

ANNUAL STATEMENT FOR THE YEAR ENDED DECEMBER 31, 2008
OF THE CONDITIONS AND AFFAIRS OF
Braintree Retirement System

Organized under the Laws of the Commonwealth of Massachusetts to the
PUBLIC EMPLOYEE RETIREMENT ADMINISTRATION COMMISSION

Date of Certificate: 07/01/1937 Effective Date: 07/01/1937

Administration Office
74 Pond Street Second Floor Braintree, MA 02184
Telephone Number: 781-794-8211

We, the undersigned, members of the Board of Retirement of Braintree Retirement System certify under the penalties of perjury, that we are the official board members of said retirement system, and that assets were the absolute property of said retirement systems, 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 the assets, liabilities, income and disbursements, changes in fund balances and of the conditions and affairs of the said retirement system on the said thirty-first day 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

Please identify the
Name of the Board
Member who serves
as Chairperson by
inserting the title
next to his/her name.

<u>FREDERICK T. VIOLA</u>		(signature)
Appointed Member	Term Expires	11/05/2006
<u>PAUL C. MCSOLEY</u>		(signature)
Elected Member	Term Expires	06/30/2011
<u>* GERALD J. KENNY, JR.</u>		(signature)
Elected Member	Term Expires	06/30/2011
<u>PHYLLIS A. DIPALMA</u>		(signature)
Member Appointed by Other Members	Term Expires	02/28/2012
<u>EDWARD DOWD</u>		(signature)

INVESTMENT MANAGERS

Please complete/submit
a complete list. Attach
the list to this page.

SEE ATTACHED SHEET

Name	Address
Name	Address
Name	Address

INVESTMENT CONSULTANT

Name	Address
<u>NEW ENGLAND CONSULTANTS</u>	<u>ONE MAIN STREET, CAMBRIDGE, MA 02142-1542</u>

CUSTODIAN

Name	Address
<u>STATE STREET BANK & TRUST</u>	<u>200 NEWPORT AVENUE, QUINCY, MA 02171</u>

Annual Statement for the Year Ended December 31, 2008 of the Conditions and Affairs of

Braintree Contributory Retirement

INVESTMENT MANAGERS

Boston Company Asset Mgmt, 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

**Annual Statement of the Braintree Retirement System
for the year ended December 31, 2008
ANNUAL STATEMENT BALANCE TESTS**

1. ASSET BALANCE	
Assets Previous Year	141,345,518.43
Income Current Year	-19,130,155.11
Disbursements Current Year	13,561,588.57
Assets Current Year	108,653,774.75
2. ASSET DIFFERENCE	
Assets Current Year	108,653,774.75
Assets Previous Year	141,345,518.43
Difference	-32,691,743.68
3. INCOME DIFFERENCE	
Income Current Year	-19,130,155.11
Disbursements Current Year	13,561,588.57
Difference	-32,691,743.68
4. FUND CHANGE DIFFERENCE	
Total Fund Change Credits Current Year.	-13,178,984.11
Total Fund Change Debits Current Year ...	19,512,759.57
Difference	-32,691,743.68

NOTE: THE SUMS OF TESTS 2,3, AND 4 SHOULD BE THE SAME.

**Annual Statement of the Braintree Retirement System
for the year ended December 31, 2008**

	Balance December 31 2007	Receipts	Interfund Transfers	Disbursements	Balance December 31 2008
Annuity Savings Fund	30,913,764.07	3,960,735.65	-2,002,087.00	597,739.85	32,274,672.87
Annuity Reserve Fund	11,004,276.96	338,308.88	2,002,087.00	1,603,948.61	11,740,724.23
Pension Fund	1,652,254.30	6,804,144.18	3,949,084.00	10,556,754.12	1,848,728.36
Military Service Fund	1,483.41	8.90	0.00	0.00	1,492.31
Expense Fund	0.00	803,145.99	0.00	803,145.99	0.00
Pension Reserve Fund	97,773,739.69	-31,036,498.71	-3,949,084.00	0.00	62,788,156.98
TOTAL ALL FUNDS:	141,345,518.43	-19,130,155.11	0.00	13,561,588.57	108,653,774.75

List Below all Transfers:

Transfer from 3293	Fund to the 3294	Fund in the Amount of	2,033,760.46	on account of	retirements
Transfer from 3297	Fund to the 3296	Fund in the Amount of	3,949,084.00	on account of	TRSFRR FROM PRF TO FUND
Transfer from 3294	Fund to the 3293	Fund in the Amount of	31,673.46	on account of	restoration to service per s. 105
Transfer from	Fund to the	Fund in the Amount of		on account of	
Transfer from	Fund to the	Fund in the Amount of		on account of	
Transfer from	Fund to the	Fund in the Amount of		on account of	
Transfer from	Fund to the	Fund in the Amount of		on account of	
Transfer from	Fund to the	Fund in the Amount of		on account of	
Transfer from	Fund to the	Fund in the Amount of		on account of	
Transfer from	Fund to the	Fund in the Amount of		on account of	
Transfer from	Fund to the	Fund in the Amount of		on account of	
Transfer from	Fund to the	Fund in the Amount of		on account of	
Transfer from	Fund to the	Fund in the Amount of		on account of	

