

PENSION BENEFIT GUARANTY CORPORATION INVESTMENT POLICY STATEMENT -- MAY 2011

I. INTRODUCTION

The Pension Benefit Guaranty Corporation ("PBGC" or the "Corporation") is a federal corporation created by the Employee Retirement Income Security Act ("ERISA"). PBGC insures the payment of benefits in private-sector defined benefit pension plans, subject to legal limits. PBGC receives premiums from plan sponsors for this insurance. No funds from general tax revenues are provided to PBGC to carry out its mandate. ERISA specifies that the U.S. Government does not stand behind the obligations of PBGC. When an underfunded plan terminates and PBGC becomes trustee, PBGC assumes responsibility to pay benefits to the plan's participants. The Corporation also trustees the plan's assets and invests those assets in accordance with this Investment Policy Statement and statutory requirements.

This Investment Policy Statement was developed in consultation with PBGC staff, outside experts and the PBGC Advisory Committee. It is supported by a comprehensive analysis of the impact of a range of economic, portfolio, and demographic risks on PBGC's liabilities. The Board recognizes the unique characteristics of the Corporation as a guarantor of private defined benefit pension plans and the dynamic circumstances under which it operates.

The Investment Policy Statement established by the Board is consistent with the statutory purposes of the PBGC (29 USC 1302(a)) which are to:

- Encourage the continuation and maintenance of voluntary private pension plans,
- Provide for timely and uninterrupted payment of pension benefits to plan participants and beneficiaries, and
- Maintain premiums established by the Corporation at the lowest level consistent with carrying out PBGC's obligations under ERISA.

This policy supersedes PBGC Board Resolution 09-06, which ceased implementation of the February 2008 Investment Policy Statement, and the Temporary Investment Policy Guidance and Transition Plan that implemented that resolution.

II. SCOPE AND PURPOSE

a. Scope

This Investment Policy Statement ("IPS") governs the investment program of the PBGC (the "Program") and shall apply to all investment assets and portfolios that are held in the Trust Fund and the Revolving Fund.

b. Purpose

The purpose of the IPS is to provide a framework for the management of the assets held in the Trust Fund and the Revolving Fund. The IPS includes guidance on:

- Investment objectives and strategic considerations;
- Governance;
- Asset allocation targets, benchmarks and related parameters; and
- Performance reporting and risk management.

III. INVESTMENT OBJECTIVES AND STRATEGIC CONSIDERATIONS

a. Investment Objectives

The investment objectives of the Program reflect mid-term and long-term investment horizons and accommodate current and projected financial requirements of the PBGC. These objectives are to:

1. Satisfy existing liabilities and future claims when due,
2. Maximize total return within a prudent risk framework that is informed by PBGC's fixed obligations and asset composition of potential trustee plans,
3. Minimize the risk of future deficits,
4. Meet or exceed the performance benchmarks for the Program over three- and five-year time periods, and
5. Diversify the investment assets base when useful for managing risk.

b. Strategic Considerations

PBGC's investment policy shall also be informed by the following:

- Many factors determine PBGC's ability to meet future claims, most of which are outside the control of the Corporation. PBGC does not control which plans it takes in, benefit guarantees, funding rules, or premium structure. These items are set by Congress.
- PBGC currently faces a significant negative net position "deficit" in its combined single-employer and multiemployer programs, with the expectation that its current assets will not cover expected future liabilities. The Board recognizes that the deficit of the PBGC cannot be addressed primarily through the investment policy.
- The PBGC must be cognizant of future or contingent liabilities as well as those already booked. The extent and timing of plan terminations depends upon economic, industry and/or company-specific conditions. The amount of losses will be affected by the severity of those events as well as by financial variables (stock market and interest rate levels) that affect performance of PBGC's portfolio. Demographic shifts that lengthen expected life outcomes can also increase PBGC liabilities.

