STATE TREASURY ASSET RESERVE OF OHIO INVESTMENT TRUST FUND

INDEPENDENT AUDITORS' REPORT

JUNE 30, 2011







Dave Yost • Auditor of State

The Honorable Josh Mandel Ohio Treasurer of State State Treasury Asset Reserve of Ohio (STAR Ohio) 30 East Broad Street, 9th Floor Columbus, Ohio 43215

We have reviewed the *Independent Auditors' Report* of the State Treasury Asset Reserve of Ohio (STAR Ohio), Franklin County, prepared by Cohen & Company, for the audit period July 1, 2010 through June 30, 2011. Based upon this review, we have accepted these reports in lieu of the audit required by Section 117.11, Revised Code. The Auditor of State did not audit the accompanying financial statements and, accordingly, we are unable to express, and do not express an opinion on them.

Our review was made in reference to the applicable sections of legislative criteria, as reflected by the Ohio Constitution, and the Revised Code, policies, procedures and guidelines of the Auditor of State, regulations and grant requirements. The State Treasury Asset Reserve of Ohio (STAR Ohio) is responsible for compliance with these laws and regulations.

Dave Yost Auditor of State

November 16, 2011

This page intentionally left blank.

STATE TREASURY ASSET RESERVE OF OHIO INVESTMENT TRUST FUND

JUNE 30, 2011

TABLE OF CONTENTS

INDEPENDENT AUDITORS' REPORT	3
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	4
STATEMENT OF ASSETS AND LIABILITIES June 30, 2011	5
STATEMENTS OF OPERATIONS AND CHANGES IN NET ASSETS Years ended June 30, 2011 and 2010	. 6
NOTES TO THE FINANCIAL STATEMENTS	11

This page intentionally left blank.

Cohen & Company, Ltd.



www.cohencpa.com 800.229.1099

Akron Cleveland Columbus Westlake Youngstown

THE HONORABLE DAVE YOST OHIO AUDITOR OF STATE

THE HONORABLE JOSH MANDEL STATE TREASURER OF OHIO

Independent Auditors' Report

We have audited the statement of assets and liabilities of the State Treasury Asset Reserve of Ohio Investment Trust Fund ("Trust Fund") as of June 30, 2011, and the related statements of operations and changes in net assets for each of the two years in the period then ended. These financial statements are the responsibility of the Trust Fund's 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 audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As discussed in Note 1, the financial statements present only the State Treasury Asset Reserve of Ohio Investment Trust Fund and are not intended to present fairly the financial position of the State Treasury Asset Reserve of Ohio, or the results of its operations and changes in its net assets in conformity with accounting principles generally accepted in the United States of America.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Trust Fund as of June 30, 2011, and the results of its operations and changes in net assets for each of the two years in the period then ended in conformity with accounting principles generally accepted in the United States of America.

Management's Discussion and Analysis on Page 4 is not a required part of the basic financial statements but is supplementary information required by accounting principles generally accepted in the United States of America. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

This report is intended solely for the information and use of the State Treasurer of Ohio, the Ohio Auditor of State, and the Ohio Office of Budget and Management and is not intended to be and should not be used by anyone other than those specific parties.

Cohen & Company Ltd.

September 8, 2011 Cleveland, Ohio





MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (UNAUDITED)

Background

The State Treasury Asset Reserve of Ohio ("STAR Ohio" or "Fund") is a statewide investment pool managed and administered by the State Treasurer of Ohio. Participation is offered to Ohio political subdivisions as a means to invest in a portfolio of short-term investment securities and registered investment companies. The investment objectives of STAR Ohio are the preservation of capital, the maintenance of liquidity, and providing current income. STAR Ohio seeks to achieve this objective by investing only in high-grade investment instruments and money market funds. STAR Ohio is similar in concept to a registered investment company using redeemable securities, commonly called a "money market mutual fund."

The State Treasurer of Ohio is committed to maintaining STAR Ohio as a top-rated investment option for all government subdivisions of Ohio. As such, the additional level of safety in the Fund is attributed to the constant monitoring of credit ratings for issuers of investments held by STAR Ohio as well as a modification to the custodial arrangement in which the Fund's assets are now held in a specific trust account at the Depositor Trust Clearing Corporation designated for STAR Ohio. Both measures ensure that the underlying assets of STAR Ohio are highly rated, secure, and readily available to the Fund.

The External portion of STAR Ohio, *the State Treasury Asset Reserve of Ohio Investment Trust Fund* ("Trust Fund"), is the portion that belongs to legally separate entities that are not part of the State of Ohio's financial reporting entity. STAR Ohio does not have separate investments or activities for the external portion of STAR Ohio. As a result, the financial condition and results of operations of the Trust Fund have been prepared by prorating the assets and liabilities related to the external portion. Additionally, the statements of operations and changes in net assets are prepared by prorating investment income and expenses related to the external portion using average daily balances. Our discussion and analysis below is based upon currently known facts and conditions that we judge to have had a material effect on the Trust Fund's financial condition and results of operations.

Overview of Financial Condition

STAR Ohio's net assets decreased by approximately \$326 million, or approximately 7 percent, during Fiscal Year 2011. As the economy continues to stabilize and interest rates remain historically low, STAR Ohio's objective of safety and liquidity has made STAR Ohio a valuable investment vehicle for Ohio's public fund managers. STAR Ohio continues to maintain its AAAm rating from Standard and Poor's, the highest rating possible for a Local Government Investment Pool.

Overview of Operations

The Federal Funds' target rate range remained between 0 and 25 basis points for STAR Ohio's Fiscal Year 2011. Even though rates remained historically low, STAR Ohio was able to achieve a total return of .11% for Fiscal Year 2011. New service agreements were implemented for the co-administrator, transfer agent, and custodian services. These new service agreements contributed to an overall reduction in operating expenses by 27 percent. The GASB (Government Accounting Standards Board) Statement No. 59 was effective for STAR Ohio's Fiscal Year 2011. Statement No. 59 refers to the SEC revision for Rule 2a-7, which focuses on liquidity, credit risk, weighted average life and maturity, and stress testing. We have implemented these requirements into our procedures and reporting.

