



73rd ANNUAL REPORT SEPTEMBER 30, 2012



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I INTRODUCTORY SECTION

BOARD OF TRUSTEES

AND

PERSONNEL OF THE RETIREMENT TRUST

AS OF SEPTEMBER 30, 2012

Thomas Gabriel - Chairman Fire Captain Elected by the Fire Fighters

Jesse Diner Appointed by the City

Commission

Raul Fernandez
Fire Captain
Elected by the Fire Fighters

Ornel Cotera Appointed by the City Commission

Sergio Diez Sergeant Of Police Elected by the Police Officers

Administrator Robert H. Nagle

<u>Legal Advisor</u> Stephen H. Cypen, Esq.

Consulting Actuary Nyhart Thomas Roell
Appointed by the City
Commission

Monica Fernandez Appointed by the City Commission

Annette Rotolo Sergeant of Police Elected by the Police Officers

Robert Moskovitz Appointed by City Manager

Assistant Administrator
Dania L. Orta

Medical Advisor Cornell Lupu, MD

Certified Public Accountants
Goldstein Schechter Koch

Investment Managers

Adams Street
Alliance Bernstein
Ambassador Investments
AXA Investments
Black Rock Invest. Managers
Barrow, Hanley, et al
Catalyst Investment
Champlain Asset Management
Coller Capital
Delaware Asset Management
Dodge & Cox Investment Management
Eagle Asset Management

Consultant
William Cottle, CFA, Milliman, Inc.

J. P. Morgan Invest. Mangmt.
Lexington Partners
Munder Capital Management
First Eagle
Pantheon
RCM
Robeco Boston Partners
S L Capital
State Street Global Advisors
Urdang
Wellington Investment Manager
Wentworth Hauser Violich

<u>Custodian</u> Northern Trust Company

CITY OF MIAMI FIRE FIGHTERS' AND POLICE OFFICERS' RETIREMENT TRUST

73rd ANNUAL REPORT

On September 30, 2012, the City of Miami Fire Fighters' and Police Officers' Retirement Trust completed its seventy second year of operation.

Retirement benefits granted during the year represent annual benefits of \$2,269,287.00 and are as follows:

| 5 | Service Retirements with annual benefits of | 248,201.00 |
|----|--|--------------|
| 31 | DROP Service Retirements with annual benefits of | 2,021,086.00 |

During the year, 57 pensioners of the Retirement Trust died. Of these, 38 had selected a pension which terminated at their death and 19 had selected an option that will continue to a beneficiary representing yearly benefits of \$157,276.00.

During the year ending September 30, 2012, the pension payroll totaled \$124,322,444.00 which is an increase of 0.82% when compared to the previous year's total payroll, and is broken down as follows:

.....

| | | ANNUAL BENEFITS |
|----------------|---|---------------------------------------|
| 1,252 | Service Retirements | 68,999,815.00 |
| 503 | DROP Service Retirements | 47,298,053.00 |
| 61 | Early Service Retirements | 772,903.00 |
| 41 | Vested Right Retirements | 815,979.00 |
| 10 | Ordinary Disability Retirements | 110,868.00 |
| 159 | Service/Accidental Disability Retirements | 3,474,374.00 |
| 7 | Accidental Death Retirements | 142,527.00 |
| 4 | Ordinary Death Early | 92,899.00 |
| 232 | Continuances | <u>2,615,027.00</u> 124,322,444.00 |
| Securities' ga | ins and losses, Miscellaneous Income | 66,419,991.00 |

The various statements and schedules, which follow, reflect the activities of the system from the beginning as well as for the current year. An outline showing benefits and working procedures is also included.

II FINANCIAL SECTION



Financial Statements
Years Ended September 30, 2012 and 2011





Independent Auditors' Report

Board of Trustees City of Miami Fire Fighters' and Police Officers' Retirement Trust Miami, Florida

We have audited the accompanying statements of plan net assets of the City of Miami Fire Fighters' and Police Officers' Retirement Trust (the Trust) at September 30, 2012 and 2011, and the related statements of changes in plan net assets for the years then ended. These financial statements are the responsibility of the Trust'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 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 referred to above present fairly, in all material respects, the plan net assets of the City of Miami Fire Fighters' and Police Officers' Retirement Trust as of September 30, 2012 and 2011, and the changes in plan net assets for the years then ended in conformity with accounting principles generally accepted in the United States of America.

In accordance with Government Auditing Standards, we have also issued our report dated January 11, 2013 on our consideration of the City of Miami Fire Fighters' and Police Officers' Retirement Trust internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations, contracts 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.



Accounting principles generally accepted in the United States of America require that the management's discussion and analysis and the required supplementary information as listed in the accompanying table of contents be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance. The required supplementary information for the year ended September 30, 2007 was reported on by Koch Reiss & Co., P.A., whose report states that they did not audit this information and did not express an opinion on it.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements of the Trust. The accompanying supplemental schedules of investment expenses and administrative expenses (other supplemental schedules) as listed in the accompanying table of contents are presented for purposes of additional analysis and are not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The other supplemental schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements, or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the other supplemental schedules are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Goldstein Schechter Roch, P.A.

Hollywood, Florida January 11, 2013



ADMINISTRATOR

ASSISTANT ADMINISTRATOR Dania L. Dita

TRUSTEES

Orne Cotera Sergio Die: Honica Fernande: Rauf Fernande: Tom Gabriel Robert Hoskovitz Thomas Reell Annette Rote o

Management's Discussion and Analysis (Required Supplementary Information - Unaudited) September 30, 2012 and 2011

Our discussion and analysis of the City of Miami Fire Fighters' and Police Officers' Retirement Trust (the Trust) financial performance provides an overview of the Trust's financial activities for the fiscal years ended September 30, 2012 and 2011. Please read it in conjunction with the Trust's financial statements which follow this discussion.

Financial Highlights

- The Trust assets exceeded its liabilities at the close of fiscal years ended 2012 and 2011 by \$1,425.3 and \$1,297.2 million, respectively (reported as net assets held in trust for pension benefits). Net assets are held in trust to meet future benefit payments. The increase and (decrease) of \$128.2 million and of (\$42.3) million in net assets, of the respective years, have resulted primarily from the changes in the fair value of the Trust's investments due to volatile financial markets.
- The Trust's funded ratio, a comparison of the actuarial value of assets to the actuarial accrued pension benefit liability, changed from 76% as of the October 1, 2009 actuarial valuation, to 75% as of the October 1, 2010 valuation, and 72% as of the October 1, 2011 valuation.
- For the fiscal year ended September 30, 2012 the Trust's total additions were \$273.3 million which were comprised of contributions of \$55.8 million and net investment income of \$217.5 million.

For the fiscal year ended September 30, 2011 the Trust's total additions were \$100.8 million which were comprised of contributions of \$54.3 million and net investment income of \$46.5 million.

• For the fiscal year ended September 30, 2012 the Trust's deductions increased over the prior year from \$143.2 million to \$145.2 or 1.4%. Most of this increase is attributable to increased pension benefits paid.

For the fiscal year ended September 30, 2011 the Trust's deductions increased over the prior year from \$120.9 million to \$143.2 or 18.4%. Most of this increase is attributable to increased pension benefits paid.

Plan Highlights

For the year ending September 30, 2012, the total return of the portfolio was 17.9%. Actual net investment income was \$217.5 million in 2012 compared with \$46.5 million in 2011.

For the year ending September 30, 2011, the total return of the portfolio was 3.0%. Actual net investment income was \$46.5 million in 2011 compared with \$121.8 million in 2010.

Overview of the Financial Statements

The basic financial statements include the Statements of Plan Net Assets and Statements of Changes in Plan Net Assets and Notes to the Financial Statements. The Trust also includes in this report additional information to supplement the financial statements.

The Trust presents two types of required supplementary schedules, which provide historical trend information about the Trust's funding. The two types of schedules include a schedule of funding progress and a schedule of employer contributions.

The Trust prepares its financial statements on the accrual basis of accounting and in accordance with generally accepted accounting principles in the United States of America. These statements provide information about the Trust's overall financial status.

Description of the Financial Statements

The Statements of Plan Net Assets present information that includes all of the Trust's assets and liabilities, with the balance representing the Net Assets Held in Trust for Pension Benefits. It is a snapshot of the financial position of the Trust at that specific point in time and reflects the resources available to pay members, retirees and beneficiaries at that point in time.

The Statements of Changes in Plan Net Assets report how the Trust's net assets changed during the fiscal year. The additions and deductions to net assets are summarized in these statements. The additions include contributions to the to the retirement plan from employers (City) and members and net investment income, which includes interest, dividends, investment expenses, and the net appreciation or depreciation in the fair value of investments. The deductions include benefit payments, refunds of member contributions, and administrative expenses.

The Notes to the Financial Statements are presented to provide the information necessary for a full understanding of the financial statements. They include additional information not readily evident in the statements themselves such as a description of the Trust, contributions, significant accounting policies, funding policy, and investment risk disclosure.

There are also two Required Supplementary Schedules included in this report as required by the Governmental Accounting Standards Board. The Schedule of Funding Progress presents historical trend information about the actuarially determined funded status of the Trust from a long-term, ongoing plan perspective, and the progress made in accumulating sufficient assets to fund benefit payments as they become due. The Schedule of Employer Contributions presents historical trend information about the annual required contributions of employers and percentage of such contributions in relation to actuarially determined requirements for the years presented.

Description of the Financial Statements - continued

Additional information is presented as part of Other Supplementary Schedules. This section is not required but management has chosen to include it. It includes Schedules of Investment Expenses and Administrative Expenses. The Schedule of Investment Expenses presents the expenses incurred in managing and monitoring the investments of the Trust and include financial management, consultant, and custodial fees. The Schedule of Administrative Expenses presents the expenses incurred in the administration of the Trust.

Financial Analysis

• Trust's total assets as of September 30, 2012, were \$1,884.8 million and were mostly comprised of cash and cash equivalents, investments, property and equipment, and receivables related to investments. Total assets increased \$218.5 million or 13.1%.

Trust's total assets as of September 30, 2011, were \$1,666.2 million and were mostly comprised of cash and cash equivalents, investments, property and equipment, and receivables related to investments. Total assets decreased \$2.2 million or 0.1%.

• Total liabilities as of September 30, 2012 were \$459.4 million and were mostly comprised of obligations under securities lending, payable for securities purchased and deferred retirement option plan payable. Total liabilities increased \$90.4 million or 24.5% from the prior year primarily due to an increase in deferred retirement option plan and obligations under securities lending.

Total liabilities as of September 30, 2011 were \$369.1 million and were mostly comprised of obligations under securities lending, payable for securities purchased and deferred retirement option plan payable. Total liabilities increased \$40.1 million or 12.2% from the prior year primarily due to an increase in deferred retirement option plan and obligations under securities lending.

• Trust assets exceeded its liabilities at the close of fiscal year ended September 30, 2012 by \$1,425.3 million. Total net assets held in trust for pension benefits increased \$128.2 million or 9.9% from the previous year.

Trust assets exceeded its liabilities at the close of fiscal year ended September 30, 2011 by \$1,297.2 million. Total net assets held in trust for pension benefits decreased \$42.3 million or 3.2% from the previous year.

Description of the Financial Statements - continued

Financial Analysis - continued

Table 1 - Condensed Statements of Plan Net Assets September 30, (Dollar Amounts in Thousands)

| | | | Increase (Decrease) | Total Percentage |
|--|-----------|--------------|------------------------|---------------------|
| | 2012 | 2011 | Amount | <u>Change</u> |
| Assets: | | | | |
| Cash and cash equivalents \$ | 52,745 | \$ 68,533 | \$ (15,788) | (23.0)% |
| Receivables | 18,195 | 9,529 | 8,666 | 90.9 |
| Investments | 1,535,004 | 1,352,827 | 182,177 | 13.5 |
| Security lending collateral - invested | 276,817 | 233,291 | 43,526 | 18.7 |
| Property and equipment, net | 2,000 | 2,043 | (43) | (2.1) |
| Total assets | 1,884,761 | 1,666,223 | 218,538 | 13.1 |
| Liabilities: | | | | |
| Payables for securities purchased | 13,735 | 9,526 | 4,209 | 44.2 |
| Accounts payable and other | 608 | 374 | 234 | 62.7 |
| Deferred Retirement Option Plan | 168,279 | 125,863 | 42,416 | 33.7 |
| Obligations under securities lending | 276,817 | 233,291 | 43,526 | 18.7 |
| Total liabilities | 459,439 | 369,054 | 90,385 | 24.5 |
| Net assets held in trust for pension | | | | |
| benefits S | 1,425,322 | \$ 1.297.169 | S 128.153 | 9.9% |

Description of the Financial Statements - continued

Financial Analysis - continued

Table 1 - Condensed Summary of Net Assets September 30,

| | <u>Dollar Amoun</u> | ts in Thousands) | | |
|--|---------------------|------------------|------------------------|---------------------|
| | | | Increase (Decrease) | Total Percentage |
| | 2011 | 2010 | Amount | Change |
| Assets: | | | | |
| Cash and cash equivalents | \$ 68,533 | \$ 43,709 | \$ 24,824 | 56.8% |
| Receivables | 9,529 | 13,973 | (4,444) | (31.8) |
| Investments | 1,352,827 | 1,387,316 | (34,489) | (2.5) |
| Security lending collateral - invested | 1 233,291 | 221,384 | 11,907 | 5.4 |
| Property and equipment, net | 2,043 | 2,085 | (42) | (2.0) |
| Total assets | 1,666,223 | 1,668,467 | (2,244) | (0.1) |
| Liabilities: | | | | |
| Payables for securities purchased | 9,526 | 17,537 | (8,011) | (45.7) |
| Accounts payable and other | 374 | 268 | 106 | 39.5 |
| Deferred Retirement Option Plan | 125,863 | 89,768 | 36,095 | 40.2 |
| Obligations under securities lending | 233,291 | 221,384 | 11,907 | 5.4 |
| Total liabilities | 369,054 | 328,957 | 40,097 | 12.2 |
| Net assets held in trust for pension | | | | |
| benefits | \$ 1,297,169 | \$ 1,339,510 | \$ (42,341) | (3,2)% |

Additions to Plan Net Assets

The reserves needed to finance retirement benefits are accumulated through the collection of contributions from members and the City and through earnings on investments. Contributions and net investment income for fiscal years 2012 and 2011 totaled \$273.3 and \$100.8 million, respectively.

For the fiscal year ended September 30, 2012 total additions to plan net assets increased \$172.5 million or 171.1% from those of the prior year, due primarily to an increase in net appreciation in fair value of investments.

Actual results were:

- City contributions increased from the previous year by \$0.3 million or 0.6%. This increase is
 primarily due to changes imposed by City management on the Trust which increased the City's
 actuarially computed minimum required contribution.
- Member contributions increased from the previous year by \$1.3 million or 17.6%. This increase is primarily due to a change in contribution rate for police officers from 7% to 10% during the fiscal year.
- Net investment income increased from the previous year by \$171.0 million or 367.4%.

Description of the Financial Statements - continued

Additions to Plan Net Assets - continued

For the fiscal year ended September 30, 2011 total additions to plan net assets decreased \$92.5 million or 47.3% from those of the prior year, due primarily to a decrease in net appreciation in fair value of investments.

Actual results were:

- City contributions decreased from the previous year by \$13.9 million or 22.8%. This decrease is primarily due to changes imposed by City management on the Trust which reduced the City's actuarial computed minimum required contribution.
- Member contributions decreased from the previous year by \$3.3 million or 31.6%. This decrease is primarily due to reductions in pay from changes imposed by City management.
- Net investment income decreased from the previous year by \$75.3 million or 61.8 %.

Additions in Plan Net Assets
Years Ended September 30,
Onlar Amounts in Thousands)

| | 2012 | 2011 | Increase (Decrease) | Total Percentage |
|-----------------------|------------|-----------|------------------------|---------------------|
| C'14 | 2012 | 2011 | Amount | Change |
| City contribution | \$ 47,418 | \$ 47,157 | S 261 | 0.6% |
| Member contributions | 8,391 | 7,138 | 1,253 | 17.6 |
| Net investment income | 217,517 | 46,535 | 170,982 | 367.4 |
| Total additions | \$ 273,326 | S 100,830 | \$ 172,496 | 171.1% |

Additions in Plan Net Assets Years Ended September 30, (Dollar Amounts in Thousands)

| | | <u>a iii Thousanasy</u> | Increase (Decrease) | Total Percentage |
|-----------------------|------------|-------------------------|------------------------|---------------------|
| | 2011 | 2010 | Amount | Change |
| City contribution | \$ 47,157 | \$ 61,052 | \$ (13,895) | (22.8)% |
| Member contributions | 7,138 | 10,436 | (3,298) | (31.6) |
| Net investment income | 46,535 | 121,813 | (75,278) | (61.8) |
| Total additions | \$ 100.830 | \$ 193,301 | \$ (92,471) | (47.8)% |

Description of the Financial Statements - continued

Deductions from Plan Net Assets

The primary expenses of the Trust include the payment of pension benefits to members and beneficiaries, refund of contributions to former members, distributions to retirees, and administrative expenses. Total deductions for fiscal years ended 2012 and 2011 were \$145.2 and \$143.2 million, an increase of 1.4% and 18.4%, over years 2011 and 2010 expenditures, respectively.

For the fiscal years ended September 30, 2012 and 2011, the payment of pension benefits to retirees increased by \$1.0 and \$21.9 million or 0.8% and 21.6%, respectively, from the previous year. The increase in pension benefit expenditures resulted from an increase in number of retirees and an increase in benefit payments to retirees.

For the fiscal years ended September 30, 2012 and 2011, administrative expense increased by \$0.1 and \$0.2 million or 5.4% and 7.2%, respectively, from the previous year.

Deductions from Plan Net Assets Years Ended September 30,

| | 2012 | 2011 | (Dec | rease :rease) iount | Total Percentage Change |
|---------------------------|------------|------------|------|---------------------------|-------------------------------|
| Pension benefits paid | \$ 124,321 | \$ 123,313 | S | 1,008 | 0.8% |
| Refund of contributions | 766 | 274 | | 492 | 180.0 |
| Distributions to retirees | 17,748 | 17,364 | | 384 | 2.2 |
| Administrative expenses | 2,339 | 2,220 | | 119 | ·5.4 |
| Total deductions | \$ 145.174 | S 143,171 | \$ | 2,003 | 1.4% |

Deductions from Plan Net Assets Years Ended September 30, (In Thousands)

| | 2011 | 2010 | Increase (Decrease) Amount | Total Percentage Change |
|---------------------------|------------|------------|----------------------------------|-------------------------------|
| Pension benefits paid | \$ 123,313 | \$ 101,372 | \$ 21,941 | 21.6% |
| Refund of contributions | 274 | 241 | 33 | 13.7 |
| Distributions to retirees | 17,364 | 17,237 | 127 | 0.7 |
| Administrative expenses | 2,220 | 2,070 | 150 | 7.2 |
| Total deductions | \$ 143,171 | \$ 120,920 | \$ 22,251 | 18.4% |

Capital Assets

As of September 30, 2012 and 2011, the Trust's investment in capital assets totaled \$2.0 and \$2.0 million, respectively (net of accumulated depreciation). This investment in capital assets includes land and building for administrative use. The appraised value is \$2,000,000 and \$2,000,000 at September 30, 2012 and 2011, respectively.

Retirement System as a Whole

The Trust's net assets have increased from those of fiscal years ended 2011 and 2010. Management believes, and actuarial studies concur, that the Trust is in a financial position to meet its current obligations.

Contacting the Trust's Financial Management

This financial report is designed to provide the Retirement Board, our membership, taxpayers, investors, and creditors with a general overview of the Trust's finances and to demonstrate the Trust's accountability for the money it receives. If you have any questions about this report or need additional financial information, contact the City of Miami Fire Fighters' and Police Officers' Retirement Trust Fund, 1895 SW 3 Avenue, Miami FL, 33129.

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

City of Miami Fire Fighters' and Police Officers'

Retirement Trust Statements of Plan Net Assets September 39, 2012 and 2011

| | | 2012 | 7 | | | 2011 | | |
|--|---|----------------|------------------|---|---------------------------|-----------------------------|---------------------------------|------------------|
| | Membership and Benefit | Cost-of-Living | Cost-of-Living | | Membership and Benefit | Cost-of-Living Adjustment 1 | Cost-of-Living Adjustment II | |
| | Account | Account | Account | Total | Account | Account | Account | Total |
| Assets: | | 740 107 | 3 718 777 11 3 | 881 377 63 | 112 609 13 | \$ 2.139.054 | \$ 14.784.656 \$ | 68.533,441 |
| Cash and cash equivalents | 055,625,65 | 1,/47,170 | 0.00,000,11 | 100000000000000000000000000000000000000 | | | | |
| Investments, of fair value: | | | | | | | | |
| Debt securities, domestic | 368,170,143 | 16,374,549 | 109,215,604 | 493,760,296 | 340,701,113 | 14,120,926 | 97,600,740 | 452,422,779 |
| Debt securities international | 23,575,368 | 1,048,526 | 6,993,501 | 31,617,395 | 18,259,196 | 756,782 | 5,230,717 | 24,246,695 |
| Fourity investments domestic | 335,071,112 | 14,902,454 | 99,396,963 | 449,370,529 | 312,473,988 | 12,951,005 | 89,514,508 | 414,939,501 |
| Fourty investments international | 166,254,186 | 7,394,237 | 49,318,370 | 222,966,793 | 143,501,570 | 5,947,663 | 41,108,935 | 190,558,168 |
| Dring south | 32,734,411 | 1,455,879 | 9,710,479 | 43,900,769 | 31,032,677 | 1,286,200 | 8,889,939 | 41,208,816 |
| Real estate | 93,287,248 | 4,148,997 | 27,673,138 | 125,169,383 | 78,007,760 | 3,233,162 | 22,346,904 | 103,587,826 |
| Material Grade - Deferred Retirement Ontion Plan | 168,278,569 | | • | 168,278,569 | 125,863,217 | • | • | 125,863,217 |
| Total investments | 1,187,371,037 | 45,324,642 | 302,308,055 | 1,535,003,734 | 1,049,839,521 | 38,295,738 | 264.691,743 | 1.352,827,002 |
| Security lending cosh collateral - invested | 206,407,607 | 9,180,080 | 61,229,657 | 276,817,344 | 175,681,613 | 7,281,417 | 50.327.559 | 233,290,589 |
| | | | | | | | | |
| Receivables: | | | | 13 305 501 | 3 756 RA | • | • | 3.756.806 |
| Proceeds from securities sold | 12,296,591 | • | • | 165,062,21 | 1,120,000 | • | • | 1 798 |
| Member contributions | • | • | • | £ 809 11¢ | 5 770 077 S | • | • | 5.770.922 |
| Accrued interest | 5,696,115 | • | | 3,070,113 | 707 007 0 | | | 965 065 0 |
| Total receivables | 18,194,706 | • | • | 18,194,706 | 075,675,6 | • | | 7,727,720 |
| Proceeds any one of any | 1.491.226 | 66,323 | 442,364 | 1,999,913 | 1,538,228 | 63,754 | 440,656 | 2,042,638 |
| Total assets | 1,452,793,932 | 56,320,241 | 375,646,912 | 1,884,761,085 | 1,288,198,619 | 47,779,963 | 330,244,614 | 1,666,223,196 |
| To have been a second of the s | | | | | | | | |
| Paralla Commission and Land | 715 005 | • | • | 13,735,005 | 9,526,212 | • | • | 9,526,212 |
| rayable for securities purchased | 000 SUY | • | • | 608.290 | 373,907 | • | • | 373,907 |
| Accounts payable and outer | 206.407,607 | 9.180.080 | 61,229,657 | 276,817,344 | 175,681,613 | 7,281,417 | 50,327,559 | 233,290,589 |
| Configurations under securities renaing Deferred Delinement Ontion Plan | 168.278.569 | - | • | 168,278,569 | 125,863,217 | * | ٠ | 125,863,217 |
| Tatal Habilities | 389,029,471 | 9,180,080 | 61,229,657 | 459,439,208 | 311,444,949 | 7,281,417 | 50,327,559 | 369,053,925 |
| Nes secole held in myst for mension hencitis (a schedule of | | | | | İ | | | |
| funding progress is presented on page 32) | \$ 1,063,764,461 | \$ 47,140,161 | S .314,417,255 S | \$ 1,425,321,877 | \$ 976,753,670 | \$ 40,498,546 | \$ 279,917,055 \$ | \$ 1,297,169,271 |
| The state of the s | | | | | | | | |

City of Miami Fire Fighters' and Police Officers'

Retirement Trust
Statements of Changes in Plan Net Assets
For the Years Ended September 39, 2012 and 2011

| Cost-of-Living Membership Cost-of-Living Cost-of-Living Membership or and Benefit Adjustment I Adjustment I< | | | 2012 | | | | 20 | 2011 | |
|--|---|-------------|------------|----------------|---------------|----------------|----------------|-------------------|---------------|
| and Benefit Adjustment I Adjustment II Total Account Total Account Account Total | | Membership | | Cost-of-Living | | Membership | Cost-of-Living | Cost-of-Living | |
| Account Account Account Total Total Account Account Account Account Account Account Account Account | | and Benefit | | Adjustment 11 | | and Benefit | Adjustment 1 | Adjustment 11 | |
| S | | Account | Account | Account | Total | Account | Account | Account | Total |
| Luc of investments 138,705,017 5,812,772 39,775,652 184,293,418 11,049,518 7,137,824 70,026,418 5,806,234,870 70,267,046,877 20,266,434 55,809,238 7,137,824 70,026,417 11,049,518 11,049,519,519,519 11,049,519 11,049,519 11,049,519 11,049,519 11,049,519 | Additions: | | | | | | | | |
| 138,705,017 5,812,772 5,504,541 5,509,238 7,137,824 7, | Contributions: | | | | | | • | | 1000 |
| Sand Sand Sand Sand Sand Sand Sand Sand | City | | • | 5,064,541 | | | • | \$ 4,869,751 \$ | 47,156,197 |
| ue of investments 133,705,017 5,812,772 39,775,652 184,234,41 11,049,518 19,694,677 20,645,175 8,432,22 5,830,210 26,596,637 19,694,677 20,646 82,230 2,402,714 11,068,811 8,965,207 19,694,677 20,646 82,230 2,402,714 11,068,811 8,965,207 19,694,677 20,214,336 48,064,950 222,590,537 211,137 20,1137 20,244 11,235,726 21,137 20,294 46,596,376 211,437 20,294 46,596,376 211,436 17,206 21,437 20,294 46,596,376 211,436 17,206 21,437 20,294 46,596,376 211,436 17,206 21,442,708 6,866,994 46,968,706 211,4316,31 85,677,023 21,432,708 6,866,994 46,968,706 211,4316,31 85,677,023 21,432,708 6,866,994 46,968,706 211,4316,31 85,677,023 21,432,708 6,866,994 46,968,706 211,4316,31 85,677,023 21,432,708 6,866,994 52,033,517 11,4316,31 125,736,31 125,736,31 125,736,31 127,736, | Members | 8,390,922 | • | | 8,390,922 | 7,137,824 | • | | 7,137,824 |
| Trong investments 138,705,017 5,812,772 39,775,652 184,293,441 11,049,518 11,049,519 11,049,518 11, | Total contributions | 50,744,697 | • | 5,064,541 | 55,809,238 | 49,424,870 | | 4.869.751 | 54,294,621 |
| The probability of the control of th | | | | | | | | | |
| 20,266,175 884,252 5,830,210 26,96,537 19,694,677 1,95,94,677 1,95,94,677 1,95,94,677 1,95,468 35,289 2,40,2714 11,085,811 8,955,200 196,468 7,7027,836 48,064,950 222,590,954 39,930,532 1,01,372 1,024,216,490 181,346 1,235,726 5,718,976 4,090,058 161,459 6,829 46,548 214,836 117,297,44 1123,313,080 1124,214,49 1123,313,197 11,239,214 1127,314,49 1127,313,197 11,292,219 11,292 11,402 11,292,210 117,233,317 114,178,14 1123,313,080 1127,414,917 125,396,17 1125,396,17 1127,314,49 1127,313,198 11,292,198 11,402 1124,314,41 1123,313,198 1127,414,917 125,396,17 1125,396,17 1127,314,49 1123,313,18 1127,314,49 1123,313,18 1127,314,49 1123,313,18 1127,314,49 1123,313,18 1127,314,49 1123,313,18 1127,314,49 1123,313,18 1127,314,49 1123,313,18 1127,314,49 1123,313,18 1127,314,49 1123,313,18 1127,314,49 1123,313,18 1127,314,49 1123,313,18 1127,314,49 1123,313,18 1127,314,49 1123,313,18 1127,314,49 1123,314,49 1123,313,18 1127,314,49 1123,314,49 1123,313,18 1127,314,49 1123,314,49 1123,313,18 1127,314,49 1123,313,18 1127,314,49 1123,314,49 1123,313,18 1127,314,49 1123,313,18 1127,314,49 1123,314,49 1123,313,18 1127,314,49 1123,314,49 1123,313,18 1127,314,49 1123,313,18 1127,314,49 1123,313,18 1127,314,49 1123,313,18 1127,314,49 1123,313,18 1127,314,49 1123,313,18 1127,314,49 1123,313,18 1127,314,49 1123,313,18 1127,314,49 1123,313,18 1127,313,18 1 | INVESTMENT INCOME: Net exercitation in fair value of investments | 138.705.017 | 5.812.772 | 39,775,652 | 184,293,441 | 11,049,518 | 191,060 | 2,047,028 | 13,287,606 |
| 1,085,811 8,965,200 196,468 8,223 5,402,714 11,085,811 8,965,200 196,468 8,223 5,402,714 11,085,811 8,965,200 196,498,168 7,027,836 48,064,950 22,2590,954 39,930,532 | Interest | 20.266.175 | 854.252 | 5,830,210 | 26,950,637 | 19,694,677 | 778,811 | 5,502,298 | 25,975,786 |
| 196,468 8,223 56,374 261,065 221,137 196,468 7,027,836 48,064,950 212,590,954 39,390,532 196,468 7,027,836 46,829,224 216,871,978 35,839,824 40,900,708 21,201,204 181,346 1,235,726 5,718,976 4,090,708 21,418,36 137,296 137,296 21,418,318 21,418,318 21,418,318 21,418,318 21,418,318 21,418,318 21,418,318 21,418,318 21,418,318 21,418,318 21,418,318 21,418,318 21,418,318 21,418,318 21,418,318 21,418,318 21,418,318 21,418,318 | Dividend | 8,330,508 | 352,589 | 2,402,714 | 11,085,811 | 8,965,200 | 355,657 | 2,510,255 | 11,831,112 |
| 167,498,168 | Other | 196,468 | 8,223 | 56,374 | 261,065 | 221,137 | 8,786 | 61,880 | 291,803 |
| 13,196,264 181,346 1,235,726 5,718,976 15,319,824 15,319,626 163,196,264 6,846,490 46,829,224 216,871,978 13,839,824 13,7296 13,625 13,7296 13,625 13,7296 13,625 13,7296 13,625 13,7296 13,625 13,7296 13,625 13,7296 13,625 13,7296 13,625 13,7296 13,625 13,7296 13,625 13,7296 13,625 13,7296 124,221,444 123,313,080 124,221,444 124,221,444 124,221,444 123,313,080 124,221,444 123,313,080 124,225 11,721,444 123,313,080 124,225 11,721,444 123,313,080 124,225 11,721,444 123,313,080 124,225 11,721,444 123,313,080 124,225 11,721,444 123,313,080 124,225 11,721,444 123,313,080 124,225 11,721,444 123,313,080 124,225 11,721,444 123,313,080 124,225 11,721,444 123,313,080 124,225 11,721,444 123,313,080 124,225 11,721,444 123,313,080 124,225 11,721,444 123,313,080 124,225 11,721,444 123,313,080 124,225 124 | | 167,498,168 | 7,027,836 | 48,064,950 | 222,590,954 | 39,930,532 | 1,334,314 | 10,121,461 | 51,386,307 |
| from investing activities 163,196,264 6,846,490 46,829,224 216,871,978 35,839,824 from investing activities 646,206 27,333 186,300 859,839 549,625 y lending activities 161,459 6,829 46,548 214,836 137,296 y lending activities 484,747 20,504 139,752 645,003 137,296 163,681,011 6,866,994 46,968,976 217,516,981 36,252,153 214,425,708 6,866,994 52,033,517 273,336,219 85,677,023 154,21,444 124,321,444 123,313,080 17,65,941 273,539 164,22,708 6,866,994 52,033,517 273,36,219 85,677,023 163,22,133 1,402 9,392 42,744 123,313,080 127,414,917 225,579 17,533,317 145,173,614 2177,814 127,414,917 225,379 17,533,313 125,796,671 127,766,671 127,414,917 225,379 17,533,313 1,297,169,271 1,016,873,318 | Less investment expense | 4,301,904 | 181,346 | 1,235,726 | 5,718,976 | 4,090,708 | 161,720 | 1,142,753 | 5,395,181 |
| hostes 646,206 27,333 186,300 8859,839 549,625 y lending activities 484,747 20,504 139,752 645,003 1412,329 y lending activities 484,747 20,504 139,752 645,003 1412,329 214,425,708 6,866,994 52,033,517 273,326,219 85,677,023 765,520 421 7,523,925 17,747,481 273,539 2,296,021 2,296,021 2,295,020 128,152,606 (40,119,648) 87,010,791 6,641,615 34,500,200 128,152,606 (40,119,648) | Net investment income from investing activities | 163,196,264 | 6,846,490 | 46,829,224 | 216,871,978 | 35.839.824 | 1,172,594 | 8.978.708 | 45,991,126 |
| hates 646,206 27,333 186,300 859,839 549,625 137,296 1 | Security lending activities: | | | | | | | | |
| y lending activities 161,459 6,829 46,548 214,836 137,296 y lending activities 484,747 20,504 139,752 645,003 214,425,708 6,866,994 52,033,517 273,236,219 214,425,708 6,866,994 52,033,517 273,236,219 124,321,444 - | Security lending income | 646,206 | 27,333 | 186,300 | 859,839 | 549,625 | 21,792 | 153,814 | 725,231 |
| y lending activities 484,747 20,504 139,752 645,003 412,329 412,329 163,681,011 6,866,994 46,968,976 217,516,981 36,252,153 36,252,153 214,425,708 6,866,994 52,033,517 273,326,219 85,677,023 765,520 421 765,941 277,514,481 213,313,080 17,774,481 31,932 1,402 9,392 42,726 2,296,021 225,379 17,533,317 145,173,613 125,796,671 127,414,917 225,379 17,533,317 145,173,613 125,796,671 127,814 127,814,917 225,379 17,533,317 145,173,613 125,796,671 120,648) | Security lending fees and rebates | 161,459 | 6,829 | 46,548 | 214,836 | 137,296 | 5,444 | 38,423 | 181,163 |
| y lending activities 484,747 20,504 139,752 645,003 412,329 163,681,011 6,866,994 46,968,976 217,516,981 36,252,153 214,425,708 6,866,994 52,033,517 273,326,219 85,677,023 124,321,444 124,321,444 123,313,080 765,520 421 - 765,941 273,559 1765,520 421 - 765,941 273,559 2,296,021 - 2,296,021 127,414,917 225,379 17,533,317 145,173,613 175,796,671 87,010,791 6,641,615 34,500,200 128,152,606 (40,119,648) | Unrealized gain | • | • | | 1 | • | • | | • |
| 163,681,011 6,866,994 46,968,76 217,516,981 36,252,153 214,425,708 6,866,994 52,033,517 273,326,219 85,677,023 124,321,444 124,321,444 176,520 124,321,444 124,321,444 176,530 131,932 1,402 9,392 42,726 2,296,021 2,296,021 - 2,296,021 2,25,379 17,533,317 145,173,613 87,010,791 6,641,615 34,500,200 128,152,606 (40,119,648) | Net income from security lending activities | 484,747 | 20,504 | 139,752 | 645,003 | 412,329 | 16,348 | 115,391 | 544,068 |
| 124,22,708 6,866,994 52,033,517 273,326,219 85,677,023 124,321,444 124,321,444 123,313,080 765,520 421 - 765,941 273,559 1,402 9,392 42,726 2,296,021 - 2,296,021 1,27,414,917 2,225,379 17,533,317 145,173,613 87,010,791 6,641,615 34,500,200 128,152,606 (40,119,648) 1,016,873,318 1,016,873,318 | Total net, investment income | 110,189,531 | 6,866,994 | 46,968,976 | 217,516,981 | 36,252,153 | 1,188,942 | 9,094,099 | 46,535,194 |
| 124,321,444 124,321,444 123,313,080 765,520 | Total additions | 214,425,708 | 6,866,994 | 52,033,517 | 273,326,219 | 85,677,023 | 1,188,942 | 13,963,850 | 100,829,815 |
| 124,321,444 | Deductions: | | | | | | | | 4 |
| 765,520 421 - 765,941 273,559 - 765,941 273,559 - 223,556 17,523,925 17,747,481 - 31,932 1,402 9,392 42,726 32,218 2,296,021 - 2,296,021 2,177,814 - 127,414,917 225,379 17,533,317 145,173,613 125,796,671 87,010,791 6,641,615 34,500,200 128,152,606 (40,119,648) 976,753,670 40,498,546 279,917,055 1,297,169,271 1,016,873,318 | Pension benefits paid | 124,321,444 | • | • | 124,321,444 | 123,313,080 | • | • | 123,313,080 |
| 31,932 1,402 9,392 42,726 32,218 2,296,021 2,296,021 2,255,021 2,255,021 2,255,021 2,296,021 2,255,021 2,255,021 2,255,021 2,255,021 2,255,021 2,255,021 2,255,021 2,255,021 2,255,021 2,255,021 2,255,021 2,255,021 2,255,021 2,255,021 2,255,021 2,002,021 2,0 | Refund of contributions | 765,520 | 421 | 1 | 765,941 | 273,559 | • | • | 273,559 |
| 31,932 1,402 9,392 42,726 32,218 2,296,021 - 2,296,021 2,177,814 127,414,917 225,379 17,533,317 145,173,613 125,796,671 87,010,791 6,641,615 34,500,200 128,152,606 (40,119,648) 976,753,670 40,498,546 279,917,055 1,297,169,271 1,016,873,318 | Distributions to retirees | • | 223,556 | 17,523,925 | 17,747,481 | • (| 248,193 | 17,115,648 | 17,363,841 |
| 2,296,021 127,414,917 225,379 17,533,317 145,173,613 125,796,671 125,796,671 125,796,671 125,796,671 125,796,671 125,796,671 125,796,71 125,796,71 125,796,71 125,796,71 125,796,671 125,796,71 125,796,71 125,796,71 125,796,71 125,796,71 126,119,648) | Depreciation expense | 31,932 | 1,402 | 9,392 | 42,726 | 32,218 | 1,323 | 9,184 | 42,725 |
| 127,414,917 225,379 17,533,317 145,173,613 125,796,671 87,010,791 6,641,615 34,500,200 128,152,606 (40,119,648) 976,753,670 40,498,546 279,917,055 1,297,169,271 1,016,873,318 | Administrative expenses | 2,296,021 | | • | 7,296,021 | 2,177,814 | • | | 7,117,814 |
| 87,010,791 6,641,615 34,500,200 128,152,606 (40,119,648) 976,753,670 40,498,546 279,917,055 1,297,169,271 1,016,873,318 | Total deductions | 127,414,917 | 225,379 | 17,533,317 | 145,173,613 | 125,796,671 | 249,516 | 17,124,832 | 143,171,019 |
| 976,753,670 40,498,546 279,917,055 1,297,169,271 1,016,873,318 | . Net (decrease) increase | 87,010,791 | 6,641,615 | 34,500,200 | 128,152,606 | (40,119,648) | 939,426 | (3,160,982) | (42,341,204) |
| | Net assets held in trust for pension benefits: Beginning of year | 976,753,670 | 40,498,546 | 279,917,055 | 1,297,169,271 | 1,016,873,318 | 39,559,120 | 283,078,037 | |
| S 1,063,764,461 S 47,140,161 S 314,417,255 S 1,425,321,877 S 976,753,670 S | End of year | | 47,140,161 | 314,417,255 | 1,425,321,877 | \$ 976,753,670 | \$ 40,498,546 | \$ 279,917,055 \$ | 1,297,169,271 |

The eccompanying notes are an integral part of these financial statements.

City of Miami Fire Fighter's and Police Officers'

Retirement Trust

Notes to Financial Statements September 30, 2012 and 2011

Note 1 - Description of the Plan

Organization

The City of Miami Fire Fighters' and Police Officers' Retirement Trust (the Trust) is a single employer defined benefit pension plan established by the City of Miami, Florida (the City) pursuant to the provisions and requirements of Ordinance No. 10002 as amended. Since the Trust is sponsored by the City, the Trust is included as a pension trust fund in the City's comprehensive financial report as part of the City's financial reporting entity.

The following brief description of the Trust is provided for general information purposes only. Participants should refer to the Trust document for more detailed and comprehensive information.

Membership

Participants are contributing police officers and firefighters with full-time status in the Police and Fire Department of the City of Miami, Florida.

Membership in the Trust consisted of the following as of October 1:

| | 2012 | 2011 |
|--|-------|-------|
| Retirees and beneficiaries currently receiving | | Va. |
| benefits and terminated members entitled to | | |
| benefits but not yet receiving them | 2,285 | 2,285 |
| Current members: | | |
| Vested | 521 | 518 |
| Nonvested | 715 | 678 |
| | 1,236 | 1.196 |

Member Contributions

Members contribute a percentage of their base salaries on a bi-weekly basis. Police Officers' member contribution is 10% and Firefighters' member contribution is 10% (9% prior to October 1, 2009), of compensation or equal to the City's contribution, whichever is less. Prior to the agreement dated January 9, 1994, members contributed 10.5%, of which 2% was designated as a contribution to the Cost-of-Living Adjustment I Account (COLA I account). Effective January 9, 1994, the Trust entered into an agreement with the City whereby this percentage was decreased to 10% and a new Cost-of-Living Adjustment II Account (COLA II account) was created and funded by an actuarially determined percentage of the excess investment return (from other than COLA I account assets).

Notes to Financial Statements September 30, 2012 and 2011

Note 1 - Description of the Plan - continued

Member Contributions- continued

Should the member contribution be less than 7% for Police Officers and 10% (9% prior to October 1, 2010) for Firefighters, due to the City contribution, the difference between the percentage contributed and the actual contribution shall be deducted from the member's paycheck and placed into an individual contribution account (ICA), as part of the retirement system. Interest on ICA's shall be determined in the same manner as the COLA transfer methodology. Interest shall be credited periodically to the ICA's as determined by the retirement system board's actuary. Member contributions and earnings in ICA's shall be deemed 100% vested upon deposit. Upon the member's separation, ICA balances shall be disbursed as provided under the IRS Code. As of September 30, 2012 and 2011 it was not necessary to create an ICA.

During the years ended September 30, 2012 and 2011, approximately \$299,900 and \$69,205 respectively, is included as member contributions for the purchase of additional service years by members as provided for by the Trust.

Funding Requirements

The City is to contribute such amounts as are necessary to maintain the actuarial soundness of the Trust and to provide the Trust with assets sufficient to meet the benefits to be paid to the participants. Contributions to the Trust are authorized, pursuant to City of Miami Code Section 40.196 (a) and (b). Contributions to the COLA accounts are authorized pursuant to Section 40.204 of the City of Miami Code. The City's contributions to the Trust provide for non-investment expenses and normal costs of the Trust. The yield (interest, dividends, and net realized gains and losses) on investments of the Trust serves to reduce/increase future contributions that would otherwise be required to provide for the defined level of benefits under the Trust.

Pension Benefits

Members may elect to retire after 10 or more years of creditable service upon attainment of normal retirement age. Normal retirement pursuant to Section 40-203 of the City of Miami code shall be determined as follows:

Plan A

"For members employed on September 30, 2010, who as of that date have attained age 50 with ten or more years of creditable service or eligibility for rule of 64 retirement for police officer members, or eligibility for rule of 68 retirement for firefighter members, the normal retirement age shall be 50 years of age with ten or more years of creditable service, or rule of 64 retirement for police officer members, or rule of 68 for firefighter members."

Notes to Financial Statements September 30, 2012 and 2011

Note 1 - Description of the Plan - continued

Pension Benefits - continued

Plan B

"For members employed on September 30, 2010, who as of that date have not attained age 50 with ten or more years of creditable service, or rule of 64 retirement for police officer members, or rule of 68 retirement for firefighter members, and member hired on or after October 1, 2010 shall be rule of 70 retirement with a minimum age of 50 and ten or more years of creditable service."

A member entitled to a normal retirement benefit shall receive a retirement allowance equal to 3% of the member's average final compensation (as defined in the city code section 40-191), multiplied by years of creditable service for the first 15 years of such creditable service, plus a retirement allowance equal to 3% (3½% for members who retired prior to October 1, 2010) of member's average final compensation multiplied by the years of creditable service in excess of 15 years, paid in monthly installments.

The maximum benefit for members who retire after September 30, 2010 is 100% of average final compensation or \$100,000 per year, whichever is less, as of retirement or DROP entry date.

Rule of 64, 68 and 70 shall mean a computation consisting of the sum of a member's age and length of creditable service, which sum shall permit normal service retirement upon the member's combined age and creditable service equaling at least 64, 68 and 70, respectively.

Early retirement, disability, death and other benefits are also provided.

Investments

The Trust's investment policy is determined by the Board of Trustees and is implemented by investment managers. In addition, the Trust utilizes an investment advisor who monitors the investing activities. The investment policy of the Trust stipulates that the trustees shall, in acquiring, investing, reinvesting, exchanging, retaining, selling and maintaining property for the benefit of the Trust, exercise the judgment and care under the circumstances then prevailing, which persons of prudence, discretion and intelligence exercise in the management of their own affairs, not in regard to speculation but in regard to the permanent disposition of their funds, considering the probable income as well as the probable safety of their capital. The trustees are authorized to acquire and retain various kinds of property, real, personal or mixed, and various types of investments specifically including, but not by way of limitation, bonds, debentures and other corporate obligations, and stocks, preferred or common, which persons of prudence, discretion and intelligence acquire or retain for their own account. The investment of funds shall be in a manner that is consistent with the applicable sections of the City Code as well as State and Federal laws within the allocation percentages established in the Trust's investment policy guidelines.

The investments are considered held by the Membership and Benefit Account and a share of the value of this account is allocated to each account based on a weighted average calculation performed each month to reflect each account's membership and benefit, COLA I and COLA II activity.

City of Miami Fire Fighter's and Police Officers' Retirement Trust Notes to Financial Statements September 30, 2012 and 2011

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting

The Trust's financial statements are prepared using the accrual basis of accounting. Member contributions are recognized as revenues in the period in which contributions are due. City contributions are recognized as revenues when due pursuant to actuarial valuations. Benefits and refunds are recognized when due and payable in accordance with the terms of the plan. Investment purchases and sales are recorded on a trade-date basis. Interest and other income are recorded as earned and dividend income is recorded as of the ex-dividend date.

Cash equivalents

The Trust considers all highly liquid investments with short maturities, typically less than three months but no more than one year when purchased, to be cash equivalents.

Investments

Investments are recorded at fair value in the Statement of Plan Net Assets. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The diversity of the investment types in which the Trust has entered into requires a range of techniques to determine fair value. The overall valuation processes and information sources by major investment classification are as follows:

- Debt securities: Debt securities consist primarily of negotiable obligations of the U.S. government and U.S. government-sponsored agencies, corporations, securitized offerings backed by residential and commercial mortgages, TIPS and foreign debt securities. These securities can typically be valued using the close or last traded price on a specific date (quoted prices in active markets). When quoted prices are not available, fair value is determined based on valuation models that use inputs that include market observable inputs. These inputs included recent trades, yields, price quotes, cash flows, maturity, credit ratings, and other assumptions based upon the specifics of the investment's type.
- Equity securities: These include domestic and international equities. Domestic securities traded on a national securities exchange are valued at the last reported sales price on the last business day of the fiscal year. Securities traded in the over-the counter market and listed securities for which no sale was reported on that date are valued at the last reported bid price. International equities are valued based upon quoted foreign market prices and translated into U.S. dollars at the exchange rate in effect at September 30, 2012 and 2011. Securities which are not traded on a national security exchange are valued by the respective fund manager or other third parties based on yields currently available on comparable securities of issuers with similar credit ratings.

City of Miami Fire Fighter's and Police Officers'

Retirement Trust

Notes to Financial Statements September 30, 2012 and 2011

Note 2 - Summary of Significant Accounting Policies - continued

• Alternative investments: These investments include private equity, private debt, venture capital and equity real estate investments where no readily ascertainable market value exists. To value these investments, management, in consultation with the general partner and investment advisors, determines the fair values for the individual investments based upon the partnership's or limited liability company's most recent available financial information adjusted for cash flow activities through September 30, 2012 and 2011. The estimated fair value of these investments may differ from values that would have been used had a ready market existed.

Unrealized gains and losses are presented as net appreciation in fair value of investments on the statement of changes in plan net assets along with gains and losses realized on sales of investments. Purchases and sales of securities are reflected on a trade-date basis. Interest income is recognized as earned and dividend income is recorded as of the ex-dividend date. Realized gains and losses on the sale of investments are based on average cost identification method.

Given the inherent nature of investments it is reasonably possible that changes in the value of those investments will occur in the near term and that such changes could materially affect the amounts reported in the statements of plan net assets.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Property and Equipment

Property and equipment are stated at cost and depreciated using the straight-line method over the estimated lives of the assets.

Income Tax Status

The Trust is tax-exempt under the Internal Revenue Code and, therefore, has recorded no income tax liability or expense.

Risk and Uncertainties

Contributions to the Trust and the actuarial information included in the required supplementary information (RSI) are reported based on certain assumptions pertaining to the interest rates, inflation rates and member compensation and demographics. Due to the changing nature of these assumptions, it is at least reasonably possible that changes in these assumptions may occur in the near term and, due to the uncertainties inherent in settling assumptions, that the effect of such changes could be material to the financial statements.

City of Miami Fire Fighter's and Police Officers'

Retirement Trust

Notes to Financial Statements September 30, 2012 and 2011

Note 2 - Summary of Significant Accounting Policies - continued

Subsequent Events

Management has evaluated subsequent events through January 11, 2013, the date which the financial statements were available for issue.

Note 3 - Funded Status and Funding Progress

The funded status of the Trust as of October 1, 2011, the most recent actuarial valuation date, is as follows, (dollar amounts in millions):

| | | Actuarial | | | | UAAL as |
|-----------|-----------|-----------|------------|--------|---------|----------------|
| | Actuarial | Accrued | | | | % of |
| Valuation | Value of | Liability | Unfunded | Funded | Covered | Covered |
| Date | Assets | (AAL) | AAL (UAAL) | Ratio | Payroll | Payroll_ |
| 10/01/11 | \$1,150.3 | \$1,590.5 | \$440.2 | 72% | \$82,2 | 536% |

The schedule of funding progress, presented as required supplementary information (RSI) following the notes to the financial statements, presents multiyear trend information about whether the actuarial value of plan assets is increasing or decreasing over time relative to the AAL for benefits.

The Trust is funded in accordance with the Aggregate Cost Method. In accordance with GASB 50, the AAL above has been calculated in accordance with the Entry Age Normal Cost Method, for purposes of calculating and disclosing the funded ratio. The information presented here is intended to serve as a surrogate for the funded status of the plan.

Reclassifications

Certain amounts in the prior year financial statements have been reclassified for comparative purposes to conform to the presentation in the current year financial statements.

Notes to Financial Statements September 30, 2012 and 2011

Note 3 - Funded Status and Funding Progress - continued

Additional information as of the latest actuarial valuation follows:

Valuation Date:

October 1, 2011

Actuarial Cost Method:

Aggregate Cost Method. Percentage of actual payroll, if greater than calculated dollar City contributions, if greater than dollar amount

calculated under the provision of Gates.

Amortization Method:

N/A

Asset Valuation Method:

20% Write-Up Method: Expected value is based on the Interest Discount/Investment Return rate applied to the actuarial asset value as of the previous valuation date and cash flow during the year. 20% of the difference between the Expected Value and the Market Value (net of pending transfers to the COLA Fund) is added to the Expected Value. The result cannot be greater than 120% of market value or less than 80%

of market value (net of pending COLA transfers).

