

**TEACHERS' RETIREMENT SYSTEM OF OKLAHOMA  
Investment Committee Meeting  
Tuesday, July 22, 2014 – 3:00 PM  
TRS Administration Board Room  
2500 N. Lincoln Blvd., 5<sup>th</sup> Floor, Oklahoma City, OK**

**AGENDA**

- 1. CALL TO ORDER**
- 2. DISCUSSION AND POSSIBLE ACTION ON INVESTMENT CONSULTANT MONTHLY REPORT**
- 3. DISCUSSION AND POSSIBLE ACTION ON ASSIGNMENT OF INVESTMENT MANAGEMENT AGREEMENT WITH WELLINGTON MANAGEMENT COMPANY, LLP (“WMC MASSACHUSETTS”) TO WELLINGTON MANAGEMENT COMPANY, LLP (“WMC DELEWARE”)**
- 4. DISCUSSION AND POSSIBLE ACTION ON ASSIGNMENT OF INVESTMENT MANAGEMENT AGREEMENT WITH GENEVA CAPITAL MANAGEMENT, LTD TO HENDERSON GLOBAL INVESTORS, INC**
- 5. DISCUSSION AND POSSIBLE ACTION ON LORD ABBETT PERSONNEL CHANGE**
- 6. DISCUSSION AND POSSIBLE ACTION ON MANAGER STATUS REPORT**
- 7. DISCUSSION AND POSSIBLE ACTION ON LORD ABBETT EXCEPTION REQUEST**
- 8. QUESTIONS AND COMMENTS FROM TRUSTEES**
- 9. ADJOURNMENT**

***ALL BOARD MEMBERS ARE ENCOURAGED TO ATTEND INVESTMENT COMMITTEE MEETINGS***

**INVESTMENT COMMITTEE:**

*Chair: Bill Peacher*

*Members: James Dickson, Roger Gaddis, Jill Geiger, Vernon Florence, Gary Trennepohl*

# June 2014 - Market Performance Update

Strong Close to the First Half of 2014

## Equity Total Returns

Index	Last Month	Last Year	Last 3 Years	Last 5 Years
Dow Jones Industrial Average	0.8	15.6	13.6	17.8
NASDAQ (prc chg only)	3.9	29.5	16.7	19.2
S&P 500 cap weighted	2.1	24.6	16.6	18.8
S&P 500 equal weighted	2.9	27.4	17.2	22.4
S&P Mid Cap	4.1	25.2	15.3	21.7
S&P Small Cap	4.7	25.5	16.8	22.0
S&P REIT	1.1	13.2	11.8	23.8
Alerian MLP	5.9	21.6	19.0	26.2
Russell 1000 Growth	2.0	26.9	16.3	19.2
Russell 1000 Value	2.6	23.8	16.9	19.2
Russell Mid Cap Growth	3.1	26.0	14.5	21.2
Russell Mid Cap Value	3.5	27.8	17.6	23.0
Russell 2000 Growth	6.2	24.7	14.5	20.5
Russell 2000 Value	4.4	22.5	14.7	19.9
Russell Top 200	1.8	24.7	16.8	18.1
Russell 1000	2.3	25.4	16.6	19.3
Russell Mid Cap	3.3	26.9	16.1	22.1
Russell 2500	4.8	25.6	15.5	21.6
Russell 2000	5.3	23.6	14.6	20.2
MSCI World Ex US	1.4	23.8	7.6	11.7
MSCI World Ex US Growth	1.2	20.8	6.9	11.7
MSCI World Ex US Value	1.7	26.9	8.2	11.5
MSCI EAFE	1.0	23.6	8.1	11.8
MSCI Emerging Markets	2.7	14.3	-0.4	9.2

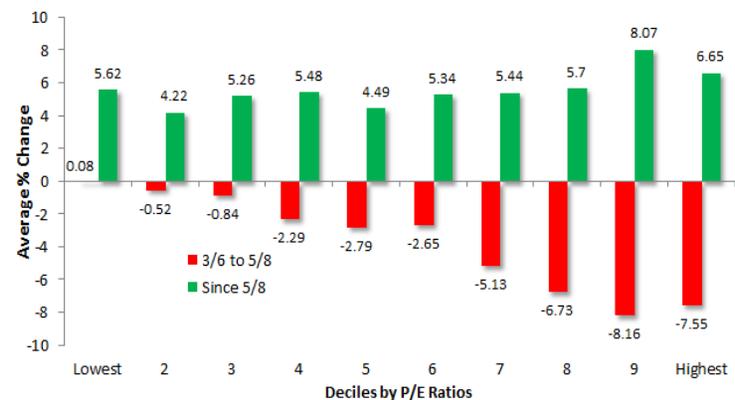
## Bond Total Returns

Index	Last Month	Last Year	Last 3 Years	Last 5 Years
BC T-Bills	0.0	0.0	0.1	0.1
BC Long Treasury	-0.2	6.3	8.8	7.4
BC US Agg	0.1	4.4	3.7	4.9

## DJIA First Closes Above 1,000 Point Milestones



## S&P 1500 Decile Performance Based on Valuations



Stockholders were rewarded with strong returns during June. Bond investors saw mixed results as interest rates were relatively inactive. However, bondholders have earned surprisingly good returns during 2014 as interest rates have fallen. Among international equities, emerging markets outperformed developed markets by a significant margin during June but still trail for the past twelve months.

All major domestic equity index returns were positive during June. Small companies provided exceptional returns after a multi-month slump. Growth vs. value comparisons were mixed as growth outperformed among small caps but value led among large and mid caps.

Weak first quarter economic performance has been a boon for the bond market. Interest rates have moved lower, returning bondholders almost their entire losses from 2013. The ten year Treasury note ended the month at 2.52% while the thirty year bond yielded 3.43%. T-Bills remained at virtually 0.0%.

