FINLEY & COOK
CERTIFIED PUBLIC ACCOUNTANTS

October 7, 2013

To the Board of Trustees of
the Oklahoma Firefighters Pension and Retirement System

We have audited the financial statements the Oklahoma Firefighters Pension and Retirement Plan administered by the Oklahoma Firefighters Pension and Retirement System (collectively referred to as the "System") as of and for the year ended June 30, 2013, and have issued our report thereon dated October 7, 2013. Professional standards require that we provide you with information about our responsibilities under auditing standards generally accepted in the United States and *Government Auditing Standards*, as well as certain information related to the planned scope and timing of our audit. We have communicated such information in our engagement letter to you dated November 28, 2012. Professional standards also require that we communicate to you the following information related to our audit.

Significant Audit Findings

Qualitative Aspects of Accounting Practices

Management is responsible for the selection and use of appropriate accounting policies. The significant accounting policies used by the System are described in Note 2 to the financial statements. The System adopted new accounting guidance, Statement No. 63 of the Governmental Accounting Standards Board (GASB), *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position*, during the year ended June 30, 2013. We noted no transactions entered into by the System during the year for which there is a lack of authoritative guidance or consensus. All significant transactions have been recognized in the financial statements in the proper period.

In December 2010, GASB issued Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements* (GASB 62). The objective of GASB 62 is to incorporate into the GASB's authoritative literature certain accounting and financial reporting guidance that is included in the following pronouncements issued on or before November 30, 1989, which does not conflict with or contradict GASB pronouncements:

1. Financial Accounting Standards Board (FASB) Statements and Interpretations
2. Accounting Principles Board Opinions
3. Accounting Research Bulletins of the American Institute of Certified Public Accountants' (AICPA) Committee on Accounting Procedures

(Continued)

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Significant Audit Findings, Continued

Qualitative Aspects of Accounting Practices, Continued

The requirements in GASB 62 will improve financial reporting by contributing GASB's efforts to codify all sources of generally accepted accounting principles for state and local governments so that they derive from a single source. GASB 62 is effective for financial statements for periods beginning after December 15, 2011, with earlier application encouraged. The provisions of GASB 62 are required to be applied retroactively for all periods presented. The System adopted GASB 62 as of July 1, 2012. The adoption had no material effects on the System's operations or net position.

In June 2011, GASB issued Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position* (GASB 63). The objective of GASB 63 is to provide guidance for reporting deferred outflows of resources, deferred inflows of resources, and net position in a statement of financial position and related disclosures. The pronouncement will improve financial reporting by standardizing the presentation of deferred outflows of resources and deferred inflows of resources and their effects on a government's net position. It alleviates uncertainty about reporting those financial statement elements by providing guidance where none previously existed. The provisions of this statement are effective for financial statements for periods beginning after December 15, 2011. The System adopted GASB 63 effective July 1, 2012. The adoption of the statement required the System to adopt the term "net position" as required. In addition, as required by GASB 63, the System determined that as of June 30, 2013 and 2012, there were no items of deferred outflows of resources or deferred inflows of resources to be reported.

In March 2012, GASB issued Statement No. 65, *Items Previously Reported as Assets and Liabilities* (GASB 65). The objective of GASB 65 is to establish accounting and financial reporting standards that reclassify, as deferred outflows of resources or deferred inflows of resources, certain items that were previously reported as assets or liabilities and recognizes, as outflows of resources or inflows of resources, certain items that were previously reported as assets and liabilities. The provisions of this statement are effective for financial statements for periods beginning after December 15, 2012.

In June 2012, GASB issued Statement No. 67, *Financial Reporting for Pension Plans* (GASB 67). GASB 67 addresses reporting by pension plans that administer benefits for governments and outlines basic framework for the separately issued financial reports of defined benefit pension plans, and details note disclosure requirements for defined benefit and defined contribution pension plans. This statement is effective for financial statements for periods beginning after June 15, 2013.

Significant Audit Findings, Continued

Qualitative Aspects of Accounting Practices, Continued

Accounting estimates are an integral part of the financial statements prepared by management and are based on management's knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from those expected. The most sensitive estimate affecting the financial statements was:

> Management's estimate of the market value of investments is based on the investment custodian. We evaluated the key factors and assumptions used to develop the estimate of investment market value in determining that it was reasonable in relation to the financial statements taken as a whole.

The financial statement disclosures are neutral, consistent, and clear.

Difficulties Encountered in Performing the Audit

We encountered no difficulties in dealing with management in performing and completing our audit.

Corrected and Uncorrected Misstatements

Professional standards require us to accumulate all known and likely misstatements identified during the audit, other than those that are clearly trivial, and communicate them to the appropriate level of management. Management has corrected all such statements. In addition, none of the misstatements detected as a result of audit procedures and corrected by management were material, either individually and in the aggregate, to the financial statements taken as a whole.

Disagreements with Management

For purposes of this letter, a disagreement with management is a financial accounting, reporting, or auditing matter, whether or not resolved to our satisfaction, that could be significant to the financial statements or the auditors' report. We are pleased to report that no such disagreements arose during the course of our audit.

Significant Audit Findings, Continued

Management Representations

We have requested certain representations from management that are included in the management representation letter dated October 7, 2013.

Management Consultations with Other Independent Accountants

In some cases, management may decide to consult with other accountants about auditing and accounting matters, similar to obtaining a "second opinion" on certain situations. If a consultation involves application of an accounting principle to the System's financial statements or a determination of the type of auditors' opinion that may be expressed on those statements, our professional standards require the consulting accountant to check with us to determine that the consultant has all the relevant facts. To our knowledge, there were no such consultations with other accountants.

Other Audit Findings or Issues

We generally discuss a variety of matters, including the application of accounting principles and auditing standards, with management each year prior to retention as the System's auditors. However, these discussions occurred in the normal course of our professional relationship and our responses were not a condition to our retention.

Other Matters

With respect to the supplementary information accompanying the financial statements, we made certain inquiries of management and evaluated the form, content, and methods of preparing the information to determine that the information complies with accounting principles generally accepted in the United States, the method of preparing it has not changed from the prior period, and the information is appropriate and complete in relation to our audit of the financial statements. We compared and reconciled the supplementary information to the underlying accounting records used to prepare the financial statements or to the financial statements themselves.

Other Required Communications

We as independent auditors are required to:

a. Communicate significant deficiencies and material weaknesses in internal control to the audit committee or its equivalent.

b. Report directly to the audit committee (or equivalent) any fraud that causes a material misstatement of the financial statements and any fraud involving senior management. Fraud perpetrated by lower-level employees is also to be reported if it resulted in an individually significant misstatement.

c. Report illegal acts that come to our attention (except those that are clearly inconsequential).

We have nothing to report.

This information is intended solely for the use of the Board of Trustees, management of the System, and the State of Oklahoma and is not intended to be, and should not be, used by anyone other than these specified parties.

Sincerely,

FINLEY & COOK, PLLC
CERTIFIED PUBLIC ACCOUNTANTS

Nathan Atchison
Partner

Oklahoma Firefighters Pension and Retirement Plan

Administered by

Oklahoma Firefighters Pension and Retirement System

Financial Statements

June 30, 2013 and 2012
(With Independent Auditors' Report Thereon)

FINLEY & COOK
CERTIFIED PUBLIC ACCOUNTANTS

OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT PLAN
Administered by
OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT SYSTEM

FINANCIAL STATEMENTS

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FINLEY & COOK
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

Board of Trustees
Oklahoma Firefighters Pension and Retirement System

Report on the Financial Statements

We have audited the accompanying financial statements of the Oklahoma Firefighters Pension and Retirement Plan (the "Plan"), administered by the Oklahoma Firefighters Pension and Retirement System, which is a part of the State of Oklahoma financial reporting entity, which comprise the statements of plan net position as of June 30, 2013 and 2012, and the related statements of changes in plan net position for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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 from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

(Continued)

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INDEPENDENT AUDITORS' REPORT, CONTINUED

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net position of the Plan as of June 30, 2013 and 2012, and the changes in net position of the Plan for the years then ended in accordance with accounting principles generally accepted in the United States.

Emphasis of Matter

As discussed in Note 2 to the financial statements, in 2013 the Plan adopted new accounting guidance, Statement No. 63 of the Governmental Accounting Standards Board, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position*. Our opinion is not modified with respect to this matter.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States require that the management's discussion and analysis on pages I-1 through I-4 and the schedule of funding progress and the schedule of contributions from the employer and other contributing entities on pages 35 through 37 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated October 7, 2013, on our consideration of the Plan's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Plan's internal control over financial reporting and compliance.

Finley + Cook, PLLC

Shawnee, Oklahoma
October 7, 2013

MANAGEMENT'S DISCUSSION AND ANALYSIS

The discussion and analysis of the financial performance of the Oklahoma Firefighters Pension and Retirement Plan, administered by the Oklahoma Firefighters Pension and Retirement System (collectively referred to as the "System") provides an overview of the System's activities for the fiscal years ended June 30, 2013, 2012, and 2011. Please read it in conjunction with the System's financial statements, which begin on page 3.

