

**Audited
Financial Statements**

**Roman Catholic Archdiocese
of Boston Pension Plan**

June 30, 2008

Roman Catholic Archdiocese of Boston Pension Plan

Audited Financial Statements and Other Financial Information

June 30, 2008

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G.T. Reilly & Company
Internationally,
Moore Stephens Reilly, P.C.
Reilly Consulting Group, Inc.
ReillyTech
Reilly Benefits
Reilly Small Business Group

INDEPENDENT AUDITORS' REPORT

To the Trustees
Roman Catholic Archdiocese of Boston Pension Plan

We have audited the accompanying statements of net assets available for benefits and of accumulated plan benefits of the Roman Catholic Archdiocese of Boston Pension Plan as of June 30, 2008 and 2007, and the related statements of changes in net assets available for benefits and of changes in accumulated plan benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial status of the Roman Catholic Archdiocese of Boston Pension Plan at June 30, 2008 and 2007, and the changes in its financial status for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

G. T. Reilly & Company

G. T. Reilly & Company

Milton, Massachusetts
December 19, 2008

Roman Catholic Archdiocese of Boston Pension Plan

Statements of Net Assets Available for Benefits

June 30

	<u>2008</u>	<u>2007</u>
<u>Assets</u>		
Investments, at fair value (Notes 2, 3, 9 & 10)		
Roman Catholic Archbishop of Boston:		
Collective Investment Partnership	\$ 267,679,080	\$ 285,604,613
Participating employers' receivables, less allowance for uncollectibles of \$475,000 in 2008 and \$399,000 in 2007 (Note 2)	278,308	1,027,159
Prepaid expenses	5,000	0
Cash and cash equivalents	4,296,147	6,437,278
	<u>272,258,535</u>	<u>293,069,050</u>
TOTAL ASSETS		
<u>Liabilities</u>		
Accounts payable and accrued expenses	128,614	59,153
Due to related organization (Note 6)	0	36,423
	<u>128,614</u>	<u>95,576</u>
TOTAL LIABILITIES		
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 272,129,921</u>	<u>\$ 292,973,474</u>

Roman Catholic Archdiocese of Boston Pension Plan

Statements of Changes in Net Assets Available for Benefits

Year Ended June 30

	<u>2008</u>	<u>2007</u>
ADDITIONS		
Investment income:		
Interest	\$ 134,033	\$ 255,589
Net (depreciation) appreciation in fair value of investments (Note 3)	<u>(18,925,533)</u>	<u>35,282,805</u>
	<u>(18,791,500)</u>	<u>35,538,394</u>
Contributions:		
Assessments to participating employers (Note 4)	<u>10,071,988</u>	<u>11,262,814</u>
	<u>(8,719,512)</u>	<u>46,801,208</u>
DEDUCTIONS		
Benefits paid directly to participants	11,475,994	10,734,560
General and administrative expenses	572,423	667,763
Provision for uncollectible assessments	75,624	0
	<u>12,124,041</u>	<u>11,402,323</u>
NET (DECREASE) INCREASE IN NET ASSETS	(20,843,553)	35,398,885
NET ASSETS AVAILABLE FOR BENEFITS AT BEGINNING OF YEAR	<u>292,973,474</u>	<u>257,574,589</u>
NET ASSETS AVAILABLE FOR BENEFITS AT END OF YEAR	<u>\$ 272,129,921</u>	<u>\$ 292,973,474</u>

Roman Catholic Archdiocese of Boston Pension Plan

Statements of Accumulated Plan Benefits

June 30

	<u>2008</u>	<u>2007</u>
ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS		
Vested benefits:		
Retired participants currently receiving payments	\$ 109,505,390	\$ 101,128,110
Other participants	<u>186,893,676</u>	<u>179,151,643</u>
	296,399,066	280,279,753
Non-vested benefits	<u>5,089,940</u>	<u>5,968,198</u>
TOTAL ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS	<u><u>\$ 301,489,006</u></u>	<u><u>\$ 286,247,951</u></u>

Roman Catholic Archdiocese of Boston Pension Plan

Statements of Changes in Accumulated Plan Benefits

Year Ended June 30

	<u>2008</u>	<u>2007</u>
ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS AT BEGINNING OF YEAR	<u>\$ 286,247,951</u>	<u>\$ 267,294,630</u>
INCREASE (DECREASE) DURING THE YEAR ATTRIBUTABLE TO:		
Benefis accumulated	7,094,788	12,077,173
Increase for interest, due to the decrease in the discount period	18,852,534	17,610,708
Benefits paid	(11,475,994)	(10,734,560)
Change in plan provisions (Note 1)	<u>769,727</u>	<u>0</u>
NET INCREASE	<u>15,241,055</u>	<u>18,953,321</u>
ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS AT END OF YEAR	<u><u>\$ 301,489,006</u></u>	<u><u>\$ 286,247,951</u></u>

Roman Catholic Archdiocese of Boston Pension Plan

Notes to Financial Statements

June 30, 2008

Note 1 - Description of Plan

The following brief description of the Roman Catholic Archdiocese of Boston Pension Plan ("the Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information.

