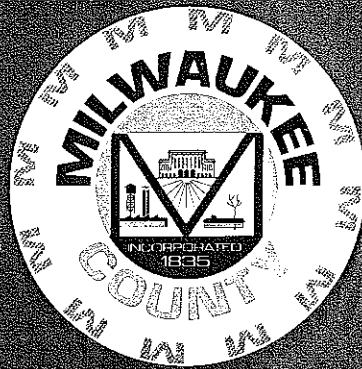


EMPLOYEES' RETIREMENT SYSTEM

of the
County of Milwaukee



2005 Annual Report of the Pension Board as of December 31, 2005

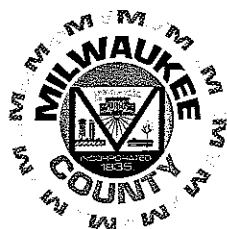
CITIZEN MEMBERS
Walter J. Lanier, Chairman
Linda S. Bedford
Donald Cohen
Michael J. Ostermeyer
Thomas A. Weber

RETIREE MEMBER
Marilyn B. Mayr

EMPLOYEE MEMBERS
John G. Martin
Dean A. Roepke
John E. Parish

SECRETARY/MANAGER, ERS
Jack L. Hohrein

901 North 9th Street, Room 210-C
Milwaukee, Wisconsin 53233
Telephone: 278-4207



EMPLOYEE'S RETIREMENT SYSTEM

Milwaukee County

August 16, 2006

PENSION BOARD

Walter J. Lanier
Chairman

John G. Martin
Linda S. Bedford
Michael J. Ostermeyer
Marilyn Mayr
John E. Parish
Thomas A. Weber
Dean A. Roepke
Don Cohen

Charles E. McDowell
Director-DHR

Jack L. Hohrein
Secretary/Manager-ERS

Retirement System Members:

We are pleased to present the 2005 Annual Report of your Pension Board. As can be seen, the Retirement System experienced another year with an increase in net assets available for pension benefits as the stock market continued its rebound from the lows reported during the years of 2000 through 2002. Contributions and net investment income exceeded pension benefits and administrative expenses by \$9.7 million. Total assets at the end of the year exceeded \$1.5 billion. For further detailed information regarding the performance of the pension fund, please see the management discussion, financial statements and footnotes that follow.

The description of the Employees' Retirement System, included in this report, highlights major plan provisions. County ordinances, labor agreements, Pension Board rules and the Governmental Accounting Standards Board prevail over the contents of this report. If you have any questions, please call the Retirement System office at 278-4207.

Members considering retirement within the next few years are reminded to watch for announcements from the County for retirement information programs. Please call the Retirement Division at 278-4208 for further information regarding these programs. If you are interested in meeting with a retirement counselor to discuss retirement, please schedule an appointment by calling 278-5127.

Each year, Milwaukee County distributes benefit statements reflecting balances as of the end of the previous year. You should be aware that, in the event you ever worked for Milwaukee County on a part-time basis, the benefit statement that you received might slightly overstate your pension service credit total. If it is overstated the pension service credit will be adjusted at the time of your retirement.

Remember to keep your beneficiary designations current by informing the Retirement System Office of any changes. Retired members should also notify the Retirement System Office in writing of any changes in residence or address so that your checks and year-end 1099R statements are properly mailed.

Sincerely,

The Pension Board

COURTHOUSE, ROOM 210-C • 901 NORTH 9TH STREET • MILWAUKEE, WI 53233 • (414) 278-4207



INDEPENDENT AUDITORS' REPORT ON FINANCIAL STATEMENTS

To the Members of the Pension
Board of the Employees' Retirement
System of the County of Milwaukee:

We have audited the accompanying statements of plan net assets of the Employees' Retirement System of the County of Milwaukee (the "Retirement System") as of December 31, 2005 and 2004, and the related statements of changes in plan net assets for the years then ended. These financial statements are the responsibility of the Retirement System's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the plan net assets of the Retirement System as of December 31, 2005 and 2004, and the changes in its plan net assets for the years then ended in conformity with accounting principles generally accepted in the United States of America.

The management's discussion and analysis on pages 3 and 4 and the schedules of funding progress, employee contributions, and notes to required supplementary information on pages 16 - 17 are not a required part of the basic financial statements but is supplementary information required by accounting principles generally accepted in the United States of America. We have applied certain limited procedures to the 2005 and 2004 information which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

The ten-year historical trend and related information on pages 18 - 19 has not been subjected to the auditing procedures applied in the audit of the basic financial statements, and accordingly, we express no opinion on it.

VIRCHOW, KRAUSE & COMPANY, LLP

Milwaukee, Wisconsin
April 13, 2006

Management's Discussion and Analysis
(In Thousands of Dollars)

Management is pleased to provide this overview and analysis of the financial activities of the Employees' Retirement System of the County of Milwaukee "ERS" or "Retirement System" for the years ended December 31, 2005.

FINANCIAL HIGHLIGHTS

- Plan net assets for ERS increased \$9,665 during the calendar year 2005 compared to an increase of \$56,662 for the calendar year of 2004. The increase was due to the continued improvement in market conditions.
- Cash and short-term investments fluctuate considerably from year to year. The amount for 2005 and 2004 are at the lower end of normal.
- Receivables increased primarily due to the partial payment of the 2004 lump-sum contribution of \$10.0 million in 2004. As in prior years, the lump-sum contribution for 2005 will be paid following the close of the year.
- Other liabilities increased in 2005 versus 2004 due to \$15,807 increase in security lending collateral offset by an \$11,888 decrease in pending purchases of securities at the end of the year.
- The rate of return on total assets, of the Pension Fund net of investment expenses, was 8.3% and 12.9% for the years ended December 31, 2005 and 2004, respectively.
- There was a net investment gain of \$124,391 for the year ended December 31, 2005 versus \$184,521 for the year ended December 31, 2004.
- Benefit payments decreased \$13,061 in 2005 versus 2004 due to a reduction in retirements in 2005. This resulted in a \$25,356 decrease in lump-sum payments. This was offset by a \$12,295 increase in monthly pension benefits.
- Withdrawals decreased \$118 in 2005 due to the death of two active members in 2004 resulting in two large withdrawals.
- As of December 31, 2005 and 2004, the funding ratio (actuarial value of the assets divided by the actuarial accrued liability) for the plan was 76.2% and 79.9% respectively. The funding ratio listed above gives an indication of how well this objective has been met to date. The higher the funding ratio the better the plan is funded. The funding ratio has declined because of investment losses and revisions in the plan benefits.

The Board of Trustees of ERS has the responsibility for the overall performance of the Pension Fund. The Board's principal means to achieve this goal is by (a) determining an asset allocation policy which is expected to provide long-term rate of return sufficient to fund benefits while minimizing the risk of loss through diversification, (b) selecting an appropriate number of investment managers to manage the assets within an asset class and monitoring the performance of such investment managers relative to specified benchmarks, and (c) implementing cost containment measures intended to reduce the investment fees and costs associated with investing the Fund's assets. The Board is the fiduciary of the Fund and is responsible for carrying out the investment functions solely in the interest of the members and benefit recipients.

