

**STATE OF RHODE ISLAND
INVESTMENT COMMISSION MEETING**

**DATA AT
December 31st, 2016**

**January 25th, 2017
MEETING**

MEMBERS OF THE STATE INVESTMENT COMMISSION

Honorable Seth Magaziner, Chair

**Mr. Robert K. Benson
Mr. J. Michael Costello
Mr. Thomas P. Fay
Mr. Frank J. Karpinski
Ms. Marie Langlois**

**Ms. Sylvia Maxfield
Ms. Paula M. McNamara
Mr. Thomas Mullaney
Ms. Marcia Reback**

Section I.

Agenda



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

Seth Magaziner
General Treasurer

RHODE ISLAND STATE INVESTMENT COMMISSION MEETING NOTICE

The next meeting of the Rhode Island State Investment Commission has been scheduled for Wednesday January 25th 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 December 16th 2016*
- Review and reconsideration of updated Long Duration IPS*
- Review and consideration of Cash IPS*
 - Pension Consulting Alliance (PCA), John Burns
 - Payden & Rygel, Justin Bullion, M.D.
- Update on Crisis Protection Class (CPC) Manager search
 - Pension Consulting Alliance (PCA), John Burns
- Ocean State Investment Pool (OSIP) Update
 - Fidelity Investments
- Legal Counsel Report
- Chief Investment Officer Report
 - Portfolio Performance
 - Asset Allocation Implementation Update
- Treasurer's General Comments

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

POSTED ON January 20th 2017

Anyone wishing to attend this meeting who may have special needs for access or services such as an interpreter, please contact Tiffany Kaschel at (401) 462-7699 twenty-four hours in advance of the scheduled meeting.

50 Service Avenue – Warwick, Rhode Island 02886-1021 – (401) 462-7650 / Fax 462-7695

Section II.

Approval of Minutes



State Investment Commission
Monthly Meeting Minutes
Wednesday, December 16, 2016
9:00 a.m.
Room 205, State House

The Monthly Meeting of the State Investment Commission (SIC) was called to order at 9:03, Wednesday, December 16, 2016 in Room 205, State House.

I. Roll Call of Members

The following members were present: Mr. Robert Benson, Mr. Thomas Fay, Mr. Frank Karpinski, Ms. Sylvia Maxfield, Ms. Paula McNamara, Ms. Marcia Reback, and Treasurer Seth Magaziner.

The following members were absent: Mr. Michael Costello, Ms. Marie Langlois, Mr. Thomas Mullaney.

Also in attendance: Mr. John Burns and Alan Emkin, Pension Consulting Alliance (PCA), general consultants; Mr. Thomas Lynch, Cliffwater LLC, consultant; Ms. Amit Chopra and Ms. Frances Coombes, Western Asset Management; Mr. Claude Athaide and Mr. Kirk Kashevaroff, Mackay Shields; Ms. Mary Beth Syal, Mr. Justin Bullion and Ms. Beth Westvold, Payden & Rygel; Mr. Gregory Balewicz, Ms. Jennifer Bender and Mr. Patrick McDonough, State Street Global Advisors; Mr. Tim Nguyen, Treasury Chief Investment Officer (interim); Ms. Sally Dowling, Adler, Pollock & Sheehan, legal counsel; and other members of the Treasurer's staff.

Treasurer Magaziner called the meeting to order at 9:03 a.m.

II. Approval of Minutes

On a motion by Mr. Fay and seconded by Ms. Reback, it was unanimously **VOTED: to approve the draft minutes of the November 16th, 2016 meeting of the State Investment Commission.**

III. Review and Consideration of Long Duration Investment Policy Statement

The board reviewed the Investment Policy Statement (IPS) language.

Mr. Fay inquired about the index being used, wondering if it covered all government backed agencies. Mr. Emkin replied that it did.

Mr. Benson asked if the board had collectively determined the definition of government backed securities, and what that entails. Mr. Emkin said government backed indicates "good faith and credit", which would include only those securities guaranteed by the government, such as import/export bank bonds and treasuries.

On a motion by Ms. Reback and seconded by Mr. Benson, it was unanimously

VOTED: to approve the Long Duration IPS

IV. Long Duration Manager Recommendation

Mr. Burns reviewed the purpose of long duration U.S. Treasury securities in the portfolio, reminding the board it represents 4% of the new Crisis Risk Offset (CRO) portion of the new asset allocation. After PCA and staff reviewed fixed income managers capable of performing the mandate, as evaluated by the distributed Due Diligence Questionnaire (DDQ), they selected Mackay Shields Asset Management and Western Asset Management (WAMCO) to recommend to the board.

Ms. Coombes gave background on the firm's mission and their approach to the long duration market. She explained they have managed government mandates for thirty years and typically these customized mandates are implemented to offset equity risk or extreme downside crises scenarios. Mr. Chopra spoke to their investment philosophy and the model they created for the portfolio based upon the criteria set forth by staff and PCA. He described WAMCO as a diversified value manager looking for balanced risks.

Mr. Benson suggested that he would only like to see a portfolio composed of treasuries and of fully backed government and guaranteed bonds. The board agreed. The proposed observation will be explicitly stated in the IPS. The board determined although they had approved the Long Duration IPS, they would like to see this specified in the IPS and to be reviewed at the next meeting. Mr. Benson inquired about the manager's capability to add value with just treasuries and other government bonds. Mr. Chopra replied that it was possible. WAMCO representatives will work within any parameters set forth by staff.

The board asked questions.

Mr. Nguyen committed himself and PCA to rework the language of the IPS to include better defined risk parameters and clearly defined restrictions on the types of agencies included in the portfolio to provide at the next meeting for reconsideration.

On a motion by Ms. Maxfield and seconded by Mr. Benson, it was unanimously

VOTED: to approve a commitment of \$150 million to Western Asset Management

After giving a brief overview of the firm and their market approach, Mr. Kashevaroff introduced Mr. Athaide, who handles MacKay's long duration portfolios. He summarized the proposed (duration and curve neutral) portfolio, noting the characteristics of both the suggested portfolio and index. The portfolio would be somewhat passively managed and will be comprised entirely of treasuries. Because the portfolio would be part of the CRO program, he addressed its risk characteristics and provided analyses as to how the suggested portfolio would perform under various scenarios.

The board asked questions.

On a motion by Ms. Reback and seconded by Mr. Benson, it was unanimously

VOTED: to approve investment of \$150 million in Mackay Shields

V. Cash Sweep Manager Recommendation

Mr. Nguyen explained the purpose of a cash sweep manager, noting the new allocation has a 3% cash position equating to approximately \$250 million. Having a cash sweep manager would allow for a more

systematic way to manage the inflow and outflow of cash as well as generate some return from the mandate with minimal risk.

Mr. Burns then summarized the review process of the manager proposals and how PCA and staff determined their recommendation of Payden & Rygel. If approved, they would setup necessary accounts and finalize necessary contracts in January.

Mr. Bullion presented background on the firm.

Ms. Syal then described their goal to work to beat the benchmark on a return net of fee basis while having a lower volatility of return with a lower risk profile. Under these assumptions, she set the expectation on the proposed portfolio of having a minimum return of 110% of the benchmark net of fee and a goal of no negative return years. She added they do not simply have an eye toward yield; they work to protect against downturns. She summarized the portfolio's proposed guidelines and principals, and structure as well as the possible benchmark choices.

The board asked questions.

On a motion by Ms. Reback and seconded by Ms. McNamara, it was
VOTED: to engage Payden & Rygel as Cash Sweep Manager

Mr. Fay recused himself from the vote.

VI. Encap Fund Private Equity Recommendation

Mr. Lynch reviewed the pension's current investments with Encap. The ERSRI is in both Encap's Fund IX and Fund X. He recapped the investment mission, operation and philosophy of Encap, and discussed their performance. He also noted that Encap maintains an Environmental, Social and Governance (ESG) policy, reporting on the adherence of that policy to investors. Ms. Reback asked if that means they use fracking technology and Mr. Lynch confirmed they do.

Ms. McNamara commented the \$50 million recommendation is higher than it has been in the past and asked Mr. Lynch to explain. He stated there is the larger allocation to private equity, 60% more than it had been previously, and instead of looking to invest smaller amounts with additional firms, the approach will be to invest more dollars with targeted, high-performing firms.

The board asked questions.

On a motion by Mr. Benson and seconded by Ms. McNamara, it was
VOTED: to authorize an additional \$50 million investment with the Encap private equity program

Ms. Reback opposed the motion.

VII. Southvest Fund Private Equity Recommendation

Mr. Lynch indicated that the SIC had approved Southvest Fund VII for a \$30 million investment in March 2016. He summarized the firm's mission as well as its activities in the months since approval. He recommended to increase the commitment, noting the larger allocation to private equity under the new asset allocation.

The board asked questions.

On a motion by Mr. Fay and seconded by Ms. Maxfield, it was unanimously

VOTED: to authorize an additional \$7.5 million investment in Southvest's private equity program

VIII. QVM Update and Review

Treasurer Magaziner reminded the board of the customized QVM (quality, value, momentum) strategy and its purpose as this is the first formal update since its implementation last year. Ms. Bender explained the construction of the portfolio, which scores securities based on their factor characteristics, as well as its metrics.

Mr. McDonough spoke about the market conditions and how that affected the QVM performance.

Mr. Balewicz stated that QVM is kept in a tight tracking error and is performing as expected. Addressing how the portfolio relates to the new CRO approach, he explained the portfolio is defensive in nature, with one of its characteristics being an improved Sharpe ratio over key market cap indices by having less of a draw down effect. Since inception, the strategy has outperformed the market cap index.

The board asked questions.

IX. Consideration of 2017 meeting schedule

The board reviewed the provisional schedule for next year's meetings and without any questions,

On a motion by Mr. Fay and seconded by Ms. McNamara, it was unanimously

VOTED: to approve the 2017 SIC meeting schedule

X. Legal Counsel Report

There was no legal counsel report.

XI. Chief Investment Officer Report

Mr. Nguyen provided an overview of October performance numbers as these were not available at the previous meeting. He began by summarizing the overall market, noting that both bonds and stocks had moderate sell offs. October was a weaker month for global bond markets but government bonds were sharply higher overall. U.S. equities fell amid uncertainty ahead of the election and an expected rate hike in December. Emerging markets continued to perform well. Among the best industry performers were independent energy and oil field services. Some underperforming industries included pharmaceuticals and healthcare.

