Oklahoma Police Pension and Retirement System

A Component Unit of the State of Oklahoma

Comprehensive Annual Financial Report

For the Fiscal Year Ended June 30, 2013

Oklahoma Police Pension and Retirement System

MISSION

To provide secure retirement benefits for members and their beneficiaries.

VISION

To be the best State Retirement System in Oklahoma through outstanding communication, education, customer service and financial stability.

VALUES AND BEHAVIORS

The Oklahoma Police Pension and Retirement System values its ***members****, both active and retired, and the important contributions they make* ***protecting the citizens*** *of Oklahoma.*

Expect the OPPRS ***staff*** *to exhibit integrity, ethical conduct, professionalism and a* ***commitment to superior performance*** *through teamwork, communication, mutual respect and cooperation driven to produce results.*

Effectively ***communicate*** *new statute and rule changes to municipalities, members and staff. Use technology, such as the OPPRS website, to provide information in a timely manner.*

Use every opportunity to continually ***educate*** *members, municipalities, the OPPRS board and staff.*

Utilize the most current ***technology*** *to manage and operate the OPPRS.*

Provide every member a forum for timely and fair ***due process*** *regarding applications and appeals.*

Strive to maintain ***financial stability*** *by actively managing a broadly diversified investment portfolio designed to cover the current and future cost of benefits.*

GOALS

Provide exceptional communication and education to our membership.

Adopt new technology that can be effectively and efficiently utilized to manage the OPPRS.

Encourage teamwork and training to provide workflow continuity as staffing evolves.

Support the Oklahoma State Legislature regarding laws impacting the OPPRS and its members.

Oklahoma Police Pension and Retirement System

A Component Unit of the State of Oklahoma

Comprehensive Annual Financial Report

For the Fiscal Year Ended June 30, 2013

Steven K. Snyder
Executive Director
Chief Investment Officer

Prepared by the Finance Department of the Oklahoma Police Pension and Retirement System

Deric Berousek
Chief Financial Officer

Judy Q. Cong
Comptroller

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Introductory Section

OKLAHOMA POLICE PENSION &
RETIREMENT SYSTEM
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OKLAHOMA CITY, OK 73116-7335
TELEPHONE (405) 840-3555 · FAX (405) 840-8465 · 1-800-347-6552
WWW.OPPRS.OK.GOV

Letter of Transmittal

November 27, 2013

To the Board of Trustees and Members of the Oklahoma Police Pension and Retirement System:

We are pleased to submit the Comprehensive Annual Financial Report (CAFR) of the Oklahoma Police Pension and Retirement System (OPPRS) for the fiscal year ended June 30, 2013. The objective of this report is to present a concise and complete picture of the Plan's financial, actuarial and investment results.

Responsibility for the accuracy of data, as well as the completeness and fairness of the presentation of this report, rests with the OPPRS management. Management relies on a comprehensive framework of internal controls to provide a reasonable, but not absolute, assurance that the financial statements are free of material misstatements. Management has established internal controls to protect the assets of OPPRS from loss, theft, or misuse, and continually reviews the control structure to ensure that the costs are reasonable in relation to the benefits provided.

The basic financial statements are prepared in accordance with generally accepted accounting principles as promulgated by the Governmental Accounting Standards Board. Finley & Cook, PLLC, has audited the financial statements included in this report and issued an unmodified opinion on the financial statements for the year ended June 30, 2013. The Independent Auditors' Report is located at the front of the financial section within this report.

Management's Discussion and Analysis (MD&A) immediately follows the Independent Auditors' Report and provides a narrative introduction, overview and analysis of the basic financial statements. The MD&A compliments this letter of transmittal and should be read in conjunction with it.

Profile of the System

The Oklahoma Police Pension and Retirement System (the "System") was established by legislative act and became effective on January 1, 1981. The System is administrator of a multi-employer, cost-sharing defined benefit pension plan that provides participants with retirement, death, and disability benefits as well as a deferred option plan (the "Deferred Option"), as established by the State of Oklahoma. These plans are considered a single plan for financial reporting purposes. The System is a component unit of the State of Oklahoma financial reporting entity, and is combined with other similar defined benefit pension trust funds to comprise the fiduciary-pension trust funds within the State's financial reports. The System covers substantially all police officers employed by the 135 participating municipalities and state agencies within the State of Oklahoma. The mission of the System is to provide secure retirement benefits for the members of the System and their beneficiaries.

The Oklahoma Police Pension and Retirement Board is comprised of thirteen (13) members. Seven Board members are elected by members of the System (six are active police officers, and one is a retired member). One Board member is appointed by the Governor, one by the Speaker of the House, one by the President Pro Tempore of the Senate and one by the President of the Oklahoma Municipal League. The two remaining Board members are the State Insurance Commissioner or the Commissioner's designee and the Director of State Finance or the Director's designee.

The Oklahoma Police Pension and Retirement Board of Trustees (the "Board") is responsible for the operation, administration and management of the System. The Board also determines the general investment policy of the System's assets.

Revenues and Funding

A pension plan is considered well funded when it has sufficient reserves to meet all expected future obligations to its plan members. A pension plan must also have revenue sources sufficient to keep pace with future obligations. The primary sources of revenue for the System are member contributions, employer contributions, dedicated revenue from the State of Oklahoma, and investment income. For fiscal year 2013, total contributions totaled $87.6 million, a $6.5 million increase over the prior year. Fiscal 2013 investment income was $221.1 million, considerably more than fiscal 2012's total of $8.4 million. Strong equity market returns, both domestically and abroad, provided solid investment returns for the year.

The System's funded status decreased slightly for fiscal 2013 to 89.3% from 90.2% in the prior year. This modest decrease in the funded status of the plan is due primarily to the growth of the system's assets not being as strong as anticipated for the fiscal year. However, the plan remains well positioned to meet future liabilities while also providing capital to fund new investment opportunities that arise.

The System's primary expenses are the payment of member retirement benefits. These payments include normal retirement benefits, refunds, deferred option payments and death benefits. The System also incurs administrative expenses in the form of employee salaries and benefits, legal fees, investment fees, data processing fees, and medical and travel costs. For fiscal 2013, total expenses of the system were $117.6 million, an increase of $5.3 million from the prior fiscal year. This increase was primarily due to increased benefit and deferred option payments for the year.

Investments

In order to fulfill their fiduciary responsibilities, the Board retains investment managers to ensure that the assets of the system are being adequately invested at all times, and to assist with the development and implementation of a prudent asset allocation to maximize investment results while mitigating excessive risk. The Board utilizes an investment consultant firm to provide performance measurement of the portfolio, and this firm also compares the management of funds and the investment returns against other similar funds and trusts to ensure the effectiveness of implemented investment strategies.

The primary objective of the System's investment strategy is to obtain the highest maximum return on invested assets within an acceptable level of risk. The cornerstone of the investment strategy is to identify, locate and purchase investments that complement the existing portfolio of assets. New portfolio additions are generally anticipated to offer strong investment performance while improving the diversification of the portfolio. Likewise, investments that have underperformed their expectations, or that no long fit within the allocation model, are sold as it is prudent do so. Additionally, the Board periodically reviews the strategic asset allocation to ensure that expected return and risk (as measured by standard deviation) is consistent with the Systems long-term objectives and tolerance for risk. As a result of this investment structure, the System had a net yield on assets of 12% for fiscal 2013.

Legislation and Outlook

The following Legislation passed during the 1st Session of the 54th Legislature (2013) amending statutes pertaining to the Oklahoma Police Pension and Retirement System:

HB 1324 – An act modifying an annuity table reference in regard to the Oklahoma Police Pension & Retirement System

Although the investment landscape has been challenging over the last five years, the System has achieved a positive investment return for 8 of the last 10 fiscal years. The System's largest losses came during the severe market conditions encountered in fiscal year's ended June 30, 2008 and 2009, where investment losses were –2.77% and –16.59%, respectively. While these losses were significant, the System weathered this correction much better than the market as a whole. Additionally, the System has experienced returns in excess of the actuarial discount rate of 7.5% in 7 of the last 10 years, a tremendous factor in helping the System achieve and maintain its current funded status. Looking forward to fiscal 2014, the System continues to pursue additional strategic allocations in real property and has almost funded a new fund of funds investment designed to improve up market performance over the previous manager while concurrently lowering costs. The System's current investment strategies and allocations keep the portfolio well diversified, offering considerable up market participation while seeking to protect the assets of the System during periods of high volatility and market underperformance.

From an actuarial standpoint, the fund currently has a very strong funded ratio of 89.3%. Most experts consider a funded ratio of between 80%-90% to be indicative of a well funded plan. The System's actuary has also projected that achievement of the expected returns and rates of contribution over the next two years will further improve the System's funded ratio to 94.7% by the end of fiscal 2015.

Awards and Acknowledgements

The Government Finance Officers Association of the United States and Canada (GFOA) awarded a Certificate of Achievement for Excellence in Financial Reporting to the Oklahoma Police Pension and Retirement System for its Comprehensive Annual Financial Report for the fiscal year ended June 30, 2012.

To earn this certificate an entity must publish a comprehensive annual financial report that conforms to GFOA's program requirements and standards. The CAFR must be efficiently and effectively presented, and must satisfy all legal requirements as well as conform to generally accepted accounting principles.

The GFOA Certificate of Achievement only covers a one year period. The Oklahoma Police Pension and Retirement System received its first Certificate for the fiscal year ended June 30, 2011. We believe this report continues to meet GFOA's Certificate program requirements, and we are submitting it to them.

The preparation of this report would not have been possible without the efficient and dedicated service of the entire OPPRS staff. We would also like to credit the Board of Trustees for their unwavering efforts to maintain the highest level of professionalism in the financial management of the Oklahoma Police Pension and Retirement System.

Respectfully submitted,

Steven K. Snyder Executive Director Chief Investment Officer	Deric Berousek Chief Financial Officer

OPPRS Board of Trustees

Jim Keesee
Chairman
District 4

Ryan Perkins
Vice Chairman
District 5

Tom Custer
District 1

Craig Akard
District 2

Rick Smith
District 3

Jeffery Pierce
District 6

W. B. Smith
District 7

Andy McPherson
Governor Appointee

Timothy Foley
Speaker of the House of Representatives Appointee

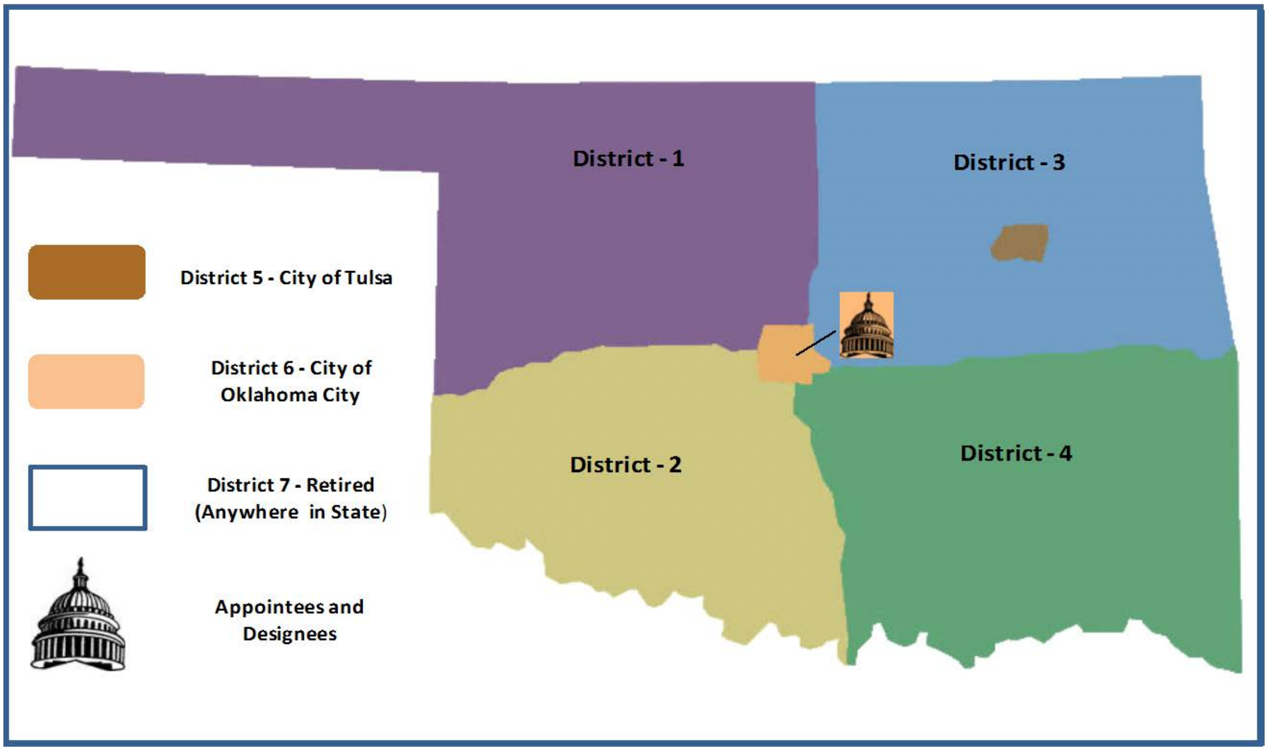
Susan Knight
Senate President Pro Tempore Appointee

Tony Davenport
Oklahoma Municipal League Appointee

Frank Stone
Designee of the State Insurance Commissioner

Brandy Manek
Designee-Director of the Office of Management and Enterprise Services

Oklahoma Police Pension Board - Districts, Appointees and Designees



District 1 Board Member- North of I-40 and west of I-35, excluding any area comprising Oklahoma City.

District 2 Board Member- South of I-40 and west I-35, excluding any area comprising Oklahoma City.

District 3 Board Member- North of I-40 and east of I-35, excluding any area comprising Oklahoma City or Tulsa.

District 4 Board Member- South of I-40 and east of I-35, excluding any area comprising Oklahoma City.

District 5 Board Member - Comprising the area within the City of Tulsa.

District 6 Board Member - Comprising the area within the City of Oklahoma City.

District 7 Board Member - The entire area of the State, but must be retired.

8th Member of the Board - Appointed by the Speaker of the House of Representatives.

9th Member of the Board - Appointed by the President Pro Tempore of the Senate.

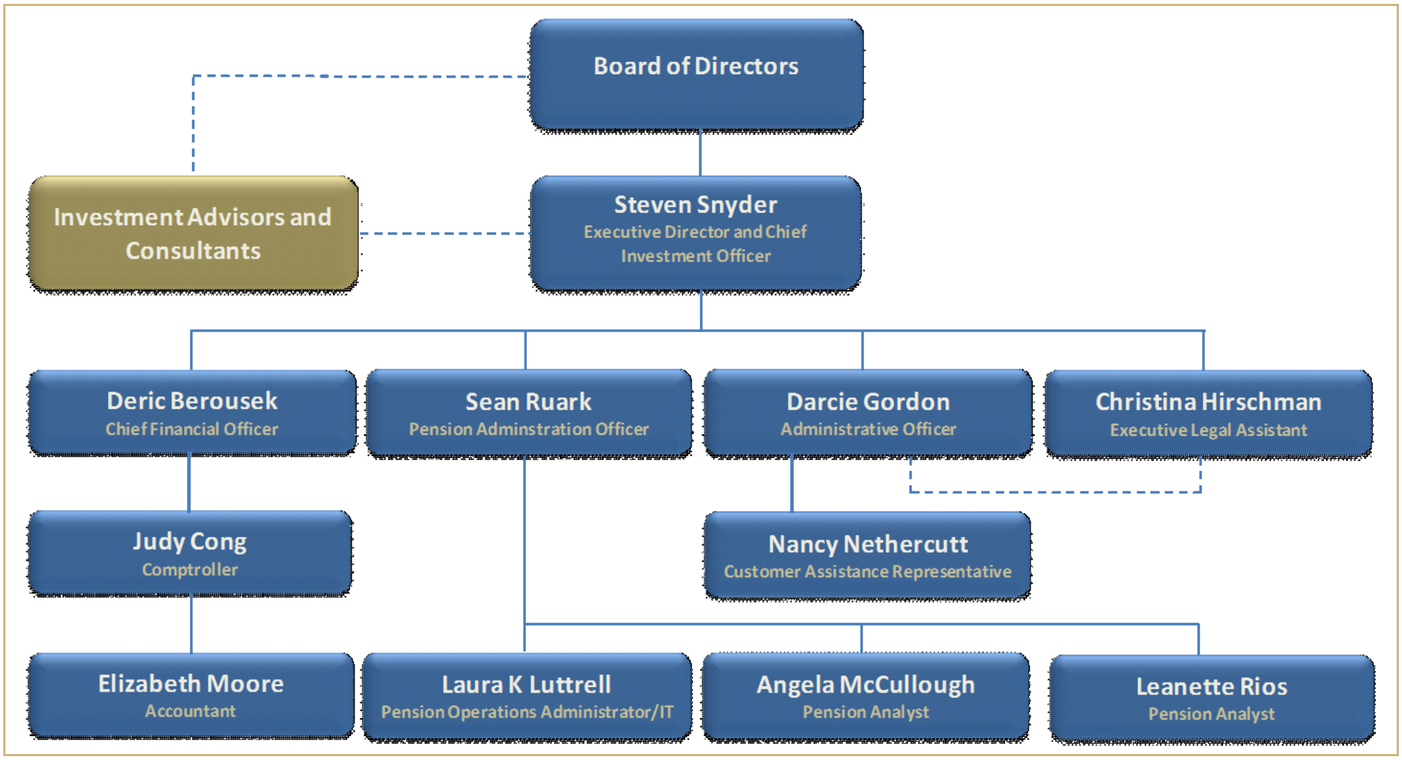
10th Member of the Board - Appointed by the Governor.

11th Member of the Board - Appointed by the President of the Oklahoma Municipal League.

12th Member of the Board - The State Insurance Commissioner or the Commissioner's designee.

13th Member of the Board - The Director of Management and Enterprise Services (formerly the Office of State Finance), or the Director's designee.

Organization of the Oklahoma Police Pension and Retirement System



Professional Advisors and Consultants*

Actuary
Buck Consultants, LLC
14911 Quorum Drive, Suite 200
Dallas, TX 75254

Property Management Services
Wiggin Properties, LLC
5801 N. Broadway, Suite 120
Oklahoma City, OK 73118

Investment Consultant
Asset Consulting Group, LLC
231 S. Bemiston, 14th Floor
St. Louis, MO 63105

Independent Auditor
Finley & Cook, PLLC
1421 E. 45th Street
Shawnee, OK 74804

Legal Services (Tax and Pensions)
Davis, Graham & Stubbs, LLC
1550 Seventeenth Street, Suite 500
Denver, CO

Master Trustee (Custodian)
Bank of New York Mellon
135 Santilli Highway, 026-0313
Everett, MA 02149

Legal Services (Litigation)
GableGotwals
One Leadership Square, 15th Floor
211 N. Robinson
Oklahoma City, OK 73102

* - The schedule of Investment Expenses and Professional Consultant Fees in the Other Supplementary Information Section and the Schedule of Investment Fees & Broker Commissions in the Investment Section contain additional information regarding professional advisors and consultants.

Government Finance Officers Association

Certificate of Achievement for Excellence in Financial Reporting

Presented to

Oklahoma Police Pension & Retirement System

For its Comprehensive Annual Financial Report for the Fiscal Year Ended

June 30, 2012

Executive Director/CEO

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Financial Section

FINLEY & COOK
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

To the Board of Trustees of
the Oklahoma Police Pension and Retirement System

Report on the Financial Statements

We have audited the accompanying financial statements of the Oklahoma Police Pension and Retirement Plan (the "Plan"), administered by the Oklahoma Police Pension and Retirement System, which is a part of the State of Oklahoma financial reporting entity, which comprise the statements of plan net position as of June 30, 2013 and 2012, and the related statements of changes in plan net position for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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 from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net position of the Plan as of June 30, 2013 and 2012, and the changes in net position of the Plan for the years then ended in accordance with accounting principles generally accepted in the United States.

Emphasis of Matter

As discussed in Note 2 to the financial statements, in 2013 the Plan adopted new accounting guidance, Statement No. 63 of the Governmental Accounting Standards Board (GASB), *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position*. Our opinion is not modified with respect to this matter.

(Continued)

INDEPENDENT AUDITORS' REPORT, CONTINUED

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States require that the management's discussion and analysis on pages 17 through 21 and the schedule of funding progress, the schedule of contributions from the employer and other contributing entities, and the notes to the required supplementary information in Exhibits I, II, and III 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.

Other Information

Our audits were conducted for the purpose of forming opinions on the financial statements that collectively comprise the Plan's basic financial statements. The introductory section, the investment section, the actuarial section, the statistical section, and Schedules I, II, and III are presented for purposes of additional analysis and are not a required part of the basic financial statements.

The supplementary information in Schedules I, II, and III is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audits of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States. In our opinion, the supplementary information in Schedules I, II, and III is fairly stated in all material respects in relation to the financial statements as a whole.

The introductory, investment, actuarial, and statistical sections have not been subjected to the auditing procedures applied in the audits of the basic financial statements and, accordingly, we do not express an opinion or provide any assurance on them.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated September 16, 2013, 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 internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Plan's internal control over financial reporting and compliance.

Finley + Cook, PLLC

Shawnee, Oklahoma
September 16, 2013

Management's Discussion and Analysis

This discussion and analysis is presented by the management of the Oklahoma Police Pension and Retirement System, administrator of the Oklahoma Police Pension and Retirement Plan (collectively the "System" or "OPPRS"). This narrative and analysis offers a summary review of the System's financial activity for the fiscal years ended June 30, 2013, 2012 and 2011. The letter of transmittal preceding this narrative and the System's financial statements which follow should be referred to in conjunction with this analysis.

