

Financial Statements
and Independent Auditors' Report
The University of Texas System
Long Term Fund
Years Ended August 31, 2007 and 2006

The University of Texas System Long Term Fund

Financial Statements

Years Ended August 31, 2007 and 2006

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Independent Auditors' Report

The Board of Regents of The University of Texas System
The Board of Directors of The University of Texas Investment Management Company

We have audited the accompanying Statement of Fiduciary Net Assets of The University of Texas System Long Term Fund (the "Fund"), as of August 31, 2007, and the related Statement of Changes in Fiduciary Net Assets for the year then ended. These financial statements are the responsibility of The University of Texas Investment Management Company ("UTIMCO" or "management"). Our responsibility is to express an opinion on these financial statements based on our audit. The financial statements of the Fund as of and for the year ended August 31, 2006, were audited by other auditors whose report, dated October 27, 2006, expressed an unqualified opinion on those statements and included an explanatory paragraph noting that the financial statements of the Fund were not intended to present the financial positions of UTIMCO or The University of Texas System.

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

As discussed in Note 1, the financial statements of the Fund are intended only to present the financial position of the Fund and do not purport to, and do not, present the financial positions of UTIMCO or The University of Texas System as of August 31, 2007, and the changes in their financial positions for the year then ended in conformity with accounting principles generally accepted in the United States.

As discussed in Note 3, the financial statements include an investment in The University of Texas System General Endowment Fund (the "GEF"), valued at \$5,333,311,084. The GEF has 40.8% of its net assets invested in assets whose fair value has been estimated by management in the absence of readily determinable fair values. Management's estimate of the value of the Fund is based upon the net asset value per unit of GEF, which is also calculated by UTIMCO.

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Fund as of August 31, 2007, and the changes in its financial position for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Management's discussion and analysis on pages 3 through 6 is not a required part of the basic financial statements, but is supplementary information required by the Governmental Accounting Standards Board. This supplementary information is the responsibility of management. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the supplementary information. However, we did not audit the information and express no opinion on it.

Our audit was conducted for the purpose of forming an opinion on the financial statements of the Fund. The supplemental schedules are presented for purposes of additional analysis and are not a required part of the basic financial statements. This supplementary information is the responsibility of management. The supplemental schedules as of and for the years ended August 31, 2007, have been subjected to the audit procedures applied by us (with 2006, 2005, 2004 and 2003 being subject to audit procedures by other auditors) in the audit of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Deloitte & Touche LLP

October 29, 2007

MANAGEMENT'S DISCUSSION AND ANALYSIS (MD&A)

Our discussion and analysis of The University of Texas System Long Term Fund's (Fund) financial performance provides an overview of its activities for the fiscal year ended August 31, 2007. This discussion was prepared by The University of Texas Investment Management Company (UTIMCO) and should be read in conjunction with the Fund's financial statements and notes. The Fund was established February 9, 1995, by The University of Texas System Board of Regents (UT Board) to succeed the Common Trust Fund pooled investment fund. The Fund is a pooled investment fund established for the collective investment of approximately 8,000 privately raised endowments and other long-term funds established to benefit the 15 institutions of the UT System. The Texas Constitution and various state statutes designate the UT Board as the fiduciary for the management of certain public endowment and operating funds. The UT Board has entered into an Investment Management Services Agreement delegating investment management responsibility for all investments to UTIMCO.

On March 1, 2001, the Fund purchased units in the General Endowment Fund (GEF) in exchange for the contribution of its investment assets. The GEF, established by the UT Board effective March 1, 2001, is a pooled fund for the collective investment of long-term funds under the control and management of the UT Board. The GEF has only two participants: the Fund and the Permanent Health Fund (PHF), which was also established by the UT Board. The GEF is organized as a pooled investment fund in which the Fund and the PHF purchase and redeem units quarterly. The GEF is under the fiduciary responsibility of the UT Board and is provided day-to-day operations by UTIMCO.

The purpose of the MD&A is to provide an objective and easily readable analysis of the Fund's financial statements based upon currently known facts, decisions or conditions.

Financial Highlights

- The Fund's net fiduciary assets, after contributions, withdrawals and distributions, increased by \$892.2 million from \$4,440.8 million to \$5,333.0 million or approximately 20.1% for the year ended August 31, 2007, compared to an increase of \$439.9 million or approximately 11.0% for the ended August 31, 2006. The change in net fiduciary assets from year to year is mainly attributable to the following:
 1. Participant contributions to the Fund increased by 31.3% from fiscal year 2006 to 2007. Fiscal year contributions of \$369.1 million represented 7.4% of the average value of the Fund assets during the year. From fiscal year 2005 to 2006, participant contributions to the Fund increased by 92.2%. Contributions for this period totaled \$281.2 million and represented 6.7% of the average value of the Fund assets during the year. Participant contributions consist of endowment and other long-term funds that have been forwarded to the Fund for management by UTIMCO.

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2. The Fund posted a net investment return of 15.76% for the fiscal year ended August 31, 2007, calculated using the Modified Dietz Method as described by the CFA Institute, compared to a net investment return of 11.06% for the prior fiscal year. The net investment return of the Fund is dependent on the results of the investments held in the GEF. The GEF's investments in private market investments, emerging markets equities and directional hedge funds were the leading contributors to the 2007 return. For the fiscal year ended August 31, 2006, the real estate investment trusts, private market investments and global equities asset classes were the leading performers.
3. The Fund's distribution rate per unit was increased by 2.9%, approximately the average rate of inflation, for the year ended August 31, 2007. This equated to an increase in the 2007 rate to \$0.2844 per unit from the 2006 rate of \$0.2764 per unit. The 2006 rate represented an increase of 2.5% over the fiscal year 2005 rate of \$0.2697 per unit. Fiscal year 2007 distributions represented 4.00% of the Fund's average net asset value during the year, compared to the fiscal year 2006 distributions which represented 4.27% of the Fund's average net asset value for the year.