As it relates to the portfolio, the portfolio declined by 0.86%, which outperformed both the benchmark and the 60/40 benchmark, ending the month at \$7.7 billion. For the calendar year, the total portfolio decreased by \$5.2 million with portfolio gains of \$312.8 million offset by \$318 million in pension payments.

Mr. Nguyen also informed the board that the office had recently hired an investment analyst, Michael Villapiano, who was present at the meeting and was introduced to the board. A new investment intern was also hired for the spring semester. Both the analyst and intern are scheduled to begin their duties in January.

XII. Treasurer's General Comments

Treasurer Magaziner thanked the board for their time.

There being no other business to come before the Board, on a motion by Mr. Fay and seconded by Ms. Maxfield the meeting adjourned at 11:36 a.m.

Respectfully submitted,

**Seth Magaziner,
General Treasurer**

Section III.

Staff Summary

Portfolio Highlights

PORTFOLIO PERFORMANCE

December 2016

Global markets ended 2016 on a (mostly) positive note. Last month's big winner: US and Global Equities all advanced. December's biggest loser: Equity oriented hedge funds and Inflation-Linked Treasuries. Equity Hedge funds earned 0.24% of positive return versus its respective index which earned 0.86% of positive return. Inflation-linked Treasuries did not benefit from the steepening of yield curves and higher interest rate, posing a positive 0.04% return vs its index which returned a positive 0.11%.

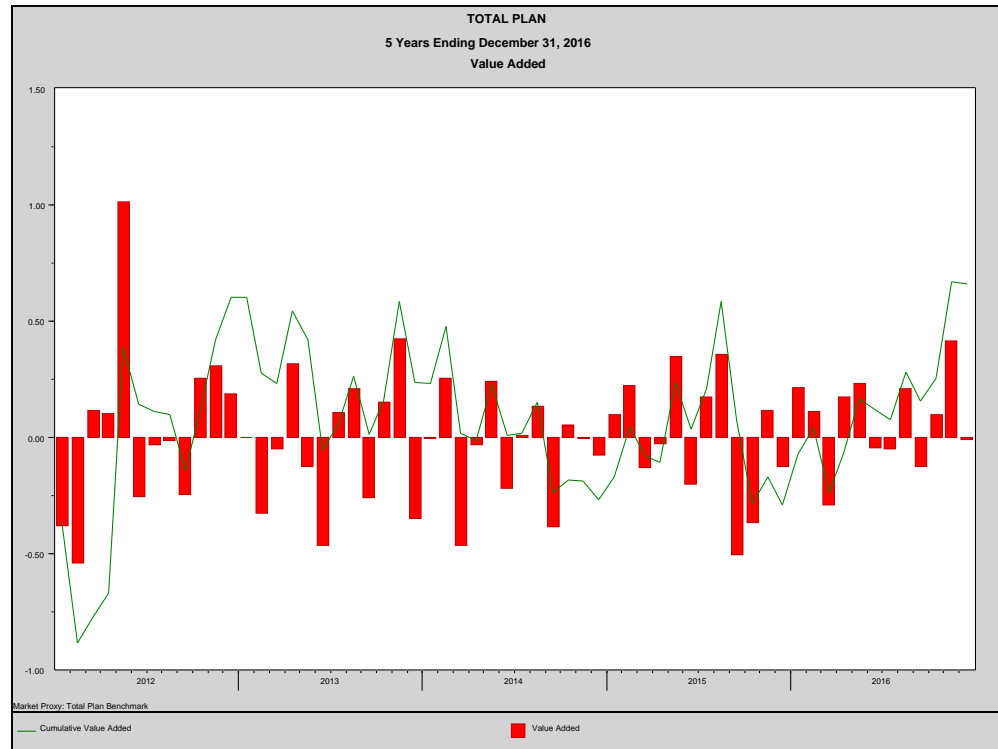
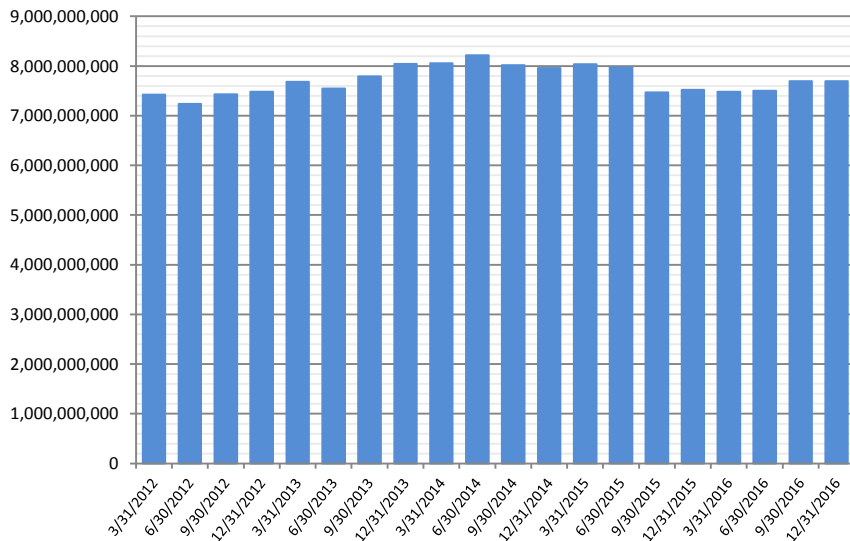
As such, for the month, the total portfolio value increased by approximately \$92.1 million to rest at \$7.7 billion. The month's increase comes from \$102.3 million of positive investment performance and \$10.2 million of transfers to meet pension payroll in excess of pension contributions. On a percentage basis, the portfolio increased 1.35%, matching both the plan benchmark and basic 60% global equity/40% fixed income allocation. Calendar year-to-date, the total portfolio value has increased by \$175.7 million, with portfolio gains of \$537.9 million offset by \$362.2million in pension payments. The portfolio's 7.35% investment gain exceeds the benchmark's 6.34% and the 60/40 allocation's 5.92% return.

Fiscal year-to-date, the total portfolio has increased by \$195.4 million, with portfolio gains of \$339.5 million offset by \$144.1 million in pension payments. The portfolio's 4.57% return exceeded the 4.01% benchmark and well surpassed the 2.86% 60/40 return.

From a quarterly perspective, investors witnessed government bond yields rising amid expectations for higher inflation after the US election victory for Donald Trump. Eurozone equities also made gains, with financial stocks performing well due to an extended quantitative easing program by the European Central Bank. Government bond yields moved higher and yield curves steepened in this quarter. Global corporate bonds were negatively affected.

Over a 3-year time frame and when comparing against a 60/40 portfolio, the ERSRI portfolio outperformed at 3.82% while the 60/40 portfolio earned 3.26%. Over a 5-year time frame, the ERSRI portfolio earned 7.50%, outperforming the 60/40 portfolio which posted 6.63%.

GRAND TOTAL - Market Value



Account Name Benchmark Name	Market Value (M)	Month	Fiscal YTD
US Public Equity	1,320.38	1.95	8.80
Non-US Public Equity	1,107.36	2.38	5.73
Equity Hedge Funds	571.20	0.24	3.25
Private Equity	543.28	0.27	4.39
Traditional Fixed Income	973.67	0.24	-2.07
Real Estate	555.30	0.45	4.52
Real Return Hedge Funds	515.68	1.03	5.38
Publicly Traded Infrastructure	181.18	3.71	5.82
Priv Listed Infrastructure	109.40	1.21	5.98
Credit Aggregate	422.58	1.49	5.00
Inflation-Linked Bonds	246.20	0.04	-0.98
Total Cash	48.33	0.03	0.30
TOTAL PLAN	7,696.01	1.35	4.57



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

Seth Magaziner

General Treasurer

January 18, 2017

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 December 31, 2016.

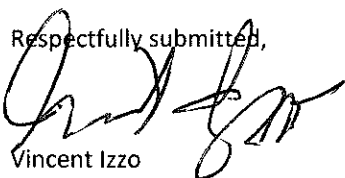
Employees' Retirement System of Rhode Island
Composite Reporting Investment Valuation
December 31, 2016

Asset Class		Base Market Value
Grand Total		7,696,009,111
CASH EQUIVALENT*		125,383,250
EQUITY HEDGE FUNDS**		569,750,410
GLOBAL PUBLIC EQUITY		3,501,180,877
CREDIT		407,271,084
INFLATION-LINKED BDS		237,154,798
PRIVATE EQUITY**		535,971,841
REAL ESTATE**		555,304,263
REAL RET HEDGE FUNDS**		515,274,989
INFRASTRUCTURE**		287,966,679
US TRADITIONAL FIXED		960,750,920

Plan Allocations	%	Base Market Value
Grand Total	100.00%	7,696,009,111
STATE EMP RET PLAN	75.67%	5,796,939,296
MUNI EMP RET PLAN	17.94%	1,391,114,083
TEACHER'S SURVIVOR BENEFIT	3.80%	294,646,866
STATE POLICE RET PL	1.55%	121,105,543
JUDICIAL RET PLAN	0.81%	63,117,828
NON-CONTRIB JUD RET	0.01%	614,301
NON-CONT ST POL RET	0.22%	28,471,194

* 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 five 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 Izzo
Investment Accounting Manager

Section IV.