General - The Plan is a noncontributory defined benefit pension plan covering substantially all lay employees who work for a participating employer. All participating employers are separately incorporated Catholic organizations that operate within the Archdiocese of Boston. The Plan provides benefits for normal, early, disability and postponed retirement.

Eligibility for Participation - For all employees, participation begins on the first day of the month following the later of (a) the date the employer joins the Plan, or (b) the earlier of the completion of three years of service or the attaining of age 21, with one year of service.

Pension Benefits - The total annual amount of accrued pension benefits beginning at normal retirement age of 65 with five years of service is equal to the sum of the following:

- (a) 133-1/3% of the annual amount of pension, if any, accrued by such participant through June 30, 1987 under the terms of the Plan as constituted on that date;
- (b) 2% of annual earnings for each year of service completed after June 30, 1987 and on or before December 31, 2003, plus 0.47% of the earnings after 1994 that exceed twice the covered compensation;
- (c) 2% of annual earnings for each year of service completed after December 31, 2003 up to a maximum of \$20,000 per year plus 1% of earnings that exceed \$20,000;
- (d) With respect to a participant who has met the eligibility requirements and becomes covered on the date his or her employer becomes a participating employer, 2% of his or her annual rate of earnings begins to accrue. The participant receives time worked credit effective the date he or she was hired.

A participant is eligible for early retirement by election or disability. A participant who is 55 years of age and has 5 years of service credit may elect to receive early pension benefits. A participant who has 5 years of service credit, who is at least 55 and who is totally and permanently disabled is entitled to early pension benefits. The annual amount of early pension benefits payable to an eligible participant contains an actuarial reduction in normal benefits because of an earlier retirement age. As of July 1, 1984, a 50% Survivor Spouse Pre-Retirement Death Benefit is applicable to all vested participants who have been married to their spouse for at least one year at the date of death.

A participant may continue in the employment of the participating employer after the normal retirement age. The participant will continue to accrue pension benefits until actual retirement.

Participants who have completed five years of service are 100% vested. Participants hired after age 60 are fully vested after completing five years of service credit.

Roman Catholic Archdiocese of Boston Pension Plan

Notes to Financial Statements (Cont.)

June 30, 2008

Note 1 - Description of Plan (Cont.)

The Plan includes a post-retirement life insurance benefit whereby participants retiring from active employment are entitled to receive a benefit of up to a maximum of \$10,000. This benefit is pro-rated for retiring participants with service of less than 10 years.

Change in Plan Provisions – Effective April 10, 2008, the Plan was amended to provide for an enhanced benefit to certain eligible participants as of that date. Eligible employees include those employees of the Archdiocese of Boston, who have been designated as eligible (in writing) for a special early termination program offered by the Archdiocese (the “Program”), which requires that such participants (1) have 20 Years of Service Credits as defined under the Plan as of June 30, 2008, (2) elect to terminate employment in accordance with the provisions of the Program, and (3) subsequently terminate in accordance with its terms and any applicable limitations with respect to the particular participant. In calculating the benefits of an Enhanced Benefit Participant under the Plan, his or her benefits as determined by the Plan shall be increased as follows:

- a) credit each Enhanced Benefit Participant with an additional three “Years of Service Credits” as defined by the Plan in addition to any other Years of Service Credit hereunder;
- b) in determining the benefit resulting from these additional “Years of Service Credits”, the Enhanced Benefit Participant shall be treated as having eligible earnings for each such additional Year of Service Credits under the Plan of 3% more than the last Year of Service Credit completed prior to such termination.

The above described change in plan provisions had the effect of increasing the actuarial present value of accumulated plan benefits by \$769,727 for the plan year ended June 30, 2008.

Note 2 - Summary of Significant Accounting Policies

The significant accounting policies followed by the Plan are described below:

Basis of Accounting – The accompanying financial statements have been prepared on the accrual basis of accounting.

Accounting Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

Cash and Cash Equivalents – For purposes of presentation of the statement of net assets, cash includes all bank accounts and overnight investments from the accounts. Cash equivalents are short term, highly liquid investments with original maturities of three months or less and are reported at cost, which approximates fair value.

The Plan deposits its cash in major financial institutions, which are insured by the Federal Deposit Insurance Corporation (“FDIC”) up to \$100,000. At times, such cash is in excess of FDIC insured limits. At June 30, 2008, the excess approximated \$4,495,000 based on bank balances. Cash equivalents consist of investments in uninsured money market mutual funds approximating \$1,622,000 at June 30, 2008. The Plan has not experienced any losses as a result of uninsured amounts.