Financial Highlights

	2013	2012	2011
• Net position of the System	$ 1,899,098,749	1,709,234,969	1,744,097,678
• Contributions:			
Insurance premium taxes	76,310,725	68,245,816	59,876,295
Participating municipalities	34,286,563	32,816,159	31,910,497
Plan members/employees	20,190,827	19,426,927	18,904,554
• Net investment income	230,064,460	5,734,519	307,628,153
• Benefits paid, including refunds	168,983,642	159,361,349	152,471,822
• Changes in net position	189,863,780	(34,862,709)	264,201,860

DISCUSSION OF THE BASIC FINANCIAL STATEMENTS

This annual financial report consists of two parts: Management's Discussion and Analysis (this section) and the basic financial statements. The System is a pension trust fund of the State of Oklahoma. The financial statements are presented using the economic resources measurement focus and the accrual basis of accounting. The statements provide financial information about the activities and operations of the System and are presented in a manner similar to those of a private business. The Statements of Plan Net Position present the assets of the System, along with liabilities, as of the end of the fiscal year. The System's investments are presented at fair value. The Statements of Changes in Plan Net Position are presented in order to show the change in net position during the year. Activity of the System consists primarily of contributions to the System, realized and unrealized gains and losses on investments, investment income, benefits paid, and investment and administrative expenses.

CONDENSED FINANCIAL INFORMATION COMPARING THE CURRENT YEAR TO PRIOR YEARS

The following table summarizes the net position as of June 30:

	2013	2012	2011
Cash and cash equivalents	$ 49,485,679	42,074,327	43,898,020
Receivables	22,603,035	18,734,922	18,662,204
Investments, at fair value	1,829,300,840	1,650,497,837	1,684,897,592
Securities lending short-term collateral	137,834,828	178,692,610	192,135,212
Capital assets, net	35,994	42,010	37,953
Total assets	2,039,260,376	1,890,041,706	1,939,630,981
Liabilities	140,161,627	180,806,737	195,533,303
Net position	$ 1,899,098,749	1,709,234,969	1,744,097,678

Investments are made in accordance with the investment policy approved by the Board of Trustees. A more detailed description of the types of investments held and the investment policy is presented in Note 4 to the financial statements.

The following table summarizes the changes in net position between fiscal years 2013, 2012, and 2011:

	2013	2012	2011
Contributions	$ 130,788,115	120,488,902	110,691,346
Net investment income	230,064,460	5,734,519	307,628,153
Total additions	360,852,575	126,223,421	418,319,499
Benefits and refunds	168,983,642	159,361,349	152,471,822
Administrative expenses	2,005,153	1,724,781	1,645,817
Total deductions	170,988,795	161,086,130	154,117,639
Changes in net position	$ 189,863,780	(34,862,709)	264,201,860

ANALYSIS OF THE OVERALL NET POSITION AND THE CHANGES IN NET POSITION

Funding for the System is derived primarily from contributions to the System from the participating municipalities and the System's members, as well as funds received from the State of Oklahoma Insurance Department for the System's share of insurance premium taxes.

The System had investment income of approximately $230 million for 2013 compared to investment income of approximately $6 million for 2012.

The investment income of the System increased approximately $224 million during the year ended June 30, 2013, compared to the year ended June 30, 2012, as a result of the market recovering during this fiscal year. The investment income of the System decreased approximately $302 million during the year ended June 30, 2012, compared to the year ended June 30, 2011, as a result of the decline in the market during this fiscal year. The investment income of the System increased approximately $177 million during the year ended June 30, 2011, compared to the year ended June 30, 2010, as a result of the market recovering during this fiscal year.

As the System accounts for its investments at current market value, increases and decreases in the market value of stocks, bonds, and other assets have a direct effect and impact on the net position and operating results of the System. The System's net return on its average assets for the years ended June 30, 2013, 2012, and 2011, and the return for the S&P 500 during the same period were as follows:

	2013	2012	2011
System	14%	1%	21%
S&P 500	21%	5%	31%

During the year ended June 30, 2013, benefit payments increased by approximately 6% due to an increase in the number of retirees and court ordered benefit increases. During the year ended June 30, 2012, benefit payments increased by approximately 4.5% due to an increase in the number of retirees and court ordered benefit increases. During the year ended June 30, 2011, benefit payments increased by approximately 5% due to an increase in the number of retirees and court ordered benefit increases.

Administrative expenses increased slightly from fiscal year 2012 to 2013 and increased slightly from fiscal year 2011 to 2012. The major components of the administrative expenses are professional fees, payroll, and related expenses for the employees of the System, and miscellaneous office expenses.

The System has no debt or infrastructure assets.

DESCRIPTION OF CURRENTLY KNOWN FACTS, DECISIONS, OR CONDITIONS THAT ARE EXPECTED TO HAVE A SIGNIFICANT EFFECT ON THE NET POSITION OR THE CHANGES IN NET POSITION

While the System is directly impacted by overall investment market changes, investments are made based on their expected long-term performance and the best interest of the members of the System. With almost $2 billion of assets and a wide range of diversity of investments, the System has the financial resources to maintain its current investment strategies while continuing to review for other investment options to benefit its members.

The System received insurance premium taxes of approximately $76 million, $68 million, and $60 million for the years ended June 30, 2013, 2012, and 2011, respectively. The System received 34% of the total taxes collected on insurance premiums during 2013. The System will start receiving 36% of the total insurance premium taxes on November 1, 2013. In addition to the increase in insurance premium taxes, the System will also start to receive a 1% increase in both employer and employee contributions, starting November 1, 2013.

REQUESTS FOR INFORMATION

This financial report is designed to provide a general overview of the System's finances for all those with an interest. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to the Executive Director or Comptroller of the System, c/o Oklahoma Firefighters Pension and Retirement System, 4545 N. Lincoln Blvd., Suite 265, Oklahoma City, Oklahoma 73105-3414.

OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT PLAN
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OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT SYSTEM

STATEMENTS OF PLAN NET POSITION

June 30,	*2013*	*2012*
Assets		
Cash and cash equivalents	$ 49,485,679	42,074,327
Receivables:		
Employees' contributions	746,969	575,771
Employer's contributions	1,244,267	959,585
Due from the State of Oklahoma Insurance Department	16,068,488	13,406,824
Accrued interest and dividends	2,684,477	3,274,602
Net receivable from brokers for security transactions	1,293,948	32,657
Other	564,886	485,483
Total receivables	22,603,035	18,734,922
Investments, at fair value:		
U.S. government securities	176,811,724	177,350,819
International government agencies	60,001,951	50,669,507
U.S. Treasury	17,205,604	25,034,890
International treasuries	51,115,701	38,410,264
Domestic corporate bonds	10,603,954	27,018,172
Domestic stocks	1,128,264,962	805,989,538
International stocks	114,688,191	160,907,827
Mortgage-backed securities	18,177,034	2,856,540
Municipal bonds	1,518,931	3,550,556
Alternative investments	250,912,788	358,709,724
Total investments, at fair value	1,829,300,840	1,650,497,837
Securities lending short-term collateral	137,834,828	178,692,610
Capital assets, net of accumulated depreciation	35,994	42,010
Total assets	2,039,260,376	1,890,041,706

(Continued)

See Independent Auditors' Report.
See accompanying notes to financial statements.

OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT PLAN
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STATEMENTS OF PLAN NET POSITION, CONTINUED

June 30,	*2013*	*2012*
Liabilities		
Accounts payable and accrued expenses	2,326,799	2,114,127
Securities lending collateral	137,834,828	178,692,610
Total liabilities	140,161,627	180,806,737
Net position restricted for pensions	**$ 1,899,098,749**	**1,709,234,969**

See Independent Auditors' Report.
See accompanying notes to financial statements.

OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT PLAN
Administered by
OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT SYSTEM

STATEMENTS OF CHANGES IN PLAN NET POSITION

Years Ended June 30,	*2013*	*2012*
Additions:		
Contributions:		
Insurance premium taxes	$ 76,310,725	68,245,816
Participating municipalities	34,286,563	32,816,159
Plan members/employees	20,190,827	19,426,927
Total contributions	130,788,115	120,488,902
Investment income:		
From investment activities:		
Net appreciation (depreciation) in fair value of investments	212,642,610	(10,102,655)
Interest	8,277,402	7,113,500
Dividends	18,831,680	18,258,300
Total investment income	239,751,692	15,269,145
Less investment expense	(10,702,937)	(10,630,558)
Income from investment activities	229,048,755	4,638,587
From securities lending activities:		
Securities lending income	1,422,430	1,518,482
Securities lending expenses:		
Borrower rebates	(67,733)	(56,527)
Management fees	(338,992)	(366,023)
Income from securities lending activities	1,015,705	1,095,932
Net investment income	230,064,460	5,734,519
Total additions	360,852,575	126,223,421
Deductions:		
Pension benefit payments	167,542,044	157,923,594
Death benefit payments	936,667	854,048
Refunds to terminated participants	504,931	583,707
Total benefits and refunds	168,983,642	159,361,349
Administrative expenses	2,005,153	1,724,781
Total deductions	170,988,795	161,086,130
Changes in net position	**189,863,780**	**(34,862,709)**
Net position restricted for pensions:		
Beginning of year	1,709,234,969	1,744,097,678
End of year	**$ 1,899,098,749**	**1,709,234,969**

See Independent Auditors' Report.
See accompanying notes to financial statements.

