### Kern County Employees' Retirement Association

Kern County, California

1115 Truxtun Avenue Bakersfield CA 93301-4639 661.868.3790 Fax: 661.868.3779 www.kcera.org

# COMPREHENSIVE ANNUAL FINANCIAL REPORT

For the Fiscal Years Ended June 30, 2004 and 2003

Issued by:

Anne M. Holdren Executive Director

Sheryl Lawrence Retirement Accountant

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## INTRODUCTORY SECTION

#### THE KCERA MISSION

.... to prudently administer the retirement benefits and to provide quality membership services for eligible public employees, retirees, and their beneficiaries.





Anne M. Holdren Executive Director

Tony Plante, Chairman
John DeMario, Vice Chairman
Brad Barnes
Sharon Lesser
Claude Fiddler
Phil Franey
Barbara Patrick
Joseph Hughes
Lois B. Maujer, Alternate

October 18, 2004

Kern County Employees' Retirement Association Board of Retirement 1115 Truxtun Ave., 1st Floor Bakersfield, CA 93301

Dear Board Members:

As Executive Director of the Kern County Employees' Retirement Association, I am pleased to present this Comprehensive Annual Financial Report (CAFR) for the fiscal years ended June 30, 2004 and 2003. This Letter of Transmittal is presented as a narrative introduction, overview, and analysis in conjunction with the Management's Discussion and Analysis included in the Financial Section of this Comprehensive Annual Financial Report.

The KCERA is a public employee retirement system that was established on January 1, 1945 by the County of Kern. The KCERA plan is administered by the Board of Retirement and provides retirement, disability, death, beneficiary, cost-of-living, and supplemental retirement benefits. For fiscal year ended June 30, 2004, the KCERA paid retirements to 4,718 members and continued supplemental benefits to 1,221 retirees or their beneficiaries, assuring 80% purchasing power parity for all KCERA retirees now and for the foreseeable future. The KCERA system added 188 service retirees, 22 non service-connected disability retirees, 31 service-connected disability retirees, and 2 non service-connected death survivorship benefits in the fiscal year.

#### STRUCTURE OF THE REPORT

The management of the KCERA is responsible for both the accuracy of the data, and the completeness and fairness of the presentation of the report. This report is presented in five sections:

- The Introductory Section includes this Letter of Transmittal, a list of the Board of Retirement members, a description of the KCERA's management and organizational structure, and a list of Professional Consultants.
- The Financial Section includes the opinion of the independent auditor, Brown Armstrong, Management's Discussion and Analysis, basic financial statements, certain required supplementary information, and other supplemental information. The required financial statements have been prepared in accordance with generally accepted accounting principles, the appropriate guidelines for governmental entities, and the County Employees' Retirement Law of 1937 (CERL).

1115 Truxtun Avenue, Bakersfield CA 93301.4639, Tel 661.868.3790 Fax 661.868.3779 In California 800.548.0738 TTY Relay 800.735.2929

- **The Investment Section** includes a statement from the investment consultant, Wilshire Associates, Inc., investment policies, investment results, and various schedules and graphs.
- **The Actuarial Section** includes a certification letter provided by the independent actuary to the plan, Public Pension Professionals, Inc., along with supporting schedules and information.
- The Statistical Section presents comparative data related to expenses of administration, benefit disbursements and demographic data on membership, including active, deferred and retired members. This section also presents a list of employers participating in the KCERA.

#### THE KCERA AND ITS SERVICES

The KCERA was established on January 1, 1945, to provide retirement allowances and other benefits to all permanent general and safety employees of the County of Kern and of participating special districts. As of June 30, 2004, twelve districts participated in the retirement plan including: Berrenda Mesa Water District, Buttonwillow Recreation and Park District, East Kern Cemetery District, Inyokern Community Services District, Kern County Water Agency, Kern Mosquito & Vector Control District, North of the River Sanitation District, San Joaquin Valley Unified Air Pollution Control District, Shafter Recreation and Park District, West Side Cemetery District, West Side Mosquito Abatement District, and West Side Recreation and Park District.

The plan is administered by the Kern County Board of Retirement (Board) which consists of nine members and two alternate members. The Board is responsible for establishing policies governing the administration of the retirement plan, determining benefit allowances, and managing the investments of the system's assets. The Board oversees the Executive Director and the KCERA staff in the performance of their duties in accordance with the County Employees Retirement Law of 1937 and the bylaws, procedures, and policies adopted by the KCERA Board.

#### **MAJOR INITIATIVES**

#### **Funding Policy Revision**

In January 2004, the Board of Retirement reviewed the KCERA Funding Policy Statement to reconcile a discrepancy concerning the timing of employer contributions for enhanced benefits. Revisions to the Funding Policy were adopted that clarified the benefits will only be included in the cost determination if the benefits become effective on or before the date of the actuarial valuation.

#### Organizational Structure Changes

In April 2004, the Board of Retirement approved a new organizational structure for KCERA operations. Under the reorganization, three divisions will be established: Retirement Services, Fiscal/Investment, and Information Technology. Implementation of the revised operational structure which includes filling staff positions for a Retirement Services Representative and an Information Systems Specialist III will be completed during the next fiscal year.

Board of Retirement October 18, 2004 Page 3

#### Services Benchmarking Analysis

The KCERA participated in a comprehensive benchmarking service provided by Cost Effectiveness Measurement Inc. which measured KCERA's cost effectiveness in service levels in comparison to other public retirement system. The analysis provided information on which services are more costly and insight on methods to gain efficiency and improving service levels for KCERA members and retirees in the future.

#### Implementation of Ventura Settlement

The Board continues to implement the requirements of the Settlement Agreement dated January 24, 2002, Kern Law Enforcement Association, et al., Petitioners v. Board of Retirement, Kern County Employees' Retirement Association, Respondent; County of Kern, Real Party in Interest," Case No. 236460-NFT, providing increased benefits to qualified retirees in a lump sum for arrears to April 1, 1996 and as an increase in monthly benefits going forward, as well as implementing the terms of Agreement for all new retirees.

As of September 24, 2004, the project is approximately 99% complete and has cost a total of \$11,688,708 in retroactive payments, and increased the monthly retirement payroll by \$120,999.

#### **Enhanced Benefit Adopted**

On August 3, 2004, the Kern County Board of Supervisors approved a Memorandum of Understanding between the County and the Central California Association of Public Employees adopting Government Code Section 31676.17. This code section provides enhanced retirement benefits, commonly known as 3% at 60, for General member employees. The enhanced benefits will become effective January 1, 2005.

#### **FUNDING**

The KCERA's funding objective is to meet long-term benefit obligations through approximately level contributions to the system and the accrual and compounding of investment income. As of December 31, 2003, the funded ratio of the system was approximately 94% using actuarial assets and actuarial liabilities of \$2,059,286,000 and \$1,927,585,000, respectively. The funded percentage increased from 83% in 2002 to 94% in 2003. This increase can be attributed to \$285.1 million in pension obligation bonds (POBs) issued by the County of Kern. The POBs were issued in May 2003 to fund a significant portion of the December 31, 2002 Unfunded Actuarial Accrued Liability.

Pursuant to provisions in the County Employees Retirement Law of 1937, the KCERA engages an independent actuarial consulting firm, Public Pension Professionals, Inc., to conduct annual actuarial valuations. Every three years, an experience study is performed for the appropriateness of all economic and non-economic assumptions. The economic and non-economic assumptions are updated at the time each triennial valuation is performed. Triennial valuations serve as the basis for changes in member and employer contribution rates necessary to properly fund the system. The last triennial analysis was performed as of December 31, 2002, and certain changes to economic and non-economic assumptions were adopted by the Board. A detailed discussion of funding is provided in the Financial Section of this report.

#### ADDITIONS TO PLAN ASSETS

The total additions to plan net assets for June 30, 2004, including net appreciation in fair value of investments and net of investment expenses, totaled \$355,284,854. This amount includes member and employer contributions of \$59,210,814 and net investment income of \$296,074,040. Member contributions decreased by \$2,297,920 (18%) over prior year and employer contributions decreased by \$9,486,777 (16%) over prior year. The decrease in member contributions is primarily attributable to lower member contribution rates due to the change in the Plan's mortality table. The decrease in employer contributions is attributable to the \$285.1 million in pension obligation bonds (POBs) issued by the County of Kern to fund a significant portion of the December 31, 2002 Unfunded Actuarial Accrued Liability. Net investment income increased by \$208,138,851 (237%) over prior year. The increase in investment income is a result of an increase in the net appreciation in fair value of investments and an increase in dividend and real estate income.

For the fiscal years ended June 30, 2004 and 2003:

	June 30, 2004	June 30, 2003	Increase (Decrease) Amount	Increase (Decrease) Amount
Member	·			
Contributions	\$10,450,868	\$12,748,788	\$(2,297,920)	(18%)
Employer				
Contributions	48,759,946	58,246,723	(9,486,777)	(16%)
POB Proceeds	0	285,092,130	(285,092,130)	N/A
Net Investment				
Income (Loss)	296,074,040	87,935,189	208,138,851	237%
Total	\$355,284,854	\$444,022,830	\$(88,737,976)	(20)%

#### DEDUCTIONS TO PLAN NET ASSETS

The KCERA is created to provide for retirement, disability, death, beneficiary, cost-of-living, and supplemental retirement benefits. The cost of such programs includes recurring benefit payments as designated by the plan, refund of contributions to terminated employees, and the cost of administering the plan. Deductions for fiscal year June 30, 2004, excluding investment expenses and security lending fees, were \$107,512,115, an increase of \$10,262,988 (11%) over prior year. This increase is primarily attributable to an increase in retired members and beneficiaries receiving pension benefits and an increase in the average retired members monthly benefit payment. The increase in the average monthly benefit is a result of improved benefits for Safety members and higher final compensation for KCERA members due to the includable special pays identified in the *Ventura* Settlement Agreement and Judgment.

#### **DEDUCTIONS TO PLAN NET ASSETS (Continued)**

For the fiscal years ended June 30, 2004 and 2003:

			Increase (Decrease)	Increase (Decrease)
	June 30, 2004	June 30, 2003	Amount	Amount
Benefits and				
Refunds	\$104,960,374	\$94,302,059	\$10,658,315	11%
Administrative				
Expenses	2,495,754	2,166,624	329,130	15%
Other				
Expenses	55,987	780,444	(724,457)	(93%)
Total	\$107,512,115	\$97,249,127	\$10,262,988	11%

#### **INVESTMENTS**

The Board of Retirement (Board) has exclusive control of all investments of the KCERA and is responsible for establishing investment policies, objectives and strategies. The Board is authorized to invest in any form or type of investment deemed "prudent" in the informed opinion of the Board. The members of the Board serve as fiduciaries for the members and beneficiaries of the retirement system and are held to a high standard of care in all transactions

The Board operates under a standard of care in California commonly known as the "prudent expert rule" which requires that investment decisions be informed by expert opinion. In addition, the rule requires the Board to diversify the investments of the fund, unless it is clearly prudent not to do so under the circumstances. The Board therefore makes basic policy decisions with respect to the fund, including, but not limited to, the allocation of assets to various investment classes. The Board delegates much discretion to professional investment advisors to execute investment policy subject only to policy and guidelines provided by the Board.

The KCERA's assets are managed exclusively by external, professional investment managers. The KCERA staff monitors the activity of these managers and assists the Board with the development and implementation of investment policies and long-term investment strategies. These policies and guidelines are outlined in the KCERA Investment Policy and Guidelines which state the goals of the program, the asset allocation of the plan, and specific objectives and guidelines for each investment strategy or managed portfolio. The Board employs the services of an independent investment consultant, Wilshire Associates, Inc., to assist the Board in formulating policies, setting goals and manager guidelines, and monitoring the performance of the external money managers.

For fiscal year 2004, the investments of the plan provided a gain of 16.73% (net of fees). The KCERA's annualized rate of return, net of fees, was 5.38% in the past three years, 3.95% in the past five years, and 9.32% in the past ten years. The investment expenses of the fund are linked to the performance of the investment portfolio and other factors, and therefore vary year to year.

Board of Retirement October 18, 2004 Page 6

#### PROFESSIONAL SERVICES

The Board retains professional consultants and investment managers to provide professional services essential to the effective and efficient operation of the KCERA.

An opinion from the certified public accountant and the actuary for the plan are included in this report. The consultants and investment managers retained by the Board are listed on page 52 of this report.

#### CERTIFICATE OF ACHIEVEMENT

The Government Finance Officers Association of the United States and Canada (GFOA) awarded a Certificate of Achievement for Excellence in Financial Reporting to the KCERA for its comprehensive annual financial report for the fiscal year ended June 30, 2003. The Certificate of Achievement is a prestigious national award recognizing excellence in the preparation of state and local government financial reports.

In order to be awarded a Certificate of Achievement, a government unit must publish an easily readable and efficiently organized comprehensive annual financial report. This report must satisfy both generally accepted accounting principles and applicable legal requirements.

A Certificate of Achievement is valid for a period of one year only. We believe that our current comprehensive annual financial report continues to meet the Certificate of Achievement Program's requirements and we will again submit it to GFOA for appraisal.

#### **ACKNOWLEDGMENTS**

The compilation of this report reflects the combined effort of the KCERA staff. This report is intended to provide complete information as a basis for management decisions, as a means for establishing compliance with legal requirements, and as a means for determining the responsible stewardship of the KCERA fund.

I wish to take this opportunity to thank the members of the KCERA for their confidence in KCERA and express my gratitude to the Board of Retirement for dedicated support of the KCERA administration and the best interests of the beneficiaries of the system throughout the fiscal year. Likewise, I wish to thank the consultants and staff for continued commitment to the KCERA and for their diligent work to assure the successful administration of the system.

Respectfully submitted,

anne M Holdren

Anne M. Holdren Executive Director

8 ====== KCERA

## Certificate of Achievement for Excellence in Financial Reporting

Presented to

Kern County

## Employees' Retirement Association,

#### California

For its Comprehensive Annual Financial Report for the Fiscal Year Ended June 30, 2003

A Certificate of Achievement for Excellence in Financial Reporting is presented by the Government Finance Officers Association of the United States and Canada to government units and public employee retirement systems whose comprehensive annual financial reports (CAFRs) achieve the highest standards in government accounting and financial reporting.

THE OFFICE OF TH

President

**Executive Director** 

#### KERN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION

Members of the Board of Retirement As of June 30, 2004



Chairman

**Tony Plante** 

Fire Department. Elected by safety members.

Present term expires 12/31/2006.



Vice-Chairman

John J. DeMario

Elected by retired members. Present term expires 12/31/2004.



**Trustee** 

**Phil Franey** 

County Treasurer-Tax Collector Ex-Officio Member



**Trustee** 

**Brad Barnes** 

Appointed by Board of Supervisors. Present term expires 12/31/2004.



**Trustee** 

**Barbara Patrick** 

Appointed by Board of Supervisors. Present term expires 12/31/2006.



**Trustee** 

Claude D. Fiddler

Appointed by Board of Supervisors. Present term expires 12/31/2004.



Trustee

Sharon E. Lesser

Personnel Department. Elected by general members.

Present term expires 12/31/2004.



**Alternate Members** 

**Trustee** 

Michael Bradley

Sheriff Department. Alternate for all elected members.

Present term expires 12/31/2006.



Trustee

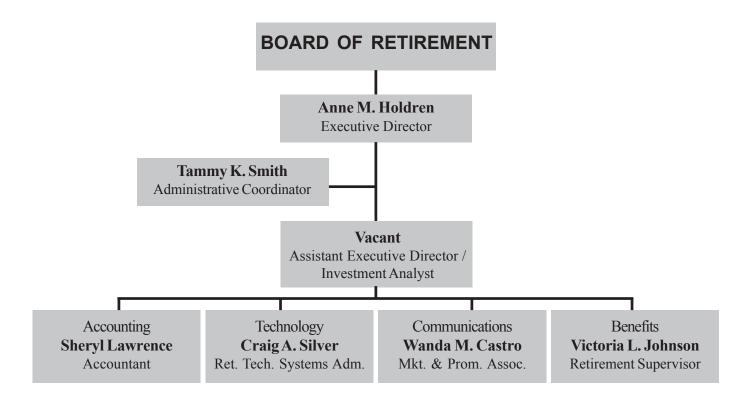
Lois B. Maujer

Elected by retired members. Alternate for all retired members. Present term expires 12/31/2004.

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#### KERN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION

Organizational Chart As of June 30, 2004



#### KERN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION

List of Professional Consultants As of June 30, 2004

#### **ACTUARY**

Public Pension Professionals, Inc. Oakland, CA

#### **AUDITOR**

Brown Armstrong Bakersfield, CA

#### **CUSTODIAN**

The Northern Trust Company Chicago, IL

#### **LEGAL**

Kern County Counsel Bakersfield, CA

Morrison & Foerster, LLP Los Angeles, CA

> Hanson Bridgett San Francisco, CA

Klein Denatale et al. Bakersfield, CA

#### INVESTMENT CONSULTANT

Wilshire Associates, Inc. Santa Monica, CA

#### OTHER SPECIALIZED SERVICES

Cortex Applied Research, Inc. Toronto, Ontario Canada

Note: A list of Investment Professionals is located on page 52 of the Investment Section of this report.

# FINANCIAL SECTION



## BROWN ARMSTRONG PAULDEN MCCOWN STARBUCK & KEETER

#### CERTIFIED PUBLIC ACCOUNTANTS

Main Office 4200 Truxtun Ave., Suite 300 Bakersfield, California 93309 Tel 661-324-4971 fax 661-324-4997

Shafter Office 560 Central Avenue Shafter, California 93263 Tel 661-746-2145 fax 661-746-1218

Peter C. Brown, CPA
Burton H. Armstrong, CPA MST
Andrew J. Paulden, CPA
Harvey J. McCown, CPA
Steven R. Starbuck, CPA
Alleen K. Kecter, CPA
Chris M Thornburgh, CPA

Eric H. Xin, MBA, CPA
Lynn R. Krausse, CPA, MST
Bradley M. Hankins, CPA
Melinda A. McDaniels, CPA
Sharon Jones, CPA, MST
Thomas M. Young, CPA
Amanda E. Wilson, CPA
Diana Branthoover, CPA
Rosalva Flores, CPA
Connie M. Perez, CPA
Matthew Gilligan, CPA

#### INDEPENDENT AUDITOR'S REPORT

To the Members of the Kern County Board of Retirement

We have audited the accompanying statement of plan net assets of the Kern County Employees' Retirement Association (KCERA) as of June 30, 2004 and 2003 and the related statement of changes in plan net assets for the years then ended. These financial statements are the responsibility of management of KCERA. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit 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 audit provides 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 Kern County Employees' Retirement Association as of June 30, 2004 and 2003 and its changes in plan net assets for the year then ended in conformity with accounting principles generally accepted in the United States of America.

The Management's Discussion and Analysis on pages 17 through 21 is not a required part of the basic financial statements but is supplementary information required by the Governmental Accounting Standards Board. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of this supplementary information. However, we did not audit the information and express no opinion on it.

MEMBER of SEC Practice of the American Institute of Certified Public Accountants

Our audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The required supplementary information and other supplemental information on pages 37 through 41, and the investment, actuarial and statistical sections are presented for purposes of additional analysis and are not a required part of the basic financial statements of KCERA. The required supplementary information and other supplemental information on pages 37 through 41 have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole. We did not audit the information contained in the investment, actuarial and statistical sections and express no opinion on it.

BROWN ARMSTRONG PAULDEN McCOWN STARBUCK & KEETER ACCOUNTANCY CORPORATION

Merch March

Bakersfield, California September 24, 2004



1115 TRUXTUN AVE., 1st Floor, BAKERSFIELD, CA 93301 800 548-0738 661 868-3790 FAX 661 868-3779

#### MANAGEMENT'S DISCUSSION AND ANALYSIS

This section presents management's discussion and analysis of the Kern County Employees' Retirement Association's (KCERA) financial statements and the significant events and conditions which affected the operations and performance during the years ended June 30, 2004 and 2003. It is presented as a narrative overview and analysis in conjunction with the Executive Director's Letter of Transmittal included in the Introductory Section of this Comprehensive Annual Financial Report.

#### Financial Highlights

- The net assets of the KCERA increased approximately \$248.0 million during the year ended June 30, 2004. The increase was primarily from U.S. and non-U.S. equity performance.
- As of December 31, 2003, the date of the most recent actuarial valuation, the funded ratio for the KCERA was 94%, compared to the funded ratio of 83%, as of December 31, 2002. The increase is attributable to \$285.1 million in pension obligation bonds (POBs) issued in May 2003 by the County of Kern to fund a significant portion of the December 31, 2002 Unfunded Actuarial Accrued Liability.
- During the fiscal year ended June 30, 2004, the KCERA's total fund returned 16.73%, higher than the prior fiscal year return of 6.58%.
- Contributions during the year decreased by approximately \$11 million or 17%. Member contributions decreased \$2 million or 18% and employer contributions decreased \$9.0 million or 16%.
- Pension benefits for the year increased by approximately \$11 million or 11% over the prior year. The increase is attributable to an increase in retired members and beneficiaries receiving pension benefits, an increase in the average retired members' monthly benefit, and retroactive payments determined by *Kern Law Enforcement Association, et al., Petitioners v. Board of Retirement, Kern County Employees' Retirement Association, Respondent; County of Kern, Real Party in Interest,*" Case No. 236460-NFT (hereafter "Ventura") Settlement Agreement and Judgment. The increase in the average monthly benefit is a result of an improved benefit formula for Safety members, adopted January 1, 2001, and higher final compensation determined by the Ventura decision.