The PBGC's investment policy, therefore, should consider these sources of risk – financial mismatching risk, systemic risk, demographic risk, and other appropriate risk factors. The PBGC should monitor these risk factors on a regular basis and take appropriate actions to protect assets and maintain prudent risk exposure consistent with the Investment Objectives. The focus should be on risk diversification for PBGC as a whole not only asset diversification.

IV. GOVERNANCE

a. Responsibilities

The Board is responsible for establishing the investment policy and for oversight of the Program. The

Board Representatives may act on behalf of the Board Members for all purposes permitted under the PBGC bylaws.

The PBGC Director is responsible for the administration of PBGC and the Program.

The Chief Financial Officer, through the Chief Investment Officer, has the overall management responsibility for implementing and monitoring the Program. The Chief Investment Officer and the Corporate Investment Department (CID) staff have the day-to-day responsibility of implementing and monitoring the Program and of determining and managing the investment and operational risk of the Program consistent with this IPS. PBGC staff will be responsible for the hiring, firing, conducting due diligence and oversight, and contract management of the external professional money managers.

All discretionary investment decisions (other than short term cash holdings in the Revolving Fund) will be managed by external professional money managers.

The Advisory Committee is responsible for advising the Corporation on investment activities.

b. Board Oversight of Investment Policy

The Board will review the Investment Policy Statement at least every two years and approve the Investment Policy Statement at least every four years. The Investment Policy Statement will be reviewed by PBGC staff quarterly and discussed with the Board no less than annually. The purpose of Board review is to ensure that the objectives of the Investment Policy continue to be aligned with PBGC's operational objectives and changing economic conditions and that PBGC is implementing the Investment Policy consistent with the investment objectives established by the Board.

c. Use and Oversight of External Advisors

All discretionary investments will be managed by external professional money management organizations. Managers will be selected based upon demonstrated performance, expertise, and expense so that their investment strategies collectively implement the Investment Policy Statement. PBGC will hold the investment management firms accountable for implementation of their investment strategies within the guidelines as defined and periodically revised by PBGC. Short-term cash holdings in the Revolving Fund may be managed internally by PBGC.

PBGC will evaluate the performance of investment managers against benchmarks decided by PBGC staff and acceptable to the external investment manager and consistent with industry-recognized performance benchmarks and other relevant industry standards. As appropriate, PBGC will remove assets from underperforming managers once managers have had sufficient time to meet their performance objectives, which as a rule is demonstrated over a full market cycle. PBGC will also remove assets from managers when PBGC no longer believes they will be able to meet their investment objectives (e.g., due to style drift, loss of key investment professionals, significant change in ownership, or organizational structure with potential negative consequences).

Investment management fees should be designed to compensate managers for their services as well as to minimize the cost to PBGC. Fee arrangements may be flat, asset-based, and/or performance based. PBGC will seek to control costs without sacrificing quality or performance.

V. ASSET ALLOCATION TARGETS, BENCHMARKS AND OTHER INVESTMENT PARAMETERS

a. Asset Allocation

Assets will be invested primarily in equities and fixed income securities in a manner consistent with all legal requirements and Program restrictions. Asset allocation will be based on a desire for sound long-term performance considering PBGC's obligations. PBGC seeks to produce a return on investment that is based on levels of liquidity and investment risk that are prudent and reasonable. Prudent risk-taking is justifiable.

Trust Fund assets are discretionary and may be invested in equities (domestic and international), fixed income (domestic and international) assets, and private market assets from trusted plans. PBGC may invest in the following sub-asset classes:

US Stocks including publicly traded US REITs.
International Stocks (Developed and Emerging)
US Bonds (Nominal and Real)
International Bonds (Nominal and Real and Developed and Emerging)
Money Market Securities
Private Equity and Private Real Estate inherited from terminated plans

PBGC staff shall not invest in other sub-asset classes not specifically mentioned above unless granted permission by the Board. Target allocations and permitted ranges for sub-asset classes shall be proposed by PBGC staff and shall be subject to Board Representative approval.

