Teachers Retirement System of Georgia

COMPREHENSIVE ANNUAL FINANCIAL REPORT

A Component Unit of The State of Georgia

Providing a Future you can depend on

FISCAL YEAR ENDED
JUNE 30, 2005

Teachers Retirement System of Georgia

COMPREHENSIVE ANNUAL FINANCIAL REPORT

A COMPONENT UNIT OF THE STATE OF GEORGIA

FISCAL YEAR ENDED

JUNE 30, 2005

Jeffrey L. Ezell
Executive Director

Teachers Retirement System
of Georgia

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Presented to

Teachers Retirement System of Georgia

For its Comprehensive Annual
Financial Report
for the Fiscal Year Ended
June 30, 2004

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.

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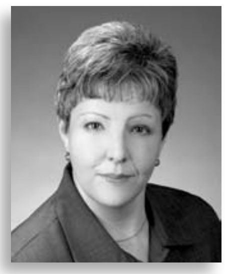

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Board composition as of November 1, 2005.

Teachers Retirement System of Georgia

Jeffrey L. Ezell
Executive Director

December 10, 2005

Board of Trustees
Teachers Retirement System of Georgia
Atlanta, Georgia

I am pleased to present the Comprehensive Annual Financial Report of the Teachers Retirement System of Georgia (the "System") for the fiscal year ended June 30, 2005. Responsibility for both the accuracy of the data, and completeness and fairness of the presentation, including all disclosures, rests with the management of the System. To the best of our knowledge and belief, the enclosed data is accurate in all material respects and is reported in a manner designed to present fairly the financial position and results of operations of the System. I trust that you will find this report helpful in understanding your retirement system.

The Comprehensive Annual Financial Report is presented in five sections: (1) the Introductory Section includes this letter of transmittal, principal officials, consultants and advisors, and a summary of plan provisions; (2) the Financial Section includes the auditors' report, management's discussion and analysis, the financial statements, and required supplementary information; (3) the Investment Section includes a report on investment activity, investment policies, investment results, and various investment schedules; (4) the Actuarial Section includes the actuary's certification letter and actuarial assumptions, methods, and valuation data; and (5) the Statistical Section includes selected retirement data and other significant data pertaining to the System presented on a multi-year basis.

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 Teachers Retirement System of Georgia for its Comprehensive Annual Financial Report for the fiscal year ended June 30, 2004. This was the seventeenth consecutive year that the System has achieved this prestigious award.

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 our current Comprehensive Annual Financial Report continues to meet the Certificate of Achievement Program's requirements, and we are submitting it to the GFOA to determine its eligibility for another certificate.

History and Overview

The System was created in 1943 by an act of the Georgia General Assembly to provide retirement security to those individuals who choose to dedicate their lives to educating the children of the state of Georgia. A summary of the System's benefits is provided on pages 11-13 of this report.

As the largest public retirement system in the State of Georgia and the 25th largest retirement system in the United States, the System pays out over $1.8 billion in benefits per year.

The System is administered by a ten-member Board of Trustees. The Executive Director and over 135 employees are responsible for the administration and operations of the System, which serves more than 200,000 active members, 66,000 retirees and 375 employers.

Legislation

During the 2005 session, the Georgia General Assembly passed three pieces of legislation that were signed into law by the Governor that substantially impacted the System. Unless otherwise noted, these changes were effective July 1, 2005.

First, large retirement systems may invest in Exchange Traded Funds (ETF's). An ETF allows TRS to buy and sell baskets of stocks representing an index just as it would an individual company stock. This provides the advantages of increased liquidity and efficient trading for these groups of stocks. This legislation does not change what the System can invest in, but allows a different way to accomplish it.

Letter of Transmittal

Legislation cont.

Second, terms within Title 47 were clarified to ensure that the State's public retirement systems are in compliance with the Federal Internal Revenue Code and corresponding regulations. The System already complies with these IRS requirements.

Third, a member who retired on a service retirement, prior to December 31, 2003, is allowed to return to work and continue receiving retirement benefits. Local school systems can now employ a retiree as a full-time improvement specialist in addition to a full-time classroom teacher, principal, superintendent, counselor or librarian. RESAs can also employ a retiree as a full-time improvement specialist.

Financial Information

The management of the System is charged with the responsibility of maintaining a sound system of internal accounting controls. The objectives of such a system are to provide management with reasonable assurance that assets are safeguarded against loss from unauthorized use or disposition, that transactions are executed in accordance with management's authorizations, and that they are recorded properly to permit the preparation of financial statements in accordance with generally accepted accounting principles. Even though there are inherent limitations in any system of internal control, the management of the System makes every effort to ensure that through systematic reporting and internal reviews, errors or fraud are quickly detected and corrected.

Please refer to Management's Discussion and Analysis starting on page 15 of this report for an overview of the financial status of the System including a summary of the System Net Assets, Changes in Net Assets, and Asset Allocations.

INVESTMENTS — The System has continued to invest in a mix of high-quality bonds and stocks as it historically has done. These types of investments have allowed the System to participate in rising markets, while moderating the risks on the downside. New funds continue to be invested in high-quality securities. A high quality balanced fund has proven to be a successful strategy in a variety of markets over a long period of time.

The System's investment rate of return in fiscal year 2005 was 7.9%, with an 8.5% return for equities and a 7.1% return for fixed income.

As in previous years, maintaining quality was a primary goal and was successfully met. "Conservation of Capital" and "Conservatism" continues to be the principal guides in investment decisions. The System continued to use a diversified portfolio to accomplish these objectives. In summary, the investment status of the System is excellent.

FUNDING — The System's funding policy provides for employer contributions at rates that, expressed as a percentage of annual covered payroll, are sufficient to provide resources to pay benefits when due.

A useful indicator of the funded status of a retirement system is the relationship between the actuarial value of assets and the actuarial accrued liabilities. The greater the level of funding, the larger the ratio of the actuarial value of assets to the actuarial accrued liabilities.

The System continues to remain strong as evidenced by the ratio of the actuarial value of assets to the actuarial accrued liabilities. This ratio changed from 101.1% in the fiscal year ended June 30, 2003, to 100.9% in the fiscal year ended June 30, 2004.

The ultimate test of the financial soundness of a retirement system is its ability to pay all promised benefits when due. I am proud to say that through the continued wisdom and the support of Governor Sonny Perdue and the General Assembly of the State of Georgia, the System has been and continues to be funded on an actuarially sound basis, thus providing the membership the comfort and security they expect from their retirement system.

Initiatives

Fiscal year 2005 included a number of initiatives and milestones. As a continuation of our effort to improve the services that we provide to our members, the System introduced its new online member and retiree account management desktops. With the launch of these new self-service desktops, members and retirees can view and manage their accounts online via a secure internet connection, from anywhere at anytime.

In addition, employers now report member and employer contributions online via the new employer desktop, eliminating the previous manual, paper-based reporting process. With this new online desktop, the System has realized a 75% reduction in the processing time of the monthly reports and a 97% increase in the accuracy rate of the mathematical calculations required in the reporting process.

Since the launch of our new pension administration system (PASS) in June 2004, we have realized many significant changes that have increased the level of customer service we provide, for example: 1) the elimination of manual, paper-based calculations in the business units allowing us to provide retirement benefits in a more timely manner; 2) our electronic file cabinet contains all information pertaining to a member's account in an electronic format; 3) we have instant access to a member's file while the member is on the telephone; 4) we can provide immediate service rather than calling the member back once we locate a paper file; and 5) our workflow system allows us to electronically route and track all work throughout the System which makes it easier to research previous requests, questions, and issues.

The System is pleased to announce a new initiative aimed at expanding the educational and counseling opportunities we provide our active members, retirees, and employers. This program will include new member orientation, mid-career, pre-retirement and retirement seminars, as well as benefit fairs and individual counseling sessions across the State. Our goal is to partner with our members and employers and provide them with more opportunities to learn about their retirement benefits and encourage them to use the resources we have available to make their retirement as beneficial and easy as possible.

Other Information

INDEPENDENT AUDIT — The Board of Trustees requires an annual audit of the financial statements of the System by independent, certified public accountants. The accounting firm of KPMG LLP was selected by the Board. The independent auditors' report on the statements of plan net assets and the related statements of changes in plan net assets is included in the Financial Section of this report.

ACKNOWLEDGMENTS — The compilation of this report reflects the combined effort of the staff under the leadership of the Board of Trustees. It is intended to provide complete and reliable information as a basis for making management decisions, as a means of determining compliance with legal provisions, and as a means for determining responsible stewardship of the assets contributed by the System's members, their employers, and the State of Georgia.

Copies of this report may be obtained by contacting the System, or may be downloaded from the System's website.

I would like to take this opportunity to express my gratitude to Governor Sonny Perdue, members of the Georgia General Assembly, the staff, the advisors, and to the many people who have worked so diligently to ensure the successful operation of the System.

Sincerely,

Jeffrey L. Ezell
Executive Director

YOUR RETIREMENT SYSTEM

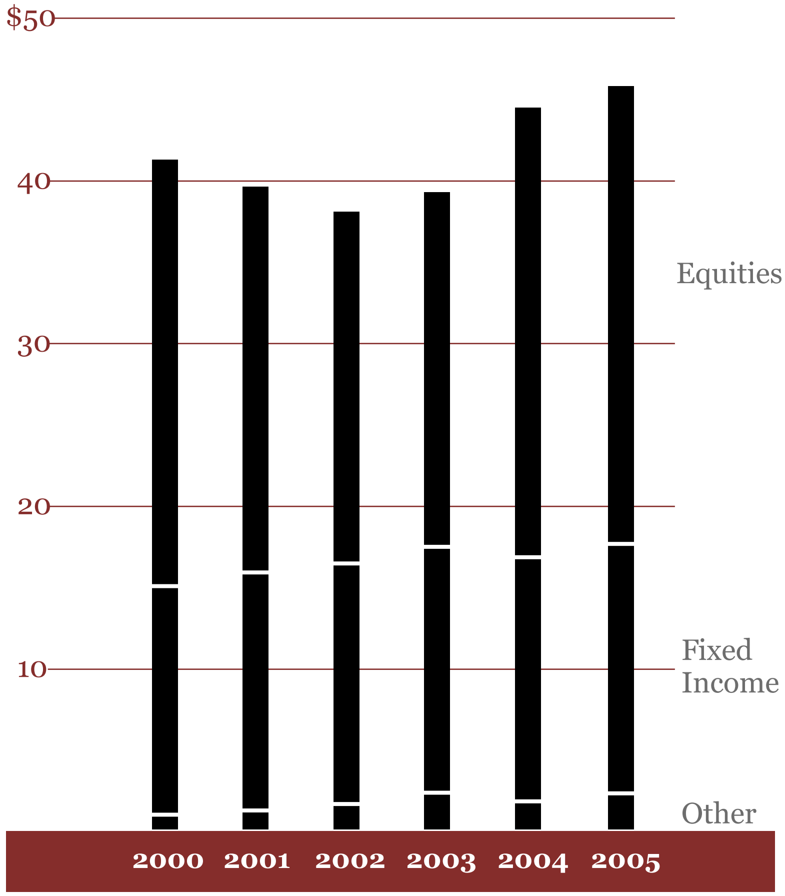
Financial Highlights

	June 30, 2005	June 30, 2004	% Change
Member Contributions	$ 464,931,000	$ 448,929,000	+ 3.6
Employer Contributions	$ 815,693,000	$ 782,301,000	+ 4.3
Net Increase in Fair Value of Investments	$ 2,172,591,000	$ 2,882,187,000	- 24.6
Interest and Dividend Income	$ 1,146,655,000	$ 948,105,000	+ 20.9
Benefits Paid to Retired Members	$ 1,799,478,000	$ 1,598,467,000	+ 12.6
Member Withdrawals	$ 50,491,000	$ 42,580,000	+ 18.6
Interest Credited to Member Contributions	$ 196,964,000	$ 188,530,000	+ 4.5

Statistical Highlights

	2005	2004	% Change
Active Membership	203,252	208,927	- 2.7
Members Leaving the System	8,518	7,805	+ 9.1
Retired Members	66,282	61,590	+ 7.6
Average Monthly Annuity	$ 2,262	$ 2,163	+ 4.6

Growth of Total System Assets (in billions)



Total System Assets at June 30 (in thousands)

	2000	2001	2002	2003	2004	2005
Equities	$25,288,274	$22,309,783	$20,142,071	$20,058,758	$25,120,626	$27,121,761
Fixed Income	15,642,757	16,379,674	16,446,346	17,961,576	16,469,405	17,075,215
Other[1]	879,233	976,595	1,248,540	1,270,063	1,053,021	1,160,906
Total System Assets	$41,810,264	$39,666,052	$37,836,957	$39,290,397	$42,643,052	$45,357,882

(1) Includes receivables, cash, short-term securities, mortgage loans, and capital assets, net.

Administrative Staff & Organization

Jeffrey L. Ezell
Executive Director

Stephen J. Boyers
Chief Financial Officer

Charles W. Cary, Jr.
Chief Investment Officer
Investment Services

Diann F. Green
Director
Retirement Services

Lisa M. Hajj
Director
Communications

M. Cathy Hart
Director
Member Services

Dina N. Jones
Director
Employer Services

J. Gregory McQueen
Director
Information Technology

Tonia T. Morris
Director
Human Resources

Charles P. Warren
Director
Contact Management

Consulting Services

Actuary
Mellon Human Resources
& Investor Solutions

Auditor
KPMG LLP

Medical Advisors
Gordon J. Azar, M.D.
Atlanta, Georgia
Arthur S. Booth, Jr., M.D.
Atlanta, Georgia
Joseph W. Stubbs, M.D.
Albany, Georgia

Investment Advisors

Albritton Capital Management
Atlanta Capital Management
Oak Associates, ltd.
Sands Capital Management
Evergreen Investments
State Street Global Advisors
Montag & Caldwell
EARNEST Partners
NCM Capital Management Group
Synovus Investment Advisors
Trusco Capital Management
Barrow, Hanley, McWhinney & Strauss
Cooke & Bieler
Crawford Investment Counsel
Hotchkis and Wiley Capital Management
Janus Institutional Asset Management

Purpose

The Teachers Retirement System of Georgia (the "System") was established in 1943 by an act of the Georgia General Assembly for the purpose of providing retirement allowances and other benefits for teachers of this state. The System has the power and privileges of a corporation, and the right to bring and defend actions.