#### Overview of the Financial Statements and Accompanying Information

1) The Statement of Plan Net Assets is the basic statement of position for a defined benefit pension plan under the Governmental Accounting Standard Board (GASB) Statement No. 25. This statement reflects the net assets available for future payments to retirees and their beneficiaries. Assets and current liabilities of the plan reflect full accruals. The statement reflects investments at fair value and accounting liabilities as distinct from actuarial liabilities.

#### Overview of the Financial Statements and Accompanying Information (Continued)

- 2) The Statement of Changes in Plan Net Assets is the basic operating statement for a defined benefit pension plan under GASB Statement No. 25. Changes in plan net assets are recorded as additions or deductions from the plan. All additions and deductions are reported on a full accrual basis.
- 3) Notes to the Financial Statements are an integral part of the financial statements and provide important additional information for a user.
- 4) Required Supplementary Information consists of two schedules and related notes of long-term actuarial data. The two schedules are the Schedule of Funding Progress and the Schedule of Employer Contributions.
- 5) Other Supplemental Information includes schedules of administrative expenses, investment manager fees, other investment expenses, and payments to consultants.

#### **Financial Analysis**

The KCERA provides pension benefits to the employees and their beneficiaries of the County of Kern and other public agencies. The KCERA's benefits are funded by member and employer contributions, and investment income. The KCERA's net assets held in trust for pension benefits at June 30, 2004 were \$2.0 billion, an increase of approximately \$247 million (14%) from June 30, 2003. The KCERA's net assets held in trust for pension benefits at June 30, 2003 were \$1.8 billion, an increase of approximately \$347 million (24%) from June 30, 2002. Key elements of the increase (decrease) in net assets are described below and in Tables 1 and 2 on Page 21.

#### **Contributions and Income**

Additions to plan net assets include member and employer contributions, and investment income. Member contributions were approximately \$10.5 million, \$12.7 million, and \$11.3 million for the years ended June 30, 2004, 2003, and 2002, respectively. Employer contributions were \$48.8 million, \$58.2 million, and \$41.8 million for the years ended June 30, 2004, 2003, and 2002, respectively.

Member contributions decreased by approximately \$2.3 million (18%) in 2004 and increased by \$1.4 million (12%) in 2003. The decrease in member contributions in 2004 is primarily attributable to lower member contribution rates due to the change in the Plan's mortality table. The increase in member contributions in 2003 is attributable to the purchase by members of eligible service credit using rollovers from the County Deferred Compensation program (IRC Section 457 Plan) and other California 403(b) funds as first allowed in California in 2003.

Employer contributions decreased by approximately \$9.5 million (16%) in 2004 and increased by approximately \$16.4 million (39%) in 2003. The decrease in employer contributions in 2004 is primarily due from the \$285.1 million in POBs issued by the County of Kern to fund a significant portion of the December 31, 2002 Unfunded Actuarial Accrued Liability. The POB proceeds reduced the employer contributions for General and Safety members for fiscal year 2004. The increase in employer contributions in 2003 is primarily due to a combination of salary increases, investment losses, and an enhancement of benefits available to Safety members.

Net investment increases (losses) were \$296.1 million, \$87.9 million, and \$(76.2) million for the years ended June 30, 2004, 2003, and 2002, respectively. The increase in 2004 can be attributed to U.S. and non-U.S. equity performance during the year. The increase in 2003 can be attributed to U.S. equity performance in the second

#### **Contributions and Income** (Continued)

quarter 2003 and from strong fixed income performance throughout fiscal year 2003. The net investment loss in 2002 was due to declining equity markets.

The KCERA's total fund return (net of fees) in fiscal year 2004 was 16.73%. For fiscal year 2004, the KCERA's U.S. equity composite returned 20.93%, the fixed income composite returned 3.78%, and the non-U.S. equity composite returned 28.98%. The \$87.9 million increase in investment income in fiscal year 2003 results from a total fund return (net of fees) of 6.58% for the year. For fiscal year 2003, the KCERA's U.S. equity composite returned 1.00%, fixed income composite returned 14.19%, and the non-U.S. equity composite returned -2.71%, (see Investment Section).

#### Benefits, Refunds, and Expenses

Deductions to plan net assets include pension benefits, supplemental benefits, refunds of member contributions, and administrative expenses. The pension benefits (annuity, pension, and cost of living allowances) were \$95.2 million, \$85.2 million, and \$72.0 million for the years ended June 30, 2004, 2003, and 2002, respectively. Pension benefits increased by approximately \$10.0 million (12%) in 2004 and by \$13.2 million (18%) in 2003. These increases were mainly due to an increase in retired members and beneficiaries receiving pension benefits, an increase in the average retired members and beneficiaries monthly benefit, and retroactive lump sum payments directed by the Ventura Settlement Agreement and Judgment. Retired members and beneficiaries increased by 2.6% in 2004 and by 2.5% in 2003. he average monthly benefit increased by 7.5% in 2004 and 8.2% in 2003. The increase in the average monthly benefit is attributable to an improved benefit formula for Safety members and higher final compensation determined by the *Ventura* Settlement Agreement and Judgment. In fiscal year 2004, \$6.2 million and in fiscal year 2003, \$4.9 million in retroactive lump sum payments were paid to entitled retirees and their beneficiaries. These lump sum payments account for 7.7% of the 12% increase in pension benefits in 2004 and 6.8% of the 18% increase in 2003. The KCERA previously adopted California Government Code Section 31618, which provides for the establishment of the Supplemental Retiree Benefit Reserve (SRBR). SRBR currently provides retirees with 80% purchasing power parity and a \$1,000 death benefit. In addition to pension benefits, the supplemental retirement benefits paid were \$7.8 million, \$7.5 million and \$7.2 million for years ended June 30, 2004, 2003, and 2002, respectively. At June 30, 2004, refunds of member contributions were \$314 thousand more than fiscal year 2003, and for 2003 was \$165 thousand more than fiscal year 2002.

The KCERA administrative expenses were \$2.5 million, \$2.2 million, and \$2.2 million for the years ended June 30, 2004, 2003, and 2002, respectively. At June 30, 2004, administration expenses increased by \$356 thousand and remained consistent in fiscal year 2003. This increase is primarily due to the salaries and benefits of temporary employees hired by the KCERA to recalculate benefits in the matter of the *Ventura* Settlement Agreement and Judgment, fiduciary liability insurance, and legal services for disability issues. For fiscal year 2003, the KCERA paid attorneys' fees in the amount of \$752 thousand to the attorneys representing the petitioners and class representatives of the *Ventura* litigation. In accordance with the Settlement Agreement and Judgment, the fees were paid from system earnings in the reserve against contingencies without regard to the administrative expense limitations of Government Code Section 31580.2.

	<b>June 2004</b>	June 2003	June 2002
Average Monthly Benefit Payments	\$8.1 Million	\$7.3 Million	\$6.6 Million
Retirees and Beneficiaries	4,718	4,599	4,485

#### Reserves

The KCERA's reserves are established under GASB 25 and in accordance with the County Employees Retirement Law of 1937. Investments are stated at fair value instead of at cost and include the recognition of unrealized gains and losses in the current period. The unrealized gains and losses are held in the Market Stabilization Reserve with a portion allocated to all other reserves. The KCERA uses a five-year smoothing methodology to recognize unrealized gains and losses. The five-year smoothing is calculated by subtracting the expected return of the actuarial assumed interest rate of 8% from the total fund's actual return on net assets. The Market Stabilization Reserve was \$(24) million, \$(205), and \$(250) million for the years ended June 30, 2004, 2003, and 2002, respectively.

Interest at the actuarial rate of 8.0%, or at the highest rate possible if net earnings are not sufficient to credit the full actuarial rate, is credited semiannually on December 31 and June 30. Interest is credited to all reserves except a contingency reserve. The KCERA credited the reserves 5.5% in fiscal year 2004 and 2.2% in fiscal year 2003. The credits were below the actuarial rate of 8.0% for both years.

KCERA RESERVES						
	2004	2003	2002			
Member Reserve	\$183,949,369	\$178,085,995	\$174,731,992			
Employer Reserve	612,276,862	611,980,215	427,354,873			
Cost of Living Reserve	444,132,773	424,347,977	323,076,577			
Retired Member Reserve	635,836,701	598,332,494	585,071,128			
Supplemental Retiree Benefit Reserve	158,325,450	157,432,545	161,504,287			
Contingency Reserve	20,307,194	17,432,545	14,361,730			
Market Stabilization Reserve	(24,108,943)	(205,062,026)	(249,927,624)			
Total	\$2,030,719,406	\$1,782,946,667	\$1,436,172,964			

#### Fiduciary Responsibilities

The KCERA's Board of Retirement and management staff are fiduciaries of the pension trust fund. Under the California Pension Protection Act of 1992, the Board of Retirement has plenary authority and fiduciary responsibility for the investment of monies and for the administration of the KCERA. The Board of Retirement has the sole and exclusive fiduciary responsibility over the assets of the system. The assets are held for the exclusive purpose of providing benefits to the KCERA members and their survivors, as mandated.

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## Net Assets (In thousands)

Table 1

		Increase		Increase	
		(Decrease)		(Decrease)	
	2004	Amount	2003	Amount	2002
Assets					
Current Assets	\$281,616	\$(229,939)	\$511,555	\$299,165	\$212,390
Investments	1,979,744	533,297	1,446,447	17,544	1,428,903
Securities Lending Collateral	192,046	149,504	42,542	(24,063)	66,605
Capital Assets and Other Assets	s 75	(77)	152	(106)	258
Total Assets	\$2,453,481	\$452,785	\$2,000,696	\$292,540	\$1,708,156
Liabilities					
Current Liabilities	\$230,716	\$55,509	\$175,207	\$(30,171)	\$205,378
Liabilities for Security Lending	192,046	149,504	42,542	(24,063)	66,605
Total Liabilities	\$422,762	\$ 205,013	\$217,749	\$(54,234)	\$271,983
Total Net Assets	\$2,030,719	\$ 247,772	\$1,782,947	\$346,774	\$1,436,173

## **Changes in Net Assets** (In thousands)

Table 2

Table 2		Inanaga		Increase	
		Increase			
		(Decrease)		(Decrease)	
	2004	Amount	2003	Amount	2002
Additions					
Member Contributions	\$10,451	\$(2,298)	\$12,749	\$1,462	\$11,287
Employer Contributions	48,760	(294,579)	343,339	301,457	41,882
Investment Income (Loss)	296,074	208,139	87,935	164,182	(76,247)
<b>Total Additions</b>	\$355,285	\$(88,738)	\$444,023	\$467,102	\$(23,078)
Deductions					
Pension Benefits	\$95,227	\$10,051	\$85,176	\$13,206	\$71,970
Supplemental Retirement Benefits	7,818	293	7,525	318	7,207
Refunds of Member Contributions	1,915	314	1,601	165	1,436
Administrative Expenses	2,496	329	2,167	(1)	2,168
Litigation Expenses	0	(752)	752	752	0
Benefits System Expenses	56	28	28	(20)	48
Total Deductions	\$107,512	\$10,263	\$97,249	\$14,420	\$82,829
Increase (Decrease) in Net Assets	\$247,773	\$(99,001)	\$346,774	\$452,682	\$(105,908)

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#### KERN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION STATEMENT OF PLAN NET ASSETS AS OF JUNE 30, 2004 AND 2003

	2004	2003
Assets		
Cash in County Pool	\$ 20,654,821	\$ 6,490,474
Short-Term Investment Funds	89,807,807	404,857,355
Total Cash and Short-Term Investment Funds	110,462,628	411,347,829
Dagairaklasi		
Receivables: Investments Sold	164,439,790	93,727,738
Interest and Dividends	5,801,153	4,061,257
Receivable for Index Futures	541,130	325
Contributions and Other Receivables	371,254	2,418,094
Total Receivables	171,153,327	100,207,414
Investments at Fair Value: U.S. Government Debt Securities and		
Corporate Bonds	637,905,659	484,817,288
International Bonds	23,826,512	13,796,499
Domestic Stocks	855,485,603	585,935,393
International Stocks	408,318,289	300,921,347
Real Estate Investments	30,560,956	41,450,930
Private Equity Funds	23,647,307	19,525,075
Collateral Held for Securities Lending	192,045,519	42,542,001
Total Investments	2,171,789,845	1,488,988,533
Prepaid Insurance	0	15,962
Property, Fixtures and Equipment, net of accumulated		
depreciation of \$115,051 and \$98,386, respectively	75,189	136,416
Total Assets	2 452 490 090	2 000 606 154
Total Assets	2,453,480,989	2,000,696,154
Liabilities		
Securities Purchased	226,486,501	173,363,570
Collateral Held for Securities Lent	192,045,519	42,542,001
Other Liabilities	4,229,563	1,843,916
Total Liabilities	422,761,583	217,749,487
Net Assets Held in Trust for Pension Benefits	\$2,030,719,406	\$ 1,782,946,667
(A schedule of funding progress is presented on page 37.)		

See accompanying notes to the financial statements.

#### KERN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION STATEMENT OF CHANGES IN PLAN NET ASSETS FOR THE YEARS ENDED JUNE 30, 2004 AND 2003

	2004	2003
Additions		
Contributions		
Employer	\$ 48,759,9	
Member	10,450,8	
Total Contributions	59,210,8	356,087,641
Investment Income		
Net Appreciation in Fair Value of		
Investments	261,649,7	
Interest	23,235,6	
Dividends	9,003,4	
Real Estate Investments	6,741,9	
Other Investment Income	63,1	
Total Investment Income (Loss)	300,693,99	
Less: Investment Expenses	4,848,24	44 3,888,553
Net Investment Income (Loss)	295,845,7	50 87,805,359
Securities Lending Income		
Earnings	1,162,6	1,108,103
Less: Rebates & Bank Fees	934,32	
Net Securities Lending Income	228,2	90 129,830
Total Additions	355,284,8	<u>444,022,830</u>
Deductions		
Retirement and Survivor Benefits	95,227,12	29 85,175,696
Supplemental Retirement Benefits	7,818,4	94 7,525,584
Refunds of Member Contributions	1,914,7	51 1,600,779
Administrative Expenses	2,495,7	54 2,166,624
Litigation Expenses		0 751,994
Benefits Administration System Expenses	55,99	87 28,450
Total Deductions	107,512,1	97,249,127
Net Increase	247,772,73	346,773,703
Net Assets Held in Trust for Pension Benefits		
Beginning of Year	1,782,946,6	67 1,436,172,964
End of Year	\$ 2,030,719,4	

See accompanying notes to the financial statements.

# JUNE 30, 2004 AND 2003 NOTES TO FINANCIAL STATEMENTS

#### NOTE 1 – DESCRIPTION OF PLAN

The Kern County Employees' Retirement Association (KCERA) was established on January 1, 1945 by the County of Kern Board of Supervisors under the provisions of the County Employees Retirement Law of 1937. KCERA is a cost-sharing multiple-employer defined benefit plan (the plan) covering all permanent employees of the County of Kern and of the following agencies: Berrenda Mesa Water District, Buttonwillow Recreation and Park District, East Kern Cemetery District, Inyokern Community Services District, Kern County Water Agency, Kern Mosquito & Vector Control District, North of the River Sanitation District, San Joaquin Valley Unified Air Pollution Control District, Shafter Recreation and Park District, West Side Cemetery District, West Side Mosquito Abatement District, and West Side Recreation and Park District. The plan is administered by the Kern County Board of Retirement which consists of nine members and two alternate members.

As of June 30, 2004, employee membership data related to the pension plan was as follows:

	General	Safety	Total
Active employees	6,401	1,609	8,010
Terminated employees – vested	772	102	874
Retirees and beneficiaries currently			
receiving benefits	3,584	1,134_	4,718_
	10,757	2,845	13,602

#### **Benefit Provisions**

The KCERA Plan provides for retirement, disability, death, beneficiary, cost-of-living, and supplemental retirement benefits. On July 1, 1968 the Board of Supervisors adopted a provision of the Government Code providing for a fixed benefit formula plan.

#### SERVICE RETIREMENT BENEFIT

- All eligible employees must participate in the Kern County Employees' Retirement Association. A member may retire after reaching the age of 50 with 10 years of service; or general members may retire with 30 years of service and safety members may retire with 20 years of service, regardless of age. Members who retire at or after age 50 with 10 or more years of service are entitled to pension benefits for the remainder of their lives. The amount of such monthly benefit is determined as a percentage of their final monthly compensation and is based on age at retirement and the number of years of service. The final monthly compensation is the monthly average of the final 12 months compensation, or, if the member so elects, any other continuous 12 month period in the member's work history.
- Retiring members may choose from four optional beneficiary retirement allowances. Most retirees elect
  to receive the unmodified allowance which includes 60% of the allowance continued to the retirees'
  surviving spouse.

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#### **NOTE 1 – DESCRIPTION OF PLAN** (Continued)

- Pension provisions include deferred allowances whereby a member may terminate his or her employment with the County after five or more years of County service. If the member does not withdraw his or her accumulated contributions, the member is entitled to all pension benefits after being vested five years, and upon reaching the age of 50 with ten or more years of participation in the retirement system.
- A member that terminates his or her employment with the County of Kern and within 180 days enters another retirement system that has a reciprocal agreement with KCERA, may elect to leave their contributions on deposit with KCERA and establish reciprocity, regardless of their length of service with KCERA. Reciprocal retirement systems include any other county under the County Employees' Retirement Law of 1937, the Public Employees' Retirement System or CalPERS, and any other public agency within the State of California that has a reciprocal agreement with CalPERS.

#### **DEATH BENEFIT**

#### Death Before Retirement

- An active member's beneficiary is entitled to receive death benefits which consist of accumulated
  contributions plus interest, and one month's salary for each full year of service up to a maximum of six
  month's salary.
- If a member is vested and their death is not the result of job-caused injury or disease, their spouse will be entitled to receive for life, a monthly allowance equal to 60% of the retirement allowance in which they would have been entitled to receive if they had retired for non-service connected disability on the date of their death. This same choice is given to their minor children under the age of 18, or under 22 if in school.
- If a member dies in the performance of duty, their spouse receives for life a monthly allowance equal to at least 50% of the member's final average salary. This will apply to minor children under the age of 18, or under 22 if in school.

#### **Death After Retirement**

- If a member dies after retirement, a death benefit of \$1,000 is payable to their designated beneficiary or to their estate.
- If the retirement was for service or non-service connected disability and the member chose the unmodified plan, their surviving spouse or minor children will receive a monthly allowance equal to 60% of the retirement allowance.
- If the retirement was for service connected disability, their spouse or minor children will receive a 100% continuance of their retirement allowance.

#### NOTE 1 – DESCRIPTION OF PLAN (Continued)

#### **DISABILITY BENEFIT**

• A member with five years of service, regardless of age, who becomes permanently incapacitated for the performance of duty will be eligible for a non-service connected disability retirement. Any member who becomes permanently incapacitated for the performance of duty as a result of injury or disease arising out of and in the course of employment, is eligible for a service connected disability regardless of length of service or age.

#### **COST-OF-LIVING ADJUSTMENT**

• An annual cost-of-living adjustment (COLA) of up to 2.5% for all retirees and continuance beneficiaries was adopted as of April 1, 2002.

#### SUPPLEMENTAL BENEFIT

• The Board of Retirement adopted Government Code Section 31618 on April 23, 1984 which provides for the establishment of the Supplemental Retiree Benefit Reserve (SRBR). The SRBR is used only for the benefit of future and current retired members and their beneficiaries. The supplemental benefit is not a guaranteed benefit. The distribution of the SRBR is determined by the Board of Retirement. SRBR currently provides for 80% purchasing power protection and a \$1,000 death benefit.

#### NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### **Reporting Entity**

The KCERA, with its own governing board, is an independent governmental entity separate and distinct from the County of Kern. The KCERA's annual financial statements are referenced by footnote in the County of Kern's Annual Financial Report.

#### **Basis of Accounting**

The KCERA follows Governmental Accounting Standards Board (GASB) accounting principles and reporting guidelines. The financial statements are prepared using the accrual basis of accounting and reflect the overall operations of the KCERA. Employer and member contributions are recognized in the period in which the contributions are due, and benefits and refunds of prior contributions are recognized when due and payable in accordance with the terms of the plan.

#### **Administrative Expenses**

The KCERA's Board of Retirement annually adopts the operating budget for the administration of KCERA. The administrative expenses are charged against the plan's earnings and are limited to eighteen hundredths of one percent of total assets as set forth under Government Code Section 31580.2

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#### NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### **Fair Valuation of Investments**

Fair value for investments are derived by various methods as indicated in the following table:

Stocks, publicly trade bonds, issues of the Most recent sales price as of the fiscal year U.S. Government and its agencies end; international securities reflect currency exchange

rates in effect at June 30, 2004 and 2003.

Real estate investments and alternative investments 
Provided by the Fund manager based on the underlying

financial statements and performance of the

investments.

#### **Capital Assets**

Capital assets and leasehold improvements are reported at historical cost less accumulated depreciation. Depreciation and amortization are calculated using the straight-line method over the estimated useful lives of the depreciable assets and the term of the lease, respectively. Computers and equipment have a useful life of five years and furniture has a useful life of seven years.

#### **Income Taxes**

The plan qualifies under Section 401(a) of the Internal Revenue Code and is therefore not subject to tax under present income tax laws. No provision for income taxes has been made in the accompanying financial statements, as the plan is exempt from Federal and State income taxes under the provisions of Internal Revenue Code, Section 501and California Revenue and Taxation Code Section 23701, respectively.

#### Management's Estimates

The preparation of financial statements in conformity with generally accepted accounting principles 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 revenue and expenses during the reporting period. Actual results could differ from those estimates.

