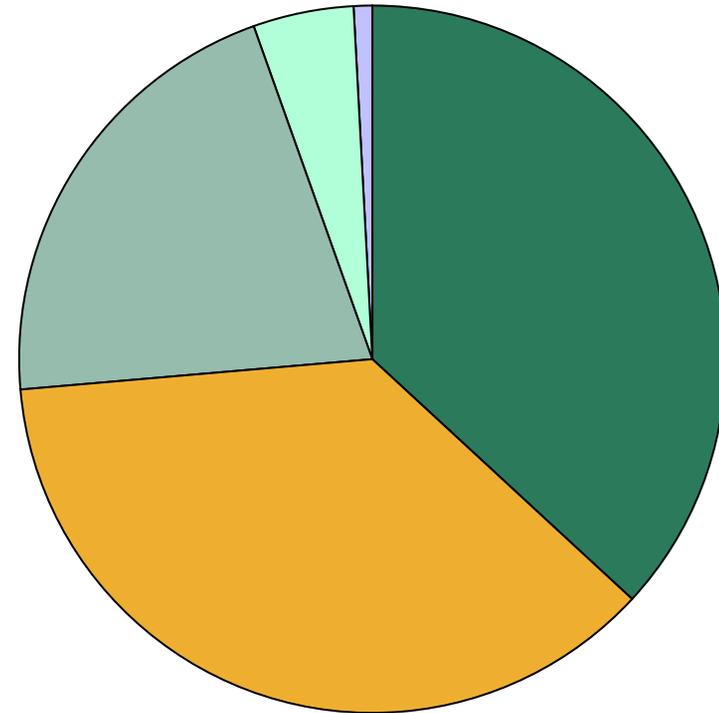
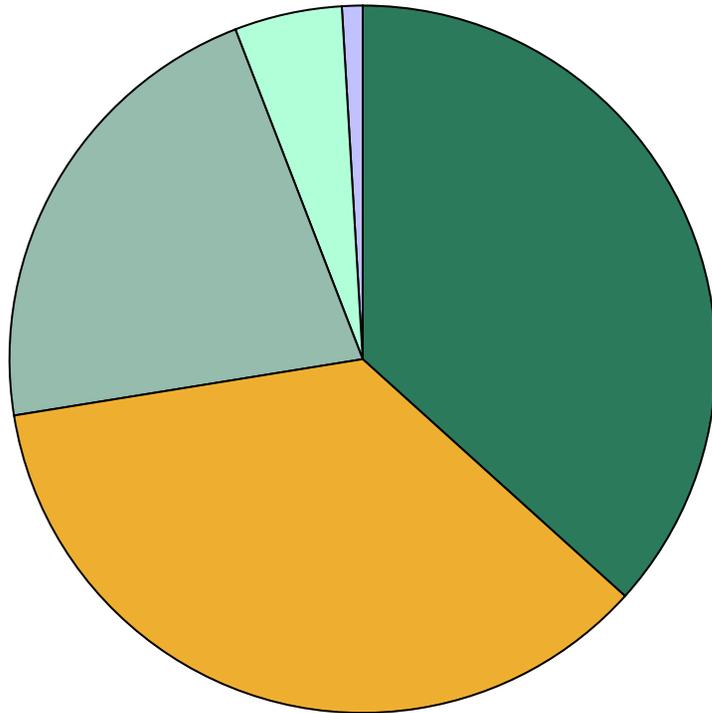