Financial Highlights

	For the Fiscal Year Ended June 30, (amounts in thousands)			% Change	% Change	% Change
	2013	2012	2011	2013 from 2012	2012 from 2011	2011 from 2010
Net Position of the System	$ 1,969,169	$ 1,777,980	$ 1,800,742	10.8%	-1.3%	16.3%
Contributions:						
Participating Cities	34,645	32,896	31,846	5.3%	3.3%	-1.2%
Plan members	21,518	20,113	19,489	7.0%	3.2%	-0.7%
Insurance Pemium Tax	31,412	28,092	24,645	11.8%	14.0%	10.6%
Net Investment Income (loss)	221,174	8,374	282,305	2541.2%	-97.0%	73.1%
Benefits paid, including refunds and deferred option benefits	115,247	110,285	104,658	4.5%	5.4%	-3.2%
Change in Plan Net Position	191,189	(22,762)	251,915			
Funded Ratio of the Plan	89.3%	90.2%	93.0%	-1.0%	-3.0%	24.2%
Total Plan Membership	8,580	8,412	8,185	2.0%	2.8%	1.3%

- System net position increased $191.2 million, or 10.8%, to $1.97 billion for fiscal year 2013, due to solid investment returns for the year. Flat investment returns in fiscal year 2012 slightly decreased net position by ($22.8) million, or (1.3%), to $1.78 billion. Outstanding investment performance in fiscal year 2011 improved the System's net position by 16.3% over the prior fiscal year.

- The System's fiscal year 2013 funded ratio decreased (1.0%) to 89.3% from 90.2% for fiscal year 2012. This change resulted primarily from a larger than expected decrease in the actuarial value of assets for fiscal 2013. The System's funded ratio decreased (3.0%) in fiscal year 2012 to 90.2% from 93.0% in fiscal year 2011 due primarily to lower than expected investment returns for the year. Overall, with a funded ratio in excess of 89%, the plan remains financially sound and well positioned for meeting future liabilities.

- The System saw its total membership grow by 168 in fiscal year 2013 after a net increase of 227 members in fiscal 2012. In fiscal year 2011 the System's total membership grew by 105 members over fiscal year 2010. Fiscal 2013 contributions from participating employers and plan members increased 5.3% and 7.0%, respectively, for the year. Improving State insurance premium tax collections for fiscal 2013 increased the System's portion of this tax by 11.8% or $3.32 million over fiscal 2012.

Overview of the Financial Statements

This discussion and analysis introduces the System's basic financial statements. They are comprised of 1) *The Statement of Plan Net Position*, 2) *The Statement of Changes in Plan Net Position*, and 3) *Notes to the Financial Statements.* This report also includes required supplementary information and other supplemental schedules. The System is a defined benefit, cost-sharing, multi-employer pension plan and is a component unit of the State of Oklahoma. The System, combined with other similar plans, form the State of Oklahoma's fiduciary pension trust funds. The financial statements are presented using the flow of economic resources measurement focus and the accrual basis of accounting, similar in most regards to that of private business.

The System's *Statement of Plan Net Position* presents the ending balance of assets and liabilities at a specific moment in time. Assets of the system include cash and cash equivalents, investments, receivables and capital assets. System liabilities are primarily accounts and benefits payable. The difference between assets and liabilities produce a "net position" balance representing the fair value of assets held in trust to pay future benefits. Net positions shown increasing over time indicate improving financial conditions within the System, while a decrease in net position represents a decline in financial condition.

The S*tatement of Changes in Plan Net Position* details the sources of income and uses of resources that affected the System's financial performance for a specified period or periods. The System's primary income sources are from city and member contributions, a dedicated portion of the State of Oklahoma Insurance Premium Tax, investment gains or losses and investment income. Retirement benefits, investment charges and administrative costs are the primary expenses of the System.

The *Notes to the Financial Statements* immediately following the System's financial statements should be considered an integral part of the financial statements. The notes cover significant details about the System's financial structure and activities, providing a more complete understanding of the System's financial results.

A *required supplementary information* section follows the notes. It includes the schedule of funding progress and the schedule of employer contributions. These schedules offer a useful means of assessing the long-term changes in the systems assets and liabilities, funded ratio, changes in unfunded actuarial accrued liabilities, and how effectively contributors to the System have matched their actuarially determined annual required contributions.

Other supplementary information contains several schedules that provide significant details regarding investment expenses, administrative expenses, and fees paid to consultants.

Condensed Financial Analysis

Condensed financial information for the System is presented in the following tables. This information provides a summary of the System's financial activity for the years ended June 30, 2013, 2012 and 2011.

Condensed Summary of Plan Net Position

	For the Fiscal Year Ended June 30, (amounts in thousands) 2013	2012	2011	% Change 2013 from 2012	% Change 2012 from 2011	% Change 2011 from 2010
Cash and cash equivalents	$ 66,068	$ 47,146	$ 33,516	40.1%	40.7%	46.2%
Receivables	12,903	15,509	10,867	-16.8%	42.7%	7.3%
Investments, at fair value	1,899,075	1,726,208	1,771,589	10.0%	-2.6%	16.1%
Securities lending collateral	20,003	26,729	44,578	-25.2%	-40.0%	-8.7%
Capital assets	507	710	913	-28.6%	-22.2%	-10.0%
Total Assets	1,998,556	1,816,302	1,861,463	10.0%	-2.4%	15.7%
Other liabilities	9,384	11,593	16,143	-19.1%	-28.2%	43.1%
Securities lending collateral	20,003	26,729	44,578	-25.2%	-40.0%	-8.7%
Total Liabilities	29,387	38,322	60,721	-23.3%	-36.9%	1.0%
Net Position	$ 1,969,169	$ 1,777,980	$1,800,742	10.8%	-1.3%	16.3%

Condensed Summary of Changes in Plan Net Position

	For the Fiscal Year Ended June 30, (amounts in thousands) 2013	2012	2011	% Change 2013 from 2012	% Change 2012 from 2011	% Change 2011 from 2010
Contributions	$ 87,575	$ 81,101	$ 75,980	8.0%	6.7%	2.5%
Net investment income	221,174	8,374	282,305	2541.2%	-97.0%	73.1%
Total Additions	308,749	89,475	358,285	245.1%	-75.0%	51.0%
Benefits and refunds paid	95,817	91,261	88,960	5.0%	2.6%	5.6%
Deferred option benefits paid	19,690	19,024	15,698	3.5%	21.2%	-34.4%
Administrative expenses	2,053	1,952	1,712	5.2%	14.0%	0.2%
Total Deductions	117,560	112,237	106,370	4.7%	5.5%	-3.2%
Total Changes in Plan Net Position	191,189	(22,762)	251,915	N/M*	-109.0%	97.8%
Beginning Net Position	1,777,980	1,800,742	1,548,827	-1.3%	16.3%	9.0%
Ending Net Position	$ 1,969,169	$ 1,777,980	$ 1,800,742	10.8%	-1.3%	16.3%

* - (N/M) Percentage change is not meaningful when prior period comparative amount is negative.

Analysis of Overall Financial Position and Results of Operations

For the fiscal year ended June 30, 2013, the System's Net Position increased $191.2 million, or 10.8%, to $1.96 billion, due primarily to an exceptional investment climate that improved total investment returns. Contributions from participating employers and plan members registered moderate increases for the year, while insurance premium tax collections from the State were once again up for the year on stable economic conditions. The System's equity exposure performed strongly for the fiscal year, while the fix income components provided a mild drag on performance. Fiscal 2013 investment returns were $221.2 million, up significantly from the limited return earned in fiscal 2012. Members receiving benefits increased by 91 to 3,239 for fiscal year 2013, increasing benefit payments by 5.0% to $95.8 million, an increase of $4.6 million over fiscal year 2012. Payouts to deferred option participants for fiscal 2013 increased slightly by $.7 million over fiscal 2012, a 3.5% increase for the year, as payments remained at a normal level after an abnormally low participation payout rate in fiscal 2011. Since deferred option payouts are individual elections, this expense can vary considerably from one year to the next.

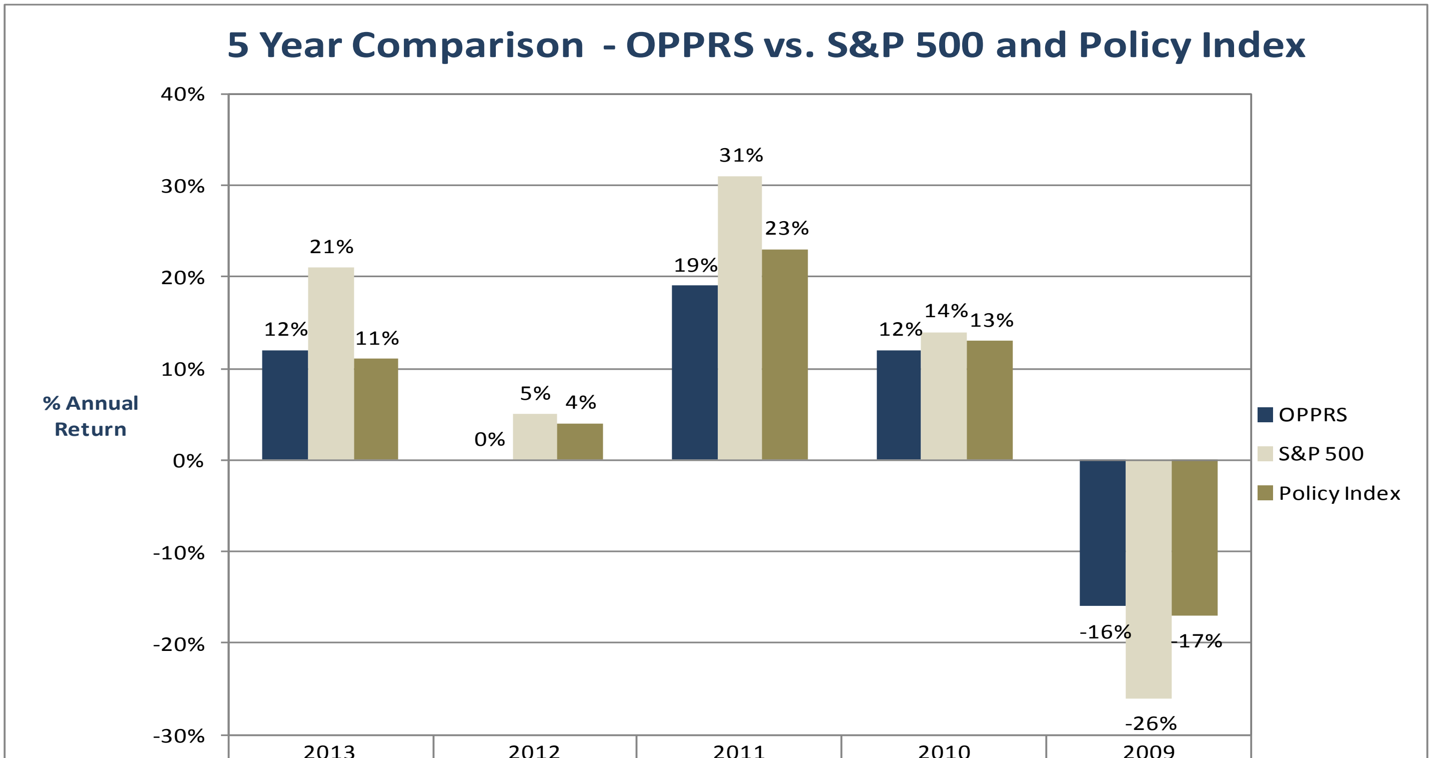
Fiscal year ended June 30, 2012 System Net Position decreased $22.8 million, or -1.3%, over fiscal 2011, primarily due to a net investment return of $8.4 million for the year. Challenging market returns only contributed $8.4 million in net investment income, a 97.0% decrease from the strong fiscal returns in 2011. Contributions remained relatively consistent for fiscal 2012, increasing 6.7% over fiscal 2011 to $81.1 million. Although regular benefit payments increased slightly in fiscal 2012, a return to more normal deferred options payout for the year led to a 5.42% increase in total benefit payments over fiscal 2011.

The System is funded by contributions from participating cities and their police officers, a dedicated percentage of the State of Oklahoma's insurance premium tax, and returns generated by investing the System's assets. In total, contributions increased during fiscal year 2013 compared to fiscal year 2012, due primarily to an increase in insurance premium tax collections of $3.3 million, or 11.8%, to $31.4 million. Contributions also increased during fiscal year 2012 compared to fiscal year 2011, due primarily to an increase in insurance premium tax collections of $3.4 million, or 14%. Presently the System receives 14% of the State's total insurance premium tax collected. The System received $31.4 million, $28.1 million, and $24.7 million for the fiscal years ended June 30, 2013, 2012 and 2011, respectively.

For fiscal year 2013, total benefit payments, including refunds and deferred option benefits, increased 4.7% to $115.5 million, over fiscal year 2012. This was due primarily to an increase in the number of members retiring in fiscal 2013 and their election to take distributions from the deferred option plans. Increased retirements and deferred option participation for fiscal year 2012 led to a 5.4% increase in total benefit payments, to $110.3 million, over fiscal year 2011.

Administrative expenses are composed primarily of payroll and related expenses for the employees of the System, legal and professional fees, data processing fees, medical and travel costs, and depreciation. Total administrative expenses for the year ended June 30, 2013, increased 5.2% over fiscal year 2012, due primarily to increased personnel costs and additional required professional fees for the year. Total administrative expenses for fiscal year ended June 30, 2012, increased 14% over the fiscal year 2011 due to increased professional fees and the first full year of depreciation on the System's new operating software asset.

The System's net yield on average assets was approximately 12% for the fiscal year ended June 30, 2013, as a result of strong gains on invested assets. Since the System values its investments at fair value, increasing volatility in both local and global markets can have a significant impact on the net position and operating results of the System. The System's net yield on average assets as compared to the S&P 500 stock index, an unmanaged pool of domestic equities, and its policy index, a combination of unmanaged domestic and international indices, were as follows for the periods ended June 30:



	2013	2012	2011	2010	2009
OPPRS	12%	0%	19%	12%	-16%
S&P 500	21%	5%	31%	14%	-26%
Policy Index	11%	4%	23%	13%	-17%

The System has experienced solid total return performance over the last 5 years, with broad asset diversification policies providing excellent up year returns while offering significant downside protection during challenging market conditions. Although the System is directly impacted by overall stock market changes, investments are made based on the expectation of long-term performance and in the best interest of the System's members. With over $1.96 billion of assets allocated across a highly diversified range of investments, the System has the financial resources to maintain its current investment strategies while continually reviewing suitable investment options that will benefit its members.

Other Matters

As a matter of policy, the System attempts to stay fully invested at all times. Consequently, the System's Net Position could be affected should global stock and bond market volatility increase, or should such markets encounter an extended period of decline.

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 Chief Financial Officer, Oklahoma Police Pension and Retirement System, 1001 N.W. 63rd Street, Suite 305, Oklahoma City, OK 73116-7335. Additional information may also be obtained by visiting the System's website located at www.OPPRS.ok.gov.

STATEMENTS OF PLAN NET POSITION

June 30,	*2013*	*2012*
	(Amounts in Thousands)	
Assets		
Cash and cash equivalents	$ 66,068	47,146
Receivables:		
Interest and dividends receivable	3,348	3,157
Contributions receivable from cities	1,734	1,529
Contributions receivable from participants	1,058	954
Insurance premium tax receivable	6,616	5,520
Receivable from brokers	147	4,349
Total receivables	12,903	15,509
Investments, at fair value:		
U.S. government securities	12,994	18,418
Domestic corporate bonds	256,042	240,035
International corporate bonds	104,311	104,480
Domestic stocks	543,003	441,609
International stocks	257,200	205,997
Equity—real estate investment trusts	13,911	7,508
Alternative investments	644,269	654,318
Real estate fund	63,595	50,143
Real estate—Columbus Square	3,750	3,700
Total investments, at fair value	1,899,075	1,726,208
Securities lending collateral	20,003	26,729
Capital assets	507	710
Total assets	1,998,556	1,816,302
Liabilities		
Payable to brokers	694	3,599
Accounts payable	1,020	1,214
Deferred option benefits payable	7,670	6,780
Securities lending collateral	20,003	26,729
Total liabilities	29,387	38,322
Net position restricted for pensions	**$ 1,969,169**	**1,777,980**

STATEMENTS OF CHANGES IN PLAN NET POSITION

Years Ended June 30,		*2013*	*2012*
		(Amounts in Thousands)	
Additions			
Contributions:			
Cities	$	34,645	32,896
Plan members		21,518	20,113
Insurance premium tax		31,412	28,092
Total contributions		87,575	81,101
Investment income:			
From investing activities:			
Net appreciation in fair value of investments		212,083	1,676
Interest		7,840	7,547
Dividends		12,614	10,318
Other		551	590
Total investment income		233,088	20,131
Less investment expense		(11,973)	(11,811)
Income from investing activities		221,115	8,320
From securities lending activities:			
Securities lending income		35	127
Securities lending expenses:			
Borrower rebates, net		49	(49)
Management fees		(25)	(24)
Income from securities lending activities		59	54
Net investment income		221,174	8,374
Total additions		308,749	89,475
Deductions			
Benefits paid		93,987	89,691
Deferred option benefits		19,690	19,024
Refunds of contributions		1,830	1,570
Administrative expenses		2,053	1,952
Total deductions		117,560	112,237
Changes in net position		**191,189**	**(22,762)**
Net position restricted for pensions:			
Beginning of year		1,777,980	1,800,742
End of year	**$**	**1,969,169**	**1,777,980**

NOTES TO FINANCIAL STATEMENTS

June 30, 2013 and 2012

(1) NATURE OF OPERATIONS

The Oklahoma Police Pension and Retirement System (the "System") was established by legislative act and became effective on January 1, 1981. The System is the administrator of a multiple-employer, cost-sharing defined benefit pension plan that provides participants with retirement, death, and disability benefits and a deferred option plan (the "Deferred Option"), both established by the State of Oklahoma. These plans are considered a single plan for financial reporting purposes. The System is part of the State of Oklahoma financial reporting entity and is included in the State of Oklahoma's financial reports as a pension trust fund. The System covers substantially all police officers employed by the 135 participating municipalities and state agencies within the state of Oklahoma.

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 Oklahoma Police Pension and Retirement Board of Trustees (the "Board") is responsible for the operation, administration, and management of the System. The Board also determines the general investment policy of the System's assets.

The System's participants at June 30 consisted of:

	2013	2012
Retirees and beneficiaries currently receiving benefits	3,239	3,148
Vested members with deferred benefits	118	126
Deferred Option plan members	27	37
	3,384	3,311
Active plan members:		
Vested	2,354	2,364
Nonvested	2,842	2,737
Total active plan members	5,196	5,101
Total members	8,580	8,412
Number of participating municipalities and state agencies	135	133

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

(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—an amendment of GASB Statements No. 25 and No. 27* (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

In December 2010, GASB issued Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements* (GASB 62). The objective of GASB 62 is to incorporate into the GASB's authoritative literature certain accounting and financial reporting guidance that is included in the following pronouncements issued on or before November 30, 1989, which does not conflict with or contradict GASB pronouncements:

1. Financial Accounting Standards Board (FASB) Statements and Interpretations
2. Accounting Principles Board Opinions
3. Accounting Research Bulletins of the American Institute of Certified Public Accountants' (AICPA) Committee on Accounting Procedures

The requirements in GASB 62 will improve financial reporting by contributing GASB's efforts to codify all sources of generally accepted accounting principles for state and local governments so that they derive from a single source. GASB 62 is effective for financial statements for periods beginning after December 15, 2011, with earlier application encouraged. The provisions of GASB 62 are required to be applied retroactively for all periods presented. The Plan adopted GASB 62 as of July 1, 2012. The adoption had no material effects on the Plan's operations or net position.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

Recent Accounting Pronouncements, Continued

In June 2011, GASB issued Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position* (GASB 63). The objective of GASB 63 is to provide guidance for reporting deferred outflows of resources, deferred inflows of resources, and net position in a statement of financial position and related disclosures. The pronouncement will improve financial reporting by standardizing the presentation of deferred outflows of resources and deferred inflows of resources and their effects on a government's net position. It alleviates uncertainty about reporting those financial statement elements by providing guidance where none previously existed. The provisions of this statement are effective for financial statements for periods beginning after December 15, 2011. The Plan adopted GASB 63 effective July 1, 2012. The adoption of the statement required the Plan to adopt the term "net position" as required. In addition, as required by GASB 63, the Plan determined that as of June 30, 2013 and 2012, there were no items of deferred outflows of resources or deferred inflows of resources to be reported.

In March 2012, GASB issued Statement No. 65, *Items Previously Reported as Assets and Liabilities* (GASB 65). The objective of GASB 65 is to establish accounting and financial reporting standards that reclassify, as deferred outflows of resources or deferred inflows of resources, certain items that were previously reported as assets or liabilities and recognizes, as outflows of resources or inflows of resources, certain items that were previously reported as assets and liabilities. The provisions of this statement are effective for financial statements for periods beginning after December 15, 2012.

In June 2012, GASB issued Statement No. 67, *Financial Reporting for Pension Plans* (GASB 67). GASB 67 addresses reporting by pension plans that administer benefits for governments and outlines basic framework for the separately issued financial reports of defined benefit pension plans, and details note disclosure requirements for defined benefit and defined contribution pension plans. This statement is effective for financial statements for periods beginning after June 15, 2013.

Use of Estimates

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

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

Risks and Uncertainties

Contributions to the Plan and the actuarial information in Exhibits I, II, and III 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 the uncertainties inherent in setting assumptions, that the effect of such changes could be material to the financial statements.

Plan Contributions

Contributions to the Plan are recognized when due pursuant to formal commitments, as well as statutory or contractual requirements.