# Manager Profile - Sawgrass



Asset Class:	Large Cap Growth Domestic Equity
Status:	In Compliance
Portfolio Size:	\$526,419,304
Inception Date:	7/1/2006
Current Allocation:	3.7%
Annual Management Fee:	0.40%
Location:	Jacksonville Beach, Florida
Structure:	Privately Held
Portfolio Management Team:	Martin LaPrade Patrick Riley Dean McQuiddy
Represented by:	Martin LaPrade

## Notes:

Sawgrass believes that markets are inefficient and give ample opportunities for outperformance. They believe a disciplined approach that builds portfolios of companies undergoing significant improvement can beat the market. The firm begins with a series of quantitative models that have been in development for two decades. Suitability screens are conducted, followed by sector-specific models to find the top 10% most attractive companies. Analysts focus their efforts on growing, well priced companies. Positions are sold when earnings expectations drop, more attractive opportunities are found or the manager realigns the portfolio. Portfolio turnover averages 75%.

Founded: 1998  
Firm AUM: \$3.3 Billion  
Large Cap AUM: \$1.4 Billion

Return Profile	Since Inception	Last 5 Years	Last 3 Years	Last Year	Last Quarter	Last Month
Sawgrass	9.0	19.0	17.6	25.4	3.8	0.8
Russell 1000 Growth	9.3	19.2	16.3	26.9	5.1	1.9

Risk Characteristics	Number of Holdings	Average Mkt Cap	Dividend Yield	P/E Ratio	P/B Ratio
Sawgrass	44	\$132.9 Billion	1.7%	17.0	4.5
Russell 1000 Growth	986	\$110.9 Billion	1.5%	21.8	5.0

# Manager Profile - Hotchkis & Wiley Large Cap Value



Asset Class:	Large Cap Domestic Equity
Status:	In Compliance
Portfolio Size:	\$588,349,652
Inception Date:	4/1/1990
Current Allocation:	4.1%
Annual Management Fee:	0.32%
Location:	Los Angeles, California
Structure:	Independent Investment Manager
Portfolio Management Team:	George Davis Sheldon Lieberman Patricia McKenna
Represented by:	George Davis Stan Majcher

## Notes:

Hotchkis & Wiley are disciplined value investors in domestic equities. Their firm specializes in thorough, bottom-up investment research. They invest when the present value of a company's future cash flows exceeds its market price by a meaningful amount. Many of the companies held are unpopular and have low expectations.

Founded: 1980  
Firm AUM: \$31.4 Billion  
Large Cap AUM: \$8.7 Billion

Return Profile	Since Inception	Last 5 Years	Last 3 Years	Last Year	Last Quarter	Last Month
Hotchkis & Wiley Large Cap Value	11.4	21.9	19.9	27.6	4.0	1.8
Russell 1000 Value	10.4	19.2	16.9	23.8	5.1	2.6

Risk Characteristics	Number of Holdings	Average Mkt Cap	Dividend Yield	P/E Ratio	P/B Ratio
Hotchkis & Wiley Large Cap Value	58	\$103.6 Billion	2.2%	12.3	1.5
Russell 1000 Value	690	\$110.0 Billion	2.3%	16.9	1.9

# Monthly Asset Allocation Review



Asset Class	Total Market Value	Current Percentage	New Target Percentage	Difference	Notes
All Cap/Large Cap	2,951,889,294	20.8%	17.0%	3.8%	Excess allocation bound for Private Equity and Real Estate
Mid Cap	2,052,896,372	14.5%	13.0%	1.5%	
Small Cap	1,474,259,469	10.4%	10.0%	0.4%	
<b>Total Domestic Equity</b>	<b>6,479,045,135</b>	<b>45.7%</b>	<b>40.0%</b>	<b>5.7%</b>	
Large Cap International Equity	1,489,786,719	10.5%	11.5%	-1.0%	
Small Cap International Equity	864,961,715	6.1%	6.0%	0.1%	
<b>Total International Equity</b>	<b>2,354,748,434</b>	<b>16.6%</b>	<b>17.5%</b>	<b>-0.9%</b>	
<b>Core Fixed Income</b>	<b>2,112,243,921</b>	<b>14.9%</b>	<b>17.5%</b>	<b>-2.6%</b>	
High Yield Bonds	785,195,615	5.5%	6.0%	-0.5%	Two searches underway
MLPs	1,242,590,408	8.8%	7.0%	1.8%	
Private Equity	370,488,577	2.6%	5.0%	-2.4%	
Real Estate	576,546,442	4.1%	7.0%	-2.9%	
Opportunistic Assets	168,438,176	1.2%	0.0%	1.2%	
<b>Total Non-Core Assets</b>	<b>3,143,259,218</b>	<b>22.2%</b>	<b>25.0%</b>	<b>-2.8%</b>	
<b>Cash</b>	<b>93,375,312</b>	<b>0.7%</b>	<b>0.0%</b>	<b>0.7%</b>	
<b>Composite</b>	<b>14,182,736,798</b>	<b>100.0%</b>	<b>100.0%</b>	<b>0.0%</b>	

