CIVILIAN PENSION BOARD AGENDA

August 19, 2011 - 3:00 P.M. - Council Chambers - City Hall - City of Dover

AGENDA ADDITIONS/DELETIONS

1. Adoption of Minutes - Civilian Pension Board Meeting of July 20, 2011

2. Adjournment

POLICE PENSION BOARD AGENDA

This Meeting Was Canceled.

AGENDA ADDITIONS/DELETIONS

1. Organizational Issues - Election of Chair

2. Adjournment

CIVILIAN AND POLICE PENSION BOARDS AGENDA

Immediately Following the Adjournment of the Police Pension Board Meeting

AGENDA ADDITIONS/DELETIONS

1. Adoption of Minutes - Civilian and Police Pension Boards Meeting of July 20, 2011 and Joint Civilian and Police Pension and Other Post Employment Benefits (OPEB) Boards Meeting of July 20, 2011

2. Investment Performance Analysis Report - Presented by Peirce Park Group

3. Global Equity Manager Search

4. Asset Allocation Mix - Potential Future Changes

5. Setting of Future Meeting Dates

6. Adjournment

**TO ASSURE THAT THERE WILL BE A QUORUM,
PLEASE RSVP BY CONTACTING THE CITY CLERK'S OFFICE
BY EMAIL AT CITYCLERK@DOVER.DE.US OR BY CALLING 736-7008
AS SOON AS POSSIBLE.**

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THE AGENDA ITEMS AS LISTED MAY NOT BE CONSIDERED IN SEQUENCE. THIS AGENDA IS SUBJECT TO CHANGE TO INCLUDE THE ADDITION OR THE DELETION OF ITEMS, INCLUDING EXECUTIVE SESSIONS.

JOINT CIVILIAN AND POLICE PENSION AND OTHER POST-EMPLOYMENT BENEFITS (OPEB) BOARDS

A Joint Meeting of the Civilian Pension and Police Pension and Other Post-Employment Benefits (OPEB) Boards was held on July 20, 2011 at 3:05 p.m. with Dr. McGlumphy, Chairman of the Civilian Pension Board, presiding. Members present were Mr. Bonar, Mr. Hare, Mrs. Williams, Mr. Blakeman, Mr. Clendaniel, Mrs. Hettinger, Ret. Lt. Knotts, Ret. Cpl. Stallings, Mr. Koenig (Interim City Manager), and Mrs. Mitchell. Ret. Lt. Mullaney and Chief Hosfelt were absent.

AGENDA ADDITIONS/DELETIONS

Mrs. Williams moved for approval of the agenda as presented, seconded by Ret. Cpl. Stallings and unanimously carried.

Investment Management Proposal

Mrs. Donna Mitchell, Controller/Treasurer, stated that she had received a proposal from Peirce Park Group to expand their investment management services. She advised members that, currently, Peirce Park reviews city investments, selects mutual funds, advises the City when funds should be rebalanced, ensures that the City's investments remain in compliance with its investment policy, and provides quarterly performance reports. Under the expanded proposal, Peirce Park would be authorized to manage the City's accounts more actively. Since the Civilian and Police Pension Boards now schedule regular meetings every six (6) months, this would allow Peirce Park to transfer City funds from one investment account to another in the interim if they determine that adjustments are needed. Referring to Page 4 of the information provided by Peirce Park Group entitled *City of Dover - June 9, 2011*, under the heading PPG Consulting Plus, Mrs. Mitchell explained that the expanded services would include selecting managers, making manager changes, determining allocation among managers, and rebalancing. She stated that Peirce Park indicated that several of their clients have adopted this service.

Mrs. Mitchell explained that during regular meetings of the Civilian and Police Pension Boards, representatives from Peirce Park indicated that the City's fund returns have been in the top tier of all their clients. However, when this expanded opportunity was provided to her, she was told by the firm that the City is now in the middle range and is achieving mediocre results.

Mrs. Mitchell advised members that the cost for the augmented services would be 25 basis points for management and advisory services (which equates to one-quarter of a percentage on the dollar), noting that the City would also continue to pay percentage fees for mutual funds. She stated that the City currently has fixed-rate agreements with Peirce Park, with rates determined by the amount of assets in the funds and, based on the assets held on June 7, 2011, the annual fee is $13,940 for the Police Pension Fund and $27,060 for the Civilian Pension Fund, totaling $41,000. Mrs. Mitchell stated that changing to the new service and fee structure would increase these fees to $27,720 for the Police Pension fund and $54,162 for the Civilian Pension Fund, for a total of $81,882. She indicated that the City pays Peirce Park $20,000 annually to manage the OPEB trust, noting that this trust has a lower asset value than the pension funds and, under the proposed agreement, the annual management fee for the OPEB fund (25 basis points) would equate to $17,000.

Mrs. Mitchell explained that when the OPEB Trust was established, the OPEB Board decided to utilize Peirce Park Group as their investment manager, realizing that the agreement would expire on June 30, 2012 and would be re-bid at that time. She suggested that an investment service provider for all pension and OPEB funds be solicited through the City's Request for Proposals (RFP) process.

Mrs. Williams felt that the results achieved by Peirce Park Group were inferior to those that could have been achieved by the City's previous manager, Merrill Lynch.

Mrs. Mitchell advised members that an RFP was recently issued for the City's investment account and approximately 26 proposals were received and reviewed. She explained that the City's investments are now being managed for a fee of less than ten (10) basis points; however, she acknowledged that this is a fixed income account which typically involves lower management fees. Mrs. Mitchell noted that the City pays approximately $37,000 annually for management of this account, which has approximately $40M in assets. She indicated that the amount of assets in an account is also a factor in determing fees.

Mrs. Williams noted the importance of determining a "track record" before engaging a broker, noting that basis points and fees are secondary to achieving the maximum return on investments.

In response to Mrs. Hettinger, Mrs. Mitchell stated that the RFP would include benchmarks that an investment manager would be expected to meet. She indicated that this information is included on Peirce Park's performance summaries as the Policy Index and that Peirce Park is meeting these benchmarks. For example, Mrs. Mitchell stated that the Policy Index listed on the Employee Pension Plan Provisional Performance Summary dated June 7, 2011 is 3.4%, and the year-to-date return is 3.5%; therefore, Peirce Park has met the established target.

Responding to Mrs. Hettinger, Mrs. Mitchell stated that the decision to place all of the City's investments in mutual funds was made when Peirce Park became the City's investment manager. She explained that the City's portfolio is blended between value, growth, and bond mutual funds with varying levels of risk.

Mrs. Mitchell stated that the City does not pay transaction fees to Peirce Park; however, the individual mutual funds charge basis points (e.g., 26 basis points paid to the Vanguard Value Index Fund). Under the proposal received from Peirce Park, the City would pay 25 basis points to the Group for management and advisory services above and beyond these mutual fund fees.

In response to Mrs. Hawkins, Mrs. Mitchell stated that she would prefer to use one (1) investment manager for all three (3) funds (Civilian Pension Fund, Police Pension Fund, and OPEB Fund). She noted that the City could terminate its existing agreements with Peirce Park after providing 30 days written notice without penalty. She reiterated that both contracts (OPEB and Pension) will expire on June 30, 2012.

In response to Mrs. Williams, Mrs. Mitchell indicated that she was unsure if Peirce Park offered other investment products in addition to mutual funds. She stated she would perform further research to determine if investing in guaranteed annuities is an option for the City.

Mr. Hare stated his understanding that annuities can guarantee a fixed rate of return, provided that no more than 5% of assets are withdrawn annually.

Mr. Blakeman stated that Peirce Park should have informed the City previously if fund performance had dropped significantly since the Joint Pension Boards' last meeting.

Responding to Mrs. Williams, Mrs. Mitchell explained that the stock market declined rapidly when the City's investments were held by Merrill Lynch and, as a result, the value of City's invested assets decreased. This resulted in higher management fees under Merrill Lynch's tiered fee structure. In addition, it was determined at that time that Merrill Lynch had placed the City's investments in a retail account rather than an institutional account, which would have incurred lower fees. Consequently, the City's transaction costs and fees escalated. Mrs. Mitchell stated that these fees were substantially reduced after engaging Peirce Park Group's services; however, the fees have increased in the interim.

In response to Mrs. Williams, Mrs. Mitchell stated that the RFP would compare advisory firms but would not compare each firm's individual investments.

Responding to Mrs. Hettinger, Mrs. Mitchell stated that the City's investment management agreements typically extend three (3) to five (5) years and that agreements are sometimes signed for three (3) years with an option to extend if performance is satisfactory.

Mr. Bonar moved to request staff to issue a Request for Proposals (RFP) for investment management services for the City's Civilian Pension, Police Pension, and Other Post-Employment Benefits (OPEB) funds and to return to the Joint Boards with a recommendation regarding the early termination of the City's existing agreements with the Peirce Park Group and the procurement of an investment management firm. The motion was seconded by Mrs. Hettinger and unanimously carried.

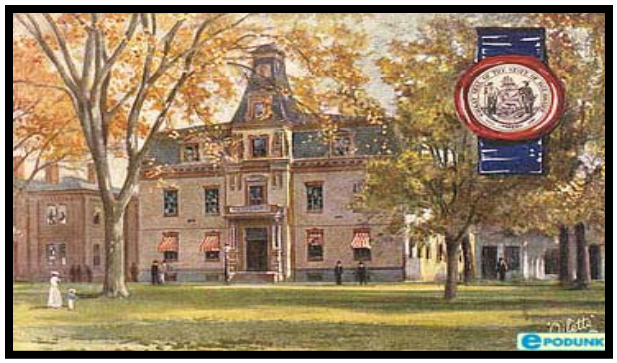
Mr. Hare moved for adjournment, seconded by Ret. Cpl. Stallings and unanimously carried.

Meeting adjourned at 3:39 P.M.

Respectfully submitted,

William P. McGlumphy
Chairman of the Civilian Pension Board

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City of Dover

Investment Performance Report

June 30, 2011

Data ◆ *Knowledge* ◆ *Wisdom* ◆ *RESULTS*

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Peirce Park Group has exercised reasonable professional care in the preparation of this performance report. Peirce Park Group relies on the client's custodian for security holdings, market values, and transaction dates - these may differ from money manager statements. **Returns are calculated using the custodian statements.** There may be discrepancies in asset values and returns with managers, due to different values or methodologies used by the managers and custodians. When the manager(s) and the custodian are one and the same, we have no ability to determine the accuracy of the asset values put forth. Information in this report on market indices, security characteristics, and universe comparisons is received from Wilshire Associates. Therefore, we can make no guarantee as to the completeness or accuracy of the report.

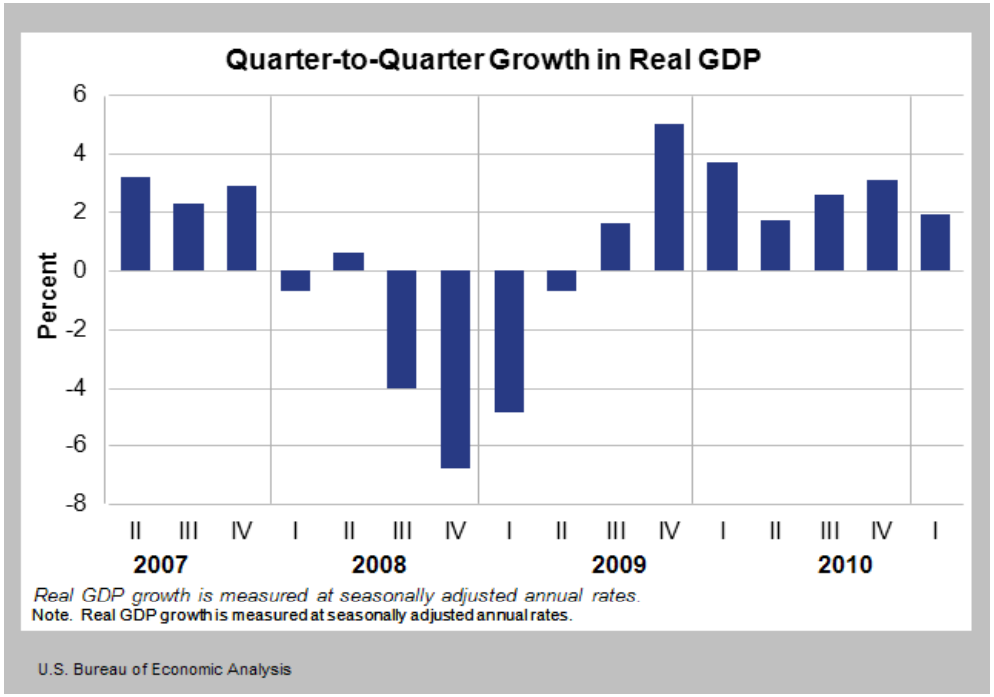
Total fund universes are generally comprised of separate accounts which are calculated gross of management fees. When clients have mutual funds in their portfolio, which have management fees included in returns (net), we increase (gross) the total fund return by an amount that reflects the internal costs of the fund (internal costs include, but are not limited to, management fees, advisory/subadvisory fees, administrative fees, interest expenses and fee reimbursements). We believe this allows for a better "apples to apples" universe comparison. Total Plan returns are derived from Wilshire Associates.

Market Environment – 2nd Quarter 2011

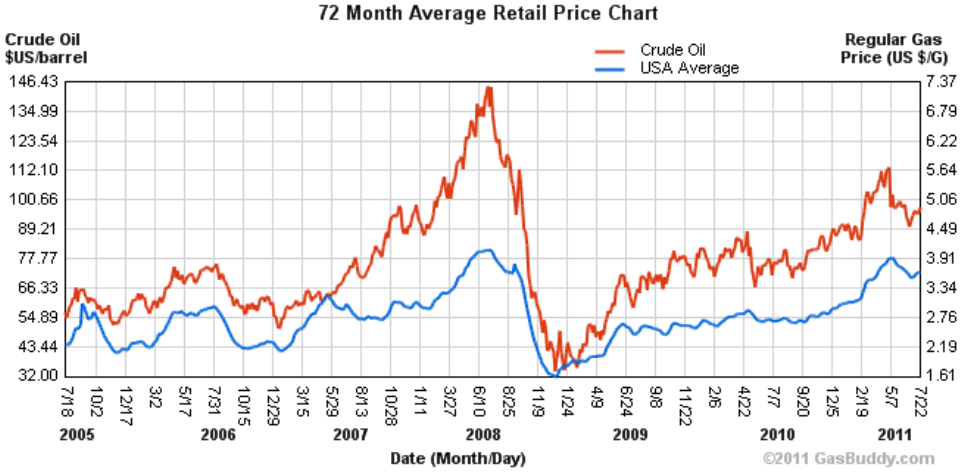
The fragile recovery in the global economy hit several rough patches in the second quarter of 2011 and global securities' markets took investors for a rather tumultuous ride. Despite the unfolding debt crisis in Europe, popular rebellions in the Middle East and continued volatility in commodity prices, April was a fairly strong month for global stocks and bonds. However, global markets spent much of the rest of the quarter erasing April's gains. June ended with essentially flat returns for the quarter. Economic data has disappointed over the past two months with headwinds such as energy prices and the conclusion of the Federal Reserve's bond buying program stymieing the recovery.

After a 3.1% annual increase in the fourth quarter of 2010, U.S. real Gross Domestic Product growth slowed considerably to a 1.9% annual rate as of the first quarter of 2011. The current economic slowdown occurred despite last December's tax deal, which provided additional fiscal stimulus by extending the Bush-era tax cuts through 2012. Contributing to the slowdown is the surge in oil, gasoline and food prices. Every $0.01 rise in the gallon of gasoline costs U.S. consumers an additional $1.25 billion a year.

In May, retail sales declined, breaking a streak of 10 consecutive months of positive growth. Disappointing auto sales contributed heavily to this decline. The fallout from the Japanese earthquake and the disruption in global automotive supply chains was a primary factor. These incidents alone subtracted a full percentage point from U.S. GDP growth this past quarter.



Natural Gas and Crude Oil Prices



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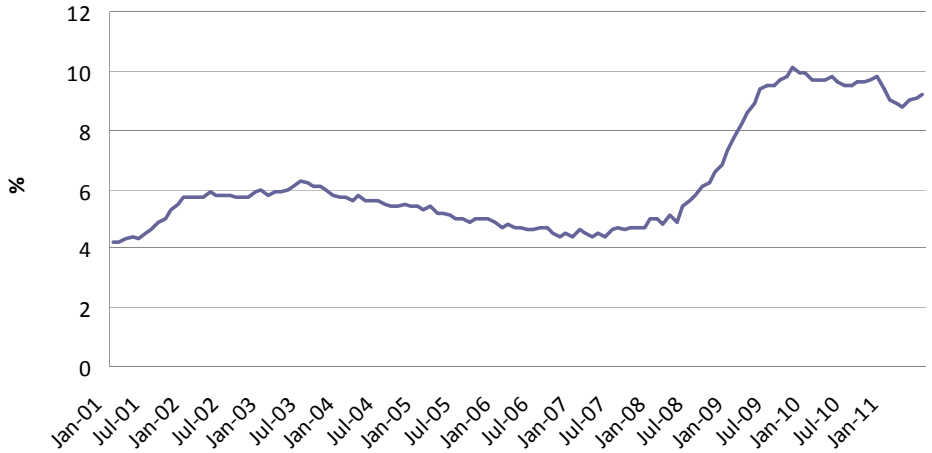
Market Environment – 2nd Quarter 2011

The federal budget deficit is on track to come in near $1.35 trillion in the current fiscal year. This represents approximately 9% of GDP. In 2010, the deficit was also around 9% of GDP. In 2009, the deficit was a record $1.4 trillion. A better economy should result in a shrinking deficit. By 2014, if growth forecasts prove accurate, the deficit is expected to settle in near 5% of GDP. However, this is still well above the long-term average budget deficit.

June's dismal employment report highlights the severity of the current economic slowdown. Job growth has all but stalled, and the unemployment rate inched higher ending the quarter at 9.2% up from 8.8% at the end of March. Behind the weak job numbers is an extraordinary level of skittishness among businesses. While companies are not laying off workers, they remain reluctant to step up hiring, as they are unnerved by Washington's apparent deadlock over how to address the nation's daunting fiscal challenges.

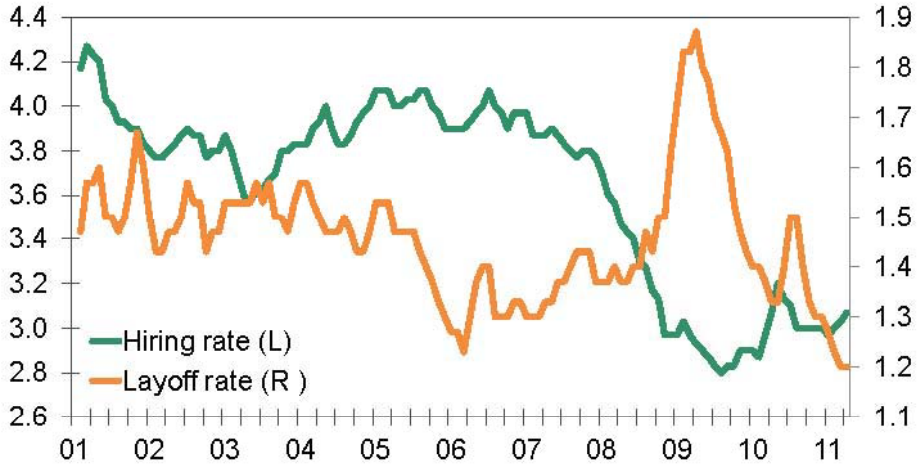
Although consumer-level inflation moderated somewhat as crude oil prices fell over the quarter (from $106.72 per barrel to $95.42 per barrel), higher commodity prices and inflationary pressures are being transmitted to the consumer and are being felt in the economy. The impact of higher commodities compresses economic conditions for both corporations and consumers in different ways. Overall, it reduces disposable income and therefore potential consumption, while at the same time constricting corporate margins, dulling corporate confidence and hampering the potential for wage growth. In addition, the energy price headwind to growth becomes even more apparent when looked at against wage inflation expectations, which have flat-lined at effectively zero.

U.S. Unemployment Rate



Source: Bureau of Labor Statistics

U.S. Hiring/Layoff Rate



Sources: BLS, Moody's Analytics

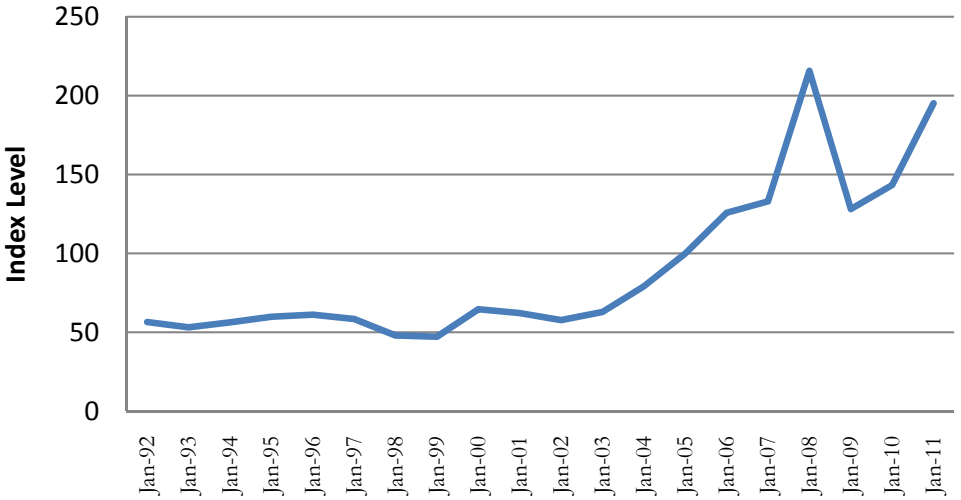
Market Environment – 2nd Quarter 2011

Over the past month, the market has begun to price in the longer term economic impact created by energy and commodity price inflation particularly in relation to the risks associated with growth. Diversified commodities, as measured by the S&P GSCI Index, fell 5.3% during the month. In addition, real assets declined along with other risk assets as the markets weighed up the real effects of rising energy and commodity prices on global growth.

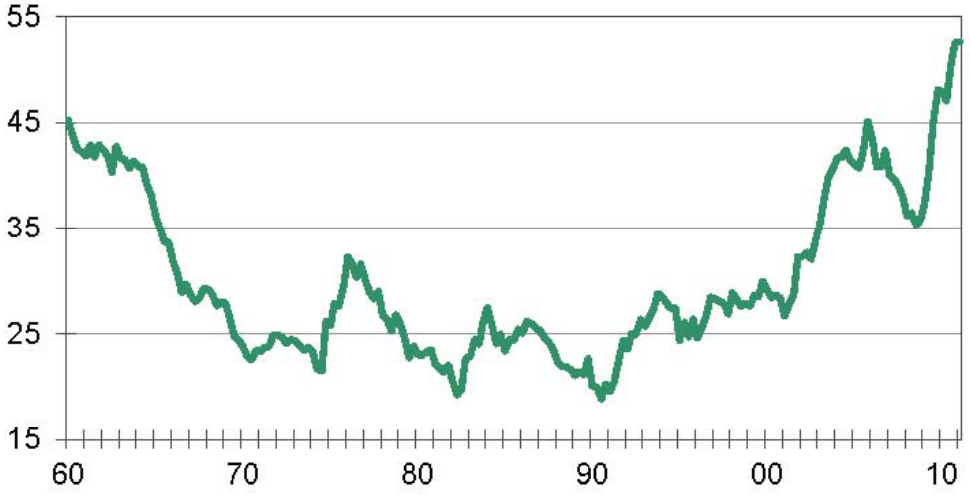
Due to the pullback in commodity prices during the quarter, the U.S. Consumer Price Index (All Urban Consumers) rose only 1.0% in the second quarter following a steeper 2.0% rise in Q1. Rising 3% Y.T.D., CPI is still on an upward tick compared to the low inflationary environments of recent years.

Skittishness is evident in businesses' desire to hoard cash. Profit margins are about as wide as they have ever been, particularly among large and midsized firms. Companies are investing more, raising dividend payouts and stock repurchases and boosting mergers and acquisitions. They are still making money though and sitting on significant cash reserves. The quick ratio for nonfinancial corporate businesses - liquid assets as a share of short term liabilities - is at a post-World War II high. Yet firms cannot seem to shake the fear that they will be caught short if they take a chance and deploy their cash reserves more aggressively.

Commodity Price Index



Quick Ratio for Non-Financial Corporations



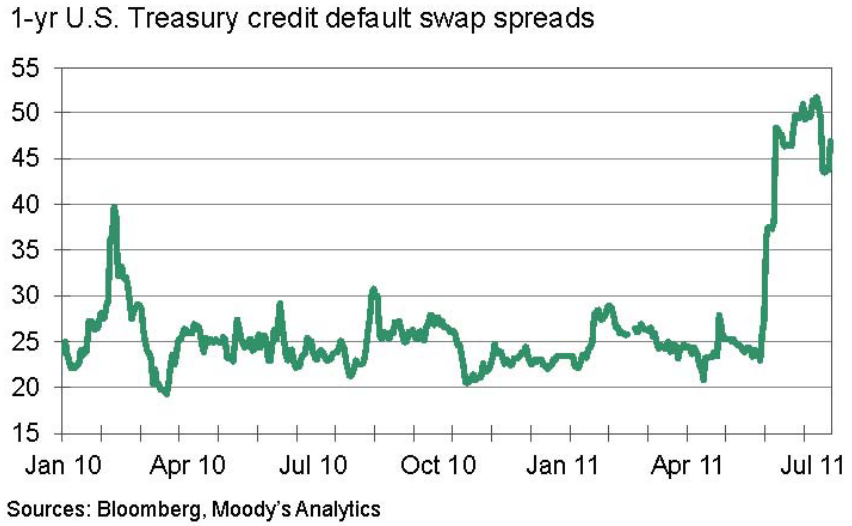
Sources: Federal Reserve, Moody's Analytics

Market Environment – 2nd Quarter 2011

In the minds of business owners, the two keys to a revival in growth later this year will be a pull back in energy prices and a timely resolution of Washington's debt ceiling debate. Some suggest that oil prices have peaked. Apart from Libya, the Middle East region's other oil fields and pipelines are operating and Saudi Arabia has promised to make up any shortfall. Growth in oil demand is also moderating as higher prices curb consumption in the developed world and policymakers in emerging markets are moving to slow inflationary pressures in their economies.

