

AUDITED FINANCIAL STATEMENTS
AND REQUIRED SUPPLEMENTARY
INFORMATION

University of Puerto Rico Retirement System
Years Ended June 30, 2010 and 2009
With Report of Independent Auditors

University of Puerto Rico Retirement System

Audited Financial Statements
and Required Supplementary Information

Years Ended June 30, 2010 and 2009

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Report of Independent Auditors

The Board of Trustees
of the University of Puerto Rico Retirement System

We have audited the accompanying statements of plan net assets of the University of Puerto Rico Retirement System (the System) as of June 30, 2010 and 2009, and the related statements of changes in plan net assets for the years then ended. 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 audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States 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. We were not engaged to perform an audit of the System's internal control over financial reporting. Our audits included 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, and 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 net assets of the System at June 30, 2010 and 2009, and the changes in its net assets for the years then ended in conformity with U.S. generally accepted accounting principles.

In accordance with *Government Auditing Standards*, we have also issued our report dated April 8, 2011, 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 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.

Management's discussion and analysis and the required supplementary information, as listed in the table of contents, are not a required part of the basic financial statements but are supplementary information required by the Governmental Accounting Standards Board. 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.

Ernst + Young LLP

April 8, 2011

Stamp No. 2577145
affixed to
the original
of this report.

University of Puerto Rico Retirement System
Management's Discussion and Analysis (Unaudited)

Year Ended June 30, 2010

Our discussion and analysis of the University of Puerto Rico Retirement System's (the System) financial performance provides an overview of the System's financial activities for the fiscal years ended June 30, 2010, 2009 and 2008.

Financial Highlights

- System's assets exceeded liabilities by **\$902,866,599**, **\$821,867,314** and **\$954,307,407** at the close of fiscal years 2010, 2009 and 2008, respectively (reported as net assets). Net assets are held in a trust to meet future benefit payments.
- The component of Additions to Plan Net Assets in the year 2010 is comprised of contributions of **\$112,914,777**, net investment gains of **\$104,906,153** and **\$7,976,121** in reimbursement from the University of Puerto Rico for medical insurance.
- Additions to Plan Net Assets in fiscal year 2010 were **\$225,797,051**, compared to **\$4,408,533** in fiscal year 2009. The increase in additions in fiscal year 2010 was mainly caused by the net appreciation in fair value of investments **\$84,156,599**, compared to net depreciation of **\$150,611,599** in fiscal year 2009.
- Additions to Plan Net Assets in fiscal year 2009 were **\$4,408,533**, compared to **\$82,983,448** in fiscal year 2008. The decrease in additions in fiscal year 2009 was caused by the net depreciation in fair value of investments of **\$150,611,599**, compared to a net depreciation in fair value of investments of **\$81,527,756** in fiscal year 2008.
- Deductions to Plan Net Assets in fiscal year 2010 were **\$144,797,766**, compared to **\$136,848,646** in fiscal year 2009. The difference was caused by benefits paid to participants of **\$133,112,591** in fiscal year 2010, compared to **\$124,352,661** in fiscal year 2009. The increase in benefits paid to participants was mainly caused by the increase in retirees receiving benefits as retirees increased to 7,150 at the end of fiscal year 2010 compared to 6,892 at the end of fiscal year 2009.
- Deductions to Plan Net Assets in fiscal year 2009 were **\$136,848,646**, compared to **\$130,793,531** in fiscal year 2008. The difference was caused by benefits paid to participants of **\$124,352,661** in fiscal year 2009, compared to **\$118,779,217** in fiscal year 2008. The increase in benefits paid to participants was caused by the increase in retirees receiving benefits as they increased to 6,892 at the end of fiscal year 2009 from 6,761.

University of Puerto Rico Retirement System

Management's Discussion and Analysis (Unaudited) (continued)

The Statement of Plan Net Assets and the Statement of Changes in Plan Net Assets

These statements include all assets and liabilities using the economic resources measurement focus and the accrual basis of accounting. Under the accrual basis of accounting, all revenues and expenses are taken into account regardless of when cash is received or paid. The Statement of Plan Net Assets presents plan assets and liabilities, with the difference between the two reported as net assets. Over time, increases and decreases in net assets measure whether the System's financial position is improving or deteriorating. The statement of Changes in Plan Net Assets presents how the System's net assets changed during the period to determine whether the System is becoming financially stronger or weaker and to understand changes over time in the funded status of the System.

Financial Analysis

The net assets during the year ended June 30, 2010 increased by approximately **\$81.0** million or **9.86 %** from the prior year (see Statements of Change in Plan Net Assets for details). For fiscal year 2010 total assets increased **\$85.5** million or **9.73 %** from prior year. The net assets during the year ended June 30, 2009 decreased by approximately \$132.5 million or 13.87% from the prior year (see Statements of Change in Plan Net Assets for details). For fiscal year 2009 total assets decreased by approximately \$172.3 million or 16.39% from the prior year. The net assets during the year ended June 30, 2008 decreased by approximately \$47.8 million or 4.77% from the prior year (See Statements of Change in Plan Net Assets for details). For fiscal year 2008 total assets increased \$10.3 million or 0.99% from the prior year.

University of Puerto Rico Retirement System

Management's Discussion and Analysis (Unaudited) (continued)

	Year Ended			2008-2009	2009-2010
	June 30, 2008	June 30, 2009	June 30, 2010	Percentage Change	Percentage Change
Assets					
Cash	\$ 41,228,150	\$ 49,227,601	\$ 28,908,806	19.40%	-41.28%
Receivables	71,507,525	23,111,460	32,105,588	(67.68)%	38.92%
Marketable securities	798,827,523	661,832,039	751,040,932	(17.15)%	13.48%
Private equity funds	9,745,715	7,164,114	8,915,817	(26.49)%	24.45%
Loans to plan members	109,609,672	117,610,406	123,848,238	7.30%	5.30%
Property and equipment, net	1,280,805	1,262,975	2,691,662	(1.39)%	113.1%
Other net of allowances	19,433,918	19,081,137	17,325,919	(1.82)%	(9.20)%
Total Assets	1,051,633,308	879,289,732	964,836,962	(16.39)%	9.73 %
Liabilities					
Accounts payable and accrued expenses	3,431,159	3,889,295	5,072,261	13.35%	30.42%
Escrow deposits on mortgage loans	103,439	123,936	152,329	19.82%	22.91%
Other deposits	4,518,045	5,057,358	5,146,533	11.93%	1.76%
Payables for acquisition of investments	89,273,258	48,351,829	51,599,240	(45.84)%	6.72%
Total Liabilities	97,325,901	57,422,418	61,970,363	(41.00)%	7.92%
Net Assets	\$ 954,307,407	\$ 821,867,314	\$902,866,599	(13.87)%	9.86%

University of Puerto Rico Retirement System

Management's Discussion and Analysis (Unaudited) (continued)

	Year Ended			2008-2009	2009-2010
	June 30, 2008	June 30, 2009	June 30, 2010	Percentage Change	Percentage Change
Additions:					
Contributions	\$ 124,517,867	\$ 116,436,403	\$112,914,777	(6.49)%	-3.02%
Investment (loss) income	(49,908,353)	(120,588,452)	104,906,153	(141.62)%	187.00%
Medical insurance reimbursements from the University of Puerto Rico	8,373,934	8,560,602	7,976,121	2.23%	-6.83%
Total additions	82,983,448	4,408,553	225,797,051	(94.69)%	5,021.80%
Deductions:					
Benefits paid to participants	118,779,217	124,352,661	133,112,591	4.69%	7.04%
General and administrative expenses	3,640,380	3,935,383	3,709,054	8.10%	-5.75%
Medical insurance expenses paid to retirees	8,373,934	8,560,602	7,976,121	2.23%	-6.83%
Total deductions	130,793,531	136,848,646	144,797,766	4.63%	5.81%
Net increase (decrease) in net assets held in trust for pension benefits	\$ (47,810,083)	\$ (132,440,093)	\$ 80,999,285	(177.01)	161.16%

Contributions

The funds needed to finance retirement benefits are obtained through employer and employee contributions and through earnings on investments. Contributions and net investment income for fiscal year 2010 amounted to approximately **\$217.8** million compared to **(\$4.1)** million for fiscal year 2009. The increase was mainly caused by the net appreciation of investments during fiscal year 2010.