# Total Fund + Class Composite Summary

As of June 30, 2014

	Market Value	Inception Date	Time Since Inception (Years)	Since Inception	10 Years	5 Years	3 Years	1 Year	Fiscal YTD	Last Quarter	Last Month
<b>Total Fund (Gross of Fees)</b>	<b>14,182,736,798</b>	<b>12/1/1991</b>	<b>22.6</b>	<b>10.0</b>	<b>9.0</b>	<b>16.1</b>	<b>13.6</b>	<b>22.4</b>	<b>22.4</b>	<b>4.9</b>	<b>2.3</b>
<b>Total Fund (Net of Fees)</b>				<b>9.6</b>	<b>8.6</b>	<b>15.7</b>	<b>13.2</b>	<b>22.0</b>	<b>22.0</b>	<b>4.8</b>	<b>2.3</b>
<i>Allocation Index</i>				9.6	7.8	14.5	11.5	18.1	18.1	4.2	2.1
<i>Actuarial Assumption</i>				8.0	8.0	8.0	8.0	8.0	6.6	1.9	0.6
Total Domestic Equity	6,479,045,135 45.7%	4/1/1990	24.3	11.2	9.2	20.3	16.7	27.6	27.6	4.7	3.0
<i>S&amp;P 500</i>				9.8	7.8	18.8	16.6	24.6	24.6	5.2	2.1
Total All Cap Equity	930,486,817 6.6%	9/1/2006	7.8	7.8	-	18.6	14.7	23.0	23.0	4.3	2.5
<i>Russell 3000</i>				7.9	-	19.3	16.5	25.2	25.2	4.9	2.5
Total Large Cap Active Equity	1,114,768,956 7.9%	1/1/1995	19.5	10.7	8.0	19.3	18.9	26.6	26.6	3.9	1.4
<i>S&amp;P 500</i>				9.8	7.8	18.8	16.6	24.6	24.6	5.2	2.1
Total Mid Cap Equity	2,052,896,372 14.5%	11/1/1998	15.7	10.8	11.5	22.9	17.3	30.1	30.1	4.4	3.1
<i>Russell Mid Cap</i>				10.1	10.4	22.1	16.1	26.9	26.9	5.0	3.3
Total Small Cap Equity	1,474,259,469 10.4%	2/1/1998	16.4	10.0	9.7	20.1	14.8	29.6	29.6	5.3	5.0
<i>Russell 2000</i>				7.8	8.7	20.2	14.6	23.6	23.6	2.0	5.3
Total International Equity	2,354,748,434 16.6%	2/1/1998	16.4	9.4	7.8	12.5	8.4	21.1	21.1	2.8	1.0
<i>MSCI ACWI ex-US</i>				-	7.8	11.1	5.7	21.8	21.8	5.0	1.7
Core Fixed Income (ex- High Yield)	2,112,243,921 14.9%	4/1/1990	24.3	7.4	6.8	8.1	7.1	7.9	7.9	3.1	0.4
<i>Barclays Aggregate</i>				-	4.9	4.9	3.7	4.4	4.4	2.0	0.1
Master Limited Partnerships	1,242,590,408 8.8%	2/28/2011	3.3	25.7	-	-	28.9	42.0	42.0	19.5	9.2
<i>Alerian MLP Index</i>				17.2	-	-	19.0	21.6	21.6	14.2	5.9
High Yield Bonds	785,195,615 5.5%	2/1/2009	5.4	16.0	-	13.9	9.6	12.5	12.5	3.1	1.1
<i>ML High Yield II</i>				17.2	-	13.9	9.3	11.8	11.8	2.6	0.8
Core Real Estate	576,546,442 4.1%	4/1/2011	3.2	-	-	-	-	-	-	-	-
<i>NCREIF</i>				-	-	-	-	-	-	-	-
Cash	93,375,312 0.7%	4/1/1990	24.3	-	-	-	-	-	-	-	-
<i>91 Day T-bill</i>				-	1.6	0.1	0.1	0.1	0.1	0.0	0.0

