PROCEEDINGS OF A REGULAR MEETING
OF THE BOARD OF TRUSTEES OF THE FIREMEN'S PENSION FUND
OF PEORIA, ILLINOIS

September 28, 2015
Peoria, Illinois

A Regular Meeting of the Board of Trustees of the Firemen’s Pension Fund of Peoria, Illinois, was held this date at City Hall, 419 Fulton Street, Room 404, Peoria, Illinois, at 9:30 A.M. with proper notice having been given, for the purpose of conducting regular Firemen’s Pension Fund business.

ROLL CALL

Roll Call showed the following Board Members present: Ball, Nichting, Troglio, President Nieu Kirk – 4. Absent: Phillips - 1.

Others present: Mr. Tom McShane, First Vice President – Investments, Senior Investment Management Consultant with Graystone Consulting, a business of Morgan Stanley/Smith Barney in Chicago; Mr. Peter Clerkin and Mr. Dominic Pappalardo of McDonnell Investment Management, LLC; Attorney James Dobrovolsky of Reimer, Dobrovolsky & Karlson, LLC; and Chief Deputy City Clerk Stefanie Rice.

INVOCATION

President Nieu Kirk requested a moment of silent prayer or silent reflection in remembrance of those Firefighters who lost their lives while serving their community.

MINUTES

Recommendation to Approve the Minutes of the Regular Board Meetings held on July 27, 2015, and August 24, 2015, and the Special Board Meeting held on August 14, 2015, as printed.

Trustee Troglio moved to approve the Regular Board meetings held on July 27, 2015, and August 24, 2015, and the Special Board Meeting held on August 14, 2015, as printed; seconded by Trustee Nichting.

Approved by viva voce vote.

REGULAR BUSINESS

ITEM NO. 1 PRESENTATION by MCDONNELL FIXED INCOME MANAGER Regarding PORTFOLIO PERFORMANCE, with Request to Receive and File.

CLERK’S NOTE: See Page 4 for discussion.
ITEM NO. 2  MONTHLY PORTFOLIO PERFORMANCE REVIEW by TOM McSHANE
GRAYSTONE CONSULTING (A business of Morgan/Stanley Smith-Barney),
and Discussion Regarding Recommendations, Possible Action Regarding
the Firemen’s Pension Fund Portfolio Performance, and Discussion and
Review of the Asset Allocations, Discuss Index Funds for Large Cap, Mid
Cap, and Small Cap Equity, Discuss the Exchange of Lazard Emerging
Market Fund into the Harbor International Fund, Discuss Opportunistic
Investment Strategy to take Advantage of Pullbacks in the Market and to
Rebalance the Portfolio, with Request to Receive and File Reports or Take
Other Action.

Mr. Tom McShane previously mailed a copy of the Performance Update for the period ending
August 31, 2015, to all members of the Board.

The Performance Update for the Period ending August 31, 2015, showed the portfolio value at
$121,658,862.00. Since its inception, the total portfolio performance returned 5.88% versus the
custom benchmark of 5.57%.

<table>
<thead>
<tr>
<th>Manager</th>
<th>Ending Market Value</th>
</tr>
</thead>
<tbody>
<tr>
<td>iShares S&amp;P 500 Index (Large Cap Fund)</td>
<td>$ 9,483,520</td>
</tr>
<tr>
<td>Great Lakes (Large Cap Fund)</td>
<td>$12,212,487</td>
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<tr>
<td>Premier (Large Cap Fund)</td>
<td>$16,988,916</td>
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<tr>
<td>iShares Russell Mid Cap Index (Mid Cap Fund)</td>
<td>$ 5,223,774</td>
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<tr>
<td>Kayne Anderson</td>
<td>$ 5,235,493</td>
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<tr>
<td>Nuveen/First American (Real Estate Fund)</td>
<td>$ 2,754,470</td>
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<tr>
<td>Harbor (International Equity)</td>
<td>$12,059,259</td>
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<tr>
<td>iShares MSCI EAFE (International Equity)</td>
<td>$ 7,637,720</td>
</tr>
<tr>
<td>Lazard (Emerging Market)</td>
<td>$ 6,586,058</td>
</tr>
<tr>
<td>Segall – Fixed Income</td>
<td>$31,747,183</td>
</tr>
<tr>
<td>SKBA – Fixed Income</td>
<td>$ 3,328,433</td>
</tr>
<tr>
<td>McDonnell – Fixed Income</td>
<td>$ 5,837,548</td>
</tr>
<tr>
<td>Cash Management Account</td>
<td>$ 1</td>
</tr>
<tr>
<td>Insured Cash Sweep Account – PCB</td>
<td>$2,564,001</td>
</tr>
</tbody>
</table>