Contributions and net investment loss for fiscal year 2009 amounted to approximately **(\$4.1)** million compared to \$74.6 million for fiscal year 2008; a decrease of 105% over the prior fiscal year. The decrease was caused by investment losses during fiscal year 2009 due to adverse market conditions.

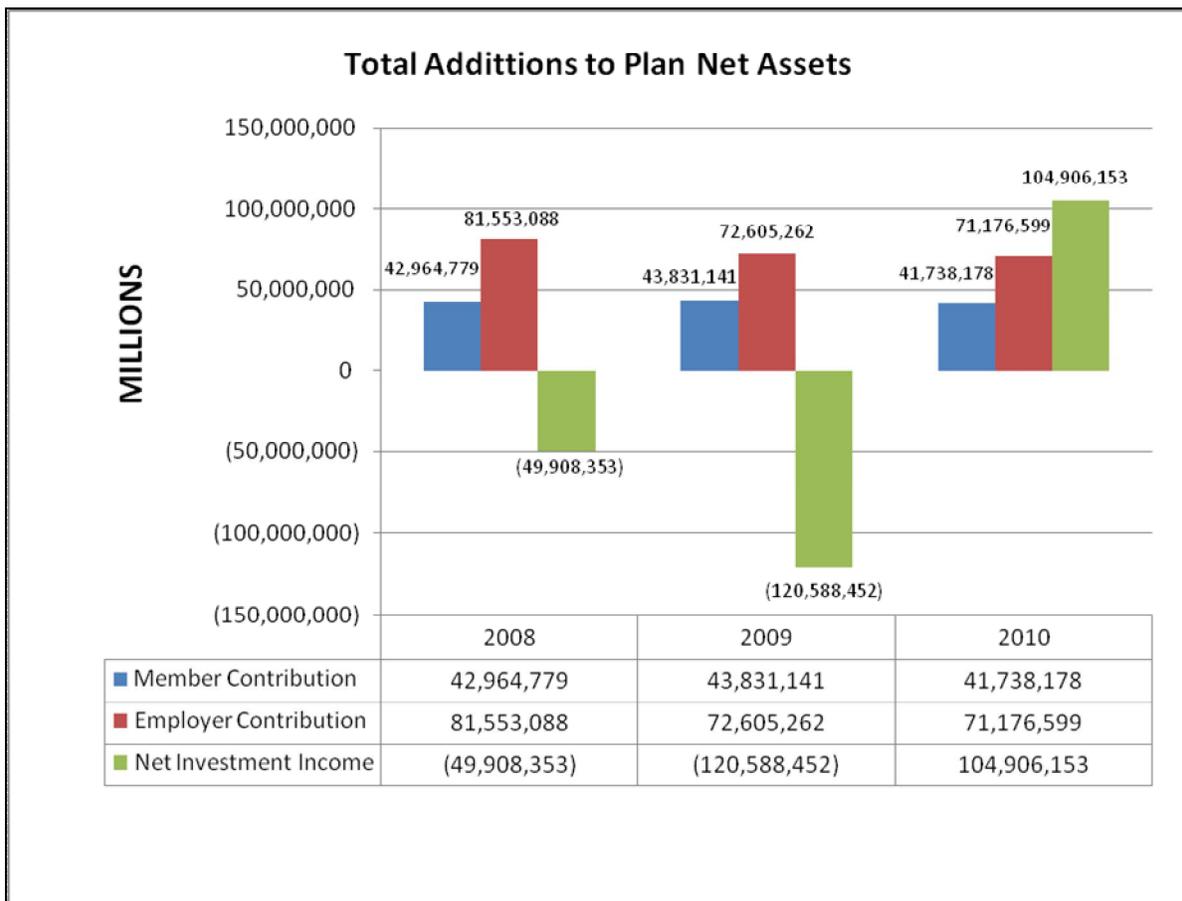
Contributions and net investment income for fiscal year 2008 amounted to approximately \$74.6 million, which represents a decrease of approximately \$172.4 million or 69% over the prior year. The decrease was caused by the decrease in the net appreciation in fair value of investments.

University of Puerto Rico Retirement System

Management's Discussion and Analysis (Unaudited) (continued)

Contributions paid by employees approximated **\$41.7** million and **\$43.8** million for the years ended June 30, 2010 and 2009, respectively. This represented decrease of approximately **\$2.1** million or **4.78%**.

Contributions paid by employees approximated **\$43.8** million and \$43.0 million for the years ended June 30, 2009 and 2008, respectively. This represented an increase of approximately \$866.3 thousand or 2.01%.



University of Puerto Rico Retirement System

Management's Discussion and Analysis (Unaudited) (continued)

General and Administrative Expenses

Total general and administrative expenses for the System during fiscal year 2010 amounted to **\$3,709,054** a decrease of **\$226,329** or **5.75%** from the amount in fiscal year 2009. Total operating expenses for the System during fiscal year 2009 amounted to **\$3,935,383** an increase of **\$295,003** or **8.10%** from the amount in fiscal year 2008. Total operating expenses for the System during fiscal year 2008 amounted to \$3,640,380, an increase of \$197,311 or 5.73% from the amount in fiscal year 2007.

Investments

The System's investment portfolio appreciated in fair value by approximately **\$84.1** million during fiscal year 2010, as compared to fiscal year 2009, when it depreciated by **\$150.6** million. This amount includes a net realized gain on sales of investments of **\$18.4** million, a realized loss on sales of **\$15.6** million and an increase in net appreciation in fair value of investments of **\$84.1** million. Total investment expenses during fiscal year 2010 of **\$2,362,272** increased by **\$122,392** or **5.46%** as compared to fiscal year 2009.

The System's investment portfolio depreciated in fair value by approximately \$150.6 million during fiscal year 2009, as compared to fiscal year 2008, when it depreciated by \$81.5 million. This amount includes a realized gain on sales of investments of \$13.1 million, a realized loss on sales of \$80.9 million, and a decrease in net appreciation in fair value of investments of \$82.9 million. Total investment expenses during fiscal year 2009 of \$2,239,880 decreased by \$665,394 or 23% as compared to fiscal year 2008.

The System's investment portfolio depreciated in fair value by approximately \$81.5 million during fiscal year 2008, as compared to fiscal year 2007 when it appreciated by \$104.6 million. This amount includes a realized gain on sales of investments amounting to approximately \$82.9 million during fiscal year 2008. Total investment expenses during fiscal year 2008 of \$2,905,274 increased by \$358,706 or 12% as compared to fiscal year 2007.

The net investment income for fiscal year 2010 amounted to **\$104.9** million, an increase of **\$225.5** million or **187%** compared to a net investment loss of **\$(120.5)** million in fiscal year 2009. The gain was caused by the appreciation in the fair value of investments.

The net investment loss for fiscal year 2009 amounted to **\$(120.5)** million, an increase in loss of **\$70.6** million or **142%** compared to a net investment loss of **\$(49.9)** million in fiscal year 2008. The loss was caused by the decrease in net appreciation in the fair value of investments.

