Oklahoma Firefighters Pension and Retirement Plan

Administered by

Oklahoma Firefighters Pension and Retirement System

Financial Statements

June 30, 2010 and 2009
(With Independent Auditors' Report Thereon)

FINLEY & COOK
CERTIFIED PUBLIC ACCOUNTANTS

OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT PLAN
Administered by
OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT SYSTEM

FINANCIAL STATEMENTS

Table of Contents

FINLEY & COOK
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

Board of Trustees
Oklahoma Firefighters Pension and Retirement System

We have audited the accompanying statements of plan net assets of the Oklahoma Firefighters Pension and Retirement Plan (the "Plan"), administered by the Oklahoma Firefighters Pension and Retirement System, which is a part of the State of Oklahoma financial reporting entity, as of June 30, 2010 and 2009, and the related statements of changes in plan net assets for the years then ended. These financial statements are the responsibility of the Plan'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 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 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 net assets of the Plan as of June 30, 2010 and 2009, and the changes in net assets of the Plan for the years then ended in conformity with accounting principles generally accepted in the United States.

Accounting principles generally accepted in the United States require that the management's discussion and analysis on pages I–1 through I–4 and the schedule of funding progress and the schedule of contributions from the employer and other contributing entities on pages 33–35 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

(Continued)

1421 East 45th Street • Shawnee, OK 74804
P: 405.878.7300 • www.finley-cook.com • F: 405.395.3300

INDEPENDENT AUDITORS' REPORT, CONTINUED

In accordance with *Government Auditing Standards*, we have also issued our report dated October 7, 2010, on our consideration of the Plan'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 audit.

Finley & Cook, PLLC

Shawnee, Oklahoma
October 7, 2010

MANAGEMENT'S DISCUSSION AND ANALYSIS

The discussion and analysis of the financial performance of the Oklahoma Firefighters Pension and Retirement Plan administered by the Oklahoma Firefighters Pension and Retirement System (collectively referred to as the "System") provides an overview of the System's activities for the fiscal years ended June 30, 2010 and 2009. Please read it in conjunction with the System's financial statements, which begin on page 3.

Financial Highlights

		2010	2009
• Net assets of the System	$	1,479,895,818	1,389,984,621
• Contributions:			
Insurance premium taxes		54,159,341	53,989,458
Participating municipalities		32,063,103	31,387,215
Plan members/employees		19,002,394	18,952,373
• Net investment income (loss)		131,133,694	(311,409,533)
• Benefits paid, including refunds		144,815,793	146,645,856
• Change in net assets		89,911,197	(355,234,881)

DISCUSSION OF THE BASIC FINANCIAL STATEMENTS

This annual financial report consists of two parts: Management's Discussion and Analysis (this section) and the basic financial statements. The System is a pension trust fund of the State of Oklahoma. The financial statements are presented using the economic measurement focus and the accrual basis of accounting. The statements provide financial information about the activities and operations of the System and are presented in a manner similar to those of a private business. The Statements of Plan Net Assets present the assets of the System, along with liabilities, as of the end of the fiscal year. The System's investments are presented at fair market value. The Statements of Changes in Plan Net Assets are presented in order to show the change in net assets during the year. Activity of the System consists primarily of contributions to the System, realized and unrealized gains and losses on investments, investment income, benefits paid, and investment and administrative expenses.

CONDENSED FINANCIAL INFORMATION COMPARING THE CURRENT YEAR TO THE PRIOR YEAR

Net Assets: The following table summarizes the net assets as of June 30 and the % changes in the balances:

	2010	2009	% Increase (Decrease)
Cash and cash equivalents	$ 22,129,386	36,087,469	(39)%
Receivables	15,696,950	13,543,552	16%
Investments at fair value	1,443,869,627	1,344,042,375	7%
Securities lending short-term collateral	174,723,589	140,561,540	24%
Capital assets, net	47,725	37,156	28%
Total assets	1,656,467,277	1,534,272,092	8%
Liabilities	176,571,459	144,287,471	22%
Net assets	$ 1,479,895,818	1,389,984,621	6%

Investments are made in accordance with the investment policy approved by the Board of Trustees. A more detailed description of the types of investments held and the investment policy is presented in Note 4 to the financial statements.

Operating Income: The following table summarizes the changes in operating income between fiscal years 2010 and 2009 and the % changes in the balances:

	2010	2009	% Increase (Decrease)
Contributions	$ 105,224,838	104,329,046	1%
Net investment income (loss)	131,133,694	(311,409,533)	142%
Total additions (reductions)	236,358,532	(207,080,487)	214%
Benefits and refunds	144,815,793	146,645,856	(1)%
Administrative expenses	1,631,542	1,508,538	8%
Total deductions	146,447,335	148,154,394	(1)%
Change in net assets	$ 89,911,197	(355,234,881)	125%

ANALYSIS OF THE OVERALL FINANCIAL POSITION AND RESULTS OF OPERATIONS

Funding for the System is provided by contributions from the participating municipalities and the System's members, as well as funds received from the State of Oklahoma Insurance Department for the System's share of insurance premium taxes.

The System had investment income for 2010 of approximately $131 million compared to an investment loss of approximately $(311) million for 2009.

The investment income of the System increased approximately $442,500,000 during the year ended June 30, 2010, compared to the year ended June 30, 2009, as a result of the incline in the market. The investment loss of the System increased approximately $239,000,000 during the year ended June 30, 2009, compared to the year ended June 30, 2008, as a result of unrealized losses due to the decline of the market.

As the System accounts for its investments at fair value, rises and declines in the prices of stocks and bonds have a direct effect and impact on the net assets and operating results of the System. The System's net yield (loss) on its average assets for the years ended June 30, 2010 and 2009, and the yield (loss) for the S&P 500 during the same period were as follows:

	2010	2009
System	10%	(18)%
S&P 500	14%	(26)%

During the year ended June 30, 2010, benefit payments decreased by approximately 1% due to the one-time escalator increase that was given in fiscal year 2009. During the year ended June 30, 2009, benefit payments increased during the year by approximately 10%. This was due to an increase in the number of retirees, cost-of-living adjustments, and a one-time escalator increase.

Administrative expenses increased slightly from the fiscal year 2009 to 2010. The major components of the administrative expenses are payroll and related expenses for the employees of the System, professional fees, and miscellaneous office expenses.

The System has no debt or infrastructure assets.

DESCRIPTION OF CURRENTLY KNOWN FACTS, DECISIONS, OR CONDITIONS THAT ARE EXPECTED TO HAVE A SIGNIFICANT EFFECT ON THE FINANCIAL POSITION OR RESULTS OF OPERATIONS

While the System is directly impacted by the overall investment market changes, investments are made based on their expected long-term performance and in the best interest of the members of the System. With over $1.4 billion of net assets and a wide range of diversity of investments, the System has the financial resources to maintain its current investment strategies, while continuing to review for other investment options to benefit its members.

Other than changes in the value of the System's assets as impacted by the investment markets, no other items are known by management to have a significant impact on the operations or financial position of the System as of October 7, 2010.

The System received insurance premium taxes of approximately $54 million in each of the years ended June 30, 2010 and 2009. The System receives 34% of the total taxes collected on insurance premiums.

REQUESTS FOR INFORMATION

This financial report is designed to provide a general overview of the System's finances for all those with an interest. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to the Executive Director or Comptroller of the System, c/o Oklahoma Firefighters Pension and Retirement System, 4545 N. Lincoln Blvd., Suite 265, Oklahoma City, Oklahoma 73105-3414.

OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT PLAN
Administered by
OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT SYSTEM

STATEMENTS OF PLAN NET ASSETS

June 30,	*2010*	*2009*
Assets		
Cash and cash equivalents	$ 22,129,386	36,087,469
Receivables:		
Employees' contributions	583,031	621,342
Employer's contributions	974,518	1,039,145
Due from the Oklahoma State Insurance Department	11,941,963	10,852,988
Accrued interest and dividends	1,849,038	723,685
Other	348,400	306,392
Total receivables	15,696,950	13,543,552
Investments, at fair value:		
U.S. government securities	135,668,591	202,023,755
International government agencies	39,729,038	-
U.S. Treasury	1,913,653	-
International treasuries	4,922,030	-
Domestic corporate bonds	107,336,324	137,011,818
International corporate bonds	1,565,748	-
Domestic stocks	692,446,087	533,465,538
International stocks	140,442,246	132,189,383
Mortgage-backed securities	8,167,254	-
Municipal bonds	1,537,769	-
Alternative investments	310,140,887	339,351,881
Total investments, at fair value	1,443,869,627	1,344,042,375
Securities lending short-term collateral	174,723,589	140,561,540
Capital assets, net of accumulated depreciation	47,725	37,156
Total assets	1,656,467,277	1,534,272,092

(Continued)

See Independent Auditors' Report.
See accompanying notes to financial statements.

OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT PLAN
Administered by
OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT SYSTEM

STATEMENTS OF PLAN NET ASSETS, CONTINUED

June 30,	*2010*	*2009*
Liabilities		
Accounts payable and accrued expenses	1,471,126	1,426,957
Securities lending collateral	174,723,589	140,561,540
Net due to brokers for security transactions	376,744	2,298,974
Total liabilities	176,571,459	144,287,471
Net assets held in trust for pension benefits (Schedule of Funding Progress is presented in Exhibit I)	**$ 1,479,895,818**	**1,389,984,621**

See Independent Auditors' Report.
See accompanying notes to financial statements.

OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT PLAN
Administered by
OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT SYSTEM

STATEMENTS OF CHANGES IN PLAN NET ASSETS

Years Ended June 30,	*2010*	*2009*
Additions (reductions):		
Contributions:		
Insurance premium taxes	$ 54,159,341	53,989,458
Participating municipalities	32,063,103	31,387,215
Plan members/employees	19,002,394	18,952,373
Total contributions	105,224,838	104,329,046
Investment income (loss):		
From investment activities:		
Net appreciation (depreciation) in fair value of investments	122,503,635	(322,740,171)
Interest	2,983,924	2,026,609
Dividends	13,071,343	15,736,081
Total investment income (loss)	138,558,902	(304,977,481)
Less investment expense	(8,032,902)	(8,188,834)
Income (loss) from investment activities	130,526,000	(313,166,315)
From securities lending activities:		
Securities lending income	993,595	3,904,629
Securities lending expenses:		
Borrower rebates	(182,870)	(1,561,633)
Management fees	(203,031)	(586,214)
Income from securities lending activities	607,694	1,756,782
Net investment income (loss)	131,133,694	(311,409,533)
Total additions (reductions)	236,358,532	(207,080,487)
Deductions:		
Pension benefit payments	143,786,652	145,131,369
Death benefit payments	797,500	902,500
Refunds to terminated participants	231,641	611,987
Total benefits and refunds	144,815,793	146,645,856
Administrative expenses	1,631,542	1,508,538
Total deductions	146,447,335	148,154,394
Change in net assets	**89,911,197**	**(355,234,881)**
Net assets held in trust for pension benefits:		
Beginning of year	1,389,984,621	1,745,219,502
End of year	**$ 1,479,895,818**	**1,389,984,621**

See Independent Auditors' Report.
See accompanying notes to financial statements.

(1) NATURE OF OPERATIONS AND DESCRIPTION OF THE SYSTEM

The Oklahoma Firefighters Pension and Retirement System (the "System") was established by legislative act and became effective on January 1, 1981. The System assumed responsibility for all previous existing municipal firefighters' pension plans in the state of Oklahoma. These municipalities transferred all existing pension assets and pension payment obligations to the System. The System recorded the investments at fair value as of the date of transfer. The System is administered by a 13-member board which acts as a fiduciary for investment of funds and the application of plan interpretations. At June 30, 2010, there were 472 cities, 23 fire protection districts, and 109 county fire departments participating in the System.

The System is a part of the State of Oklahoma financial reporting entity, which is combined with other similar funds (multiple-employer, cost-sharing) to comprise the fiduciary-pension trust funds of the State of Oklahoma.

The System's participants at June 30 consisted of:

	2010	2009
Retirees and beneficiaries currently receiving benefits	9,456	9,209
Vested members with deferred benefits	1,153	1,142
Deferred option plan members	120	127
	10,729	10,478
Active plan members:		
Vested	4,873	4,798
Nonvested	7,302	7,275
Total active plan members	12,175	12,073
	22,904	22,551

The System administers the Oklahoma Firefighters Pension and Retirement Plan (the "Plan"). For report purposes, the System is deemed to be the administrator of the Plan.

See Independent Auditors' Report.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following are the significant accounting policies followed by the Plan.

Basis of Accounting

The financial statements are prepared using the accrual basis of accounting, under which expenses are recorded when the liability is incurred, revenues are recorded in the accounting period in which they are earned and become measurable, and investment purchases and sales are recorded as of their trade date. The financial statements are in conformity with provisions of Statement No. 25, *Financial Reporting for Defined Benefit Pension Plans and Note Disclosures for Defined Contribution Plans*, issued by the Governmental Accounting Standards Board (GASB 25) and Statement No. 50, *Pension Disclosures* (GASB 50).

The Plan is administered by the System, a part of the State of Oklahoma financial reporting entity, which together with other similar pension and retirement funds comprise the fiduciary-pension trust funds of the State of Oklahoma. Administrative expenses are paid with funds provided by operations of the Plan.

Recent Accounting Pronouncements

On June 30, 2008, GASB issued Statement No. 53, *Accounting for Financial Reporting for Derivative Instruments* (GASB 53), which provides guidance to governments to improve the reporting of derivative instruments in their financial statements. GASB 53 applies to all state and local governments and is effective for financial statements for periods beginning after June 15, 2009. The effect of implementing GASB 53 did not have a material impact on the financial statements of the Plan.

In March 2009, GASB issued Statement No. 54, *Fund Balance Reporting and Governmental Fund Type Definitions* (GASB 54), which provides guidance to governments to:

- Improve the consistency in reporting fund balance components;
- Enhance fund balance presentation;
- Improve the usefulness of fund balance information; and
- Clarify the definitions of governmental fund types.

GASB 54 is effective for financial statements for periods beginning after June 15, 2010, with early implementation encouraged. GASB 54 will require the Plan to review its definitions of fund balances. The overall effect of GASB 54 upon the Plan's financial reporting is not anticipated to be material.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

Use of Estimates

The preparation of the Plan's financial statements in conformity with accounting principles generally accepted in the United States requires the Plan's management to make significant estimates and assumptions that affect the reported amounts of net assets held in trust for pension benefits at the date of the financial statements and the actuarial information included in the required supplementary information as of the benefit information date, the changes in plan net assets during the reporting period and, when applicable, the disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Risks and Uncertainties

Contributions to the Plan and the actuarial information included in the required supplementary information are reported based on certain assumptions pertaining to interest rates, inflation rates, and employee compensation and demographics. Due to the changing nature of these assumptions, it is at least reasonably possible that changes in these assumptions may occur in the near term and, due to uncertainties inherent in setting assumptions, that the effect of such changes could be material to the financial statements.

