

**STATE OF RHODE ISLAND  
INVESTMENT COMMISSION MEETING**

**DATA AT  
March 31, 2014**

**April 23, 2014  
MEETING**

**MEMBERS OF THE STATE INVESTMENT COMMISSION**

**Honorable Gina M. Raimondo, Chair**

**Mr. J. Michael Costello  
Mr. Robert Giudici  
Mr. Thomas Mullaney  
Mr. Andrew K. Reilly**

**Mr. Thomas P. Fay  
Ms. Paula M. McNamara  
Ms. Marcia Reback**

# Section I.

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## Agenda



State of Rhode Island and Providence Plantations  
Office of the General Treasurer

**Gina M. Raimondo**  
General Treasurer

**RHODE ISLAND STATE INVESTMENT COMMISSION  
MEETING NOTICE**

The next meeting of the Rhode Island State Investment Commission has been scheduled for Wednesday, April 23, 2014 at 9:00 a.m. in Room 205 of the State House.

**AGENDA**

- Chairperson Call to Order
- Membership Roll Call
- Approval of Minutes
  - State Investment Commission Meeting held on March 26, 2014\*
- Equity Indexes and Trading
- Private Equity Recommendation\*\*
  - Carlyle Asia Partners IV\*
- Hedge Fund Reallocation\*\*
  - Indus Asia Pacific Fund, LP\*
  - ESG Cross Border Equity Fund, LP\*
  - Luxor Capital Partners, LP\*
- Real Estate Review – Quarterly Review
- Legal Counsel Report
- Chief Investment Officer Report
  - Portfolio Update
- Treasurer’s Report
  - Portfolio Risk/Return

\* Commission members may be asked to vote on this item.

\*\* Commission members may elect to go into executive session pursuant to Rhode Island General Laws §42-46-5 (a) (7).

**POSTED ON FRIDAY, APRIL 18, 2014**

## Section II.

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### Approval of Minutes



**State Investment Commission**  
**Monthly Meeting Minutes**  
**Wednesday, March 26, 2014**  
**9:00 a.m.**  
**Room 205, State House**

The Monthly Meeting of the State Investment Commission (SIC) was called to order at 9:08 a.m., Wednesday, March 26, 2014 in Room 205, State House.

## **I. Roll Call of Members**

The following members were present: Mr. J. Michael Costello, Mr. Thomas Fay, Mr. Robert Giudici, Mr. Thomas Mullaney, Ms. Marcia Reback, Mr. Andrew Reilly, Mr. Frank Karpinski, and General Treasurer Gina Raimondo.

Also in attendance: Mr. Thomas Lynch of Cliffwater, alternative investment consultant to the Commission; Ms. Katherine Dowling of Thoma Bravo; Mr. John Burns of Pension Consulting Alliance (PCA), general consultant; Ms. Sally Dowling of Adler Pollock & Sheehan P.C., legal counsel; Ms. Faith Lasalle, Esq., Chairperson of the Rhode Island Higher Education Assistance Authority (RIHEAA) Board of Directors; Mr. Seth Magaziner, candidate for treasurer; Ms. Anne-Marie Fink, chief investment officer, and members of the Treasurer's staff. Treasurer Raimondo called the meeting to order at 9:08 a.m.

Ms. Paula McNamara was absent.

## **II. Approval of Minutes**

On a motion by Mr. Mullaney and seconded by Mr. Costello, it was unanimously

**VOTED: to approve the draft of the minutes of the February 26, 2014 meeting of the State Investment Commission.**

## **III. Private Equity Recommendation—Thoma Bravo XI**

Mr. Lynch introduced Thoma Bravo, a private equity fund Cliffwater recommends for the portfolio.

Ms. Katherine Dowling gave an overview of the firm. She said Thoma Bravo has a long history in middle-market private equity. She noted the team has deep sector knowledge in the software industry. They've had close to one hundred software firm purchases in the last several years. Their strategy is to maintain a watch list of the companies in the industry and maintain contact with them.

They strive to be the go-to entity when companies want to make a move. This approach enables them to get access to proprietary deals when something is happening. They look for companies that have recurring revenue of at least 50%. During the diligence time and even prior to it, they have already identified possible add-on acquisitions and efficiencies. In this way they can move quickly to make offers and close deals.

Ms. Katherine Dowling said Fund XI would have \$3.4 billion in limited partner commitments with the general partner commitment in addition. She reviewed their team and the work personnel do on strategy.

The board asked questions and Ms. Katherine Dowling left the room.

Mr. Lynch added that software is a big component of the economy today and Cliffwater finds this sector appealing. Secondly, Cliffwater looks for firms which have more advantage in getting

investment transactions and that can add a lot of value to the companies they acquire. He added that Thoma Bravo has a very experienced team and their performance has been outstanding. Treasurer Raimondo asked if Cliffwater has any other clients going into the fund and if they would represent enough of the investor base to push back on the fees.

Mr. Lynch said they have been trying and they will continue to try. He noted that many of their pension fund clients would still commit to the fund with the firm's higher-than-market fee because the performance has been so good.

Treasurer Raimondo expressed concern over the lack of a hurdle rate in the fund.

Mr. Reilly echoed the Treasurer's concern and also expressed concern over the velocity of capital and the fees.

The board discussed the recommendation. They asked Mr. Lynch to communicate their concerns to the firm in hopes of negotiating more attractive terms. No vote was taken.

#### **IV. Private Equity Quarterly Review**

Mr. Lynch presented the calendar year-end private equity review. He noted final numbers as of year-end weren't available for all the partnerships. Last year there was a record amount of distributions. High levels of IPOs, sales of companies and dividend recaps led to strong flows of capital from partnerships back to limited partners. In terms of outlook, Cliffwater isn't currently green-lighting any private equity category because valuations are high. Their preference within the buyout category continues to be firms that focus on smaller transactions and sector-specific funds.

He reviewed the portfolio. He noted that the portfolio has exceeded the amount of capital invested and produced very good long-term rates of return. He reviewed the flow of capital for calendar year 2013. The portfolio had net gains of \$73 million for the year. Distributions exceeded contributions 3 to 1. The return for the year was 13.8% so performance continues to be strong.

Mr. Lynch reviewed the drivers of performance and noted that there were a lot of positive drivers. The few disappointments were in venture capital. He reviewed top long-term performers and noted that they continue to be some of the commitments made in the most recent years.

Mr. Lynch added that the portfolio has good diversification.

Mr. Costello asked about the number of limited partnerships and Mr. Lynch said they were looking to decrease the number of manager relationships, not necessarily the number of funds.

Mr. Costello expressed a preference that the committee focus on diversifying vintage years in a methodical way and not put as much importance on hitting the 7% private equity allocation quickly. Mr. Lynch agreed and said historically, when distributions exceed contributions, one may want to slow down commitments.

The board asked more questions.

Concerning the hedge fund portfolio, Mr. Lynch informed the SIC that Indus Asia Pacific fund has been put on Cliffwater's watch list. He cited concerns about modifications in concentration and the roles of the portfolio managers, but noted that the concerns were not yet at a level where Cliffwater would recommend redemption. He also noted that the fund has not performed as well as expected as Asian markets have been particularly challenging. Because of their performance Indus has made a moderate portfolio strategy change to be more concentrated with their positions. In addition, they have switched from two co-portfolio managers to one sole manager. This portfolio manager has also relocated from Hong Kong, where most of their research is being done, to Indus's San Francisco office.

## V. Legal Counsel Report—Securities Litigation Discussion

A motion was made by Mr. Reilly and seconded by Ms. Reback to convene into executive session pursuant to Rhode Island General Law §42-46-5 (a) (2). A roll call vote was taken to enter executive session and the following members were present and voted Yea: Mr. J. Michael Costello, Mr. Thomas Fay, Mr. Robert Giudici, Mr. Thomas Mullaney, Ms. Marcia Reback, Mr. Andrew Reilly, and General Treasurer Gina Raimondo.

It was then unanimously

**VOTED: To convene into executive session pursuant to Rhode Island General Law §42-46-5 (a) (2).**

It was reported to the public that three votes were taken during the executive session.

In the first vote, it was unanimously voted to join the existing lawsuit against The Royal Bank of Scotland (RBS) regarding RBS's rights issuance of April 30, 2008 and to seek all recourse with the assistance of Grant & Eisenhofer. The second vote taken during executive session was a unanimous roll call vote to seal the minutes of the executive session of March 26, 2014 and a third to exit the executive session.

## VI. CIO Report

Ms. Fink reviewed the performance for the month of February. The portfolio was up 2.9% which puts it at 11% fiscal-year-to-date. Risk and return continue to be better than the bottom-up benchmark and the basic 60/40 plan so the asset allocation is working. She reviewed the overall investment environment for the month. The equity hedge fund portfolio benefited from increasing focus on fundamentals and dispersion among stocks. The strong environment also helped the private equity funds. The absolute return hedge funds were up about 1%, which is slightly less than the benchmark due to their lower equity sensitivity and the strong equity markets. Real estate and GILBs were in line with their benchmarks and were solid performers. Ms. Fink noted that the bank loan portfolio was a bit disappointing in February, particularly PIMCO which staff will continue to monitor.

Ms. Fink gave a brief update on the *CollegeBoundfund*. She said the options approved by the committee have gone into effect and are now available to participants. She added that the RFP for a consultant has been expanded to include additional elements.

Ms. Fink gave an update on the Third Point redemption and said it will be effective as of March 31<sup>st</sup>.

## VII. Treasurer Report

Treasurer Raimondo gave a brief update on a recent meeting with AllianceBernstein regarding the *CollegeBoundfund*.

She thanked the board and commended them on their continued work.

There being no other business to come before the Board, on a motion by Ms. Reback and seconded by Mr. Fay the meeting adjourned at 10:56 a.m.

Respectfully submitted,

**Gina M. Raimondo**  
General Treasurer

## Section III.

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### Staff Summary



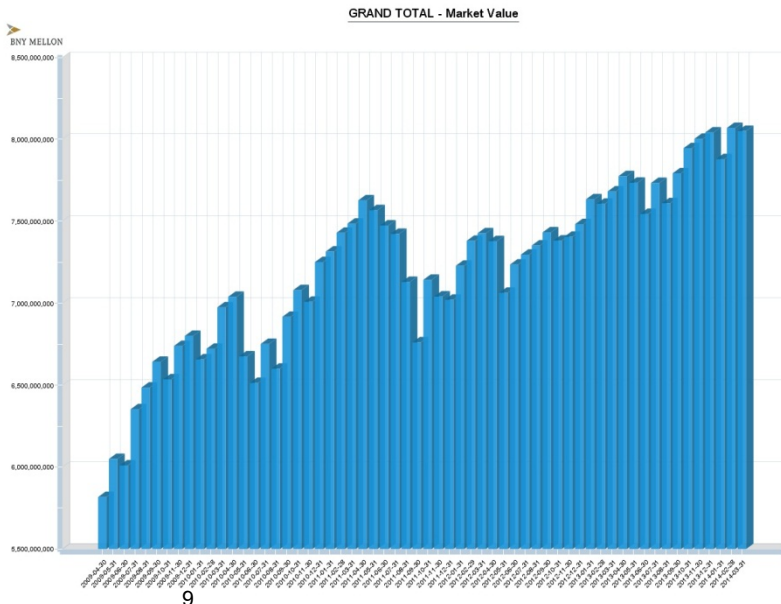
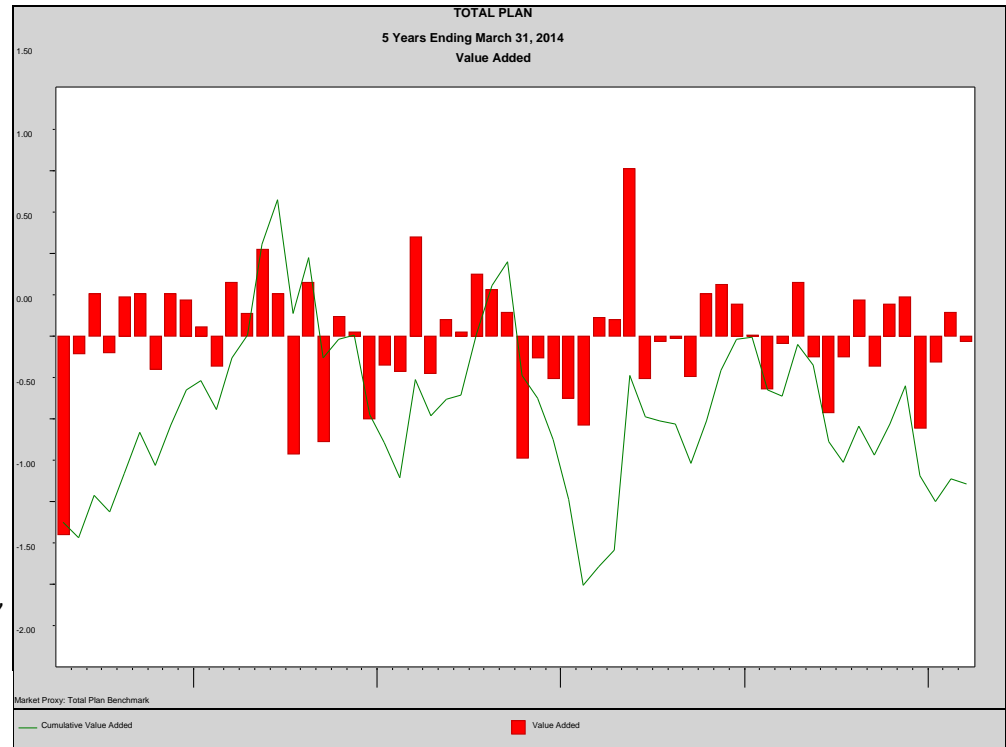
# Portfolio Highlights

## PORTFOLIO PERFORMANCE

**March:** The ERSRI portfolio posted a 0.25% gain for March, against the policy index of 0.28% and the 60/40 Blend of 0.20%. Total Equity returned 0.46%, as US Public Equity gained 0.56% versus the benchmark of 0.53% and International Equity 0.34% versus the benchmark of 0.26%, while Equity Hedge Funds lost -1.44% against the -0.28% benchmark. US Traditional Fixed Income posted a -0.18% loss, with the benchmark at -0.17%. Real Return Hedge Funds lost -0.49% against the benchmark loss of -0.84%, while GILBs lost -0.31% against its benchmark of -0.24%. The Credit strategy returned 0.29%, versus its benchmark 0.31%.

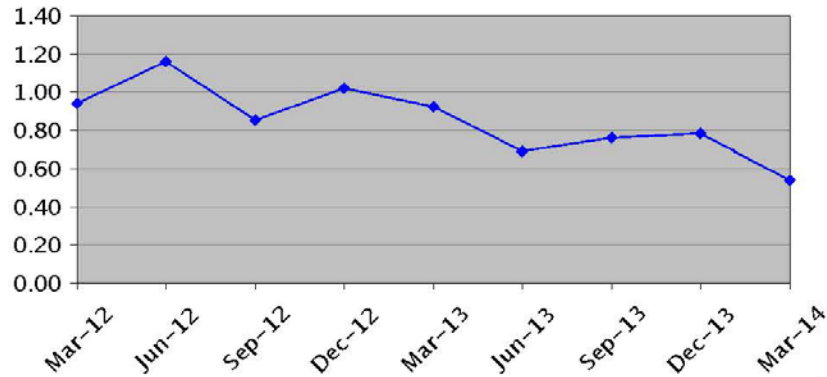
**Fiscal Year to Date:** For the Fiscal Year to Date, the fund has gained 11.32%, versus the policy index of 11.6% and the 60/40 Blend 11.04%.

**Market Values:** The total portfolio value decreased by \$18.4 million to \$8.05 billion. The March decrease represents \$20.2 million of positive market impact, and \$38.6 million of transfers out.

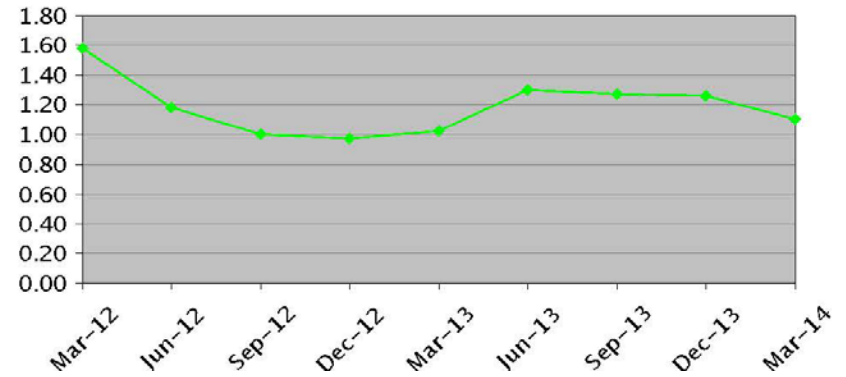


Account Name	Market Value (M)	Month	Fiscal YTD
US Public Equity	1,999.11	0.56	19.32
Non-US Public Equity	2,003.30	0.34	15.91
Equity Hedge Funds	662.32	-1.44	10.48
Private Equity	544.31	2.87	14.88
Traditional Fixed Income	1,099.72	-0.18	2.63
Real Estate	248.92	0.06	7.03
Real Return Hedge Funds	514.16	-0.49	3.52
Credit Aggregate	415.82	0.29	4.43
Inflation-Linked Bonds	279.81	-0.31	0.17
Total Cash	260.38	0.01	0.11
<b>TOTAL PLAN</b>	<b>8,051.32</b>	<b>0.25</b>	<b>11.32</b>

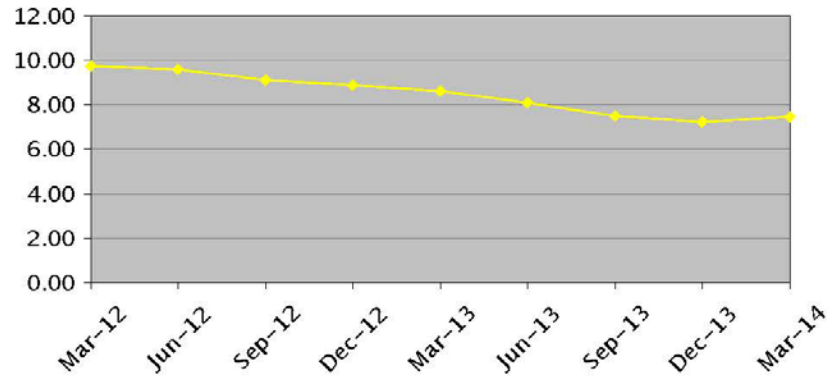
**Annualized Alpha**



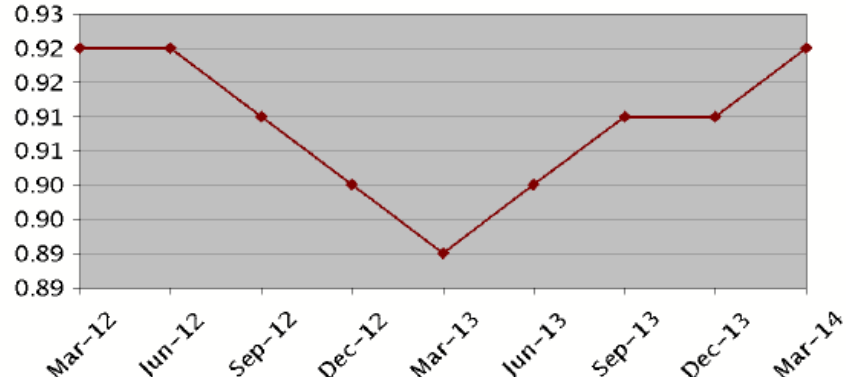
**Annualized Sharpe Ratio**



**Annualized Standard Deviation**



**Beta**



Policy Benchmark is Total Plan Benchmark. Risk-free Proxy is BofA Merrill Lynch 3 Month US Treasury Bill G001



State of Rhode Island and Providence Plantations  
Office of the General Treasurer

Gina M. Ralmondo  
General Treasurer

April 14, 2014

State Investment Commission  
State of Rhode Island, State House  
Providence, Rhode Island

This is to certify that the amounts so listed below belong to the credit of the Employees' Retirement, Municipal Employees', State Police and Judicial Retirement Systems of the State of Rhode Island at the close of business on March 31, 2014.

**Employees' Retirement System of Rhode Island  
Composite Reporting Investment Valuation  
March 31, 2014**

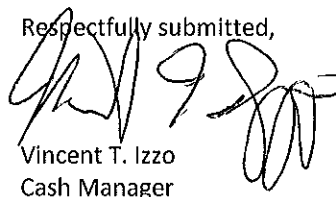
Asset Class	Base Market Value
<b>Grand Total</b>	<b>8,051,317,769</b>
CASH EQUIVALENT*	363,533,588
EQUITY HEDGE FUNDS**	662,320,492
GLOBAL PUBLIC EQUITY	3,972,409,204
CREDIT	401,479,641
INFLATION-LINKED BDS	257,812,841
PRIVATE EQUITY**	540,737,946
REAL ESTATE**	248,923,600
REAL RET HEDGE FUNDS**	514,157,083
US TRADITIONAL FIXED	1,089,943,374

Plan Allocations	%	Base Market Value
<b>Grand Total</b>	<b>100.00%</b>	<b>8,051,317,769</b>
STATE EMP RET PLAN	81.17%	6,535,346,000
MUNI EMP RET PLAN	16.85%	1,357,004,391
STATE POLICE RET PL	1.30%	105,042,433
JUDICIAL RET PLAN	0.67%	53,697,137
NON-CONTRIB JUD RET	0.00%	227,808

\* Cash & Short-Term Investments, as shown, also includes amounts available within specific active-manager mandates, and thus as aggregated will not tie directly to separate cash allocations as reported elsewhere.

\*\* Alternative Investments – comprising the four components as indicated – have varying degrees of liquidity and may not have readily determinable market values. As such, they may be based on appraisals only.

Respectfully submitted,



Vincent T. Izzo  
Cash Manager

## Section IV.

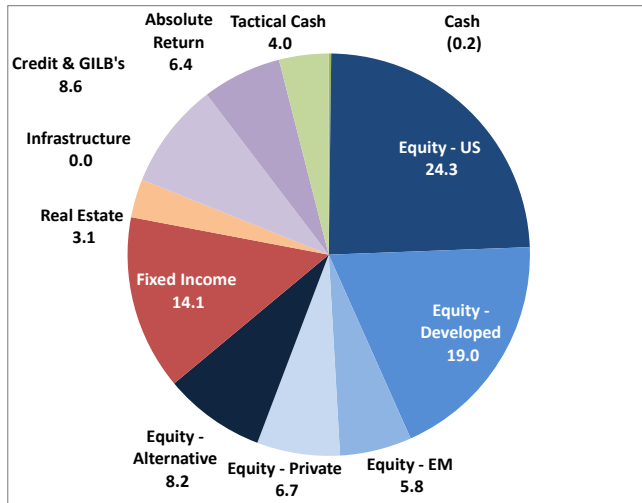
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### Asset Allocation

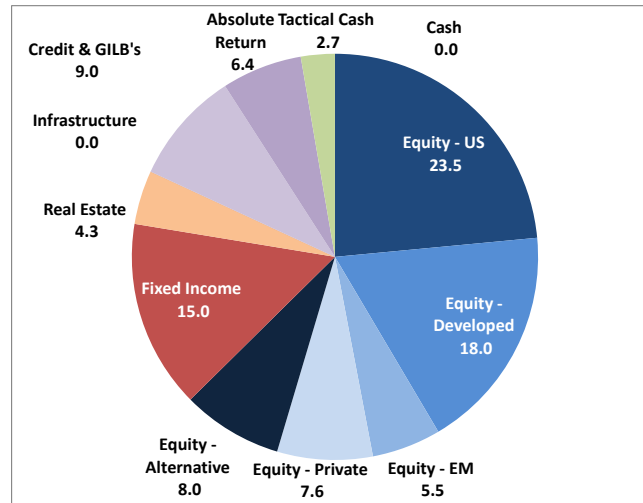
**ERSRI Portfolio**

%% - as of March 31, 2014

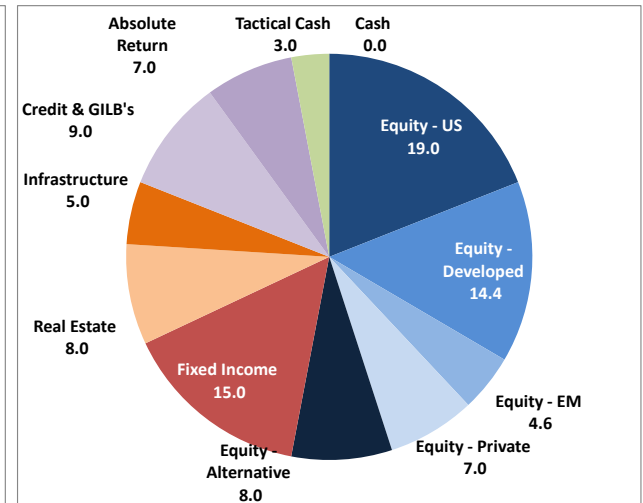
**Actual Allocation**



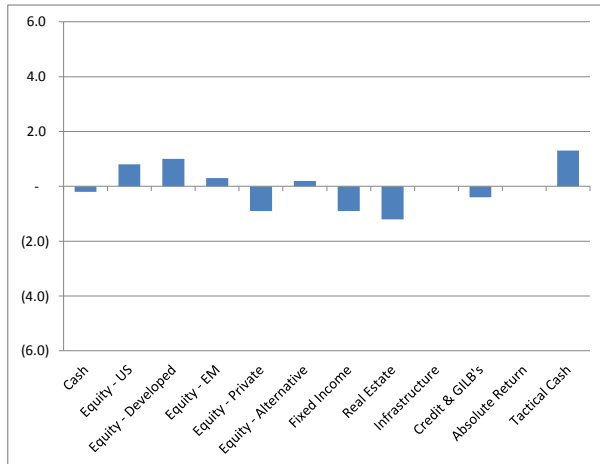
**Tactical Allocation**



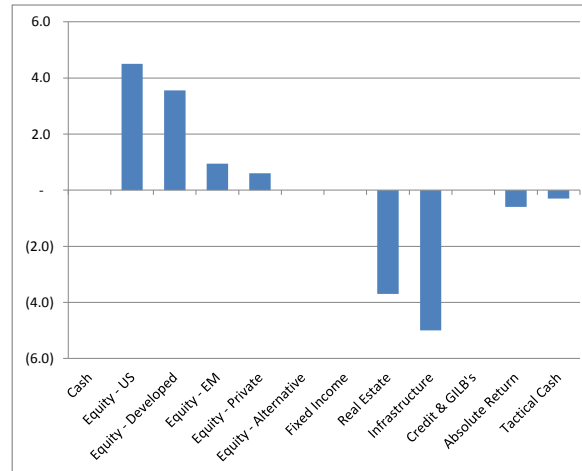
**Policy Allocation**



**Actual vs. Tactical**



**Tactical vs. Policy**



**Notes:**

Actual vs. Tactical: SIC policy allows for fluctuations of  $\pm 2\%$  from Tactical to accommodate market movements while minimizing trading costs for rebalancing, and lags in rebalancing to less liquid asset classes.

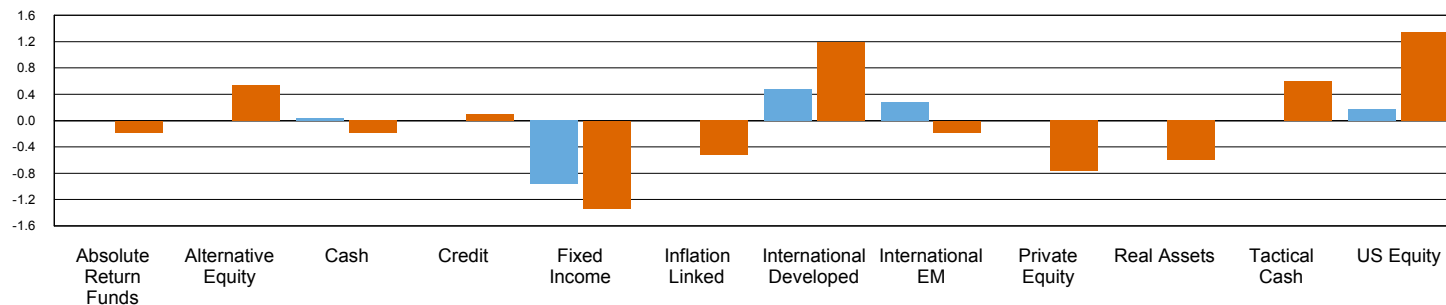
Tactical vs. Policy: Tactical allocations diverge from policy to allow time to vet third-party managers allowing prudent implementation of SIC policy decisions, and to diversify vintage-year exposure for drawdown funds (e.g., private equity, real estate, infrastructure).

Currently tactical allocations are (4) percentage points (pps) below policy on real estate and (5) pps on infrastructure & MLP's, due to timing required to deploy funds. An additional +9 pps in equity offers interim exposure to economic growth and protection from interest rate volatility, capturing similar macroeconomic exposures to underallocated asset classes.

