Financial Statements
and Independent Auditors' Report
The University of Texas System
Long Term Fund
Years Ended August 31, 2009 and 2008

The University of Texas System Long Term Fund

Financial Statements

Years Ended August 31, 2009 and 2008

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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 Statements of Fiduciary Net Assets of The University of Texas System Long Term Fund (the "Fund"), as of August 31, 2009 and August 31, 2008, and the related Statements of Changes in Fiduciary Net Assets for the years 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 audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits 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 statements presentation. We believe that our audits provide 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, 2009 or August 31, 2008, and the changes in their financial positions for the years 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 \$4,516,791,593 and \$5,285,008,625 as of August 31, 2009 and August 31, 2008, respectively. The GEF has 52.9% and 51.5% of its net assets as of August 31, 2009 and August 31, 2008, respectively, 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 on 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, 2009 and August 31, 2008, 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.

Management' 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 information and express no opinion on it.

Our audits were conducted for the purpose of forming an opinion on the financial statement 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, 2009 and August 31, 2008, have been subjected to the audit procedures applied by us (with 2006, 2005, and 2004 being subject to audit procedures by other auditors) in the audits 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.

October 30, 2009

Deloitte & Tonche LLP

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, 2009. 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 8,950 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, decreased by \$768.2 million from \$5,285.0 million to \$4,516.8 million or approximately 14.5% for the year ended August 31, 2009, compared to a decrease of \$48.0 million or approximately 0.9% for the ended August 31, 2008. The change in net fiduciary assets from year to year is mainly attributable to the following:
 - 1. Participant contributions to the Fund decreased by 46.0% from fiscal year 2008 to 2009. Fiscal year 2009 contributions of \$202.1 million represented 4.6% of the average value of the Fund assets during the year. From fiscal year 2007 to 2008, participant contributions to the Fund increased by 1.4%. Contributions for this period totaled \$374.3 million and represented 6.8% 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.
 - 2. The Fund posted a net investment loss of 13.27% for the fiscal year ended August 31, 2009, calculated using the Modified Dietz Method as described by the CFA Institute,

compared to a net investment loss of 3.13% 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 investment funds, hedge funds, real estate, natural resources and developed country and emerging market equities were negative contributors to the 2009 return, while investment grade and credit-related fixed income posted positive returns. For the fiscal year ended August 31, 2008, the private investment funds, hedge funds, natural resources and investment grade fixed income were the positive contributors to the return, while real estate and developed and emerging markets equities posted negative returns.

3. The Fund's distribution rate per unit was increased by 3.2%, approximately the three year average rate of inflation, for the year ended August 31, 2009. This equated to an increase in the 2009 rate to \$0.3024 per unit from the 2008 rate of \$0.2929 per unit. The 2008 rate represented an increase of 3.0% over the fiscal year 2007 rate of \$0.2844 per unit. Fiscal year 2009 distributions represented 5.38% of the Fund's average net asset value during the year, compared to the fiscal year 2008 distributions which represented 3.96% 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 invests in only GEF units and a negligible amount of cash, the majority of the Fund's net assets represent investment in GEF units.

As of August 31, 2009, the Fund owned 29,846,702 GEF units representing an ownership percentage of 84.29%, compared to 30,326,861 GEF units representing an ownership percentage of 83.75% as of August 31, 2008. As of August 31, 2009 and 2008, the fair value of the GEF units was \$4,516.8 million and \$5,285.0 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 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):

	2009		2008	2007		
Assets						
General Endowment Fund Units, at Fair Value	\$	4,516.8	\$ 5,285.0	\$	5,333.3	
Receivable for Investment Securities Sold		4.3	4.3		4.2	
Total Assets		4,521.1	5,289.3		5,337.5	
Liabilities						
Payable to Participants		4.3	4.3		4.2	
Other Payables		_	_		0.3	
Total Liabilities		4.3	4.3		4.5	
Net Assets Held in Trust	\$	4,516.8	\$ 5,285.0	\$	5,333.0	

Statements 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 decrease in appreciation of investments of the Fund was \$757.9 million during the year compared to the net decrease in appreciation of investments of \$252.3 million for the year ended August 31, 2008. Investment expenses totaled \$5.2 million, \$4.5 million and \$4.0 million, respectively, for the years ended August 31, 2009, 2008, and 2007.