President Obama and Congress have until early August to raise the U.S. statutory debt ceiling or the Treasury will be unable to pay all its bills. If that were to happen, the Treasury would almost surely prioritize the government's obligations so that payments on the federal debt would be made on time. There would likely also be enough to pay the military's expenses. Beyond that, there would not be enough cash to go around. Government employees could be put on temporary leave, unemployed workers might not receive full benefits and Social Security recipients could come up short. Eventually the ceiling would be increased and everyone would receive what they were owed, but precisely when is unclear. Although there would be no technical U.S. debt default, stock and bond markets would face turmoil. Cracks are already developing in the market for credit default swaps on Treasury bonds. The rating agencies have already put Treasury debt on negative watch for a possible downgrade. Once the spending cuts start in early August, global investors will begin to question the security of their own bonds. Interest rates should spike as investors demand compensation for the risk of holding U.S. debt. It is expected that the government will raise the debt ceiling, at least for a few months. The hope is that an agreement will be put in to place that will significantly reduce future deficits.

Debt Ceiling Debate Unnerves Investors



Sources: Bloomberg, Moody's Analytics



Interest Rate Trends: Economic data that suggested a still-struggling recovery, as well as the growing uncertainty stemming from the European debt crisis, contributed to a decline in US Treasury rates across the yield curve.

Market Environment – 2nd Quarter 2011

PEIRCE PARK GROUP
INVESTMENT MANAGEMENT CONSULTANTS

DOMESTIC EQUITY	QTR	YTD	1 Year	3 Year	5 Year	10 Year
Russell 3000 Index	(0.0)	6.4	32.4	4.0	3.4	3.4
Russell 3000 Growth Index	0.6	7.0	35.7	5.3	5.4	2.4
Russell 3000 Value Index	(0.7)	5.7	29.1	2.7	1.2	4.3
S&P 500 Index	0.1	6.0	30.7	3.3	2.9	2.7
Russell 1000 Index	0.1	6.4	31.9	3.7	3.3	3.2
Russell 1000 Growth Index	0.8	6.8	35.0	5.0	5.3	2.2
Russell 1000 Value Index	(0.5)	5.9	28.9	2.3	1.2	4.0
Russell TOP 200 Index	(0.0)	5.6	29.2	2.6	2.5	1.7
Russell TOP 200 Growth Index	0.4	5.8	31.9	4.5	5.0	1.2
Russell TOP 200 Value Index	(0.4)	5.5	26.5	0.6	0.0	2.1
Russell Mid-Cap Index	0.4	8.1	38.5	6.5	5.3	7.6
Russell Mid-Cap Growth Index	1.6	9.6	43.3	6.6	6.3	5.5
Russell Mid-Cap Value Index	(0.7)	6.7	34.3	6.4	4.0	8.4
Russell 2000 Index	(1.6)	6.2	37.4	7.8	4.1	6.3
Russell 2000 Growth Index	(0.6)	8.6	43.5	8.4	5.8	4.6
Russell 2000 Value Index	(2.7)	3.8	31.4	7.1	2.2	7.5
DOMESTIC EQUITY BY SECTOR						
MSCI US Consumer Discretionary	3.5	8.2	42.2	15.0	5.6	4.1
MSCI US Consumer Staples	5.7	8.9	28.2	9.3	8.6	7.7
MSCI US Energy	(5.1)	11.0	53.8	(3.6)	7.7	12.2
MSCI US Financials	(4.8)	(1.7)	15.8	(3.6)	(9.0)	(1.2)
MSCI US Health Care	6.9	14.0	30.3	8.9	6.2	3.6
MSCI US Industrials	(1.4)	7.4	38.6	4.5	3.8	4.8
MSCI US Information Technology	(1.3)	3.0	28.9	7.2	7.3	1.5
MSCI US Materials	(1.5)	4.4	46.8	1.0	8.2	9.2
MSCI US REITs	3.6	10.3	34.1	5.4	2.4	10.6
MSCI US Telecommunication Svcs.	2.4	7.1	37.5	4.5	4.7	0.3
MSCI US Utilities	5.2	9.5	25.2	(1.0)	5.1	3.9

DOMESTIC FIXED INCOME	QTR	YTD	1 Year	3 Year	5 Year	10 Year
Cash/Merrill Lynch 3-month T-Bill	0.0	0.1	0.2	0.4	2.0	2.1
Barclays Govt/Credit 1-3 Yr	0.9	1.1	1.9	3.5	4.5	4.0
Barclays Intermediate Government/Credit	2.1	2.5	3.8	5.8	6.1	5.4
Barclays Long Government/Credit	3.3	3.3	3.2	8.2	7.7	7.2
Barclays Government	2.2	2.1	2.3	5.1	6.1	5.4
Barclays Credit Bond	2.5	3.4	6.2	8.2	7.0	6.3
Barclays Aggregate Bond	2.3	2.7	3.9	6.5	6.5	5.7
Barclays Mortgage Backed Securities	2.3	2.9	3.8	6.9	7.0	5.8
Barclays High Yield Corporate Bond	1.1	5.0	15.6	12.7	9.3	9.0
Barclays Treasury Inflation-Protected Securities	3.7	5.8	7.7	5.3	6.9	7.0
Consumer Price Index	1.0	3.0	3.6	1.0	2.2	2.4
INTERNATIONAL/GLOBAL EQUITY						
MSCI EAFE (Net)	1.6	5.0	30.4	(1.8)	1.5	5.7
MSCI EAFE Growth (Net)	2.1	4.4	31.3	(1.9)	2.5	5.3
MSCI EAFE Value (Net)	1.0	5.6	29.4	(1.7)	0.4	6.0
MSCI EAFE Small Cap (Net)	0.9	3.8	36.4	3.3	2.3	10.1
MSCI AC World Index (Net)	0.3	4.7	30.1	0.9	3.2	4.8
MSCI AC World Index Growth (Net)	0.9	4.3	32.0	0.8	4.2	4.6
MSCI AC World Index Value (Net)	(0.4)	5.1	28.2	1.1	2.1	4.9
MSCI Europe ex U.K. (Net)	2.8	10.8	36.9	(2.3)	2.5	6.5
MSCI U.K. (Net)	1.7	5.6	34.1	(1.4)	1.2	5.5
MSCI Pacific ex Japan (Net)	(0.2)	2.5	35.6	5.1	10.2	13.2
MSCI Japan (Net)	0.2	(4.8)	13.0	(4.3)	(3.8)	1.4
MSCI Emerging Markets (Net)	(1.2)	0.9	27.8	4.2	11.4	16.2
FTSE EPRA/NAREIT Global Real Estate	2.5	4.6	31.5	2.3	1.8	-
SPECIALTY						
S&P GSCI	(7.9)	2.7	26.1	(21.7)	(6.2)	3.7
S&P GSCI Gold	4.3	5.4	19.8	16.4	18.3	17.8

Source: Morningstar, MSCI Barra, Barclays Capital

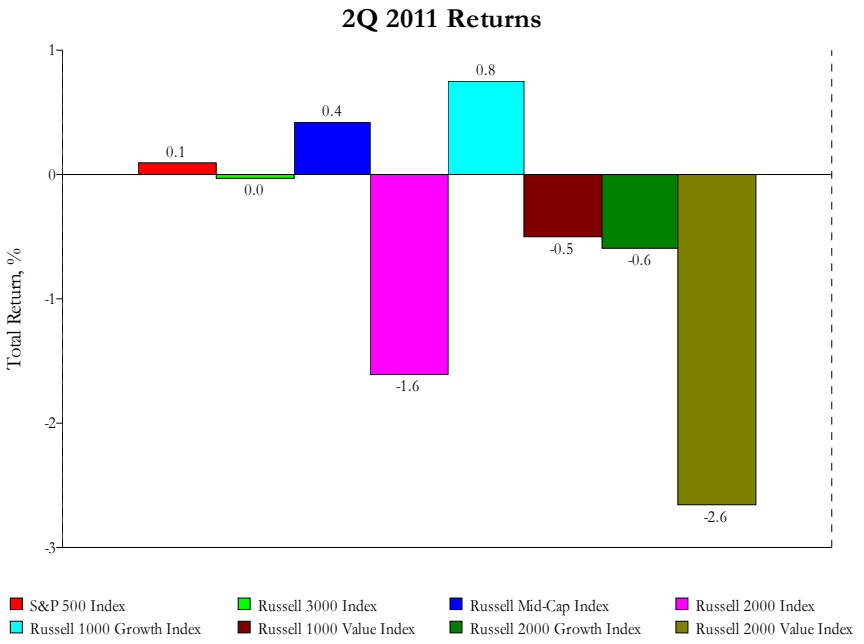
Market Environment – 2nd Quarter 2011

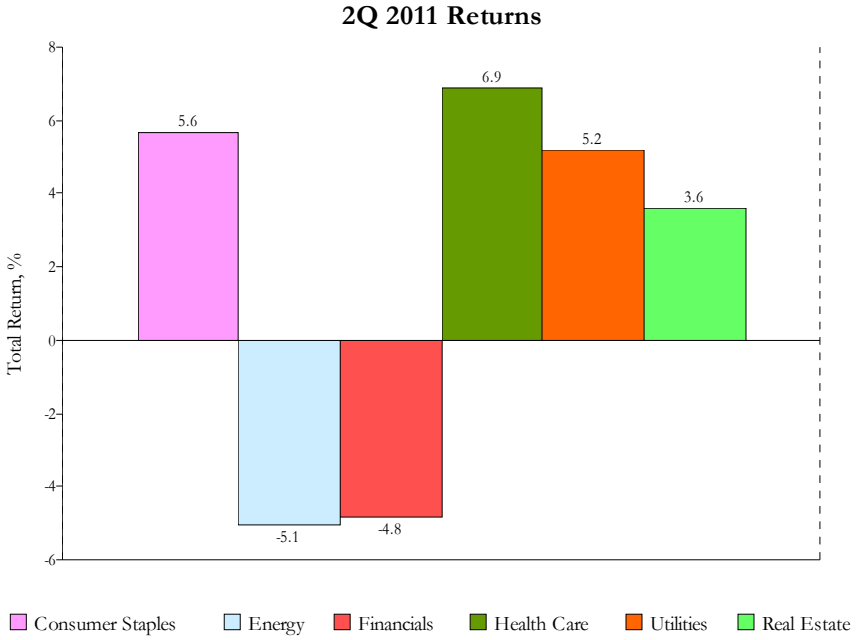
U.S. stocks carried first-quarter momentum into April, with a 3.0% return for the Russell 3000; however, following April's return, six weeks of fear/volatility gripped the markets and a general sell off occurred so that by June 30th the Russell 3000 returned 0% for the quarter.

The Large Cap S&P 500 outperformed the All Cap Russell 3000 by 0.1%, as larger capitalized companies out performed smaller issues during the quarter. Mid sized companies were the real winners in the quarter as the Russell Mid Cap index was up 0.4%. The big story for the quarter was the negative return in the small cap space (Russell 2000 was down -1.6%).

Among larger company stocks, defensive value-oriented equities outperformed growth-oriented names, with the Wilshire U.S. Large Value Index returning 0.6%, compared to the (-0.5%) slide for the Wilshire U.S. Large Growth Index. However, Russell characterizes value and growth differently and the Russell 1000 Growth outperformed the Russell 1000 Value (+0.8% and -0.5%, respectively). Within smaller-company stocks, the Russell 2000 Growth Index outperformed the Russell 2000 Value Index (-0.6% and -2.7%, respectively).

As investors sought out safe haven positions, the strongest performers for the quarter were the defensive Health Care, Consumer Staples and Utility sectors (+6.9%, +5.7% and +5.2% respectively). Financials, hampered by continued balance sheet worries, were one of the worst performing sectors for the quarter (-4.8%). Energy stocks, reflecting the drop in oil prices and concerns about global growth also ended down sharply for the quarter (-5.1%). Despite the ongoing slump in residential real estate sales, the MSCI REIT Index returned +3.6% for the second quarter, easily outpacing all broad U.S. stock sectors.





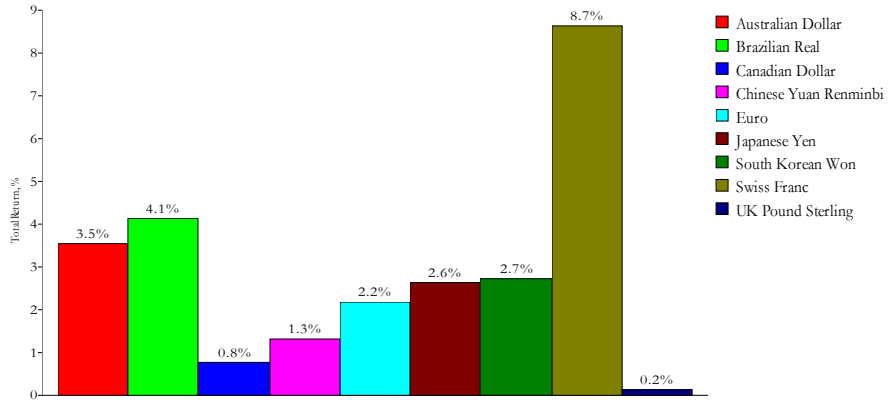
Market Environment – 2nd Quarter 2011

Reflecting a broad flight to safety over much of the second quarter, treasury yields fell, with the bellwether 10-year yield falling 27 basis points (bps) to 3.26% at quarter-end. Still, Treasury yields fell across all maturities over the second quarter; two-year rates slid 31 bps to 0.47%, while thirty-year yields moved 14 bps lower to 4.39%.

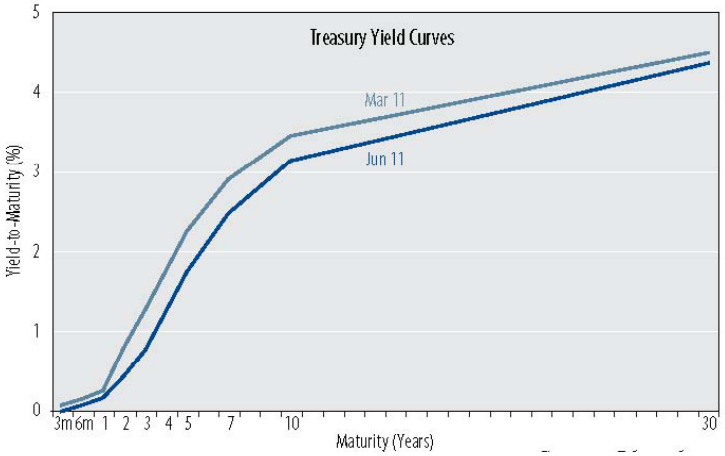
The Barclays 1-3 Year Gov't/Credit Index returned 0.9%, while the Barclays Gov't/Credit Long Term Index returned 3.3% for the quarter. Given the defensive nature of the markets during the quarter, Federal agency and corporate credit spreads widened slightly, but credit still managed to outperform Government and Mortgage-Backed debt for the quarter. (+2.5%, +2.2% and +2.3%, respectively).

U.S. high yield corporate bond spreads widened more than investment-grade bonds, leading this market sector to underperform all other U.S. broad bond market segments (+1.1%). This underperformance is not surprising as high yield debt tends to correlate more highly with equities.

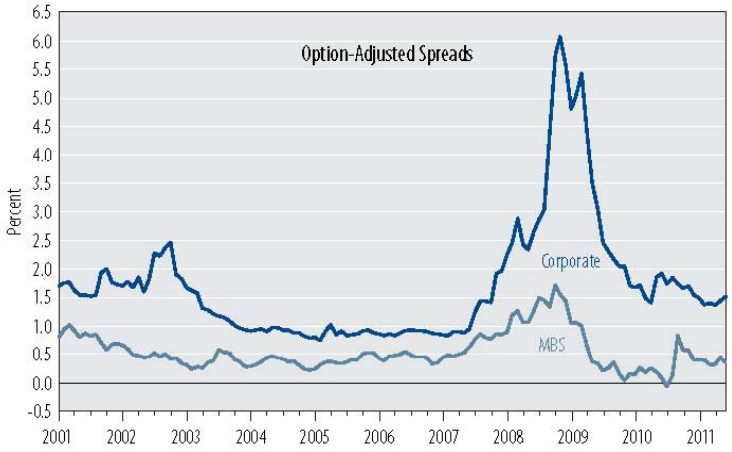
Major Currency Movements vs. US Dollar (2nd QTR)



International stock markets were not immune to the headwinds afflicting the U.S. market. Volatile commodity prices, fluctuating demand, Middle East uncertainty and the ongoing debt crisis in Greece all contributed to weak international markets. However, a weak dollar and strength in the German and the U.K. markets afforded some good news to investors with offshore assets. In general, developed-markets outperformed emerging markets.



Yield Curve Slope: The yield curve steepened. The slope between two-year yields and 10-year yields steepened by 6 bps, and the slope between five-year yields and 30-year yields steepened by 35 bps.



Sector Spreads: Investors were hesitant to take risks, which led to mixed results versus US Treasuries. Spreads on investment-grade, high-yield and mortgages all increased.

The Pacific region (excluding Japan) underperformed the broad international market as concerns of slowing growth in China's economy eclipsed guarded optimism of Japan's ability to rebuild after the devastating March earthquake. Emerging market stocks, with their heightened sensitivity to commodities pricing and the economic health of their trading partners, were notable underperformers in the second quarter.

Highlights

- Employees Fund returned 0.6% for the quarter and gained over $100,000.
  - Among all public defined benefit plans in the WilCo-op plan sponsor universe, the Employees Fund return ranks in the top quartile over 3, 5 and 7 years.
- Police Fund returned 0.4% for the quarter and gained over $40,000.
  - Among all public defined benefit plans in the WilCo-op plan sponsor universe, the Police Fund return ranks in the top quartile over 3, 5 and 7 years.
- Value tilt and overweight to domestic small cap equities detracted from performance for the quarter.
  - DFA U.S. Targeted Value: Deep value small cap stocks were the biggest underperformers relative to the broad market.
  - Royce Value Plus and American Funds Growth Fund of America both underperformed (consider termination).

Employee Pension Asset Summary

PEIRCE PARK GROUP
INVESTMENT MANAGEMENT CONSULTANTS

Employees	BMV	Contribution	Withdrawls	Fees	Gain	EMV	Return (month)
April	21,250,058.18	550,000.00	256,382.68	0.00	555,404.81	22,099,080.31	2.58%
May	22,099,080.31	810,000.00	256,382.68	2,291.94	(169,273.75)	22,481,131.94	-0.77%
June	22,481,131.94	0.00	256,382.68	1,158.11	(281,028.51)	21,942,562.64	-1.26%
TOTAL (net)	21,250,058.18	1,360,000.00	769,148.04	3,450.05	105,102.55	21,942,562.64	

TOTAL (gross) = **0.57%**

Police Pension Asset Summary

Police	BMV	Contribution	Withdrawls	Fees	Gain	EMV	Return (month)
April	11,556,740.09	0.00	122,552.39	0.00	295,648.14	11,729,835.84	2.59%
May	11,729,835.84	0.00	122,635.79	961.59	(94,734.12)	11,511,504.34	-0.82%
June	11,511,504.34	0.00	122,635.79	475.24	(156,638.59)	11,231,754.72	-1.38%
TOTAL (net)	11,556,740.09	0.00	367,823.97	1,436.83	44,275.43	11,231,754.72	
TOTAL (gross)						=	**0.41%**

Performance Summary – total fund cumulative

PEIRCE PARK GROUP
INVESTMENT MANAGEMENT CONSULTANTS

TOTAL FUND	QUARTER		YEAR TO DATE		1 YEAR		3 YEARS		5 YEARS		7 YEARS	
	RETURN	*RANK*	RETURN	*RANK*	RETURN	*RANK*	RETURN	*RANK*	RETURN	*RANK*	RETURN	*RANK*
EMPLOYEE TOTAL FUND (Gross)	**0.6**	***90***	**4.8**	***44***	**22.0**	***28***	**61.0**	***12***	**5.7**	***17***	**6.6**	***18***
Policy Index*	1.0	*59*	4.8	*44*	21.7	*35*	4.7	*51*	4.6	*63*	5.4	*66*
Base Policy Index**	1.1	*48*	4.6	*57*	19.5	*60*	4.8	*47*	4.7	*57*	5.3	*73*

TOTAL FUND	QUARTER		YEAR TO DATE		1 YEAR		3 YEARS		5 YEARS		7 YEARS	
	RETURN	*RANK*	RETURN	*RANK*	RETURN	*RANK*	RETURN	*RANK*	RETURN	*RANK*	RETURN	*RANK*
POLICE TOTAL FUND (Gross)	**0.4**	***93***	**4.5**	***63***	**21.2**	***43***	**6.1**	***13***	**5.7**	***16***	**6.6**	***18***
Policy Index*	1.0	*59*	4.8	*44*	21.7	*35*	4.7	*51*	4.6	*63*	5.4	*66*
Base Policy Index**	1.1	*48*	4.6	*57*	19.5	*60*	4.8	*47*	4.7	*57*	5.3	*73*

***51% Russell 3000 / 35% Barclays Capital Intermediate Gov't/Credit / 14% MSCI EAFE (Net)**

****50% S&P 500 / 38% Barclays Aggregate Bond/ 10% MSCI EAFE (Net) / 2% ML 3 Month TBILL**

Performance Summary – total fund consecutive

PEIRCE PARK GROUP
INVESTMENT MANAGEMENT CONSULTANTS

TOTAL FUND	2010		2009		2008		2007		2006		2005	
	RETURN	*RANK*	RETURN	*RANK*	RETURN	*RANK*	RETURN	*RANK*	RETURN	*RANK*	RETURN	*RANK*
EMPLOYEE TOTAL FUND	**12.6**	***52***	**23.8**	***14***	**(23.1)**	***43***	**6.5**	***70***	**14.9**	***16***	**8.3**	***23***
Policy Index*	12.3	*55*	21.0	*29*	(24.9)	*56*	7.0	*61*	13.1	*38*	5.6	*67*
Base Policy Index**	11.3	*74*	18.9	*50*	(22.4)	*39*	6.7	*66*	12.2	*49*	4.8	*85*

TOTAL FUND	2010		2009		2008		2007		2006		2005	
	RETURN	*RANK*	RETURN	*RANK*	RETURN	*RANK*	RETURN	*RANK*	RETURN	*RANK*	RETURN	*RANK*
POLICE TOTAL FUND	**12.4**	***54***	**23.3**	***16***	**(22.3)**	***38***	**6.6**	***70***	**14.9**	***16***	**8.3**	***23***
Policy Index*	12.3	*55*	21.0	*29*	(24.9)	*56*	7.0	*61*	13.1	*38*	5.6	*67*
Base Policy Index**	11.3	*74*	18.9	*50*	(22.4)	*39*	6.7	*66*	12.2	*49*	4.8	*85*

***51% Russell 3000 / 35% Barclays Capital Intermediate Gov't/Credit / 14% MSCI EAFE (Net)**

****50% S&P 500 / 38% Barclays Aggregate Bond/ 10% MSCI EAFE (Net) / 2% ML 3 Month TBILL**

Performance Summary – cumulative

PEIRCE PARK GROUP
INVESTMENT MANAGEMENT CONSULTANTS

	QUARTER		YEAR TO DATE		1 YEAR		3 YEARS		5 YEARS		7 YEARS	
DOMESTIC EQUITIES	RETURN	*RANK*	RETURN	*RANK*	RETURN	*RANK*	RETURN	*RANK*	RETURN	*RANK*	RETURN	*RANK*
VANGUARD VALUE INDEX	(0.6)	*60*	6.4	*36*	28.7	*50*	3.0	*47*	1.5	*57*	4.5	*46*
MSCI US Prime Market Value	(0.6)	*60*	6.5	*36*	28.8	*49*	3.0	*47*	1.5	*57*	4.5	*45*
VANGUARD PRIMECAP CORE	1.0	*18*	6.2	*34*	32.1	*22*	6.5	*5*	6.0	*5*	-	-
MSCI US Prime Market 750	0.2	*36*	6.2	*33*	31.8	*25*	3.7	*32*	3.5	*27*	-	-
VANGUARD MORGAN GROWTH ADM.	0.7	*37*	6.7	*31*	35.7	*28*	3.6	*45*	4.4	*45*	5.6	*33*
Russell 3000 Growth	0.6	*38*	7.0	*29*	35.7	*28*	5.3	*25*	5.4	*29*	5.1	*41*
AMERICAN FUNDS GROWTH FUND (R6)	(0.6)	*70*	4.8	*68*	28.1	*83*	1.3	*72*	3.0	*71*	5.5	*33*
Russell 1000 Growth	0.8	*33*	6.8	*29*	35.0	*35*	5.0	*28*	5.3	*29*	4.9	*46*
DFA U.S. TARGETED VALUE	(3.1)	*74*	5.1	*41*	37.4	*17*	9.2	*46*	3.5	*57*	6.9	*47*
Russell 2500 Value	(1.5)	*30*	6.1	*22*	34.5	*38*	7.9	*67*	3.5	*54*	6.7	*53*
ROYCE VALUE PLUS	(2.6)	*87*	4.1	*92*	29.1	*96*	4.4	*83*	3.6	*74*	7.5	*36*
Russell 2000 Growth	(0.6)	*62*	8.6	*58*	43.5	*42*	8.4	*47*	5.8	*41*	6.8	*78*
INTERNATIONAL												
AMERICAN FUNDS EUROPACIFIC GROWTH (R6)	1.1	*60*	4.7	*49*	29.4	*74*	1.9	*10*	5.3	*7*	9.7	*8*
MSCI ACWI ex US (Net)	0.4	*79*	3.8	*68*	29.7	*71*	(0.4)	*33*	3.7	*19*	8.6	*15*
DFA INTERNATIONAL VALUE	0.1	*81*	4.8	*62*	33.3	*27*	0.1	*29*	2.7	*27*	8.2	*19*
MSCI EAFE Value (Net)	1.0	*58*	5.6	*45*	29.4	*66*	(1.7)	*61*	0.4	*75*	6.0	*63*
FIXED INCOME												
VANGUARD INTERMEDIATE BOND INDEX	3.4	*1*	3.6	*14*	5.4	*42*	8.1	*28*	7.8	*13*	6.3	*16*
Barclays 5-10 YR US Govt/Credit	3.3	*1*	3.7	*12*	5.5	*40*	8.0	*28*	7.6	*15*	6.2	*17*
VANGUARD SHORT TERM BOND INDEX	1.6	*7*	1.7	*35*	2.7	*60*	4.5	*38*	5.3	*19*	4.3	*23*
Barclays 1-5 YR US Govt/Credit	1.5	*9*	1.8	*31*	2.8	*56*	4.6	*34*	5.3	*19*	4.3	*22*

