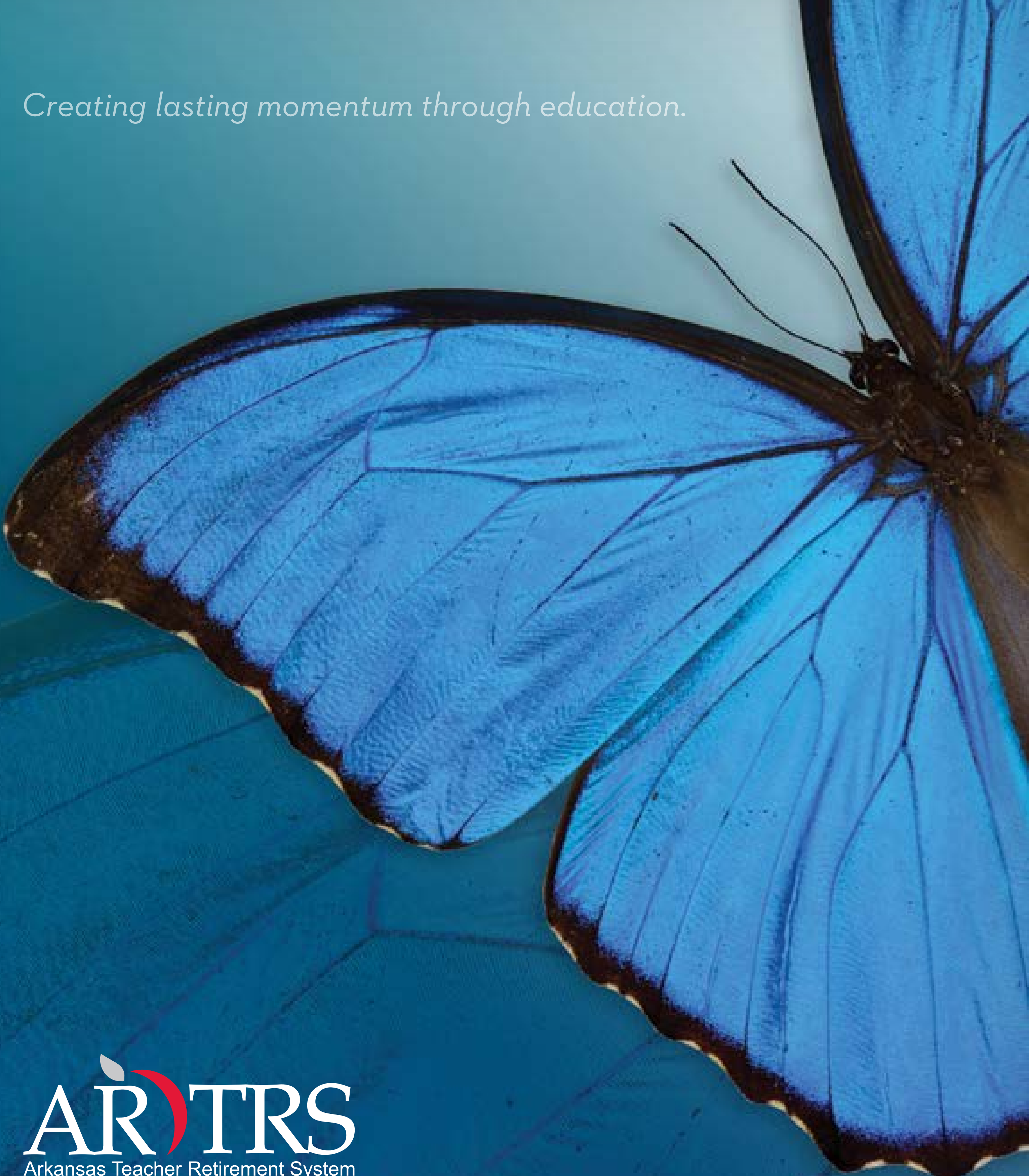
Creating lasting momentum through education.

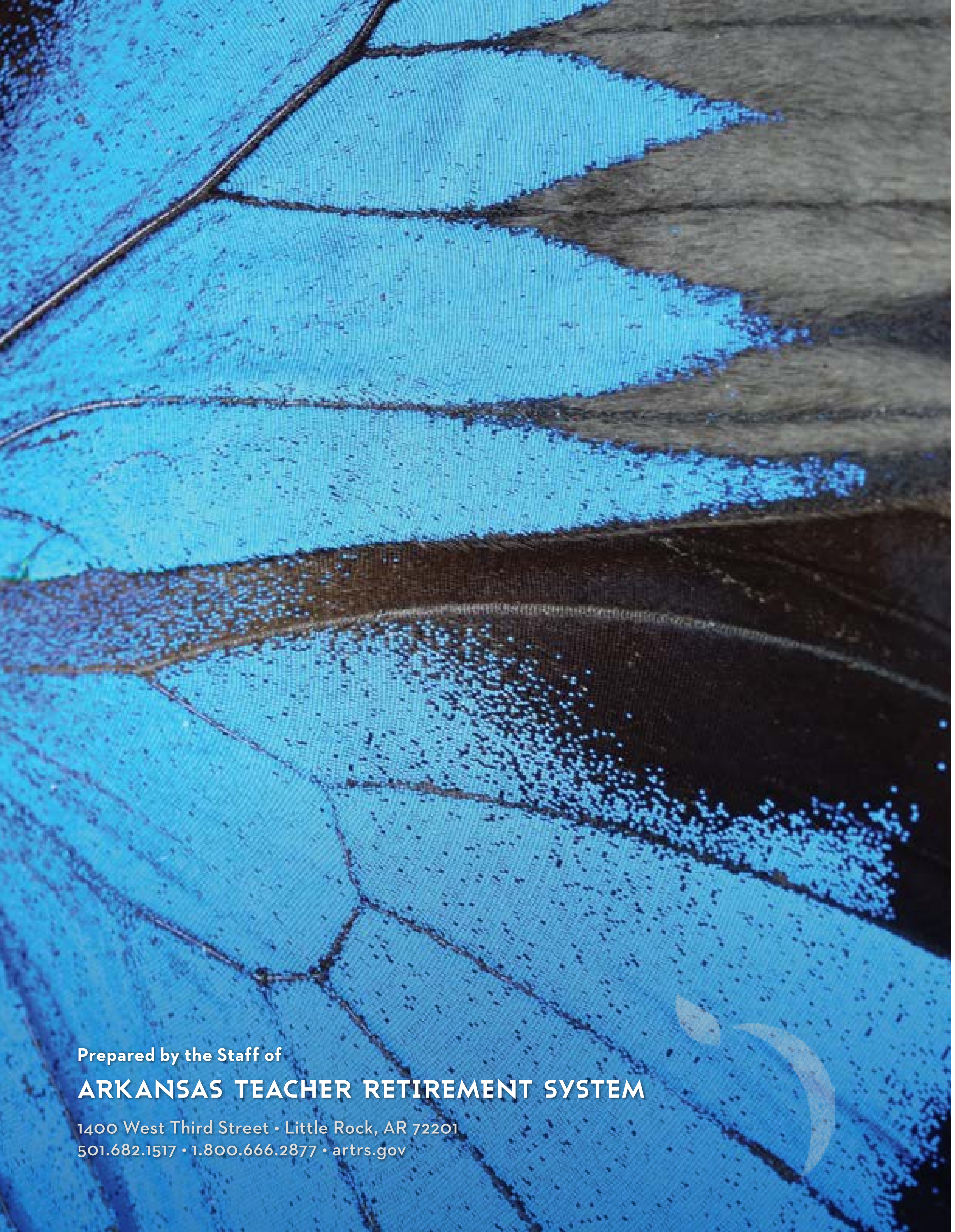


Arkansas Teacher Retirement System

COMPREHENSIVE ANNUAL FINANCIAL REPORT 2016

George Hopkins, Executive Director

A PENSION TRUST FUND OF THE STATE OF ARKANSAS



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ARTRS Arkansas Teacher Retirement System

INTRODUCTION

February 15, 2017

Board of Trustees
Arkansas Teacher Retirement System
1400 West Third Street
Little Rock, AR 72201

The Arkansas Teacher Retirement System (the "System" or ATRS) is pleased to submit this Comprehensive Annual Financial Report (CAFR) for the fiscal year ended June 30, 2016. The ATRS CAFR provides comprehensive information on the retirement plan that ATRS administers. Responsibility for both the accuracy of the data and the completeness and fairness of presentation rests with the System. To the best of the System's knowledge and belief, the enclosed data is accurate in all material respects and presents fairly the System's financial status and changes in the financial condition.

The 2016 Financial Report is presented in five sections. Contents are summarized below (a detailed Table of Contents may be found on page 3).

Introductory Section:

This section contains the transmittal letter, the Board of Trustees, and organizational chart.

Financial Section:

This section provides the System's financial statements, required supplementary information, and supporting schedules with additional information about the System's expenses.

Investment Section:

This section includes the investment consultant's report, investment policies, asset allocation, and investment results.

Actuarial Section:

This section provides the certification letter from the independent actuary, supporting schedules, and a summary of plan provisions.

Statistical Section:

This section presents schedules and tables of comparative data related to the membership, active and retired, of the System.

On March 17, 1937, ATRS was established by Act 266 of 1937. ATRS is a combination contributory/noncontributory retirement system governed by Arkansas retirement law, Chapter 24 of the Arkansas Code. ATRS is one of five state-supported retirement systems in Arkansas and provides retirement, disability, and survivor benefits to employees of Arkansas public schools and educationally related public agencies. The System has 335 participating employers.

Investments

Performance across capital markets was mixed during fiscal year 2016, with non-U.S. markets significantly underperforming those in the U.S. Throughout the year, markets faced several potential hurdles including concerns of an economic slowdown in China, declines in oil prices, and the United Kingdom's vote to leave the European Union. Within the U.S., economic indicators showed signs of continuing improvement. While the global outlook ahead is still uncertain and corrections should be anticipated, markets have shown momentum and resiliency.

ATRS has structured a diversified portfolio that has allocations to equity markets, bonds, private equity, real assets, and alternative investments. Investing in multiple asset classes not only allows the System to benefit from equity advances, but also offers protection during down markets. The approach is not static and changes in accordance with the changing investment environment. For example, the target allocation to equities continues to add global diversification, and investments in alternative asset classes such as real assets continue to be added. These target allocation alignments are designed to further stabilize the portfolio and match the ATRS assets to its liabilities.

Over the long-term, ATRS's investment approach has proved beneficial. For example, over both the 10-year and 3-year periods ending June 30, 2016, ATRS ranked in the top 3% in the universe of large public pension funds. ATRS maintains a roster of compelling investment managers, and new opportunities that will benefit the System are being considered. ATRS still uses indexing to level out risk. A focus on long-term growth potential, coupled with asset protection and cost containment, continues to be a focus for ATRS.

Additions/Deductions to Plan Net Assets

As a retirement system matures, employer and member contributions are supplemented from investment earnings to fully fund retirement benefits and operating costs. This process is intended to leave the investment nucleus untouched to continue providing the required investment income for future generations of plan participants.

Fiscal year 2016 contributions totaled about $541 million dollars ($410 million employer and $131 million member) and remained stable from previous years. As ATRS becomes a more mature system, the total active members compared to retirees will continue to move more toward a one-to-one ratio, and is now just over a two-to-one ratio. This equalization trend will occur for some time as ATRS matures, as the Baby Boomer generation reaches retirement age, and as schools continue to consolidate and outsource nonteaching positions to private contractors in transportation, food service, classroom support, custodial services, and substitute teachers.

Funding Status

ATRS has recovered well since the financial crisis in 2008 and 2009. ATRS had a 0.19% actuarially determined return as compared to its 8% assumed rate of return. To reduce the impact of wild swings in the financial markets, annual results are spread over a four-year period (four year smoothing). This means the returns above or below 8% will be smoothed in through fiscal year 2017. ATRS remains a stable 81% funded and improved its funded level from last fiscal year. Amortization required to fund the unfunded accrued actuarial liability (UAAL) decreased from over 33 years to 29 years.

Internal Controls

Internal controls are at the heart of safeguarding the System's assets. ATRS has an active internal audit department that is continually reviewing and updating control policies. As the System grows and technology advances, we feel it prudent to continuously monitor internal systems and policies to detect and correct potential errors before they occur and to correct any errors that are discovered as soon as possible.

Professional Services

The ATRS Board of Trustees employs firms that are proven experts to draw on their knowledge and expertise on policy and administration. ATRS's independent general investment consultant and real asset consultant is AON Hewitt Investment Consultants (formerly known as Hewitt EnnisKnupp), headquartered in Chicago, IL; the private equity consultant is Franklin Park Associates, LLC of Bala Cynwyd, PA; and the independent actuary is Gabriel Roeder Smith & Company, headquartered in Southfield, MI. The System also uses the services of local legal firms.

Acknowledgements

This report is intended to provide complete and reliable information as a foundation for management decisions, determining compliance with legal provisions, and determining conscientious administration of the System's fund. Compilation of this report symbolizes the collective efforts of the staff, under the direction of the Board of Trustees.

This report is posted on the ATRS website (artrs.gov), and hard copies are available upon request.

Respectfully submitted,

George Hopkins
Executive Director

GH/tp

Arkansas Teacher Retirement System

BOARD OF TRUSTEES

Member and Retirant Trustees

Position #1
Member Trustee
1st Congressional District

Robin Nichols
Jonesboro, AR
Term Expires 6/30/2019

Position #2
Member Trustee
2nd Congressional District

Janet Watson
Bryant, AR
Term Expires 6/30/2022

Position #3
Member Trustee
3rd Congressional District

Deborah Thompson
Springdale, AR
Term Expires 6/30/2019

Position #4
Member Trustee
4th Congressional District

Kathy Clayton
Malvern, AR
Term Expires 6/30/2019

Position #5
Member Trustee
Administrator Trustee

Dr. Richard Abernathy
Bryant, AR
Term Expires 6/30/2018

Position #6
Member Trustee
Administrator Trustee

Jeff Stubblefield (Chair)
Charleston, AR
Term Expires 6/30/2021

Position #7
Member Trustee
Non-Certified Trustee

Kelly Davis
Fort Smith, AR
Term Expires 6/30/2021

Position #8
Member Trustee
Minority Trustee

Anita Bell
North Little Rock, AR
Term Expires 6/30/2021

Position #9
Retirant Trustee

Lloyd Black
Little Rock, AR
Term Expires 6/30/2022

Position #10
Retirant Trustee

Bobby Lester
Jacksonville, AR
Term Expires 6/30/2019

Position #11
Retirant Trustee

Danny Knight (Vice Chair)
Sherwood, AR
Term Expires 6/30/2018

Ex Officio Trustees

Johnny Key
Commissioner of Education
Little Rock, AR

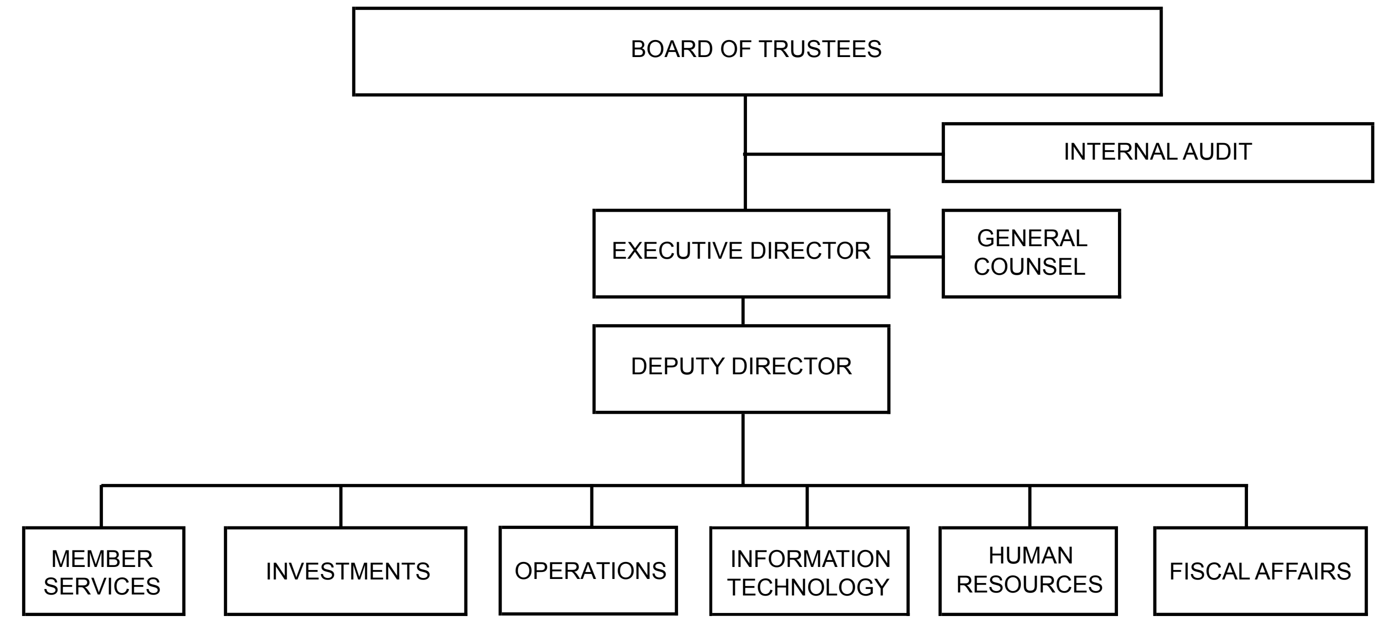
Dennis Milligan
State Treasurer
Little Rock, AR

Candace A. Franks
State Bank Commissioner
Little Rock, AR

Andrea Lea
State Auditor
Little Rock, AR

ORGANIZATIONAL CHART

Arkansas Teacher Retirement System



Administrative Staff

George Hopkins
Executive Director

Gail Bolden
Deputy Director

Curtis Carter, CPA
Associate Director of Fiscal Affairs

Vicky Fowler
Human Resources Manager

Laura Gilson
General Counsel

G. Wayne Greathouse
Associate Director of Investments

Mullahalli Manjunath
Associate Director
of Information Technology

Michael Ray
Member Services Administrator

Clint Rhoden
Associate Director of Operations

Brenda West, CPA
Internal Auditor

ARTRS
Arkansas Teacher Retirement System

PROFESSIONAL CONSULTANTS

Actuary

Gabriel Roeder Smith & Company
Southfield, MI

Legal Counsel

Gill, Ragon, Owen & Sherman
Little Rock, AR

Ice Miller
Indianapolis, IN

Kutak Rock, LLP
Scottsdale, AZ

Rose Law Firm, PA
Little Rock, AR

Williams & Anderson
Little Rock, AR

Securities Monitoring Counsel

Bernstein, Litowitz, Berger & Grossman, LLP
New York, NY

Kaplan, Fox & Kilsheimer
New York, NY

Kessler, Topaz, Meltzer & Check, LLC
Radnor, PA

Labaton Sucharow, LLP
New York, NY

Nix, Patterson & Roach, LLP
Daingerfield, TX

Investment Consultant

Aon Hewitt Investment Consulting
Chicago, IL

Simmons Bank
Pine Bluff, AR

Custodian

(Domestic and International)

State Street Public Fund Services
Boston, MA

Public Markets

Allianz Global Investors Capital
New York, NY

BlackRock Account Management Group
New York, NY

Daruma Asset Management, Inc.
New York, NY

D.E. Shaw & Company, LP
New York, NY

GMO, Inc.
Boston, MA

Harris Associates, LP
Chicago, IL

Jacobs Levy Equity Management, Inc.
Florham Park, NJ

Kennedy Capital Management
St. Louis, MO

Lazard Asset Management, LLC
New York, NY

Loomis Sayles & Company, LP
Boston, MA

Pershing Square Capital Management, LP
New York, NY

Putnam Investments Management
Boston, MA

Reams Asset Management
Columbus, IN

Russell Implementation Services
Seattle, WA

State Street Global Advisors (SSGA)
Boston, MA

State Street Global Markets, LLC Transition Management
Boston, MA

State Street – Securities Lending
Boston, MA

State Street Specialized Trust Services
Kansas City, MO

Stephens Investment Management
Houston, TX

T. Rowe Price Associates, Inc.
Baltimore, MD

Trian Partners
New York, NY

Voya Investment Management (FKA ING)
Chicago, IL

Wellington Management Co., LLP
Boston, MA

Private Equity

Franklin Park
General Consultant – Private Equity
Bala Cynwyd, PA

21st Century Group
Dallas, TX

Advent International Corporation
Boston, MA

Altaris Capital Partners
New York, NY

Altus Capital Partners
Westport, CT

American Industrial Partners
New York, NY

Arlington Capital Partners
Washington, D.C.

Atlas Holdings, LLC
Greenwich, CT

Audax
New York, NY

Bison Capital Partners
New York, NY

Blackstone Mezzanine Partners
New York, NY

Boston Ventures (BV)
Boston, MA

Castlelake
Minneapolis, MN

Court Square Capital Partners, LP
New York, NY

The Cypress Group
New York, NY

Diamond State Ventures
Little Rock, AR

DLJ Investment Partners
New York, NY

Doughty Hanson & Company
London, England

DW Healthcare
Park City, UT

EnCap Investments, LP
Houston, TX

Greyrock Capital Group
Berkley, CA
Chicago, IL
Wilton, CT

Grosvenor Capital Management (FKA Credit Suisse) Customized Fund Investment Group
New York, NY

Hicks Muse Tate & Furst
Dallas, TX

Insight Equity
Insight Mezzanine
Southlake, TX

J.F. Lehman & Company
New York, NY

KPS Capital Partners
New York, NY

Levine Leichtman
Beverly Hills, CA

Lime Rock Resources
Westport, CT

LLR Equity Partners
Philadelphia, PA

Mason Wells
Milwaukee, WI

Natural Gas Partners (NGP)
Irving, TX

Oak Hill Capital Partners
New York, NY

One Rock Capital Partners
Los Angeles, CA

PineBridge Investments
New York, NY

Riverside Partners
Boston, MA

Siris Capital Group
New York, NY

Sycamore Partners
New York, NY

TA XI
Boston, MA

Tennenbaum
Santa Monica, CA

ARTRS
Arkansas Teacher Retirement System

PROFESSIONAL CONSULTANTS

Thoma Bravo
San Francisco, CA

VISTA Equity Partners
San Francisco, CA

Wellspring Capital Management, LLC
New York, NY

The Wicks Group of Companies, LLC
New York, NY

Real Assets

Real Estate

Almanac Realty Securities
New York, NY

Blackstone Real Estate Partners
New York, NY

The Carlyle Group
Washington, DC

CB Richard Ellis Strategic Partners, LP
Los Angeles, CA

Cerberus
New York, NY

DLJ Real Estate II, LP
New York, NY

Doughty Hanson & Co. European Real Estate Fund
London, England

Heitman Capital Management, LLC
Chicago, IL

J.P. Morgan Strategic Property Fund
J.P. Morgan Special Situation Fund
New York, NY

Landmark Partners
Simsbury, CT

Long Wharf Real Estate Partners, LLC
Boston, MA

New Boston Fund
Boston, MA

O'Connor North American Property Partners II
New York, NY

Olympus Real Estate Corporation
Addison, TX

Prudential Real Estate Investors
Madison, NJ

Rockwood Capital Real Estate Partners
New York, NY

Torchlight Debt Opportunity Fund (Cayman)
New York, NY

UBS Realty Investors
Hartford, CT

Westbrook Partners, LLC
New York, NY

Farm Managers

Halderman Farm Management
Wabash, IN

UBS Agnvest
Dallas, TX

Timberland

BTG Pactual Timberland Investment Group
Atlanta, GA

Direct Real Estate Partnerships

CRI – Cooper Real Estate Investment
Rogers, AR

Alternative Investments

Hedge Funds

Anchorage Capital Group, LLC
New York, NY

Breven Howard US, LLC
New York, NY

Capula Investment US, LP
Greenwich, CT

Graham Capital Management, LP
Rowayton, CT

York Capital Management
New York, NY

STATEMENT OF PLAN NET POSITION

As of June 30, 2016

ASSETS	
Cash and cash equivalents	$ 228,375,223
Receivables	
Member contributions	9,320,172
Employer contributions	27,314,736
Investment trades pending	78,683,381
Accrued investment income	10,573,890
Due from other funds	2,755,008
Other receivables	371,834
Total Receivables	129,019,021
Investments, at fair value	
U.S. Government obligations	25,157,800
Domestic equities	2,736,847,861
International equities	733,961,206
Pooled investments	6,216,007,372
Corporate bonds	608,322,818
Asset and mortgage-backed securities	33,238,073
Alternative investments	3,854,338,991
Limited partnerships	37,471,079
Real estate	58,730,872
Derivative investments	(108,238)
Total Investments	14,303,967,834
Securities lending collateral	574,498,212
Capital assets, net of accumulated depreciation	231,988
Other assets	78,543
TOTAL ASSETS	**15,236,170,821**
LIABILITIES	
Accrued expenses and other liabilities	13,985,638
Compensated absences payable	487,212
Post employment benefit liability	3,235,971
Investment trades pending payable	82,996,165
Securities lending obligations	574,902,941
Due to other funds	1,986,164
TOTAL LIABILITIES	**677,594,091**
NET POSITION RESTRICTED FOR PENSION BENEFITS	**$14,558,576,730**

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS.