# Asset Summary

<u>Asset Class</u>	<u>Physical Exposure</u>		<u>Synthetic Exposure</u>		<u>Net Position</u>		<u>Overlay Target</u>		<u>Policy Target</u>	
<b>Total Market Value</b>	<b>8,049.3</b>	<b>100.0%</b>	<b>0.0</b>	<b>0.0%</b>	<b>8,049.3</b>	<b>100.0%</b>	<b>8,049.4</b>	<b>100.0%</b>	<b>8,049.4</b>	<b>100.00%</b>
<b>Cash</b>	<b>-15.0</b>	<b>-0.2%</b>	<b>17.1</b>	<b>0.2%</b>	<b>2.0</b>	<b>0.0%</b>	<b>-1.5</b>	<b>0.0%</b>	<b>0.0</b>	<b>0.00%</b>
Cash	-15.0	-0.2%	17.1	0.2%	2.0	0.0%	-1.5	0.0%	0.0	0.00%
<b>Equity</b>	<b>5,179.5</b>	<b>64.3%</b>	<b>-56.7</b>	<b>-0.7%</b>	<b>5,122.7</b>	<b>63.6%</b>	<b>5,048.6</b>	<b>62.7%</b>	<b>5,008.4</b>	<b>62.22%</b>
International Developed	1,545.1	19.2%	-35.1	-0.4%	1,510.1	18.8%	1,471.7	18.3%	1,448.9	18.00%
International EM	428.2	5.3%	43.9	0.5%	472.1	5.9%	449.7	5.6%	442.7	5.50%
US Equity	2,000.3	24.8%	-65.6	-0.8%	1,934.7	24.0%	1,921.4	23.9%	1,891.6	23.50%
Private Equity	533.9	6.6%	0.0	0.0%	533.9	6.6%	533.9	6.6%	595.7	7.40%
Alternative Equity	672.0	8.3%	0.0	0.0%	672.0	8.3%	672.0	8.3%	629.5	7.82%
<b>Fixed</b>	<b>1,099.7</b>	<b>13.7%</b>	<b>39.7</b>	<b>0.5%</b>	<b>1,139.4</b>	<b>14.2%</b>	<b>1,217.1</b>	<b>15.1%</b>	<b>1,207.4</b>	<b>15.00%</b>
Fixed Income	1,099.7	13.7%	39.7	0.5%	1,139.4	14.2%	1,217.1	15.1%	1,207.4	15.00%
<b>Other</b>	<b>1,785.2</b>	<b>22.2%</b>	<b>0.0</b>	<b>0.0%</b>	<b>1,785.2</b>	<b>22.2%</b>	<b>1,785.2</b>	<b>22.2%</b>	<b>1,833.7</b>	<b>22.78%</b>
Real Assets	249.7	3.1%	0.0	0.0%	249.7	3.1%	249.7	3.1%	297.8	3.70%
Absolute Return Funds	516.7	6.4%	0.0	0.0%	516.7	6.4%	516.7	6.4%	531.3	6.60%
Credit	414.3	5.1%	0.0	0.0%	414.3	5.1%	414.3	5.1%	406.5	5.05%
Inflation Linked	279.8	3.5%	0.0	0.0%	279.8	3.5%	279.8	3.5%	322.0	4.00%
Tactical Cash	324.7	4.0%	0.0	0.0%	324.7	4.0%	324.7	4.0%	276.1	3.43%

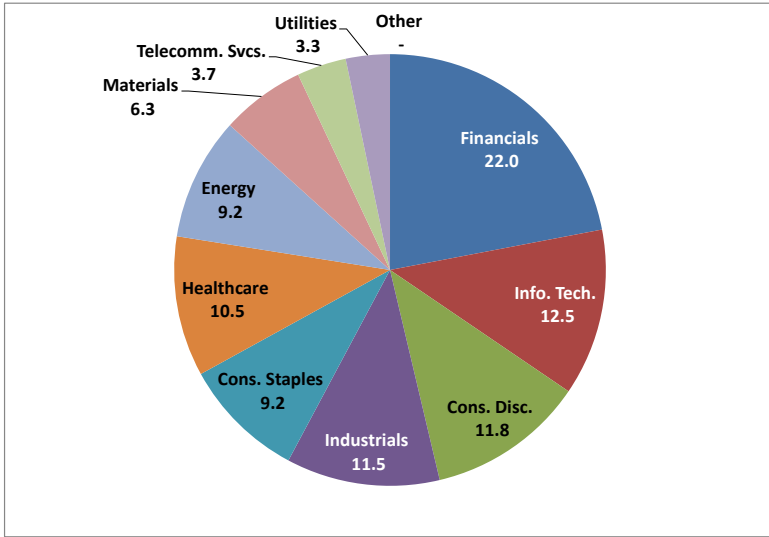
## Deviations from Target Allocation



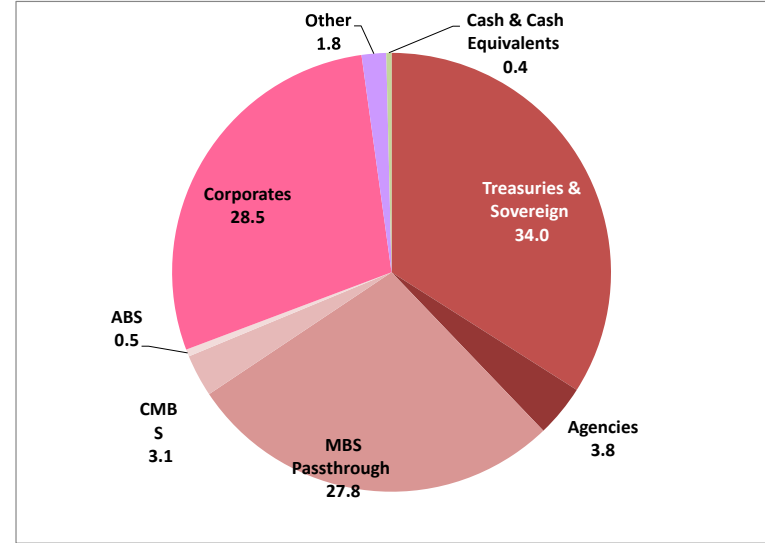
**ERSRI Asset Allocation  
Public-Asset Portfolios**

%% - as of March 31, 2014

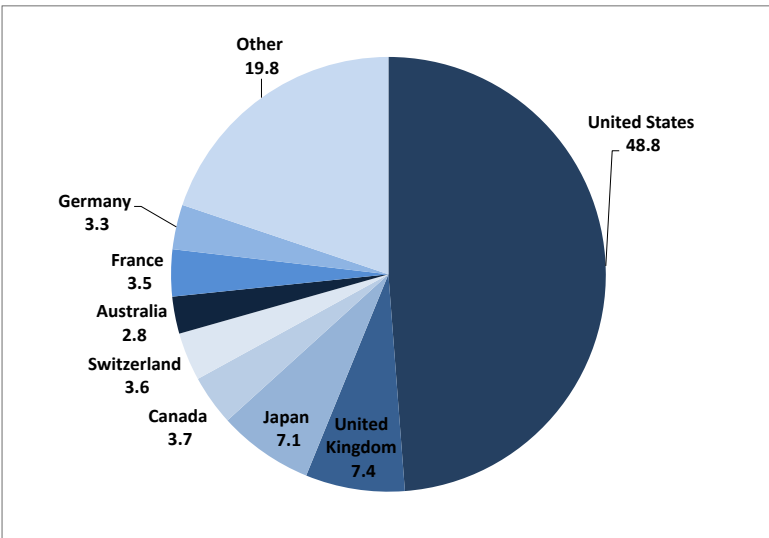
**Global Public Equity - by Industry Sector**



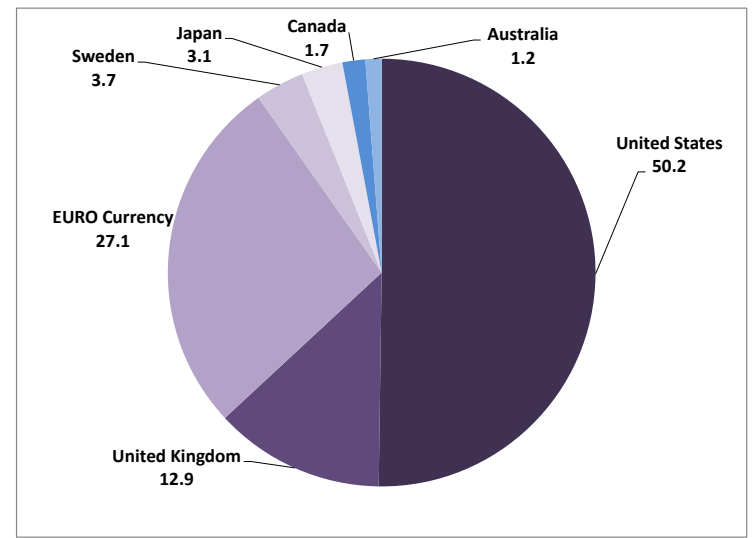
**Core Fixed Income - by Type**



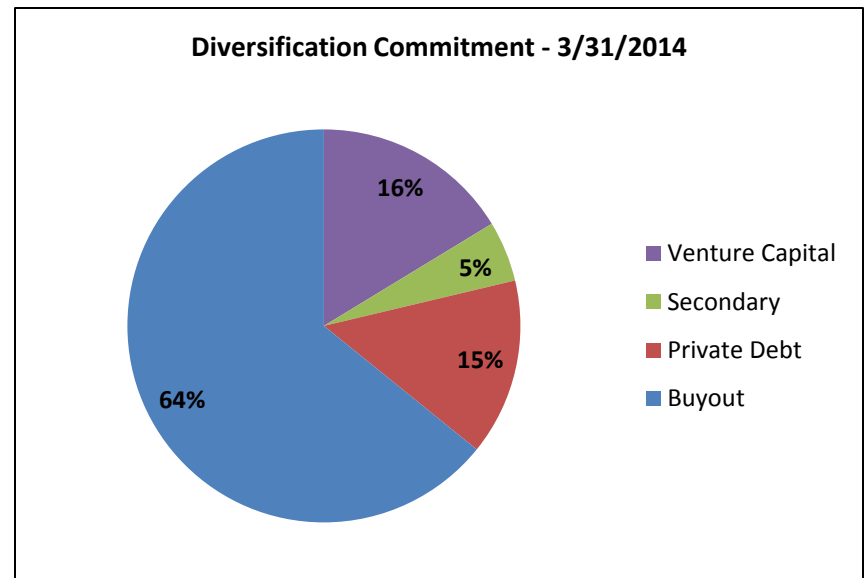
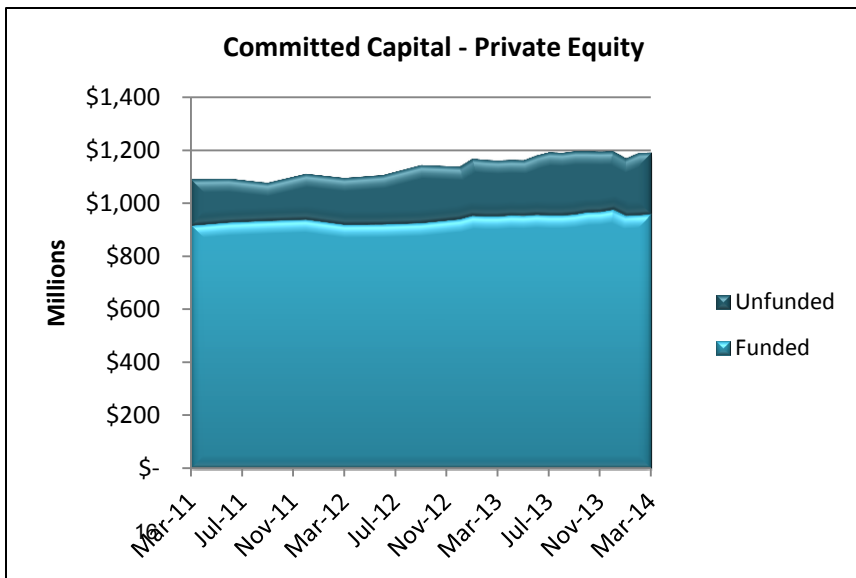
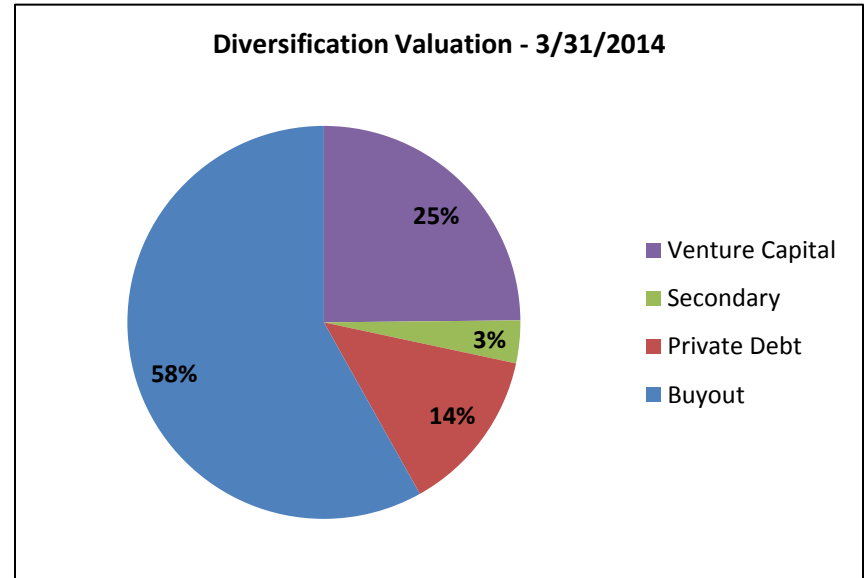
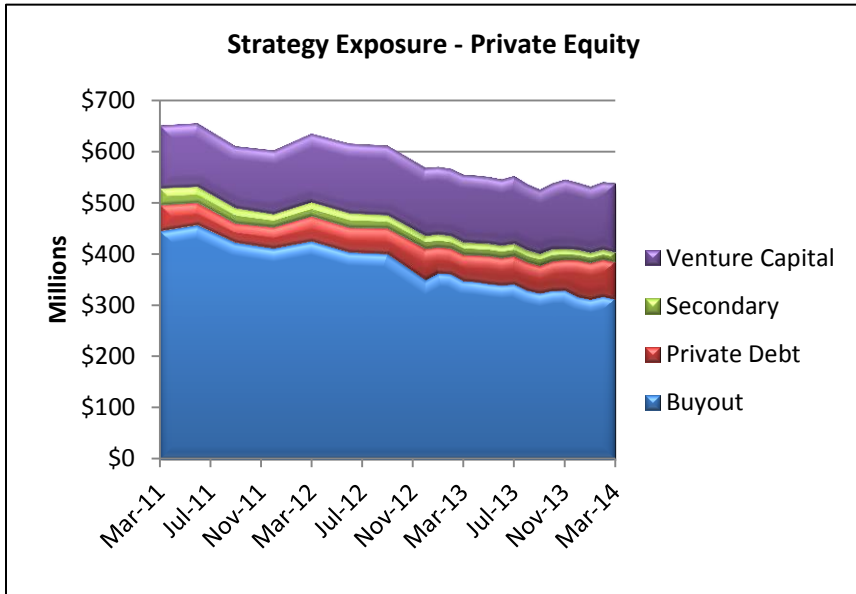
**Global Public Equity - by Geography**



**Global Inflation-Linked Bonds - by Geography**



# Strategy Exposure & Committed Capital – Private Equity



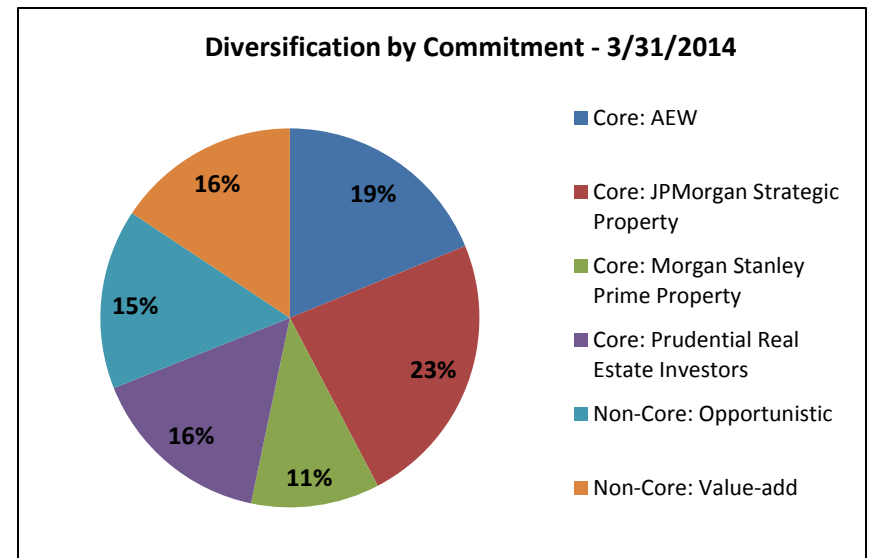
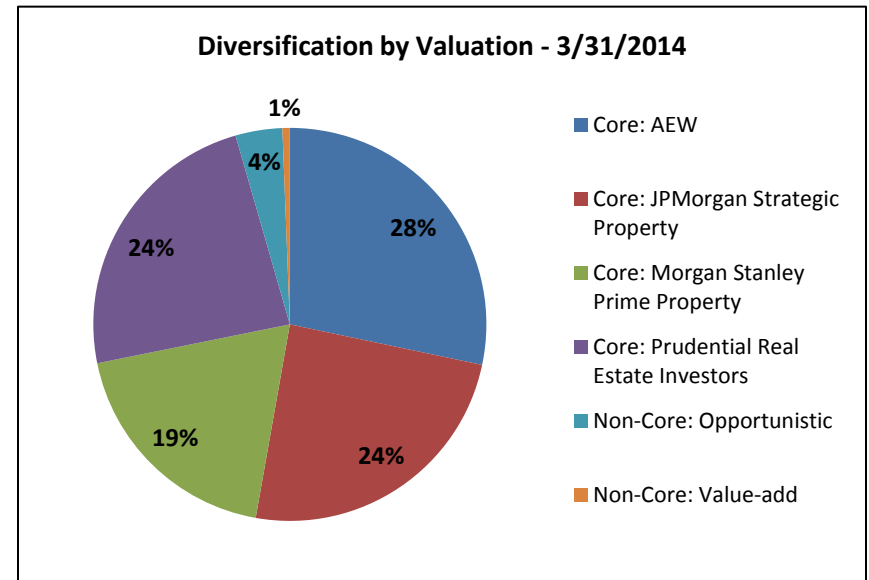
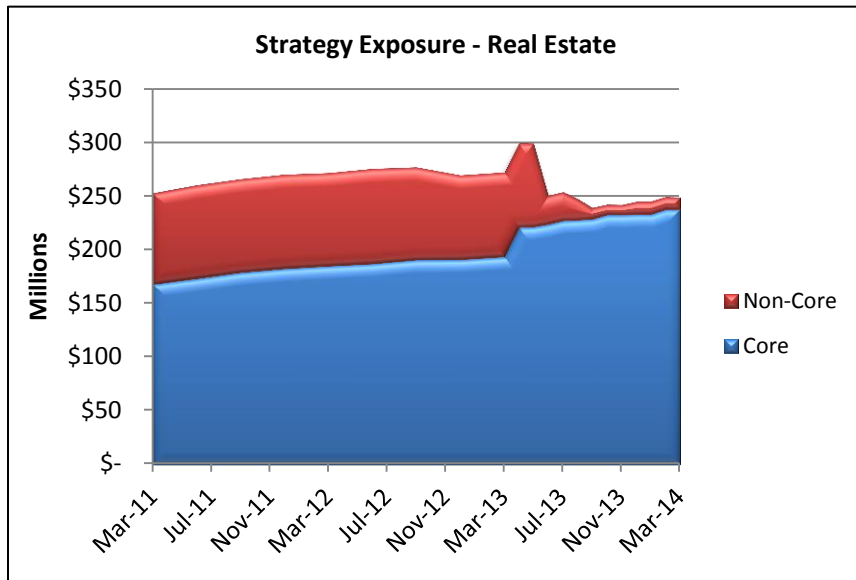


**State of Rhode Island Private Equity Unfunded Commitment March 2014**

<b>Partnership Investment</b>	<b>Total Commitment</b>	<b>Unfunded</b>
Advent Global Private Equity Fund VII	\$ 20,000,000.00	\$ 12,300,000.00
Alta BioPharma Partners III	\$ 15,000,000.00	\$ 750,000.00
Alta Partners VIII	\$ 15,000,000.00	\$ 750,000.00
Aurora Equity Partners III	\$ 15,000,000.00	\$ 835,850.00
Avenue Special Situations Fund IV	\$ 20,000,000.00	\$ -
Avenue V	\$ 20,000,000.00	\$ -
Bain X	\$ 25,000,000.00	\$ 875,000.00
Birch Hill Equity Partners III	\$ 16,270,452.00	\$ 596,739.14
Braemar Energy Ventures III	\$ 10,000,000.00	\$ 6,570,179.00
Castile III	\$ 5,000,000.00	\$ 250,000.00
Centerbridge	\$ 15,000,000.00	\$ 1,090,623.00
Centerbridge Special Credit Partners II	\$ 25,000,000.00	\$ 6,875,000.00
Charterhouse Capital Partners VIII	\$ 20,627,070.00	\$ 2,588,111.76
Coller International Capital IV**	\$ 14,250,000.00	\$ 1,350,000.00
Coller International Capital V	\$ 15,000,000.00	\$ 3,270,000.00
Constellation III	\$ 15,000,000.00	\$ 696,871.78
CVC European Equity Partners III	\$ 20,000,000.00	\$ 899,966.00
CVC European Equity Partners IV	\$ 22,689,777.00	\$ 2,651,661.10
CVC V	\$ 27,502,760.00	\$ 4,832,441.86
CVC VI	\$ 20,627,070.00	\$ 20,463,968.17
EnCap Energy Fund IX	\$ 18,000,000.00	\$ 15,209,793.33
Fenway Partners Capital Fund II	\$ 15,000,000.00	\$ 232,336.00
Fenway III	\$ 15,000,000.00	\$ 1,517,699.00
First Reserve Fund X	\$ 20,000,000.00	\$ 1.00
First Reserve Fund XI	\$ 20,000,000.00	\$ (1.00)
Focus Ventures III	\$ 15,000,000.00	\$ -
Granite Global Ventures II	\$ 15,000,000.00	\$ 675,000.00
Granite Global Ventures III	\$ 15,000,000.00	\$ 375,000.00
Green Equity Investors V	\$ 20,000,000.00	\$ 1,243,286.40
Kayne Anderson Energy Fund III	\$ 15,000,000.00	\$ 366,426.00
Kayne Anderson Energy Fund IV	\$ 15,000,000.00	\$ 1,248,406.00
Leapfrog Ventures II	\$ 10,000,000.00	\$ 510,000.00
Leeds Weld Equity Partners IV	\$ 10,000,000.00	\$ 1,099,639.00
Lighthouse Capital Partners V	\$ 11,250,000.00	\$ 787,500.00
Lighthouse Capital Partners VI	\$ 15,000,000.00	\$ 750,000.00
LNK Partners	\$ 12,500,000.00	\$ 653,392.52
Matlin Patterson Glb. Opp. Fund (CSFB)	\$ 15,000,000.00	\$ -
MHR Institutional Partners III	\$ 20,000,000.00	\$ 7,374,396.00
Nautic Partners V	\$ 20,000,000.00	\$ 647,276.49
Nautic Partners VI	\$ 20,000,000.00	\$ 2,956,533.00
Nautic Partners VII	\$ 20,000,000.00	\$ 20,000,000.00
Nordic Capital Fund V	\$ 20,098,398.20	\$ -
Nordic Capital Fund VI	\$ 20,627,070.00	\$ -
Nordic VII	\$ 20,627,070.00	\$ 3,887,171.74
Nordic VIII	\$ 20,627,070.00	\$ 18,982,857.55

Oaktree Capital Management Fund III	\$	20,000,000.00	\$	12,200,000.00
Palladin III	\$	10,000,000.00	\$	2,872,594.00
Parthenon Investors II	\$	23,960,000.00	\$	1,821,022.00
Perseus VII	\$	15,000,000.00	\$	549,920.17
Point 406	\$	10,000,000.00	\$	995,417.00
Point Judith II	\$	5,000,000.00	\$	463,939.06
Providence Equity Partners III	\$	15,000,000.00	\$	1,938,956.00
Providence Equity Partners IV	\$	25,000,000.00	\$	1,998,616.00
Providence Equity Partners V	\$	25,000,000.00	\$	2,157,993.00
Providence Equity Partners VI	\$	25,000,000.00	\$	2,725,430.00
Providence Equity Partners VII	\$	25,000,000.00	\$	21,008,581.00
Riverside VI	\$	20,000,000.00	\$	17,535,773.00
Summit Partners	\$	20,000,000.00	\$	5,500,000.00
Thomas McNerney & Partners	\$	15,000,000.00	\$	300,000.00
Thomas McNerney & Partners II	\$	15,000,000.00	\$	1,987,500.00
TPG Partners IV	\$	13,953,742.00	\$	64,421.00
TPG Partners V	\$	20,000,000.00	\$	2,342,952.00
TPG VI	\$	10,000,000.00	\$	2,254,627.00
Trilantic IV	\$	11,098,351.00	\$	1,315,090.18
VS&A Communication Partners III	\$	15,000,000.00	\$	-
W Capital Partners	\$	15,000,000.00	\$	802,500.00
W Capital Partners II	\$	15,000,000.00	\$	1,596,691.00
Wellspring Capital Partners III	\$	20,000,000.00	\$	283,861.00
Wellspring Capital Partners IV	\$	20,000,000.00	\$	2,226,234.00
WLR	\$	8,000,000.00	\$	765,256.00
<b>Total Alternative Investments</b>	\$	1,192,708,830.20	\$	231,870,498.26

# Strategy Exposure & Committed Capital – Real Estate



**State of Rhode Island Real Estate Unfunded Commitment March 2014**

<b>Real Estate Partnership Investment</b>	<b>Total Commitment</b>	<b>Unfunded</b>
AEW	\$ 60,000,000.00	\$ -
Fillmore East Fund I	\$ 10,000,000.00	\$ -
GEM Realty V	\$ 50,000,000.00	\$ 47,594,375.00
Heitman	\$ 60,000,000.00	\$ 60,000,000.00
JPMorgan Strategic Property Fund	\$ 75,000,000.00	\$ 25,000,000.00
JPMorgan Alternative Property Fund	\$ 20,000,000.00	\$ -
Magna Hotel	\$ 4,000,000.00	\$ 743,361.78
Morgan Stanley Prime Property Fund	\$ 35,000,000.00	\$ -
Prudential Real Estate Investors (PRISA)	\$ 50,000,000.00	\$ -
Tri Continental Fund VII	\$ 15,000,000.00	\$ 428,467.00
<b>Total Alternative Investments</b>	<b>\$ 379,000,000.00</b>	<b>\$ 133,766,203.78</b>

## Section V.

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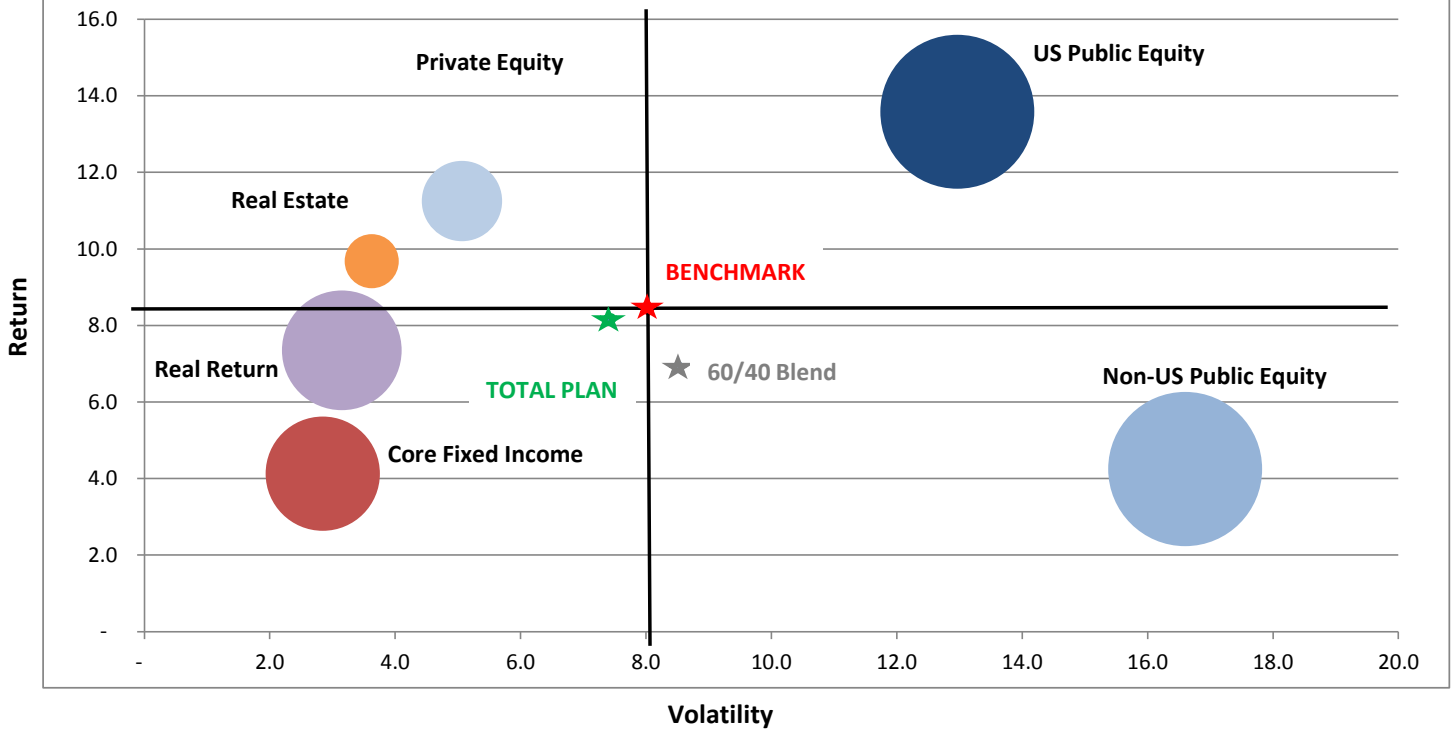
### Risk Overview

# ERSRI Portfolio

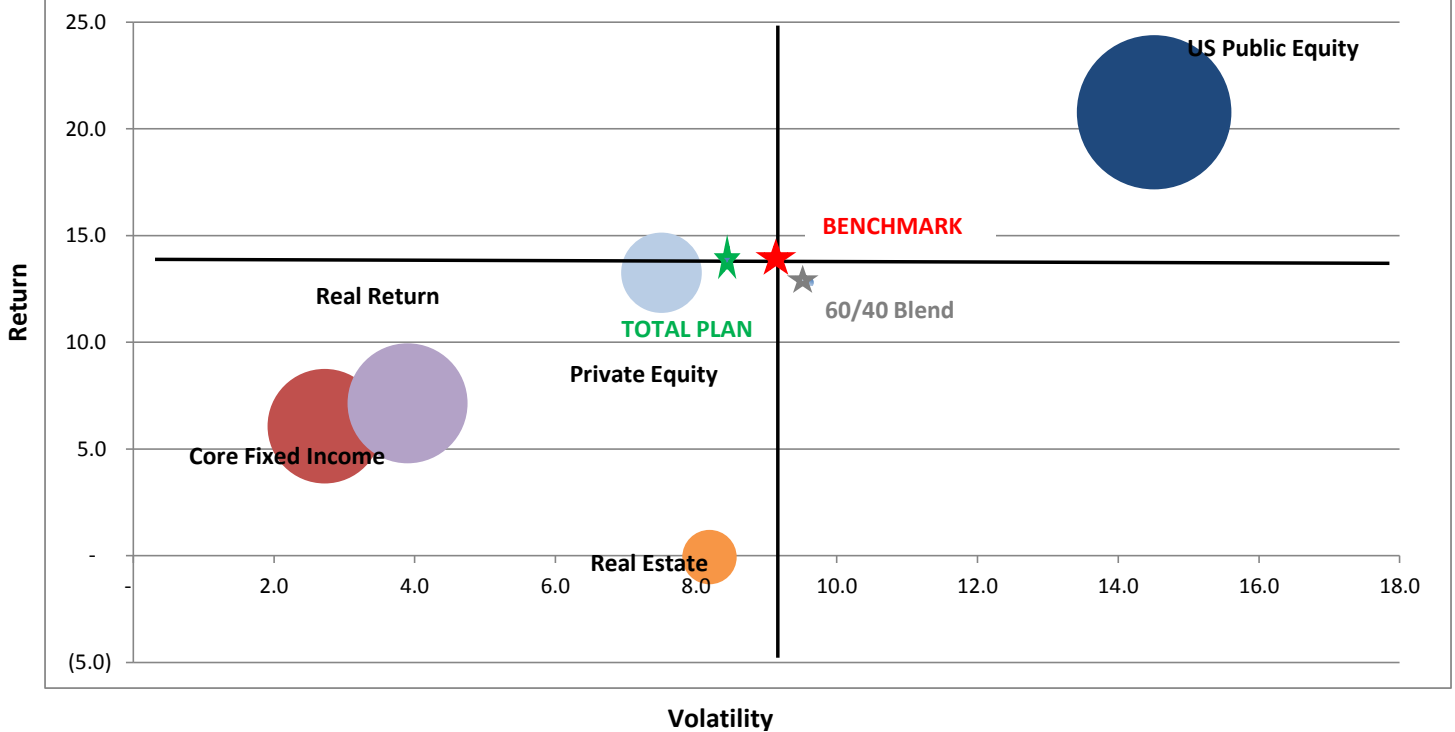
% - as of March 31, 2014

Bubble-Size Scaled based on Current Allocations

## 3-Year Risk-Return



## 5-Year Risk-Return



## 5 Years Ending March 31, 2014 Comparison

	<b>TOTAL PLAN</b>	<b>Total Plan Benchmark</b>
<b>Ann Return</b>	13.68	13.88
<b>Ann Ex Ret vs Mkt</b>	-0.18	0.00
<b>Ann Tracking Error</b>	1.24	0.00
<b>Ann Std Dev</b>	8.45	9.14
<b>Beta</b>	0.92	1.00
<b>R-Squared</b>	0.99	1.00
<b>Ann Alpha</b>	0.87	0.00
<b>Ann Sharpe Ratio</b>	1.55	1.46