Actuarial assumptions:

Investment rate of return

7.5%, compounded annually

Salary increases:

Inflation

3.25%, compounded annually, attributable to inflation

Seniority/merit

5.0% to 0% reducing by attained age

Promotion/other

1.5%

Mortality table

RP 2000 mortality table projected to 2020

Disabled mortality

RP 2000 disabled mortality table projected to 2020

Note 4 - Deposit and Investment Risk Disclosures

Cash and cash equivalents

Deposits are carried at cost and are included in cash and cash equivalents in the statement of net assets available for plan benefits. Cash and cash equivalents include demand accounts and short-term investment funds (STIF). The cash is invested through daily sweeps of excess cash by the Trust's custodial bank into the custodial short-term (money market) commingled fund or invested in certificates of deposit, commercial paper, U.S. Treasury bills and repurchase agreements. Cash and cash equivalents at September 30 consists of the following:

| | 2012 | 2011 |
|------------------------------|---------------|---------------|
| Deposits - managed overdraft | \$ (177,680) | \$ (30,075) |
| Invested cash and currency | 23,427,131 | 21,600,027 |
| Short-term investment | 29,495,937 | 46,963,489 |
| Total | \$ 52,745,388 | \$ 68,533,441 |

City of Miami Fire Fighter's and Police Officers'

Retirement Trust

Notes to Financial Statements September 30, 2012 and 2011

Note 4 - Deposit and Investment Risk Disclosures - continued

Investment Authorization

The Board of Trustees holds the fiduciary responsibility for the Trust, and has adopted a policy to invest in several institutionally acceptable asset classes. Thus, the Trustees have set a reasonably diversified asset allocation in accordance to state statutes (including minimum and maximum allocations), which is expected to appropriately fund the Trust's liabilities and meet its basic investment objectives. The basis for such a target asset allocation is a study of the Trust's pension liabilities and reasonable, alternative investment portfolios.

These asset classes are domestic equity (large, mid and small capitalization), international equity (developed and emerging markets), domestic real estate (institutional quality properties either individually or in open-ended commingled funds, or in REIT securities portfolios), private equity funds, domestic fixed income, and short-term investments. Other asset classes may be added by the Trustees to its investment policy.

Investment in domestic equity securities shall be limited to those listed on a major U.S. stock exchange and limited to no more than 34% (at market) of the Trust's total asset value. Investments in stocks of foreign companies shall be limited to 23% of the value of the Trust's portfolio.

Investments in domestic fixed income securities shall be limited to 55% (at maturity) of the Trusts' total portfolio. The domestic fixed income portfolio shall be comprised of securities rated "BBB" or higher by nationally recognized rating agencies, preferably by Moodys' or Standard & Poors rating services. Investment in TIPS has also been authorized by the Trust. The goal of the TIPS allocation is to protect against inflation. Proper diversification of TIPS portfolios is required, such that reasonable risk/reward expectations are maintained. Performance attribution is required, as is the case of domestic fixed income managers.

The Trust invests in various funds and investment vehicles which employ specific strategies and coinvestments often outside the traditional asset classes. The most common investment categories for these funds include domestic and international real estate and private equity funds. The structure of these investments is generally a limited partnership or limited liability company and tend to be long term and illiquid in nature. Real estate investments and private equity funds shall be limited to 10% and 8%, respectively, of the value of the portfolio.

No single security can represent more than 5% of the market value of a portfolio at the time of purchase, and no single industry (based on Global Industry Classification System codes) can represent more than 15% of the market value of the account. These single security and single industry restrictions do not apply to U.S. Government and Agency bond holdings.

City of Miami Fire Fighter's and Police Officers'

Retirement Trust

Notes to Financial Statements September 30, 2012 and 2011

Note 4 - Deposit and Investment Risk Disclosures - continued

Types of Investments

Florida statutes and Trust investment policy authorize the Trustees to invest funds in various investments. The current target and actual allocation of these investments at market, per the performance analysis report, is as follows as of September 30:

| | 20 | 2 | 011 | | |
|------------------------|-----------------------|-----------------------|-----------------------|---------------------|--|
| Authorized Investments | Target % of Portfolio | Actual % of Portfolio | Target % of Portfolio | Actual of Portfolio | |
| Cash | 0.0% | 0.0% | 0.0% | 0.2% | |
| Domestic equities | 28.0 | 32.5 | 28.0 | 32.7 | |
| Domestic fixed income | 41.0 | 38.4 | 41.0 | . 39.7 | |
| International equities | 18.0 | 17.3 | 18.0 | 16.5 | |
| Real estate | 8.0 | 8.9 | 8.0 | 8.2 | |
| Private equity | 5.0 | 2.9 | 5.0 | 2.7 | |

Investments

The table below shows the Trust's investments by type as of September 30:

| | | 2012 | 2011 |
|----------------------------------|----|---------------|----------------------|
| Debt securities, domestic: | | | |
| U.S. treasuries | \$ | 67,283,289 | \$ 46,527,352 |
| U.S. agencies | | 105,875,001 | 90,064,269 |
| TIPS | | 71,534,033 | 67,440,484 |
| Corporate bonds | | 215,817,111 | 203,919,068 |
| Asset backed securities | | 13,847,934 | 18,945,733 |
| Mortgage backed securities | | 18,866,371 | 24,439,842 |
| Guaranteed fixed income | | 536,557 | 1,086,031 |
| | | 493,760,296 | 452,422,779 |
| Debt securities, international: | | | |
| International government bonds | | 5,651,807 | 2,147,273 |
| Corporate bonds | | 25,965,588 | 22,099,422 |
| | | 31,617,395 | 24,246,695 |
| Equity securities, domestic | | 449,370,529 | 414,939,501 |
| Equity securities, international | | 222,966,793 | 190,558,168 |
| Private equity | | 43,900,769 | 41,208,816 |
| Real estate equity | | 125,109,383 | 103,587,826 |
| Mutual funds - DROP | | 168,278,569 | 125,863,217 |
| Total | S | 1,535,003,734 | \$1,352,827,002 |

Notes to Financial Statements September 30, 2012 and 2011

Note 4 - Deposit and Investment Risk Disclosures - continued

Interest Rate Risk

Interest rate risk is the risk that changes in market interest rates will adversely affect the fair value of an investment. Generally, the longer the maturity of an investment the greater the sensitivity of its fair value to changes in market interest rates. As a means of limiting its exposure to interest rate risk, the Trust diversifies its investments by security type and institution, and limits holdings in any one type of investment with any one issuer with various durations of maturities.

Information about the sensitivity of the fair values of the Trust's investments to market interest rate fluctuations is provided by the following tables that show the distribution of the Trust's investments by maturity at September 30:

| | 2012 | | |
|------------|-------------------|-----|--------|
| Investment | Maturities | (in | vears) |

| Investment Maturities (in years) | | | | | | | | | | |
|----------------------------------|----------|-------------|-----|--------------|-----|-------------|-----|-------------|------------|-------------|
| Investment Type | | Fair Value | T | Less than 1 | | 1 to 5 | | 6 to 10 | <i>A</i> - | ih 10 |
| | S | | | | _ | | - | | | re than 10 |
| | 3 | , | 3 | | 3 | 55,518,116 | | | 3 | 20,873,156 |
| U.S. agencies | | 105,875,001 | | 1,061,402 | | 2,655,008 | | 2,934,425 | | 99,224,166 |
| Domestic Fixed Income | | 249,067,973 | | 5,032,892 | | 84,572,118 | | 114,788,417 | | 44,674,546 |
| International Fixed Income | e | 31,617,395 | | 1,570,479 | | 12,398,088 | | 13,116,685 | | 4,532,143 |
| | S | 525.377.691 | S | 24.427.793 | S | 155,143,330 | S | 176,502,557 | S: | 169.304.011 |
| % of fixed income | | | | | | | | | | |
| portfolio | | 100.0% | | 4.7% | | 29.5% | | 33.6% | | 32.2% |
| | Ī | | | | | | | | | |
| | | | | 2011 | | | | | | |
| | | Investm | ent | Maturities (| in | years) | | | | |
| | | | | _ | | | | | | |
| Investment Type | | Fair Value | L | ess than 1 | | 1 to 5 | | 6 to 10 | M | ore than 10 |
| U.S. treasuries | \$ | 113,967,836 | \$ | 5,927,328 | \$ | 43,436,369 | \$ | 50,318,714 | \$ | 14,285,425 |
| U.S. agencies | | 90,064,269 | | 524,836 | | 1,811,253 | | 3,082,333 | | 84,645,847 |
| Domestic Fixed Income | | 248,390,774 | | 3,918,523 | | 73,474,650 | | 117,137,118 | | 53,860,483 |
| International Fixed Income | | 24,246,595 | | 1,890,033 | | 8,336,415 | | 9,614,784 | | 4,405,363 |
| | | | | -1 | | | | | | |
| | \$ | 476,669,474 | \$_ | 12,260,720 | \$_ | 127,058,687 | _\$ | 180,152,949 | \$ | 157,197,118 |
| % of fixed income | | | | | | | | | | |
| Portfolio | | 100.0% | | 2.5% | | 26.7% | | 37.8% | | 33.0%_ |
| | | | | | | | | | | |

Credit Risk

Credit risk is the risk that a security or a portfolio will lose some or all of its value due to a real or perceived change in the ability of the issuer to repay its debt. This risk is generally measured by the assignment of a rating by a nationally recognized statistical rating organization. The Trust's investment policy utilizes portfolio diversification in order to control this risk.

City of Miami Fire Fighter's and Police Officers'

Retirement Trust

Notes to Financial Statements September 30, 2012 and 2011

Total credit risk debt securities

Total fixed income securities

Note 4 - Deposit and Investment Risk Disclosures - continued

Credit Risk - continued

The following tables disclose credit ratings by investment type, at September 30, as applicable:

| | 2012 | |
|-----------------------------------|----------------|--------------|
| | | Percentage |
| | Fair Value | of Portfolio |
| U.S. government guaranteed* | \$ 244,692,323 | 46.57% |
| Credit risk debt securities: | | |
| AAA | 9,659,787 | 1.84 |
| AA+ | 13,359,080 | 2.54 |
| AA | 6,018,794 | 1.15 |
| AA- | 7,144,105 | 1.36 |
| A + | 16,230,876 | 3.09 |
| A | 20,892,150 | 3.98 |
| A- | 35,563,605 | 6.77 |
| BBB+ | 23,059,329 | . 4.39 |
| BBB | 36,684,491 | 6.98 |
| BBB- | 11,509,255 | 2.19 |
| BB+ and lower | 83,790,353 | 15.95 |
| Not rated | 16,773,543 | 3.19 |
| Total credit risk debt securities | 280,685,368 | 53.43 |
| Total fixed income securities | \$ 525,377,691 | 100.00% |
| | 2011 | |
| | 2011 | Percentage |
| | Fair Value | of Portfolio |
| U.S. government guaranteed* | \$ 204,032,105 | 42.80% |
| Credit risk debt securities: | | 12.0070 |
| AAA | 28,896,641 | 6.06 |
| A+ | 914,175 | 0.19 |
| AA | 27,335,786 | 5.73 |
| A | 73,987,241 | 15.52 |
| BBB | 68,050,776 | 14.28 |
| BB and lower | 70,339,935 | 14.76 |
| Not rated | 3,112,815 | 0.66 |
| . 147 - 16144 | 5,112,015 | 0.00 |

^{*}Obligations of the U.S. government or obligations explicitly or implicitly guaranteed by the U.S. government are not considered to have credit risk and do not have purchase limitations.

272,637,369

476,669,474

57.20

100.00%

City of Miami Fire Fighter's and Police Officers' Retirement Trust Notes to Financial Statements

Notes to Financial Statements September 30, 2012 and 2011

Note 4 - Deposit and Investment Risk Disclosures - continued

Concentration of Credit Risk

The investment policy of the Trust contains limitations on the amount that can be invested in any one issuer as well as maximum portfolio allocation percentages. There were no individual investments that represent 5% or more of plan net assets at September 30, 2012 and 2011.

Custodial Credit Risk

Deposits are exposed to custodial risk if they are uninsured and uncollateralized. Custodial risk for deposits is the risk that, in the event of the failure of a depository financial institution, the Trust 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 Trust's deposits are covered by depository insurance or are collateralized by securities held with a financial institution in the Trust's name. The Trust is only exposed to custodial credit risk for uncollateralized cash and cash equivalents that are not covered by federal depository insurance.

Custodial risk for investments is the risk that, in the event of the failure of the counterparty to a transaction, the Trust will not be able to recover the value of its investment or collateral securities that are in the possession of an outside party. Investment securities are exposed to custodial risk if the securities are uninsured, are not registered in the name of the Trust, and are held either by the counterparty or the counterparty's trust department or agent but not in the Trust's name.

Consistent with the Trust's investment policy, the investments are held by Trust's custodial bank and registered in the Trust's name. All of the Trust's deposits are insured and or collateralized by a financial institution separate from the Trust's depository financial institution.

The Trust participates in securities lending transactions, as lender, and the securities loaned in those circumstances are exposed to some degree of custodial credit risk. The trust does require that its custodian maintain insurance to help protect against losses due to negligence, theft, and certain other events.

Foreign Currency Risk

Foreign currency risk is the risk that changes in exchange rates will adversely affect the fair value of the investment or a deposit. The Trust may have exposure to foreign currency risk to the extent its investments contain non-U.S. dollar denominated holdings in foreign countries. All asset classes may hold non-U.S. securities, depending on portfolio guidelines. There is no requirement that this exposure to foreign currency be hedged through forward currency contracts, although the manager uses them in many cases.

Notes to Financial Statements September 30, 2012 and 2011

Note 4 - Deposit and Investment Risk Disclosures - continued

Foreign Currency Risk - continued

The Trust has exposure to foreign currency fluctuation at September 30, as follows:

2012

| | Cash and | | | | | | | |
|-----------------------------|---------------|---------------|------|-----------|----|------------|----|------------|
| Currency ca | ash equivalen | ts Equity | Fixe | ed Income | Re | eal Estate | | Total |
| Australian Dollar | \$ - | \$ 798,244 | S | - | \$ | - | \$ | 798,244 |
| British Pound Sterli | ng 76,063 | 5,055,247 | | - | | _ | | 5,131,310 |
| Canadian Dollar | 6,464 | 1,629,607 | | - | | - | | 1,636,071 |
| Euro | 187,628 | 11,439,464 | | - | | 3,017,893 | 1 | 14,644,985 |
| Hong Kong Dollar | - | 861,720 | | 266,468 | | - | | 1,128,188 |
| Japanese Yen | • | 15,184,705 | | - | | - | • | 15,184,705 |
| Mexican Peso | • | 1,006,805 | | - | | - | | 1,006,805 |
| Norwegian Krone | - | 462,105 | | - | | - | | 462,105 |
| Singapore Dollar | • | 3,276,878 | | 61,998 | | - | | 3,338,876 |
| South Korean Won | - | 2,319,209 | | - | | - | | 2,319,209 |
| Swedish Krona | - | 757,524 | | - | | _ | | 757,524 |
| Swiss Franc | 109,045 | 6,632,742 | | - | | - | | 6,741,787 |
| Other | _ | 2,074,092 | | - | | - | | 2,074,092 |
| Total | \$ 379,200 | \$ 51,498,342 | \$ | 328,466 | \$ | 3,017,893 | \$ | 55,223,901 |

2011

| | Cash and | | | | |
|----------------------|------------------|---------------|--------------|--------------|---------------|
| Currency | cash equivalents | Equity | Fixed Income | Real Estate | Total |
| Australian Dollar | \$ - | \$ 874,601 | \$ - | \$ - | \$ 874,601 |
| British Pound Sterli | ng 21,637 | 3,447,097 | 656,521 | - | 4,125,255 |
| Canadian Dollar | 3,699 | 283,963 | - | - | 287,662 |
| Euro | 10,771 | 9,523,755 | - | 2,444,700 | 11,979,226 |
| Hong Kong Dollar | - | 833,635 | 849,930 | - | 1,683,565 |
| Japanese Yen | - | 16,667,880 | - | • | 16,667,880 |
| Mexican Peso | - | 932,607 | - | - | 932,607 |
| Norwegian Krone | - | - | - | • | - |
| Singapore Dollar | - | 2,692,597 | 640,770 | - | 3,333,367 |
| South Korean Won | - | 2,602,122 | - | - | 2,602,122 |
| Swedish Krona | - | 319,609 | - | - | 319,609 |
| Swiss Franc | 40,661 | 6,173,025 | - | _ | 6,213,686 |
| Other | 8,582 | 1,542,860 | - | - | 1,551,442 |
| Total | \$ 85,350 | \$ 45,893,751 | \$ 2,147,221 | \$ 2,444,700 | \$ 50,571,022 |

Notes to Financial Statements September 30, 2012 and 2011

Note 4 - Deposit and Investment Risk Disclosures - continued

Derivatives

Derivatives are financial instruments whose value is derived from underlying asset or data. All of the Trust derivatives are considered investments. Derivatives generally take the form of contracts in which two parties agree to make payments at a later date based on the value of specific assets or indices. The Trust may invest in various derivative financial instruments such as financial futures; forward foreign currency contracts and currency options; interest rate swaps, interest-only and principal only CMOs; and mortgage CMOs to enhance the performance and reduce volatility.

In past years, the primary reasons for the use of derivative contracts have pertained to their ability to facilitate changes to the asset allocation of the total plan and for their low cost of implementation. The acceptable investment purposes for the use of derivatives are as follows:

- a. Appropriate to use futures, options and forward currency contracts to assist investment managers in mitigating portfolio risk.
- b. Useful substitute for an existing, traditional investment. In certain circumstances it may be cheaper, quicker or easier to invest in a derivative instrument or security rather than transacting in the cash or traditional security market.
- c. Provides investment value to the portfolio, while being consistent with the Retirement Trust's overall and specific investment policies.
- d. Obtains investment exposure that is appropriate with the mangers' investment strategy and the Retirement Trust's investment guidelines, but could not be made through traditional investment securities.

Futures are contractual obligations that require the buyer (seller) to buy (sell) assets at a predetermined date at a predetermined price. These contracts are standardized and traded on an organized exchange with gains and losses settled daily thereby minimizing credit and default risk. Gains and losses are included in the net appreciation in the fair value of investments total of the Statement of Changes in Plan Net Assets.

As of September 30, 2012 and 2011, the Trust did not have any derivatives.

Securities Lending Transactions

A retirement system is authorized by state statutes and board of trustees' policies to lend its investment securities. The lending is managed by the Trust's custodial bank. All loans can be terminated on demand by either the Trust or the borrowers, although the average term of loans is approximately 128 and 92 days, respectively, as of September 30, 2012 and 2011. The custodial bank and its affiliates are prohibited from borrowing the Trust's securities.

Notes to Financial Statements September 30, 2012 and 2011

Note 4 - Deposit and Investment Risk Disclosures - continued

Securities Lending Transactions - continued

The agent lends the Trust's U.S. government and agency securities and domestic corporate fixed-income and equity securities for securities or cash collateral at least 102 percent of the market value of the securities plus any accrued interest and international securities at least 105 percent of the market value of the securities plus any accrued interest. The securities lending contracts do not allow the Trust to pledge or sell any collateral securities unless the borrower defaults. Cash collateral is invested in the agent's collateral investment pool, whose share values are based on the amortized cost of the pool's investments. Investments are restricted to issuers with a credit rating A3 or A- or higher by Moody's or Standard & Poor's. At September 30, 2012 and 2011, the pool had a weighted average term to maturity of 34 and 38 days, respectively.

The relationship between the maturities of the investment pool and the Trust's loans is affected by the maturities of the securities loans made by other entities that use the agent's pool, which the Trust cannot determine. There are policy restrictions by the custodial bank that limit the amount of securities that can be lent at one time or to one borrower.

Loaned securities continue to be classified as investment assets on the statement of plan net assets. balance sheet. Cash collateral is recorded as an asset with a corresponding liability. For lending agreements collateralized by securities, no accompanying asset or liability is recorded, since the Trust is not permitted to sell or re-pledge the associated collateral.

The following represents the balances relating to securities lending transactions at September 30:

| | | F | air Value of | Fo | 1 37-1 | |
|----------------------------|-------------|--|--|--|--|--|
| Market Value of Securities | | Ca | sh Collateral | Fair Value of Liabilities | | |
| on Loan for Cash | | | Invested | to Borrowers | | |
| | | | | | | |
| \$ | 116,409,970 | \$ | 119,119,277 | \$ | 119,119,277 | |
| | 4,116,641 | | 4,364,203 | | 4,364,203 | |
| | 112,192,082 | | 115,325,992 | | 115,325,992 | |
| | 37,028,822 | | 38,007,872 | | 38,007,872 | |
| S | 269,747,515 | S | 276,817,344 | \$ | 276;817,344 | |
| | \$ | \$ 116,409,970 4,116,641 112,192,082 37,028,822 | \$ 116,409,970 \$ 4,116,641 112,192,082 37,028,822 | \$ 116,409,970 \$ 119,119,277 4,116,641 4,364,203 112,192,082 115,325,992 37,028,822 38,007,872 | \$ 116,409,970 \$ 119,119,277 \$ 4,116,641 4,364,203 112,192,082 115,325,992 37,028,822 38,007,872 | |

| | | 2011 | | | | |
|---------------------------|----------------------------------|-------------|-----------------|-------------|--------------|-------------|
| | Market Value | | Fair Value of | | Fair Value | |
| | of Securities | | Cash Collateral | | of | Liabilities |
| Securities Lent: | ecurities Lent: on Loan for Cash | | Invested | | to Borrowers | |
| U.S. government and | | | | | | |
| agency obligations | \$ | 63,434,656 | \$ | 64,936,073 | \$ | 64,936,073 |
| International equities | | 2,237,971 | | 2,402,920 | | 2,402,920 |
| Domestic corporate stocks | | 124,406,897 | | 129,991,293 | | 129,991,293 |
| Domestic corporate bonds | | 34,732,674 | | 35,960,303 | | 35,960,303 |
| Total securities lent | \$ | 224,812,198 | \$ | 233,290,589 | \$ | 233,290,589 |

Notes to Financial Statements September 30, 2012 and 2011

Note 4 - Deposit and Investment Risk Disclosures - continued

The contract with the Trust's custodian requires the custodian to indemnify the Trust if the borrower fails to return the securities, due to the insolvency of a borrower, and the custodian has failed to live up to its contractual responsibilities relating to the lending of those securities. At year end, the Trust has no credit risk exposure to borrowers because the amounts of collateral held by the Trust exceed the amounts the borrowers owe the Trust. There are no significant violations of legal or contractual provisions, no borrowers or lending agent default losses, and no recoveries of prior period losses during the year. There is no income distributions owing on securities lent.

Note 5 - COLA Accounts

Effective January 9, 1994, the Trust entered into an agreement with the City of Miami with regards to the funding methods, member benefits, member contributions and retiree COLA. As of January 9, 1994, members no longer contribute to the original COLA account (COLA I), and a new COLA account (COLA II) was established.

The agreement included the following provisions:

- The funding method was changed to an aggregate cost method.
- Combining all accounts for investment purposes (membership and benefit, COLA I and COLA II).
- Retirees receive additional COLA benefits.
- Active members no longer contribute 2% of pretax earnings to fund the original retiree COLA account (COLA I account).

The COLA II account is funded annually by a percentage of the excess investment returns from other than COLA I account assets. The excess earnings contributed to the COLA II account will be used to fund a minimum annual payment of \$2.5 million, increasing by 4% compounded annually. To the extent necessary, the City will fund the portion of the minimum annual payment not funded by annual excess earnings no later than January 1 of the following year. During the years ended September 30, 2012 and 2011, approximately \$5,065,000 and \$4,870,000, respectively, was funded by the City. Benefits payable from the COLA accounts are computed in accordance with an actuarially based formula as defined in Section 40.204 of the City of Miami Code.

City of Miami Fire Fighter's and Police Officers' Retirement Trust

Notes to Financial Statements September 30, 2012 and 2011

Note 6 - Deferred Retirement Option Plan (DROP)

Members who are eligible for service retirement or Rule of 64 or Rule 68 after September 1998 may elect to enter the Deferred Retirement Option Plan. Maximum participation in the DROP for firefighters shall be 54 full months and for police officers shall be 84 full months. A member's creditable service, accrued benefit and compensation calculation shall be frozen.

Upon commencement of participation in the DROP, the participant's contribution and the City's contribution to the Trust for that participant cease as the participant will not earn further creditable service for pension purposes.

Effective July 24, 2008, firefighter DROP participants may continue City employment for up to a maximum of 54 full months and police officers who elect DROP on May 8, 2008, or thereafter, may continue City employment for up to a maximum of 84 full months. No payment is made to or for the benefit of a DROP participant beyond that period. For persons electing participation in the DROP, an individual DROP account shall be created. Payment shall be made by the retirement trust into the member's DROP account in an amount equal to the regular monthly retirement benefit which the participant would have received had the participant separated from service and commenced receipt of pension benefits. Payments received by the participant in the DROP account are tax deferred. A series of investment vehicles which are established by the board of trustees are made available to DROP participants to choose from. Any losses, charges, or expenses incurred by the participant in their DROP account are not made up by the City or the Trust, but shall be borne by the participant.

Upon termination of employment, a member may receive distribution from the DROP account in the following manner:

- Lump sum distribution
- Periodic payments
- Annuity
- Roll over of the balance to another qualified retirement plan

Any member may defer distribution until the latest date authorized by Section 401(a)(9) of the Internal Revenue Code.

A DROP participant shall not be entitled to receive an ordinary or service disability retirement and in the event of death of a DROP participant, there shall be no accidental death benefit for pension purposes. DROP participation does not affect any other death or disability benefit provided to a member under federal law, state law, City ordinance, or any rights or benefits under any applicable collective bargaining agreement. At September 30, 2012 and 2011, there were 497 and 516 DROP participants, respectively.

The DROP of the Trust also consists of a Benefit Actuarially Calculated DROP (BACDROP). A member may elect to BACDROP to a date no further back than the date of their retirement eligibility date. Effective October 1, 2001, the BACDROP period must be in 12 month increments, beginning at the start of a pay period, not to exceed 48 full months for firefighters and 12 full months for police officers who elect DROP on October 1, 2003. Participation in the BACDROP does not preclude participation in the Forward DROP.

City of Miami Fire Fighter's and Police Officers'

Retirement Trust

Notes to Financial Statements September 30, 2012 and 2011

Note 7 - Property and Equipment

Property and equipment consist of the following at September 30:

| | Estimated | | |
|--------------------------------|-------------|--------------|--------------|
| | Useful Life | 2012 | 2011 |
| Land | N/A | \$ 760,865 | \$ 760,865 |
| Building | 39 years | 1,666,305 | 1,666,305 |
| Total cost | | 2,427,170 | 2,427,170 |
| Less: accumulated depreciation | | 427,257 | 384,532 |
| Net | | \$ 1,999,913 | \$ 2,042,638 |

Depreciation expense for the years ended September 30, 2012 and 2011 was \$42,726 and \$42,725, respectively.

Note 8 - Administrative Expenses Reimbursement

Prior to fiscal year ended September 30, 2011, administrative costs of the Trust were paid directly by the Trust from budget advance monies provided by the City. The Trust provided the City with an accounting of how these funds were expended during the period and thus were fully funded by the City.

For the fiscal years ended September 30, 2012 and 2011 the reimbursed administrative expenses are accounted for as a part of the actuarially determined minimum required contributions from the City.

Note 9 - Off-Balance-Sheet Financing

The Trust, in the normal course of business, enters into commitments with off-balance-sheet risk. The Trust adheres to the same credit policies, financial and administrative controls and risk limiting and monitoring procedures for commitments as for on-balance-sheet investments.

The future financial commitments outstanding for private equity investments at September 30, 2012 and 2011 were, respectively, approximately \$37,952,000 and \$13,600,000.

Note 10 - Retirement Plan for Staff

The employees of the Trust participate in a separate plan sponsored by the City of Miami Fire Fighters' and Police Officers' Retirement Trust, which is a single employer defined benefit pension plan for the staff of the Trust. The quarterly contribution to the plan is based on a specified percentage of the eligible employees' compensation. The employees' contribution is 7% of compensation for all employees. The Trust is to contribute such amounts as necessary to provide the Plan with assets sufficient to meet the benefits to be paid to the participants. Retirement contributions for the fiscal years ended September 30, 2012 and 2011 were \$193,263 and \$80,485, respectively.

The Trust's contributions to the Plan for the calendar years ending December 31, 2012, 2011 and 2010 were actuarially determined by the January 1, 2012, 2011, and 2010 valuations to be \$143,996, \$162,930, and \$144,553, respectively.

City of Miami Fire Fighter's and Police Officers' Retirement Trust Notes to Financial Statements

September 30, 2012 and 2011

Note 11 - Subsequent Event

The Trust has adopted the following changes through Ordinance File No. 12-01048 adopted by the City on September 27, 2012.

- Effective the first full pay period following October 1, 2012, the member contributions for police officer's hired prior to October 1, 2012 is 10% of earnable compensation. Effective September 30, 2014, the member contribution for police officers hired prior to October 1, 2012 shall be 7% of earnable compensation. The member contribution for police officers hired on or after October 1, 2012 is 3% of earnable compensation greater than the member contribution for police officer members hired prior to October 1, 2012.
- Effective the first full pay period following October 1, 2012, the member contribution for firefighters shall be ten percent of earnable compensation. On September 30, 2014, the member contribution for firefighters shall be 7% of earnable compensation. The member contribution for firefighters hired on or after October 1, 2014, shall be ten percent of earnable compensation.
- Any participant who is employed and not participating in the DROP on September 30, 2010 shall be eligible to elect the DROP for benefits accrued prior to that date.
- A Backdrop benefit option shall be implemented on January 1, 2013 to replace the existing DROP program. Employees who have not attained normal retirement eligibility as of January 1, 2013 or were not vested by October 1, 2010, and all employees hired on or after January 1, 2013, will be eligible for the Backdrop option, but will not be eligible for the DROP. Anyone eligible for the forward DROP as of January 1, 2013 remains eligible for the forward DROP as it presently exists and anyone eligible for the forward DROP as of January 1, 2013, who chooses not to enter the forward DROP remains eligible for the Backdrop.
 - O An eligible employee who elects the Backdrop option shall receive a monthly benefit payable on the employee's actual retirement date based on the benefit the employee would have received if he/she had left City employment and retired on an earlier date after attaining normal retirement eligibility. In addition, an eligible employee who elects the Backdrop option will receive a lump sum payment equal to the accumulation of monthly retirement benefit payments he/she would have received during the period following the Backdrop date through the actual retirement date plus interest at the rate of 3% per year, compounded annually.
 - Employees are eligible to elect the Backdrop option after completing one year of creditable service following the normal retirement date. The maximum Backdrop period is seven years.
 - o Employees will be able to revoke their Backdrop election one time, but within one month of their election.

Required Supplementary Information

City Of Miami Fire Fighters' And Police Officers'

Retirement Trust

Required Supplementary Information - Unaudited September 30, 2012

Schedule "1" - Schedule of Funding Progress - Revised*

| (dollars in millions) | | | | | | |
|-----------------------|-----------------------------------|--|------------------------|-----------------|--------------------|---------------------------------------|
| Valuation Date | Actuarial Value of Assets * | Actuarial Accrued Liability AAL | Unfunded AAL (UAAL) | Funded Ratio | Covered Payroll | UAAL as % of Covered Payroll |
| 10/01/06 | \$ 1,133.00 | \$ 1,260.50 | \$ 127.50 | 90% | \$ 90.40 | 141% |
| 10/01/07 | 1,208.80 | 1,318.40 | 109.60 | 92 | 103.60 | 106 |
| 10/01/08 | 1,219.60 | 1,452.50 | 232.90 | 85 | 129.40 | 172 |
| 10/01/09 | 1,165.00 | 1,539.30 | 374.40 | 76 | 122.20 | 306 |
| 10/01/10 | 1,180.60 | 1,568.30 | 387.70 | 75 | 80.20 | 483 |
| 10/01/11 | 1,150.30 | 1,590.50 | 440.20 | 72 | 82.20 | 536 |
| 10/01/11 | 1,150.30 | 1,590.50 | 440.20 | 72 | 82.20 | |

^{*} Revised by actuary to demonstrate the percent funded based on the (ACTUARIAL ASSET VALUE) in place of the (NET ASSETS AVAILABLE FOR BENEFITS).

Schedule "2" - Schedule of Contributions by Employer

| Year Ended | Annual Required | Percentage |
|---------------|-----------------|-------------|
| September 30, | Contribution | Contributed |
| 2007 | \$ 40,542,078 | 100% |
| 2008 | 36,040,251 | 100 |
| 2009 | 36,993,395 | 100 |
| 2010 | 59,025,379 | 100 |
| 2011 | 47,156,797 | 100 |
| 2012 | 47,418,316 | 100 |

The information presented in the required Supplementary schedules was determined as part of the actuarial valuations at the dates indicated. Since the Trust uses the Aggregate Cost Method, a schedule of Funding Progress is not required as that method does not separately identify or separately amortize unfunded actuarial liabilities. As the Trust believes the above information is useful to users of the financial statements, the above Schedule "1" was prepared excluding COLA accounts using the Entry Age Normal Actuarial Accrued Liability.

Other Supplementary Schedules

City of Miami Fire Fighters' and Police Officers' Retirement Trust Other Supplementary Schedules of Investment Expenses For the Years Ended September 30, 2012 and 2011

| | | 2012 | 2011 |
|---|------|-----------|----------------|
| Financial management expenses | | | 8 |
| Equities | | | |
| Alliance Bernstein | \$ | • | \$ 150,354 |
| Barrow Hanley | | 374,891 | 470,100 |
| BGI/Black Rock | | 65,226 | 61,849 |
| Boston Partners | | 271,616 | 299,705 |
| Champlain Investments | | 551,245 | 614,164 |
| Delaware Investment | | 332,962 | 368,79 |
| RCM Capital | | 282,371 | 362,914 |
| Eagle Asset Management | | 223,480 | 260,610 |
| First Eagle | | 648,629 | 80,426 |
| Urdang & Associates | | 419,557 | 411,186 |
| Wentworth Hauser & Violich | | 581,322 | 434,44 |
| Total | | 3,751,299 | 3,514,54 |
| Fixed Income | | | |
| Ambassador Capital | | 158,420 | 154,90 |
| AXA High Yield | | 371,894 | 350,63 |
| Barrow Hanley | | 261,925 | 246,73 |
| Dodge & Cox | | 210,701 | 253,53 |
| Munder Capital | | 137,865 | 147,94 |
| Wellington TIPS | | 110,488 | 101,65 |
| Total | | 1,251,293 | 1,255,40 |
| Real Estate | | | ٠ |
| Certified Appraisal Services of South Florida, Inc. | | 1,000 | |
| J.P. Morgan | | 715,384 | 625,22 |
| Total | ···· | 716,384 | 625,22 |
| Total investment expenses | \$ | 5,718,976 | \$ 5,395,18 |

City of Miami Fire Fighters' and Police Officers' Retirement Trust Other Supplementary Schedules of Administrative Expenses For the Years Ended September 30, 2012 and 2011

| | | 2012 | 2011 |
|-------------------------------|---|-----------|----------------|
| Personnel services | | | |
| Salaries and payroll taxes | S | 512,946 | \$ 491,504 |
| Fringe benefits | | 156,010 | 174,633 |
| Total personnel services | | 668,956 | 666,137 |
| Professional services | | | |
| Actuarial | | 144,214 | 140,052 |
| Audit | | 38,500 | 37,900 |
| Consultant and custodial | | 461,063 | 419,565 |
| Legal | | 136,020 | 79,310 |
| Total professional services | | 779,797 | 676,827 |
| Other | | | |
| Education and travel | | 24,167 | 37,82 |
| Insurance | | 74,437 | 88,14 |
| Office expense | | 501,750 | 507,88 |
| Repair and maintenance | | 24,312 | 96,56 |
| Retirement contribution | | 193,263 | 80,48 |
| Utilities | | 29,339 | 23,94 |
| Total other | | 847,268 | 834,85 |
| Total administrative expenses | S | 2,296,021 | \$ 2,177,81 |

Report on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with Government Auditing Standards



Report on Internal Control Over Financial Reporting and on Compliance and Other Matters

Based on an Audit of Financial Statements

Performed in Accordance with

Government Auditing Standards

Board of Trustees City of Miami Fire Fighters' and Police Officers' Retirement Trust Miami, Florida

We have audited the financial statements of the City of Miami Fire Fighters' and Police Officers' Retirement Trust (the "Trust") as of and for the year ended September 30, 2012 and have issued our report thereon January 11, 2013. 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

Management of the Trust is responsible for establishing and maintaining effective internal control over financial reporting. In planning and performing our audit, we considered the Trust'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 the Trust's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the Trust'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 the Trust's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

This report is intended for the information of the Board of Trustees, management, participants and applicable state and city agencies and is not intended to be and should not be used by anyone other than these specified parties. However, this report is a matter of public record and its distribution is not limited.

Goldstein Schechter Roch, D.A.

Hollywood, Florida January 11, 2013

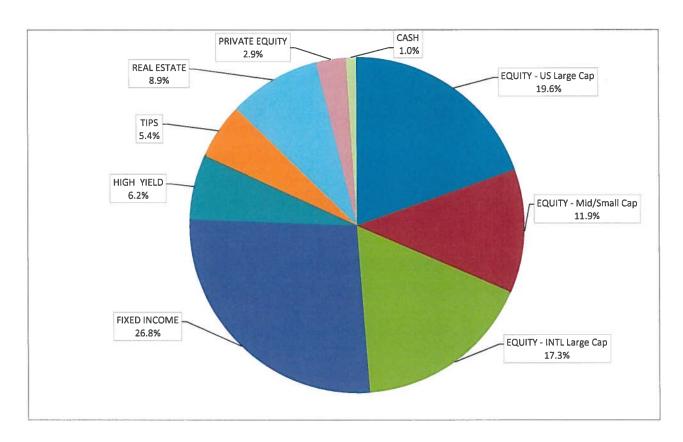
III INVESTMENT SECTION

INVESTMENT ANALYSIS YEAR ENDED SEPTEMBER 30, 2012

| | GENERAL FUND | | COLA I | | COLA II | |
|--|-------------------------|---------------|-----------|------------|------------|-------------|
| BALANCE AS OF 10/01/2011 | | 906,551,989 | | 40,498,544 | | 279,917,053 |
| Additions: Purchases | | | | | | |
| Short Term Investment | 13 | | | | | |
| Mutual Funds | 27,218,069 | | | | | |
| Private Equity | 5,087,504 | | | | | |
| Private Equity International | 4,089,955 | | | 1 | | |
| Commercial Paper | 7,422,983 | | | | | |
| Commodity Ex Traded Fund International | 1,762,903 | | | | | |
| US Treasury Bills US Treasury Bonds | 4,382,663 82,218,821 | | | | | |
| US Treasury Bonds International | 170,870 | | | | | |
| US Treasury Notes | 43,099,142 | | | | | |
| Corporate Bonds | 49,499,639 | | | | | |
| Corporate Bonds International | 9,301 | | | | | |
| Domestic Equity | 178,292,575 | | | | | |
| International Equity | 75,727,508 | | | | | |
| Share of Assets Transferred | 0 | | 6,865,590 | 1 | 52,024,125 | |
| Share of Assets Transferred COLA I | 0 | | 0 | | 0 | |
| Share of Assets Transferred COLA II | 0 | | | | | |
| | | | | 1 | | |
| | | 478,981,944 | | 6,865,590 | | 52,024,125 |
| Deductions: Redemptions & Sale | | | | | | |
| Mutual Funds | 5,696,513 | | | | | |
| Private Equity | 5,696,171 | | | | | |
| Private Equity International | 789,334 | | | | | |
| Commercial Paper | 6,805,781 | | | | | |
| Commodity Ex Traded Fund International | 1,269,134 | | | | | |
| US Treasury Bonds | 54,670,510 | | | | | |
| US Treasury Bonds International | 1,989,626 | | | | | |
| US Treasury Notes | 29,046,555 | | | | | |
| Corporate Bonds | 45,564,725 | | | | | |
| Corporate Bonds International Domestic Equity | 37,896 143,861,547 | | 1 | | | |
| International Equity | 43,792,758 | | | | | |
| Share of Securities Tranferred To COLA I | 6,641,613 | | | 223,977 | | |
| Share of Securities Transerred To COLA II | | | | 220,511 | | 17,523,925 |
| Share or goodings framened to GOLA II | 54,000,200 | | | | | 17,020,020 |
| | | 380,362,364 | | | | |
| | - | | _ | | | |
| BALANCE AS OF 09/30/2012 | | 1,005,171,569 | | 47,140,157 | | 314,417,253 |
| | = | | | | | |
| | | | | | | |

ASSET ALLOCATION

as of 9/30/2012

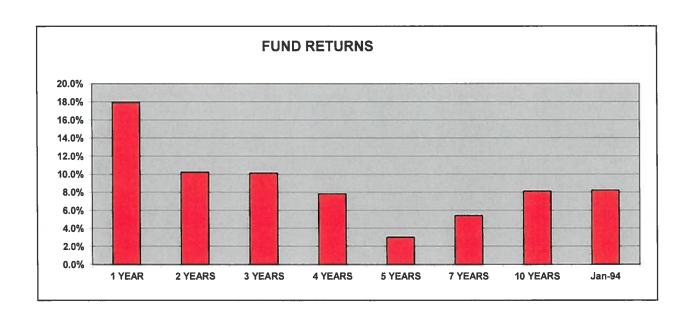


| Asset Class | Current | Target |
|-------------------------|---------|--------|
| | | |
| EQUITY - US Large Cap | 19.6% | 17% |
| EQUITY - Mid/Small Cap | 11.9% | 11% |
| EQUITY - INTL Large Cap | 17.3% | 18% |
| FIXED INCOME | 26.8% | 31% |
| HIGH YIELD | 6.2% | 5% |
| TIPS | 5.4% | 5% |
| REAL ESTATE | 8.9% | 8% |
| PRIVATE EQUITY | 2.9% | 5% |
| CASH | 1.0% | 0% |
| | | |
| TOTAL | 100.0% | 100% |

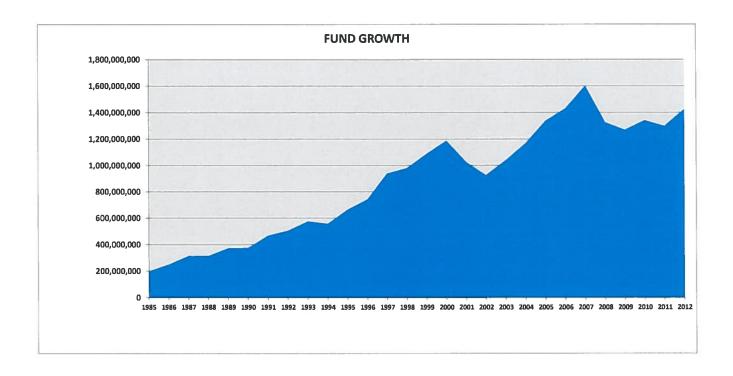
TOTAL FUND RETURNS

as of 9/30/12

| | | | | | | | LAST 10 YEARS | |
|--------------|-------|-------|-------|------|------|------|------------------|------|
| FUND RETURNS | 17.9% | 10.2% | 10.1% | 7.8% | 3.0% | 5.4% | 8.1% | 8.2% |



GROWTH OF THE FUND (Fiscal Year End)



| FISCAL YEAR | MARKET VALUE |
|-------------|---------------|
| 1985 | 199,345,728 |
| 1986 | 250,500,507 |
| 1987 | 314,887,130 |
| 1988 | 314,756,341 |
| 1989 | 372,898,432 |
| 1990 | 375,600,000 |
| 1991 | 467,717,640 |
| 1992 | 507,233,089 |
| 1993 | 577,531,203 |
| 1994 | 559,130,104 |
| 1995 | 665,309,481 |
| 1996 | 742,938,069 |
| 1997 | 938,525,274 |
| 1998 | 978,062,036 |
| 1999 | 1,086,034,187 |
| 2000 | 1,186,001,037 |
| 2001 | 1,025,439,757 |
| 2002 | 926,355,174 |
| 2003 | 1,038,797,014 |
| 2004 | 1,168,244,034 |
| 2005 | 1,336,399,433 |
| 2006 | 1,429,556,438 |
| 2007 | 1,600,810,429 |
| 2008 | 1,324,750,244 |
| 2009 | 1,267,128,720 |
| 2010 | 1,339,510,475 |
| 2011 | 1,297,169,271 |
| 2012 | 1,425,321,877 |
| | |

| Account name | Asset description | Country | Shares/Par value | Book value | Market value |
|------------------------|--|-------------|------------------|-----------------|----------------|
| | SHORT TERM FUNDS | | | | |
| AMBASSADOR | NTGI COLTV GOVT STIF REGI STERED - Income | USA | 2,377,438.32 | 2,377,438 32 | 2,377,438 32 |
| AXA | NTGI COLTV GOVT STIF REGI STERED - Income | USA | 2,172,796 77 | 2,172,796.77 | |
| BARROW HANLEY BOND | NTGI COLTV GOVT STIF REGI STERED - Income | USA | 1,562,096 34 | | |
| BARROW HANLEY EQUITY | NTGI COLTV GOVT STIF REGI STERED - Income | USA | 705,553.41 | | |
| BLACKROCK S&P INDEX | CASH HELD ELSEWHERE BLACKROCK FD | U5A | 0.96 | | |
| BLACKROCK S&P INDEX | CF BLACKROCK MONEY MARKET FD | USA | 46.00 | 46 00 | 46.00 |
| CHAMPLAIN MIDCAP | NTGI COLTV GOVT STIF REGI STERED - Income | USA | 751,272.61 | 751,272.61 | 751,272,61 |
| CHAMPLAIN SMALLCAP | NTGI COLTV GOVT STIF REGI STERED - Principal | USA | 4,729,089 81 | 4,729,089.88 | 4,729,089.88 |
| DELAWARE | NTGI COLTV GOVT STIF REGI STERED - Principal | USA | 1,830,002 3 | 1,830,002 31 | 1,830,002.31 |
| DODGE & COX | NTGI COLTV GOVT STIF REGI STERED - Income | USA | 2,659,483.63 | 2,659,483 63 | 2,659,483.63 |
| EAGLE | NTGI COLTV GOVT STIF REGI STERED - Principal | USA | 1,477,273.66 | | |
| FIRST EAGLE | Australian dollar - Cash | Australia | 0.00 | 40.94 | |
| FIRST EAGLE | British pound sterling - Cash | UK | 0.00 | 29.10 | 29.10 |
| FIRST EAGLE | Canadian dollar - Cash | Canada | 0.00 | 15.82 | 15.82 |
| FIRST EAGLE | Euro - Cash | Euro | 0.00 | 7,15 | 7.15 |
| FIRST EAGLE | Hong Kong dollar - Cash | Hong Kong | 0.00 | 1.00 | 1.00 |
| FIRST EAGLE | Japanese yen - Cash | Japan | 0.00 | 0.01 | 0.01 |
| FIRST EAGLE | Mexican peso - Cash | Mexico | 0.00 | 0.02 | 0.02 |
| FIRST EAGLE | New Israeli shekel - Cash | Israel | 0.00 | 3.24 | 3.24 |
| FIRST EAGLE | Norwegian krone - Cash | Norway | 0.00 | 1.54 | 1.54 |
| FIRST EAGLE | Singapore dollar - Cash | Singapore | 0.00 | 0.04 | 0.04 |
| FIRST EAGLE | Swedish krona - Cash | Sweden | 0.0 | 0.85 | 0.85 |
| FIRST EAGLE | Thai baht - Cash | Thailand | 0.00 | 8,438.60 | 8,438.60 |
| FIRST EAGLE | USA dollar - Invested Cash | USA | 0.0 | 18,266,777.83 | 18,266,777.83 |
| JP MORGAN REAL ESTATE | CF JPMCB LIQUIDITY FD CV OVER 1 BIL | USA | 3,768 0 | 3,768 00 | 3,768.00 |
| MAIN ACCOUNT | NTGI COLTV GOVT STIF REGI STERED - Income | USA | 641,335 4 | 641,335.46 | 641,335.46 |
| MUNDER | NTGI COLTV GOVT STIF REGI STERED - Income | USA | 9,059,069.2 | 3 9,059,069 2 | 9,059,069.23 |
| PANTHEON EURO V-B LP | Euro - Cash | Euro | 0.00 | 141,514.99 | 141,514.99 |
| ROBECO BOSTON PARTNERS | NTGI COLTV GOVT STIF REGI STERED - Income | USA | 1,533,432.0 | 2 1,533,432.07 | 1,533,432.02 |
| TRANSITION ACCOUNT | USA dollar - Variation Margin | USA | 0.0 | 0 413 32 | 413.32 |
| URDANG REAL ESTATE | NTGI COLTV GOVT STIF REGI STERED - Income | USA | 2,577.3 | 1 2,577.31 | 2,577.31 |
| WELLINGTON | NTGI COLTV GOVT STIF REGI STERED - Income | USA | 62,616.3 | 6 62,616 36 | 62,616.36 |
| WHV INTL | British pound sterling - Cash | uk | 0.0 | 76,034 11 | 76,034.11 |
| WHVINTL | Canadian dollar - Cash | Canada | 0.0 | 0 6,448.50 | 6,448.50 |
| WHV INTL | Euro - Cash | Euro | 0.0 | 0 46,146.39 | 46,146.39 |
| WHY INTL | Swiss franc - Cash | Switzerland | 0.0 | 0 109,045.28 | 109,045.26 |
| WHVINTL | USA dollar - Invested Cash | USA | 0.0 | 0 4,522,617.4 | 4,522,617.42 |
| | TOTAL SHORT TERM FUNDS | | 29,567,852.2 | 7 52,745,388.40 | 52,745,388.40 |
| | OTHER CASH & EQUIVALENTS | | | | |
| MAIN ACCOUNT | SECURITIES LENDING CORE USA CASH COLLATERAL | USA | | 276,817,344.0 | 276,817,344.00 |
| | TOTAL OTHER CASH & EQUIVALENTS | | | 276,817,344.0 | |