Performance Summary – consecutive

PEIRCE PARK GROUP
INVESTMENT MANAGEMENT CONSULTANTS

	2010		2009		2008		2007		2006		2005	
DOMESTIC EQUITY	**RETURN**	***RANK***	**RETURN**	***RANK***	**RETURN**	***RANK***	**RETURN**	***RANK***	**RETURN**	***RANK***	**RETURN**	***RANK***
VANGUARD VALUE INDEX	**14.5**	***35***	**19.7**	***68***	**(35.9)**	***43***	**0.1**	***61***	**22.2**	***7***	**7.1**	***37***
MSCI US Prime Market Value	14.5	*35*	19.5	*70*	(36.0)	*44*	0.2	*61*	22.4	*6*	7.3	*36*
VANGUARD PRIMECAP CORE	**14.9**	***37***	**37.0**	***12***	**(31.3)**	***11***	**7.0**	***31***	**12.3**	***78***	**12.1**	***4***
MSCI US Prime Market 750	15.9	*23*	27.8	*44*	(37.1)	*45*	6.4	*35*	15.7	*29*	6.3	*37*
VANGUARD MORGAN GROWTH ADM.	**18.9**	***24***	**36.3**	***41***	**(41.3)**	***58***	**11.4**	***64***	**11.3**	***20***	**9.3**	***28***
Russell 3000 Growth	17.6	*32*	37.0	*38*	(38.4)	*36*	11.4	*64*	9.5	*34*	5.2	*59*
AMERICAN FUNDS GROWTH FUND (R6)	**12.7**	***76***	**34.8**	***49***	**(39.1)**	***39***	**11.0**	***66***	**10.9**	***22***	**14.2**	***10***
Russell 1000 Growth	16.7	*40*	37.2	*37*	(38.4)	*36*	11.8	*60*	9.1	*38*	5.3	*58*
DFA U.S. TARGETED VALUE	**29.0**	***29***	**31.9**	***48***	**(33.8)**	***60***	**(8.2)**	***65***	**19.7**	***29***	**9.3**	***16***
Russell 2500 Value	24.8	*65*	27.7	*68*	(32.0)	*48*	(7.3)	*58*	20.2	*25*	7.7	*38*
ROYCE VALUE PLUS	**20.3**	***91***	**41.9**	***28***	**(40.9)**	***50***	**3.4**	***69***	**19.4**	***7***	**13.2**	***8***
Russell 2000 Growth	29.1	*34*	34.5	*52*	(38.5)	*27*	7.1	*54*	13.4	*30*	4.2	*66*
INTERNATIONAL												
AMERICAN FUNDS EUROPACIFIC GROWTH (R6)	**9.8**	***54***	**39.4**	***17***	**(40.5)**	***15***	**19.0**	***11***	**21.9**	***80***	**21.1**	***6***
MSCI ACWI ex US (Net)	11.2	*40*	41.5	*12*	(45.5)	*73*	16.7	*19*	26.7	*23*	16.6	*27*
DFA INTERNATIONAL VALUE	**10.6**	***23***	**39.5**	***20***	**(46.3)**	***69***	**10.2**	***40***	**34.2**	***6***	**15.3**	***38***
MSCI EAFE Value (Net)	3.3	*87*	34.2	*36*	(44.1)	*53*	6.0	*81*	30.4	*19*	13.8	*53*
FIXED INCOME												
VANGUARD INTERMEDIATE BOND INDEX	**9.5**	***16***	**6.9**	***82***	**5.0**	***14***	**7.7**	***6***	**3.9**	***65***	**1.8**	***71***
Barclays 5-10 YR US Govt/Credit	9.4	*16*	6.5	*84*	5.1	*14*	7.6	*7*	3.8	*73*	1.8	*64*
VANGUARD SHORT TERM BOND INDEX	**4.0**	***45***	**4.4**	***84***	**5.5**	***2***	**7.3**	***2***	**4.1**	***59***	**1.3**	***77***
Barclays 1-5 YR US Govt/Credit	4.1	*44*	4.6	*83*	5.1	*3*	7.3	*2*	4.2	*50*	1.4	*64*

Security Characteristics

Equities by Style as a % of Total Equity Style

Value	Core	Growth	
28	23	20	Large
7	7	5	Medium
4	4	2	Small

Valuation Multiples

	Portfolio	Benchmark
P/E Ratio*	15.9	15.0
P/B Ratio*	2.0	2.0

**Trailing 12 Months*

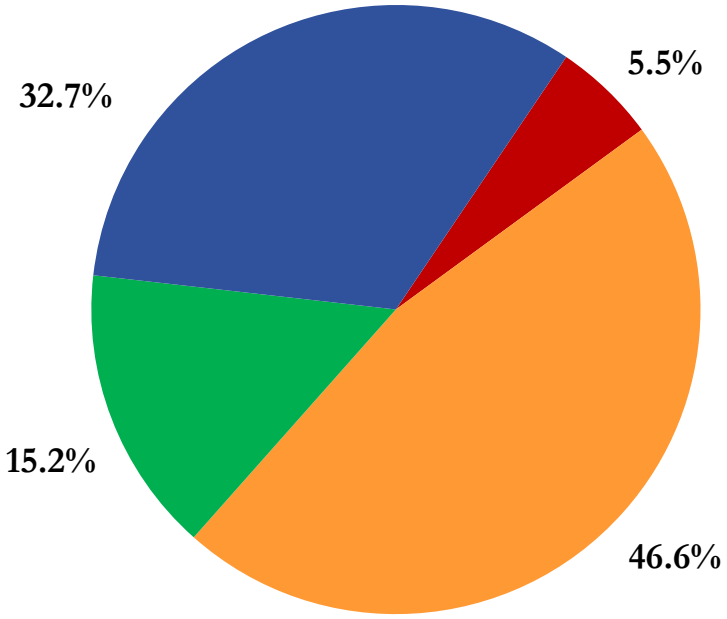
Valuation Multiples

	Portfolio
Maturity	4.30
Duration (Total)	3.89
Avg. Credit Quality	AA

Credit Quality

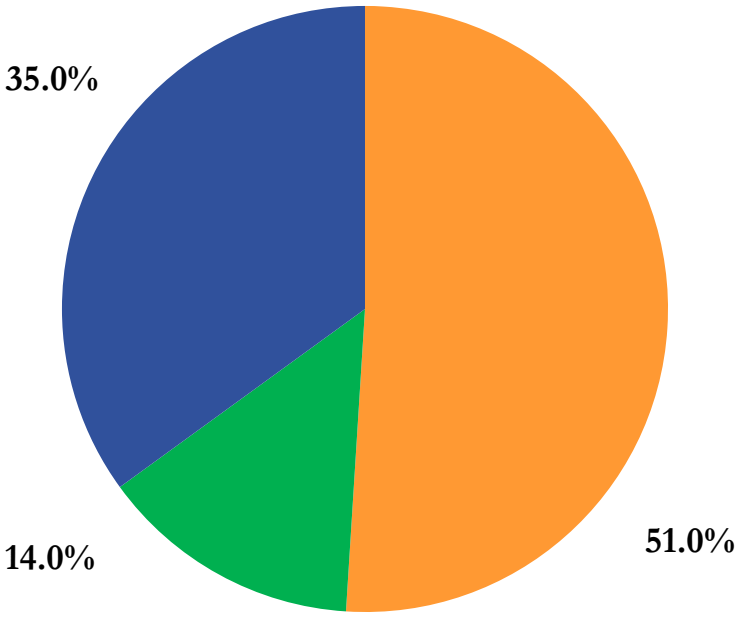
AAA	69.5%
AA	6.4%
A	13.1%
BBB	11.0%
Below BB	0.0%
Not Rated/NA	0.0%

Portfolio Allocation

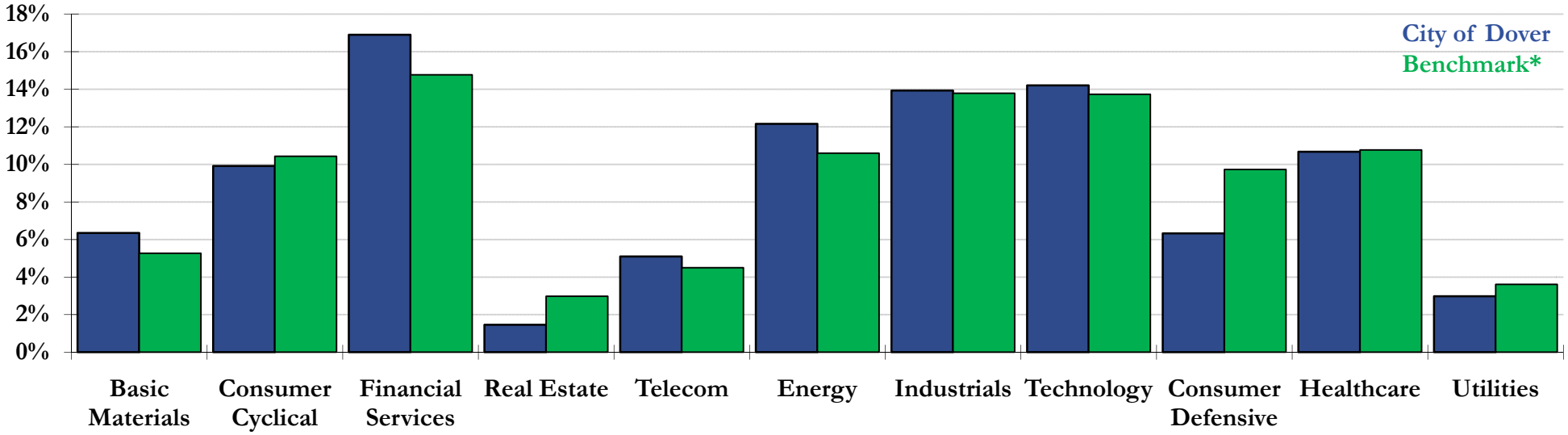


Cash
US Stocks
Non-US Stocks
Bonds

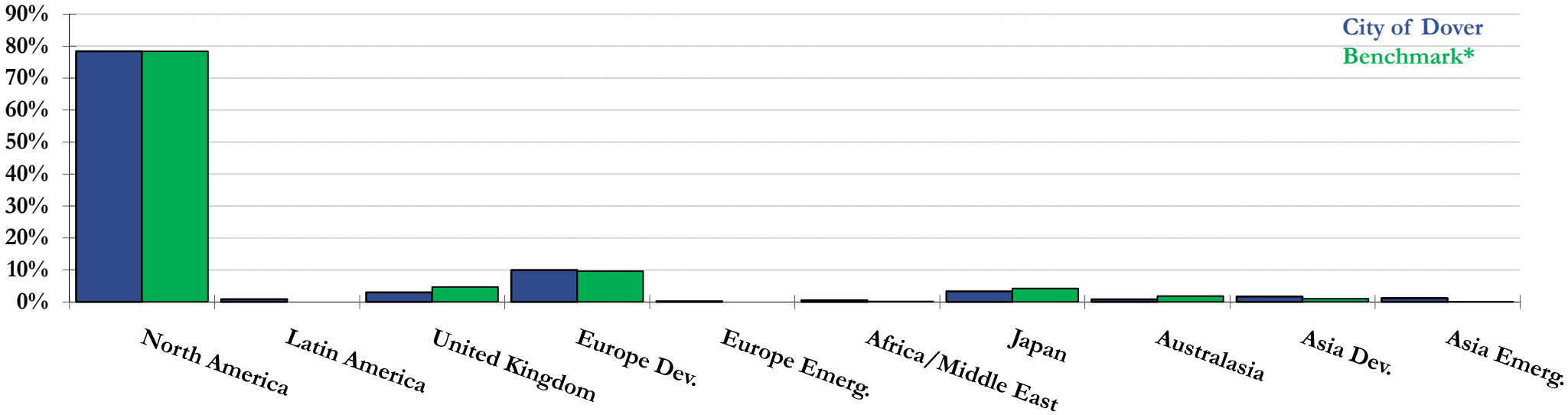
Benchmark Allocation



Sector Allocations – as a % of total equities

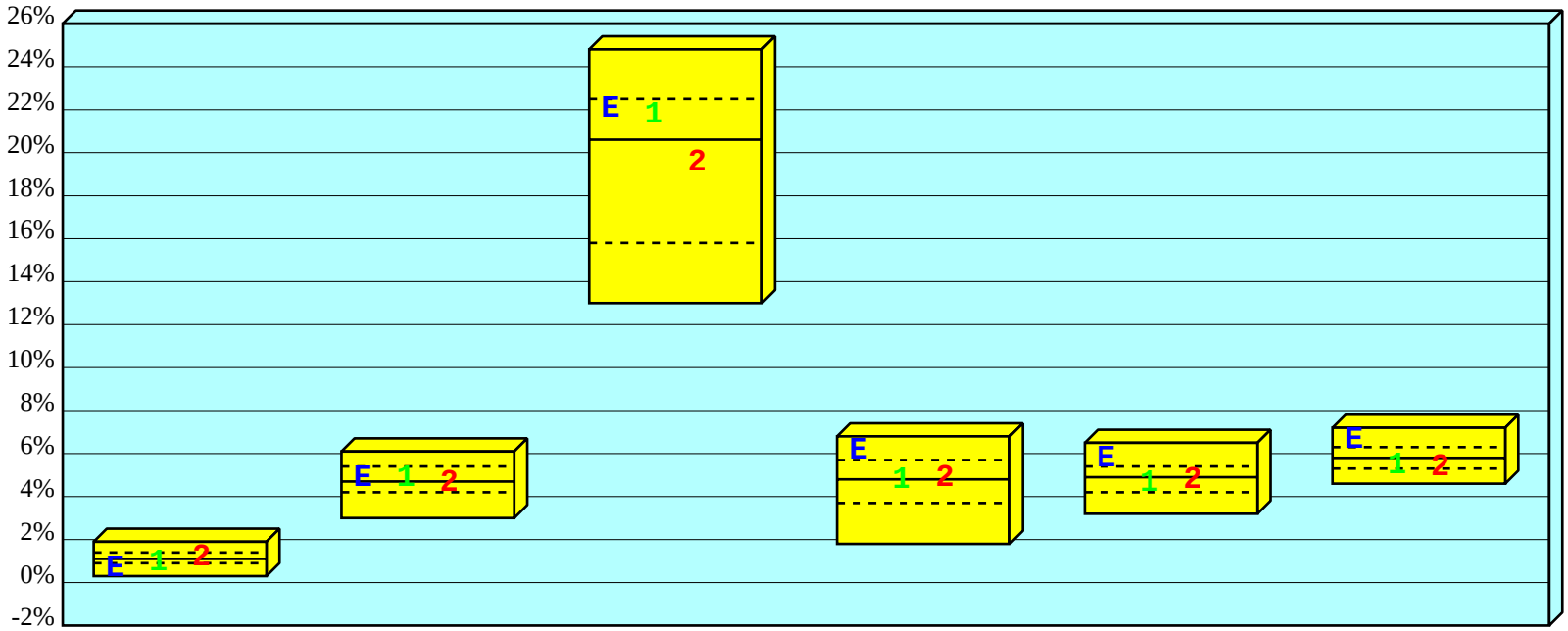


Regional Allocations – as a % of total equities



*51% Russell 3000 / 35% Barclay's Intermediate Gov't/Credit / 14% MSCI EAFE (Net)

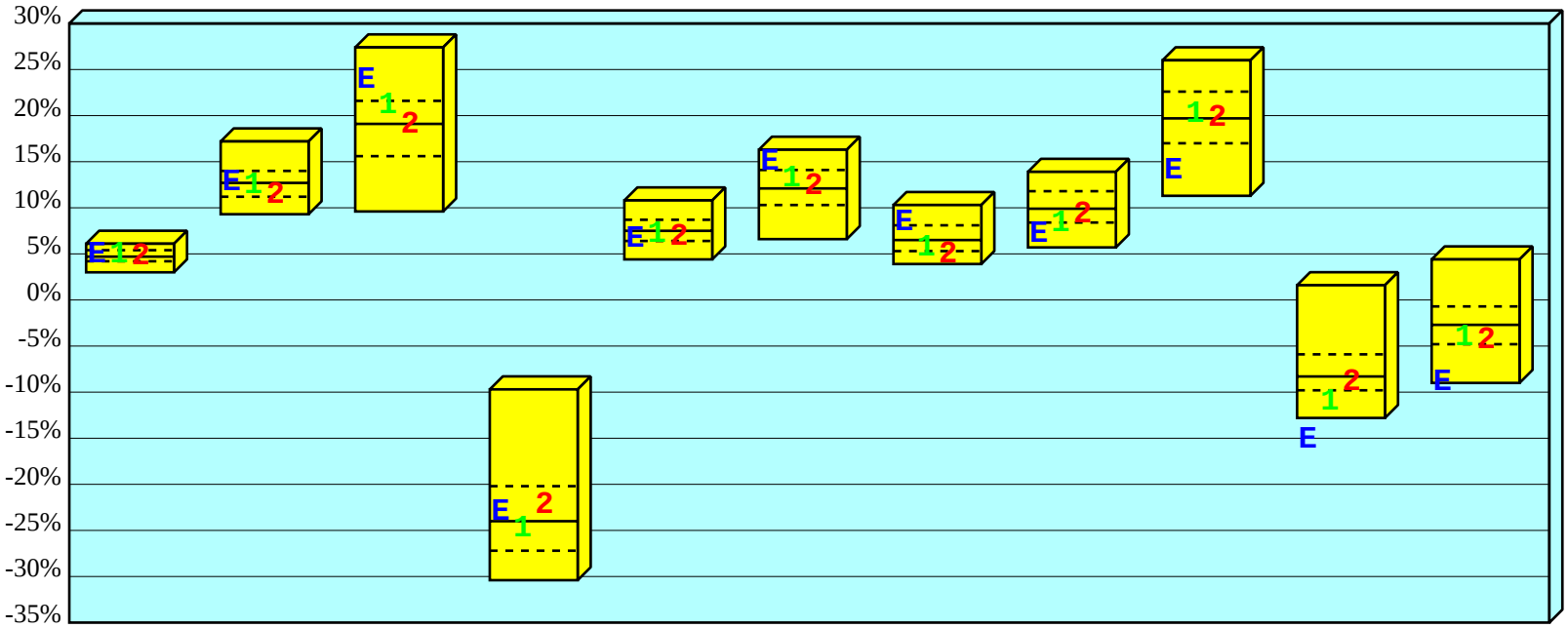
City of Dover - Employees
Cumulative Performance Comparison
Total Returns of Total Fund Public Sponsors
Periods Ending 6/11



	Last Qtr	6/11 YTD	Last Year	Last 3 Years	Last 5 Years	Last 7 Years
5th Percentile	1.9	6.1	24.8	6.8	6.5	7.2
25th Percentile	1.4	5.4	22.5	5.7	5.4	6.3
Median	1.1	4.7	20.6	4.8	4.9	5.8
75th Percentile	0.9	4.2	15.8	3.7	4.2	5.3
95th Percentile	0.3	3.0	13.0	1.8	3.2	4.6
E Employees Total Fund	0.6 (90)	4.8 (44)	22.0 (28)	6.1 (12)	5.7 (17)	6.6 (18)
1 Policy Index	0.9 (59)	4.8 (44)	21.7 (35)	4.7 (51)	4.6 (63)	5.4 (66)
2 Base Policy Index	1.1 (48)	4.6 (57)	19.5 (60)	4.8 (47)	4.7 (57)	5.3 (73)

Returns for periods greater than one year are annualized.

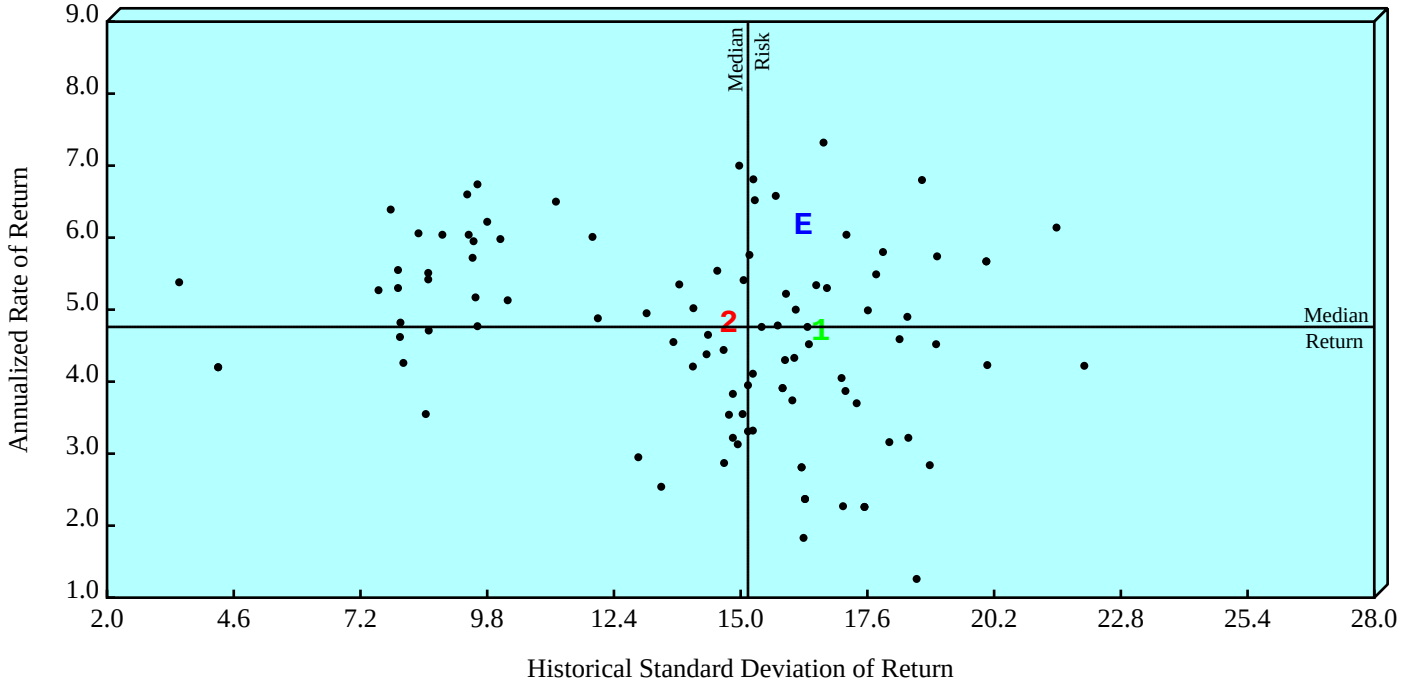
City of Dover - Employees
Calendar Year Performance Comparison
Total Returns of Total Fund Public Sponsors
Years Ending December



	6/30/11 YTD	2010	2009	2008	2007	2006	2005	2004	2003	2002	2001
5th Percentile	6.1	17.2	27.4	-9.7	10.8	16.3	10.3	13.9	26.0	1.6	4.4
25th Percentile	5.4	14.0	21.6	-20.2	8.7	14.1	8.1	11.8	22.6	-5.9	-0.7
Median	4.7	12.7	19.1	-24.0	7.5	12.1	6.5	9.9	19.7	-8.3	-2.7
75th Percentile	4.2	11.2	15.6	-27.2	6.4	10.3	5.3	8.4	17.0	-9.8	-4.8
95th Percentile	3.0	9.3	9.6	-30.4	4.4	6.6	3.9	5.7	11.3	-12.8	-9.0
E Employees Total Fund	4.8 (44)	12.6 (52)	23.8 (14)	-23.1 (43)	6.5 (70)	14.9 (16)	8.3 (23)	7.0 (89)	13.9 (89)	-15.3 (97)	-9.0 (95)
1 Policy Index	4.8 (44)	12.3 (55)	21.0 (29)	-24.9 (56)	7.0 (61)	13.1 (38)	5.6 (67)	8.2 (76)	20.0 (47)	-11.2 (85)	-4.2 (67)
2 Base Policy Index	4.6 (57)	11.3 (74)	18.9 (50)	-22.4 (39)	6.7 (66)	12.2 (49)	4.8 (85)	9.2 (64)	19.6 (51)	-9.0 (66)	-4.5 (71)

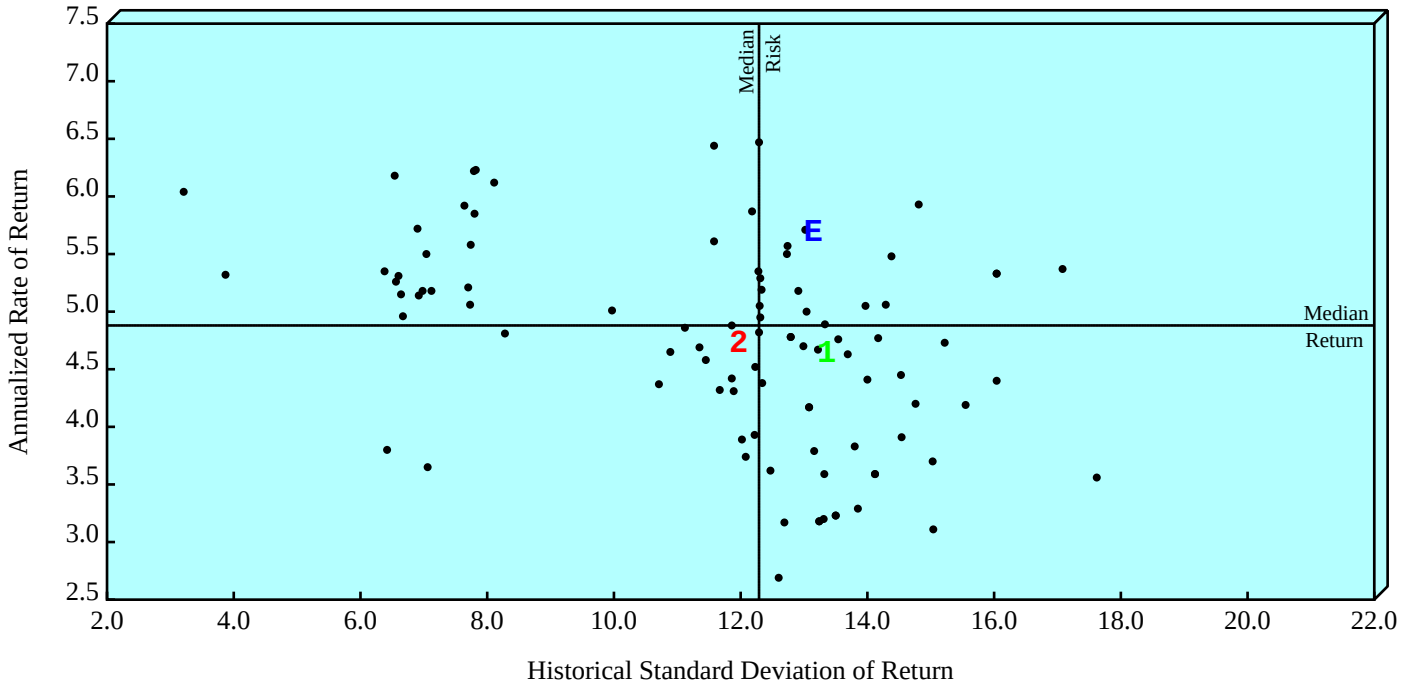
Returns for periods greater than one year are annualized.

