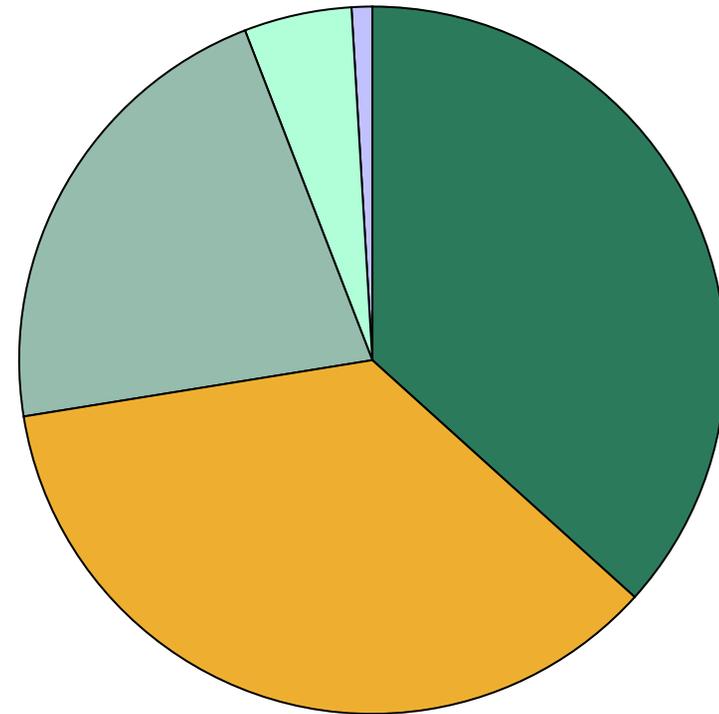
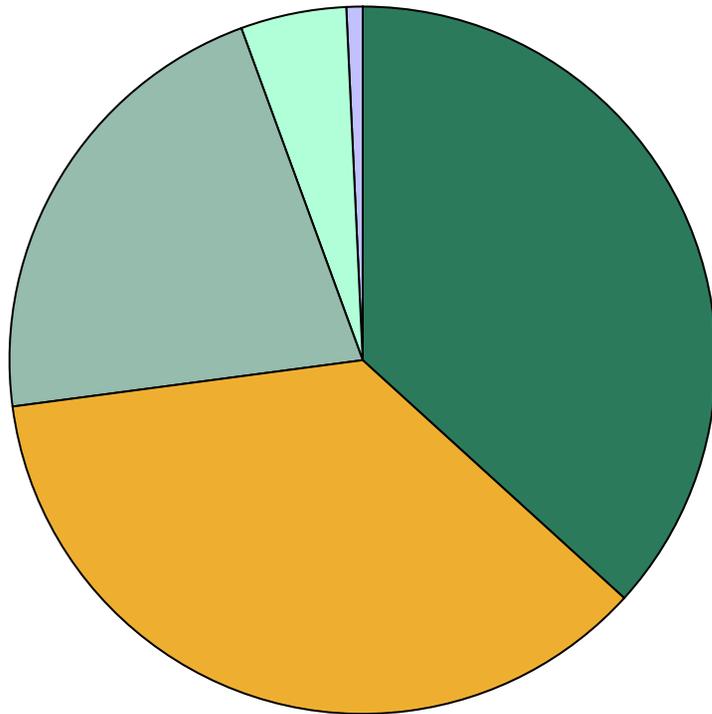


