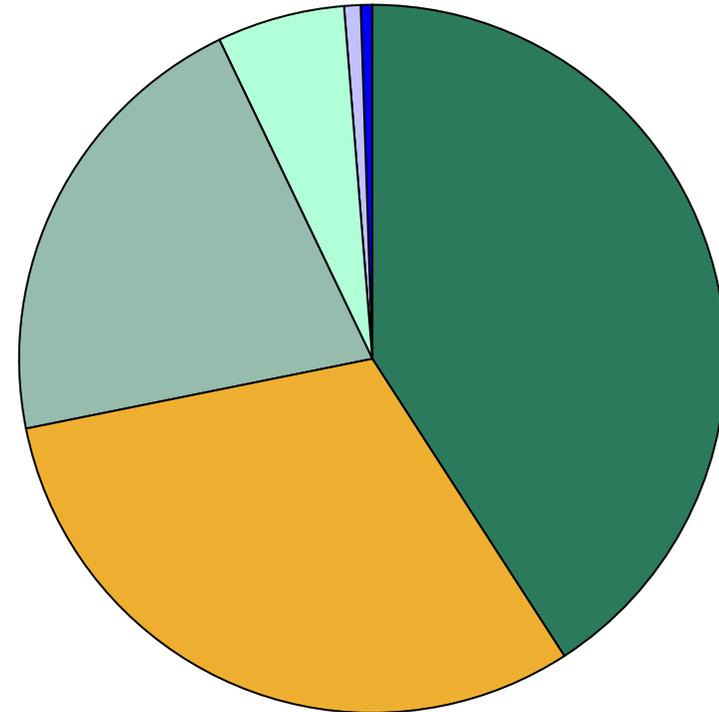
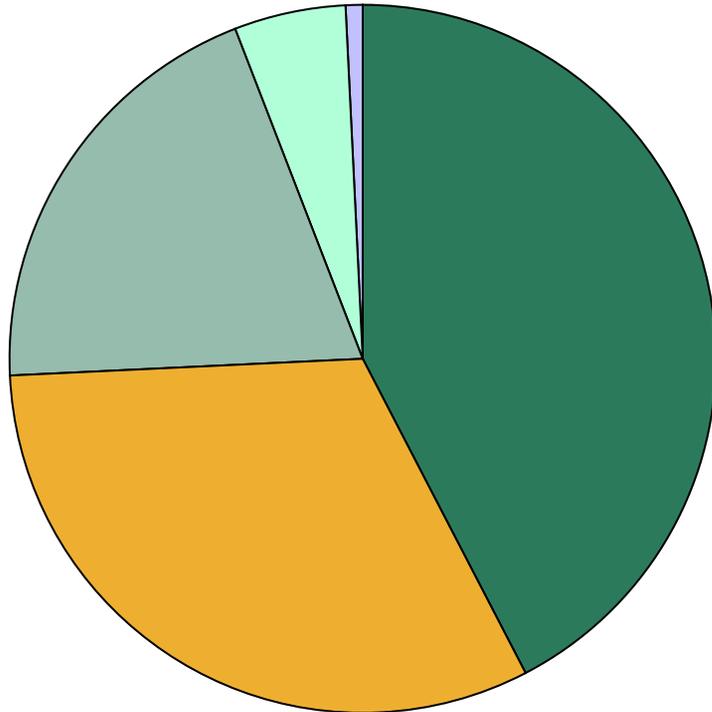


