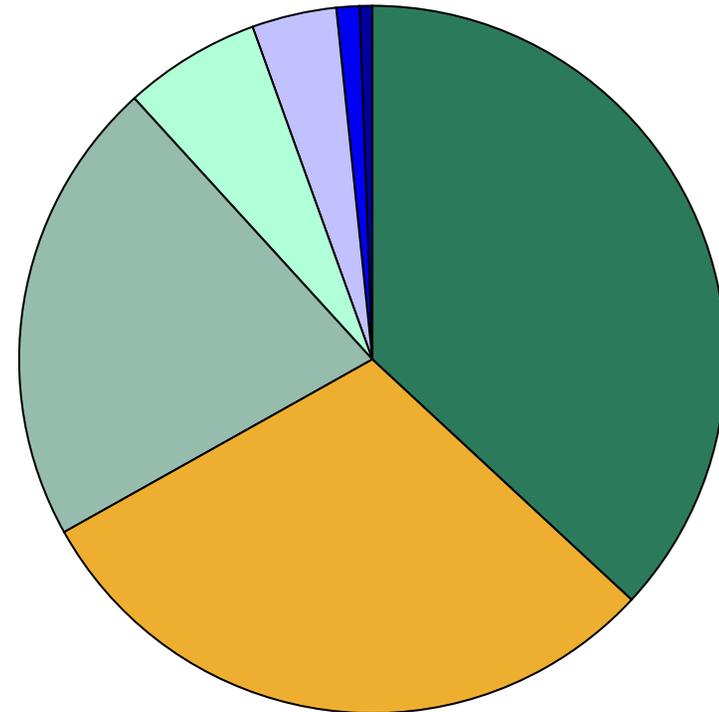
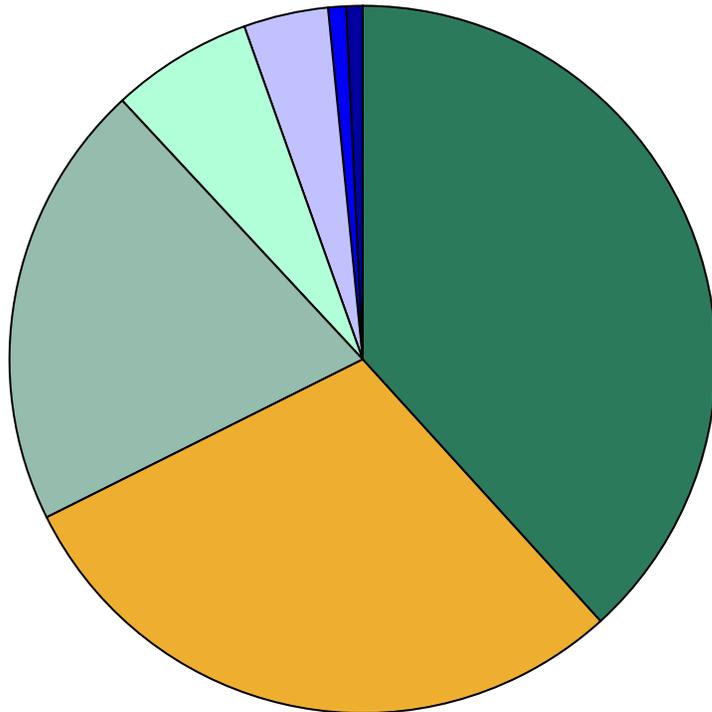


