

EMPLOYEES' RETIREMENT
SYSTEM OF GEORGIA

2007
ANNUAL
REPORT



FISCAL YEAR ENDED JUNE 30, 2007

INTRODUCTORY SECTION

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INTRODUCTORY SECTION

BOARDS OF TRUSTEES

Russell W. Hinton, ex-officio

*Chairman
State Auditor*

Employees' Retirement System
Public School Employees Retirement System
Legislative Retirement System
Georgia Judicial Retirement System
Georgia Defined Contribution Plan
Georgia Military Pension Fund
Georgia Deferred Compensation Plans
State Employees' Assurance Department
State Social Security Trust Fund

Dan Ebersole, ex-officio

Director

Office of Treasury and Fiscal Services
Employees' Retirement System
Public School Employees Retirement System
Legislative Retirement System
Georgia Judicial Retirement System
Georgia Defined Contribution Plan
Georgia Military Pension Fund
Georgia Deferred Compensation Plans
State Employees' Assurance Department
State Social Security Trust Fund

Michael D. Kennedy

Korn/Ferry International

Employees' Retirement System
Public School Employees Retirement System
Legislative Retirement System
Georgia Judicial Retirement System
Georgia Defined Contribution Plan
Georgia Military Pension Fund
Georgia Deferred Compensation Plans
State Social Security Trust Fund

Celeste Osborn

*Deputy Chief Financial Officer
Office of the Governor*

Employees' Retirement System
Public School Employees Retirement System
Legislative Retirement System
Georgia Judicial Retirement System
Georgia Defined Contribution Plan
Georgia Military Pension Fund
Georgia Deferred Compensation Plans
State Social Security Trust Fund

Marsha H. Moore

Commissioner

Department of Early Care and Learning
Employees' Retirement System
Public School Employees Retirement System
Legislative Retirement System
Georgia Judicial Retirement System
Georgia Defined Contribution Plan
Georgia Military Pension Fund
Georgia Deferred Compensation Plans
State Social Security Trust Fund

Ned J. Winsor

*Vice Chairman
Assistant Treasurer
United Parcel Service*

Employees' Retirement System
Public School Employees Retirement System
Legislative Retirement System
Georgia Judicial Retirement System
Georgia Defined Contribution Plan
Georgia Military Pension Fund
Georgia Deferred Compensation Plans
State Employees' Assurance Department
State Social Security Trust Fund

Steve Stevenson, ex-officio

Commissioner

Georgia Merit System
Employees' Retirement System
Public School Employees Retirement System
Legislative Retirement System
Georgia Judicial Retirement System
Georgia Defined Contribution Plan
Georgia Military Pension Fund
Georgia Deferred Compensation Plans
State Employees' Assurance Department
State Social Security Trust Fund

Daniel J. Craig

District Attorney

Augusta Judicial Circuit
Georgia Judicial Retirement System

William D. Ray

*Superior Court Judge
Gwinnett County*

Georgia Judicial Retirement System

Karlton Van Banke

Presiding Judge

Juvenile Court of Clayton County
Georgia Judicial Retirement System

Samuel B. Kellett

President

Kangaroo Bob's LLC
Public School Employees Retirement System

J. Sammons Pearson

*Account Vice President/Financial Advisor
UBS Financial Services, Inc.*

Public School Employees Retirement System

Michael Thurmond, ex-officio

Commissioner of Labor

State Employees' Assurance Department

H. Phillip Bell

Owner

Phillip Bell State Farm Insurance Agency
State Employees' Assurance Department

INTRODUCTORY SECTION

LETTER OF TRANSMITTAL

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

The Boards of Trustees and staff are pleased to present the 2007 Annual Report of the retirement systems and programs administered by the Employees' Retirement System of Georgia (ERS).

ERS administers separate and distinct cost-sharing, multiple employer defined benefit pension plans for various employer agencies of the State of Georgia, as well as defined contribution plans, a life insurance plan and a Social Security trust fund, as follows:

Defined Benefit Plans

- Employees' Retirement System of Georgia
- Public School Employees Retirement System
- Legislative Retirement System
- Georgia Judicial Retirement System
- Georgia Military Pension Fund
- Superior Court Judges Retirement Fund
- District Attorneys Retirement Fund

Defined Contribution Plans

- Georgia Defined Contribution Plan
- 401(k) Deferred Compensation Plan
- 457 Deferred Compensation Plan
- 403(b) Deferred Compensation Plan

Life Insurance Plan

- State Employees' Assurance Department

Other

- State Social Security Trust Fund

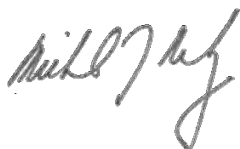
Categories of information provided in this annual report include:

- Legislation
- Actuary's reports
- Investment information
- Auditors' report
- Financial information

During fiscal year 2007, the net assets of the System increased by \$1.6 billion, or 10%, to \$17.5 billion by June 30, 2007. This improvement was primarily due to the increase in the fair value of investments.

The mission of ERS is to be the guardian of the plans for the ultimate benefit of the members, retirees, and beneficiaries of the plans. In so doing, the ERS core responsibilities include pension administration; the collection, reconciliation and disbursement of contributions for the welfare of the members, retirees and beneficiaries of the plans; and the sound and secure investment of the retirement funds. We believe that the information found within this report properly reflects the dedication of the Boards of Trustees, staff and consultants in carrying out ERS' mission.

We express our sincere thanks to the Boards of Trustees for their leadership and support. Many thanks are extended to the offices of the Governor, Lieutenant Governor, members of the House and Senate Retirement Committees and their staff, members of the House of Representatives and Senate, and the department officials whose support and assistance have helped ERS accomplish its mission over the years. With continued support along with the dedication of our staff, we represent to our members, retirees, beneficiaries and the general public ERS' continuing efforts to properly administer the responsibilities of the retirement systems.



Michael J. Nehf, Executive Director

INTRODUCTORY SECTION

LEGISLATION

EMPLOYEES' RETIREMENT SYSTEM

Act No. 24 (Senate Bill 162)

Amends 47-2-123(c) for those persons first or again becoming a member of ERS on or after July 1, 2007, removing the projected service and compensation calculation to age 60 or 65. The disability retirement allowance will be calculated on the actual years of creditable service at the effective date of retirement. A member who is eligible for an equivalent service retirement shall not be eligible to apply for disability retirement. The projected disability retirement allowance calculation is still applicable to any person who maintains a current ERS membership date before July 1, 2007.

Act No. 61 (House Bill 448)

Amends 47-2-54, 47-2-334, 47-19-10, and 47-23-29 and 30 in compliance with Governmental Accounting Standards Board (GASB) 43 and 45 requiring two separate trust funds be maintained by the retirement system for the group term life insurance for eligible members of ERS, LRS, and GJRS. Effective June 30, 2007, the trust funds shall be known as the (1) "the retired and vested inactive members trust fund" and (2) "the active members fund". This compliance legislation does not impact the amount of coverage for members/retirees, such coverage being provided through contract with the State Employees' Assurance Department.

LEGISLATIVE RETIREMENT SYSTEM

Act No. 61 (House Bill 448)

Amends 47-2-54, 47-2-334, 47-19-10, and 47-23-29 and 30 in compliance with GASB 43 and 45 requiring two separate trust funds be maintained by the retirement system for the group term life insurance for eligible members of ERS, LRS, and GJRS. Effective June 30, 2007, the trust funds shall be known as the (1) "the retired and vested inactive members trust fund" and (2) "the active members fund". This compliance legislation does not impact the amount of coverage for members/retirees, such coverage being provided through contract with the State Employees' Assurance Department.

GEORGIA JUDICIAL RETIREMENT SYSTEM

Act No. 61 (House Bill 448)

Amends 47-2-54, 47-2-334, 47-19-10, and 47-23-29 and 30 in compliance with GASB 43 and 45 requiring two separate trust funds be maintained by the retirement system for the group term life insurance for eligible members of ERS, LRS, and GJRS. Effective June 30, 2007, the trust funds shall be known as the (1) "the retired and vested inactive members trust fund" and (2) "the active members fund". This compliance legislation does not impact the amount of coverage for members/retirees, such coverage being provided through contract with the State Employees' Assurance Department.

INTRODUCTORY SECTION

LEGISLATION

PUBLIC RETIREMENT SYSTEMS

Act No. 23 (Senate Bill 156)

Amends 47-20-10 by adding 47-20-10.1 to authorize political subdivisions to create retiree health benefit plans to provide for payment of covered post-employment health care expenses for eligible present and future retirees and other related expenses for compliance to GASB 43 and 45.

Act No. 43 (House Bill 318)

Amends 47-20-83 to allow a large retirement system to invest 15% of the retirement system assets in corporations or in obligations of corporations organized in a country other than the United States or Canada subject to the provisions of paragraph (1) of subsection (a) of 47-20-83. This is retirement system investment legislation.

OTHER LEGISLATION OF INTEREST

Act No. 26 (Senate Bill 172)

Amends code sections 20-2 and 45-18 to provide that the previously created Georgia Retiree Health Benefit Fund is a fund available and dedicated for all funds relating to the coverage of health care expenses and administrative costs and to further Georgia's compliance with GASB 43 and 45.

Act No. 58 (House Bill 213)

Amends 45-18-2 by repealing in its entirety 45-18-37, relating to a special pay plan for deferred payment of special compensation to reduce federal tax burden for state employees. According to the Internal Revenue Service the payment of annual leave pay at termination of State employment is not eligible for rollover and thus the original enacted law was invalid based on federal statutes. This does not affect the ability of retiring and separating state employees to make a deduction from their annual leave final payout into the Peach State Reserves 457 and/or 401(k) Plan. This is housekeeping legislation.

ACTUARIAL SECTION

ACTUARY'S CERTIFICATION LETTER *Employees' Retirement System*

June 28, 2007

Board of Trustees
Employees' Retirement System of Georgia
Two Northside 75, Suite 300
Atlanta, GA 30318-7778



Attention: Mr. Michael Nehf, Executive Director

Members of the Board:

Section 47-2-26 of the law governing the operation of the Employees' Retirement System of Georgia provides that the actuary shall make annual valuations of the contingent assets and liabilities of the Retirement System on the basis of regular interest and the tables last adopted by the Board of Trustees. We have submitted the report giving the results of the actuarial valuation of the System prepared as of June 30, 2006. The report indicates that annual employer contributions at the rate of 5.66% of compensation for Old Plan Members and 10.41% of compensation for New Plan Members for the fiscal year ending June 30, 2009 are sufficient to support the benefits of the System.

In preparing the valuation, the actuary relied on data provided by the System. While not verifying data at the source, the actuary performed tests for consistency and reasonableness. Our firm, as actuary, is responsible for all of the actuarial trend data in the financial section of the annual report and the supporting schedules in the actuarial section of the annual report.

In our opinion, the valuation is complete and accurate, and the methodology and assumptions are reasonable as a basis for the valuation. Since the previous valuation, the method for determining the actuarial value of assets has been changed from a method that recognizes asset gains or losses over a five-year period to a method that recognizes asset gains or losses over a seven-year period. The valuation takes into account the effect of all amendments to the System enacted through the 2006 session of the General Assembly as well as all 1.5% Ad Hoc COLAs effective through January 1, 2009.

The System is funded on an actuarial reserve basis. The actuarial assumptions recommended by the actuary and adopted by the Board are in the aggregate reasonably related to the experience under the System and to reasonable expectations of anticipated experience under the System. The assumptions and methods used for funding purposes meet the parameters set for the disclosures presented in the financial section by Governmental Accounting Standards Board (GASB) Statement Nos. 25 and 27. The funding objective of the plan is that contribution rates over time will remain level as a percent of payroll. The valuation method used is the entry age normal cost method. The normal contribution rate to cover current cost has been determined as a level percent of payroll. Gains and losses are reflected in the unfunded accrued liability which is being amortized as a level percent of payroll within a 10-year period.

The System is being funded in conformity with the minimum funding standard set forth in Code Section 47-20-10 of the Public Retirement Systems Standards Law. In our opinion the System is operating on an actuarially sound basis. Assuming that contributions to the System are made by the employer from year to year in the future at the rates recommended on the basis of the successive valuations, the continued sufficiency of the retirement fund to provide the benefits called for under the System may be safely anticipated.

This is to certify that the independent consulting actuary is a member of the American Academy of Actuaries and has experience in performing valuations for public retirement systems, that the valuation was prepared in accordance with principles of practice prescribed by the Actuarial Standards Board, and that the actuarial calculations were performed by qualified actuaries in accordance with accepted actuarial procedures, based on the current provisions of the retirement system and on actuarial assumptions that are internally consistent and reasonably based on the actual experience of the System.

Sincerely yours,

A handwritten signature in blue ink, appearing to read 'E. Macdonald'.

Edward A. Macdonald, ASA, FCA, MAAA
President

A handwritten signature in blue ink, appearing to read 'Cathy Turcot'.

Cathy Turcot
Managing Director

EAM:sh/kc

ACTUARIAL SECTION

VALUATION BALANCE SHEET

Employees' Retirement System

- As of June 30, 2006 -
DOLLAR AMOUNTS IN THOUSANDS

ACTUARIAL LIABILITIES

(1)	Present value of prospective benefits payable on account of present retired members, beneficiaries of deceased members, and members entitled to deferred vested benefits		
	- Service and disability benefits	\$ 7,809,909	
	- Death and survivor benefits	540,135	
	- Deferred vested benefits	<u>112,840</u>	
	Total		\$ 8,462,884
(2)	Present value of prospective benefits payable on account of present active members		<u>7,368,232</u>
(3)	TOTAL ACTUARIAL LIABILITIES		<u>\$ 15,831,116</u>

PRESENT AND PROSPECTIVE ASSETS

(4)	Actuarial value of assets		\$ 13,461,132
(5)	Present value of total future contributions = (3)-(4)	\$ 2,369,984	
(6)	Present value of future member contributions and employer normal contributions		1,588,271
(7)	Prospective unfunded accrued liability contributions = (5)-(6)		<u>781,713</u>
(8)	TOTAL PRESENT AND PROSPECTIVE ASSETS		<u>\$ 15,831,116</u>

ACTUARIAL SECTION

SUMMARY OF PRINCIPAL RESULTS *Employees' Retirement System*

DOLLAR AMOUNTS IN THOUSANDS

Valuation Date	June 30, 2006	June 30, 2005
Number of active members	74,089	72,716
Annual earnable compensation	\$ 2,630,167	\$ 2,514,430
Number of retired members and beneficiaries	32,839	31,355
Annual allowances	\$ 842,157	\$ 773,445
Assets:		
Market Value	\$ 13,033,861	\$ 12,825,126
Actuarial Value	13,461,132	13,134,472
Unfunded actuarial accrued liability	\$ 781,713	\$ 378,301
Amortization period (years)	10	6
For Fiscal Year Ending	June 30, 2009	June 30, 2008
Annual Required Employer Contribution Rates (ARC):		
Old Plan		
Initial Normal Rate	6.77%	7.16%
Employer Paid on Behalf of Employee	<u>(4.75)</u>	<u>(4.75)</u>
Normal Rate	2.02%	2.41%
Accrued Liability Rate	<u>3.64%</u>	<u>3.25%</u>
Total	5.66%	5.66%
New Plan		
Normal Rate	6.77%	7.16%
Accrued Liability Rate	<u>3.64%</u>	<u>3.25%</u>
Total	10.41%	10.41%

ACTUARIAL SECTION

ACTUARY'S CERTIFICATION LETTER

Public School Employees Retirement System

June 28, 2007

Board of Trustees
Georgia Public School Employees' Retirement System
Two Northside 75, Suite 300
Atlanta, GA 30318



Members of the Board:

Section 47-4-60 of the law governing the operation of the Georgia Public School Employees' Retirement System provides that the employer contribution shall be actuarially determined and approved by the Board of Trustees. We have submitted the report giving the results of the actuarial valuation of the System prepared as of June 30, 2006. Based on a monthly benefit accrual rate of \$14.00, the valuation indicates that annual employer contributions of \$1,534,302 or \$40.82 per active member for the fiscal year ending June 30, 2009 are sufficient to support the benefits of the System.