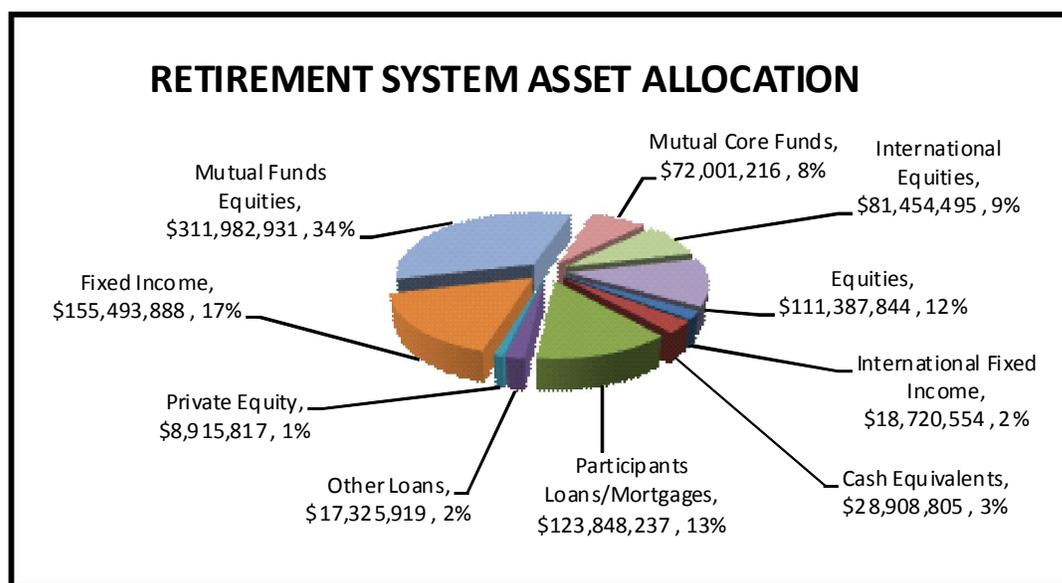
University of Puerto Rico Retirement System

Management's Discussion and Analysis (Unaudited) (continued)

The net investment loss for fiscal year 2008 amounted to \$(49.9) million, a decrease of \$178.6 million or 138% compared to a net investment income of \$128.7 million in fiscal year 2007. The loss was caused by the decrease in the net appreciation in the fair value of investments.

Retirement System of Puerto Rico Asset Allocation

The System's investments comprise approximately **96%** of the total plan assets. Most of the assets are invested in long-term investments. The investment fund has **54%** of its assets in stocks and **27%** in fixed income investments, **3%** in cash equivalents, **13%** loans to participants, **2%** in international fixed income, and **1%** in private equity investments. Equity investments are diversified between domestic and foreign markets and among companies with small, medium and large capitalization. The table below shows the asset allocation as of June 30, 2010:



Benefits Paid and Liabilities

For the fiscal year 2010, pension benefits paid to retirees and beneficiaries were approximately **\$133.1** million, which represents an increase of approximately **\$8.8** million or **7.04%** when compared to the prior year. For the fiscal year 2009, pension benefits paid to retirees and beneficiaries were approximately **\$124.3** million, which represents an increase of approximately **\$5.6** million or **4.48%** when compared to the prior year. This increase is related to additional benefits due to Certification No. 12 (2007-2008) which increases by **3%** in benefits paid to

University of Puerto Rico Retirement System

Management's Discussion and Analysis (Unaudited) (continued)

retirees effective on July 1, 2007. For the fiscal year 2008, pension benefits paid to retirees and beneficiaries were approximately **\$118.8** million, which represents an increase of approximately **\$8.0** million or **6.69%** when compared to the prior year.

As of June 30, 2010, the Active members and Retired members were **12,075** and **7,150**, respectively. As of June 30, 2009, the Active members and Retired members were **12,624** and **6,892**, respectively, as compared to **12,588** and **6,761** as of June 30, 2008.

During fiscal year 2010, total liabilities were **\$62.0** million, which represents an increase of **\$4.6** million or **7.90%** when compared to prior year. During fiscal year 2009, total liabilities were **\$57.4** million, which represents a decrease of **\$39.9** million or **41.0%** when compared to prior year. During fiscal year 2008, total liabilities were **\$97.3** million, which represents an increase of **\$58.1** million or **148.0%** when compared to prior year. The amount represents accounts payable to agencies, deposits for distribution to employee's contributions and accounts payables for acquisition of investments.

Retirement System as a Whole

The net assets of the UPR Retirement System increased consistently from fiscal year 2005 to fiscal year 2007. Fiscal years 2008 and 2009 reported a decrease in net assets as a result of the global recession and the deteriorated condition of the financial markets, which impacted net income (losses) on investments on those years. Fiscal year 2010 presented an increase in net assets due to the improvement on the return of investments held by the Plan as these investments presented positive returns that amounted to approximately \$84.1 million.

Contacting System Financial Management

This financial report is designed to provide the Retirement Board and Trustees Board, participants, taxpayers, investors, and creditors with a general overview of the System's finances and to demonstrate the System's accountability for the money it receives. If you have any questions about this report or need additional financial information, contact the University of Puerto Rico Retirement System at P.O. Box 21769, San Juan, Puerto Rico 00931-1769. (787) 751-4550 or (787) 764-5438 Direct.

University of Puerto Rico Retirement System

Statements of Plan Net Assets

	June 30	
	2010	2009
Assets		
Cash and investments:		
Cash, cash equivalents and short-term investments	\$ 28,908,806	\$ 49,227,601
Marketable securities	751,040,932	661,832,039
Private equity funds	8,915,817	7,164,114
Loans to plan members:		
First mortgages	43,631,140	41,278,192
Personal installments	80,217,098	76,332,214
Other, net of allowance for doubtful accounts of \$120,813 in 2010 and \$127,043 in 2009	17,325,919	19,081,137
	141,174,157	136,691,543
Total cash and investments	930,039,712	854,915,297
Receivables:		
Accrued interest receivable on investments	1,304,446	2,447,017
Receivables from sale of investments	29,267,354	19,893,329
Contributions receivable from Puerto Rico		
Treasury Department	389,173	389,173
Accounts receivable from University of Puerto Rico		
Central Administration	926,301	159,814
Other receivables	218,314	222,127
Total receivables	32,105,588	23,111,460
Capital assets, net of accumulated depreciation of \$697,949 in 2010 and \$632,237 in 2009	2,691,662	1,262,975
Total assets	964,836,962	879,289,732
Liabilities		
Accounts payable and accrued expenses	5,072,261	3,889,295
Escrow deposits on mortgage loans	152,329	123,936
Other deposits	5,146,533	5,057,358
Payable for acquisition of investments	51,599,240	48,351,829
Total liabilities	61,970,363	57,422,418
Net assets held in trust for pension benefits	\$ 902,866,599	\$ 821,867,314

See accompanying notes.

University of Puerto Rico Retirement System

Statements of Changes in Plan Net Assets

	Year Ended June 30	
	2010	2009
Additions:		
Contributions:		
Employer	\$ 71,176,599	\$ 72,605,262
Participants	41,738,178	43,831,141
	<u>112,914,777</u>	<u>116,436,403</u>
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments	84,156,599	(150,611,599)
Interest	19,657,725	27,108,532
Dividends	3,454,101	5,154,495
	<u>107,268,425</u>	<u>(118,348,572)</u>
Less investment expenses	2,362,272	2,239,880
	<u>104,906,153</u>	<u>(120,588,452)</u>
Medical insurance reimbursements from University of Puerto Rico	7,976,121	8,560,602
Total additions	<u>225,797,051</u>	<u>4,408,553</u>
Deductions:		
Benefits paid to participants	133,112,591	124,352,661
General and administrative expenses	3,709,054	3,935,383
Medical insurance expenses paid to retirees	7,976,121	8,560,602
	<u>144,797,766</u>	<u>136,848,646</u>
Total deductions	<u>144,797,766</u>	<u>136,848,646</u>
Net increase (decrease) in net assets held in trust for pension benefits	<u>80,999,285</u>	<u>(132,440,093)</u>
Net assets held in trust for pensions benefits:		
Beginning of year	<u>821,867,314</u>	<u>954,307,407</u>
End of year	<u>\$ 902,866,599</u>	<u>\$ 821,867,314</u>

See accompanying notes.