Use of Financial Statements and Notes

The Fund's financial statements were prepared in accordance with standards issued by the Governmental Accounting Standards Board (GASB). Two financial statements are required under GASB: the Statement of Fiduciary Net Assets and the Statement of Changes in Fiduciary Net Assets.

The notes to the financial statements contain supplemental information that is essential for the fair presentation of the financial statements.

Statements of Fiduciary Net Assets

The Statements of Fiduciary Net Assets present assets, liabilities, and net assets of the Fund as of the end of the fiscal year. These statements, along with all of the Fund's financial statements, are prepared using the accrual basis of accounting, whereby Fund investment income is recognized when earned and Fund expenses are recognized when incurred.

Since the Fund no longer invests in individual securities except for GEF units and a negligible amount of cash, the majority of the Fund's Statements of Fiduciary Net Assets are reflected in its investment in GEF units.

As of August 31, 2007, the Fund owned 29,669,785 GEF units representing an ownership percentage of 82.90%, compared to 28,623,092 GEF units representing an ownership percentage of 81.82% as of August 31, 2006. As of August 31, 2007 and 2006, the fair value of the GEF units was \$5,333.3 million and \$4,441.0 million, respectively.

The GEF invests in a broad mix of investments and is actively managed to its benchmark, the Endowment Policy Portfolio. The Endowment Policy Portfolio is the index or benchmark for the endowment funds that UTIMCO manages. The return of the Endowment Policy Portfolio is the sum

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of the weighted benchmark returns for each asset class. UTIMCO allocates GEF's assets to internally and externally managed portfolios in accordance with approved asset allocation policies, and attempts to supplement the original endowment corpus by increasing purchasing power over time. In doing so, UTIMCO increases the endowment resources available to fund the teaching, research, and health care programs specified by the various donors.

The following table summarizes the Statements of Fiduciary Net Assets (in millions):

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Assets			
General Endowment Fund Units, at Fair Value	\$ 5,333.3	\$ 4,441.0	\$ 4,001.1
Cash and Cash Equivalents	-	-	-
Receivable for Investment Securities Sold	4.2	2.1	1.5
Total Assets	<u>5,337.5</u>	<u>4,443.1</u>	<u>4,002.6</u>
Liabilities			
Payable to Participants	4.2	2.1	1.5
Other Payables	0.3	0.2	0.2
Total Liabilities	<u>4.5</u>	<u>2.3</u>	<u>1.7</u>
Net Assets Held in Trust	<u>\$ 5,333.0</u>	<u>\$ 4,440.8</u>	<u>\$ 4,000.9</u>

Statement of Changes in Fiduciary Net Assets

Changes in fiduciary net assets as presented on the Statements of Changes in Fiduciary Net Assets are based on activity of the Fund. The purpose of these statements is to present additions to the Fund resulting from net investment income and participant contributions and to present deductions from the Fund resulting from administrative expenses and participant distributions.

The net increase in investments of the Fund was \$642.4 million during the year compared to \$371.3 million for the year ended August 31, 2006. Investment expenses totaled \$4.0 million, \$2.1 million and \$2.4 million, respectively for the years ended August 31, 2007, 2006 and 2005.

Distributions to participants totaled \$198.9 million, \$180.5 million and \$167.8 million, respectively, for the years ended August 31, 2007, 2006 and 2005. The increase in distributions is a result of the UT Board increasing the distribution rate from \$0.2764 per unit to \$0.2844 per unit for fiscal year 2007, and additional contributions into the Fund. The increase for fiscal year 2006, is a result of the UT Board's increase of the distribution rate from \$0.2697 per unit to \$0.2764 per unit, and additional contributions to the Fund. The Fund is structured as a pooled investment fund in which each endowment or account purchases units at the Fund's fair value or net asset value per unit. Cash distributions are paid quarterly, on a per unit basis, directly to the UT System institution of record.

The Fund's two primary investment objectives are:

- Provide for current beneficiaries by increasing the annual distribution rate at least equal to the rate of inflation so that real purchasing power is maintained, and

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- Provide for future beneficiaries by increasing the market value of endowment funds after the annual distribution at a rate at least equal to the rate of inflation so that future distributions maintain purchasing power as well.

Fund distributions are controlled by a spending policy approved by the UT Board. The key to preservation of endowment purchasing power over the long-term is control of spending through a target distribution rate. This target rate should not exceed the endowment's average annual investment return after fund expenses and inflation. The Fund distributions are increased annually at an average rate of inflation provided that the distribution rate remains within a range of 3.5% to 5.5% of the Fund's net asset value. As reported on the financial highlights statement in the supplemental schedules, the ratio of distributions to average net assets (12-quarter average) has remained between 3.5% to 5.5%.

The following table summarizes the Statements of Changes in Fiduciary Net Assets (in millions):

	2007	2006	2005
Investment Income	\$ 736.0	\$ 454.1	\$ 640.6
Less Investment Expenses	(4.0)	(2.1)	(2.4)
Net Investment Income	732.0	452.0	638.2
Participant Contributions	369.1	281.2	146.3
Total Additions	1,101.1	733.2	784.5
Administrative Expenses	4.4	3.7	3.4
Participant Withdrawals	5.6	109.1	5.7
Participant Distributions	198.9	180.5	167.8
Total Deductions	208.9	293.3	176.9
Change in Fiduciary Net Assets	892.2	439.9	607.6
Net Assets Held in Trust, Beginning of Year	4,440.8	4,000.9	3,393.3
Net Assets Held in Trust, End of Year	\$ 5,333.0	\$ 4,440.8	\$ 4,000.9

Contacting UTIMCO

The above financial highlights are designed to provide a general overview of the Fund's investment results and insight into the following financial statements. Additional information may be found on our website and inquiries may be directed to UTIMCO via www.utimco.org.