# Equity Portfolios Summary

As of June 30, 2014

	Market Value	Inception Date	Time Since Inception (Years)	Since Inception	10 Years	5 Years	3 Years	1 Year	Fiscal YTD	Last Quarter	Last Month	
<b>All Cap / Large Cap Domestic</b>												
Hotchkis & Wiley Large Cap	588,349,652	4/1/1990	24.3	11.4	7.7	21.9	19.9	27.6	27.6	4.0	1.8	
Russell 1000 Value	4.1%			10.4	8.0	19.2	16.9	23.8	23.8	5.1	2.6	
Sawgrass	526,419,304	7/1/2006	8.0	9.0	-	19.0	17.6	25.4	25.4	3.8	0.8	
Russell 1000 Growth	3.7%			9.3	-	19.2	16.3	26.9	26.9	5.1	1.9	
ARI All Cap	466,812,830	9/1/2006	7.8	7.0	-	18.7	15.0	22.4	22.4	4.8	3.1	
Russell 3000 Value	3.3%			7.9	-	19.3	16.5	25.2	25.2	4.9	2.5	
EPOCH All Cap	463,673,988	9/1/2006	7.8	8.4	-	18.4	14.4	23.7	23.7	3.8	1.8	
Russell 3000 Value	3.3%			7.9	-	19.3	16.5	25.2	25.2	4.9	2.5	
<b>Passive Domestic Equity</b>												
NT Cap Weighted Passive	448,455,554	4/1/2012	2.2	18.8	-	-	-	24.3	24.3	5.3	2.1	
S&P 500 Cap Weighted	3.2%			18.4	7.8	18.8	16.6	24.6	24.6	5.2	2.1	
SSGA Eq Weighted Passive	458,177,967	4/1/2012	2.2	22.0	-	-	-	27.0	27.0	5.5	2.9	
S&P 500 Equal Weighted	3.2%			-	10.1	22.4	17.2	27.4	27.4	5.5	2.9	
<b>Mid Cap Domestic Equity</b>												
Frontier Capital	522,784,857	6/1/2002	12.1	11.0	11.9	20.1	15.6	29.5	29.5	3.9	4.0	
Russell Mid Cap Growth	3.7%			9.8	9.8	21.2	14.5	26.0	26.0	4.4	3.1	
Wellington Management	468,678,200	9/1/1998	15.8	11.0	10.4	20.3	12.3	31.0	31.0	3.1	2.7	
Russell Mid Cap Growth	3.3%			9.3	9.8	21.2	14.5	26.0	26.0	4.4	3.1	
AJO Partners	534,795,990	8/1/1998	15.9	11.6	11.1	23.2	17.7	30.6	30.6	5.0	2.7	
Russell MidCap	3.8%			9.7	10.4	22.1	16.1	26.9	26.9	5.0	3.3	
Hotchkis & Wiley Mid Cap	526,637,325	8/1/2002	11.9	15.2	12.2	28.4	23.5	29.7	29.7	5.7	3.0	
Russell MidCap Value	3.7%			12.3	10.7	23.0	17.6	27.8	27.8	5.6	3.5	
<b>Small Cap Domestic Equity</b>												
Shapiro Capital Management	710,301,975	2/1/1998	16.4	11.5	13.3	25.2	19.7	39.5	39.5	9.7	5.1	
Russell 2000	5.0%			-	8.7	20.2	14.6	23.6	23.6	2.1	5.3	
Geneva Capital	186,946,161	6/1/2013	1.1	14.7	-	-	-	17.3	17.3	-2.1	5.1	
Russell 2000 Growth	1.3%			21.9	-	-	-	24.7	24.7	1.7	6.2	
Wasatch Advisors	184,582,114	6/1/2013	1.1	12.1	-	-	-	17.0	17.0	0.7	3.6	
Russell 2000 Growth	1.3%			21.9	-	-	-	24.7	24.7	1.7	6.2	
Cove Street Capital	110,377,608	6/1/2013	1.1	18.4	-	-	-	23.6	23.6	4.7	7.1	
Russell 2000 Value	0.8%			20.2	-	-	-	22.5	22.5	2.4	4.4	
Frontier Capital	166,154,981	6/1/2013	1.1	20.5	-	-	-	29.0	29.0	4.2	5.1	
Russell 2000 Value	1.2%			20.2	-	-	-	22.5	22.5	2.4	4.4	
Neumeier Poma	115,896,629	6/1/2013	1.1	23.2	-	-	-	24.6	24.6	2.4	4.4	
Russell 2000 Value	0.8%			20.2	-	-	-	22.5	22.5	2.4	4.4	
<b>International Large Cap Equity</b>												
Causeway Capital	557,292,694	5/1/2003	11.2	11.2	8.0	14.6	8.9	21.8	21.8	2.8	0.0	
MSCI ACWI Ex US	3.9%			10.5	7.8	11.1	5.7	21.8	21.8	5.0	1.7	
International Transition Account	7,177	-	-	-	-	-	-	-	-	-	-	
MSCI ACWI Ex US	0.0%			-	-	-	-	-	-	-	-	
Northern Trust Passive	447,461,065	9/1/2013	0.8	11.7	-	-	-	-	-	4.3	1.0	
MSCI EAFE	3.2%			19.0	6.9	11.8	8.1	23.6	23.6	4.1	1.0	
Thornburg	485,023,195	1/1/2006	8.5	7.0	-	10.7	3.7	13.4	13.4	2.9	0.9	
MSCI ACWI Ex US	3.4%			5.3	7.8	11.1	5.7	21.8	21.8	5.0	1.7	
<b>International Small Cap Equity</b>												
ARI Small Cap International	225,308,390	12/1/2011	2.6	21.8	-	-	-	29.8	29.8	6.2	3.3	
MSCI EAFE Small Cap	1.6%			20.1	8.7	15.2	9.8	29.1	29.1	2.1	1.5	
Epoch Small Cap International	217,263,506	12/1/2011	2.6	19.5	-	-	-	28.3	28.3	-0.2	0.5	
MSCI EAFE Small Cap	1.5%			20.1	8.7	15.2	9.8	29.1	29.1	2.1	1.5	
Wasatch Small Cap International	201,296,211	12/1/2011	2.6	23.3	-	-	-	16.7	16.7	1.2	0.6	
MSCI EAFE Small Cap	1.4%			20.1	8.7	15.2	9.8	29.1	29.1	2.1	1.5	
Wellington Small Cap International	221,093,608	12/1/2011	2.6	25.6	-	-	-	29.5	29.5	3.2	2.2	
MSCI EAFE Small Cap	1.6%			20.1	8.7	15.2	9.8	29.1	29.1	2.1	1.5	

