

**Worcester Retirement System
Worcester, Massachusetts
(A Component Unit of the
City of Worcester, Massachusetts)**

Comprehensive Annual Financial Report

Fiscal Year Ended December 31, 2010

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Worcester, Massachusetts
(A Component Unit of the City of Worcester, Massachusetts)**

**Comprehensive Annual Financial Report
For the Fiscal Year Ended December 31, 2010**

**Prepared by the Staff of the
Worcester Retirement System**

Table of Contents

Introductory Section:

- 2. Chairman's Letter
- 4. Letter of Transmittal
- 8. Retirement Board Members
- 8. Administrative Staff
- 8. Organizational Chart
- 9. Consultants and Professional Services
- 10. Certificate of Achievement for Excellence in Financial Reporting

Financial Section:

- 12. Independent Auditors' Report
- 14. Management's Discussion & Analysis

Basic Financial Statements:

- 20. Statement of Plan Net Assets
- 21. Statement of Changes in Plan Net Assets
- 22. Notes to Financial Statements

Required Supplementary Information:

- 32. Schedules of Funding Progress
- 32. Schedule of Employer Contributions

Supplementary Information:

- 33. Schedule of Administrative Expenses
- 34. Schedule of Investment and Consultants' Expenses

Investment Section:

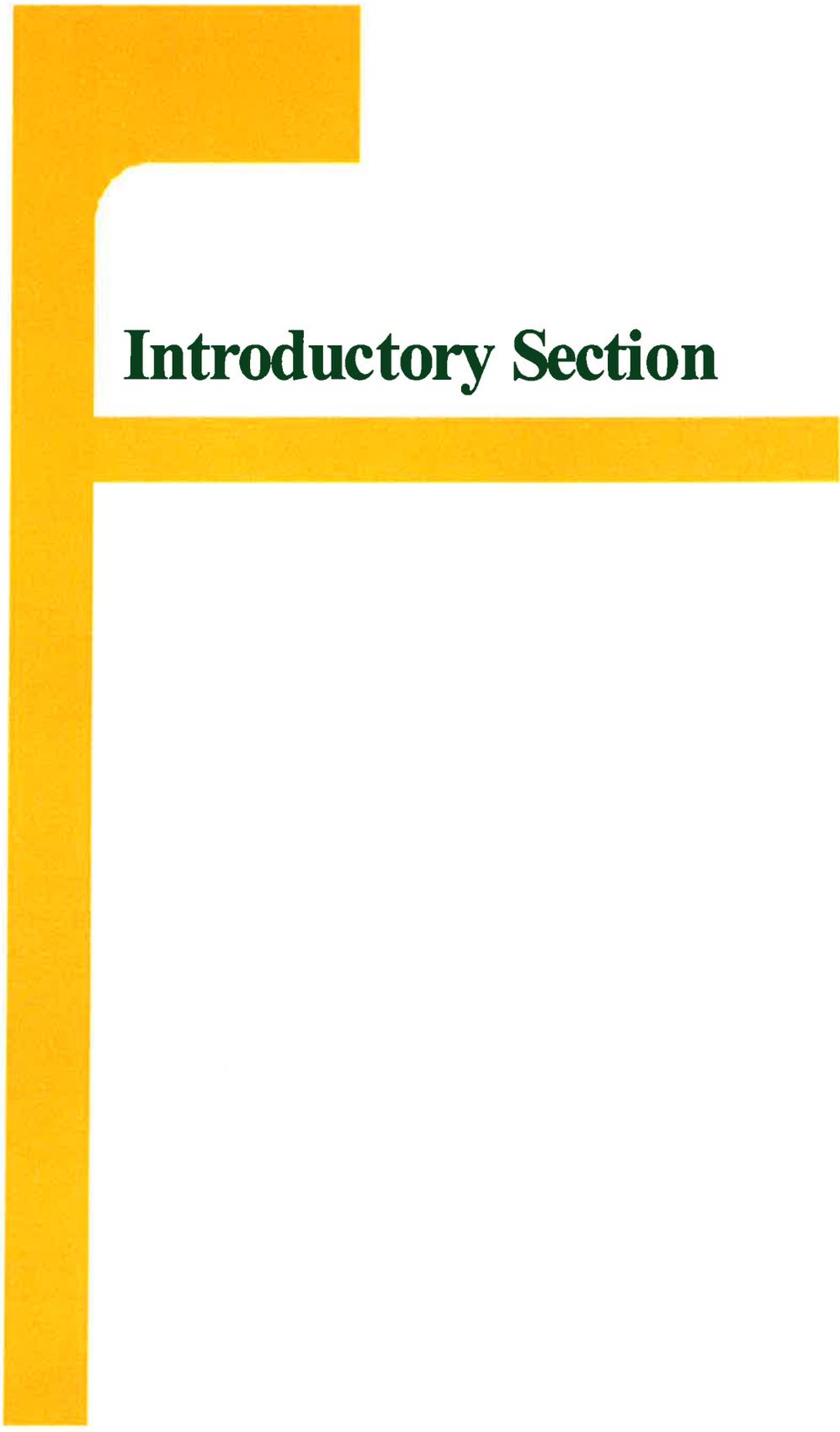
- 36. Report on Investment Activity
- 36. Outline of Investment Policies
- 44. Investment Results
- 45. Asset Allocation
- 47. Ten Largest Stock Holdings by Fair Value
- 48. Ten Largest Fixed Income Holdings by Fair Value
- 49. Schedule of Fees and Commissions
- 50. Commissions to Brokers
- 53. Investment Summary
- 54. Liquidity Profile

Actuarial Section:

- 56. Actuarial Certification Letter (The Segal Company)
- 58. Summary of Actuarial Assumptions and Actuarial Cost Method
- 61. Schedule of Active Member Valuation Data
- 61. Schedule of Retirants and Beneficiaries added to and removed from Rolls
- 62. Solvency Test
- 62. Analysis of Financial Experience
- 63. Summary of Plan Provisions

Statistical Section:

- 68. Schedule of Additions to Plan Net Assets by Source
- 68. Schedule of Deductions from Plan Net Assets by Type
- 69. Schedule of Total Change in Net Assets
- 69. Schedule of Benefit Expenses by Type
- 70. Schedule of Retired Members by Type of Benefit
- 70. Schedule of Average Benefit Payments
- 71. Schedule of Participating Employers



Introductory Section

Worcester Retirement System
Room 103 City Hall Worcester Massachusetts 01608 Phone (508) 799 1062

Chairman's Letter

June 10, 2011

Dear Members of the Worcester Retirement System:

On behalf of the Worcester Retirement Board (Board), I am pleased to present the Comprehensive Annual Financial Report (CAFR) of the Worcester Retirement System (WRS) for the year ended December 31, 2010. The report is designed to provide a detailed look at the financial, investment and actuarial aspects of the WRS.

A comprehensive report is being issued in the interest of full disclosure to WRS members and to demonstrate the diligent stewardship and internal controls that are in place to protect assets and maintain financial integrity. The last seven consecutive CAFRs have been awarded the Certificate of Achievement for Excellence in Financial Reporting making WRS one of only four retirement systems in New England to receive this prestigious award, a fact of which we are all very proud.

The Board typically meets at least twice a month. There is one meeting to discuss benefit issues and at least one other to discuss investment issues and conduct due diligence on those investments. It is the fiduciary responsibility the Board to insure that current and future pensions will be paid. Therefore, safeguarding the WRS investment portfolio is a top priority. In that regard, the WRS has a policy that incorporates an asset allocation with a 20-year time horizon consistent with participant demographics containing asset classes that involve investment risk to reap the rewards of potential stellar returns and but to also diversify those assets to mitigate risks during the inevitable times when certain asset classes experience sub-par returns.

On the whole markets rebounded for a second year after a very difficult 2008 and helped produce a time weighted investment return of 13.69% for our fund, which was well in excess our actuarial benchmark of 8.25%. Many asset classes that suffered heavy losses in 2008 such as emerging market equities, equity REIT's and high yield bonds produced stellar returns in 2009 and continued to do so in 2010.

Last year the WRS unfunded actuarial accrued liability decreased from \$308.2 million to \$300.1 million on an actuarial basis and decreased by \$26.8 million to \$343.2 million on a market basis. There was an experience gain of \$37.8 million with an investment gain of \$9.3 million and a gain of \$29.0 million from salary experience as well as a miscellaneous gain of \$3.3 million being partially offset by a \$3.9 million loss from an Early Retirement Incentive (ERI) offered by the City. The current actuarial valuation has been changed to reflect a decrease in the assumed rate of investment returns from 8.25% to 8.00% and increased mortality going forward.

The current schedule sets an employer funding requirement of \$32.7 million, which includes \$556 thousand for the first year amortization of the City's ERI, up from \$29.8 million in the prior year. The funding schedule matures in 2035 and is scheduled to have annual 4% increases starting in fiscal 2014.

I would like to thank the other members of the Board for their diligence on retirement matters and the Board's investment consultant, actuary and independent auditors for their assistance with the preparation of this report and advice on other matters. I would also like to thank the Board's legal representatives for their counsel and the Public Employee Retirement Administration Commission for their oversight of our actions.

Finally, I would like to commend the staff of WRS for their diligent work in preparing this report and their commitment to continually improving administrative operations. I encourage members to carefully review this report as it contains a wealth of information about your retirement system.

Sincerely,

A handwritten signature in cursive script that reads "James DelSignore".

James DelSignore, CPA
Chairman

Worcester Retirement System

Room 103 City Hall Worcester Massachusetts 01608 Phone (508) 799 1062

June 10, 2011

Worcester Retirement Board
City Hall Room 103
455 Main Street
Worcester, MA 01608

Dear Mr. Chairman and Members of the Board:

We are pleased to submit the Comprehensive Annual Financial Report (CAFR) of the Worcester Retirement System (WRS) for the year ended December 31, 2010. The Government Finance Officers Association of the United States and Canada (GFOA) awarded a Certificate of Achievement for Excellence in Financial Reporting to the WRS for its CAFR for the year ended December 31, 2009. This was the seventh consecutive year that the WRS has achieved this prestigious award. In order to be awarded a Certificate of Achievement, the WRS must publish an easily readable and efficiently organized CAFR. This report must satisfy both accounting principles generally accepted in the United States of America and applicable legal requirements. Management accepts responsibility for the contents of the report.

A Certificate of Achievement is valid for a period of one year only. We believe that our current CAFR continues to meet the Certificate of Achievement Program's requirements and we are submitting it to the GFOA to determine its eligibility for another certificate.

GASB Statement No. 34 requires that management provide a narrative introduction, overview and analysis to accompany the basic financial statements in the form of Management's Discussion and Analysis (MD&A). This letter of transmittal is designed to compliment the MD&A and should be read in conjunction with it. The WRS's MD&A can be found immediately following the report of the independent auditor.

History of the WRS

The WRS became operative as of January 1, 1945. The WRS is a contributory defined benefit plan that covers eligible employees of the City of Worcester (except Worcester Public School teachers) and the Worcester Housing Authority (WHA). The WRS is administered by a five member Board consisting of the City Auditor, two representatives elected from the membership, a City Manager representative and a fifth member chosen by the other four who cannot be an employee, retiree or official of the City. One Board member is elected from the group to serve as Chairman.

Investment Results

The WRS has an Investment Policy Statement which establishes investment objectives and policies providing the framework for investments. This Policy is reviewed on an annual basis. A summary of Investment Policy is included in the Investment Section. The System uses a custodian bank to safeguard the assets and ensure proper settlement and recording of transactions.

An integral part of the overall investment policy is the asset allocation policy. This is designed to provide an optimal mix of asset classes to both preserve principal and provide adequate funds to pay pension benefits. Both traditional assets (cash, bonds, domestic stocks, domestic fixed income and mortgages) and nontraditional assets (real estate, international stock and fixed income, venture capital, mezzanine financing, hedge funds, timber and leveraged buyouts) are part of the mix. The investment market results have demonstrated the importance of a diversified asset allocation.

WRS investment return of 13.6% for 2010 exceeded both the actuarial expected rate of return and the Investment policy benchmark. Please refer to the Investment Section of this CAFR for more information on investment results.

Major Initiatives

Benefits

A cost of living adjustment (COLA) was provided for retirees and survivors effective July 1, 2010. The 3% COLA was paid on a base of \$12,000 (maximum \$360), the most allowed by law. The WRS has granted the maximum increase every year since enactment of the legislation in 1997.

An increase from \$6,000 to \$9,000 annually in the Survivor Allowance payable to certain widows effective January 1, 2011 as provided for in §27 and 28 of Chapter 131 of the Acts of 2010 was accepted as a local option in October 2010.

During this past year the municipality accepted the provisions of an Early Retirement Incentive (ERI) program under §66 of Chapter 188 of the Acts of 2010 the Municipal Relief Act. A total of 55 employees took advantage of this program which added an additional 3 years to their pension formula.

Chapter 68 of the Acts of 2007, An Act to Reduce the Stress on Local Property Taxes Through Enhanced Pension Fund Investment, was signed into law July 25, 2007. This Act amends MGL chapter 32 section 22 and directs the Public Employee Retirement Administration Commission (PERAC) to conduct an annual analysis of all Massachusetts public pension plans. The assessment includes the investment performance and funded ratio of each system every January 1st in accordance with the established methodology and standard. Systems failing to meet the standard are mandated to transfer ownership and control of the systems assets to the Massachusetts Pension Reserve Investment Management (PRIM) Board. The WRS met these mandated standards for each year since 2007 are not subject to mandatory transfer of system assets.

Administration

The WRS strives to provide quality service and information to active and retired members and their beneficiaries. To assist in this effort, we maintain and continually update our Internet site through the City web page, which includes our CAFR, at www.worcesterma.gov/retirement-board

Internal and Budgetary Controls

The WRS management is responsible for maintaining a system of internal controls designed to provide reasonable assurance that the financial statements are fairly stated in accordance with accounting principles generally accepted in the United States of America while adequately safeguarding the assets. We believe the current internal controls accomplish this goal.

The WRS budget is presented to and approved by the Board each year. All the expenditures are reviewed by the Board at its monthly meeting.

Accounting

This report has been prepared in accordance with accounting principals generally accepted in the United States of America. The basic financial statements are presented in accordance with the principles of the Government Accounting Standards Board (GASB), including guidelines established by GASB Statements No. 25, *Financial reporting for defined benefit plans*; No. 34, *Basic Financial Statements – and Management’s Discussion and Analysis – for State and Local Governments*; No. 37, *Basic Financial Statements – and Management’s Discussion and Analysis – for State and Local Governments: Omnibus*, No. 38, *Certain Financial Statement Note Disclosures*; and No. 40 *Deposit and Investment Risk Disclosures (an amendment of GASB No. 3)*.

Sullivan, Rogers & Company, LLC, a firm of licensed certified public accountants, performed the audit for the WRS. The goal of the independent audit is to provide reasonable assurance that the financial statements for the year ended December 31, 2010 are free of material misstatements. The report of the independent auditors is included in the Financial Section of this report. Sullivan, Rogers & Company, LLC has issued an unqualified opinion on the WRS’s basic financial statements for the year ended December 31, 2010.

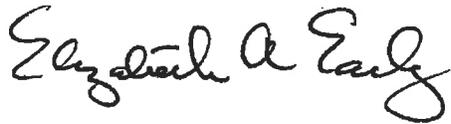
Actuarial Funding

The WRS has retained the services of The Segal Company, an independent actuarial firm, to conduct an annual actuarial valuation of the WRS. The funded ratio is one measure of the financial condition of the WRS. The funded ratio is calculated by dividing the net assets of the WRS by the projected pension liability. The projected pension liability is a measure of the present value of total pension benefits estimated to be payable in the future to both current and future retirees and/or beneficiaries. A higher funding ratio gives the members a greater degree of assurance that their pension benefits are secure. As of January 1, 2011, the funded ratio of the WRS was calculated at 70.73%, a 1.93% increase from the prior year.

Acknowledgements

The publication of this report represents the combined efforts of the WRS Board, staff, Sullivan, Rogers & Company, LLC and consultants. We are proud to present this report to our members. We feel it is important to provide a CAFR for our members and other interested parties to follow the progress of the WRS.

Respectfully submitted,

A handwritten signature in black ink, reading "Elizabeth A. Early". The signature is written in a cursive style with a large, stylized initial "E".