(1) NATURE OF OPERATIONS AND DESCRIPTION OF THE SYSTEM

The Oklahoma Firefighters Pension and Retirement System (the "System") was established by legislative act and became effective on January 1, 1981. The System assumed responsibility for all previous existing municipal firefighters' pension plans in the state of Oklahoma. These municipalities transferred all existing pension assets and pension payment obligations to the System. The System recorded the investments at fair value as of the date of transfer. The System is administered by a 13-member board which acts as a fiduciary for investment of funds and the application of plan interpretations. At June 30, 2013, there were 471 cities, 24 fire protection districts, and 110 county fire departments participating in the System.

The System is a part of the State of Oklahoma financial reporting entity, which is combined with other similar funds (multiple-employer, cost-sharing) to comprise the fiduciary-pension trust funds of the State of Oklahoma.

The Oklahoma Firefighters Pension and Retirement Board of Trustees (the "Board") is responsible for the operation, administration, and management of the System. The Board also determines the general investment policy of the System's assets.

The System's participants at June 30 consisted of:

	2013	2012
Retirees and beneficiaries currently receiving benefits	9,868	9,698
Vested members with deferred benefits	1,356	1,310
Deferred Option Plan members	84	107
	11,308	11,115
Active plan members:		
Vested	4,928	4,959
Nonvested	7,464	7,384
Total active plan members	12,392	12,343
	23,700	23,458

The System administers the Oklahoma Firefighters Pension and Retirement Plan (the "Plan"). For report purposes, the System is deemed to be the administrator of the Plan.

See Independent Auditors' Report.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following are the significant accounting policies followed by the Plan.

Basis of Accounting

The financial statements are prepared using the accrual basis of accounting, under which expenses are recorded when the liability is incurred, revenues are recorded in the accounting period in which they are earned and become measurable, and investment purchases and sales are recorded as of their trade date. The financial statements are in conformity with provisions of Governmental Accounting Standards Board Statement No. 25, *Financial Reporting for Defined Benefit Pension Plans and Note Disclosures for Defined Contribution Plans* (GASB 25), and GASB Statement No. 50, *Pension Disclosures*—an amendment of GASB Statements No. 25 and 27 (GASB 50).

The Plan is administered by the System, a part of the State of Oklahoma financial reporting entity, which together with other similar pension and retirement funds comprise the fiduciary-pension trust funds of the State of Oklahoma. Administrative expenses are paid with funds provided by operations of the Plan.

Recent Accounting Pronouncements

In December 2010, GASB issued Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989, FASB and AICPA Pronouncements* (GASB 62). The objective of GASB 62 is to incorporate into the GASB's authoritative literature certain accounting and financial reporting guidance that is included in the following pronouncements issued on or before November 30, 1989, which does not conflict with or contradict GASB pronouncements:

1. Financial Accounting Standards Board (FASB) Statements and Interpretations.

2. Accounting Principles Board Opinions.

3. Accounting Research Bulletins of American Institute of Certified Public Accountants' (AICPA) Committee on Accounting Procedures.

The requirements in GASB 62 continue GASB's efforts to codify all sources of generally accepted accounting principles for state and local governments so that they derive from a single source. GASB 62 is effective for financial statements for periods beginning after December 15, 2011, with earlier application encouraged. The Plan adopted GASB 62 effective July 1, 2012. There were no significant changes to the financial statements as a result of implementing GASB 62.

See Independent Auditors' Report.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

Recent Accounting Pronouncements, Continued

In June 2011, GASB issued Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position* (GASB 63). The objective of GASB 63 is to provide guidance for reporting deferred outflows of resources, deferred inflows of resources, and net position in a statement of financial position and related disclosures. The pronouncement will improve financial reporting by standardizing the presentation of deferred outflows of resources and deferred inflows of resources and their effects on a government's net position. It alleviates uncertainty about reporting those financial statement elements by providing guidance where none previously existed. The provisions of this statement are effective for financial statements for periods beginning after December 15, 2011. The Plan adopted GASB 63 effective July 1, 2012. The adoption of the statement required the Plan to adopt the term "net position" as required. In addition, as required by GASB 63, the Plan determined that as of June 30, 2012 and 2011, there were no items of deferred outflows of resources or deferred inflows of resources to be reported.

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In June 2012, GASB issued Statement No. 67, *Financial Reporting for Pension Plans* (GASB 67). GASB 67 addresses reporting by pension plans that administer benefits for governments and outlines basic framework for the separately issued financial reports of defined benefit pension plans, and details note disclosure requirements for defined benefit and defined contribution pension plans. This statement is effective for financial statements for periods beginning after June 15, 2013.

Use of Estimates

The preparation of the Plan's financial statements in conformity with accounting principles generally accepted in the United States requires the Plan's management to make significant estimates and assumptions that affect the reported amounts of net position restricted for pensions at the date of the financial statements and the actuarial information included in Exhibits I, II, and III included in the required supplementary information as of the benefit information date, the changes in plan net position during the reporting period and, when applicable, the disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

See Independent Auditors' Report.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

Risks and Uncertainties

Contributions to the Plan and the actuarial information included in the required supplementary information are reported based on certain assumptions pertaining to interest rates, inflation rates, and employee compensation and demographics. Due to the changing nature of these assumptions, it is at least reasonably possible that changes in these assumptions may occur in the near term and, due to uncertainties inherent in setting assumptions, that the effect of such changes could be material to the financial statements.

Plan Contributions

Contributions to the Plan are recognized due pursuant to formal commitments, as well as statutory or contractual requirements.

Plan Benefit Payments and Refunds

Benefits and refunds of the Plan are recognized when due and payable in accordance with the terms of the Plan.

Investments

Management of the Plan is authorized to invest in eligible investments as approved by the Board as set forth in the investment policy.

Method Used to Value Investments—Plan investments are reported at fair value. Short-term investments are considered cash equivalents and consist primarily of U.S. Treasury bills and investments in units of a commingled trust fund of the Plan's custodial agent, earning interest at variable rates, and are reported at cost, which approximates fair value. Debt and equity securities are reported at fair value, as determined by the Plan's custodial agent, using pricing services or prices quoted by independent brokers based on the latest reported sales prices at current exchange rates for securities traded on national or international exchanges. The fair value of the pro rata share of units owned by the Plan in equity index and commingled trust funds is determined by the respective fund trustee based on quoted sales prices of the underlying securities. The fair value of the real estate investments is determined from independent appraisals. The fair value of the limited partnerships is determined by managers of the partnerships based on the values of the underlying assets. Investments which do not have an established market are reported at estimated fair value.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

Investments, Continued

Net investment income (loss) includes net appreciation (depreciation) in the fair value of investments, interest income, dividend income, foreign currency translation gains and losses, securities lending income and expenses, and investment expenses, which include investment management and custodial fees and all other significant investment related costs. Foreign currency translation gains and losses are reflected in the net appreciation (depreciation) in the fair value of investments. Interest and dividends earned in commingled funds are reflected as a component of net appreciation in fair value of assets.

The Plan authorizes its international investment managers to enter into forward foreign exchange contracts to minimize the short-term impact of foreign currency fluctuations on the asset and liability positions of foreign investments. The gains and losses on these contracts are included in income in the period in which the exchange rates change. Gains on open contracts which hedge specific foreign currency denominated commitments are deferred and recognized in the period in which the transaction is completed, while losses on the open contracts are included in current net investment income. The Plan had no material gains or losses on open contracts at June 30, 2013 or 2012.

The Plan may invest in various traditional financial instruments that fall under the broad definition of derivatives. The Plan's derivatives may include U.S. Treasury STRIPS, collateralized mortgage obligations, convertible stocks and bonds, and variable rate instruments. These investments are not speculative in nature and do not increase investment risk beyond allowable limits specified in the Plan's investment policy.

The Plan's investment policy provides for investments in any combination of stocks, bonds, fixed-income securities, and other investment securities, along with investments in commingled, mutual, and index funds. Investment securities and investment securities underlying commingled or mutual fund investments are exposed to various risks, such as interest rate, market, and credit risks. Due to the risks associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities may occur in the near term, and such change could materially affect the amounts reported in the statements of plan net position.