Plan Benefit Payments and Refunds

Benefits and refunds of the Plan are recognized when due and payable in accordance with the terms of the Plan.

Investments

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

Method Used to Value Investments—Plan investments are reported at fair value. Short-term investments include an investment fund composed of an investment in units of a commingled trust fund of the Plan's custodial agent (which is valued at cost, which approximates fair value), commercial paper, treasury bills, and U.S. government agency securities. 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 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 (loss) includes net appreciation (depreciation) in the fair value of investments, interest income, dividend income, investment income from real estate, securities lending income and expenses, and investment expenses, which includes investment management and custodial fees and all other significant investment related costs. Foreign currency translation gains and losses are reflected in the net appreciation (depreciation) in the fair value of investments. Investment income from real estate includes the Plan's share of income from operations, net appreciation in the fair value of the underlying real estate properties, and the Plan's real estate investment management fees. The fair value of the limited partnerships is determined by managers of the partnerships based on the values of the underlying assets.

The Plan's international investment managers enter into forward foreign exchange contracts to protect against fluctuation in exchange rates between the trade date and the settlement date of foreign investment transactions. The gains and losses on these contracts are included in income in the period in which the exchange rates change.

The Plan may invest in various traditional financial instruments that fall under the broad definition of derivatives. The Plan's derivatives may include collateralized mortgage obligations, convertible stocks and bonds, and variable rate instruments. These investments 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 combinations 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 and 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 such changes could materially affect the amounts reported in the statements of plan net position.

The investment policy limits the concentration of each portfolio manager. Except as noted below, no single investment exceeds 5% of the Plan's net position. At June 30, 2013 and 2012, the Plan did have more than 5% invested in U.S. government obligations; however, these obligations are backed by the full faith and credit of the United States.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

Investments, Continued

The Plan invests in domestic equity index funds, domestic equity commingled trust funds, and international equity funds. The Plan shares the risk of loss in these funds with other participants in proportion to its respective investment. Because the Plan does not own any specific identifiable investment securities of these funds, the market risk associated with any derivative investments held in these funds is not apparent. The degree of market risk depends on the underlying portfolios of the funds, which were selected by the Plan in accordance with its investment policy guidelines, including risk assessment. The international funds invest primarily in equity securities of entities outside the United States and may enter into forward contracts to purchase or sell securities at specified dates in the future at a guaranteed price in a foreign currency to protect against fluctuations in exchange rates of foreign currency.

The following tables present the individual investments exceeding the 5%[1] threshold at June 30:

Classification of Investment	Name of Investment	Shares Held	2013 Cost	2013 Fair Value
			(Amounts in Thousands)	
Alternative investments	Newport Mesa, LLC	171,850,654	$ 105,000	173,810
Alternative investments	Grosvenor Long/Short Equity Fund, LP	155,282,768	101,323	155,283
Domestic stocks	Mellon Large Cap Stock Index Fund	280,483	210,520	340,756
International stocks	Mondrian International Equity	3,939,387	56,861	101,043

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

Investments, Continued

Classification of Investment	Name of Investment	Shares Held	2012 Cost	2012 Fair Value
			(Amounts in Thousands)	
Alternative investments	Newport Mesa, LLC	154,310,122	$ 105,000	154,258
Alternative investments	Grosvenor Long/Short Equity Fund, LP	168,115,050	132,000	168,115
Domestic stocks	Mellon Large Cap Stock Index Fund	280,883	203,694	281,408
International corporate bonds	Loomis Sayles World Bond	6,878,068	71,252	91,135

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

Repurchase/Reverse Repurchase Agreement

The Plan has a master repurchase/reverse repurchase agreement. Under the agreement, the Plan may enter into a purchase/sale of a security with a simultaneous agreement to resell/repurchase the security at a specified future date and price. The Plan did not enter into any transactions under this agreement during fiscal year 2013 or 2012.

Capital Assets

Capital assets, which consist of internally generated software, are stated at cost less accumulated depreciation. Depreciation is calculated using the straight-line method over the estimated useful life of the related asset (5 years). Depreciation of the new software began in fiscal year 2011 and amounted to approximately $203,000 for both 2013 and 2012.

Income Taxes

The Plan is exempt from federal and state income taxes.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

Plan Termination

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

Administrative Items

Operating Leases

The Plan had an operating lease which ended June 30, 2013. The lease has been renewed for the period July 1, 2013, through June 30, 2014. Total lease expense was approximately $90,000 for each fiscal year ended 2013 and 2012.

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 5 to 10 years, 13.3 hours per month for service of 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 leave is payable upon termination, resignation, retirement, or death. As of June 30, 2013 and 2012, approximately $122,000 and $127,000, respectively, was included in accounts payable as the accrual for compensated absences.

The changes in the accrual for compensated absences for the years ended June 30 were as follows:

	2013	2012
Balance at beginning of year	$ 126,583	116,584
Additions and transfers	87,916	68,984
Amount used	(92,654)	(58,985)
Balance at end of year	$ 121,845	126,583

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

Administrative Items, Continued

Retirement Expense

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.

Employees of the System are required to contribute 3.5% of their annual covered salary. The System is required to contribute at an actuarially determined rate, which was 16.5% of annual covered payroll as of both June 30, 2013 and 2012. During 2013, 2012, and 2011, a total of $155,036, $140,200, and $127,493, respectively, was paid to OPERS. The System contributed 100% of the required contribution for each of the years ended June 30, 2013, 2012, and 2011. The System's and employees' portions of those amounts were as follows:

	2013	2012	2011
System's portion	$ 127,905	115,665	103,855
Employees' portion	27,131	24,535	23,638
	$ 155,036	140,200	127,493

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

Administrative Items, Continued

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 System, their pro rata share of the premiums purchased. The System has no obligations to any claims submitted against the System.

Reclassification of Prior Year Amounts

Certain amounts for 2012 have been have reclassified to make them comparable with the 2013 presentation.

Date of Review of Subsequent Events

The Plan has evaluated subsequent events through September 16, 2013, the date which the financial statements were available to be issued, and determined that no subsequent events have occurred which require adjustment to or disclosure in the financial statements.

(3) DESCRIPTION OF THE PLAN

The following brief description of the Plan is provided for general information purposes only. Participants should refer to the Oklahoma Statutes for more complete information.

General

The Plan is a multiple-employer, cost-sharing defined benefit pension plan covering members who have actively participated in being a police officer for an Oklahoma municipality or state agency which is a member of the Plan.

Contributions

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

An eligible municipality may join the Plan on the first day of any month. Upon approval by the Board, its membership is irrevocable. All persons employed as police officers are required to participate in the Plan upon initial employment with the police department of the participating municipality. The Oklahoma Legislature has authority to establish and amend contribution amounts. Until July 1, 1991, each municipality contributed to the System 10% of the actual base salary of each participant employed by the municipality. Beginning July 1, 1991, municipality contributions increased by 1/2% per year and continued this increase until July 1, 1996, when the contribution level reached 13%, which it remains at currently. Each participant of the Plan contributes 8% of their actual paid base salary. Additional funds are provided to the Plan by the State of Oklahoma through an allocation of the tax on premiums collected by insurance companies operating in Oklahoma and by the net investment income generated on assets held by the Plan. The Plan is responsible for paying administrative costs. Administrative costs of the Plan are paid by using the earnings from the invested assets of the Plan.

(3) DESCRIPTION OF THE PLAN, CONTINUED

Funded Status and Funding Progress

2013

As of July 1, 2013, the most recent actuarial valuation date, the Plan was 89% funded. The actuarial accrued liability for benefits was $2.1 billion, and the actuarial value of assets was $1.9 billion, resulting in an unfunded actuarial accrued liability (UAAL) of $200 million. The covered payroll (annual payroll of active employees covered by the Plan) was $279 million, and the ratio of UAAL to covered payroll was 81.9%.

2012

As of July 1, 2012, the most recent actuarial valuation date, the Plan was 90% funded. The actuarial accrued liability for benefits was $2.0 billion, and the actuarial value of assets was $1.8 billion, resulting in an unfunded actuarial accrued liability (UAAL) of $200 million. The covered payroll (annual payroll of active employees covered by the Plan) was $266 million, and the ratio of UAAL to covered payroll was 75.3%.

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 is increasing or decreasing over time relative to the actuarial accrued liability for benefits.

(3) DESCRIPTION OF THE PLAN, CONTINUED

Actuarial Methods and Assumptions

2013

In the July 1, 2013, 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 4.5% to 17% 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 *Contributions*. The actuarial value of assets was determined using techniques that spread the effects of short-term volatility in the market 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, 2013, was 5 years.

2012

In the July 1, 2012, 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 5% to 19% 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 *Contributions*. The actuarial value of assets was determined using techniques that spread the effects of short-term volatility in the market 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, 2012, was 6 years.

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

(3) DESCRIPTION OF THE PLAN, CONTINUED

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:

- The normal retirement date under the Plan is the date upon which the participant completes 20 years of credited service, regardless of age. Participants become vested upon completing 10 years of credited service as a contributing participant of the Plan. No vesting occurs prior to completing 10 years of credited service. Participants' contributions are refundable, without interest, upon termination prior to normal retirement. Participants who have completed 10 years of credited service may elect a vested benefit in lieu of having their accumulated contributions refunded. If the vested benefit is elected, the participant is entitled to a monthly retirement benefit commencing on the date the participant reaches 50 years of age or the date the participant would have had 20 years of credited service had employment continued uninterrupted, whichever is later.

- Monthly retirement benefits are calculated at 2.5% of the final average salary (defined as the average paid base salary of the officer over the highest 30 consecutive months of the last 60 months of credited service) multiplied by the years of credited service, with a maximum of 30 years of credited service considered.

- Monthly benefits for participants due to permanent disability incurred in the line of duty are 2.5% of the participants' final average salary multiplied by 20 years. This disability benefit is reduced by stated percentages for partial disability based on the percentage of impairment. After 10 years of credited service, participants who retire due to disability incurred from any cause are eligible for a monthly benefit based on 2.5% of their final average salary multiplied by the years of service. This disability benefit is also reduced by stated percentages for partial disability based on the percentage of impairment. Effective July 1, 1998, once a disability benefit is granted to a participant, that participant is no longer allowed to apply for an increase in the dollar amount of the benefit at a subsequent date.

- Survivor's benefits are payable in full to the participant's beneficiary upon the death of a retired participant. The beneficiary of any active participant killed in the line of duty is entitled to a pension benefit. Effective July 1, 1999, a $5,000 death benefit is also paid, in addition to any survivor's pension benefits under the Plan, to the participant's beneficiary or estate for active or retired members.

(3) DESCRIPTION OF THE PLAN, CONTINUED

Benefits, Continued

- The Deferred Option allows participants otherwise eligible for a normal retirement benefit to defer terminating employment and drawing retirement benefits for a period not to exceed 5 years. Under the Deferred Option, retirement benefits are calculated based on compensation and service at the time of election and a separate account is established for each participant. During the participation period, the employee's retirement benefit is credited to the participant's account along with a portion of the employer's contribution and interest. Interest is credited at a rate of 2% below the rate of return on the investment portfolio of the Plan, with a guaranteed minimum interest equal to the assumed actuarial interest of 7.5%. Employee contributions cease once participation in the Deferred Option is elected. At the conclusion of participation in the Deferred Option, the participant will receive the balance in the separate account under payment terms allowed by the Deferred Option and will then begin receiving retirement benefit payments as calculated at the time of election.

- In the 2003 Legislative Session, Senate Bill 688 and House Bill 1464 created a "Back" DROP for members of the System. 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 "Back" DROP. A member, however, cannot receive credit to the "Back" DROP 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 "Back" DROP 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.

- In 2006, the Board approved a method of payment called the Deferred Option Payout Provision (the "Payout Provision"). The Payout Provision allows a retired member who has completed participation in the Deferred Option or the "Back" DROP the ability to leave their account balance in the Plan. The retired member's account balance will be commingled and reinvested with the total assets, and therefore the member will not be able to direct their personal investments. Written election must be made to the Board no more than 30 days following the termination of employment.

(3) DESCRIPTION OF THE PLAN, CONTINUED

Benefits, Continued

- Upon participating in the Payout Provision, a retired member shall not be guaranteed a minimum rate of return on their investment. A retired member shall earn interest on their account as follows:

  a) The retired member shall earn two percentage points below the net annual rate of return of the investment portfolio of the System.

  b) If the portfolio earns less than a 2% rate of return, but more than zero, the retired member shall earn zero percentage points.

  c) If the portfolio earns less than zero percentage points, there shall be a deduction from the retired member's balance equal to the net annual rate of return of the investment portfolio of the System.

  Interest as earned above shall be credited to the retired member's account.

The Oklahoma Legislature has the authority to grant percentage increases or special one-time payments to persons receiving benefits from the Plan. Additionally, certain retirees are entitled to receive a cost-of-living adjustment (COLA) when a COLA is granted to active police officers in the retiree's city. Participants eligible to receive both types of benefit increases are to receive the greater of the legislative increase or the benefit increase the participant would receive pursuant to the COLA provision.

(4) CASH, CASH EQUIVALENTS, AND INVESTMENTS

Cash and Cash Equivalents

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

	2013	2012
	(Amounts in Thousands)	
Short-term investments:		
OK INVEST	$ 50,643	30,954
Domestic	15,425	16,192
Total short-term investments	66,068	47,146
Total cash and cash equivalents	$ 66,068	47,146

At June 30, 2013 and 2012, as a result of outstanding checks and deposits, the carrying amount of the Plan's OK INVEST account totaled $50,643,445 and $30,954,547, respectively, and the bank balance totaled $54,545,238 and $12,700,509, respectively. The carrying amounts of the domestic short-term investment and cash on deposit with Mellon were the same as the bank balances at June 30, 2013 and 2012.

Included in cash and cash equivalents are investments included in the State of Oklahoma's OK INVEST Portfolio. Because these investments are controlled by the State of Oklahoma and the balances change on a daily basis, they are considered cash equivalents. The balances are overnight funds consisting of U.S. agencies, mortgage-backed agencies, U.S. Treasury notes, municipal bonds, foreign bonds, tri-party repurchase agreements, certificates of deposit, commercial paper, and money market mutual funds. As of June 30, the investment balances were as follows:

	2013	2012
U.S. agencies	$ 21,440,804	4,490,286
Mortgage-backed agencies	23,438,290	5,605,824
U.S. Treasury notes	658,215	164,038
Municipal bonds	918,907	227,808
Certificates of deposit	1,393,388	410,220
Commercial paper	1,577,286	63,912
Money market mutual funds	5,118,348	1,738,421
	$ 54,545,238	12,700,509

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

Cash and Cash Equivalents, Continued

The Plan's other short-term investments consist of temporary investments in commingled trust funds of the Plan's custodial agent, commercial paper, treasury bills, and U.S. government agency securities. The commingled trust funds are composed of high-grade money market instruments with short maturities. Each participant shares the risk of loss in proportion to their respective investment in the funds.

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, and 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 to no more than 5% of each manager's portfolio. At June 30, 2013 and 2012, approximately $15,425,000 and $16,192,000, respectively, of cash and cash equivalents was uninsured and uncollateralized. 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.

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

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 limits foreign equity investments to 10% of total assets through its asset allocation policy. Investments in equities and fixed-income securities as of June 30 are shown by monetary unit to indicate possible foreign currency risk.

	2013		
Currency	Equities	Corporate Bonds	Total
	(Amounts in Thousands)		
Commingled funds:			
Barings Focused International Equity Fund	$ 77,432	-	77,432
Mondrian International Equity Fund	101,043	-	101,043
Vontobel Global Emerging Markets Fund	51,403	-	51,403
Wasatch Emerging Mkts. Small Cap. Fund	27,322	-	27,322
Loomis Sayles World Bond Fund	-	89,514	89,514
OCM International Convertible Fund	-	14,797	14,797
	$ 257,200	104,311	361,511

	2012		
Currency	Equities	Corporate Bonds	Total
	(Amounts in Thousands)		
Commingled funds:			
Barings Focused International Equity Fund	$ 70,179	-	70,179
Mondrian International Equity Fund	87,153	-	87,153
Vontobel Global Emerging Markets Fund	48,665	-	48,665
Loomis Sayles World Bond Fund	-	91,135	91,135
OCM International Convertible Fund	-	13,345	13,345
	$ 205,997	104,480	310,477

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

Foreign Currency Risk, Continued

The Plan was exposed to foreign currency risk through investments in the following commingled funds:

- Barings Focused International Equity Fund—The fund seeks long-term capital growth by investing in a concentrated portfolio of equity securities from developed international markets combined with a limited number of equities from emerging markets.

- Mondrian International Equity Fund—The fund's investment objective is long-term total return through a value-driven approach of equity selection. The fund pursues this strategy by investing primarily in non-U.S. and emerging market equity securities.

- Vontobel Global Emerging Markets Fund—The fund seeks capital appreciation by investing, under normal market conditions, at least 75% of its assets in the equity securities of companies located in developing or emerging markets.

- Loomis Sayles World Bond Fund—The fund normally invests at least 80% of its assets in fixed-income securities. The fund focuses primarily on investment grade fixed-income securities worldwide, although it may invest up to 20% of its fair value in lower rated fixed-income securities. Securities held by the fund may be denominated in any currency, may be from issuers located in emerging markets, or may be fixed-income securities of any maturity.

- Wasatch Emerging Markets Small Capitalization Fund—The fund seeks long-term capital growth by investing primarily in equity securities of small companies located in emerging markets. Companies will generally have a market capitalization of less than $3 billion when purchased, and holdings will generally span broadly across countries and sectors.

- OCM (Oaktree Capital Management) International Convertible Fund—The fund seeks a high level of total return through a combination of current income and capital appreciation by investing primarily in convertible securities of issuers located outside the United States. Convertible securities may consist of bonds, debentures, notes, preferred stock, or other securities that can be converted to common stock or other equity securities.

(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 portfolio for domestic fixed-income securities requires the portfolio to maintain an average of A+ or higher. For international fixed-income securities, the investment policy requires the portfolio to invest in securities equal to or better than Moody's Baa3 or Standard & Poor's BBB. Exposure to credit risk as of June 30 was as follows:

	2013		
Investment Type	Moody's Ratings (Unless Noted)	Fair Value	Fair Value as a Percent of Total Fixed Maturity Fair Value
	(Amounts in Thousands)		
U.S. government agency securities	Aaa	$ 2,521	19.40%
U.S. Treasury securities	UST [1]	10,473	80.60%
Total U.S. government securities		**$ 12,994**	**100.00%**
Domestic corporate bonds	AAA	$ 61,975	24.21%
	A- (SP)	406	0.16%
	Aa1	245	0.10%
	Aa2	4,752	1.86%
	AA (SP)	511	0.20%
	Aa3	3,540	1.38%
	A1	4,916	1.92%
	A2	10,814	4.22%
	A3	15,627	6.10%
	Ba1	688	0.27%
	Baa1	14,599	5.70%
	Baa2	22,478	8.78%
	BBB (SP)	154	0.06%
	Baa3	6,826	2.67%
	Not Rated	108,511	42.37%
Total domestic corporate bonds		**$ 256,042**	**100.00%**
International corporate bonds	Not Rated	$ 104,311	100.00%
Total international corporate bonds		**$ 104,311**	**100.00%**

(1) U.S. Treasury Securities.

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

Credit Risk, Continued

	2012		
Investment Type	Moody's Ratings (Unless Noted)	Fair Value	Fair Value as a Percent of Total Fixed Maturity Fair Value
	(Amounts in Thousands)		
U.S. government agency securities	Aaa	$ 7,167	38.91%
U.S. Treasury securities	Aaa	11,251	61.09%
Total U.S. government securities		**$ 18,418**	**100.00%**
Domestic corporate bonds	Aaa	$ 58,755	24.48%
	A- (SP)	465	0.19%
	Aa1	643	0.27%
	Aa2	4,020	1.67%
	Aa3	2,754	1.15%
	A1	5,468	2.28%
	A2	12,421	5.17%
	A3	11,967	4.99%
	Ba1	1,583	0.66%
	Baa1	15,063	6.28%
	Baa2	19,687	8.20%
	Baa3	8,320	3.47%
	Not Rated	98,889	41.19%
Total domestic corporate bonds		**$ 240,035**	**100.00%**
International corporate bonds	Not Rated	$ 104,480	100.00%
Total international corporate bonds		**$ 104,480**	**100.00%**

(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 index funds are more sensitive to market risk. Although the investment policy does not specifically address the duration of fixed-income securities, the Plan does monitor interest rate risk by monitoring the performance of each investment manager. As of June 30, the Plan had the following investments with maturities.

	2013				
	Investment Maturities at Fair Value (in Years)				
Investment Type	Less Than 5	5 or More, Less Than 10	10 or More	Investments with No Duration	Total Fair Value
	(Amounts in Thousands)				
U.S. government securities:					
U.S. government agency	$ 2,521	-	-	-	2,521
U.S. treasury	-	6,288	4,185	-	10,473
Total U.S. government securities	2,521	6,288	4,185	-	12,994
Domestic corporate bonds:					
Asset-backed securities	-	-	-	-	-
CMBS	-	-	11,393	-	11,393
Corporates and other credit	48,528	23,076	11,976	-	83,580
U.S. government mortgages	429	2,043	50,086	-	52,558
Venture capital	-	-	-	4,935	4,935
U.S. fixed-income funds	-	-	-	103,576	103,576
Total domestic corporate bonds	48,957	25,119	73,455	108,511	256,042
International corporate bonds	-	-	-	104,311	104,311
	$ 51,478	31,407	77,640	212,822	373,347

As noted above, the Plan had approximately $52,558,000 of investments in mortgages, of which $17,392,000 represents FNMA loans, $13,632,000 represents GNMA loans, and the remaining balance consists of FHLMC mortgages.