In preparing the valuation, the actuary relied on data provided by the System. While not verifying data at the source, the actuary performed tests for consistency and reasonableness. Our firm, as actuary, is responsible for all of the actuarial trend data in the financial section of the annual report and the supporting schedules in the actuarial section of the annual report.

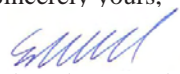
In our opinion, the valuation is complete and accurate, and the methodology and assumptions are reasonable as a basis for the valuation. Since the previous valuation, the method for determining the actuarial value of assets has been changed from a method that recognizes asset gains or losses over a five-year period to a method that recognizes asset gains or losses over a seven-year period. The valuation takes into account the effect of all amendments to the System enacted through the 2006 session of the General Assembly.

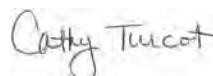
The System is funded on an actuarial reserve basis. The actuarial assumptions recommended by the actuary and adopted by the Board are in the aggregate reasonably related to the experience under the System and to reasonable expectations of anticipated experience under the System. The assumptions and methods used for funding purposes meet the parameters set for the disclosures presented in the financial section by Governmental Accounting Standards Board (GASB) Statement Nos. 25 and 27. The funding objective of the plan is that contribution rates over time will remain level as a dollar per active member. The valuation method used is the entry age normal cost method. The normal contribution rate to cover current cost has been determined as a dollar per active member. Gains and losses are reflected in the unfunded accrued liability which is negative and being amortized as a level dollar per active member within a 20-year period.

The System is being funded in conformity with the minimum funding standard set forth in Code Section 47-20-10 of the Public Retirement Systems Standards Law. In our opinion the System is operating on an actuarially sound basis. Assuming that contributions to the System are made by the employer from year to year in the future at the rates recommended on the basis of the successive actuarial valuations, the continued sufficiency of the retirement fund to provide the benefits called for under the System may be safely anticipated.

This is to certify that the independent consulting actuary is a member of the American Academy of Actuaries and has experience in performing valuations for public retirement systems, that the valuation was prepared in accordance with principles of practice prescribed by the Actuarial Standards Board, and that the actuarial calculations were performed by qualified actuaries in accordance with accepted actuarial procedures, based on the current provisions of the retirement system and on actuarial assumptions that are internally consistent and reasonably based on the actual experience of the System.

Sincerely yours,


Edward A. Macdonald, ASA, FCA, MAAA
President



Cathy Turcot
Managing Director

EAM:mjn/kc

ACTUARIAL SECTION

VALUATION BALANCE SHEET

Public School Employees Retirement System

- As of June 30, 2006 -

ACTUARIAL LIABILITIES

(1)	Present value of prospective benefits payable on account of present retired members, beneficiaries of deceased members, and members entitled to deferred vested benefits		
-	Service and disability benefits	\$ 385,659,485	
-	Death and survivor benefits	16,616,547	
-	Deferred vested benefits	<u>26,266,960</u>	
	Total		\$ 428,542,992
(2)	Present value of prospective benefits payable on account of present active members		<u>315,444,822</u>
(3)	TOTAL ACTUARIAL LIABILITIES		<u>\$ 743,987,814</u>

PRESENT AND PROSPECTIVE ASSETS

(4)	Actuarial value of assets		\$ 766,277,000
(5)	Present value of total future contributions = (3)-(4)	\$ (22,289,186)	
(6)	Present value of future member contributions		6,885,360
(7)	Present value of future employer contributions = (5)-(6)	\$ (29,174,546)	
(8)	Employer normal contribution rate	\$237.64	
(9)	Present value of future membership service	191,260	
(10)	Prospective normal contributions = (8) x (9)		45,451,026
(11)	Prospective unfunded actuarial accrued liability contributions = (7)-(10)		<u>(74,625,572)</u>
(12)	TOTAL PRESENT AND PROSPECTIVE ASSETS		<u>\$ 743,987,814</u>

ACTUARIAL SECTION

SUMMARY OF PRINCIPAL RESULTS

Public School Employees Retirement System

Valuation Date	June 30, 2006	June 30, 2005
Number of active members	37,587	36,704
Retired members and beneficiaries:		
Number	13,014	12,675
Annual allowances ¹	\$ 44,266,003	\$ 41,316,366
Assets:		
Market Value	\$ 743,689,000	\$ 737,930,000
Actuarial Value	766,277,000	753,767,000
Unfunded actuarial accrued liability	\$ (74,625,572)	\$ (82,727,435)
Amortization period (years)	20	30
For Fiscal Year Ending	June 30, 2009	June 30, 2008
Employer contribution rate per active member:		
Normal	\$ 237.64	\$ 232.64
Accrued liability	<u>(196.82)</u>	<u>(190.84)</u>
Total	\$ 40.82	\$ 41.80
Annual Required Employer Contribution (ARC) ² :		
Normal	\$ 8,932,175	\$ 8,538,819
Accrued liability	<u>(7,397,873)</u>	<u>(7,004,591)</u>
Total	\$ 1,534,302	\$ 1,534,228

¹ Does not include increases in benefit accrual rate effective after the valuation date. The results of the valuation have been adjusted to include these increases.

² The ARC is in addition to any administrative expense allotments that are contributed to the System.

ACTUARIAL SECTION

ACTUARY'S CERTIFICATION LETTER

Legislative Retirement System

June 26, 2007

Board of Trustees,
Legislative Retirement System of Georgia
Two Northside 75, Suite 300
Atlanta, GA 30318



Members of the Board:

Section 47-6-22 of the law governing the operation of the Georgia Legislative Retirement System provides that the actuary shall make periodic valuations of the contingent assets and liabilities of the Retirement System on the basis of regular interest and the tables last adopted by the Board of Trustees. We have submitted the report giving the results of the actuarial valuation of the System prepared as of June 30, 2006. The report indicates that no annual employer contributions for the fiscal year ending June 30, 2009 are required to support the benefits of the System.

In preparing the valuation, the actuary relied on data provided by the System. While not verifying data at the source, the actuary performed tests for consistency and reasonableness. Our firm, as actuary, is responsible for all of the actuarial trend data in the financial section of the annual report and the supporting schedules in the actuarial section of the annual report.

In our opinion, the valuation is complete and accurate, and the methodology and assumptions are reasonable as a basis for the valuation. Since the previous valuation, the method for determining the actuarial value of assets has been changed from a method that recognizes asset gains or losses over a five-year period to a method that recognizes asset gains or losses over a seven-year period. The valuation takes into account the effect of all amendments to the System enacted through the 2006 session of the General Assembly.

The System is funded on an actuarial reserve basis. The actuarial assumptions recommended by the actuary and adopted by the Board are in the aggregate reasonably related to the experience under the System and to reasonable expectations of anticipated experience under the System. The assumptions and methods used for funding purposes meet the parameters set for the disclosures presented in the financial section by Governmental Accounting Standards Board (GASB) Statement Nos. 25 and 27. The funding objective of the plan is that contribution rates over time will remain level as a dollar per active member. The valuation method used is the entry age normal cost method. The normal contribution rate to cover current cost has been determined as a level dollar per active member. Gains and losses are reflected in the unfunded accrued liability which is negative and being amortized as a level dollar per active member.

The System is being funded in conformity with the minimum funding standard set forth in Code Section 47-20-10 of the Public Retirement Systems Standards Law. In our opinion the System is operating on an actuarially sound basis. Assuming that contributions to the System are made by the employer from year to year in the future at the rates recommended on the basis of the successive actuarial valuations, the continued sufficiency of the retirement fund to provide the benefits called for under the System may be safely anticipated.

This is to certify that the independent consulting actuary is a member of the American Academy of Actuaries and has experience in performing valuations for public retirement systems, that the valuation was prepared in accordance with principles of practice prescribed by the Actuarial Standards Board, and that the actuarial calculations were performed by qualified actuaries in accordance with accepted actuarial procedures, based on the current provisions of the retirement system and on actuarial assumptions that are internally consistent and reasonably based on the actual experience of the System.

Sincerely yours,

Edward A. Macdonald, ASA, FCA, MAAA
President

Cathy Turcot
Managing Director

EAM:mjn/kc

ACTUARIAL SECTION

VALUATION BALANCE SHEET

Legislative Retirement System

- As of June 30, 2006 -

ACTUARIAL LIABILITIES

(1)	Present value of prospective benefits payable on account of present retired members, beneficiaries of deceased members, and members entitled to deferred vested benefits		
-	Service and disability benefits	\$ 10,974,105	
-	Death and survivor benefits	3,142,852	
-	Deferred vested benefits	<u>4,617,069</u>	
	Total		\$ 18,734,026
(2)	Present value of prospective benefits payable on account of present active members		<u>6,475,266</u>
(3)	TOTAL ACTUARIAL LIABILITIES		<u>\$ 25,209,292</u>

PRESENT AND PROSPECTIVE ASSETS

(4)	Actuarial value of assets		\$ 29,172,000
(5)	Present value of total future contributions = (3)-(4)	\$ (3,962,708)	
(6)	Present value of future member contributions		1,549,468
(7)	Present value of future employer contributions = (5)-(6)	\$ (5,512,176)	
(8)	Prospective normal contributions		252,333
(9)	Prospective unfunded actuarial accrued liability contributions = (7)-(8)		<u>(5,764,509)</u>
(10)	TOTAL PRESENT AND PROSPECTIVE ASSETS		<u>\$ 25,209,292</u>

ACTUARIAL SECTION

SUMMARY OF PRINCIPAL RESULTS

Legislative Retirement System

Valuation Date	June 30, 2006	June 30, 2005
Number of active members	218	217
Retired members and beneficiaries:		
Number	216	224
Annual allowances	\$ 1,531,685	\$ 1,594,405
Assets:		
Market Value	\$ 28,288,000	\$ 27,835,000
Actuarial Value	29,172,000	28,462,000
Unfunded actuarial accrued liability	\$ (5,764,509)	\$ (4,931,241)
Amortization period (years)	N/A*	N/A*
For Fiscal Year Ending	June 30, 2009	June 30, 2008
Employer contribution rate per active member:		
Normal	\$ 228.77	\$ 215.42
Accrued liability	<u>(228.77)</u>	<u>(215.42)</u>
Total	\$ 0.00	\$ 0.00
Annual Required Employer Contribution Rates (ARC):		
Normal	\$ 49,872	\$ 46,746
Accrued liability	<u>(49,872)</u>	<u>(46,746)</u>
Total	\$ 0	\$ 0

* If the annual required employer contribution (ARC) is based on 30 year amortization of the unfunded accrued liability as of June 30, 2006 or a 40 year period as of June 30, 2005, the ARC is less than \$0, which is not allowed under GASB 25/27. Therefore, the accrued liability contribution has been set to such that the total ARC equals \$0.

ACTUARIAL SECTION

ACTUARY'S CERTIFICATION LETTER

Georgia Judicial Retirement System

June 28, 2007

Board of Trustees,
Georgia Judicial Retirement System
Suite 400, Two Northside 75
Atlanta, GA 30318



Members of the Board:

Section 47-23-21 of the law governs the operation of the Georgia Judicial Retirement System. The actuary makes annual valuations of the contingent assets and liabilities of the Retirement System on the basis of regular interest and the tables last adopted by the Board of Trustees. We have submitted the report giving the results of the actuarial valuation of the System prepared as of June 30, 2006. The report indicates that annual employer contributions at the rate of 3.85% of compensation for the fiscal year ending June, 30, 2009 are sufficient to support the benefits of the System.

In preparing the valuation, the actuary relied on data provided by the System. While not verifying data at the source, the actuary performed tests for consistency and reasonableness. Our firm, as actuary, is responsible for all of the actuarial trend data in the financial section of the annual report and the supporting schedules in the actuarial section of the annual report.

In our opinion, the valuation is complete and accurate, and the methodology and assumptions are reasonable as a basis for the valuation. Since the previous valuation, the method for determining the actuarial value of assets has been changed from a method that recognizes asset gains or losses over a five-year period to a method that recognizes asset gains or losses over a seven-year period. The valuation takes into account the effect of all amendments to the System enacted through the 2006 session of the General Assembly as well as 1.5% Ad Hoc COLAs effective through January 1, 2009.

The System is funded on an actuarial reserve basis. The actuarial assumptions recommended by the actuary and adopted by the Board are in the aggregate reasonably related to the experience under the System and to reasonable expectations of anticipated experience under the System. The assumptions and methods used for funding purposes meet the parameters set for the disclosures presented in the financial section by Governmental Accounting Standards Board (GASB) Statement Nos. 25 and 27. The funding objective of the plan is that contribution rates over time will remain level as a percent of payroll. The valuation method used is the entry age normal cost method. The normal contribution rate to cover current cost has been determined as a level percent of payroll. Gains and losses are reflected in the unfunded accrued liability which is negative and being amortized as a level percent of payroll within an 18-year period.

The System is being funded in conformity with the minimum funding standard set forth in Code Section 47-20-10 of the Public Retirement Systems Standards Law. In our opinion the System is operating on an actuarially sound basis. Assuming that contributions to the System are made by the employer from year to year in the future at the rates recommended on the basis of the successive actuarial valuations, the continued sufficiency of the retirement fund to provide the benefits called for under the System may be safely anticipated.

This is to certify that the independent consulting actuary is a member of the American Academy of Actuaries and has experience in performing valuations for public retirement systems, that the valuation was prepared in accordance with principles of practice prescribed by the Actuarial Standards Board, and that the actuarial calculations were performed by qualified actuaries in accordance with accepted actuarial procedures, based on the current provisions of the retirement system and on actuarial assumptions that are internally consistent and reasonably based on the actual experience of the System.

Sincerely yours,

A handwritten signature in blue ink, appearing to read 'E. Macdonald'.

Edward A. Macdonald, ASA, FCA, MAAA
President

EAM:mjn/kc

ACTUARIAL SECTION

VALUATION BALANCE SHEET *Georgia Judicial Retirement System*

- As of June 30, 2006 -

ACTUARIAL LIABILITIES

(1)	Present value of prospective benefits payable on account of present retired members, beneficiaries of deceased members, and members entitled to deferred vested benefits		
-	Service and disability benefits	\$ 71,622,621	
-	Death and survivor benefits	9,630,881	
-	Deferred vested benefits	<u>4,940,331</u>	
	Total		\$ 86,193,833
(2)	Present value of prospective benefits payable on account of present active members		<u>216,221,645</u>
(3)	TOTAL ACTUARIAL LIABILITIES		<u>\$ 302,415,478</u>

PRESENT AND PROSPECTIVE ASSETS

(4)	Actuarial value of assets		\$ 279,564,000
(5)	Present value of total future contributions = (3)-(4)	\$ 22,851,478	
(6)	Present value of future member contributions		29,434,098
(7)	Present value of future employer contributions = (5)-(6)	\$ (6,582,620)	
(8)	Employer normal contribution rate	12.26%	
(9)	Present value of future payroll	\$ 351,912,943	
(10)	Prospective normal contributions = (8) x (9)		43,144,527
(11)	Prospective unfunded accrued liability contributions = (7)-(10)		<u>(49,727,147)</u>
(12)	TOTAL PRESENT AND PROSPECTIVE ASSETS		<u>\$ 302,415,478</u>

ACTUARIAL SECTION

SUMMARY OF PRINCIPAL RESULTS

Georgia Judicial Retirement System

Valuation Date	June 30, 2006	June 30, 2005
Number of active members	478	468
Annual compensation	\$ 45,307,981	\$ 42,916,253
Retired members and beneficiaries:		
Number	165	174
Annual allowances	\$ 8,916,617	\$ 9,460,350
Assets:		
Market Value	\$ 269,207,000	\$ 256,919,000
Actuarial Value	279,564,000	264,924,000
Unfunded actuarial accrued liability	\$ (49,727,147)	\$ (51,863,586)
Amortization period (years)	18	20
For Fiscal Year Ending	June 30, 2009	June 30, 2008
Annual Required Employer Contribution Rates (ARC):		
Normal	12.26%	12.41%
Accrued liability	<u>(8.41)</u>	<u>(8.56)</u>
Total	3.85%	3.85%

ACTUARIAL SECTION

ACTUARY'S CERTIFICATION LETTER

Group Term Life Insurance Plan

August 9, 2007

Board of Trustees
Employees' Retirement System of Georgia
Two Northside 75, Suite 300
Atlanta, GA 30318-7778



Attention: Mr. Michael Nehf, Executive Director

Members of the Board:

Chapters 47-2 and 47-19 of the Code of Georgia which govern the operation of the Georgia Employees' Group Term Life Insurance Plan provide that the actuary shall make periodic valuations of the contingent assets and liabilities of the Insurance Plan on the basis of regular interest and the tables last adopted by the Board of Trustees. In addition, Governmental Accounting Standards Board Statements No. 43 and 45 require actuarial valuations of post-employment benefit plans. In accordance with GASB 43 and 45, we have determined liabilities separately for life insurance benefits payable upon death in active service and those payable upon death after retirement.