University of Puerto Rico Retirement System

Notes to Financial Statements

June 30, 2010

1. Organization and Summary of Significant Accounting Policies

Organization

The University of Puerto Rico Retirement System (the System) is the administrator of a single-employer defined benefit pension plan that was created by Act No. 135, approved on May 7, 1942. The System started operations on January 1, 1945, the date on which contributions by employees and the University of Puerto Rico (the University) (a related party) commenced.

The responsibility for the proper operation and administration of the System is vested in a Board of Trustees, composed of certain members of the University's Board of Trustees. The following are the significant accounting policies followed by the System in the preparation of its financial statements.

Basis of Presentation

The System's financial statements and notes to the financial statements are prepared under the provisions of Governmental Accounting Standards Board (GASB) Statement No. 25 (GASB No. 25), *Financial Reporting for Defined Benefit Pension Plans and Note Disclosures for Defined Contribution Plans*, as amended by GASB Statement No. 50, *Pension Disclosures – an amendment of GASB Statements Nos. 25 and 27*.

The accompanying financial statements have been prepared on the accrual basis of accounting. Participants and employer contributions are recognized in the period in which the contributions are due and the employer has made a formal commitment to provide the contributions. Benefits are recognized when due and payable in accordance with the terms of the plan.

Use of Estimates

The preparation of the 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 and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions to and deductions from net assets during the reporting period. Actual results could differ from those estimates.

Cash Equivalents

The Plan considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents.

University of Puerto Rico Retirement System

Notes to Financial Statements (continued)

1. Organization and Summary of Significant Accounting Policies (continued)

Investments

Investments are reported at fair value. Short-term investments, mainly certificates of deposit, are reported at cost, which approximates fair value. Marketable securities are valued based on quotations obtained from national security exchanges. Dividend income is recognized when received.

The market value of investments held in foreign currencies are translated to U.S. dollars generally using current rates of exchange and the related translation adjustments in addition to the unrealized (depreciation) appreciation in fair value of investments which is recorded in the statement of changes in plan net assets as net (depreciation) appreciation in fair value of the investments.

The fair value of private equity fund investments is determined by the applicable fund manager.

Loans to Plan Members

Loans to participants are carried at their unpaid principal balance, which approximates their fair value. Mortgage loans are collateralized by the participant's contribution to the pension plan and first mortgage liens on the underlying properties. These mortgages are valued on the basis of future principal and interest payments and are discounted at prevailing interest rates for similar instruments.

The System's Board of Trustees granted certain participants the option to select a supplemental pension benefit by making a retroactive contribution to the System. The participants who accept this option have to make a lump-sum payment to cover the related benefits. The participants could obtain an interest-bearing loan from the System to fund their contributions. As of June 30, 2010 and 2009, the balance of other loans consisted of the principal balance of such contributions, which amounted to approximately \$17 million and \$19 million, respectively.

Property and Equipment

Property and equipment is recorded at cost. Depreciation is computed using the straight-line method based on the estimated useful lives of the depreciable property. Amounts exceeding \$1,000 and with an useful life of three years or more are capitalized.

Expenditures for maintenance and repairs are charged to operations, while those for renewals and betterments are capitalized. Depreciation expense charged to operations during the years ended June 30, 2010 and 2009 amounted to approximately \$66,000 and \$62,000, respectively.

University of Puerto Rico Retirement System

Notes to Financial Statements (continued)

2. Description of the System

General

The System is a single-employer defined benefit pension plan that covers all employees of the University with the exception of hourly, temporary, part-time, contract and substitute employees, and visiting professors. It is qualified and exempt from Puerto Rico and United States income taxes.

Participants consisted of the following as of June 30, 2010 and 2009:

	<u>2010</u>	<u>2009</u>
Retirees and beneficiaries receiving benefits	7,150	6,892
Terminated plan participants entitled to but not yet receiving benefits	395	381
Terminated non-vested plan participants entitled to return of their contributions	7,669	7,386
Active plan participants	12,075	12,624
Total	<u>27,289</u>	<u>27,283</u>

Plan Amendments

Effective July 1, 2007, the Plan was amended by certification 12. This certification increased by 3% the pension benefits of employees who retired before July 1, 2004.

Effective July 1, 2004, the Plan was amended by establishing Certification 130, to increase by 3% the pension benefits to those employees who retired due to age or disability and who have been retired for at least three years as of January 1, 2001, with a monthly minimum of \$10.

Effective July 1, 2002, the Plan was amended, by establishing Certification 139, to offer participants an increase from \$50,000 to \$60,000 in the maximum salary subject to withholding contribution. The participants who elect this benefit may pay retroactively to their first day of employment the differences in withholding contributions for prior year salaries exceeding \$50,000 and up to a maximum of \$60,000 plus 8% interest. Also, effective July 1, 2002, maximum salary basis will increase automatically 3% every two years.

University of Puerto Rico Retirement System

Notes to Financial Statements (continued)

2. Description of the System (continued)

Plan Amendments (continued)

Effective July 1, 2001, the Plan was amended by establishing Certification 140, to increase by 3% the pension benefits to those employees who retired due to age or disability and who have been retired for at least three years as of January 1, 1998, with a monthly minimum of \$10.

Effective July 1, 1999, the Plan was amended by establishing Certification 128, to increase by 3% the pension benefits to those employees who retired due to age or disability and who have been retired for at least three years as of January 1, 1995, with a monthly minimum of \$10.

Effective July 1, 1998, the Plan was amended by establishing Certification 94, to offer participants an increase from \$35,000 to \$50,000 in the maximum salary subject to withholding contributions. The participants who elect this benefit may pay retroactively to their first day of employment the differences in withholding contributions for prior year salaries exceeding \$35,000 and up to a maximum of \$50,000 plus 8% interest. Effective July 1, 1998, all new participants contribute 9% of their salary up to \$50,000.

Effective July 1, 1995, the Plan was amended by establishing Certification 194, to increase by 3% the pension benefits to those employees who retired due to age or disability and who have been retired for at least three years as of January 1, 1992, with a monthly minimum of \$10.

In addition, the maximum annual compensation for those participants who had not completed 20 years of service by July 1, 1979 is \$35,000. Also, the minimum pension is \$250 a month. Finally, the reduction for commencement of pension benefits prior to age 65 is 1/3% per month for participants who had not completed 20 years of service by July 1, 1979, and elected Certification 55, and for participants hired on or after January 1, 1990.