#### **NOTE 3 – CASH AND INVESTMENTS**

At June 30, 2004, \$20,654,821 and at June 30, 2003, \$6,490,474 of the KCERA's uninsured and uncollateralized cash resouces were combined with the County of Kern to form a pool of cash and investments.

The KCERA's cash and investments are categorized below to give an indication of the category risk level assumed by the Plan at June 30, 2004 and 2003 as defined by GASB Statement No. 3.

Category 1 – Insured or registered, or securities held by the entity or by its agent in the entity's name.

Category 2 – Uninsured and unregistered, with securities held by the counterparty's trust department or agent in the entity's name.

Category 3 – Uninsured and unregistered, with securities held by the counterparty, or by its trust department or agent but not in the entity's name. This includes the portion of the carrying amount of any underlying securities.

**NOTE 3 – CASH AND INVESTMENTS** (Continued)

Based on the categories listed above, KCERA's cash and investments as of June 30, 2004 are classified as follows:

	Category 1	Category 3	Uncategorized	<b>Total Fair Value</b>
U.S. Government and agency securities				
Not on securities loan	246,316,957	\$ 8,661,894	\$	\$ 254,978,851
On securities loan for securities collater			Ψ	25,848,625
On securities loan for cash collateral			75,964,289	75,964,289
Domestic corporate fixed-income securities	es			
Not on securities loan	235,773,952			235,773,952
On securities loan for securities collater	ral 3,857,511			3,857,511
On securities loan for cash collateral			41,423,709	41,423,709
International bonds				
Not on securities loan	23,826,512			23,826,512
Domestic equity securities				
Not on securities loan	123,817,879			123,817,879
On securities loan for cash collateral			27,091,826	27,091,826
International equity securities				
Not on securities loan	137,587,603			137,587,603
On securities loan for securities collater	ral 2,107,578			2,107,578
On securities loan for cash collateral			42,593,104	42,593,104
Common / collective investment funds			692,673,764	692,673,764
Limited partnerships			187,527,781	187,527,781
Loans			104,612,619	104,612,619
Swaps			17,073	17,073
Securities lending short-term collateral				
investment pool			192,045,519	192,045,519
Cash and cash equivalents	41,650	1,151,513	88,656,294	89,849,457
Total	799,178,267	\$ 9,813,407	\$ 1,452,605,978	\$2,261,597,652

Reconciliation of the summary of the KCERA's investments above to total investments per the Statement of Plan Net Assets available as of June 30, 2004, is as follows:

Total investments per Statement of Plan Net Assets
Plus cash and short-term investments
89,807,807

Total investments summarized above
\$2,171,789,845
89,807,807
\$2,261,597,652

**NOTE 3 – CASH AND INVESTMENTS** (Continued)

Based on the categories listed above, KCERA's cash and investments as of June 30, 2003 are classified as follows:

	Category 1	Category 3	Uncategorized	<b>Total Fair Value</b>
U.S. Government and agency securities				
Not on securities loan	\$ 153,958,693	Φ 5.004.122	<b>c</b>	\$ 159,952,826
On securities loan for securities collateral	3,044,630	\$ 5,994,133	\$	3,044,630
On securities loan for cash collateral	3,044,030		3,753,770	3,753,770
omestic corporate fixed-income securities			3,733,770	3,733,770
Not on securities loan	191,186,565			191,186,565
On securities loan for securities collateral	1,445,058			1,445,058
On securities loan for cash collateral	1,773,030		19,786,372	19,786,372
International bonds			19,760,372	17,700,372
Not on securities loan	13,591,322			13,591,322
On securities loan for cash collateral	13,371,322		205,177	205,177
Domestic equity securities			203,177	200,177
Not on securities loan	90,755,399			90,755,399
On securities loan for cash collateral	, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		15,454,301	15,454,301
International equity securities			,,	- , - ,
Not on securities loan	30,685,043			30,685,043
On securities loan for securities collateral	257,860			257,860
On securities loan for cash collateral	,		2,186,778	2,186,778
Common / collective investment funds			680,629,757	680,629,757
Limited partnerships			158,762,305	158,762,305
Loans			74,749,369	74,749,369
Securities lending short-term collateral				
investment pool			42,542,001	42,542,001
Short-term investment funds			404,857,355	404,857,355
Total	\$ 484,924,570	\$ 5,994,133	\$1,402,927,185	\$1,893,845,888

Reconciliation of the summary of the KCERA's investments above to total investments per the Statement of Plan Net Assets available as of June 30, 2003, is as follows:

Total investments summarized above	\$ 1,893,845,888
Plus cash and short-term investments	404,857,355
Total investments per Statement of Plan Net Assets	\$ 1,488,988,533

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#### **NOTE 4 – PORTFOLIO CONCENTRATION**

The Board of Retirement's investment policices and guidelines limits exposure to any single manager or product. The maximum allocation to a single active manager is up to 30% of the aggregate market value of the Fund. The maximum allocation to a single active management product is 15%. This limitation applies to any non-index investment vehicle. The KCERA's investment portfolio contained no concentration of investments in any one organization greater than 5% of plan net assets as of June 30, 2004 (other than U.S. Government securities).

#### **NOTE 5 – SECURITIES LENDING**

Under provisions of state statutes, the KCERA Board of Retirement permits KCERA to participate in a securities lending program, whereby securities are transferred to independent broker-dealers and other entities for collateral with a simultaneous agreement to return the collateral for the same securities plus a fee in the future. The KCERA's custodian, The Northern Trust Company, is the agent for its securities lending program. The Northern Trust Company is authorized to lend U.S. government obligations, U.S. bonds and equities, and international bonds and equities that are being held in custody to various borrowers, such as, banks and brokers. All securities loans can be terminated on demand by either the lender or the borrower.

U.S. securities are loaned versus collateral valued at 102% of the market value of the securities plus any accrued interest. Non-U.S. securities are loaned versus collateral valued at 105% of the market value of the securities plus any accrued interest. Marking to market is performed every business day subject to de minimis rules of change in value, and the borrower is required to deliver additional collateral when necessary so that the total collateral held by the agent will at least equal the market value of the borrowed securities. Collateral received may include cash, irrevocable letters of credit, or securities which are direct obligations or guaranteed by the U.S. Government. Cash collateral is invested in a short term investment pool, or may be invested separately in "term loans", in which case the investments match the loan term. These loans can be terminated on demand by either lender or borrower. Non-cash collateral cannot be pledged or sold unless the borrower defaults.

At June 30, 2004, the KCERA had no credit risk exposure to borrowers due to the nature of the program's collateralization of loans at 102% plus accrued interest. At June 30, 2004 and 2003, the securities lending transactions collateralized by cash had a fair value of \$187,072,928 and \$41,386,397, respectively, and a collateral value of \$192,045,519 and \$42,542,001, respectively. At June 30, 2004 and 2003, the securities lending transactions collateralized by securities or letters of credit had a fair value of \$31,813,714 and \$4,747,548, respectively, and a collateral value of \$32,477,358 and \$4,855,744, respectively, which was not reported as assets and liabilities in the accompanying Statement of Plan Net Assets.

#### **NOTE 6 – DERIVATIVES**

The KCERA utilizes derivative investment instruments in a number of its separately managed investment accounts, limited partnerships and other commingled funds. These instruments may include forward currency contracts, mortgage-backed securities, asset-backed securities, collateralized mortgage obligations, options and futures contracts, generally traded on public security exchanges. Gains and losses on derivative securities are tied to the performance of underlying securities and are based upon closing market values. The gains and losses are recorded in the Statement of Changes in Plan Net Assets.

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#### **NOTE 6 – DERIVATIVES** (Continued)

The risks of using derivative instruments may include the risk that counterparties to contracts will not perform, that the public exchange will not meet its obligation to assume this counterparty risk, market risks including uncollectible mortgages or receivables backing a security, home mortgages which are prepaid at the option of the homeowner, and adverse movements currency exchange rates and/or interest rates. The KCERA does not utilize over-the-counter derivative contracts, except for foreign exchange hedging, nor does it leverage the plan's cash assets through such instruments in order to increase exposures to markets or market segments.

The KCERA utilizes forward currency contracts for the purpose of hedging against adverse movement in currency exchange rates and to facilitate settlement of transactions in foreign securities. While such hedging is expected to net out to zero impact on the fund in the long term, in the short term, gains and losses are included in net investment income from foreign currency transactions. The net foreign currency gains (losses) in fiscal years 2004 and 2003 are \$4,690,931 and \$(455,163), respectively. Such contracts are commonly traded through an informal network of bank and brokers, or a currency futures market.

Mortgage-backed securities, collateralized mortgage obligations and asset-backed securities are created from pools of mortgages or other assets (receivables). Such securities are subject to the market risk factors generally affecting fixed income securities, including interest rates, the credit of the issuers and duration or maturity of the issues. The KCERA uses options to manage risk exposures in certain accounts as a result of asset allocation requirements or unusual flows of cash to or from such accounts.

The KCERA utilizes futures instruments to manage asset allocation exposures to conform to asset allocation policies. In the short term, market changes can drive asset allocation away from targeted values. Futures overlays are used to rebalance the portfolio to a target allocation on a daily basis. Futures are also used to provide market exposure to an asset class as an adjunct to an investment strategy in order to tie the results of the strategy to a particular sector of the market for asset allocation purposes. For example, S&P 500 futures are used to "equitize" the results of a cash market strategy, thereby potentially providing enhanced broad equity market returns to the fund. The KCERA pledges cash and/or securities to provide initial margin for futures trading, generally between 4% to 5% of the notional value of the futures positions. Futures accounts mark to the market on a daily basis, requiring the KCERA to fund losses in the futures positions but utilize gains, as well, on a daily basis.

The fair value of the KCERA's derivatives are as follows:

(in thousands)

(	June 30, 2004	June 30, 2003
Forward Currency Contracts (Receivables)	\$ 3,646	\$ 2,506
Forward Currency Contracts (Payables)	(3,637)	(2,530)
Mortgage-Backed Securities	179,996	129,377
Asset-Backed Securities	31,390	23,045
Collateralized Mortgage Obligation Securities	12,429	42,506
Swaps	5,247	0
Call Options	11	0
Total Derivatives	\$229,082	\$194,904

#### **NOTE 7 – FUNDING POLICY**

Eligible County of Kern employees and their beneficiaries are entitled to pension, disability, and survivors' benefits under the provisions of the County Employees Retirement Law of 1937 with the establishment of the KCERA on January 1, 1945. As a condition of participation under the provisions of the County Employees Retirement Law of 1937, members are required to pay a percentage of their salaries, depending upon their age at date of entry in the system.

For fiscal year 2004, the employer contribution rates are actuarially determined by using the Entry Age Funding method. The employer contribution rates are made up of two parts:

- 1. The Normal Cost, or the cost of the portion of the benefit that is allocated to the current year.
- 2. The payment to amortize the Unfunded Actuarial Accrued Liability (UAAL). The UAAL is the excess of the Plan's accrued liability over its assets. Most of the UAAL is currently amortized over 24 years, except for the additional liabilities due to granting Golden Handshake benefits, which are amortized over three years from the year in which they were granted.

The Memorandum of Understanding (MOU) adopted April 1997 between the County of Kern and its employees, took effect on July 5, 1997. The MOU states that members hired prior to the effective date will pay 50% of the full member contribution rate until they attain five years of service. Members hired after the effective date of the MOU will pay the full member rate until they attain five years of retirement service credit. After five years of service, no contributions are required from any member; such contributions are "picked up" by the County of Kern.

On April 1, 1973, an annual cost-of-living adjustment (COLA) of up to 2% for all retirees and continuance beneficiaries was adopted. The 2% COLA was funded entirely from the unreserved fund balance until February 5, 1983. After this date and prior to fiscal year 2003, funding the 2% COLA was included in the employers' contributions. In fiscal year 2002, the County of Kern activated Government Code Section 31617 which provides that COLAs shall be funded first from excess earnings, to the extent of such excess, and thereafter from employer contributions. In fiscal year 2004, the Plan had no excess earnings and the current funding for the cost-of-living reserve is included in the employers' contributions.

Participating Special Districts did not participate in the funding provided by a pension obligation bond of \$224.5 million issued by the County of Kern in November 1995. Therefore, different employer contribution rates are required to fund the unfunded liabilities for each class of participation. The rate of contributions for Special Districts changed on September 27, 1997, to reflect the impact of the County of Kern MOU, applicable to county members. Ten out of twelve Special Districts adopted provisions parallel to the MOU. Two Special Districts did not adopt the MOU; Buttonwillow Recreation and Park District and San Joaquin Valley Unified Air Pollution Control District.

#### **NOTE 7 – FUNDING POLICY** (Continued)

The following table summarizes the required contribution rates in effect at June 30, 2004. Contribution rates are expressed as a percentage of covered payroll.

Member Classification	<b>Employee Rate</b>	<b>Employer Rates</b>
General Members	3.44% - 8.85%	10.96%
Safety Members	5.06% - 10.78%	21.03%
Special Districts (Electing MOU)	3.44% - 8.85%	15.88%
Special Districts (Not Electing MOU)	3.44% - 8.85%	14.26%

Total contributions made during fiscal years 2004 and 2003, respectively, amounted to \$59,210,814 and \$70,995,511 of which \$48,759,946 and \$58,246,723 were contributed by the County of Kern and Special Districts, and \$10,450,868 and \$12,748,788 were contributed by members. On May 29, 2003, the KCERA received \$285,092,130 of pension obligation bond (POB) proceeds from the County of Kern to fund a significant portion of the December 31, 2002 Unfunded Actuarial Accrued Liability. The POB proceeds reduced General and Safety members employer contribution rates for fiscal year 2004 by 3.60% and 10.80%, respectively for the County of Kern.

#### **Supplemental Retirement Benefits**

A supplemental benefits program currently provides enhancement to benefits payable to retirees and their beneficiaries such as to bring all eligible recipients up to 80% of dollar purchasing power as of their retirement date. The program is contingently funded from one half of "excess" i.e. earnings greater than the assumed actuarial rate of interest. While the impact on the fund of paying supplemental benefits is difficult to project, the supplemental program is an additional cost of the plan.

Effective April 1, 2002, provisions of a court settlement agreement granted a permanent increase of .5% cost-of-living adjustment (COLA) to retirees and their beneficiaries. The cost of the .5% COLA increase will be initially funded with a \$64.7 million allocation from funds held in the Supplemental Retiree Benefit Reserve.

#### NOTE 8 – RESERVE ACCOUNTS AND DESIGNATIONS OF PLAN ASSETS

Member and employer contributions are allocated to various legally-required reserve accounts based on actuarial determinations. Member, employer, and retired members' reserves are fully funded. The KCERA maintains the following reserve and designation accounts:

*Members' Deposit Reserve* – member contributions and interest allocation to fund member retirement benefits

*Employers' Advance Reserve* – employer contributions and interest allocation to fund member retirement benefits.

*Cost-of-Living Reserve* – employer contributions and interest allocation to fund annual cost-of-living increases for retirees and the continuance beneficiaries.

#### NOTE 8 – RESERVE ACCOUNTS AND DESIGNATIONS OF PLAN ASSETS (Continued)

*Retired Members' Reserve* – transfers from members' deposit reserve and employers' advance reserve, and interest allocation for funding of retired members' and their beneficiaries' monthly annuity payments.

Supplemental Retiree Benefit Reserve – monies reserved for enhanced non-vested benefits to current and future retired members and their beneficiaries.

Contingency Reserve – excess income to supplement deficient earnings. The contingency reserve satisfies the Government Code Section 31616 requirement for the KCERA to reserve at least 1% of assets, up to a maximum of 3% of assets. At fiscal year ended June 30, 2004, 1% of the Plan's net assets are reserved for contingencies.

Balances in these reserve accounts and designations of net assets available for pension and other benefits at June 30, 2004 and 2003 (under the five-year smoothed market asset valuation method for actuarial valuation purposes) are as follows:

	2004	2003
Members' deposit reserve, general	\$ 120,247,681	\$ 114,398,150
Members' deposit reserve, safety	53,182,418	53,921,828
Members' deposit reserve, special district	10,519,270	9,766,017
Employer's advance reserve, general	341,990,282	330,395,734
Employer's advance reserve, safety	257,791,850	270,483,096
Employer's advance reserve, special district	12,494,730	11,101,385
Cost of living reserve, general	242,640,686	232,379,550
Cost of living reserve, safety	192,433,709	183,839,184
Cost of living reserve, special district	9,058,378	8,129,243
Retired members' reserve, general	357,053,167	348,164,234
Retired members' reserve, safety	278,783,534	250,168,260
Supplemental retiree benefit reserve (SRBR)	158,325,450	157,432,545
Contingency reserve	20,307,194	17,829,467
Total reserves at five-year smoothed market		
actuarial valuation	2,054,828,349	1,988,008,693
Market stabilization reserve*	(24,108,943)	(205,062,026)
Total net assets held in trust for pension benefits	\$ 2,030,719,406	\$ 1,782,946,667

<sup>\*</sup>This amount represents the difference between the five-year smoothed market value of the fund and the market value at June 30, 2004 and 2003.

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#### NOTE 9- COMMITMENTS AND CONTINGENCIES

#### **Capital Commitments**

The KCERA allocates 6% of assets to private equity markets. As of June 30, 2004 the KCERA's Board of Retirement committed \$105 million to four private equity fund-of-funds managed by Pantheon Ventures, Inc. (\$32.5 million) and Abbott Capital Management (\$72.5 million). Private equity investments have a long life cycle involving commitment, drawdowns, maturation, and stock distribution. For each fund, effective exposure reaches maximum at about four to six years and the effective allocation over the life cycle generally does not exceed 65% of the total commitment. As of June 30, 2004, the KCERA provided \$29.55 million in drawdowns.

#### Litigation

The KCERA is a defendant in various lawsuits and other claims arising in the ordinary course of its operations. The KCERA's management and legal counsel estimate that the ultimate outcome of such litigation will not have a material effect on the KCERA's financial statements.

#### **Contingent Liability**

A Petition for Writ of Mandamus entitled "Kern Law Enforcement Association, et al., Petitioners v. Board of Retirement, Kern County Employees' Retirement Association, Respondent; County of Kern, Real Party in Interest," Case No. 236460-NFT (hereafter "KLEA") was filed on June 9, 1998. The KLEA case arises from the California Supreme Court decision entitled "Ventura County Deputy Sheriffs' Assn. v. Board of Retirement of Ventura County Employees' Retirement Assn (hereafter "Ventura").

The KLEA litigation sought inclusion of additional items of pay not included by the KCERA Board in its resolution implementing the *Ventura* decision and also sued for retroactive inclusion of all additional pay items back to October 1, 1994 and going forward. The KLEA litigation was coordinated with other lawsuits brought against other counties and retirement systems operating under the same law as the KCERA.

On September 28, 2001, the trial court before which the KLEA litigation was pending approved a settlement entered into by all the parties. Judgment in the action was entered on January 24, 2002, notice of the Entry of Judgment was given to all parties on January 28, 2002, no appeal was filed within the statutory time period, and the Judgment has now become final. The main features of the settlement are: 1) inclusion of some additional pay items in "compensation earnable", 2) retroactive payments back to April 1, 1996 and going forward, 3) payment by KCERA of Petitioners' attorney fees in the amount of \$700,000 from available contingency reserves, 4) County payment of all member contributions owing as a result of inclusion of additional pay items in "compensation earnable", and 5) a permanent increase in the annual cost of living allowance (COLA) from 2% to 2.5% effective April 1, 2002. The cost of the additional 0.5% cost of living allowance will be initially funded with a \$64.7 million allocation from funds held in the Supplemental Retiree Benefits Reserve until exhausted.

The KCERA is in the process of evaluating past service records in order to recalculate benefit levels in accordance with the Settlement Agreement and Judgment, and this process is expected to be completed by the end of 2004. The cost of the recalculated benefits will not be known until the recalculation process is complete. From August 16, 2002 to September 24, 2004, 1,659 retirees or their beneficiaries have received retroactive payments in the amount of \$11,688,708, and the monthly retiree payroll increased by \$120,999. The liability of the recalculated benefits paid on or before December 31, 2003 and the additional 0.5% cost of living allowance was included in the most recent actuarial valuation, dated December 31, 2003.

#### NOTE 10- REQUIRED SUPPLEMENTARY INFORMATION

A schedule of the KCERA's funding progress that reports the actuarial value of assets, the actuarial accrued liability, and the relationship between the two over time and a schedule of employer contributions that provides information about the annual required contributions of the employer's Annual Required Contribution (ARC) and the percentage of the ARC recognized by the plan are presented, where available, on the following pages as Required Supplementary Information.

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# KERN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION REQUIRED SUPPLEMENTARY INFORMATION FOR THE YEARS ENDED JUNE 30, 2004 AND 2003

Schedule of Funding Progress (Net of SRBR and \$1,000 Death Benefits) (in thousands)

Actuarial Valuation Date	Actuarial Value of Assets	Actuarial Accrued Liability	Unfunded Actuarial Accrued Liability (UAAL) (3) – (2)	Funded Ratio (2)/(3)	Annual Covered Payroll	UAAL as % of Annual Payroll (4)/(6)	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	
12/31/03	\$1,927,585	\$2,059,286	\$131,701	93.6%	\$353,444	37.3%	
12/31/02	1,570,278	1,899,031	328,753	82.7%	344,871	95.3%	
12/31/01	1,508,291	1,611,960	103,669	93.6%	333,791	31.1%	
12/31/00	1,434,873	1,388,984	(45,889)	103.3%	283,282	-16.2%	
12/31/99	1,325,928	1,324,662	(1,267)	100.1%	297,738	-0.4%	
12/31/98	1,203,670	1,179,753	(23,917)	102.0%	282,251	-8.5%	

#### **Schedule of Employer Contributions**

Fiscal Year Ended June 30,	Annual Required Contribution	Percentage Contributed
2004	\$48,759,946	100%
2003	58,246,723	*682%
2002	41,881,569	100%
2001	41,067,487	100%
2000	37,575,583	100%
1999	40,159,103	100%
1998	35,420,517	100%

<sup>\*</sup>Percentage reflects pension obligation bond proceeds totaling \$285.1 million.