The major objectives of the System are (1) to timely pay monthly benefits due retirees, (2) to soundly invest retirement funds to insure adequate financing for future benefits due and for other obligations of the System, (3) to provide statewide counseling services for System members, (4) to accurately account for the status and contributions of all active and inactive members, and (5) to process refunds due terminated members.

Administration

State statutes provide that the administration of the System be vested in a ten-member Board of Trustees comprised as follows:

Ex officio members:

- the State Auditor,
- the Director of the Office of Treasury and Fiscal Services,

Governor's appointees:

- two active members of the System who are classroom teachers and not employees of the Board of Regents,
- one active member of the System who is a public school administrator,
- one active member of the System who is not an employee of the Board of Regents,
- one member to be selected by the Governor,

Board of Regents appointee:

- one active member of the System who is an employee of the Board of Regents,

Trustee appointees:

- one member who has retired under the System,
- one individual who is a citizen of the state, not a member of the System and experienced in the investment of money.

A complete listing of the current Board of Trustees is included on page 4 of this report.

Management of the System is the responsibility of the Executive Director who is appointed by the Board and serves at its pleasure. On behalf of the Board, the Executive Director is responsible for the proper operation of the System, engaging such actuarial and other services as shall be necessary to transact business, and paying expenses necessary for operations. A listing of the administrative staff is included on page 10 of this report.

Membership

All personnel in covered positions of the state's public school systems, technical colleges, RESA units and all colleges and universities comprising the University System of Georgia who are employed one-half time or more, except those professors and principal administrators electing to participate in the Board of Regents of the University System of Georgia Optional Retirement Plan, are required to be members of the System as a condition of employment.

Eligibility

Service Retirement

Active members may retire and elect to receive monthly retirement benefits after one of the following conditions: 1) completion of 10 years of creditable service and attainment of age 60, or 2) completion of 25 years of creditable service.

Disability Retirement

Members are eligible to apply for monthly retirement benefits under the disability provision of the law if they are an active member, have at least 10 years of creditable service, and are permanently disabled.

Summary of Plan Provisions

The Formula

Normal Retirement

Any member who has at least 30 years of creditable service or who has at least 10 years of creditable service and has attained age 60 will receive a benefit calculated by using the percentage of salary formula. Simply stated, two percent (2%) is multiplied by the member's years of creditable service established with the System, including partial years (not to exceed 40 years). The product is then multiplied by the average monthly salary for the two highest consecutive membership years of service. The resulting product is the monthly retirement benefit under the maximum plan of retirement.

Early Retirement

Any member who has not reached the age of 60 and has between 25 and 30 years of creditable service will receive a reduced benefit. The benefit will be calculated using the percentage of salary formula explained above. It will then be reduced by the lessor of 1/12 of 7% for each month the member is below age 60, or 7% for each year or fraction thereof the member has less than 30 years of creditable service. The resulting product is the monthly retirement benefit under the maximum plan of retirement.

Disability Retirement

Disability retirement benefits are also calculated using the percentage of salary formula explained above. The resulting product is the monthly disability retirement benefit under the maximum plan. There is no age requirement for disability retirement.

Plan A - Maximum Plan of Retirement

This plan produces the largest possible monthly benefit payable to the member only during his or her lifetime. There are no survivorship benefits under this plan.

Plan B - Optional Plans of Retirement

Upon retirement, a member of the System may elect one of six optional plans that provide survivorship benefits. The election of an optional form of payment is made upon application for retirement and it becomes irrevocable upon distribution of the first benefit check. The six options are as follows:

Option 1

The retiring member accepts a relatively small reduction from the maximum monthly benefit in order to guarantee to the estate, beneficiary or beneficiaries named on the retirement application, a lump-sum refund of any remaining portion of member contributions and interest.

Option 2

This plan offers the retiring member a reduced monthly benefit, based on the ages of the member and the beneficiary, payable for life. It further provides a guarantee to the surviving named beneficiary that, at the death of the retired member, the beneficiary will receive the same basic monthly retirement allowance the member received at the date of retirement plus any cost-of-living increases the member received up to the time of death.

Option 2 Pop-Up

Any member may elect a reduced retirement allowance to be designated "Option 2 Pop-Up" with the provision that if the beneficiary dies prior to the retiree that the basic benefit payable to the retiree shall increase to an amount as though the retiree had not selected an optional plan of retirement.

Option 3

This plan of retirement offers a reduced monthly benefit that is based on the ages of the member and the beneficiary. The resulting benefit is paid to the retired member for life, with the guarantee to the surviving named beneficiary that at the time of the retired member's death, the beneficiary will receive a payment for life of one-half of the initial monthly benefit received by the member at the time of retirement plus one-half of any cost-of-living increases the member received up to the time of death.

Option 3 Pop-Up

Any member may elect a reduced retirement allowance to be designated "Option 3 Pop-Up" with the provision that if the beneficiary dies prior to the retiree, the basic benefit payable to the retiree shall increase to an amount as though the retiree had not selected an optional plan of retirement.

Option 4

This plan allows the retiring member to select a specific monthly amount other than provided for in the other options, which will be paid for life following a retiree's death to the living beneficiary. The beneficiary would also receive a pro-rata share of any cost-of-living increases the member received up until the time of death, or the benefit will be divided among the beneficiaries in accordance with the percentage or specific dollar designations made by the member at the time of retirement. One major difference in this plan is that the retiring member may actually elect that following his or her death, a certain amount of money can be paid monthly to a beneficiary rather than a percentage.

Partial Lump-Sum Option Plan

TRS offers a Partial Lump-Sum Option Plan (PLOP) at retirement. In exchange for a permanently reduced lifetime benefit, a member may elect to receive a lump-sum distribution in addition to a monthly retirement benefit. The age of the member and plan of retirement are used to determine the reduction in the benefit.

A member is eligible to participate in the Partial Lump-Sum Option Plan if he or she meets the following criteria. A member must:

- have 30 years of creditable service or 10 years of creditable service and attain age 60 (not early retirement).
- not retire with disability benefits.

At retirement, a member may elect a lump-sum distribution in an amount between 1 and 36 months of his or her normal monthly retirement benefit. This amount will be calculated under Plan A - Maximum Plan of Retirement and will be rounded up and down to be a multiple of $1,000. If a PLOP distribution is elected, the monthly benefit is actuarially reduced to reflect the value of the PLOP distribution. The combination of both the PLOP distribution and the reduced benefit are the same actuarial value as the unreduced normal benefit alone.

Financing the System

The funds to finance the System come from member contributions, currently 5% of annual salary; employer contributions, currently 9.24% of annual salary; and investment income.

INDEPENDENT AUDITORS' REPORT

KPMG LLP
Suite 2000
303 Peachtree Street, NE
Atlanta, GA 30308
www.kpmg.com

The Board of Trustees
Teachers Retirement System of Georgia:

We have audited the accompanying statements of plan net assets of Teachers Retirement System of Georgia (the System), a component unit of the State of Georgia, as of June 30, 2005 and 2004, and the related statements of changes in plan net assets for the years then ended. These financial statements are the responsibility of the System's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards,* issued by the Comptroller General of the United States. 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 consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the System's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial status of the System as of June 30, 2005 and 2004, and the changes in financial status for the year then ended in conformity with accounting principles generally accepted in the United States of America.

As discussed in note B, the System adopted the provisions of Governmental Accounting Standards Board Statement No. 40, *Deposits and Investment Risk Disclosures* during 2005.

In accordance with *Government Auditing Standards*, we have also issued our report dated September 30, 2005 on our consideration of the System's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audits.

The management's discussion and analysis and the required supplementary schedules listed in the table of contents are not a required part of the basic financial statements but are supplementary information required by accounting principles generally accepted in the United States of America. We have applied certain limited procedures, which consisted principally of inquiries of management, regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The introductory, investment, actuarial, and statistical sections are presented for purposes of additional analysis and is not a required part of the basic financial statements. This additional information is the responsibility of the System's management. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole. The introductory, investment, actuarial, and statistical sections have not been subjected to the auditing procedures applied by us in the audit of the basic financial statements and, accordingly, we express no opinion on them.

KPMG LLP

September 30, 2005

This section provides a discussion and analysis of the financial performance of the Teachers Retirement System of Georgia (the "System") for the years ended June 30, 2005 and 2004. The discussion and analysis of the System's financial performance is within the context of the accompanying financial statements and disclosures following this section.

Financial Highlights

The following highlights are discussed in more detail later in this analysis.

• At June 30, 2005, the System's assets exceeded its liabilities by $45.3 billion (reported as "net assets") as compared to the net assets of $42.6 billion at June 30, 2004, representing an increase of $2.7 billion. At June 30, 2004, the System's assets exceeded its liabilities by $42.6 billion, as compared to the net assets of $39.2 billion at June 30, 2003, representing an increase of $3.4 billion.

• Contributions from members increased by $16.0 million or 3.6% from $448.9 million in 2004 to $464.9 million in 2005. Contributions by employers increased by $33.4 million or 4.3% from $782.3 million in 2004 to $815.7 million in 2005. Contributions from members increased by $10 million or 2.3% from $439.0 million in 2003 to $448.9 million in 2004. Contributions by employers increased by $13.6 million or 1.8% from $768.7 million in 2003 to $782.3 million in 2004. These increases are due to increases in membership and higher average payrolls during each of the fiscal years ended June 30, 2005 and 2004.

• Pension benefits paid to retirees and beneficiaries for the years ended June 30, 2005 and 2004 were $1.8 billion and $1.6 billion, representing increases of 12.6% and 11.4%, respectively. This is due to increases in the number of retirees and beneficiaries receiving benefit payments and postretirement benefit adjustments.

Overview of the Financial Statements

The basic financial statements include: (1) the statements of plan net assets, (2) the statements of changes in plan net assets, and (3) notes to the financial statements. The System also includes in this report additional information to supplement the basic financial statements.

The System prepares its financial statements on an accrual basis in accordance with accounting principles generally accepted in the United States of America promulgated by the Governmental Accounting Standards Board. These statements provide information about the System's overall financial status.

In addition, the System presents two required supplementary schedules, which provide historical trend information about the plan's funding. The two schedules include: (1) a schedule of funding progress, and (2) a schedule of employer contributions.

The Statements of Plan Net Assets

The *Statement of Plan Net Assets* is the statement of financial position, presenting information that includes all of the System's assets and liabilities, with the balance reported as and representing the *Net Assets Held in Trust for Pension Benefits*. The investments of the System in this statement are presented at fair value. These statements are presented on page 19.

The Statements of Changes in Plan Net Assets

The Statement of Changes in Plan Net Assets reports how the System's net assets changed during the fiscal year. The additions and the deductions to net assets are summarized in this statement. The additions include contributions and investment income, which includes the net increase in the fair value of investments. The deductions include benefit payments, refunds of member contributions, and administrative expenses. These statements are presented on page 20.

Notes to the Financial Statements

The accompanying notes to the financial statements provide information essential to a full understanding of the System's financial statements. The notes to the financial statements begin on page 21 of this report.

Required Supplementary Schedules

A brief explanation of the two required schedules found beginning on page 27 of this report follows:

Schedule of Funding Progress

This schedule includes historical trend information for the last six consecutive fiscal years about the actuarially funded status of the plan from a long-term, ongoing plan perspective, and the progress made in accumulating sufficient assets to pay benefits when due.

Schedule of Employer Contributions

This schedule presents historical trend information for the last six consecutive fiscal years about the annual required contributions of employers and the contributions made by employers in relation to the requirement.

Management's Discussion & Analysis

Financial Analysis of the System

A summary of the System's net assets is as follows:

Net Assets (in thousands) June 30,	2005	2004	2003	2005 Amount Change	2005 Percentage Change	2004 Amount Change	2004 Percentage Change
Assets:							
Cash and receivables	$ 406,080	$ 361,337	$ 360,598	$ 44,743	12.4 %	$ 739	0.2 %
Investments	44,935,545	42,266,890	38,919,596	2,668,655	6.3 %	3,347,294	8.6 %
Capital assets, net	16,257	14,825	10,203	1,432	9.7 %	4,622	45.3 %
Total assets	45,357,882	42,643,052	39,290,397	2,714,830	6.4 %	3,352,655	8.5 %
Liabilities:							
Due to brokers and accounts payable	79,202	54,974	71,857	24,228	44.1 %	(16,883)	(23.5) %
Net Assets	$ 45,278,680	$ 42,588,078	$ 39,218,540	$ 2,690,602	6.3 %	$ 3,369,538	8.6 %

As indicated above, the $2.7 billion and $3.4 billion increases in net assets in 2005 and 2004, respectively, are principally related to the increase in the fair value of investments. The increase in investments is analyzed below.