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Statements of Fiduciary Net Assets

August 31, 2007 and 2006

(Dollars in thousands, except per unit amounts)

	<u>2007</u>	<u>2006</u>
Assets		
General Endowment Fund Units, at Fair Value	\$ 5,333,311	\$ 4,441,001
Cash and Cash Equivalents	1	1
Receivable for Investment Securities Sold	4,155	2,092
Total Assets	<u>5,337,467</u>	<u>4,443,094</u>
Liabilities		
Payable to Participants	4,155	2,092
Other Payables	266	222
Total Liabilities	<u>4,421</u>	<u>2,314</u>
Net Assets Held in Trust (710,779,959 Units and 658,470,815 Units, respectively)	<u>\$ 5,333,046</u>	<u>\$ 4,440,780</u>
Net Asset Value Held in Trust Per Unit	<u>\$7.503</u>	<u>\$6.744</u>

*The accompanying notes are an integral
part of these financial statements.*

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Statements of Changes in Fiduciary Net Assets

Years Ended August 31, 2007 and 2006

(in thousands)

	<u>2007</u>	<u>2006</u>
Additions		
Investment Income:		
Net Increase in Investments	\$ 642,427	\$ 371,346
Allocation of General Endowment Fund Net Investment Income	93,629	82,750
Other	11	5
Total Investment Income	<u>736,067</u>	<u>454,101</u>
Less Investment Expenses:		
UTIMCO Management Fee	3,861	1,965
Other Expenses	162	138
Total Investment Expenses	<u>4,023</u>	<u>2,103</u>
Net Investment Income	732,044	451,998
Participant Contributions	<u>369,087</u>	<u>281,191</u>
Total Additions	1,101,131	733,189
Deductions		
Administrative Expenses:		
Fee for Endowment Compliance	3,143	2,720
Fee for UT System Oversight	190	200
Internal Fee for Educational Purposes	1,021	856
Total Administrative Expenses	<u>4,354</u>	<u>3,776</u>
Participant Withdrawals	5,630	109,104
Participant Distributions	<u>198,881</u>	<u>180,467</u>
Total Deductions	<u>208,865</u>	<u>293,347</u>
Change in Fiduciary Net Assets	892,266	439,842
Net Assets Held in Trust, Beginning of Year	<u>4,440,780</u>	<u>4,000,938</u>
Net Assets Held in Trust, End of Year	<u>\$ 5,333,046</u>	<u>\$ 4,440,780</u>

*The accompanying notes are an integral
part of these financial statements.*

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Notes to Financial Statements

Note 1 – Organization and Basis of Presentation

The University of Texas System Long Term Fund (Fund) is a pooled fund established for the collective investment of private endowments and other long-term funds supporting various programs and purposes of the 15 institutions comprising The University of Texas System (UT System). The Fund was formerly known as the Common Trust Fund. The Long Term Fund was established February 9, 1995, by the Board of Regents of The University of Texas System (Board of Regents) to succeed the Common Trust Fund pooled investment fund. Fiduciary responsibility for the Fund rests with the Board of Regents. The day-to-day operational responsibilities of the Fund are delegated to The University of Texas Investment Management Company (UTIMCO), pursuant to an Investment Management Services Agreement with the Board of Regents.

On March 1, 2001, the Fund purchased units in the General Endowment Fund (GEF) in exchange for the contribution of its investment assets. The GEF, established by the Board of Regents effective March 1, 2001, is a pooled fund for the collective investment of long-term funds under the control and management of the Board of Regents. The performance of the Fund is significantly impacted by the performance of the GEF. The GEF has only two participants: the Fund and the Permanent Health Fund (PHF) which was also established by the Board of Regents. The GEF is organized as a pooled investment fund in which the Fund and the PHF purchase and redeem units quarterly. The GEF is under the fiduciary responsibility of the Board of Regents and is provided day-to-day operations by UTIMCO.

The activities of the Fund are accounted for as a fiduciary fund. The financial statements of the Fund use an economic resources measurement focus and the accrual basis of accounting, whereby revenues are recorded when earned and expenses are recorded when a liability is incurred regardless of the timing of cash flows. The financial statements of the Fund are prepared in accordance with the requirements of the Governmental Accounting Standards Board (GASB).

The annual combined financial statements of UT System are prepared in accordance with the Texas Comptroller of Public Accounts' Annual Financial Reporting Requirements and include information related to the Fund. The accompanying financial statements may differ in presentation from the Texas Comptroller of Public Accounts' Annual Financial Reporting Requirements.

Note 2 – Investment in GEF

Beginning with the purchase of GEF units on March 1, 2001, the Fund no longer invests in individual securities except for GEF units and a negligible amount of cash. The Fund also continues to receive securities as proceeds in class action suits from the securities the Fund previously owned. These securities are normally sold when received, but from time to time will be reflected as a Fund investment. Subsequent participant contributions received by the Fund are also used to purchase GEF units. At August 31, 2007, the Fund is the majority participant in the GEF, with ownership of 29,669,785 units, which represents 82.90% of the GEF. At August 31, 2006, the Fund held 28,623,092 units, which represented 81.82% of the GEF.

