THE PLAN

DENVER EMPLOYEES RETIREMENT PLAN

Denver Employees Retirement Plan

COMPREHENSIVE ANNUAL FINANCIAL REPORT

Photo courtesy of VISIT DENVER

Fiscal Year Ended December 31, 2011

A Component Unit of the City and County of Denver, Colorado

Denver Employees Retirement Plan

(A Component Unit of the City and County of Denver, Colorado)

Comprehensive Annual Financial Report

Fiscal Year Ended December 31, 2011

Cheryl Cohen-Vader
Retirement Board Chairman

Steven E. Hutt
Executive Director

Prepared by the Plan Staff

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Introductory Section

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Primary Plan Sponsor
City and County of Denver, Colorado

Elected Officials
Mayor
Honorable Michael B. Hancock

Auditor
Honorable Dennis J. Gallagher

City Council

District 1	Honorable Susan K. Shepherd
District 2	Honorable Jeanne Faatz
District 3	Honorable Paul D. López
District 4	Honorable Peggy Lehmann
District 5	Honorable Mary Beth Susman
District 6	Honorable Charlie Brown
District 7	Honorable Chris Nevitt
District 8	Honorable Albus Brooks
District 9	Honorable Judy H. Montero
District 10	Honorable Jeanne Robb
District 11	Honorable Christopher Herndon
Council at-Large	Honorable Robin Kniech
Council at-Large	Honorable Deborah Ortega

Clerk and Recorder
Honorable Debra Johnson

THE PLAN
DENVER EMPLOYEES RETIREMENT PLAN
Steven E. Hutt
Executive Director
777 Pearl Street
Denver, CO 80203
Ph. 303.839.5419
Fax 303.839-9525
www.derp.org

June 1, 2012

Dear Members of the Denver Employees Retirement Plan:

We are pleased to present the Comprehensive Annual Financial Report (CAFR) of the Denver Employees Retirement Plan (the Plan) of the City and County of Denver (the City) for the fiscal year ended December 31, 2011.

Comprehensive Annual Financial Report This report is an overview intended to give the reader reliable and useful information which describes the financial position of the Plan and provides assurance that the Plan is in compliance with applicable legal provisions. The Plan's management is responsible for the accuracy of the data contained in this report, and we believe the information included presents fairly the net position of the Plan as of December 31, 2011, and the changes in net position for the year then ended.

Internal Control The Plan's management has designed and implemented internal and accounting controls to provide reasonable assurance of the accuracy and reliability of all the financial records and the safekeeping of the Plan assets. There are inherent limitations in the effectiveness of any system of internal controls. The cost of internal control should not exceed anticipated benefits; therefore the objective is to provide reasonable, rather than absolute, assurance that the financial statements are free of material misstatements.

Independent Audit The Revised Municipal Code of the City requires an annual audit of the trust fund, with the results being furnished to the Mayor, the City Council, and the Auditor of the City. The Retirement Board selected the accounting firm BKD, LLP to render an opinion as to the fairness of the Plan's 2011 financial statements. The audit was performed in accordance with auditing standards generally accepted in the United States of America and the standards for financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. The Independent Accountants' Report is included in the Financial Section of this report.

Management's Discussion and Analysis Generally accepted accounting principles (GAAP) require 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 complement MD&A and should be read in conjunction with it. The Plan's MD&A can be found immediately following the report of the independent accountants in the Financial Section of this report.

Plan Profile The Plan was established on January 1, 1963, as a defined benefit plan. Most employees of the City, certain employees of the Denver Health and Hospital Authority (DHHA), and all of the Plan staff are covered by the Plan. Excluded from membership are the uniformed employees of the City's police and fire departments and the Denver Water Board. All active Plan members are required to contribute to Social Security while employed. As of December 31, 2011, there were 8,149 active and 7,776 retired members of the Plan.

The Plan is governed by a five member Board, the members of which are appointed for staggered six-year terms by the Mayor of the City. Additionally, three members of the Advisory Committee are elected by the membership for staggered three-year terms and one member is appointed by the City's Career Service Board.

All Plan-related benefit and administrative provisions are detailed in Sections 18-401 through 18-430.7 of the Revised Municipal Code of the City. Any amendments to the Plan must be enacted into ordinance by the Denver City Council and approved by the Mayor of the City.

The Plan provides retirement benefit options based upon the member's date of hire. At the time of retirement, a member may elect to receive a reduced benefit in order to provide a lifetime benefit to a spouse or an eligible beneficiary upon the member's death. The Plan also provides disability and death benefits. With respect to other post-retirement benefits, the Plan offers retired members and their beneficiaries the option of purchasing health and dental insurance coverage. Based on a formula incorporating a member's years of service, the Plan pays a portion of the monthly insurance premium(s). A more detailed explanation of benefits is outlined in the Summary of Principal Plan Provisions in the Actuarial Section of this report. The Plan's Membership Services representatives provide ongoing pre-retirement counseling to the active members and assist retired members and their beneficiaries throughout the year.

Investment Performance The Plan follows a strategic asset allocation policy so that investments are diversified. The goal of the asset allocation is to provide the highest level of return at an acceptable level of risk. During 2011, volatility returned to global securities markets. Like most other institutional investors, the Plan's investment returns for the year were basically flat, in contrast to the double-digit positive returns achieved in 2009 and 2010, following the market crisis of 2008.

Funded Status The Plan's pension benefit fund ended the year with assets equaling 82% of liabilities on an actuarial basis, placing the fund at the upper end of funded status compared to our peer group of other public pension funds. The Retirement Board, the Executive Director, and the Plan staff remain committed to managing the Plan's assets and liabilities to maintain the long-term financial soundness of the Plan and to have the funds needed to pay every dollar of benefits promised to every current and future retiree. A history of the Plan's funded status through January 1, 2011 is presented in the required supplementary information in the Financial Section of this CAFR. Additional information is included in the Actuarial Section of the report.

Awards The Government Finance Officers Association of the United States and Canada (GFOA) awarded a Certificate of Achievement for Excellence in Financial Reporting to the Denver Employees Retirement Plan for its CAFR for the fiscal year ended December 31, 2010. The Certificate of Achievement is a prestigious national award recognizing excellence in the preparation of state and local government financial reports. To be awarded the Certificate of Achievement for Excellence in Financial Reporting, a government unit must publish an easily readable and efficiently organized report, the contents of which meet or exceed program standards. The report must satisfy both generally accepted accounting principles and applicable legal requirements. A Certificate of Achievement is valid for one year. The Plan has received a Certificate of Achievement for 22 years in a row. We believe this current report continues to meet the Certificate of Achievement program requirements and will submit it to the GFOA for consideration again this year.

Conclusion We would like to express our appreciation to the Plan staff who served the membership throughout 2011 and who prepared this report. We hope readers find this report easy to read and understand, and will recognize the contributions that the Retirement Board, Advisory Committee, and Plan staff make toward the continued successful operation of the Plan.

Sincerely,

Cheryl Cohen-Vader
Retirement Board Chairman

Steven E. Hutt
Executive Director

Retirement Board

Each member is appointed by the Mayor of Denver

Cheryl Cohen-Vader
Term expires January 1, 2014

John J. Hanley
Term expires January 1, 2017

Thomas J. Migaki
Term expires January 1, 2015

Eric S. Rothaus
Term expires January 1, 2016

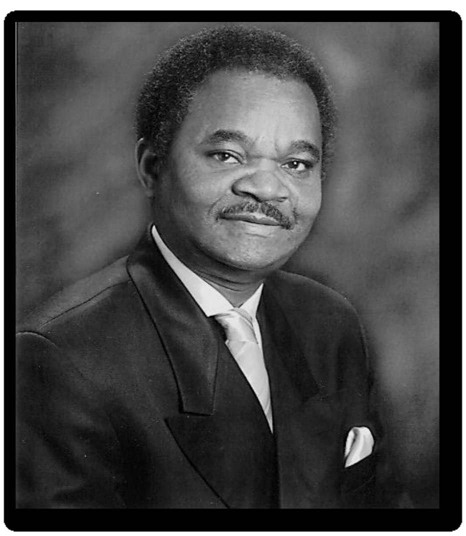
Robert F. Strenski
Term expires January 1, 2013

Advisory Committee

Three members are elected by the Plan membership and one member is appointed by the Denver Career Service Board

Michael F. Aleksick
Term expires May 31, 2012

Heather L. Britton
Term expires June, 2014 on the date of annual meeting



Adeniyi M. Kelani, Ph.D.
Term expires May 31, 2014

Erma D. Zamora
Term expires May 31, 2013

Professional Services

Actuary
- Gabriel Roeder Smith & Co.

Independent Accountant
- BKD, LLP

Custodian Bank
- Bank of New York Mellon Corporation

Investment Consulting
- Summit Strategies Group

Investment Managers

Domestic Equity Managers
- Bank of New York Mellon Corporation
- Cadence Capital Management
- Eagle Capital Management
- Franklin Global Advisors
- Neuberger Berman, LLC
- NorthPointe Capital
- Sit Investment Associates, Inc.

Real Estate Managers
- Contrarian Capital Management, LLC
- Fidelity Real Estate Group
- JP Morgan Asset Management
- Prudential Real Estate Investors
- UBS Global Asset Management
- Walton Street Capital

International Equity Managers
- Bank of New York Mellon Corporation
- Dimensional Fund Advisors
- LSV Asset Management
- Pyramis Global Advisors
- Templeton Investment Counsel, LLC

Alternative Investments Managers
- Adams Street Partners, LLC
- Hancock Timber Resource Group
- INVESCO Private Capital
- JP Morgan Asset Management
- TCW Energy Group
- Tortoise Capital Advisors

Domestic Fixed Income Managers
- Bank of New York Mellon Corporation
- Seix Investment Advisors, Inc.
- Smith Graham & Company

Absolute Return Funds
- Prisma Capital Partners

Investment commissions and fees can be found on pages 47-49 in the Investment Section.

Certificate of Achievement for Excellence in Financial Reporting

Presented to

Denver Employees Retirement Plan, Colorado

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

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.

GOVERNMENT FINANCE OFFICERS ASSOCIATION OF THE UNITED STATES AND CANADA CORPORATION SEAL CHICAGO

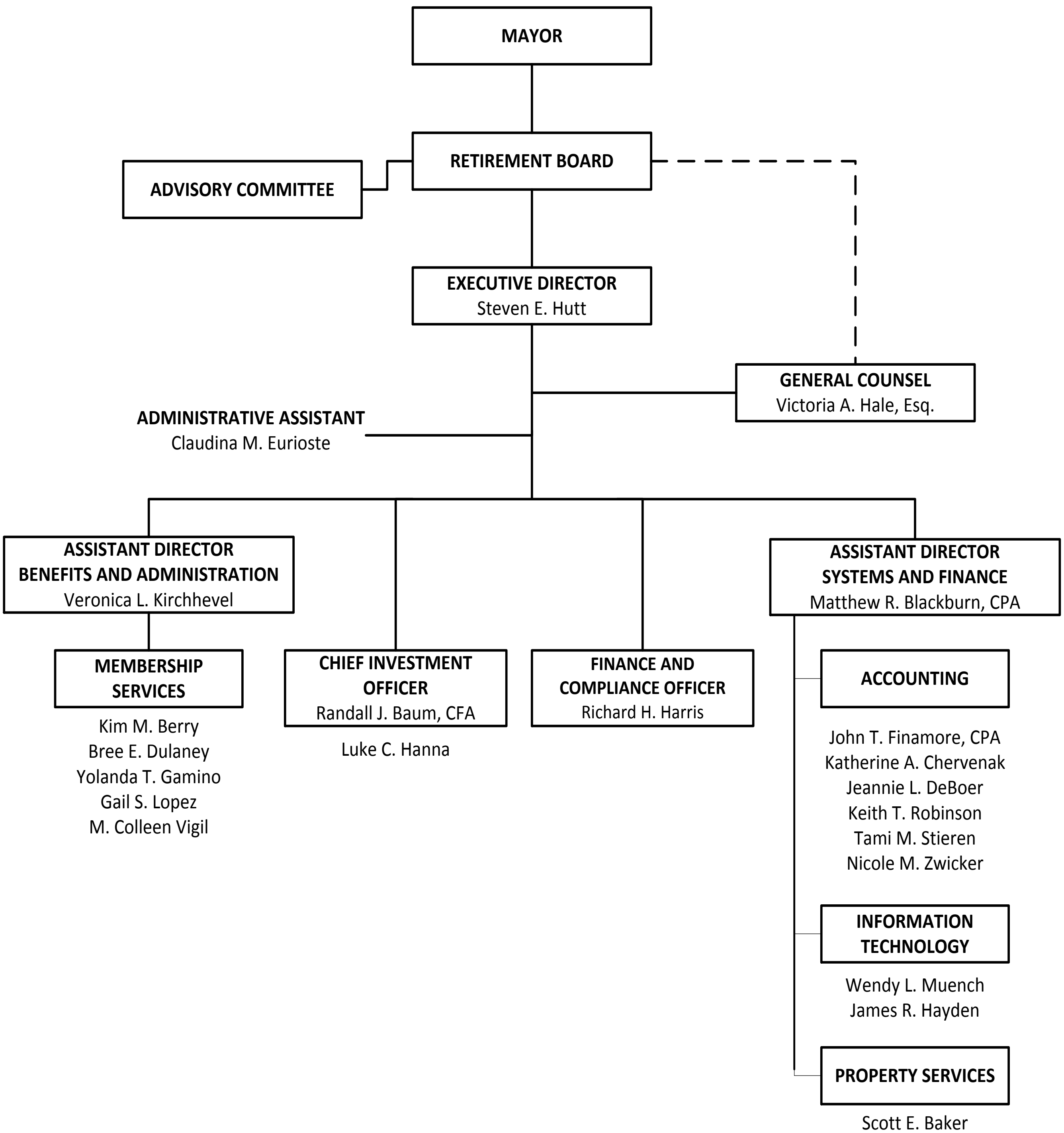
Linda C. Davidson

President

Jeffrey R. Esser

Executive Director

Organizational Structure



Financial Section

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BKD LLP
CPAs & Advisors

Wells Fargo Center
1700 Lincoln Street, Suite 1400
Denver, CO 80203-4514
303.861.4545 Fax 303.832.5705 www.bkd.com

Independent Accountants' Report on Financial Statements and Supplementary Information

To the Retirement Board of the Denver Employees Retirement Plan

We have audited the accompanying statement of plan net position of the Denver Employees Retirement Plan (the Plan), a component unit of the City and County of Denver, as of December 31, 2011, and the related statement of changes in plan net position for the year then ended, which collectively comprise the Plan's basic financial statements as listed in the table of contents. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit. The prior year summarized comparative information has been derived from the Plan's 2010 financial statements and, in our report dated May 17, 2011, we expressed an unqualified opinion on the net position of the Plan and the changes in its net position.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. 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 net position of the Plan as of December 31, 2011, and the changes in its net position for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis, schedule of funding progress and schedule of employer contributions listed in the table of contents be presented to supplement the basic financial statements. Such information, although not 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 financial statements that collectively comprise the Plan's basic financial statements. The introductory section, investment section, actuarial section, statistical section and supplementary information (schedule of administrative expenses and schedule of investment expenses) listed in the table of contents, are presented for purposes of additional analysis and are not a required part of the Plan's basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. 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 supplementary information is fairly stated in all material respects in relation to the basic financial statements as a whole. The introductory section, investment section, actuarial section and statistical section have not been subjected to the auditing procedures applied in the audit of the basic financial statements and, accordingly, we express no opinion on them.

BKD, LLP

May 15, 2012

Management's Discussion and Analysis

This is an analysis and overview of the financial activities of the Denver Employees Retirement Plan (the Plan) for the year ended December 31, 2011. For additional information, please refer to the basic financial statements, notes to the financial statements, required supplementary information, and supporting schedules.

Financial Highlights

As of December 31, 2011, $1,719,470,122 (net) was restricted for the payment of benefits and to meet the Plan's future obligations to its members and their beneficiaries.

For 2011, the Plan's total net position restricted for benefits decreased by $82,672,907, a 4.6% decrease from the amount of net position restricted for benefits reported at the end of 2010. The net decrease for 2011 is primarily the result of a net outflow of funds to pay benefits to retired members and unfavorable financial markets for the year that contributed to a net investment loss of $(2,438,812).

Additions to the Plan's net position included contributions of $43,046,572 from the City and County of Denver (the City) and $6,858,812 from the Denver Health and Hospital Authority (DHHA). Active members of the Plan contributed $28,440,129. The Plan had net securities lending transaction income of $418,835.

Deductions from the Plan's net position during 2011 totaled $158,579,608. This amount is 4.0% higher than the total 2010 deductions. Increasing retired member benefits, due to an increase in the retired member population and marginally higher operating costs are responsible for the higher deduction amount.

The Plan's funding objective is to meet its long-term benefit obligations through employer and employee contributions and investment returns. As of January 1, 2011, the date of the last actuarial valuation, the funded ratio for the pension and health benefits was 85.0% and 61.2%, respectively.

Overview of the Financial Statements

The following discussion and analysis is intended to serve as an introduction to the Plan's financial statements which follow. The financial statements include:

- Statement of Plan Net Position
- Statement of Changes in Plan Net Position
- Notes to Financial Statements
- Required Supplementary Information

The Statement of Plan Net Position presents the Plan's assets, liabilities and net position as of December 31, 2011, with summarized comparative totals for 2010. This statement reflects the Plan's net position available for benefits in each the retirement and the health benefits' funds as of December 31, 2011, and in the aggregate as of December 31, 2010.