Date of Subsequent Events Evaluation

The Plan has evaluated subsequent events through October 7, 2010, which is the date the financial statements were available to be issued.

Investments

The Plan is authorized to invest in eligible investments as approved by the Board of Trustees as set forth in the investment policy.

Method Used to Value Investments—Plan investments are reported at fair value. Short-term investments are considered cash equivalents and consist primarily of U.S. Treasury bills and investments in units of a commingled trust fund of the Plan's custodial agent, earning interest at variable rates, and are reported at cost, which approximates fair value. Debt and equity securities are reported at fair value, as determined by the Plan's custodial agent, using pricing services or prices quoted by independent brokers based on the latest reported sales prices at current exchange rates for securities traded on national or international exchanges. The fair value of the pro rata share of units owned by the Plan in equity index and commingled trust funds is determined by the respective fund trustee based on quoted sales prices of the underlying securities. The fair value of the real estate investments is determined from independent appraisals. Investments which do not have an established market are reported at estimated fair value.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

Investments, Continued

Net investment income includes net appreciation (depreciation) in the fair value of investments, interest income, dividend income, foreign currency translation gains and losses, and investment expenses, which include investment management and custodial fees and all other significant investment related costs. Interest and dividends earned in commingled funds are reflected as a component of net appreciation in fair value of assets. The fair value of the limited partnerships is determined by managers of the partnerships based on the values of the underlying assets.

The Plan authorizes its international investment managers to enter into forward foreign exchange contracts to minimize the short-term impact of foreign currency fluctuations on the asset and liability positions of foreign investments. The gains and losses on these contracts are included in income in the period in which the exchange rates change. Gains on open contracts which hedge specific foreign currency denominated commitments are deferred and recognized in the period in which the transaction is completed, while losses on the open contracts are included in current net investment income. The Plan had no material gains or losses on open contracts at June 30, 2010 or 2009.

The Plan may invest in various traditional financial instruments that fall under the broad definition of derivatives. The Plan's derivatives include U.S. Treasury STRIPS, collateralized mortgage obligations, convertible stocks and bonds, and variable rate instruments. These investments are not speculative in nature and do not increase investment risk beyond allowable limits specified in the Plan's investment policy.

The Plan's investment policy provides for investments in any combination of stocks, bonds, fixed-income securities, and other investment securities, along with investments in commingled, mutual, and index funds. Investment securities and investment securities underlying commingled or mutual fund investments are exposed to various risks, such as interest rate, market, and credit risks. Due to the risks associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities may occur in the near term and that such change could materially affect the amounts reported in the statements of plan net assets.

The investment policy limits the concentration of each portfolio manager. Except as noted below, no single investment exceeds 5% or more of the Plan's net assets. In addition, the Plan has no investments in loans, real estate, or leases, except through the Plan's investment in certain alternative investments as described in Note 6.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

Investments, Continued

The following table presents the individual securities exceeding the 5%[1] threshold at June 30:

		2010		
Type of Security	Name of Security	Shares Held	Cost	Fair Value
Alternative investment	Private Advisors Stable Value ERISA Fund, Ltd.	98,007,498	$ 101,000,000	114,382,089
Alternative investment	Grosvenor Capital Management	75,000,000	75,000,000	74,990,100
Domestic stock	SSGA S&P Flagship Fund	371,663	89,455,336	78,541,993
Domestic stock	S&P 500 Equal Weight CTF	2,865,854	71,085,460	88,188,066
U.S. government securities	Bond Market Index Fund	5,680,788	96,267,794	135,668,590
Domestic corporate bonds	Pass. Inter. Agg. Bond SL	4,827,616	64,008,714	91,381,944

		2009		
Type of Security	Name of Security	Shares Held	Cost	Fair Value
Alternative investment	Private Advisors Stable Value ERISA Fund, Ltd.	98,007,498	$ 101,000,000	105,309,824
Alternative investment	Grosvenor Capital Management	75,000,000	75,000,000	71,394,975
Domestic stock	S&P 500 Equal Weight CTF	2,815,437	69,479,131	70,250,796
U.S. government securities	Bond Market Index Fund	9,266,720	157,035,712	202,023,755
Domestic corporate bonds	Pass. Inter. Agg. Bond SL	7,876,053	104,427,532	137,011,818

[1] While the individual investment may exceed 5% of the Plan's net assets, each investment is comprised of numerous individual securities. As such, no individual security exceeds the 5% threshold.

See Independent Auditors' Report.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

Capital Assets

Capital assets, which consist of furniture, fixtures, and equipment, are stated at cost less accumulated depreciation. Depreciation is calculated using the straight-line method over the estimated useful lives of the related assets (primarily 10 years).

Income Taxes

The Plan is exempt from federal and state income taxes.

Plan Termination

In the event the Plan terminates, the Oklahoma statutes contain no provision for the order of distribution of net assets of the Plan. Plan termination would take an act of the Oklahoma Legislature, at which time the order of distribution of net assets would be addressed.

Administrative Items

Operating Lease

The Plan has an operating lease which ended June 30, 2010. The lease has been renewed for the period July 1, 2010, through June 30, 2011. Total lease expense for 2010 and 2009 was approximately $34,000 and $32,000, respectively.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

Administrative Items, Continued

Compensated Absences

Employees of the System earn annual vacation leave at the rate of 10 hours per month for up to 5 years of service, 12 hours per month for service of over 5 to 10 years, 13.3 hours per month for service of over 10 to 20 years, and 16.7 hours per month for over 20 years of service. Unused annual leave may be accumulated to a maximum of 480 hours. All accrued annual leave is payable upon termination, resignation, retirement, or death. As of both June 30, 2010 and 2009, approximately $73,000 was included in accrued expenses as the accruals for compensated absences. A summary of changes in compensated absences is as follows:

	2010	2009
Balance at beginning of year	$ 73,000	73,000
Additions	92,000	39,000
Deductions	(92,000)	(39,000)
Balance at end of year	$ 73,000	73,000

Retirement Expense

The employees of the System are eligible to participate in the Oklahoma Public Employees Retirement Plan, which is administered by the Oklahoma Public Employees Retirement System (OPERS). OPERS is a multiple-employer, cost-sharing public retirement defined benefit pension plan. OPERS provides retirement, disability, and death benefits to its plan members and beneficiaries. OPERS issues a publicly available financial report which includes financial statements and required supplementary information for OPERS. That report may be obtained by writing to the Oklahoma Public Employees Retirement System, 5801 N. Broadway Extension, Suite 400, Oklahoma City, OK 73118-7484.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

Administrative Items, Continued

Retirement Expense, Continued

Employees of the System are required to contribute 3.5% of their annual covered salary. The System was required to contribute 15.5% and 14.5% of annual covered payroll in 2010 and 2009, respectively. During 2010, 2009, and 2008, totals of $105,443, $97,874, and $88,081, respectively, were paid to OPERS. The System's and employees' portions of those amounts were as follows:

	2010	2009	2008
System portion	$ 83,019	76,040	68,135
Employee portion	22,424	21,834	19,946
	$ 105,443	97,874	88,081

The System has contributed 100% of required contributions to OPERS for 2010, 2009, and 2008.

Risk Management

The Risk Management Division of the Department of Central Services (the "Division") is empowered by the authority of Title 74 O.S. Supp. 1993, Section 85.34 et seq. The Division is responsible for the acquisition and administration of all insurance purchased by the State of Oklahoma or administration of any self-insurance plans and programs adopted for use by the State of Oklahoma for certain organizations and bodies outside of state government, at the sole expense of such organizations and bodies.