The GEF and the Fund have identical investment objectives. Additionally, the GEF's accounting policies follow the Fund's, as described in Note 3, except for the distributions to participants. On a

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Notes to Financial Statements (cont.)

monthly basis for accounting purposes, the GEF allocates its net investment income and realized gain or loss to the Fund based on its ownership of GEF units at month end. The allocated investment income and realized gain amounts increase the cost basis of the units in the GEF, and any allocated realized losses reduce the cost basis of the units in the GEF. Since the allocation is proportional to the percentage of ownership by the unitholders, no additional units are purchased. The Fund redeems GEF units quarterly to meet its distribution requirements to its unitholders.

Note 3 – Significant Accounting Policies

(A) **Security Valuation** -- The Fund's investment in GEF units is valued at the net asset value per unit reported by the GEF. Investment assets which are held in the GEF that have readily determinable fair values are primarily valued on the basis of market valuations provided by independent pricing services. The GEF's investments in private market, marketable alternative, U.S. equity, non-U.S. equity, emerging market and fixed income investment funds and certain other equity securities are fair valued by management using partnership capital balances and net asset value information provided by the investment fund or company.

(B) **Investment Income** -- Interest income is accrued as earned.

(C) **Security Transactions** -- A gain or loss is recognized on GEF unit sales on the basis of average cost.

(D) **Distributions to Participants** -- Cash distributions to participants are paid quarterly based on a per unit payout established by the Board of Regents. For the fiscal year ended August 31, 2007, the quarterly rate was \$.0711 which equates to an annual rate of \$.2844 per unit. For the fiscal year ended August 31, 2006, the quarterly distribution rate was \$.0691 which equated to an annual rate of \$.2764 per unit. The ratio of distributions to average net assets (12-quarter average) was 4.15% as of August 31, 2007. The investment policy provides that the annual payout will be adjusted by the average consumer price index of the prior 36 months subject to a maximum distribution of 5.5% of the Fund's average market value and a minimum distribution of 3.5% of the Fund's average market value.

(E) **Fund Valuation** -- Valuation of the Fund's units occurs on a quarterly basis. Unit values are determined by dividing the value of the Fund's net assets by the number of units outstanding on the valuation date.

(F) **Purchases and Redemption of Units** -- Unit purchases occur on the first business day of each fiscal quarter. Unit redemptions occur on the last business day of each fiscal quarter. The value of participating units, upon admission to the Fund, is based upon the market value of net assets held as of the quarterly valuation date. Redemptions from the Fund will also be made at the market value price per unit at the quarterly valuation date at the time of the withdrawal. There are no transaction costs incurred by participants for the purchase or redemption of units.

(G) **Participants' Net Assets** -- All participants in the Fund have a proportionate undivided interest in the Fund's net assets.

(H) **Use of Estimates** -- The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make

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Notes to Financial Statements (cont.)

estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

(I) **Cash and Cash Equivalents** -- Cash and Cash Equivalents consist of money market investments and other overnight funds.

Note 4 – Investment Risk

The investment risk disclosure that follows relates to the GEF's investments before securities lending transactions and the investment of cash collateral. Disclosures relating to the GEF's securities lending are provided in Note 5. Values presented are the Fund's pro-rata share of GEF investments based on its unit ownership in the GEF. As of August 31, 2007 and 2006, the Fund's unit ownership in the GEF was 82.90% and 81.82%, respectively, of the total.

(A) **Credit Risk**

Article VII, Section 11b of the Texas Constitution authorizes the Board of Regents, subject to procedures and restrictions it establishes, to invest the Permanent University Fund (the "PUF") in any kind of investment and in amounts it considers appropriate, provided that it adheres to the prudent investor standard. This standard provides that the Board of Regents, in making investments, may acquire, exchange, sell, supervise, manage, or retain, through procedures and subject to restrictions it establishes and in amounts it considers appropriate, any kind of investment that prudent investors, exercising reasonable care, skill and caution, would acquire or retain in light of the purposes, terms, distribution requirements, and other circumstances of the fund then prevailing, taking into consideration the investment of all of the assets of the fund rather than a single investment. Pursuant to Section 51.0031(c) of the Texas Education Code, the Board of Regents has elected the PUF prudent investor standard to govern its management of the GEF.

Credit risk is the risk that an issuer of an investment will not fulfill its obligation to the holder of the investment. This is measured by the assignment of a rating by a nationally recognized statistical rating organization (NRSRO). The Fund's investment policy limits investments in U.S. Domestic bonds and non-dollar denominated bond investments to those that are rated investment grade, Baa3 or better by Moody's Investor Services, BBB- or better, by Standard & Poor's Corporation, or BBB- or better by Fitch Investors Service at the time of acquisition. This requirement does not apply to investment managers that are authorized by the terms of an investment advisory agreement to invest in below investment grade bonds. Per GASB Statement No. 40 (GASB 40), *Deposit and Investment Risk Disclosures, an amendment to GASB Statement No. 3*, unless there is information to the contrary, obligations of the U.S. government or obligations explicitly guaranteed by the U.S. government are not considered to have credit risk and do not require disclosure of credit quality. GASB 40 also provides that securities with split ratings, or a different rating assignment between NRSROs, are disclosed using the rating indicative of the greatest degree of risk. The following table presents the Fund's pro-rata share of each applicable GEF investment type grouped by rating as of August 31, 2007 and 2006:

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Notes to Financial Statements (cont.)