Contributions and Funding Policy

The contribution requirements of participants and the University are established and may be amended by the Board of Trustees. Participants are required to contribute as follows:

Participants who elect Certification No. 139: 11% of monthly compensation up to \$5,463.64

University of Puerto Rico Retirement System

Notes to Financial Statements (continued)

2. Description of the System (continued)

Contributions and Funding Policy (continued)

Participants who have not completed 20 years of service by July 1, 1979:

- If full supplement is elected: 7% of monthly compensation up to \$2,625
- If full supplement is not elected: 5% of monthly compensation up to \$2,625
- If Certification 94 is elected: 9% of monthly compensation up to \$4,166.67

Participants who have completed 20 years of service by July 1, 1979:

- If full supplement is elected: 7% of monthly compensation
- If full supplement is not elected: 4% of monthly compensation up to \$350, plus 6.5% of the excess

Participants who have not completed 20 years of service by July 1, 1979 and elect Certification 55:

- If full supplement is elected: 7% of monthly compensation up to \$2,916.67
- If full supplement is not elected: 4% of monthly compensation up to \$350, plus 6.5% of the excess up to \$2,916.67
- If certification 94 is elected: 9% of monthly compensation up to \$4,167
- If certification 139 is elected: 11% of monthly compensation up to \$5,463.64

Participants who are hired between January 1, 1990 and June 30, 1998:

- 8% of monthly compensation up to \$2,625 or,
- If Certification 94 is elected: 9% of monthly compensation up to \$4,167
- If certification 139 is elected: 11% of monthly compensation up to \$5,463.64

Participants who are hired on or after July 1, 1998:

- 9% of monthly compensation up to \$4,167
- 11% of monthly compensation up to \$5,463.64

The University is supposed to contribute at an actuarially determined rate; the rate as of June 30, 2010 and 2009 was 11.1% and 10.9%, respectively, of annual covered payroll. The actuarially determined employer contribution rate takes into account payment of administrative expenses.

University of Puerto Rico Retirement System

Notes to Financial Statements (continued)

2. Description of the System (continued)

Contributions and Funding Policy (continued)

Therefore, administrative expenses are paid out of the trust fund. The University contributed 12.6% of participants' payroll in 2010 and 2009.

The contributions of the University were originally designed to fund, together with the contributions of the participants, the current service cost on a current basis and the estimated accrued benefit cost attributable to qualifying service prior to the establishment of the System over a 40-year period, but as a result of increasing benefits without a correlative increase in employer's contributions, they fall short of accomplishing the necessary funding.

Retirement Benefits

The System provides retirement, disability and death benefits to participants and beneficiaries. Cost-of-living adjustments are provided to participants and beneficiaries at the discretion of the Board of Trustees of the University, formerly known as the Council on Higher Education of the University of Puerto Rico. Article XIII of the Rules and Regulations of the System, as amended, effective July 1, 1973, assigns the authority to establish and amend benefit provisions to the Board of Trustees.

Participants who have completed 20 years of service by July 1, 1979 are entitled to annual retirement benefits at any age after 30 years of service. Otherwise, participants are entitled to annual retirement benefits at age 55 after 30 years of service. Participants may elect to receive their retirement benefits at age 58 after 10 years of service, or at age 55 after 25 years of service.

The amount of service retirement annuity is as follows:

- For all participants except those who have completed 20 years of service by July 1, 1979:
 - Before age 65 - for participants with at least 30 years of service: 75% of average compensation. Amount is reduced by .5% for each month the member is under age 58 (Certification 37) and 55 (Certification 55), at time annuity begins.
 - Before age 65 - for participants with less than 30 years of service: 1.5% of average compensation per year of service for the participants with 20 or fewer years. Percentage increases by .05% for each year in excess of 20 years up to a maximum of 1.95% per year. Amount is reduced by .5% for each month the participant is under age 58 at time annuity begins.

University of Puerto Rico Retirement System

Notes to Financial Statements (continued)

2. Description of the System (continued)

Retirement Benefits (continued)

- After age 65 - if the member elected full supplement, the annuity is the same as before age 65. Otherwise, the annuity is reduced by .5% of average compensation not in excess of Social Security wage base in effect at retirement for each year of service. If the participants had less than 30 years of service and was under age 58 at the beginning date, adjustment is made before application of .5% reduction per month under age 58.
- For those members who have completed 20 years of service by July 1, 1979:
 - Before age 65 - for participants with at least 30 years of service: 75% of average compensation if age 55 at beginning date; 65% if under age 55. If the member completed 30 years of service before July 1973, the annuity is increased by 2% of average compensation for each year of service beyond 30 and before July 1973, but to not more than 85% of average compensation.
 - Before age 65 - for participants with less than 30 years of service: 1.5% of average compensation per year of service for participants with 20 or fewer years. Percentage increases by .05% for each year in excess of 20 years up to maximum of 1.95% per year. Amount is reduced by .5% for each month the participant is under age 58 at the time the annuity begins.
 - At age 65 - if participants elected full supplement, the annuity is the same as before age 65. Otherwise, the annuity is reduced by .5% of first \$350 of average compensation for each year of service but not by more than primary Social Security benefit. If the participants had less than 30 years of service and was under age 58 at beginning date, adjustment is made before application of .5% reduction per month under age 58.
- For all participants who have not completed 20 years of service by July 1, 1979 and elect Certification 55, and for those hired on or after January 1, 1990:
 - Before age 65 - for participants with less than 30 years of service: 1.5% of average compensation per year of service for participants with 20 or fewer years. Percentage increases by .05% for each year in excess of 20 years up to a maximum of 1.95% per year.

University of Puerto Rico Retirement System

Notes to Financial Statements (continued)

2. Description of the System (continued)

Retirement Benefits (continued)

- Before age 65 - for participants with at least 30 years of service: 75% of average compensation for participants with at least 55 years of age at retirement date. Amount reduced by .5% for each month the participant is under age 55 at time annuity begins.
- Age 65 - if participants elected full supplement, annuity is the same as before age 65. Otherwise, annuity is reduced by .5% of average compensation at time of retirement multiplied by years of service.
- Minimum Annuity - \$250 per month - if a participant terminates before rendering 10 years of service, the right to receive the portion of his accumulated plan benefits attributable to the University's contributions is forfeited. However, the employee is entitled to receive, in a lump-sum payment, the value of his accumulated contributions.
- If a participant terminates after rendering 10 years of service, and does not withdraw his contributions, the participant receives a retirement annuity payable beginning at age 60 based on the applicable benefit formula.
- Refund may also be obtained after 10 years of service, but the vested benefit is lost.

Disability Benefits

- Employees who become disabled receive annual disability benefits regardless of service if disability is due to occupational causes or after 10 years of service if disability is due to non-occupational causes. If the employee is also eligible for a retirement annuity, the benefit payable is the higher of the two. Disability benefits are paid as follows:
 - Before age 65 - if service related 50% of final salary. If not service related, 30% of average compensation plus additional 1% for each year of service over 10.
 - After age 65 - reduced to amount payable as retirement annuity, if that amount is less than disability retirement annuity, but reduced annuity plus primary Social Security benefit may not be less than original disability annuity.

University of Puerto Rico Retirement System

Notes to Financial Statements (continued)

2. Description of the System (continued)

Death Benefits

- Pre-retirement death benefit - if the death of an employee is service related, a death benefit equal to 50% of the final annual salary plus \$120 (\$240 if widow not receiving benefit) per year for each child under age 18 (21 if at school) is paid to the employee's beneficiaries. Maximum family benefit is 75% of the employee's final annual salary. If death is non-service related, a lump-sum is paid equal to the employee's contributions plus one year's final salary, but not less than \$6,000.
- Post retirement death benefits - employee's contributions are refunded to the extent that they exceed retirement payments already made, unless reversionary annuity was elected. Minimum payment is \$600. In addition, 50% of retirement annuity is payable to surviving spouse until death or remarriage or until they become eligible for Social Security benefits. Minimum annuity, \$75 per month, maximum annuity, \$150 per month.

Christmas Bonus

- A \$400 annual bonus is given to all retired participants.