June 30, 2016 : \$2,094,914,272

September 30, 2016 : \$2,155,250,576



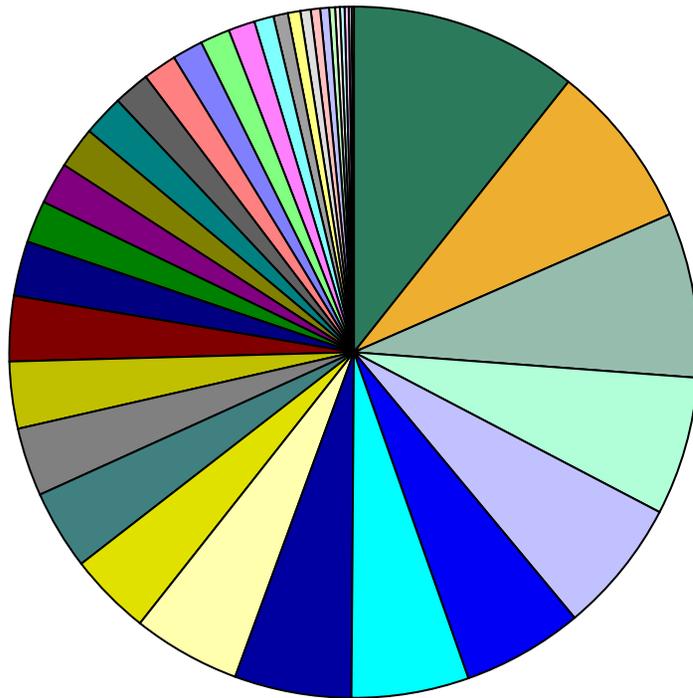
	Market Value (\$)	Allocation (%)
Fixed Income Composite	801,414,504	38.26
Domestic Equity Composite	615,506,881	29.38
International Equity Composite	428,241,635	20.44
Real Estate Composite	135,633,651	6.47
Hedge Fund Composite	81,113,320	3.87
Private Equity Composite	17,187,051	0.82
In House Cash	15,817,230	0.76

	Market Value (\$)	Allocation (%)
Fixed Income Composite	795,198,988	36.90
Domestic Equity Composite	646,246,503	29.98
International Equity Composite	460,114,407	21.35
Real Estate Composite	134,963,063	6.26
Hedge Fund Composite	83,475,130	3.87
Private Equity Composite	22,687,051	1.05
In House Cash	12,565,435	0.58

As of September 30, 2016

September 30, 2016 : \$2,155,250,576

**Market Value (\$)**      **Allocation (%)**



Brandywine	230,398,309	10.69
Mackay Shields	167,423,587	7.77
Rhumblin S&P 500	166,291,099	7.72
Prudential Core Conserv Bond	139,653,686	6.48
Smith Graham	135,487,954	6.29
PIMCO	122,235,452	5.67
1607 Capital Partners	118,595,825	5.50
Marathon Asset Mgmt	118,194,786	5.48
Acadian EM Equity II	109,054,940	5.06
Principal Global Investors	83,281,679	3.86
Winslow Capital Management	80,187,395	3.72
Herndon Capital Management	69,080,079	3.21
Navellier and Associates Inc.	67,326,288	3.12
Barrow, Hanley	65,888,385	3.06
NTGI S&P 400	55,087,109	2.56
BlackRock Granite Property Fund	42,609,463	1.98
Grosvenor Institutional Partners, L.P.	41,961,198	1.95
Capital Prospects LLC	41,866,097	1.94
Aetos	41,513,932	1.93
Nicholas Investment Partners	36,508,085	1.69
Paradigm Small Cap	34,087,280	1.58
Strategic Global Advisors	30,987,177	1.44
SouthernSun	29,924,685	1.39
RREEF Public REITs	26,891,165	1.25
Long Wharf Real Estate Partners IV, L.P.	19,721,942	0.92
RREEF REIT II	14,664,742	0.68
In House Cash	12,565,435	0.58
NB Crossroads Fund XXI	10,500,000	0.49
Pantheon Global Secondary Fund V	9,346,877	0.43
Gerding Edlen Green Cities III, L.P.	9,103,434	0.42
Cornerstone (Barings) Real Estate Advisers Fund X	5,885,087	0.27
TA Realty Fund XI	4,872,132	0.23
Long Wharf RE Partners V, L.P.	4,627,776	0.21
Long Wharf Real Estate Partners	4,189,683	0.19
SSM Partners Fund V	2,840,174	0.13
Cornerstone (Barings) Real Estate Advisers VIII	2,397,639	0.11