GEF Investment Type	Fund's Pro-Rata Share August 31,		Rating
	2007	2006	
Investments:			
U.S. Government Guaranteed	\$ 243,469,127	\$ 399,789,769	Exempt from Disclosure
U.S. Government Non-Guaranteed:			
U.S. Agency	11,408,305	12,071,315	AAA
U.S. Agency Asset Backed	256,069,432	135,277,523	AAA
Total U.S. Government Non-Guaranteed	267,477,737	147,348,838	
Total U.S. Government	510,946,864	547,138,607	
Corporate Obligations:			
Domestic	37,676,647	26,631,800	AAA
Domestic	13,086,110	4,303,334	AA
Domestic	17,104,824	14,134,024	A
Domestic	14,593,796	18,265,985	BAA/BBB
Domestic	3,961,822	3,690,755	BA/BB
Domestic	1,943,181	4,757,876	B
Domestic	471,535	140,475	CAA
Domestic	249,424	96,211	CCC
Domestic	121,854	-	P
Domestic	-	8,606	Rating Withdrawn
Commercial Paper	27,025,224	83,448,752	P
Commercial Paper	1,573,464	102,794,805	A
Certificates of Deposit	5,472,208	-	AA
Foreign	6,515,179	4,223,984	AAA
Foreign	5,031,348	2,750,112	AA
Foreign	6,967,844	6,805,731	A
Foreign	6,542,673	5,783,343	BAA/BBB
Total Corporate Obligations	148,337,133	277,835,793	
Foreign Government and Provincial Obligations	32,048,461	30,360,916	AAA
Foreign Government and Provincial Obligations	1,476,768	9,677,440	AA
Foreign Government and Provincial Obligations	11,524,077	2,978,652	A
Foreign Government and Provincial Obligations	1,482,457	1,569,377	BAA/BBB
Foreign Government and Provincial Obligations	1,208,578	1,201,527	BA/BB
Total Foreign Government and Provincial Obligations	47,740,341	45,787,912	
Other Debt Securities	1,083,576	1,308,101	AAA
Other Debt Securities	803,924	479,921	AA
Other Debt Securities	442,017	3,058,109	BAA/BBB
Total Other Debt Securities	2,329,517	4,846,131	
Total Debt Securities	\$ 709,353,855	\$ 875,608,443	
Other Investment Funds - Debt	\$ 13,800,622	\$ 29,230,742	AAA
Other Investment Funds - Debt	17,806,267	42,320,841	AA
Other Investment Funds - Debt	44,440,836	-	A
Other Investment Funds - Debt	3,979,032	3,590,910	BA/BB
Other Investment Funds - Debt	2,580,419	-	B
Total Other Investment Funds - Debt	\$ 82,607,176	\$ 75,142,493	
Cash and Cash Equivalents - Money Market Funds	\$ 731,761,507	\$ 426,985,905	AAA
Cash and Cash Equivalents - Other	6,639,059	5,323,908	Exempt from Disclosure
Total Cash and Cash Equivalents	\$ 738,400,566	\$ 432,309,813	
Deposit with Brokers for Derivative Contracts:			
U.S. Government Guaranteed	\$ 35,105,944	\$ 36,043,506	Exempt from Disclosure
Cash	1,161,418	10,542,247	Exempt from Disclosure
	\$ 36,267,362	\$ 46,585,753	
Deposit with Broker for Securities Sold Short:			
Cash	\$ -	\$ 3,297,537	Exempt from Disclosure
	\$ -	\$ 3,297,537	

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Notes to Financial Statements (cont.)

(B) Concentrations of Credit Risk

The GEF's investment policy statement contains the limitation that no more than 5% of the market value of domestic fixed income securities may be invested in corporate or municipal bonds of a single issuer. The GEF does not hold any direct investments in any one issuer of corporate or municipal bonds that is 5% or more of the market value of the GEF's domestic fixed income investments.

(C) Custodial Credit Risk

Custodial credit risk for deposits is the risk that, in the event of the failure of a depository financial institution, the GEF will not be able to recover its deposits or will not be able to recover collateral securities that are in the possession of an outside party. The custodial credit risk for investments is the risk that, in the event of the failure of the counterparty to a transaction, the GEF will not be able to recover the value of its investment or collateral securities that are in the possession of another party. Texas State Statutes and the GEF's investment policy statements do not contain legal or policy requirements that would limit the exposure to custodial credit risk for deposits or investments. As of August 31, 2007 and 2006, the GEF does not have any deposits or investments that are exposed to custodial credit risk.

(D) Interest Rate Risk

Interest rate risk is the risk that changes in market interest rates will adversely affect the value of an investment. Generally, the longer the maturity of an investment, the greater the sensitivity of its value to changes in market interest rates. Interest rate risk inherent in the GEF is measured by monitoring the modified duration of the overall investment portfolio. Modified duration estimates the sensitivity of the GEF's investments to changes in interest rates. The GEF has no specific policy statement limitations with respect to its overall modified duration. The following table summarizes the GEF's modified duration and the Fund's pro-rata share of the GEF investment value by investment type as of August 31, 2007 and 2006:

**THE UNIVERSITY OF TEXAS SYSTEM
LONG TERM FUND**

Notes to Financial Statements (cont.)

