REPUBLIC OF PALAU CIVIL SERVICE PENSION TRUST FUND (A COMPONENT UNIT OF THE REPUBLIC OF PALAU)

FINANCIAL STATEMENTS, ADDITIONAL INFORMATION AND INDEPENDENT AUDITORS' REPORT

YEARS ENDED SEPTEMBER 30, 2014 AND 2013



Deloitte & Touche LLC P.O. Box 500308 Saipan, MP 96950-0308

Tel: +1 670 322 7337/0860/0861 Fax: +1 670 322 7340 www.deloitte.com

INDEPENDENT AUDITORS' REPORT

Board of Trustees Republic of Palau Civil Service Pension Trust Fund:

Report on the Financial Statements

We have audited the accompanying financial statements of the Republic of Palau Civil Service Pension Trust Fund (the Fund), a component unit of the Republic of Palau, which comprise the statements of plan net position as of September 30, 2014 and 2013, 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 of America; 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.

Auditor's 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 of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audits 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 auditor's 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 financial position of the Republic of Palau Civil Service Pension Trust Fund as of September 30, 2014 and 2013, and the changes in its plan net position for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matters

As discussed in note 1 to the financial statements, during the year ended September 30, 2014 the Fund implemented Governmental Accounting Standards Board (GASB) Statement No. 67, *Financial Reporting for Pension Plans*. The effects of implementation of GASB 67 are presented in note 2 to the financial statements and in required supplementary information.

As discussed in note 6, the Fund's actuarial valuation has determined that the Fund had an actuarial deficiency which may cause the Fund's cash flow to eventually become negative and the Fund may not be able to meet its benefit obligations. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Our opinion is not modified with respect to these matters.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis on pages 4 through 8 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by GASB 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. The Schedule of Net Pension Liability on page 28, the Schedule of Contributions on page 29 and the Notes to Required Supplementary Schedules on page 30 as of September 30, 2014 are supplementary information required by GASB Statement No. 67, Financial Reporting for Pension Plans. This supplementary information is the responsibility of the Fund's management. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, 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 an opinion on the financial statements that collectively comprise the Fund's basic financial statements. The Schedule of Investment Securities on pages 31 through 35 as of September 30, 2014 is presented for purposes of additional analysis and is not a required part of the basic financial statements. The Schedule of Investment Securities is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. Such information has been subjected to the auditing procedures applied in the audit 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 financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the Schedule of Investment Securities is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated June 24, 2015 on our consideration of the Fund'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 Fund's internal control over financial reporting and compliance.

June 24, 2015

Debittle & Touch LLC



REPUBLIC OF PALAU CIVIL SERVICE PENSION PLAN

Board of Trustees

Elicita N. Morei Chairman

Siegfried Nakamura
Vice Chairman

MANAGEMENT'S DISCUSSION AND ANALYSIS Plan Year Ended September 30, 2014

Members William Ngiraikelau Felix Okabe Kyoko April Mario Katosang Temmy L. Shmull

This report presents a management's discussion and analysis of the Republic of Palau Civil Service Pension Trust Fund's (the Fund) financial performance during the fiscal year ended September 30, 2014.

Introductory Section

The Fund is a defined, single-employer plan which is a component unit of the Republic of Palau (ROP) National Government providing retirement and other benefits to employees, their spouses and dependents, of the National and State Governments, quasi-governmental organizations, ROP public corporations and other public entities of the National and State Governments.

Accounting Methods and Policies

The accounting policies of the Fund conform to accounting principles generally accepted in the United States of America as applicable to governmental agencies, specifically state and local governmental pension plans. The Fund accounts for fiduciary net position and reporting fiduciary net position in accordance with the provisions of GASB Statement No. 67, *Financial Reporting for Pension Plans*, which was adopted during the year ended September 30, 2014. Financial statements are prepared on the accrual basis of accounting. This method records revenues when earned and expenses when liabilities are incurred.

Financial Highlights

• The net pension liability increased from \$167,067,794 as of September 30, 2013 to \$172,765,473 as of September 30, 2014, an increase of \$5,697,679 or 3.4%. Although the Fund has not developed a plan to correct this deficiency, the Pension Plan Board of Trustees, management and the ROP National leaders are well aware of this funding deficiency and are working to correct. A proposed legislation, Senate Bill No. 9-30 - Palau National Marine Sanctuary, is a direct effort to correct the funding deficiency. The bill proposes to collect and earmark \$25 of airport and seaport departure tax to the Fund. Based on arrival and departure statistics, the total collection for the Fund could range from \$2,500,000 to \$3,500,000 per year. If this proposed legislation is enacted into law, total annual additions for the Fund will exceed \$12,000,000 per year.

Financial Highlights, Continued

- The Fund has time certificates of deposit (TCDs) of \$1,452,609 in Pacific Savings Bank (PSB) at September 30, 2014 and 2013. Although it is still uncertain if the Fund will recover these deposits, the Estate of Johnny Reklai and the Board of Trustees have signed a Settlement Agreement where the Estate will transfer possession, custody and control of the 1,500 shares of common stock of Western Caroline Trading Company to the Fund that were pledged as collateral in the event PSB defaults on the payment. The value of these stocks will be recorded in fiscal year 2015. The Fund continues to pursue legal action against the PSB Receiver, Trustee of the PSB creditors. At September 30, 2014, the Fund recorded a 100% valuation allowance on these TCDs.
- The National Government and the Olbiil Era Kelulau (OEK Palau National Legislature) have acknowledged and agreed to settle accrued interest on contribution amounts owed to the Fund. Through Republic of Palau Public Law (RPPL) No. 9-44, the OEK authorized and appropriated \$500,000 to the Fund as partial payment for accrued interest and pledged to repay the remaining balance in fiscal year 2016. The Fund will record the accrued interest in fiscal year 2015.
- The Fund's investment portfolio decreased in value from \$33,597,662 in fiscal year 2013 to \$32,582,999 in fiscal year 2014. Fiduciary net position decreased from \$34,261,206 in fiscal year 2013 to \$33,289,323 in fiscal year 2014, a decrease of \$971,883.
- The Fund withdrew \$3,775,000 from investments during fiscal year 2014 to pay for benefits and administrative expenses during the same period and withdrew \$2,434,004 and \$4,308,000 for fiscal years 2013 and 2012, respectively.
- The Fund received \$298,563 in fiscal year 2014 as additional revenue from remittance and money transfer tax through RPPL No. 9-2. The remittance and money transfer tax was effective in November 2013, and the funds represent eleven months of collections for fiscal year 2014.

Overview of the Financial Statements

The following summarizes the financial condition and operations of the Fund as of and for the years ended September 30, 2014, 2013 and 2012.

The Statements of Fiduciary Net Position includes the Fund's assets and liabilities that provide a picture of the financial position of the Fund as of September 30, 2014, 2013 and 2012. These statements reflect resources of net position available for pension benefits to members, retirees and beneficiaries at the end of the fiscal year reported.

STATEMENTS OF FIDUCIARY NET POSITION

Acceto		<u>2014</u>		<u>2013</u>		<u>2012</u>	
Assets: Cash and cash equivalents	\$	534,261	\$	248,520	\$	658,313	
Time certificates of deposit with an uninsured bank Investments Other assets		- 32,582,999 201,442	3	- 3,597,662 453,865		1,452,609 2,100,018 3,276,386	
	\$ <u>3</u>	3,318,702	\$ <u>3</u>	4,300,047	\$ <u>3</u>	37,487,32 <u>6</u>	

Overview of the Financial Statements, Continued

STATEMENTS OF FIDUCIARY NET POSITION, CONTINUED

Liabilities and not position:	<u>2014</u>	<u>2013</u>	<u>2012</u>	
Liabilities and net position: Liabilities Net position	\$ 29,379 33,289,323	\$ 38,841 34,261,206	\$ 39,639 <u>37,447,687</u>	
	\$ <u>33,318,702</u>	\$ <u>34,300,047</u>	\$ <u>37,487,326</u>	

- Total receivables decreased from \$437,036 in 2013 to \$199,545 in 2014 and from \$3,239,803 in 2012 to \$437,036 in 2013.
- At September 30, 2014, 2013 and 2012, the Fund had \$1,897, \$16,829 and \$36,583, respectively, in furniture, fixtures and equipment, net of accumulated depreciation where applicable, including office equipment, furniture and vehicles, which represent net decreases of \$14,932 in 2014 over 2013 and \$19,754 in 2013 over 2012. See note 3 to the financial statements for more detailed information on the Fund's furniture, fixtures and equipment.

Revenue and Expense Analysis

The Statements of Changes in Fiduciary Net Position summarize the Fund's financial activities that occurred during the fiscal year as compared to amounts for the previous fiscal years. The financial statements measure the change in resources available to defray pension benefits to members, retirees and beneficiaries for fiscal years 2014, 2013 and 2012.

STATEMENTS OF CHANGES IN FIDUCIARY NET POSITION

Additions:	<u>2014</u>	<u>2013</u>	<u>2012</u>
Contributions Investment income Other income	\$ 5,618,205 2,760,338 317,429	\$ 5,021,782 2,621,503 6,524	\$ 5,139,818 4,614,658 89,283
Deductions:	8,695,972	7,649,809	9,843,759
Benefit and refund payments Administrative	9,298,152 369,703	8,930,543 1,905,747	8,123,193 401,545
	9,667,855	10,836,290	8,524,738
Net (decrease) increase Net position, beginning of year	(971,883) 34,261,206	(3,186,481) 37,447,687	1,319,021 <u>36,128,666</u>
Net position, end of year	\$ 33,289,323	\$ <u>34,261,206</u>	\$ <u>37,447,687</u>

• Contribution revenue increased from \$5,021,782 in 2013 to \$5,618,205 in 2014, an increase of \$596,423 and decreased from \$5,139,818 in 2012 to \$5,021,782 in 2013, a decrease of \$118,036.