We have submitted the report giving the results of the valuation of the Plan prepared as of June 30, 2006. The report indicates that employee contributions at the rate of 0.50% of active payroll for Old Plan members, and 0.25% of active payroll for New Plan members, members of the Legislative Retirement System and members of the Judicial Retirement System are sufficient to support the pre-retirement benefits of the Plan. No employer contributions are required for the fiscal year ending June 30, 2009 for pre-retirement benefits. For post-retirement benefits, since no assets are currently held in a trust exclusively for these benefits and no employee contributions are statutorily dedicated, the employer annual required contribution is 1.68% of active members' payroll for the fiscal year ending June 30, 2009 based on a 30-year amortization period of the unfunded accrued liability.

The funding method used for this valuation is the unit credit actuarial cost method with projected benefits. Gains and losses are reflected in the unfunded accrued liability. Since the previous valuation, the method for determining the actuarial value of assets has been changed from a method that recognizes asset gains or losses over a five-year period to market value. Once the assets are split into separate trusts for pre-retirement and post-retirement benefits the asset method will change to a method that recognizes asset gains or losses over a seven-year period. The actuarial assumptions used are in the aggregate reasonably related to the experience under the Plan and to reasonable expectations of anticipated experience under the Plan. In our opinion, the Plan is operating on an actuarially sound basis and the sufficiency of the funds to provide the benefits called for by the Plan may be safely anticipated.

Sincerely yours,

A handwritten signature in blue ink, appearing to read 'E. Macdonald'.

Edward A. Macdonald, ASA, FCA, MAAA
President

A handwritten signature in blue ink, appearing to read 'Cathy Turcot'.

Cathy Turcot
Managing Director

EAM:sh

ACTUARIAL SECTION

VALUATION BALANCE SHEET *Group Term Life Insurance Plan*

- As of June 30, 2006 -

POST EMPLOYMENT

(1) **ACTUARIAL ACCRUED LIABILITY:**

Present value of benefits payable on account of present retired members	\$	369,220,374
Present value of benefits payable on account of present active members		<u>199,255,149</u>
TOTAL ACTUARIAL ACCRUED LIABILITY	\$	<u>568,475,523</u>

(2) PRESENT ASSETS FOR VALUATION PURPOSES:	\$	0
(3) UNFUNDED ACTUARIAL ACCRUED LIABILITY: (1)-(2)	\$	568,475,523
(4) EMPLOYER NORMAL CONTRIBUTION RATE:		0.50%
(5) ACCRUED LIABILITY CONTRIBUTION RATE:		<u>1.18</u>
(6) TOTAL EMPLOYER CONTRIBUTION RATE: (4)+(5)		1.68%

PRE RETIREMENT

(1) **ACTUARIAL ACCRUED LIABILITY:**

Present value of benefits payable on account of present retired members	\$	0
Present value of benefits payable on account of present active members		<u>57,747,250</u>
TOTAL ACTUARIAL ACCRUED LIABILITY	\$	<u>57,747,250</u>

(2) PRESENT ASSETS FOR VALUATION PURPOSES:	\$	933,945,000
(3) UNFUNDED ACTUARIAL ACCRUED LIABILITY: (1)-(2)	\$	(876,197,750)
(4) EMPLOYER NORMAL CONTRIBUTION RATE:		0.00%
(5) ACCRUED LIABILITY CONTRIBUTION:		<u>0.00%</u>
(6) TOTAL EMPLOYER CONTRIBUTION: (4)+(5)		0.00%

ACTUARIAL SECTION

SUMMARY OF PRINCIPAL RESULTS

Group Term Life Insurance Plan

	June 30, 2006	June 30, 2006
Valuation Date	Post-Retirement	Pre-Retirement
Active members:		
Number	74,647	74,647
Annual compensation	\$ 2,667,158,543	\$ 2,667,158,543
Retired members:		
Number	27,154	N/A
Insurance amount	\$ 1,065,925,933	N/A
Actuarial Accrued Liability	\$ 568,475,523	\$ 57,747,250
Market Value of Assets	\$ 0	\$ 933,945,000
Unfunded Actuarial Accrued Liability	\$ 568,475,523	\$ (876,197,750)
For Fiscal Year Ending	June 30, 2009	June 30, 2009
Annual Required Contribution rates:		
Old Plan Members		
Employee	0.00%	0.50%*
Employer	<u>1.68</u>	<u>0.00</u>
Total	1.68%	0.50%
New Plan, LRS Members and JRS Members		
Employee	0.00%	0.25%
Employer	<u>1.68</u>	<u>0.00</u>
Total	1.68%	0.25%

* 0.25% paid by employer.

ACTUARIAL SECTION

ACTUARY'S CERTIFICATION LETTER

Georgia Military Pension Fund

June 29, 2007

Board of Trustees
Georgia Military Pension Fund
Two Northside 75, Suite 300
Atlanta, GA 30318



Members of the Board:

Section 47-24-22 of the law governing the operation of the Georgia Military Pension Fund provides that the actuary shall make periodic valuations of the contingent assets and liabilities of the Pension Fund on the basis of regular interest and the tables last adopted by the Board of Trustees. We have submitted the report giving the results of the actuarial valuation of the Fund prepared as of June 30, 2006. The report indicates that annual employer contributions of \$1,323,024 or \$128.20 per active member for the fiscal year ending June 30, 2009 are sufficient to support the benefits of the Fund. In preparing the valuation, the actuary relied on data provided by the Fund. While not verifying data at the source, the actuary performed tests for consistency and reasonableness. Our firm, as actuary, is responsible for all of the actuarial trend data in the financial section of the annual report and the supporting schedules in the actuarial section of the annual report.

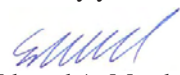
In our opinion, the valuation is complete and accurate, and the methodology and assumptions are reasonable as a basis for the valuation. Since the previous valuation, the method for determining the actuarial value of assets has been changed from a method that recognizes asset gains or losses over a five-year period to a method that recognizes asset gains or losses over a seven-year period. The valuation takes into account the effect of all amendments to the Fund enacted through the 2006 session of the General Assembly.

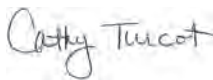
The Fund is funded on an actuarial reserve basis. The actuarial assumptions recommended by the actuary and adopted by the Board are in the aggregate reasonably related to the experience under the Fund and to reasonable expectations of anticipated experience under the Fund. The assumptions and methods used for funding purposes meet the parameters set for the disclosures presented in the financial section by Governmental Accounting Standards Board (GASB) Statement Nos. 25 and 27. The funding objective of the plan is that contribution rates over time will remain level as a percent dollar per active member. The valuation method used is the entry age normal cost method. The normal contribution rate to cover current cost has been determined as a level dollar per active member. Gains and losses are reflected in the unfunded accrued liability which is being amortized as a level dollar per active member within a 30-year period.

The Fund is being funded in conformity with the minimum funding standard set forth in Code Section 47-20-10 of the Public Retirement Systems Standards Law. In our opinion the Fund is operating on an actuarially sound basis. Assuming that contributions to the Fund are made by the employer from year to year in the future at the rates recommended on the basis of the successive actuarial valuations, the continued sufficiency of the retirement fund to provide the benefits called for under the Fund may be safely anticipated.

This is to certify that the independent consulting actuary is a member of the American Academy of Actuaries and has experience in performing valuations for public retirement systems, that the valuation was prepared in accordance with principles of practice prescribed by the Actuarial Standards Board, and that the actuarial calculations were performed by qualified actuaries in accordance with accepted actuarial procedures, based on the current provisions of the retirement system and on actuarial assumptions that are internally consistent and reasonably based on the actual experience of the Fund.

Sincerely yours,


Edward A. Macdonald, ASA, FCA, MAAA
President


Cathy Turcot
Managing Director

EAM:sh/kc

ACTUARIAL SECTION

VALUATION BALANCE SHEET *Georgia Military Pension Plan*

- As of June 30, 2006 -

ACTUARIAL LIABILITIES

Present value of prospective benefits payable on account of:

(1) Present retired members		\$ 1,719,098
(2) Former members entitled to deferred benefits		4,673,244
(3) Present active members		<u>11,717,826</u>
(4) Total Actuarial Liabilities		<u>\$ 18,110,168</u>

PRESENT AND PROSPECTIVE ASSETS

(5) Actuarial Value of Assets:		\$ 3,100,000
(6) Present value of total future contributions = (4) – (5)	\$ 15,010,168	
(7) Employer normal contribution rate	\$ 9.03	
(8) Present value of future membership service	\$ 53,693	
(9) Prospective normal contributions = (7) x (8)		484,848
(10) Prospective unfunded actuarial accrued liability contributions = (6) – (9)		<u>14,525,320</u>
(11) Total Present and Prospective Assets		<u>\$ 18,110,168</u>

ACTUARIAL SECTION

SUMMARY OF PRINCIPAL RESULTS

Georgia Military Pension Fund

Valuation Date	June 30, 2006	June 30, 2005
Number of active members	10,320	8,870
Retired members:		
Number	163	103
Annual pensions	\$ 178,320	\$ 109,920
Former members entitled to deferred vested pensions:		
Number	937	497
Annual deferred pensions	\$ 846,144	\$ 474,492
Assets:		
Market Value	\$ 3,053,000	\$ 2,181,000
Actuarial Value	3,100,000	2,176,000
Unfunded actuarial accrued liability	\$ 14,525,320	\$ 12,277,668
Amortization Period	30 years	30 years
For Fiscal Year Ending	June 30, 2009	June 30, 2008
Employer contribution rate per active member:		
Normal	\$ 9.03	\$ 7.16
Accrued liability	<u>119.17</u>	<u>117.20</u>
Total	\$ 128.20	\$ 124.36
Annual Required Employer Contribution Rates (ARC):		
Normal	\$ 93,190	\$ 63,509
Accrued liability	<u>1,229,834</u>	<u>1,039,564</u>
Total	\$ 1,323,024	\$ 1,103,073

INVESTMENT SECTION

POOLED INVESTMENT FUND

- As of June 30, 2007 -

Dollar Amounts in Thousands

Employees' Retirement System	\$	14,236,051
Public School Employees Retirement System		811,859
Legislative Retirement System		31,073
Georgia Judicial Retirement System		304,944
State Employees' Assurance Department		1,052,142
Georgia Military Pension Fund		4,318
Superior Court Judges Retirement Fund		1,446
Georgia Defined Contribution Plan		52,553
		16,494,386
	\$	16,494,386

STRUCTURAL ANALYSIS OF INVESTMENTS AT FAIR VALUE

- As of June 30, 2007 -

Type of Investment	June 30, 2007
Short-term Investments	4.0%
Bonds	31.0%
Common Stock	59.5%
Mutual and common collective trust funds*	5.5%
Total	100.00%

*Investments of state Deferred Compensation 401(k) and 457 Plans and Reserve Trust

SHORT-TERM INVESTMENTS

- As of June 30, 2007 -

Face Amount	Issuer	Fair Value
\$699,613,000*	United States Government, Agency and Corporate Obligations (subject to repurchase agreements due 7/01/07)	\$ 699,613,000*

*Consists of Pooled Investment Fund \$688,098,000 and Georgia Defined Contribution Plan \$11,515,000.

INVESTMENT SECTION

US GOVERNMENT, AGENCY AND CORPORATE BONDS

- As of June 30, 2007 -

Issuer	Year of Maturity	Interest Rate %	Par Value	Fair Value
US TREAS. NOTE	2017	4.500	\$ 548,000,000	\$ 525,395,000
US TREAS. NOTE	2016	4.625	479,000,000	464,218,060
US TREAS. BOND	2036	4.500	464,000,000	420,138,080
US TREAS. NOTE	2008	4.625	247,000,000	245,997,180
US TREAS. NOTE	2007	4.250	225,000,000	224,401,500
US TREAS. BOND	2028	5.250	210,000,000	211,444,800
US TREAS. NOTE	2010	3.625	204,000,000	197,880,000
GENERAL ELECTRIC CAP CORP	2009	3.500	191,000,000	185,785,700
US TREAS. NOTE	2008	4.625	180,000,000	179,199,000
GENERAL ELECTRIC CAP CORP	2020	5.550	179,000,000	173,409,830
FNMA	2008	3.750	174,000,000	171,282,120
US TREAS. NOTE	2010	3.875	165,000,000	160,076,400
FHLMC	2016	5.500	147,000,000	147,505,680
FHLMC	2008	5.125	143,000,000	142,739,740
FHLMC	2011	5.125	140,000,000	139,475,000
FHLMC	2011	4.750	140,000,000	137,943,400
FNMA-CALLABLE	2022	5.780	125,000,000	122,187,500
CITIGROUP INC	2013	5.850	120,000,000	121,263,600
US TREAS. NOTE	2008	4.875	120,000,000	119,812,800
GENERAL ELECTRIC CAP CORP	2026	5.550	115,000,000	107,617,000
FNMA-CALLABLE	2020	5.550	106,000,000	102,703,400
FNMA	2011	4.500	105,000,000	102,670,050
FNMA	2016	5.250	100,000,000	98,500,000
FNMA	2016	5.375	98,000,000	97,479,620
US TREAS. NOTE	2008	3.250	96,000,000	94,200,000
FNMA-CALLABLE	2017	5.600	96,000,000	94,137,600
FNMA	2011	5.000	95,000,000	94,020,550
US TREAS. NOTE	2009	4.750	91,000,000	90,722,450
US TREAS. BOND	2029	5.250	77,000,000	77,529,760
FNMA	2011	4.680	78,000,000	76,440,000
FNMA	2009	4.570	71,000,000	70,179,240
US TREAS. NOTE	2008	2.625	61,000,000	59,761,090
US TREAS. NOTE	2009	4.500	37,000,000	36,748,400
FHLB	2009	4.750	35,000,000	34,726,650
FHLMC	2009	4.750	32,000,000	31,760,000
ERS Fixed Income Securities			\$ 5,494,000,000	\$ 5,359,351,200
Georgia Defined Contribution Plan Fixed Income Securities			15,000,000	14,965,940
Total ERS and Georgia Defined Contribution Plan Fixed Income Securities			\$ 5,509,000,000	\$ 5,374,317,140

INVESTMENT SECTION

EQUITY HOLDINGS

- As of June 30, 2007 -

Shares	Company	Fair Value
3,635,300	General Electric Co.	\$ 139,159,284
1,555,882	Exxon Mobil Corp.	\$130,507,382
4,064,800	Microsoft Corp.	\$119,789,656
192,530	Google Inc.	\$100,635,431
1,956,140	Citigroup Inc.	\$100,330,421
1,607,255	Procter & Gamble Co.	\$98,347,933
1,075,700	Schlumberger Ltd.	\$91,369,958
1,845,952	Bank of America Corp.	\$90,248,593
2,974,000	Cisco Systems Inc.	\$82,825,900
1,717,300	Wal-Mart Stores Inc.	\$82,619,303
1,989,568	AT&T Inc.	\$82,567,072
1,147,360	Pepsico Inc.	\$74,406,296
1,159,820	Johnson & Johnson	\$71,468,108
2,678,645	Pfizer Inc.	\$68,492,953
1,503,209	Hewlett-Packard Co.	\$67,073,186
544,000	Apple Inc.	\$66,389,760
945,633	American International Group Inc.	\$66,222,679
1,521,800	QUALCOMM Inc.	\$66,030,902
1,067,100	American Express Co.	\$65,285,178
750,006	Chevron Corp.	\$63,180,505
	Total - 20 Largest Holdings	\$ 1,726,950,500
	Total - All Holdings	\$ 10,306,659,392

A complete listing is available upon written request, subject to restrictions of O.C.G.A. Section 47-1-14.