PAGE 5

STATEMENT OF ASSETS AND LIABILITIES

JUNE 30, 2011

ASSETS

Investments Federal agency issues Commercial paper Money market funds Bank deposits Total investments	\$2,082,770,460 350,327,232 665,116,281 <u>71,020,268</u> 3,169,234,241
Interest receivable	223,948
TOTAL ASSETS	3,169,458,189
LIABILITIE	S
Payable for securities purchased Accrued custodian and transfer agent fees Accrued co-administrator fees Accrued investment consultant fees Accrued management fees Accrued audit fees Other liabilities	53,265,793 34,009 57,704 54,817 29,186 29,829
TOTAL LIABILITIES	53,496,679
NET ASSETS	<u>\$3,115,961,510</u>
Participant Net Asset Value, Price Per Unit	<u>\$ 1.00</u>

The accompanying notes are an integral part of these statements.

STATEMENTS OF OPERATIONS AND CHANGES IN NET ASSETS

YEARS ENDED JUNE 30, 2011 AND 2010

	2011	2010
STATEMENT OF OPERA	ATIONS	
Investment income Interest income	<u>\$ 5,892,612</u>	<u>\$ 8,278,022</u>
Expenses Custodian and transfer agent fees Co-administrator fees Investment consultant fees Management fees Bloomberg and pricing service fees Postage and printing fees Audit fees S&P analytical fees Telephone response fees	488,232 703,237 692,988 338,859 106,773 33,523 28,382 25,748 11,654	1,257,938 951,288 802,509 252,316 105,335 31,695 30,656 25,722 20,712
Total expenses	2,429,396	3,478,171
NET INVESTMENT INCOME	<u>\$ </u>	<u>\$ 4,799,851</u>
STATEMENT OF CHANGES IN	NET ASSETS	
INCREASE (DECREASE) IN NET ASSETS		
OPERATIONS – NET INVESTMENT INCOME	\$ 3,463,216	\$ 4,799,851
DISTRIBUTIONS TO SHAREHOLDERS - From net investment income	(3,463,216)	(4,799,851)
CAPITAL SHARE TRANSACTIONS – Net	99,619,763	(1,661,208,108)
Increase (decrease) in net assets	99,619,763	<u>(1,661,208,108</u>)
NET ASSETS		
Beginning of year	3,016,341,747	4,677,549,855
End of year	<u>\$3,115,961,510</u>	<u>\$3,016,341,747</u>

The accompanying notes are an integral part of these statements.

1. SUMMARY OF ORGANIZATION

Description of Fund

- The State Treasury Asset Reserve of Ohio ("STAR Ohio" or "Pool") is a statewide investment pool managed by the State Treasurer of Ohio (the "Treasurer"). Participation is offered to Ohio political subdivisions as defined in Section 135.45(F)(2)(a) of the Ohio Revised Code. STAR Ohio offers these subdivisions a means of investing in a portfolio of investment instruments. The investment objectives of STAR Ohio are the preservation of capital, and maintenance of liquidity, and providing current income. There can be no guarantee that this will be achieved.
- In accordance with Governmental Accounting Standards Board ("GASB") Statement No. 31, Accounting and Financial Reporting for Certain Investments and for External Investment Pools, the State of Ohio ("State") reports the external portion of STAR Ohio as a separate investment trust fund. The external portion of STAR Ohio, the State Treasury Asset Reserve of Ohio Investment Trust Fund ("Trust Fund") is the portion that belongs to legally separate entities that are not part of the State's financial reporting entity. The STAR Ohio investment pool does not have separate investments or activities for the external portion. The statement of assets and liabilities of the Trust Fund has been prepared by prorating the assets and liabilities related to the external portion. Additionally, the statements of operations and changes in net assets of the Trust Fund were prepared by prorating investment income and expenses related to the external portion using average daily balances.

Legal Authority

- Section 135.45 of the Ohio Revised Code permits the State's political subdivisions to pool their public funds into an investment fund managed by the Treasurer and the Treasurer's staff of portfolio managers. STAR Ohio provides units of local government with an alternative investment option for their public funds.
- STAR Ohio is not registered with the Securities and Exchange Commission (SEC) as an investment company, but maintains a policy to operate as a "2a-7 like pool" in a manner consistent with GASB Statement No. 31. Subsequent to the SEC's issuance of a revised Rule 2a-7, as promulgated under the Investment Company Act of 1940, as amended, on June 24, 2010, GASB issued Statement No. 59, *Financial Instruments Omnibus*. Statement No. 59 provides guidance that a "2a-7-like pool" as described in Statement No. 31, is an external investment pool, that operates in conformity with SEC Rule 2a-7, as amended. Statement No. 59 is effective for financial statements for periods beginning after June 15, 2010. STAR Ohio has implemented the changes noted in the revised Rule 2a-7.

1. SUMMARY OF ORGANIZATION (Continued)

Investment Advisor and Administrator

The State Treasurer of Ohio, Josh Mandel, through the Treasurer's Investment Department, 30 East Board Street, Ninth Floor, Columbus, Ohio 43215-3461, serves as investment advisor and administrator to STAR Ohio. The advisor manages the investment and reinvestment of STAR Ohio's assets in accordance with STAR Ohio's investment objectives and policies, subject to the general limitations of Section 135.143 of the Ohio Revised Code. In addition, the advisor is responsible for the overall management of STAR Ohio's business affairs. STAR Ohio compensates the advisor with a flat management fee of \$500,000 per year.