Distributions to participants totaled \$236.3 million, \$217.1 million and \$198.9 million, respectively, for the years ended August 31, 2009, 2008, and 2007. The increase in distributions is a result of the UT Board increasing the distribution rate from \$0.2929 per unit to \$0.3024 per unit for fiscal year 2009, and additional contributions into the Fund. The increase for fiscal year 2008 is a result of the UT Board's increase of the distribution rate from \$0.2844 per unit to \$0.2929 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 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
- 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 the three year 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):

	2009		2008	2007
Investment Income (Loss)	\$	(706.4)	\$ (170.5)	\$ 736.0
Less Investment Expenses		(5.2)	(4.5)	(4.0)
Net Investment Income (Loss)		(711.6)	(175.0)	732.0
Participant Contributions		202.1	374.3	369.1
Total Additions		(509.5)	199.3	1,101.1
Administrative Expenses		12.3	10.6	4.4
Participant Withdrawals		10.1	19.6	5.6
Participant Distributions		236.3	217.1	198.9
Total Deductions		258.7	247.3	208.9
Change in Fiduciary Net Assets		(768.2)	(48.0)	892.2
Net Assets Held in Trust, Beginning of Year		5,285.0	5,333.0	4,440.8
Net Assets Held in Trust, End of Year	\$	4,516.8	\$ 5,285.0	\$ 5,333.0

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.

Statements of Fiduciary Net Assets

August 31, 2009 and 2008

(Dollars in thousands, except per unit amounts)

	2009	2008
Assets		
General Endowment Fund Units, at Fair Value	\$ 4,516,792	\$ 5,285,009
Cash and Cash Equivalents	-	2
Receivable for General Endowment Fund Units Sold	4,344	4,253
Other	8	-
Total Assets	4,521,144	5,289,264
Liabilities		
Payable to Participants	4,344	4,253
Total Liabilities	4,344	4,253
Net Assets Held in Trust		
(791,633,575 Units and 757,621,501 Units, respectively)	\$ 4,516,800	\$ 5,285,011
Net Asset Value Held in Trust Per Unit	\$5.706	\$6.976

Statements of Changes in Fiduciary Net Assets

Years Ended August 31, 2009 and 2008 (in thousands)

	2009	2008		
Additions				
Investment Income:				
Net Decrease in Investments	\$ (756,682)	\$ (252,310)		
Allocation of General Endowment Fund Net Investment Income	50,220	81,828		
Other	2	4		
Total Investment Loss	(706,460)	(170,478)		
Less Investment Expenses:				
UTIMCO Management Fee	4,641	4,380		
Other Expenses	547	155		
Total Investment Expenses	5,188	4,535		
Net Investment Loss	(711,648)	(175,013)		
Participant Contributions	202,090	374,300		
Total Additions	(509,558)	199,287		
Deductions				
Administrative Expenses:				
Fee for Endowment Administration and Management	12,168	10,532		
Fee for UT System Oversight	122	109		
Total Administrative Expenses	12,290	10,641		
Participant Withdrawals	10,110	19,565		
Participant Distributions	236,253	217,116		
Total Deductions	258,653	247,322		
Change in Fiduciary Net Assets	(768,211)	(48,035)		
Net Assets Held in Trust, Beginning of Year	5,285,011	5,333,046		
Net Assets Held in Trust, End of Year	\$ 4,516,800	\$ 5,285,011		

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 (UT Board) to succeed the Common Trust Fund pooled investment fund. Fiduciary responsibility for the Fund rests with the UT Board. 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 UT Board.