The Statement of Changes in Plan Net Position shows the additions to and deductions from the Plan's net position during 2011, with summarized comparative totals for 2010.

The Governmental Accounting Standards Board (GASB) promulgates the requirements for financial statement presentation and certain disclosures for state and local governmental entities. The financial statements, notes to financial statements, and required supplementary information presented in this report were prepared in compliance with applicable GASB pronouncements.

Management's Discussion and Analysis

The financial statements provide a snapshot of the Plan's assets and liabilities as of December 31 and the financial activities which occurred during the year. The financial statements were prepared using the economic resources measurement focus and the accrual basis of accounting. Investment activities have been reported based on trade dates and were valued pursuant to independent outside sources. All capital assets, exclusive of land and construction in progress, are depreciated over their useful lives. Refer to the financial statements and notes to the financial statements for additional information.

Notes to the Financial Statements provide additional information which is essential for a full understanding of the basic financial statements.

Required Supplementary Information provides additional information and details about the Plan's progress in funding its future obligations and the history of employer and employee contributions.

Financial Analysis

There are several ways to measure the Plan's financial status. One means is to determine the Plan's net position available to pay benefits. This is the difference between total assets and total liabilities. Another way is to refer to the funded ratio which takes into account the actuarial assets and actuarial liabilities of the Plan. As of January 1, 2011, the date of the last actuarial valuation, the pension benefits fund had a funded ratio of 85.0%, or for every dollar of pension benefits due participants, the Plan had approximately $0.85 in actuarial assets available for payment. The health benefits account had a funded ratio of 61.2%, meaning the Plan had approximately $0.61 in actuarial assets available for payment for every dollar of health benefits due.

On December 31, 2011, the Plan's net position totaled $1,719,470,122. Of this amount, $101,400,591 represented funds reserved in the Deferred Retirement Option Plan (DROP) and the Amended Deferred Retirement Option Plan (DROP II) accounts.

The Plan's Board has an investment allocation strategy in place and, with the help of an outside consultant, continually monitors the Plan's investments. The Plan's total assets decreased in 2011 due to relatively flat market conditions impacting investments and not keeping pace with costs. As of December 31, the Plan's net position was:

	2011	2010	Amount of Change	Percentage Change
Assets				
Cash, short-term investments, and receivables and prepaid items	$ 49,949,998	$ 44,797,778	$ 5,152,220	11.5%
Securities lending collateral	182,585,165	145,903,959	36,681,206	25.1%
Investments, at fair value	1,668,301,089	1,761,186,121	(92,885,032)	-5.3%
Capital assets, net	6,035,248	3,971,522	2,063,726	52.0%
Total assets	1,906,871,500	1,955,859,380	(48,987,880)	-2.5%
Liabilities				
Accounts payable and unsettled securities purchased	4,816,213	2,135,863	2,680,350	125.5%
Securities lending obligations	182,585,165	151,580,488	31,004,677	20.5%
Total liablilities	187,401,378	153,716,351	33,685,027	21.9%
Plan net position	$ 1,719,470,122	$ 1,802,143,029	$ (82,672,907)	-4.6%

Management's Discussion and Analysis

Reserves

The Plan has established a reserve account for accumulated DROP benefits of $101,400,591 as of December 31, 2011. These funds are restricted for individuals who elected to participate in one of the DROP programs. Upon retirement, the member could elect to receive distributions or keep the accumulated monies with the Plan. The remaining Plan net position is available to pay retirement and health benefits.

Plan Activities

As a result of unfavorable market conditions, net investment activity ended the year with a loss. Contributions were higher due mostly to an increase in the contribution rates for employers and employees. Net additions were lower than Plan deductions, resulting in an overall 4.6% decrease in Plan net position for the year. Benefit payments increased due for the most part to a larger retiree population. For the years ended December 31, the Plan's activities were:

	2011	2010	Amount of Change	Percentage Change
Additions				
Contributions	$ 78,345,513	$ 68,243,323	$ 10,102,190	14.8%
Net investment earnings	(2,438,812)	227,280,539	(229,719,351)	-101.1%
Total additions, net	75,906,701	295,523,862	(219,617,161)	-74.3%
Deductions				
Benefits	155,570,309	149,796,457	5,773,852	3.9%
Administrative expenses	3,009,299	2,671,039	338,260	12.7%
Total deductions	158,579,608	152,467,496	6,112,112	4.0%
Change in net position	(82,672,907)	143,056,366	(225,729,273)	-157.8%
Beginning of year net position	1,802,143,029	1,659,086,663	143,056,366	8.6%
End of year net position	$ 1,719,470,122	$ 1,802,143,029	$ (82,672,907)	-4.6%

Additions to Plan Net Position

The monies needed to pay benefits are accumulated from the contributions made from employers and employees, and income generated from the Plan's investments. Income or losses on investments are reported net of investment management expenses. Employer contributions for 2011 totaled $49,905,384, which is 10.5% higher than the amounts contributed in 2010, due primarily to an increase in the contribution rate in January, 2011. During 2011, employees contributed a total of $28,440,129, which is an increase of 23.2% over the 2010 amount due to increases in the contribution rate and service buybacks. The Plan's net investment return was approximately -0.4% in 2011 compared to 14.4% in 2010.

	2011	2010	Amount of Change	Percentage Change
Employer contributions	$ 49,905,384	$ 45,153,061	$ 4,752,323	10.5%
Employee contributions	28,440,129	23,090,262	5,349,867	23.2%
Net appreciation (depreciation) in fair value of investments	(39,700,198)	191,970,947	(231,671,145)	-120.7%
Interest, dividends, real estate/alternative investments, and absolute return income	45,414,800	42,124,054	3,290,746	7.8%
Securities lending transactions income, net	418,835	453,866	(35,031)	-7.7%
Investment expenses	(8,572,249)	(7,268,328)	(1,303,921)	17.9%
Total additions, net	$ 75,906,701	$ 295,523,862	$ (219,617,161)	-74.3%

Management's Discussion and Analysis

Deductions from Plan Net Position

The Plan provides a lifetime pension benefit to its retired members, as well as survivor, disability, and retiree health, dental and vision benefits. Annual expenses of the Plan include retirement benefits, DROP distributions, refunds of employee contributions and administrative expenses. For the year ended December 31, 2011, deductions totaled $158,579,608, an increase of 4.0% over the amount of 2010 total deductions. The increase is attributed to higher benefit payments resulting from an increasing retired member population and relatively higher benefits per retiree. Refunds of contributions to non-vested members were also higher. Administrative expenses were higher than those of the previous year due to an increase in depreciation expense and operating costs associated with the Plan's new computer system for administering benefits and higher personnel costs.

	2011	2010	Amount of Change	Percentage Change
Benefits	$ 154,580,085	$ 149,100,328	$ 5,479,757	3.7%
Employee refunds	990,224	696,129	294,095	42.2%
Administrative expenses	3,009,299	2,671,039	338,260	12.7%
Total deductions	$ 158,579,608	$ 152,467,496	$ 6,112,112	4.0%

Capital Assets

Capital assets, net of accumulated depreciation, had a net increase of $2,063,726 for the year ended December 31, 2011, which is comprised primarily of additions related to the replacement of a computer system for benefits' administration, net of depreciation expense of $198,995. See Note 10 *Capital Assets* for additional information.

Requests for Information

This management's discussion and analysis is intended to provide the Plan's Board, participating employers and the membership with an overview of the Plan's financial position as of December 31, 2011, and a summary of the Plan's activities for the year then ended.

Questions about any of the information presented or requests for additional information should be directed to:

Denver Employees Retirement Plan
777 Pearl Street
Denver, CO 80203
Phone: 303-839-5419
Fax: 303-839-9525
Website: www.derp.org
Email: mbrsvs@derp.org

Statement of Plan Net Position

December 31, 2011

(with Summarized Comparative Totals for December 31, 2010)

	Pension Benefits	Health Benefits	December 31, 2011	December 31, 2010
Assets				
Cash and short-term investments	$ 44,517,068	$ 1,898,022	$ 46,415,090	$ 40,188,022
Securities lending collateral	175,118,832	7,466,333	182,585,165	145,903,959
Receivables				
Unsettled securities sold	258,976	11,042	270,018	451,763
Interest and dividends	3,131,381	133,509	3,264,890	2,489,993
Total receivables	3,390,357	144,551	3,534,908	2,941,756
Investments, at fair value				
U.S. Government obligations	74,067,868	3,157,943	77,225,811	209,642,614
Domestic corporate bonds and other fixed income	218,897,583	9,332,876	228,230,459	221,461,958
Domestic stocks	475,304,711	20,265,002	495,569,713	604,920,362
International stocks	403,843,541	17,218,197	421,061,738	400,486,572
Real estate	137,109,585	5,845,779	142,955,364	123,767,651
Alternative investments	211,995,599	9,038,604	221,034,203	170,639,659
Absolute return	78,861,478	3,362,323	82,223,801	30,267,305
Total investments	1,600,080,365	68,220,724	1,668,301,089	1,761,186,121
Prepaid Items	-	-	-	1,668,000
Capital assets				
Land	412,455	17,586	430,041	430,041
Building and equipment, net of accumulated depreciation	5,375,998	229,209	5,605,207	480,168
Construction in progress	-	-	-	3,061,313
Total assets	1,828,895,075	77,976,425	1,906,871,500	1,955,859,380
Liabilities				
Unsettled securities purchased	2,537,901	108,205	2,646,106	582,630
Securities lending obligations	175,118,832	7,466,333	182,585,165	151,580,488
Accounts payable	2,081,366	88,741	2,170,107	1,553,233
Total liabilities	179,738,099	7,663,279	187,401,378	153,716,351
Net position restricted for benefits	$ 1,649,156,976	$ 70,313,146	$ 1,719,470,122	$ 1,802,143,029
Net position restricted for pension and health benefits	$ 1,547,756,385	$ 70,313,146	$ 1,618,069,531	$ 1,703,258,647
Net position restricted for DROP and DROP II benefits	101,400,591	-	101,400,591	98,884,382
Net position restricted for benefits	$ 1,649,156,976	$ 70,313,146	$ 1,719,470,122	$ 1,802,143,029

See Notes to Financial Statements

Statement of Changes in Plan Net Position
Year Ended December 31, 2011
(with Summarized Comparative Totals for the Year Ended December 31, 2010)

	Pension Benefits	Health Benefits	Year ended December 31, 2011	Year ended December 31, 2010
Additions				
Contributions				
City and County of Denver, Colorado	$ 39,422,051	$ 3,624,521	$ 43,046,572	$ 38,427,461
Denver Health and Hospital Authority	6,281,300	577,512	6,858,812	6,725,600
Plan members	26,110,772	2,329,357	28,440,129	23,090,262
Total contributions	71,814,123	6,531,390	78,345,513	68,243,323
Investment earnings				
Net appreciation (depreciation) in fair value of investments	(38,101,549)	(1,598,649)	(39,700,198)	191,970,947
Interest	17,228,586	750,638	17,979,224	19,263,716
Dividends	16,812,648	732,065	17,544,713	13,907,071
Real estate/alternative investments, and absolute return income	9,478,343	412,520	9,890,863	8,953,267
	5,418,028	296,574	5,714,602	234,095,001
Investment expenses	(8,216,496)	(355,753)	(8,572,249)	(7,268,328)
	(2,798,468)	(59,179)	(2,857,647)	226,826,673
Securities lending transactions income	403,542	16,514	420,056	659,609
Securities lending transactions expenses				
Borrower rebates	132,702	5,691	138,393	(54,466)
Agent fees	(133,796)	(5,818)	(139,614)	(151,277)
	402,448	16,387	418,835	453,866
Net investment earnings	(2,396,020)	(42,792)	(2,438,812)	227,280,539
Total additions, net	69,418,103	6,488,598	75,906,701	295,523,862
Deductions				
Retired member benefits	136,756,136	12,471,835	149,227,971	141,787,431
DROP and DROP II benefits paid	5,352,114	-	5,352,114	7,312,897
Refunds of contributions	948,969	41,255	990,224	696,129
Administrative expenses	2,883,909	125,390	3,009,299	2,671,039
Total deductions	145,941,128	12,638,480	158,579,608	152,467,496
Change in net position	(76,523,025)	(6,149,882)	(82,672,907)	143,056,366
Net position held in trust for benefits				
Beginning of year	1,725,680,001	76,463,028	1,802,143,029	1,659,086,663
End of year	$ 1,649,156,976	$ 70,313,146	$ 1,719,470,122	$ 1,802,143,029

See Notes to Financial Statements

Notes to Financial Statements

Note 1 PLAN DESCRIPTION

The Denver Employees Retirement Plan (the Plan) administers a cost-sharing multiple-employer defined benefit plan providing pension and post employment health benefits to eligible members. The Plan was established in 1963 by the City and County of Denver, Colorado. During 1996, the Denver Health and Hospital Authority (DHHA) was created and joined the Plan as a contractual entity. In 2001, the Plan became closed to new entrants from DHHA. All risks and costs are shared by the City and County of Denver (the City) and DHHA. There is a single actuarial evaluation performed annually that covers both the pension and post employment health benefits. All assets of the Plan are funds held in trust by the Plan for its members for the exclusive purpose of paying pension and post employment health benefits.

Substantially all of the general employees of the City, certain employees of DHHA, and all employees of the Plan are covered under the Plan. The classified service employees of the Denver Police and Denver Fire Departments, and the employees of the Denver Water Board are covered by separate retirement systems. At December 31, 2011, the Plan membership consisted of the following:

	Pension Benefits	Health Benefits
Retirees and beneficiaries currently receiving benefits	7,776	5,555
Retirees and beneficiaries entitled to health benefits but not receiving any	-	2,221
Terminated employees entitled to benefts but not yet receiving them	3,609	3,609
Current employees:		
Vested	5,958	5,958
Non-vested	2,191	2,191
Total	19,534	19,534

The following brief description of the Plan is provided for general information purposes only. Sections 18-401 through 18-430.7 of the City's Revised Municipal Code should be referred to for complete details of the Plan.

The Plan provides retirement, death and disability benefits for its members and their beneficiaries. Members who were hired before July 1, 2011, and retire at or after age 65 (or at age 55 if the sum of their age and credited service is at least 75) are entitled to an annual retirement benefit, in an amount equal to 2.0% of their final average salary for each year of credited service, payable monthly for life. Effective for employees hired after September 1, 2004, the formula multiplier was reduced to 1.5%. Final average salary is based on the member's highest salary during a 36 consecutive month period of credited service. Members with 5 years of credited service may retire at or after age 55 and receive a reduced retirement benefit.

For members who were hired after July 1, 2011, they must be age 60 and have combined credited service of at least 85 in order to receive a normal retirement prior to age 65. Final average salary is based on the member's highest salary during a 60 consecutive month period of credited service. Five year vesting is required of all employees in order to qualify for a benefit, regardless of their age at the time of termination of employment.

Annual cost of living adjustments are granted on an ad hoc basis. The estimated cost of benefit and contribution provisions is determined annually by an independent actuary, recommended by the Plan's Board and enacted into ordinance by the Denver City Council.

Notes to Financial Statements

The health benefits account was established by City Ordinance in 1991 to provide, beginning January 1, 1992, post-employment health care benefits in the form of a premium reduction to retired members, their spouses and dependents, spouses and dependents of deceased active and retired members, and members of the Plan awaiting approval of retirement applications. During 2011, the monthly health insurance premium reduction was $12.50 per year of service for retired participants not yet eligible for Medicare, and $6.25 per year of service for retirees eligible for Medicare. The health insurance premium reduction can be applied to the payment of medical, dental, and/or vision insurance premiums. The benefit recipient pays any remaining portion of the premiums.

Note 2 Summary of Significant Accounting Policies

Reporting Entity

The Plan has separate legal standing and is fiscally independent of the City. However, based upon the criterion of financial accountability as defined by Governmental Accounting Standards Board (GASB) Statement No. 14, *The Financial Reporting Entity,* as amended, the Plan is reported as a component unit of the City's financial reporting entity.

Basis of Accounting and Presentation

The accompanying financial statements are prepared in accordance with accounting principles generally accepted in the United States of America. The Plan is accounted for using the economic resources measurement focus and the accrual basis of accounting. Employer/employee contributions and investment earnings are recognized in the period in which they are due and earned, respectively. Expenses are recognized when incurred. Benefits and refunds are recognized when due and payable in accordance with the terms of the Plan.

Plan Expenses

The Plan's Board acts as the trustee of the Plan's assets. The operating and other administrative expenses incurred by the Board, or its employees, in the performance of its duties as the Plan's trustee are paid from the assets of the Plan accumulated from contributions and investment earnings. Such expenses totaled $3,009,299 in 2011, and are reported as administrative expenses in the accompanying statement of changes in plan net position.

Investments

The Plan's investments are reported at fair value. The fair value of domestic stocks is based on prices reported by national exchanges. The fair value of international stocks and fixed income securities are based on prices obtained from an approved independent pricing service. Fair values of real estate and alternative investments are determined by independent periodic appraisals of properties owned in the various investment funds. The absolute return fund of funds investment fair value is based upon net asset values provided by the fund's third-party administrator. Short-term investments, with the exception of international funds, are recorded at amortized cost which approximates fair value. Investment earnings are recognized as earned. Gains and losses on sales and exchanges of securities are recognized on the trade date.

