Town of Braintree

Contributory Retirement System

74 Pond Street, 2nd Floor
Braintree, MA 02184

March 05, 2013

Joseph Connarton, Executive Director
Public Employee Retirement Administration Commission
5 Middlesex Avenue
Somerville, MA 02145

Dear Mr. Connarton:

Enclosed please find the signed *Annual Statement of the Financial Conditions and Affairs of the Braintree Retirement System for the year ended December 31, 2012.* Also per PERAC's request I have enclosed a complete supplemental schedule for the members' Annuity Savings Fund. Please note that manual notations have been made to account for accounts receivables for members' makeups, which PERAC originally instructed the Boards to account for at the 2006 Annual Statement conference.

If you have any questions, please do not hesitate to contact me.

Respectfully Submitted,

Jeanne Martineau
Director

Enc:

Cc: (exclude ASF)
Mayor Sullivan
C. Kokoros, Town Council President
K. Leonard, NEPC

TEL: 781-794-8210 or 781-794-8211 FAX 781-794-8407

Annual Statement

OF THE FINANCIAL CONDITION
OF THE BRAINTREE RETIREMENT BOARD
TO THE PUBLIC EMPLOYEE RETIREMENT ADMINISTRATION COMMISSION
FOR THE YEAR ENDED 12/31/2012

Annual Statement for the Year Ended December 31, 2012 of the conditions and Affairs of the Braintree Retirement Board.

Organized Under the Laws of the Commonwealth of Massachusetts to the Public Employee Retirement Administration Commission.

Date of Certificate 12/02/1936 Effective Date 01/04/1937

ADMINISTRATION OFFICE

74 Pond Street, 2nd Floor	Braintree, MA 02184	(781) 794-8210
Street & Number	City/Town, State and Zip Code	Telephone Number

We, the undersigned, members of the Braintree Retirement Board certify under penalties of perjury, that that we are the official board members of said retirement system, and that on the thirty-first date of December last, all of the herein-described assets were the absolute property of said retirement system, free and clear from any liens or claims thereon, except as stated, and the following statements, with the schedules and explanations therein contained, annexed, or referred to, are a full and correct exhibit of all of the assets, liabilities, income and disbursements, changes in fund balances, and the conditions and affairs of said retirement system on the said thirty-first date of December last, and for the year ended on that date, according to the best of our information, knowledge, and belief respectively.

Board Of Retirement	**Ex-Officio Member** Edward J. Spellman (Name)	(Signature)
	Appointed Member Peter J. Morin (Name)	**Term Expires** (Signature)
	Elected Member Gerald J. Kenny, Jr. (Chairperson) (Name)	**Term Expires** 06/30/2014 (Signature)
	Elected Member Phyllis DiPalma (Name)	**Term Expires** 06/30/2014 (Signature)
	Member Appointed by Other Members Michael F. MacLean (Name)	**Term Expires** 03/25/2015 (Signature)
Investment Managers	see attached	
Investment Consultant	New England Pension Consultants	One Main Street, Cambridge, MA 02142-1542
Custodian	State Street Bank & Trust	200 Newport Avenue, Quincy, MA 02171

Annual Statement for the Year Ended December 31, 2012 of the Conditions and Affairs of

Braintree Contributory Retirement

INVESTMENT MANAGERS

Boston Company Asset Mgmnt, LLC International Equity	One Boston Place Boston, MA 02108-4408
Loomis Sayles & Company	One Financial Center Boston, MA 02111
Pension Reserves Investment Management Board	84 State Street, Suite 250 Boston, MA 02109
State Street Global Advisors	State Street Financial Center One Lincoln Street -34rd Floor Boston, MA 02111-2900
Lexington Capital Partners	660 Madison Avenue New York, NY 10065

ANNUAL STATEMENT BALANCE TESTS

1. ASSET BALANCE

Assets Previous Year	135,296,432.83
Income Current Year	29,026,482.29
Disbursements Current Year	15,247,472.15
Assets Current Year	149,075,442.97

2. ASSET DIFFERENCE

Assets Current Year	149,075,442.97
Assets Previous Year	135,296,432.83
Difference	13,779,010.14

3. INCOME DIFFERENCE

Income Current Year	29,026,482.29
Disbursements Current Year	15,247,472.15
Difference	13,779,010.14

4. FUND CHANGE DIFFERENCE

Total Fund Change Credits Current Year	34,984,567.53
Total Fund Change Debits Current Year	-21,205,557.39
Difference	13,779,010.14

Note: The difference as a result of tests 2, 3 and 4 should be the same.

Annual Statement of the Braintree Retirement Board for the Year Ended December 31, 2012.