## Risk Exposures

### 3 Years Ending March 31, 2014

	Annualized Return	Ann Std Dev	Beta (ACWI)	Beta (BC AGG)	Beta (GSCI)	Beta (CPI)
US Public Equity	13.58	12.96	0.87	-1.22	0.52	0.11
Non-US Public Equity	4.25	16.60	1.14	-0.41	0.67	-0.61
Equity Hedge Funds	---	---	---	---	---	---
Private Equity	11.25	5.07	0.05	-0.44	0.05	-0.10
Traditional Fixed Income	4.13	2.84	0.05	0.88	0.02	0.01
Real Estate	9.68	3.63	0.04	0.29	-0.02	-0.84
Real Return Hedge Funds	---	---	---	---	---	---
Inflation-Linked Bonds	5.33	5.04	0.03	1.45	0.01	-0.52
Cash	0.15	0.08	0.00	0.00	0.00	0.01
Russell Overlay Fd	0.26	0.18	0.01	0.00	0.00	0.01
<b>TOTAL PLAN</b>	<b>8.29</b>	<b>7.43</b>	<b>0.52</b>	<b>-0.23</b>	<b>0.30</b>	<b>-0.22</b>



**3 Years Ending March 31, 2014  
Correlation**

Ann Return

	US Pub EQ	Non-US Pub EQ	Eq HF	PE	FI	RE	RR HF	GILBS	Cash	Overlay	Total
<b>US Pub</b>	1.00										
<b>Non-US P</b>	0.89	1.00									
<b>Eq HF</b>	---	---	---								
<b>PE</b>	0.13	0.14	---	1.00							
<b>FI</b>	0.11	0.32	---	-0.26	1.00						
<b>RE</b>	0.11	0.18	---	0.03	0.26	1.00					
<b>RR HF</b>	---	---	---	---	---	---	---				
<b>GILBS</b>	-0.05	0.13	---	-0.18	0.76	0.20	---	1.00			
<b>Cash</b>	0.00	0.00	---	-0.05	0.03	0.32	---	-0.10	1.00		
<b>Overlay</b>	0.37	0.40	---	0.26	0.07	0.15	---	0.17	-0.08	1.00	
<b>Total</b>	0.96	0.97	---	0.16	0.29	0.18	---	0.13	0.00	0.41	1.00
<b>Tot BM</b>	0.96	0.97	---	0.12	0.27	0.16	---	0.08	0.01	0.42	0.99

**5 Years Ending March 31, 2014  
Correlation**

Ann Return

	US Pub Eq	Non-US Pub Eq	Eq HF	PE	FI	RE	RR HF	GILBS	Cash	Overlay	Total
<b>US Pub</b>	1.00										
<b>Non-US P</b>	---	---									
<b>Eq HF</b>	---	---	---								
<b>PE</b>	0.10	---	---	1.00							
<b>FI</b>	0.12	---	---	-0.22	1.00						
<b>RE</b>	-0.09	---	---	0.07	-0.23	1.00					
<b>RR HF</b>	---	---	---	---	---	---	---				
<b>GILBS</b>	---	---	---	---	---	---	---	---			
<b>Cash</b>	0.00	---	---	-0.15	0.13	-0.13	---	---	1.00		
<b>Overlay</b>	0.10	---	---	-0.11	0.17	-0.33	---	---	0.07	1.00	
<b>Total</b>	0.96	---	---	0.12	0.30	-0.11	---	---	0.04	0.15	1.00
<b>Tot BM</b>	0.97	---	---	0.06	0.27	-0.12	---	---	0.05	0.16	0.99

## Section VI.

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# Performance Overview

TOTAL NET OF FEES

3/31/14

Account Name Benchmark Name	Market Value	% of Total	Month	Fiscal YTD	1 Year	Annualized				Inception Date
						3 Years	5 Years	10 Years	ITD	
SSGA R3000 INDEX <i>Russell 3000 Index</i>	1,999,109,444	25	0.56 0.53	19.32 19.40	22.52 22.61				23.01 23.07	10/1/2012 10/1/2012
<b>US Public Equity</b> <i>Russell 3000 Index</i>	<b>1,999,109,518</b>	<b>25</b>	<b>0.56</b> 0.53	<b>19.32</b> 19.40	<b>22.52</b> 22.61	<b>13.58</b> 14.61	<b>20.78</b> 21.93		<b>6.56</b> 6.60	<b>8/1/2007</b> 8/1/2007
SSGA MSCI EAFE <i>MSCI EAFE Net Dividend Index</i>	1,430,930,903	18	-0.56 -0.64	18.84 18.72	17.86 17.56				21.50 21.21	9/1/2012 9/1/2012
SSGA MSCI CANADA <i>MSCI Canada Net Dividend Index</i>	144,182,707	2	1.53 1.46	15.50 14.94	7.08 6.34				8.13 7.39	9/1/2012 9/1/2012
SSGA MSCI EM <i>MSCI Emerging Markets Net Dividend Index</i>	428,186,151	5	3.07 3.07	7.17 7.24	-1.57 -1.43				5.11 5.33	9/1/2012 9/1/2012
<b>Non-US Public Equity</b> <i>Total International Equity BM</i>	<b>2,003,299,858</b>	<b>25</b>	<b>0.34</b> 0.26	<b>15.91</b> 15.92	<b>12.33</b> 12.31	<b>4.25</b> 4.70			<b>13.06</b> 11.86	<b>5/1/2009</b> 5/1/2009
<b>Global Public Equity</b> <i>MSCI All Country World Net Index</i>	<b>4,002,409,376</b>	<b>50</b>	<b>0.45</b> 0.44	<b>17.55</b> 17.05	<b>17.31</b> 16.55	<b>9.94</b> 8.55	<b>18.96</b> 17.80	<b>7.40</b> 6.97	<b>4.05</b>	<b>7/1/2000</b> 7/1/2000
Private Equity <i>Venture Economics Custom BM</i>	544,309,296	7	2.87 2.87	14.88 11.63	17.92 15.58	11.25 14.84	13.26 22.68	11.56 9.69	4.48	1/1/1993 1/1/1993
<i>S&amp;P + 300 BP</i>			1.10	20.59	24.86	17.83	24.59	10.54		1/1/1993
<b>Equity Hedge Funds</b> <i>HFRI Equity Hedge (Total) Index</i>	<b>662,320,492</b>	<b>8</b>	<b>-1.44</b> -0.28	<b>10.48</b> 10.41	<b>12.16</b> 10.34				<b>10.39</b> 8.11	<b>11/1/2011</b> 11/1/2011
<b>Total Equity</b>	<b>5,209,039,163</b>	<b>65</b>	<b>0.46</b>	<b>16.32</b>	<b>16.72</b>	<b>9.55</b>	<b>17.79</b>	<b>7.61</b>	<b>3.22</b>	<b>6/1/1996</b>
MACKAY SHIELDS <i>Barclays U.S. Aggregate Bond Index</i>	548,728,850	7	-0.16 -0.17	2.68 2.28	0.20 -0.10				0.19 -0.14	11/1/2012 11/1/2012
PYRAMIS GLOBAL ADV <i>Barclays U.S. Aggregate Bond Index</i>	550,678,602	7	-0.20 -0.17	2.59 2.28	-0.02 -0.10				0.07 -0.14	11/1/2012 11/1/2012
<b>Traditional Fixed Income</b> <i>Barclays U.S. Aggregate Bond Index</i>	<b>1,099,718,980</b>	<b>14</b>	<b>-0.18</b> -0.17	<b>2.63</b> 2.28	<b>0.09</b> -0.10	<b>4.13</b> 3.75	<b>6.07</b> 4.80	<b>4.82</b> 4.46	<b>5.78</b> 5.63	<b>7/1/2000</b> 7/1/2000

TOTAL NET OF FEES

3/31/14

Account Name Benchmark Name	Market Value	% of Total	Month	Fiscal YTD	1 Year	Annualized				Inception Date
						3 Years	5 Years	10 Years	ITD	
<b>Real Return Hedge Funds</b>	<b>514,157,083</b>	<b>6</b>	<b>-0.49</b>	<b>3.52</b>	<b>4.60</b>				<b>5.45</b>	<b>11/1/2011</b>
<i>HFRI Fund of Funds Composite Index</i>			<i>-0.84</i>	<i>5.80</i>	<i>5.85</i>				<i>5.13</i>	<i>11/1/2011</i>
PIMCO	206,297,002	3	0.21	3.76					2.97	5/1/2013
<i>30% BoA1-3BB-B HY/70%CSInstLLI</i>			<i>0.31</i>	<i>4.98</i>					<i>4.38</i>	<i>5/1/2013</i>
WAMCO	209,519,773	3	0.36	5.11	5.01				5.01	4/1/2013
<i>30% BoA 1-3 BB-B HY/70% CS LLI</i>			<i>0.34</i>	<i>5.00</i>	<i>5.19</i>				<i>5.19</i>	<i>4/1/2013</i>
<b>Credit Aggregate</b>	<b>415,816,775</b>	<b>5</b>	<b>0.29</b>	<b>4.43</b>					<b>3.65</b>	<b>5/1/2013</b>
<b>30% BoA1-3BB-B HY/70%CSInstLLI</b>			<b>0.31</b>	<b>4.98</b>	<b>5.10</b>				<b>5.40</b>	<b>3/1/2013</b>
BROWN BROTHERS HARR	279,805,332	3	-0.31	0.17	-5.59				-1.67	11/1/2012
<i>BBH Inflation-Linked Custom BM</i>			<i>-0.24</i>	<i>0.61</i>	<i>-5.75</i>				<i>-1.99</i>	<i>11/1/2012</i>
<b>Inflation-Linked Bonds</b>	<b>279,805,332</b>	<b>3</b>	<b>-0.31</b>	<b>0.17</b>	<b>-5.59</b>	<b>5.33</b>			<b>5.58</b>	<b>11/1/2009</b>
<i>Total Inflation Linked Custom</i>			<i>-0.24</i>	<i>0.61</i>	<i>-5.75</i>	<i>5.03</i>			<i>5.45</i>	<i>11/1/2009</i>
<b>Total Real Return</b>	<b>1,209,779,190</b>	<b>15</b>	<b>-0.18</b>	<b>3.06</b>	<b>2.05</b>	<b>7.35</b>	<b>7.14</b>		<b>6.27</b>	<b>6/1/2004</b>
Real Estate	248,923,600	3	0.06	7.03	6.37	9.68	-0.07		0.59	1/1/2005
<i>NCREIF Property Lagged + 100bp</i>			<i>2.61</i>	<i>8.93</i>	<i>11.98</i>	<i>12.92</i>	<i>6.69</i>		<i>9.32</i>	<i>1/1/2005</i>
ERSRI CASH	257,747,160	3	0.01	0.11	0.14	0.13	0.18	4.43	15.47	7/1/2000
<i>BofA Merrill Lynch 3 Month US Treasury Bill GOO1</i>			<i>0.00</i>	<i>0.04</i>	<i>0.07</i>	<i>0.08</i>	<i>0.12</i>	<i>1.65</i>	<i>1.98</i>	<i>7/1/2000</i>
<b>Total Cash</b>	<b>260,378,907</b>	<b>3</b>	<b>0.01</b>	<b>0.11</b>	<b>0.14</b>	<b>0.15</b>	<b>0.18</b>	<b>2.78</b>	<b>2.78</b>	<b>4/1/2004</b>
<b>Russell Overlay Fd</b>	<b>22,190,062</b>	<b>0</b>	<b>0.01</b>	<b>-0.10</b>	<b>-0.05</b>	<b>0.26</b>	<b>0.19</b>		<b>-0.10</b>	<b>9/1/2008</b>
<b>TOTAL PLAN</b>	<b>8,051,317,769</b>	<b>100</b>	<b>0.25</b>	<b>11.32</b>	<b>11.01</b>	<b>8.18</b>	<b>13.68</b>	<b>6.66</b>	<b>4.83</b>	<b>7/1/2000</b>
<i>Total Plan Benchmark</i>			<i>0.28</i>	<i>11.60</i>	<i>11.60</i>	<i>8.41</i>	<i>13.88</i>	<i>6.59</i>		<i>7/1/2000</i>
<i>60/40 Blend</i>			<i>0.20</i>	<i>11.04</i>	<i>9.74</i>	<i>6.90</i>	<i>12.80</i>	<i>6.33</i>		<i>7/1/2000</i>
<b>Total Plan ex PE &amp; RE</b>	<b>7,258,084,873</b>	<b>90</b>	<b>0.06</b>	<b>11.22</b>	<b>10.66</b>	<b>7.40</b>	<b>14.25</b>	<b>6.42</b>	<b>6.63</b>	<b>4/1/1996</b>
<i>Total Plan BM ex PE RE</i>			<i>0.01</i>	<i>11.89</i>	<i>11.79</i>	<i>8.21</i>	<i>13.95</i>	<i>6.36</i>		<i>4/1/1996</i>

TOTAL NET OF FEES

3/31/14

Account Name Benchmark Name	Market Value	% of Total	Month	Cumulative			2013	2012	2011	Inception Date
				2/1/14 - 2/28/14	1/1/14 - 1/31/14					
SSGA R3000 INDEX <i>Russell 3000 Index</i>	1,999,109,444	25	0.56 0.53	4.72 4.74	-3.19 -3.16	33.49 33.55			10/1/2012 10/1/2012	
<b>US Public Equity</b> <i>Russell 3000 Index</i>	<b>1,999,109,518</b>	<b>25</b>	<b>0.56</b> 0.53	<b>4.72</b> 4.74	<b>-3.19</b> -3.16	<b>33.48</b> 33.55	<b>15.66</b> 16.42	<b>-0.86</b> 1.03	<b>8/1/2007</b> 8/1/2007	
SSGA MSCI EAFE <i>MSCI EAFE Net Dividend Index</i>	1,430,930,903	18	-0.56 -0.64	5.57 5.56	-4.01 -4.03	23.08 22.78			9/1/2012 9/1/2012	
SSGA MSCI CANADA <i>MSCI Canada Net Dividend Index</i>	144,182,707	2	1.53 1.46	4.45 4.43	-4.07 -4.14	6.35 5.63			9/1/2012 9/1/2012	
SSGA MSCI EM <i>MSCI Emerging Markets Net Dividend Index</i>	428,186,151	5	3.07 3.07	3.20 3.31	-6.58 -6.49	-2.81 -2.60			9/1/2012 9/1/2012	
<b>Non-US Public Equity</b> <i>Total International Equity BM</i>	<b>2,003,299,858</b>	<b>25</b>	<b>0.34</b> 0.26	<b>4.99</b> 5.02	<b>-4.57</b> -4.54	<b>15.18</b> 15.29	<b>17.02</b> 16.52	<b>-13.47</b> -12.14	<b>5/1/2009</b> 5/1/2009	
<b>Global Public Equity</b> <i>MSCI All Country World Net Index</i>	<b>4,002,409,376</b>	<b>50</b>	<b>0.45</b> 0.44	<b>4.85</b> 4.83	<b>-3.88</b> -4.00	<b>23.90</b> 22.80	<b>17.82</b> 16.13	<b>-5.16</b> -7.35	<b>7/1/2000</b> 7/1/2000	
Private Equity <i>Venture Economics Custom BM</i> <i>S&amp;P + 300 BP</i>	544,309,296	7	2.87 2.87 1.10	1.77 0.00 4.73	-0.39 0.00 -3.07	14.86 25.03 35.39	11.77 19.44 19.44	12.37 5.17 5.17	1/1/1993 1/1/1993 1/1/1993	
<b>Equity Hedge Funds</b> <i>HFRI Equity Hedge (Total) Index</i>	<b>662,320,492</b>	<b>8</b>	<b>-1.44</b> -0.28	<b>2.65</b> 2.57	<b>0.05</b> -0.95	<b>17.11</b> 14.28	<b>7.98</b> 7.41		<b>11/1/2011</b> 11/1/2011	
<b>Total Equity</b>	<b>5,209,039,163</b>	<b>65</b>	<b>0.46</b>	<b>4.24</b>	<b>-3.03</b>	<b>21.95</b>	<b>15.88</b>	<b>-2.89</b>	<b>6/1/1996</b>	
MACKAY SHIELDS <i>Barclays U.S. Aggregate Bond Index</i>	548,728,850	7	-0.16 -0.17	0.60 0.53	1.53 1.48	-1.79 -2.02			11/1/2012 11/1/2012	
PYRAMIS GLOBAL ADV <i>Barclays U.S. Aggregate Bond Index</i>	550,678,602	7	-0.20 -0.17	0.67 0.53	1.40 1.48	-1.93 -2.02			11/1/2012 11/1/2012	
<b>Traditional Fixed Income</b> <i>Barclays U.S. Aggregate Bond Index</i>	<b>1,099,718,980</b>	<b>14</b>	<b>-0.18</b> -0.17	<b>0.63</b> 0.53	<b>1.46</b> 1.48	<b>-1.86</b> -2.02	<b>7.95</b> 4.21	<b>5.50</b> 7.84	<b>7/1/2000</b> 7/1/2000	
<b>Real Return Hedge Funds</b> <i>HFRI Fund of Funds Composite Index</i>	<b>514,157,083</b>	<b>6</b>	<b>-0.49</b> -0.84	<b>1.03</b> 1.63	<b>0.07</b> -0.40	<b>6.96</b> 8.95	<b>5.33</b> 4.79		<b>11/1/2011</b> 11/1/2011	
PIMCO <i>30% BoA1-3BB-B HY/70%CSInstLLI</i>	206,297,002	3	0.21 0.31	0.15 0.38	0.46 0.50				5/1/2013 5/1/2013	

TOTAL NET OF FEES

3/31/14

Account Name Benchmark Name	Market Value	% of Total	Month	Cumulative			2013	2012	2011	Inception Date
				2/1/14 - 2/28/14	1/1/14 - 1/31/14					
WAMCO <i>30% BoA 1-3 BB-B HY/70% CS LLI</i>	209,519,773	3	0.36 <i>0.34</i>	0.33 <i>0.36</i>	0.63 <i>0.56</i>				4/1/2013 <i>4/1/2013</i>	
<b>Credit Aggregate</b>	<b>415,816,775</b>	<b>5</b>	<b>0.29</b>	<b>0.24</b>	<b>0.54</b>				<b>5/1/2013</b>	
<b>30% BoA 1-3 BB-B HY/70% CS LLI</b>			<b>0.34</b>	<b>0.36</b>	<b>0.56</b>				<b>3/1/2013</b>	
BROWN BROTHERS HARR <i>BBH Inflation-Linked Custom BM</i>	279,805,332	3	-0.31 <i>-0.24</i>	0.23 <i>0.24</i>	1.10 <i>1.13</i>	-5.03 <i>-5.13</i>			11/1/2012 <i>11/1/2012</i>	
<b>Inflation-Linked Bonds</b> <i>Total Inflation Linked Custom</i>	<b>279,805,332</b>	<b>3</b>	<b>-0.31</b> <i>-0.24</i>	<b>0.23</b> <i>0.24</i>	<b>1.10</b> <i>1.13</i>	<b>-5.03</b> <i>-5.13</i>	<b>9.20</b> <i>8.57</i>	<b>13.80</b> <i>13.56</i>	<b>11/1/2009</b> <i>11/1/2009</i>	
<b>Total Real Return</b>	<b>1,209,779,190</b>	<b>15</b>	<b>-0.18</b>	<b>0.58</b>	<b>0.47</b>	<b>3.39</b>	<b>6.55</b>	<b>13.58</b>	<b>6/1/2004</b>	
Real Estate <i>NCREIF Property Lagged + 100bp</i>	248,923,600	3	0.06 <i>2.61</i>	1.93 <i>0.08</i>	0.83 <i>0.08</i>	5.65 <i>12.00</i>	9.62 <i>12.00</i>	17.14 <i>17.10</i>	1/1/2005 <i>1/1/2005</i>	
ERSRI CASH <i>BofA Merrill Lynch 3 Month US Treasury Bill G001</i>	257,747,160	3	0.01 <i>0.00</i>	0.01 <i>0.00</i>	0.01 <i>0.01</i>	0.14 <i>0.07</i>	0.11 <i>0.11</i>	0.16 <i>0.10</i>	7/1/2000 <i>7/1/2000</i>	
<b>Total Cash</b>	<b>260,378,907</b>	<b>3</b>	<b>0.01</b>	<b>0.01</b>	<b>0.01</b>	<b>0.13</b>	<b>0.18</b>	<b>0.14</b>	<b>4/1/2004</b>	
<b>Russell Overlay Fd</b>	<b>22,190,062</b>	<b>0</b>	<b>0.01</b>	<b>-0.03</b>	<b>-0.02</b>	<b>0.17</b>	<b>0.18</b>	<b>-0.78</b>	<b>9/1/2008</b>	
<b>TOTAL PLAN</b> <i>Total Plan Benchmark</i> <i>60/40 Blend</i>	<b>8,051,317,769</b>	<b>100</b>	<b>0.25</b> <i>0.28</i> <i>0.20</i>	<b>2.94</b> <i>2.79</i> <i>3.11</i>	<b>-1.69</b> <i>-1.54</i> <i>-1.81</i>	<b>14.06</b> <i>15.01</i> <i>12.32</i>	<b>12.49</b> <i>11.80</i> <i>11.48</i>	<b>1.39</b> <i>1.55</i> <i>-1.13</i>	<b>7/1/2000</b> <i>7/1/2000</i> <i>7/1/2000</i>	
<b>Total Plan ex Overlay</b> <i>Total Plan Benchmark</i>	<b>8,029,127,707</b>	<b>100</b>	<b>0.25</b> <i>0.28</i>	<b>2.97</b> <i>2.79</i>	<b>-1.67</b> <i>-1.54</i>	<b>13.87</b> <i>15.01</i>	<b>12.39</b> <i>11.80</i>	<b>0.98</b> <i>1.55</i>	<b>8/1/2008</b> <i>8/1/2008</i>	
<b>Total Plan ex PE &amp; RE</b> <i>Total Plan BM ex PE RE</i>	<b>7,258,084,873</b>	<b>90</b>	<b>0.06</b> <i>0.01</i>	<b>3.06</b> <i>3.29</i>	<b>-1.88</b> <i>-1.88</i>	<b>14.33</b> <i>14.97</i>	<b>11.25</b> <i>12.08</i>	<b>-0.19</b> <i>0.66</i>	<b>4/1/1996</b> <i>4/1/1996</i>	

## END NOTES

3/31/14

1 RI6G23000000 TOTAL PLAN

Month - Current Month

Cumulative Months - Prior Month and Second Prior Month

Monthly Reporting for Private Equity and Real Estate skew performance on an actual and benchmark basis due to nature of valuations

2012, 2011, 2010 - Calendar Years

**Employees' Retirement System of the State of Rhode Island**

Hedge Fund Portfolio  
 Portfolio Performance Summary  
 Estimated as of March 31, 2014

Fund	Market Value	Actual %	Returns							Std Dev	Sharpe Ratio	Incep Date	
			Mar	QTD	YTD	FYTD	1 Year	3 Year	5 Year				Incep
<b>Global Equities</b>													
Ascend Partners Fund II LP	69,809,264	5.9%	0.24%	2.25%	2.25%	10.50%	10.71%	-	-	6.47%	2.62%	2.28	Nov-11
Davidson Kempner Institutional Partners, L.P.	73,108,700	6.2%	0.57%	2.78%	2.78%	6.72%	9.08%	-	-	8.52%	1.75%	4.49	Nov-11
Elliott Associates, L.P.	77,669,095	6.6%	0.30%	2.51%	2.51%	9.88%	12.05%	-	-	11.27%	3.30%	3.16	Nov-11
Indus Asia Pacific Fund, LP	42,807,028	3.6%	-0.30%	-4.17%	-4.17%	-1.63%	-2.87%	-	-	3.06%	5.93%	0.48	Jan-12
Mason Capital Ltd.	68,908,425	5.9%	-2.54%	-1.53%	-1.53%	6.37%	10.91%	-	-	6.35%	6.93%	0.88	Jan-12
PFM Diversified Fund, L.P.	38,090,791	3.2%	-5.49%	1.75%	1.75%	17.74%	16.38%	-	-	12.14%	9.64%	1.21	Mar-12
PFM Diversified Offshore Fund A.I., Ltd.	37,841,562	3.2%	-5.76%	1.73%	1.73%	17.56%	16.14%	-	-	11.79%	9.78%	1.16	Mar-12
Samlyn Onshore Fund, L.P.	99,378,760	8.4%	-1.68%	0.98%	0.98%	10.90%	11.95%	-	-	13.13%	5.46%	2.24	Jan-12
Third Point Partners Qualified L.P.	71,103,552	6.0%	0.80%	3.18%	3.18%	14.70%	18.33%	-	-	20.96%	6.29%	3.03	Jan-12
Viking Global Equities, LP	83,603,315	7.1%	-4.20%	0.59%	0.59%	15.14%	17.40%	-	-	15.28%	5.73%	2.46	Dec-11
<b>Total Global Equities</b>	<b>662,320,492</b>	<b>56.3%</b>	<b>-1.55%</b>	<b>1.14%</b>	<b>1.14%</b>	<b>10.50%</b>	<b>12.11%</b>	<b>-</b>	<b>-</b>	<b>10.27%</b>	<b>4.05%</b>	<b>2.36</b>	<b>Nov-11</b>
MSCI AC World Index Free - Net			0.44%	1.08%	1.08%	17.05%	16.56%	-	-	14.79%	11.56%	1.23	Nov-11
Russell 3000 Index (DRI)			0.53%	1.97%	1.97%	19.41%	22.62%	-	-	21.29%	9.75%	2.01	Nov-11
HFRI Equity Hedge (Total) Index			-0.24%	1.35%	1.35%	10.46%	10.38%	-	-	8.12%	6.30%	1.22	Nov-11
<b>Real Return</b>													
BlueCrest Capital LP	20,980,549	1.8%	-0.30%	0.72%	0.72%	1.59%	-1.07%	-	-	2.15%	2.48%	0.74	Jan-12
Brevan Howard LP	78,225,935	6.6%	-0.47%	-2.92%	-2.92%	-3.95%	-3.77%	-	-	1.76%	4.95%	0.31	Nov-11
Brigade Leveraged Capital Structures Fund LP	56,483,786	4.8%	0.94%	1.73%	1.73%	6.07%	5.65%	-	-	6.03%	2.53%	2.20	Mar-12
Capula Global Relative Value Fund Ltd.	54,802,256	4.7%	0.32%	1.64%	1.64%	6.03%	6.58%	-	-	4.01%	2.11%	1.72	Dec-11
Claren Road Credit Fund, Ltd.	52,017,070	4.4%	-1.15%	2.82%	2.82%	1.93%	4.03%	-	-	4.03%	5.05%	0.76	Apr-13
DE Shaw Composite Fund LLC	70,032,370	6.0%	0.20%	4.55%	4.55%	8.44%	12.73%	-	-	14.96%	4.04%	3.40	Nov-11
Graham Global Investment Fund I SPC Ltd. - Discretionary Segregated Port	52,497,497	4.5%	-0.91%	-2.43%	-2.43%	-1.01%	-0.60%	-	-	2.19%	2.94%	0.64	Jan-12
OZ Domestic Partners II, L.P.	97,087,110	8.3%	-2.01%	0.24%	0.24%	7.46%	10.31%	-	-	11.27%	3.54%	2.95	Nov-11
Winton Futures Fund Limited	32,032,275	2.7%	-0.19%	-0.12%	-0.12%	4.58%	3.68%	-	-	2.85%	7.73%	0.36	Dec-11
<b>Total Real Return</b>	<b>514,158,846</b>	<b>43.7%</b>	<b>-0.53%</b>	<b>0.59%</b>	<b>0.59%</b>	<b>3.52%</b>	<b>4.53%</b>	<b>-</b>	<b>-</b>	<b>5.58%</b>	<b>2.37%</b>	<b>2.16</b>	<b>Nov-11</b>
ML 3-month T-Bills			0.00%	0.01%	0.01%	0.05%	0.07%	-	-	0.08%	0.02%	-	Nov-11
HFRI Fund of Funds Composite Index			-0.96%	0.24%	0.24%	5.66%	5.71%	-	-	5.07%	3.49%	1.34	Nov-11
<b>Total Hedge Fund Portfolio</b>	<b>1,176,479,338</b>	<b>100.0%</b>	<b>-1.11%</b>	<b>0.90%</b>	<b>0.90%</b>	<b>7.30%</b>	<b>8.65%</b>	<b>-</b>	<b>-</b>	<b>8.13%</b>	<b>3.06%</b>	<b>2.46</b>	<b>Nov-11</b>
HFRI Fund of Funds Composite Index			-0.96%	0.24%	0.24%	5.66%	5.71%	-	-	5.07%	3.49%	1.34	Nov-11
<b>Market Indices</b>													
Libor3Month			0.02%	0.06%	0.06%	0.18%	0.25%	-	-	0.35%	0.03%	-	Nov-11
Barclays Aggregate Bond Index			-0.17%	1.84%	1.84%	2.29%	-0.09%	-	-	2.06%	2.75%	0.63	Nov-11
Barclays High Yield Credit Bond Index			0.24%	2.98%	2.98%	9.11%	7.55%	-	-	11.01%	4.72%	2.17	Nov-11
S&P 500 TR			0.84%	1.81%	1.81%	18.42%	21.86%	-	-	20.71%	9.59%	1.99	Nov-11
MSCI EAFE - Net			-0.64%	0.66%	0.66%	18.72%	17.56%	-	-	13.79%	14.43%	0.95	Nov-11
MSCI EMF (Emerging Markets Free) - Net			3.07%	-0.43%	-0.43%	7.24%	-1.42%	-	-	2.33%	16.27%	0.20	Nov-11



**Employees' Retirement System of the State of Rhode Island**

Hedge Fund Portfolio  
 Portfolio Performance Summary  
 Estimated as of March 31, 2014

Fund	Market Value	Actual %	Mar	QTD	YTD	Returns				Std Dev	Sharpe Ratio	Incep Date
						FYTD	1 Year	3 Year	5 Year			

Most recent month returns are based on manager estimates; prior months use final market values.

Hedge Fund Research, Inc. ("HFR") is the source and owner of the HFR data contained or reflected in this report. The HFR indices included in this report are revised by HFR for up to three months following their initial release. The revisions are reflected in the trailing period returns.

This report reflects information only through the date hereof. Our due diligence and reporting rely upon the accuracy and completeness of financial information (which may or may not be audited by the fund manager) and other information publicly available or provided to us by the fund manager, its professional staff, and through other references we have contacted. We have not conducted an independent verification of the information provided other than as described in this report. Our conclusions do not reflect an audit of the investment nor should they be construed as providing legal advice. Past performance does not guarantee future performance. The information contained herein is confidential commercial or financial information, the disclosure of which would cause substantial competitive harm to you, Cliffwater LLC, or the person or entity from whom the information was obtained, and may not be disclosed except as required by applicable law.