June 30, 2014 : \$2,244,990,971

September 30, 2014 : \$2,175,303,964

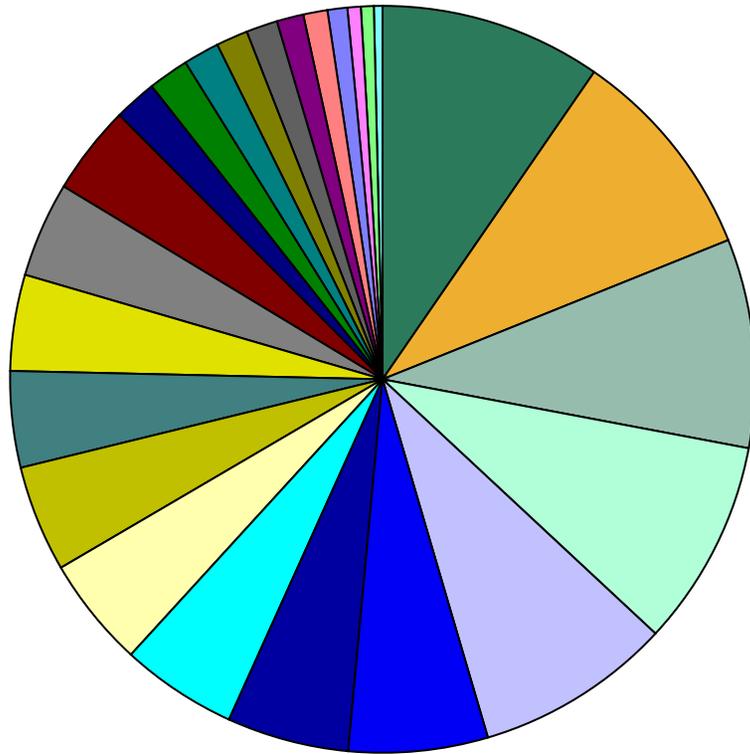


	Market Value (\$)	Allocation (%)
Domestic Equity Composite	823,534,524	36.68
Fixed Income Composite	803,043,311	35.77
International Equity Composite	486,556,970	21.67
Real Estate Composite	110,580,961	4.93
In House Cash	21,275,205	0.95

	Market Value (\$)	Allocation (%)
Domestic Equity Composite	801,822,609	36.86
Fixed Income Composite	799,928,014	36.77
International Equity Composite	454,841,018	20.91
Real Estate Composite	100,167,701	4.60
In House Cash	18,544,622	0.85

As of September 30, 2014

September 30, 2014 : \$2,166,988,714



	Market Value (\$)	Allocation (%)
Prudential Core Conserv Bond	208,343,485	9.61
Mackay Shields	201,691,613	9.31
PIMCO	195,763,215	9.03
Smith Graham	194,129,700	8.96
Rhumblin S&P 500	184,701,230	8.52
1607 Capital Partners	130,816,296	6.04
Marathon Asset Mgmt	114,714,074	5.29
Winslow Capital Management	109,221,643	5.04
NTGI S&P 400	103,549,479	4.78
Herndon Capital Management	99,834,939	4.61
Acadian EM Equity II	90,250,010	4.16
Navellier and Associates Inc.	90,123,369	4.16
Principal Global Investors	89,260,338	4.12
Barrow, Hanley	83,808,867	3.87
SouthernSun	40,126,294	1.85
Paradigm Small Cap	38,192,122	1.76
BlackRock Granite Property Fund	33,818,405	1.56
Strategic Global Advisors	29,800,301	1.38
Platte River	29,480,964	1.36
RREEF Public REITs	25,215,936	1.16
Nicholas Investment Partners	22,783,702	1.05
In House Cash	18,544,622	0.86
RREEF REIT II	12,566,076	0.58
Long Wharf Real Estate Partners	12,097,609	0.56
Cornerstone RE Fund VII, LP	8,154,426	0.38
Long Wharf Real Estate Partners IV, L.P.	-	0.00