**Annual Statement of the Braintree Retirement System for
the year ended December 31, 2008**

Assets and Liabilities

	2008 End Balance	2007 End Balance	2006 End Balance
1040 - 1049 Cash	2,979,361.89	3,650,473.38	4,475,248.83
1100 - Short Term Investments	0.00	0.00	0.00
1180 - Fixed Income Sec (book value)	0.00	0.00	0.00
1170 - Equities	0.00	0.00	24,363,209.85
1101 - Pooled Short Term Funds	0.00	0.00	0.00
1172 - Pooled Domestic Equity Funds	21,369,537.23	35,268,893.65	20,006,046.28
1173 - Pooled International Equity Funds	13,203,127.21	19,295,677.06	20,107,765.08
1174 - Pooled Global Equity Funds	0.00	0.00	0.00
1181 - Pooled Domestic Fixed Income Funds	45,564,915.01	48,576,233.82	44,581,767.25
1182 - Pooled International Fixed Income Funds	0.00	0.00	0.00
1183 - Pooled Global Fixed Income Funds	0.00	0.00	0.00
1193 - Pooled Alternative Investments	5,554,480.26	5,101,609.53	0.00
1194 - Pooled Real Estate Funds	4,361,229.51	7,118,148.94	6,593,592.36
1195 - Pooled Domestic Balanced Funds	0.00	0.00	0.00
1196 - Pooled International Balanced Funds	0.00	0.00	0.00
1198 - PRT Cash	0.00	0.00	0.00
1199 - PRT Fund	15,610,401.79	22,281,587.98	13,519,879.65
1891 - Principal Adjustment Account	0.00	0.00	0.00
1550 - Interest Due & Accrued Cur Yr	0.00	0.00	0.00
1398 - Accounts Receivable (A)	36,911.86	53,890.07	365,593.24
2020 - Accounts Payable (A)	-26,190.01	-996.00	-38,911.21
Total	108,653,774.75	141,345,518.43	133,974,191.33
Funds :			
3293 - Annuity Savings Fund	32,274,672.87	30,913,764.07	29,676,851.24
3294 - Annuity Reserve Fund	11,740,724.23	11,004,276.96	10,308,408.73
3295 - Military Service Fund	1,492.31	1,483.41	1,474.56
3296 - Pension Fund	1,848,728.36	1,652,254.30	0.00
3298 - Expense Fund	0.00	0.00	0.00
3297 - Pension Reserve Fund	62,788,156.98	97,773,739.69	93,987,456.80
Total Assets at Market Value	108,653,774.75	141,345,518.43	133,974,191.33

(A) Detail for Accounts Receivable and Accounts Payable are to be placed on Schedule A

**Annual Statement of the Braintree Retirement System
for the year ended December 31, 2008**

RECEIPTS

	2008	2007	2006
1. Annuity Savings Fund :			
(a) 4891 - Members Deductions	3,258,767.62	3,073,756.58	2,877,879.34
(b) 4892 - Transfers From Other	491,586.77	125,539.82	356,970.71
(c) 4893 - Make Up and Redeposit Payments	25,992.19	14,133.25	135,981.40
(d) 4900 - Member Payments from Rollovers	7,747.69	1,980.27	60,085.81
(e) Investment Income Cr to Members A/C	176,641.38	169,688.96	160,543.57
Subtotal	3,960,735.65	3,385,098.88	3,591,460.83
2. Annuity Reserve Fund :			
(a) Investment Income Cr to Annuity Res Fd	338,308.88	318,250.05	311,192.45
Subtotal	338,308.88	318,250.05	311,192.45
3. Pension Fund :			
(a) 4898 - 3(B)(c) Reimburse from Other Sys	155,374.10	151,881.03	149,828.98
(b) 4899 - Rec'd from State for COLA & Surviv	306,605.04	338,143.14	348,604.16
(c) 4889 - Prin Adj Account Amort Gain	0.00	0.00	0.00
(c) 4894 - Pension Fund Appropriation	6,342,165.04	6,163,965.00	5,930,780.00
Subtotal	6,804,144.18	6,653,989.17	6,429,213.14
4. Military Service Fund :			
(a) 4890 - Military Serv Contr from Municipal	0.00	0.00	0.00
(b) Invest Inc Credited Military Ser Fd	8.90	8.85	8.80
Subtotal	8.90	8.85	8.80
5. Expense Fund :			
(a) 4896 - Expense Fund Appropriation	0.00	0.00	0.00
(b) Investment Income Cr to Expense Fund	803,145.99	1,046,239.55	931,154.04
Subtotal	803,145.99	1,046,239.55	931,154.04
6. Pension Reserve Fund :			
(a) 4897 - Federal Grant Reimbursement	54,357.04	52,266.00	50,446.00
(b) 4895 - Pension Reserve Appropriation	0.00	0.00	0.00
(c) 4822 - Interest not Refunded:	2,450.90	1,096.36	3,309.59
(d) 4825 - Misc. Income	18,162.14	48,631.07	12,666.64
(e) Excess Investment Income	-31,111,468.79	8,541,841.25	15,058,120.57
Subtotal	-31,036,498.71	8,643,834.88	15,124,542.80
TOTAL RECEIPTS	-19,130,155.11	20,047,421.18	26,387,572.06