ASSETS & LIABILITIES

	2012	2011	2010
1. 1040 Cash	2,728,742.09	2,129,536.60	2,723,420.16
2. 1100 Short Term Investments	0.00	0.00	0.00
3. 1180 Fixed Income Securities	0.00	0.00	0.00
4. 1170 Equities	0.00	0.00	0.00
5. 1101 Pooled Short Term Funds	0.00	0.00	0.00
6. 1172 Pooled Domestic Equity Funds	35,622,160.42	31,809,128.28	31,143,168.18
7. 1173 Pooled International Equity Funds	17,980,052.21	15,823,306.49	19,007,330.10
8. 1174 Pooled Global Equity Funds	0.00	0.00	0.00
9. 1181 Pooled Domestic Fixed Income Funds	55,387,418.26	52,600,104.61	52,717,113.16
10. 1182 Pooled International Fixed Income Funds	0.00	0.00	0.00
11. 1183 Pooled Global Fixed Income Funds	0.00	0.00	0.00
12. 1193 Pooled Alternative Investments	1,108,810.00	767,501.00	0.00
13. 1194 Pooled Real Estate Funds	5,725,963.94	5,030,952.55	4,542,429.57
14. 1195 Pooled Domestic Balanced Funds	0.00	0.00	0.00
15. 1196 Pooled International Balanced Funds	0.00	0.00	0.00
16. 1197 PRIT Absolute	6,987,248.90	6,448,305.02	6,631,834.89
17. 1198 PRIT Cash	0.00	0.00	0.00
18. 1199 PRIT Fund	23,422,923.30	20,649,272.20	20,716,682.16
19. 1550 Interest Due and Accrued	0.00	0.00	0.00
20. 1350 Prepaid Expenses	8,224.06	7,969.11	7,904.05
21. 1398 Accounts Receivable (A)	163,693.72	81,292.89	92,008.87
22. 1910 Land	0.00	0.00	0.00
23. 1920 Buildings	0.00	0.00	0.00
24. 1929 Accumulated Depreciation – Buildings	0.00	0.00	0.00
25. 2020 Accounts Payable (A)	(-59,793.93)	(-50,935.92)	(-27,392.24)
TOTAL	149,075,442.97	135,296,432.83	137,554,498.90
FUNDS			
1. 3293 Annuity Savings Fund	40,212,816.69	38,106,640.79	35,835,799.72
2. 3294 Annuity Reserve Fund	11,592,641.90	11,563,801.29	11,845,101.91
3. 3295 Military Service Fund	1,508.80	1,507.29	1,504.28
4. 3296 Pension Fund	2,255,330.77	1,963,575.83	2,082,009.48
5. 3298 Expense Fund	0.00	0.00	0.00
6. 3297 Pension Reserve Fund	95,013,144.81	83,660,907.63	87,790,083.51
TOTAL ASSETS AT MARKET VALUE	149,075,442.97	135,296,432.83	137,554,498.90

(A) Specific details for Accounts Receivable and Accounts Payable are to be disclosed on Schedule A

Annual Statement of the Braintree Retirement Board for the Year Ended December 31, 2012.

	Balance Dec. 31 Prior year	Receipts	Interfund Transfers	Disbursements	Balance Dec.31 Current Year
Annuity Savings Fund	38,106,640.79	3,993,308.86	-1,700,621.24	-186,511.72	40,212,816.69
Annuity Reserve Fund	11,563,801.29	338,305.19	1,700,621.24	-2,010,085.82	11,592,641.90
Pension Fund	1,963,575.83	8,127,170.18	4,257,464.00	-12,092,879.24	2,255,330.77
Military Service Fund	1,507.29	1.51	0.00	0.00	1,508.80
Expense Fund	0.00	957,995.37	0.00	-957,995.37	0.00
Pension Reserve Fund	83,660,907.63	15,609,701.18	-4,257,464.00	0.00	95,013,144.81
Total All Funds	135,296,432.83	29,026,482.29	- 0 -	-15,247,472.15	149,075,442.97

List below all transfers:

Xfer from	Pension Reserve Fund Control	to	Pension Fund Control Account	in the amt of	4,257,464.00	on acct of	Transfer from PRF to Pension Fund
Xfer from	Annuity Savings Fund Control Acct	to	Annuity Reserve Fund	in the amt of	1,700,621.24	on acct of	Retirements
Xfer from		to		in the amt of		on acct of	
Xfer from		to		in the amt of		on acct of	
Xfer from		to		in the amt of		on acct of	
Xfer from		to		in the amt of		on acct of	

Annual Statement of the Braintree Retirement Board for the Year Ended December 31, 2012.