Revenue and Expense Analysis, Continued

- Investment portfolios appreciated in fair market value by \$2,097,995 and yielded net earnings of \$2,760,338 in 2014, \$2,621,503 in 2013 and \$4,614,658 in 2012.
- Benefit and refund payments increased from \$8,930,543 in 2013 to \$9,298,152 in 2014 and from \$8,123,193 in 2012 to \$8,930,543 in 2013, an increase of \$367,609 and \$807,350, respectively. The number of retirees and beneficiaries are expected to stabilize and will slowly decline over the next several years. Benefit payments are also expected to level off over the coming years as a result of an amendment to the Fund through RPPL No. 9-2.
- Administrative expenses include \$18,400, \$21,454 and \$21,303 of depreciation expense of the Fund's fixed assets in fiscal years 2014, 2013 and 2012, respectively. Administrative expenses decreased from \$1,905,747 in 2013 to \$369,703 in 2014 and increased from \$401,545 in 2012 to \$1,905,747 in 2013, a decrease of \$1,536,044 and an increase of \$1,504,202, respectively, due to bad debts recognized in 2013.

Economic Outlook

The Board of Trustees and management of the Fund recently added Master Limited Partnerships and Real Estate Investment Trusts to the portfolio. We believe these will further provide a well-diversified portfolio to minimize losses and add value.

The U.S. and Global Markets proved to be volatile in 2014 which continued into the third quarter of 2015. Sociopolitical events around the world continue to influence market performance.

Our strategic asset allocation, asset diversification and portfolio construction is well positioned to capture opportunities in both up and down markets. We remain fully invested. We continue to look for opportunities where money could be made in the short-term, but we stay focused on our long-term objectives. Our money managers' performance added value to the portfolios in 2014, especially in the first and second quarters of the year.

At home, we have reasons to celebrate. RPPL No. 9-2, an Act to reform the Fund to a more financially sustainable program was signed into law by the President of ROP on April 30, 2013. RPPL No. 9-2 eliminates the mandatory service retirement of thirty years of total service. This provision will result in a significant savings to the Fund by delaying benefit payments and prolonging members' contributions to the Fund. The Act also provides that all employees of member agencies, without regard to whether the employee is employed part-time, or on a temporary, seasonal or impermanent basis, shall contribute to the Fund by a deduction taken from the payroll of the employee and at the same time, cease payment of monthly benefits to an employee who is reemployed subsequent to retirement. The Fund stands to realize additional contribution revenue and cost savings by ceasing monthly benefit payments through these provisions. Additionally, this Act provides a new source of revenue to the Fund through levying a four percent (4%) tax on all remittances or transfers of money outside of ROP. The Act also caps annuity benefits at \$30,000 per year. Another provision of the law limits surviving beneficiaries of an employee to only receive benefits up to the total present value of the employee's accrued benefit. This provision has the potential to save the Fund significant money as many beneficiaries have exhausted the value of the account of the employee or member but continue to receive monthly benefits. This legislation will greatly improve solvency of the Fund.

Economic Outlook, Continued

The National Government has acknowledged its debts to the Fund through accrued interest on contributions and has taken an initial step to settle these debts with the Fund by appropriating \$500,000 through RPPL No.9-44 and have given assurance to settle the remaining balance before the end of fiscal year 2016.

The 9th OEK is poised to continue providing fiscal reforms to the Fund in the coming years and the Board of Trustees and management of the Fund will continue to work closely with the OEK to effectuate these much needed fiscal reforms that will nurse the Fund back to good financial health.

We feel that the Fund plays a vital role in Palau's economy by injecting over \$774,800 a month or over \$9,298,000 a year into the hands of consumers who in turn spend these sums to support the Palau economy. In our view, ROP national leaders must become more educated and aware of the fiscal status and financial condition of the Fund and the role it plays in the lives of the people and the Palau economy in order to make a well informed decision affecting the Fund. We feel the 9th Constitutional Government leaders understand the many fiscal issues faced by the Fund and they will be the engine to drive these changes to bring the Fund from an indebted stage to a more funded status.

The Management's Discussion and Analysis for the year ended September 30, 2013 is set forth in the Fund's report on the audit of financial statements, which is dated March 31, 2014. That Discussion and Analysis explains the major factors impacting the 2013 financial statements and can be viewed at the Office of the Public Auditor's website at www.palauopa.org.

Contacting the Fund's Financial Management

This financial report is designed to provide a general overview of the Fund's finances and to demonstrate the Fund's accountability for the money it receives. If you have questions about this report or need additional information, please contact the Administrator/Chief Executive Officer at the Republic of Palau Civil Service Pension Trust Fund, P.O. Box 1767, Koror, Republic of Palau 96940, or e-mail cspp@palaunet.com or call 483-2523.

Statements of Fiduciary Net Position September 30, 2014 and 2013

<u>ASSETS</u>	<u>2014</u>	<u>2013</u>
Cash and cash equivalents Investments, at fair value:	\$534,261	\$ 248,520
Corporate stock Obligations of U.S. Government and agencies Mutual funds Corporate bonds Money market funds	16,690,046 8,945,436 3,542,714 2,396,094 1,008,709	17,632,728 5,859,902 3,425,201 5,671,005 1,008,826
Total investments	32,582,999	33,597,662
Receivables: Employers' contributions, net Members' contributions, net Other receivables	86,106 86,106 27,333	218,414 218,414 208
Total receivables	<u>199,545</u>	437,036
Furniture, fixtures and equipment, net of accumulated depreciation	1,897	16,829
Total assets	33,318,702	34,300,047
<u>LIABILITIES</u>		
Accounts payable and accrued expenses	(29,379)	(38,841)
Net position - held in trust for pension benefits (see Schedule of Net Pension Liability)	\$ <u>33,289,323</u>	\$ <u>34,261,206</u>

Statements of Changes in Fiduciary Net Position Years Ended September 30, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Additions: Employers' contributions Members' contributions	\$ 2,820,693 2,797,512	\$ 2,506,605 2,515,177
	5,618,205	5,021,782
Investment income: Net appreciation in fair value of investments Dividends Interest Investment expenses	2,097,995 487,741 451,513 (276,911)	1,727,482 448,849 634,904 (189,732)
Total investment income	2,760,338	2,621,503
Other income	317,429	6,524
Total additions	8,695,972	7,649,809
Deductions: Benefit and refund payments: Normal and early retirement Survivors Refunds to terminated employees Lump sum death disbursement Disability	6,665,034 1,988,369 489,867 106,453 48,429	6,231,630 1,876,760 545,394 226,287 50,472
Total benefits	9,298,152	8,930,543
Administrative expenses	369,703	1,905,747
Total deductions	9,667,855	10,836,290
Net decrease	(971,883)	(3,186,481)
Net position held in trust for pension benefits:		
Beginning of year	34,261,206	37,447,687
End of year	\$ 33,289,323	\$ <u>34,261,206</u>

See accompanying notes to financial statements.

Notes to Financial Statements September 30, 2014 and 2013

(1) Organization and Summary of Significant Accounting Policies

The following brief description of the Republic of Palau Civil Service Pension Trust Fund (the Fund) is provided for general information purposes only.

General

The Fund is a defined benefit, single-employer plan, which is a component unit of the Republic of Palau (ROP) National Government, providing retirement, security and other benefits to employees, their spouses and dependents, of the ROP, ROP State Governments and ROP agencies, funds and public corporations. The Fund was established pursuant to Republic of Palau Public Law (RPPL) No. 2-26 passed into law on April 3, 1987, and began operations on October 1, 1987. Portions of RPPL No. 2-26 were revised by RPPL 3-21, RPPL 4-40, RPPL 4-49, RPPL 5-30, RPPL 6-37, RPPL 7-56, RPPL 8-10 and RPPL 9-2. The Fund is administered under the authority of a seven-member Board of Trustees (the Board) appointed by the President with the advice and consent of the Senate of the ROP.

Under the provisions of RPPL No. 2-26, the Board adopted a Trust Fund Operation Plan (the Plan) which has the force and effect of law and which sets forth the procedures for the administration and coverage of the Plan. Amendments to the Plan are subject to the requirements of Title 6 of the Palau National Code.

<u>Membership</u>

As of September 30, 2014 and 2013, the ROP National Government, ROP State Governments and ROP public corporations, quasi-governmental organizations and other public entities of the National and State Governments of ROP, are participating in the Fund. Membership consisted of the following as of September 30, 2014:

Members currently receiving benefits	1,358
Inactive members entitled to but not yet receiving benefits	208
Active members	<u>3,107</u>

Total members $\underline{4,673}$

Summary of the Principal Provisions of the Plan

Effective date: October 1, 1987

Plan year: October 1 through September 30

Eligibility to Participate

All persons becoming full-time employees of a participating agency before attaining the age of sixty shall become members as a condition of employment.

Service

Vesting Service: Includes membership service and prior service credit.

Notes to Financial Statements September 30, 2014 and 2013

(1) Organization and Summary of Significant Accounting Policies, Continued

Service, Continued

Membership Service: A year of membership service is earned for a year of service rendered a participating agency. Years of membership service shall be rounded to the nearest one year. Membership service includes accumulated sick leave and vacation leave.

Prior Service Credit: Persons becoming members of the Plan on October 1, 1987 are entitled to Prior Service Credit for services rendered as an employee of participating agencies, the Trust Territory of the Pacific Islands (TTPI), the United States Naval Government after World War II and before the establishment of the TTPI.