The following table presents the investment allocation at June 30, 2005, 2004, and 2003:

Asset Allocation at June 30 (in percentages)	2005	2004	2003
Equities	60.4 %	59.4 %	51.5 %
Fixed income	38.0 %	39.0 %	46.2 %
Short-term securities	1.6 %	1.6 %	2.3 %

Asset Allocation at June 30 (in thousands)	2005	2004	2003
Equities	$ 27,121,761	$ 25,120,626	$ 20,058,758
Fixed income	17,075,215	16,469,405	17,961,576
Short-term securities	738,569	676,859	899,262
	$ 44,935,545	$ 42,266,890	$ 38,919,596

Asset Allocation at June 30 cont.

The total investment portfolio increased $2.7 billion from June 30, 2004, which was due primarily to the increase in the fair value of equity investments.

The total investment portfolio increased $3.3 billion from June 30, 2003, which was due primarily to the increase in the fair value of equity investments.

The investment rate of return in fiscal year 2005 was 7.9%, with 8.5% return for equities and 7.1% return for fixed income compared to an investment rate of return in fiscal year 2004 of 9.9%, with 20.0% return for equities and (1.4)% return for fixed income. The five-year annualized rate of return on investments at June 30, 2005, was 2.5% with (1.4)% return on equities and 7.8% return on fixed income.

The investment rate of return in fiscal year 2004 was 9.9%, with 20.0% return for equities and (1.4)% return for fixed income compared to an investment rate of return in fiscal year 2003 of 4.6%, with (2.1)% return for equities and 12.8% return for fixed income. The five-year annualized rate of return on investments at June 30, 2004, was 2.4%, with (1.6%) return on equities and 7.7% return on fixed income.

A summary of the changes in System's net assets for the years ended June 30, 2005, 2004, and 2003 are as follows:

Changes in Net Assets (in thousands)	June 30,			2005		2004	
	2005	2004	2003	Amount Change	Percentage Change	Amount Change	Percentage Change
Additions:							
Member Contributions	$ 464,931	$ 448,929	$ 438,998	$ 16,002	3.6 %	$ 9,931	2.3 %
Employer Contributions	815,693	782,301	768,673	33,392	4.3 %	13,628	1.8 %
Net investment income (loss)	3,279,505	3,794,733	1,669,768	(515,228)	(13.6) %	2,124,965	127.3 %
Total additions	4,560,129	5,025,963	2,877,439	(465,834)	(9.3) %	2,148,524	74.7 %
Deductions:							
Benefit payments	1,799,478	1,598,467	1,434,640	201,011	12.6 %	163,827	11.4 %
Refunds	50,491	42,580	40,883	7,911	18.6 %	1,697	4.2 %
Administration	19,558	15,378	14,804	4,180	27.2 %	574	3.9 %
Total deductions	1,869,527	1,656,425	1,490,327	213,102	12.9 %	166,098	11.1 %
Net increase in plan net assets	$ 2,690,602	$ 3,369,538	$ 1,387,112	$ (678,936)	(20.1) %	$ 1,982,426	142.9 %

Management's Discussion & Analysis

Additions

The System accumulates resources needed to fund benefits through contributions and returns on invested funds. Member contributions increased 2.3% and 3.6% in 2004 and 2005, respectively, primarily because of increased membership and a higher average payroll in both years. Employer contributions likewise increased 1.8% and 4.3% in 2004 and 2005, respectively, also as a result of increased membership and a higher average payroll. The employer contribution rate remained constant at 9.24% for 2004 and 2005. The employer contribution rate was recommended by the actuary and approved by the System's Board of Trustees. The net investment income is a result of solid investment returns.

Deductions

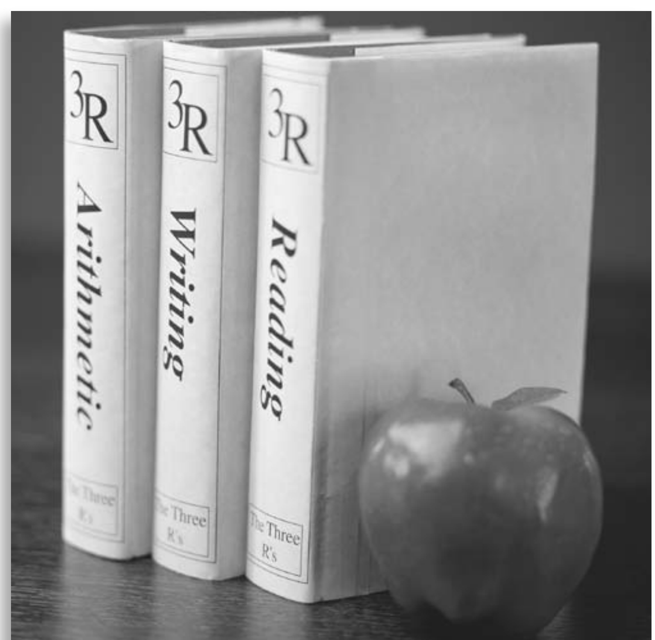
Deductions increased 11.1% in 2004 and 12.9% in 2005, primarily because of the 11.4% and 12.6% increase in benefit payments resulting from an increase in the number of retirees and beneficiaries receiving benefit payments from 57,692 in 2003 to 61,590 in 2004 to 66,282 in 2005 and postretirement benefit increases in both years.

Funding Status

The schedule of funding progress and schedule of employer contributions provide information regarding how the plan is performing and funded from an actuarial perspective. The information is based upon actuarial valuations conducted by certified actuaries. The funding ratio, which is presented on the schedule of funding progress, indicates the ratio between the actuarial value of assets and the actuarial accrued liabilities. The higher this ratio, the better funded the System is from an actuarial perspective.

The June 30, 2004, actuarial valuation, which is the latest valuation available, indicates that the actuarial value of assets was $44.6 billion and that the actuarial accrued liability was $44.2 billion. This results in a funding ratio of 100.9%. The June 30, 2003, actuarial valuation indicated that the actuarial value of assets was $42.4 billion and that the actuarial accrued liability was $41.9 billion. This results in a funding ratio of 101.1%.

The System continues to be in a strong financial position as evidenced by the funding ratio.



Statements of Plan Net Assets

June 30, 2005 and 2004 (in thousands)

	2005	2004
Assets		
Cash	$ 2,138	$ 6,204
Receivables:		
Interest and dividends	222,521	184,772
Due from brokers for securities sold	35,101	26,121
Member and employer contributions	102,081	96,889
Due from Fulton County School Employees Pension Fund	44,239	47,351
Total receivables	403,942	355,133
Investments - at fair value:		
Short-term	738,569	676,859
Obligations of the U.S. Government and its agencies, corporate, and other bonds	17,075,215	16,469,405
Common stocks	27,121,761	25,120,626
Total investments	44,935,545	42,266,890
Capital Assets, net	16,257	14,825
Total assets	45,357,882	42,643,052
Liabilities		
Due to brokers for securities purchased	71,674	53,246
Accounts payable and other	7,528	1,728
Total liabilities	79,202	54,974
Net Assets Held in Trust for Pension Benefits	$ 45,278,680	$ 42,588,078

(A Schedule of Funding Progress is presented on page 27.)

See accompanying notes to financial statements.

Statements of Changes in Plan Net Assets

For the Years Ended June 30, 2005 and 2004 (in thousands)

	2005	2004
Net Assets Held in Trust for Pension Benefits - Beginning of year	$ 42,588,078	$ 39,218,540
Additions:		
Contributions:		
Employer	815,693	782,301
Member	464,931	448,929
Investment income:		
Net increase in fair value of investments	2,172,591	2,882,187
Interest, dividends, and other	1,146,655	948,105
Total	3,319,246	3,830,292
Less investment expense	39,741	35,559
Net investment income	3,279,505	3,794,733
Total additions	4,560,129	5,025,963
Deductions:		
Benefit payments	1,799,478	1,598,467
Refunds of member contributions	50,491	42,580
Administrative expenses, net	19,558	15,378
Total deductions	1,869,527	1,656,425
Net Increase	2,690,602	3,369,538
Net Assets Held in Trust for Pension Benefits - End of year	$ 45,278,680	$ 42,588,078

See accompanying notes to financial statements.

A. Plan Description:

Teachers Retirement System of Georgia (the "System") was created in 1943 by an act of the Georgia Legislature (the Act) to provide retirement benefits for teachers who qualify under the Act. The System is administered as a cost-sharing, multiple-employer plan as defined in Governmental Accounting Standards Board (GASB) Statement No. 25. On October 25, 1996, the Board of Trustees created the Supplemental Retirement Benefit Plan of the Georgia Teachers (SRBP). SRBP was established as a qualified governmental excess benefit plan in accordance with Section 415 of the Internal Revenue Code (IRC §415) as a portion of the System. The purpose of SRBP is to provide retirement benefits to employees covered by the System whose benefits are otherwise limited by IRC §415. Although the System is a component unit of the state of Georgia's financial reporting entity, it is accountable for its own fiscal matters and presentation of its separate financial statements. A Board of Trustees comprised of active and retired members and ex-officio state employees is ultimately responsible for the administration of the System.

In evaluating how to define the System for financial reporting purposes, the management of the System has considered all potential component units. The decision to include a potential component unit in the reporting entity is made by applying the criteria set forth by GASB Statement No.14. The concept underlying the definition of the reporting entity is that elected officials are accountable. The decision to include a potential component unit in the reporting entity is also made by applying specific criteria as outlined in GASB No. 39, including consideration of the nature and significance of the relationship of potential component units. Based on those criteria, the System has not included any other entities in its reporting entity.

Eligibility and Membership:

All teachers in the state public schools, the University System of Georgia (except those professors and principal administrators electing to participate in an optional retirement plan), and certain other designated employees in educational-related work are eligible for membership.

As of June 30, 2005, participation in the System is as follows:

Retirees and beneficiaries currently receiving benefits	66,282
Terminated employees entitled to benefits but not yet receiving benefits	60,517
Active plan members	203,252
Total	330,051
Employers	375

Retirement Benefits:

The System provides service retirement, disability retirement, and survivor's benefits. Title 47 of the *Official Code of Georgia* assigns the authority to establish and amend the provisions of the System to the State Legislature. A member is eligible for normal service retirement after 30 years of creditable service, regardless of age, or after 10 years of service and attainment of age 60. A member is eligible for early retirement after 25 years of creditable service.

Normal retirement (pension) benefits paid to members are equal to 2% of the average of the member's two highest paid consecutive years of service multiplied by the number of years of creditable service up to 40 years. Early retirement benefits are reduced by the lesser of one-twelfth of 7% for each month the member is below age 60, or by 7% for each year or fraction thereof by which the member has less than 30 years of service. It is also assumed that certain cost-of-living adjustments, based on the Consumer Price Index, will be made in future years. Retirement benefits are payable monthly for life. Options are available for distribution of the member's monthly pension at a reduced rate to a designated beneficiary on the member's death.

Death and Disability Benefits:

Retirement benefits also include death and disability benefits.

A disabled member is entitled to receive a benefit based on the member's creditable service (minimum of ten years of service) and compensation up to the time of disability.

The death benefit is the amount that would be payable to the member's beneficiary had the member retired on the date of death on a service retirement allowance and chosen a 100% survivorship option. The benefit is based on the member's creditable service (minimum of ten years of service) and compensation up to the date of death.

Contributions:

The System is funded by member and employer contributions as adopted and amended by the Board of Trustees.

Contributions required for fiscal year 2005 were based on the June 30, 2003, actuarial valuation as follows:

Member:	5.00 %
Employer:	
Normal	9.65 %
Unfunded accrued liability	(0.56) %
Expenses	0.15 %
Total	9.24 %

NOTES TO FINANCIAL STATEMENTS
As of and for the Years Ended June 30, 2005 and 2004

A. Plan Description:

Contributions (continued):

Members become fully vested after ten years of service. If a member terminates with less than ten years of service, no vesting of employer contributions occurs, but the member's contributions may be refunded with interest. Member contributions with accumulated interest are reported as net assets held for trust benefits.

SRBP:

Beginning July 1, 1997, all members and retired former members in the System are eligible to participate in this plan whenever their benefits under the System exceed the limitation on benefits imposed by IRC §415. At June 30, 2005 and 2004, there were 21 and 17 members, respectively, eligible to participate in this portion of the System. Employer contributions of $202,000 and $139,000 and retirement payments of $202,000 and $139,000 under the SRBP are included in the statement of changes in plan net assets for the years ended June 30, 2005 and 2004, respectively.

B. Summary of Significant Accounting Policies and Plan Asset Matters:

Basis of Accounting:

The System's financial statements are prepared on the accrual basis of accounting. Contributions from the employers and the members are recognized as additions when due pursuant to formal commitments as well as statutory or contractual requirements. Retirement and refund payments are recognized as deductions when due and payable.

During fiscal year 2005, the System adopted the provisions of GASB Statement No. 40, *Deposit and Investment Risk Disclosures*. This pronouncement requires additional disclosures presented in these notes, but has no impact on the System's net assets. These disclosures address common deposit and investment risks related to credit risk, concentration of credit risk, interest rate risk, and foreign currency risk. Included as an element of interest rate risk, Statement No. 40 requires disclosures of investments that have fair values that are highly sensitive to changes in interest rates.

Investments:

Investments are reported at fair value. Short-term investments are reported at cost, which approximates fair value. Securities traded on a national or international exchange are valued at the last reported sales price. No investment in any one organization, except the U.S. Government, represents 5% or more of the net assets available for pension benefits. There are no investments in, loans to, or leases with parties related to the System.

Capital Assets:

Capital assets are stated at cost less accumulated depreciation. Depreciation on capital assets is computed using the straight-line method over estimated useful lives of three to forty years. Depreciation expense is included in administrative expenses. Maintenance and repairs are charged to administrative expenses when incurred. When assets are retired or otherwise disposed of, the costs and related accumulated depreciation are removed from the accounts, and any resulting gain or loss is reflected in the statements of changes in plan net assets in the period of disposal.