STATEMENT OF CHANGES IN PLAN NET POSITION

For the Year Ended June 30, 2016

ADDITIONS	
Contributions	
Member	$ 131,100,983
Employer	410,358,229
Total Contributions	541,459,212
Investment income	
From investing activities:	
Net appreciation (depreciation) in fair value of assets	(33,824,150)
Interest and dividends	99,007,611
Real estate operating income	7,205,691
Total investment income (loss)	72,389,152
Less investment expense	41,650,266
Net investment income (loss)	30,738,886
From securities lending activities:	
Securities lending gross income	6,370,384
Less securities lending expense	1,671,389
Net securities lending income (loss)	4,698,995
Other income	141,776
TOTAL ADDITIONS (LOSSES)	**577,038,869**
DEDUCTIONS	
Benefits	1,035,958,950
Refunds of contributions	10,145,471
Administrative expenses	8,059,030
TOTAL DEDUCTIONS	**1,054,163,451**
CHANGE IN NET POSITION RESTRICTED FOR PENSION BENEFITS	**(477,124,582)**
NET POSITION - BEGINNING OF YEAR	**15,035,701,312**
NET POSITION - END OF YEAR	**$ 14,558,576,730**

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS.

Notes to Financial Statements

June 30, 2016

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Reporting Entity/History

Act 266 of 1937, as amended, established the Arkansas Teacher Retirement System (ATRS) as an office of Arkansas state government for the purpose of providing retirement benefits for employees of any school or other educational agency participating in ATRS. Act 427 of 1973, as amended, provided that the general administration of ATRS, responsibility for its proper operation, and responsibility for making effective the provisions of the Teacher Retirement law are vested in a 15-member Board of Trustees. The State Bank Commissioner, Treasurer of State, Auditor of State, and Commissioner of Education are ex-officio trustees. The remaining 11 trustees are elected and consist of seven active members of ATRS with at least five years of actual service, three retired members receiving an annuity from ATRS, and one active or retired member from a minority racial ethnic group. The seven active trustees consist of one member from each of the four congressional districts; two administrators, of which one must be a superintendent; and one member employed in a position that does not require state licensure. The trustees are elected in accordance with rules adopted by the Board. Board members serve as trustees without compensation but are reimbursed for any necessary expenses incurred to attend Board meetings or perform other duties authorized by the Board.

B. Plan Description

ATRS is a cost-sharing, multiple-employer defined benefit pension plan that covers employees of schools and education-related agencies, including Arkansas School for the Blind, Arkansas School for the Deaf, Arkansas Activities Association, State Board of Education, regional education service cooperatives, ATRS, Arkansas Educational Television Commission, area vocational-technical schools, Arkansas Rehabilitation Services, enterprises privatized by a public school district, and educational nonprofit organizations.

On June 30, 2016, the number of participating employers was as follows:

Public schools	256
State colleges and universities	40
State agencies	11
Other/privatized	29
TOTAL	**336**

On June 30, 2016, ATRS's membership consisted of the following:

Retirees or beneficiaries currently receiving benefits	43,095
T-DROP participants	3,864
Inactive plan members (not receiving benefits)	12,937
Active members	
Fully vested	45,961
Non-vested	22,407
TOTAL	**128,264**

Members are eligible for full retirement benefits at age 60 with five or more years of credited service or at any age with 28 or more years of credited service. Members with 25 years of credited service who have not attained age 60 may receive an annuity reduced by 5/12 of 1% multiplied by the number of months by which the early retirement precedes the earlier of (1) completion of 28 years of credited service or (2) attainment of age 60. The normal retirement benefit, paid monthly, is determined based on (1) the member's final average salary (effective April 1, 1998, computed using highest three years salary) and (2) the number of years of service.

ATRS has contributory and noncontributory plans. The contributory plan has been in effect since the beginning of ATRS. The noncontributory plan became available July 1, 1986. Act 81 of 1999, effective July 1, 1999, requires all new members to be contributory and allowed active members as of July 1, 1999, until July 1, 2000, to make an irrevocable choice to be contributory or noncontributory. Act 93 of 2007 allows any noncontributory member to make an irrevocable election to become contributory on July 1 of each fiscal year.

Notes to Financial Statements (Continued)

June 30, 2016

B. Plan Description (Continued)

Disability retirement benefits are payable to members who are vested and demonstrate total and permanent incapacity to perform the duties of their position while in active employment. The disability annuity is computed in the same manner as the age and service annuity.

Survivor benefits are payable to qualified survivors upon the death of an active, vested member. Eligible spouse survivors receive a survivor annuity that is based on the member's years of service credit prior to their death, and minor child survivors receive a percentage of the member's highest salary earned. ATRS also provides a lump sum death benefit for active and retired members with 10 years of actual service. The amount will be up to $10,000 for contributory members and up to $6,667 for noncontributory members. The amount will be prorated for members who have both contributory and noncontributory service. Members with 15 or more years of contributory service will receive the full $10,000.

A cost of living adjustment (COLA) is payable on July 1 of each year to retirees, certain survivors, and annuity beneficiaries who received monthly benefits for the previous 12 months. The COLA is calculated by multiplying 100% of the member's base retirement annuity by 3%.

Act 1096 of 1995 created a teacher deferred retirement option plan (T-DROP) for members with 30 or more years of service credits. Act 1590 of 1999 allows for participation in the T-DROP after 28 years of credited service with a reduction of 6% for each year under 30 years. Effective September 1, 2003, Act 992 of 2003 requires employers to make contributions on behalf of all members participating in T-DROP at rates established by the Board of Trustees. Member election to enter T-DROP is irrevocable, and additional service credit cannot be accumulated. During participation in T-DROP, ATRS will credit the member account with plan deposits and interest. The plan deposits are the member's normal retirement benefit reduced by 1% for each year of service. For members who entered T-DROP prior to September 1, 2003, the reduction is 1/2 of 1% (.5%) for contributory service and 3/10 of 1% (.3%) for noncontributory service for each year above 30 years of service. The T-DROP account accrues interest at a variable rate that is set annually by the ATRS Board of Trustees. T-DROP deposits into member accounts cease at the completion of 10 years of participation in the program; however, a member may continue employment and will continue to receive interest on the account balance at the 10-year plus interest rate that is also set annually by the Board of Trustees. When T-DROP participation ceases, the member may receive the T-DROP distribution as a lump-sum cash payment or an annuity or may roll it over into another tax-deferred account. A member may also elect to defer all or part of the distribution into a T-DROP cash balance account held by ATRS.

C. Basis of Presentation – Fund Accounting

The accounting system is organized and operated on a fund basis. A *fund* is defined as a fiscal and accounting entity with a self-balancing set of accounts recording cash and other financial resources, together with all related liabilities and residual equities or balances and changes therein, which are segregated for purposes of carrying on specific activities or attaining certain objectives in accordance with special regulations, restrictions, or limitations. The following types of funds, if applicable to this Agency, are recognized in the accompanying financial statements.

Fiduciary Funds

Trust and Agency Funds – Trust and Agency Funds are used to report resources held by the Agency in a trustee capacity or as an agent for individuals, other governmental units, and other funds. These include Pension Trust Funds, Employee Health Trust Funds, Investment Trust Funds, Private-Purpose Trust Funds, and Agency Funds. The specific activity accounted for at this Agency includes the following:

Arkansas Teacher Retirement System Fiduciary Pension Trust Fund

D. Basis of Accounting

Basis of accounting refers to when revenues and expenditures or expenses are recognized and reported in the financial statements. The economic resources measurement focus and accrual basis of accounting are used in Fiduciary Fund financial statements. Under the accrual basis, contributions and other revenues are recognized when earned, and benefits, refunds, and other expenses are recorded when incurred.

Notes to Financial Statements (Continued)

June 30, 2016

E. Federal Income Tax Status

During the year ended June 30, 2016, ATRS was a qualified plan under 26 USC § 401(a) and was exempt from federal income taxes under 26 USC § 501(a).

F. Cash and Cash Equivalents

Cash and cash equivalents include demand accounts, imprest accounts, cash on hand, cash in State Treasury, all short-term instruments with maturities at purchase of 90 days or less, and deposits in the Short-Term Investment Fund (STIF). The STIF is created through daily sweeps of excess cash by the custodial bank into bank-sponsored commingled funds that are invested in U.S. Government and agency securities and other short-term instruments.

G. Capital Assets

Capital assets purchased and in the custody of this Agency were recorded as expenditures at the time of purchase. Assets with costs exceeding $5,000 and an estimated useful life exceeding one year are reported at historical cost, including ancillary costs (such as professional fees and costs, freight costs, preparation or setup costs, and installation costs). Gifts or contributions are generally recorded in the accounts at fair market value at the time received. Depreciation is reported based on a straight-line method, with no salvage value. Estimated useful lives generally assigned are as follows:

Assets:	Years
Equipment	5-20

Capital assets activity for the year ended June 30, 2016, was as follows:

Fiduciary activites:	Beginning Balance	Additions	Retirements	Ending Balance
Equipment	$ 1,987,277	$ 31,232		$ 2,018,509
Less: Accumulated depreciation	1,758,294	28,227		1,786,521
Fiduciary activities, net	$ 228,983	$ 3,005	$ 0	$ 231,988

H. Deposits and Investments

Deposits

Deposits are carried at cost and consist of cash in bank, cash in State Treasury, and Short-Term Investment Funds. At June 30, 2016, these totals were $6,344,522, $1,745,682, and $220,284,945, respectively. State Treasury Management Law governs the management of funds held in the State Treasury, and the Treasurer of State is responsible for ensuring these funds are adequately insured and collateralized.

Custodial Credit Risk – Custodial credit risk for deposits is the risk that, in the event of the failure of a depository institution, the Agency will not be able to recover deposits or will not be able to recover collateral securities that are in the possession of an outside party. The Agency has adopted the State Board of Finance policy requiring the use of depository insurance and collateralization procedures to manage the risk that deposits may not be returned. As of June 30, 2016, $926,228 of the Agency's bank balance of $6,355,127 was exposed to custodial credit risk.

Investments

Ark. Code Ann. §§ 24-2-601 — 24-2-619 authorizes the ATRS Board of Trustees to have full power to invest and reinvest monies of ATRS and to hold, purchase, sell, assign, transfer, or dispose of any of the investments, or investment proceeds in accordance with the prudent investor rule. The Code also states ATRS shall seek to invest no less than 5% and no more than 10% of the ATRS portfolio in Arkansas-related investments, as long as the System's responsibility to invest in accordance with the prudent investor rule is not limited or impaired.

Notes to Financial Statements (Continued)

June 30, 2016

H. Deposits and Investments (Continued)

Investments (Continued)

Each investment manager is required to invest within the specific guidelines and parameters set by the Board of Trustees. Asset allocation guidelines have been established as follows:

Asset Allocation	Minimum	Target	Maximum
Total equity	45.0%	50.0%	55.0% **
Fixed income	15.0%	20.0%	25.0%
Alternatives	N/A*	5.0%	N/A*
Real assets***	N/A*	15.0%	N/A*
Private equity	N/A*	10.0%	N/A*
Cash equivalents	0.0%	0.0%	5.0%

*Due to the illiquid nature of alternatives, real assets, and private equity, it is not prudent to set rebalancing ranges for these asset classes.
**Additional allocations to total equity may be made beyond the maximum range to serve as a placeholder for unfunded and uncommitted alternatives, real assets, and private equity.
***Real assets include real estate, timber, agriculture, and infrastructure.

Fair Value – ATRS implemented GASB Statement No. 72, *Fair Value Measurement and Application*, which will enhance comparability of financial statements among governments by requiring a consistent and more detailed definition of fair value and by providing information to financial statement users about the impact of fair value measurements on the government's financial position.

The fair value measurement of investments is categorized within the hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure the fair value of the asset and gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. In instances where inputs used to measure fair value fall into different levels, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation.

The hierarchy of inputs is defined as follows:

- Level 1 – Unadjusted quoted prices for identical instruments in active markets.
- Level 2 – Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs are observable.
- Level 3 – Valuations derived from valuation techniques in which significant inputs are unobservable.

For investments that do not have a readily determinable fair value and fall outside of the fair value hierarchy, the system establishes the value by utilizing the Net Asset Value (NAV) or its equivalent as a practical expedient.

The fair value measurement of plan investments and securities lending collateral as of June 30, 2016, is detailed on the following page.

Notes to Financial Statements (Continued)

June 30, 2016

H. Deposits and Investments (Continued)

Investments (Continued)

Investments measured at fair value		Total		Level 1		Level 2		Level 3
Equity investments:								
Domestic equities	$	2,736,847,861	$	2,736,847,861				
International equities		733,961,206		733,961,206				
Fixed income investments:								
U.S. Government obligations		25,157,800			$	25,157,800		
Corporate bonds		608,322,818				608,322,818		
Asset- and mortgage-backed securities		33,238,073				33,238,073		
Real estate investments:								
Limited partnerships		37,471,079					$	37,471,079
Real estate		58,730,872						58,730,872
Derivative investments:								
Forward contracts		(108,238)				(108,238)		
Total plan investments at fair value	$	4,233,621,471	$	3,470,809,067	$	666,610,453	$	96,201,951

Investments measured at net asset value (NAV)		
Pooled investments:		
Commingled domestic equities	$	330,744,063
Commingled international equities		3,766,975,338
Commingled domestic fixed income		1,142,705,439
Commingled international fixed income		975,582,532
Alternative investments:		
Private equity funds		1,598,213,649
Real estate funds		1,218,854,017
Timberland funds		284,112,574
Farmland funds		143,451,746
Infrastructure funds		69,707,149
Re-insurance funds		164,979,196
Hedge funds		300,402,853
Opportunistic funds		21,418,492
Partnership funds		53,199,315
Total plan investments at net asset value	$	10,070,346,363
Total plan investments	$	14,303,967,834
Securities Lending Collateral:		
Quality D short-term investment pool*	$	574,498,212

*Cash collateral received totaled $574,902,941. The amount reported in the GASB 40 footnote above is the market value of the collateral received at June 30, 2016.

Notes to Financial Statements (Continued)

June 30, 2016

H. Deposits and Investments (Continued)

Investments (Continued)

Cash equivalents invested in short-term investment funds are valued at amortized cost, which approximates fair value. The fund may issue and redeem shares at any time.

Equity investments are classified as Level 1 and are exchange-traded securities whose values are based on published market prices and quotations from either national security exchanges or active markets for those securities.

Fixed income investments are classified as Level 2 and include publicly traded securities in inactive markets. Investments in this category are sourced from reputable pricing vendors using price matrix models and techniques. Matrix pricing is used to value securities based on the securities' relationship to benchmark quoted prices. Fair value is defined as the quoted market value on the last trading day of the period.

Real estate and partnerships are classified as Level 3 and are comprised mostly of owned properties leased to commercial enterprises. These investments are valued using professional property valuations or appraisals, net of debt borrowed against the related assets. Appraisals and valuations are updated every 3 years.

Derivative investments include forward contracts and are classified as Level 2 and valued using observable exchange, dealer or broker market pricing.

Pooled and alternative investments generally do not have readily obtainable market values and are valued using the net asset value (NAV) per share (or its equivalent). These values are based on the capital account balance of the general partner reports at the end of each reporting period, adjusted by subsequent contributions, distributions, management fees, and changes in values of foreign currency. There are inherent uncertainties in estimating fair values for these types of investments, and it is possible that the estimates will change in the near-term or the subsequent sale of assets will be different from the reported net asset value. Generally, the investments cannot be redeemed or have certain redemption restrictions, and distributions are from the liquidation of the underlying assets.

The valuation for investments measured at the net asset value (NAV) per share (or its equivalent) is presented in the following table:

Investments measured at net asset value (NAV)		Total		Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Pooled investments:						
Commingled domestic equities	$	330,744,063			Daily	T-2
Commingled international equities		3,766,975,338			Daily – Quarterly	5-65 days
Commingled domestic fixed income		1,142,705,439			Daily	T-2
Commingled international fixed income		975,582,532			Daily – Monthly	1-10 days
Alternative investments:						
Private equity funds		1,598,213,649	$	868,579,124	N/A	N/A
Real estate funds		1,218,854,017		228,432,023	Quarterly	45-60 days
Timberland funds		284,112,574		24,891,933	N/A	N/A
Farmland funds		143,451,746		24,097,328	Quarterly	30-60 days
Infrastructure funds		69,707,149		171,762,870	N/A	N/A
Re-insurance funds		164,979,196			Annually	60-90 days
Hedge funds		300,402,853			Monthly – Annually	3-90 days
Opportunistic funds		21,418,492			Quarterly	60 days
Partnership funds		53,199,315			5 years	90 days
Total plan investments at net asset value	$	10,070,346,363	$	1,317,763,278		

Notes to Financial Statements (Continued)

June 30, 2016

H. Deposits and Investments (Continued)

Investments (Continued)

Pooled Investments – Pooled investments are commingled funds that consist of assets from several accounts that are blended together to lower trading costs per dollar of investment. The System has funds invested in domestic and international equities, as well as domestic and international fixed income securities. The value of the investments in this asset class has been determined using the NAV per share (or its equivalent) of the System's ownership interest in partners' capital. These investments can be redeemed with proper notification to the fund manager. Distributions are received through liquidation of the underlying assets. The expected holding period is dependent on the discretion of the fund manager.

Private Equity Funds – Private equity includes 37 buyout funds, 3 distressed funds, 2 growth equity funds, 7 hard asset funds, 7 mezzanine funds, 5 multi-strategy funds, 5 turnaround funds, 10 venture capital funds, and 4 direct investments that invest mostly in private companies across a variety of industries. The value of the investments in this type has been determined using the NAV per share (or its equivalent) of the System's ownership interest in partners' capital. These investments cannot be easily redeemed. The nature of private equity investments is that distributions are received through the liquidation of the underlying assets of the fund. The expected holding period of a private equity portfolio company is 2 to 10 years.

Real Estate Funds – Real estate funds include 3 core funds, 11 value added funds, and 16 opportunistic funds that invest primarily in the United States, Europe, and Asia. The value of the investments in this asset class has been determined using the NAV per share (or its equivalent) of the System's ownership interest in partners' capital. These investments can be redeemed with proper notification to the fund manager. Distributions from each fund may be received as cash flows from operations or return of capital from sales of assets. The expected holding period of underlying assets in the real estate funds is 2 to 10 years.

Timberland Funds – Timberland investments are managed investments regarding the acquiring, growing, and disposing of timber on timberlands owned by the System. The value of the investments in this asset class has been determined using the NAV per share (or its equivalent) of the System's ownership interest in partners' capital. These investments cannot be easily redeemed. Distributions from the fund may be received as cash flows from operations or return of capital from sales of assets. The holding period for these assets is at the discretion of the fund manager based on the fund's purchase or sale of the underlying assets.

Farmland Funds – Farmland funds hold the System's direct investments in farmland and related assets. The value of the investments in this asset class has been determined using the NAV per share (or its equivalent) of the System's ownership interest in partners' capital. These investments can be redeemed with proper notification to the fund manager. Distributions from the fund may be received in cash flows from operations or return of capital from sales of assets. The holding period is at the discretion of the fund manager based on the fund's purchase or sale of the underlying assets in the portfolio.

Infrastructure Funds – Infrastructure funds include five funds that primarily invest in physical and operational systems and in monopolistic opportunities such as governmental functions (transmission lines and toll roads). The value of the investments in this asset class has been determined using the NAV per share (or its equivalent) of the System's ownership interest in partners' capital. These investments cannot be easily redeemed. Distributions from each fund may be received as cash flows from operations or return of capital from sales of assets. The expected holding period of underlying assets in the real estate funds is 2 to 10 years.

Re-insurance Funds – Re-insurance funds invest in insurance products designed to collect premiums from an insurance company for taking a specific type and level of risk associated with natural disasters. The value of the investments in this asset class has been determined using the NAV per share (or its equivalent) of the System's ownership interest in partners' capital. These investments can be redeemed with proper notification to the fund manager. Distributions from each fund may be received as cash flows from operations or return of capital from sales of assets. The expected holding period of underlying assets is 6 months to 1 year.

Hedge Funds – Hedge funds consist of three global macro and two credit funds that invest opportunistically across investment classes on a long and short basis. The value of the investments in this asset class has been determined using the NAV per share (or its equivalent) of the System's ownership interest in partners' capital. Redemption ranges from monthly to annually depending on the manager (with the exception of one fund that currently has a two-year hold). Distributions are received through liquidation of the underlying assets. The expected holding period is dependent on the discretion of the fund manager.

Notes to Financial Statements (Continued)

June 30, 2016

H. Deposits and Investments (Continued)

Investments (Continued)

Opportunistic Funds – Opportunistic funds utilize operational experience of the fund managers in the fields of information technology, telecommunications, and business services industries to seek quality returns. The value of the investments in this asset class has been determined using the NAV per share (or its equivalent) of the System's ownership interest in partners' capital. These investments can be redeemed quarterly with proper notification to the fund manager. Distributions are received through liquidation of the underlying assets. The expected holding period is dependent on the discretion of the fund manager.

Partnership Funds – Partnership funds acquire enough shares of a company to gain a controlling interest. The value of the investments in this asset class has been determined using the NAV per share (or its equivalent) of the System's ownership interest in partners' capital. Up to 5% of these investments can be redeemed every five years with proper notification to the fund manager. Distributions are received through liquidation of the underlying assets. The expected holding period is dependent on the discretion of the fund manager.

Securities Lending Collateral – Cash collateral received from borrowers in the securities lending program is invested in a Quality D short-term investment fund that consists of a liquidating account with a liquidity pool and a duration pool. The value of this fund has been determined by the fund administrator using the NAV per share (or its equivalent).

Rate of Return – The money-weighted rate of return expresses investment performance, net of investment expense, adjusted for the changing amounts actually invested. For the year ended June 30, 2016, the annual money-weighted rate of return on pension plan investments, net of pension plan investment expense, was 0.24%.

Interest Rate Risk – Interest Rate Risk is the risk that changes in interest rates will adversely affect the fair value of an investment. Investments can be highly sensitive to changes in interest rates due to their terms or characteristics. The Agency has not adopted a formal investment policy that limits investment maturities as a means of managing its exposure to fair value losses arising from increasing interest rates.