Asset Allocation

Asset Summary

Balance Date: 12/30/2016



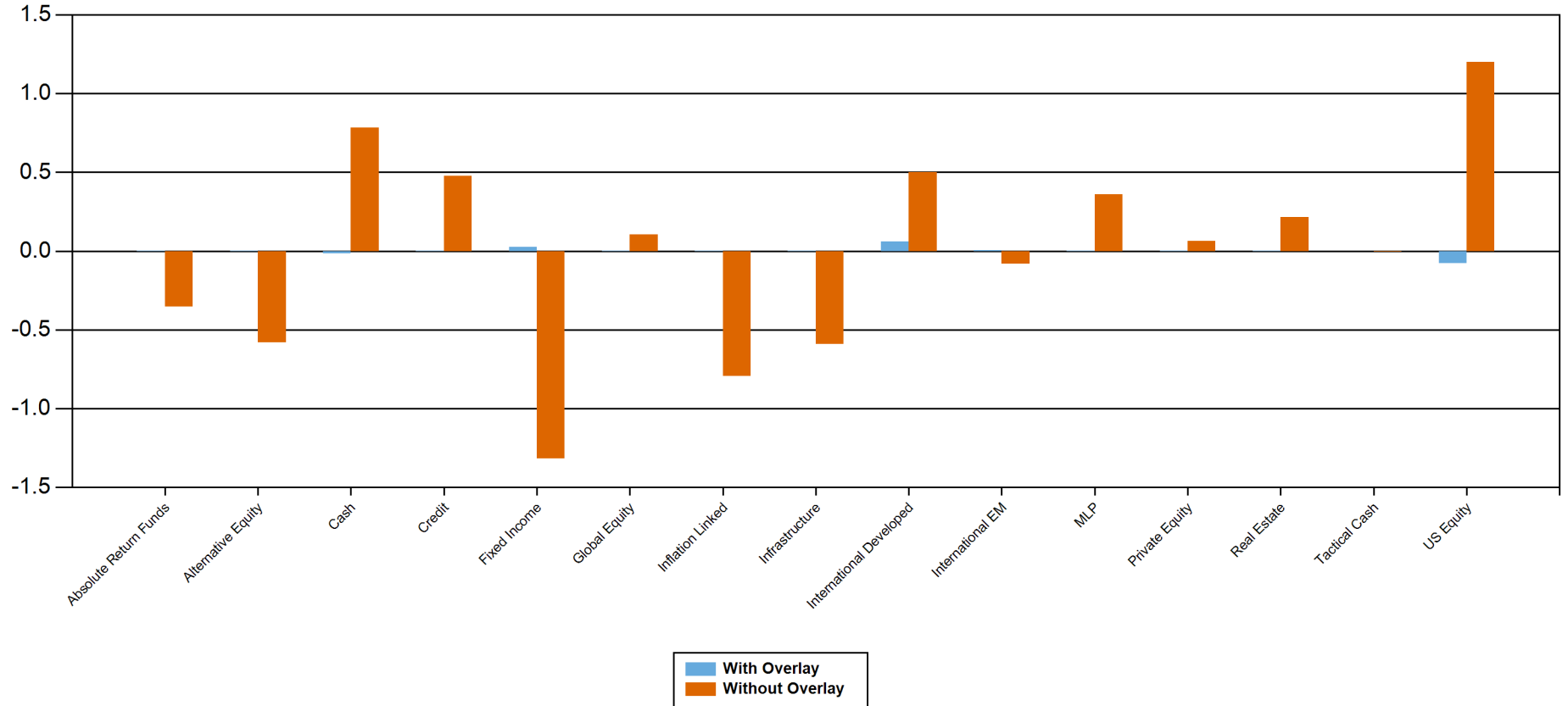
<u>Asset Class</u>	<u>Physical Exposure</u>		<u>Synthetic Exposure</u>		<u>Net Position</u>		<u>Overlay Target</u>		<u>Policy Target</u>	
Total Market Value	7,678.4	100.0 %	0.0	0.0 %	7,678.4	100.0 %	7,678.5	100.0 %	7,678.5	100.0 %
Cash	60.3	0.8 %	-55.5	-0.7 %	4.8	0.1 %	6.0	0.1 %	0.0	0.00 %
Cash	60.3	0.8 %	-55.5	-0.7 %	4.8	0.1 %	6.0	0.1 %	0.0	0.00 %
Equity	4,623.5	60.2 %	-56.6	-0.7 %	4,566.9	59.5 %	4,567.8	59.5 %	4,530.3	59.00 %
Alternative Equity	569.8	7.4 %	0.0	0.0 %	569.8	7.4 %	569.8	7.4 %	614.3	8.00 %
Global Equity	1,083.1	14.1 %	0.0	0.0 %	1,083.1	14.1 %	1,083.1	14.1 %	1,075.0	14.00 %
International Developed	806.4	10.5 %	-10.9	-0.1 %	795.5	10.4 %	790.8	10.3 %	767.8	10.00 %
International EM	301.0	3.9 %	15.7	0.2 %	316.6	4.1 %	316.3	4.1 %	307.1	4.00 %
Private Equity	542.5	7.1 %	0.0	0.0 %	542.5	7.1 %	542.5	7.1 %	537.5	7.00 %
US Equity	1,320.8	17.2 %	-61.4	-0.8 %	1,259.3	16.4 %	1,265.3	16.5 %	1,228.5	16.00 %
Fixed	973.8	12.7 %	112.1	1.5 %	1,086.0	14.1 %	1,083.9	14.1 %	1,075.0	14.00 %
Fixed Income	973.8	12.7 %	112.1	1.5 %	1,086.0	14.1 %	1,083.9	14.1 %	1,075.0	14.00 %
Other	2,020.8	26.3 %	0.0	0.0 %	2,020.8	26.3 %	2,020.8	26.3 %	2,073.2	27.00 %
Absolute Return Funds	510.4	6.6 %	0.0	0.0 %	510.4	6.6 %	510.4	6.6 %	537.5	7.00 %
Credit	420.7	5.5 %	0.0	0.0 %	420.7	5.5 %	420.7	5.5 %	383.9	5.00 %
Inflation Linked	246.2	3.2 %	0.0	0.0 %	246.2	3.2 %	246.2	3.2 %	307.1	4.00 %
Infrastructure	108.1	1.4 %	0.0	0.0 %	108.1	1.4 %	108.1	1.4 %	153.6	2.00 %
MLP	181.2	2.4 %	0.0	0.0 %	181.2	2.4 %	181.2	2.4 %	153.6	2.00 %
Real Estate	554.1	7.2 %	0.0	0.0 %	554.1	7.2 %	554.1	7.2 %	537.5	7.00 %
Tactical Cash	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %	0.0	0.00 %

Asset Summary

Balance Date: 12/30/2016



Percent Deviation from Overlay Target



Total Absolute Notional Value: 200.1 (USD)

Asset Summary

Balance Date: 12/30/2016



<u>Manager</u>	<u>Total Market Value</u>		<u>Equity Market Value</u>		<u>Fixed Market Value</u>		<u>Other Market Value</u>		<u>Cash Balance</u>	
Total Assets	7,678.5	100.0 %	4,623.5	60.2 %	973.8	12.7 %	2,020.8	26.3 %	60.3	0.8 %
Cash	60.3	0.8 %	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %	60.2	0.8 %
Cash Acct (Pooled Trust)	42.1	0.5 %	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %	42.0	0.5 %
Municipal EE's Retirement Plan	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %
Russell Overlay	18.2	0.2 %	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %	18.2	0.2 %
State EE's Retirement Plan	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %
Tactical Cash-offset Template	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %
Equity	4,623.6	60.2 %	4,623.5	60.2 %	0.0	0.0 %	0.0	0.0 %	0.1	0.0 %
Alternative Equity	569.8	7.4 %	569.8	7.4 %	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %
Ascend Partners Fund II, LP	68.3	0.9 %	68.3	0.9 %	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %
Davidson Kempner	80.3	1.0 %	80.3	1.0 %	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %
Elliot Associates, LP	94.3	1.2 %	94.3	1.2 %	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %
ESG	38.2	0.5 %	38.2	0.5 %	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %
Indus Asia Pacific Fund	0.3	0.0 %	0.3	0.0 %	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %
Luxor Capital Partners	5.3	0.1 %	5.3	0.1 %	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %
PFM Diversified Fund LP	77.9	1.0 %	77.9	1.0 %	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %
Samlyn Onshore Fund LP	107.1	1.4 %	107.1	1.4 %	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %
Viking Global Equities	98.2	1.3 %	98.2	1.3 %	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %
Global Equity	1,083.2	14.1 %	1,083.1	14.1 %	0.0	0.0 %	0.0	0.0 %	0.1	0.0 %
Global Equity Transition	0.1	0.0 %	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %	0.1	0.0 %
SSGA Global Fundamental Dev LC	1,083.1	14.1 %	1,083.1	14.1 %	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %
International Developed	806.4	10.5 %	806.4	10.5 %	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %
SSgA MSCI Canada	102.7	1.3 %	102.7	1.3 %	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %
SSgA MSCI EAFE	703.6	9.2 %	703.6	9.2 %	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %
International EM	301.0	3.9 %	301.0	3.9 %	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %
SSgA Emerging Mkts	301.0	3.9 %	301.0	3.9 %	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %
Private Equity	542.5	7.1 %	542.5	7.1 %	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %
Combined Private Equity	542.5	7.1 %	542.5	7.1 %	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %
US Equity	1,320.4	17.2 %	1,320.4	17.2 %	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %
Rhode Island Transition Acct	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %
SSgA Russell 3000	1,320.4	17.2 %	1,320.4	17.2 %	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %
US Large Cap	0.4	0.0 %	0.4	0.0 %	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %
Shott Capital	0.4	0.0 %	0.4	0.0 %	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %
Fixed	973.8	12.7 %	0.0	0.0 %	973.8	12.7 %	0.0	0.0 %	0.0	0.0 %
Fixed Income	973.8	12.7 %	0.0	0.0 %	973.8	12.7 %	0.0	0.0 %	0.0	0.0 %
MacKay Shields Core	482.3	6.3 %	0.0	0.0 %	482.3	6.3 %	0.0	0.0 %	0.0	0.0 %
Pyramis Core	491.6	6.4 %	0.0	0.0 %	491.6	6.4 %	0.0	0.0 %	0.0	0.0 %
Other	2,020.8	26.3 %	0.0	0.0 %	0.0	0.0 %	2,020.8	26.3 %	0.0	0.0 %
Tactical Cash	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %
Tactical Cash Template	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %

Asset Summary

Balance Date: 12/30/2016

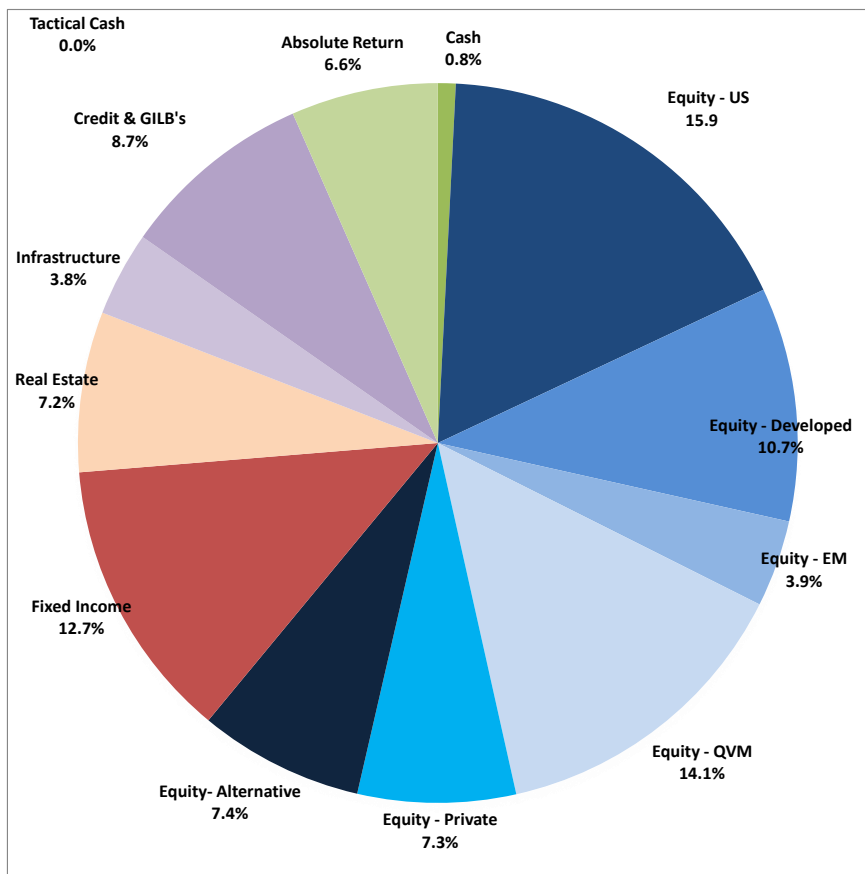


<u>Manager</u>	<u>Total Market Value</u>		<u>Equity Market Value</u>		<u>Fixed Market Value</u>		<u>Other Market Value</u>		<u>Cash Balance</u>	
Absolute Return Funds	510.4	6.6 %	0.0	0.0 %	0.0	0.0 %	510.4	6.6 %	0.0	0.0 %
Brevan Howard LP	80.5	1.0 %	0.0	0.0 %	0.0	0.0 %	80.5	1.0 %	0.0	0.0 %
Brigade Levered Capital	59.9	0.8 %	0.0	0.0 %	0.0	0.0 %	59.9	0.8 %	0.0	0.0 %
Capula Global Relative Value	66.8	0.9 %	0.0	0.0 %	0.0	0.0 %	66.8	0.9 %	0.0	0.0 %
Claren Road Cr Fund	5.9	0.1 %	0.0	0.0 %	0.0	0.0 %	5.9	0.1 %	0.0	0.0 %
D.E. Shaw Composite Fund	96.3	1.3 %	0.0	0.0 %	0.0	0.0 %	96.3	1.3 %	0.0	0.0 %
Graham Global	60.6	0.8 %	0.0	0.0 %	0.0	0.0 %	60.6	0.8 %	0.0	0.0 %
Oz Domestic Partners II	105.3	1.4 %	0.0	0.0 %	0.0	0.0 %	105.3	1.4 %	0.0	0.0 %
Winton Futures Ltd Fund	35.3	0.5 %	0.0	0.0 %	0.0	0.0 %	35.3	0.5 %	0.0	0.0 %
Credit	420.7	5.5 %	0.0	0.0 %	0.0	0.0 %	420.7	5.5 %	0.0	0.0 %
PIMCO	214.0	2.8 %	0.0	0.0 %	0.0	0.0 %	214.0	2.8 %	0.0	0.0 %
WAMCO	206.7	2.7 %	0.0	0.0 %	0.0	0.0 %	206.7	2.7 %	0.0	0.0 %
Inflation Linked	246.2	3.2 %	0.0	0.0 %	0.0	0.0 %	246.2	3.2 %	0.0	0.0 %
Brown Brothers Harriman-GILBS	246.2	3.2 %	0.0	0.0 %	0.0	0.0 %	246.2	3.2 %	0.0	0.0 %
Infrastructure	108.1	1.4 %	0.0	0.0 %	0.0	0.0 %	108.1	1.4 %	0.0	0.0 %
Combined Priv. Infrastructure	108.1	1.4 %	0.0	0.0 %	0.0	0.0 %	108.1	1.4 %	0.0	0.0 %
Infrastructure	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %
MLP	181.2	2.4 %	0.0	0.0 %	0.0	0.0 %	181.2	2.4 %	0.0	0.0 %
Harvest Fund Advisor	181.2	2.4 %	0.0	0.0 %	0.0	0.0 %	181.2	2.4 %	0.0	0.0 %
Real Estate	554.1	7.2 %	0.0	0.0 %	0.0	0.0 %	554.1	7.2 %	0.0	0.0 %
Combined Real Estate	554.1	7.2 %	0.0	0.0 %	0.0	0.0 %	554.1	7.2 %	0.0	0.0 %

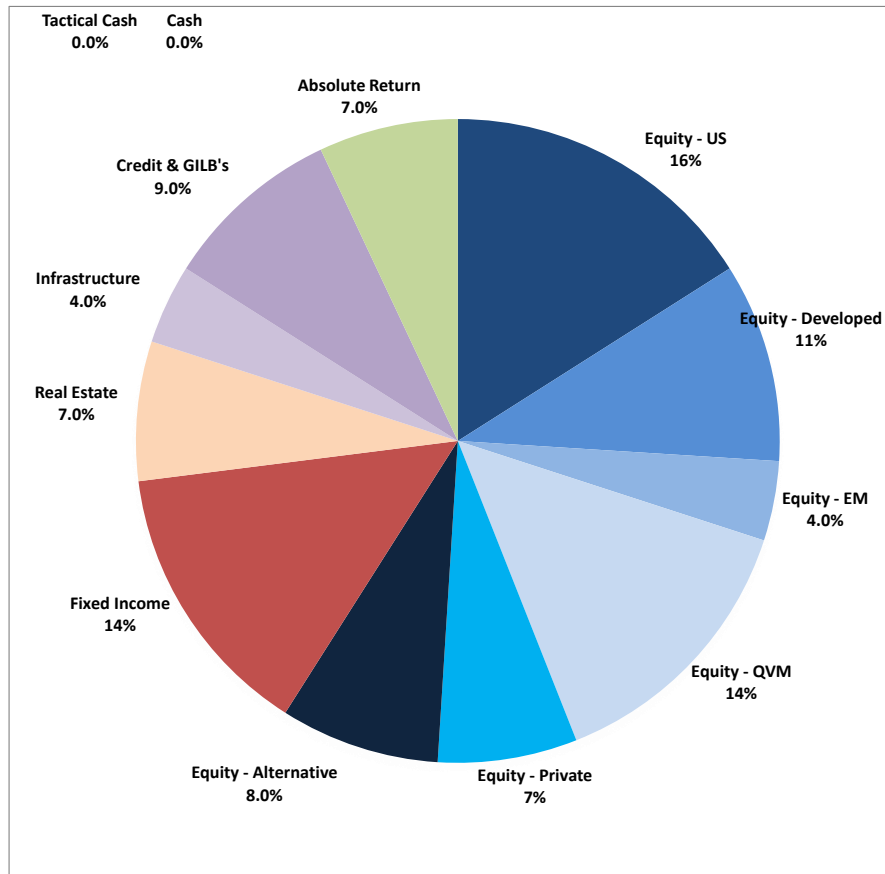
ERSRI Portfolio

%%% - as of December 31, 2016

Actual Allocation



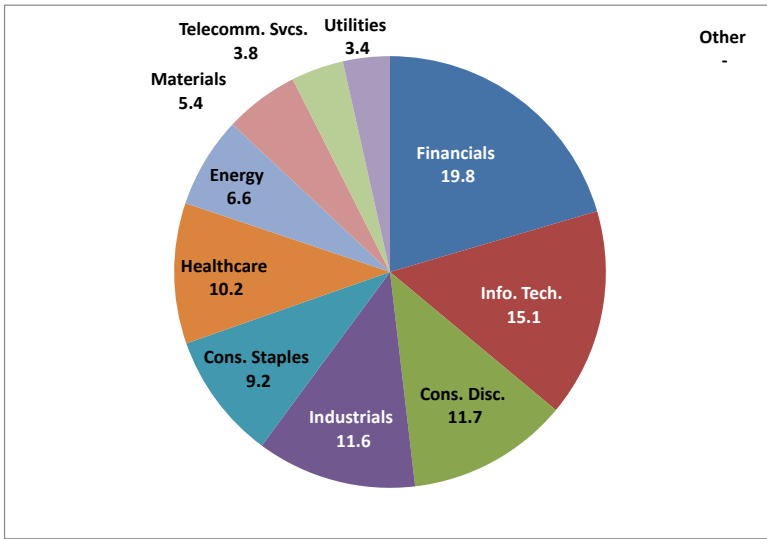
Policy Allocation



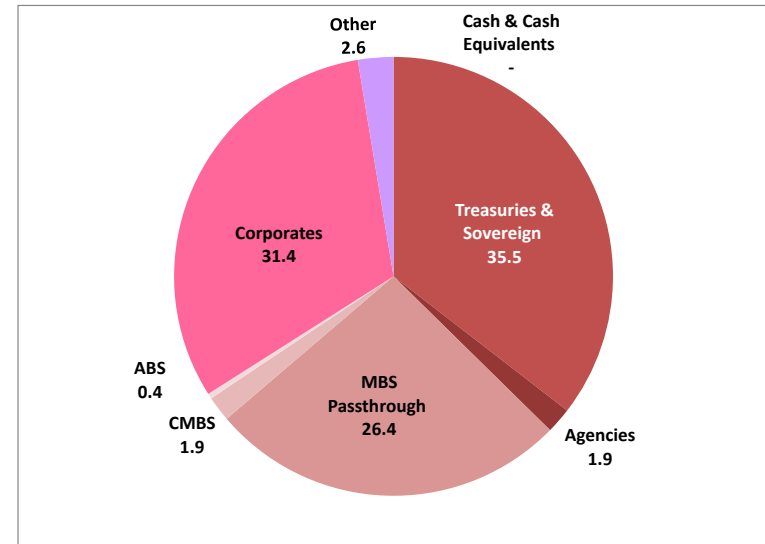
ERSRI Asset Allocation Public-Asset Portfolios