Use of Estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of plan net assets and changes therein. Actual results could differ from those estimates. The System utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

C. Investment Program:

The System maintains sufficient cash to meet its immediate liquidity needs. Cash not immediately needed is invested in either short-term or long-term investment securities as directed by the Board of Trustees. All investments are held by agent custodial banks in the name of the System.

C. Investment Program (continued):

Cash:

Cash balances are fully insured through the Federal Deposit Insurance Corporation, an agency of the U.S. Government. Fiduciary accounts, such as those of the System, are granted $100,000 of insurance coverage per participant in the System. Temporary cash on hand not committed for a specific purpose is invested overnight.

Investments:

State statutes authorize the System to invest in a variety of short-term and long-term securities as follows:

a) Short-Term:

Short-term investments are authorized in the following instruments:

- Repurchase and reverse repurchase agreements, whereby the System and a broker exchange cash for direct obligations of the U.S. Government or obligations unconditionally guaranteed by agencies of the U.S. Government or U.S. corporations. The System or broker promises to repay the cash received plus interest at a specific date in the future in exchange for the same securities. The System held repurchase agreements of $738,569,000 and $676,859,000 at June 30, 2005 and 2004, respectively.
- U.S. Treasury obligations with varying terms up to 360 days.

Other short-term securities authorized, but not currently used, are:

- Commercial paper, with a maturity of 180 days or less. Commercial paper is an unsecured promissory note issued primarily by corporations for a specific amount and maturing on a specific day. The System considers for investment only commercial paper of the highest quality, rated P-1 and/or A-1 by national credit rating agencies.
- Master notes, an overnight security administered by a custodian bank, and an obligation of a corporation whose commercial paper is rated P-1 and/or A-1 by national credit rating agencies.

Investments in commercial paper or master notes are limited to no more than $100 million in any one name.

b) Long-Term:

Fixed-income investments are authorized in the following instruments:

- Obligations unconditionally guaranteed by agencies of the U.S. Government and corporate bonds with at least an "A" rating by a national rating agency and limited to no more than 5% of total System assets in any one name. Maturities of these securities vary up to a period of 40 years to provide the System with flexibility necessary to meet changing market conditions. The System held agency and corporate bonds of $6,352,852,000 and $5,145,756,000 at June 30, 2005 and 2004, respectively.
- U.S. and foreign government obligations with terms up to 30 years. Quality and call requirements of corporate bonds are applicable. The System held U.S. Government obligations of $10,722,363,000 and $11,323,649,000 at June 30, 2005 and 2004, respectively.
- Private placements are authorized under the same general restrictions applicable to corporate bonds.

Mortgage investments are authorized to the extent that they are secured by first mortgages on improved real property located in the state of Georgia having a loan-to-value ratio no higher than 75%. Mortgages as a group cannot exceed 10% of total assets or 1% for any one loan.

Equity securities are also authorized (in statutes) for investment as a complement to the System's fixed-income portfolio and as a long-term inflation hedge. By statute, no more than 60% of the total invested assets may be placed in equities and no more than 5% in any one corporation. Equity holdings in any one corporation may not exceed 5% of the outstanding equity of the issuing corporation. The equity portfolio is managed by the Division of Investment Services (the "Division") in conjunction with independent advisors. Buy/sell decisions are based on securities meeting rating criteria established by the Board of Trustees; in-house research considering such matters as yield, growth, and sales statistics; and analysis of independent market research. Equity trades are approved and executed by the Division's staff. Common stocks eligible for investment are approved by the Investment Committee of the Board of Trustees before being placed on an approved list.

GASB Statement No. 40 was effective for the fiscal year ending June 30, 2005; the System has determined that it is not practical to show these amounts for the previous year.

Credit Risk: Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations to the Teachers Retirement System. State law limits investments to investment grade securities.

It is the System's investment policy to require that the bond portfolio be of high quality and chosen with respect to maturity ranges, coupon levels, refunding characteristics, and marketability. The System's policy is to require that new purchases of bonds be restricted to high grade bonds rated no lower than "A" by any nationally recognized statistical rating organization. The System's investment in U.S. Agencies was 21.6% of the total fixed income portfolio and was rated AAA

NOTES TO FINANCIAL STATEMENTS
As of and for the Years Ended June 30, 2005 and 2004

C. Investment Program:
Investments (continued):

by Standard & Poor's and Aaa by Moody's Investors Service. The System's investment in corporate bonds was 15.6% of the total fixed income portfolio, which consisted of 9.1% rated AAA/Aaa and 6.5% rated AA/Aa.

The investment policy requires that repurchase agreements be limited to the purchase of U.S. Treasury or Agency obligations or corporate bonds rated at no lower than "A" by any nationally recognized statistical rating organization, with a market value in excess of funds advanced. As of June 30, 2005, the System held repurchase agreements of $738,569,000.

Concentration of Credit Risk: Concentration of credit risk is the risk of loss that may be attributed to the magnitude of a government's investment in a single issue. State statutes and the System's investment policy limit investments to no more than 5% of total System net assets in any one corporation. On June 30, 2005, the System did not have debt or equity investments in any one organization, other than those issued by the U. S. Government, which represented greater than 5% of plan net assets.

Interest Rate Risk: Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. This risk is managed within the portfolio using the effective duration method. This method is widely used in the management of fixed income portfolios and quantifies to a much greater degree the sensitivity to interest rate changes when analyzing a bond portfolio with call options, prepayment provisions, and any other cash flows. Effective duration makes assumptions regarding the most likely timing and amounts of variable cash flows and is best utilized to gauge the effect of a change in interest rates on the fair value of a portfolio. It is believed that the reporting of effective duration found in the table below quantifies to the fullest extent possible the interest rate risk of the System's fixed income assets.

Effective Duration of Fixed Income Assets and Repurchase Agreements by Security Type

Fixed income and repurchase agreements security type	Market value, June 30, 2005	Percent of all fixed income assets and repurchase agreements	Effective duration (years)
U.S. Treasuries	$ 10,722,363,210	60.2 %	6.2
U.S. Agencies	3,688,953,184	20.7 %	2.4
Corporate bonds	2,663,898,250	15.0 %	4.7
Repurchase agreements	738,569,000	4.1 %	0.0
Total	$ 17,813,783,644	100.0 %	5.0

D. Investments Lending Program:

State statutes and Board of Trustees' policies permit the System to lend its securities to broker dealers with a simultaneous agreement to return the collateral for the same securities in the future. The System is presently involved in a securities lending program with major brokerage firms. The System lends equity and fixed income securities for varying terms and receives a fee based on the loaned securities' value. During a loan, the System continues to receive dividends and interest as the owner of the loaned securities. The brokerage firms pledge collateral securities consisting of U.S. Government and agency securities, mortgage backed securities issued by a U.S. Government agency, and corporate bonds. The collateral value must be equal to at least 102% to 110% of the loaned securities' value, depending on the type of collateral security.

D. Investments Lending Program (continued):

Securities loaned totaled $16,709,071,014 and $15,638,669,751 at market value at June 30, 2005 and 2004, respectively. The collateral value was equal to 105.1% and 104.8% of the loaned securities' value at June 30, 2005 and 2004, respectively. The System's lending collateral was held in the System's name by the tri-party custodian.

Loaned securities are included in the accompanying statements of plan net assets since the System maintains ownership. The related collateral securities are not recorded as assets on the System's statements of plan net assets, and a corresponding liability is not recorded, since the System is deemed not to have the ability to pledge or trade the collateral securities. In accordance with the criteria set forth in GASB No. 28, the System is deemed not to have the ability to pledge or sell collateral securities, since the System's lending contracts do not address whether the lender can pledge or sell the collateral securities without a borrower default, the System has not previously demonstrated that ability, and there are no indications of the System's ability to pledge or sell the collateral securities.

E. Capital Assets:

The following is a summary of capital assets and depreciation information as of June 30 and for the years then ended:

	Balance at June, 2004	Additions	Disposals	Balance at June, 2005
Capital Assets:				
Land	$ 944,225	$ —	$ —	$ 944,225
Building	2,800,000	—	—	2,800,000
Furniture and fixtures	333,975	—	—	333,975
Computer equipment	721,368	207,956	—	929,324
Computer software	10,468,336	4,511,377	—	14,979,713
	15,267,904	4,719,333	—	19,987,237
Accumulated Depreciation:				
Building	—	(70,000)	—	(70,000)
Furniture and fixtures	(161,007)	(47,711)	—	(208,718)
Computer equipment	(281,697)	(173,802)	—	(455,499)
Computer software	—	(2,995,943)	—	(2,995,943)
	(442,704)	(3,287,456)	—	(3,730,160)
Capital Assets, Net	$14,825,200	$1,431,877	$ —	$16,257,077

	Balance at June, 2003	Additions	Disposals	Balance at June, 2004
Capital Assets:				
Land	$ 944,225	$ —	$ —	$ 944,225
Building	2,800,000	—	—	2,800,000
Furniture and fixtures	253,378	80,597	—	333,975
Computer equipment	630,034	91,334	—	721,368
Software under development	5,855,757	4,612,579	—	10,468,336
	10,483,394	4,784,510	—	15,267,904
Accumulated Depreciation:				
Furniture and fixtures	(124,810)	(36,197)	—	(161,007)
Computer equipment	(155,690)	(126,007)	—	(281,697)
	(280,500)	(162,204)	—	(442,704)
Capital Assets, Net	$10,202,894	$4,622,306	$ —	$14,825,200

NOTES TO FINANCIAL STATEMENTS
As of and for the Years Ended June 30, 2005 and 2004

F. Due from Fulton County School Employees Pension Fund:

As of July 1, 1988, substantially all members of the Fulton County School Employees Pension Fund became members in the System. The transfer involved 3,990 members at a total cost to the Fulton County School Employees Pension Fund of $168,976,347. The employer's portion of contributions plus accrued interest (maximum 9%) is payable over 23 remaining annual installments.

G. Administrative Expenses:

Administrative expenses are reported in the financial statements; however, the actual accounting for the expenses is performed in a separate expense fund. Administrative expenses paid out of System earnings are as follows:

	2005	2004
Salaries and Employee Benefits	$14,158,288	$12,608,113
Other Operating Expenses	8,398,804	5,430,599
Total Administrative Expenses	22,557,092	18,038,712
Less Reimbursement by other State Retirement Systems for services rendered on their behalf	2,998,985	2,660,822
Net Administrative Expenses	$19,558,107	$15,377,890

H. Commitments and Contingencies:

The System is subject to legal actions in the ordinary course of its business. In the opinion of management, the System has adequate legal defenses and insurance coverage with respect to such actions and their final outcome will not have a material adverse effect upon the financial status of the System.

The System has entered into a one-year agreement for building maintenance with yearly optional renewal terms. The management fees related to the agreement were $723,975 for each year ended June 30, 2005 and 2004.

Schedule of Funding Progress (dollars in thousands)

Actuarial Valuation Date	Actuarial Value of Plan Assets (a)	Actuarial Accrued Liability (AAL) -Entry Age (b)	Unfunded AAL (UAAL)/ (Funding Excess) (b-a)	Funding Ratio (a/b)	Annual Covered Payroll (c)	UAAL/ (Funding Excess) as a Percentage of Covered Payroll [(b-a)/c]
6/30/99	$ 31,832,431	$ 32,763,470	$ 931,039	97.2 %	$ 6,832,672	13.6 %
6/30/00	35,675,729	34,876,171	(799,558)	102.3 %	7,218,644	(11.1) %
6/30/01	38,584,834	37,153,421	(1,431,413)	103.9 %	7,306,855	(19.6) %
6/30/02	40,502,333	39,706,523	(795,810)	102.0 %	7,617,869	(10.4) %
6/30/03	42,372,661	41,905,676	(466,985)	101.1 %	8,261,961	(5.7) %
6/30/04	44,617,956	44,230,031	(387,925)	100.9 %	8,038,118	(4.8) %

This data, except for annual covered payroll, was provided by the System's actuary.

Schedule of Employer Contributions (dollars in thousands)

Years Ended June 30,	State Annual Required Contribution	Percentage Contributed
1999	$ 776,178	100 %
2000	779,571	100 %
2001	808,480	100 %
2002	716,917	100 %
2003	768,673	100 %
2004	782,301	100 %

See accompanying notes to required supplementary schedules.

Required Supplementary Schedules

See Independent Auditors' Report

Notes to Required Supplementary Schedules

Schedule of Funding Progress

The actuarial value of assets recognizes a portion of the difference between the market value of assets and the expected actuarial value of assets, based on the assumed valuation rate of return. The amount recognized each year is 20% of the difference between market value and expected actuarial value. The actuarial value of assets is limited to a range between 80% and 120% of market value.

Schedule of Employer Contributions

The required employer contributions and percent of those contributions actually made are presented in the schedule.