# Fixed Income Portfolios Summary

As of June 30, 2014



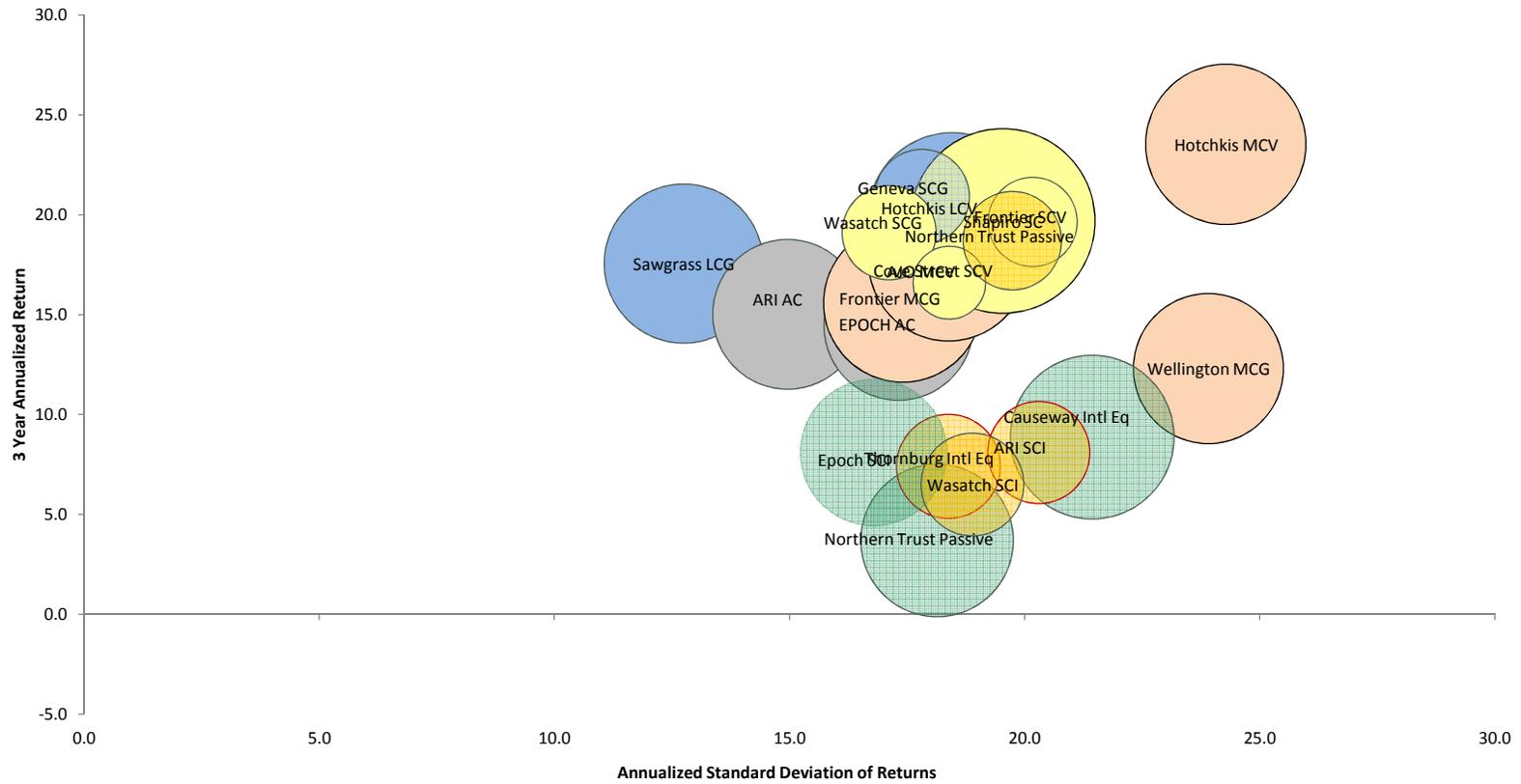
	Market Value	Inception Date	Time Since Inception (Years)	Since Inception	10 Years	5 Years	3 Years	1 Year	Fiscal YTD	Last Quarter	Last Month
<b>Core Fixed Income</b>											
Loomis Sayles	615,900,962	8/1/1999	14.9	7.3	8.1	9.7	7.4	9.5	9.5	3.1	0.5
<i>Barclays Aggregate</i>	4.3%			5.7	4.9	4.9	3.7	4.4	4.4	2.0	0.1
Lord Abbett	603,733,424	11/1/2004	9.7	6.3	-	7.5	5.9	6.6	6.6	2.7	0.3
<i>Barclays Aggregate</i>	4.3%			4.7	-	4.9	3.7	4.4	4.4	2.0	0.1
Mackay Shields	608,441,587	11/1/2004	9.7	6.6	-	8.1	6.5	6.9	6.9	2.0	0.5
<i>Barclays Aggregate</i>	4.3%			4.7	-	4.9	3.7	4.4	4.4	2.0	0.1
<b>Active Duration Fixed Income</b>											
Hoisington	284,167,948	11/1/2004	9.7	7.9	-	8.5	11.7	7.8	7.8	5.9	-0.2
<i>Barclays Aggregate</i>	2.0%			4.7	-	4.9	3.7	4.4	4.4	2.0	0.1
<b>High Yield Fixed Income</b>											
Loomis Sayles High Yield	261,916,802	2/1/2009	5.4	16.1	-	13.7	8.4	12.5	12.5	3.6	1.1
<i>Merrill Lynch High Yield II</i>	1.8%			17.2	-	13.9	9.3	11.8	11.8	2.6	0.8
Lord Abbett High Yield	262,897,130	2/1/2009	5.4	17.0	-	15.3	10.9	14.2	14.2	3.4	1.4
<i>Merrill Lynch High Yield II</i>	1.9%			17.2	-	13.9	9.3	11.8	11.8	2.6	0.9
Mackay Shields High Yield	260,381,683	2/1/2009	5.4	14.8	-	12.7	9.4	10.9	10.9	2.3	0.8
<i>Merrill Lynch High Yield II</i>	1.8%			17.2	-	13.9	9.3	11.8	11.8	2.6	0.9