OVERVIEW OF THE FINANCIAL STATEMENTS

The discussion and analysis is intended to serve as an introduction to the Retirement System's financial statements. The financial section is comprised of four components: (1) financial statements, (2) notes to the financial statements, (3) required supplementary information, and (4) other supplementary schedules.

Financial Statements. There are two financial statements presented for the plan. The Statement of Plan Net Assets as of December 31, 2005 and 2004 indicates the net assets available to pay future benefits and gives a snapshot of the financial assets available for pension benefits at a particular point in time. The Statement of Changes in Net Plan Assets for the year ended December 31, 2005 and 2004 provides a view of the additions and deductions to the plan for the years presented.

Notes to financial statements. The notes provide additional information that is essential for a full understanding of the data provided in the financial statements.

Management's Discussion and Analysis
(In Thousands of Dollars)

Required supplementary information. The required supplementary information consists of a Schedule of Funding Progress and a Schedule of Employer Contributions and related notes concerning the funding status of the plan. These schedules provide historical trend information, which contributes to understanding the changes in the funded status of the plan over time.

Other supplementary schedules. The additional schedules (Ten-Year Historical Trend Information, Net Fund Assets, Actual County Contributions, Active Membership Statistics, Retirements and Survivors) are presented for the purpose of additional analysis.

COMPARATIVE FINANCIAL STATEMENTS

Retirement System's Net Assets	12/31/05	12/31/04	% Change
Assets			
Cash and short-term investments	\$ 8,704	\$ 7,814	11.4%
Securities lending collateral	126,947	111,140	14.2%
Receivables	47,340	39,135	21.0%
Investments, at fair value	1,514,478	1,525,318	(0.7%)
Total Assets	\$1,697,469	\$1,683,407	0.8%
Liabilities			
Security lending obligations	126,947	111,140	14.2%
Other Liabilities	10,745	22,155	(51.5)%
Total Liabilities	137,692	133,295	3.3%
Net assets available for benefits	\$1,559,777	\$1,550,112	.6%
Retirement System's Changes in Net Assets			
	2005	2004	% Change
Additions			
Employer Contributions	\$35,415	\$35,143	0.8%
Member Contributions	360	712	(49.3%)
Investment Income	124,391	184,521	(32.6%)
Total Additions	160,166	220,376	(27.3%)
Deductions			
Benefit Payments	(148,307)	(161,369)	(8.1%)
Administrative expenses	(2,157)	(2,190)	(1.5%)
Withdrawals	(37)	(155)	(76.1%)
Total deductions	(150,501)	(163,714)	(8.1%)
Changes in net assets available for benefits	9,665	56,662	(82.9%)
New assets held in trust for pension benefits:			
Beginning of year	1,550,112	1,493,450	3.8%
End of year	\$1,559,777	\$1,550,112	0.6%

Requests for financial information:

The financial report is designed to provide the Retirement Board, our membership, taxpayers, investment managers and creditors with a general overview of ERS finances and to demonstrate ERS's accountability for the funds under its stewardship. Please address any questions about this report or requests for additional financial information to:

Milwaukee County ERS
901 N. 9th Street Room 210-C
Milwaukee, WI 53233

STATEMENTS OF PLAN NET ASSETS

	<u>December 31,</u> <u>2005</u>	<u>December 31,</u> <u>2004</u>
ASSETS:		
CASH AND CASH EQUIVALENTS	<u>\$ 8,704,242</u>	<u>\$ 7,813,683</u>
RECEIVABLES		
Receivable for foreign exchange contracts	2,983,139	3,135,624
Accrued interest and dividends	6,244,920	6,484,050
Due from sale of investments	1,434,880	2,773,662
County of Milwaukee	35,738,239	25,266,907
Miscellaneous receivables	<u>939,163</u>	<u>1,474,659</u>
TOTAL RECEIVABLES	<u>47,340,341</u>	<u>39,134,902</u>
INVESTMENTS AT FAIR VALUE		
Domestic common and preferred stocks	570,614,993	582,860,033
Corporate bonds	460,757,437	492,912,398
International common and preferred stocks	264,187,426	252,654,565
Federal agency and mortgage-backed certificates	46,207,868	57,105,842
International fixed income	35,200,314	42,389,765
US Government and state obligations	58,112,905	26,517,994
Real estate investment trusts	59,303,759	53,745,674
Venture capital	<u>20,093,802</u>	<u>17,132,189</u>
TOTAL INVESTMENTS	<u>1,514,478,504</u>	<u>1,525,318,460</u>
Securities lending - collateral (See Note 5)	<u>126,947,004</u>	<u>111,140,331</u>
TOTAL ASSETS	<u>1,697,470,091</u>	<u>1,683,407,376</u>
LIABILITIES:		
Securities lending - collateral (See Note 5)	126,947,004	111,140,331
Payable for foreign exchange contracts	3,011,236	3,186,986
Payable for securities purchased	3,762,917	15,651,266
Miscellaneous payables	2,881,038	2,372,431
Payable to OBRA Retirement Plan	<u>1,090,405</u>	<u>943,973</u>
TOTAL LIABILITIES	<u>137,692,600</u>	<u>133,294,987</u>
NET ASSETS HELD IN TRUST FOR PENSION BENEFITS	<u>\$1,559,777,491</u>	<u>\$1,550,112,389</u>
(A schedule of funding progress is presented on page 16)		

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

STATEMENTS OF CHANGES IN PLAN NET ASSETS

	Year Ended December 31, 2005	Year Ended December 31, 2004
ADDITIONS:		
CONTRIBUTIONS		
County of Milwaukee	\$ 35,415,185	\$ 35,143,178
Plan participants	<u>360,283</u>	<u>711,322</u>
	35,775,468	35,854,500
 INVESTMENT INCOME		
Net appreciation in fair value of investments	96,870,929	146,747,299
Interest and dividends	30,461,069	40,888,887
Security lending income	4,139,684	1,621,222
Other income	<u>878,615</u>	<u>706,730</u>
Total investment income	132,350,297	189,964,138
Less: Securities lending rebates and fees	(3,821,549)	(1,330,435)
Investment expense	<u>(4,137,513)</u>	<u>(4,112,409)</u>
Net investment income	<u>124,391,235</u>	<u>184,521,294</u>
 TOTAL ADDITIONS	 160,166,703	 220,375,794
 DEDUCTIONS:		
Benefits paid to retirees and beneficiaries	(148,307,335)	(161,368,700)
Administrative expenses	(2,157,303)	(2,190,542)
Withdrawal of membership accounts	<u>(36,963)</u>	<u>(154,522)</u>
TOTAL DEDUCTIONS	(150,501,601)	(163,713,764)
 NET CHANGE IN PLAN NET ASSETS:	 9,665,102	 56,662,030
 NET ASSETS HELD IN TRUST FOR PENSION BENEFITS:		
Beginning of year	<u>1,550,112,389</u>	<u>1,493,450,359</u>
End of year	<u>\$1,559,777,491</u>	<u>\$1,550,112,389</u>

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

**Notes to The Financial Statements
For the Year Ended December 31, 2005**

(1) Description of Retirement System –

The following brief description of the provisions of the Employees' Retirement System of the County of Milwaukee ("ERS" or the "Retirement System") is provided for financial statement purposes only. Participants should refer to Section 201.24 of the General Ordinances of Milwaukee County and their respective bargaining agreement for more complete information.