3. Funded Status and Funding Progress

The funded status of the Plan as of June 30, 2010, the most recent actuarial valuation date, is as follows:

Actuarial Valuation Date	Actuarial Value of Plan Assets (a)	Accrued Liability - Entry Age (AAL) (b)	Unfunded AAL (not <0) (UAAL) (b) - (a)	Funded Ratio (a) - (b)	Annual Covered Payroll (c)	UAAL as a Percentage of Covered Payroll [(b) - (a)]/(c)
6/30/2010	\$ 1,028,918,000	\$ 2,436,913,244	\$ 1,407,995,244	42.2%	\$ 540,867,018	260.3%

The schedule of funding progress, presented as required supplementary information (RSI) following the notes to the financial statements, present multiyear trend information about whether the actuarial values of plan assets are increasing or decreasing over time relative to the AALs for benefits.

University of Puerto Rico Retirement System

Notes to Financial Statements (continued)

3. Funded Status and Funding Progress (continued)

Additional information as of the latest actuarial valuation follows:

Valuation Date	June 30, 2010
Actuarial Cost Method	Entry Age Normal – Traditional
Amortization Method	Level Percentage of Payroll
Remaining Amortization Period	30 years constant (open basis)
Asset Valuation Method	Market Value adjusted to reflect investment gain and losses over a five (5) year period. The actuarial value of assets at June 30, 2010 is \$1,028,911,000.
 Actuarial Assumptions:	
Investment rate of return*	8%
Projected salary increases*	5%
Post-retirement benefit increases	Other than the automatic increase of 3% every two (2) years applicable to salary cap or Certification 139, NO postretirement benefit increases are assumed.
Mortality table	1994 Group Annuity Mortality

**Includes inflation at 3.50%*

4. Cash, Cash Equivalents and Short-Term Investments

Cash, cash equivalents and short-term investments as of June 30, 2010 and 2009 are as follows:

	2010	2009
Cash and cash equivalents	\$28,908,806	\$33,534,735
Short-term investments	–	15,692,866
	\$28,908,806	\$49,227,601

Pursuant to present statutes, deposits of financial institutions, other than with Government Development Bank of Puerto Rico (GDB), shall be in banks designated by the Puerto Rico Secretary of the Treasury as depository institutions of public funds. Such deposits are guaranteed by sufficient collateral under the name and custody of the Puerto Rico Secretary of the Treasury.

University of Puerto Rico Retirement System

Notes to Financial Statements (continued)

5. Investments

The following table presents the fair value of investments of marketable securities as of June 30, 2010 and 2009:

	2010	2009
Marketable securities:		
U.S. Government obligations	\$ 28,499,557	\$ 43,141,041
U.S. Government agencies' obligations	3,360,480	22,643,021
Foreign bonds	18,720,554	20,252,752
Corporate bonds and other debentures	70,539,129	101,644,799
Foreign common stock	81,454,496	71,914,510
Common stock	111,387,844	160,394,431
Mortgage-backed securities	48,218,036	97,995,069
Municipal bonds	3,805,908	1,143,019
Commingled Lynch Aggregate	383,984,148	-
Sovereign debt	1,070,780	-
Mutual funds	-	142,703,397
Total	\$751,040,932	\$661,832,039

No more than 5% of any debt issue may be purchased as an investment, with the exception of the U.S. government securities or its agencies. No more than 10% of the assets at cost may be invested in the securities of a single issuer, with the exception of the U.S. government securities or its agencies.

The custody of these investments is held by the trust department of a commercial bank in the name of the System and the portfolio is managed by nine brokerage firms.

The UPR's Board of Trustees has adopted the following strategic asset allocation:

Asset Class	% Allocated	Range
Domestic Large Cap Equity	40%	+-5%
Domestic Small/Mid Cap	10%	+-3%
International Equity	10%	+-3%
Fixed Income	28%	+-3%
Loans and Mortgages	12%	+-3%

University of Puerto Rico Retirement System

Notes to Financial Statements (continued)

5. Investments (continued)

The overall investment fund does not have a strategic asset allocation to cash but individual managers will hold varying amounts of cash within their respective portfolios as part of the normal course of managing their portion of the fund.

The investments in bonds must be classified, at the time of purchase (-BBB or above) for standard and Poor's) or Baa3 or above (Moody's) or of comparable quality. In determining the quality type of an issue, the higher of the major agencies or comparable rating will apply.

Investments in commercial paper or bank certificates of deposit must be of institutions rated among one of the top 3 rating categories by bank watch (A, A/B or B-)

The investments in bonds collateralized by mortgages must be a first mortgage on properties within the United States.

The overall investment fund does not have a strategic allocation to private equity. However, the overall investment fund may, from time to time, examine private equity investments that it deems acceptable. If an allocation to private equity is made it will be funded from the domestic equity asset class. At no time, will the allocation exceed 5% of total fund assets

Private equity funds include the following at June 30, 2010 and 2009:

	Total Commitment	Contributions at June 30, 2010	Fair Value
Grupo Guayacán, Inc.:			
Guayacán Fund of Funds I, LP	\$ 5,000,000	\$ 4,764,049	\$ 748,568
Guayacán Fund of Funds II, LP	6,000,000	5,683,539	2,131,830
Guayacán Fund of Funds III, LP	5,000,000	946,399	728,118
Advent-Morro Equity Partners Inc.:			
Guayacán Private Equity Fund I, LP	2,500,000	2,322,582	2,182,059
Guayacán Private Equity Fund II, LP	5,000,000	2,948,758	2,608,414
DCC Growth Fund, LP	2,000,000	2,000,000	516,824
Total	\$25,500,000	\$18,665,327	\$8,915,817

University of Puerto Rico Retirement System

Notes to Financial Statements (continued)

5. Investments (continued)

	Total Commitment	Contributions at June 30, 2009	Fair Value
Grupo Guayacán, Inc.:			
Guayacán Fund of Funds I, LP	\$ 5,000,000	\$ 4,746,049	\$ 635,603
Guayacán Fund of Funds II, LP	6,000,000	5,683,539	2,145,332
Guayacán Fund of Funds III, LP	5,000,000	555,249	396,460
Advent-Morro Equity Partners Inc.:			
Guayacán Private Equity Fund I, LP	2,500,000	2,332,582	1,912,126
Guayacán Private Equity Fund II, LP	5,000,000	1,720,186	1,437,409
DCC Growth Fund, LP	2,000,000	2,000,000	637,185
Total	\$25,500,000	\$17,037,605	\$7,164,114

Credit Risk

Issuer credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. Investments issued or explicitly guaranteed by the United States government are excluded. The System's policy requires and limits investments in debt securities to only those in the top investment grade ratings issued by a nationally recognized statistical rating organization. As of June 30, 2010, the System's credit quality distribution for securities was as follows:

	Carrying Value	Rating
Foreign bonds	\$18,720,554	Aaa to BBB-
Corporate bonds and other debentures	\$70,539,126	Aaa to BBB-

Custodial Risk

The custodial credit risk for deposits is the risk that, in the event of the failure of a depository financial institution, the System will not be able to recover deposits or will not be able to recover collateral securities that are in the possession of an outside party. The System's cash, cash equivalents and short-term investments are not exposed to custodial credit since cash balances of the System are insured by the Federal Deposit Insurance Corporation or collateralized with securities held on behalf of the System by the Puerto Rico Secretary of Treasury or the Secretary's agent in the name of the Secretary. Pursuant to present statutes, deposits of financial

University of Puerto Rico Retirement System

Notes to Financial Statements (continued)

5. Investments (continued)

Custodial Risk (continued)

institutions, other than with GDB, shall be in banks designated by the Puerto Rico Secretary of the Treasury as depository institutions of public funds. Such deposits are guaranteed by sufficient collateral under the name and custody of the Puerto Rico Secretary of the Treasury. Investments of the System, which are under custody of a depository institution, are as follows:

Security Type	Carrying Value
Mortgage backed securities	\$ 48,218,036
Corporate bonds and other debentures	70,539,126
Common stocks	111,387,844
U.S. Government Obligation	3,360,480
Treasury Bonds & Notes	28,499,557
Foreign common stocks	81,454,496
Foreign corporate bonds	16,257,972
Foreign government bonds	2,462,582
Sovereign Debt	1,070,780
Municipal bonds	3,805,908
Commingled Lynch Aggregate	383,984,148

The System has a Security Lending Agreement (the Agreement) with its investment custodian (the Custodian). In this Agreement, the University agrees to lend certain securities upon request of a borrower. The Custodian is the managing agent in this agreement where upon request of a borrower, the Custodian lends, as mentioned before, securities in exchange of collateral. Collateral may consist of cash, other approved securities and/or letter of credit from the borrower. The Custodian has unrestricted right to invest any cash collateral; also, the Custodian may commingle any approved securities held as collateral with any other securities held under custody on behalf of the University. Under the Agreement, the borrower is compelled to return the securities lend by the University upon termination of the loan term.