The investment policy limits the concentration of each portfolio manager. Except as noted below, no single investment exceeds 5% or more of the Plan's net position. In addition, the Plan has no investments in loans, real estate, or leases, except through the Plan's investment in certain alternative investments as described in Note 6.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

Investments, Continued

The following tables present the individual securities exceeding the 5%[1] threshold at June 30:

		2013		
Type of Security	Name of Security	Shares Held	Cost	Fair Value
Alternative investment	Private Advisors Stable Value ERISA Fund, Ltd.	98,007,498	$ 101,000,000	136,960,088
Domestic stock	SSGA S&P 500 Flagship Fund	399,115	112,748,947	140,349,686
Domestic stock	S&P 500 Equal Weight CTF	2,712,969	72,203,038	140,027,230

		2012		
Type of Security	Name of Security	Shares Held	Cost	Fair Value
Alternative investment	Private Advisors Stable Value ERISA Fund, Ltd.	98,007,498	$ 101,000,000	124,501,277
Domestic stock	SSGA S&P 500 Flagship Fund	371,467	102,525,221	108,263,641
Domestic stock	S&P 500 Equal Weight CTF	2,712,352	68,248,095	110,612,433

[1] While the individual investment may exceed 5% of the Plan's net position, each investment is comprised of numerous individual securities. As such, no individual security exceeds the 5% threshold.

Capital Assets

Capital assets, which consist of furniture, fixtures, and equipment, are stated at cost less accumulated depreciation. Depreciation is calculated using the straight-line method over the estimated useful lives of the related assets (primarily 10 years).

Income Taxes

The Plan is exempt from federal and state income taxes.

See Independent Auditors' Report.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

Plan Termination

In the event the Plan terminates, the Oklahoma Statutes contain no provision for the order of distribution of the net position of the Plan. Plan termination would take an act of the Oklahoma Legislature, at which time the order of distribution of the Plan's net position would be addressed.

Administrative Items

Operating Lease

The Plan has an operating lease which ended June 30, 2013. The lease has been renewed for the period July 1, 2013, through June 30, 2014. Total lease expense for 2013 and 2012 was approximately $36,000 and $35,000, respectively.

Compensated Absences

Employees of the System earn annual vacation leave at the rate of 10 hours per month for up to 5 years of service, 12 hours per month for service of over 5 to 10 years, 13.3 hours per month for service of over 10 to 20 years, and 16.7 hours per month for over 20 years of service. Unused annual leave may be accumulated to a maximum of 480 hours. All accrued annual leave is payable upon termination, resignation, retirement, or death. As of June 30, 2013 and 2012, approximately $108,000 and $82,000, respectively, was included in accrued expenses as the accruals for compensated absences. A summary of changes in compensated absences as of June 30 is as follows:

	2013	2012
Balance at beginning of year	$ 82,000	73,000
Additions	106,322	99,486
Deductions	(80,322)	(90,486)
Balance at end of year	$ 108,000	82,000

See Independent Auditors' Report.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

Administrative Items, Continued

Retirement Expense

The employees of the System are eligible to participate in the Oklahoma Public Employees Retirement Plan, which is administered by the Oklahoma Public Employees Retirement System (collectively referred to as OPERS). OPERS is a multiple-employer, cost-sharing public retirement defined benefit pension plan. OPERS provides retirement, disability, and death benefits to its plan members and beneficiaries. OPERS issues a publicly available financial report which includes financial statements and required supplementary information for OPERS. That report may be obtained by writing to the Oklahoma Public Employees Retirement System, 5801 N. Broadway Extension, Suite 400, Oklahoma City, OK 73118-7484.

Employees of the System are required to contribute 3.5% of their annual covered salary. The System is required to contribute at an actuarially determined rate, which was 16.5% of annual covered payroll as of June 30, 2013 and 2012, and 15.5% of annual covered payroll as of June 30, 2011. During 2013, 2012, and 2011, totals of $137,893, $120,208, and $103,867, respectively, were paid to OPERS. The System's and employees' portions of those amounts were as follows:

		2013	2012	2011
System portion	$	106,548	93,575	81,320
Employee portion		31,345	26,633	22,547
	$	137,893	120,208	103,867

The System has contributed 100% of required contributions to OPERS for 2013, 2012, and 2011.

Risk Management

The Risk Management Division of the Department of Central Services (the "Division") is empowered by the authority of Title 74 O.S. Supp. 1993, Section 85.34 et seq. The Division is responsible for the acquisition and administration of all insurance purchased by the State of Oklahoma or administration of any self-insurance plans and programs adopted for use by the State of Oklahoma for certain organizations and bodies outside of state government, at the sole expense of such organizations and bodies.

See Independent Auditors' Report.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

Administrative Items, Continued

Risk Management, Continued

The Division is authorized to settle claims of the State of Oklahoma and shall govern the dispensation and/or settlement of claims against a political subdivision. In no event shall self-insurance coverage provided by the State of Oklahoma, an agency, or other covered entity exceed the limitations on the maximum dollar amount of liability specified by the Oklahoma Government Tort Claims Act, as provided by Title 51 O.S. Supp. 1988, Section 154. The Division oversees the collection of liability claims owed to the State of Oklahoma incurred as the result of a loss through the wrongful or negligent act of a private person or other entity.

The Division is also charged with the responsibility to immediately notify the attorney general of any claims against the State of Oklahoma presented to the Division. The Division purchases insurance policies through third-party insurance carriers that ultimately inherit the risk of loss. The Division annually assesses each state agency, including the Plan, their pro rata share of the premiums purchased. The Plan has no obligations for any claims submitted to the Division against the Plan.

Date of Management's Review of Subsequent Events

Management has evaluated subsequent events through October 7, 2013, the date which the financial statements were available to be issued, and determined that no subsequent events have occurred that require adjustment to or disclosure in the financial statements, except as discussed in Note 15.

(3) DESCRIPTION OF THE PLAN

The following brief description of the Plan is provided for general information purposes only. Participants should refer to Title 11 of the Oklahoma Statutes, Section 49–100.1 through 49–143.3, as amended, for more complete information.

General

The Plan is a multiple-employer, cost-sharing public employee retirement plan covering members who have actively participated in firefighting activities.

(3) DESCRIPTION OF THE PLAN, CONTINUED

Contributions

Funding Policy—The contribution requirements of the Plan are at an established rate determined by Oklahoma statute and are not based on actuarial calculations.

Participating paid firefighters presently contribute 8% of applicable earnings, while member cities presently contribute 13% of the member's applicable earnings. In addition, the member cities contribute $60 for each volunteer firefighter unless their annual income in the general fund is less than $25,000, in which case they are exempt. The State of Oklahoma allocated 34% of the insurance premium tax collected from various types of insurance policies to the Plan during the years ended June 30, 2013 and 2012. The State of Oklahoma may also appropriate additional funds annually as needed to pay current costs and to amortize the unfunded actuarial present value of accumulated plan benefits. No such appropriations were received during the years ended June 30, 2013 or 2012.

Funded Status and Funding Progress

2013

As of July 1, 2013, the most recent actuarial valuation date, the Plan was 58.8% funded. The actuarial accrued liability for benefits was $3.0 billion, and the actuarial value of assets was $1.8 billion, resulting in an unfunded actuarial accrued liability (UAAL) of $1.3 billion. The covered payroll (annual payroll of active employees covered by the Plan) was $254 million and the ratio of UAAL to covered payroll was 500.2%.

2012

As of July 1, 2012, the most recent actuarial valuation date, the Plan was 60.9% funded. The actuarial accrued liability for benefits was $2.9 billion, and the actuarial value of assets was $1.8 billion, resulting in a UAAL of $1.1 billion. The covered payroll (annual payroll of active employees covered by the Plan) was $256 million and the ratio of UAAL to covered payroll was 439.9%.

The schedule of funding progress, presented as required supplementary information following the notes to the financial statements, presents multiyear trend information about whether the actuarial value of plan assets are increasing or decreasing over time relative to the actuarial accrued liability for benefits.

(3) DESCRIPTION OF THE PLAN, CONTINUED

Actuarial Methods and Assumptions

2013

In the July 1, 2013, actuarial valuation, the entry age actuarial cost method was used. The actuarial assumptions included (a) a 7.5% investment rate of return (net of administrative expenses) and (b) projected salary increases ranging from 3.5% to 9% per year. Both (a) and (b) included an inflation component of 3%. The projection of benefits for financial accounting purposes also does not explicitly incorporate the potential effects of any limitation on the State of Oklahoma's contribution rate disclosed previously under *Funding Policy*. The actuarial value of assets was determined using techniques that spread the effects of short-term volatility in the fair value of investments over a 5-year period. The UAAL is being amortized as a level dollar amount on a closed basis. The remaining amortization period at July 1, 2013, was 20 years.

2012

In the July 1, 2012, actuarial valuation, the entry age actuarial cost method was used. The actuarial assumptions included (a) a 7.5% investment rate of return (net of administrative expenses) and (b) projected salary increases ranging from 4% to 10% per year. Both (a) and (b) included an inflation component of 3%. The projection of benefits for financial accounting purposes also does not explicitly incorporate the potential effects of any limitation on the State of Oklahoma's contribution rate disclosed previously under *Funding Policy*. The actuarial value of assets was determined using techniques that spread the effects of short-term volatility in the fair value of investments over a 5-year period. The UAAL is being amortized as a level dollar amount on a closed basis. The remaining amortization period at July 1, 2012, was 21 years.