RECEIPTS

	2012	2011	2010
1. Annuity Savings Fund:			
(a) 4891 Members' Deductions	3,582,096.04	3,457,467.84	3,322,567.48
(b) 4892 Transfers from Other Systems	162,063.27	164,644.82	68,996.14
(c) 4893 Member Make Up Payments and Redeposits	142,128.69	19,017.59	89,104.14
(d) 4900 Member Payments from Rollovers	62,678.18	4,341.31	13,753.62
(e) Investment Income Credited to Members' Accounts	44,342.68	72,171.37	102,801.89
Subtotal	3,993,308.86	3,717,642.93	3,597,223.27
2. Annuity Reserve Fund:			
(a) 4750 Recovery of Annuity from Reinstatement	0.00	0.00	0.00
(b) Investment Income Credited to Annuity Reserve Fund	338,305.19	346,699.52	346,135.90
Subtotal	338,305.19	346,699.52	346,135.90
3. Pension Fund:			
(a) 4898 3(8)(c) Reimbursements from Other Systems	207,761.76	194,909.39	184,651.94
(b) 4899 Received from Commonwealth for COLA & Survivor Bft	227,921.42	123,606.51	127,196.75
(c) 4894 Pension Fund Appropriation	7,691,487.00	7,376,253.00	6,943,721.00
(d) 4840 Workers Compensation Settlement	0.00	35,000.00	0.00
(e) 4751 Recovery of Pension from Reinstatement	0.00	0.00	0.00
(f) 4841 Recovery of 91A Overearnings	0.00	0.00	0.00
Subtotal	8,127,170.18	7,729,768.90	7,255,569.69
4. Military Service Fund:			
(a) 4890 Contributions Received from Municipality	0.00	0.00	0.00
(b) Investment Income Credited	1.51	3.01	4.50
Subtotal	1.51	3.01	4.50
5. Expense Fund:			
(a) 4896 Expense Fund Appropriation	0.00	0.00	0.00
(b) Investment Income Credited to Expense Fund	957,995.37	904,861.20	860,987.25
Subtotal	957,995.37	904,861.20	860,987.25
6. Pension Reserve Fund:			
(a) 4897 Federal Grant Reimbursement	64,745.42	195,990.53	210,764.41
(b) 4895 Pension Reserve Appropriation	0.00	0.00	0.00
(c) 4822 Interest Not Refunded	617.42	115.65	44,786.47
(d) 4825 Miscellaneous Income	2,192.28	2,620.90	2,950.10
(e) Excess Investment Income	15,542,146.06	-17,196.96	12,759,820.23
Subtotal	15,609,701.18	181,530.12	13,018,321.21
TOTAL RECEIPTS	29,026,482.29	12,880,505.68	25,078,241.82

Annual Statement of the Braintree Retirement Board for the Year Ended December 31, 2012.

DISBURSEMENTS

	2012	2011	2010
1. Annuity Savings Fund:			
(a) 5757 Refunds to Members	124,614.95	44,543.69	523,340.56
(b) 5756 Transfers to Other Systems	61,896.77	182,630.05	97,862.55
Subtotal	186,511.72	227,173.74	621,203.11
2. Annuity Reserve Fund:			
(a) 5750 Annuities Paid	1,842,077.40	1,794,489.69	1,702,762.30
(b) 5759 Option B Refunds	168,008.42	52,950.14	39,087.64
Subtotal	2,010,085.82	1,847,439.83	1,741,849.94
3. Pension Fund:			
(a) 5751 Pensions Paid	11,424,038.16	11,232,084.97	10,802,806.74
Regular Pension Payments	7,605,854.59	7,502,305.78	7,225,990.27
Survivorship Payments	720,122.22	719,025.00	681,157.54
Ordinary Disability Payments	220,552.32	226,074.96	236,782.56
Accidental Disability Payments	1,856,121.82	1,848,884.44	1,833,169.15
Accidental Death Payments	965,857.50	877,994.40	770,044.98
Section 101 Benefits	55,529.71	57,800.39	55,662.24
(b) 5755 3(8)(c) Reimbursements To Other Systems	521,289.71	778,660.02	822,374.87
(c) 5752 COLAs Paid	147,551.37	148,351.99	74,990.97
(d) 5753 Chapter 389 Beneficiary Increase Paid	0.00	0.00	0.00
Subtotal	12,092,879.24	12,159,096.98	11,700,172.58
4. Military Service Fund:			
(a) 4890 Return to Municipality for Members who Withdrew Funds	0.00	0.00	0.00
Subtotal	0.00	0.00	0.00
5. Expense Fund:			
(a) 5118 Board Member Stipend	0.00	0.00	0.00
(b) 5119 Salaries	176,577.05	173,525.94	160,092.37
(c) 5304 Management Fees	551,749.18	527,942.26	479,310.77
(d) 5305 Custodial Fees	70,754.25	69,682.32	63,955.61
(e) 5307 Investment Consultant Fees	70,000.00	65,000.00	65,000.00
(f) 5308 Legal Expenses	17,958.14	13,662.50	27,145.57
(g) 5309 Medical Expenses	118.81	95.43	79.21
(h) 5310 Fiduciary Insurance	9,195.00	8,901.00	8,562.00
(i) 5311 Service Contracts	23,352.74	21,558.24	22,257.24
(j) 5312 Rent Expense	0.00	0.00	0.00
(k) 5315 Professional Services	9,375.00	900.00	13,200.00
(l) 5320 Education And Training	1,605.00	540.00	1,475.00
(m) 5589 Administrative Expenses	21,762.42	20,998.94	16,651.96
(n) 5599 Furniture and Equipment	1,059.99	0.00	0.00
(o) 5719 Travel	4,487.79	2,054.57	3,257.52
(p) 5829 Depreciation Expense: Building	0.00	0.00	0.00
Subtotal	957,995.37	904,861.20	860,987.25
TOTAL DISBURSEMENTS	15,247,472.15	15,138,571.75	14,924,212.88