FINANCIAL SECTION

INDEPENDENT AUDITOR'S REPORT



KPMG LLP
Suite 2000
303 Peachtree Street, NE
Atlanta, GA 30308

Independent Auditors' Report

The Board of Trustees
Employees' Retirement System of Georgia:

We have audited the accompanying financial statements of the Employees' Retirement System of Georgia (the System), a component unit of the state of Georgia, as of and for the year ended June 30, 2007 as listed in the table of contents. These financial statements are the responsibility of the System's management. Our responsibility is to express an opinion on these financial statements based on our audit. The prior year summarized comparative information has been derived from the System's June 30, 2006 financial statements and, in our report dated September 22, 2006, we expressed an unqualified opinion on those financial statements.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the System's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the System's net assets as of June 30, 2007 and the changes in net assets for the year then ended in conformity with U.S. generally accepted accounting principles.

In accordance with *Government Auditing Standards*, we have also issued our report dated September 27, 2007 on our consideration of the System's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audit.

The management's discussion and analysis, the schedules of funding progress, and schedules of employer contributions on pages 28 through 32 and pages 53 through 54, respectively, are not a required part of the basic financial statements but are supplementary information required by U.S. generally accepted accounting principles. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information, and express no opinion on it.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information included in the administrative expenses schedule is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the financial statements and, in our opinion, is fairly stated in all material respects, in relation to the financial statements taken as a whole. The introductory, investment and actuarial sections have not been subjected to the auditing procedures applied by us in the audit of the basic financial statements, and accordingly, we express no opinion on them.

KPMG LLP

September 27, 2007

FINANCIAL SECTION

MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)

This section provides a discussion and analysis of the financial performance of the Employees' Retirement System of Georgia (the "System") for the year ended June 30, 2007. The discussion and analysis of the System's financial performance is within the context of the accompanying basic financial statements, notes to the financial statements, required supplementary schedules, and additional information following this section.

The System is responsible for administering a cost sharing, multiple employer defined benefit pension plan for various employer agencies of Georgia, along with nine other defined benefit pension plans and four defined contribution plans.

The defined benefit pension plans include:

- Employees' Retirement System (ERS)
- Public School Employees Retirement System (PSERS)
- Legislative Retirement System (LRS)
- Georgia Judicial Retirement System (GJRS)
- Georgia Military Pension Fund (GMPF)
- State Employees' Assurance Department (SEAD)
- State Employees' Assurance Department Active Members Trust Fund (SEAD-Active)
- State Employees' Assurance Department Retired and Vested Inactive Members Trust Fund (SEAD-OPEB)
- Superior Court Judges Retirement Fund (SCJRF)
- District Attorneys Retirement Fund (DARF)

The defined contribution retirement plans include:

- Georgia Defined Contribution Plan (GDCP)
- 401(k) Deferred Compensation Plan (401(k))
- 457 Deferred Compensation Plan (457)
- 403(b) Deferred Compensation Plan (403(b))

Financial Highlights

The following highlights are discussed in more detail later in this analysis:

- The net assets of the System increased by \$1.6 billion, or 10.0%, from \$15.9 billion at June 30, 2006 to \$17.5 billion at June 30, 2007. The improvement was primarily due to the increase in the fair value of investments.
- For the year ended June 30, 2007, the total additions to net assets were \$2.7 billion compared to \$1.4 billion for the year ended June 30, 2006. For year ended June 30, 2007, the additions consisted of employer and member contributions totaling \$429 million, insurance premiums of \$9 million, net investment income of \$2.3 billion, participant fees of \$1.2 million, and other income of \$1 million. For year ended June 30, 2006, the additions consisted of employer and member contributions totaling \$417 million, insurance premiums of \$8 million, net investment income of \$957 million, participant fees of \$0.4 million, and other income of \$1 million.
- Net investment income of \$2.3 billion (comprised of interest and dividend income, the change in fair value of investments, and other reduced by investment expenses) represents a \$1.3 billion increase, compared to the net investment income of \$957 million for the year ended June 30, 2006. The increase was primarily due to improved equity and bond market performance in 2007, compared to 2006.
- The total deductions were \$1.1 billion and \$1.0 billion for years ended June 30, 2007 and 2006, respectively. For the year ended June 30, 2007, the deductions consisted of benefit payments of \$1.0 billion, refunds of \$20 million, death benefits of \$25 million, and administrative expenses of \$18 million. For the year ended June 30, 2006, the deductions consisted of benefit payments of \$966 million, refunds of \$21 million, death benefits of \$23 million, and administrative expenses of \$15 million.
- Benefit payments paid to retirees and beneficiaries increased by \$102 million, or 10.6% from \$966 million in 2006 to \$1.0 billion in 2007. This increase was the result of increases in the number of retirees and beneficiaries receiving benefits across all plans and postretirement cost of living increases in benefits.

(continued)

FINANCIAL SECTION

MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)

Overview of the Financial Statements

The basic financial statements include (1) the combined statements of net assets and changes in net assets, (2) the combining statements of net assets and changes in net assets, and (3) notes to the financial statements. The System also includes in this report additional information to supplement the financial statements.

In addition, the System presents two types of required supplementary schedules, which provide historical trend information about the plans' funding. The two types of schedules include (1) a schedule of funding progress and (2) a schedule of employer contributions.

The System prepares its financial statements on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles. These statements provide information about the System's overall financial status.

Description of the Financial Statements

The *Combined Statement of Net Assets* is the statement of financial position presenting information that includes all of the System's assets and liabilities, with the balance representing the Net Assets Held in Trust for Pension Benefits. The investments of the System in this statement are presented at fair value. This statement is presented on page 33.

The *Combined Statement of Changes in Net Assets* reports how the System's net assets changed during the fiscal year. The additions and deductions to net assets are summarized in this statement. The additions include contributions to the retirement plans from employers and members, group life insurance premiums, participant fees, and investment income, which includes interest and dividends and the net increase in the fair value of investments. The deductions include benefit payments, life insurance death benefit payments, refunds of member contributions and interest, and administrative expenses. This statement is presented on page 34.

The *Combining Statement of Net Assets and Combining Statement of Changes in Net Assets* present the financial position and change in financial position for each of the funds administered by the System, including the Pooled Investment Fund that holds and invests funds from each of the participating plans and funds. These statements begin on page 35.

Notes to the Financial Statements are presented to provide the information necessary for a full understanding of the financial statements. The notes to the financial statements begin on page 39.

There are two *Required Supplementary Schedules* included in this report. These required schedules are applicable to five of the defined benefit plans: ERS, PSERS, LRS, GJRS, and GMPF. The *Schedule of Funding Progress* presents historical trend information about the actuarially determined funded status of the plans from a long term, ongoing plan perspective, and the progress made in accumulating sufficient assets to fund benefit payments as they become due. The *Schedule of Employer Contributions* presents historical trend information about the annual required contributions of employers and percentage of such contributions in relation to actuarially determined requirements for the years presented. The required supplementary schedules begin on page 53.

Notes to Required Supplementary Schedules are presented to provide the information necessary for a full understanding of the supplementary schedules. The notes to required supplementary schedules begin on page 55.

Additional information is presented, beginning on page 57. This section includes the *Administrative Expenses Schedule*. The *Administrative Expenses Schedule* presents the expenses incurred in the administration of these plans and funds, and the contributions from each plan and fund to provide for these expenses.

(continued)

FINANCIAL SECTION

MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)

Financial Analysis of the System

A summary of the System's net assets at June 30, 2007 and 2006 is as follows:

	Net assets (in thousands)		Amount change	Percentage change
	June 30			
	2007	2006		
Assets:				
Cash and receivables	\$ 205,023	\$ 181,010	\$ 24,013	13.3%
Investments	17,334,129	15,802,360	1,531,769	9.7%
Capital assets, net	15,340	11,311	4,029	35.6%
Total assets	17,554,492	15,994,681	1,559,811	9.8%
Liabilities:				
Due to brokers and accounts payable	37,589	64,150	(26,561)	(41.4)%
Net assets	\$ 17,516,903	\$ 15,930,531	\$ 1,586,372	10.0%

The following table presents the investment allocation at June 30, 2007 and 2006:

	2007	2006
Asset allocation at June 30 (in percentages):		
Equities	59.5%	58.6%
U.S. Treasuries	18.0%	24.3%
U.S. Agencies	9.6%	5.8%
Corporate and other bonds	3.4%	5.2%
Mutual and common collective trust funds	5.5%	5.3%
Short-term securities	4.0%	0.8%
Asset allocation at June 30 (in thousands):		
Equities	\$ 10,306,659	\$ 9,252,645
U.S. Treasuries	3,122,490	3,843,470
U.S. Agencies	1,663,751	921,796
Corporate and other bonds	588,076	819,648
Mutual and common collective trust funds	953,540	843,522
Short-term securities	699,613	121,279
	\$ 17,334,129	\$ 15,802,360

The total investment portfolio increased \$1.53 billion from 2006, which is due primarily to an increase in the fair value of investments.

(continued)

FINANCIAL SECTION

MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)

The investment rate of return in fiscal year ended June 30, 2007 was 14.7%, with a 20.6% return on equities and a 5.5% return on fixed income investments. The five year annualized rate of return on investments at June 30, 2007 was 8.5%, with an 11.2% return on equities and a 4.4% return on fixed income investments.

A summary of the changes in the System's net assets for the years ended June 30, 2007 and 2006 is as follows:

	Changes in net assets (in thousands)		Amount change	Percentage change
	2007	2006		
Additions:				
Employer contributions	\$ 296,277	\$ 282,126	\$ 14,151	5.0%
Member contributions	133,169	135,276	(2,107)	(1.6)%
Participant fees	1,211	449	762	169.7%
Insurance premiums	9,107	7,699	1,408	18.3%
Net investment income	2,276,431	956,794	1,319,637	137.9%
Other	903	903	—	0.0%
Total additions	2,717,098	1,383,247	1,333,851	96.4%
Deductions:				
Benefit payments	1,067,604	965,626	101,978	10.6%
Refunds	19,588	20,907	(1,319)	(6.3)%
Death benefits	25,223	22,772	2,451	10.8%
Administrative expenses	18,311	14,561	3,750	25.8%
Total deductions	1,130,726	1,023,866	106,860	10.4%
Net increase in net assets	\$ 1,586,372	\$ 359,381	\$ 1,226,991	341.4%

Additions – The System accumulates resources needed to fund benefit payments through contributions and returns on invested funds. In fiscal year 2007, total contributions increased 2.9%, reflecting a contribution percentage that remained unchanged with a modest overall salary increase. Net investment income increased by \$1.3 billion. The increase was primarily due to improved equity and bond market performance in 2007, compared to 2006.

Deductions – For fiscal year 2007, total deductions increased 10.4%, primarily because of a 10.6% increase in benefit payments. This was due to an increase of approximately 3.3% in the number of retirees receiving benefit payments across all defined benefit plans and to postretirement cost of living increases in benefits. Refunds decreased 6.3%, which was primarily due to a decrease in the number of refunds processed during 2007. Administrative expenses increased 25.8% over the prior year, due primarily to increases in salaries, accounting and investment services, and computer services.

(continued)

FINANCIAL SECTION

MANAGEMENT'S DISCUSSION AND ANALYSIS (UNAUDITED)

Funding Status

The schedules of funding progress and employer contributions provide information regarding how the plans are performing and funded from an actuarial perspective. The information is based upon actuarial valuations conducted by certified actuaries. The funding ratio, which is presented on the schedule of funding progress, indicates the ratio of the actuarial value of assets and the actuarial accrued liabilities. The higher this ratio, the better position the System is in with regards to its funding requirements. The June 30, 2006 and 2005 actuarial valuations, the latest valuations available, indicate the actuarial value of assets and funding ratios for the five applicable defined benefit retirement plans were as follows:

	Actuarial value of plan assets (in thousands)		Funding ratio	
	June 30, 2006	June 30, 2005	June 30, 2006	June 30, 2005
ERS	\$ 13,461,132	\$ 13,134,472	94.5%	97.2%
PSERS	766,277	753,767	110.8%	112.3%
LRS	29,172	28,462	124.6%	121.0%
GJRS	279,564	264,924	121.6%	124.3%
GMPF	3,100	2,176	17.6%	15.1%

The System continues to be in a sound financial position, as evidenced by the funding ratios. A funding ratio over 100% indicates the plans, from an actuarial perspective, have more assets available than will be necessary to satisfy the obligations of the plans.

Requests for Information

This financial report is designed to provide a general overview of the System's finances for all those with interest in the System's finances. Questions concerning any of the information provided in this report or requests for additional information should be addressed to Employees' Retirement System of Georgia, Two Northside 75, Suite 300, Atlanta, GA 30318.

FINANCIAL SECTION

COMBINED STATEMENT OF NET ASSETS

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

COMBINED STATEMENT OF NET ASSETS

June 30, 2007

(With Comparative Totals as of June 30, 2006)

(In thousands)

ASSETS	2007	2006
CASH	\$ 7,977	\$ 4,429
RECEIVABLES:		
Employer and member contributions	37,072	35,200
Interest and dividends	79,320	82,317
Due from brokers for securities sold	80,202	58,919
Other	452	145
Total receivables	197,046	176,581
INVESTMENTS – AT FAIR VALUE:		
Short-term	699,613	121,279
U.S. Treasuries	3,122,490	3,843,470
U.S. Agencies	1,663,751	921,796
Corporate and other bonds	588,076	819,648
Common stocks	10,306,659	9,252,645
Mutual and common collective trust funds	953,540	843,522
Total investments	17,334,129	15,802,360
CAPITAL ASSETS, NET	15,340	11,311
Total assets	17,554,492	15,994,681
LIABILITIES		
Accounts payable and other	20,446	17,437
Due to brokers for securities purchased	17,143	46,713
Total liabilities	37,589	64,150
NET ASSETS HELD IN TRUST FOR PENSION BENEFITS	\$ 17,516,903	\$ 15,930,531

(A schedule of funding progress is presented on page 53.)

See accompanying notes to financial statements.