(3) DESCRIPTION OF THE PLAN, CONTINUED

Benefits

In general, the Plan provides defined retirement benefits based on members' final average compensation, age, and term of service. In addition, the retirement program provides for benefits upon disability and to survivors upon death of eligible members. Retirement provisions are as follows:

- Normal retirement is attained upon completing 20 years of service. The normal retirement benefit is equal to 50% of the member's final average compensation. Final average compensation is defined as the monthly average of the highest 30 consecutive months of the last 60 months of participating service. For volunteer firefighters, the monthly pension benefit for normal retirement is $150.60 per month.

- All firefighters are eligible for immediate disability benefits. For paid firefighters, the disability benefit is equal to 2.5% of final average monthly compensation per year of service, with a minimum service credit of 20 years and a maximum of 30 years. For disabilities not in the line of duty, final average monthly compensation is based on 60 months instead of 30 months. For volunteer firefighters, the disability benefit is $7.53 per year of service, with a maximum of 30 years. For disabilities in the line of duty, there is a minimum service credit of 20 years.

- A $5,000 lump sum death benefit is payable to the qualified spouse or designated recipient upon the participant's death. The $5,000 death benefit does not apply to members electing the vested benefit. For the years ended June 30, 2013 and 2012, total death benefits of $936,667 and $854,048, respectively, were paid from the Plan.

- A member who terminates after 10 years of credited service is eligible for a vested severance benefit determined by the normal retirement formula, based on service and salary history to date of termination. The benefit is payable at age 50, or when the member would have completed 20 years of service, whichever is later, provided the member's contribution accumulation is not withdrawn. Members terminating with less than 10 years of credited service receive a refund of their contribution accumulation without interest.

(3) DESCRIPTION OF THE PLAN, CONTINUED

Benefits, Continued

- Firefighters with 20 or more years of service may elect to participate in the Oklahoma Firefighters Deferred Retirement Option Plan (the "Deferred Option Plan"). Active participation (having benefit payments credited to the account) in the Deferred Option Plan shall not exceed 5 years. Under the Deferred Option Plan, retirement benefits are calculated based on compensation and service at the time of election. The retirement benefits plus half of the municipal contributions on behalf of the participant are deposited into a deferred retirement account. The Deferred Option Plan accounts are credited with interest at a rate of 2% below the rate of return on the investment portfolio of the Plan, with a guaranteed minimum interest rate equal to the assumed actuarial interest rate of 7.5%, as approved by the Board. The participant is no longer required to make contributions. Upon retirement, the firefighter receives his/her monthly retirement benefit as calculated at the time of election. The member can elect to either leave the account balance accumulated in the Deferred Option Plan account or they can elect to have the balance paid to them either as a lump sum or in specified monthly payments. If the member elects to leave their account balance in the Deferred Option Plan account, they will continue to earn interest on their balance at the rate described above; however, no more benefit payments will be credited to their account. The member can leave their account balance in the Deferred Option Plan account until the age of 70½. When the member reaches 70½ years of age, they must either begin receiving regular monthly payments, based on the annuity method, or a lump sum distribution. As of June 30, 2013, there were 1,289 members actively participating in the Deferred Option Plan.

  The Deferred Option Plan was modified effective November 1, 2013, to limit post-retirement interest for new members to a rate of return on the portfolio, less a 1% administrative fee. In addition, the members participating must withdraw all money by the age of 70½.

- In the 2003 Legislative Session, Senate Bill 286 and House Bill 1464 created a "Back" DROP for members of the System effective July 1, 2003. The "Back" DROP is a modified deferred retirement option retirement plan. The "Back" DROP allows the member flexibility by not having to commit to terminate employment within 5 years. Once a member has met their normal retirement period of 20 years, the member can choose, upon retirement, to be treated as if the member had entered into the Deferred Option Plan. A member, however, cannot receive credit to the Deferred Option Plan account based upon any years prior to when the member reached their normal retirement date. Once a member is ready to retire, the member can make the election to participate in the "Back" DROP and can receive a Deferred Option Plan benefit based upon up to 5 years of participation. The member's regular retirement benefit will not take into account any years of service credited to the "Back" DROP. As of June 30, 2013, there were 666 members participating in the "Back" DROP.

See Independent Auditors' Report.

(3) DESCRIPTION OF THE PLAN, CONTINUED

Benefits, Continued

- Firefighters with 20 years of service or who were receiving pension benefits as of May 26, 1983, are entitled to post-retirement adjustments equal to one-half the increase or decrease for top-step firefighters. Pensions will not be adjusted below the level at which the firefighter retired.

(4) CASH, CASH EQUIVALENTS, AND INVESTMENTS

At June 30, cash and cash equivalents were composed of the following:

		2013	2012
Cash on deposit with the State of Oklahoma	$	261,814	255,536
Cash on deposit with custodial agent:			
U.S. currency deposits		451,872	96
Foreign currency deposits		344,191	2,194,436
Short-term investments		48,427,802	39,624,259
Total cash and cash equivalents	$	49,485,679	42,074,327

The Plan's short-term investments are considered cash equivalents and consist primarily of temporary investments in U.S. Treasury bills and a commingled trust fund of the Plan's custodial agent. The trust fund is composed of high-grade money market instruments with short maturities. Each participant in the trust fund shares the risk of loss in proportion to their respective investment in the fund.

Custodial Credit Risk

Custodial credit risk is the risk that in the event of the failure of a counterparty, the Plan will not be able to recover the value of its investments. Deposits are exposed to custodial credit risk if they are uninsured and uncollateralized. Investment securities are exposed to custodial credit risk if they are uninsured, are not registered in the name of the Plan, or are held by a counterparty or the counterparty's trust department but not in the name of the Plan. While the investment policy does not specifically address custodial credit risk of deposits, it does limit the amount of cash and short-term investments of each manager's portfolio. At June 30, 2013 and 2012, the carrying amount of the Plan's cash and cash equivalents was $49,485,679 and $42,074,327, respectively, and the bank balances were $37,165,668 and $44,460,603, respectively. The difference in balances was primarily due to outstanding deposits and checks.

The bank balances of deposits were uninsured and uncollateralized in the amount of approximately $344,000 and $2,195,000 of as of June 30, 2013 and 2012, respectively. The policy also provides that investment collateral be held by a third-party custodian with whom the Plan has a current custodial agreement in the Plan's name.

See Independent Auditors' Report.

(4) CASH, CASH EQUIVALENTS, AND INVESTMENTS, CONTINUED

Foreign Currency Risk

Foreign currency risk is the risk that changes in exchange rates will adversely affect the fair value of an investment or a deposit. The investment policy states that while there are no percentage limits with regard to country weightings, the investment manager should use prudent investment judgment. Investments in cash and cash equivalents, foreign equities, and debt securities are shown by monetary unit to indicate possible foreign currency risk.

The System's exposure to foreign currency risk at June 30 was as follows:

	2013				
	Cash and Cash Equivalents	Equities	Debt Securities	Total	Percentage
Australian dollar	$ -	-	14,800,649	14,800,649	6.545%
Brazil real	29,073	1,388,810	2,445,865	3,863,748	1.708%
Canadian dollar	5,400	4,090,931	-	4,096,331	1.811%
Danish krone	-	3,286,887	-	3,286,887	1.453%
Euro currency	52,277	27,059,273	18,276,053	45,387,603	20.070%
Hong Kong dollar	-	14,657,977	-	14,657,977	6.482%
Hungarian forint	-	-	6,518,654	6,518,654	2.882%
Indonesian rupiah	706	-	-	706	0.000%
Japanese yen	41,812	16,724,446	-	16,766,258	7.414%
Malaysian ringgit	-	-	6,762,740	6,762,740	2.990%
Mexican peso	-	2,300,246	22,679,492	24,979,738	11.046%
New Taiwan dollar	28,145	-	-	28,145	0.012%
New Zealand dollar	-	-	5,287,217	5,287,217	2.338%
Polish zloty	-	-	6,819,758	6,819,758	3.016%
Pound sterling	153,879	19,489,632	11,089,629	30,733,140	13.591%
Singapore dollar	-	1,156,691	-	1,156,691	0.511%
South African rand	-	1,090,704	4,918,784	6,009,488	2.657%
South Korean won	4	1,866,418	7,149,779	9,016,201	3.987%
Swedish krona	25,650	4,686,345	-	4,711,995	2.084%
Swiss franc	7,245	16,889,831	-	16,897,076	7.472%
Turkish lira	-	-	4,369,032	4,369,032	1.932%
	$ 344,191	114,688,191	111,117,652	226,150,034	100.000%

See Independent Auditors' Report.