See accompanying notes to required supplemental information and independent auditors' report.

#### NOTES TO REQUIRED SUPPLEMENTARY INFORMATION

#### FOR THE YEARS ENDED JUNE 30, 2004 AND 2003

#### NOTE 1 – ACTUARIAL ASSUMPTIONS AND METHODS

The information presented in the required supplementary schedules was determined as part of the actuarial valuations as of the dates indicated. Additional information as of the latest actuarial valuation dated December 31, 2003 is as follows:

Valuation date: December 31, 2003

Actuarial cost method: Entry age funding method Amortization method: Level percent closed

Remaining amortization period:<sup>1</sup> 24 years

Asset valuation method: Five-year smoothed market value

Actuarial assumptions:

Investment rate of return: 8.0%

Projected salary increases: Rates varying by service

Includes inflation at: 4.0%

Annual increase in system

benefits cap: 2.5%

#### NOTE 2 – SIGNIFICANT FACTORS AFFECTING TRENDS IN ACTUARIAL INFORMATION

#### Demographics:

Total payments to retirees and their beneficiaries increased by approximately 10.7% during 2003. The number of retired members and their beneficiaries receiving pension checks increased from 4,516 to 4,657. The average monthly benefit check increased from \$1,457 to \$1,564.

The number of active members increased by 0.6% from 8,055 to 8,104, while the average pay increased by 2.4% from \$3,568 per month to \$3,654 per month, resulting in an increase in total covered payroll of approximately 3.0%.

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*I Additional liabilities for Golden Handshake benefits are amortized over three years from the year in which they are granted.* 

## KERN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION OTHER SUPPLEMENTAL INFORMATION

#### Schedule of Administrative Expenses For the Years Ended June 30, 2004 and 2003

	2004	2003
Personnel Services:		
Salaries & Wages	\$1,055,009	\$ 913,745
Employee Benefits	407,819	358,525
Total Personnel Services	1,462,828	1,272,270
Professional Services:		
Legal Counsel	258,231	186,339
Audit	47,372	50,746
Medical/Hearing Officers	55,328	52,349
Information Technology Services	36,371	30,029
Other Professional Services	106,214	135,802
Total Professional Services	503,516	455,265
Communication:		
Postage	23,268	24,281
Printing	3,137	2,927
Telephone	9,471	10,670
Education & Professional Development	46,285	63,026
Publications/Legal Notifications	10,245	8,323
Total Communication	92,406	109,227
Miscellaneous:		
Equipment Leases	19,932	18,170
Building Lease	32,356	0
Office Expense	54,397	49,022
Insurance	110,481	58,483
Maintenance	4,786	4,340
Memberships	6,695	7,829
Special Departmental Expense	3,419	2,901
Other Services	18,074	2,422
Pension Disbursement Fees	108,828	108,699
Depreciation and Amortization	70,156	68,681
Utilities	7,880	9,315
Total Miscellaneous	437,004	325,310
<b>Total Administrative Expenses</b>	\$2,495,754	\$2,166,624

See accompanying independent auditors' report.

#### OTHER SUPPLEMENTAL INFORMATION (Continued)

#### Schedule of Investment Expenses For the Years Ended June 30, 2004 and 2003

	2004	2003
Investment Manager Fees:		
Equity		
Domestic	\$ 1,405,362	\$ 1,398,906
International	981,091	945,031
Fixed Income		
Domestic	462,922	474,388
Global	1,072,695	203,944
Real Estate		
Investments in Real Estate	18,986	98,479
Individual Properties	75,000	35,000
Securities (REITs)	180,175	135,175
Total Investment Manager Fees	4,196,231	3,290,923
Other Investment Expenses:		
Custodian	243,682	172,174
Actuarial Valuation	34,200	77,250
Investment Consultant	168,957	168,257
Legal Fees	20,799	13,474
Due Diligence	9,771	0
Policy Implementation Overlay Strategy	174,604	166,475
Total Other Investment Expenses	652,013	597,630
Total Fees and Other Investment Expenses	4,848,244	3,888,553
Security Lending Rebates and Bank Fees	934,320	978,273
Total Investment Expenses	\$ 5,782,564	\$ 4,866,826

See accompanying independent auditors' report.

## KERN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION OTHER SUPPLEMENTAL INFORMATION (CONTINUED)

Schedule of Payments to Consultants For the Years Ended June 30, 2004 and 2003

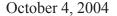
		Commission / Fee		
Individual or Firm	Nature of Service	2004	2003	
Brown Armstrong	External Auditors	\$ 47,372	\$ 50,747	
Kern County Counsel	Legal Counsel	180,797	146,348	
Morrison & Foerster, LLP	Legal Counsel	9,674	14,556	
Hanson Bridgett	Legal Counsel	13,447	13,705	
Klein Denatale et al.	Legal Counsel	54,313	20,217	
Public Pension Professionals, Inc.	Actuarial Services	3,000	115,050	
MAXIMUS, Inc.	Personnel Consultants	0	23,500	
Cortex Applied Research, Inc.	Policy Consultants	45,086	27,964	
<b>Total Payments to Consultants</b>		\$353,689	\$412,087	

(A schedule of Investment Fees and Services is presented on pages 53 and 54 in the Investment Section.)

 $See\ accompanying\ independent\ auditors'\ report.$ 

## INVESTMENT SECTION

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Anne Holdren
Executive Director
Kem County Employees' Retirement Association
1115 Truxtun Avenue
Bakersfield, CA 93301

Dear Ms. Holdren,

I am pleased to provide you with our report on the Kern County Employees' Retirement Association (KCERA) for the year ending June 30, 2004.

For the fiscal year ended June 30, 2004, the KCERA's retirement fund had an investment gain of 16.73% and ended the year with total assets of \$2.034 billion.

The retirement funds are managed according to guidelines codified in the KCERA's Statement of Investment Goals, Objectives, and Policies. This statement is reviewed periodically and revisions were most recently accepted by the KCERA Board of Retirement in June 2004.

At fiscal year end, the KCERA's retirement fund's actual asset allocation was within reasonable rebalancing bands of the target allocations adopted by the KCERA Board of Retirement. The most notable difference from target is for Real Estate, which is currently underweighted for two reasons: 1, the Board adopted a higher target last year for Real Estate, and 2, KCERA's policy of investing in direct, private real estate requires a long lead time to become fully invested. Although the KCERA is also underweight relative to its policy target for Hedge Funds, a search for a Fund of Hedge Funds manager is currently underway and the allocation should be corrected in the next several months. All managers were in compliance with their guidelines on June 30, 2004.

Asset Class	Target Allocation	Actual Allocation
Domastic Equities	40%	42.1%
Domestic Equities		
International Equities	20%	20.3%
Fixed Income	31%	31.3%
Real Estate	6%	3.9%
Hedge Funds	3%	0.0%
Cash	0%	2.4%

The strong investment performance over the last year helped to reverse the effects of the stock market declines in 2001 and 2003. Some highlights follow below:

• The KCERA's total fund returned 16.73% for the year, versus the policy return of 15.92%. Outperformance versus policy was largely due to superior manager performance from several managers and the slight overweight to domestic and international equities as a temporary proxy for the pending investments in real estate and hedge funds. The KCERA's median peer in our database

KCERA =



returned 15.80%, indicating that the KCERA was better positioned than the majority of its peers for the ongoing economic and market rebound.

- The KCERA's Equity composite returned 20.93% versus a return of 21.24% for the Wilshire 5000. In a year characterized by continued economic concerns, ongoing warfare in Iraq and Afghanistan, record prices for oil and gasoline, and significant market volatility, superior performance by some of the KCERA's active equity managers kept the overall portfolio's return close to that of the index, net of all fees and expenses. Slight underperformance versus the benchmark was largely due to underperformance by some active managers and the impact of replacing the small cap growth portfolio shortly before the end of the year. The median Equity return for KCERA's peers was 21.30%.
- The KCERA's fixed income composite returned 3.78% versus 0.32% for the Lehman Aggregate Bond Index. As the economy has started to recover over the last year, increasing fears of inflation and future rate increases by the Federal Reserve forced rates higher and bond prices lower. In addition, continued strength in the High Yield markets caused these bonds to show a return for the year of 9.93% and led the performance of the overall KCERA Fixed Income portfolio. The median Fixed Income return for KCERA's peers was 1.10%.
- The KCERA's international equity composite rose 28.98% while the MSCI All-Country World excluding-USA (ACWI x-US) Index returned 32.50%. Despite a slower economic recovery for the global markets than for the United States, international equity markets performed extremely well, signaling the potential for solid future economic growth. It should be noted, however, that approximately 10% of the year's rise in non-US markets was due to the continuing slide in the value of the US dollar relative to other major currencies. Illustrating the broad nature of the market recovery, European stocks rose 28.87% over the last year, Pacific Basin stocks (including Japan) soared 41.12%, and the Japanese market climbed 46.22% -- hopefully a sign that the decade-long Japanese recession is finally behind us. The KCERA's Emerging Markets Equities portfolio also contributed to the year's results, with a return of 27.90%.

As KCERA's investment consultant, Wilshire Associates, Inc. provides investment advice, asset and liability studies, manager monitoring, and detailed quarterly performance reports to the KCERA Board of Retirement. We work closely with the Board and yourself in updating and reviewing investment policies and risk control for the investment fund.

Sincerely,

Michael C. Schlachter, CFA Managing Director

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### **OUTLINE OF INVESTMENT POLICIES Adopted by the Board of Retirement June 9, 2004**

#### **General Information**

The Board of Retirement (the Board) has exclusive control of the investments of the retirement fund and, therefore, establishes investment policies and implements investment decisions. The overall objective of the KCERA's investment program is to prudently invest assets such as to offset some of the costs of the plan in providing the retirement benefits required by the County Employees' Retirement Law of 1937.

The Board is governed by the Government Code Sections 31594 and 31595 which provides a standard of care commonly known as the "prudent expert rule", a rule which recognizes that special skill and knowledge may be necessary in order to invest the fund prudently. Accordingly, the Board of Retirement retains a number of professional investment advisers and an investment consultant. The Board of Retirement is required to diversify the investments of the plan so as to minimize the risk of loss and to maximize the rate of return, unless it is clearly prudent not to do so.

The Board consists of nine members and two alternate members. Four members of the Board are appointed by the Kern County Board of Supervisors; the County Treasurer-Tax Collector is a statutory member of the Board; and four members are elected by active and retired members of the system.

#### **Summary of Investment Guidelines**

The Board of Retirement has adopted an Investment Policy Statement to serve as the framework for investment policy making and investment objective setting within the context of applicable California laws. The Statement establishes investment goals, objectives, and policies and defines the responsibilities of the Board members in regard to the KCERA's investments. The guidelines articulated in the Statement are, in outline, as follows:

- To base the investment of assets on a financial plan that takes into consideration various alternative investment mixes, their resulting risk and return levels, and the current and projected liabilities of the plan
- To adopt an asset allocation mix with an objective of achieving or maintaining a fully funded status.
- To select and monitor external investment managers and a master custodian.
- To oversee investment services and ensure that they are received at the lowest possible cost without sacrificing quality or performance.
- To establish a proxy voting policy with regard to equity investments.
- To review every aspect of the investment program on a regular basis.

#### **Summary of Proxy Voting Guidelines**

The Board has established a set of policies for dealing with proxies, the KCERA Proxy Voting Policy. This policy considers shareholder voting on corporate issues to represent assets of the plan to be voted in the best interests of the beneficiaries of the plan. The voting of proxies is delegated to investment advisers to vote on behalf of the Board according to the guidelines established in the policy. The Board is responsible to monitor proxy voting to see that its policies are implemented effectively.

#### ASSET ALLOCATION

The Board of Retirement periodically establishes asset allocation policy aimed at achieving a long term rate of return on the fund's investments such as to prudently add income to the fund to help provide the benefits promised. The asset allocation statement provides a target allocation or weighting to each of the broad investment classes of assets along with allowable ranges of weightings around each target weight. The target weights are viewed as longer-term objectives to be funded in a manner consistent with efficiency and cost savings. The asset allocation policy provides the target level of diversification among asset classes anticipated for the future. Asset allocation is reviewed on an annual basis to assure that the expectations and assumptions incorporated in the policy remain valid and appropriate. Investment performance is monitored on quarterly, annual and multi-year basis. The asset allocation of the fund is rebalanced, as needed, but in view of the costs of such transactions, as well

The Board engages external professional investment advisers to invest various portions of the fund. The advisers are, however, constrained to invest as provided in the KCERA's investment policies and allocation guidelines. Investment advisers formally notice their compliance with such policies and their portfolios are scrutinized for such compliance at regular intervals. The investment consultant participates in policy formulation and searches for new managers, as well as the termination of existing managers failing to perform or otherwise out of compliance with their investment mandates.

The target asset allocation and the actual asset allocation at June 30, 2004 are as follows:

			Target Ranges		
	_Actual*	<b>Target</b>	Minimum	Maximum	
Domestic Equities	40.9%	34.0%	30.0%	38.0%	
International Equities	20.3%	20.0%	17.0%	23.0%	
Fixed Income	31.3%	31.0%	28.0%	34.0%	
Real Estate	3.9%	6.0%	0.0%	10.0%	
Alternative Investments	1.2%	6.0%	0.0%	6.0%	
Hedge Funds	0.0%	3.0%	0.0%	5.0%	
Cash / Other	2.4%	0.0%	0.0%	3.0%	
Totals	100.0%	100.0%			

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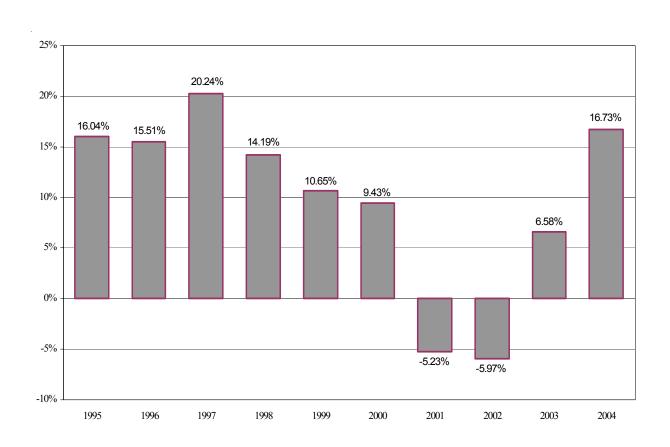
<sup>\*</sup>The June 30, 2003 asset allocation is based upon Wilshire Associates's June 30, 2004 Kern County Employees' Retirement Association Investment Performance Analysis.

## **Investment Summary For the Year Ended June 30, 2004**

Type of Investment	Fair Value (in thousands)	% of Total Fair Value
Domestic Equities		
Large Cap Index Fund	\$ 236,843	11.6%
Large Cap Synthetic Strategies	401,155	19.7%
Small Cap Value Securities	98,335	4.8%
Small Cap Growth Fund	96,289	4.7%
Total Domestic Equities	832,622	40.9%
International Equities		
Active EAFE Securities	378,394	18.6%
Emerging Markets Growth Fund	34,138	1.7%
Total International Equities	412,532	20.3%
Fixed Income		
Core Plus Global Fixed-Income	513,722	25.3%
High Yield Bonds	116,727	5.7%
Mortgage-Backed Securities	132	0.0%
Co-Investments in Commercial Mortgages	6,876_	0.3%
Total Fixed Income	637,457	31.3%
Real Estate		
Public / Private Real Estate Investments	23,660	1.2%
Securities (REITs)	56,054	2.8%
Total Real Estate	79,714	3.9%
Alternative Investments	23,416	1.2%
Cash & Short-Term Cash Investment Funds	26,340	1.3%
Policy Implementation Overlay Strategy	22,204	1.1%
Total Investments	\$ 2,034,285	100.0%

The June 30, 2004 investment summary is based upon Wilshire Associates's June 30, 2004 Kern County Employees' Retirement Association Investment Performance Analysis.

History of Performance Annual Returns (Net of Fees) Periods Ended 6/30



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### **Investment Results Returns for Periods Ended June 30, 2004**

		Annualized		
	Current Year	3-year	5-year	10-year
Total Portfolio:	16.73	5.38	3.95	9.32
*Benchmark: Composite Policy	15.92	4.67	3.01	8.77
TUCS Master Trust Median	15.80	4.09	3.76	10.16
U.S. Equity:	20.93	1.44	-0.25	11.94
Benchmark: Wilshire 5000 Index	21.24	0.79	-1.04	11.53
TUCS Equity Median	21.30	1.15	1.97	12.56
Non U.S. Equity:	28.98	5.45	0.98	4.35
**Benchmark: Custom Index	32.50	5.25	0.96	4.65
TUCS International Equity Median	30.83	5.45	2.96	7.10
Fixed Income:	3.78	7.61	7.55	7.54
Benchmark: Lehman Aggregate Index	0.32	6.36	6.95	7.39
TUCS Fixed Income Median	1.10	6.78	7.08	7.54
Real Estate:	24.10	12.89	12.94	9.30
Benchmark: 50% Wilshire Real Estate Securities Index / 50% Wilshire Real Estate Fund Index	19.50	11.47	11.79	10.84
Cash & Cash Equivalents	1.90	3.28	4.18	4.92
Benchmark: 91-Day T-Bill	0.98	1.71	3.24	4.32
*Vorn County Composite Policy: 40	0/ DI Wilshira 5	000 ±		

\*Kern County Composite Policy: 40% DJ Wilshire 5000 + 34% Lehman Aggregate + 20% MSCI ACWI Fr ex US (G) +

20% MSCI ACWI Fr ex US (G) 2.5% WRE Securities Index +

2.5% NCREIF

\*\*Kern County Non U.S. Equity Composite:

Inception – 2Q99 50% MSCI Europe / 50% MSCI Pacific Basin (unhedged)

2Q99 – 2Q01 MSCI ACWI Fr X US (G) 2Q01 - Present MSCI ACWI Fr ex US

Note: Return calculations were prepared using a time-weighted rate of return based on market values (fair values) in accordance with the AIMR's Performance Presentation Standards.

### Investment Professionals As of June 30, 2004

#### **Investment Managers**

#### **DOMESTIC EQUITY**

Barclays Global Investors, N.A. San Francisco, CA

Pacific Investment Management Company Newport Beach, CA

Rothschild Asset Management, Inc. New York, NY

Westridge Capital Management, Inc. Santa Barbara, CA

#### **INTERNATIONAL EQUITY**

Barclays Global Investors, N.A. San Francisco, CA

Capital International, Inc. Los Angeles, CA

JP Morgan Fleming Asset Management London, England

#### **REALESTATE**

Fidelity Real Estate Asset Manager Boston, MA

LaSalle Securities Limited Baltimore, MD

#### **ALTERNATIVE INVESTMENTS**

AbbottCapital Management, LLC Boston, MA

Pantheon Ventures, Inc. San Francisco, CA

#### **Investment Managers** (Continued)

#### **FIXED INCOME**

FFCA Institutional Advisors, Inc. Scottsdale, AZ

Hyperion Capital Management, Inc. New York, NY

W.R. Huff Asset Management Co., LLC Morristown, NJ

#### **GLOBAL FIXED INCOME**

Goldman, Sachs & Co. New York, NY

Western Asset Management Co. Pasadena, CA

#### Consultant

Wilshire Associates, Inc. Santa Monica, CA

#### **Actuary**

Public Pension Professionals, Inc. Oakland, CA

#### Custodian

The Northern Trust Company Chicago, IL

Policy Implementation Overlay Strategy

The Clifton Group Minneapolis, MN

#### Schedule of Investment Fees and Services For the Years Ended June 30, 2004 and 2003

	2004	2003
Investment Managers' Fees		
U.S. Equity Managers:		
Barclays Global Investors, N.A.	463,157	581,428
Fidelity Management Trust Company	403,137	301,428
Putnam Investments	512,856	0
Rothschild Asset Management, Inc.	226,784	596,656
Westridge Capital Management, Inc.	202,565	220,792
Total U.S. Equity Managers	1,405,362	1,398,906
• • •	<del></del>	
Non U.S. Equity Managers:		
Barclays Global Investors, N.A.	523,932	880,402
HSBC Asset Management	17,532	64,628
JP Morgan Fleming Asset Management	439,628	0
Total Non U.S. Equity Managers	981,092	945,030
U.S. Fixed Income Managers:		
Hyperion Asset Management, Inc.	180,810	229,900
Mellon Bank	54,704	60,177
W.R. Huff Asset Management Co., LLC	227,408	184,312
Total U.S. Fixed Income Managers	462,922	474,389
CLL IE. II. M		
Global Fixed Income Managers:	002.000	202.044
Goldman Sachs Asset Managment	993,090	203,944
Western Asset Managment	79,602	202.044
Total Global Fixed Income Managers	1,072,692	203,944
Real Estate Managers:		
Fidelity Real Estate Asset Manager	18,986	98,479
Heitman Capital Management Corp.	75,000	35,000
LaSalle Securities Limited	180,175	135,175
Total Real Estate Managers	274,161	268,654
TALE A AM AT	4 10 ( 220	2 200 022
Total Investment Managers' Fees	4,196,229	3,290,923

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## Schedule of Investment Fees and Services (Continued) For the Years Ended June 30, 2004 and 2003

	2004	2003
Custodial Fees The Northern Trust Company	243,682	172,174
Policy Implementation Overlay Strategy The Clifton Group	174,605	166,475
Actuarial Fees Public Pension Professionals, Inc.	34,200	77,250
Investment Consultant Fees Wilshire Associates, Inc.	168,957	168,257
Legal Fees Kern County Counsel	20,799	13,474
Due Diligence Trustees / KCERA Management	9,772	0
Security Lending Fees The Northern Trust Company	934,320	978,273
Total Investment Fees and Services	5,782,564	\$ 4,866,826

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## Largest Stock Direct Holdings (By Market Value) As of June 30, 2004

Shares	Stocks	Market Value
40,290	Total SA	\$ 7,681,250
335,000	ENI	6,651,669
2,686,660	Vodafone Group	5,883,251
362,800	HSBC Holdings	5,465,397
88,415	NTL, Inc.	5,094,472
223,480	GlaxoSmithKline	4,522,936
55,700	UBS AG	3,924,884
87,000	Novartis AG	3,838,031
788,010	Tesco	3,804,862
71,000	Canon, Inc.	3,741,465

### Largest Bond Direct Holdings (By Market Value) As of June 30, 2004

Par	Bonds	Market Value
34,300,000	FNMA TBA 30 Year Pass-Throughs 6.5% 30 Years July	\$35,704,173
30,000,000	FHLMC Gold TBA Pool 6.5% due 7/01/2030	31,256,250
25,200,000	GNMA I Single Family Mortgage 5.5% 30 Years July	25,152,750
17,000,000	FNMA Single Family Mortgage 5.0% 15 Years August	16,957,500
16,300,000	FNMA Single Family Mortgage 5.5% 15 Years July	16,666,750
14,900,000	U.S. Treasury Notes 4.25% due 11/15/2013	14,502,468
12,000,000	U.S. Treasury Notes 2.625% due 11/15/2006	11,916,564
11,000,000	FHLMC 30 Year CTF 5.0% 30 Years July	10,615,000
10,400,000	U.S. Treasury Notes Inflation Indexed 2.0% due 1/15/2014	10,540,763
9,300,000	FHLMC 6.625% due 9/15/2009	10,135,125

A complete list of portfolio holdings is available upon request.