PBGC staff shall report monthly on sub-asset class allocations. PBGC staff is prohibited from holding outsized sub-asset class positions except when investing in US treasuries.

Asset classes permitted in the Program (Revolving Fund and Trust Fund combined) and their allocation targets and permitted allocation ranges follow:

Table1.
PBGC Policy Portfolio

Asset Class	Target Allocation	Permitted Range**
Equities and Other Non-Fixed Income*	30%	+/- 5%
Fixed Income	70%	+/- 5%
Total Fund	100%	

*Equities and Other Non-Fixed Income will include domestic and international public equities, US REITs and also private equity, real estate and other limited marketability assets received from terminated defined benefit plans.

**The midpoint of an asset allocation range should be the target investments with some leeway to adjust for fluctuations due to gains and losses, and inflows of newly trusted plans.

It is understood that events beyond the control of the investment program or PBGC will sometimes cause changes in the asset allocation or cash flow of the Corporation. For example, when a pension plan terminates, PBGC inherits the plan's assets as they have been allocated by the terminating plan. These allocations can differ significantly from PBGC's causing PBGC to be outside its asset allocation targets.

In such instances, PBGC will transition the portfolio to PBGC's established asset allocation targets as soon as prudently feasible. PBGC will develop a plan for transition of these newly acquired assets based on their liquidity, market conditions (which does not include market timing under reasonable market conditions), and current valuations, including alternative methods for disposing of illiquid holdings.

Bonds rated below investment grade shall be of prudent credit quality and consider the timing of maturing benefit payments of PBGC's trustee plans.

b. Benchmarks

Appropriate benchmarks will be established by the PBGC in consultation with its investment managers and investment consultants. The PBGC staff shall advise the Board and the Board Representatives of the benchmarks selected and any changes in benchmarks.

c. Rebalancing

PBGC will seek to rebalance the investment portfolio at least quarterly to keep its asset allocation consistent with this Investment Policy. The timing and size of rebalancing should consider current market conditions, liquidity needs of the Corporation, the cost of rebalancing, anticipated receipt of assets from newly trustee plans, and projected premiums. To avoid unnecessary transaction costs, cash flow to and from the Program, including assets received from newly trustee pension plans, should be used to rebalance back to the targeted percentage where possible.

d. Cash Management/Meeting Liquidity Requirements

PBGC must have sufficient low-risk, liquid assets available to pay PBGC's near-term benefit obligations and operational cash flow needs for at least one year. Premium payments to the Program will be considered when assessing cash flow needs. Examples of sufficient low-risk, liquid assets are high quality corporate bonds or treasury notes that mature within three years.

e. Risk Tolerance

The Board acknowledges that the Program will be subject to some investment risk necessary to achieve performance objectives that cannot be eliminated with diversification. PBGC staff will manage these risks through adherence to ethical standards, documentation and enforcement of internal controls, due diligence and manager oversight, and appropriate risk measurements and risk reporting mechanisms.

f. Permitted Activities and Delegations

The following activities and delegations are permitted with the following conditions:

- 1. Annuities:** The PBGC may purchase annuities with Trust and Revolving Funds to pay benefits if supported by a cost/benefit analysis.
- 2. Derivatives:** Derivatives may be utilized only to take or support positions relating to allowed asset classes for non-speculative purposes.
- 3. Securities Lending:** Securities lending to generate income through a low risk collateral investment strategy is allowed, consistent with parameters established by the Board and investment policies and guidelines. Securities lending collateral is excluded from the calculation of asset allocation targets. PBGC staff will provide program performance and

violation reporting to the Board.