FINANCIAL SECTION

COMBINED STATEMENT OF CHANGES IN NET ASSETS

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

COMBINED STATEMENT OF CHANGES IN NET ASSETS

Year Ended June 30, 2007

(With Comparative Totals for the Year Ended June 30, 2006)

(In thousands)

	2007	2006
NET ASSETS HELD IN TRUST FOR PENSION BENEFITS – BEGINNING OF YEAR	\$ 15,930,531	\$ 15,571,150
ADDITIONS:		
Contributions:		
Employer	296,277	282,126
Member	133,169	135,276
Participant fees	1,211	449
Insurance premiums	9,107	7,699
Administrative expense allotment	903	903
Investment income:		
Net increase in fair value of investments	1,769,567	535,488
Interest and dividends	523,686	435,713
Other	1,467	731
Total investment income	2,294,720	971,932
Less investment expenses	(18,289)	(15,138)
Net investment income	2,276,431	956,794
Total additions	2,717,098	1,383,247
DEDUCTIONS:		
Benefit payments	1,067,604	965,626
Refunds of member contributions and interest	19,588	20,907
Death benefits	25,223	22,772
Administrative expenses	18,311	14,561
Total deductions	1,130,726	1,023,866
Net increase	1,586,372	359,381
NET ASSETS HELD IN TRUST FOR PENSION BENEFITS – END OF YEAR	\$ 17,516,903	\$ 15,930,531

See accompanying notes to financial statements.

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

COMBINING STATEMENT OF NET ASSETS

June 30, 2007
(In thousands)

Assets	Defined Contribution Plans							Total 2007
	Defined Benefit Plans	Pooled Investment Fund	Georgia Defined Contribution Plan	401(k) Plan	457 Plan	403(b) Plan	Eliminations	
Cash	\$ 6,817	\$ —	\$ 140	\$ 468	\$ 552	\$ —	\$ —	\$ 7,977
Receivables:								
Employer and member contributions	33,446	—	1,422	1,017	1,187	—	—	37,072
Interest and dividends	—	79,146	145	13	16	—	—	79,320
Due from brokers for securities sold	—	80,197	5	—	—	—	—	80,202
Other	1,053,716	—	—	247	205	—	(1,053,716)	452
Unremitted insurance premiums	1,373	—	—	—	—	—	(1,373)	—
Total receivables	1,088,535	159,343	1,572	1,277	1,408	—	(1,055,089)	197,046
Investments – at fair value:								
Short-term	—	688,098	11,515	—	—	—	—	699,613
U.S. Treasuries	—	3,107,524	14,966	—	—	—	—	3,122,490
U.S. Agencies	—	1,663,751	—	—	—	—	—	1,663,751
Corporate and other bonds	—	588,076	—	—	—	—	—	588,076
Common stocks	—	10,306,659	—	—	—	—	—	10,306,659
Mutual and common collective trust funds	—	—	—	334,794	618,746	—	(16,494,386)	953,540
Equity in pooled investment fund	16,441,833	—	52,553	—	—	—	—	—
Total investments	16,441,833	16,354,108	79,034	334,794	618,746	—	(16,494,386)	17,334,129
Capital assets, net	15,340	—	—	—	—	—	—	15,340
Total assets	17,552,525	16,513,451	80,746	336,539	620,706	—	(17,549,475)	17,554,492
Liabilities								
Accounts payable and other	1,071,748	1,922	92	160	240	—	(1,053,716)	20,446
Due to brokers for securities purchased	—	17,143	—	—	—	—	—	17,143
Insurance premiums payable	1,373	—	—	—	—	—	(1,373)	—
Total liabilities	1,073,121	19,065	92	160	240	—	(1,055,089)	37,589
Net assets held in trust for pension benefits	\$ 16,479,404	\$ 16,494,386	\$ 80,654	\$ 336,379	\$ 620,466	\$ —	\$ (16,494,386)	\$ 17,516,903

(A schedule of funding progress is presented on page 53.)

See accompanying notes to financial statements.

FINANCIAL SECTION

DEFINED BENEFIT PLANS COMBINING STATEMENT OF NET ASSETS

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

DEFINED BENEFIT PLANS - COMBINING STATEMENT OF NET ASSETS

June 30, 2007
(In thousands)

Assets	Defined Benefit Plans											Defined Benefit Plans Total									
	Employees' Retirement System			Public School Employees Retirement System		Legislative Retirement System		Georgia Judicial Retirement System		State Employees' Assurance Department Active			State Employees' Assurance Department OPEB		Georgia Military Pension Fund		Superior Court Judges Retirement Fund		District Attorneys Retirement Fund		
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$		\$	\$	\$	\$	\$	\$	\$	\$	
Cash	5,950	347	36	149	203	—	—	—	—	—	—	—	—	—	18	111	3	—	—	6,817	
Receivables:																					
Employer and member contributions	33,094	27	35	290	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	33,446	
Interest and dividends	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	
Due from brokers for securities sold	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	
Other	90,333	—	—	—	—	—	—	—	185,335	778,048	—	—	—	—	—	—	—	—	—	1,053,716	
Unremitted insurance premiums	—	—	—	—	1,373	—	—	—	—	—	—	—	—	—	—	—	—	—	—	1,373	
Total receivables	123,427	27	35	290	1,373	—	—	—	185,335	778,048	—	—	—	—	—	—	—	—	—	1,088,535	
Investments – at fair value:																					
Short-term	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	
U.S. Treasuries	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	
U.S. Agencies	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	
Corporate and other bonds	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	
Common stocks	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	
Mutual and common collective trust funds	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	
Equity in pooled investment fund	14,236,051	811,859	31,073	304,944	1,052,142	—	—	—	—	—	—	—	—	—	4,318	1,446	—	—	—	16,441,833	
Total investments	14,236,051	811,859	31,073	304,944	1,052,142	—	—	—	—	—	—	—	—	—	4,318	1,446	—	—	—	16,441,833	
Capital assets, net	15,340	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	15,340	
Total assets	14,380,768	812,233	31,144	305,383	1,053,718	—	—	—	185,335	778,048	—	—	—	—	4,336	1,557	3	—	—	17,552,525	
Liabilities																					
Accounts payable and other	16,971	584	18	391	1,053,718	—	—	—	—	—	—	—	—	—	—	65	1	—	—	1,071,748	
Due to brokers for securities purchased	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	
Insurance premiums payable	1,550	—	5	18	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	1,573	
Total liabilities	18,321	584	23	409	1,053,718	—	—	—	—	—	—	—	—	—	—	65	1	—	—	1,073,121	
Net assets held in trust for pension benefits	14,362,447	811,649	31,121	304,974	—	—	—	—	185,335	778,048	—	—	—	—	4,336	1,492	2	—	—	16,479,404	

(A schedule of funding progress is presented on page 53.)

See accompanying notes to financial statements.

FINANCIAL SECTION

COMBINING STATEMENT OF CHANGES IN NET ASSETS

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA (Including All Plans and Funds Administered by the Employees' Retirement System of Georgia) (A Component Unit of the State of Georgia)

COMBINING STATEMENT OF CHANGES IN NET ASSETS

Year ended June 30, 2007

(In thousands)

	Defined Benefit Plans	Pooled Investment Fund	Defined Contribution Plans					Total 2007
			Georgia Defined Contribution Plan	401(k) Plan	457 Plan	403(b) Plan	Eliminations	
Net assets held in trust for pension benefits – beginning of year	\$ 15,013,343	\$ 15,027,994	\$ 70,430	\$ 272,883	\$ 573,406	\$ 469	\$ (15,027,994)	\$ 15,930,531
Additions:								
Contributions:								
Employer	281,503	—	—	14,774	—	—	—	296,277
Member	55,037	—	15,060	34,956	28,116	—	—	133,169
Participant fees	—	—	—	674	537	—	—	1,211
Insurance premiums	9,107	—	—	—	—	—	—	9,107
Administrative expense allotment	903	—	—	—	—	—	—	903
Investment income:								
Net increase (decrease) in fair value of investments	—	1,712,854	35	19,946	36,734	—	(2)	1,769,567
Interest and dividends	283	466,282	1,200	20,315	35,606	—	—	523,686
Other	—	—	—	525	942	—	—	1,467
Less investment expenses	(1,963)	(14,569)	(41)	(859)	(857)	—	—	(18,289)
Allocation of investment earnings	2,157,823	—	6,744	—	—	—	(2,164,567)	—
Net investment income	2,156,143	2,164,567	7,938	39,927	72,425	(2)	(2,164,567)	2,276,431
Total additions	2,502,693	2,164,567	22,998	90,331	101,078	(2)	(2,164,567)	2,717,098
Deductions:								
Benefit payments	988,256	—	—	25,785	53,097	—	466	1,067,604
Refunds of member contributions and interest	7,124	—	12,464	—	—	—	—	19,588
Death benefits	25,223	—	—	—	—	—	—	25,223
Administrative expenses	16,029	—	310	1,050	921	1	—	18,311
Total deductions	1,036,632	—	12,774	26,835	54,018	467	—	1,130,726
Transfers to systems from pooled investment fund	—	(698,175)	—	—	—	—	698,175	—
Transfers to (from) other pension plans	—	—	—	—	—	—	—	—
Net increase (decrease) in net assets	1,466,061	1,466,392	10,224	63,496	47,060	(469)	(1,466,392)	1,586,372
Net assets held in trust for pension benefits – end of year	\$ 16,479,404	\$ 16,494,386	\$ 80,654	\$ 336,379	\$ 620,466	\$ —	\$ (16,494,386)	\$ 17,516,903

FINANCIAL SECTION

DEFINED BENEFIT PLANS COMBINING STATEMENT OF CHANGES IN NET ASSETS

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA (Including All Plans and Funds Administered by the Employees' Retirement System of Georgia) (A Component Unit of the State of Georgia)

DEFINED BENEFIT PLANS - COMBINING STATEMENT OF CHANGES IN NET ASSETS Year ended June 30, 2007 (In thousands)

	Defined Benefit Plans										
	Employees' Retirement System	Public School Employees Retirement System	Legislative Retirement System	Georgia Judicial Retirement System	State Employees' Assurance Department	State Employees' Assurance Department - Active	State Employees' Assurance Department - OPEB	Georgia Military Pension Fund	Superior Court Judges Retirement Fund	District Attorneys Retirement Fund	Defined Benefit Plans Total
Net assets held in trust for pension benefits - beginning of year	\$ 13,033,861	\$ 743,689	\$ 28,288	\$ 269,207	\$ 933,945	\$ —	\$ 3,053	\$ 1,300	\$ —	\$ —	\$ 15,013,343
Additions:											
Contributions:											
Employer	270,141	6,490	62	1,778	—	—	1,005	1,938	89	—	281,503
Member	49,250	1,420	320	4,040	—	—	—	7	—	—	55,037
Participant fees	—	—	—	—	—	—	—	—	—	—	—
Insurance premiums	—	—	—	—	9,107	—	—	—	—	—	9,107
Administrative expense allotment	—	588	110	175	—	—	—	30	—	—	903
Investment income:											
Net increase (decrease) in fair value of investments	—	—	—	—	—	—	—	—	—	—	—
Interest and dividends	283	—	—	—	—	—	—	—	—	—	283
Other	(1,963)	—	—	—	—	—	—	—	—	—	(1,963)
Less investment expenses	1,870,793	106,833	4,072	39,324	136,112	—	503	186	—	—	2,157,823
Allocation of investment earnings	1,869,113	106,833	4,072	39,324	136,112	—	503	186	—	—	2,156,143
Net investment income	2,188,504	115,331	4,564	45,317	145,219	—	1,508	2,161	89	—	2,502,693
Total additions	928,654	46,464	1,588	9,299	—	—	225	1,939	87	—	988,256
Deductions:											
Benefit payments	6,696	319	33	76	—	—	—	—	—	—	7,124
Refunds of member contributions and interest	—	—	—	—	25,223	—	—	—	—	—	25,223
Death benefits	14,901	588	110	175	225	—	—	30	—	—	16,029
Administrative expenses	950,251	47,371	1,731	9,550	25,448	—	225	1,969	87	—	1,036,632
Total deductions	90,333	—	—	—	(1,053,716)	—	—	—	—	—	—
Transfers to systems from pooled investment fund	1,328,586	67,960	2,833	35,767	(933,945)	185,335	1,283	192	2	—	1,466,061
Transfers to (from) other pension plans	—	—	—	—	778,048	185,335	778,048	—	—	—	—
Net increase (decrease) in net assets	14,362,447	811,649	31,121	304,974	—	185,335	4,336	1,492	2	—	16,479,404
Net assets held in trust for pension benefits - end of year	\$ 14,362,447	\$ 811,649	\$ 31,121	\$ 304,974	\$ —	\$ 185,335	\$ 4,336	\$ 1,492	\$ 2	\$ —	\$ 16,479,404

See accompanying notes to financial statements.

FINANCIAL SECTION

NOTES TO FINANCIAL STATEMENTS

June 30, 2007

(1) General

The accompanying basic financial statements of the Employees' Retirement System of Georgia, including all plans and funds administered by the Employees' Retirement System of Georgia (collectively, the System), is comprised of the Employees' Retirement System of Georgia (ERS), Public School Employees Retirement System (PSERS), Legislative Retirement System (LRS), Georgia Judicial Retirement System (GJRS), Georgia Military Pension Fund (GMPF), State Employees' Assurance Department (SEAD), Superior Court Judges Retirement Fund (SCJRF), District Attorneys Retirement Fund (DARF), Georgia Defined Contribution Plan (GDGP), 401(k) Deferred Compensation Plan (401(k) Plan), 457 Deferred Compensation Plan (457 Plan), and 403(b) Deferred Compensation Plan (403(b) Plan). Effective June 30, 2007, the State Employees' Assurance Department Active Members Trust Fund (SEAD-Active) and the State Employees' Assurance Department Retired and Vested Inactive Members Trust Fund (SEAD-OPEB) replaces the State Employees' Assurance Department (SEAD). All significant accounts and transactions among the various systems, departments, and funds have been eliminated.

In evaluating how to define the System for financial reporting purposes, the management of the System has considered all potential component units. The decision to include a potential component unit in the reporting entity is made by applying the criteria set forth by Governmental Accounting Standards Board (GASB) Statement No. 14, as amended by GASB Statement No. 39. Based on these criteria, the System has not included any other entities in its reporting entity.

Although the System is a component unit of the State of Georgia's financial reporting entity, it is accountable for its own fiscal matters and presentation of its separate financial statements. The Boards of Trustees, comprised of active and retired members and ex-officio state employees, are ultimately responsible for the administration of the System.

(2) Authorizing Legislation and Plan Descriptions

Each plan and fund, including benefit and contribution provisions, was established and can be amended by state law. The following summarizes authorizing legislation and the plan description of each retirement fund:

- (a) ERS is a cost-sharing multiple employer defined benefit pension plan established by the Georgia General Assembly during the 1949 Legislative Session for the purpose of providing retirement allowances for employees of the State of Georgia and its political subdivisions. ERS is directed by a Board of Trustees and has the powers and privileges of a corporation.

Membership

As of June 30, 2007, participation in ERS is as follows:

Retirees and beneficiaries currently receiving benefits	33,871
Terminated employees entitled to benefits but not yet receiving benefits	66,964
Active plan members	<u>72,961</u>
Total	<u>173,796</u>
Employers	583

(continued)

FINANCIAL SECTION

NOTES TO FINANCIAL STATEMENTS

Benefits

The benefit structure of ERS was significantly modified on July 1, 1982. Unless the employee elects otherwise, an employee who currently maintains membership with ERS based upon state employment that started prior to July 1, 1982 is an “old plan” member subject to the plan provisions in effect prior to July 1, 1982. All other members are “new plan” members, subject to the modified plan provisions.

Under both the old and new plans, a member may retire and receive normal retirement benefits after completion of 10 years of creditable service and attainment of age 60 or 30 years of creditable service regardless of age. Additionally, there are some provisions allowing for early retirement after 25 years of creditable service for members under age 60.

Retirement benefits paid to members are based upon the monthly average of the member’s highest 24 consecutive calendar months, multiplied by the number of years of creditable service, multiplied by the applicable benefit factor. Annually, postretirement cost-of-living adjustments are also made to members’ benefits. The normal retirement pension is payable monthly for life; however, options are available for distribution of the member’s monthly pension, at reduced rates, to a designated beneficiary upon the member’s death. Death and disability benefits are also available through ERS.