Annual Statement of the Braintree Retirement Board for the Year Ended December 31, 2012.

INVESTMENT INCOME

Investment Income received from:	2012	2011	2010
(a) Cash (from Schedule 1)	6,048.20	6,953.95	1,008.46
(b) Short Term Investments (from Schedule 2)	0.00	0.00	0.00
(c) Fixed Income Securities (from Schedules 3A and 3C)	0.00	0.00	0.00
(d) Equities (from Schedules 4A and 4C)	0.00	986.53	11,291.81
(e) Pooled Funds (from Schedule 5)	3,060,732.82	3,412,368.87	4,356,608.98
(f) Commission Recapture	0.00	0.00	0.00
4821 TOTAL INVESTMENT INCOME	3,066,781.02	3,420,309.35	4,368,909.25
Plus:			
4884 Realized Gains (Profits)	741,099.55	737,589.01	638,278.67
4886 Unrealized Gains (Increase in Market Value)	21,699,044.83	16,749,074.45	25,495,343.34
1550 Interest Due & Accrued on Fixed Income Securities at End Of Current Year	0.00	0.00	0.00
Less:			
4823 Paid Accrued Interest on Fixed Income Securities	0.00	0.00	0.00
4885 Realized Losses	7,160.32	18,877.81	42,245.08
4887 Unrealized Losses (Decrease in Market Value)	8,616,974.27	19,581,556.86	16,390,536.41
1550 Interest Due and Accrued on Fixed Income Securities Prior Year	0.00	0.00	0.00
NET INVESTMENT INCOME	16,882,790.81	1,306,538.14	14,069,749.77
Income required:			
Annuity Savings Fund (from Supplementary Schedule)	44,342.68	72,171.37	102,801.89
Annuity Reserve Fund	338,305.19	346,699.52	346,135.90
Expense Fund	957,995.37	904,861.20	860,987.25
Military Service Fund	1.51	3.01	4.50
TOTAL INCOME REQUIRED	1,340,644.75	1,323,735.10	1,309,929.54
Net Investment Income	16,882,790.81	1,306,538.14	14,069,749.77
Less Income Required	1,340,644.75	1,323,735.10	1,309,929.54
EXCESS INCOME TO PENSION RESERVE FUND	15,542,146.06	-17,196.96	12,759,820.23

Annual Statement of the Braintree Retirement System for the Year Ended December 31, 2012

ACTIVE MEMBERS

	Group 1	Group 2& 4	Total
Active Membership, Dec. 31, previous year	526	202	728
Inactive Membership, Dec. 31, previous year	64	2	66
Enrolled during current year:	56	6	62
Transfers between groups	0	0	0
Reinstatements of disabled members	0	0	0
SUBTOTAL	*56*	*6*	*62*
Death	2	0	2
Withdrawal (refunds/ Transfers out)	14	1	15
Retirements	21	3	24
SUBTOTAL	*37*	*4*	*41*
Active Membership totals:	535	200	735
Inactive Membership, Dec. 31, current yr	74	6	80
Total Membership, Dec. 31, 2012	609	206	815

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RETIRED MEMBERS, BENEFICIARIES, and SURVIVORS