City of Memphis
Asset Allocation Comparison

Portfolio Value 9/30/14

\$2,175,303,964

<u>Target Allocations</u>		<u>Current Managers & Allocations</u>		<u>Difference</u>	<u>Range</u>		
Equity		(000)		(000)			
Large Cap Equity	26.00%	\$565,579	Barrow, Hanley (large cap value)	3.85%	\$83,809	1.45%	21%-31%
			Herdon Capital (large cap value)	4.59%	\$99,835		
			Navellier and Associates (large cap growth)	4.14%	\$90,123		
			Winslow (large cap growth)	5.02%	\$109,222		
			Rhumbline S&P 500 (large cap core)	8.49%	\$184,701		
			Platte River (all cap core)*	1.36%	\$29,481		
Mid Cap Equity	4.00%	\$87,012	Northern Trust (mid cap core)	4.76%	\$103,549	0.76%	0%-9%
Small Cap Equity	4.00%	\$87,012	SouthernSun (small cap value)	1.84%	\$40,126	0.65%	0%-9%
			Paradigm (small cap growth)	1.76%	\$38,192		
			Nicholas (small cap growth)*	1.05%	\$22,784		
Domestic Equity	34.00%	\$739,603	Domestic Equity	36.86%	\$801,823	2.86%	24%-44%
Developed International	17.00%	\$369,802	1607 Capital Partners	6.01%	\$130,816	-0.24%	12%-22%
			Principal Global Investors	4.10%	\$89,260		
			Marathon Asset Mgmt	5.27%	\$114,714		
			Strategic Global Advisors*	1.37%	\$29,800		
Emerging Markets	5.00%	\$108,765	Acadian	4.15%	\$90,250	-0.85%	0%-10%
International	22.00%	\$478,567	International	20.91%	\$454,841	-1.09%	17%-27%
Equity Total	56.00%	\$1,218,170	Equity Total	57.77%	\$1,256,664	1.77%	
Fixed Income							
Core Fixed Income	29.00%	\$630,838	PIMCO	9.00%	\$195,763	-1.50%	24%-34%
			Prudential Core Conserv Bond	9.58%	\$208,343		
			Smith Graham	8.92%	\$194,130		
High Yield	10.00%	\$217,530	Mackay Shields	9.27%	\$201,692	-0.73%	5%-15%
Fixed Income Total	39.00%	\$848,369	Fixed Income Total	36.77%	\$799,928	-2.23%	34%-44%
Real Estate							
Core/Value Add/REITs	5.00%	\$108,765	BlackRock Granite Property Fund	1.55%	\$33,818		
			RREEF REIT II	0.58%	\$12,566		
			Long Wharf Real Estate Partners	0.56%	\$12,098		(Total Commitment \$35M, Total Drawn \$33.5M, Total Distributed \$27.7M)
			Long Wharf Real Estate Partners IV	0.38%	\$8,315		(Total Commitment \$20M, Total Drawn \$10.4M, Total Distributed \$4.0M)
			Cornerstone	0.37%	\$8,154		(Total Commitment \$10M, Total Drawn \$10M, Total Distributed \$3.8M)
			RREEF Public REITs	1.16%	\$25,216		
Real Estate Total	5.00%	\$108,765	Real Estate Total	4.60%	\$100,168	-0.40%	0%-5%
Internal Account	0.00%	\$0	Internal Account	0.85%	\$18,545		
Cash	0.00%	\$0	Cash	0.85%	\$18,545	0.85%	0%-2%
Total	100%	\$2,175,304	Total	100%	\$2,175,304		