Actuarial Assumptions

The information presented in the required supplementary schedules was determined as part of the actuarial valuations at the dates indicated. Since the previous valuation on June 30, 2003, the remaining amortization period was reduced from 13 to 11 years. Additional information from the actuarial valuations for the most recent two-year period is as follows:

Valuation Date	June 30, 2004	June 30, 2003
Actuarial Cost Method	Entry Age	Entry Age
Amortization Method	Level Percent of Pay, Open	Level Percent of Pay, Open
Remaining Amortization Period	11 Years	13 Years
Asset Valuation Method	5-Year Smoothed Market	5-Year Smoothed Market
Actuarial Assumption:		
Investment Rate of Return	7.50%	7.50%
Projected Salary Increases	3.75 to 8.00%	3.75 to 8.00%
Inflation Rate	3.75%	3.75%
Post-Retirement Cost-of-Living Adjustments	3% Annually	3% Annually

Additional Information - Administrative Expenses

For the Years Ended June 30, 2005 and 2004

	2005	2004
Personal Services:		
Salaries and wages	$ 10,879,778	$ 9,696,531
Retirement contributions	1,130,107	1,006,945
Health insurance	1,424,179	1,269,018
FICA	687,566	607,663
Miscellaneous	36,658	27,956
Total personal services	14,158,288	12,608,113
Communications:		
Postage	232,155	250,103
Publications and printing	273,730	216,618
Telecommunications	219,511	180,403
Travel	32,869	40,349
Total communications	758,265	687,473
Professional Services:		
Computer services	2,916,884	3,113,570
Contracts	—	29,484
Actuarial services	148,262	101,108
Audit fees	65,848	72,166
Legal services	48,433	36,036
Medical services	135,665	144,745
Total professional services	3,315,092	3,497,109
Management Fees:		
Building maintenance	723,975	723,975
Total management fees	723,975	723,975
Other Services and Charges:		
Temporary services	308	70,552
Repairs and maintenance	40,676	31,429
Supplies and materials	144,626	148,149
Courier services	12,810	11,735
Depreciation expense	3,287,456	162,204
Miscellaneous	114,801	97,130
Office equipment	795	843
Total other services and charges	3,601,472	522,042
Total administrative expenses	22,557,092	18,038,712
Less reimbursement by other state retirement systems for services rendered on their behalf	2,998,985	2,660,822
Net administrative expenses	$19,558,107	$15,377,890

See accompanying independent auditors' report.

INVESTMENT OVERVIEW

The financial markets continued to be volatile, as has been the case over the last ten years. The System has continued to invest in a mix of high quality bonds and stocks as it has historically done.

These types of investments have allowed the System to participate in rising markets while moderating the risks on the downside. New funds continue to be invested in high quality securities. A high quality balanced fund has proven to be a successful strategy in a variety of markets over a long period of time.

As in previous years, maintaining quality was a primary goal and was successfully met. "Conservation of Capital" and "Conservatism" continue to be the principal guides in investment decisions. The Board of Trustees continued to use a diversified portfolio to accomplish these objectives.

Both U.S. and worldwide economic growth rates remained above trend over the last year. U.S. employment growth has improved somewhat, but remained below expectations for this point in the recovery. Inflation levels decreased to around 2.5%. The consumer and the housing market both continued strong during the year, and there was a pickup in business spending. Corporate profits again showed strong growth with a large contribution from the energy sector due to increasing oil prices. Rising energy prices in the last half of the year not only impacted inflation, but also began to have an effect on various economic sectors.

Studies undertaken to evaluate the investment returns of pension funds over very long time horizons indicate that the asset allocation decision has the most impact on the fund's returns. Although the returns for the various asset categories vary from year to year, over the long term, equities have outperformed fixed income and cash by a very wide margin. For that reason, the System has maintained a maximum equity exposure with the remainder of the fund in fixed-income securities designed to generate income and preserve capital.

Returns for rolling three- and five-year periods are presented in this section. These longer time periods, in our opinion, allow for more valid evaluation of returns, both in absolute terms and relative to an asset class index, by reducing emphasis on the short-term volatility of markets.

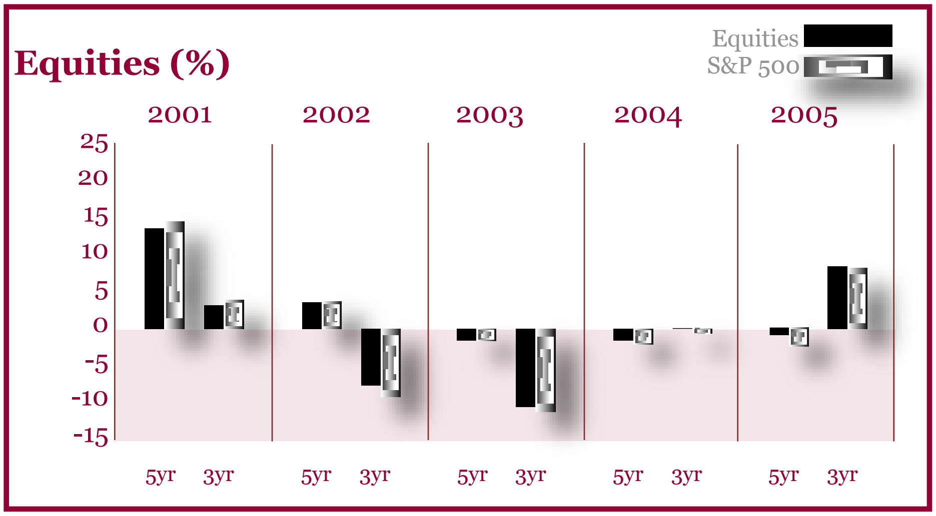
Rates of return are calculated by using a modified "Dietz time-weighted method," which is in accordance with the Association for Investment Management and Research (AIMR) objectives.

Equity markets achieved most of their performance in the first half of the year ended June 30, 2005. Among individual companies, returns varied depending upon the company's size, industry, and exposure to global markets. Returns were significantly below the prior year's rebound off market lows. Small and Mid-Cap domestic stocks and foreign stocks were the best performing indices, rising 13%-14%. Among Large-Cap indices, performance varied from 6% for the S&P 500 to 1% for the Dow Jones Industrials. Much of this variance can be explained by the different weightings of the outperforming energy sector and the lagging technology sector.

Returns for the fixed-income markets were higher than average this year as yields on long-term Treasury bonds dropped from 5.3% in June 2004 to 4.2% at the end of June 2005. The 10-year U.S. Treasury Note returned 10% and the 30-year U.S. Treasury Bond returned 22%. In comparison, the one-year U.S. Treasury Note returned less than 2% as the Federal Reserve continued to raise short-term rates. Our primary benchmark, the Lehman Government / Credit Index returned 7%. It is a shorter maturity index containing higher yielding corporate bonds as well as Treasuries. Lower quality bonds outperformed higher quality as evidenced by the 11% return for BBB versus 6% for AAA & AA bonds.

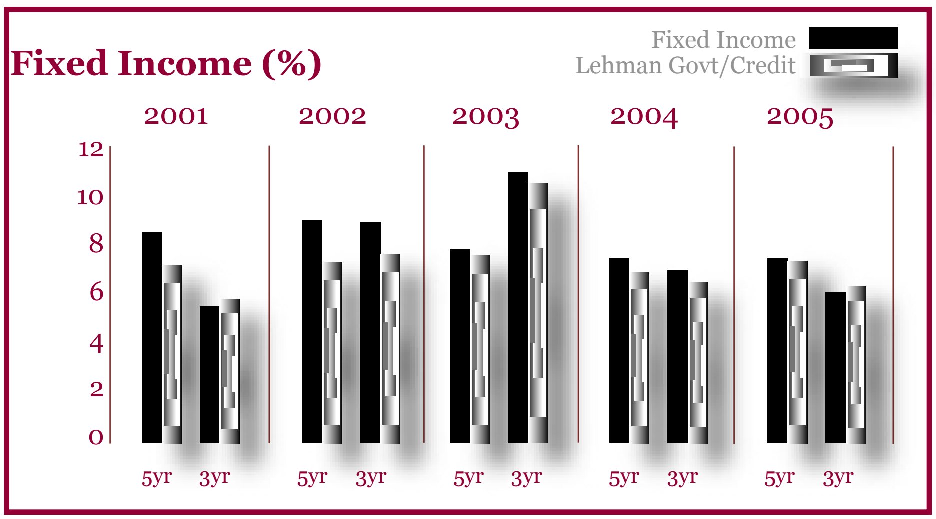
In summary, the investment status of the System is excellent. The high quality of the System's investments is consistent with the continued policy of "Conservatism" and "Conservation of Capital."

Prepared by the Division of Investment Services



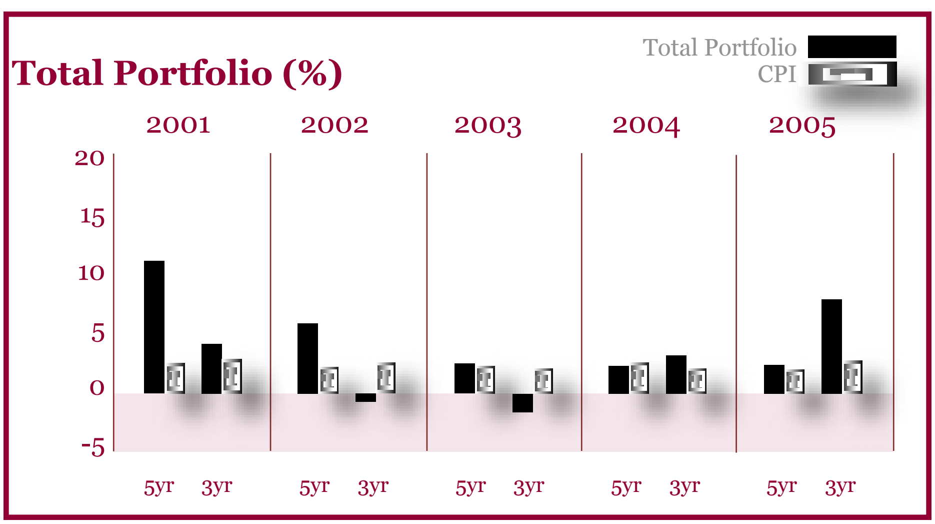
	2003	2004	2005
3-Year:			
Equities	-10.6%	.1%	8.4%
S&P 500	-11.2%	-.6%	8.3%
5-Year:			
Equities	-1.6%	-1.6%	-1.4%
S&P 500	-1.6%	-2.1%	-2.4%

	2001	2002
3-Year:		
Equities	3.2%	-7.7%
S&P 500	3.9%	-9.2%
5-Year:		
Equities	13.6%	3.6%
S&P 500	14.5%	3.7%



	2003	2004	2005
3-Year:			
Fixed Income	11.3%	7.2%	6.0%
Lehman Govt/Credit	10.8%	6.7%	6.4%
5-Year:			
Fixed Income	8.1%	7.7%	7.8%
Lehman Govt/Credit	7.8%	7.1%	7.7%

	2001	2002
3-Year:		
Fixed Income	5.7%	9.2%
Lehman Govt/Credit	6.0%	7.9%
5-Year:		
Fixed Income	8.8%	9.3%
Lehman Govt/Credit	7.4%	7.5%



	2003	2004	2005
3-Year:			
Total Portfolio	-1.6%	3.3%	7.4%
CPI	2.2%	2.1%	2.7%
5-Year:			
Total Portfolio	2.6%	2.4%	2.5%
CPI	2.4%	2.7%	2.2%

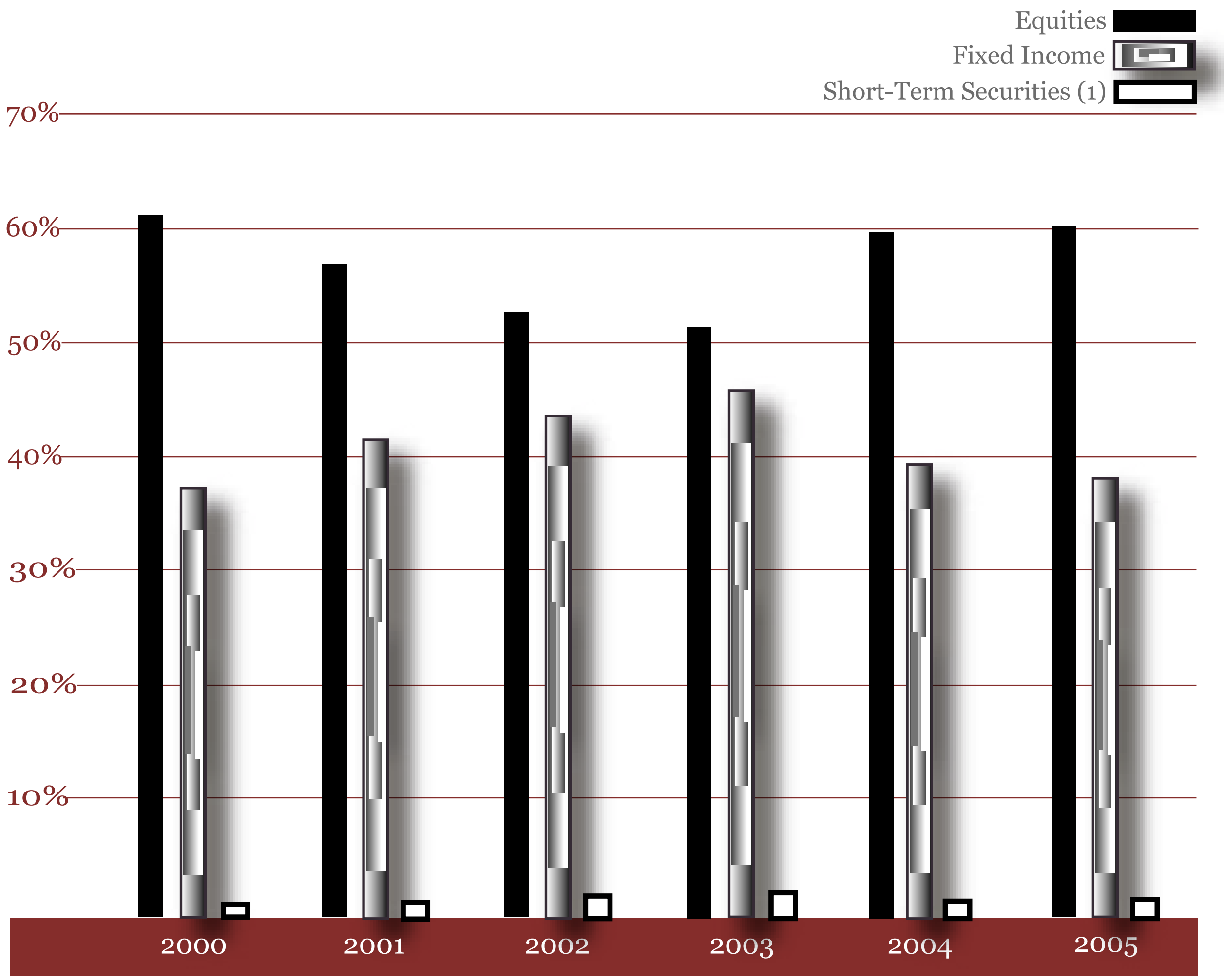
	2001	2002
3-Year:		
Total Portfolio	4.3%	-.7%
CPI	3.0%	2.7%
5-Year:		
Total Portfolio	11.5%	6.1%
CPI	2.6%	2.3%

Note

Rates of return are calculated by using a modified "Dietz time-weighted method," which is in accordance with AIMR objectives.