(4) CASH, CASH EQUIVALENTS, AND INVESTMENTS, CONTINUED

Foreign Currency Risk, Continued

	2012				
	Cash and Cash Equivalents	Equities	Debt Securities	Total	Percentage
Australian dollar	$ 209,031	945,969	16,708,327	17,863,327	7.084%
Brazil real	113,161	2,849,214	2,814,333	5,776,708	2.291%
Canadian dollar	24,560	9,406,261	-	9,430,821	3.740%
Czech koruna	11,191	289,298	-	300,489	0.119%
Danish krone	102,552	4,726,989	-	4,829,541	1.915%
Euro currency	27,562	38,977,081	-	39,004,643	15.466%
Hong Kong dollar	1,047,421	18,396,887	-	19,444,308	7.710%
Hungarian forint	-	-	6,413,587	6,413,587	2.543%
Japanese yen	77,224	22,283,994	-	22,361,218	8.867%
Malaysian ringgit	-	-	6,836,572	6,836,572	2.710%
Mexican peso	-	1,493,544	16,139,998	17,633,542	6.992%
New Bulgaria lev	42,275	184,791	-	227,066	0.090%
New Taiwan dollar	28,145	-	-	28,145	0.011%
New Zealand dollar	-	-	5,845,826	5,845,826	2.318%
Norwegian krone	-	414,370	-	414,370	0.164%
Philippine peso	762	-	-	762	0.001%
Polish zloty	-	-	9,374,221	9,374,221	3.717%
Pound sterling	336,433	37,546,383	11,747,166	49,629,982	19.681%
Singapore dollar	6,530	621,227	-	627,757	0.249%
South African rand	-	-	6,059,303	6,059,303	2.403%
South Korean won	15,810	3,396,527	7,140,438	10,552,775	4.185%
Swedish krona	42,791	4,006,763	-	4,049,554	1.606%
Swiss franc	110,108	15,368,529	-	15,478,637	6.138%
Yuan renminbi	(1,120)	-	-	(1,120)	0.000%
	$ 2,194,436	160,907,827	89,079,771	252,182,034	100.000%

See Independent Auditors' Report.

(4) CASH, CASH EQUIVALENTS, AND INVESTMENTS, CONTINUED

Credit Risk

Fixed-income securities are subject to credit risk. Credit quality rating is one method of assessing the ability of the issuer to meet its obligation. The investment policy for fixed-income investment managers requires the securities to be rated at least "investment grade" by at least two rating agencies. Exposure to credit risk as of June 30 was as follows:

	2013		
Investment Type	Moody's Ratings (Unless Noted)	Fair Value	Fair Value as a Percentage of Total Fixed Maturity Fair Value
U.S. government securities	Not rated	$ 176,811,724 (1)	52.711%
International government agencies	Not rated	2,582,332	0.770%
	A2	6,819,758	2.033%
	A3	4,180,408	1.246%
	Aaa	5,287,217	1.576%
	Ba1	9,164,928	2.732%
	Baa1	27,598,276	8.228%
	Baa3	4,369,032	1.303%
		60,001,951	17.888%
U.S. Treasury	Not rated	17,205,604	5.129%
International treasuries	Not rated	22,155,426	6.605%
	Aa1	6,014,190	1.793%
	Aa3	7,149,779	2.132%
	Aaa	8,786,458	2.619%
	Ba3	4,563,984	1.361%
	Baa2	2,445,864	0.729%
		51,115,701	15.239%

(Continued)

(4) CASH, CASH EQUIVALENTS, AND INVESTMENTS, CONTINUED

Credit Risk, Continued

	2013		
Investment Type, Continued	Moody's Ratings (Unless Noted)	Fair Value	Fair Value as a Percentage of Total Fixed Maturity Fair Value
Domestic corporate bonds	A1	2,085,209	0.622%
	A2	1,735,963	0.518%
	Aaa	3,146,926	0.938%
	Baa1	772,428	0.230%
	Baa2	2,863,428	0.853%
		10,603,954	3.161%
Mortgage-backed securities	Not rated	335,095	0.100%
	A2	817,537	0.244%
	Aa1	5,616,320	1.674%
	Aa3	916,501	0.273%
	Aaa	9,472,469	2.824%
	Baa3	596,000	0.178%
	B3	261,787	0.078%
	Caa2	161,325	0.048%
		18,177,034	5.419%
Municipal bonds	A2	1,518,931	0.453%
		$ 335,434,899	100.000%

(1) U.S. government securities include multiple index funds that are invested primarily in treasury, U.S. agency, corporate, and mortgage-backed securities, the majority of which are guaranteed by the full faith and credit of the United States. The concentration of the securities is long-term debt of 2 or more years. Over 85% of the funds are invested in A or higher rated securities, of which over 70% are invested in Aaa rated securities. Approximately 15% of the funds are invested in Baa or lower.

(4) CASH, CASH EQUIVALENTS, AND INVESTMENTS, CONTINUED

Credit Risk, Continued

	2012		
Investment Type	Moody's Ratings (Unless Noted)	Fair Value	Fair Value as a Percentage of Total Fixed Maturity Fair Value
U.S. government securities	Not rated	$ 177,350,819 [1]	54.588%
International government agencies	A2	9,374,221	2.885%
	A3	12,895,875	3.969%
	Aaa	5,845,826	1.799%
	Ba1	6,413,587	1.974%
	Baa1	16,139,998	4.968%
		50,669,507	15.595%
U.S. Treasury	Not rated	25,034,890	7.706%
International treasuries	A1	7,140,438	2.198%
	Aa1	6,742,931	2.076%
	Aaa	21,712,562	6.683%
	Baa2	2,814,333	0.866%
		38,410,264	11.823%

(Continued)

(4) CASH, CASH EQUIVALENTS, AND INVESTMENTS, CONTINUED

Credit Risk, Continued

	2012		
Investment Type, Continued	Moody's Ratings (Unless Noted)	Fair Value	Fair Value as a Percentage of Total Fixed Maturity Fair Value
Domestic corporate bonds	A1	2,071,804	0.638%
	A2	2,369,046	0.729%
	A3	1,551,336	0.478%
	B1	241,650	0.074%
	B2	289,100	0.089%
	B3	1,076,700	0.331%
	Ba1	82,500	0.025%
	Ba2	386,250	0.119%
	Ba3	573,013	0.176%
	Baa1	10,767,701	3.314%
	Baa2	5,830,382	1.795%
	Baa3	1,778,690	0.548%
		27,018,172	8.316%
Mortgage-backed securities	Not rated	545,622	0.168%
	A2	803,610	0.247%
	B1	207,000	0.064%
	B3	255,602	0.079%
	Baa2	891,625	0.274%
	Caa2	153,081	0.047%
		2,856,540	0.879%
Municipal bonds	A2	3,550,556	1.093%
		$ 324,890,748	100.000%

(1) U.S. government securities include multiple index funds that are invested primarily in treasury, U.S. agency, corporate, and mortgage-backed securities, the majority of which are guaranteed by the full faith and credit of the United States. The concentration of the securities is long-term debt of 2 or more years. Over 90% of the funds are invested in A or higher rated securities, of which over 72% are invested in Aaa rated securities. Approximately 10% of the funds are invested in Baa or lower.

See Independent Auditors' Report.

(4) CASH, CASH EQUIVALENTS, AND INVESTMENTS, CONTINUED

Interest Rate Risk

Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. While all investments are subject to market changes, securities invested in fixed-income index funds are more sensitive to market risk. The investment policy does not establish an overall duration period; however, it does establish benchmarks for each investment manager. As of June 30, the Plan had the following maturities:

	2013					
	Investment Maturities at Fair Value (in Years)					
	Less than 1	1 or More, Less than 5	5 or More, Less than 10	More than 10	Commingled Funds with No Duration	Total Fair Value
Fixed-income securities:						
U.S. government securities	$ -	-	-	-	176,811,724	176,811,724
International government agencies	18,332,697	10,838,303	13,060,721	17,770,230	-	60,001,951
U.S. Treasury	13,226,575	-	-	3,979,029	-	17,205,604
International treasuries	13,817,160	6,891,855	17,062,797	13,343,889	-	51,115,701
Domestic corporate bonds	3,908,685	5,073,194	695,063	927,012	-	10,603,954
Mortgage-backed securities	916,501	15,906,326	596,000	758,207	-	18,177,034
Municipal bonds	-	-	-	1,518,931	-	1,518,931
	$ 50,201,618	38,709,678	31,414,581	38,297,298	176,811,724	335,434,899

See Independent Auditors' Report.

(4) CASH, CASH EQUIVALENTS, AND INVESTMENTS, CONTINUED

Interest Rate Risk, Continued

	2012					
	Investment Maturities at Fair Value (in Years)					
	Less than 1	1 or More, Less than 5	5 or More, Less than 10	More than 10	Commingled Funds with No Duration	Total Fair Value
Fixed-income securities:						
U.S. government securities	$ -	-	-	-	177,350,819	177,350,819
International government agencies	2,590,315	9,959,368	4,784,905	33,334,919	-	50,669,507
U.S. Treasury	-	14,478,281	-	10,556,609	-	25,034,890
International treasuries	-	22,258,267	14,562,899	1,589,098	-	38,410,264
Domestic corporate bonds	-	5,222,099	8,048,552	13,747,521	-	27,018,172
Mortgage-backed securities	-	-	1,010,610	1,845,930	-	2,856,540
Municipal bonds	-	-	-	3,550,556	-	3,550,556
	$ 2,590,315	51,918,015	28,406,966	64,624,633	177,350,819	324,890,748

Securities Lending

The Plan's investment policy provides for its participation in a securities lending program. The program is administered by the Plan's custodial agent. Certain securities of the Plan are loaned to participating brokers, who must provide collateral in the form of cash or U.S. Treasury or government agency securities. Under the program, the securities loaned are collateralized at a minimum of 105% of their fair values. The Plan does not have the ability to pledge or sell collateral securities without borrower default. The collateral is marked to market daily such that at the close of trading on any business day, the value of the collateral shall not be less than 100% of the fair value of the loaned securities. The Plan did not impose any restrictions regarding the amount of loans made, and the custodial agent indemnified the Plan by agreeing to purchase replacement securities or return cash collateral in the event of borrower default. There were no such failures during 2013 or 2012. The indemnification does not cover market losses associated with investing the security lending cash collateral. The loan premium paid by the borrower of the securities is apportioned between the Plan and its custodial agent in accordance with the securities lending agreement.