Under the Agreement as disclosed above, the System received in cash collateral \$83,529,107. This cash collateral has been reinvested, in accordance with the Agreement, in fixed income investments that are exposed to custodial credit risk as disclosed above.

University of Puerto Rico Retirement System

Notes to Financial Statements (continued)

5. Investments (continued)

Concentration of Credit Risk

Concentration of credit risk is the risk of loss attributable to the magnitude of investment in a single issuer. Information regarding investment in any one issuer that represents five percent or more of the System's total investments must be disclosed under GASB No. 40, excluding investments issued or explicitly guaranteed by the United States government. The System's portfolio is not exposed to concentration of credit risk since the investment policies does not allow to invest in any single issuer more than 5% of the total portfolio, except for Government securities.

Interest-Rate Risk

Interest-rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. Generally, the longer the maturity of an investment, the greater the sensitivity of its fair value is to changes in market interest rates. As of June 30, 2010, the weighted average maturity by investment type in each fund follows:

Investment Type	Weighted Average Maturity (Years)	Fair Value
Corporate Bonds	14.55	\$ 70,539,126
FHLMC	10.48	4,545,398
FNMA	19.39	39,716,002
GNMA	30.15	3,956,636
Municipal Bonds	27.13	3,805,908
Other Government Bonds	10.11	34,154,414
		<u>\$156,717,484</u>

University of Puerto Rico Retirement System

Notes to Financial Statements (continued)

5. Investments (continued)

Foreign Currency Risk

A System's exposure to foreign currency risk derives from its positions in foreign currency denominated equities and fix income investments. The System's investment policy permits it to invest up to 15% of total investments in foreign currency denominated investments. The System's investments in foreign currency denominated corporate bonds were rated AAA by Standard & Poor's Investors Service. The system's exposure to foreign currency risk is as follows:

Security Type	Currency	Maturity	Carrying Value
Common Stocks	Australian Dollar	Not Applicable	\$ 2,714,659
Common Stocks	Belgian Franc	Not Applicable	783,611
Common Stocks	Bermuda Dollar	Not Applicable	1,751,472
Common Stocks	Brazil Real	Not Applicable	1,900,606
Common Stocks	Cayman Island Dollar	Not Applicable	1,711,444
Common Stocks	Canadian Dollar	Not Applicable	3,798,943
Common Stocks	Chile	Not Applicable	421,745
Common Stocks	China Yuan	Not Applicable	1,822,359
Common Stocks	Danish Krone	Not Applicable	1,194,535
Common Stocks	Finland Markkaa	Not Applicable	304,813
Common Stocks	France Francs	Not Applicable	6,966,102
Common Stocks	Germany Marks	Not Applicable	4,822,392
Common Stocks	Hong Kong Dollar	Not Applicable	1,933,470
Common Stocks	Indian Rupee	Not Applicable	507,972
Common Stocks	Ireland-Euro	Not Applicable	433,851
Common Stocks	Israeli New Shekel	Not Applicable	562,636
Common Stocks	Italy Lire	Not Applicable	861,679
Common Stocks	Japan Yen	Not Applicable	16,066,301
Common Stocks	Korean Won	Not Applicable	501,341

University of Puerto Rico Retirement System

Notes to Financial Statements (continued)

5. Investments (continued)

Foreign Currency Risk (continued)

Security Type	Currency	Maturity	Carrying Value
Common Stocks	Luxembourg Franc	Not Applicable	871,259
Common Stocks	Mexico Peso	Not Applicable	493,639
Common Stocks	NL Antillian Guilders	Not Applicable	55,340
Common Stocks	Netherlands-Euro	Not Applicable	2,830,489
Common Stocks	Norwegian Kroner	Not Applicable	278,017
Common Stocks	Russian Rouble	Not Applicable	403,237
Common Stocks	South African Rand	Not Applicable	415,394
Common Stocks	Singapore	Not Applicable	275,045
Common Stocks	Spain-Euro	Not Applicable	693,679
Common Stocks	Swedish Kronan	Not Applicable	1,530,532
Common Stocks	Swiss Francs	Not Applicable	7,679,173
Common Stocks	Tai Baht	Not Applicable	375,760
Common Stocks	Thailand	Not Applicable	178,623
Common Stocks	United Kingdom Pounds	Not Applicable	16,314,380
Corporate Bonds	Cayman Island Dollar	1/20/2020	750,252
Corporate Bonds	Canadian Dollar	11/25/2019 - 11/15/2039	2,030,829
Corporate Bonds	France Francs	6/11/2012 - 03/01/2031	4,018,633
Corporate Bonds	Germany Marks	02/14/2011 - 07/21/2015	769,529
Corporate Bonds	Mexico Peso	2/15/2020	490,142
Corporate Bonds	Netherlands-Euro	09/15/2010 - 11/03/2014	3,265,215
Corporate Bonds	Norwegian Kroner	02/14/2012 - 06/26/2017	1,328,018
Corporate Bonds	Spain-Euro	02/04/2013 - 01/15/2015	1,821,330
Corporate Bonds	United Kingdom Pounds	06/10/2014 - 12/31/2049	1,784,024
Governmental Bonds	Canadian Dollar	6/16/2014	1,602,346
Governmental Bonds	Mexico Peso	1/15/2020	312,000
Governmental Bonds	Polish Sloty	10/19/2015	61,464
Governmental Bonds	US Dollar	03/15/2012 - 10/15/2025	486,772
Total			\$ 100,175,050

University of Puerto Rico Retirement System

Notes to Financial Statements (continued)

6. Capital Assets

Property and equipment additions are recorded at cost. Depreciation is provided using the straight-line method over the useful life of the asset. For the years ended June 2010 and 2009, changes in property and equipment, consisted of the following:

	Beginning Balance at June 30, 2009	Additions	Retirements	Ending Balance at June 30, 2010
Building	\$1,440,000	\$ 1,474,667	\$ –	\$2,914,667
Equipment	455,212	19,732	–	474,944
	<u>1,895,212</u>	<u>19,732</u>	<u>–</u>	<u>3,389,611</u>
Less accumulated depreciation	(632,237)	(65,712)	–	(697,949)
	<u>\$1,262,975</u>	<u>\$ (65,712)</u>	<u>\$ –</u>	<u>\$2,691,662</u>

	Beginning Balance at June 30, 2008	Additions	Retirements	Ending Balance at June 30, 2009
Building	\$1,440,000	\$ –	\$ –	\$1,440,000
Equipment	411,277	43,935	–	455,212
	<u>\$1,851,277</u>	<u>43,935</u>	<u>–</u>	<u>1,895,212</u>
Less accumulated depreciation	(570,472)	(61,765)	–	(632,237)
	<u>\$1,280,805</u>	<u>\$(61,765)</u>	<u>\$ –</u>	<u>\$1,262,975</u>

7. Medical Insurance

The System pays to each retiree up to a maximum of \$125 monthly for medical plan expenses. For the years ended June 30, 2010 and 2009, medical plan expenses amounted to \$7,976,121 and \$8,560,602, respectively. Medical expenses are paid by the System and reimbursed by the System sponsor, the University of Puerto Rico.