*Emerging Managers

As of September 30, 2014

	Performance (%)								
	1 Quarter	Year To Date	1 Year	3 Years	5 Years	7 Years	10 Years	Since Inception	Inception Date
Total Fund Composite	-1.39	3.68	9.49	13.72	10.60	4.65	7.09	9.89	10/01/1982
Policy Index	-1.25	4.13	9.24	12.77	9.50	5.23	7.19	10.40	
In House Cash	-0.01	0.03	0.05	0.16	0.26	0.80	1.81	4.63	10/01/1982
90 Day U.S. Treasury Bill	0.01	0.04	0.04	0.06	0.08	0.52	1.54	4.34	
Domestic Equity Composite	-0.86	4.62	15.15	22.60	16.01	6.08	8.78	12.20	10/01/1982
Domestic Equity Index*	-0.52	6.17	16.82	22.76	15.66	6.33	8.43	N/A	
Fixed Income Composite	-0.39	3.64	4.53	4.75	5.87	4.75	4.83	8.05	10/01/1982
Barclays U.S. Aggregate	0.17	4.10	3.96	2.43	4.12	4.95	4.62	7.92	
International Equity Composite	-5.05	0.91	6.75	14.77	8.40	1.01	6.90	5.17	01/01/1990
MSCI EAFE (Net)	-5.88	-1.38	4.25	13.65	6.56	-0.20	6.32	4.51	
Real Estate Composite	3.71	13.21	15.66	16.16	15.11	2.63	4.77	10.07	07/01/1996
NCREIF Property Index	2.63	8.51	11.26	11.09	10.99	4.72	8.55	9.69	

Gross of Fees.

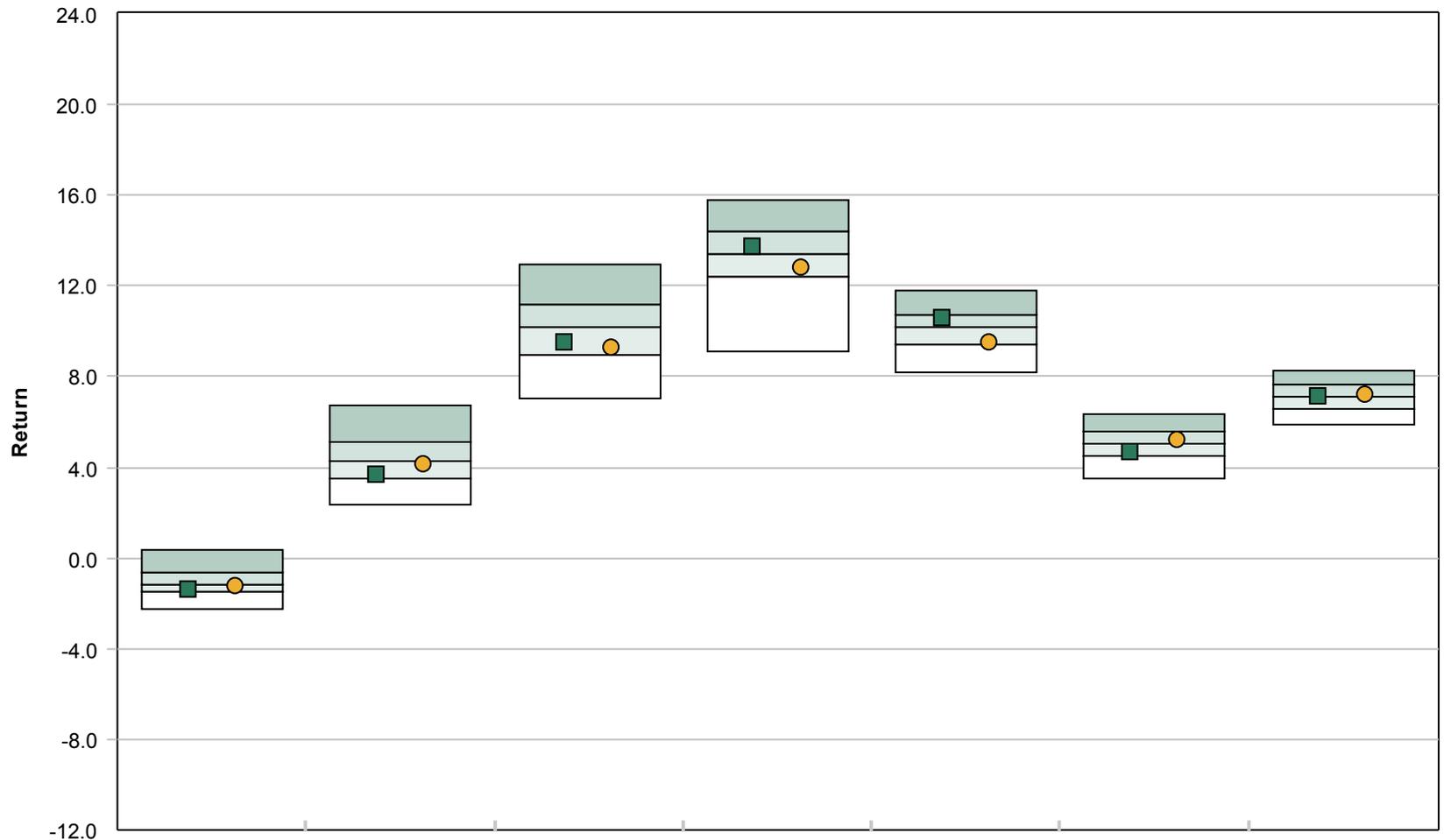
*Domestic Equity Index is comprised of 76% S&P 500 Index, 12% S&P 400 Index, & 12% Russell 2000 Index.