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

Interest Rate Risk, Continued

Investment Type	Less Than 5	5 or More, Less Than 10	10 or More	Investments with No Duration	Total Fair Value
	2012 Investment Maturities at Fair Value (in Years) (Amounts in Thousands)				
U.S. government securities:					
U.S. government agency	$ 7,167	-	-	-	7,167
U.S. treasury	-	4,385	6,866	-	11,251
Total U.S. government securities	7,167	4,385	6,866	-	18,418
Domestic corporate bonds:					
Asset-backed securities	-	-	4	-	4
CMBS	-	-	10,949	-	10,949
Corporates and other credit	38,210	29,954	12,860	-	81,024
U.S. government mortgages	477	3,161	45,531	-	49,169
Venture capital	-	-	-	4,444	4,444
U.S. fixed-income funds	-	-	-	94,445	94,445
Total domestic corporate bonds	38,687	33,115	69,344	98,889	240,035
International corporate bonds	-	-	-	104,480	104,480
	$ 45,854	37,500	76,210	203,369	362,933

As noted above, the Plan had approximately $49,169,000 of investments in mortgages, of which $34,446,000 represents FNMA loans and the remaining balance consists of FHLMC mortgages.

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

Securities Lending

The Plan's investment policy allows the loan of securities through a lending agent to various institutions, with a simultaneous agreement to return the collateral for the same securities in the future, generally less than 30 days. There are no restrictions on the dollar amount of the loans that can be made. The collateral held and the fair value of the securities on loan for the Plan at June 30 were as follows:

	2013		
	Collateral Held	Fair Value of Securities on Loan	Percent of Collateral to Loan
	(Amounts in Thousands)		
U.S. issuers:			
Stocks	$ 8,569	8,362	102%
Corporate bonds	1,317	1,283	103%
Government securities	10,117	9,907	102%
	$ 20,003	19,552	

	2012		
	Collateral Held	Fair Value of Securities on Loan	Percent of Collateral to Loan
	(Amounts in Thousands)		
U.S. issuers:			
Stocks	$ 7,289	7,093	103%
Corporate bonds	363	354	103%
Government securities	19,077	18,693	102%
	$ 26,729	26,140	

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

Securities Lending, Continued

As the Plan does not have the ability to pledge or sell non-cash collateral without a borrower default, the non-cash collateral the Plan had received at June 30, 2013 and 2012, was not included in the accompanying statements of plan net position. According to the securities lending agreement, if at the close of trading on any business day, the fair value of the collateral presently delivered by the borrower is less than 100% of the fair value of such loaned securities, the Plan shall demand the borrower deliver collateral equal to 102% for domestic securities and 105% for non-U.S. securities by the close of the next business day. At the maturity of the loans, the Plan receives a loan premium and the securities are returned. The Plan has no credit risk exposure to borrowers because the amount the Plan owes the borrowers exceeds the amount the borrowers owe the Plan. As of June 30, 2013 and 2012, the Plan had no losses on securities lending transactions resulting from default of a borrower or lending agent. Contracts with lending agents require them to indemnify the Plan if the borrowers fail to return the securities or otherwise fail to pay the Plan for income while the securities are on loan. The securities on loan are included in the respective investment categories in the accompanying statements of plan net position. Cash collateral is invested in the lending agent's short-term investment pool and included as an asset in the accompanying statements of plan net position, with an offsetting liability for the return of the collateral. The securities lending agreement sets forth credit quality standards, acceptable investments, diversification standards, and maturity and liquidity constraints for the investment fund.

The Plan's investment guidelines do not require a matching of investment maturities with loan maturities, but do establish minimum levels of liquidity and other restrictions designed to minimize the interest rate risk associated with not matching the maturities of the investments with the loans. The cash collateral investments had an average weighted maturity of 28 days and 34 days at June 30, 2013 and 2012, respectively.

Foreign Currency Transactions

The Plan has certain investment managers that trade on foreign exchanges. Foreign currency gains and losses are calculated at the transaction date using the current exchange rate, and assets are remeasured to U.S. dollars using the exchange rate as of each month end. During the years ended June 30, 2013 and 2012, there were no foreign currency gains and no remeasurement losses.

(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 investment policy notes that in order to achieve maximum returns, the Plan may diversify between various investments, including common stocks, bonds, real estate, private equity, venture equity and other hedge fund strategies, short-term cash instruments, and other investments deemed suitable. The investment policy also requires investment managers to follow certain controls and documentation and risk management procedures. The Plan did not have any direct derivative investments at June 30, 2013 or 2012. Investments in limited partnerships (alternative investments) and commingled funds may include derivatives. The Plan's 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 ensure they are in compliance with the Plan's investment policy.

The Plan invests in mortgage-backed securities, which are reported at fair value in the statements of plan net position 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) INVESTMENT IN BUILDING

The Plan owns a building (Columbus Square) originally purchased for approximately $1.5 million, and it is held as a long-term investment. The building is accounted for at fair value based on periodic appraisals. Rental income and expenses associated with the building are reported currently. The Plan utilizes part of the building for its administrative offices and charges itself rent, which is reflected as administrative expense and other investment income. The fair value of the building at June 30, 2013 and 2012, was estimated at approximately $3.8 million and $3.7 million, respectively.

During 2012, the Plan entered into an agreement to sell the building for $10 million. The sale did not take place, and the agreement was withdrawn by the purchaser.

(7) INVESTMENT IN ALTERNATIVE INVESTMENTS

The Plan has also invested in alternative investments such as limited partnerships, limited liability companies, and private equity funds. The alternative investments at June 30 are summarized in the following table.

Investment	Purpose	Fair Market Value 2013	2012
		(Amounts in Thousands)	
Accel Europe, LP	Invests in companies that are organized outside the United States.	$ 4,591	4,755
Actis Global IV	Invests in emerging markets, focusing primarily on the regions of Africa, China, India and Latin America.	222	105
Arsenal Capital Partners, L.P.	Invests in portfolio companies.	1,311	3,025
Arsenal II	Invests in manufacturing, specialty chemicals, and healthcare industry.	17,033	18,864
Arsenal III	Invests in specialized industries, healthcare and financial services sectors.	1,710	1,222
Attalus Long/Short Equity Fund, LTD.	Invests in other investment companies, also referred to as hedge funds, consisting of debt and equity securities as well as private equity.	24,107	74,186
BBT Overseas Partners, LP	Invests in equity securities and financial acquisitions.	592	709
Calera Partners III, LP	Invests in equity securities.	5,834	4,649
Calera Partners IV, LP	Invests in equity securities.	7,559	6,138

(Continued)

(7) INVESTMENT IN ALTERNATIVE INVESTMENTS, CONTINUED

Investment	Purpose	Fair Market Value 2013	2012
		(Amounts in Thousands)	
EnCap Energy Fund IX	Invests in the independent sector of the United States oil and gas industry.	451	-
FirstMark III, LP	Invests in equity securities.	1,636	5,108
FirstMark IV	Invests in equity securities.	12,227	9,154
FirstMark V	Invests in equity securities.	2,104	724
FMVP General Partners II, LLC	Invests in the securities of technology and development stage companies.	30	27
Grosvenor Long/Short Equity Fund, LP (A)	Invests in domestic and international securities.	155,283	168,115
Grosvenor Long/Short Equity Fund, LP (B)	Invests in domestic and international securities.	59,173	-
Hicks, Muse, Tate & Furst Equity Fund V, LP	Invests in private equity securities and leveraged acquisitions.	443	1,025
HM Capital Sector Performance	Invests primarily in debt and equity securities.	359	13,121
Knightsbridge Venture Capital VI	Invests in early stage U.S. venture capital partnerships.	10,452	10,589
Levine Leichtman Capital Partners III, LP	Invests in securities of middle market companies.	5,871	6,142
Levine Leichtman Capital Partners IV, LP	Invests in public and private securities in companies conducting substantial operations.	10,934	8,404

(Continued)

(7) INVESTMENT IN ALTERNATIVE INVESTMENTS, CONTINUED

Investment	Purpose	Fair Market Value 2013	Fair Market Value 2012
		(Amounts in Thousands)	
Lexington Capital Partners	Invests in private equity.	12,545	13,737
LightSpeed Venture Partners VI, LP	Invests in securities issued primarily in start-ups, early stage ventures, and expansion stage companies focusing on technology.	2,930	3,691
Marathon Fund IV, LP	To acquire, manage, and resell controlling interests in middle market companies.	32	84
Marathon Fund V, LP	Invests in portfolio companies.	9,776	11,296
Newport Mesa, LLC	Invests in non-readily marketable investment vehicles.	173,810	154,258
Newstone Capital	Invests in leveraged buyouts, recapitalization, and later-stage growth financing.	2,040	2,490
Newstone Capital II	Invests in leveraged buyouts, recapitalization, and later-stage growth financing.	3,030	2,514
Oaktree Opportunities Fund II, LP	Invests in distressed debt.	-	4
Oaktree Opportunities Fund III, LP	Invests in entities experiencing financial difficulties.	80	56
Oaktree Opportunities Fund IV, LP	Invests in distressed debt.	36	26

(Continued)

(7) INVESTMENT IN ALTERNATIVE INVESTMENTS, CONTINUED

Investment	Purpose	Fair Market Value 2013	2012
		(Amounts in Thousands)	
Oaktree Opportunities Fund V, LP	Invests in distressed debt.	465	614
Oaktree Opportunities Fund VI, LP	Invests in distressed debt.	1,106	2,042
Oaktree Opportunities Fund VII	Invests in companies undergoing or having undergone reorganization or restructuring.	1,793	4,564
Oaktree Opportunities Fund VIIb	Invests in companies undergoing or having undergone reorganization or restructuring.	2,174	4,600
Oaktree Opportunities Fund VIII, LP	Invests in distressed debt.	7,512	8,418
Oaktree Opportunities Fund IX, LP	Invests in the debt or equity of distressed or non-distressed entities.	739	-
Peak Partners, LP	Speculative trading of commodity futures contracts. Options on futures contracts and forward contracts.	24,885	22,172
Siguler Guff Distressed Opportunities Fund, L.L.C.	Invests in securities of companies undergoing distress, operating difficulties, and significant reconstructing.	3,052	7,666

(Continued)

(7) INVESTMENT IN ALTERNATIVE INVESTMENTS, CONTINUED

Investment	Purpose	Fair Market Value 2013	2012
		(Amounts in Thousands)	
Siguler Guff Distressed Opportunities Fund II, LP	Invests in securities of companies undergoing distress, operating difficulties, and significant reconstructing.	7,158	11,157
Siguler Guff Distressed Opportunities Fund III, LP	Invests in securities of companies undergoing distress, operating difficulties, and significant reconstructing.	11,551	13,892
Sun Capital	Invests in privately negotiated subordinated debt and equity securities.	11,261	9,288
TCW/Cresent Mezzanine Partners III, LP	Invests in privately negotiated subordinated debt and equity securities.	779	717
TCW/Cresent Mezzanine Partners IV, LP	Invests in privately negotiated subordinated debt and equity securities.	4,030	4,832
TCW/Cresent Mezzanine Partners V, LP	Invests in privately negotiated subordinated debt and equity securities.	6,500	6,990
Thompson Street Capital Partners	Private investment in companies.	6,670	9,283
Thompson Street Capital Partners III	Private investment in companies.	1,797	481

(Continued)

(7) INVESTMENT IN ALTERNATIVE INVESTMENTS, CONTINUED

Investment	Purpose	Fair Market Value 2013	2012
		(Amounts in Thousands)	
Venture Lending & Leasing III, LLC	Debt financing and direct investment in equity securities of venture capital-backed companies.	374	392
Warburg Pincus X	Making private equity and related investments.	14,342	14,560
Warburg Pincus XI	Making private equity and related investments.	1,426	-
Weathergage Venture Capital	Invests in information technology and life science funds.	6,270	5,803
Weathergage Venture Capital II	Invests in information technology and life science funds.	3,494	1,825
Weiss, Peck, & Greer Venture Associates V, LLC	Invests in the securities of technology and development stage companies.	690	804
		$ 644,269	654,318

As of June 30, 2013 and 2012, the Plan had a remaining commitment to fund approximately $74 million and $64 million, respectively, in various partnerships and limited liability companies.

Several of the limited partnerships invest in equity securities outside of the United States and may enter into forward contracts to purchase or sell securities at specified dates in the future at a guaranteed price in a foreign currency to protect against fluctuations in exchange rates of foreign currency. In addition, some of the partnerships may engage in hedging transactions involving derivative instruments as a part of their investment strategy.

(8) INVESTMENT IN REAL ESTATE FUNDS

The Plan's investment in real estate funds consist of one commingled real estate fund and two real estate limited partnerships. Real estate investments at June 30 is summarized in the following table:

Investment	Purpose		Fair Value 2013	Fair Value 2012
			(Amounts in Thousands)	
JPMorgan Chase Bank Strategic Property Fund	The Fund owns and seeks improved real estate projects with stabilized occupancies in an effort to produce a relatively high level of current income combined with moderate appreciation potential.	$	52,144	46,040
Siguler Guff Distressed Real Estate Opportunities Fund, LP	Invests in equity interests in commercial properties, commercial mortgages, CMB securities, debt and equity securities of real estate operating companies, and REITs.		7,392	4,103
The Realty Associates Fund X, LP	The Fund invests primarily in office, industrial, retail, and residential real estate, but may also invest in interests or options to acquire real estate or related assets, debt secured by real property or interests in entities owning real property, or equity interests in entities that own or operate real estate and related assets.		4,059	-
		$	63,595	50,143

(8) INVESTMENT IN REAL ESTATE FUNDS, CONTINUED

Each fund accounts for its investments at fair value. Fair values of real estate investments are determined by JPMorgan, Siguler Guff, and The Realty Associates, respectively, at each valuation date. As part of JPMorgan's valuation process, independent appraisers value properties on an annual basis (at a minimum). Siguler Guff's advisory board may request an independent appraisal of any portfolio investment within 30 days of the funds audited financial statements. The Realty Associates utilizes independent appraisers to value properties at a frequency of no less than once every 3 years after acquisition.

As of June 30, 2013 and 2012, the Plan had a remaining commitment to fund approximately $39 million and $6 million, respectively, in various real estate funds and limited partnerships.

(9) CAPITAL ASSETS

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

	Balance at June 30, 2012	Additions	Disposals	Balance at June 30, 2013
Cost	$ 1,014,045	-	-	1,014,045
Accumulated amortization	(304,213)	(202,809)	-	(507,022)
Capital assets, net	$ 709,832	(202,809)	-	507,023

	Balance at June 30, 2011	Additions	Disposals	Balance at June 30, 2012
Cost	$ 1,014,045	-	-	1,014,045
Accumulated amortization	(101,404)	(202,809)	-	(304,213)
Capital assets, net	$ 912,641	(202,809)	-	709,832

(10) DEFERRED OPTION BENEFITS PAYABLE

As noted previously, the Plan has Deferred Option, "Back" DROP, and Payout Provision benefits available to its members. A summary of the changes in the liability for the various options as of June 30 is as follows:

	2013			
	Deferred Option	"Back" DROP	Payout Provision	Total
	(Amounts in Thousands)			
Beginning balance	$ 3,224	956	2,600	6,780
Employer contributions	143	1,322	-	1,465
Member contributions	-	1,628	-	1,628
Plan reassignments	-	(832)	832	-
Deferred benefits	1,180	11,241	-	12,421
Payments	(1,327)	(16,735)	(738)	(18,800)
Interest	328	3,594	254	4,176
Ending balance	$ 3,548	1,174	2,948	7,670

	2012			
	Deferred Option	"Back" DROP	Payout Provision	Total
	(Amounts in Thousands)			
Beginning balance	$ 6,517	1,879	2,322	10,718
Employer contributions	177	1,278	-	1,455
Member contributions	-	1,574	-	1,574
Plan reassignments	(187)	(513)	700	-
Deferred benefits	1,460	10,629	-	12,089
Payments	(5,051)	(17,485)	(426)	(22,962)
Interest	308	3,594	4	3,906
Ending balance	$ 3,224	956	2,600	6,780

(11) 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 State of Oklahoma. 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.

(12) FEDERAL INCOME TAX STATUS

As an instrumentality of the State of Oklahoma, 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 (IRS) 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.

(13) HISTORICAL INFORMATION

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

(14) LEGISLATIVE AMENDMENTS

The following is a summary of significant plan provision changes that were enacted by the Oklahoma Legislature during 2013 and 2012:

2013

- House Bill 1324—Allows certain nonvested individuals, meeting specific criteria to remain within the System.

2012

- Senate Bill 1214—Contained the required language necessary for the System to remain an IRS qualified plan.
- Senate Bill 1588—Specifies use of certain interest rates and mortality table to adjust certain benefits, not previously addressed with Senate Bill 1214.
- House Bill 2319—Allows the System to own and occupy necessary office space as the Board deems appropriate.

(15) 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 net position or changes in net position of the Plan

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

Exhibit I

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

SCHEDULE OF FUNDING PROGRESS
(In Millions)

June 30, 2013

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) Entry Age (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a Percentage of Covered Payroll [(b-a)/c][1]
June 30, 2004	$ 1,400	1,727	327	81.1%	176	186.4%
June 30, 2005	1,424	1,812	388	78.6%	189	205.3%
June 30, 2006	1,490	1,910	420	78.0%	204	205.6%
June 30, 2007	1,627	2,036	409	79.9%	221	184.8%
June 30, 2008	1,752	2,132	380	82.2%	240	158.5%
June 30, 2009	1,718	2,253	535	76.3%	254	210.9%
June 30, 2010	1,754	2,341	587	74.9%	250	235.3%
June 30, 2011	1,823	1,960 [2]	137	93.0% [2]	258	53.3%
June 30, 2012	1,834	2,034	200	90.2%	266	75.3%
June 30, 2013	**1,903**	**2,131**	**228**	**89.3%**	**279**	**81.9%**

(1) The amounts shown in the table above are rounded. The percentages shown are calculated on the actual amounts rather than on the rounded amounts.

(2) The decrease in the AAL and the corresponding increase in the funded ratio are the results of legislation which changed the actuarial assumptions to no longer include cost-of-living adjustments (COLA's).

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

Exhibit II

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

SCHEDULE OF CONTRIBUTIONS FROM THE EMPLOYER AND OTHER CONTRIBUTING ENTITIES
(In Thousands)

June 30, 2013

		Contributions by Source			
Year Ended	Annual Required Contributions	Employer Contributions	State Contributions	Total	Percentage Contributed
June 30, 2004	$ 63,511	23,915	-	23,915	38%
June 30, 2005	73,756	25,001	23,730	48,731	66%
June 30, 2006	85,391	26,490	23,584	50,074	59%
June 30, 2007	95,082	28,258	28,122	56,380	59%
June 30, 2008	100,561	30,061	26,020	56,081	56%
June 30, 2009	102,610	31,675	26,913	58,588	57%
June 30, 2010	132,456	32,240	22,292	54,532	41%
June 30, 2011	146,816	31,846	24,645	56,491	38%
June 30, 2012	64,746	32,896	28,092	60,988	94%
June 30, 2013	**79,314**	**34,645**	**31,412**	**66,057**	**83%**

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

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

NOTES TO REQUIRED SUPPLEMENTARY INFORMATION

June 30, 2013

The information presented in the required supplementary schedules was determined as part of an actuarial valuation by an independent enrolled actuary (Buck Consultants) at the dates indicated. Additional information as of the July 1, 2013, valuation follows:

Assumptions

Actuarial cost method:	Entry age
Amortization method:	Level dollar—closed
Remaining amortization:	6 years
Asset valuation method:	5-year smoothed
Actuarial assumptions	
Investment rate of return:	7.5%
Projected salary increases*:	5% to 19%
Cost-of-living adjustments:	Police officers eligible to receive increased benefits according to repealed Section 50-120 of Title 11 of the Oklahoma Statutes pursuant to a court order receive an adjustment of 1/3 to 1/2 of the increase or decrease of any adjustment to the base salary of a regular police officer, based on an increase in base salary.

* Includes inflation at 3%.

See Independent Auditors' Report.