The Retirement System is a single-employer plan that was created to encourage qualified personnel to enter and remain in the service of the County of Milwaukee (the "County") by providing for a system of retirement, disability and death benefits to or on behalf of its employees. By the passage of Chapter 201 of the Laws of Wisconsin for 1937, the County was mandated to create the Retirement System as a separate legal entity. It did so by the passage of Section 201.24 of the General Ordinance of Milwaukee County. The authority to manage and control the Retirement System is vested in the Pension Board. The Pension Board consists of nine members – three members appointed by the County Executive (subject to confirmation by the County Board of Supervisors), three employee members elected by the employee participants, two members appointed by the County Board chairperson and one retiree-elected member.

	As of December 31	
	2005	2004
Participants –		
Retiree and beneficiaries currently receiving benefits	7,275	7,229
Vested and terminated employees not yet receiving benefits	1,399	1,430
Current employees	5,056	4,980
Total participants	13,730	13,709

Contributions –

The Retirement System is substantially noncontributory. However, participants meeting certain criteria have the option to contribute to membership accounts. In addition, the County contributes to membership accounts of most employee participants enrolled prior to 1971. Member account balances are as follows:

	As of December 31	
	2005	2004
Membership accounts –		
Participants and County contributed	\$ 4,479,292	\$ 7,458,574
Voluntary savings accounts	943,656	1,002,973

Contributions due from the County to the Retirement System consist of amounts sufficient to fund the annual normal cost and interest on and amortization of the unfunded or overfunded actuarial accrued liability. A substantial portion of the current year's contribution is paid to the Retirement System in the following year.

The County makes contributions to the Retirement System based upon actuarially determined contribution requirements, as well as additional contributions made at the discretion of the County Board. Actuarially determined contribution requirements are set during the County's budget process. The data available for the determination is based upon the prior fiscal year's demographics. The actuarially determined contribution requirements set during the budgeting process may differ from the annual required contribution (ARC) for the current period as a result of changes in the plan provisions implemented subsequent to approval of the County budget. During the year, the Retirement System accrues only those contributions that the County is statutorily required to pay. This consists of those contributions that were included in the County's current year's budget and any additional contributions that may have been committed at the discretion of the County Board. For 2005 and 2004, the County contribution recorded by the Retirement System was \$2,192,755 less than and \$1,894,974 greater than the ARC for 2005 and 2004, respectively.

Benefits –

The normal retirement benefit is a monthly pension for the life of the participant. For deputy sheriff participants with less than 30 years of service, the normal retirement age is 57. For all other participants the normal retirement age is 60, although some labor agreements require a minimum of 5 years creditable service at age 60. Active participants are also eligible to retire when their age added to their years of service equals 75. The County Ordinance and Labor Agreements require an employee to be a member prior to a stated date in order to qualify for the rule of 75. The normal retirement benefit payable to a participant whose membership began prior to January 1, 1982, is equal to 2.5% for deputy sheriffs and elected officials, and 2%

for all other participants, of the participant's three-year final average monthly salary, as defined in the Ordinance and labor agreements, multiplied by the number of years of credited service. The amount of normal retirement benefits payable for a participant whose membership began after January 1, 1982 is as follows: 2.5% for deputy sheriffs, deputy sheriff lieutenants, deputy sheriff ECPs and DA investigators hired before July 1, 1995; 2% for deputy sheriffs, deputy sheriff lieutenants, deputy sheriff ECPs and DA investigators hired after June 30, 1995; 2% for elected officials; 2% for firefighters and non-represented firefighters beginning January 1, 1999; and 1.5% for all other participants, of the participant's five-year final average monthly salary, as defined in the Ordinance and labor agreements, multiplied by the number of years of credited service. Each year after retirement, the amount of monthly benefit is increased by an amount equal to 2% of the benefit paid for the first full month of retirement. The maximum benefit, excluding any post-retirement increases, payable to a participant cannot exceed the sum of 80% of the participant's final average monthly salary.

As of January 1, 2001, certain plan changes became effective, except for represented deputy sheriffs. These changes are noted below:

- The County will pay the accrued sick allowance in full upon retirement for those participants hired prior to January 1, 1994. Previously, a member received both a cash payment from the County and pension service credit for a portion of the accrued sick allowance.
- A bonus of 7.5% per year, up to a maximum of 25%, is added to the Final Average Salary for those employees whose membership in the Employee's Retirement System began before January 1, 1982, or July 1, 1995 for a non-represented Deputy Sheriff.
- All service credit earned after January 1, 2001 will be credited with an additional .5% multiplier for those employees whose membership in the Employee's Retirement System began after December 31, 1981, or June 30, 1995 for a non-represented Deputy Sheriff. Also, for each year of pension service earned after January 1, 2001, eight (8) years of service earned prior to January 1, 2001 shall be credited with an additional .5% multiplier.
- A "back drop" payment option was established that would permit an employee to receive a lump-sum cash payment and a monthly pension benefit upon retirement. The lump-sum cash payment is the total of the monthly pension benefits, adjusted for COLA increases, that a member would be entitled to from a prior date (back drop date) to the date that the member terminates employment plus compounded interest. The back drop date must be at least one year prior to the termination date and the member must have been eligible to retire as of that date. The member will be entitled to a COLA adjusted monthly pension benefit based on the back drop date once the member terminates employment.
- A participant is vested upon attaining 5 years of creditable pension service.

The following changes were made effective as of the stated dates:

- Effective March 15, 2002, the County will pay non-represented employees for the first 400 hours of accrued sick allowance and 16% of any sick allowance in excess of 400 hours. No pension service credit is added for this accrued sick allowance payout.
- Non-represented employees and elected officials hired on or after March 15, 2002 are not eligible to receive the drop back pension benefit. Employees represented by a labor agreement must also be hired prior to the date specified in the labor agreement to be eligible to receive the the drop back benefit.
- Individuals elected after March 15, 2002 are not eligible to receive the additional .5% pension benefit multiplier.
- Effective January 1, 2003, the pension benefit for employees who became members after December 31, 1981 shall be based upon a final average salary equal to the three highest consecutive years of earnings instead of the five highest consecutive years of earnings, except for represented sheriffs.

A participant who meets the requirements for an accidental or ordinary disability benefit is entitled to an amount equal to the normal retirement benefit, but not less than 60% of a participant's final average salary for accidental disability. Fifteen years of credited service is required to apply for ordinary disability.

Most participants are immediately vested upon attaining age 60. A vested participant is eligible for a deferred pension beginning as of the member's normal retirement date.