Mr. McShane remarked on the market’s volatility. He reviewed the Fund’s portfolio as of the
end of August along with the Fund’s asset allocations through September 24, 2015. He noted
that fixed income was under allocated, equities were over allocated at 64% versus a target of
60%. He said the Illinois State Statutes allowed the Fund to invest in 65% equity; however, the
Board chose a target of 60% based upon the idea that the Fund would not have to rebalance its
portfolio should it increase to 65%.

Discussions were held regarding requirements set forth by State Statute. Trustee Nichting
reported that the Department of Insurance was in the process of reviewing some of the
regulatory rules. He said he recommended to the DOI for Boards to report on a “cash basis” in
order to make fair comparisons as well as expand the breadth of investment opportunities.

Mr. McShane remarked that there were constraints with the pension investment rules and
regulations which needed simplified. He said it was important to revise the language of the
Statute so it was not so obstructive.
Trustee Troglio commented the Fire Pension Fund was compared to the operations of IMRF, yet the Fund was not held to the same standards as IMRF.

Mr. McShane provided a brief history of the investment allocations of the Fund and how those allocations changed over time. He reviewed the Fund's managers and the cash equivalents that were held. He reported that Great Lakes held approximately 2.0% cash, Premier held approximately 5.0% cash, and Kayne Anderson held approximately 3.0% cash. He remarked that those percentages generally increased if the managers saw volatility in the market. He reported the Fund's year-to-date return was -1.95% noting the quarter was down -4.90%, which was less than the benchmark -5.03%. He said the 3-year return for the Fund was 5.74%, slightly behind the benchmark of 6.23%. Since inception, he reported a return of 5.88% versus the benchmark of 5.57%, net manager fees. He reviewed the risk/return analysis since January 1, 2003, noting the Fund had net returns with slightly less risk, which was positive. He reported that the portfolio received added value from the US Managers with help from the International Managers. He noted that the Emerging Markets and Fixed Income lagged the benchmarks. Upon reviewing the one-year returns, he noted that the returns were nearly even with the benchmark. He said value was added from US Equities, which were higher than the benchmark. He said International Equities were down -8.55% year-to-date, with a benchmark of -12.3%, which added approximately 400 basis points of value. He reviewed the Emerging Markets reporting that Lazard's one-year return was down -28.15% versus a benchmark of -22.94%.

Discussions were held regarding the emerging markets, and Mr. McShane recommended reducing investments in that category. He suggested reallocating money from Lazard into Harbor. He said the portfolio currently had approximately 5.50% into the emerging markets with a target of 8.00%.

Mr. McShane said the benchmark represented a target allocation. He reported that the Barclay Government Credit Intermediate, 33.00%, included Segal and McDonald; the Barclay's Government Credit was a longer maturity portfolio which covered SKBA; 90-day Treasury Bills involved Morton Bank; the S&P 500 covered Great Lakes, Premier, and the Index; the S&P 400 Mid Cap represented the mid cap exposure and the Russel 2000 was the small cap exposure. He said FTSE NAREIT included the Fund's Real Estate Investment Trust; MSCI EAFE represented Harbor; and MSCI EM represented emerging markets such as Lazard. He said the reallocation from Lazard to Harbor would reduce the expense ratio from 1.25% to .74 basis points.

It was clarified that the recommendation was for the Board to move the total amount allocated in Lazard into Harbor. Mr. McShane said the Board's Investment Policy simply provided a range of investments in equity, and he said it would not need to be reviewed in light of the recommendation of moving funds.

Trustee Troglio moved to reallocate the total amount allocated in Lazard Emerging Markets Fund into the Harbor International Equity Fund; seconded by Trustee Nichting.

    Approved by roll call vote.
    Yeas:  Ball, Nichting, Troglio, President Nieukirk – 4;
    Nays: None.