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 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 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 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

The Fund only invests in 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, 2009, the Fund is the majority participant in the GEF, with ownership of 29,846,702 units, which represents 84.29% of the GEF. At August 31, 2008, the Fund held 30,326,861 units, which represented 83.75% 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 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

Notes to Financial Statements (cont.)

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 investment funds, hedge funds, 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 the investments' capital balances and net asset value information provided by the investment manager as well as other considerations as described in the GEF financial statements. The Fund's investment in the GEF is valued at \$4,516,791,593 and \$5,285,008,625, as of August 31, 2009 and 2008, respectively.
- (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 UT Board. For the fiscal year ended August 31, 2009, the quarterly rate was \$.0756 which equates to a annual rate of \$.3024 per unit. For the fiscal year ended August 31, 2008, the quarterly distribution rate was \$.073225 which equated to an annual rate of \$.2929 per unit. The ratio of distributions to average net assets (12-quarter average) was 4.41% as of August 31, 2009. 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 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

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, 2009 and 2008, the Fund's unit ownership in the GEF was 84.29% and 83.75%, respectively, of the total.

(A) Credit Risk

Article VII, Section 11b of the Texas Constitution authorizes the UT Board, 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 UT Board, 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 UT Board has elected the 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). During the year ended August 31, 2008, the GEF's investment policy was amended to remove requirements regarding investment ratings. The amendments were effective March 1, 2008. Prior to the amendments, the policy limited investments in U.S. Domestic bonds and non-dollar denominated bond investments to those that were 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 did not apply to investment managers that were 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, 2009 and 2008:

Notes to Financial Statements (cont.)

Fund's Pro-Rata Share
August 31,

GEF Investment Type		2009		2008	Rating	
					Exempt from	
U.S. Government Guaranteed	\$	52,853,579	\$	135,081,625	Disclosure	
U.S. Government Non-Guaranteed:						
U.S. Agency		470,092		_	AAA	
U.S. Agency Asset Backed		64,491,168		125,919,795	AAA	
Total U.S. Government Non-Guaranteed	•	64,961,260		125,919,795	AAA	
Total U.S. Government		117,814,839		261,001,420		
Corporate Obligations:						
Domestic		37,961,368		51,477,411	AAA	
Domestic		11,739,240		22,113,241	AA	
Domestic		44,028,177		49,592,732	A	
Domestic		30,098,395		26,108,761	BAA/BBB	
Domestic		6,712,100		889,461	BA/BB	
Domestic		6,087,283		1,532,064	В	
Domestic		24,131,477		250,223	CAA/CCC	
Domestic		6,627,210		_	CC	
Domestic		5,883,087		_	C	
Domestic		676,989			D	
Domestic		*		-	_	
		307,373		516 401	No Rating	
Domestic		-		516,401	P	
Commercial Paper		-		7,483,880	P	
Certificates of Deposit		-		1,758,773	A	
Foreign		22,819,116		17,473,276	AAA	
Foreign		8,863,129		12,256,317	AA	
Foreign		5,854,774		11,289,363	A	
Foreign		7,629,497		10,091,090	BAA/BBB	
Foreign		292,716		-	BA/BB	
Foreign		621,667		_	В	
Foreign		247,805		_	CAA/CCC	
Foreign		366,574		361,717	No Rating	
Total Corporate Obligations	-	220,947,977		213,194,710	110 Rating	
· ·					AAA	
Foreign Government and Provincial Obligations		43,149,918		55,696,971		
Foreign Government and Provincial Obligations		7,581,726		25,275,968	AA	
Foreign Government and Provincial Obligations		8,922,354		23,897,256	A	
Foreign Government and Provincial Obligations		3,124,798		5,218,943	BAA/BBB	
Foreign Government and Provincial Obligations		5,116,886		5,332,198	BA/BB	
Foreign Government and Provincial Obligations		739,073		-	No Rating	
Total Foreign Government and Provincial Obligations		68,634,755		115,421,336		
Other Debt Securities		-		500,500	AAA	
Other Debt Securities		1,071,768		1,188,878	AA	
Other Debt Securities		251,137		923,269	A	
Other Debt Securities		918,908		1,480,567	BAA/BBB	
Other Debt Securities		710,700		2,137,122	No Rating	
Total Other Debt Securities		2,241,813		6,230,336	No Rating	
	¢		Φ.			
Total Debt Securities	\$	409,639,384	\$	595,847,802		
Other Investment Funds - Debt	\$	1,405,457	\$	-	AAA	
Other Investment Funds - Debt		85,287,311		89,871,911	AA	
Other Investment Funds - Debt		3,791,110		6,208,998	BA/BB	
Other Investment Funds - Debt		25,434,179		682,894	В	
Total Other Investment Funds - Debt	\$	115,918,057	\$	96,763,803		
Cash and Cash Equivalents - Money Market Funds	\$	368,919,446	\$	393,024,763	AAA	
•	Ψ	300,717,110	Ψ	373,021,703	11111	
Net Deposit with (from) Brokers for Derivative Contracts:					F	
H0.0		10.000 ***		12,500	Exempt from	
U.S. Government Guaranteed	\$	13,999,449	\$	16,730,623	Disclosure	
					Exempt from	
Cash		12,558,554		12,322,365	Disclosure	
Total Net Deposit with (from) Brokers for						
Derivative Contracts	\$	26,558,003	\$	29,052,988		