A participant who is 55 years of age and has 15 years of credited service may elect to receive early reduced retirement benefits. The participant would be entitled to a benefit equal to the normal retirement benefit with a lifetime reduction of 5% for each year prior to the normal retirement date.

Upon the death of an employee participant and usually after one year of service, which varies by labor agreement, a spouse with one dependent child, as defined in the Ordinance, will receive 40% of the deceased participant's salary, reduced by an amount equal to Social Security benefits payable to the spouse.

An additional 10% of salary, reduced by Social Security benefits, is paid for each dependent child. The total benefit, if there are more than five eligible children, generally cannot exceed 90% of the prior salary level. The total benefit includes Social Security benefits. Upon attaining age 60, the spouse will receive 50% of the normal retirement benefit based upon service projected to age 60 of the employee participant. If there is no spouse or child, the death benefit payable to a designated beneficiary is equal to 50% of the deceased participant's final average salary, but not to exceed \$2,000. Deputy sheriffs are covered by special provisions if their death occurs as a result of an accident in actual performance of duty.

A participant who attained eligibility for normal retirement benefit may elect a protective survivorship option of 100% or 50% (discussed below). A surviving spouse will be paid a survivorship pension of 100% without making an election. For a survivorship pension to be paid to a designated beneficiary, other than a surviving spouse, election must be filed in writing on a form prescribed by the Pension Board.

Currently, employee participants may choose between several options when retiring. The available options are:

- Maximum This option is a pension benefit that is payable over the life of the participant and ceases upon the participant's death;
- Membership Account Refund This option is an actuarially reduced pension benefit that ceases upon the death of the participant. This option, however, guarantees that the participant will receive the total balance in his/her Membership Account as of the retirement date. The Membership Account balance is reduced each month by an actuarial determined amount. Any balance remaining upon the participant's death will be paid to the participant's beneficiary. Generally, only participants hired prior to 1971 have a Membership Account and, therefore, are the only employees eligible for this option;
- 25% This option is a reduced pension benefit that is payable over the life of the participant. Upon the participant's death, 25% of the pension benefit is payable over the life of a named beneficiary, if living;
- 50% This option is a reduced pension benefit that is payable over the life of the participant. Upon the participant's death, 50% of the pension benefit is payable over the life of a named beneficiary, if living;
- 75% This option is a reduced pension benefit that is payable over the life of the participant. Upon the participant's death, 75% of the pension benefit is payable over the life of a named beneficiary, if living;
- 100% This option is a reduced pension benefit that is payable over the life of the participant. Upon the participant's death, 100% of the pension benefit is payable over the life of a named beneficiary, if living;
- 10-Year Certain This option is a reduced pension benefit payable over the life of the participant but is guaranteed for a period of 10 years, in the event that the participant should die within 10 years after the retirement date.
- Board Discretion This option is at the discretion of the Pension Board and is the payment of a benefit in a form other than those set forth above provided that payments in such other form shall be the actuarial equivalent of the benefit otherwise payable. An administrative charge is assessed for each calculation performed under this option.

Benefits of \$148.3 million and \$161.4 million were paid in 2005 and 2004, respectively, including periodic pension benefit payments of \$122.6 million and \$110.4 million and dropback lump-sum pension benefit payments of \$25.7 million and \$51.0 million in 2005 and 2004, respectively.

(2) Summary of Significant Accounting Policies:

New Accounting Pronouncements –

In fiscal year 2005, the Retirement System implemented Governmental Accounting Standards Board ("GASB") Statement No. 40, "Deposit and Investment Risk Disclosures" (an amendment of GASB No. 3). GASB 40 modifies and expands disclosure requirements for deposits and investments. In accordance with GASB 40, deposit and investment risk disclosures are required for interest rate risk, credit risk, concentration of credit risk, custodial credit risk and foreign currency risk. The new requirements are effective for fiscal periods beginning after June 15, 2004.

Basis of Accounting –

The accompanying financial statements are prepared using the accrual basis of accounting. Employee and employer contributions are recognized as revenues in the period in which employee services are performed and expenses are recorded when the corresponding liabilities are incurred.

Investments –

Investments, primarily stocks, bonds, certain government loans and mortgage-backed certificates, are stated at quoted fair value. Temporary cash investments are valued at cost, which approximates fair value. Investments in venture capital partnerships are valued at estimated fair value, as provided by the Retirement System's venture capital investment manager. Investment transactions are recorded on the trade date. Realized gains and losses are computed based on the average cost method.

A summary of investments at cost is as follows:

	As of December 31	
	2005	2004
Domestic common and preferred stocks	\$ 484,539,247	\$ 474,813,617
Corporate bonds	437,546,882	463,771,911
International common and preferred stocks	169,004,703	180,421,974
Federal agency and mortgage-backed certificates	47,181,885	56,360,389
International fixed income	30,880,903	34,777,186
US Government	58,856,368	26,631,073
Real estate investment trusts	44,817,722	37,949,837
Venture capital	26,417,074	26,387,224
Cash and cash equivalents	8,715,671	7,747,121
Total investments at cost	\$1,307,960,455	\$1,308,860,332

Valuation of International Securities –

Securities and other assets and liabilities denominated in foreign currencies are translated into U.S. dollar amounts on the date of valuation. Purchases and sales of securities and income items denominated in foreign currencies are translated into U.S. dollar amounts on the respective dates of such transactions.

Expenses –

Administrative expenses incurred by the County related to the Retirement System are payable by the Retirement System to the County. Such expenses totaled \$972,805 and \$1,053,714 in 2005 and 2004, respectively.

Use of Estimates –

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

(3) Income taxes –

The Internal Revenue Service ruled on July 23, 2001, that the Plan was in compliance with Section 401(a) of the Internal Revenue Code (IRC), and, therefore, is a tax-qualified plan. The Retirement System has been subsequently amended. Management believes that the Plan continues to be in compliance with the IRC and maintains its tax-qualified status.

(4) Contributions Required and Contributions Made –

The Retirement System’s funding policy provides for periodic County contributions at actuarially determined rates that, expressed as percentages of annual covered payroll, are sufficient to accumulate sufficient assets to pay benefits when due. Payroll contribution rates are determined using the Aggregate Entry Age Normal method of funding. The Retirement System also uses the level percentage of payroll method to amortize the unfunded liability over a 30 year period in 2005. The significant actuarial assumptions used to compute the contribution requirements are the same as those used to compute the pension benefit obligation.

County contributions totaling \$35,415,185 and \$35,143,178 were recorded in 2005 and 2004, respectively. The 2005 contribution was less than and the 2004 contribution was greater than the total actuarial required contribution using the Aggregate Entry Age Normal method of funding with normal cost computed as a level percentage of pay. See the Schedule of Employer Contributions in the Required Supplementary Information. The County’s contributions to the Retirement System were 15.7% and 16.8% of annual covered payroll for 2005 and 2004, respectively.

The 2005 and 2004 contributions reflected in the accompanying statements were actuarially determined as of January 1, 2004 and 2003. These amounts were included in the County’s 2005 and 2004 budgets. The Retirement System as of December 31, 2005 and 2004 reflected the unpaid portion of the 2005 and 2004 contributions as a contribution receivable.