### Employees' Retirement System of the State of Rhode Island

Hedge Fund Portfolio  
Fund Level Performance Report  
Estimated as of March 31, 2014

Fund	Trailing Returns					Calendar Year Returns					5 Yr Std Dev	Sharpe Ratio			Start Date			
	QTD	YTD	Mar	Feb	Jan	1 Year	3 Year	5 Year	2013	2012		2011	2010	2009		3 yr	5 yr	Incep.
<b>Global Equities</b>																		
Ascend Partners Fund II LP	2.25%	2.25%	0.24%	1.92%	0.08%	10.68%	4.10%	5.36%	12.22%	2.50%	-3.02%	2.94%	13.61%	3.99%	0.99	1.24	1.12	Jan-04
Davidson Kempner Institutional Partners, LP	2.65%	2.65%	0.57%	1.70%	0.36%	8.62%	5.44%	9.12%	9.20%	6.87%	1.27%	9.17%	17.79%	3.31%	1.83	2.55	1.59	Mar-96
Elliott Associates, L.P. (HFR98)	2.51%	2.51%	0.30%	0.40%	1.80%	11.77%	9.74%	12.94%	12.44%	13.18%	3.94%	7.39%	30.85%	3.86%	3.11	3.10	1.95	Jan-90
Indus Asia Pacific Fund	-3.58%	-3.58%	-0.30%	-0.50%	-2.80%	-2.20%	0.42%	6.15%	4.97%	8.21%	-7.18%	7.36%	25.45%	7.53%	0.05	0.78	0.70	Dec-00
Mason Capital, Ltd.	-1.31%	-1.31%	-2.54%	3.44%	-2.11%	10.91%	5.74%	10.33%	22.83%	-5.73%	4.20%	9.62%	25.16%	7.60%	0.80	1.29	0.83	Feb-02
PFM Diversified Fund, LP	1.55%	1.55%	-5.49%	4.84%	2.49%	15.86%	7.75%	9.76%	22.17%	5.59%	-3.35%	4.36%	21.35%	8.08%	0.88	1.15	1.02	Nov-04
Samlyn Capital - Composite	0.36%	0.36%	-1.68%	2.24%	-0.16%	11.00%	6.72%	7.99%	18.93%	10.49%	-5.05%	1.98%	23.57%	7.66%	0.85	1.00	1.20	Mar-07
Third Point Partners L.P.	3.55%	3.55%	1.00%	4.40%	-1.80%	18.95%	12.85%	25.65%	25.61%	21.12%	-0.54%	41.52%	38.14%	10.30%	1.58	2.25	1.30	Jun-95
Viking Global Equities	1.22%	1.22%	-4.20%	4.20%	1.40%	17.80%	13.04%	11.61%	22.49%	12.75%	7.71%	3.67%	19.20%	6.11%	2.03	1.78	1.52	Oct-99
<b>Real Return</b>																		
BlueCrest Capital International Limited	0.74%	0.74%	-0.30%	0.35%	0.69%	-1.04%	3.03%	9.76%	-1.56%	5.83%	6.11%	12.80%	45.41%	4.35%	1.17	2.09	1.68	Dec-00
Brevan Howard L.P. (Series B)	-2.92%	-2.92%	-0.47%	-1.14%	-1.34%	-4.44%	3.82%	4.33%	1.77%	3.60%	11.33%	0.92%	17.10%	4.99%	0.62	0.81	1.11	Sep-05
Brigade Leveraged Capital Structures Fund	1.71%	1.71%	0.90%	0.93%	-0.13%	5.63%	4.54%	10.84%	6.13%	6.91%	2.55%	7.66%	39.64%	5.10%	1.55	1.98	0.85	Jan-07
Capula Global Relative Value Fund Limited	1.64%	1.64%	0.32%	0.22%	1.09%	6.57%	4.95%	6.59%	7.60%	0.41%	6.19%	9.58%	12.24%	2.24%	1.98	2.71	1.67	Oct-05
Claren Road Credit Master Fund	2.79%	2.79%	-1.16%	1.61%	2.35%	3.77%	4.55%	7.47%	5.43%	1.49%	6.88%	4.64%	24.75%	4.53%	1.01	1.54	1.73	Jan-06
DE Shaw Composite International Fund	4.24%	4.24%	0.20%	2.80%	1.20%	11.28%	10.68%	9.79%	11.62%	13.94%	3.69%	1.56%	21.31%	4.57%	2.47	2.00	1.46	Mar-01
Graham Discretionary - 6V Portfolio	-2.42%	-2.42%	-0.91%	-0.85%	-0.68%	-0.62%	2.07%	5.48%	3.61%	3.82%	3.56%	7.12%	17.09%	3.12%	0.61	1.62	0.82	Jun-04
OZ Master Fund, Ltd	0.13%	0.13%	-2.01%	2.38%	-0.19%	9.75%	7.36%	10.73%	14.20%	12.01%	0.17%	8.62%	26.15%	4.06%	1.78	2.45	1.20	Jan-04
Winton Futures Fund - USD Class B	-0.12%	-0.12%	-0.19%	2.50%	-2.37%	3.69%	3.23%	4.29%	9.43%	-3.56%	6.29%	14.47%	-4.64%	8.32%	0.40	0.50	0.71	Oct-97
<b>Benchmarks</b>																		
HFRI Fund of Funds Composite Index	0.24%	0.24%	-0.96%	1.63%	-0.41%	5.71%	2.27%	4.84%	8.95%	4.79%	-5.72%	5.70%	11.47%	4.26%	0.47	1.05	0.64	Jan-90
HFRI Fund Weighted Composite Index	1.07%	1.07%	-0.34%	1.95%	-0.52%	6.47%	3.01%	7.94%	9.13%	6.36%	-5.25%	10.25%	19.98%	5.86%	0.51	1.28	1.02	Jan-90
<b>Market Indices</b>																		
3 Month Libor - BOM	0.06%	0.06%	0.02%	0.02%	0.02%	0.25%	0.34%	0.36%	0.26%	0.42%	0.35%	0.35%	0.65%	0.04%				Mar-86
Barclays Aggregate Bond Index	1.84%	1.84%	-0.17%	0.53%	1.48%	-0.09%	3.76%	4.81%	-2.02%	4.23%	7.86%	6.56%	5.93%	2.82%				Jan-76
Barclays High Yield Credit Bond Index	2.98%	2.98%	0.24%	2.02%	0.70%	7.55%	9.00%	18.25%	7.46%	15.81%	4.98%	15.11%	58.21%	8.76%				Jul-83
S&P 500 (TR)	1.81%	1.81%	0.84%	4.57%	-3.46%	21.86%	14.66%	21.16%	32.39%	16.00%	2.11%	15.06%	26.46%	13.99%				Jan-70
MSCI EAFE - Net - USD	0.66%	0.66%	-0.64%	5.56%	-4.03%	17.56%	7.21%	16.02%	22.78%	17.32%	-12.14%	7.75%	31.78%	18.48%				Dec-69
MSCI EM (EMERGING MARKETS) - Net - USD	-0.43%	-0.43%	3.07%	3.31%	-6.49%	-1.43%	-2.86%	14.48%	-2.60%	18.22%	-18.42%	18.88%	78.51%	21.62%				Jan-99

Note: The above is manager composite history.

# Portfolio Summary

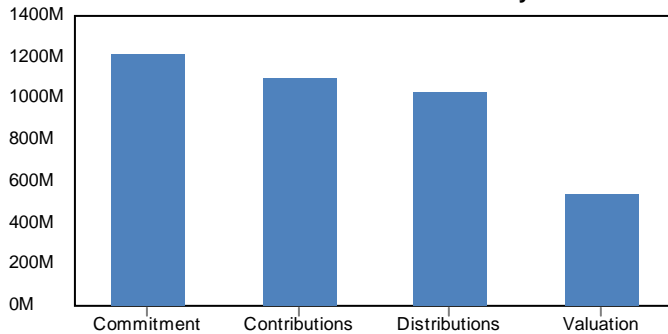
3/31/2014

All Portfolio Investments

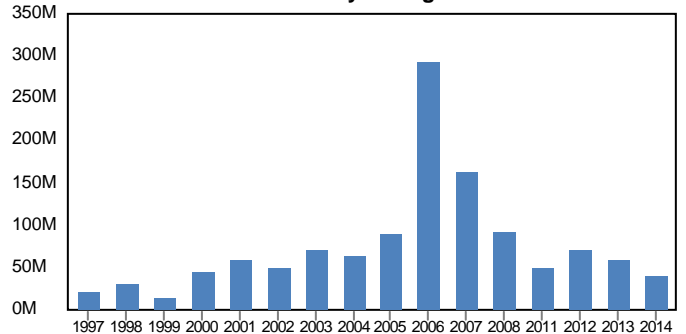
## Performance Summary

Asset Class	Investment Type	Number of Investments	Commitment	Contributions	Distributions	Adjusted Valuation	Multiple of Cost	IRR	TWR
Private Equity Funds	Buyout	41	767,255,026	698,563,789	736,493,016	311,189,619	1.50	11.99	5.01
	Distressed Debt	9	155,000,000	150,007,251	154,972,967	60,454,215	1.44	11.69	10.81
	Energy	1	18,000,000	2,790,207	0	2,760,164	0.99	-1.94	-70.58
	Opportunistic Credit	1	20,000,000	14,535,452	3,797,010	12,619,319	1.13	9.33	7.67
	Secondary	4	60,000,000	54,974,726	48,788,573	18,980,631	1.23	6.90	5.86
	Venture Capital	16	196,250,000	182,046,053	92,532,960	134,150,957	1.25	5.01	-2.76
<b>Total:</b>	Private Equity Funds	72	1,216,505,026	1,102,917,478	1,036,584,526	540,154,905	1.43	10.54	4.94

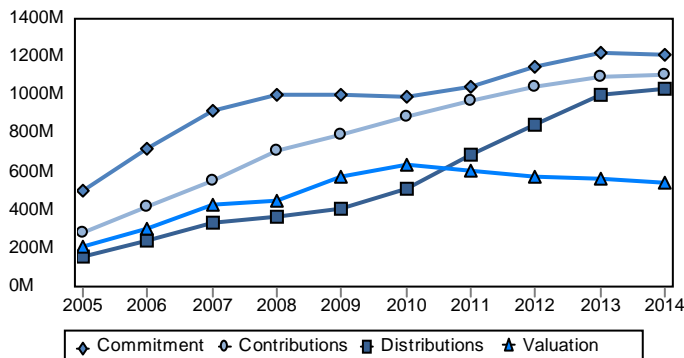
Cash Flow and Valuation Summary



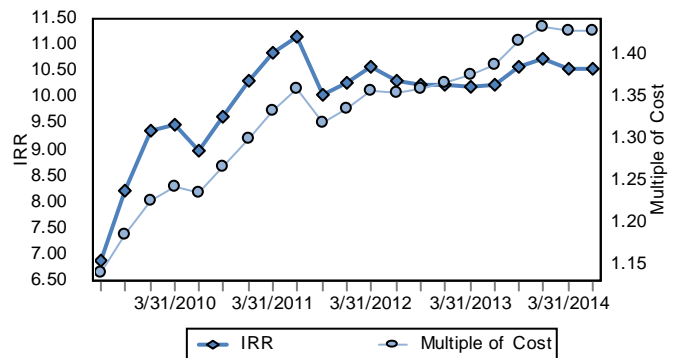
Commitment by Vintage Year



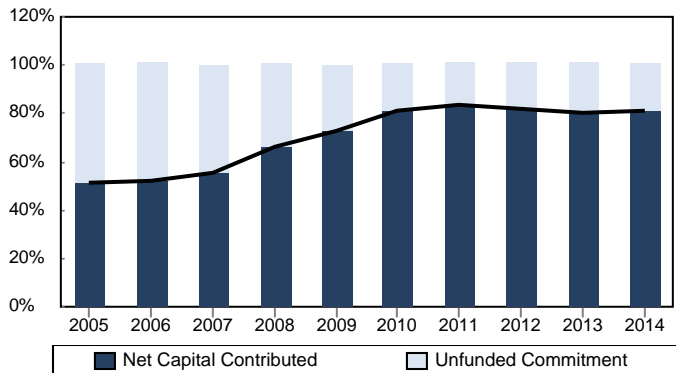
Historical Cash Flows and Valuation



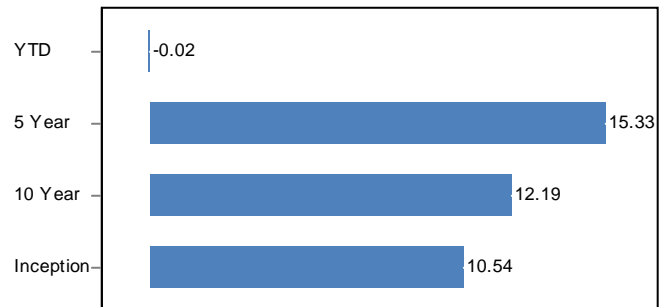
Historical Performance



Historical Percent Funded



Period IRRs



## Section VII.

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### Cash Flow

# Monthly Valuation Change

Period : 2014-03-01 - 2014-03-31

Category	Source Account Name	Closing Balance	Market Value Increase/(Decrease)	Transfer In/(Out)	Opening Balance
<b>Grand Total</b>		<b>8,051,317,768.57</b>	<b>20,147,470.53</b>	<b>(38,582,388.67)</b>	<b>8,069,752,686.71</b>
<b>Total Global Equity</b>		<b>4,664,729,695.81</b>	<b>8,474,456.83</b>	<b>(50,000,000.00)</b>	<b>4,706,255,238.98</b>
<b>Global Equity</b>		<b>4,002,409,204.11</b>	<b>18,170,859.21</b>	<b>(50,000,000.00)</b>	<b>4,034,238,344.90</b>
	SSGA R3000 INDEX	1,999,109,444.05	11,290,285.39	(50,000,000.00)	2,037,819,158.66
	SSGA MSCI EAFE	1,430,930,902.65	(8,025,780.53)	0.00	1,438,956,683.18
	SSGA MSCI CANADA	144,182,706.89	2,170,579.71	0.00	142,012,127.18
	SSGA MSCI EM	428,186,150.52	12,735,774.64	0.00	415,450,375.88
<b>Global Equity Hedge Funds</b>		<b>662,320,491.70</b>	<b>(9,696,402.38)</b>	<b>0.00</b>	<b>672,016,894.08</b>
	ASCEND PTRS II	69,809,263.76	197,125.31	0.00	69,612,138.45
	DAVIDSON KEMPNER	73,108,699.52	447,960.87	0.00	72,660,738.65
	ELLIOTT ASSOCIATES	77,669,095.40	232,310.36	0.00	77,436,785.04
	INDUS ASIA PACIFIC	42,807,028.49	(143,067.88)	0.00	42,950,096.37
	MASON CAPITAL	68,908,425.06	(1,812,479.68)	0.00	70,720,904.74
	PFM DIVERSIFIED	75,932,352.73	(4,424,726.81)	0.00	80,357,079.54
	SAMLYN ON/OFFSHORE	99,378,760.30	(1,109,753.22)	0.00	100,488,513.52
	THIRD POINT PTRS	71,103,551.90	542,854.40	0.00	70,560,697.50
	VIKING GLOBAL EQUITI	83,603,314.54	(3,626,625.73)	0.00	87,229,940.27
<b>Private Equity</b>		<b>544,309,295.53</b>	<b>15,469,018.18</b>	<b>(10,460,693.03)</b>	<b>539,300,970.38</b>
<b>Private Equity</b>		<b>544,309,295.53</b>	<b>15,469,018.18</b>	<b>(10,460,693.03)</b>	<b>539,300,970.38</b>
	PRIVATE EQUITY	544,309,295.53	15,469,018.18	(10,460,693.03)	539,300,970.38
<b>Total Fixed Income</b>		<b>1,099,407,451.42</b>	<b>(1,983,729.15)</b>	<b>0.00</b>	<b>1,101,391,180.57</b>
<b>Fixed Income</b>		<b>1,099,407,451.42</b>	<b>(1,983,729.15)</b>	<b>0.00</b>	<b>1,101,391,180.57</b>
	MACKAY SHIELDS	548,728,849.55	(906,503.97)	0.00	549,635,353.52
	PYRAMIS GLOBAL ADV	550,678,601.87	(1,077,225.18)	0.00	551,755,827.05
<b>Total Real Return</b>		<b>1,209,779,189.69</b>	<b>(2,231,173.37)</b>	<b>0.00</b>	<b>1,212,010,363.06</b>
<b>Alternative Absolute Return</b>		<b>350,867,969.84</b>	<b>(2,633,119.78)</b>	<b>0.00</b>	<b>353,501,089.62</b>
	BLUE CREST CAP	20,980,548.99	(67,356.17)	0.00	21,047,905.16
	BREVAN HOWARD	78,225,935.04	(303,875.03)	0.00	78,529,810.07
	DE SHAW	70,102,262.76	231,991.76	0.00	69,870,271.00
	GRAHAM GLOBAL	52,497,496.52	(484,561.42)	0.00	52,982,057.94
	OZ DOMESTIC PTRS	97,087,109.68	(1,890,535.17)	0.00	98,977,644.85
	WINTON FUTURE FD	31,974,616.85	(118,783.75)	0.00	32,093,400.60
<b>Alternative Fixed Income</b>		<b>163,289,113.14</b>	<b>87,527.99</b>	<b>0.00</b>	<b>163,201,585.15</b>
	BRIGADE LEV CAP	56,469,787.91	539,845.59	0.00	55,929,942.32
	CAPULA GLOBAL	54,802,255.61	159,172.79	0.00	54,643,082.82
	CLAREN ROAD CR. FUND	52,017,069.62	(611,490.39)	0.00	52,628,560.01
<b>Credit</b>		<b>415,816,774.85</b>	<b>1,185,922.10</b>	<b>0.00</b>	<b>414,630,852.75</b>
	PIMCO	206,297,001.58	440,458.31	0.00	205,856,543.27
	WAMCO	209,519,773.27	745,463.79	0.00	208,774,309.48
<b>GILBs</b>		<b>279,805,331.86</b>	<b>(871,503.68)</b>	<b>0.00</b>	<b>280,676,835.54</b>
	BROWN BROTHERS HARR	279,805,331.86	(871,503.68)	0.00	280,676,835.54
<b>Real Estate</b>		<b>248,923,600.17</b>	<b>159,768.84</b>	<b>(911,949.93)</b>	<b>249,675,781.26</b>
<b>Real Estate</b>		<b>248,923,600.17</b>	<b>159,768.84</b>	<b>(911,949.93)</b>	<b>249,675,781.26</b>

# Monthly Valuation Change

Period : 2014-03-01 - 2014-03-31

Category	Source Account Name	Closing Balance	Market Value Increase/(Decrease)	Transfer In/(Out)	Opening Balance
	REAL ESTATE	248,923,600.17	159,768.84	(911,949.93)	249,675,781.26
<b>Total Cash</b>		<b>260,378,906.78</b>	<b>(88,796.00)</b>	<b>16,691,760.29</b>	<b>243,775,942.49</b>
<b>Cash Accounts</b>		<b>260,378,906.78</b>	<b>(88,796.00)</b>	<b>16,691,760.29</b>	<b>243,775,942.49</b>
	ERSRI CASH	257,747,159.78	(88,796.00)	16,544,386.29	241,291,569.49
	CITIZENS CASH	2,631,747.00	0.00	147,374.00	2,484,373.00
<b>Total Other</b>		<b>22,190,061.95</b>	<b>468,874.15</b>	<b>5,000,000.00</b>	<b>16,721,187.80</b>
<b>Other</b>		<b>22,190,061.95</b>	<b>468,874.15</b>	<b>5,000,000.00</b>	<b>16,721,187.80</b>
	RUSSELL OVERLAY FD	22,190,061.95	468,874.15	5,000,000.00	16,721,187.80
<b>Total Miscellaneous</b>		<b>1,599,567.22</b>	<b>(120,948.95)</b>	<b>1,098,494.00</b>	<b>622,022.17</b>
<b>Miscellaneous Accounts</b>		<b>1,599,567.22</b>	<b>(120,948.95)</b>	<b>1,098,494.00</b>	<b>622,022.17</b>
	RI TRANS ACCT	192,818.34	4,849.98	0.00	187,968.36
	SHOTT CAPITAL	973,036.36	(126,857.56)	1,098,494.00	1,399.92
	DOM EQUITY TRANS	74.25	0.00	0.00	74.25
	NON-US EQUITY TRANS	97.51	(0.21)	0.00	97.72
	FIXED INC TRANS	311,528.71	736.52	0.00	310,792.19
	MACKAY SHIELDS LLC	122,012.05	322.32	0.00	121,689.73

## Custodian Inception To Date Valuation Change

Period : 2012-11-01 - 2014-03-31

Category	Source Account Name	Closing Balance	Market Value Increase/(Decrease)	Transfer In/(Out)	Opening Balance
<b>Grand Total</b>		<b>8,051,317,768.57</b>	<b>1,309,165,411.84</b>	<b>(639,103,554.43)</b>	<b>7,381,255,911.16</b>
<b>Total Global Equity</b>		<b>4,664,729,695.81</b>	<b>1,081,820,934.12</b>	<b>(184,046,148.99)</b>	<b>3,766,954,910.68</b>
<b>Global Equity</b>		<b>4,002,409,204.11</b>	<b>969,366,791.02</b>	<b>(198,596,907.59)</b>	<b>3,231,639,320.68</b>
	SSGA MSCI CANADA	144,182,706.89	12,435,768.58	53,188.18	131,693,750.13
	SSGA MSCI EAFE	1,430,930,902.65	341,088,314.56	(9,503,665.67)	1,099,346,253.76
	SSGA MSCI EM	428,186,150.52	11,432,377.13	561,683.36	416,192,090.03
	SSGA R3000 INDEX	1,999,109,444.05	604,410,330.75	(189,708,113.46)	1,584,407,226.76
<b>Global Equity Hedge Funds</b>		<b>662,320,491.70</b>	<b>112,454,143.10</b>	<b>14,550,758.60</b>	<b>535,315,590.00</b>
	ASCEND PTRS II	69,809,263.76	8,822,983.76	0.00	60,986,280.00
	DAVIDSON KEMPNER	73,108,699.52	9,062,419.52	0.00	64,046,280.00
	ELLIOTT ASSOCIATES	77,669,095.40	12,482,335.40	0.00	65,186,760.00
	INDUS ASIA PACIFIC	42,807,028.49	1,134,668.49	0.00	41,672,360.00
	MASON CAPITAL	68,908,425.06	12,195,225.06	0.00	56,713,200.00
	PFM DIVERSIFIED	75,932,352.73	17,864,832.73	0.00	58,067,520.00
	SAMLYN ON/OFFSHORE	99,378,760.30	14,503,700.30	20,000,000.00	64,875,060.00
	THIRD POINT PTRS	71,103,551.90	20,339,443.30	(5,449,241.40)	56,213,350.00
	VIKING GLOBAL EQUITI	83,603,314.54	16,048,534.54	0.00	67,554,780.00
<b>Private Equity</b>		<b>544,309,295.53</b>	<b>117,322,316.25</b>	<b>(179,744,468.64)</b>	<b>606,731,447.92</b>
<b>Private Equity</b>		<b>544,309,295.53</b>	<b>117,322,316.25</b>	<b>(179,744,468.64)</b>	<b>606,731,447.92</b>
	PRIVATE EQUITY	544,309,295.53	117,322,316.25	(179,744,468.64)	606,731,447.92
<b>Total Fixed Income</b>		<b>1,099,407,451.42</b>	<b>2,000,530.35</b>	<b>1,482,609.33</b>	<b>1,095,924,311.74</b>
<b>Fixed Income</b>		<b>1,099,407,451.42</b>	<b>2,000,530.35</b>	<b>1,482,609.33</b>	<b>1,095,924,311.74</b>
	MACKAY SHIELDS	548,728,849.55	1,494,082.54	0.00	547,234,767.01
	PYRAMIS GLOBAL ADV	550,678,601.87	506,447.81	1,482,609.33	548,689,544.73
<b>Total Real Return</b>		<b>1,209,779,189.69</b>	<b>63,782,143.27</b>	<b>252,456,172.37</b>	<b>893,540,874.05</b>
<b>Alternative Absolute Return</b>		<b>350,867,969.84</b>	<b>40,304,181.60</b>	<b>(54,619,461.76)</b>	<b>365,183,250.00</b>
	BLUE CREST CAP	20,980,548.99	13,048.99	0.00	20,967,500.00
	BREVAN HOWARD	78,225,935.04	1,503,560.04	0.00	76,722,375.00
	DE SHAW	70,102,262.76	15,241,562.76	0.00	54,860,700.00
	GRAHAM GLOBAL	52,497,496.52	1,771,796.52	0.00	50,725,700.00
	OZ DOMESTIC PTRS	97,087,109.68	14,811,884.68	0.00	82,275,225.00
	WEXFORD SPECTRUM	0.00	3,621,811.76	(54,619,461.76)	50,997,650.00
	WINTON FUTURE FD	31,974,616.85	3,340,516.85	0.00	28,634,100.00
<b>Alternative Fixed Income</b>		<b>163,289,113.14</b>	<b>8,791,139.01</b>	<b>15,075,634.13</b>	<b>139,422,340.00</b>
	BRIGADE LEV CAP	56,469,787.91	4,936,687.91	0.00	51,533,100.00
	CAPULA GLOBAL	54,802,255.61	4,978,655.61	0.00	49,823,600.00
	CLAREN ROAD CR. FUND	52,017,069.62	2,017,069.62	50,000,000.00	0.00
	GRACIE CREDIT FUND	0.00	(3,141,274.13)	(34,924,365.87)	38,065,640.00
<b>Credit</b>		<b>415,816,774.85</b>	<b>15,816,774.85</b>	<b>400,000,000.00</b>	<b>0.00</b>
	PIMCO	206,297,001.58	6,297,001.58	200,000,000.00	0.00
	WAMCO	209,519,773.27	9,519,773.27	200,000,000.00	0.00
<b>GILBs</b>		<b>279,805,331.86</b>	<b>(1,129,952.19)</b>	<b>(108,000,000.00)</b>	<b>388,935,284.05</b>
39	BROWN BROTHERS HARR	279,805,331.86	(1,129,952.19)	(108,000,000.00)	388,935,284.05

## Custodian Inception To Date Valuation Change

Period : 2012-11-01 - 2014-03-31

Category	Source Account Name	Closing Balance	Market Value Increase/(Decrease)	Transfer In/(Out)	Opening Balance
<b>Real Estate</b>		<b>248,923,600.17</b>	<b>26,246,904.24</b>	<b>(52,491,024.27)</b>	<b>275,167,720.20</b>
Real Estate		248,923,600.17	26,246,904.24	(52,491,024.27)	275,167,720.20
	REAL ESTATE	248,923,600.17	26,246,904.24	(52,491,024.27)	275,167,720.20
<b>Total Cash</b>		<b>260,378,906.78</b>	<b>(1,797,404.99)</b>	<b>(386,450,158.05)</b>	<b>648,626,469.82</b>
Cash Accounts		260,378,906.78	(1,797,404.99)	(386,450,158.05)	648,626,469.82
	CITIZENS CASH	2,631,747.00	0.00	2,631,747.00	0.00
	ERSRI CASH	257,747,159.78	(1,797,404.99)	(389,081,905.05)	648,626,469.82
<b>Total Other</b>		<b>22,190,061.95</b>	<b>19,444,386.69</b>	<b>(67,000,000.00)</b>	<b>69,745,675.26</b>
Other		22,190,061.95	19,444,386.69	(67,000,000.00)	69,745,675.26
	RUSSELL OVERLAY FD	22,190,061.95	19,444,386.69	(67,000,000.00)	69,745,675.26
<b>Total Miscellaneous</b>		<b>1,599,567.22</b>	<b>345,601.91</b>	<b>(23,310,536.18)</b>	<b>24,564,501.49</b>
Miscellaneous Accounts		1,599,567.22	345,601.91	(23,310,536.18)	24,564,501.49
	BROWN BROS BOND	0.00	(1,271,132.15)	(629,969.37)	1,901,101.52
	BROWN BROS HARR	0.00	(330,705.68)	330,092.71	612.97
	DOM EQUITY TRANS	74.25	(66,717.51)	66,634.41	157.35
	FIDELITY MGMT	0.00	(64,776.86)	(351,063.60)	415,840.46
	FIXED INC TRANS	311,528.71	648,911.88	(16,183,144.42)	15,845,761.25
	MACKAY SHIELDS LLC	122,012.05	335,463.78	(5,104,725.81)	4,891,274.08
	NON-US EQUITY TRANS	97.51	(89,318.22)	71,484.13	17,931.60
	RI TRANS ACCT	192,818.34	(70,649.88)	(169,016.18)	432,484.40
	SHOTT CAPITAL	973,036.36	1,247,965.06	(1,261,568.30)	986,639.60
	TAPLIN CANIDA HAB	0.00	6,561.49	(79,259.75)	72,698.26



CASH FLOW ANALYSIS - INCOME & EXPENSES

Employees Retirement System

FISCAL YEAR 2014

	FY 2013-14												
	TOTAL	Projected June	Projected May	Projected April	Actual March	Actual February	Actual January 2014	Actual December	Actual November	Actual October	Actual September	Actual August	Actual Jul 201
MEMBER BENEFITS	836,324,698	70,100,000	70,100,000	70,100,000	69,352,031	69,456,982	69,461,627	69,437,646	69,523,293	69,702,496	69,797,473	69,805,492	69,48
ADMINISTRATIVE EXPENSES	7,647,325	757,076	453,061	517,020	585,674	524,992	1,111,034	1,074,316	553,524	565,615	532,331	736,515	23
INVESTMENT EXPENSES	7,930,674	417,092	172,318	301,668	1,533,133	446,564	1,555,456	1,017,944	69,216	1,070,145	593,340	26,112	72
TOTAL OUTFLOW	851,902,697	71,274,168	70,725,379	70,918,688	71,470,839	70,428,537	72,128,117	71,529,906	70,146,032	71,338,256	70,923,145	70,568,119	70,45
CONTRIBUTIONS	442,184,791	38,133,817	31,828,584	35,569,085	35,044,090	34,548,964	45,580,776	34,754,689	36,130,761	36,350,442	27,777,778	28,296,782	58,16
OTHER INCOME*	76,445,662	4,836,170	6,903,236	4,371,211	8,276,964	3,521,822	5,275,655	8,139,354	9,826,932	10,483,882	6,256,390	2,556,842	5,99
TOTAL INCOME	518,630,453	42,969,987	38,731,820	39,940,296	43,321,054	38,070,786	50,856,431	42,894,043	45,957,693	46,834,324	34,034,168	30,853,624	64,16
DIFFERENCE	(333,272,244)	(28,304,181)	(31,993,559)	(30,978,392)	(28,149,785)	(32,357,751)	(21,271,686)	(28,635,864)	(24,188,340)	(24,503,932)	(36,888,977)	(39,714,496)	(6,28