%% - as of December 31, 2016

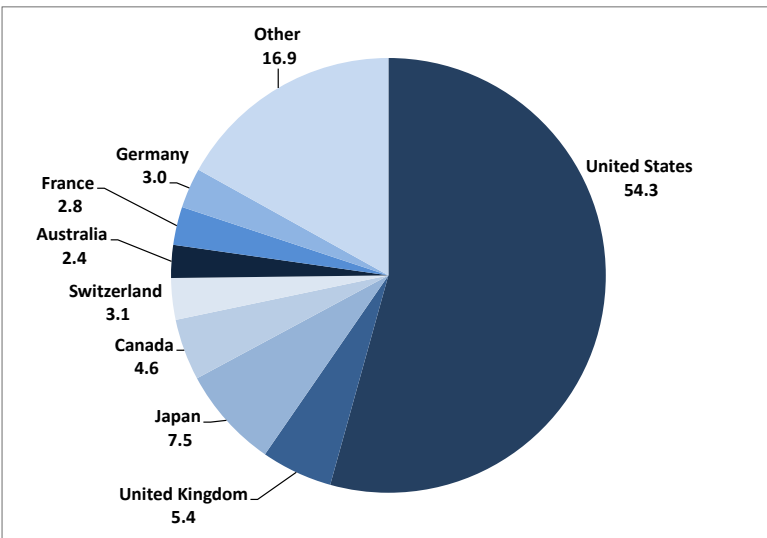
Global Public Equity - by Industry Sector



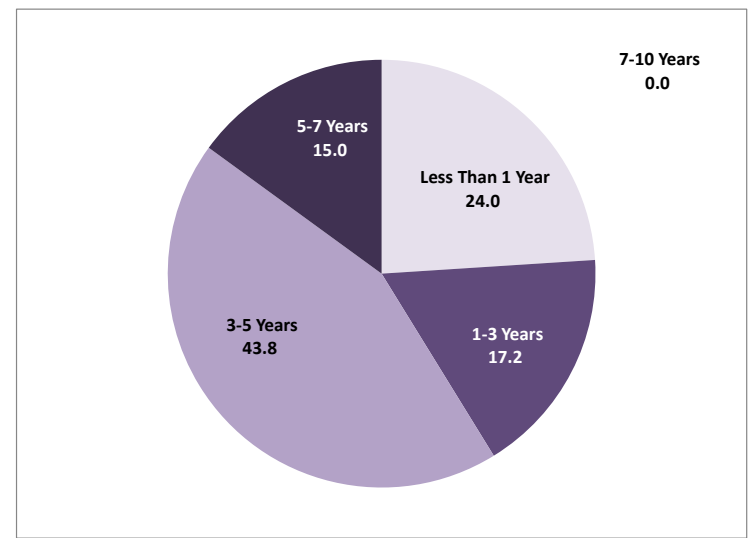
Core Fixed Income - by Type



Global Public Equity - by Geography



Inflation-Linked Bonds - by Duration



Section V.

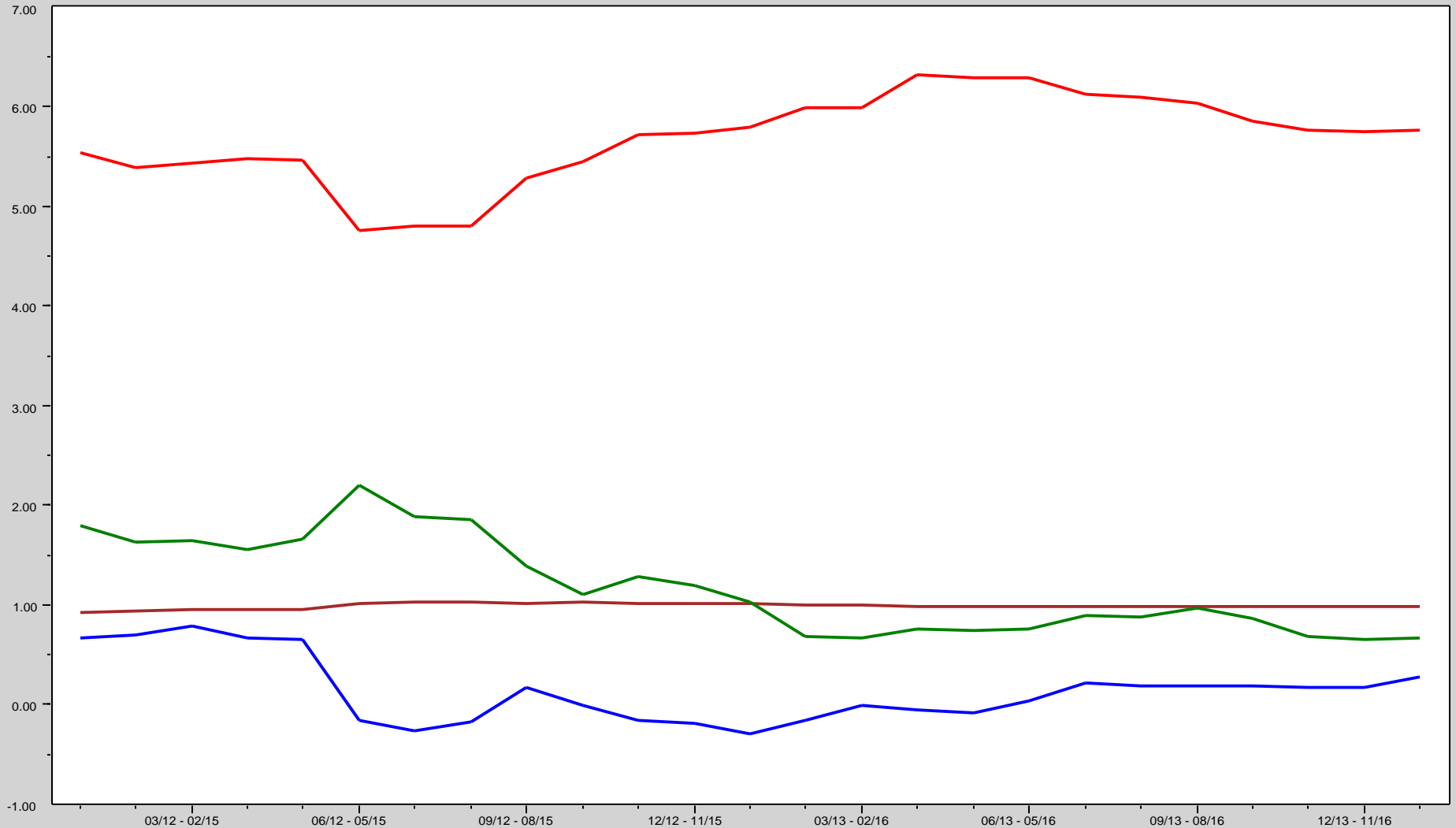
Risk Overview

Historical Risk - Three Year Rolling Periods

TOTAL PLAN

5 Years Ending December 31, 2016

Trend



Market Proxy: Total Plan Benchmark; Risk-Free Proxy: BofA Merrill Lynch 3 Month US Treasury Bill GOO1

Ann Std Dev Ann Sharpe Ratio Ann Alpha Beta

Risk Exposures

3 Years Ending December 31, 2016

	Annualized Return	Ann Std Dev	Beta (ACWI)	Beta (BC AGG)	Beta (GSCI)	Beta (CPI)
US Public Equity	8.52	10.86	0.92	-0.44	0.14	0.95
Non-US Public Equity	-1.57	12.47	1.08	0.14	0.27	2.52
Equity Hedge Funds	0.94	4.37	0.21	-0.25	0.04	0.70
Private Equity	8.09	5.27	-0.01	-0.31	0.08	1.93
Traditional Fixed Income	3.07	2.95	0.01	0.98	-0.02	-0.03
Real Estate	11.61	2.29	0.02	0.26	-0.02	-0.43
Real Return Hedge Funds	4.17	2.74	0.07	-0.08	0.00	-0.03
Inflation-Linked Bonds	1.78	2.60	0.03	0.71	0.01	0.40
Cash	0.68	0.37	0.00	-0.01	-0.00	-0.04
Russell Overlay Fd	0.01	0.09	-0.00	-0.00	-0.00	-0.03
TOTAL PLAN	3.82	5.77	0.52	0.04	0.11	1.08