Elizabeth A. Early
Executive Secretary

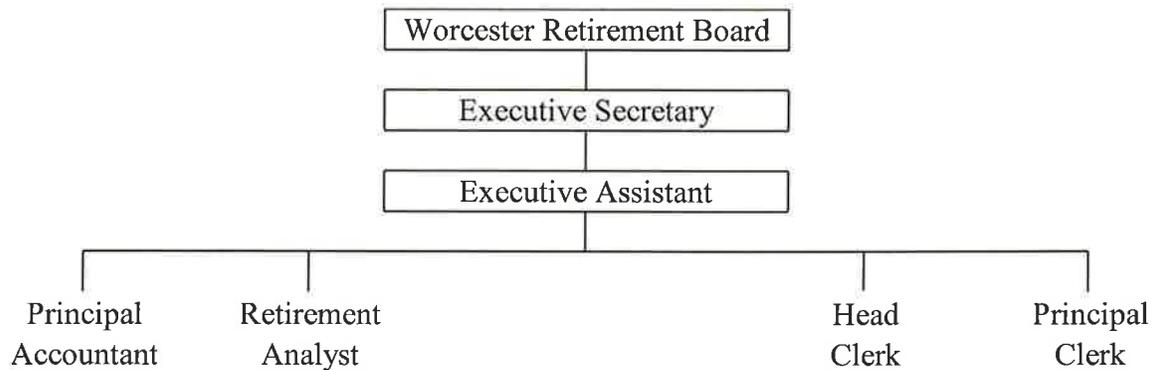
Retirement Board Members

		<u>Terms</u>
James DelSignore	Ex-Officio Member	N/A
Stephen F. Wentzell	City Manager Appointee	At the discretion of the City Manager
Elizabeth A. Early	Elected Member	11/01/2010 - 10/31/2013
John F. Mahan	Elected Member	01/01/2009 - 12/31/2011
Thomas Wade	Appointed Member	01/09/2009 - 01/08/2012

Administrative Staff

Elizabeth A. Early	Executive Secretary
Judith McMillen	Executive Assistant
Donna Tyndall	Principal Accountant
Donna McCaffrey	Retirement Analyst
Barbara Zecco	Head Clerk
Eileen Powers	Principal Clerk

Organizational Chart*



* Does not include investment professionals who provide services to the WRS. A list of these investment professionals is located on the following page.

CONSULTANTS AND PROFESSIONAL SERVICES

DOMESTIC EQUITY MANAGERS

Lee Munder Capital Group
 Boston, MA
 Loomis Sayles & Company, L.P.
 Boston, MA
 PENN Capital Management Co, Inc
 Philadelphia, PA
 State Street Global Advisors
 Boston, MA

DOMESTIC FIXED MANAGERS

OPUS Investment Management, Inc.
 Worcester, MA
 Loomis Sayles & Company, L.P.
 Boston, MA

INTERNATIONAL EQUITY MANAGERS

Acadian Asset Management
 Boston, MA
 The Boston Company Asset Management, LLC
 Boston, MA
 State Street Global Advisors
 Boston, MA
 Lazard Asset Management
 New York, NY

ALTERNATIVE CAPITAL INVESTMENT MANAGERS

Ascent Venture Management
 Boston, MA
 Benchmark Plus Management
 Tacoma, WA
 Boston Capital Ventures
 Boston, MA
 Boston Millennia Partners
 Boston, MA
 Charlesbank Capital Partners
 Boston, MA
 Concord Partners L.P.
 Waltham, MA
 Global Infrastructure Partners
 New York, NY
 Harvest Partners, LLC
 New York, NY
 INVESCO Private Capital, Inc.
 Atlanta, GA
 New England Partners Capital L.P.
 Boston, MA
 Newstone Capital Partners, L.P.
 Los Angeles, CA
 Northstar Capital, LLC
 Minneapolis, MN
 PIMCO Funds
 New York, NY
 Standard Life Investments Limited
 Edinburgh, UK
 The Riverside Company
 New York, NY
 Vitruvian Partners
 London, England
 White Deer Energy TE L.P.
 Houston, TX

REAL ESTATE MANAGERS

AEW Capital Management, L.P.
 Boston, MA
 Bailard Fund Services, Inc.
 Foster City, CA
 Heitman Investment Management
 Chicago, IL
 Intercontinental Real Estate Corp.
 Boston, MA
 INVESCO Core Real Estate
 Dallas, TX
 RMK Timberland a div. of Regions Bank
 Winston-Salem, NC
 Mass PRIM
 Boston, MA
 Apollo Real Estate Advisors
 Atlanta, GA
 Hancock Timber Resource Group
 Boston, MA

HEDGE FUNDS

Aetos Alternatives Management, LLC
 New York, NY
 Blackstone Alternative Asset Management
 New York, NY
 Mass PRIM
 Boston, MA

LEGAL ADVISORS

The Law Offices of Michael Sacco
 Southampton, MA

INDEPENDENT AUDITORS

Sullivan, Rogers & Company, LLC
 Burlington, MA

INVESTMENT ADVISORS

Meketa Investment Group
 Westwood, MA

ACTUARIAL CONSULTANT

The Segal Company
 Boston, MA

CUSTODIAN

State Street Corporation
 Boston, MA

COMMISSION RECAPTURE BROKERS

BNY ConvergEx Group
 New York, NY

SECURITIES LENDING

State Street Corporation
 Boston, MA

Certificate of Achievement for Excellence in Financial Reporting

Presented to

Worcester Retirement System Massachusetts

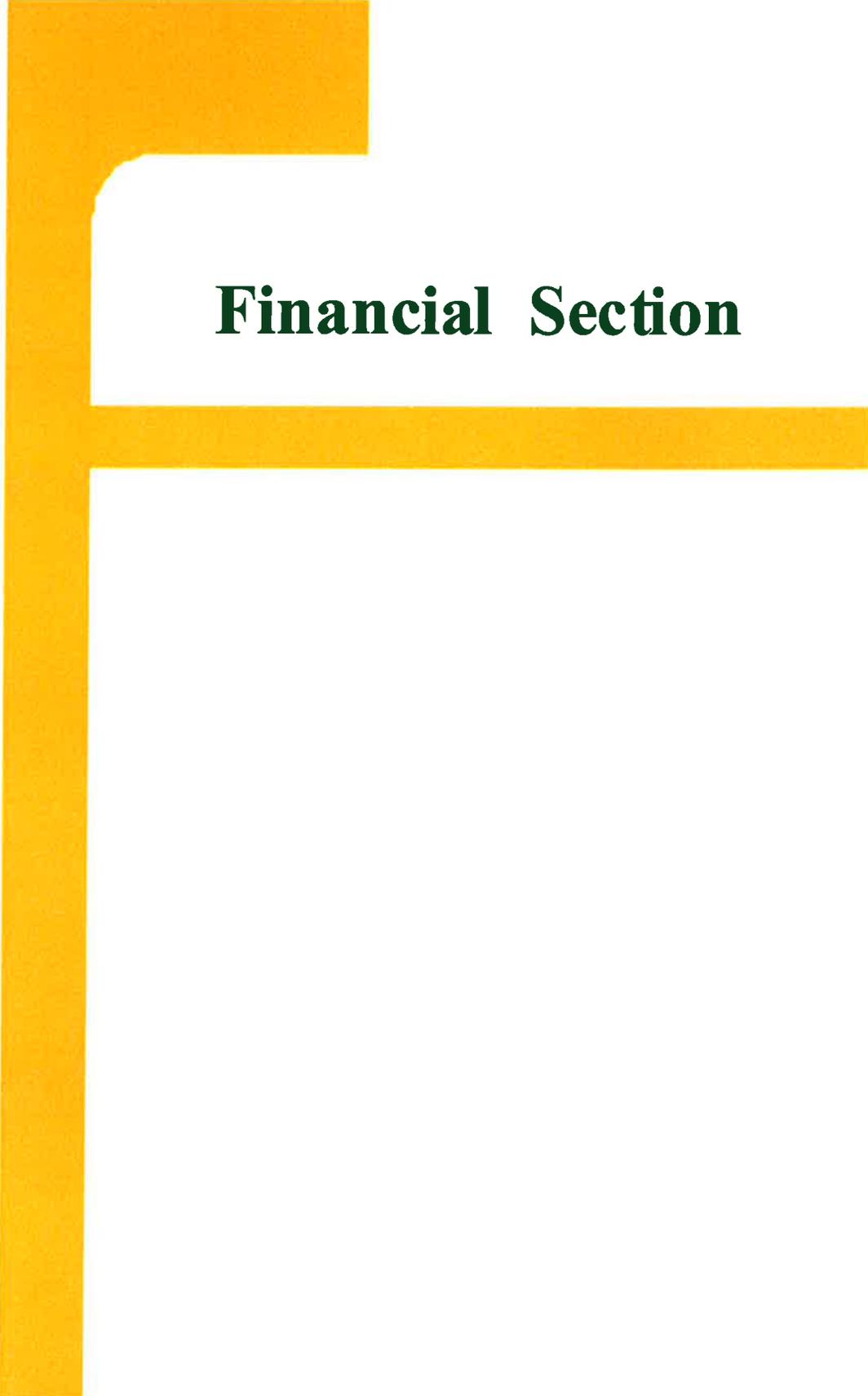
For its Comprehensive Annual
Financial Report
for the Fiscal Year Ended
December 31, 2009

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



President

Executive Director



Financial Section



Certified Public Accountants

Worcester Retirement System

SULLIVAN, ROGERS & COMPANY, LLC

Corporate Place I, Suite 204 • 99 South Bedford Street

Burlington, Massachusetts 01803

P • 781-229-5600 F • 781-229-5610 www.sullivan-rogers.com

Independent Auditors' Report

To the Honorable Retirement Board
Worcester Retirement System

We have audited the accompanying basic financial statements of the Worcester Retirement System (WRS), a component unit of the City of Worcester, Massachusetts, as of and for the year ended December 31, 2010, as listed in the table of contents. These financial statements are the responsibility of the WRS's management. Our responsibility is to express an opinion on these financial statements based on our audit.

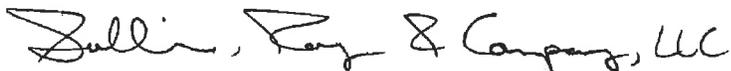
We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the WRS as of December 31, 2010, and the respective changes in financial position for the year then ended in conformity with accounting principles generally accepted in the United States of America.

In accordance with Government Auditing Standards, we have also issued our report dated June 10, 2011, on our consideration of the WRS's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with Government Auditing Standards and should be considered in assessing the results of our audit.

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis (located on pages 14 through 19) and historical pension information (located on page 32) 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 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.

Our audit was conducted for the purpose of forming an opinion on the WRS's basic financial statements. The supplementary information, introductory section, investment section, actuarial section and statistical section are presented for purposes of additional analysis and are not a required part of the basic financial statements. The supplementary 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 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 of America. In our opinion, the information is fairly stated in all material respects in relation to the basic financial statements as a whole. The introductory, investment, actuarial and statistical sections have not been subjected to the auditing procedures applied in the audit of the basic financial statements and, accordingly, we do not express an opinion or provide any assurance on them.



June 10, 2011

Management's Discussion & Analysis

Our discussion and analysis of the Worcester Retirement System's (WRS) financial performance provides an overview of the WRS's financial activities for the fiscal year ended December 31, 2010. Please read it in conjunction with the transmittal letter in the Introductory Section, at the front of this report, and the basic financial statements that follow this discussion. The Management's Discussion and Analysis (MD&A) is intended to serve as an introduction to the WRS's basic financial statements, as well as to offer readers of the WRS's financial statements a narrative view and analysis of the WRS's financial activities.

Financial Highlights

The WRS's funding objective is to meet long-term benefit obligations through contributions and investment income. As of December 31, 2010, the funded ratio was 70.73% based on the actuarial value of assets at that date.

Net assets increased during the year by \$64.2 million or 10.4%, because of strong investment returns. Net assets are the residual of the WRS's assets in excess of the WRS's liabilities as of the statement date. The WRS's assets are held in trust to meet future benefit payments.

Total investment gains were \$83.3 million. The dollar-weighted investment rate of return was 13.6% compared with a return of 20.0% in the previous year (refer to the "Investment Results" table in the Investment Section).

Overview of the Financial Statements

The basic financial statements are comprised of a Statement of Plan Net Assets, Statement of Changes in Plan Net Assets, Notes to the Financial Statements and Required Supplementary Information.

The *Statement of Plan Net Assets* presents information on the WRS's assets and liabilities and the resulting net assets held in trust for pension benefits. This is calculated using the following formula: $\text{Assets} - \text{Liabilities} = \text{Net Assets held in trust for pension benefits}$. This statement reflects the WRS's investments at fair value, as well as cash, receivables and other assets and liabilities. The Statement of Plan Net Assets reports the financial position of the WRS at December 31, 2010. Over time, the increase or decrease in net assets serves as a useful indicator of the WRS's financial health.

The *Statement of Changes in Plan Net Assets* presents information showing how the WRS's net assets held in trust for pension benefits changed during the year ended December 31, 2010. It reflects contributions by members and participating employers along with deductions for retirement benefits, refunds, withdrawals, and administrative expenses. Investment income during the period is also presented showing income from investing and securities lending activities.

Management's Discussion & Analysis

The *Notes to the Financial Statements* provide additional information that is essential for the reader to gain a full understanding of the data provided in the financial statements.

The *Required Supplementary Information* includes this MD&A and schedules of funding progress and employers' contributions.

Financial Analysis

The WRS's total assets as of December 31, 2010 were \$742.0 million and were primarily comprised of cash and cash equivalents, receivables, and investments. Total assets increased \$54.4 million, or 7.9%, from the prior year primarily due to investment gains.

Total liabilities as of December 31, 2010 were \$60.1 million and were primarily comprised of collateral held under securities lending arrangements and amounts due to the Commonwealth of Massachusetts and other systems. Total liabilities decreased by \$9.7 million.

The following tables present current and prior year data on the WRS's financial statements.

Management's Discussion & Analysis

Net Assets

Net assets of the WRS totaled \$681.9 million at the close of the fiscal year and are summarized as follows:

	Plan Net Assets	
	(In thousands of dollars)	
Assets	<u>2010</u>	<u>2009</u>
Cash and cash equivalents	\$ 2,775	\$ 5,329
Investments	679,158	613,478
Securities lending short-term collateral investment pool	57,161	67,088
Receivables:		
Interest due and accrued	1,131	1,062
Due from Commonwealth of Massachusetts and other systems	422	470
Receivable for securities sold	1,258	59
Other	<u>87</u>	<u>88</u>
 Total assets	 <u>741,992</u>	 <u>687,574</u>
 Liabilities		
Accounts payable and accrued expenses	377	297
Due to Commonwealth of Massachusetts and other systems	2,229	2,323
Payable for securities purchased	324	130
Collateral held on securities lending transactions	<u>57,161</u>	<u>67,088</u>
 Total liabilities	 <u>60,091</u>	 <u>69,838</u>
 Net assets held in trust for pension benefits	 <u>\$ 681,901</u>	 <u>\$ 617,736</u>

Management's Discussion & Analysis

Changes in Net Assets

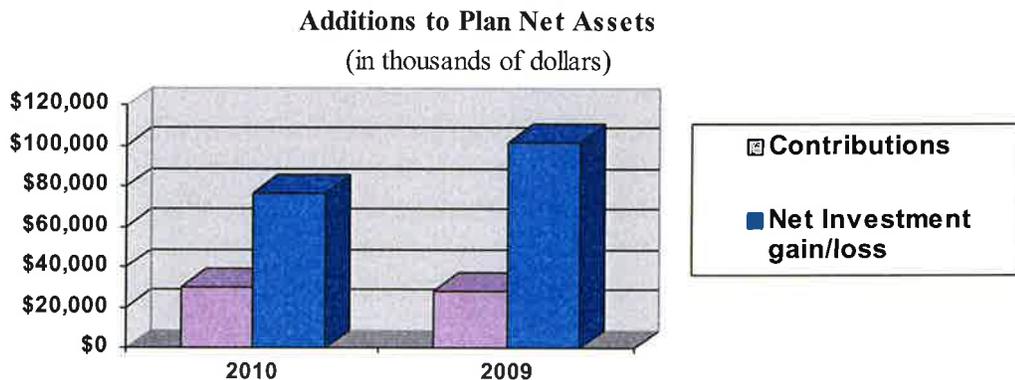
The WRS's total net assets increased by \$64.2 million during the current fiscal year and are summarized as follows:

	2010	2009
Changes in Net Assets		
(in thousands of dollars)		
Additions		
Contributions:		
Employers	\$ 30,197	\$ 28,505
Plan members	14,732	14,786
Reimbursements from Commonwealth of Massachusetts	1,726	1,926
Reimbursements from other Systems	422	382
Net investment income:		
Interest and dividends	10,053	9,887
Securities lending income	176	627
Net realized and unrealized gains (losses)	76,542	102,243
Less: management fees	(3,390)	(3,158)
Less: borrower rebates & fees	(106)	(292)
Total additions	130,352	154,906
Deductions		
Benefits payments to plan members and beneficiaries	61,274	58,698
Reimbursements to other systems	2,229	2,741
Refunds and transfers of plan member accounts to other systems	2,127	1,770
Administrative expenses	557	539
Total deductions	66,187	63,748
Change in plan net assets	64,165	91,158
Net assets held in trust for pension benefits:		
Beginning of year	617,736	526,578
End of year	\$ 681,901	\$ 617,736

Management's Discussion & Analysis

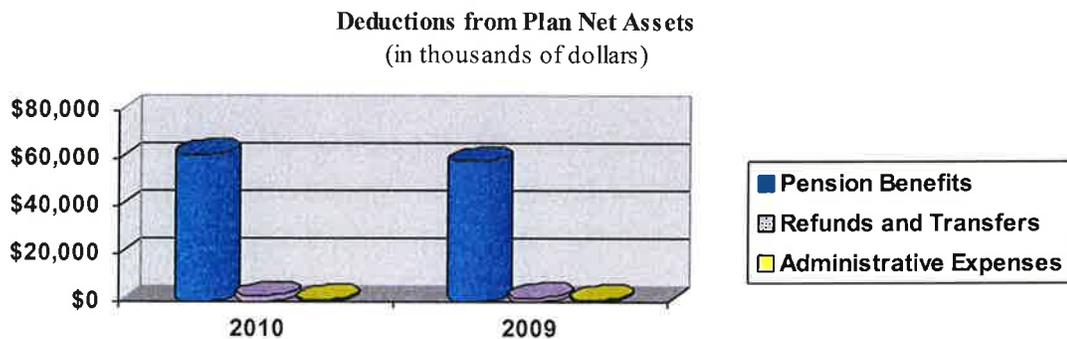
Additions to Plan Net Assets

The amount needed to finance benefits is accumulated through the collection of employers' and plan members' contributions, reimbursements from the Commonwealth of Massachusetts for pre-1998 COLA's and through earnings on investments. Contributions and net investment gains for calendar year 2010 resulted in total gains to net assets of \$130.4 million. Employers' contributions increased by \$1.7 million in 2010. The WRS had a net investment gain of \$83.3 million in 2010 versus a gain of \$109.3 million in 2009.