#### Schedule of Fees and Commissions For the Year Ended June 30, 2004

#### Fees:

Tees.		Assets under management			Fees
Investment managers' fees:	_		_		
U.S. equity managers	\$	699,302,584	\$	5	1,405,362
Non U.S. equity managers		378,394,577			981,092
Fixed income managers		630,581,730			1,535,614
Real estate managers		56,205,445			274,161
Total investment managers' fees	\$	1,764,484,336	\$	<u> </u>	4,196,229
Other investment service fees:					
Custodial fees		-	\$	3	243,682
Policy implementation overlay strategy		-			174,605
Actuarial fees		-			34,200
Investment consultant fees		-			168,957
Legal fees		-			20,799
Due diligence		-			9,772
Security lending fees		-			934,320
Total investment service fees		-	\$	3	1,586,335

#### **Commissions:**

		~~	~
	Total	Shares	Commissions
Brokerage Firm	Commission	Traded	Per Share
ABEL NOSER CORPORATION	\$4,115	82,290	0.05000
ABN AMRO EQUITIES LTD. LONDON	2,091	112,400	0.01860
BANC AMERICA SECUR. MONTGOMERY DIV.	5,255	105,000	0.05005
BEAR, STEARNS, SECURITIES CORP	3,072	62,800	0.04892
BERNSTEIN, SANFORD C. & CO	5,475	109,350	0.05007
BRIDGE TRADING COMPANY	85	1,700	0.05000
BUCKINGHAM RESEARCH GROUP	1,729	34,500	0.05011
CANTOR FITZGERALD & CO	2,224	44,400	0.05009
CAZENOVE & CO	3,267	583,102	0.00560
CIBC WORLD MARKETS CORP. NEW YORK	3,564	71,000	0.05020
CITIGROUP GLOBAL LTD BROKER	1,774	57,100	0.03106
CITIGROUP GLOBAL MARKETS INC	2,279	67,900	0.03356
CITIGROUP GLOBAL MKTS INC/SMITH BARNEY	10,999	221,000	0.04977
CITIGROUP GLOBAL MKTS ASIA LTD HK	832	89,500	0.00930
CL KING & ASSOCIATES	828	16,550	0.05001
CREDIT LYONNAIS SECS ASIA LTD H.K	148	9,000	0.01644
CREDIT SUISSE FIRST BOSTON CORPORATION	80	1,600	0.05000
CSFB (EUROPE) LIMITED LONDON	10,695	111,238	0.09614
CSFB (HK) SEC LTD	219	44,000	0.00497
CSFB HONG KONG LIMITED	228	4,100	0.05565
D. A. DAVIDSON & CO. INC.	1,800	36,000	0.05000

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**Commissions:** (Continued)