March 31, 2014 : \$2,210,842,533

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

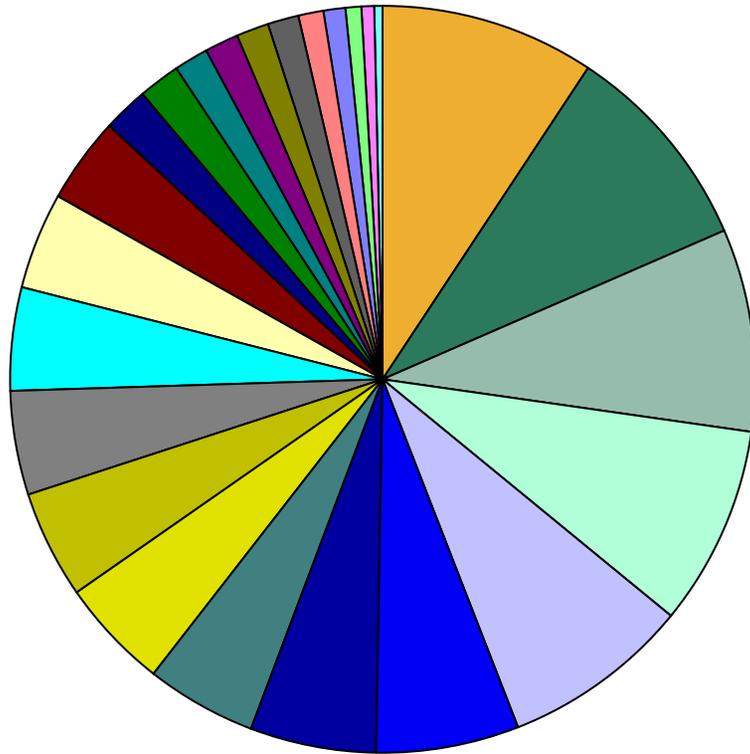


	Market Value (\$)	Allocation (%)
Domestic Equity Composite	812,305,358	36.74
Fixed Income Composite	799,506,647	36.16
International Equity Composite	475,462,741	21.51
Real Estate Composite	107,039,816	4.84
In House Cash	16,527,972	0.75

	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

As of June 30, 2014

June 30, 2014 : \$2,236,170,803



	Market Value (\$)	Allocation (%)
Prudential Core Conserv Bond	208,031,886	9.30
Mackay Shields	205,141,816	9.17
PIMCO	196,136,219	8.77
Smith Graham	193,733,390	8.66
Rhumblin S&P 500	182,653,222	8.17
1607 Capital Partners	138,571,589	6.20
Marathon Asset Mgmt	122,319,095	5.47
Winslow Capital Management	107,302,374	4.80
NTGI S&P 400	107,084,911	4.79
Navellier and Associates Inc.	104,525,523	4.67
Acadian EM Equity II	100,558,982	4.50
Herndon Capital Management	99,870,281	4.47
Principal Global Investors	93,581,094	4.18
Barrow, Hanley	83,180,245	3.72
SouthernSun	44,021,166	1.97
Paradigm Small Cap	40,522,375	1.81
RREEF Public REITs	33,200,255	1.48
BlackRock Granite Property Fund	32,828,993	1.47
Strategic Global Advisors	31,526,210	1.41
Platte River	30,074,010	1.34
Nicholas Investment Partners	24,300,418	1.09
In House Cash	21,275,205	0.95
Long Wharf Real Estate Partners	15,349,923	0.69
RREEF REIT II	12,227,196	0.55
Cornerstone RE Fund VII, LP	8,154,426	0.36
Long Wharf Real Estate Partners IV, L.P.	-	0.00