**City of Memphis**  
**Asset Allocation Comparison**

Portfolio Value 9/30/16  
\$2,155,250,576

<u>Target Allocations</u>			<u>Current Managers &amp; Allocations</u>			<u>Difference</u>	<u>Range</u>
<b>Equity</b>							
Large Cap Equity	17.00%	\$366,393	Barrow, Hanley (large cap value)	3.06%	\$65,888	3.82%	13%-21%
			Herdon Capital (large cap value)	3.21%	\$69,080		
			Navellier and Associates (large cap growth)	3.12%	\$67,326		
			Winslow (large cap growth)	3.72%	\$80,187		
			Rhumbline S&P 500 (large cap core)	7.72%	\$166,291		
Mid/SMID Cap Equity	5.00%	\$107,763	Northern Trust (mid cap core)	2.56%	\$55,087	-0.50%	0%-7%
			Capital Prospects SMID Cap*	1.94%	\$41,866		
Small Cap Equity	5.00%	\$107,763	SouthernSun (small cap value)	1.39%	\$29,925	-0.34%	0%-7%
			Paradigm (small cap growth)	1.58%	\$34,087		
			Nicholas (small cap growth)	1.69%	\$36,508		
<b>Domestic Equity</b>	<b>27.00%</b>	<b>\$581,918</b>	<b>Domestic Equity</b>	<b>29.98%</b>	<b>\$646,247</b>	<b>2.98%</b>	<b>17%-37%</b>
Developed International	18.50%	\$398,721	1607 Capital Partners	5.50%	\$118,596	-2.21%	14%-23%
			Principal Global Investors	3.86%	\$83,282		
			Marathon Asset Mgmt	5.48%	\$118,195		
			Strategic Global Advisors	1.44%	\$30,987		
Emerging Markets	8.50%	\$183,196	Acadian	5.06%	\$109,055	-3.44%	5%-12%
			JPMorgan				
<b>International</b>	<b>27.00%</b>	<b>\$581,918</b>	<b>International</b>	<b>21.35%</b>	<b>\$460,114</b>	<b>-5.65%</b>	<b>17%-37%</b>
<b>Equity Total</b>	<b>54.00%</b>	<b>\$1,163,835</b>	<b>Equity Total</b>	<b>51.33%</b>	<b>\$1,106,361</b>	<b>-2.67%</b>	
<b>Fixed Income</b>							
Core Fixed Income	12.00%	\$258,630	PIMCO	5.67%	\$122,235	6.44%	7%-17%
			Prudential Core Conserv Bond	6.48%	\$139,654		
			Smith Graham	6.29%	\$135,488		
Global Fixed Income	10.00%	\$215,525	Brandywine	10.69%	\$230,398	0.69%	3%-13%
Global High Yield	6.00%	\$129,315	Mackay Shields	7.77%	\$167,424	1.77%	3%-13%
<b>Fixed Income Total</b>	<b>28.00%</b>	<b>\$603,470</b>	<b>Fixed Income Total</b>	<b>36.90%</b>	<b>\$795,199</b>	<b>8.90%</b>	<b>20%-36%</b>
<b>Real Estate</b>							
Core/Value Add/REITs	10.00%	\$215,525	BlackRock Granite Property Fund	1.98%	\$42,609		
			RREEF REIT II	0.68%	\$14,665		
			RREEF Public REITs	1.25%	\$26,891		
			Long Wharf Real Estate Partners	0.19%	\$4,190		(Total Commitment \$35M, Total Drawn \$31.9M, Total Distributed \$37.9M)
			Long Wharf Real Estate Partners IV	0.92%	\$19,722		(Total Commitment \$20M, Total Drawn \$20.0M, Total Distributed \$5.7M)
			Long Wharf Real Estate Partners Fund V	0.21%	\$4,628		(Total Commitment \$20M, Total Drawn \$4.7M, Total Distributed \$0.0M)
			Cornerstone (Barings) Real Estate Fund VIII <sup>1</sup>	0.11%	\$2,398		(Total Commitment \$10M, Total Drawn \$10.9M, Total Distributed \$12.7M)
			Cornerstone (Barings) Real Estate Fund X <sup>1</sup>	0.27%	\$5,885		(Total Commitment \$10M, Total Drawn \$5.8M, Total Distributed \$0.4M)
			Gerding Edlen Green Cities III	0.42%	\$9,103		(Total Commitment \$20M, Total Drawn \$13.0M, Total Distributed \$4.0M)
			TA Realty Fund XI	0.23%	\$4,872		(Total Commitment \$20M, Total Drawn \$5.0M, Total Distributed \$0.0M)
<b>Real Estate Total</b>	<b>10.00%</b>	<b>\$215,525</b>	<b>Real Estate Total</b>	<b>6.26%</b>	<b>\$134,963</b>	<b>-3.74%</b>	<b>5%-10%</b>
<b>Private Equity</b>							
Secondary	2.00%		Pantheon Global Secondary Fund V	0.43%	\$9,347		(Total Commitment \$50M, Total Drawn \$7.5M, Total Distributed \$0.0M)
			SSM Partners V*	0.13%	\$2,840		(Total Commitment \$10M, Total Drawn \$2.8, Total Distributed \$0.0M)
Diversified FoF	2.00%		Neuberger Berman Crossroads XXI	0.49%	\$10,500		(Total Commitment \$50M, Total Drawn \$10.5M, Total Distributed \$0.0M)
<b>Private Equity Total</b>	<b>4.00%</b>	<b>\$86,210</b>	<b>Private Equity Total</b>	<b>1.05%</b>	<b>\$22,687</b>	<b>-2.95%</b>	<b>2%-6%</b>
<b>Hedge Fund of Funds</b>							
	4.00%		Actos	1.93%	\$41,514		
			Grovesnor	1.95%	\$41,961		
<b>Hedge Fund of Funds Total</b>	<b>4.00%</b>	<b>\$86,210</b>	<b>Hedge Fund of Funds Total</b>	<b>3.87%</b>	<b>\$83,475</b>	<b>-0.13%</b>	<b>2%-6%</b>
Internal Account	0.00%	\$0	Internal Account	0.58%	\$12,565		
<b>Cash</b>	<b>0.00%</b>	<b>\$0</b>	<b>Cash</b>	<b>0.58%</b>	<b>\$12,565</b>	<b>0.58%</b>	<b>0%-5%</b>
<b>Total</b>	<b>100%</b>	<b>\$2,155,251</b>	<b>Total</b>	<b>100%</b>	<b>\$2,155,251</b>		