For 2011, the Plan realized net gain on the disposition of investments of $139,134,517. The calculation of realized gains and losses is independent of the calculation of the net appreciation in the fair value of the Plan's investments and is determined using the weighted average cost method. Unrealized gains and losses on investments held for more than one year and sold in the current year were included in the net appreciation in the fair value of investments reported for 2011.

Notes to Financial Statements

Investments of the Plan shall be in accordance with all applicable laws of the State of Colorado and the City, specifically:

- Investments shall be solely in the interest of the participants and their beneficiaries and for the exclusive purpose of providing benefits to the participants and their beneficiaries.
- Investments shall be made with the care, skill, prudence and diligence under the circumstances then prevailing that a prudent investor acting in a like capacity and familiar with these matters would use in the conduct of an enterprise of a like character and with like aims.
- Investments shall be diversified so as to minimize the risk of loss and to maximize the rate of return, unless under the circumstances it is clearly prudent not to do so.

Capital Assets

Capital assets, which include land, building, furniture, equipment, and construction in progress, are recorded at historical cost. The Plan's capitalization threshold for capital assets is $500 of cost and a useful life in excess of one year. The costs of routine maintenance and repairs that do not add to the value of capital assets or materially extend assets' lives are not capitalized. Depreciation on capital assets, excluding land and construction in progress, is calculated using the straight-line method over the following estimated useful lives:

Building	30 years
General office equipment and furniture	10 years
Internally generated computer software	15 years
Computer equipment	5 years

Prepaid Items

Certain payments to vendors for health insurance reflect costs associated to future accounting periods and are recorded as prepaid items.

Income Taxes

The Plan's current determination letter issued by the Internal Revenue Service, dated January 5, 2011, qualifies the Plan as a tax-exempt entity pursuant to Section 401(a) of the Internal Revenue Code. Earnings on the trust funds are exempt from federal income tax under Section 501(a) of the Internal Revenue Code. Although the Plan has been subsequently amended, the Board and management are of the opinion that the Plan, as amended, meets the IRS requirements and therefore continues to be tax exempt.

Estimates Made by Management

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to make certain estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Prior-Year Summarized Totals

The basic financial statements include certain prior year summarized comparative information in total, but do not present detail for the pension or health benefits' accounts. Such information does not include sufficient detail to constitute a presentation in conformity with accounting principles generally accepted in the United States of America. Accordingly, such information should be read in conjunction with the Plan's audited financial statements for the year ended December 31, 2010, from which the summarized information was derived.

Notes to Financial Statements

Current Economic Conditions

The current economic environment continues to present public employee benefit plans such as the Plan with challenges which have resulted in substantial volatility in the fair value of investments. The accompanying financial statements have been prepared using values and information available to the Plan as of the date of the financial statements. Due to the volatility of economic conditions, the values of assets recorded in the financial statements could change materially in the future.

Note 3 Implementation of New Accounting Principle

In 2011, the Plan implemented the provisions of GASB Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position*, which provides financial reporting guidance for deferred outflows and inflows of resources. The Plan did not have any deferred outflows or inflows of resources as of December 31, 2011. Consequently, there was no effect on net position restricted for benefits as of January 1, 2011, or 2010, or on the net increase in net position restricted for benefits for the years ended December 31, 2011 and 2010.

Note 4 Contributions

The Plan's funding policy provides for annual contributions at rates determined by an independent actuary recommended by the Plan's Board and enacted by City ordinance which, when expressed as a percentage of annual covered payroll, are sufficient to accumulate assets to pay benefits when due. During 2011, the actuarially determined contribution rates, expressed as a percentage of annual covered payroll, for the pension and health benefits were 15.12% and 1.39%, respectively, for a combined total of 16.51%. The City enacted Ordinance No. 341 in 2011 to re-set the combined total contribution rate to 16.50% effective January, 2012. In 2011, employers contributed a total of 9.50% of covered payroll and employees made a pre-tax contribution of 5.50% in accordance with Section 18-407 of the City's Revised Municipal Code. The employees' contribution was handled as a payroll deduction and was forwarded to the Plan with the employers' contribution. During 2011, the employers contributed $45,703,351 for pension benefits and $4,202,033 for health benefits while the employees contributed a total of $26,110,772 for pension benefits and $2,329,357 for health benefits.

An actuarial valuation is performed annually by an independent actuarial consultant to determine that contributions are sufficient to provide funds for future benefits and to evaluate the funded status of the Plan. For 2011, in accordance with the January 1, 2011, actuarially determined contribution requirements, the total required contribution was $85,437,266 ($50,135,876 of normal cost and $28,110,519 amortization of the unfunded actuarial accrued liability for pension benefits; $2,638,730 of normal cost and $4,552,141 amortization of the unfunded actuarial accrued liability for health benefits) based on a rate of 16.51% of projected payroll. The actual contribution was $77,569,952 using a rate of 15.00% of covered payroll, which when combined with the members' repayments of $775,561, discussed below, resulted in total contributions of $78,345,513. In accordance with a separate agreement between DHHA and the Plan, DHHA was to make a supplemental contribution in the amount of $1,968,574, which is included in the total contributions amount.

During 2011, employee contributions totaled $28,440,129 and were allocated to pension and health benefits in the same manner as the employers' contributions. Regular employee contributions were not required or allowed between January 1, 1979, and September 30, 2003. City ordinance currently allows members to repay refunded contributions plus interest to reinstate service credits for periods prior to January 1, 1979. Any employee who made contributions after September 30, 2003, and was not vested upon leaving covered service could request a refund of those contributions. Eligible active members may also purchase permissive service credits in accordance with the Internal Revenue Code, which includes a maximum of five years of nonqualified service credits. Members paid $775,561 under these provisions during 2011.

Notes to Financial Statements

Note 5 Deferred Retirement Option Plan (DROP)

Between January 1, 2001, and April 30, 2003, active members of the Plan who were eligible for a normal or rule-of-75 retirement could choose to enter the Deferred Retirement Option Plan (DROP) for a maximum of four years. After April 30, 2003, no active member with an actual and effective date of retirement after May 1, 2003, could enter or participate in DROP. Under DROP, the member's monthly retirement benefit was calculated as of the date of DROP entry. While participating in DROP, the member continued to work for the employer, earning a regular salary. The monthly retirement benefits were deposited into a DROP account maintained by the Plan. The balance in each member's DROP account earns interest at a rate equal to the actuarial assumed rate of return, currently 8% per annum. Sections 18-422 through 18-429 of the City's Revised Municipal Code should be referred to for more complete information on DROP. Upon retirement, members have access to the funds accumulated during their participation in DROP. As of December 31, 2011, there were no remaining DROP participants. During 2011, a total of $7,621,425 in interest was credited to members' DROP accounts. During 2011, a total of $4,962,591 was distributed from the DROP accounts to members who had retired and exited DROP. As of December 31, 2011, the reserve for DROP payments was $97,144,856.

Note 6 Amended Deferred Retirement Option Plan (DROP II)

Between May 1, 2003, and August 31, 2003, active members of the Plan who were eligible for a normal or rule-of-75 retirement could choose to enter the Amended Deferred Retirement Option Plan (DROP II) for a maximum of five years. While participating in DROP II, the member continued to work for the employer, earning a regular salary. The member's monthly retirement benefits were deposited into a DROP II account maintained by the Plan. The balance in each member's DROP II account earns interest equal to the Plan's investment earnings rate provided it is not less than 3% per annum and not more than the Plan's annual actuarial assumed rate of return, currently 8% per annum. Sections 18-430 through 18-430.7 of the City's Revised Municipal Code should be referred to for more complete information on DROP II. Upon exiting DROP II, members have access to the funds accumulated during their participation in DROP II. As of December 31, 2011, there were no remaining DROP II participants. A total of $246,898 in interest was credited to members' DROP II accounts during 2011. Also during 2011, a total of $389,523 was distributed to members who had exited DROP II. As of December 31, 2011, the reserve for DROP II payments was $4,255,735.

Note 7 Funded Status and Funding Progress

The funded status of the Plan as of January 1, 2011, was as follows:

	Pension Benefits	Health Benefits
Actuarial accrued liability (AAL)	$2,284,756,118	$143,112,474
Actuarial value of Plan assets	1,942,871,295	87,609,491
Unfunded AAL	341,884,823	55,502,983
Funded ratio (actuarial value of Plan assets/AAL)	85.0%	61.2%
Covered payroll (active Plan members)	$517,398,105	$517,398,105
Unfunded AAL as a percentage of covered payroll	66.1%	10.7%

The actuarial valuation of the Plan's pension and health benefits involve estimates of the value of reported amounts and assumptions about the probability of certain events well into the future. Actuarially determined amounts are subject to revision as actual results are compared with past expectations and new estimates are made about the future. The schedule of funding progress, presented as required supplementary information immediately following the notes to the financial statements, presents multi-year trend information showing whether the actuarial value of the Plan's assets is increasing or decreasing over time.

Notes to Financial Statements

The value of projected benefits for financial reporting purposes are based upon the substantive plan in effect at the time of each actuarial valuation, and the pattern of sharing costs between the employers and plan members to that point. Consistent with the long-term perspective of the actuarial calculations, the actuarial methods and assumptions used include techniques intended to reduce short-term volatility in the actuarial accrued liabilities and the actuarial value of assets.

For the January 1, 2011, actuarial valuation, the projected unit credit valuation method was used. The Actuarial Value of Assets recognizes 20% of the difference between the projected actuarial value and the market value at the valuation date. This method has the effect of smoothing volatility in investment returns. The actuarial assumptions included an 8.0% investment rate of return (net of administrative expenses), projected salary increases of 3.0% – 6.3%, including inflation of 3.0%, and no cost of living increases. Healthcare cost trend rate is not applicable for health benefits as the benefit is based upon the member's age and years of service. The amortization period at December 31, 2011, was 30 years using a level dollar, open basis, amortization method.

Note 8 Deposits and Investments

It is the objective of the Plan in managing the trust as a whole to provide a net realized real rate of return meeting or exceeding the actuarial assumption of 8.0% annualized, over a full market/economic cycle of three to seven years. The relative investment objective of the Plan is to exceed the rate of return that would have been achieved by a statically allocated and passively managed portfolio, at the same risk, in accordance with a long-term asset allocation strategy of the following approximate percentages: equity 55.5%, fixed income 23.5%, real estate 8%, alternative investments 8%, and absolute return 5%. At December 31, 2011, the Plan's deposit and investment balances were as follows:

	Fair Value
U.S. Treasury securities	$ 69,850,972
U.S. agency securities	7,374,839
Corporate and mortgage bonds	228,230,459
Domestic stocks	495,569,713
International stocks	421,061,738
Real estate	142,955,364
Alternative Investments	221,034,203
Absolute return	82,223,801
Cash and short-term investments	46,415,090
Total	$ 1,714,716,179

A portion of the Plan's assets are exposed to risks, including credit risk, concentration of credit risk, interest rate risk and foreign currency risk, that have the potential to result in losses.

Credit Risk

To mitigate the risk that issuers or other counterparties to an investment will not fulfill their obligations, the Plan's investment policy specifically states that the fixed income investment managers, excluding the Plan's high yield manager, invest only in securities that are rated at BBB- or higher by one of the three established rating agencies. The Plan's high yield investment manager is permitted to invest in securities rated CCC- or above. The high yield manager is also permitted to invest 5% of its portfolio temporarily in bonds rated below CCC-. Securities implicitly guaranteed by the U.S. Government are included.

Notes to Financial Statements

The following table provides information regarding Standard & Poor's (S&P) and Moody's credit ratings associated with the Plan's investment in debt securities as of December 31, 2011:

S&P	Moody's	Asset Backed	Corporate Bonds	Government Bonds	Mortgage Bonds	Total
AAA	Aaa	$ 365,268	$ 24,542,576	$ -	$ 33,137,098	$ 58,044,942
AAA	NR	-	-	-	952,258	952,258
AA+ to AA-	Aa3 to A1	15,946	2,150,643	62,186,023	3,660,856	68,013,468
A+ to A-	A1 to Baa2	34,395	6,353,681	-	4,658,506	11,046,582
BBB+ to BBB-	A3 to Baa3	29,101	15,167,188	-	3,941,478	19,137,767
BB+ to BB-	Ba3 to B1	-	26,525,518	-	-	26,525,518
B+ to B-	B1 to Caa1	-	38,284,898	-	-	38,284,898
CCC+ to CCC	B3 to Caa2	103,826	3,442,376	-	-	3,546,202
NR	Aaa to Baa2	441,298	1,405,803	-	392,828	2,239,929
NR	NR	-	438,895	-	-	438,895
		$ 989,834	$ 118,311,578	$ 62,186,023	$ 46,743,024	$ 228,230,459

NR - no rating available.

Concentration of Credit Risk

The Plan's investment policy mandates that no managed account may invest more than 5% of managed assets in the securities of a single issuer. As of December 31, 2011, the Plan was in compliance with this policy.

Custodial Credit Risk

In the event of a failure of a financial institution or counterparty, custodial credit risk is the risk that the Plan would not be able to recover its deposits, investments or collateral securities in the possession of an outside party. The Plan has no formal policy for custodial credit risk for deposits and investments. At December 31, 2011, the Plan did not have any deposits, investments or collateral securities subject to custodial credit risk.

Interest Rate Risk

Interest rate risk is the risk that changes in financial market rates of interest will adversely affect the value of an investment. As a means of limiting the Plan's exposure to fair value losses due to rising interest rates, the Plan's Investment Manual provides for the use of duration as the primary measure of interest rate risk within some of the fixed income investments: intermediate – 2.8 to 7.4 years, and high yield – between (+) or (-) 10% of the duration of the Merrill Lynch High Yield Cash Pay Index. The Plan manages interest rate risk through the constraints on duration specified in each manager's investment guidelines included in the Investment Manual. At December 31, 2011, the Plan's fixed income investments had the following maturities by investment type:

Investment Type	Fair Value	Less than 1 Year	1-5 Years	6-10 Years	More than 10 Years
U.S. Treasury securities	$ 69,850,972	$ 63,246	$ 31,499,317	$ 23,891,747	$ 14,396,662
U.S. agency securities	7,374,839	9,918	3,729,944	2,427,121	1,207,856
Asset backed	989,834	449	734,085	109,924	145,376
Corporate bonds	118,311,578	633,000	44,070,586	60,472,852	13,135,140
Government bonds	62,186,023	3,123,351	22,537,121	28,017,347	8,508,204
Mortgage backed	46,743,024	460,698	23,236,326	15,323,982	7,722,018
Total	$ 305,456,270	$ 4,290,662	$ 125,807,379	$ 130,242,973	$ 45,115,256

Notes to Financial Statements

Note 8 DEPOSITS AND INVESTMENTS (continued)

Foreign Currency Risk

Foreign currency risk is the risk that changes in exchange rates will adversely affect the fair value of an investment or deposit. The Plan's investment policy allows 18% to 26% of total investments to be invested in international equities. The following positions represent the Plan's exposure to foreign currency risk as of December 31, 2011:

Foreign Currency	U.S. Dollars
Euro	$ 94,269,514
British Pound Sterling	69,723,444
Japanese Yen	68,892,927
Swiss Franc	23,872,638
Chinese Yuan	19,551,057
Australian Dollar	19,107,225
Brazilian Real	16,528,414
South Korea Won	14,527,773
Canadian Dollar	11,783,587
Taiwan Dollar	11,393,611
Hong Kong Dollar	10,101,532
Indian Rupee	8,052,663
Swedish Krona	7,862,641
South Africa Rand	7,360,127
Singapore Dollar	7,019,589
Norwegian Krone	5,758,759
Mexican Peso	3,949,139
Russia Ruble	2,382,535
Thai Baht	2,300,612
New Israeli Shekel	2,168,330
Danish Krone	1,927,609
Polish Zloty	1,622,344
Czech Koruna	1,292,376
Malaysia Ringgit	1,265,082
Chilean Peso	1,200,718
Indonesian Rupiah	1,182,386
Bermuda Dollar	871,372
Hungarian Forint	834,087
Philippine Peso	788,258
New Zealand Dollar	753,295
Columbian Peso	559,113
Egyptian Pound	357,466
Pakistani Rupee	229,145
Cayman Islands Dollar	9,369
Total	$419,498,737

Notes to Financial Statements

Note 9 Securities Lending Transactions

Board policy permits the Plan to participate in a securities lending program to augment income. The program is administered by the Plan's custodial agent bank, which lends certain securities for a predetermined period of time, to an independent broker/dealer (borrower) in exchange for collateral. Collateral may be cash, U.S. government securities, defined letters of credit, or other collateral approved by the Plan. Loans of domestic securities are initially collateralized at 102% of the fair value of securities lent. Loans of international securities are initially collateralized at 105% of the fair value of securities lent. The custodial agent bank determines daily that required collateral meets a minimum of 100% of the market value of securities on loan for domestic securities lent and 105% for international securities lent. The Plan continues to receive interest and dividends during the loan period as well as a fee from the borrower. There are no restrictions on the amount of securities that can be lent at one time. The duration of securities lending loans generally matches the maturation of the investments made with cash collateral. At December 31, 2011, the fair value of underlying securities lent was $206,202,615. The fair value of associated collateral was $210,931,744; of this amount, $182,585,165 represents the fair value of cash collateral and $28,346,579 is the fair value of non-cash collateral. The Plan does not have the ability to pledge or sell non-cash collateral unless the borrower defaults, therefore it is not reported on the financial statements. The Plan has no credit risk exposure at December 31, 2011, since the collateral held exceeds the value of securities lent.