SUPPLEMENTARY INFORMATION

Schedule I

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

SCHEDULE OF INVESTMENT EXPENSES

Years Ended June 30,	*2013*	*2012*
	(Amounts in Thousands)	
Investment management fees:		
Fixed income managers:		
Global Fixed Income	$ 1,233	1,147
Low Volatility	1,483	1,384
Equity managers:		
Domestic Equity	3,180	3,256
International Equity	1,729	931
Private Equity	2,472	3,225
Real estate:	1,115	1,159
Total investment management fees	11,212	11,102
Investment consultant fees	613	607
Investment custodial fees	148	102
Total investment expenses	$ 11,973	11,811

Schedule II

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

SCHEDULE OF ADMINISTRATIVE EXPENSES

Years Ended June 30,		*2013*	*2012*
		(Amounts in Thousands)	
Staff salaries	$	816	744
FICA and retirement		208	175
Insurance		104	100
Total personnel services		1,128	1,019
Actuarial		94	47
Audit		43	42
Legal		221	250
Total professional/consultant services		358	339
Office space and equipment		90	90
Total rental		90	90
Travel		80	88
Maintenance		45	39
Depreciation		203	203
Computer/data		19	21
Other		130	153
Total miscellaneous		477	504
Total administrative expenses	$	2,053	1,952

Schedule III

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

SCHEDULE OF PROFESSIONAL/CONSULTANT FEES

Years Ended June 30,		*2013*	*2012*
		(Amounts in Thousands)	
Professional/Consultant	**Service**		
Buck Consultants	Actuarial	$ 94	47
Finley & Cook, PLLC	Audit	43	42
Davis, Graham, Stubbs, LLP	Legal	200	207
GableGotwals Counsel	Legal	8	28
Attorney General	Legal	9	-
Nanette J. Patton	Legal	4	15
		$ 358	339

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Investment Section

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78 – Schedule of Private Equity Managers
79 – Net Performance Summary
80 – Asset Allocation - Portfolio versus Policy Comparison
80 - Schedule of Investment Fees
81 - Schedule of Broker Commissions

Investment Section

ASSET CONSULTING GROUP
231 SOUTH BEMISTON AVENUE
14TH FLOOR
ST. LOUIS, MISSOURI 63105
TEL 314.862.4848
FAX 314.862.5967
WWW.ACGNET.COM

REPORT ON INVESTMENT ACTIVITIES

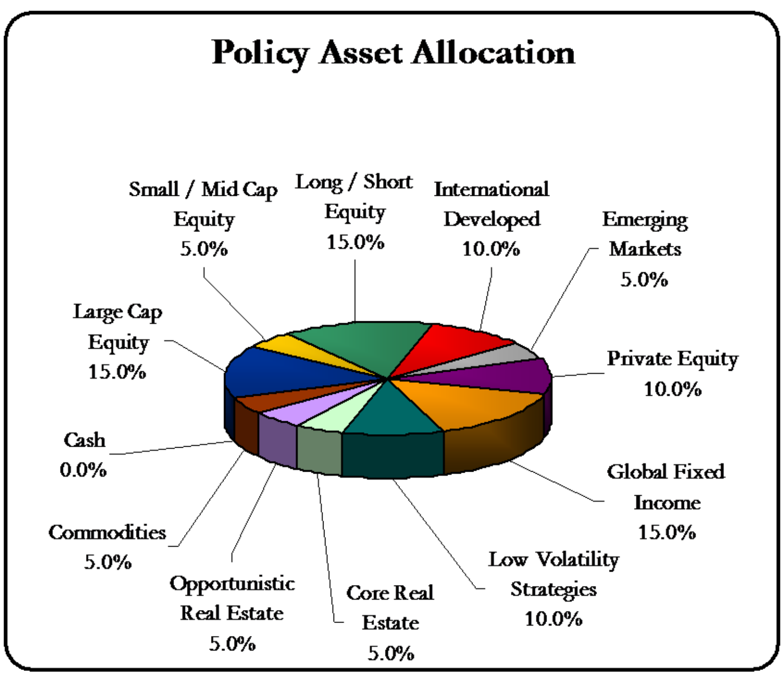
October 2, 2013

Mr. Steven K. Snyder
Executive Director/Chief Investment Officer
Oklahoma Police Pension and Retirement System
1001 N.W. 63rd St., Suite 305
Oklahoma City, OK 73116-7335

Dear Steve:

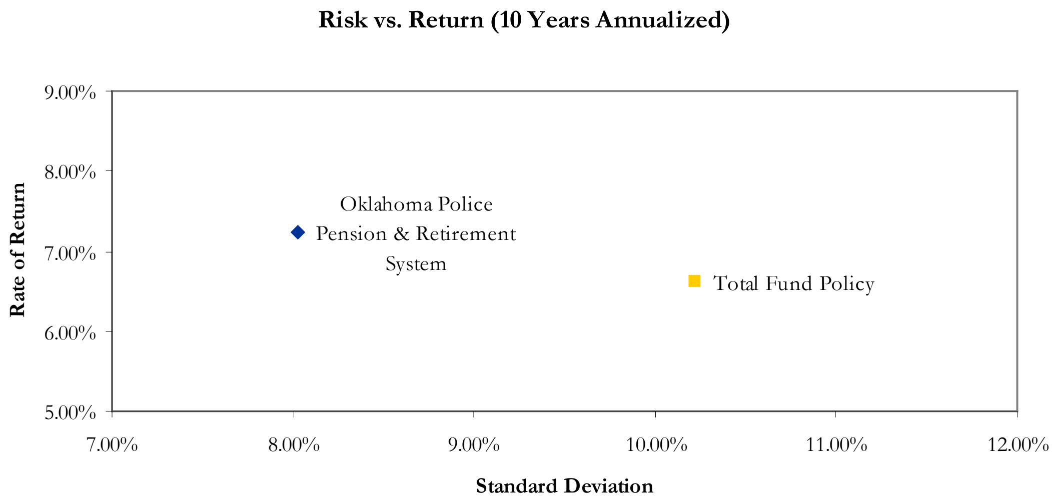
The investment policy of the Oklahoma Police Pension & Retirement System (OPPRS) has been developed from a comprehensive study and evaluation of many alternatives investigated. The OPPRS' Board periodically reviews the strategic asset allocation and makes modifications as appropriate to ensure that the expected return and risk (as measured by standard deviation) is consistent with the System's long-term objectives and tolerance for risk. The primary objective of this policy is to implement a plan of action which will result in the highest probability of maximum investment return from the System's assets available for investment within an acceptable level of risk in order to meet its long-term obligations. The portfolio is highly diversified across asset classes, strategies, styles, geographies, currencies, capitalizations, liquidity, type, number of instruments and other methods. As of June 30, 2013 the OPPRS targeted asset allocation consisted of:

Periods Ending June 30, 2013



The OPPRS' portfolio is structured to mitigate market volatility, provide downside protection and to aim for favorable risk-adjusted returns. For the fiscal year ending June 30, 2013, the OPPRS' portfolio generated a relatively strong gross investment return of 12.65% versus a policy benchmark return of 11.34%. Over the three year period ending June 30, 2013, the total portfolio has produced an annualized return of 10.40% relative to a return of 12.45% for its policy benchmark. For the recent 10-year period ending June 30, 2013, the OPPRS' portfolio has generated an annualized return of 7.25% versus 6.62% for its benchmark, placing the portfolio in the 42nd percentile among its peer group. In each of these time periods, the OPPRS' portfolio has achieved its results with a materially lower risk profile than that of its benchmark and median peer. The risk conscious approach adopted by OPPRS has resulted in a more favorable long-term risk-adjusted return than its median peer and benchmark as depicted below, and is influenced by the overall health of the Retirement System's assets relative to its liabilities. The calculation methodology used in our performance reports is consistent with the methodology prescribed by the CFA Institute. In providing these results, we rely on the timeliness and accuracy of financial data provided by the OPPRS' custodian bank and its investment managers.

Risk vs. Return (10-Year Annualized)
Periods Ending June 30, 2013



Statistics - 10 Years
Periods Ending June 30, 2013

	Oklahoma Police Pension	Total Fund Policy
Return	7.25%	6.62%
Standard Deviation	8.03%	10.23%
Sharpe Ratio	0.71	0.50
Beta	0.75	1.00

The major asset category returns are also summarized as follows:

Total Portfolio Rates of Return Summary & Universe Rankings
Periods Ending June 30, 2013

	10 Years	(Rank)
Total Fund	**7.2%**	**42**
Policy Index[1]	*6.6%*	
Median Total Fund (55-70% Equity)	*7.1%*	
Total Equity Composite	**7.9%**	
S&P 500	*7.3%*	
Int'l Equity Composite	**7.0%**	
MSCI EAFE	*8.2%*	
Global Bonds Composite	**6.1%**	
Barclays Capital Aggregate	*4.5%*	
Real Assets Composite	**6.1%**	
NFI ODCE	*5.9%*	

[1]The Policy Index is comprised of the following indices: 65% MSCI ACWI, 30% Barclays Capital Universal and 5% NFI ODCE (net) as of August 1, 2012. From November 1, 2007 to July 31, 2012 the Policy Index was comprised of 55% Russell 3000, 10% MSCI EAFE, 30% Barclays Capital Universal, and 5% NFI ODCE (net). From June 1, 2007 to October 31, 2007 the Policy Index was comprised of the following indices: 55% Russell 3000, 35% Barclays Capital Universal, and 10% MSCI EAFE. Prior to that the Policy Index was comprised of the following indices: 55% Russell 3000, 35% Barclays Capital Aggregate, and 10% MSCI EAFE.

We meet formally with the Board on a monthly basis to assess the investment landscape and the unique considerations of OPPRS to report on current activity and make recommendations as appropriate to enhance or modify the investment strategy. We provide monthly reports and more comprehensive quarterly reports to inform the Board of progress towards meeting the long-term objectives of OPPRS and to highlight areas of interest, opportunity and/or for potential discussion. As education is a key component to our work with the Board, we provide education on an ongoing basis in the areas most relevant to the investment objectives and needs of OPPRS.

As always, I am available to you, your staff and your Board to discuss this information in further detail.

Sincerely,

George A Tarlas

George A. Tarlas, CFA
Managing Director

Schedule of Largest Assets Held
For the Fiscal Year Ended June 30, 2013

The Plan's ten largest stock, fixed income and partnership holdings at June 30, 2013.

Largest Stock Holdings (by Fair Value)

Security	Shares Held	Fair Value
AFFILIATED MANAGERS GROUP INC	21,851	$ 3,582,253
OCWEN FINANCIAL CORP	82,945	3,418,993
STERICYCLE INC	28,700	3,169,341
DICK'S SPORTING GOODS INC	47,405	2,373,094
B/E AEROSPACE INC	36,841	2,323,930
PORTFOLIO RECOVERY ASSOCIATES	14,800	2,273,724
ARROW ELECTRONICS INC	56,395	2,247,341
MANPOWERGROUP INC	38,285	2,098,018
PERRIGO CO	17,300	2,093,300
PLATINUM UNDERWRITERS HLDGS	34,175	1,955,494

Largest Fixed Income Holdings (by Fair Value)

Security	Par Value	Fair Value
GNMA II POOL #0MA0783	$ 13,258,913	$ 13,632,284
FHLMC POOL #C0-9022	4,972,600	4,854,352
FHLMC POOL #C0-4444	4,394,021	4,289,531
U S TREASURY BOND	3,500,000	4,184,705
U S TREASURY NOTE	4,260,000	4,166,493
FNMA POOL #0AB2092	3,946,381	4,154,750
FNMA POOL #0AH2366	3,606,326	3,759,920
FHLMC POOL #E0-9015	3,043,732	3,065,160
JP MORGAN CHASE COMMER LD11 A3	2,455,000	2,575,442
FEDERAL NATL MTG ASSN	2,530,000	2,521,221

Largest Limited Partnership Holdings (by Fair Value)

Limited Partnership	Fair Value
ARSENAL CAPITAL PARTNERS II LP	$ 17,032,787
WARBURG PINCUS PV EQ X	14,332,260
LEXINGTON CAP PTRS VI-B LP	12,190,459
SIGULER GUFF-DISTRESSED	11,536,780
FIRSTMARK CAPITAL I LP	11,516,378
SUN CAPITAL PARTNERS V	11,261,004
LEVINE LEICHTMAN CAP PARTNERS IV	10,933,408
KNIGHTSBRIDGE VENTURE CAPITAL	10,494,062
MARATHON FUND PL	9,582,737
CALERA CAPITAL FUND IV	7,484,683

A complete list of portfolio holdings may be requested from the OPPRS Accounting Department at 1001 NW 63rd Street, Suite 305, Oklahoma City, OK, 73116-7335.

Portfolio by Investment Type and Manager
For the Period Ended June 30, 2013

Investment Managers by Investment Type	Investment Class	Market Value (000s)	% of Asset Class	% of Total Portfolio
International Equity				
Baring Focused	Equity	$ 77,432	6.1%	3.9%
Mondrian International Equity Fund, LP	Equity	101,042	8.0%	5.1%
Vontobel Emerging Markets	Equity	51,403	4.1%	2.6%
Wasatch Small Cap	Equity	27,323	2.2%	1.4%
Domestic Equity				
Small/Mid Cap				
Boston Partners - Value	Equity	126,950	10.1%	6.5%
William Blair- Growth	Equity	93,069	7.4%	4.7%
Large Cap				
Mellon Capital	Equity	340,756	27.0%	17.3%
Long/Short Equity				
Grosvenor	Equity	214,456	17.0%	10.9%
Attalus Capital	Equity	24,107	1.9%	1.2%
Private Equity				
Various Managers *	Equity	206,419 (*)	16.3%	10.5%
Global Fixed Income				
Agincourt- Core	Fixed Income	162,617	29.6%	8.3%
Oaktree Capital Management	Fixed Income	123,307	22.4%	6.3%
Loomis Sayles	Fixed Income	89,515	16.3%	4.6%
Overseas Cap	Fixed Income	592	0.1%	0.0%
Low Volatility Strategies				
PAAMCO - Newport Mesa	Fixed Income	173,810	31.6%	8.8%
Real Assets				
MLM Macro - Peak Partners L.P.	Commodities	24,885	26.9%	1.3%
JP Morgan Core	Real Estate	52,144	56.4%	2.7%
Columbus Square (Core)	Real Estate	3,914	4.2%	0.2%
Siguler Guff - Opportunistic	Real Estate	7,392	8.0%	0.4%
TA Associates Realty X - Opportunistic	Real Estate	4,059	4.4%	0.2%
Cash and Cash Equivalents				
OK Invest	Cash & Cash Eq.	50,733	84.3%	2.6%
Cash at BNY Mellon	Cash & Cash Eq.	9,476	15.7%	0.5%
Security Lending Liability	Cash & Cash Eq.	(258)	N/A	0.0%
Total Investments and Cash and Cash Equivalents		$ 1,965,143		100.0%

(*) See the following page for a detailed listing of Private Equity Managers.

Private Equity by Strategy and Manager
For the Period Ended June 30, 2013

Investment Focus and Manager	Market Value
Private Equity Investment Focus - Buyout	
Arsenal Capital Partners Fund I L.P.	$ 1,311,449
Arsenal Capital Partners Fund II, L.P.	17,032,787
Arsenal Capital Partners Fund III, L.P.	1,709,926
Calera Capital Fund III	5,833,837
Calera Capital Fund IV	7,559,379
Hick, Muse Sector Performance	359,001
Hick, Muse, Tate & Furst Fund V, L.P.	442,717
Levine Leichtman Capital Partners III, L.P.	5,871,042
Levine Leichtman Capital Partners IV, L.P.	10,933,408
Marathon Fund IV, L.P.	31,703
Marathon Fund V, L.P.	9,776,006
Sun Capital Fund V	11,261,004
Thompson Street Capital Partners II GP, LP	6,669,745
Thompson Street Capital Partners III GP, LP	1,796,933
Subtotal - Buyout	80,588,937
Private Equity Investment Focus - Distressed	
Oaktree Opportunity Fund II	671
Oaktree Opportunity Fund III	79,811
Oaktree Opportunity Fund IV	36,197
Oaktree Opportunity Fund V	465,010
Oaktree Opportunity Fund VI	1,106,071
Oaktree Opportunity Fund VII	1,792,653
Oaktree Opportunity Fund VIIB	2,174,152
Oaktree Opportunity Fund VIII	7,512,121
Oaktree Opportunity Fund IX	739,726
Siguler Guff Distressed Opportunity Fund II, L.L.C.	7,157,425
Siguler Guff Distressed Opportunity Fund III, L.L.C.	11,551,132
Siguler Guff Distressed Opportunity Fund, L.L.C.	3,052,341
Subtotal - Distressed	35,667,310
Private Equity Investment Focus - Fund of Funds	
Lexington Cap VI-B	12,545,000
Subtotal - Fund of Funds	12,545,000
Private Equity Investment Focus - Mezzanine	
Newstone Capital Partners II, LP	3,030,000
Newstone Capital Partners, LP	2,040,000
TCW/Crescent Mezzanine III, L.P.	779,000
TCW/Crescent Mezzanine IV, L.P.	4,030,000
TCW/Crescent Mezzanine V, L.P.	6,500,000
Subtotal - Mezzanine	16,379,000
Private Equity Investment Focus - Venture Capital	
Accel Europe, L.P.	4,591,235
FirstMarkVenture Fund II	29,513
FirstMarkVenture Fund III	1,635,907
FirstMarkVenture Fund IV	12,226,631
FirstMarkVenture FundIV	2,104,323
KnightsBridge	10,451,894
Lightspeed Venture Partner Fund VI, L.P.	2,929,942
Venture Lending & Leasing III, LLC	373,860
Warburg Pincus X	14,342,000
Warburg Pincus XI	1,426,480
Weathergage Capital	6,270,015
Weathergage Capital II	3,493,880
Weiss, Peck & Greer Fund V, L.L.C.	690,362
Subtotal - Venture Capital	60,566,042
Private Equity Investment Focus - Emerging Markets	
Actis 4 Global	222,000
Subtotal - Emerging Markets	222,000
Private Equity Investment Focus - Other	
EnCap Energy Fund IX	451,036
Subtotal - Other	451,036
Total Private Equity Investments	$ 206,419,325

OPPRS Private Equity Investments

Private equity investments usually consist of a general partner as the active investor with a number of passive limited partners (like OPPRS) where all contribute to a combined fund and invest according to one of the following strategies:

Buyout - this strategy will invest capital in more mature businesses that have the potential for growth in value from efficiencies gained through structural, strategic management and operational improvements.

Distressed – under this strategy, the general partner will invest in the debt of companies that are struggling, with the intent of influencing the process by which the company restructures its debt, narrows its focus or implements a plan to turn around its operations. Distressed positions can involve debt, equity and lending investments.

Fund of Funds – this strategy combines many different investments approaches into a single investment.

Mezzanine – this strategy typically involves the partnership making either unsecured loans or purchasing preferred equity, often in smaller companies, where the unsecured risk is offset by higher returns.

Venture Capital – this strategy seeks to invest funds in early-stage, high-potential, high growth companies. This type of investment is usually through equity ownership in the developing company.

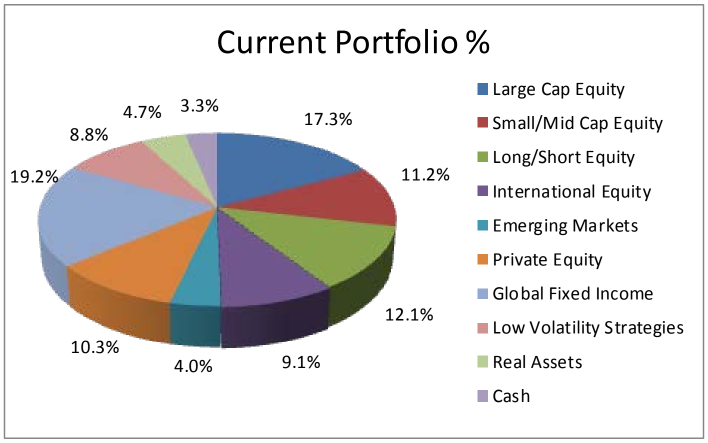
Net Performance Summary by Investment Manager
For the Period Ended June 30, 2013

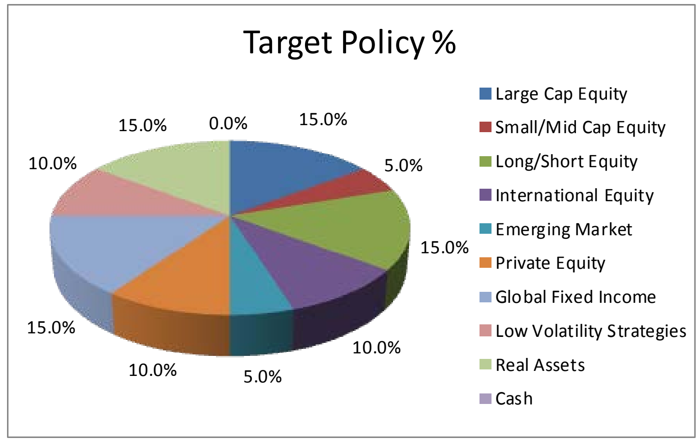
Investment Managers by Investment Type	Investment Performance* One Quarter	One Year	Three Years	Five Years
International Equity				
Baring Focused	**(0.46%)**	**10.92%**	**N/A**	**N/A**
Mondrian	**1.56%**	**15.94%**	**10.30%**	**0.43%**
MSCI EAFE	*(0.74%)*	*19.15%*	*10.55%*	*(0.16%)*
Vontobel Emerging Markets	**(6.02%)**	**6.54%**	**N/A**	**N/A**
MSCI Emerging markets	*(7.96%)*	*3.21%*	*3.71%*	*(0.12%)*
Wasatch Emerging Markets - Small Cap	**(6.60%)**	***N/A***	***N/A***	***N/A***
MSCI Emerging Markets Small Cap	*(7.39%)*	*10.23%*	*4.03%*	*4.86%*
Domestic Equity Managers				
Small/Mid Cap				
Boston Partners - Value	**1.52%**	**27.64%**	**18.94%**	**12.20%**
Russell 2500 Value	*1.54%*	*26.87%*	*18.92%*	*9.42%*
William Blair- Growth	**4.80%**	**28.97%**	**20.55%**	**N/A**
Russell 2500 Growth	*3.22%*	*24.02%*	*20.22%*	*8.93%*
Large Core				
Mellon Capital Passive (3)	**2.66%**	**21.12%**	**18.63%**	**7.15%**
Russell 1000	*2.65%*	*21.23%*	*18.64%*	*7.12%*
Long/Short Equity				
Grosvenor	**0.97%**	**12.83%**	**7.08%**	**2.03%**
Attalus Capital	**6.17%**	**16.96%**	**6.54%**	**1.04%**
MSCI ACWI	*(0.23%)*	*17.21%*	*12.95%*	*2.86%*
HFRI FOF Strategic	*(0.21%)*	*8.37%*	*3.33%*	*(0.85%)*
Private Equity	**2.33%**	**7.93%**	**11.74%**	**6.79%**
Global Fixed Income Managers				
Agincourt- Core	**(2.37%)**	**0.34%**	**4.28%**	**5.90%**
Oaktree Capital Management	**(0.95%)**	**9.71%**	**9.55%**	**9.27%**
Barclays Capital Aggregate	*(2.33%)*	*(0.67%)*	*3.53%*	*5.20%*
Loomis Sayles	**(3.55%)**	**(1.43%)**	**5.29%**	**4.98%**
Citigroup World Gov't Bond	*(2.97%)*	*(4.49%)*	*2.72%*	*3.04%*
Low Volatility Strategies Managers				
PAAMCO - Newport Mesa	**2.54%**	**12.64%**	**5.58%**	**1.51%**
HFRI FOF Conservative	*1.41%*	*7.88%*	*3.20%*	*(0.42%)*
Real Assets				
MLM Macro - Peak Partners L.P. (Commodities)	**9.69%**	**13.74%**	**(4.28%)**	**(0.04%)**
DJ/CS Hedge Fund - Global Macro	*(0.80%)*	5.83%	7.09%	4.99%
Siguler Guff(Opportunistic)	**1.04%**	**4.90%**	**N/A**	**N/A**
TA Associates Realty X	**N/A**	**N/A**	**N/A**	**N/A**
Columbus Square (Core)	**3.76%**	**17.95%**	**20.99%**	**15.18%**
JP Morgan (Core)	**3.85%**	**14.36%**	**15.04%**	**1.10%**
NFI ODCE(net)	*3.65%*	*11.12%*	*13.86%*	*(1.06%)*
Cash and Cash Equivalents				
OK Invest	**0.52%**	**2.31%**	**3.08%**	**N/A**
Cash at BNY Mellon	**0.68%**	**1.17%**	**2.03%**	**0.85%**
Total Portfolio	**1.03%**	**12.65%**	**10.40%**	**4.65%**
Total Portfolio Net of Fees	**0.96%**	**12.34%**	**10.07%**	**4.40%**
Policy Index (1)	*(0.67%)*	*11.34%*	*12.45%*	*5.55%*