Contributions and Vesting

Member contributions under the old plan are 4% of annual compensation, up to \$4,200 plus 6% of annual compensation in excess of \$4,200. Under the old plan, the state pays member contributions in excess of 1.25% of annual compensation. Under the old plan, these state contributions are included in the members’ accounts for refund purposes and are used in the computation of the members’ earnable compensation for the purpose of computing retirement benefits. Member contributions under the new plan are 1.25% of annual compensation. The state is required to contribute at a specified percentage of active member payroll, determined annually by actuarial valuation. The state contributions are not at any time refundable to the member or his/her beneficiary.

Employer contributions required for fiscal year 2007 were based on the June 30, 2004 actuarial valuation as follows:

	<u>Old plan</u>	<u>New plan</u>
Employer:		
Normal	4.33%	9.08%
Employer paid for member	4.75	—
Accrued liability	1.33	1.33
Total	<u>10.41%</u>	<u>10.41%</u>

Members become vested after ten years of membership service. Upon termination of employment, member contributions with accumulated interest are refundable upon request by the member. However, if an otherwise vested member terminates and withdraws his/her member contributions, the member forfeits all rights to retirement benefits.

The employer contributions are projected to liquidate the unfunded actuarial accrued liability within 10 years, based upon the actuarial valuation at June 30, 2006, on the assumption that the total payroll of active members will increase by 3.75% each year.

On November 20, 1997, the ERS Board of Trustees created the Supplemental Retirement Benefit Plan of ERS (SRBP). SRBP was established as a qualified governmental excess benefit plan in accordance with Section 415 of the Internal Revenue Code (IRC §415) as a portion of ERS. The purpose of the SRBP is to provide retirement benefits to employees covered by ERS whose benefits are otherwise limited by IRC §415.

(continued)

FINANCIAL SECTION

NOTES TO FINANCIAL STATEMENTS

Beginning January 1, 1998, all members and retired former members in ERS are eligible to participate in this plan whenever their benefits under ERS exceed the limitation on benefits imposed by IRC §415.

There were 83 members eligible to participate in this portion of ERS for the year ended June 30, 2007. Employer contributions of \$950,000 and benefit payments of \$1,016,821 under the SRBP are included in the combined statements of changes in net assets for the year ended June 30, 2007. Cash of \$37,422 under the SRBP is included in the combined statements of net assets as of June 30, 2007.

- (b) PSERS is a cost-sharing multiple employer defined benefit pension plan established by the Georgia General Assembly in 1969 for the purpose of providing retirement allowances for public school employees who are not eligible for membership in the Teachers Retirement System of Georgia. The ERS Board of Trustees, plus two additional trustees, administers PSERS.

Membership

As of June 30, 2007, participation in PSERS is as follows:

Retirees and beneficiaries currently receiving benefits	13,189
Terminated employees entitled to benefits but not yet receiving benefits	64,248
Active plan members	<u>39,449</u>
Total	<u>116,886</u>
Employers	185

Benefits

A member may retire and elect to receive normal monthly retirement benefits after completion of ten years of creditable service and attainment of age 65. A member may choose to receive reduced benefits after age 60 and upon completion of ten years of service.

Upon retirement, the member will receive a monthly benefit of \$14.00, multiplied by the number of years of creditable service. Death and disability benefits are also available through PSERS. Additionally, PSERS makes periodic cost-of-living adjustments to the monthly benefits.

Contributions and Vesting

Members contribute \$4 per month for nine months each fiscal year. The State of Georgia, although not the employer of PSERS members, is required by statute to make employer contributions actuarially determined and approved and certified by the PSERS Board of Trustees.

Employer contributions required for the year ended June 30, 2007 were \$101.12 per active member and were based on the June 30, 2004 actuarial valuation.

Members become vested after ten years of creditable service. Upon termination of employment, member contributions with accumulated interest are refundable upon request by the member. However, if an otherwise vested member terminates and withdraws his/her member contribution, the member forfeits all rights to retirement benefits.

The employer contributions are projected to liquidate the actuarial accrued funding excess within 20 years, based upon the actuarial valuation at June 30, 2006.

(continued)

FINANCIAL SECTION

NOTES TO FINANCIAL STATEMENTS

- (c) LRS is a cost-sharing multiple employer defined benefit plan established by the Georgia General Assembly in 1979 for the purpose of providing retirement allowances for all members of the Georgia General Assembly. LRS is administered by the ERS Board of Trustees.

Membership

As of June 30, 2007, participation in LRS is as follows:

Retirees and beneficiaries currently receiving benefits	220
Terminated employees entitled to benefits but not yet receiving benefits	138
Active plan members	<u>232</u>
Total	<u>590</u>
Employers	1

Benefits

A member's normal retirement is after eight years of creditable service and attainment of age 65, or eight years of membership service (four legislative terms) and attainment of age 62. A member may retire early and elect to receive a monthly retirement benefit after completion of eight years of membership service and attainment of age 60; however, the retirement benefit is reduced by 5% for each year the member is under age 62.

Upon retirement, the member will receive a monthly service retirement allowance of \$36, multiplied by the number of years of creditable service, reduced by age reduction factors, if applicable. Death benefits are also available through the plan.

Contributions and Vesting

Member contributions are 8.5% of annual salary. The state pays member contributions in excess of 4.75% of annual compensation. Employer contributions are actuarially determined and approved and certified by the ERS Board of Trustees.

There were no employer contributions required for the year ended June 30, 2007 based on the June 30, 2004 actuarial valuation.

Members become vested after eight years of creditable service. Upon termination of employment, member contributions with accumulated interest are refundable upon request by the member.

However, if an otherwise vested member terminates and withdraws his/her member contributions, the member forfeits all rights to retirement benefits.

- (d) The GJRS is a system created to serve the members and beneficiaries of the Trial Judges and Solicitors Retirement Fund, the Superior Court Judges Retirement System, and the District Attorneys Retirement System (collectively, the Predecessor Retirement Systems). As of June 30, 1998, any person who was an active, inactive, or retired member or beneficiary of the Predecessor Retirement Systems was transferred to GJRS in the same status effective July 1, 1998. All assets of the Predecessor Retirement Systems were transferred to GJRS as of July 1, 1998. The ERS Board of Trustees and three additional trustees administer GJRS.

GJRS is a cost sharing multiple employer defined benefit pension plan established by the Georgia General Assembly for the purpose of providing retirement allowances for trial judges and solicitors of certain courts in Georgia, and their survivors and other beneficiaries, superior court judges of the state of Georgia, and district attorneys of the state of Georgia.

(continued)

FINANCIAL SECTION

NOTES TO FINANCIAL STATEMENTS

Membership

As of June 30, 2007, participation in GJRS is as follows:

Retirees and beneficiaries currently receiving benefits	170
Terminated employees entitled to benefits but not yet receiving benefits	64
Active plan members	<u>485</u>
Total	<u>719</u>
Employers	93

Benefits

The normal retirement for GJRS is age 60, with 16 years of creditable service; however, a member may retire at age 60 with a minimum of 10 years of creditable service.

Annual retirement benefits paid to members are computed as 66-2/3% of state paid salary at retirement for district attorneys and superior court judges and 66-2/3% of the average over 24 consecutive months for trial judges and solicitors, plus 1% for each year of credited service over 16 years, not to exceed 24 years. Early retirement benefits paid to members are computed as the pro rata portion of the normal retirement benefit, based on service not to exceed 16 years. Death, disability, and spousal benefits are also available.

Contributions and Vesting

Members are required to contribute 7.5% of their annual salary plus an additional 2.5% of their annual salary if spousal benefit is elected. Employer contributions are actuarially determined and approved and certified by the GJRS Board of Trustees.

Employer contributions required for fiscal year 2007 were based on the June 30, 2004 actuarial valuation as follows:

Employer:	
Normal	19.25%
Accrued liability	<u>(15.40)</u>
Total	<u>3.85%</u>

Members become vested after ten years of creditable service. Upon termination of employment, member contributions with accumulated interest are refundable upon request by the member. However, if an otherwise vested member terminates and withdraws his/her member contributions, the member forfeits all rights to retirement benefits.

The employer contributions are projected to liquidate the actuarial accrued funding excess within 18 years, based upon the actuarial valuation at June 30, 2006, assuming that the amount of accrued liability payment increases 3.75% each year.

- (e) The GMPF is a single employer defined benefit pension plan established on July 1, 2002 by the Georgia General Assembly for the purpose of providing retirement allowances and other benefits for members of the Georgia National Guard (National Guard). The ERS Board of Trustees administers the GMPF.

(continued)

FINANCIAL SECTION

NOTES TO FINANCIAL STATEMENTS

Membership

As of June 30, 2007, GMPF had 236 retirees and beneficiaries currently receiving benefits. Active and inactive plan member information is maintained by one employer, the Georgia Department of Defense.

Benefits

A member becomes eligible for benefits upon attainment of age 60, with 20 or more years of creditable service (including at least 15 years of service as a member of the National Guard), having served at least 10 consecutive years as a member of the National Guard immediately prior to discharge, and having received an honorable discharge from the National Guard.

The retirement allowance is payable for life in the amount of \$50 per month, plus \$5 per month for each year of creditable service in excess of 20 years. The maximum benefit is \$100 per month.

Contributions and Vesting

Employer contributions are actuarially determined and approved and certified by the ERS Board of Trustees. There are no member contributions required.

Employer contributions required for the year ended June 30, 2007 were \$117.24 per active member and were based on the June 30, 2004 actuarial valuation.

A member becomes vested after 20 years of creditable service (including at least 15 years of service as a member of the National Guard), having served at least 10 consecutive years as a member of the National Guard immediately prior to discharge, and having received an honorable discharge from the National Guard.

The employer contributions are projected to liquidate the unfunded actuarial accrued liability within 30 years, based upon the actuarial valuation at June 30, 2006.

- (f) SEAD was created in 1953 by the Georgia General Assembly to furnish survivors' benefits for eligible members of ERS. SEAD contracts with ERS, LRS, GJRS, and SCJRF to provide group term life insurance coverage for their participants. Death benefit payments are payable to the beneficiary or estate of the insured individual. Effective June 30, 2007, the SEAD fund was split into two separate trusts referred to as SEAD-Active and SEAD-OPEB. Additionally, the Survivors Benefit Fund was maintained for the purpose of accumulating contributions and is combined with ERS. At June 30, 2007, no amounts had been transferred and are reflected in other receivables.
- (g) SEAD-Active was created in 2007 by the Georgia General Assembly to amend Title 47 of the Official Code of Georgia Annotated, relating to retirement, so as to establish a fund for the provision of term life insurance to active members of ERS, JRS, and SCJRF. The SEAD-Active trust fund shall accumulate in the fund the premiums received from the aforementioned retirement systems, including interest earned on deposits and investments of such payments from active members.
- (h) SEAD-OPEB was created in 2007 by the Georgia General Assembly to amend Title 47 of the Official Code of Georgia Annotated, relating to retirement, so as to establish a fund for the provision of term life insurance to retired and vested inactive members of ERS, JRS, and SCJRF. The SEAD-OPEB trust fund shall accumulate in the fund the premiums received from the aforementioned retirement systems, including interest earned on deposits and investments of such payments from retired and vested inactive members.
- (i) SCJRF is a single employer defined benefit pension plan established by the Georgia General Assembly in 1945 for the purpose of providing retirement benefits to the superior court judges of the state of Georgia. SCJRF is directed by its own Board of Trustees. The Boards of Trustees for ERS and SCJRF entered into a contract for ERS to administer the plan effective July 1, 1995.

(continued)

FINANCIAL SECTION

NOTES TO FINANCIAL STATEMENTS

Membership

As of June 30, 2007, SCJRF had 28 retirees and beneficiaries currently receiving benefits and no active members.

Benefits

The normal retirement for SCJRF is age 68, with 19 years of creditable service, with a benefit of two-thirds the salary paid to superior court judges. A member may also retire at age 65, with a minimum of 10 years of creditable service, with a benefit of one-half the salary paid to superior court judges. Death, disability, and spousal benefits are also available.

Contributions and Vesting

Member contributions are 5.0% of their salary, plus an additional 2.5% for the spousal coverage benefit, if elected. The state pays member contributions of 5.0% of the member's annual salary. Additional employer contributions are not actuarially determined, but are provided on an as-needed basis to fund current benefits.

- (j) DARF is a defined benefit pension plan established by the Georgia General Assembly in 1949 for the purpose of providing retirement benefits to the district attorneys of the state of Georgia. DARF is directed by its own Board of Trustees. The Boards of Trustees for ERS and DARF entered into a contract for ERS to administer the plan effective July 1, 1995.

Membership

As of June 30, 2007, DARF had 7 retirees and beneficiaries currently receiving benefits and no active members.

Benefits

Persons appointed as district attorney emeritus shall receive an annual benefit of \$15,000, or one-half of the state salary received by such person as a district attorney for the calendar year immediately prior to the person's retirement, whichever is greater.

Contributions and Vesting

Member contributions were 5.0% of their annual salary, plus an additional 2.5% for the spousal coverage benefit, if elected. The state paid member contributions of 5.0% of the member's annual salary. Employer contributions are not actuarially determined, but are provided on an as needed basis to fund current benefits.

- (k) GDCP is a defined contribution plan established by the Georgia General Assembly in July 1992 for the purpose of providing retirement allowances for state employees who are not members of a public retirement or pension system. GDCP is administered by the ERS Board of Trustees.

Membership

As of June 30, 2007, participation in GDCP is as follows:

Terminated employees entitled to benefits but not yet receiving benefits	91,672
Active plan members	19,689
Total	<u>111,361</u>
Employers	315

Benefits

A member may retire and elect to receive periodic payments after attainment of age 65. The payments will be based upon mortality tables and interest assumptions to be adopted by the ERS Board of Trustees. If a member has less than \$50,000 credited to his/her account, the ERS Board of Trustees has the option of requiring a lump sum distribution to the member. Upon the death of a member, a lump sum distribution equaling the amount credited to his/her account will be paid to the member's designated beneficiary.

(continued)

FINANCIAL SECTION

NOTES TO FINANCIAL STATEMENTS

Contributions

Members are required to contribute 7.5% of their annual salary. There are no employer contributions. Earnings will be credited to each member's account as adopted by the ERS Board of Trustees. Upon termination of employment, the amount of the member's account is refundable upon request by the member.

- (l) The 401(k) Plan was established by the State of Georgia Employee Benefit Plan Council (the "Council") in accordance with Georgia Law 1985, page 441, as amended, Official Code of Georgia, Sections 45-18-50 through 45-18-58, and Section 401(k) of the Internal Revenue Code ("IRC"). On October 1, 1994, activity commenced when the 401(k) Plan became available to employees of the State of Georgia Community Service Boards ("CSBs"). On December 1, 1998, the 401(k) Plan became available to employees of the Georgia Lottery Corporation (the "GLC").

Effective July 1, 1998, the State of Georgia Employee's Deferred Compensation Group Trust ("Master Trust") was formed for the State of Georgia Deferred Compensation Program to serve as the funding medium for the 401(k) Plan. At that time, the 401(k) Plan began operating on an employee elective deferral basis for all state employees working at least 1,000 hours in a 12-month period. The Master Trust is also the funding medium for other State sponsored employee benefit plans. All assets of the 401(k) Plan are held in trust for the exclusive benefit of the participants and their beneficiaries. The assets of the 401(k) Plan and the State of Georgia Employees' Deferred Compensation 457 Plan are commingled in the Master Trust with the respective trusts owning units of the Master Trust.

Great-West Life & Annuity Insurance Company ("Great West") was appointed by the council to hold, administer, and invest the assets of the Master Trust. Effective July 1, 2005, ERS became the trustee of the 401(k) Plan. ERS contracted with CitiStreet LLC and State Street Bank and Trust Company, effective December 15, 2006, to hold, administer, and invest the assets of the Master Trust.