Pension Benefits

Retirement benefits are paid to members who are required, with certain exceptions. to retire no later than their sixtieth birthday or after thirty years of service. A member may retire after his or her fifty-fifth birthday at a reduced pension amount if the member has completed at least twenty years of government employment. A married member of a former member receiving a distribution of benefits under the Pension Fund receives reduced benefit amounts to provide survivors' benefits to his or her spouse. An unmarried member or former member may elect to receive a reduced benefit amount during his or her lifetime with an annuity payable to his or her designated beneficiary. Disability benefits are paid to qualified members for the duration of the disability. Effective May 17, 1996, through RPPL 4-49, members, who have twenty-five years or more of total service, are eligible for retirement regardless of their age and, upon such retirement, are eligible to receive pension benefits at a level established by the Board. Effective July 1, 1999, pursuant to RPPL 4-49 and RPPL 5-30, retirement is mandatory for all members who have thirty years or more of total service and all employees who are sixty years of age or older with certain Beginning October 1, 2003, pursuant to RPPL 6-37, mandatory exceptions. retirement may be delayed for up to five years, by specific exemption by the Board. In December 2008, RPPL 7-56 eliminated early retirement and thirty year mandatory service provisions. These provisions were restored through RPPL 8-10 in October, 2009. On April 30, 2013, RPPL 9-2 eliminated the mandatory service retirement after thirty years of service. After December 31, 2013, no employee shall be entitled to pension benefits until reaching the age of sixty.

In accordance with the directives of RPPL 5-7, the Board adopted a resolution which provides that "no person who retires after October 1, 1997, may receive benefits under the Plan unless he or she has contributed to the Plan for at least five years or has made an actuarially equivalent lump sum contribution". In accordance with RPPL 9-2, members who retire after April 30, 2013 must not receive benefits greater than thirty thousand dollars per year. Further, the amount of benefits that a member receives should not be recalculated if the member is re-employed after the member begins receiving benefits under the Fund. Additionally, a member should not receive benefits during the time the member is re-employed subsequent to retirement.

Notes to Financial Statements September 30, 2014 and 2013

(1) Organization and Summary of Significant Accounting Policies, Continued

Pension Benefits, Continued

Currently, normal benefits are paid monthly and are two percent of each member's average monthly salary for each year of credited total service up to a maximum of thirty years total service. The average annual salary is the average of the highest three consecutive fiscal years of compensation received by a member during his or her most recent ten full fiscal years of service. For members who have not completed three consecutive fiscal years of employment during his or her most recent ten full fiscal years of service, the average annual salary is the average monthly salary during the term of the member's service multiplied by twelve.

The benefit amount that married members or unmarried members receive, who have elected to designate a beneficiary, is based on the normal benefit amount reduced by the following factors:

<u>Factor</u>	If the Spouse or Beneficiary is:
1.00 0.95 0.90 0.85	21 or more years older than the member 16 to 20 years older than the member 11 to 15 years older than the member 6 to 10 years older than the member
0.80	0 to 5 years younger than the member or 0 to 5 years older than the member
0.75	6 to 10 years younger than the member
0.70 0.65	11 to 15 years younger than the member 16 or more years younger than the member

Surviving beneficiaries of an employee may only receive benefits up to the total present value of the employee's accrued benefit pursuant to RPPL 9-2.

A member that meets the requirements for early retirement and elects to retire on an early retirement date is entitled to receive payment of an early retirement benefit equal to the member's normal retirement benefit reduced according to the following schedule based on the age at which early retirement benefit payments begin:

- 1/12th per year for the first 3 years before age 60;

- plus an additional 1/18th per year for the next 3 years; plus an additional 1/24th per year for the next 5 years; and plus an additional 1/50th per year for each year in excess of 11 years.

Upon the death of a member or former member with eligible survivors before commencement of the members' normal, early, or late retirement benefits or disability retirement benefits the following shall be payable:

If the former member is not an employee at his date of death and a spouse or beneficiary survives, the total death benefits payable shall be the actuarial equivalent of the member's present value of accrued benefit.

Notes to Financial Statements September 30, 2014 and 2013

(1) Organization and Summary of Significant Accounting Policies, Continued

Pension Benefits, Continued

• If the member is an employee at his date of death and a spouse or beneficiary survives, the total death benefit payable shall be the actuarial equivalent of the greater of 3 times the member's average annual salary or the member's present value of accrued benefits.

Upon the death of a member or former member before commencement of his normal, early, or late retirement benefit or disability retirement benefit leaving no persons eligible for survivor benefits, the following shall be payable:

- If the former member is not an employee at the date of death, a refund of the total amount of contributions made by the member.
- If the member was an employee at the date of death and had completed one
 year of total service, the estate of the member shall be entitled to a death benefit
 equal to the greater of three times the member's annual salary or the present
 value of the member's accrued benefit payable in the form of a single lump sum
 payment.

Any member who is not otherwise eligible to receive normal, early or late retirement benefits, who shall become totally and permanently disabled for service regardless of how or where the disability occurred, shall be entitled to a disability retirement annuity, provided that he or she is not receiving disability payments from the United States Government or its agencies for substantially the same ailment, and further provided that to be eligible for a disability retirement annuity from a cause unrelated to service, the member shall have had at least ten (10) years of total service credited. The amount of disability retirement annuity shall be an amount equal to the actuarial equivalent at the attained age of the member's present value of accrued benefit and shall be paid in the same form as a normal retirement benefit. Any special compensation allowance received or payable to any member because of disability resulting from accidental causes while in the performance of a specific act or acts of duty shall be deducted from the disability annuity payable by the Plan on account of the same disability.

Member Contributions

Member contribution rates are established by RPPL No. 2-26 at six percent of total payroll and are deducted from the member's salary and remitted by participating employers. Upon complete separation from service, a member with less than fifteen years membership service may elect to receive a refund of all of his or her contributions. Subsequent changes in the percentage contributed by members may be made through an amendment of the Trust Fund Operation Plan subject to the requirements of Title 6 of the Palau National Code. RPPL 9-2 requires each employee of the National Government and all State Governments, without regard to whether the employee is employed part-time or on a temporary basis, seasonal or an impermanent basis, to contribute to the Fund through payroll deduction.

Notes to Financial Statements September 30, 2014 and 2013

(1) Organization and Summary of Significant Accounting Policies, Continued

Employer and Other Contributions

Employers are required to contribute an amount equal to that contributed by employees. Pursuant to RPPL No. 2-26 and RPPL No. 3-21, the Government of the Republic of Palau must from time to time contribute additional sums to the Fund in order to keep the Fund on a sound actuarial basis. RPPL 9-2 requires the Government of ROP to make regular contributions to the Fund equal to the amount contributed by each and every employee of ROP. Additionally, an excise tax of four percent (4%) is levied against each non-citizen person transferring money out of ROP. The money transfer tax must be remitted to the Fund. For the years ended September 30, 2014 and 2013, money transfer tax of \$298,563 and \$-0-, respectively, are recorded within other income in the accompanying financial statements.

Plan Administration

The cost of administering the Fund is paid out of the assets of the Fund.

New Accounting Standards

During the year ended September 30, 2014, the Fund implemented the following pronouncements:

- GASB Statement No. 66, *Technical Corrections 2012*, which enhances the usefulness of financial reports by resolving conflicting accounting and financial reporting guidance that could diminish the consistency of financial reporting. The implementation of this statement did not have a material effect on the accompanying financial statements.
- GASB Statement No. 67, Financial Reporting for Pension Plans, which revises existing guidance for the financial reports of most pension plans. See note 2 and the required supplementary information for the implementation of this statement.
- GASB Statement No. 70, Accounting and Financial Reporting for Nonexchange Financial Guarantees, which requires a state or local government guarantor that offers a nonexchange financial guarantee to another organization or government to recognize a liability on its financial statements when it is more likely than not that the guarantor will be required to make a payment to the obligation holders under the agreement. The implementation of this statement did not have a material effect on the accompanying financial statements.

In June 2012, GASB issued Statement No. 68, *Accounting and Financial Reporting for Pensions, which* revises and establishes new financial reporting requirements for most governments that provide their employees with pension benefits. The provisions in Statement 68 are effective for fiscal years beginning after June 15, 2014. Management has not yet determined the effect of implementation of this statement on the financial statements of the Fund.

Notes to Financial Statements September 30, 2014 and 2013

(1) Organization and Summary of Significant Accounting Policies, Continued

New Accounting Standards, Continued

In January 2013, GASB issued Statement No. 69, Government Combinations and Disposals of Government Operations, which improves accounting and financial reporting for state and local governments' combinations and disposals of government operations. Government combinations include mergers, acquisitions, and transfers of operations. A disposal of government operations can occur through a transfer to another government or a sale. The provisions in Statement 69 are effective for fiscal years beginning after December 15, 2013. Management has not yet determined the effect of implementation of this statement on the financial statements of the Fund.

In November 2013, GASB issued Statement No. 71, Pension Transition for Contributions Made Subsequent to the Measurement Date - an amendment of GASB Statement No. 68, which addresses an issue regarding application of the transition provisions of Statement No. 68, Accounting and Financial Reporting for Pensions. The issue relates to amounts associated with contributions, if any, made by a state or local government employer or nonemployer contributing entity to a defined benefit pension plan after the measurement date of the government's beginning net pension liability. The provisions in Statement 71 are effective for fiscal years beginning after June 15, 2014. Management has not yet determined the effect of implementation of this statement on the financial statements of the Fund.