**Annual Statement of the Braintree Retirement System
for the year ended December 31, 2008**

Disbursements

	2008	2007	2006
1. Annuity Savings Fund :			
(a) 5757 - Refunds To Members	224,695.48	174,536.03	293,336.85
(b) 5756 - Transfers To Other Systems :	373,044.37	189,168.42	123,810.58
Subtotal	597,739.85	363,704.45	417,147.43
2. Annuity Reserve Fund :			
(a) 5750 - Annuities Paid	1,539,714.65	1,408,829.02	1,304,673.25
(b) 5759 - Option B Refunds	64,233.96	0.00	36,237.02
Subtotal	1,603,948.61	1,408,829.02	1,340,910.27
3. Pension Fund :			
(a) 5751 - Pensions Paid	0.00	0.00	0.00
Regular Pension Payments	6,747,579.15	6,304,554.29	5,753,537.50
Survivorship Payments	682,982.55	545,336.70	510,103.35
Ordinary Disability Payments	214,978.88	172,094.58	168,955.80
Accidental Disability Payments	1,802,276.60	1,772,321.74	1,985,085.21
Accidental Death Payments	743,691.69	730,818.44	677,299.36
Section 101 Benefits	52,467.00	53,587.07	47,635.38
(b) 5755 - 3 (B) (c) Reimb To Other Sys	228,315.65	207,383.29	210,665.29
(c) 5752 - COLA's Paid	84,462.60	71,224.95	69,655.12
(d) 5753 - Chapter 389 Ben Increase Pd	0.00	0.00	0.00
(e) 4885 - Loss on Sales of Investments	0.00	0.00	0.00
(f) 4887 - Decrease in Mkt Value of Equities	0.00	0.00	0.00
Subtotal	10,556,754.12	9,857,321.06	9,422,937.01
4. Military Service Fund :			
(a) 4890 - Return to Municipality for Members who withdrew their fund	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	158,720.00	159,668.95	137,435.88
(c) 5304 - Mgt Fees Not Chgd To Inv Inc *	423,228.33	647,041.83	596,622.05
(d) 5305 - Custodial Fees *	70,476.73	84,797.62	81,634.61
(e) 5307 - Investment Consultant Fees *	65,000.00	60,000.00	50,000.00
(f) 5308 - Legal Expenses	13,648.00	19,886.50	12,592.61
(g) 5309 - Medical Expenses	0.00	20.00	20.00
(h) 5310 - Fiduciary Insurance	7,489.00	7,258.00	6,621.50
(i) 5311 - Service Contracts	19,480.00	19,867.47	12,563.61
(j) 5312 - Rent Expense	0.00	0.00	0.00
(k) 5589 - Administrative Expenses	37,675.47	28,405.41	28,944.23
(l) 5599 - Furniture and Equipment	1,524.33	14,729.56	60.89
(m) 5719 - Travel	5,904.13	4,564.21	4,658.66
Subtotal	803,145.99	1,046,239.55	931,154.04
Total Disbursements:	13,561,588.57	12,676,094.08	12,112,148.75

**Annual Statement of the Braintree Retirement System
for the year ended December 31, 2008**

	2008	2007	2006
	End Balance	End Balance	
Investment Income			
Investment Income Received From :			
(a) Cash (from schedules 1A and 1 C)	57,851.13	333,729.52	181,849.32
(b) Short Term Investments (sch 2)	0.00	0.00	0.00
(c) Fixed Inc Sec (from sch 3A and 3C)	0.00	0.00	0.00
(d) Equities (from sch 4A and 4C)	38,594.94	322,719.21	375,860.86
(e) Pooled Funds (from Schedule 5)	3,492,644.60	2,784,566.70	2,461,144.42
(f) Commission Recapture	0.00	0.00	0.00
4821 - TOTAL INVESTMENT INCOME	3,589,090.67	3,441,017.43	3,016,854.60
Plus :			
4884 - Realized Gains	299,437.24	4,819,350.79	3,379,090.80
4886 - Unrealized Gains	9,780,736.70	12,147,833.56	15,315,710.30
1550 - Interest Due & Accrued Cur Yr	0.00	0.00	0.00
	10,080,173.94	16,967,184.35	18,694,801.10
Less :			
4823 - Pd Accrued Int - Fixed Inc Securities	0.00	0.00	0.00
4885 - Realized Losses	-1,653,736.99	-2,208,888.11	-344,151.50
4887 - Unrealized Losses	-41,808,891.26	-8,123,285.01	-4,908,484.77
1550 - Inc Due & Accrued Prior Year	0.00	0.00	0.00
	-43,462,628.25	-10,332,173.12	-5,252,636.27
NET INVESTMENT INCOME	-29,793,363.64	10,076,028.66	16,461,019.43
Income Required :			
Annuity Savings Fund (Supp Schedule)	176,641.38	169,688.96	160,543.57
Annuity Reserve Fund	338,308.88	318,250.05	311,192.45
Expense Fund	803,145.99	1,046,239.55	931,154.04
Military Service Fund	8.90	8.85	8.80
	1,318,105.15	1,534,187.41	1,402,898.86
TOTAL INCOME REQUIRED	1,318,105.15	1,534,187.41	1,402,898.86
Net Investment Income	-29,793,363.64	10,076,028.66	16,461,019.43
Less : Income Required	-1,318,105.15	-1,534,187.41	-1,402,898.86
EXCESS INCOME TO THE PENSION RESERVE FUND	-31,111,468.79	8,541,841.25	15,058,120.57