The summary below indicates that 99% of the Agency's investment maturities are one year or longer.

		Investment maturities (in Years)			
Investment Type	**Fair value**	**Less than 1**	**1-5**	**6-10**	**More than 10**
U.S. Government obligations	$ 25,157,800	$ 14,577,830	$ 10,579,970		
Pooled investments	2,118,287,970		1,036,735,180	$ 1,081,552,790	
Corporate bonds	608,322,818	8,075,564	236,447,261	221,410,664	$ 142,389,329
Asset- and mortgage-backed securities	33,238,073		9,296,198	5,913,019	18,028,856
TOTAL	**$ 2,785,006,661**	**$ 22,653,394**	**$ 1,293,058,609**	**$ 1,308,876,473**	**$ 160,418,185**
Securities Lending Collateral					
Quality D short-term investment pool	$ 574,498,212	$ 566,620,285		$ 7,877,927	

Asset-Backed Securities – As of June 30, 2016, ATRS held asset-backed securities with a fair value of $27,483,865. These securities represent interests in various trusts consisting of pooled financial assets other than mortgage loans conveyed by the issuing parties. ATRS's ability to recover the amount of principal invested in these securities depends on the performance and quality of the trust assets. At June 30, 2016, ATRS held no asset-backed securities that were considered highly sensitive to changes in interest rates.

Mortgage-Backed Securities – As of June 30, 2016, mortgage-backed securities had a fair value of $5,754,208. The yields and maturities of mortgage-backed securities generally depend on when the underlying mortgage loan principal and interest are repaid. Although the full amount of principal will be received if prepaid, the interest income that would have been collected during the remaining period to maturity, net of any market adjustment, is lost. At June 30, 2016, no mortgage-backed securities were considered highly sensitive to changes in interest rates.

Notes to Financial Statements (Continued)

June 30, 2016

H. Deposits and Investments (Continued)

Investments (Continued)

Corporate Bonds – As of June 30, 2016, ATRS held corporate bonds with a fair value of $240,903,615. Corporate bonds are debt instruments that are issued by private corporations. They have a term maturity and can have either a fixed or variable interest rate. Variable interest rate bonds have adjustments that are made periodically and vary directly with movements in interest rates. At June 30, 2016, ATRS held no corporate bonds that were considered highly sensitive to changes in interest rates.

Convertible Corporate Bonds – As of June 30, 2016, ATRS held convertible bonds with a fair value of $367,419,203. Convertible bonds convey an option to the bondholder to exchange each bond for a specified number of shares of common stock of the corporation. Convertible bonds offer lower coupon rates and promised yields to maturity than do nonconvertible bonds. A variable coupon varies directly with movements in interest rates. At June 30, 2016, ATRS held no convertible corporate bonds that were considered highly sensitive to changes in interest rates.

Credit Risk – Credit Risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. This risk is measured by the credit quality of investments in debt securities as described by nationally recognized statistical rating organizations. The Agency has not adopted a formal investment policy that limits investment in debt securities based on their statistical rating as a means of managing exposure to credit risk.

The Agency's exposure to credit risk as of June 30, 2016, is as follows:

Standard and Poor's		Moody's Investors Service	
Rating	**Fair Value**	**Rating**	**Fair Value**
AAA	$ 7,913,574	Aaa	$ 34,430,143
AA	11,535,828	Aa	1,510,569
A	45,996,217	A	29,351,035
BBB	192,880,893	Baa	113,523,941
BB	111,023,888	Ba	87,764,937
B	69,752,649	B	34,910,988
CCC or below	4,460,481	Caa or below	6,911,262
Unrated	2,341,443,131	Unrated	2,476,603,786
Total	**$ 2,785,006,661**	**Total**	**$ 2,785,006,661**
Securities Lending Collateral			
Unrated	**$ 574,498,212**	**Unrated**	**$ 574,498,212**

Custodial Credit Risk – Custodial Credit Risk for investments is the risk that, in the event of the failure of the counterparty to a transaction, the Agency will not be able to recover the value of its investments or collateral securities that are in the possession of an outside party. The Agency has not adopted a formal investment policy that requires the use of depository insurance and collateralization procedures to manage the risk that investments may not be returned for any investments other than loaned securities. At June 30, 2016, $3,605 of the Agency's investments was exposed to custodial credit risk.

Concentration of Credit Risk – Concentration of Credit Risk is the risk of loss attributed to the magnitude of the Agency's investment in a single issuer. The Agency has not adopted a formal investment policy for concentration of credit risk and places no limit on the amount it may invest in any one issuer. As of June 30, 2016, none of the Agency's investments in any one issuer (other than those issued or guaranteed by the U.S. Government) represented more than 5% of total investments.

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 Agency has not adopted a formal investment policy that limits investment in foreign currency.

Notes to Financial Statements (Continued)

June 30, 2016

H. Deposits and Investments (Continued)

Investments (Continued)

The Agency's exposure to foreign currency risk in U.S. dollars for investments and deposits at June 30, 2016, was as follows:

			Investments			
Currency		**Fair Value**	**Fixed Income**	**Equities**	**Forward Contracts**	**Cash Deposits**
Australian Dollar	AUD	$ 20,495,441	$ 1,204,978	$ 18,766,515	$ 523,946	$ 2
Brazilian Real	BRL	13,489,715	902,393	12,568,727		18,595
British Pound Sterling	GBP	201,803,368		201,767,372	(27,755)	63,751
Canadian Dollar	CAD	9,540,250		9,540,247		3
Columbian Peso	COP	3,508,484	3,508,484			
Danish Krone	DKK	3,819,663		3,819,663		
Euro	EUR	173,139,270	1,116,127	173,166,307	(1,117,537)	(25,627)
Hong Kong Dollar	HKD	53,320,764		53,088,795	153,826	78,143
Indian Rupee	INR	4,944,080	4,462,024			482,056
Indonesian Rupiah	IDR	8,001,026		7,859,052	92,163	49,811
Japanese Yen	JPY	84,314,898		83,848,923	277,131	188,844
Malaysian Ringgit	MYR	2,097,405		2,097,405		
Mexican Peso	MXN	11,066,930	8,770,825	2,282,437		13,668
New Taiwan Dollar	TWD	10,588,893		10,588,893		
Philippine Peso	PHP	2,457,017		2,457,017		
Singapore Dollar	SGD	2,044,465		2,044,465		
South African Rand	ZAR	30,444,809		26,545,429	3,842,611	56,769
South Korean Won	KRW	12,774,769		12,263,806	510,963	
Swedish Krona	SEK	48,459,475		48,459,475		
Swiss Franc	CHF	48,142,564		61,575,140	(13,432,789)	213
Turkish Lira	TRY	1,221,539		1,221,539		
Totals		**$ 745,674,825**	**$ 19,964,831**	**$ 733,961,207**	**$ (9,177,441)**	**$ 926,228**

For Forward Currency Contracts in the schedule above, a positive number represents the market value of contracts to purchase that currency in excess of the market value of contracts to sell that currency. A negative number, therefore, represents the market value of contracts to sell foreign currency in excess of contracts to purchase that currency.

Derivatives – Derivative instruments are financial contracts or agreements whose values depend on the values of one or more underlying assets, reference rates, and/or financial indexes. Derivative instruments include futures contracts, forward contracts, swap contracts, options contracts, and forward foreign currency exchange. ATRS investment guidelines state that derivatives may be used to reduce the risk in a portfolio but should not be used to create a position of leverage or substantially increase the risk of the overall portfolio. Futures and options should be matched by cash or cash equivalent securities, and all short futures positions should be matched by equivalent long security positions. Each investment manager's derivative usage is specified in the investment management agreement or specific guidelines.

Notes to Financial Statements (Continued)

June 30, 2016

H. Deposits and Investments (Continued)

Investments (Continued)

Forward Currency Contracts – ATRS enters into various currency contracts to manage exposure of foreign portfolio holdings to changes in foreign currency exchange rates. A forward exchange contract is a commitment to purchase or sell a foreign currency at a future date at a negotiated forward rate. Risks associated with such contracts include movement in the value of the foreign currency relative to the U.S. dollar and the ability of the counterparty to perform. The contracts are valued at forward exchange rates, and the changes in value of open contracts are recognized as unrealized appreciation/depreciation in the statement of changes in plan net position. The realized gain or loss on closed forward currency contracts represents the difference between the value of the original contracts and the closing value of such contracts and is included in net appreciation (depreciation) in fair value of investments in the statement of changes in plan net position. At June 30, 2016, ATRS had outstanding forward exchange currency contracts to purchase foreign currencies with contract amounts of $10,497,072 and market values of $10,520,792, resulting in a net gain of $23,720. Outstanding forward exchange currency contracts to sell foreign currencies with contract amounts of $19,566,276 had market values of $19,698,234, resulting in a net loss of $131,958.

The fair value balances and notional amounts of derivative instruments outstanding at June 30, 2016, classified by type, and the changes in fair value of such derivative instruments for the year then ended, as reported in the 2016 financial statements, are as follows:

	Changes in Fair Value		Fair Value at June 30, 2016			
	Classification	Amount	Classification	Amount		Notional
Fiduciary funds						
Derivative investments:						
Foreign currency forwards	Investment revenue	$ 23			BRL	
	Investment revenue	147,520	Investments	$ (136,702)	CHF	13,622,121
	Investment revenue	20,383	Investments	(559)	EUR	2,354,210
	Investment revenue	15,440	Investments	(2,459)	GBP	190,092
	Investment revenue	3	Investments		HKD	
	Investment revenue	11,521	Investments	7,762	JPY	285,818,480
	Investment revenue	(7,425)	Investments		MXN	
	Investment revenue	24,283	Investments	23,720	USD	10,497,072
		$ 211,748		**$ (108,238)**		
Warrants	Investment revenue	$ (1,849)				

Securities Lending Transactions – Arkansas Code Annotated and Board policy permit ATRS to participate in a securities lending program administrated by State Street Bank (the "Custodian"). The Custodian enters into agreements with broker-dealers or other entities to loan securities for collateral and have the same securities redelivered in the future. There were no restrictions on the dollar amount of securities loaned by ATRS. Securities on loan to participating brokers at year-end include U.S. Government securities, corporate securities, and international securities. Brokers who borrow the securities provide cash or other collateral, including securities issued or guaranteed by the U.S. Government. Collateral must be provided in the amount of at least 100% of the market value of the loaned securities. ATRS cannot pledge or sell collateral securities received unless the borrower defaults. The cash collateral received on each loan is invested in a collective investment fund comprised of a liquidity pool and a duration pool. As of June 30, 2016, the liquidity pool had an average duration of 42.78 days and an average weighted final maturity of 82.66 days for USD collateral. The duration pool had an average duration of 44.57 days and an average weighted final maturity of 2,210.61 days for USD collateral. Because the loans

Notes to Financial Statements (Continued)

June 30, 2016

H. Deposits and Investments (Continued)

Investments (Continued)

were terminable at will, their duration did not generally match the duration of the investments made with cash collateral. At year-end, ATRS had no credit risk exposure to borrowers due to the custodian's indemnification. The Custodian indemnified ATRS by agreeing to purchase replacement securities or return cash collateral in the event a borrower failed to return a loaned security or failed to pay the trust funds for income of the securities while on loan. No borrowers failed to return loaned securities or pay distributions during the year. Investments made with cash collateral appear as an asset on the Statement of Plan Net Position. Corresponding liabilities are recorded, as ATRS must return the cash collateral to the borrower upon expiration of the loan. ATRS is exposed to investment risk, including the possible loss of principal value in the cash collateral pool, due to fluctuation in the market value of the assets held by the cash collateral pool. As of June 30, 2016, the fair value of the cash collateral exceeded the net asset value (NAV) by $404,729.

I. Contributions

The Agency's funding policy provides for periodic employer contributions at statutorily-established rates based on annual actuarial valuations. The employer contribution rate was 14% for the fiscal year ending June 30, 2016. Contributory members are required to contribute 6% of gross wages to ATRS. Employee contributions are refundable if ATRS-covered employment terminates before a monthly benefit is payable. Employee contributions remaining on deposit with ATRS for a period of one or more years earn interest credits, which are included in the refund.

J. Reserves

In accordance with the provisions of Ark. Code Ann. § 24-7-405, ATRS must maintain reserve accounts showing net assets available for benefits. At June 30, 2016, the reserve accounts were funded at a level that complied with the code provisions.

The reserve balances at June 30, 2016, were as follows:

	Total
Members' deposit account reserve	$ 8,380,317,171
Employers' accumulation account reserve	(3,985,106,776)
Retirement reserve	9,548,547,684
Teacher deferred retirement option plan account reserve	516,108,660
Survivor benefit account reserve	88,768,471
Income – expense account reserve	9,941,520
Total	**$ 14,558,576,730**

The Code provisions define each of the reserve accounts as follows:

Members' Deposit Account Reserve – The account in which members' contributions shall be accumulated with regular interest and from which shall be made transfers and refunds of contributions.

Employers' Accumulation Account Reserve – The account in which shall be accumulated the employer's contributions to ATRS and from which shall be made transfers as provided in the code.

Retirement Reserve – The account from which shall be paid all annuities and benefits in lieu of annuities payable as provided in this act to retirees who retired on account of superannuation or disability and to beneficiaries of such retirees.

Teacher Deferred Retirement Option Plan Account Reserve – The account in which shall be accumulated plan deposits made on behalf of the member with plan interest.

Survivor Benefit Account Reserve – The account from which shall be paid survivor benefits payable as provided in this act.

Income – Expense Account Reserve – The account to which shall be credited all investment income from invested assets of ATRS. It shall also be the account in which shall be accumulated the contributions made by employers for the administrative expenses of ATRS, from which shall be made annual transfers of interest credits and excess amounts to the other accounts of ATRS, and from which shall be paid all the expenses of the Board necessary for the administration and operation of ATRS.

Notes to Financial Statements (Continued)

June 30, 2016

K. Net Pension Liability

The components of the net pension liability of the participating employers at June 30, 2016, were as follows:

Total pension liability	$ 18,970,019,489
Plan net position	(14,558,576,730)
Net pension liability	**$ 4,411,442,759**
Plan net position as a percentage of the total pension liability	**76.75%**

Actuarial Assumptions – The total liability was determined by an actuarial valuation as of June 30, 2016, using the following actuarial assumptions, applied to all prior periods included in the measurement:

Wage inflation rate	3.25%
Salary increases	3.25-9.10%
Investment rate of return	8.00%

Mortality rates were based on the RP-2000 Mortality Table for Males and Females projected 25 years with Scale AA (95% for men and 87% for women).

The actuarial assumptions used in the June 30, 2016, valuation were based on the results of an actuarial experience study for the period July 1, 2005 through June 30, 2010.

The long-term expected rate of return on pension plan investments was determined using a building-block method in which best-estimate ranges of expected future real rates of return (expected returns, net of pension plan investment expense, and inflation) are developed for each major class. These ranges are combined to produce the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentage and by adding expected inflation. Best estimates of geometric real rates of return were adopted by the plan's trustees after considering input from the plan's investment consultant and actuary.

For each major asset class that is included in the pension plan's target asset allocation as of June 30, 2016, these best estimates are summarized in the following table:

Asset Allocation	Target	Long-term Expected Real Rate of Return
Total Equity	50.0%	5.0%
Fixed income	20.0%	0.8%
Alternatives	5.0%	4.4%
Real assets	15.0%	3.4%
Private equity	10.0%	6.3%
Cash equivalents	0.0%	-0.2%
	100.0%	

Regarding the sensitivity of the net pension liability to changes in the single discount rate, the following presents the plan's net pension liability, calculated using a single discount rate of 8.0%, as well as what the plan's net pension liability would be if it were calculated using a single discount rate that is 1% lower or 1% higher:

Notes to Financial Statements (Continued)

June 30, 2016

K. Net Pension Liability (Continued)

Sensitivity of the Net Pension Liability to the Single Discount Rate

	1% Decrease 7.00%	Current Rate 8.00%	1% Increase 9.00%
Net pension liability	**$6,628,200,322**	**$4,411,442,759**	**$2,552,886,634**

L. Compensated Absences – Employee Leave

Annual leave is earned by all full-time employees. Upon termination, employees are entitled to receive compensation for their unused accrued annual leave up to 30 days. Liabilities for compensated absences are determined at the end of the year based on current salary rates.

Sick leave is earned by all full-time employees and may be accrued up to 120 days. Compensation up to a maximum of $7,500 for unused sick leave is payable to employees upon retirement.

Compensated absences are reported in the State's "Government-Wide" financial statements but are not reported as liabilities or expenditures in the governmental funds. However, the compensated absences payable attributable to this Agency's employee annual and sick leave as of June 30, 2016 and 2015, amounted to $487,212 and $458,689, respectively. The net changes to compensated absences payable during the year ended June 30, 2016, amounted to $28,523.

NOTE 2: Other Post Employment Benefits (OPEB)

GASB Statement no. 45, *Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions (OPEB)*, requires that OPEB expense of fiduciary funds be recognized on the accrual basis in the fund financial statements. The 2016 liability of $3,235,971 is a prorated amount from the Department of Finance and Administration based on a state-wide actuarial study. The amount allocated to ATRS is based on budgeted employees of ATRS and is composed of (1) the annual required contribution (ARC), which is the normal cost and 1/30 of the unfunded actuarial accrued liability (UAAL); (2) one year's interest on the net OPEB; (3) adjustments to the ARC to offset the effect of actuarial amortization of past under or over contributions; (4) minus actual contributions. The State of Arkansas 2016 CAFR will contain the complete OPEB footnote required by GASB 45.

NOTE 3: Required Supplementary Schedules

Detailed historical information about the pension liabilities for which the pension plan's assets are being held and managed and the significant assumptions used to measure these liabilities are required supplementary information. This required supplementary information, prepared in accordance with the parameters of GASB Statement no. 67, is included immediately following the notes to the financial statements.

Schedule of Changes in Net Pension Liability and Related Ratios

For the ten-year period ended June 30, 2016

Total Pension Liability	**2016**	**2015**	**2014**	2013*	2012*	2011*	2010*	2009*	2008*	2007*
Service cost	$ 305,086,337	$ 298,134,477	$ 326,999,276							
Interest	1,433,768,167	1,371,168,271	1,326,709,192							
Changes in benefit terms			(27,405,705)							
Difference between actual and expected experience	(15,341,738)	123,519,055	(103,017,525)							
Changes in assumptions										
Benefit payments	(1,035,958,950)	(970,719,484)	(914,250,015)							
Refunds	(10,145,471)	(10,774,122)	(10,485,103)							
Net change in total pension liability	**677,408,345**	**811,328,197**	**598,550,120**							
Total pension liability–Beginning of year	**18,292,611,144**	**17,481,282,947**	**16,882,732,827**							
Total pension liability–End of year (A)	**$ 18,970,019,489**	**$ 18,292,611,144**	**$ 17,481,282,947**							
Plan Net Position										
Contributions – employer	$ 410,358,229	$ 408,230,472	$ 404,920,440							
Contributions – member	131,100,983	128,555,684	125,225,906							
Net investment income	35,579,657	632,166,951	2,429,334,097							
Benefit payments	(1,035,958,950)	(970,719,484)	(914,250,015)							
Refunds	(10,145,471)	(10,774,122)	(10,485,103)							
Administrative expense	(8,059,030)	(8,034,857)	(8,034,236)							
Net change in plan net position	**(477,124,582)**	**179,424,644**	**2,026,711,089**							
Plan net position–Beginning of year	**15,035,701,312**	**14,856,276,668**	**12,829,565,579**							
Plan net position–End of year (B)	**$ 14,558,576,730**	**$ 15,035,701,312**	**$ 14,856,276,668**							
Net pension liability–End of year (A)-(B)	**$ 4,411,442,759**	**$ 3,256,909,832**	**$ 2,625,006,279**							
Plan net position as a percentage of total pension liability	76.75%	82.20%	84.98%							
Covered employee payroll	$ 2,888,392,668	$ 2,873,988,053	$ 2,850,860,174							
Net pension liability as a percentage of covered employee payroll	152.73%	113.32%	92.08%							

*ATRS is only required to present those years for which information is available until the full 10-year trend is completed.

Schedule of Contributions

For the ten-year period ended June 30, 2016

	2016	**2015**	**2014**	2013*	2012*	2011*	2010*	2009*	2008*	2007*
Actuarially-determined contribution	$ 437,434,470	$ 474,773,530	$ 485,904,529							
Actual contribution	410,358,229	408,230,472	404,920,440							
Contribution deficiency (excess)	**$ 27,076,241**	**$ 66,543,058**	**$ 80,984,089**							
Covered employee payroll	**$ 2,888,392,668**	**$ 2,873,988,053**	**$ 2,850,860,174**							
Actual contribution as a percentage of covered employee payroll	14.21%	14.20%	14.20%							

*ATRS is only required to present those years for which information is available until the full 10-year trend is completed.

Schedule of Investment Returns

For the ten-year period ended June 30, 2016

	2016	**2015**	**2014**	2013*	2012*	2011*	2010*	2009*	2008*	2007*
Annual money-weighted rate of return	0.24%	4.34%	19.27%							

*ATRS is only required to present those years for which information is available until the full 10-year trend is completed.

Notes to Required Supplementary Information

June 30, 2016

Note 1: Summary of Significant Information Related to Required Supplementary Schedules

A. Changes in benefit terms

There were no significant benefit changes for the year ended June 30, 2016.

B. Changes in assumptions

There were no significant changes in assumptions for the year ended June 30, 2016.

C. Method and assumptions used in calculations of actuarially determined contributions

Valuation date: June 30, 2016

The actuarially determined contribution rates are calculated as of June 30 of every year, which is one year prior to the beginning of the fiscal year in which contributions are reported.