The Division is authorized to settle claims of the State of Oklahoma and shall govern the dispensation and/or settlement of claims against a political subdivision. In no event shall self-insurance coverage provided by the State of Oklahoma, an agency, or other covered entity exceed the limitations on the maximum dollar amount of liability specified by the Oklahoma Government Tort Claims Act, as provided by Title 51 O.S. Supp. 1988, Section 154. The Division oversees the collection of liability claims owed to the State of Oklahoma incurred as the result of a loss through the wrongful or negligent act of a private person or other entity.

The Division is also charged with the responsibility to immediately notify the attorney general of any claims against the State of Oklahoma presented to the Division. The Division purchases insurance policies through third-party insurance carriers that ultimately inherit the risk of loss. The Division annually assesses each state agency, including the Plan, their pro rata share of the premiums purchased. The Plan has no obligations for any claims submitted to the Division against the Plan.

See Independent Auditors' Report.

(3) DESCRIPTION OF THE PLAN

The following brief description of the Plan is provided for general information purposes only. Participants should refer to Title 11 of the Oklahoma Statutes, Section 49–100.1 through 49–143.3, as amended, for more complete information.

General

The Plan is a multiple-employer, cost-sharing public employee retirement plan covering members who have actively participated in firefighting activities.

Contributions

Funding Policy—The contribution requirements of the Plan are at an established rate determined by Oklahoma statute and are not based on actuarial calculations.

Participating paid firefighters contribute 8% of applicable earnings, while member cities contribute 13% of the member's applicable earnings. In addition, the member cities contribute $60 for each volunteer firefighter unless their annual income in the general fund is less than $25,000, in which case they are exempt. The State of Oklahoma allocated 34% of the insurance premium tax collected from various types of insurance policies to the Plan during the years ended June 30, 2010 and 2009. The State of Oklahoma may also appropriate additional funds annually as needed to pay current costs and to amortize the unfunded actuarial present value of accumulated plan benefits. No such appropriations were received during the year ended June 30, 2010 or 2009.

Funded Status and Funding Progress

As of July 1, 2010, the most recent actuarial valuation date, the Plan was 53.4% funded. The actuarial accrued liability for benefits was $3.2 billion, and the actuarial value of assets was $1.7 billion, resulting in an unfunded actuarial accrued liability (UAAL) of $1.5 billion. The covered payroll (annual payroll of active employees covered by the Plan) was $249 million and the ratio of UAAL to covered payroll was 590.6%.

As of July 1, 2009, the Plan was 54.2% funded. The actuarial accrued liability for benefits was $3.1 billion, and the actuarial value of assets was $1.7 billion, resulting in an unfunded actuarial accrued liability (UAAL) of $1.4 billion. The covered payroll (annual payroll of active employees covered by the Plan) was $247 million, and the ratio of UAAL to covered payroll was 570.1%.

The schedule of funding progress, presented as required supplementary information following the notes to the financial statements, presents multiyear trend information about whether the actuarial value of plan assets are increasing or decreasing over time relative to the actuarial accrued liability for benefits.

(3) DESCRIPTION OF THE PLAN, CONTINUED

Actuarial Methods and Assumptions

2010

In the July 1, 2010, actuarial valuation, the entry age actuarial cost method was used. The actuarial assumptions included (a) a 7.5% investment rate of return (net of administrative expenses) and (b) projected salary increases ranging from 4% to 10% per year. Both (a) and (b) included an inflation component of 3%. The projection of benefits for financial accounting purposes also does not explicitly incorporate the potential effects of any limitation on the State of Oklahoma's contribution rate disclosed above under *Funding Policy*. The actuarial value of assets was determined using techniques that spread the effects of short-term volatility in the fair value of investments over a 5-year period. The UAAL is being amortized as a level dollar amount on a closed basis. The remaining amortization period at July 1, 2010, was 23 years.

2009

In the July 1, 2009, actuarial valuation, the entry age actuarial cost method was used. The actuarial assumptions included (a) a 7.5% investment rate of return (net of administrative expenses) and (b) projected salary increases ranging from 4% to 10% per year. Both (a) and (b) included an inflation component of 3%. The projection of benefits for financial accounting purposes also does not explicitly incorporate the potential effects of any limitation on the State of Oklahoma's contribution rate disclosed above under *Funding Policy*. The actuarial value of assets was determined using techniques that spread the effects of short-term volatility in the fair value of investments over a 5-year period. The UAAL is being amortized as a level dollar amount on a closed basis. The remaining amortization period at July 1, 2009, was 24 years.

Benefits

In general, the Plan provides defined retirement benefits based on members' final average compensation, age, and term of service. In addition, the retirement program provides for benefits upon disability and to survivors upon death of eligible members. Retirement provisions are as follows:

- Normal retirement is attained upon completing 20 years of service. The normal retirement benefit is equal to 50% of the member's final average compensation. Final average compensation is defined as the monthly average of the highest 30 consecutive months of the last 60 months of participating service. For volunteer firefighters, the monthly pension benefit for normal retirement is $150.60 per month.

(3) DESCRIPTION OF THE PLAN, CONTINUED

Benefits, Continued

- All firefighters are eligible for immediate disability benefits. For paid firefighters, the disability benefit is equal to 2.5% of final average monthly compensation per year of service, with a minimum service credit of 20 years and a maximum of 30 years. For disabilities not in the line of duty, final average monthly compensation is based on 60 months instead of 30 months. For volunteer firefighters, the disability benefit is $7.53 per year of service, with a maximum of 30 years. For disabilities in the line of duty, there is a minimum service credit of 20 years.

- A $5,000 lump sum death benefit is payable to the qualified spouse or designated recipient upon the participant's death. The $5,000 death benefit does not apply to members electing the vested benefit. For the years ended June 30, 2010 and 2009, total death benefits of $797,500 and $902,500, respectively, were paid from the Plan.

- The Board of Trustees has modified the method used by the System for determining cost-of-living increases involving city raises authorized by repealed Section 49-136 of Title 11 of the Oklahoma Statutes (the "escalator") and increases authorized by subsequent legislative action for members or survivors who were retired or eligible to retire prior to May 26, 1983, and who were still receiving benefits as of September 30, 2008. Based on the action of the Board of Trustees, management has determined and calculated the escalator calculations and determined that the majority of the members receiving benefits would receive retroactive benefit increases. As a result, in fiscal year 2009 the System paid the members an additional amount of approximately $5,980,000.

- A member who terminates after 10 years of credited service is eligible for a vested severance benefit determined by the normal retirement formula, based on service and salary history to date of termination. The benefit is payable at age 50, or when the member would have completed 20 years of service, whichever is later, provided the member's contribution accumulation is not withdrawn. Members terminating with less than 10 years of credited service receive a refund of their contribution accumulation without interest.

(3) DESCRIPTION OF THE PLAN, CONTINUED

Benefits, Continued

- Firefighters with 20 or more years of service may elect to participate in the Oklahoma Firefighters Deferred Option Plan (the "Deferred Option Plan"). Active participation in the Deferred Option Plan shall not exceed 5 years. Under the Deferred Option Plan, retirement benefits are calculated based on compensation and service at the time of election. The retirement benefits plus half of the municipal contributions on behalf of the participant are deposited into a deferred retirement account. The Deferred Option Plan accounts are credited with interest at a rate of 2% below the rate of return on the investment portfolio of the Plan, with a guaranteed minimum interest rate equal to the assumed actuarial interest rate of 7.5%, as approved by the Board of Trustees. The participant is no longer required to make contributions. Upon retirement, the firefighter receives his/her monthly retirement benefit as calculated at the time of election. In addition, the amount accumulated in the deferred retirement account is payable either as a lump sum or as regular payments. As of June 30, 2010, there were 124 members actively participating in the Deferred Option Plan.

