Ending May 31, 2011

	<u>NPF Budget</u> <u>YTD</u>	<u>May</u> <u>2011</u>	<u>May</u> <u>2010</u>	<u>Year to Date</u> <u>Curr Year</u>	<u>Year to Date</u> <u>Last Year</u>	<u>Year to Date</u> <u>Variance</u>
Actuarial	103,646	20,833	40,000	143,917	121,848	(22,068)
Admin Services - Hancock/Ullico	73,615	13,589	13,674	66,192	66,606	414
Admin Services - Other				9,750	7,459	(2,291)
Audit/Accounting Fees	35,000					
Bank Charges	34,402	6,678	6,627	34,703	33,970	(733)
Business/Travel	20,643	1,756	1,554	14,456	10,109	(4,347)
Computer Processing	337,750	45,365	61,375	278,794	385,076	106,282
Computer Software/Hardware/Supp	4,750	533	2,686	3,018	6,940	3,922
Consultant Fees	174,968	17,340	44,851	156,072	143,809	(12,263)
Dues		1,152		2,416	296	(2,120)
Employee Benefits	744,829	153,861	158,668	745,494	730,811	(14,682)
Equipment/Equip Maint	25,971	995	5,852	9,625	23,083	13,457
Fiduciary Insurance	231,029	46,206	52,544	231,029	262,718	31,689
Insurance	11,385	3,499	1,714	10,766	11,104	338
Legal - Outside Delinq Counsel	323,475	72,962	59,578	325,551	303,291	(22,260)
Legal Fees	158,500	16,728	33,665	133,681	206,328	72,647
Legal Fees reimbursed	(84,256)	(8,264)	(4,630)	(31,584)	(126,196)	(94,612)
Local Union collection services *	86,250	5,072	10,452	55,560	45,189	(10,371)
Miscellaneous		(38)	42	6,325	7,569	1,244
Office Supplies	32,268	5,644	3,450	14,975	18,131	3,156
Payroll Audits	293,921	51,209	94,693	148,624	311,491	162,867
PBGC	496,500	102,074	104,317	510,368	521,584	11,216
Postage/Delivery/Shipping	210,833	17,138	15,374	250,956	93,291	(157,665)
Printing	85,036	14,172	20,291	88,395	91,036	2,641
Records Retention	31,018	5,036	6,226	7,670	39,550	31,880
Seminars/Training	15,833	710	490	6,704	2,074	(4,631)
Soc Sec employment verification	6,883	1,550	2,265	7,748	11,325	3,577
Subscriptions/Publications	11,192	3,684	4,910	5,114	7,402	2,288
Taxes	153,471	5,621	22,475	125,401	144,334	18,933
Trustee Expense	37,500		(1,329)	15,359	10,422	(4,937)
Voice and Data Lines	59,687	11,787	6,938	60,364	35,309	(25,055)
Wages	1,542,500	297,521	288,376	1,461,628	1,426,542	(35,085)
Sub - Total	<u>5,258,598</u>	<u>914,411</u>	<u>1,057,130</u>	<u>4,899,069</u>	<u>4,952,499</u>	<u>53,430</u>
from other SMW Organizations	<u>(180,414)</u>	<u>(59,573)</u>	<u>(58,737)</u>	<u>(297,867)</u>	<u>(289,978)</u>	<u>7,889</u>
TOTAL	<u>5,078,184</u>	<u>854,838</u>	<u>998,393</u>	<u>4,601,202</u>	<u>4,662,521</u>	<u>61,319</u>

SHEET METAL WORKERS NATIONAL PENSION FUND
ADMINISTRATIVE EXPENSE VARIANCE REPORT
May 2011

Actuarial – Increase due to rehab plan projections.

Computer Processing – Decrease due to licensing expense of new document management software in March 2010.

Equipment/Equip Maint – Decrease due to the replacement of the telephone room air conditioning system in April 2010.

Fiduciary Insurance – Decrease due to a price reduction of the excess policy.

Legal Fees – Decrease due to a reduction in withdrawal liability through May this year versus May 2010.

Payroll Audits – Decrease due to a lower number of audits completed through May this year versus May 2010.

Postage/Delivery/Shipping – Increase due to notice of change of amortization period.

Records Retention – Decrease due to the completion of fiche conversion project in May 2010.

Social Security Verification – Decrease due to changes in fund protocol on when to request historical employment records, resulting in fewer search requests.

Voice and Data Lines – Increase due to deposit on VOIP phone system.