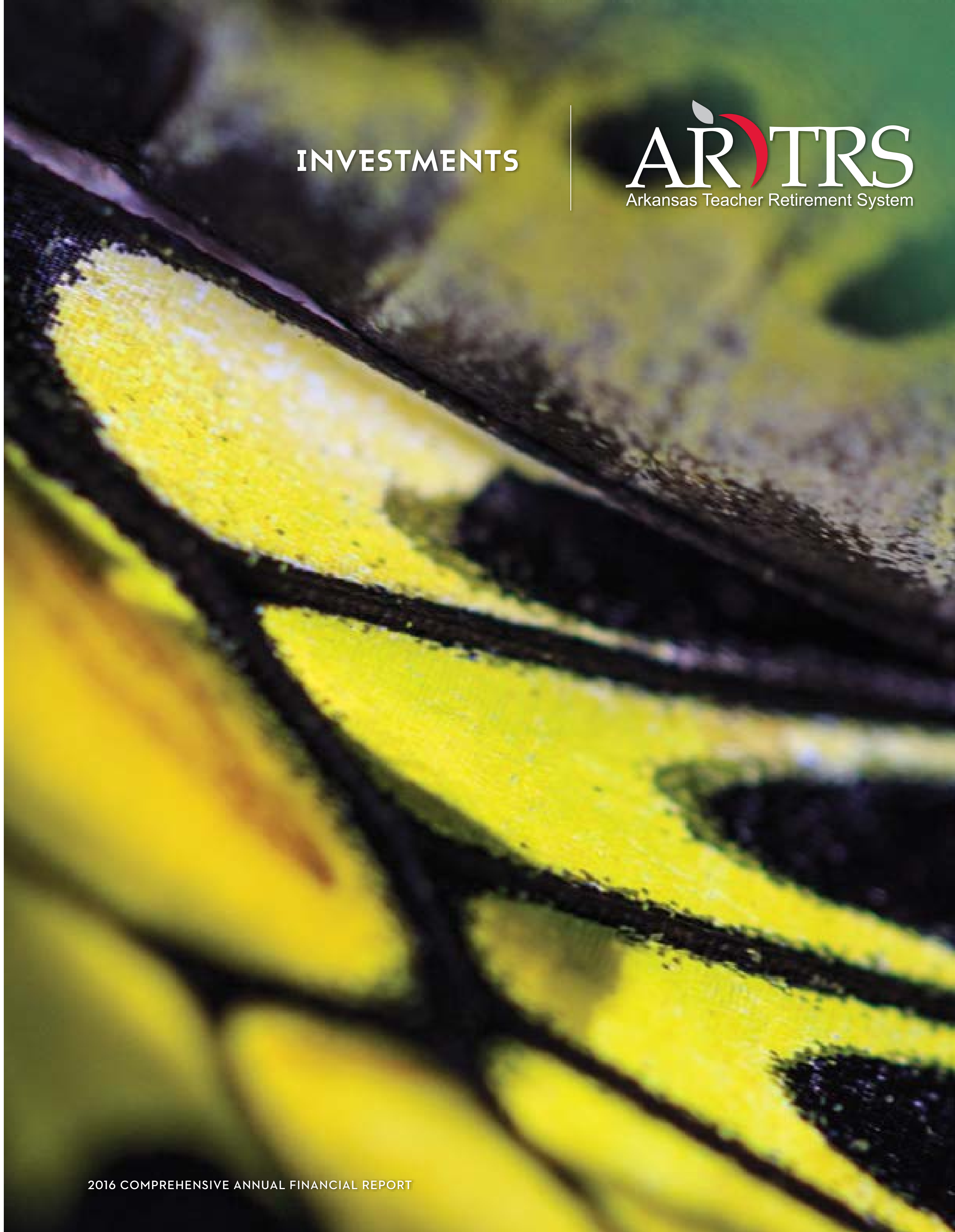
The following actuarial methods and assumptions were used to determine contribution rates reported in the schedule of contributions:

Acturial cost method	Entry age normal
Amortization method	Level percentage of payroll, closed
Amortization period	30 years
Asset valuation method	4-year smoothed market for funding purposes; 20% corridor
Wage inflation	3.25%
Salary increases	3.25% to 9.10%, including inflation
Investment rate of return	8.00%
Retirement age	Experience based table of rates that are specific to the type of eligibility condition. Last updated for the 2011 valuation pursuant to an experience study for the period July 1, 2005 - June 30, 2010
Mortality	RP-2000 Mortality Table for Males and Females projected 25 years with scale AA (95% for men and 87% for women)

Schedule of Selected Information

For the five-year period ended June 30, 2016 (unaudited)

For the Year ended June 30,	2016	2015	2014	2013	2012
Total Assets	$ 15,236,170,821	$ 15,746,448,807	$ 15,587,124,060	$ 13,661,085,708	$ 12,308,539,664
Total Liabilities	677,591,091	710,747,795	730,847,392	831,520,129	824,654,155
Net Position Restricted for Pension Benefits	14,558,576,730	15,035,701,312	14,856,276,668	12,829,565,579	11,483,885,509
Total Additions (Losses)	577,038,869	1,168,953,107	2,959,480,443	2,210,733,616	397,831,220
Total Deductions	1,054,163,451	989,528,463	932,769,354	865,053,546	808,823,050


INVESTMENTS
ARTRS
Arkansas Teacher Retirement System

AON

January 20, 2017

Board of Trustees
Arkansas Teacher Retirement System
1400 West Third Street
Little Rock, AR 72201

Market Overview

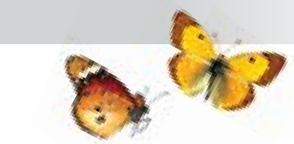
The 2016 fiscal year began and ended with significant market volatility, without much reprieve during the year. The health of the global economy and the actions of central banks around the globe continued to drive investor sentiment and capital market returns. The year began with rising fears that the global economic picture may be worse than expected, triggered by a surprise devaluation of the Chinese Yuan and collapse of the Chinese stock market. The U.S. Federal Reserve's (Fed) decision to not raise interest rates at its September meeting reinforced these concerns, and capital markets reacted strongly, selling off in August and September before posting a quick recovery. This marked the first of three whipsaw events over the year. The highly anticipated U.S. Federal Fund's Rate hike did eventually occur on December 16, and while viewed as a vote of confidence for the U.S. economy, it was mostly shrugged off as a non-event. The second sharp downturn came in January 2016, prompted again by global growth fears, largely stemming from China, and coupled with dovish comments from the Fed. Pledged support from the European Central Bank and Bank of Japan, both of which slashed benchmark interest rates into negative territory, among other easing measures, aided a quick recovery and generally supported positive investor sentiment through much of the latter half of the fiscal year. The final whipsaw event followed the UK's vote to leave the European Union in June. Surprised by the outcome, global equity markets declined sharply before generally recovering before fiscal year-end.

Though there were periods where capital markets seemed unpredictable, various positive economic releases did provide some stability throughout the year. Further, with support from global central banks and expectations of delayed rate hikes from the Fed, investors' concerns regarding global growth eased, and two ongoing themes reversed course: the decline in energy prices and the strengthening of the U.S. dollar. The price of oil reached a low of $26/barrel before rallying back to over $50/barrel by year-end. The U.S. dollar also reversed course, declining during the second half of the year. Though investors' concerns generally eased as the year progressed, the appetite for safe-haven investments did not. Despite the Fed's initial rate hike, interest rates fell across the U.S. yield curve. Global growth concerns, low inflation, and uncertainty abroad increased demand for U.S. Treasuries and caused rates to decline.

Diversification across asset classes was vital to weathering the volatility during the past fiscal year. The diverging trend between U.S. and non-U.S. equity market returns continued, as the broad U.S. equity market, represented by the DJ U.S. Total Stock Market Index, returned a positive 2.0%. International market returns were much more reflective of the ongoing concerns, as developed international markets declined 10.2% and emerging markets declined 12.1% in USD terms, represented by the MSCI EAFE and MSCI Emerging Markets Indices, respectively. Emerging market returns were significantly impacted by currency depreciation relative to the U.S. dollar. Though commodities bounced back during the second half of the year, the Bloomberg Commodity Index still ended the year down 13.3%. Risk aversion throughout the year heightened demand for U.S. fixed income, which provided some relief from weak equity markets. The Barclays Aggregate Bond Index returned 6.0% over the 12-month period. Long U.S. government bonds were the greatest beneficiaries, returning 19.0% over the year. Private core real estate also provided double-digit returns, posting a 10.8% return, represented by the NCREIF-ODCE Index.

Overview of ATRS Fund Structure

The ATRS portfolio is well diversified across several asset classes, including global public equities, fixed income, alternative investments, real assets, and private equity. The asset allocation is a long-term Policy determined through periodic asset-liability studies and assessments of risk and liquidity needs. The latest asset-liability study supported a 20% allocation to fixed income and an 80% allocation across public equities, alternatives, real assets (including real estate, timber, agriculture, and infrastructure), and private equity. Within these asset classes, the investments are diversified across investment types, styles, regions, and vintage years. A variety of investment firms is employed within each category to minimize manager- and firm-specific risks. We continue to believe the diversification and overall risk level of the portfolio is appropriate given the goals and objectives of the ATRS.



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During the 2016 fiscal year, there were no major changes to the long-term asset allocation, and the portfolio continued to progress toward its long-term policy targets. During the year, the private equity asset class reached its 10% long-term target, the real assets portfolio grew to 12.3% of Total Fund assets, and the opportunistic/alternatives allocation grew to 3.4% of Total Fund assets.

Among ATRS's underlying investment manager structure, there were modest adjustments made during the 2016 fiscal year period centered on the public equity and alternative portfolios. Modifications made to the public equity allocation were in line with the objectives of globalizing the total equity allocation and focusing on high conviction active managers. Within the alternative portfolio, the Board approved an allocation to the reinsurance space, which is intended to provide a diversified source of attractive risk-adjusted returns for the Total Fund.

We continue to regularly review the portfolio allocation, structure, and manager line-up, and evaluate additional types of strategies in order to best position the fund to achieve its investment objectives.

ATRS Performance Overview (annualized returns)

	1 Year		3 Years		5 Years	
Periods ending 6/30/2016	**Return**	**Rank**	**Return**	**Rank**	**Return**	**Rank**
Total Fund	**-0.5%**	**61**	**7.6%**	**3**	**7.1%**	**9**
Performance Benchmark	1.8%	11	8.2%	1	8.0%	1
Total Equity	**-4.8%**	**55**	**7.5%**	**37**	**7.0%**	**40**
Performance Benchmark	-1.5%	35	8.1%	29	8.1%	26
Total Fixed Income	**3.5%**	**83**	**3.5%**	**72**	**3.9%**	**59**
Performance Benchmark	5.8%	28	4.2%	47	4.0%	53
Total Opportunistic/Alternatives	**-1.7%**	**-**	**4.7%**	**-**	**5.1%**	**-**
Custom Alternatives Benchmark	-3.7%	-	1.3%	-	1.4%	-
Total Real Assets	**9.5%**	**-**	**10.1%**	**-**	**-**	**-**
Total Real Assets Benchmark	10.0%	-	11.0%	-	-	-
Total Private Equity	**7.7%**	**-**	**13.3%**	**-**	**13.0%**	**-**
Private Equity Policy	-	-	13.3%	-	13.2%	-

The System's Total Fund ended the fiscal year with approximately $14.4 billion in assets under management, representing a decline in assets of approximately $569 million over the year. The decline was due to withdrawals of approximately $519 million and investment losses over the year of $50 million. The investment losses equates to a negative 0.5% net-of-fee total return. The modestly negative total return was driven by weak returns from the public equity exposure, and, more specifically, from underperforming U.S. small cap and international equities. On a relative basis, the Total Fund underperformed its Performance Benchmark during the fiscal year, primarily due to underperformance from the total equity asset class. Relative to a peer group of U.S. Public Pension Plans with assets over $1 billion, the Plan performed mostly in line with the median Plan, ranking in the 61st percentile over the fiscal year. Longer-term performance remains very strong, as the Total Fund returned an annualized 7.6% over the three-year period, 7.1% over the five-year period, and 6.3% over the ten-year period. Additionally, the Total Fund ranked in the top third percentile of its peer group over both the three- and ten-year time periods, and in the ninth percentile over the five-year period.

During the year, the total equity asset class declined 4.8% and trailed its benchmark return of negative 1.5%. On an absolute basis, negative results stemmed from both U.S. small cap equities, which declined 6.7%, and international equities, which declined 10.2% over the year. The greatest impact on ATRS's relative one-year return was the portfolio's greater than market exposure to U.S. small-cap equities, though it was also a very difficult period for active managers. On a longer term basis, the total equity portfolio generated an annualized 7.5% and 7.0% return over the trailing three- and five-year periods, respectively. The portfolio modestly trailed its performance benchmark over these periods, due mostly to the recent negative impact of the small cap bias.

The fixed income portfolio produced a 3.5% return during the fiscal year, providing the Total Fund with a buffer against weak public equity market returns. On a relative basis, the fixed income portfolio trailed its performance benchmark return of 5.8% over the one-year period. The fixed income asset class includes multiple core-plus and opportunistic strategies that produced mixed results over the year relative to their strategy-specific benchmarks. However, the main headwind to relative performance was due to a negative benchmark effect, meaning, the asset class benchmark generated a higher hurdle to outperform relative to some of the manager-specific benchmarks. Longer-term, total fixed income generated a 3.5% and 3.9% annualized return over the trailing three- and five-year periods, respectively, modestly trailing its performance benchmark over both time periods.

The opportunistic/alternatives asset class declined 1.7% during the fiscal year, yet outperformed its performance benchmark return of -3.7%. The hedge fund managers are well diversified and produced mixed results over the one-year period relative to their strategy-specific benchmarks. In August of 2015, ATRS funded two strategies with an emerging, Arkansas-based investment firm. The strategies are concentrated, high-conviction U.S. equity portfolios that seek to take advantage of the investment team's unique skill set and have thus far added value since their inception. Additionally, the Board approved an allocation to reinsurance investments which is intended to provide attractive risk-adjusted returns that are generally uncorrelated with financial markets. During the year, two reinsurance managers were hired and funded for a total of approximately $150 million, and the short performance history thus far has been favorable. By the end of the year, the total alternatives portfolio represented approximately 3.4% of Total Fund assets. We continue to identify and evaluate attractive strategies for this asset class with the objective of improving the risk/return characteristics of the System's investments.

Total real assets returned 9.5% during the fiscal year, modestly trailing its performance benchmark return of 10.0%. The real assets category includes real estate, timber, agriculture, and infrastructure. Real estate, comprising 72% of the real assets category, drove the returns over the year. Real estate returned 12.0% during the fiscal year and modestly trailed the NCREIF-ODCE Index return of 12.6%. Approximately 65% of ATRS's real estate portfolio is invested in core investments, characterized as high quality and typically more conservative properties, which has been a meaningful driver of relative performance. Over the three-year period, total real estate returned an annualized 12.5% and performed in line with the NCREIF-ODCE Index. The timber portfolio, representing 15% of real assets returned 0.4%, and the agriculture portfolio, representing 8% of real assets, returned 9.8% over the fiscal year period. The infrastructure portfolio grew to $70 million at the end of the fiscal year, representing approximately 4% of the real assets portfolio. Given the early stages of this category, infrastructure performance metrics are not yet meaningful.

The System's private equity investments returned 7.7% during the fiscal year. Due to the long-term nature of private equity, performance benchmark returns are not shown for periods less than three years. Long-term performance of the private equity portfolio has been strong, returning 13.3% and 13.0% over the trailing three- and five-year periods, respectively.

Overall, we continue to have confidence in the ATRS portfolio structure. It is a pleasure to be of service to the ATRS.

Sincerely,

Patrick J. Kelly, CFA, CAIA
Partner

Katie Comstock
Senior Consultant

Investment Policies and Procedures

Amended October 4, 2010
Amended February 7, 2011
Amended June 3, 2013
Amended October 7, 2013
Amended February 17, 2014
Amended June 1, 2015
Amended April 21, 2016

STATEMENT OF INVESTMENT POLICY

This Investment Policy has been prepared within the context of applicable Arkansas laws and is intended to allow for sufficient flexibility in the investment process to capture opportunities, yet ensure that both prudence and care are maintained in the execution of the investment program. While safety of principal is given primary consideration, the Arkansas Teacher Retirement System Board of Trustees, hereinafter "Board," may take appropriate levels of risk to earn higher levels of investment return.

The Board has arrived at this policy through careful study of the rates of return and risks associated with various investment strategies in relation to the current and projected liabilities of the Arkansas Teacher Retirement System, hereinafter, "the System." This policy has been chosen as the most appropriate for achieving the financial objectives of the System. The policy will be reviewed periodically as circumstances dictate.

The Board has adopted a long-term investment horizon so that the chances and duration of investment losses are carefully weighed against the long-term potential for appreciation of assets. The assets of the System will be invested in a manner that provides the safeguards and diversity to which a prudent investor would adhere. All transactions undertaken on behalf of the System will be in the sole interest of the members of the System.

To achieve the overall investment goal of the System, one or more investment consultants may be retained by the Board as investment advisors. The scope of duties, together with the terms and conditions of engagement, of any investment consultant will be set forth in a contract approved by the Board. Throughout this document, investment advisors are referred to as investment consultants.

The System shall manage those assets not specifically allocated to investment managers. No investment shall be made without an investment consultant's recommendation.

Standard of Care

The standard of care for the Board and Executive Director of the assets of the System is: when investing and reinvesting trust assets and in acquiring, retaining, managing, and disposing of investments of the trust assets, there shall be exercised the reasonable care, skill, and caution that a prudent investor would use after considering the purposes, terms, distribution requirements, and other circumstances of the trust. Investment and management decisions respecting individual assets shall be evaluated not in isolation but in the context of the trust portfolio as a whole and as a part of an overall investment strategy having risk and return objectives reasonably suited to the trust. The investments of the trust shall be diversified unless the Board reasonably determines that, because of special circumstances, the purposes of the trust are better served without diversifying. The trust assets shall be invested and managed solely in the interest of the members and benefit recipients of the trust. The trust assets shall be invested in a manner to only incur costs that are appropriate and reasonable in relation to the assets and purposes of the investment. Compliance with the standard of care is determined in light of facts and circumstances at the time of action, not in hindsight.

Investment and management functions may be delegated to an investment agent that a prudent trustee of comparable skills could properly delegate under the circumstances. When making such delegation, the Board shall establish the scope and terms of the delegation, consistent with the purposes and terms of the trust, and shall monitor the investment agent performance and compliance with the terms of the delegation. In performing a delegated function, an investment agent owes a duty to the System and the trust to exercise reasonable care to comply with the terms of the delegation. In addition, the Executive Director may delegate certain duties to the System's investment staff without relieving the Executive Director from the ultimate responsibility.

Each party serving in a fiduciary capacity for the trust shall apply the standard of care set forth herein.

Investment Policies and Procedures (Continued)

Asset Allocation

The Board is responsible for the prudent investment of funds and to maintain a proper allocation of the System's investment assets. The Board, in conjunction with its investment consultants, shall set and adjust the System's asset allocation ranges as necessary to provide an optimal allocation to obtain its target returns. The general investment consultant shall notify the Executive Director and the Board when an asset liability modeling study should be undertaken. It shall be the goal of the System to maintain the following asset allocation targets and ranges:

Asset Category	Minimum*	Target	Maximum*
Total Equity	45.0	50.0	55.0**
Fixed Income	15.0	20.0	25.0
Opportunistic/Alternatives	N/A	5.0	N/A
Real Assets***	N/A	15.0	N/A
Private Equity	N/A	10.0	N/A
Cash Equivalents	0.0	0.0	5.0

*Due to the illiquid nature of opportunistic/alternatives, real assets, and private equity, it is not prudent to set rebalancing ranges for these asset classes.
**Additional allocations to total equity may be made beyond the maximum range to serve as a placeholder for unfunded and uncommitted opportunistic/alternatives, real assets, and private equity.
***Real assets includes real estate, timber, agriculture, and infrastructure.

Rebalancing

The asset allocation ranges established by the Board represent the Board's judgment of a portfolio mix that provides the greatest risk/return value. Allowing the portfolio to exceed the Board limits strays from the financial discipline, which the Board believes will – over time – provide the appropriate risk-adjusted return to the System.

The Executive Director is responsible for rebalancing the allowable asset classes and the individual portfolios if any of the asset classes falls outside of the designated range. The general investment consultant shall provide guidance and advice to the Executive Director to best achieve the rebalancing. Rebalancing among individual investment manager portfolios within asset classes may also be necessary to ensure the appropriate level of diversification is achieved by investment style, market capitalization or risk levels (see total asset class guidelines) and/or to take advantage of market conditions, fund manager expertise, opportunities, or other circumstances that could be beneficial to ATRS.

The Executive Director may rebalance across all equity managers, all equity holdings, all fixed income managers, and all fixed income holdings. A Board-approved transition manager may be used for rebalancing. Rebalancing including the use of a Board-approved transition manager, as needed, may be initiated by the Executive Director after recommendation from the appropriate investment consultant and positive notice to the Board Chair. The Executive Director and general investment consultant will monitor the asset values by classification for each asset manager on a monthly basis, based on month-end data provided by the custodial bank. The Executive Director and general investment consultant shall regularly inform the Board on the rebalancing pacing and strategy.

Whenever the minimum or maximum range of total equity or fixed income has been exceeded, a transfer of funds or other appropriate action will occur to bring the actual allocation within the prescribed range within a time frame determined to be prudent by the Executive Director in consultation with the general investment consultant.

Normal plan cash flows should be used to the extent possible to rebalance. Interest, dividends, and plan contributions should be used to the extent possible to fund asset classes that are below their target. Withdrawals should be made from asset classes that are above their target.

Investment Manager Selection

In order to implement its investment strategy, the System will use individual investment managers. Arkansas Code § 24-3-401 et seq. requires ATRS to always operate under the prudent investor rule. The prudent investor rule requires all investment decisions to be

Investment Policies and Procedures (Continued)

made based on the experience of management, rates of return, appropriate risk, reasonable cost, and all other relevant factors that should be used by prudent investors.

It is the policy of the Board to include, whenever appropriate, qualified minority-owned and women-owned business enterprises in the System's investment manager selection process and to objectively evaluate all qualified investment manager candidates regardless of race, gender, or disability.

The Board will evaluate all qualified investment manager candidates with emphasis on demonstrated professional performance, organizational depth, institutional investment management capability, and reasonableness of fee structure regardless of the amount of investment assets under management or the age of the investment management firm.

The Board will use professional consultants who do not use discriminatory practices in the creation and maintenance of their investment manager databases and will require the investment consultants to affirm their use of non-discriminatory practices when recommending investment manager candidates to the Board.

Goals

Recognizing the purpose of the System is to remain actuarially sound and pay member benefits, the overall investment goal is to achieve, over a period of years, the greatest rate of return for the System with due consideration given to preserving capital and its purchasing power, and to maintain an appropriate level of risk consistent with the obligations of a prudent investor. The return of the System should exceed, net of fees, a policy benchmark comprised of the respective asset class benchmarks weighted by the asset class policy targets over a full market cycle (approximately five years). During periods of transition to and from non-marketable and illiquid asset classes such as private equity and real assets, actual allocations may be used over extended periods to reflect these changes in the policy targets. Periodic performance reports will provide a detailed description of the policy benchmark composition over time.

The System's actuary sets an expected return based on the Board's policy decisions. Market cycles may result in the System earning a return materially above or below the actuarial rate of return for extended periods of time. Therefore, the actuarial rate of return will not be used for performance comparison purposes.

Total Equity

The total equity exposure of the portfolio shall be well diversified with broad exposures to small, mid, and large capitalization companies and growth and value style sectors across U.S. and non-U.S. markets. The goal for total equity shall be to achieve a total rate of return that will exceed, net of all fees and costs, the return of the aggregate global equity market as measured by the Morgan Stanley Capital International (MSCI) All Country World Index (ACWI) Investable Market Index (IMI) over a full market cycle (approximately five years). Because the total equity portfolio was previously segregated into domestic and global equity components, the total equity portfolio has a bias to domestic equity relative to the MSCI ACWI IMI. Therefore, to ensure appropriate performance measurement, the benchmark for total equity will be weighted 30% to the Dow Jones U.S. Total Stock Market Index and 70% to the MSCI ACWI IMI Index until the domestic allocation is in line with the global opportunity set as defined by the MSCI ACWI IMI. The manager structure of the total equity portfolio should resemble the weighted average of their respective benchmarks and avoid any material biases due to a concentration of managers or management styles. To achieve this goal, the Board may employ various actively managed and passive mandates. The structure of the equity component will be analyzed annually to ensure proper diversification is achieved.

Fixed Income

The manager structure of the aggregate fixed income portfolio's risk exposure should resemble the aggregate domestic fixed income market as measured by the Barclays U.S. Universal Bond Index. To help achieve this goal, the Board will employ investment managers who invest assets in a broad array of sectors (government, mortgage backed, credits, asset backed, and commercial mortgage backed bonds), maturities, and credit qualities so that the overall portfolio structure is not materially different from that of the domestic and global fixed income markets. To provide a broad base of low-cost diversification and readily available liquidity, the Board may allocate a portion of the fixed income assets to a passive investment portfolio that approximates the return of the broad fixed income market. The goal for fixed income investments shall be to achieve a total rate of return that will exceed, net of all costs and fees, the return of the Barclays U.S. Universal Bond Index over a full market cycle (approximately five years).

Investment Policies and Procedures (Continued)

Opportunistic/Alternative Investments

The Opportunistic/Alternatives asset class may include investments in direct hedge funds, hedge fund of funds, commodities, currency mandates, and other alternative strategies that are not closely correlated or related to the traditional asset classes (fixed income, equities, private equity, and real assets). Unique investments that do not fit within the other asset class categories may also be included in the Opportunistic/Alternative category at the Board's discretion.