Source: Asset Consulting Group
Report dated June 30, 2013
(1) The Policy Index is comprised of the following indices: 65% MSCI ACWI, 30% Barclays Capital Universal, and 5% NFI ODCE (net) as of August 1, 2012. *From November 1, 2007 to July 31, 2012 the Policy Index was comprised of 55% Russell 3000, 10% MSCI EAFE, 30% Barclays Capital Universal, and 5% NFI ODCE (net). From June 1, 2007 to October 31, 2007 the Policy Index was comprised of the following indices: 55% Russell 3000, 35% Barclays Capital Universal, and 10% MSCI EAFE. Prior to that, the Policy Index comprised of the following indices: 55% Russell 3000, 35% Barclays Capital Aggregate, and 10% MSCI EAFE.*

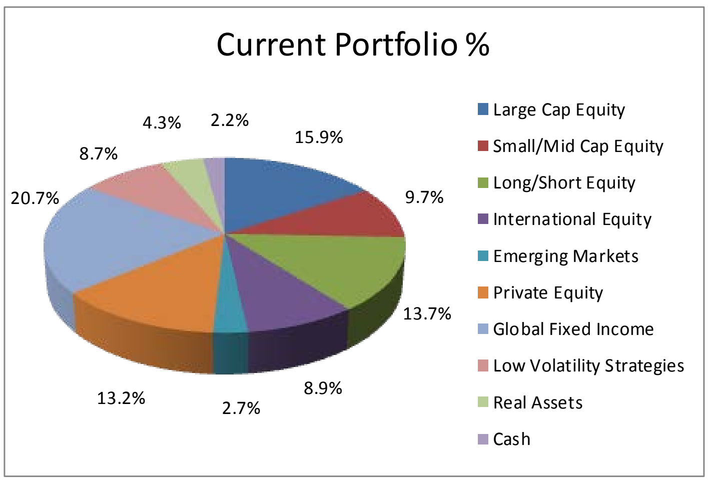
Current Portfolio versus Target Policy Allocation
For the Fiscal Years Ended June 30, 2013 and June 30, 2012

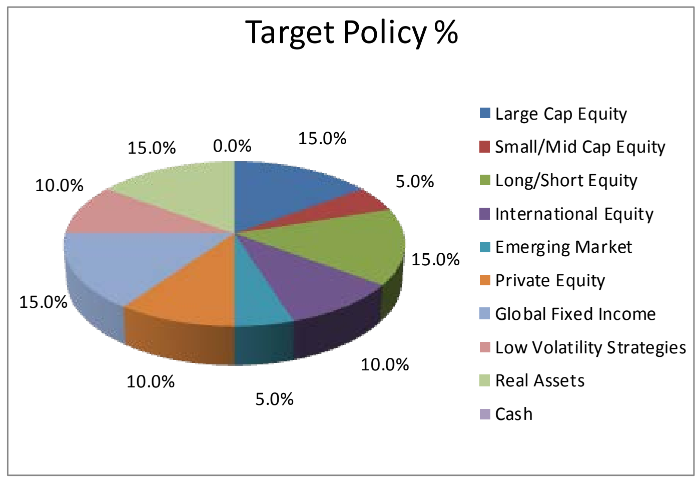
Period Ending June 30, 2013





Period Ending June 30, 2012





Schedule of Investment Fees
For the Fiscal Years Ended June 30, 2013 and 2012

Investment Managers Fees	2013	2012
Domestic Equity	$ 3,179,545	$ 3,255,512
Private Equity	2,472,090	3,225,350
International Equity	1,729,233	930,974
Real Estate	1,115,060	1,159,063
Fixed Income-Low Volatility	1,483,235	1,383,875
Fixed Income	1,233,055	1,147,483
Subtotal - Investment Managers Fees	11,212,218	11,102,257
Custodian fee	148,200	102,091
Investment Consultant fee	612,480	606,973
Total Investment Management Fees	$ 11,972,898	$ 11,811,321

Schedule of Broker Commissions
For the Fiscal Year Ended June 30, 2013

Schedule of Broker Commissions				
Broker Name\Location	Base Commission	Base amount Traded	Units Traded	Commission per Share
ANCORA SECURITIES INC, JERSEY CITY	$ 120	$ 163,884	2,996	0.0400000
AQUA SECURITIES LP, NEW YORK	1,632	1,964,371	81,622	0.0200000
AVONDALE PARTNERS LLC, NASHVILLE	2,095	1,201,046	55,898	0.0374779
BAIRD, ROBERT W & CO INC, MILWAUKEE	3,808	4,258,528	96,856	0.0393147
BARCLAYS CAPITAL LE, JERSEY CITY	4,435	2,750,871	110,876	0.0400000
BARRINGTON RESEARCH ASSOCIATES, BROOKLYN	2,011	1,850,957	55,464	0.0362642
BB&T SECURITIES, LLC, RICHMOND	587	328,727	14,666	0.0400000
BENCHMARK COMPANY LLC, BROOKLYN	3,353	1,553,922	136,110	0.0246343
BERNSTEIN SANFORD C & CO, NEW YORK	326	888,764	15,768	0.0206887
BLOOMBERG TRADEBOOK LLC, NEW YORK	100	262,980	4,997	0.0200000
BMO CAPITAL MARKETS CORP, NEW YORK	1,589	798,546	45,546	0.0348775
BNY CONVERGEX, NEW YORK	7	12,047	435	0.0150115
BTIG LLC, SAN FRANCISCO	195	294,272	9,725	0.0200000
CANACCORD GENUITY INC.NEY YORK	1,112	1,190,195	34,198	0.0325148
CANTOR FITZGERALD & CO INC, NEW YORK	874	1,210,765	36,610	0.0238746
CAPITAL ONE SOUTHCOAST INC, NEW ORLEANS	324	437,495	8,104	0.0400000
CITATION GROUP/BCC CLRG, NEW YORK	3,453	1,458,590	89,653	0.0385125
CITIGROUP GBL MKTS INC, NEW YORK	2,575	3,125,389	78,031	0.0330009
CJS SECURITIES INC, JERSEY CITY	1,035	714,639	25,872	0.0400000
COWEN AND COMPANY LLC, NEW YORK	1,155	1,493,693	37,000	0.0312027
CRAIG HALLUM, MINNEAPOLIS	444	320,991	15,383	0.0288461
CREDIT SUISSE, NEW YORK (CSUS)	6,843	11,459,904	294,723	0.0232174
CSI US INSTITUTIONAL DESK,NEW YORK	301	374,035	7,529	0.0400000
CUTTONE & CO, JERSEY CITY	1,669	3,119,823	166,893	0.0100000
DAHLMAN ROSE & CO LLC, JERSEY CITYY	1,442	226,090	36,055	0.0400000
DEUTSCHE BK SECS INC, NY (NWSCUS33)	615	962,250	18,136	0.0339270
DOUGHERTY COMPANY, BROOKLYN	1,083	1,377,567	31,097	0.0348236
FBR CAPITAL MARKETS & CO, ARLINGTON	1,090	558,962	44,892	0.0242711
FIRST ANALYSIS SECS CORP, CHICAGO	36	53,251	900	0.0400000
GOLDMAN SACHS & CO, NY	10,716	8,243,378	294,303	0.0364119
GOLDMAN SACHS EXECUTION & CLEARING, NY	6,786	11,593,443	416,510	0.0162918
GUGGENHEIM CAPITAL MKT LLC, JERSEY CITY	92	83,633	2,300	0.0400000
HOWARD WEIL INCORPORATED, NEW ORLEANS	431	298,250	10,775	0.0400000
IMPERIAL CAPITAL LLC, BEVERLY HILLS	699	596,358	17,465	0.0400000
INVESTMENT TECHNOLOGY GROUP, NEW YORK	1,930	2,052,044	113,207	0.0170478
ISI GROUP INC, NY	753	354,345	18,825	0.0400000
J P MORGAN SECURITIES INC, BROOKLYN	9,657	9,206,350	429,305	0.0224944
JANNEY MONTGOMERY SCOTT, PHILADELPHIA	1,591	1,877,375	42,763	0.0372095

Continued on the following page

Schedule of Broker Commissions (continued from previous page)
For the Fiscal Year Ended June 30, 2013

Schedule of Broker Commissions

Broker Name\Location	Base Commission	Base amount Traded	Units Traded	Commission per Share
JEFFERIES & CO INC, NEW YORK	$ 2,211	2,313,837	66,782	0.0331128
JMP SECURITIES, SAN FRANCISCO	621	440,962	15,516	0.0400000
JONESTRADING INSTL SVCS LLC, WESTLAKE	628	612,195	23,149	0.0271230
KEEFE BRUYETTE AND WOODS, JERSEY CITY	1,689	669,479	50,352	0.0335484
KEYBANC CAPITAL MARKETS INC, NEW YORK	1,474	1,840,281	38,603	0.0381760
KING (CL) & ASSOCIATES, ALBANY	10	13,849	243	0.0400000
KNIGHT DIRECT LLC, JERSEY CITY	566	767,156	28,021	0.0201891
KNIGHT EQUITY MARKETS L.P.,JERSEY CITY	3	7,698	135	0.0200000
LEERINK SWANN & CO, JERSEY CITY	796	1,312,089	20,352	0.0391156
LIQUIDNET INC, BROOKLYN	13,219	20,168,877	654,926	0.0201844
MACQUARIE SECURITIES(USA)INC JERSEY CITY	181	138,805	4,524	0.0400000
MERRILL LYNCH PIERCE FENNER SMITH INC NY	408	595,114	13,612	0.0300000
MERRILL LYNCH PROFESSIONAL CLRG, PURCHAS	725	872,007	29,240	0.0247880
MORGAN STANLEY & CO INC, NY	3,652	2,474,301	91,743	0.0398043
NEEDHAM & CO, NEW YORK	716	313,068	17,901	0.0400000
OPPENHEIMER & CO INC, NEW YORK	1,049	944,663	26,229	0.0400000
PERSHING LLC, JERSEY CITY	82	114,360	5,575	0.0147175
PIPER JAFFRAY & CO, MINNEAPOLIS	1,828	4,654,349	115,698	0.0157996
PULSE TRADING LLC, BOSTON	1,457	2,049,331	113,996	0.0127804
RAYMOND JAMES & ASSOC INC, ST PETERSBURG	4,533	2,775,337	120,936	0.0374805
RBC CAPITAL MARKETS LLC, NEW YORK	6,211	3,149,679	304,208	0.0204183
ROTH CAPITAL PARTNERS LLC, IRVINE	396	679,992	10,878	0.0363955
SCOTIA CAPITAL (USA) INC, NEW YORK	712	1,087,915	17,800	0.0400000
SIDOTI & CO LLC, NEW YORK	800	943,413	22,589	0.0354093
SIMMONS & CO INTL, HOUSTON	110	45,946	3,651	0.0300000
SJ LEVINSON & SONS LLC, JERSEY CITY	4,043	5,568,569	295,800	0.0136667
STEPHENS INC, LITTLE ROCK	538	762,387	13,447	0.0400000
STERNE AGEE & LEACH INC	149	275,861	3,730	0.0400000
STIFEL NICOLAUS	1,088	1,626,184	36,266	0.0300088
SUNTRUST CAPITAL MARKETS INC, ATLANTA	1,252	1,880,124	34,843	0.0359246
UBS SECURITIES LLC, STAMFORD	2,354	2,114,073	78,464	0.0300000
WEEDEN & CO, NEW YORK	1,282	2,356,804	58,792	0.0217975
WELLS FARGO SECURITIES LLC, CHARLOTTE	5,818	2,477,634	145,440	0.0400000
WUNDERLICH SECURITIES INC, MEMPHIS	204	101,221	5,090	0.0400000
	$ 137,763	$ 144,865,291	5,370,019	0.0256542

Actuarial Section

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96 - Summary of System Provisions

Actuarial Section

buckconsultants A Xerox Company

October 2, 2013

Board of Trustees
Oklahoma Police Pension and Retirement System
1001 NW 63rd Street, Suite 305
Oklahoma City, OK 73116-7335

ACTUARIAL CERTIFICATION

Buck Consultants (Buck) performed an actuarial valuation of the Oklahoma Police Pension and Retirement System (OPPRS).

This letter with attachments represents Buck's certification of the funding status as required for the financial report for the fiscal year ended June 30, 2013. Buck prepared the supporting schedules in the Actuarial Section. Buck prepared the Schedules of Funding Progress and the Schedules of Employer Contributions of the Required Supplementary Information and the Notes to the Required Supplementary Information presented in the Financial Section. Buck also prepared the Schedule of Average Benefit Payments in the Statistical Section.

Buck relied upon the member data provided by the staff of OPPRS and assets provided by the independent auditor. The active member valuation data and retiree and beneficiary data exhibits following this certification provide a summary of the data. While we did not verify the data at their source, we did perform tests for internal consistency and reasonableness.

The actuarial assumptions used for these valuations are outlined in the "Summary of Actuarial Methods and Assumptions." The assumptions used to develop plan liabilities are based on an experience study that reviewed data from July 1, 2007 to June 30, 2012. The OPPRS Board of Trustees adopted these assumptions on February 20, 2013. In our opinion, these assumptions generate reasonable valuation results, and the assumptions individually and in the aggregate relate reasonably to the past and anticipated experience of the OPPRS. The actuarial assumptions and methods used to develop the Schedules of Funding Progress and the Schedules of Employer Contributions, noted above, meet the parameters set for the disclosures presented in the Financial Section by Government Accounting Standards Board (GASB) Statement No. 25.

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Board of Trustees Oklahoma Police
Pension and Retirement System
October 2, 2013
Page 2

Most members contribute 8.00% of payroll and the municipalities contribute 13.00% of payroll. Additionally, OPPRS receives a portion of the insurance premium taxes collected by the State. The contribution from the State for the fiscal year ending June 30, 2013 was $31,412,000. The actuarial valuation for funding purposes was completed using the entry age actuarial cost method, where the normal cost is expected to remain level as a percent of payroll. To the extent that an unfunded accrued liability exists, it is amortized as a level dollar amount.

The actuarial valuation is completed annually with the most recent valuation conducted as of June 30, 2013. There have been no changes in the actuarial cost method or actuarial procedures from the prior valuation. The following changes in actuarial assumptions were approved by the Board since the prior valuation: rates of retirement, disability, withdrawal, mortality, and salary increase assumption. The current actuarial assumptions are outlined in the "Summary of Actuarial Methods and Assumptions" in the July 1, 2013 report.

The June 30, 2013 actuarial valuation shows that there is an unfunded accrued liability for funding purposes of $228.6 million. The funded ratio, the ratio of the actuarial value of assets to the accrued liability, is 89.3% as of June 30, 2013. The valuation shows that the total normal cost for funding purposes is $55.0 million, the expected administrative expenses are $2.9 million, and expected contributions are $90.6 million. The total expected contribution exceeds the normal cost and expected administrative expenses by $32.7 million which is sufficient to fully fund the accrued liability by June 30, 2022.

The funding objective established by OPPRS is to fund the sum of the normal cost and the amount necessary to amortize any unfunded accrued liability no later than June 30, 2018 (or 30 years from July 1, 1988). The total contribution to fund the normal cost and expected administrative expenses plus amortize the net liability balance by June 30, 2018 (or 30 years from July 1, 1988) is $112.4 million. The current level of contribution to OPPRS is not sufficient to meet this funding objective. However, OPPRS is expected to have the unfunded accrued liability fully funded by June 30, 2022.

buckconsultants

A qualified actuary completed the valuation in accordance with accepted actuarial procedures as prescribed by the Actuarial Standards Board. The qualified actuary is a member of the American Academy of Actuaries and is experienced in performing actuarial valuations of public employee retirement systems. To the best of our knowledge, this report is complete and accurate and has been prepared in accordance with generally accepted actuarial principles and practice, and we are available to answer questions about it.

Respectfully Submitted,

David Kent, F.S.A., E.A., M.A.A.A.	Douglas J. Fiddler, A.S.A., E.A., M.A.A.A.
Director, Retirement Actuary	Director, Retirement Actuary

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Summary of Actuarial Valuation Results
As of July 1, 2013

	Actuarial Valuation as of		
	July 1, 2013	July 1, 2012	% Change
Summary of Costs			
Required State Contributions for Current Year	$ 54,147,769	$ 44,891,731	20.62 %
Actual State Contributions Received in Prior Year (1)	31,412,000	28,092,000	11.82
GASB Statement 25 Funded Status			
Actuarial Accrued Liability	$ 2,131,172,172	$ 2,034,485,171	4.75 %
Actuarial Value of Assets	1,902,581,000	1,834,170,000	3.73
Unfunded Actuarial Accrued Liability	228,591,172	200,315,171	14.12
Funded Ratio	89.3%	90.2%	(0.98)
Market Value of Assets and Additional Liabilities			
Market Value of Assets	$ 1,976,839,000	$ 1,784,760,000	10.76 %
Actuarial Present Value of Accumulated System Benefits (ASC 960)	1,966,888,546	1,882,317,166	4.49
Present Value of Projected System Benefits	2,653,474,241	2,551,090,081	4.01
Summary of Data			
Number of Members in Valuation			
Active Paid Members	4,467	4,441	0.59 %
Deferred Option Plan Members	27	37	(27.03)
Terminated Members with Refunds Due	729	660	10.45
Terminated Members with Deferred Benefits	118	126	(6.35)
Retired Members	2,441	2,368	3.08
Beneficiaries	659	642	2.65
Disabled Members	139	138	0.72
Total	8,580	8,412	2.00
Active Member Statistics			
Total Annual Compensation	$ 276,920,177	$ 263,529,629	5.08 %
Average Compensation	$ 61,992	$ 59,340	4.47
Average Age	39.8	39.6	0.51
Average Service	12.1	11.9	1.68

Schedule of Active Member Valuation Data

Fiscal Year Ended June 30,	Number of Members	Annual Payroll	Average Annual Payroll	Percentage Change in Average Payroll
2008	4,453	$ 239,804,959	$ 53,852	3.54%
2009	4,497	253,955,863	56,472	4.87%
2010	4,305	249,582,676	57,975	2.66%
2011	4,368	253,989,944	58,148	0.30%
2012	4,441	263,529,629	59,340	2.05%
2013	4,467	276,920,177	61,992	4.47%

Schedule of Retirants and Beneficiaries Added to and Removed from the Annuity Rolls

	Added to Rolls		Removed from Rolls		Rolls at Year End			
Fiscal Year Ended June 30,	Number of Additions	Annual Benefits	Number of Removals	Annual Benefits	Year End Roll Count	Annual Benefits	Percentage Increase	Average Annual Benefits
2008	138	6,784,790	69	1,740,133	2,719	77,628,890	7.0%	28,551
2009	125	4,465,126	59	1,644,802	2,785	80,449,214	3.6%	28,887
2010	259*	8,245,373	51	1,619,770	2,993	87,074,817	8.2%	29,093
2011	127	2,261,138	60	1,652,074	3,060	87,683,881	0.7%	28,655
2012	139	4,587,513	51	1,073,612	3,148	91,197,782	4.0%	28,970
2013	151	4,773,719	60	694,596	3,239	95,276,905	4.5%	29,416

** - Total headcount increased by 97 as a result of QDRO's (Qualified Domestic Relation Orders) being reported as a separate record.*

Solvency Test

Valuation Year	Aggregate Accrued Liabilities For: (1) Active Member Contributions	(2) Retirees and Beneficiaries	(3) Active and Terminated Vested Members (Employer Financed)	Valuation Assets	Portion of Accrued Liabilities Covered by Assets: (1)	(2)	(3)
2008	155,138,890	998,667,256	978,369,552	1,752,169,000	100%	100%	61.2%
2009	166,887,749	1,045,725,635	1,040,520,391	1,717,566,000	100%	100%	48.5%
2010	174,025,925	1,111,074,787	1,056,518,440	1,754,372,000	100%	100%	44.4%
2011	184,781,373	944,081,922	831,112,711	1,822,702,000	100%	100%	83.5%
2012	189,459,953	983,507,261	861,517,957	1,834,170,000	100%	100%	76.7%
2013	199,233,453	1,037,456,527	894,482,192	1,902,581,000	100%	100%	74.4%

Analysis of Financial Experience

As of July 1, 2013

1.	**Expected Actuarial Accrued Liability**	
	a. Actuarial Accrued Liability at July 1, 2012	$ 2,034,484,171
	b. Normal Cost for Plan Year Ended June 30, 2013	56,159,687
	c. Benefit Payments for Plan Year Ending June 30, 2013	114,617,000
	d. Interest on (a + b - c) to End of Year	150,394,239
	e. Expected Actuarial Accrued Liability Before Changes (a + b - c + d)	2,126,422,097
	f. Change in Actuarial Accrued Liabilty at July 1, 2013 due to changes in Actuarial Assumptions	(2,444,113)
	g. Change in Actuarial Accrued Liability at July 1, 2013 due to changes in System Provisions	-
	h. Expected Actuarial Accrued Liability at July 1, 2013 (e + f + g)	2,123,977,984
2.	**Actuarial Accrued Liability at July 1, 2013**	2,131,172,172
3.	**Actuarial Liability Gain/(Loss) (1h. - 2)**	**(7,194,188)**
4.	**Expected Actuarial Value of Assets**	
	a. Actuarial Value of Assets at July 1, 2012	1,834,170,000
	b. Contributions Made for Plan Year Ending June 30, 2013	87,575,000
	c. Benefit Payments and Expenses for Plan Year Ending June 30, 2013	116,670,000
	d. Interest on (a + b - c) to End of Year	136,471,688
	e. Expected Actuarial Value of Assets at July 1, 2013 (a + b - c + d)	1,941,546,688
5.	**Actuarial Value of Assets at July 1, 2013**	1,902,581,000
6.	**Actuarial Asset Gain/(Loss) (5 - 4e.)**	**(38,965,688)**
7.	**Actuarial Gain/(Loss) (3 + 6)**	**(46,159,876)**

The actuarial gain/(loss) is comprised of both the liability gain/(loss) and the actuarial asset gain/(loss). Each of these represents the difference between the expected and actual values as of July 1, 2013.