| Account name | Asset description | Country | Shares/Par value | Book value | Market value |
|----------------------|--|---------------|-------------------------|------------|------------------------------|
| | Asset description | Country | Jilaies/Fai Value | DODK ARIDE | tviarket value |
| | COMMON STOCK | | | | |
| ALLIANCE BERNSTEIN | NEXEN INC COM NPV | Canada | 94.00 | 2.220.51 | 2,378.78 |
| | | | | | 4,370.70 |
| | | | | | |
| BARROW HANLEY EQUITY | 400 00 01 C COGNEGOED 400 | | | | |
| BARROW HANLEY EQUITY | ADR BP P L C SPONSORED ADR ADR TEVA PHARMACEUTICAL INDS | UK | 84,000 00 | , , , | 3,558,240.00 |
| BARROW HANLEY EQUITY | ADR VODAFONE GROUP PLC NEW SPONSORED ADR | Israel | 25,100 00 | | 1,039,391.00 |
| BARROW HANLEY EQUITY | ALTRIA GROUP INC COM | UK | 65,500 00 | | 1,866,422.50 |
| BARROW HANLEY EQUITY | AMERICAN EXPRESS CO | USA USA | 103,000.00 | | 3,439,170.00 |
| BARROW HANLEY EQUITY | AT&T INC COM | | 65,700 00 | 50.00 | 3,735,702.00 |
| BARROW HANLEY EQUITY | BANK OF AMERICA CORP | USA | 102,000.00 | 55 1 17 | 3,845,400.00 |
| BARROW HANLEY EQUITY | BAXTER INTL INC COM | USA USA | 186,365.00 | -(1) | 1,645,602.95 |
| BARROW HANLEY EQUITY | CAP 1 FNCL COM | USA | 46,900.00 73,900.00 | | 2,826,194.00 |
| BARROW HANLEY EQUITY | CARNIVAL CORP COM PAIRED | | | -55 | 4,213,039.00 |
| BARROW HANLEY EQUITY | CHEVRON CORP COM | Panama USA | 108,400.00 23,600.00 | | 3,950,096.00 |
| BARROW HANLEY EQUITY | CITIGROUP INC COM NEW COM NEW | USA | , | | 2,750,816.00 |
| BARROW HANLEY EQUITY | CONOCOPHILLIPS COM | USA | 70,290.00 60,500.00 | | 2,299,888.80 |
| BARROW HANLEY EQUITY | CORNING INC COM | USA | | | 3,459,390.00 |
| BARROW HANLEY EQUITY | CVS CAREMARK CORP COM STK | USA | 109,700 0 68,800 0 | | 1,442,555.00 |
| BARROW HANLEY EQUITY | EMERSON ELECTRIC CO COM | USA | 44,400 0 | | 3,331,296.00 |
| BARROW HANLEY EQUITY | GENERAL ELECTRIC CO | USA | 143,000.0 | | 2,143,188.00 |
| BARROW HANLEY EQUITY | HONEYWELL INTL INC COM STK | USA | 45,000.0 | | 3,247,530.00 |
| BARROW HANLEY EQUITY | ILL TOOL WKS INC COM | USA | 60,500.0 | | 2,688,750.00 3,597,935.00 |
| BARROW HANLEY EQUITY | INTERNATIONAL BUSINESS MACHS CORP COM | USA | 15,600.0 | | |
| BARROW HANLEY EQUITY | JOHNSON & JOHNSON COM USD1 | USA | 50,800.0 | | 3,236,220.00 |
| BARROW HANLEY EQUITY | JPMORGAN CHASE & CO COM | USA | 88,400.0 | | 3,500,628.00 3,578,432.00 |
| BARROW HANLEY EQUITY | L-3 COMMUNICATIONS HLDG CORP COM | USA | 17,100.0 | | 1,226,241.00 |
| BARROW HANLEY EQUITY | MARATHON OIL CORP COM | USA | 113,600.0 | | |
| BARROW HANLEY EQUITY | MEDTRONIC INC COM | USA | 92,000.0 | | |
| BARROW HANLEY EQUITY | MICROSOFT CORP COM | USA | 99,100.0 | | |
| BARROW HANLEY EQUITY | OCCIDENTAL PETROLEUM CORP | USA | 34,300.0 | | 2,951,858 00 |
| BARROW HANLEY EQUITY | PFIZER INC COM | USA | 177,041.0 | | |
| BARROW HANLEY EQUITY | PHILIP MORRIS INTL COM STK NPV | USA | 44,800.0 | | |
| BARROW HANLEY EQUITY | PHILLIPS 66 COM | USA | 41,500.0 | | , ., |
| BARROW HANLEY EQUITY | PNC FINANCIAL SERVICES GROUP COM STK | USA | 36,700.0 | | |
| BARROW HANLEY EQUITY | RAYTHEON CO USDO 01 | USA | 47,900.0 | | |
| BARROW HANLEY EQUITY | SANOFI SPONSORED ADR | France | 36,600.0 | | |
| BARROW HANLEY EQUITY | SLM CORP COM | USA | 206,100.0 | | |
| BARROW HANLEY EQUITY | STANLEY BLACK & DECKER INC COM | USA | 51,400.0 | | |
| BARROW HANLEY EQUITY | STATE STR CORP COM | USA | 43,400.0 | | |
| BARROW HANLEY EQUITY | TARGET CORP COM STK | USA | 53,200.0 | | |
| BARROW HANLEY EQUITY | TEXAS INSTRUMENTS INC COM | USA | 107,200.0 | | , , , |
| BARROW HANLEY EQUITY | TRAVELERS COS INC COM STK | USA | 48,300.0 | | |
| BARROW HANLEY EQUITY | TYCO INTERNATIONAL LTD(SWITZERLAND) COM USDO 80 | Switzerland | 45,500.0 | | |
| BARROW HANLEY EQUITY | UNITEDHEALTH GROUP INC COM | USA | 74,500.0 | | |
| BARROW HANLEY EQUITY | VERIZON COMMUNICATIONS COM | USA | 38,202.0 | | |
| BARROW HANLEY EQUITY | WALGREEN CO COM | USA | 86,200.0 | | |
| BARROW HANLEY EQUITY | WELLPOINT INC COM | USA | 51,500.0 | | |
| BARROW HANLEY EQUITY | WELLS FARGO & CO NEW COM STK | USA | 94,300.0 | | |
| | | | . 1/4-414 | -,,- | -,,-73.00 |

| | as of SEPTEMBER 30, 2012 | | | | |
|------------------|--|-------------------|------------------|---------------|--------------|
| Account name | Asset description | Country | Shares/Par value | Book value | Market value |
| CHANDIANANDCAD | | | | | |
| CHAMPLAIN MIDCAP | #REORG/ARIBA INC CASH MERGER DUE 10/02/2012 | USA | 9,900.00 | | 443,520.00 |
| CHAMPLAIN MIDCAP | #REORG/PENTAIR INC STK MERGER DUE 10/01/2012 | USA | 10,400.00 | | 462,904.00 |
| CHAMPLAIN MIDCAP | #REORG/RALCORP HLDGS CASH MERGER 1/29/2013 | USA | 6,800.00 | | 496,400.00 |
| CHAMPLAIN MIDCAP | ADVANCE AUTO PTS INC COM | USA | 4,000 00 | 277,197,63 | 273,760 00 |
| CHAMPLAIN MIDCAP | ALLIED WORLD ASSURANCE COMPANYHOLDINGS AG COMMON STOCK | Switzerland | 7,300.00 | 438,458.40 | 563,925 00 |
| CHAMPLAIN MIDCAP | ALTERA CORP COM | USA | 14,900 00 | 488,535 16 | 506,376.50 |
| CHAMPLAIN MIDCAP | AMETEK INC NEW COM | USA | 6,900 00 | 129,478,62 | 244,605.00 |
| CHAMPLAIN MIDCAP | ANSYS INC COM | USA | 3,900.00 | 170,414,32 | 286,260.00 |
| CHAMPLAIN MIDCAP | APTARGROUP INC COM | USA | 6,600.00 | 220,226.79 | 341,286.00 |
| CHAMPLAIN MIDCAP | ARCOS DORADOS HOLDINGS INC COM NPV CL 'A' | British Virgin Is | 19,000.00 | 352,560 78 | 293,170.00 |
| CHAMPLAIN MIDCAP | AVON PRODUCTS INC COM USDO 25 | USA | 21,700.00 | | 346,115.00 |
| CHAMPLAIN MIDCAP | BERKLEY W R CORP COM | USA | 12,100.00 | | 453,629.00 |
| CHAMPLAIN MIDCAP | BIO RAD LABS INC CL A | USA | 4,900.00 | | 522,928.00 |
| CHAMPLAIN MIDCAP | C R BARD | USA | 5,100.00 | | 533,715.00 |
| CHAMPLAIN MIDCAP | CAREFUSION CORP COM | USA | 23,000.00 | | 652,970.00 |
| CHAMPLAIN MIDCAP | CHECK PT SOFTWARE TECHNOLOGIESORDILS.01 | Israel | 9,500 00 | | 457,520.00 |
| CHAMPLAIN MIDCAP | CLOROX CO COM | USA | 8,400 D0 | | |
| CHAMPLAIN MIDCAP | CONCHO RES INC COM STK | USA | | | 605,220.00 |
| CHAMPLAIN MIDCAP | CONCUR TECHNOLOGIES INC COM | | 3,600 00 | | 341,100 00 |
| CHAMPLAIN MIDCAP | | USA | 2,400.00 | | 176,952.00 |
| | DENBURY RES INC HLDG CO COM NEW | USA | 38,400.00 | | 620,544.00 |
| CHAMPLAIN MIDCAP | DEVRY INC DEL COM | USA | 8,200.00 | | 186,632.00 |
| CHAMPLAIN MIDCAP | DOVER CORP COM | USA | 11,300.00 | 671,231.97 | 672,237.00 |
| CHAMPLAIN MIDCAP | ENDURANCE SPECIALTY HOLDINGS LTD COM USD1 | Bermuda | 4,500.00 | 173,678.26 | 173,250.00 |
| CHAMPLAIN MIDCAP | ENERGIZER HLDGS INC COM | USA | 7,400.00 | 434,667.94 | 552,114.00 |
| CHAMPLAIN MIDCAP | ESTERLINE TECHNOLOGIES CORP COM STK | USA | 5,500.00 | 364,671.81 | 308,770.00 |
| CHAMPLAIN MIDCAP | FIRST REP BX SAN FRANCISCO CALIF NEW COM | USA | 6,900 00 | 167,532.83 | 237,774.00 |
| CHAMPLAIN MIDCAP | FLOWERS FOODS INC COM | USA | 18,100.0 | 309,846 46 | 365,258.00 |
| CHAMPLAIN MIDCAP | FOSSIL INC COM | USA | 2,300 0 | | 194,810.00 |
| CHAMPLAIN MIDCAP | GALLAGHER ARTHUR J & CO COM | USA | 7,300 0 | | 261,486.00 |
| CHAMPLAIN MIDCAP | GARDNER DENVER INC COM | USA | 4,100.0 | | |
| CHAMPLAIN MIDCAP | H J HEINZ | USA | 11,000.0 | | 247,681.00 |
| CHAMPLAIN MIDCAP | HENRY JACK & ASSOC INC COM | | | | 615,450.00 |
| CHAMPLAIN MIDCAP | | USA | 5,000.0 | | 189,500.00 |
| | IDEX CORP COM | USA | 11,300.0 | | 472,001.00 |
| CHAMPLAIN MIDCAP | IHS INC COM CL A COM CL A | USA | 3,200.0 | | 311,520.00 |
| CHAMPLAIN MIDCAP | ILLUMINA INC COM | USA | 9,700.0 | | 467,540.00 |
| CHAMPLAIN MIDCAP | INTUIT COM | USA | 10,900 0 | 391,893.16 | 641,792.00 |
| CHAMPLAIN MIDCAP | KELLOGG CO COM USD0.25 | U5A | 9,000.0 | 0 433,156.36 | 464,940.00 |
| CHAMPLAIN MIDCAP | KEY ENERGY SVCS INC | USA | 13,600.0 | 0 181,935.07 | 95,200.00 |
| CHAMPLAIN MIDCAP | LABORATORY CORP AMER HLDGS COM NEW COM NEW | USA | 6,400 0 | 0 471,192.10 | 591,808.00 |
| CHAMPLAIN MIDCAP | LIFE TECHNOLOGIES CORP COM STK | USA | 14,300.0 | 0 640,332.15 | 698,984.00 |
| CHAMPLAIN MIDCAP | MICROS SYS INC COM | USA | 8,700.0 | 0 404,552.60 | 427,344.00 |
| CHAMPLAIN MIDCAP | MOLSON COORS BREWING CO CL B CL B | USA | 10,800.0 | 0 473,018.80 | 486,540.00 |
| CHAMPLAIN MIDCAP | MORNINGSTAR INC COM STK | USA | 5,100.0 | 0 222,275.32 | 319,464.00 |
| CHAMPLAIN MIDCAP | MYRIAD GENETICS INC COM | USA | 9,000.0 | | 242,910.00 |
| CHAMPLAIN MIDCAP | NATIONAL INSTRS CORP COM | USA | 16,500.0 | | 415,305.00 |
| CHAMPLAIN MIDCAP | NORTHERN TR CORP COM | USA | 14,000.0 | | 649,810.00 |
| CHAMPLAIN MIDCAP | OASIS PETE INC NEW COM STK | USA | 4,500.0 | | 132,615.00 |
| CHAMPLAIN MIDCAP | OIL STS INTL INC COM ISIN US6780261052 | USA | 2,300.0 | | |
| CHAMPLAIN MIDCAP | PALL CORP COM | | | | 182,758.00 |
| | | USA | 3,400 0 | | 215,866.00 |
| CHAMPLAIN MIDCAP | PARKER-HANNIFIN CORP COM | USA | 6,300.0 | | 526,554.00 |
| CHAMPLAIN MIDCAP | PIONEER NAT RES CO COM STK | USA | 4,500 0 | | 469,800.00 |
| CHAMPLAIN MIDCAP | QIAGEN N V COM | Netherlands | 14,600.0 | 0 237,442.77 | 270,246.00 |
| CHAMPLAIN MIDCAP | QUALITY SYS INC COM STK | USA | 13,600.0 | 0 450,965.72 | 252,280.00 |
| CHAMPLAIN MIDCAP | RED HAT INC COM | USA | 3,500 0 | 0 151,689 39 | 199,290 00 |
| CHAMPLAIN MIDCAP | RESMED INC COM | USA | 10,600.0 | 0 272,181.92 | 428,982 00 |
| CHAMPLAIN MIDCAP | ROPER INDS INC NEW COM | USA | 2,100.0 | 0 96,963.74 | 230,769 00 |
| CHAMPLAIN MIDCAP | SOLERA HLDGS INC COM | USA | 11,500.0 | | |
| CHAMPLAIN MIDCAP | ST JUDE MED INC COM | USA | 9,100 0 | | |
| CHAMPLAIN MIDCAP | SUPERIOR ENERGY SVCS INC COM | USA | 18,700.0 | | |
| CHAMPLAIN MIDCAP | T ROWE PRICE GROUP INC | USA | 5,200.0 | | |
| CHAMPLAIN MIDCAP | TIBCO SOFTWARE INC COM | USA | 2,800.0 | | |
| CHAMPLAIN MIDCAP | TIFFANY & CO COM | USA | | | |
| CHAMPLAIN MIDCAP | TUPPERWARE BRANDS CORPORATION | | 3,600.0 | | |
| | | USA | 9,100.0 | | |
| CHAMPLAIN MIDCAP | VERISK ANALYTICS INC CL A CL A | USA | 5,400.0 | | |
| CHAMPLAIN MIDCAP | WADDELL & REED FINL INC CL A COM | USA | 6,900 (| | |
| CHAMPLAIN MIDCAP | WEST PHARMACEUTICAL SVCS INC COM | USA | 6,800.0 | 239,736 67 | 360,876 00 |
| CHAMPLAIN MIDCAP | WHITING PETE CORP COM STK | USA | 14,500.0 | 00 479,754 64 | 687,010 00 |
| CHAMPLAIN MIDCAP | WILEY JOHN & SONS INC CL A | USA | 8,700.0 | 00 393,593.46 | 399,765.00 |
| CHAMPLAIN MIDCAP | WILLIS GROUP HOLDINGS COM USDO 000115 (NEW) | Ireland | 22,000 (| | |
| CHAMPLAIN MIDCAP | ZIMMER HLDGS INC COM | USA | 5,400 (| | |
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| Account name | Arrat description | Country | Charac/Bar value | Rook value | Marketuskus |
|---------------------------------------|---|----------------|----------------------|----------------|----------------------------|
| Account name | Asset description | Country | Shares/Par value | Book value | Market value |
| CHAMPLA N SMALLCAP | #REORG/ARIBA INC CASH MERGER DUE 10/02/2012 | USA | 35,800.00 | 972,791.55 | 1,603,840.00 |
| | #REORG/ROBBINS & MYERS INC CASH MERGER 2/20/2013 | USA | 21,000.00 | | 1,251,600.00 |
| CHAMPLAIN SMALLCAP | #REORG/WRIGHT EXPRESS NAME CHANGE WEX INC 2K11AM1 DUE 10/29/2012 | USA | 12,500.00 | 433,212.87 | 871,500.00 |
| CHAMPLAIN SMALLCAP | ABM INDS INC COM | USA | 30,000.00 | 630,574 10 | 567,900.00 |
| CHAMPLAIN SMALLCAP | ACTUANT CORP CL A NEW | USA | 6,000 0 | 171,358.32 | 171,720.00 |
| CHAMPLAIN SMALLCAP | ADR NICE SYS LTD SPONSORED ADR | Israel | 24,000.0 | 824,439.18 | 797,280.00 |
| CHAMPLAIN SMALLCAP | ADVENT SOFTWARE INC COM STK | USA | 15,000.0 | 379,545.23 | 368,550.00 |
| | ALLIED WORLD ASSURANCE COMPANYHOLDINGS AG COMMON STOCK | Switzerland | 24,500.0 | | 1,892,625 00 |
| | ALTERRA CAPITAL HOLDINGS INC COM USDO 01 | Bermuda | 12,000.0 | | 287,280.00 |
| CHAMPLAIN SMALLCAP | AMTRUST FINL SVCS INC COM | USA | 20,350.0 | | 521,367 00 |
| CHAMPLAIN SMALLCAP | APPROACH RES INC COM STK | USA | 31,500.0 | | 949,095.00 |
| CHAMPLAIN SMALLCAP | APTARGROUP INC COM | USA | 18,500.0 | | 956,635 00 |
| CHAMPLAIN SMALLCAP | ARGO GROUP INTERNATIONAL HOLDINGS COM STK | Bermuda | 24,500.0 | | 793,555.00 |
| CHAMPLAIN SMALLCAP CHAMPLAIN SMALLCAP | ASPEN INSURANCE HLDGS COM BIO RAD LABS INC CL A | Bermuda USA | 33,500 0 | | 2,021,415.00 |
| CHAMPLAIN SMALLCAP | BIO-REFERENCE LABS INC COM PAR SO D1 NEW | USA | 12,500 0 18,500.0 | | 1,334,000.00 |
| CHAMPLAIN SMALLCAP | BOTTOMLINE TECHNOLOGIES DE INC COM | USA | 42,500.0 | | 528,730.00 1,049,325.00 |
| CHAMPLAIN SMALLCAP | BRADY CORP CL A | USA | 24,500 0 | | 717,360.00 |
| CHAMPLAIN SMALLCAP | BRYN MAWR BK CORP COM STK | USA | 15,000 0 | | 336,600.00 |
| CHAMPLAIN SMALLCAP | CARDTRONICS INC COM STK | USA | 18,500.0 | | 550,930.00 |
| CHAMPLAIN SMALLCAP | CLARCOR INC COM | USA | 12,500 0 | | 557,875.00 |
| CHAMPLAIN SMALLCAP | COMMUNITY BK SYS INC COM | USA | 11,300 0 | | 318,547.00 |
| CHAMPLAIN SMALLCAP | COMSCORE INC COM | USA | 36,500.0 | 0 695,611.79 | 556,625.00 |
| CHAMPLAIN SMALLCAP | COSTAR GROUP INC COM | USA | 6,000.0 | 0 273,946.43 | 489,240.00 |
| CHAMPLAIN SMALLCAP | ENDURANCE SPECIALTY HOLDINGS LTD COM USD1 | Bermuda | 24,500.0 | 0 905,620.92 | 943,250.00 |
| CHAMPLAIN SMALLCAP | ENPRO INDS INC COM | USA | 28,500.0 | 0 1,091,223.71 | 1,026,285.00 |
| CHAMPLAIN SMALLCAP | ESTERLINE TECHNOLOGIES CORP COM STK | USA | 12,500.0 | 0 857,474.32 | 701,750.00 |
| CHAMPLAIN SMALLCAP | FARO TECHNOLOGIES INC COM | USA | 9,900.0 | | 409,068.00 |
| CHAMPLAIN SMALLCAP | FINANCIAL ENGINES INC COM | USA | 30,500.0 | | 726,815.00 |
| CHAMPLAIN SMALLCAP | FLOWERS FOODS INC COM | USA | 73,000.0 | | 1,473,140.00 |
| CHAMPLAIN SMALLCAP | GENOMIC HEALTH INC COM | USA | 12,500.0 | | 433,625.00 |
| CHAMPLAIN SMALLCAP CHAMPLAIN SMALLCAP | GULFPORT ENERGY CORP COM NEW COM NEW HARRIS TEETER SUPERMARKETS INC COM | USA USA | 18,500.0 | | 578,310.00 |
| CHAMPLAIN SMALLCAP | HENRY JACK & ASSOC INC COM | USA | 31,000.0 24,500.0 | | 1,204,040.00 928,550.00 |
| CHAMPLAIN SMALLCAP | HITTITE MICROWAVE CORP COM STK | USA | 9,000.0 | | 499,230.00 |
| CHAMPLAIN SMALLCAP | HUB GROUP INC CL A | USA | 18,500.0 | | 549,080.00 |
| CHAMPLAIN SMALLCAP | IDEX CORP COM | USA | 24,500.0 | | 1,023,365 00 |
| CHAMPLAIN SMALLCAP | INDEPENDENT BK CORP MASS COM | USA | 12,500.0 | | 376,125.00 |
| CHAMPLAIN SMALLCAP | INTEGRA LIFESCIENCES HLDG CORP COM DESP | USA | 31,000.0 | | 1,274,100.00 |
| CHAMPLAIN SMALLCAP | K12 INC COM STOCK USD.0001 | USA | 24,500.0 | 567,028.80 | 494,900.00 |
| CHAMPLAIN SMALLCAP | KAYDON CORP COM | USA | 18,200.0 | 389,592.42 | 406,588.00 |
| CHAMPLAIN SMALLCAP | KEY ENERGY SVCS INC | USA | 61,000.0 | 903,745.59 | 427,000.00 |
| CHAMPLAIN SMALLCAP | LANCASTER COLONY CORP COM | USA | 18,500.0 | 963,404.41 | 1,355,125.00 |
| CHAMPLAIN SMALLCAP | LANDSTAR SYS INC COM | USA | 9,000.0 | | 425,520 00 |
| CHAMPLAIN SMALLCAP | LOGMEIN INC COM | USA | 24,300.0 | | 545,049.00 |
| CHAMPLAIN SMALLCAP | LUFKIN INDS INC COM | USA | 19,000.0 | | |
| CHAMPLAIN SMALLCAP | LUMINEX CORP DEL COM | USA | 36,500.1 | | 709,560.00 |
| CHAMPLAIN SMALLCAP CHAMPLAIN SMALLCAP | MASIMO CORP COM STK MEASUREMENT SPECIALTIES INC COM | USA | 43,000.0 | | 1,039,740.00 |
| CHAMPLAIN SMALLCAP | MEDIDATA SOLUTIONS INC COM | USA USA | 21,000.0 15,000.0 | | |
| CHAMPLAIN SMALLCAP | MISTRAS GROUP INC COM | USA | 18,000 | | 417,600 00 |
| CHAMPLAIN SMALLCAP | MORNINGSTAR INC COM STK | USA | 15,800. | | , |
| CHAMPLAIN SMALLCAP | MYRIAD GENETICS INC COM | USA | 24,500 | | |
| CHAMPLAIN SMALLCAP | NATIONAL INSTRS CORP COM | USA | 28,000 | | |
| CHAMPLAIN SMALLCAP | NAVIGATORS GROUP INC COM | USA | 17,800. | | |
| CHAMPLAIN SMALLCAP | NEUSTAR INC CL A | USA | 18,500 | | |
| CHAMPLAIN SMALLCAP | NORTHERN OIL & GAS INC NEV COM STK | USA | 45,500 | 00 1,107,700 1 | 773,045.00 |
| CHAMPLAIN SMALLCAP | NUVASIVE INC COM | USA | 42,500 | 00 1,083,311.1 | 973,675.00 |
| CHAMPLAIN SMALLCAP | OASIS PETE INC NEW COM STK | USA | 24,400. | 00 524,047,43 | 719,068 00 |
| CHAMPLAIN SMALLCAP | PPDC ENERGY INC COM | USA | 10,500. | 00 299,100.10 | 332,115.00 |
| CHAMPLAIN SMALLCAP | PROS HLDGS INC COM | USA | 24,500. | | |
| CHAMPLAIN SMALLCAP | PROTO LABS INC COM | USA | 10,100 | | |
| CHAMPLAIN SMALLCAP | QLIK TECHNOLOGIES INC COM STK | USA | 42,500 | 1 | |
| CHAMPLAIN SMALLCAP | QUALITY SYS INC COM STK | USA | 38,000 | 00 1,292,668.3 | 704,900 00 |
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| Account name | Asset description | Country | Shares/Par value | Book value | Market value |
| CHAMPLAIN SMALLCAP | RAVEN INDS INC COM STK | USA | 22 500 00 | 44 | |
| CHAMPLAIN SMALLCAP | RBC BEARINGS INC COM | USA | 22,500.00 | | 662,175.00 |
| CHAMPLAIN SMALLCAP | RESOLUTE ENERGY CORP COM | USA | 3,000.00 79,000.00 | | 144,300.00 |
| CHAMPLAIN SMALLCAP | SAPIENT CORP COM | USA | 55,000.00 | | 700,730.00 |
| CHAMPLAIN SMALLCAP | SENSIENT TECHNOLOGIES CORP COM | USA | 39,300.00 | | 586,300.00 |
| CHAMPLAIN SMALLCAP | SILGAN HLDGS INC COM | USA | 24,500.00 | | 2,444,668 00 |
| CHAMPLAIN SMALLCAP | SNYDERS-LANCE INC COM | USA | 42,500.00 | | 1,065,995 00 1,062,500.00 |
| CHAMPLAIN SMALLCAP | SPECTRUM BRANDS HLDGS INC COM STK | USA | 28,500 00 | | 1,140,285.00 |
| CHAMPLAIN SMALLCAP | STERIS CORP COM | USA | 25,000.00 | , | 886,750.00 |
| CHAMPLAIN SMALLCAP | STRAYER ED INC COM | USA | 6,000.00 | | 386,100.00 |
| CHAMPLAIN SMALLCAP | SUPERIOR ENERGY SVCS INC COM | USA | 36,500.00 | | 748,980.00 |
| CHAMPLAIN SMALLCAP | TECHNE CORP COM | USA | 9,500.00 | | 683,430.00 |
| CHAMPLAIN SMALLCAP | TELEFLEX INC COM | USA | 16,500.00 | | 1,135,860.00 |
| CHAMPLAIN SMALLCAP | TETRA TECHNOLOGIES INC DEL COM | USA | 60,500.00 | | 366,025.00 |
| CHAMPLAIN SMALLCAP | TREEHOUSE FOODS INC COM | USA | 24,000.00 | | 1,260,000.00 |
| CHAMPLAIN SMALLCAP | TRIMAS CORP COM NEW COM NEW | USA | 52,000.00 | | |
| CHAMPLAIN SMALLCAP | TUPPERWARE BRANDS CORPORATION | USA | 12,500.00 | | 669,875.00 |
| CHAMPLAIN SMALLCAP | UMB FINL CORP COM 5TK | USA | 36,500 00 | | |
| CHAMPLAIN SMALLCAP | UTI WORLDWIDE INC ORD NPV | British Virgin Is. | 31,000 00 | | 417,570.00 |
| CHAMPLAIN SMALLCAP | VCA ANTECH INC COM STK | USA | 36,500 00 | | 720,145.00 |
| CHAMPLAIN SMALLCAP | VOLCANO CORP COM STK | USA | 18,500 00 | | |
| CHAMPLAIN SMALLCAP | WADDELL & REED FINL INC CL A COM | USA | 24,500 00 | | 802,865.00 |
| CHAMPLAIN SMALLCAP | WASHINGTON TR BANCORPINC COM | USA | 15,000.00 | | 394,050.00 |
| CHAMPLAIN SMALLCAP | WEST PHARMACEUTICAL SVCS INC COM | USA | 30,600.00 | | 1,623,942.00 |
| CHAMPLAIN SMALLCAP | WILEY JOHN & SONS INC CLA | USA | 28,000.00 | | |
| CHAMPLAIN SMALLCAP | WOLVERINE WORLD WIDE INC COM | USA | 30,500 00 | 1,075,774.12 | |
| DELAWARE DELAWARE | ADOBE SYS INC COM ADR NOVO-NORDISK A S ADR | USA | 114,875.00 | | |
| DELAWARE | ADR SYNGENTA AG SPONSORED ADR | Denmark | 25,425 00 | | |
| DELAWARE | ALLERGAN INC COM | Switzerland | 43,925 00 | | |
| DELAWARE | APOLLO GROUP INC CL A | USA USA | 53,335 0 | -,, | |
| DELAWARE | APPLE INC COM STK | USA | 37,625.0 | ., | |
| DELAWARE | BMC SOFTWARE INC COM STK | USA | 15,564.0 | -, | |
| DELAWARE | CATERPILLAR INC COM | USA | 96,100.00 18,625.00 | | |
| DELAWARE | CME GROUP INC COM STK | USA | | | |
| DELAWARE | CROWN CASTLE INTL CORP COM STK | USA | 41,600.00 90,400.00 | | |
| DELAWARE | EOG RESOURCES INC COM | USA | 49,700.0 | | |
| DELAWARE | GOOGLE INC CL A CL A | USA | 7,125.0 | -, | |
| DELAWARE | INTERCONTINENTALEXCHANGE INC COM | USA | 29.175.0 | | |
| DELAWARE | INTUIT COM | USA | 72,150.0 | 017 177 161 | |
| DELAWARE | KINDER MORGAN INC DEL COM | USA | 133,205.0 | | |
| DELAWARE | LIBERTY INTERACTIVE CORP INTERACTIVE COMSER A | USA | 182,125.0 | | |
| DELAWARE | MASTERCARD INC CL A | USA | 12,050 0 | | |
| DELAWARE | NIKE INC CL B | USA | 30,125.0 | | |
| DELAWARE | PERRIGO CO COM | USA | 20,175.0 | | |
| DELAWARE | POLYCOM INC COM | USA | 109,650.0 | | |
| DELAWARE | PRICELINE COM INC COM NEW STK | USA | 6,210.0 | | |
| DELAWARE | PROGRESSIVE CORP OH COM | USA | 170,950 0 | | , , |
| DELAWARE | QUALCOMM INC COM | USA | 89,100.0 | | |
| DELAWARE | STAPLES INC COM | USA | 158,000.0 | | |
| DELAWARE | TERADATA CORP DEL COM STK | USA | 43,725.0 | | |
| DELAWARE | VERISIGN INC COM | USA | 70,150 0 | | |
| DELAWARE | VISA INC COM CL A STK | USA | 42,695.0 | | |
| DELAWARE | WALGREEN CO COM | USA | 91,800.0 | 0 3,337,729.6 | |
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| | as of SEPTEMBER 30, 2012 | | | | |
|----------------|---|------------|--------------------|--------------|---------------|
| Account name | Asset description | Country | Shares/Par value | Book value | Market value |
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| EAGLE | #REORG/ METROPOLITAN HEALTH NETWORKS CASH MERGER EFF 12/21/2012 | USA | 923.0 | | |
| EAGLE | #REORG/GEORGIA GULF CORP NAME CHANGE WITH CUSIP AXIALL CORP 2M1SAE1 1/29/2013 | USA | 4,040.0 | | |
| EAGLE | ALLETE INC COM NEW | USA | 4,006.0 | | |
| EAGLE | ALLISON TRANSMISSION HOLDING | USA | 17,154.0 | | |
| EAGLE | ALTRA HLDGS INC COM | USA | 5,079.0 9,934.0 | | |
| EAGLE EAGLE | AOL INC COM STK ARCTIC CAT INC COM | USA | 4,272.0 | | |
| EAGLE | ASCENA RETAIL GROUP INC COM | USA | 19,325.0 | | |
| EAGLE | ASPEN TECHNOLOGY INC COM | USA | 18,162.0 | | |
| EAGLE | ASTRONICS CORP COM | USA | 7,382.0 | | |
| EAGLE | ATWOOD OCEANICS INC COM | USA | 6,848.0 | 0 296,637,20 | 311,241.60 |
| EAGLE | BUCKEYE TECHNOLOGIES INC COM | USA | 10,261.0 | 0 306,225.56 | 328,967.66 |
| EAGLE | CANTEL MEDICAL CORP COM | USA | 10,063.0 | 0 249,960.2 | 272,506.04 |
| EAGLE | CAP BK FINL CORP CL A COM CL A COM | USA | 7,728.0 | 0 139,202.8 | 139,104.00 |
| EAGLE | CAPITOL FED FINL INC COM . | USA | 20,464.0 | 0 241,859.4 | 244,749.44 |
| EAGLE | CARDINAL FINL CORP COM | USA | 26,210.0 | 0 256,329.5 | 2 374,803.00 |
| EAGLE | CARDTRONICS INC COM STK | USA | 21,875.0 | | |
| EAGLE | CBL & ASSOC PPTYS INC COM | USA | 7,442.0 | | |
| EAGLE | CHARLES RIV LABORATORIES INTL INC COM | USA | 4,816.0 | | |
| EAGLE | CINEMARK HLDGS INC COM | USA | 21,172.0 | | |
| EAGLE | COGENT COMMUNICATIONS GROUP INC COM NEW | USA | 27,261.0 | | |
| EAGLE | COHERENT INC COM | USA | 7,756 | | |
| EAGLE | COLONY FINE INC COM | USA | 812.0 | | |
| EAGLE | COMPUTER PROGRAMS & SYS INC COM | USA | 1,336.0 | | |
| EAGLE | CORELOGIC INC-W/I COM STK | USA | 17,569. | | |
| EAGLE | CUBESMART | USA | 35,027. | | |
| EAGLE | CUBIST PHARMACEUTICALS INC COM | USA | 12,045. | | |
| EAGLE | CYBERONICS INC COM | USA | 3,241. | | |
| EAGLE | CYTEC IND COM | USA | 2,699. | | |
| EAGLE | DELEK US HLDGS INC COM STK | USA USA | 12,638. | | |
| EAGLE | DEMAND MEDIA INC COM | USA | 15,237. 5,702. | | |
| EAGLE | DORMAN PRODS INC COM DUFF & PHELPS CORP NEW CL A COM STK | USA | 10,765. | | |
| EAGLE EAGLE | ECHO GLOBAL LOGISTICS INC COM | USA | 16,147. | | |
| EAGLE | ECHOSTAR CORPORATION | USA | 12,241. | | |
| EAGLE | ELIZABETH ARDEN INC COM | USA | 4,107. | | |
| EAGLE | EMERGENT BIOSOLUTIONS INC COM | USA | 22,787. | | |
| EAGLE | ENDO HEALTH SOLUTIONS INC | USA | 7,160 | | |
| EAGLE | ENSIGN GROUP INC COM STK | USA | 71. | | |
| EAGLE | ENTEGRIS INC COM | USA | 18,262. | | |
| EAGLE | F N B CORP PA COM | USA | 12,720 | | |
| EAGLE | FIRST FINL BANCORP OHIO COM | USA | 19,371 | | |
| EAGLE | FLIR SYS INC COM | USA | 8,009 | | |
| EAGLE | FOREST CY ENTERPRISES INC CL A | USA | 30,362 | | |
| EAGLE | FORTUNE BRANDS HOME & SEC INC COM | USA | 6,606 | 00 153,766 | 23 178,428.06 |
| EAGLE | GLATFELTER | USA | 12,439 | 00 194,869 | 50 221,538.59 |
| EAGLE | GLIMCHER RLTY TR SHIBEN INT SHS OF BENEFICIAL INTEREST USDO.01 | USA | 18,240 | 00 170,503 | 192,796 80 |
| EAGLE | GLOBAL CASH ACCESS HLDGS INC COM | USA | 37,442 | 00 302,428 | 70 301,408.10 |
| EAGLE | GRAPHIC PACKAGING HLDG CO COM STK | USA | 28,200 | 00 141,806 | 163,842.00 |
| EAGLE | GREAT SOUTHN BANCORP INC COM | USA | 6,048 | .00 132,116 | 186,943 68 |
| EAGLE | GRIFFON CORP COM | USA | 9,887 | .00 97,590 | 54 101,836 10 |
| EAGLE | HAEMONETICS CORP MASS COM | USA | 2,210 | 00 152,287 | |
| EAGLE | HEXCEL CORP NEW COM | USA | 13,894 | | |
| EAGLE | HSN INC NEW COM | USA | 7,028 | .00 319,651 | 33 344,723 40 |
| EAGLE | HUBBELL INC CL B COM | USA | 4,124 | | |
| EAGLE | IAC / INTERACTIVECORP COM PAR \$ 001 STK | USA | 13,219 | | |
| EAGLE | ICF INTLINC COM STK | USA | 5,494 | | |
| EAGLE | ICU MED INC COM | USA | 9,209 | | |
| EAGLE | IDEX CORP COM | USA | 7,860 | | |
| EAGLE | KKR FINL HLDGS LLC COM STK | USA | 55,267 | | |
| EAGLE | LANDSTAR SYS INC COM | USA | 5,910 | | |
| EAGLE | LAREDO PETROLEUM HOLDINGS IN | USA | 7,975 | | |
| EAGLE | LASALLE HOTEL PPTYS COM SH BEN INT | USA | 11,995 | | |
| EAGLE | LORAL SPACE & COMMUNICATIONS INC COM | USA | 2,293 | | |
| EAGLE | MACQUARIE INFRASTRUCTURE CO LLC MEMBERSHIP INT COM STK | USA | 15,357 | | |
| EAGLE EAGLE | MADDEN STEVEN LTD COM MARRIOTT VACATIONS WORLDWIDE CORP COM | USA | 9,08, 3,88, | | |
| | MASIMO CORP COM STK | | | | |
| EAGLE EAGLE | MAXIMUS INC COM | USA | 7,113 1,99 | | |
| EAGLE | MEN'S WEARHOUSE INC COMMOM | U5A | 14,77 | | |
| EAGLE | MERIT MED SYS INC COM | USA | 11,08 | | |
| EAGLE | MICROSEMI CORP COM | USA | 9,74 | | |
| EAGLE | MINERALS TECHNOLOGIES INC COM | USA | 5,46 | | |
| EAGLE | MISTRAS GROUP INC COM | USA | 6,94 | | |
| EAGLE | MLP EV ENERGY PARTNERS L P COM UNITS REPSTG LTD PARTNER INT | USA | 4,70 | | |
| EAGLE | MONOTYPE IMAGING HLDGS INC COM STK | USA | 21,05 | | |
| EAGLE | MWI VETERINARY SUPPLY INC COM SŤK | USA | 1,68 | | |
| EAGLE | NEUSTAR INC CL A | USA | 10,65 | | |
| EAGLE | NEWCASTLE INVT CORP NEW COM | USA | 23,22 | | |
| | | | 20,00 | | |

| Account name | Asset description | Country | Shares/Par value | Book value | Market value |
|--------------|--|---------|------------------|------------|--------------------------|
| EAGLE | OASIS PETE INC NEW COM STK | USA | 9,678 00 | 270,879 56 | 205 210 66 |
| EAGLE | OCH-ZIFF CAP MGMT GROUP CL A SHS CL A | USA | 39,786.00 | 326,132 44 | 285,210.66 384,332.76 |
| EAGLE | OIL STS INTL INC COM ISIN US6780261052 | USA | 3,935 00 | 239,039.70 | 384,332.76 |
| EAGLE | OXFORD INDS INC COM | USA | 5,840.00 | 241,998 19 | 329,668.00 |
| EAGLE | PENN NATL GAMING INC COM | USA | 5,343.00 | 221,036 08 | 230,283.30 |
| EAGLE | PHH CORP COM NEW COM NEW | USA | 12,692.00 | 221,536 18 | 258,282.20 |
| EAGLE | PHOTRONICS INC COM | USA | 45,746.00 | 259,376 02 | 245,656.02 |
| EAGLE | PIER 1 IMPORTS INC COM | USA | 10,201.00 | 187,310 13 | 191,166.74 |
| EAGLE | PRESTIGE BRANDS HLDGS INC COM | USA | 1,042.00 | 17,685.91 | 17,672.32 |
| EAGLE | PROASSURANCE CORP COM | USA | 3,689.00 | 270,566.70 | 333,633.16 |
| EAGLE | QUAKER CHEM CORP COM | USA | 3,376.00 | 157,881.45 | 157,557.92 |
| EAGLE | RAMCO-GERSHENSON PPTYS TR COM SHIBEN INTCOM SHIBEN INT | USA | 27,627.00 | 318,913 41 | 346,166.31 |
| EAGLE | RAVEN INDS INC COM STK | USA | 3,084.00 | 95,530.15 | 90,762.12 |
| EAGLE | RAYONIER INC REIT | USA | 8,131.00 | 338,193.77 | 398,500.31 |
| EAGLE | RENT A CTR INC NEW COM | USA | 15,501.00 | 526,672.28 | 543,775.08 |
| EAGLE | SALIX PHARMACEUTICALS LTD COM DE | USA | 7,685.00 | 370,667.40 | 325,382.90 |
| EAGLE | SCRIPPS E W CO OHIO CL A NEW COM STK | USA | 2,065.00 | 22,167.06 | 21,992.25 |
| EAGLE | SEMGROUP CORP CL A CL A | USA | 12,013.00 | 378,144 44 | 442,679.05 |
| EAGLE | SS&C TECHNOLOGIES HLDGS INC COM | USA | 12,913.00 | 276,734.52 | 325,536.73 |
| EAGLE | STERLING FINL CORP WASH COM NEW COM NEW | USA | 5,123.00 | 103,877.74 | 114,089.21 |
| EAGLE | SYNOVUS FINL CORP COM | USA | 145,840 00 | 313,064.86 | 345,640 80 |
| EAGLE | TEAM HEALTH HLDGS INC COM | USA | 14,977.00 | 330,359.66 | 406,326.01 |
| EAGLE | TERADYNE INC COM | USA | 21,556.00 | 306,683.66 | 306,526.32 |
| EAGLE | TEREX CORP NEW COM | USA | 9,247.00 | 209,246 42 | 208,797.26 |
| EAGLE | THERMON GROUP HLDGS INC | USA | 26,063.00 | 504,000 11 | 651,314.37 |
| EAGLE | TREEHOUSE FOODS INC COM | USA | 4,218.00 | 227,673.08 | 221,445.00 |
| EAGLE | TTM TECHNOLOGIES INC COM | USA | 21,774.00 | 306,701 03 | 205,328.82 |
| EAGLE | TWO HBRS INVT CORP COM | USA | 14,853.00 | 162,865.17 | 174,522.75 |
| EAGLE | U S SILICA HLDGS INC | USA | 11,066.00 | 146,245 80 | 150,054.96 |
| EAGLE | UGI CORP NEW COM | USA | 5,316.00 | 155,366.93 | 168,783.00 |
| EAGLE | VIEWPOINT FINL GROUP INC MD COM | USA | 7,659.00 | 101,152 18 | 146,823.03 |
| EAGLE | WATSCO INC COM | USA | 4,161.00 | 305,571,79 | 315,362.19 |
| EAGLE | WESTAR ENERGY INC COM | USA | 11,178.00 | 328,017,98 | 331,539.48 |
| EAGLE | WILEY JOHN & SONS INC CL A | USA | 7,103.00 | 310,411,69 | 326,382.85 |

| | as of SEPTEMBER 30, 2012 | | | | |
|--------------|--|--------------|------------------|----------------|-----------------|
| Account name | Asset description | Country | Shares/Par value | Book value | Market value |
| FIRST EAGLE | #REORG/NEXEN INC COM CASH MERGER 2/25/2013 | Cd- | 45 730 00 | 240.750.10 | 200 (42 (2 |
| FIRST EAGLE | ADR GOLD FIELDS LTD NEW SPONSORED ADR | Canada | 15,728.00 | | 398,547.52 |
| FIRST EAGLE | ADR GRUPO TELEVISA SA DE CV SPONSORED ADR REPSTG ORD PARTN SPONS ADR | South Africa | 77,185.00 | | 991,827.25 |
| FIRST EAGLE | ADR HARMONY GOLD MNG LTD SPONSORED ADR | Mexico | 67,588.00 | | 1,588,993.88 |
| | | South Africa | 33,044.00 | | 277,900 04 |
| FIRST EAGLE | AGNICO EAGLE MINES COM NPV | Canada | 25,046.00 | | 1,298,181.82 |
| FIRST EAGLE | ANGLO AMERICAN USD0.54945 | UK | 11,194.00 | | 328,442.23 |
| FIRST EAGLE | ARIAKE JAPAN CO NPV | Japan | 10,600.00 | | |
| FIRST EAGLE | AS ONE CORPORATION NPV | Japan | 10,800.00 | | 242,930.59 |
| FIRST EAGLE | ASTELLAS PHARMA NPV | Japan | 37,400.00 | | |
| FIRST EAGLE | AUTONEUM HLDG AG CHF0 05 | Switzerland | 2,333 00 | | 117,419.56 |
| FIRST EAGLE | BANGKOK BANK THB10 (NVDR) | Thailand | 144,300.00 | | |
| FIRST EAGLE | BERKLEY GP HOLDINGS | UK | 28,792.00 | | |
| FIRST EAGLE | BIOMERIEUX NPV | France | 1,240.00 | | 115,225.62 |
| FIRST EAGLE | BOUYGUES EUR1 | France | 35,766.0 | 1,383,602.27 | 874,246.18 |
| FIRST EAGLE | CANON INC NPV | Japan | 20,800.0 | 961,190.90 | 667,043.70 |
| FIRST EAGLE | CARREFOUR EUR2.50 | France | 29,153.0 | 567,250.32 | 605,336.07 |
| FIRST EAGLE | CENOVUS ENERGY INC COM | Canada | 20,430.0 | 716,252,89 | 711,985.50 |
| FIRST EAGLE | CHOFU SEISAKUSHO NPV | Japan | 16,600 0 | 399,813.87 | 403,691.52 |
| FIRST EAGLE | COGECO CABLE INC SUB-VTG COM CADO 01 | Canada | 5,724.0 | 249,125.73 | 216,987.86 |
| FIRST EAGLE | COMFORTDELGRO CORP LTD | Singapore | \$77,970.0 | 671,495.47 | 808,036.64 |
| FIRST EAGLE | CRH PLC EQUITY | Ireland | 27,843.0 | 476,230,47 | 535,933.68 |
| FIRST EAGLE | DAIICHIKOSHO CO NPV | Japan | 28,800.0 | 90,574.05 | 694,087.40 |
| FIRST EAGLE | DAIMLER AG COM | Germany | 15,860 0 | 985,005.39 | 768,512.48 |
| FIRST EAGLE | DEUTSCHE WOHNEN AG EUR1 (BR) | Germany | 62,466.0 | 935,398.94 | |
| FIRST EAGLE | ENCANA CORP COM NPV | Сапада | 12,314.0 | | |
| FIRST EAGLE | FANUC CORP NPV | Japan | 11,000 0 | | · |
| FIRST EAGLE | FFP EUR1 00 | France | 4,384.0 | | |
| FIRST EAGLE | FRAPORT (FRANKFURT AIRPORT SERVICES) NPV | Germany | 3,451.0 | | |
| FIRST EAGLE | FURSYS KRW1000 | Korea | 2,010.0 | | |
| FIRST EAGLE | GAUMONT EUR8 | France | 254.0 | | |
| FIRST EAGLE | GENTING MALAYSIA B MYRO 10 | Malaysia | 527,470 0 | | * |
| FIRST EAGLE | GLAXOSMITHKLINE ORD GBPO 25 | UK | 35,907.0 | | |
| FIRST EAGLE | GPE BRUXELLES LAM NPV | Belgium | 12,459.0 | | |
| FIRST EAGLE | GUOCO GROUP USDO.50 | Bermuda | | | |
| FIRST EAGLE | | | 66,000.0 | | |
| | HAL TRUST UNITS NPV | Bermuda | 4,855 0 | | |
| FIRST EAGLE | HAMBURGER HAFEN NPV (REGD) 'A' | Germany | 18,023 0 | | |
| FIRST EAGLE | HAW PAR CORP LTD NPV | Singapore | 197,000.0 | | |
| FIRST EAGLE | HEIDELBERGCEMENT NPV | Germany | 30,837.0 | | |
| FIRST EAGLE | HIROSE ELECTRIC NPV | Japan | 9,700 0 | | |
| FIRST EAGLE | HOPEWELL HOLDINGS COMSTK | Hong Kong | 77,400 0 | | |
| FIRST EAGLE | HOYA CORP NPV | Japan | 41,200.0 | | |
| FIRST EAGLE | ICL-ISRAEL CHEM ILS1 | Israel | 30,315.0 | | |
| FIRST EAGLE | ICOM INCORPORATED NPV | Japan | 250 0 | 7,138 4 | 7 6,066 84 |
| FIRST EAGLE | INDUTRIAS PENOLES NPV | Mexico | 20,415 0 | 0 737,522.9 | 1,006,804.97 |
| FIRST EAGLE | INVESTOR AB SER'A'NPV | Sweden | 23,564.0 | 00 472,507.2 | 503,151.02 |
| FIRST EAGLE | INVESTOR AB SER'B'NPV | Sweden | 11,534.0 | 0 217,678 8 | 5 254,372.14 |
| FIRST EAGLE | ITALCEMENTI EUR1 | ltaly | 30,270.0 | 0 261,349.3 | 159,663.65 |
| FIRST EAGLE | ITALMOBILIARE EUR2 60 | Italy | 3,914.0 | 0 141,268.8 | 7 72,509.19 |
| FIRST EAGLE | JAPAN WOOL TEXTILE NPV | Japan | 71,000 0 | 00 573,364.0 | 2 532,956.30 |
| FIRST EAGLE | JARDINE MATHESON HLDGS USD0.25(SING QUOTE) | Bermuda | 9,800.0 | 10 484,495 0 | 3 557,620.00 |
| FIRST EAGLE | JUMBO SA EUR1 19 | Greece | 88,814.0 | 00 544,032.6 | 8 491,314.58 |
| FIRST EAGLE | KANSAI PAINT CO NPV | lapan | 58,800 (| 517,191,2 | 0 653,753.21 |
| FIRST EAGLE | KDDI CORP NPV | Japan | 17,500 | 00 1,175,531.2 | 6 1,363,110.54 |
| FIRST EAGLE | KEYENCE CORP NPV | Japan | 6,920.0 | 1,673,050,5 | 8 1,778,920.31 |
| FIRST EAGLE | KT&G CORPORATION KRW5000 | Korea | 12,142.6 | 00 665,846.3 | 1 925,323.26 |
| FIRST ÉAGLE | KUEHNE&NAGEL INTL CHF1.00 (REGD) | Switzerland | 1,149.0 | | |
| FIRST EAGLE | LAURENT-PERRIER EUR3 80 | France | 4,171. | | |
| FIRST EAGLE | LEGRAND SA EUR4 | France | 4,259. | | |
| FIRST EAGLE | LINDT & SPRUENGLI CHF100.00 (REGD) | Switzerland | 4.1 | | |
| FIRST EAGLE | LOTTE CONFECT KRW5000 | Korea | 291. | | |
| FIRST EAGLE | MAEZAWA KASEI IND NPV | Japan | 8,700. | | |
| FIRST EAGLE | MATSUMOTO YUSHI NPV | Japan | 2,500 | | |
| FIRST EAGLE | MEITEC CORPORATION NPV | Japan | 5,504. | | |
| FIRST EAGLE | MISUMI GROUP INC NPV | | | | |
| FIRST EAGLE | | Japan | 36,700. | | |
| FIRST EAGLE | MITSUBISHI ESTATE CO LTD | Japan | 48,400. | | |
| | MS&AD INSURANCE GROUP HOLDINGS, INC. NPV | Japan | 77,000 | | |
| FIRST EAGLE | NAGAILEBEN CO NPV | Japan | 21,400. | | |
| FIRST EAGLE | NAMYANG DAIRY PROD KRW5000 | Korea | 233. | | |
| FIRST EAGLE | NEOPOST EUR1 | France | 7,279. | | |
| FIRST EAGLE | NESTLE SA CHF0.10(REGD) | Switzerland | 21,927. | | |
| FIRST EAGLE | NEWCREST MINING LTD NPV | Australia | 26,341. | | |
| FIRST EAGLE | NEWMONT MINING CORP NEW COM | USA | 10,774 | | |
| FIRST EAGLE | NISSIN FOODS HOLDINGS CO LTD NPV | Japan | 17,900 | | |
| FIRST EAGLE | NKS) HOLDINGS INC NPV | Japan | 61,325 | | 36 1,204,429,31 |
| FIRST EAGLE | NOMURA RESEARCH INSTITUTE NPV | Japan | 29,300 | .00 618,514.3 | 605,960.15 |
| FIRST EAGLE | NONG SHIM CO KRW5000 | Korea | 1,625 | 00 358,508 | 388,184.09 |
| FIRST EAGLE | NTT DOCOMO NPV | Japan | 209 | 00 376,822 | 18 340,095 12 |
| | | | | | |