Because this category may include illiquid investments made through closed end investment partnerships, it may take a period of time to reach the target allocation of 5%. Assets will be invested in the total equity asset class until the total target is attained.

The benchmark for the category will be a weighted average of the benchmarks of the underlying strategies.

The goal of the credit, global macro, and other liquid alternative investments shall be to achieve a total rate of return that will exceed, net of all fees and costs, the return of the appropriate institutional quality hedge fund index over a full market cycle (approximately five years). Appropriate benchmarks will be determined as investments are added to the portfolio.

Real Assets

The Real Asset category may include real estate, timber, agriculture, and infrastructure. While no fixed targets are set, the following general parameters have been identified:

- 10% Real Estate
- 2% Timber
- 1% Agriculture
- 2% Infrastructure

The total target of the asset class will be 15%. Because this category may include illiquid investments made through closed end investment partnerships, it will take a period of time to reach these targets. Assets will be invested in the U.S. equity asset class until the total target is attained.

The System may initiate investments in real estate as governed by the Real Asset Statement of Investment Policy. The System's goal for real estate is to not materially exceed the System's approved target asset allocation for total real estate investments as determined by the Board at the beginning of each fiscal year. Should the real estate target asset allocation be exceeded, the Executive Director, working with the Real Estate Consultant, shall develop a pacing and strategy plan to address the over allocation.

ATRS's Real Estate portfolio is benchmarked on a net of fee basis against the NCREIF Fund Index Open-end Diversified Core Equity Index ("NFI-ODCE"). Once ATRS's Real Estate portfolio reaches its full target allocation for a five-year period, it is expected to meet or exceed the NFI-ODCE over rolling five-year periods.

The System may initiate direct ownership in timberland or indirect investments in fund of funds, partnerships, corporations, or real estate investment trusts ("REITs") investing in investment grade properties of like kind.

The goal of the timberland investments shall be to achieve a total rate of return that will exceed, net of all fees and costs, the return of the NCREIF Timberland Property Index ("NTPI") over a five-year rolling period weighted according to ATRS's regional exposure based on Net Asset Value.

The goal of the agriculture investments shall be to achieve a total rate of return that will exceed, net of all fees and costs, the return of the NCREIF Farmland Index ("NFI") over a five-year rolling period weighted according to ATRS's regional and crop type exposure based on Net Asset Value.

The goal of the infrastructure investments shall be to achieve a total rate of return that will exceed, net of all fees and costs, the return of the Consumer Price Index (CPI) plus 5 percentage points over a full market cycle (approximately 10 years). The Consumer Price Index plus 5 percentage points will be used as the benchmark to reflect the opportunity cost of investing in infrastructure. Similar infrastructure programs of institutional investors will also be used as a secondary benchmark to the extent such data is made available.

Investment Policies and Procedures (Continued)

The ATRS Total Real Asset Benchmark is weighted by the allocations based on Net Asset Values across the various sub-categories, and thus defined as Real Estate benchmark, Timber benchmark, Agriculture benchmark, and Infrastructure benchmark. The net of fee return for ATRS's Total Real Asset Portfolio is expected to meet or exceed the Total Real Asset Benchmark over rolling five-year periods.

Private Equity

The System may initiate investments in private equity as governed by the Private Equity Statement of Investment Policy. Private equity investments may include domestic and foreign private equity partnerships, venture capital, and mezzanine financing partnerships that are intended to diversify the assets and reduce the likelihood of material losses in any individual investment classification. The investment consultant responsible for private equity shall advise the Executive Director and Board on the Private Equity Statement of Investment Policy and the structure of private equity investments best suited for the System.

The System's goal for private equity investments is to achieve a total rate of return that will exceed, net of all costs and fees, the return of the public equity markets, as measured by the Dow Jones U.S. Total Stock Market Index, plus a liquidity premium of 2 percentage points per year over a full market cycle for private equity (approximately 10 years).

Cash Equivalents

The System may hold direct ownership in short-term investments or may permit or require managers to hold cash or cash equivalents to meet liquidity needs of the investment manager or of the System.

The System's cash management goal shall be to preserve capital and maintain liquidity.

Arkansas-Related Investments

The System may initiate Arkansas-related mortgage loans, promissory notes, direct real estate investments, or purchase insured certificates of deposit or short term securities of Arkansas financial institutions to meet the goals of the mandated requirements. Arkansas-related investments are categorized according to the appropriate asset class for each investment. In addition, Arkansas-related investments include, but are not limited to, investments managed by an Arkansas-related manager, Arkansas-related investments held by other fund managers, Arkansas timberland, partnerships based in Arkansas, and partnerships holding Arkansas properties.

Commingled or Mutual Funds

If a commingled fund or mutual fund is utilized, the portfolio will be governed by the prospectus or similar document for the fund. In those cases, the System will utilize the prudent investor rule and advice of the investment consultant in selecting and evaluating funds initially and in monitoring them on an on-going basis.

Derivatives

Derivatives may be used to reduce the risk in a portfolio and provide desired market and security level positions as an alternative to purchasing cash securities. Excessive leverage shall not be created through the use of derivatives in a manner that substantially increases the System's portfolio risk. Each investment manager's derivative usage shall be specified in the investment management agreement or specific guidelines.

The use of futures and options shall be matched by cash or cash equivalent securities, and all short futures positions shall be matched by equivalent long security positions, unless otherwise stated in the investment manager guidelines or authorizing fund documents.

Loaning of Securities

The lending agent will evaluate the credit-worthiness of potential borrowers of securities, and will loan securities only to financially sound borrowers. The lending agent will maintain a diversified list of such borrowers in order to mitigate the counterparty risk that is inherent in securities lending. Collateral levels should be based on the nature of the loaned security and will generally be between 102% and 105% of the market value of the borrowed security. Marking to market will be performed every business day subject to de minimis rules of change in value, and borrowers will be required to deliver additional assets as necessary to maintain over-collateralization of securities loans.

Investment Policies and Procedures (Continued)

Securities Lending Reinvestment Guidelines

The cash collateral portfolio will be managed on an amortized cost basis (maintain a $1 net asset value) and have investment guidelines that are 2a-7-like in nature (money market fund guidelines) to ensure that only a moderate amount of risk is taken on the reinvestment of the cash collateral. This will control the amount of credit and duration risk that can be taken by the short duration fixed income manager, which will help to mitigate losses due to insufficient collateral relative to the amount on loan. In addition, guidelines for the cash collateral portfolio will be created in conjunction with the lending strategy and with input from the securities lending agent.

The collateral pool should also maintain a reasonable level of overnight liquidity in order to allow for the smooth recall of securities over time.

Investment Manager Reporting

The System will require all investment managers, managing partners, and general partners to provide on at least a quarterly and an annual basis reporting appropriate for the investment.

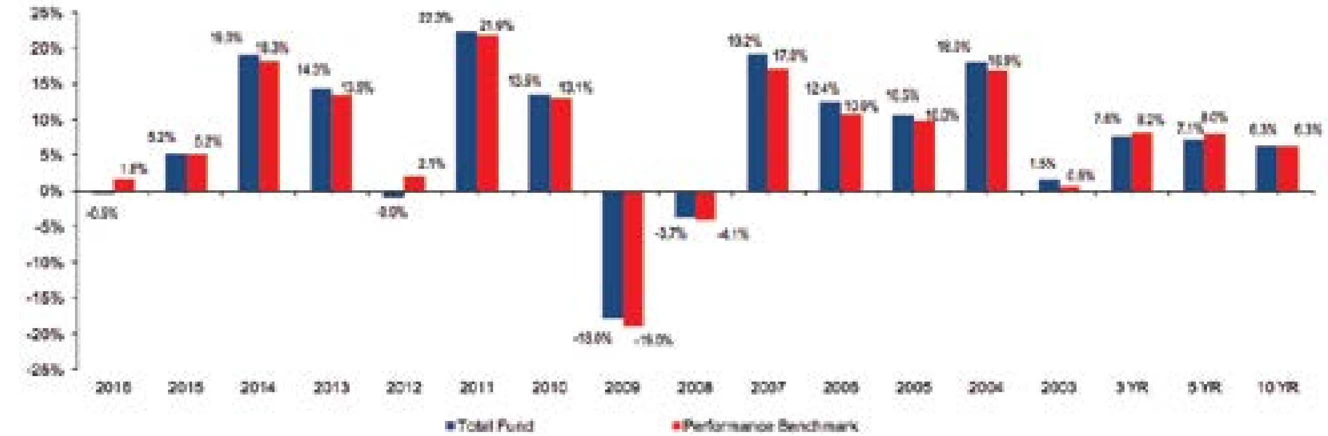
Roles

The Executive Director and investment consultant are jointly responsible for the initial selection of investment managers and any increase or decrease in an investment manager's funding. The Executive Director and investment consultant are jointly responsible for monitoring existing investment managers on performance, stability, and compliance. The Executive Director and investment consultant may also recommend termination of an investment manager when circumstances justify termination. Reasons for termination include, but are not limited to, relative performance, relative stability, costs, strategic allocation of assets, or other relevant factors that a prudent investor would use.

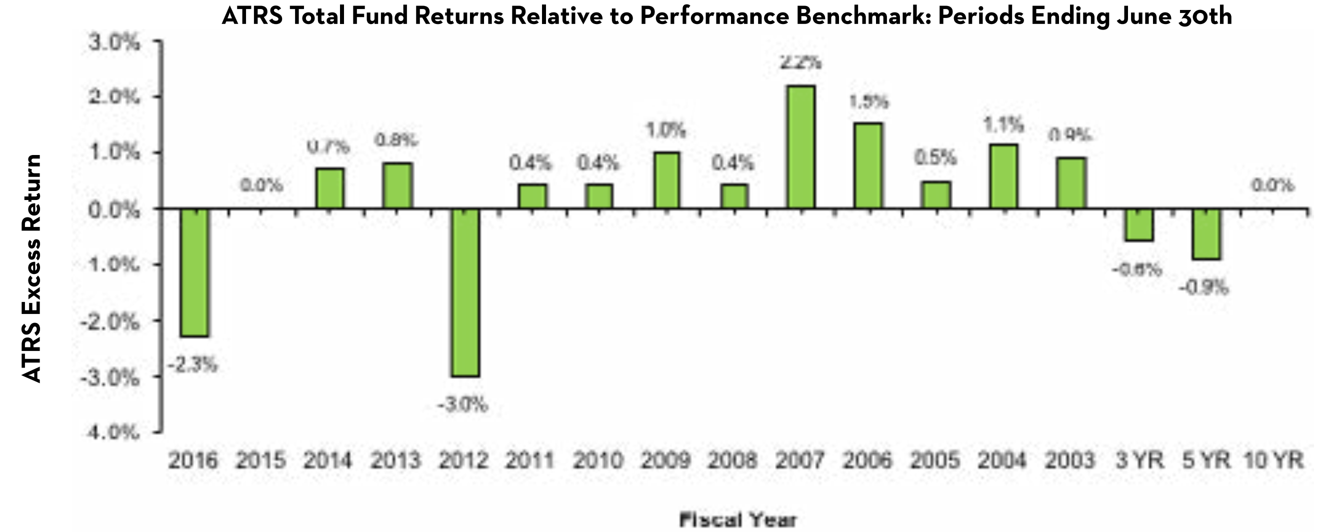
Proxies

The System authorizes the investment manager to vote all proxies related to stocks in which it invests the System's assets. The System expects the investment manager to cast votes solely in the best interest of plan beneficiaries.

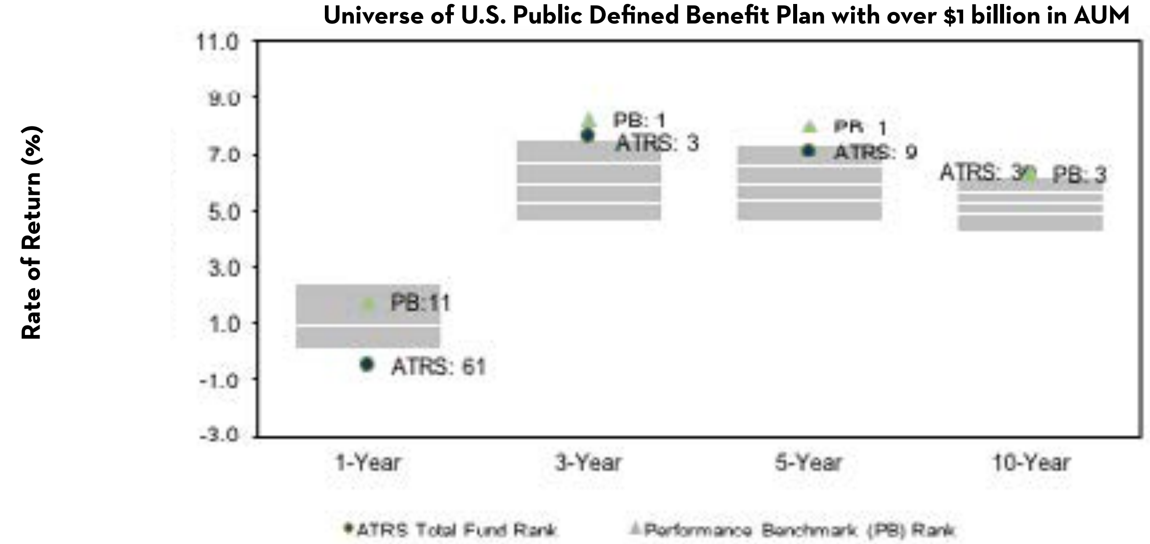
ATRS Total Fund Fiscal Year Returns vs. Performance Benchmark: Periods Ending June 30th



ATRS Total Fund Returns Relative to Performance Benchmark: Periods Ending June 30th



ATRS Total Fund Ranks: Periods Ending June 30, 2016
Universe of U.S. Public Defined Benefit Plan with over $1 billion in AUM



Schedule of Investment Results
TRADITIONAL ASSETS

Returns for Period Ending June 30, 2016

The table below details the rates of return for the System's investment managers over various time periods ending June 30, 2016. The Appendix on page 52 provides a description of the benchmarks used for each manager as of the end of the fiscal year.

	1-Year	3-Years	5-Years
Public Equity			
Pershing Square International	-33.2	-0.9	2.9
Pershing Square Holdings	-49.1	-8.6	-
Dow Jones U.S. Total Stock Market Index	2.0	11.0	11.5
Allianz Structured Alpha U.S. 250	6.0	14.6	14.0
S & P 500 Index	4.0	11.7	12.1
Jacobs Levy	1.2	12.0	11.7
Jacobs Levy 130/30	8.3	15.4	13.8
Russell 3000 Index	2.1	11.1	11.6
Daruma Asset Management	-8.7	2.7	4.5
Russell 2000 Index	-6.7	7.1	8.4
Kennedy Capital Management	-4.9	8.1	10.2
Russell 2000 Value Index	-2.6	6.4	8.1
Stephens	-7.8	4.7	7.0
Voya Investment Management	-7.2	8.3	9.6
Russell 2000 Growth Index	-10.8	7.7	8.5
Allianz Convertibles	-7.1	6.1	6.8
Performance Benchmark	-4.7	7.1	7.1
Voya Absolute Return	1.9	11.7	12.1
Performance Benchmark	1.1	10.6	11.5
SSgA Global Index	-3.4	6.6	5.8
BlackRock MSCI ACWI IMI Fund	-3.4	6.6	5.9
MSCI AC World IMI (Net)	-3.9	6.1	5.4
GMO Global All Country Equity	-6.5	-	-
T. Rowe Price Global Equity	-0.6	12.1	9.0
Lazard	-10.7	5.7	3.9
MSCI ACWI Index (Net)	-3.7	6.0	5.4

Note: Allianz Structured Alpha Global 500 and Trian Partners were funded in 2015 and do not yet have a full year worth of return history.

Schedule of Investment Results (Continued)
TRADITIONAL ASSETS

The table that follows details the rates of return for the System's investment managers over various time periods ending June 30, 2016.

	1-Year	3-Years	5-Years
Public Equity (continued)			
Harris Global Equity	-12.8	-	-
D.E. Shaw	0.0	9.3	8.8
MSCI World Index (Net)	-2.8	6.9	6.6
Wellington Global Perspectives	-4.2	7.9	8.4
Performance Benchmark	-4.7	6.8	5.8
Fixed Income			
BlackRock	6.0	4.5	4.3
Performance Benchmark	5.8	4.2	4.0
Reams Core Plus Bond Fund	6.1	-	-
SSgA Aggregate Bond Index	6.0	4.0	3.8
Barclays Aggregate Index	6.0	4.1	3.8
Loomis Sayles	1.9	4.9	5.9
Performance Benchmark	5.0	4.2	4.8
Putnam	-3.6	-0.2	0.6
LIBOR	0.4	0.3	0.3
Wellington Global Total Return	1.3	-	-
BofA Merrill Lynch 3-Month U.S. T-Bill	0.2	-	-

Note: Allianz Structured Alpha Global 500 and Trian Partners were funded in 2015 and do not yet have a full year worth of return history.

ALTERNATIVES

The table that follows details the rates of return for the System's investment managers over various time periods ending June 30, 2016.

	1-Year	3-Years	5-Years
Opportunistic/Alternatives			
Anchorage	-3.9	5.8	7.0
York	-12.9	-0.4	3.2
Credit Suisse Event Driven	-10.4	0.1	1.3
Capula	6.1	7.6	6.0
Graham	-1.0	8.0	4.1
Brevan Howard	-3.0	-0.3	-
HFRI Macro (Total) Index	1.9	2.5	0.9

Note: Circumference Group and reinsurance managers, Aeolus and Nephila, were each funded during the past year and do not yet have a full year worth of return history.

Schedule of Investment Results (Continued)
REAL ASSETS

The table that follows details the rates of return for the System's investment managers for the period ending June 30, 2016.

Real Estate Manager	Since-Inception IRR*	Inception Date
Core & Open End Funds		
Arkansas Investments	8.0%	12/31/2007
JP Morgan Strategic Property Fund	6.9%	2/5/2007
JP Morgan Special Situation Property Fund	3.0%	2/5/2007
Prudential PRISA	6.4%	6/30/2005
UBS Trumbull Property Fund	6.4%	3/31/2006
Closed End Funds		
Almanac Realty Securities Fund V, L.P.	11.6%	5/12/2008
Almanac Realty Securities Fund VI, L.P.	17.3%	11/20/2012
Almanac Realty Securities Fund VII, L.P.	11.7%	4/24/2015
Fidelity Real Estate Growth Fund III	7.8%	1/16/2008
LaSalle Income & Growth Fund VI	15.3%	7/16/2013
Long Wharf Real Estate Partners V	-5.0%	11/20/2015
New Boston Real Estate Investment Fund VII	-3.7%	10/9/2008
Rockwood Capital Real Estate Partners Fund IX, L.P.	16.3%	12/27/2012
Westbrook Real Estate Fund X, L.P.	N/A	7/18/2016
Blackstone Real Estate Partners VII, L.P.	20.2%	2/6/2012
Carlyle Realty Partners VII, L.P.	29.6%	7/15/2014
CB Richard Ellis Strategic Partners U.S. Opportunity Fund V, L.P.	5.6%	8/13/2008
Cerberus Institutional Real Estate Partners III, L.P.	14.9%	10/3/2013
DLJ Real Estate Capital Partners II, L.P.	19.1%	9/24/1999
Doughty Hanson & Co. European Real Estate Limited Partnership Number One	28.5%	7/29/1999
Heitman European Property Partners IV	-1.1%	12/15/2008
Landmark Real Estate Partners VI, L.P.	22.5%	5/19/2010
LaSalle Asia Opportunity Fund IV	64.0%	7/22/2014
Lone Star Real Estate Fund IV, L.P.	0.6%	10/1/2015
Metropolitan Real Estate Partners Co-Investments	12.5%	12/30/2015
O'Connor North American Property Partners II	-2.0%	4/10/2008
Olympus Real Estate Fund III, L.P.	-3.6%	8/15/2000
Torchlight Debt Opportunity Fund II	-2.2%	11/2/2007
Torchlight Debt Opportunity Fund III	13.7%	12/12/2008
Torchlight Debt Opportunity Fund IV	8.9%	7/19/2013
Torchlight Debt Opportunity Fund V	-0.8%	6/29/2015

*N/A: Not applicable – no capital drawdowns through June 30, 2015.

Schedule of Investment Results (Continued)
REAL ASSETS

Real Estate Manager	Since-Inception IRR*	Inception Date
Closed End Funds (continued)		
Westbrook Real Estate Fund II, L.P.	13.4%	5/28/1997
Westbrook Real Estate Fund III, L.P.	8.8%	9/1/1998
Westbrook Real Estate Fund IV, L.P.	20.7%	12/31/2000
Westbrook Real Estate Fund IX, L.P.	12.1%	6/11/2013
Westbrook SHP, LLC (Sunstone Hotel Investors, LLC)	2.5%	11/15/1999
Total Real Estate	**8.2%**	**5/28/1997**

*N/A: Not applicable – no capital drawdowns through June 30, 2016.

Timber & Agriculture	Since-Inception IRR	Inception Date
BTG Timber Separate Account	5.4%	2/18/1998
HFMS Farmland Separate Account	8.2%	4/22/2011
UBS Agrivest Core Farmland Fund	6.4%	4/1/2015

Infrastructure	Since-Inception IRR	Inception Date
Antin Infrastructure Partners II, L.P.	-0.6%	7/3/2014
First Reserve Energy Infrastructure Fund II, L.P.	-10.4%	12/23/2014
KKR Global Infrastructure Investors II, L.P.	1.8%	12/18/2014
Macquarie Infrastructure Partners III, L.P.	7.9%	2/13/2015

PRIVATE EQUITY

The table that follows details the rates of return for the System's investment managers for the period ending June 30, 2016.

	Inception Date	Annualized Internal Rate of Return*
Individual Partnerships		
Audax Mezzanine III	5/10/2010	9.2%
Blackstone Mezzanine I	12/22/1999	10.2%
DLJ Investment Partners II	11/10/1999	10.4%
Insight Mezzanine I	7/13/2009	5.8%

Schedule of Investment Results (Continued)
PRIVATE EQUITY

	Inception Date	Annualized Internal Rate of Return*
Individual Partnerships (continued)		
21st Century Group I	4/6/2000	-3.8%
Advent GPE VI-A	3/12/2008	17.5%
Altus Capital II	6/3/2011	1.3%
Altas Capital II	12/13/2013	43.2%
ATRS/FP Private Equity Fund	4/1/2012	12.4%
Big River – Equity	6/27/2014	14.3%
Big River – Mezzanine	6/27/2014	16.9%
Big River – Senior Secured Debt	6/27/2014	NMF
Blue Oak Arkansas	3/26/2014	1.2%
Boston Ventures VII	12/14/2007	7.9%
BV VIII	8/15/2014	125.0%
Castlelake II	5/4/2012	13.2%
Castlelake III	2/28/2014	11.7%
Court Square III	7/17/2012	8.1%
CSFB-ATRS 2005-1 Series	5/1/2005	7.3%
CSFB-ATRS 2006-1 Series	8/1/2006	9.6%
Cypress MBP II	6/18/1999	-0.5%
DH Tech I	1/12/2000	0.0%
Diamond State	4/15/2000	5.5%
Diamond State II	1/4/2007	11.7%
DLJ MBP III	7/19/2000	19.4%
Doughty Hanson III	10/20/1997	13.4%
DW Healthcare III	12/21/2011	15.4%
DW Healthcare IV	12/21/2015	NMF
EnCap IX	12/19/2012	13.9%
EnCap VIII	1/31/2011	-6.6%
EnCap X	4/7/2015	NMF
FP Intnl 2011	2/16/2011	2.7%
FP Intnl 2012	1/31/2012	7.7%
FP Intnl 2013	2/7/2013	3.7%
FP Intnl 2014	1/23/2014	36.6%
FP Intnl 2015	1/23/2015	NMF
FP Intnl 2016	1/21/2016	NMF
FP Venture 2008	1/18/2008	17.5%
FP Venture 2009	1/16/2009	21.4%
FP Venture 2010	1/29/2010	17.0%

*2015 through 2016 vintage year funds' performance is deemed not meaningful (NMF).

