

St. Paul Teachers' Retirement Fund Association

Annual Report

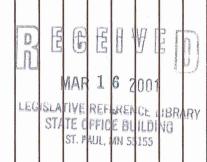
of the

Board of Trustees

Fiscal Year Ended June 30, 2000

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St. Paul Teachers' Retirement Fund Association



Annual Report

of the

Board of Trustees

Fiscal Year Ended June 30, 2000

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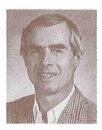
Mission Statement

The Mission of St. Paul Teachers' Retirement Fund Association is to:

- Provide our members and their beneficiaries with retirement, survivor and disability benefits as specified in law and the Association Articles and Bylaws.
- Assist our members in planning a secure retirement by providing friendly, high quality, consumer oriented service, pre-retirement education and information in a professional and cost effective manner.
- Prudently invest the assets of the fund to provide the optimum return while preserving principal by controlling the portfolio risk.

St. Paul Teachers' Retirement Fund Association

Board of Trustees



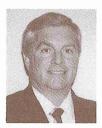
James P. Gillach President

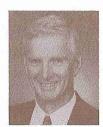




Carol J. AdamsVice President

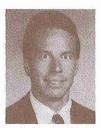
John R. Kunz Trustee





Eugene R. Waschbusch Secretary-Treasurer

Mike McCollor Trustee





Mary Thornton Phillips
Ex-Officio Trustee

Erma E. McGuire Trustee





W. Matthew
Bogenschultz
Trustee

Richard K. Wagenknecht Trustee



St. Paul Teachers' Retirement Jund Association

BOARD OF TRUSTEES

MEMBERS OFFICERS

> Mike McCollor James P. Gillach Erma E. McGuire Richard K. Wagenknecht

Carol J. Adams Eugene R. Waschbusch President Vice President Secretary-Treasurer 1619 Dayton Avenue, Room 309 Saint Paul, MN 55104-6206 Phone (651) 642-2550 Fax (651) 642-2553

The Board of Trustees of the St. Paul Teachers' Retirement Fund Association (SPTRFA) submits herewith the Financial Report for the fiscal year July 1, 1999 to June 30, 2000 in accordance with the provisions of Minnesota Statutes 356.20.

The financial statements of the Association were audited by the Office of the State Auditor. A copy of the report is included in this document.

Portions of the Actuarial Valuation from the actuary retained by the Legislative Commission on Pensions and Retirement, Milliman and Robertson, Inc., are also included in this report. The complete reports are on file in our office.

Legal services were performed by the firm of Oppenheimer, Wolfe & Donnelly, LLP, our legal counsel.

REVENUES

W. Matthew Bogenschultz

Mary Thornton Phillips, Ex-Officio

Fervle W. Borgeson

John R.Kunz

The reserves required to finance benefits come from employee and employer contributions and through investment gains. During fiscal year 1999-2000, total contributions amounted to \$35,805,751. Net investment income including unrealized market appreciation for the same period was \$83,608,112.

EXPENSES

Benefits to annuitants, disabilitants, survivors and dependent children paid in this fiscal year totaled \$47,167,578. Refunds to members who left the Association totaled \$524,937. Administrative expenses amounted to \$447,458.

INVESTMENTS

The investments of SPTRFA had a rate of return of 10.75% for the fiscal year ending June 30, 2000. This return is over the 8.5% rate the actuaries assume when determining our funding status and over the return of our benchmark portfolio which was 9.29%. The net assets of the fund held in trust for pension benefits increased from \$801,954,037 on June 30, 1999, to \$873,227,927 on June 30, 2000.

MEMBER SERVICES

Member service continues to be an important reason for our independent existence. Again this year, through school visitations, members were able to obtain pertinent information about their pension benefits. During the year, our Information Officer, Kim Myers, visited 64 schools or sites where members worked. Over 700 active members at schools met with Kim for an individual consultation. SPTRFA provided information on the cost of purchasing outside service to those requesting information.

SPTRFA sent detailed benefit estimates to each vested member over age 45. All members under age 45 received a statement of account.

The document you are reading is the complete Annual Report of the Board of Trustees. A copy of this report has been mailed to each school building and location where members work. To save printing costs, each member has been sent a summary version of this report, which contains all of the relevant information but less detail. A complete Annual Report will be sent to any member on request.

FUNDING

The Actuary for the State of Minnesota, Milliman & Robertson, Inc. determines the funding status of our Association. This year, the funding ratio is 80.32%. This is an increase from the 75.01% funding ratio for fiscal year 1999. This increase shows that SPTRFA is on track to attain full funding by our target date of 2020.

LEGISLATION

The 2000 legislative session provided retired members of SPTRFA who return to work for schools in St. Paul with a change in the penalty for excess earnings. Beginning in calendar year 2000, if a retiree earns more than the limit, the penalty amount is now placed in an individual savings account earning 6% interest.

ADMINISTRATIVE SERVICE CHARGE

This annual report contains a summary of the calculation of the member service charge as required by law. Beginning January 1, 2001, members will not be assessed a service charge because the administrative expense of SPTRFA was less than our benchmark.

As SPTRFA enter the 91st year of providing pensions and benefits to public schools, charter schools, and the technical college in the city of Saint Paul, we are proud to look back on our record. There are 4,728 active teaching members of SPTRFA. The number of retirees, disabilitants, and survivors receiving benefits is 1,964. The average retiree benefit, including career teachers with more than 20 years of service and shorter service teachers who worked 1 to 20 years, is \$26,874. To offset the effects of this year's 3.5% inflation, all retirees who have been retired for at least one year will receive an increase of 7.67233% on January 1, 2001.

On behalf of the members of the Board of Trustees we wish to express our gratitude to the Association staff, ISD #625, and to others who have helped assure our successful operation. We pledge to continue to administer the affairs of the Association in the most competent and efficient manner possible.

Respectfully submitted,

ames P. Gillach

James P. Gillach

President

Eugene R. Waschbusch Secretary-Treasurer

wen I Wasch Joseph

St. Paul Teachers' Retirement Fund Association

Professional Listing (as of June 30, 2000)

Actuaries

Milliman & Robertson, Inc. Gabriel, Roeder, Smith & Company

Auditor

Office of the State Auditor

Investment Counsel

Alliance Capital
Barclays Global Investors
The Boston Company Asset Management
Capital Guardian Trust
The Clifton Group
Dimensional Fund Advisors, Inc.
Investment Advisors, Inc.
Morgan Stanley Asset Management
State Street Research & Management Co.
Voyageur Asset Management
Wellington Management Company, LLP

Legal Counsel

Oppenheimer, Wolfe & Donnelly, LLP



STATE OF MINNESOTA OFFICE OF THE STATE AUDITOR

SUITE 400 525 PARK STREET SAINT PAUL, MN 55103-2139

(651) 296-2551 (Voice) (651) 296-4755 (Fax) stateauditor@osa.state.mn.us (E-Mail) 1-800-627-3529 (Relay Service)

INDEPENDENT AUDITOR'S REPORT

Board of Trustees
St. Paul Teachers' Retirement Fund Association

We have audited the basic financial statements of the St. Paul Teachers' Retirement Fund Association as of and for the years ended June 30, 2000 and 1999, as listed in the table of contents. These basic financial statements are the responsibility of the Association's management. Our responsibility is to express an opinion on these basic financial statements based on our audits.

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

In our opinion, the basic financial statements referred to above present fairly, in all material respects, the plan net assets of the St. Paul Teachers' Retirement Fund Association as of June 30, 2000 and 1999, and the changes in plan net assets for the years then ended in conformity with generally accepted accounting principles.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The required supplementary information referred to in the table of contents is not a required part of the basic financial statements but is required by the Governmental Accounting Standards Board. We have applied certain limited procedures to the information in the schedules, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the supplementary information. However, we did not audit the information and express no opinion on it.

JUDITH H. DUTCHER STATE AUDITOR

GREG HIERLINGER, CPA DEPUTY STATE AUDITOR

November 9, 2000

EXHIBIT 1

COMPARATIVE STATEMENT OF PLAN NET ASSETS JUNE 30, 2000 AND 1999

		2000		1999		
<u>Assets</u>						
Cash	\$	509,211		\$	1,470,274	
287.45						
Receivables				-	the statement	
Employer and employee contributions	\$	2,105,416		\$	1,637,892	
Interest		1,616,333			1,576,308	
Dividends		30,468			42,829	
Sales of securities		2,385,388			4,378,314	
Variation margins receivable		218,734			-	
Other		5,913			3,671	
Total receivables	\$	6,362,252		\$	7,639,014	
Investments, at fair value						
Commercial paper	\$	34,975,158		\$	56,344,265	
U.S. government securities	Ψ	77,930,577		Ψ	81,709,010	
Corporate bonds		56,167,942			54,186,601	
Common stocks		118,976,168			88,949,434	
Commingled investment funds		110,970,100			00,949,404	
		110 500 507			00 725 040	
Pooled international equity trust		118,522,587			99,735,819	
Bond index fund		76,504,932			73,309,000	
Equity index fund		217,104,007			210,952,523	
Small capital index fund		3,782,437			3,325,404	
Extended equity index fund		51,293,995			51,766,562	
Russell 2000 indexed		12,226,460			10,860,721	
Emerging markets growth fund		31,743,754			25,258,088	
Mutual fund		23,264,972			-	
International small capital fund		38,982,537			25,733,969	
Money market fund		12,775,609			30,180,599	
Total investments, at fair value	\$	874,251,135		\$	812,311,995	
Invested securities lending collateral	\$	47,316,488		\$	64,630,521	
Furniture and fixtures (at cost, less accumulated depreciation of \$44,651 and \$39,176 in 2000 and 1999,						
respectively)	\$	26,465		\$	25,214	
Total Assets	\$	928,465,551		\$	886,077,018	

EXHIBIT 1 (Continued)

COMPARATIVE STATEMENT OF PLAN NET ASSETS JUNE 30, 2000 AND 1999

	2000	1999
<u>Liabilities</u>		
Accounts payable	\$ 562,172	\$ 410,364
Security purchases payable	7,358,964	18,605,654
Variation margins payable	-	476,442
Securities lending collateral	47,316,488	64,630,521
Total Liabilities	\$ 55,237,624	\$ 84,122,981
Net Assets Held in Trust for Pension Benefits (A Schedule of Funding Progress is Presented on		
Page 17)	\$ 873,227,927	\$ 801,954,037

EXHIBIT 2

COMPARATIVE STATEMENT OF CHANGES IN PLAN NET ASSETS FOR THE YEARS ENDED JUNE 30, 2000 AND 1999

		2000		1999		
Additions						
Contributions						
Employer	\$	19,049,291	\$	17,514,764		
Members		13,183,734		11,648,657		
Other sources		* - * *				
State of Minnesota	2	3,572,726	x 75 <u>. '.</u>	3,551,225		
Total contributions	\$	35,805,751	\$	32,714,646		
Investment income						
From investing activity						
Net appreciation (depreciation) in fair value of investments	\$	71,476,118	\$	52,500,468		
Interest		10,736,539		12,003,946		
Dividends		3,874,291		4,843,515		
Other		86,295		18,286		
Total investing activity income	\$	86,173,243	\$	69,366,215		
Less: investing activity expense		(2,664,418)		(2,140,918)		
Net income from investing activity	\$	83,508,825	\$	67,225,297		
From securities lending activity						
Securities lending income	\$	3,831,020	\$	7,142,833		
Less: securities lending expense						
Borrower rebates	\$	(3,665,564)	\$	(6,831,670)		
Management fees	Management (see	(66,169)		(123,370)		
Total securities lending expense	\$	(3,731,733)	\$	(6,955,040)		
Net income from securities lending activity	\$	99,287	\$	187,793		
Net investment income	\$	83,608,112	\$	67,413,090		
Total Additions	\$	119,413,863	\$	100,127,736		

EXHIBIT 2 (Continued)

COMPARATIVE STATEMENT OF CHANGES IN PLAN NET ASSETS FOR THE YEARS ENDED JUNE 30, 2000 AND 1999

	 2000	1999		
Deductions				
Benefits to participants				
Retirement	\$ 42,701,378	\$	37,748,099	
Disability	752,641		752,522	
Survivor	3,700,905		3,200,367	
Dependent children	12,654		23,762	
Withdrawals and refunds	 524,937		692,746	
Total benefits, withdrawals, and refunds	\$ 47,692,515	\$	42,417,496	
Administrative expenses	 447,458		417,041	
Total Deductions	\$ 48,139,973	\$	42,834,537	
Net Increase (Decrease)	\$ 71,273,890	\$	57,293,199	
Net Assets Held in Trust for Pension Benefits				
Beginning of Year (Note 1)	 801,954,037		744,660,838	
End of Year	\$ 873,227,927	\$	801,954,037	

NOTES TO THE BASIC FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED JUNE 30, 2000

1. Summary of Significant Accounting Policies

Reporting Entity

The St. Paul Teachers' Retirement Fund (Fund) is a single-employer defined benefit pension fund administered by the St. Paul Teachers' Retirement Fund Association (Association), pursuant to the Association's bylaws and Minn. Stat. chs. 354A and 356. The Fund's membership consists of eligible employees of Independent School District 625, St. Paul, employees formerly employed by Independent School District 625, charter schools, and the employees of the Association. The Association is governed by a ten-member Board of Trustees.