Annual Statement of the Braintree Retirement System for the Year Ended December 31, 2008

ACTIVE MEMBERS

	<u>Group 1</u>	<u>Group 2&4</u>	<u>Total</u>
Active Membership, Dec. 31, previous year	662	202	864
Inactive Membership, Dec. 31, previous year	45	4	49
Enrolled during current year:			
Transfers between groups	51	1	52
Reinstatements of disabled members	-1	1	0
	<u>0</u>	<u>0</u>	<u>0</u>
SUBTOTAL	757	208	965
Deduct:			
Death	1	0	1
Withdrawal	35	1	36
Retirements	<u>20</u>	<u>7</u>	<u>27</u>
	56	8	64
SUBTOTAL	56	8	64
Active Membership totals:	701	200	901
Adjustments	(150)	7	(153)
Total Active Memberships, Dec. 31 current year	<u>541</u>	<u>208</u>	<u>749</u>
Inactive Membership, Dec. 31, current yr	<u>38</u>	<u>3</u>	<u>41</u>

RETIRED MEMBERS, BENEFICIARIES, and SURVIVORS

Retired, Beneficiary, and Survivor Membership, Dec. 31, previous year	333	176	509
Retirements during the year:			
Superannuation	17	5	22
Ordinary disability	1	1	2
Accidental disability	0	0	0
Termination Retirement Allowance	0	0	0
Beneficiary of Deceased Retiree	2	0	2
Survivor benefits from active membership	0	1	1
SUBTOTAL	20	7	27
Deduct:			
Deaths of retired members	20	4	24
Termination of Survivor Benefits	2	2	4
Reinstatements of disabled pensions	0	0	0
SUBTOTAL	22	6	28
Retired Membership, Dec. 31, current year	<u>285</u>	<u>94</u>	<u>369</u>
Superannuation	285	94	369
Ordinary Disability	8	3	11
Accidental Disability	16	43	59
Termination	0	0	0
Beneficiaries from accidental deaths	0	13	13
Beneficiaries from Section 100	0	4	4
Beneficiaries from Section 101	3	4	7
Beneficiaries from Option (c)	23	9	32
Option (d) Survivor Allowance	18	5	23
Section 12B Survivor Allowance	1	1	2
Total Retired, Beneficiary, and Survivor Membership, Dec. 31, current year	<u>334</u>	<u>176</u>	<u>510</u>
TOTAL MEMBERSHIP	-	-	-
Active, Inactive, Retired, Beneficiary and Survivor, Dec. 31, current year	<u>913</u>	<u>379</u>	<u>1300</u>

**Annual Statement of the Braintree Retirement System
for the year ended December 31, 2008**

Schedule A

Detail of Accounts Receivable and Accounts Payable

Accounts Receivable

4891 - Members Deductions	0.00
4892 - Transfers From Other Systems	0.00
4893 - Member Make Up Payments and Redeposits	36,911.86
4898 - 3-(8)(c) Reimbursements From Other Systems	0.00
4899 - Received from Commonwealth for COLA and Survivor Bene	0.00
4884 - Profit on Sale of Investments	0.00
4894 - Pension Fund Appropriation - City	0.00
4894 - Pension Fund Appropriation - SHA	0.00
4890 - Contr Rec'd from municipality on a/c of mil serv	0.00
4897 - Federal Grant Reimbursement	0.00
4895 - Pension Reserve Appropriation	0.00

Investments Sold but funds not received (list individually)

4901 - Approp LRTA	0.00
4902 - INCOME	0.00
4903 - SALE OF INVESTMENTS	0.00
4904 -	0.00
4905 - VENTURE CAPITAL DISTRIBUTIONS	0.00
Total Receivables	36,911.86

Accounts Payable

5757 - Refunds to Members	0.00
5756 - Transfers to Other Systems	0.00
5750 - Annuities Paid	0.00
5759 - Option B Refunds	0.00
5751 - Pensions Paid	0.00
5755 - 3(8)(c) Reimbursements To Other Systems	0.00
5752 - COLA's Paid	0.00
5753 - Chapter 389 Beneficiary Increase Paid	0.00
4885 - Loss on Sale of Investments	0.00
4890 - Return to Municipality For Members who withdrew funds	0.00
5119 - Salaries	0.00
5308 - Legal Expenses	2,947.00
5309 - Medical Expenses	0.00
5719 - Travel	0.00
5589 - Administrative Expenses	6,498.01
5599 - Furniture and Equipment	0.00
5304 - Management Fees as offset to Expense Fund	0.00
5305 - Custodial Fees as offset to Expense Fund	0.00
5307 - Consultant Fees	16,250.00
5118 - Board Member Stipend	0.00