Contributions and Vesting

The 401(k) Plan requires participating CSBs and the GLC to annually contribute 7.5% of all eligible employees' base salary (limited to a maximum of \$170,000 base salary for 2006). Through December 31, 2001, the 401(k) Plan allowed individual participants to defer up to the lesser of 15% of eligible gross compensation earned (increased to 100% of eligible compensation as of January 1, 2002) or up to limits prescribed by the IRC. A maximum 50% matching contribution of participant deferrals may be made by the employer, subject to appropriation by the State Legislature. No appropriations by the State Legislature were made during 2007. The aggregate of employer contributions, employee contributions, and any matching contributions cannot exceed the lesser of 25% of eligible gross compensation earned or up to limits prescribed by the IRC.

Employer contributions vest according to the following schedule:

Less than 2 years	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

For participants whose services terminated prior to January 1, 2002, the following schedule applies:

Less than 3 years	0%
3	20%
4	40%
5	60%
6	80%
7 or more	100%

(continued)

FINANCIAL SECTION

NOTES TO FINANCIAL STATEMENTS

Employee contributions and earnings thereon are 100% vested at all times. The 401(k) Plan also allows participants to roll over amounts from other qualified plans to their respective account in the 401(k) Plan on approval by the 401(k) Plan administrator. Such rollovers are 100% vested at the time of transfer.

Distributions

The participant may receive the value of their vested accounts upon attaining age 59½, qualifying financial hardship, or retirement or other termination of service. Upon death of a participant, his or her beneficiary shall be entitled to the full value of his or her accounts. Distributions are made in installments or in a lump sum.

- (m) The 457 Plan was established by the State Personnel Board in accordance with Georgia laws 1974, page 198 as amended, Official Code of Georgia, Sections 45-18-30 through 45-18-36, and Section 457 of the Internal Revenue Code (“IRC”). The 457 Plan is available to employees of the State of Georgia and county health departments and permits such employees to defer a portion of their annual salary until future years. Employee contributions and earnings thereon are 100% vested at all times.

Effective July 1, 1998, the State of Georgia Employee’s Deferred Compensation Group Trust (“Master Trust”) was formed for the State of Georgia Deferred Compensation Program to serve as the funding medium for the 457 Plan. The Master Trust is also the funding medium for other State sponsored employee benefit plans. All assets of the 457 Plan are held in trust for the exclusive benefit of the participants and their beneficiaries. The assets of the 457 Plan and the State of Georgia Employees’ Deferred Compensation 401(k) Plan are commingled in the Master Trust with the respective trusts owning units of the Master Trust.

Great-West Life & Annuity Insurance Company (“Great West”) was appointed by the council to hold, administer, and invest the assets of the Master Trust. Effective July 1, 2005, ERS became the trustee of the 457 Plan. ERS contracted with CitiStreet LLC and State Street Bank and Trust Company, effective December 15, 2006, to hold, administer, and invest the assets of the Master Trust.

Distributions

The balance in the employee’s account in the 457 Plan is not available to the employee until termination, retirement, death, or unforeseeable emergency as defined in the 457 Plan.

- (n) The 403(b) Plan was established by the State of Georgia Employee Benefit Plan Council (the “Council”) in accordance with Georgia Laws 1985, page 441, as amended, Official Code of Georgia, Sections 45-18-50 through 45-18-58, and Section 403(b) of the Internal Revenue Code (“IRC”). On May 22, 2002, the 403(b) Plan was adopted by the Council and became operational on July 1, 2004 for employees of the Fayette County Board of Education.

Effective July 1, 1998, the State of Georgia Employees’ Deferred Compensation Group Trust (“Master Trust”) was formed for the State of Georgia Deferred Compensation Program to serve as the funding medium for the state-sponsored 457 and 401(k) Plans. The Trust was amended on July 1, 2003 to also include the 403(b) Plan. All assets of the 403(b) Plan are held in trust for the exclusive benefit of the participants and their beneficiaries. The assets of the 403(b) Plan and the State of Georgia Deferred Compensation 457 and 401(k) Plans are commingled in the Master Trust with the respective trusts owning units of the Master Trust.

Great-West Life & Annuity Insurance Company (“Great-West”) has been appointed to hold, administer and invest the assets of the Master Trust. The 403(b) Plan was dissolved and distributed to participants during fiscal year 2007.

Distributions

In accordance with the 403(b) Plan, a participant may receive the value of their account upon attaining age 59½, qualifying financial hardship, retirement or other termination of state service, or via an IRC 90-24 Transfer to another 403(b) Plan. Upon death of a participant, his or her beneficiary shall be entitled to the full value of the account. Distributions are made in installments or in a lump sum.

(continued)

FINANCIAL SECTION

NOTES TO FINANCIAL STATEMENTS

(3) Significant Accounting Policies and System Asset Matters

(a) Basis of Accounting

The System's basic financial statements are prepared on the accrual basis of accounting. Contributions from the employers and members are recognized as additions in the period in which the members provide services. Retirement and refund payments are recognized as deductions when due and payable.

During fiscal year 2007, the System adopted the provisions of GASB Statement No. 43, *Financial Reporting for Postemployment Benefit Plans Other Than Pension Plans*. The objective of this Statement is to establish uniform standards of financial reporting by state and local governmental entities for other postemployment benefit plans (OPEB plans). This statement provides standards for measurement, recognition and display of the assets, liabilities, and, where applicable, net assets and changes in net assets of such funds and for related disclosures. Effective June 30, 2007, the SEAD fund was split into two separate trusts referred to as SEAD-Active and SEAD-OPEB in response to GASB 43. The balances and related activity for SEAD-Active and SEAD-OPEB are reflected in the accompanying Defined Benefit Plan-Combining Statement of Net Assets and Defined Benefit Plan-Combining Statement of Changes in Net Assets as of and for the year ended June 30, 2007.

(b) Investments

Investments are reported at fair value. Short term investments are reported at cost, which approximates fair value. Securities traded on a national or international exchange are valued at the last reported sales price. Investment income is recognized as earned by the System. No investment in any one organization except the U.S. Government or its agencies represents 5% or more of the net assets available for pension benefits. There are no investments in, loans to, or leases with parties related to the System.

(c) Capital Assets

Capital assets, including software development costs, are stated at cost less accumulated depreciation. The capitalization thresholds are \$100,000 for buildings and building improvements and \$5,000 for equipment and vehicles. Depreciation on capital assets is computed using the straight line method over estimated useful lives of three to forty years. Depreciation expense is included in administrative expenses. Maintenance and repairs are charged to administrative expenses when incurred. When assets are retired or otherwise disposed of, the costs and related accumulated depreciation are removed from the accounts, and any resulting gain or loss is reflected in the statements of changes in plan net assets in the period of disposal.

During the fiscal year ended June 30, 2005, the System contracted with a consulting firm for the development of a new pension administration system. The new pension administration system was fully operational during the fiscal year ended June 30, 2007 at which time depreciation on the capitalized costs has begun.

(d) Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of net assets and changes therein. Actual results could differ from those estimates. The System utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

(4) Investment Program

The System maintains sufficient cash to meet its immediate liquidity needs. Cash not immediately needed is invested in either short-term or long-term investment securities as directed by the Board of Trustees. All investments are held by agent custodial banks in the name of the System.

(continued)

FINANCIAL SECTION

NOTES TO FINANCIAL STATEMENTS

Cash

Cash balances are fully insured through the Federal Deposit Insurance Corporation, an agency of the U.S. Government. Fiduciary accounts, such as those of the System, are granted \$100,000 of insurance coverage per participant in the System. Temporary cash on hand not committed for a specific purpose is invested overnight.

Investments

State statutes authorize the System to invest in a variety of short-term and long-term securities as follows:

(a) *Short -Term*

Short term investments are authorized in the following instruments:

- Repurchase and reverse repurchase agreements, whereby the System and a broker exchange cash for direct obligations of the U.S. Government or in obligations unconditionally guaranteed by the agencies of the U.S. Government or U.S. corporations. The System or broker promises to repay the cash received, plus interest, at a specific date in the future in exchange for the same securities. The System held repurchase agreements of \$699,613,000 at June 30, 2007.
- U.S. Treasury obligations with varying terms up to 360 days.

Other short term securities authorized, but not currently used, are:

- Commercial paper, with a maturity of 180 days or less. Commercial paper is an unsecured promissory note issued primarily by corporations for a specific amount and maturing on a specific day. The System considers for investment only commercial paper of the highest quality, rated P-1 and/or A-1 by national credit rating agencies.
- Master notes, an overnight security administered by a custodian bank and an obligation of a corporation whose commercial paper is rated P-1 and/or A-1 by national credit rating agencies.

Investments in commercial paper or master notes are limited to no more than \$100 million in any one name.

(b) *Long -Term*

Fixed income investments are authorized in the following instruments:

- U.S. and foreign government obligations with terms up to 30 years. The System held U.S. Treasuries of \$3,122,490,460 at June 30, 2007.
- Obligations unconditionally guaranteed by agencies of the U.S. Government with terms up to 30 years. The System held agency bonds of \$1,663,750,550 at June 30, 2007.
- Corporate bonds with at least an "A" rating by a national rating agency and limited to no more than 5% of total System assets in any one name. Maturities of these securities vary up to a period of 40 years. The System held corporate bonds of \$588,076,130 at June 30, 2007.
- Private placements are authorized under the same general restrictions applicable to corporate bonds.

Mortgage investments are authorized to the extent that they are secured by first mortgages on improved real property located in the state of Georgia having a loan-to-value ratio no higher than 75%. Mortgages, as a group, cannot exceed 10% of total assets or 1% for any one loan.

Equity securities are also authorized (in statutes) for investment as a complement to the System's fixed income portfolio and as a long-term inflation hedge. By statute, no more than 60% of the total invested assets on a historical cost basis may be placed in equities and no more than 5% in any one corporation. Equity holdings in any one corporation may not exceed 5% of the outstanding equity of the issuing corporation. The equity portfolio is managed by the Division of Investment Services (the Division), in conjunction with independent advisors. Buy/sell decisions are based on securities meeting rating criteria established by the Board of Trustees, in-house research considering such things as yield, growth, and sales statistics, and analysis of independent market research. Equity trades are approved and executed by the Division's staff. Common

(continued)

FINANCIAL SECTION

NOTES TO FINANCIAL STATEMENTS

stocks eligible for investment are approved by the Investment Committee of the Board of Trustees before being placed on an approved list. The System held common stocks totaling \$10,306,659,000 at June 30, 2007. The State of Georgia Employee's Deferred Compensation Group Trust ("Master Trust") invests in various mutual and common collective trust funds as selected by participants. Each participant is allowed to select and invest contributions into 8 mutual funds and 5 common collective trust funds as authorized by the Board of Trustees. Mutual and common collective trust funds are reported at the fair value of participant balances.

Substantially all of the investments of ERS, PSERS, LRS, SCJRF, GJRS, GMPF, and SEAD, and certain investments of GDCP are pooled into one common investment fund. Investments of approximately \$26,481,000 at June 30, 2007 held by GDCP, are not included in the common investment fund. Units in the pooled common investment fund are allocated to the respective plans, based upon the cost of assets contributed, and additional units are allocated to the participating plans, based on the market value of the pooled common investment fund at the date of contribution. Net income of the pooled common investment fund is allocated monthly to the participating plans, based upon the number of units outstanding during the month.

The units and fair value of each plan's equity in the pooled common investment fund at June 30, 2007 were as follows (dollars in thousands):

	2007	
	Fair value	Units
Employees' Retirement System	\$ 14,236,051	5,706,172
Public School Employees Retirement System	811,859	325,414
Legislative Retirement System	31,073	12,455
Georgia Judicial Retirement System	304,944	122,229
State Employees' Assurance Department	1,052,142	421,725
Georgia Military Pension Fund	4,318	1,731
Superior Court Judges Retirement Fund	1,446	579
Georgia Defined Contribution Plan	52,553	21,065
	\$ 16,494,386	6,611,370

Credit Risk. Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations to the Employees' Retirement System. State law limits investments to investment grade securities.

It is the System's investment policy to require that the bond portfolio be of high quality and chosen with respect to maturity ranges, coupon levels, refunding characteristics and marketability. The System's policy is to require that new purchases of bonds be restricted to high grade bonds rated no lower than "A" by any nationally recognized statistical rating organization. The System's investment in U.S. Agencies was 31.1% of total fixed income securities and was rated AAA by Standard & Poor's and Aaa by Moody's Investors Service. The System's investment in corporate bonds was 10.9% of total fixed income securities which consisted of 8.7% rated AAA/Aaa and 2.2% rated AA/Aa.

The investment policy requires that repurchase agreements be limited to the purchase of U.S. Treasury or Agency obligations or corporate bonds rated no lower than "A" by any nationally recognized statistical rating organization with a market value in excess of funds advanced. As of June 30, 2007, the System held repurchase agreements of \$699,613,000.

Mutual and common collective trust fund investments of the deferred compensation plans are not considered to have credit risk and do not require disclosure of credit risk rating.

Concentration of Credit Risk. Concentration of credit risk is the risk of loss that may be attributed to the magnitude of a government's investment in a single issue. State statutes and the System's investment policy limit investments to no more than 5% of total System net assets in any one corporation. On June 30, 2007, the System did not have debt or equity investments in any one organization, other than those issued by the U. S. Government or its agencies, which represented greater than 5% of plan net assets.

(continued)

FINANCIAL SECTION

NOTES TO FINANCIAL STATEMENTS

Interest Rate Risk. Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. This risk is managed within the portfolio using the effective duration method. This method is widely used in the management of fixed income portfolios and quantifies to a much greater degree the sensitivity to interest rate changes when analyzing a bond portfolio with call options, prepayment provisions, and any other cash flows. Effective duration makes assumptions regarding the most likely timing and amounts of variable cash flows and is best utilized to gauge the effect of a change in interest rates on the fair value of a portfolio. It is believed that the reporting of effective duration found in the table below quantifies to the fullest extent possible the interest rate risk of the System's fixed income assets

Effective Duration of Fixed Income Assets and Repurchase Agreements by Security Type

<u>Fixed income and repurchase agreements security type</u>	<u>Market value June 30, 2007</u>	<u>Percent of all fixed income assets and repurchase agreements</u>	<u>Effective duration (years)</u>
U.S. Treasuries	\$ 3,122,490,460	51.4%	6.3
U.S. Agencies	1,663,750,550	27.4%	4.2
Corporate Bonds	588,076,130	9.7%	6.2
Repurchase Agreements	<u>699,613,000</u>	<u>11.5%</u>	0.0
Total	\$ <u>6,073,930,140</u>	<u>100.0%</u>	5.0

Mutual and common collective trust fund investments of the deferred compensation plans are not considered to have interest rate risk and do not require disclosure of interest rate risk.

(5) Investments Lending Program

State statutes and Board of Trustees policies permit the System to lend its securities to broker dealers with a simultaneous agreement to return the collateral for the same securities in the future. The System is presently involved in a securities lending program with major brokerage firms. The System lends equity and fixed income securities for varying terms and receives a fee based on the loaned securities' value. During a loan, the System continues to receive dividends and interest as the owner of the loaned securities. The brokerage firms pledge collateral securities consisting of U.S. Government and agency securities, mortgage-backed securities issued by a U.S. Government agency, and corporate bonds. The collateral value must be equal to at least 102% to 110% of the loaned securities' value, depending on the type of collateral security.

Securities loaned totaled \$5,354,615,000 at fair value at June 30, 2007. The collateral value was equal to 105.2% of the loaned securities' value at June 30, 2007. The System's lending collateral was held in the System's name by the tri-party custodian.