Basis of Presentation

The accompanying financial statements are presented in accordance with Governmental Accounting Standards Board (GASB) Statement No. 25, Financial Reporting for Defined Benefit Pension Plans and Note Disclosures for Defined Contribution Plans.

Basis of Accounting

The basis of accounting is the method by which revenues and expenses are recognized in the accounts and reported in the financial statements. The Association uses the accrual basis of accounting. Under the accrual basis of accounting, revenues are recognized when they are earned and collection is reasonably assured, and expenses are recognized when the liability is incurred.

<u>Investments</u>

Investments are reported at fair value. Short-term investments are reported at cost, which approximates fair value. Securities traded on an exchange are valued at the last reported sales price at current exchange rates.

1. Summary of Significant Accounting Policies

Investments (Continued)

Net appreciation (depreciation) in fair value of investments includes net unrealized and realized gains and losses. Purchases and sales of securities are recorded on a trade date basis.

The Association participates in a securities lending program. In accordance with GASB Statement No. 28, *Accounting and Financial Reporting for Securities Lending Transactions*, investments lent under the program are reported as assets on the balance sheet and collateral received on those investments is reported as an asset and a liability.

Derivative Investments

The Association invests in futures contracts using a static asset allocation investment strategy.

Upon entering into a futures contract, each party is required to deposit with the broker an amount, referred to as the initial margin, equal to a percentage of the purchase price indicated by the futures contract. In lieu of a cash initial margin, the Association holds certain investments in its account for the broker as collateral. Subsequent deposits, referred to as variation margins, are received or paid each day by each party equal to the daily fluctuations in the fair value of the contract. These amounts are recorded by each party as unrealized gains or losses. When a contract is closed, each party records a realized gain or loss equal to the difference between the value of the contract at the time it was opened and the value at the time it was closed.

Futures contracts involve, to varying degrees, credit and market risks. The Association enters into contracts only on exchanges or boards of trade where the exchange or board of trade acts as the counterparty to the transactions. Thus, credit risk on such transactions is limited to the failure of the exchange or board of trade. Losses in value may arise from changes in the value of the underlying instruments or if there is an illiquid secondary market for the contracts.

1. <u>Summary of Significant Accounting Policies</u> (Continued)

Investment Income

Interest income is recognized when earned on an accrual basis. Dividend income is recorded on the ex-dividend date.

Contributions

Member employee contributions are recognized when withheld or when paid directly by the member employee. Employer contributions are recognized as a percentage of covered payroll as earned. Direct state aid and state amortization aid are recognized pursuant to state statute.

Benefits and Refunds

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

Furniture and Fixtures

Furniture and fixtures are carried at cost less accumulated depreciation. Depreciation has been provided using the straight-line method over estimated useful lives ranging from five to ten years.

2. <u>Description of Plans</u>

The following brief description of the plans is provided for general information purposes only. Participants should refer to the plan agreements for more complete information.

The plans are not subject to the provisions of the Employee Retirement Income Security Act of 1974.

General

The Association was created to provide retirement and other specified benefits for its members. The Association maintains two defined benefit pension plans covering teachers in the St. Paul public school system.

2. <u>Description of Plans</u>

General (Continued)

Effective July 1, 1978, the Association established a plan, coordinated with Social Security, in accordance with Minnesota statutes (the Coordinated Plan). Teachers who became members of the Association subsequent to June 30, 1978, automatically became members of the Coordinated Plan. Members' contributions and benefits under the Coordinated Plan have been adjusted to reflect contributions to and benefits from Social Security. Teachers who were members of the Association prior to July 1, 1978, are generally covered under the Basic Plan, which provides all retirement benefits for its members.

<u>Membership</u>

At June 30, 2000 and 1999, the Association's membership consisted of:

	2000	1999
Retirees and beneficiaries currently receiving benefits	1,964	1,860
Terminated employees entitled to but not yet receiving benefits Terminated, non-vested	243 1,697	220 1,108
Current active plan members (including members on leave)	4,728	4,615
Total Membership	8,632	7,803

Pension Benefits

Members who satisfy required length-of-service and minimum age requirements are entitled to annual pension benefits equal to a certain percentage of final average salary (as defined in each plan) multiplied by the number of years of accredited service.

2. <u>Description of Plans</u> (Continued)

Disability Benefits

Active members who become totally and permanently disabled and satisfy required length-of-service requirements are entitled to receive annual disability benefits as calculated under each plan.

Other Benefits

Limited service pensions, deferred pensions, survivor benefits, and family benefits are available to qualifying members and their survivors.

3. Deposits and Investments

Deposits

Minn. Stat. § 356A.06 authorizes the Association to deposit its cash in financial institutions designated by the Board of Trustees. At June 30, 2000, the carrying amount of the Association's deposits was \$530,961 and the bank balance was \$511,019. At June 30, 1999, the carrying amount of the Association's deposits was \$1,470,074 and the bank balance was \$1,445,347.

Minnesota statutes require that all Association deposits be covered by deposit insurance, surety bond, or pledged collateral.

The following is a summary of the June 30, 2000 and 1999, insurance and collateral as it relates to the Association's custodial credit risk for its deposits.

	 Bank Balance			
	 2000	1999		
Covered Deposits				
Insured, or collateralized with securities held by the Association or its agent in the Association's name	\$ 511,019	\$ 1,268,638		
Uncollateralized		176,709		
Total	\$ 511,019	<u>\$ 1,445,347</u>		

3. <u>Deposits and Investments</u> (Continued)

<u>Investments</u>

The Association's investments are categorized to give an indication of the level of custodial credit risk assumed by the Association at year-end. Category 1 includes investments that are insured or registered or for which the securities are held by the Association or its agent in the Association's name. Category 2 includes uninsured and unregistered investments for which the securities are held by the counterparty's trust department or agent in the Association's name. Category 3 includes uninsured and unregistered investments for which the securities are held by the counterparty, or by its trust department or agent, but not in the Association's name.

Minn. Stat. § 356A.06 authorizes the types of securities available to the Association for investment. Following are the Association's investments at June 30, 2000 and 1999, and the level of custodial credit risk for these investments.

2000	Risk <u>Category</u>	Carrying and Fair Value
Commercial paper Commercial paper	1 3	\$ 10,123,510 24,851,648
U.S. government securities	1	50,873,707
Corporate bonds	1	53,014,344
Common stocks	1	102,815,180
Repurchase agreements - invested securities		
lending collateral	3	43,921,384
Total		\$ 285,599,773
Add		
Investments held by broker-dealers under		
securities loans	â.	
U.S. government securities		27,056,870
Corporate bonds		3,153,598
Common stocks		16,160,988
Pooled cash equivalents - invested securities		
lending collateral		3,395,104
Mutual funds		23,264,972
Commingled investment funds		<u>562,936,318</u>
Total Investments		\$ 921,567,623

3. Deposits and Investments

Investments (Continued)

1999	Risk <u>Category</u>	Carrying and Fair Value		
Commercial paper Commercial paper U.S. government securities Corporate bonds Common stocks	1 3 1 1	\$ 7,500,000 48,844,264 56,832,858 49,536,508 55,476,416		
Repurchase agreements - invested securities lending collateral Total	3	\$ 282,820,567		
Add Investments held by broker-dealers under securities loans				
U.S. government securities Corporate bonds Common stocks Commingled investment funds		24,876,152 4,650,093 33,473,018 531,122,686		
Total Investments		\$ 876,942,516		

The Association has no concentration of five percent or more of the plan's net investments in securities of a single organization.

The investments of the Association are governed primarily by an investment authority known as the "prudent person rule." The prudent person rule, as set forth in Minn. Stat. § 356A.04, subd. 2, establishes a standard for all fiduciaries, which includes any party that has authority with respect to the system.

4. Securities Lending Program

The Association participates in a securities lending program. On June 30, 2000 and 1999, 18 and 28 percent, respectively, of its U.S. government securities, corporate bonds, and common stocks were loaned out.

4. Securities Lending Program (Continued)

Minn. Stat. § 356A.06, subd. 7, permits the Association to enter into securities lending transactions. These are loans of securities to broker-dealers and other entities for collateral with a simultaneous agreement to return the collateral for the same securities in the future. Loans may be made only to pre-approved borrowers. The Association's securities custodian is the agent in lending the Association's securities for collateral of 102 percent of the market value of loaned securities. Loaned investments are marked to market daily. If the collateral provided by the borrower falls below 100 percent of the market value of the loaned investment, the borrower is required to provide additional collateral to bring the collateral to 102 percent of the current market value. Collateral may be provided in securities or cash.

All of the collateral at June 30, 2000 and 1999, was provided in cash. The Association has no credit risk exposure to borrowers because the amounts the Association owes borrowers exceed amounts borrowers owe the Association. The contract with the trust company does not require the trust company to indemnify the Association if borrowers fail to return the securities but does provide for the trust company to deliver collateral up to the market value of the loaned securities to the Association.

All securities loans may be terminated on demand by either the Association or the borrower. The term to maturity of the securities loans is matched with the term of maturity of the investment of the cash collateral by investing in overnight repurchase agreements and short-term investment pools.

5. Contributions

Funding

Benefit and contribution provisions are established by state law and may be amended only by the State of Minnesota Legislature.

Minn. Stat. § 354A.12 sets the rate for employee and employer contributions that, expressed as a percentage of annual covered payroll, are sufficient to fully fund the pension plan by the year 2020. The requirement to reach full funding by the year 2020 is set in Minn. Stat. § 356.215, subd. 4g. As part of the annual actuarial valuation, the actuary determines the sufficiency or deficiency

5. Contributions

Funding (Continued)

of the statutory contribution rates toward meeting the required full funding deadline. The actuary compares the actual contribution rate to a "required" contribution rate. The required contribution rate consists of: (a) normal costs based on entry age normal cost methods, (b) a supplemental contribution for amortizing any unfunded actuarial accrued liability by the required date for full funding, and (c) an allowance for administrative expenses.

Required Contributions

For the fiscal years ended June 30, 2000 and 1999, the contribution rates required by statute were as follows:

	Percentage of Members' Salaries			
	Basic	Coordinated		
	Plan	Plan		
Employee contribution Employer contribution	8.00% 11.64	5.50% 8.34		

Other Contributions

Minn. Stat. § 354A.12, requires the state to annually provide the Association with direct aid until it reaches the same funded status as the Minnesota Teachers' Retirement Association (TRA). The direct state aid contribution was \$2,827,000 for fiscal years 2000 and 1999.