Discrimination				
D.KLEINWORT WASSERSTEIN N.AMERICA  D.KLEINWORT WASSERSTEIN N.AMERICA  DAIWA SECS HONG KONG  282  44,800  0.00630  DEUTSCHE BANK SECURITIES INC  24,377  2,138,169  0.01140  DEUTSCHE BK AG LONDON INTLE GUITIES  19,124  1,359,580  0.01407  DONALDSON & CO. INCORPORATED  DONALDSON & CO. INCORPORATED  DONALDSON & CO. INCORPORATED  DONALDSON & CO. INCORPORATED  DONALDSON LUFKIN & JENRETTE 539  1,134  18,900  0.05000  DONALDSON LUFKIN & JENRETTE 539  1,134  18,900  0.05000  DONALDSON & CO. INCORPORATED  DONALDSON & CO.		Total	Shares	Commissions
DAIWA SECS HONG KONG	Brokerage Firm	Commission	Traded	Per Share
DAIWA SECS HONG KONG				
DEUTISCHE BANK SECURITIES INC         24,377         2,138,169         0.01407           DEUTISCHE BK, AG LONDON INTL EQUITIES         19,124         1,359,580         0.01407           DONALDSON LUFKIN & JENRETTE 539         1,134         18,900         0.06000           DRESDINER KLEINWORT WASSERSTEIN SECS         25,716         699,000         0.03679           EDWARDS, A. G         4,590         91,800         0.05000           FACTSET DATA SYSTEMS         621         13,800         0.05000           FRIEDMAN BILLING AND RAMSEY         2,105         42,100         0.05000           FRIEDMAN BILLING AND RAMSEY         2,105         42,100         0.05000           GRED TLC         860         17,200         0.04500           GRADNER RECH & CO         324         7,200         0.04500           GOLDMAN SACHS & CO NW YK DTC 005         1,419         277,000         0.0512           GOLDMAN SACHS & CO NW YK DTC 005         1,419         277,000         0.0512           GOLDMAN SACHS & CO NW YK DTC 005         1,419         277,000         0.0512           GOLDMAN SACHS INTL LDN (CST 1801)         10,122         22,3680         0.04525           GREEN STREET ADVISORS 180         6,27         123,506         0.04501      <				
DEUTSCHE BK AG LONDON INTL EQUITIES         19,124         1,359,580         0.01407           DONALDSON & CO. INCORPORATED\)         35         700         0.05000           DONALDSON LUFKIN & JENRETTE 539         1,134         18,900         0.06000           DRESDNER KLEINWORT WASSERSTEIN SECS         25,716         699,000         0.03679           EDWARDS. A. G.         4,590         91,800         0.05000           FCXPITT KELTON         340         6,800         0.05000           FOXPITT KELTON         340         6,800         0.05000           GRIEDMAN BILLING AND RAMSEY         2,105         42,100         0.05000           G ET LLC         860         17,200         0.05000           G ET LLC         860         17,200         0.04500           GOLDMAN SACHS & COMPANY         9,204         183,600         0.0513           GOLDMAN SACHS & COMPANY         9,204         183,600         0.05013           GOLDMAN SACHS STLL LDN (CST IB01)         10,122         223,680         0.04501           GREEN STREET ADVISORS 443         6,127         123,506         0.04961           GREEN STREET ADVISORS PAUS         620         12,400         0.05000           INVESTMENT TECHNOLOGY GROUP INC         3				0.00630
DONALDSON LUFKIN & JENRETTE 539         1,134         18,900         0,06000           DRONALDSON LUFKIN & JENRETTE 539         1,134         18,900         0,06000           DRESDNER KLEINWORT WASSERSTEIN SECS         25,716         699,000         0,05000           FOX PIT KELTON         340         6,800         0,05000           FOX PITT KELTON         340         6,800         0,05000           FOX PIT KELTON         340         6,800         0,05000           GRETIEDMAN BILLING AND RAMSEY         2,105         42,100         0,05000           GRETIELC         880         17,200         0,04500           GARDNER RECH & CO.         324         7,200         0,04500           GOLDMAN SACHS & COMPANY         9,204         183,600         0,0513           GOLDMAN SACHS & COMPANY         9,204         18,300         0,0500           INVESTMENT TECHNOLOGY GROUP INC         37 <t< td=""><td>DEUTSCHE BANK SECURITIES INC</td><td>24,377</td><td>2,138,169</td><td>0.01140</td></t<>	DEUTSCHE BANK SECURITIES INC	24,377	2,138,169	0.01140
DONALDSON LUFKIN & JENRETTE 539         1,134         18,900         0.06000           DRESDNER KLEINWORT WASSERSTEIN SECS         25,716         699,000         0.03679           EDWARDS. A. G.         4,590         91,800         0.05000           FACTSET DATA SYSTEMS         621         13,800         0.04500           FOX PITT KELTON         340         6,800         0.05000           FRIEDMAN BILLING AND RAMSEY         2,105         42,100         0.05000           G E T LLC         860         17,200         0.05000           GARDNER RECH & CO.         324         7,200         0.04500           GOLDMAN SACHS & CO NW YK DTC 005         1,419         277,000         0.05113           GOLDMAN SACHS & COMPANY         9,204         183,600         0.05013           GOLDMAN SACHS INTL LDN (CST IB01)         10,122         223,680         0.04525           GREEN STREET ADVISORS INC         620         12,400         0.05000           INVESTMENT TECHNOLOGY GROUP INC         372         8,200         0.04540           ISI GROUP INC         372         8,200         0.04540           ISI GROUP INC         1,635         32,400         0.05000           JAN MONTGOMERY SCOTT         1,635	DEUTSCHE BK,AG LONDON INTL EQUITIES	19,124	1,359,580	0.01407
DRESDNER KLEINWORT WASSERSTEIN SECS         25,716         699,000         0.03679           EDWARDS, A.G.         4,590         91,800         0.05000           FACTSET DATA SYSTEMS         621         13,800         0.04500           FOX PITT KELTON         340         6,800         0.05000           FRIEDMAN BILLING AND RAMSEY         2,105         42,100         0.05000           G E T LLC         860         17,200         0.04500           GARDNER RECH & CO.         324         7,200         0.04500           GOLDMAN SACHS & CO NW YK DTC 005         1,419         277,000         0.00512           GOLDMAN SACHS & CO NW YK DTC 005         1,419         277,000         0.00513           GOLDMAN SACHS & CO NW YK DTC 005         1,419         277,000         0.00513           GOLDMAN SACHS INTL LDN (CST IB01)         10,122         223,680         0.04525           GREEN STREET ADVISORS 443         6,127         123,506         0.04961           GREEN STREET ADVISORS INC         620         12,400         0.05000           INVESTMENT TECHNOLOGY GROUP INC         372         8,200         0.04540           SIGROUP INC         372         8,200         0.04540           JANNEY MONTGOMERY SCOTT <td< td=""><td>DONALDSON &amp; CO. INCORPORATED\</td><td>35</td><td>700</td><td>0.05000</td></td<>	DONALDSON & CO. INCORPORATED\	35	700	0.05000
DRESDNER KLEINWORT WASSERSTEIN SECS         25,716         699,000         0.03679           EDWARDS, A.G.         4,590         91,800         0.05000           FACTSET DATA SYSTEMS         621         13,800         0.04500           FOX PITT KELTON         340         6,800         0.05000           FRIEDMAN BILLING AND RAMSEY         2,105         42,100         0.05000           G E T LLC         860         17,200         0.04500           GARDNER RECH & CO.         324         7,200         0.04500           GOLDMAN SACHS & CO NW YK DTC 005         1,419         277,000         0.00512           GOLDMAN SACHS & CO NW YK DTC 005         1,419         277,000         0.00513           GOLDMAN SACHS & CO NW YK DTC 005         1,419         277,000         0.00513           GOLDMAN SACHS INTL LDN (CST IB01)         10,122         223,680         0.04525           GREEN STREET ADVISORS 443         6,127         123,506         0.04961           GREEN STREET ADVISORS INC         620         12,400         0.05000           INVESTMENT TECHNOLOGY GROUP INC         372         8,200         0.04540           SIGROUP INC         372         8,200         0.04540           JANNEY MONTGOMERY SCOTT <td< td=""><td>DONALDSON LUFKIN &amp; JENRETTE 539</td><td>1,134</td><td>18,900</td><td>0.06000</td></td<>	DONALDSON LUFKIN & JENRETTE 539	1,134	18,900	0.06000
EDWARDS, A.G. FACTSET DATA SYSTEMS FACTSET DATA SYSTEMS FOX PITT KELTON 340 6,800 0,05000 FRIEDMAN BILLING AND RAMSEY 2,105 42,100 0,05000 GREDMAN BILLING AND RAMSEY 2,105 42,100 0,05000 GARDNER RECH & CO. 324 7,200 0,04500 GARDNER RECH & CO. 324 7,200 0,04500 GOLDMAN SACHS & COMPANY 9,204 183,600 0,05013 GOLDMAN SACHS INTL LDN (CST IB01) 10,122 223,680 0,04525 GREEN STREET ADVISORS INC 620 12,400 0,05000 INVESTMENT TECHNOLOGY GROUP INC 372 8,200 0,04540 ISI GROUP INC. 375 8,200 0,04540 ISI GROUP INC. 378 8,200 0,04540 ISI GROUP INC. 379 8,200 0,05000  J.P. MORGAN SECURITIES INC 1,635 32,400 0,05000 J.P. MORGAN SECURITIES INC 1,635 32,400 0,05000 J.P. MORGAN SECURITIES INC 1,562 31,100 0,05001 JOHNSON RICE & CO. 696 13,900 0,05000 JOHNSON RICE WARD AND AND AND AND AND AND AND AND AND AN	DRESDNER KLEINWORT WASSERSTEIN SECS	25,716	699,000	0.03679
FACTSET DATA SYSTEMS FOX PITT KELTON FOX PITT KELTON FOX PITT KELTON FOX PITT KELTON G G E T LLC S860 17,200 GOSDOO GARDNER RECH & CO. GARDNER RECH & CO. GARDNER RECH & CO. GOLDMAN SACHS & CONW YK DTC 005 GOLDMAN SACHS & CO NW YK DTC 005 GOLDMAN SACHS & CONW YK DTC 005 GOLDMAN SACHS & CO NW YK DTC 005 GOLDMAN SACHS & CO NW YK DTC 005 GOLDMAN SACHS & COMPANY 9,204 GOLDMAN SACHS & COMPANY 9,204 183,600 0,005012 GOLDMAN SACHS & COMPANY 9,204 183,600 0,005012 GOLDMAN SACHS & COMPANY 9,204 183,600 0,005012 GOLDMAN SACHS & COMPANY 9,204 183,600 0,005013 GREEN STREET ADVISORS 10C 620 12,400 0,05500 INVESTMENT TECHNOLOGY GROUP INC 372 8,200 0,04540 ISI GROUP INC. 935 18,700 0,05004 JJ.P. MORGAN SECURITIES INC 1,635 32,400 0,05004 JANNEY MONTGOMERY SCOTT 1,562 31,100 0,05004 JOHNSON RICE & CO. 696 13,900 0,05004 JOHNSON RICE & CO. 696 13,900 0,05004 JOHNSON RICE & CO. 696 13,900 0,05004 JP MORGAN SECURITIES AUSTRALIALTD 500 31,182 0,01602 KEEFE BRUYETTE AND WOODS INC. 2,810 LEHMAN BROTHERS INC 15,693 13,638 0,05004 LEHMAN BROTHERS INC 15,693 13,638 0,05004 LEHMAN BROTHERS INC 15,693 13,638 0,05004 LEHMAN BROTHERS INTERNATIONAL EUR. 1,230 LEHMAN BROTHERS INTERNATIONAL EUR. 1,240 LEHMAN BROTHERS INTERNATIONAL EUR. 1,250 LEHMAN BROTHERS INTERNATIONAL EUR. 1,250 LEHMAN BROTHERS INTERNATIONAL EUR. 1,240 LEHMAN BROTHERS INTERNATIONAL EUR. 1,250 LONGS ASSOCIATES 1,260 LONGS ASSOCIATES 1	EDWARDS. A.G.			0.05000
FOX PITT KELTON FRIEDMAN BILLING AND RAMSEY G G E T LLC 860 GARDRER RECH & CO GARDNER RECH & CO GOLDMAN SACHS & CO NW YK DTC 005 GOLDMAN SACHS & COMPANY 9,204 183,600 0.055013 GOLDMAN SACHS INTL LDN (CST IB01) 10,122 223,680 0.04525 GREEN STREET ADVISORS 443 6,127 123,506 GOLDMAN SACHS INTL LDN (CST IB01) 10,122 223,680 0.04525 GREEN STREET ADVISORS 443 6,127 123,506 GOLDMAN SACHS INTL LDN (CST IB01) 10,122 223,680 0.04525 GREEN STREET ADVISORS 143 6,127 123,506 GOLDMAN SACHS WAS 443 6,127 124,00 0.055000 INVESTMENT TECHNOLOGY GROUP INC 372 8,200 0.04540 INVESTMENT TECHNOLOGY GROUP INC 372 8,200 0.04540 JP. MORGAN SECURITIES INC 1,635 32,400 0.05504 JANNEY MONTGOMERY SCOTT 1,562 31,100 0.05021 JOHNSON RICE & CO. 696 13,900 0.05004 JOHNSON RICE & CO. 696 13,900 0.05004 JOHNSON RICE & CO. 696 13,900 0.055004 JONES & ASSOCIATES 3,290 73,100 0.04500 0.05004 JONES & ASSOCIATES 3,290 73,100 0.04500 0.05004  KEEFE BRUYETTE AND WOODS INC. 2,810 5,000 0.04545 LEGG MASON WOOD WALKER INC 8,711 179,112 0.04863 LEHMAN BROTHERS INTERNATIONAL EUR. 1,230 15,400 0.07989 LYNCH JONES & RYAN 157,577 1,265,235 0.04551 MACOR FINANCIAL INC 325 6,500 0.05000 MCDONALD AND COMPANY 4,752 94,657 0.05020 MERRILL LYNCH HINTEL TDE GUITIES 7,531 243,200 0.05000 MCDONALD AND COMPANY 4,752 94,657 0.05000 MERRILL LYNCH HINTEL TDE GUITIES 7,531 243,200 0.05000 MCRAN STANLEY MEND CON WYK DTC 161 0 1 0.05000 MERRILL LYNCH HINTEL TDE GUITIES 7,531 243,200 0.05000 MCRGAN STANLEY WINC 1,115 22,300 0.05000 MORGAN STANLEY WINC 1,115 22,300 0.05000 MORGAN STANLEY WINC 1,115 22,300 0.05000 MORGAN STANLEY WINC 1,115 20,300 0.0500				
FRIEDMAN BILLING AND RAMSEY G G E T LLC 860 17,200 0,05000 G G G T LLC 860 17,200 0,05000 G G D T LLC 860 17,200 0,05000 G G D D S S S S S S S S S S S S S S S S				
G E T LLC GARDNER RECH & CO. GARDNER RECH & CO. GOLDMAN SACHS & CONW YK DTC 005 GOLDMAN SACHS & CONW YK DTC 005 GOLDMAN SACHS & COMPANY GOLDMAN SACHS INTL LDN (CST 1801) GREEN STREET ADVISORS 1443 GREEN STREET ADVISORS INC GREEN STREET ADVISORS INC GOLDMAN SACHS INC GREEN STREET ADVISORS INC GOLDMAN SACHS INC GREEN STREET ADVISORS INC GOLDMAN SACHS INC				
GARDNER RECH & CO. GOLDMAN SACHS & CO NW YK DTC 005 GOLDMAN SACHS & COMPANY GOLDMAN SACHS & COMPANY 9,204 183,600 0.05013 GOLDMAN SACHS & COMPANY 9,204 183,600 0.05013 GOLDMAN SACHS INTL LDN (CST IB01) 10,122 223,680 0.04525 GREEN STREET ADVISORS 443 6,127 123,506 0.04961 GREEN STREET ADVISORS 443 6,127 123,506 0.04961 GREEN STREET ADVISORS 443 6,127 123,506 0.04961 GREEN STREET ADVISORS HOC 620 12,400 0.05000 INVESTMENT TECHNOLOGY GROUP INC 372 8,200 0.04540 ISI GROUP INC. 935 18,700 0.05000 J.P. MORGAN SECURITIES INC 1,635 32,400 0.05046 JANNEY MONTGOMERY SCOTT 1,562 31,100 0.05021 JEFFERIES & COMPANY 3,230 64,600 0.05000 JOHNSON RICE & CO. 696 13,900 0.05000 JOHNSON RICE & CO. 696 13,900 0.05000 JP MORGAN SECURITIES AUSTRALIALTD 500 31,182 0.01602 KEEFE BRUYETTE AND WOODS INC. 2,810 58,000 0.04845 LEGG MASON WOOD WALKER INC 8,711 179,112 0.04863 LEHMAN BROTHERS INC 15,693 313,638 0.05004 LEHMAN BROTHERS INTERNATIONAL EUR. 1,230 15,400 0.07989 LYNCH JONES & RYAN 57,577 1,265,235 0.04551 MAXCOR FINANCIAL INC. 325 6,500 0.05000 MCDONALD AND COMPANY 4,752 94,657 0.05020 MERRILL LYNCH FAR EAST HONG KONG 233 24,000 0.09973 MERRILL LYNCH FENNER & SMITH INC 1,355 27,100 0.05000 MERRILL LYNCH FENNER & SMITH INC 1,355 27,100 0.05000 MERRILL LYNCH FENNER & SMITH INC 1,355 27,100 0.05000 MERRILL LYNCH FENNER & SMITH INC 1,355 27,100 0.05000 MERRILL LYNCH FENNER & SMITH INC 1,355 1,243,200 0.03097 MERRILL LYNCH PIERCE FENNER & SMITH MIDWEST RESEARCH SECURITIES 566 11,100 0.05000 MERRILL LYNCH PIERCE FENNER & SMITH MIDWEST RESEARCH SECURITIES 566 11,100 0.05000 MORGAN STANLEY & CO INC. NEW YORK MORGAN STANLEY & AND CO NW YK DTC 050 1,015 2,300 0.05000 MORGAN STANLEY & CO INC. NEW YORK MORGAN STANLEY & AND CO NW YK DTC 050 1,015 2,300 0.05000 MORGAN STANLEY AND CO NW YK DTC 050 1,015 2,300 0.05000 MORGAN STANLEY AND CO NW YK DTC 050 1,015 2,300 0.05000 MORGAN STANLEY AND CO NW YK DTC 050 1,015 2,000 0.05000 MORGAN STANLEY AND CO NW YK DTC 050 1,015 2,000 0.05000 0.05000				
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GREEN STREET ADVISORS 443         6,127         123,506         0.04961           GREEN STREET ADVISORS INC         620         12,400         0.05000           INVESTMENT TECHNOLOGY GROUP INC         372         8,200         0.04540           ISI GROUP INC.         935         18,700         0.05000           J.P. MORGAN SECURITIES INC         1,635         32,400         0.05046           JANNEY MONTGOMERY SCOTT         1,562         31,100         0.05001           JEFFERIES & COMPANY         3,230         64,600         0.05000           JOHNSON RICE & CO.         696         13,900         0.05004           JONES & ASSOCIATES         3,290         73,100         0.04500           JP MORGAN SECURITIES AUSTRALIALTD         500         31,182         0.01602           KEEFE BRUYETTE AND WOODS INC.         2,810         58,000         0.04845           LEGG MASON WOOD WALKER INC         8,711         179,112         0.04863           LEHMAN BROTHERS INC         15,693         313,638         0.05004           LEHMAN BROTHERS INTERNATIONAL EUR.         1,230         15,400         0.07989           LYNCH JONES & RYAN         57,577         1,265,235         0.04551           MAXCOR FINANCIAL INC.				
GREEN STREET ADVISORS INC         620         12,400         0.05000           INVESTMENT TECHNOLOGY GROUP INC         372         8,200         0.04540           ISI GROUP INC.         935         18,700         0.05000           J.P. MORGAN SECURITIES INC         1,635         32,400         0.05046           JANNEY MONTGOMERY SCOTT         1,562         31,100         0.05021           JEFFERIES & COMPANY         3,230         64,600         0.05004           JOHNSON RICE & CO.         696         13,900         0.05004           JONES & ASSOCIATES         3,290         73,100         0.04500           JP MORGAN SECURITIES AUSTRALIALTD         500         31,182         0.01602           KEEFE BRUYETTE AND WOODS INC.         2,810         58,000         0.04845           LEGG MASON WOOD WALKER INC         15,693         313,638         0.05004           LEHMAN BROTHERS INTERNATIONAL EUR.         1,230         15,400         0.07989           LYNCH JONES & RYAN         57,577         1,265,235         0.04551           MAXCOR FINANCIAL INC.         325         6,500         0.05000           MERRILL LYNCH FAR EAST HONG KONG         233         24,000         0.0973           MERRILL LYNCH FENNER & SMITH INC	, ,			
INVESTMENT TECHNOLOGY GROUP INC   372   8,200   0.04540   ISI GROUP INC   935   18,700   0.05000   J.P. MORGAN SECURITIES INC   1,635   32,400   0.05046   JANNEY MONTGOMERY SCOTT   1,562   31,100   0.05021   JEFFERIES & COMPANY   3,230   64,600   0.05000   JOHNSON RICE & CO.   696   13,900   0.05004   JONES & ASSOCIATES   3,290   73,100   0.04500   JP MORGAN SECURITIES AUSTRALIALTD   500   31,182   0.01602   KEEFE BRUYETTE AND WOODS INC.   2,810   58,000   0.04845   LEGG MASON WOOD WALKER INC   8,711   179,112   0.04863   LEHMAN BROTHERS INC   15,693   313,638   0.05004   LEHMAN BROTHERS INTERNATIONAL EUR.   1,230   15,400   0.07989   LYNCH JONES & RYAN   57,577   1,265,235   0.04551   MAXCOR FINANCIAL INC.   325   6,500   0.05000   MCDONALD AND COMPANY   4,752   94,657   0.05020   MCDONALD AND COMPANY   4,752   94,657   0.05020   MERRILL LYNCH FAR EAST HONG KONG   233   24,000   0.00973   MERRILL LYNCH FENNER & SMITH INC   1,355   27,100   0.05000   MERRILL LYNCH INTER NEW YK DTC 161   0   1   0.05000   MERRILL LYNCH INTER NEW YK DTC 161   0   1   0.05000   MERRILL LYNCH INTER NEW YK DTC 161   0   1   0.05000   MERRILL LYNCH INTER NEW YK DTC 161   0   1   0.05000   MERRILL LYNCH PIERCE FENNER & SMITH   8,652   183,374   0.04718   MIDWEST RESEARCH SECURITIES   556   11,100   0.05007   MKM PARTNERS   275   5,500   0.05000   MORGAN STANLEY & CO INC. NEW YORK   6,650   133,000   0.05000   MORGAN STANLEY & CO INC. NEW YORK   6,650   133,000   0.05000   MORGAN STANLEY & CO INC. NEW YORK   6,650   133,000   0.05000   MORGAN STANLEY & CO INC. NEW YORK   6,650   133,000   0.05000   MORGAN STANLEY & CO INC. NEW YORK   6,650   133,000   0.05000   MORGAN STANLEY & CO INC. NEW YORK   6,650   133,000   0.05000   MORGAN STANLEY & CO INC. NEW YORK   6,650   133,000   0.05000   MORGAN STANLEY & CO INC. NEW YORK   6,650   133,000   0.05000   MORGAN STANLEY & CO INC. NEW YORK   6,650   133,000   0.05000   MORGAN STANLEY & CO INC. NEW YORK   6,650   133,000   0.05000   MORGAN STANLEY & CO INC. SEW YORK   6,650   133,000   0.050		•		
ISI GROUP INC.   935   18,700   0.05000   J.P. MORGAN SECURITIES INC   1,635   32,400   0.05046   JANNEY MONTGOMERY SCOTT   1,562   31,100   0.05021   JEFFERIES & COMPANY   3,230   64,600   0.05000   JOHNSON RICE & CO.   696   13,900   0.05004   JOHNSON RICE & CO.   696   13,900   0.05004   JOHNSON RICE & CO.   696   13,900   0.04500   JP MORGAN SECURITIES AUSTRALIALTD   500   31,182   0.01602   KEEFE BRUYETTE AND WOODS INC.   2,810   58,000   0.04845   LEGG MASON WOOD WALKER INC   8,711   179,112   0.04863   LEHMAN BROTHERS INC   15,693   313,638   0.05004   LEHMAN BROTHERS INC   15,693   313,638   0.05004   LEHMAN BROTHERS INTERNATIONAL EUR.   1,230   15,400   0.07989   LYNCH JONES & RYAN   57,577   1,265,235   0.04551   MAXCOR FINANCIAL INC.   325   6,500   0.05000   MCDONALD AND COMPANY   4,752   94,657   0.05020   MERRILL LYNCH FAR EAST HONG KONG   233   24,000   0.00973   MERRILL LYNCH FENNER & SMITH INC   1,355   27,100   0.05000   MERRILL LYNCH INTER NEW YK DTC 161   0   1   0.05000   MERRILL LYNCH INTER NEW YK DTC 161   0   1   0.05000   MERRILL LYNCH PIERCE FENNER & SMITH   8,652   183,374   0.04718   MIDWEST RESEARCH SECURITIES   556   11,100   0.05007   MKM PARTINERS   275   5,500   0.05000   MORGAN STANLEY & CO INC. NEW YORK   6,650   133,000   0.05000   MORGAN STANLEY & CO INC. NEW YORK   6,650   133,000   0.05000   MORGAN STANLEY AND CO NW YK DTC 050   1,015   20,300   0.05000   MORGAN STANLEY AND CO NW YK DTC 050   1,015   20,300   0.05000   MORGAN STANLEY AND CO NW YK DTC 050   1,015   20,300   0.05000   MORGAN STANLEY DW INC   1,115   22,300   0.05000   MORGAN STANLEY DW INC   1,203   89,719   0.01341   NOMURA INTERNATIONAL LTD HONG KONG   541   30,000   0.01803   PERCIVAL FINANCIAL   240   4,800   0.05000				
J.P. MORGAN SECURITIES INC JANNEY MONTGOMERY SCOTT J. 562 JANNEY MONTGOMERY SCOTT J. 562 JEFFERIES & COMPANY J. 3,230 J. 64,600 J. 0.05000 JOHNSON RICE & CO. G. 696 J. 3,900 J. 0.05004 JONES & ASSOCIATES J. 3,290 J. 73,100 J. 0.04500 J. MORGAN SECURITIES AUSTRALIALTD J. 8,711 J. 179,112 J. 0.04863 LEHMAN BROTHERS INC J. 15,693 J. 13,638 J. 0.05004 LEHMAN BROTHERS INTERNATIONAL EUR. J. 1,230 J. 15,400 J. 0.07989 LYNCH JONES & RYAN J. 7,577 J. 265,235 J. 0.04551 MAXCOR FINANCIAL INC. J. 25 MCDONALD AND COMPANY J. 752 MERRILL LYNCH FAR EAST HONG KONG J. 333 J. 24,000 J. 0.05000 MERRILL LYNCH FINTER & SMITH INC J. 1,355 J. 7,100 J. 0.05000 MERRILL LYNCH FINTER WY KDTC 161 J. 1,355 J. 1,200 J. 0.05000 MERRILL LYNCH PIERCE FENNER & SMITH MIDWEST RESEARCH SECURITIES J. 560 J. 0.05000 MORGAN STANLEY & CO INC. NEW YORK J. MORGAN STANLEY AND COMPANY J. 2,313 J. 46,200 J. 0.05000 MORGAN STANLEY AND CO NWYK DTC 050 MORGAN STANLEY DINC. J. 240 J. 240 J. 240 J. 240 J. 240 J. 240 J. 200 J. 0.05000 MORGAN STANLEY DINC. J. 240 J. 200 J. 0.05000 MORGAN STANLEY DINC. J. 240 J. 200 J. 0.05000 MORGAN STANLEY INT. LDN (CST 50701) J. 158 J. 2,500 J. 0.05000 MORGAN STANLEY INT. LDN (CST 50701) J. 158 J. 2,500 J. 0.05000 MORGAN STANLEY INT. LDN (CST 50701) J. 158 J. 2,500 J. 0.05000 MORGAN STANLEY INT. LDN (CST 50701) J. 1203 J. 2400 J. 0.05000 MORGAN STANLEY INT. LDN (CST 50701) J. 1203 J. 2400 J. 0.05000 MORGAN STANLEY INT. LDN (CST 50701) J. 158 J. 2,500 J. 0.05000 MORGAN STANLEY INT. LDN (CST 50701) J. 158 J. 2,500 J. 0.05000 MORGAN STANLEY INT. LDN (CST 50701) J. 158 J. 2,500 J. 0.05000 MORGAN STANLEY INT. LDN (CST 50701) J. 158 J. 240 J. 240 J. 240 J. 200 J. 0.05000 J. 0.05000 MORGAN STANLEY INT. LDN (CST 50701) J. 158 J. 240 J. 240 J. 240 J. 240 J. 200 J. 0.05000 J. 0.0				
JANNEY MONTGOMERY SCOTT  JEFFERIES & COMPANY  JOHNSON RICE & CO.				
JEFFERIES & COMPANY   3,230   64,600   0.05000     JOHNSON RICE & CO.   696   13,900   0.05004     JONES & ASSOCIATES   3,290   73,100   0.04500     JP MORGAN SECURITIES AUSTRALIALTD   500   31,182   0.01602     KEEFE BRUYETTE AND WOODS INC.   2,810   58,000   0.04845     LEGG MASON WOOD WALKER INC   8,711   179,112   0.04863     LEHMAN BROTHERS INC   15,693   313,638   0.05004     LEHMAN BROTHERS INTERNATIONAL EUR.   1,230   15,400   0.07989     LYNCH JONES & RYAN   57,577   1,265,235   0.04551     MAXCOR FINANCIAL INC.   325   6,500   0.05000     MCDONALD AND COMPANY   4,752   94,657   0.05020     MERRILL LYNCH FAR EAST HONG KONG   233   24,000   0.00973     MERRILL LYNCH FENNER & SMITH INC   1,355   27,100   0.05000     MERRILL LYNCH INTER NEW YK DTC 161   0   1   0.05000     MERRILL LYNCH INTELTD EQUITIES   7,531   243,200   0.03097     MERRILL LYNCH PIERCE FENNER & SMITH   8,652   183,374   0.04718     MIDWEST RESEARCH SECURITIES   556   11,100   0.05007     MORGAN STANLEY & CO INC. NEW YORK   6,650   133,000   0.05007     MORGAN STANLEY & CO INC. NEW YORK   6,650   133,000   0.05000     MORGAN STANLEY DW INC   1,115   22,300   0.05000     MORGAN STANLEY DW INC   1,115   22,300   0.05000     MORGAN STANLEY INT. LDN (CST 50701)   158   2,500   0.05000     MORGAN STANLEY INT. LDN (CST 50701)   158   2,500   0.06302     MSDW AUSTRALIAN SECURITIES LTD   1,203   89,719   0.01341     NOMURA INTERNATIONAL LTD HONG KONG   541   30,000   0.05000     MORGAN STANLEY INT. LDN (CST 50701)   158   2,500   0.05000     MORGAN STANLEY INT. LDN (CST 50701)   158   2,500   0.05000     MORGAN STANLEY INT. LDN (CST 50701)   158   2,500   0.06302     MSDW AUSTRALIAN SECURITIES LTD   1,203   89,719   0.01341     NOMURA INTERNATIONAL LTD HONG KONG   541   30,000   0.05000				
JOHNSON RICE & CO.         696         13,900         0.05004           JONES & ASSOCIATES         3,290         73,100         0.04500           JP MORGAN SECURITIES AUSTRALIALTD         500         31,182         0.01602           KEEFE BRUYETTE AND WOODS INC.         2,810         58,000         0.04845           LEGG MASON WOOD WALKER INC         8,711         179,112         0.04863           LEHMAN BROTHERS INC         15,693         313,638         0.05004           LEHMAN BROTHERS INTERNATIONAL EUR.         1,230         15,400         0.07989           LYNCH JONES & RYAN         57,577         1,265,235         0.04551           MAXCOR FINANCIAL INC.         325         6,500         0.05000           MCDONALD AND COMPANY         4,752         94,657         0.05020           MERRILL LYNCH FAR EAST HONG KONG         233         24,000         0.00973           MERRILL LYNCH FENNER & SMITH INC         1,355         27,100         0.05000           MERRILL LYNCH INTL LTD EQUITIES         7,531         243,200         0.03097           MERRILL LYNCH PIERCE FENNER & SMITH         8,652         183,374         0.04718           MIDWEST RESEARCH SECURITIES         556         11,100         0.05007           <				
JONES & ASSOCIATES JP MORGAN SECURITIES AUSTRALIALTD JP MORGAN SECURITIES AUSTRALIALTD S00 JP MORGAN SECURITIES AUSTRALIALTD S00 S1,182 0.01602 KEEFE BRUYETTE AND WOODS INC. LEGG MASON WOOD WALKER INC 8,711 179,112 0.04863 LEHMAN BROTHERS INC 15,693 313,638 0.05004 LEHMAN BROTHERS INTERNATIONAL EUR. 1,230 15,400 0.07989 LYNCH JONES & RYAN S7,577 1,265,235 0.04551 MAXCOR FINANCIAL INC. 325 6,500 0.05000 MCDONALD AND COMPANY 4,752 94,657 0.05020 MERRILL LYNCH FAR EAST HONG KONG 233 24,000 0.09973 MERRILL LYNCH FENNER & SMITH INC 1,355 27,100 0.05000 MERRILL LYNCH INTER NEW YK DTC 161 0 1 0.05000 MERRILL LYNCH INTL LTD EQUITIES 7,531 243,200 0.03097 MERRILL LYNCH PIERCE FENNER & SMITH 8,652 183,374 0.04718 MIDWEST RESEARCH SECURITIES 556 11,100 0.05007 MKM PARTNERS 275 5,500 0.05000 MORGAN KEEGAN AND COMPANY 2,313 46,200 0.05007 MORGAN STANLEY & CO INC. NEW YORK 6,650 133,000 0.05000 MORGAN STANLEY & CO INC. NEW YORK 6,650 133,000 0.05000 MORGAN STANLEY AND CO NWYK DTC 050 1,015 20,300 0.05000 MORGAN STANLEY INT. LDN (CST 50701) 158 2,500 0.05000 MORGAN STANLEY INT. LDN (CST 50701) 158 2,500 0.06302 MSDW AUSTRALIAN SECURITIES LTD 1,203 89,719 0.01341 NOMURA INTERNATIONAL LTD HONG KONG 541 30,000 0.05000				
JP MORGAN SECURITIES AUSTRALIALTD  KEEFE BRUYETTE AND WOODS INC.  LEGG MASON WOOD WALKER INC  8,711  179,112  0.04863  LEHMAN BROTHERS INC  15,693  313,638  0.05004  LEHMAN BROTHERS INTERNATIONAL EUR.  1,230  15,400  0.07989  LYNCH JONES & RYAN  57,577  1,265,235  0.04551  MAXCOR FINANCIAL INC.  325  6,500  0.05000  MCDONALD AND COMPANY  4,752  94,657  0.05020  MERRILL LYNCH FAR EAST HONG KONG  233  24,000  0.0973  MERRILL LYNCH INTER NEW YK DTC 161  0  1  0.05000  MERRILL LYNCH INTELTD EQUITIES  7,531  MERRILL LYNCH PIERCE FENNER & SMITH  MIDWEST RESEARCH SECURITIES  MORGAN KEEGAN AND COMPANY  MORGAN STANLEY & CO INC. NEW YORK  MORGAN STANLEY & CO INC. NEW YORK  MORGAN STANLEY AND CO NW YK DTC 050  MORGAN STANLEY DW INC  1,203  MSDW AUSTRALIAN SECURITIES LTD  1,203  PERCIVAL FINANCIAL				
KEEFE BRUYETTE AND WOODS INC.         2,810         58,000         0.04845           LEGG MASON WOOD WALKER INC         8,711         179,112         0.04863           LEHMAN BROTHERS INC         15,693         313,638         0.05004           LEHMAN BROTHERS INTERNATIONAL EUR.         1,230         15,400         0.07989           LYNCH JONES & RYAN         57,577         1,265,235         0.04551           MAXCOR FINANCIAL INC.         325         6,500         0.05000           MCDONALD AND COMPANY         4,752         94,657         0.05020           MERRILL LYNCH FAR EAST HONG KONG         233         24,000         0.09973           MERRILL LYNCH FENNER & SMITH INC         1,355         27,100         0.05000           MERRILL LYNCH INTER NEW YK DTC 161         0         1         0.05000           MERRILL LYNCH PIERCE FENNER & SMITH         8,652         183,374         0.04718           MIDWEST RESEARCH SECURITIES         556         11,100         0.05007           MKM PARTNERS         275         5,500         0.05000           MORGAN KEEGAN AND COMPANY         2,313         46,200         0.05007           MORGAN STANLEY & CO INC. NEW YORK         6,650         133,000         0.05000           M				
LEGG MASON WOOD WALKER INC         8,711         179,112         0.04863           LEHMAN BROTHERS INC         15,693         313,638         0.05004           LEHMAN BROTHERS INTERNATIONAL EUR.         1,230         15,400         0.07989           LYNCH JONES & RYAN         57,577         1,265,235         0.04551           MAXCOR FINANCIAL INC.         325         6,500         0.05000           MCDONALD AND COMPANY         4,752         94,657         0.05020           MERRILL LYNCH FAR EAST HONG KONG         233         24,000         0.00973           MERRILL LYNCH FENNER & SMITH INC         1,355         27,100         0.05000           MERRILL LYNCH INTER NEW YK DTC 161         0         1         0.05000           MERRILL LYNCH PIERCE FENNER & SMITH         8,652         183,374         0.04718           MIDWEST RESEARCH SECURITIES         556         11,100         0.05007           MKM PARTNERS         275         5,500         0.05000           MORGAN KEEGAN AND COMPANY         2,313         46,200         0.05007           MORGAN STANLEY & CO INC. NEW YORK         6,650         133,000         0.05000           MORGAN STANLEY INC. LDN (CST 50701)         158         2,500         0.06302 <t< td=""><td></td><td></td><td></td><td></td></t<>				
LEHMAN BROTHERS INC         15,693         313,638         0.05004           LEHMAN BROTHERS INTERNATIONAL EUR.         1,230         15,400         0.07989           LYNCH JONES & RYAN         57,577         1,265,235         0.04551           MAXCOR FINANCIAL INC.         325         6,500         0.05000           MCDONALD AND COMPANY         4,752         94,657         0.05020           MERRILL LYNCH FAR EAST HONG KONG         233         24,000         0.0973           MERRILL LYNCH FENNER & SMITH INC         1,355         27,100         0.05000           MERRILL LYNCH INTER NEW YK DTC 161         0         1         0.05000           MERRILL LYNCH PIERCE FENNER & SMITH         8,652         183,374         0.04718           MIDWEST RESEARCH SECURITIES         556         11,100         0.05007           MKM PARTNERS         275         5,500         0.05000           MORGAN KEEGAN AND COMPANY         2,313         46,200         0.05007           MORGAN STANLEY & CO INC. NEW YORK         6,650         133,000         0.05000           MORGAN STANLEY AND CO NW YK DTC 050         1,015         20,300         0.05000           MORGAN STANLEY INT. LDN (CST 50701)         158         2,500         0.06302				
LEHMAN BROTHERS INTERNATIONAL EUR.       1,230       15,400       0.07989         LYNCH JONES & RYAN       57,577       1,265,235       0.04551         MAXCOR FINANCIAL INC.       325       6,500       0.05000         MCDONALD AND COMPANY       4,752       94,657       0.05020         MERRILL LYNCH FAR EAST HONG KONG       233       24,000       0.00973         MERRILL LYNCH FENNER & SMITH INC       1,355       27,100       0.05000         MERRILL LYNCH INTER NEW YK DTC 161       0       1       0.05000         MERRILL LYNCH PIERCE FENNER & SMITH       8,652       183,374       0.04718         MIDWEST RESEARCH SECURITIES       556       11,100       0.05007         MKM PARTNERS       275       5,500       0.05000         MORGAN KEEGAN AND COMPANY       2,313       46,200       0.05007         MORGAN STANLEY & CO INC. NEW YORK       6,650       133,000       0.05000         MORGAN STANLEY AND CO NW YK DTC 050       1,015       20,300       0.05000         MORGAN STANLEY INT. LDN (CST 50701)       158       2,500       0.06302         MSDW AUSTRALIAN SECURITIES LTD       1,203       89,719       0.01341         NOMURA INTERNATIONAL LTD HONG KONG       541       30,000       0.				
LYNCH JONES & RYAN       57,577       1,265,235       0.04551         MAXCOR FINANCIAL INC.       325       6,500       0.05000         MCDONALD AND COMPANY       4,752       94,657       0.05020         MERRILL LYNCH FAR EAST HONG KONG       233       24,000       0.0973         MERRILL LYNCH FENNER & SMITH INC       1,355       27,100       0.05000         MERRILL LYNCH INTER NEW YK DTC 161       0       1       0.05000         MERRILL LYNCH PIERCE FENNER & SMITH       8,652       183,374       0.04718         MIDWEST RESEARCH SECURITIES       556       11,100       0.05007         MKM PARTNERS       275       5,500       0.05000         MORGAN KEEGAN AND COMPANY       2,313       46,200       0.05007         MORGAN STANLEY & CO INC. NEW YORK       6,650       133,000       0.05000         MORGAN STANLEY AND CO NW YK DTC 050       1,015       20,300       0.05000         MORGAN STANLEY INT. LDN (CST 50701)       158       2,500       0.06302         MSDW AUSTRALIAN SECURITIES LTD       1,203       89,719       0.01341         NOMURA INTERNATIONAL LTD HONG KONG       541       30,000       0.01803         PERCIVAL FINANCIAL       240       4,800       0.05000				
MAXCOR FINANCIAL INC.         325         6,500         0.05000           MCDONALD AND COMPANY         4,752         94,657         0.05020           MERRILL LYNCH FAR EAST HONG KONG         233         24,000         0.00973           MERRILL LYNCH FENNER & SMITH INC         1,355         27,100         0.05000           MERRILL LYNCH INTER NEW YK DTC 161         0         1         0.05000           MERRILL LYNCH INTL LTD EQUITIES         7,531         243,200         0.03097           MERRILL LYNCH PIERCE FENNER & SMITH         8,652         183,374         0.04718           MIDWEST RESEARCH SECURITIES         556         11,100         0.05007           MKM PARTNERS         275         5,500         0.05000           MORGAN KEEGAN AND COMPANY         2,313         46,200         0.05007           MORGAN STANLEY & CO INC. NEW YORK         6,650         133,000         0.05000           MORGAN STANLEY AND CO NW YK DTC 050         1,015         20,300         0.05000           MORGAN STANLEY INT. LDN (CST 50701)         158         2,500         0.06302           MSDW AUSTRALIAN SECURITIES LTD         1,203         89,719         0.01341           NOMURA INTERNATIONAL LTD HONG KONG         541         30,000         0.01803				
MCDONALD AND COMPANY         4,752         94,657         0.05020           MERRILL LYNCH FAR EAST HONG KONG         233         24,000         0.00973           MERRILL LYNCH FENNER & SMITH INC         1,355         27,100         0.05000           MERRILL LYNCH INTER NEW YK DTC 161         0         1         0.05000           MERRILL LYNCH PIERCE FENNER & SMITH         8,652         183,374         0.04718           MIDWEST RESEARCH SECURITIES         556         11,100         0.05007           MKM PARTNERS         275         5,500         0.05000           MORGAN KEEGAN AND COMPANY         2,313         46,200         0.05007           MORGAN STANLEY & CO INC. NEW YORK         6,650         133,000         0.05000           MORGAN STANLEY AND CO NW YK DTC 050         1,015         20,300         0.05000           MORGAN STANLEY DW INC         1,115         22,300         0.05000           MORGAN STANLEY INT. LDN (CST 50701)         158         2,500         0.06302           MSDW AUSTRALIAN SECURITIES LTD         1,203         89,719         0.01341           NOMURA INTERNATIONAL LTD HONG KONG         541         30,000         0.01803           PERCIVAL FINANCIAL         240         4,800         0.05000	LYNCH JONES & RYAN	57,577	1,265,235	0.04551
MERRILL LYNCH FAR EAST HONG KONG         233         24,000         0.00973           MERRILL LYNCH FENNER & SMITH INC         1,355         27,100         0.05000           MERRILL LYNCH INTER NEW YK DTC 161         0         1         0.05000           MERRILL LYNCH INTL LTD EQUITIES         7,531         243,200         0.03097           MERRILL LYNCH PIERCE FENNER & SMITH         8,652         183,374         0.04718           MIDWEST RESEARCH SECURITIES         556         11,100         0.05007           MKM PARTNERS         275         5,500         0.05000           MORGAN KEEGAN AND COMPANY         2,313         46,200         0.05007           MORGAN STANLEY & CO INC. NEW YORK         6,650         133,000         0.05000           MORGAN STANLEY AND CO NW YK DTC 050         1,015         20,300         0.05000           MORGAN STANLEY DW INC         1,115         22,300         0.05000           MORGAN STANLEY INT. LDN (CST 50701)         158         2,500         0.06302           MSDW AUSTRALIAN SECURITIES LTD         1,203         89,719         0.01341           NOMURA INTERNATIONAL LTD HONG KONG         541         30,000         0.01803           PERCIVAL FINANCIAL         240         4,800         0.05000 </td <td>MAXCOR FINANCIAL INC.</td> <td>325</td> <td>6,500</td> <td>0.05000</td>	MAXCOR FINANCIAL INC.	325	6,500	0.05000
MERRILL LYNCH FENNER & SMITH INC         1,355         27,100         0.05000           MERRILL LYNCH INTER NEW YK DTC 161         0         1         0.05000           MERRILL LYNCH INTL LTD EQUITIES         7,531         243,200         0.03097           MERRILL LYNCH PIERCE FENNER & SMITH         8,652         183,374         0.04718           MIDWEST RESEARCH SECURITIES         556         11,100         0.05007           MKM PARTNERS         275         5,500         0.05000           MORGAN KEEGAN AND COMPANY         2,313         46,200         0.05007           MORGAN STANLEY & CO INC. NEW YORK         6,650         133,000         0.05000           MORGAN STANLEY AND CO NW YK DTC 050         1,015         20,300         0.05000           MORGAN STANLEY INT. LDN (CST 50701)         158         2,500         0.06302           MSDW AUSTRALIAN SECURITIES LTD         1,203         89,719         0.01341           NOMURA INTERNATIONAL LTD HONG KONG         541         30,000         0.01803           PERCIVAL FINANCIAL         240         4,800         0.05000	MCDONALD AND COMPANY	4,752	94,657	0.05020
MERRILL LYNCH INTER NEW YK DTC 161         0         1         0.05000           MERRILL LYNCH INTL LTD EQUITIES         7,531         243,200         0.03097           MERRILL LYNCH PIERCE FENNER & SMITH         8,652         183,374         0.04718           MIDWEST RESEARCH SECURITIES         556         11,100         0.05007           MKM PARTNERS         275         5,500         0.05000           MORGAN KEEGAN AND COMPANY         2,313         46,200         0.05007           MORGAN STANLEY & CO INC. NEW YORK         6,650         133,000         0.05000           MORGAN STANLEY AND CO NW YK DTC 050         1,015         20,300         0.05000           MORGAN STANLEY DW INC         1,115         22,300         0.05000           MORGAN STANLEY INT. LDN (CST 50701)         158         2,500         0.06302           MSDW AUSTRALIAN SECURITIES LTD         1,203         89,719         0.01341           NOMURA INTERNATIONAL LTD HONG KONG         541         30,000         0.01803           PERCIVAL FINANCIAL         240         4,800         0.05000	MERRILL LYNCH FAR EAST HONG KONG	233	24,000	0.00973
MERRILL LYNCH INTL LTD EQUITIES       7,531       243,200       0.03097         MERRILL LYNCH PIERCE FENNER & SMITH       8,652       183,374       0.04718         MIDWEST RESEARCH SECURITIES       556       11,100       0.05007         MKM PARTNERS       275       5,500       0.05000         MORGAN KEEGAN AND COMPANY       2,313       46,200       0.05007         MORGAN STANLEY & CO INC. NEW YORK       6,650       133,000       0.05000         MORGAN STANLEY AND CO NW YK DTC 050       1,015       20,300       0.05000         MORGAN STANLEY DW INC       1,115       22,300       0.05000         MORGAN STANLEY INT. LDN (CST 50701)       158       2,500       0.06302         MSDW AUSTRALIAN SECURITIES LTD       1,203       89,719       0.01341         NOMURA INTERNATIONAL LTD HONG KONG       541       30,000       0.01803         PERCIVAL FINANCIAL       240       4,800       0.05000	MERRILL LYNCH FENNER & SMITH INC	1,355	27,100	0.05000
MERRILL LYNCH PIERCE FENNER & SMITH       8,652       183,374       0.04718         MIDWEST RESEARCH SECURITIES       556       11,100       0.05007         MKM PARTNERS       275       5,500       0.05000         MORGAN KEEGAN AND COMPANY       2,313       46,200       0.05007         MORGAN STANLEY & CO INC. NEW YORK       6,650       133,000       0.05000         MORGAN STANLEY AND CO NW YK DTC 050       1,015       20,300       0.05000         MORGAN STANLEY DW INC       1,115       22,300       0.05000         MORGAN STANLEY INT. LDN (CST 50701)       158       2,500       0.06302         MSDW AUSTRALIAN SECURITIES LTD       1,203       89,719       0.01341         NOMURA INTERNATIONAL LTD HONG KONG       541       30,000       0.01803         PERCIVAL FINANCIAL       240       4,800       0.05000	MERRILL LYNCH INTER NEW YK DTC 161	0		0.05000
MERRILL LYNCH PIERCE FENNER & SMITH       8,652       183,374       0.04718         MIDWEST RESEARCH SECURITIES       556       11,100       0.05007         MKM PARTNERS       275       5,500       0.05000         MORGAN KEEGAN AND COMPANY       2,313       46,200       0.05007         MORGAN STANLEY & CO INC. NEW YORK       6,650       133,000       0.05000         MORGAN STANLEY AND CO NW YK DTC 050       1,015       20,300       0.05000         MORGAN STANLEY DW INC       1,115       22,300       0.05000         MORGAN STANLEY INT. LDN (CST 50701)       158       2,500       0.06302         MSDW AUSTRALIAN SECURITIES LTD       1,203       89,719       0.01341         NOMURA INTERNATIONAL LTD HONG KONG       541       30,000       0.01803         PERCIVAL FINANCIAL       240       4,800       0.05000	MERRILL LYNCH INTL LTD EQUITIES	7,531	243,200	0.03097
MIDWEST RESEARCH SECURITIES       556       11,100       0.05007         MKM PARTNERS       275       5,500       0.05000         MORGAN KEEGAN AND COMPANY       2,313       46,200       0.05007         MORGAN STANLEY & CO INC. NEW YORK       6,650       133,000       0.05000         MORGAN STANLEY AND CO NW YK DTC 050       1,015       20,300       0.05000         MORGAN STANLEY DW INC       1,115       22,300       0.05000         MORGAN STANLEY INT. LDN (CST 50701)       158       2,500       0.06302         MSDW AUSTRALIAN SECURITIES LTD       1,203       89,719       0.01341         NOMURA INTERNATIONAL LTD HONG KONG       541       30,000       0.01803         PERCIVAL FINANCIAL       240       4,800       0.05000	MERRILL LYNCH PIERCE FENNER & SMITH		183,374	0.04718
MKM PARTNERS       275       5,500       0.05000         MORGAN KEEGAN AND COMPANY       2,313       46,200       0.05007         MORGAN STANLEY & CO INC. NEW YORK       6,650       133,000       0.05000         MORGAN STANLEY AND CO NW YK DTC 050       1,015       20,300       0.05000         MORGAN STANLEY DW INC       1,115       22,300       0.05000         MORGAN STANLEY INT. LDN (CST 50701)       158       2,500       0.06302         MSDW AUSTRALIAN SECURITIES LTD       1,203       89,719       0.01341         NOMURA INTERNATIONAL LTD HONG KONG       541       30,000       0.01803         PERCIVAL FINANCIAL       240       4,800       0.05000				0.05007
MORGAN KEEGAN AND COMPANY       2,313       46,200       0.05007         MORGAN STANLEY & CO INC. NEW YORK       6,650       133,000       0.05000         MORGAN STANLEY AND CO NW YK DTC 050       1,015       20,300       0.05000         MORGAN STANLEY DW INC       1,115       22,300       0.05000         MORGAN STANLEY INT. LDN (CST 50701)       158       2,500       0.06302         MSDW AUSTRALIAN SECURITIES LTD       1,203       89,719       0.01341         NOMURA INTERNATIONAL LTD HONG KONG       541       30,000       0.01803         PERCIVAL FINANCIAL       240       4,800       0.05000	MKM PARTNERS			0.05000
MORGAN STANLEY & CO INC. NEW YORK       6,650       133,000       0.05000         MORGAN STANLEY AND CO NW YK DTC 050       1,015       20,300       0.05000         MORGAN STANLEY DW INC       1,115       22,300       0.05000         MORGAN STANLEY INT. LDN (CST 50701)       158       2,500       0.06302         MSDW AUSTRALIAN SECURITIES LTD       1,203       89,719       0.01341         NOMURA INTERNATIONAL LTD HONG KONG       541       30,000       0.01803         PERCIVAL FINANCIAL       240       4,800       0.05000				
MORGAN STANLEY AND CO NW YK DTC 050       1,015       20,300       0.05000         MORGAN STANLEY DW INC       1,115       22,300       0.05000         MORGAN STANLEY INT. LDN (CST 50701)       158       2,500       0.06302         MSDW AUSTRALIAN SECURITIES LTD       1,203       89,719       0.01341         NOMURA INTERNATIONAL LTD HONG KONG       541       30,000       0.01803         PERCIVAL FINANCIAL       240       4,800       0.05000				
MORGAN STANLEY DW INC         1,115         22,300         0.05000           MORGAN STANLEY INT. LDN (CST 50701)         158         2,500         0.06302           MSDW AUSTRALIAN SECURITIES LTD         1,203         89,719         0.01341           NOMURA INTERNATIONAL LTD HONG KONG         541         30,000         0.01803           PERCIVAL FINANCIAL         240         4,800         0.05000				
MORGAN STANLEY INT. LDN (CST 50701)       158       2,500       0.06302         MSDW AUSTRALIAN SECURITIES LTD       1,203       89,719       0.01341         NOMURA INTERNATIONAL LTD HONG KONG       541       30,000       0.01803         PERCIVAL FINANCIAL       240       4,800       0.05000				
MSDW AUSTRALIAN SECURITIES LTD       1,203       89,719       0.01341         NOMURA INTERNATIONAL LTD HONG KONG       541       30,000       0.01803         PERCIVAL FINANCIAL       240       4,800       0.05000				
NOMURA INTERNATIONAL LTD HONG KONG         541         30,000         0.01803           PERCIVAL FINANCIAL         240         4,800         0.05000	,			
PERCIVAL FINANCIAL 240 4,800 0.05000				
		<del>∠</del> <del>1</del> ∪	7,000	0.00000