4. **Proxy Voting:** The PBGC shall delegate authority to vote proxies to external investment managers and require that such managers meet fiduciary standards and maintain accurate records as to proxy voting. Proxy voting rights must be exercised in accordance with the fiduciary duties of loyalty and prudence. At least annually, managers will report their voting record to PBGC.
5. **Trading and Brokerage:** The PBGC shall delegate the responsibility of selecting brokerage firms to its investment managers. Investment managers shall select and utilize brokers in a manner to achieve best execution.
6. **Foreign Currency Management:** The PBGC and its investment managers may establish foreign currency positions as a consequence of foreign investment.

h. Prohibited Activities

Unless permitted by the Board, the following activities are prohibited:

1. **Leverage:** Utilizing any form of leverage, including the use of derivative contracts to replicate leveraged positions. That is, derivatives shall not be utilized to leverage the portfolio beyond the maximum risk level associated with a fully invested portfolio of physical securities.
2. **Speculation:** Engaging in investment strategies that have the potential to amplify or distort the risk of loss beyond a level that is reasonably expected.
3. **Board Representation:** Accepting a seat on any company's board of directors by PBGC staff, or any financial advisor or investment manager acting on PBGC's behalf, except under extraordinary circumstances that warrant an exception from this policy. Should such circumstance arise, the Board will be consulted prior to the acceptance of such seat. In such circumstances, PBGC will designate an outside financial advisor or investment manager to accept such seat.

i. Other Requirements and Limitations

Additional Program requirements and limitations include (other than with respect to obligations of the United States or obligations that are guaranteed as to principal and interest by the United States):

1. **Ownership Limit:** PBGC will limit its holding of any class of securities in any company to no more than five percent of the total outstanding securities of such class. If the PBGC should own more than five percent of such class of security, it should liquidate, or cause to liquidate, as soon as prudently feasible, sufficient securities to reduce its holding to no more than five percent of such class.
2. **Security Exposure Limit:** No single investment security (single security that is identified by one CUSIP number or comparable identified code, for example Exxon public stock) may represent more than seven percent of Trust Fund assets of the Program.
3. **International Equity Limit:** While PBGC may invest in both domestic and international equities, the majority of the PBGC equity allocation shall be invested in domestic equities. International equity may be held only in broadly diversified portfolios.

4. **Product Concentration Limit:** With the exception of passively managed investment vehicles seeking to match the returns of a broadly diversified market index, no single investment may compose more than ten percent of Trust Fund assets.
5. **Firm Concentration Limit:** Except for the investment manager(s) overseeing the Revolving Fund or those managing passive products, no single firm may have discretionary investment authority over more than twenty percent of Trust Fund assets of the Program.
6. **Restricted Investments:** The PBGC and its investment managers shall take reasonable steps to avoid investments in companies representing highly likely and significant contingent liabilities.
7. **Geographic Concentration Limit:** Except in the case of the US, the Program should be diversified, as much as practicable and prudently possible across broad geographic regions.
8. **Revolving Fund and Trust Fund Restrictions:** The Revolving Fund will be invested exclusively in U.S. Treasury securities unless granted permission by the Board to invest in other securities.

VI. PERFORMANCE REPORTING AND RISK MANAGEMENT

a. Performance Reporting

Monthly and quarterly investment reports will be prepared by PBGC and will be submitted by the Director to the Board. Quarterly investment performance reports will also be prepared for Advisory Committee meetings. PBGC's Annual Report will include fiscal year investment results.

b. Risk Management

The Board recognizes that the assumption of investment risk is necessary to meet Program objectives, and that such risk must be managed to ensure returns are proportional to market risk taken. The Corporation will invest in a broadly diversified portfolio of asset classes, strategies, and managers, as one of the principal means for managing the risk profile of the Program. PBGC maintains the means to monitor, measure, and manage comprehensive investment risk to PBGC. PBGC staff will report to the Board no less than annually on its Program to measure and maintain prudent levels of risk. PBGC will monitor the Program's total allocation by manager and asset class on a daily basis. Any manager breach of guidelines in the contract will be reported quarterly to the Board.