Basis of Accounting and Disclosure

The accounting policies of the Fund conform to accounting principles generally accepted in the United States of America as applicable to governmental agencies, specifically state and local governmental pension plans. The Fund accounts for fiduciary net position and reporting fiduciary net position in accordance with the provisions of GASB Statement No. 67.

The financial statements of the Fund for the years ended September 30, 2014 and 2013 have been prepared on the accrual basis in accordance with accounting principles generally accepted in the United States of America, which requires the use of management estimates. Under this method, revenues are recorded when earned and expenses recorded at the time liabilities are incurred. Members' contributions are recognized in the period in which the contributions are due. Employer contributions are recognized when due and the employer has made a formal commitment to provide the contributions. Benefits and refunds are recognized when due and payable in accordance with the terms of the plan.

An actuarial valuation of the Fund was last completed on September 30, 2014.

Concentrations of Credit Risk

Financial instruments which potentially subject the Fund to concentrations of credit risk consist principally of cash demand deposits and investments.

Notes to Financial Statements September 30, 2014 and 2013

(1) Organization and Summary of Significant Accounting Policies, Continued

Concentrations of Credit Risk, Continued

At September 30, 2014 and 2013, the Fund has cash deposits and investments in bank accounts that exceed federal depository insurance limits. The Fund has not experienced any losses on such accounts.

Cash and Cash Equivalents and Time Certificates of Deposit

For purposes of the statements of plan net position, the Fund considers all cash on hand, cash held in demand accounts, and highly liquid investments with an original maturity of three months or less when purchased, except money market funds held by the Fund's investment agent, to be cash and cash equivalents. Money market funds held by the Fund's investment agent are considered investments.

As of September 30, 2014 and 2013, total cash and cash equivalents were maintained in a Federal Deposit Insurance Corporation (FDIC) insured bank and amounted to \$534,261 and \$248,520, respectively, with corresponding bank balances of \$539,107 and \$266,154, respectively, with \$250,000 subject to insurance coverage. Time certificates of deposit (TCDs) maintained in an uninsured bank amounted to \$1,452,609 at September 30, 2014 and 2013 with a corresponding bank balance of \$1,464,047. The TCDs are collateralized by a first lien, existing now or in the future, on unidentified loans made by the uninsured bank in the amount of principal and interest equal to \$1,000,000; and a sole recourse first lien on 1,500 shares of common stock in a local company owned by a stockholder of the uninsured bank but not to exceed \$2,000,000. At September 30, 2014 and 2013, the Fund recorded a 100% valuation allowance for these TCDs. The Fund does not require collateralization of its cash deposits; therefore, deposits in excess of depository insurance are uncollateralized.

<u>Investments</u>

Marketable securities held for investment purposes are stated at fair value, which is primarily based on quoted market prices. Fixed income securities are reported at amortized cost with discounts or premiums amortized using the effective interest method subject to adjustment for market declines judged to be other than temporary. The Fund's investments are held by a bank-administered trust fund. The Fund has no investments in any commercial or industrial organization whose market value exceeds five percent or more of the net position available for benefits.

The following investment policy governs the investment of assets of the Fund.

General:

1. Any pertinent restrictions existing under the laws of the ROP with respect to the Fund, that may exist now or in the future, will be the governing restriction.

Notes to Financial Statements September 30, 2014 and 2013

(1) Organization and Summary of Significant Accounting Policies, Continued

Investments, Continued

- 2. U.S. and non-U.S. equities, American Depository Receipts, convertible bonds, preferred stocks, fixed income securities, mutual funds and short-term securities are permissible investments.
- 3. No individual security or any issuer, other than that of the United States Government, shall constitute more than 10% (at cost) of any investment manager's portfolio.
- 4. Holdings of any issuer shall constitute no more than 5% of the outstanding securities of such issuer.
- 5. Investments in a registered mutual fund managed by the investment manager are subject to the prior approval of the Board of Trustees.
- 6. The following securities and transactions are not authorized without prior written Board of Trustees approval: letter stock and other unregistered securities; non-negotiable securities; commodities or other commodity contracts; options; futures; short sales; and, margin transactions.
- 7. An investment manager's portfolio shall not be excessively over weighted in any one industry (as compared to respective benchmark index) without prior approval by timely reporting and advice to the Board of Trustees.

Investments may be made in:

A. Fixed Income

- All fixed income securities held in the portfolio shall have a Standard & Poor's credit quality rating of no less "BBB", or an equivalent credit quality rating from Moody's (Baa) or Fitch (BBB). U.S. Treasury and U.S. Government agencies, which are unrated securities, are qualified for inclusion in the portfolio and will be considered to be of the highest rating.
- 2. No more than 20% of the market value of the portfolio shall be rated less than single "A" quality, unless the investment manager has specific prior written authorization from the Board of Trustees.
- 3. Total portfolio quality (capitalization weighted) shall maintain a credit quality rating of no less than "A".
- 4. U.S. SEC registered mutual funds that invest in fixed income securities, either U.S. or non U.S., will not be subject to the above guidelines. However, the Board shall attempt to invest in such funds that meet the guidelines stated above.

Notes to Financial Statements September 30, 2014 and 2013

(1) Organization and Summary of Significant Accounting Policies, Continued

Investments, Continued

A. Fixed Income, Continued

- 5. It is the policy of the Board to place assets in Local Certificates of Deposit (Local CDs) issued by local banking institutions, with the express purpose of making funds available to the local community in the form of loans. While these Local CDs are held, they will be included in the "strategic asset allocation" as fixed income investments. However, these Local CDs and the local banking institutions must meet the following criteria on an ongoing basis:
 - a. Local CDs must offer a competitive return relative to alternative issuers.
 - b. The local banking institutions must provide annual audited financial statements for Board of Trustee review. The Board of Trustees is charged with monitoring the financial health of the local banking institutions. Should concerns arise with respect to the financial condition of the local banking institutions, the Board of Trustees shall take appropriate action.
 - c. The local banking institution shall promptly inform the Board of Trustees, in writing, of any significant or material matters pertaining to the institution, including, but not limited to: ownership; organizational structure; financial condition; and, any material proceedings affecting the firm.
 - d. Provide collateral, acceptable to the Board, to secure the Local CDs.

B. Equities

- 1. Consistent with the desire to maintain broad diversification, allocations to any economic or industry sector should not be excessive.
- 2. Equity holdings shall be restricted to readily marketable securities of corporations that are traded on the major exchanges and over the counter.
- 3. The investment managers shall have the discretion to invest a portion of the assets in cash reserves when they deem appropriate. However, as per the IPS, they will be evaluated against their performance benchmarks and peers on the performance of the total funds under their direct management.
- Common stock and preferred stock of any institution or entity created or existing under the laws of the United States or any other country are permissible investments.

Notes to Financial Statements September 30, 2014 and 2013

(1) Organization and Summary of Significant Accounting Policies, Continued

Investments, Continued

C. Cash/Cash Equivalents

- Cash equivalent reserves shall consist of cash instruments having a credit quality rating of Standard & Poor's A-1, Moody's P-1, or their equivalent. U.S. Treasury and Agency securities, Banker Acceptances, Certificate of Deposit, and Collateralized Repurchase Agreements are also acceptable investment vehicles. Custodial Sweep Accounts must be, in the judgment of the Investment Managers, of credit quality equal or superior to the standards described above.
- In the case of Certificates of Deposit, except as discussed under Fixed Income with respect to the Local CDs, they must be issued by FDIC insured institutions. Deposits in institutions with less than \$10 million in assets may not be made in excess of \$100,000 (or prevailing FDIC insurance limit), unless the Deposit is fully collateralized by U.S. Treasury Securities.
- 3. No single issue shall have a maturity of greater than two years.
- 4. Custodial Sweep Account portfolios must have an average maturity of less than one year.

Asset Allocation

The Fund's policy in regard to the allocation of invested assets is established and maybe amended by the Board. The Board, with assistance from the Fund's consultant, identified an optimal broad asset class mix based on the Fund's time horizon, risk tolerances, performance expectations and asset class preferences.

The following strategic asset allocation for the Fund was selected as of September 30, 2014:

	Strategic Allocation
US Equities (Large Cap Value) US Equities (Large Cap Core) US Equities (Large Cap Growth) Non-US Equities (Mature Markets) Non-US Equities (Emerging Markets) Fixed Income (US Core) Fixed Income (Global)	10% 10% 10% 15% 10% 35% 10%
Total	<u>100%</u>

Notes to Financial Statements September 30, 2014 and 2013

(1) Organization and Summary of Significant Accounting Policies, Continued

Investments, Continued

Rate of Return

For the year ended September 30, 2014, the annual money-weighted rate of return on pension plan investments, net of pension plan investment expense, was 8.52%. The money-weighted rate of return expresses investment performance, net of investment expense.

Custodial credit risk for investments is the risk that in the event of the failure of the counterparty to the transaction, the Fund will not be able to recover the value of investment or collateral securities that are in the possession of an outside party. The Fund's investments are held and administered by trustees in accordance with negotiated trust and custody agreements. Based on these agreements, all of these investments were held in the Fund's name by the Fund's custodial financial institutions at September 30, 2014 and 2013.

Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of debt instruments. The following is a listing of the Fund's fixed income securities at September 30, 2014 and 2013:

				2014		
			Inve	estment Maturiti		
Investment Tune	Foir Value	Less	4 E	6 10	More Than 10	Dating
Investment Type	<u>Fair Value</u>	Than 1	<u>1 - 5</u>	<u>6 - 10</u>	<u>Than 10</u>	Rating
Mortgage and asset backed securities Mortgage and asset	\$ 4,013,007	\$ -	\$ 1,962,354	\$ 1,516,875	\$ 533,778	AAA
backed securities	704,370	_	704,370	-	-	AA-
Government bonds	4,228,059	-	349,797	2,259,612	1,618,650	AAA
Corporate bonds	179,155	-	-	179,155	-	AA+
Corporate bonds	138,416	-	=	138,416	=	AA-
Corporate bonds Corporate bonds	168,379 584,048	_	- 168,677	168,379 415,371	-	A+ A
Corporate bonds	879,529	-	100,077	879,529	-	A-
Corporate bonds	446,567	-	166,183	280,384	-	BBB+
·	\$ <u>11,341,530</u>	\$	\$ <u>3,351,381</u>	\$ <u>5,837,721</u>	\$ <u>2,152,428</u>	
				2013		
			Inve	estment Maturiti		
Investment Type	Fair Value	Less <u>Than 1</u>	<u>1 - 5</u>	<u>6 - 10</u>	More <u>Than 10</u>	Rating
Mortgage and asset backed securities	\$ 2,989,764	\$ -	\$ -	\$ 1,030,827	\$ 1,958,937	AAA
Mortgage and asset backed securities Mortgage and asset	1,183,574	-	1,183,574	-	-	AA+
backed securities	571,219	_	571,219	_	-	AA-
Government bonds	1,115,345	-	-	-	1,115,345	AAA
Corporate bonds	548,821	-	-	548,821	- -	A+
Corporate bonds	1,659,683	-	-	1,659,683	-	A
Corporate bonds Corporate bonds	2,712,708 749,793	-	-	2,712,708 749,793	-	A- BBB+
Corporate bonds	143,133		- 	143,133	-	7000 T
	\$ 11,530,907	\$	\$ 1,754,793	\$ 6,701,832	\$ 3,074,282	

Notes to Financial Statements September 30, 2014 and 2013

(1) Organization and Summary of Significant Accounting Policies, Continued

Receivables

Contributions receivable from participants and employers, all of whom are situated in the Republic of Palau, are unsecured.

Allowance for Doubtful Accounts

The allowance for doubtful accounts is established through a provision charged to expense. Accounts are charged against the allowance when management believes that the collection of the balance is unlikely. The allowance is an amount that management believes will be adequate to absorb possible losses on existing balances that may be uncollectible, based on evaluations of collectability and prior loss experience. Bad debts are written-off against the allowance based on the specific identification method.

Furniture, Fixtures and Equipment

Furniture, fixtures and equipment are recorded at cost. Depreciation and amortization are provided using the straight-line method over the estimated useful lives of the respective assets. Current policy is to capitalize items in excess of \$500.

Administrative expenses include depreciation and amortization expense of \$18,400 and \$21,454 in 2014 and 2013, respectively.

Operating and Non-Operating Revenue and Expenses

Operating revenues and expenses generally result directly from the member contributions and employer contributions.

Non-operating revenues and expenses result from non-recurring income and costs such as interest.

Accounts Payable and Accrued Expenses

Accounts payable and accrued expenses include investment management fees, employees' accrued salaries and wages, and accrued annual leave at fiscal year end.

Taxes

The Fund is a public employees' retirement system and a component unit of the ROP government. Accordingly, the Fund is exempt from all national and state nonpayroll taxes and fees.

Notes to Financial Statements September 30, 2014 and 2013

(1) Organization and Summary of Significant Accounting Policies, Continued

Estimates

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

Reclassifications

Certain 2013 balances in the accompanying financial statements have been reclassified to conform to the 2014 presentation.

(2) Net Pension Liability

The components of the net pension liability of the Fund as of September 30, 2014 are as follows:

Total pension liability \$ 206,054,796 Fiduciary net position \$ (33,289,323)

Net pension liability \$ <u>172,765,473</u>

Fiduciary net position as a percentage of the total pension liability

Actuarial Assumptions

The total pension liability was determined by an actuarial valuation as of September 30, 2014, using the following actuarial assumptions:

Actuarial Cost Method: Normal costs are calculated under the level

aggregate cost method

16.16%

Investment Income: 7.5% per year

Expenses: \$300,000 each year

Salary Increase: 3.0% per year

Mortality: 1984 Unisex Pension Mortality Table

Disabled Mortality: PBGC Mortality Table for Disabled Persons

receiving Social Security

Retirement Age: Earlier of age 60 or 30 Years of Total Service.

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Notes to Financial Statements September 30, 2014 and 2013

(2) Net Pension Liability, Continued

Actuarial Assumptions, Continued

Early Retirement: Earlier of age 55 with 20 Years of Total Service

or after 25 Years of Total Service. 10% of workers eligible for early retirement who are at least age 55 are assumed to retire each year, and 5% of those eligible for early retirement who are younger than age 55 are assumed to

retire each year.

Pre-retirement Beneficiary

Benefit Members: Greater of actuarial equivalent of the greater of

three times members Average Annual Salary or the present value of accrued benefit earned by the member. 80% of the workers are assumed to be married and males are assumed to be 3

years older than their spouses.

Pre-retirement Beneficiary Benefit Former Members:

Present value of accrued benefit earned by the member. 80% of the workers are assumed to be

member. 80% of the workers are assumed to be married and males are assumed to be 3 years

older than their spouses.

Post Retirement Survivor's Benefit: 100% of the benefit the retiree was receiving

prior to death. 80% of active workers are assumed to be married when they retire. Males are assumed to be 3 years older than their

spouses.

Disability: Rates are from the 2007 US Social Security

Trustees Report Intermediate Assumptions.

Turnover: 5% per year prior to age 40; none after age 40.

Refund of Contributions: 80% of those who terminate and are eligible to

receive a refund of their employee contributions in lieu of a future benefit elect to receive the

refund.

Workers Included In the Valuation: Workers indicated in the census as Active or

Inactive with a vested benefit. Salary used as a basis to project future salaries is the greater of the greatest of the salary earned in fiscal year 2006 or 2007, or if no salary was indicated for an Active worker for these years, the greatest

salary earned during the workers' career.

Notes to Financial Statements September 30, 2014 and 2013

(2) Net Pension Liability, Continued

Discount Rate

The discount rate used to measure the total pension liability was 4.64%. The discount rate was determined using the current assumed rate of return until the point where the fiduciary net position is negative. Using the current contribution rates, a negative position happens in 2021. For years after 2021, a discount rate of 4.53% is used. This rate is the September 26, 2013 Bond Buyer 20-Bond Go Index rate.

Sensitivity of Net Pension Liability to Changes in the Discount Rate

The following presents the net pension liability of the Fund, calculated using the discount rate of 4.64%, as well as what the net pension liability would be if it were calculated using a discount rate that is 1.00% lower (3.64%) or 1.00% higher (5.64%) from the current rate.

1% Decrease 3.64%	Current Single Discount Rate Assumption 4.64%	1% Increase 5.64%
\$178,385,000	\$ 206,054,796	\$ 224,903,000

(3) Furniture, Fixtures and Equipment

A summary of the Fund's furniture, fixtures and equipment is set forth below:

	Estimated <u>Useful Lives</u>	Balance at October 1, 2013	<u>Additions</u>	<u>Deletions</u>	Balance at September 30, 2014
Office equipment and furniture Vehicles	3 - 10 years 6 years	\$ 101,776 33,149	\$ 3,468	\$	\$ 105,244 33,149
Less accumulated depreciation		134,925 <u>(118,096</u>)	3,468 (18,400)		138,393 (136,496)
		\$ <u>16,829</u>	\$ <u>(14,932</u>)	\$	\$ <u>1,897</u>
	Estimated Useful Lives	Balance at October 1, 2012	Additions	<u>Deletions</u>	Balance at September 30, 2013
Office equipment and furniture Vehicles	3 - 10 years 6 years	\$ 100,076 33,149	\$ <u>1,700</u>	\$ -	\$ 101,776 33,149
Less accumulated depreciation		133,225 (96,642)	1,700 (21,454)		134,925 <u>(118,096</u>)
		\$36,583	\$ (19,754)	\$ -	\$ 16,829

Notes to Financial Statements September 30, 2014 and 2013

(4) Republic of Palau

RPPL 5-45 earmarked \$1,000,000 to the Fund, to be derived from revenues generated from a Virtual Pachinko Business. Of this \$1,000,000, RPPL 6-12, passed into law on September 30, 2001, allocated \$500,000 to the Fund for the employer contribution of the Palau Community College (PCC) for employees of PCC electing to participate. PCC employees opting to retroactively participate shall be enrolled in the Fund effective as of their start date with PCC or October 1, 1987, whichever is later. These employees are required to pay into the Fund their proportionate contribution for each year of retroactive participation.

As a result of the provisions of RPPL 6-12, PCC employees who opted to claim prior year service executed payment agreements with the Fund totaling \$978,907 for prior year service claimed. As these employees are not mandated to continue payment agreements and can elect to have contributions refunded upon termination of payment agreements, and due to the uncertainty of collection of the employee's share through RPPL 6-12, the Fund has elected not to record PCC employee receivables for prior year service. The Fund received \$12,555 and \$14,250 from PCC employees during the years ended September 30, 2014 and 2013, respectively.

ROP has determined that remaining amounts earmarked to the Fund through RPPLs 5-45 and 6-12 will only be remitted as revenues are generated from the Virtual Pachinko Business. The Fund did not receive funds related to RPPL 6-12 and 5-45 from ROP during the years ended September 30, 2014 and 2013, respectively. Therefore, the Fund has not recognized the remaining \$875,000 as a receivable or as revenue in the accompanying financial statements. However, the Fund received \$16,579 and \$28,837 from PCC for employer contributions during the years ended September 30, 2014 and 2013, respectively.