Schedule of Investment Results (Continued)
PRIVATE EQUITY

	Inception Date	Annualized Internal Rate of Return*
Individual Partnerships (continued)		
FP Venture 2011	2/16/2011	36.7%
FP Venture 2012	1/31/2012	30.2%
FP Venture 2013	2/7/2013	24.5%
FP Venture 2014	1/23/2014	13.5%
FP Venture 2015	1/23/2015	NMF
FP Venture 2016	1/21/2016	NMF
HMTF III	3/4/1997	1.8%
HMTF IV	6/18/1998	-6.2%
HMTF V	11/28/2000	17.6%
Insight Equity II	7/13/2009	14.9%
JF Lehman III	8/8/2011	12.7%
KPS III Supplemental	8/14/2009	22.1%
KPS IV	4/12/2013	21.4%
Levine Leichtman V	4/30/2013	11.3%
Lime Rock III	7/16/2013	0.9%
LLR III	5/9/2008	13.0%
Mason Wells III	5/13/2010	11.1%
NGP IX	2/27/2008	10.9%
NGP X	4/20/2012	1.6%
NGP XI	9/30/2014	11.2%
Oak Hill I	4/1/1999	10.6%
Riverside IV	12/4/2009	16.1%
Riverside V	5/11/2012	-24.7%
Second Cinven	4/30/1998	9.3%
Siris III	12/11/2014	NMF
Sycamore Partners II	4/7/2014	-1.3%
TA XI	4/30/2009	19.5%
Tennenbaum VI	2/15/2011	8.8%
Thoma Bravo XI	5/1/2014	10.5%
Vista Equity III	7/11/2008	30.1%
Vista Foundation II	10/31/2013	3.6%
Wellspring V	7/28/2010	15.2%
Wicks IV	4/29/2011	13.4%

*2015 through 2016 vintage year funds' performance is deemed not meaningful (NMF).

DESCRIPTION OF BENCHMARKS

Total Fund – The Performance Benchmark for the Total Fund reflects a weighted average of the underlying asset class benchmarks, weighted as follows: Opportunistic/Alternatives and Real Assets at the weight of the previous month's ending market values, Fixed Income and Private Equity at their long-term Policy Targets of 20% and 10%, respectively, and Total Equity at its long-term Policy Target of 50% plus the balance of the unfunded or uncommitted assets of the Opportunistic/Alternatives and Real Assets categories. From October 2007 to July 2013, the Performance Benchmark was the performance of the asset class benchmarks as a weighted average of the previous month's ending market values. The historical components of the benchmark are shown in the table below. Returns prior to September 30, 1996, consist of the actual allocations to the seven different asset classes included in the ATRS portfolio over time. The historical benchmarks used for each asset class are noted below.

Date	DJ U.S. Total Stock Market Index	Russell 3000 Index	MSCI ACW ex-U.S. Index	MSCI ACWI	Barclays U.S. Universal Bond Index	Barclays Aggregate Bond Index	Alternative Policy[1]
3/31/2004 to 9/30/2007	40.0%	–	17.5%	–	25.0%	–	17.5%
7/31/2003 to 2/29/2004	40.0%	–	17.5%	–	–	25.0%	17.5%
10/31/2001 to 6/30/2003	–	40.0%	17.5%	–	–	25.0%	17.5%
8/31/1998 to 9/30/2001	–	40.0%	17.0%	–	–	28.0%	15.0%
10/31/1996 to 7/31/1998	–	40.0%	20.0%	–	–	28.0%	12.0%

[1]Currently, the benchmarks for Real Assets and Opportunistic/Alternatives are included in the Total Fund Performance Benchmark at their actual beginning quarter weights. Prior to October 1, 2007, private equity, real estate, and other alternatives (timber) were grouped together in one "Alternatives Asset Class." The Alternative Policy for this asset class was comprised of the weighted average of the Real Estate, Private Equity, and Other Alternatives policy benchmarks. Prior to July 31, 2003, the alternative benchmark consisted of 57.0% of the Russell 3000 + a 2% Premium per year, 8.5% of the NCREIF South Timberland Index, 28.5% of the Real Estate Index, 6% of the EnnisKnupp STIF Index. After this date, real estate and private equity benchmarks started to report on a one-quarter lag to align with the returns of their asset classes.

Total Equity – A weighted average of the Dow Jones U.S. Total Stock Market Index and the MSCI All Country World IMI Index based on weights of the underlying investment manager allocations. As of December 31, 2016, the Total Equity Performance Benchmark was comprised of 35.6% DJ U.S. Total Stock Market Index and 64.4% MSCI ACWI IMI.

Total Fixed Income – The Barclays U.S. Universal Bond Index as of March 1, 2004.

Total Opportunistic/Alternatives – A custom benchmark consisting of 37% HFRI Macro Index, 25% DJ/CS Event-Driven Index, 5% Russell 2000 Index, and 33% Citigroup 3 Month T-bill. Prior to May 2016, it consisted of 45% HFRI Macro Index, 30% DJ/CS Event-Driven Index, 5% Russell 2000 Index, and 20% Citigroup 3 Month T-bill. Prior to March 2016, it consisted of 56% HFRI Macro Index, 38% DJ/CS Event-Driven Index, and 6% Russell 2000 Index. Prior to July 2015, it consisted of 60% HFRI Macro Index and 40% DJ/CS Event-Driven Index. Prior to July 2013, it was a composite of 25% DJ/CS Event-Driven Index, 25% HFRI Macro Index, and 50% South Timberland NCREIF Index.

DESCRIPTION OF BENCHMARKS (Continued)

Total Real Assets – A custom benchmark consisting of a weighted average of the net asset values at previous month's end of the subcategories' benchmarks, defined as Real Estate Benchmark, Timber Benchmark, Agriculture Benchmark, and Infrastructure Benchmark.

Real Estate – NFI-ODCE - NCREIF Fund Index Open-end Diversified Core Equity Index.

Timber Benchmark – NCREIF Timberland Property Index (NTPI) weighted according to ATRS's regional exposure based on net asset value.

Agriculture Benchmark – NCREIF Farmland Index (NFI) weighted according to ATRS's regional and crop type exposure based on net asset value.

Infrastructure Benchmark – Consumer Price Index (CPI) plus 500 basis points annually.

Total Private Equity – The Dow Jones U.S. Total Stock Market Index + a 2% premium per year.

Cash Equivalents – The Citigroup 90 day T-bill.

Allianz Performance Benchmark – On January 1, 2005, the benchmark for the portfolio was changed to the Merrill Lynch Convertible Bond (All Quality) Index. Prior to January 1, 2005, the performance benchmark for the Allianz (previously Nicholas Applegate) portfolio was the CSFB Convertible Securities Index. Prior to May 1, 2004, the performance benchmark consisted of 90% CSFB Convertible Securities Index and 10% Salomon High Yield Index.

BlackRock Performance Benchmark – The Barclays U.S. Universal Bond Index as of March 1, 2004. Previously it was the Barclays Aggregate Bond Index.

Jacobs Levy Performance Benchmark – On January 1, 2008, the benchmark for the portfolio was changed to the Russell 3000 Index. Prior to January 1, 2008, the portfolio benchmark was the Russell 1000 Growth Index.

Loomis Sayles Performance Benchmark – An Index that splices 65% of the Barclays Capital Government/Credit Index and 35% Barclays Capital High Yield Index.

PIMCO Performance Benchmark – The Barclays U.S. Universal Bond Index as of March 1, 2004. Previously it was the Barclays Capital Aggregate Bond Index.

Wellington Global Performance Benchmark – As of July 1, 2012, the benchmark was changed to MSCI All Country World Small Cap Index. Prior to July 1, 2012, the benchmark was MSCI All Country World Small/Mid Cap Index.

Barclays Aggregate Bond Index – A market-value weighted index consisting of the Barclays Corporate, Government, and Mortgage-Backed Securities Indices. The Index also includes credit card-, auto- and home equity loan-backed securities, and is the broadest available measure of the aggregate U.S. fixed income market.

Barclays Government/Credit Index – The Barclays Government/Credit Index measures the investment return of all medium and larger public issues of U.S. Treasury, agency, investment-grade corporate, and investment-grade international dollar-denominated bonds.

DESCRIPTION OF BENCHMARKS (Continued)

Barclays High Yield Index – The Barclays High Yield Index covers the universe of fixed rate, non-investment grade debt. Pay-in-kind (PIK) bonds, Eurobonds, and debt issues from countries designated as emerging markets (e.g., Argentina, Brazil, Venezuela, etc.) are excluded, but Canadian and global bonds (SEC registered) of issuers in non-EMG countries are included.

Barclays U.S. Universal Bond Index – A market-value weighted index consisting of the components of the Barclays Aggregate Bond Index, plus EuroDollar bonds, emerging markets bonds, 144A fixed income securities, and U.S. corporate high-yield securities.

Citigroup 90 day T-bill Index – Treasury bill rates of return, as reported by Citigroup (Salomon Smith Barney), for bills with a maximum time remaining to maturity of 90 days.

DJ/CS Event-Driven Index – Event-driven funds typically invest in various asset classes and seek to profit from potential mispricing of securities related to a specific corporate or market event. Such events can include: mergers, bankruptcies, financial or operational stress, restructurings, asset sales, recapitalizations, spin-offs, litigation, regulatory and legislative changes, as well as other types of corporate events. Event-driven funds can invest in equities, fixed income instruments (investment grade, high yield, bank debt, convertible debt and distressed), options, and various other derivatives. Many event-driven fund managers use a combination of strategies and adjust exposures based on the opportunity sets in each subsector.

Dow Jones U.S. Total Stock Market Index – A capitalization-weighted stock index representing all U.S. common stocks traded regularly on the organized exchanges. The Index is the broadest measure of the aggregate U.S. stock market.

FTSE Europe – A tradable index, designed to represent the performance of the 100 most highly capitalized blue chip companies in Europe.

HFR Macro Index – An index representing investment managers which trade a broad range of strategies in which the investment process is predicated on movements in underlying economic variables and the impact these have on equity, fixed income, hard currency, and commodity markets.

HFR Distressed/Restructuring Index – An index representing distressed restructuring strategies which employ an investment process focused on corporate fixed income instruments, primarily on corporate credit instruments of companies trading at significant discounts to their value at issuance or obliged (par value) at maturity as a result of either formal bankruptcy proceeding or financial market perception of near term proceedings.

LIBOR Index – London Interbank Offered Rate. A filtered average of the world's most creditworthy banks' interbank deposit rates with maturities between overnight and one full year.

Merrill Lynch Convertible Bond (All Quality) Index – The Merrill Lynch All Convertibles All Qualities Index is a widely used index that measures convertible securities' performance. It measures the performance of U.S. dollar-denominated convertible securities not currently in bankruptcy with a total market value greater than $50 million at issuance.

MSCI All Country World Index – A capitalization-weighted index of stocks representing 46 developed and emerging country markets.

MSCI Europe, Australasia, Far East (EAFE) Non-U.S. Stock Index – A capitalization-weighted index of stocks representing 23 developed and emerging country markets in Europe, Australia, Asia, and the Far East.

MSCI World Index – A capitalization-weighted index of stocks representing 23 developed stock markets in Europe, Asia, and Canada.

DESCRIPTION OF BENCHMARKS (Continued)

NFI-ODCE Index – NCREIF Fund Index Open-end Diversified Core Equity Index is an index of investment returns reporting on both a historical and current basis the results of 33 open-end commingled funds pursuing a core investment strategy; underlying funds are leveraged with gross and net returns available.

Russell 3000 Index – An index that measures the performance of the 3,000 stocks that make up the Russell 1000 and Russell 2000 Indices.

Russell 1000 Index – An index that measures the performance of the largest 1,000 stocks contained in the Russell 3000 Index.

Russell 1000 Value Index – An index that measures the performance of those Russell 1000 companies with lower price-to-book ratios and lower I/B/E/S growth forecasts.

Russell 2000 Index – An index that measures the performance of the smallest 2,000 companies contained in the Russell 3000 Index.

Russell 2000 Growth Index – An index that measures the performance of those Russell 2000 companies with greater price-to-book ratios and greater I/B/E/S growth forecasts.

Russell 2000 Value Index – An index that measures the performance of those Russell 2000 companies with lower price-to-book ratios and lower I/B/E/S growth forecasts.

S&P 500 Stock Index – A capitalization-weighted stock index consisting of the 500 largest publicly traded U.S. stocks.

South Timberland Index – The largest regional subindex of the NCREIF Timberland Index, consisting of timberland properties held in the U.S. South. This includes close to 300 properties with more than 10 million cumulative acres of timberland in the following states: Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Maryland, Mississippi, Missouri, North Carolina, Oklahoma, South Carolina, Tennessee, Texas, Virginia, and West Virginia. Calculations are based on quarterly returns at the individual property level. Performance is reported on an all-cash, unlevered basis, gross of investment management fees.

DESCRIPTION OF UNIVERSES

Total Fund – The Total Fund and its benchmark are ranked in our Public Fund Universe. The universe is calculated based on data provided by BNY Mellon Performance & Risk Analytics, LLC, and includes roughly 85 public pension plans each with assets greater than $1 billion.

Total Equity – The total equity component and its benchmark are ranked in our global equity component universe. The universe is calculated based on data provided by BNY Mellon Performance & Risk Analytics, LLC, and includes more than 450 global equity portfolios.

Total Fixed Income – The total fixed income component and its benchmark are ranked in our fixed income component universe. The universe is calculated based on data provided by BNY Mellon Performance & Risk Analytics, LLC, and includes the fixed income asset class returns of approximately 50 public pension plans each with assets greater than $1 billion.

TEN LARGEST HOLDINGS
(By Market Value)

As of June 30, 2016

Fixed Income

Security Name	Due Date	Market Value
INTEL 3.25%	8/1/39	$12,257,250
US TREASURY NOTE 0.625%	6/30/18	$10,579,970
TESLA MOTORS INC 0.25%	3/1/19	$10,252,725
VERISIGN INC 3.25%	8/15/37	$8,305,704
US TREASURY NOTE 0.875%	6/15/17	$7,611,092
MICROCHIP TECHNOLOGY INC 1.625%	2/15/25	$7,476,974
DYCOM INDUSTRIES 0.75%	9/15/21	$7,316,469
NVIDIA CORP 1%	12/1/18	$7,234,650
US TREASURY NOTE 0.875%	5/15/17	$6,966,738
MICRON TECHNOLOGY INC 3%	11/15/43	$6,923,394

TEN LARGEST HOLDINGS
(By Market Value)

As of June 30, 2016

Domestic/Global Equities

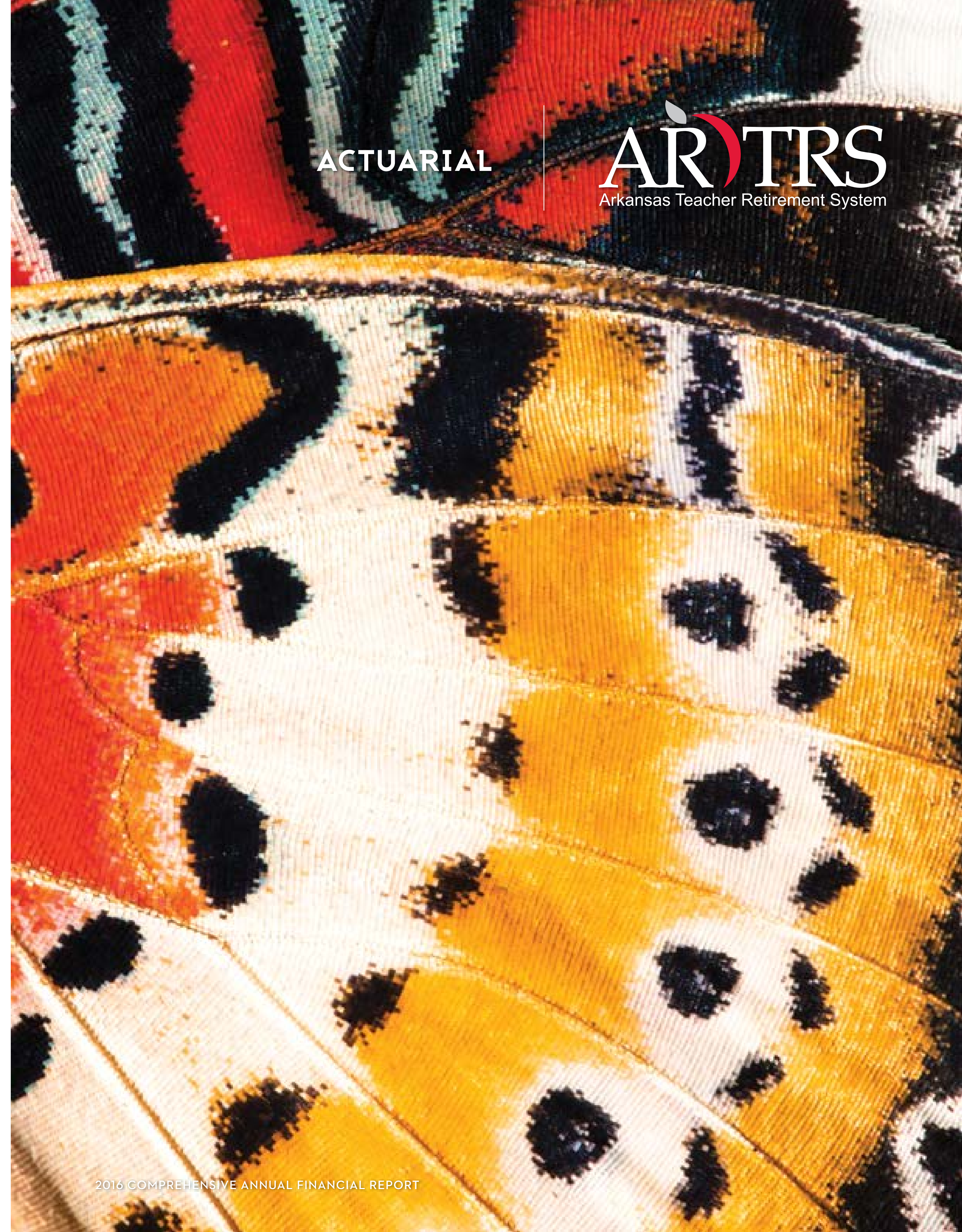
Security Name	Market Value
PERSHING SQUARE HOLDINGS	$98,904,138
AMAZON.COM INC	$27,579,995
ALPHABET INC CL A	$22,794,372
GENERAL AMERICAN INVESTORS CO	$22,420,194
NASPERS LTD N SHS	$21,260,404
INVESTOR AB B SHS	$20,119,226
MICROSOFT CORP	$18,735,333
JUNIPER NETWORKS INC	$18,547,503
COSTAR GROUP INC	$16,776,033
WELLS FARGO & CO	$16,565,500

TEN LARGEST HOLDINGS
(By Market Value)

As of June 30, 2016

Arkansas Related

Security Name	Market Value
TIMBERLAND I	$382,854,734
BIG RIVER STEEL	$158,976,619
AMERICAN CENTER 1 & 2 (PARTNERSHIP)	$37,471,079
THE VICTORY BUILDING	$32,500,000
BLUE OAK RECYCLING	$16,009,833
ARKANSAS INSURANCE DEPARTMENT BUILDING	$7,000,000
ROSE LAW FIRM	$4,600,000
RETIREMENT VILLAGE PROPERTY	$4,300,000
ARKANSAS TEACHER RETIREMENT BUILDING	$4,775,000
WEST MEMPHIS DHS BUILDING	$2,350,000
	$650,837,265


ACTUARIAL
ARTRS
Arkansas Teacher Retirement System

Actuary's Certification Letter

GRS
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February 9, 2017

Board of Trustees
Arkansas Teacher Retirement System
1400 West Third Street
Little Rock, Arkansas 72201

Dear Board Members:

The basic funding objective of the Arkansas Teacher Retirement System (ATRS) is to establish and receive contributions which:

- When expressed in terms of the percentage of active member payroll, will remain approximately level from generation to generation, and
- When combined with present assets and future investment return, will be sufficient to meet the financial obligations of ATRS to present and future retirees and beneficiaries.

The progress being made toward the realization of the financing objectives of the System through June 30, 2016 is illustrated in the attached Exhibits 1 and 2. Actuarial funding valuations are performed each year, and the most recent funding valuations were completed based upon census data, asset data, and plan provisions as of June 30, 2016. In addition to the funding valuation reports, the actuary produces separate financial reporting valuation reports that provide information in accordance with Governmental Accounting Standards Board (GASB) Statements No. 67 and No. 68.

The System's administrative staff provides the actuary with data for the actuarial valuations. The actuary relies on the census data after reviewing it for internal and year-to-year consistency. Member data was not audited by the actuary. The actuary summarizes and tabulates population data in order to analyze longer term trends. Asset information was accepted without further audit. We are not responsible for the accuracy or completeness of data provided by ATRS.

The figures disclosed in the Supplementary Schedules to the Financial Section were provided by Gabriel, Roeder, Smith & Company, as were the Notes to Trend Data. In addition, Gabriel, Roeder, Smith & Company was responsible for the following schedules found in the Actuarial Section:

Computed Actuarial Liabilities
Employer Contribution Rate Computed as of June 30, 2016
Active Members in Valuation Data
Retirees and Beneficiaries Added to and Removed from Rolls
Short Condition Test
Summary of Actuarial Assumptions and Methods
Single Life Retirement Values
Probabilities of Retirement for Members
Assumed Duration in T-DROP for Members
Teachers Separations and Individual Pay Increases
Support Employees Separations and Individual Pay Increases
Actuarial Gain (Loss) by Risk Area
Comments
Schedule of Retired Members by Benefit Type
Schedule of Average Benefit Payments

Assets are valued on a market-related basis that recognizes each year's difference between actual and assumed investment return over a closed four-year period.

Actuarial valuations are based upon assumptions regarding future activity in specific risk areas including the rates of investment return and payroll growth, eligibility for the various classes of benefits, and longevity among retired lives. The Board adopts these assumptions after considering the advice of the actuary and other professionals. The assumptions and methods used for funding purposes meet the

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parameters set by the Actuarial Standards of Practice. Each actuarial valuation takes into account all prior differences between actual and assumed experience in each risk area. The assumptions and methods used for funding purposes meet the parameters set by the Actuarial Standards of Practice. The June 30, 2016 valuations were based upon assumptions that were recommended in connection with a study of experience covering the 2005-2010 period.

The Arkansas Teacher Retirement System remains stable with an 81.0% funded position (based on actuarial value of assets) and 77.0% funded position based upon the market value of assets as of June 30, 2016. The amortization period as of June 30, 2016 is 29 years. Unless there are investment gains in 2017, the amortization period is likely to increase over the next few years due to the scheduled phase-in of prior investment losses.

Based upon the results of the June 30, 2016 valuations, we are pleased to report to the Board of Trustees that the Arkansas Teacher Retirement System is meeting its basic financial objective of level percent of payroll financing.

Readers desiring a more complete understanding of the actuarial condition of ATRS are encouraged to obtain and read the complete actuarial valuation reports. The complete reports also contain certain very important disclosures mandated by Actuarial Standards of Practice. The material in the Actuarial Section and Financial Sections of this CAFR contains some, but not all, of the information in the actuarial reports.