- In the 2003 Legislative Session, Senate Bill 286 and House Bill 1464 created a "Back" DROP for members of the System effective July 1, 2003. The "Back" DROP is a modified deferred retirement option retirement plan. The "Back" DROP allows the member flexibility by not having to commit to terminate employment within 5 years. Once a member has met their normal retirement period of 20 years, the member can choose, upon retirement, to be treated as if the member had entered into the Deferred Option Plan. A member, however, cannot receive credit to the Deferred Option Plan account based upon any years prior to when the member reached their normal retirement date. Once a member is ready to retire, the member can make the election to participate in the "Back" DROP and can receive a Deferred Option Plan benefit based upon up to 5 years of participation. The member's regular retirement benefit will not take into account any years of service credited to the "Back" DROP. As of June 30, 2010, there were 348 members participating in the "Back" DROP Plan.

- Firefighters with 20 years of service or who were receiving pension benefits as of May 26, 1983, are entitled to post-retirement adjustments equal to one-half the increase or decrease for top-step firefighters. Pensions will not be adjusted below the level at which the firefighter retired.

(4) CASH, CASH EQUIVALENTS, AND INVESTMENTS

At June 30, cash and cash equivalents were composed of the following:

		2010	2009
Cash on deposit with the State of Oklahoma	$	383,859	550,010
Cash on deposit with custodial agent:			
U.S. currency deposits		15,923	3,946
Foreign currency deposits		1,646,352	651,079
Short-term investments		20,083,252	34,882,434
Total cash and cash equivalents	$	22,129,386	36,087,469

The Plan's short-term investments are considered cash equivalents and consist primarily of temporary investments in U.S. Treasury bills and a commingled trust fund of the Plan's custodial agent. The trust fund is composed of high-grade money market instruments with short maturities. Each participant in the trust fund shares the risk of loss in proportion to their respective investment in the fund.

Custodial Credit Risk

Custodial credit risk is the risk that in the event of the failure of a counterparty, the Plan will not be able to recover the value of its investments. Deposits are exposed to custodial credit risk if they are uninsured and uncollateralized. Investment securities are exposed to custodial credit risk if they are uninsured, are not registered in the name of the Plan, or are held by a counterparty or the counterparty's trust department but not in the name of the Plan. While the investment policy does not specifically address custodial credit risk of deposits, it does limit the amount of cash and short-term investments of each manager's portfolio. At June 30, 2010 and 2009, the carrying amount of the Plan's cash and cash equivalents was $22,129,386 and $36,087,469, respectively, and the bank balances were $12,674,855 and $38,484,874, respectively. The difference in balances was primarily due to outstanding checks and a large deposit in transit in 2010.

The bank balances of deposits were uninsured and uncollateralized in the amount of approximately $1,662,000 and $655,000 of as of June 30, 2010 and 2009, respectively. The policy also provides that investment collateral be held by a third-party custodian with whom the Plan has a current custodial agreement in the Plan's name.

Foreign Currency Risk

Foreign currency risk is the risk that changes in exchange rates will adversely affect the fair value of an investment or a deposit. The investment policy states that while there are no percentage limits with regard to country weightings, the investment manager should use prudent investment judgment. Investment in cash and cash equivalents and foreign equities is shown by monetary unit to indicate possible foreign currency risk.

See Independent Auditors' Report.

(4) CASH, CASH EQUIVALENTS, AND INVESTMENTS, CONTINUED

Foreign Currency Risk, Continued

The System's exposure to foreign currency risk at June 30 was as follows:

	2010				
	Cash and Cash Equivalents	Equities	Debt Securities	Total	Percentage
Australian dollar	$ 79,915	2,830,481	6,877,579	9,787,975	5.198%
Brazil real	62,485	4,042,944	2,730,148	6,835,577	3.630%
Canadian dollar	79,370	9,190,026	2,405,886	11,675,282	6.200%
Czech koruna	40,913	999,130	-	1,040,043	0.552%
Danish krone	-	4,076,095	-	4,076,095	2.165%
Euro currency	219,931	34,250,428	-	34,470,359	18.306%
Hong Kong dollar	68,786	13,006,726	-	13,075,512	6.944%
Hungarian forint	16,824	553,721	-	570,545	0.303%
Indonesian rupiah	37,501	145,505	2,546,844	2,729,850	1.450%
Japanese yen	716,646	16,412,266	-	17,128,912	9.096%
Malaysian binggit	-	-	3,858,408	3,858,408	2.049%
Mexican peso	165,100	1,876,450	2,888,307	4,929,857	2.618%
New Bulgaria lev	-	168,386	-	168,386	0.089%
New Turkish lira	-	924,532	-	924,532	0.491%
New Zealand dollar	33,311	-	2,659,211	2,692,522	1.430%
Norwegian krone	113	993,305	3,076,997	4,070,415	2.162%
Philippine peso	762	-	-	762	0.000%
Polish zloty	47,993	1,444,006	4,311,812	5,803,811	3.082%
Pound sterling	43,189	30,316,348	8,173,361	38,532,898	20.464%
Singapore	2,042	83,432	-	85,474	0.045%
South African rand	-	1,762,012	952,840	2,714,852	1.442%
South Korean won	31,471	1,325,296	3,405,775	4,762,542	2.529%
Swedish krona	-	2,715,944	2,329,648	5,045,592	2.679%
Swiss franc	-	13,325,213	-	13,325,213	7.076%
	$ 1,646,352	140,442,246	46,216,816	188,305,414	100.000%

See Independent Auditors' Report.

(4) CASH, CASH EQUIVALENTS, AND INVESTMENTS, CONTINUED

Foreign Currency Risk, Continued

	2009			
Currency	Cash and Cash Equivalents	Equities	Total	Percentage
Australian dollar	$ 256,222	5,752,628	6,008,850	4.523%
Brazilian real	17,392	1,651,114	1,668,506	1.256%
Canadian dollar	12,627	7,982,994	7,995,621	6.019%
Czech koruna	75,379	1,257,275	1,332,654	1.003%
Danish krone	-	4,346,172	4,346,172	3.271%
Estonian krune	427	-	427	0.001%
Euro currency unit	787,264	40,914,508	41,701,772	31.392%
Hong Kong dollar	24,413	13,737,317	13,761,730	10.360%
Hungarian forint	-	1,081,042	1,081,042	0.814%
Indonesian rupian	35,400	-	35,400	0.027%
Japanese yen	107,714	17,728,312	17,836,026	13.427%
Mexican peso	-	1,549,895	1,549,895	1.167%
New Bulgaria lev	96,894	402,685	499,579	0.376%
New Russian ruble	-	11,837	11,837	0.009%
New Turkish lira	(804,252)	838,748	34,496	0.026%
New Zealand dollar	33,311	-	33,311	0.025%
Norwegian krone	-	810,903	810,903	0.610%
Philippines peso	762	-	762	0.001%
Polish zloty	(6)	32,947	32,941	0.025%
Pound sterling	-	18,171,051	18,171,051	13.678%
South African rand	-	198,877	198,877	0.150%
South Korean won	3,670	2,196,240	2,199,910	1.656%
Swedish krona	-	2,830,400	2,830,400	2.131%
Swiss franc	3,862	10,694,438	10,698,300	8.053%
	$ 651,079	132,189,383	132,840,462	100.000%

See Independent Auditors' Report.