Retired, Beneficiary, and Survivor Membership, Dec. 31, previous year	322	182	504
Retirements during the year:			
Superannuation	17	3	20
Ordinary disability	1	0	1
Accidental disability	1	0	1
Termination Retirement Allowance	0	0	0
Beneficiary of Deceased Retiree	0	3	3
Survivor benefits from active membership	2	0	2
SUBTOTAL	21	6	27
Deduct:			
Deaths of retired members	17	4	21
Termination of Survivor Benefits	5	1	6
Reinstatements of disabled pensions	0	0	0
SUBTOTAL	22	5	27
Retired Membership, Dec. 31, current year	*321*	*183*	*504*
Superannuation	253	99	352
Ordinary Disability	6	3	9
Accidental Disability	17	40	57
Termination	0	0	0
Beneficiaries from accidental deaths	1	16	17
Beneficiaries from Section 100	0	4	4
Beneficiaries from Section 101	2	4	6
Beneficiaries from Option (c)	25	12	37
Option (d) Survivor Allowance	17	4	21
Section 12B Survivor Allowance	0	1	1
Total Retired, Beneficiary, and Survivor Membership, Dec. 31, current year	321	183	504

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TOTAL MEMBERSHIP

Active, Inactive, Retired, Beneficiary and Survivor, Dec. 31, current year	930	389	1,319

Annual Statement of the Braintree Retirement Board for the Year Ended December 31, 2012.

Schedule A: Detail of Accounts Receivable and Accounts Payable

Accounts Receivable	Amount	Original Date
4891 Members Deductions	0.00	
4892 Transfers From Other Systems	19,429.33	
4893 Member Make Up Payments and Redeposits	144,264.21	
4900 Member Payments from Rollovers	0.00	
4898 3(8)(c) Reimbursements from Other Systems	0.00	
4899 Received from Commonwealth for COLA and Survivor Benefits	0.18	
4884 Realized Gain on Sale of Investments	0.00	
4894 Pension Fund Appropriation (Current Fiscal Year)	0.00	
4894 Pension Fund Appropriation (Previous Fiscal Year)	0.00	
4890 Contributions Received from Municipality on Account of Military Service	0.00	
4897 Federal Grant Reimbursement	0.00	
4895 Pension Reserve Appropriation	0.00	
Investments Sold But Funds Not Received (list individually)		
	0.00	
	0.00	
	0.00	
	0.00	
TOTAL RECEIVABLES	163,693.72	

Accounts Payable		
5757 Refunds to Members	0.00	
5756 Transfers to Other Systems	0.00	
5750 Annuities Paid	0.00	
5759 Option B Refund	0.00	
5751 Pensions Paid	0.00	
5755 3(8)(c) Reimbursements to Other Systems	0.00	
5752 COLAs Paid	0.00	
5753 Chapter 389 Beneficiary Increase Paid	0.00	
4885 Realized Loss on Sale of Investments	0.00	
4890 Return to Municipality for Members Who Withdrew Their Funds	0.00	
5118 Board Members' Stipend	0.00	
5119 Salaries	0.00	
5304 Management Fees	0.00	
5305 Custodial Fees	-18,050.71	
5307 Investment Consultant Fees	0.00	
5308 Legal Expenses	-4,944.14	
5309 Medical Expenses	0.00	
5310 Fiduciary Insurance	0.00	
5311 Service Contracts	-432.06	
5312 Rent Expense	0.00	
5315 Professional Services Expense	0.00	
5589 Administrative Expenses	-7,273.85	
5599 Furniture and Equipment	-1,000.00	
5719 Travel	0.00	
Investments Purchased But Not Paid For (list individually)		
A/P from 2008 -	-5,896.41	
A/P from 2009-	-6,596.76	
A/P from 2010	-7,500.00	
A/P from 2011	-8,100.00	
TOTAL PAYABLES	-59,793.93	

ANNUAL STATEMENT OF THE TOWN OF BRAINTREE RETIREMENT SYSTEM FOR THE YEAR ENDED DECEMBER 31, 2012

SCHEDULE 1
CASH ACCOUNT ACTIVITY DURING YEAR

FUND	CUSIP	SECURITY DESCRIPTION	BOOK VALUE AT END OF PREVIOUS YEAR	TOTAL DEPOSITS/WITHDRAWALS THIS YEAR	BOOK VALUE AT END OF YEAR	INCOME RECEIVED THIS YEAR	
D31B	8611239B5	STATE STREET BANK STIF	161,219.17	(119,961.18)	74,045.99	232.82	*4821-0005*
Ckng	xxxxxx6736	ROCKLAND TRUST	2.77	(0.40)	2.37	108.09	*4821-0041*
Cap	xxxxxx6686	ROCKLAND TRUST	1,968,314.66	686,379.07	2,654,693.73	5,707.29	*4821-0040*
SCHEDULE TOTALS			2,129,536.60	566,417.49	2,728,742.09	6,048.20	