Mr. McShane distributed an updated Asset Allocation Review dated September 23, 2015. He said this handout reflected the target allocation in equities from 60% to 65% in order to show
where the Fund was at as far as the State Statute was concerned. He said, currently, the Board could invest an additional $1.4 million into equities. He reported that the current activity in the market was a correction in a long-term bull market. He reported that the economy was growing at a steady pace of 2.5%. He said earnings were beginning to rise, and he said it was the belief of the Investment Committee that the market would be 15%-20% higher in the next 12 months.

Mr. McShane said the portfolio declined 10.0%. He reviewed a chart entitled, "Drawdowns can be Large, but Annual Declines Greater than 10% are Infrequent." In March of 2009, he said the market had a drawdown as much as -28.0%, but he reported the market came back to 23.0%. He noted that in March 2009 the market had a drawdown as much as -15.0% and ended the year up 13.0%, and in 2008 the market had a drawdown of -49.0% and ended the year down -38.0%. He explained that a drawdown was a correction in the market. He reported that the current year-to-date for the market was -12.0%, and he advised that the Board may want to be opportunistic during the volatility.

Mr. McShane discussed the markets and commented that valuation was important. He said adding equity would add some good value. He distributed a handout reviewing an opportunistic strategy. He said the Board currently owned the S&P500 Exchange Traded Fund (ETF). He provided an investment recommendation that totaled $1.2 million, which would be reviewed on a monthly basis. He said this was a strategy used for other Funds, which began in response to the 2008/2009 markets. He recommended reallocating money from the fixed income investments.

Trustee Troglio moved to transfer $1,250,000 from Fixed Income to S&P 500 Exchange Traded Fund (ETF), ticker symbol IVV as follows:

Order 1: BUY 1,336 shares IVV @ $183 (15% below high of 215)
Order 2: BUY 1,450 shares IVV @ $172 (20% below high of 215)
Order 3: BUY 1,550 shares IVV @ $161 (25% below high of 215)
Order 4: BUY 1,660 shares IVV @ $150.50 (30% below high of 215)
Order 5: BUY 1,785 shares IVV @ $140 (35% below high of 215)

Seconded by Trustee Nichtig.

Approved by roll call vote.
Yeas: Ball, Nichtig, Troglio, President Nieukirk – 4;
Nays: None.

ITEM NO. 1  PRESENTATION by MCDONNELL FIXED INCOME MANAGER Regarding PORTFOLIO PERFORMANCE, with Request to Receive and File.

Mr. McShane provided an overview of McDonnell Investment Management, noting the firm oversaw the fixed income portfolio for the Fund with a focus on the Intermediate Bond Index. Over the last year, he remarked that they had been lagging the benchmark. As of the end of the quarter, McDonnell was off 50 basis points from the benchmark. He said the Board's expectations for McDonnell was to have a return that would pay the management fee of 20 basis points and to meet or exceed the benchmark. Net, he said McDonnell should hit the benchmark after fees. For the last year he reported that the firm was lagging 66 basis points from the benchmark. He said there was an ownership change within the firm approximately a year ago. He said the Board needed to have a return of the fixed income comparable to the benchmark.
Mr. McShane introduced McDonnell Investment Management representatives Mr. Peter Clerkin, Managing Director, and Mr. Dominic J. Pappalardo, Director - Taxable Portfolio Management.

Mr. McClerkin said McDonnell’s goal was to beat the benchmark, which had been done over the course of the relationship; however, it has been more difficult lately due to the volatility of the market.

Mr. McShane recommended they discuss the organization in reference to the change in ownership, change in management, and how it affected the portfolio.

Mr. McClerkin said the change in ownership and management should not have a direct impact on the investment process, and he provided an overview of the changes within the firm. He said there was revenue sharing in place with a parent company wherein profits were divided 50/50.

Trustee Troglio expressed his concern for a $5 - $6 million loss in the portfolio along with a charge of 20 basis points for management fees. Mr. McClerkin said the fee established was the same for all Illinois Public Pension Funds.

Mr. McShane commented that Segal reduced their fee based upon assets held in the firm, noting they currently held $31 million and McDonnell held $6 million.