(5) Administrative Expenses

A summary of the administrative expenses for the years ended September 30, 2014 and 2013, is set forth below:

		<u>2014</u>	<u>2013</u>
Personnel Conference expenses Staff training Depreciation Professional fees Rent and utilities Communications Board compensation Provision for uninsured TCDs Miscellaneous	\$	187,949 59,379 32,491 18,400 19,682 8,560 6,815 3,550 - 32,877	\$ 217,064 59,229 34,697 21,454 26,897 8,882 7,397 4,000 1,452,609 73,518
	Φ_	<u>369,703</u>	\$ <u>1,905,747</u>

Notes to Financial Statements September 30, 2014 and 2013

(6) Contingency

An actuarial valuation of the Fund has determined that the Fund had an actuarial deficiency of \$172,765,473 as of September 30, 2014. Unless the existing deficiency is corrected, the Fund's cash flow may eventually become negative, which will cause the Fund to become depleted to the point that the Fund will not be able to meet its benefit obligations. The Fund has not developed a formal plan as of September 30, 2014, to correct this potential funding deficiency.

(7) Risk Management

The Fund is exposed to various risks of loss related to torts, theft of, damage to, and destruction of assets, errors and omissions, injuries to employees, and natural disasters. The Fund has elected to purchase commercial insurance from independent third parties for the risk of loss to which it is exposed for automobiles. The Fund does not maintain insurance coverage for office equipment and furniture. In the event of catastrophe, the Fund may be self-insured. No losses have been sustained as a result of this practice during the past three years.

(8) Subsequent Event

On June 11, 2015, a settlement agreement between an Estate (the Estate) and the Fund was signed which requires the Estate to transfer the possession, custody and control of 1,500 shares of common stock in a local company to the Fund. The transfer entitles the Fund to receive, retain, use and sell all the shares and to receive, retain, use and sell all share dividends issued after June 10, 2015. If the Fund recovers amounts from the Pacific Savings Bank (PSB) Receiver, Trustee of PSB Creditors, or any other duly authorized person or official or other third-party, amounts due to the Fund, the Fund will return the shares of stock to the Estate and, to the extent the Fund has sold any of the shares, the Fund should pay the Estate the following: (a) the actual sale price of the shares sold, (b) all dividends earned on all shares, and (c) interest equal to the average prevailing rate of time certificate of deposit in Palau for the year after the Fund took possession and custody of the shares of stock. The Fund has not determined the value of the shares. Accordingly, the recovery was not recorded in the accompanying financial statements.

Schedule of Net Pension Liability September 30, 2014

FY Ending 09/30	Total Pension <u>Liability</u>	Plan <u>Net Position</u>	Net <u>Pension Liability</u>	Plan Net Position as a % of Total Pension Liability	Covered Payroll	Net Pension Liability as a % of Covered Payroll
2014	\$ 206.054.796	\$ 33.289.323	\$ 172.765.473	16%	\$ 39.004.000	443%

Note: This schedule is intended to illustrate the requirement to show information for 10 years; however, until a full 10-year trend is compiled, the Fund presents information starting with GASB 67 implementation in 2014.

See accompanying Independent Auditors' Report and notes to required supplementary schedules.

Schedule of Contributions September 30, 2014

FY Ending 09/30	Actuarially Determined Contribution	Actual Contribution	Contribution Deficiency (Excess)	Covered Payroll	Actual Contribution as a % of Covered <u>Payroll</u>
2014	\$ 13.421.000	\$ 5.618.205	\$ 7.802.795	\$ 39.004.000	14.4%

Note: This schedule is intended to illustrate the requirement to show information for 10 years; however, until a full 10-year trend is compiled, the Fund presents information starting with GASB 67 implementation in 2014.

See accompanying Independent Auditors' Report and notes to required supplementary schedules.

Notes to Required Supplementary Schedules September 30, 2014

(1) Actuarial Assumptions

Actuarially determined contribution rates are calculated as of June 30 prior to the beginning of the fiscal year in which contributions are reported.

Actuarial Cost Method: Entry-Age Normal

Amortization Method: Level Percentage of Payroll, Closed

Remaining Amortization Period: 30 years
Asset Valuation Method: Market value

Inflation: 3% - No explicit price inflation assumption

is used in this valuation.

Salary Increases: 3.0% Investment Rate of Return: 7.50%

Retirement Age: Earlier of age 60 and 30 years of service Mortality: 1984 Unisex Pension Mortality Table

(2) Factors that Significantly Affect the Identification of Trends in the Amounts Reported

The ROP Congress (Olbiil Era Kelulau) enacted two laws which have potentially material effects on the amounts reported in the schedule. RPPL 4-49 and RPPL 5-30 establish that effective May 17, 1996, members, who have twenty-five years or more of total service, are eligible for retirement regardless of their age and, upon such retirement, are eligible to receive pension benefits at a level established by the Board The laws further provide that effective July 1, 1999, retirement is of Trustees. mandatory for all members who have thirty years or more of total service with certain exceptions, and that the pension is not reduced for receipt of benefits prior to age 60. By RPPL 6-37, effective October 1, 2003, mandatory retirement may be delayed for an additional five years by specific exemption by the Board. In December 2008, RPPL 7-56 eliminated early retirement and thirty year mandatory service provisions. These provisions were restored through RPPL 8-10 in October, 2009. On April 30, 2013, RPPL 9-2 eliminated the mandatory service retirement after thirty years of service. After December 31, 2013, no employee shall be entitled to pension benefits until reaching the age of sixty.

RPPL 5-7 directed the Board of Trustees to adopt a resolution which provides that "no person who retires after October 1, 1997, may receive benefits under the Plan unless he or she has contributed to the Plan for at least five years or has made an actuarially equivalent lump sum contribution". In accordance with RPPL 9-2, members who retire after April 30, 2013 must not receive benefits greater than thirty thousand dollars per year. Further, the amount of benefits that a member receives should not be recalculated if the member is re-employed after the member begins receiving benefits under the Fund. Additionally, a member should not receive benefits during the time the member is re-employed subsequent to retirement.

Schedule of Investment Securities September 30, 2014

	Face Value	Cost	Fair Value	
Money Market Funds				
Western Asset US Money Market Fund A Dist (D) - Account #016-893706-500 Western Asset US Money Market Fund A Dist (D) - Account #016-010074-500 Western Asset US Money Market Fund A Dist (D) - Account #016-010075-500 Western Asset US Money Market Fund A Dist (D) - Account #016-893707-500 Western Asset US Money Market Fund A Dist (D) - Account #016-893085-500 Western Asset US Money Market Fund A Dist (D) - Account #016-893084-500 Western Asset US Money Market Fund A Dist (D) - Account #016-893086-500	\$ 92,334 224,945 115,068 240,112 176,544 12,504 54	\$ 92,334 224,945 115,068 240,112 176,544 12,504 54	\$ 92,334 224,945 115,068 240,112 176,544 12,504 54	
	861,561	861,561	861,561	
Unsettled purchases - Account #016-893706-500 Unsettled purchases - Account #016-010074-500 Unsettled purchases - Account #016-893084-500	21,232 (32,323) 8,394	21,232 (32,323) 8,394	21,232 (32,323) 8,394	
	(2,697)	(2,697)	(2,697)	
Cash balance - Account #016-010075-500 Cash balance - Account #016-893707-500 Cash balance - Account #016-893084-500	515 149,143 187	515 149,143 187	515 149,143 187	
	149,845	149,845	149,845	
Total Money Market Funds	\$ 1,008,709	\$ 1,008,709	\$ 1,008,709	
Mutual Funds	Quantity	Cost	Fair Value	
Templeton Global Bond Fd-Ad - Account #016-893086-500	267,981	\$ 3,591,797	\$ 3,542,714	
Total Mutual Funds	267,981	\$ 3,591,797	\$ 3,542,714	
	Face Value	Cost	Fair Value	Ratings
Obligations of U.S. Government and Agencies				
Mortgage and Asset Backed Securities				
Fed Home Ln Bk @ 5.625%, due 06/13/2016 Fed Home Ln Bk @ 1.625%, due 03/27/2017 Fed Home Ln Bk @ 1.625%, due 04/28/2017 Fed Home Ln Mtg Corp Med Term Note @ 1.50%, due 11/13/2017 FNMA PL # 256105 @ 5.5%, due 02/1/2021 FNMA PL # 896870 @ 5.5%, due 04/1/2022 FNMA PL # 968649 @ 5%, due 01/01/2023 FNMA PL # 986196 @ 5%, due 07/01/2023 FNMA PL # 889887 @ 5.5%, due 09/01/2023 FNMA PL # 988457 @ 5.5%, due 10/01/2023 FNMA PL # 994808 @ 5.5%, due 11/01/2023 FNMA PL # 995472 @ 5.0%, due 11/01/2023 FNMA PL # 995517 @ 5.5%, due 12/01/2023 FNMA PL # 995517 @ 5.5%, due 12/01/2023 FNMA PL # 995577 @ 5.6, due 01/01/2024 FNMA PL # 995957 @ 5%, due 01/01/2024 FNMA PL # AC4446 @ 5%, due 10/01/2024 FNMA PL # AC4446 @ 5%, due 09/01/2025 FNMA PL # AL1029 @ 5%, due 09/01/2025 FNMA PL # 257325 @ 5.5%, due 08/01/2028 FNMA PL # 938171 @ 6.5%, due 07/01/2037	\$ 640,000 255,000 1,115,000 570,000 2,030,000 3,250,000 1,522,899 2,200,000 1,730,000 840,000 1,300,000 960,000 2,410,000 405,000 430,000 1,805,000 400,000 23,652,899	\$ 691,706 257,546 1,126,840 576,752 140,627 177,162 69,549 124,702 218,630 114,219 65,387 159,729 81,260 231,568 115,348 146,102 59,840 92,210 175,946 49,813	\$ 704,370 256,735 1,131,938 573,681 143,322 179,642 69,525 124,896 222,532 115,357 66,002 160,372 81,834 237,806 115,587 146,234 60,855 91,649 179,110 55,930	AA- AAA AAA AAA AAA AAA AAA AAA AAA AAA
Governmental Bonds	20,002,000	-,01-,000	7,111,011	
US Treasury Note @ 4.750%, due 08/15/2017 US Treasury Bond @ 8.125%, due 08/15/2021 US Treasury Note @ 2.000%, due 02/15/2022 US Treasury Note @ 1.750%, due 05/15/2022 US Treasury Bonds @ 2.75%, due 08/15/2042	315,000 495,000 380,000 1,235,000 1,760,000	348,592 687,751 373,025 1,179,123 1,507,680	349,797 689,984 374,182 1,195,446 1,618,650	AAA AAA AAA AAA
	4,185,000	4,096,171	4,228,059	
Total Obligations of U.S. Government and Agencies	\$27,837,899	\$ 8,771,107	\$ 8,945,436	