Co-Administrator

Carnegie Capital Partners LLC, Cleveland, Ohio, is the co-administrator for STAR Ohio and provides certain clerical and administrative services for STAR Ohio. As of September 1, 2010, compensation to the co-administrator is based on a percentage of daily net assets with a minimum monthly fee of \$81,250. For the period July 1, 2010 through August 31, 2010, compensation was based on a flat fee of \$112,500 per month.

Custodian, Transfer Agent and Investment Consultant

- As of July 26, 2010, Huntington National Bank, Columbus, Ohio is the dividend and transfer agent for STAR Ohio and also serves as custodian of its portfolio. Compensation is based on a percentage of daily net assets. Prior to July 26, 2010, PNC, Pittsburgh was the dividend and transfer agent and custodian.
- United American Capital Corporation, Worthington, Ohio is the investment consultant for STAR Ohio. Compensation is based on a percentage of daily net assets.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Pursuant to GASB Statement No. 20, Accounting and Financial Reporting for Proprietary Funds and Other Governmental Entities that use Proprietary Fund Accounting, the Trust Fund follows GASB guidance as applicable to proprietary funds and Financial Accounting Standards Board Statements and Interpretations, Accounting Principles Board Opinions and Accounting Research Bulletins issued on or before November 30, 1989 that do not conflict with or contradict GASB pronouncements.

Security Valuations

Investment securities, other than money market funds, are valued according to the amortized cost method (which approximates fair value) whereby a security is valued at cost adjusted for the amortization of any premiums or accretion of any discounts over the period until maturity. Investments in money market funds are valued at quoted market values.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Security Transactions and Related Investment Income

Security transactions are accounted for on the trade date (day the order to buy or sell is executed). Interest income is determined on an accrual basis with earned discounts (including original issue and market discount) accreted and paid premiums amortized. Any realized gains and losses on sales of securities are calculated on the identified cost basis.

Mark-to-Market Procedures

The Pool maintains a stable net asset value per share by using the amortized cost method of portfolio valuation. The Pool has established procedures to stabilize the net asset value per share, as computed for the purpose of purchase and redemption, at a single value of \$1.00. The mark-to-market of the portfolio is used to monitor the appropriateness of the amortized cost method and is calculated using available market quotations.

Federal Income Taxes

STAR Ohio is not subject to income taxes.

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 estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses, and disclosure of both contingent assets and liabilities. Actual results could differ from those estimates.
- 3. INVESTMENT SECURITIES

Repurchase Agreements and Commercial Paper

- STAR Ohio is permitted to invest in commercial paper, but the investment shall not exceed 25 percent of the average net assets which is defined as the 12 month rolling average of the total shares in the Pool on the last day of the month. As of June 30, 2011, commercial paper holdings represented 11 percent of the net assets.
- All repurchase agreements are fully collateralized by United States Government or Federal Agency securities, pursuant to Section 135.143 of the Ohio Revised Code, and such collateral is in the possession of STAR Ohio's custodian on a daily basis. STAR Ohio evaluates collateral daily to ensure its market value plus accrued interest exceeds the delivery value of the repurchase agreements at maturity. STAR Ohio does not enter into reverse repurchase (borrowing) agreements.

3. INVESTMENT SECURITIES (Continued)

As of June 30, 2011, the Trust Fund had the following share of the Pool's investments and maturities:

Investment Type	 Value	Maturities Matur (in Years) (in Ye		Investment Maturities (in Years) 1 – 2 Years	
Bank deposits Commercial paper Federal agency issues Money market funds	\$ 71,020,268 350,327,232 2,082,770,460 <u>665,116,281</u> 3,169,234,241	\$	71,020,268 350,327,232 2,011,749,600 <u>665,116,281</u> 3,098,213,381	\$	- 71,020,860 - 71,020,860

Interest Rate Risk

Through its investment policy, STAR Ohio manages its exposure to fair value losses arising from increasing interest rates by limiting the final stated maturity on any investment to 397 days and limiting the weighted average maturity of the portfolio to 60 days. Federal Agency Issues include callable bonds which have maturity dates less than 392 days and callable dates ranging from July 25, 2011 through July 15, 2012.

Credit Risk

STAR Ohio's Investment Policy requires money market securities to be valued at AAAm or AAAm-G or better by Standard & Poor's Corporation, and all other securities held by STAR Ohio be rated the equivalent of A-1+ or A-1 and at least 50% of the Total Average Portfolio be rated A-1+ or better. As of June 30, 2011, STAR Ohio's investments in U.S. Agencies and the money market fund were rated AAA and AAAm, respectively, by Standard & Poor's and Aaa by Moody's Investor Services. Of the commercial paper, 57% was rated A-1+/P-1 and the remaining 43% was rated A-1/P-1.

Concentration of Credit Risk

STAR Ohio, through its investment policy, limits the amount invested in any single issuer to 2 percent of STAR Ohio's Total Average Portfolio, which is defined as the 12 month rolling average of the total shares in the Pool on the last day of the month, with the following exceptions: U.S. Treasury Obligations (100% maximum), U.S. Agencies Obligations (33% maximum), Repurchase Agreement Counterparties (10% or \$500 million, whichever is less), and Mutual Funds (10% maximum). As of June 30, 2011, STAR Ohio had 5% or more of its Total Average Portfolio in the Federal Home Loan Bank, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, Goldman Sachs Financial Square Government Fund, and J.P. Morgan U.S. Government Fund. These investments are 26, 15, 17, 10, and 10 percent, respectively, of the Pool's Total Average Portfolio. As of August 8, 2011, STAR Ohio revised its investment policy to allow up to 5 percent per single issuer, of STAR Ohio's Total Average Portfolio.

3. INVESTMENT SECURITIES (Continued)

Foreign Currency Risk

STAR Ohio does not have exposure to foreign exchange risk.