City of Dover - Employees
Return vs Risk
Total Returns of Total Fund Public Sponsors
3 Years Ending 6/30/11



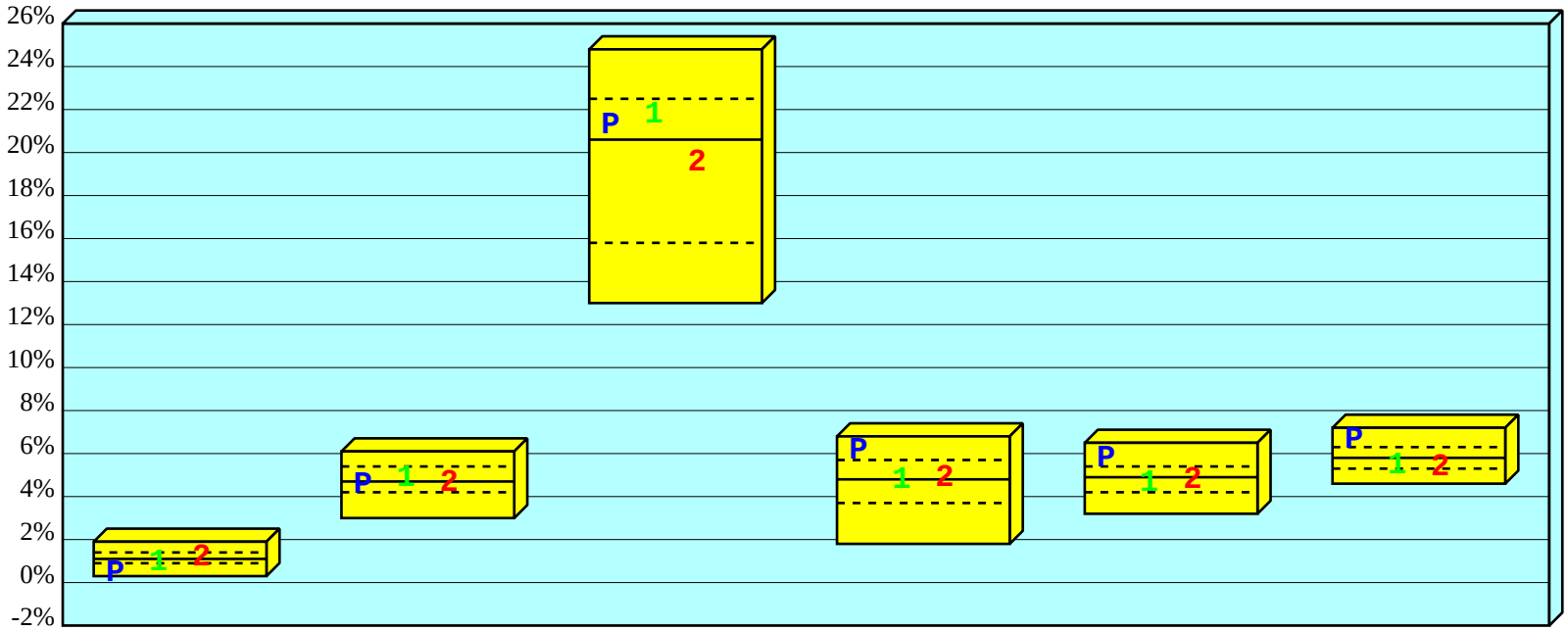
		Annualized Return		Standard Deviation	
		Value	Rank	Value	Rank
E	Employees Total Fund	6.1	12	16.4	72
1	Policy Index	4.7	51	16.7	77
2	Base Policy Index	4.8	47	14.9	47
	Median	4.8		15.2	

City of Dover - Employees
Return vs Risk
Total Returns of Total Fund Public Sponsors
5 Years Ending 6/30/11



		Annualized Return		Standard Deviation	
		Value	Rank	Value	Rank
E	Employees Total Fund	5.7	17	13.2	71
1	Policy Index	4.6	63	13.4	75
2	Base Policy Index	4.7	57	12.1	46
	Median	4.9		12.3	

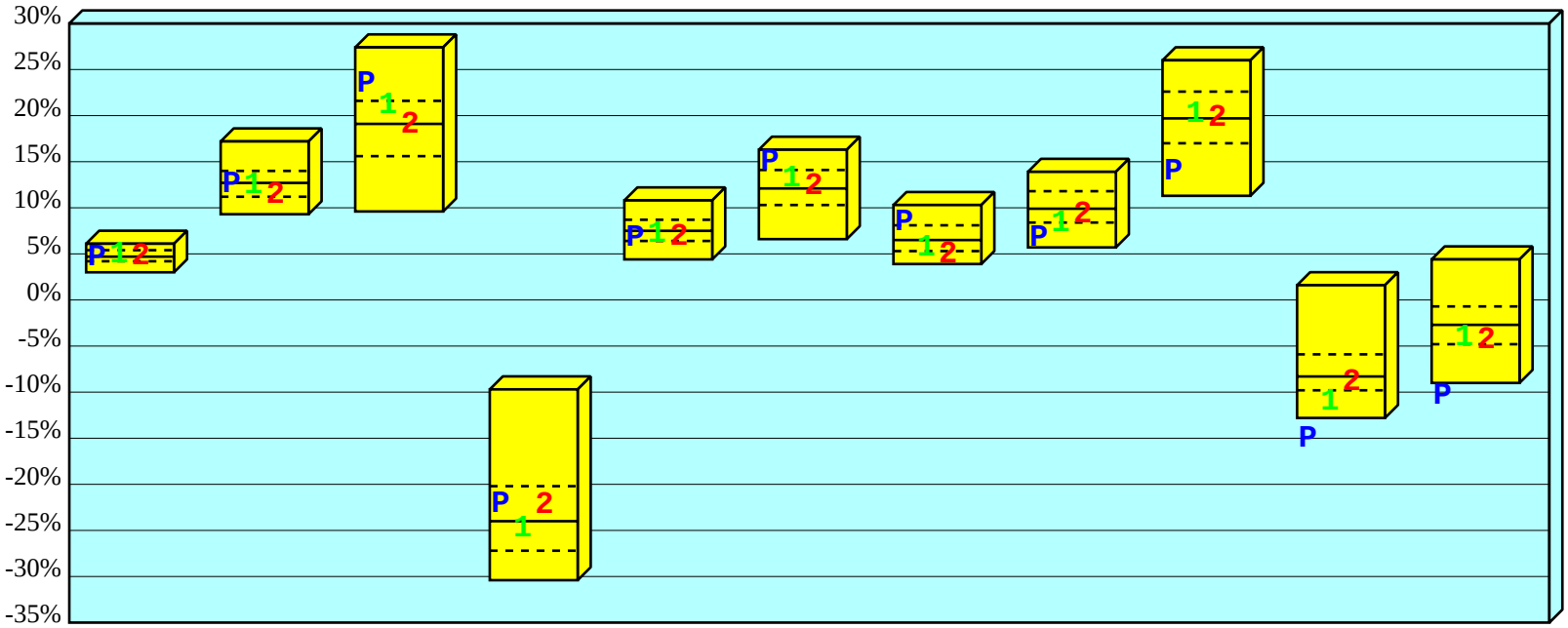
City of Dover - Police Pension Fund
Cumulative Performance Comparison
Total Returns of Total Fund Public Sponsors
Periods Ending 6/11



	Last Qtr	6/11 YTD	Last Year	Last 3 Years	Last 5 Years	Last 7 Years
5th Percentile	1.9	6.1	24.8	6.8	6.5	7.2
25th Percentile	1.4	5.4	22.5	5.7	5.4	6.3
Median	1.1	4.7	20.6	4.8	4.9	5.8
75th Percentile	0.9	4.2	15.8	3.7	4.2	5.3
95th Percentile	0.3	3.0	13.0	1.8	3.2	4.6
P Police Total Fund	0.4 (93)	4.5 (63)	21.2 (43)	6.1 (13)	5.7 (16)	6.6 (18)
1 Policy Index	0.9 (59)	4.8 (44)	21.7 (35)	4.7 (51)	4.6 (63)	5.4 (66)
2 Base Policy Index	1.1 (48)	4.6 (57)	19.5 (60)	4.8 (47)	4.7 (57)	5.3 (73)

Returns for periods greater than one year are annualized.

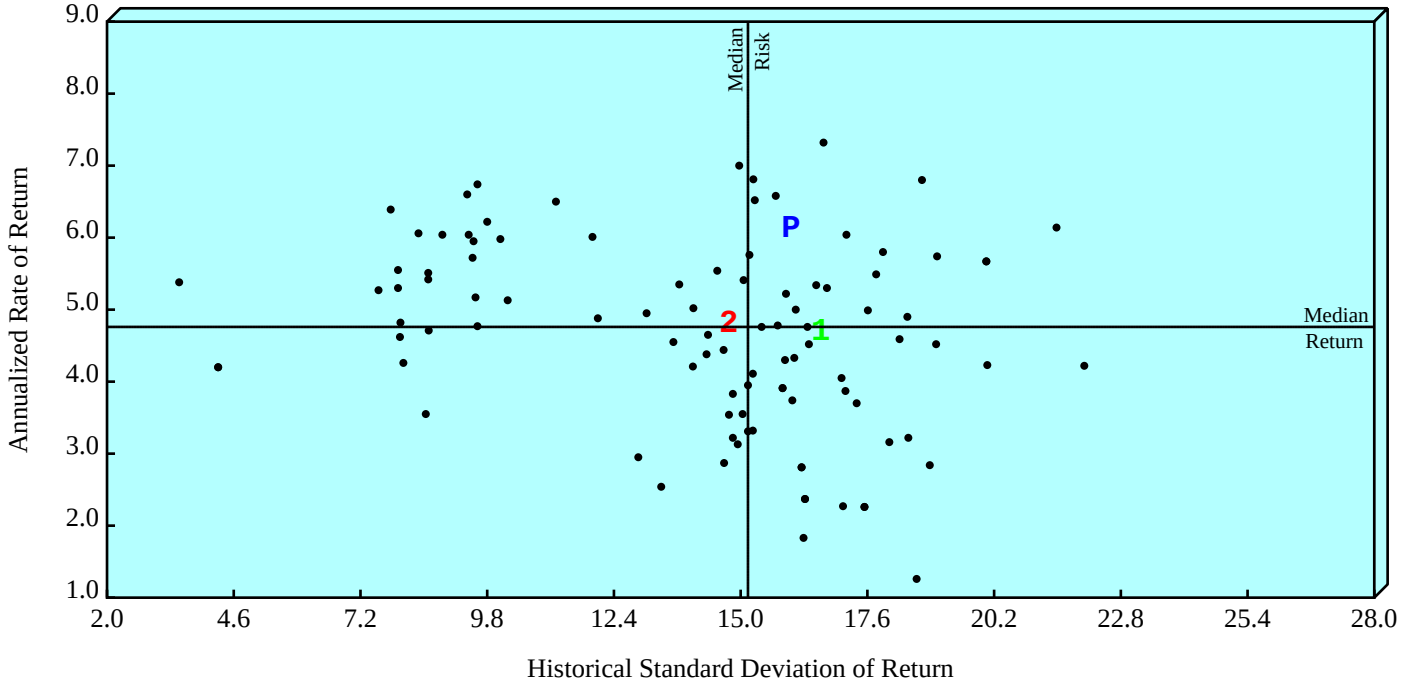
City of Dover - Police Pension Fund
Calendar Year Performance Comparison
Total Returns of Total Fund Public Sponsors
Years Ending December



	6/30/11 YTD	2010	2009	2008	2007	2006	2005	2004	2003	2002	2001
5th Percentile	6.1	17.2	27.4	-9.7	10.8	16.3	10.3	13.9	26.0	1.6	4.4
25th Percentile	5.4	14.0	21.6	-20.2	8.7	14.1	8.1	11.8	22.6	-5.9	-0.7
Median	4.7	12.7	19.1	-24.0	7.5	12.1	6.5	9.9	19.7	-8.3	-2.7
75th Percentile	4.2	11.2	15.6	-27.2	6.4	10.3	5.3	8.4	17.0	-9.8	-4.8
95th Percentile	3.0	9.3	9.6	-30.4	4.4	6.6	3.9	5.7	11.3	-12.8	-9.0
P Police Total Fund	4.5 (63)	12.4 (54)	23.3 (16)	-22.3 (38)	6.6 (70)	14.9 (17)	8.3 (23)	6.6 (92)	13.8 (89)	-15.2 (97)	-10.5 (97)
1 Policy Index	4.8 (44)	12.3 (55)	21.0 (29)	-24.9 (56)	7.0 (61)	13.1 (38)	5.6 (67)	8.2 (76)	20.0 (47)	-11.2 (85)	-4.2 (67)
2 Base Policy Index	4.6 (57)	11.3 (74)	18.9 (50)	-22.4 (39)	6.7 (66)	12.2 (49)	4.8 (85)	9.2 (64)	19.6 (51)	-9.0 (66)	-4.5 (71)

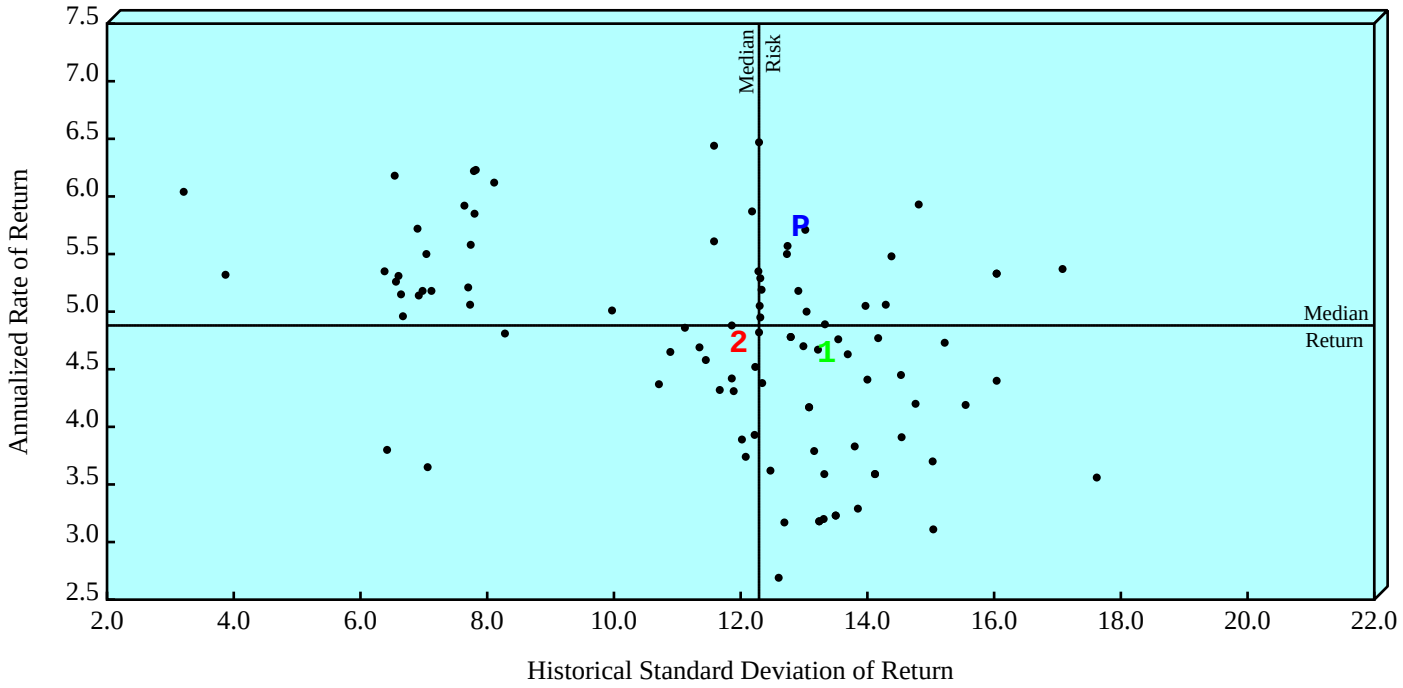
Returns for periods greater than one year are annualized.

City of Dover - Police Pension Fund
Return vs Risk
Total Returns of Total Fund Public Sponsors
3 Years Ending 6/30/11



		Annualized Return		Standard Deviation	
		Value	Rank	Value	Rank
P	Police Total Fund	6.1	13	16.1	68
1	Policy Index	4.7	51	16.7	77
2	Base Policy Index	4.8	47	14.9	47
	Median	4.8		15.2	

City of Dover - Police Pension Fund
Return vs Risk
Total Returns of Total Fund Public Sponsors
5 Years Ending 6/30/11



		Annualized Return		Standard Deviation	
		Value	Rank	Value	Rank
P	Police Total Fund	5.7	16	13.0	67
1	Policy Index	4.6	63	13.4	75
2	Base Policy Index	4.7	57	12.1	46
	Median	4.9		12.3	

PEIRCE PARK GROUP
INVESTMENT MANAGEMENT CONSULTANTS

Domestic Equities

Vanguard Value Index Signal as of June 30, 2011

Prospectus Investment Objective

The investment seeks to replicate, net of expenses, the MSCI US Prime Market Value Index. The fund generally invests all, or substantially all, of its assets in the stocks that make up the index, holding each stock in approximately the same proportion as its weighting in the index. The index measures the investment return of large-capitalization value stocks.

Portfolio Information

Ticker	VVISX
Equity Style Box	Large-Value
Total Fund Net Assets	$15.6B
% Assets in Top 10 Holdings	30.2%
Manager Name	Gerard C. O'Reilly
Manager Tenure	16.5 years
Fund Incept Date	11/02/1992
Expense Ratio	0.12%

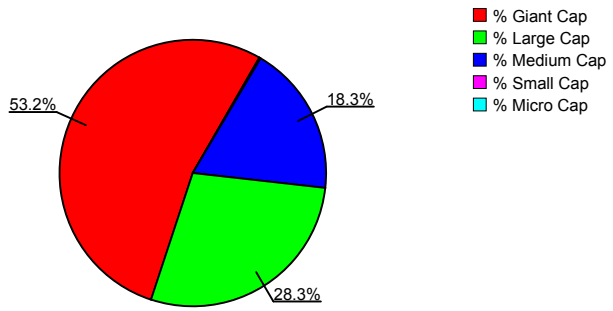
Portfolio Characteristics

	Vanguard Value Index Signal	MSCI US Prime Market Value
Turnover Ratio	27%	-
Total Number of Holdings	416	413
P/E Ratio	14.3	13.1
P/B Ratio	1.7	1.6
Avg Mkt Cap $MM	$46.6B	-

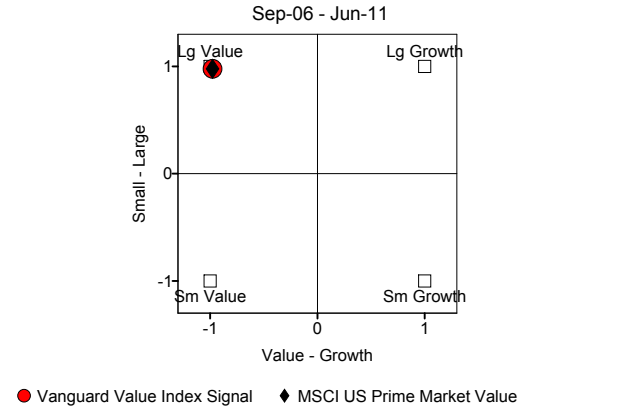
Top Ten Holdings

ExxonMobil Corporation	6.4%
Chevron Corporation	3.3%
General Electric Company	3.2%
AT&T, Inc.	2.7%
JP Morgan Chase & Co	2.7%
Procter & Gamble Company	2.6%
Johnson & Johnson	2.5%
Pfizer Inc.	2.5%
Wells Fargo Company	2.4%
Bank of America Corp	2.0%

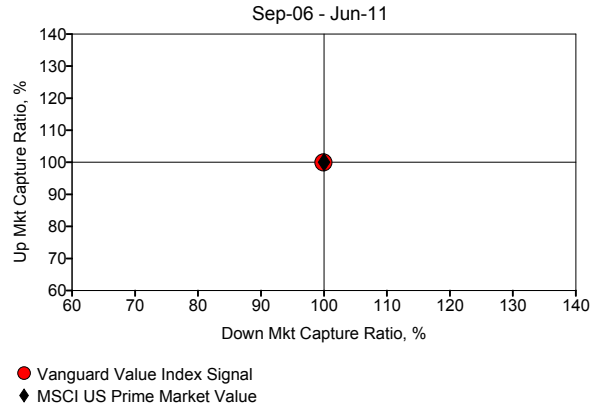
Market Capitalizations



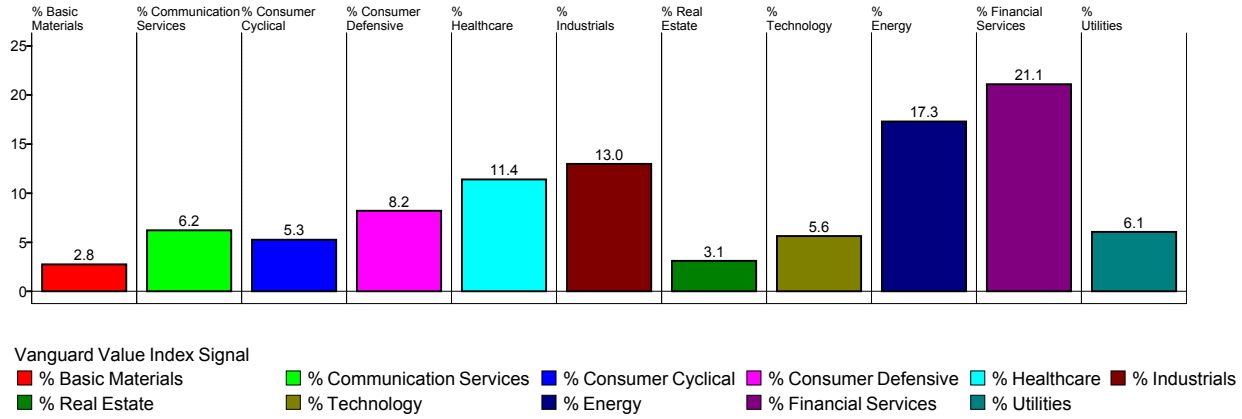
Returns-Based Equity Style Map



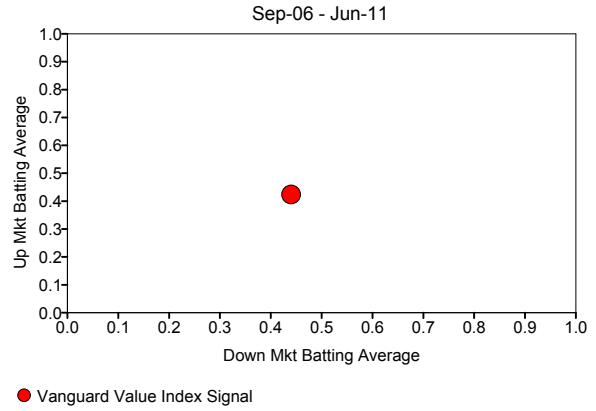
Capture Ratios



Sector Allocations



Batting Averages



Please note: Fund returns are net of fees. Benchmark returns are gross of fees.

Vanguard PRIMECAP Core Inv as of June 30, 2011

Prospectus Investment Objective

The investment seeks to provide long-term capital appreciation. The fund invests in stocks of companies whose future earnings potential, in the view of the fund?s advisor, is not reflected in their current market prices. It can invest in stocks across all industry sectors and market capitalizations.

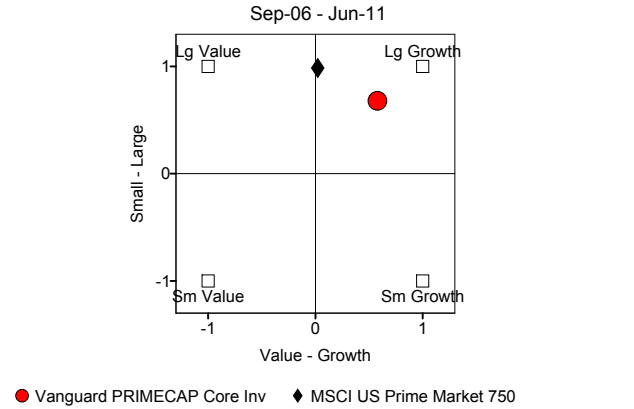
Portfolio Information

Ticker	VPCCX
Equity Style Box	Large-Growth
Total Fund Net Assets	$5.3B
% Assets in Top 10 Holdings	25.4%
Manager Name	Joel P. Fried
Manager Tenure	6.6 years
Fund Incept Date	12/09/2004
Expense Ratio	0.51%

Portfolio Characteristics

	Vanguard PRIMECAP Core Inv	MSCI US Prime Market 750
Turnover Ratio	8%	-
Total Number of Holdings	138	753
P/E Ratio	17.2	15.3
P/B Ratio	2.9	2.2
Avg Mkt Cap $MM	$30.0B	-

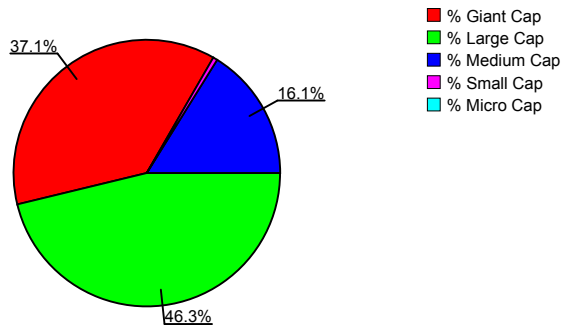
Returns-Based Equity Style Map



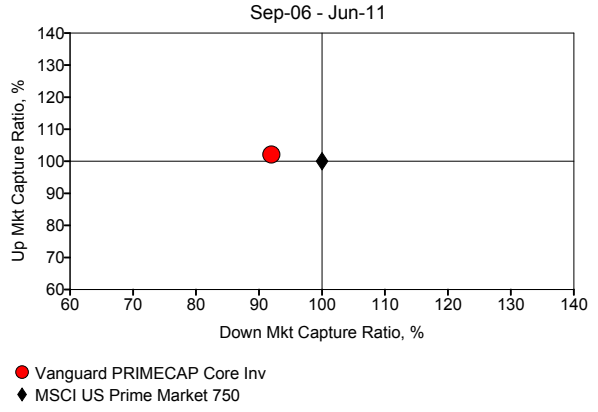
Top Ten Holdings

Amgen, Inc.	3.6%
Marsh & McLennan Companies, Inc.	2.6%
CMT Market Liquidity Rate	2.6%
Intuit, Inc.	2.6%
Roche Holding AG	2.5%
Novartis AG ADR	2.4%
Potash Corporation of Saskatchewan, Inc.	2.4%
Oracle Corporation	2.3%
Eli Lilly and Company	2.3%
Boeing Company	2.1%

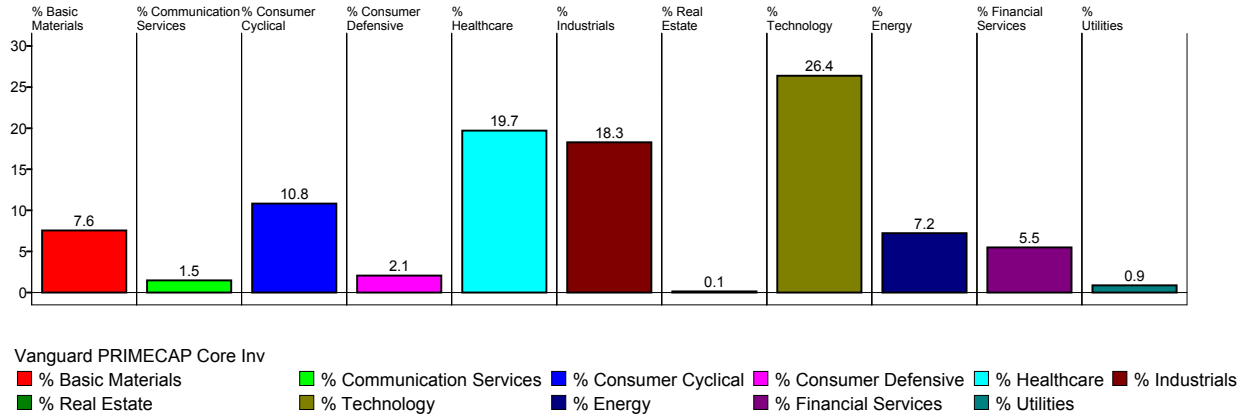
Market Capitalizations



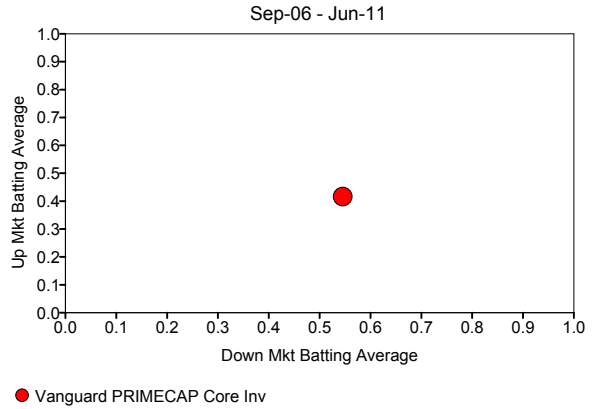
Capture Ratios



Sector Allocations



Batting Averages



Please note: Fund returns are net of fees. Benchmark returns are gross of fees.