Deductions from Plan Net Assets

The primary deductions of the WRS include the payment of pension benefits to participants and beneficiaries, refunds of contributions, and the costs of administering the WRS. Total deductions from net assets for 2010 were \$66.2 million, which represents an increase of 3.9% over deductions of \$63.7 million in 2009. The payment of pension benefits increased by \$2.6 million, or 4.4%, over the previous year. The increase in these expenses resulted from an increase in benefit payments to newer retirees with higher average compensation and a small increase in the number of pensioners and beneficiaries.



Management's Discussion & Analysis

Overall Financial Position of WRS

Due to a continuous improvement in the financial markets, the WRS has experienced an increase in its investment portfolio for the fiscal year ending December 31, 2010. Management believes the WRS is in a solid financial position and will be able to meet its obligations.

Contacting WRS's Financial Management

This financial report is designed to provide the Board, our membership, taxpayers, investors, and creditors with a general overview of the WRS's financial results and to demonstrate WRS's accountability for the funding it receives. If you have any questions about this report or need additional financial information, contact the Worcester Retirement System, City Hall Room 103, 455 Main Street, Worcester, Massachusetts 01608.

WORCESTER RETIREMENT SYSTEM
(A Component Unit of the City of Worcester, Massachusetts)
Statement of Plan Net Assets
December 31, 2010

Assets	
Cash & Cash Equivalents	\$ <u>2,775,421</u>
Investments:	
Equities	193,640,968
Fixed Income	114,886,192
Pooled Equities	138,970,391
Pooled Fixed Income	33,339,605
Real Estate	74,863,259
Alternative Investments	<u>123,457,169</u>
Total investments	<u>679,157,584</u>
Securities lending short-term collateral investment pool	<u>57,161,050</u>
Receivables:	
Accrued interest and dividends	1,130,572
Due from Commonwealth of Massachusetts and other systems	422,175
Receivable for securities sold	1,258,429
Other	<u>86,741</u>
Total receivables	<u>2,897,917</u>
Total plan assets	<u>741,991,972</u>
Liabilities	
Accounts payable and accrued expenses	376,825
Due to Commonwealth of Massachusetts and other systems	2,228,575
Payable for securities purchased	324,342
Collateral held on securities lending transactions	<u>57,161,050</u>
Total plan liabilities	<u>60,090,792</u>
Net assets held in trust for pension benefits (see schedule of funding progress on page 30)	\$ <u><u>681,901,180</u></u>

See accompanying notes to financial statements.

WORCESTER RETIREMENT SYSTEM
(A Component Unit of the City of Worcester, Massachusetts)
Statement of Changes in Plan Net Assets
Year ended December 31, 2010

Additions:

Contributions:	
Employers	\$ 30,196,904
Plan members	14,731,633
Reimbursements from Commonwealth of Massachusetts	1,726,411
Reimbursements from other systems	422,175
	47,077,123
Investment income (loss):	
Interest and dividends	10,053,369
Securities lending income	176,108
Net realized and unrealized gains	76,542,340
Less: management fees	(3,390,514)
Less: borrower rebates and fees under securities lending program	(106,395)
	83,274,908
Net investment income	83,274,908
Total additions	130,352,031

Deductions:

Benefit payments to plan members and beneficiaries	61,274,343
Reimbursements to other systems	2,228,553
Refunds and transfers of plan member accounts to other systems	2,127,126
Administrative expenses	557,170
	66,187,192
Total deductions	66,187,192
Change in plan net assets	64,164,839
Net assets held in trust for pension benefits:	
Beginning of year	617,736,341
End of year	\$ 681,901,180

See accompanying notes to financial statements.

**Notes to Financial Statements
December 31, 2010**

1. Summary of Significant Accounting Policies

(a) Financial Reporting Entity

Because of the significance of its operational and financial relationship with the City of Worcester, Massachusetts (City), the Worcester Retirement System (WRS) is included as a blended component unit in the City's financial statements.

(b) Basis of Accounting

The accompanying financial statements are presented on the accrual basis of accounting.

(c) Revenue Recognition

Contributions are recognized as additions in the period when they become due pursuant to formal commitments, statutory or contractual requirements. Investment income is recognized when earned.

(d) Benefits and Refunds

Benefits and refunds to WRS members and beneficiaries are recognized as deductions when due and payable in accordance with the terms of the WRS.

(e) Cash and Investments

Cash is considered to be cash on hand, demand deposits and short-term investments with an original maturity of three months or less from the date of acquisition.

Investments are reported at fair value. Fair values of investments are based on quotations from a national securities exchange except for pooled funds, venture capital and real estate, for which fair values are estimated as detailed below.

Pooled Funds

The fair value of shares in managed investment pools is based on unit values reported by the funds.

Venture Capital and Alternative Investments

Venture capital investments are recorded at fair value as determined in good faith by the general partners of the venture capital firms after consideration of pertinent information, including current financial position and operating results, price-earnings multiples and available market prices of similar companies' securities, the nature of securities, marketability, restrictions on disposition and other appropriation and do not necessarily represent amounts which might ultimately be realized, since such amounts depend on future circumstances and cannot reasonably be determined until individual securities are liquidated.

Real Estate

The fair value of real estate funds is based on independent third-party appraisals. The investment managers of the funds are responsible for the reported value of those investments. However, because of the inherent uncertainty of valuation, those estimated values may differ significantly from the values that would have been used had a ready market for the real estate existed, and the differences could be material.

(f) Basis of Investment Transactions

Purchases and sales of investments are recorded on the trade date. Transactions remaining unsettled as of year-end are recorded as payables for securities purchased and as a receivable for securities sold.

(g) Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Fair values of real estate funds and venture capital funds have been estimated in the absence of readily available market values, and these estimates may be materially different than values that would have been used had a ready market existed.

(h) Administrative Expenses

Administrative expenses are financed by investment income.

2. Plan Description

(a) General

The WRS is a cost-sharing multiple-employer public employee retirement system established by the City on June 12, 1944, under Massachusetts General Laws (MGL), Chapter 32, and is regulated by the Massachusetts Public Employee Retirement Administration Commission (PERAC). The WRS is a defined benefit pension plan that covers certain eligible employees of the City and the Worcester Housing Authority.

Membership in the WRS is mandatory immediately upon the commencement of employment for all permanent full-time employees working at least 20 hours weekly, except for City school teachers, who participate in the Massachusetts Teachers' Retirement System.

Membership in the WRS was as follows at December 31, 2010:

Active employees	3,208
Pensioners and beneficiaries	2,798
Inactive employees	<u>803</u>
Total members	<u><u>6,809</u></u>
Number of participating employers	<u><u>2</u></u>

The WRS is administered by a five-person Retirement Board (the Board) consisting of the City Auditor, who serves *ex-officio*; two members who are elected by the participants in or retired from the service of the WRS; a fourth member appointed by the City Manager; and a fifth member appointed by the other members.

(b) Significant Plan Provisions and Requirements

Benefit provisions and state law establishes contribution requirements of the WRS. Members of the WRS become vested after 10 years of creditable service. Normal retirement occurs at age 65 except for employees of the City's Police and Fire departments, whose normal retirement age is 55. Retired employees receive an allowance based upon the average of their three highest average salary years of service multiplied by (1) the number of years and full months of creditable service at the time of retirement and (2) a percentage based on age at retirement in accordance with a schedule provided by state law.

Assuming normal retirement at age 65, this percentage is 2.5%, which is reduced for individuals who retire prior to age 65 to reflect the longer pay out period.

Employees may elect early retirement after 20 years of service or at any time after attaining age 55 with 10 years of eligible service. Plan members who become permanently and totally disabled may be eligible to receive a disability retirement allowance. The amount of benefits to be received depends on several factors, including the member's age, compensation, veteran status, years of service and whether or not the disability is work-related. In addition, certain death benefits exist for beneficiaries of employees who die in active service.

Under MGL, c.32 Section 3(8)(c), members leaving the City's employment to work for other Massachusetts governmental units, the WRS transfers their accumulated account balances and creditable service to the retirement system of their new employer. Other such retirement systems are in turn required to make comparable transfers to the WRS for employees coming to work at the City or the Worcester Housing Authority. Liability for the service transfer is not calculated until the member's actual retirement date. Per statute, the PERAC actuary shall consider length of service as well as acceptance of military service credit and salary cap provisions if applicable in calculating the liability.

3. Deposits and Investments

Deposits and investments made by the WRS are governed by the MGL c.32. The WRS has the ability to invest in equity securities, corporate bonds, annuities and other specified investments in accordance with state laws and regulations.

Deposits - Custodial Credit Risk

Custodial credit risk for deposits is the risk that, in the event of a bank failure, the WRS's deposits may not be recovered. The WRS's policy for custodial credit risk of deposits is to rely on FDIC insurance coverage for the first \$250,000 of deposits held at each financial institution. As of December 31, 2010, the WRS's bank balance of \$740,931 was not exposed to custodial credit risk.

Investments Summary

The WRS's investments at December 31, 2010 are presented below. All investments are presented by investment type, with debt securities presented by maturity.

Investment Type	Fair Value	Investment Maturities (in Years)			
		Less Than 1	1 - 5	6 - 10	More Than 10
<u>Debt Securities:</u>					
U.S. Treasuries.....	\$ 71,155,466	\$ 31,875,233	\$ 19,303,102	\$ 8,894,689	\$ 11,082,442
U.S. Agencies.....	23,593,395	402,272	6,685,009	2,363,428	14,142,686
Corporate bonds.....	51,613,189	9,022,905	13,717,408	15,055,566	13,817,310
Money market mutual funds..	2,607,663	2,607,663	-	-	-
Debt security mutual funds....	41,233,612	33,339,606	-	-	7,894,006
Total debt securities.....	<u>190,203,325</u>	<u>\$ 77,247,679</u>	<u>\$ 39,705,519</u>	<u>\$ 26,313,683</u>	<u>\$ 46,936,444</u>
<u>Other Investments:</u>					
Equity securities.....	45,985,031				
Equity mutual funds.....	304,417,513				
Real estate investments.....	74,863,259				
Alternative investments.....	<u>123,457,169</u>				
Total other investments.....	<u>548,722,972</u>				
Total investments.....	<u>\$ 738,926,297</u>				

Investments - Interest Rate Risk of Debt Securities

Interest rate risk for debt securities is the risk that changes in interest rates of debt securities will adversely affect the fair value of an investment. The WRS's policies for interest rate risk intend that the average duration of investments remain fairly stable over time and be focused in the intermediate range. The WRS's debt security managers are not permitted to make large-scale changes in portfolio duration in an attempt to anticipate interest rate changes. However, they are permitted to shift portfolio duration within a limited range (defined by their guidelines) in an effort to enhance performance.

Investments - Custodial Credit Risk

Custodial credit risk for investments is the risk that, in the event of the failure of the counterparty, the WRS will not be able to recover the value of its investments or collateral securities that are in the possession of an outside party. The WRS's policy for custodial credit risk of investments intends that all investments are either insured and/or registered in the name of the WRS. As of December 31, 2010, the WRS was not exposed to custodial credit risk.

Investments - Credit Risk of Debt Securities

Credit risk for debt securities is the risk that an issuer or other counterparty to a debt security will not fulfill its obligations. The WRS's policies for credit risk of debt securities includes a policy of an 80%/20% split between investment grade (BBB/Baa and above) and below investment grade (BB/Ba and lower) debt securities. In monitoring credit risk, the WRS relies on credit ratings assigned by Moody's and Standard & Poor's. As of December 31, 2010, the credit quality ratings of the WRS's debt securities are as follows:

Quality Ratings *	Investment Type			Fair Value
	Corporate Bonds	Money Market Mutual Funds	Debt Security Mutual Funds	
AAA.....	\$ 1,206,542	\$ -	\$ 3,439,317	\$ 4,645,859
AA+.....	720,373	-	-	720,373
AA.....	1,050,274	-	-	1,050,274
AA-.....	418,407	-	39,537	457,944
A+.....	118,474	-	424,253	542,727
A.....	2,996,720	-	-	2,996,720
A-.....	3,668,953	-	162,578	3,831,531
BBB+.....	2,673,025	-	-	2,673,025
BBB.....	2,306,019	-	155,109	2,461,128
BBB-.....	1,980,064	-	-	1,980,064
BB+.....	1,269,175	-	-	1,269,175
BB.....	2,032,818	-	-	2,032,818
BB-.....	2,620,024	-	64,562	2,684,586
B+.....	5,561,624	-	77,197	5,638,821
B.....	4,709,071	-	-	4,709,071
B-.....	2,976,433	-	22,339	2,998,772
CCC+.....	1,663,550	-	-	1,663,550
CCC.....	1,528,256	-	648,012	2,176,268
CCC-.....	898,562	-	-	898,562
CC.....	-	-	168,575	168,575
D.....	171,275	-	148,824	320,099
Unrated.....	11,043,550	2,607,663	35,883,309	49,534,522
Total.....	\$ <u>51,613,189</u>	\$ <u>2,607,663</u>	\$ <u>41,233,612</u>	\$ <u>95,454,464</u>

* Per the rating scale of Standard & Poors, a national credit rating organization

Deposits and Investments – Foreign Currency Risk

Foreign currency risk is the risk that fluctuations in exchange rates will adversely affect the fair value of an investment or a deposit. The WRS's policy is to limit investments in non-U.S. dollar-denominated securities to not exceed 10% of the total market value of investments at all times. As of December 31, 2010, the WRS's exposure to foreign currency risk is as follows:

<u>Deposit/Investment Type</u>	<u>U.S. Dollar Balances</u>	<u>Currency</u>
Corporate bonds.....	\$ 855,226	Indonesian rupiah
U.S. Agencies.....	802,907	Mexican peso
Corporate bonds.....	682,373	South Korean won
U.S. Agencies.....	596,998	Philippine peso
Corporate bonds.....	268,835	Austalian dollar
U.S. Agencies.....	181,708	Euro
Corporate bonds.....	179,804	Indian rupee
Corporate bonds.....	150,636	Brazilian real
U.S. Agencies.....	130,735	Indonesian rupiah
Corporate bonds.....	<u>114,723</u>	Euro
Total.....	<u>\$ 3,963,945</u>	

Investments – Concentration of Credit Risk

Concentration of credit risk is the risk of loss attributed to the magnitude of the WRS's investment in a single issuer. The WRS's policy for concentration of credit risk instructs investment managers not to invest more than 5% of their portfolio at market value in a single security, or in the securities of a single issuer or its subsidiaries. U.S. Treasury, U.S. government agency, mutual fund and pooled fund investments are exempted from this restriction. As of December 31, 2010, the WRS was not exposed to concentration of credit risk.