Roman Catholic Archdiocese of Boston Pension Plan

Notes to Financial Statements (Cont.)

June 30, 2008

Note 2 - Summary of Significant Accounting Policies (Cont.)

Valuation of Investments –The Plan invests in the Roman Catholic Archbishop of Boston Collective Investment Partnership (the “Partnership”). The Partnership invests in domestic securities which are valued by obtaining bid price quotations from independent pricing services. Investments in foreign securities are valued at the mean between bid and asked price. For those securities whose prices are not available through independent pricing services, bid price quotations are obtained by the Custodian from principal market makers in those securities or at fair value as determined in good faith by management. Investments in private investment entities are recorded at fair value based on the net assets value per share as reported by such entities. The Plan’s realized and unrealized gains and losses on its investments in the Partnership are reflected in the statement of changes in net assets available for benefits.

Securities Transactions and Investment Income - Securities transactions are recorded on a trade date basis. Realized gains and losses from securities are calculated using an average cost basis. Interest income is recorded on the accrual basis and dividends are recorded on the ex-dividend date. The cost of bonds is adjusted for the amortization of premiums and accretion of discounts.

Participating Employers’ Receivables – Amounts receivable from participating employers are stated net of an allowance for uncollectible accounts, which is reported on the face of the Plan’s statement of net assets available for benefits. The allowance is established via a provision for uncollectible assessments. On a periodic basis, management evaluates its receivables and establishes or adjusts its allowance to an amount that it believes will be adequate to absorb possible losses on accounts that may become uncollectible based on evaluations of the collectibility of individual accounts.

Payment of Benefits – Benefit payments to participants are recorded upon distributions.

Actuarial Present Value of Accumulated Plan Benefits - Accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Plan’s provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits payable under all circumstances (retirement, death, disability, and termination of employment) are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits was determined by an actuary from Cassidy Retirement Group in 2008 and JP Morgan (formerly CCA Strategies) in 2007, and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The significant actuarial assumptions used in the valuations as of June 30 are as follows:

	<u>2008</u>	<u>2007</u>
1. Investment return	6.5%	6.5%
2. Salary increases	N/A	N/A
3. Cost of living increases	N/A	N/A
4. Future expenses	4%	4%
5. Mortality	RP 2000 Projected to 2020 (sex distinct), No Collar Adjustments	RP 2000 Projected to 2020 (sex distinct), No Collar Adjustments

Roman Catholic Archdiocese of Boston Pension Plan

Notes to Financial Statements (Cont.)

June 30, 2008

Note 2 - Summary of Significant Accounting Policies (Cont.)

	<u>2008</u>		<u>2007</u>	
	<u>Age</u>	<u>Annual Rate</u>	<u>Age</u>	<u>Annual Rate</u>
6. Termination	25	.318	25	.318
	35	.170	35	.170
	45	.089	45	.089
	55	.000	55	.000
	65	.000	65	.000
7. Retirement age	Age 67 for active participants (including participants with frozen benefits); Age 65 for terminated vested participants (and participants covered by a frozen employer agreement).		Age 67 for active participants (including participants with frozen benefits); Age 65 for terminated vested participants (and participants covered by a frozen employer agreement).	
8. Form of payment	Life annuity		Life annuity	

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

Note 3 - Investments

The following table presents a comparison of the cost and fair value of investments at June 30:

	<u>2008</u>		<u>2007</u>	
	<u>Cost</u>	<u>Fair Value</u>	<u>Cost</u>	<u>Fair Value</u>
Roman Catholic Archbishop of Boston Collective Investment Partnership	<u>\$151,439,556</u>	<u>\$267,679,080</u>	<u>\$149,513,991</u>	<u>\$285,604,613</u>

During the years ended June 30, 2008 and 2007, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) (depreciated) appreciated in value as follows:

	<u>2008</u>	<u>2007</u>
Roman Catholic Archbishop of Boston Collective Investment Partnership	<u>\$(18,925,533)</u>	<u>\$35,282,805</u>

Roman Catholic Archbishop of Boston Collective Investment Partnership is an investment fund whose assets consist primarily of equity and fixed-income securities, investment grade debt and private investment entities. The Plan is a partner in this partnership, along with other partners who are related organizations within the Archdiocese of Boston.

Roman Catholic Archdiocese of Boston Pension Plan

Notes to Financial Statements (Cont.)

June 30, 2008

Note 4 - Funding Policy

Effective July 1, 2004, a funding policy was implemented such that a calculated (or target) contribution level for each funding location would be equal to the normal cost (i.e., the present value of benefits expected to accrue over the next plan year) plus an amortization of the deficit, if any, as of the valuation date. This amortization is intended to eliminate any funding deficits by January 1, 2015.