Vanguard Morgan Growth Adm as of June 30, 2011

Prospectus Investment Objective

The investment seeks long-term growth of capital. The fund invests mainly in the stocks of mid- and large-capitalization U.S. companies whose revenues and/or earnings are expected to grow faster than those of the average company in the market. It uses multiple investment advisors.

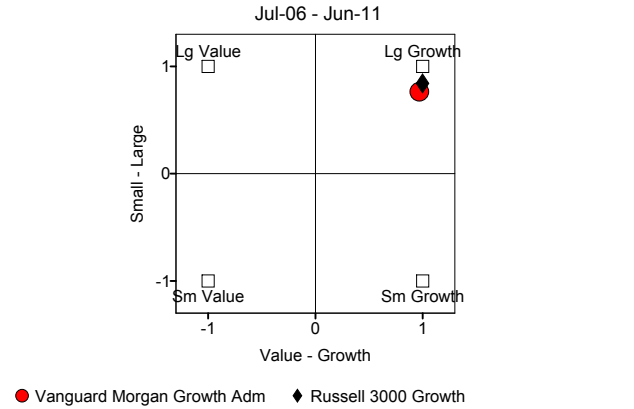
Portfolio Information

Ticker	VMRAX
Equity Style Box	Large-Growth
Total Fund Net Assets	$9.4B
% Assets in Top 10 Holdings	21.2%
Manager Name	James P. Stetler
Manager Tenure	7.5 years
Fund Incept Date	12/31/1968
Expense Ratio	0.29%

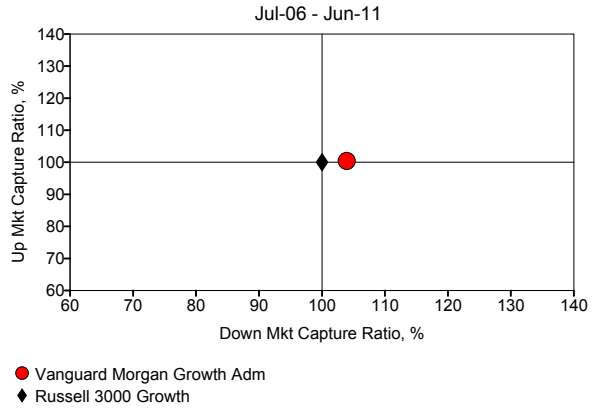
Portfolio Characteristics

	Vanguard Morgan Growth Adm	Russell 3000 Growth
Turnover Ratio	60%	-
Total Number of Holdings	342	1,752
P/E Ratio	19.9	18.4
P/B Ratio	3.5	4.0
Avg Mkt Cap $MM	$24.0B	-

Returns-Based Equity Style Map



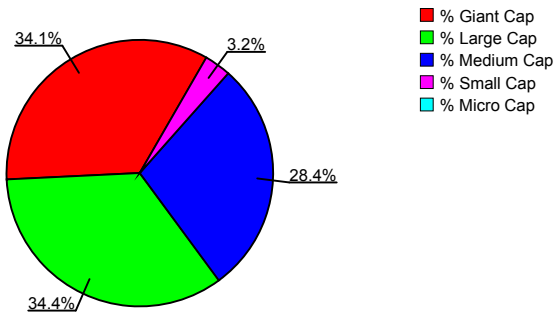
Capture Ratios



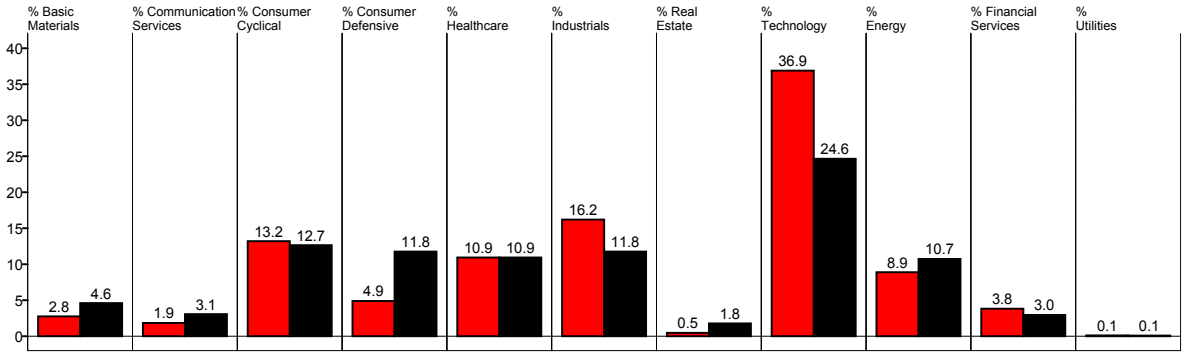
Top Ten Holdings

Apple, Inc.	3.4%
International Business Machines Corp	3.2%
CMT Market Liquidity Rate	2.6%
Oracle Corporation	2.2%
EMC Corporation	1.8%
Altera Corp.	1.7%
Microsoft Corporation	1.7%
Cisco Systems, Inc.	1.7%
Google, Inc.	1.6%
Caterpillar Inc.	1.4%

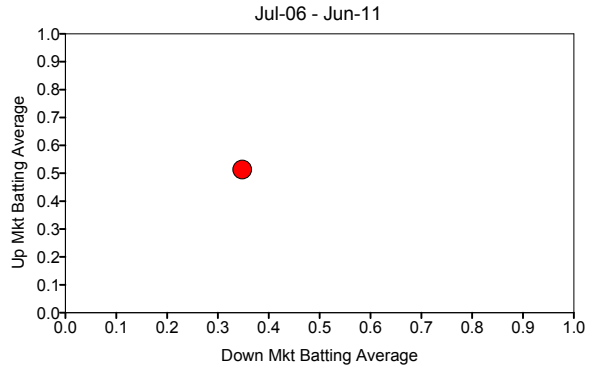
Market Capitalizations



Sector Allocations



Batting Averages



Please note: Fund returns are net of fees. Benchmark returns are gross of fees.

American Funds Growth Fund of Amer R6 as of June 30, 2011

Prospectus Investment Objective

The investment seeks capital growth by investing in common stocks. The fund invests primarily in common stocks and seeks to invest in companies that appear to offer superior opportunities for growth of capital. It may invest a portion of its assets in securities of issuers domiciled outside the U.S. The fund may also hold cash or money market instruments.

Portfolio Information

Ticker	RGAGX
Equity Style Box	Large-Growth
Total Fund Net Assets	$162.4B
% Assets in Top 10 Holdings	17.3%
Manager Name	James E. Drasdo
Manager Tenure	25.7 years
Fund Incept Date	11/30/1973
Expense Ratio	0.34%

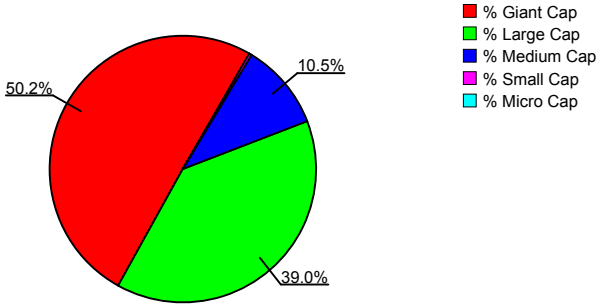
Portfolio Characteristics

	American Funds Growth Fund of Amer R6	Russell 1000 Growth
Turnover Ratio	33%	-
Total Number of Holdings	439	591
P/E Ratio	18.2	18.2
P/B Ratio	2.6	4.1
Avg Mkt Cap $MM	$41.1B	-

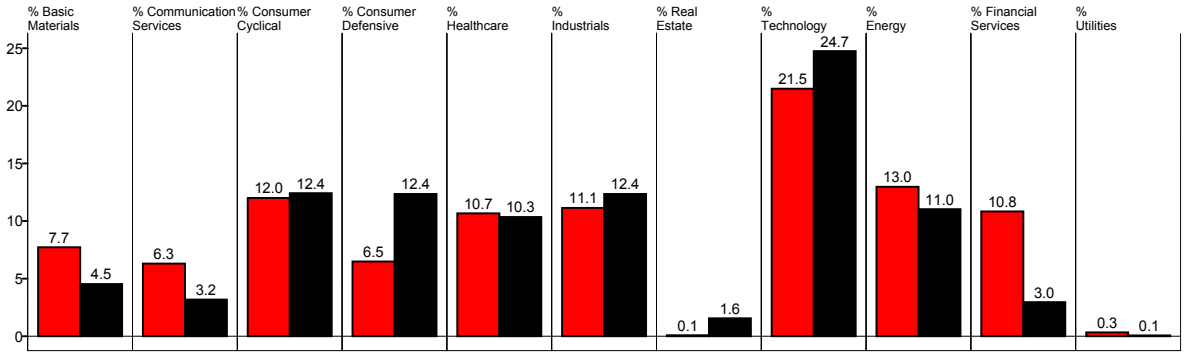
Top Ten Holdings

Oracle Corporation	2.7%
Apple, Inc.	2.4%
Google, Inc.	1.9%
Apache Corporation	1.6%
Schlumberger, Ltd.	1.6%
Microsoft Corporation	1.5%
Home Depot, Inc.	1.5%
Philip Morris International, Inc.	1.5%
Union Pacific Corporation	1.4%
EMC Corporation	1.2%

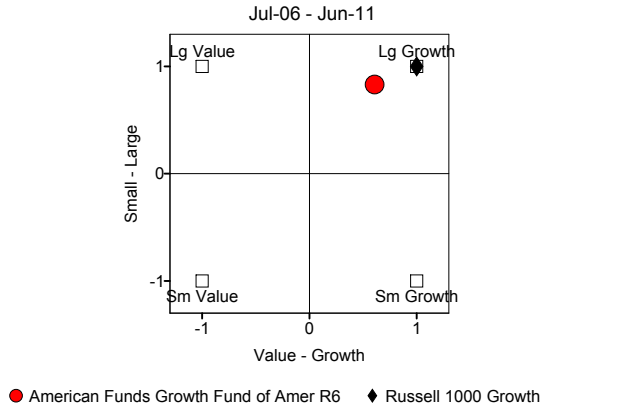
Market Capitalizations



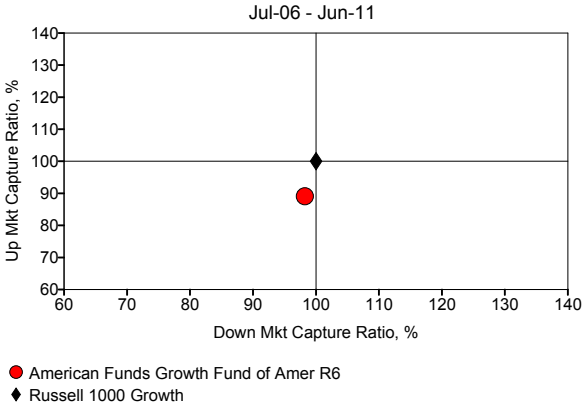
Sector Allocations



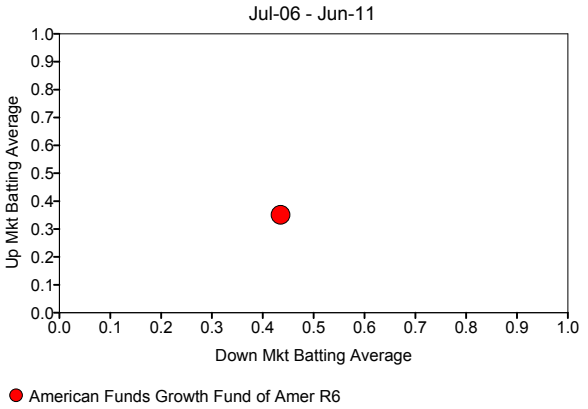
Returns-Based Equity Style Map



Capture Ratios



Batting Averages



Please note: Fund returns are net of fees. Benchmark returns are gross of fees.

DFA US Targeted Value I as of June 30, 2011

Prospectus Investment Objective

The investment seeks long-term capital appreciation. The fund normally invests in a broad and diverse group of common stocks of small and mid cap companies that the advisor believes are undervalued. It invests at least 80% of net assets in securities of U.S. companies whose market capitalizations are generally smaller than the 500th largest U.S. company. The fund may use derivatives, such as futures contracts and options on futures contracts for U.S. equity securities and indices. It may also lend its portfolio securities to generate additional income.

Portfolio Information

Ticker	DFFVX
Equity Style Box	Small-Value
Total Fund Net Assets	$2.9B
% Assets in Top 10 Holdings	4.9%
Manager Name	Stephen A. Clark
Manager Tenure	3.3 years
Fund Incept Date	02/23/2000
Expense Ratio	0.38%

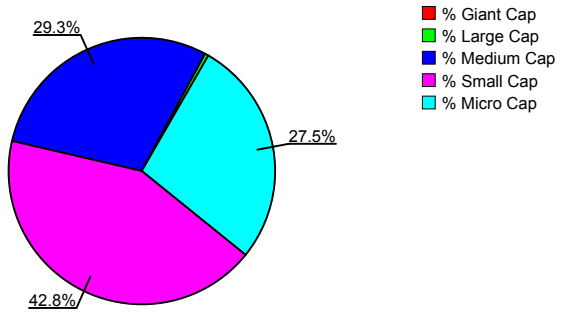
Portfolio Characteristics

	DFA US Targeted Value I	Russell 2500 Value
Turnover Ratio	20%	-
Total Number of Holdings	1,566	1,709
P/E Ratio	15.7	14.6
P/B Ratio	1.3	1.4
Avg Mkt Cap $MM	$1.3B	-

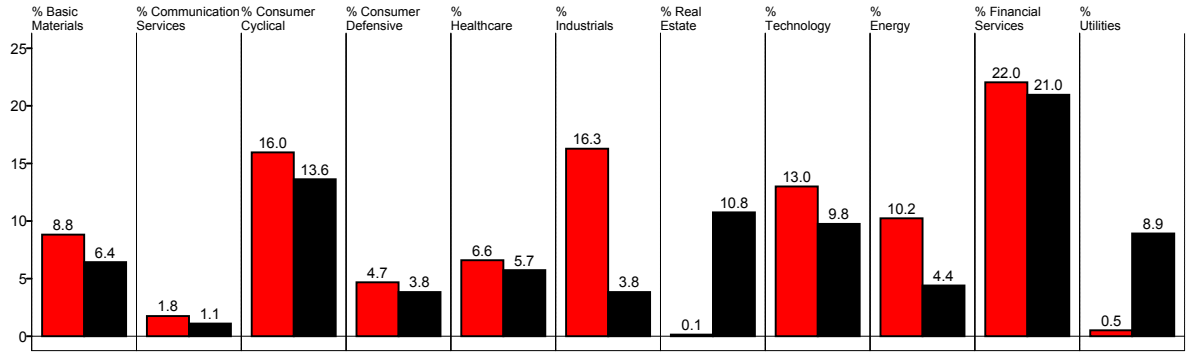
Top Ten Holdings

Rowan Companies, Inc.	0.6%
Arrow Electronics, Inc.	0.5%
Coventry Health Care, Inc.	0.5%
Reinsurance Group of America	0.5%
NASDAQ OMX Group, Inc.	0.5%
Axis Capital Holdings Ltd.	0.5%
Plains Exploration & Production Company	0.5%
Tech Data Corporation	0.5%
Sunoco, Inc.	0.5%
MeadWestvaco Corporation	0.5%

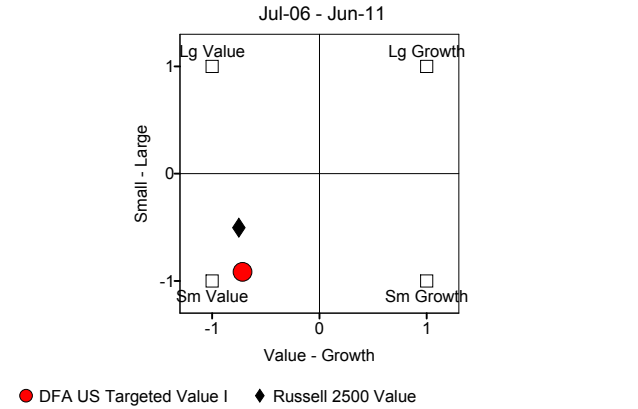
Market Capitalizations



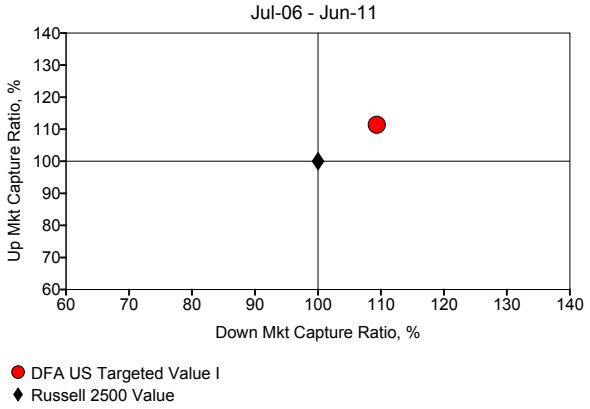
Sector Allocations



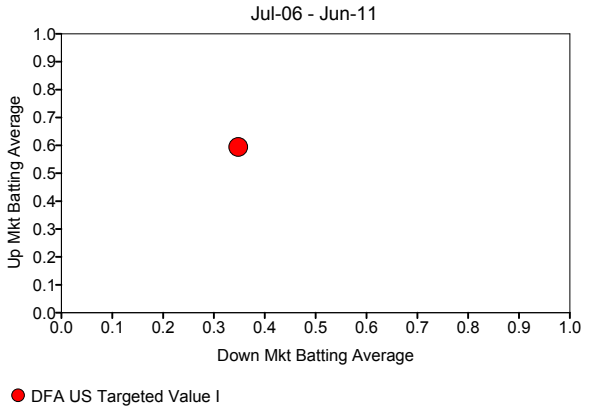
Returns-Based Equity Style Map



Capture Ratios



Batting Averages



Please note: Fund returns are net of fees. Benchmark returns are gross of fees.

Royce Value Plus Invmt as of June 30, 2011

Prospectus Investment Objective

The investment seeks long-term growth of capital. The fund normally invests at least 80% of assets in equities securities of small-, mid-, and micro-cap companies. It may invest up to 25% of assets in the securities of foreign issuers that it believes are trading significantly below its estimate of their current worth. The fund may give consideration to those companies that Royce believes have above-average growth prospects.

Portfolio Information

Ticker	RVPHX
Equity Style Box	Small-Growth
Total Fund Net Assets	$2.9B
% Assets in Top 10 Holdings	16.0%
Manager Name	W. Whitney George
Manager Tenure	10.1 years
Fund Incept Date	06/14/2001
Expense Ratio	1.08%

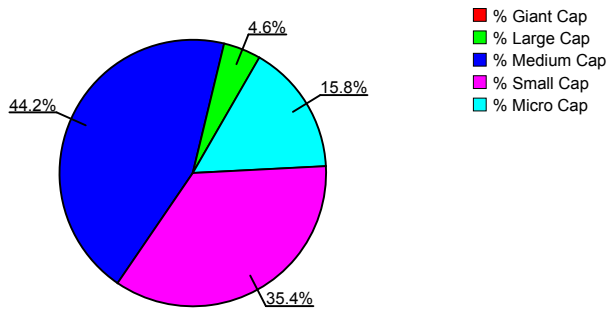
Portfolio Characteristics

	Royce Value Plus Invmt	Russell 2000 Growth
Turnover Ratio	48%	-
Total Number of Holdings	126	1,161
P/E Ratio	21.7	21.7
P/B Ratio	2.4	3.5
Avg Mkt Cap $MM	$1.9B	-

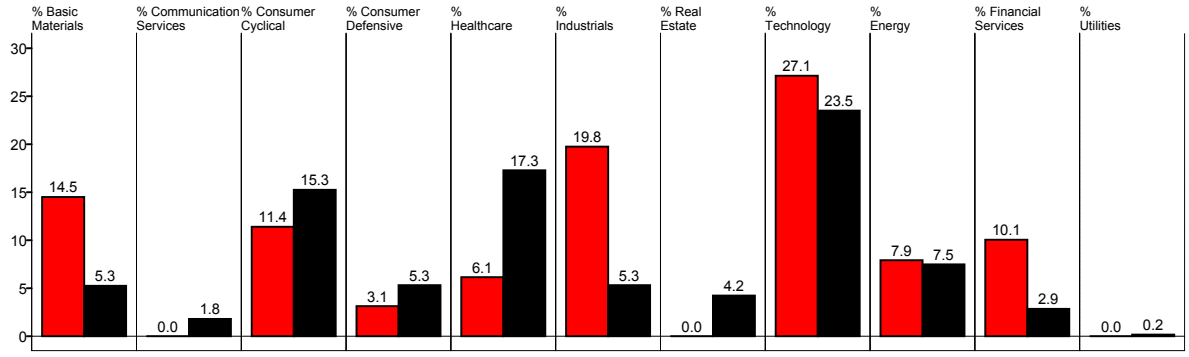
Top Ten Holdings

Allied Nevada Gold Corp	2.0%
Worthington Industries	1.8%
Avid Technology, Inc.	1.7%
International Rectifier	1.7%
Silver Standard Resources, Inc.	1.6%
Valmont Industries, Inc.	1.6%
Mercury Computer Systems, Inc.	1.5%
Littelfuse Inc.	1.4%
Myriad Genetics, Inc.	1.4%
Varian Semiconductor Equipment Associates, Inc.	1.4%

Market Capitalizations

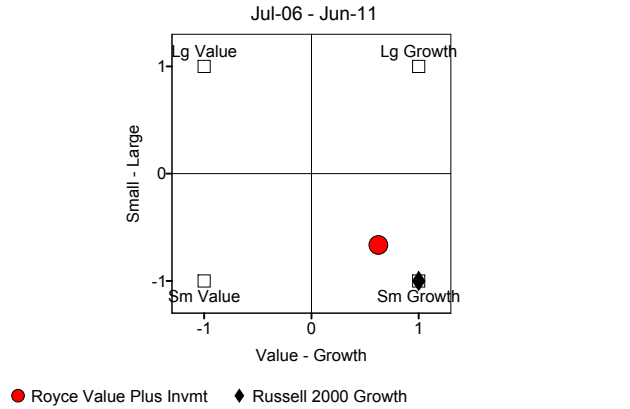


Sector Allocations

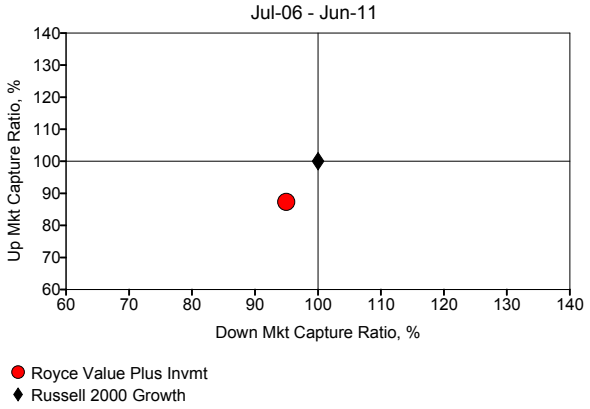


Please note: Fund returns are net of fees. Benchmark returns are gross of fees.