Significant actuarial assumptions used include (a) a rate of return on the investment of present and future assets of 8.5%, compounded annually in 2005 and 2004, (b) projected salary increases averaging 5.5% per year compounded annually, attributed to inflation, seniority and merit, and (c) post-retirement benefit increases of 2.0% per year for both 2005 and 2004.

(5) Deposit and Investment Risk Disclosure –

As provided by state legislative act and County Ordinance, the Retirement System's Board has exclusive control and management responsibility of the Retirement System's funds and full power to invest the funds. In exercising its fiduciary responsibility, the Board is governed by the "prudent person" rule in establishing investment policy. The "prudent person" rule, requires the exercise of that degree of judgment, skill 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 permanent disposition of their funds, considering the probable income as well as the probable safety of the principal. The Board has adopted a Statement of Investment Policy to formally document investment objectives and responsibilities. This policy establishes guidelines for permissible investments of the Retirement System. The Retirement System's investments are subject to various risks. Among them are credit risk, concentration of credit risk, custodial credit risk, interest rate risk, and foreign currency risk. Each of these risks is discussed in more detail below.

Concentration of Credit Risk –

Concentration of credit risk is a risk of loss that may be attributed to the magnitude of the Retirement System's investment in a single issuer, generally investments in any one issuer that represents five (5) percent or more of total investments. Investments issued or explicitly guaranteed by the U.S. Government and investments in mutual funds, external investment pools, and other pooled investments are excluded from this definition.

Credit Risk –

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. The credit risk of a debt instrument is measured by nationally recognized statistical rating agencies such as Moody's Investors Services (Moody's), Standard and Poor (S & P) and Fitch Ratings (Fitch's). With the exception of the Loomis Sayles - High Yield and the MCM Aggregate Bond portfolios, bonds purchased and owned in each portfolio must have a minimum quality rating of Baa3 (Moody's) or BBB- (S & P or Fitch's). The average quality of each portfolio must be A or better. For Loomis Sayles - High Yield, bonds must have a minimum quality rating of B3 (Moody's) or B- (S & P or Fitch's) at the time of purchase. The fixed income securities for the MCM Aggregate Bond portfolio should have a minimum quality rating of A, with the exception of 15% of the portfolio which may have a minimum quality rating of BBB. The average credit quality ratings of investments in fixed income securities by nationally recognized statistical rating agencies as of December 31, 2005 are as follows: (amounts are in thousands of dollars)

Average Quality Ratings *	Fair Value
Aaa	\$37,187
Aa1	4,225
Aa2	1,735
Aa3	476
A1	3,307
A2	63,197
A3	6,960
Baa1	11,018
Baa2	23,971
Baa3	16,685
Ba1	25,054
Ba2	26,289
Ba3	15,624
B1	16,436
B2	12,756
B3	8,836
Caa1	5,731
Caa2	1,437
NR	5,944
Total Credit Risk Fixed Income Securities	\$286,868
U.S. Government and Agencies	104,321
Mutual Funds (Not Rated)	209,090
Total Investment in fixed income	\$600,279

* This represents the average rating of the Moody's, S & P and Fitch's rating services. The rating symbols are those used by Moody's.

The Loomis Sayles High Yield portfolio holds all investments with a rating less than Baa3, except for the following securities that have an average rating of Ba1

- a security in the amount of \$425,000 held by J.P. Morgan and
- securities in the amount of \$124,201 and \$588,550 held by the Loomis Sayles Investment Grade portfolio.

Custodial Credit Risk – Deposits and Investments

Custodial credit risk is the risk that, in the event a financial institution or counterparty fails, the Retirement System will not be able to recover the value of its deposits, investments or securities. Investment securities are exposed to custodial credit risk if the securities are uninsured, are not registered in the Retirement System's name and are held by the counterparty.

No formal policy exists on custodial risk. However, substantially all assets of the Retirement System are held in its name. Repurchase agreements held by the Retirement System are essentially collateralized overnight loans, with the securities held by Wells Fargo, the counterparty, as collateral. These securities are held by Wells Fargo but not in the name of the Retirement System. As of December 31, 2005, the underlying collateral for the Retirement System's repurchase agreements in the amount of \$2,817,000 was exposed to custodial risk as it was held outside the name of the trust.

Also as of December 31, 2005, the Retirement System was exposed to custodial credit risk for the uncollateralized deposits with banks that were not covered by Federal Depository Insurance Corporation or the State Deposit Guarantee Fund in the amount of \$100,000. Subsequent to year-end, deposits with banks were reduced to less than \$500,000. All deposits with banks are currently fully insured and no longer exposed to custodial credit risk.

The following table presents the Retirement System's total cash, deposits and cash equivalents as of December 31, 2005: (amounts are in thousands of dollars)

Schedule of Cash and Cash Equivalent Investments		
Depository Account	Carrying Value	Bank Balance
Cash held by various investment managers	\$162	\$162
Deposits with banks	566	605
Foreign currency	1,201	1,201
Repurchase agreements	-	2,817
Money market deposits	6,775	6,775
Total Deposits	\$8,704	\$11,525

The difference between the carrying value and bank balances are due to outstanding checks and deposits not yet processed by the bank. Deposits in excess of a predetermined amount are maintained in overnight repurchase agreements and transferred to a bank checking account as checks are presented for payment.

Foreign Currency Risk –

Foreign currency is the risk that changes in currency exchange rates will adversely affect the fair value of an investment or deposit.

The Retirement Systems exposure to foreign currency risk derives from its positions in foreign currency denominated international equity and fixed income investments. Its exposure to foreign currency is as follows: (amounts are in thousands of dollars)

Currency Unit	Equity Incl	Fixed Income	Total
	Private Equity	Incl Conv Deb	
Australian Dollar	\$1,237	-	\$1,237
Brazilian Real	-	1,146	1,146
British Pound Sterling	10,913	-	10,913
Canadian Dollar	3,233	3,879	7,112
Danish Krone	263	-	263
Euro Currency Unit	22,348	-	22,348
Hong Kong Dollar	1,028	-	1,028
Japanese Yen	25,084	-	25,084
Mexican New Peso	-	2,642	2,642
Norwegian Krone	220	941	1,161
S. African Comm Rand	886	-	886
Singapore Dollar	725	2,035	2,760
South Korean Won	1,312	1,445	2,757
Swedish Krona	1,385	425	1,810
Swiss Franc	6,916	-	6,916
Thailand Baht	-	1,758	1,758
Totals	75,550	14,271	89,821

Interest Rate Risk –

Interest rate risk is the risk that changes in interest rates will adversely affect the fair market value of an investment. Duration is a measure of an investment's sensitivity to changes in interest rates. The higher the duration, the greater the changes in fair value when interest rates change. The Option-Adjusted Duration method of measuring duration takes into effect the embedded options on cash flows.