The Plan reports securities loaned as assets on the Statement of Plan Net Position. Cash received as collateral on securities lending transactions and investments made with that cash are recorded as an asset and liability. Investments purchased with cash collateral are recorded as Securities Lending Collateral with a corresponding liability as Securities Lending Obligations.

Note 10 Capital Assets

The Plan's capital assets activity for the year ended December 31, 2011, was as follows:

	January 1	Additions	Deletions	December 31
Capital assets, not being depreciated				
Land	$ 430,041	$ -	$ -	$ 430,041
Construction in progress	3,061,313	2,232,870	(5,294,183)	-
Capital assets, being depreciated				
Building	1,136,013	-	-	1,136,013
Furniture and equipment	696,965	5,324,163	(90,797)	5,930,331
Total capital assets, being depreciated	1,832,978	5,324,163	(90,797)	7,066,344
Accumulated depreciation				
Building	(723,275)	(37,522)	-	(760,797)
Furniture and equipment	(629,535)	(161,473)	90,668	(700,340)
Total accumulated depreciation	(1,352,810)	(198,995)	90,668	(1,461,137)
Total capital assets being depreciated, net	480,168	5,125,168	(129)	5,605,207
Capital assets, net	$ 3,971,522	$ 7,358,038	$ (5,294,312)	$ 6,035,248

During 2011, the replacement computer system for benefits administration was completed and accordingly the costs associated with the project that had been capitalized as Construction in Progress were reclassified to Furniture and Equipment.

The 2011 depreciation expense for the pension and health benefit accounts was $190,703 and $8,292, respectively.

Notes to Financial Statements

Note 11 Commitments and Contingencies

As of December 31, 2011, the Plan had commitments for the future purchase of investments in real estate of $19,640,930, and alternative investments of $96,656,198. The purpose of such commitments is to assist the Plan in maintaining the designated level of exposure to these asset classes. The anticipated pace of funding the commitments coincides with the expected distribution rate of invested assets.

Note 12 Other Postemployment Benefit Plan – Implicit Rate Subsidy

Employees of the Plan, along with a portion of the employees of DHHA (those employed prior to 2001 who have elected to remain members of the Plan) and a majority of the employees of the City (certain fire and police personnel are excluded), are participants in the City's health care plan. For active employees participating in the City's health care plan, the employers pay a certain percentage of monthly premiums and the employees pay the remainder of the premium. Vested retired employees participating in the City's health care plan pay 100% of the premium and are eligible for an insurance premium reduction payment from the Plan, see Note 1. In establishing premiums, the active and retired employees from the three employers are grouped together without age-adjustment or differentiation between employers. The premiums are the same for both active and retired employees creating an implicit rate subsidy for the retirees.

The City is acting in a cost-sharing multiple-employer capacity for this other postemployment benefit plan. The City's Revised Municipal Code, Section 18-412, authorizes the Plan retirees to participate in the health insurance programs offered to the active employees. To be eligible, a retiree must be a minimum of 55 years of age if hired prior to July 1, 2011, and a minimum of 60 years of age if hired after July 1, 2011, with 5 years of service and have begun receiving their pension benefit. Coverage ceases when one reaches Medicare eligibility age. For purposes of calculating the implicit rate subsidy, it was estimated there were 1,687 retirees not yet covered by Medicare who were covered by the health insurance programs. There is no stand-alone report for this plan and it is not included in the City's financial statements. The City's required contribution toward the implicit rate subsidy is based on pay-as-you-go financing. Contributions made by DERP toward the implicit rate subsidy were $20,200, $17,600 and $15,900 for the years ended December 31, 2011, 2010 and 2009, respectively, based upon pay-as-you-go financing.

A Schedule of Funding Progress and Schedule of Employer Contributions are presented as Required Supplementary Information following the notes to the financial statements. The Schedule of Funding Progress presents multi-year trend information about whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liabilities for benefits. Both the Schedule of Funding Progress and the Schedule of Employer Contributions present information related to the cost-sharing plan as a whole, of which the Plan is one participant, and should provide information helpful for understanding the scale of the information presented relative to the Plan.

Projections and benefits for financial reporting purposes are based on the substantive plan as understood by the plan and the members and included in the types of benefits provided at the time of each valuation and the historic pattern of benefit costs between the employer and the plan members to that point. The actuarial methods and assumptions used include techniques that are designed to reduce the effects of short-term volatility in actuarial accrued liabilities and the actuarial value of assets, consistent with long-term perspective calculations.

For the December 31, 2010, actuarial valuation of the Implicit Rate Subsidy, the entry age normal, level percent of pay, valuation method was used. The actuarial assumptions included a 4.0% investment rate of return, and health care cost trend grading from 9.0% decreasing by 0.5% per year to 5.0% thereafter. The amortization period was 30 years, open basis, using a level percentage of pay amortization method.

Required Supplementary Information

Schedule of Funding Progress

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) - Projected Unit Credit (b)	Unfunded AAL (Funding Excess) (b-a)	Funded Ratio (a/b)	Covered Payroll (c)	Unfunded AAL (Funding Excess) as a Percentage of Covered Payroll (b-a)/(c)
			Pension Benefits			
1/1/06	$1,735,208,838	$1,782,504,943	$47,296,105	97.3%	$495,285,185	9.5%
1/1/07	1,837,476,077	1,862,772,866	25,296,789	98.6	499,462,875	5.1
1/1/08	1,950,010,815	1,985,651,482	35,640,667	98.2	545,835,393	6.5
1/1/09	1,924,991,121	2,095,887,096	170,895,975	91.8	564,986,660	30.2
1/1/10	1,923,560,713	2,176,242,736	252,682,023	88.4	506,045,186	49.9
1/1/11	1,942,871,295	2,284,756,118	341,884,823	85.0	517,398,105	66.1
			Health Benefits			
1/1/06	$90,227,891	$123,775,074	$33,547,183	72.9%	$495,285,185	6.8%
1/1/07	93,089,297	127,133,068	34,043,771	73.2	499,462,875	6.8
1/1/08	96,457,419	128,607,079	32,149,660	75.0	545,835,393	5.9
1/1/09	92,682,144	134,000,558	41,318,414	69.2	564,986,660	7.3
1/1/10	90,414,800	141,642,522	51,227,722	63.8	506,045,186	10.1
1/1/11	87,609,491	143,112,474	55,502,983	61.2	517,398,105	10.7
			Implicit Rate Subsidy			
12/31/09	$0	$110,018,000	$110,018,000	0.0%	$393,325,000	28.0%
12/31/10	0	113,048,000	113,048,000	0.0	409,058,000	27.6
12/31/11	0	115,813,000	115,813,000	0.0	425,186,000	27.2

Required Supplementary Information

Schedule of Employer Contributions

Year beginning January 1	Annual actuarially required contribution [1] [4]	Percentage contributed
	Pension Benefits	
2006	$42,277,066	89.4%
2007	39,623,830	100.0
2008	41,699,683	100.0
2009	54,392,610	79.3
2010 [2]	48,995,846	86.2
2011 [3]	52,000,472	87.9
	Health Benefits	
2006	$4,081,627	99.9%
2007	3,929,333	100.0
2008	4,532,574	93.9
2009	5,156,984	88.3
2010 [2]	4,290,712	68.2
2011 [3]	4,965,060	84.6
	Implicit Rate Subsidy	
2009	$7,768,000	65.4%
2010	8,026,000	69.9
2011	8,280,000	77.9

(1) Employers made contributions based on the legally required rates.
(2) Beginning on January 1, 2010, the employers and employees contributed 8.5% and 4.5%, respectively.
(3) Beginning on January 1, 2011, the employers and employees contributed 9.5% and 5.5%, respectively.
(4) Excludes DHHA supplemental.

Supporting Schedules

Schedule of Administrative Expenses
Year ended December 31, 2011

Personnel services:	
Salaries	$ 1,621,189
Employee benefits	443,629
Total personnel services	2,064,818
Professional services:	
Actuarial	71,084
Legal	7,894
Retirement board	38,605
Audit	25,300
Medical examination	412
Consultation	36,945
Total professional services	180,240
Office operations:	
Plan insurance	86,979
Postage	73,930
Office forms and printing	17,217
Office equipment	21,370
Employee travel and conferences	12,991
Telephone	10,695
Membership education	3,271
Miscellaneous operating	10,305
Employee education	35,648
Office supplies	11,439
Publications	13,600
Automobile	5,255
Total office operations	302,700
Computer operations:	
Maintenance	3,897
Computer and software leasing	88,916
Supplies	2,397
Other expenses	6,888
Total computer operations	102,098
Miscellaneous administrative expenses:	
Building operations	160,448
Depreciation expense	198,995
Total miscellaneous administrative expenses	359,443
Total	$ 3,009,299

Supporting Schedules

Schedule of Investment Expenses
Year ended December 31, 2011

Domestic equity portfolio management	$ 1,792,574
Real estate portfolio management	2,061,607
Fixed income portfolio management	437,588
International equity portfolio management	1,908,364
Alternative investment portfolio management	840,536
Absolute return investment portfolio management	795,433
Other investment related expenses	626,147
Custody	110,000
Total	$ 8,572,249

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Investment Section

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Summit *Strategies Group*

May 23, 2012

Steven E. Hutt
Executive Director
Denver Employees Retirement Plan
777 Pearl Street
Denver, Colorado 80203

Dear Mr. Hutt:

This letter reviews the performance for the Denver Employees Retirement Plan (DERP) through December 31, 2011.

The DERP investment portfolio experienced strong returns in 2009 (up 14.17%) and 2010 (up 14.74%) as investment markets rebounded from the financial crisis of 2008. The fiscal year ending December 31, 2011 offered more muted returns, with the DERP investment portfolio returning 0.04% gross of fees. Performance slightly trailed DERP's strategic policy benchmark return of 0.32% and the 0.38% median return of the BNY Mellon Public Fund Universe. The best performing asset classes in the DERP investment portfolio were energy infrastructure (up 19.05%), real estate (up 16.78%) and private equity (up 13.96%). Asset classes posting losses during the year were international equity (down -13.35%), absolute return (down -1.54%), and US equity (down -0.13%).

Over the trailing 3 years ended 12/31/11, DERP achieved an annualized return of 9.43%. The trailing 5-year return now stands at 1.78%, and the investment portfolio has earned 4.64% over the last 7 years. DERP's trailing 10-year annualized return is 5.42%, better than the 5.00% strategic policy benchmark return and ranking in the 38th percentile of the BNY Mellon Public Fund Universe.

As DERP's investment consultant, Summit Strategies Group calculates performance statistics utilizing market values obtained from custodial records or other statements. Performance is reported using a time-weighted calculation methodology, in conformance with standards developed by the CFA Institute. Summit makes comparisons with other public pension plans, evaluates specific portfolio sector performance, and compares portfolio returns to a strategic policy benchmark. The strategic policy benchmark is comprised of a weighted average of the various passive indexes in the same proportions as the DERP investment allocation policy.

It is DERP's goal to seek appropriate returns by the prudent investment of assets. Such investment activities are in accordance with applicable law, modern portfolio theory, and prevailing industry practice, and seek to minimize risk while generating the growth that will assist in paying promised benefits to members and beneficiaries. A study of assets and liabilities is conducted periodically to ensure the mix of investments remains appropriate, and adjustments to the portfolio are made when changes in plan circumstances and/or current capital markets conditions dictate. It is the responsibility of the Retirement Board, with the assistance of Summit Strategies and DERP internal investment staff, to approve a target asset allocation policy, which reflects an appropriate balance between risk and return. A comprehensive study of assets and liabilities was conducted by Summit Strategies in 2009, and annual asset allocation targets are established in March of each year.

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Steven E. Hutt
Page 2
May 23, 2012

The target asset allocation at year-end was comprised of the following indices in the percentages as indicated: Russell 1000 (24%), Russell 2000 (6%), MSCI EAFE (15%), MSCI EAFE Small Cap (6%), MSCI Emerging Markets (6%), Barclays Capital Aggregate Bond (12%), Barclays Capital Ba to B US High Yield (4.5%), Barclays Capital US TIPS (2%), NCREIF Fund Index – Open End Diversified Core Equity (8%), HFRI FOF Conservative Index (5%), and Alternative Investments (11.5%).

In fiscal year 2011, Mellon Capital Management was appointed as index manager for three asset classes, Eagle Capital Management was added as US large cap value equity manager, and an investment was made in a distressed real estate fund managed by Contrarian Capital Management.

The results for the past year trailed the fund's actuarial assumption for long-term investment results and served as a reminder of the current lower expected return environment. 2011 investment markets started off well in the first half of the year, only to stumble in the third quarter, when the US government suffered its first downgrade of debt and Europe experienced significant uncertainty. After surviving the market turmoil of 2008 and a strong rebound, 2011 turned out to be a year of muted returns reminding the Plan of the work needed to progress toward stronger footing. The headwinds facing the economy continue to be many: high unemployment, significant federal debt, uncertain global economic growth, and continued and increasing global conflicts. The long-term results are positive and the hard work of the Board and Staff over the past few years positioned the DERP investment portfolio to benefit the Plan and its members. We believe the portfolio is in a good position to capture consistent, quality results in the years to come and look forward to continued service and success.

Sincerely,

Timothy S. Sant

Timothy S. Sant, CFA
Senior Vice President

Mission Statement

The Denver Employees Retirement Plan (the Plan) was established on January 1, 1963, as a defined benefit pension plan. The Plan Board assumes full and absolute responsibility for establishing, implementing, and monitoring adherence to the pension fund policy. The mission of any fiduciary acting with regard to the management, investment, receipt, or expenditure of the trust assets is to act solely in the interest of the members and their beneficiaries, and to:

(a) Provide benefits to participants and their beneficiaries;

(b) Pay reasonable expenses associated with the administration of the plan;

(c) Invest with the care, skill, prudence and diligence under the circumstances then prevailing that a prudent investor acting in a like capacity and familiar with these matters would use in the conduct of an enterprise of a like character with like aims; and

(d) Diversify the investments so as to minimize the risk of loss and to maximize rate of return.

Investment Responsibilities

The Plan Board is responsible for formulating investment strategies, allocation of assets, and contracting with investment management firms. To assist the Plan Board in overseeing these responsibilities, on February 8, 1989, they formally adopted a written investment manual. The investment manual includes a Statement of Investment Policy and Guidelines, establishes an asset allocation plan, and incorporates individual investment manager guidelines. Changes to the investment manual are formally adopted by the Plan Board.

The investment managers are each responsible for implementing investment strategies in accordance with the stated investment policies, guidelines, and objectives of the Plan. Each manager is responsible for optimizing investment return within their guideline constraints and in the sole interest of the Plan's members and beneficiaries. The Board has directed all investment managers to vote proxies, to vote them with vigor, to vote in the interest of the Plan's members and beneficiaries, and to report annually as to how proxies were voted.