# Non-Traditional Portfolios Summary

As of June 30, 2014

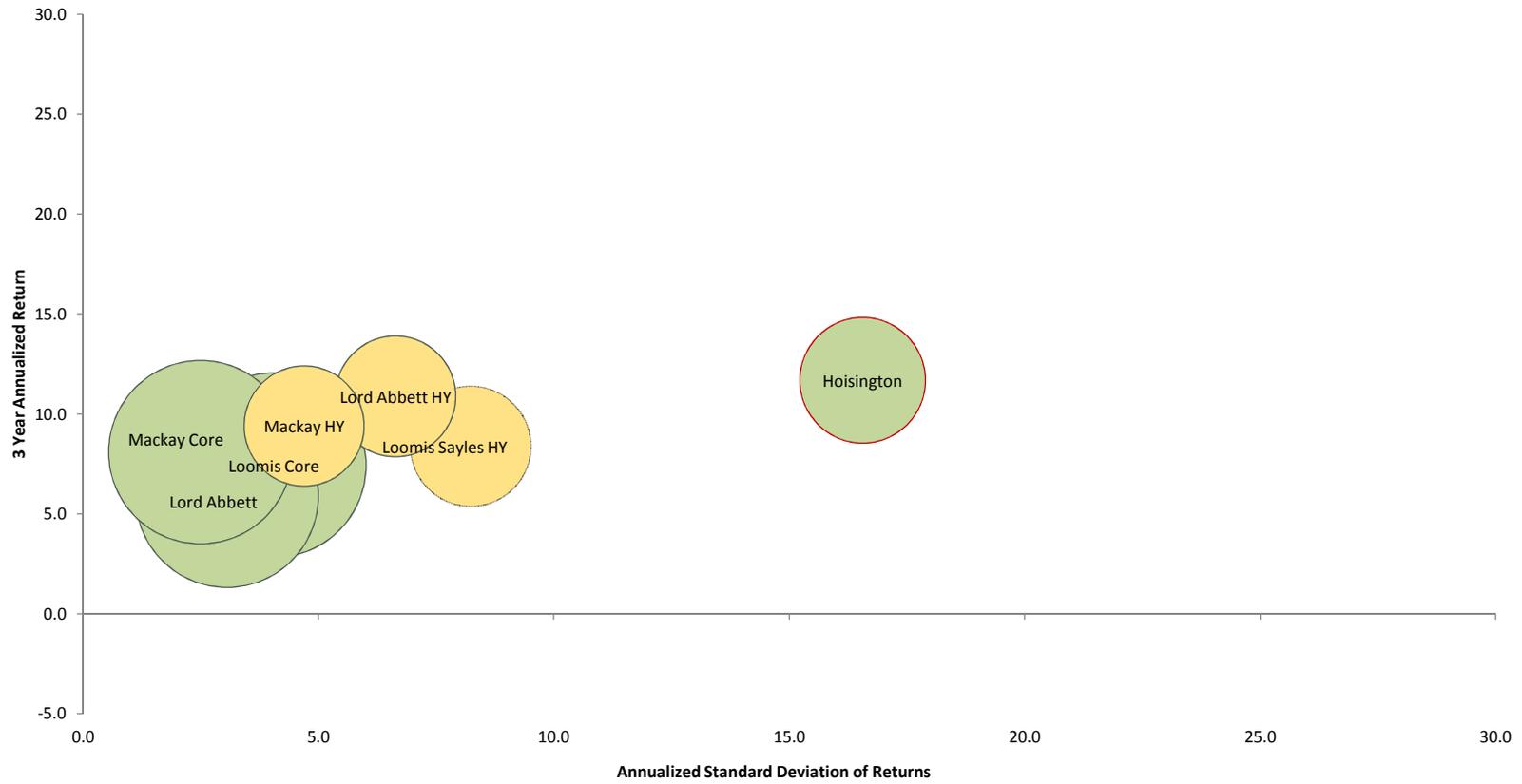
	Market Value	Inception Date	Time Since Inception (Years)	Since Inception	10 Years	5 Years	3 Years	1 Year	Fiscal YTD	Last Quarter	Last Month
<b>Master Limited Partnerships</b>											
Chickasaw Capital MLP	429,117,380	2/28/2011	3.3	31.7	-	-	34.6	45.0	41.6	14.2	7.0
<i>Alerian MLP Index</i>	<i>3.0%</i>			<i>15.6</i>	<i>-</i>	<i>-</i>	<i>17.1</i>	<i>18.4</i>	<i>14.8</i>	<i>9.4</i>	<i>3.4</i>
Cushing MLP Management	416,043,909	2/28/2011	3.3	24.3	-	-	26.6	37.9	34.8	12.9	5.5
<i>Alerian MLP Index</i>	<i>2.9%</i>			<i>15.6</i>	<i>-</i>	<i>-</i>	<i>17.1</i>	<i>18.4</i>	<i>14.8</i>	<i>9.4</i>	<i>3.4</i>
FAMCO MLP	397,429,119	2/28/2011	3.3	16.7	-	-	19.1	22.7	18.4	10.3	4.3
<i>Alerian MLP Index</i>	<i>2.8%</i>			<i>15.6</i>	<i>-</i>	<i>-</i>	<i>17.1</i>	<i>18.4</i>	<i>14.8</i>	<i>9.4</i>	<i>3.4</i>
<b>Private Equity</b>											
Legacy Private Equity Portfolio	70,153,745	10/1/2008	5.7	-	-	-	-	-	-	-	-
Franklin Park Private Equity	300,334,832	4/1/2010	4.2	-	-	-	-	-	-	-	-
	<i>2.6%</i>			<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>
<b>Real Estate</b>											
AEW Real Estate	192,034,573	5/1/2011	3.2	-	-	-	-	-	-	-	-
<i>NCREIF - OEDCE</i>	<i>1.4%</i>			<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>
Heitman Real Estate	202,938,892	5/1/2011	3.2	-	-	-	-	-	-	-	-
<i>NCREIF - OEDCE</i>	<i>1.4%</i>			<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>
L&B Real Estate	181,572,977	4/1/2011	3.2	-	-	-	-	-	-	-	-
<i>NCREIF - OEDCE</i>	<i>1.3%</i>			<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>
<b>Opportunistic Fixed Income</b>											
PIMCO BRAVO	132,348,427	3/31/2011	3.3	-	-	-	-	-	-	-	-
<i>Barclays Aggregate</i>	<i>0.9%</i>			<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>
PIMCO BRAVO II	36,089,749	3/31/2013	1.2	-	-	-	-	-	-	-	-
<i>Barclays Aggregate</i>	<i>0.3%</i>			<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>	<i>-</i>

# Three Year Risk/Return Review - Equity Portfolios



<sup>1</sup>Actual OTRS results used when available, composite when necessary.

# Three Year Risk/Return Review - Fixed Income Portfolios



<sup>1</sup>Actual OTRS results used when available, composite when necessary.

WELLINGTON MANAGEMENT COMPANY LLP

280 Congress Street, Boston, Massachusetts 02210 USA

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www.wellington.com

WELLINGTON  
MANAGEMENT®

**CONSENT LETTER: WMC**

8 July 2014

Mr. Tom Spencer  
Interim Executive Director  
Oliver Hodge Education Building  
2500 North Lincoln Blvd, 5<sup>th</sup> floor  
Oklahoma City, Oklahoma 73105

Dear Mr. Spencer,

As part of our continued efforts to globalize our business, Wellington plans to modernize our corporate structure. This change will have no meaningful impact on the personnel or services we provide to you, and will bring our organization into the more typical corporate structure of a holding company with operating entities.

We intend to convert our existing parent company, Wellington Management Company, LLP (the "Partnership") into a group holding company, which will own all of our operating subsidiaries and affiliates globally. The Partnership will change its name to Wellington Management Group LLP. Importantly, the Partnership will remain a private partnership owned entirely by its active Partners. Our culture, our leadership, and our singular focus on our clients will remain the same.

We will create new operating entities in North America and in Asia, with the aim of having our clients contract with the affiliate from whom they receive client service. In particular, we will create a new Delaware limited liability partnership, which will take the name Wellington Management Company LLP ("WMC") and serve as our primary investment adviser in the United States. WMC will register as an investment adviser with the US Securities and Exchange Commission.

