



**STATE OF NEW JERSEY  
PRISON OFFICERS' PENSION FUND**

Financial Statements and Schedules

June 30, 2009 and 2008

(With Independent Auditors' Report Thereon)



**KPMG LLP**  
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Princeton, NJ 08540-6227

## **Independent Auditors' Report**

The Commission  
State of New Jersey  
Prison Officers' Pension Fund:

We have audited the accompanying statements of fiduciary net assets of the State of New Jersey Prison Officers' Pension Fund (the Fund) as of June 30, 2009 and 2008, and the related statements of changes in fiduciary net assets for the years then ended. These financial statements are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. 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 Fund's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the State of New Jersey Prison Officers' Pension Fund as of June 30, 2009 and 2008, and the changes in its financial position for the years then ended in conformity with U.S. generally accepted accounting principles.

As discussed in note 1 to the financial statements, the Fund adopted Governmental Accounting Standards Board (GASB) Statement No. 50, *Pension Disclosures* in 2008.

Management's Discussion and Analysis and the supplementary information included in the schedule of funding progress and schedule of employer contributions (schedules 1 and 2) 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 audits were conducted for the purpose of forming an opinion on the financial statements that collectively comprise the Fund's basic financial statements. The 2009 schedule of changes in fiduciary net assets by fund (schedule 3) is presented for purposes of additional analysis and is not a required part of the basic financial statements of the Fund. Such information has been subjected to the auditing procedures applied in the audit of the 2009 basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the 2009 basic financial statements taken as a whole.

KPMG LLP

February 26, 2010

**STATE OF NEW JERSEY**  
**PRISON OFFICERS' PENSION FUND**

Management's Discussion and Analysis

June 30, 2009 and 2008

Our discussion and analysis of the financial performance of the Prison Officers' Pension Fund (the Fund) provides an overview of the Fund's financial activities for the fiscal years ended June 30, 2009 and 2008. Please read it in conjunction with the basic financial statements and financial statement footnotes, which follow this discussion.

**Financial Highlights**

**2009 - 2008**

- Net assets held in trust for pension benefits decreased by \$903,521 as a result of fiscal year 2009's operations from \$12,890,441 to \$11,986,920.
- Additions for the year are \$1,286,442, which are comprised of net investment income of \$197,755 and contributions for pension adjustment benefits of \$1,088,687.
- Deductions for the year are \$2,189,963, which are comprised of benefit payments of \$2,181,622 and administrative expenses of \$8,341.

**2008 - 2007**

- Net assets held in trust for pension benefits decreased by \$608,920 as a result of fiscal year 2008's operations from \$13,499,361 to \$12,890,441.
- Additions for the year are \$1,650,523, which are comprised of net investment income of \$546,188 and contributions for pension adjustment benefits of \$1,104,335.
- Deductions for the year are \$2,259,443, which are comprised of benefit payments of \$2,250,040 and administrative expenses of \$9,403.

**The Statements of Fiduciary Net Assets and the Statements of Changes in Fiduciary Net Assets**

This annual report consists of two financial statements: *The Statements of Fiduciary Net Assets* and *The Statements of Changes in Fiduciary Net Assets*. These financial statements report information about the Fund and about its activities to help you assess whether the Fund, as a whole, has improved or declined as a result of the year's activities. The financial statements were prepared using the accrual basis of accounting. Under the accrual basis of accounting, revenues are recognized in the period they are earned, and expenses are recorded in the year they are incurred, regardless of when cash is received or paid.

*The Statements of Fiduciary Net Assets* show the balances in all of the assets and liabilities of the Fund at the end of the fiscal year. The difference between assets and liabilities represents the Fund's fiduciary net assets. Over time, increases or decreases in the Fund's fiduciary net assets provide one indication of whether the financial health of the Fund is improving or declining. *The Statements of Changes in Fiduciary Net Assets* show the results of financial operations for the year. The statements provide an explanation for the change in the Fund's fiduciary net assets since the prior year. These two financial statements should be reviewed along with the information contained in the financial statement footnotes, including the required supplementary schedules, to determine whether the Fund is becoming financially stronger or weaker.

**STATE OF NEW JERSEY  
PRISON OFFICERS' PENSION FUND**

Management's Discussion and Analysis

June 30, 2009 and 2008

**Financial Analysis**

**Summary of Fiduciary Net Assets**

*2009 – 2008*

	<b>2009</b>	<b>2008</b>	<b>(Decrease)</b>
Assets	\$ 12,205,825	13,115,381	(909,556)
Liabilities	218,905	224,940	(6,035)
Net assets	\$ 11,986,920	12,890,441	(903,521)

The Fund's assets consist of cash and investments. Between fiscal years 2008 and 2009, total assets decreased by \$0.9 million or 6.9% due to a decrease in the amount invested in the Cash Management Fund (CMF).

Liabilities consist of pension benefit payments owed to retirees and beneficiaries. Total liabilities slightly decreased by 2.7%.

Net assets held in trust for pension benefits decreased by \$0.9 million or 7.0%.

**Summary of Fiduciary Net Assets**

*2008 – 2007*

	<b>2008</b>	<b>2007</b>	<b>Increase (decrease)</b>
Assets	\$ 13,115,381	13,672,296	(556,915)
Liabilities	224,940	172,935	52,005
Net assets	\$ 12,890,441	13,499,361	(608,920)

The Fund's assets consist of cash and investments. Between fiscal years 2007 and 2008, total assets decreased by \$0.6 million or 4.1% due to a decrease in the amount invested in the CMF.

Liabilities consist of pension benefit payments owed to retirees and beneficiaries. Total liabilities increased by 30.1% due to full accrual of the July 1, 2008 retirement benefits payable.

Net assets held in trust for pension benefits decreased by \$0.6 million or 4.5%.