September 30, 2015 : \$2,063,737,451

December 31, 2015 : \$2,075,613,540

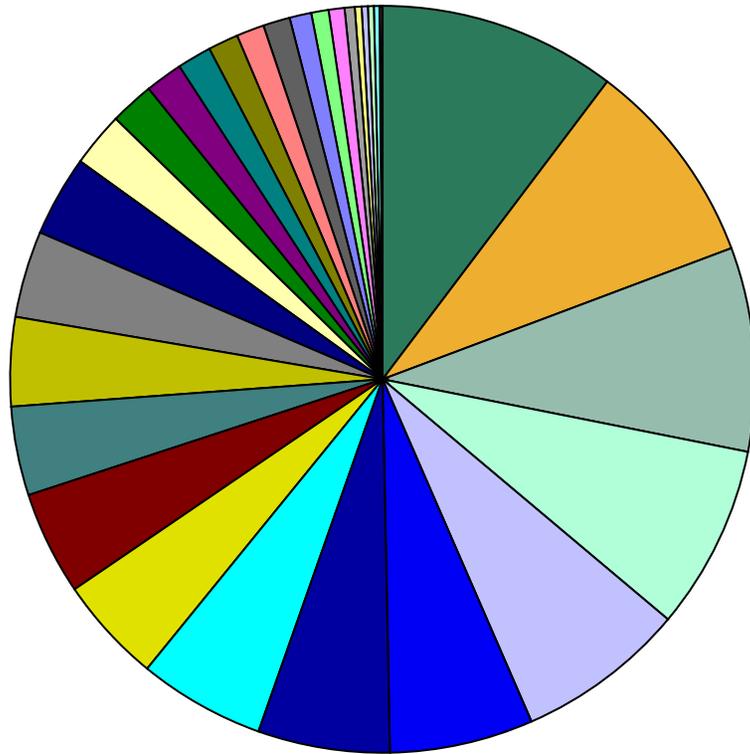


	Market Value (\$)	Allocation (%)
Fixed Income Composite	874,571,673	42.38
Domestic Equity Composite	657,767,406	31.87
International Equity Composite	409,878,154	19.86
Real Estate Composite	105,445,629	5.11
In House Cash	16,074,589	0.78
Private Equity Composite	-	0.00

	Market Value (\$)	Allocation (%)
Fixed Income Composite	848,053,906	40.86
Domestic Equity Composite	643,053,395	30.98
International Equity Composite	436,521,813	21.03
Real Estate Composite	121,290,708	5.84
In House Cash	15,618,201	0.75
Private Equity Composite	11,075,518	0.53

As of December 31, 2015

December 31, 2015 : \$2,075,613,540



	Market Value (\$)	Allocation (%)
Brandywine	213,972,626	10.31
Mackay Shields	186,368,294	8.98
Rhumblin S&P 500	183,215,651	8.83
Prudential Core Conserv Bond	165,937,592	7.99
Smith Graham	152,396,019	7.34
PIMCO	129,379,374	6.23
Marathon Asset Mgmt	118,762,580	5.72
1607 Capital Partners	113,849,048	5.49
Winslow Capital Management	95,483,183	4.60
Acadian EM Equity II	93,177,867	4.49
Principal Global Investors	79,963,271	3.85
Navellier and Associates Inc.	79,816,233	3.85
Herndon Capital Management	77,793,907	3.75
Barrow, Hanley	72,597,815	3.50
NTGI S&P 400	49,006,403	2.36
BlackRock Granite Property Fund	39,539,121	1.90
Paradigm Small Cap	33,672,549	1.62
Strategic Global Advisors	30,769,047	1.48
SouthernSun	27,291,180	1.31
RREEF Public REITs	24,999,607	1.20
Nicholas Investment Partners	24,176,475	1.16
Long Wharf Real Estate Partners IV, L.P.	19,659,492	0.95
In House Cash	15,618,201	0.75
RREEF REIT II	14,250,122	0.69
Pantheon Global Secondary Fund V	9,111,554	0.44
Long Wharf Real Estate Partners	6,083,521	0.29
Cornerstone Real Estate Fund X	5,636,624	0.27
Gerding Edlen Green Cities III, L.P.	5,213,382	0.25
Cornerstone RE Fund VIII, LP	5,103,669	0.25
SSM Partners Fund V	1,963,964	0.09
Long Wharf RE Partners V, L.P.	805,170	0.04