Loaned securities are included in the accompanying statements of net assets since the System maintains ownership. The related collateral securities are not recorded as assets on the System's statements of net assets, and a corresponding liability is not recorded, since the System is deemed not to have the ability to pledge or trade the collateral securities. The System is deemed not to have the ability to pledge or sell the collateral securities, since the System's lending contracts do not address whether the lender can pledge or sell the collateral securities without a borrower default, the System has not previously demonstrated that ability, and there are no indications of the System's ability to pledge or sell the collateral securities.

(6) Capital Assets

The following is a summary of capital assets and depreciation information as of June 30, 2007 and for the year then ended:

(continued)

FINANCIAL SECTION

NOTES TO FINANCIAL STATEMENTS

	Balance at June 30, 2006	Additions	Disposals	Balance at June 30, 2007
Capital assets:				
Land	\$ 944,225	\$ —	\$ —	\$ 944,225
Building	2,800,000	—	—	2,800,000
Equipment	773,886	15,907	—	789,793
Vehicles	20,551	13,381	(20,551)	13,381
Computer Software	7,188,181	7,079,292	—	14,267,473
	<u>11,726,843</u>	<u>7,108,580</u>	<u>(20,551)</u>	<u>18,814,872</u>
Accumulated depreciation for:				
Building	(140,000)	(70,000)	—	(210,000)
Equipment	(255,223)	(155,621)	—	(410,844)
Vehicles	(20,549)	(812)	20,551	(810)
Computer Software	—	(2,853,495)	—	(2,853,495)
	<u>(415,772)</u>	<u>(3,079,928)</u>	<u>20,551</u>	<u>(3,475,149)</u>
Capital assets, net	<u>\$ 11,311,071</u>	<u>\$ 4,028,652</u>	<u>\$ —</u>	<u>\$ 15,339,723</u>

During fiscal year 2007, the System did not experience any capital asset impairment loss with respect to the provisions of GASB Statement No. 42, *Accounting and Financial Reporting for Impairment of Capital Assets and for Insurance Recoveries*.

(7) SEAD Actuarial Valuation

According to the SEAD policy terms covering the lives of members, insurance coverage is provided on a monthly, renewable term basis, and no return premiums or cash value are earned. The net assets represent the excess accumulation of investment income and premiums over benefit payments and expenses and is held as a reserve for payment of death benefits under existing policies.

The most current actuarial valuation of SEAD is as of June 30, 2006. The valuation indicated that the employee contribution rates of 0.50% and 0.25% of members' salaries for old plan members and new plan members, respectively, were appropriate as of June 30, 2006. There were no employer contributions required for the year ended June 30, 2006 and 2007. Old plan members were hired prior to July 1, 1982, and new plan members were hired on or after July 1, 1982.

(8) Commitments and Contingencies

In January 2007, multiple retirees filed a civil action in Fulton County Superior Court seeking additional benefits retroactive to the time of their retirement dates for a class of those retirees who elected survivorship options and who retired during the preceding twenty year period. Plaintiffs alleged that the System did not use updated mortality tables in the calculation of their benefits. Because these claims are identical to those brought against the Teachers Retirement System of Georgia (TRS), by the same attorneys, in which the Court ruled that TRS had breached its contract with the TRS class, ERS must concede liability on the breach of contract claim. The case has been transferred to the Fulton County Superior Court's Business Case Division (the Court) for resolution.

The ultimate liability to the System is impacted by certain variables that are uncertain until the final decision by the Court, most notably the applicable statute of limitations and any applicable interest rates on such liability. The System anticipates a decision from the Court within the calendar year. Due to the uncertainty surrounding the variables that will be used to calculate the ultimate liability, management cannot reasonably estimate the potential possible outcomes and therefore has not recorded a potential liability in the accompanying statement of plan net assets as of June 30, 2007. Although the ultimate liability cannot be estimated at this time, management believes that it will not have a material adverse impact on the financial statements of the System.

The System is subject to legal actions in the ordinary course of its business. In the opinion of management, the System has adequate legal defenses and insurance coverage with respect to such actions and their final outcome will not have a material adverse effect upon the financial status of the System.

FINANCIAL SECTION

REQUIRED SUPPLEMENTARY SCHEDULES (UNAUDITED)

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA (Including All Plans and Funds Administered by the Employees' Retirement System of Georgia) (A Component Unit of the State of Georgia)

REQUIRED SUPPLEMENTARY SCHEDULES (Unaudited) SCHEDULES OF FUNDING PROGRESS (In thousands)

Actuarial valuation date	Actuarial value of plan assets (a)	Actuarial accrued liability (AAL) entry age (b)	Unfunded AAL/(funding excess) (b-a)	Funding ratio (a/b)	Annual covered payroll (c)	Unfunded AAL/(funding excess) as percentage of covered payroll [(b-a)/c]	
						Unfunded AAL/(funding excess) \$	percentage of covered payroll
Employees' Retirement System							
6/30/2001	\$ 11,750,624	\$ 11,557,255	(193,369)	101.7%	2,397,169	\$	(8.1)%
6/30/2002	12,124,414	11,994,850	(129,564)	101.1%	2,408,306		(5.4)%
6/30/2003	12,428,736	12,370,563	(58,173)	100.5%	2,489,490		(2.3)%
6/30/2004	12,797,389	13,106,648	309,259	97.6%	2,445,619		12.6%
6/30/2005	13,134,472	13,512,773	378,301	97.2%	2,514,430		15.0%
6/30/2006	13,461,132	14,242,845	781,713	94.5%	2,630,167		29.7%
Public School Employees Retirement System ¹							
6/30/2001	708,391	613,347	(95,044)	115.5%	N/A		N/A
6/30/2002	727,529	630,295	(97,234)	115.4%	N/A		N/A
6/30/2003	734,879	664,207	(70,672)	110.6%	N/A		N/A
6/30/2004	743,815	666,883	(76,932)	111.5%	N/A		N/A
6/30/2005	753,767	671,040	(82,727)	112.3%	N/A		N/A
6/30/2006	766,277	691,651	(74,626)	110.8%	N/A		N/A
Legislative Retirement System							
6/30/2001	26,034	21,610	(4,424)	120.5%	3,567		(124.0)%
6/30/2002	26,637	21,779	(4,858)	122.3%	3,413		(142.3)%
6/30/2003	27,157	21,898	(5,259)	124.0%	3,434		(153.1)%
6/30/2004	27,892	22,023	(5,869)	126.6%	3,402		(172.5)%
6/30/2005	28,462	23,531	(4,931)	121.0%	3,586		(137.5)%
6/30/2006	29,172	23,407	(5,765)	124.6%	3,602		(160.0)%
Georgia Judicial Retirement System							
6/30/2001	219,288	156,083	(63,205)	140.5%	37,688		(167.7)%
6/30/2002	228,417	175,154	(53,263)	130.4%	38,630		(137.9)%
6/30/2003	237,683	185,825	(51,858)	127.9%	38,867		(133.4)%
6/30/2004	250,313	196,502	(53,811)	127.4%	40,908		(131.5)%
6/30/2005	264,924	213,060	(51,864)	124.3%	42,916		(120.9)%
6/30/2006	279,564	229,837	(49,727)	121.6%	45,308		(109.8)%
Georgia Military Pension Fund ²							
6/30/2002	—	8,322	8,322	—	N/A		N/A
6/30/2003	609	11,098	10,489	5.5%	N/A		N/A
6/30/2004	1,250	12,343	11,093	10.1%	N/A		N/A
6/30/2005	2,176	14,454	12,278	15.1%	N/A		N/A
6/30/2006	3,100	17,625	14,525	17.6%	N/A		N/A

This data, except for annual covered payroll, was provided by the System's actuary.

Information is shown only for the years available in accordance with the parameters of GASB Statement No. 25. Additional years will be added as data become available.

¹ No statistics regarding covered payroll are available. Contributions are not based upon members' salaries, but are simply \$4.00 per member per month for nine months each fiscal year.

² No statistics regarding covered payroll are available. Active and inactive plan member information is maintained by the Georgia Department of Defense.

See accompanying notes to required supplementary schedules.

FINANCIAL SECTION

REQUIRED SUPPLEMENTARY SCHEDULES (UNAUDITED)

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the Employees' Retirement System of Georgia)

(A Component Unit of the State of Georgia)

REQUIRED SUPPLEMENTARY SCHEDULES (Unaudited)

SCHEDULES OF EMPLOYER CONTRIBUTIONS

(In thousands)

	Year ended June 30	State annual required contribution	Percentage contributed
Employees' Retirement System	2001	\$ 315,505	100%
	2002	233,229	100%
	2003	246,172	100%
	2004	245,388	100%
	2005	243,074	100%
	2006	258,482	100%
Public School Employees Retirement System	2001	12,874	132%
	2002	11,623	100%
	2003	4,121	86%
	2004	833	100%
	2005	833	100%
	2006	3,634	100%
Legislative Retirement System	2001	—	N/A
	2002	—	N/A
	2003	—	N/A
	2004	—	N/A
	2005	—	N/A
	2006	—	N/A
Georgia Judicial Retirement System	2001	1,741	11%
	2002	—	N/A
	2003	—	N/A
	2004	1,558	100%
	2005	1,594	100%
	2006	1,683	100%
Georgia Military Pension Fund	2003	591	100%
	2004	617	100%
	2005	891	100%
	2006	891	100%

This data was provided by the System's actuary.

Information is shown only for the years available in accordance with the parameters of GASB Statement No. 25.

Additional years will be added as data become available.

See accompanying notes to required supplementary schedules.

FINANCIAL SECTION

NOTES TO REQUIRED SUPPLEMENTARY SCHEDULES (UNAUDITED)

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the Employees' Retirement System of Georgia)

(A Component Unit of the State of Georgia)

NOTES TO REQUIRED SUPPLEMENTARY SCHEDULES (Unaudited)

June 30, 2007

(1) Schedule of Funding Progress

The actuarial value of assets recognizes a portion of the difference between the fair value of assets and the expected actuarial value of assets, based on the assumed valuation rate of return. The amount recognized each year is 1/7th of the difference between fair value and expected actuarial value.

(2) Schedule of Employer Contributions

The required employer contributions and percent of those contributions actually made are presented in the schedule.

(3) Actuarial Assumptions

The information presented in the required supplementary schedules was determined as part of the actuarial valuations at the dates indicated. Additional information from the actuarial valuations for the most recent two year period is as follows:

Employees' Retirement System:

	June 30, 2006	June 30, 2005
Valuation date	Entry age	Entry age
Actuarial cost method	Level percent of pay, open	Level percent of pay, open
Amortization method	10 years	6 years
Remaining amortization period of the Funding Excess	7-year smoothed market	5-year smoothed market
Asset valuation method	Actuarial assumptions:	
Actuarial assumptions:	Investment rate of return ¹	7.50%
Investment rate of return ¹	7.50%	7.50%
Projected salary increases ¹	5.45-9.25%	5.45-9.25%
Postretirement cost-of-living adjustment	None	None

Public School Employees Retirement System:

	June 30, 2006	June 30, 2005
Valuation date	Entry age	Entry age
Actuarial cost method	Level dollar, open	Level dollar, open
Amortization method	20 years	30 years
Remaining amortization period of the Funding Excess	7-year smoothed market	5-year smoothed market
Asset valuation method	Actuarial assumptions:	
Actuarial assumptions:	Investment rate of return ¹	7.50%
Investment rate of return ¹	7.50%	7.50%
Projected salary increases	N/A	N/A
Postretirement cost-of-living adjustment	3% annually	3% annually

(continued)

FINANCIAL SECTION

NOTES TO REQUIRED SUPPLEMENTARY SCHEDULES (UNAUDITED)

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the Employees' Retirement System of Georgia)

(A Component Unit of the State of Georgia)

NOTES TO REQUIRED SUPPLEMENTARY SCHEDULES (Unaudited)

June 30, 2007

Legislative Retirement System:

Valuation date	June 30, 2006	June 30, 2005
Actuarial cost method	Entry Age	Entry Age
Amortization method	Level dollar, open	Level dollar, open
Remaining amortization period of the Funding Excess	N/A	N/A
Asset valuation method	7-year smoothed market	5-year smoothed market
Actuarial assumptions:		
Investment rate of return ¹	7.50%	7.50%
Projected salary increases	N/A	N/A
Postretirement cost-of-living adjustment	3% annually	3% annually

Georgia Judicial Retirement System:

Valuation date	June 30, 2006	June 30, 2005
Actuarial cost method	Entry age	Entry age
Amortization method	Level percent of pay, open	Level percent of pay, open
Remaining amortization period of the Funding Excess	18 years	20 years
Asset valuation method	7-year smoothed market	5-year smoothed market
Actuarial assumptions:		
Investment rate of return ¹	7.50%	7.50%
Projected salary increases ¹	6.00%	6.00%
Postretirement cost-of-living adjustment	None	None

Georgia Military Pension Fund:

Valuation date	June 30, 2006	June 30, 2005
Actuarial cost method	Entry age	Entry age
Amortization method	Level dollar, open	Level dollar, open
Remaining amortization period of the unfunded actuarial accrued liability	30 years	30 years
Asset valuation method	7-year smoothed market	5-year smoothed market
Actuarial assumptions:		
Investment rate of return ¹	7.50%	7.50%
Projected salary increases	N/A	N/A
Postretirement cost-of-living adjustment	None	None

¹Includes inflation rate of 3.75% in 2005 and 3/75% in 2006

FINANCIAL SECTION

ADDITIONAL INFORMATION

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

ADMINISTRATIVE EXPENSES SCHEDULE

CONTRIBUTIONS AND EXPENSES

Year Ended June 30, 2007

(With Comparative Totals for the Year Ended June 30, 2006)

(In thousands)

	2007	2006
Contributions:		
Employees' Retirement System	\$ 14,901	\$ 10,596
Public School Employees Retirement System	588	588
Legislative Retirement System	110	110
Georgia Judicial Retirement System	175	175
State Employees' Assurance Department	225	225
Georgia Defined Contribution Plan	310	310
401(k) Plan	1,050	1,305
403(b) Plan	1	—
457 Plan	921	1,222
Superior Court Judges Retirement Fund	30	30
Total contributions	18,311	14,561
Expenses:		
Personal services:		
Salaries and wages	4,218	4,235
Retirement contributions	438	441
FICA	303	304
Health insurance	707	607
Miscellaneous	25	23
	5,691	5,610
Communications:		
Postage	235	221
Publications and printing	99	92
Telecommunications	77	76
Travel	32	24
	443	413
Professional services:		
Accounting and investment services	4,020	3,697
Computer services	1,042	1,387
Contracts	1,576	1,294
Actuarial services	523	420
Medical services	180	193
Professional fees	152	186
Legal services	51	37
	7,544	7,214

(continued)

FINANCIAL SECTION

ADDITIONAL INFORMATION

EMPLOYEES' RETIREMENT SYSTEM OF GEORGIA

(Including All Plans and Funds Administered by the Employees' Retirement System of Georgia)
(A Component Unit of the State of Georgia)

ADMINISTRATIVE EXPENSES SCHEDULE

CONTRIBUTIONS AND EXPENSES

Year Ended June 30, 2007

(With Comparative Totals for the Year Ended June 30, 2006)

(In thousands)

	<u>2007</u>	<u>2006</u>
Expenses, Continued:		
Management fees:		
Building maintenance	\$ 636	\$ 568
Other services and charges:		
Temporary services	683	283
Supplies and materials	106	121
Repairs and maintenance	60	61
Courier services	15	13
Depreciation	3,080	228
Miscellaneous	47	50
Office equipment	6	—
	<u>3,997</u>	<u>756</u>
Total expenses	<u>18,311</u>	<u>14,561</u>
Net income	—	—
Balance:		
Beginning of year	<u>—</u>	<u>—</u>
End of year	<u>\$ —</u>	<u>\$ —</u>

See accompanying independent auditors' report.

NOTES

EMPLOYEES' RETIREMENT
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