\*Emerging Managers  
<sup>1</sup> Cornerstone Real Estate Advisers now operates under the investment adviser name "Barings Real Estate Advisers," however; all predecessor funds retain the name Cornerstone. All new products open to new investors will operate under the name "Barings Real Estate Advisers" moving forward.

As of September 30, 2016

	Performance (%)								
	1 Quarter	Year To Date	1 Year	3 Years	5 Years	7 Years	10 Years	Since Inception	Inception Date
<b>Total Fund Composite</b>	<b>3.85</b>	<b>6.99</b>	<b>9.50</b>	<b>6.12</b>	<b>9.93</b>	<b>8.82</b>	<b>5.68</b>	<b>9.56</b>	<b>10/01/1982</b>
Policy Index	4.11	7.92	10.88	6.15	9.47	8.06	5.97	10.04	
<b>In House Cash</b>	<b>0.09</b>	<b>0.29</b>	<b>0.29</b>	<b>0.20</b>	<b>0.20</b>	<b>0.26</b>	<b>1.14</b>	<b>4.37</b>	<b>10/01/1982</b>
90 Day U.S. Treasury Bill	0.07	0.19	0.18	0.09	0.08	0.09	0.89	4.08	
<b>Domestic Equity Composite</b>	<b>4.99</b>	<b>6.31</b>	<b>11.28</b>	<b>7.93</b>	<b>15.00</b>	<b>12.59</b>	<b>6.99</b>	<b>11.73</b>	<b>10/01/1982</b>
Russell 3000 Index	4.40	8.18	14.96	10.44	16.36	13.18	7.37	11.52	
Domestic Equity Index*	4.50	8.82	15.47	10.45	16.37	13.24	7.50	N/A	
<b>Fixed Income Composite</b>	<b>1.68</b>	<b>8.14</b>	<b>7.36</b>	<b>4.44</b>	<b>4.61</b>	<b>5.45</b>	<b>4.78</b>	<b>7.83</b>	<b>10/01/1982</b>
Blmbg. Barc. U.S. Aggregate	0.46	5.80	5.19	4.03	3.08	4.10	4.79	7.69	
<b>International Equity Composite</b>	<b>7.49</b>	<b>5.54</b>	<b>10.29</b>	<b>3.19</b>	<b>9.25</b>	<b>6.37</b>	<b>3.67</b>	<b>4.89</b>	<b>01/01/1990</b>
MSCI EAFE (Net)	6.43	1.73	6.52	0.48	7.39	4.24	1.82	4.06	
<b>Hedge Fund Composite</b>	<b>2.91</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>4.72</b>	<b>04/01/2016</b>
90-Day T-Bill+ 5%	1.30	3.92	5.19	5.09	5.08	5.10	5.94	2.60	
<b>Real Estate Composite</b>	<b>1.48</b>	<b>6.83</b>	<b>11.30</b>	<b>15.05</b>	<b>15.38</b>	<b>14.91</b>	<b>5.97</b>	<b>10.49</b>	<b>07/01/1996</b>
NCREIF Property Index	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	

Gross of Fees.