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

Portfolio Value 12/31/15  
\$2,075,613,540

<u>Target Allocations</u>		<u>Current Managers &amp; Allocations</u>		<u>Difference</u>	<u>Range</u>		
<b>Equity</b>							
Large Cap Equity	15.00%	\$311,342	Barrow, Hanley (large cap value) Hendon Capital (large cap value) Navellier and Associates (large cap growth) Winslow (large cap growth) Rhumble S&P 500 (large cap core)	3.50% 3.75% 3.85% 4.60% 8.83%	\$72,598 \$77,794 \$79,816 \$95,483 \$183,216	9.52%	11%-21%
Mid/SMID Cap Equity	3.50%	\$72,646	Northern Trust (mid cap core) <i>Capital Prospects SMID Cap*</i>	2.36%	\$49,006	-1.14%	0%-6%
Small Cap Equity	3.50%	\$72,646	SouthernSun (small cap value) Paradigm (small cap growth) Nicholas (small cap growth)	1.31% 1.62% 1.16%	\$27,291 \$33,673 \$24,176	0.60%	0%-6%
<b>Domestic Equity</b>	<b>22.00%</b>	<b>\$456,635</b>	<b>Domestic Equity</b>	<b>30.98%</b>	<b>\$643,053</b>	<b>8.98%</b>	<b>14%-30%</b>
Developed International	22.00%	\$456,635	1607 Capital Partners Principal Global Investors Marathon Asset Mgmt Strategic Global Advisors	5.49% 3.85% 5.72% 1.48%	\$113,849 \$79,963 \$118,763 \$30,769	-5.46%	17%-27%
Emerging Markets	10.00%	\$207,561	Acadian <i>Manager Search TBD (~5%)</i>	4.49%	\$93,178	-5.51%	5%-15%
<b>International</b>	<b>32.00%</b>	<b>\$664,196</b>	<b>International</b>	<b>21.03%</b>	<b>\$436,522</b>	<b>-10.97%</b>	<b>24%-40%</b>
<b>Equity Total</b>	<b>54.00%</b>	<b>\$1,120,831</b>	<b>Equity Total</b>	<b>52.01%</b>	<b>\$1,079,575</b>	<b>-1.99%</b>	
<b>Fixed Income</b>							
Core Fixed Income	12.00%	\$249,074	PIMCO Prudential Core Conserv Bond Smith Graham	6.23% 7.99% 7.34%	\$129,379 \$165,938 \$152,396	9.57%	7%-17%
Global Fixed Income	10.00%	\$207,561	Brandywine	10.31%	\$213,973	0.31%	3%-13%
Global High Yield	6.00%	\$124,537	Mackay Shields	8.98%	\$186,368	2.98%	3%-13%
<b>Fixed Income Total</b>	<b>28.00%</b>	<b>\$581,172</b>	<b>Fixed Income Total</b>	<b>40.86%</b>	<b>\$848,054</b>	<b>12.86%</b>	<b>20%-36%</b>
<b>Real Estate</b>							
Core/Value Add/REITs	10.00%	\$207,561	BlackRock Granite Property Fund RREEF REIT II  Long Wharf Real Estate Partners Long Wharf Real Estate Partners IV Cornerstone Real Estate Fund VIII Cornerstone Real Estate Fund X Gerding Edlen Green Cities III Long Wharf Real Estate Partners Fund V <i>TA Realty Fund XI</i>  RREEF Public REITs	1.90% 0.69%  0.29% 0.95% 0.25% 0.27% 0.25% 0.04%	\$39,539 \$14,250  \$6,084 \$19,659 \$5,104 \$5,637 \$5,213 \$805	(Total Commitment \$35M, Total Drawn \$33.5M, Total Distributed \$37.9M) (Total Commitment \$20M, Total Drawn \$21.6M, Total Distributed \$6.1M) (Total Commitment \$10M, Total Drawn \$10.8M, Total Distributed \$8.9M) (Total Commitment \$10M, Total Drawn \$5.6M, Total Distributed \$0) (Total Commitment \$20M, Total Drawn \$5.5M, Total Distributed \$0) (Total Commitment \$20M, Total Drawn \$1.1M, Total Distributed \$0) (Total Commitment \$20M)	
<b>Real Estate Total</b>	<b>10.00%</b>	<b>\$207,561</b>	<b>Real Estate Total</b>	<b>5.84%</b>	<b>\$121,291</b>	<b>-4.16%</b>	<b>5%-10%</b>
<b>Private Equity</b>							
Secondary	2.00%		Pantheon Global Secondary Fund V SSM Partners V*	0.44% 0.09%	\$9,112 \$1,964	(Total Commitment \$50M, Total Drawn \$9.1M, Total Distributed \$0) (Total Commitment \$10M, Total Drawn \$1.9, Total Distributed \$0)	
Diversified FoF	2.00%		<i>Neuberger Berman Crossroads XXI</i>			(Total Commitment ~\$50M)	
<b>Private Equity Total</b>	<b>4.00%</b>	<b>\$83,025</b>		<b>0.53%</b>	<b>\$11,076</b>	<b>-3.47%</b>	<b>2%-6%</b>
<b>Hedge Fund of Funds</b>							
<b>Hedge Fund of Funds Total</b>	<b>4.00%</b>	<b>\$83,025</b>	<i>Aetos (~\$40M)</i> <i>Grovesnor (~\$40M)</i>		<b>\$0</b>	<b>-4.00%</b>	<b>2%-6%</b>
Internal Account	0.00%	\$0	Internal Account	0.75%	\$15,618		
<b>Cash</b>	<b>0.00%</b>	<b>\$0</b>	<b>Cash</b>	<b>0.75%</b>	<b>\$15,618</b>	<b>0.75%</b>	<b>0%-2%</b>
<b>Total</b>	<b>100%</b>	<b>\$2,075,614</b>	<b>Total</b>	<b>100%</b>	<b>\$2,075,614</b>		