Municipal Employees Retirement System

	TOTAL	Projected June	Projected May	Projected April	Actual March	Actual February	Actual January 2014	Actual December	Actual November	Actual October	Actual September	Actual August	Actual Jul 201
MEMBER BENEFITS	86,007,594	7,100,000	7,100,000	7,100,000	7,340,126	7,240,502	7,243,689	7,220,144	7,210,875	7,218,924	7,158,292	7,186,464	6,88
ADMINISTRATIVE EXPENSES	1,565,379	153,323	91,479	104,125	121,610	108,650	229,258	221,317	113,669	115,797	108,666	149,656	4
INVESTMENT EXPENSES	1,628,546	84,469	34,793	60,754	318,341	92,418	320,963	209,704	14,214	219,088	121,120	5,306	14
TOTAL OUTFLOW	89,201,518	7,337,792	7,226,272	7,264,879	7,780,077	7,441,570	7,793,910	7,651,166	7,338,757	7,553,809	7,388,079	7,341,425	7,08
CONTRIBUTIONS	50,605,722	4,499,901	3,503,059	4,320,753	4,685,999	3,845,023	4,312,820	4,516,034	4,524,554	4,066,559	4,317,534	3,012,033	5,00
OTHER INCOME*	15,642,081	979,420	1,393,850	880,339	1,718,635	728,858	1,088,613	1,676,769	2,018,006	2,146,339	1,277,136	519,535	1,21
TOTAL INCOME	66,247,803	5,479,321	4,896,909	5,201,092	6,404,634	4,573,881	5,401,433	6,192,803	6,542,560	6,212,898	5,594,670	3,531,568	6,21
DIFFERENCE	(22,953,715)	(1,858,471)	(2,329,363)	(2,063,787)	(1,375,442)	(2,867,689)	(2,392,477)	(1,458,363)	(796,198)	(1,340,911)	(1,793,409)	(3,809,857)	(86

CASH FLOW ANALYSIS - INCOME & EXPENSES

State Police  
Retirement System

TOTAL	Projected June	Projected May	Projected April	Actual March	Actual February	Actual January 2014	Actual December	Actual November	Actual October	Actual September	Actual August	Actual Jul 201	
MEMBER BENEFITS	1,613,403	133,000	133,000	133,000	143,159	136,050	145,422	135,474	137,759	129,570	131,038	123,069	13
ADMINISTRATIVE EXPENSES	117,852	11,299	6,700	7,591	9,414	8,373	17,530	16,820	8,592	8,725	8,139	11,132	
INVESTMENT EXPENSES	123,396	6,225	2,548	4,429	24,642	7,122	24,542	15,937	1,074	16,509	9,072	395	1
TOTAL OUTFLOW	1,854,652	150,523	142,248	145,020	177,215	151,546	187,493	168,231	147,426	154,804	148,248	134,596	14
CONTRIBUTIONS	5,018,403	293,000	498,000	303,000	403,159	376,050	645,422	535,474	432,759	319,570	351,038	538,069	32
OTHER INCOME*	1,176,733	72,175	102,087	64,180	133,035	56,169	83,239	127,430	152,542	161,729	95,653	38,645	8
TOTAL INCOME	6,195,136	365,175	600,087	367,180	536,195	432,220	728,661	662,904	585,302	481,299	446,691	576,714	41
DIFFERENCE	4,340,484	214,652	457,839	222,160	358,980	280,674	541,168	494,674	437,876	326,495	298,443	442,118	26

Judicial  
Retirement System

TOTAL	Projected June	Projected May	Projected April	Actual March	Actual February	Actual January 2014	Actual December	Actual November	Actual October	Actual September	Actual August	Actual Jul 201	
MEMBER BENEFITS	1,618,960	130,000	130,000	130,000	134,136	139,516	139,534	139,552	139,534	139,534	139,534	128,810	12
ADMINISTRATIVE EXPENSES	60,204	5,764	3,425	3,859	4,812	4,280	8,958	8,606	4,398	4,457	4,160	5,680	
INVESTMENT EXPENSES	63,045	3,176	1,303	2,252	12,597	3,640	12,541	8,154	550	8,433	4,637	201	
TOTAL OUTFLOW	1,742,210	138,940	134,728	136,110	151,545	147,437	161,032	156,312	144,482	152,424	148,331	134,692	13
CONTRIBUTIONS	3,443,960	210,000	215,000	210,000	279,136	269,516	409,534	359,552	269,534	279,534	279,534	423,810	23
OTHER INCOME*	601,234	36,821	52,188	32,625	68,007	28,710	42,535	65,202	78,081	82,617	48,892	19,720	4
TOTAL INCOME	4,045,194	246,821	267,188	242,625	347,143	298,226	452,069	424,753	347,615	362,151	328,426	443,530	28
DIFFERENCE	2,302,984	107,881	132,461	106,515	195,598	150,790	291,036	268,441	203,133	209,726	180,095	308,838	14

\*includes income from Real Estate Investments, Private Equity, and Cash Accounts

FISCAL YEAR 2014

DIRECT BILLED INVESTMENT MANAGER FEES, PROFESSIONAL FEES & OPERATING EXPENSES

ERSRI & MERSRI

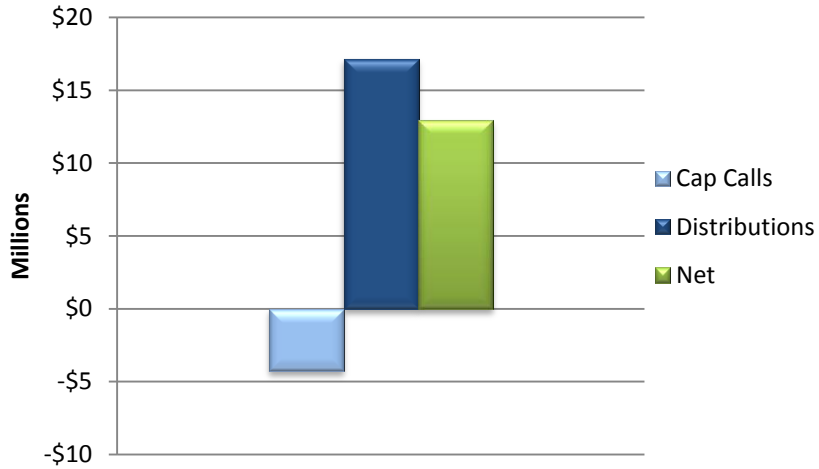
ACCRUAL BASIS

	Actual Jul 13	Actual Aug	Actual Sept	Actual Oct	Actual Nov	Actual Dec	Actual Jan 14	Projected Feb	Projected Mar	Projected Apr	Projected May	Projected June	Projected TOTAL
<b>EQUITIES US</b>													
SSGA Russell 2000/3000			59,934			63,252			55,000			55,000	233,186
Shott Capital/Hamilton Lane			<u>26,442</u>			<u>785</u>			<u>5,000</u>			<u>5,000</u>	<u>37,227</u>
			86,376			64,037			60,000			60,000	270,413
<b>FIXED INCOME</b>													
Pyramis			172,121			172,589			175,000			175,000	694,710
Mackay Shields			180,883			181,518			185,000			185,000	732,401
Brown Bros.TIPS/GILB			<u>80,272</u>			<u>82,134</u>			<u>115,000</u>			<u>115,000</u>	<u>392,406</u>
			433,276			436,241			475,000			475,000	1,819,517
<b>INT'L EQUITIES</b>													
SSGA MSCI ACWI			0			0			0			0	0
SSGA MSCI EAFE			97,005			105,188			95,000			95,000	392,193
SSGA MSCI CAD			9,974			10,543			10,000			10,000	40,516
SSGA MSCI Emerg Mkts			<u>101,705</u>			<u>108,926</u>			<u>110,000</u>			<u>110,000</u>	<u>430,632</u>
			208,684			224,657			215,000			215,000	863,341
<b>CREDIT</b>													
WAMCO			150,562			152,426			150,000			150,000	602,987
PIMCO			<u>237,417</u>			<u>240,686</u>			<u>225,000</u>			<u>225,000</u>	<u>928,103</u>
			387,978			393,112			375,000			375,000	1,531,090
<b>REAL ESTATE</b>													
Direct Billed Real Estate	139,113	(470)	85,776	142,518	0	218,158	291,327	260,428	86,386	134,488	0	84,537	1,442,261
<b>ALTERNATIVE INVESTMENTS</b>													
Direct Billed Private Equity	752,409	32,484	642,393	687,733	85,054	1,033,582	1,622,232	289,334	1,802,381	234,616	420,078	436,103	8,038,399
<b>SUB TOTAL-INV MGMT FEES</b>	<b>891,522</b>	<b>32,014</b>	<b>1,456,505</b>	<b>830,252</b>	<b>85,054</b>	<b>1,976,676</b>	<b>1,913,559</b>	<b>549,762</b>	<b>3,013,767</b>	<b>369,103</b>	<b>420,078</b>	<b>1,645,640</b>	<b>13,965,021</b>
<b>PROFESSIONAL FEES</b>													
Legal	8,490	39,510	26,807	27,576	10,438	11,810	0	0	10,000	10,000	10,000	10,000	164,630
BNY Mellon - Custodial	29,511	29,219	28,904	28,946	29,131	29,306	29,071	30,000	30,000	30,000	30,000	30,000	354,089
Cliffwater	37,500	37,500	37,500	37,500	37,500	37,500	37,500	37,500	37,500	37,500	37,500	37,500	450,000
PCA/Russell	13,125	13,125	64,468	13,125	13,125	70,163	13,125	13,125	13,125	13,125	13,125	13,125	265,884
PCA Real Estate	<u>10,417</u>	<u>12,314</u>	<u>10,417</u>	<u>10,417</u>	<u>10,417</u>	<u>10,417</u>	<u>10,417</u>	<u>10,417</u>	<u>10,417</u>	<u>10,417</u>	<u>10,417</u>	<u>10,417</u>	<u>126,901</u>
	99,044	131,667	168,096	117,565	100,611	159,196	90,113	91,042	101,042	101,042	101,042	101,042	1,361,504
<b>OPERATING EXPENSE</b>													
Retirement Transfers	188,298	765,281	527,948	573,526	642,997	1,214,092	1,265,779	470,299	607,063	510,434	562,143	1,078,917	8,406,775
Other Expense	<u>13,762</u>	0	<u>7,500</u>	<u>2,450</u>	<u>7,500</u>	<u>5,925</u>	0	0	<u>13,425</u>	<u>5,400</u>	<u>6,250</u>	<u>17,192</u>	<u>79,404</u>
	202,060	765,281	535,448	575,976	650,497	1,220,017	1,265,779	470,299	620,488	515,834	568,393	1,096,109	8,486,179
<b>TOTAL:</b>	<b>1,192,625</b>	<b>928,962</b>	<b>2,160,048</b>	<b>1,523,792</b>	<b>836,162</b>	<b>3,355,888</b>	<b>3,269,451</b>	<b>#####</b>	<b>3,735,297</b>	<b>985,980</b>	<b>1,089,513</b>	<b>2,842,791</b>	<b>23,812,703</b>

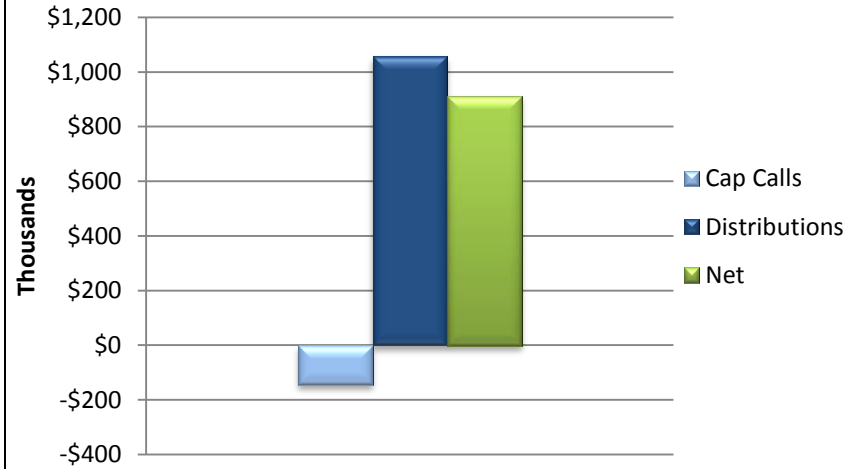
Note: Numbers in bold are actual.

# Private Equity & Real Estate Cash Flow

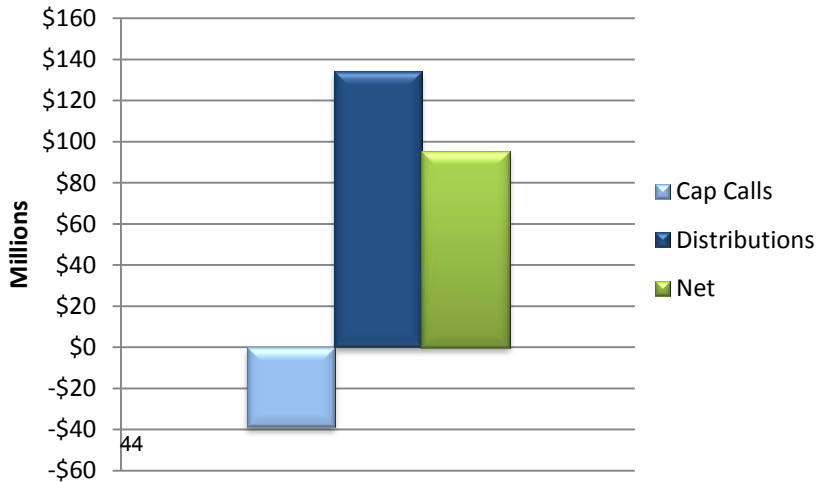
Private Equity - MTD March 2014



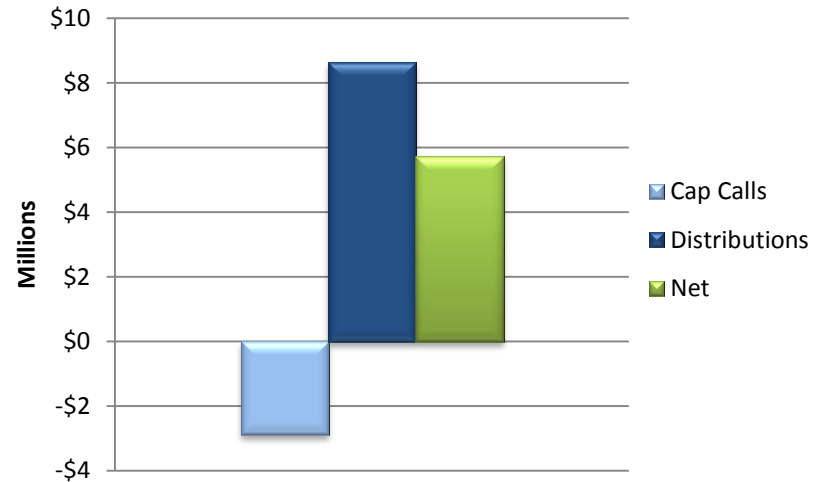
Real Estate - MTD March 2014



Private Equity - Fiscal YTD March 2014



Real Estate - Fiscal YTD March 2014

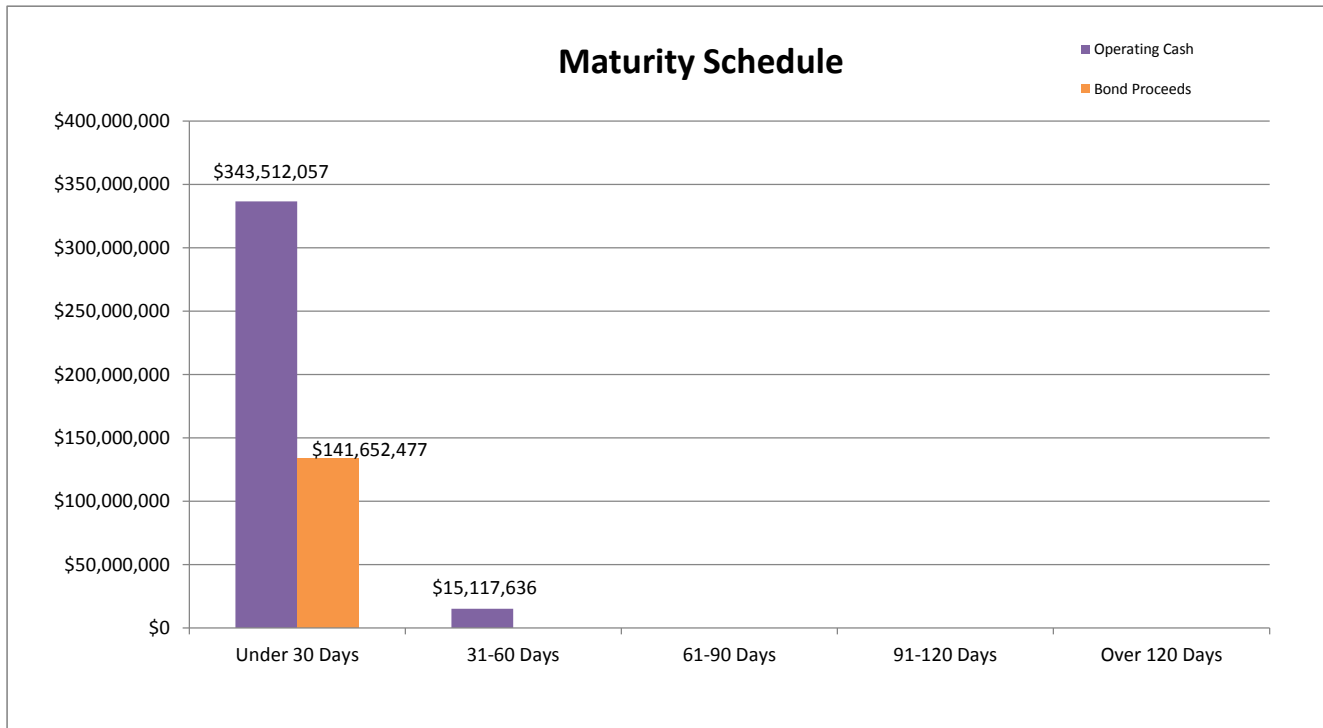


## Section VIII.

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# Short-Term Investments

**Short-Term Investment Maturity Schedule & SIC Compliance Report at March 31, 2014**



Vendor	CP	CD	Agency	Money Mkt	PIP	Repo	GID	OSIP	Total (\$)
Guidelines-Total/Vendor	25%/10%	50%/20%	75%/35%	75%/35%	75%/35%	100%/20%	75%/35%	50%/50%	
OSIP	0	0	0	0	0	0	0	89,459,396	89,459,396
	0%	0%	0%	0%	0%	0%	0%	25%	25.43%
Bank RI	0	15,117,636	0	0	0	0	0	0	15,117,636
	0%	4%	0%	0%	0%	0%	0%	0%	4.30%
Sovereign Bank	0	0	0	0	85,711,519	0	0	0	85,711,519
	0%	0%	0%	0%	24%	0%	0%	0%	24.36%
Citizens Bank	0	0	0	0	1,507,355	0	0	0	1,507,355
	0%	0%	0%	0%	0%	0%	0%	0%	0.43%
Webster Bank	0	0	0	0	79,653,862	0	0	0	79,653,862
	0%	0%	0%	0%	23%	0%	0%	0%	22.64%
Washington Trust	0	0	0	65,339,110	0	0	0	0	65,339,110
	0%	0%	0%	19%	0%	0%	0%	0%	18.57%
TD Bank	0	0	0	0	15,003,945	0	0	0	15,003,945
	0%	0%	0%	0%	4%	0%	0%	0%	4.26%
<b>TOTALS</b>	<b>-</b>	<b>15,117,636</b>	<b>-</b>	<b>65,339,110</b>	<b>181,876,682</b>	<b>-</b>	<b>-</b>	<b>89,459,396</b>	<b>351,792,825</b>
<b>(%) PORTFOLIO</b>	<b>0.00%</b>	<b>4.30%</b>	<b>0.00%</b>	<b>18.57%</b>	<b>51.70%</b>	<b>0.00%</b>	<b>0.00%</b>	<b>25.43%</b>	<b>100.00%</b>

Note: PIP + CD must be under 75%.

Note: Maximum participation by any one vendor limited to 35% of total portfolio.

**State of Rhode Island**  
**Short Term Cash Monthly Performance**  
**Performance for**

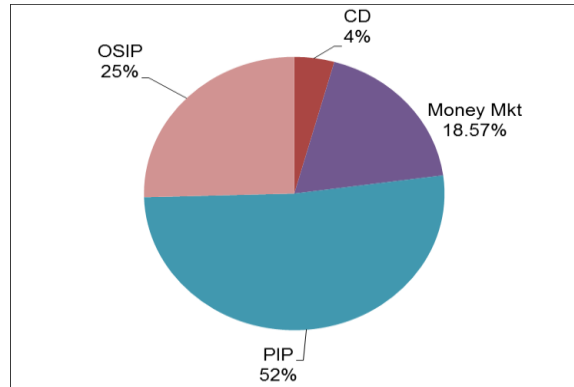
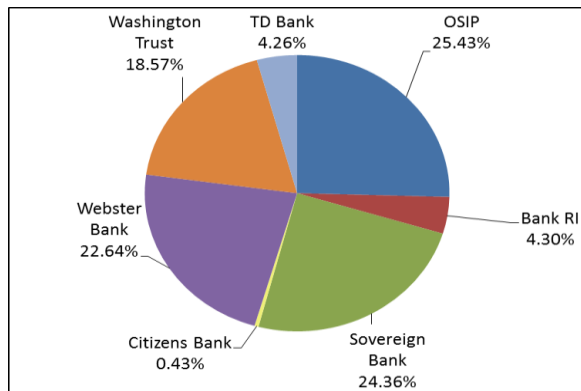
**March 01, 2014 to March 31, 2014**

<b>Fund Name</b>	<b>Beginning Balance</b>	<b>Ending Balance</b>	<b>Average Daily Balance</b>	<b>Earnings</b>	<b>Yield(Annual)</b>
GENERAL FUND	\$ 40,081,541.42	\$ 65,304,865.20	\$ 82,942,831.74	\$ 23,323.78	0.3311%
H.A.V.A	\$ 294.75	\$ 294.77	\$ 294.75	\$ 0.02	0.0799%
GENERAL FUND (HIST PRES)	\$ 537,530.69	\$ 537,573.26	\$ 537,530.69	\$ 42.57	0.0932%
HISTORIC TAX CREDITS	\$ 102,371.40	\$ 102,379.51	\$ 102,371.40	\$ 8.11	0.0933%
HIGHWAY FUND	\$ 13,680,542.06	\$ 16,282,714.29	\$ 12,457,961.41	\$ 2,172.23	0.2053%
T.D.I. RESERVE (DET)	\$ 112,481,590.38	\$ 97,505,636.99	\$ 105,126,751.67	\$ 24,046.61	0.2693%
EMPLOYER PENSION CONTRIBUTION	\$ -	\$ -	\$ -	\$ -	-
RICAP GL FUND 21	\$ 66,211,694.89	\$ 60,321,486.40	\$ 63,447,178.76	\$ 9,791.51	0.1817%
BOND CAPITAL FUND	\$ 2,174,694.40	\$ 6,625,749.07	\$ 4,969,855.69	\$ 1,054.67	0.2499%
R.I. CLEAN WATER ACT	\$ 3,179,588.54	\$ 3,179,815.68	\$ 3,179,588.54	\$ 227.14	0.0841%
STATE LOTTERY FUND	\$ 47,509,881.20	\$ 53,220,622.13	\$ 46,374,397.33	\$ 10,740.93	0.2727%
ASSESSED FRINGE BEN ADM	\$ 7,759.86	\$ 7,760.26	\$ 7,759.86	\$ 0.40	0.0607%
AUTO EQUIPMENT SERVICE	\$ 1,243.18	\$ 1,243.24	\$ 1,243.18	\$ 0.06	0.0568%
HEALTH INSURANCE FUND	\$ 42,274,724.47	\$ 31,077,649.96	\$ 37,055,369.63	\$ 2,925.49	0.0930%
FLEET REVOLVING LOAN FUND	\$ 7,626,270.63	\$ 7,627,809.02	\$ 7,626,270.63	\$ 1,538.39	0.2375%
EMPLOYEES RETIREMENT	\$ 581,720.49	\$ 685,668.31	\$ 14,288,172.10	\$ 3,947.82	0.3253%
MUNICIPAL EMPLOYEES RET.	\$ 116,939.09	\$ 567,370.55	\$ 2,033,068.12	\$ 431.46	0.2499%
RETIREE HEALTH FUND	\$ 55,447.54	\$ 2,055,472.48	\$ 313,512.06	\$ 24.94	0.0937%
BOG RETIREE FUND	\$ 7,261.84	\$ 7,262.41	\$ 7,261.84	\$ 0.57	0.0924%
RIPTA HEALTH FUND	\$ 664.64	\$ 664.69	\$ 664.64	\$ 0.05	0.0886%
PERMANENT SCHOOL FUND	\$ 1,934,348.82	\$ 1,934,502.00	\$ 1,934,348.82	\$ 153.18	0.0932%
TEACHER RETIREE HEALTH FUND	\$ 306,490.49	\$ 206,511.78	\$ 271,006.62	\$ 21.29	0.0925%
RI ST POL RETIREE HEALTH	\$ 167,860.92	\$ 167,874.21	\$ 167,860.92	\$ 13.29	0.0932%
RI LEG RETIREE HEALTH	\$ 196.21	\$ 196.22	\$ 196.21	\$ 0.01	0.0600%
RI JUDICIAL RETIREE HEALTH	\$ 168.40	\$ 168.41	\$ 168.40	\$ 0.01	0.0699%
UNIVERSITY COLLEGE	\$ 8,953.11	\$ 8,953.81	\$ 8,953.11	\$ 0.70	0.0921%
HIGHER EDUCATION	\$ 1,607,247.10	\$ 1,507,323.44	\$ 1,026,601.94	\$ 76.34	0.0876%
INDUS. BLDG. & MTG. INS.	\$ 2,855,030.53	\$ 2,855,256.64	\$ 2,855,030.53	\$ 226.11	0.0932%
<b>Operating Funds Totals</b>	<b>\$ 343,512,057.05</b>	<b>\$ 351,792,824.73</b>	<b>\$ 386,736,250.59</b>	<b>\$ 80,767.68</b>	<b>0.246%</b>
G.O. NOTE 1991 SER. B	\$ -	\$ -	\$ -	\$ -	-
CCDL1993A	\$ 7,385.57	\$ 7,385.84	\$ 7,385.27	\$ 0.59	0.0941%
BOND CCDL 1994 SERIES A	\$ 15,000.64	\$ 15,001.19	\$ 15,000.04	\$ 1.19	0.0934%
BOND CCBL96A	\$ -	\$ -	\$ -	\$ -	-
CAP DEV OF 1997 SERIES A	\$ 41,014.09	\$ 41,015.59	\$ 41,012.45	\$ 3.25	0.0933%
CCDL1998A	\$ 1,695,905.97	\$ 1,695,967.77	\$ 1,695,847.49	\$ 134.31	0.0933%
CCDL 1998B	\$ -	\$ -	\$ -	\$ -	-
MMG099 1999	\$ -	\$ -	\$ -	\$ -	-
BOND CAPITOL CCDL2000A	\$ 102,388.54	\$ 102,392.27	\$ 102,385.01	\$ 8.11	0.0933%
MULTI-MODAL GEN OBL 2000	\$ -	\$ -	\$ -	\$ -	-
CCDL2001C	\$ 201,335.48	\$ 201,342.81	\$ 201,328.54	\$ 15.94	0.0932%
CCDL2002B	\$ -	\$ -	\$ -	\$ -	-
CCDL 2004 SERIES A	\$ 2,453,387.76	\$ 2,453,477.16	\$ 2,453,303.16	\$ 194.30	0.0933%
BOND CCDL 2005 SERIES C	\$ 7,021,396.17	\$ 7,021,651.43	\$ 7,021,153.59	\$ 556.06	0.0932%
BOND CCDL 2005 SERIES E	\$ 717,049.27	\$ 717,075.40	\$ 717,024.54	\$ 56.79	0.0933%
BOND CCDL 2006 SERIES B	\$ -	\$ -	\$ -	\$ -	-
BOND CCDL 2006 SERIES C	\$ 2,406,759.17	\$ 2,406,846.87	\$ 2,406,676.19	\$ 190.60	0.0932%
GO BND-NTAX 2007 SERIES A	\$ 5,938,591.90	\$ 5,938,808.30	\$ 5,938,387.13	\$ 470.31	0.0932%
GO BND-TAX 2007 SERIES B	\$ -	\$ -	\$ -	\$ -	-
GO BND-NTAX 2008 SERIES B	\$ 349,800.29	\$ 349,813.03	\$ 349,788.23	\$ 27.70	0.0932%
GO BND-TAX 2008 SERIES C	\$ -	\$ -	\$ -	\$ -	-
CCDL10B BOND CAPITAL COMPONENT	\$ 1,730,073.97	\$ 1,730,137.01	\$ 1,730,014.32	\$ 137.01	0.0932%
CCDL10C	\$ 159,187.80	\$ 159,200.41	\$ 159,187.80	\$ 12.61	0.0933%
CCDL10D	\$ 103,920.38	\$ 103,924.17	\$ 103,916.80	\$ 8.23	0.0932%
CCDL2011A	\$ 24,276,281.52	\$ 22,524,273.58	\$ 23,144,605.66	\$ 1,826.22	0.0929%
CCDL2012B	\$ 55,390,716.59	\$ 55,392,733.50	\$ 55,388,805.47	\$ 4,386.70	0.0932%
GO CCDL 2013A	\$ 24,630,103.27	\$ 21,817,516.29	\$ -	\$ 1,795.94	0.0927%
GO CCDL 2013B	\$ 12,500,534.48	\$ 9,375,818.20	\$ -	\$ 818.20	0.0919%
CLEAN WATER CCDL 1998B	\$ -	\$ -	\$ -	\$ -	-
CLEAN WATER CCDL 1994 (A)	\$ -	\$ -	\$ -	\$ -	-
CAP DEV. OF 1997 SERIES A	\$ -	\$ -	\$ -	\$ -	-
CLEAN WATER CCDL 2002 B	\$ -	\$ -	\$ -	\$ -	-
CLEAN WATER 2004 SERIES A	\$ 187,029.21	\$ 187,036.02	\$ 187,021.73	\$ 14.81	0.0932%
CLN WATER CCDL 2005 SER E	\$ -	\$ -	\$ -	\$ -	-
CAP DEV. OF 1997 SERIES A	\$ -	\$ -	\$ -	\$ -	-
RI POLLUT. CONT 94 SER. A	\$ -	\$ -	\$ -	\$ -	-
CCDL99A 1999A	\$ 205,298.13	\$ 205,305.61	\$ 205,289.92	\$ 16.26	0.0933%
POL. CTRL CCDL 2006 SER C	\$ -	\$ -	\$ -	\$ -	-
CLEAN WATER 2007 SERIES A	\$ 283,264.17	\$ 283,274.49	\$ 283,252.84	\$ 22.43	0.0932%
RI POLLUTION CONTROL 2008 B	\$ -	\$ -	\$ -	\$ -	-
CCDL10B CLEAN WATER COMPONENT	\$ -	\$ -	\$ -	\$ -	-
CCDL2011A CLEAN WATER COMPONENT	\$ 1,236,052.85	\$ 1,236,097.89	\$ 1,236,003.41	\$ 97.89	0.0933%
CCDL2011A POLL CTRL CMPNT	\$ -	\$ -	\$ -	\$ -	-
<b>Bond Proceeds Fund Totals</b>	<b>\$ 141,652,477.22</b>	<b>\$ 133,966,094.83</b>	<b>\$ 103,387,389.59</b>	<b>\$ 10,795.45</b>	<b>0.093%</b>
TANS PROCEEDS	\$ -	\$ -	\$ -	\$ -	-
<b>Grand Totals</b>	<b>\$ 485,164,534.27</b>	<b>\$ 485,758,919.56</b>	<b>\$ 490,123,640.18</b>	<b>\$ 91,563.13</b>	<b>0.206%</b>

**State of Rhode Island  
Office of the General Treasurer  
Short Term Investments**

**Issuer Credit Rating  
March 31, 2014**

Issuer	Type of Instrument*	Month End % Portfolio	Issuer Ratings			S-T Debt Rating			L-T Debt Rating		Credit Outlook
			Moody's	Moody's	S&P	Moody's	S&P	S&P			
Bank RI	3,4	4.30%	N/R	N/A	N/A	N/A	N/A	N/A	N/A	N/A	
Sovereign Bank	3,4	24.36%	Baa1	P-2	A-2	Baa1	BBB		Stable		
Bank of America		0.00%	Baa2	P-2	A-2	Baa2	A-		Negative		
JP Morgan Chase		0.00%	A3	P-2	A-1	A3	A		Negative		
Fidelity		0.00%	N/R	N/A	N/A	N/A	N/A		N/A		
State Street Bank & Trust Company		0.00%	Aa3	P-1	A-1+	Aa3	AA-		Stable		
RBS Citizens	3,4	0.43%	A3	P-2	A-2	A3	A-		Negative		
Webster Bank	3,4	22.64%	A3	P-2	A-2	A3	BBB		Positive		
Ocean State Investment Pool	6	25.43%	N/R	N/A	N/A	N/A	N/A		N/A		
Washington Trust	3,7	18.57%	N/R	N/A	N/A	N/A	N/A		N/A		
TD Bank	3	4.26%	Aa1	P-1	A-1+	Aa1	AA-		Stable		



REPO = Repurchase Agreement	1*
CP = Commercial Paper	2*
CD = Certificate of Deposit	3*
CoD = Collateralized Deposit	4*
AG = US Government Agency Note	5*
MM = Government Money Market	6*
GID = Government Insured Deposit	7*

**Ratings Definitions**

**Moody's Short-Term Debt Ratings:**

**P-1** - Prime-1 have a superior ability for repayment of sr. S-T debt obligations  
**P-2** - Prime-1 have a strong ability for repayment of sr. S-T debt obligations  
**P-3** - Prime-1 have an acceptable ability for repayment of sr. S-T debt obligations  
**NP** - Not Prime

**Moody's Issuer Rating Symbols:**

**Aaa** - Offer exceptional financial security (high-grade)  
**Aa** - Offer excellent financial security (high-grade)  
**A** - Offer good financial security  
**Baa** - Offer adequate financial security  
**Ba** - Offer questionable financial security  
**B** - Offer poor financial security  
**Caa** - Offer very poor financial security  
**Ca** - Offer extremely poor financial security  
**C** - Lowest rated class, usually in default

**Moody's Long-Term Debt Ratings:**

**Aaa** - Best Quality  
**Aa** - High Quality  
**A** - Possess many favorable investment attributes  
**Baa** - Medium-grade obligations  
**Ba** - Possess speculative elements  
**B** - Generally lack characteristics of desirable investments  
**Caa** - Poor standing  
**Ca** - Speculative in a high degree  
**C** - Lowest rated class of bonds

**Modifiers:**

**1** - Higher end of letter rating category  
**2** - Mid-range of letter rating category  
**3** - Lower end of letter rating category

**S&P Short-Term Credit Ratings:**

**A-1** - Highest rated, strong capacity to meet obligations  
**A-2** - Somewhat more susceptible to adverse effects of changes in financial conditions; satisfactory  
**A-3** - Exhibits adequate protection parameters  
**B** - Significant speculative characteristics, faces major ongoing uncertainties  
**C** - Vulnerable to non-payment  
**D** - Payment default  
**Modifiers:**  
 + or - show relative standing within the category.