**City of Memphis**  
*Asset Allocation Comparison*

Portfolio Value 6/30/14

\$2,244,990,971

<u>Target Allocations</u>		<u>Current Managers &amp; Allocations</u>		<u>Difference</u>	<u>Range</u>		
<b>Equity</b>		(000)		(000)			
Large Cap Equity	26.00%	\$583,698	Barrow, Hanley (large cap value)	3.71%	\$83,180	<b>1.06%</b>	<b>21%-31%</b>
			Herdon Capital (large cap value)	4.45%	\$99,870		
			Navellier and Associates (large cap growth)	4.66%	\$104,526		
			Winslow (large cap growth)	4.78%	\$107,302		
			Rhumbline S&P 500 (large cap core)	8.14%	\$182,653		
			Platte River (all cap core)*	1.34%	\$30,074		
Mid Cap Equity	4.00%	\$89,800	Northern Trust (mid cap core)	4.77%	\$107,085	<b>0.77%</b>	<b>0%-9%</b>
Small Cap Equity	4.00%	\$89,800	SouthernSun (small cap value)	1.96%	\$44,021	<b>0.85%</b>	<b>0%-9%</b>
			Paradigm (small cap growth)	1.81%	\$40,522		
			Nicholas (small cap growth)*	1.08%	\$24,300		
<b>Domestic Equity</b>	<b>34.00%</b>	<b>\$763,297</b>	<b>Domestic Equity</b>	<b>36.68%</b>	<b>\$823,535</b>	<b>2.68%</b>	<b>24%-44%</b>
Developed International	17.00%	\$381,648	1607 Capital Partners	6.17%	\$138,572	<b>0.19%</b>	<b>12%-22%</b>
			Principal Global Investors	4.17%	\$93,581		
			Marathon Asset Mgmt	5.45%	\$122,319		
			Strategic Global Advisors*	1.40%	\$31,526		
Emerging Markets	5.00%	\$112,250	Acadian	4.48%	\$100,559	<b>-0.52%</b>	<b>0%-10%</b>
<b>International</b>	<b>22.00%</b>	<b>\$493,898</b>	<b>International</b>	<b>21.67%</b>	<b>\$486,557</b>	<b>-0.33%</b>	<b>17%-27%</b>
<b>Equity Total</b>	<b>56.00%</b>	<b>\$1,257,195</b>	<b>Equity Total</b>	<b>58.36%</b>	<b>\$1,310,091</b>	<b>2.36%</b>	
<b>Fixed Income</b>							
Core Fixed Income	29.00%	\$651,047	PIMCO	8.74%	\$196,136	<b>-2.37%</b>	<b>24%-34%</b>
			Prudential Core Conserv Bond	9.27%	\$208,032		
			Smith Graham	8.63%	\$193,733		
High Yield	10.00%	\$224,499	Mackay Shields	9.14%	\$205,142	<b>-0.86%</b>	<b>5%-15%</b>
<b>Fixed Income Total</b>	<b>39.00%</b>	<b>\$875,546</b>	<b>Fixed Income Total</b>	<b>35.77%</b>	<b>\$803,043</b>	<b>-3.23%</b>	<b>34%-44%</b>
<b>Real Estate</b>							
Core/Value Add/REITs	5.00%	\$112,250	BlackRock Granite Property Fund	1.46%	\$32,829		
			RREEF REIT II	0.54%	\$12,227		
			Long Wharf Real Estate Partners	0.68%	\$15,350		(Total Commitment \$35M, Total Drawn \$31.2M, Total Distributed \$20.4M)
			Long Wharf Real Estate Partners IV	0.39%	\$8,820		(Total Commitment \$20M, Total Drawn \$8.5M, Total Distributed \$442K)
			Cornerstone (Value as of 12/31/13)	0.36%	\$8,154		(Total Commitment \$10M, Total Drawn \$7.9M, Total Distributed \$2.0M)
			RREEF Public REITs	1.48%	\$33,200		
<b>Real Estate Total</b>	<b>5.00%</b>	<b>\$112,250</b>	<b>Real Estate Total</b>	<b>4.93%</b>	<b>\$110,581</b>	<b>-0.07%</b>	<b>0%-5%</b>
Internal Account	0.00%	\$0	Internal Account	0.95%	\$21,275		
<b>Cash</b>	<b>0.00%</b>	<b>\$0</b>	<b>Cash</b>	<b>0.95%</b>	<b>\$21,275</b>	<b>0.95%</b>	<b>0%-2%</b>
<b>Total</b>	<b>100%</b>	<b>\$2,244,991</b>	<b>Total</b>	<b>100%</b>	<b>\$2,244,991</b>		