As part of this corporate modernization process, the Partnership will transfer to WMC all of its duties and obligations under our Investment Management Agreement (IMA) with you. WMC, together with its operating affiliates, will continue to provide the investment management services for your account previously provided by the Partnership. We expect the transition to our new corporate structure to be completed on or about January 1, 2015.

We now request your consent for WMC to continue providing services under the terms of our IMA. For that purpose, please review, sign, and return the attached Consent To Transfer by October 31, 2014.

Please email or call me at 617-951-5867 with any questions about this matter. Thank you in advance for your understanding and cooperation with this.



Alexander (Zander) Grant  
Relationship Manager

.....  
Enclosure

CONSENT TO TRANSFER

In connection with the modernization of the corporate structure of the Wellington Management group of companies (the "Transaction"), Wellington Management Company, LLP, ("WMC Massachusetts") a Massachusetts limited liability partnership, will transfer the Investment Management Agreement dated as of November 10, 2011, by and between Board of Trustees of the Teachers' Retirement Syst (the "Client") and WMC Massachusetts (the "Agreement") to Wellington Management Company LLP, ("WMC Delaware") a Delaware limited liability partnership (the "Transfer"). The Transfer will be effective on the completion of the Transaction, which is expected to occur on or about January 1, 2015. Following the Transfer, WMC Delaware will assume all of the rights, benefits, duties and obligations of WMC Massachusetts under the Agreement.

WMC Delaware will provide written notice to you promptly after the Transfer.

I am authorized to represent the Client in connection with the Transfer and hereby consent to the Transfer.

By:

Name:

Title:

Date:



**Geneva Capital Management Ltd.**

100 E. Wisconsin Avenue, Suite 2550, Milwaukee, WI 53202  
(t) 414-224-6002 (f) 414-224-9503 invest@gcmltd.com

July 7, 2014

Teachers Retirement System of Oklahoma  
ATTN: The Board and/or Plan  
2500 North Lincoln Boulevard, Suite 500  
Oklahoma City, OK 73105-4500

Dear Client:

It is our pleasure to inform you that Geneva Capital Management Ltd. (“Geneva”) is entering into a transaction with Henderson Global Investors (North America) Inc. (“Henderson”) whereby Henderson will acquire 100% of the equity interests of Geneva. In connection with the transaction, each of our Managing Principals (Bill Priebe, Amy Croen, Michelle Picard and Scott Priebe), as well as our Director-Consultant Relations (Nick Bauer), will enter into a long-term employment agreement with Henderson and will continue to serve you following the acquisition. We are excited about becoming members of the Henderson family and the opportunities this transaction brings to our clients and employees. In addition, we will have the expanded resources of Henderson to meet your investment management needs.

Henderson is an indirect wholly-owned subsidiary of Henderson Group plc, the UK-based parent holding company of the global asset management business of Henderson Global Investors. Henderson Global Investors is a leading global asset manager, based in London, servicing institutional and retail clients worldwide and has over \$130 billion of assets under management at March 31, 2014. The transaction is scheduled to be completed during the third quarter of 2014. The closing of the transaction is subject to customary conditions.

Let us highlight important points regarding this transaction:

- Geneva’s entire investment and operations teams will remain the same.
- Geneva will continue to employ the same investment philosophy and process that has been in place since 1987.
- We will continue to serve you after the acquisition through our existing office in Milwaukee, Wisconsin.
- Your relationship will continue to be managed by the same portfolio managers as it is today. The fees and services under your investment advisory agreement are not changing as a result of this transaction.
- As a global asset manager, Henderson offers Geneva the tools required to manage client assets effectively in an ever changing and complex environment including compliance, operations, client service, distribution and risk management.



**Geneva Capital Management Ltd.**

100 E. Wisconsin Avenue, Suite 2550, Milwaukee, WI 53202  
(t) 414-224-6002 (f) 414-224-9503 invest@gcmltd.com

In sum, we believe that our new relationship with Henderson will provide us with access to greater resources without altering the fundamental nature of our relationship with you and our other valued clients. We also believe that Henderson's corporate culture mirrors our own.

Under applicable securities laws, the sale of Geneva's investment management business to Henderson will result in the "assignment" of your investment advisory agreement from Geneva to Henderson. Under the terms of your investment advisory agreement, we are required to obtain your consent prior to such an assignment. We have included the Consent to Assignment below. If you consent to the assignment of your investment advisory agreement from Geneva to Henderson, please sign the Consent to Assignment and return a copy to Geneva via facsimile at 414-224-9503 or via email at [consent@gcmltd.com](mailto:consent@gcmltd.com) no later than August 1, 2014. You may also sign both copies of this letter and return one signed copy in the enclosed, self-addressed, postage-paid envelope.

Please note that the electronic transmission of your Consent to Assignment to Geneva reflects your authorization and approval that such method of delivery will satisfy any requirements relating to notices and other communications under your investment advisory agreement.

We at Geneva thank you, and look forward to continuing our relationship and serving your investment management needs. If you have any questions regarding the proposed transaction with Henderson, please call one of us at (414) 224-6002, and we will be happy to meet with you.

Best regards,

Geneva Capital Management Ltd.

William A. Priebe

Amy S. Croen

Michelle J. Picard

W. Scott Priebe



**Geneva Capital Management Ltd.**

100 E. Wisconsin Avenue, Suite 2550, Milwaukee, WI 53202  
(t) 414-224-6002 (f) 414-224-9503 invest@gcmltd.com

Consent to Assignment

The undersigned, duly authorized, hereby consents to the assignment of the investment advisory agreement by Geneva to Henderson and acknowledges receipt of a letter dated July 7, 2014 detailing the related transaction.

Client or Authorized Representative Signature: \_\_\_\_\_

Print Name (and Title if applicable): \_\_\_\_\_

Date: \_\_\_\_\_

Client Account Name(s):

- Teachers' Retirement System of Oklahoma XXXX0447 (oktrs)

July 18, 2014

Good Morning Melissa,

Following our conversation earlier this week as we discussed, Chris Towle has announced his plan to retire at the end of our fiscal year, September 30th. Of course we will miss Chris and the perspective he brings to the organization. He has been at Lord Abbett for the past 28-years and has managed our multi-sector fixed income strategy since 1993. Steve Rocco will assume lead portfolio management responsibilities for this strategy when Chris retires. Steve currently manages our high yield strategy and works very closely with Chris. Both portfolios include high yield and investment grade bonds, convertibles and bank loans. Both portfolios employ a similar investment approach and rely upon the same dedicated credit research and trading teams.