**STATE OF NEW JERSEY  
PRISON OFFICERS' PENSION FUND**

Management's Discussion and Analysis

June 30, 2009 and 2008

**Summary of Changes to Fiduciary Net Assets**

2009 – 2008

	<u>2009</u>	<u>2008</u>	<u>(Decrease)</u>
Additions:			
Contributions	\$ 1,088,687	1,104,335	(15,648)
Net investment income	197,755	546,188	(348,433)
Total additions	<u>1,286,442</u>	<u>1,650,523</u>	<u>(364,081)</u>
Deductions:			
Benefits	2,181,622	2,250,040	(68,418)
Administrative expenses	8,341	9,403	(1,062)
Total deductions	<u>2,189,963</u>	<u>2,259,443</u>	<u>(69,480)</u>
Change in net assets	<u>\$ (903,521)</u>	<u>(608,920)</u>	<u>(294,601)</u>

Additions consist of contributions from the Pension Adjustment Fund to cover cost-of-living benefits and earnings from investment activities. Contributions decreased slightly compared to the prior year by 1.4%. Investment earnings decreased by \$0.3 million or 63.8% due to the decline in the net appreciation in the fair value of investments and less income earned on these investments.

Fiscal year 2009 is the twelfth consecutive year that the State has not made a contribution to the Fund. As of July 1, 2008, the date of the most recent actuarial valuation, the actuarial value of the Fund's assets exceeds the projected value of accrued liabilities by \$6.1 million.

Deductions are comprised of pension benefit payments to retirees and beneficiaries and administrative costs incurred by the Fund. Benefit payments decreased by 3.0% due to fewer retirees and beneficiaries. Administrative costs decreased by 11.3%.

**Summary of Changes to Fiduciary Net Assets**

2008 – 2007

	<u>2008</u>	<u>2007</u>	<u>Increase (decrease)</u>
Additions:			
Contributions	\$ 1,104,335	1,138,138	(33,803)
Net investment income	546,188	712,185	(165,997)
Total additions	<u>1,650,523</u>	<u>1,850,323</u>	<u>(199,800)</u>
Deductions:			
Benefits	2,250,040	2,356,383	(106,343)
Administrative expenses	9,403	9,297	106
Total deductions	<u>2,259,443</u>	<u>2,365,680</u>	<u>(106,237)</u>
Change in net assets	<u>\$ (608,920)</u>	<u>(515,357)</u>	<u>(93,563)</u>

**STATE OF NEW JERSEY  
PRISON OFFICERS' PENSION FUND**

Management's Discussion and Analysis

June 30, 2009 and 2008

Additions consist of contributions from the Pension Adjustment Fund to cover cost-of-living benefits and earnings from investment activities. Contributions decreased slightly compared to the prior year by 3.0%. Investment earnings decreased by \$0.2 million or 23.3% due to the decline in the net appreciation in the fair value of investments and less income earned on these investments.

Fiscal year 2008 is the eleventh consecutive year that the State has not made a contribution to the Fund. As of July 1, 2007, the date of the most recent actuarial valuation, the actuarial value of the Fund's assets exceeds the projected value of accrued liabilities by \$6.1 million.

Deductions are comprised of pension benefit payments to retirees and beneficiaries and administrative costs incurred by the Fund. Benefit payments decreased by \$0.1 million or 4.5% due to fewer retirees and beneficiaries. Administrative costs slightly increased by 1.1%.

**Retirement System as a Whole**

The overall funded ratios of 189.9% for fiscal year 2009 and 183.0% for fiscal year 2008 indicate that the Fund has sufficient assets to meet its benefit obligations.

**Contacting System Financial Management**

The financial report is designed to provide our members, beneficiaries, investors and other interested parties with a general overview of the Fund's finances and to show the Fund's accountability for the money it receives. If you have any questions about this report or need additional financial information, contact the Division of Pensions and Benefits, P.O. Box 295, Trenton, NJ 08625-0295.

**STATE OF NEW JERSEY  
PRISON OFFICERS' PENSION FUND**

Statements of Fiduciary Net Assets

June 30, 2009 and 2008

	<b>2009</b>	<b>2008</b>
Assets:		
Cash	\$ 249,414	256,584
Investments, at fair value:		
Cash Management Fund	11,738,853	12,597,580
Mortgages	125,249	169,055
Total investments	11,864,102	12,766,635
Receivables:		
Other	92,309	92,162
Total receivables	92,309	92,162
Total assets	12,205,825	13,115,381
Liabilities:		
Accounts payable and accrued expenses	2,628	3,849
Retirement benefits payable	216,277	221,091
Total liabilities	218,905	224,940
Net assets :		
Held in trust for pension benefits	\$ 11,986,920	12,890,441

See accompanying notes to financial statements.



**STATE OF NEW JERSEY  
PRISON OFFICERS' PENSION FUND**

Statements of Changes in Fiduciary Net Assets

Years ended June 30, 2009 and 2008

	<u>2009</u>	<u>2008</u>
Additions:		
Contributions:		
Pension adjustment fund	\$ 1,088,687	1,104,335
Total contributions	<u>1,088,687</u>	<u>1,104,335</u>
Investment income:		
Net (depreciation) appreciation in fair value of investments	(625)	2,342
Interest	200,875	546,221
	<u>200,250</u>	<u>548,563</u>
Less: investment expense	<u>2,495</u>	<u>2,375</u>
Net investment income	<u>197,755</u>	<u>546,188</u>
Total additions	<u>1,286,442</u>	<u>1,650,523</u>
Deductions:		
Benefits	2,181,622	2,250,040
Administrative expenses	8,341	9,403
Total deductions	<u>2,189,963</u>	<u>2,259,443</u>
Change in net assets	(903,521)	(608,920)
Net assets – Beginning of year	<u>12,890,441</u>	<u>13,499,361</u>
Net assets – End of year	<u><u>\$ 11,986,920</u></u>	<u><u>12,890,441</u></u>

See accompanying notes to financial statements.

**STATE OF NEW JERSEY  
PRISON OFFICERS' PENSION FUND**

Notes to Financial Statements

June 30, 2009 and 2008

**(1) Description of the Fund**

The Prison Officers' Pension Fund of New Jersey (the Fund; POPF) is a single-employer contributory defined benefit plan which was established as of January 1, 1941, under the provisions of N.J.S.A. 43:7 and closed to new members in January 1960. The Fund is included along with other state-administered pension trust and agency funds in the basic financial statements of the State of New Jersey.

The Fund's designated purpose is to provide retirement, death and disability benefits to its members. Membership in the Fund is limited to various employees in the state penal institutions who were appointed prior to January 1, 1960. There are no active members and 167 pensioners and beneficiaries are receiving benefits as of June 30, 2008, the date of the most recent actuarial valuation. As of June 30, 2007, there were no active members and 176 pensioners and beneficiaries receiving benefits. The Fund's Board of Trustees is primarily responsible for its administration.