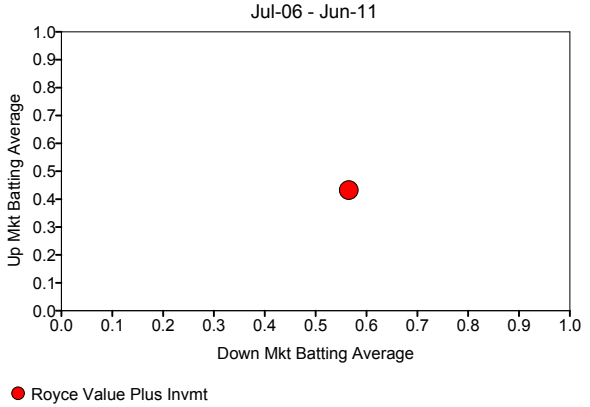
Returns-Based Equity Style Map



Capture Ratios



Batting Averages



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PEIRCE PARK GROUP
INVESTMENT MANAGEMENT CONSULTANTS

International Equities

American Funds EuroPacific Gr R6 as of June 30, 2011

Prospectus Investment Objective

The investment seeks to provide long-term growth of capital. The fund invests primarily in common stocks of issuers in Europe and the Pacific Basin that the investment adviser believes have the potential for growth. Growth stocks are stocks that the investment adviser believes have the potential for above-average capital appreciation. It normally invests at least 80% of net assets in securities of issuers in Europe and the Pacific Basin. The fund may invest a portion of its assets in common stocks and other securities of companies in countries with developing economies and/or markets.

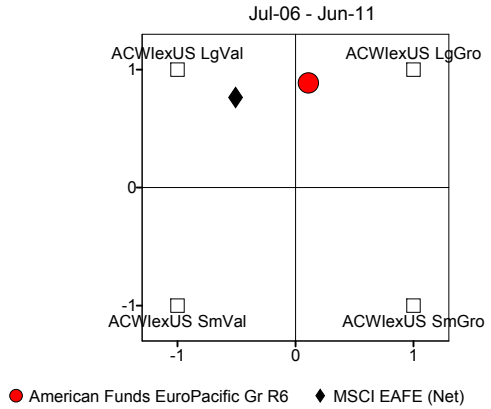
Portfolio Information

Ticker	RERGX
Equity Style Box	Large-Blend
Total Fund Net Assets	$116.2B
% Assets in Top 10 Holdings	17.7%
Manager Name	Stephen E. Bepler
Manager Tenure	27.2 years
Fund Incept Date	04/16/1984
Expense Ratio	0.50%

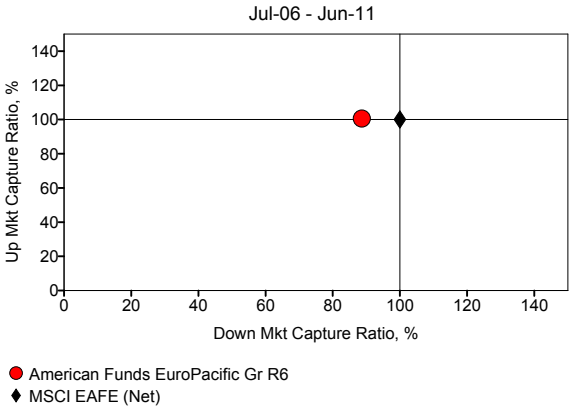
Portfolio Characteristics

	American Funds EuroPacific Gr R6	MSCI EAFE (Net)
Turnover Ratio	31%	-
Total Number of Holdings	416	944
P/E Ratio	16.0	12.4
P/B Ratio	2.0	1.4
Avg. Mkt. Capitalization	$37.5B	-

Returns-Based Equity Style Map



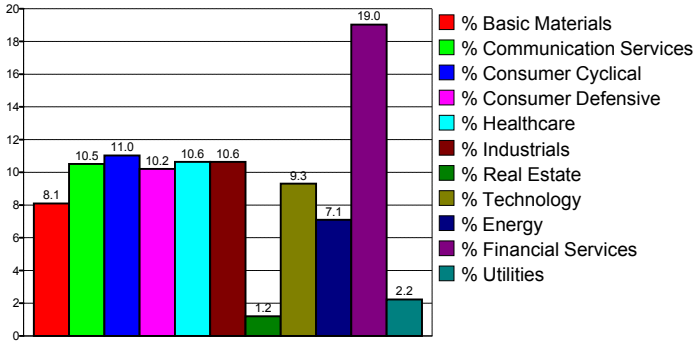
Capture Ratios



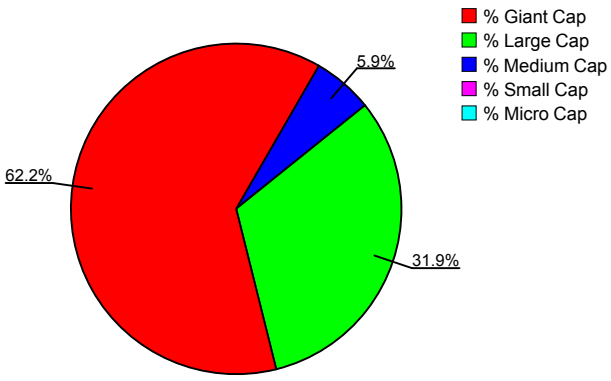
Top Ten Holdings

Novo Nordisk A/S	2.7%
America Movil S.A.B. de C.V. ADR L	2.7%
Softbank Corporation	1.9%
Bayer AG	1.8%
Novartis AG	1.7%
Daimler AG	1.6%
Samsung Electronics Co., Ltd.	1.4%
Nestle SA	1.4%
HTC Corporation	1.3%
Anheuser-Busch InBev SA	1.1%

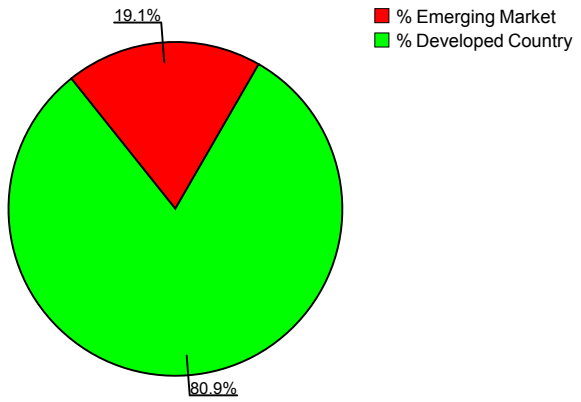
Sector Allocations



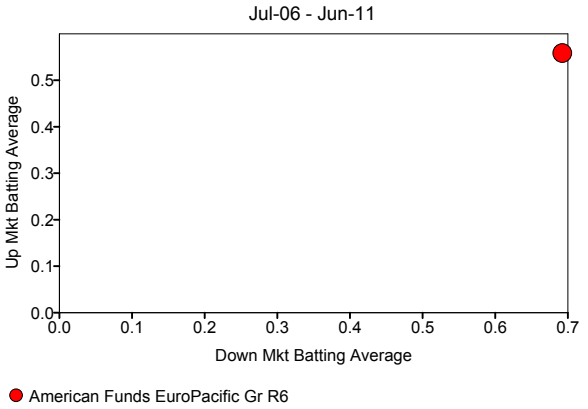
Market Capitalizations



Developed/Emerging Market Allocations



Batting Averages



DFA Intl Value I as of June 30, 2011

Prospectus Investment Objective

The investment seeks long-term capital appreciation. The fund normally invests substantially all of its assets in the DFA International Value Series. The DFA International Value Series, using a market capitalization weighted approach, purchases stocks of large non-U.S. companies in countries with developed markets that the Advisor determines to be value stocks.

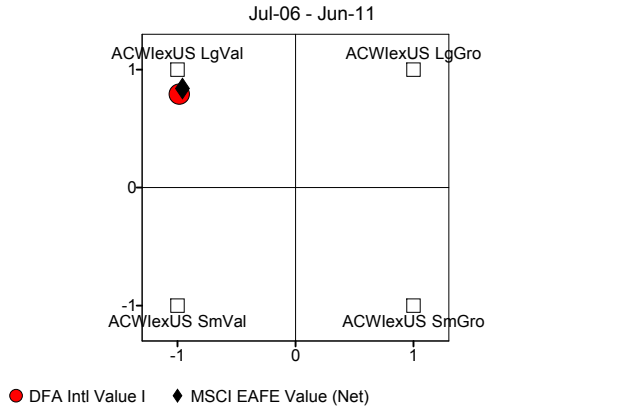
Portfolio Information

Ticker	DFIVX
Equity Style Box	Large-Value
Total Fund Net Assets	$5.9B
% Assets in Top 10 Holdings	17.0%
Manager Name	Karen E. Umland
Manager Tenure	12.5 years
Fund Incept Date	02/15/1994
Expense Ratio	0.45%

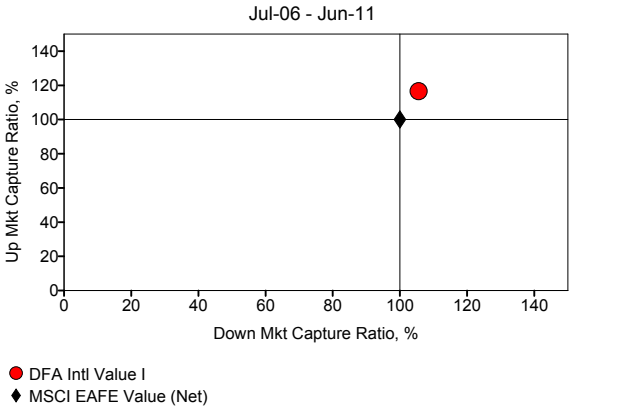
Portfolio Characteristics

	DFA Intl Value I	MSCI EAFE Value (Net)
Turnover Ratio	20%	-
Total Number of Holdings	542	510
P/E Ratio	12.9	10.1
P/B Ratio	1.0	1.1
Avg. Mkt. Capitalization	$22.7B	-

Returns-Based Equity Style Map



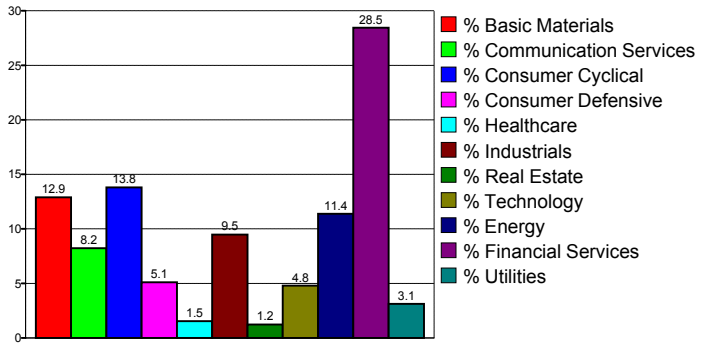
Capture Ratios



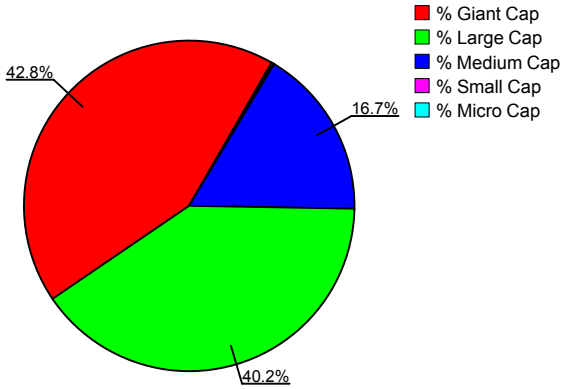
Top Ten Holdings

Vodafone Group PLC ADR	3.1%
Royal Dutch Shell PLC ADR B	3.1%
Daimler AG	1.9%
GDF Suez	1.4%
Suncor Energy, Inc.	1.4%
Vodafone Group PLC	1.3%
Vivendi	1.3%
Xstrata PLC	1.2%
Zurich Financial Services AG	1.2%
ArcelorMittal SA	1.2%

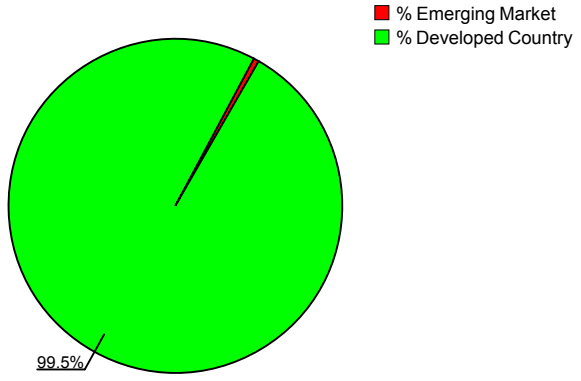
Sector Allocations



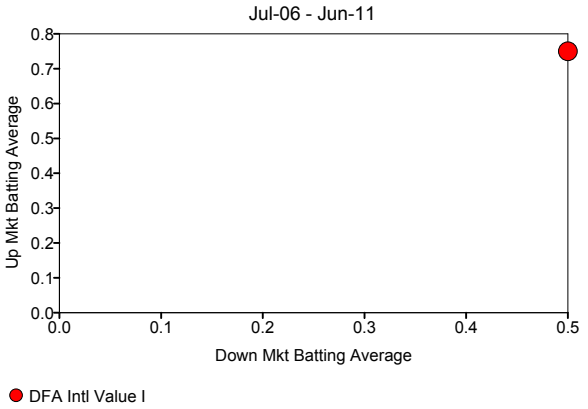
Market Capitalizations



Developed/Emerging Market Allocations



Batting Averages



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PEIRCE PARK GROUP
INVESTMENT MANAGEMENT CONSULTANTS

Fixed Income

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Vanguard Interm-Term Bond Index Signal

EQ Style	FI Style	Morningstar Category
-	Medium/Lo	Intermediate-term Bond

AA Data updated through 06-30-2011

Portfolio: Bond Quality

Credit Quality %

	Average	Credit Quality % AAA	AA	A	BBB	BB	B	Below B	NR/NA
As of 03-31-11	A	58	6	17	19	0	0	0	0
2010	A	55	6	20	19	0	0	0	0
2009	A	54	6	21	19	0	0	0	0
2008	A	58	5	22	15	0	0	0	0

Maturity and Duration

	Avg Eff Maturity Yr	Stated Maturity Range % 1-3 Yr	3-5 Yr	5-7 Yr	7-10 Yr	10-15 Yr	15-20 Yr	20-30 Yr	Avg Eff Duration
As of 03-31-11	7.3	0.0	0.1	42.7	56.2	0.5	0.0	0.0	*6.3
2010	7.3	0.0	0.1	43.8	55.2	0.2	0.0	0.0	*6.3
2009	7.5	0.0	0.2	36.8	62.3	0.1	0.0	0.1	*6.3

Coupon and Price

	Avg Wtd Coupon %	Coupon Range % 0,PIK	0-8	8-11	11-13	13-14.5	+14.5	NA	Avg Wtd Price
As of 03-31-11	4.78	0.00	94.22	4.50	0.05	0.00	0.00	1.23	107.06
2010	4.78	0.00	93.70	5.02	0.05	0.00	0.00	1.23	108.39
2009	5.39	0.00	89.90	7.96	0.82	0.00	0.00	1.32	107.01

* Provided by fund

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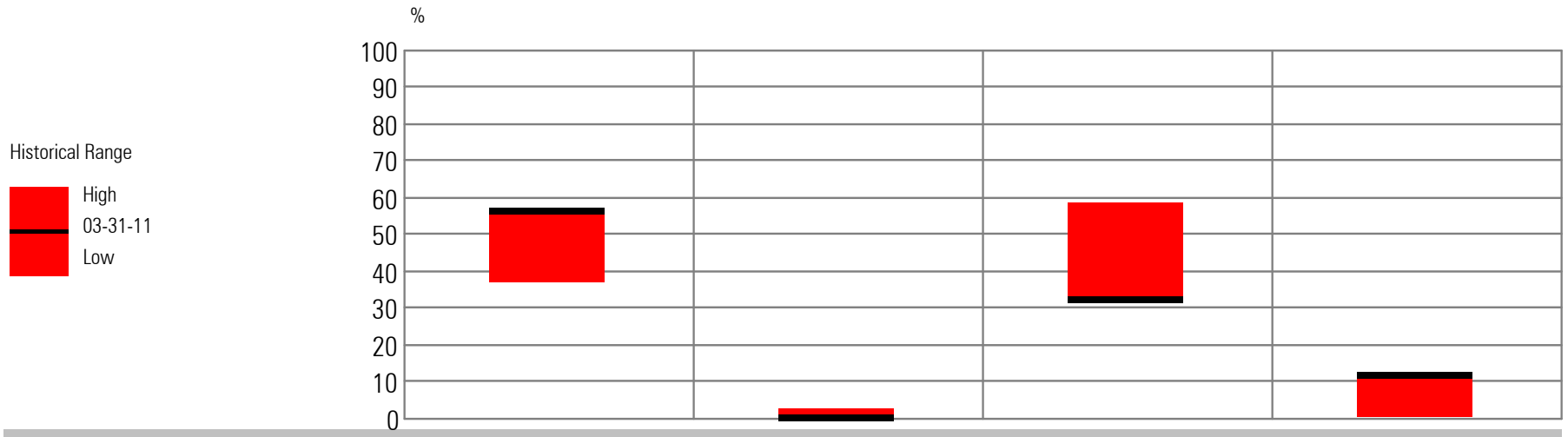
Vanguard Interm-Term Bond Index Signal

EQ Style	FI Style	Morningstar Category
-	Medium/Lo	Intermediate-term Bond

AA Data updated through 06-30-2011

Portfolio: Composition

% of bonds

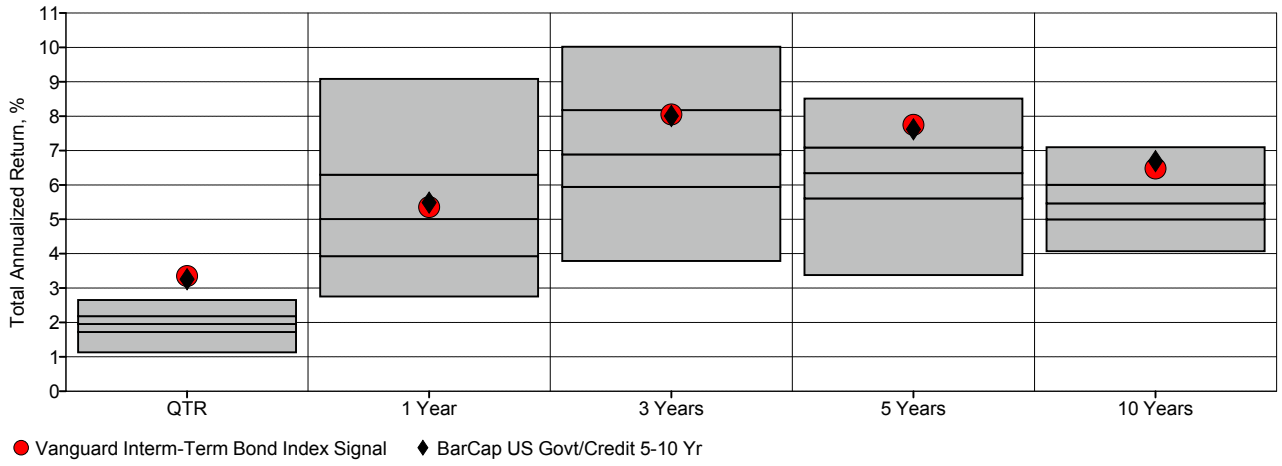


	US Govt	Mortgage	Credit	Foreign
As of 03-31-11	56.1	0.0	32.3	11.5
3 year Average	53.8	0.4	34.6	11.2
2010	57.5	0.0	31.6	10.9
2009	50.3	1.1	36.8	11.8
2008	53.5	0.1	35.5	11.0
2007	52.2	0.0	43.5	4.2
2006	49.6	0.1	45.2	5.2
2005	48.1	0.1	46.4	5.4
2004	44.7	0.1	52.7	2.5
2003	43.5	0.1	53.9	2.5

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Vanguard Interm-Term Bond Index Signal as of June 30, 2011

Cumulative Returns



● Vanguard Interm-Term Bond Index Signal ♦ BarCap US Govt/Credit 5-10 Yr

	QTR	YTD	1 Year	3 Years	5 Years	10 Years
Vanguard Interm-Term Bond Index Signal	3.3	3.6	5.4	8.0	7.7	6.5
BarCap US Govt/Credit 5-10 Yr	3.3	3.7	5.5	8.0	7.6	6.7
Peer Group Rankings:						
Vanguard Interm-Term Bond Index Signal	1	14	42	28	13	12
BarCap US Govt/Credit 5-10 Yr	1	12	40	28	15	9

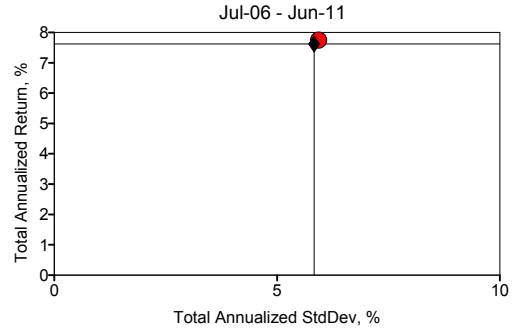
Consecutive Returns



● Vanguard Interm-Term Bond Index Signal ♦ BarCap US Govt/Credit 5-10 Yr

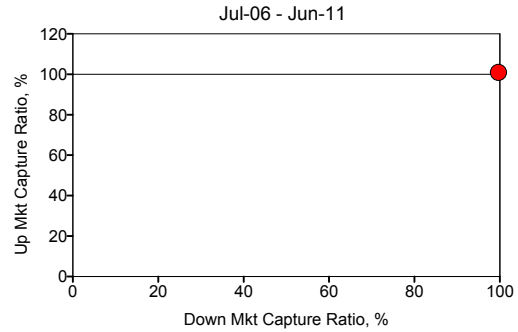
	2010	2009	2008	2007	2006	2005	2004	2003	2002
Vanguard Interm-Term Bond Index Signal	9.5	6.9	5.0	7.7	3.9	1.8	5.2	5.6	10.9
BarCap US Govt/Credit 5-10 Yr	9.4	6.5	5.1	7.6	3.8	1.8	5.3	6.0	13.0
Peer Group Rankings:									
Vanguard Interm-Term Bond Index Signal	16	82	14	6	65	71	12	29	7
BarCap US Govt/Credit 5-10 Yr	16	84	14	7	73	64	10	25	1

Annual Return vs. Annual Std. Dev.



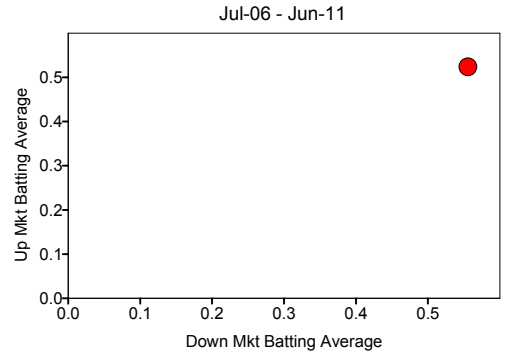
● Vanguard Interm-Term Bond Index Signal
♦ BarCap US Govt/Credit 5-10 Yr

Capture Ratios



● Vanguard Interm-Term Bond Index Signal
♦ BarCap US Govt/Credit 5-10 Yr

Batting Averages



● Vanguard Interm-Term Bond Index Signal

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Vanguard Short-Term Bond Index Signal

EQ Style	FI Style	Morningstar Category
-	High/Short	Short-term Bond

AA Data updated through 06-30-2011

Portfolio: Bond Quality

Credit Quality %

	Average	Credit Quality % AAA	AA	A	BBB	BB	B	Below B	NR/NA
As of 03-31-11	AA	76	7	11	7	0	0	0	0
2010	AA	76	6	11	7	0	0	0	0
2009	AA	76	6	11	8	0	0	0	0
2008	AA	75	5	12	7	0	0	0	0

Maturity and Duration

	Avg Eff Maturity Yr	Stated Maturity Range % 1-3 Yr	3-5 Yr	5-7 Yr	7-10 Yr	10-15 Yr	15-20 Yr	20-30 Yr	Avg Eff Duration
As of 03-31-11	2.7	58.5	40.4	1.1	0.0	0.0	0.0	0.0	*2.6
2010	2.7	56.8	41.8	1.4	0.0	0.0	0.0	0.0	*2.6
2009	2.7	60.3	38.9	0.7	0.0	0.0	0.0	0.0	*2.6

Coupon and Price

	Avg Wtd Coupon %	Coupon Range % 0,PIK	0-8	8-11	11-13	13-14.5	+14.5	NA	Avg Wtd Price
As of 03-31-11	2.78	9.78	89.13	0.51	0.33	0.00	0.00	0.25	103.01
2010	2.84	8.73	90.32	0.59	0.02	0.00	0.00	0.34	103.54
2009	3.60	5.81	93.14	0.67	0.02	0.00	0.00	0.36	103.50

* Provided by fund

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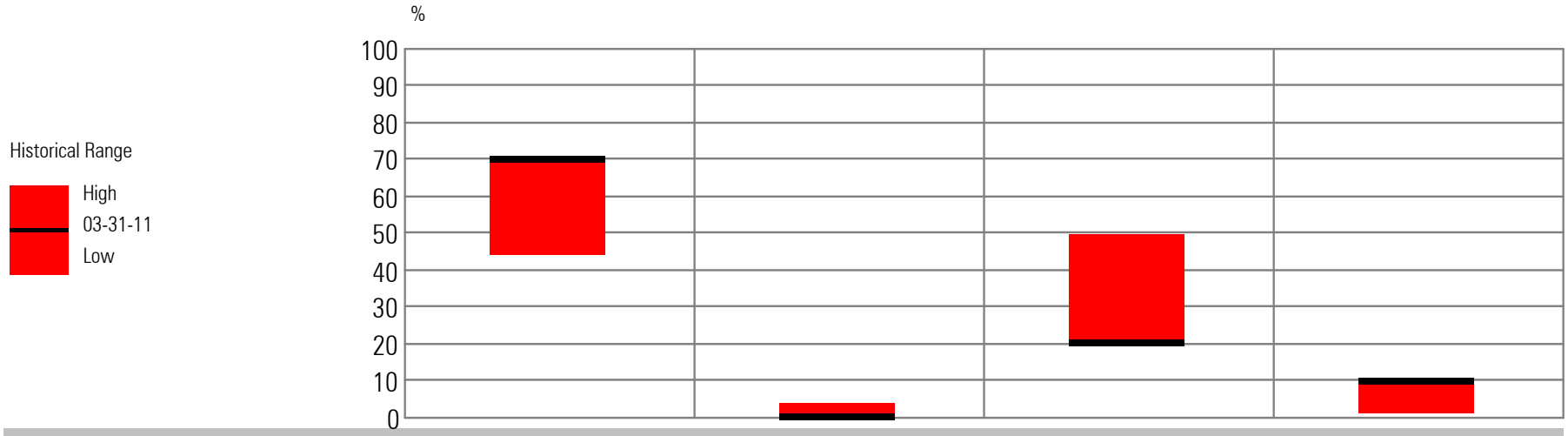
Vanguard Short-Term Bond Index Signal