Discussions continued regarding McDonnell’s fee structure, revenues, expenses, and the team that oversaw the investments. Mr. McClerkin said the firm was profit driven noting the success of the firm was based on asset growth. He remarked that the firm oversaw approximately $6 million of the Fund’s portfolio, which dated back to 2009. He reviewed the Investment Performance for the Fund, the year-to-date returns. He said McDonnell outperformed net of fees. He remarked the year-to-date return was below the benchmark, but he said they were structured well and would bounce back.

Trustee Nichting expressed his concern should McDonnell not be able to come back from the loss.

Mr. McClerkin remarked that most of the underperformance year-to-date came from the allocation to corporation credit; however, he said it was still a good, sound strategy. He said investment had been approximately 50.0% corporate bonds, which had affected McDonnell’s portfolio.

Mr. Pappalardo provided an explanation for the investment in corporate bonds noting that the thought was corporate fundamentals were strong. He provided an overview of the bond market for the last few years. He remarked on the financial state of corporations and the affect they had on bonds. He reported a few key factors that contributed to the corporate underperformance for the last year. Fundamentally, he said McDonnell still thought corporate bonds were attractive. For September, he said all of McDonnell’s accounts picked up approximately 12-15 basis points excess return over the benchmark. He said approximately half of the deficit had been made up that was experienced year-to-date. He said, on a long-term basis, having the additional exposure to the corporate bond market would provide some additional benefit to the portfolio. He reported that the rating on the corporate bonds they invested in received a AA rating. He remarked that McDonnell was not interested in taking more of a credit risk. He said they targeted approximately 1.0% - 3.0% in cash, especially with a yield of 0.0%. He commented that in July and August McDonnell had repositioned some of its corporate weighting. He remarked on the negative impact on the Illinois Muni Tax Allocation
Bonds, which approximately 4.5% of the Fund's portfolio with McDonnell was affected, but was believed would bounce back.

Mr. McShane provided an overview of the Fund's portfolio with McDonnell. He remarked that McDonnell had a 10.0% profit margin.

Discussions were held regarding comparisons between Segal, McDonnell and SKBA. Mr. McShane commented that Segal and McDonnell had the same benchmarks, and it would be more viable to compare those two managers. He recommended conducting a conference call with Segal at the next Board meeting in October.

ITEM NO. 1 PRESENTATION by MCDONNELL FIXED INCOME MANAGER Regarding PORTFOLIO PERFORMANCE, with Request to Receive and File. (Continued from Page 2)

Mr. McShane provided an overview of the portfolio and its allocations. He discussed the S&P400, S&P500, S&P 600, the Russell Indexes, and the Spider Index. He said, based upon the Investment Committee's research and according to State Statute, the Fund's portfolio was situated within the guidelines.

Discussions were held regarding the Spider Index and whether there would be any advantages to utilizing the same.

Discussions were held regarding the Mid Cap Index. Mr. McShane said the Board currently used the Russell Mid Cap Index, which had a fee of 23 basis points. He noted that the iShares Core S&P Midcap had a fee of 14 basis points, and he recommended reallocating the mid cap accordingly. He said the iShares Midcap better represented that part of the marketplace and would better fit the Fund's benchmark and would reduce expenses.

Mr. McShane commented that the Large Cap Index would stay the same.

Trustee Troglio moved to reallocate funds from the iShares Russell Mid Cap Index to the iShares Core S&P Mid Cap; seconded by Trustee Nichting.

  Approved by roll call vote.
  Yeas: Ball, Nichting, Troglio, President Nieukirk – 4;
  Nays: None.

Mr. McShane reviewed the Small Cap Index, and he recommended the Board using the iShares Core S&P Index for those investments. He said the Board currently had Kayne Anderson as a Small Cap Manager. He said Kayne was a conservative manager and had been a part of the portfolio since 2013.

It was noted that future investments in the small index, the Board would utilize the iShares Core S&P Index.

Trustee Nichting moved to receive and file the Performance Update Report as of August 31, 2015; seconded by Trustee Troglio.

  Approved by viva voce vote.
ITEM NO. 3  Report from Fire Marshal Kent Tomblin of Pension Fund Contributions, which were made by payroll deductions during the MONTH of AUGUST 2015, from the active members of the Peoria Fire Department and which checks were turned in to the City Treasurer’s Office by Director of Finance/Comptroller, with Recommendation to Concur and Receive and File.