GEF Investment Type	Fund's Pro-Rata Share August 31,			
	2007		2006	
	Value	Modified Duration	Value	Modified Duration
Investments in Securities:				
U.S. Government Guaranteed:				
U.S. Treasury Bonds and Notes	\$ 56,556,606	7.34	\$ 100,961,118	7.28
U.S. Treasury Strips	2,336,515	3.98	2,392,508	5.00
U.S. Treasury Bills	4,935,977	0.06	4,072,706	0.04
U.S. Treasury Inflation Protected	178,115,996	8.63	290,490,657	7.91
U.S. Agency Asset Backed	1,524,033	5.56	1,872,781	5.88
Total U.S. Government Guaranteed	<u>243,469,127</u>	8.10	<u>399,789,770</u>	7.65
U.S. Government Non-Guaranteed:				
U.S. Agency	10,249,269	2.18	12,071,315	3.05
U.S. Agency Asset Backed	256,069,432	4.93	135,277,523	5.46
U.S. Agency Commercial Paper	1,159,036	0.02	-	-
Total U.S. Government Non-Guaranteed	<u>267,477,737</u>	4.80	<u>147,348,838</u>	5.26
Total U.S. Government	<u>510,946,864</u>	6.37	<u>547,138,608</u>	7.00
Corporate Obligations:				
Domestic	89,209,193	4.10	72,251,893	4.41
Commercial Paper	28,598,689	0.18	186,020,730	0.07
Certificates of Deposit	5,472,208	1.16	-	-
Foreign	25,057,043	5.87	19,563,169	11.18
Total Corporate Obligations	<u>148,337,133</u>	3.54	<u>277,835,792</u>	1.98
Foreign Government and Provincial Obligations	<u>47,740,341</u>	5.48	<u>45,787,912</u>	6.52
Other Debt Securities	<u>2,329,517</u>	11.67	<u>4,846,131</u>	12.30
Total Debt Securities	<u>709,353,855</u>	5.74	<u>875,608,443</u>	5.41
Other Investment Funds - Debt	<u>82,607,176</u>	3.58	<u>75,142,493</u>	3.77
Cash and Cash Equivalents:				
Money Market Funds	731,761,507	0.08	426,985,904	0.08
Other	6,639,059	-	5,323,908	-
Total Cash and Cash Equivalents	<u>738,400,566</u>	0.08	<u>432,309,812</u>	0.08
Total	<u>\$ 1,530,361,597</u>	2.89	<u>\$ 1,383,060,748</u>	3.66
Deposit with Brokers for Derivative Contracts:				
U.S. Government Guaranteed:				
U.S. Treasury Bills	\$ 35,105,944	0.15	\$ 35,100,926	0.15
U.S. Treasury Inflation Protected	-	-	942,580	0.36
Total U.S. Government Guaranteed	<u>35,105,944</u>	0.15	<u>36,043,506</u>	0.16
Cash	<u>1,161,418</u>	-	<u>10,542,248</u>	-
Total Deposit with Brokers for Derivative Contracts	<u>\$ 36,267,362</u>	0.15	<u>\$ 46,585,754</u>	0.11
Deposit with Broker for Securities Sold Short:				
Cash	<u>\$ -</u>	-	<u>\$ 3,297,537</u>	-

(E) Investments with Fair Values That Are Highly Sensitive to Interest Rate Changes

In accordance with the GEF's investment policy statement, the GEF may invest in various mortgage backed securities, such as collateralized mortgage backed obligations. The GEF also may invest in investments that have floating rates with periodic coupon changes in market rates, zero coupon bonds and stripped Treasury and Agency securities created from coupon securities. No percentage of holdings limitations are specified in the investment policy statements regarding these types of

THE UNIVERSITY OF TEXAS SYSTEM
LONG TERM FUND

Notes to Financial Statements (cont.)

securities. As of August 31, 2007 and 2006, the GEF's investments include the following investments that are highly sensitive to interest rate changes.

Collateralized mortgage obligations which are subject to early payment in a period of declining interest rates. The resultant reduction in expected total cash flows will affect the fair value of these securities. The Fund's pro-rata share of these securities amounted to \$64,252,884 and \$29,538,799 as of August 31, 2007 and 2006, respectively.

Mortgage backed securities which are subject to early payment in a period of declining interest rates. The resultant reduction in expected total cash flows will affect the fair value of these securities. The Fund's pro-rata share of these securities amounted to \$219,847,590 and \$124,633,768 as of August 31, 2007 and 2006, respectively.

Asset backed securities which are backed by home equity loans, auto loans, equipment loans and credit card receivables. Prepayments by the obligees of the underlying assets in periods of decreasing interest rates could reduce or eliminate the stream of income that would have been received. The Fund's pro-rata share of these securities amounted to \$11,071,794 and \$10,835,053 as of August 31, 2007 and 2006, respectively.

Step-up notes that grant the issuer the option to call the note on certain specified dates. At each call date, should the issuer not call the note, the coupon rate of the note increases (steps up) by an amount specified at the inception of the note. The call feature embedded within a step-up note causes the fair value of the instrument to be considered highly sensitive to interest rate changes. The Fund's pro-rata share of these securities amounted to \$2,041,699 and \$1,623,158 as of August 31, 2007 and 2006, respectively.

(F) Foreign Currency Risk

Foreign currency risk is the risk that changes in exchange rates will adversely affect the fair value of the GEF's non-U.S. dollar investments. The GEF's investment policy statement limits investments in non-U.S. denominated bonds to 50% of the GEF's total fixed income exposure. The following table summarizes the Fund's pro-rata exposure of the GEF's non-U.S. dollar investments at August 31, 2007 and 2006:

**THE UNIVERSITY OF TEXAS SYSTEM
LONG TERM FUND**

Notes to Financial Statements (cont.)