Investment Objectives

As outlined in the Investment Manual, the investment objectives include:

(a) Providing a net realized real rate of return meeting or exceeding the actuarial assumption of eight percent, annualized, over a full market/economic cycle of three to seven years;

(b) Maintaining an efficient portfolio determined by the risk and return concepts of Modern Portfolio Theory; and

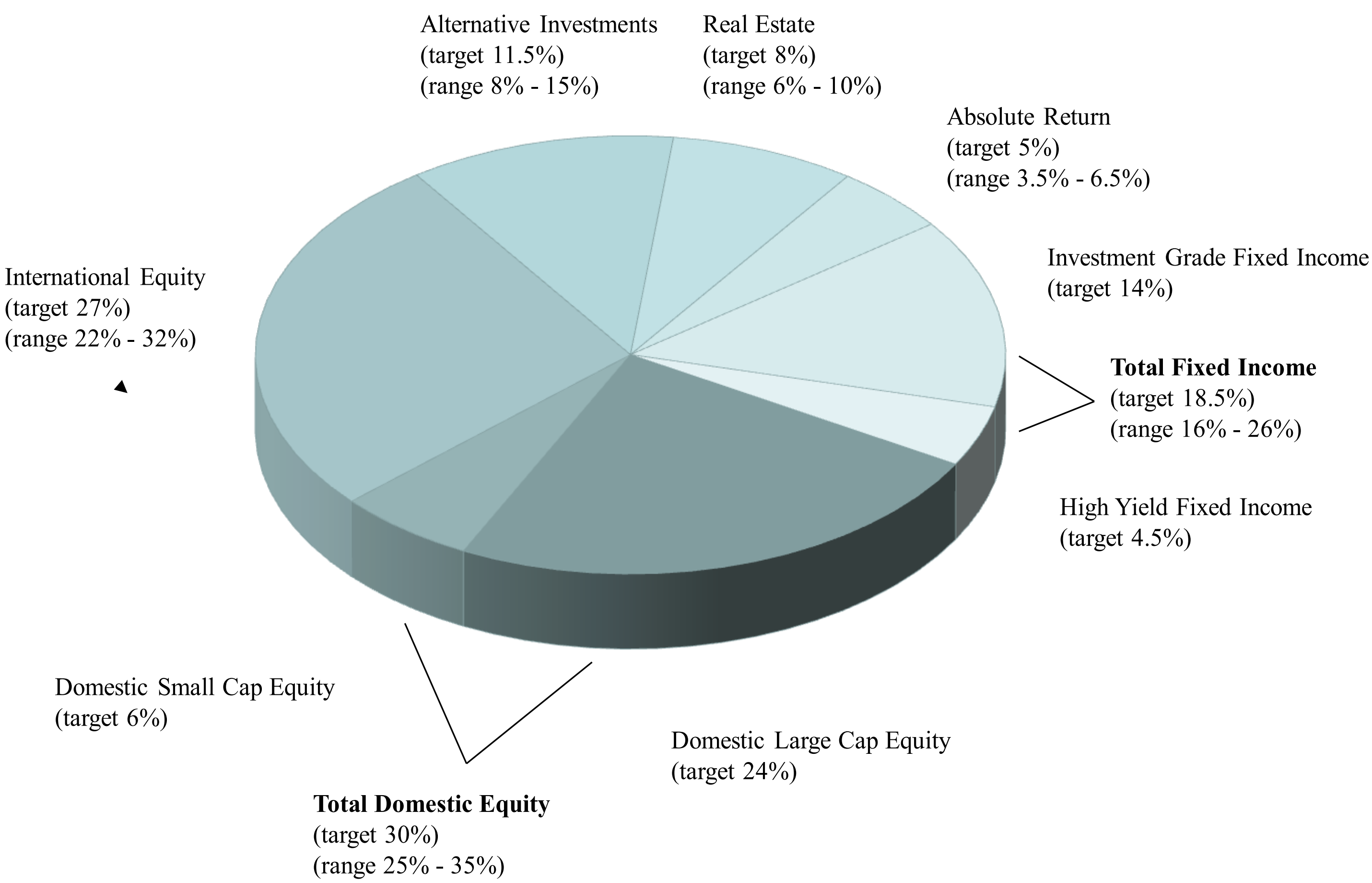
(c) Exceeding the rate of return of that achieved by a passively managed portfolio weighted in the same proportion and at the same risk.

Asset Allocation Target

The Plan Board recognizes that strict adherence to an asset allocation plan has the greatest impact on long-term performance results and is, therefore, the most important decision in the investment process. The risk return profile is maintained by identifying a long-term target strategic asset allocation. Temporary deviations from the targets are held within ranges.

The first formal asset allocation plan was adopted by the Plan Board on April 7, 1989. There have been subsequent asset allocation plans adopted with the most recent being on March 25, 2011. The Plan's investment advisors assisted the Plan Board in developing the latest asset allocation.

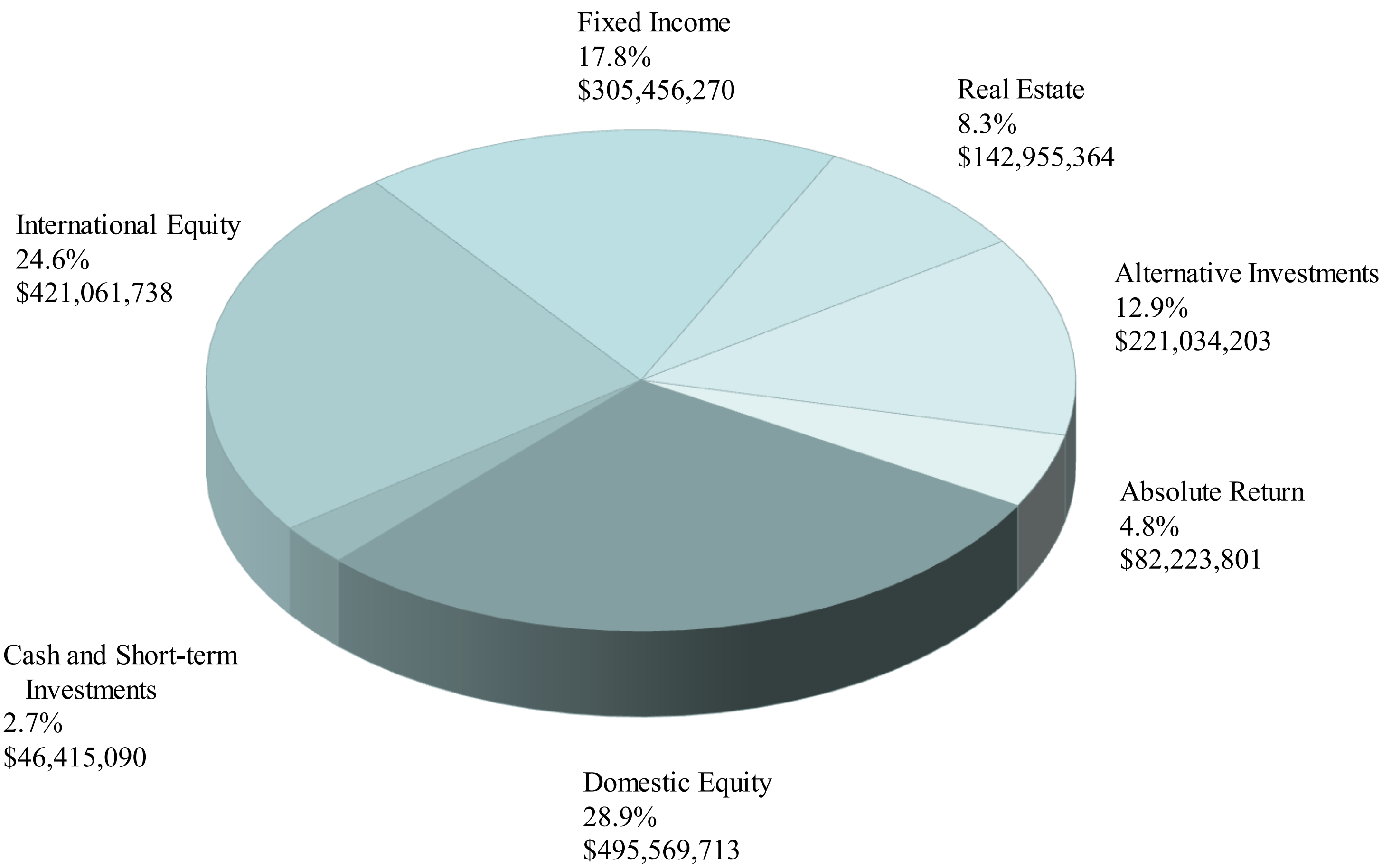
The asset allocation strategy as of December 31, 2011 is depicted in the chart below:



At target, a portfolio so allocated would be expected to achieve a 7.40% return with a standard deviation (risk) of 13.60%.

Asset Allocation by Asset Class

The total market value of the Plan on December 31, 2011, was $1,719,470,122 including cash and investments of $1,714,716,179. At December 31, 2011, the Plan's investment assets were allocated as shown in the following chart:



Asset Target Allocation by Managed Account

A list of investment managers appears in the introductory section of this report. The Plan's Investment Manual identifies the target allocation by managed account and asset style group as follows:

Managed Account	Target Allocation	Asset Style Group	Target Allocation Range
Cadence Capital Management	4.0%	Large Cap Equity (Growth)	3.0% to 5.0%
Mellon Capital Management	8.0%	S&P 500 Index	6.0% to 10.0%
Eagle Assets Management	8.0%	Large Cap Equity (Value)	6.0% to 10.0%
Sit Investment Associates, Inc.	4.0%	Large Cap Equity (Growth)	3.0% to 5.0%
Franklin Global Advisors	1.5%	Small Cap Equity (Growth)	1.0% to 2.5%
NorthPointe Capital	1.5%	Small Cap Equity (Growth)	1.0% to 2.5%
Neuberger Berman, LLC	3.0%	Small Cap Equity (Value)	2.0% to 5.0%
Mellon Capital Management	5.0%	EAFE Index	4.0% to 6.0%
Templeton Investment Counsel, LLC	5.0%	Intl. Equity (Value)	4.0% to 6.0%
Pyramis Global Advisors	5.0%	Intl. Equity (Growth)	4.0% to 6.0%
Dimensional Fund Advisors	6.0%	Intl. Equity (Small Cap)	5.0% to 7.0%
LSV Asset Management	6.0%	Intl. Equity (Emerging Markets)	5.0% to 7.0%
Plan Staff	5.0%	Fixed Income Government	4.5% to 7.0%
Seix Investment Advisors, Inc.	4.5%	Fixed Income High Yield	3.5% to 6.5%
Smith Graham & Company	1.5%	Fixed Income Gov't./Credit	1.0% to 2.5%
Mellon Capital Management	7.5%	Barclays Aggregate	6.0% to 10.0%
Prisma Capital Partners	5.0%	Absolute Return	3.5% to 6.5%
Real Estate	8.0%	Real Estate	6.0% to 10.0%
Alternative Investments	11.5%	Energy, Timber, MLP, and Private Equity	8.0% to 15.0%

The Plan staff actively monitors each investment manager for compliance with guidelines. There is no allocation to cash. Each manager is asked to prudently remain fully invested in their asset style group. All allocated but uninvested cash is commingled and actively managed by the Plan staff. Income is removed monthly from each actively managed domestic account and reallocated to underweighted accounts using the asset allocation targets established in the allocation plan. Investment manager, custodian, and consultant fees are aggressively negotiated and reviewed annually. The Plan participates in a commission recapture program with all proceeds deposited in the trust.

The top ten stock and bond holdings as of December 31, 2011, are shown in the following tables:

Top Ten Stock Holdings
December 31 2011

Shares	Stocks	Market Value
154,739	Wal-Mart Stores, Inc.	$9,247,203
127,027	Coca-Cola, Inc.	8,888,079
12,993	Google, Inc.	8,392,179
159,873	AON Corporation	7,482,056
178,952	Liberty Global, Inc.	7,072,183
81,297	3M Corporation	6,644,404
114,510	Ecolab, Inc.	6,619,823
250,358	Microsoft Corporation	6,499,494
244,300	Oracle Corporation	6,266,295
92,376	PepsiCo, Inc.	6,129,148

Top Ten Bond Holdings
December 31 2011

Par	Bonds			Market Value
6,700,000	U.S. Treasury Bond	8.125%	due 8/15/2019	$9,964,173
5,500,000	U.S. Treasury Bond	7.500	due 11/15/2016	7,252,685
5,000,000	FNMA Bond	2.625	due 11/20/2014	5,290,100
5,000,000	U.S. Treasury Note	2.625	due 11/15/2020	5,382,800
4,750,000	FHLMC Bond	3.750	due 3/27/2019	5,422,267
3,603,810	U.S. Treasury CPI Index	2.375	due 1/15/2025	4,581,920
3,296,623	U.S. Treasury CPI Index	1.750	due 1/15/2028	3,694,453
3,250,000	FNMA Bond	3.250	due 4/9/2013	3,374,703
3,000,000	U.S. Treasury Note	3.875	due 5/15/2018	3,499,230
3,000,000	U.S. Treasury Note	3.625	due 2/15/2020	3,479,310

Complete listings of stock and bond holdings are available at the Plan's office.

Investment Performance

The Plan contracts with Summit Strategies Group to measure investment results on a quarterly basis. Returns are calculated using a time-weighted rate of return based on the market value of assets. Returns are reported gross of fees unless otherwise stated. The estimated annualized return from the inception of the Plan on January 1, 1963 to December 31, 2011 is 8.93%. Annualized investment results compared with benchmarks for the year ending December 31, 2011, are as follows:

	Last Year	Last 3 Years	Last 5 Years
Domestic Equity	-0.13%	13.92%	0.27%
Russell 3000	1.03	14.88	-0.01
International Equity	-13.35	8.29	-3.52
MSCI EAFE Index	-11.73	8.16	-4.26
Fixed Income	7.75	10.07	6.90
Barclays Capital Aggregate Index	7.84	6.77	6.50
Real Estate	16.78	-4.52	-2.62
NCREIF Index	15.99	-1.76	-0.21
Total Portfolio	0.04	9.43	1.78
Total Fund Policy Index	0.32	9.79	1.42
Total Portfolio (net of fees)	-0.43	8.97	1.37
Change in Consumer Price Index (CPI-U)	3.16	4.48	11.58

Schedule of Investment Commissions

December 31, 2011

BROKER	QUANTITY (UNITS)	BROKER COMMISSION	COMMISSION PER/SHARE
LYNCH JONES	2,294,653	$53,018	$0.023
LIQUIDNET	914,410	27,150	0.030
CITATION GROUP	770,474	21,642	0.028
MERRILL LYNCH	587,775	19,861	0.034
BYN CONVERGEX	604,306	18,632	0.031
BURKE & QUICK	356,580	14,193	0.040
WILLIAM BLAIR	271,226	10,243	0.038
INVESTMENT TECHNOLOGY	418,762	10,106	0.024
CREDIT SUISSE	323,928	9,920	0.031
JEFFERIES & CO.	267,210	8,879	0.033
RAFFERITY CAPITAL	210,775	8,431	0.040
STEPHENS INC.	236,328	7,940	0.034
NEEDHAM & COMPANY	227,554	7,524	0.033
SJ LEVINSON	183,700	7,271	0.040
STIFEL NICOLAUS	172,745	6,736	0.039
MORGAN STANLEY	194,609	6,281	0.032
GOLDMAN SACHS	176,973	6,138	0.035
BLOOMBERG TRADEBOOK	362,567	5,438	0.015
OPPENHEIMER	157,398	5,407	0.034
ROBERT BAIRD	136,714	5,200	0.038
SIDOTI & COMPANY	139,655	4,919	0.035
BERNSTEIN	193,712	4,793	0.025
UBS SECURITIES	167,222	4,610	0.028
WEEDEN	148,300	4,552	0.031
KEYBANC CAPITAL	116,020	4,549	0.039
DEUTSCHE	247,700	4,368	0.018
CITIGROUP	241,782	4,331	0.018
PIPER JAFFRAY	111,962	4,216	0.038
BARCLAYS	167,472	4,213	0.025
SCOTT & STRINGFELLOW	107,605	4,157	0.039
CRAIG-HALLUM	109,694	3,800	0.035
CANTOR FITZGERALD	113,298	3,550	0.031
MONNESS CRESPI HARDT	70,362	3,518	0.050
KING, C L	95,911	3,507	0.037
BEAR STEARNS	108,526	3,303	0.030
INSTINET	90,238	3,236	0.036
DA DAVIDSON	93,291	3,223	0.035
ISI GROUP INC.	87,292	3,120	0.036
FRIEDMAN BILLINGS	88,336	3,079	0.035
COWEN & COMPANY	75,750	3,030	0.040
KNIGHT EQUITY MARKETS	98,088	2,981	0.030
AVONDALE PARTNERS	73,757	2,950	0.040
MACQUARIE SECURITIES	75,570	2,904	0.038

Schedule of Investment Commissions (continued)

December 31, 2011

BROKER	QUANTITY (UNITS)	BROKER COMMISSION	COMMISSION PER/SHARE
CANACCORO ADAMS	84,734	$2,843	$0.027
RBC CAPITAL MARKETS	77,427	2,815	0.036
CARIS & COMPANY	84,898	2,792	0.033
JONES TRADING	90,561	2,762	0.031
GLOBAL HUNTER	74,599	2,537	0.034
LEK SECURITIES	82,097	2,519	0.031
BROAD COURT	60,970	2,439	0.040
RIDGE CLEARING & OUTSOURCING	60,290	2,411	0.040
KEEFE BRUYETTE	58,154	2,270	0.039
PULSE TRADING	87,142	2,113	0.024
ANCORA SECURITIES	57,768	2,080	0.036
KM PARTNERS	50,885	2,035	0.040
BAYPOINT TRADING	60,983	1,977	0.032
SUNTRUST CAPITAL MARKETS	49,178	1,879	0.038
KNIGHT CLEARING SERVICES	81,090	1,860	0.023
BMO CAPITAL MARKETS	46,355	1,788	0.039
WEDBUSH MORGAN	46,318	1,564	0.034
NORTHLAND	49,366	1,527	0.031
All other brokers (each at $1,500 or less)	1,163,692	37,298	0.032
TOTAL	14,056,737	$424,428	$0.030

Total recaptured commissions for 2011 were $37,617.

Schedule of Investment Fees

December 31, 2011

Externally Managed Portfolios	Assets Under Management	Fees
U.S. Equities:		
Actively Managed :		
Large Cap	$ 263,997,471	$ 744,826
Small Cap	97,528,072	959,533
Passively Managed	134,044,170	45,136
International Equities:		
Actively Managed	340,951,156	1,848,892
Passively Managed	80,110,582	102,551
Fixed Income:		
Actively Managed	94,203,091	386,046
Passively Managed	128,340,849	50,593
Real Estate:		
Fees netted with earnings	46,740,926	841,185
Fees paid separately	96,214,438	985,781
Absolute Return:		
Fees netted with earnings	82,223,801	795,433
Alternative Investments:		
Fees netted with earnings	40,495,193	191,601
Fees paid separately	180,539,010	883,576
	$ 1,585,388,759	$ 7,835,153

Other Investment Services	
Custody Fees	$ 110,000
Other investment related expenses (net of commission recapture)	627,096

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Actuarial Section

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GRS
Gabriel Roeder Smith & Company
Consultants & Actuaries
7900 East Union Avenue
Suite 1100
Denver, CO 80237-2746
303.217.7600 phone
303.217.7609 fax
www.gabrielroeder.com

June 7, 2012

Board of Trustees
Denver Employees Retirement Plan
777 Pearl St
Denver, CO 80203

Re: Denver Employees Retirement Plan Actuarial Valuation as of January 1, 2011

Dear Board Members:

The results of the January 1, 2011 Annual Actuarial Valuation of the Denver Employees Retirement Plan (DERP) are presented in this report. The purpose of the valuation was to measure the Plan's funding progress and to determine the employer contribution rate, for the next fiscal year.