Custodial Credit Risk

STAR Ohio's investments are not exposed to custodial credit risk, as defined by GASB Statement No. 40, *Deposit and Investment Risk Disclosures*. Securities in STAR Ohio are either insured, registered, held by STAR Ohio, or held in a specific trust account designated for STAR Ohio. At June 30, 2011, the bank deposits were secured by a collateral pool of eligible securities deposited with a qualified trustee and pledged to secure the repayment of all public monies deposited in the financial institution whose fair value at all times is at least one hundred two percent of the deposits being secured.

4. SECURITIES LENDING

Pursuant to Section 135.143 of the Ohio Revised Code, the Pool may lend up to 25 percent of its securities to any eligible financial institution that is a member of the Federal Reserve System or any recognized United States government securities dealer.

- The Pool follows strict levels of collateralization governed by daily mark-to-market analysis, a review of the credit worthiness of securities dealers and banks, and strict monitoring of their respective credit limits. This is done to control exposure due to possible credit loss resulting from a reduction in the underlying collateral value or non-performance by a security dealer or bank. Either the Pool or the borrower can terminate all security loans on demand.
- For the fiscal year ended June 30, 2011, STAR Ohio did not participate in security lending transactions.

5. INCOME DISTRIBUTIONS

Each business day, STAR Ohio declares a distribution of its net investment income and realized capital gains, if any. All such distributions are automatically reinvested in additional shares.

6. CAPITAL SHARES

Transactions in capital shares of the Trust Fund (all at \$1.00 per share) were as follows:

	Year Ended June 30					
	2011	2010				
Shares sold	10,230,966,868	12,957,951,082				
Shares issued for reinvestment of distributions	<u>3,463,216</u> 10,234,430,084	4,799,851				
Shares redeemed	(10,134,810,321)	12,962,750,933 (14,623,959,041)				
Capital share transactions – Net Change	99,619,763	<u>(1,661,208,108</u>)				

This page intentionally left blank.

Cohen & Company, Ltd.



www.cohencpa.com 800.229.1099 Akron Cleveland Columbus Westlake Youngstown

The Honorable Dave Yost Ohio Auditor of State

The Honorable Josh Mandel Ohio Treasurer of State

<u>Report on Internal Control over Financial Reporting and on</u> <u>Compliance and Other Matters Based on an Audit of Financial Statements</u> <u>Performed in Accordance with Government Auditing Standards</u>

We have audited the statement of assets and liabilities, including the schedule of investments, of the State Treasury Asset Reserve of Ohio ("STAR Ohio") as of June 30, 2011, and the related statements of operations and changes in net assets and the financial highlights for each of the two years in the period then ended and have issued our report thereon dated September 6, 2011. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States.

Internal Control over Financial Reporting

In planning and performing our audit, we considered STAR Ohio's internal control over financial reporting as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of STAR Ohio's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of STAR Ohio's internal control over financial reporting.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis.

Our consideration of internal control over financial reporting was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over financial reporting that might be deficiencies, significant deficiencies or material weaknesses. We did not identify any deficiencies in internal control over financial reporting that we consider to be material weaknesses, as defined above.





Compliance and Other Matters

As part of obtaining reasonable assurance about whether STAR Ohio's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported herein under *Government Auditing Standards*.

We noted a matter not requiring inclusion in this report that we reported to the Ohio Treasurer of State in a letter dated September 6, 2011.

This report is intended solely for the information and use of the Ohio Auditor of State, and the Ohio Treasurer of State, and management of STAR Ohio and is not intended to be and should not be used by anyone other than these specified parties.

Cohen & Company Ltd.

Cohen & Company, Ltd. Cleveland, Ohio September 6, 2011



State Treasury Asset Reserve of Ohio STAR Ohio

> 30 East Broad Street Columbus, Ohio 43215

1-800-228-1102 www.ohiotreasurer.gov

STAR OHIO State Treasury Asset Reserve of Ohio

ANNUAL REPORT 2011



JOSH MANDEL STATE TREASURER OF OHIO

A Message From The State Treasurer of Ohio

Dear Public Funds Managers,

I am pleased to present the State Treasury Asset Reserve of Ohio (STAR Ohio) 2011 annual report for the fiscal year ending on June 30, 2011. As State Treasurer of Ohio and STAR Ohio fund administrator, I am focused on and dedicated to managing the Treasury as well as protecting and investing hard-earned taxpayer dollars with integrity and expertise. STAR Ohio provides governmental subdivisions with an investment alternative for public funds that offers safety, liquidity and attractive yields. This annual report demonstrates the progress and benefits of STAR Ohio.

With almost 3,000 participants representing all 88 Ohio counties, STAR Ohio strives to strategically invest funds without sacrificing principle. Despite the economic challenges of this past year, STAR Ohio has continued to produce competitive yields in today's market environment. Since 1995, STAR Ohio continues to maintain a AAAm rating, which is Standard and Poor's highest investment rating for a Local Government Investment Pool.

Looking forward, STAR Ohio will leverage technology and continue to explore new ways to create user-friendly online features and increase operational efficiency. In the near future, STAR Ohio will offer electronic delivery for both trade confirmations and statements. Additionally, the program will offer resources to improve communications and gain feedback from valued participants.

I am proud of the hard work performed by the STAR Ohio team. For questions about STAR Ohio or other Treasury programs, please contact the State Treasurer's office via email at **constituentaffairs@tos.ohio.gov** or call **1-800-228-1102**. I look forward to hearing from you on ways the Ohio Treasury can better assist you with your participation in STAR Ohio.

Sincerely,

Joh Mandel

Josh Mandel State Treasurer of Ohio



MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (UNAUDITED)

Background

The State Treasury Asset Reserve of Ohio (STAR Ohio) is a statewide investment pool managed and administered by the State Treasurer of Ohio (Treasurer). Participation is offered to Ohio political subdivisions as a means to invest in a portfolio of short-term investment securities and registered investment companies. The investment objectives of STAR Ohio are the preservation of capital, the maintenance of liquidity, and providing current income. STAR Ohio is similar in concept to a registered investment company investing in redeemable securities, commonly called a "money market mutual fund." Our discussion and analysis below is based upon currently known facts and conditions that we judge to have had a material effect on STAR Ohio's financial condition and operations.