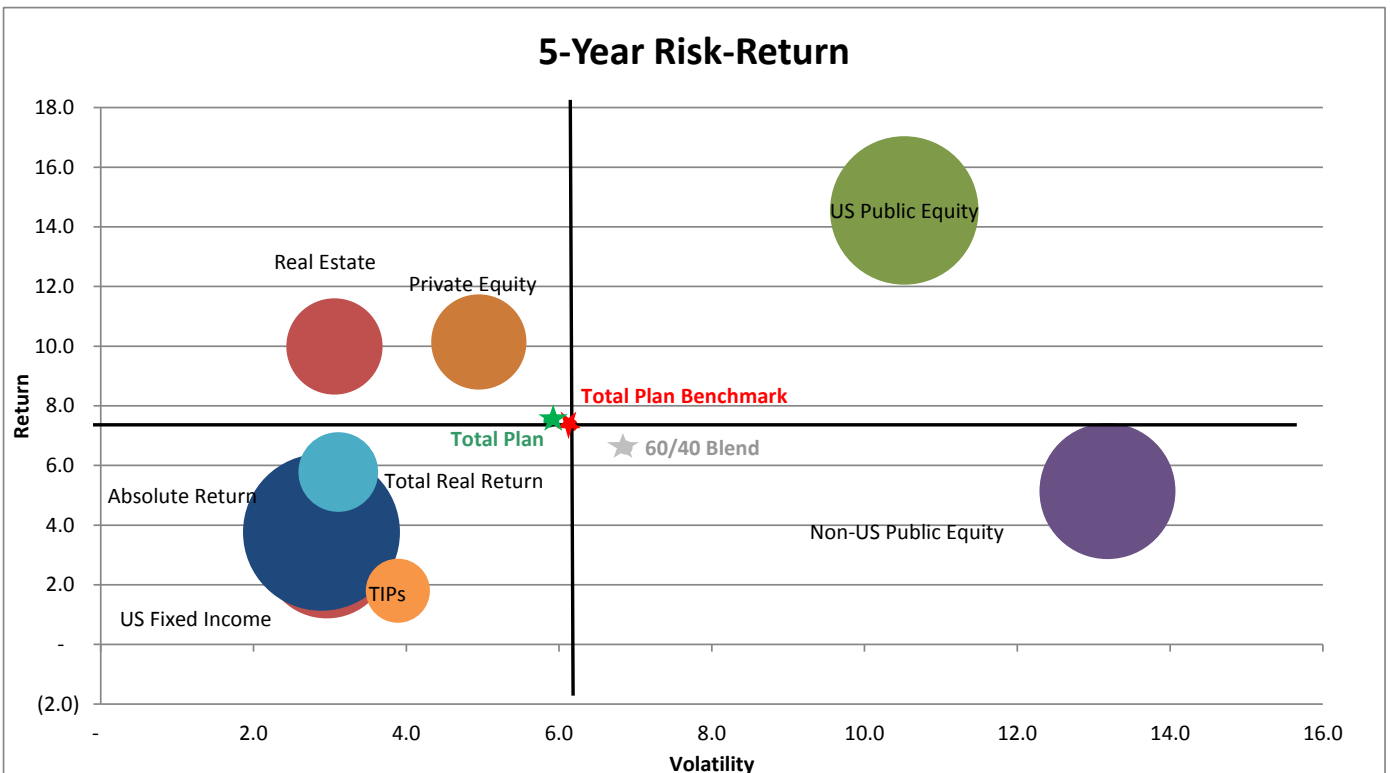
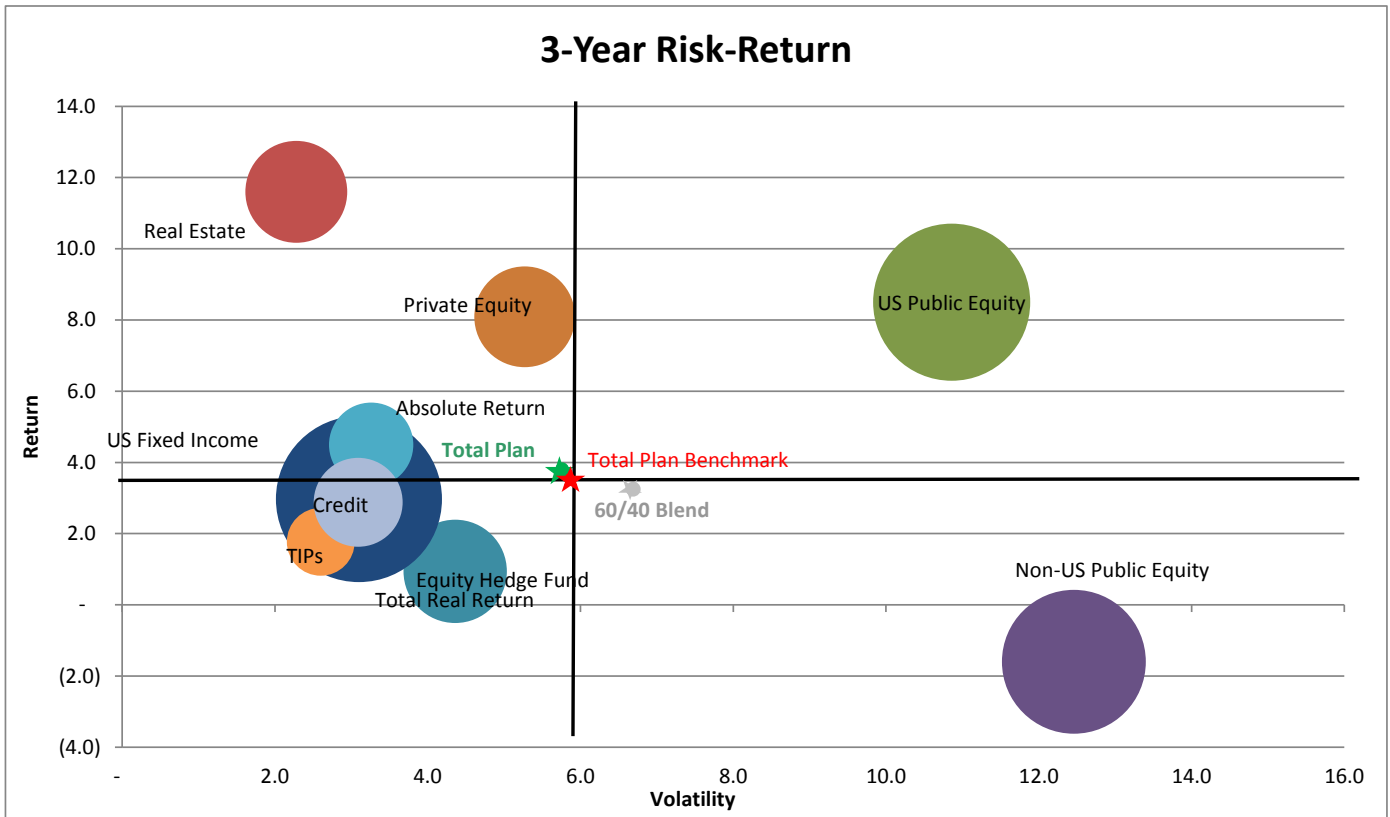
5 Years Ending December 31, 2016 Comparison

	TOTAL PLAN	Total Plan Benchmark	60/40 Blend
Ann Return	7.50	7.36	6.63
Ann Ex Ret vs Mkt	0.13		
Ann Tracking Error	0.95		
Ann Std Dev	5.88	6.16	6.88
Beta	0.94		
R-Squared	0.98		
Ann Alpha	0.52		
Ann Sharpe Ratio	1.24	1.17	0.95

ERSRI Portfolio

% - as of December 31, 2016

Bubble-Size Scaled based on Current Allocations



3 Years Ending December 31, 2016

Correlation

Ann Return

	US Pub EQ	Non-US Pub EQ	Eq HF	PE	FI	RE	RR HF	TIPS	Cash	Overlay	Total
US Pub	1.00										
Non-US P	0.81	1.00									
Eq HF	0.56	0.47	1.00								
PE	0.01	-0.02	-0.03	1.00							
FI	-0.04	0.14	-0.12	-0.19	1.00						
RE	0.07	0.14	0.03	-0.27	0.33	1.00					
RR HF	0.35	0.24	0.58	-0.10	-0.05	-0.12	1.00				
TIPS	-0.03	0.26	-0.19	-0.11	0.84	0.29	-0.04	1.00			
Cash	0.15	0.10	0.09	-0.10	-0.08	-0.26	0.14	-0.24	1.00		
Overlay	-0.22	-0.18	-0.34	-0.07	-0.10	0.09	-0.14	-0.10	0.00	1.00	
Total	0.93	0.95	0.58	0.04	0.12	0.12	0.36	0.18	0.12	-0.23	1.00
Tot BM	0.93	0.96	0.54	-0.01	0.12	0.11	0.30	0.19	0.12	-0.21	0.99

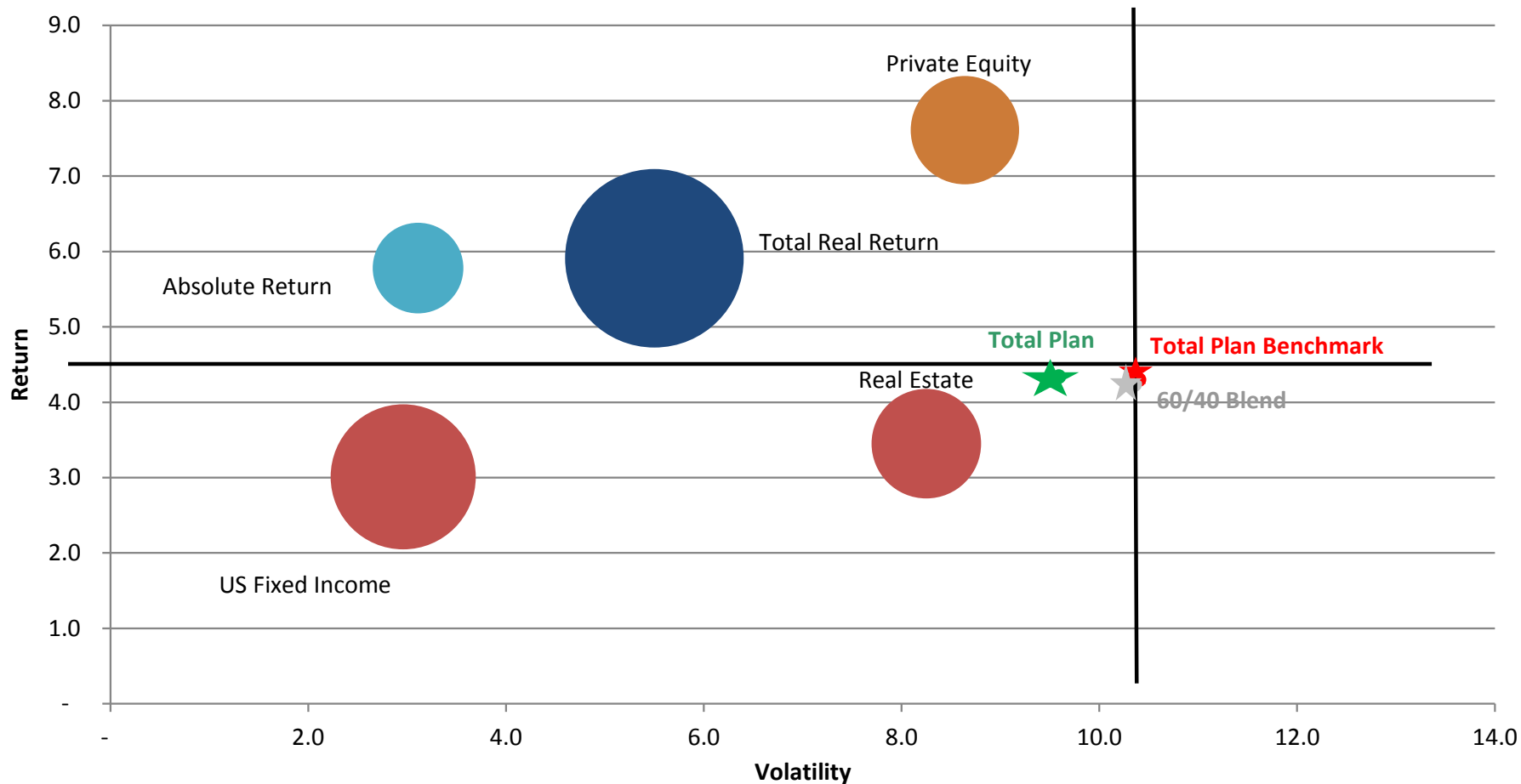
5 Years Ending December 31, 2016

Correlation

Ann Return

	US Pub Eq	Non-US Pub Eq	Eq HF	PE	FI	RE	RR HF	TIPS	Cash	Overlay	Total
US Pub	1.00										
Non-US P	0.81	1.00									
Eq HF	0.66	0.54	1.00								
PE	0.10	0.07	0.05	1.00							
FI	0.01	0.25	-0.08	-0.19	1.00						
RE	0.17	0.25	0.01	-0.02	0.29	1.00					
RR HF	0.39	0.31	0.61	-0.10	0.06	0.02	1.00				
TIPS	-0.01	0.23	-0.06	-0.16	0.80	0.24	0.16	1.00			
Cash	0.06	0.02	-0.03	-0.12	-0.05	-0.04	0.07	-0.14	1.00		
Overlay	0.21	0.29	0.12	0.05	-0.06	0.18	0.11	-0.02	-0.07	1.00	
Total	0.93	0.95	0.65	0.12	0.22	0.25	0.41	0.20	0.03	0.25	1.00
Tot BM	0.92	0.96	0.62	0.07	0.21	0.23	0.36	0.16	0.02	0.29	0.99

10-Year Risk-Return



10 Years Ending December 31, 2016
Correlation

Ann Return

	US Pub Eq	Non-US Pub Eq	Eq HF	PE	FI	RE	RR HF	TIPS	Cash	Total	Tot BM
US Pub Eq	---										
Non-US P	---	---									
Eq HF	---	---	---								
PE	---	---	---	1.00							
FI	---	---	---	-0.04	1.00						
RE	---	---	---	0.31	-0.17	1.00					
RR HF	---	---	---	---	---	---	---				
TIPS	---	---	---	---	---	---	---	---			
Cash	---	---	---	0.16	0.04	0.16	---	---	1.00		
Total	---	---	---	0.22	0.45	0.01	---	---	-0.01	1.00	
Tot BM	---	---	---	0.15	0.45	-0.02	---	---	0.00	0.99	1.00

Section VI.