GEF Investment Type	Fund's Pro-Rata Share	
	August 31,	
	2007	2006
Foreign Common Stock:		
Australian Dollar	\$ 8,747,247	\$ 6,982,681
Canadian Dollar	29,172,465	30,820,782
Swiss Franc	4,703,611	4,168,337
Danish Krone	1,257,627	1,530,269
Euro	22,430,999	18,297,330
UK Pound	28,205,199	22,283,357
Hong Kong Dollar	8,455,777	9,221,064
Japanese Yen	90,886,506	100,410,888
South Korean Won	-	2,753,853
New Zealand Dollar	-	297,585
Norwegian Krone	5,638,028	2,388,818
Swedish Krona	4,272,273	2,906,049
Singapore Dollar	1,729,135	4,693,892
Total Foreign Common Stock	205,498,867	206,754,905
Other - Equity Securities		
Canadian Dollar	-	21
Foreign Government and Provincial Obligations:		
Canadian Dollar	100,230	103,964
Danish Krone	426,861	408,618
Euro	38,832,123	36,635,887
Japanese Yen	2,508,772	1,799,746
New Zealand Dollar	287,766	275,195
Polish Zloty	1,641,195	1,491,133
UK Pound	435,420	-
Total Foreign Government and Provincial Obligations	44,232,367	40,714,543
Corporate Obligations:		
Canadian Dollar	785,812	-
Danish Krone	1,146,459	-
Euro	10,046,021	8,966,724
UK Pound	995,799	627,242
Japanese Yen	2,936,740	1,404,031
Total Corporate Obligations	15,910,831	10,997,997
Purchased Options:		
Canadian Dollar	-	29,680
Euro	136,441	418,288
UK Pound	13,441	63,374
Japanese Yen	-	1,380,149
Total Purchased Options	149,882	1,891,491
Private Market Investment Funds:		
Euro	77,540,262	46,959,493
UK Pound	714,348	2,233,464
Total Private Market Investment Funds	78,254,610	49,192,957
Cash and Cash Equivalents:		
Australian Dollar	96,107	74,275
Canadian Dollar	873,119	563,786
Swiss Franc	187,528	39,910
Danish Krone	61,475	14,267
Euro	2,842,641	843,851
UK Pound	1,107,704	415,119
Hong Kong Dollar	8,644	97,792
Japanese Yen	3,289,333	4,288,565
Mexican Peso	6,031	-
Norwegian Kroner	143,756	33,128
New Zealand Dollar	61,063	229,253
Polish Zloty	82,064	166,031
Swedish Krona	78,521	110,861
Singapore Dollar	78,647	91,602
Taiwan Dollar	274	271
Total Cash and Cash Equivalents	8,916,907	6,968,711
Total	\$ 352,963,464	\$ 316,520,625

**THE UNIVERSITY OF TEXAS SYSTEM
LONG TERM FUND**

Notes to Financial Statements (cont.)

Note 5 – Securities Lending

In accordance with the prudent investor investment standards, the GEF loans securities to certain brokers who pay the GEF negotiated lenders' fees. These fees are included in the GEF investment income, and related expenses are included in investment expenses. The GEF receives qualified securities and/or cash as collateral against the loaned securities. The collateral, when received, will have a market value of 102% of loaned securities of U.S. issuers and a market value of 105% for loaned securities of non-U.S. issuers. If the market value of the collateral held in connection with loans of securities of U.S. issuers is less than 100% at the close of trading on any business day, the borrower is required to deliver additional collateral by the close of the next business day to equal 102% of the market value. For non-U.S. issuers, the collateral should remain at 105% of the market value of the loaned securities at the close of any business day. If it falls below 105%, the borrower must deliver additional collateral by the close of the following business day. The Fund's pro-rata share of the value of GEF securities loaned and the value of collateral held are as follows at August 31, 2007 and 2006:

GEF Securities on Loan	2007 Value	2006 Value	Type of Collateral	2007 Value of Collateral	2006 Value of Collateral
U.S. Government	\$ 169,684,861	\$ 275,944,327	Cash	\$ 171,520,776	\$ 280,758,788
Foreign					
Government	-	9,917,110	Cash	-	10,411,481
Corporate Bonds	5,115,658	3,909,828	Cash	5,260,129	4,007,846
Common Stock	139,385,804	86,827,685	Cash	145,146,539	90,506,589
Total	\$ 314,186,323	\$ 376,598,950	Total	\$ 321,927,444	\$ 385,684,704
U.S. Government	\$ 29,670,644	\$ 18,359,843	Non-Cash	\$ 30,179,027	\$ 18,756,205
Corporate Bonds	92,895	-	Non-Cash	94,379	-
Common Stock	9,782,113	619,407	Non-Cash	9,938,353	631,951
Total	\$ 39,545,652	\$ 18,979,250	Total	\$ 40,211,759	\$ 19,388,156

Cash received as collateral for securities lending activities is invested and reinvested in a commingled pool managed exclusively for the benefit of the GEF, the Permanent University Fund, the Intermediate Term Fund and other Board of Regent accounts that participate in securities lending activities. The pool is managed in accordance with investment guidelines established in the securities lending contract between the GEF and its securities lending agent. The maturities of the investments in the pool do not necessarily match the term of the loans, rather the pool is managed to maintain a maximum dollar weighted average maturity of 60 days and an overnight liquidity of 20%. Lending income is earned if the returns on those investments exceed the rebate paid to borrowers of the securities. The income remaining after the borrower rebates is then shared with the lending agent on a contractually negotiated split. If the investment of the cash collateral does not provide a return exceeding the rebate or if the investment incurs a loss of principal, the payment of the shortfall to the borrower would come from the Fund and the securities lending agent in the same proportion as the split of income.

The Fund's pro-rata share of the GEF's portion of the collateral pool investments, rating by NRSRO, and weighted average maturity as of August 31, 2007 and 2006 is shown in the following table:

**THE UNIVERSITY OF TEXAS SYSTEM
LONG TERM FUND**

Notes to Financial Statements (cont.)