According to State of New Jersey Administrative Code, all obligations of the Fund will be assumed by the State of New Jersey should the Fund terminate.

In 2008, the Fund adopted the provisions of GASB Statement No. 50, "*Pension Disclosures*."

***Vesting and Benefit Provisions***

The vesting and benefit provisions are set by N.J.S.A. 43:7. The POPF provides retirement, as well as death and disability benefits. Retirement benefits are available after 25 years of service or at age 55 with 20 years of service. The benefit is in the form of a life annuity equal to the greater of (a) 2% of average final compensation up to the 30 years of service, plus 1% of average final compensation for each year of service above 30 and prior to age 65; (b) 50% of final pay; or (c) for members with 25 or more years of service, 2% of average final compensation for each year of service up to 30 years, plus 1% for each year in excess of 30 years. Average final compensation equals the average salary for the final three years of service prior to retirement (or highest three years' compensation if other than the final three years). Members are always fully vested for their own contributions.

**(2) Summary of Significant Accounting Policies**

***Measurement Focus and Basis of Accounting***

The accounting and financial reporting treatment applied to a fund is determined by its measurement focus. The Fund is accounted for using an economic resources measurement focus.

The accrual basis of accounting is used for measuring financial position and changes in fiduciary net assets of the Fund. Under this method, revenues are recorded in the accounting period in which they are earned, and deductions are recorded at the time the liabilities are incurred. The financial statements of the Fund conform to the provisions of Governmental Accounting Standards Board (GASB) Statement No. 25, *Financial Reporting for Defined Benefit Plans and note Disclosures for Defined Contributions Plans*. Employer contributions are recognized when payable to the Fund. Benefits and refunds are recognized when due and payable in accordance with the terms of the Fund.

**STATE OF NEW JERSEY  
PRISON OFFICERS' PENSION FUND**

Notes to Financial Statements

June 30, 2009 and 2008

***Investments***

The Division of Investment, Department of the Treasury, State of New Jersey (Division of Investment) manages and invests certain assets of seven of the defined benefit plans (PERS, TPAF, JRS, PFRS, CPFPPF, SPRS and POPF). The Division of Investment separately reports the assets, liabilities and net assets of the underlying investment portfolio of the seven defined benefit plans (the Pension Funds) in its Pension Fund report.

Investments are reported at fair value as follows:

- Cash Management Fund – closing bid price on the last day of trading during the period as determined by the Transfer Agent.
- Mortgages – priced by a major dealer in such securities and reviewed by management for reasonableness.

Investment transactions are accounted for on a trade or investment date basis. Gains and losses from investment transactions are determined by the average cost method. Interest and dividend income is recorded on the accrual basis, with dividends accruing on the ex dividend date.

The net asset value of Common Funds A, B, D and E (Common Funds) is determined as of the close of the last day of business of each month. Purchases and redemptions of participants' units are transacted each month within fifteen days subsequent to that time and are recorded at such net asset value.

Dividends and interest earned per unit are calculated monthly and distributed quarterly for Common Fund A and B. Dividends and interest earned per unit are calculated monthly for Common Fund D, and the income earned on Common Fund D units is reinvested. Income earned per unit is calculated monthly for Common Fund E, and the income earned on Common Fund E units is reinvested.

***Administrative Expenses***

The Fund is administered by the State of New Jersey Division of Pensions and Benefits. Administrative expenses are paid by the Fund to the State of New Jersey, Department of the Treasury, and are included in the accompanying financial statements.

***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 assets and liabilities at the date of the financial statements and the reported amounts of income and expense during the reporting period. Actual results could differ from those estimates.

**STATE OF NEW JERSEY  
PRISON OFFICERS' PENSION FUND**

Notes to Financial Statements

June 30, 2009 and 2008

***Funded Status and Funding Progress***

The required supplementary information regarding the funded status and funding progress is based on actuarial valuations which involve estimates of the value of reported amounts and assumptions about the probability of events far into the future. These amounts are subject to continual revision as actual results are compared to past expectations and new estimates are made about the probability of future events.

The required schedule of funding progress presents multi-year trend information about whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liability for benefits.

Actuarial calculations reflect a long-term perspective and are based on the benefits provided under State statutes in effect at the time of each valuation and also consider the pattern of the sharing of costs between the employer and members at that point in time. The projection of benefits for financial reporting purposes does not explicitly incorporate the potential effects of legal or contractual funding limitations on the pattern of cost sharing between the employer and members in the future.

***Actuarial Methods and Assumptions***

In the June 30, 2008 and 2007 actuarial valuations, the projected unit credit was used as the actuarial cost method, and market value was used as the asset valuation method for the Fund. The actuarial assumptions included 5% for investment rate of return.

	June 30, 2008	June 30, 2007
Actuarial valuation date		
Actuarial value of assets	\$ 12,890,441	\$ 13,499,361
Actuarial accrued liability	6,789,017	7,378,386
Overfunded actuarial accrued liability	(6,101,424)	(6,120,975)
Funded ratio	189.9%	183.0%
Covered payroll	N/A	N/A
Overfunded actuarial accrued liability as a percentage of covered payroll	N/A	N/A
Actuarial cost method	Projected unit credit	Projected unit credit
Asset valuation method	Market value	Market value
Amortization method	Level dollar, closed	Level dollar, closed
Payroll growth rate for amortization	N/A	N/A
Remaining amortization period	1 year	1 year
Actuarial assumptions:		
Interest rate	5.00%	5.00%
Salary range	N/A	N/A
Cost-of-living adjustments	N/A	N/A

**STATE OF NEW JERSEY  
PRISON OFFICERS' PENSION FUND**

Notes to Financial Statements

June 30, 2009 and 2008

**(3) Investments**

The Fund is invested in mortgage backed securities which represent 0.01% of the investment total of the Pension Fund as of June 30, 2009 and 2008, respectively.