In addition, Rob Lee has announced that the current team structure will evolve to recognize leadership in four broad categories:

- Steve Rocco will oversee leveraged credit products
- Andy O'Brien will oversee corporate bond products
- Leah Traub will oversee currency products
- Kewjin Yuoh will oversee rates products

The team remains well-resourced with 44 investment professionals and we anticipate that we will continue to add resources in all areas. Teamwork and collaboration are hallmarks of our culture. We will continue to manage our products using a team-based approach.

Please let me know if you or members of the board have any questions.

Best Regards,

David Robbins  
Director, Institutional Investor Services

## July Manager Status Report

Manager	Mandate	Strategy	AUM	% of Portfolio	Current Status	Reason for Status Change	Status Change Effective Date	Date of Last Review	Date of Next Review	Expectations
Thornburg Investment Management	International Equity	All Cap	485,023,195	3.42%	On Alert	Performance Issues	November 2013	June 2014	December 2014	Improvement in performance compared to peers and benchmark.
MacKay Shields LLC	Fixed Income	High Yield	260,381,683	1.84%	On Alert	Personnel Change	June 2014	June 2014	December 2014	Maintain continuity of management practices and results

All other managers currently rated In Compliance



TOM SPENCER  
INTERIM EXECUTIVE DIRECTOR

MARY FALLIN  
GOVERNOR

STATE OF OKLAHOMA  
TEACHERS' RETIREMENT SYSTEM OF OKLAHOMA

## Oklahoma Teachers Retirement Investment Policy Exception Form

**Date:** 7/03/14

**Manager:** Lord, Abbett & Co. LLC – High Yield

**OTRS Investment Policy:** (Copy the exact parts from the OTRS Policy Statement that is being reviewed)

### I. High Yield Fixed Income

1. High Yield portfolios will not concentrate greater than 25% of market value of funds under advisement in holdings of a single industry. This restriction does not apply to sovereign issues.

2. High Yield portfolios will not concentrate greater than 5% of market value of funds under advisement in holdings of a single issuer. This restriction does not apply to sovereign issues,

3. High Yield portfolios will not hold greater than 5% of the issued securities of a single issuer.

4. High Yield portfolios will not concentrate greater than 10% of market value of funds under advisement in holdings of unrated obligations. In the event that a manager purchases an unrated security, it is the manager's responsibility to notify OTRS staff of the manager's internal rating within 48 hours of the purchase.

5. High Yield portfolios will not concentrate greater than 20% in non-USD denominated obligations.

6. High Yield portfolios will not concentrate greater than 10% in developing or emerging markets issuers as determined by MSCI.

7. High Yield portfolios may hold shares of common stock converted from embedded corporate actions, at the time of conversion managers should communicate issues converted into common shares to OTRS staff.

8. Futures and options instruments are allowed solely for the purpose of hedging interest rate risk, duration risk, or managing cash.

OTRS Investment Policy Page 23 of 31

9. Investments in other funds (including REITs) not managed or advised by either the Management Company or the Investment Adviser shall not exceed five (5%) of the total assets of the



TOM SPENCER  
INTERIM EXECUTIVE DIRECTOR

MARY FALLIN  
GOVERNOR

STATE OF OKLAHOMA  
TEACHERS' RETIREMENT SYSTEM OF OKLAHOMA

**Exception Request:** (Write the exception that is being requested from the excerpt of the OTRS Policy Statement above)

June 16, 2014  
Board of Trustees  
Teachers' Retirement System of Oklahoma  
P.O. Box 53524  
Oklahoma City, OK 73152-3524

Dear Sirs/Madams:

The System's Investment Policy Statement stipulates for High Yield portfolios that no more than 10% may be concentrated in developing or emerging markets issuers as defined by MSCI. Lord Abbett would like to request an exception going forward that its maximum limit on such issuers be increased to 20% for a proposed three-year period.

Lord Abbett continues to expand its activities in emerging markets debt with the launch of two additional EM mutual funds last year as well as a significant build out of our EM portfolio management and credit research resources. We are finding an increasing number of attractive investments in the EM debt markets and believe a higher limit for permissible EM exposure in the High Yield portfolio we manage for the System would allow us the appropriate flexibility to implement our best thinking in the System's portfolio.

Our performance attribution does not currently break out EM as a separate category apart from those issuers' inclusion in their respective assigned industries, so we would propose that attribution from the EM allocation will be reported as a component of portfolio total return.

Thank you for your consideration of this exception request. Please feel free to contact me if you have any questions or concerns.

Very truly yours,

David A. Robbins  
Director, Institutional Investor Services  
CC: Mr. Douglas Anderson  
gregory.w.group



TOM SPENCER  
INTERIM EXECUTIVE DIRECTOR

MARY FALLIN  
GOVERNOR

STATE OF OKLAHOMA  
TEACHERS' RETIREMENT SYSTEM OF OKLAHOMA

**Reason for Exception:** (Explain the reason for the exception)

“Lord Abbett continues to expand its activities in emerging markets debt with the launch of two additional EM mutual funds last year as well as a significant build out of our EM portfolio management and credit research resources. We are finding an increasing number of attractive investments in the EM debt markets and believe a higher limit for permissible EM exposure in the High Yield portfolio we manage for the System would allow us the appropriate flexibility to implement our best thinking in the System’s portfolio. Our performance attribution does not currently break out EM as a separate category apart from those issuers’ inclusion in their respective assigned industries, so we would propose that attribution from the EM allocation will be reported as a component of portfolio total return.”

**Accepted and Approved:**

**Name:** \_\_\_\_\_

**By:** \_\_\_\_\_

**Title:** \_\_\_\_\_