(4) CASH, CASH EQUIVALENTS, AND INVESTMENTS, CONTINUED

Securities Lending, Continued

During the fiscal year, the Plan and the borrowers maintained the right to terminate all securities lending transactions on demand. The cash collateral received on each loan was invested, together with the cash collateral of other qualified tax-exempt plan lenders, in a collective investment pool. The average duration of such investment pool was 29 and 36 days as of June 30, 2013 and 2012, respectively. Because the loans were terminable at will, their duration did not generally match the duration of the investments made with cash collateral. As of June 30, 2013, the Plan had no credit risk exposure to borrowers. As of June 30, 2012, the Plan had a risk of loss of approximately $447,000, as the collateral held was less than the fair value of the securities loaned. The risk of loss was due to an increase in the value of securities on loan, as the market increased approximately 2% on June 29, 2012. On July 2, 2012, additional collateral was obtained, restoring the percentage of collateral held to securities on loan to 102%. The collateral held and the fair value of securities on loan for the Plan as of June 30 were as follows:

Year Ended June 30	Collateral Held	Fair Value of Securities on Loan	% of Collateral Held to Securities on Loan
2013	$ 137,834,828	133,860,933	103%
2012	$ 178,692,610	179,139,735	99%

(5) DERIVATIVES AND OTHER INSTRUMENTS

Derivative instruments are financial contracts whose values depend on the values of one or more underlying assets, reference rates, or financial indexes. They include futures contracts, swap contracts, options contracts, and forward foreign currency exchange. The Plan's derivatives policy notes that derivatives may be used for the purpose of reducing or controlling risk, reducing transaction costs, or shifting an asset mix. The investment policy also requires investment managers to follow certain controls and documentation and risk management procedures. The Plan uses forward foreign exchange contracts primarily to hedge foreign currency exposure. The tables below summarize the various contracts in the portfolio as of June 30, 2013 and 2012. Investments in limited partnerships (alternative investments) and commingled funds may include derivatives that are not shown in the derivative totals below. The Plan's investments in alternative investments are reflected at fair value and any exposure is limited to its investment in the partnership and any unfunded commitment. Commingled funds have been reviewed to ensure they are in compliance with the Plan's investment policy. The notional values associated with the warrants are generally not recorded in the financial statements. The Plan does not anticipate additional significant market risk from the derivatives.

See Independent Auditors' Report.

(5) DERIVATIVES AND OTHER INSTRUMENTS, CONTINUED

Derivative instruments at June 30 were as follows:

Foreign Currency Forward Contracts	Fair Value at June 30, 2013	Changes in Fair Value	Notional Amount
Net receivable	$ 1,790,659	1,221,695	115,094,682

Foreign Currency Forward Contracts	Fair Value at June 30, 2012	Changes in Fair Value	Notional Amount
Net payable	$ (34,101)	1,552,290	60,816,236

At June 30, 2013 and 2012, the receivable is net of gross receivables of $3,047,084 and $417,068, respectively, and liabilities of $1,256,425 and $451,169, respectively. The gross receivables for June 30, 2013 and 2012, were supported by collateral in investments valued at $3,047,084 and $417,068, respectively, with credit risk ratings principally of AA-, A+, A, and A- for S&P and Aa2, Aa3, A1, A2, A3, and Baa1 for Moody's. The majority of the contracts expire by September 2013.

Other	Fair Value at June 30, 2013	Changes in Fair Value	Notional Amount
Common stock—rights	$ -	(43,346)	-

Other	Fair Value at June 30, 2012	Changes in Fair Value	Notional Amount
Common stock—rights	$ 40,050	36,881	44,379
Common stock—warrants	$ -	(2,363)	-

Fair values of all the derivative instruments were determined from market quotes of the instruments or similar instruments.

The Plan invests in mortgage-backed securities, which are reported at fair value in the statements of plan net position and are based on the cash flows from interest and principal payments of the underlying mortgages. As a result, they are sensitive to prepayments by mortgagees, which are likely in declining interest rate environments, thereby reducing the values of these securities. The Plan invests in mortgage-backed securities to diversify the portfolio and increase the return while minimizing the extent of risk. Details regarding interest rate risks for these investments are included under the interest rate risk disclosures.

(6) ALTERNATIVE INVESTMENTS

The Plan invests in alternative investments such as limited partnerships, limited liability companies, and other entities. The alternative investments at June 30 are summarized in the following table:

Investment	Purpose	Fair Value 2013	Fair Value 2012
JPMorgan Chase Bank Strategic Property Fund	Invests in real estate investments owned directly or through partnership interests, and mortgage loans on income-producing property.	$ 68,145,884	59,589,588
Private Advisors Stable Value ERISA Fund, Ltd.	Invests in investment companies that are managed by external investment managers who invest in low volatility hedge funds.	136,810,426	124,501,277
T.A. Realty Associates Fund VII & IX, L.P.	Invests in income-producing real estate properties.	26,087,321	27,572,686
Attalus Long/Short Equity Fund, Ltd.	Invests in investment companies that are managed by external investment managers who invest in long/short investments.	-	50,010,441 *
Grosvenor Global Long/ Short Equity Fund, L.P.	Invests in investment companies that are managed by external investment managers who invest in long/short investments.	-	80,572,725
Portfolio Advisors Private Equity Fund III & IV	Invests in investment companies that are managed by external investment managers who invest in real estate assets.	19,869,157	16,463,007
		$ 250,912,788	358,709,724

*The fund was in the process of being redeemed at June 30, 2012.

See Independent Auditors' Report.

(6) ALTERNATIVE INVESTMENTS, CONTINUED

Each of the entities accounts for their investments at fair value. Investments made by several of the entities include investments of both domestic and foreign equity securities. As such, they may enter into forward contracts to purchase or sell securities at specified dates in the future at a guaranteed price in a foreign country to protect against fluctuation in exchange rates of foreign currency.

At June 30, 2013 and 2012, the Plan had unfunded commitments of approximately $91,534,000 and $14,536,000, respectively, to the various partnerships. The unfunded commitment as of June 30, 2013, includes $80,000,000 committed to two funds held by Middle Market Debt. The Plan committed $40,000,000 each to Garrison Middle Market Funding LP and Medley Opportunity Fund II LP.

(7) DEFERRED OPTION PLAN

As noted previously, the Plan has a Deferred Option Plan available to its members. A summary of the Deferred Option Plan for the years ended June 30 is as follows:

	2013	2012
Assets at beginning of year	$ 297,391,911	290,806,950
Employer's contributions	394,240	616,373
Retirement benefit payments	(19,290,581)	(18,781,416)
Retirement benefits transferred from pension plan	3,088,014	3,468,260
Interest	35,459,052	21,281,744
Assets at end of year	$ 317,042,636	297,391,911

The assets shown above are included in the net position restricted for pensions as reflected on the statements of plan net position.

See Independent Auditors' Report.

(8) "BACK" DROP PLAN

As noted previously, the Plan has a "Back" DROP plan available to the members effective July 1, 2003. A summary of the "Back" DROP for the years ended June 30 is as follows:

	2013	2012
Assets at beginning of year	$ 123,020,717	85,898,575
Employer's contributions	4,577,889	6,705,759
Retirement benefit payments	(11,985,202)	(10,055,979)
Retirement benefits transferred from pension plan	16,948,400	23,899,350
Interest	23,390,351	16,573,012
Assets at end of year	$ 155,952,155	123,020,717

The assets shown are included in the net position restricted for pensions as reflected on the statements of plan net position.

(9) CAPITAL ASSETS

The Plan has only one class of capital assets, consisting of furniture, fixtures, and equipment. A summary as of June 30 is as follows:

	Balance at June 30, 2012	Additions	Disposals	Balance at June 30, 2013
Cost	$ 261,194	2,515	-	263,709
Accumulated depreciation	(219,184)	(8,531)	-	(227,715)
Capital assets, net	$ 42,010	(6,016)	-	35,994

	Balance at June 30, 2011	Additions	Disposals	Balance at June 30, 2012
Cost	$ 247,884	13,310	-	261,194
Accumulated depreciation	(209,931)	(9,253)	-	(219,184)
Capital assets, net	$ 37,953	4,057	-	42,010

See Independent Auditors' Report.

(10) PLAN TERMINATION AND STATE FUNDING

The Plan has not developed an allocation method if it were to terminate. The Oklahoma Legislature is required by statute to make such appropriation as necessary to assure that benefit payments are made.