The Pension Funds' investments as of June 30 are as follows:

	<b>2009</b>	<b>2008</b>
Domestic equities	\$ 16,372,011,087	23,849,523,038
International equities	11,998,610,775	14,728,747,252
Domestic fixed income	20,694,709,131	20,276,259,245
International fixed income	30,760,749	2,913,035,116
Bank loan funds	1,027,830,211	—
Police and Fireman's mortgages	1,367,881,305	1,288,049,378
Private equity funds	2,982,420,463	2,850,167,142
Real estate funds	1,588,971,807	1,916,228,663
Absolute return strategy funds	2,743,253,999	3,739,013,571
Real asset funds	547,120,061	975,518,400
	\$ 59,353,569,588	72,536,541,805

New Jersey state statute provides for a State Investment Council (Council) and a Director. Investment authority is vested in the Director of the Division of Investment and the role of the Council is to formulate investment policies. The Council issues regulations which establish guidelines for permissible investments which include domestic and international equities and exchange traded funds, covered call and put options, equity futures contracts, obligations of the U.S. Treasury, government agencies, corporations, international governments and agencies, bank loans, interest rate swap transactions, credit default swaps, fixed income exchange traded funds, U.S. Treasury futures contracts, New Jersey State and Municipal general obligations, public authority revenue obligations, collateralized notes and mortgages, commercial paper, certificates of deposit, repurchase agreements, bankers acceptances, guaranteed income contracts, funding agreements, money market funds, private equity funds, real estate funds, other real assets, absolute return strategy funds, and the State of New Jersey Cash Management Fund (CMF). The CMF is a short-term cash fund and is open to state and certain nonstate participants.

**STATE OF NEW JERSEY**  
**PRISON OFFICERS' PENSION FUND**

Notes to Financial Statements

June 30, 2009 and 2008

The Pension Funds' investment in the Cash Management Fund is not evidenced by securities that exist in physical or book entry form held by the Pension Funds.

The Fund's investments are subject to various risks. Among these risks are custodial credit risk, credit risk, concentration of credit risk, interest rate risk, and foreign currency risk. Each one of these risks is discussed in more detail below.

Custodial credit risk, as it relates to investments, is the risk that in the event of a bank failure, the Pension Funds will not be able to recover the value of investments or collateral securities that are in the possession of the third party. The Pension Funds' investment securities are not exposed to custodial credit risk as they are held in segregated trust accounts in the name of the Pension Funds with the custodians.

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. The credit risk of issuers and debt instruments is evaluated by nationally recognized statistical rating agencies such as Moody's Investors Service, Inc. (Moody's), Standard & Poor's Corporation (S&P), and Fitch Ratings (Fitch). Concentration of credit risk is the risk of loss attributed to the magnitude of an investment in a single issuer. There are no restrictions in the amount that can be invested in United States treasury and government agency obligations. Council regulations require minimum credit ratings for certain categories of fixed income obligations held directly by the Pension Funds and limit the amount that can be invested in any one issuer or issue.

**STATE OF NEW JERSEY  
PRISON OFFICERS' PENSION FUND**

Notes to Financial Statements

June 30, 2009 and 2008

Effective July 1, 2008, these limits were as follows:

Category	Minimum rating <sup>(1)</sup>			Limitation of issuer's outstanding debt	Limitation of issue	Other limitations
	Moody's	S&P	Fitch			
Corporate obligations	Baa3	BBB-	BBB-	10%	25%	Not more than 5% of fund assets can be invested in debt and non-convertible preferred stock of one issuer (3)
International corporate obligations	Baa3	BBB-	BBB-	10%	25%	Not more than 5% of fund assets can be invested in debt and non-convertible preferred stock of any one issuer (2)(3); not more than 10% of fund assets can be invested in this category
International government and agency obligations	Baa3	BBB-	BBB-	25%	Greater of 25% or \$10 million	—
Collateralized notes and mortgages	Baa3	BBB-	BBB-	—	25%	Not more than 5% of fund assets can be invested in any one issue; not more than 10% of fund assets (or 20% of Common Fund B assets) can be invested in this category
Commercial paper	P-1	A-1	F1	—	—	—
Certificates of deposit and Banker's acceptances:						Certificates of deposit and banker's acceptances cannot exceed 10% of issuer's primary capital
Domestic	A3/P-1	A-/A-1	A-/F1	—	—	
International	Aa3/P-1	AA-/A-1	AA-/F1	—	—	
Credit default swap transactions (4)	A1	A+	A+	—	—	Nominal value of net exposure to any one counterparty shall not exceed 10% of fund assets
Guaranteed income contracts and funding agreements	A3	A-	A-	—	—	—
Money market funds	—	—	—	—	—	Not more than 10% of fund assets can be invested in money market funds; limited to 5% of shares or units outstanding

**STATE OF NEW JERSEY  
PRISON OFFICERS' PENSION FUND**

Notes to Financial Statements

June 30, 2009 and 2008

Category	Minimum rating <sup>(1)</sup>			Limitation of issuer's outstanding debt	Limitation of issue	Other limitations
	Moody's	S&P	Fitch			
Interest rate swap transactions (5)	A1	A+	A+	—	—	Notional value of net exposure to any one counterparty shall not exceed 10% of fund assets
Repurchase agreements	Aa3	AA-	AA-	—	—	—
NJ state & municipal obligations	A3	A-	A-	10%	10%	Not more than 2% of fund assets can be invested in debt of any one political entity maturing more than 12 months from purchase
Public authority revenue obligations	A3	A-	A-	—	10%	Not more than 2% of fund assets can be invested in any one public authority
Mortgage backed pass-through securities	A3	A-	A-	—	—	Not more than 5% of fund assets can be invested in any one issue
Mortgage backed senior debt securities	—	—	—	—	25%	Not more than 5% of fund assets can be invested in any one issue
Non-convertible preferred stocks of US corporations (4)	Baa3	BBB-	BBB-	10%	25%	Not more than 5% of fund assets can be invested in debt and non-convertible stock of any one corporation
Bank loans (4)	Baa3	BBB-	BBB-	—	—	Not more than 10% of fund assets can be invested in this category

(1) Short term ratings (e.g. P-1, A-1, F1) are used for commercial paper and certificates of deposit.

(2) Prior to December 15, 2008, this restriction only applied to maturities exceeding 12 months.

(3) Prior to December 15, 2008, this restriction applied to debt only.

(4) Effective December 15, 2008.

(5) Prior to December 15, 2008, the minimum rating requirements were A3 (Moody's) and A- (S&P and Fitch).

Effective December 15, 2008, up to 5% of the market value of the combined assets of the pension and annuity funds may be invested in corporate obligations, international corporate obligations, collateralized notes and mortgages, bank loans, non-convertible preferred stock, and mortgage backed pass-through securities that do not meet the minimum credit rating requirements set forth above. Prior to that, the limitation excluded bank loans and non-convertible preferred stock.