(4) CASH, CASH EQUIVALENTS, AND INVESTMENTS, CONTINUED

Credit Risk

Fixed-income securities are subject to credit risk. Credit quality rating is one method of assessing the ability of the issuer to meet its obligation. The investment policy for fixed-income investment managers requires the securities to be rated at least "investment grade" by at least two rating agencies. Exposure to credit risk as of June 30 was as follows:

	2010		
Investment Type	S&P Ratings (Unless Noted)	Fair Value	Fair Value as a Percentage of Total Fixed Maturity Fair Value
U.S. government securities	Not rated	$ 135,668,591 (1)	45.098%
International government agencies	Not rated	2,730,148	0.908%
	A1	3,405,775	1.132%
	A2	4,311,812	1.433%
	A3	4,811,248	1.599%
	AAA	19,034,904	6.327%
	BA2	2,546,844	0.847%
	BAA1	2,888,307	0.960%
		39,729,038	13.206%
U.S. Treasury	AAA	1,913,653	0.636%
International treasuries	AAA	4,922,030	1.636%
Domestic corporate bonds	Not rated	91,381,944 (2)	30.377%
	A1	2,795,712	0.929%
	A2	3,596,355	1.195%
	A3	1,083,393	0.360%
	AA1	274,781	0.091%
	AA2	1,366,914	0.454%
	AA3	759,055	0.252%
	BAA1	2,394,214	0.796%
	BAA2	3,467,461	1.153%
	BAA3	216,495	0.072%
		107,336,324	35.679%

(Continued)

(4) CASH, CASH EQUIVALENTS, AND INVESTMENTS, CONTINUED

Credit Risk, Continued

Investment Type, Continued	S&P Ratings (Unless Noted)	2010 Fair Value	2010 Fair Value as a Percentage of Total Fixed Maturity Fair Value
International corporate bonds	AAA	1,565,748	0.520%
Mortgage-backed securities	Not rated	731,401	0.243%
	B2	909,200	0.302%
	B3	1,915,696	0.637%
	BA2	536,172	0.178%
	CAA1	2,571,480	0.855%
	CAA2	831,333	0.276%
	CAA3	671,972	0.223%
		8,167,254	2.714%
Municipal bonds	A2	1,537,769	0.511%
		$ 300,840,407	100.000%

(1) The Bond Market Index Fund is considered a U.S. government security. The fund invests primarily in treasury, corporate, and mortgage-backed securities. The concentration of the securities is long-term debt of 2 or more years. The majority of the fund is invested in Aaa rated securities, while approximately 8% is invested in Baa or lower.

(2) The Pass. Inter. Agg. Bond SL is considered a domestic corporate bond. The fund invests primarily in domestic, corporate, treasury, and mortgage-backed securities. The concentration of the securities is long-term debt of 2 or more years. The majority of the fund is invested in Aaa rated securities, while approximately 6% is invested in Baa or lower.

(4) CASH, CASH EQUIVALENTS, AND INVESTMENTS, CONTINUED

Credit Risk, Continued

	2009		
Investment Type	S&P Ratings (Unless Noted)	Fair Value	Fair Value as a Percent of Total Fixed Maturity Fair Value
U.S. government securities:			
Bond Market Index Fund	Not rated	$ 202,023,755 [1]	59.59%
Domestic corporate bonds:			
Pass. Inter. Agg. Bond SL	Not rated	137,011,818 [2]	40.41%
		$ 339,035,573	100.00%

[1] The Bond Market Index Fund is considered a U.S. government security. The fund invests primarily in treasury, corporate, and mortgage-backed securities. The concentration of the securities is long-term debt of 2 or more years. The majority of the fund is invested in Aaa rated securities, while approximately 8% is invested in Baa or lower.

[2] The Pass. Inter. Agg. Bond SL is considered a domestic corporate bond. The fund invests primarily in domestic, corporate, treasury, and mortgage-backed securities. The concentration of the securities is long-term debt of 2 or more years. The majority of the fund is invested in Aaa rated securities, while approximately 6% is invested in Baa or lower.

(4) CASH, CASH EQUIVALENTS, AND INVESTMENTS, CONTINUED

Interest Rate Risk

Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. While all investments are subject to market changes, securities invested in fixed-income index funds are more sensitive to market risk. The investment policy does not establish an overall duration period; however, it does establish benchmarks for each investment manager. As of June 30, the Plan had the following maturities:

	2010					
	Investment Maturities at Fair Value (in Years)					
	Less than 1	1 or More, Less than 5	5 or More, Less than 10	More than 10	Commingled Funds with No Duration	Total Fair Value
Fixed income securities:						
U.S. government securities	$ -	-	-	-	135,668,591	135,668,591
International corporate bonds	-	-	1,565,748	-	-	1,565,748
U.S. Treasury	-	-	-	1,913,653	-	1,913,653
International treasuries	4,922,030	-	-	-	-	4,922,030
Domestic corporate bonds	-	4,621,541	-	11,332,839	91,381,944	107,336,324
International government agencies	6,887,435	6,715,890	13,979,722	12,145,991	-	39,729,038
Mortgage-backed securities	-	-	-	8,167,254	-	8,167,254
Municipal bonds	-	-	-	1,537,769	-	1,537,769
	$ 11,809,465	11,337,431	15,545,470	35,097,506	227,050,535	300,840,407

See Independent Auditors' Report.

(4) CASH, CASH EQUIVALENTS, AND INVESTMENTS, CONTINUED

Interest Rate Risk, Continued

	2009					
	Investment Maturities at Fair Value (in Years)					
	Less than 1	1 or More, Less than 5	5 or More, Less than 10	More than 10	Commingled Funds with No Duration	Total Fair Value
Fixed income securities:						
U.S. government securities	$ -	-	-	-	202,023,755	202,023,755
Domestic corporate bonds	-	-	-	-	137,011,818	137,011,818
	$ -	-	-	-	339,035,573	339,035,573

Securities Lending

The Plan's investment policy provides for its participation in a securities lending program. The program is administered by the Plan's custodial agent. Certain securities of the Plan are loaned to participating brokers, who must provide collateral in the form of cash or U.S. Treasury or government agency securities. Under the program, the securities loaned are collateralized at a minimum of 105% of their fair values. The Plan does not have the ability to pledge or sell collateral securities without borrower default. The collateral is marked to market daily such that at the close of trading on any business day, the value of the collateral shall not be less than 100% of the fair value of the loaned securities. The Plan did not impose any restrictions regarding the amount of loans made, and the custodial agent indemnified the Plan by agreeing to purchase replacement securities or return cash collateral in the event of borrower default. There were no such failures during 2010 or 2009. The indemnification does not cover market losses associated with investing the security lending cash collateral. The loan premium paid by the borrower of the securities is apportioned between the Plan and its custodial agent in accordance with the securities lending agreement.

See Independent Auditors' Report.