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<tr>
<th>Payroll Period</th>
<th>When Deducted</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>August 6, 2015 – August 20, 2015</td>
<td>August 31, 2015</td>
<td>$66,588.35</td>
</tr>
<tr>
<td></td>
<td></td>
<td>$133,285.00</td>
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</tbody>
</table>

Trustee Nichting moved to concur and place on file the Fire Marshal’s Report for August 2015; seconded by Trustee Troglio.

Approved by viva voce vote.

ITEM NO. 4  Request to Approve the following BILLS:

- Pensions for October 2015 (dated October 31, 2015) .................. $987,095.20
- Morgan Stanley – 3rd Quarter (July 1 to Sept 30, 2015) ................. 25,618.00
- Mesirow Financial – Renewal of Fiduciary Liability Insurance .......... 6,131.00
- Lauterbach & Amen – Services for July ................................... 3,230.00
- IPPFA – 2015 IPPFA MidAmerican Pension Conference .................. 2,000.00
  (Registration of 5 Trustees at $400.00 each)
- Reimer Dobrovolny & Karlson, LLC (General Matters for Aug and Mileage) 1,987.00
- Jack Nieuwirk – Travel Expenses for the 2015 IPPFA Conference ...... 1,335.77
- Ralph Phillips – Travel Expenses for the 2015 IPPFA Conference ...... 1,335.77
- Patrick Nichting – Travel Expenses for the 2015 IPPFA Conference... 1,335.77
- Beth Ball – Travel Expenses for the 2015 IPPFA Conference .......... 1,335.77
- Joe Troglio – Travel Expenses for the 2015 IPPFA Conference ...... 812.91
- Stefanie Rice – 3rd Quarter Administrative Services (July – Sept)..... 1,100.00
- Sivertsen Reporting Service – Disability Hearing for Dan McGann ...... 322.00

GRAND TOTAL FOR SEPTEMBER .............................................. $1,033,639.19

Trustee Nichting said the Trustee’s travel expenses for the 2015 IPPFA Conference included an extra day hotel reservation in anticipation for paying one day in advance for the 2016 IPPFA Conference. He said if the Trustees were not required to pay for one day in advance for the 2016 Conference, then the Fund would need reimbursed.

Trustee Nichting moved to approve the bills in the grand total amount of $1,033,639.19; seconded by Trustee Troglio.

Approved by roll call vote.
Yeas:  Ball, Nichting, Troglio, President Nieuwirk – 4;  
Nays: None.
Trustee Nichte moved to move the Unfinished Business items before Item No. 5; seconded by Trustee Troglio.

Approved by roll call vote.
Yea: Ball, Nichte, Troglio, President Nieukirk – 4;
Nay: None.

UNFINISHED BUSINESS

ITEM NO. 1 CONTINUED DISCUSSION on the Status of PHYSKIE GREEN, with Recommendation to Take Action as Deemed Appropriate.

Attorney Dobrovolny distributed a copy of an Agreed Order of Dismissal and reported that the Board would no longer need to review the Physkie Green matter. He said the only thing required of Mr. Green were annual physical exams until he reached the age of 50. He said he would send Mr. Green’s attorney correspondence notifying him that the Board would no longer pay for doctor or counseling appointments.

Trustee Ball moved to receive and file the information regarding the status of Physkie Green; seconded by Trustee Troglio.

Approved by viva voce vote.

ITEM NO. 2 REQUEST for APPROVAL of the FINAL ORDER of OCCUPATIONAL DISEASE DISABILITY for FIRE CAPTAIN DANIEL MCGANN.

Attorney Dobrovolny distributed copies of the Board’s Decision and Order for the Occupational Disability of Fire Captain Daniel McGann for review. He said if the Board agreed with the Order, there needed to be a motion to approve the same and to enter the Order. In response to Trustee Troglio, he said a copy of the Decision and Order would go to Captain McGann. He said each Trustee needed to sign the Order, and he requested a copy to be emailed back to him once signed.

Trustee Troglio moved to approve the Decision and Final Order of Occupational Disease Disability for Fire Captain Daniel McGann; seconded by Trustee Nichte.

Approved by roll call vote.
Yea: Ball, Nichte, Troglio, President Nieukirk – 4;
Nay: None.
EXECUTIVE SESSION

Request for a Motion to go into EXECUTIVE SESSION to discuss 2(c)(21) for a Discussion of minutes of meetings lawfully closed under this Act, whether for purposes of approval by the body of the minutes or semi-annual review of the minutes as mandated by Section 2.06 AND Any Other Exceptions.