\*Emerging Managers

As of December 31, 2015

	Performance (%)								
	1 Quarter	Year To Date	1 Year	3 Years	5 Years	7 Years	10 Years	Since Inception	Inception Date
<b>Total Fund Composite</b>	<b>2.28</b>	<b>0.19</b>	<b>0.19</b>	<b>7.56</b>	<b>7.35</b>	<b>10.31</b>	<b>5.68</b>	<b>9.56</b>	<b>10/01/1982</b>
Policy Index	2.74	-0.18	-0.18	6.77	6.71	9.25	5.89	10.03	
<b>In House Cash</b>	<b>0.00</b>	<b>0.18</b>	<b>0.18</b>	<b>0.13</b>	<b>0.23</b>	<b>0.26</b>	<b>1.47</b>	<b>4.46</b>	<b>10/01/1982</b>
90 Day U.S. Treasury Bill	0.00	0.03	0.03	0.04	0.06	0.08	1.22	4.17	
<b>Domestic Equity Composite</b>	<b>4.67</b>	<b>-1.26</b>	<b>-1.26</b>	<b>13.35</b>	<b>11.26</b>	<b>14.58</b>	<b>7.22</b>	<b>11.80</b>	<b>10/01/1982</b>
Domestic Equity Index*	6.10	0.29	0.29	14.47	11.98	14.96	7.41	N/A	
<b>Fixed Income Composite</b>	<b>-0.72</b>	<b>-0.23</b>	<b>-0.23</b>	<b>1.51</b>	<b>3.83</b>	<b>6.58</b>	<b>4.35</b>	<b>7.76</b>	<b>10/01/1982</b>
Barclays U.S. Aggregate	-0.57	0.55	0.55	1.44	3.25	4.09	4.52	7.69	
<b>International Equity Composite</b>	<b>4.50</b>	<b>-0.50</b>	<b>-0.50</b>	<b>5.94</b>	<b>4.52</b>	<b>9.89</b>	<b>4.04</b>	<b>4.82</b>	<b>01/01/1990</b>
MSCI EAFE (Net)	4.71	-0.81	-0.81	5.01	3.60	7.83	3.03	4.11	
<b>Real Estate Composite</b>	<b>3.65</b>	<b>15.26</b>	<b>15.26</b>	<b>15.64</b>	<b>15.12</b>	<b>9.48</b>	<b>7.07</b>	<b>10.56</b>	<b>07/01/1996</b>
NCREIF Property Index	2.91	13.33	13.33	12.04	12.18	7.61	7.76	9.91	
<b>Private Equity Composite</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>01/01/2016</b>

Gross of Fees.

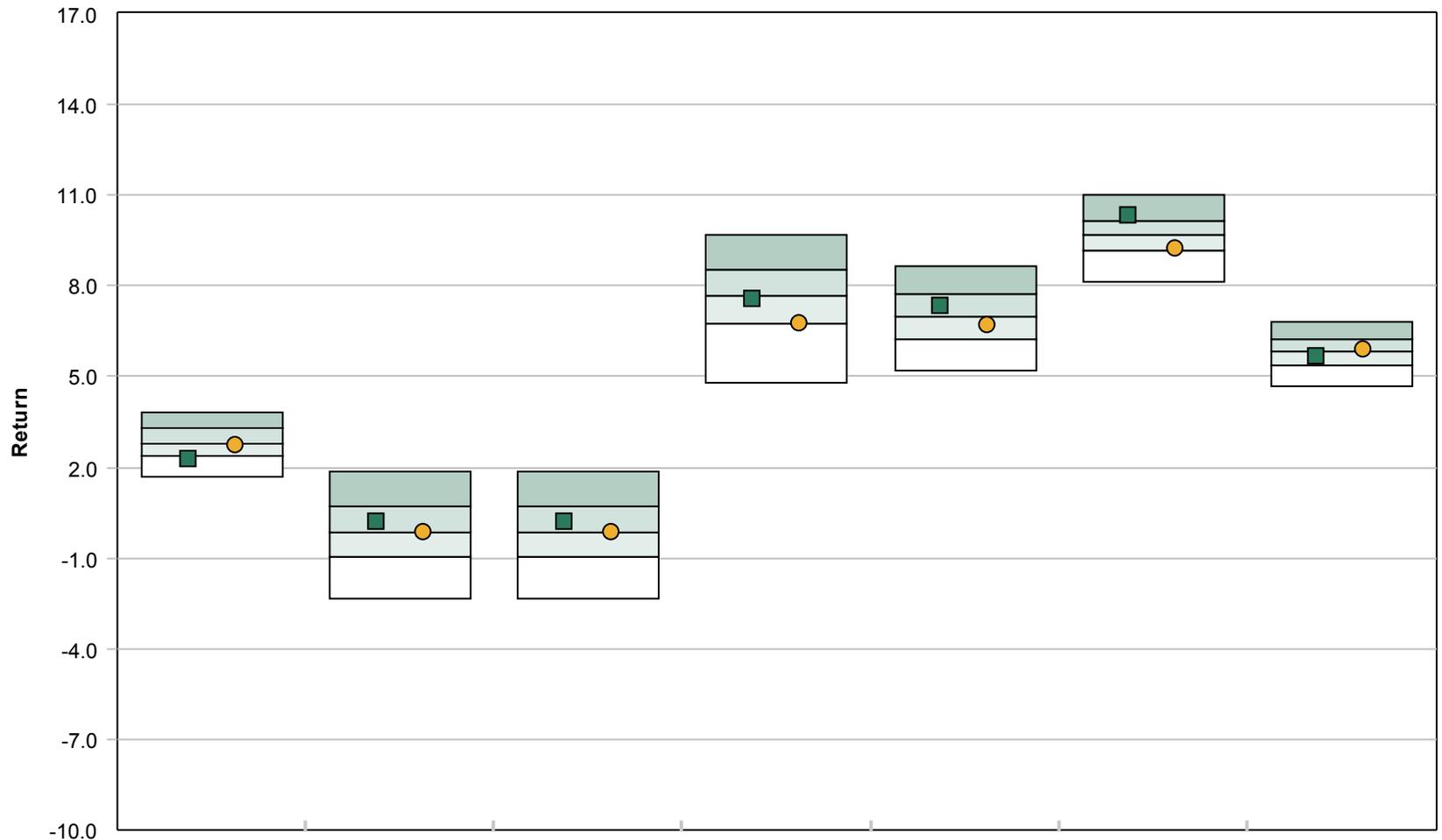
\*Domestic Equity Index is comprised of 76% S&amp;P 500 Index, 12% S&amp;P 400 Index, &amp; 12% Russell 2000 Index.