Minn. Stat. § 423A.02, subd. 3, requires the state to annually provide certain aid to the Association until it is fully funded. The state amortization aid contribution was \$745,726 and \$724,225 for fiscal years 2000 and 1999, respectively. Beginning in fiscal year 1998, the School District must make an additional annual contribution to the Association in order for the Association to continue receiving state amortization aid. The School District contributed \$600,000 and \$400,000 for fiscal years 2000 and 1999, respectively.

5. Contributions

Other Contributions (Continued)

Statutes also require active and retired members of the Association to provide contributions for the relative difference (per member) between the administrative expenses incurred by the Association and the TRA.

Reserve

At June 30, 2000 and 1999, \$5,128,162 and \$3,325,404, respectively, of the net assets is considered reserved as it represents the amount of state amortization aid which, pursuant to legislation, must be separately accounted for and may not be used in determining benefit increases. This is considered to be fully funded.

6. Risk Management

The Association is exposed to various risks of loss related to torts; theft of, damage to, or destruction of assets; errors or omissions; injuries to employees; and natural disasters. To cover its liabilities, the Association purchases commercial insurance. There were no significant reductions in insurance coverage from coverage in the prior year. The amount of settlements did not exceed insurance coverage for each of the past three fiscal years.

Schedule 1

SCHEDULE OF FUNDING PROGRESS (IN THOUSANDS OF DOLLARS)

Actuarial Valuation Date	V	ctuarial /alue of in Assets (a)	A Liabi	ctuarial ccrued lity (AAL) - ntry Age (b)	nfunded AAL (UAAL) (b-a)	_	Funded Ratio (a/b)	C	Annual Covered Payroll (c)	UAAL as a Percentage of Covered Payroll ((b-a)/c)
1995	\$	445,733	\$	633,070	\$ 187,337		70.41%	\$	139,175	134.61%
1996		494,931		664,072	169,141		74.53%		145,677	116.11%
1997		556,406		805,066	248,660		69.11%		151,363	164.28%
1998		625,053		861,584	236,531		72.55%		168,564	140.32%
1999		704,233		938,847	234,614		75.01%		178,254	131.62%
2000		801,823		998,253	196,430		80.32%		187,950	104.51%

(Unaudited)

ST. PAUL TEACHERS' RETIREMENT FUND ASSOCIATION ST. PAUL, MINNESOTA

Schedule 2

SCHEDULE OF CONTRIBUTIONS FROM THE EMPLOYER AND OTHER CONTRIBUTING ENTITIES (IN THOUSANDS OF DOLLARS)

Fiscal Year		Annual Required ntributions	Employer Percentage Contributed	State tributions	State Percentage Contributed
1995	\$	17,140	73.42%	\$ 500	2.92%
1996		17,071	82.75%	974	5.71%
1997		16,202	92.70%	1,023	6.32%
1998		23,246	69.66%	5,509	23.70%
1999		21,899	79.98%	3,551	16.22%
2000		20,814	91.52%	3,573	17.17%

Note:

The annual required contributions are actuarially determined. The employer and state are required by statute to make contributions, all of which have been made.

(Unaudited)

NOTES TO SCHEDULE 1 AND SCHEDULE 2 AS OF AND FOR THE YEAR ENDED JUNE 30, 2000 (Unaudited)

Actuarial Methods and Assumptions

The actuarial accrued liability is determined as part of an annual actuarial valuation on July 1. Significant methods and assumptions are as follows:

- The most recent actuarial valuation date is July 1, 2000.
- Actuarial cost is determined using the Entry Age Normal Actuarial Cost Method.
- The amortization method assumes a level percentage of payroll each year is used to pay the unfunded actuarial accrued liability.
- The amortization period is closed.
- The remaining amortization period at July 1, 2000, is 20 years.
- The actuarial value of assets is determined using market value, adjusted for amortization obligations receivable at the end of each fiscal year, less a percentage of the unrecognized asset return determined at the close of each of the four preceding fiscal years. Unrecognized asset return is the difference between actual net return on market value of assets and the asset return expected during that fiscal year (based on the assumed interest rate employed in the July 1 actuarial valuation of the fiscal year). Transition rules apply between July 1, 2000, and July 1, 2003, when the method is fully in effect.
- Actuarial Assumptions:
 - Investment rate of return is 8.5 percent.
 - Inflation and projected salary increases are based on an age-related table with rates ranging from 5.25 to 7.25 percent.
 - Two percent annual post-retirement adjustment.

Actuarial Methods and Assumptions (Continued)

- Pre-retirement mortality assumptions are based on the 1983 Group Annuity Mortality Table with rates set back five years for males and three years for females.
- Post-retirement mortality assumptions are based on the 1983 Group Annuity Mortality Table with rates set back three years for males and one year for females.
- Post-disability mortality assumptions are based on the 1987 Railroad Retirement Board Mortality Table for Disabled Annuitants.

Significant Plan Provision and Actuarial Methods and Assumption Changes

1996

- Additional state and employer funding.

1997

- Coordinated Plan benefit formula increased by 0.2 percent for each year of service in both tiers.
- Change in methodology used to determine post-retirement benefit increases.
- Additional state and employer funding.
- Coordinated Plan member contribution rate increased from 4.5 to 5.5 percent.
- Normal retirement age for post July 1, 1989, hires capped at age 66.
- Salary increase assumption changed to age-based system ranging from 5.25 to 7.25 percent individual increases and five percent for total payroll growth.

2000

- Asset valuation method changed to employ a more effective asset smoothing technique which is market-value based and which eliminates artificial bias related to manager style (effective July 1, 2000).



Actuaries & Consultants

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December 8, 2000

Legislative Commission on Pensions and Retirement 55 State Office Building St. Paul, Minnesota 55155

Re: St. Paul Teachers' Retirement Fund

July 1, 2000 Actuarial Valuation Report

Commission Members:

Pursuant the terms of our actuarial services contract, we have performed an actuarial valuation of the St. Paul Teachers' Retirement Fund as of July 1, 2000.

The results of our calculations are set forth in the following report, as are the actuarial assumptions upon which our calculations have been made. We have relied on the basic employee data and asset figures as submitted by the St. Paul Teachers' Retirement Fund.

On the basis of the foregoing, we hereby certify that, to the best of our knowledge and belief, this report is complete and accurate and has been prepared in accordance with the requirements of Section 356.215, Minnesota Statutes, and the requirements of the Standards of Actuarial Work, adopted by the Commission.

Respectfully submitted,

Thomas K. Custis, F.S.A., M.A.A.A.

Thom & Cuts.

Consulting Actuary

Enclosure

Lance M. Burma, F.S.A., M.A.A.A.

Consulting Actuary

St. Paul Teachers' Retirement Fund Report Highlights

(dollars in thousands)

	July 1, 1999 Valuation		aly 1, 2000 Valuation
A. CONTRIBUTIONS % OF PAYROLL (Table 11)			
1. Statutory Contributions - Chapter 354A	17.52%		17.29%
2. Required Contributions - Chapter 356	18.09%		16.57%
3. Sufficiency / (Deficiency)	(0.57%)		0.72%
B. FUNDING RATIOS			
1. Accrued Benefit Funding Ratio			
a. Current Assets (Table 1)	\$ 704,233	\$	801,823
b. Current Benefit Obligations (Table 8)	 888,491	4	946,827
c. Funding Ratio	79.26%		84.69%
2. Accrued Liability Funding Ratio			
a. Current Assets (Table 1)	\$ 704,233	\$	801,823
b. Actuarial Accrued Liability (Table 9)	938,847		998,253
c. Funding Ratio	75.01%		80.32%
3. Projected Benefit Funding Ratio (Table 8)			
a. Current and Expected Future Assets	\$ 1,058,827	\$	1,163,430
b. Current and Expected Future Benefit Obligations	1,088,161		1,156,863
c. Funding Ratio	97.30%		100.57%
C. PLAN PARTICIPANTS			
1. Active Members			
a. Number (Table 3)	4,378		4,445
b. Projected Annual Earnings	\$ 188,717	\$	198,974
c. Average Annual Earnings (Actual dollars)	\$ 40,716	\$	42,283
d. Average Age	42.9		43.1
e. Average Service	10.8		10.8
f. Additional Members on Leave of Absence*	237		283
2. Others	1 (27		1 700
a. Service Retirements (Table 4)	1,637		1,728
b. Disability Retirements (Table 5)	100		23
c. Survivors (Table 6)d. Deferred Retirements (Table 7)	199 220		213 243
e. Terminated Other Non-Vested (Table 7)	1,108		1,697
f. Total	3,188		3,904
1. I Ulai	3,100		3,904

^{*} Valued as deferred retirements, liability included with actives.

St. Paul Teachers' Retirement Fund Accounting Balance Sheet

(dollars in thousands)

July 1, 2000

	Market Value	
A. ASSETS		
 Cash, Equivalents, Short-Term Securities Investments 	\$	48,260
a. Fixed Income		210,603
b. Equity		615,897
c. Real Estate		-
d. Cash Overlay		-
3. Equity in Minnesota Post-Retirement Investment Fund		-
4. Other Assets*		6,389
B. TOTAL ASSETS	\$	881,149
C. AMOUNTS CURRENTLY PAYABLE	\$	7,921
D. ASSETS AVAILABLE FOR BENEFITS		
1. Member Reserves	\$	106,803
2. Employer Reserves		766,425
3. MPRIF Reserves		-
4. Non-MPRIF Reserves		-
5. Total Assets Available for Benefits	\$	873,228
E. TOTAL AMOUNTS CURRENTLY PAYABLE AND		
ASSETS AVAILABLE FOR BENEFITS	\$	881,149
F. DETERMINATION OF ACTUARIAL VALUE OF ASSETS		
1. Market Value of Assets Available for Benefits (D.5)	\$	873,228
2. Unrecognized Asset Returns		
a. June 30, 2000 \$ 15,965		
b. June 30, 1999 97,722		
3. UAR Adjustment: .80 * 2(a) + .60 * 2(b)		71,405
4. Actuarial Value of Assets (F.1 - F.3)	\$	801,823

^{*}See "Asset Information" in the Commentary Section of this report.

St. Paul Teachers' Retirement Fund Change In Assets Available for Benefits

(dollars in thousands)

June 30, 2000

	Market Value
A. ASSETS AVAILABLE AT BEGINNING OF PERIOD	\$ 801,955
B. OPERATING REVENUES	
1. Member Contributions	\$ 13,184
2. Employer Contributions	19,049
3. Supplemental Contributions	3,573
4. Investment Income	14,798
5. MPRIF Income	· · · · · · · · · · · · · · · · · · ·
6. Investment Expenses	(2,664)
7. Net Realized Gain / (Loss)	30,660
8. Other	
9. Net Change in Unrealized Gain / (Loss)	40,813
10. Total Operating Revenue	\$ 119,413
C. OPERATING EXPENSES	
1. Service Retirements	\$ 42,701
2. Disability Benefits	753
3. Survivor Benefits	3,714
4. Refunds	525
5. Administrative Expenses	447
6. Total Operating Expenses	\$ 48,140
D. OTHER CHANGES IN RESERVES	\$
E. ASSETS AVAILABLE AT END OF PERIOD	\$ 873,228
F. DETERMINATION OF CURRENT YEAR UNRECOGNIZED ASSET RETURN 1. Average Balance	
(a) Assets Available at Beginning of Period	\$ 801,955
(b) Assets Available at End of Period	873,228
(c) Average Balance {[(a) + (b) - Net Investment Income] / 2} {Net Investment Income: B.4+B.5+B.6+B.7+B.8+B.9}	\$ 795,788
2. Expected Return: .085 * F.1	67,642
3. Actual Return	83,607
4. Current Year UAR: F.3 - F.2	\$ 15,965

St. Paul Teachers' Retirement Fund Actuarial Balance Sheet

(dollars in thousands)

July 1, 2000

A. CURRENT ASSETS (Table 1; Line F.6)					\$	801,823
 B. EXPECTED FUTURE ASSETS 1. Present Value of Expected Future Statutory Supplemental Contributions 2. Present Value of Future Normal Costs 3. Total Expected Future Assets 					\$	202,997 158,610 361,607
C. TOTAL CURRENT AND EXPECTED FUTURE ASSETS						1,163,430
D. CURRENT BENEFIT OBLIGATIONS1. Benefit Recipients	No	n-Vested		Vested		Total
a. Retirement Annuities b. Disability Benefits			\$	519,172 7,910	\$	519,172 7,910
c. Surviving Spouse and Child Benefits2. Deferred Retirements3. Former Members Without Vested Rights				31,257 4,459 2,531		31,257 4,459 2,531
4. Active Membersa. Retirement Annuities *b. Disability Benefits	\$	13,195 14,522		336,457		349,652 14,522
c. Surviving Spouse and Child Benefitsd. Deferred Retirementse. Refund Liability Due to Death or Withdrawal		4,088 1,793		8,501 2,942		4,088 10,294 2,942
5. Total Current Benefit Obligations	\$	33,598	\$	913,229	\$	946,827
E. EXPECTED FUTURE BENEFIT OBLIGATIONS						210,036
F. TOTAL CURRENT AND EXPECTED FUTURE BENEFIT OBLIGATIONS					\$	1,156,863
G. CURRENT UNFUNDED ACTUARIAL LIABILITY (D.5 - A)					\$	145,004
H. CURRENT AND FUTURE UNFUNDED ACTUARIAL LIABILITY (F - C)					\$	(6,567)

^{*} Includes members on leave of absence.