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, 2009 and 2008, 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, 2009 and 2008:

Notes to Financial Statements (cont.)

	August 31,						
		2009	8		2008		
			Modified			Modified	
GEF Investment Type		Value	Duration		Value	Duration	
U.S. Government Guaranteed:							
U.S.Treasury Bonds and Notes	\$	24,285,267	10.67	\$	22,031,358	5.35	
U.S. Treasury Strips		2,441,603	2.00		2,419,214	3.00	
U.S. Treasury Bills		2,693,953	0.47		2,796,867	0.05	
U.S. Treasury Inflation Protected		2,683,271	3.55		87,943,533	8.82	
U.S. Agency Asset Backed		20,749,485	1.76		19,890,653	3.85	
Total U.S. Government Guaranteed		52,853,579	5.89		135,081,625	7.24	
U.S. Government Non-Guaranteed:							
U.S. Agency		470,092	13.77		-	-	
U.S. Agency Asset Backed		64,491,168	3.35		125,919,795	5.92	
Total U.S. Government Non-Guaranteed		64,961,260	3.42		125,919,795	5.92	
Total U.S. Government		117,814,839	4.53		261,001,420	6.60	
Corporate Obligations:							
Domestic		174,252,699	4.80		152,480,294	5.14	
Commercial Paper		-	_		7,483,880	0.11	
Certificates of Deposit		-	-		1,758,773	0.70	
Foreign		46,695,278	4.79		51,471,763	5.03	
Total Corporate Obligations		220,947,977	4.80		213,194,710	4.90	
Foreign Government and Provincial Obligations		68,634,755	6.60		115,421,335	7.36	
Other Debt Securities		2,241,813	10.18		6,230,334	6.95	
Total Debt Securities		409,639,384	5.05		595,847,799	6.14	
Other Investment Funds - Debt		115,918,057	5.69		96,763,803	5.70	
Cash and Cash Equivalents:							
Money Market Funds		368,919,446	0.08		393,024,763	0.08	
Total	\$	894,476,887	3.08	\$	1,085,636,365	3.91	
Net Deposit with (from) Brokers for Derivative Contracts:							
U.S. Government Guaranteed:							
U.S. Treasury Bills	\$	13,999,449	0.75	\$	16,730,623	0.14	
Cash		12,558,554	-		12,322,365	-	
Total Net Deposit with (from) Brokers for Derivative Contracts	\$	26,558,003	0.40	\$	29,052,988	0.08	
2 Star 1 of Deposit with (Holl) Dioxels for Derivative Contracts	Ψ	20,550,005	0.40	Ψ	27,032,700	0.00	

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

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 securities. As of August 31, 2009 and 2008, 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

Notes to Financial Statements (cont.)

securities amounted to \$118,715,773 and \$79,858,902 as of August 31, 2009 and 2008, 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 \$48,039,665 and \$108,004,681 as of August 31, 2009 and 2008, 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 \$18,460,601 and \$14,292,670 as of August 31, 2009 and 2008, 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 \$93,307 as of August 31, 2008. The Fund did not hold any of these securities as of August 31, 2009.