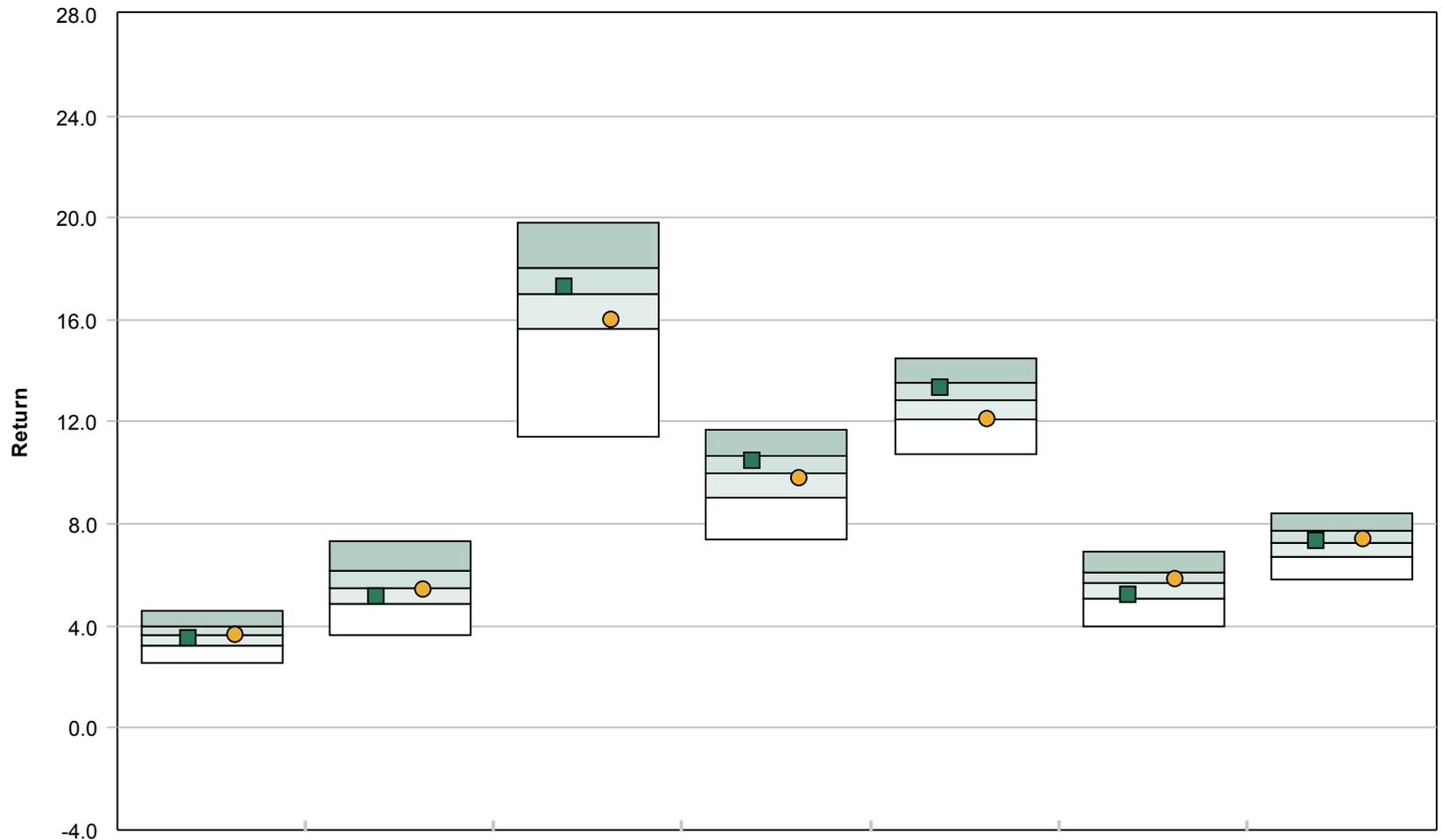
\*Emerging Managers

As of June 30, 2014

	Allocation		Performance (%)						
	Market Value (\$000)	%	1 Quarter	Year To Date	1 Year	3 Years	5 Years	Since Inception	Inception Date
<b>Total Fund Composite</b>	<b>2,244,991</b>	<b>100.00</b>	<b>3.47</b>	<b>5.14</b>	<b>17.32</b>	<b>10.46</b>	<b>13.33</b>	<b>10.02</b>	<b>10/01/1982</b>
Policy Index			3.65	5.44	16.01	9.80	12.09	10.53	10/01/1982
<b>Domestic Equity Composite</b>	<b>823,535</b>	<b>36.68</b>	<b>3.91</b>	<b>5.53</b>	<b>25.26</b>	<b>15.96</b>	<b>19.62</b>	<b>12.33</b>	<b>10/01/1982</b>
<b>Fixed Income Composite</b>	<b>803,043</b>	<b>35.77</b>	<b>2.05</b>	<b>4.04</b>	<b>6.07</b>	<b>5.25</b>	<b>7.64</b>	<b>8.13</b>	<b>10/01/1982</b>
<b>Real Estate Composite</b>	<b>110,581</b>	<b>4.93</b>	<b>4.46</b>	<b>9.16</b>	<b>14.13</b>	<b>13.14</b>	<b>13.97</b>	<b>9.99</b>	<b>07/01/1996</b>
<b>International Equity Composite</b>	<b>486,557</b>	<b>21.67</b>	<b>5.13</b>	<b>6.27</b>	<b>24.06</b>	<b>9.18</b>	<b>13.11</b>	<b>5.45</b>	<b>01/01/1990</b>
In House Cash	21,275	0.95	0.01	0.04	0.11	0.21	0.28	4.67	10/01/1982

As of June 30, 2014

	Allocation		Performance (%)						
	Market Value (\$000)	%	2013	2012	2011	2010	2009	2008	2007
<b>Total Fund Composite</b>	<b>2,244,991</b>	<b>100.00</b>	<b>17.72</b>	<b>13.75</b>	<b>0.72</b>	<b>14.05</b>	<b>22.23</b>	<b>-28.95</b>	<b>8.34</b>