St. Paul Teachers' Retirement Fund

Determination of Unfunded Actuarial Accrued Liability (UAAL) and Supplemental Contribution Rate

(dollars in thousands)

July 1, 2000

		Pre	Actuarial esent Value Projected Benefits	Pre	Actuarial esent Value of Future ormal Costs	Actuarial Accrued Liability
Δ	DETERMINATION OF ACTUARIAL					
11.	ACCRUED LIABILITY (AAL)					
	1. Active Members					
	a. Retirement Benefits	\$	535,247	\$	121,125	\$ 414,122
	b. Disability Benefits		24,855		10,378	14,477
	c. Surviving Spouse and Child Benefits		7,044		2,763	4,281
	d. Deferred Retirements		18,303		14,146	4,157
	e. Refund Liability Due to Death or Withdrawal		6,085		10,198	(4,113)
	f. Total	\$	591,534	\$	158,610	\$ 432,924
	2. Deferred Retirements	\$	4,459			\$ 4,459
	3. Former Members Without Vested Rights		2,531			2,531
	4. Annuitants in MPRIF					415.0
	5. Annuitants Not in MPRIF		558,339			558,339
	6. Total	\$	1,156,863	\$	158,610	\$ 998,253
						20412 - 167
В.	DETERMINATION OF UNFUNDED ACTUARIAI					
	ACCRUED LIABILITY (UAAL)					
	1. Actuarial Accrued Liability (A.6)					\$ 998,253
	2. Current Assets (Table 1; Line F.6)					 801,823
	3. Unfunded Actuarial Accrued Liability (B.1 - B.2))				\$ 196,430
C.	DETERMINATION OF SUPPLEMENTAL CONTR	RIBU	JTION RATI	3		
	1. Present Value of Future Payrolls Through the					0.015.006
	Amortization Date of June 30, 2020					2,815,926
	2. Supplemental Contribution Rate (B.3 / C.1)					 6.98%

St. Paul Teachers' Retirement Fund Changes in Unfunded Actuarial Accrued Liability (UAAL)

(dollars in thousands)

June 30, 2000

A. UAAL AT BEGINNING OF YEAR	\$	234,614
B. CHANGE DUE TO INTEREST REQUIREMENTS AND CURRENT RATE OF FUNDING		
1. Normal Cost and Expenses	\$	18,130
2. Contributions		(35,806)
3. Interest		19,961
4. Total	\$	2,285
C. EXPECTED UAAL AT END OF YEAR (A. + B.4)	\$	236,899
D. INCREASE / (DECREASE) DUE TO ACTUARIAL LOSSES / (GAINS) BECAUSE OF EXPERIENCE DEVIATIONS FROM EXPECTED		
1. Age and Service Retirements *	\$	-
2. Disability Retirements *		-
3. Death-in-Service Benefits *		-
4. Withdrawal *		=
5. Salary Increases		(8,419)
6. Contribution Income *		-
7. Investment Income **		30,406
8. Mortality of Annuitants		(6,497)
9. Other Items 10. Total	\$	(2,433)
10. Total	Þ	13,057
E. UAAL AT END OF YEAR BEFORE PLAN AMENDMENTS AND CHANGES IN ACTUARIAL ASSUMPTIONS (C \pm D.10)	\$	249,956
F. CHANGE IN UAAL DUE TO PLAN AMENDMENTS		-
G. CHANGE IN UAAL DUE TO CHANGES IN ACTUARIAL ASSUMPTIONS		(53,526)
H. UAAL AT END OF YEAR (E + F + G)	\$	196,430

^{*} Included in Item D.9.

^{**} Includes a gross investment loss of \$2,938, plus amounts used to provide next year's cost of living adjustments to retirees totaling \$27,468

St. Paul Teachers' Retirement Fund Determination of Contribution Sufficiency

(dollars in thousands)

July 1, 2000

en e	Percent of Payroll	Dolla	ar Amount
A. STATUTORY CONTRIBUTIONS - CHAPTER 354A			
Employee Contributions	6.05%	\$	12,036
2. Employer Contributions	9.07%	Ψ	18,037
3. Supplemental Contribution	5.0770		10,057
a. 1996 Legislation	0.75%		1,490
b. 1997 Legislation	1.42%		2,827
4. Administrative Expense Assessment	0.00%		2,027
5. Total	17.29%	\$	34,390
B. REQUIRED CONTRIBUTIONS - CHAPTER 356			
1. Normal Cost			
a. Retirement Benefits	7.15%	\$	14,218
b. Disability Benefits	0.62%		1,241
c. Surviving Spouse and Child Benefits	0.15%		308
d. Deferred Retirements	0.78%		1,559
e. Refund Liability Due to Death or Withdrawal	0.65%		1,302
f. Total	9.35%	\$	18,628
2. Supplemental Contribution Amortization	6.98%		13,880
3. Allowance for Administrative Expenses	0.24%		469
4. Total	16.57%	\$	32,977
C. CONTRIBUTION SUFFICIENCY / (DEFICIENCY) (A.5 - B.4)	0.72%		1,413
Projected Annual Payroll for Fiscal Year Beginning on the Valuation D	Date:	\$	198,974

St. Paul Teachers' Retirement Fund

Summary of Actuarial Assumptions and Methods

Interest:

Pre-Retirement:

8.50% per annum

Post-Retirement:

8.50% per annum

Salary Increases:

Total reported pay for prior fiscal year increased through the salary increase assumption to current fiscal year. Graded rates are shown in

the rate table.

Mortality:

Pre-Retirement:

Male:

1983 Group Annuity Mortality Table male rates

set back 5 years.

Female:

1983 Group Annuity Mortality Table female

rates set back 3 years.

Post-Retirement:

Male:

1983 Group Annuity Mortality Table male rates

set back 3 years.

Female:

1983 Group Annuity Mortality Table female

rates set back 1 years.

Post-Disability:

Male:

1987 Railroad Retirement Board Mortality for

Disabled Annuitants

Female:

1987 Railroad Retirement Board Mortality for

Disabled Annuitants

Retirement Age:

Active Members:

Active Members are assumed to retire according to the graded rates shown in the rate table. Rates are applied beginning at the participant's

first early retirement age.

Deferred Members:

Basic Members are assumed to retire at age 60. Coordinated Members are assumed to retire at age 63. If over the assumed retirement age, one year from valuation date.

Other Non-Vested Members:

Return of contributions is assumed to occur immediately.

Administrative Expenses:

Prior year administrative expenses (excluding investment expenses)

expressed as a percentage of prior year payroll.

Return of

Contributions:

All employees withdrawing after becoming eligible for a deferred benefit were assumed to take the larger of their contributions accumulated with interest or the value of their deferred benefit.

Family Composition:

85% of male Members and 60% of female Members are assumed to be married. Female is assumed to be four years younger than male.

Married members are assumed to have two children.

Social Security:

N/A

Benefit Increases After Retirement:

2.0% per annum

Special Consideration:

Additional post retirement benefit increase is accounted for by increasing the reserve value for all service retirements, disability retirements and survivors eligible for the increase by an amount that equals the excess of the five year time weighted total rate of return over the assumed interest rate of 8.50% multiplied by the quantity of one minus the rate of contribution deficiency.

Optional Benefit Forms:

Married Members are assumed to elect the following forms of benefit:

Males:

35% elect life annuity option 15% elect 50% J&S option 50% elect 100% J&S option

Females:

80% elect life annuity option 10% elect 50% J&S option 10% elect 100% J&S option

Actuarial Cost Method:

Entry Age Normal Actuarial Cost Method with normal costs expressed as a level percentage of earnings. Under this method Actuarial Gains (Losses) reduce (increase) the Unfunded Actuarial Accrued Liability.

Asset Valuation Method:

Market Value, adjusted for amortization obligations receivable at the end of each fiscal year, less of a percentage of the Unrecognized Asset Return determined at the close of each of the four preceding fiscal years. Unrecognized Asset Return is the difference between actual net return on Market Value of Assets and the asset return expected during that fiscal year (based on the assumed interest rate employed in the July 1 Actuarial Valuation of the fiscal year). Transition rules apply between July 1, 2000 and July 1, 2003, when the method is fully in effect.

Payment on the Unfunded Actuarial Accrued Liability:

The Unfunded Actuarial Accrued Liability is amortized as level percentage of payroll each year to the statutory amortization date assuming payroll increases of 5.00% per annum.

Missing Data:

The submitted participant data has been reviewed for reasonableness and constancy with data submitted for prior valuations. We have not audited this data, and the results of this valuation may change based on the accuracy of the underlying data. In cases where submitted data was missing or incomplete, the following assumptions were applied:

Date of Birth:

Average age of participant group based

on prior years valuation report.

Date of Hire:

Current valuation date minus years of

service.

Years of Service:

Years of service on last year's valuation

plus one year.

Sex:

Male.

Deferred Benefit:

Calculated. Salary at termination is estimated based on termination date. Estimated salary is \$48,318 for 1999/2000 terminations and is

decreased by 6.5% for each year that actual termination precedes July 1,

2000.

Supplemental Contributions:

The St. Paul School District and the State of Minnesota are scheduled to make the following supplemental contributions to the plan:

1996 Legislation:

Supplemental contributions according to the following schedule (thousands of dollars):

Year	State	School
06/30/01	690	800
06/30/02	950	800
06/30/03+	1,050	800

1997 Legislation:

Annual supplemental contributions of \$2,827,000 made on October 1.