Regarding the contribution rate for the next fiscal year (2011), there is an increase in the Total Computed Contribution Rate for the Pension and Medical Plans, as shown on pages 8 and 9 of the valuation report. This is primarily due to continued recognition of the 2008 asset losses and the loss of $25.9M in the Actuarial Accrued Liability in the Pension Plan. The Total Computed Contribution Rate (Pension and Medical) has increased from 15.03% for 2010 to 16.51% for 2011. The Total Contribution Amount (Pension and Medical) has increased from $76.1M for 2010 to $85.4M for 2011. Receiving this contribution is actuarially necessary to help improve and stabilize the funded status of the Pension and Retiree Medical Plans.

The valuation was based upon information, furnished by DERP, concerning Plan benefits, financial transactions, active members, terminated members, retirees and beneficiaries. We checked for internal and year-to-year consistency, but did not otherwise audit the data.

The actuarial methods and assumptions used are in full compliance with all the parameters established by GASB Statements No. 25 & No. 27 and meet the parameters set for the disclosures presented in the financial section by GASB statement No. 25. For the retiree medical benefits, the schedules illustrate the value of the explicit benefit as described in the Plan Summary, and that explicit benefit is valued in compliance with all the parameters established by GASB Statements No. 43 and 45. The value of any implicit rate subsidy in the City-sponsored health plans will be illustrated in the disclosures related to those plans. The supporting schedules in the Actuarial Section and the Funding Progress and Schedule of Employer Contributions in the Financial Section were prepared by DERP from information in GRS' actuarial reports. We have reviewed these schedules for their accuracy. To the best of our knowledge, the supporting schedules fully and fairly disclose the actuarial condition of the plan.

Board of Trustees
June 7, 2012
Page 2

The valuation results summarized in this report involve actuarial calculations that require assumptions about future events for the Pension Plan, Retiree Medical Plan, and Denver Health and Hospital Authority (DHHA). We believe that the assumptions and methods used in this report are reasonable and appropriate for the purpose for which they have been used. However, other assumptions and methods could also be reasonable and could result in materially different results. In addition, because it is not possible or practical to consider every possible contingency, we may use summary information, estimates or simplifications of calculations to facilitate the modeling of future events. We may also exclude factors or data that are deemed to be immaterial.

The following schedules were prepared by GRS for inclusion in the 2011 DERP CAFR:

1. Valuation Methods and Assumptions
2. Analysis of Financial Experience
3. Demographic History
4. Solvency Test
5. Plan Provisions
6. Schedule of Funding Progress
7. Schedule of Employer Contributions

If there is other information that you need in order to make an informed decision regarding the matters discussed in this report, please contact us.

We certify that the information contained in this report is accurate and fairly presents the actuarial position of DERP as of the valuation date. All calculations have been made in conformity with generally accepted actuarial principles and practices, with the Actuarial Standards of Practice issued by the Actuarial Standards Board.

The actuaries submitting this statement are members of the American Academy of Actuaries and meet the Qualification Standards of the American Academy of Actuaries to render the actuarial opinion contained in this report. Both are experienced in performing valuations for public retirement systems.

Respectfully submitted,

Leslie L. Thompson

Diane L. Hunt

Leslie L. Thompson, FSA, FCA, EA, MAAA
Senior Consultant

Diane L. Hunt, FSA, FCA, EA, MAAA
Consultant

Gabriel Roeder Smith & Company

Valuation Methods

***Actuarial Cost Method* - The Projected Unit Credit (PUC) Cost Method** was used in the valuation.

The Projected Unit Credit Cost Method develops a normal cost and an accrued liability based on the benefit accrued as of the valuation date.

The normal cost is the value of the benefit that accrued during the year. The benefit accrued during the year is the retirement benefit based on pay projected to a member's retirement date, based on service accrued as of the valuation date.

The accrued liability could be viewed as the sum of all past normal costs. Thus, the accrued liability grows in proportion to the growth in the projected-pay accrued benefit.

Finally, for all funding methods, the present value of benefits is equal to the accrued liability plus the present value of future normal costs.

***Financing of Unfunded Actuarial Accrued Liabilities* -** Unfunded Actuarial Accrued Liabilities (full funding credit if assets exceed liabilities) were amortized by level (principal & interest combined) dollar contributions over a reasonable period of future years.

***Deferred Retirement Option Plan (DROP) and DROP II* -** The DROPs are closed and no new members are assumed to enter either of the two DROPs. For members who were in DROP and remain employed upon their exit of the DROP program, their accrued liability is calculated as the value of their deferred benefit based on compensation and service earned before their DROP participation plus the value of their additional benefit earned based on compensation and service accrued after their DROP participation ended, as well as their accrued DROP balance. Further detail describing the DROPs can be found in the Plan Provisions section of this report.

***Actuarial Value of Assets* -** The Actuarial Value of Assets recognizes 20% of the difference between the projected actuarial value and the market value at the valuation date. Effective January 1, 2009, this value is no longer constrained to a range of 80% to 120% of the market value of assets as of the valuation date. This method has the effect of smoothing volatility in investment returns. Returns are measured net of all administrative and investment expenses.

Development of Amortization Payment

Determination of UAAL Contribution Rate

The unfunded accrued liability as of January 1, 2011 is calculated as of the beginning of the fiscal year for which employer contributions are being calculated.

The unfunded accrued liability is amortized over the appropriate period to determine the amortization payment. This payment is divided by the projected fiscal year payroll to determine the amortization payment as a percentage of active member payroll.

Valuation Assumptions

The actuarial assumptions used in the valuation are shown in this Section. Both the economic and demographic assumptions were based on an Experience Study performed as of January 1, 2008, and adopted for the January 1, 2008 valuation report. In 2010, the DHHA assumptions were studied and new DHHA assumptions adopted for the January 1, 2010 valuation report.

Changes to Actuarial Assumptions

There have been no changes to the actuarial assumptions as of the valuation date.

Economic Assumptions

The investment return rate assumed in the valuations is 8.00% per year, compounded annually (net of investment and administrative expenses).

The **Wage Inflation Rate** assumed in this valuation was 3.00% per year. The Wage Inflation Rate is defined to be the portion of total pay increases for an individual that are due to macroeconomic forces including productivity and labor market conditions. The wage inflation rate does not include pay changes related to individual merit and seniority effects.

The assumed **real rate of return** over wage inflation is defined to be the portion of total investment return that is more than the assumed total wage growth rate. Considering other economic assumptions, the 8.00% investment return rate translates to an assumed real rate of return over wage inflation of 5.00%.

Pay increase assumptions for individual active members are shown for sample ages on the following page. Part of the assumption for each age is for merit and/or seniority increase, and the other 3.00% recognizes wage inflation, productivity increases, and other macroeconomic forces.

Denver Employees Retirement Plan

The rates of salary increase used for individual members are in accordance with the following table. This assumption is used to project a member's current salary to the salaries upon which benefits will be based.

	% Increase in Salary for the Year		
Sample Ages	**Merit and Seniority**	**Base (Economic)***	**Increase for the Year**
20	3.30%	3.00%	6.30%
25	3.30%	3.00%	6.30%
30	3.00%	3.00%	6.00%
35	2.20%	3.00%	5.20%
40	1.70%	3.00%	4.70%
45	1.20%	3.00%	4.20%
50	0.70%	3.00%	3.70%
55	0.00%	3.00%	3.00%
60	0.00%	3.00%	3.00%
65	0.00%	3.00%	3.00%

** Includes 3.00% for price inflation*

Demographic Assumptions

The post-employment and beneficiary mortality table was 100% of the 1994 Group Annuity Mortality Table. This table shows the probability of dying after leaving employment either as a vested terminated member, a retiree or a beneficiary of a deceased member.

	% Dying Within Next Year Non-Disabled	
Ages	**Men**	**Women**
50	0.26%	0.14%
55	0.44%	0.23%
60	0.80%	0.44%
65	1.45%	0.86%
70	2.37%	1.37%
75	3.72%	2.27%
80	6.20%	3.94%

The active mortality table was 65% of the 1994 Group Annuity Mortality Table. This table for active members shows the probability of dying before retirement or termination of employment.

	% Dying Within Next Year Non-Disabled	
Ages	Men	Women
20	0.03%	0.02%
25	0.04%	0.02%
30	0.05%	0.02%
35	0.06%	0.03%
40	0.07%	0.05%
45	0.10%	0.06%
50	0.17%	0.09%

The disabled mortality table for disabled retirees below shows the probability of dying at sample attained ages:

	% Dying Within Next Year Disabled	
Ages	Men	Women
50	3.16%	3.16%
55	3.78%	3.78%
60	4.25%	4.25%
65	5.12%	5.12%
70	6.75%	6.75%
75	8.28%	8.28%
80	10.77%	10.77%

The rates of retirement used to measure the probability of eligible members retiring during the next year were as follows:

Non Hospital		
	Percent of Eligible Active Members Retiring Within Next Year	
Ages	Early Retirement	Normal Retirement
55	2.50%	N/A
56	3.00%	N/A
57	3.50%	N/A
58	4.00%	N/A
59	4.50%	N/A
60	5.00%	N/A
61	7.50%	N/A
62	10.00%	N/A
63	12.50%	N/A
64	12.50%	N/A
65	N/A	20.00%
66	N/A	15.00%
67	N/A	15.00%
68	N/A	15.00%
69	N/A	15.00%
70	N/A	100.00%

Hospital		
	Percent of Eligible Active Members Retiring Within Next Year	
Ages	Early Retirement	Normal Retirement
55	2.50%	N/A
56	3.00%	N/A
57	3.50%	N/A
58	4.00%	N/A
59	4.50%	N/A
60	5.00%	N/A
61	7.50%	N/A
62	10.00%	N/A
63	12.50%	N/A
64	12.50%	N/A
65	N/A	20.00%
66	N/A	15.00%
67	N/A	15.00%
68	N/A	15.00%
69	N/A	15.00%
70	N/A	15.00%
71	N/A	15.00%
72	N/A	15.00%
73	N/A	15.00%
74	N/A	15.00%
75	N/A	100.00%

Denver Employees Retirement Plan

	Percent of Eligible Active Members Retiring Within Next Year
Ages	**Rule of 75 Retirement**
NAR*	20.00%
NAR+1	10.00%
NAR+2	10.00%
NAR+3	10.00%
NAR+4	10.00%
NAR+5	10.00%
NAR+6	10.00%
NAR+7	10.00%
NAR+8	40.00%
NAR+9	40.00%
NAR+10	40.00%

*NAR, Normal Age at Retirement, is defined as the first age at which a member is eligible to retire under the Rule of 75 with a minimum age of 55 (Refer to Plan Provisions Section). Rates beyond NAR+8 in the table above continue at 40.00% until member reaches age 70 for Non-Hospital employees and age 75 for Hospital employees. After attainment of those ages, the retirement rate assumption is 100.00%.

Rates of separation from active membership are shown below (rates do not apply to members eligible to retire and do not include separation on account of death or disability).

Non Hospital		
	Select Period	
	% of Active Members Separating Within Next Year	
Years of Service	**Men**	**Women**
1	17.75%	20.89%
2	15.26%	18.01%
3	13.12%	15.53%
4	11.28%	13.39%
5	9.70%	11.55%
6	8.34%	9.96%
7	7.17%	8.59%
8	6.17%	7.41%
9	5.30%	6.39%

GRS

Denver Employees Retirement Plan

Non Hospital		
	Ultimate Rates	
	% of Active Members Separating Within Next Year*	
Ages	Men	Women
25	13.89%	14.26%
30	10.33%	11.75%
35	7.69%	9.30%
40	5.67%	7.17%
45	4.07%	5.35%
50	2.78%	3.81%
55	1.72%	2.49%
60	0.83%	1.37%
64	0.22%	0.58%

*Members with 10 or more years of service

Hospital		
	% of Active Members Separating Within Next Year	
Ages	Men	Women
25	18.14%	17.51%
30	14.84%	15.41%
35	12.92%	11.91%
40	10.42%	8.40%
45	7.97%	5.60%
50	4.40%	5.60%
55	1.10%	5.60%
60	1.10%	5.60%
64	1.10%	5.60%

For inactive members, the assumed age at retirement is age 65. If an inactive member is not vested, the liability valued is their employee contributions plus interest.

Rates are not applied after the member is eligible for reduced or unreduced retirement benefits.

GRS

Rates of disability among active members are shown below for selected ages (10% of the disabilities are assumed to be duty-related and 90% are assumed to be non-duty related):

	% Becoming Disabled Within Next Year	
Ages	**Men**	**Women**
20	0.00%	0.02%
25	0.00%	0.02%
30	0.00%	0.02%
35	0.00%	0.03%
40	0.01%	0.06%
45	0.01%	0.12%
50	0.03%	0.24%
55	0.04%	0.40%
60	0.07%	0.60%
65	0.10%	0.90%

Miscellaneous and Technical Assumptions

Administrative & Investment Expenses — The investment return assumption is intended to be the return net of investment and administrative expenses.

Benefit Service — Exact fractional service is used to determine the amount of benefit payable.

COLA — None assumed.

Covered Payroll — Annual payroll projected forward with one year's salary increase

Decrement Operation — All decrements other than withdrawal are in force during retirement eligibility.

Eligibility Testing — Eligibility for benefits is determined based upon the age nearest birthday and service nearest whole year on the date the decrement is assumed to occur.

Incidence of Contributions — Contributions are assumed to be received continuously throughout the year based upon the computed percent of payroll shown in this report, and the actual payroll payable at the time contributions are made.

Marriage Assumption	75% of males and 60% of females are assumed to be married for purposes of death-in-service benefits and 75% of males and 60% of females are assumed to be married for purposes of retiree medical benefits. Male spouses are assumed to be the same age as female spouses for active member valuation purposes.
Normal Form of Benefit	A straight life annuity is the normal form of benefit.
Pay Increase Timing	Beginning of year. This is equivalent to assuming that reported pays represent annualized rates of pay on the valuation date.
Service Credit Accruals	It is assumed that members accrue one year of service credit per year.
Split of Member and Employer Contribution	For the schedule of Employer Contributions, the member and employer contributions are split between the pension and medical funds based on their respective ratios to the Total Computed Contribution Rate developed in the previous year's actuarial valuation.
Terminal Pay	For members hired prior to January 1, 2010, unused sick and vacation hours are converted into pay at retirement, death, disability or termination. That converted amount is included in the Final Average Compensation (FAC). The valuation accounts for this by assuming the FAC will be increased by 5.00% for active retirement benefits and increase by 2.25% for active ordinary death and termination benefits for members hired prior to January 1, 2010.
Retiree Medical Election Percentage	It is assumed that 85% of members who retire elect medical benefits, 30% of members who terminate elect medical benefits, 80% of beneficiaries elect medical benefits, and 80% of members who leave as disabled members elect retire medical benefits.

Analysis of Financial Experience

Composite Gain (Loss) for the Years Ending December 31, 2006 through 2010

Retirement Benefits

Type of Activity:	**2010**	**2009**	**2008**	**2007**	**2006**
1. Retirement, Disability, Death, Withdrawal, Pay Increases, etc.	$ (24,786,800)	$ (6,092,100)	$ (13,721,100)	$ (33,977,800)	$ (12,590,978)
2. New Entrants	(1,065,700)	(1,349,200)	(2,320,600)	(2,162,300)	(1,231,666)
3. Investment Income	(56,387,300)	(86,709,900)	(119,838,500)	22,982,500	14,392,526
Gain (Loss)	(82,239,800)	(94,151,200)	(135,880,200)	(13,157,600)	569,882
Non-recurring Items:					
Changes in Actuarial Assumptions and Methods	-	25,945,200	-	3,146,700	30,179,431
Changes in Plan Provisions	-	-	-	-	-
Total Non-recurring Items	-	25,945,200	-	3,146,700	30,179,431
Composite Gain (Loss) During Year	$ (82,239,800)	$ (68,206,000)	$ (135,880,200)	$ (10,010,900)	$ 30,749,313

Health Benefits

Type of Activity:	**2010**	**2009**	**2008**	**2007**	**2006**
1. Retirement, Disability, Death, Withdrawal, Pay Increases, etc.	$ 223,200	$ (5,842,600)	$ (3,660,100)	$ 1,883,600	$ (1,039,996)
2. New Entrants	(91,200)	(40,900)	(93,400)	(111,300)	(69,997)
3. Investment Income	(2,858,300)	(4,252,500)	(5,825,700)	1,113,000	646,185
Gain (Loss)	(2,726,300)	(10,136,000)	(9,579,200)	2,885,300	(463,808)
Non-recurring Items:					
Changes in Actuarial Assumptions and Methods	-	138,600	-	(1,549,200)	-
Changes in Plan Provisions	-	-	-	-	-
Total Non-recurring Items	-	138,600	-	(1,549,200)	-
Composite Gain (Loss) During Year	$ (2,726,300)	$ (9,997,400)	$ (9,579,200)	$ 1,336,100	$ (463,808)

Schedule of Retirees and Beneficiaries [1]

Valuation Date	Number Added Since Last Valuation Date	Allowances for Additional Retirees and Beneficiaries	Number Removed Since Last Valuation Date	Allowances for Retirees and Beneficiaries Removed	Number	Pension Benefit Amount	Average Annual Benefit	Percent Increase in Average Benefit
1/1/05	313	$5,270,864	132	$978,089	6,200	$91,229,518	$14,714	1.8%
1/1/06	321	5,228,193	216	3,632,153	6,305	93,261,687	14,792	0.5
1/1/07	404	8,143,129	313	4,219,485	6,396	97,109,973	15,183	2.6
1/1/08	477	9,023,888	259	4,376,599	6,614	101,802,055	15,392	1.4
1/1/09	474	9,536,489	215	2,245,574	6,873	109,243,231	15,895	3.3
1/1/10	733	17,229,892	183	1,847,244	7,423	124,695,435	16,799	5.7
1/1/11	410	7,484,590	227	2,827,899	7,606	130,319,793	17,134	2.0

[1] Includes DROP retirees.