SUMMARY OF ACTUARIAL ASSUMPTIONS AND METHODS

A. Entry Age Actuarial Cost Method

The actuarial cost method is selected by the Board with the recommendation of the actuary. Liabilities and contributions shown in this report are computed using the Individual Entry Age method of funding. The System has used this cost method since at least 1990.

Sometimes called "funding method", this is a particular technique used by actuaries for establishing the amount and incidence of the annual actuarial cost of pension plan benefits, or normal cost, and the related unfunded actuarial accrued liability. Ordinarily the annual contribution to the system is comprised of (1) the normal cost and (2) an amortization payment on the unfunded actuarial accrued liability.

Under the Entry Age Actuarial Cost Method, the **Normal Cost** is computed as the level percentage of pay which, if paid from the earliest time each Member would have been eligible to join the system if it then existed (thus, entry age) until his retirement or termination, would accumulate with interest at the rate assumed in the valuation to a fund sufficient to pay all benefits under the system.

The **Actuarial Accrued Liability** under this method at any point in time is the theoretical amount of the fund that would have accumulated had annual contributions equal to the normal cost been made in prior years (it does not represent the liability for benefits accrued to the valuation date.) The **Unfunded Actuarial Accrued Liability** is the excess of the actuarial accrued liability over the actuarial value of system assets on the valuation date.

Under this method experience gains or losses, i.e. decreases or increases in accrued liabilities attributable to deviations in experience from the actuarial assumptions, adjust the unfunded actuarial accrued liability.

B. Asset Valuation Method

The asset valuation method is selected by the Board with the recommendation of the actuary. The actuarial value of assets is based on a five-year moving average of expected and market values determined as follows:

- at the beginning of each plan year, a preliminary expected actuarial asset value is calculated as the sum of the previous year's actuarial value increased with a year's interest at the System valuation rate plus net cash flow adjusted for interest (at the same rate) to the end of the previous plan year;

- the expected actuarial asset value is set equal to the preliminary expected actuarial value plus the unrecognized investment gains and losses as of the beginning of the previous plan year;

- the difference between the expected actuarial asset value and the market value is the investment gain or loss for the previous plan year;

- the (final) actuarial asset value is the preliminary value plus 20% of the investment gains and losses for each of the five previous plan years, but in no case more than 120% of the market value or less than 80% of the market value.

- Deferred Option Plan assets are included in the actuarial value. For all periods following July 1, 2007, the Deferred Option Plan assets are subject to the same smoothing method stated above. Prior to July 1, 2007, they were included at market value but were not subject to the smoothing described above.

Besides the changes to the smoothing of Deferred Option Plan assets, the System has used this method since at least 1998.

C. Valuation Procedures

No actuarial accrued liability is held for non-vested, inactive Members who have a break in service, or for non-vested Members who have quit or been terminated, even if a break in service had not occurred as of the valuation date. The actuarial accrued liability does include a liability for non-vested terminations that have not taken a refund of their accumulated contribution balance.

The wages used in the projection of benefits and liabilities are based upon the prior year's actual earnings increased by the salary scale.

In computing accrued benefits, average earnings were determined using actual pay history.

No benefits are projected to be greater than the compensation limitation and dollar limitation required by the Internal Revenue Code Section 401 and 415 for governmental plans.

The calculations for the required state contribution are determined as of mid-year. This is a reasonable assumption since the employer contributions, employee contributions and State insurance premium tax allocations are made on a monthly basis throughout the year, and mid-year represents an average weighting of the contributions.

The contribution requirements are based on total annual compensation rather than total covered compensation of employees under assumed retirement age. This is a better reflection of the overall expectations for the System.

The Entry Age Normal Funding Method has been adjusted for those members granted prior service. The prior service is treated as occurring immediately before the membership date. Level pay is assumed during this period before actual membership. Entry Age costs are determined as if the member entered the System on the date the prior service is assumed to have begun. This treatment reflects the extra cost of prior service immediately in the accrued liability and preserves the relationship of normal cost to a year of service accrual.

D. Actuarial Assumptions

The actuarial assumptions are selected by the Board with the recommendation of the actuary. The most recent experience study considered actual System experience for the period July 1, 2007 through June 30, 2012.

Economic Assumptions

1. Investment Return - 7.5%, net of investment expenses, per annum, compound annually. The System has used this assumption since at least 1984.

2. Earnings Progression - Sample rates below:

Years of Service	Inflation %	Merit %	Increase %
0	3.0	14.00	17.00
1	3.0	10.00	13.00
2	3.0	6.30	9.30
3	3.0	5.90	8.90
4	3.0	5.50	8.50
5	3.0	5.10	8.10
6	3.0	4.70	7.70
7	3.0	4.30	7.30
8	3.0	3.90	6.90
9	3.0	3.50	6.50
10	3.0	3.15	6.15
15	3.0	1.70	4.70
20	3.0	1.50	4.50

Demographic Assumptions

1. Retirement Rates - See table below:

Years of Service	Annual Rates of Retirement Per 100 Eligible Members
20	20
21	6
22	6
23	6
24	10
25	20
26	10
27	10
28	10
29	15
30	100

2. Mortality Rates

(a) Active employees (pre-retirement)	RP-2000 Blue Collar Healthy Combined (Fully generational using Scale AA) with age setback four years.
(b) Active employees (post-retirement and nondisabled pensioners)	RP-2000 Blue Collar Healthy Combined (Fully generational using Scale AA).
(c) Disabled pensioners	RP-2000 Blue Collar Healthy Combined with age set forward 4 years.

3. Disability Rates - Graduated rates. See table below:

Age Range	Annual Rate
20-24	.0002
25-29	.0002
30-34	.0004
35-39	.0006
40-44	.0008
45-49	.0010
50-54	.0012
55-59	.0014

4. Withdrawal Rates - Graduated rates by years of service. See table below:

Service Range	Annual Rate
0	.200
1	.130
2	.080
3	.060
4	.060
5-10	.040
11-15	.015
16-20	.010
Over 20	.000

5. Marital Status

(a) Percentage married - 85% of participants are assumed to be married.

(b) Age difference - Males are assumed to be three (3) years older than females.

Other Assumptions

1. Assumed Age of Commencement for Deferred Benefits - Age 50, or the date at which the participant would have achieved twenty years of service, if later.

2. Provision for Expenses - Administrative Expenses, as budgeted by the Oklahoma Police Pension and Retirement System.

3. Percentage of Disability - Members becoming disabled have a 25%-49% impairment.

4. Duty-Related Death - All active pre-retirement deaths are duty-related.

5. Cost-of-Living Allowance - Police officers eligible to receive increased benefits according to repealed Section 50-120 of Title 11 of the Oklahoma Statutes pursuant to a court order receive an adjustment of 1/3 to 1/2 of the increase or decrease of any adjustment to the base salary of a regular police officer, based on an increase in base salary of 3%.

6. Deferred Option Plan - Members currently participating in the Deferred Option Plan (DOP) are assumed to remain in the DOP for the maximum of five years. Active members leaving active service are assumed to retroactively elect to join the DOP for the maximum allowable period. DOP account balances are assumed to accumulate at 7.75% (to reflect the interest rate guarantee prior to retirement) and members are assumed to elect a lump sum at retirement. All balances held in Deferred Option Payout Accounts are assumed to be paid immediately.

SUMMARY OF SYSTEM PROVISIONS

Effective Date and Plan Year - The System became effective January 1, 1981 and has been amended each year since then. The plan year is July 1 to June 30.

Administration - The System is administered by the Oklahoma Police Pension and Retirement Board consisting of thirteen Members. The Board shall be responsible for the policies and rules for the general administration of the System.

Type of Plan - A defined benefit plan.

Employers Included - An eligible employer may join the System on the first day of any month. An application of affiliation must be filed in the form of a resolution before the eligible municipality can become a participating municipality.

Eligibility - All persons employed full-time as officers working more than 25 hours per week or any person undergoing police training to become a permanent police officer with a police department of a participating municipality, with ages not less than twenty-one (21) nor more than forty- five (45) when accepted for membership.

Service Considered - Credited service consists of the period during which the Member participated in the System or predecessor municipal plan as an active employee, plus any service prior to the establishment of the municipal plan which was credited under the predecessor municipal systems or credited service granted by the State Board, plus any applicable military service.

Salary Considered - Base salary used in the determination of benefits does not include payment for accumulated sick and annual leave upon termination of employment or any uniform allowances.

Final average salary means the average paid base salary for normally scheduled hours of an officer over the highest 30 consecutive months of the last 60 months of credited service.

State Contributions - Insurance premium tax allocation. Historically, the System has received 14% of these collected taxes. For the fiscal years beginning July 1, 2004 and ending June 30, 2009, the System received 17% of these collected taxes. For the fiscal year beginning July 1, 2009 and each fiscal year thereafter, the System received 14% of these collected taxes. Beginning in fiscal year July 1, 2006, the System began receiving 26% of a special allocation established to refund the System for reduced allocations of insurance premium taxes resulting from increases in insurance premium tax credits. Beginning in fiscal year July 1, 2010, the amount of insurance premium tax apportioned to the System will be applied prior to the calculation of the Home Office Credit.

Municipality Contributions - Contribution is thirteen (13%) percent as of July 1, 1996.

Member Contributions - Eight (8%) percent of base salary. These contributions shall be "picked up" after December 31, 1988 pursuant to Section 414(h)(2) of the Internal Revenue Code.

Normal Retirement Benefit

Eligibility - 20 years of credited service.

Benefit - 2 1/2% of the final average salary multiplied by the years of credited service, with a maximum of 30 years of credited service considered.

Form of Benefit - The normal form of benefit is a Joint and 100% Survivor Annuity if the Member has been married 30 months prior to death.

Cost-of-Living Adjustments - Police officers eligible to receive increased benefits according to repealed Section 50-120 of Title 11 of the Oklahoma Statutes pursuant to a court order shall receive an adjustment of 1/3 to 1/2 of the increase or decrease of any adjustment to the base salary of a regular police officer.

Termination

Less Than 10 Years of Service - A refund of contributions without interest.

More than 10 Years of Service - If greater than 10 years of service, but not eligible for the Normal Retirement Benefit, the benefit is payable at the later of the date the Member would have had 20 years of service or attained age 50 in an amount equal to 2 1/2% of the final average salary multiplied by the years of credited service. The Member may elect a refund of contributions instead of the retirement benefit.

Disability Benefit (Duty)

Total Disability - Upon determination of total disability incurred as a result of the performance of duty, the normal disability benefit is 50% of final average salary.

Partial Disability - Upon determination of partial disability incurred as a result of the performance of duty, the normal disability is reduced according to the percentage of impairment, as outlined in the "American Medical Association's Guide to the Evaluation of Permanent Impairment." The following shows the percent of normal disability benefit payable as related to the percent of impairment.

% Impairment	% of Benefit
1% to 49%	50%
50% to 74%	75%
75% to 100%	100%

Disability Benefit (Non-Duty)

Upon determination of disability after 10 years of service due to causes other than duty, the benefit equals the accrued benefit of 2 1/2% of final average salary times years of credited service (maximum of 30 years) times:

- 100%, if permanent and total, or
- the following percentages, if partial disability.

% Impairment	% of Benefit
1% to 24%	25%
25% to 49%	50%
50% to 74%	75%
75% to 99%	90%

Death Benefits Payable to Beneficiaries

Prior to Retirement (Duty) - The greater of:

1) 2 1/2% of final average salary times years of credited service (maximum of 30 years), or

2) 50% of final average salary.

Prior to Retirement (Non-Duty) - After 10 years of service, a benefit equal to 2 1/2% of final average salary times years of credited service (maximum of 30 years). Prior to 10 years of service, a refund of the accumulated contributions made by the Member will be paid to the estate.

After Retirement - 100% of the Member's retirement or deferred vested benefit, payable when the Member would have been eligible to receive it, payable to the beneficiary.

Death Benefit - The beneficiary shall receive a death benefit amount of $5,000.

Beneficiary - Surviving spouses must be married to the member for 30 continuous months prior to the date of death (waived in the case of duty related death). If the beneficiary is a child, the benefits are payable to age 18, or 22 if a full-time student.

Deferred Option Plan

A Member who has 20 or more years of service and continues employment may elect to participate in the Deferred Option Plan (DOP). Participation in the DOP shall not exceed five years. The employees' contributions cease upon entering the Plan, but the employer contributions are divided equally between the System and the DOP. The monthly retirement benefits that the employee is eligible to receive are paid into the DOP account.

A member is also allowed to retroactively elect to join the DOP as of a back-drop-date which is no earlier than the member's normal retirement date or five years before his termination date. The monthly retirement benefits and employee contributions that would have been payable had the member elected to join the DOP are credited to the member's DOP account with interest.

The retirement benefits are not recalculated for service and salary past the election date to join the DOP. However, the benefits may be increased by any applicable cost-of-living increases.

When the Member actually retires from active service, the DOP account balance may be paid in a lump sum, to an annuity provider, or transferred to a Deferred Option Payout Account. Monthly retirement benefits are then paid directly to the retired Member.

The original Plan became effective during the July 1, 1990 to June 30, 1991 Plan Year with the back-drop and Payout Account provisions added subsequently. The DOP account of an active member is guaranteed a minimum of the valuation interest rate for investment return, or 2% less than the fund rate of return, if greater. If the balance is transferred to a Payout Account upon retirement, the account is credited with interest at a rate of 2% below the total fund net earnings if the fund returns more than 2%. If the fund realizes negative returns, the account is reduced at a rate equal to the fund net earnings. Alternatively, if the fund realizes a positive return of less than 2%, the account is credited with a rate of zero.

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Statistical Section

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Statistical Section

Oklahoma Police Pension and Retirement System
Statistical Section

This section provides additional detailed information covering extended time spans to facilitate a better understanding of the System's results presented in the financial statements, notes to the financial statements and required supplementary information. Multi-year presentations of financial and operational results help to assess the economic condition and long-term economic stability of the Oklahoma Police Pension and Retirement System (OPPRS).

Financial Trends

Financial trend information helps determine whether or not the financial position of the System has improved or declined over time. Trend information also provides a long-term comparison of financial activity to assess the affect decisions and changes have had on the System's financial position. The following schedules present financial trend information:

Schedule of Changes in Net Position
Schedule of Revenue by Source
Schedule of Benefit Payments and Refunds by Type
Schedule of Expenses by Type
*Funded Ratio (Chart)**

Revenue Capacity

Revenue capacity information helps assess the System's performance in generating its own-source revenue. As a pension plan, the System generates revenue primarily through investing available assets with the goal of generating investment income and positive investment returns. The following schedule presents revenue capacity information:

*Schedule of Rate of Return by Investment Type***

Operating and Demographic Information

Operating and demographic information helps to assess changes in the System's membership, resources and operating performance over time. This information provides a better understanding of the employers that participate in the System, the size and types of payments made to participants, and the changes to the size of the System's active and retired membership. The following schedules present operating and demographic information:

*Schedule of Retired Members by Type of Benefit **
Schedule of Principal Participating Employers
*Membership Statistics Data**
*Schedule of Average Benefit Payments**
Schedule of Participating Employers

Unless otherwise noted, information is derived from OPPRS internal sources.
* - Based on schedules and data provided by actuarial consultant, Buck Consultants.
**- Based on data provided by investment consultant, Asset Consulting Group.

Schedule of Changes in Net Position (In Thousands)

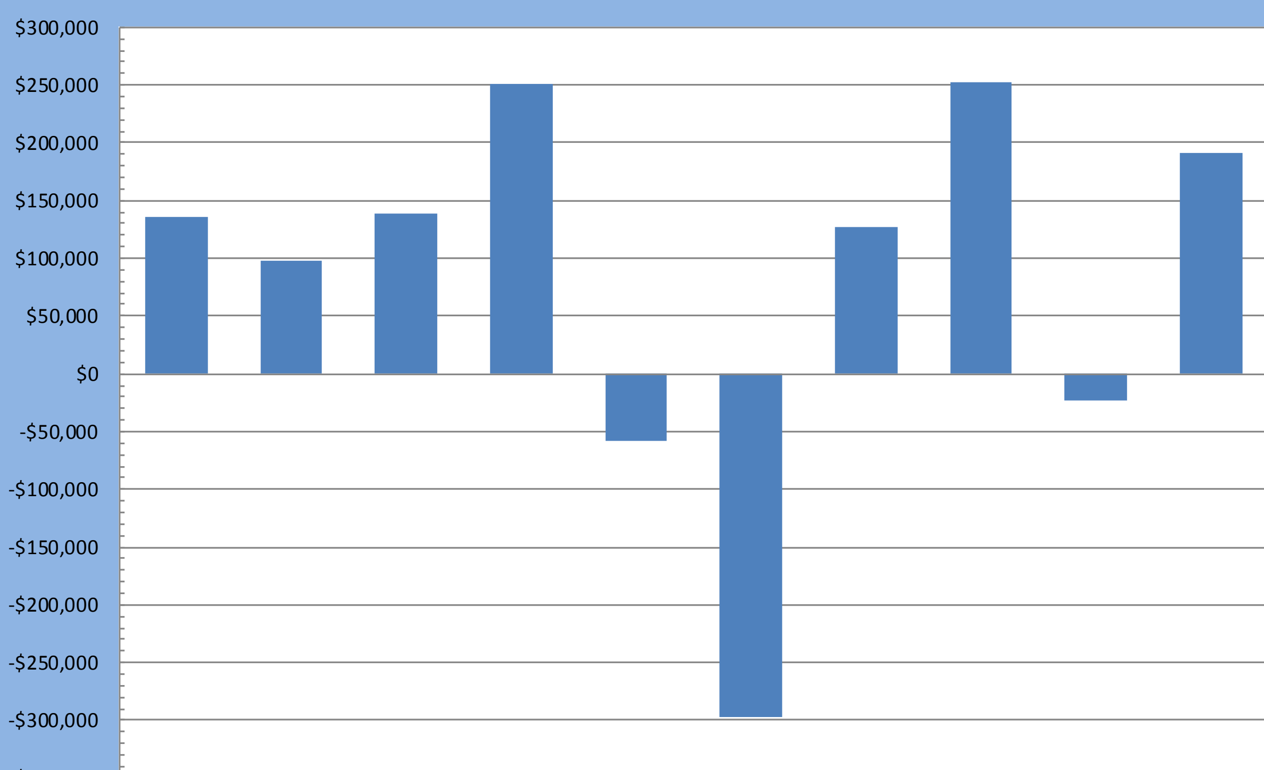
	Additions				Deductions				
Fiscal Year Ended June 30,	Member Contributions	Employer Contributions	Insurance Premium Tax	Net Investment Income (Loss)	Benefit Payments *	Deferred Option Payments**	Refund of Contributions	Administrative Expenses	Total Changes in Net Position
2004	$ 13,412	$ 23,915	$ -	$ 174,962	$ 57,922	$ 15,443	$ 1,127	$ 2,227	$ 135,570
2005	14,234	25,001	23,730	113,964	62,501	13,060	1,708	2,072	97,588
2006	15,326	26,490	23,584	154,591	65,853	11,550	1,423	2,235	138,930
2007	16,718	28,258	28,122	267,160	71,480	13,609	1,374	2,450	251,345
2008	17,997	30,061	26,020	(43,387)	75,178	10,046	1,031	3,004	(58,568)
2009	19,139	31,675	26,913	(283,519)	80,238	7,660	1,150	2,176	(297,016)
2010	19,626	32,240	22,292	163,058	82,799	23,928	1,420	1,708	127,361
2011	19,489	31,846	24,645	282,305	86,843	15,698	2,117	1,712	251,915
2012	20,113	32,896	28,092	8,374	89,691	19,024	1,570	1,952	(22,762)
2013	21,518	34,645	31,412	221,174	93,987	19,690	1,830	2,053	191,189