St. Paul Teachers' Retirement Fund Association Investment Manager Returns For the Period Ended June 30, 2000

-	Assets Under Management (Market Value)	Investment Performance
Domestic Equity	\$ 432,346,248	7.94 %
Alliance Conital *	E1 E11 616	
Alliance Capital * Barclays Global Investors—S & P 500 Index	51,511,616 217,104,007	7.19
Barclays Global Investors—S & P 500 Index Barclays Global Investors—Small Cap Index	16,008,897	12.58
Barclays Global Investors—Small Cap Index Barclays Global Investors—Extended Market Index	51,293,995	23.92
The Boston Company Asset Management *	24,118,398	23.92
Dimensional Fund Advisors, Inc. *	23,264,972	
Investment Advisors, Inc.		15.11
	24,369,746	15.11
Wellington Management Company, LLP *	23,024,617	(2.02)
In-House Equity	1,650,000	(3.23)
International Equity	\$ 189,248,878	26.10 %
0 1 1 0 1 1 7 7	22 222 527	F1 40
Capital Guardian Trust, Co.	38,982,537	51.48
Capital International, Inc.	31,743,754	25.63
Morgan Stanley	118,522,587	19.66
Fixed Income	\$ 215,210,154	4.31 %
Barclays Global Investors—Government/Corp Index	76,504,932	4.36
State Street Research	79,418,342	3.79
Voyageur Asset Management	59,286,880	4.98
	, , , , , , , , , , , , , , , , , , , ,	
Alternative	\$ 7,558,156	3.44 %
Clifton Group	7,558,156	3.44
	, , , , , , , , , , , , , , , , , , , ,	
Short Term	\$ 24,151,887	5.63 %
In-House Cash & Cash Equivalents	24,151,887	5.63
Total Fund	\$ 868,515,323	10.75 %

^{*} Management for less than one year

Active Domestic Equity Accounts As of June 30, 2000

Name	Shares	Cost	Marke
Abercrombie & Fitch Co	22,200	\$ 482,627	\$ 270,57
Abitibi Price Inc	26,000	273,503	243,75
AGCO Corp	21,000	251,125	257,25
Agrium Inc	20,700	201,295	178,53
AK Steel Holding Corp	19,929	270,736	159,43
Alberto Culver Co CL A	900	18,989	23,62
Allen Telecom Inc	20,500	278,166	362,60
American Eagle Outfitters	7,200	114,357	100,80
	16,600	215,974	128,65
Ames Dept Stores Inc			
Ann Taylor Stores	10,600	248,272	351,12
Applied Power Inc	10,800	314,109	361,80
Arrow Electronics Inc	8,500	193,987	263,50
Artesyn Technology Group	12,600	242,578	350,44
Avnet Inc	7,700	446,336	456,22
Barra Inc	3,500	73,526	173,47
Brown Shoe Co	8,200	136,404	106,60
Burlington Coat Factory	13,600	216,121	147,05
CDI Corp	3,500	75,844	71,31
Consolidated Stores Corp	13,700	221,801	164,40
Crompton Corp	25,100	252,477	307,47
Cumulus Media CL A	17,700	218,781	161,51
Electronics for Imaging Inc	7,100	169,639	179,72
Everest Reins Group Ltd	16,400	417,904	539,15
Finlay Enterprises	7,000	97,313	91,00
Fleming Cos Inc	9,700	143,979	126,71
Flowserve Corp	15,200	218,002	228,95
Fluor Corp	17,400	529,895	550,27
Fossil Inc	5,700	111,705	110,79
Foster Wheeler Corp	33,800	315,534	291,52
Gaylord Container Corp	36,900	257,907	99,18
General Semiconductor Inc	25,000	351,197	368,75
Geon Corp	12,900	358,313	238,65
Global Industries Inc	8,800	91,645	166,10
H & R Block Inc	6,500	199,445	210,43
Healthsouth Corp	13,700	94,924	98,47
Helig Meyers Co	33,700	133,357	40,03
Heller Financial Inc CL A	15,600	339,760	319,80
Hypercom Corp	19,200	274,053	276,00
IMC Global Inc	23,400	366,300	304,20
Informix Corp	78,350	854,685	582,76
Ingram Micro Inc	32,200	449,472	561,50
Interim Services	8,300	156,968	147,32
Inter-Tel Inc	2,600	36,400	41,76
JD Edwards & Co			
	13,900	197,802	209,37
Keane Inc	20,700	476,433	447,63
Key Energy Services Inc	26,000	175,936	250,25
Kforce.com Inc	24,400	255,642	169,28
MA Hanna	23,900	287,726	215,10
Manufactured Services Ltd	5,300	101,818	108,98
Marchfirst Inc	8,300	150,656	151,47
Maxtor Corp	38,100	277,751	402,45
Mentor Graphics	12,800	187,850	254,40
Midway Games Inc	4,500	31,873	36,28
Modis Professional Services Inc	32,000	393,855	244,00
Mylan Labs Inc	3,000	53,771	54,75
NBTY Inc	10,400	75,272	66,30
NS Group Inc	6,400	75,201	134,00
National Oilwell Inc	3,000	51,062	98,62
Nationwide Financial Serv	9,600	257,113	315,60
Newpark Resources Inc	31,600	232,906	298,2
Noble Affiliates Inc	12,700	382,725	473,0
Ocean Energy Inc	22,500	238,296	319,23
Officemax Inc	43,500	289,713	217,50
Offshore Logistics Inc	12,100	143,401	173,93
Omnicare Inc	10,600	96,574	96,0
Pacific Sunwear of California			
	11,300	143,351	211,87
Parametric Technology Corp	65,200	636,979	717,20
Perot Systems Corp	9,600	104,446	105,6

The Boston Compa	The Boston Company Asset Management, Continued						
Name	Shares		Cost		Market		
Phillips Van Heusen Corp	700	\$	6,510	\$	6,650		
Polaroid Corp	12,200		309,075		220,369		
Profit Recovery Group Intl Inc	17,300		289,913		287,613		
Quantum Corp Hard Disk	29,600		232,295		327,465		
Quantum Corp - DLT & Storage	40,200		424,290		389,458		
Rayovac Corp	1,800		35,400		40,275		
Reebok International Ltd	9,100		132,330		145,036		
Regis Corp	9,300		117,030		116,250		
Ross Stores Inc	7,700		121,505		131,385		
S3 Inc	10,400		154,413		153,400		
Santa Fe Snyder Corp	30,600		291,055		348,075		
School Specialties Inc	6,000		96,478		111,378		
Shopko Stores Inc	10,900		285,938		167,588		
Snap On Inc	2,800		73,290		74,550		
Solutia Inc	16,200		215,631		222,750		
Structural Dynamics	19,800		214,051		298,247		
Sunglass Hut Intl Inc	22,700		172,970		186,571		
Superior Consultant Hldg	3,400		32,300		16,150		
Sylvan Learning Systems	10,100		147,899		138,875		
Systems & Computer Tech Corp	15,900		325,370		318,000		
Tech Data Corp	12,000		355,165		522,756		
Technology Solutions Co	11,100		82,281		68,687		
Thermo Electron Corp	20,300		343,330		427,579		
Tidewater Inc	12,900		388,798		464,400		
Timken Co	7,000		140,008		130,375		
Tommy Hilfiger Corp	30,600		395,005		229,500		
Trico Marine Services Inc	16,300		172,269		207,825		
Ultratech Stepper Inc	4,000		55,536		59,500		
UCAR International Inc	19,500		305,082		254,729		
Varco International Inc	2,300		49,615		53,475		
Venator Group Inc	54,300		393,026		556,575		
Wellman Inc	19,000		315,395		307,572		
Wolverine Tube Inc	11,300		153,603		192,100		
Wolverine World Wide Inc	15,500		171,777		153,063		
Yellow Corp	13,400		210,533		197,650		
Ziff Davis Inc	27,800		437,147		250,200		
SUBTOTAL The Boston Compan	У	\$	23,679,871	\$	23,760,592		
Cash & Cash Equivalents			357,806		357,806		
TOTAL The Boston Company		\$	24,037,677	\$	24,118,398		

Active Domestic Equity Accounts, Continued As of June 30, 2000

		isors			
Vame	Shares		Cost		Marke
ADC Telecommunications Inc	14,500	\$	352,745	\$	1,216,188
Abbott Labs	13,000		439,878		579,319
Allergan Inc	4,200		219,576		312,900
America OnLine Inc	6,000		400,851		316,128
Analog Devices Inc	4,000		370,900		304,000
Applied Materials Inc	3,800		360,513		344,37
Aptargroup Inc	17,000		484,695		459,00
Avery Dennison Corp	7,800		499,124		523,57
Baxter International Inc	8,300		514,207		583,59
Bemis Inc	13,000		449,040		437,12
Biotech Holdings Ltd	3,300		508,398		587,40
CH Robinson Worldwide Inc	6,600		174,347		326,70
CDW Computer Ctrs Inc	4,400		241,559		275,00
Commscope Inc	7,000		245,858		287,00
Corning Inc	2,600		256,625		701,67
OST Systems Inc	7,600		480,700		578,55
Devry Inc	13,900		255,716		367,48
Diamond Offshore Drilling Inc	14,800		547,132		519,85
Donnelley RR & Sons	21,000		489,674		473,82
Exxon Mobic Corp	7,800		610,791		612,30
Household International Inc	10,300		416,537		428,09
ntranet Solutions Inc	25,200		568,124		967,05
AGIC Invt Corp Wisconsin	9,000		309,957		409,50
AcDonalds Corp	16,500		565,210		543,47
Medtronic Inc	15,100		459,414		752,17
Minnesota Mining Mfg Co	8,400		807,402		693,00
Aotorola Inc	16,000		541,195		465,00
Northern States Power Co Minn	30,000		621,489		605,64
Pentair Inc	16,700		678,273		592,85
St Jude Medical Inc	13,000		565,364		596,37
Sybron International Corp-Wisc	19,000		433,289		376,44
arget Corp	8,300		570,297		481,40
'ekelec	9,000		382,430		433,69
'elephone & Data Systems Inc	6,700		755,222		671,67
ransocean SEDCO FOREX	9,000		458,623		480,94
JS Bancorp	24,000		487,034		
Valgreen Co	18,500		466,653		462,00 595,47
Vrigley WM Jr Co	7,000		549,691		561,31
SUBTOTAL Investment Advisor		\$	17,538,532	\$	19,922,11
Cash & Cash Equivalents	e, anc.	Ψ	4,447,627	φ	4,447,62
OTAL Investment Advisors, In	C.	\$	21,986,159	\$	24,369,74

	In-House Ed	quities		and the same	
Name	Shares		Cost		Market
Minnesota Mining Mfg Co	20,000	\$	320,137	\$	1,650,000
TOTAL In-House Equities		\$	320,137	\$	1,650,000

	Alliance C	anital		t production on	
Name	Shares	aprear	Cost		Market
AMFM Inc	6,500	\$	378,500	\$	448,500
AT&T Wireless Group	37,500		1,102,203		1,045,313
AT&T Liberty Media CL A	58,900		1,383,865		1,428,325
Amdocs Ltd	3,900		260,129		299,325
American Home Products Corp	12,700		750,887		746,125
American Intl Group Inc	6,500		730,349		763,750
Applied Materials Inc	24,600		2,185,103		2,229,375
Associates First Capital Corp	35,000		775,499		780,955
Bank of America Corp	8,600		482,087		369,800
Chase Manhattan Corp	12,200		628,200		561,969
Cisco Systems Inc	44,100		2,721,731		2,803,128
Citigroup Inc	30,300		1,806,638		1,825,575
Corning Inc	3,000		446,400		809,625
Cox Communications Inc CL A	5,600		266,564		255,153
Dell Computer Corp	24,700		1,197,733		1,218,031
EMC Corp Mass	19,800		1,307,635		1,523,372
E-TEK Dynamics Inc	800		193,000		211,050
Fifth Third Bancorp	5,100		350,249		322,575
Freddie Mac	24,200		1,144,151		980,100
Genentech Inc	1,000		134,356		172,000
General Electric Co	3,300		176,674		174,900
Home Depot Inc	28,700		1,691,213		1,433,221
Intel Corp	24,400		2,918,888		3,261,987
JDS Uniphase Corp	2,200		201,612		263,725
KLM Royal Dutch Air	19,000		522,301		504,697
Kohls Corp	16,500		830,512		917,813
MBNA Corp	13,800		355,423		374,325
Mediaone Group Inc	9,600		745,830		584,580
Medtronic Inc	9,900		526,598		493,149
Microsoft Corp	14,700		987,197		1,176,000
Micron Technology Inc	6,300		388,986		554,797
Morgan Stanley Dean Witter Co	18,900		1,438,413		1,573,425
Nokia Corp ADR	54,000		2,681,306		2,696,652
Nortel Networks Corp	21,200		1,139,632		1,446,900
Oracle Corp	15,100		1,039,074		1,269,351
PE Corp-PE Biosystems Group	8,900		564,941		586,288
Pfizer Inc	59,575		2,557,066		2,859,600
Pharmacia Corp	17,400		1,001,646		899,371
PMC-Sierra Inc	1,300		193,917		230,994
Schering Plough Corp	34,100		1,442,881		1,722,050
Sun Microsystems Inc	5,200		435,185		472,878
Sycamore Networks Inc	1,300		128,516		143,488
Texas Instruments Inc	7,400		545,736		508,291
Time Warner Inc	15,400		1,277,499		1,170,400
Tyco International Ltd	34,000		1,552,625		1,610,750
United Technologies Corp	14,300		921,880		841,913
Verisign Inc	2,200		410,180		388,300
Veritas Software Corp	2,100		280,238		237,334
Viacom Inc CL B	4,100		258,431		279,571
Vodafone Airtouch PLC ADR	36,000		1,562,515		1,491,768
Wal Mart Stores Inc	13,200		734,529		760,650
Walt Disney	22,000		893,009		853,886
Wells Fargo Co	16,200		719,010		627,750
Xilinx Inc	2,800		255,422		231,176
SUBTOTAL Alliance Capital	2,000	\$	49,624,162	\$	51,436,024
Cash & Cash Equivalents			75,592	4	75,592
TOTAL Alliance Capital		\$	49,699,754	\$	51,511,616
minimus oupitus		THE PERSON NAMED IN	,0.,,0.	- Name and Address	,,