| Account name | Asset description | Country | Shares/Par value | Book value | Market value |
|--------------|--------------------------------------|-------------|------------------|--------------|--------------|
| FIRST EAGLE | OMV AG NPV(VAR) | Austria | 17,032.00 | 702,946 48 | 596,764.25 |
| FIRST EAGLE | ONO PHARMACEUTICAL NPV | Japan | 16,500.00 | 860,493 75 | 1,019,055.27 |
| FIRST EAGLE | ORKLA ASA NOK1.25 | Norway | 60,801.00 | 428,583.88 | 462,103.74 |
| FIRST EAGLE | PARGESA HLDGS SA CHF20.00 (BR) | Switzerland | 22,249 00 | 2,024,266 27 | 1,474,901.79 |
| FIRST EAGLE | PENN WEST PETROLEUM LTD COM STK | Canada | 50,118.00 | 952,092.75 | 713,680.32 |
| FIRST EAGLE | POSTNL NV EURO 48 | Netherlands | 43,192.00 | 345,337.56 | 150,585.23 |
| FIRST EAGLE | RECORDATI EURO 125 | Italy | 11,400.00 | 75,652.36 | 81,103.53 |
| FIRST EAGLE | RED ELECTRICA CORP EURZ | Spain | 13,930.00 | 783,181.81 | 661,193.23 |
| FIRST EAGLE | RIETER HOLDING AG CHFS 00 (REGD) | Switzerland | 1,684.00 | 441,021.52 | 286,699.30 |
| FIRST EAGLE | SANOFI EURZ | France | 16,785 00 | 1,217,050.36 | 1,432,755.36 |
| FIRST EAGLE | SATS LTD NPV | Singapore | 153,400 00 | 315,976.64 | 335,136.55 |
| FIRST EAGLE | SECOM CO NPV | Japan | 40,300 00 | 1,955,090 27 | 2,108,239.07 |
| FIRST EAGLE | SEIKAGAKU CORP NPV | Japan | 24,300.00 | 265,759.31 | 281,730.08 |
| FIRST EAGLE | SHIMANO INC NPV | Japan | 26,100.00 | 1,338,803.23 | 1,905,501.29 |
| FIRST EAGLE | SHIN-ETSU CHEMICAL NPV | Japan | 6,700.00 | 315,354.00 | 378,059.13 |
| FIRST EAGLE | SK KAKEN CO LTD NPV | Japan | 2,000.00 | 77,912.29 | 84,575.84 |
| FIRST EAGLE | SMC CORP NPV | Japan | 10,100.00 | 1,712,480.61 | 1,633,136.25 |
| FIRST EAGLE | SODEXHO EUR4 | France | 12,224.00 | 889,188.61 | 921,396 60 |
| FIRST EAGLE | SOFINA NPV | Belgium | 1,031.00 | 89,672.13 | 84,769.04 |
| FIRST EAGLE | T.HASEGAWA CO NPV | Japan | 13,600.00 | 208,996.44 | 175,856.04 |
| FIRST EAGLE | TF1 - TV FRANCAISE EURO 20 | France | 50,680.00 | 797,610 36 | 422,429.61 |
| FIRST EAGLE | THAI BEVERAGE PLC THB1 | Thailand | 3,223,200.00 | 730,927,69 | 1,064,152.60 |
| FIRST EAGLE | THK CO LTD NPV | Japan | 19,600 00 | 486,070.91 | 301,809.77 |
| FIRST EAGLE | TNT EXPRESS NV, AMSTERDAM SHS | Netherlands | 36,987.00 | 411,694.20 | 386,665.74 |
| FIRST EAGLE | WENDEL EUR4 | France | 4,232.00 | 461,529.18 | 357,701.53 |
| FIRST EAGLE | WIENERBERGER AG NPV | Austria | 49,140.00 | 794,872.63 | 381,208.20 |
| FIRST EAGLE | WM MORRISON SUPERMARKETS ORD GBPO 10 | ŲК | 140,855.00 | 642,130.83 | 648,695.01 |
| FIRST EAGLE | YAZICILAR HOLDING CLASS'A' TRY1 | Turkey | 24,822.00 | 152,084.47 | 193,533 08 |
| FIRST EAGLE | YOMEISHU SEIZO CO NPV | Japan | 10,000 00 | 93,531.90 | 95,372 75 |
| | | | | | |

| | as of September 30, 2012 | | | | |
|---|--|-----------|------------------|--------------|--------------|
| Account name | Asset description | Country | Shares/Par value | Book value | Market value |
| ROBECO BOSTON PARTNERS | #REORG/ICON PUB LTD MANDATORTY EXCHANGE ICON PLC 2P1YAY1 EFF 2/04/2013 | Ireland | 10,545.00 | 188,472.91 | 256 001 65 |
| | | | | | 256,981.65 |
| ROBECO BOSTON PARTNERS | 5TH 3RD BANCORP COM | USA | 40,315.00 | 524,198.SD | 625,285.65 |
| ROBECO BOSTON PARTNERS | AES CORP COM | USA | 14,880.00 | 164,172.31 | 163,233.60 |
| ROBECO BOSTON PARTNERS | AGCO CORP COM | USA | 9,170.00 | 419,217,60 | 435,391.60 |
| ROBECO BOSTON PARTNERS | ALLEGHANY CORP DEL COM | USA | 1,418 00 | 452,370,93 | 489,124 92 |
| ROBECO BOSTON PARTNERS | ALLIANCE DATA SYS CORP COM | USA | 1,590.00 | 126,512.81 | 225,700.50 |
| ROBECO BOSTON PARTNERS | ALLIANT ENERGY CORP COM | USA | 6,640.00 | 206,422.85 | 288,109.60 |
| ROBECO BOSTON PARTNERS | AMDOCS ORD GBP0.01 | Guernsey | 13,380.00 | 413,192,98 | 441,406.20 |
| ROBECO BOSTON PARTNERS | AMER ELEC PWR CO INC COM | USA | 8,100.00 | 347,713.20 | 355,914.00 |
| ROBECO BOSTON PARTNERS | AMEREN CORP COM | USA | 8,345 00 | 220,912 72 | 272,631.15 |
| ROBECO BOSTON PARTNERS | AMERICAN ASSETS TR INC COM | USA | 5,635 00 | 115,851,38 | 150,961.65 |
| ROBECO BOSTON PARTNERS | AMERISOURCEBERGEN CORP COM | USA | 14,565.00 | 552,393 47 | 563,811.15 |
| ROBECO BOSTON PARTNERS | ANALOG DEVICES INC COM | USA | 9,180.00 | 293,459.04 | 359,764.20 |
| ROBECO BOSTON PARTNERS | ARCH CAPITAL GROUP COM STK | | | | |
| | | Bermuda | 6,140.00 | 224,906.94 | 255,915.20 |
| ROBECO BOSTON PARTNERS | ARROW ELECTR INC COM | USA | 10,100.00 | | 340,471.00 |
| ROBECO BOSTON PARTNERS | ASHLAND INC NEW COM | USA | 6,445.00 | | 461,462.00 |
| ROBECO BOSTON PARTNERS | AVNET INC COM | USA | 9,935.00 | | 289,009.15 |
| ROBECO BOSTON PARTNERS | BALL CORP COM | USA | 8,055.00 | 257,169.50 | 340,807.05 |
| ROBECO BOSTON PARTNERS | BRUNSWICK CORP COM | USA | 16,455.00 | 354,515.50 | 372,376.65 |
| ROBECO BOSTON PARTNERS | CA INC COM | USA | 15,205.00 | 394,513.45 | 391,756.82 |
| ROBECO BOSTON PARTNERS | CAP 1 FNCL COM | USA | 8,930 00 | 250,847.01 | 509,099.30 |
| ROBECO BOSTON PARTNERS | CAREFUSION CORP COM | USA | 20,550.00 | 495,489 22 | 583,414.50 |
| ROBECO BOSTON PARTNERS | CBS CORP NEW CL B | USA | 26,905.00 | 554,756.00 | 977,458.65 |
| ROBECO BOSTON PARTNERS | CHEMED CORP NEW COM | USA | 4,290 00 | | 297,254.10 |
| ROBECO BOSTON PARTNERS | CIGNA CORPORATION | USA | 7,735.00 | | 364,859.95 |
| ROBECO BOSTON PARTNERS | COCA-COLA ENTERPRISES INC NEW COM | USA | 12,320.00 | | 385,246 40 |
| ROBECO BOSTON PARTNERS | COMERICA INC COM | USA | | | |
| ROBECO BOSTON PARTNERS | | | 11,780.00 | | 365,769.00 |
| | CONSTELLATION BRANDS INC CL A CL A | USA | 9,315.00 | | 301,340.25 |
| ROBECO BOSTON PARTNERS | CROWN HLDGS INC COM | USA | 13,875.00 | | 509,906.25 |
| ROBECO BOSTON PARTNERS | CURTISS WRIGHT CORP COM | USA | 14,070.00 | | 460,089.00 |
| ROBECO BOSTON PARTNERS | CYTEC IND COM | USA | 8,845.00 | 463,211 63 | 579,524.40 |
| ROBECO BOSTON PARTNERS | DAVITA HEALTHCARE PARTNERS INC COM | USA | 3,030.00 | 173,388.48 | 313,938.30 |
| ROBECO BOSTON PARTNERS | DISCOVER FINL SVCS COM STK | USA | 14,762.00 | 143,016 94 | 586,494 26 |
| ROBECO BOSTON PARTNERS | DOVER CORP COM | USA | 3,885.00 | 227,127.10 | 231,118 65 |
| ROBECO BOSTON PARTNERS | DR PEPPER SNAPPLE GROUP INC COM STK | USA | 3,775.00 | 84,426.05 | 168,100.75 |
| ROBECO BOSTON PARTNERS | DUKE RLTY CORP COM NEW REIT | USA | 13,100.00 | | |
| ROBECO BOSTON PARTNERS | EAST WEST BANCORP INC COM | USA | 20,625.00 | | |
| ROBECO BOSTON PARTNERS | EDISON INTL COM | USA | 8,110.00 | | |
| ROBECO BOSTON PARTNERS | ELECTR ARTS COM | USA | 23,700.00 | | |
| ROBECO BOSTON PARTNERS | | | | | |
| | ENSCO PLC SHS CLASS A COM | UK | 4,540.00 | | |
| ROBECO BOSTON PARTNERS | EQT CORP COM | USA | 5,660.00 | | |
| ROBECO BOSTON PARTNERS | EQTY RESDNTL EFF 5/15/02 | USA | 5,425.00 | | |
| ROBECO BOSTON PARTNERS | EQUIFAX INC COM | USA | 9,680.00 | | |
| ROBECO BOSTON PARTNERS | FLEXTRONICS INTL LTD COM STK | Singapore | 61,845.00 | 419,402.01 | 371,070 00 |
| ROBECO BOSTON PARTNERS | FLOWSERVE CORP COM | USA | 4,700.00 | 519,887.64 | 600,378.00 |
| ROBECO BOSTON PARTNERS | FLUOR CORP NEW COM | USA | 5,970.00 | 332,399.19 | 335,991.60 |
| ROBECO BOSTON PARTNERS | FTI CONSULTING INC COM | USA | 16,670.00 | 631,013,9 | 444,755.60 |
| ROBECO BOSTON PARTNERS | GRAPHIC PACKAGING HLDG CO COM STK | USA | 42,840.00 | 228,867.34 | 248,900 40 |
| ROBECO BOSTON PARTNERS | GREAT PLAINS ENERGY INC COM | USA | 11,235.0 | 228,098 46 | 250,091.10 |
| ROBECO BOSTON PARTNERS | GROUPE CGLINC CL A SUB VTG CL A SUB VTG | Canada | 5,810.0 | | |
| ROBECO BOSTON PARTNERS | HANOVER INS GROUP INC COM | USA | 1,575.0 | | |
| ROBECO BOSTON PARTNERS | HARRIS CORP COM | USA | 11,175.0 | | |
| ROBECO BOSTON PARTNERS | HELMERICH & PAYNE INC COM | USA | | | |
| | | | 7,660.0 | | |
| ROBECO BOSTON PARTNERS ROBECO BOSTON PARTNERS | HOLOGIC INC COM | USA | 22,885.0 | | |
| | HUBBELL INC CL B COM | USA | 2,190.0 | | |
| ROBECO BOSTON PARTNERS | HUNTINGTON BANCSHARES INC COM | USA | 44,800.0 | | |
| ROBECO BOSTON PARTNERS | INGRAM MICRO INC CL A | USA | 14,530.0 | | |
| ROBECO BOSTON PARTNERS | JOHNSON CTL INC COM | USA | 10,000.0 | 320,907,9 | 3 274,000.00 |
| ROBECO BOSTON PARTNERS | KELLOGG CO COM USDO 25 | USA | 4,415.0 | 0 221,988 4 | 228,078 90 |
| ROBECO BOSTON PARTNERS | KENNAMETAL INC CAP | USA | 6,345.0 | 0 187,027 1 | 235,272.60 |
| ROBECO BOSTON PARTNERS | KIMCO RUTY CORP COM | USA | 26,480 0 | 0 441,503.6 | 536,749.60 |
| ROBECO BOSTON PARTNERS | KOHLS CORP COM | USA | 7,270.0 | 0 373,397 6 | 372,369,40 |
| ROBECO BOSTON PARTNERS | LEAR CORP COM NEW COM NEW | USA | 13,880.0 | | |
| ROBECO BOSTON PARTNERS | LOEWS CORP COM | USA | 8,650.0 | | |
| ROBECO BOSTON PARTNERS | LORILLARD INC COM STK | USA | 1,725.0 | | |
| ROBECO BOSTON PARTNERS | LSI CORP COM STK | | | | |
| | | USA | 26,065.0 | | |
| ROBECO BOSTON PARTNERS | M & T BK CORP COM | USA | 2,900.0 | | |
| ROBECO BOSTON PARTNERS | MACYS INC COM STK | USA | 13,985.0 | | |
| ROBECO BOSTON PARTNERS | MANPOWER INC COM | USA | 7,700 0 | | |
| ROBECO BOSTON PARTNERS | MARSH & MCLENNAN CO'S INC COM | USA | 15,905.0 | 0 402,691,2 | 3 539,656.65 |
| ROBECO BOSTON PARTNERS | MASCO CORP COM | USA | 14,410 0 | 0 184,608 2 | 2 216,870,50 |
| ROBECO BOSTON PARTNERS | MCGRAW-HILL COS COM USD1 | USA | 12,710.0 | 0 509,586 9 | 9 693,838 90 |
| ROBECO BOSTON PARTNERS | MCKESSON CORP | USA | 5,515.0 | | |
| ROBECO BOSTON PARTNERS | MINERALS TECHNOLOGIES INC COM | USA | 3,085.0 | | |
| ROBECO BOSTON PARTNERS | MOODYS CORP COM | USA | 18,395.0 | | |
| ROBECO BOSTON PARTNERS | NOBLE ENERGY INC COM | USA | 6,720.0 | | |
| ROBECO BOSTON PARTNERS | NORDSTROM INC COM | USA | | | |
| ROBECO BOSTON PARTNERS | NV ENERGY INC COM | | 5,085.0 | | |
| | | USA | 18,770.0 | | |
| ROBECO BOSTON PARTNERS | OMNICARE INC COM | USA | 17,370.0 | | |
| ROBECO BOSTON PARTNERS | DMNICOM GROUP INC COM | USA | 9,285.0 | | |
| ROBECO BOSTON PARTNERS | ON SEMICONDUCTOR CORP COM | USA | 26,460.0 | 00 179,301 6 | 4 163,258 20 |
| | | | | | |

| Account name | Asset description | Country | Shares/Par value | Book value | Market value |
|------------------------|--|-------------|------------------|------------|--------------|
| ROBECO BOSTON PARTNERS | PARKER-HANNIFIN CORP COM | USA | 6,990.00 | 585.074 55 | 584,224.20 |
| ROBECO BOSTON PARTNERS | PPG IND INC COM | USA | 3,730.00 | 380,949 24 | 428,353.20 |
| ROBECO BOSTON PARTNERS | QUEST DIAGNOSTICS INC COM | USA | 3,580.00 | 202,501 66 | 227,079.40 |
| ROBECO BOSTON PARTNERS | RAYMOND JAMES FNCL INC COM STK | USA | 18,005.00 | 480,000.59 | 659,883.25 |
| ROBECO BOSTON PARTNERS | REGENCY CTRS CORP COM | USA | 5,740 00 | 186,061.77 | 279,710.20 |
| ROBECO BOSTON PARTNERS | REINSURANCE GROUP AMER INC COM NEW STK | USA | 7,075.00 | 367,362.76 | 409,430.25 |
| ROBECO BOSTON PARTNERS | ROBERT HALF INTL INC COM | USA | 23,730 00 | 569,402.45 | 631,929.90 |
| ROBECO BOSTON PARTNERS | ROCK-TENN CO CL A CL A | USA | 7,065.00 | 399,180.52 | 509,951.70 |
| ROBECO BOSTON PARTNERS | ROSETTA RES INC COM | USA | 10,835.00 | 240,015.32 | 518,996.50 |
| ROBECO BOSTON PARTNERS | SEAGATE TECHNOLOGY PLC COM USDO 00001 | Ireland | 16,280 00 | 299,756.93 | 504,680.00 |
| ROBECO BOSTON PARTNERS | SEI INVTS CO COM | USA | 11,475 00 | 204,538.08 | 246,138.75 |
| ROBECO BOSTON PARTNERS | SLM CORP COM | USA | 19,515.00 | 188,976.61 | 306,775.80 |
| ROBECO BOSTON PARTNERS | SM ENERGY CO COM | USA | 9,680 00 | 488,276.21 | 523,784 80 |
| ROBECO BOSTON PARTNERS | STANLEY BLACK & DECKER INC COM | USA | 7,910.00 | 455,095.64 | 603,137.50 |
| ROBECO BOSTON PARTNERS | SUN TR BANKS INC COM | USA | 18,120 00 | 458,202.22 | 512,252.40 |
| ROBECO BOSTON PARTNERS | SYMANTEC CORP COM | USA | 15,555.00 | 255,392.76 | 279,990.00 |
| ROBECO BOSTON PARTNERS | SYMETRA FINL CORP COM | USA | 22,690.00 | 272,641.46 | 279,087.00 |
| ROBECO BOSTON PARTNERS | TAUBMAN CTRS INC COM | USA | 3,255.00 | 101,529 42 | 249,756.15 |
| ROBECO BOSTON PARTNERS | TD AMERITRADE HLDG CORP COM STK | USA | 28,635 00 | 464,373.78 | 440,119.95 |
| ROBECO BOSTON PARTNERS | TE CONNECTIVITY LTD | Switzerland | 9,755 00 | 302,746.60 | 331,767.55 |
| ROBECO BOSTON PARTNERS | TORCHMARK CORP COM | USA | 12,105.00 | 582,073.98 | 621,591.75 |
| ROBECO BOSTON PARTNERS | TOWERS WATSON & CO CL A COM STK | USA | 7,435 00 | 292,548 11 | 394,426.75 |
| ROBECO BOSTON PARTNERS | TRW AUTOMOTIVE HLDGS CORP COM | USA | 5,610.00 | 219,726 67 | 245,213.10 |
| ROBECO BOSTON PARTNERS | V F CORP COM | USA | 1,790.00 | 90,453.19 | 285,254.40 |
| ROBECO BOSTON PARTNERS | VENTAS INC REIT | USA | 5,470.00 | 133,812,71 | 340,507.50 |
| ROBECO BOSTON PARTNERS | VISHAY INTERTECHNOLOGY INC COM STK | USA | 12,795.00 | 110,576 85 | 125,774.85 |
| ROBECO BOSTON PARTNERS | VORNADO RLTY TR COM | USA | 3,660.00 | 295,269 59 | 296,643.00 |
| ROBECO BOSTON PARTNERS | WEATHERFORD INTL LTD | Switzerland | 14,215.00 | 185,091.83 | 180,246 20 |
| ROBECO BOSTON PARTNERS | WESCO INTL INC COM | USA | 11,130.00 | 316,537.59 | 636,636.00 |
| ROBECO BOSTON PARTNERS | WESTAR ENERGY INC COM | USA | 7,060.00 | 147,336.70 | 209,399.60 |
| ROBECO BOSTON PARTNERS | WESTERN UNION CO | USA | 19,200.00 | 300,690 87 | 349,824.00 |
| ROBECO BOSTON PARTNERS | WESTN DIGITAL CORP COM | USA | 13,490.00 | 424,972 33 | 522,467,70 |
| ROBECO BOSTON PARTNERS | WILLIAMS SONOMA INC COM | USA | 8,985.00 | 259,324.18 | 395,070.45 |
| ROBECO BOSTON PARTNERS | XEROX CORP COM | USA | 29,275.00 | 284,528 92 | 214,878.50 |

| | as of september 30, 2012 | | | | |
|----------------------|--|----------------------|---|---|---|
| Account name | Asset description | Country | Shares/Par value | Book value | Market value |
| | | | | | *************************************** |
| WHV INTL | ADECDE (COORED INDUSTRIES CASULAND STV. NASDOSD SATON CORD SATANAS AND AND AND | 1.1.1 | | | |
| WHV INTL | #REORG/COOPER INDUSTRIES CASH AND STK MERGER EATON CORP 2K1XAN1 11/30/2012 ADR AXA SA SPONSORED ADR | ireland | 54,834.00 | | |
| WHVINTL | ADR BASF AKTIENGESELLSCHAFT - LEVEL I | France | 26,280.00 | | · |
| WHVINTL | ADR BHP BILLITON LTD SPONSORED ADR | Germany Australia | 28,879.00 | | |
| WHY INTL | ADR BRIT AMERN TOB PLC SPONSORED COM STK | UK | 52,500.00 | | |
| WHV INTL | ADR DANONE SPONSORED ADR | France | 40,150.00 55,592.00 | | |
| WHV INTL | ADR FIBRIA CELULOSE S A SPONSORED ADR REPSTG COM SHS | Brazil | 4,310.00 | | • |
| WHV INTL | ADR NESTLE 5 A SPONSORED ADR REPSTG REG SH | Switzerland | 34,761.D | | |
| WHV INTL | ADR NOVARTIS AG | Switzerland | 14,500 0 | | |
| WHV INTL | ADR RIO TINTO PLC SPONSORED ADR | UK | 55,628 D | | |
| WHVINTL | ADR SYNGENTA AG SPONSORED ADR | Switzerland | 28,306.0 | | |
| WHV INTL | ADR TENARIS S A SPONSORED ADR | Luxembourg | 76,418 0 | | |
| WHV INTL | ADR UNILEVER N V NEW YORK SHS NEW | Netherlands | 68,183.0 | | |
| WHV INTL | ADR VALE S A ADR | Brazil | 111,794.0 | | |
| WHV INTL | ADR YARA INTL ASA SPONSORED ADR | Norway | 3,198.0 | | |
| WHV INTL | AGRIUM INC COM | Canada | 38,365,0 | | |
| WHV INTL | BHP BILLITON PLC USD0.50 | UK | 11,289.0 | | |
| WHV INTL | BROOKFIELD ASSET MGMT INC VOTING SHS CL A VOTING SHS CL A | Canada | 35,775.0 | | |
| WHV INTL | BUNGE LTD | Bermuda | 13,350.0 | | |
| WHV INTL | CANADIAN NATL RY CO COM | Canada | 54,893.0 | | |
| WHV INTL | CDN NAT RES LTD COM CDN NAT RES COM STK | Canada | 92,800.0 | | |
| WHV INTL | CDN PAC RY LTD COM CDN PAC RY LTD | Canada | 65,225.0 | | |
| WHV INTL | CORE LABORATORIES NV NLGO.03 | Netherlands | 32,100.0 | | |
| WHY INTL | DANONE EURO 25 | France | | | |
| WHV INTL | DIAGEO ORD PLC | UK | 12,128.0 | | |
| WHV INTL | DIAGEO PLC SPONSORED ADR NEW | UK | 60,872.0 | | |
| WHY INTL | FINNING INTL INC COM NEW COM NEW | | 19,450.0 | | |
| WHY INTL | FINNING INTL INC COM NPV | Canada | 2,800.0 | * | |
| WHV INTL | INGERSOLL-RAND PLC COM STK | Canada Ireland | 4,625.0 | | |
| WHV INTL | MANULIFE FINL CORP COM | Canada | 45,645.0 | | |
| WHY INTL | NABORS INDUSTRIES COM USDO 10 | Bermuda | 16,575.0 | - | |
| WHV INTL | NESTLE SA CHF0.10(REGD) | Switzerland | 165,195.0 | | |
| WHY INTL | NOBLE CORPORATION (SWITZERLAND) COM USDO 10 | | 35,030.0 | | |
| WHVINTL | NOVARTIS AG CHF0.50 (REGD) | Switzerland | 107,811.0 | | |
| WHY INTL | PARTNERRE HLDG LTD COM STK | Switzerland | 14,460.0 | | |
| WHV INTL | | Bermuda | 8,425 0 | | |
| WHV INTL | POTASH CORP SASK INC COM | Canada | 102,837,0 | | |
| WHV INTL | SAIPEM EUR1 | Italy | 22,700.0 | | |
| | SCHLUMBERGER LTD COM COM | Netherlands Ant | \$9,107.0 | | |
| WHV INTL | SUNCOR ENERGY INC NEW COM STK | Canada | 107,612.0 | | |
| WHV INTL WHV INTL | TALISMAN ENERGY INC COM | Canada | 51,973.0 | | |
| | TECK RESOURCES LIMITED | Canada | 22,100.0 | | |
| WHV INTL | TRANSOCEAN LTD | Switzerland | 32,140.0 | | |
| WHV INTL | UBS AG SHS COM | Switzerland | 31,000.0 | | |
| WHV INTL | WEATHERFORD INTL LTD | Switzerland | 205,992.0 | | |
| | TOTAL COMMON STOCK | | 20,349,580.0 | 0 495,477,431.9 | 580,697,239.26 |
| | | | | | |
| | | | | | |
| | PREFERRED STOCK | | | | |
| FIRST EAGLE | | | | | |
| | ADR PETROLEO BRASILEIRO SA PETROBRAS SPONSORED ADR REPSTG PFD SHS | Brazil | 10,013.0 | | |
| FIRST EAGLE | SAMSUNG ELECTRONIC PFD KRW5000 | Korea | 402.0 | | |
| | TOTAL PREFERRED STOCK | | 10,415.0 | 0 516,470.0 | 506,366.49 |
| | | | | | |
| | | | | | |
| | DIGHTS/WADDANTS | | | | |
| DELAWARE | RIGHTS/WARRANTS KINDER MORGAN INC 05/25/2017 WTS KINDER MORGAN | 10025 | | | |
| DECHANCE | | USA | 41,152.0 | | |
| | TOTAL RIGHTS/WARRANTS | | 41,152.0 | 0 78,394.5 | 143,620.48 |
| | | | | | |
| | | | | | |
| | STOCK FUNDS | | | | |
| BLACKROCK INTL EAFE | CF BLACKROCK EAFE SUDAN FREE EQUITY INDEX FUND | USA | 5,932,645.0 | 2 222 222 22 | 50,003,701,51 |
| BLACKROCK S&P INDEX | CF BLACKROCK EQUITY GROWTH FUND A | USA | | | |
| FIRST EAGLE | MFC SPDR GOLD TR GOLD SHS | USA | 69,228. | | |
| | TOTAL STOCK FUNDS | U3F | 35,421 (| | |
| | TO THE STATE OF THE PARTY. | | 6,001,873. | 82,385,091.3 | 90,990,095.69 |
| | | | | | |
| | | | | | |
| | TOTAL EQUITY | | 26,403,020. | 18 578,457,387.9 | 0 672,337,321.92 |
| | | | *************************************** | | - 0.2,337,322,32 |
| | | | | | |

| Account name | Asset description | Country | Shares/Par value | Book value | Market value |
|--------------|---|---------|------------------|--------------|--------------|
| | | | | | |
| | U.S. GOVERNMENT AGENCIES | | | | |
| AMBASSADOR | FNMA BOND 12-03-2012 | USA | 1,000,000 00 | 999,801.00 | 1,000,350.00 |
| AMBASSADOR | FNMA REMIC TR 2009-70 CL-PA 5 08-25-2035 | USA | 218,929.97 | 228,234.50 | 221,187.35 |
| DODGE & COX | SBA GTD DEV PARTN CTF SER 2003-20-D PARTN CTF 4.76 DUE 04-01-23 REG | USA | 374,017.72 | 374,017.72 | 412,477 58 |
| DODGE & COX | SMALL BUSINESS ADMIN GTD DEV PARTN CTF 2007-20C PARTN CTF VAR RT 3-1-27 REG | USA | 436,471.00 | 436,471.00 | 495,006 12 |
| DODGE & COX | SMALL BUSINESS ADMIN GTD DEV PARTN CTF. DEB SER 1997-20 C 7-15 | USA | 33,307.61 | 35,278.76 | 35,996 86 |
| | TOTAL U.S. GOVERNMENT AGENCIES | | 2,062,726.30 | 2,073,802.98 | 2,165,017.91 |

| Account name | Asset description | Country | Shares/Par value | Book value | Market value |
|--------------------|---|---------|------------------|---------------|---------------|
| | U.S. GOVERNMENT BONDS | | | | |
| AMBASSADOR | USA GOV NATL TREAS BD STRIPPEDPRIN PMT 4,375 05-15-2040 | USA | 5,230,000.00 | 1,283,494 30 | 2,314,306.38 |
| AMBASSADOR | USA TREAS BDS BDS 3% DUE 05-15-2042 REG | USA | 800,000.00 | | , |
| AMBASSADOR | USA TREAS BDS DTD 02/15/2012 3.125% DUE 02-15-2042 REG | USA | 2,300,000.00 | | · · |
| AMBASSADOR | USA TREAS NTS .25 DUE 06-30-2014 REG | USA | 1,000,000.00 | 1,000,781 25 | |
| AMBASSADOR | UTD STATES TREAS CPN .125 DUE 07-31-2014 | USA | 2,000,000 00 | 1,996,093.75 | |
| BARROW HANLEY BOND | US TREAS NTS .875 DUE 01-31-2017 REG | USA | 1,530,000.00 | 1,547,079 69 | 1,553,427.36 |
| BARROW HANLEY BOND | USA TREAS BDS 3.125% DUE 11-15 2041 REG | USA | 4,175,000.00 | 4,260,605.84 | 3,484,460.55 |
| BARROW HANLEY BOND | USA TREAS NTS 2 DUE 02-15-2022 | USA | 2,650,000.00 | 2,647,072 80 | 2,756,206.70 |
| BARROW HANLEY BOND | USA TREAS NTS 2 DUE 11-15-2021 | USA | 815,000.00 | 830,423.05 | 850,846.96 |
| BARROW HANLEY BOND | UTD STATES TREAS .375% DUE 03:15-2015 | USA | 2,275,000.00 | 2,273,948 89 | 2,280,510.05 |
| BARROW HANLEY BOND | UTD STATES TREAS 2% DUE 04-30-2016 | USA | 2,390,000 00 | 2,508,973.88 | 2,526,117.67 |
| DODGE & COX | US TREAS NTS .625 DUE 01-31-2013 | USA | 4,850,000.00 | 4,872,485.78 | 4,857,958.85 |
| DODGE & COX | US TREAS NTS 625 DUE 04 30-2013 | USA | 700,000.00 | 703,007.81 | 701,886.50 |
| DODGE & COX | US TREAS NTS DTD 00314 0.5 DUE10 15 2013 REG | USA | 2,900,000 00 | 2,910,062.50 | 2,909,062.50 |
| DODGE & COX | USA TREAS NTS 0.25 10-31-2013 | USA | 1,700,000.00 | 1,700,941 41 | 1,700,929.90 |
| DODGE & COX | USA TREAS NTS 0.375 7-31-2013 | USA | 1,750,000.00 | 1,752,324.22 | 1,752,871.75 |
| DODGE & COX | USA TREAS NTS DTD 00307.75% DUE 08 15-2013 REG | USA | 3,500,000.00 | 3,518,527.35 | 3,017,227.00 |
| DODGE & COX | USA TREAS NTS DTD 11/30/10 .5 DUE 11-30-2012 REG | USA | 600,000.00 | 601,291.07 | 600,375.00 |
| MUNDER | US OF AMER TREAS NOTES 1.75 DUE 01-31-2014 REG | USA | 310,000.00 | 316,673 30 | 316,309.12 |
| MUNDER | USA TREAS BILLS DUE 01-31-2013REG | USA | 4,384,000.00 | 4,382,243.24 | 4,382,662.88 |
| MUNDER | USA TREAS BDS 1, 3,125% DUE 11-15-2041 REG | USA | 1,825,000.00 | 1,820,221 12 | 1,444,194.40 |
| MUNDER | USA TREAS BDS 00205 4:375% DUE02-15-2038 REG | USA | 536,000 00 | 711,290.89 | 705,593.61 |
| MUNDER | USA TREAS BDS BD 3 75% DUE OB 15-2041 REG | USA | 610,000.00 | 689,747.66 | 729,331.25 |
| MUNDER | USA TREAS BDS BD DTD11/16/1998 5 25% DUE 11 15 2028 REG | USA | 309,000.00 | 369,627.81 | 432,455.07 |
| MUNDER | USA TREAS BDS DTD 08/15/1995 6.875% DUE 08-15-2025 REG | USA | 414,000.00 | 660,186 11 | 645,451.66 |
| MUNDER | USA TREAS NTS .25 DUE 02-15-2015 | USA | 1,860,000.00 | 1,854,181,74 | 1,858,837.50 |
| MUNDER | USA TREAS NTS DTD 00410.75% DUE 06-30-2017 REG | USA | 863,000.00 | 867,621 29 | 869,539.81 |
| MUNDER | UTD STATES TREAS 1.75% DUE 05-15-2022 | USA | 2,847,000.00 | 2,879,212.4 | 2,387,034.51 |
| WELLINGTON | USA TREAS NTS DTD 08/15/2012 1.625% DUE 08-15-2022 REG | USA | 4,505,000.00 | 4,453,218 9 | 4,500,071.53 |
| | TOTAL U.S. GOVERNMENT BONDS | | 59,628,000.00 | 56,790,791.20 | 55,349,848.51 |

| | as of sericivider 30, 2012 | | | | |
|--------------------------|--|------------|--------------------------|--------------|---------------|
| Account name | Asset description | Country | Shares/Par value | Book value | Market value |
| | | | 3110103/10100 | DOOR VALUE | INDIACE VALUE |
| | | | | | |
| AMBASSADOR | U.S. GOVERNMENT MORTGAGE BACKED FEDERAL HOME LN MTG CORP POOL #G1-4552 5% 06-01-2026 BEO | | | | |
| AMBASSADOR | FEDERAL HOME LIVING CORP POOL WG1=4552 5% 06-01-2028 8E0 FEDERAL HOME LIVING CORP REMIC SER 3653 CL EL 3.5 DUE 07-15-2024 | USA USA | 922,892.30 448,610.10 | | |
| AMBASSADOR | FEDERAL HOME LN MTG CORP SER 3542 CL LE 3.5 01-15-2024 | USA | 415,866.3 | | |
| AMBASSADOR | FEDERAL HOME LN MTG CORP SER ROO3 CL BA 5.5 02-15-2033 | USA | 68,894.4 | | , |
| AMBASSADOR | FEDERAL HOME LN MTG CORP SER REMIC 2975 CL OG DUE 5 5 04-15 2033 | USA | 650,000.0 | | |
| AMBASSADOR | FHLMC GOLD C55607 6.5 08:01-2031 | USA | 912.7 | | ., |
| AMBASSADOR | FHLMC GOLD C56693 6.5 08-01-2031 | USA | 17,829.7 | | |
| AMBASSADOR | FHLMC GOLD E01127 6.5 02-01-2017 | USA | 319,746.3 | | |
| AMBASSADOR | FHLMC GOLD G03323 6 08-01-2037 | USA | 101,172.2 | | |
| AMBASSADOR | FHLMC GOLD POOL C24908 6 5 04-01-2029 | USA | 40,315.3 | -, | |
| AMBASSADOR | FHLMC MULTICLASS PREASSIGN 00476 5 06-15-2031/01-15-2013 | USA | 834,814,4 | | 838,543.58 |
| AMBASSADOR | FHLMC MULTICLASS PREASSIGN 00487 5 08-15-2016 | USA | 628,397.1 | | |
| AMBASSADOR | FHLMC MULTICLASS SER 2716 CL UN 4.5 12-15-2023 | USA | 671,547.4 | | , |
| AMBASSADOR | FHLMC MULTICLASS SER 2796 CL VB 5.5 01-15-2024/03-15-2013 | USA | 316,502.0 | 6 312,879 59 | |
| AMBASSADOR | FHLMC MULTICLASS SER 2984 CL ND 5 5 06-15-2033 | USA | 665,000.0 | 0 702,406 25 | |
| AMBASSADOR | FHLMC MULTICLASS SER 3687 CL JA 4 5 08-15-2039 | USA | 714,070.7 | 9 733,930.89 | 747,944.88 |
| AMBASSADOR | FHLMC MULTICLASS SER 3986 CL P 4 03-15 2039 | USA | 623,965.2 | 8 641,904.29 | 638,011.98 |
| AMBASSADOR | FHLMC MULTICLASS SER 3996 CL BA 1.5 02-15-2027 | USA | 860,203.6 | 1 857,918 69 | 866,077.08 |
| AMBASSADOR | FHLMC MULTICLEFHLMC MULTICLASS SER 3798 CL DK 3.5 DUE 11-15-2025 REG | USA | 934,035.1 | 2 977,818 02 | 972,723.78 |
| AMBASSADOR | FHLMC POOL #187323 ADJ RT 01-01-2037 | USA | 133,909.9 | 9 135,018.95 | 143,954.57 |
| AMBASSADOR | FHLMC POOL #1N-1434 ADJ RT 04-01-2037 | USA | 41,095.0 | 8 41,517 25 | 43,368 87 |
| AMBASSADOR | FNMA POOL #252982 8% DUE 01-01-2030 REG | USA | 4,592.4 | 7 4,756 08 | 5,681.25 |
| AMBASSADOR | FNMA POOL #253517 8 5% DUE 11-01-2030 REG | USA | 4,130.9 | 9 4,279 43 | 5,198 35 |
| AMBASSADOR | FNMA POOL #330286 7 GTD MTG PASS THRU CTF DUE 11:01-2025 REG | USA | 7,575.4 | | 8,969.89 |
| AMBASSADOR | FNMA POOL #446371 6.5% 09-01-2028 BEO | USA | 5,187.5 | | |
| AMBASSADOR | FNMA POOL #450809 6.5% DUE 11-01-2028 REG | USA | 12,242.3 | | |
| AMBASSADOR AMBASSADOR | FNMA POOL #470070 2.24% 01-01-2017 BEO | USA | 988,168.3 | | , |
| AMBASSADOR | FNMA POOL #527756 8% DUE 02-01-2030 REG | USA | 11,619.1 | | • |
| AMBASSADOR | FNMA POOL #528319 7% DUE 07-01-2015 REG FNMA POOL #535801 7% DUE 03-01-2016 REG | USA | 4,817.6 | | -, |
| AMBASSADOR | FNMA POOL #535951 8% DUE 03-01-2016 REG | USA | 2,497.1 | | |
| AMBASSADOR | FNMA POOL #543951 8% DUE 03-01-2031 REG FNMA POOL #544397 8 5% DUE 08-01-2030 REG | USA | 3,944.4 | | |
| AMBASSADOR | FNMA POOL #544357 8 5% DUE 09-01-2030 REG | USA USA | 3,454.2 | | |
| AMBASSADOR | FNMA POOL #548965 8.5% DUE 07-01-2030 REG | USA | 18,705.0 | | |
| AMBASSADOR | FNMA POOL #557184 8% DUE 11-01-2030 REG | USA | 7,248.7 12,330.4 | | -, |
| AMBASSADOR | FNMA POOL #561232 8% DUE 05-01-2031 REG | USA | 10,188.3 | | |
| AMBASSADOR | FNMA POOL #562055 8.5% DUE 12-01-2030 REG | USA | 10,760 4 | | |
| AMBASSADOR | FNMA POOL #568386 7% DUE 12-01-2015 REG | USA | 55,547.3 | | |
| AMBASSADOR | FNMA POOL #576022 8% DUE 12-01-2029 REG | USA | 319.9 | | , |
| AMBASSADOR | FNMA POOL #593020 6.5% DUE 09-01-2031 REG | USA | 6,335 6 | | |
| AMBASSADOR | FNMA POOL #607695 6.5% DUE 11-01-2031 REG | USA | 20,544.0 | | • |
| AMBASSADOR | FNMA POOL #634232 7% 04:01-2032 BEO | USA | 10,070.5 | | |
| AMBASSADOR | FNMA POOL #667021 6.5% 11-01-2032 BEO | USA | 4,560.3 | | |
| AMBASSADOR | FNMA POOL #745428 5.5% 01-01-2036 BEO | USA | 7,070.1 | | |
| AMBASSADOR | FNMA POOL #745516 5.5% 05-01-2036 BEO | USA | 5,889.4 | | |
| AMBASSADOR | FNMA POOL #745586 5.5% 06-01-2036 BEO | USA | 8,854.1 | | |
| AMBASSADOR | FNMA POOL #745886 5.5% 04-01-2036 BEO | USA | 4,368.0 | 4,294.6 | |
| AMBASSADOR | FNMA POOL #816231 5.5% 03 01-2035 BEO | USA | 8,731.5 | 6 8,584.8 | |
| AMBASSADOR | FNMA POOL #822148 5 143% 11-01-2035 BEO | USA | 132,259.4 | 131,975 3 | |
| AMBASSADOR | FNMA POOL #833575 7% 08-01-2035 BEO | USA | 18,904.3 | 15 19,697.4 | 5 22,519.99 |
| AMBASSADOR | FNMA POOL #842001 5.5% 10-01-2035 BEO | USA | 103,041.8 | 101,3110 | 113,641.73 |
| AMBASSADOR | FNMA POOL #845556 5 5% 01-01-2036 BEO | USA | 8,805.7 | 76 8,657 g | 9,704 30 |
| AMBASSADOR | FNMA POOL #846874 \$ 5% 11-01 2035 BEO | USA | 98,778.7 | 9 97,119,6 | 1 108,960 90 |
| AMBASSADOR | FNMA POOL #863096 5.5% 11-01-2035 BEO | USA | 22,828.4 | 13 22,444.9 | 6 25,176,79 |
| AMBASSADOR | FNMA POOL #867066 5.5% 02-01-2036 BEO | USA | 73,128.7 | 75 71,900 4 | 4 80,651 50 |
| AMBASSADOR | FNMA POOL #886034 2.764% 07-01-2036 BEO | USA | 51,268.3 | 36 52,875 3 | 1 54,843.81 |
| AMBASSADOR | FNMA POOL #886574 2.705% 08-01-2036 BEO | USA | 51,278.4 | 13 52,788 5 | 2 54,776 64 |
| AMBASSADOR | FNMA POOL #914653 FLTG RT 2.737% 04-01-2037 BEO | USA | 57,312.4 | 13 58,100 4 | 5 61,497.95 |
| AMBASSADOR | FNMA POOL #914854 ADJ RT DUE 04:01-2037 BEO | USA | 70,460.1 | 19 71,418.0 | 0 75,633.37 |
| AMBASSADOR | FNMA POOL #933131 5.5% 10-D1-2037 BEO | USA | 1,879,182.0 | | |
| AMBASSADOR | FNMA POOL #983077 5% 05 01-2038 BEO | USA | 712,721. | | |
| AMBASSADOR | FNMA POOL #MA0876 3.5% 10 01 2021 BEO | USA | 580,908.9 | | |
| AMBASSADOR AMBASSADOR | FNMA PRANCEER 000 CE CL CA 4 5 | USA | 774,000.5 | | |
| AMBASSADOR AMBASSADOR | FNMA REMIC SER 009-65 CL GA 4.5 11-25-2023 | USA | 615,977. | | |
| AMBASSADOR | FNMA REMIC SER 2002-T12 CL A3 7.5 05-25-2042 | USA | 513,057. | | |
| AMBASSADOR | FNMA REMIC SER 2003-W3 CL 1A2 7 08-25-2042 | USA | 478,698. | | |
| AMBASSADOR | FNMA REMIC SER 2006-53 CL BP 612-25-2032 | USA | 228,629. | | |
| AMBASSADOR | FNMA REMIC TR 1992-205 CL-Z 7 11-25-2022 FNMA REMIC TR 2009-71 CL-A 5 DUE 02-25-2028 REG | USA | 428,214. | | |
| AMBASSADOR AMBASSADOR | | USA | 767,196. | | |
| AMBASSADOR | FNMA REMIC TR 2011-36 CL-LA 4 5 01-25-2030 FNMA REMIC TR 2011-42 CL-BJ 3 DUE 08 25-2025 REG | USA | 779,306. | | |
| AMBASSADOR | FNMA REMIC TRUST 2004 31 VB 4.5 09-25-2027 | USA USA | 857,513. | | |
| AMBASSADOR | FNMA SER 2011-144 CL CE 1.25 06-25-2035 | USA | 406,670. | | |
| AMBASSADOR | FNMA SER 2011-96 CL DA 3.5 06-25-2026 BEO | U5A | 750,223 449,604 | | |
| AMBASSADOR | FNMA-DEB-PRIN-STRIPS PRIN PMT ON 0.00 DEB 2037 DUE 07-15-2037 REG | USA | 2,295,000 | | |
| | - wine was and was at an add (Idd | 237 | 2,233,000 | ,02,320 | - 555,105.45 |
| | | | | | |

| Account name | Asset description | Country | Shares/Par value | Book value | Market value |
|--------------------|--|---------|----------------------------|----------------|--------------|
| AMBASSADOR | CNAM A FM DUF ON AC 2022 | | | | |
| | GNMA 4.5% DUE 02-16-2022 | USA | 659,545.72 | | 666,526 35 |
| AMBASSADOR | GNMA POOL #004260 6% 10 20-2038 BEO | USA | 421,067.34 | | 459,152.88 |
| AMBASSADOR | GNMA POOL #004285 6% 11-20-2038 BEO | USA | 478,349.60 | 516,075.52 | 521,616.32 |
| AMBASSADOR | GNMA POOL #404669 7.00 DUE 12-15-2025 REG | USA | 8,965.91 | 8,895 87 | 10,623.07 |
| AMBASSADOR | GNMA POOL #504549 SER 2029 7% DUE 09-15-2029 REG | USA | 21,357.79 | 20,727.05 | 25,635.32 |
| AMBASSADOR | GNMA POOL #583960 SER 2032 6.5% DUE 06 15-2032 REG | USA | 37,640.57 | 37,975 83 | 44,919.88 |
| AMBASSADOR | GNMA POOL #617401 SER 2037 6% DUE 02:15-2037 REG | USA | 7,532.53 | 7,682.58 | 8,519.81 |
| AMBASSADOR | GNMA POOL #674444 6% 09-15-2037 BEO | USA | 4,497.84 | 4,587.44 | 5,087.37 |
| AMBASSADOR | GNMA POOL #677514 5% 10-15-2037 BEO | USA | 7,540.91 | | 8,529.29 |
| AMBASSADOR | GNMA POOL #683735 6% 03-15-2038 BEO | USA | 3,891.22 | | 4,398.83 |
| AMBASSADOR | GNMA POOL #686680 6% 05-15-2038 BEO | USA | 86,426.75 | | 97,679.51 |
| AMBASSADOR | GNMA POOL #748531 4% 09-15-2025 BEO | USA | 906,881.34 | | |
| AMBASSADOR | GNMA POOL #782169 6% 06-15-2037 BEO | USA | | | 984,882.20 |
| AMBASSADOR | | | 164,960.83 | | 186,768.65 |
| AMBASSADOR | | USA | 6,340.02 | | 7,177.47 |
| | GNMAII POOL #004310 SER 2038 6% DUE 12-20-2038 REG | USA | 884,685.09 | | 964,704.85 |
| AMBASSADOR | I/O GNMA 2001-46 REMIC TR CL SA VAR RT 09-16-2031 | USA | 14,153.27 | | 4,157.77 |
| AMBASSADOR | I/O GNMA REMIC SER 2000-29 CL MX-S INV IO 09 20-2030 | USA | 15,512.74 | 17,083 20 | 4,216 25 |
| AMBASSADOR | I/O GNMA REMIC TR 1999 27 CL SE INVERSE FLTG 08-16-2027 | USA | 49,963.00 | 23,709.72 | 12,688 45 |
| AMBASSADOR | I/O GNMA REMIC TR 1999-30 CL SA INV INT ONLY 04-16-2029 | USA | 18,872.87 | 0.00 | 1,604.25 |
| | | | | | |
| BARROW HANLEY BOND | FEDERALHOME IN MTG CORP POOL #A8-9148 4% 10-01-2039 BEO | USA | 576,943.22 | 605,700.24 | 620,479.35 |
| BARROW HANLEY BOND | FEDERAL HOME LN MTG CORP POOL #C0 3815 3 5% 03 01 2042 BEO | USA | 481,619.24 | 499,830 48 | 518 154 87 |
| BARROW HANLEY BOND | FEDERAL HOME IN MTG CORP POOL #CO 3830 4% 03 01-2042 BEO | USA | 513,885.97 | | 553,306 16 |
| BARROW HANLEY BOND | FEDERAL HOME IN MTG CORP POOL #G02418 5.5% 11-01-2036 BEO | USA | 163,563.92 | | 178,708.30 |
| BARROW HANLEY BOND | FEDERAL HOME LN MTG CORP POOL #G03111 5.5% 0S 01 2037 BEO | USA | 215,727.89 | | 235,702.09 |
| BARROW HANLEY BOND | FEDERAL HOME LN MTG CORP POOL #G05707 5.5% 10-01-2039 BEO | USA | 324,749.61 | | 354,613.58 |
| BARROW HANLEY BOND | FEDERAL NATL MTG ASSN GTD MTG POOL #AH3373 5% 01-01-2041 BEO | USA | 1,375,640.94 | | |
| BARROW HANLEY BOND | FEDERAL NATL MTG ASSN GTD MTG POOL #AH6301 4% 05-01-2026 BEO | USA | | | 1,522,353.04 |
| BARROW HANLEY BOND | | | 1,073,615.87 | | 1,149,008.39 |
| BARROW HANLEY BOND | | USA | 771,966.30 | | 852,221.46 |
| | FEDERAL NATL MTG ASSN GTD MTG POOL #A 1856 4.5% 05-01-2041 BEO | USA | 516,722.69 | | 574,802.32 |
| BARROW HANLEY BOND | FEDERAL NATL MTG ASSN GTD MTG POOL #AJ2212 4 5% 10 01-2041 BEO | USA | 726,920.2 | | 802,490.83 |
| BARROW HANLEY BOND | FEDERAL NATL MTG ASSN GTD MTG POOL #A 0208 4.5% 05-01-2041 BEO | USA | 1,039,556.50 | 1,086,661.48 | 1,147,628.86 |
| BARROW HANLEY BOND | FEDERAL NATL MTG ASSN GTD MTG POOL #AL0215 4.5% 04 01-2041 BEO | USA | 654,901.4 | 694,911.80 | 722,986.28 |
| BARROW HANLEY BOND | FEDERAL NATL MTG ASSN GTD MTG POOL #AL0247 4% 04-01-2041 BEO | USA | 1,362,642.70 | 1,420,980 87 | 1,516,825.72 |
| BARROW HANLEY BOND | FHLMC GOLD Q09530 3.5 07-01-2042 | USA | 1,147,175.2 | 5 1,215,826 54 | 1,232,410.38 |
| BARROW HANLEY BOND | FHLMC GOLD Q09949 3.0% DUE 08 01 2042 | USA | 1,858,929.4 | 1,919,635.13 | 1,461,542.36 |
| BARROW HANLEY BOND | FNMA POOL #256101 5.5% 02-01 2036 BEO | USA | 64,141.1 | 7 62,878.39 | 70,739.37 |
| BARROW HANLEY BOND | FNMA POOL #745355 5% 03-01-2036 BEO | USA | 284,483.10 | 275,015.12 | 311,754.21 |
| BARROW HANLEY BOND | FNMA POOL #745825 6.5% 09 01-2036 BEO | USA | 313,047.4 | 322,879.06 | 357,537.71 |
| BARROW HANLEY BOND | FNMA POOL #866593 5.5% 01-01-2036 BEO | USA | 115,509.8 | | 127,392.35 |
| BARROW HANLEY BOND | FNMA POOL #889174 5.5% 08-01-2037 BEO | USA | 276,323.3 | | 305,093.58 |
| BARROW HANLEY BOND | FNMA POOL #930300 5% DUE 12-01-2023 BEO | USA | 98,119.5 | | |
| BARROW HANLEY BOND | FNMA POOL #975097 5% 06:01-2038 BEO | USA | 439,095.4 | | 106,606.89 |
| BARROW HANLEY BOND | FNMA POOL #AB0074 5% 02-01-2035 BEO | USA | 703,120.2 | | 479,066.27 |
| BARROW HANLEY BOND | FNMA POOL #AB1231 5% 07-01-2040 BEO | USA | | | 775,569.72 |
| BARROW HANLEY BOND | FNMA POOL #AB1231 5% 07-01-2040 BEO | USA | 1,148,974.7 1,075,136.8 | | 1,271,512.87 |
| BARROW HANLEY BOND | | | | | 1,196,788.57 |
| | FNMA POOL #AB3395 4.5% 08-01-2041 BEO | USA | 1,190,480.0 | | 1,314,242.35 |
| BARROW HANLEY BOND | FNMA POOL #AB3509 4% 09-01-2041 BEO | USA | 248,536.5 | | 271,541.07 |
| BARROW HANLEY BOND | FNMA POOL #AB3876 4% 11-01-2041 BEO | USA | 697,231.0 | | 761,962.01 |
| BARROW HANLEY BOND | FNMA POOL #AB4438 3.5% 02-01-2042 BEO | USA | 1,272,265.1 | 7 1,322,758.21 | 1,372,112.54 |
| BARROW HANLEY BOND | FNMA POOL #AB5372 3.5% 06-01 2042 BEO | USA | 123,534.1 | 5 130,232.02 | 132,631.20 |
| BARROW HANLEY BOND | FNMA POOL #AB6228 3.5 DUE 09:01-2042 BEO | USA | 248,212.3 | 3 266,246 51 | 266,490.68 |
| BARROW HANLEY BOND | FNMA POOL #AD3775 4.5% 03-01-2025 BEO | USA | 196,803.6 | 7 207,228 11 | 215,574.80 |
| BARROW HANLEY BOND | FNMA POOL #AD9311 4.5% 08-01-2040 BEO | USA | 477,080.8 | 2 501,605 76 | 518,033.43 |
| BARROW HANLEY BOND | FNMA POOL #AP1651 3% 08 01-2042 BEO | USA | 1,176,484.8 | | |
| BARROW HANLEY BOND | GNMA POOL #005176 5% 09-20-2041 BEO | USA | 597,190.6 | | |
| BARROW HANLEY BOND | GNMA POOL #688021 6% 10-15-2038 BEO | USA | 597,198.9 | | |
| BARROW HANLEY BOND | GNMA POOL #698214 5% 06-15-2039 BEO | USA | 642,321.5 | | |
| BARROW HANLEY BOND | GNMA POOL #719262 5% 08-15-2040 BEO | USA | | | 712,501.61 |
| BARROW HANLEY BOND | GNMA POOL #723248 5% 10-15-2039 BEO | | 600,363 0 | | |
| BARROW HANLEY BOND | | USA | 724,939.3 | - | |
| | GNMA POOL #726382 5% 10-15-2039 BEO | USA | 1,164,864.8 | | |
| BARROW HANLEY BOND | GNMA POOL #752631 4.5% 10-20-2040 BEO | USA | 807,290.9 | | |
| BARROW HANLEY BOND | GNMA POOL #782916 SER 2040 5.5% DUE 02-15-2040 REG | USA | 549,978.9 | | |
| BARROW HANLEY BOND | GNMAII POOL #MA0093 6 DUE 05:20-2042 REG | USA | 113,662.6 | 8 127,621.89 | 128,494.63 |
| | | | | | |