Total Cumulative Change in Net Positon for the Last 10 Years $ 815,552

** - Benefit Payments include survivor and death benefit payments.*

*** - Deferred Option Payments include the Deferred Option and back DROP plans.*

Total Changes in Net Position (in 000's) (fiscal year ended June 30)



	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
Changes in Net Position	$135,570	97,588	138,930	251,345	(58,568)	(297,016)	127,361	251,915	(22,762)	191,189

Schedule of Revenue by Source (In Thousands)

Fiscal Year Ended June 30,	Member Contributions	Employer Contributions	Insurance Premium Tax*	Net Investment Income (Loss)**	Total Revenue by Source
2004	$ 13,412	$ 23,915	$ -	$ 174,962	$ 212,289
2005	14,234	25,001	23,730	113,964	176,929
2006	15,326	26,490	23,584	154,591	219,991
2007	16,718	28,258	28,122	267,160	340,258
2008	17,997	30,061	26,020	(43,387)	30,691
2009	19,139	31,675	26,913	(283,519)	(205,792)
2010	19,626	32,240	22,292	163,058	237,216
2011	19,489	31,846	24,645	282,305	358,285
2012	20,113	32,896	28,092	8,374	89,475
2013	21,518	34,645	31,412	221,174	308,749

** - The Oklahoma Police Pension and Retirement System recieves a portion of the Insurance Premium Tax that is assessed and collected by the State of Oklahoma.*

*** - Investment income includes both realized and unrealized gains and losses on investments, net of investment expenses.*

Schedule of Expenses by Type (In Thousands)

Fiscal Year Ended June 30,	Benefit Payments	Deferred Option Payments*	Refund of Contributions	Administrative Expenses	Total Expenses by Type
2004	$ 57,922	$ 15,443	$ 1,127	$ 2,227	$ 76,719
2005	62,501	13,060	1,708	2,072	79,341
2006	65,853	11,550	1,423	2,235	81,061
2007	71,480	13,609	1,374	2,450	88,913
2008	75,178	10,046	1,031	3,004	89,259
2009	80,238	7,660	1,150	2,176	91,224
2010	82,799	23,928	1,420	1,708	109,855
2011	86,843	15,698	2,117	1,712	106,370
2012	89,691	19,024	1,570	1,952	112,237
2013	93,987	19,690	1,830	2,053	117,560

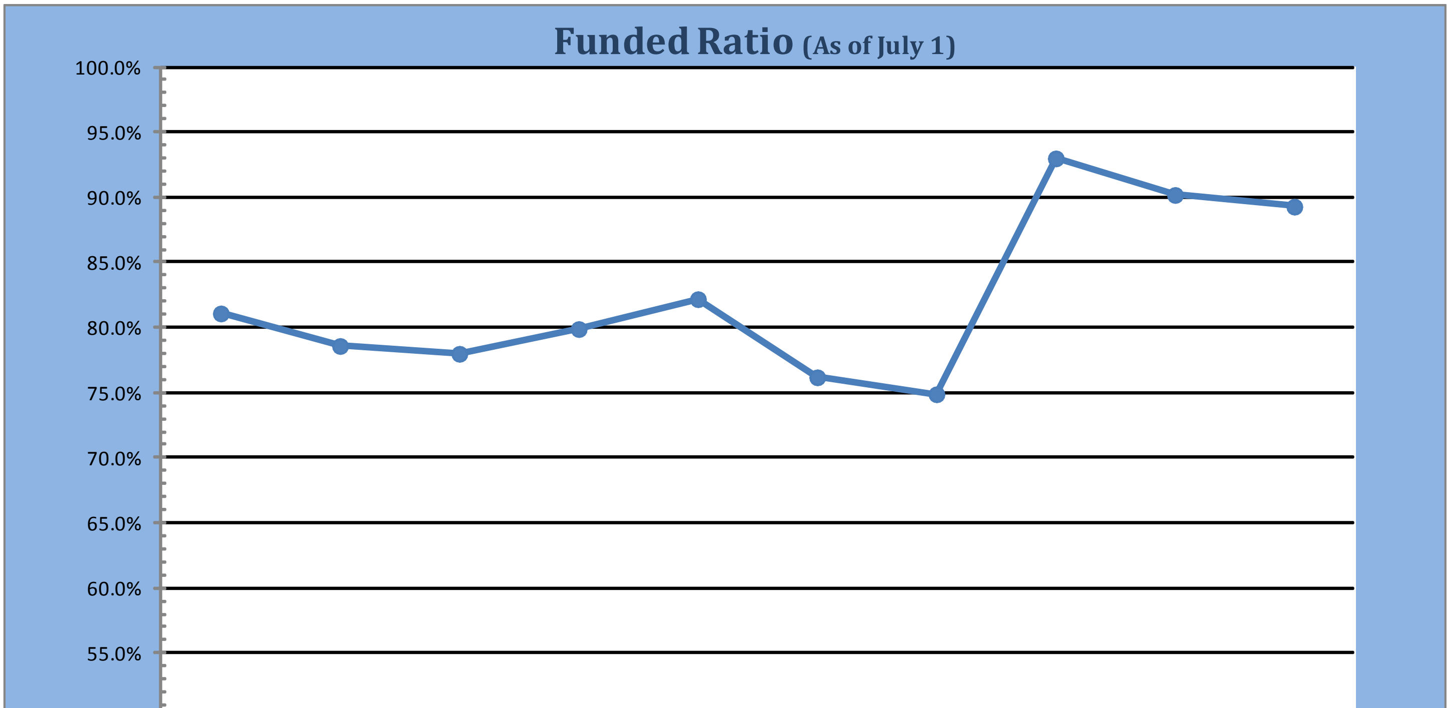
** - Deferred Option Payments may vary considerably from year-to-year based on the number of members electing this benefit.*

Schedule of Benefit Payments and Refunds by Type (In Thousands)

Fiscal Year Ended June 30,	Pension Benefits	Death Benefits	DROP, Back DROP Payout Provision	Refunds	Total
2004	$ 57,697	$ 225	$ 14,010	$ 1,127	$ 73,059
2005	62,283	219	15,032	1,708	79,242
2006	65,643	210	15,702	1,423	82,978
2007	71,240	240	17,123	1,374	89,977
2008	74,988	190	14,883	1,031	91,092
2009	79,988	250	13,161	1,150	94,549
2010	82,638	160	24,842	1,420	109,060
2011	86,638	205	14,894	2,117	103,854
2012	89,451	240	22,962	1,570	114,223
2013	93,672	315	18,800	1,830	114,617

Note: This schedule represents actual payments. Due to the effect of accruals, financial statement expenses may not agree to these totals.

Funded Ratio (As of July 1)



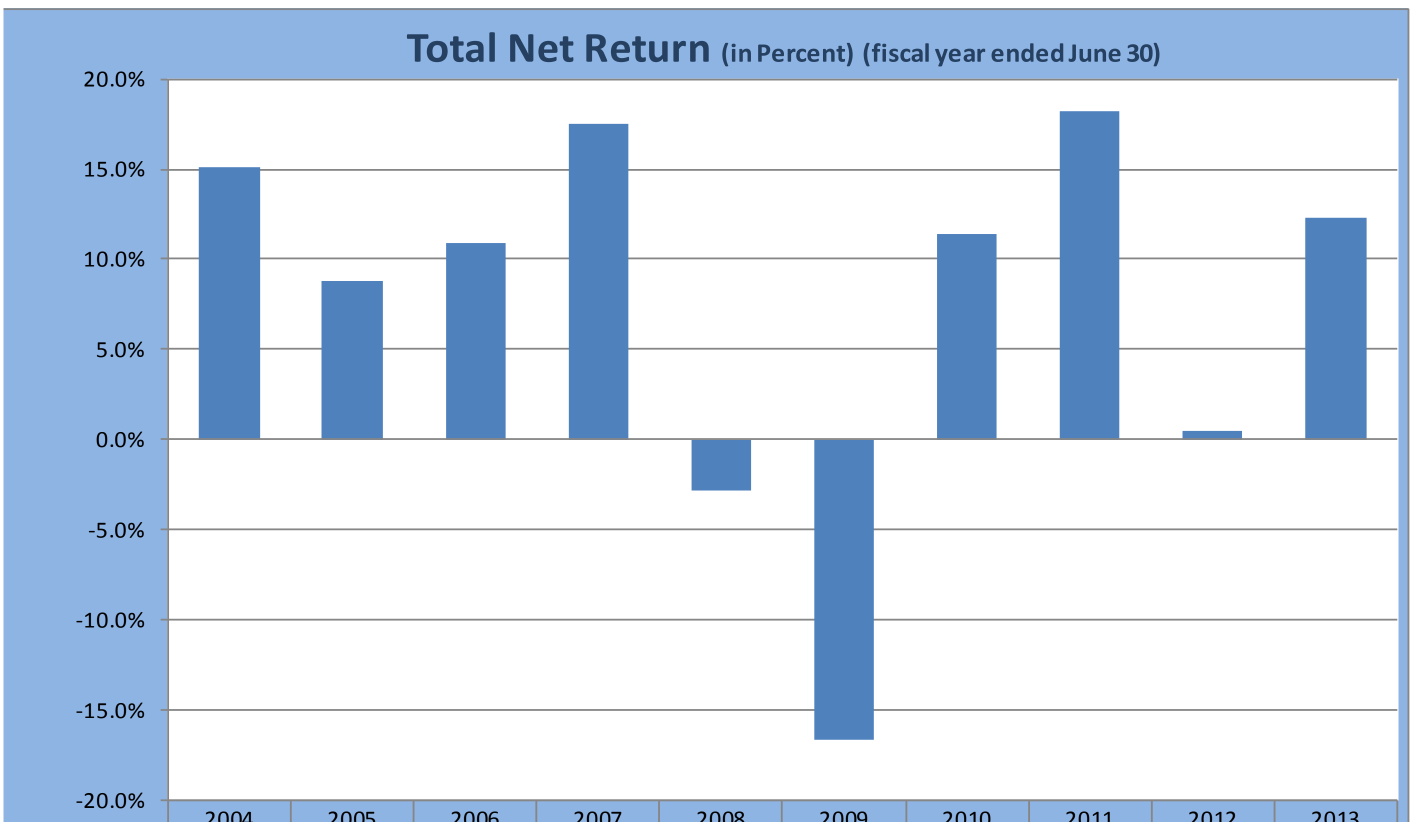
	2004	2005	2006	2007	2008	2009	2010	2011*	2012	2013
Funded Ratio	81.1%	78.6%	78.0%	79.9%	82.2%	76.2%	74.9%	93.0%	90.2%	89.3%

** - Beginning in 2011, funded ratio calculations do not include Cost-of-Living-Adjustments (COLA's) due to legislation requiring all ad-hoc COLA's be prefunded by the Oklahoma Legislature.*

Schedule of Returns by Investment Type (Net, in Percent)

Fiscal Year Ended June 30,	U.S. Equity	International Equity	Private Equity	Fixed Income	Alternative Investments	Total Return (net of fees)
2004	29.25 %	(11.36) %	27.70 %	(7.20) %	8.75 %	15.10 %
2005	7.98	19.16	14.60	(1.26)	1.31	8.80
2006	9.10	18.36	23.10	2.13	9.16	10.90
2007	9.08	32.34	16.50	9.74	14.94	17.50
2008	(12.80)	(7.80)	8.71	11.40	23.95	(2.77)
2009	(17.06)	(32.27)	(3.36)	(22.09)	(15.55)	(16.59)
2010	9.50	6.42	17.01	8.80	(3.90)	11.40
2011	21.40	27.64	18.14	9.00	3.61	18.18
2012	(11.95)	10.78	7.18	2.88	7.45	0.48
2013	14.77	24.86	7.93	2.64	15.52	12.34

Total Annual Return (Net, in Percent)



	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013
Total Return	15.10	8.80	10.90	17.50	(2.77)	(16.59)	11.40	18.18	0.48	12.34

Schedule of Retired Members by Type of Benefit
For the Fiscal Year Ended June 30, 2013

Monthly Benefit Amount	Number of Retirees and Beneficiaries	Number of Retirees and Beneficiaries by Type of Retirement*						
		1	2	3	4	5	6	7
$ 0 - 1,000	218	13	49	86	44	6	17	3
1,001 - 1,500	308	51	46	16	30	5	152	8
1,501 - 2,000	528	84	20	7	21	8	375	13
2,001 - 2,500	688	100	7	4	7	3	555	12
2,501 - 3,000	657	100	1	2	5	2	540	7
3,001 - 3,500	395	59	0	0	4	1	328	3
3,501 - 4,000	282	63	0	0	4	0	211	4
4,001 - 4,500	74	14	0	0	0	0	60	0
4,501 - 5,000	35	6	0	0	0	0	29	0
5,001 - 5,500	19	2	0	0	0	0	17	0
5,501 - 6,000	17	0	0	0	0	0	17	0
6,001 - 6,500	6	1	0	0	0	0	5	0
6,501 - 7,000	4	1	0	0	0	0	3	0
7,001 - 7,500	1	0	0	0	0	0	1	0
7,501 - 8,000	0	0	0	0	0	0	0	0
8,001 - 8,500	0	0	0	0	0	0	0	0
8,501 - 9,000	1	0	0	0	0	0	1	0
Totals:	3,233	494	123	115	115	25	2,311	50

<u>* Type of Retirement</u>

Type 1 - *CONTINUANCE* - benefits paid to the beneficiaries of a deceased retired member.
Type 2 - *DEFERRED VESTED* - accrued benefits paid to members for completing at least 10 years of service, but less than 20.
Type 3 - *QUALIFIED DOMESTIC RELATIONS ORDER* - court ordered assignment of member benefits to an alternate payee.
Type 4 - *DUTY DISABILITY* - benefits paid to members disabled in the performance of their duty.
Type 5 - *NON-DUTY DISABILITY* - benefits paid to members disabled outside the line of duty.
Type 6 - *SERVICE* - normal retirement benefits paid to members completing at least 20 years of credited service.
Type 7 - *SURVIVORSHIP* - benefits paid to beneficiaries of deceased active members.

Schedule of Average Benefit Payments

Retirement Effective Dates (Note A) July 1, 2003 to June 30, 2013	Years of Credited Service* 10-15	15-20	20-25	25-30	30+
Period 07/01/03 to 06/30/04					
Average Monthly Benefit	$ 1,115	$ 1,485	$ 2,059	$ 2,925	$ 3,701
Average Final Average Salary	$ 3,345	$ 3,288	$ 3,830	$ 4,319	$ 4,934
Number of Retired Members	3	6	68	16	4
Period 07/01/04 to 06/30/05					
Average Monthly Benefit	$ 1,212	$ 1,299	$ 2,183	$ 2,910	$ 3,564
Average Final Average Salary	$ 4,330	$ 3,297	$ 4,070	$ 4,335	$ 4,752
Number of Retired Members	1	4	83	15	6
Period 07/01/05 to 06/30/06					
Average Monthly Benefit	$ 906	$ 1,316	$ 2,123	$ 2,779	$ 3,331
Average Final Average Salary	$ 2,643	$ 3,089	$ 3,999	$ 4,186	$ 4,442
Number of Retired Members	1	7	69	20	9
Period 07/01/06 to 06/30/07					
Average Monthly Benefit	$ 1,197	$ 1,597	$ 2,086	$ 3,291	$ 3,581
Average Final Average Salary	$ 3,215	$ 3,597	$ 3,982	$ 4,917	$ 4,775
Number of Retired Members	1	5	82	23	6
Period 07/01/07 to 06/30/08					
Average Monthly Benefit	$ -	$ 1,897	$ 2,234	$ 3,427	$ 3,352
Average Final Average Salary	$ -	$ 4,272	$ 4,216	$ 5,090	$ 4,469
Number of Retired Members	0	5	61	20	2
Period 07/01/08 to 06/30/09					
Average Monthly Benefit	$ -	$ 2,101	$ 2,347	$ 3,517	$ 4,071
Average Final Average Salary	$ -	$ 4,580	$ 4,449	$ 5,223	$ 5,429
Number of Retired Members	0	5	52	14	8
Period 07/01/09 to 06/30/10					
Average Monthly Benefit	$ -	$ 2,170	$ 2,499	$ 3,513	$ 4,261
Average Final Average Salary	$ -	$ 5,083	$ 4,736	$ 5,062	$ 5,682
Number of Retired Members	0	2	83	24	11
Period 07/01/10 to 06/30/11					
Average Monthly Benefit	$ -	$ -	$ 2,752	$ 3,834	$ 4,265
Average Final Average Salary	$ -	$ -	$ 5,211	$ 5,558	$ 5,686
Number of Retired Members	0	0	66	13	7
Period 07/01/11 to 06/30/12					
Average Monthly Benefit	$ -	$ 1,681	$ 2,729	$ 3,584	$ 4,090
Average Final Average Salary	$ -	$ 3,551	$ 5,170	$ 5,137	$ 5,454
Number of Retired Members	0	1	74	25	6
Period 07/01/12 to 06/30/13					
Average Monthly Benefit	$ -	$ -	$ 2,721	$ 3,891	$ 4,880
Average Final Average Salary	$ -	$ -	$ 5,195	$ 5,674	$ 6,507
Number of Retired Members	0	0	70	16	11

Note A - Schedule includes service retirements as of July 1, 2013 and does not include disability retirements. For participants in the Deferred Option Plan, the Retirement Effective Date is the date the member left active service and the final average salary is determined as of the date the member effectively entered the Deferred Option Plan.

** - The plan vesting period is 10 years, so no average benefit is earned or paid for service credit of less than 10 years.*

Schedule of Principal Participating Employers
Current Year and Nine Years Prior

10 Largest Participating Cities\Municipalities\Towns	Fiscal Year 2013 Covered Members	Fiscal Year 2013 Rank	Fiscal Year 2013 % of Total Covered Members	Fiscal Year 2004 Covered Members	Fiscal Year 2004 Rank	Fiscal Year 2004 % of Total Covered Members
Oklahoma City	959	1	21.47%	784	1	19.48%
Tulsa	769	2	17.22%	589	2	14.64%
Lawton	163	3	3.65%	122	3	3.03%
Norman	146	4	3.27%	115	4	2.86%
Broken Arrow	118	5	2.64%	84	7	2.09%
Edmond	109	6	2.44%	93	5	2.31%
Midwest City	88	7	1.97%	65	9	1.62%
Enid	76	9	1.70%	87	6	2.16%
Muskogee	81	8	1.81%	68	8	1.69%
Moore	75	10	1.68%	55	11	1.37%
Total-10 Largest Employers	2584		57.85%	2062		51.24%
All Other Cities\Towns	1883		42.15%	1962		48.76%
Total Covered Members	4467		100.00%	4024		100.00%

This table presents the ten largest participating employers by number of covered employees in the System.

Schedule of Participating Employers
For the Fiscal Year Ended June 30, 2013

Oklahoma State Agencies (3)

ABLE Commission	Bureau of Narcotics	OK State Bureau of Investigation

Oklahoma Cities, Municipalities and Towns (132)

Ada	Frederick	Owasso
Altus	Garber	Pauls Valley
Alva	Glenpool	Pawhuska
Anadarko	Grandfield	Perkins
Arapaho	Granite	Perry
Ardmore	Grove	Piedmont
Atoka	Guthrie	Ponca City
Bartlesville	Guymon	Poteau
Bethany	Harrah	Prague
Bixby	Haskell	Pryor
Blackwell	Henryetta	Purcell
Blair	Hinton	Ringling
Boynton	Hobart	Sallisaw
Bristow	Hominy	Sand Springs
Broken Arrow	Hugo	Sapulpa
Catoosa	Idabel	Sawyer
Chandler	Jenks	Sayre
Checotah	Jones	Seminole
Chickasha	Kingfisher	Shawnee
Choctaw	Krebs	Skiatook
Claremore	Lamont	Spencer
Cleveland	Lawton	Stigler
Clinton	Lexington	Stillwater
Collinsville	Lindsay	Sulphur
Comanche	Madill	Tahlequah
Commerce	Mangum	Tecumseh
Coweta	Mannford	The Village
Cromwell	Marlow	Tishomingo
Cushing	McAlester	Tonkawa
Davis	Miami	Tulsa
Del City	Midwest City	Tuttle
Dewey	Moore	Valley Brook
Disney	Muskogee	Vinita
Drummond	Mustang	Warner
Drumright	Newcastle	Warr Acres
Duncan	Newkirk	Watonga
Durant	Nichols Hills	Waurika
Edmond	Nicoma Park	Weatherford
El Reno	Noble	Weleetka
Elk City	Norman	Wetumka
Enid	Nowata	Wewoka
Eufaula	Okeene	Wister
Forest Park	Oklahoma City	Woodward
Fort Gibson	Okmulgee	Yukon

Membership Statistics Data

Employer and Member Statistics As of July 1,	2013	2012
Participating Cities, Municipalities and Towns	135	133
Active Members	4,467	4,441
Deferred Option Members	27	37
Terminated Members with Refund Due	729	660
Terminated Members with Deferred Benefits	118	126
Retired Members	2,441	2,368
Beneficiaries Receiving Benefits	659	642
Disabled Members Receiving Benefits	139	138

Active Member Statistics As of July 1,	2013	2012
Total Annual Compensation (1)	$ 276,920,177	$ 263,529,629
Average Compensation(1)	$ 61,992	$ 59,340
Average Active Member Age	39.8	39.6
Average Years of Credited Service	12.1	11.9

(1) - Compensation is projected one year based on salary increase assumptions.

Fiscal Year 2013 Refund and Benefit Payment Statistics	Count of Payments Made	Average Amount
Refunds to Terminated Members	163	$ 11,230
Regular Payments to Service Retirement Members	38,262	$ 2,448
Payment of Death Benefits to Beneficiaries	63	$ 5,000
Payments under the Deferred Option, Back DROP, or Payout Provision Plan	95	$ 197,893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