**STATE OF NEW JERSEY  
PRISON OFFICERS' PENSION FUND**

Notes to Financial Statements

June 30, 2009 and 2008

Effective September 5, 2006 through June 30, 2008, the following limits were effective:

Category	Minimum rating <sup>(1)</sup>			Limitation of issuer's outstanding debt	Limitation of issue	Other limitations
	Moody's	S&P	Fitch			
Corporate obligations	Baa3	BBB-	BBB-	10%	25%	Not more than 5% of fund assets can be invested in one corporation
U.S. finance company debt and bank debentures	Baa3	BBB-	BBB-	10%	25%	Not more than 5% of fund assets can be invested in one corporation
International corporate obligations	Baa3	BBB-	BBB-	10%	25%	Not more than 5% of fund assets can be invested in any one issuer with maturities exceeding 12 months; not more than 10% of fund assets can be invested in this category
International government and agency obligations	Aa3	AA-	AA-	25%	Greater of 25% or \$10 million	Not more than 1% of fund assets can be invested in any one issuer
Collateralized notes and mortgages	Baa3	BBB-	BBB-	—	25%	Not more than 5% of fund assets can be invested in any one issue; not more than 10% of fund assets (or 20% of Fund B assets) can be invested in this category
Commercial paper	P-1	A-1	F1	—	—	—
Certificates of deposit and Banker's acceptances:						Certificates of deposit and banker's acceptances cannot exceed 10% of issuer's primary capital
Domestic	A3/P-1	A-/A-1	A-/F1	—	—	
International	Aa3/P-1	AA-/A-1	AA-/F1	—	—	
Guaranteed income contracts and funding agreements	A3	A-	A-	—	—	—
Money market funds	—	—	—	—	—	Not more than 10% of fund assets can be invested in money market funds; limited to 5% of shares or units outstanding

**STATE OF NEW JERSEY  
PRISON OFFICERS' PENSION FUND**

Notes to Financial Statements

June 30, 2009 and 2008

Category	Minimum rating <sup>(1)</sup>			Limitation of issuer's outstanding debt	Limitation of issue	Other limitations
	Moody's	S&P	Fitch			
Interest rate swap transactions	A3	A-	A-	—	—	Notional value of net exposure to any one counterparty shall not exceed 10% of fund assets
Repurchase agreements	Aa3	AA-	AA-	—	—	—
NJ state & municipal obligations	A3	A-	A-	10%	10%	Not more than 10% of fund assets can be invested in debt of any one political entity maturing more than 12 months from purchase
Public authority revenue obligations	A3	A-	A-	—	10%	Not more than 2% of fund assets can be invested in any one public authority
Mortgage backed pass-through securities	A3	A-	A-	—	—	Not more than 5% of fund assets can be invested in any one issue
Mortgage backed senior debt securities	—	—	—	—	25%	Not more than 5% of fund assets can be invested in any one issue

(1) Short term ratings (e.g. P-1, A-1, F-1) are used for commercial paper and certificates of deposit.

Effective August 20, 2007, up to 5% of the market value of the combined assets of the pension and annuity funds may be invested in corporate obligations, finance company debt, bank debentures, international corporate obligations, collateralized notes, and mortgages and mortgage backed pass-through securities that do not meet the minimum credit rating requirements set forth above; prior to that, the limitation was 5% of the market value of Common Fund B.

**STATE OF NEW JERSEY  
PRISON OFFICERS' PENSION FUND**

Notes to Financial Statements

June 30, 2009 and 2008

For securities in the fixed income portfolio, the following tables disclose aggregate market value, by major credit quality rating category as of June 30, 2009 and 2008. The first table of 2009 is for bonds rated by Moody's. The second table of 2009 uses S&P ratings not rated by Moody's.

(In thousands)	June 30, 2009										
	Moody's rating										
	Aaa	Aa	A	Baa	Ba	B	Bb	C	Ca	Caa	Totals
United States Treasury TIPS	\$ 3,317,891	—	—	—	—	—	—	—	—	—	3,317,891
United States Treasury bonds	2,238,574	—	—	—	—	—	—	—	—	—	2,238,574
United States Treasury strips	664,234	—	—	—	—	—	—	—	—	—	664,234
United States Treasury notes	49,612	—	—	—	—	—	—	—	—	—	49,612
Title XI Merchant Marine notes	1,828	—	—	—	—	—	—	—	—	—	1,828
Government agency obligations	200,236	—	—	—	—	—	—	—	—	—	200,236
Government agency strips	522,265	—	—	—	—	—	—	—	—	—	522,265
Floating rate notes	—	—	11,294	26,825	2,525	6,285	—	—	—	2,450	49,379
Corporate obligations	367,489	1,411,812	4,146,458	3,565,825	230,477	148,640	214	124	20,796	67,577	9,959,412
Convertible bonds	—	—	—	27,289	50	527	—	—	—	801	28,667
Federal farm credit/FHL bank bonds	74,151	—	—	—	—	—	—	—	—	—	74,151
Federal home loan discounted bonds	41,360	—	—	—	—	—	—	—	—	—	41,360
International corporate obligations	—	129,361	705,097	648,390	16,264	28,180	—	569	—	2,615	1,530,476
International bonds and notes	70,745	85,047	—	—	—	—	—	—	—	—	155,792
International floating rate notes	—	—	—	—	—	1,540	—	—	—	—	1,540
Foreign government obligations	29,885	303,592	24,817	—	—	—	—	—	—	—	358,294
Municipal bonds	—	11,131	23,954	1,574	—	—	—	—	—	—	36,659
Remic/FHLMC/FNMA	618,437	—	—	—	—	—	—	—	—	—	618,437
Mortgages/FHLMC/FNMA/GNMA	139,418	—	—	—	—	—	—	—	—	—	139,418
Asset backed obligations	32,499	29,604	98	105,046	—	—	—	—	—	—	167,247
SBA passthrough certificates	170,589	—	—	251	—	238	—	—	—	—	171,078
Private export obligations	24,985	—	—	—	—	—	—	—	—	—	24,985
High yield structured notes	—	—	—	—	—	—	—	—	—	79,076	79,076
	<u>\$ 8,564,198</u>	<u>1,970,547</u>	<u>4,911,718</u>	<u>4,375,200</u>	<u>249,316</u>	<u>185,410</u>	<u>214</u>	<u>693</u>	<u>20,796</u>	<u>152,519</u>	<u>20,430,611</u>