The State Treasurer of Ohio is committed to maintaining STAR Ohio as a top-rated investment option for all government subdivisions of Ohio. As such, the level of safety in the fund is attributed to the constant monitoring of credit ratings for issuers of investments held by STAR Ohio. An additional level of safety has been added by modifying the custodial arrangement to require the fund's assets be held in a specific trust account at the Depositor Trust Clearing Corporation designated for STAR Ohio. Both measures ensure that the underlying assets of STAR Ohio are highly rated, secure and readily available to the fund.

Overview of Financial Condition

STAR Ohio's net assets decreased by approximately \$326 million, or approximately 7 percent, during the Fiscal Year. As the economy continues to stabilize and interest rates remain historically low, STAR Ohio's objective of safety and liquidity has made STAR Ohio a valuable investment vehicle for Ohio's public fund managers. STAR Ohio continues to maintain its AAAm rating from Standard and Poor's, the highest rating possible for a Local Government Investment Pool.

Overview of Operations

The Federal Funds' target rate range remained between 0 and 25 basis points for STAR Ohio's Fiscal Year 2011. Even though rates remained historically low, STAR Ohio was able to achieve a total return of .11% for Fiscal Year 2011. New service agreements were implemented for the co-administrator, transfer agent and custodian services. These new service agreements contributed to an overall reduction in operating expenses by 27 percent. The GASB (Government Accounting Standards Board) Statement No. 59 was effective for STAR Ohio's Fiscal Year 2011. Statement No. 59 refers to the SEC revision for Rule 2a-7, which focuses on liquidity, credit risk, weighted average life and maturity, and stress testing. We have implemented these requirements into our procedures and reporting.

STATE TREASURY ASSET RESERVE OF OHIO FINANCIAL HIGHLIGHTS

Data for each share outstanding throughout the year

	Year ended June 30,		
	2011	2010	
- Net asset value, beginning of year	\$1.00	\$1.00	
Net investment income	0.0011	0.0012	
Distributions from net investment income	(0.0011)	(0.0012)	
Net asset value, end of year	\$1.00	\$1.00	
Total Return	.11%	.12%	
Ratio/Supplemental Information			
Expenses as a percentage of average net assets (1)	0.076%	0.089%	
Net investment income as a percentage of average net assets (1)		.12%	
Net assets, at end of year.	\$4,387,425,698	\$4,713,903,434	



SCHEDULE OF INVESTMENTS June 30, 2011

		June 30, 2011			
A	Principal mount/Shares		Maturity Date		Fair Value (Note B)
		FEDERAL AGENCY ISSUES - 66.8%			
\$	75.000.000	Federal Farm Credit Banks Debentures, 2331%	9/1/11-4/25/12	\$	75.003.267
+	125,000,000	Federal Farm Credit Bank Discount Notes, 0227%	7/8/11-3/8/12	+	124,924,569
	150,000,000	Federal Home Loan Bank Callable Debentures, .3040%	11/23/11-7/27/12		150.000.833
	500,000,000	Federal Home Loan Bank Debentures, 0925%	8/1/11-6/6/12		499,965,558
	580,900,000	Federal Home Loan Bank Discount Notes, .00109%	7/12/11-9/21/11		580,875,904
	689,682,000	Federal Home Loan Mortgage Corp. Discount Notes, 0120%	7/5/11-1/12/12		689,553,474
	812,523,000	Federal National Mortgage Association Discount Notes, .00522%	7/6/11-5/2/12		812,318,730
		Total Federal Agency Issues			2,932,642,335
		COMMERCIAL PAPER - 11.2%			
	94,000,000	Bank of Nova Scotia, .14%	7/12/11		93,996,123
	94,000,000	Chevron Funding, .02%	7/8/11		93,999,634
	38,000,000	General Electric Capital Corporation, .13%	7/1/11		38,000,000
	56,000,000	General Electric Capital Services, .09%	8/9/11-8/10/11		55,994,468
	118,000,000	ING (U.S.) Funding, .12%	7/13/11-7/15/11		117,995,120
	93,294,000	J.P. Morgan Chase & Company, .0510%	7/5/11-7/12/11		93,292,475
		Total Commercial Paper			493,277,820
		BANK DEPOSITS - 2.3%			
	100,000,000	Huntington National Bank Checking Account, .10%			100,000,000
		MONEY MARKET FUNDS* - 21.3%			
	465,650,331	Goldman Sachs Financial Square Government Fund, .01%	7/1/11		465,650,331
	470,865,814	J.P. Morgan U.S. Government Fund, .01%	7/1/11		470,865,814
		Total Money Market Funds			936,516,145
		TOTAL INVESTMENTS101.6%			4,462,436,300
		Liabilities in excess of other assets - (1.6%)			(75,010,602)
		NET ASSETS100%equivalent to \$1.00 per share for			
		4,387,425,698 outstanding shares of the Pool		\$	4,387,425,698

* Money Market Funds, the yield shown represents the rate at June 30, 2011.