**S&P Outlook Definitions:**

**Positive** - A rating may be raised  
**Negative** - A rating may be lowered  
**Stable** - A rating is not likely to change  
**Developing** - May be raised or lowered  
**NM** - Not meaningful

**S&P Long-Term Debt Ratings:**

**AAA** - Highest rating, extremely strong  
**AA** - Differs slightly from highest rating, very strong  
**A** - More susceptible to adverse effects of change in economic condition, strong  
**BBB** - Exhibits adequate protection parameters  
**BB, B** - Have significant speculative characteristics. BB least speculative  
**CCC, CC, C** - C highest degree  
**D** - Payment default  
**Modifiers:**  
 + or - show relative standing within the category.



State of Rhode Island  
 OSIP Performance FY13 Q4  
 January 1, 2014 to March 31, 2014

Fund Name	Beginning Balance	Ending Balance	Average Daily Balance	Earnings	Yield
GENERAL FUND	\$ 37,318,381.15	\$ 1,822,158.19	\$ 20,208,381.15	\$ 3,777.04	0.22%
GENERAL FUND (HIST PRES)	\$ 537,462.28	\$ 537,566.67	\$ 537,462.28	\$ 104.39	0.23%
HISTORIC TAX CREDITS	\$ 102,344.86	\$ 102,364.75	\$ 102,344.86	\$ 19.89	0.23%
HIGHWAY FUND	\$ 217,508.18	\$ 6,318,251.14	\$ 3,823,063.74	\$ 742.96	0.23%
T.D.I. RESERVE (DET)	\$ 26,016,901.96	\$ 11,021,345.37	\$ 23,483,568.63	\$ 4,443.41	0.22%
RICAP GL FUND 21	\$ 48,743,470.54	\$ 19,750,390.23	\$ 36,191,248.32	\$ 6,919.69	0.23%
R.I. CLEAN WATER ACT	\$ 2,305,066.75	\$ 2,305,514.47	\$ 2,305,066.75	\$ 447.72	0.23%
STATE LOTTERY FUND	\$ 7,779,301.28	\$ 7,780,812.27	\$ 7,779,301.28	\$ 1,510.99	0.23%
ASSESSED FRINGE BEN ADM	\$ 434.14	\$ 434.22	\$ 434.14	\$ 0.08	0.22%
HEALTH INSURANCE FUND	\$ 35,270,251.24	\$ 31,077,582.54	\$ 37,995,806.80	\$ 7,331.30	0.23%
RETIREE HEALTH FUND	\$ 655,281.48	\$ 2,055,445.32	\$ 845,281.48	\$ 163.84	0.23%
BOG RETIREE FUND	\$ 137,248.13	\$ 7,260.27	\$ 60,692.57	\$ 12.14	0.24%
RIPTA HEALTH FUND	\$ 662.28	\$ 662.41	\$ 662.28	\$ 0.13	0.23%
PERMANENT SCHOOL FUND	\$ 1,933,432.62	\$ 1,933,808.16	\$ 1,933,432.62	\$ 375.54	0.23%
TEACHER RETIREE HEALTH FUND	\$ 306,445.61	\$ 206,502.14	\$ 294,223.39	\$ 56.53	0.23%
RI ST POL RETIREE HEALTH	\$ 167,837.61	\$ 167,870.21	\$ 167,837.61	\$ 32.60	0.23%
UNIVERSITY COLLEGE	\$ 8,891.16	\$ 8,892.88	\$ 8,891.16	\$ 1.72	0.23%
HIGHER EDUCATION	\$ 1,406,956.95	\$ 1,507,323.38	\$ 2,028,068.06	\$ 366.43	0.21%
INDUS. BLDG. & MTG. INS.	\$ 2,854,657.34	\$ 2,855,211.81	\$ 2,854,657.34	\$ 554.47	0.23%
<b>Operating Funds Totals</b>	<b>\$ 165,762,535.56</b>	<b>\$ 89,459,396.43</b>	<b>\$ 140,620,424.46</b>	<b>\$ 26,860.87</b>	<b>0.08%</b>
CCDL1993A	\$ 7,385.83	\$ 7,385.84	\$ 7,384.82	\$ 1.44	0.23%
BOND CCDL 1994 SERIES A	\$ 15,001.17	\$ 15,001.19	\$ 14,999.12	\$ 2.91	0.23%
CAP DEV OF 1997 SERIES A	\$ 41,015.54	\$ 41,015.59	\$ 41,009.94	\$ 7.96	0.23%
CCDL1998A	\$ 1,695,965.89	\$ 1,695,967.77	\$ 1,695,737.17	\$ 329.37	0.23%
BOND CAPITOL CCDL2000A	\$ 102,392.16	\$ 102,392.27	\$ 102,378.35	\$ 19.89	0.23%
CCDL2001C	\$ 201,342.59	\$ 201,342.81	\$ 201,315.44	\$ 39.10	0.23%
CCDL 2004 SERIES A	\$ 2,804,561.52	\$ 2,453,477.16	\$ 2,503,845.64	\$ 487.31	0.23%
BOND CCDL 2005 SERIES C	\$ 7,171,756.86	\$ 7,021,651.43	\$ 7,050,978.04	\$ 1,369.75	0.23%
BOND CCDL 2005 SERIES E	\$ 717,074.60	\$ 717,075.40	\$ 716,977.90	\$ 139.26	0.23%
BOND CCDL 2006 SERIES C	\$ 2,406,844.21	\$ 2,406,846.87	\$ 2,406,519.63	\$ 467.41	0.23%
GO BND-NTAX 2007 SERIES A	\$ 5,938,801.72	\$ 5,938,808.30	\$ 5,938,000.83	\$ 1,153.35	0.23%
GO BND-NTAX 2008 SERIES B	\$ 349,812.64	\$ 349,813.03	\$ 349,765.47	\$ 67.94	0.23%
CCDL10B BOND CAPITAL COMPONENT	\$ 1,730,135.10	\$ 1,730,137.01	\$ 1,729,901.77	\$ 336.00	0.23%
CCDL10C	\$ 161,682.78	\$ 159,200.41	\$ 159,559.62	\$ 31.00	0.23%
CCDL10D	\$ 103,924.06	\$ 103,924.17	\$ 103,910.04	\$ 20.18	0.23%
CCDL2011A	\$ 25,927,324.31	\$ 22,524,273.58	\$ 24,349,760.02	\$ 4,708.53	0.23%
CCDL2012B	\$ 55,762,232.53	\$ 55,392,733.50	\$ 55,460,145.11	\$ 10,772.70	0.23%
GO CCDL 2013A	\$ 30,543,682.44	\$ 21,817,516.29	\$ 25,135,080.72	\$ 4,859.28	0.23%
GO CCDL 2013B	\$ 12,500,976.13	\$ 9,375,818.20	\$ 11,804,845.84	\$ 2,255.98	0.23%
CLEAN WATER 2004 SERIES A	\$ 197,536.64	\$ 187,036.02	\$ 188,526.70	\$ 36.65	0.23%
CCDL99A 1999A	\$ 205,305.38	\$ 205,305.61	\$ 205,277.30	\$ 39.88	0.23%
CLEAN WATER 2007 SERIES A	\$ 283,274.18	\$ 283,274.49	\$ 283,235.44	\$ 55.01	0.23%
CCDL2011A CLEAN WATER COMPONENT	\$ 1,236,096.52	\$ 1,236,097.89	\$ 1,235,927.47	\$ 240.06	0.23%
<b>Bond Proceeds Fund Totals</b>	<b>\$ 150,104,124.80</b>	<b>\$ 133,966,094.83</b>	<b>\$ 141,685,082.38</b>	<b>\$ 27,440.96</b>	<b>0.08%</b>
TANS PROCEEDS	\$ -	\$ -	\$ -	\$ -	0.00%
<b>Grand Totals</b>	<b>\$ 315,866,660.36</b>	<b>\$ 223,425,491.26</b>	<b>\$ 282,305,506.84</b>	<b>\$ 54,301.83</b>	<b>0.08%</b>

## Section IX.

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# Defined Contribution Plan

# 2014 YTD Performance Summary

(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(I)	(J)	(K)	(L)	(M)	(N)	(O)	(P)	(Q)	(R)	(S)	(T)	(U)	(V)	(W)	(X)	(Y)	
TIAA-CREF		Manager	AUM	Gross	Net	Net	Rev Recent Returns					Annualized Total Returns as of 3/31/14					Since	Incep.	Sharpe Ratio		Std. Deviation		Tracking Error		
As of 3/31/2014		Ticker	Tenure	\$ Millions	ER	ER	%-ile	Share	1 Month	YTD	1 Year	%-ile	3 Year	%-ile	5 Year	%-ile	10 Year	%-ile	Incep.	Date	3 Year	%-ile	3 Year	%-ile	3 Year
<b>Stable Value/Guaranteed &amp; Money Market</b>																									
<b>Stable Value/Guaranteed</b>																									
TIAA Stable Value****		Current crediting rate = 2.00							0.17	0.49	1.81								1.85						
<b>Money Market</b>																									
Vanguard Prime Money Market Inv		VMMXX	10.75	130,744.01	0.17	0.17		-	-	0.00	0.02		0.03		0.07		1.72		06/04/75	(2.95)		0.01			0.04
Current 7-day Yield: 0.01																									
Citi 3-Month Treasury Bill																									
<b>FIXED INCOME</b>																									
<b>Intermediate-Term Bond</b>																									
Vanguard Total Bond Market Index Sig		VBTSX	21.33	112,081.65	0.10	0.10	1	-	(0.14)	1.91	(0.21)	59	3.71	60	4.71	81		5.05	09/01/06	1.24	54	2.92	44		0.24
Barclays U.S. Aggregate Float Adjusted Index																									
Intermediate-Term Bond Median																									
Intermediate-Term Bond Number of Funds																									
<b>Inflation-Linked Bond</b>																									
PIMCO Real Return Instl		PRRIX	6.33	15,218.51	0.48	0.45	19	-	(0.62)	2.20	(7.15)	70	3.60	5	6.49	1	4.94	2	6.80	01/29/97	0.61	21	6.02	97	1.21
Barclays US Treasury US TIPS TR USD																									
Inflation-Protected Bond Median																									
Inflation-Protected Bond Number of Funds																									
<b>Equity</b>																									
<b>Large Cap Blend</b>																									
Vanguard 500 Index Signal		VIFSX	22.33	165,460.84	0.05	0.05	1		0.84	1.80	21.80	42	14.62	23	21.15	24		6.88	09/29/06	1.16	14	12.47	26		0.71
S&P 500 TR USD																									
Large Blend Median																									
Large Blend Number of Funds																									
<b>Mid Cap Blend</b>																									
Vanguard Mid Cap Index Signal		VMISX	15.92	49,717.08	0.10	0.10	3	-	(0.29)	3.26	23.65	36	13.60	34	25.05	25		7.45	03/30/07	0.93	24	14.87	27		0.81
Spliced Mid Cap Index *																									
CRSP US Mid Cap TR USD																									
Mid-Cap Blend Median																									
Mid-Cap Blend Number of Funds																									
<b>Small Cap Blend</b>																									
Vanguard Small Cap Index Signal		VSISX	22.33	47,005.77	0.10	0.10	1	-	(0.32)	2.60	25.28	34	14.34	27	26.80	14		8.58	12/15/06	0.90	27	16.40	37		1.68
Spliced Small Cap Index **																									
CRSP US Small Cap TR USD																									
Small Blend Median																									
Small Blend Number of Funds																									



# 2014 YTD Performance Summary

(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(I)	(J)	(K)	(L)	(M)	(N)	(O)	(P)	(Q)	(R)	(S)	(T)	(U)	(V)	(W)	(X)	(Y)	
TIAA-CREF		Manager	AUM	Gross	Net	Net	Rev Recent Returns					Annualized Total Returns as of 3/31/14					Since	Incep.	Sharpe Ratio		Std. Deviation		Tracking Error		
As of 3/31/2014		Ticker	Tenure	\$ Millions	ER	ER	%-ile	Share	1 Month	YTD	1 Year	%-ile	3 Year	%-ile	5 Year	%-ile	10 Year	%-ile	Incep.	Date	3 Year	%-ile	3 Year	%-ile	3 Year
<b>Foreign Large Blend</b>																									
TIAA-CREF International Eq Idx Instl		TCIEX	9.67	5,786.00	0.07	0.07	1	-	(0.51)	0.68	17.63	23	7.49	19	16.10	27	6.63	41	9.69	10/01/02	0.51	19	16.84	54	3.31
MSCI EAFE NR USD									(0.64)	0.66	17.56		7.21		16.02		6.53		9.68						
Foreign Large Blend Median					1.41	1.26			(0.65)	0.29	15.57		6.06		15.33		6.22				0.43		16.76		3.72
Foreign Large Blend Number of Funds					836	836						797		701		625		332				704		704	
<b>Diversified Emerging Markets</b>																									
Vanguard Emerging Mkts Stock Idx Stq		VERSX	5.67	58,346.23	0.15	0.15	1	-	3.89	(0.34)	(2.81)	60	(3.51)	62	13.90	55			3.43	01/19/07	(0.08)	59	19.99	65	3.22
Spliced Emerging Markets Index ***									3.89	(0.13)	(2.65)		(3.33)		14.15										
FTSE Emerging NR USD									3.88	(0.13)	(2.36)		(3.34)		14.47				3.97						
MSCI EM NR USD									3.07	(0.43)	(1.43)		(2.86)		14.48						(0.06)		19.49		
Diversified Emerging Mkts Median					1.87	1.57			2.16	(0.85)	(2.02)		(2.49)		14.21						(0.04)		19.62		5.12
Diversified Emerging Mkts Number of Funds					790	790						621		424		317						425		425	
<b>Miscellaneous Sector</b>																									
TIAA Real Estate Account		Variable Annuity	9.33	17,497.99	0.90	0.90		0.24	0.36	2.33	10.14		10.50		4.54		4.84		6.16	10/02/95	6.15		1.62		12.45
<b>Lifecycle</b>																									
Vanguard Target Retirement Income Trust II					0.11	0.11		-	0.10	1.67	4.99		6.32		9.38				5.38	02/29/08					
Vanguard Target Retirement Income Compos. Lx									0.08	1.63	5.16		6.37		9.45										
Retirement Income Median					1.07	0.90			(0.09)	1.57	5.48		5.57		10.46						0.96		5.64		2.31
Retirement Income Number of Funds					294	294						289		268		236						268		268	
Vanguard Target Retirement 2010 Trust II					0.11	0.11			0.15	1.70	7.23		7.09		12.16				5.59	02/29/08					
Vanguard Target Retirement 2010 Compos. Lx									0.14	1.69	7.51		7.17		12.27										
Target Date 2000-2010 Median					1.14	0.88			-	1.46	6.89		5.57		12.18						0.88		6.84		1.55
Target Date 2000-2010 Number of Funds					172	172						151		137		125						138		138	
Vanguard Target Retirement 2015 Trust II					0.11	0.11			0.23	1.78	10.02		8.07		13.75				6.01	02/29/08					
Vanguard Target Retirement 2015 Compos. Lx									0.23	1.78	10.28		8.12		13.84										
Target Date 2011-2015 Median					1.17	0.91			-	1.56	8.20		6.27		12.94						0.84		7.71		1.72
Target Date 2011-2015 Number of Funds					197	197						177		140		116						140		140	
Vanguard Target Retirement 2020 Trust II					0.11	0.11			0.31	1.86	12.05		8.77		14.97				6.18	02/29/08					
Vanguard Target Retirement 2020 Compos. Lx									0.29	1.85	12.33		9.04		15.24						0.83		8.50		1.91
Target Date 2016-2020 Median					1.28	0.96			(0.02)	1.55	9.57		6.83		13.99							187		187	
Target Date 2016-2020 Number of Funds					245	245						220		186		169									
Vanguard Target Retirement 2025 Trust II					0.11	0.11			0.36	1.82	13.55		9.30		16.10				6.28	02/29/08					
Vanguard Target Retirement 2025 Composite Lx									0.33	1.84	13.82		9.58		16.36										
Target Date 2021-2025 Median					1.22	0.95			-	1.52	11.89		7.94		15.63						0.81		10.16		1.67
Target Date 2021-2025 Number of Funds					200	200						180		133		103						133		133	



# 2014 YTD Performance Summary

(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(I)	(J)	(K)	(L)	(M)	(N)	(O)	(P)	(Q)	(R)	(S)	(T)	(U)	(V)	(W)	(X)	(Y)	
TIAA-CREF		Manager	AUM	Gross	Net	Net	Rev Recent Returns			Annualized Total Returns as of 3/31/14						Since	Incep.	Sharpe Ratio		Std. Deviation		Tracking Error			
As of 3/31/2014		Ticker	Tenure	\$ Millions	ER	ER	%-ile	Share	1 Month	YTD	1 Year	%-ile	3 Year	%-ile	5 Year	%-ile	10 Year	%-ile	Incep.	Date	3 Year	%-ile	3 Year	%-ile	3 Year
<b>Vanguard Target Retirement 2030 Trust II</b>				<b>0.11</b>	<b>0.11</b>				<b>0.37</b>	<b>1.77</b>	<b>15.07</b>		<b>9.86</b>		<b>17.23</b>				<b>6.35</b>	<b>02/29/08</b>					
<i>Vanguard Target Retirement 2030 Composite Lx</i>									<i>0.37</i>	<i>1.81</i>	<i>15.32</i>		<i>10.11</i>		<i>17.47</i>										
<i>Target Date 2026-2030 Median</i>					<i>1.34</i>	<i>1.03</i>			<i>(0.06)</i>	<i>1.45</i>	<i>13.10</i>		<i>8.09</i>		<i>16.32</i>				<i>0.77</i>			<i>11.21</i>			<i>1.83</i>
<i>Target Date 2026-2030 Number of Funds</i>					<i>246</i>	<i>246</i>						<i>220</i>		<i>186</i>		<i>169</i>						<i>187</i>		<i>187</i>	
<b>Vanguard Target Retirement 2035 Trust II</b>				<b>0.11</b>	<b>0.11</b>				<b>0.41</b>	<b>1.73</b>	<b>16.55</b>		<b>10.36</b>		<b>18.21</b>				<b>6.59</b>	<b>02/29/08</b>					
<i>Vanguard Target Retirement 2035 Composite Lx</i>									<i>0.41</i>	<i>1.79</i>	<i>16.84</i>		<i>10.62</i>		<i>18.45</i>										
<i>Target Date 2031-2035 Median</i>					<i>1.32</i>	<i>1.01</i>			<i>-</i>	<i>1.41</i>	<i>15.02</i>		<i>9.16</i>		<i>17.28</i>				<i>0.78</i>			<i>12.19</i>			<i>1.59</i>
<i>Target Date 2031-2035 Number of Funds</i>					<i>200</i>	<i>200</i>						<i>180</i>		<i>133</i>		<i>103</i>						<i>133</i>		<i>133</i>	
<b>Vanguard Target Retirement 2040 Trust II</b>				<b>0.11</b>	<b>0.11</b>				<b>0.44</b>	<b>1.74</b>	<b>17.57</b>		<b>10.83</b>		<b>18.54</b>				<b>6.87</b>	<b>02/29/08</b>					
<i>Vanguard Target Retirement 2040 Composite Lx</i>									<i>0.43</i>	<i>1.77</i>	<i>17.77</i>		<i>11.04</i>		<i>18.74</i>										
<i>Target Date 2036-2040 Median</i>					<i>1.42</i>	<i>1.06</i>			<i>-</i>	<i>1.41</i>	<i>15.50</i>		<i>9.05</i>		<i>17.51</i>				<i>0.76</i>			<i>12.64</i>			<i>1.67</i>
<i>Target Date 2036-2040 Number of Funds</i>					<i>243</i>	<i>243</i>						<i>217</i>		<i>182</i>		<i>165</i>						<i>183</i>		<i>183</i>	
<b>Vanguard Target Retirement 2045 Trust II</b>				<b>0.11</b>	<b>0.11</b>				<b>0.44</b>	<b>1.70</b>	<b>17.59</b>		<b>10.84</b>		<b>18.54</b>				<b>6.82</b>	<b>02/29/08</b>					
<i>Vanguard Target Retirement 2045 Composite Lx</i>									<i>0.43</i>	<i>1.77</i>	<i>17.77</i>		<i>11.04</i>		<i>18.74</i>										
<i>Target Date 2041-2045 Median</i>					<i>1.37</i>	<i>1.01</i>			<i>0.03</i>	<i>1.42</i>	<i>16.53</i>		<i>9.68</i>		<i>18.17</i>				<i>0.77</i>			<i>13.10</i>			<i>1.57</i>
<i>Target Date 2041-2045 Number of Funds</i>					<i>200</i>	<i>200</i>						<i>180</i>		<i>132</i>		<i>101</i>						<i>132</i>		<i>132</i>	
<b>Vanguard Target Retirement 2050 Trust II</b>				<b>0.11</b>	<b>0.11</b>				<b>0.44</b>	<b>1.70</b>	<b>17.55</b>		<b>10.80</b>		<b>18.50</b>				<b>6.85</b>	<b>02/29/08</b>					
<i>Vanguard Target Retirement 2050 Composite Lx</i>									<i>0.43</i>	<i>1.77</i>	<i>17.77</i>		<i>11.04</i>		<i>18.74</i>										
<i>Target Date 2046-2050 Median</i>					<i>1.65</i>	<i>1.06</i>			<i>-</i>	<i>1.38</i>	<i>16.45</i>		<i>9.74</i>		<i>17.96</i>				<i>0.77</i>			<i>13.05</i>			<i>1.66</i>
<i>Target Date 2046-2050 Number of Funds</i>					<i>227</i>	<i>227</i>						<i>202</i>		<i>154</i>		<i>129</i>						<i>156</i>		<i>156</i>	
<b>Vanguard Target Retirement 2055 Trust II</b>				<b>0.11</b>	<b>0.11</b>				<b>0.45</b>	<b>1.75</b>	<b>17.54</b>		<b>10.91</b>						<b>16.01</b>	<b>08/31/10</b>					
<i>Vanguard Target Retirement 2055 Composite Lx</i>									<i>0.43</i>	<i>1.77</i>	<i>17.77</i>		<i>11.04</i>												
<b>Vanguard Target Retirement 2060 Trust II</b>				<b>0.11</b>	<b>0.11</b>				<b>0.45</b>	<b>1.72</b>	<b>17.63</b>								<b>14.74</b>	<b>03/01/12</b>					
<i>Vanguard Target Retirement 2060 Composite Lx</i>									<i>0.43</i>	<i>1.77</i>	<i>17.77</i>														
<i>Target Date 2051+ Median</i>					<i>1.58</i>	<i>1.03</i>			<i>0.02</i>	<i>1.40</i>	<i>16.65</i>		<i>9.70</i>		<i>17.67</i>				<i>0.75</i>			<i>13.43</i>			<i>1.60</i>
<i>Target Date 2051+ Number of Funds</i>					<i>178</i>	<i>178</i>						<i>141</i>		<i>68</i>		<i>17</i>						<i>68</i>		<i>68</i>	

Source: Morningstar & TIAA-CREF -Tracking error calculated using "Morningstar Analyst Assigned Benchmark"

Since Incep. = Since Inception Date Incep. Date = Inception Date

Vanguard Index Information from available at <http://www.vanguard.com>

\* = S&P MidCap 400 Index through May 16, 2003; the MSCI US Mid Cap 450 Index through January 30, 2013; and the CRSP US Mid Cap Index thereafter

\*\* = Russell 2000 Index through May 16, 2003; the MSCI US Small Cap 1750 Index through January 30, 2013; and the CRSP US Small Cap Index thereafter

\*\*\* = Spliced Emerging Markets Index reflects performance of the Select Emerging Markets Index through August 23, 2006; the MSCI Emerging Markets Index through January 9, 2013; FTSE Emerging Transition Index through June 27, 2013; and FTSE Emerging Index thereafter.

\*\*\*\* = The TIAA Stable Value Inception Date represents the date that the plan's TIAA Stable Value record was initiated on TIAA-CREF's recordkeeping system which may be earlier than the date of first deposit to the contract.

"Since Inception" performance is calculated from this date.

\*\*\*\*\* = For definitions please visit [www.tiaa-cref.org/public/assetmanagement](http://www.tiaa-cref.org/public/assetmanagement)

Note: Rankings shown for returns are calculated by Morningstar. Rankings for expense ratio, Sharpe ratio and standard deviation are calculated by TIAA-CREF and may differ based on calculation methods

Fee Disclosures: 1 The net expense ratio reflects total annual fund operating expenses excluding interest expense. If interest expense was included, returns would have been lower.

2 Accumulations in mutual funds not managed by TIAA-CREF may be subject to administrative charges. These charges are subject to change. Please review current documents related to your plan.



# Disclosures



%ile --> Percentile Ranking in Morningstar Category.

**The performance data quoted represents past performance and is no guarantee of future results. Your returns and the principal value of your investments will fluctuate so that your shares or accumulation units, when redeemed, may be worth more or less than their original cost. Current performance may be lower or higher than the performance quoted below. For performance current to the most recent month-end, visit the TIAA-CREF Website at [www.tiaa-cref.org](http://www.tiaa-cref.org), or call 877 518-9161.**

Annuity account options are available through annuity contracts issued by TIAA or CREF. These contracts are designed for retirement or other long-term goals, and offer a variety of income options, including lifetime income. Payments from the variable annuity accounts are not guaranteed and will rise or fall based on investment performance.

For the variable annuity accounts, we estimate expenses for the plan year based on projected expense and asset levels. Differences between estimated and actual expenses are adjusted quarterly and reflected in current investment results. Historically, the adjusting payments have resulted in both upward and downward adjustments.

Investing in non-investment grade securities presents special risks, including significantly higher interest-rate and credit risk.

Small-cap and mid-cap stocks may have limited marketability and may be subject to more abrupt or erratic market movements than large-cap stocks.

The risks associated with foreign investments are often magnified in emerging markets where there is greater potential for political, currency, and economic volatility.

Funds that invest in fixed-income securities are not guaranteed and are subject to interest-rate, inflation and credit risks.

# Disclosures



Funds that invest in fixed-income securities are not guaranteed and are subject to interest-rate, inflation and credit risks.

Funds that invest in foreign securities are subject to special risks, including currency fluctuation and political and economic instability.

Real estate securities are subject to various risks, including fluctuations in property values, higher expenses or lower income than expected, and potential environmental problems and liability.

Any guarantees under annuities issued by TIAA are subject to TIAA's claims-paying ability. TIAA Stable Value is guaranteed insurance contract and not an investment for Federal Securities Law purposes.

Target Date Funds share the risks associated with the types of securities held by each of the underlying funds in which they invest. In addition to the fees and expenses associated with the Target Date Funds, there is exposure to the fees and expenses associated with the underlying mutual funds as well.

TIAA-CREF Individual & Institutional Services, LLC, and Teachers Personal Investors Services, Inc., members FINRA, distribute securities products. Annuity contracts and certificates are issued by Teachers Insurance and Annuity Association (TIAA ) and College Retirement Equities Fund (CREF), New York, NY.

**Investment, insurance and annuity products are not FDIC insured, are not bank guaranteed, are not deposits, are not insured by any federal government agency, are not a condition to any banking service or activity, and may lose value.**

**You should consider the investment objectives, risks, charges and expenses carefully before investing. Please call 877 518-9161 or log on to [tiaacref.org](http://tiaacref.org) for product and fund prospectuses that contains this and other information. Please read the prospectuses carefully before investing.**

# Disclosures



Morningstar is an independent service that rates mutual funds and variable annuities, based on risk-adjusted returns. Although Morningstar data is gathered from reliable sources, neither Morningstar nor TIAA-CREF can guarantee its completeness and accuracy. Morningstar does not rate money market accounts, and the other TIAA-CREF mutual fund accounts are too new to be rated. Past performance does not guarantee future results. Accumulation net asset values and returns will vary.