As of September 30, 2014

	Performance (%)									
	2013	2012	2011	2010	2009	2008	2007	2006	2005	2004
Total Fund Composite	17.24	13.38	0.41	13.62	22.11	-28.97	8.29	13.54	8.25	11.85
Policy Index	15.17	12.76	1.00	12.11	19.76	-22.15	8.69	12.80	6.96	10.48
In House Cash	0.11	0.20	0.54	0.36	0.34	2.85	5.26	4.90	3.42	1.08
90 Day U.S. Treasury Bill	0.05	0.08	0.08	0.13	0.17	2.10	4.91	4.76	2.88	1.14
Domestic Equity Composite	35.07	16.03	0.46	17.87	N/A	N/A	N/A	N/A	N/A	N/A
Domestic Equity Index	33.31	16.30	0.92	17.81	27.93	-36.47	4.94	15.49	5.80	12.47
Fixed Income Composite	-0.13	7.88	6.40	8.51	N/A	N/A	N/A	N/A	N/A	N/A
Barclays U.S. Aggregate	-2.02	4.21	7.84	6.54	5.93	5.24	6.97	4.34	2.43	4.34
International Equity Composite	20.03	19.69	-13.18	13.25	N/A	N/A	N/A	N/A	N/A	N/A
MSCI EAFE (Net)	22.78	17.32	-12.14	7.75	31.78	-43.38	11.17	26.34	13.54	20.25
Real Estate Composite	10.07	13.13	13.55	22.98	N/A	N/A	N/A	N/A	N/A	N/A
NCREIF Property Index	10.98	10.54	14.26	13.11	-16.85	-6.46	15.85	16.60	20.06	14.48

Net of Fees.

*Domestic Equity Index is comprised of 76% S&P 500 Index, 12% S&P 400 Index, & 12% Russell 2000 Index.



	1 Qtr	YTD	1 Yr	3 Yrs	5 Yrs	7 Yrs	10 Yrs
■ Total Fund Composite	-1.39 (68)	3.68 (72)	9.49 (66)	13.72 (43)	10.60 (31)	4.65 (68)	7.09 (51)
● Policy Index	-1.25 (58)	4.13 (58)	9.24 (70)	12.77 (68)	9.50 (73)	5.23 (41)	7.19 (45)
5th Percentile	0.34	6.74	12.96	15.81	11.76	6.31	8.23
1st Quartile	-0.67	5.09	11.20	14.39	10.73	5.59	7.65
Median	-1.14	4.29	10.17	13.39	10.20	5.06	7.09
3rd Quartile	-1.50	3.52	8.98	12.39	9.39	4.54	6.56
95th Percentile	-2.23	2.34	7.05	9.11	8.21	3.50	5.86

Parentheses contain percentile rankings.
Calculation based on quarterly periodicity.