See Accompanying Notes to Financial Statements



STATEMENT OF ASSETS AND LIABILITIES June 30, 2011

ASSETS

rticipant Net Asset Value, Price Per Unit	\$ 1.00
T ASSETS	\$4,387,425,698
Total Liabilities	75,325,932
Accrued Audit Fees	42,000 35,681
Accrued Management Fees	41,096
Accrued Custodian and Transfer Agent Fees.	47,887
Accrued Investment Consultant Fees	77,185
Payable for Securities Purchased	75,000,833 81,250
ABILITIES	75 000 822
Total Assets	4,462,751,630
Total Investments Interest Receivable.	4,462,436,300 315,330
Bank Deposits	100,000,000
Commercial Paper	493,277,820 936,516,145
Federal Agency Issues	\$2,932,642,335
Investments Federal Agency Issues	\$ 2 932

See Accompanying Notes to Financial Statements



STATEMENT OF OPERATIONS

	Year ended June 30,						
		2011		2011		2010	
INVESTMENT INCOME							
Interest Income	\$	8,742,657	\$	11,613,513			
EXPENSES							
Co-administrator Fees		1,037,500		1,350,000			
Investment Consultant Fee		1,023,632		1,135,395			
Custodian and Transfer Agent Fees		722,347		1,776,126			
Management Fees		500,000		350,000			
Bloomberg and Pricing Fees		157,205		149,400			
Printing and Postage Fees		49,665		44,955			
Audit Fees		42,000		43,500			
S & P Analytical Fees		38,000		36,500			
Telephone Response Fees		17,306		29,425			
Total Expenses		3,587,655		4,915,301			
NET INVESTMENT INCOME	\$	5,155,002	\$	6,698,212			

STATEMENT OF CHANGES IN NET ASSETS

	Year ended	June 30,		
	2011	2010		
DECREASE IN NET ASSETS				
Operations Net Investment Income	\$ 5,155,002	\$ 6,698,212		
Distributions to Shareholders from Net Investment Income Capital Share Transactions Net Decrease -Note E	(5,155,002) (326,477,736)	(6,698,212) (1,640,869,277)		
Decrease in Net Assets	(326,477,736)	(1,640,869,277)		
Net Assets	4,713,903,434	6,354,772,711		
Beginning of Year	\$4,387,425,698	\$ 4,713,903,434		
End of Year				

See Accompanying Notes to Financial Statements



NOTE A - SUMMARY OF ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

Section 135.45 of the Ohio Revised Code permits the State's political subdivisions to pool their public funds into an investment fund managed by the State Treasurer of Ohio. The State Treasury Asset Reserve of Ohio (STAR Ohio) provides units of local government with an investment option for their public funds.

STAR Ohio is a statewide investment pool managed by the State Treasurer of Ohio. Participation is offered to Ohio political subdivisions as defined in Section 135.45(F)(2)(a) of the Ohio Revised Code. STAR Ohio offers these subdivisions a means of investing in a portfolio of investment instruments. The investment objectives of STAR Ohio are the preservation of capital, maintenance of liquidity, and providing current income. There can be no guarantee that this will be achieved.

The State Treasurer of Ohio, Josh Mandel, through the Treasurer's Investment Department, 30 East Broad Street, 9th Floor, Columbus, Ohio 43215-3461, serves as investment advisor and administrator to STAR Ohio. The advisor manages the investment and reinvestment of STAR Ohio's assets in accordance with STAR Ohio's investment objectives and policies, subject to the general limitations of Section 135.143 of the Ohio Revised Code. In addition, the advisor is responsible for the overall management of STAR Ohio's business affairs. STAR Ohio compensates the advisor with a flat management fee of \$500,000 per year.

Carnegie Capital Partners LLC, Cleveland, Ohio is the co-administrator for STAR Ohio and provides certain clerical and administrative services for STAR Ohio. As of September 1, 2010, compensation to the co-administrator is based on a percentage of daily net assets with a minimum monthly fee of \$81,250. For the period July 1, 2010 through August 31, 2010, compensation was based on a flat fee of \$112,500 per month.

As of July 26, 2010, Huntington National Bank, Columbus Ohio is the dividend and transfer agent for STAR Ohio and also serves as custodian of its portfolio. Compensation is based on a percentage of daily net assets. Prior to July 26, 2010, PNC, Pittsburgh was the dividend, transfer agent and custodian.

United American Capital Corporation, Worthington, Ohio is the investment consultant for STAR Ohio. Compensation is based on a percentage of daily net assets.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses, and disclosure of both contingent assets and liabilities. Actual results could differ from those estimates.

Pursuant to the Government Accounting Standards Board (GASB) Statement No. 20, Accounting and Financial Reporting for Proprietary Funds and Other Governmental Entities that use Proprietary Fund Accounting, STAR Ohio follows GASB guidance as applicable to proprietary funds and Financial Accounting Standards Board Statements and Interpretations, Accounting Principles Board Opinions and Accounting Research Bulletins issued on or before November 30, 1989, that do not conflict with or contradict GASB pronouncements.

STAR Ohio is not registered with the Securities Exchange Commission (SEC) as an investment company, but maintains a policy to operate as a "2a-7 like pool" in a manner consistent with the Governmental Accounting Standards Board, Statement No. 31, "Accounting and Financial Reporting for Certain Investments and for External Investments Pools." Subsequent to the SEC's issuance of a revised Rule 2a-7, as promulgated under the Investment Company Act of 1940, as amended, on June 24, 2010, GASB issued Statement No. 59, "Financial Instruments Omnibus." Statement No. 59 provides guidance that a "2a-7 like pool", as described in Statement No. 31, is an external investment pool, that operates in conformity with SEC Rule 2a-7, as amended. Statement No. 59 is effective for financial statements for periods beginning after June 15, 2010. STAR Ohio has implemented the changes noted on the revised Rule 2a-7.

NOTE B – INVESTMENT SECURITIES

Investment securities, other than money market funds, are valued according to the amortized cost method (which approximates fair value) whereby a security is valued at cost adjusted for the amortization of any premiums or accretion of any discounts over the period until maturity. Investments in money market funds are valued at quoted market values.

Security transactions are accounted for on the trade date (day the order to buy or sell is executed). Interest income is determined on an accrual basis with earned discounts (including original issue and market discount) accreted and paid premiums amortized. Any realized gains or losses on sales of securities are calculated on the identified cost basis.