A suggested minimum contribution from the State of Oklahoma is computed annually by an actuary hired by the Plan. However, funding by the State of Oklahoma to the Plan is based on statutorily determined amounts rather than the actuarial calculations of the amount required to fund the Plan.

(11) FEDERAL INCOME TAX STATUS

As an instrumentality of the State of Oklahoma, as amended, the Plan is tax-exempt. It is not subject to the Employee Retirement Income Security Act of 1974, as amended. The Plan has received favorable determination from the Internal Revenue Service (IRS) regarding its tax-exempt status. The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan is designed and is currently being operated in substantial compliance with the applicable requirements of the Internal Revenue Code.

(12) HISTORICAL INFORMATION

Historical trend information designed to provide information about the Plan's progress made in accumulating sufficient assets to pay benefits when due is presented in Exhibits I and II.

(13) LEGISLATIVE AMENDMENTS

The following is a summary of significant plan provision changes that were enacted by the Oklahoma Legislature during 2013 and 2012:

2013

- House Bill 2078—Effective November 1, 2013, this bill will provide additional funding to the System from both the Members, an increase from 8% to 9% of contributable salary, and the participating municipalities, an increase from 13% to 14% of contributable salary. Additionally, the System's portion of the state insurance premium tax collections will increase from 34% to 36%. In addition to funding increases, some benefits were modified for new members hired after November 1, 2013. This includes an increase from 20 to 22 years of service for a normal retirement, the attainment of age 50 before benefits can begin (does not include disability pensions), and an increase from 10 to 11 years of service to achieve vested rights. The Deferred Retirement Option Plan (DROP) was also modified for new members by defining the withdrawal period, must be withdrawn by age 70½, and limiting post retirement interest to system returns minus a 1% administrative fee.

See Independent Auditors' Report.

(13) LEGISLATIVE AMENDMENTS, CONTINUED

2013, Continued

- Senate Bill 1101—Effective November 1, 2013, this bill continues the changes for new members from HB2078 to include volunteer members. It also makes the corrections necessary for IRS compliance.

2012

- Senate Bill 1214—Contained the required language necessary for the Plan to remain an IRS qualified plan.

- Senate Bill 1588—Specifies use of certain interest rates and mortality tables to adjust certain benefits not previously addressed with Senate Bill 1214.

(14) CONTINGENCIES

The Plan is involved in legal proceedings in the normal course of operations, none of which, in the opinion of management, will have a material effect on the plan net position or the changes in plan net position of the Plan.

(15) SUBSEQUENT EVENTS

Increase in Insurance Premium Taxes and Contributions

- Subsequent to June 30, 2013, the System will receive a 2% increase in the total insurance premium taxes received. The increase will raise the insurance premium tax percentage from 34% to 36% beginning November 1, 2013.

- Effective November 1, 2013, the employee and employer contributions will increase by 1%. The increase will raise the employer contribution from 13% to 14% and the employee contribution from 8% to 9%.

See Independent Auditors' Report.

SUPPLEMENTARY INFORMATION
REQUIRED BY
GOVERNMENTAL ACCOUNTING STANDARDS BOARD
STATEMENTS NO. 25 AND 50

Exhibit I

OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT PLAN
Administered by
OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT SYSTEM

SCHEDULE OF FUNDING PROGRESS

June 30, 2013

Actuarial Valuation Date	Actuarial Value of Plan Assets (a)	Actuarial Accrued Liability (AAL) Entry Age (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a Percentage of Covered Payroll ((b-a)/c)
July 1, 2013	$ 1,811,650,751	3,081,898,361	1,270,247,610	58.8%	253,955,389	500.2%
July 1, 2012	1,759,145,750	2,886,447,731	1,127,301,981	60.9%	256,250,268	439.9%
July 1, 2011	1,757,838,480	2,760,356,036 (1)	1,002,517,556 (1)	63.7% (1)	243,684,122	411.4%
July 1, 2010	1,681,531,081	3,149,411,893	1,467,880,812	53.4%	248,520,483	590.6%
July 1, 2009	1,667,981,545	3,075,087,927	1,407,106,382	54.2%	246,816,498	570.1%
July 1, 2008	1,817,177,365	2,941,207,332	1,124,029,967	61.8%	235,371,501	477.6%
July 1, 2007	1,717,070,814	2,785,218,488	1,068,147,674	61.6%	216,710,606	492.9%
July 1, 2006	1,546,486,429	2,666,305,915	1,119,819,486	58.0%	204,206,759	548.4% (2)
July 1, 2005	1,485,516,048	2,332,601,300	847,085,252	63.7%	188,968,929	448.3%
July 1, 2004	1,473,396,552	2,233,519,875	760,123,323	66.0%	173,178,595	438.9% (3)

(1) The decrease in the AAL and the UAAL and the corresponding increase in the funded ratio were the results of the actuarial assumptions to no longer include cost-of-living adjustments (COLA).

(2) At July 1, 2006, an additional 1% COLA assumption was included for future benefit increases.

(3) At July 1, 2004, a 1% COLA assumption was included for future benefit increases.

See Independent Auditors' Report.
See accompanying notes to required supplementary information.

Exhibit II

OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT PLAN
Administered by
OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT SYSTEM

SCHEDULE OF CONTRIBUTIONS FROM EMPLOYER AND OTHER CONTRIBUTING ENTITIES

June 30, 2013

Year Ended June 30,	Annual Required Contributions	Contributions by Source		Total Amount Contributed	Percentage Contributed
		Employer Contributions	State Contributions		
2013	$ 159,096,610	29,708,674	76,310,725	106,019,399	66.6%
2012	142,357,604	26,110,400	68,245,816	94,356,216	66.3%
2011	195,669,404	28,050,529	59,876,295	87,926,824	44.9%
2010	187,157,125	28,015,512	54,159,341	82,174,853	43.9%
2009	157,823,945	29,143,775	53,989,458	83,133,233	52.7%
2008	147,273,273	29,932,946	53,172,116	83,105,062	56.4%
2007	146,828,788	26,008,322	91,406,791	117,415,113	80.0%
2006	118,296,060	24,506,356	57,849,910	82,356,266	69.6%
2005	106,735,523	23,995,404	58,208,918	82,204,322	77.0%
2004	73,681,227	22,820,020	-	22,820,020	31.0%

See Independent Auditors' Report.
See accompanying notes to required supplementary information.

OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT PLAN
Administered by
OKLAHOMA FIREFIGHTERS PENSION AND RETIREMENT SYSTEM

NOTES TO REQUIRED SUPPLEMENTARY INFORMATION

June 30, 2013

The information presented in the required supplementary schedules was determined as part of an actuarial valuation by an independent enrolled actuary (Buck Consultants, LLC) at the dates indicated. Additional information as of the July 1, 2013, valuation follows:

Actuarial cost method:	Entry age
Amortization method:	Level dollar—closed
Remaining amortization:	20 years
Asset valuation method:	An expected actuarial value is determined equal to the prior year's actuarial value of assets plus cash flow (excluding realized and unrealized gains and losses) for the year ended on the valuation date and assuming a 7.5% interest return. Twenty percent (20%) of any (gain) loss is amortized over 5 years. The result is constrained to a value of 80% to 120% of the fair value at the valuation date.

Actuarial assumptions

Investment rate of return:	7.5%
Projected salary increases*:	3.5% to 9%
Cost-of-living adjustments (COLA):	Half of the dollar amount of a 3% assumed increase in base pay for firefighters with 20 years of service as of May 26, 1983. No COLA is assumed for members not eligible for this increase.

* Includes inflation at 3%.

See Independent Auditors' Report.

FINLEY & COOK
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH *GOVERNMENT AUDITING STANDARDS*

Board of Trustees
Oklahoma Firefighters Pension and Retirement System

We have audited, in accordance with the 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, the financial statements of the Oklahoma Firefighters Pension and Retirement Plan (the "Plan"), administered by the Oklahoma Firefighters Pension and Retirement System, which is a part of the State of Oklahoma financial reporting entity. The financial statements consist of the statement of plan net position as of June 30, 2013, and the related statement of changes in plan net position for the year then ended, and the related notes to the financial statements, which collectively comprise the Plan's basic financial statements, and have issued our report thereon dated October 7, 2013. Our report includes an explanatory paragraph disclaiming an opinion on required supplementary information. Our report also includes an explanatory paragraph to emphasize the adoption of Governmental Accounting Standards Board Statement No. 63 by the Plan.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Plan's internal control over financial reporting ("internal control") to determine the audit procedures that are appropriate in the circumstances 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 Plan's internal control. Accordingly, we do not express an opinion on the effectiveness of the Plan's internal control.

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 a 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. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

(Continued)

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INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH *GOVERNMENT AUDITING STANDARDS*, CONTINUED

Internal Control Over Financial Reporting, Continued

Our consideration of internal control 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 material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Plan's financial statements are free from 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*.

Purpose of This Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Plan's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Plan's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Finley + Cook, PLLC

Shawnee, Oklahoma
October 7, 2013