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**Commissions:** (Continued)

Brokerage Firm	Total Commission	Shares Traded	Commissions Per Share
Diokerage Firm	Commission	11 aucu	Ter Share
PERSHING DIV/DONALDSON LUFKIN/JE	695	13,900	0.05000
PERSHING LLC FORMERLY DLJ\	13,642	252,200	0.05409
PRUDENTIAL EQUITY GROUP	3,436	69,100	0.03409
PXP SECURITIES CORP	420	8,400	0.05000
RAYMOND JAMES	3,859	77,100	0.05005
ROBERT W. BAIRD & CO INC MILWAUKEE USA		81,300	0.05005
SALOMON BROS UK EQUITY LTD LONDON	398	12,400	0.03213
SANFORD C.BERNSTEIN LTD	4,946	31,500	0.03213
SCHWAB, CHARLES	4,940 26	24,400	0.13701
SCOTT & STRINGFELLOW INVESTMENT	5,277	105,300	0.05011
SG COWEN AND COMPANY	6,089	121,600	0.05007
SG COWEN AND COMPANY SG COWEN SECURITIES	170	3,400	0.05007
SIDOTI CO LLC	460	9,200	0.05000
STANDARD & POORS MERRILL	275	6,100	0.03000
STANDARD AND POORS SECURITIES	486	10,800	0.04500
STEPHENS INC	1,075	21,500	0.05000
SUNTRUST ROBINSON HUMPHREY	3,055	61,100	0.05000
U.S. BANCORP PIPER JAFFRAY INC	3,035 1,676	33,400	0.05019
UBS AG, (LONDON EQUITIES)	10,880	276,620	0.03933
UBS AUSTRALIA GROUP LTD. SYDNEY	1,454	62,334	0.03933
UBS SECURITIES ASIA	6,243	62,334 324,825	0.02332
UBS WARBURG LLC	6,243 70	· · · · · · · · · · · · · · · · · · ·	0.05000
UBS/WARBURG SECURITIES LLC NEW YORK		1,400 9,900	0.05000
UFJ INTERNATIONAL PLC LONDON	211	5,800	0.03642
UNION BANK OF SWIT NEW YK DTC 642	440	5,800 8,800	0.05000
VANDHAM SECURITIES CORP	8,070	268,688	0.03004
		•	
WACHOVIA CAPITAL MARKETS 46171 WAVE SECURITIES LLC	7,856	157,500	0.04988
	1,048	52,400	0.02000
WEEDEN AND & CO WELLS FARGO SECURITIES LLC	180	3,599	0.05000
	1,050 85	21,000	0.05000
WILSHIRE ASSOCIATES INCORPORATED	<u>გე</u>	1,700	0.05000
TOTAL	\$435,180	15,215,783	_

The KCERA has directed brokerage rebate arrangements with Abel Noser Corporation, BNY ESI & Co., Lynch, Jones & Ryan (Instinet), and MAGNA Securities Corporation to provide low cost, execution-only services for a portion of the fund's transactions.

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## **ACTUARIAL SECTION**

KCERA = 59



August 30, 2004

Public Pension Professionals, Inc

121 MacKinnon Place Oakland, CA 94610 510-652-8420 (telephone) 510-652-8421 (facsimile) irasummer@pensioncube.com (email)

Board of Retirement Kern County Employees' Retirement Association 1115 Truxtun Avenue Bakersfield, CA 93301-4639 (661) 868-3790 (Telephone) (661) 868-3779 (Facsimile)

#### Members of the Board:

The annual actuarial valuation required for the Kem County Employees Retirement Association (KCERA) has been prepared as of December 31, 2003 by Public Pension Professionals, Incorporated. In preparing this valuation, we have employed generally accepted actuarial assumptions and methods to determine a sound value for the KCERA's assets, liabilities and future contribution requirements. In our opinion, the combined operation of the assumptions and methods applied in this valuation fairly represent past and anticipated future experience of KCERA and meet the parameters required by Government Accounting Standards Board Statement 25.

The financing objective of the system has been to reduce the unfunded actuarial accrued liability (UAAL) to zero over a 24-year period commencing with the December 31, 2003 valuation, while maintaining contribution rates that remain relatively level, as a percentage of payroll, from generation to generation.