The Retirement System does not have a formal investment policy that limits investment maturities as a means of managing exposure to losses arising from increasing interest rates with the exception of the cash equivalent portfolio. The investment policy limits the duration of individual securities held in the cash equivalent portfolio to 2.5 years. In addition, the duration of the entire cash equivalent portfolio should be between 1 and 2 years.

As of December 31, 2005, the Retirement System had the following Option-Adjusted Durations for the fixed income investments: (amounts are in thousands of dollars)

Fixed Income Sector	Fair Value	Option-Adjusted Duration (in years)
Asset Backed Securities	\$11,948	1.07
CM Backed Securities	4,368	5.97
CMO Corporate	12,362	1.60
CMO Government Agencies	7,328	3.36
Corporate	160,132	5.76
Energy	1,439	2.41
Government	68,412	3.43
Health Care	3,314	3.16
Industrials	683	3.75
Information Technology	3,928	0.85
Other	61,766	0.08
U.S. Convertibles	2,880	0.84
U.S. Gov't Mortgages	25,412	3.63
U.S. Private Placements	11,451	6.30
Non U.S.	14,012	3.31
Other *	273,085	N/A
Totals	662,520	

* Represents \$211,104 invested in bond mutual funds for which the duration was not available.

Security Lending –

The Retirement System participates in a security-lending program for the lending of corporate bonds, equity and government securities to qualified brokers. Collateral received for securities loaned consists primarily of cash. Other forms of collateral are letters of credit and government agency securities. Collateral for domestic issues is set at 102% of the fair value of the securities loaned at the time of the initial transaction. If the value falls to 100% of the fair value of the securities loaned, additional collateral is obtained to reestablish collateral at 102% of the fair value of the securities loaned. Collateral for international securities is maintained at a level of 105% of the fair value of securities loaned at all times. The net investment income earned on collateral is divided between the custodian, as a fee for its services under the program, and the Retirement System, according to agreed upon rates. For 2005 and 2004, the net investment income realized from security lending was \$318,135 and \$290,787, respectively.

Securities loaned and the collateral held were as follows: (amounts are in thousands of dollars)

	As of December 31	
	2005	2004
Fair Value of Securities Loaned:	\$126,529	\$111,030
Fair Value of Collateral:	\$130,135	\$114,406
Percentage Collateral to Securities Loaned:	102.85%	103.04%

The collateral received from security lending transactions are recorded as assets at quoted fair value of the financial statement date. The Retirement System records an identical amount as a liability, representing the obligation of the Retirement System to return the collateral at the time the borrower of the Retirement System's securities return those securities.

The collateral received from securities lending transactions includes cash of \$126,947 and \$111,140 and U.S. Treasury securities of \$3,188 and \$3,266 for the years ended December 31, 2005 and 2004, respectively. Under the terms of the securities lending agreement, the Retirement System has the right to sell or pledge the cash collateral. The non-cash collateral in the amount of \$3,188 and \$3,266 for the years ended December 31, 2005 and 2004, respectively, is controlled by the custodian and, correspondingly, is not reflected in the Statement of Net Assets Available for Plan Benefits.

At year-end, the Retirement System has no credit risk exposure to borrowers because the amounts the Retirement System owes the borrowers exceed the amounts the borrowers owe the Retirement System. The contract with the Retirement System's custodian requires it to indemnify the Retirement System if a borrower fails to return the securities (and if the collateral is inadequate to replace the securities lent) or fails to pay the Retirement System for income distributions by the securities' issuers while the securities are on loan.

(6) Financial Instruments With Off-Balance Sheet Risks –

A currency forward is a contractual agreement between two parties to pay or receive amounts of foreign currency at a future date in exchange for another currency at an agreed upon exchange rate. Forward commitments are entered into with the foreign exchange department of a bank located in a major money market. These transactions are entered into in order to hedge risks from exposure to foreign currency rate fluctuations. Recognition of realized gain or loss depends on whether the currency exchange rate has moved favorably or unfavorably to the contract holder upon termination of the contract. Prior to termination of the contract, the Retirement System records the amount receivable or payable at fair value, with the unrealized gain or loss reported as a component of net appreciation in fair value.

Unrealized losses on forward foreign exchange contracts at year-end were \$28,097 and \$51,362 for 2005 and 2004, respectively. At year-end, the Retirement System holds forward foreign exchange contracts in the Euro-currency, Japanese yen, Swiss francs and Canadian dollars primarily.

(7) Commitments and Contingencies –

The Retirement System is involved in litigation and certain other disputes arising during the normal course of operations. Management does not believe the settlement of such matters will have a material impact on the Retirement System's financial statements.

(8) OBRA 1990 Retirement System of the County of Milwaukee –

The County established the OBRA 1990 Retirement System of the County of Milwaukee (OBRA) to cover seasonal and certain temporary employees who are not enrolled in the Retirement System. Assets of the OBRA are commingled for investment purposes with the assets of the Retirement System. As the assets of the

Retirement System are legally available to pay benefits of either the ERS or OBRA and all assets have been commingled, the Retirement System is considered a single plan for financial reporting purposes. Net assets identified for OBRA benefits as of December 31, 2005 and 2004, were as follows:

	(Unaudited)	
	2005	2004
Cash	\$ 406	\$32,871
Contributions receivable from County	365,000	348,000
Assets held by Retirement System	724,999	563,102
Net assets available for benefits	<u>\$1,090,405</u>	<u>\$943,973</u>

Changes in net assets available for benefits for OBRA for the years ended December 31, 2005 and 2004, were as follows:

	(Unaudited)	
	2005	2004
Contributions from County	\$365,000	\$348,000
Investment income	108,300	87,400
Investment and administrative expenses	(276,403)	(238,648)
Benefits paid	(50,465)	(42,469)
Net increase in assets available for benefits	<u>\$146,432</u>	<u>\$154,283</u>

As of December 31, 2005 and 2004, respectively, there were 9,477 and 9,091 participants with vested benefits in OBRA. The actuarial accrued liability of OBRA at December 31, 2005 and 2004, was \$3,530,352 and \$2,871,834, respectively, leaving net assets available less than the actuarial accrued liability of (\$2,439,947) and (\$1,927,861), respectively. These amounts are not reflected in the required supplementary information tables that follow the notes to the financial statements.

Required Supplementary Information

**Schedule of Funding Progress
(in thousands of dollars)**

Actuarial valuation date	Actuarial value of assets (a)	Actuarial liability—AAL (b)	Funded ratio (a/b)	(Overfunded) Unfunded AAL—(UAAL) (b-a)	Covered payroll (c)	UAAL as a percentage of covered payroll ((b-a)/c)
1/1/06	\$1,454,302	\$1,909,321	76.2%	\$455,019	\$225,722	201.6%
1/1/05	1,424,918	1,782,884	79.9%	357,966	209,796	170.6%
1/1/04	1,446,726	1,707,999	84.7%	261,273	233,478	111.9%
1/1/03	1,446,860	1,542,045	93.8%	95,185	234,679	40.6%
1/1/02	1,620,157	1,492,072	108.6%	(128,085)*	238,387	(53.7%)**
1/1/01	1,670,601	1,499,261	111.4%	(171,340)*	238,195	(71.9%)**

* These amounts represent actuarial value of assets in excess of actuarial accrued liabilities.