Future actuarial measurements may differ significantly from the current measurements presented in this report due to such factors as the following: plan experience differing from that anticipated by the economic or demographic assumptions; changes in economic or demographic assumptions; increases or decreases expected as part of the natural operation of the methodology used for these measurements; and changes in plan provisions or applicable law. This report does not contain an analysis of the potential range of such future measurements.

This report has been prepared by actuaries who have substantial experience valuing public employee retirement systems. Judith A. Kermans, Brian B. Murphy, and Heidi G. Barry are Members of the American Academy of Actuaries (MAAA) and meet the Qualification Standards of the American Academy of Actuaries to render the actuarial opinions contained herein.

Respectfully submitted,

Judith A. Kermans

Judith A. Kermans, EA, MAAA, FCA

Brian B. Murphy

Brian B. Murphy, FSA, EA, MAAA, FCA

Heidi G. Barry

Heidi G. Barry, ASA, MAAA

JAK/BBM:sc

EXHIBIT 1
COMPUTED ACTUARIAL LIABILITIES
AS OF JUNE 30, 2016

Actuarial Present Value of	(1) Total Present Value	Entry Age Actuarial Cost Method	
		(2) Portion Covered by Future Normal Cost Contributions	(3) Actuarial Accrued Liabilities (1)-(2)
Age and service retirement allowances based on total service likely to be rendered by present active members.	$ 7,555,485,119	$2,048,720,503	$ 5,506,764,616
Age and service retirement allowances based on total service likely to be rendered by present T-DROP members.	1,989,769,834	27,833,892	1,961,935,942
Vested Deferred Benefits likely to be paid present active and inactive members.	1,241,613,762	404,883,108	836,730,654
Survivor benefits expected to be paid on behalf of present active members.	118,183,108	42,012,297	76,170,811
Disability Benefits expected to be paid on behalf of present active members.	200,701,401	102,861,963	97,839,438
Refunds of Member contributions expected to be paid on behalf of present active members.	16,483,971	113,881,739	(97,397,768)
Benefits payable to present retirees and beneficiaries.	10,429,943,985	0	10,429,943,985
Total	$21,552,181,180	$2,740,193,502	$18,811,987,678
Applicable Assets	15,238,522,015	0	15,238,522,015
Liabilities to be Covered by Future Contributions	$ 6,313,659,165	$2,740,193,502	$ 3,573,465,663

EXHIBIT 2
EMPLOYER CONTRIBUTION RATE
COMPUTED AS OF JUNE 30, 2016
FOR THE FISCAL YEAR ENDING JUNE 30, 2018

Computed Contributions for	Percents of Active Member Payroll			
	Teachers	Support	Combined	Prior Year
Normal Cost				
Age & Service Annuities	9.63%	7.19%	**8.90%**	8.88%
Deferred Annuities	1.61%	2.13%	**1.77%**	1.77%
Survivor Benefits	0.19%	0.16%	**0.18%**	0.18%
Disability Benefits	0.47%	0.42%	**0.46%**	0.46%
Refunds of Member Contributions	0.39%	0.81%	**0.52%**	0.51%
Total	12.29%	10.71%	**11.83%**	11.80%
Average Member Contributions	5.43%	4.15%	**5.05%**	4.99%
Net Employer Normal Cost	6.86%	6.56%	**6.78%**	6.81%
Unfunded Actuarial Accrued Liabilities			**7.22%**	7.19%
Employer Contribution Rate			**14.00%**	14.00%
Amortization Years			**29.4**	32.5

The amortization period is the number of years it will take to pay off the unfunded liability of $3.6 billion assuming that the employer contribution rate remains at the 14% of payroll level. Since 2000, the period has varied from a low of 19 years to a high of more than 100 years. Unless there is an investment gain in FY 2017, the amortization period is likely to increase in the next valuation. Also, any new assumptions adopted by the Board will likely change the amortization period.

SCHEDULE OF ACTIVE MEMBER VALUATION DATA

	Active Members in Valuation#		Average Annual Pay	
Valuation Date June 30,	Number	Annual Payroll (Millions)	Amount	% Change
2016	**72,232**	**$2,785**	**$38,557**	**1.2%**
2015	72,919	$2,777	$38,088	2.7%
2014	74,352	$2,758	$37,092	1.9%
2013	74,925	$2,727	$36,400	0.0%
2012	75,627	$2,714	$35,891	1.0%
2011	76,780	$2,728	$35,534	7.7%
2010	72,208	$2,381	$32,980	0.5%
2009	70,655	$2,318	$32,804	1.5%
2008	70,172	$2,268	$32,319	2.1%
2007	69,226	$2,191	$31,645	3.0%

Beginning with the June 30, 2011 valuation, active member information includes T-DROP participation.

SCHEDULE OF RETIREES AND BENEFICIARIES ADDED TO AND REMOVED FROM ROLLS

Year	Estimated Number		Total Retirees	Annual Allowances (Millions)	% Increase in Annual Allowances	Average Annual Allowances
	Added	Removed				
2016	**3,272**	**925**	**43,095**	**$983.87**	**7.3%**	**$22,830**
2015	3,326	1,056	40,748	$916.62	11.5%@	$22,495
2014	3,156	932	38,478	$822.19	7.7%	$21,368
2013	3,039	945	36,254	$763.76	7.7%	$21,067
2012	2,932	871	34,160	$709.17	7.9%	$20,760
2011	2,394	882	32,099	$657.08	7.2%	$20,470
2010	2,588	819	30,587	$612.77	8.5%	$20,034
2009	2,721	704	28,818	$564.59	9.5%	$19,591
2008	1,703	513	26,801	$515.56	6.4%	$19,237
2007	2,017	559	25,611	$484.55	7.7%	$18,920
2006	1,958	485	24,153	$449.77	8.4%	$18,622

T-DROP participants are classified as active members for purposes of the valuation and are not included in this schedule.

@ Increased percent due to T-DROP annuities included in 2015.

SHORT CONDITION TEST

ATRS's funding objective is to meet long-term benefit promises through contributions that remain approximately level from year to year as a percent of member payroll. If the contributions to the System are level in concept and soundly executed, the System will ***pay all promised benefits when due – the ultimate test of financial soundness.*** Testing for level contribution rates is the long-term test.

A short condition test is one means of checking a system's progress under its funding program. In a short condition test, the plan's present assets (cash and investments) are compared with: 1) Member contributions on deposit; 2) The liabilities for future benefits to present retired lives; 3) The liabilities for service already rendered by members. In a system that has been following the discipline of level percent-of-payroll financing, the liabilities for member contributions on deposit (liability 1) and the liabilities for future benefits to present retired lives (liability 2) will be fully covered by present assets (except in rare circumstances). In addition, the liabilities for service already rendered by members (liability 3) will be partially covered by the remainder of present assets. The larger the funded portion of liability 3, the stronger the condition of the system. Liability 3 being fully funded is unusual.

The schedule below illustrates the history of liability 3 of the System and is indicative of the ATRS objective of following the discipline of level percent-of-payroll financing.

Val. Date June 30,	(1) Member Contrb.	(2) Retirees and Benef.	(3) Active and Inactive Members (Employer Financed Portion)	Present Valuation Assets	Portion of Present Values Covered by Present Assets			
					(1)	(2)	(3)	Total
	$ Millions							
2016	**$1,184**	**$10,430**	**$7,198**	**$15,239**	**100%**	**100%**	**50%**	**81%**
2015	1,128	9,778	7,230	14,434	100%	100%	49%	80%
2014	1,077	8,777	7,456	13,375	100%	100%	47%	77%
2013#	1,027	8,181	7,514	12,247	100%	100%	40%	73%
2012	981	7,649	7,509	11,484	100%	100%	38%	71%
2011*#	929	7,132	7,460	11,146	100%	100%	41%	72%
2010#	848	6,516	7,333	10,845	100%	100%	47%	74%
2009	790	6,041	7,188	10,617	100%	100%	53%	76%
2008#	732	5,544	7,058	11,319	100%	100%	71%	85%
2007#	679	4,960	6,690	10,519	100%	100%	73%	85%

* Revised actuarial assumptions or methods.
# Legislated benefit or contribution rate change.

SUMMARY OF ACTUARIAL ASSUMPTIONS AND METHODS

An actuarial valuation is based upon an actuarial cost method, an asset valuation method, and actuarial assumptions. These methods and assumptions are chosen by the Board of Trustees after consultation with the Actuary and other advisors.

The actuarial cost method is called the Entry Age Actuarial Cost Method. This method is consistent with the Board's level percent-of-payroll funding objective. With this method, the level percent-of-payroll is determined that will fund a member's retirement benefit over the member's entire working lifetime, from date of hire (Entry Age) to date of exit from the active member population. Differences in the past between assumed and actual experience become part of unfunded actuarial accrued liabilities and are amortized with level percent-of-payroll contributions. This cost method was first used in the ***June 30, 1986*** valuation.

The asset valuation method is a four-year smoothed market value method in which assumed investment return is recognized immediately each year, and differences between actual and assumed investment return are phased-in over a closed four-year period. This asset valuation method is intended to give recognition to the long-term accuracy of market values while filtering out and dampening short-term market swings. This method was first used in the ***June 30, 1995*** valuation. It was modified in conjunction with the 2002 valuation to include a corridor. Assets were set to market value in 2012 to reduce future volatility.

The actuarial assumptions used in producing the valuation fall into two broad classes: economic assumptions and demographic assumptions. Economic assumptions refer to long-term rates of investment return, wage growth, covered population growth, and inflation. Demographic assumptions refer to retirement rates, turnover rates, disability rates, and mortality rates. The current assumptions are based upon a 2005-2010 study of experience of the Arkansas Teacher Retirement System. The assumptions are reviewed from time to time to keep them reasonably current with expected experience.

Economic Assumptions

The investment return rate used in making the valuation was 8.0% per year, compounded annually (net after administrative expenses). This rate of return is not the assumed real rate of return. The real rate of return over wage inflation is defined to be the portion of investment return which is more than the wage inflation rate. Considering wage inflation recognition of 3.25%, the 8.0% rate translates to an assumed real rate of return over wage inflation of 4.75%. This rate was first used for the ***June 30, 2011*** valuation. The assumed real rate of return over price inflation would be higher – on the order of 5% to 5.25%.

Pay increase assumptions for individual active members are shown on Tables IV and V. Part of the assumption for each age is for a merit and/or seniority increase, and the other 3.25% recognizes wage inflation. These rates were first used for the ***June 30, 2011*** valuation. No specific ***Price Inflation*** is needed for this valuation. However, the wage inflation and interest rate assumptions would be compatible with a price inflation assumption of 2.75%. It is assumed that the 3% COLA will always be paid.

The Active Member Group size is assumed to remain at its present level.

Total active member payroll is assumed to increase 3.25% a year, which is the portion of the individual pay increase assumptions attributable to wage inflation. This rate was first used for the ***June 30, 2011*** valuation.

Non-Economic Assumptions

The mortality table used was the RP-2000 Mortality Table for Males and Females projected 25 years with scale AA (95% for men and 87% for women). Mortality rates were adjusted to include a small margin for future mortality improvement as described in the table named above. This table was first used for the ***June 30, 2011*** valuation. For disabled lives, the mortality table used was the 1983 Group Annuity Mortality Table, the mortality table set forward five years. The set forward of five years was first used for the ***June 30, 2002*** valuation.

The probabilities of retirement for members eligible to retire are shown on Tables II and III. The rates for full retirement were first used in the ***June 30, 2011*** valuation. The rates for reduced retirement were first used in the ***June 30, 2002*** valuation.

The probabilities of withdrawal from service, ***death-in-service***, and ***disability*** are shown for sample ages on Tables IV and V. These rates were first used in the ***June 30, 2011*** valuation.

The data about persons now covered and about present assets was furnished by the System's administrative staff. Although examined for general reasonableness, the data was not audited by the Actuary. Members whose dates of birth were not supplied were assumed to be 40 years old on the valuation date.

SUMMARY OF ACTUARIAL ASSUMPTIONS AND METHODS (Continued)

Future actuarial measurements may differ significantly from the current measurements presented in this report due to such factors as: plan experience differing from that anticipated by the economic and demographic assumptions; changes in economic or demographic assumptions; increases or decreases expected as part of the natural operation of the methodology used for these measurements (such as the end of an amortization period or additional cost or contribution requirements based on the plan's funded status); and changes in plan provisions or applicable law. Due to the limited scope of the actuary's assignment, the actuary did not perform an analysis of the potential range of such future measurements.

TABLE I
SINGLE LIFE RETIREMENT VALUES

Sample Attained Ages	Present Value of $1.00 Monthly for Life		Present Value of $1.00 Monthly for Life Increasing 3.0% Annually		Future Life Expectancy (Years)		Percent Dying within Next Year	
	Men	Women	Men	Women	Men	Women	Men	Women
40	$147.45	$148.74	$192.83	$195.36	43.26	45.92	0.08%	0.04%
45	144.24	145.78	186.54	189.56	38.45	41.03	0.10%	0.07%
50	139.69	141.63	178.19	181.91	33.65	36.18	0.13%	0.10%
55	133.32	135.93	167.28	172.06	28.89	31.39	0.21%	0.19%
60	124.93	128.62	153.79	160.06	24.28	26.77	0.43%	0.39%
65	114.53	119.62	137.94	146.03	19.92	22.41	0.85%	0.74%
70	102.19	109.01	120.09	130.24	15.89	18.36	1.45%	1.28%
75	87.25	96.62	99.84	112.72	12.15	14.64	2.53%	2.00%
80	70.65	82.27	78.66	93.60	8.86	11.25	4.76%	3.35%
85	54.64	66.59	59.29	73.90	6.25	8.29	8.83%	5.80%
Ref:	472x0.95	473x0.87	472x0.95	473x0.87				

Sample Attained Ages	Benefit Increasing 3.0% Yearly	Portion of Age 60 Lives Still Alive	
		Men	Women
60	$100.00	100%	100%
65	115.00	97%	97%
70	130.00	92%	93%
75	145.00	84%	86%
80	160.00	71%	76%
Ref:		472x0.95	473x0.87

TABLE II
PROBABILITIES OF RETIREMENT FOR MEMBERS

Retirement Ages	% of Active Participants Retiring with Unreduced Benefits			
	Education		Support	
	Male	Female	Male	Female
48	59%	55%	25%	25%
49	67%	25%	54%	22%
50	11%	7%	3%	9%
51	7%	6%	5%	7%
52	7%	6%	8%	7%
53	7%	8%	9%	8%
54	8%	8%	9%	8%
55	9%	9%	6%	10%
56	11%	10%	10%	9%
57	11%	12%	10%	10%
58	11%	12%	16%	14%
59	14%	16%	16%	27%
60	16%	16%	11%	13%
61	15%	15%	10%	14%
62	30%	26%	29%	22%
63	24%	22%	21%	18%
64	22%	20%	25%	20%
65	37%	43%	46%	40%
66	43%	41%	38%	36%
67	35%	34%	37%	35%
68	31%	33%	39%	28%
69	25%	33%	26%	34%
70	37%	40%	33%	34%
71	41%	30%	34%	33%
72	32%	34%	41%	31%
73	44%	36%	32%	34%
74	30%	30%	29%	34%
75	100%	100%	100%	100%
Ref:	2013	2014	2015	2016

TABLE III
PROBABILITIES OF REDUCED RETIREMENT FOR MEMBERS

Retirement Ages	% of Active Participants Retiring with Reduced Benefits			
	Education		Support	
	Male	Female	Male	Female
50	2%	2%	2%	2%
51	2%	2%	2%	2%
52	3%	3%	3%	3%
53	4%	4%	4%	4%
54	4%	4%	4%	4%
55	6%	6%	6%	6%
56	9%	5%	9%	5%
57	9%	5%	9%	5%
58	9%	5%	9%	5%
59	9%	5%	9%	5%
Ref:	826	825	826	825

DURATION OF T-DROP FOR MEMBERS

Present T-DROP members are assumed to remain in T-DROP according to the following table:

Entry Age	Assumed Duration Years
50-56	6
57	5
58	4
59+	3

TABLE IV
TEACHERS

SEPARATIONS FROM ACTIVE EMPLOYMENT BEFORE AGE AND SERVICE RETIREMENT & INDIVIDUAL PAY INCREASES

Sample Ages	Service	Percent of Active Members Separating within the Next Year					
		Death		Disability		Other	
		Men	Women	Men	Women	Men	Women
	0					25.30%	18.00%
	1					13.80%	11.30%
	2					10.60%	9.10%
	3					8.40%	8.40%
	4					5.00%	6.60%
25	5 & Up	0.01%	0.01%	0.05%	0.05%	3.50%	4.00%
30		0.02%	0.01%	0.05%	0.04%	3.60%	4.30%
35		0.03%	0.02%	0.04%	0.05%	2.80%	2.90%
40		0.04%	0.02%	0.08%	0.09%	2.30%	2.10%
45		0.05%	0.03%	0.18%	0.16%	1.90%	1.80%
50		0.07%	0.05%	0.40%	0.39%	2.90%	2.20%
55		0.11%	0.10%	0.73%	0.69%	3.60%	2.60%
60		0.22%	0.20%	0.96%	0.86%	3.10%	2.30%
65		0.43%	0.38%	1.00%	0.90%	2.50%	1.80%
Ref:		472x0.48	473x0.44	737x1	738x1	718 1,192	719 1,193

TABLE IV (Continued)
TEACHERS

SEPARATIONS FROM ACTIVE EMPLOYMENT BEFORE AGE AND SERVICE RETIREMENT & INDIVIDUAL PAY INCREASES

Age	Pay Increase Assumptions for an Individual Member		
	Merit & Seniority	Base (Economic)	Increase Next Year
20	5.10%	3.25%	8.35%
25	4.10%	3.25%	7.35%
30	3.10%	3.25%	6.35%
35	2.10%	3.25%	5.35%
40	1.40%	3.25%	4.65%
45	0.90%	3.25%	4.15%
50	0.46%	3.25%	3.71%
55	0.12%	3.25%	3.37%
60	0.00%	3.25%	3.25%
65	0.00%	3.25%	3.25%
Ref:	388		

TABLE V
SUPPORT EMPLOYEES

SEPARATIONS FROM ACTIVE EMPLOYMENT BEFORE AGE AND SERVICE RETIREMENT & INDIVIDUAL PAY INCREASES

Sample Ages	Percent of Active Members Separating within the Next Year						
	Service	Death		Disability		Other	
		Men	Women	Men	Women	Men	Women
	0					47.50%	46.80%
	1					27.30%	24.90%
	2					18.90%	17.00%
	3					15.30%	13.20%
	4					10.80%	10.40%
25	5 & Up	0.01%	0.01%	0.05%	0.04%	11.10%	9.50%
30		0.02%	0.01%	0.10%	0.05%	9.00%	7.20%
35		0.03%	0.02%	0.10%	0.05%	6.90%	5.40%
40		0.04%	0.02%	0.12%	0.07%	5.40%	4.90%
45		0.05%	0.03%	0.20%	0.16%	4.30%	4.40%
50		0.07%	0.05%	0.55%	0.34%	3.90%	3.60%
55		0.11%	0.10%	0.88%	0.59%	3.50%	3.00%
60		0.22%	0.20%	0.98%	0.76%	2.80%	2.50%
65		0.43%	0.38%	1.00%	0.80%	2.30%	2.00%
Ref:						720	721
		472x0.48	473x0.44	739x1	740x1	1,194	1,195

TABLE V (Continued)
SUPPORT EMPLOYEES

SEPARATIONS FROM ACTIVE EMPLOYMENT BEFORE AGE AND SERVICE RETIREMENT & INDIVIDUAL PAY INCREASES

Age	Pay Increase Assumptions for an Individual Member		
	Merit & Seniority	Base (Economic)	Increase Next Year
20	5.85%	3.25%	9.10%
25	4.97%	3.25%	8.22%
30	3.93%	3.25%	7.18%
35	3.33%	3.25%	6.58%
40	2.65%	3.25%	5.90%
45	1.29%	3.25%	4.54%
50	0.35%	3.25%	3.60%
55	0.00%	3.25%	3.25%
60	0.00%	3.25%	3.25%
65	0.00%	3.25%	3.25%
Ref:	389		

ACTUARIAL GAIN (LOSS) BY RISK AREA

During the Period July 1, 2015 to June 30, 2016

Type of Risk Area	Gain (Loss) in Period	
	$ Millions	Percent of Liabilities
ECONOMIC RISK AREAS Pay increases. ***If there are smaller pay increases*** than assumed, there is a gain. If greater increases, a loss.	$ 111.8	0.62 %
Gross Investment Return. ***If there is greater investment*** return recognition than assumed, there is a gain. If less return recognition, a loss.	174.8	0.96 %
NON-ECONOMIC RISK AREAS Retirements. ***If members retire at older*** ages, there is a gain. If younger ages, a loss.	7.1	0.04 %
Disability Retirements. ***If there are fewer disabilities*** than assumed, there is a gain. If more, a loss.	(0.6)	0.00 %
Death-in-Service Benefits. ***If there are fewer*** than assumed, there is a gain. If more, a loss.	(1.3)	(0.01) %
Withdrawal. ***If more liabilities are released by other*** separations than assumed, there is a gain. If smaller releases, a loss.	9.0	0.05 %
Death After Retirement. ***If there are more deaths*** than assumed, there is a gain. If fewer, a loss.	(2.1)	(0.01) %
ACTUARIAL GAIN (LOSS) DURING PERIOD	298.7	1.65 %
BEGINNING OF YEAR ACCRUED LIABILITIES	$18,136.0	100.0 %

COMMENTS

General Financial Objective. Section 24-7-401(a) of the Arkansas Code provides as follows (emphasis added):

> "6.01. (1) The general financial objective of each Arkansas public employee retirement plan shall be to ***establish and receive contributions which, expressed as percents of active member payroll, will remain approximately level from generation to generation of Arkansas citizens.*** More specifically, contributions received each year shall be sufficient both to (i) fully cover the costs of benefit commitments being made to members for their service being rendered in such year, and (ii) make a level payment which if paid annually over a reasonable period of future years will fully cover the unfunded costs of benefit commitments for service previously rendered..."

Arkansas Teacher Retirement System Status: Based upon the results of June 30, 2016 actuarial valuations, ***ATRS is satisfying the financial objective of level-contribution-percent financing.***

The amortization period this year is 29 years, a decrease from last year's period of 33 years. The decrease occurred primarily due to recognition of prior asset gains in the Actuarial Value of Assets resulting in a Funding Value rate of return of 9.23%, compared to an assumed 8.0% return. The Market Value rate of return was 0.19%#. Investment gains and losses that occur each year are smoothed in over a four-year period. As of June 30, 2016, the actuarial value of assets exceeded the market value of assets by approximately $680 million.

The Arkansas Teacher Retirement System remains stable with an 81.0% funded position (based on the funding value of assets) as of June 30, 2016. Unless there is an investment gain in Fiscal Year 2017, the amortization period is likely to increase in the next valuation due to scheduled phase-in of investment losses.

 # This investment return figure was calculated by the actuary and may not exactly match your investment consultant's figure.