For each fund/account with at least a three-year history, Morningstar calculates a Morningstar Rating™ based on a Morningstar Risk-Adjusted Return measure that accounts for variation in a fund's/account's monthly performance (including the effects of sales charges, loads, and redemption fees), placing more emphasis on downward variations and rewarding consistent performance. Where applicable, Morningstar's performance rankings are based on linked performance that considers the differences in expense ratios, while actual performance data shown does not reflect such differences. The top 10 percent of funds/accounts in a category receive five stars, the next 22.5 percent receive four stars, and the next 35 percent receive three stars, the next 22.5 percent receive two stars and the bottom 10 percent receive one star. (Each share class is counted as a fraction of one fund/account within this scale and rated separately, which may cause slight variations in the distribution percentages.) Morningstar proprietary ratings on U.S.-domiciled funds/accounts reflect historical risk-adjusted performance, are subject to change every month. They are derived from a weighted average of the performance figures associated with its three-, five- and ten-year (if applicable) Morningstar Rating metrics. Please note, Morningstar now rates group variable annuities within the open-end mutual fund universe.



# Disclosures



## **Prospectus Gross Expense Ratio**

The percentage of fund assets used to pay for operating expenses and management fees, including 12b-1 fees, administrative fees, and all other asset-based costs incurred by the fund, except brokerage costs. Fund expenses are reflected in the fund's NAV. Sales charges are not included in the expense ratio.

--The expense ratio for fund of funds is the aggregate expense ratio as defined as the sum of the wrap or sponsor fees plus the estimated weighted average of the underlying fund fees.

--Often referred to as the Annual Operating Expense, the Prospectus Gross Expense Ratio is collected annually from a fund's prospectus.

## **Prospectus Net Expense Ratio**

The percentage of fund assets, net of reimbursements, used to pay for operating expenses and management fees, including 12b-1 fees, administrative fees, and all other asset-based costs incurred by the fund, except brokerage costs. Fund expenses are reflected in the fund's NAV. Sales charges are not included in the expense ratio.

--The expense ratio for fund of funds is the aggregate expense ratio as defined as the sum of the wrap or sponsor fees plus the estimated weighted average of the underlying fund fees.

--Net reimbursements, the Prospectus Net Expense Ratio is collected annually from a fund's prospectus.

--TIAA-CREF, unless noted, does not charge additional fees for record keeping a fund. 12b-1, revenue share and admin fees are all included in the Prospectus fees.

-- Prospectus Net Expense Ratio % - ile rank is the percentile rank for the fund. The better the expense ratio (lower) the lower the ranking out of 100.

## **Sharpe Ratio (Source: Morningstar Direct)**

A risk-adjusted measure developed by Nobel Laureate William Sharpe. It is calculated by using standard deviation and excess return to determine reward per unit of risk. The higher the Sharpe Ratio, the better the portfolio's historical risk-adjusted performance. The Sharpe Ratio can be used to compare two portfolios directly with regard to how much excess return each portfolio achieved for a certain level of risk. Morningstar first calculates a monthly Sharpe Ratio and then annualizes it to put the number in a more useful one-year context.

# Disclosures



**Standard Deviation** (Source: Morningstar Direct) The statistical measurement of dispersion about an average, which depicts how widely a stock or portfolio's returns varied over a certain period of time. Investors use the standard deviation of historical performance to try to predict the range of returns that is most likely for a given investment. When a stock or portfolio has a high standard deviation, the predicted range of performance is wide, implying greater volatility.

**Information Ratio** (Source: Morningstar Direct) **Benchmark Specific**

Information ratio is a risk-adjusted performance measure. The information ratio is a special version of the Sharpe Ratio in that the benchmark doesn't have to be the risk-free rate.

**Beta** (Source: Morningstar Direct) **Benchmark Specific**

Beta is a measure of a portfolio's sensitivity to market movements. The beta of the market is 1.00 by definition.

**Alpha** (Source: Morningstar Direct) **Benchmark Specific**

A measure of the difference between a portfolio's actual returns and its expected performance, given its level of risk as measured by beta. A positive Alpha figure indicates the portfolio has performed better than its beta would predict. In contrast, a negative Alpha indicates the portfolio has underperformed, given the expectations established by beta.

**Tracking Error** (Source: Morningstar Direct) **Benchmark Specific**

Tracking error is a measure of the volatility of excess returns relative to a benchmark.

**Upside** (Source: Morningstar Direct) **Benchmark Specific**

Upside Capture Ratio measures a manager's performance in up markets relative to the market (benchmark) itself. It is calculated by taking the security's upside capture return and dividing it by the benchmark's upside capture return.

**Downside** (Source: Morningstar Direct) **Benchmark Specific**

Downside Capture Ratio measures a manager's performance in down markets relative to the market (benchmark) itself. It is calculated by taking the security's downside capture return and dividing it by the benchmark's downside capture return.

**R-Square** (Source: Morningstar Direct) **Benchmark Specific**

Reflects the percentage of a portfolio's movements that can be explained by movements in its benchmark.

You cannot invest directly in index.

TIAA-CREF reported performance may differ from Morningstar source returns for the same option over the same time period. We would expect an occasional one to two basis point difference. Morningstar Direct calculates returns by one share owned by a hypothetical investor over the requested time period. So the return for one year is calculated using the same formula as one month. TIAA-CREF calculates returns by \$1,000 owned by hypothetical investor for one month then links returns for requested time period. Both set of returns include dividends and capital gains.

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## Section X.

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### 457 Plans

### State of Rhode Island Total Assets 457 Plans

Plan Provider	6/30/2013	9/30/2013	12/31/2013	3/31/2014
Valic	\$ 50,176,680.31	\$ 51,806,577.42	\$ 53,706,561.69	\$ 54,006,256.15
Fidelity	\$ 87,905,848.56	\$ 94,019,468.66	\$ 100,759,742.59	\$ 103,233,672.83
ING	\$ 120,395,798.92	\$ 126,110,492.58	\$ 132,222,130.83	\$ 134,348,166.52
<b>Total</b>	<b>\$ 258,478,327.79</b>	<b>\$ 271,936,538.66</b>	<b>\$ 286,688,435.11</b>	<b>\$ 291,588,095.50</b>

# Monthly Plan Performance Update

STATE OF RHODE ISLAND - STATE OF RI (35835)

*Understanding investment performance: As you review this update, please remember that the performance data stated represents past performance, which does not guarantee future results. Investment return and principal value of an investment will fluctuate; therefore, you may have a gain or loss when you sell your shares. Current performance may be higher or lower than the performance stated. To learn more or to obtain the most recent month-end performance, call Fidelity or visit NetBenefits.com.*

Name	Cumulative Total Returns				Average Annual Total Returns				
	As of	1 mo	3 mo	YTD	As of	1 yr	3 yr	5 yr	10 yr
DOW JONES 30 INDUSTRIAL AVERAGE	03/31/2014	0.93	-0.15	-0.15	03/31/2014	15.66	13.05	19.85	7.47
BARCLAYS CAPITAL U.S. AGGREGATE BOND INDEX	03/31/2014	-0.17	1.84	1.84	03/31/2014	-0.10	3.75	4.80	4.46
NASDAQ COMPOSITE INDEX	03/31/2014	-2.45	0.83	0.83	03/31/2014	30.18	16.14	23.76	8.73
RUSSELL 2000 INDEX	03/31/2014	-0.68	1.12	1.12	03/31/2014	24.90	13.18	24.31	8.53
STANDARD & POOR'S 500™ INDEX	03/31/2014	0.84	1.81	1.81	03/31/2014	21.86	14.66	21.16	7.42

Investment Name	Cumulative Total Returns				Average Annual Total Returns					Fees			
	As of	1 mo	3 mo	YTD	As of	1 yr	3 yr	5 yr	10 yr	Life	Short-Term Trading Fee	Expense Ratio †	Inception Date
<b>Stock Investments</b>													
<b>Large Cap</b>													
FID CONTRAFUND	03/31/2014	-2.64	0.47	0.47	03/31/2014	23.45	14.25	20.37	9.85	12.52	—	0.67% on 03/01/2014	05/17/1967
FID LARGE CAP STOCK	03/31/2014	0.50	2.64	2.64	03/31/2014	29.01	17.17	26.28	8.64	8.56	—	0.85% on 06/29/2013	06/22/1995
FID NEW MILLEN	03/31/2014	-0.24	4.32	4.32	03/31/2014	28.37	16.33	25.09	9.80	14.29	—	0.91% on 01/29/2014	12/28/1992
INVS DIVRS DIVD INV	03/31/2014	1.58	3.74	3.74	03/31/2014	18.62	14.28	21.06	8.38	7.96	—	0.89% on 02/28/2014	07/15/2005
SPTN 500 INDEX INST	03/31/2014	0.83	1.79	1.79	03/31/2014	21.80	14.62	21.13	7.38	10.12	—	0.05% on 04/29/2013	02/17/1988
<b>Mid-Cap</b>													
FID LOW PRICED STK	03/31/2014	1.14	2.02	2.02	03/31/2014	24.14	15.18	24.21	10.24	14.68	1.5 % / 90days	0.80% on 09/28/2013	12/27/1989
SPTN MID CAP IDX ADV	03/31/2014	-0.24	3.54	3.54	03/31/2014	23.41	—	—	—	23.16	.75 % / 30days	0.22% on 06/29/2013	09/08/2011
<b>Small Cap</b>													
SPTN SM CAP IDX ADV	03/31/2014	-0.65	1.15	1.15	03/31/2014	25.12	—	—	—	24.41	1.5 % / 90days	0.33% on 06/29/2013	09/08/2011
<b>International</b>													
HARBOR INTL INV	03/31/2014	0.41	0.92	0.92	03/31/2014	15.18	6.40	17.86	9.19	11.98	—	1.13% on 03/01/2014	11/01/2002
SPTN INTL INDEX ADV	03/31/2014	-0.58	0.71	0.71	03/31/2014	17.62	7.39	16.09	6.60	5.44	1 % / 90days	0.17% on 04/29/2013	11/05/1997

Investment Name	Cumulative Total Returns				Average Annual Total Returns					Fees			
	As of	1 mo	3 mo	YTD	As of	1 yr	3 yr	5 yr	10 yr	Life	Short-Term Trading Fee	Expense Ratio †	Inception Date
<b>Blended Investments*</b>													
<b>Others</b>													
FID FREEDOM K 2000	03/31/2014	-0.16	1.31	1.31	03/31/2014	3.99	4.08	—	—	6.91	—	0.45% on 09/26/2013	07/02/2009
FID FREEDOM K 2005	03/31/2014	-0.15	1.34	1.34	03/31/2014	6.48	5.10	—	—	9.45	—	0.50% on 09/26/2013	07/02/2009
FID FREEDOM K 2010	03/31/2014	-0.21	1.28	1.28	03/31/2014	8.34	6.29	—	—	10.76	—	0.54% on 09/26/2013	07/02/2009
FID FREEDOM K 2015	03/31/2014	-0.28	1.26	1.26	03/31/2014	9.00	6.54	—	—	11.13	—	0.57% on 09/26/2013	07/02/2009
FID FREEDOM K 2020	03/31/2014	-0.20	1.28	1.28	03/31/2014	9.95	6.83	—	—	12.22	—	0.59% on 09/26/2013	07/02/2009
FID FREEDOM K 2025	03/31/2014	-0.25	1.23	1.23	03/31/2014	12.13	7.69	—	—	13.29	—	0.62% on 09/26/2013	07/02/2009
FID FREEDOM K 2030	03/31/2014	-0.25	1.13	1.13	03/31/2014	13.20	7.99	—	—	13.86	—	0.67% on 09/26/2013	07/02/2009
FID FREEDOM K 2035	03/31/2014	-0.30	1.04	1.04	03/31/2014	14.83	8.38	—	—	14.48	—	0.68% on 09/26/2013	07/02/2009
FID FREEDOM K 2040	03/31/2014	-0.24	1.09	1.09	03/31/2014	15.20	8.47	—	—	14.68	—	0.68% on 09/26/2013	07/02/2009
FID FREEDOM K 2045	03/31/2014	-0.29	1.07	1.07	03/31/2014	15.52	8.57	—	—	14.88	—	0.69% on 09/26/2013	07/02/2009
FID FREEDOM K 2050	03/31/2014	-0.29	1.07	1.07	03/31/2014	15.60	8.44	—	—	14.97	—	0.69% on 09/26/2013	07/02/2009
FID FREEDOM K 2055	03/31/2014	-0.25	1.16	1.16	03/31/2014	16.15	—	—	—	9.38	—	0.69% on 09/26/2013	06/01/2011
FID FREEDOM K INCOME	03/31/2014	-0.13	1.32	1.32	03/31/2014	4.07	4.11	—	—	6.77	—	0.45% on 09/26/2013	07/02/2009
<b>Bond Investments</b>													
<b>Income</b>													
PIMCO TOT RETURN ADM	03/31/2014	-0.59	1.24	1.24	03/31/2014	-1.49	3.89	6.60	5.62	6.92	—	0.71% on 09/30/2013	09/08/1994
SPTN US BOND IDX ADV	03/31/2014	-0.22	1.87	1.87	03/31/2014	-0.36	3.66	4.64	4.13	6.53	—	0.17% on 10/30/2013	03/08/1990
<b>Short-Term Investments</b>													
<b>Others</b>													
FID RETIRE MMKT	03/31/2014	0	0	0	03/31/2014	0.01	0.01	0.07	1.72	3.60	—	0.42% on 10/30/2013	12/02/1988
<b>Other Investments</b>													
<b>Others</b>													
BROKERAGELINK	—	—	—	—	—	—	—	—	—	—	—	—	—

† For Fidelity fund of funds the performance table displays both the Expense Ratio and the Combined Total Expense Ratio. Expense Ratio is the total annual fund operating expense ratio from the fund's most recent prospectus. Combined Total Expense Ratio reflects expense reimbursements and reductions and is based on the total operating expense ratio of the fund plus a weighted average of the total operating expense ratios of the underlying Fidelity funds in which it was invested. This ratio may be higher or lower depending on the allocation of the fund's assets among the underlying Fidelity funds and the actual expenses of the underlying Fidelity funds.

† Expense Ratio is the total annual fund operating expense ratio from the fund's most recent prospectus. Please note that for the non-Fidelity fund-of-funds listed, the ratio shown may solely reflect the total operating expense ratio of the fund, or may be a combined ratio reflecting both the total operating expense ratio of the fund and the total operating expense ratios of the underlying funds in which it was invested. Please consult the fund's prospectus for more detail on a particular fund's expense ratio.

Total returns are historical and include change in share value and reinvestment of dividends and capital gains, if any. Cumulative total returns are reported as of the period indicated. Life of Fund figures are reported as of the inception date to the period indicated. These figures do not include the effect of sales charges, if any, as these charges are waived for contributions made through your company's employee benefit plans. If sales charges were included, returns would have been lower.

The management company may be temporarily reimbursing a portion of the fund's expenses. Absent such reimbursement, returns and yields would have been lower. A fund's expense limitation may be terminated at any time. Please see the prospectus for further information.

**AN INVESTMENT IN A MONEY MARKET FUND IS NOT INSURED OR GUARANTEED BY THE FDIC OR ANY OTHER GOVERNMENT AGENCY. ALTHOUGH MONEY MARKET FUNDS SEEK TO PRESERVE THE VALUE OF YOUR INVESTMENT AT \$1 PER SHARE, IT IS POSSIBLE TO LOSE MONEY BY INVESTING IN THESE FUNDS.**

A money market fund's current yield reflects the current earnings of the fund while the total return refers to a specific past holding period.

Performance of an index is not illustrative of any particular investment and an investment cannot be made directly in an index.

The NASDAQ Composite® Index is an unmanaged market capitalization-weighted index of the National Market System which includes over 5,000 stocks traded only over-the-counter and not on an exchange.

The Dow Jones Industrial Average (DJIA) is an unmanaged price-weighted index and is the most widely used indicator of how the country's industrial leaders are performing. Also known as "the Dow," this is a formula based on the stock prices of 30 major companies chosen from sectors of the economy most representative of our country's economic condition.

The Russell 2000® Index is an unmanaged market capitalization-weighted index of 2,000 small company stocks of U.S. domiciled companies.

The S&P 500® Index is a registered service mark of The McGraw-Hill Companies, Inc., and has been licensed for use by Fidelity Distributors Corporation and its affiliates. It is an unmanaged index of the common stock prices of 500 widely held U.S. stocks that includes the reinvestment of dividends.

The Lehman Brothers Aggregate Bond Index is an unmanaged market value-weighted index for investment-grade fixed-rate debt issues, including government, corporate, asset-backed, and mortgage-backed securities with maturities of at least one year.

Because of their narrow focus, sector funds may be more volatile than funds that diversify across many sectors.

Investments in mortgage securities are subject to prepayment risk, which can limit the potential for gain during a declining interest rate environment and increase the potential for loss in a rising interest rate environment.

Lower-quality debt securities involve greater risk of default and/or price changes due to changes in the credit quality of the issuer.

Investments in smaller companies may involve greater risks than those of larger, more well-known companies.

Foreign investments, especially those in emerging markets involve greater risk and may offer greater potential returns than U.S. investments. This risk includes political and economic uncertainties of foreign countries, as well as the risk of currency fluctuations.

Strategic Advisers, Inc., a subsidiary of FMR LLC, manages the Fidelity Freedom Funds.

**BEFORE INVESTING IN ANY INVESTMENT OPTION, PLEASE CAREFULLY CONSIDER THE INVESTMENT OBJECTIVES, RISKS, CHARGES AND EXPENSES. FOR THIS AND OTHER INFORMATION, PLEASE CALL FIDELITY AT 1-800-343-0860 OR VISIT WWW.FIDELITY.COM FOR A FREE MUTUAL FUND PROSPECTUS OR VARIABLE ANNUITY PROSPECTUS. FOR INFORMATION ON FIXED ANNUITIES, CONTACT FIDELITY TO REQUEST A FACT SHEET. READ THEM CAREFULLY BEFORE YOU INVEST.**

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# PERFORMANCE UPDATE

## ING Life Insurance and Annuity Company

### STATE OF RHODE ISLAND

**Average Annual Total Returns as of: 03/31/2014** (shown in percentages)

Mutual funds offered through a retirement plan are investments designed for retirement purposes. Early withdrawals will reduce your account value and if taken prior to age 59 1/2, a 10% IRS penalty may apply.

The performance data quoted represents past performance. Past performance does not guarantee future results. For month-end performance which may be lower or higher than the performance data shown please call 800-232-5422. Investment return and principal value of an investment will fluctuate so that, when sold, an investment may be worth more or less than the original cost.

The below investment options are in Separate Account D. Please note that the figures do not include an adjustment for the ING Administrative Fund Fee (where applicable) and the deduction of the Daily Asset Charge from the Separate Account (if applicable), or other applicable contract charges. If these fees and charges were included, performance would be less favorable.

The returns assume reinvestment of all dividends (ordinary income and capital gains) and are net of management fees and other fund operating expenses.

You should consider the investment objectives, risks and charges, and expenses of the funds carefully before investing. The prospectus contains this and other information. Anyone who wishes to obtain a free copy of the fund prospectuses may call their ING representative or the number above. Please read the prospectus carefully before investing.

Returns less than one year are not annualized. Fund Inception Date is the date of inception for the underlying fund, and is the date used in calculating the periodic returns. This date may also precede the portfolio's inclusion in the product.

Investment Options	Fund Benchmark ID (BM)	1-Mo Fund	1-Mo BM	3-Mo Fund	3-Mo BM	YTD Fund	YTD BM	1-Yr Fund	1-Yr BM	3-Yr Fund	3-Yr BM	5-Yr Fund	5-Yr BM	10-Yr Fund	10-Yr BM	Incept	Fund Inception Date	Gross Fund Exp %*	Net Fund Exp %*
<b>Stability of Principal</b>																			
<i>Stability of Principal</i>																			
ING Fixed Account - 457/401 (16)(17)	MFR	0.25	0.00	0.73	0.00	0.73	0.00	3.00	0.01	3.09	0.02	3.24	0.03	3.75	1.48				
<b>Bonds</b>																			
<i>High Yield Bond</i>																			
Prudential High Yield Fund, Inc. - Class Z	BCUSHY2IC	0.34	0.24	3.03	2.98	3.03	2.98	7.54	7.53	8.62	8.97	16.20	18.14	8.32	8.67		03/01/1996	0.58	0.58
<i>Inflation-Protected Bond</i>																			
PIMCO VIT Real Return Portfolio - Administrative Class (1)	LBUSTIPS	-0.61	-0.47	2.17	1.95	2.17	1.95	-7.53	-6.49	3.40	3.50	6.27	4.91	4.66	4.53		09/30/1999	0.70	0.65



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Investment Options	Fund Benchmark ID (BM)	1-Mo		3-Mo		YTD		1-Yr		3-Yr		5-Yr		10-Yr		Incept	Fund Inception Date	Gross Fund Exp %*	Net Fund Exp %*
		Fund	BM	Fund	BM	Fund	BM	Fund	BM	Fund	BM	Fund	BM	Fund	BM				
<b>Intermediate-Term Bond</b>																			
ING Intermediate Bond Portfolio - Class I	LEHM	-0.16	-0.17	2.40	1.84	2.40	1.84	1.57	-0.10	5.84	3.75	8.53	4.80	4.62	4.46		05/23/1973	0.50	0.50
ING U.S. Bond Index Portfolio - Class I	LEHM	-0.28	-0.17	1.83	1.84	1.83	1.84	-0.57	-0.10	3.32	3.75	4.38	4.80		4.24	03/04/2008	0.41	0.41	
<b>Asset Allocation</b>																			
<b>Lifecycle</b>																			
ING Solution 2015 Portfolio - Adviser Class (2)(3)	SPT2015	-0.17	0.23	1.69	1.58	1.69	1.58	7.13	9.07	5.67	7.32	12.33	12.43		4.54	04/29/2005	1.34	1.23	
ING Solution 2015 Portfolio - Initial Class (3)(4)	SPT2015	-0.16	0.23	1.82	1.58	1.82	1.58	7.64	9.07	6.20	7.32	12.87	12.43		5.07	04/29/2005	0.84	0.73	
ING Solution 2025 Portfolio - Initial Class (3)(5)	SPT2025	-0.15	0.34	1.50	1.63	1.50	1.63	12.35	12.41	7.79	8.60	15.82	15.18		5.56	04/29/2005	0.92	0.81	
ING Solution 2035 Portfolio - Initial Class (3)(6)	SP2035	-0.07	0.43	1.12	1.63	1.12	1.63	14.74	15.00	8.73	9.55	17.28	17.14		6.02	04/29/2005	0.98	0.87	
ING Solution 2045 Portfolio - Initial Class (3)(7)	SP2045	-0.13	0.49	1.08	1.58	1.08	1.58	16.85	16.54	9.53	10.14	18.41	18.16		6.30	04/29/2005	1.00	0.89	
ING Solution 2055 Portfolio - Initial Class (3)(8)	SP2045	-0.13	0.49	1.02	1.58	1.02	1.58	16.90	16.54	9.58	10.14			11.64	03/08/2010	1.01	0.89		
ING Solution Income Portfolio - Initial Class (3)(9)	SPTREIN	-0.09	0.07	1.91	1.44	1.91	1.44	6.20	4.94	5.66	5.72	10.44	8.93		4.97	04/29/2005	0.79	0.69	
<b>Balanced</b>																			
<b>Moderate Allocation</b>																			
ING T. Rowe Price Capital Appreciation Portfolio - Inst (10)	SPXLBGC	0.38	-0.04	2.93	0.79	2.93	0.79	17.19	1.69	12.50	6.79	18.84	12.38	9.36	5.39		01/24/1989	0.65	0.65
<b>Large Cap Value</b>																			
<b>Large Blend</b>																			
ING Growth and Income Portfolio - Class I	SPXRE	0.16	0.84	1.61	1.81	1.61	1.81	22.30	21.86	13.29	14.66	19.98	21.16	7.23	7.42		12/31/1979	0.59	0.59
ING U.S. Stock Index Portfolio - Institutional Class	SPXRE	0.82	0.84	1.72	1.81	1.72	1.81	21.52	21.86	14.39	14.66	20.85	21.16		7.39	05/03/2004	0.27	0.27	
<b>Large Value</b>																			
BlackRock Equity Dividend Fund - Institutional Shares	RS1000V	2.03	2.39	1.23	3.02	1.23	3.02	16.39	21.57	11.88	14.80	18.37	21.75	9.29	7.58		11/29/1988	0.74	0.74
<b>Large Cap Growth</b>																			
<b>Large Growth</b>																			
ING Large Cap Growth Portfolio - Institutional Class (11)	RS1000G	-2.06	-1.01	-0.21	1.12	-0.21	1.12	19.98	23.22	14.20	14.62	21.11	21.67		9.46	05/03/2004	0.67	0.60	
<b>Small/Mid/Specialty</b>																			
<b>Mid-Cap Blend</b>																			
ING Russell Mid Cap Index Portfolio - Class I (12)	RSMID	-0.30	-0.27	3.44	3.53	3.44	3.53	23.00	23.51	14.00	14.39	25.19	25.55		10.97	03/04/2008	0.45	0.44	
<b>Mid-Cap Growth</b>																			
Principal MidCap Fund - R-5 Class Shares	RSMID	-0.48	-0.27	1.28	3.53	1.28	3.53	20.44	23.51	16.61	14.39	25.20	25.55	10.99	10.05		12/06/2000	0.88	0.88
<b>Small Blend</b>																			
ING Russell Small Cap Index Portfolio - Class I (13)	RS2000	-0.58	-0.68	1.18	1.12	1.18	1.12	24.86	24.90	13.16	13.18	24.16	24.31		11.74	03/04/2008	0.48	0.46	
ING Small Company Portfolio - Class I	RS2000	0.28	-0.68	1.38	1.12	1.38	1.12	25.01	24.90	13.45	13.18	23.49	24.31	9.66	8.53		12/27/1996	0.86	0.86
<b>Global / International</b>																			
<b>Foreign Large Blend</b>																			

See Performance Introduction Page for Important Information

Investment Options	Fund Benchmark ID (BM)	1-Mo		3-Mo		YTD		1-Yr		3-Yr		5-Yr		10-Yr		Fund Inception Date	Gross Fund Exp %*	Net Fund Exp %*	
		Fund	BM	Fund	BM	Fund	BM	Fund	BM	Fund	BM	Fund	BM	Fund	BM				Incept
American Funds EuroPacific Growth Fund - Class R-4 (14)	MSCIACEU	-0.78	0.32	0.62	0.61	0.62	0.61	17.58	12.81	6.37	4.63	15.53	16.03	8.27	7.59	04/16/1984	0.85	0.85	
ING International Index Portfolio - Class I (15)	MSEAFANET	-0.59	-0.64	0.50	0.66	0.50	0.66	16.94	17.56	7.21	7.21	15.72	16.02		2.29	03/04/2008	0.58	0.51	
<b>World Stock</b>																			
ING Oppenheimer Global Portfolio - Initial Class	MSCIWOR	-0.94	0.14	0.79	1.26	0.79	1.26	19.63	19.07	10.62	10.23	20.57	18.28	8.32	6.83	05/01/2002	0.75	0.75	

The risks of investing in small company stocks may include relatively low trading volumes, a greater degree of change in earnings and greater short-term volatility.

Foreign investing involves special risks such as currency fluctuation and public disclosure, as well as economic and political risks.

Some of the Funds invest in securities guaranteed by the U.S. Government as to the timely payment of principal and interest; however, shares of the Funds are not insured nor guaranteed.

High yielding fixed-income securities generally are subject to greater market fluctuations and risks of loss of income and principal than are investments in lower yielding fixed-income securities.

Sector funds may involve greater-than average risk and are often more volatile than funds holding a diversified portfolio of stocks in many industries. Examples include: banking, biotechnology, chemicals, energy, environmental services, natural resources, precious metals, technology, telecommunications, and utilities.

\*The Gross Expense Ratios shown do not reflect any temporary fee or expense waivers that may be in effect for a fund. The performance of a fund with a temporary fee or expense waiver would have been lower if the gross fund fees / expenses listed had been reflected.

# PERFORMANCE UPDATE

## ING Life Insurance and Annuity Company

### STATE OF RHODE ISLAND

#### Separate Account D

**Average Annual Total Returns as of: 03/31/2014** (shown in percentages)

Variable annuities and funding agreements are long-term investment vehicles designed for retirement purposes which allow you to allocate contributions among variable investment options that have the potential to grow tax-deferred with an option to receive a stream of income at a later date.

**The performance data quoted represents past performance. Past performance does not guarantee future results. For month-end performance which may be lower or higher than the performance data shown please call 800-232-5422. Investment return and principal value of an investment will fluctuate so that, when sold, an investment may be worth more or less than the original cost.**

These numbers reflect total Separate Account charges of 0.25% on an annual basis. They also assume reinvestment of all dividends (ordinary income and capital gains) and are net of management fees and other fund operating expenses.

**Depending upon the type of contract in which you participate, you have either received disclosure booklets for the separate account and/or fund prospectuses. You should consider the investment objectives, risks and charges, and expenses of the variable product and its underlying fund options carefully before investing. The disclosure booklet contains this and other information. Anyone who wishes to obtain a free copy of the separate account disclosure booklet and/or fund prospectuses may call their ING representative or the number above. Please read the separate account disclosure booklet and/or the fund prospectuses carefully before investing.**

Returns less than one year are not annualized. Fund Inception Date is the date of inception for the underlying fund, and is the date used in calculating the periodic returns. This date may also precede the portfolio's inclusion in the product.

Investment Options	1-Mo	3-Mo	YTD	1-Yr	3-Yr	5-Yr	10-Yr	Incept	Fund Inception Date
<b>Stability of Principal</b>									
<i>Stability of Principal</i>									
ING Fixed Account - 457/401 (16)(17) <i>This fund is not part of the product's separate account.</i>	0.25	0.73	0.73	3.00	3.09	3.24	3.75		
<b>Bonds</b>									
<i>High Yield Bond</i>									
Prudential High Yield Fund, Inc. - Class Z	0.31	2.96	2.96	7.26	8.33	15.90	8.04		03/01/1996
<i>Inflation-Protected Bond</i>									
PIMCO VIT Real Return Portfolio - Administrative Class (1)	-0.63	2.10	2.10	-7.76	3.14	6.00	4.40		09/30/1999
<i>Intermediate-Term Bond</i>									

See Performance Introduction Page for Important Information

<b>Investment Options</b>	<b>1-Mo</b>	<b>3-Mo</b>	<b>YTD</b>	<b>1-Yr</b>	<b>3-Yr</b>	<b>5-Yr</b>	<b>10-Yr</b>	<b>Incept</b>	<b>Fund Inception Date</b>
ING Intermediate Bond Portfolio - Class I	-0.18	2.34	2.34	1.32	5.57	8.26	4.35		05/23/1973
ING U.S. Bond Index Portfolio - Class I	-0.30	1.77	1.77	-0.82	3.06	4.12		3.98	03/04/2008
<b>Asset Allocation</b>									
<i>Lifecycle</i>									
ING Solution 2015 Portfolio - Adviser Class (2)(3)	-0.19	1.63	1.63	6.86	5.41	12.05		4.28	04/29/2005
ING Solution 2015 Portfolio - Initial Class (3)(4)	-0.18	1.76	1.76	7.37	5.94	12.59		4.81	04/29/2005
ING Solution 2025 Portfolio - Initial Class (3)(5)	-0.17	1.44	1.44	12.07	7.52	15.53		5.30	04/29/2005
ING Solution 2035 Portfolio - Initial Class (3)(6)	-0.09	1.06	1.06	14.46	8.46	16.99		5.76	04/29/2005
ING Solution 2045 Portfolio - Initial Class (3)(7)	-0.15	1.02	1.02	16.56	9.26	18.11		6.03	04/29/2005
ING Solution 2055 Portfolio - Initial Class (3)(8)	-0.16	0.96	0.96	16.61	9.30			11.36	03/08/2010
ING Solution Income Portfolio - Initial Class (3)(9)	-0.11	1.85	1.85	5.94	5.40	10.16		4.70	04/29/2005
<b>Balanced</b>									
<i>Moderate Allocation</i>									
ING T. Rowe Price Capital Appreciation Portfolio - Inst (10)	0.36	2.87	2.87	16.89	12.22	18.54	9.08		01/24/1989
<b>Large Cap Value</b>									
<i>Large Blend</i>									
ING Growth and Income Portfolio - Class I	0.13	1.55	1.55	21.99	13.01	19.68	6.96		12/31/1979
ING U.S. Stock Index Portfolio - Institutional Class	0.79	1.65	1.65	21.22	14.11	20.54		7.12	05/03/2004
<i>Large Value</i>									
BlackRock Equity Dividend Fund - Institutional Shares	2.01	1.17	1.17	16.10	11.60	18.07	9.02		11/29/1988
<b>Large Cap Growth</b>									
<i>Large Growth</i>									
ING Large Cap Growth Portfolio - Institutional Class (11)	-2.08	-0.27	-0.27	19.67	13.92	20.81		9.19	05/03/2004
<b>Small/Mid/Specialty</b>									
<i>Mid-Cap Blend</i>									
ING Russell Mid Cap Index Portfolio - Class I (12)	-0.32	3.37	3.37	22.69	13.71	24.88		10.69	03/04/2008
<i>Mid-Cap Growth</i>									
Principal MidCap Fund - R-5 Class Shares	-0.50	1.22	1.22	20.13	16.32	24.89	10.71		12/06/2000
<i>Small Blend</i>									
ING Russell Small Cap Index Portfolio - Class I (13)	-0.60	1.12	1.12	24.54	12.88	23.85		11.46	03/04/2008
ING Small Company Portfolio - Class I	0.26	1.32	1.32	24.70	13.16	23.18	9.38		12/27/1996
<b>Global / International</b>									
<i>Foreign Large Blend</i>									
American Funds EuroPacific Growth Fund - Class R-4 (14)	-0.80	0.56	0.56	17.28	6.11	15.24	8.00		04/16/1984
ING International Index Portfolio - Class I (15)	-0.61	0.44	0.44	16.64	6.94	15.43		2.03	03/04/2008
<i>World Stock</i>									

See Performance Introduction Page for Important Information

Investment Options	1-Mo	3-Mo	YTD	1-Yr	3-Yr	5-Yr	10-Yr	Incept	Fund Inception Date
ING Oppenheimer Global Portfolio - Initial Class	-0.96	0.73	0.73	19.33	10.34	20.27	8.05		05/01/2002

The risks of investing in small company stocks may include relatively low trading volumes, a greater degree of change in earnings and greater short-term volatility.