4. Securities Lending Transactions

PERAC has issued supplemental regulations that permit the WRS to engage in securities lending transactions. These transactions are conducted by the WRS's custodian, who lends certain securities owned by the WRS to other broker-dealers and banks pursuant to a form of loan agreement. The WRS and the borrowers maintain the right to terminate all securities lending transaction on demand.

The custodian lends, at the direction of the lending agent, the WRS's securities and cash received (including both U.S. and foreign currency), U.S. government securities, sovereign debt of foreign countries, and irrevocable bank letters of credit as collateral. The custodian does not have the ability to pledge or sell collateral unless the borrower defaults. Borrowers are required to deliver cash collateral in amounts equal to not less than 105% of the market value of foreign securities on loan and 102% of the market value of domestic securities on loan (Required Collateral Level). If at any time the market value of the collateral for any loan decreases to 100% or less of the market value of the loaned securities, borrowers are required to provide additional collateral sufficient to increase the market value of the collateral to at least the Required Collateral Level.

The WRS does not impose any restrictions on the amount of securities lent on its behalf by the custodian. There were no failures by any borrowers to return loaned securities or pay distributions thereon, nor were there any losses from default of the borrowers or the custodian for the year ended December 31, 2010. The cash collateral received on each loan was invested; together with the cash collateral of other qualified tax-exempt plan lenders, in a collective investment pool. The relationship between the average maturities of the investment pool and loans was affected by the maturities of the loans made by other plans that invested cash collateral in the collective investment pool, which the WRS could not determine. At December 31, 2010, the WRS had no credit risk exposure to borrowers because the amounts the WRS owed the borrowers exceeded the amounts owed the WRS. The cash collateral held and the fair value of the securities on loan for the WRS at December 31, 2010 and 2009 was \$57,161,050 and \$51,212,279 and \$67,088,488 and \$66,610,941, respectively. Borrower rebates and fees paid to the broker were \$106,395 for the year ended December 31, 2010.

5. Funding Policy

Chapter 32 of MGL governs the contributions of plan members and the City. Depending on their employment date, active System members must contribute 5%, 7%, 8% or 9% of their gross regular compensation. Members hired after December 31, 1978 must contribute an additional 2% of regular compensation in excess of \$30,000. These deductions earn interest at a rate determined by PERAC that vests based upon years of service. Employers are required to pay into the WRS its share of the system-wide actuarial determined contribution that is apportioned among the employers based on annual covered payroll.

Contributions are recognized as additions in the period when they become due pursuant to formal commitments, statutory or contractual requirements. Benefits and refunds are recognized as deductions when incurred and administrative expenses are funded through investment earnings.

Except for a portion of benefits owed due to cost-of-living adjustments granted through June 30, 1998, member employers are required to contribute the remaining amounts necessary to finance benefits. Member employer contributions are determined by the annual actuarial valuation.

COLA's granted through June 30, 1998 are reimbursed by the Commonwealth of Massachusetts (the Commonwealth). COLA's granted subsequent to June 30, 1998 must be granted by the Board and are the responsibility of the WRS. COLA may be approved in excess of the Consumer Price Index but not to exceed 3% on the first \$12,000 of a retirement allowance. The WRS has granted the maximum increase every year since June 30, 1998.

The funded status of the WRS at January 1, 2011, the most recent actuarial valuation date, is as follows:

Schedule of Funding Progress

Actuarial Valuation Date	Actuarial Value of Plan Assets (a)	Actuarial Accrued Liability (b)	Unfunded Actuarial Accrued Liability (b - a)	Funded Ratio (%) (a/b)	Covered Payroll (c)	UAAL as a Percent of Covered Payroll (%) (b - a)/c
1/1/2011	\$ 724,997,822	1,025,075,423	300,077,601	70.73	\$ 157,720,871	190.26

The schedules of funding progress, presented as required supplementary information (RSI) following the notes to the financial statements, present multi-year trend information about whether the actuarial values of plan assets are increasing or decreasing over time relative to the AAL for benefits.

The significant methods and assumptions of the latest actuarial valuation are as follows:

Valuation Date	January 1, 2011
Actuarial cost method	Entry Age Normal Cost Method
Amortization method	Level payments on the 2002, 2003 and 2010 ERI liability and the Section 90 ACD liability; payment on the remaining unfunded liability increases 4% per year beginning with fiscal 2014 payment
Remaining amortized period (period is closed)	7 years for the 2002 ERI liability 1 year for the 2003 ERI liability 10 years for the 2010 ERI liability 3 years for the Section 90 ACD liability and 24 years for the remaining unfunded liability 24 years is the equivalent single amortization period (ESAP)
Asset valuation method	The difference between the expected return and the actual investment return on a market value basis is recognized over a five-year period
Actuarial assumptions:	
Investment rate of return	8.00%
Projected salary increases	4.75%
Rate of inflation	3.75%
Cost of living adjustments	3.00% of the first \$12,000 of retirement income

6. Legally Required Reserve Accounts

The balances in the WRS' legally required reserves as of December 31, 2010 are as follows:

<u>Description</u>	<u>Amount</u>	<u>Purpose</u>
Annuity Savings Fund	\$ 158,761,215	Active members' contribution balance
Annuity Reserve Fund	57,353,323	Retired members' contribution account
Military Service Fund	15,720	Members' contribution account while on military leave
Pension Reserve Fund	433,573,909	Amounts appropriated to fund future retirement
Pension Fund	<u>32,197,013</u>	Remaining net assets
Total	<u>\$ 681,901,180</u>	

All reserve accounts are funded at levels required by state law.

7. Implementation of GASB Pronouncements

During fiscal year 2010, the WRS implemented the following GASB pronouncements:

- *Statement #53, Accounting and Financial Reporting for Derivative Instruments.* The implementation of this Statement had no impact on the financial statements.

**Required Supplementary Information
December 31, 2010**

The following reflects the Schedule of Funding Progress under the Entry-Age-Normal Actuarial Cost Method, which is the required method for all retirement systems governed by MGL, c.32. The WRS believes that this method of valuation more clearly reflects the actual funding status of the WRS.

Schedules of Funding Progress

Actuarial Valuation <u>Date</u>	Actuarial Value of Plan Assets *	Actuarial Accrued Liability	Unfunded Actuarial Accrued Liability	Funded Ratio (%)	Covered Payroll	UAAL as a Percent of Covered Payroll (%)
	(a)	(b)	(b - a)	(a/b)	(c)	(b - a)/c
1/1/2006	\$ 644,016,504	806,957,464	162,940,960	79.81	\$ 145,830,593	111.73
1/1/2007	716,796,770	837,608,233	120,811,463	85.58	152,838,201	79.05
1/1/2008	759,410,332	889,924,310	130,513,978	85.33	156,585,326	83.35
1/1/2009	631,893,995	929,569,464	297,675,469	67.98	166,050,095	179.27
1/1/2010	679,509,973	987,692,295	308,182,322	68.80	166,392,075	185.21
1/1/2011	724,997,822	1,025,075,423	300,077,601	70.73	157,720,871	190.26

* The 1/1/2005 through 1/1/2008 actuarial valuations valued plan assets at market value. The 1/1/2009 through 1/1/2011 actuarial valuations valued plan assets at the difference between the expected return and the actual investment return on a market value basis, recognized over a five-year period.

Schedule of Employer Contributions

<u>Year Ended December 31</u>	<u>Annual Required Contributions (ARC)</u>	<u>Percentage of ARC Contributed (%)</u>
2005	\$ 23,579,478	106
2006	23,354,603	100
2007	24,166,318	100
2008	24,947,158	100
2009	28,505,066	100
2010	29,770,499	101

Supplementary Information
December 31, 2010

Schedule of Administrative Expenses

The composition of administrative expenses for the year ended December 31, 2010 is as follows:

Personal services:		
Staff salaries	\$	341,203
Board Member compensation		15,000
Insurance		<u>40,101</u>
Total personal services		<u>396,304</u>
Professional services:		
Legal expenses		62,591
Actuarial fees		27,500
Audit fees		20,000
Medical fees		<u>995</u>
Total Professional services		<u>111,086</u>
Miscellaneous:		
Travel		3,721
Other		<u>46,059</u>
Total miscellaneous		<u>49,780</u>
Total administrative expenses	\$	<u><u>557,170</u></u>

Schedule of Investment and Consultants' Expenses**Investment expenses**

Management fees:

Domestic & equity Managers	\$ 317,822
Venture capital funds	1,220,307
Domestic fixed income managers	404,858
International investments managers	629,632
Real estate investments managers	472,684
Consultant fees	170,000
Custodial fees	<u>175,211</u>

Total management fees	<u>3,390,514</u>
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Securities lending fees:

Borrowers rebates	76,408
Fees	<u>29,987</u>

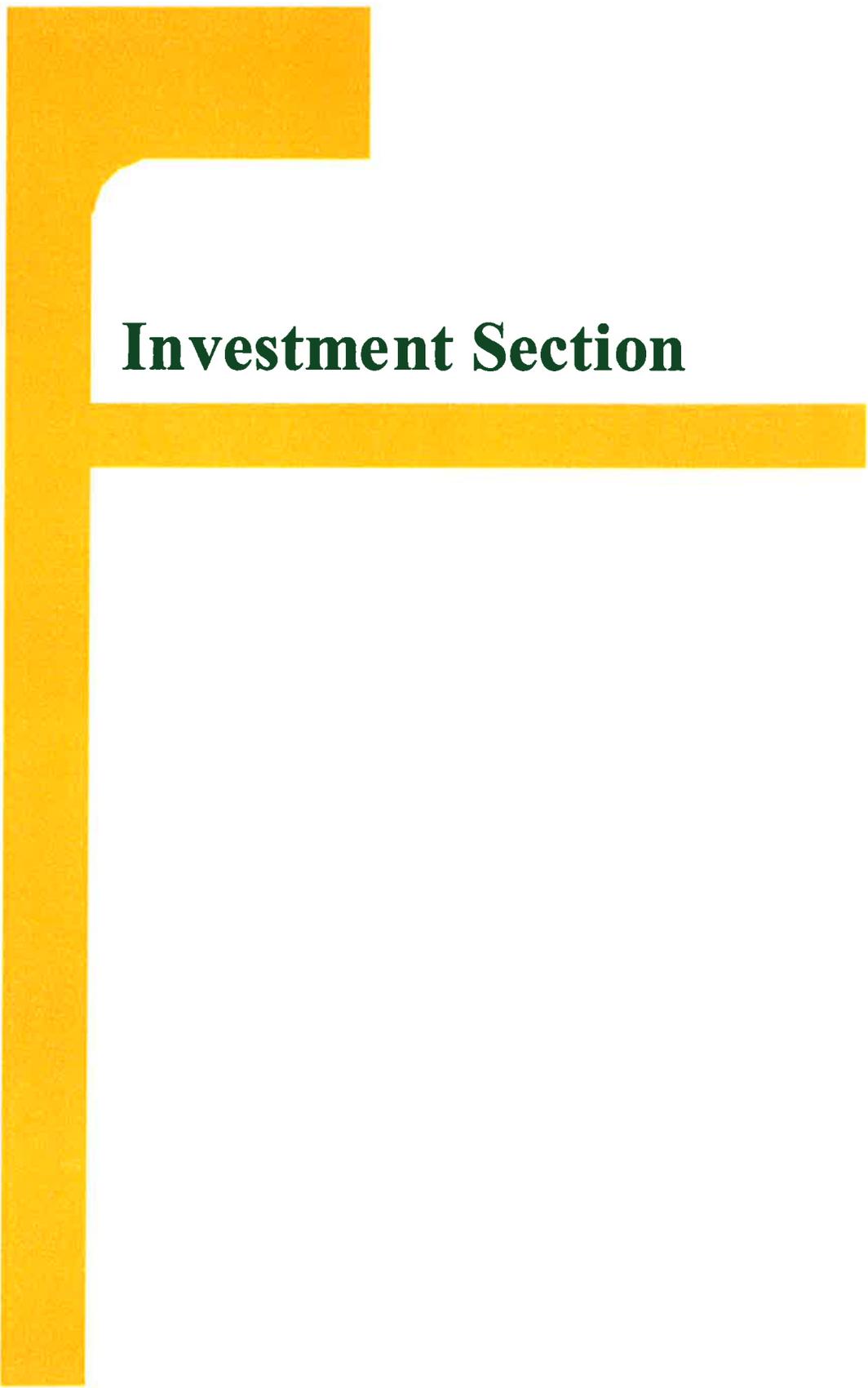
Total securities lending fees	<u>106,395</u>
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Total investment expenses	<u>\$ 3,496,909</u>
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Consultant expenses:

Independent audit fees	\$ 20,000
Actuarial fees	27,500
Legal fees	<u>62,591</u>

Total consultant expenses	<u>\$ 110,091</u>
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Investment Section

REPORT ON INVESTMENT ACTIVITY

The information contained in the Investment Section of the Comprehensive Annual Financial Report (CAFR) has been prepared by Meketa Investment Group, acting as the investment consultant for the Worcester Retirement System (WRS). All investment information herein has been reconciled between the WRS, the investment managers hired by the WRS, and Meketa Investment Group. The investment returns presented herein were calculated in a manner consistent with that specified in the Global Investment Performance Standards (GIPS®), as developed by the CFA Institute.

OUTLINE OF INVESTMENT POLICIES

The purpose of this document is to set forth the goals and objectives of the WRS, and to establish guidelines for the implementation of investment strategy.

The Board of the WRS recognizes that a stable, well-articulated investment policy is crucial to the long-term success of the WRS. As such, the Board has developed this Investment Policy Statement with the following goals in mind:

- To clearly and explicitly establish the objectives and constraints that govern the investment of the WRS's assets,
- To establish a long-term target asset allocation with a high likelihood of meeting the WRS's objectives given the explicit constraints, and
- To protect the financial health of the WRS through the implementation of this stable long-term investment policy.

I. Worcester Retirement System Goals

The WRS was established to provide retirement income for the City of Worcester and WHA employees and their families. The WRS's assets are structured to provide real growth from capital gains and income, while maintaining sufficient liquidity to meet the WRS's benefit payments.

II. Investment Objectives

The investment strategy of the WRS is designed to ensure the prudent investment of funds in such a manner as to provide real growth of assets over time while protecting the value of the assets from undue volatility or risk of loss.

Risk Objectives

- To accept a level of market risk consistent with moderate interim volatility without sacrificing the potential for long-term real growth of assets.
- To use extensive diversification to minimize or eliminate completely exposure to company and industry-specific risks in the aggregate investment portfolio.

- To avoid extreme levels of volatility that could adversely affect WRS's portfolio.
- To limit the likelihood of investment return patterns that could negatively impact the funded status of the WRS.

Return objective

- Within the risk constraints outlined above, to achieve the highest real return possible.
- To achieve, over long time periods, investment returns consistent with the actuarial return on assets of 8.00%.

III. Investment Constraints

Legal and Regulatory

The WRS is a qualified defined benefit pension plan governed by the Massachusetts General Laws, Chapter 32. Investment procedures and restrictions stipulated under these regulations must be followed.

The Board intends to manage the assets of the WRS at all times in accordance with the provisions of the Public Employee Retirement Administration Commission (PERAC) and the Massachusetts General Laws, Chapter 32. The Board will retain legal counsel when appropriate to review contracts and provide advice with respect to applicable statutes and regulations.

Time Horizon

The WRS will be managed on a going-concern basis. The assets of the WRS will be invested with long-term time horizon (twenty years or more), consistent with the participant demographics and the purpose of the WRS.

Liquidity

The WRS exhibits a moderate need for interim liquidity. Cash outflows for benefit payments are expected to grow from approximately \$61.3 million to close to \$96.3 million over the next ten years, while cash flows are expected to rise from approximately \$47.1 million to \$65.7 million (covering normal costs, expenses and amortization payments) over the same period. This pattern results in a net negative cash flow of up to 4.9% of WRS assets, based on the WRS's year-end asset value and the actuarial assumed rate of return of 8.00% per year.

Tax Considerations

The WRS is a tax-exempt entity. Therefore, investments and strategies will be evaluated only on the basis of expected risks and potential returns.