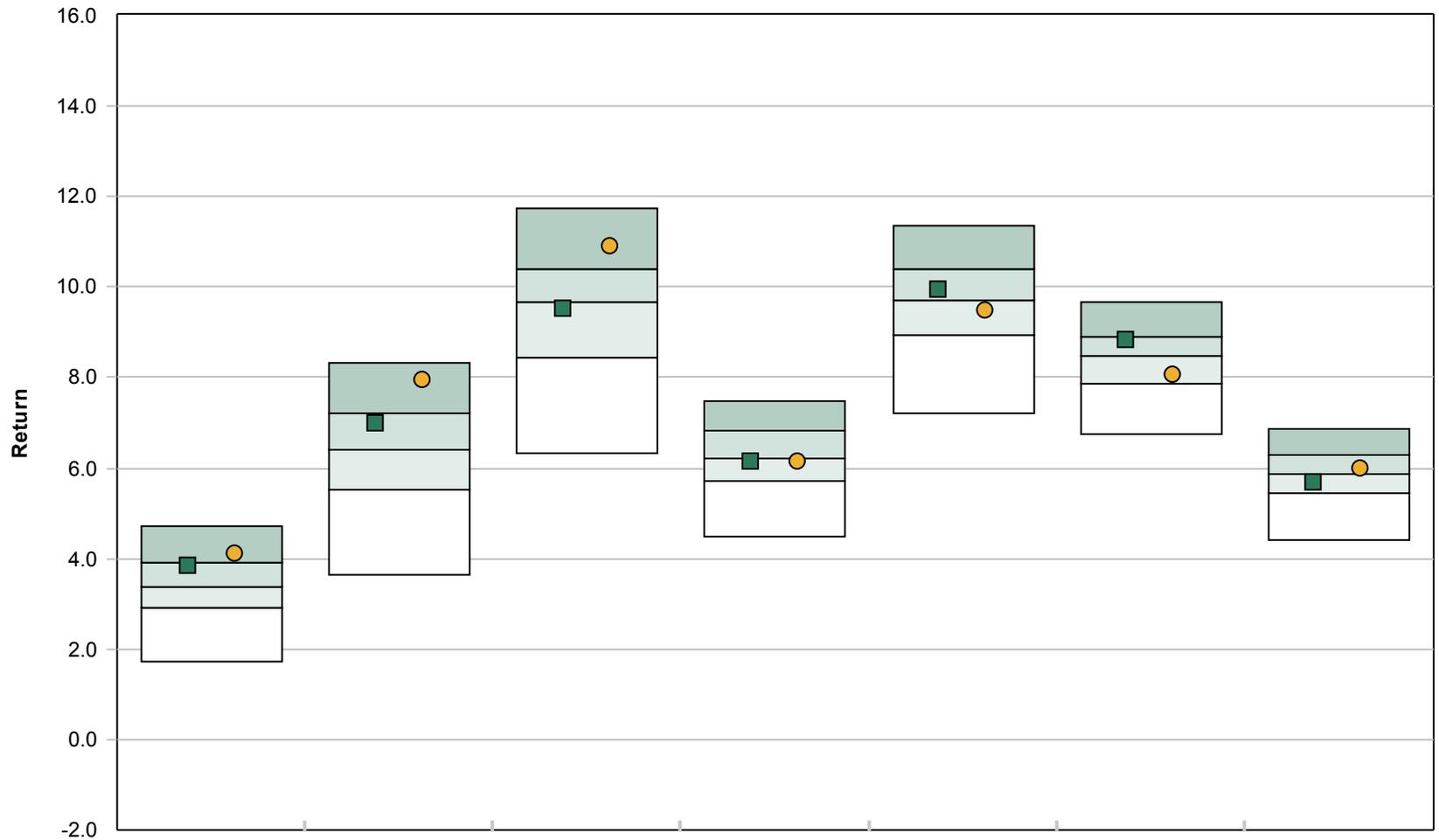
\*Domestic Equity Index is comprised of 76% S&amp;P 500 Index, 12% S&amp;P 400 Index, &amp; 12% Russell 2000 Index.