(In thousands)	June 30, 2009								
	Standard & Poor's rating								
	A	AA	B	BB	BBB	CC	CCC	D	Totals
Corporate obligations	\$ 26,627	—	—	—	1,194	1,009	1,803	1,101	31,734
Convertible bonds	—	—	—	1,376	—	—	—	—	1,376
International corporate obligations	—	—	570	923	—	—	—	45	1,538
Asset backed obligations	—	21,181	—	—	—	—	—	—	21,181
	<u>\$ 26,627</u>	<u>21,181</u>	<u>570</u>	<u>2,299</u>	<u>1,194</u>	<u>1,009</u>	<u>1,803</u>	<u>1,146</u>	<u>55,829</u>

The 2009 tables above do not include certain domestic and international corporate obligations including certain exchange traded funds (ETFs) totaling \$239,029,550 which invest in an underlying portfolio of fixed income securities and do not have a Moody's, Standard & Poor's or Fitch rating. The Police and Firemen's Mortgages and the Cash Management fund are unrated.

**STATE OF NEW JERSEY  
PRISON OFFICERS' PENSION FUND**

Notes to Financial Statements

June 30, 2009 and 2008

		June 30, 2008						
		Moody's rating						
(In thousands)		Aaa	Aa	A	Baa	Ba	B	Caa
United States Treasury TIPS	\$	3,573,893	—	—	—	—	—	—
United States Treasury bonds		3,914,404	—	—	—	—	—	—
United States Treasury strips		622,327	—	—	—	—	—	—
Title XI merchant marine notes		2,646	—	—	—	—	—	—
United States government agency		78,910	—	—	—	—	—	—
Federal home loan bank notes and bonds		120,820	—	—	—	—	—	—
Federal home loan discounted bonds		6,670	—	—	—	—	—	—
Floating rate notes		28,070	—	—	—	—	—	—
Tennessee Valley Authority strips		166,919	—	—	—	—	—	—
Domestic corporate obligations		428,516	674,633	3,024,990	2,642,103	90,580	41,315	84,813
Domestic corporate discounted obligations		105,177	—	4,879	—	—	—	—
International corporate obligations		—	—	205,817	193,352	—	—	—
Real estate investment trust obligations		—	—	—	19,391	—	—	—
Finance company debt		385,235	476,076	744,296	268,772	—	86,584	64,347
Foreign government obligations		1,077,186	150,700	—	—	—	—	—
Foreign government discount obligations		879,287	—	—	—	—	—	—
Adjustable rate municipal bonds		31,000	135,665	135,000	—	—	—	—
International bonds and notes		298,755	20,274	67,775	19,889	—	—	—
Remic/FHLMC		546,377	—	—	—	—	—	—
Remic/FNMA		50,343	—	—	—	—	—	—
SBA pass-through certificates		100,373	—	—	—	—	—	—
GNMA mortgage backed certificates		148,306	—	—	—	—	—	—
FHLM mortgage backed certificates		440,058	—	—	—	—	—	—
FNMA mortgage backed certificates		448,589	—	—	—	—	—	—
Asset backed obligations		63,791	119,057	—	139,267	—	—	—
Private export obligations		85,742	—	—	—	—	—	—
Exchange traded securities		—	—	131,820	—	—	4,700	—
	\$	<u>13,603,394</u>	<u>1,576,405</u>	<u>4,314,577</u>	<u>3,282,774</u>	<u>90,580</u>	<u>132,599</u>	<u>149,160</u>

The 2008 table does not include certain exchange traded funds (ETFs) totaling \$39,805,000 which invest in an underlying portfolio of fixed income securities and do not have a Moody's rating. The Police and Firemen's Mortgages and the Cash Management fund are unrated.

Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. Commercial paper must mature within 270 days. Certificates of deposits and bankers acceptances are limited to a term of one year or less. Repurchase agreements must mature within 30 days. The investment in guaranteed income contracts and funding agreements is limited to a term of 10 years or less.

**STATE OF NEW JERSEY  
PRISON OFFICERS' PENSION FUND**

Notes to Financial Statements

June 30, 2009 and 2008

The following tables summarize the maturities (or, in the case of Remics, Police and Firemen's Mortgages and mortgage-backed securities, the expected average life) of the fixed income portfolio as of June 30, 2009 and 2008:

(In thousands)	June 30, 2009				
	Total	Maturities in years			
		fair value	Less than 1	1-5	6-10
United States Treasury TIPS	\$ 3,317,891	—	—	—	3,317,891
United States Treasury bonds	2,238,574	—	—	—	2,238,574
United States Treasury strips	664,234	—	—	—	664,234
United States Treasury notes	49,612	—	—	49,612	—
Title XI merchant marine notes	1,828	—	—	—	1,828
Government agency obligations	200,236	—	—	—	200,236
Government agency strips	522,266	—	—	—	522,266
Floating rate notes	49,379	13,216	6,023	3,440	26,700
Corporate obligations	9,991,476	54,324	572,727	3,051,119	6,313,306
Convertible bonds	40,146	50	2,246	1,281	36,569
Federal farm credit/FHL bank bonds	74,151	—	—	74,151	—
Federal home loan discounted bonds	41,360	—	—	—	41,360
International corporate obligations	1,532,266	390	14,444	308,715	1,208,717
International bonds and notes	155,791	—	—	155,791	—
International floating rate notes	11,540	—	10,000	1,540	—
Foreign government obligations	368,205	15,174	24,623	75,192	253,216
Municipal bonds	36,659	—	—	—	36,659
Remic/FHLMC/FNMA	618,437	—	20,344	—	598,093
Police & firemen's obligations	1,367,881	—	—	—	1,367,881
Mortgages/FHLMC/FNMA/GNMA	139,419	—	7,340	4,224	127,855
Asset backed obligations	233,536	—	—	15,284	218,252
SBA passthrough certificates	171,078	—	238	170,840	—
Private export obligations	24,985	—	—	24,985	—
High yield structured notes	79,076	—	79,076	—	—
	<u>\$ 21,930,026</u>	<u>83,154</u>	<u>737,061</u>	<u>3,936,174</u>	<u>17,173,637</u>