Schedule of Active Members [2]

Valuation Date	Number	Annual Payroll	Average Annual Earnings	Percent Increase in Average Earnings
1/1/05	8,634	$460,341,857	$53,317	1.0%
1/1/06	8,732	475,500,445	54,455	2.1
1/1/07	8,988	489,447,759	54,456	0.0
1/1/08	9,304	543,728,238	58,440	7.3
1/1/09	9,323	564,986,660	60,601	3.7
1/1/10	8,604	506,045,186	58,815	-2.9
1/1/11	8,403	517,398,105	61,573	4.7

[2] This schedule does not include participants in DROP and DROP II.

Solvency Test

Pension Benefits

	Actuarial Accrued Liabilities					Portion of Accrued Liabilities Covered by Valuation Assets		
	(1)	(2)	(3)					
Valuation Date	Retirees and Beneficiaries	Terminated Vested Members	Active Members		Valuation Assets	(1)	(2)	(3)
1/1/06	$971,604,541	$100,574,234	$710,326,168	(a)	$1,735,208,838	100%	100%	93%
1/1/07	1,017,987,597	105,533,885	739,251,384	(b)	1,837,476,077	100	100	97
1/1/08	1,068,882,528	112,973,265	803,795,689	(c)	1,950,010,815	100	100	96
1/1/09	1,135,549,357	120,295,849	840,041,890	(d)	1,924,991,121	100	100	80
1/1/10	1,290,661,062	123,892,229	761,689,445	(e)	1,923,560,713	100	100	67
1/1/11	1,341,928,443	129,821,083	813,006,592	(f)	1,942,871,295	100	100	58

(a) Includes DROP accounts of $83,953,779.
(b) Includes DROP accounts of $92,848,939.
(c) Includes DROP accounts of $96,066,783.
(d) Includes DROP accounts of $96,801,380.
(e) Includes DROP accounts of $98,422,814.
(f) Includes DROP accounts of $98,884,382.

A short-term solvency test is one means of checking a plan's progress under its funding program. In a short-term solvency test, a plan's assets are compared with the accrued liabilities of the plan. The liabilities are ranked, with (1) representing the liabilities of present retired lives, (2) terminated vested members liabilities, and (3), the liabilities for service already rendered by active members. For DERP pension benefits, the liabilities for the retired members and the terminated vested members are fully covered by the valuation assets, and the liabilities for service already rendered by active members is partially covered by the remainder of the valuation assets.

Health Benefits**

		Actuarial Accrued Liabilities				Portion of Accrued Liabilities Covered by Valuation Assets		
		(1)	(2)	(3)				
Valuation Date		Retirees and Beneficiaries	Terminated Vested Members	Active Members	Valuation Assets	(1)	(2)	(3)
1/1/06	*	$79,734,437	$0	$44,040,637	$90,227,891	100%	0%	24%
1/1/07	*	81,006,285	0	46,126,783	93,089,297	100	0	26
1/1/08		82,271,298	6,596,538	39,739,243	96,457,419	100	100	19
1/1/09		87,168,030	6,706,283	40,126,245	92,682,144	100	82	0
1/1/10		98,068,689	6,768,999	36,804,834	90,414,800	92	0	0
1/1/11		94,937,728	7,310,323	40,864,423	87,609,491	92	0	0

* Prior to 2008 Active and Terminated Vested Liabilities were combined for Retiree Medical.
** These liabilities represent solely the value of the explicit benefit, without regard to the implicit rate subsidy and therefore are not compliant with GASB #45.

A short-term solvency test is one means of checking a plan's progress under its funding program. In a short-term solvency test, a plan's assets are compared with the accrued liabilities of the plan. The liabilities are ranked, with (1) representing the liabilities of present retired lives, (2) terminated vested members liabilities, and (3), the liabilities for service already rendered by active members. For DERP pension benefits, the liabilities for the retired members and the terminated vested members are fully covered by the valuation assets, and the liabilities for service already rendered by active members is partially covered by the remainder of the valuation assets.

Summary of Principal Plan Provisions [1]

Retirement Program

The Plan is a defined benefit pension plan that was established on January 1, 1963. The purpose of the Plan is to provide benefits for its members and beneficiaries upon retirement, disability, or death. The Plan was designed to be supplemented by a member's Social Security benefits and/or other retirement investments.

Contributions

In 2011, the City, the Plan for its staff, and DHHA contributed 9.5% of the employee's total gross salary to the trust fund, and the employee contributed 5.5% of his or her total gross salary, on a pretax basis through a payroll deduction. The employer and employee contributions, plus income from investments, fund the retirement benefits for employees and their beneficiaries. Effective January 1, 2012, the employer contribution rate increased to 10.25%, and the employee contribution rate increased to 6.25% of gross salary.

Retirement Benefits

Calculation of Retirement Benefits

For active members employed by the City, the Plan, and DHHA prior to September 1, 2004, the retirement benefit calculation is 2.0% of the member's average monthly salary (AMS) (based upon the highest 36 consecutive months' salary with an agency covered by this retirement plan) times years of credited service. For members who were originally hired or re-hired on or after September 1, 2004, the retirement benefit is based on 1.5% of the average monthly salary times years of credited service. For members hired on or after July 1, 2011, the benefit calculation is 1.5% of the average monthly salary based on the highest 60 consecutive months' salary. The vesting requirement is five years of credited service. In accordance with certain restrictions, active, vested members may purchase additional service. Retirement benefits from the Plan are payable in the form of a life annuity.

Normal Retirement

Normal retirement becomes effective the first day of any month after the vested member reaches age 65 and terminates employment with the City, the Plan, or DHHA.

Normal Retirement - Rule-of-75

For members hired *prior to* July 1, 2011, the Rule-of-75 enables a member to retire as early as age 55, without a benefit reduction, provided the combined credited service and age at termination equals or exceeds the sum of 75.

Normal Retirement - Rule-of-85

For members hired *on or after* July 1, 2011, the Rule-of-85 enables a member to retire as early as age 60, without a benefit reduction, provided the combined years and months of credited service and age at termination equals or exceeds the sum of 85.

Early Retirement

A member may retire early upon reaching age 55 or 60, depending on the date of hire, and with a minimum of five years credited service. Benefits are determined in accordance with the above calculation based on credited service to the early retirement date and reduced for each year under age 65.

[1] This summary is provided for general information purposes only and does not constitute legal advice. For detailed information about the Plan, refer to the Plan's Retirement Handbook.

Summary of Principal Plan Provisions [1]

Deferred Retirement

Following the month of application, a member with a minimum of five years credited service who has terminated employment with the City, the Plan, or DHHA may elect to receive a benefit as early as age 55 or 60, depending on the date of hire. Calculation of a deferred benefit is based on the member's age at the time of application for retirement benefits, AMS and credited service earned as a City, Plan, or DHHA employee. If a member should die prior to receiving a monthly deferred retirement benefit, a spouse, or children under age 21, may be eligible for a benefit.

Maximum Lifetime Benefit

This option provides a maximum lifetime benefit to the member and ceases upon the member's death. If the member is married and chooses the maximum lifetime benefit, the spouse must formally forfeit all rights to any lifetime monthly benefit from the Plan.

Joint and Survivor Options

The Plan also provides a joint and survivor benefit option. Under this benefit option the member will receive a reduced lifetime monthly benefit in order to provide a lifetime monthly benefit for a beneficiary. If the member is married, the spouse must be the designated beneficiary unless the spouse formally forfeits these rights and consents to the designation of another beneficiary.

Disability Retirement - On-the-Job

If a member should become permanently disabled in connection with the member's employment, the member may be eligible for an On-the-Job Disability retirement benefit. This benefit would be based on the higher of 20 years credited service or actual service plus 10 years. In either case, the credited service cannot exceed the service that the member would have earned at age 65. There are no minimum years of service requirements for this benefit. The member must meet all Ordinance requirements to qualify for an On-the-Job Disability.

Disability Retirement - Off-the-Job

A permanent disability not directly connected to the job will be classified as an Off-the-Job Disability. The Off-the-Job Disability benefit is 75% of the benefit calculated for an On-the-Job Disability. The member must be vested and meet all Ordinance requirements.

Death Benefit before Retirement

If an active member should die while employed with the City, the Plan or DHHA, there are death benefits available for the member's beneficiary. If the member is married, the member's spouse will receive a lifetime benefit unless the spouse had formally waived this right and consented to another designated beneficiary. If there is no spouse, any children under the age of 21 will receive a benefit until they reach age 21. If the member is not married and has no children under 21, the designated beneficiary will receive the lifetime monthly benefit.

On-the-Job Death

If a death is classified as On-the-Job, the member's beneficiary will receive a lifetime monthly benefit calculated at the higher of 15 years service or actual service plus 5 years. In either case, the credits may not exceed service which would have been earned by the member at age 65.

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Summary of Principal Plan Provisions [1]

Off-the-Job Death

If a death is classified as Off-the-Job, the member's beneficiary will receive a lifetime monthly benefit that is 75% of the On-the-Job Death benefit. There are no minimum service requirements for this benefit.

Death Benefit after Retirement

Lump-Sum Death Benefit

A lump-sum death benefit is available to members who retire directly from active service. This single payment will be paid to the member's beneficiary or to the member's estate if the designated beneficiary is no longer living. The death benefit for Normal Retirement, Rule-of-75, Rule-of-85, or Disability (after age 65) is $5,000.

Health Insurance after Retirement

The Plan offers health, dental and vision insurance options for retired members and the member's family. The Plan contributes a portion of the monthly health, dental and vision insurance premiums, based on the member's years of credited service and age. For members who are not Medicare-eligible, the monthly benefit is $12.50 per year of credited service, and for members who are Medicare-eligible, the monthly benefit is $6.25 per year of credited service.

[1] This summary is provided for general information purposes only and does not constitute legal advice. For detailed information about the Plan, refer to the Plan's Retirement Handbook.

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Statistical Section

This section of the Plan's comprehensive annual financial report presents detailed information to assist the reader in understanding what the information in the financial statements, note disclosures, and required supplementary information indicate about the Plan's overall financial status.

Changes in Net Assets
Last Ten Fiscal Years

	2002	2003	2004	2005	2006
Pension Benefits					
Additions:					
Member contributions[(1)]	$ 93,905	$ 2,457,661 [(2)]	$ 9,197,797	$ 11,248,020 [(3)]	$ 11,436,362
Employer contributions[(1)]	47,244,972	43,441,450	35,666,583	37,347,133	37,809,048
Investment earnings (net of expenses)	(117,388,491)	242,309,261	163,674,788	149,237,500	234,113,308
Total additions to Plan net assets	(70,049,614)	288,208,372	208,539,168	197,832,653	283,358,718
Deductions:					
Benefit payments	62,319,926	67,869,193	76,355,138	86,053,631	95,436,244
Refunds	14,325	20,800	81,937	159,000	209,412
Administrative expenses	1,955,993	2,098,088	2,211,322	2,464,874	2,618,710
Total deductions from Plan net assets	64,290,244	69,988,081	78,648,397	88,677,505	98,264,366
Change in net assets	$ (134,339,858)	$ 218,220,291	$ 129,890,771	$ 109,155,148	$ 185,094,352
Health Benefits					
Additions:					
Member contributions[(1)]	$ -	$ 218,967	$ 784,899	$ 1,038,456	$ 1,187,939
Employer contributions[(1)]	3,556,073	4,348,924	3,143,627	3,530,326	4,075,768
Investment earnings (net of expenses)	(6,766,350)	13,503,048	8,832,033	7,812,975	11,955,835
Total additions to Plan net assets	(3,210,277)	18,070,939	12,760,559	12,381,757	17,219,542
Deductions:					
Benefit payments	6,561,307	7,588,370	8,415,219	9,201,577	9,933,174
Refunds	-	-	4,428	8,352	10,705
Administrative expenses	112,517	117,418	120,277	129,711	133,977
Total deductions from Plan net assets	6,673,824	7,705,788	8,539,924	9,339,640	10,077,856
Change in net assets	$ (9,884,101)	$ 10,365,151	$ 4,220,635	$ 3,042,117	$ 7,141,686

(1) Employer and employee contributions are made in accordance with rates set by City ordinance. The contribution rate has been actuarially determined by an independent acturary to be sufficient to accumulate assets necessary to pay the actuarial liability when due.

(2) The employers contributed amounts equal to 10.0% of covered payroll through September 30, 2003. Beginning on October 1, 2003, the employers reduced their contribtion to 8.0% and employees began making a 2.0% contribution.

(3) Effective January 1, 2005, the employer and employee contributions increased to 8.5% and 2.5%, respectively.

(4) Effective January 1, 2010, the employee contribution increased to 4.5%.

(5) Effective January 1, 2011, the employer and employee contributions increased to 9.5% and 5.5%, respectively.

2007	2008	2009	2010	2011
$ 11,979,390	$ 12,804,873	$ 12,849,520	$ 21,139,754 (4)	$ 26,110,772 (5)
40,955,026	44,362,545	43,127,064	42,228,203	45,703,351
199,977,322	(523,370,681)	198,018,642	217,566,113	(2,396,020)
252,911,738	(466,203,263)	253,995,226	280,934,070	69,418,103
104,926,801	115,090,867	121,191,856	137,392,322	142,108,250
390,158	492,692	430,252	666,009	948,969
2,469,185	2,839,820	2,558,311	2,555,677	2,883,909
107,786,144	118,423,379	124,180,419	140,614,008	145,941,128
$ 145,125,594	$ (584,626,642)	$ 129,814,807	$ 140,320,062	$ (76,523,025)
$ 1,297,609	$ 1,183,354	$ 1,291,670	$ 1,950,508	$ 2,329,357
4,504,640	4,253,783	4,551,097	2,924,858	4,202,033
10,012,367	(25,408,688)	9,252,242	9,714,426	(42,792)
15,814,616	(19,971,551)	15,095,009	14,589,792	6,488,598
10,612,929	10,822,553	11,003,408	11,708,006	12,471,835
19,489	24,005	20,304	30,120	41,255
123,382	138,364	120,955	115,362	125,390
10,755,800	10,984,922	11,144,667	11,853,488	12,638,480
$ 5,058,816	$ (30,956,473)	$ 3,950,342	$ 2,736,304	$ (6,149,882)

Schedule of Benefit Expenses by Type

Last Ten Fiscal Years

	2002	2003	2004	2005	2006
Age and Service Benefits:					
Retirees	$ 52,217,021	$ 55,940,266	$ 62,377,101	$ 69,452,844	$ 77,386,468
Survivor	3,055,528	3,303,251	3,487,000	3,723,260	4,057,908
Death in Service Benefits	2,147,646	2,328,352	2,504,738	2,766,450	2,802,956
Disability Benefits:					
Retirees:					
On-the-Job	587,789	514,618	604,324	571,189	581,664
Off-the-Job	2,347,540	2,639,992	2,868,523	2,871,960	2,986,632
Survivors	582,711	586,217	653,459	797,577	874,519
Lump Sum Death Benefits	946,180	893,150	1,555,635	1,275,203	996,348
Pension Benefits' Refunds	14,325	20,800	81,937	159,000	209,412
Health Benefits' Refunds	-	-	4,428	8,352	10,705
DROP Benefits	435,511	1,653,347	2,304,358	4,595,148	5,749,749
Pension Benefits	61,884,415	66,205,846	74,050,780	81,458,483	89,686,495
Health Benefits	6,561,307	7,588,370	8,415,219	9,201,577	9,933,174

2007	2008	2009	2010	2011
$ 85,768,809	$ 94,138,108	$ 100,395,696	$ 114,044,816	$ 119,878,934
4,342,907	4,772,142	5,050,283	5,415,206	5,879,654
2,905,886	3,118,334	3,347,207	3,636,127	3,659,245
607,662	695,022	646,932	769,792	818,527
3,115,834	3,257,205	3,377,520	3,712,434	3,888,218
927,141	1,012,571	1,071,358	1,124,708	1,122,643
1,199,236	1,055,949	1,310,065	1,376,342	1,508,915
390,158	492,692	430,252	666,009	948,969
19,489	24,005	20,304	30,120	41,255
6,059,326	7,041,536	5,992,795	7,312,897	5,352,114
98,867,475	108,049,331	115,199,061	130,079,425	136,756,136
10,612,929	10,822,553	11,003,408	11,708,006	12,471,835