ANNUAL STATEMENT OF THE TOWN OF BRAINTREE RETIREMENT SYSTEM FOR THE YEAR ENDED DECEMBER 31, 2012

SCHEDULE 2A
SHORT TERM SECURITIES OWNED AT END OF YEAR

FUND	CUSIP	SECURITY DESCRIPTION	RATE	MATURITY DATE	PAR VALUE	PRICE	MARKET VALUE AT END OF YEAR	CHANGE IN MARKET VALUE INCR/DECR	INTEREST RECEIVED DURING YEAR	INTEREST DUE AND ACCRUED AT YEAR END
		N/A								

ANNUAL STATEMENT OF THE TOWN OF BRAINTREE RETIREMENT SYSTEM FOR THE YEAR ENDED DECEMBER 31, 2012

SCHEDULE 2B
SHORT TERM SECURITIES PURCHASED DURING YEAR

FUND	CUSIP	SECURITY DESCRIPTION	RATE	MATURITY DATE	PAR VALUE	TRADE DATE	NAME OF BROKER	COMM	ACCRUED INT PAID	COST INCLUDING COMMISSION BUT EXCLUDING INT
		N/A								

ANNUAL STATEMENT OF THE TOWN OF BRAINTREE RETIREMENT SYSTEM FOR THE YEAR ENDED DECEMBER 31, 2012

SCHEDULE 2C
SHORT TERM SECURITIES SOLD DURING YEAR

FUND	CUSIP	SECURITY DESCRIPTION	RATE	MATURITY DATE	PAR VALUE	TRADE DATE	NAME OF BROKER	COMM	PROCEEDS FROM SALE	BOOK VALUE	PROFIT/LOSS ON SALE	INTEREST RECEIVED DURING YEAR
		N/A										

ANNUAL STATEMENT OF THE TOWN OF BRAINTREE RETIREMENT SYSTEM FOR THE YEAR ENDED DECEMBER 31, 2012

SCHEDULE 3A
FIXED INCOME SECURITIES OWNED AT END OF YEAR

FUND	CUSIP	SECURITY DESCRIPTION	RATE	MATURITY DATE	PAR VALUE	PRICE	MARKET VALUE AT END OF YEAR	CHANGE IN MARKET VALUE INCR/DECR	INTEREST RECEIVED DURING YEAR	INTEREST DUE AND ACCRUED AT YEAR END
		N/A								

ANNUAL STATEMENT OF THE TOWN OF BRAINTREE RETIREMENT SYSTEM FOR THE YEAR ENDED DECEMBER 31, 2012

SCHEDULE 3B
FIXED INCOME SECURITIES PURCHASED DURING YEAR

FUND	CUSIP	SECURITY DESCRIPTION	RATE	MATURITY DATE	PAR VALUE	TRADE DATE	NAME OF BROKER	COMM	ACCRUED INT PAID	COST INCLUDING COMMISSION BUT EXCLUDING INT
		N/A								

ANNUAL STATEMENT OF THE TOWN OF BRAINTREE RETIREMENT SYSTEM FOR THE YEAR ENDED DECEMBER 31, 2012

SCHEDULE 3C
FIXED INCOME SECURITIES SOLD DURING YEAR

FUND	CUSIP	SECURITY DESCRIPTION	RATE	MATURITY DATE	PAR VALUE	TRADE DATE	NAME OF BROKER	COMM	PROCEEDS FROM SALE	BOOK VALUE	PROFIT/LOSS ON SALE	INTEREST RECEIVED DURING YEAR
		N/A										

ANNUAL STATEMENT OF THE TOWN OF BRAINTREE RETIREMENT SYSTEM FOR THE YEAR ENDED DECEMBER 31, 2012

SCHEDULE 4A
EQUITIES OWNED AT END OF YEAR

FUND	CUSIP	SECURITY DESCRIPTION	SHARES	PRICE PER SHARE	MARKET VALUE AT END OF YEAR	CHANGE IN MARKET VALUE INCR/DECR	DIVIDENDS RECEIVED DURING YEAR
		N/A					