Performance Overview

TOTAL NET OF FEES

12/31/2016

Account Name Benchmark Name	Market Value	% of Total	Month	YTD	Fiscal YTD	Annualized				ITD	Inception Date
						1 Year	3 Years	5 Years	10 Years		
SSGA R3000 INDEX <i>Russell 3000 Index</i>	1,320,382,526	17	1.95	12.84	8.80	12.84	8.52			13.46	10/1/2012
			1.95	12.74	8.79	12.74	8.43			13.41	10/1/2012
US Public Equity <i>Russell 3000 Index</i>	1,320,382,600	17	1.95	12.84	8.80	12.84	8.52	14.56		7.14	8/1/2007
			1.95	12.74	8.79	12.74	8.43	14.67		7.14	8/1/2007
SSGA MSCI EAFE <i>MSCI EAFE Net Dividend Index</i>	703,647,778	9	3.42	1.28	5.74	1.28	-1.34			6.19	9/1/2012
			3.42	1.00	5.67	1.00	-1.60			5.93	9/1/2012
SSGA MSCI CANADA <i>MSCI Canada Net Dividend Index</i>	102,712,376	1	1.83	25.24	8.51	25.24	-0.80			1.92	9/1/2012
			1.76	24.56	8.26	24.56	-1.39			1.29	9/1/2012
SSGA MSCI EM <i>MSCI Emerging Markets Net Dividend Index</i>	300,950,735	4	0.21	10.82	4.36	10.82	-2.81			0.00	9/1/2012
			0.22	11.19	4.49	11.19	-2.55			0.20	9/1/2012
Non-US Public Equity <i>Total International Equity BM</i>	1,107,362,074	14	2.38	5.01	5.73	5.01	-1.57	5.15		7.45	5/1/2009
			2.56	4.50	5.57	4.50	-1.78	4.95		6.63	5/1/2009
QVM Tilt <i>MSCI World Net Dividend Index</i>	1,082,894,792	14	2.40	7.58	6.68	7.58				10.92	10/1/2015
			2.39	7.51	6.81	7.51				10.60	10/1/2015
Global Public Equity <i>MSCI All Country World Net Index</i>	3,510,639,466	46	2.23	8.78	7.09	8.78	3.45	10.08	4.34	3.92	7/1/2000
			2.16	7.86	6.55	7.86	3.13	9.36	3.56		7/1/2000
Private Equity <i>ILPA All Fds Custom BM 1Q Lag</i>	543,281,929	7	0.27	9.19	4.39	9.19	8.09	10.15	7.62	9.08	2/1/1989
			0.27	6.51	4.73	6.51	9.93	14.70	8.56		2/1/1989
Equity Hedge Funds <i>HFRI Equity Hedge (Total) Index</i>	571,204,104	7	0.24	-1.06	3.25	-1.06	0.94	5.40		5.05	11/1/2011
			0.81	5.49	5.92	5.49	2.08	5.48		4.69	11/1/2011
Total Equity	4,625,125,500	60	1.74	7.47	6.27	7.47	3.62	9.47	4.43	8.80	6/1/1996
MACKAY SHIELDS <i>Bloomberg Barclays U.S. Aggregate Bond Index</i>	482,255,354	6	0.23	2.66	-2.38	2.66	3.02			1.75	11/1/2012
			0.14	2.65	-2.53	2.65	3.03			1.68	11/1/2012
PYRAMIS GLOBAL ADV <i>Bloomberg Barclays U.S. Aggregate Bond Index</i>	491,408,478	6	0.25	3.61	-1.77	3.61	3.12			1.81	11/1/2012
			0.14	2.65	-2.53	2.65	3.03			1.68	11/1/2012
Traditional Fixed Income <i>Bloomberg Barclays U.S. Aggregate Bond Index</i>	973,665,647	13	0.24	3.15	-2.07	3.15	3.07	3.02	4.42	5.25	7/1/2000
			0.14	2.65	-2.53	2.65	3.03	2.23	4.34	5.12	7/1/2000

TOTAL NET OF FEES

12/31/2016

Account Name Benchmark Name	Market Value	% of Total	Month	YTD	Fiscal YTD	1 Year	Annualized			ITD	Inception Date
							3 Years	5 Years	10 Years		
Real Return Hedge Funds	515,675,850	7	1.03	7.04	5.38	7.04	4.17	4.95		4.85	11/1/2011
<i>HFRI Fund of Funds Composite Index</i>			<i>1.08</i>	<i>0.71</i>	<i>3.38</i>	<i>0.71</i>	<i>1.26</i>	<i>3.46</i>		<i>3.04</i>	<i>11/1/2011</i>
PIMCO	214,941,533	3	0.94	7.59	3.90	7.59	3.27			3.26	5/1/2013
<i>30%BoA1-3BB-BHY/70% JPMB/BLLI</i>			<i>0.99</i>	<i>9.17</i>	<i>4.49</i>	<i>9.17</i>	<i>4.03</i>			<i>4.16</i>	<i>5/1/2013</i>
WAMCO	207,638,506	3	2.06	11.69	6.14	11.69	2.50			2.97	4/1/2013
<i>30% BoA 1-3 BB-B HY/70% CS LLI</i>			<i>1.10</i>	<i>10.09</i>	<i>5.13</i>	<i>10.09</i>	<i>3.89</i>			<i>4.15</i>	<i>4/1/2013</i>
Credit Aggregate	422,580,040	5	1.49	9.59	5.00	9.59	2.88			3.05	5/1/2013
<i>Credit Aggregate</i>			<i>1.05</i>	<i>9.63</i>	<i>4.81</i>	<i>9.63</i>	<i>4.00</i>			<i>4.14</i>	<i>5/1/2013</i>
BROWN BROTHERS HARR	246,202,396	3	0.04	3.91	-0.98	3.91	1.78			0.45	11/1/2012
<i>BBH Inflation-Linked Custom BM</i>			<i>0.11</i>	<i>4.01</i>	<i>-0.91</i>	<i>4.01</i>	<i>1.95</i>			<i>0.44</i>	<i>11/1/2012</i>
Inflation-Linked Bonds	246,202,396	3	0.04	3.91	-0.98	3.91	1.78	1.80		4.02	11/1/2009
<i>Total Inflation Linked Custom</i>			<i>0.11</i>	<i>4.01</i>	<i>-0.91</i>	<i>4.01</i>	<i>1.95</i>	<i>1.77</i>		<i>4.00</i>	<i>11/1/2009</i>
Harvest Fund Advisor	181,179,830	2	3.71	20.64	5.82	20.64				-8.77	1/1/2015
<i>Alerian MLP Index</i>			<i>4.39</i>	<i>18.31</i>	<i>3.13</i>	<i>18.31</i>				<i>-10.70</i>	<i>1/1/2015</i>
Priv Listed Infrastructure	109,395,719	1	1.21	13.35	5.98	13.35				5.05	3/1/2015
Total Real Return	1,475,033,835	19	1.32	9.30	4.18	9.30	2.97	3.76	5.92	5.53	6/1/2004
Real Estate	555,304,263	7	0.45	9.77	4.52	9.77	11.61	10.00	3.45	3.01	1/1/2005
<i>NFI-ODCE Index</i>			<i>1.83</i>	<i>9.08</i>	<i>3.77</i>	<i>9.08</i>	<i>11.72</i>	<i>11.83</i>	<i>8.06</i>	<i>9.87</i>	<i>1/1/2005</i>
ERSRI CASH	41,900,484	1	0.03	0.97	0.33	0.97	0.71	0.47	1.64	12.88	7/1/2000
<i>BofA Merrill Lynch 3 Month US Treasury Bill GOO1</i>			<i>0.04</i>	<i>0.33</i>	<i>0.18</i>	<i>0.33</i>	<i>0.14</i>	<i>0.12</i>	<i>0.80</i>	<i>1.67</i>	<i>7/1/2000</i>
Total Cash	48,326,116	1	0.03	0.91	0.30	0.91	0.68	0.47	1.23	2.33	4/1/2004
Russell Overlay Fd	18,164,635	0	-0.02	0.06	0.05	0.06	0.01	0.08		-0.06	9/1/2008
TOTAL PLAN	7,696,009,111	100	1.35	7.35	4.57	7.35	3.82	7.50	4.35	4.63	7/1/2000
<i>Total Plan Benchmark</i>			<i>1.36</i>	<i>6.34</i>	<i>4.01</i>	<i>6.34</i>	<i>3.67</i>	<i>7.36</i>	<i>4.30</i>	<i>4.30</i>	<i>7/1/2000</i>
<i>60/40 Blend</i>			<i>1.35</i>	<i>5.92</i>	<i>2.86</i>	<i>5.92</i>	<i>3.26</i>	<i>6.63</i>	<i>4.24</i>	<i>4.24</i>	<i>7/1/2000</i>
Total Plan ex PE,RE & Priv Inf	6,488,027,199	84	1.52	6.97	4.56	6.97	3.03	6.82	4.00	6.13	4/1/1996
<i>Total Plan BM ex PE RE</i>			<i>1.42</i>	<i>6.14</i>	<i>3.96</i>	<i>6.14</i>	<i>2.75</i>	<i>6.85</i>	<i>3.91</i>	<i>4/1/1996</i>	