AA Data updated through 06-30-2011

EQ Style	FI Style	Morningstar Category
-	High/Short	Short-term Bond

Portfolio: Composition

% of bonds

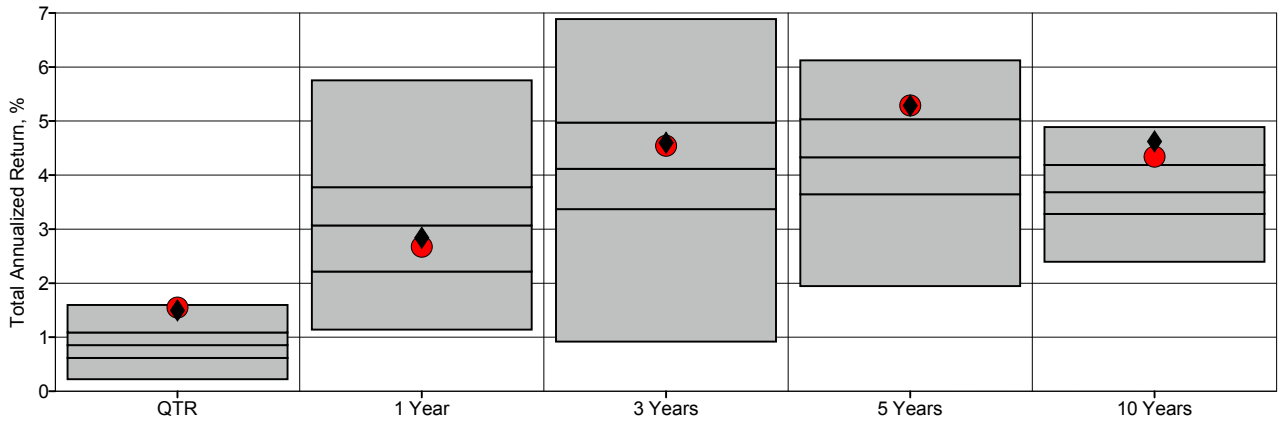


	US Govt	Mortgage	Credit	Foreign
As of 03-31-11	70.0	0.0	20.2	9.8
3 year Average	67.6	0.3	22.7	9.3
2010	69.9	0.0	20.9	9.2
2009	65.3	1.0	24.0	9.6
2008	67.5	0.0	23.3	9.2
2007	66.9	0.6	30.2	2.3
2006	68.7	0.2	28.4	2.7
2005	70.1	0.1	26.4	3.4
2004	67.0	0.2	30.2	2.6
2003	61.7	0.4	36.5	1.4

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Vanguard Short-Term Bond Index Signal as of June 30, 2011

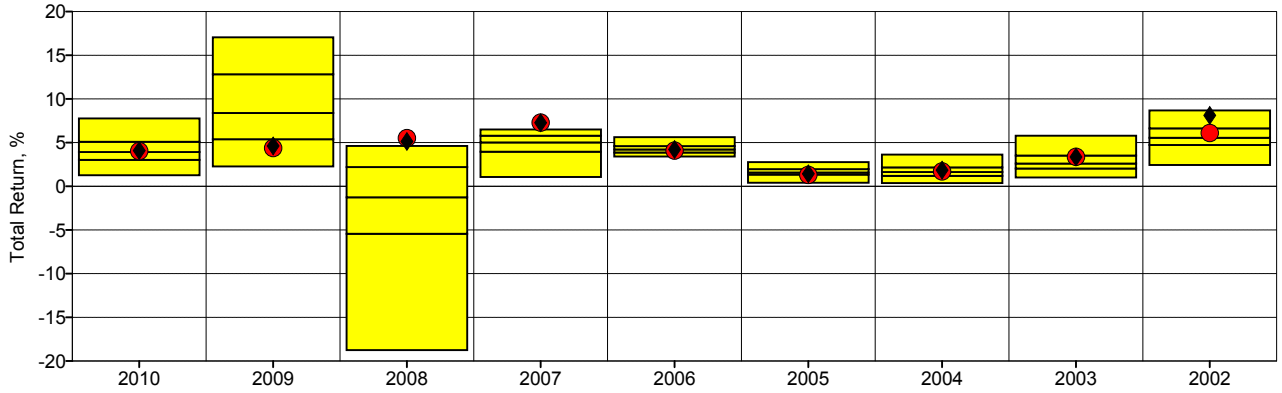
Cumulative Returns



● Vanguard Short-Term Bond Index Signal ♦ BarCap Govt/Credit 1-5 Yr

	QTR	YTD	1 Year	3 Years	5 Years	10 Years
Vanguard Short-Term Bond Index Signal	1.5	1.7	2.7	4.5	5.3	4.3
BarCap Govt/Credit 1-5 Yr	1.5	1.8	2.8	4.6	5.3	4.6
Peer Group Rankings:						
Vanguard Short-Term Bond Index Signal	7	35	60	38	19	19
BarCap Govt/Credit 1-5 Yr	9	31	56	34	19	17

Consecutive Returns

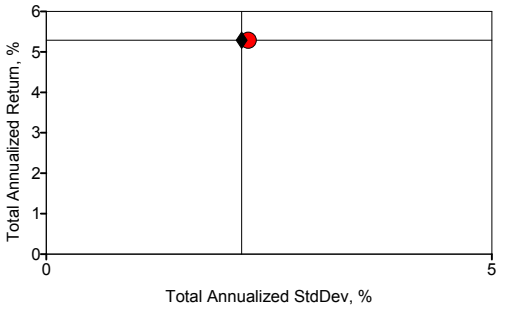


● Vanguard Short-Term Bond Index Signal ♦ BarCap Govt/Credit 1-5 Yr

	2010	2009	2008	2007	2006	2005	2004	2003	2002
Vanguard Short-Term Bond Index Signal	4.0	4.4	5.5	7.3	4.1	1.3	1.7	3.4	6.1
BarCap Govt/Credit 1-5 Yr	4.1	4.6	5.1	7.3	4.2	1.4	1.8	3.4	8.1
Peer Group Rankings:									
Vanguard Short-Term Bond Index Signal	45	84	2	2	59	77	45	30	37
BarCap Govt/Credit 1-5 Yr	44	83	3	2	50	64	40	30	8

Annual Return vs. Annual Std. Dev.

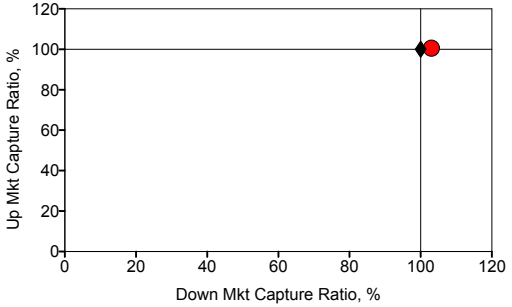
Jul-06 - Jun-11



● Vanguard Short-Term Bond Index Signal
♦ BarCap Govt/Credit 1-5 Yr

Capture Ratios

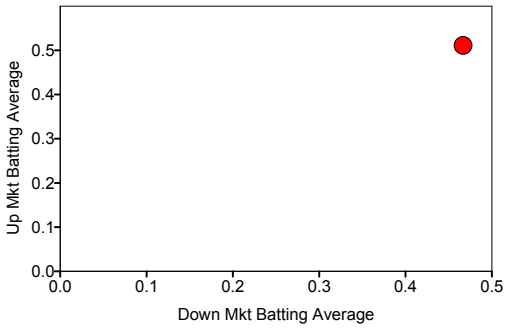
Jul-06 - Jun-11



● Vanguard Short-Term Bond Index Signal
♦ BarCap Govt/Credit 1-5 Yr

Batting Averages

Jul-06 - Jun-11



● Vanguard Short-Term Bond Index Signal

Glossary

PEIRCE PARK GROUP
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Batting Average: Defined as the number of periods that the product outperforms the benchmark divided by the total number of periods for the entire evaluation period. It is a percentage indicating the probability of "value-added" performance by the product compared to the benchmark in a given date range.

Down Market Capture Return: A measure of the manager's performance in down markets relative to the market itself. This is an annualized semi-variance rate of return that represents a gain or loss generated during the market down periods. The return for the market for each quarter is considered a down market quarter if it is less than zero. Using those down quarters, the returns for the manager for all down quarters are linked and annualized to get this number. Please note that just because the market performance is down does not mean that the performance of the manager is down as well.

Growth Equity: Equities that exhibit higher capital appreciation and earnings growth characteristics than the broad market. The issuing companies tend to have high earnings reinvestment rates and therefore, pay out little dividend. Growth stocks typically have high price-to-book ratios, high price-to-earnings ratios, high earnings growth rates, and low dividend yield.

Market Capitalization: The product of the stock's price per share by its number of shares outstanding.

Price-to-Book Ratio: The ratio of current market price to the company's latest reported book price per share.

Price-to-Earnings Ratio: This ratio is the market price divided by the trailing twelve months' earnings per share (EPS).

Rate of Return: It is a tool for indicating and measuring performance, including appreciation (or depreciation), realized capital gains (or losses), and income. Indices are computed and then forward-linked to calculate a rate of return for the period under study for any type of weighting, i.e. time weighted, dollar weighted, etc. Returns can be calculated for any time period with a quarterly multiple factor. Most recent quarter represents three fiscal months.

Standard Deviation: A measure of dispersion about an average in applied statistics. It is a good measure of the historical variability of the return earned by an investment manager. The assumption is the greater variability in the rate of return connotes greater risk undertaken in achieving the return. For example, one would prefer a portfolio that earns 5% each period to one that alternates between a return of zero in one period and 10% the next. A general rule is that, for any given rate of return, the lower the standard deviation the better; similarly, for any given standard deviation, the manager who provides the highest rate of return is best.

Up Market Capture Return: A measure of the manager's performance in up markets relative to the market itself. This is an annualized semi-variance rate of return that represents a gain or loss generated during the market up periods. The return for the market for each quarter is considered an up market quarter if it is greater than zero. Using those up quarters, the returns for the manager for all up quarters are linked and annualized to get this number. Please note that just because the market performance is up does not mean that the performance of the manager is up as well.

Value Equity: Equities that are perceived to be undervalued relative to the broad market, and therefore have potential for capital appreciation in the future. Value equities are usually purchased when their price-to-book and price-to-earnings ratios are low; they tend to pay out earnings in dividends, therefore their dividend yield is higher than the market.

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City of Dover

Global Equity Search

August 2011





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Table of Contents

I. Introduction (Page 1)

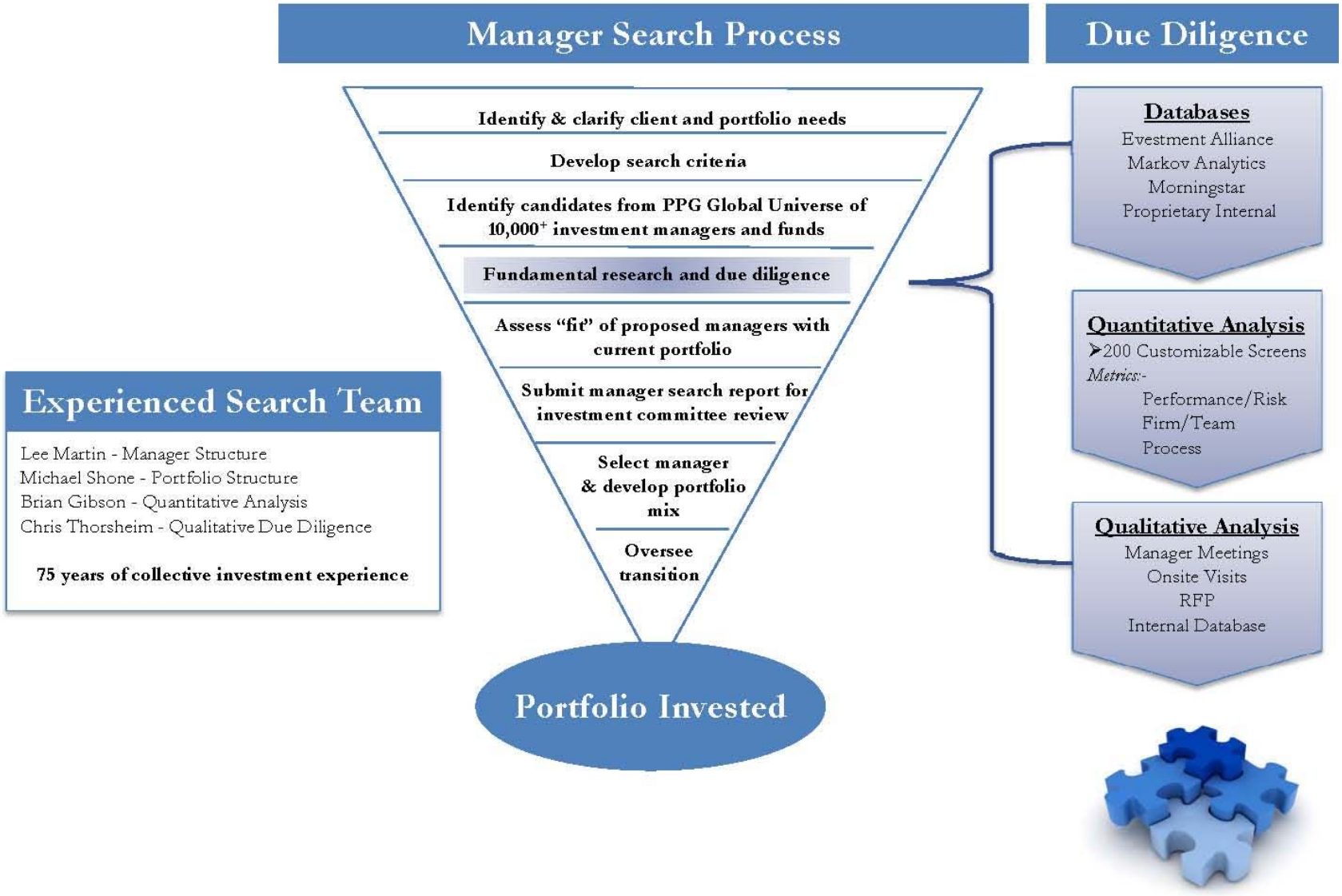
II. Manager Information (Page 2)

III. Fund Returns and Statistics (Page 8)

IV. Glossary (Page 15)

V. Disclosure (Page 16)

Process



It was determined that the best fit would be a Global "Core-Growth" fund that would replace the domestic growth funds currently on the watch-list: *Royce Value Plus & American Funds Growth Fund of America.*

Fund Comparison

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	American Funds New Perspective R6	Harding Loevner Global Equity Inst'l	Thornburg Global Opportunities R5
Ticker	RNPGX	HLMVX	THOFX
Equity Style	Core/Growth	Growth	Core
Expense Ratio	0.46%	1.00%	0.99%
Number of Holdings	249	66	36
Turnover Ratio	24%	35%	66%
% Assets in Top 10 Holdings	16.7%	27.7%	40.4%
Avg Mkt Cap (in $billions)	$42.6	$32.3	$12.4
Fund Inception Date	3/13/1973	11/29/1996	7/28/2006
Redemption Fee	N/A	2.00%	N/A
Redemption Fee Terms	N/A	if redeemed within 90 days	N/A

Fund Comparison

	American Funds New Perspective R6	Harding Loevner Global Equity Inst'l	Thornburg Global Opportunities R5
% Mega Cap Stocks	59.1%	45.6%	32.1%
% Large Cap Stocks	32.0%	38.2%	23.8%
% Mid Cap Stocks	8.6%	14.3%	23.2%
% Small Cap Stocks	0.3%	1.9%	16.8%
% Micro Cap Stocks	0.0%	0.0%	4.2%
% Developed Markets	92.3%	90.1%	89.8%
% Emerging Markets	7.7%	9.9%	10.2%

Typical Fund Characteristics:

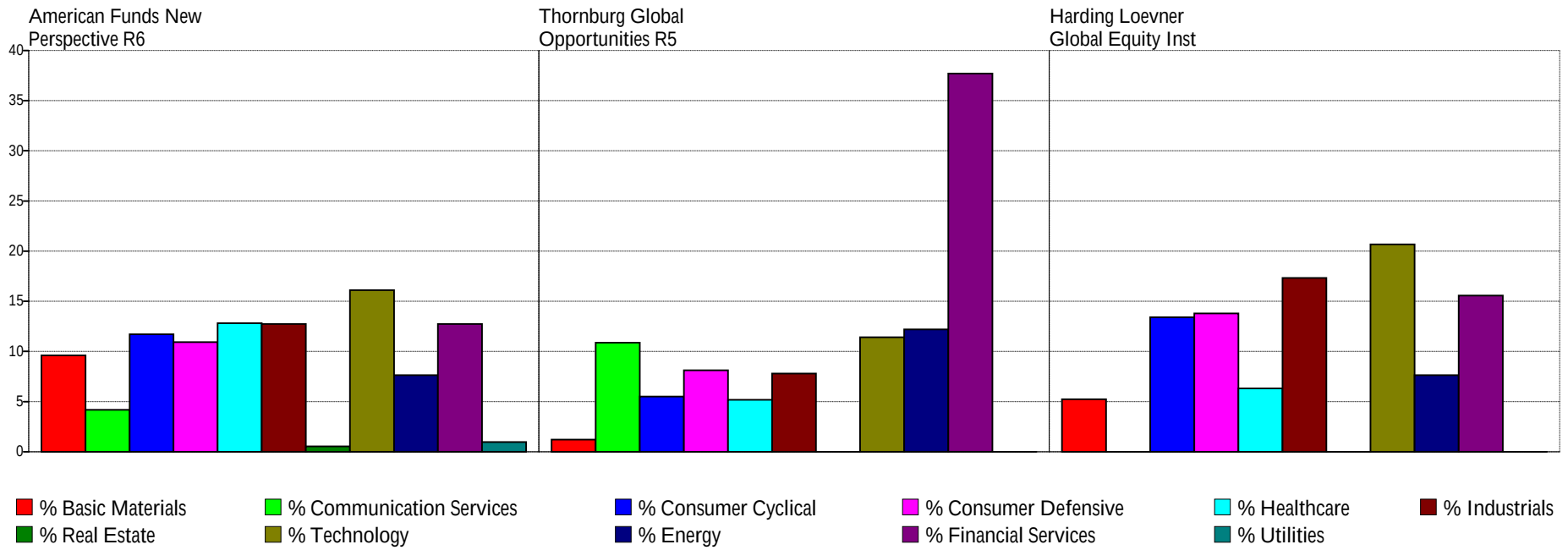
- Tilted more toward large/mega cap stocks.
- Low tracking error relative to its benchmark.
- Low turnover (20%-40% per year).
- Lower than average expense ratio.

- Tilted more toward large/mega cap stocks – will go into mid cap space.
- Relatively low tracking error versus its benchmark.
- Decent down market protection and high down market batting average.
- Pure growth strategy.

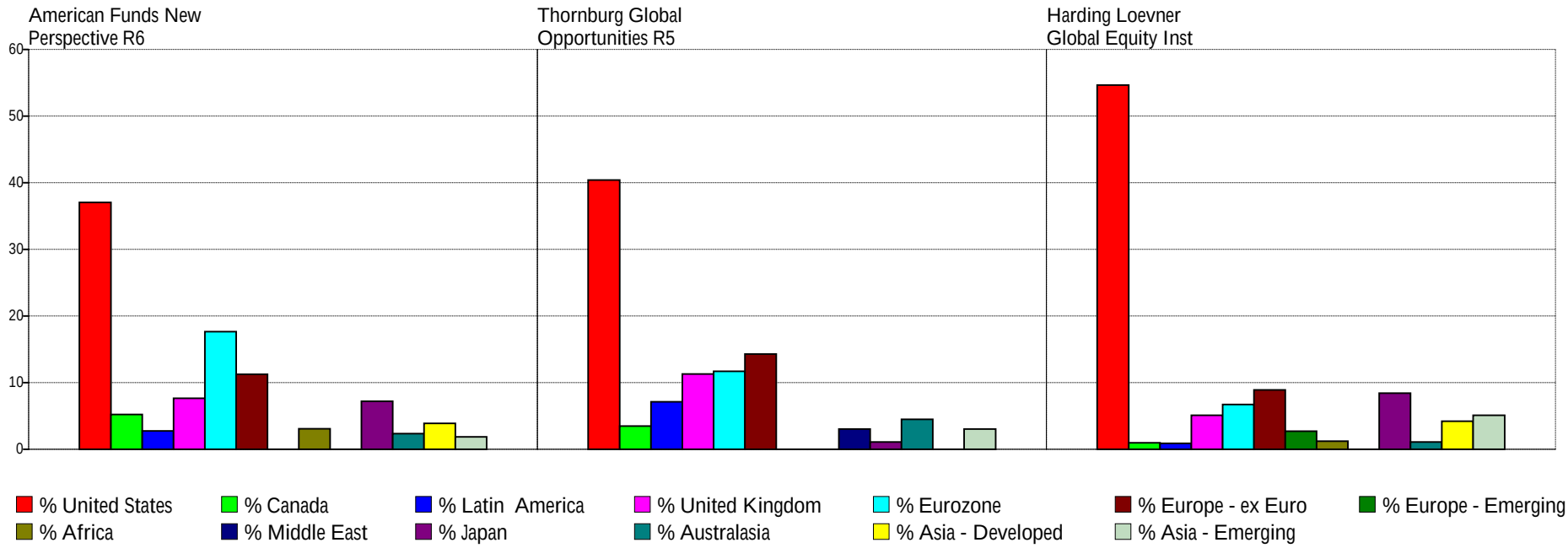
- Will invest in a range of capitalizations.
- Concentrated portfolio – small number of holdings – 30-35.
- Tends to have high tracking error and high volatility.
- Investments diversified among three distinct strategies – basic value, consistent earners and emerging franchises.

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Sector Distributions



Regional Allocations



All mutual fund returns are net of fees.

American Funds New Perspective

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- Capital Research and Management Company (CRM) is the investment manager. American Funds distributes and serves as the transfer agent for American Funds mutual funds.
- CRM is one of the largest mutual fund managers in the world, managing over $1 trillion in global assets.
    - Over $350 billion in global/international assets.

Portfolio Management

- Seven portfolio counselors each manage a portion of the strategy's assets.
    - Each counselor has been with CRM for over 14 years. Average firm tenure is 22 years.
    - Investment decisions are made independently by each counselor.
- Compensation is heavily influenced by investment results. Performance is measured over rolling four- and eight-year periods.
- Resources pooled from a global network of analysts and portfolio counselors.
- Most portfolio counselors are generalists, whereas research analysts are specialists.

Investment Process & Philosophy

- Extensive research is performed to determine the difference between the fundamental value of a company and its price in the marketplace.
- Diversifies among blue chip companies in the U.S. and abroad focusing on opportunities generated by changes in global trade patterns and economic and political relationships.
- "Bottom-up", fundamental stock-pickers. Analysts evaluate a number of factors, including company fundamentals, stock characteristics and long-term outlook.

Harding Loevner Global Equity

- Founded in 1989. 60% of firm is owned by Affliated Managers Group, Inc. 40% is employee owned.
- Manages more than $13 billion in assets. Almost exclusively in equities.
- Strategies include: International, International Small Companies, Global, Emerging Markets and Frontier Markets.

Portfolio Management

- Strategy consists of two "lead" portfolio managers and one "auxiliary" portfolio manager.
- Lead portfolio managers have been with the firm for over 14 years.
- Approximately 25 investment professionals share in research. All portfolio managers are analysts.
- Compensation includes a base salary, a bonus and a long-term incentive compensation plan tied to exceeding the performance of a benchmark tied to their respective sector of expertise.

Investment Process & Philosophy

- Believes that shares of high-quality, growing companies, purchased at reasonable prices, will provide superior risk-adjusted returns over the long-term.

- Defines four quality growth criteria that a company must exhibit before it will be considered for investment: Capable Management:, Competitive Advantage, Durable Growth and Financial Strength.

- Investment methodology is based upon two principles: 1) Insights gained through the careful study of individual companies ("bottom-up analysis") are more valuable than market ("top-down") forecasts; and 2) An understanding of the global competitive structure of industries is crucial for identifying the best companies worldwide.

- Sector and country allocations in the portfolio are primarily the results of individual stock selection, and are not determined by a top-down country or sector allocation process. However, analysts take into account relevant country and industry macro factors for each company they research.

Thornburg Global Opportunities

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- Established in 1982. Privately held and based in Santa Fe, New Mexico.
- Manages over $83 billion in assets. Over $500 million is managed in the global equity strategy.
- Majority of assets under management reside in mutual funds. Firm also offers separate accounts and commingled trusts.

Portfolio Management

- Brian McMahon is a co-portfolio manager of the fund.
    - CEO and CIO of Thornburg Investment Management. Has been with Thornburg for over 27 years.
- Vinson Walden is a co-portfolio manager of the fund.
    - Joined Thornburg in 2002. Has over 18 years of investment experience.
- Portfolio managers are supported by a team of approximately 17 analysts.
- All portfolio managers are equity owners of the firm.
- Investment team members are considered global generalists, though a number of them have specialized knowledge in certain areas based on their backgrounds.