Schedule of Retired Members by Type of Benefit - Pension

December 31, 2011

Amount of Monthly Benefit	Number of Retirees	Type of Retirement*							Option Selected**			
		1	2	3	4	5	6	7	1	2	3	4
$1- 50	109	107	2									109
51- 100	127	83	26			4	14		28	5	5	89
101- 150	212	136	43	1	1	7	24		58	5	14	135
151- 200	217	146	42			6	21	2	61	7	21	128
201- 250	236	152	54			11	17	2	71	5	15	145
251- 300	229	132	43		5	22	25	2	65	5	18	141
301- 350	237	134	42		4	22	27	8	56	12	20	149
351- 400	189	105	40	1	8	18	13	4	47	2	21	119
401- 450	193	102	46	1	8	11	21	4	44	11	33	105
451- 500	203	106	37	1	16	17	22	4	50	11	18	124
501- 600	395	197	90	3	24	26	41	14	94	22	49	230
601- 700	336	195	48	2	25	21	36	9	73	21	39	203
701- 800	316	172	49	4	26	16	37	12	79	24	36	177
801- 900	297	179	37	3	20	20	34	4	64	20	41	172
901- 1,000	258	173	17	2	20	14	26	6	69	21	33	135
1,001-1,100	292	206	24	2	15	10	25	10	75	25	41	151
1,101-1,200	274	188	18	2	19	16	22	9	82	19	25	148
1,201-1,300	251	183	14	1	13	9	27	4	65	18	43	125
1,301-1,400	232	183	9	3	13	2	17	5	52	17	36	127
1,401-1,500	236	189	8	1	8	12	15	3	51	20	38	127
1,501-1,600	199	168	6	3	5	7	10		45	25	21	108
1,601-1,700	190	162	6		6	6	7	3	36	21	32	101
1,701-1,800	173	148	2	1	7	6	8	1	34	21	26	92
1,801-1,900	179	158	2		7	5	7		33	20	29	97
1,901-2,000	149	134	1		5	3	5	1	39	12	32	66
2,001-2,500	672	591	7	5	20	12	32	5	177	72	104	319
2,501-3,000	479	450	3	5	8	4	9		112	41	96	230
3,001-3,500	350	327	2	4	5	5	7		96	31	59	164
3,501-4,000	210	203	2		1	3	1		59	17	37	97
4,001-4,500	120	114	0		1	4	1		31	7	36	46
$4,501- over	216	206	1	1	6	1	1		58	29	45	84
Totals	7,776	5,729	721	46	296	320	552	112	1,904	566	1,063	4,243

* Type of Retirement:
1. Normal Retirement for Age and Service
2. Early Retirement
3. Disability – On-the-Job
4. Disability – Off-the-Job
5. Survivor Payment – Death in Service
6. Survivor Payment – Normal or Early Retirement
7. Survivor Payment – Disability Retirement

**Option Selected:
1. Life
2. 100% Joint and Survivor
3. 75% Joint and Survivor
4. 50% Joint and Survivor

Schedule of Retired Members by Type of Benefit - Health Insurance Reduction

December 31, 2011

(1) Non Medicare-eligible: Amount of Reduction Eligible to Receive	Number of Retirees	(2) Medicare-eligible: Amount of Reduction Eligible to Receive	Number of Retirees
$12.50 - 50.00	90	$6.25 - 50.00	381
51.00 - 100.00	279	51.00 - 100.00	777
101.00 - 150.00	261	101.00 - 150.00	833
151.00 - 200.00	190	151.00 - 200.00	759
201.00 - 250.00	306	201.00 - 250.00	264
251.00 - 300.00	289	251.00 - 300.00	59
301.00 - 350.00	305	301.00 - 350.00	33
351.00 - 400.00	339	351.00 - 400.00	36
401.00 - 450.00	242	401.00 - 450.00	16
451.00 - 500.00	55	451.00 - 500.00	4
501.00 - 550.00	8	501.00 - 550.00	2
551.00 - 600.00	5	551.00 - 600.00	2
601.00 - 650.00	4	601.00 - 650.00	2
651.00 - 700.00	6	651.00 - 700.00	3
701.00 - 750.00	1	$701.00 - over	1
751.00 - 800.00	2		
$801.00 - over	1		
Total	2,383	Total	3,172

Type of Benefit:

[1] Participants who are not Medicare-eligible are eligible for health/dental insurance premium reduction equal to $12.50 per month for each year of service.

[2] Participants who are Medicare-eligible are eligible for health/dental insurance premium reduction equal to $6.25 per month for each year of service.

Note: In some instances, the years of service of spouses may have been combined when determining the amount of benefit.

Schedule of Retired Members by Attained Age and Type of Pension Benefit

December 31, 2011

Age	Number of Retirees/ Beneficiary	Type of Retirement* 1	2	3	4	5	6	7
01-24	28				14	10	2	2
25-29	5					4		1
30-34	12					7	1	4
35-39	14				2	7	3	2
40-44	28	1			6	10	8	3
45-49	42	2		1	8	22	6	3
50-54	88	2		2	34	29	14	7
55-59	1,103	907	39	12	57	45	32	11
60-64	1,771	1,459	123	11	74	49	41	14
65-69	1,499	1,182	152	4	43	38	61	19
70-74	1,044	767	115	5	30	33	72	22
75-79	786	568	73	7	14	22	89	13
80-84	663	474	55	1	8	18	103	4
85-89	440	231	106	2	4	18	72	7
90-94	201	104	51	1	2	5	38	
95 and up	52	32	7			3	10	
Totals	7,776	5,729	721	46	296	320	552	112

*Type of Retirement:

1. Normal Retirement for Age and Service
2. Early Retirement
3. Disability – On-the-Job
4. Disability – Off-the-Job
5. Survivor Payment – Death in Service
6. Survivor Payment – Normal or Early Retirement
7. Survivor Payment – Disability Retirement

Average Monthly Benefit Payment – Pension

Last Ten Fiscal Years

Retirement Effective Date	Years of Credited Service							
for the Years Ended December 31	0-5	6-10	11-15	16-20	21-25	26-30	31+	Total
2002								
Average Monthly Benefit	$5.31	$330.93	$743.84	$1,237.29	$1,927.91	$2,615.87	$3,255.39	$1,754.06
Mean Final Average Monthly Salary	$480.59	$3,242.39	$3,710.53	$3,900.95	$4,490.34	$4,821.29	$5,110.39	$4,246.26
Number of Retirees	2	57	62	60	70	76	67	394
2003								
Average Monthly Benefit	$340.96	$414.46	$850.92	$1,656.35	$2,208.37	$2,762.79	$3,316.91	$1,932.89
Mean Final Average Monthly Salary	$3,428.78	$3,683.47	$4,223.41	$5,129.96	$4,969.14	$5,199.59	$5,144.78	$4,761.60
Number of Retirees	5	61	74	81	60	88	82	451
2004								
Average Monthly Benefit	$235.47	$408.91	$809.39	$1,274.68	$2,083.56	$2,325.80	$3,084.75	$1,487.81
Mean Final Average Monthly Salary	$2,883.01	$3,821.80	$4,337.81	$4,537.74	$4,952.69	$4,511.64	$5,025.66	$4,434.07
Number of Retirees	1	75	39	43	41	39	38	276
2005								
Average Monthly Benefit	$157.05	$413.42	$723.78	$1,299.63	$1,531.58	$2,327.17	$3,307.38	$1,367.83
Mean Final Average Monthly Salary	$2,787.43	$3,991.64	$3,993.72	$4,294.89	$4,161.50	$4,599.48	$5,446.68	$4,305.44
Number of Retirees	7	81	52	48	40	36	42	306
2006								
Average Monthly Benefit	$241.12	$380.82	$798.58	$1,640.94	$2,061.07	$2,498.79	$3,358.99	$1,612.03
Mean Final Average Monthly Salary	$1,116.33	$3,672.48	$4,061.86	$5,301.29	$5,103.43	$7,480.71	$5,453.33	$4,562.89
Number of Retirees	7	86	71	59	50	44	63	380
2007								
Average Monthly Benefit	$52.26	$406.89	$668.51	$1,306.00	$1,802.38	$2,500.82	$3,146.99	$1,525.70
Mean Final Average Monthly Salary	$2,936.27	$3,784.99	$3,637.37	$4,493.97	$4,707.83	$4,897.62	$5,052.79	$4,372.90
Number of Retirees	1	88	56	68	55	50	61	379
2008								
Average Monthly Benefit	$758.53	$444.21	$844.40	$1,584.03	$2,316.39	$2,603.67	$3,369.03	$1,621.69
Mean Final Average Monthly Salary	$2,053.60	$3,781.87	$4,450.86	$4,998.35	$5,568.83	$5,209.11	$5,532.95	$4,742.67
Number of Retirees	3	94	63	72	44	55	46	377
2009								
Average Monthly Benefit	$170.48	$371.43	$861.17	$1,646.28	$2,171.89	$2,631.60	$3,380.10	$1,960.51
Mean Final Average Monthly Salary	$3,651.81	$3,179.39	$4,348.20	$5,337.72	$5,432.91	$5,123.81	$5,359.29	$4,883.90
Number of Retirees	5	93	77	114	126	73	142	630
2010								
Average Monthly Benefit	$211.53	$369.70	$979.86	$1,527.63	$2,163.74	$2,606.62	$3,138.77	$1,569.19
Mean Final Average Monthly Salary	$3,293.07	$3,738.27	$5,649.60	$5,459.85	$5,761.51	$5,114.12	$5,862.78	$5,152.88
Number of Retirees	5	72	63	74	40	33	48	335
2011								
Average Monthly Benefit	$296.19	$500.13	$1,078.70	$1,848.95	$2,506.49	$3,229.10	$3,896.81	$1,908.05
Mean Final Average Monthly Salary	$4,168.30	$4,069.33	$5,078.96	$5,671.69	$6,024.76	$5,987.34	$5,877.89	$5,268.32
Number of Retirees	40	74	66	90	44	43	55	412

Average Monthly Benefit Payment – Health Benefits Reduction

Last Six Fiscal Years

	Years of Credited Service							
As of December 31:	1-5	6-10	11-15	16-20	21-25	26-30	31+	Total
2006								
Total Eligible Reduction Amount	$3,531	$30,738	$68,931	$125,975	$183,056	$230,344	$296,069	$938,644
Average Monthly Benefit Paid	$36.36	$62.47	$95.70	$145.35	$191.33	$245.71	$292.40	$186.00
Number of Retirees	89	423	608	780	876	872	897	4,545
2007								
Total Eligible Reduction Amount	$3,775	$30,788	$66,525	$127,688	$189,438	$239,006	$317,100	$974,320
Average Monthly Benefit Paid	$37.58	$62.76	$97.04	$145.41	$191.21	$246.67	$303.49	$190.26
Number of Retirees	96	432	599	794	915	910	957	4,703
2008								
Total Eligible Reduction Amount	$3,263	$33,463	$69,656	$139,150	$191,944	$245,413	$330,750	$1,013,638
Average Monthly Benefit Paid	$36.25	$71.05	$190.18	$161.05	$201.83	$256.98	$326.83	$190.26
Number of Retirees	90	471	638	864	951	955	1,012	4,981
2009								
Total Eligible Reduction Amount	$3,313	$35,381	$75,444	$154,194	$213,188	$256,800	$375,813	$1,114,131
Average Monthly Benefit Paid	$36.40	$72.50	$110.78	$165.44	$209.01	$260.18	$336.15	$209.54
Number of Retirees	91	488	681	932	1,020	987	1,118	5,317
2010								
Total Eligible Reduction Amount	$3,506	$34,006	$75,925	$157,556	$209,787	$252,344	$377,131	$1,110,255
Average Monthly Benefit Paid	$36.91	$69.97	$110.20	$164.12	$206.48	$255.41	$336.12	$207.29
Number of Retirees	95	486	689	960	1,016	988	1,122	5,356
2011								
Total Eligible Reduction Amount	$4,666	$31,748	$72,015	$157,243	$200,803	$262,652	$313,342	$1,042,451
Average Monthly Benefit Paid	$36.45	$62.25	$93.77	$151.05	$192.34	$246.39	$313.97	$187.66
Number of Retirees	128	510	768	1,041	1,044	1,066	998	5,555

Note: Only six years of data are available because 2006 is the first year the information was captured.

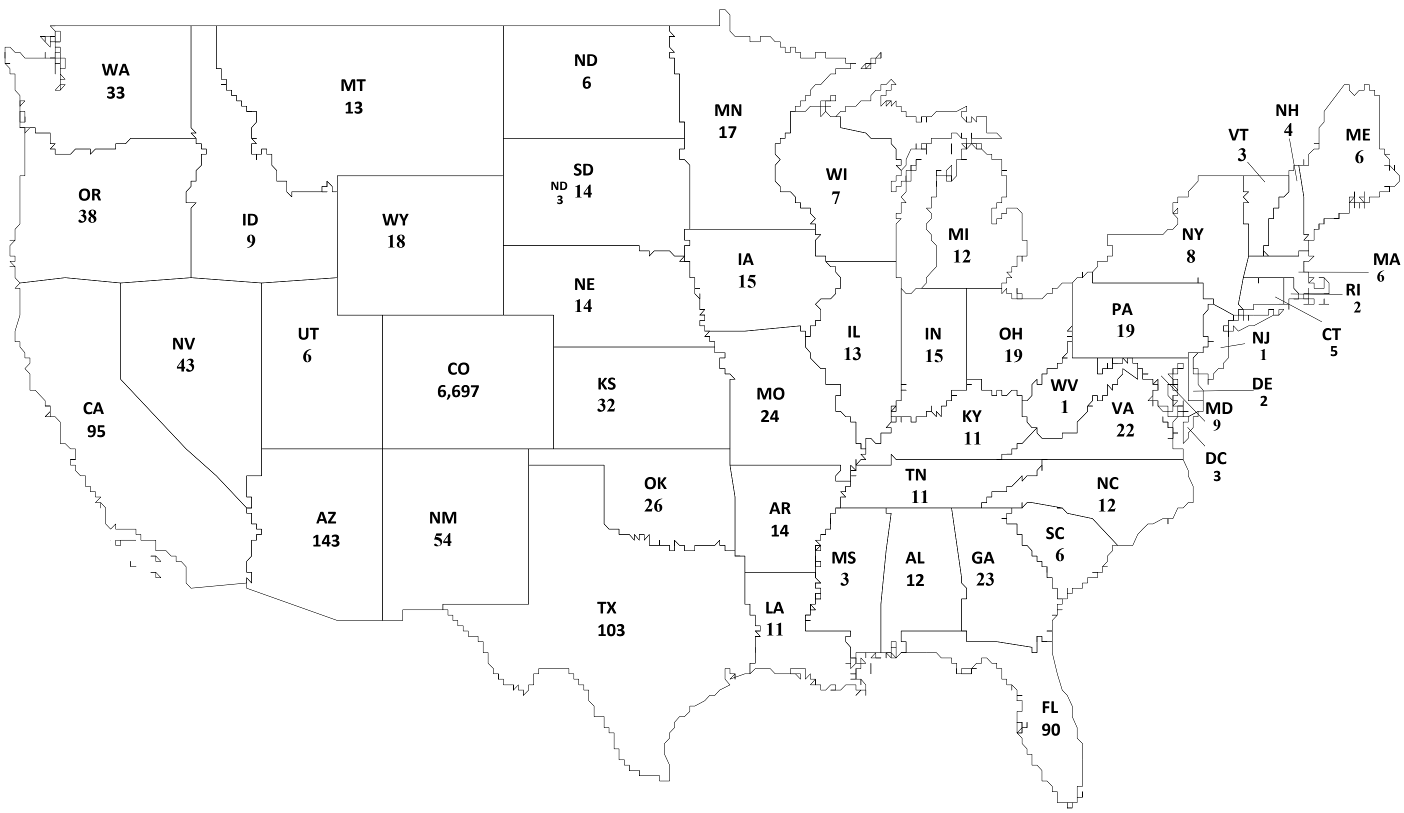
Principal Participating Employers

Current Year and Nine Years Ago

	2011			2002		
	Covered Employees	Rank	Percentage of Total System	Covered Employees	Rank	Percentage of Total System
Pension Benefits						
Participating Government:						
City and County of Denver	18,258	1	93.5%	15,949	1	88.4%
Denver Health and Hospital Authority	1,276	2	6.5%	2,092	2	11.6%
Total	19,534		100.0%	18,041		100.0%
Health Benefits						
Participating Government:						
City and County of Denver	18,258	1	93.5%	15,949	1	88.4%
Denver Health and Hospital Authority	1,276	2	6.5%	2,092	2	11.6%
Total	19,534		100.0%	18,041		100.0%

Location of Plan Retirees

Total Number of Retirees – 7,776



Other Countries and Territories

Argentina	1
Australia	1
Bulgaria	1
Chile	1
Costa Rica	1
Finland	1
Israel	3
Mexico	5
New Zealand	2
Puerto Rico	1
United Kingdom	1

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