Policy Index			15.17	12.76	1.00	12.11	19.76	-22.15	8.69
<b>Domestic Equity Composite</b>	<b>823,535</b>	<b>36.68</b>	<b>35.55</b>	<b>16.30</b>	<b>0.65</b>	<b>18.23</b>	<b>28.67</b>	<b>-38.44</b>	<b>7.64</b>
<b>Fixed Income Composite</b>	<b>803,043</b>	<b>35.77</b>	<b>0.13</b>	<b>8.15</b>	<b>6.69</b>	<b>8.81</b>	<b>18.96</b>	<b>-12.34</b>	<b>5.92</b>
<b>Real Estate Composite</b>	<b>110,581</b>	<b>4.93</b>	<b>11.18</b>	<b>14.11</b>	<b>14.59</b>	<b>24.35</b>	<b>-25.03</b>	<b>-18.10</b>	<b>0.29</b>
<b>International Equity Composite</b>	<b>486,557</b>	<b>21.67</b>	<b>20.79</b>	<b>20.28</b>	<b>-12.77</b>	<b>13.91</b>	<b>36.19</b>	<b>-44.94</b>	<b>14.29</b>
In House Cash	21,275	0.95	0.11	0.20	0.54	0.36	0.34	2.85	5.26



	1 Qtr	YTD	1 Yr	3 Yrs	5 Yrs	7 Yrs	10 Yrs
■ Total Fund Composite	3.47 (63)	5.14 (65)	17.32 (41)	10.46 (34)	13.33 (31)	5.24 (69)	7.33 (48)
● Policy Index	3.65 (48)	5.44 (51)	16.01 (70)	9.80 (55)	12.09 (75)	5.83 (41)	7.42 (41)
5th Percentile	4.63	7.34	19.81	11.72	14.47	6.89	8.43
1st Quartile	4.00	6.17	18.04	10.68	13.51	6.10	7.74
Median	3.63	5.46	17.02	10.01	12.86	5.67	7.26
3rd Quartile	3.27	4.85	15.65	9.01	12.07	5.08	6.72
95th Percentile	2.56	3.64	11.44	7.40	10.71	3.96	5.85

Parentheses contain percentile rankings.  
Calculation based on quarterly periodicity.