Asset Allocation

Asset Allocation at Fair Value



	2000	2001	2002	2003	2004	2005
Asset Allocation at June 30,						
Equities	61.2%	56.9%	53.9%	51.5%	59.4%	60.4%
Fixed Income	37.8%	41.7%	44.0%	46.2%	39.0%	38.0%
Short-Term Securities (1)	1.0%	1.4%	2.1%	2.3%	1.6%	1.6%
Asset Allocation at June 30, (in millions)						
Equities	$25,288	$22,310	$20,142	$20,059	$25,121	$27,122
Fixed Income	15,643	16,380	16,446	17,961	16,469	17,075
Short-Term Securities (1)	412	541	781	899	677	739
Total Investments	$41,343	$39,231	$37,369	$38,919	$42,267	$44,936

(1) Short-term securities include mortgages.

Twenty Largest Equity Holdings*

Shares	Company	Fair Value
12,754,800	General Electric	$ 441,953,820
7,231,278	Exxon Mobil	415,581,547
10,755,142	Pfizer, Inc.	296,626,816
6,233,969	Citigroup Inc.	288,196,387
4,377,180	Johnson & Johnson	284,516,700
10,709,800	Microsoft Corp.	266,031,432
11,558,600	Cisco Systems	220,538,088
4,132,000	Medtronic, Inc.	213,996,280
4,498,114	Bank of America Corp.	205,158,980
7,845,200	Intel Corp.	204,132,104
3,364,520	Amgen, Inc.	203,418,879
3,407,598	ConocoPhillips	195,902,809
4,699,400	Dell Inc.	185,438,324
2,855,000	Altria Group Inc.	184,604,300
3,343,200	Unitedhealth Group Inc.	174,314,448
3,291,576	Procter & Gamble	173,630,634
3,169,420	Pepsico Inc.	170,926,821
3,010,100	American Express Co.	160,227,623
6,047,585	MBNA Corp	158,204,824
2,387,000	BP p.l.c.	148,901,060
Total of 20 Largest Equity Holdings		$ 4,592,301,876
Total Equity Holdings		$ 27,121,761,474

Ten Largest Fixed-Income Holdings*

Description	Maturity Date	Interest Rate (%)	Par Value	Fair Value
U.S. Treasury Bond	02/15/31	5.375 %	$ 2,249,000,000	$ 2,653,820,000
U.S. Treasury Note	03/31/07	3.750	1,562,000,000	1,564,374,240
U.S. Treasury Note	08/31/06	2.375	1,330,000,000	1,311,925,300
FHLMC-Callable	04/25/08	3.560	1,115,000,000	1,101,620,000
U.S. Treasury Note	11/15/06	3.500	1,091,000,000	1,089,767,170
U.S. Treasury Note	02/28/07	3.375	975,000,000	970,739,250
FHLMC-Callable	10/18/07	3.520	735,000,000	727,650,000
U.S. Treasury Bond	08/15/29	6.125	534,000,000	681,832,560
U.S. Treasury Note	01/15/10	3.625	637,000,000	633,986,990
General Electric Cap Corp	09/13/10	4.250	615,000,000	613,191,900
Total of 10 Largest Fixed-Income Holdings				$ 11,348,907,410
Total Fixed-Income Holdings				$ 17,075,214,644

* A complete listing is available upon written request.

Actuary's Certification Letter

Mellon

200 Galleria Parkway, N.W., Suite 1900
Atlanta, Georgia 30339-5945

May 1, 2005

Board of Trustees
Teachers Retirement System of Georgia
Suite 100, Two Northside 75
Atlanta, Georgia 30318

Members of the Board:

Section 47-3-23 of the law governing the operation of the Teachers Retirement System of Georgia provides that the actuary shall make annual valuations of the contingent assets and liabilities of the Retirement System on the basis of regular interest and the tables last adopted by the Board of Trustees. We have submitted the report giving the results of the actuarial valuation of the System prepared as of June 30, 2004. The report indicates that annual employer contributions at the rate of 9.24% of compensation for the fiscal year ending June 30, 2007, are sufficient to support the benefits of the System. In preparing the valuation, the actuary relied on data provided by the System. While not verifying data at the source, the actuary performed tests for consistency and reasonableness. Our firm, as actuary, is responsible for all of the actuarial trend data in the financial section of the annual report and the supporting schedules in the actuarial section of the annual report.

In our opinion, the valuation is complete and accurate, and the methodology and assumptions are reasonable as a basis for the valuation. The valuation takes into account the effect of all amendments to the System enacted through the 2004 session of the General Assembly.

The System is funded on an actuarial reserve basis. The actuarial assumptions recommended by the actuary and adopted by the Board are in the aggregate reasonably related to the experience under the System and to reasonable expectations of anticipated experience under the System. The assumptions and methods used for funding purposes meet the parameters set for the disclosures presented in the financial section by Governmental Accounting Standards Board (GASB) Statement Nos. 25 and 27. The funding objective of the plan is that contribution rates over time will remain level as a percent of payroll. The valuation method used is the entry age normal cost method. The normal contribution rate to cover current cost has been determined as a level percent of payroll. Gains and losses are reflected in the unfunded accrued liability, which is negative and being amortized as a level percent of payroll within an 11-year period.

The System is being funded in conformity with the minimum funding standard set forth in Code Section 47-20-10 of the Public Retirement Systems Standards Law. In our opinion the System is operating on an actuarially sound basis. Assuming that contributions to the System are made by the employer from year to year in the future at the rates recommended on the basis of the successive actuarial valuations, the continued sufficiency of the retirement fund to provide the benefits called for under the System may be safely anticipated.

This is to certify that the independent consulting actuary is a member of the American Academy of Actuaries and has experience in performing valuations for public retirement systems, that the valuation was prepared in accordance with principles of practice prescribed by the Actuarial Standards Board, and that the actuarial calculations were performed by qualified actuaries in accordance with accepted actuarial procedures, based on the current provisions of the retirement system and on actuarial assumptions that are internally consistent and reasonably based on the actual experience of the System.

Sincerely yours,

Edward A. Macdonald
Principal, Consulting Actuary

The laws governing the Teachers Retirement System of Georgia (the "System") provide that an actuary perform an annual valuation of the contingent assets and liabilities of the System and perform at least once every five years an actuarial investigation of the mortality, service, and compensation experience of the members and beneficiaries of the System. The latest actuarial valuation of the System prepared as of June 30, 2004, was made on the basis of disability retirement mortality tables approved by the Board of Trustees on June 20, 1962, interest rate assumption and salary increase tables approved by the Board on November 19, 2003, service retirement mortality tables approved by the Board on May 22, 1996, and rates of separation approved by the Board on May 17, 2000.

The more pertinent facts and significant assumptions underlying the computations included in the June 30, 2004, report are as follows:

a) **Actuarial Method Used**–The actuarial cost method used to determine funding is the entry age actuarial cost method. Gains and losses are reflected in the unfunded accrued liability. Adopted December 30, 1976.

b) **Investment Return**–7.50% per annum, compounded annually. Adopted November 19, 2003.

c) **Earnings Progression**–Salaries are expected to increase 3.75% to 8.00% annually depending upon the employee's age. Includes inflation at 3.75%. Adopted November 19, 2003.

d) **Death, Disability and Withdrawal Rates**–Death, disability and withdrawal rates for active employees and service retirement tables are based upon the System's historical experience. The death-after-retirement rates are based on the 1983 Group Annuity Mortality Table (set back one year for males). Adopted May 22, 1996.

e) **Asset Valuation Method**–5-year smoothed market actuarial value. The actuarial value of assets recognizes a portion of the difference between the market value of the assets and the expected value of assets, based on the assumed valuation rate of return. The amount recognized each year is 20% of the difference between market value and actuarial expected value. The actuarial value of assets is limited to a range between 80% and 120% of market value. Adopted May 26, 1996.

f) **Service Retirement Benefit**–The service benefit (pension) paid to members is an annuity that is owed to them at retirement that will provide a total annual pension equal to 2% of the average of the member's two consecutive highest paid years of service multiplied by the number of years of creditable service up to 40 years. It is also assumed that certain cost-of-living adjustments will be made in future years.

g) **Actuarially Determined Unfunded Accrued Liability (Funding Excess)**–The present value of the funding excess, based on unaudited data provided the actuary by the System, was approximately $388 million at June 30, 2004.

h) **Required Contributions (% of compensation)**–Adopted May 1, 2005. Contributions required by the annual actuarial valuation as of June 30, 2004, to be made for the year ended June 30, 2007:

(1)	Member	5.00 %
(2)	Employer:	
	Normal	9.66 %
	Unfunded accrued liability	(0.57)%
	Expenses	.15 %
		9.24 %

SUMMARY OF ACTUARIAL ASSUMPTIONS & METHODS

Service Retirement

Adopted May 12, 1996

	Annual Rate*			Annual Rate*	
Age	**Men**	**Women**	**Age**	**Men**	**Women**
50	23%	22%	65	40%	40%
55	21	22	66	30	30
60	20	20	67	30	30
61	20	20	68	30	30
62	30	30	69	30	30
63	20	25	70	100	100
64	24	25			

*It is also assumed that 5% of eligible active members will retire each year with a reduced early retirement benefit and that an additional 15% of active members will retire in their first year of eligibility for unreduced retirement.

Separation Before Service Retirement

Adopted May 17, 2000

	Annual Rate of				
			Withdrawal		
Age	**Death**	**Disability**	**0-4 Yrs**	**5-9 Yrs**	**10+ Yrs**
			MEN		
20	0.04%	0.09%	39.42%	—	—
25	0.04	0.09	17.62	16.52%	—
30	0.06	0.14	14.13	7.07	4.71%
35	0.08	0.14	13.54	6.35	2.96
40	0.11	0.18	12.61	5.12	1.84
45	0.19	0.23	10.70	4.63	1.44
50	0.35	0.50	9.00	3.89	1.21
55	0.57	1.05	10.28	4.50	1.80
60	0.84	—	—	—	—
64	1.24	—	—	—	—
			WOMEN		
20	0.02%	0.05%	27.32%	—	—
25	0.03	0.06	14.97	11.22%	—
30	0.03	0.07	14.29	7.79	4.55%
35	0.05	0.09	11.84	6.62	3.09
40	0.07	0.13	10.00	4.94	2.31
45	0.10	0.22	8.61	4.00	1.56
50	0.17	0.39	8.49	3.47	1.35
55	0.25	0.63	10.32	3.50	1.57
60	0.42	—	—	—	—
64	0.64	—	—	—	—

Active Members

Fiscal Year[1]	Active Members: Members	Annual Payroll (000's)	Average Pay	% Increase
1999	186,822	$ 6,832,674	$ 36,573	10.9%
2000	190,911	7,218,644	37,812	3.4
2001	192,654	7,306,855	37,927	0.3
2002	199,029	7,617,869	38,275	0.9
2003	205,453	8,261,961	40,213	5.1
2004	198,572	8,083,118	40,706	1.2

Retirees and Beneficiaries

	Added to Roll		Removed from Roll		Roll- End of Year			
Fiscal Year [1]	Number	Annual Allowances (000's)	Number	Annual Allowances (000's)	Number	Annual Allowances (000's)	% Increase in Annual Allowances	Average Annual Allowance
1999	3,614	$ 105,400	1,302	$ 19,976	43,732	$ 871,129	10.9%	$ 19,920
2000	4,814	187,262	1,441	25,067	47,105	1,033,324	18.6	21,937
2001	5,246	171,642	1,584	26,671	50,767	1,178,295	14.0	23,210
2002	4,858	169,833	1,403	26,286	54,222	1,321,842	12.2	24,378
2003	5,097	188,458	1,627	30,581	57,692	1,479,719	11.9	25,649
2004	5,381	206,251	1,483	29,525	61,590	1,656,445	11.9	26,895

(1) Fiscal year refers to the actuarial valuation performed as of June 30 of that year and determines the funding necessary for the second subsequent fiscal year. An actuarial valuation for the fiscal year ended June 30, 2005, is currently in process and was not available for this analysis.