During 2007, one of the participating employers elected to withdraw from the Plan, which, in effect, freezes the accrual of future benefits under the Plan. A withdrawal liability of approximately \$1.4 million was recorded as contributions and received by the Plan during the year ended June 30, 2007. Assets and liabilities relating to withdrawing employer remain in the Plan and may be affected by market value changes and payment of benefits. A frozen employer agreement was entered into between the Plan and this withdrawing employer which requires that the employer maintain a funded status of 95%. An escrow account of approximately \$921,000 was established outside of the Plan to fund any potential future liabilities of the employer. At June 30, 2008 the funding status was 89%, which would result in the employer owing an additional \$1.5 million to the Plan and additional funding to the escrow account. The Plan did not book a receivable for the \$1.5 million, as the employer and the Plan have agreed that the funds will not be remitted and there will be no additional funding to the escrow account through the year ended June 30, 2009. However, the Plan and the employer have agreed to revisit the requirements under the frozen employer agreement on July 1, 2009.

Also during the current plan year, the accrual of benefits for four participating employers were frozen with an effective date of December 31, 2007. No formal agreements with these employers have yet been reached; therefore, no receivables have been recorded by the Plan as of June 30, 2008.

Note 5 - Plan Termination

Although they have not expressed any intention to do so, the Trustees may completely or partially amend or terminate the Plan at any time.

Upon termination, the Plan allows available Plan assets to be allocated in accordance with any reasonable method selected by the Trustees, including the reversion of any excess monies remaining after satisfaction of all liabilities to each participating employer on the date of termination.

Note 6 - Related Party Transactions

A service fee for administrative, technology and clerical services is charged to the Plan by the Roman Catholic Archbishop of Boston, A Corporation Sole. The fees charged for the years ended June 30, 2008 and 2007 were approximately \$274,000 and \$368,000, respectively.

At June 30, 2007, \$36,423 was due to another plan affiliated with the Roman Catholic Archdiocese of Boston for funds inadvertently applied to the wrong entity. This amount was paid by the Plan during 2008.

Roman Catholic Archdiocese of Boston Pension Plan

Notes to Financial Statements (Cont.)

June 30, 2008

Note 7 - Financial Instruments and Concentrations of Credit Risk

The Pension Plan's financial instruments that are potentially subject to concentrations of credit risk consist of cash and cash equivalents (Note 2), investments and accounts receivable from participating employers.

Investments in the RCAB Collective Investment Partnership approximate \$267.7 million (Note 3), and consist primarily of debt and equity investments in both corporate and U.S. Government entities. Corporate securities are invested in a broad range of diverse industries.

Note 8 – Tax Status

The Plan received a favorable determination letter from the Internal Revenue Service, dated June 16, 2005 stating that the Plan, with amendments made through December 31, 2003, meets the requirements of a church plan and is, therefore, exempt from federal income taxes under IRS Section 501(a). The Plan has since been amended and restated. The Trustees believe that the Plan is currently being operated in compliance with applicable requirements of the Internal Revenue Code and remains, therefore, exempt from federal income taxes.

Note 9 – Risks and Uncertainties

The Plan invests in various investment securities (see Note 3). Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for benefits.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Note 10 – Subsequent Decline in Market Values of Investments

Since the date of the accompanying financial statements, June 30, 2008, the Plan's investments depreciated in value by approximately \$45.6 million (17%) through October 31, 2008 (including gains and losses on investments bought and sold, as well as held during the period) as a result of a volatile stock market and a tightening of the credit market.

OTHER FINANCIAL INFORMATION

G.T. Reilly & Company
Internationally,
Moore Stephens Reilly, P.C.
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INDEPENDENT AUDITORS' REPORT

To the Trustees
Roman Catholic Archdiocese of Boston Pension Plan

The audited financial statements of the Plan, and our report thereon, are presented in the preceding section of this report.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying schedules of general and administrative expenses for the years ended June 30, 2008 and 2007 are presented for purposes of additional analysis and are not a required part of the basic financial statements. Such information has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

G. T. Reilly & Company

G. T. Reilly & Company

Milton, Massachusetts
December 19, 2008

Roman Catholic Archdiocese of Boston Pension Plan

Schedules of General and Administrative Expenses

Year Ended June 30

	<u>2008</u>	<u>2007</u>
Service Fees:		
Actuarial and consulting	\$ 160,065	\$ 115,465
Professional	104,267	152,598
Administration - Roman Catholic Archbishop of Boston, A Corporation Sole	<u>274,015</u>	<u>367,985</u>
	<u>538,347</u>	<u>636,048</u>
Office and other administrative expenses	<u>34,076</u>	<u>31,715</u>
	<u>\$ 572,423</u>	<u>\$ 667,763</u>