Investments Purchased but not paid for (list individually)

5901 - INVESTMENTS	0.00
5902 - 5311- Contract services	495.00
5903 -	0.00
5904 -	0.00
Total Payables	26,190.01

**Annual Statement of the Braintree Retirement System
for the year ended December 31, 2008
Interest Posted to the Annuity Reserve Fund**

<u>Month</u>	<u>(Debits) Credits</u>	<u>Balance</u>	<u>Balance X .0025</u>
January 1st	-----	11004276.96	27510.69
January 31st	-121789.46	10882487.50	27206.22
February 28 th	-43728.48	10838759.02	27096.90
March 31st	123304.88	10715454.14	26788.64
April 30 th	-436060.81	11151514.95	27878.79
May 31st	-56892.60	11208407.55	28021.02
June 30 th	-278552.28	11486959.83	28717.40
July 31st	73366.02	11413593.81	28533.98
August 31st	-302578.80	11716172.61	29290.43
September 30 th	-24510.11	11740682.72	29351.71
October 31st	132665.45	11608027.27	29020.07
November 30th	215086.59	11566691.47	28893.04
			338308.88

ANNUAL STATEMENT OF THE TOWN OF BRAINTREE RETIREMENT SYSTEM FOR THE YEAR ENDED DECEMBER 31, 2008

SCHEDULE 1
CASH ACCOUNT ACTIVITY DURING YEAR

<u>FUND</u>	<u>CUSIP</u>	<u>SECURITY DESCRIPTION</u>	<u>BOOK VALUE AT END OF PREVIOUS YEAR</u>	<u>TOTAL DEPOSITS/WITHDRAWALS THIS YEAR</u>	<u>BOOK VALUE AT END OF YEAR</u>	<u>INCOME RECEIVED THIS YEAR</u>
D31B	8611239B5	STATE STREET BANK STIF	416,579.73	43,194.98	459,774.71	13,064.64 4821-0005
Ckng	9957945-50	BANK OF AMERICA	116.92	(72.69)	44.23	1,299.92 4821-0041
Cap	2820-8480	BANK OF AMERICA	3,233,776.73	(714,233.78)	2,519,542.95	43,486.57 4821-0040
SCHEDULE TOTALS			3,650,473.38	(671,111.49)	2,979,361.89	57,851.13

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ANNUAL STATEMENT OF THE TOWN OF BRAINTREE RETIREMENT SYSTEM FOR THE YEAR ENDED DECEMBER 31, 2008