** These percentages represent the amount of overfunded actuarial assets as a percentage of payroll.

Analysis of the dollar amounts of plan net assets, actuarial accrued liability, and unfunded (overfunded) actuarial accrued liability in isolation can be misleading. Expressing plan net assets as a percentage of the actuarial accrued liability provides one indication of the Retirement System's funding status on a going-concern basis. Analysis of this percentage over time indicates whether the system is becoming financially stronger or weaker. Generally, the greater this percentage, the stronger the Retirement System. Trends in the unfunded actuarial accrued liability and annual covered payroll are both affected by inflation. Expressing the unfunded actuarial accrued liability as a percentage of annual covered payroll approximately adjusts for the effects of inflation and aids the analysis of the Retirement System's progress in accumulating sufficient assets to pay benefits when due. Generally, the smaller this percentage, or the larger the percentage, if negative, the stronger the Retirement System.

Schedule of Employer Contributions for the Year Ended December 31,

Fiscal Year	Annual Required Contribution (ARC)	Percentage Contributed
2005	\$37,607,940	94.2%
2004	33,248,204	105.7%
2003	25,242,325	134.6%
2002	8,528,477	30.3%
2001	8,586,443	30.8%
2000	629,279	100.0%

Notes to Required Supplementary Information

(1) Description –

The historical trend information is presented as required supplementary information. This information is intended to help users assess the Retirement System's funding status on a going-concern basis, assess progress made in accumulating assets to pay benefits when due, and make comparisons with other public employee retirement systems.

(2) Actuarial Assumptions and Methods –

The information presented in the required supplementary schedules was determined as part of the actuarial valuations as of January 1, 2006, for the plan year ending December 31, 2005. The actuarial valuations consider the changes effective January 1, 2006. Additional information as of the latest actuarial valuation follows:

Valuation date	1/1/06
Actuarial Cost Method	Aggregate Entry Age Normal
Amortization Method	Level percent of payroll, closed
Equivalent Single Amortization Period	27 years
Asset valuation method	5-year smoothing of difference between total expected return versus actual return

Actuarial Assumptions:	
Investment rate of return	8.5%
Projected salary increases	5.5%
Mortality	RP 2000 Mortality Table

(3) Significant Factors Affecting Trends in Actuarial Information –

2006 Changes in Plan Provisions or Actuarial Assumptions Since Prior Year –

- Increase annual compensation limit to \$220,000.
- Increase annual benefit limit to \$175,000.
- Decrease in the discount rate to 8.0%.
- Increase in backdrop utilization assumption from 50% to 70%.

2005 Changes in Plan Provisions or Actuarial Assumptions Since Prior Year –

- Increase annual compensation limit to \$210,000.
- Increase annual benefit limit to \$170,000.

2004 Changes in Plan Provisions or Actuarial Assumptions Since Prior Year –

- Increase annual compensation limit to \$205,000.
- Increase annual benefit limit to \$165,000.
- Decrease in discount rate to 8.5%.
- The amortization period for plan amendments, assumption changes and actuarial experience was changed from 20 years to 30 years. Future plan and assumption changes, as well as, actuarial gains and losses will be amortized over 30 years from the date established.
- Changed from smoothing unrealized gains or losses to smoothing difference between total expected return versus actual return.

2003 Changes in Plan Provisions or Actuarial Assumptions Since Prior Year –

- Beginning January 1, 2003, the pension benefit is based upon a final average salary equal to the three highest consecutive years of earnings for employees who became members of the Retirement System after December 31, 1981, except for represented deputy sheriff members.
- Assumption that 50 percent of eligible retirees will elect to receive both a backdrop payment option of 4 years and a monthly pension benefit upon retirement.

2002 Changes in Plan Provisions or Actuarial Assumptions Since Prior Year –

- Increase in annual compensation limit to \$200,000.
- Increase in maximum annual benefit limit to \$160,000.
- Increase in discount rate to 9.0%.
- For purposes of computing the ARC by the County, the unfunded actuarial accrued liability of \$(128,085,000) will be reamortized over a 20-year period ending December, 2020. The unfunded actuarial liability, as of January 1, 1996, was being amortized over a 40-year period ending December, 2035. Plan and assumption changes, as well as, actuarial gains and losses since January 1, 1996, were also being amortized through December, 2035. Effective January 1, 2002, future plan and assumption changes, as well as, actuarial gains and losses will be amortized over 20 years.

TEN-YEAR HISTORICAL TREND INFORMATION
REVENUES BY SOURCE AND EXPENSES BY TYPE
(Unaudited)

Revenues by Source

Fiscal Year	Participant Contributions	County Contributions(1)	Investment Income (Loss)(2)	Total
2005	\$360,283	\$35,415,185	\$128,528,748	\$164,304,216
2004	711,322	35,143,178	188,633,703	224,488,203
2003	704,758	33,980,592	292,669,096	327,354,446
2002	436,682	2,579,984	(78,508,968)	(75,492,302)
2001	265,567	2,646,523	(28,309,035)	(25,396,945)
2000	180,729	629,279	(14,726,721)	(13,916,713)
1999	140,834	2,756,636	243,675,430	246,572,900
1998	156,915	10,816,807	120,415,049	131,388,771
1997	130,253	12,942,084	256,829,536	269,901,873
1996	176,722	18,442,468	161,746,888	180,366,078

Expenses by Type

Fiscal Year	Benefits(3)	Investment and Administrative Expenses(4)	Withdrawals	Total
2005	\$148,307,335	\$6,294,816	\$36,963	\$154,639,114
2004	161,368,700	6,302,951	154,522	167,826,173
2003	111,109,514	5,662,380	12,999	116,784,893
2002	118,078,160	5,301,678	30,230	123,410,068
2001	94,842,239	5,389,064	233,732	100,465,035
2000	85,664,789	5,320,195	257,600	91,242,584
1999	82,022,948	4,966,393	16,866	87,006,207
1998	79,261,523	4,913,214	50,504	84,225,241
1997	77,831,307	4,651,792	53,967	82,537,066
1996	76,921,047	4,605,169	115,956	81,642,172