ANNUAL STATEMENT OF THE TOWN OF BRAINTREE RETIREMENT SYSTEM FOR THE YEAR ENDED DECEMBER 31, 2012

SCHEDULE 4B
EQUITIES PURCHASED DURING YEAR

FUND	CUSIP	SECURITY DESCRIPTION	SHARES	TRADE DATE	NAME OF BROKER	COMM	COST INCLUDING COMMISSION
		N/A					

ANNUAL STATEMENT OF THE TOWN OF BRAINTREE RETIREMENT SYSTEM FOR THE YEAR ENDED DECEMBER 31, 2012

SCHEDULE 4C
EQUITIES SOLD DURING YEAR

	FUND	CUSIP	SECURITY DESCRIPTION	SHARES	TRADE DATE	NAME OF BROKER	COMM	PROCEEDS FROM SALE	BOOK VALUE	PROFIT/LOSS ON SALE	DIVIDENDS RECEIVED DURING YEAR
4821-0005	D31B						0.00	0.00	0.00	0.00	
4821-0005	D31B						0.00	0.00	0.00	0.00	
4821-0005	D31B		**N/A**								
4821-0005	D31B										
	SCHEDULE TOTALS						0.00	0.00	0.00	0.00	0.00

ANNUAL STATEMENT OF THE TOWN OF BRAINTREE RETIREMENT SYSTEM FOR THE YEAR ENDED DECEMBER 31, 2012

SCHEDULE 5
POOLED FUND ACTIVITY DURING YEAR

* indicates fees paid on warrant

PERAC LEDGER NUMBER	FUND	CUSIP	SECURITY DESCRIPTION	[A] MARKET VALUE AT END OF PREVIOUS YEAR	[B] TOTAL PURCHASES THIS YEAR	[C] 4821 REINVESTED INVESTMENT INCOME	[D] 4884 REALIZED GAIN	[E] 4885 REALIZED LOSS	[F] 4886 UNREALIZED GAIN	[G] 4887 UNREALIZED LOSS	[H] TOTAL SALES THIS YEAR	[I] CASH DIVIDENDS /DISTRIBUTIONS THIS YEAR	[J] 5304 FEES PAID	[K] MARKET VALUE AT END OF YEAR
1173	D31B	100991975	TBC INTERNATIONAL EQUITY FUND	15,823,306.49	0.00	0.00	0.00	0.00	4,932,009.54	2,775,263.82	0.00	0.00	123,686.81 *	17,980,052.21
1197	D31B	47099K983	PRIT ABSOLUTE RETURN FUND	6,448,305.02	0.00	69,598.44	11,882.04	0.00	614,381.34	84,394.76	0.00	0.00	72,523.18	6,987,248.90
1193	D31B	52999B943	LEXINGTON CAPITAL PARTNERS VII	767,501.00	393,509.00	0.00	0.00	0.00	154,138.00	0.00	191,827.00	0.00	14,511.00	1,108,810.00
1181-0030	D31B	543495105	LOOMIS SAYLES INVT GRADE INC FD	34,168,249.01	2,010,493.21	2,010,493.21	0.00	0.00	3,692,720.22	1,133,567.36	0.00	2,010,493.21	166,846.98	38,571,048.10
1199	D31B	69499F935	PRIT GENERAL ALLOCATION FUND	20,649,272.20	0.00	704,965.19	569,736.88	0.00	2,978,418.61	1,361,267.09	0.00	0.00	118,202.49	23,422,923.30
1181-0031	D31B	70299B926	SSGA PASSIVE BD MKT INDEX SL FD	18,431,855.60	0.00	0.00	0.00	0.00	860,338.08	125,823.52	2,350,000.00	0.00	5,565.43 *	16,816,370.16
1194	D31B	74299C991	PRIT CORE REAL ESTATE FUND	5,030,952.55	0.00	275,675.98	159,480.63	7,160.32	490,572.21	198,223.03	0.00	0.00	25,334.08	5,725,963.94
1172	D31B	784997918	SSGA S & P 500 FLAGSHIP FUND	31,809,128.28	0.00	0.00	0.00	0.00	7,976,466.83	2,938,434.69	1,225,000.00	0.00	25,079.21 *	35,622,160.42
	SCHEDULE TOTALS			133,128,570.15	2,404,002.21	3,060,732.82	741,099.55	7,160.32	21,699,044.83	8,616,974.27	3,766,827.00	2,010,493.21	551,749.18	146,234,577.03