Schedule of Investment Securities, Continued September 30, 2014

	Face Value	Cost	Fair Value	Ratings
Corporate Bonds				
AFLAC Inc @ 8.5%, due 05/15/2019 American Express @ 8.125% due 05/20/2019 Morgan Stanley @ 5.75%, due 01/25/2021 Goldman Sachs Group Inc @ 5.25%, due 7/27/2021` General Electric Capital Corp @ 4.65%, due 10/17/2021 Bank of America Corp @ 5.70%, due 01/24/2022 JP Morgan Chase & Co @ 4.50%, due 01/24/2022 PNC Funding Corp @3.30%, due 03/08/2022 Citigroup Inc @ 4.05%, due 07/30/2022 Wells Fargo & Company & Co @ 3.45%, due 02/13/2023 MetLife Inc @ 4.368%, due 9/15/2023 IBM Corp @ 3.625%, due 02/12/2024 Apple Inc @ 3.450%, due 05/06/2024	\$ 130,000 130,000 110,000 175,000 150,000 160,000 200,000 275,000 295,000 160,000 135,000 175,000	\$ 158,013 155,555 125,057 193,485 165,735 178,396 121,359 192,430 277,411 295,352 164,572 139,201 176,713	\$ 168,677 166,183 126,124 195,613 168,379 184,990 124,163 201,471 280,384 291,208 171,331 138,416 179,155	A BBB+ A- A- A- A- BBB+ A A- AA- AA+
Total Corporate Bonds	\$ 2,210,000	\$ 2,343,279	\$ 2,396,094	
	Number of Shares	Cost	Fair Value	
Corporate Stock	Onares		Tall value	
Allstate Corp (ALL) American Airis Group Inc (AAL) American Express Co (Axp) American Tower Reit Com (Amt) Apple Inc (AAPL) Bank of Amerika Corp Biogen Idec Inc Boeing Co Capital One Financial Corp (COF) CDN Pacific Ry Ltd New Celgene Corp Charles Schwab New Cisco Sys Inc Citigroup Inc New Comcast Corp (New) Class A Conocophillips (COP) CVS Caremark Corp Delta Air Lines Inc New (DAL) Facebook Inc Cl-A (FB) Gilead Science Google Inc Class C Google Inc Class A Halliburton Co Hewett Packard (HPQ) Home Depot Inc Honeywell International Inc (HON) Johnson & Johnson JP Morgan Chase & Co Kinder Morgan Incorp (KMI) Macy's Inc (M) Marsh & Mclennan Cos Inc Mastercard Inc Class A McKesson Corp (MCK) Medtronic Inc (MDT) Merck & Co Inc New Com (MRK) Metilife Incorporated (MET) Microsoft Corp (MSFT) Morgan Stanley (MS) Ralph Lauren Corp CI A (RL) Roche Holdings ADR (RHHBY) Schlumberger Ltd Starwood Htls & Rests WW Inc (HOT)	2,025 1,025 800 525 1,880 6,750 260 600 1,000 900 292 3,875 1,550 795 2,400 1,425 1,300 1,100 825 1,150 79 157 1,475 2,300 1,025 975 825 750 552 1,250 1,850 2,725 2,525 2,525 1,025 900 600	\$ 99,822 41,789 48,286 26,532 153,896 107,398 61,375 69,030 81,926 126,047 17,961 77,490 39,919 41,612 107,026 104,517 80,826 37,969 54,512 33,901 31,757 54,616 62,510 79,756 39,946 77,126 47,026 73,317 39,074 27,985 25,582 99,711 78,901 58,855 42,143 60,172 107,991 81,939 38,985 38,444 79,371 46,247	\$ 124,274 36,367 70,032 49,156 189,410 115,088 86,011 76,428 81,620 186,723 27,676 113,885 39,014 41,197 129,072 109,041 103,467 39,765 65,208 122,418 45,610 92,379 95,151 81,581 94,034 79,152 58,625 103,914 37,382 56,726 43,181 55,440 107,438 77,438 77,438 77,438 126,331 126,3	
TE Connectivity Ltd New (TEL) Thermo Fisher Scientific (TMO)	975 325	51,207 40,423	53,908 39,553	
Time Warner Inc New (TWX) Twenty-First Century Fox Union Pacific Corp United Technologies Corp	325 475 3,000 600 750 1,375	40,423 40,198 79,159 21,373 77,664 59,518	39,553 35,725 102,870 65,052 79,200 122,416	
Walt Disney Co	63,090	3,130,908	3,927,125	
Subtotal - Account #016-893706-500	03,090	3,130,908	3,321,125	

Schedule of Investment Securities, Continued September 30, 2014

	Number of		
Corporate Stock, Continued	Shares	Cost	Fair Value
AK Bank Turk Anonim Sirketi -ADR	7,617	67,273	49,130
Ambev S A Sponsored ADR	10,705	77,370	70,118
Baidu Inc Ads	484	42,389	105,623
Banco Do Brasil Sa Banco Macro S.A Spons ADR Repstg Cl B	8,423 1,053	116,409 15,756	87,768 41,709
BB Seguridade Participacoes	5,157	58,263	67,660
Bidvest Group Ltd Spon ADR	685	34,891	34,524
China Constr Bk Corp-CNY China Mobile Ltd	7,281 1.672	115,130 87,880	102,007 98,230
China Shenua Energy Ltd ADR	4,090	46,960	45,972
Cielo Sa Spon ADR	4,138	50,221	67,036
Clicks Group Limited Cnooc Ltd ADS	3,688 393	47,103 71,712	43,216 67.808
Commercial Intl Bk ADR	7,315	21,747	49,479
Companhia Energy De Min Sp ADR	7,616	46,579	47,448
Gazprom Oao Spons ADR Imperial Holdings Ltd Adr	9,083 2,587	75,407 58,325	63,399 40,331
KB Financial Group Inc ADR	2,116	73,389	76,642
Kimberly Clarke De Mex Sa Spon ADR -USD	3,995	61,775	47,345
KOC Holding AS Unspons ADR Localiza Rent a Car SA Spon	3,175 6,350	79,433 91,628	73,279 90,913
Mobile Telesystems OJSC Spon ADR	4,613	92,657	68,918
Ned Bank Group Ltd Sponsored ADR	1,986	40,598	38,250
Netease.com Inc ADR Oil Co Lukoil Spons ADR	1,123 823	56,980 49,009	96,196 41,891
Oriflame Cosmetics SA Spon Adr	3,009	63,274	26,088
Phillippine Long Distance Tel Co Spons ADR -USD	1,021	62,707	70,429
PPC Limited Unspon Adr PT Astra International Tbk Adr	6,776 5,376	49,533 73,039	35,140 61,862
PT BK Mandiri Persero Tbk Unsponsored	8,736	75,489	72,072
PT Semen Gresik Persero ADR	2,119	59,559 66.346	53,780
PT Telekomunakasi Indonesia Spons ADR PT United Tractors ADR	1,580 1,144	66,346 47,496	75,998 37,683
PTT Exploration and Production-THB Spons ADR	3,614	38,990	35,030
Sanlam Ltd Spon ADR Shor Book Busin Spannered Adr	1,661	39,431 127,262	48,202
Sber Bank Russia Sponsored Adr Shinhan Financial Grp Co Ltd Adr	11,548 1,758	67,073	90,860 79,919
Shoprite Holdings Unspon ADR	2,612	45,084	32,310
Standard BankGroup ADR Taiwan Samiaandustar Mfg Co. Ltd. Adr	3,752	52,999 78,057	43,317 103,927
Taiwan Semiconductor Mfg Co Ltd Adr Tiger Brands Ltd Sponsored ADR new	5,150 1,399	78,057 41,133	39,158
Turkcell Iletis Hizmet ADR	3,439	55,994	45,188
Vodacom Group Ltd Unsponsored ADR	2,788	35,849 50,379	31,975 46,248
Weichai Power Co Unspon ADR Woolworths Hldgs Ltd	3,172 6,660	51,970	42,544
Wynn Macau Ltd Unspon Adr	1,453	38,666	47,731
YPF Sociedad Ads Rep 1 Cl-D Sh	2,414	40,171	89,294
Vale S.A. SP - Preferred Stock	187,349 3,043	2,839,385 58,339	2,823,647 29,548
Subtotal - Account #016-893085-500	190,392	2,897,724	2,853,195
Abbvie Inc Com	924	48,994	53,370
Alexion Pharm Inc	263	28,487	43,611
Alibaba Group Hldg Ltd	412	37,405	36,606
Amazon.com Inc American Express Co	115 392	38,072 29,536	37,081 34,316
American Tower Reit Com	533	41,826	49,905
Amgen Inc	261	26,001	36,660
Apple Inc Applied Materials Inc	1,078 1,170	82,454 20,769	108,609 25,284
Arm Holdings Plc Ads	781	32,370	34,122
Baidu Inc Ads	345	59,486	75,289
Biogen Idec Inc Blackrock	173 141	40,189 30,154	57,230 46,293
Borgwarner Inc	480	16,648	25,253
Celgene Corp	880	37,850	83,406
Cerner Corp Charles Schwab New	494 1,069	20,698 25,524	29,428 31,418
Chipotle Mexican Grill Inc Com	37	21,757	24,664
Cognizant Tech Solutions CL A	570	19,442	25,519