Description	August 31,					
	2007			2006		
	Fund's Pro-Rata Share Fair Value	Rating	Weighted Average Maturity In Days	Fund's Pro-Rata Share Fair Value	Rating	Weighted Average Maturity In Days
Repurchase Agreements	\$ 104,706,812	No Rating Available	4	\$ 140,414,486	No Rating Available	14
Commercial Paper	88,285,523	P	38	167,724,957	P	26
Floating Rate Notes	23,183,817	AAA		22,012,133	AAA	
Floating Rate Notes	65,932,520	AA		15,810,248	AA	
Total Floating Rate Notes	<u>89,116,337</u>		13	<u>37,822,381</u>		69
Fixed Rate Notes	1,026,424	AAA	105	-		-
Certificates of Deposit	-		-	48,256,759	P	67
Asset Backed Securities	39,335,232	AAA		691,698	AAA	
Asset Backed Securities	411,036	P		-	-	
Total Asset Backed Securities	<u>39,746,268</u>		32	<u>691,698</u>		11
Other Receivables/Payables	(953,920)	Not Rated	-	(9,225,576)	Not Rated	-
Total Collateral Pool Investment	<u>\$ 321,927,444</u>		20	<u>\$ 385,684,705</u>		31

Collateral pool investments are uninsured, and are held by the securities lending agent, in its name, on behalf of the GEF, except for the investments in repurchase agreements which are held in the securities lending agent's name by a third party custodian not affiliated with the GEF or the borrower of the associated loaned securities. Therefore, the collateral pool is not exposed to custodial credit risk because the pool investments are not held by counterparties to the lending transactions or the counterparties' trust department or agent.

Cash collateral is recorded as an asset with an equal and offsetting liability to return the collateral on the statements of fiduciary net assets. Investments received as collateral for securities lending activities are not recorded as assets because the investments remain under the control of the transferor, except in the event of default.

In the event of default, where the borrower is unable to return the securities loaned, the GEF has authorized the securities lending agent to seize the collateral held. The collateral is then used to replace the borrowed securities where possible. Due to some market conditions, it is possible that the original securities cannot be replaced. If the collateral is insufficient to replace the securities, the securities lending agent has indemnified the GEF from any loss due to borrower default.

As of August 31, 2007 and 2006, the GEF had no credit risk exposure to borrowers because the amounts the GEF owed to borrowers exceeded the amounts the borrowers owed the GEF.

There were no significant violations of legal or contractual provisions, no borrower or securities lending agent default losses, and no recoveries of prior period losses during the years ended August 31, 2007 and 2006.

Note 6 – Fees and Expenses

The Fund is assessed a management fee by UTIMCO to cover the costs of managing the Fund and providing day-to-day operations. The fee assessed for the year ended August 31, 2007, was \$3,860,575. The fee assessed for the year ended August 31, 2006 was \$1,965,491, net of a rebate of \$1,293,600 of prior year reserves from UTIMCO to the Fund.

THE UNIVERSITY OF TEXAS SYSTEM
LONG TERM FUND

Notes to Financial Statements (cont.)

The Fund is assessed an annual administrative fee on behalf of UT System institutions based on 0.08% of the market value of the Fund for the support of enhanced and expanded endowment compliance efforts. This fee is assessed and paid at the beginning of each fiscal year. The fees assessed for the fiscal years ending August 31, 2007 and 2006, were \$3,143,115 and \$2,720,170, respectively.

The Fund is assessed a quarterly internal fee by UT System for educational purposes based on 0.005% of the Fund's net asset value on the last day of each quarter for the years ended August 31, 2007 and 2006. The fees assessed for the years ended August 31, 2007 and 2006, were \$1,020,444 and \$855,873, respectively.

The Fund is assessed a fee to cover costs associated with UT System personnel in their efforts to provide assistance to the Board of Regents and the Chancellor of the UT System in their oversight responsibilities of UTIMCO. The fees assessed for the years ended August 31, 2007 and 2006, were \$190,250 and \$200,047, respectively.

The Fund incurs other expenses related to its operations primarily consisting of audit fees, printing and graphic expenses, legal, consultation fees and custodial fees.

THE UNIVERSITY OF TEXAS SYSTEM
LONG TERM FUND
Supplemental Schedule

Financial Highlights
Years Ended August 31,

	<u>2007</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>	<u>2003</u>
Selected Per Unit Data					
Net Asset Value, Beginning of Year	\$ 6.744	\$ 6.337	\$ 5.585	\$ 5.114	\$ 4.788
Income from Investment Operations					
Net Investment Income	0.122	0.117	0.123	0.099	0.097
Net Realized and Unrealized Gain on Investments	<u>0.921</u>	<u>0.566</u>	<u>0.899</u>	<u>0.637</u>	<u>0.487</u>
Total Income from Investment Operations	<u>1.043</u>	<u>0.683</u>	<u>1.022</u>	<u>0.736</u>	<u>0.584</u>
Less Distributions					
From Net Investment Income	0.122	0.117	0.123	0.099	0.097
From Net Realized Gain	<u>0.162</u>	<u>0.159</u>	<u>0.147</u>	<u>0.166</u>	<u>0.161</u>
Total Distributions	<u>0.284</u>	<u>0.276</u>	<u>0.270</u>	<u>0.265</u>	<u>0.258</u>
Net Asset Value, End of Year	<u>\$ 7.503</u>	<u>\$ 6.744</u>	<u>\$ 6.337</u>	<u>\$ 5.585</u>	<u>\$ 5.114</u>

Ratios and Supplemental Data

Net Assets, End of Year (in thousands)	\$5,333,046	\$4,440,780	\$4,000,938	\$3,393,275	\$2,839,846
Ratio of Investment Expenses to Average Net Assets	0.28%	0.38%	0.32%	0.33%	0.29%
Ratio of Total Expenses to Average Net Assets	0.36%	0.47%	0.42%	0.43%	0.40%
Ratio of Net Investment Income to Average Net Assets	1.72%	1.82%	2.05%	1.84%	2.01%
Ratio of Distributions to Average Net Assets (5-quarter average)	4.00%	4.27%	4.51%	4.89%	5.40%
Ratio of Distributions to Average Net Assets (12-quarter average)	4.15%	4.44%	4.78%	4.98%	4.86%