**STATE OF NEW JERSEY  
PRISON OFFICERS' PENSION FUND**

Notes to Financial Statements

June 30, 2009 and 2008

(In thousands)	June 30, 2008				
	Total market value	Maturities in years			
		Less than 1	1-5	6-10	More than 10
<u>Fixed income investment type</u>					
United States Treasury TIPS	\$ 3,573,893	—	—	369,231	3,204,662
United States Treasury bonds	3,914,404	—	—	—	3,914,404
United States Treasury strips	622,327	—	—	—	622,327
Title XI merchant marine notes	2,646	—	—	—	2,646
United States government agency	78,910	—	—	—	78,910
Federal home loan bank notes and bonds	120,820	—	—	38,492	82,328
Federal home loan discounted bonds	6,670	—	—	—	6,670
Floating rate notes	28,071	—	18,071	10,000	—
Tennessee Valley Authority strips	166,919	—	—	—	166,919
Domestic corporate obligations	6,986,947	4,993	756,272	1,655,983	4,569,699
Domestic corporate discounted obligations	110,056	—	8,234	—	101,822
International corporate obligations	399,169	—	—	69,560	329,609
Real estate investment trust obligations	19,391	—	19,391	—	—
Finance company debt	2,025,311	154,379	183,305	989,819	697,808
Foreign government obligations	1,227,887	70,477	230,400	45,001	882,009
Foreign government discount obligations	879,287	879,287	—	—	—
Adjustable rate municipal bonds	301,665	—	—	—	301,665
International bonds and notes	406,693	—	25,795	196,102	184,796
Remic/FHLMC	546,377	—	—	19,647	526,730
Remic/FNMA	50,343	—	—	—	50,343
SBA pass-through certificates	100,373	—	—	100,373	—
Police and Firemen's mortgages	1,288,049	—	—	—	1,288,049
GNMA mortgage backed certificates	148,306	—	—	—	148,306
FHLM mortgage backed certificates	440,058	6	181	1,820	438,051
FNMA mortgage backed certificates	448,589	339	2,146	11,959	434,145
Asset backed obligations	322,115	—	31,144	14,594	276,377
Private export obligations	85,743	12,547	21,219	51,977	—
	<u>\$ 24,301,019</u>	<u>1,122,028</u>	<u>1,296,158</u>	<u>3,574,558</u>	<u>18,308,275</u>

Foreign currency risk is the risk that changes in exchange rates will adversely affect the fair value of an investment. The Pension Funds invest in global markets. Effective August 20, 2007, the market value of international preferred and common stocks and issues convertible into common stocks, when combined with the market value of international government and agency obligations, cannot exceed 30% of the market value of the Pension Funds; previously, this limitation was 22%. The market value of emerging market securities cannot exceed more than 1.5 times the percentage derived by dividing the total market capitalization of companies included in the Morgan Stanley Capital International (MSCI) Emerging Market Index by the total market capitalization of the companies included in the MSCI All-Country World Ex-United States Index of the total market value of the assets held by Common Fund D. Not more than 10% of the market value of the emerging market securities can be invested in the common and preferred stock of any one corporation; the total amount of stock purchased of any one corporation cannot exceed 5% of its stock classes eligible to vote. Council regulations permit the Pension Funds to enter into foreign exchange contracts for the purpose of hedging the international portfolio. The Pension Funds held forward contract receivables totaling approximately \$4.9 billion and payables totaling approximately \$4.7 billion

**STATE OF NEW JERSEY  
PRISON OFFICERS' PENSION FUND**

Notes to Financial Statements

June 30, 2009 and 2008

(with a \$126 million net exposure) as of June 30, 2009. The Pension Funds held forward contracts totaling approximately \$1.4 billion (with a \$5.3 million net exposure) as of June 30, 2008.

The Pension Funds had the following foreign currency exposure as of June 30, 2009 and 2008 (expressed in U.S. dollars and in thousands):

<b>June 30, 2009</b>				
<b>Currency</b>	<b>Total fair value</b>	<b>Equities</b>	<b>Foreign government/ corporate obligations</b>	<b>Alternative investments</b>
Australian dollar	\$ 656,680	656,680	—	—
Brazilian real	91,406	91,406	—	—
British pound sterling	1,557,089	1,542,240	—	14,849
Canadian dollar	186,979	186,979	—	—
Chilean peso	3,407	3,407	—	—
Czech koruna	7,828	7,828	—	—
Danish krone	186,258	186,258	—	—
Euro	3,706,589	3,484,999	29,885	191,705
Egyptian pound	19,003	19,003	—	—
Hong Kong dollar	457,362	457,362	—	—
Hungarian forint	7,456	7,456	—	—
Indonesian rupiah	31,511	31,511	—	—
Israeli shekel	14,258	14,258	—	—
Japanese yen	1,944,838	1,944,838	—	—
Malaysian ringgit	12,409	12,409	—	—
Mexican peso	9,001	9,001	—	—
Norwegian krone	176,722	176,722	—	—
Pakistan rupee	2,378	2,378	—	—
Philippines peso	711	711	—	—
Polish zolty	7,104	7,104	—	—
Singapore dollar	172,635	172,635	—	—
South African rand	89,543	89,543	—	—
South Korean won	105,001	105,001	—	—
Swedish krona	165,297	164,422	875	—
Swiss franc	879,433	879,433	—	—
New Taiwan dollar	10,823	10,823	—	—
Thailand baht	25,597	25,597	—	—
Turkish lira	39,062	39,062	—	—
	<u>\$ 10,566,380</u>	<u>10,329,066</u>	<u>30,760</u>	<u>206,554</u>