Actuarial Valuation Data

Solvency Test (in thousands)

	Aggregate Actuarial Accrued Liabilities For				Portion of Accrued Liabilities Covered by Assets		
Fiscal Year*	(1) Active Member Contributions	(2) Retirees and Beneficiaries	(3) Active Members (Employer-Financed Portion)	Actuarial Value of Assets	(1)	(2)	(3)
1999	$ 3,897,847	$ 11,124,459	$ 17,741,164	$ 31,832,431	100.0%	100.0%	94.8%
2000	4,092,231	12,657,649	18,126,291	35,675,729	100.0	100.0	100.0
2001	4,251,816	14,075,798	18,825,807	38,584,834	100.0	100.0	100.0
2002	4,487,248	15,915,320	19,303,955	40,502,333	100.0	100.0	100.0
2003	4,739,109	17,581,264	19,585,303	42,372,661	100.0	100.0	100.0
2004	4,923,415	19,870,020	19,436,596	44,617,956	100.0	100.0	100.0

* Fiscal year refers to the actuarial valuation performed as of June 30 of that year and determines the funding necessary for the fiscal year beginning two years after the valuation date. (Prior to fiscal year 2003 the actuarial valuation performed as of June 30 of that year determined the funding necessary for the subsequent fiscal year.) An actuarial valuation for the fiscal year ended June 30, 2005 is currently in process and was not available for this analysis.

Member and Employer Contribution Rates

Fiscal Year	Member	Employer
2000	5.00%	11.29%
2001	5.00	11.29
2002	5.00	9.24
2003	5.00	9.24
2004	5.00	9.24
2005	5.00	9.24
2006	5.00	9.24

Analysis of Financial Experience (in millions)

Item	Analysis of the Change in Unfunded Accrued Liability Increase (Decrease) During the Years Ended June 30,					
	2004	2003	2002	2001	2000	1999
Interest added to previous unfunded accrued liability	$ (35.0)	$ (57.7)	$ (103.8)	$ (60.0)	$ 65.2	$ 63.3
Accrued liability contribution	79.6	77.4	41.1	(169.1)	(164.5)	(224.3)
Experience:						
Valuation Asset Growth	507.5	788.5	667.7	(269.4)	(1,533.0)	(1,779.3)
Pensioners' Mortality	48.8	(30.0)	(35.1)	(10.9)	3.4	9.0
Turnover and Retirements (1)	26.8	277.0	(236.5)	(553.8)	643.8	639.9
New Entrants	118.5	149.1	99.9	92.7	106.4	111.1
Salary Increases	(667.1)	372.4	202.3	(319.3)	106.7	1,207.3
Method Changes	—	—	—	—	—	—
Amendments (2)	—	78.7	—	—	—	—
Assumption Changes (3)	—	(1,326.6)	—	657.9	(958.6)	—
Total Increase (Decrease)	$ 79.1	$ 328.8	$ 635.6	$ (631.9)	$ (1,730.6)	$ 27.0

(1) Turnover and Retirements

2004 - Reflects impact of change in reported data due to a change in computer system. Previous years' data reported active members as any participant who contributed during the fiscal year. The 2004 data reported active members as only those who were contributing any of the last three months of the fiscal year.

(2) Amendments

2003 - Reflects an ad hoc cost-of-living adjustment of 0.5% to all retirees as of July 1, 2002.

(3) Assumption Changes

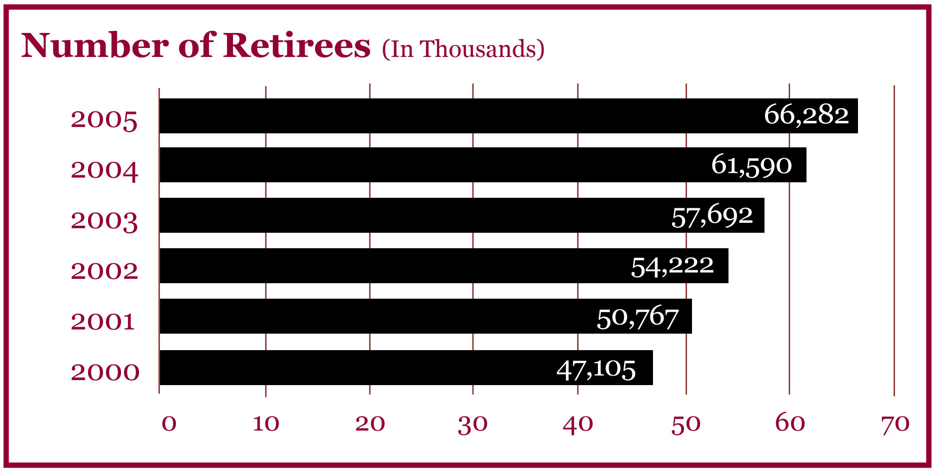
2000 - Rates of separation from active service and rates of salary increase have been revised to more closely reflect the actual and anticipated experience of the System. In addition, the interest rate assumption has been changed from 7.00% to 7.50%.

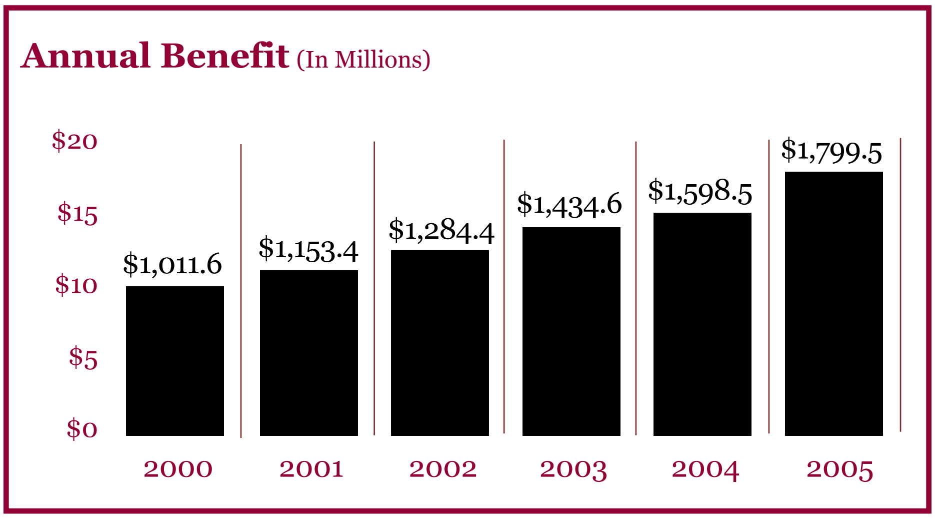
2001 - Reflects a reduction in interest rate assumption from 7.50%, to 7.25% and a decrease in the salary increase assumption by 0.25% at each age.

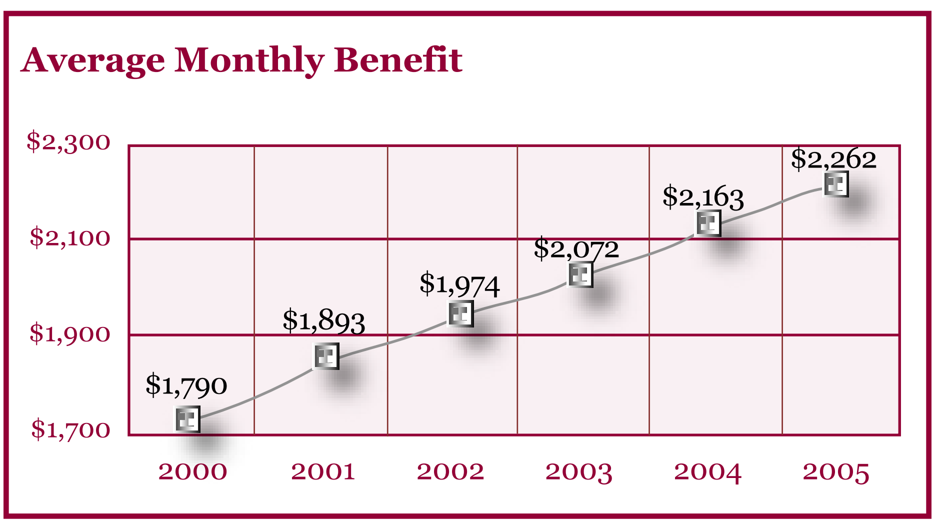
2003 - Reflects an increase in interest rate assumption from 7.25% to 7.50% and an increase in the salary increase assumption by 0.25% at each age.

MEMBER DATA

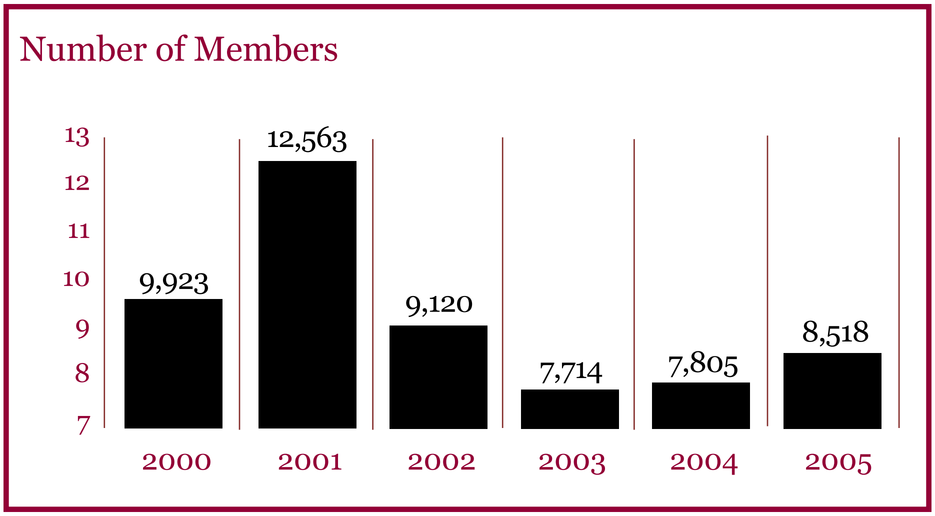
Benefit Payment Statistics

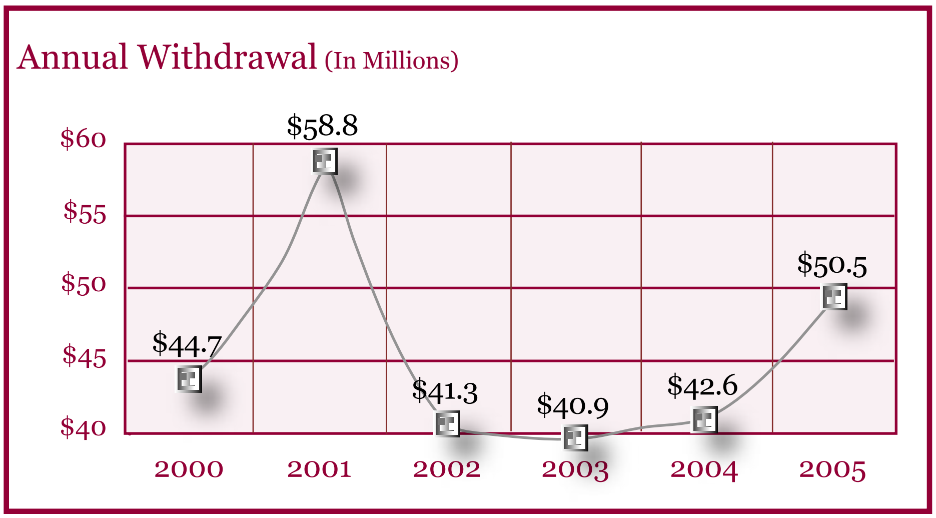


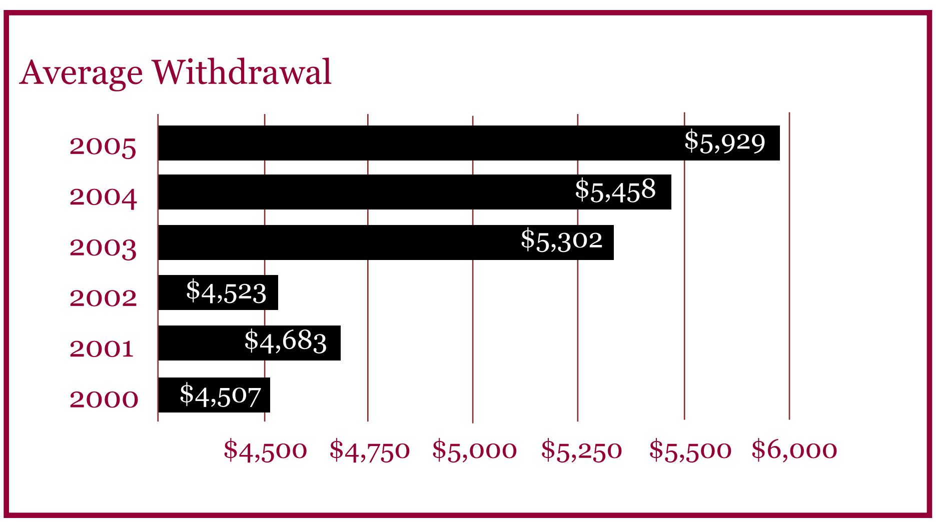




Member Withdrawal Statistics







Benefit Data

Benefit Expense by Type (in thousands)

Fiscal Year	Service	Partial Lump-Sum Option (1)	Disability	Survivor Benefit	Supplemental Payments (2)	Lump-Sum Death Settlement	Total
	Type of Retirement						
2000	$ 923,049	—	$ 34,160	$ 48,063	$ 4,334	$ 1,962	$ 1,011,568
2001	1,058,683	—	37,118	52,528	3,881	1,166	1,153,376
2002	1,181,838	—	40,418	57,178	3,582	1,355	1,284,371
2003	1,323,871	—	43,545	62,223	3,120	1,881	1,434,640
2004	1,481,710	—	47,002	65,821	2,757	1,177	1,598,467
2005	1,656,652	$15,653	50,959	72,025	2,398	1,791	1,799,478

(1) Partial Lump-Sum Option Plan became effective July 1, 2004.