Active Domestic Equity Accounts, Continued As of June 30, 2000

W	Shares	t Comp			Market
Name		ф.	Cost	.	
ACNielsen Corp	6,000	\$	136,754	\$	132,000
Acxiom Corp	10,400		181,112		283,400
Affiliated Computer CL A	6,400		239,754		211,603
Alza Corp	7,500		262,241		443,438
American Management System	10,700		332,500		351,260
Aptargroup Inc	8,000		204,604		216,000
Bausch & Lomb Inc	5,100		347,721		394,613
Becton Dickinson	6,000		174,933		172,128
Bed Bath & Beyond	4,700		148,921		170,375
Bemis Co	10,000		378,479		336,250
Beringer Wine CL B	11,400		470,345		402,568
Biomet Inc	10,500		332,763		403,599
Black Box Corp	1,300		64,961		102,924
Burr-Brown	4,500		254,210		390,096
Calpine Corp	3,800		175,372		249,850
Catalina Marketing	4,000		302,330		408,000
Charles River Labs	2,200		35,200		48,814
Cognos Inc	16,500		274,871		682,688
Commscope Inc	8,300		344,250		340,300
Copper Mountain Networks	2,000		172,600		176,250
Core Labs NV	4,500		123,804		130,500
Cypress Semiconductor	7,000		334,432		295,750
DST Systems Inc	5,200		333,094		395,850
Dallas Semiconductor	13,000		334,366		529,750
Devry Inc	9,900		211,428		261,736
Digital Microwave	10,600		356,664		404,125
Dionex Corp	5,000		202,634		133,750
Donaldson Co Inc	4,000		80,081		79,000
EGL Inc	4,500		119,471		138,375
Family Dollar Stores	20,700		390,044		404,954
Fisery Inc	6,800		245,212		294,100
Forest Labs Inc	1,500		95,207		151,500
G & K Services Inc CL A	17,500		683,019		438,603
Genzyme Corp	9,400		525,662		558,717
Haemonetics Corp	6,000		128,565		126,000
Hanover Compressor	9,400		166,304		357,200
Herman Miller Inc	15,000		365,563		388,125
IDEC Pharmaceuticals	1,200		71,037		140,776
IMS Health Inc	12,100		239,707		217,800
Informix Corp	24,100		289,499	xi.	179,25

Wellington N	lanagement Cor	npan	y, LLP, Contin	ued	
Name	Shares		Cost		Market
Intuit Inc	2,300	\$	86,410	\$	95,163
Investment Tech Group	8,600		236,208		339,700
Ionics Inc	13,000		380,453		398,125
Lattice Semiconductor	4,400		289,875		304,150
Littelfuse Inc	12,100		250,864		592,900
MacDermid Inc	8,000		267,495		188,000
Macromedia Inc	2,500		157,683		241,720
Mercantile Bankshares	6,700		221,612		199,747
Mesaba Holdings Inc	8,100		90,821		77,460
Methode Electronics	6,200		314,311		239,475
Minerals Tech Inc	7,800		387,568		358,800
Montana Power Co	13,000		445,111		459,069
Murphy Oil Corp	4,000		239,194		237,752
National Instruments	4,000		114,500		174,500
Nordson Corp	4,500		218,293		227,813
Nova Corp	12,300		312,795		343,637
Novellus Systems Inc	4,600		259,038		260,190
Pepsi Bottling Group	10,000		258,064		291,880
Petro Canada	13,000		228,708		247,819
Rational Software	4,500		264,289		418,221
Reinsurance Group	18,800		563,835		566,350
Sealed Air Corp	4,700		243,649		246,163
Shared Medical Systems	4,900		261,500		357,396
Speedway Motorsports	15,500		553,527		356,500
Sungard Data Systems	7,900		182,792		244,900
Symbol Technologies	6,000		146,981		324,000
Systems & Comp Tech	14,700		218,433		294,000
TMP Worldwide Inc	5,300		358,356		391,209
Tetra Tech Inc	11,300		179,866		258,488
Trigon Healthcare	4,100		130,185		211,408
United Rentals Inc	24,700		569,696		422,988
Verity Inc	8,800		334,170		334,400
Waters Corp	2,400		126,459		299,551
Werner Enterprises	12,500		250,684		144,538
Westamerica Bancorp	6,300		204,593		164,588
Whole Foods Market	5,100		183,023		210,696
Wilmington Trust Corp	4,900		244,954		209,475
SUBTOTAL Wellington Ma		\$	19,905,709	\$	22,274,790
Cash & Cash Equivalents			749,827		749,827
TOTAL Wellington Management		\$	20,655,536	\$	23,024,617

Commercial Paper As of June 30, 2000

			, -		
Name	Rate	Maturity		Cost	Market
Aetna Services	6.640	7/24/2000		\$ 2,483,958	\$ 2,489,000
American Express	6.280	7/3/2000		598,955	599,687
Ford Motor Company	6.440	7/3/2000		2,293,027	2,298,770
GE Capital	6.130	7/25/2000		994,578	995,764
General Motors Acceptance	6.580	8/1/2000		4,961,001	4,970,978
Grand Funding	6.470	7/25/2000		2,483,925	2,488,837
Natural Fuel Gas	6.470	7/3/2000		1,594,840	1,599,140
Pacific Gas & Electric	6.460	7/19/2000		2,486,604	2,491,516
Providian Master Account	6.470	7/25/2000		745,118	746,651
Sherwin Williams	6.420	7/31/2000		1,985,137	1,989,029
United Heathcare Corp	6.530	8/1/2000		2,480,650	2,485,600
Wells Fargo	6.570	7/17/2000		994,196	996,916
TOTAL Commercial Paper	×			\$ 24,102,49	\$ 24,151,887

Active Fixed Income Accounts As of June 30, 2000

Y		reet Research &	Manag					
Jame Albertsons Inc	Rate	Maturity	ф	Par	d	Cost	Φ.	Mark
american General Fianance Note	7.450 5.875	8/1/2029 12/15/2005	\$	500,000	\$	495,868	\$	464,21
AT&T Capital Corp Note	6.250	5/15/2001		800,000 1,100,000		736,120 1,095,275		731,36 1,090,88
AT&T Corp Note	6.500	3/15/2001		350,000		294,485		293,12
AT&T Corp Note	6.000	3/15/2009		550,000		489,547		490,35
Atlantic Richfield Co Note	5.900	4/15/2009		825,000		822,187		753,45
Bank of America Corp Global Note	7.875	5/16/2005		375,000		373,613		379,56
Bell Atlantic Financial Service Note	7.600	3/15/2007		625,000		623,148		625,97
California Infrastructure (Pac G/E)	6.420	9/25/2008		1,150,000		1,193,921		1,117,11
California Infrastructure	6.280	9/25/2005		525,000		535,254		514,50
Capital One Bank Note	6.620	8/4/2003		825,000		825,000		788,25
Chase Manhattan Master Trust 96-3A	7.040	2/15/2005		1,025,000		1,059,714		1,023,23
Citibank Credit Card Master Trust 98-3A	5.800	2/7/2005		900,000		893,074		870,93
Citibank Credit Card Master Trust 99-7A	6.650	11/15/2006		300,000		287,016		292,33
Citibank Credit Card Master Trust 98-9A	5.300	1/9/2006		1,125,000		1,049,766		1,059,4
Clear Channel Communications Note	7.875	6/15/2005		200,000		199,884		200,96
Coca Cola Enterprises	6.750	9/15/2028		450,000		410,166		386,78
Coca Cola Enterprises	6.950	11/15/2026		125,000		113,296		111,9
Oarden Restaurant Note	6.375	2/1/2006		450,000		447,840		424,83
Discover Card Master Trust 98-7A	5.600	5/16/2006		175,000		174,891		166,1
Discover Card Master Trust 99-6A	6.850	1/15/2005		725,000		724,224		710,7
lynegy Inc Note	6.875	7/15/2002		800,000		799,120		791,2
Il Paso Energy Corp Note	6.625	7/15/2001		450,000		449,654		445,0
Il Paso Energy Corp Note	6.750	5/15/2009		400,000		370,900		372,6
Electronic Data Systems Global Bond	7.450	10/15/2029		400,000		388,896		384,6
ederal National Mtg Assoc #303920	9.500	10/1/2003		114,818		120,972		117,9
ederal National Mtg Assoc #444478	6.500	10/1/2028		879,542		885,589		829,9
ederal National Mtg Assoc #323422	6.500	12/1/2028		1,285,111		1,285,312		1,212,6
ederal National Mtg Assoc #323425	6.000	12/1/2028		1,064,045		1,049,622		975,2
ederal National Mtg Assoc #323832	7.500	7/1/2029		1,306,203		1,318,448		1,290,4
ederal National Mtg Assoc #535030	7.000	12/1/2029		1,714,645		1,685,710		1,653,9
ederal National Mtg Assoc #535041	7.000	12/1/2029		2,370,702		2,328,474		2,286,8
ederal National Mtg Assoc #509390	7.000	9/1/2029		718,327		695,431		693,5
ederal National Mtg Assoc #511355	7.500	9/1/2029		551,375		531,215		543,8
ederal National Mtg Assoc #527750	7.500	1/1/2030		398,531		383,960		393,1
ederal National Mtg Assoc #530823	7.500	4/1/2030		699,930		675,214		690,4
ederal National Mtg Assoc #530967	7.500	4/1/2030		1,575,001		1,517,415		1,553,5
ederal National Mtg Assoc #534292	7.500	3/1/2030		801,954		773,635		790,4
ederal National Mtg Assoc #540091	7.500	6/1/2030		197,947		190,957		195,2
ederal National Mtg Assoc Benchmark	6.625	9/15/2009		2,375,000		2,263,291		2,290,4
ederal National Mtg Assoc Benchmark ord Motor Credit Corp Global Note	7.125 7.875	1/15/2030		1,150,000		1,118,603		1,152,8
ord Motor Credit Corp Global Note	7.500	6/15/2010		225,000		224,294		224,6
ord Motor Credit Co Note	7.375	3/15/2005		1,425,000		1,423,447		1,417,2
E Capital Mortgage Services	6.000	10/28/2009		175,000 145,717		173,921		169,3
E Global Insurance Holdings Note	7.000	1/25/2009 2/15/2026		1,100,000		141,732 1,089,550		144,8 1,000,8
MAC FRN	6.385	10/7/2002		775,000		775,000		774,7
MAC Global Note	7.750	1/19/2010		325,000		324,597		322,7
MAC Mtg 97-C2	6.451	12/15/2004		437,165		439,351		424,0
MAC Mtg 98-C1	6.411	11/15/2007		454,326		458,061		438,8
MAC Mtg 99-C1	5.830	5/15/2033		295,619		297,082		278,7
ovt National Mtg Assoc #383507	6.500	3/15/2009		184,471		186,575		180,7
ovt National Mtg Assoc #462816	7.000	6/15/2028		1,366,666		1,294,275		1,329,5
ovt National Mtg Assoc #475908	7.000	7/15/2028		1,632,170		1,551,199		1,587,7
ovt National Mtg Assoc #513482	7.500	11/15/2029		1,600,000		1,567,000		1,589,7
ovt National Mtg Assoc #780303	6.500	2/15/2009		362,042		364,757		354,8
ovt National Mtg Assoc #780316	6.500	7/15/2009		474,976		478,984		465,4
ovt National Mtg Assoc #780419	7.500	12/15/2009		389,354		396,624		392,6
ovt National Mtg Assoc #780462	7.500	6/15/2009		451,567		459,892		455,4
ovt National Mtg Assoc #780896	7.000	11/15/2028		756,017		772,141		735,4
ovt National Mtg Assoc #780912	6.500	11/15/2028		2,528,966		2,538,845		2,400,5
reek Govt Bond	8.800	6/19/2007		1,092,395	,	1,222,527		1,090,6
uaranteed Export Trust	6.550	6/15/2004		399,996		399,996		392,7
ellenic Republic of Greece Note	6.950	3/4/2008		1,125,000		1,177,249		1,091,4
ousehold Finance Remarket Note	6.125	7/15/2002		550,000		549,808		533,9
ousehold Finance Corp Global Note	7.875	3/1/2007		525,000		521,509		522,4
roger Co Note	8.050	2/1/2010		600,000		598,968		596,2
ehman Commercial Mtg 98-C1	6.330	11/18/2004		427,050		429,311		416,3
ehman Commercial Mtg 98-C4	6.210	10/15/2004		275,000		277,095		254,2
				175,000		173,929		154,5
ucent Technologies Inc								
ucent Technologies Inc IBNA Corp Note	6.450 6.875	3/15/2029 11/15/2002		750,000		749,355		730,0