(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. As of August 31, 2009, there are no limitations on investments in non-U.S. denominated bonds or common stocks in relation to the GEF's total fixed income and developed country equity exposures in the GEF's investment policy statement. The GEF's investment policy statement was amended during the year ended August 31, 2008, to remove limitations on investments in non-U.S. denominated bonds. The amendments became effective March 1, 2008. Prior to the amendment, the policy statement limited investments in non-U.S. denominated bonds to 50% of the GEF's total fixed income exposure.

One of the GEF's external managers employs an investment strategy in which they hedge their long non-U.S. investment positions back to the U.S. dollar by utilizing currency transactions in amounts equal to the long investment position. In the following table the negative amounts shown for the Danish Krone, Euro, Hong Kong Dollar, Swiss Franc, and the UK Pound in the cash and cash equivalents section reflect this strategy. The negative amounts offset long positions presented in the foreign common stock section.

Classification between domestic common stock and foreign common stock in the supplemental schedule, Comparison Summary of Investments, is based on the country of domicile of the issuer, not the currency in which the security is traded. The following table summarizes the Fund's pro-rata exposure of the GEF's non-U.S. dollar investments at August 31, 2009 and 2008:

Notes to Financial Statements (cont.)

	F	und's Pro- Augus		Share
GEF Investment Type		2009	51 51,	2008
Domestic Common Stock:				
Canadian Dollar	\$	84,437	\$	-
UK Pound		-		40,97
Total Domestic Common Stock		84,437		40,97
Foreign Preferred Stock:		4.754.040		
Brazilian Real		4,754,240		-
Foreign Common Stock:		10 270 217		0.012.02
Australian Dollar		10,378,216		9,012,93
Brazilian Real		2,303,965		25 604 69
Canadian Dollar Czech Koruna		7,785,161		25,604,68
Danish Krone		293,541 923,233		602.49
Egyptian Pound		1,552,328		692,48
Egyphan Found Euro				20 772 72
Hong Kong Dollar		51,411,846 41,890,780		29,772,72
Hungarian Forint		904,821		22,102,47
Indonesian Rupian		1,973,646		-
Israeli Shekel		198,630		-
Japanese Yen		21,936,982		51,477,01
Korean Won		9,808,894		31,477,01
Malaysian Ringgit		2,517,579		-
Mexican Peso		2,392,974		-
Moroccan Dirham		227,798		-
Norwegian Kroner		314,277		3,646,18
Pakistani Rupee		559,698		3,040,10
Philippine Peso		636,407		506,72
Polish Zloty		770,702		300,72
Singapore Dollar		5,255,899		6,471,35
South African Rand		4,325,759		0,471,55
Swedish Krona		598,142		2,691,69
Swiss Franc		12,012,022		2,444,92
Thai Baht		3,807,940		784,45
Turkish Lira		1,783,459		701,13
UK Pound		25,195,921		34,784,81
Total Foreign Common Stock		11,760,620		189,992,47
Other - Equity Securities		11,700,020		10,,,,,2,,,,
Canadian Dollar		46		3
oreign Government and Provincial Obligations:				
Australian Dollar		8,180,660		6,231,65
Brazilian Real		3,220,898		3,468,07
Canadian Dollar		5,250,030		6,624,02
Euro		19,927,243		35,427,65
Indonesian Rupian		1,895,988		1,864,12
Japanese Yen		3,270,575		24,844,80
Malaysian Ringgit		4,095,286		5,229,74
Mexican Peso		3,124,798		3,980,18
New Zealand Dollar		3,075,276		3,265,57
Norwegian Kroner		2,202,389		-
Polish Zloty		3,363,801		6,184,80
Singapore Dollar		-		1,661,92
South African Rand		1,226,029		3,382,81
Swedish Krona		4,427,042		2,014,14
UK Pound		4,923,879		9,571,89
Total Foreign Government and Provincial Obligations	-	68,183,894		113,751,40
Corporate Obligations:				, - , -
Australian Dollar		7,769,923		2,924,96
Canadian Dollar		2,431,224		1,807,08
Danish Krone		150,096		2,646,63
Euro		15,583,317		19,904,95
Hong Kong Dollar		366,574		361,71
Icelandic Krona		-		1,527,93
Japanese Yen		619,956		2,217,08
UK Pound		1,955,114		423,03
Total Corporate Obligations		29 976 204		21 912 41