(2) Supplemental payments to retirees who belong to a local retirement system.

Average Monthly Benefit Payments

Effective Retirement Dates For Fiscal Years Ended June 30,	10-15	16-20	21-25	26-30	Over 30	Total
	Years Credited Service					
2000						
Average monthly benefit	$ 631.36	$1,074.51	$1,432.55	$2,373.56	$3,121.26	$2,076.92
Number of new retirees	687	414	657	1,819	1,237	4,814
2001						
Average monthly benefit	$ 639.66	$1,184.73	$1,549.76	$2,474.70	$3,198.55	$2,183.38
Number of new retirees	751	447	633	2,017	1,398	5,246
2002						
Average monthly benefit	$ 669.01	$1,129.23	$1,646.88	$2,624.62	$3,322.04	$2,258.01
Number of new retirees	721	445	614	1,795	1,283	4,858
2003						
Average monthly benefit	$ 783.71	$1,526.45	$1,859.12	$2,604.05	$3,462.68	$2,418.00
Number of new retirees	807	483	545	1,714	1,661	5,210
2004						
Average monthly benefit	$1,405.03	$1,351.04	$1,895.12	$2,763.31	$3,557.04	$2,527.79
Number of new retirees	906	579	630	1,864	1,611	5,590
2005						
Average monthly benefit (1)	$ 729.34	$ 1,216.78	$1,751.04	$2,575.64	$3,474.65	$2,431.70
Number of new retirees	907	689	693	1,379	2,545	6,213

(1) Average monthly benefits have been reduced for Partial Lump-Sum Option payments of $15.7 million in fiscal year 2005.

Revenues by Source (in thousands)

Fiscal Year	Member Contributions	Employer Contributions: Dollar Amount	Employer Contributions: Percentage Of Annual Covered Payroll	Net Investment Income (loss)	Total
2000	$ 355,948	$ 779,571	11.29%	$ 2,788,202	$ 3,923,721
2001	369,006	808,480	11.29	(2,099,972)	(922,486)
2002	403,952	716,917	9.24	(1,610,477)	(489,608)
2003	438,998	768,673	9.24	1,669,768	2,877,439
2004	448,929	782,301	9.24	3,794,733	5,025,963
2005	464,931	815,693	9.24	3,279,505	4,560,129

Expenses by Type (in thousands)

Fiscal Year	Benefit Payments	Net Administrative Expenses	Refund Payments	Total
2000	$ 1,011,568	$ 9,058	$ 44,718	$ 1,065,344
2001	1,153,376	10,502	58,831	1,222,709
2002	1,284,371	15,966	41,250	1,341,587
2003	1,434,640	14,804	40,883	1,490,327
2004	1,598,467	15,378	42,580	1,656,425
2005	1,799,478	19,558	50,491	1,869,527

Contributions were made in accordance with actuarially determined contribution requirements.

Retired Members by Type of Benefit

Amount of Monthly Benefit	Number of Retirees	Type of Retirement (1) A	B	C	D	Option Selected (2) Maximum	Opt-1	Opt-2	Opt-3	Opt-4	Opt-2 Pop-Up	Opt-3 Pop-Up
$ 1 - 250	1,024	477	79	156	312	648	9	236	47	58	18	8
251 - 500	4,113	3,236	495	359	23	2,967	73	681	168	53	112	59
501 - 750	4,689	3,737	484	399	69	3,352	118	777	227	48	97	70
751 - 1,000	4,314	3,466	478	290	80	3,058	120	664	220	40	124	88
1,001 - 1,250	3,684	3,005	398	254	27	2,572	113	591	204	36	103	65
1,251 - 1,500	3,568	3,019	349	189	11	2,440	114	523	254	46	97	94
1,501 - 1,750	3,660	3,198	320	141	1	2,586	126	481	230	48	117	72
1,751 - 2,000	3,713	3,275	318	118	2	2,603	146	459	241	42	124	98
2,001 - 2,250	4,101	3,750	254	97	–	2,955	128	433	263	70	128	124
2,251 - 2,500	4,601	4,325	198	78	–	3,380	179	446	246	67	160	123
2,501 - 2,750	4,876	4,694	126	56	–	3,538	250	386	268	99	181	154
2,751 - 3,000	4,926	4,822	68	36	–	3,757	236	322	232	92	153	134
3,001 - 3,250	4,048	3,965	38	45	–	3,046	216	283	214	70	106	113
3,251 - 3,500	3,184	3,138	25	21	–	2,412	156	215	181	57	69	94
3,501 - 3,750	2,536	2,507	13	16	–	1,874	138	167	164	55	68	70
3,751 - 4,000	1,801	1,776	15	10	–	1,322	94	146	117	40	39	43
4,001 - 4,250	1,405	1,386	7	12	–	981	81	116	112	32	40	43
4,251 - 4,500	1,213	1,196	4	13	–	797	68	114	115	45	36	38
4,501 - 4,750	962	951	2	9	–	647	66	90	81	23	20	35
4,751 - 5,000	819	813	2	4	–	537	55	72	82	31	20	22
Over 5,000	3,045	3,012	8	25	–	1,823	160	347	369	160	70	116
Totals	66,282	59,748	3,681	2,328	525	47,295	2,646	7,549	4,035	1,212	1,882	1,663

(1) Type of Retirement
A - Service
B - Disability
C - Survivor benefit
D - Supplemental payments to retirees who belonged to a local retirement system.

(2) Refer to Introductory Section, pages 12 and 13 for descriptions of Options.

Universities and Colleges

Abraham Baldwin Agricultural College
Albany State University
Armstrong Atlantic State University
Atlanta Metropolitan College
Augusta State University
Bainbridge College
Clayton College and State University
Coastal Georgia Community College
Columbus State University
Dalton State College
Darton College
East Georgia College
Fort Valley State University
Gainesville College
Georgia College and State University
Georgia Highlands College
Georgia Institute of Technology
Georgia Perimeter College
Georgia Southern University
Georgia Southwestern State University
Georgia State University
Gordon College
Kennesaw State University
Macon State College
Medical College of Georgia
Middle Georgia College
North Georgia College and State University
Savannah State University
Skidaway Institute of Oceanography
South Georgia College
Southern Polytechnic State University
University of Georgia
Valdosta State University
Waycross College
State University of West Georgia

Boards of Education

Appling County
Atkinson County
Atlanta City
Bacon County
Baker County
Baldwin County
Banks County
Barrow County
Bartow County
Ben Hill County
Berrien County
Bibb County
Bleckley County
Brantley County
Bremen City
Brooks County
Bryan County
Buford City
Bulloch County
Burke County
Butts County
Calhoun City
Calhoun County
Camden County
Candler County
Carroll County
Carrollton City
Cartersville City
Catoosa County
Charlton County
Chatham County
Chattahoochee County
Chattooga County
Cherokee County
Chickamauga City
Clarke County
Clay County
Clayton County
Clinch County
Cobb County
Coffee County
Colquitt County
Columbia County
Commerce City
Cook County
Coweta County
Crawford County
Crisp County
Dade County
Dalton City
Dawson County
Decatur City
Decatur County
DeKalb County
Dodge County
Dooly County
Dougherty County
Douglas County
Dublin City
Early County
Echols County
Effingham County
Elbert County
Emanuel County
Evans County
Fannin County
Fayette County
Floyd County
Forsyth County
Franklin County
Fulton County
Gainesville City
Georgia Military College
Gilmer County
Glascock County
Glynn County
Gordon County
Grady County
Greene County
Griffin-Spalding County
Gwinnett County
Habersham County
Hall County
Hancock County
Haralson County
Harris County
Hart County
Heard County
Henry County
Houston County
Irwin County
Jackson County
Jasper County
Jeff Davis County
Jefferson City
Jefferson County
Jenkins County
Johnson County
Jones County
Lamar County
Lanier County
Laurens County
Lee County
Liberty County
Lincoln County
Long County
Lowndes County
Lumpkin County
Macon County
Madison County
Marietta City
Marion County
McDuffie County
McIntosh County
Meriwether County

Participating Employers

Boards of Education cont.

Miller County
Mitchell County
Monroe County
Montgomery County
Morgan County
Murray County
Muscogee County
Newton County
Oconee County
Oglethorpe County
Paulding County
Peach County
Pelham City
Pickens County
Pierce County
Pike County
Polk County
Pulaski County
Putnam County
Quitman County
Rabun County
Randolph County
Richmond County
Rockdale County
Rome City
Schley County
Screven County
Seminole County
Social Circle City
Stephens County
Stewart County
Sumter County
Talbot County
Taliaferro County
Tattnall County
Taylor County
Telfair County
Terrell County
Thomas County
Thomasville City
Thomaston-Upson County
Tift County
Toombs County
Towns County
Treutlen County
Trion City
Troup County
Turner County
Twiggs County
Union County
Valdosta City
Vidalia City
Walker County
Walton County
Ware County
Warren County
Washington County
Wayne County
Webster County
Wheeler County
White County
Whitfield County
Wilcox County
Wilkes County
Wilkinson County
Worth County

Public Libraries

Athens Regional Library
Barnesville-Lamar County Library
Bartow County Library
Bartram Trail Regional Library
Brooks County Library
Brunswick Regional Library
Camden County Library
Chatsworth-Murray County Library
Chattooga County Library
Cherokee Regional Library
Chestatee Regional Library
Clayton County Regional Library
Coastal Plains Regional Library
Cobb County Public Library
Conyers-Rockdale Library
Dalton Regional Library
DeKalb County Public Library
Desoto Trail Regional Library
Dougherty County Public Library
East Central Georgia Regional Library
Elbert County Public Library
Fitzgerald-Ben Hill County Library
Flint River Regional Library
Forsyth County Public Library
Gwinnett County Public Library
Hall County Library
Hart County Library
Hawkes Library
Henry County Library
Houston County Public Library
Jefferson County Library
Kinchafoonee Regional Library
Lake Blackshear Regional Library
Lee County Public Library
Lincoln County Library

Public Libraries cont.

Live Oak Public Library
M.E. Roden Memorial Library
Mary Vinson Memorial Library
Middle Georgia Regional Library
Moultrie-Colquitt County Library
Mountain Regional Library
Newnan-Coweta Public Library
Newton County Library
Northeast Georgia Regional Library
Ocmulgee Regional Library
Oconee Regional Library
Ohoopee Regional Library
Okefenokee Regional Library
Peach Public Library
Piedmont Regional Library
Pine Mountain Regional Library
Roddenberry Memorial Library
Sara Hightower Regional Library
Satilla Regional Library
Screven-Jenkins Regional Library
Sequoyah Regional Library
South Georgia Regional Library
Southwest Georgia Regional Library
Statesboro Regional Library
Thomas County Public Library
Three Rivers Regional Library
Toccoa-Stephens County Public Library
Troup-Harris-Coweta Regional Library
Uncle Remus Regional Library
Victoria Evans Memorial Library
Warren County Public Library
West Georgia Regional Library

Technical Colleges

Albany Technical College
Altamaha Technical College
Athens Technical College
Atlanta Technical College
Augusta Technical College
Central Georgia Technical College
Chattahoochee Technical College
Columbus Technical College
Coosa Valley Technical College
DeKalb Technical College
East Central Technical College
Flint River Technical College
Georgia Aviation & Technical College
Griffin Technical College
Gwinnett Technical College
Heart of Georgia Technical College
Lanier Technical College
Middle Georgia Technical College
Moultrie Area Technical College
North Georgia Technical College
North Metro Technical College
Northwestern Technical College
Ogeechee Technical College
Okefenokee Technical College
Pickens Technical College
Sandersville Technical College
Savannah Technical College
South Georgia Technical College
Southeastern Technical College
Southwest GA Technical College
Swainsboro Technical College
Valdosta Technical College
West Central Technical College
West Georgia Technical College

Regional Educational Service Agencies

Central Savannah River Area RESA
Chattahoochee Flint RESA
Coastal Plains RESA
First District RESA
Griffin RESA
Heart of Georgia RESA
Metro RESA
Middle Georgia RESA
North Georgia RESA
Northeast Georgia RESA
Northwest Georgia RESA
Oconee RESA
Okefenokee RESA
Pioneer RESA
Southwest Georgia RESA
West Georgia RESA

Other

Academy of Lithonia Charter
Atlanta University Center Academy Charter School
Baconton Community Charter School
Baldwin County Board of Health
Board of Regents
Chancellor Beacon Academy
Charles Drew Charter School
Charter Conservatory for Liberal Arts and Technology, Inc.
Cooperative Extension Service
Dekalb Path Academy
Department of Community Health
Department of Juvenile Justice
Department of Natural Resources
Department of Public Safety
Fulton County DFACS
Fulton Science Academy Charter School
Georgia Association of Educators
Georgia Dept of Early Care and Learning
Georgia Dept of Economic Development
Georgia Dept of Education
Georgia Dept of Human Resources
Georgia Dept of Labor
Georgia Dept of Motor Vehicle Safety
Georgia Dept of Revenue
Georgia Dept of Technical and Adult Education
Georgia High School Association
Georgia Magnet Charter School
Georgia Public Defender Council
Georgia Public Telecommunications
International Community Charter School
Kidspeace Charter School
Kipp Achieve Academy
Kipp South Fulton Academy
Kipp Ways Academy
Neighborhood Charter School
Odyssey Charter School
Office of Planning and Budget
Tech High School
The School for Integrated Academics and Technologies at Georgia, Inc.
Secretary of State
South East Health Unit
Victory Charter School

Teachers Retirement System of Georgia

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