(4) CASH, CASH EQUIVALENTS, AND INVESTMENTS, CONTINUED

Securities Lending, Continued

During the fiscal year, the Plan and the borrowers maintained the right to terminate all securities lending transactions on demand. The cash collateral received on each loan was invested, together with the cash collateral of other qualified tax-exempt plan lenders, in a collective investment pool. The average duration of such investment pool was 30 and 43 days as of June 30, 2010 and 2009, respectively. Because the loans were terminable at will, their duration did not generally match the duration of the investments made with cash collateral. On June 30, 2010 and 2009, the Plan had no credit risk exposure to borrowers. The collateral held and the fair value of securities on loan for the Plan as of June 30 were as follows:

Year Ended June 30	Collateral Held	Fair Value of Securities on Loan	% of Collateral Held to Securities on Loan
2010	$ 174,723,589	167,780,278	104.00%
2009	$ 140,561,540	136,061,443	103.00%

(5) DERIVATIVES AND OTHER INSTRUMENTS

Derivative instruments are financial contracts whose values depend on the values of one or more underlying assets, reference rates, or financial indexes. They include futures contracts, swap contracts, options contracts, and forward foreign currency exchange. The Plan's derivatives policy notes that derivatives may be used for the purpose of reducing or controlling risk, reducing transaction costs or shifting an asset mix. The investment policy also requires investment managers to follow certain controls and documentation and risk management procedures. The Plan uses forward foreign exchange contracts primarily to hedge foreign currency exposure. The tables below summarize the various contracts in the portfolio as of June 30, 2010. Investments in limited partnerships (alternative investments) and commingled funds may include derivatives that are not shown in the derivative totals below. The Plans investments in alternative investments are reflected at fair value and any exposure is limited to its investment in the partnership and any unfunded commitment. Commingled funds have been reviewed to insure they are in compliance with the Plan's investment policy. The notional values associated with the warrants are generally not recorded in the financial statements. The Plan does not anticipate additional significant market risk from the derivatives.

(5) DERIVATIVES AND OTHER INSTRUMENTS, CONTINUED

Derivative instruments at June 30, 2010, were as follows:

Foreign Currency Forward Contracts	Fair Value at June 30, 2010	Changes in Fair Value	Notional Amount
Net receivable	$ 618,143	1,235,063	-

The receivable is net of gross receivables of $970,487 and liabilities of $352,344. The gross receivables are supported by collateral in investments valued at $970,487 with credit risk gradings principally of AA for S&P and Aa3 for Moody's. The majority of the contracts expire by September 2010.

Other	Fair Value at June 30, 2010	Changes in Fair Value	Notional Amount
Common stock—rights	$ -	80,392	-
Common stock—warrants	$ 79,695	1,043	32,790

Fair values of all the derivative instruments were determined from market quotes of the instruments or similar instruments.

The Plan invests in mortgage-backed securities, which are reported at fair value in the statements of Plan net assets and are based on the cash flows from interest and principal payments by the underlying mortgages. As a result, they are sensitive to prepayments by mortgagees, which are likely in declining interest rate environments, thereby reducing the values of these securities. The Plan invests in mortgage-backed securities to diversify the portfolio and increase the return while minimizing the extent of risk. Details regarding interest rate risks for these investments are included under the interest rate risk disclosures.

(6) ALTERNATIVE INVESTMENTS

The Plan invests in alternative investments such as limited partnerships, limited liability companies, and other entities. The alternative investments at June 30 are summarized in the following table:

		Fair Market Value	
Investment	Purpose	2010	2009
Pequot Core Investors Fund, Inc.	Invests primarily in equity securities, domestic and foreign.	$ 2,767,498	39,725,119
JPMorgan Chase Bank Strategic Property Fund	Invests in real estate investments owned directly or through partnership interests, and mortgage loans on income-producing property.	44,752,822	47,447,870
Private Advisors Stable Value ERISA Fund, Ltd.	Invests in investment companies that are managed by external investment managers who invest in low volatility hedge funds.	114,546,164	105,309,824
T.A. Realty Associates Fund VII, L.P.	Invests in income-producing real estate properties.	17,138,830	22,610,232
Attalus Long/Short Equity Fund, Ltd.	Invests in investment companies that are managed by external investment managers who invest in long/short investments.	48,398,351	47,930,700
Grosvenor Global Long/Short Equity Fund, L.P.	Invests in investment companies that are managed by external investment managers who invest in long/short investments.	74,990,100	71,394,975
Portfolio Advisors Private Equity Fund	Invests in investment companies that are managed by external investment managers who invest in real estate assets.	7,547,122	4,933,161
		$ 310,140,887	339,351,881

See Independent Auditors' Report.

(6) ALTERNATIVE INVESTMENTS, CONTINUED

Each of the entities accounts for their investments at fair value. Investments made by several of the entities include investments of both domestic and foreign equity securities. As such, they may enter into forward contracts to purchase or sell securities at specified dates in the future at a guaranteed price in a foreign country to protect against fluctuation in exchange rates of foreign currency.

At June 30, 2010, the Plan had unfunded commitments of approximately $18,394,000 to the various partnerships.

(7) DEFERRED OPTION PLAN

As noted previously, the Plan has a Deferred Option Plan available to its members. A summary of the Deferred Option Plan for 2010 and 2009 is as follows:

		2010	2009
Assets at beginning of year	$	248,845,212	245,004,235
Employer's contributions		380,966	421,655
Retirement benefit payments		(16,899,874)	(17,847,803)
Transfers from pension plan		3,070,544	3,384,727
Interest		18,746,176	17,882,398
Assets at end of year	$	254,143,024	248,845,212

The assets shown above are included in the net assets held in trust for pension benefits as reflected on the statements of plan net assets.

See Independent Auditors' Report.

(8) "BACK" DROP PLAN

As noted previously, the Plan has a "Back" DROP Plan available to the members effective July 1, 2003. A summary of the "Back" DROP Plan for 2010 and 2009 is as follows:

	2010	2009
Assets at beginning of year	$ 39,536,541	28,868,549
Employer's contributions	4,047,591	2,243,440
Retirement benefit payments	(5,308,909)	(4,829,862)
Transfers from pension plan	14,805,380	8,193,913
Interest	7,883,417	5,060,501
Assets at end of year	$ 60,964,020	39,536,541

The assets shown are included in the net assets held in trust for pension benefits as reflected on the statements of plan net assets.

(9) CAPITAL ASSETS

The Plan has only one class of capital assets, consisting of furniture, fixtures, and equipment. A summary as of June 30 is as follows:

	Balance at June 30, 2009	Additions	Disposals	Balance at June 30, 2010
Cost	$ 227,589	19,983	-	247,572
Accumulated depreciation	(190,433)	(9,414)	-	(199,847)
Capital assets, net	$ 37,156	10,569	-	47,725

See Independent Auditors' Report.

(9) CAPITAL ASSETS, CONTINUED

	Balance at June 30, 2008	Additions	Disposals	Balance at June 30, 2009
Cost	$ 216,829	10,760	-	227,589
Accumulated depreciation	(180,745)	(9,688)	-	(190,433)
Capital assets, net	$ 36,084	1,072	-	37,156

(10) PLAN TERMINATION AND STATE FUNDING

The Plan has not developed an allocation method if it were to terminate. The Oklahoma Legislature is required by statute to make such appropriation as necessary to assure that benefit payments are made.

A suggested minimum contribution from the State of Oklahoma is computed annually by an actuary hired by the Plan. However, funding by the State of Oklahoma to the Plan is based on statutorily determined amounts rather than the actuarial calculations of the amount required to fund the Plan.

(11) FEDERAL INCOME TAX STATUS

As an instrumentality of the State of Oklahoma, as amended, the Plan is tax-exempt. It is not subject to the Employee Retirement Income Security Act of 1974, as amended. The Plan has received favorable determination from the Internal Revenue Service regarding its tax-exempt status. The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan is designed and is currently being operated in substantial compliance with the applicable requirements of the Internal Revenue Code.

(12) HISTORICAL INFORMATION

Historical trend information designed to provide information about the System's progress made in accumulating sufficient assets to pay benefits when due is presented in Exhibits I and II.

(13) LEGISLATIVE AMENDMENTS

The following is a summary of significant plan provision changes that were enacted by the Oklahoma Legislature during 2010 and 2009.

2010

- Senate Bill 2130—contained the required language necessary for the System to remain an IRS qualified plan.