| Account name | Asset description | Country | Shares/Par value | Book value | Market value |
|----------------------------|---|---------|------------------|----------------|--------------|
| DODGE & COX | FEDERAL HOME LN MTG CORP POOL #A64639 6 5% 08-01-2037 BEO | USA | 448.595.91 | 479,717.25 | 511,475.15 |
| DODGE & COX | FEDERAL HOME LN MTG CORP POOL #E90593 6%07-01-2017 BEO | USA | 89,884.71 | | 97,014.36 |
| DODGE & COX | FEDERAL HOME LN MTG CORP POOL #GD1749 5.5% 01 01-2035 BEO | USA | 289,304.13 | | 317,446.76 |
| DODGE & COX | FEDERAL HOME IN MTG CORP POOL #GD1767 6.5% 12-01-2032 BEO | USA | 236,837.50 | | 270,835.52 |
| DODGE & COX | FEDERAL HOME IN MTG CORP POOL #GD-3268 6% 09-01-2037 BEO | USA | 909,084.57 | | 1,001,229.38 |
| DODGE & COX | FEDERAL HOME IN MTG CORP POOL #G03362 6%09-01-2037 BEO | USA | 155,695.77 | | 171.157.55 |
| DODGE & COX | FEDERAL HOME LN MTG CORP POOL #G04772 7%08-01-2038 BEO | USA | 390,072.36 | | 445,965.43 |
| DODGE & COX | FEDERAL HOME LN MTG CORP POOL #G0 6020 5 5% 12-01-2039 BEO | USA | 846,860.20 | | 923,682.27 |
| DODGE & COX | FEDERAL HOME IN MTG CORP POOL #G11623 6%03-01-2019 BEO | USA | 94,402.86 | | 102,295 88 |
| DODGE & COX | FEDERAL HOME LN MTG CORP POOL #H09069 6,5% 09-01-2037 BEO | USA | 245,158.42 | 248,720 88 | 269,058.17 |
| DODGE & COX | FEDERAL NATL MTG ASSN GTD MTG POOL #AL0778 6.5% 01-01-2049 BEO | USA | 159,788 65 | 177,165 67 | 177,553.95 |
| DODGE & COX | FEDERAL NATL MTG ASSN GTD MTG POOL #AL0901 6% 07-01-2038 BEO | USA | 362,276 04 | | 396,441.56 |
| DODGE & COX | FHLMC GOLD . G07074 5 5 01-01-2040 | USA | 1,638,396.96 | 1,812,476.64 | 1,308,020.19 |
| DODGE & COX | FHLMC GOLD C00647 6.5 09-01-2028 | USA | 258,925 65 | 265,520,18 | 305,547.28 |
| DODGE & COX | FHLMC GOLD E02359 6 07-01-2022 | USA | 278,697.75 | 280,178.33 | 309,329.42 |
| DODGE & COX | FHLMC GOLD G06571 6 11-01-2037 | USA | 498,783.46 | 549,051.49 | 549,878.83 |
| DODGE & COX | FHLMC GOLD G06832 6 03-01-2040 | USA | 520,580.63 | 569,059.67 | 573,092.09 |
| DODGE & COX | FHLMC GOLD G06945 5.5 02-01-2040 | USA | 176,825.84 | 193,016.46 | 192,866.41 |
| DODGE & COX | FHLMC GOLD G11707 6 03-01-2020 | USA | 380,040.00 | 385,384.32 | 410,184.77 |
| DODGE & COX | FHLMC GOLD G30242 6.5 10-01-2022 | USA | 181,642.88 | 190,299.31 | 203,044.04 |
| DODGE & COX | FHLMC MULTICLASS PREASSIGN 00890 6.5 09-25 2043 | USA | 527,559.70 | 552,124.19 | 602,119.18 |
| DODGE & COX | FHLMC MULTICLASS SER 3389 CL GA 6 12-15 2035/11 15-2012 | USA | 47,640.88 | 48,117.29 | 47,772.89 |
| DODGE & COX | FHLMC POOL #1G0959 ADJ RT 05-01-2036 | USA | 274,109.0 | 273,509.44 | 293,060.96 |
| DODGE & COX | FHLMC POOL #1N1433 ADJ RT 02-01-2037 | USA | 294,319.4 | 293,530.14 | 311,930.67 |
| DODGE & COX | FNMA 08-25-2047 | USA | 595,601.3 | 601,314.36 | 675,176.02 |
| DODGE & COX | FNMA POOL #252062 6 5% DUE 10 01-2013 REG | USA | 23,055.5 | 23,801.23 | 23,473.74 |
| DODGE & COX | FNMA POOL #252640 6 5% DUE 08 01-2014 REG | USA | 20,148.7 | 20,871.24 | 20,969.52 |
| DODGE & COX | FNMA POOL #256901 6.5% 09-01-2037 BEO | USA | 156,893.5 | 158,168 34 | 175,514.19 |
| DODGE & COX | FNMA POOL #257007 6% DUE 12-01-2027 REG | USA | 261,677.1 | 7 269,118 63 | 289,299.28 |
| DODGE & COX | FNMA POOL #323818 6.5% DUE 07-01-2014 REG | USA | 32,150.9 | 33,303 86 | 33,481.42 |
| DODGE & COX | FNMA POOL #433301 6 5% DUE 07-01-2013 REG | USA | 13,042.3 | 13,445 89 | 13,278.96 |
| DODGE & COX | FNMA POOL #535574 7.5% 11-01-2013 BEO | USA | 2,575.7 | 2,744.35 | 2,611.00 |
| DODGE & COX | FNMA POOL #555285 6% 03:01-2033 BEO | USA | 134,715.4 | | 152,414.64 |
| DODGE & COX | FNMA POOL #555424 5.5% DS-01-2033 BEO | U5A | 482,403.5 | 7 520,995 85 | 535,343.98 |
| DODGE & COX | FNMA POOL #555531 5.5% 06-01-2033 BEO | USA | 1,696,655.2 | 2 1,807,476 77 | 1,382,851.25 |
| DODGE & COX | FNMA POOL #725135 6% 05:01=2018 BEO | USA | 97,975.5 | | |
| DODGE & COX | FNMA POOL #725194 6% 12-01-2018 BEO | USA | 56,692.0 | | |
| DODGE & COX | FNMA POOL #725416 6% 01-01-2019 BEO | USA | 235,652.7 | | |
| DODGE & COX | FNMA POOL #725510 6.5% 07-01-2017 BEO | USA | 41,660.4 | | |
| DODGE & COX | FNMA POOL #735067 6% 01-01-2019 BEO | USA | 381,161.8 | | |
| DODGE & COX | FNMA POOL #735417 6.5% 03-01-2035 BEO | U5A | 411,997.8 | | |
| DODGE & COX | FNMA POOL #888366 7% 04-01-2037 BEO | USA | 593,730.4 | | |
| DODGE & COX | FNMA POOL #888367 7% 03-01-2037 BEO | USA | 657,419.2 | | |
| DODGE & COX DODGE & COX | FNMA POOL #888381 5.507% DUE 04:01-2017 BEO | USA | 269,044.9 | | * |
| | FNMA POOL #888673 6% 04-01-2035 BEO | USA | 85,812.3 | | |
| DODGE & COX | FNMA POOL #889324 6.5% 03-01-2038 BEO | USA | 569,487.1 | | |
| DODGE & COX DODGE & COX | FNMA POOL #889527 5.5% 05-01-2023 BEO | USA | 988,195.4 | | |
| DODGE & COX | FNMA POOL #889984 6.5% DUE 10-01-2038 BEO FNMA POOL #890341 6% 06 01-2040 BEO | USA | 331,365.8 | | |
| DODGE & COX | | USA | 166,604.4 | | |
| DODGE & COX | FNMA POOL #968066 6% 10-01-2022 BEO | USA | 770,476.0 | | |
| DODGE & COX | FNMA POOL #984262 6% 06 01-2023 BEO FNMA POOL #993724 6% 08-01-2038 BEO | USA | 1,056,770.6 | | |
| DODGE & COX | | USA | 721,196.2 | | |
| DODGE & COX | FNMA POOL #AD0128 6.5% 10-01-2038 BEO | USA | 1,031,104.8 | | |
| DODGE & COX | FNMA POOL #AD0636 6% 08 01-2037 BEO | USA | 1,405,487.9 | | |
| | FNMA POOL #AE0338 ADJ RT DUE 04-01-2038 BEO | USA | 800,349.7 | | |
| DODGE & COX | FNMA POOL #AE0371 6% 09-01-2039 BEO | USA | 0.0 | | |
| DODGE & COX DODGE & COX | FNMA PPONT #AE0616 6% 03-01-2040 BEO | USA | 179,616.9 | | |
| DODGE & COX | FNMA PREASSIGN 00276 7 03 :25:2045 | USA | 337,886.0 | | |
| DODGE & COX | FNMA REMIC SER 2003-W2 CL 1-A1 6.5 07-25-2042 SMALL BUSINESS ADMIN GTD DEV PARTN CTF SER 2006-20A CL 1 5 21 DUE 1-1-26 REG | USA | 193,194.7 | | |
| DODGE & COX | DAMMER BOOMESS ADMIN GLO DEA NAKLIN CLE. SEK SOOP-SOM CE 1.2 ST DOF 1-1-59 KEG | USA | 354,728.7 | 6 354,728 7 | 399,194.01 |

| Account name | Asset description | Country | Shares/Par value | Book value | Market value |
|--------------|--|---------|------------------|----------------|----------------|
| | | | | | |
| MUNDER | FEDERAL HOME LN MTG CORP POOL #A48131 6.5% 12-01-2035 BEO | USA | 142,383.19 | 146,498 95 | 162,120.34 |
| MUNDER | FEDERAL HOME LN MTG CORP POOL #A94611 4.5% 10-01-2040 BEO | USA | 1,372,474.21 | 1,448,603 64 | 1,480,254.61 |
| MUNDER | FEDERAL NATL MTG ASSN GTD MTG POOL #AI1937 5% 05-01-2041 BEO | USA | 1,527,314.05 | 1,657,135.74 | 1,675,891.16 |
| MUNDER | FEDERAL NATL MTG ASSN GTD MTG POOL #AK3402 4% 02-01-2042 BEO | USA | 1,673,241.46 | 1,806,055.00 | 1,305,569.76 |
| MUNDER | FEDERAL NATL MTG ASSN GTD MTG POOL #AL2069 5% 08-01 2041 BEO | USA | 589,224.71 | 643,543.87 | 642,861.83 |
| MUNDER | FHLMC GOLD C67999 7 06-01-2032 | USA | 2,017.50 | 2,104.05 | 2,370.86 |
| MUNDER | FHLMC GOLD C68162 7 06-01-2032 | USA | 1,242.67 | 1,295.99 | 1,460.32 |
| MUNDER | FHLMC GOLD G06727 5.5 01-01-2037 | USA | 1,082,815.21 | 1,177,730,73 | 1,189,501.74 |
| MUNDER | FHLMC MULTICLASS SER 3162 CL OH 6 DUE 05-15 2036 | USA | 765,000.00 | 889,312.50 | 874,131.07 |
| MUNDER | FNMA POOL #190354 5.5% 12-01-2034 BEO | USA | 214,018 32 | 232,744.94 | 236,301.47 |
| MUNDER | FNMA POOL #684968 5% 09-01-2033 BEO | USA | 281,933 97 | 271,317.41 | 309,845.43 |
| MUNDER | FNMA POOL #932638 5 DUE 03-01-2040 BEO | USA | 2,115,695 10 | 2,301,149.00 | 2,365,799.88 |
| MUNDER | FNMA POOL #995112 5.5% DUE 07-01-2036 REG | USA | 2,066,008.8 | 2,257,437.43 | 2,281,121.64 |
| MUNDER | FNMA POOL #AE0631 4.5% 12-01-2040 BEO | USA | 2,176,049.59 | 2,285,872.11 | 2,443,072.63 |
| MUNDER | FNMA REMIC SER 1993-203 CL PL 6.5 DUE 10-25-2023 BEO | USA | 146,956.37 | 136,336.42 | 166,299.00 |
| MUNDER | FNMA REMIC TR 2002-48 CL-GH 6.5 11-25-2032 | USA | 507,754.99 | 523,860 34 | 587,450.69 |
| MUNDER | GNMA POOL #538257 SER 2031 7% DUE 10-15-2031 REG | USA | 5,660 85 | 5,837.60 | 6,771.65 |
| MUNDER | NCUA GTD NTS TR 2010-C1 GTD NT CL A-2 2.9 DUE 10-29-2020 REG | USA | 1,204,999.99 | 1,177,509.32 | 1,295,374.98 |
| | TOTAL U.S. GOVERNMENT MORTGAGE BACKED | | 96,740,451.58 | 100,185,182.76 | 101,526,747.79 |

| Account name | Asset description | Country | Shares/Par value | Book value | Market value |
|--|---|---|--|--|--|
| | U.S. INDEX LINKED GOVERNMENT BONDS | | | | |
| WELLINGTON | FWD CNTRT TO BUY US TIPS 125 4/15/17 BARC 99201Y124 | USA | 775,000.00 | 0.00 | 56,818.35 |
| WELLINGTON | US TREAS NTS INDEX LINKED 1.625 DUE 01-15-2018 REG | USA | 2,375,000.00 | | |
| WELLINGTON | US TREAS NTS INDEX LINKED 1.875 DUE 07-15-2019 REG | USA | 1,325,000 00 | | |
| WELLINGTON | US TREAS NTS INDEX LINKED 2.00 DUE 01-15-2016 REG | USA | 1,150,000 00 | | ., ., |
| WELLINGTON | US TREAS NTS INDEX LINKED 2.125 01-15-2019 REG | USA | 1,750,000.00 | | |
| WELLINGTON | US TREAS NTS INDEX LINKED 2.36434 DUE 01-15/2014 REG | USA | 875,000.00 | | |
| WELLINGTON | US TREAS NTS INDEX LINKED NOTE .125 DUE 01-15-2022 REG | USA | 4,075,000.00 | | |
| WELLINGTON | US TREAS NTS INDEX LINKED NOTES 1.375 DUE 07-15-2018 REG | USA | 1,925,000.00 | | |
| WELLINGTON | US TREAS NTS INDEX LINKED NOTES 1.625 DUE 01-15 2015 REG | USA | 2,935,000.00 | | |
| WELLINGTON | US TREAS NTS INFLATION INDEXED 2.00 DUE 07-15-2014 REG | USA | 1,175,000.00 | | |
| WELLINGTON | US TREAS NTS INFLATION LINKED 2.50 DUE 07-15-2016 REG | USA | 1,725,000 00 | | . , . |
| WELLINGTON | US TREAS NTS TIPS 07-15-2022 | USA | 415,000.00 | | |
| WELLINGTON | US TREAS NTS TIPS DTD 07-15-2011 07-15-2021 | USA | 4,775,000.00 | 5,178,883.30 | |
| WELLINGTON | USA OF AMER TREAS NOTES 1.375 NTS TIPS 1/15/2020 | USA | 3,225,000.00 | 3,376,902.23 | |
| WELLINGTON | USA TREAS NTS 1.25% TIPS 15/04/20 USD1000 07-15-2020 | USA | 3,650,000 00 | 3,860,866.89 | |
| WELLINGTON | USA TREAS NTS DTD 00399 04-15-2017 | USA | 3,725,000.00 | 3,995,629.52 | |
| WELLINGTON | USA TREAS NTS INDEX LINKED 2.375 DUE 01-15-2017 REG | USA | 2,175,000.00 | 2,610,495.20 | 2,898,616.82 |
| WELLINGTON | USA TREASURY NTS 0 5% TIPS 15/04/15 | USA | 4,985,000.00 | 5,263,859.30 | 5,537,728.52 |
| WELLINGTON | USA TREASURY NTS 1.125% TIPS 15/1/21 | USA | 4,366,000.00 | 4,860,355.95 | 5,414,049.52 |
| WELLINGTON | USA TREASURY NTS 1.25% TIPS 15/04/14 | USA | 3,850,000.00 | 4,239,696.79 | 4,333,950 31 |
| WELLINGTON | USA TREASURY NTS TIPS DTD 00340 04-15-2016 | USA | 8,130,000.00 | 8,824,014.36 | 8,609,267.74 |
| WELLINGTON | UTD STATES TREAS 2.625 DUE 07-15-2017 | USA | 1,125,000.00 | 1,497,101.9 | 1,502,943.52 |
| | TOTAL U.S. INDEX LINKED GOVERNMENT BONDS | | 60,506,000.00 | 67,074,111.64 | 70,255,869.55 |
| AMBASSADOR AMBASSADOR AMBASSADOR AMBASSADOR AMBASSADOR | TOTAL MUNICIPAL & INTL GOVERNMENT BONDS AID-ISRAEL ST ZERO COUPON DUE 02-15-2020REG CORPORACION ANDINA DE FOMENTO NT 8.125% DUE 06-04-2019 REG FI. HURRICANE CATASTROPHE FD FIN COR FLITGRATE NTS-SER A 10-15-2012/04-15-2010BEO ISRAEL ST GTD NT CL 2 DTD 12/04/2003 5-5% DUE 12-04-2023 REG QUEBEC PROV CDA DEB DTO 02/09/1994 7-125% DUE 02-09-2024 REG | Israel Multi-National USA Israel | 3,800,000 01 745,000 01 950,000 01 710,000 01 | 916,454.30 947,625.00 998,892.30 | 962,857.37 950,038.00 937,826.22 |
| DODGE & COX | CALIFORNIA ST 7.3% 10.01.2039 BEO TAXABLE | Canada | 710,000.0 | | |
| DODGE & COX | CALIFORNIA ST 7.5% 04:01-2034 BEO TAXABLE | USA USA | 600,000 0 625,000.0 | | |
| DODGE & COX | CALIFORNIA ST 7.625% 03:01:2040 BEO TAXABLE | USA | 150,000.0 | | |
| DODGE & COX | CALIFORNIA STATE 7.55 MUN BDS DUE 04:01-2039 USD5000 | USA | 925,000.0 | | |
| DODGE & COX | ILLINOIS ST 5 665 MUN BD DUE 03-01-2018 | USA | 525,000.0 | | |
| DODGE & COX | ILLINOIS ST 4.961% 03-01-2016 BEO TAXABLE | USA | 425,000.0 | | |
| DODGE & COX | ILLINOIS ST 5.365% 03-01-2017 BEO TAXABLE | USA | 525,000.0 | | |
| DODGE & COX | LOS ANGELES CALIF UNI SCH DIST 6 758% DUE 07-01-2034 BEO TAXABLE | USA | 550,000 0 | | · |
| DODGE & COX | NEW JERSEY ST TPK AUTH TPK REV 7.102% 01-01-2041 BEO TAXABLE | USA | 550,000 0 | | ., |
| FIRST EAGLE | HONG KONG(GOVT OF) 2.66% NTS 17/12/2012 HKD | Hong Kong | 2,050,000.0 | | |
| FIRST EAGLE | SINGAPORE(GOVT OF) 2.5% BDS 01/10/2012 SGD | Singapore | 76,000.0 | | , |
| MUNDER | NEW YORK N Y 5 676% 10 01-2034 BEO TAXABLE | USA | 595,000.0 | | |
| MUNDER | OREGON ST DEPT TRANSN HWY USER TAX REV 5.784% 11-15-2030 BEO TAXABLE | USA | 250,000.0 | | * |
| MUNDER | PENNSYLVANIA ST 5 35% 05:01-2030 BEO TAXABLE | USA | 420,000.0 | | |
| MUNDER | TEXAS ST 4 681% 04 01 2040 BEO TAXABLE | USA | 245,000.0 | | |
| | TOTAL MUNICIPAL & INTL GOVERNMENT BONDS | | 15,426,000.0 | | |
| | | | ,, | | 23,504,1002.00 |
| | TOTAL U.S.BONDS & BILLS | | 232,300,451.5 | 237,832,904.3 | 3 242,527,305.20 |

| Account name | Asset description | Country | Shares/Par value | Book value | Market value |
|--------------------|--|---------|------------------|---------------|-----------------|
| | CORPORATE ASSET BACKED SECURITIES | | | | |
| AMBASSADOR | DET EDISON 6.42% DUE 03-01-2015 | USA | 541,573.6 | 591,838 49 | 555,457.46 |
| AMBASSADOR | JCP&L TRANSITION 5.81% DUE 12-05-2015 | USA | 158,314 4 | | 164,149.00 |
| AMBASSADOR | PSNH FDG LLC 6.48000001907% DUE | USA | 275,715.6 | | |
| AMBASSADOR | PVTPL ASG RESECURITIZATION TR 2009-2 VAR144A VAR RT DUE 05-24-2036 | | | | 280,010.20 |
| AMBASSADOR | | USA | 376,654.4 | | 374,328.97 |
| | PVTPL WESTGATE RESORTS SER 2012-2A CL A 3 DUE 01-20-2025 BEO | USA | 800,000.0 | | 800,000.00 |
| AMBASSADOR | SPECIALTY UNDERWRITING & RESIDENTIAL FIN2004 BC2 CTF A-2 05-25-2035 REG | USA | 29,932.4 | 3 29,960 86 | 24,985.18 |
| AMBASSADOR | TERWIN MTG TR 2003-8HE ASSET BKD CTF CL A 12-25-2034 REG | USA | 40,760.6 | 40,843.38 | 35,001.25 |
| BARROW HANLEY BOND | CNH EQUIP TR 1.17% DUE 05-15-2015 | USA | 200,615.2 | 200,605.72 | 201,364.70 |
| BARROW HANLEY BOND | CNH EQUIP TR 2.04% DUE 10-17-2016 | USA | 305,000.0 | 312,291.41 | 314,175.92 |
| BARROW HANLEY BOND | CNH EQUIP TR 2012-A NT CL A3 .94 DUE | USA | 395,000.0 | 394,970 69 | 398,469.28 |
| BARROW HANLEY BOND | HONDA AUTO 3.3% DUE 09-15-2015 | USA | 223,364.6 | | 224,159.41 |
| BARROW HANLEY BOND | HYUNDAI AUTO 3.15000009537% DUE 03-15-2016 | USA | 164,716.6 | | 167,712.49 |
| BARROW HANLEY BOND | VOLKSWAGEN AUTO .87% DUE 07-20-2015 | USA | 410,000 0 | | |
| DODGE & COX | BURL NORTHN SANTA FE RY CO PASS THRU TR SER 1999-2 MTG 7 S7 1-2-21 BEO SF 7-2-00 | USA | | | 413,679.34 |
| DODGE & COX | | | 575,746.7 | | 679,150.84 |
| | PVTPL SLM PRIVATE ED LN TR 2012-B CL A-2 3.75 DUE 12-16-2030 | USA | 675,000.0 | | 716,629.27 |
| DODGE & COX | SLM STUD IN TR 2007-2 CL A-2 FLT RT 07-25-2017 REG | USA | 435,684.2 | 2 433,369 65 | 434,886.04 |
| DODGE & COX | SLM STUDENT LN TR 2007-7 STUDENT LN-BKD NT CL A-2 FLTG 01-25-2016 REG | USA | 535,975.5 | 5 535,975.55 | 536,347.51 |
| DODGE & COX | SMALL BUSINESS ADMIN GTD DEV PARTN CTF DEB SER 1999 20 F 6 8 DUE 06-01-2019 REG | USA | 139,860.9 | 3 144,428.26 | 154,805.07 |
| MUNDER | ALLY MASTER OWNER TR 2012-1 ASSET BACKEDNT CL A-2 7 DUE 02-15-2017 REG | USA | 820,000.0 | 819,936 61 | 828,362.36 |
| MUNDER | AMERICREDIT 14.55000019073% DUE 01-15-2016 | USA | 350,000.0 | 0 434,984.38 | 387,777.25 |
| MUNDER | AMERICREDIT 3.34% DUE 04-08-2016 | USA | 300,000.0 | | 313,327.80 |
| MUNDER | AMERICREDIT 4.08% DUE 09:08-2017 | USA | 625,000.0 | | 654,324.37 |
| MUNDER | CAP 1 MULTI-ASSET 4 9% DUE 12-15-2017 | USA | | | |
| MUNDER | | | 535,000.0 | | 578,163.80 |
| | CARMAX AUTO OWNER 3.75% DUE 12-15-2015 | USA | 450,000.0 | | 464,846.40 |
| MUNDER | CARMAX AUTO OWNER 4,65000009537% DUE 08-17-2015 | USA | 375,000.0 | 0 374,963.59 | 391,810.12 |
| MUNDER | CNH EQUIP TR 2.04% DUE 10-17-2016 | USA | 355,000.0 | 0 354,920.23 | 365,680.17 |
| MUNDER | FORD CR AUTO OWNER 2.27% DUE 01-15-2017 | USA | 800,000.0 | 0 799,992.88 | 827,744.00 |
| MUNDER | HYUNDAI AUTO 2.1% DUE 06-15-2017 | USA | 800,000 0 | 0 799,855.28 | 810,965.60 |
| MUNDER | PARK PL SECS INC 2005-WCH1 ASSET BACKED CTF M-2 VAR 02-25-2035 REG | USA | 185,097.6 | 3 171,302.08 | |
| MUNDER | SANTANDER DR AUTO 3 28% DUE 06-15-2016 | USA | 1,059,999.9 | | |
| MUNDER | WORLD OMNI 1.78% DUE 09-15-2016 | USA | 490,000.0 | | |
| | TOTAL CORPORATE ASSET BACKED SECURITIES | 034 | 13,429,012.9 | | |
| | TOTAL CONFORME ASSET BACKED SECURITIES | | 13,429,012.5 | 13,683,790.86 | 13,847,933.57 |
| | COMMERCIAL MORTGAGE BACKED SECURITIES | | | | |
| AMBASSADOR | CMO BANC AMER COML MTG INC 2003-2 CL A-3VAR 03-11-2041 | USA | 379,935.9 | 6 387,831,51 | 383,737.97 |
| AMBASSADOR | CMO BANC AMER COML MTG INC 2004-1 CL A-34,429% DUE 11-10-2039/02-10-2013 REG | USA | 257,681.0 | | |
| AMBASSADOR | CMO BANC AMER COML MTG INC CL A-3 5 45 01-15-49 REG | USA | | | |
| AMBASSADOR | CMO COMM 2006-FL12 COML MTG PASSTHRU CTFCL A-2 144A DUE 12-15-2020 BEO | | 1,476,847.1 | | |
| | | USA | 200,053.3 | | • |
| AMBASSADOR | CMO CREDIT SUISSE FIRST BOSTON MTG SECS CORP 2004 C1 CL A 4 DUE 01-15-2037 REG | USA | 782,878.2 | | |
| AMBASSADOR | CMO GMAC COML MTG SECS INC 2004-C2 MTG PASSTHRU CTF CL A-3 5 134 DUE 08-10-2038 | USA | 593,732.2 | 0 614,512.83 | 613,005.34 |
| AMBASSADOR | CMO G5 MTG SEC5 CORP II 2005-GG4 CL A-4A4.751% DUE 07-10-2039 REG | USA | 1,360,000.0 | 0 1,445,390.6 | 1,479,330.48 |
| AMBASSADOR | CMO J P MORGAN CHASE COML MTG SECS CORP 20 SEN_FIX 4.871% DUE 10:15:2042 BEO | USA | 50,617.6 | 7 48,482.63 | 50,602.68 |
| AMBASSADOR | CMO MORGAN STANLEY CAP I INC 2004-TOP13 CL A 4 4 66% DUE 09 13 2045 REG | USA | 850,000.0 | 0 884,996.09 | 882,914.55 |
| BARROW HANLEY BOND | CMO BEAR STEARNS COML MTG SECS 2004-PWR5CL A-4 4.831 DUE 07-11-2042 REG | USA | 366,870.2 | 5 368,872.6 | 375,074.20 |
| BARROW HANLEY BOND | CMO BEAR STEARNS COML MTG SECS TR 2006 PWR13 CL-A4 5.54 DUE 09-11-2041 REG | USA | 679,999.9 | | |
| BARROW HANLEY BOND | CMO BEAR STEARNS COME MTG SECURITICE A4 FLT RT DUE 12-11-2038 BEO | USA | 460,000.0 | - | |
| BARROW HANLEY BOND | CMO J P MORGAN CHASE COML MTG SECS CORP SER 2005-LDP1 CL A-2 4 625 3-15-2046 REG | USA | | | |
| · MUNDER | | | 141,275.6 | | |
| | CITIGROUP COML MTG 1.81299996376% DUE 09-10 2045 | USA | 414,999.5 | | |
| MUNDER | CMO CFCRE COML MTG TR 2011-C2 CTF CL A-23.0614% DUE 12-15-2047 REG | USA | 825,000.0 | | |
| MUNDER | CMO CR SUISSE 1ST BSTN MTG SECS CORP SER1997-C2 CL F 7.46 DUE 01-17 2035 REG | USA | 718,238 | 790,286.9 | 724,654 62 |
| MUNDER | CMO DBUBS 2011-LC3 MTG TR MTG PASS THRU CTF CL AZ 3.642% DUE 08-10-2044 REG | USA | 1,105,000 | | 1,709,671.12 |
| MUNDER | CMO GS MTG SECS TR 2011-GC5 MTG PASS THRU CTF CL A-2 2,999 DUE 08-10-2044 BEO | USA | 754,999 | 762,529 9 | 808,506.08 |
| MUNDER | CMO LB-UBS COML MTG TR 2003-C5 MTG PASSTHRU CTF CL F DUE 04-15-2037 REG | USA | 404,999 | 99 415,188.2 | 414,384.24 |
| MUNDER | CMO WFRBS COML MTG TR 2012-C6 COML MTG PASSTHRU CTF CL A S 3.83S 04 15 2045 | USA | 985,000 (| 994,789.9 | |
| MUNDER | GS MTG SECS TR 3.482 DUE 01-10-2045 | USA | 694,999. | | |
| MUNDER | MORGAN STANLEY CAP 3.244 DUE 03-15-2045 | USA | 845,000.0 | | |
| MUNDER | WFRBS COML MTG TR 3.66700005531% DUE 11-15 2044 | USA | | | |
| | | 034 | 395,000.0 | | |
| | TOTAL COMMERCIAL MORTGAGE BACKED SECURITIES | | 14,743,130. | 15,199,692.3 | 2 17,680,216.10 |
| | NON-GOVERNMENT BACKED CMOS | | | | |
| AMBASSADOR | CMO BK AMER FDG CORP 2005-D MTG PASSTHRUCTF CL A-1 VAR RATE 05-25-2035 REG | USA | 333 000 | 33 334 455 5 | |
| | | | 373,988 | | |
| AMBASSADOR | CMO IMPAC SECD ASSETS CORP 2003-1 20330325 5 02000 DUE 03-25 2033 REG | USA | 484,085. | | |
| AMBASSADOR | I/O CMO GREENPOINT MTG FDG TR 2005-AR4 MTG PASSTHRU CTF CL X-1 10-25-2045 REG | USA | 189,040. | 07 26,769.5 | 4 14,844 92 |
| AMBASSADOR | I/O CMO HARBORVIEW MTG LN TR 2004 B CL X.95998001099 DUE 11-19-2034 REG | USA | 1.0 | 0.0 | 0.03 |
| AMBASSADOR | P/O CMO HARBORVIEW MTG LN TR 2006-1 MTG PASSTHRU CTF CL PO-1 03-19 2037 REG | USA | 3,984. | 07 1,623,9 | 4 69.56 |
| AMBASSADOR | P/O CMO HARBORVIEW MTG LN TR 2006 S CL PO-2 07-19-2047 REG | USA | 6,995. | 15 78.7 | 2 0.00 |
| AMBASSADOR | PVTPL CMO ASG RESECURITIZATION TR 2010-3REMIC 144A VAR RT DUE 12-28-2045 | USA | 1,090,316. | | |
| MUNDER | CMO THORNBURG MTG SECS TR 2004-1 CL | USA | 15,019. | | |
| | TOTAL NON-GOVERNMENT BACKED CMOs | | 2,163,430. | | |
| | | | 2,103,430. | - 2,743,3154 | - 6,330,780.65 |
| | GUARANTEED FIXED INCOME | | | | |
| MUNDER | GEN ELEC CAP CORP FDIC GTD 2 625 DUE 12 28 2012 | USA | 560,000 | 00 577,077.7 | 6 563,455.76 |
| | TOTAL GUARANTEED FIXED INCOME | 37520 | 560,000. | | |
| | | | 300,000. | oo 3//,U//./ | 6 563,455.76 |
| | | | | | |

| Account name | Asset description | Country | Shares/Par value | Book value | Market value |
|--------------|--|-------------|------------------|--------------|---|
| | CORPORATE BONDS | | | | |
| AMBASSADOR | ABBOTT LABS 5.125% DUE 04-01-2019 | USA | 880,000.00 | 962,677 65 | 1,059,959.12 |
| AMBASSADOR | ALLIANT ENERGY 4% DUE 10-15 2014 | USA | 820,000 00 | | 859,384.60 |
| AMBASSADOR | AMER W AIRLS INC 7.09999990463% DUE 04.02-2021 | USA | 158,234 73 | | 164,564.11 |
| AMBASSADOR | AMEREN ILL CO 9.75% DUE 11-15-2018 | USA | 578,000 00 | | 809,805.74 |
| AMBASSADOR | ANHEUSER BUSCH GTD NT 5 375 DUE 01-15-2020 | USA | 821,000.00 | | 1,019,411.89 |
| AMBASSADOR | ARIZONA PUB SVC CO 8 75% DUE 03-01-2019 | USA | 560,000.00 | | 739,328.80 |
| AMBASSADOR | AT&T BROADBAND 9.455% DUE 11-15-2022 | USA | 530,000 00 | | 791,309.08 |
| AMBASSADOR | BK NEW YORK INC 2.95% DUE 06:18-2015 | USA | 935,000.00 | | 993,206.55 |
| AMBASSADOR | BOTTLING GROUP LLC 5-125% DUE 01-15-2019 | USA | 840,000 00 | | 998,230.80 |
| AMBASSADOR | BP CAP MARKETS PLC 5 25% DUE 11-07-2013 | UK | 880,000 00 | | 925,562.00 |
| AMBASSADOR | CAROLINA PWR & LT 5.3% DUE 01-15-2019 | USA | 860,000.00 | | 1,038,782.82 |
| AMBASSADOR | CENTERPOINT ENERGY RES CORP DEL SR NT 4 5 1-15-2021 | USA | 740,000.00 | | 839,012.00 |
| AMBASSADOR | CME GROUP INC 5.75% DUE 02–15-2014 | USA | 850,000.00 | | 908,758.80 |
| AMBASSADOR | COCA-COLA HBC FIN 5.5% DUE 09-17-2015 | Netherlands | 880,000.00 | | 950,628.80 |
| AMBASSADOR | CSX CORP NT 7.375 DUE 02-01-2019 REG | USA | 575,000.00 | | 735,878.67 |
| AMBASSADOR | CVS CAREMARK CORP 6.94299983978% DUE 01-10-2030 | USA | 643,619.54 | | 784,031.57 |
| AMBASSADOR | DETROIT EDISON CO 6.4% DUE 10.01-2013 | USA | 810,000.00 | | 855,006.03 |
| AMBASSADOR | ENERGY TRANSFER 9 7% DUE 03-15 2019 | USA | 570,000 00 | | 753,199.71 |
| AMBASSADOR | ENTERPRISE PRODS 6 125 DUE 02:01-2013 | USA | 625,000.00 | | 635,338.12 |
| AMBASSADOR | FLUOR CORP NEW 3.375% DUE 09-15 2021 | USA | 960,000.00 | | 2,020,084.48 |
| AMBASSADOR | GEN ELEC CAP CORP 5.5% DUE 01:08:2020 | USA | 900,000.00 | | 1,064,713.50 |
| AMBASSADOR | HEWLETT PACKARD CO 3.75% DUE 12-01-2020 | USA | 960,000.00 | | 957,489.60 |
| AMBASSADOR | HOME DEPOT INC 5 25% DUE 12-16 2013 | USA | 650,000.00 | | 687,947.00 |
| AMBASSADOR | HSBC BK USA N A 4.625% DUE 04:01-2014 | USA | 945,000.00 | | 991,065.91 |
| AMBASSADOR | JPMORGAN CHASE & 4.65% DUE 06-01-2014 | USA | 890,000 00 | | 943,372.41 |
| AMBASSADOR | LOCKHEED MARTIN 4.25% DUE 11-15-2019 | USA | 725,000.00 | | 820,509.32 |
| AMBASSADOR | LUBRIZOL CORP 8.875% DUE 02-01-2019 | USA | 570,000.00 | | |
| AMBASSADOR | MCDONALDS CORP MEDIUM TERM NTS BOOK ENTRY SR NT 6 3% DUE 03-01-2038 | USA | 700,000.00 | , | , |
| AMBASSADOR | MERCK & CO INC 5 95 DUE 12-01-2028 | USA | 835,000 00 | | , |
| AMBASSADOR | MONDELEZ INTERNATIONAL INC 5.375 DUE 02-10-2020 | USA | 665,000.00 | | |
| AMBASSADOR | NATL RURAL UTILS 10.375% DUE 11-01-2018 | USA | 695,000 0 | | |
| AMBASSADOR | NEWS AMER INC 6.9% DUE 03-01-2019 | USA | 625,000.0 | | |
| AMBASSADOR | NISOURCE FIN CORP 6.8% DUE 01-15-2019 | USA | 615,000.0 | | |
| AMBASSADOR | NOBLE ENERGY INC 8.25% DUE 03-01-2019 | USA | 610,000.0 | | |
| AMBASSADOR | OHIO PWR CO 5.375% DUE 10-01-2021 | USA | 765,000.0 | | |
| AMBASSADOR | ONCOR ELEC 7% DUE 09:01-2022 | USA | 610,000 0 | | , |
| AMBASSADOR | PLAINS ALL AMERN 8.75% DUE 05-01-2019 | USA | 625,000.0 | | |
| AMBASSADOR | PPL ENERGY SUP LLC 6.3% DUE 07-15-2013 | USA | 740,000.0 | | |
| AMBASSADOR | PSEG PWR LLC 5% DUE 04-01-2014 | USA | 700,000.0 | | |
| AMBASSADOR | PVTPL ITC HLDG5 CORP SR NT 144A 5.5% DUE01-15-2020 BEO | USA | 785,000.0 | | |
| AMBASSADOR | PVTPL TEXAS NEW MEX PWR CO 15T MTG BD SER 2009A 144A 9 5% DUE 04-01-2019 BEO | USA | 560,000 0 | • | ,- |
| AMBASSADOR | REPUBLIC SVCS INC 5.5% DUE 09-15-2019 | USA | 700,000.0 | | |
| AMBASSADOR | RIO TINTO FIN USA 9% DUE 05-01-2019 | Australia | 710,000 0 | , | |
| AMBASSADOR | SEMPRA ENERGY 8.9% DUE 11-15-2013 | USA | 735,000.0 | | |
| AMBASSADOR | SMUCKER J M CO 3 5% DUE 10-15-2021 | USA | 740,000.0 | | |
| AMBASSADOR | TIME WARNER COS 9.125% DUE 01-15-2013 | USA | 670,000.0 | | |
| AMBASSADOR | TRANSCANADA 7.25% DUE 08-15 2038 | Canada | 575,000.0 | | , |
| AMBASSADOR | US BANK NA FLTG RT DUE 04-29-2020 | USA | 920,000.0 | | |
| AMBASSADOR | VERIZON 8.95% DUE 03-01-2039 | USA | 500,000.0 | | |
| AMBASSADOR | WASTE MGMT INC DEL 7.375% DUE 03-11-2019 | USA | 565,000 0 | | |
| | | | 203,000 0 | - 050,055,11 | , ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, |

| | as of September 30, 2012 | | | | |
|--------------|--|-------------------|------------------------|--------------|--------------------------|
| Account name | Asset description | Country | Shares/Par value | Book value | Market value |
| | · | • | | | |
| AXA | ADVANCED MICRO 8 125% DUE 12-15-2017 | USA | 350,000 0 | 384,125 00 | 368 483 66 |
| AXA | AES CORP 9 75% DUE 04-15-2016 | USA | 515,000 G | | 368,403.00 615,425.00 |
| AXA | AIRCASTLE LTD 6.75% DUE 04-15-2017 | Bermuda | 278,000.0 | | 299,545.00 |
| AXA | AIRCASTLE LTD 9.75 DUE 08:01-2018 | Bermuda | 300,000.00 | | 342,000.00 |
| AXA | AK 5TL CORP 8 375 DUE 04-01-2022 | USA | 440,000 0 | | 376,200.00 |
| AXA | ALLY FINL INC 8% DUE 11-01-2031 | LISA | 325,000.0 | | 378,950.00 |
| AXA | ALLY FINL INC 8.3% DUE 02-12-2015 | USA | 300,000.0 | | 332,250 00 |
| AXA | ALTA MESA HLDGS LP / ALTA MESA FIN SVCS CORP SR NT SER B 9,625 10-15-2018 | USA | 235,000.0 | 235,000.00 | 235,000.00 |
| AXA | AMC ENTMT INC NEW SR SUB NT 9 75 12-1-2020 | USA | 785,000 0 | 773,836 27 | 884,106.25 |
| AXA | AMERIGROUP CORP 7.5% DUE 11-15-2019 | USA | 190,000.0 | 190,000 00 | 221,943.75 |
| AXA | AMERN 10.5% DUE 12-15-2016 | USA | 150,000.0 | | 157,500.00 |
| AXA | AMERN AXLE & MFG 7.75% DUE 11-15-2019 | USA | 190,000.0 | | |
| AXA | AMERN INTL GROUP 8 175 DUE 05 15-2058 | USA | 360,000.0 | | |
| AXA | APRIA HEALTHCARE 12.375% DUE 11-01-2014 | USA | 250,000.0 | | |
| AXA AXA | ARAMARK CORP 8.5% DUE 02-01-2015 | USA | 530,000.0 | • | |
| AXA | ARCH COAL INC SR NT 8.75 DUE 08-01-2016 ARD FIN 5 A SECD PIK NT 144A 11.125% DUE06-01-2018/05-18-2011 BEO | USA | 190,000.0 | | |
| AXA | ASPECT SOFTWARE INC SR SECD LIEN NT 10 625 DUE 05-15-2017 | Luxembourg USA | 406,728.0 395,000.0 | | |
| AXA | AUTONATION INC 5.5 DUE 02-01-2020 | USA | 385,000.0 | | |
| AXA | AVAYA INC 9 75% DUE 11-01-2015 | USA | 335,000.0 | | |
| AXA | AVIATION CAP GROUP 7.125% DUE 10-15-2020 | USA | 420,000 0 | | |
| AXA | AVIS BUDGET CAR 9 75% DUE 03 15-2020 | USA | 210,000.0 | | |
| AXA | BARRETT BILL CORP 9.875% DUE 07-15-2016 | USA | 205,000.0 | | |
| AXA | BAUSCH & LOMB INC 9.875% DUE 11-01-2015 | USA | 180,000.0 | | |
| AXA | BEAZER HOMES USA 9 125 DUE 05-15-2019 | USA | 150,000.0 | 0 130,312,50 | |
| AXA | BERRY PLASTICS 10 25% DUE 03-01-2016 | USA | 126,000.0 | | |
| AXA | BIOMET INC 10% DUE 10-15-2017 | USA | 210,000.0 | 0 228,075.00 | 221,550.00 |
| AXA | BOISE PAPER HLDGS 9% DUE 11-01-2017 | USA | 250,000.0 | 0 260,000.00 | 275,000.00 |
| AXA | BRUNSWICK CORP 11 25% DUE 11-01-2016 | USA | 325,000.0 | 0 394,062.50 | 371,312.50 |
| AXA | BWAY HLDG CO 10 DUE 06-15-2018 BEO | USA | 220,000.0 | 0 241,450.00 | 247,500.00 |
| AXA | BWAY PARENT CO INC 10:125 DUE 11-01-2015 | USA | 611,036.0 | 0 561,816 25 | 644,642.98 |
| AXA | CALUMET SPECIALTY 9.375 DUE 05-01 2019 | USA | 295,000.0 | | 317,125.00 |
| AXA | CALUMET SPECIALTY 9.375% DUE 05 01 2019 | USA | 165,000 0 | | |
| AXA | CASE NEW HOLLAND INC SR NT 7.875 12-1-2017 | USA | 190,000.0 | | , |
| AXA | CASTLE A M & CO SR SECD NT 12/75 DUE 12-15-2016 | USA | 200,000.0 | | |
| AXA | CCH II LLC / CCH 13.5% DUE 11-30-2016 | USA | 200,000.0 | | |
| AXA | CDRT HLDG CORP 9 25% DUE 10-01-2017 | USA | 475,000.0 | | |
| AXA | CDW LLC / CDW FIN 12.535% DUE 10-12-2017 CHAPARRAL ENERGY INC SR NT 9.875 10-1-2020 | USA | 550,000.0 | | |
| AXA AXA | CHAPARRAL ENERGY INC SR NT 9.875 10-1-2020 CHES ENERGY CORP 6.775% DUE 03-15-2019 | USA USA | 270,000 (| | |
| AXA | CHES ENERGY CORP SR NT DTD 01/09 9 5 DUE02-15-2015 REG | USA | 215,000.0 310,000.0 | | |
| AXA | CHIRON MERGER SUB 12.5% DUE 11-01-2019 | USA | 345,000.0 | | |
| AXA | CHOICE HOTELS INTL 5.75% DUE 07-01-2022 | USA | 199,000 | | |
| AXA | CIN BELL SR SUB NT 8.75 DUE 03-15-2018 | USA | 410,000 | | |
| AXA | CITIZENS 9% DUE 08-15-2031 | USA | 305,000.0 | | |
| AXA | CKE RESTAURANTS 11.375% DUE 07-15-2018 | USA | 251,000.6 | | |
| AXA | CLAIRES STORES INC 10,5% DUE 06:01-2017 | USA | 225,000.0 | 00 184,425 0 | 0 191,250.00 |
| AXA | CLAIRES STORES INC 8.875 SNR NT 15/03/19USD | USA | 320,000 | 320,000.0 | 0 294,400.00 |
| AXA | CLAIRES STORES INC 9.25% DUE 06-01-2015 | USA | 235,000 | 201,050 0 | 0 212,675.00 |
| AXA | CLEAR CHANNEL 9% DUE 03:01-2021 | USA | 155,000.6 | 00 138,725.0 | 0 137,950.00 |
| AXA | CLUBCORP CLUB OPERATIONS INC SR NT 10 12-1-2018 | USA | 324,000. | 00 324,545.0 | 0 355,590 00 |
| AXA | COLEMAN CABLE INC 9 DUE 02-15-2018 | USA | 260,000. | | 0 276,900 00 |
| AXA | CONCHO RES INC 8.625% DUE 10-01-2017 | USA | 230,000. | | |
| AXA | CONSOL ENERGY INC 8 DUE 04-01-2017 | USA | 200,000 | | |
| AXA | COVANTA HLDG CORP 6.375 DUE 10-01-2022 REG | USA | 300,000. | | |
| AXA | CPI INTL INC 8% DUE 02-15-2018 | USA | 310,000 | | |
| AXA | CR ACCEP CORP MICH 9.125% DUE 02-01-2017 | USA | 275,000 | - ' | |
| AXA AXA | CSC HLDGS LtC 8.5 DUE 04-15-2014 | USA | 315,000 | | |
| AXA | DAVE & BUSTERS INC 11% DUE 06-01 2018 DENBURY RES INC SR SUB NT 9.75 DUE 03-01-2016 REG | USA USA | 598,000. 275,000 | | |
| AXA | DJO FIN LLC / DJO 9.75% DUE 10-15 2017 | USA | 290,000 | | |
| AXA | DYNACAST INTL LLC & DYNACAST FIN SR SECD2ND LIEN NT 9 25 DUE 07-15-2019 | USA | 240,000 | | |
| AXA | DYNCORP INTL INC 10.375% DUE 07-01-2017 | USA | 1,020,000 | | |
| AXA | EL PASO ENERGY CORP MEDIUM TERM NTS BOOK TR 4 7 8 8-1-31 | USA | 390,000 | | , |
| AXA | EMBARQ CORP 7.995% DUE 06-01-2036 | USA | 290,000 | | |
| AXA | ENERGY XXI GULF 9.25% DUE 12-15-2017 | USA | 280,000 | | |
| AXA | ENERGYSOLUTIONS INC / ENERGYSOLUTIONS LLC SR NT 10.75 8-15-2018 | USA | 367,000 | | |
| AXA | EXOPACK HLDG CORP 10% DUE 06-01-2018 | USA | 415,000 | | |
| AXA | FELCOR LODGING LTD 10% DUE 10-01-2014 | USA | 435,000 | | |
| AXA | FIESTA RESTAURANT GROUP INC 8 875 DUE 08-15 2016 REG | USA | 250,000 | 00 250,000 0 | 267,500 00 |
| AXA | FIRST DATA CORP 12.625% DUE 01-15-2021 | USA | 145,000 | 00 125,787.5 | 50 150,256.25 |
| AXA | FORD MTR CR CO LLC 12% DUE 05-15-2015 | USA | 320,000 | 00 360,000.0 | 396,800 00 |
| AXA | FRONTIER 8.75% DUE 04-15-2022 | USA | 230,000 | 00 223,675 | 261,050 00 |
| | | | | | |