8. Related Party Transactions

All contributions of the System are received from the University. In addition, the University reimburses the System certain medical insurance expenses.

Report on Independent Auditors on Internal Control
Over Financial Reporting and on Compliance and Other Matters
Based on an Audit of the Financial Statements
Performed in Accordance with *Government Auditing Standards*

The Board of Trustees of
the University of Puerto Rico Retirement Systems.

We have audited the financial statements of the University of Puerto Rico Retirement System as of and for the year ended June 30, 2010, and have issued our report thereon dated April 8, 2011. We conducted our audit in accordance with auditing standards generally accepted in the United States and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States.

Internal control over financial reporting

In planning and performing our audit, we considered the System's internal control over financial reporting as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the System's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the System's internal control over financial reporting.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A *material weakness* is a deficiency, or combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis.

Our consideration of internal control over financial reporting was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be deficiencies, significant deficiencies or material weaknesses. We did not identify any deficiencies in internal control over financial reporting that we consider to be material weaknesses, as defined above.

Compliance and other matters

As part of obtaining reasonable assurance about whether the System's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit and, accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

This report is intended solely for the information and use of management and the System's trustees, others within the entity, federal awarding agencies and pass-through entities and is not intended to be and should not be used by anyone other than these specified parties.

Ernst + Young LLP

April 8, 2011

Stamp No. 2577146

Affixed to
the original
of this report.

Required Supplementary Information
(Unaudited)

University of Puerto Rico Retirement System

Schedule of Employer Contributions

June 30, 2010

Year Ended June 30	Required Contribution as a Percentage of Payroll for Year Ended (1)	Actual Payroll	Annual Required Contribution (ARC)	Employer Contribution Made	Percentage Contributed	(Excess) / Deficiency
2010	11.4%	\$ 558,960,726	\$ 63,721,523	\$ 71,176,599	111.7%	\$ (7,455,076)
2009	11.1%	577,227,102	64,072,208	72,605,262	113.3%	(8,533,054)
2008	10.9%	543,538,453	59,245,691	81,553,088	137.7%	(22,307,397)
2007	11.1%	518,236,607	57,524,263	78,310,774	136.1%	(20,786,511)
2006	11.3%	490,262,657	55,399,680	73,658,083	133.0%	(18,258,403)
2005	18.4%	460,174,370	84,672,084	69,291,395	81.8%	15,380,689
2004	16.2%	433,607,194	70,244,365	61,376,007	87.4%	8,868,358
2003	16.1%	407,357,391	65,584,540	57,551,270	87.8%	8,033,270
2002	14.0%	387,508,328	54,251,166	52,326,004	96.5%	1,925,162
2001	11.0%	376,992,691	41,469,196	54,040,933	130.3%	(12,571,737)
2000	12.6%	348,397,129	43,898,038	49,651,679	113.1%	(5,753,641)
1999	11.7%	330,179,269	38,630,974	53,041,795	137.3%	(14,410,821)
1998	12.3%	327,884,351	40,329,775	48,856,041	121.1%	(8,526,266)
1997	14.0%	311,025,104	43,543,515	46,600,524	107.0%	(3,057,009)
1996	14.6%	280,144,023	40,901,027	41,516,818	101.5%	(615,791)

(1) ARC Rate for each fiscal year comes from actuarial valuation at start of that fiscal year (e.g., the June 30, 2010, Required Contribution was established in the June 30, 2009 actuarial valuation).

See notes to schedules of trend information.

University of Puerto Rico Retirement System

Schedule of Funding Progress

June 30, 2010

Actuarial Valuation Date	Actuarial Value of Plan Assets (a)	Actuarial Accrued Liability - Entry Age (AAL) (b)	Unfunded AAL (not <0) (UAAL) (b) - (a)	Funded Ratio (a) - (b)	Covered Payroll (c)	UAAL as a Percentage of Covered Payroll [(b) - (a)]/(c)
6/30/2010	\$ 1,028,918,000	\$ 2,436,913,244	\$ 1,407,995,244	42.2%	\$ 540,867,018	260.3%
6/30/2009	1,034,645,000	2,331,619,466	1,296,974,466	44.4%	570,122,184	227.5%
6/30/2008	1,024,987,000	2,223,219,684	1,198,232,684	46.1%	542,603,556	220.8%
6/30/2007	953,197,000	2,068,102,695	1,114,905,695	46.1%	513,486,180	217.1%
6/30/2006	869,211,000	1,930,131,983	1,060,920,983	45.0%	484,886,628	218.8%
6/30/2005	820,501,000	1,848,175,710	1,027,674,710	44.4%	460,956,060	222.9%
6/30/2004	803,498,000	1,748,529,453	945,031,453	46.0%	431,942,112	218.8%
6/30/2003	778,265,000	1,594,436,193	816,171,193	48.8%	405,855,271	201.1%
6/30/2002	640,406,669	1,546,249,360	905,842,691	41.4%	390,192,418	232.2%
6/30/2001	686,067,220	1,311,021,235	624,954,015	52.3%	363,995,029	171.7%
6/30/2000	753,863,676	1,212,559,037	458,695,361	62.2%	341,871,667	134.2%
6/30/1999	650,294,843	1,161,100,932	510,806,089	56.0%	333,153,432	153.3%
6/30/1998	586,095,318	1,037,281,510	451,186,192	56.5%	322,232,048	140.0%
6/30/1997	505,466,931	957,716,124	452,249,193	52.8%	305,498,420	148.0%
6/30/1996	427,435,099	912,242,254	484,807,155	46.9%	283,798,140	170.8%
6/30/1995	382,934,691	856,494,515	473,559,824	44.7%	261,466,451	181.1%
6/30/1994	N/A	N/A	N/A	N/A	N/A	N/A
6/30/1993	343,302,357	748,243,399	404,941,042	45.9%	221,986,837	182.4%
6/30/1992	N/A	N/A	N/A	N/A	N/A	N/A
6/30/1991	280,341,508	646,980,619	366,639,111	43.3%	209,377,144	175.1%

See notes to schedules of trend information.

University of Puerto Rico Retirement System

Notes to Required Supplementary Information

June 30, 2010

1. Schedule of Funding Progress

The Schedule of Funding Progress provides information about the funded status of the System and the progress being made in accumulating sufficient assets to pay benefits when due.

2. Schedule of Employer Contributions

The Schedule of Employer Contributions provides information about the annual required contributions (ARC) and the extent to which contributions made cover the ARC. The ARC is the annual required contribution for the year calculated in accordance with certain parameters, which include actuarial methods and assumptions.

3. Actuarial Data

The information presented in the required supplemental schedules was determined as part of the actuarial valuations at the dates indicated. Additional information as of the latest actuarial valuation follows:

Valuation Date	June 30, 2010
Actuarial Cost Method	Entry Age Normal – Traditional
Amortization Method	Level Percentage of Payroll
Remaining Amortization Period	30 years constant (open basis)
Asset Valuation Method	Market Value adjusted to reflect investment gain and losses over a five (5) year period. The actuarial value of assets at June 30, 2010 is \$1,028,918,000.

University of Puerto Rico Retirement System

Notes to Required Supplementary Information (continued)

3. Actuarial Data (continued)

Actuarial Assumptions:

Investment rate of return* 8%

Projected salary increases* 5%

Post-retirement benefit increases Other than the automatic increase of 3% every two (2) years applicable to salary cap or Certification 139, No postretirement benefit increases are assumed.

Mortality table 1994 Group Annuity Mortality

*Includes inflation at 3.50%

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