State Street Research & Management Co., Continued											
Name	Rate	Maturity		Par		Cost		Market			
New Zealand Govt Bond	8.000	11/15/2006		725,000		449,248		360,803			
New Zealand Govt Bond	8.000	4/15/2004		225,000		119,915		109,731			
News America Holdings	7.375	10/17/2008		335,000		349,824		320,237			
PECO Rate Reduction Cert 99-A	6.130	3/1/2009		825,000		823,645		760,543			
Phillips Petroleum Global Note	8.500	5/25/2005		575,000		573,390		595,033			
Prime Credit Card Master Trust 95-1A	6.750	11/15/2005		500,000		498,145		494,375			
Province of Quebec Global Bond	7.500	9/15/2029		1,200,000		1,191,198		1,176,744			
Pru Home Mortgage Services	6.800	5/25/2024		326,187		325,321		323,790			
Servicemaster Co Note	8.450	4/15/2005		400,000		399,092		400,124			
Sprint Capital Corp Note	7.625	6/10/2002		400,000		399,788		401,500			
Tyco International Group Note	6.250	6/15/2013		400,000		398,012		380,748			
United Technologies Corp	6.700	8/1/2028		570,000		530,836		510,412			
US Treasury Bond	6.250	5/15/2005		575,000		590,352		603,572			
US Treasury Bond	8.125	8/15/2021		450,000		555,149		548,721			
US Treasury Bond	8.500	2/15/2020		700,000		896,984		876,092			
US Treasury Bond	8.750	8/15/2020		350,000		446,582		448,984			
US Treasury Bond	8.750	5/15/2020		575,000		741,391		736,541			
US Treasury Bond	8.875	2/15/2019		850,000		1,078,445		1,091,723			
US Treasury Bond	10.625	8/15/2015		650,000		902,740		924,222			
US Treasury Bond	11.250	2/15/2015		525,000		745,421		772,737			
US Treasury Bond	12.000	8/15/2013		525,000		808,582		709,406			
US Treasury Inflation Bond	3.875	4/15/2029		833,104		833,104		830,763			
US Treasury Note	6.750	5/15/2005		675,000		686,414		690,822			
SUBTOTAL State Street Research		181	\$	67,765,917	\$	68,223,887	\$	66,877,944			
Cash & Cash Equivalents				12,540,398		12,540,398		12,540,398			
TOTAL State Street Research			\$	80,306,315	\$	80,764,285	\$	79,418,342			

	Voyageur Asset Management											
Name	Rate	Maturity		Par		Cost		Market				
ACE INA Holdings	8.300	8/15/2006	\$	950,000	\$	960,336	\$	956,821				
AMCAR 99-B A3	5.780	5/12/2003		595,000		594,923		585,516				
ARG Funding 99-1A2	5.880	5/20/2003		675,000		674,865		661,601				
CONHE 98-1 A6	6.580	12/15/2018		1,000,000		1,012,969		971,560				
Conseco CNFHE 00-B AF4	7.870	2/15/2031		850,000		849,761		843,600				
Constellation Energy	7.875	4/1/2005		1,175,000		1,172,063		1,177,009				
Continental Air Lines	7.256	3/15/2020		1,339,271		1,263,147		1,271,049				
Continental Cablevision	8.300	5/15/2006		640,000		656,051		661,299				
Daimler Chrysler	7.750	5/27/2003		985,000		982,429		992,388				
DCAT 00-A A4	7.230	1/6/2005		770,000		769,996		772,179				
Dominion Resources	8.125	6/15/2010		740,000		741,428		746,815				
DVI 99-2 A4	7.220	11/13/2007		1,060,000		1,059,917		1,055,251				
Dynergy Holdings	8.125	3/15/2005		1,175,000		1,182,414		1,188,947				
FHLMC 00469	6.500	12/1/2011		1,422,395		1,398,725		1,378,158				
FHLMC 00853	7.000	1/1/2028		1,424,647		1,452,249		1,379,001				
FHLMC 00541	7.000	6/1/2026		1,103,363		1,126,465		1,068,011				
FHLMC G10952	6.500	9/1/2014		943,633		929,626		910,747				
FHLMC C33000	7.000	11/1/2029		873,645		861,633		844,291				
FHLMC C00901	8.000	12/1/2029		3,695,711		3,747,970		3,718,218				
FHLMC Global	5.750	7/15/2003		1,280,000		1,283,868		1,236,352				
Federal National Mtg Assoc #501210	6.500	6/1/2029		2,622,726		2,475,198		2,473,545				
Federal National Mtg Assoc #53909	8.000	6/1/2030		3,574,643		3,514,321		3,590,264				
Federal National Mtg Assoc Global	6.625	9/15/2009		2,335,000		2,278,640		2,251,874				
Federal National Mtg Assoc Global	6.250	11/15/2002		1,710,000		1,706,050		1,684,350				
Federal National Mtg Assoc Global	4.750	11/14/2003		3,510,000		3,251,255		3,277,638				
Govt National Mtg Assoc #465579	6.000	12/15/2028		1,505,391		1,487,515		1,387,308				
Govt National Mtg Assoc #491145	6.500	12/15/2028		2,549,150		2,567,074		2,419,679				
Lehman Bros Holdings	8.250	6/15/2007		1,000,000		994,730		1,000,930				
Lockheed Martin	7.950	12/1/2005		1,000,000		998,780		1,006,710				
Metris Master Trust 97-1 B	7.110	10/20/2005		750,000		749,876		742,845				
Motorola Inc	6.500	11/15/2028		1,095,000		943,890		959,658				
Norsk Hydro	7.150	, ,						,				
NWAC 99-2A	7.150	1/15/2029		670,000		606,602		604,568 819,483				
Phillips Petroleum	8.750	9/1/2020 5/25/2010		850,590		827,661 1,206,707		1,217,735				
and arranged a second control of the second				1,150,000								
Safeway Inc	5.875	11/15/2001		1,180,000		1,151,963		1,158,241				
Union Pacific Resources	7.950	4/15/2029		1,100,000		1,102,608		1,087,625				
US Treasury Bond	6.125	8/15/2029		275,000		279,153		277,923				
US Treasury Bond	7.875	2/15/2021		2,285,000		2,706,929		2,713,438				
US Treasury Bond	8.750	5/15/2017		2,585,000		3,264,212		3,249,035				
US Treasury Note	6.125	8/15/2007		440,000		450,145		437,386				
US Treasury Note	6.375	9/30/2001		835,000		834,543		833,439				
Valero Energy	6.750	12/15/2002		1,200,000		1,149,264		1,159,500				
Worldcom Inc	8.000	5/15/2006	-	375,000		371,006		379,159				
SUBTOTAL Voyageur Asset Management			\$	57,295,164	\$	57,638,956	\$	57,151,146				
Cash & Cash Equivalents			6	2,135,734	-	2,135,734	6	2,135,734				
TOTAL Voyageur Asset Management			\$	59,430,898	\$	59,774,690	\$	59,286,880				

Indexed Fixed Income Fund

As of June 30, 2000

Name	Cost	Market		
Barclays Global Investors	\$ 65,945,390	\$	76,504,932	
TOTAL Indexed Fixed Income Fund	\$ 65,945,390	\$	76,504,932	

Indexed Equity Fund As of June 30, 2000

Name	100000	Cost	With a college of the	Market
Barclays Global Investors - Equity Index	\$	107,968,401	\$	217,104,007
Barclays Global Investors - Extended Market		35,979,166		51,293,995
Barclays Global Investors - Small Cap		12,973,379		16,008,897
TOTAL Indexed Equity Fund	\$	156,920,945	\$	284,406,899

International Equity Fund As of June 30, 2000

Name	Cost	e elfores Perso	Market
Capital Guardian Trust Co	\$ 23,000,000	\$	38,982,537
Capital International Inc	26,567,628		31,743,754
Morgan Stanley Dean Witter Pooled Trust	56,000,000		118,522,587
TOTAL International Equity Fund	\$ 105,567,628	\$	189,248,878

Commingled Equity Fund As of June 30, 2000

Name	Cost	Market	
Dimensional Fund Advisors Inc	\$ 20,000,000	\$	23,264,972
TOTAL Commingled Equity Fund	\$ 20,000,000	\$	23,264,972

Alternative Investment

As of June 30, 2000

Name	Cost	Market
Clifton Group	\$ 6,000,000	\$ 7,558,156
TOTAL Alternative Investment	\$ 6,000,000	\$ 7,558,156

Pre-Retirement Topics

Allowable Service Credit

A full year's service credit equals 170 days worked. Partial years are calculated based on the ratio of days worked to 170 days. No more than one year of service credit is allowable during any fiscal year.

Definition of Salary

Minnesota Statutes Section 354A and the Association Articles and Bylaws define salary. Salary is the entire compensation upon which member contributions are required and made.

Refund of Contributions

In lieu of a monthly retirement benefit, a member who resigns from the place of their employment may apply for a refund of employee contributions, plus interest of 6% compounded annually. Coordinated Plan members have access to a refund of contributions at any age. Basic Plan members must be ineligible for a pension to receive a refund of contributions.

Repaying a Refund of Contributions

A member who received a refund may reinstate previous St. Paul service by repaying the amount refunded plus 8.5% interest compounded annually from the date the refund was taken. The repayment can only be made after the member has accumulated at least two years of allowable service since the last refund was taken.

Purchasing Service

Members may purchase service during a "window period" if they have the following eligible outside service: military service, out-of-state teaching service, maternity leave, maternity break in service, private or parochial school teaching service, Peace Corps service, VISTA service, and previously-uncredited charter school, part-time, or substitute teaching service. The cost to purchase service is actuarially calculated.