SCHEDULE NO. 6

Summary of Investments Owned

Category of Investment		Book Value	Interest Due and Accrued	4823 Paid Accrued Interest on Purchases in Current Year	Commissions Paid During Current Year	4886 UnRealized Gain	4887 UnRealized Loss	4884 Realized Gain	4885 Realized Loss	4821 Investment Income Received During Year
1040 - Cash		2,728,742.09	-	-						6,048.20
1100 - Short Term Securities		-								
1180 - Fixed Inc Securities		-								
1170 - Equities										
1172 - Pooled Domestic Equity Funds	St St Global S&P	35,622,160.42	-	-	-	7,976,466.83	2,938,434.69	-	-	
1173 - Pooled Intern'l Equity Funds	Boston Int'l	17,980,052.21	-	-	-	4,932,009.54	2,775,263.82	-	-	-
1174 - Pooled Global Equity Funds		-								
1181 - Pooled Domestic Fixed Income Fund	SSGA Passive	16,816,370.16	-	-	-	860,338.08	125,823.52	-	-	-
	Loomis	38,571,048.10	-	-	-	3,692,720.22	1,133,567.36	-	-	2,010,493.21
1182 - Pooled Intern'l Fixed Income Funds										
1182 - Pooled Intern'l Fixed Income Funds										
1183 - Pooled Global Fixed Income Funds										
1193 - Pooled Alternative inv Private Equity	Lexington Cap Prtnrs	1,108,810.00	-	-	-	154,138.00	-	-	-	0.00
1194 - Pooled Real Estate Funds	PRIM	5,725,963.94	-	-	-	490,572.21	198,223.03	159,480.63	7,160.32	275,675.98
1195 - Pooled Domestic Balanced Fund										
1196 - Pooled Intern'l Balanced Fund										
1197- Hedge Funds	PRIT Hedge Funds	6,987,248.90	-	-	-	614,381.34	84,394.76	11,882.04	-	69,598.44
1198 - PRIT Cash										
1199 - PRIT Fund	PRIT General Alloc	23,422,923.30	-	-	-	2,978,418.61	1,361,267.09	569,736.88	-	704,965.19
Total		148,963,319.12	0.00	0.00	0.00	21,699,044.83	8,616,974.27	741,099.55	7,160.32	3,066,781.02

ANNUAL STATEMENT OF THE TOWN OF BRAINTREE RETIREMENT SYSTEM FOR THE YEAR ENDED DECEMBER 31, 2012

Schedule No. 7 Summary of Investment Related Fees:

			Q 1 2012	Q2 2012	Q3 2012	Q 4 2012	Accrued Payable Y/E 2012	Total Paid and/or Accrued 2012	Payment Method
	5304- Management Fees								
	1172 - Pooled Domestic								
1	Equity Funds	St St Global S&P	*5,984.26*	*6,371.89*	*6,267.74*	*6,455.32*	*0.00*	*25,079.21*	Check
	1173 - Pooled Intern'l								
2	Equity Funds	Boston Int'l	*29,668.70*	*32,804.99*	*29,648.53*	*31,564.59*	*0.00*	*123,686.81*	Check
	1181 - Pooled Domestic								
3	Fixed Income Fund	SSGA Passive	*1,186.17*	*1,285.27*	*1,434.70*	*1,659.29*	*0.00*	*5,565.43*	Check
4		Loomis	*35,508.25*	*43,163.65*	*43,162.80*	*45,012.28*	*0.00*	*166,846.98*	Net
	1193 - Pooled Alternative inv								
5	Private Equity	Lexington Cap Prtnrs	*2,687.00*	*3,605.00*	*0.00*	*8,219.00*	*0.00*	*14,511.00*	Net
	1194 - Pooled Real Estate Funds								
6		PRIM	*5,934.27*	*5,611.41*	*6,170.17*	*7,618.23*	*0.00*	*25,334.08*	Net
	1197- Hedge Funds								
7		PRIT Hedge Funds/Abs Ret	*17,249.35*	*13,685.47*	*18,296.38*	*23,291.98*	*0.00*	*72,523.18*	Net
	1199 - PRIT Fund								
8		PRIT General Alloc	*27,101.17*	*28,776.63*	*29,059.60*	*33,265.09*	*0.00*	*118,202.49*	Net
	5304- Management Fees TOTAL:		125,319.17	135,304.31	134,039.92	157,085.78	0.00	551,749.18	
	5305- Custodial Fees								
9	State Street Custodial		*17,118.71*	*17,884.43*	*17,700.40*	*18,050.71*	*0.00*	*70,754.25*	Check
	5305- Custodial Fees TOTAL:		17,118.71	17,884.43	17,700.40	18,050.71	0.00	70,754.25	
	5307- Investment Consultant Fees:								
10	New England Pension Consultants		*17,500.00*	*17,500.00*	*17,500.00*	*17,500.00*	*0.00*	*70,000.00*	Check
	5307- Inv Consultant Fees TOTAL:		17,500.00	17,500.00	17,500.00	17,500.00	0.00	70,000.00	
	TOTAL INVESTMENT FEES:							**692,503.43**	