Foreign investing involves special risks such as currency fluctuation and public disclosure, as well as economic and political risks.

Some of the Funds invest in securities guaranteed by the U.S. Government as to the timely payment of principal and interest; however, shares of the Funds are not insured nor guaranteed.

High yielding fixed-income securities generally are subject to greater market fluctuations and risks of loss of income and principal than are investments in lower yielding fixed-income securities.

Sector funds may involve greater-than average risk and are often more volatile than funds holding a diversified portfolio of stocks in many industries. Examples include: banking, biotechnology, chemicals, energy, environmental services, natural resources, precious metals, technology, telecommunications, and utilities.

#### Additional Notes

Insurance products, annuities and funding agreements issued by ING Life Insurance and Annuity Company One Orange Way Windsor, CT 06095, (ILIAC), which is solely responsible for meeting its obligations. Plan administrative services provided by ILIAC or ING Institutional Plan Services, LLC. All companies are members of the ING family of companies. Securities are distributed by or offered through ING Financial Advisers, LLC (member SIPC) or other broker-dealers with which it has a selling agreement.

For a performance report reflecting the charges or more information regarding product expenses, please contact your ING Representative.

(1)PIMCO VIT Real Return Portfolio - Administrative Class: "Other Expenses" reflect interest expense and is based on the amount incurred during the Portfolio's most recent fiscal year as a result of entering into certain investments, such as reverse repurchase agreements. Interest expense is required to be treated as a Portfolio expense for accounting purposes and is not payable to PIMCO. The amount of interest expense (if any) will vary based on the Portfolio's use of such investments as an investment strategy. Total Annual Portfolio Operating Expenses excluding interest expense is 0.65%.

(2)ING Solution 2015 Portfolio - Adviser Class: The adviser is contractually obligated to limit expenses to 0.62% of Class ADV shares through May 1, 2014; the obligation does not extend to interest, taxes, brokerage commissions, Acquired Fund Fees and Expenses, and extraordinary expenses. The obligation will automatically renew for one-year terms unless it is terminated by the Portfolio or the adviser upon written notice within 90 days of the end of the current term or upon termination of the advisory agreement and is subject to possible recoupment by the adviser within three years.

(3)There is no guarantee that any investment option will achieve its stated objective. Principal value fluctuates and there is no guarantee of value at any time, including the target date. The "target date" is the approximate date when you plan to start withdrawing your money. When your target date is reached, you may have more or less than the original amount invested. For each target date Portfolio, until the day prior to its Target Date, the Portfolio will seek to provide total returns consistent with an asset allocation targeted for an investor who is retiring in approximately each Portfolio's designation Target Year. Prior to choosing a Target Date Portfolio, investors are strongly encouraged to review and understand the Portfolio's objectives and its composition of stocks and bonds, and how the asset allocation will change over time as the target date nears. No two investors are alike and one should not assume that just because they intend to retire in the year corresponding to the Target Date that that specific Portfolio is appropriate and suitable to their risk tolerance. It is recommended that an investor consider carefully the possibility of capital loss in each of the target date Portfolios, the likelihood and magnitude of which will be dependent upon the Portfolio's asset allocation. On the Target Date, the portfolio will seek to provide a combination of total return and stability of principal.

Stocks are more volatile than bonds, and portfolios with a higher concentration of stocks are more likely to experience greater fluctuations in value than portfolios with a higher concentration in bonds. Foreign stocks and small and midcap stocks may be more volatile than large cap stocks. Investing in bonds also entails credit risk and interest rate risk. Generally investors with longer timeframes can consider assuming more risk in their investment portfolio.

The ING Solution Portfolios<sup>SM</sup> are actively managed and the asset allocation adjusted over time. The portfolios may merge with or change to other portfolios over time. Refer to the prospectus for more information about the specific risks of investing in the various asset classes included in the ING Solution Portfolios.

(4)ING Solution 2015 Portfolio - Initial Class: The adviser is contractually obligated to limit expenses to 0.12% of Class I shares through May 1, 2014; the obligation does not extend to interest, taxes, brokerage commissions, Acquired Fund Fees and Expenses, and extraordinary expenses. The obligation will automatically renew for one-year terms unless it is terminated by the Portfolio or the adviser upon written notice within 90 days of the end of the current term or upon termination of the advisory agreement and is subject to possible recoupment by the adviser within three years.

See Performance Introduction Page for Important Information

**Additional Notes**

- (5)ING Solution 2025 Portfolio - Initial Class: The adviser is contractually obligated to limit expenses to 0.12% of Class I shares through May 1, 2014; the obligation does not extend to interest, taxes, brokerage commissions, Acquired Fund Fees and Expenses, and extraordinary expenses. The obligation will automatically renew for one-year terms unless it is terminated by the Portfolio or the adviser upon written notice within 90 days of the end of the current term or upon termination of the advisory agreement and is subject to possible recoupment by the adviser within three years.
- (6)ING Solution 2035 Portfolio - Initial Class: The adviser is contractually obligated to limit expenses to 0.12% of Class I shares through May 1, 2014; the obligation does not extend to interest, taxes, brokerage commissions, Acquired Fund Fees and Expenses, and extraordinary expenses. The obligation will automatically renew for one-year terms unless it is terminated by the Portfolio or the adviser upon written notice within 90 days of the end of the current term or upon termination of the advisory agreement and is subject to possible recoupment by the adviser within three years.
- (7)ING Solution 2045 Portfolio - Initial Class: The adviser is contractually obligated to limit expenses to 0.12% of Class I shares through May 1, 2014; the obligation does not extend to interest, taxes, brokerage commissions, Acquired Fund Fees and Expenses, and extraordinary expenses. The obligation will automatically renew for one-year terms unless it is terminated by the Portfolio or the adviser upon written notice within 90 days of the end of the current term or upon termination of the advisory agreement and is subject to possible recoupment by the adviser within three years.
- (8)ING Solution 2055 Portfolio - Initial Class: The adviser is contractually obligated to limit expenses to 0.12% of Class I shares through May 1, 2014; the obligation does not extend to interest, taxes, brokerage commissions, Acquired Fund Fees and Expenses, and extraordinary expenses. The obligation will automatically renew for one-year terms unless it is terminated by the Portfolio or the adviser upon written notice within 90 days of the end of the current term or upon termination of the advisory agreement and is subject to possible recoupment by the adviser within three years.
- (9)ING Solution Income Portfolio - Initial Class: The adviser is contractually obligated to limit expenses to 0.12% of Class I shares through May 1, 2014; the obligation does not extend to interest, taxes, brokerage commissions, Acquired Fund Fees and Expenses, and extraordinary expenses. The obligation will automatically renew for one-year terms unless it is terminated by the Portfolio or the adviser upon written notice within 90 days of the end of the current term or upon termination of the advisory agreement and is subject to possible recoupment by the adviser within three years.
- (10)The ING T. Rowe Price Capital Appreciation - Inst. Class commenced operations on May 1, 2003. The fund has identical investment objectives and policies, the same portfolio manager, and invests in the same holdings as the Service Class of this fund. The performance information for the ING T.Rowe Price Capital Appreciation Portfolio - Inst. Class prior to May 1, 2003 is based upon the Service Class performance, NOT adjusted by fees associated with the Inst. Class.
- (11)ING Large Cap Growth Portfolio - Institutional Class: The adviser is contractually obligated to limit expenses to 0.60% through May 1, 2014; the obligation does not extend to interest, taxes, brokerage commissions, Acquired Fund Fees and Expenses, and extraordinary expenses. This obligation will automatically renew for one-year terms unless it is terminated by the Portfolio or the adviser upon written notice within 90 days of the end of the current term or upon termination of the management agreement and is subject to possible recoupment by the adviser within three years.
- (12)ING Russell Mid Cap Index Portfolio - Class I: The adviser is contractually obligated to limit expenses to 0.43% through May 1, 2014; the obligation does not extend to interest, taxes, brokerage commissions, Acquired Fund Fees and Expenses and extraordinary expenses. The obligation will automatically renew for one-year terms unless: (i) the adviser provides 90 days written notice of its termination; and (ii) such termination is approved by the Board of Directors; or (iii) the management agreement has been terminated. The obligation is subject to possible recoupment by the adviser within three years.
- (13)ING Russell Small Cap Index Portfolio - Class I: The adviser is contractually obligated to limit expenses to 0.45% through May 1, 2014; the obligation does not extend to interest, taxes, brokerage commissions, Acquired Fund Fees and Expenses and extraordinary expenses. The obligation will automatically renew for one-year terms unless: (i) the adviser provides 90 days written notice of its termination; and (ii) such termination is approved by the Board of Directors; or (iii) the management agreement has been terminated. The obligation is subject to possible recoupment by the adviser within three years.
- (14)EuroPacific Growth Fund - Class R-4 commenced operations on May 15, 2002. Class R-4 has identical investment objectives and policies, the same portfolio manager, and invests in the same holdings as Class A. The performance information above prior to May 15, 2002 is based upon the Class A performance adjusted by the fee differences between classes.
- (15)ING International Index Portfolio - Class I: The adviser is contractually obligated to limit expenses to 0.50% through May 1, 2014; the obligation does not extend to interest, taxes, brokerage commissions, extraordinary expenses and Acquired Fund Fees and Expenses. The obligation will automatically renew for one-year terms unless: (i) the adviser provides 90 days written notice of its termination; and (ii) such termination is approved by the Board of Directors; or (iii) the management agreement has been terminated. The obligation is subject to possible recoupment by the adviser within three years.
- (16)The CURRENT rate for the ING Fixed Account - 457/401 Base+110 is 3.00%, expressed as an annual effective yield, and is guaranteed not to drop below 3.00% through 12/31/2014. The annual rate of interest applied to your account may be higher or lower than the current rate. Restrictions may apply to transfers of funds from the Fixed Account to other contract investment options. Please refer to your product prospectus / disclosure booklet and call your 800 number for more information.
- (17)The Investment Option is neither a mutual fund nor part of a Separate Account. The returns listed do not include the impact of contract charges. Please refer to the contract or disclosure book to determine which Fixed Interest Options are available for your specific plan. The Investment Option is offered through ING Life and Insurance Annuity Company.

See Performance Introduction Page for Important Information

**Additional Notes**

The returns do not reflect the impact of a Deferred Surrender Charge. If included, performance would be less favorable.

Not all investments options are available under all contracts; please check your disclosure booklet for options available under your plan.

<b>Benchmark ID</b>	<b>Benchmark Description</b>
BCUSHY2IC	Barclays Capital U.S. High Yield 2% Issuer Cap Index measures the performance of USD-denominated, non-investment grade, fixed-rate, taxable corporate bonds. It follows the same rules as the uncapped index but limits the exposure of each issuer to 2% of the total market value and redistributes any excess market value index-wide on a pro-rata basis.
LBUSTIPS	Barclays Capital U.S. Treasury U.S. TIPS Index measures the performance of rulesbased, market value-weighted inflation-protected securities issued by the U.S. Treasury. It is a subset of the Global Inflation-Linked Index (Series-L).
LEHM	Barclays Capital U.S. Aggregate Bond Index measures the performance of investment grade, U.S. dollar-denominated, fixed-rate taxable bond market, including Treasuries, government-related and corporate securities, MBS (agency fixed-rate and hybrid ARM passthroughs), ABS, and CMBS. It rolls up into other Barclays flagship indices, such as the multi-currency Global Aggregate Index and the U.S. Universal Index, which includes high yield and emerging markets debt.
MFR	MFR Money Market Index is comprised of returns which are based upon historical average 30-day compound yields on a universe of taxable money market funds. The data for the universe, which includes approximately 980 funds, is compiled by iMoneynet, Inc. Goal of ING Fixed Account - 457/401 is to outperform the MFR by 150 - 200 basis points over 3 - 5 year time periods.
MSCIACEU	MSCI ACWI (All Country World Index) ex US measures the performance of the large and mid-cap segment of the particular regions, excluding USA equity securities, including developed and emerging market. It is free float-adjusted market-capitalization weighted.
MSCIWOR	MSCI World Index measures the performance of the large and mid-cap segment of world equity securities. It is free float-adjusted market-capitalization weighted.
MSEAFANET	MSCI EAFE Index measures the performance of the large and mid-cap segment of developed markets, excluding the U.S. & Canada equity securities. It is free float-adjusted market-capitalization weighted.
RS1000G	Russell 1000 Growth Index measures the performance of the large-cap growth segment of the U.S. equity securities. It includes the Russell 1000 index companies with higher price-to-book ratios and higher forecasted growth values. It is market-capitalization weighted.
RS1000V	Russell 1000 Value Index measures the performance of the large-cap value segment of the U.S. equity securities. It includes the Russell 1000 index companies with lower price-to-book ratios and lower expected growth values. It is market-capitalization weighted.
RS2000	Russell 2000 Index measures the performance of the small-cap segment of the U.S. equity universe. It is a subset of the Russell 3000 and includes approximately 2000 of the smallest securities based on a combination of their market cap and current index membership.
RSMID	Russell Mid-Cap Index measures the performance of the mid-cap segment of the U.S. equity universe. It is a subset of Russell 1000 index and includes approximately 800 of the smallest securities based on a combination of their market cap and current index membership. The index represents approximately 31% of the total market capitalization of the Russell 1000 companies.
SP2035	S&P Target Date 2035 Index measures the performance of a portfolio of multi-asset including equities, fixed income and commodities. The index has target retirement date of 2035, and belongs to S&P Target Date Index Series which comprises eleven indexes with different target retirement date. Each index in this series is determined once a year through survey of large fund management companies that offer target date products.
SP2045	S&P Target Date 2045 Index measures the performance of a portfolio of multi-asset including equities, fixed income and commodities. The index has target retirement date of 2045, and belongs to S&P Target Date Index Series which comprises eleven indexes with different target retirement date. Each index in this series is determined once a year through survey of large fund management companies that offer target date products.
SPT2015	S&P Target Date 2015 Index measures the performance of a portfolio of multi-asset including equities, fixed income and commodities. The index has target retirement date of 2015, and belongs to S&P Target Date Index Series which comprises eleven indexes with different target retirement date. Each index in this series is determined once a year through survey of large fund management companies that offer target date products.

See Performance Introduction Page for Important Information

**Benchmark ID**

**Benchmark Description**

SPT2025	S&P Target Date 2025 Index measures the performance of a portfolio of multi-asset including equities, fixed income and commodities. The index has target retirement date of 2025, and belongs to S&P Target Date Index Series which comprises eleven indexes with different target retirement date. Each index in this series is determined once a year through survey of large fund management companies that offer target date products.
SPTREIN	S&P Target Date Retirement Income Index measures the performance of a portfolio of multi-asset including equities, fixed income and commodities. The index belongs to S&P Target Date Index Series which comprises eleven indexes with different target retirement date. Each index in this series is determined once a year through survey of large fund management companies that offer target date products.
SPXLBGC	S&P 500 60% / Barclays Capital Corp/Gov Bond Index 40% consists of a mix of 60% of an unmanaged stock index (The Standard & Poor's 500) and 40% of an unmanaged bond index (Barclays Capital Gov't Corp. Bond Index).
SPXRE	S&P 500 Index measures the performance of 500 widely held stocks in U.S. equity market. Standard and Poor's chooses member companies for the index based on market size, liquidity and industry group representation. Included are the stocks of industrial, financial, utility, and transportation companies. Since mid 1989, this composition has been more flexible and the number of issues in each sector has varied. The index is market capitalization-weighted.



The information is current as of 03/31/2014.

Effective December 31, 2001, all future contributions for all existing and new participants will be directed to VALIC for investment into the mutual fund and fixed-interest option investments. All VALIC annuity investment options will be closed to current or future Plan participants after this date.

Category/Funds	YTD Return	1 Year Return	3 Year Return	5 Year Return	10 Year Return	Since Inception	Expense Ratio	ITD Date
<b>Domestic Equity</b>								
<b>Domestic Large Cap Equity</b>								
<i>Large Cap Value</i>								
Dividend Value Fund (Black Rock/SunAmerica)	0.25	16.99	13.42	19.37	5.62	5.62	1.70	12/8/2000
Vanguard Windsor II Fund	2.62	20.60	13.61	19.81	6.55	6.55	1.40	6/24/1985
<i>Large Cap Blend</i>								
Core Equity Fund (Black Rock)	2.34	24.34	12.31	18.36	4.98	4.98	1.90	4/29/1994
Stock Index Fund (SunAmerica)	1.50	20.43	13.35	20.00	6.21	6.21	1.16	4/20/1987
<i>Large Cap Growth</i>								
Growth Fund (American Century)	1.09	21.51	11.75	19.61	5.68	5.68	1.65	12/5/2005
Large Capital Growth Fund (SunAmerica/Invesco)	0.63	22.45	9.09	16.31	5.07	5.07	1.57	12/20/2004
<b>Domestic Mid Cap Equity</b>								
<i>Mid Cap</i>								
Mid Cap Strategic Growth Fund (Allianz Global/MorganStanley)	0.72	25.05	9.16	21.77	7.78	7.78	1.67	12/20/2004
<b>Global Equity</b>								
Global Social Awareness Fund (PineBridge Investments)	2.33	21.65	10.78	18.55	4.92	4.92	1.48	10/2/1989
<b>International Equity</b>								
Emerging Economies Fund (JPMorgan)	-2.12	-4.95	-1.97	9.30	-0.47	-0.47	1.78	12/5/2005
Foreign Value Fund (Templeton Global)	0.33	25.57	6.53	16.90	4.82	4.82	1.63	12/5/2005
<b>Speciality</b>								
Science & Technology Fund (T. Rowe/Allianz Global/Wellington)	2.50	35.16	12.01	23.26	7.59	7.59	1.82	4/29/1994
<b>Hybrid</b>								
<i>Lifestyle</i>								
Dynamic Allocation (AllianceBernstein/SunAmerica)	0.06	9.72	-	-	12.56	12.56	1.74	12/19/2012
<i>Balanced</i>								
Vanguard Wellington Fund	2.09	13.22	10.03	14.67	6.99	6.99	1.30	7/1/1929
<b>Fixed Income</b>								
<i>Investment Grade</i>								
Vanguard Long-Term Investment-Grade Fund	6.13	-0.09	8.50	10.56	5.66	5.66	1.02	7/9/1973
Vanguard Long-Term Treasury Fund	7.26	-5.37	7.28	3.82	5.03	5.03	1.00	5/19/1986
<i>International</i>								
International Government Bond Fund (PineBridge)	2.72	-0.97	2.24	5.62	4.27	4.27	1.46	10/1/1991
<i>Stable Value</i>								
Money Market I Fund (SunAmerica)	-0.20	-0.79	-0.79	-0.77	0.71	0.71	1.32	1/16/1986
7-Day current yield at 30-Sep-2009: -0.79								
Fixed Account Plus	2.35	2.35	2.70	3.09	4.01	4.01		1/1/1982
Short Term Fixed Account	1.00	1.00	1.00	1.50	2.25	2.25		1/1/1991

An investment in money market funds is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. Although the funds seek to preserve the value of your investment at \$1.00 per share, it is possible to lose money by investing in the funds.

Returns reflect overall changes in accumulation unit value from the beginning to the end of the periods shown, after deduction of fund expenses. Figures on pages 3 & 4 do not reflect deduction of account maintenance fees, surrender charges, premium taxes or IncomeLOCK fees, if applicable. Separate Account expenses are deducted only from variable options. The expenses are calculated each day and are based on the average daily net asset value of each option at the Separate Account level. The expenses are annualized at 0.35% to 1.25%, depending on the variable option and contract. Returns for periods prior to the date the funds became available in the Separate Account are hypothetical and are calculated as if the fund had been in the Separate Account during the stated period.

Bear in mind that annuities also provide additional features and benefits, including, but not limited to a guaranteed death benefit and guaranteed lifetime income options, for which a Separate Account fee is charged. Annuities are long-term investments. Income taxes are payable upon withdrawal. Federal restrictions and tax penalties may apply to early withdrawals prior to age 59 1/2.

Retirement plans and accounts that satisfy relevant qualification rules, such as 403(b)s, IRAs, 401(k)s, etc., can be tax deferred regardless of whether or not they are funded with an annuity. If you are considering funding a tax-qualified retirement plan or account with an annuity, you should know that an annuity does not provide any additional tax-deferred treatment of earnings beyond the tax deferral of the tax-qualified retirement plan or account itself. However, annuities do provide other features and benefits.

Fixed Account Plus contributions received and deposited during a given month will earn that month's current interest rate for the remainder of that calendar year (for all contract series except 7.0, 7.20, 12.0, 12.40, and 13.20). VALIC intends (though does not guarantee) to pay this same interest rate for those deposits and transfers through the end of the following calendar year. The current interest rate may differ from month to month.

\*Performance numbers for Fixed Account Plus and Short Term Fixed are based on annualized returns.

All Fixed Account Plus deposits for series 7.0, 7.20, 7.40, 12.0, 12.20, 1240, and 13.20 will earn the monthly declared interest rate until that rate is changed. The interest rate for the Short-Term Fixed Account is declared annually in January.

All Short-Term Fixed Account deposits will earn the annual declared interest rate for the remainder of that calendar year. Interest is credited daily and subject to the claims-paying ability of the insurance company. Please refer to your contract for the minimum guaranteed rate. VALIC's interest-crediting policy is subject to change. Premium taxes will be deducted when required by state law.

Returns for fixed options were calculated assuming a lump-sum deposit on the first day of each period and interest credited to the account according to VALIC's interest crediting policy. Equivalent rates were used, even though the contract may not have been available for sale during all periods shown.

Applicable to Portfolio Director Fixed and Variable Policy Form series UIT-194, UTIG-194, UTIG-194P, and UITN-194.

# This fund closed to new deposits effective 2/12/2010.

~ Effective 10/01/2011, the Global Equity Fund [87] was renamed Emerging Economies Fund and has a new investment strategy that focuses primarily on companies domiciled in emerging markets countries. The new sub-advisor to the fund is JP Morgan. Performance as of 9/30/2011 and prior is attributable to the Global Equity Fund.

**STATE OF RHODE ISLAND  
MUTUAL FUND SELECTION**

The information is current as of 03/31/2014.

Category/Funds	YTD	1 Year Return	3 Year Return	5 Year Return	10 Year Return	Since Inception	Expense Ratio
<b>Foreign Large Blend</b>							
American Funds EuroPacific Growth R4 <i>MSCI ACWI Ex USA GR USD</i>	0.62%	17.58% 12.80%	6.37% 4.63%	15.53% 16.04%	8.27% 7.59%	8.82%	0.85%
<b>Small Blend</b>							
Dreyfus Small Cap Stock Index <i>S&amp;P Small/Cap 600 TR USD</i>	0.95%	27.25% 27.81%	15.56% 15.95%	25.80% 26.21%	9.85% 10.11%	9.63%	0.50%
<b>Mid-Cap Blend</b>							
Dreyfus Midcap Index <i>Standard &amp; Poor's Midcap 400</i>	2.94%	20.71% 21.24%	12.79% 13.37%	24.26% 24.86%	9.67% 10.14%	12.23%	0.50%
<b>Large Growth</b>							
MFS Mass Investors Growth Stock (A) <i>Russell 1000 Growth</i>	0.84%	20.80% 23.22%	14.50% 14.62%	20.91% 21.68%	7.82% 7.86%	8.39%	0.75%
<b>Large Blend</b>							
Vanguard Dividend Growth Inv <i>Russell 1000</i>	1.88%	20.72% 22.41%	15.57% 14.75%	19.08% 21.73%	9.01% 7.80%	8.25%	0.29%
Vanguard 500 Index (Signal) <i>Standard &amp; Poor's 500</i>	1.80%	21.80% 21.86%	14.62% 14.66%	21.15% 21.16%	7.38% 7.42%	6.88%	0.05%
<b>Target Date 2050+</b>							
Vanguard Target Retirement 2060 Inv <i>DJ Target 2055 TR USD</i>	1.68%	17.50% 16.59%	N/A N/A	N/A N/A	N/A N/A	16.54%	0.18%
<b>Target Date 2046-2050</b>							
Vanguard Target Retirement 2050 Inv <i>DJ Target 2050 TR USD</i>	1.67%	17.46% 16.59%	10.74% 9.97%	18.46% 19.58%	N/A N/A	6.89%	0.18%
<b>Target Date 2036-2040</b>							
Vanguard Target Retirement 2040 Inv <i>DJ Target 2040 TR USD</i>	1.66%	17.47% 15.67%	10.74% 9.58%	18.44% 19.14%	N/A N/A	6.83%	0.18%
<b>Target Date 2026-2030</b>							
Vanguard Target Retirement 2030 Inv <i>DJ Target 2030 TR USD</i>	1.74%	14.96% 12.24%	9.81% 8.31%	17.17% 16.50%	N/A N/A	6.56%	0.17%
<b>Target Date 2016-2020</b>							
Vanguard Target Retirement 2020 Inv <i>DJ Target 2020 TR USD</i>	1.81%	11.98% 7.67%	8.74% 6.49%	14.93% 12.31%	N/A N/A	6.46%	0.16%
<b>Target Date 2000-2010</b>							
Vanguard Target Retirement 2010 Inv <i>DJ Target 2010 TR USD</i>	1.68%	7.15% 3.98%	7.06% 4.78%	12.12% 8.74%	N/A N/A	6.02%	0.16%
<b>High Yield Bond</b>							
Federated Instl High Yield Bond Instl <i>Barclays US High Yield 2% Issuer</i>	3.04%	7.43% 7.53%	9.14% 8.97%	16.62% 18.14%	8.69% 8.67%	10.30%	0.50%
<b>Inflation-Protected Bond</b>							
American Century Inflation-Adjusted Bond Inv <i>Barclays Capital U.S. Treasury TIPS</i>	1.73%	-7.19% -6.49%	3.07% 3.50%	4.42% 4.91%	4.18% 4.52%	5.50%	0.47%
<b>Intermediate-Term Bond</b>							
PIMCO Total Return (A) <i>Barclays Capital U.S. Aggregate Bond</i>	1.20%	-1.63% -0.10%	3.74% 3.75%	6.43% 4.80%	5.43% 4.46%	6.42%	0.85%
<b>Money Market</b>							
American Century Premium Money Market Inv <i>T-Bill 3 Month</i>	0.00%	0.01% 0.05%	0.01% 0.06%	0.06% 0.09%	1.68% 1.62%	2.92%	0.46%
<b>Stable Value</b>							
VALIC Fixed-Interest Option ***		3/31/2014 Calendar Year 2014		2.25% 1.50% (min. guaranteed)			

## Section XI.

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### OPEB Trust

TOTAL NET OF FEES

3/31/14

Account Name Benchmark Name	Market Value	% of Total	Month	Fiscal YTD	Annualized					Inception Date
					1 Year	3 Years	5 Years	10 Years	ITD	
Mackay Shields OPEB	33,707,176.8	34.3	-0.15	2.46					-0.97	5/1/2013
Barclays U.S. Aggregate Bond Index			-0.17	2.28					-1.10	5/1/2013
SSGA S&P 500 INDX	64,600,074.1	65.7	0.84	18.32	21.76				15.53	5/1/2011
S&P 500 - Total Return Index			0.84	18.41	21.86				13.96	5/1/2011
<b>Total OPEB</b>	<b>98,307,250.9</b>	<b>100.0</b>	<b>0.50</b>	<b>12.60</b>	<b>13.65</b>				<b>10.19</b>	<b>5/1/2011</b>
OPEB Custom Blend			0.49	12.64	13.84				8.38	5/1/2011

## END NOTES

3/31/14

1 RI7GX0903OPE OPEB Custom Blend

65% Barclays Aggregate and 35% S&amp;P 500

TOTAL NET OF FEES

3/31/14

Account Name Benchmark Name	Market Value	% of Total	YTD	Month	Cumulative			2013	2012	2011	Inception Date
					2/1/14 - 2/28/14	1/1/14 - 1/31/14					
Mackay Shields OPEB	33,707,176.8	34.3	1.93	-0.15	0.54	1.53				5/1/2013	
Barclays U.S. Aggregate Bond Index			1.84	-0.17	0.53	1.48				5/1/2013	
SSGA S&P 500 INDX	64,600,074.1	65.7	1.78	0.84	4.55	-3.46	32.09	15.96		5/1/2011	
S&P 500 - Total Return Index			1.81	0.84	4.57	-3.46	32.39	16.00		5/1/2011	
<b>Total OPEB</b>	<b>98,307,250.9</b>	<b>100.0</b>	<b>1.85</b>	<b>0.50</b>	<b>3.11</b>	<b>-1.71</b>	<b>15.77</b>	<b>9.74</b>		<b>5/1/2011</b>	
OPEB Custom Blend			1.87	0.49	3.16	-1.73	15.73	8.30		5/1/2011	

END NOTES

3/31/14

- |                |                   |   |
|----------------|-------------------|---|
| 1 RI7G10000000 | Total OPEB        | YTD - Calendar Year to Dat<br>Month - Current Mont<br>Cumulative Months - Prior Month and Second Prior Mont |
| 2 RI7GX0903OPE | OPEB Custom Blend | 2012, 2011, 2010 - Calendar Yea<br>65% S&P 500 and 35% Barclays Aggregate                                   |