| Account name | Asset description | Country | Shares/Par value | Book value | Market value |
|--------------|---|------------|--------------------------|-------------|--------------|
| AXA | GENON ESCR CORP 9.875 DUE 10-15-2020 | USA | 305,000.00 | 326,231.05 | 338,550.00 |
| AXA | GLOBAL BRASS & 9 5 DUE 06-D1-2019 | USA | 392,000.00 | 392,000.00 | 425,320.00 |
| AXA | GMAC INC FORMERLY 6.75% DUE 12-01-2014 | USA | 280,000.00 | 294,962.50 | 299,600.00 |
| AXA | GWR OPERATING PARTNERSHIP 10.875 DUE 04-01-2017 | USA | 230,000 00 | 251,150.00 | 264,500.00 |
| AXA | GXS WORLDWIDE INC 9.75% DUE 06-15-2015 | USA | 406,000 00 | 400,858.75 | 418,180.00 |
| AXA | GYMBOREE CORP 9.125% DUE 12-01-2018 | USA | 250,000.00 | 235,000.00 | 237,812.50 |
| AXA | HCA INC 8.5% DUE 04-15-2019 | USA | 300,000.00 | 332,050.00 | 338,250.00 |
| AXA | HCA INC SR NT 7.5 DUE 02-15-2022 | USA | 235,000.00 | 235,000 00 | 266,137.50 |
| AXA | HEXION U.S. FIN CORP / HEXION NOVA SCOTIAFIN ULC 9.11-15-2020 | USA | 230,000 00 | | |
| AXA | HOST HOTELS & 4.75 DUE 03-01-2023 | USA | 282,000 00 | 282,000 00 | 292,222.50 |
| AXA | HUBER J M CORP 9 875 144A DUE 11-01-2019BEO | USA | 175,000.00 | 173,815 25 | 196,437.50 |
| AXA | IGATE CORP 9% DUE 05-01-2016 | USA | 475,000.00 | 514,893.75 | 521,312.50 |
| AXA | INMARSAT FIN PLC 7.375% DUE 12-01-2017 | UK | 100,000.00 | 107,875.00 | 108,000.00 |
| AXA | INTELSAT 11.25% DUE 02-04/2017 | Luxembourg | 675,000 00 | 665,981 25 | 713,812.50 |
| AXA | INTELSAT JACKSON HLDGS S A 7.25 DUE 10-15-2020/10-15-2015 REG | Luxembourg | 280,000 00 | 263,900.00 | 301,700.00 |
| AXA | INTERFACE INC SR NT SER 8 7.625 DUE 12-01-2018 | USA | 215,000 00 | 215,000.00 | 233,275.00 |
| AXA | INTERPUBLIC GROUP 10% DUE 07-15 2017 | U5A | 240,000.00 | 262,800.00 | 266,700.00 |
| AXA | INTL LEASE FIN 8.625% DUE 09-15-2015 | U5A | 245,000.00 | 273,175.00 | 278,993.75 |
| AXA | INTL WIRE GROUP 9 75% DUE 04-15-2015 | USA | 225,000 00 | 223,718.40 | 236,812.50 |
| AXA | IPAYMENT INC 10 25 DUE 05-15-2018 | USA | 465,000 00 | 426,842.50 | 405,712.50 |
| AXA | ISABELLE ACQSTN SUB INC SR NT 144A 10 DUE 11-15-2018 | USA | 183,000.00 | 183,000 00 | 198,555.00 |
| AXA | J2 GLOBAL INC 8% DUE 08-01-2020 | USA | 135,000.00 | 135,000.00 | 136,350.00 |
| AXA | JBS FIN II LTD 8.25% DUE 01-29-2018 | Cayman Is | 325,000.00 | | 331,500.00 |
| AXA | IONES APPAREL 5.125% DUE 11-15-2014 | USA | 355,000.00 | | 365,206.25 |
| AXA | JONES APPAREL 6 125% DUE 11-15-2034 | USA | 305,000.00 | | |
| AXA | IONES GROUP INC / 6.875% DUE 03-15-2019 | USA | 382,000.00 | | * |
| AXA | KENNEDY WILSON INC 8 75 DUE 04-01-2019 | USA | 220,000 00 | | |
| AXA | KINDRED HEALTHCARE 8,25 DUE 06-01-2019 | USA | 190,000.00 | | |
| AXA AXA | LAWSON SOFTWARE 9.375% DUE 04-01-2019 | USA | 155,000.00 | , | , |
| AXA | LENNAR CORP 12.25% DUE 06-01-2017 | USA | 245,000.00 | | |
| AXA | LINN ENERGY LLC / 7.75% DUE 02-01-2021 MAGNACHIP 10.5 DUE 04-15-2018 | USA | 245,000.00 | | |
| AXA | MASTEC INC 7.625% DUE 02-01-2017 | Luxembourg | 550,000.00 | | |
| AXA | MCIUNKIN RED MAN 9.5 DUE 12-15-2016 | USA USA | 290,000.00 355,000.00 | , | |
| AXA | MGM MIRAGE 5.875% DUE 02-27-2014 | USA | 160,000.00 | | |
| AXA | MGM MIRAGE CORPNOTE 7.5% DUE 06:01-2016/05-17-2007 | USA | 310,000 0 | , | |
| AXA | MGM MIRAGE SR SECD NT 10.375 DUE 05-15-2014 | USA | 265,000.0 | | |
| AXA | MGM RESORTS INTERNATIONAL 11.375 DUE 03-01-2018 | USA | 350,000.0 | , | |
| AXA | MICHAELS STORES 11.375% DUE 11-01-2016 | USA | 630,000 0 | | • |
| AXA | MICHAELS STORES STEP CPN 13% DUE 11-01-2016 | USA | 87,000.0 | | |
| AXA | MOMENTIVE 11.5% DUE 12:01-2016 | USA | 223,000 0 | | |
| AXA | MONITRONICS INTL INC 9 125 SR NT DUE 04-01-2020 | USA | 250,000.0 | | |
| AXA | MURRAY ENERGY CORP 10.25% DUE 10-15-2015 | USA | 365,000.0 | | |
| AXA | NCL CORP LTD 11.75% DUE 11-15-2016 | Bermuda | 355,000.0 | | |
| AXA | NCL CORP LTD 9.5 DUE 11-15-2018 | Bermuda | 300,000.0 | | |
| AXA | NCR CORP NEW SR NT 144A 5 D7-15-2022 BEO | USA | 161,000.0 | | |
| AXA | NEIMAN-MARCUS 10.375% DUE 10-15 2015 | USA | 395,000.0 | | |
| AXA | NEXEO SOLUTIONS 8.375% DUE 03-01-2018 | USA | 245,000.0 | 0 232,750.0 | |
| AXA | NORTEK INC 8.5% DUE 04/15-2021 | USA | 225,000.0 | 0 213,750.0 | 0 239,625.00 |
| AXA | NORTHN TIER ENERGY 10.5 DUE 12-01-2017 | USA | 437,000 0 | | |
| AXA | PAETEC HLDG CORP 9 875% DUE 12-01-2018 | USA | 175,000.0 | 0 183,312,5 | |
| AXA | PENN VA CORP 10 375% DUE 06-15-2016 | USA | 340,000.0 | 0 385,306 2 | 5 353,175.00 |
| AXA | PHH CORP 7.375% DUE 09:01-2019 | USA | 260,000.0 | 0 260,000.0 | 0 278,200.00 |
| AXA | PHH CORP SR NT 9.25 DUE 03-01-2016 | USA | 120,000 0 | 0 124,285.6 | 5 137,700.00 |
| AXA | PIONEER DRILLING 9 875% DUE 03-15-2018 | USA | 275,000.0 | 0 288,750 0 | 0 299,062.50 |
| AXA | PK OH INDS INC OH 8:125% DUE 04:01-2021 | USA | 355,000.0 | 0 351,450.0 | 0 367,425.00 |
| AXA | PLAINS EXPL & 6.625% DUE 05-01-2021 | USA | 218,000.0 | 0 213,635.0 | 0 221,270.00 |
| AXA | PRODTN RES GROUP 8 875% DUE 05-01-2019 | USA | 511,000 0 | 0 384,455.0 | 0 357,700.00 |
| AXA | PSS WORLD MED INC 6.375 DUE 03-01-2022 | USA | 100,000.0 | 0 104,375.0 | 0 106,375.00 |
| AXA | PULTE HOMES INC 7.875 DUE 06-15-2032 BEO | USA | 260,000.0 | 0 235,950 0 | 0 270,400.00 |
| | | | | | |

| Accou | unt name | Asset description | Country | Shares/Par value | Book value | Market value |
|------------|----------|--|---------------|--------------------------|--------------|--------------|
| AXA | | PVTPL ACE CASH EXPRESS INC SR SECD NT 144A 11% DUE 02-01-2019/02-10-2011 BEO | lica | 242.000.00 | | |
| AXA | | PVTPL ACE CASH EXPRESS INC SR SECO NT 144A 117 DUE 02-01-2019/02-10-2011 BEO PVTPL AERCAP AVIATION SOLUTIONS B V SR NT 6 375 DUE 05-30-2017 BEO | USA | 819,000.00 | | , |
| AXA | | PVTPL AFFINIA GROUP INC SR SECD NT 144A 10.75% DUE 08-15-2016/08-15-2012 BEO | Netherlands | 375,000.00 | | |
| AXA | | PVTPL AIR LEASE CORP SR NT 144A 5.625 DUE 04-01-2017 | USA USA | 219,000.00 415,000.00 | | |
| AXA | | PVTPL ALTEGRITY INC SR NT 144A 10.5% DUE11-01-2015/11-01-2012 BEO | USA | | | |
| AXA | | PVTPL BREITBURN ENERGY PARTNERS L P / BREIT 7.875 4-15-2022 | USA | 695,000.00 320,000.00 | | |
| AXA | | PVTPL BRICKMAN GROUP HLDGS INC SR NT 144A 9.125 DUE 11-01-2018/10-14-2010 BEO | USA | 210,000.00 | | |
| AXA | | PVTPL CALPINE CONSTR FIN CO L P / NT 144A 8 06-01-16/05-19-09 BEO | USA | 290,000.00 | | |
| AXA | | PVTPL CALUMET SPECIALTY PRODS PARTNERS SR NT 9 625 DUE 08-01-2020 BEO | USA | 297,000.00 | | |
| AXA | | PVTPL CARROLS RESTAURANT GROUP INC SR SECD LIEN NT 11.25 DUE 05-15-2018 | USA | 148,000.00 | | |
| AXA | | PVTPL CIT GROUP INC NEW 2ND PRIORITY SECD NT SER C 4.75 DUE 02-15-2015 | USA | 225,000.00 | | |
| AXA | | PVTPL CKE HLDGS INC SR PIK TOGGLE NT 144A 10.5% DUE 03-14 2016/03-14 2011 BEO | USA | 301,031.00 | | |
| AXA | | PVTPL CLEAN HBRS INC SR NT 5.25 DUE 08-01-2020 | USA | 252,000.00 | | |
| AXA | | PVTPL CNH CAP LLC NT 6.25 DUE 11-01-2016 BEO | USA | 280,000.00 | | |
| AXA | | PVTPL COMMSCOPE INC SR NT 144A 8 25% DUE01-15-2019/01-14-2011 BEO | USA | 220,000.00 | | |
| AXA | | PVTPL CONS CONTAINER COLLC / CONS CON SR NT 10 125 DUE 07-15-2020 BEO | USA | 195,000.00 | | |
| AXA | | PVTPL CONSTELLATION ENTERPRISES LLC 1ST 02-01-2016 BEO | USA | 215,000.00 | | |
| AXA | | PVTPL CRESCENT RES LLC / CRSCNT VENTURESING SR SECD NT 144A 10 25 DUE 8-15-2017 | USA | 264,000 00 | 264,000 D | |
| AXA | | PVTPL DEMATIC 5 A SR SECD NT 144A 8 75% DUE 05-01-2016/04 28 2011 BEO | Luxembourg | 260,000.00 | 260,000.0 | |
| AXA | | PVTPL DIGICEL GROUP LTD SR NT 8 25 DUE 09-30-2020 | Bermuda | 400,000 00 | 400,000.0 | |
| AXA | | PVTPL DIGICEL LTD SR NT 144A 12% DUE 04-01-2014/04-01-2012 BEO | Bermuda | 230,000 00 | | |
| AXA | | PVTPL DRILL RIGS HLDGS INC SR SECD NT 6 5 DUE 10-01-2017 | Marshall Is | 316,000.00 | 313,982.5 | |
| AXA | | PVTPL EP ENERGY LLC / EVEREST ACQSTN FINSR NT 144A 7 75 DUE09-01-22/08-13 12 | USA | 95,000.00 | 95,000.0 | 96,900.00 |
| AXA | | PVTPL EVEREST ACQUISITION LLC / EVEREST ACQUIS SR NT 9.375 DUE 05 01-2020 | USA | 180,000.00 | 180,000.0 | 196,200 00 |
| AXA | | PVTPL FGI OPER CO LLC / FGI FIN INC SR SECD NT 7.875 DUE 05-01-2020 | USA | 240,000.00 | 240,000.0 | 260,400.00 |
| AXA | | PVTPL FMG RES AUGUST 2006 PTY LTD SR N T 144A 7 DUE 11-01-2015/11-01-2012 BEO | Australia | 377,000.0 | 397,515.0 | 375,115.00 |
| AXA | | PVTPL FMG RES AUGUST 2006 PTY LTD SR NT 6 DUE 04-01-2017 BEO | Australia | 340,000.0 | 340,000,0 | 316,200.00 |
| AXA | | PVTPL FMG RES AUGUST 2006 PTY LTD SR NT 8 25 DUE 11-01-2019 | Australia | 430,000.0 | 430,000.0 | 417,100.00 |
| AXA | | PVTPL GEORGIA GULF CORP SR SECD NT 144A 9% DUE 01-15-2017/01-15-2013 BEO | USA | 360,000.0 | 0 399,600.0 | 0 402,300.00 |
| AXA | | PVTPL H & E EQUIP SVCS INC 7 DUE 09-01-2022/08-20-2012 BEO | USA | 346,000 0 | 0 346,000.0 | 359,840 00 |
| AXA | | PVTPL HALCON RES CORP SR NT 144A 9 75% DUE 07-15-2020/07-16-2012 BEO | USA | 255,000.0 | | 260,737.50 |
| AXA | | PVTPL HOLOGIC INC SR NT 144A 6 25% DUE 08-01-2020/08 01 2012 BEO | USA | 181,000 0 | 0 181,000.0 | 0 191,860.00 |
| AXA | | PVTPL INEOS FIN PLC SR SECD NT USD 144A 7.5% DUE 05 01 2020/05-04 2012 BEO | UK | 262,000.0 | 0 262,000.0 | 265,930 00 |
| AXA | | PVTPL INMET MNG CORP SR NT 8 75 DUE06-01-2020/05-18-2012 BEO | Canada | 550,000 0 | | D 569,250 00 |
| AXA | | PVTPL INTERNATIONAL WIRE GROUP INC 8.5 DUE 10-15-2017 BEO | USA | \$55,000 0 | 0 555,000.0 | 0 556,387.50 |
| AXA | | PVTPL IBS USA LLC / IBS USA FIN INC 8 25DUE 02-01-2020/01-30-2012 BEO | USA | 185,000 0 | | 4 184,537.50 |
| AXA | | PVTPL JMC STL GROUP INC SR NT 144A 8 25%DUE 03 15 2018/03 11-2011 BEO | USA | 315,000.0 | | |
| AXA | | PVTPL LIVE NATION ENTMT INC SR NT 7 09-01-2020 | USA | 59,000 0 | | |
| AXA AXA | | PVTPL MAGNUM HUNTER RES CORP DEL SR NT 144A 9 75% DUE 05 15 2020/05-16 2012 BEO | USA | 157,000 0 | | |
| AXA | | PVTPL MILACRON LLC / MCRON FIN CORP 8 375 DUE 05-15-2019/04-30-2012 BEO | USA | 220,000 0 | | , . |
| AXA | | PVTPL MMI INTLLTD SR SECD NT 144A 8% DUE 03-01-2017/02-27-2012 BEO PVTPL NEFF RENT LLC / NEFF FIN CORP SR 05-15-2016/05-13-2011 BEO | Malaysia | 386,000.0 | | |
| AXA | | PVTPL NESCO LLC / NESCO HLDGS CORP SR SECD NT 11.75 DUE 04-15-2017 | USA | 265,000.0 | | |
| AXA | | PVTPL NEW GOLD INC CDA SR NT 7 DUE 04-15-2020 | USA Canada | 485,000.0 | | |
| AXA | | PVTPL NORD ANGLIA ED GTD SR SECD NT 10 25 DUE 04-01-2017 | UK | 131,000.0 | | |
| AXA | | PVTPL NUFARM AUSTRALIA LTD SR NT 6 375 DUE 10-15-2019 | Australia | 200,000 0 191,000 0 | | |
| AXA | | PVTPL NUMBER MERGER SUB INC 11 DUE 12:15-2019 | USA | 82,000 0 | | |
| AXA | | PVTPL NXP B V / NXP FDG LLC SR SECD NT 144A 9 75% DUE 08-01-2018/07-20-2010 BEO | Netherlands | 435,000.0 | | |
| AXA | | PVTPL OPTIMA SPECIALTY STL INC 12.5 12-15-16 | USA | 275,000.0 | | |
| AXA | | PVTPL PACKAGING DYNAMICS CORP SR SECD NT144A 8 75 DUE 02-01-2016/02-01-2011 | USA | 290,000.0 | | |
| AXA | | PVTPL PARTY CY HLDGS INC SR NT 144A 8 875 DUE 08-01-2020 | USA | 135,000.0 | | |
| AXA | | PVTPL PENN VA RES PARTNERS LP / PENN VASR NT 144A B 375 DUE | USA | 271,000.0 | | |
| AXA | | PVTPL PITT GLASS WKS LLC SR SECD NT 144A8 S DUE 04-15-2016/04-15-2011 BEO | USA | 277,000.0 | | |
| AXA | | PVTPL PROV FDG AS LP / PFG FIN CP SR NT 144A 10.125 DUE 02-15-19/02-15-11 BEO | USA | 378,000.0 | | |
| AXA | | PVTPL PROVIDENT FDG ASSOCS LP / PFG FIN CORP SR SECD NT 144A 10.25 DUE 4-15-2017 | USA | 257,000.0 | | |
| AXA | | PVTPL ROOFING SUP GROUP LLC SR NT 10 DUE 06-01-2020 BEO | USA | 289,000.0 | | |
| AXA | | PVTPL RUBY TUESDAY INC SR NT 7 625 DUE 05-15-2020/05-14-2012 BEO | USA | 415,000.0 | | |
| AXA | | PVTPL RURAL / METRO CORP SR NT 144A 10.125% DUE 07-15-2019/02-03-2012 BEO | USA | 182,000.0 | 156,520 (| |
| AXA | | PVTPL SANDRIDGE ENERGY INC SR NT 7.5 DUE 02-15-2023 | USA | 260,000.0 | 00 258,700 | 0 267,800.00 |
| AXA | | PVTPL SCHAEFFLER FIN B V SR SECD NT 144A8 5% DUE 02-15-2019/02-09-2012 6EO | Netherlands | 130,000 0 | 131,690 | |
| AXA | | PVTPL SEADRILL LTD 5 625 DUE 09-15-2017 BEO | Bermuda | 245,000.0 | 245,000 (| 0 246,837,50 |
| AXA | | PVTPL SEQUA CORP SR NT 144A 11.75% DUE 12-01-2015/12-01-2012 BEO | USA | 545,000.0 | 00 544,287,9 | 0 572,250.00 |
| AXA | | PVTPL SEQUA CORP SR PIK NT 144A 13.5% DUE 12-01-2015/12-01-2012 BEO | USA | 415,000 0 | 00 449,531. | 5 439,900 00 |
| AXA | | PVTPL SM ENERGY CO SR NT 144A 6 5 DUE 01 01-2023/07-01-2017 BEO | USA | 292,000.0 | 292,000.0 | 306,600.00 |
| AXA | | PVTPL SOPHIA L P / SOPHIA FIN INC SR NT 9.75 DUE 01-15-2019 | USA | 195,000.0 | 195,825 | 209,625.00 |
| AXA | | PVTPL SOUTHERN STS COOP INC SR NT 144A 11.25% DUE 05-15-2015/05-06-2010 BEO | USA | 340,000.0 | 00 334,123 | 0 354,450.00 |
| AXA | | PVTPL STARZ LLC / STARZ FIN CORP SR NT SDUE 09-15-2019 | USA | 197,000.0 | 197,000 | 201,432 50 |
| AXA | | PVTPL STEINWAY MUSICAL INSTRS INC SR NT 144A 7% DUE 03-01-2014/03-01-2013 BEO | USA | 159,000.0 | 00 155,025 | 159,001,59 |
| AXA | | PVTPL STONERIDGE INC SR SECD NT 9.5% DUE10-15-2017/10-04-2010 BEO | USA | 370,000.0 | 370,000 | 399,600.00 |
| AXA | | PVTPL SUMMIT MATLS LLC / SUMMIT MATLS FIN CORP 10.5 DUE 01-31-2020 | USA | 400,000.0 | 00 400,000 | 428,000.00 |
| AXA | | PVTPL SYMETRA FINL CORP CAP EFFICIENT NT144A 8.3% DUE 10-15-2067/10-15-2017 BEO | USA | 365,000.0 | 00 323,412 | 375,950 00 |
| AXA | | PVTPL TELESAT CDA / TELESAT LLC SR NT 6 DUE 05-15-2017 | Canada | 475,000 | | 494,000.00 |
| AXA | | PVTPL TESORO LOGISTICS LP / TESORO LOGISTICS F SR NT 5.875 DUE 10-01-2020 | USA | 195,000.0 | | |
| AXA | | PVTPL TRW AUTOMOTIVE INC SR NT 144A 8.875% DUE 12-01-2017/11-23-2009 BEO | USA | 265,000.0 | | |
| AXA | | PVTPL UNIVERSAL HOSP SVC 7.625 DUE 08-15-2020 | USA | 356,000.6 | | |
| AXA | | PVTPL UR FING ESCROW CORP SR SECD NT 7.625% DUE 04-15-2022/03-09-2012 BEO | USA | 125,000 | | |
| AXA | | PVTPL VIASYSTEMS INC SR SECD NT 144A 7 875 05-01-2019 BEO | USA | 340,000. | | |
| AXA | | PYTPL VPI ESCROW CORP SR NT 6 375 DUE 10-15-2020 | USA | 636,000. | | |
| AXA | | PVTPL WIND ACQSTN FIN S A GTD SR NT144A 11.75 DUE 07-15-2017/07-15-2012 BEO | Luxembourg | 255,000. | | |
| AXA | | PVTPL WOLVERINE WORLD WIDE INC SR NT 144A 6.125 DUE 10-15-2020/10-09-2012 BEO PVTPL WYLE SVCS CORP SR SUB NT 144A 10.5% DUE 04-01-2018/03-26-2010 BEO | USA | 204,000. | | |
| 505 | | | USA | 465,000. | 00 466,200. | 502,200.00 |
| | | | | | | |

| Account name | Asset description | Country | Shares/Par value | Book value | Market value |
|--------------|--|------------|------------------|--------------|--------------|
| | | | | | |
| AXA | QEP RESOURCES INC 5 25 DUE 05-01-2023 | USA | 164,000 00 | 164,000.00 | 167,690.00 |
| AXA | QUICKSILVER RES 8 25% DUE 08-01-2015 | USA | 365,000.00 | | |
| AXA | QUIKSILVER INC 6.875% DUE 04-15-2015 | USA | 240,000.00 | | |
| AXA | REGAL ENTMT GROUP 9 125% DUE 08-15-2018 | USA | 325,000.00 | | , |
| AXA | REGIONS FING TR II FLTG RT 6.625% DUE 05:15-2047 | USA | 525,000.00 | | , |
| AXA | RES-CARE INC SR NT 10.75 DUE 01-15-2019 | USA | 240,000.00 | | |
| AXA | REYNOLDS GROUP ISSUER INC/ REYNOLDS GROUP.875 DUE 08-15-2019 | USA | 760,000.00 | | , |
| AXA | ROUSE CO LLC 6 75% DUE 11-09-2015 | USA | 165,000.00 | 170,981.25 | |
| AXA | ROYAL CARIBBEAN CRUISES LTD SR NT 11.875% DUE 07-15-2015 | Liberia | 475,000 00 | | , |
| AXA | SALLY HLDGS LLC / SALLY CAP INC 5.75 DUE 06-01-2022/05-18-2012 REG USD1000 | USA | 351,000.00 | 351,000.00 | |
| AXA | SALLY HLDGS LLC 6.875 DUE 11-15-2019 | USA | 275,000 00 | | |
| AXA | SCIENTIFIC GAMES 9.25% DUE 06-15-2019 | USA | 83,000.00 | | |
| AXA | SEAGATE HDD CAYMAN 7% DUE 11-01-2021 | Cayman Is. | 245,000.00 | | |
| AXA | SELECT MED CORP 7.625% DUE 02-01-2015 | USA | 280,000.00 | | |
| AXA | SESI L L C 7,125 DUE 12-15-2021 | USA | 275,000.00 | | , |
| AXA | SEVERSTAL COLBS 10.25 DUE 02-15-2018 | USA | 501,000.00 | | , |
| AXA | SGS INTL INC 12% DUE 12-15-2013 | USA | 535,000.00 | | |
| AXA | SHERIDAN GROUP INC SR SECD NT 12.5 4-15-2014 | USA | 218,840 42 | | , |
| AXA | SITEL LLC / SITEL FIN CORP 11.5 DUE 04-01-2018 REG | USA | 1.017,000 00 | | |
| AXA | 5MITHFIELD FOODS 6.625% DUE 08-15-2022 | USA | 255,000.00 | | , |
| AXA | SPEEDY CASH INTER 10.75% DUE 05-15-2018 | USA | 446,000 00 | | , |
| AXA | SPRINT CAP CORP 8.75% DUE 03-15-2032 | USA | 285,000 00 | , | -, |
| AXA | SRA INTL INC 11 DUE 10-01-2019 | USA | 275,000.00 | , | , |
| AXA | STD PAC CORP NEW 10.75% DUE 09-15-2016 | USA | 440,000.00 | | |
| AXA | STD PAC CORP NEW 8.375% DUE 01-15-2021 | USA | 365,000.00 | | |
| AXA | STEWART 6.5% DUE 04-15-2019 | USA | 330,000.00 | | |
| AXA | SUNGARD DATA SYS INC SR NT 10.25% DUE 08-15-2015/08-15-2012 | USA | 440,000 00 | | |
| AXA | SUNSTATE EQUIP CO LLC / SUNSTATE EQUIP 06-15-2016/06-09-2011 BEO | USA | 480,000 0 | | , |
| AXA | SWIFT ENERGY CO 7.875 DUE 03-01-2022 | USA | 240,000.0 | | -, |
| AXA | SYMBION INC DEL 8% DUE 06-15-2016 | USA | 175,000.00 | | , |
| AXA | SYNCREON GLOBAL 9 5% DUE 05-01-2018 | USA | 275,000.0 | , | |
| AXA | SYNOVUS FINL CORP 7.875 2-15-19 | USA | 165,000.0 | , | |
| AXA | TEKNI-PLEX INC 9.75 BDS 144A 9.75 DUE 06-01-2019 | USA | 395,000.0 | , | |
| AXA | TENET HEALTHCARE 10% DUE 05-01-2018 | USA | 275,000 0 | | * |
| AXA | TOMKINS LLC / 9 DUE 10-01-2018 | USA | 272,000.0 | . , | |
| AXA | TOWER AUTOMOTIVE 10 625% DUE 09-01-2017 | USA | 181,000.0 | | |
| AXA | TOYS R US INC 10.375% DUE 08-15-2017 | USA | 486,000 0 | | , |
| AXA | TOYS R US PPTY CO 10 75% DUE 07-15-2017 | USA | 295,000 0 | | |
| AXA | TRANS UN LLC / TRANSUNION FING CORP 11:375 DUE 06:15:2018 REG | USA | 260,000 0 | | |
| AXA | TRANSUNION HLDG CO 9.625% DUE 06-15 2018 | USA | 350,000 0 | | |
| AXA | TUTOR PERINI CORP 7.625 DUE 11-01-2018 | USA | 466,000.0 | | |
| AXA | UNISYS CORP 6.25% DUE 08-15-2017 | USA | 173,000.0 | | |
| AXA | VALASSIS 6 625 DUE 02 01-2021 | USA | 275,000.0 | | , |
| AXA | VALIDUS HLDGS LTD 8.875% DUE 01-26-2040 | Bermuda | 190,000.0 | | |
| AXA | VANGUARD NAT RES 7.875% DUE 04 01 2020 | USA | 271,000.0 | | , |
| AXA | WEST CORP 11% DUE 10-15-2016 | USA | 755,000.0 | | |
| AXA | WHITING PETE CORP 7% DUE 02-01-2014 | USA | 105,000.0 | | |
| AXA | WIRECO WORLDGROUP 9.5 DUE 05-15-2017 | USA | 420,000.0 | | |
| AXA | YCC HLDGS LLC / 10 25% DUE 02-15-2016 | USA | 690,000 0 | | -, |
| | • | | 550,000 0 | - 5-5,302.31 | , 14,130.00 |

| Account name | Asset description | Country | Shares/Par value | Book value | Market value |
|--------------------|---|-------------|------------------|--------------|--------------|
| BARROW HANLEY BOND | ABB FIN USA INC 2,875% DUE 05-08-2022 | | | | |
| BARROW HANLEY BOND | ALTERA CORP 1.75% DUE 05-15-2017 | USA | 200,000.00 | | |
| BARROW HANLEY BOND | | USA | 135,000.00 | | |
| BARROW HANLEY BOND | ALTRIA GROUP INC 9.7% DUE 11-10-2018 | USA | 92,000.00 | | 131,771.69 |
| | AMERICAN EXPRESS CR CORP MEDIUM TERM NTS1 75 06-12-2015 | USA | 670,000.00 | | |
| BARROW HANLEY BOND | AMERN EXPRESS CO 8,15% DUE 03-19-2038 | USA | 200,000 00 | 198,154.76 | 320,793.60 |
| BARROW HANLEY BOND | ANALOG DEVICES INC 3% DUE 04-15-2016 | U5A | 290,000.00 | 294,118.00 | 312,477 90 |
| BARROW HANLEY BOND | APACHE CORP 3.25 DUE04-15-2022 REG | USA | 240,000.00 | 239,186.40 | 257,986.80 |
| BARROW HANLEY BOND | APPLIED MATLS INC 2.65% DUE 06-15-2016 | USA | 310,000.00 | 314,468.03 | 327,812.29 |
| BARROW HANLEY BOND | AT&T INC 5.35% DUE 09-01-2040 | USA | 199,000.00 | 188,928.61 | 239,518.39 |
| BARROW HANLEY BOND | BANK AMER CORP MTN 6% DUE 09-01-2017 | USA | 275,000.00 | | |
| BARROW HANLEY BOND | BAXTER INTL INC 1.85% DUE 01-15-2017 | USA | 200,000.00 | | |
| BARROW HANLEY BOND | BEAR STEARNS COS 7.25% DUE 02-01-2018 | USA | 685,000.00 | | |
| BARROW HANLEY BOND | BECTON DICKINSON & 3 25% DUE 11-12-2020 | USA | 285,000.00 | | |
| BARROW HANLEY BOND | BHP BILLITON FIN 1.625% DUE 02-24-2017 | Australia | 235,000.00 | | · |
| BARROW HANLEY BOND | BK NY INC MEDIUM TERM SR NTS BOO TRANCHE# TR 00046 2.3 DUE 07-28-2016 | USA | 525,000.00 | | ,- |
| BARROW HANLEY BOND | BP CAP MKTS P L C 3.2% DUE 03-11-2016 | UK | 360,000.00 | | |
| BARROW HANLEY BOND | BURL NORTHN 5ANTA 7.95% DUE 08-15-2030 | USA | | | |
| BARROW HANLEY BOND | CAMERON INTL CORP 6.375% DUE 07-15-2018 | | 185,000.00 | | |
| BARROW HANLEY BOND | CANADIAN NAT RES LTD 3.45 DUE 11-15-2021 | USA | 125,000 00 | | |
| BARROW HANLEY BOND | | Canada | 335,000.00 | | |
| | CAP 1 FINL CORP 2.125% DUE 07-15-2014 | USA | 290,000.00 | | 295,905.85 |
| BARROW HANLEY BOND | CATERPILLAR FINANCIAL SERVICES CORP 1.1 MTN DUE 05-29-2015 | USA | 275,000.00 | 275,527.60 | 278,339.60 |
| BARROW HANLEY BOND | CATERPILLAR FINL SVCS CORP MEDIUM TERM NTS 1 625 DUE 06-01-2017 | USA | 370,000.00 | 373,318.90 | 377,577.60 |
| BARROW HANLEY BOND | CBS CORP NEW 3.375 DUE 03-01-2022 REG | USA | 170,000.00 | 168,461.50 | 177,613.45 |
| BARROW HANLEY BOND | CDN IMPERIAL BK 2.35% DUE 12-11-2015 | Canada | 390,000.00 | 409,730.10 | 410,155.20 |
| BARROW HANLEY BOND | CITIGROUP INC 6 01% DUE 01-15-2015 | USA | 220,000.00 | 233,393.60 | 241,103.06 |
| BARROW HANLEY BOND | CITIGROUP INC 6 125% DUE 11-21-2017 | USA | 385,000.00 | 398,814.20 | |
| BARROW HANLEY BOND | CNA FINL CORP 7.35% DUE 11-15-2019 | USA | 170,000 00 | | |
| BARROW HANLEY BOND | COCA COLA CO .75% DUE 11-15-2013 | USA | 565,000 00 | | |
| BARROW HANLEY BOND | COLBS SOUTHN PWR 5 5% DUE 03-01-2013 | USA | 385,000.00 | | |
| BARROW HANLEY BOND | COMCAST CORP NEW 5.875% DUE 02-15-2018 | USA | 535,000.00 | , | |
| BARROW HANLEY BOND | COOPER U S INC 2 375% DUE 01-15-2016 | USA | 310,000.0 | | |
| BARROW HANLEY BOND | COOPER U S INC 3.875% DUE 12-15-2020 | | | | |
| BARROW HANLEY BOND | COVIDIEN INTL FIN 5A DTD 06-28-2010 2.8 DUE 06-15-2015 | USA | 275,000.0 | | |
| BARROW HANLEY BOND | | Luxembourg | 305,000.00 | | |
| | DEERE IOHN CAP CORP MEDIUM TERM NTS BOOKTRANCHE 00355 4 9 DUE 09-09-2013 | USA | 425,000.0 | | 443,173.42 |
| BARROW HANLEY BOND | DEERE JOHN CAP CORP MEDIUM TERM NTS BOOKENTRY TRANCHE # TR 00377 .95 06-29-2015 | USA | 135,000.0 | | 136,215 13 |
| BARROW HANLEY BOND | DIAGEO CAP PLC 1.5% DUE 05-11-2017 | UK | 270,000.0 | 268,812.00 | 274,689 63 |
| BARROW HANLEY BOND | DIRECTV HLDGS LLC 2.4% DUE 03-15-2017 | USA | 325,000.0 | 326,946 75 | 333,695.05 |
| BARROW HANLEY BOND | DIRECTV HLDGS LLC 6 35% DUE 03-15 2040 | USA | 115,000.0 | 116,985 94 | 133,914.62 |
| BARROW HANLEY BOND | DOW CHEM CO 4.25% DUE 11-15-2020 | USA | 265,000.0 | 0 263,399.35 | 291,566 51 |
| BARROW HANLEY BOND | DOW CHEM CO 7.6% DUE 05-15-2014 | USA | 140,000.D | D 158,457 60 | 154,683.06 |
| BARROW HANLEY BOND | DUKE CAP LLC 5.668% DUE 08-15 2014 | USA | 205,000.0 | 0 217,097.09 | |
| BARROW HANLEY BOND | EATON CORP 5.6 DUE 05-15-2018 | Ireland | 235,000.0 | | |
| BARROW HANLEY BOND | EBAY INC NT 1.35 DUE 07-15-2017 REG | USA | 270,000 0 | | |
| BARROW HANLEY BOND | ECOLAB INC 2.375% DUE 12:08-2014 | USA | 120,000 0 | | |
| BARROW HANLEY BOND | ENERGY TRANSFER 8.5% DUE 04 15-2014 | USA | 333,000.0 | | |
| BARROW HANLEY BOND | ENERGY TRANSFER SR NT 9 DUE 04-15-2019 | USA | 180,000.0 | | |
| BARROW HANLEY BOND | ENTERPRISE PRODS 5 65% DUE 04-01-2013 | USA | 355,000.0 | | |
| BARROW HANLEY BOND | ENTERPRISE PRODS 6 125% DUE 10-15-2039 | USA | 215,000.0 | | |
| BARROW HANLEY BOND | EXELON GENERATION 5.2% DUE 10 01 2019 | USA | | | • |
| BARROW HANLEY BOND | EXELON GENERATION 5.2% DUE 10-01-2039 | | 210,000.0 | | |
| BARROW HANLEY BOND | | USA | 205,000.0 | | • |
| BARROW HANLEY BOND | EXPRESS SCRIPTS 6.25% DUE 06-15-2014 | USA | 330,000.0 | | |
| | FRANCE TELECOM SA NT 4.375 DUE07-08-2014 | France | 200,000.0 | 0 199,086.0 | 211,625.20 |
| BARROW HANLEY BOND | FREEPORT-MCMORAN COPPER & GOLD INC 3,55%DUE 03,01,2022 | USA | 255,000 0 | 0 254,354.8 | 5 255,257.55 |
| BARROW HANLEY BOND | GA PWR CO SR NT SER 2012A 4.3 DUE 03-15-2042 | USA | 145,000 0 | 0 146,751.6 | 154,678.17 |
| BARROW HANLEY BOND | GEN ELEC CAP CORP 5.3% DUE 02-11-2021 | USA | 145,000.0 | 0 144,488.1 | 5 166,397.21 |
| BARROW HANLEY BOND | GEN ELEC CAP CORP 5.875% DUE 01-14-2038 | USA | 465,000.0 | 0 366,936.7 | 2 554,122.36 |
| BARROW HANLEY BOND | GEN ELEC CAP CORP 6% DUE 08:07-2019 | USA | 495,000.0 | 0 596,851.2 | |
| BARROW HANLEY BOND | GENZYME CORP 5% DUE 06-15-2020 | USA | 145,000.0 | | |
| BARROW HANLEY BOND | GILEAD SCIENCES 2.4% DUE 12-01-2014 | USA | 315,000.0 | | |
| BARROW HANLEY BOND | GLAXOSMITHKLINE 1.5 DUE 05-08-2017 | UK | 475,000.0 | | |
| BARROW HANLEY BOND | GOLDMAN SACHS 5.95% DUE 01-18-2018 | USA | 450,000.0 | | |
| BARROW HANLEY BOND | HALLIBURTON CO 3.25% DUE 11-15-2021 | USA | 215,000.0 | | |
| BARROW HANLEY BOND | HCP INC 5.375% DUE 02-01-2021 | USA | 305,000.0 | | |
| BARROW HANLEY BOND | HLTH CARE REIT INC 3.625% DUE 03:15:2016 | USA | | | |
| BARROW HANLEY BOND | HLTH CARE REIT INC 5.25% DUE 01-15-2022 | | 190,000.0 | | |
| BARROW HANLEY BOND | HUSKY ENERGY INC 3.95 DUE 04-15-2022 REG | USA | 215,000.0 | | |
| BARROW HANLEY BOND | | Canada | 330,000.0 | | |
| | HUSKY ENERGY INC 5.9% DUE 06-15-2014 | Canada | 185,000.0 | | 5 200,830.82 |
| BARROW HANLEY BOND | INTEL CORP 3.3 DUE 10-01-2021 | USA | 195,000.0 | | |
| BARROW HANLEY BOND | JOHNSON CTLS INC 1.75% DUE 03-01-2014 | USA | 470,000.0 | | 0 477,982.95 |
| BARROW HANLEY BOND | JPMORGAN CHASE & 3.45% DUE 03-01-2016 | USA | 530,000.0 | 537,335.2 | 0 565,112.50 |
| BARROW HANLEY BOND | KEYCORP MEDIUM TERM SRINTS BOOK ENTRY MTN 5 1% DUE 03:24-2021 | USA | 160,000.0 | 159,851.2 | 0 187,104.96 |
| BARROW HANLEY BOND | KONINKLIJKE 5 75% DUE 03-11-2018 | Netherlands | 370,000.0 | 00 394,800.4 | |
| BARROW HANLEY BOND | LORILLARD TOB CO 8 125% DUE 06-23-2019 | USA | 205,000.0 | | |
| BARROW HANLEY BOND | MARATHON OIL CORP 6% DUE 10-01-2017 | USA | 245,000 0 | | |
| BARROW HANLEY BOND | MEDTRONIC INC 3% DUE 03-15-2015 | USA | 620,000.0 | | |
| BARROW HANLEY BOND | MERRILL LYNCH & CO 6.5% DUE 07-15-2018 | USA | 375,000.0 | | |
| BARROW HANLEY BOND | MERRILL LYNCH & CO INC MEDIUM TERM NTS BOOK ENTRY MTN 6 4% DUE 08-28-2017 | USA | 690,000.0 | | |
| BARROW HANLEY BOND | METLIFE INC 5% DUE 11-24-2013 | USA | 325,000.0 | | |
| BARROW HANLEY BOND | MOLSON COORS 3.5 DUE 05-01-2022 | USA | | | |
| BARROW HANLEY BOND | MURPHY OIL CORP 4% DUE 06-01-2022 | USA | 70,000.0 | | |
| | | W3F | 145,000.0 | 00 144,689.7 | 0 153,912 13 |
| | | | | | |

| Account name | Asset description | Country | Shares/Par value | Book value | Market value |
|--------------------|--|-----------------|------------------|--------------|--------------|
| BARROW HANLEY BOND | NATL RURAL UTILS 1:125% DUE 11-01-2013 | USA | 705 000 00 | | |
| BARROW HANLEY BOND | NATL RURAL UTILS 5.45% DUE 04-10-2017 | USA | 295,000.00 | | , |
| BARROW HANLEY BOND | NOVARTIS CAP CORP 2.9% DUE 04:24:2015 | USA | 245,000.00 | | |
| BARROW HANLEY BOND | ONEOK PARTNERS L P 6 125 DUE 02-01-2041 | USA | 460,000.00 | | |
| BARROW HANLEY BOND | PEPSICO INC SR NT 2.5% DUE 05-10-2016 | USA | 305,000.00 | | , |
| BARROW HANLEY BOND | | | 365,000.00 | | |
| BARROW HANLEY BOND | PETROBRAS INTL FIN CO 6.875 DUE 01-20-2040 REG PETROBRAS INTL FIN GLOBAL NT 3.5 DUE 02-06-2017 | Cayman Is | 80,000 00 | | |
| BARROW HANLEY BOND | PNC FDG CORP 3.3 DUE03-08-2022 REG | Cayman Is | 120,000.00 | | |
| BARROW HANLEY BOND | PNC FDG CORP 4.25% DUE 09 21-2015 | USA | 310,000.00 | , | |
| BARROW HANLEY BOND | PRIDE INTL INC DEL 6 875% DUE 08-15-2020 | USA | 290,000 00 | | |
| BARROW HANLEY BOND | PSI ENERGY INC 6.05% DUE 06-15-2016 | USA | 185,000.00 | | |
| BARROW HANLEY BOND | | USA | 340,000.00 | | , |
| BARROW HANLEY BOND | PVTPL KRAFT FOODS GROUP INC NT1.625 DUE 06-04-2015 BEO | USA | 145,000.00 | | |
| BARROW HANLEY BOND | PVTPL LIBERTY MUT GROUP INC GTD SR NT 144A 5% DUE 06-01-2021 BEO PVTPL PHILLIPS 66 GTD SR NT 144A 1.95% DUE 03-05-2015 BEO | USA | 255,000.00 | | , |
| BARROW HANLEY BOND | | USA | 175,000 00 | | ., |
| BARROW HANLEY BOND | PVTPL PHILLIPS 66 GTD SR NT 4.3% DUE 04-01-2022 BEO | USA | 345,000 00 | | |
| BARROW HANLEY BOND | RABOBANK NEDERLAND NT 2.125% DUE 10-13-2015 | Netherlands | 295,000.00 | | |
| BARROW HANLEY BOND | RIO TINTO FIN USA 2.5% DUE 05-20-2016 | Australia | 295,000 00 | | |
| BARROW HANLEY BOND | ROGERS CABLE INC 5.5% DUE 03-15-2014 | Canada | 280,000.00 | | |
| BARROW HANLEY BOND | ROYAL BX CDA GLOBAL MEDIUM TERM SR BK NTTRANCHE # TR 1 15 DUE 03 13 2015 | Canada | 250,000 00 | | |
| BARROW HANLEY BOND | SANOFI AVENTIS 1.625 DUE 03-28 2014 | France | 460,000.00 | | |
| | 5ANOFI-AVENTIS 4% DUE 03-29-2021 | France | 310,000.00 | | |
| BARROW HANLEY BOND | SBC COMMUNICATIONS 5.1% DUE 09-15-2014 | USA | 530,000.00 | | |
| BARROW HANLEY BOND | SEMPRA ENERGY 6.5% DUE 06-01-2016 | USA | 200,000 00 | | |
| BARROW HANLEY BOND | SIMON PPTY GROUP L 6.125% DUE 05-30-2018 | USA | 440,000.00 | | 537,368.48 |
| BARROW HANLEY BOND | SPECTRA ENERGY 4.6% DUE 06-15-2021 | USA | 160,000.00 | | 173,257.28 |
| BARROW HANLEY BOND | SPECTRA ENERGY CAP 5.65% DUE 03 01-2020 | USA | 215,000.00 | | |
| BARROW HANLEY BOND | ST JUDE MED INC 2.5% DUE 01-15-2016 | USA | 335,000.00 | | |
| BARROW HANLEY BOND | STATE STR CORP 2.875% DUE 03-07-2016 | USA | 340,000.00 | | |
| BARROW HANLEY BOND | STATE STR CORP 4.3% DUE 05-30-2014 | U5A | 190,000 0 | | 201,614.32 |
| BARROW HANLEY BOND | SUNTRUST BKS INC 3.5% DUE 01-20-2017 | U5A | 410,000.00 | , | -1 |
| BARROW HANLEY BOND | TECK RESOURCES LTD 6% DUE 08 15 2040 | Canada | 125,000.00 | | 131,710 87 |
| BARROW HANLEY BOND | TEVA 3% DUE 06-15-2015 | Netherlands Ant | 330,000.00 | | 350,738.85 |
| BARROW HANLEY BOND | TIME WARNER CABLE 6 75% DUE 07 01 2018 | USA | 430,000 0 | | 540,782.19 |
| BARROW HANLEY BOND | TOYOTA MTR CR CORP MEDIUM TERM NTS BOOK TRANCHE # TR 00857 2 05 DUE 01-12-2017 | USA | 430,000.0 | | 447,157.00 |
| BARROW HANLEY BOND | TRANSCANADA 7.625% DUE 01-15-2039 | Canada | 290,000.0 | | 448,658.13 |
| BARROW HANLEY BOND | TRAVELERS PPTY CAS CORP NEW SR NT DTD | USA | 395,000.0 | 428,180.46 | 403,294.60 |
| BARROW HANLEY BOND | TYCO ELECTRONICS 1.6% DUE 02-03-2015 | Luxembourg | 150,000.0 | 149,694.00 | 152,244.00 |
| BARROW HANLEY BOND | TYCO ELECTRONICS 6.55% DUE 10-01-2017 | Luxembourg | 225,000.0 | 0 224,246 2 | 272,096.10 |
| BARROW HANLEY BOND | U.S. BANCORP MEDIUM TERM NTS 1.65 DUE 05-15-2017 | USA | 690,000.0 | 688,709 70 | 706,366.11 |
| BARROW HANLEY BOND | UNION ELEC CO 6 7% DUE 02-01-2019 | USA | 315,000.0 | 0 326,022.15 | 402,855.39 |
| BARROW HANLEY BOND | UNITEDHEALTH GROUP 4.875% DUE 02-15-2013 | USA | 410,000 0 | 0 437,363.40 | 416,452.99 |
| BARROW HANLEY BOND | UNITEDHEALTH GROUP 5.375% DUE 03-15-2016 | USA | 270,000.0 | 0 309,636.00 | 309,304.44 |
| BARROW HANLEY BOND | UTD PARCEL SVC INC 1:125% DUE 10:01-2017 | USA | 140,000 0 | 0 139,769 0 | 140,632.10 |
| BARROW HANLEY BOND | UTD TECHNOLOGIES 1 2% DUE 06 01-2015 | USA | 285,000 0 | 0 286,966 50 | 290,129.71 |
| BARROW HANLEY BOND | UTD TECHNOLOGIES 1.8% DUE 06-01-2017 | USA | 375,000 0 | 0 374,677.50 | 388,940.62 |
| BARROW HANLEY BOND | VALERO ENERGY CORP 9: 375% DUE 03-15: 2019 | USA | 105,000.0 | 0 104,860.3 | 142,608.69 |
| BARROW HANLEY BOND | VERIZON 1 95% DUE 03-28 2014 | USA | 410,000.0 | 0 419,278.30 | 419,345.13 |
| BARROW HANLEY BOND | VERIZON 3.5% DUE 11-01-2021 | USA | 135,000.0 | 0 133,930 80 | 148,935.78 |
| BARROW HANLEY BOND | VERIZON WIRELESS 8 5% DUE 11-15-2018 | USA | 345,000.0 | 0 341,325.7 | 483,369.15 |
| BARROW HANLEY BOND | VODAFONE GROUP PLC 1.625% DUE 03-20-2017 | UK | 475,000 0 | 0 472,373 2 | 484,539.42 |
| BARROW HANLEY BOND | WACHOVIA CORP 5 75% DUE 02-01-2018 | USA | 375,000.0 | 0 423,708.7 | 5 452,844.00 |
| BARROW HANLEY BOND | WALGREEN CO 3 1 BDS 09/15/2022 USD1000 | USA | 140,000.0 | 0 139,844.6 | 142,075.92 |
| BARROW HANLEY BOND | WATSON 3.25% DUE 10-01-2022 | USA | 215,000.0 | 0 213,204 7 | 5 217,753.72 |
| BARROW HANLEY BOND | WESTAR ENERGY INC 6% DUE 07-01-2014 | USA | 125,000.0 | 0 123,942 5 | 136,144.50 |
| BARROW HANLEY BOND | WESTPAC BKG CORP 2.25% DUE 11-19-2012 | Australia | 290,000.0 | 0 289,756 4 | 290,719.49 |
| BARROW HANLEY BOND | WILLIS N AMER INC 6 2% DUE 03-28-2017 | USA | 220,000.0 | 0 219,562.2 | 250,710.24 |
| BARROW HANLEY BOND | XCEL ENERGY INC 5 613% DUE 04-01-2017 | USA | 705,000.0 | 0 705,000.0 | 928,826 20 |
| BARROW HANLEY BOND | XEROX CORP 4 25% DUE 02-15-2015 | USA | 305,000.0 | 0 322,019 0 | |
| | | | | | |