Trustee Troglio moved to go into Executive Session to discuss 2(c)(21) for a Discussion of minutes of meetings lawfully closed under this Act, whether for purposes of approval by the body of the minutes or semi-annual review of the minutes as mandated by Section 2.06 AND Any Other Exceptions; seconded by Trustee Ball.

Approved by roll call vote.
Yeas: Ball, Nichteing, Troglio, President Nieuirk – 4;
Nays: None.

The Board went into Executive Session at 11:55 A.M.

The Board returned from Executive Session at 12:00 P.M.

Attorney Jim Dobrovolny and Mr. McShane left the meeting at 12:00 P.M.

REGULAR BUSINESS (Continued)

ITEM NO. 5 MONTHLY FINANCIAL REPORTS from LAUTERBACH & AMEN, LLP for the Month of SEPTEMBER 2015, which Includes the STATEMENT OF PLAN NET ASSETS, STATEMENT OF CHANGES IN PLAN NET ASSETS, SUMMARY of CASH AND INVESTMENTS, BALANCE SHEET, REVENUES and REVENUE REPORT, EXPENSES and EXPENSE REPORT, PAYROLL JOURNAL, and VENDOR CHECKS REPORT, with Recommendation to Approve.

Trustee Ball moved to approve the monthly financial reports from Lauterbach & Amen, LLP for the month of September 2015, which included the Statement of Plan Net Assets, Statement of Changes in Plan Net Assets, Summary of Cash and Investments, Balance Sheet, Revenues and Revenue Report, Expenses and Expense Report, Payroll Journal, and Vendor checks Report; seconded by Trustee Troglio.

Approved by roll call vote.
Yeas: Ball, Nichteing, Troglio, President Nieuirk – 4;
Nays: None.
ITEM NO. 6  RECEIPTS and DISBURSEMENTS REPORTS for PEORIA COMMUNITY BANK and HARRIS BANK from Patrick Nichting, Treasurer, for the Month of AUGUST 2015, with Recommendation to Receive and File.

Trustee Ball moved to receive and file the receipts and disbursements reports for Peoria Community Bank and Harris Bank from Patrick Nichting, Treasurer, for the month of August 2015; seconded by Trustee Troglio.

   Approved by roll call vote.
   Yeas:  Ball, Nichting, Troglio, President Nieukirk – 4;
   Nays:  None.

ITEM NO. 7  REQUEST for APPROVAL of a RESOLUTION Authorizing Trustee Patrick Nichting the POWER TO INVEST, and Authorize Trustee Nichting to Maintain a Minimum of $10,000.00 in the HARRIS BANK ACCOUNT.

Trustee Troglio moved to approve the Resolution authorizing Trustee Patrick Nichting the Power to Invest, and authorize Trustee Nichting to maintain a minimum of $10,000.00 in the Harris Bank Account; seconded by Trustee Ball.

   Approved by roll call vote.
   Yeas:  Ball, Nichting, Troglio, President Nieukirk – 4;
   Nays:  None.

ITEM NO. 8  FIDUCIARY LIABILITY INSURANCE - NOTICE to POLICYHOLDERS – TRANSFER OF CARRIER with Request to Receive and File or Take Other Action.

Trustee Troglio moved to receive and file the Fiduciary Liability Insurance – Notice to Policyholders – Transfer of Carrier; seconded by Trustee Nichting.

   Approved by viva voce vote.

NEW BUSINESS

Discussions were held regarding the review of the Fund’s expenses on a monthly basis, and it was determined that variable and fixed expenses should be reviewed.

CITIZENS’ OPPORTUNITY TO ADDRESS THE BOARD OF TRUSTEES

It was determined there were no citizens to address the Board of Trustees.

ADJOURNMENT

Trustee Nichting moved to adjourn the Regular Firemen’s Pension Board Meeting; seconded by Trustee Troglio.

   Approved by viva voce vote.
The meeting adjourned at 12:10 P.M.

Beth Ball, MMC, City Clerk
Trustee and Board Secretary,
Firemen's Pension Fund of Peoria, Illinois

/sr