IV. Risk and Return Considerations

The WRS's Board recognizes that a persistent positive relationship exists between risk and return, whether risk is described as possibility of loss or as interim volatility. The Board also recognizes that investors are rarely compensated for risks that can be eliminated through diversification. Within the risk and return parameters discussed above, the Board accepts the risks associated with investing in the capital markets (market risks), but will minimize wherever possible those risks for which the WRS is unlikely to be compensated (non-market or diversifiable risks).

V. Diversification

The WRS's Board recognizes that a primary element of risk control is diversification. Therefore, investments will be allocated across multiple classes of assets, chosen in part for their low correlation of returns. Within each asset type, investments will be distributed across many individual holdings, thus further reducing volatility. In addition, each investment manager's guidelines will specify the largest permissible investment in any one asset, and the largest permissible investment in any group of related assets.

The WRS's aggregate equity portfolio will be diversified by individual issue, capitalization, and industry (international equity portfolios will also be diversified by country). The WRS's aggregate fixed income portfolio will, at a minimum, be diversified by individual issue, by issuer, by maturity, and by industry. Residual cash will be swept by the custody bank into a short-term fixed income investment pool that is broadly diversified across individual issue and issuer. The WRS's aggregate real estate portfolio will be invested across a spectrum of geographic regions and property types.

The specific degrees of diversification within the above asset classes will be addressed in each manager's investment guidelines.

VI. Asset Allocation

The Board recognizes that the allocation of monies to various asset classes will be the major determinant of the WRS return and risk experience over time. Therefore, the WRS will allocate investments across those asset classes that, based on historical and expected returns and risks, provide the highest likelihood of meeting the WRS's investment objectives.

A. Permissible Asset Classes

Because investment in any particular asset class may or may not be consistent with the objectives of the WRS, the Board has specifically indicated those asset classes that may be utilized when investing the WRS's assets, and are summarized as follows:

Asset Type	Asset Class	Purpose
Equity	U.S. Common Stocks	Total Return Potential
Equity	Non-U.S. Common Stocks	Total Return Potential Diversification
Equity	Private Equity	Total Return Potential Diversification
Fixed Income	Investment Grade Bonds	Return Stability Income
Fixed Income	TIPS	Return Stability Income
Fixed Income	High Yield Bonds/ Bank Loans	Total Return Potential Diversification Income
Real Estate	Real Estate	Total Return Potential Diversification Income
Real Estate	Timber	Total Return Potential Diversification Income
Hedge Funds	Absolute Return Strategies	Return Stability Diversification
Infrastructure	Private Infrastructure	Total Return Potential Diversification Income
Natural Resources	Public/Private Natural Resources	Total Return Potential Diversification
Fixed Income / Equity	Global Tactical Asset Allocation	Total Return Potential Diversification
Cash	Cash Equivalents	Liquidity Return Stability

B. Expected Returns, Risks, and Correlations for Permissible Asset Classes

The risk and return behavior of the WRS will be driven primarily by the allocation of investments across asset classes. In determining the appropriate allocation, the expected return and risk behavior of each asset class and the likely interaction of various asset classes in a portfolio must be examined.

C. Long-Term Target Allocations

Based on the investment objectives and constraints of the WRS, and on the expected behavior of the permissible asset classes, the Board will specify a long-term target allocation for each class of permissible assets. These targets will be expressed as a percentage of the WRS's overall market value, surrounded by a band of permissible variation resulting from market forces.

The long-term target allocations are intended as strategic goals, not short-term imperatives. Thus, it is permissible for the overall System's asset allocation to deviate from the long-term target, as would likely occur during manager transitions, asset class restructurings, and other temporary changes in the WRS. Deviations from targets that occur due to capital market changes are discussed after the following table:

ASSET ALLOCATION TARGETS

	Target (%)	Range (%)
Domestic Equity	23%	18-28%
Foreign Equity	23%	18-28%
Investment Grade Bonds	8%	6-10%
Treasury Inflation-Protected Securities (TIPS)	5%	3-7%
High Yield Bonds / Bank Loans	10%	7-13%
Real Estate¹	8%	6-10%
Timber	3%	2-4%
Private Equity¹	8%	6-10%
Hedge Funds¹	4%	3-5%
Global Tactical Asset Allocation	4%	3-5%
Infrastructure	2%	1-3%
Natural Resources	2%	1-3%
Cash²	0%	< 5%

¹ The Retirement System is restricted by PERAC to target allocations of 10% for real estate, and 10% for private equity, and 7.5% for hedge fund strategies. The System will make reasonable attempts to maintain those allocations, recognizing that market fluctuations and the funding requirements of alternative investments may result in short-term deviations from the targets.

² The cash target of zero defines the System's objective of keeping cash balances as low as possible, at least below 5% at all times. The Retirement Board is aware, however, that a certain cash balance is needed for the efficient operation of the System and its various portfolios.

D. Rebalancing

In general, cash flows to and from the WRS will be allocated in such a manner as to move each asset class toward its target allocation.

The Board recognizes that, periodically, market forces may move the WRS's allocations outside the target ranges. The Board also recognizes that failing to rebalance the allocations would unintentionally change the WRS's structure and risk posture. However, the Board understands that constant rebalancing would result in a significant increase in explicit and implicit trading costs to the WRS. Consequently, the Board has established a process to rebalance the allocations periodically.

On at least an annual basis, if any strategic allocation is outside the specified target range, assets will be shifted to return the strategy to the target range. The specific plan for rebalancing will identify those assets that can be shifted at the lowest possible risk and cost, if the rebalancing cannot be accomplished solely by allocating contributions and withdrawals.

E. Changes to Asset Allocation

Once established, permanent changes in the WRS's target asset allocation will take place only in response to significant changes in the objectives and constraints of the WRS, or in response to material changes in the fundamental nature or appropriateness of the asset classes themselves.

VII. Review of Investment Policy, Asset Allocation, and Performance

The Investment Policy Statement will be reviewed at least annually, and specifically upon each actuarial valuation, to ensure that the objectives and constraints remain relevant. However, the Board recognizes the need for a stable long-term policy for the WRS, and major changes to this policy statement will be made only when significant developments in the circumstances of the WRS occur. The Board will notify PERAC of any changes to this document within ten days of the effective date of those changes.

The asset allocation of the WRS will be reviewed on an on-going basis, and at least annually. When necessary, such reviews may result in a rebalancing of asset allocations. In general, the Board intends that the WRS will adhere to its long-term target allocations, and that major changes to these targets will be made rarely and only in response to significant developments in the circumstances of the WRS.

The Board will specifically evaluate the performance of the WRS relative to its objectives and to the returns available from the capital markets during the period under review. In general, the Board will utilize relative, rather than absolute, benchmarks in evaluating performance.

VIII. Trading and Proxy Voting by Investment Managers

In accordance with the fiduciary and other obligations imposed on investment managers by their agreements with the Board, all trades executed by managers must be for the exclusive benefit of the WRS's participants and beneficiaries. Managers are expected to seek best execution on all trades. This is addressed in the individual manager guidelines.

The Board recognizes that the right to vote proxies for securities held represents an asset of the WRS.

As such, the Board has specifically delegated the responsibility for voting all security proxies to the individual managers. The Board believes that the voting of proxies constitutes an investment decision by the managers, and that prudent voting of proxies is important to the overall performance of the WRS. Investment managers are expected to execute all proxy votes in a timely fashion and to provide a full written accounting of proxy votes on an annual basis.

IX. Management Structure

To diversify the WRS's assets so as to minimize the risk associated with dependence on the success of one enterprise, the Board Members have decided to employ a multi-manager team approach to investing System assets.

A consultant will be employed whose responsibilities will be to: 1) provide risk and return assumptions for various asset classes, 2) to diversify WRS so as to minimize risk, while enhancing the probability of achieving the WRS's return objectives, and 3) to evaluate the performance and compliance of investment managers.

Investment managers will be employed to utilize individual expertise within their assigned area of responsibility. Each manager will be governed by individual investment guidelines.

X. Implementation

All monies invested for the WRS after the adoption of this investment policy statement shall conform to this statement.

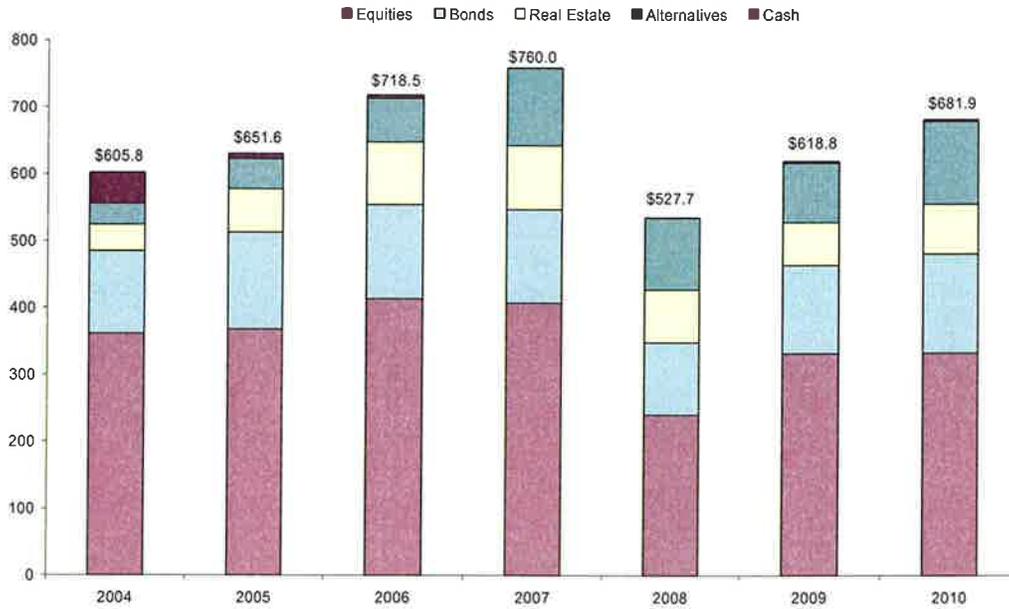
Investment Results*

	4Q10	1 YR	3 YR	5 YR	10 YR	Since Inception	Inception Date
Total System	6	13.6	-0.2	4.5	4.7	7.8	10/1/1995
CPI (inflation)	0.3	1.5	1.4	2.2	2.3	2.4	
Total Equity	10.2	17.4	-2.5	3.3	3.7	5.3	1/1/1998
Russell 3000	11.6	16.9	-2	2.7	2.2	4.3	
MSCI ACWI Free (ex. U.S.)	7.2	11.2	-5	4.8	5.5	6.2	
Total Fixed Income	0.8	9.6	7.8	6.9	7	6.6	1/1/1998
Barclays Universal	-1	7.2	6	5.9	6.1	6.1	
Total Open-End Real Estate	6.1	13.6	-9	-0.9	4.6	5.4	1/1/1999
NCREIF ODCE	5.1	16.4	-9.8	-0.2	5.2	6.6	
Total Absolute Return**	2.9	6.7	-0.2	3.9	NA	4.8	7/1/2005
HFRI Fund of Funds Composite	3.4	5.5	-2.6	2.4	4.1	3.3	
Total Global Tactical Asset Allocation	1.2	13.7	0.9	NA	NA	1.3	8/1/2007
60% S&P 500 / 40% Barclays Aggregate	6.3	13.2	1.7	4.4	4	1.9	

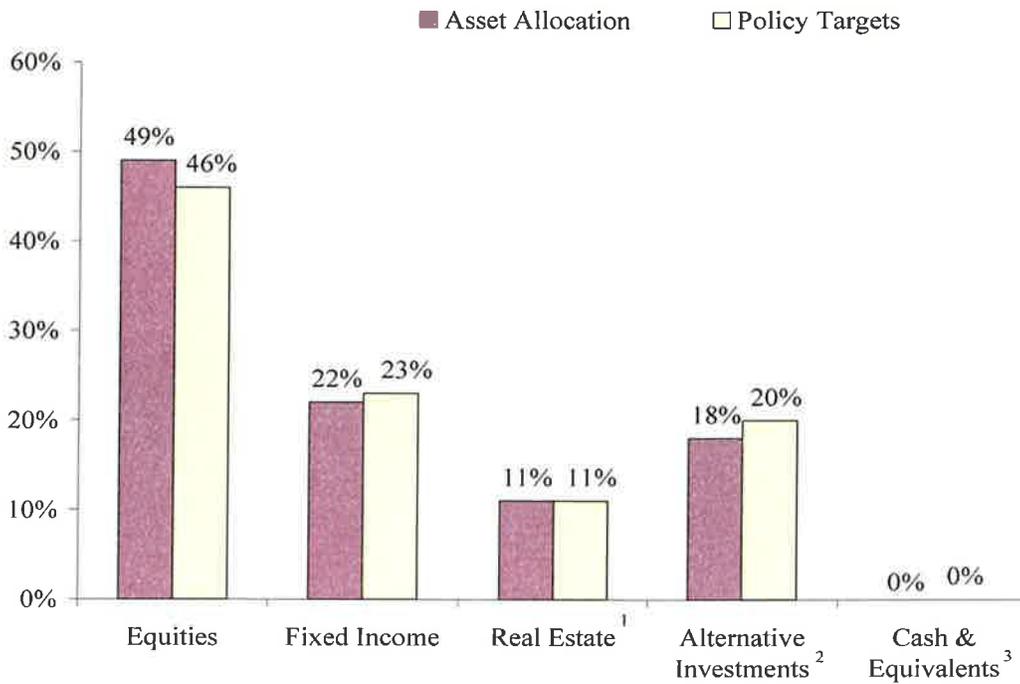
* The WRS's policy is a time weighted average of the representative asset class benchmarks.

** Other alternative investments include private equity, infrastructure, and natural resources limited partnerships that are measured by dollar-weighted, rather than time-weighted returns. For the calendar year period covered by this report, the WRS's private equity investments increased by \$2.9 million, including \$6.6 million in capital called and \$9.8 million in distributions. The WRS's private infrastructure investments increased by \$1.2 million, including \$0.9 million in capital called during the period, and \$0.6 million distributed. The WRS's private natural resources investments increased by \$0.9 million, including \$0.8 million called.

Asset Allocation



Aggregate Asset Allocation vs. Policy Targets

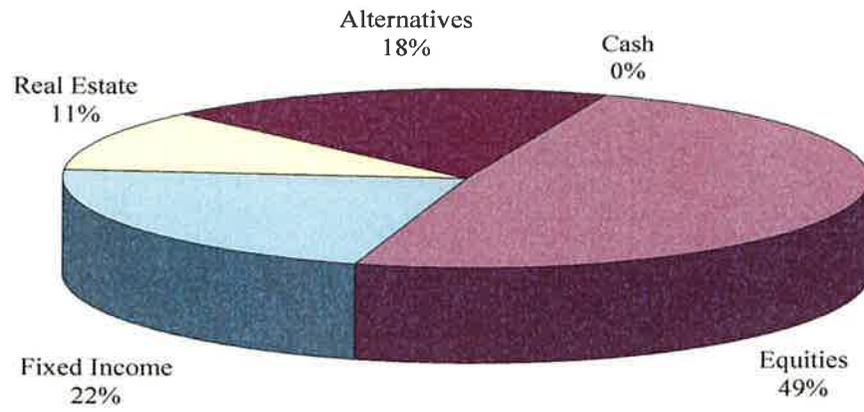


¹ The Real Estate policy target includes a strategic allocation to Timber of 3%.

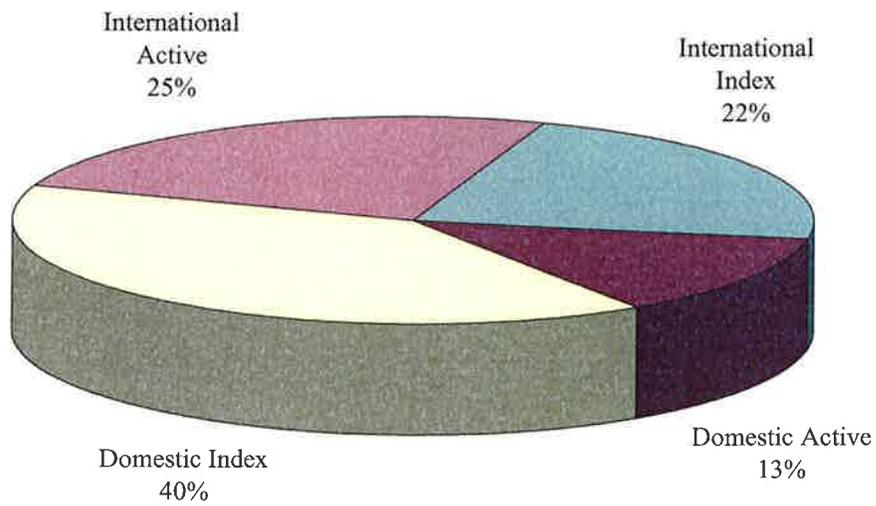
² The Alternative Investments allocation includes Private Equity, Absolute Return, Global Tactical Asset Allocation, Infrastructure and Natural Resources assets.