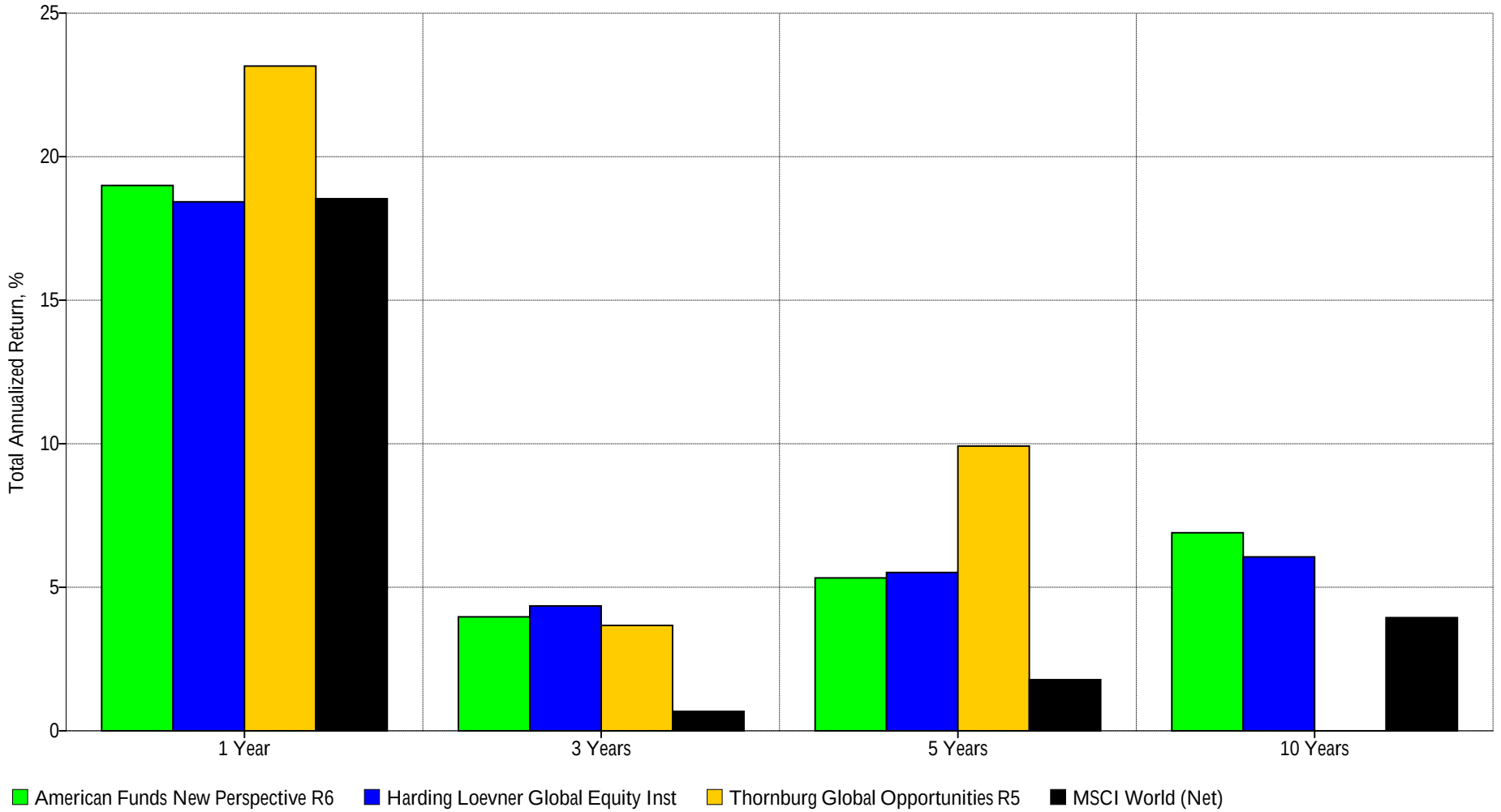
Investment Process & Philosophy

- Utilizes an active, bottom-up investment philosophy, seeking to buy promising companies with sound business fundamentals at a time when their intrinsic value is not fully recognized by the marketplace.
- Defines value in three categories: Basic Value, Consistent Earners, and Emerging Franchises.
- Key considerations include; 1) understanding the business model (financial strength, profitability, marginal costs, revenue stream characteristics); 2) market leadership (brand equity, market share, competitive landscape, pricing power); and 3) corporate culture (alignment with shareholders, management ability and ambition, management execution).

Fund Returns and Statistics

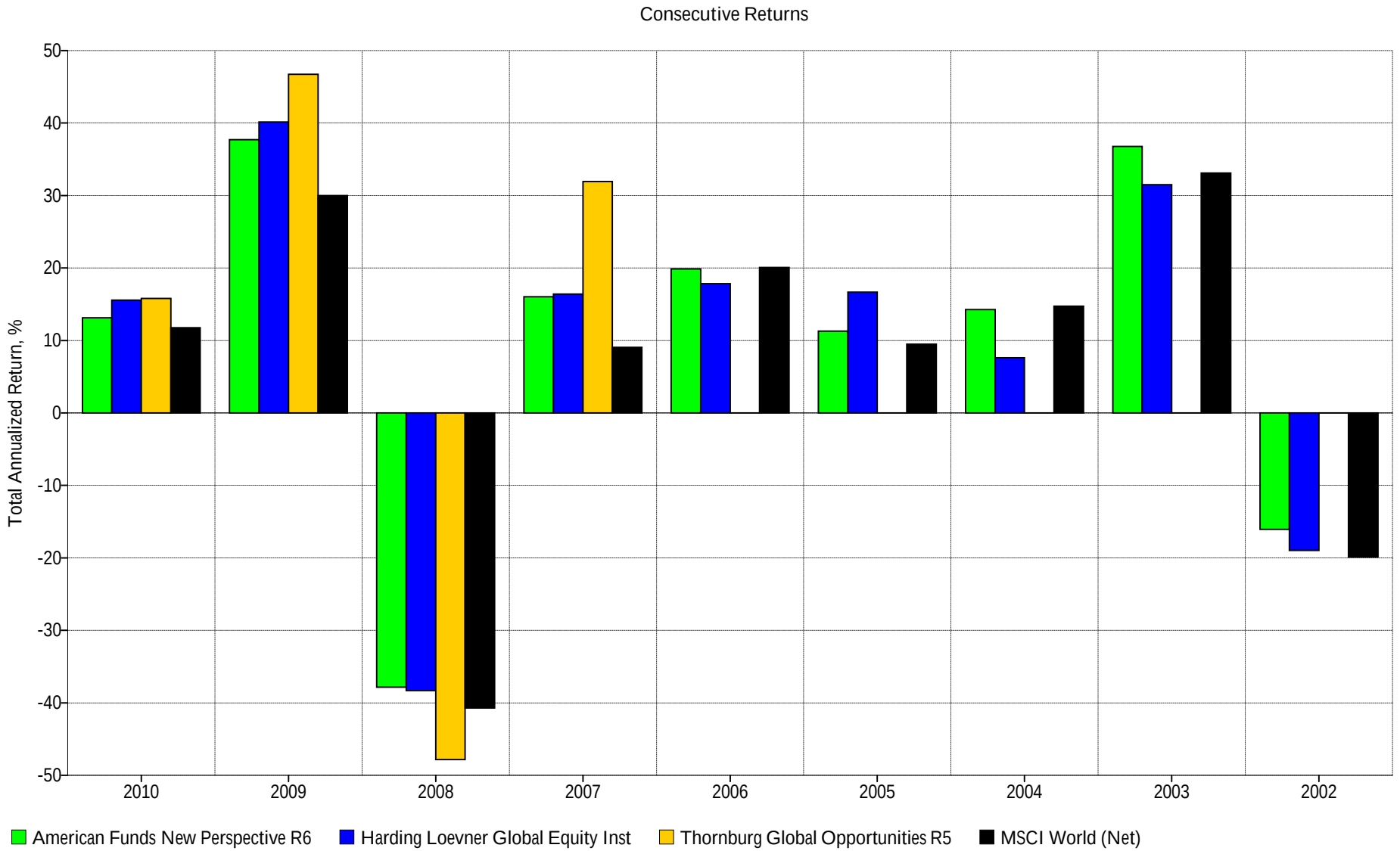
Cumulative Returns

Aug-01 - Jul-11



	1 Year	3 Years	5 Years	10 Years
American Funds New Perspective R6	19.0	4.0	5.3	6.9
Harding Loevner Global Equity Inst	18.4	4.3	5.5	6.1
Thornburg Global Opportunities R5	23.2	3.7	9.9	NA
MSCI World (Net)	18.5	0.7	1.8	3.9

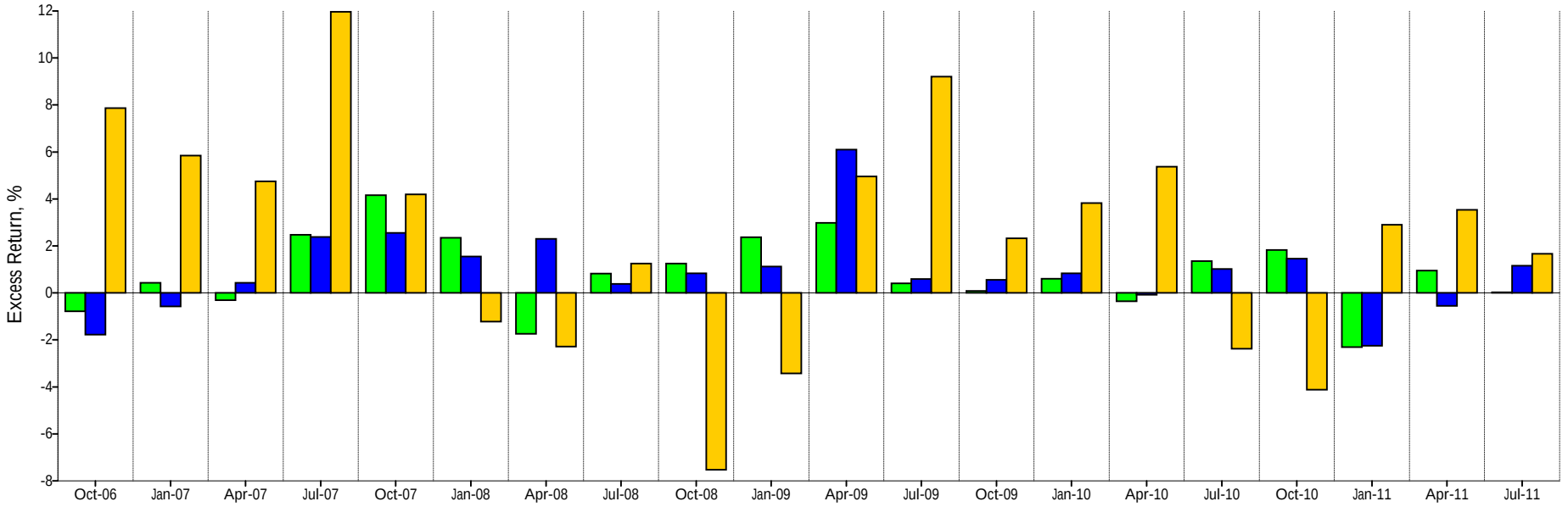
All mutual fund returns are net of fees.



	2010	2009	2008	2007	2006	2005	2004	2003	2002
American Funds New Perspective R6	13.1	37.7	-37.8	16.0	19.9	11.3	14.3	36.8	-16.1
Harding Loevner Global Equity Inst	15.6	40.2	-38.3	16.4	17.8	16.7	7.6	31.5	-19.0
Thornburg Global Opportunities R5	15.8	46.7	-47.8	31.9	NA	NA	NA	NA	NA
MSCI World (Net)	11.8	30.0	-40.7	9.0	20.1	9.5	14.7	33.1	-19.9

All mutual fund returns are net of fees.

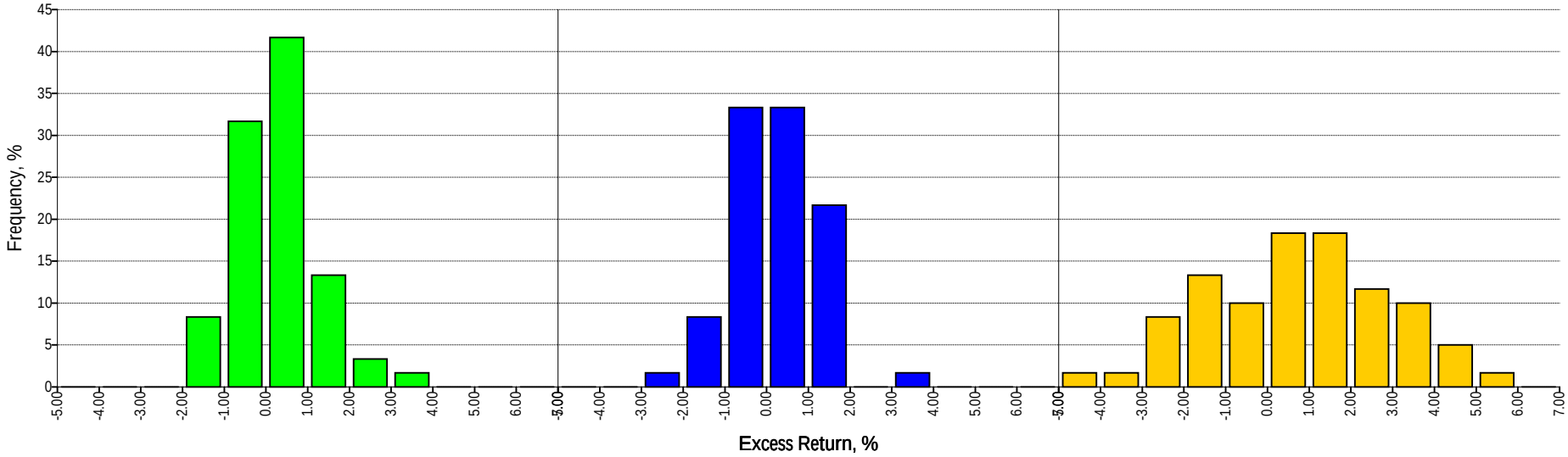
Quarterly Returns in Excess of MSCI World (Net)



American Funds New Perspective R6 Harding Loevner Global Equity Inst Thornburg Global Opportunities R5

Distribution of Monthly Returns in Excess of MSCI World (Net)

Aug-06 - Jul-11



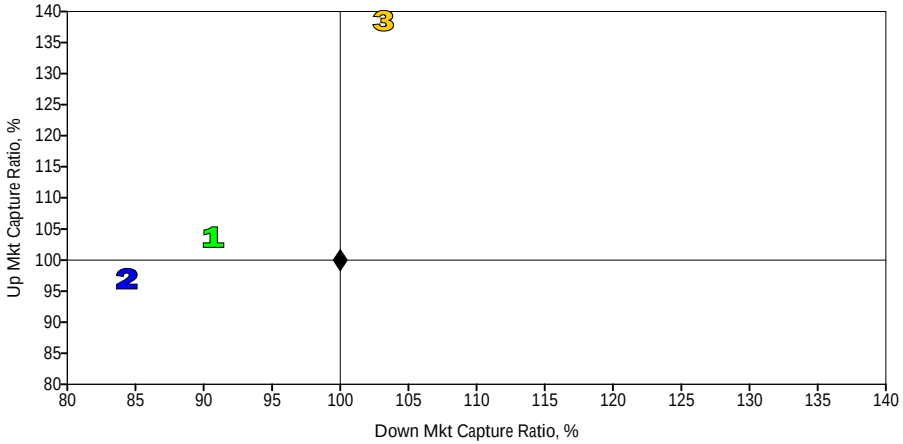
American Funds New Perspective R6 Harding Loevner Global Equity Inst Thornburg Global Opportunities R5

All mutual fund returns are net of fees.

City of Dover: Global Search

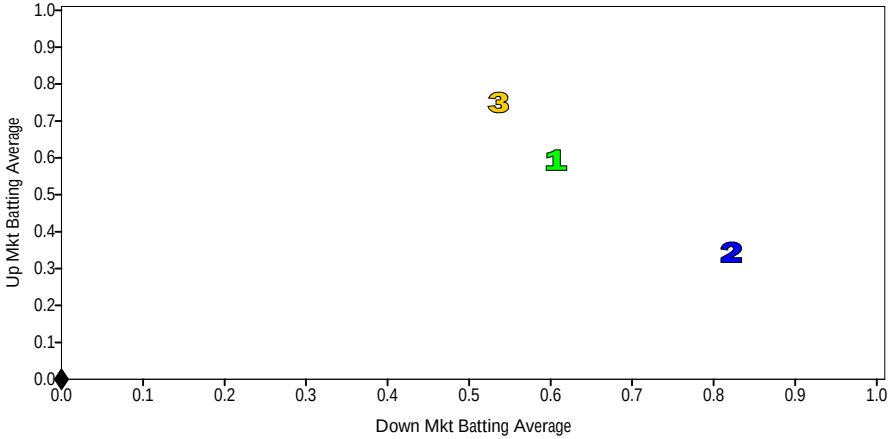
Capture Ratios

Aug-06 - Jul-11



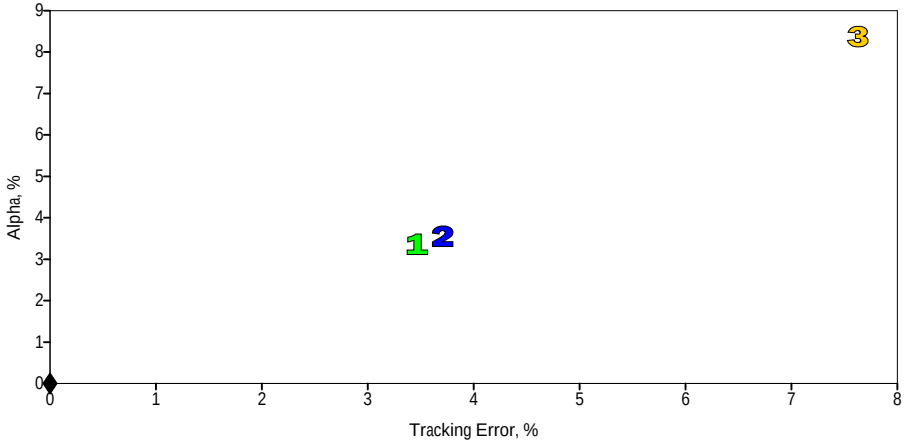
Batting Average

Aug-06 - Jul-11



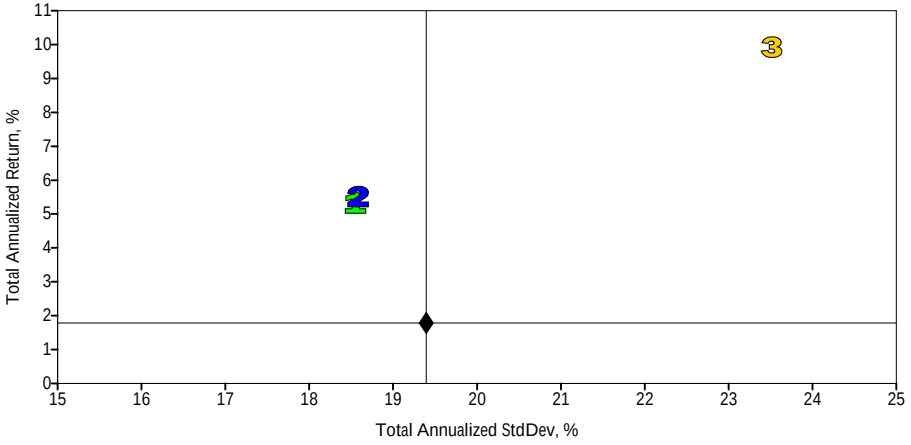
Alpha vs. Tracking Error

Aug-06 - Jul-11



Performance vs. Volatility

Aug-06 - Jul-11

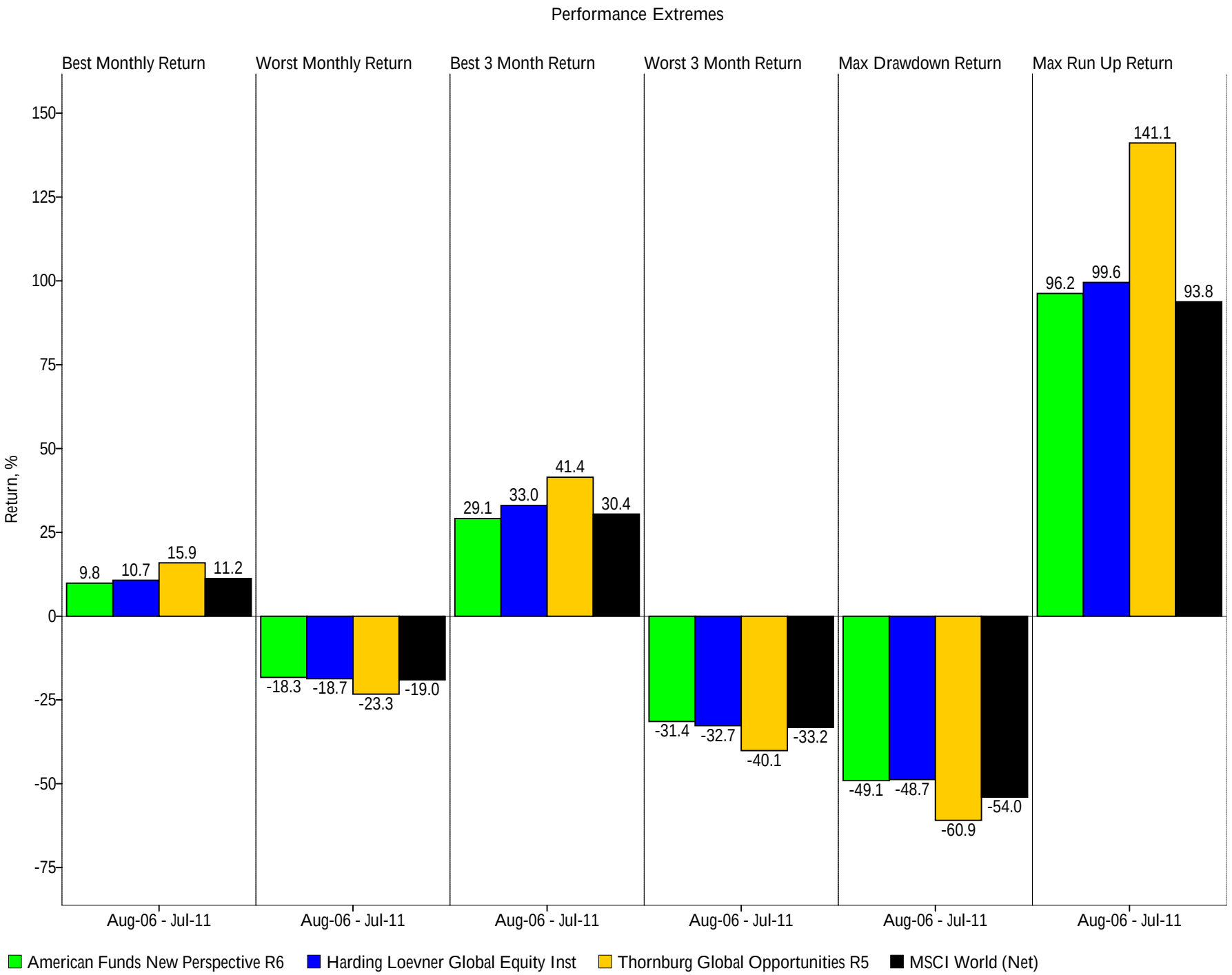


1 American Funds New Perspective R6 2 Harding Loevner Global Equity Inst 3 Thornburg Global Opportunities R5 ♦ MSCI World (Net)

	American Funds New Perspective R6	Harding Loevner Global Equity Inst	Thornburg Global Opportunities R5	MSCI World (Net)
Information Ratio	1.02	1.01	1.07	NA
Beta	0.94	0.94	1.15	1.00
Sharpe Ratio	0.18	0.19	0.34	-0.01
Tracking Error, %	3.47	3.71	7.63	0.00

All mutual fund returns are net of fees.

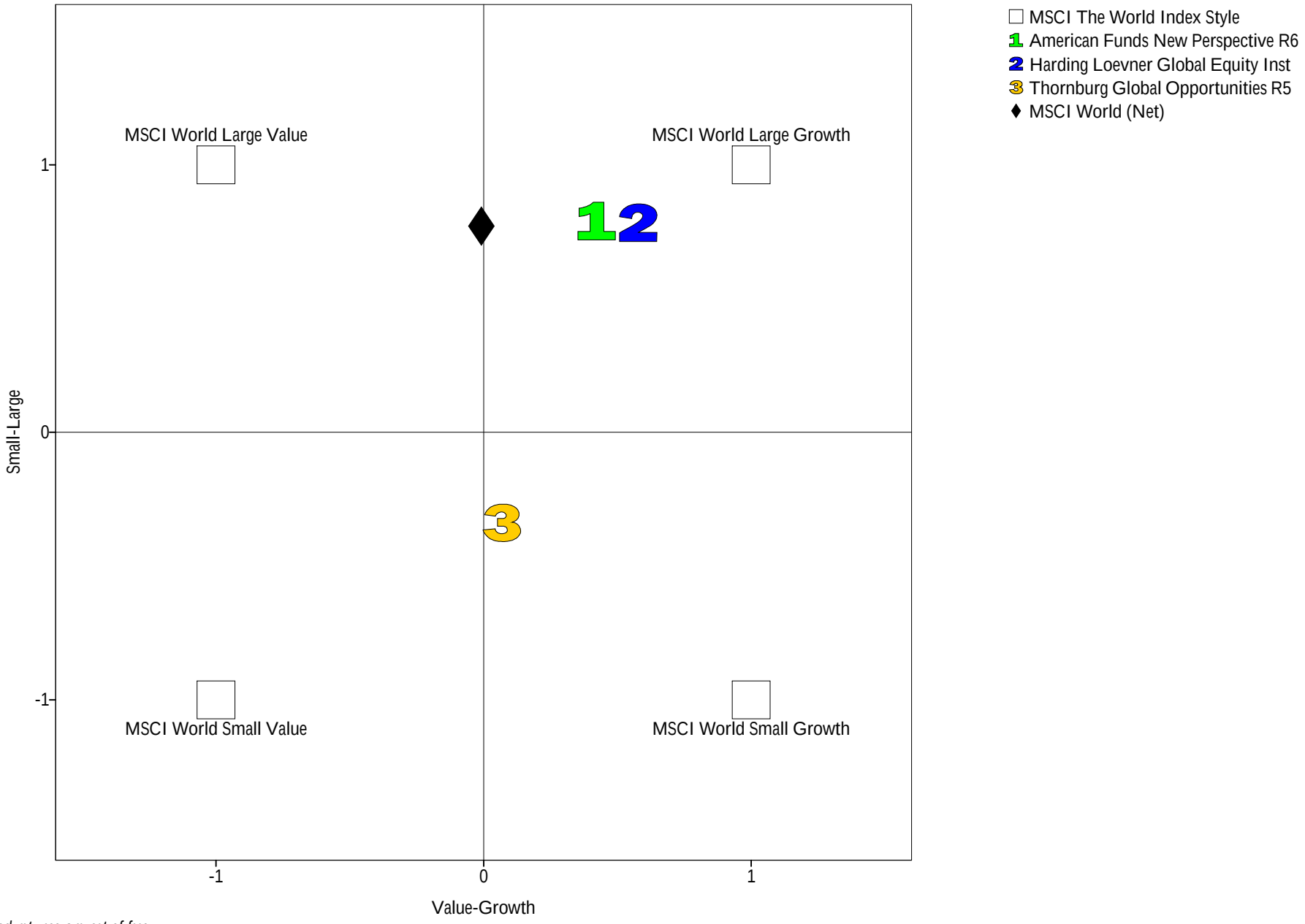
City of Dover: Global Search



All mutual fund returns are net of fees.

Returns-Based Style Analysis

Aug-06 - Jul-11



All mutual fund returns are net of fees.

Glossary

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General Disclosure

Past performance is not indicative of future performance. Peirce Park Group made every reasonable effort to ensure the accuracy of the data provided in this report. However, we cannot guarantee its accuracy. Sources of information include: Morningstar, MSCI Barra, eVestment Alliance, American Funds, Harding Loevner, Thornburg Investment Management.