Schedule of Investment Securities, Continued September 30, 2014

	Number of	Cont	Fair Value
Corporate Stock, Continued	Shares	Cost	Fair Value
Comcast Corp (New) Class A	464	26,095	24,954
Concho Res Inc	361	49,485	45,266
Costar Group Inc	144	22,783	22,398
Costco Wholesale Corp New CVS Caremark Corp	223 463	17,990 20,731	27,946 36,850
Danaher Corp De	413	19,829	31,380
Delta Air Lines Inc New	745 311	20,736	26,932
Ecolab Inc Facebook Inc Cl	815	19,088 32,347	35,712 64,418
Gilead Science	677	44,713	72,067
Google Inc CI C	108 108	34,825 34,936	62,355 63,548
Google Inc Class A Halliburton Co	640	44,580	41,286
Hilton Worldwide Holdings Inc	1,324	29,310	32,610
Honeywell International Inc	504 670	48,267 15,926	46,932 17,547
IMS Health Holdings Inc Liberty Global Plc Cl A New	1,103	45,102	45,240
Linkedin Corp A	230	48,728	47,792
Mastercard Inc. class A	654	31,690	48,344
McKesson Corp MGM Resorts International	247 624	44,085 16,563	48,083 14,215
Michael Kors Holding Ltd	369	30,823	26,343
Monsanto Co New	522	44,160	58,730
Morgan Stanley Netflix Inc	1,008 57	26,970 25,757	34,847 25,717
Nielsen Holdings NV	732	33,735	32,450
Nike Inc	462	31,666	41,210
Precision Castpart Corp Priceline.Com Inc (New)	185 68	30,793 42,453	43,823 78,783
Salesforce.com Inc	998	37,476	57,415
SBA Communications Corp	406	27,254	45,025
Schlumberger Ltd	389	36,666	39,557
Servicenow Inc Splunk Inc	484 240	27,479 13,671	28,449 13,286
Starbucks Corp	744	48,938	56,142
TripAdvisor Inc Com	215	18,227	19,655
Twenty-First Century Fox Cl A Twitter Inc	1,659 764	55,615 34,977	56,887 39,407
Ulta Salon Cos & Fragr Inc	294	27,405	34,742
Under Armour Inc Cl A	144	8,424	9,950
Union Pacific Corp United Health Group Inc	1,047 379	49,979 30,030	113,516 32,689
Visa Inc Com CI A	476	42,235	101,564
Walt Disney Co Holdings	419	23,741	37,304
Workday Inc Cl A Zoetis Inc Class-A	394 754	33,745 24,019	32,505 27,860
Subtotal - Account #016-893084-500	34,155	2,131,709	2,801,795
Adoba Systems	1,300	70,475 66,595	75,088 69,190
Adobe Systems AES Corp	1,000 3,650	51,940	51,757
Banco Santander S.A.	7,346	76,104	69,787
Bank of America Corp	4,750	73,274 48,968	80,988
COTY Inc Com CI A Deere & Co	2,850 600	54,409	47,168 49,194
Diageo Plc Spon Adr New	550	70,789	63,470
Dow Chemical Co	1,350	71,037	70,794
Ebay Inc Ecolab Inc	1,550 700	76,041 75,614	87,777 80,381
EMC Corp Mass	2,450	65,378	71,687
First Republic Bank	1,150	61,325	56,787
General Electric Co General Mills Inc	2,500 1,050	67,424 56,963	64,050 52,973
Genl Dynamics Corp	550	65,557	69,900
Halliburton Co	1,200	80,803	77,412
Hershey Company Home Depot Inc	500 1,000	48,633 77,909	47,715 91,740
Hospira Inc	1,250	63,469	65,037
III Tool Works Inc	700	61,887	59,094
ITC Holdings	1,900 1,250	66,880 71,325	67,697 75,300
JPMorgan Chase & Co	1,250	11,020	75,500

Schedule of Investment Securities, Continued September 30, 2014

	Number of		
Corporate Stock, Continued	Shares	Cost	Fair Value
Lennar Corporation	1,800	72,512	69,894
M&T Bank Corp	450	55,355	55,480
Martin Marietta Materials Medtronic Inc	500 1,250	62,972 76,841	64,470 77,437
Microsoft Corp	1,650	68,150	76,494
Mitsubishi UFJ Fincl Grp ADS	9,000	54,450	50,490
Mondelez Intl Inc Com Oracle Corp	1,750 1,550	65,522 65,213	59,964 59,334
Oshkosh Corp	1,100	58,629	48,565
Phillips 66 Com	1,000	83,328	81,310
Pioneer Natural Resources Co Te Connectivity Ltd New	300	67,513 82,897	59,091 74,641
Texas Instruments	1,350 1,300	62,769	61,997
Time Warner Inc New	1,150	78,266	86,491
Unilever NV NY SH New	1,700	74,119	67,456
Walgreen Co	1,100	80,430	65,197
Subtotal - Account #016-010075-500	<u>68,096</u> 4,203	2,631,765 69,507	2,603,297 65,651
Airbus Group (EADSY) Anheuser Busch Inbev SA Spon	4,203 1,681	167,716	186,339
Ashtead Group PLC ADR (ASHTY)	977	62,192	67,765
Assa Abloy AB Unsp Adr	3,788	76,631	97,181 52,275
Assoc British Fds Plc Adr New Atlantia Spa Unspons Adr	1,202 5,443	34,441 43,696	52,275 66,786
Bayer Ag Spon Adr	1,138	118,773	159,445
Bayerische Motoren Werke Ag	3,091	94,900	111,894
BG Group Plc BHP Billiton Ltd	3,032 1,266	52,059 85,167	56,213 74,542
BNP Paribas Sp Adr Repstg	3,418	92,382	112,521
British Amer Tob Spon Adr	1,182	126,932	133,661
Carlsberge As Campagnie Fin Richenmontag Adr	2,317 7,174	44,764 67,479	41,185 58,325
Daikin Inds Ltd Unspon Adr	797	79,028	99,091
Daiwa House Inds Ltd Adr	5,470	107,240	98,132
Eni Spa Amer Dep Fresenius Se & Co Spn Adr (FSNUY)	1,193 5,779	54,631 74,314	56,369 71,602
HSBC Holdings Plc Spon Adr New	962	54,817	48,946
Informa Plc	4,819	74,123	76,237
KDDI Corp Unspon ADR (KDDIY) Komatsu Ltd Spons Adr	6,904	98,671 59,276	103,422 59,174
Ladbrokes Plc Spons Adr	2,555 9,780	30,929	20,929
Lixil Group Corp Adr	1,098	40,922	46,863
Lloyds Banking Group	23,372	81,027	117,795
Makita Corporation Ltd Adr New Mediolanum Spa Unspon Adr	1,562 4,100	86,917 65,220	88,565 57,523
Novartis Ag Adr	2,418	173,369	227,606
Novo Nordisk A/S Adr	3,248	110,221	154,670
NXP Semiconductors NV (NXPI) Prudential Plc Adr	675 3.603	48,276 119,994	46,190 160,369
Red Electrica Corporacion Sa	2,907	33,926	50,204
Rexam Plc (REXMY)	2,210	97,731	88,687
Rogers Comm Inc CI B Rolls Royce Holdings Plc (RYCEY)	1,874 1,127	87,884 102,212	70,125 88,526
Royal Dutch Shell Plc	1,510	102,458	114,956
Ryanair Hldgs Plc Adr	1,318	54,649	74,375
Ryohin Keikaku Co Ltd ADR (RYKKY) Sampo Oyi Unspon Adr	2,045 3,535	46,174 68,402	48,937 85,335
Sands China Ltd Unsponsore Adr	551	26,724	29,286
SAP Ag	1,166	90,615	84,139
Seven & I Holdings Co Ltd Adr Signet Jewelers Limited	1,343 718	94,949 51,237	104,270 81,787
Softbank Corp Unspons ADR (SFTBY)	2,842	106,199	99,356
Sumitomo Mitsui Finl Group Inc	15,107	134,460	123,877
Sumitomo Mitsui TR Hldgs Inc (SUTNY) Swatch Group Ag Adr The Unspons	8,703 1,721	44,783 47,878	35,769 40,650
Swedbank Ab Spons Adr	1,721 3,838	91,413	96,295
Teva Pharmaceuticals ADR (TEVA)	2,516	129,191	135,235
Unilever PIc Ads	2,576	108,049	107,934
Valeo Sponsored Adr Wolseley Plc Adr New	1,105 12,592	29,972 61,525	61,328 66,297
Subtotal - Account #016-010074-500	189,551	4,106,045	4,504,634
Total Corporate Stock	545,284	\$14,898,151	\$16,690,046
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