³ Includes cash and cash held by managers within separate accounts.

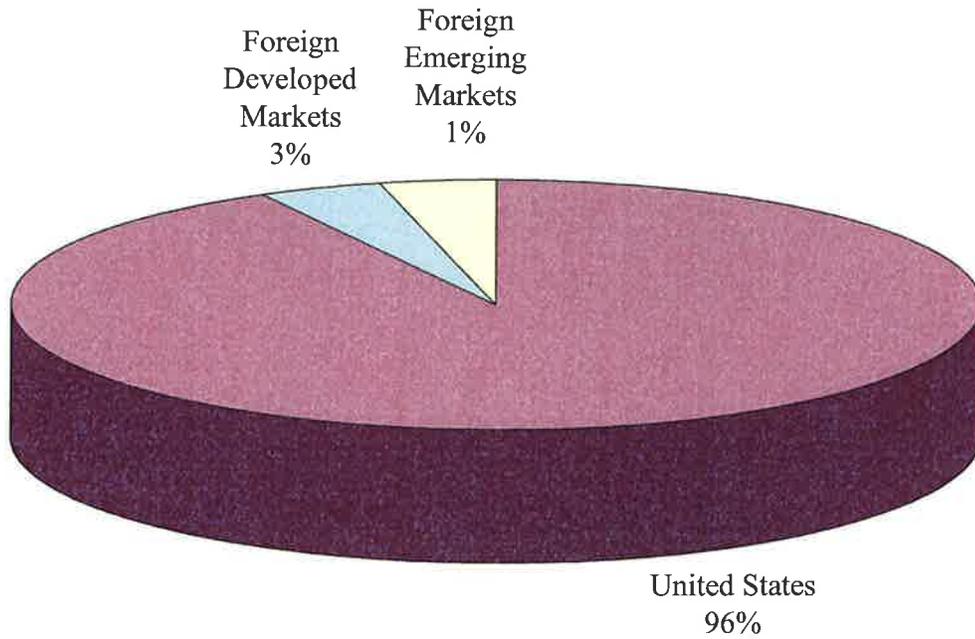
Aggregated Asset Allocation



Equity Allocation



Fixed Income Allocation



Ten Largest Stock Holdings by Fair Value

Company	Number of Shares	Fair Value (\$mm)	% of Domestic Stock	Industry
1 Exxon Mobil	48,256	3.53	2.1	Energy
2 Apple	8,630	2.78	1.7	Technology Hardware & Equipment
3 Microsoft	73,520	2.05	1.2	Software & Services
4 General Electric	105,720	1.93	1.2	Capital Goods
5 Chevron	20,140	1.84	1.1	Energy
6 Procter & Gamble	28,557	1.84	1.1	Household & Personal Products
7 Int'l Business Machines	11,987	1.76	1.1	Telecommunication Services
8 AT&T	59,362	1.74	1.1	Telecommunication Services
9 Johnson & Johnson	27,432	1.70	1.0	Pharmaceuticals Biotechnology & Life Sciences
10 JPMorgan Chase	39,727	1.69	1.0	Diversified Financials

A complete portfolio is available upon request.

Ten Largest Fixed Income Holdings by Fair Value

Security	Coupon (%)	Maturity Date	Number of Shares	Market Value (\$)	% of Bonds
1. TIPS	3.00%	08/31/16	2,000,000	2,076,260	1.76%
2. TIPS	2.40%	01/15/25	1,554,722	1,730,110	1.47%
3. TIPS	3.90%	04/15/29	1,641,500	1,641,500	1.39%
4. TIPS	3.00%	07/15/12	1,472,886	1,472,866	1.25%
5. TIPS	2.00%	01/15/14	1,448,624	1,448,624	1.23%
6. TIPS	1.90%	07/15/13	1,396,729	1,396,729	1.19%
7. TIPS	1.60%	01/15/15	1,361,797	1,361,797	1.16%
8. TIPS	3.60%	04/15/28	1,361,471	1,361,471	1.16%
9. TIPS	2.00%	07/15/14	1,360,652	1,360,652	1.16%
10. Brazil Fed.	10.30%	01/15/28	1,304,375	1,304,375	1.11%

A complete portfolio is available upon request.

Schedule of Fees & Commissions

Investment Fees December 31, 2010

Acadian Asset Management	\$ 159,930
Aetos Capital	100,335
AEW Capital Management	9,161
Ascent Venture Management, Inc. II	3,970
Ascent Venture Management, Inc. III	42,825
Ascent Venture Management, Inc. IV	143,358
Ascent Venture Management, Inc. V	73,909
Bailard	110,119
Boston Millennium Partners II	56,710
Boston Company	98,648
BPIF Blackstone	134,888
Charlesbank Capital Partners V	50,975
Charlesbank Capital Partners VI	54,381
Concord Partners III	479
Global Infrastructure Partners	135,349
Hancock	57,584
Heitman Investment Management	28,076
Intercontinental Real Estate Corp	37,500
Invesco	25,000
Lazard	275,982
Lee Munder	137,274
Loomis Sayles	331,318
Newstone	42,044
Northstar V	91,000
OPUS	44,764
OPUS TIPS	28,878
Penn Capital	99,221
PRIT Real Estate	56,591
PRIT Hedge Fund	53,239
Riverside Capital 2000	11,301
Riverside Capital 2003	15,496
Riverside Capital V	34,499
RMK Balanced Timberland	59,595
RMK Fund I	31,152
RMK Select Timberland Fund II	49,653
RREEF	9,463
SSgA Daily EAFE Index	13,627
SSgA Daily EAFE-NL	41,591
SSgA EAFE Index-NL	10,829
SSgA EAFE Index	17,670
SSgA EAFE Small Cap Index-NL	11,354
SSgA Flagship Index	6,397
SSgA Flagship-NL	11,505
SSgA Russell 1000 Value Index	9,401
SSgA Russell 1000 Value-NL	19,423
SSgA Russell 1000 Growth-NL	26,344
SSgA S&P Midcap-NL	2,752
SSgA S&P Midcap Index	5,504
VEF Advisors II	10,220
VEF Advisors IV	13,471
White Deer TE L.P.	150,548
Total Investment Managers Fees	<u>3,045,303</u>
State Street Bank (Custodian Bank Fee)	175,211
Meketa Investment Group (Consultant Fee)	170,000
Security Lending Fees	106,395
Total Other Fees	<u>451,606</u>
Total Investment Fees	<u>\$ 3,496,909</u>

Commissions to Brokers

Broker	Total Commissions (\$)	Total Shares	Commission Per Share (\$)
AVONDALE PARTNERS LLC	58	1,445	0.04
BAIRD ROBERT W. & COMPANY INCORPORATED	70	1,750	0.04
BARCLAYS CAPITAL LE	1,355	33,887	0.04
BEAR STEARNS SECURITIES CORP	311	7,778	0.04
BNY CONVERGEX LJR	16,926	444,111	0.04
BOENNING + SCATTERGOOD INC	324	8,110	0.04
BREAN MURRAY	196	4,905	0.04
BREAN MURRAY, CARRET & CO., LLC	292	7,305	0.04
CANACCORDGENUITY INC	370	9,244	0.04
CANTOR FITZGERALD + CO.	3,612	90,310	0.04
CITIGROUPGLOBAL MARKETS INC	598	14,940	0.04
COLLINS STEWART LLC	107	2,665	0.04
COWEN ANDCOMPANY, LLC	662	16,550	0.04
CRAIG - HALLUM	192	4,795	0.04
CREDIT SUISSE SECURITIES (USA) LLC	839	20,982	0.04
DAVENPORT & CO. OF VIRGINIA, INC.	431	10,775	0.04
DEUTSCHE BANK SECURITIES INC	1,171	29,272	0.04
DOMINICK + DOMINICK	140	3,490	0.04
FRIEDMAN BILLINGS + RAMSEY	336	8,395	0.04
HIBERNIA SOUTHCOAST CAPITAL INC	762	19,055	0.04
HOWARD WEIL DIVISION LEGG MASON	1,273	31,827	0.04
INSTINET	9,612	250,505	0.04
ISI GROUPINC	40	1,005	0.04
J.P. MORGAN SECURITIES INC.	1,408	35,207	0.04
JANNEY MONTGOMERY, SCOTT INC	385	9,635	0.04
JEFFERIES+ COMPANY INC	42	1,039	0.04
JFD SECURITIES	193	6,425	0.03
JMP SECURITIES	56	1,395	0.04
JNK SECURITIES INC	687	17,185	0.04
JOHNSON RICE + CO	882	22,058	0.04
JONESTRADING INSTITUTIONAL SERVICES LLC	12,632	327,857	0.04
KEYBANC CAPITAL MARKETS INC	1,474	36,853	0.04
KING, CL, & ASSOCIATES, INC	41	1,030	0.04
LAZARD CAPITAL MARKETS LLC	323	8,067	0.04
Longbow Securities LLC	188	4,697	0.04
M. S. HOWELLS + CO	122	3,045	0.04
MACQUARIESECURITIES (USA) INC	180	4,490	0.04
MERRILL LYNCH PIERCE FENNER + SMITH INC	1,111	27,765	0.04
MERRILL LYNCH PROFESSIONAL CLEARING CORP	765	23,376	0.03

(continued)

Worcester Retirement System

Broker	Total Commissions (\$)	Total Shares	Commission Per Share (\$)
MERRIMAN CURHAN FORD + CO	98	2,453	0.04
MKM PARTNERS LLC	522	13,060	0.04
OPPENHEIMER + CO, INC.	304	7,610	0.04
PICKERINGENERGY PARTNERS, INC	328	8,194	0.04
MORGAN JOSEPH + CO INC	153	3,835	0.04
MORGAN KEEGAN & CO INC	238	5,960	0.04
MORGAN STANLEY CO INCORPORATED	563	14,069	0.04
NEEDHAM +COMPANY	145	3,613	0.04
PULSE TRADING LLC	39	980	0.04
RAYMOND JAMES AND ASSOCIATES INC	2,916	72,890	0.04
RBC CAPITAL MARKETS	1,434	35,860	0.04
ROTH CAPITAL PARTNERS LLC	741	18,530	0.04
SANDLER ONEILL + PART LP	122	3,050	0.04
SANFORD CBERNSTEIN CO LLC	367	11,945	0.03
SCOTT & STRINGFELLOW, INC	813	20,321	0.04
SIDOTI + COMPANY LLC	179	4,470	0.04
SIMMONS +COMPANY INTERNATIONAL	40	991	0.04
STEPHENS,INC.	602	15,042	0.04
STERNE AGEE & LEACH INC.	544	15,905	0.03
STIFEL NICOLAUS + CO INC	521	13,020	0.04
SUNTRUST CAPITAL MARKETS, INC.	212	5,302	0.04
THE BENCHMARK COMPANY, LLC	456	11,395	0.04
UBS SECURITIES LLC	601	15,032	0.04
WEDBUSH MORGAN SECURITIES INC	86	2,149	0.04
WELLS FARGO SECURITIES, LLC	921	23,019	0.04
AQUA SECURITIES LP	34	1,684	0.02
BAIRD ROBERT W. & COMPANY INCORPORATED	460	11,815	0.04
BLOOMBERGTRADEBOOK LLC	2,099	209,926	0.01
BNY CONVERGEX LJR	1,488	48,614	0.03
BROADCORTCAPITAL (THRU ML)	1,076	35,881	0.03
CANACCORDGENUITY INC	185	3,934	0.05
CANTOR FITZGERALD + CO.	230	5,738	0.04
CITIGROUPGLOBAL MARKETS INC	456	10,578	0.04
COWEN ANDCOMPANY, LLC	225	4,498	0.05
CRAIG - HALLUM	52	1,047	0.05
CREDIT SUISSE SECURITIES (USA) LLC	66	1,313	0.05
DEUTSCHE BANK SECURITIES INC	220	4,390	0.05
FRIEDMAN BILLINGS + RAMSEY	131	2,617	0.05
GOLDMAN SACHS + CO	17	333	0.05
GOLDMAN SACHS INTERNATIONAL	6,443	322,173	0.02
INVESTMENT TECHNOLOGY GROUP INC.	54	2,164	0.03
J.P. MORGAN SECURITIES INC.	108	2,153	0.05

(continued)

Worcester Retirement System

Broker	Total Commissions (\$)	Total Shares	Commission Per Share (\$)
JEFFERIES+ COMPANY INC	409	22,897	0.02
JMP SECURITIES	344	8,449	0.04
JONESTRADING INSTITUTIONAL SERVICES LLC	42	1,045	0.04
KEEFE BRUYETTE + WOODS INC	81	1,802	0.05
KEYBANC CAPITAL MARKETS INC	181	3,616	0.05
KNIGHT EQUITY MARKETS L.P.	1,188	59,410	0.02
KNIGHT SECURITIES	4,355	213,507	0.02
LEERINK SWANN AND COMPANY	11	219	0.05
LIQUIDNETINC	3,209	106,969	0.03
MACQUARIESECURITIES (USA) INC	20	403	0.05
MERRILL LYNCH PIERCE FENNER + SMITH INC	51	1,706	0.03
MORGAN KEEGAN & CO INC	156	3,417	0.05
MORGAN STANLEY CO INCORPORATED	102	2,076	0.05
NEEDHAM +COMPANY	310	7,297	0.04
OPPENHEIMER + CO, INC.	349	8,993	0.04
PIPELINE TRADING SYSTEMS LLC	36	3,578	0.01
PIPER JAFFRAY	33	652	0.05
PULSE TRADING LLC	245	12,252	0.02
RAYMOND JAMES AND ASSOCIATES INC	53	1,065	0.05
ROTH CAPITAL PARTNERS LLC	25	582	0.04
SANDLER ONEILL + PART LP	56	1,117	0.05
SANFORD CBERNSTEIN CO LLC	134	13,419	0.01
STATE STREET GLOBAL MARKETS, LLC	18	448	0.04
STEPHENS,INC.	298	5,961	0.05
STIFEL NICOLAUS + CO INC	263	5,264	0.05
SUNTRUST CAPITAL MARKETS, INC.	146	2,910	0.05
THINKEQUITY PARTNERS LLC	273	5,453	0.05
UBS SECURITIES LLC	264	19,481	0.01
WEEDEN + CO.	4	71	0.05
WELLS FARGO SECURITIES, LLC	37	742	0.05
WILLIAM BLAIR & COMPANY L.L.C	644	12,888	0.05
TOTALS	99,790	3,078,467	0.03