2009

- House Bill 3112—effective July 1, 2008, provided a 4% cost-of-living adjustment (COLA) for members receiving benefits as of June 30, 2007.
- Senate Bill 830—effective July 1, 2008, contained the required language necessary for the System to remain an IRS qualified plan.

(14) CONTINGENCIES

The Plan is involved in legal proceedings in the normal course of operations, none of which, in the opinion of management, will have a material effect on the plan net assets or changes in plan net assets of the Plan.

SUPPLEMENTARY INFORMATION
REQUIRED BY
GOVERNMENTAL ACCOUNTING STANDARDS BOARD
STATEMENTS NO. 25 AND 50

Exhibit I

OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT PLAN
Administered by
OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT SYSTEM

SCHEDULE OF FUNDING PROGRESS

June 30, 2010

Actuarial Valuation Date	Actuarial Value of Plan Assets (a)	Actuarial Accrued Liability (AAL) Entry Age (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a Percent of Covered Payroll ((b-a)/c)
July 1, 2010	**$ 1,681,531,081**	**3,149,411,893**	**1,467,880,812**	**53.4%**	**248,520,483**	**590.6%**
July 1, 2009	1,667,981,545	3,075,087,927	1,407,106,382	54.2%	246,816,498	570.1%
July 1, 2008	1,817,177,365	2,941,207,332	1,124,029,967	61.8%	235,371,501	477.6%
July 1, 2007	1,717,070,814	2,785,218,488	1,068,147,674	61.6%	216,710,606	492.9%
July 1, 2006	1,546,486,429	2,666,305,915	1,119,819,486	58.0%	204,206,759	548.4% (1)
July 1, 2005	1,485,516,048	2,332,601,300	847,085,252	63.7%	188,968,929	448.3%
July 1, 2004	1,473,396,552	2,233,519,875	760,123,323	66.0%	173,178,595	438.9% (2)
July 1, 2003	1,496,885,848	1,946,753,099	449,867,251	76.9%	163,684,035	274.8%
July 1, 2002	1,457,170,001	1,858,079,585	400,909,584	78.4%	153,775,079	260.7%
July 1, 2001	1,438,496,849	1,734,900,620	296,403,771	82.9%	147,626,303	200.8%

(1) At July 1, 2006, an additional 1% COLA assumption was included for future benefit increases.

(2) At July 1, 2004, a 1% COLA assumption was included for future benefit increases.

See Independent Auditors’ Report.
See accompanying notes to required supplementary information.

Exhibit II

OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT PLAN
Administered by
OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT SYSTEM

SCHEDULE OF CONTRIBUTIONS FROM EMPLOYER AND OTHER CONTRIBUTING ENTITIES

June 30, 2010

		Contributions by Source			
Year Ended June 30,	**Annual Required Contributions**	**Employer Contributions**	**State Contributions**	**Total Amount Contributed**	**Percentage Contributed**
2010	**$ 187,157,125**	**28,015,512**	**54,159,341**	**82,174,853**	**43.9%**
2009	157,823,945	29,143,775	53,989,458	83,133,233	52.7%
2008	147,273,273	29,932,946	53,172,116	83,105,062	56.4%
2007	146,828,788	26,008,322	91,406,791	117,415,113	80.0%
2006	118,296,060	24,506,356	57,849,910	82,356,266	69.6%
2005	106,735,523	23,995,404	58,208,918	82,204,322	77.0%
2004	73,681,227	22,820,020	-	22,820,020	31.0%
2003	76,522,653	22,306,819	50,206,475	72,513,294	94.8%
2002	63,101,261	21,442,143	47,349,618	68,791,761	109.0%
2001	61,937,990	20,217,253	45,364,211	65,581,464	105.9%

See Independent Auditors' Report.
See accompanying notes to required supplementary information.

OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT PLAN
Administered by
OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT SYSTEM

NOTES TO REQUIRED SUPPLEMENTARY INFORMATION

June 30, 2010

The information presented in the required supplementary schedules was determined as part of an actuarial valuation by an independent enrolled actuary (Buck Consultants, LLC) at the dates indicated. Additional information as of the July 1, 2010, valuation follows:

Actuarial cost method:	Entry age
Amortization method:	Level dollar—closed
Remaining amortization:	23 years
Asset valuation method:	An expected actuarial value is determined equal to the prior year's actuarial value of assets plus cash flow (excluding realized and unrealized gains and losses) for the year ended on the valuation date and assuming a 7.5% interest return. Twenty percent (20%) of any (gain) loss is amortized over 5 years. The result is constrained to a value of 80% to 120% of the fair value at the valuation date.
Actuarial assumptions	
Investment rate of return:	7.5%
Projected salary increases*:	4% to 10%
Cost-of-living adjustments (COLA):	Half of the dollar amount of a 3% assumed increase in base pay for firefighters with 20 years of service as of May 26, 1983. Members not eligible for this increase are assumed to receive a 2% annual COLA each year.

* Includes inflation at 3%.

See Independent Auditors' Report.

REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH *GOVERNMENT AUDITING STANDARDS*

Board of Trustees
Oklahoma Firefighters Pension and Retirement System

We have audited the financial statements of the Oklahoma Firefighters Pension and Retirement Plan (the "Plan"), administered by the Oklahoma Firefighters Pension and Retirement System (the "System"), as of and for the year ended June 30, 2010, and have issued our report thereon dated October 7, 2010, which included an explanatory paragraph disclaiming an opinion on required supplementary information. We conducted our audit in accordance with auditing standards generally accepted in the United States and the standards applicable to financial audits contained in *Government Auditing Standards,* issued by the Comptroller General of the United States.

Internal Control Over Financial Reporting

In planning and performing our audit, we considered Plan's internal control over financial reporting as a basis for designing our auditing procedures for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the Plan's internal control over financial reporting.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis.

Our consideration of internal control over financial reporting was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over financial reporting that might be deficiencies, significant deficiencies, or material weaknesses. We did not identify any deficiencies in internal control over financial reporting that we consider to be material weaknesses, as defined above.

(Continued)

REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH *GOVERNMENT AUDITING STANDARDS*, CONTINUED

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Plan's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards.*

This report is intended solely for the information and use of the Board of Trustees, management of the System, and the State of Oklahoma. This report is not intended to be and should not be used by anyone other than these specified parties.

Finley + Cook, PLLC

Shawnee, Oklahoma
October 7, 2010

FINLEY & COOK
CERTIFIED PUBLIC ACCOUNTANTS

October 7, 2010

Board of Trustees
Oklahoma Firefighters Pension and Retirement System

In planning and performing our audit of the financial statements of Oklahoma Firefighters Pension and Retirement Plan (the "Plan"), administered by the Oklahoma Firefighters Pension and Retirement System (the "System") as of and for the year ended June 30, 2010, in accordance with auditing standards generally accepted in the United States, we considered Plan's internal control over financial reporting (internal control) as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we do not express an opinion on the effectiveness of the Plan's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A material weakness is a deficiency, or combination of deficiencies in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis.

Our consideration of internal control was for the limited purpose described in the first paragraph and was not designed to identify all deficiencies in internal control that might be significant deficiencies or material weaknesses and, therefore, there can be no assurance that all such deficiencies have been identified. We did not identify any deficiencies in internal control that we consider to be material weaknesses.

This communication is intended solely for the information and use of the Board of Trustees, management of the System, and the State of Oklahoma and is not intended to be and should not be used by anyone other than these specified parties.

Finley & Cook, PLLC

Shawnee, Oklahoma
October 7, 2010

1421 East 45th Street • Shawnee, OK 74804
P: 405.878.7300 • www.finley-cook.com • F: 405.395.3300