SCHEDULE 2A
SHORT TERM SECURITIES OWNED AT END OF YEAR

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

ANNUAL STATEMENT OF THE TOWN OF BRAINTREE RETIREMENT SYSTEM FOR THE YEAR ENDED DECEMBER 31, 2008

SCHEDULE 2B
SHORT TERM SECURITIES PURCHASED DURING YEAR

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

ANNUAL STATEMENT OF THE TOWN OF BRAINTREE RETIREMENT SYSTEM FOR THE YEAR ENDED DECEMBER 31, 2008

SCHEDULE 2C
SHORT TERM SECURITIES SOLD DURING YEAR

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

ANNUAL STATEMENT OF THE TOWN OF BRAINTREE RETIREMENT SYSTEM FOR THE YEAR ENDED DECEMBER 31, 2008

SCHEDULE 3A
FIXED INCOME SECURITIES OWNED AT END OF YEAR

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

ANNUAL STATEMENT OF THE TOWN OF BRAINTREE RETIREMENT SYSTEM FOR THE YEAR ENDED DECEMBER 31, 2008

SCHEDULE 3B
FIXED INCOME SECURITIES PURCHASED DURING YEAR

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

ANNUAL STATEMENT OF THE TOWN OF BRAINTREE RETIREMENT SYSTEM FOR THE YEAR ENDED DECEMBER 31, 2008

SCHEDULE 4A
EQUITIES OWNED AT END OF YEAR

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

ANNUAL STATEMENT OF THE TOWN OF BRAINTREE RETIREMENT SYSTEM FOR THE YEAR ENDED DECEMBER 31, 2008

SCHEDULE 4B
EQUITIES PURCHASED DURING YEAR

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

ANNUAL STATEMENT OF THE TOWN OF BRAINTREE RETIREMENT SYSTEM FOR THE YEAR ENDED DECEMBER 31, 2008

SCHEDULE 4C
EQUITIES SOLD DURING YEAR

<u>FUND</u>	<u>CUSIP</u>	<u>SECURITY DESCRIPTION</u>	<u>SHARES</u>	<u>TRADE DATE</u>	<u>NAME OF BROKER</u>	<u>COMM</u>	<u>PROCEEDS FROM SALE</u>	<u>BOOK VALUE</u>	<u>PROFIT/LOSS ON SALE</u>	<u>DIVIDENDS RECEIVED DURING YEAR</u>
4821-0005	D31D 58155Q103	MCKESSON CORP		00/00/00		0.00	0.00	0.00	0.00	303.40
4821-0005	D31D 911312106	UNITED PARCEL SVC INC		00/00/00		0.00	0.00	0.00	0.00	2,448.60
4821-0005	D31B	SECURITIES LITIGATION INCOME - ELECTRONIC DATA SYSTEMS				0.00	0.00	0.00	0.00	2,774.27
4821-0005	D31B	SECURITIES LITIGATION INCOME - FREDDIE MAC				0.00	0.00	0.00	0.00	4,777.13
4821-0005	D31B	SECURITIES LITIGATION INCOME - WORLDCOM				0.00	0.00	0.00	0.00	28,291.54
SCHEDULE TOTALS						0.00	0.00	0.00	0.00	38,594.94

To Sch 4A to P. 6, line d

ANNUAL STATEMENT OF THE TOWN OF BRAINTREE RETIREMENT SYSTEM FOR THE YEAR ENDED DECEMBER 31, 2008

SCHEDULE 5
POOLED FUND ACTIVITY DURING YEAR

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	19,295,677.06	1,500,000.00	0.00	0.00	0.00	2,299,246.90	9,891,796.75	0.00	0.00	131,828.14 *	13,203,127.21
1193	D31B	47099K983	PRIT ABSOLUTE RETURN FUND	5,101,609.53	1,700,000.00	50,378.42	0.00	0.00	262,355.61	1,507,752.31	0.00		52,110.99	5,554,480.26
1181-0030	D31B	543495105	LOOMIS SAYLES INVNT GRADE INC FD	28,636,095.81	2,424,222.03	2,424,222.03			1,231,169.25	6,761,614.63	0.00	2,424,222.03	136,049.17	25,393,823.29
1199	D31B	69499F935	PRIT GENERAL ALLOCATION FUND	22,281,587.98	0.00	675,094.99	252,458.20	1,397,132.71	1,097,760.01	7,203,885.59	0.00		95,481.09	15,610,401.79
1181-0031	D31B	70299B926	SSGA PASSIVE BD MKT INDEX SL FD	19,940,138.01	1,006,807.38	6,807.38			1,975,266.70	951,120.37	1,800,000.00	6,807.38	-13,129.14 *	20,171,091.72
1184	D31B	74299C991	PRIT CORE REAL ESTATE FUND	7,118,148.94	0.00	336,141.78	46,979.04	256,604.28	233,198.99	1,353,161.35	1,750,000.00		13,473.61	4,381,229.51
1172	D31B	784997918	SSGA S & P 500 FLAGSHIP FUND	35,268,893.65	1,758,464.60	0.00			2,681,739.24	14,139,560.26	4,200,000.00		7,414.47 *	21,369,537.23
SCHEDULE TOTALS				137,642,150.98 ok	8,389,494.01	3,492,644.60 ok	299,437.24 ok	1,653,736.99 ok	9,780,736.70 ok	41,808,891.26 ok	7,750,000.00	2,431,029.41	423,228.33 ok	105,663,691.01 ok

To P.05, line E

To P. 05, line 4884

To P. 05, line 4885

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SCHEDULE NO. 6
Summary of Investments Owned

Category of Investment	Book Value	Interest Due and Accrued	4823	Commissions Paid During Current Year	4886	4887	4884	4885	4821
			Interest on Purchases in Current Year		UnRealized Gain	UnRealized Loss	Realized Gain	Realized Loss	Investment Income Received During Year
1040 - Cash	2,979,361.89	-	-	-	-	-	-	-	96,446.07
1100 - Short Term Securities	-	-	-	-	-	-	-	-	-
1180 - Fixed Inc Securities	-	-	-	-	-	-	-	-	-
1170 - Equities									
1172 - Pooled Domestic Equity Funds	St St Global S&P	21,369,537.23	-	-	-	2,681,739.24	14,139,560.26	-	-
1173 - Pooled Intern'l Equity Funds	Boston Int'l	13,203,127.21	-	-	-	2,299,246.90	9,891,796.75	-	-
1174 - Pooled Global Equity Funds		-	-	-	-	-	-	-	-
1181 - Pooled Domestic Fixed Income Fund	SSGA Passive Loomis	20,171,091.72	-	-	-	1,975,266.70	951,120.37	-	6,807.38
		25,393,823.29	-	-	-	1,231,169.25	6,761,614.63	-	2,424,222.03
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	PRIT Abs Ret	5,554,480.26	-	-	-	262,355.61	1,507,752.31	-	50,378.42
1194 - Pooled Real Estate Funds	PRIM	4,361,229.51	-	-	-	233,198.99	1,353,161.35	46,979.04	256,604.28
1195 - Pooled Domestic Balanced Fund									
1196 - Pooled Intern'l Balanced Fund									
1198 - PRIT Cash									
1199 - PRIT Fund	PRIT General Alloc	15,610,402				1,097,760.01	7,203,885.59	252,458.20	1,397,132.71
									675,094.99
Total		108,643,052.90	0.00	0.00	0.00	9,780,736.70	41,808,891.26	299,437.24	1,653,736.99
	Trial Balance	108,643,052.90				9,780,736.70	41,808,891.26	299,437.24	1,653,736.99
Variance:		-				-	-	-	-

PLAN DESCRIPTION

The plan is a contributory defined benefit plan covering all Bradford Retirement System member unit employees deemed eligible by the retirement board, with the exception of school department employees who serve in a teaching capacity. The pensions of such school employees are administered by the Teachers' Retirement Board.