As of September 30, 2016

	Performance (%)									
	2015	2014	2013	2012	2011	2010	2009	2008	2007	2006
<b>Total Fund Composite</b>	<b>0.26</b>	<b>5.50</b>	<b>17.71</b>	<b>13.75</b>	<b>0.72</b>	<b>14.05</b>	<b>22.23</b>	<b>-28.95</b>	<b>8.34</b>	<b>13.62</b>
Policy Index	-0.19	5.86	15.19	12.79	0.77	12.11	19.76	-22.15	8.69	12.80
<b>In House Cash</b>	<b>0.18</b>	<b>0.11</b>	<b>0.11</b>	<b>0.20</b>	<b>0.54</b>	<b>0.36</b>	<b>0.34</b>	<b>2.85</b>	<b>5.26</b>	<b>4.90</b>
90 Day U.S. Treasury Bill	0.03	0.04	0.05	0.08	0.08	0.13	0.17	2.10	4.91	4.76
<b>Domestic Equity Composite</b>	<b>-1.26</b>	<b>8.80</b>	<b>35.55</b>	<b>16.30</b>	<b>0.65</b>	<b>18.23</b>	<b>28.67</b>	<b>-38.44</b>	<b>7.64</b>	<b>16.84</b>
Russell 3000 Index	0.48	12.56	33.55	16.42	1.03	16.93	28.34	-37.31	5.14	15.72
Domestic Equity Index*	0.29	12.20	33.31	16.30	0.92	17.81	27.93	-36.47	4.94	15.49
<b>Fixed Income Composite</b>	<b>-0.23</b>	<b>4.70</b>	<b>0.13</b>	<b>8.15</b>	<b>6.69</b>	<b>8.81</b>	<b>18.96</b>	<b>-12.34</b>	<b>5.92</b>	<b>5.55</b>
Blmbg. Barc. U.S. Aggregate	0.55	5.97	-2.02	4.21	7.84	6.54	5.93	5.24	6.97	4.34
<b>International Equity Composite</b>	<b>-0.50</b>	<b>-1.08</b>	<b>20.79</b>	<b>20.28</b>	<b>-12.77</b>	<b>13.91</b>	<b>36.19</b>	<b>-44.94</b>	<b>14.29</b>	<b>22.04</b>
MSCI EAFE (Net)	-0.81	-4.90	22.78	17.32	-12.14	7.75	31.78	-43.38	11.17	26.34
<b>Hedge Fund Composite</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>
90-Day T-Bill+ 5%	5.03	5.04	5.05	5.08	5.09	5.14	5.17	7.20	10.16	10.00
<b>Real Estate Composite</b>	<b>15.74</b>	<b>20.72</b>	<b>10.64</b>	<b>13.79</b>	<b>13.89</b>	<b>23.78</b>	<b>-24.17</b>	<b>-18.10</b>	<b>0.29</b>	<b>27.85</b>
NCREIF Property Index	13.33	11.82	10.98	10.54	14.26	13.11	-16.85	-6.46	15.85	16.60

Gross of Fees.

\*Domestic Equity Index is comprised of 76% S&amp;P 500 Index, 12% S&amp;P 400 Index, &amp; 12% Russell 2000 Index.



	1 Qtr	YTD	1 Yr	3 Yrs	5 Yrs	7 Yrs	10 Yrs
■ Total Fund Composite	3.85 (27)	6.99 (31)	9.50 (53)	6.12 (55)	9.93 (43)	8.82 (28)	5.68 (65)
● Policy Index	4.12 (17)	7.93 (12)	10.88 (16)	6.15 (54)	9.47 (59)	8.06 (70)	5.97 (46)
5th Percentile	4.73	8.31	11.73	7.50	11.36	9.68	6.85
1st Quartile	3.90	7.20	10.40	6.82	10.38	8.88	6.30
Median	3.39	6.41	9.65	6.22	9.70	8.47	5.88
3rd Quartile	2.92	5.52	8.43	5.71	8.92	7.85	5.43
95th Percentile	1.71	3.65	6.32	4.47	7.20	6.74	4.42

Parentheses contain percentile rankings.  
Calculation based on quarterly periodicity.