We assisted in the preparation of several schedules included in the actuarial, statistical and financial sections of KCERA's Comprehensive Annual Financial Report. These include:

- 1. Schedule of Active Member Valuation Data
- 2. Schedule of Retirants and Beneficiaries Added to and Removed from Payroll
- 3. Solvency Test
- 4. Actuarial Analysis of Financial Experience
- 5. Schedule of Average Benefit Payment Amounts
- 6. Schedule of Funding Progress

We supplied the current year information for these schedules through the preparation of our annual valuation report and through additional reports prepared for KCERA staff. Data for years prior to December 31, 2000 actuarial valuation were prepared by the prior actuary for KCERA.

Our calculations are based upon the member data and financial information supplied to us by KCERA staff. This data has not been audited, but has been reviewed and found to be internally consistent and consistent with the prior year's data.



Actuaries you can understand

Board of Retirement August 30, 2004 Page 2

I am a Fellow of the Society of Actuaries, an Enrolled Actuary under ERISA, a Fellow in the Conference of Consulting Actuaries, a Member of the American Academy of Actuaries, and have experience in performing actuarial valuations for public retirement systems. As such, I meet the Qualification Standards of the American Academy of Actuaries to render the actuarial opinion contained herein.

Sincerely,

Ira M. Summer, FSA, EA, FCA, MAAA

Is In Summer

President

Actuaries you can understand

#### **Summary of Actuarial Assumptions and Methods**

Interest Rate: 8.0%

Salary Increase - Individual: As shown in Table I.

**Inflation Assumption:** 4.0%

**Asset Valuation Method:** The market value of assets is adjusted to recognize,

over a five-year period, investment earnings greater than (or less than) the assumed investment return.

**Funding Method:** Entry Age Funding Method. The Unfunded Actuarial

Accrued Liability is amortized over 24 years beginning in 2004. The additional liability incurred through the granting of Golden Handshake benefits are amortized over three years from the year in which they were

granted.

**Amortization Method:** Level percent closed.

**Post-Retirement Mortality:** 

**Spouses at Retirement:** 

A) General Members and

Beneficiaries: RP-2000 Healthy Annuitant Mortality Table, with ad-

justment for white collar workers.

B) Safety Members: RP-2000 Healthy Annuitant Mortality Table, with ad-

justment for blue collar workers.

C) Pensioners on Disability Retirement: RP-2000 Disabled Annuitant Mortality Table.

**Proportion of Members with** 80% of male employees and 50% of female employ-

ees are assumed married at retirement. Wives are

assumed four years younger than their husbands.

**Rate of Termination of Employment:** As shown in Table II.

The above methods and assumptions were selected by the actuary as being appropriate for the plan and were used in the latest actuarial valuation dated December 31, 2003.

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## Assumed Rate of Salary Increase As of December 31, 2003

Years of Service	General Members	Safety Members
0	8.00%	7.50%
1	8.00%	7.50%
2	8.00%	7.50%
3	8.00%	7.50%
4	8.00%	7.50%
5	8.00%	7.50%
6	4.75%	7.50%
7	4.75%	7.50%
8	4.75%	7.50%
9	4.75%	7.50%
10 or	4.75%	5.25%
more		

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#### **Probabilities of Separation from Active Service**

(Number separating at each age per 10,000 working at that age)

Age Nearest	Ordinary Withdrawal	Ordinary Death	Ordinary Disability	Service Retirement	Service Disability	Service Death	Death While Eligible	Vested Termination			
General Members - Male											
20	20 1,050 10 0 0 0										
30	1,327	12	2	0	3	0	0	200			
40	1,311	30	8	0	13	0	0	200			
50	1,004	60	26	500	39	0	0	200			
60	593	66	65	2,000	98	0	0	200			
70	0	0	0	10,000	0	0	0	0			
		'	"								
			G	eneral Mem	bers - Fem	ale					
20	930	3	1	0	1	0	0	190			
30	1,238	4	2	0	2	0	0	190			
40	1,353	10	12	0	18	0	0	190			
50	1,211	24	24	500	36	0	0	190			
60	884	56	28	1,700	42	0	0	190			
70	0	0	0	10,000	0	0	0	0			
Safety Members - All											
20	300	9	0	0	3	2	0	70			
30	348	12	0	0	28	2	0	70			
40	404	28	0	0	78	2	0	70			
50	469	56	0	1,000	198	2	0	70			
60	0	0	0	10,000	0	0	0	0			

#### **Schedule of Active Member Valuation Data**

Valuation Date	Plan Type	Number	Annual Payroll	Annual Average Pay	Increase in Average Pay
12/31/98	General	5,522	\$199,250,420	\$36,083	2.9%
	Safety	1,474	72,335,699	49,074	5.5%
	Total	6,996	271,586,119	38,820	3.7%
12/31/99	General	5,642	\$211,804,416	\$37,541	4.0%
	Safety	1,496	75,446,382	50,432	2.8%
	Total	7,138	287,250,798	40,242	3.7%
12/31/00	General	5,903	\$207,229,836	\$35,106	-6.5%
12,31,00	Safety	1,581	76,052,708	48,104	-4.6%
	Total	7,484	283,282,544	37,822	-5.9%
12/31/01	General	6,397	\$250,670,766	\$39,186	11.6%
	Safety	1,658	83,120,619	50,133	4.2%
	Total	8,055	333,791,385	41,439	9.6%
12/31/02	General	6,414	\$261,061,804	\$40,702	3.9%
	Safety	1,641	83,809,133	51,072	1.9%
	Total	8,055	344,870,937	42,815	3.3%
12/31/03	General	6,446	\$270,440,100	\$41,955	3.1%
	Safety	1,658	84,871,617	51,189	0.3%
	Total	8,055	355,311,717	43,844	2.4%

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#### Schedule of Retirants and Beneficiaries Added to and Removed from Payroll

Plan Year Ending December 31	At Beginning of Year	Added During Year	Removed During Year	At End of Year	Annual Retiree Payroll	% Increase in Annual Retiree Payroll	Average Annual Allowance
1998	4,219	186	161	3,990	53,537,214	-1.7%	13,418
1999	3,990	213	132	4,159	58,467,114	9.2%	14,058
2000	4,159	222	148	4,233	62,656,284	7.2%	14,802
2001	4,233	269	130	4,372	69,567,864	11.0%	15,912
2002	4,372	248	104	4,516	79,057,729	13.6%	17,506
2003	4,516	255	114	4,657	87,402,579	10.6%	18,768

#### **Solvency Test**

Aggregate Accrued Liabilities					Portion of Accrued Liabilities  Covered by Reported Assets			
Valuation Date	Active Member Contributions	Retired/ Vested Members	Active Members (Employer Financed Portion)	Total	Actuarial Value of Assets	Active Member Contributions	Retired/ Vested Members	Active Members (Employer Financed Portion)
12/31/98	147,543,099	585,569,646	446,640,502	1,179,753,247	1,203,670,449	100%	100%	100%
12/31/99	159,632,656	670,212,529	494,816,546	1,324,661,731	1,325,928,243	100%	100%	100%
12/31/00	152,866,205	689,790,937	546,326,563	1,388,983,705	1,434,872,718	100%	100%	100%
12/31/01	179,904,379	771,375,980	660,679,843	1,611,960,202	1,508,291,483	100%	100%	84%
12/31/02	184,313,063	964,393,657	750,324,334	1,899,031,054	1,570,277,657	100%	100%	56%
12/31/03	182,161,145	1,067,016,084	810,108,722	2,059,285,951	1,927,584,527	100%	100%	84%

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#### **Actuarial Analysis of Financial Experience**

	Gain (or Loss) for Year				
	2003	2002	2001		
Investment Performance Greater (Less) than Expected	\$(45,687,403)	\$(133,288,517)	\$(8,316,670)		
New Entrants into System (Greater) Less than Expected		(2,101,441)	(6,946,979)		
Individual Salary Increases (Greater) Less than Expected	(11,746,890)	(29,814,488)	(20,228,653)		
Demographic Changes Greater (Less) than Expected	(27,967,366)	21,223,199	(43,684,720)		
Change in Benefits		(21,969,100)	(70,891,864)		
Change in Assumptions		(586,622,302)			
Composite Gain (or Loss) During Year	\$(85,401659)	\$(224,572649)	\$(150,891,864)		
	•				

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#### **Summary of Major Plan Provisions**

Benefit Sections 31676.1, 31676.14, 31664, and 31664.1 of the 1937 Act.

Briefly summarized below are the major provisions of the County Employees' Retirement Law of 1937 as adopted by the County of Kern.

#### Membership

Membership is automatic upon appointment to a permanent position of 50% or more of the regular standard hours required. Retirement entry date is the first day of the first, full bi-weekly payroll period following the date of employment.

#### **Final Average Salary**

Final average salary is defined as the highest pensionable pay in one year, including base salary and other pay elements includible as a result of the "*Ventura*" decision.

#### Vested

Members are considered vested in the plan after they have obtained five years of retirement service credit.

#### **Member Contribution Rates**

The basic contribution is computed on the member's base pay plus compensable special pay, with the contribution rate being determined by the member's entry age into the system. The following table shows the percent of the full member contributions that members are required to contribute:

	Member-Paid Portion of the Full Member Rate				
Hire Date Relative to	Less Than	5 Years of			
July 5, 1997	5 Years of Service	Service or More			
Before	50%	0%			
On or After	100%	0%			

#### **Return of Contributions**

If a member should resign, his or her contribution plus interest will be refunded. Any vested member may elect to leave his or her contribution on deposit and receive a deferred vested benefit when eligible for retirement.

#### Service Retirement Benefit

General members with at least 10 years of retirement service credit who are age 50 or older, or with 30 years of retirement service credit regardless of age, are eligible for service retirement. Benefit is 1.667% of final compensation for each year of service, mulitplied by Section 31676.14 law factors.

Safety members with at least 10 years of retirement service credit who are age 50 or older, or with 20 years of retirement service credit regardless of age, are eligible for service retirement. Benefit is 3.000% of final compensation for each year of service, mulitplied by Section 31664.1 law factors.

For Members integrated with Social Security, benefits based on \$350 of monthly final average salary are reduced by 1/3.

#### **Summary of Major Plan Provisions (Continued)**

#### **Disability Benefit**

Members with 5 years of retirement service credit, regardless of age, are eligible for non-service connected disability. The benefit is at least 20% to a maximum of 40% of the member's final average monthly compensation for life.

If the disability is service connected, there is no minimum retirement service credit requirement. The member may retire with a benefit of 50% of his or her final average salary.

#### **Death Benefit (Before Retirement)**

An active member's beneficiary is entitled to receive death benefits which consist of accumulated contributions plus interest, and one month's salary for each full year of service up to a maximum of six month's salary.

If a member dies while eligible for service retirement or non-service connected disability, the spouse or minor children receives 60% of the allowance that the member would have received for retirement on the day of his or her death.

If a member dies in the performance of duty, the spouse or minor children receives 50% of the member's final average salary.

#### **Death Benefit (After Retirement)**

A death benefit of \$1,000 is payable to their designated beneficiary or estate.

If the retirement was for service or non-service connected disability and the member chose the unmodified plan, their surviving spouse or minor children will receive a monthly allowance equal to 60% of the retirement allowance.

If the retirement was for service connected disability, their spouse or minor children will receive a 100% continuance of their retirement allowance.

#### Post-Retirement Cost-of-Living Benefits

Each April 1, the benefits are adjusted by the percentage change in the Consumer Price Index (capped at 2%). As a result of the "Kern Law Enforcement Association" court settlement, the County of Kern increased the maximum cost-of-living of 2% per year to 2.5% per year. The 0.5% increase will be partly funded from \$64.7 million set aside withing the Supplemental Retire Benefits Reserve.

#### Supplemental Retiree Benefits Reserve (SRBR) Benefits

The Board of Retirement adopted Section 31618 on April 23, 1984 which provides for the establishment of the SRBR. The SRBR shall be used only for the benefit of retired members and beneficiaries. The distribution of the SRBR shall be determined by the Board of Retirement. These benefits are financed from excess earnings of the fund. Tier 3 benefits are provided only after Tier 1, Tier 2, and Tier 3 benefits already granted, and \$1,000 death benefits are funded.

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#### **Summary of Major Plan Provisions (Continued)**

#### Supplemental Retire Benefits Reserve (SRBR) Benefits - Continued

A) Eligibility: Tier 1: Member on or before July 1, 1994.

Tier 2: Pensioners with at least five years of credited service, and their surviving

beneficiaries, whose benefits have reduced by 20% in purchasing power

since retirement.

Tier 3: Pensioners and their surviving beneficiaries whose benefits have reduced

by 20% in purchasing power since retirement.

B) Benefits Tier 1: \$35.50 per month, not subject to cost-of-living adjustments.

Tier 2: \$1.372 times years of service, per month, for members who retired

prior to 1985, granted July 1, 1994.

\$5.470 times years of service, per month, for members who retired

prior to 1985, granted July 1, 1996.

\$10.276 times years of service, per month, for members who retired

prior to 1981, granted July 1, 1997.

Tier 3: Additional benefit to maintain 80% purchasing power protection.

## STATISTICAL SECTION

#### Schedule of Revenues by Source

		Empl	oyer		
Fiscal Year Ending 6/30	Member Contributions	Dollars	% of Annual Covered Payroll	Investment Income	Total
2004	\$10,450,868	\$ 48,759,946	13.60%	\$296,074,040	\$355,284,854
2003	12,748,788	343,338,853*	16.96%	87,935,189	444,022,830
2002	11,287,597	41,881,569	12.89%	(76,247,977)	(23,078,811)
2001	9,173,557	41,067,487	13.09%	(99,791,394)	(49,550,350)
2000	6,145,942	37,575,583	12.45%	140,569,826	184,291,351
1999	5,446,223	40,159,103	14.06%	161,883,259	207,488,585

<sup>\*</sup>Includes \$285,092,130 of pension obligation bond proceeds from the County of Kern to pay off the December 31, 2002 Unfunded Actuarial Accrued Liability.

#### Schedule of Expenses by Type

Fiscal Year Ending 6/30	Benefit Payments	Administrative Expenses	Refunds	Miscellaneous Expenses Total
2004	\$103,045,623	\$2,495,754	\$1,914,751	\$55,987 \$107,512,115
2003	92,701,280	2,166,624	1,600,779	780,444 97,249,127
2002	79,177,249	2,167,965	1,435,764	48,290 82,829,268
2001	71,897,363	1,903,426	1,222,707	89,427 75,112,923
2000	66,482,489	1,601,849	1,142,210	5,677 69,232,225
1999	63,258,785	1,392,610	1,043,182	323,400 66,017,977

#### Schedule of Benefit Expenses by Type For Fiscal Years 1999-2004 (in thousands)

	2004	2003	2002	2001	2000	1999
Service Retirement Benefits						
General	\$44,539	\$41,497	\$38,542	\$36,675	\$34,123	\$32,826
Safety	26,029	22,616	18,436	14,614	13,168	12,297
Total	70,568	64,113	56,978	51,289	47,291	45,123
Disability Benefits						
General	6,381	5,684	5,482	5,136	4,928	4,600
Safety	9,035	8,187	7,508	6,932	6,249	5,906
Total	15,416	13,871	12,990	12,068	11,177	10,506
Beneficiary Benefits						
General	6,109	5,724	5,394	5,151	4,832	4,598
Safety	4,386	3,901	3,630	3,224	3,027	2,857
Total	10,495	9,625	9,024	8,375	7,859	7,455
Retroactive Payments						
General	2,730	2,097	0	0	0	0
Safety	3,454	2,775	0	0	0	0
Total	6,184	4,872	0	0	0	0
Laure Com Donath Donafts	202	220	105	165	155	175
Lump Sum Death Benefits	382	220	185	165	155	175
<b>Total Benefit Payments</b>	103,045	92,701	79,177	71,897	64,482	63,259
Refunds	1,915	1,601	1,436	1,223	1,142	1,043
<b>Total Benefit Expenses</b>	\$104,960	\$94,303	\$80,613	\$73,120	\$67,624	\$64,302

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### Schedule of Retired Members by Type of Benefit As of June 30, 2004

Amount of	.,	Type of Retirement								
Monthly Number Benefit of Retirants	1	2	3	4	5	6	7	8	9	
\$1-500	547	143	5	0	210	70	33	37	30	19
501-1,000	1,016	475	73	41	188	93	43	51	38	14
1,001-1,500	850	443	51	135	72	65	16	29	28	11
1,501-2,000	616	297	22	171	22	41	6	24	22	11
2,001-3,000	797	425	7	235	18	41	6	22	38	5
3,001-4,000	403	277	2	93	11	6	0	4	6	4
4,001-5,000	172	154	0	12	2	0	2	1	1	0
5,001-6,000	124	122	0	0	1	1	0	0	0	0
Over 6,000	193	185	1	7	0	0	0	0	0	0
Totals	4,718	2,521	161	694	524	317	106	168	163	64

	NT 1	Option Selected							
Amount of Monthly	Number of	Option	Option	Option	Option		Unmodified		
Benefit	Retirants	1	2	3	4	A	В	С	
\$1-500	547	15	6	0	0	213	312	1	
501-1,000	1,016	10	20	1	0	398	566	21	
1,001-1,500	850	18	15	1	0	310	421	85	
1,501-2,000	616	5	4	0	0	212	285	110	
2,001-3,000	797	9	13	1	0	290	305	179	
3,001-4,000	403	4	8	0	0	210	104	77	
4,001-5,000	172	2	1	1	0	135	22	11	
5,001-6,000	124	1	2	1	0	103	17	0	
Over 6,000	193	0	1	0	0	172	13	7	
Totals	4,718	64	70	5	0	2,043	2,045	491	

#### **Type of Retirement**

- 1 Normal retirement for age and service
- 2 Non-service connected disability retirement
- 3 Service connected disability retirement
- 4 Former member with deferred future benefit
- 5 Beneficiary payment normal retirement
- **6** Beneficiary payment active member who died and was eligible for retirement
- 7 Beneficiary payment death in service
- **8** Beneficiary payment disability retirement
- 9 Supplemental and ex-spouses

#### **Option Selected**

- Option 1 Beneficiary receives lump sum of member's unused contributions
- **Option 2** Beneficiary receives 100% of member's reduced monthly allowance.
- **Option 3** Beneficiary receives 50% of member's reduced monthly allowance.
- **Option 4** More than one beneficiary receives 100% of member's reduced monthly allowance.
- **A** Unmodified 60% continuance.
- **B** Unmodified no continuance.
- C Unmodified 100% continuance

**Schedule of Average Benefit Payment Amounts** 

			Number of	Years Since	e Retiremen	it		
	0-4	5-9	10-14	15-19	20-24	25-29	30-34	Over 35
Valuation date 12/31/98								
Average Monthly Benefit								
General	1,264	1,120	872	654	484	399	254	171
Safety	2,135	2,175	1,821	1,595	1,112	880	577	0
Number of Active Retirants								
General	956	683	569	465	325	154	34	3
Safety	271	152	137	101	82	54	4	0
Valuation date 12/31/99								
Average Monthly Benefit								
General	1,346	1,327	958	744	498	413	292	146
Safety	2,580	2,480	2,039	1,666	1,126	888	729	0
Number of Active Retirants	,	,		,	,			
General	803	658	535	521	429	259	81	11
Safety	208	159	163	112	120	85	15	0
Valuation date 12/31/00								
Average Monthly Benefit								
General	1,341	1,393	1,048	794	534	398	292	213
Safety	2,441	2,480	2,007	1,743	1,196	953	686	1,476
Number of Active Retirants	_,	_,	=,007	1,7 .5	1,170	,,,,	000	1,.,0
General	840	700	507	540	437	264	86	11
Safety	191	222	163	125	120	84	30	1
Valuation date 12/31/01			100		120			
Average Monthly Benefit								
General	1,375	1,469	1,126	837	582	409	364	311
Safety	3,290	2,739	2,363	2,054	1,376	1,020	792	0
Number of Active Retirants	5,270	2,137	2,505	2,031	1,570	1,020	1)2	V
General	833	745	506	514	448	282	94	19
Safety	226	188	151	124	110	101	37	0
Valuation date 12/31/02	220	100	131	127	110	101	- 31	
Average Monthly Benefit								
General	1,516	1,517	1,184	911	624	451	394	357
Safety	3,946	2,763	2,363	2,200	1,466	1,146	837	0
Number of Active Retirants	3,240	2,703	2,303	2,200	1,400	1,140	057	U
General	789	796	528	522	440	281	118	24
Safety	270	200	156	133	99	111	49	0
Valuation date 12/31/03	2/0	200	130	133	99	111	49	
Average Monthly Benefit	1 645	1 505	1 250	072	714	107	200	215
General	1,645	1,505	1,358	973	714	487	398	315
Safety	4,144	2,823	2,768	2,298	1,713	1,239	940	916
Number of Active Retirants	702	014	<i></i> 0	515	40.5	202	107	21
General	792	814	570	515	425	302	127	31
Safety	318	213	140	135	101	103	69	2

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## Participating Employers and Active Members As of June 30, 2004

County of Kern:	
General Members	6,011
Safety Members	1,609
Total	7,620
Participating Agencies (General Membership):	
Berrenda Mesa Water District	12
Buttonwillow Recreation and Park District	3
East Kern Cemetery District	1
Inyokern Community Services District	2
Kern County Water Agency	70
Kern Mosquito & Vector Control District	18
North of the River Sanitation District	8
San Joaquin Valley Unified Air Pollution Control District	250
Shafter Recreation and Park District	1
West Side Cemetery District	6
West Side Mosquito Abatement District	8
West Side Recreation and Park District	11
Total	390
Total Active Membership	
General Members	6,401
Safety Members	1,609
Total	8,010