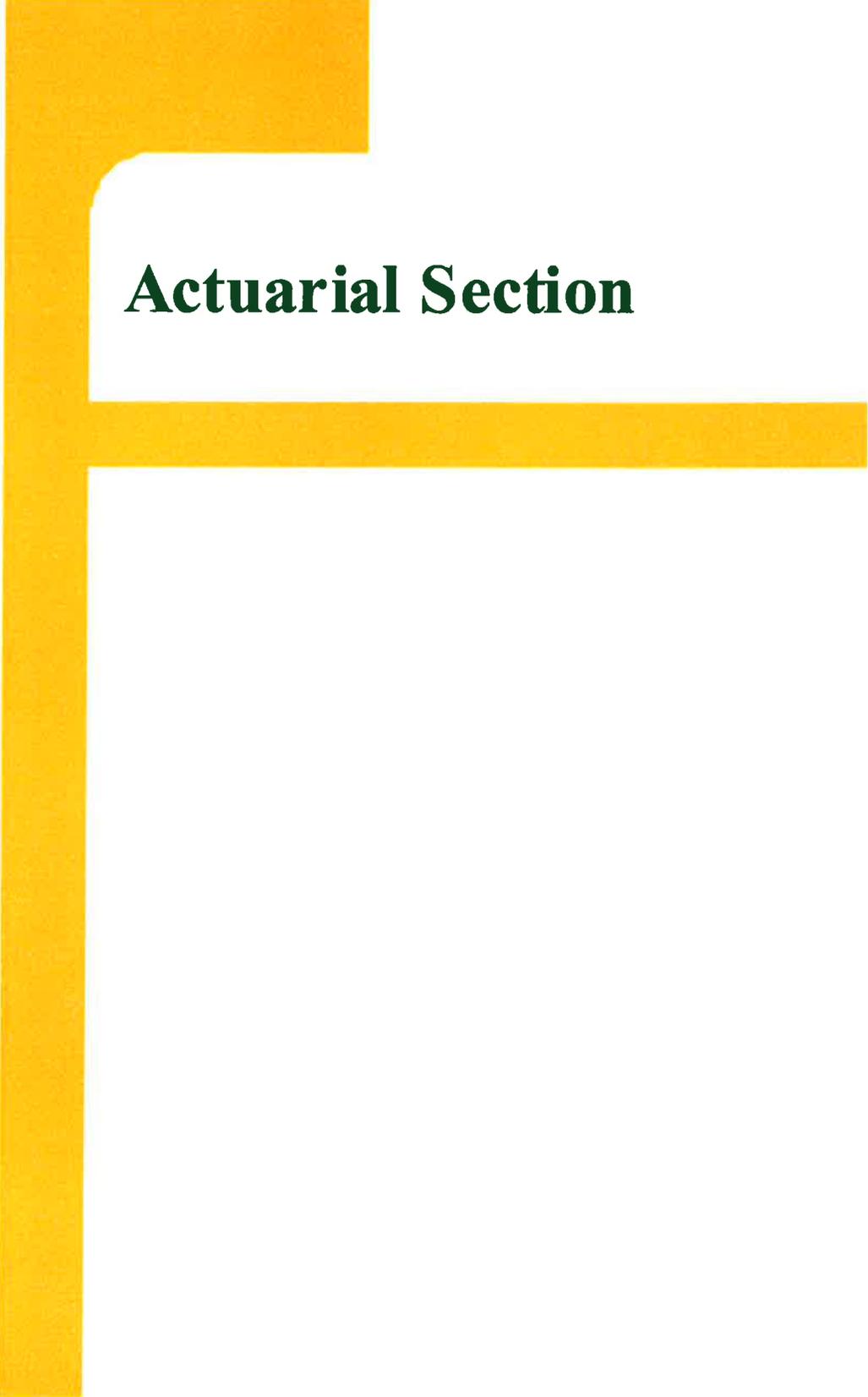
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INVESTMENT SUMMARY

	Market Value 12/31/2010 (\$ mm)	% of Asset Class	% of System
Total System	\$681.90	NA	100%
Total Domestic Equity Assets	\$167.20	100%	25%
Financials	30.1	18%	4%
Information Technology	28.4	17%	4%
Industrials	21.7	13%	3%
Consumer Discretionary	20.1	12%	3%
Energy	18.4	11%	3%
Health Care	16.7	10%	2%
Consumer Staples	13.4	8%	2%
Materials	6.7	4%	1%
Utilities	6.7	4%	1%
Telecommunication Services	5	3%	1%
Total Foreign Equity Assets	\$165.40	100%	24%
Europe-Developed	76.4	46%	11%
Pacific Rim/Australia Asia-Developed	47.2	29%	7%
Emerging Markets	41.8	25%	6%
Total Fixed Income Assets	\$148.20	100%	22%
Credit	43	29%	6%
U.S. Treasury	40	27%	6%
Bank Loans	32.6	22%	5%
Mortgage Backed	11.9	8%	2%
U.S. Agency	8.9	6%	1%
Commercial Mortgage Backed	5.9	4%	1%
Other	4.4	3%	1%
Asset Backed	1.5	1%	0%
Total Alternative Assets	\$198.30	100%	29%
Real Estate	74.9	38%	11%
Alternative Assets	123.4	62%	18%
Cash & Cash Equivalents	\$2.80	100%	0%

LIQUIDITY PROFILE

Benefits payments totaled approximately \$61.3 million during the year and along with other payments of \$4.9 million resulted in total cash outflows of \$66.2 million in 2010. These payments were partially offset by a contribution of approximately \$30.2 million from employers and other cash receipts of \$16.9 million for a total of \$47.1 million in 2010. This resulted in a negative cash flow of approximately \$19.1 million for the fiscal year. Note that these figures do not incorporate expected income and asset gains from the WRS's investments. The WRS's portfolio is structured with a long-term expected return of 8.00%.



Actuarial Section

THE SEGAL COMPANY

116 Huntington Avenue, 8th Floor Boston, MA 02116
T 617.424.7336 F 617.424.7390 www.segalco.com**Kathleen A. Riley, FSA, MAAA, EA**
Senior Vice President & Actuary
kriley@Segalco.com

June 6, 2011

City of Worcester Retirement Board
City Hall, Room 103
455 Main Street
Worcester, MA 01608

Dear Board Members:

The Segal Company has performed a January 1, 2011 actuarial valuation of the City of Worcester Retirement System. This actuarial valuation has been completed in accordance with generally accepted actuarial principles and practices. To the best of our knowledge, the information supplied in this actuarial valuation is complete and accurate. Further, in our opinion, the assumptions as approved by the Retirement Board are reasonably related to the experience of and the expectations for the Plan.

As part of performing the valuation, The Segal Company was furnished member data by the City of Worcester Retirement System's administrative staff. Although examined for general reasonableness, the data was not audited by the actuary. In addition, the administrative staff furnished financial statements that were not audited by the actuary.

The funding objective of the plan is to provide for the current cost of benefits (*i.e.*, normal cost) and to reduce the unfunded liability to zero by June 30, 2035. The normal cost is expected to remain at a level percentage of payroll. The remaining liability of the 2002 ERI is amortized over a 7-year period (by June 30, 2018) with level payments. The 2003 ERI liability is amortized over a 1-year period (by June 30, 2012). The 2010 ERI liability is amortized over a 10 year period (by June 30, 2021) with level payments. The Section 90 ACD liability is amortized over a 3-year period (by June 30, 2014) with level payments. The remaining unfunded liability is amortized over a 24-year period with payments increasing at the rate of 4.0% per year for fiscal 2014 and later. The fiscal 2012 appropriation of \$32,706,347 is 8.0% greater than the fiscal 2011 appropriation plus the payment on the new 2010 ERI liability. The fiscal 2013 appropriation is scheduled to be 8.0% greater than fiscal 2012. In the prior valuation, the remaining unfunded liability was amortized over a period ending June 30, 2040 with payments increasing at the rate of 4.0% per year.

Actuarial valuations have been performed annually. This is consistent with the guidelines promulgated by PERAC and GASB. The previous valuation was performed as of January 1, 2010.

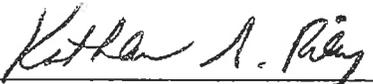
The assumptions and methods used for funding purposes met the parameters set for the disclosures presented in the financial section by GASB Statement No. 25, *Financial Reporting for Defined Benefit Pension Plans and Note Disclosures for Defined Contribution Plans*.

The Segal Company has prepared, and included as part of this report, all the supporting schedules for the Actuarial Section and Statistical Section of the CAFR. In addition, we have prepared the Schedules of Funding Progress and the Schedule of Employer Contributions found in the Financial Section of the CAFR.

Please let us know if you have any questions on this material.

Sincerely,

THE SEGAL COMPANY

By: 
Kathleen A. Riley, FSA, MAAA
Senior Vice President and Actuary

I. Summary of Actuarial Assumptions and Actuarial Cost Method

The actuarial assumptions, as set forth in the accompanying supporting schedules, were selected by the Worcester Retirement Board and actuary. Unless stated otherwise, the actuarial assumptions are based upon the actuarial valuation as of January 1, 2011, which was adopted by the WRS on May 12, 2011.

Mortality Rates

<i>Healthy</i>	1994 Group Annuity Mortality Table
<i>Disabled</i>	1994 Group Annuity Mortality Table set forward 5 years

Termination Rates before Retirement

Age	Rate (%)			
	Mortality		Group 1 and 2	
	Male	Female	Disability	Withdrawal
20	0.05	0.03	0.02	12.00
25	0.07	0.03	0.03	8.78
30	0.08	0.04	0.04	5.55
35	0.09	0.05	0.05	3.93
40	0.11	0.07	0.07	2.31
45	0.16	0.10	0.13	1.89
50	0.26	0.14	0.19	1.46
55	0.44	0.23	0.29	0.00
60	0.80	0.44	0.38	0.00

Notes: 55% of the disability rates shown represent accidental disability.
20% of the accidental disabilities will die from the same cause as the disability.
55% of the death rates shown represent accidental death.

Age	Rate (%)			
	Mortality		Group 4	
	Male	Female	Disability	Withdrawal
20	0.05	0.03	0.08	2.10
25	0.07	0.03	0.12	1.88
30	0.08	0.04	0.17	1.65
35	0.09	0.05	0.41	1.11
40	0.11	0.07	0.65	0.56
45	0.16	0.10	0.89	0.28
50	0.26	0.14	1.13	0.00
55	0.44	0.23	1.33	0.00
60	0.80	0.44	1.53	0.00

Notes: 90% of the disability rates shown represent accidental disability.
60% of the accidental disabilities will die from the same cause as the disability.
90% of the death rates shown represent accidental death.

Retirement Rates

Rate (%)			
Age	Groups 1 and 2	Age	Group 4
55	12.55	50	32.00
56	3.21	51	7.21
57	3.10	52	5.90
58	3.34	53	8.00
59	3.48	54	7.71
60	7.84	55	15.51
61	6.92	56	9.11
62	15.11	57	9.09
63	10.71	58	11.90
64	10.37	59	11.42
65	35.68	60	23.95
66	22.14	61	13.60
67	21.59	62	19.50
68	21.64	63	12.53
69	25.36	64	18.73
70	100.00	65	100.00

Unknown Data for Participants

Same as those exhibited by participants with similar known characteristics.

Age of Spouse

Females 3 years younger than their spouses.

Percent-Married

80%

Net Investment Return

8.00%

Salary Increases

Age	Present salary as a percent of salary at 65 (%)	Annual increase rate (%)
20	12.39	4.75
25	15.63	4.75
30	19.71	4.75
35	24.85	4.75
40	31.34	4.75
45	39.53	4.75
50	49.85	4.75
55	62.87	4.75
60	79.29	4.75

Includes allowance for inflation of 3.75%.

Administrative Expenses

\$625,000 for calendar 2011

Actuarial Value of Assets

Market value of assets as reported in the System’s Annual Statement less unrecognized return in each of the last five years. Unrecognized return is equal to the difference between the actual market value return and the expected market value return and is recognized over a five-year period, further adjusted, if necessary, to be within 10% of the market value.

2010 Salary

2010 salary equal to salaries provided in the data, except for new hires where salaries were calculated from annualized contributions divided by the contribution rate(s) reported. The salaries of police officials were reduced by 4.5% to reflect retroactive pay amounts.

Total Service

Total creditable service based on adjusted date of hire.

Actuarial Cost Method

Entry Age Normal Actuarial Cost Method. Entry Age is the age of the participant less Total Service. Normal Cost and Actuarial Accrued Liability are calculated on an individual basis and are allocated by salary.

Recent Changes

The investment return assumption was lowered from 8.50% to 8.25% as of January 1, 2006. As of January 1, 2011, it was further lowered to 8.00%.

The salary increase assumption was lowered as of January 1, 2003 from 5.50% to 5.00%. As of January 1, 2011, it was further lowered to 4.75%

An asset smoothing method was first applied with the January 1, 2000 valuation and modified as of January 1, 2004. As of December 31, 2004, the actuarial value of assets was set equal to market value. As of January 1, 2009, the actuarial value of assets was changed from market value of assets to a five-year smoothing method. As of January 1, 2010, the actuarial value of assets was changed from being within 20% of the market value of assets to being within 10% of the market value of assets.

The disabled life mortality table was changed from the 1994 Group Annuity Mortality Table set forward 10 years to the 1994 Group Annuity Mortality Table set forward 7 years, as of January 1, 2010. As of January 1, 2011, the table was changed to the 1994 Group Annuity Mortality Table set forward 5 years.

The estimated liability for future 3(8)(c) payments was lowered from \$20.1 million based on estimated net annual benefits of \$2.4 million to \$15.7 million based on estimated net annual benefits of \$1.8 million as of January 1, 2011.

II. Schedule of Active Member Valuation Data

<u>Valuation date</u>	<u>Number</u>	<u>Projected annual payroll (\$)</u>	<u>Annual average pay (\$)</u>	<u>% Increase in average pay</u>
1/1/2006	3,430	145,830,593	42,516	1.08
1/1/2007	3,397	152,838,201	44,992	5.82
1/1/2008	3,299	156,585,326	47,464	5.49
1/1/2009	3,352	166,050,095	49,538	4.37
1/1/2010	3,287	166,392,075	50,621	2.19
1/1/2011	3,208	157,720,871	49,165	-2.88

III. Schedule of Retirants and Beneficiaries Added to and Removed from Rolls

<u>Year ended</u>	<u>Added to Rolls</u>		<u>Removed from Rolls</u>		<u>Rolls - end of year</u>		<u>% Increase in annual allowances</u>	<u>Average annual allowances</u>
	<u>Number</u>	<u>Annual allowances¹</u>	<u>Number</u>	<u>Annual allowances</u>	<u>Number</u>	<u>Annual allowances¹</u>		
2005	76	1,890,735	124	1,544,809	2,919	52,623,545	2.05	18,028
2006	78	1,891,430	133	1,760,235	2,864	53,571,242	1.80	18,705
2007	105	2,719,667	120	1,728,323	2,849	55,329,380	3.28	19,421
2008	93	2,867,851	150	2,034,502	2,792	56,905,570	2.85	20,382
2009	97	3,476,053	115	1,643,865	2,774	59,512,448	4.58	21,454
2010	182	5,534,863	158	2,487,548	2,798	63,008,939	5.88	22,519

¹ Annual allowances are shown for retirees in pay status at the end of the year.

IV. Solvency Test

Valuation Date	Actuarial Accrued Liability				Portion of Actuarial Accrued Liability Covered by Assets		
	(1)	(2)	(3)	Actuarial value of assets	(1)	(2)	(3)
	Active member contributions	Retirees and beneficiaries	Active/Inactive members (Employer financed)				
1/1/2006	130,292,926	438,740,267	237,924,271	644,016,504	100	100	32
1/1/2007	138,456,863	444,678,593	254,472,777	716,796,770	100	100	53
1/1/2008	144,175,273	476,412,539	269,336,498	759,410,332	100	100	52
1/1/2009	152,780,052	488,818,808	287,970,604	631,893,995	100	98	0
1/1/2010	158,217,390	524,211,594	305,263,311	679,509,973	100	99	0
1/1/2011	158,761,215	573,267,875	293,046,333	724,997,822	100	99	0

V. Analysis of Financial Experience

	Year Ended December 31,				
	2010	2009	2008	2007	2006
1. Unfunded actuarial accrued liability as of January 1	\$ 308,182,322	\$ 297,675,469	\$ 130,513,978	\$ 120,811,463	\$ 162,940,960
2. Normal cost as of January 1	24,074,576	23,936,084	22,574,842	22,122,545	21,159,434
3. Employer and employee contributions during year	(44,157,370)	(42,695,664)	(39,375,618)	(36,995,766)	(35,961,906)
4. Interest					
(a) For whole year on (1)+(2)	27,411,194	26,532,953	12,629,827	11,792,055	15,188,283
(b) For half year on (3)	(1,645,804)	(1,591,325)	(1,467,582)	(1,378,882)	(1,340,348)
(c) Total interest	25,765,390	24,941,628	11,162,245	10,413,173	13,847,935
5. Expected unfunded actuarial liability	313,864,918	303,857,517	124,875,447	116,351,415	161,986,423
6. Actual unfunded actuarial accrued liability	300,077,601	308,182,322	297,675,469	130,513,978	120,811,463
7. (Gain) or loss for the year: (6)-(5)	\$ (13,787,317)	\$ 4,324,805	\$ 172,800,022	\$ 14,162,563	\$ (41,174,960)
8. Investment (gain) or loss	\$ (9,317,263)	\$ (55,454,843)	\$ 275,514,085	\$ (3,341,587)	\$ (39,177,515)
9. (Gains) or losses from sources other than investments	(32,351,823)	12,290,038	2,601,602	1,694,376	(1,997,445)
10. Plan changes	3,879,584	-	-	-	-
11. Assumption changes	24,002,185	47,489,610	(105,315,665)	15,809,774	-

VI. Summary of Plan Provisions

The following summarizes the major provisions of Chapter 32 of the Massachusetts General Laws.