STAR Ohio is permitted to invest in commercial paper, but commercial paper holdings shall not exceed 25 percent of the average net assets, which is defined as the 12 month rolling average of the total shares in the fund on the last day of the month. As of June 30, 2011, commercial paper holdings represented approximately 11 percent of the net assets.

All repurchase agreements are fully collateralized by United States Government or Federal Agency securities, pursuant to Section 135.143 of the Ohio Revised Code, and such collateral is in the possession of STAR Ohio's custodian on a daily basis. STAR Ohio evaluates collateral daily to ensure its market value plus accrued interest exceeds the delivery value of the repurchase agreement at maturity. STAR Ohio did not enter into any reverse repurchase (borrowing) agreements.

STAR Ohio maintains a stable net asset value per share by using the amortized cost method of portfolio valuation. STAR Ohio has established procedures to stabilize the net asset value per share, as computed for the purpose of purchase and redemption, at a single value of \$1.00. The mark-to-market of the portfolio is used to monitor the appropriateness of the amortized cost method and is calculated using available market quotations.

As of June 30, 2011, STAR Ohio had the following investment and maturities:

		 Investment Maturities (in Years)		
Investment Type	 Value	Less than 1		1-2
Bank Deposit	\$ 100,000,000	\$ 100,000,000		
Commercial Paper	493,277,820	493,277,820		
Federal Agency Issues	2,932,642,335	2,832,641,502	\$	100,000,833
Money Market Funds	 936,516,145	 936,516,145		
Total	\$ 4,462,436,300	\$ 4,362,435,467	\$	100,000,833

Interest Rate Risk: Through its investment policy, STAR Ohio manages its exposure to fair value losses arising from increasing interest rates by limiting the final stated maturity on any investment to 397 days, and limiting the weighted average maturity of the portfolio to 60 days. Federal Agency Issues include callable bonds which have maturity dates less than 392 days, and callable dates ranging from July 25, 2011 through July 15, 2012.

Credit Risk: STAR Ohio's investment policy requires money market securities to be valued at AAAm or AAAm-G or better by Standard & Poor's Corporation. All other securities held by STAR Ohio must be rated the equivalent of A-1+ or A-1 and at least 50% of the Total Average Portfolio must be rated A-1+ or better. As of June 30, 2011, all of STAR Ohio's investment in U.S. Agencies and the money market funds were rated AAA and AAAm, respec-

tively, by Standard and Poor's and Aaa by Moody's Investor Services. Of the commercial paper, \$281,990,225 was rated A-1+/P-1 and the remaining \$211,287,595 was rated A-1/P-1.

Concentration of Credit Risk: STAR Ohio, through its investment policy, limits the amount invested in any single issuer to 2 percent of STAR Ohio's Total Average Portfolio, which is defined as the 12 month rolling average of the total shares in the fund on the last day of the month, with the following exceptions: U.S. Treasury Obligations (100 percent maximum), U.S. Agency Obligations (33 percent maximum), Repurchase Agreement Counterparties (10 percent maximum or \$500 million, whichever is less), and Mutual Funds (10 percent maximum). As of August 8, 2011, STAR Ohio revised its investment policy to allow up to 5 percent per single issuer, of STAR Ohio's Total Average Portfolio.

As of June 30, 2011, STAR Ohio had 5 percent or more of its Total Average Portfolio, in the following issuers:

Federal Home Loan Bank	26%
Federal Home Loan Mortgage Corporation	15%
Federal National Mortgage Association	17%
Goldman Sachs Financial Square Government Fund	10%
J.P. Morgan U.S. Government Fund	10%

Foreign Currency Risk: STAR Ohio does not have exposure to foreign exchange risk.

Custodial Credit Risk: STAR Ohio's investments are not exposed to custodial credit risk, as defined by GASB Statement No. 40. Securities in STAR Ohio are insured, registered, held by STAR Ohio, or held in a specific trust account designated for STAR Ohio. At June 30, 2011, the bank deposit of \$100,000,000 was secured by a collateral pool of eligible securities deposited with a qualified trustee and pledged to secure the repayment of all public monies deposited in the financial institution whose market value at all times is at least one hundred two percent of the deposits being secured.

NOTE C – SECURITIES LENDING

Pursuant to Section 135.143 of the Ohio Revised Code, the Pool may lend up to 25 percent of its securities to any eligible financial institution that is a member of the Federal Reserve System, or any recognized United States government securities dealer.

The Pool follows strict levels of collateralization governed by daily mark-to-market analysis, a review of the credit worthiness of securities dealers and banks, and strict monitoring of their respective credit limits. This is done to control exposure due to possible credit loss resulting from a reduction in the underlying collateral value or non-performance by a security dealer or bank. Either the Pool or the borrower can terminate all security loans on demand.

For the fiscal year ended June 30, 2011, STAR Ohio did not participate in security lending transactions.

NOTE D - INCOME DISTRIBUTIONS

Each business day STAR Ohio declares a distribution of its net investment income and realized capital gains, if any. All such distributions are automatically reinvested in additional shares.

NOTE E – CAPITAL SHARES

Transactions in capital shares (all at \$1.00 per share) were as follows:

	Year ended	Year ended June 30,	
	2011	2010	
Shares Sold	12,399,998,376	15,866,246,455	
Shares Issued for Distributions	5,155,002	6,698,212	
	12,405,153,378	15,872,944,667	
Shares Redeemed	(12,731,631,114)	(17,513,813,944)	
Capital Shares Transactions Net Decrease	(326,477,736)	(1,640,869,277)	

The Honorable Dave Yost Ohio Auditor of State

The Honorable Josh Mandel Ohio Treasurer of State

Independent Auditors' Report

We have audited the statement of assets and liabilities, including the schedule of investments, of the State Treasury Asset Reserve of Ohio ("STAR Ohio") as of June 30, 2011, and the related statements of operations and changes in net assets and the financial highlights for each of the two years in the period then ended. These financial statements and financial highlights are the responsibility of STAR Ohio's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

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

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of STAR Ohio as of June 30, 2011, and the results of its operations, changes in net assets and the financial highlights for each of the two years in the period then ended in conformity with accounting principles generally accepted in the United States of America.