Beneficiary

A beneficiary is the person, persons or organization designated to receive a refund of employee contributions plus interest upon the death of the member if no survivor or family benefit is payable. If no valid beneficiary form is on file for a member, a refund of contributions plus interest, if applicable, will be paid to the member's estate.

Marriage Dissolution

Minnesota Statutes Section 518 covers marriage dissolutions and requires that SPTRFA receive a copy of the petition and summons, as well as a copy of the affidavit of service before information will be released. In the event that the court orders that future pension benefits be divided, a formula for splitting the benefit should be put into the dissolution decree. All inquires are kept confidential.

Retirement Topics

Basic and Coordinated Plans

"Basic Plan members," all of who were hired prior to July 1, 1978, do not contribute to Social Security. Basic Plan members are vested once they have five years of retirement service credit.

All members hired since July 1, 1978 contribute both to SPTRFA and Social Security and are known as "Coordinated Plan members." Coordinated Plan members are vested once they have three years of retirement service credit.

Steps to Retirement

When planning to retire, members should contact SPTRFA to set up an appointment to apply for pension benefits. All inquiries are kept confidential.

A member may apply for retirement benefits up to 90 days after the last date of employment provided that the member has not returned to employment. The retirement benefits would be retroactive to the first eligible retirement date after the termination of employment.

Deferred Pension

A deferred pension is available to members who terminate employment after they are vested. A deferred benefit may begin to be paid at age 55.

The benefit is computed by applying the normal retirement formula at the time of termination. It will be augmented by 3% each year until the member is age 55 and augmented by 5% each year thereafter. This augmentation continues until the member chooses to begin receiving his/her monthly benefit. If the member begins to receive a benefit before normal retirement age, applicable discounts will apply.

Combined Service

The Combined Service Law provides for the combination of a member's service in all public funds in Minnesota to determine benefits at the time of retirement, as long as the member has at least six months of retirement credit with each eligible retirement fund.

The total credited years of service in all funds will be considered when determining eligibility for benefits. Benefit payments will be made by each fund in which the member has credited service.

Retirement Topics, Continued

Disability Benefit

A disability benefit is payable to members who become totally and permanently disabled. Members must be vested to be eligible for a disability benefit. Members may not have more than 60 sick days remaining at the time of application for the benefit, and they must have used all sick days prior to beginning the benefit.

In the Coordinated Plan, the disability benefit is calculated as the unreduced pension benefit amount using the member's years of service and final average salary at the time of the disability, less any benefits received from Workers' Compensation. The member may also apply for a disability benefit from Social Security.

A Basic Plan member's disability benefit is calculated to be 75% of the member's earnings for the last full year of service, less any benefits received from Workers' Compensation or Social Security.

Basic Plan Retirement Options

Basic Plan members receive a formula benefit payable for life. An automatic survivor benefit is based on the ages of the member and spouse at the time of retirement. The survivor benefit does not cause a reduction in the member's benefit.

Coordinated Plan Retirement Options

At the time of retirement, Coordinated Plan members select one of the five optional annuity plans.

C-1	No Refund	Formula benefit payable for life to the member, with no refund payable to a beneficiary.
C-2	Guaranteed Refund	Formula benefit payable for life to the member that is reduced by use of actuarial tables to provide reduced benefit payments for life to the member and a guaranteed refund of unused member contributions to the beneficiary.
C-3	15-Year Certain	Formula benefit reduced by use of actuarial tables to provide reduced benefit payments for life to the member with the guarantee that payments will be made for at least 15 years. If the retiree dies before receiving payments for the guaranteed 15 years, the beneficiary will be paid the same monthly annuity for the remaining years of the guarantee.
C-4	100% Joint & Survivor	Formula benefit that is reduced by use of actuarial tables to provide reduced payments for life to the member and the same amount payable to the survivor for life with no refund.
C-5	50% Joint & Survivor	Formula benefit that is reduced by use of actuarial tables to provide reduced payments for life to the member and 50% of the reduced amount payable to the survivor for life with no refund.

If a Coordinated Member elects a joint and survivor option, and the spouse dies before the member, the member benefit will be increased to the C-1 amount. This is called the "pop-up" feature.

Post-Retirement Topics

Teaching After Retirement

Prior to age 65, if a retired member of SPTRFA is reemployed by ISD #625 or by a charter school or technical college located within the corporate limits of St. Paul, earnings are limited to the amount that causes a reduction in the primary Social Security benefit for that calendar year. If the retiree earns more than the allowable amount, the following year's pension will be reduced by one dollar for every three dollars the member earns over the limit. The amount of the reduction will be placed into a savings account for the retiree, earning 6% interest compounded annually. When the retiree has terminated service for one year or reaches age 65, whichever is later, the retiree will receive the amount in the savings account, including interest.

After age 65, retired members can be reemployed by ISD #625 or by a charter school or technical college located within the corporate limits of St. Paul without an earnings limitation.

Retired members can work for any other employer without losing pension benefits.

Period of Separation

A member of SPTRFA shall not be considered to be retired until there exists a complete and continuous separation from employment for a covered employer as a "Teacher" for a period of not less than 30 calendar days.

Post-Retirement Increase

The post-retirement increase is an annual guaranteed 2% compounding increase. An "excess investment earnings increase" will be paid in addition to the guaranteed 2% increase in years when SPTRFA's five year annualized rate of return exceeds 8.5%.

Members must be receiving a benefit for one full year at the end of SPTRFA's fiscal year (July 1-June 30) to qualify for the post retirement increase. Eligible members receive adjustments on January 1st of each year.

Pre-78 Supplemental Bonus

An annual supplemental bonus payment is paid to retirees who retired before July 1, 1978.

Coordinated Plan - Summary of Tier Benefits

Vested members of the Coordinated Plan are eligible to receive a lifetime monthly pension based on the member's Final Average Salary (FAS) and Years of Service (YOS). Members first hired after June 30, 1989 are only eligible for Tier 2 benefits.

The following chart provides an overview of the Tier 1 and Tier 2 retirement benefits:

Benefit	Minimun Age	Minimum Age		Computation of Benefit
Tier 1				
Normal Unreduced	62	with OR	30	Formula = [FAS x YOS (first 10) x 1.2%] + [FAS x YOS (in excess of 10) x 1.7%]
Benefit	65	with	less than 30	(The Rule of 90 will also produce an unreduced benefit in Tier 1.)
Normal Reduced	55	with OR	3	Formula reduced by discount of 0.25% for each month a member's age is under normal retirement
Benefit	Any	with	30	age.
Tier 2				
Normal Unreduced Benefit	65 if first employed be July 1, 198	fore	3	Formula = FAS x YOS x 1.7%
	65-66 if fir employed at June 30, 19	fter		
Normal Reduced Benefit	55		3	Formula reduced by the use of actuarial tables.

Basic Plan - Summary of Tier Benefits

Vested members of the Basic Plan are eligible to receive a lifetime monthly pension based on the member's Final Average Salary (FAS), Years of Service (YOS) and Applicable Service Factor (ASF).

The following chart provides an overview of the Tier 1 and Tier 2 retirement benefits:

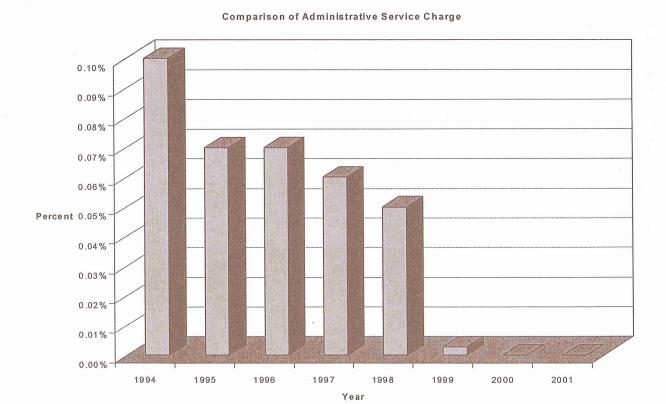
Benefit	Minimum Minir Benefit Age Serv		Computation of Benefit				
Tier 1							
Normal Unreduced Benefit	60	25	Formula = FAS x YOS x 2.0% (The Rule of 90 will also produce an unreduced benefi in Tier 1.)				
Normal Reduced Benefit	55	25	Formula reduced by discount of 0.25% for each month a member's age is under 60.				
Tier 2							
Normal Unreduced Benefit	65	5	Formula = FAS x YOS x 2.5%				
Normal Reduced Benefit	55	5	Formula reduced by the use of actuarial tables.				

2001 Administrative Service Charge

As part of the 1993 increased funding package, SPTRFA members, both active and retired, pay an "administrative service charge" to be applied to the fund's administrative expenses.

This charge applies whenever the administrative expenses for the previous fiscal year exceed the comparable administrative expenses in the State of Minnesota Teachers Retirement Association (TRA).

This year, there is no administrative service charge to the active or retired members of SPTRFA because our administrative expenses for the fiscal year 1999-2000 are lower than the comparable expenses of TRA.



		Persons					
Fiscal Year	Pensions	On	Benefits	Fiscal Year	Pensions	Persons	Benefits
Ending	Granted	Payroll	Paid (\$)	Ending	Granted	On Payroll	Paid (\$)
June 1910	15	13	\$ 4,860	December 1975	52	778	\$ 3,765,322
June 1931	8	125	69,024	December 1976	77	883	4,393,513
June 1932	8	130	72,961	December 1977	63	919	5,050,507
June 1933	2	126	74,190	December 1978	48	946	5,523,548
June 1934	6	127	74,120	December 1979	40	946	6,240,309
June 1935	9	131	74,001	December 1980	47	963	6,623,804
June 1936	14	135	75,864	December 1981	47	981	7,139,037
June 1937	19	151	80,747	December 1982	61	996	7,725,617
June 1938	17	160	89,709	December 1983	72	1,042	8,555,099
June 1939	11	161	93,184	December 1984	64	1,061	9,466,664
June 1939 to				January 1985 to			
December 1939	0	158	23,870	June 1985	59	1,103	5,324,727
December 1940	71	222	170,685	June 1986	66	1,134	11,267,144
December 1941	35	246	210,257	June 1987	117	1,191	12,478,180
December 1942	27	266	234,217	June 1988	70	1,210	14,690,455
December 1943	38	286	253,031	June 1989	67	1,236	15,506,957
December 1944	34	311	282,299	June 1990	67	1,270	17,382,410
December 1945	56	350	308,113	June 1991	80	1,309	18,811,677
December 1946	51	378	337,512	June 1992	83	1,357	20,509,335
December 1947	28	387	360,571	June 1993	120	1,426	22,763,806
December 1948	42	413	375,912	June 1994	92	1,469	25,044,494
December 1949	42	441	419,618	June 1995	113	1,539	26,792,534
December 1950	30	461	450,641	June 1996	119	1,595	29,446,215
December 1951	27	476	472,670	June 1997	179	1,720	32,056,967
December 1952	28	486	508,923	June 1998	129	1,789	37,852,099
December 1953	32	487	525,959	June 1999	114	1,861	41,724,751
December 1954	10	482	529,429	June 2000	144	1,964	47,121,179
December 1955	38	509	666,994				
December 1956	46	529	750,146				
December 1957	59 41	560	840,883				
December 1958		579	1,019,502				
December 1959 December 1960	30 38	585 600	1,084,506				
December 1961	39	611	1,144,380 1,230,715				
December 1962	49	624	, ,				
December 1963	42	647	1,352,779 1,467,461				
December 1964	33	653	1,545,252				
December 1965	40	668	1,631,554				
December 1966	43	676	1,770,083				
December 1967	36	682	1,862,249				
December 1968	45	695	1,969,760				
December 1969	53	726	2,319,186				
December 1970	31	719	2,385,868				
December 1970	47	731	2,522,350				
December 1971 December 1972	51	745	2,742,660				
December 1972	36	744	3,039,253				
December 1974	46	754	3,372,453				
2000111001 1711	10	, 0 1	0,012,100				