Instituted in 1937, the System is a member of the Massachusetts Contributory Retirement System and is governed by Chapter 32 of the Massachusetts General Laws. Membership in the plan is mandatory immediately upon the commencement of employment for all permanent, full-time employees.

The system provides for retirement allowance benefits up to a maximum of 80% of a member's highest three-year average annual rate of regular compensation. Benefit payments are based upon a member's age, length of creditable service, level of compensation, and group classification.

Members become vested after ten years of creditable service. A superannuation retirement allowance may be received upon the completion of twenty years of service, or upon reaching the age of 55 with ten years of service. Normal retirement for most employees occurs at age 65 (for certain hazardous duty and public safety positions, normal retirement is at age 55).

A retirement allowance consists of two parts: an annuity and a pension. A member's accumulated total deductions and a portion of the interest they generate constitute the annuity. The difference between the total retirement benefit and the annuity is the pension. The average retirement benefit is approximately 80 - 85% pension and 15 - 20% annuity.

Active members contribute either 5, 7, 8, or 9% of their gross regular compensation. Members joining the retirement system after January 1, 1979 must contribute an additional 2% on regular compensation earned at a rate in excess of \$30,000. The percentage rate is keyed to the date upon which an employee's membership commences. These deductions are deposited in the Annuity Savings Fund, and earn interest at a rate determined by the Executive Director of PERAC, according to statute. When a member's retirement becomes effective, his/her deductions and related interest are transferred to the Annuity Reserve Fund. Cost-of-living adjustments, and any other increase in benefits imposed by state law granted between 1981 and 1996, are borne by the state.

The pension portion of any retirement benefit is paid from the Pension Fund of the System. The governmental unit employing the member must annually appropriate and contribute the amount of current year pension payments as determined by PERAC's Actuary. In the past, retirement systems were paying only the actual retirement benefits that were due each year. Systems had no statutory authorization to put aside any money for the future benefits of employees who are now working. Large unfunded liabilities resulted from operating upon this pay-as-you-go basis. In 1977, legislation authorized local governments to appropriate funds to meet future pension obligations.

In 1983, additional legislation was passed requiring the transfer of investment earnings (in excess of the amount credited to member accounts) into the Pension Reserve Fund. These initiatives have significantly reduced the rate of growth of the retirement systems' unfunded liabilities, and in some systems, have actually reduced such liability.

Administrative expenses are funded through excess investment income.

Members who become permanently disabled for further duty may be eligible to receive a disability retirement allowance. The amount of benefits to be received in such cases is dependent upon several factors including: whether or not the disability is work related, the member's age, years of creditable service, level of compensation, veteran's status, and group classification.

Employees who resign from service and who are not eligible to receive a retirement allowance, or are under the age of 55, are entitled to request a refund of their accumulated total deductions. In addition, depending upon the number of years of creditable service, such employees are entitled to receive either zero (0%) percent, fifty (50%) percent, or one hundred (100%) percent of the regular interest that has accrued upon those deductions. Survivor benefits are extended to eligible beneficiaries of members whose death occurs prior to or following retirement.

SIGNIFICANT ACCOUNTING POLICIES

The accounting records of the System are maintained on a calendar year basis in accordance with the standards and procedures established by the Executive Director of Public Employee Retirement Administration Commission. All investments are stated at market value at the end of the year.

The Annuity Savings Fund is the fund in which members' contributions are deposited. Active members contribute either 5, 7, 8, or 9% of their gross regular compensation. Voluntary contributions, red deposits, and transfers to and from other systems, are also accounted for in this fund. Members' contributions to the fund earn interest at a rate determined by PERAC. Interest for some members who withdraw within less than ten years of service is transferred to the Pension Reserve Fund. Upon retirement, a members' contributions and interest are transferred to the Annuity Reserve Fund. Dormant account balances must be transferred to the Pension Reserve Fund after a period of ten years of inactivity.

The Annuity Reserve Fund is the fund to which a member's account is transferred upon retirement from the Annuity Savings Fund and Special Military Service Credit Fund. The annuity portion of the retirement allowance is paid from this fund. Interest is credited monthly to this fund at the rate of 3% annually on the previous month's balance.

The Special Military Service Credit Fund contains contributions and interest for members while on a military leave for service in the Armed Forces who will receive creditable service for the period of that leave.

The Expense Fund contains amounts transferred from investment income or appropriated by the governmental units for the purposes of administering the retirement system.