In accordance with Government Auditing Standards, we have also issued our report dated September 6, 2011, on our consideration of STAR Ohio's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with Government Auditing Standards and should be considered in assessing the results of our audit.

Management's Discussion and Analysis on Page 2 is not a required part of the basic financial statements but is supplementary information required by accounting principles generally accepted in the United States of America. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

Company

Cohen & Company, Ltd. Cleveland, Ohio September 6, 2011



APPENDIX

STANDARD & POOR'S RATING OF STAR OHIO

Standard & Poor's has assigned an AAAm money market rating, its highest rating, to STAR Ohio. By obtaining a AAAm rating, STAR Ohio is considered to have a superior capacity to maintain principal (\$1.00 per share value) and limit exposure to loss. The rating is based on an analysis of STAR Ohio's management, investment guidelines, portfolio holdings and market price exposure.

SUMMARY OF INVESTMENT OBJECTIVIES AND ALL PERMITTED & ELIGIBLE INVESTMENTS

The investment objectives of STAR Ohio are the preservation of capital, maintenance of liquidity, and providing current income. STAR Ohio seeks to achieve these objectives by investing only in certain high-grade short-term investment instruments, which are authorized for investment by the State of Ohio as specified in Section 135.143 of the Ohio Revised Code. Instruments in which STAR Ohio may invest include:

(1) United States Treasury bills, notes, bonds or any other obligations or securities issued by the United States Treasury or any other obligation guaranteed as to principal and interest by the United States;

(2) Bonds, notes, debentures, or any other obligations or securities issued by any federal government agency or instrumentality;

(3)(a) Written repurchase agreements with any eligible Ohio financial institution that is a member of the Federal Reserve System or Federal Home Loan Bank or any recognized United States government securities dealer, under the terms of which agreement the Treasurer of State purchases and the eligible financial institution or dealer agrees unconditionally to repurchase any of the securities that are listed in items (1) or (2) above and that will mature or are redeemable within ten years from the date of purchase. The market value of securities subject to these transactions must exceed the principal value of the repurchase agreement by an amount specified by the Treasurer of State, and the securities must be delivered into the custody of the Treasurer of State or the qualified trustee or agent designated by the Treasurer of State. The agreement shall contain the requirement that for each transaction pursuant to the agreement, the participating institution or dealer shall provide all of the following information:

(i) The par value of the securities;

(ii) The type, rate, and maturity date of the securities;

(iii) A numerical identifier generally accepted in the securities industry that designates the securities;

(b) STAR Ohio does not invest in reverse repurchase agreements, which are securities sold to a broker-dealer under the provision that they will be bought back at a predetermined date for a specified price;

(4) The Ohio Treasurer of State also may sell any securities, listed in items (1) or (2) above, regardless of maturity or time of redemption of the securities, under the same terms and conditions for repurchase, provided that the securities have been fully paid for and are held in trust by the Ohio Treasurer of State at the time of the sale;

(5) Securities lending agreements with any eligible financial institution that is a member of the Federal Reserve System or Federal Home Loan Bank or any recognized United States government securities dealer, under the terms of which

agreement the Ohio Treasurer of State lends securities and the eligible financial institution or dealer agrees to simultaneously exchange similar securities or cash, equal value for equal value;

(6) Various forms of commercial paper, maturing in 180 days or less, issued by any corporation that is incorporated under the laws of the United States or a state, which such notes are rated in the two highest categories by two nationally recognized rating agencies, provided that the total amount invested in commercial paper at any time shall not exceed 25 percent of the average net assets which is defined as the 12 month rolling average of the total shares in the fund on the last day of the month;

(7) Banker's acceptances, maturing in 270 days or less, which are eligible for purchase by the Federal Reserve System, provided that the total amount invested in the banker's acceptances at any time shall not exceed 10 percent of the total average net assets, as determined and calculated by the Ohio Treasurer of State;

(8) Certificates of deposit in eligible institutions applying for interim monies as provided in Section 135.08 of the Ohio Revised Code;

(9) No-load money market mutual funds consisting exclusively of obligations described in (1) or (2) of this section and commercial paper and repurchase agreements secured by such obligations.

(THIS PAGE INTENTIONALLY LEFT BLANK)

Investment Advisor and Administrator Josh Mandel State Treasurer of Ohio

Co-Administrator Carnegie Capital Partners LLC Cleveland, Ohio

Custodian and Transfer Agent Huntington National Bank Columbus, Ohio

Co-Investment Advisor United American Capital Corporation Worthington, Ohio For more information, current yields or assistance in opening a STAR account, call toll free: 1-800-648-7827 (STAR)

Additional information regarding STAR Ohio and other Treasurer of State programs may be accessed through www.ohiotreasurer.gov.

The Office of the State Treasurer, Carnegie Capital Partners LLC, Huntington National Bank and United American Capital Corporation are Equal Opportunity Employers and Service Providers.



Dave Yost • Auditor of State

STAR OHIO

FRANKLIN COUNTY

CLERK'S CERTIFICATION

This is a true and correct copy of the report which is required to be filed in the Office of the Auditor of State pursuant to Section 117.26, Revised Code, and which is filed in Columbus, Ohio.

Susan Babbett

CLERK OF THE BUREAU

CERTIFIED DECEMBER 1, 2011

> 88 East Broad Street, Fifth Floor, Columbus, Ohio 43215-3506 Phone: 614-466-4514 or 800-282-0370 Fax: 614-466-4490 www.auditor.state.oh.us