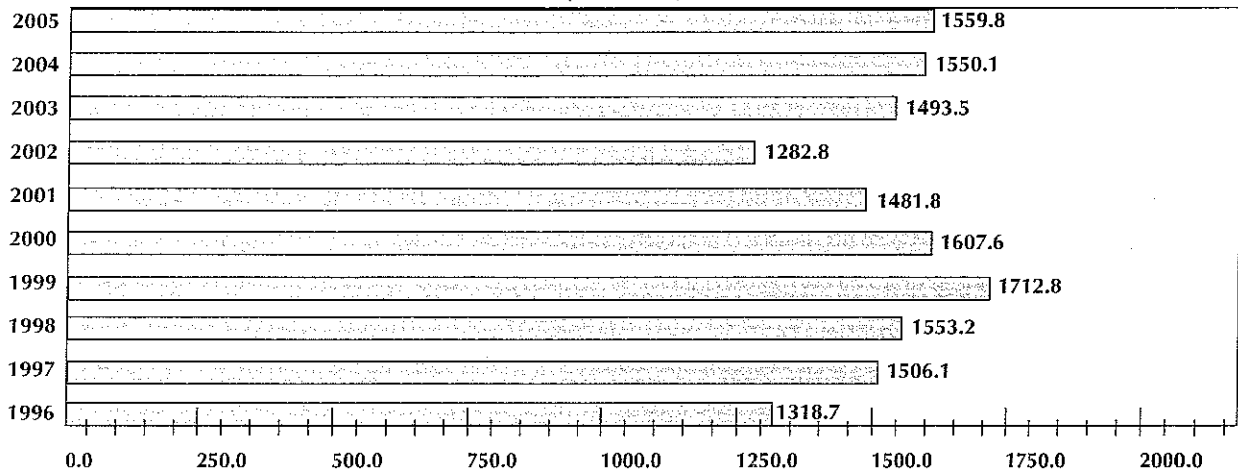
(1) Contributions were made based upon actuarially determined contribution requirements, as well as additional contributions made at the discretion of the County Board.

(2) Includes interest and dividends, net appreciation (depreciation) of fair value, net security lending income, and other income.

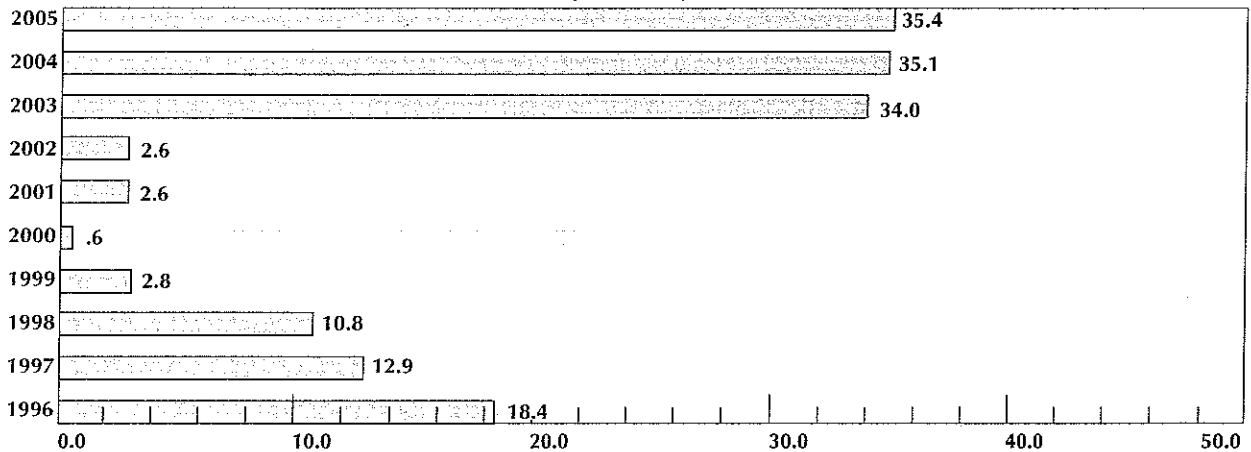
(3) Included in the benefits for years 2005, 2004, 2003 and 2002 are drop-back lump-sum payments in the amount of \$25.7, \$51.0, \$11.0 and \$23.1 million, respectively.

(4) The increase in investment and administrative expenses of \$1,690 during the past ten years is due largely to an increase in investment management fees of \$830 primarily because of an approximate 20% growth in the size of the fund during the 10-year period. There were also significant increases in salaries and wages of \$339 due primarily to the increase in the cost of benefits, in the cost of fiduciary insurance of \$455 and legal and corporate counsel fees of \$145 due to litigation and various legal issues. All other expense experience a slight decline.

**NET FUND ASSETS
FAIR VALUES 2005-1996
(in millions of dollars)
(unaudited)**



**ACTUAL COUNTY CONTRIBUTIONS
(in millions of dollars)
(unaudited)**



ACTIVE MEMBERSHIP STATISTICS (Unaudited)

	2005
Members as of January 1	6,410*
Changes During the Year:	
New enrollments	423
Nonvested terminations	(166)
Retirements	(194)
Withdrawals	(6)
Deaths in active service	(12)
Members as of December 31	<u>6,455*</u>

**This total includes vested inactive members.*

RETIREMENTS AND SURVIVORS (Unaudited)

	Maximum Pension	Retirements Granted							Survivors & Beneficiaries	Total
		Refund	100%	75%	50%	25%	10-yr.	Other		
January 1, 2005	2,763	759	1,167	148	1,231	224	80	39	888	7,299
Changes During the Year:										
Retirements	97	2	47	10	15	17	3	2	1	194
Pensioner deaths	(82)	(56)	(29)	-	(47)	(1)	(1)	-	(2)	(218)
December 31, 2005	<u>2,778</u>	<u>705</u>	<u>1,185</u>	<u>158</u>	<u>1,199</u>	<u>240</u>	<u>82</u>	<u>41</u>	<u>887</u>	<u>7,275</u>

CONSULTANTS

as of December 31, 2005

Legal Advisors:

Milwaukee County
Corporation Counsel

Reinhart, Boerner, Van Deuren s.c.
Milwaukee, Wisconsin

Foley & Lardner
Milwaukee, Wisconsin

Actuary:

Buck Consultants (hired 2/28/06)
Chicago, Illinois

Disbursing Agent:

County Treasurer

Custodian/Securities Agent:

Mellon Trust
Boston, Massachusetts

Medical Board:

Aurora Medical Group

Investment Consultant:

William M. Mercer
Investment Consulting, Inc.
Chicago, Illinois

Cash Management Manager:

Mellon Trust
Boston, Massachusetts

Standish Mellon Asset Management
Woburn, Massachusetts

Venture Capital Investment Managers:

Adams Street Partners
Chicago, Illinois

Progress Investment Management Co.
San Francisco, California

Equity Investment Managers:

Ariel Capital Management Group, Inc.
Chicago, Illinois

Artisan Partners
Milwaukee, Wisconsin

Boston Partners Asset Management, Inc.
Boston, Massachusetts

Earnest Partners, Inc.
Atlanta, Georgia

Hotchkis & Wiley Capital Management
Los Angeles, California

Mellon Capital Management
Pittsburgh, Pennsylvania

Reinhart & Mahoney Capital Management
Mequon, Wisconsin

Westfield Capital Management Co., Inc.
Boston, Massachusetts

Fixed Income Investment Managers:

Loomis, Sayles & Company, Inc.
Boston, Massachusetts

JP Morgan Investment Management, Inc.
New York, New York

Mellon Capital Management
Pittsburgh, Pennsylvania

International Investment Managers:

Capital Guardian Trust Company
Brea, California

Grantham, Mayo, Van Otterloo & Co.
Boston, Massachusetts

Real Estate Investment Trusts Manager:

ING Clarion Real Estate Securities
Radnor, Pennsylvania