**STATE OF NEW JERSEY  
PRISON OFFICERS' PENSION FUND**

Notes to Financial Statements

June 30, 2009 and 2008

June 30, 2008				
Currency	Total market value	Equities	Foreign government obligations	Alternative investments
Australian dollar	\$ 614,583	456,834	157,749	—
Brazilian real	118,301	118,301	—	—
Canadian dollar	546,560	546,560	—	—
Chilean peso	1,286	1,286	—	—
Czech koruna	4,512	4,512	—	—
Danish krone	205,512	205,512	—	—
Euro	6,983,288	5,829,751	1,005,136	148,401
Egyptian pound	20,424	20,424	—	—
Hong Kong dollar	263,291	263,291	—	—
Hungarian forint	6,528	6,528	—	—
Indonesian rupiah	22,783	22,783	—	—
Israeli shekel	14,716	14,716	—	—
Japanese yen	2,822,687	1,943,400	879,287	—
Malaysian ringgit	18,557	18,557	—	—
Mexican peso	19,444	19,444	—	—
New Zealand dollar	18,052	18,052	—	—
Norwegian krone	451,099	451,099	—	—
Omani rial	1,991	1,991	—	—
Pakistan rupee	2,679	2,679	—	—
Philippines peso	1,050	1,050	—	—
Polish peso	9,910	9,910	—	—
Qatar rial	4,497	4,497	—	—
Singapore dollar	135,551	135,551	—	—
South African rand	69,675	69,675	—	—
South Korean won	110,363	110,363	—	—
Swedish krona	521,596	521,596	—	—
Swiss franc	1,460,269	1,460,269	—	—
New Taiwan dollar	13,978	13,978	—	—
Thailand baht	17,001	17,001	—	—
Turkish lira	27,871	27,871	—	—
British pound sterling	1,970,705	1,916,931	—	53,774
	\$ 16,478,759	14,234,412	2,042,172	202,175

The Pension Funds' interests in alternative investments may contain elements of credit, currency and market risk. Such risks include, but are not limited to, limited liquidity, absence of regulatory oversight, dependence upon key individuals, speculative investments (both derivatives and nonmarketable investments), and nondisclosure of portfolio composition. Effective August 18, 2008, Council regulations provide that not more than 28% of the market value of the Pension Funds can be invested in alternative



**STATE OF NEW JERSEY  
PRISON OFFICERS' PENSION FUND**

Notes to Financial Statements

June 30, 2009 and 2008

investments, with the individual categories of real estate, real assets, private equity and absolute return strategy investments limited to 7%. Prior to that, the overall limitation was 18%. Not more than 5% of the market value of Common Fund E, plus outstanding commitments, may be committed to any one partnership or investment, without the prior written approval of the Council. The investments in Common Fund E cannot comprise more than 20% of any one investment manager's total assets.

**(4) Contributions**

There are no active members in the POPF. Accordingly, based on actuarial valuations, there are no normal cost or accrued liability contributions required by employers for fiscal years 2009 and 2008.

**(5) Funds**

POPF maintains the following legally required fund as follows:

***Retirement Reserve Fund (2009 – \$11,986,920; 2008 – \$12,890,441)***

The Retirement Reserve Fund is credited with active member and State of New Jersey contributions and investment income. In addition, all benefits are paid from this account.

**STATE OF NEW JERSEY  
PRISON OFFICERS' PENSION FUND**

Required Supplementary Information

Schedule of Funding Progress

(Unaudited - See accompanying independent auditors' report)

Actuarial valuation date	Actuarial value of assets (a)	Actuarial accrued Liability (b)	Unfunded (overfunded) actuarial accrued liability (b - a)	Funded ratio (a / b)	Covered payroll (c)	Unfunded (overfunded) actuarial accrued liability as a percentage of covered payroll ((b - a) / c)
June 30, 1999	\$ 19,137,919	15,292,629	(3,845,290)	125.1%	N/A	N/A
June 30, 2000	18,268,489	14,216,588	(4,051,901)	128.5	N/A	N/A
June 30, 2001	18,269,899	12,994,567	(5,275,332)	140.6	N/A	N/A
June 30, 2002	17,908,452	11,781,734	(6,126,718)	152.0	N/A	N/A
June 30, 2003	17,277,953	10,727,647	(6,550,306)	161.1	N/A	N/A
June 30, 2004	15,884,428	10,060,710	(5,823,718)	157.9	N/A	N/A
June 30, 2005	14,783,465	9,077,157	(5,706,308)	162.9	N/A	N/A
June 30, 2006	14,014,718	8,236,295	(5,778,423)	170.2	N/A	N/A
June 30, 2007	13,499,361	7,378,386	(6,120,975)	183.0	N/A	N/A
June 30, 2008	12,890,441	6,789,017	(6,101,424)	189.9	N/A	N/A

**STATE OF NEW JERSEY  
PRISON OFFICERS' PENSION FUND**

Required Supplementary Information

Schedule of Funding Progress – Additional Actuarial Information

(Unaudited - See accompanying independent auditors' report)

Significant actuarial methods and assumptions used in the most recent 2008 and 2007 actuarial valuations include the following:

	<b>June 30, 2008</b>	<b>June 30, 2007</b>
Actuarial cost method	Projected unit credit	Projected unit credit
Asset valuation method	Market value	Market value
Amortization method	Level dollar, closed	Level dollar, closed
Payroll growth rate for amortization	N/A	N/A
Remaining amortization period	1 year	1 year
Actuarial assumptions:		
Interest rate	5.00%	5.00%
Salary range	N/A	N/A
Cost-of-living adjustments	N/A	N/A

**STATE OF NEW JERSEY  
PRISON OFFICERS' PENSION FUND**

Required Supplementary Information

Schedule of Employer Contributions

(Unaudited - See accompanying independent auditors' report)

<b>Year ended June 30,</b>	<b>Annual required contribution</b>	<b>Employer contributions</b>	<b>Percentage contributed</b>
1999	\$ —	—	N/A
2000	—	—	N/A
2001	—	—	N/A
2002	—	—	N/A
2003	—	—	N/A
2004	—	—	N/A
2005	—	—	N/A
2006	—	—	N/A
2007	—	—	N/A
2008	—	—	N/A
2009	—	—	N/A

**STATE OF NEW JERSEY  
PRISON OFFICERS' PENSION FUND**

Schedule of Changes in Fiduciary Net Assets by Fund

Year ended June 30, 2009

	<b>Retirement reserve fund</b>	<b>Pension adjustment pass-through</b>	<b>Total</b>
Additions:			
Contributions:			
Pension adjustment fund	\$ —	1,088,687	1,088,687
Total contributions	—	1,088,687	1,088,687
Distribution of net investment income	197,755	—	197,755
Total additions	197,755	1,088,687	1,286,442
Deductions:			
Benefits	1,092,935	1,088,687	2,181,622
Administrative expenses	8,341	—	8,341
Total deductions	1,101,276	1,088,687	2,189,963
Net decrease	(903,521)	—	(903,521)
Net assets held in trust for pension benefits:			
Beginning of year	12,890,441	—	12,890,441
End of year	\$ 11,986,920	—	11,986,920