| | 85 OF SEPTEMBER 50, 2012 | | | | |
|--------------|---|-------------|------------------|----------------|--------------|
| Account name | Asset description | Country | Shares/Par value | Book value | Market value |
| | | | | | |
| DODGE & COX | AEGON N V 4.75% DUE 06-01 2013 | Netherlands | 925,000.00 | 891,432.65 | 949,299.75 |
| DODGE & COX | AMERN INTL GROUP 4.25% DUE 09-15-2014 | USA | 125,000.00 | | 132,002.25 |
| DODGE & COX | AMERN INTL GROUP 6.4% DUE 12-15-2020 | USA | 175,000.00 | | |
| DODGE & COX | AMERN INTL GROUP 8.25% DUE 08-15-2018 | | | | 213,166.10 |
| | | USA | 475,000.00 | | 610,807.25 |
| DODGE & COX | AOL TIME WARNER 7.7% DUE 05-01-2032 | USA | 1,050,000.00 | 1,074,704.12 | 1,474,565.40 |
| DODGE & COX | AT&T CORP USD 5R NT VAR RATE DUE 11-15-2031/11-14-2031 BEO | USA | 185,000.00 | 230,397.85 | 284,339.26 |
| DODGE & COX | BANK AMER CORP 7.625% DUE 06-01-2019 | USA | 1,400,000.00 | 1,500,421.75 | 2,748,223.40 |
| DODGE & COX | BK AMER N A CHARLOTTE N C MEDIUM TERM TRANCHE # TR 00229 5 3 DUE 03-15 2017 | USA | 650,000 00 | 649,395.50 | 721,788.60 |
| DODGE & COX | BOSTON PPTYS LTD PARTNERSHIP 3.7 15 NOV 2018 | USA | 325,000.00 | | 352,403.67 |
| DODGE & COX | BSTN PPTYS LTD 3 85% DUE 02-01-2023 | USA | 350,000.00 | | 368,629.80 |
| DODGE & COX | BSTN PPTYS LTD 5.625% DUE 04-15-2015 | | | | |
| | | USA | 425,000.00 | | 471,131.62 |
| DODGE & COX | CAP 1 FINL CORP 4.75% DUE 07-15-2021 | USA | 275,000 00 | | 312,201.45 |
| DODGE & COX | CAP 1 FINL CORP 6.75% DUE 09-15-2017 | USA | 525,000.00 | 525,451.94 | 643,018.95 |
| DODGE & COX | CDN NATL RY CO 6.712% DUE 07-15-2036 | Canada | 450,000.00 | 481,401.00 | 654,304.50 |
| DODGE & COX | CIGNA CORP 4 DUE 02-15-2022 | USA | 125,000 00 | 123,802.50 | 134,729.87 |
| DODGE & COX | CIGNA CORP 5.375% DUE 02-15-2042 | USA | 100,000 00 | 101,040.00 | 112,032.70 |
| DODGE & COX | CIGNA CORP 7.65 DUE 03-01-2023 | USA | 75,000.00 | | 93,631.50 |
| DODGE & COX | CIGNA CORP 7.875 DEB DUE 05-15-2027 | USA | 650,000 00 | | 861,692.65 |
| DODGE & COX | CITIGROUP INC 4 75% DUE 05-19-2015 | USA | | | |
| | | | 80,000.00 | | 86,118.96 |
| DODGE & COX | CITIGROUP INC 6 125% DUE 11-21-2017 | USA | 1,075,000.00 | | 1,764,892.30 |
| DODGE & COX | CITIGROUP INC GLOBAL SRINT FLTG RATE DUE05-15-2018 REG | USA | 950,000 0 | 950,000 00 | 937,608.20 |
| DODGE & COX | COMCAST CORP NEW 5.9% DUE 03-15-2016 | USA | 225,000 0 | 224,689 50 | 261,445.27 |
| DODGE & COX | COMCAST CORP NEW 6 3% DUE 11-15-2017 | USA | 250,000.0 | 220,525 00 | 308,025.25 |
| DODGE & COX | COMCAST CORP NEW 6 5 DUE 15-01-2017 | USA | 275,000.00 | 276,885.47 | 333,205.40 |
| DODGE & COX | COMCAST CORP NEW 6.95% DUE 08-15-2037 | USA | 175,000.0 | | 238,238 00 |
| DODGE & COX | COX COMMUNICATIONS 5.45% DUE 12-15-2014 | USA | 50,000.0 | | \$4,990.20 |
| DODGE & COX | COX COMMUNICATIONS 5.5% DUE 10-01-2015 | USA | | | |
| DODGE & COX | | | 400,000.0 | | 453,503.60 |
| | CSX TRANSN INC 9 75% DUE 06-15-2020 | USA | 315,000.0 | | 442,241.10 |
| DODGE & COX | DOW CHEM CO 7.375% DUE 11-01-2029 | USA | 350,000.0 | 0 429,085.75 | 463,713.60 |
| DODGE & COX | DOW CHEM CO 8.55% DUE 05-15-2019 | USA | 374,000.0 | 0 373,229 56 | 501,519.78 |
| DODGE & COX | DOW CHEM CO NT 9.4 DUE 05-15-2039 | USA | 225,000.0 | 0 224,014.50 | 364,276.57 |
| DODGE & COX | ERP OPER LTD 4.75% DUE 07-15-2020 | USA | 425,000.0 | 0 421,757.25 | 486,092.47 |
| DODGE & COX | FED EXPRESS CORP 6 72% DUE 01-15-2022 | USA | 531,439.4 | | 637,727.35 |
| DODGE & COX | FEDEX CORP 7.375% DUE 01-15-2014 | U5A | 125,000.0 | | 135,571.75 |
| DODGE & COX | FEDT RETAIL HLDGS 6 375% DUE 03-15-2037 | USA | | | |
| DODGE & COX | | | 125,000 0 | | 150,778.75 |
| | FORD MTR CR CO LLC 3 984 DUE 06-15 2016 | USA | 300,000.0 | | 316,201.20 |
| DODGE & COX | FORD MTR CR CO LLC 4.207% DUE 04-15-2016 | USA | 1,025,000 0 | | 1,606,518 32 |
| DODGE & COX | GEN ELEC CAP CORP 4.625 DUE 01-07-2021 REG | USA | 175,000.0 | 0 182,771.75 | 195,433.17 |
| DODGE & COX | GEN ELEC CAP CORP 5 5% DUE 01-08 2020 | USA | 1,025,000.0 | 0 1,106,556 72 | 1,212,590.37 |
| DODGE & COX | HEWLETT PACKARD CO 3.3% DUE 12-09-2016 | USA | 350,000.0 | 0 349,265.00 | 364,843.15 |
| DODGE & COX | HSBC HLDGS PLC 6.5% DUE 05-02-2036 | UK | 465,000.0 | 0 464,622.85 | 544,747.50 |
| DODGE & COX | HSBC HLDG5 PLC 6 5% DUE 09-15-2037 | UK | 477,000.0 | | 564,151.23 |
| DODGE & COX | HSBC HOLDINGS PLC 5 1 DUE 04-05 2021 | UK | 175,000.0 | | 202,166.65 |
| DODGE & COX | JPMORGAN CHASE & 4.35% DUE 08 15-2021 | USA | 225,000.0 | | 247,990.05 |
| DODGE & COX | JPMORGAN CHASE & CO 4 95 DUE 03-25 2020 REG | USA | | | |
| DODGE & COX | | | 625,000.0 | | 713,867.50 |
| | LAFARGE S A 6.5% DUE 07-15-2016 | France | 570,000.0 | | 628,425.00 |
| DODGE & COX | MACY'S INC. 6.9% DUE 04-01-2029 | USA | 450,000.0 | | 530,936.10 |
| DODGE & COX | MACYS RETAIL HLDGS 7% DUE 02:15-2028 | USA | 450,000.0 | 0 526,900,50 | 546,995.70 |
| DODGE & COX | MAY DEPT STORES CO 6.7% DUE 07-15-2034 | USA | 175,000.0 | 0 139,809.25 | 207,276.82 |
| DODGE & COX | NEWS AMER HLDGS 6.4% DUE 12-15-2035 | USA | 175,000.0 | 0 204,860.25 | 216,853.17 |
| DODGE & COX | NEWS AMER INC 6.65% DUE 11-15-2037 | USA | 200,000.0 | 0 214,098.00 | 253,788 60 |
| DODGE & COX | NORDSTROM INC 6.95% DUE 03-15-2028 | USA | 750,000.0 | | 986,112.00 |
| DODGE & COX | NORFOLK SOUTHN RY 9 75% DUE 06-15-2020 | USA | 435,000 0 | | 623,744.76 |
| DODGE & COX | PITNEY BOWES INC 6.25% DUE 03-15-2019 | USA | | | |
| DODGE & COX | | | 675,000 0 | | |
| | PVTPL COX COMM INC NEW /TS/COXENTCOX COMM INC 5 875 DUE 12-01-2016 | USA | 250,000.0 | | |
| DODGE & COX | PVTPL COX COMMUNICATIONS INC NT 144A 9 375% DUE 01-15-2019/12-15-2008 BEO | USA | 325,000.0 | 00 322,377.25 | 442,217.75 |
| DODGE & COX | PVTPL LAFARGE S A 5.5 DUE 07-09-2015 | France | 225,000 0 | 00 224,806.50 | 243,000.00 |
| DODGE & COX | PVTPL LEGG MASON INC SR NT 5 5 DUE 05-21-2019 BEO | USA | 475,000.0 | 00 470,064.75 | 509,322.55 |
| DODGE & COX | REED ELSEVIER CAP 8.625% DUE 01-15 2019 | USA | 550,000.0 | 00 575,838.75 | 706,382 05 |
| DODGE & COX | ROYAL BK SCOTLAND 4.375% DUE 03-16-2016 | UK | 225,000.0 | 00 224,561.25 | 242,334.45 |
| DODGE & COX | ROYAL BK SCOTLAND 6.125% DUE 01-11-2021 | UK | 600,000 (| | |
| DODGE & COX | SLM CORP MEDIUM 8 45% DUE 06-15-2018 | USA | 400,000 0 | | |
| DODGE & COX | ST PAUL TRAVELERS COS INC BD 5 5 DUE 12-01-2015 BEO | USA | | | |
| DODGE & COX | | | 250,000 (| | |
| | TELECOM ITALIA CAP 4.95% DUE 09 30-2014 | Luxembourg | 525,000.0 | | |
| DODGE & COX | TELECOM ITALIA CAP 6 175% DUE 06 18-2014 | Luxembourg | 200,000.0 | 207,000.00 | 210,500 00 |
| DODGE & COX | TELECOM ITALIA CAP 6.999% DUE 06-04-2018 | Luxembourg | 225,000.0 | 00 236,198 2 | 248,062.50 |
| DODGE & COX | TI CAPITAL 7.175% DUE 06-18-2019 | Luxembourg | 200,000 | 00 218,562.00 | 220,500.00 |
| DODGE & COX | TIME WARNER CABLE 8.25% DUE 04-01-2019 | USA | 250,000.0 | 00 270,813.0 | 335,555.50 |
| DODGE & COX | TIME WARNER CABLE 8 75% DUE 02-14 2019 | USA | 775,000 | | |
| DODGE & COX | TRAVELERS PPTY CAS CORP NEW SR NT DTD 03/11/2003 5 DUE 3:15-13/3:14-13 BEO | USA | 350,000 | | |
| DODGE & COX | UN PAC RR CO 2002-1 PASS THRU TR MTG PASSTHRU CTF 2002-1 6 061 1-17-23 BEO | USA | 1,055,840 | | |
| DODGE & COX | UN PAC RR CO PASS THRU TR CTF SER 1998-C6 33 01-02-2020 BEO SF 01-02-2009 | USA | | | |
| DODGE & COX | | | 161,030 | | |
| | WACHOVIA BK NATL ASSN MEDIUM TERM SUB BKTRANCHE # SB 00008 6 DUE 11-15-2017 | USA | 475,000. | | |
| DODGE & COX | WACHOVIA CORP 5,75% DUE 02-01-2018 | USA | 90,000. | | |
| DODGE & COX | WELLPOINT INC 5% DUE 12:15-2014 | USA | 225,000 | 00 211,101.7 | 5 243,812.70 |
| DODGE & COX | WELLPOINT INC 5.25% DUE 01-15-2016 | USA | 800,000 | 00 779,895.7 | 897,057.60 |
| DODGE & COX | WHIRLPOOL CORP 6 5% DUE 06-15-2016 | USA | 250,000. | 00 251,097.5 | 282,641.50 |
| DODGE & COX | XEROX CORP 6.4% DUE 03-15-2016 | USA | 600,000. | | |
| DODGE & COX | XEROX CORP 6.75% DUE 02-01-2017 | USA | 700,000 | | |
| | | | | | |
| | | | | | |

| Account name | Asset description | Country | Shares/Par value | Book value | Market value |
|------------------|---|------------|------------------------|------------------|--------------------------|
| FIRST EAGLE | #REORG/NORSKE SKOG CDA PLAN OF REORG ESCNORSKE 6066786 9/12/2012 | Canada | 133,000.00 | 3 87,987 50 | 1,995.00 |
| MUNDER | ASSURANT SY DUS DO AL DOUS | | | _ | |
| MUNDER MUNDER | AGILENT 5.5% DUE 09-14-2015 ALLEGHANY CORP DEL 4.95% DUE 06-27-2022 | USA | 665,000.0 | | 746,360.09 |
| MUNDER | ALLEGHANT CORP DEL 4.95% DUE 06-27-2022 ALLEGHENY TECHNOLOGIES INC 5 95 DUE 01-15-2021 | USA | 320,000 0 | | 348,683.20 |
| MUNDER | ALLERGAN INC 3 375% DUE 09-15-2020 | USA USA | 540,000.0 | | 596,076.84 |
| MUNDER | AMGEN INC 2 125 DUE 05-15 2017 | USA | 905,000.0 515,000 0 | | 979,620.87 |
| MUNDER | AMGEN INC 6 9% DUE 06-01-2038 | USA | 175,000.0 | • | 531,819.38 |
| MUNDER | ANHEUSER BUSCH COS 5 95% DUE 01-15-2033 | USA | 170,000.0 | | 231,841.22 |
| MUNDER | AT&T INC 1.7% DUE 06-01-2017 | USA | 760,000 0 | | 217,241.64 782,692.08 |
| MUNDER | AXIS SPECIALTY FIN 5.875% DUE 06:01-2020 | USA | 935,000.0 | | 1,053,784.27 |
| MUNDER | BANK AMER CORP 3.875% DUE 03-22-2017 | USA | 550,000.0 | | 591,875.90 |
| MUNDER | BEAR STEARNS COS 7 25% DUE 02 01-2018 | USA | 875,000.0 | | 1,091,871.37 |
| MUNDER | BERKSHIRE HATHAWAY 3.4% DUE 01-31-2022 | USA | 500,000.0 | | 534,333.00 |
| MUNDER | BMC SOFTWARE INC 4.25 DUE 02-15-2022 | USA | 430,000.0 | | 445,216.84 |
| MUNDER | BRISTOL MYERS 6.125% DUE 05:01-2038 | USA | 165,000.0 | | 227,873.58 |
| MUNDER | CAMERON INTL CORP 6.375% DUE 07-15-2018 | USA | 520,000.0 | | 631,536.36 |
| MUNDER | CAP 1 FINL CORP 4 75% DUE 07-15-2021 | USA | 600,000.0 | 0 638,166 00 | 681,166.80 |
| MUNDER | CELGENE CORP 1.9% DUE 08-15-2017 | USA | 430,000.0 | 0 431,032,50 | 436,174.37 |
| MUNDER | CITIGROUP INC 3.953% DUE 06-15-2016 | USA | 560,000 0 | 578,724 21 | 599,177.60 |
| MUNDER | COCA COLA CO 3 15% DUE 11-15-2020 | USA | 855,000.0 | 0 852,383.70 | 932,537.38 |
| MUNDER | COMCAST CORP NEW 6.4% DUE 05: 15-2038 | USA | 300,000.0 | | 384,186.60 |
| MUNDER | CONS EDISON CO N Y 6 3% DUE 08-15-2037 | USA | 145,000 0 | | 203,976.14 |
| MUNDER | CRH AMER INC 6 DUE 09-30-2016 BEO | USA | 400,000.0 | | 446,229.20 |
| MUNDER | DEVON ENERGY CORP 1.875% DUE 05-15-2017 | USA | 840,000.0 | | 856,275.84 |
| MUNDER MUNDER | DOMTAR CORP 4.4 DUE 04-01-2022 | USA | 265,000.0 | | 271,342 24 |
| MUNDER | DOMTAR CORP 6.25% DUE 09-01-2042 EXELON GENERATION SR NT 6.25 DUE 10-01-2039 | USA | 280,000.0 | | 285,871.04 |
| MUNDER | EXELON GENERATION SR NT 6.25 DUE 10-01-2039 GE EQUIP MIDTICKET 5.67% DUE 11-16-2020 | USA | 185,000 0 | | 214,021,32 |
| MUNDER | GEN ELEC CAP CORP S 3% DUE 02-11-2021 | USA USA | 500,000.0 | | 506,886 50 |
| MUNDER | GEN ELEC CAP CORP MEDIUM TERM NTS BO TRANCHE # TR 00849 4.65 DUE 10-17-2021 | USA | 720,000.0 265,000.0 | | 826,248 24 |
| MUNDER | GENERAL ELEC CAP CORP TRANCHE # TR 005286.75% DUE 03-15-2032/03-20-2002 | USA | 175,000.0 | | 297,005,11 224,179,20 |
| MUNDER | GOLDMAN SACHS 6 15% DUE 04-01-2018 | USA | 280,000.0 | | 326,810 12 |
| MUNDER | HLTH CARE REIT INC 4.7% DUE 09:15-2017 | USA | 430,000.0 | | 474,584.55 |
| MUNDER | HLTH CARE REIT INC 5 25% DUE 01-15 2022 | USA | 330,000 0 | | 371,600 45 |
| MUNDER | HUNTINGTON 7% DUE 12-15-2020 | USA | 290,000 0 | | 352,393.50 |
| MUNDER | INTEL CORP 4.8% DUE 10-01-2041 | USA | 295,000.0 | | 345,071,53 |
| MUNDER | KEYCORP MEDIUM TERM SRINTS BOOK ENTRY IMTN S 1% DUE 03-24-2021 | USA | 390,000.0 | | 456,068.34 |
| MUNDER | KILROY RLTY L P 4.8% DUE 07-15-2018 | USA | 430,000.0 | | 475,277,28 |
| MUNDER | LIBERTY PPTY LTD 5 65% DUE 08 15-2014 | USA | 585,000.0 | | |
| MUNDER | LORILLARD TOB CO 2 3% DUE D8-21-2017 | USA | 470,000.0 | 0 473,365,20 | 473,856 35 |
| MUNDER | LORILLARD TOB CO 8 125% DUE 06-23 2019 | USA | 305,000.0 | 0 365,390.00 | 393,326 17 |
| MUNDER | METLIFE INC 6.817% DUE 08-15-2018 | USA | 550,000.0 | 00 619,190 00 | 692,063 35 |
| MUNDER | MURPHY OIL CORP 4% DUE 06-01-2022 | USA | 625,000.0 | 0 645,222,75 | 663,414 37 |
| MUNDER | NEWMONT MNG CORP 3.5 DUE 03-15-2022 REG | USA | 675,000 0 | 00 668,788 90 | 684,734 17 |
| MUNDER | NEWS AMER INC 7.85% DUE 03-01-2039 | USA | 275,000.0 | 00 335,597,30 | 375,862 76 |
| MUNDER | PNC FDG CORP 5.625% DUE 02-01-2017 | USA | 540,000 (| | |
| MUNDER | PROCTER & GAMBLE 9.36% DUE 01-01-2021 | USA | 656,802.0 | | |
| MUNDER | PUB SVC ELEC GAS CO SECD 3.95 DUE 05-01-2042 REG | U5A | 230,000 0 | | |
| MUNDER MUNDER | SBC COMMUNICATIONS 6.15% DUE 09-15-2034 | USA | 225,000.0 | | |
| MUNDER | 5IMON PPTY GROUP L 10.35% DUE 04-01-2019 TI CAPITAL 7 .175% DUE 06-18-2019 | USA | 495,000.0 | | |
| MUNDER | TIX COS INC NEW 6.95% DUE 04-15-2019 | Luxembourg | 230,000 (| | |
| MUNDER | UNITEDHEALTH GROUP 5.8% DUE 03-15-2036 | USA | 516,000.0 | | -, |
| MUNDER | VALERO ENERGY CORP 10 5% DUE 03-15-2039 | USA USA | 260,000.0 | | |
| MUNDER | WACHOVIA CORP NEW SR NT FLTG DTD 06/08/2007 DUE 06-15-2017 REG | USA | 345,000 (785,000 (| | |
| MUNDER | WALGREEN CO 1 8% DUE 09-15-2017 | USA | 785,000 t 590,000 t | | |
| MUNDER | WAL-MART STORES 5 625% DUE 04 01-2040 | USA | 180,000 | | |
| MUNDER | WELLS FARGO & CO 5.625% DUE 12-11-2017 | USA | 440,000 | | |
| MUNDER | WILLIAMS COS INC 8 75% DUE 03-15-2032 | USA | 170,000 | | |
| | TOTAL CORPORATE BONDS | ==: | 217,493,601. | | |
| | | | | | J |
| | TOTAL CORPORATE BONDS | | 248,389,175. | 41 256,892,582.4 | 280,685,367.55 |
| | | | | | |

| Account name | Asset description | Country | Shares/Par value | Book value | Market value |
|--|--|-------------------|---|------------------------------------|----------------------------------|
| | PRIVATE EQUITY PARTNERSHIPS | | | | |
| ADAMS STREET PARTNERS | ADAMS STREET 2012 GLOBAL FUND LP | USA | 663,600.00 | 663,600.00 | 501 455 00 |
| CATALYST INVESTORS | CATALYST INVESTORS OP HILP | USA | 625,770.18 | | |
| COLLER CAPITAL PARTNERS V-B | COLLER INTERNATIONAL PARTNERS V-B, LP | Cayman Is. | 6,563,392.20 | | , |
| COLLER CAPITAL PARTNERS VI | COLLER INTERNATIONAL PARTNERS VI LP | Cayman Is | 2,618,379.7 | | |
| JP MORGAN PVT EQ III LP | JP MORGAN DIRECT VENTURE CAPITAL FINANCE INSTITUTIONAL INVESTORS III, LLC | USA | 70,454.00 | | |
| JP MORGAN PVT EQ III LP | JP MORGAN EUROPEAN DIRECT CORPORATE FINANCE INSTITUTIONAL INVESTORS III, LLC | USA | 182,348.00 | | |
| JP MORGAN PVT EQ III LP | JP MORGAN EUROPEAN POOLED CORPORATE FINANCE INSTITUTIONAL INVESTORS III, LLC | USA | 2,378,372.00 | | |
| JP MORGAN PVT EQ III LP | JP MORGAN POOLED VENTURE CAPITAL INSTITUTIONAL INVESTORS III, LLC | USA | 2,820,545.00 | | |
| JP MORGAN PVT EQ III LP | JP MORGAN US DIRECT CORPORATE FINANCE INSTITUTIONAL INVESTORS III, LLC | USA | 759,127.00 | | |
| JP MORGAN PVT EQ III LP | IP MORGAN US POOLED CORPORATE FINANCE INSTITUTIONAL INVESTORS III, LLC | USA | 4,708,741.00 | | , |
| LEXINGTON PARTNERS VI LP | LEXINGTON CAPITAL PARTNERS VI-B (OFFSHORE), LP | USA | 10,840,472.2 | | |
| PANTHEON EURO V-B LP | PANTHEON EUROPE FO LP | UK | 1,856,250.00 | | |
| PANTHEON US VII LP | PANTHEON USA FUND VII, LP | USA | 6,643,458.0 | | |
| SL CAPITAL PARTNERS | SL CAPITAL ESFILP | UK | | | |
| JE GALLIAGE PROFILEGO | TOTAL PRIVATE EQUITY PARTNERSHIPS | UK | 327,250 00 | | |
| | TOTAL PRIVATE EQUITY PARTMENSHIPS | | 41,058,159.3 | 41,891,141.19 | 43,900,769.41 |
| JP MORGAN REAL ESTATE JP MORGAN REAL ESTATE URDANG REAL ESTATE | REAL ESTATE FUNDS CF JPMCB SPECIAL SITUATION PROPERTY FUND CF JPMCB STRATEGIC PROPERTY FUND URDANG GLOBAL REAL ESTATE SECURITIES FUND LP TOTAL REAL ESTATE FUNDS | USA USA USA | 9,716.7 29,938.8 61,024,409.0 61,064,064.6 | 9 47,692,242.69 2 61,024,409.03 | 54,678,652 24 2 56,974,836 00 |
| VANGUARD | DROP MUTUAL FUNDS DROP MUTUAL FUNDS TOTAL DROP MUTUAL FUNDS | USA | | 168,278,569.0 168,278,569.0 | |
| FIPO | REAL ESTATE PROPERTY & EQUIPMENT 1895 SW 3RD AVENUE, MIAMI, FL 33129 TOTAL REAL ESTATE PROPERTY & EQUIPMENT | U5A | | 1,999,913 O 1,999,913.0 | |

IV ACTUARIAL SECTION

nyhart

June 22, 2012

Board of Trustees City of Miami Fire Fighters' and Police Officers' Retirement Trust 1895 SW 3 Avenue Miami, FL 33129-1456

October 1, 2011 Actuarial Report

Dear Board Members:

Enclosed is our report on the actuarial valuation of the City of Miami Fire Fighters' and Police Officers' Retirement Trust as of October 1, 2011, for the fiscal year beginning October 1, 2012.

The report is based upon the terms of Ordinance No. 10002 and the Amended Final Judgment in the matter of Gates v. City of Miami, as well as ordinance 13202, as applicable. This report reflects 10% member contributions from Fire Fighters and Police Officers as well as the 70 point retirement eligibility requirement for Fire Fighters who had not attained 68 points as of September 30, 2010.

The City contribution requirement for the 2012/2013 fiscal year is \$45,516,491, compared to \$42,353,775 for the 2011/2012 fiscal year. This report reflects the impact of the increase in contributions for police officers and the adjustment in the administrative expenses assumption, effective October 1, 2011.

When expressed as a percentage of total payroll (for active members and members in DROP), the City contribution rate increased from 29.89% as of October 1, 2010 to 38.21% as of October 1, 2011. The percentages of total payroll reflect the hypothetical impact on funding if there were no DROP, since members who are presently in DROP could well be more likely to be retired and replaced with active members. The ordinance and State law do not permit funding after members enter DROP.

Erans Christ

Actuary

Frans Christ, FSA, MAAA, EA

Respectfully submitted,

THE NYHART COMPANY, INC.

Randall L. Stanley, FSA, FCA, MAAA, EA

Actuary

David D. Harris, ASA, MAAA, EA

Actuary

Enclosures: Electronic (dania@miamifiop.org)

Bound (1 copy)

RLS/FC/DDH/di MIAM501801/701

2000 RiverEdge Parkway Suite 540 Atlanta, GA 30328 (p) 770-933-1933 (f) 770-933-8918 www.nyhart.com

City Contribution Requirement for 2012/2013 Fiscal Year

| | 2012/ | 2013 | 2011/2012 |
|--|-------------------------|------------------------------------|---------------|
| | Revised Provisions -\$- | Prior <u>Provisions</u> -\$- | -\$- |
| | ~ | Ψ | Ψ |
| I. <u>Unfunded Actuarial Accrued Liability</u> | N/A | N/A | N/A |
| II. Normal Cost | | | |
| A. Present Value of Future Benefits | | | |
| 1. Active Members | | | |
| a. Retirement | 349,219,159 | 349,219,159 | 348,453,640 |
| b. Disability | 42,626,676 | 42,626,676 | 42,403,883 |
| c. Death | 3,601,943 | 3,601,943 | 3,564,506 |
| d. Turnover | 23,242,860 | 23,242,860 | 23,446,447 |
| e. Return of Contributions | 2,199,182 | 2,017,685 | 2,041,068 |
| f. Total | 420,889,820 | 420,708,323 | 419,909,544 |
| 2. Retired Members and Beneficiaries | | | |
| a. Service Retirements + | | | |
| Beneficiaries | 1,341,422,264 | 1,341,422,264 | 1,323,426,300 |
| b. Disability Retirements | 32,338,742 | 32,338,742 | 33,684,331 |
| c. Terminated Vested Members | 3,855,757 | 3,855,757 | 3,231,775 |
| d. Total | 1,377,616,763 | 1,377,616,763 | 1,360,342,406 |
| 3. Total | 1,798,506,583 | 1,798,325,086 | 1,780,251,950 |

City Contribution Requirement for 2012/2013 Fiscal Year

| | 2012/ | 2013 Prior | 2011/2012 |
|---|---------------------------|--------------------|---------------|
| II. Normal Cost (Cont'd) | <u>Provisions</u> -\$- | Provisions -\$- | -\$- |
| A. Total Present Value of Future Benefits | 1,798,506,583 | 1,798,325,086 | 1,780,251,950 |
| B. Present Value of Future Member Contributions | 106,522,468 | 88,840,453 | 87,615,425 |
| C. Actuarial Asset Value | 1,150,323,527 | 1,150,323,527 | 1,180,649,632 |
| D. Unfunded Actuarial Accrued Liability | 0 | 0 | 0 |
| E. Present Value of Future Normal Costs (A-B-C-D) | 541,660,588 | 559,166,106 | 511,986,893 |
| F. Present Value of Future Payrolls | 1,104,448,459 | 1,104,448,459 | 1,103,177,771 |
| G. Administrative Expense | 2,044,488 | 2,200,000 | 2,200,000 |
| H. Current Payroll for those under Expected Retirement Age | 82,164,617 | 82,164,617 | 80,152,355 |
| I. Interest Rate | 7.5% | 7.5% | 7.5% |
| J. Current Normal Cost - Payable 10/1/2012 ([(E)x(H)/(F)]+(G))(1+(I)) | 45,516,491 | 47,083,250 | 42,353,775 |
| K. Covered Payroll | 82,164,617 | 82,164,617 | 80,152,355 |
| L. Normal Cost as Percentage of Covered Pay (J)/(K) | yroll 55.60% | 57.30% | 52.84% |
| III. Quarterly City Contribution Schedule | | | |
| A. Past Service Cost | 0 | 0 | 0 |
| B. Normal Cost | 45,516,491 | 47,083,250 | 42,353,775 |
| C. Payment Timing | 0 | 0 | 0 |
| D. Total | 45,516,491 | 47,083,250 | 42,353,775 |

Actuarial Asset Value – 20% Write Up Method

| I. | Determination of Actuarial Asset Value as of October 1, 2011 | |
|-----|--|--|
| | | -\$- |
| | A. Actuarial Value of Assets as of 10/01/2010 B. City Contributions C. Member Contributions D. Benefits Paid E. Contributions Refunded F. Expected Return * G. Expected Actuarial Value of Assets (A+B+C-D-E+F) | 1,180,649,632 40,058,891 7,137,824 123,360,907 225,732 86,867,018 1,191,126,726 |
| | H. Market Value of Assets at 9/30/2011 I. Present Value of 01/01/12 COLA Transfer J. Present Value of 01/01/13 COLA Transfer K. Difference (H-I-J-G) L. 20% of Difference M. Preliminary Actuarial Asset Value (G+L) N. Maximum Actuarial Asset Value (120% of H-I-J) O. Minimum Actuarial Asset Value (80% of H-I-J) P. Actuarial Asset Value at 10/1/2011 Q. Contribution Surplus Account Balance R. Final Actuarial Value at 10/01/2011 (P – Q) | 987,110,729 0 0 (204,015,997) (40,803,199) 1,150,323,527 1,184,532,875 789,688,583 1,150,323,527 0 1,150,323,527 |
| II. | Rate of Return on Actuarial Asset Value | -\$- |
| | A. Actuarial Asset Value at 10/01/2010 B. Contributions City Members Total C. Benefits and Refunds Contribution Surplus Actuarial Asset Value at 10/01/2011 Net Return on Investment [E+D+C-B-A] Rate of Return (II F/I F) (.075) | 1,180,649,632 40,058,891 7,137,824 47,196,715 123,586,639 0 1,150,323,527 46,063,819 3.98% |

^{*[1,180,649,632+40,058,891+(7,137,824)(2.5/4)-(123,360,907+225,732)(13/24)](.075)}

I. Development of Actuarial Asset Value (3 Years, for COLA Transfer Purposes)

| | | | 9/30/2011 | 9/30/2010 | 9/30/2009 |
|---------|------|---|------------------------------|---------------------|---------------------------------------|
| | A. | Book Value | -\$- 995,683,437 | -\$- 992,423,802 | -\$- 970,698,193 |
| | B. | Market Value | 987,110,729 | 1,027,739,486 | 970,811,437 |
| | C. | B/A | .9913901 | 1.0355853 | 1.0001167 |
| | D. | 1/3 ∑ (C) | | 1.0090307 | |
| | E. | Adjusted Market Value at 9/30/201 D x \$995,683,437 | 1 | 1,004,675,155 | |
| | F. | Contribution Surplus at 9/30/2011 | | 0 | |
| | G. | 80% of Market Value 120% of Market Value | 789,688,583 1,184,532,875 | | |
| | H. | Preliminary Actuarial Asset Value | 1,004,675,155 | | |
| | Ĭ. | Present Value of 1/1/2012 COLA Transfer, discounted at 7.59 | 0 | | |
| | J. | Actuarial Asset Value (H-I) | 1,004,675,155 | | |
| Π . | Rate | e of Return on Actuarial Asset Value | <u>e</u> | | -\$- |
| | A. | Actuarial Asset Value at 10/01/20 | 10 | | 1,000,132,851 |
| | В. | Contributions 1. City 2. Members 3. Total | | | 40,058,891 7,137,824 47,196,715 |
| | C. | Benefits and Refunds | | | 123,586,639 |
| | D. | Present Value of 1/1/2012 COLA Transfer | | | 0 |
| | E. | Contribution Surplus | | | 0 |
| | F. | Actuarial Asset Value at 10/01/20 | 11 | | 1,004,675,155 |
| | G. | Net Return on Investment [F+E+] | D+C-B-A] | | 80,932,228 |
| | H. | Rate of Return [2 x G/ (A+F-G)] | | | 8.41% |

Summary of Asset Transactions for Year Ending September 30, 2011 *

| A. Market Value as of October 1, 2010 | Membership and Benefits Accounts -\$- 1,027,739,486 | COLA I <u>Account</u> -\$- 39,331,727 | COLA II <u>Account</u> -\$- 272,439,260 |
|--|---|---|---|
| B. Book Value as of October 1, 2010 | 992,423,802 | 37,980,191 | 263,077,569 |
| C. Income During Year | , , | | |
| City Contributions Member Contributions Other Member Contributions Interest Dividends Net Realized Gains (Losses) Securities Lending Income Rental and Other Income COLA Transfer at January 1, 2011 | 40,058,891 7,137,824 0 21,092,563 7,867,993 54,212,521 555,386 223,456 | 775,902 354,405 2,074,539 21,715 8,757 3,235,318 | 4,869,751 5,298,528 2,417,507 14,325,155 148,129 59,590 0 |
| D. Disbursements During Years 1. Benefit Payments 2. Contribution Refunds 3. Custodial and Investment Expenses 4. Administrative Expense 5. Securities Lending Fees 6. Building Depreciation | 131,148,634 123,360,907 225,732 4,156,839 138,735 32,556 | 248,193 0 162,038 5,425 1,322 | 27,118,660 17,115,648 0 1,106,690 37,002 8,847 18,268,187 |
| E. Book Value as of 9/30/2011 (B)+(C)-(D) | 995,657,667 | 416,978 | 271,928,042 |
| F. Net Change in Unrealized Gains (Losses)G. Market Value as of September 30, 2011 (A)+(C)-(D)+(F) | (43,888,392) 987,084,959 | (1,702,815) 40,447,252 | (11,703,017) 269,586,716 |
| H. January 1, 2012 Allocation to COLA II (discounted) | 0 | N/A | 0 |
| I. City Contribution Receivable (Exh. 18, p.3) | 25,770 | <u>N/A</u> | N/A |
| J. Net Market Value as of September 30, 2011 | 987,110,729 | 40,447,252 | 269,586,716 |
| *Based on unaudited financial statements. | | | |

Distribution of Assets as of September 30, 2011⁽¹⁾

Membership and Benefits and Cost-of-Living Adjustment Accounts

| Description | <u>Market</u> | Book |
|--|--|--|
| Bills, Bonds, Notes Domestic Stocks International Stocks Private Equity Money Market Funds and Time Deposits Mutual Funds Real Estate ⁽²⁾ Securities Lending Adjustment | -\$- 460,334,779 414,939,501 184,938,922 41,208,816 16,358,391 109,187,178 2,042,639 | -\$- 440,526,866 405,865,258 215,225,559 37,918,987 15,778,599 122,917,631 2,042,639 |
| A: Sub-Total | 1,229,010,226 | 1,240,275,539 |
| B: Cash | 68,529,636 | 68,529,636 |
| Receivables: City Contributions ⁽³⁾ Accounts Receivable Member Contributions Accrued Interest Accrued Dividends Securities Proceeds | (176,466) 2,551 0 4,712,222 1,056,148 3,756,806 | (176,466) 2,551 0 4,712,222 1,056,148 3,756,806 |
| C: Sub-Total | 9,351,261 | 9,351,261 |
| Payables: Budget Advance Transfer Tax Withheld Accounts Payable Securities Purchased | 50,341 0 (877) 170,750 9,526,212 | 50,341 0 (877) 170,750 9,526,212 |
| D: Sub-Total | 9,746,426 | 9,746,426 |
| E. Total (A+B+C-D) | 1,297,144,697 | 1,308,410,010 |
| Accounts: COLA I Account COLA II Account COLA II Transfer (1/1/2011) | 40,447,252 269,586,716 0 | 40,798,531 271,928,042 0 |
| F: Membership & Benefits Account | 987,110,729 | 995,683,437 |

⁽¹⁾Based on unaudited financial statements.
(2)Reflects accumulated depreciation of \$384,532.
(3)Reflects \$25,770 City Contribution Receivable from Exhibit 18, page 3.

Investment Results

Yield on Mean Values for 12-Month Period Ending September 30, 2011

| | -\$- | Market -%- | <u>Book</u> -%- |
|--|--------------|---------------|--------------------|
| Membership and Benefits Accounts* | Ψ | 70- | 70- |
| Interest | 21,092,563 | 2.1 | 2.2 |
| Dividends | 7,867,993 | 0.8 | 0.8 |
| Rental and Other Income, less Depreciation | 190,900 | 0.0 | 0.0 |
| Realized Gains | 54,212,521 | 5.5 | 5.7 |
| Securities Lending (Net) | 416,651 | 0.0 | 0.0 |
| Increase in Unrealized Gains | (43,888,392) | (4.4) | |
| Custodial and Investment Expenses | (4,156,839) | (0.4) | (0.4) |
| Real Estate Adjustment to Appraised Value | 0 | 0.0 | |
| | 35,735,397 | 3.6 | 8.3 |
| COLA I Account | | | |
| Interest | 775,902 | 2.0 | 2.1 |
| Dividends | 354,405 | 0.9 | 0.9 |
| Rental and Other Income, less Depreciation | 7,435 | 0.0 | 0.0 |
| Realized Gains | 2,074,539 | 5.3 | 5.5 |
| Securities Lending (Net) | 16,290 | 0.0 | 0.0 |
| Increase in Unrealized Gains | (1,702,815) | (4.3) | |
| Custodial and Investment Expenses | (162,038) | (0.4) | (0.4) |
| | 1,363,718 | 3.5 | 8.1 |
| COLA II Account | | | |
| Interest | 5,298,528 | 2.0 | 2.1 |
| Dividends | 2,417,507 | 0.9 | 0.9 |
| Rental and Other Income, less Depreciation | 50,743 | 0.0 | 0.0 |
| Realized Gains | 14,325,155 | 5.4 | 5.6 |
| Securities Lending (Net) | 111,127 | 0.0 | 0.0 |
| Increase in Unrealized Gains | (11,703,017) | (4.4) | |
| Custodial and Investment Expenses | (1,106,690) | (0.4) | (0.4) |
| | 9,393,353 | 3.5 | 8.2 |

^{*}Before 1/1/2011 COLA transfer

Summary of Accounting Information As of October 1

| | | | | | 011 | 2010 | | | |
|------|------|---|---|---------------|---|--|--|--|--|
| I. | Pres | sent | Value of Vested Accrued Benefits | -\$- | -\$- | -\$- | | | |
| | В., | Dis Ves | vice Retirements and Beneficiaries ability Retirements sted Terminated Members ive Members al | | 1,341,422,264 32,338,742 3,855,757 157,940,269 | 1,323,426,300 33,684,331 3,231,775 154,433,888 1,514,776,294 | | | |
| II. | Pres | sent | Value of Non-Vested Accrued Benefits | 31,351,970 | 32,766,078 | 29,769,852 | | | |
| III. | Pres | sent | Value of Accrued Benefits | 1,529,971,302 | 1,568,323,110 | 1,544,546,146 | | | |
| IV. | Aca | The values of accumulated plan benefits were determined in accordance with the Academy of Actuaries Interpretations and FASB Statement No. 35, Accounting and Reporting by Defined Benefit Pension Plans. | | | | | | | |
| V. | Stat | teme | ent of Changes in Accrued Benefits | | | | | | |
| | A. | | Present Value of Accrued Benefits at Beginning of Year | | | | | | |
| | В. | Inc | rease (Decrease) During the Year Attributa | able to: | | | | | |
| | | 1. | Benefits Accumulated | | | 36,157,141 | | | |
| | | 2. | | (123,586,639) | | | | | |
| | | 3. | 0 | | | | | | |
| | | 4. | 4. Assumption/Method Changes | | | | | | |
| | | 5. | Increase Due to Decrease in Discount Per | riod | | 111,206,462 | | | |
| | | 6. | Net Increase | | | 23,776,964 | | | |
| | C. | Pre | esent Value of Accrued Benefits at End of | Year | | 1,568,323,110 | | | |

Comparison of Funding Progress (\$000)

| I. | Ass | <u>ets</u> | <u>10/1/2011</u> -\$- | 10/1/2010 -\$- | <u>10/1/2009</u> -\$- |
|------|------------------|---------------------------|--------------------------|-------------------|--------------------------|
| | A. | Book Value | 995,683 | 992,424 | 970,698 |
| | В. | Market Value | 987,111 | 1,027,740 | 970,811 |
| II. | <u>Lia</u> | <u>bilities</u> | | | |
| | A. | Retired and Vested | 1,377,617 | 1,360,342 | 945,370 |
| | В. | Active | | | |
| | | Employee Contributions | 66,927 | 64,629 | 117,247 |
| | | Other Vested | 91,013 | 89,805 | 299,363 |
| | | Non-Vested Accrued | 32,766 | 29,770 | 29,207 |
| | C. | Total Accrued | 1,568,323 | 1,544,546 | 1,391,187 |
| III. | <u>Ra</u> | <u>tios</u> | % | % | % |
| | IA/IIC IB/IIC | | 63.5 62.9 | 64.3 66.5 | 69.8 69.8 |

Note: Item II amounts are present values of accrued benefits.

Member Statistics

| I. | Active Members | | | | | | | | | | |
|-----|-------------------------------|--------------|---------------------|---------------------|--|--|--|--|--|--|--|
| | Number of | 10/1/2011 | 10/1/2010 | 10/1/2009 | | | | | | | |
| | Males | 1,023 | 1,039 | 1,288 | | | | | | | |
| | Females Total | 173 1,196 | $\frac{188}{1,227}$ | <u>229</u> 1,517 | | | | | | | |
| | Total | 1,190 | 1,22/ | 1,517 | | | | | | | |
| | Averages | | | | | | | | | | |
| | Current Age | 36.4 | 36.0 | 38.1 | | | | | | | |
| | Past Service | 9.5 | 9.1 | 11.4 | | | | | | | |
| | Credited Past Service | 9.5 | 9.1 | 11.4 | | | | | | | |
| | Annual Earnings | \$68,700 | \$65,324 | \$80,562 | | | | | | | |
| II. | Inactive Members | | | | | | | | | | |
| | A. Retirees and Beneficiaries | | | | | | | | | | |
| | Number | 2,089 | 2,062 | 1,758 | | | | | | | |
| | Average Annual Benefit | \$57,253 | \$56,870 | \$49,004 | | | | | | | |
| | Average Age | 62.4 | 62.1 | 63.7 | | | | | | | |
| | B. Disabled | | | | | | | | | | |
| | Number | 178 | 186 | 196 | | | | | | | |
| | Average Annual Benefit | \$20,523 | \$20,372 | \$19,900 | | | | | | | |
| | Average Age | 68.6 | 68.2 | 67.7 | | | | | | | |
| | C. Vested Terminated | | | | | | | | | | |
| | Number | 18 | 16 | 20 | | | | | | | |
| | Average Deferred Benefit | \$26,681 | \$25,276 | \$25,617 | | | | | | | |
| | Average Age | 43.9 | 43.6 | 44.0 | | | | | | | |

Age-Service Distribution

| Completed Years of Service | | | | | | | | | | <u>Earnin</u> | gs | |
|----------------------------|-----|------------|------------|--------------|--------------|-------|-------|--------------|------------|---------------|----------------------|-----------------|
| Age | 0-1 | <u>2-4</u> | <u>5-9</u> | <u>10-14</u> | <u>15-19</u> | 20-24 | 25-29 | <u>30-34</u> | <u>35+</u> | Total | <u>Total</u> -\$- | Average -\$- |
| 15-24 | 5 | 26 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 31 | 1,617,102 | 52,165 |
| 25-29 | 11 | 152 | 78 | 1 | 0 | 0 | 0 | 0 | 0 | 242 | 13,672,369 | 56,497 |
| 30-34 | 10 | 74 | 116 | 52 | 0 | 0 | 0 | 0 | 0 | 252 | 16,248,282 | 64,477 |
| 35-39 | 1 | 42 | 72 | 110 | 47 | 3 | 0 | 0 | 0 | 275 | 19,657,200 | 71,481 |
| 40-44 | 0 | 26 | 38 | 93 | 78 | 26 | 0 | 0 | 0 | 261 | 19,943,333 | 76,411 |
| 45-49 | 0 | 10 | 12 | 38 | 29 | 18 | 4 | 0 | 0 | 111 | 9,069,777 | 81,710 |
| 50-54 | 0 | 1 | 3 | 3 | 6 | 6 | 0 | 0 | 0 | 19 | 1,587,379 | 83,546 |
| 55-59 | 0 | 0 | 1 | 1 | 1 | 2 | 0 | 0 | 0 | 5 | 369,174 | 73,835 |
| 60-64 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 65+ | 0 | _0 | 0 | 0 | 0 | _0 | _0 | _0 | 0 | 0 | 0 | 0 |
| Total | 27 | 331 | 320 | 298 | 161 | 55 | 4 | 0 | 0 | 1,196 | 82,164,617 | 68,700 |

Average Age: 36.4 Average Service: 9.5

Reconciliation of Participant Counts

| | <u>Actives</u> | Retirees & Beneficiaries | <u>Disableds</u> | Vested <u>Terminated</u> |
|-------------------------------|----------------|--------------------------|------------------|-----------------------------|
| 10/1/2010 | 1,227 | 2,062 | 186 | 16 |
| Changes due to: Retirement | -51 | +51 | | |
| Withdrawal | -10 | | | +2 |
| Disability | -1 | | +1 | |
| Death | | -52 | -9 | |
| New Beneficiary | | +28 | | |
| New Hires | +31 | | | |
| Data Changes | | | | |
| | | | | |
| 10/1/2011 | 1,196 | 2,089 | 178 | 18 |

Summary of Principal System Provisions – Prior Basis

(Based on Ordinance No. 10002, as Amended through Ordinance No. 13202)

Effective Date:

January 1, 1940, as restated effective May 23, 1985, and

amended through September 30, 2011.

Fiscal Year:

October 1 - September 30.

Membership:

Police officers and fire fighters.

Covered Compensation:

An employee's base salary, including pick-up contributions, for all straight time hours worked, plus assignment pay and payments received for vacation and sick leave taken, jury duty, and death-in-family leave taken. Earnable compensation shall not include overtime pay; payments for accrued sick leave, accrued vacation leave, or accrued compensatory leave; holiday pay; premium pay for holidays worked; the value of any employment benefits or non-monetary entitlements; or any other

form of remuneration.

Contributions:

Members: 7% of Compensation for Police Officers,

10% for Fire Fighters.

City: Balance, as actuarially determined.

Creditable Service:

Service credited under Retirement System; military service (maximum of four years) during wartime for which Member makes contributions; maternity leave (maximum of 180 days for each leave) for which Member makes contributions; up to 5 years, without member contributions, if member was an

employee before period of military service.

<u>Summary of Principal System Provisions – Prior Basis</u> (continued)

Average Final Compensation:

For members who retire or terminate employment with ten or more years of creditable service prior to October 1, 2010, the annual earnable compensation of a member during either the last one year or the highest year of membership service, whichever is greater. Effective September 30, 2010, for members who retire on or after October 1, 2011, average final compensation shall mean the average of the highest 5 years of service, to be phased in over the next 4 years as follows: for members who retire on or after October 1, 2011 and on or before September 30, 2012, the average of the highest 2 years of membership service; for members who retire on or after October 1, 2011 and on or before September 30, 2012, the average of the highest 3 years of membership service; for members who retire on or after October 1, 2012 and on or before September 30, 2013, the average of the highest 4 years of membership service; and for members who retire on or after October 1, 2013, the average of the highest 5 years of membership service. Provided, in no event shall the average final compensation of any member who was employed as a police officer or firefighter on September 30, 2011 and retires on or after October 1, 2011, be less than the highest year of membership service prior to September 30, 2011.

Normal Service Age:

Age 50

<u>Summary of Principal System Provisions – Prior Basis</u> (Continued)

Service Retirement:

For Police Officers who have reached Rule of 64 by September 30, 2011, for Fire Fighters who had reached Rule of 64 by September 30, 2010, and for Fire Fighters who have reached Rule of 68 by September 30, 2011: 3% of Average Final Compensation for each of the first fifteen years of Creditable Service plus 3.5% of Average Final Compensation for each year of Creditable Service after the fifteenth year; maximum of 100% of Average Final Compensation.

For all others, for service prior to October 1, 2011: 3% of Average Final Compensation for each of the first fifteen years of Creditable Service plus 3.5% of Average Final Compensation for each of Creditable Service after the fifteenth year; for service after September 30, 2011: 3% of Average Final Compensation for each year of Creditable Service; The combined percentage for service before October 1, 2011 and service after September 30, 2011 may not exceed 100% of Average Final Compensation.

Early Service Retirement:

After 20 years of Creditable Service. Benefits are based on Average Final Compensation and Creditable Service at retirement date. Actuarial equivalence for early commencement.

Rule of 64 Retirement:

Service retirement on the basis of combined age and Creditable Service equaling 64 or more. Rule of 64 applies to Fire Fighters who had obtained 64 points by September 30, 2010 and Police Officers who had 64 points by September 30, 2011. Rule of 64 also applies to the accrued benefit as of September 30, 2011 of Police Officers who were active members as of September 29, 2011.

Rule of 68 Retirement:

Service retirement on the basis of combined age and Creditable Service equaling 68 or more. Rule of 68 applies to Fire Fighters who had not attained 64 points by September 30, 2010 and had attained 68 points by September 30, 2011. Rule of 68 also applies to the accrued benefit as of September 30, 2011 of Fire Fighters who were active members as of September 29, 2011.

<u>Summary of Principal System Provisions – Prior Basis</u> (Continued)

Rule of 70 Retirement:

Service retirement on the basis of combined age and Creditable Service equaling 70 or more. Rule of 70 applies to all new members hired on or after October 1, 2011, as well as to all benefits accrued after September 30, 2011 by Fire Fighters who had not attained 68 points on September 30, 2011 and Police Officers who had not attained 64 points on September 30, 2011.

Disability:

Ordinary Disability: After 10 or more years of Creditable Service, and not eligible for service retirement. Not incurred as accident in performance of duties. 90% of benefit rate times Average Final Compensation times Creditable Service, with a minimum benefit of 30% of Average Final Compensation; 10 years' certain and life normal form.