The Pension Fund contains the amounts appropriated by the governmental units as established by PERAC to pay the pension portion of each retirement allowance.

The Pension Reserve Fund contains amounts appropriated by the governmental units for the purposes of funding future retirement benefits. Any profit or loss realized on the sale or maturity of any investment, or on the unrealized gain of a market valued investment as of the valuation date, is credited to the Pension Reserve Fund. Additionally, any investment income in excess of the amount required to credit interest to the Annuity Savings Fund, Annuity Reserve Fund, Expense Fund, and Special Military Service Credit Fund, is credited to this reserve account.

The Investment Income Account is credited all income derived from invested funds. At the end of the year, the income credited to the Annuity Savings Fund, Annuity Reserve Fund, Expense Fund, and Special Military Service Credit Fund, is distributed from this account, and the remaining balance is transferred to the Pension Reserve Fund.



BRAINTREE RETIREMENT SYSTEM

PERAC INFORMATION DISCLOSURE

The most recent actuarial valuation of the System was prepared by Stone Consulting, Inc. as of January 1, 2008

The normal cost for employees on that date was:	\$2,990,382	8.8% of payroll
The normal cost for the employer was:	\$1,701,085	5.0% of payroll
The actuarial liability for active members was:	\$86,927,118	
The actuarial liability for retired members was (includes inactives):	\$102,338,852	
Total actuarial accrued liability:	\$189,265,970	
System assets as of that date:	<u>141,345,518</u>	
Unfunded actuarial accrued liability:	\$47,920,452	

The ratio of system's assets to total actuarial liability was: 75%

As of that date the total covered employee payroll was: \$33,893,980

The principal actuarial assumptions used in the valuation are as follows:

Investment Return: 7.875% per annum
 Rate of Salary Increase: 4.75% per annum

SCHEDULE OF FUNDING PROGRESS (Dollars in \$000's)

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a % of Covered Payroll ((b-a)/c)
1/1/2008	\$141,346	\$189,266	\$47,920	75%	\$33,894	141%
1/1/2006	\$119,722	\$167,313	\$47,592	72%	\$30,861	154%
1/1/2004	\$103,345	\$151,324	\$47,979	68%	\$29,450	163%
1/1/2002	\$91,927	\$132,850	\$40,923	69%	\$28,775	142%
1/1/2000	\$89,822	\$117,318	\$27,496	77%	\$24,276	113%



BRAINTREE RETIREMENT SYSTEM FUNDING SCHEDULE

Fiscal Year	Normal Cost	Unfunded Liability	Funding of UAL	Schedule Contribution	Adjusted for Aug 15 - Nov 15 Monthly Payments
2010	2,180,715	50,007,121	4,440,744	6,621,459	6,747,969
2011	2,284,299	49,154,729	4,529,243	6,813,542	6,943,721
2012	2,392,803	48,139,744	4,619,512	7,012,315	7,146,292
2013	2,506,461	46,947,450	4,711,586	7,218,047	7,355,956
2014	2,625,518	45,561,939	4,805,502	7,431,020	7,572,997
2015	2,750,230	43,966,006	4,901,296	7,651,526	7,797,717
2016	2,880,866	42,141,056	4,999,006	7,879,872	8,030,426
2017	3,017,707	40,066,986	5,098,670	8,116,378	8,271,450
2018	3,161,049	37,722,071	5,200,328	8,361,376	8,521,129
2019	3,311,198	35,082,830	5,304,019	8,615,217	8,779,820
2020	3,468,480	32,123,893	5,398,543	8,867,023	9,036,437
2021	3,633,233	28,829,971	5,501,869	9,135,102	9,309,638
2022	3,805,812	25,165,189	5,611,907	9,417,718	9,597,653
2023	3,986,588	21,093,104	5,724,145	9,710,732	9,896,266
2024	4,175,951	16,579,265	5,838,628	10,014,578	10,205,917
2025	4,374,308	11,586,462	5,955,400	10,329,708	10,527,068
2026	4,582,088	6,074,508	6,074,508	10,656,596	10,860,201
2027	4,799,737	-	-	4,799,737	4,891,441
2028	5,027,725	-	-	5,027,725	5,123,784

Amortization of Unfunded Liability as of July 1, 2009

Year	Type	Original Amort. Amount	Percentage Increasing	Original # of Years	Current Amort. Amount	Years Remaining
2005	ERI-BHA2002	11,240	0.00%	15	11,240	10
2006	ERI_BHA2003	4,554	0.00%	15	4,554	11
2010	Fresh Start	4,424,950	2.00%	17	4,424,950	17

Notes on Amortization of Unfunded Liability

Year is the year the amortization base was established.

Type is the reason for the creation of the base. Examples are Gain/(Loss) or Fresh Start.

Original Amortization Amount is the annual amortization amount when the base was established.

Percentage Increasing is the percentage that the Original Amortization Amount increases per year.

Original # of Years is the number of years over which the base is being amortized.

Current Amortization Amount is the amortization payment amount for this year.

Years Remaining is the number of years left to amortize the base.