As of December 31, 2015

	Performance (%)									
	2014	2013	2012	2011	2010	2009	2008	2007	2006	2005
<b>Total Fund Composite</b>	<b>5.50</b>	<b>17.71</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>	<b>13.62</b>	<b>8.45</b>
Policy Index	5.86	15.19	12.79	0.77	12.11	19.76	-22.15	8.69	12.80	6.96
In House Cash	0.11	0.11	0.20	0.54	0.36	0.34	2.85	5.26	4.90	3.42
90 Day U.S. Treasury Bill	0.04	0.05	0.08	0.08	0.13	0.17	2.10	4.91	4.76	2.88
<b>Domestic Equity Composite</b>	<b>8.80</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>16.84</b>	<b>7.57</b>
Domestic Equity Index*	12.20	33.31	16.30	0.92	17.81	27.93	-36.47	4.94	15.49	5.80
<b>Fixed Income Composite</b>	<b>4.70</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>5.55</b>	<b>3.59</b>
Barclays U.S. Aggregate	5.97	-2.02	4.21	7.84	6.54	5.93	5.24	6.97	4.34	2.43
<b>International Equity Composite</b>	<b>-1.08</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>	<b>22.04</b>	<b>10.28</b>
MSCI EAFE (Net)	-4.90	22.78	17.32	-12.14	7.75	31.78	-43.38	11.17	26.34	13.54
<b>Real Estate Composite</b>	<b>21.02</b>	<b>10.88</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>27.85</b>	<b>-5.11</b>
NCREIF Property Index	11.82	10.98	10.54	14.26	13.11	-16.85	-6.46	15.85	16.60	20.06
<b>Private Equity Composite</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>

Gross of Fees.

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



	1 Qtr	YTD	1 Yr	3 Yrs	5 Yrs	7 Yrs	10 Yrs
■ Total Fund Composite	2.28 (81)	0.19 (39)	0.19 (39)	7.56 (57)	7.35 (36)	10.31 (21)	5.68 (58)
● Policy Index	2.74 (53)	-0.18 (52)	-0.18 (52)	6.77 (75)	6.71 (62)	9.25 (73)	5.89 (43)
5th Percentile	3.81	1.84	1.84	9.68	8.64	11.04	6.80
1st Quartile	3.32	0.71	0.71	8.51	7.71	10.13	6.23
Median	2.80	-0.14	-0.14	7.70	7.00	9.68	5.82
3rd Quartile	2.38	-0.95	-0.95	6.75	6.24	9.19	5.38
95th Percentile	1.66	-2.32	-2.32	4.81	5.21	8.14	4.68

Parentheses contain percentile rankings.  
Calculation based on quarterly periodicity.