Accidental Disability: Incurred as accident in performance of duties. 66 2/3% of Average Final Compensation, or 66 2/3% of Final Compensation, whichever is greater. 40% joint & survivor normal form, with a minimum of 10 years' certain and life.

Deferred Retirement Option Plan:

Members who are eligible for Service Retirement or Rule of 64 Retirement after September 1998 may elect self-directed Deferred Retirement Option Plan, for a maximum of 4 years. An actuarially equivalent Back DROP option (maximum of 4 years) may be elected prior to DROP entry; combined years of DROP may not exceed 4.

<u>Summary of Principal System Provisions – Prior Basis</u> (Continued)

Death:

Ordinary Death: (a) Between 3 and 10 years of Creditable Service, and death not accidentally incurred in performance of duties: Lump sum benefit equal to 50% of Compensation received in year preceding death. (b) After 10 years of Creditable Service and before eligibility for Early Service or Rule of 64 Retirement, accrued benefit, deferred to earlier of member's 50th birthday or Rule of 64 eligibility, payable for 10 years. Beneficiary does not have to survive deferred period or 10 years' certain period. (c) If eligible for Service, Early Service, or Rule of 64 retirement, considered to have retired on the date of death. Surviving spouse would receive 40% of the member's monthly retirement allowance.

Accidental Death: Incurred in performance of duties. (a) Pension of 50% of Average Final compensation to spouse until death or remarriage. If there is no spouse, or if spouse dies or remarries before youngest child is 18, payable until attainment of age 18. If no spouse or no children under 18, benefit is payable to dependent parents. (b) After 10 years of Creditable Service and before eligibility for Early Service or Rule of 64 Retirement, accrued benefit, deferred to earlier of member's 50th birthday or Rule of 64 eligibility, payable for 10 years. Beneficiary does not have to survive deferral period or 10 years' certain period.

Employment Termination:

After 10 years of Creditable Service, based on Creditable Service and Average Final Compensation at termination date. If Member contributions are withdrawn, benefit is forfeited. Benefits are deferred to Normal Retirement Age.

Optional Allowances:

Normal Form: For Police Officers who have reached Rule of 64 by September 30, 2011, for Fire Fighters who had reached Rule of 64 by September 30, 2010, and for Fire Fighters who have reached Rule of 68 by September 30, 2011: Normal Form is joint and 40% contingent survivor, with a minimum of 10 years' certain and life.

<u>Summary of Principal System Provisions – Prior Basis</u> (Continued)

Optional Allowances: (Continued)

For all others, for benefits based on service prior to October 1, 2011: Normal Form is joint and 40% contingent survivor, with a minimum of 10 years' certain and life; for benefits based on service after September 30, 2011, Normal Form is 10 years' certain and life.

Option 1 is cash refund annuity, based on present value at retirement. Option 2 is joint and 100% survivor. Option 3 is joint and 50% contingent survivor. Option 4 is open option. Option 5 is determined by Board due to incapacity of Member. Option 6 is withdrawal of member contributions with credited interest; monthly benefit is ½ of normal level.

Transfer of Compensated Leave Balances:

Accumulated leave balances may be transferred into system immediately prior to retirement to purchase additional Creditable Service, on an actuarially equivalent basis.

Transfer of 457 Balances:

457 balances of Firefighters may be transferred into System at retirement to purchase additional Service for multiplier purposes.

Changes Since Prior Valuation:

None.

Summary of Principal System Provisions – Revised Basis

(Based on Ordinance No. 10002, as Amended through Ordinance No. 13202)

Effective Date:

January 1, 1940, as restated effective May 23, 1985, and

amended through September 30, 2011.

Fiscal Year:

October 1 - September 30.

Membership:

Police officers and fire fighters.

Covered Compensation:

An employee's base salary, including pick-up contributions, for all straight time hours worked, plus assignment pay and payments received for vacation and sick leave taken, jury duty, and death-in-family leave taken. Earnable compensation shall not include overtime pay; payments for accrued sick leave, accrued vacation leave, or accrued compensatory leave; holiday pay; premium pay for holidays worked; the value of any employment benefits or non-monetary entitlements; or any other

form of remuneration.

Contributions:

Members: 10% of Compensation for Police Officers,

10% for Fire Fighters.

City: Balance, as actuarially determined.

Creditable Service:

Service credited under Retirement System; military service (maximum of four years) during wartime for which Member makes contributions; maternity leave (maximum of 180 days for each leave) for which Member makes contributions; up to 5 years, without member contributions, if member was an

employee before period of military service.

<u>Summary of Principal System Provisions – Revised Basis</u> (continued)

Average Final Compensation:

For members who retire or terminate employment with ten or more years of creditable service prior to October 1, 2010, the annual earnable compensation of a member during either the last one year or the highest year of membership service, whichever is greater. Effective September 30, 2010, for members who retire on or after October 1, 2011, average final compensation shall mean the average of the highest 5 years of service, to be phased in over the next 4 years as follows: for members who retire on or after October 1, 2011 and on or before September 30, 2012, the average of the highest 2 years of membership service; for members who retire on or after October 1, 2011 and on or before September 30, 2012, the average of the highest 3 years of membership service; for members who retire on or after October 1, 2012 and on or before September 30, 2013, the average of the highest 4 years of membership service; and for members who retire on or after October 1, 2013, the average of the highest 5 years of membership service. Provided, in no event shall the average final compensation of any member who was employed as a police officer or firefighter on September 30, 2011 and retires on or after October 1, 2011, be less than the highest year of membership service prior to September 30, 2011.

Normal Service Age:

Age 50

<u>Summary of Principal System Provisions – Revised Basis</u> (Continued)

Service Retirement:

For Police Officers who have reached Rule of 64 by September 30, 2011, for Fire Fighters who had reached Rule of 64 by September 30, 2010, and for Fire Fighters who have reached Rule of 68 by September 30, 2011: 3% of Average Final Compensation for each of the first fifteen years of Creditable Service plus 3.5% of Average Final Compensation for each year of Creditable Service after the fifteenth year; maximum of 100% of Average Final Compensation.

For all others, for service prior to October 1, 2011: 3% of Average Final Compensation for each of the first fifteen years of Creditable Service plus 3.5% of Average Final Compensation for each of Creditable Service after the fifteenth year; for service after September 30, 2011: 3% of Average Final Compensation for each year of Creditable Service; The combined percentage for service before October 1, 2011 and service after September 30, 2011 may not exceed 100% of Average Final Compensation.

Early Service Retirement:

After 20 years of Creditable Service. Benefits are based on Average Final Compensation and Creditable Service at retirement date. Actuarial equivalence for early commencement.

Rule of 64 Retirement:

Service retirement on the basis of combined age and Creditable Service equaling 64 or more. Rule of 64 applies to Fire Fighters who had obtained 64 points by September 30, 2010 and Police Officers who had 64 points by September 30, 2011. Rule of 64 also applies to the accrued benefit as of September 30, 2011 of Police Officers who were active members as of September 29, 2011.

Rule of 68 Retirement:

Service retirement on the basis of combined age and Creditable Service equaling 68 or more. Rule of 68 applies to Fire Fighters who had not attained 64 points by September 30, 2010 and had attained 68 points by September 30, 2011. Rule of 68 also applies to the accrued benefit as of September 30, 2011 of Fire Fighters who were active members as of September 29, 2011.

<u>Summary of Principal System Provisions – Revised Basis</u> (Continued)

Rule of 70 Retirement:

Service retirement on the basis of combined age and Creditable Service equaling 70 or more. Rule of 70 applies to all new members hired on or after October 1, 2011, as well as to all benefits accrued after September 30, 2011 by Fire Fighters who had not attained 68 points on September 30, 2011 and Police Officers who had not attained 64 points on September 30, 2011.

Disability:

Ordinary Disability: After 10 or more years of Creditable Service, and not eligible for service retirement. Not incurred as accident in performance of duties. 90% of benefit rate times Average Final Compensation times Creditable Service, with a minimum benefit of 30% of Average Final Compensation; 10 years' certain and life normal form.

Accidental Disability: Incurred as accident in performance of duties. 66 2/3% of Average Final Compensation, or 66 2/3% of Final Compensation, whichever is greater. 40% joint & survivor normal form, with a minimum of 10 years' certain and life.

Deferred Retirement Option Plan:

Members who are eligible for Service Retirement or Rule of 64 Retirement after September 1998 may elect self-directed Deferred Retirement Option Plan, for a maximum of 4 years. An actuarially equivalent Back DROP option (maximum of 4 years) may be elected prior to DROP entry; combined years of DROP may not exceed 4.

<u>Summary of Principal System Provisions – Revised Basis</u> (Continued)

Death:

Ordinary Death: (a) Between 3 and 10 years of Creditable Service, and death not accidentally incurred in performance of duties: Lump sum benefit equal to 50% of Compensation received in year preceding death. (b) After 10 years of Creditable Service and before eligibility for Early Service or Rule of 64 Retirement, accrued benefit, deferred to earlier of member's 50th birthday or Rule of 64 eligibility, payable for 10 years. Beneficiary does not have to survive deferred period or 10 years' certain period. (c) If eligible for Service, Early Service, or Rule of 64 retirement, considered to have retired on the date of death. Surviving spouse would receive 40% of the member's monthly retirement allowance.

Accidental Death: Incurred in performance of duties. (a) Pension of 50% of Average Final compensation to spouse until death or remarriage. If there is no spouse, or if spouse dies or remarries before youngest child is 18, payable until attainment of age 18. If no spouse or no children under 18, benefit is payable to dependent parents. (b) After 10 years of Creditable Service and before eligibility for Early Service or Rule of 64 Retirement, accrued benefit, deferred to earlier of member's 50th birthday or Rule of 64 eligibility, payable for 10 years. Beneficiary does not have to survive deferral period or 10 years' certain period.

Employment Termination:

After 10 years of Creditable Service, based on Creditable Service and Average Final Compensation at termination date. If Member contributions are withdrawn, benefit is forfeited. Benefits are deferred to Normal Retirement Age.

Optional Allowances:

Normal Form: For Police Officers who have reached Rule of 64 by September 30, 2011, for Fire Fighters who had reached Rule of 64 by September 30, 2010, and for Fire Fighters who have reached Rule of 68 by September 30, 2011: Normal Form is joint and 40% contingent survivor, with a minimum of 10 years' certain and life.

<u>Summary of Principal System Provisions – Revised Basis</u> (Continued)

Optional Allowances: (Continued)

For all others, for benefits based on service prior to October 1, 2011: Normal Form is joint and 40% contingent survivor, with a minimum of 10 years' certain and life; for benefits based on service after September 30, 2011, Normal Form is 10 years' certain and life.

Option 1 is cash refund annuity, based on present value at retirement. Option 2 is joint and 100% survivor. Option 3 is joint and 50% contingent survivor. Option 4 is open option. Option 5 is determined by Board due to incapacity of Member. Option 6 is withdrawal of member contributions with credited interest; monthly benefit is ½ of normal level.

Transfer of Compensated Leave Balances:

Accumulated leave balances may be transferred into system immediately prior to retirement to purchase additional Creditable Service, on an actuarially equivalent basis.

Transfer of 457 Balances:

457 balances of Firefighters may be transferred into System at retirement to purchase additional Service for multiplier purposes.

Changes Since Prior Valuation:

Member Contributions for Police Officers increased from 7% to 10% of Compensation.

Summary of Actuarial Basis

Valuation Date:

October 1, 2010 for Fiscal Year beginning October 1, 2011.

Valuation Method:

Aggregate Cost Method. Percentage of actual payroll, if greater than dollar amount calculated under the provision of Gates.

Asset Valuation Method:

20% Write-Up Method: Expected value is based on the Interest Discount/Investment Return rate applied to the actuarial asset value as of previous valuation date and cash flow during the year. 20% of the difference between the Expected Value and the Market Value (net of pending transfers to the COLA Fund) is added to the Expected Value.

The result cannot be greater than 120% of market value or less than 80% of market value (net of pending COLA transfers).

Actuarial Assumptions:

Interest Discount/

Investment Return:

Inflation:

7.50%, compounded annually.

3.25%, compounded annually.

Mortality:

RP 2000 Mortality Table, Employees and Annuitants Combined, projected by scale AA to 2020, producing following specimen rates:

| Age | <u>Male</u> | <u>Female</u> |
|-----|-------------|---------------|
| 20 | .0235% | .0138% |
| 30 | .0402% | .0216% |
| 40 | .0919% | .0522% |
| 50 | .1487% | .1189% |
| 60 | .4887% | .4573% |
| 70 | 1.6413% | 1.5145% |
| 80 | 5.7647% | 3.9866% |

Disabled Mortality:

RP 2000 Disabled Mortality Table projected by scale AA to 2020, producing following specimen rates:

| Age | Male | <u>Female</u> |
|-----|---------|---------------|
| 20 | 1.5696% | .5287% |
| 30 | 2.0418% | .6093% |
| 40 | 1.9221% | .5507% |
| 50 | 2.0149% | .8186% |
| 60 | 3.0450% | 1.9756% |
| 70 | 4.6257% | 3.4045% |
| 80 | 8.9456% | 6.2834% |

Summary of Actuarial Basis (Continued)

| Age | Disability | T | urnover |
|-----|------------|-------|---------|
| | | <5 | _5+ |
| 31 | .00200 | .0240 | .0192 |
| 32 | .00220 | .0240 | .0192 |
| 33 | .00245 | .0240 | .0192 |
| 34 | .00265 | .0240 | .0192 |
| 35 | .00285 | .0240 | .0192 |
| 36 | .00305 | .0228 | .0182 |
| 37 | .00325 | .0216 | .0173 |
| 38 | .00345 | .0204 | .0163 |
| 39 | .00370 | .0192 | .0154 |
| 40 | .00390 | .0180 | .0144 |
| 41 | .00470 | .0168 | .0134 |
| 42 | .00555 | .0156 | .0125 |
| 43 | .00635 | .0144 | .0115 |
| 44 | .00720 | .0132 | .0106 |
| 45 | .00800 | .0120 | .0096 |
| 46 | .00880 | .0096 | .0077 |
| 47 | .00965 | .0072 | .0057 |
| 48 | .01045 | .0048 | .0038 |
| 49 | .01130 | .0024 | .0019 |
| 50 | .01210 | .0000 | .0000 |
| 51 | .01295 | .0000 | .0000 |
| 52 | .01375 | .0000 | .0000 |
| 53 | .01455 | .0000 | .0000 |
| 54 | .01540 | .0000 | .0000 |
| 55 | .01620 | .0000 | .0000 |
| 56 | .01785 | .0000 | .0000 |
| 57 | .01870 | .0000 | .0000 |
| 58 | .01950 | .0000 | .0000 |
| 59 | .02030 | .0000 | .0000 |
| 60 | .00000 | .0000 | .0000 |
| | | | |

Summary of Actuarial Basis (Continued)

Retirement: Fire Fighters who have attained 64 points by September 30, 2011 and all Police Officers are subject to the Rule of 64; the rest of the Fire Fighters are subject to the Rule of 68. If eligible for Retirement, the following decrements apply, based on service:

| Years of Service | Police % | Fire % |
|------------------|----------|--------|
| <20 | 0 | 0 |
| 20-24 | 40 | 5 |
| 25-29 | 50 | 25 |
| 30-31 | 100 | 25 |
| 32 | | 100 |

There is no explicit assumption on the percentage of retirements expected to enter the DROP. No distinction is necessary, since funding is calculated to expected retirement or expected DROP entry.

Salary Merit Scale:

| * · | | |
|---------|----------------|-----------|
| Service | Police 0500 | Fire 0500 |
| 0 | .0500 | .0500 |
| 1 | .0500 | .0500 |
| 2 3 | .0500 | .0500 |
| | .0500 | .0500 |
| 4 | .0500 | .0500 |
| 5 | .0500 | .0500 |
| 6 | .0500 | .0500 |
| 7 | .0250 | .0500 |
| 8 | .0500 | .0500 |
| 9 | .0500 | .0500 |
| 10 | .0100 | .0000 |
| 11 | .0100 | .0000 |
| 12 | .0100 | .0000 |
| 13 | .0100 | .0000 |
| 14 | .0100 | .0000 |
| 15 | .0125 | .0250 |
| 16 | .0125 | .0250 |
| 17 | .0100 | .0100 |
| 18 | .0100 | .0100 |
| 19 | .0100 | .0100 |
| 20 | .0100 | .0100 |
| 21 | .0100 | .0100 |
| 22 + | .0000 | .0000 |
| | | |

Salary Merit Scale is combined with 3.25% inflation and 1.5% for promotions and other increases. There is no additional increase at retirement.

Projected Total Payroll: Covered Payroll plus \$36,943,839 estimated payroll for members in DROP in 2010/2011 year.

Summary of Actuarial Basis (Continued)

Type of Disability:

100% of the disabilities are expected to be accidental disabilities.

Recovery:

No probabilities of recovery are used.

Type of Death:

100% of the assumed deaths are expected to be ordinary deaths.

Remarriage:

No probabilities of remarriage are used.

Spouse's Ages:

Females are assumed to be 3 years younger than males.

Marital Status:

All employees are assumed to be married. For Members currently receiving benefits, actual spouse's information is provided.

Investment Expenses:

The investment return assumption of 7.5% is net of investment

expenses.

Administration Expenses:

\$2,044,488 for 2012/2013 fiscal year.

Withdrawal of Employee

Contributions:

It is assumed that employees do not withdraw their contribution

balances upon employment termination or retirement.

Compensated Absence Balance Transfers:

No liabilities or costs are included for the provision to transfer compensated absence balances into FIPO to purchase additional

creditable service, based on our understanding that assets will be

transferred immediately prior to retirement to cover 100% of the liability

for the additional service.

Adjustments from Valuation Date:

One year's interest is added to the calculated deposit to reflect ordinance

provision. For purposes of minimum City contributions as specified by State Division of Retirement (Exhibit 18), additional interest discount is

included to reflect monthly contributions.

Sources of Data:

Asset data is from unaudited financial statements and includes an

appraised value for the real estate to be used for Market Value. Membership data was furnished by Administrator. Member

compensation used is final bi-weekly pay in the year, annualized, with estimated reductions for each active member as of October 1, 2011 based on approach summarized in Tables 2 and 3 in September 24, 2011

Actuarial Impact Statement.

Changes Since Prior Valuation:

Administrative expense assumption changed from \$2.2 million to

\$2,044,488 for 2012/2013 fiscal year.

R06222012

<u>Disclosure Information Under GASB 25</u> (Excluding COLA Fund)

I. Funding Status and Progress as of September 30, 2011 and 2010

| Entry Age Accrued Liability: | \$(Millions) | | | |
|---|----------------|------------------|--|--|
| | Sept. 30, 2011 | Sept. 30, 2010 | | |
| - Retirees and beneficiaries currently receiving benefits and terminated | -\$- | -\$- | | |
| employees not yet receiving benefits | 1,377.6 | 1,360.3 | | |
| - Current employees - Accumulated employee contributions including interest | 66.9 | 64.6 | | |
| Employer - financed vested Employer - financed nonvested | 91.0 54.9 | 89.8 | | |
| Total Actuarial Accrued Liability | 1,590.5 | 1,568.3 | | |
| Net assets available for benefits (market value) Unfunded Actuarial Accrued Liability | 987.1 603.4 | 1,027.7 540.6 | | |

The actuarial accrued liability was determined as part of actuarial valuations at September 30, 2011 and September 30, 2010. Significant actuarial assumptions used include (a) a rate of return on the investment of present and future assets of 7.50 percent per year compounded annually, (b) projected salary increases of 3.25 percent per year compounded annually, attributable to inflation, (c) additional projected salary increases of 0.0 percent to 5.0 percent per year, attributable to seniority/merit and (d) 1.5% for promotions and other increases.

<u>Disclosure Information Under GASB 25</u> (Excluding COLA Fund)

II. Contributions Required and Contributions Made

The funding policy provides for periodic employer contributions at actuarially determined rates that are sufficient to pay benefits when due. Contributions for normal costs are determined using the aggregate actuarial cost method. This cost method does not provide for an unfunded actuarial accrued liability.

Contributions totaling \$47,196,715 (\$40,058,891 employer and \$7,137,824 employee) were made for the year ending September 30, 2011. These contributions consisted of (a) \$47,196,175 normal cost, (b) \$0 amortization of the unfunded actuarial accrued liability, and (c) \$0 noninvestment expenses.

Significant actuarial assumptions used to compute contribution requirements are the same as those used to compute the standardized measure of the pension obligation as of the beginning of the preceding year.

III. Analysis of Funding Progress (\$ Millions)

| Fiscal Year | (1) Actuarial Asset Value (\$) | (2) Entry Age Reserve (\$) | (3) Percent Funded (%) | (4) Unfunded EAR (2)-(1) (\$) | (5) Annual Covered Payroll (\$) | (4)/(5) (%) |
|----------------|--------------------------------|----------------------------|------------------------|---|---|----------------|
| 1992 | 476.6 | 483.7 | 99 | 7.1 | 67.1 | 11 |
| 1993 | 523.0 | 513.4 | 102 | (9.6) | 72.0 | (13) |
| 1994 | 540.3 | 587.5 | 92 | 47.2 | 72.9 | 65 |
| 1995 | 585.6 | 614.4 | 95 | 28.8 | 71.5 | 40 |
| 1996 | 626.0 | 650.0 | 96 | 24.0 | 72.9 | 33 |
| 1997 | 750.9 | 727.1 | 103 | (23.8) | 69.6 | (34) |
| 1998 | 850.7 | 800.7 | 106 | (50.0) | 74.3 | (67) |
| 1999 | 911.7 | 843.2 | 108 | (68.5) | 77.7 | (88) |
| 2000 | 988.8 | 863.4 | 115 | (125.4) | 84.3 | (149) |
| 2001 | 941.8 | 932.7 | 101 | (9.1) | 89.7 | (10) |
| 2002 | 865.5 | 999.8 | 87 | 134.3 | 96.9 | 139 |
| 2003 | 865.8 | 1,067.9 | 81 | 202.1 | 98.9 | 204 |
| 2004 | 894.6 | 1,152.8 | 78 | 258.2 | 89.2 | 289 |
| 2005 | 1,064.9 | 1,221.6 | 87 | 156.7 | 91.5 | 171 |
| 2006 | 1,133.0 | 1,260.5 | 90 | 127.5 | 90.4 | 141 |
| 2007 | 1,208.8 | 1,318.4 | 92 | 109.6 | 103.6 | 106 |
| 2008 | 1,219.6 | 1,452.5 | 85 | 222.9 | 129.4 | 172 |
| 2009 | 1,165.0 | 1,539.3 | 76 | 374.4 | 122.2 | 306 |
| 2010 | 1,180.6 | 1,568.3 | 75 | 387.7 | 80.2 | 483 |
| 2011 | 1,150.3 | 1,590.5 | 72 | 440.2 | 82.2 | 536 |

(Excluding COLA Fund)

IV. Revenues and Expenses

| | Revenues by Source | | | | | | | |
|------------------|-----------------------------|-----------------------------|------------------------|--------------|--|--|--|--|
| Fiscal Year (\$) | Employee Contributions (\$) | Employer Contributions (\$) | Investment Income (\$) | Total | | | | |
| 1992 | 6,115,655 | 10,029,747 | 44,569,353 | 60,714,755 | | | | |
| 1993 | 6,455,623 | 10,442,881 | 50,309,468 | 67,207,972 | | | | |
| 1994 | 7,435,034 | 9,296,175 | 36,915,202 | 53,646,411 | | | | |
| 1995 | 8,318,833 | 10,880,346 | 38,919,229 | 58,118,408 | | | | |
| 1996 | 7,852,469 | 16,547,235 | 55,421,603 | 79,821,307 | | | | |
| 1997 | 7,664,034 | 14,377,032 | 83,180,597 | 105,221,663 | | | | |
| 1998 | 7,692,571 | 14,155,472 | 96,007,011 | 117,855,054 | | | | |
| 1999 | 8,556,140 | 10,376,473 | 66,039,984 | 84,972,597 | | | | |
| 2000 | 6,257,588 | 5,400,784 | 129,752,337 | 141,410,709 | | | | |
| 2001 | 6,336,918 | 5,481,599 | 17,717,791 | 29,536,308 | | | | |
| 2002 | 6,721,236 | 5,400,784 | (27,704,711) | (15,582,691) | | | | |
| 2003 | 7,193,936 | 15,024,366 | 30,466,098 | 52,684,400 | | | | |
| 2004 | 24,415,150 | 32,959,003 | 53,963,150 | 111,337,303 | | | | |
| 2005 | 18,607,681 | 45,545,130 | 71,904,910 | 136,057,721 | | | | |
| 2006 | 7,698,594 | 50,635,213 | 71,669,124 | 130,002,931 | | | | |
| 2007 | 14,702,629 | 40,542,078 | 82,937,630 | 138,182,337 | | | | |
| 2008 | 9,719,896 | 36,040,251 | 62,728,078 | 108,488,225 | | | | |
| 2009 | 9,769,139 | 36,993,395 | (58,111,291) | (11,348,757) | | | | |
| 2010 | 10,436,367 | 54,342,926 | 62,459,916 | 127,239,209 | | | | |
| 2011 | 7,137,824 | 40,058,891 | 83,951,919 | 131,148,634 | | | | |

(Excluding COLA Fund)

IV. Revenues and Expenses (Continued)

| | | Expenses by Ty | уре | |
|-----------------------|---------------|-------------------------------------|--------------|-------------|
| Fiscal <u>Year</u> | Benefits (\$) | Administrative <u>Expenses</u> (\$) | Refunds (\$) | |
| 1992 | 22,345,166 | 1,137,047 | 751,088 | 24,233,301 |
| 1993 | 22,735,888 | 1,314,925 | 672,376 | 24,723,189 |
| 1994 | 23,787,091 | 1,420,693 | 510,074 | 25,717,858 |
| 1995 | 25,846,564 | 1,567,841 | 703,269 | 28,117,674 |
| 1996 | 29,506,924 | 1,870,188 | 822,497 | 32,199,609 |
| 1997 | 33,841,809 | 2,079,183 | 1,225,239 | 37,146,231 |
| 1998 | 35,593,108 | 2,543,855 | 391,524 | 38,537,297 |
| 1999 | 36,900,501 | 2,689,079 | 258,383 | 39,847,963 |
| 2000 | 41,237,423 | 2,710,752 | 258,804 | 44,206,979 |
| 2001 | 41,386,774 | 2,933,939 | 481,746 | 44,802,459 |
| 2002 | 42,766,860 | 2,825,903 | 364,256 | 45,957,019 |
| 2003 | 46,083,206 | 2,922,537 | 429,225 | 49,434,968 |
| 2004 | 53,249,450 | 3,334,460 | 301,580 | 56,885,490 |
| 2005 | 66,518,783 | 3,865,995 | 257,859 | 70,642,637 |
| 2006 | 69,825,105 | 4,687,601 | 573,228 | 75,085,934 |
| 2007 | 72,378,966 | 5,143,290 | 307,545 | 77,829,801 |
| 2008 | 77,794,816 | 5,469,431 | 664,235 | 83,928,482 |
| 2009 | 85,094,354 | 3,898,278 | 336,755 | 89,329,387 |
| 2010 | 101,438,423 | 3,900,819 | 174,358 | 105,513,600 |
| 2011 | 123,360,907 | 4,328,130 | 225,732 | 127,914,769 |

V STATISTICAL SECTION

STATISTICAL DATA OF VARIOUS ACCOUNTS

THROUGH SEPTEMBER 30, 2012

| | | 1 | | 1 | | |
|--|--|--|---|--------------------------|-------------------------------------|----------------------------|
| | GENERAL FUND | | COLA I | | COLA II | |
| MEMERSHIP ACCOUNT | | | | | | |
| ADD: | | | | | | |
| Members' Contributions | | | | | | |
| After Tax Pre Tax | 66,965,986 223,159,008 | | 0 11,814,941 | | 0 | |
| After Tax from G & S | 17,210 | 1 | 0 | | 0 | |
| Interest | | | | | | |
| From Benefit Acct From Withdrawals | 100,362,109 385,365 | | 0 | | 0 | |
| Transfers from G & S | 24,774 | ĺ | 0 | | 0 | |
| | | 390,914,452 | | 11,814,941 | | 0 |
| DEDUCT: Refunds - | | | | | | |
| Leaving Service | 18,345,627 | | 944,800 | | 0 | |
| Additional Contributions | 171,226 | | 0 | | 0 | |
| Accidental Death Accidental Disability | 441,596 1,982,443 | | 22,039 0 | | 0 | |
| Option 6A | 571,614 | | 0 | | 0 | |
| Ordinary Death | 1,682,312 | | 62,320 | | 0 | |
| Transfers - After Tax from G & S | 4,412,189 | | 0 | | 0 | |
| Benefit Account | 288,023,770 | | 10,449,960 | | 0 | |
| Transfers to Acct Payable | 480,131 | | 0 | | 0 | |
| Interest withheld Interest | 314,699 | | 0 | | 0 | |
| titletest | 1.819,441 | 318,245,048 | 0 | 11,479,119 | 0 | 0 |
| BALANCE AS OF 9/30/12 | | 72,669,404 | | 335,822 | | 0 |
| BENEFIT ACCOUNT | | | | | | |
| ADD: | | | | | | |
| Contributions - | | | | | | |
| City of Miami | 730,269,112 | | 2,042,899 | | 27,802,430 | |
| Police Relief & Pension Fund Fire Relief & Pension Fund | 52,342 28,473 | | 0 | | 0 | |
| Members | 697,822 | | 0 | | 0 | |
| Transfers from Membership Acct | 288,034,694 | | 10,449,960 | | 0 | |
| Amortization of Discounts Dividends Received | 10,319,476 211,760,465 | | 249,134 3,423,150 | | 0 20,799,921 | |
| Securities Lending Income | 7,197,829 | | 216,910 | | 1,330,322 | |
| Excess Interest Transfer | 0 | | 0 | | 288,194,062 | |
| Interest Income Other Income | 590,080,276 2,543,084 | | 13,428,702 37,952 | | 50,612,362 200,430 | |
| Corporate Action | 2,798,319 | | 81,393 | | 528,685 | |
| Commission Recapture | 492,346 | 1 | 14,222 | | 88,926 | |
| Profit on Sale of Investments Unrealized Profit on Sales of Inv | 942,144,132 107,082,558 | | 22,932,320 6,618,617 | | 108,483,357 | |
| Unrealized Profit on Sec Lending Collateral | 1,960,433 | | 71,299 | | 26,821,199 525,304 | |
| Rental Income | 1,305,616 | | 33,694 | | 230,966 | |
| Share of Earnings Income | 0 | 2,896,766,977 | 1,170,581 | 60,770,833 | 0 | 525,617,964 |
| DEDUCT: | | 2,090,700,977 | | 60,770,633 | | 325,7110,404 |
| Pensions Paid | | | | | | |
| Fire Police | 728,329,112 630,898,687 | | 0 | | 0 | |
| General | 7,034,700 | | ő | | 0 | |
| Former Gen assumed by Trust | 275,624 | | 0 | | 0 | |
| Pension Payments Prior 1966 | 989,022 | | 0 | | 0 | |
| Distributions Lump Sum Payments to Beneficiaries | 0 128,540 | | 11,426,695 0 | | 177,522,694 | |
| Death Benefits | 1,013,875 | | ō | | 0 | |
| Amortization of Premium | 4,876,744 | | 0 | | 0 | |
| Corrections to Control Income Expenses | 17,117,379 65,960,669 | | 1,574,112 | | 9,285,641 | |
| Building Depreciation | 346,759 | | 11,134 | | 72,365 | |
| Administrative Expense | 4,428,155 | | 0 | | 0 | |
| Stiff Short Term investment Fee Securities Lending Fees | 93,524 1,998,182 | | 3,881 59,500 | | 26,715 362,601 | |
| Other Expenses | 0 | | 45,256 | | 0 | |
| Loss on Sale of Investments | 41,652,910 | | | | | |
| Unraplicad Droft on Calas -41 | | | 1,068,210 | | 7,163,861 | |
| Unrealized Profit on Sales of Inv Vested Rights Withdrawals | 954,289 | | 1,068,210 0 0 | | 7,163,861 16,766,834 0 | |
| Vested Rights Withdrawals Transfers - | 954,289 | | 0 | | 16,766,834 0 | |
| Vested Rights Withdrawals Transfers - Excess Interest Earnings | 0 954,289 288,194,062 | | 0 | | 16,766,834 0 | |
| Vested Rights Withdrawals Transfers - Excess Interest Earnings G & S Benefit Account | 0 954,289 288,194,062 5,378,420 | | 0 0 | | 16,766,834 0 0 | |
| Vested Rights Withdrawals Transfers - Excess Interest Earnings G & S Benefit Account G & S Share of Earnings Interest to Membership Acct | 0 954,289 288,194,062 | | 0 | | 16,766,834 0 | |
| Vested Rights Withdrawals Transfers - Excess Interest Earnings G & S Benefit Account G & S Share of Earnings Interest to Membership Acct Interest on VR Withdrawals | 0 954,289 288,194,062 5,378,420 5,251,212 100,427,097 275,509 | | 0 | | 16,766,834 0 0 0 0 | |
| Vested Rights Withdrawals Transfers - Excess Interest Earnings G & S Benefit Account G & S Share of Earnings Interest to Membership Acct | 0 954,289 288,194,062 5,378,420 5,251,212 100,427,097 | 1,905,626,241 | 0 | 14,188,788 | 16,766,834 0 0 0 0 0 | 211 200 711 |
| Vested Rights Withdrawals Transfers - Excess Interest Earnings G & S Benefit Account G & S Share of Earnings Interest to Membership Acct Interest on VR Withdrawals | 0 954,289 288,194,062 5,378,420 5,251,212 100,427,097 275,509 | 1,905,626,241 991,140,736 | 0 | 14,188,788 46,582,044 | 16,766,834 0 0 0 0 0 | 211,200,711 314,417,252 |
| Vested Rights Withdrawals Transfers - Excess Interest Earnings G & S Benefit Account G & S Share of Earnings Interest to Membership Acct Interest on VR Withdrawals Overpayments (uncollectible) BALANCE AS OF 9/30/12 | 0 954,289 288,194,062 5,378,420 5,251,212 100,427,097 275,509 | | 0 | | 16,766,834 0 0 0 0 0 | |
| Vested Rights Withdrawals Transfers - Excess Interest Earnings G & S Benefit Account G & S Share of Earnings Interest to Membership Acct Interest on VR Withdrawals Overpayments (uncollectible) BALANCE AS OF 9/30/12 BENEFIT ACCOUNT - SPECIAL | 0 954,289 288,194,062 5,378,420 5,251,212 100,427,097 275,509 | | 0 | | 16,766,834 0 0 0 0 0 | |
| Vested Rights Withdrawals Transfers - Excess Interest Earnings G & S Benefit Account G & S Share of Earnings Interest to Membership Acct Interest on VR Withdrawals Overpayments (uncollectible) BALANCE AS OF 9/30/12 | 0 954,289 288,194,062 5,378,420 5,251,212 100,427,097 275,509 | | 0 | | 16,766,834 0 0 0 0 0 | |
| Vested Rights Withdrawals Transfers - Excess Interest Earnings G & S Benefit Account G & S Share of Earnings Interest to Membership Acct Interest on VR Withdrawals Overpayments (uncollectible) BALANCE AS OF 9/30/12 BENEFIT ACCOUNT - SPECIAL ADD | 0 954,289 288,194,062 5,378,420 5,251,212 100,427,097 275,509 769 | 991,140.735 | 0 | | 16,766,834 0 0 0 0 0 | |
| Vested Rights Withdrawals Transfers - Excess Interest Earnings G & S Benefit Account G & S Share of Earnings Interest to Membership Acct Interest on VR Withdrawals Overpayments (uncollectible) BALANCE AS OF 9/30/12 BENEFIT ACCOUNT - SPECIAL ADD Contributions - City of Miami Members | 0 954.289 288.194.062 5.378.420 5.251.212 100.427,097 275,509 769 | | 0 | | 16,766,834 0 0 0 0 0 | |
| Vested Rights Withdrawals Transfers - Excess Interest Earnings G & S Benefit Account G & S Share of Earnings Interest to Membership Acct Interest on VR Withdrawals Overpayments (uncollectible) BALANCE AS OF 9/30/12 BENEFIT ACCOUNT - SPECIAL ADD Contributions - City of Miami | 0 954,289 288,194,062 5,378,420 5,251,212 100,427,097 275,509 769 | 991,140.735 | 0 | | 16,766,834 0 0 0 0 0 | |
| Vested Rights Withdrawals Transfers - Excess Interest Earnings G & S Benefit Account G & S Share of Earnings Interest to Membership Acct Interest on VR Withdrawals Overpayments (uncollectible) BALANCE AS OF 9/30/12 BENEFIT ACCOUNT - SPECIAL ADD Contributions - City of Miami Members DEDUCT Pension Paid | 0 954,289 288,194,062 5,378,420 5,251,212 100,427,097 275,509 769 1,001,273 | 991,140.736 1,011,218 1,011,218 | 0 | | 16,766,834 0 0 0 0 0 | |
| Vested Rights Withdrawals Transfers - Excess Interest Earnings G & S Benefit Account G & S Share of Earnings Interest to Membership Acct Interest on VR Withdrawals Overpayments (uncollectible) BALANCE AS OF 9/30/12 BENEFIT ACCOUNT - SPECIAL ADD Contributions - City of Miami Members DEDUCT | 0 954,289 288,194,062 5,378,420 5,251,212 100,427,097 275,509 769 1,001,273 | 991,140.736 | 0 | | 16,766,834 0 0 0 0 0 | |
| Vested Rights Withdrawals Transfers - Excess Interest Earnings G & S Benefit Account G & S Share of Earnings Interest to Membership Acct Interest on VR Withdrawals Overpayments (uncollectible) BALANCE AS OF 9/30/12 BENEFIT ACCOUNT - SPECIAL ADD Contributions - City of Miami Members DEDUCT Pension Paid | 0 954,289 288,194,062 5,378,420 5,251,212 100,427,097 275,509 769 1,001,273 | 991,140.736 1,011,218 1,011,218 | 0 | | 16,766,834 0 0 0 0 0 | |
| Vested Rights Withdrawals Transfers - Excess Interest Earnings G & S Benefit Account G & S Share of Earnings Interest to Membership Acct Interest on VR Withdrawals Overpayments (uncollectible) BALANCE AS OF 9/30/12 BENEFIT ACCOUNT - SPECIAL ADD Contributions - City of Miami Members DEDUCT Pension Paid BALANCE AS OF 9/30/12 RESERVE ACCOUNT ADD | 0 954,289 288,194,062 5,378,420 5,251,212 100,427,097 275,509 769 1,001,273 | 991,140.736 1,011,218 1,011,218 | 0 | | 16,766,834 0 0 0 0 0 | |
| Vested Rights Withdrawals Transfers - Excess Interest Earnings G & S Benefit Account G & S Share of Earnings Interest to Membership Acct Interest on VR Withdrawals Overpayments (uncollectible) BALANCE AS OF 9/30/12 BENEFIT ACCOUNT - SPECIAL ADD Contributions - City of Miami Members DEDUCT Pension Paid BALANCE AS OF 9/30/12 RESERVE ACCOUNT ADD Transfers - | 0 954,289 288,194,062 5,378,420 5,251,212 100,427,097 275,509 769 1,001,273 9,945 | 991,140.736 1,011,218 1,011,218 | 0 | | 16,766,834 0 0 0 0 0 | |
| Vested Rights Withdrawals Transfers - Excess Interest Earnings G & S Benefit Account G & S Share of Earnings Interest to Membership Acct Interest on VR Withdrawals Overpayments (uncollectible) BALANCE AS OF 9/30/12 BENEFIT ACCOUNT - SPECIAL ADD Contributions - City of Miami Members DEDUCT Pension Paid BALANCE AS OF 9/30/12 RESERVE ACCOUNT ADD | 0 954,289 288,194,062 5,378,420 5,251,212 100,427,097 275,509 769 1,001,273 | 991,140.736 1,011,218 1,011,218 | 0 | | 16,766,834 0 0 0 0 0 | |
| Vested Rights Withdrawals Transfers - Excess Interest Earnings G & S Benefit Account G & S Share of Earnings Interest to Membership Acct Interest on VR Withdrawals Overpayments (uncollectible) BALANCE AS OF 9/30/12 BENEFIT ACCOUNT - SPECIAL ADD Contributions - City of Miami Members DEDUCT Pension Paid BALANCE AS OF 9/30/12 RESERVE ACCOUNT ADD Transfers - Benefit Account BA Share of Earnings | 0 954,289 288,194,062 5,378,420 5,251,212 100,427,097 275,509 769 1,001,273 9,945 | 991,140.735 1,011,218 1,011,218 0 | 0 | | 16,766,834 0 0 0 0 0 | |
| Vested Rights Withdrawals Transfers - Excess Interest Earnings G & S Benefit Account G & S Share of Earnings Interest to Membership Acct Interest on VR Withdrawals Overpayments (uncollectible) BALANCE AS OF 9/30/12 BENEFIT ACCOUNT - SPECIAL ADD. Contributions - City of Miami Members DEDUCT Pension Paid BALANCE AS OF 9/30/12 RESERVE ACCOUNT ADD Transfers - Benefit Account | 0 954,289 288,194,062 5,378,420 5,251,212 100,427,097 275,509 769 1,001,273 9,945 | 991,140.736 1,011,218 1,011,218 | 0 | | 16,766,834 0 0 0 0 0 | |

SUMMARY OF RETIREMENTS

JANUARY 1, 1940 THROUGH SEPTEMBER 30, 2012

| TOTAL BENEFITS GRANTED | 4,477 | -206 | -1,341 | -599 | -2 | 9 | ထု | 4 | -13 | -29 | 2,269 |
|-------------------------------------|------------------|--------------------------|---------------------|----------------------|------------------------|---------------------|-------------------------|-------------------|-------------------------|-------------------------|------------------------|
| CONTINUANCES | 328 | 0 | 96- | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 232 |
| VESTED RIGHTS | 88 | 0 | -7 | 0 | 0 | 0 | 0 | 0 | -13 | -27 | 41 |
| DROP PLAN | 1104 | 0 | -5 | -599 | 0 | 0 | 0 | 0 | 0 | 0 | 503 |
| EARLY SERVICE | 106 | 0 | -45 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 61 |
| ORDINARY <u>DEATH</u> | 4 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 4 |
| ACCIDENTAL <u>DEATH</u> | 38 | 0 | -22 | 0 | -2 | 0 | 2- | 0 | 0 | 0 | 7 |
| SERVICE ACCIDENTAL DISABILITY | 460 | -19 | -278 | 0 | 0 | 7 | 0 | 7 | 0 | -2 | 159 |
| ORDINARY DISABILITY | 53 | ငှ | -36 | 0 | 0 | 6- | 7- | 0 | 0 | 0 | 10 |
| SERVICE | 2,296 | -184 | -855 | 0 | 0 | -2 | 0 | 6- | 0 | 0 | 1,252 |
| DESCRIPTION | BENEFITS GRANTED | ASSUMED BY G.E.S.E. FUND | TERMINATED BY DEATH | TERMINATED DROP PLAN | TERMINATED BY MARRIAGE | RETURNED TO SERVICE | MINORS ATTAINING AGE 18 | PAYMENT SUSPENDED | UNMATURED VESTED RIGHTS | WITHDRAWN VESTED RIGHTS | INACTIVE PARTICIPANTS: |

OUTLINE OF PRINCIPAL BENEFIT PROVISIONS OF THE CITY OF MIAMI FIRE FIGHTERS' AND POLICE OFFICERS' RETIREMENT TRUST

ORIGINAL ORDINANCE NO. 10002 ADOPTED JUNE 13, 1985

EARNABLE COMPENSATION:

Earnable compensation, shall mean an employee's base salary including pickup contributions, for all straight time hours worked, plus assignment pay and payments received for vacation and sick leave taken, jury duty, and death in the family leave taken. Earnable compensation shall not include overtime pay; payments for accrued sick leave, accrued vacation leave, or accrued compensatory leave; holiday pay; premium pay for holidays worked; the value of any employment benefits or non-monetary entitlements; or any other form of remuneration.

COVERED GROUP:

All fire fighters or police officers presently employed by the City as a fire fighter or police officer whether in the classified or unclassified service of the City.

EMPLOYEE CONTRIBUTIONS:

Effective the first full pay period following October 1, 1999, it shall be 7% of pre tax earnable compensation. Effective the first full pay period following October 1, 2000, it shall be 7% of pre tax earnable compensation or a percent equal to the City's contribution, whichever is less. Effective the first full pay period following October 1, 2008, for fire fighter members it will change from 7% to 8% of pre tax earnable compensation. Effective the first full pay period following October 1, 2009, for fire fighter members it will change from 8% to 9% of pre tax earnable compensation. Effective the first full pay period following October 1, 2010, for fire fighter members it will change from 9% to 10% of pre tax earnable compensation.

EMPLOYER CONTRIBUTIONS:

The City's annual fiscal contribution to the retirement system shall provide for the following (1) non-investment expenses of the retirement system, (2) normal costs of the retirement system.

NORMAL RETIREMENT AGE:

Age 50

SERVICE RETIREMENT:

The annual normal service retirement allowance, payable on a 40% Joint and Survivor basis for members eligible to retire as of September 30, 2010 will equal 3.0% of average final compensation per year of creditable service for the first 15 years of such creditable service and 3.5% of the average one year compensation per year of creditable service after 15 years.

For members not eligible to retire as of September 30, 2010, benefit will consist of two parts, Part A and Part B. Part A will consist of average one year compensation of the sum of creditable years of service under 15 years at 3% per year plus creditable years of service over 15 years at 3.5% per year for service up to September 30, 2010. Part B will consist of the average one year compensation of the sum of creditable years of service from October 1, 2010, to the date of retirement at 3% per year.

RULE OF 64 RULE OF 68 RETIREMENT RULE OF 70 RETIREMENT:

A member, in service, who has not withdrawn from active membership in the retirement system may elect service retirement on the basis of his or her combined age and creditable service equaling 64 or more. A fire fighter member, in service, who has not withdrawn from active membership in the retirement system and had not attained his/her 64 points as of October 1, 2009, may elect service retirement on the basis of his or her

RULE OF 64 RULE OF 68 RETIREMENT RULE OF 70 RETIREMENT: (continued)

combined age and creditable service equaling 68 or more. As of October 1, 2010 a member in service who has not withdrawn from active membership in the retirement system may also elect service retirement on the basis of his or her combined age and creditable service equaling 70 or more.

Election to retire under Rule of 64, Rule of 68 or Rule of 70 shall be made by written application to the board. Application shall be executed not less than 10 nor more than 90 days subsequent to the date the member desires to be retired.

EARLY SERVICE RETIREMENT:

After 20 years of creditable service, accrued benefit actuarially adjusted.

DEFERRED RETIREMENT OPTION PROGRAM: (DROP)

A member who is eligible to retire under either Rule of 64, Rule of 68, Rule of 70 or Service retirement can elect to participate in the Deferred Retirement Option Program (DROP). The program allows the member to defer receipt of his retirement benefit into a "DROP" account while he/she continues to be employed by the Department. A police officer member can be in the DROP for a maximum of 7 years (84 months). A fire fighter member can be in the DROP for a maximum of 4 ½ years (54 months)

B. A. C. DEFERRED RETIREMENT OPTION PROGRAM:

Shall mean Benefit Actuarially Calculated deferred retirement option program.

AVERAGE FINAL COMPENSATION:

Shall mean the annual earnable compensation of a member during either the last one (1) year or the highest one (1) year of membership service, whichever is greater.

CREDITABLE SERVICE:

Membership credit upon which a member's eligibility to receive benefits under the retirement system is based or upon which the amount of such benefits is determined.

LIMITATIONS ON BENEFITS:

A member's retirement allowances shall not exceed one hundred percent (100%) of the member's final average compensation for members retiring under Service retirement Rule of 64 Retirement or Rule of 68 Retirement. Exceptions are, (1) members whose retirement allowances, prior to October 1, 1998, had already earned one hundred percent or greater, these members may continue to accrue pension benefits; (2) members whose retirement allowance exceeds one hundred percent as of October 1, 1998 due to the multiplier change, these members shall be capped at the new percentage. Monthly retirement allowance for members not eligible for Rule of 64 or Rule of 68 Retirement as of October 1, 2010, shall not exceed \$100,000.00 per year.

OPTIONAL ALLOWANCES:

Normal form (Option 6C) is joint and 40% contingent survivor. Option 1 is cash refund annuity, based on present value at retirement. Option 2 is joint and 100% survivor. Option 3 is joint and 50% contingent survivor. Option 4 is open option. Option 5 is determined by Board due to incapacity of member. Option 6A is withdrawal of employee contributions with credited interest; monthly benefit is half of normal level. Option 6B is an additional 5% with no survivor benefit.

DISABILITY RETIREMENTS:

A. Ordinary Disability

After 10 years of creditable service, if not otherwise eligible for normal retirement, and incurred while not in line of duty, a benefit payable for life consisting of the benefit rate times 90% of average final compensation times years of creditable service, if such retirement allowance exceeds 30% of average final compensation. Otherwise, a benefit of 30% of the member's average final compensation.

DISABILITY RETIREMENTS: (continued)

B. Accidental Disability

Prior to age 60, incurred in line of duty. A benefit payable on a 40% joint and survivor basis of 66 2/3% of average or final compensation, whichever is larger.

DEATH BENEFIT:

A. Ordinary Death Benefit

After 3 years of service, provided death is not accidentally incurred in line of duty, a lump sum payment f 50% of annual compensation received in year prior to death plus an additional lump sum payment of member's accumulated contributions with interest to date of death. Or in lieu thereof; if eligible for Early or Service retirement, and with 3 years of membership, automatic Option 6C, payable to spouse, as through retirement had occurred on date of death (40% payable)

B. Accidental Death Benefit

Incurred in line of duty (or presumed to be in the line, i.e. heart), annual pension of 50% of average final compensation to spouse until death or remarriage or to children under 18, or to dependent parents for life. If none of such beneficiaries exist, the ordinary death benefit will be paid. Also a lump sum payment of member's accumulated contributions with interest to date of death is paid in addition to the above payments.

VESTED RIGHTS BENEFIT:

After completion of 10 years of service, provided accumulated contributions are not withdrawn. A benefit based on service and average final compensation when employment is terminated. Benefit is deferred to minimum retirement age.

C.O.L.A. ACCOUNT:

The COLA I benefit was determined from available monies from an initial city contribution made from the trust funds excess interest earnings. These monies were allocated to the retiree population, according to unit values and distributed to each member according to his/her actuarial life expectancy, in level monthly lifetime payments. In addition to the above initial benefit, a yearly COLA I increase was financed by 2% of the active member's pension contributions.

This yearly increase was determined on the basis as the initial benefit and added to the monthly lifetime payments. As of January 9, 1994, the active employees ceased making the 2% pension contribution to the COLA I account, and the COLA I benefits were frozen as of that date. Beginning with 1994, in addition to the frozen COLA I benefit, a COLA II benefit was paid. The COLA II benefit is funded from the pension fund's annual excess investment return (other than COLA account assets). The methodology for determining the excess investment return and amounts available for the COLA II benefit are described in detail in Section 40-213 of the City of Miami Code. An actuarial table is developed yearly identifying the benefits due. This table is based upon full years of creditable service at retirement and full years retired as of April of the current year. For accidental death and accidental disability, years of service are defined as twenty five (25) years, or actual creditable service if greater. Receipt of the COLA II benefit is based on the retiree reaching at least four (4) full years of retirement and fifty years of age. In case of accidental death, the beneficiary will be entitled to the COLA benefit on April 1st following the fiftieth anniversary of the employee's birth and the fourth anniversary of the employee's death. COLA benefits for a vested right retiree are based upon such retiree reaching at least four (4) full years of retirement after fifty (50) years of age. COLA benefits reflect the option selected at the time of retirement.

In addition, funding for COLA benefits for future employees hired during the remaining term of the amended final judgement, Gates vs. City of Miami, Circuit Court Case No. 77-9491 CA04, shall be defined and allocated through the remaining term of such final judgement.

ORDINANCES ADOPTED DURING FISCAL YEAR 2011/2012

DATE

ORDINANCE NUMBER

September 27, 2012

13344