Total Corporate Obligations

31,813,411

28,876,204

	Fund's Pro-Rata Share						
	August	August 31,					
GEF Investment Type	2009	2008					
Other Debt Securities:							
Hong Kong Dollar	<u> </u>	1,037,493					
Purchased Options:							
Euro	384,132	42,798					
Indian Rupee	626,434	-					
Swiss Franc	612,069	-					
Total Purchased Options	1,622,635	42,798					
Private Investment Funds:							
Canadian Dollar	737,163	-					
Euro	91,169,110	109,435,668					
UK Pound	589,539	793,974					
Total Private Investment Funds	92,495,812	110,229,642					
Cash and Cash Equivalents:							
Australian Dollar	289,827	238,395					
Brazilian Real	56,653	-					
Canadian Dollar	199,440	565,192					
Czech Koruna	593	-					
Danish Krone	(922,812)	126,302					
Euro	(35,326,805)	753,506					
Hong Kong Dollar	(1,614,837)	305,037					
Hungarian Forint	40,273	· -					
Indonesian Rupian	9,824	-					
Israeli Shekel	9,698	-					
Japanese Yen	337,647	562,734					
Korean Won	8,207	-					
Malaysian Ringgit	9,693	_					
Mexican Peso	3,341	3,372					
Moroccan Dirham	11,865	-					
New Zealand Dollar	72,272	43,637					
Norwegian Kroner	162	6,280					
Philippine Peso	2,946	-					
Polish Zloty	31,313	108					
Singapore Dollar	308	72,005					
South African Rand	1,794	-					
Swedish Krona	6,710	1,649					
Swiss Franc	(12,845,461)	134,946					
Taiwan Dollar	280	290					
Thai Baht	1,858	-					
Turkish Lira	51,723	_					
UK Pound	(3,171,296)	430,718					
Total Cash and Cash Equivalents	(52,734,784)	3,244,171					
Total Cash Equivalents Total	\$ 355,043,104	\$ 450,152,405					
Total	ψ 555,045,104	Ψ -50,152,405					

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

Notes to Financial Statements (cont.)

share of the value of GEF securities loaned and the value of collateral held are as follows at August 31, 2009 and 2008:

GEF Securities on Loan	 2009 Value	2008 Value	Type of Collateral	 09 Value Collateral	_	008 Value Collateral
U.S. Government Foreign	\$ 6,474,779	\$ 61,823,577	Cash	\$ 6,603,808	\$	63,237,082
Government	274,110	3,091,807	Cash	282,905		3,278,069
Corporate Bonds	653,836	53,247	Cash	671,791		54,270
Common Stock	 81,215,941	182,116,037	Cash	84,100,106		189,482,921
Total	\$ 88,618,666	\$ 247,084,668	Total	\$ 91,658,610	\$	256,052,342
U.S. Government	\$ -	\$ 1,533,939	Non-Cash	\$ -	\$	1,594,200
Common Stock	-	398,438	Non-Cash	-		414,090
Total	\$ -	\$ 1,932,377	Total	\$ -	\$	2,008,290

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 PUF, the Intermediate Term Fund and other UT Board 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, 2009 and 2008 is shown in the following table:

	August 31,										
			2009			2008					
Description		'und's Pro- Rata Share Fair Value	Rating	Weighted Awerage Maturity In Days	Fund's Pro- Rata Share Fair Value		Rating	Weighted Awerage Maturity In Days			
			No Rating				No Rating				
Repurchase Agreements	\$	60,785,503	Available	1	\$	116,216,738	Available	2			
Commercial Paper		16,183,109	P	44		107,996,107	P	23			
Floating Rate Notes		1,679,113	AAA			6,504,950	AAA				
Floating Rate Notes		5,931,973	AA			19,448,515	AA				
Total Floating Rate Notes		7,611,086		21		25,953,465		9			
Fixed Rate Notes		-		-		2,159,010	AAA	13			
Certificates of Deposit		7,201,456	P	68		5,827,070	P	36			
Other Receivables/Payables		(122,544)	Not Rated	-		(2,100,049)	Not Rated	-			
Total Collateral Pool Investment	\$	91,658,610		16	\$	256,052,341		13			

Notes to Financial Statements (cont.)

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. Pool investments are valued at amortized cost which is indicative of fair value. 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, 2009 and 2008, 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, 2009 and 2008.

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, 2009, was \$4,640,564. The fee assessed for the year ended August 31, 2008, was \$4,380,276.

The Fund is assessed an annual administrative fee on behalf of UT System and UT System institutions for the support of endowment administration and management efforts. This fee is assessed and paid at the beginning of each fiscal year. The fees assessed for the fiscal years ending August 31, 2009 and 2008, were \$12,167,022 and \$10,530,986, respectively.

The Fund is assessed a fee to cover costs associated with UT System personnel in their efforts to provide assistance to the UT Board and the Chancellor of the UT System in their oversight responsibilities of UTIMCO. The fees assessed for the years ended August 31, 2009 and 2008, were \$121,750 and \$109,426, respectively.

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

Supplemental Schedule

Financial Highlights

Years Ended August 31,

	2009	2008	2007	2006	2005
Selected Per Unit Data					
Net Asset Value, Beginning of Year	\$ 6.976	\$ 7.503	\$ 6.744	\$ 6.337	\$ 5.585
Income from Investment Operations					
Net Investment Income (A)	0.043	0.090	0.122	0.117	0.123
Net Realized and Unrealized Gain (Loss) on Investments	(1.011)	(0.324)	0.921	0.566	0.899
Total Income (Loss) from	(1.011)	(0.321)	0.521	0.500	0.055
Investment Operations	(0.968)	(0.234)	1.043	0.683	1.022
Less Distributions					
From Net Investment Income	0.043	0.090	0.122	0.117	0.123
From Net Realized Gain	0.259	0.203	0.162	0.159	0.147
Total Distributions	0.302	0.293	0.284	0.276	0.270
Net Asset Value, End of Year	\$ 5.706	\$ 6.976	\$ 7.503	\$ 6.744	\$ 6.337
Ratios and Supplemental Data					
Net Assets, End of Year					
(in thousands)	\$4,516,800	\$5,285,011	\$5,333,046	\$4,440,780	\$4,000,938
Ratio of Investment Expenses to Average					
Net Assets	0.31%	0.26%	0.28%	0.38%	0.32%
Ratio of Total Expenses to Average Net Assets	0.59%	0.45%	0.36%	0.47%	0.42%
Ratio of Net Investment Income to	0.5770	0.4370	0.5070	0.4770	0.4270
Average Net Assets	0.77%	1.22%	1.72%	1.82%	2.05%
Ratio of Distributions to Average Net					
Assets (5-quarter average)	5.38%	3.96%	4.00%	4.27%	4.51%
Ratio of Distributions to Average Net	4.4107	4.0004	4.150/	4 4 4 0 7	4.7004
Assets (12-quarter average)	4.41%	4.00%	4.15%	4.44%	4.78%

⁽A) Net investment income is comprised of investment income (excluding the net decrease in investments) and investment expenses as presented on the statements of changes in fiduciary net assets.