Plan Year

January 1 – December 31

Retirement Benefit

Employees covered by the Contributory Retirement Law are classified into one of four groups depending on job classification. Group 1 comprises most positions in state and local government. It is the general category of public employees. Group 4 comprises mainly police and firefighters. Group 2 is for other specified hazardous occupations. (Officers and inspectors of the State Police are classified as Group 3.)

The annual amount of the retirement allowance is based on the member's final three-year average salary multiplied by the number of years and full months of creditable service at the time of retirement and multiplied by a percentage according to the following table based on the age of the member at retirement.

Age Last Birthday at Date of Retirement

Percent	Group 1	Group 2	Group 4
2.5	65 or over	60 or over	55 or over
2.4	64	59	54
2.3	63	58	53
2.2	62	57	52
2.1	61	56	51
2.0	60	55	50
1.9	59	--	49
1.8	58	--	48
1.7	57	--	47
1.6	56	--	46
1.5	55	--	45

A member's final three-year average salary is defined as the greater of the highest consecutive three-year average annual rate of regular compensation and the average annual rate of regular compensation received during the last three years of creditable service prior to retirement. The \$30,000 cap on salary used in a benefit determination for any employee hired after January 1, 1979 has been removed.

The maximum annual amount of the retirement allowance is 80 percent of the member's final three-year average salary. Any member who is a veteran also receives an additional yearly retirement allowance of \$15 per year of creditable service, not exceeding \$300. The veteran allowance is paid in addition to the 80 percent maximum.

Employee Contributions

Employees hired before January 1, 1975 contribute 5 percent of their salary; employees hired after January 1, 1975 and before December 31, 1983 contribute 7 percent; employees hired after January 1, 1984 contribute 8 percent; employees hired after July 1, 1996 contribute 9 percent.

In addition, employees hired after December 31, 1978 contribute an additional 2 percent of salary in excess of \$30,000.

Employees hired after 1983 who leave voluntarily with less than ten years of credited service receive 3% interest on their contributions, and employees who leave involuntarily with less than ten years receive the rate of regular interest otherwise payable.

Retirement Benefits (Superannuation)

Members of Group 1, 2 or 4 may retire upon the attainment of age 55. For retirement at ages below 55, twenty years of creditable service is required.

Members who terminate before age 55 with ten or more years of creditable service are eligible for a retirement allowance upon the attainment of age 55 (provided they have not withdrawn their accumulated deductions from the Annuity Savings Fund of the System).

Ordinary Disability Benefits

A member who is unable to perform his job due to a non-occupational disability will receive a retirement allowance if he has ten or more years of creditable service and has not reached age 55. The annual amount of such allowance shall be determined as if the member retired for superannuation at age 55, based on the amount of creditable service at the date of disability. For veterans, there is a minimum benefit of 50 percent of the member's most recent year's pay plus an annuity based on his own contributions.

Accidental Disability Benefit

For a job-connected disability the benefit is 72 percent of the member's most recent annual pay plus an annuity based on his own contributions, plus additional amounts for surviving children. Benefits are capped at 75 percent of annual rate of regular compensation for employees who become members after January 1, 1988.

Death Benefits

In general, the beneficiary of an employee who dies in active service will receive a refund of the employee's own contributions. Alternatively, if the employee were eligible to retire on the date of his death, a spouse's benefit will be paid equal to the amount the employee would have received under Option C. The surviving spouse of a member who dies with two or more years of credited service has the option of a refund of the employee's contributions or a monthly benefit regardless of eligibility to retire, if they were married for at least one year. The allowance provided for under this option shall not be less than \$250 per month, and there are additional amounts for surviving children.

If an employee's death is job-connected, the spouse will receive 72 percent of the member's most recent annual pay in addition to a refund of the member's accumulated deductions, plus additional amounts for surviving children. However, in accordance with Section 100 of Chapter 32, the surviving spouse of a police officer, firefighter or corrections officer is killed in the line of duty will be eligible to receive an annual benefit equal to the maximum salary held by the member at the time of death, and will be eligible for pay increases that would have been awarded to the officer if they were still living.

"Heart and Lung Law" and Cancer Presumption

Any case of hypertension or heart disease resulting in total or partial disability or death to a uniformed fireman or permanent member of a police department, or certain employees of a county correctional facility is presumed to have been suffered in the line of duty, unless the contrary is shown by competent evidence. Any case of disease of the lungs or respiratory tract resulting in total disability or death to a uniformed fireman is presumed to have been suffered in the line of duty, unless the contrary is shown by competent evidence. There is an additional presumption for uniformed firemen that certain types of cancer are job-related if onset occurs while actively employed or within five years of retirement.

Options

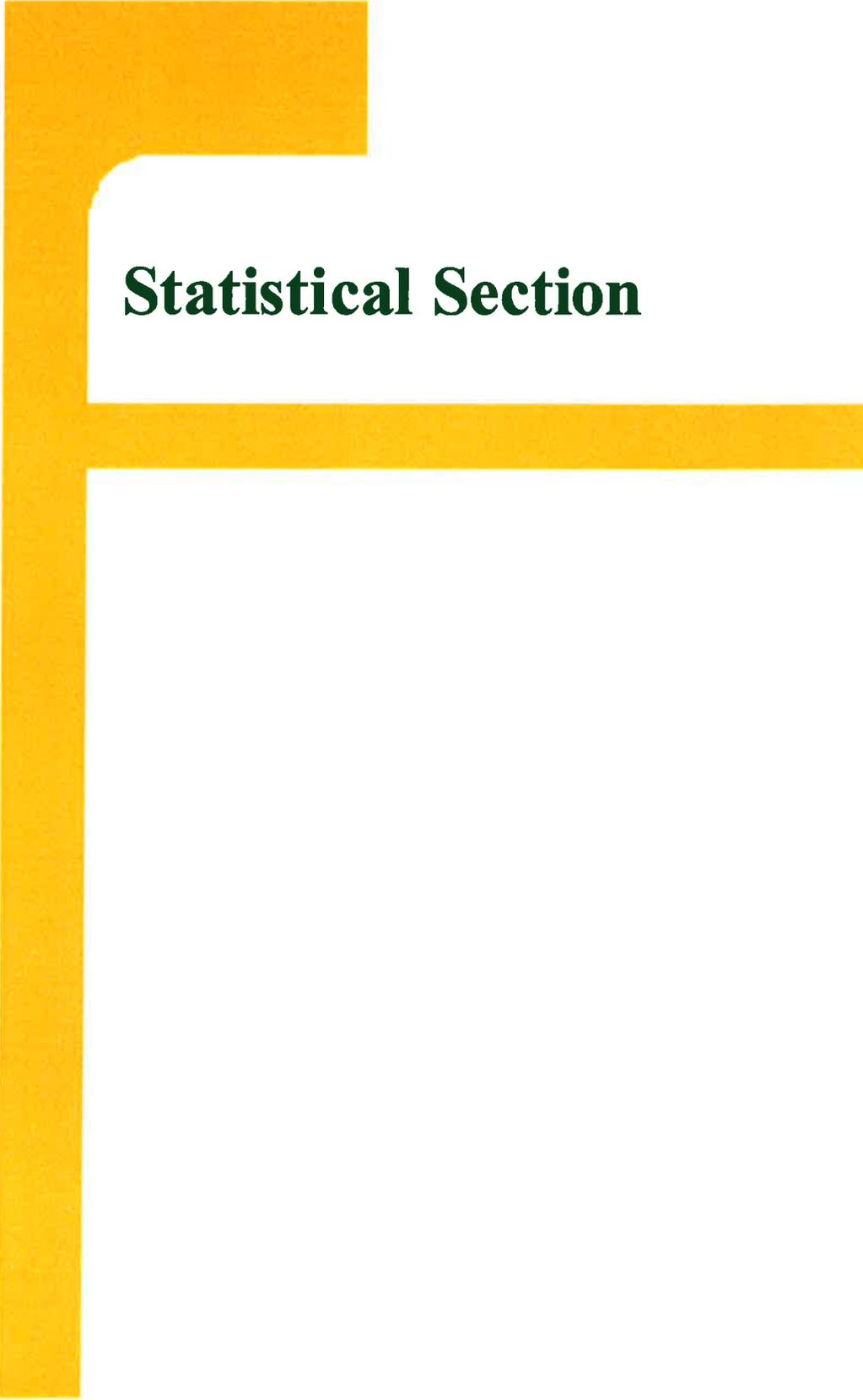
Members may elect to receive a full retirement allowance payable for life under Option A. Under Option B a member may elect to receive a lower monthly allowance in exchange for a guarantee that at the time of death contributions not expended for annuity payments will be refunded to his beneficiary. Option C allows the member to take a lesser retirement allowance in exchange for providing a survivor with two-thirds of the lesser amount. Option C pensioners will have their benefits converted from a reduced to a full retirement if the beneficiary predeceases the retiree.

Post-Retirement Benefits

The Board has adopted the provisions of Section 51 Chapter 127 of the Acts of 1999, which provide that the Retirement Board may approve an annual COLA in excess of the Consumer Price Index but not to exceed a 3% COLA on the first \$12,000 of a retirement allowance. Cost-of-living increases granted prior to July 1, 1998 are reimbursed by the Commonwealth and are not reflected in this report.

Changes in Plan Provisions

During 2010, 55 participants retired under the Early Retirement Incentive (ERI) program.



Statistical Section

STATISTICAL SECTION

This part of the WRS' Comprehensive Annual Financial Report presents information as a context for understanding what the information in the financial statements, note disclosures, and required supplementary information says about the WRS' overall financial health.

Table of Contents

	Page
Financial Trends	68-69
<p>These schedules contain trend information to help the reader understand how the WRS' financial performance and well-being have changed over time.</p>	
Schedule of Retired Members by Type of Benefit	70
<p>This schedule presents trend data about retired members by type of benefit.</p>	
Schedule of Average Benefit Payments	70
<p>This schedule presents trend data about average benefit payments.</p>	
Schedule of Participating Employers	71
<p>This schedule shows each participating employer's number of covered employees and percentage of total covered employees.</p>	

Schedule of Additions to Plan Net Assets by Source

<u>Fiscal Year</u>	<u>Plan Member Contributions</u>	<u>Employer Contributions</u>	<u>Employer Contributions as % of Covered Payroll</u>	<u>Investment Income(a)</u>	<u>Other(b)</u>	<u>Total</u>
2001	\$ 11,875,466	9,480,000	6.52	\$ (29,629,122)	3,442,841	(4,830,815)
2002	12,393,094	12,956,778	8.71	(67,805,128)	3,615,546	(38,839,710)
2003	11,691,887	18,928,252	13.25	115,602,944	2,783,268	149,006,351
2004	12,187,208	20,150,377	14.52	66,454,940	3,530,693	102,323,218
2005	12,509,613	23,579,478	16.03	55,470,779	3,015,645	94,575,515
2006	13,448,309	23,354,603	16.01	91,535,233	2,982,027	131,320,172
2007	13,922,938	24,166,318	15.81	61,690,401	2,800,696	102,580,353
2008	14,695,126	24,947,158	15.93	(213,653,903)	1,553,980	(172,457,639)
2009	14,785,935	28,505,066	17.17	109,307,795	2,308,137	154,906,933
2010	14,731,633	30,196,904	18.15	83,274,908	2,148,586	130,352,031

(a) Net of Investment expenses

(b) Includes state pension reimbursements and transfer of employees' contributions from other public pension plans as defined by Massachusetts General Law, Chapter 32.

Schedule of Deductions from Plan Net Assets by Type

<u>Fiscal Year</u>	<u>Benefits</u>	<u>Administrative Expenses</u>	<u>Withdrawals(a)</u>	<u>Total</u>
2001	\$ 41,095,678	\$ 811,315	\$ 3,129,455	\$ 45,036,448
2002	43,540,572	561,697	3,802,339	47,904,608
2003	47,848,502	440,294	3,866,838	52,155,634
2004	50,517,094	518,078	3,704,908	54,740,080
2005	52,105,583	556,781	3,996,263	56,658,627
2006	53,350,080	621,648	4,568,178	58,539,906
2007	55,033,466	555,774	4,377,551	59,966,791
2008	56,516,348	554,276	3,303,810	60,374,434
2009	58,698,242	538,983	4,511,626	63,748,851
2010	61,274,343	557,170	4,355,679	66,187,192

(a) Includes amounts for employee withdrawals and employee transfers to other governmental units.

Schedule of Total Change in Net Assets

<u>Fiscal Year</u>	<u>Total Change in Net Assets</u>
2001	\$ (49,867,263)
2002	(86,744,318)
2003	96,862,717
2004	47,583,138
2005	37,916,888
2006	72,780,266
2007	42,613,562
2008	(232,832,073)
2009	91,158,082
2010	64,164,839

Schedule of Benefit Expenses by Type

<u>Year ended December 31</u>	<u>Regular</u>	<u>Disability</u>	<u>Beneficiary</u>	<u>COLA</u>	<u>Annuities</u>	<u>Total</u>
2001	\$ 17,082,481	\$ 7,872,843	\$ 4,737,758	\$ 6,771,240	\$ 4,631,355	\$ 41,095,677
2002	18,332,032	8,532,815	4,771,934	7,056,425	4,847,366	43,540,572
2003	21,186,242	8,706,365	5,105,775	7,422,192	5,427,928	47,848,502
2004	22,505,296	9,192,940	5,145,320	7,795,981	5,877,557	50,517,094
2005	22,855,516	9,796,237	4,830,540	8,581,377	6,041,913	52,105,583
2006	23,016,975	10,282,032	4,999,986	8,846,248	6,204,839	53,350,080
2007	23,437,804	10,890,179	5,081,340	9,147,566	6,476,577	55,033,466
2008	23,937,559	11,123,001	5,285,744	9,355,548	6,814,496	56,516,348
2009	24,711,047	11,798,651	5,331,443	9,522,992	7,334,109	58,698,242
2010	26,885,194	11,404,371	5,621,282	9,695,254	7,668,242	61,274,343

Schedule of Retired Members by Type of Benefit

	12/31/2010	12/31/2009	12/31/2008	12/31/2007	12/31/2006	12/31/2005	12/31/2004	12/31/2003	12/31/2002	12/31/2001
Superannuation										
Group 1	1,524	1,482	1,493	1,545	1,560	1,577	1,622	1,653	1,653	1,589
Group 2&4	302	289	276	270	263	269	270	262	254	220
Total	1,826	1,771	1,769	1,815	1,823	1,846	1,892	1,915	1,907	1,809
Ordinary Disability										
Group 1	33	36	39	43	42	44	41	42	42	41
Group 2&4	7	6	6	7	7	6	5	7	6	6
Total	40	42	45	50	49	50	46	49	48	47
Accidental Disability										
Group 1	117	124	130	128	125	139	139	140	147	147
Group 2&4	301	315	317	319	318	323	321	315	319	316
Total	418	439	447	447	443	462	460	455	466	463
Beneficiaries										
Group 1	311	340	349	361	373	389	395	408	417	427
Group 2&4	203	182	182	176	176	172	174	169	163	159
Total	514	522	531	537	549	561	569	577	580	586
Total Retired Members										
Group 1	1,985	1,982	2,011	2,077	2,100	2,149	2,197	2,243	2,259	2,204
Group 2&4	813	792	781	772	764	770	770	753	742	701
Total	2,798	2,774	2,792	2,849	2,864	2,919	2,967	2,996	3,001	2,905

Source: Actuarial valuation as of January 1, 2011

Schedule of Average Benefit Payments

<u>Year ended December 31</u>	<u>Number</u>	<u>Annual benefits (\$)</u>	<u>Monthly average (\$)</u>	<u>Annual average (\$)</u>	<u>% Increase</u>
2001	2,905	41,095,677	1,179	14,147	5.14
2002	3,001	43,540,572	1,209	14,509	2.56
2003	2,996	47,848,502	1,331	15,971	10.08
2004	2,967	50,517,094	1,419	17,026	6.61
2005	2,919	52,105,583	1,488	17,850	4.84
2006	2,864	53,350,080	1,552	18,628	4.36
2007	2,849	55,033,466	1,610	19,317	3.70
2008	2,792	56,516,348	1,687	20,242	4.79
2009	2,774	58,698,242	1,763	21,160	4.54
2010	2,798	61,274,343	1,825	21,899	3.49

Schedule of Participating Employers

<u>Fiscal Year</u>	<u>Employer Name</u>	<u>Number of Covered Employees</u>	<u>Percentage of Total Covered Employees</u>
2001	City of Worcester	3,234	95.7%
2001	Worcester Housing Authority	147	4.3%
2010	City of Worcester	3,023	94.2%
2010	Worcester Housing Authority	185	5.8%

Source: The WRS administrative staff