SCHEDULE OF RETIRED MEMBERS BY TYPE OF BENEFIT

Monthly Benefit	No. of Retirees	Type of Retirement*					Option Selected#			
		1	2	3	4	5	Life	Opt. A	Opt. B	Opt. C
$1-250	4,591	4,107	119	110	234	21	3,821	609	44	117
$251-500	5,156	4,370	99	147	499	41	4,254	696	88	118
$501-750	3,564	3,011	61	88	371	33	2,893	474	109	88
$751-1,000	2,516	2,095	64	65	258	34	1,974	363	122	57
$1,001-1,250	2,153	1,729	83	41	270	30	1,625	341	143	44
$1,251-1,500	1,859	1,530	72	27	200	30	1,381	304	134	40
$1,501-1,750	1,868	1,546	72	32	200	18	1,349	322	150	47
$1,751-2,000	1,938	1,653	53	34	176	22	1,410	344	143	41
Over $2,000	19,192	18,080	367	156	527	62	14,182	2,860	1,859	291
Total	42,837	38,121	990	700	2,735	291	32,889	6,313	2,792	843

*Type of Retirement
1. Normal retirement for age and service
2. Survivor payment – normal or early retirement
3. Survivor payment – death-in-service
4. Disability retirement
5. Survivor payment – disability retirement

Option Selected at Retirement
Life – Straight life annuity
Opt. A – 100% survivor annuity
Opt. B – 50% survivor annuity
Opt. C – Annuity for 10 years certain and life thereafter

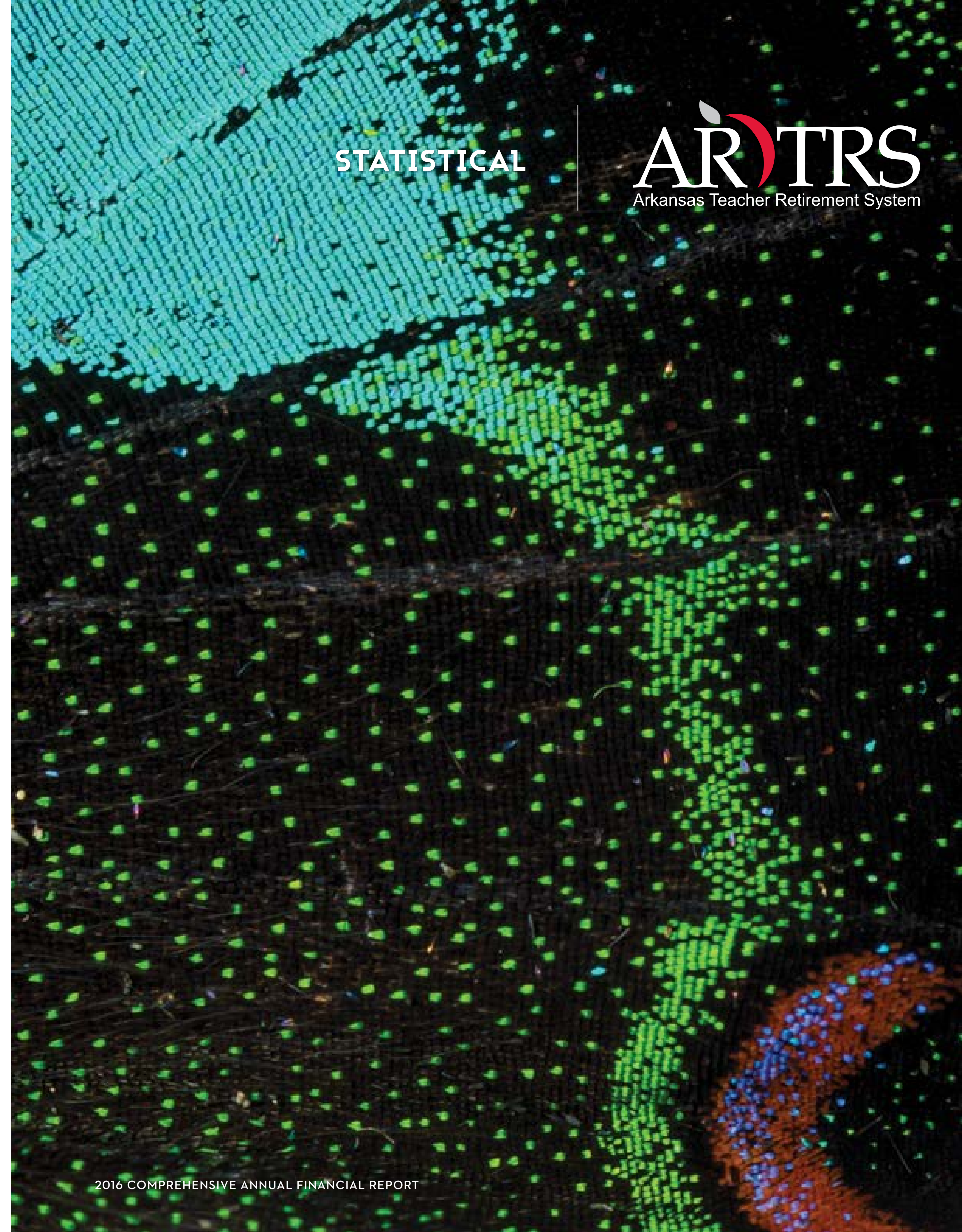
Excludes Act 793 and Act 808 retirees.

SCHEDULE OF AVERAGE BENEFIT PAYMENTS

Retirement Effective Dates		Service at Retirement						
July 1, 2006 to June 30, 2016*		0-4#	5-9	10-14	15-19	20-24	25-29	30+
7/1/06 - 6/30/07	Average Monthly Benefit	$193	$269	$489	$810	$1,470	$2,168	$2,791
	Average Final Salary	$30,693	$19,693	$24,448	$29,479	$40,437	$44,736	$43,192
	Number of Active Retirees	31	447	251	215	157	665	251
7/1/07 - 6/30/08	Average Monthly Benefit	$299	$290	$526	$954	$1,440	$2,303	$2,778
	Average Final Salary	$25,406	$20,153	$25,808	$36,169	$41,295	$45,077	$42,414
	Number of Active Retirees	12	402	187	187	180	518	217
7/1/08 - 6/30/09	Average Monthly Benefit	$162	$248	$532	$902	$1,378	$2,399	$2,949
	Average Final Salary	$24,871	$22,873	$26,844	$33,190	$40,876	$47,821	$46,900
	Number of Active Retirees	47	360	265	235	235	654	245
7/1/09 - 6/30/10	Average Monthly Benefit	$169	$234	$545	$939	$1,519	$2,473	$3,115
	Average Final Salary	$31,970	$21,380	$26,941	$34,607	$44,270	$47,853	$49,724
	Number of Active Retirees	54	415	335	252	249	827	192
7/1/10 - 6/30/11	Average Monthly Benefit	$157	$274	$568	$1,019	$1,584	$2,543	$3,031
	Average Final Salary	$29,025	$25,410	$28,010	$37,744	$45,054	$49,358	$50,203
	Number of Active Retirees	47	471	295	246	248	764	135
7/1/11 - 6/30/12	Average Monthly Benefit	$160	$262	$588	$994	$1,537	$2,529	$3,122
	Average Final Salary	$31,339	$24,705	$29,042	$37,≠456	$44,664	$50,784	$51,737
	Number of Active Retirees	47	558	423	295	350	879	150
7/1/12 - 6/30/13	Average Monthly Benefit	$168	$272	$634	$980	$1,482	$2,453	$3,053
	Average Final Salary	$40,573	$24,799	$30,499	$36,168	$42,688	$49,266	$51,813
	Number of Active Retirees	50	551	429	301	377	1,038	120
7/1/13 - 6/30/14	Average Monthly Benefit	$144	$294	$626	$1,034	$1,481	$2,553	$3,195
	Average Final Salary	$41,396	$26,223	$30,235	$37,996	$42,612	$50,577	$54,193
	Number of Active Retirees	42	497	472	336	358	1,060	122
7/1/14 - 6/30/15	Average Monthly Benefit	$144	$306	$684	$1,069	$1,518	$2,540	$3,270
	Average Final Salary	$40,803	$27,540	$32,878	$38,857	$44,433	$52,059	$56,908
	Number of Active Retirees	64	564	529	375	375	1,106	138
7/1/15 - 6/30/16	Average Monthly Benefit	$112	$293	$669	$1,064	$1,466	$2,522	$3,490
	Average Final Salary	$38,048	$25,892	$31,763	$37,947	$43,044	$51,671	$60,041
	Number of Active Retirees	48	494	600	389	387	1,122	109

May include cases where the service was not reported.
* May not match page 64. Page 64 also includes new retirees with retirement dates prior to July 1, 2014.

The figures in this chart are figures that are relevant to one specific year of retirement. They have not been updated for certain changes in COLAs that occurred after retirement.


STATISTICAL
ARTRS
Arkansas Teacher Retirement System
2016 COMPREHENSIVE ANNUAL FINANCIAL REPORT

Schedule of Revenue by Source

Year Ending June 30,	Employer Contributions: Employer Contributions	Employer Contributions: % of Annual Covered Payroll	Member Contributions	Investment and Miscellaneous Income	Total
2007	$ 331,891,210	14.1%	$100,093,372	$ 1,892,393,365	$ 2,324,377,947
2008	350,319,504	15.4%	108,872,293	(477,579,443)	(18,387,646)
2009	359,061,671	15.5%	111,654,256	(1,996,871,185)	(1,526,155,258)
2010	389,296,432	16.4%	115,931,733	1,291,307,143	1,796,535,308
2011	400,330,902	14.7%	139,460,601	2,219,833,337	2,759,624,840
2012	398,822,946	16.3%	117,662,465	(118,654,190)	397,831,221
2013	400,933,872	14.3%	113,900,872	1,695,899,517	2,210,733,616
2014	404,920,441	14.2%	125,225,906	2,429,334,098	2,959,480,445
2015	408,230,472	14.2%	128,555,684	632,166,951	1,168,953,107
2016	410,358,229	14.2%	131,100,983	35,579,657	577,038,869

Schedule of Expense by Type

Year Ending June 30,	Benefit Payments	Refunds	Administrative and other expenses	Total
2007	$ 545,220,337	$ 5,179,850	$ 5,854,557	$ 556,254,744
2008	587,319,942	6,462,122	6,676,667	600,458,731
2009	635,878,958	6,409,016	6,913,865	649,201,839
2010	701,562,784	7,165,354	7,229,398	715,948,536
2011	731,866,100	8,906,441	7,548,959	748,321,500
2012	791,844,923	9,225,151	7,752,975	808,023,049
2013	846,210,946	11,087,596	7,755,004	865,053,546
2014	914,250,015	10,485,103	8,034,235	932,769,353
2015	970,719,484	10,774,122	8,034,857	989,528,463
2016	1,035,958,950	10,145,471	8,059,030	1,054,163,451

Schedule of Benefit Expenses by Type

	For the Year Ending June 30,				
Type of Benefit	**2016**	**2015**	**2014**	**2013**	**2012**
Age and Service	$852,695,640	$795,518,171	$739,571,020	$683,699,899	$631,087,685
Disability	37,812,689	36,188,748	34,639,050	33,164,746	31,316,331
Option	24,637,113	23,056,130	21,341,913	19,925,200	18,501,555
Survivor	9,946,290	9,626,726	9,025,326	8,699,159	8,486,669
Reciprocity	45,746,432	41,958,663	38,031,351	34,346,675	31,166,875
Active Members Death Benefits	357,921	404,248	493,957	326,748	380,913
T-DROP	52,760,622	50,656,897	54,408,232	59,031,639	67,060,580
Act 808	3,000,785	3,139,880	3,249,162	3,516,979	3,844,317
Cash and Savings Help Program	8,600,786	8,923,390	7,271,797		
Cash Balance Disbursements	400,673	1,246,632	6,218,208	3,499,902	
Total	**$1,035,958,951**	**$970,719,485**	**$914,250,015**	**$846,210,947**	**$791,844,923**

Schedule of Participating Employers

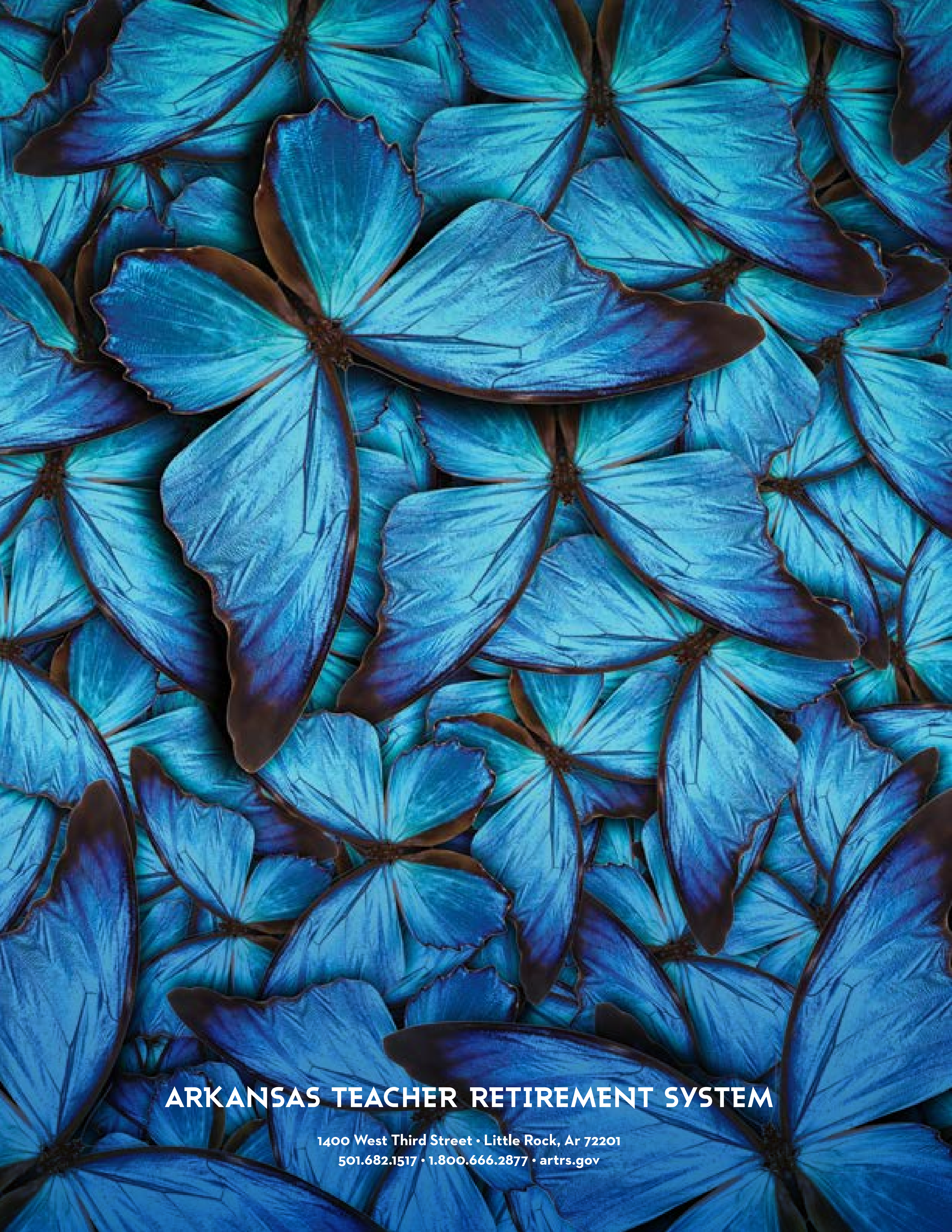
As of June 30, 2016

Academics Plus Charter School
Alma School District
Alpena School District
Arch Ford Education Service Co-Op
Arkadelphia Public Schools
Arkansas Department Of Higher Education
Arkansas Activities Association
Arkansas Arts Academy Charter
Arkansas Association of Educational Administrators
Arkansas Correctional School
Arkansas Department Of Career Education (Rehab)
Arkansas Department Of Career Education (Workforce)
Arkansas Department Of Education
Arkansas Easter Seals
Arkansas Economic Development Commission
Arkansas Educational TV Network
Arkansas Northeastern College
Arkansas River Education Service Co-Op
Arkansas School Boards Association
Arkansas School For Math, Sciences & Arts
Arkansas School For The Blind
Arkansas School For The Deaf
Arkansas State University
Arkansas State University - Beebe
Arkansas State University - Mid South CC
Arkansas State University - Mt. Home
Arkansas State University - Newport
Arkansas Teacher Retirement System
Arkansas Tech University
Arkansas Virtual Academy Charter
Armorel School District
Ashdown School District
Atkins Public Schools
Augusta Public Schools
Bald Knob Public Schools
Barton-Lexa School District
Batesville School District
Bauxite School District
Bay School District
Bearden School District
Beebe Public School District
Benton School District
Bentonville Public Schools
Bergman Public Schools
Berryville Public Schools
Bismarck School District
Black River Technical College
Blevins School District
Blytheville Public Schools
Booneville School District
Boston Mountain Educational Co-Op
Bradford School District
Brinkley Public Schools
Brookland Public Schools
Bryant Public Schools
Buffalo Island Central School District
Cabot Public Schools
Caddo Hills School District
Calico Rock School District
Camden-Fairview School District
Capital City Lighthouse Charter School
Carlisle School District
Cave City School District
Cedar Ridge School District
Cedarville Public School District
Centerpoint School District
Charleston Public Schools
Clarendon School District
Clarksville School District
Cleveland County School District
Clinton Public Schools
College Of The Ouachitas
Concord School District
Conway Public Schools
Conway Vocational Center
Corning School District
Cossatot Community College - U Of A
Cossatot River School District
Cotter Public Schools
County Line Public Schools
Covenant Keepers Charter School
Cross County School District
Crossett School District
Crowley's Ridge Educational Service Co-Op
Crowley's Ridge Technical Institute
Cutter Morning Star Public Schools
Danville Public Schools
Dardanelle Public Schools
Dawson Education Service Co-Op
Decatur Public Schools
Deer/Mt. Judea School District
DeQueen Public Schools
DeQueen-Mena Education Service
Dermott School District
Des Arc School District
DeWitt School District
DHS-Division Of Youth Services
Dierks Public Schools
Dollarway School District
Dover School District
Drew Central School District
Dumas Public Schools
E-Stem Public Charter School
Earle School District
East Arkansas Community College
East End School District
East Poinsett County School District
El Dorado Public Schools
Elkins School District
Emerson-Taylor-Bradley School
England Public School District
Eureka Springs Public Schools
Exalt Academy Charter School
Farmington Public Schools
Fayetteville Public Schools
First Student
Flippin School District
Fordyce Public Schools
Foreman Public Schools
Forrest City School District
Fort Smith Public Schools
Fouke School District
Fountain Lake School District
Genoa Central School District
Gentry Public Schools
Glen Rose School District
Gosnell Public Schools
Gravette School District
Great Rivers Education Service Co-Op
Green Forest Public Schools
Greenbrier Public Schools
Greene County Tech School District
Greenland School District
Greenwood School District
Gurdon Public Schools
Guy Fenter Education Service Co-Op
Guy-Perkins School District
Haas Hall Academy Charter - Bentonville
Haas Hall Academy Charter - Fayetteville
Hackett School District
Hamburg School District
Hampton School District
Harmony Grove School District - Benton
Harmony Grove School District - Camden
Harrisburg School District
Harrison School District
Hazen School District
Heber Springs School District
Hector School District
Helena-West Helena Schools
Henderson State University
Hermitage Public School District
Highland Public School District
Hillcrest School District
Hope Public Schools
Horatio School District
Hot Springs School District
Hoxie Public Schools
Huntsville School District
Imboden Area Charter School
Izard County Consolidated School District
Jackson County School District
Jacksonville Lighthouse Charter School
Jasper School District
Jessieville Public School District
Jonesboro Public Schools
Jonesboro Vocational Center
Junction City School District
Kipp Delta College Preparatory Charter
Kirby School District

Schedule of Participating Employers (Continued)

As of June 30, 2016

Lafayette County School District
Lake Hamilton School District
Lakeside School District - Hot Springs
Lakeside School District - Lake Village
Lamar School District
Lavaca Public Schools
Lawrence County School District
Lead Hill School District
Lee County School District
Lincoln Consolidated School District
Lisa Academy Charter
Little Rock Preparatory Academy
Little Rock School District
Lonoke School District
Magazine School District
Magnet Cove School District
Magnolia School District
Malvern School District
Mammoth Spring School District
Manila Public Schools
Mansfield School District
Marion School District
Marked Tree School District
Marmaduke School District
Marvell-Elaine School District
Mayflower School District
Maynard School District
McCrory School District
McGehee Public Schools
Melbourne Public School District
Mena Public Schools
Metropolitan Vocational Center
Midland School District
Mineral Springs School District
Monticello School District
Monticello Vocational Center
Mount Ida Public Schools
Mountain Home Public Schools
Mountain Pine School District
Mountain View School District
Mountainburg Public Schools
Mt. Vernon-Enola School District
Mulberry-Pleasant View Bi-County Public Schools
Nashville School District
National Park Community College
Nemo Vista School District
Nettleton Public Schools
Nevada School District
Newport Special School District
Norfork School District
North Arkansas College
North Central Career Center
North Little Rock School District
Northcentral Arkansas Education Service Co-Op
Northeast Arkansas Education Co-Op
Northwest Arkansas Classical Academy Charter
Northwest Arkansas Community College
Northwest Arkansas Education Service Co-Op
Northwest Technical Institute
Omaha School District
Osceola School District
Ouachita Public Schools
Ouachita River School District
Ozark Montessori Academy Charter - Springdale
Ozark Mountain School District
Ozark Public Schools
Ozarka College
Ozarks Unlimited Resource Educational Service Co-Op
Palestine-Wheatley School District
Pangburn School District
Paragould School District
Paris School District
Parkers Chapel School District
Pea Ridge School District
Perryville School District
Phillips Community College - DeWitt
Phillips Community College - U Of A
Piggott School District
Pine Bluff Lighthouse Charter School
Pine Bluff School District
Pocahontas Public Schools
Pottsville School District
Poyen School District
Prairie Grove School District
Premier High School Of Little Rock Charter
Prescott Public Schools
Pulaski County Special School District
Pulaski Technical College
Quest Middle Charter School - Pine Bluff
Quest Middle Charter School - West Little Rock
Quitman Public Schools
Rector School District
Rich Mountain Community College
River Valley Career Academy
Rivercrest School District
Riverside School District
Riverside Vocational Technical School
Riverview School District
Rockbridge Montessori Charter School
Rogers Public Schools
Rose Bud School District
Russellville School District
Salem School District
Scranton School District
Searcy County School District
Searcy School District
Sheridan School District
Shirley School District
SIATech Little Rock Charter
Siloam Springs School District
Sloan-Hendrix School District
Smackover-Norphlet School District
South Arkansas Community College
South Arkansas Developmental Center
South Central Service Co-Op
South Conway County School District
South Pike County School District
Southeast Arkansas College
Southeast Arkansas Education Service Co-Op
Southern Arkansas University
Southern Arkansas University Tech
Southside Bee Branch School District
Southside School District
Southwest Arkansas Education Co-Op
Spring Hill School District
Springdale Public Schools
Star City School District
Strong-Huttig School District
Stuttgart School District
Texarkana Career And Technological Center
Texarkana School District
Trumann School District
Two Rivers School District
University Of Arkansas - Fayetteville
University Of Arkansas - Fort Smith
University Of Arkansas - Little Rock
University Of Arkansas - Monticello
University Of Arkansas - Pine Bluff
University Of Arkansas Community College - Batesville
University Of Arkansas Community College - Hope
University Of Arkansas Community College - Morrilton
University Of Arkansas Cooperative Extension
University Of Arkansas For Medical Sciences
University Of Central Arkansas
Valley Springs Public Schools
Valley View Public Schools
Van Buren School District
Vilonia School District
Viola School District
Waldron Public Schools
Warren School District
Warren Vocational Center
Watson Chapel School District
West Fork School District
West Memphis School District
West Side School District
Western Yell County School District
Westside Consolidated School District
Westside School District
White County Central Schools
White Hall School District
Wilbur D. Mills Education Service Co-Op
Wonderview School District
Woodlawn School District
Wynne Public Schools



ARKANSAS TEACHER RETIREMENT SYSTEM

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