TOTAL NET OF FEES

12/31/2016

Account Name Benchmark Name	Market Value	% of Total	Month	Cumulative				Inception Date		
				11/1/2016 - 11/30/2016	10/1/2016 - 10/31/2016	YTD	2016		2015	2014
SSGA R3000 INDEX <i>Russell 3000 Index</i>	1,320,382,526	17	1.95	4.47	-2.14	12.84	12.84	0.60	12.59	10/1/2012
			1.95	4.48	-2.16	12.74	12.74	0.48	12.56	10/1/2012
US Public Equity <i>Russell 3000 Index</i>	1,320,382,600	17	1.95	4.47	-2.14	12.84	12.84	0.60	12.57	8/1/2007
			1.95	4.48	-2.16	12.74	12.74	0.48	12.56	8/1/2007
SSGA MSCI EAFE <i>MSCI EAFE Net Dividend Index</i>	703,647,778	9	3.42	-1.98	-2.03	1.28	1.28	-0.59	-4.64	9/1/2012
			3.42	-1.99	-2.05	1.00	1.00	-0.81	-4.90	9/1/2012
SSGA MSCI CANADA <i>MSCI Canada Net Dividend Index</i>	102,712,376	1	1.83	2.41	-0.84	25.24	25.24	-23.70	2.17	9/1/2012
			1.76	2.38	-0.89	24.56	24.56	-24.16	1.51	9/1/2012
SSGA MSCI EM <i>MSCI Emerging Markets Net Dividend Index</i>	300,950,735	4	0.21	-4.64	0.21	10.82	10.82	-15.16	-2.34	9/1/2012
			0.22	-4.60	0.24	11.19	11.19	-14.92	-2.19	9/1/2012
Non-US Public Equity <i>Total International Equity BM</i>	1,107,362,074	14	2.38	-2.42	-1.27	5.01	5.01	-5.77	-3.63	5/1/2009
			2.56	-2.31	-1.44	4.50	4.50	-5.66	-3.87	5/1/2009
QVM Tilt <i>MSCI World Net Dividend Index</i>	1,082,894,792	14	2.40	1.53	-1.59	7.58	7.58			10/1/2015
			2.39	1.44	-1.94	7.51	7.51			10/1/2015
Global Public Equity <i>MSCI All Country World Net Index</i>	3,510,639,466	46	2.23	1.21	-1.68	8.78	8.78	-2.48	4.35	7/1/2000
			2.16	0.76	-1.70	7.86	7.86	-2.36	4.16	7/1/2000
Private Equity <i>ILPA All Fds Custom BM 1Q Lag</i>	543,281,929	7	0.27	1.16	0.55	9.19	9.19	7.08	8.02	2/1/1989
			0.27	1.41	0.54	6.51	6.51	7.16	16.39	2/1/1989
Equity Hedge Funds <i>HFRI Equity Hedge (Total) Index</i>	571,204,104	7	0.24	0.22	-0.75	-1.06	-1.06	1.27	2.64	11/1/2011
			0.81	1.28	-0.81	5.49	5.49	-0.97	1.81	11/1/2011
Total Equity	4,625,125,500	60	1.74	1.08	-1.30	7.47	7.47	-0.95	4.51	6/1/1996
MACKAY SHIELDS <i>Bloomberg Barclays U.S. Aggregate Bond Index</i>	482,255,354	6	0.23	-2.39	-0.79	2.66	2.66	0.48	6.00	11/1/2012
			0.14	-2.37	-0.76	2.65	2.65	0.55	5.97	11/1/2012
PYRAMIS GLOBAL ADV <i>Bloomberg Barclays U.S. Aggregate Bond Index</i>	491,408,478	6	0.25	-2.28	-0.63	3.61	3.61	0.01	5.83	11/1/2012
			0.14	-2.37	-0.76	2.65	2.65	0.55	5.97	11/1/2012
Traditional Fixed Income <i>Bloomberg Barclays U.S. Aggregate Bond Index</i>	973,665,647	13	0.24	-2.33	-0.71	3.15	3.15	0.25	5.91	7/1/2000
			0.14	-2.37	-0.76	2.65	2.65	0.55	5.97	7/1/2000

TOTAL NET OF FEES

12/31/2016

Account Name Benchmark Name	Market Value	% of Total	Month	Cumulative				Inception Date		
				11/1/2016 - 11/30/2016	10/1/2016 - 10/31/2016	YTD	2016		2015	2014
Real Return Hedge Funds	515,675,850	7	1.03	1.98	0.72	7.04	7.04	0.86	4.70	11/1/2011
<i>HFRI Fund of Funds Composite Index</i>			<i>1.08</i>	<i>0.27</i>	<i>-0.29</i>	<i>0.71</i>	<i>0.71</i>	<i>-0.27</i>	<i>3.37</i>	<i>11/1/2011</i>
PIMCO	214,941,533	3	0.94	0.27	0.40	7.59	7.59	1.13	1.22	5/1/2013
<i>30%BoA1-3BB-BHY/70% JPMB/BLLI</i>			<i>0.99</i>	<i>0.24</i>	<i>0.41</i>	<i>9.17</i>	<i>9.17</i>	<i>1.00</i>	<i>2.11</i>	<i>5/1/2013</i>
WAMCO	207,638,506	3	2.06	0.05	1.05	11.69	11.69	-3.69	0.10	4/1/2013
<i>30% BoA 1-3 BB-B HY/70% CS LLI</i>			<i>1.10</i>	<i>0.25</i>	<i>0.65</i>	<i>10.09</i>	<i>10.09</i>	<i>-0.18</i>	<i>2.03</i>	<i>4/1/2013</i>
Credit Aggregate	422,580,040	5	1.49	0.16	0.72	9.59	9.59	-1.29	0.66	5/1/2013
<i>Credit Aggregate</i>			<i>1.05</i>	<i>0.24</i>	<i>0.53</i>	<i>9.63</i>	<i>9.63</i>	<i>0.49</i>	<i>2.11</i>	<i>5/1/2013</i>
BROWN BROTHERS HARR	246,202,396	3	0.04	-1.51	-0.12	3.91	3.91	-0.26	1.72	11/1/2012
<i>BBH Inflation-Linked Custom BM</i>			<i>0.11</i>	<i>-1.47</i>	<i>-0.12</i>	<i>4.01</i>	<i>4.01</i>	<i>-0.15</i>	<i>2.04</i>	<i>11/1/2012</i>
Inflation-Linked Bonds	246,202,396	3	0.04	-1.51	-0.12	3.91	3.91	-0.26	1.72	11/1/2009
<i>Total Inflation Linked Custom</i>			<i>0.11</i>	<i>-1.47</i>	<i>-0.12</i>	<i>4.01</i>	<i>4.01</i>	<i>-0.15</i>	<i>2.04</i>	<i>11/1/2009</i>
Harvest Fund Advisor	181,179,830	2	3.71	3.45	-5.33	20.64	20.64	-31.01		1/1/2015
<i>Alerian MLP Index</i>			<i>4.39</i>	<i>2.30</i>	<i>-4.45</i>	<i>18.31</i>	<i>18.31</i>	<i>-32.59</i>		<i>1/1/2015</i>
Priv Listed Infrastructure	109,395,719	1	1.21	0.03	2.41	13.35	13.35			3/1/2015
<i>CPI + 4%</i>				<i>0.16</i>	<i>0.44</i>					<i>3/1/2015</i>
Total Real Return	1,475,033,835	19	1.32	0.87	-0.07	9.30	9.30	-2.76	2.74	6/1/2004
Real Estate	555,304,263	7	0.45	0.84	0.56	9.77	9.77	14.22	10.90	1/1/2005
<i>NFI-ODCE Index</i>			<i>1.83</i>	<i>0.00</i>	<i>0.00</i>	<i>9.08</i>	<i>9.08</i>	<i>13.86</i>	<i>12.26</i>	<i>1/1/2005</i>
ERSRI CASH	41,900,484	1	0.03	0.03	0.02	0.97	0.97	0.40	0.75	7/1/2000
<i>BofA Merrill Lynch 3 Month US Treasury Bill GOO1</i>			<i>0.04</i>	<i>0.02</i>	<i>0.03</i>	<i>0.33</i>	<i>0.33</i>	<i>0.05</i>	<i>0.03</i>	<i>7/1/2000</i>
Total Cash	48,326,116	1	0.03	0.02	0.01	0.91	0.91	0.38	0.74	4/1/2004
Russell Overlay Fd	18,164,635	0	-0.02	0.05	-0.02	0.06	0.06	0.00	-0.02	9/1/2008
TOTAL PLAN	7,696,009,111	100	1.35	0.61	-0.86	7.35	7.35	-0.28	4.52	7/1/2000
<i>Total Plan Benchmark</i>			<i>1.36</i>	<i>0.19</i>	<i>-0.96</i>	<i>6.34</i>	<i>6.34</i>	<i>-0.25</i>	<i>5.04</i>	<i>7/1/2000</i>
<i>60/40 Blend</i>			<i>1.35</i>	<i>-0.49</i>	<i>-1.32</i>	<i>5.92</i>	<i>5.92</i>	<i>-0.98</i>	<i>4.96</i>	<i>7/1/2000</i>
Total Plan ex Overlay	7,677,844,476	100	1.37	0.55	-0.85	7.29	7.29	-0.28	4.54	8/1/2008
<i>Total Plan Benchmark</i>			<i>1.36</i>	<i>0.19</i>	<i>-0.96</i>	<i>6.34</i>	<i>6.34</i>	<i>-0.25</i>	<i>5.04</i>	<i>8/1/2008</i>



Total Performance Summary

Report ID: IPM0005

Reporting Currency: USD

TOTAL NET OF FEES

12/31/2016

Account Name Benchmark Name	Market Value	% of Total	Month	Cumulative		YTD	2016	2015	2014	Inception Date
				11/1/2016 - 11/30/2016	10/1/2016 - 10/31/2016					
Total Plan ex PE,RE & Priv Inf	6,488,027,199	84	1.52	0.55	-1.14	6.97	6.97	-1.68	3.98	4/1/1996
Total Plan BM ex PE RE			1.42	0.11	-1.14	6.14	6.14	-1.64	3.90	4/1/1996

END NOTES

12/31/2016

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

2014, 2013, 2012 - Calendar Years

RI6G23000000 TOTAL PLAN

The current composition of the Total Plan Benchmark is as follows:

15.0% Barclays U.S. Aggregate Bond Index

44.5% MSCI All Country World Net Index

7.0% HFRI Fund of Funds Composite Index

3.0% BofA Merrill Lynch 3 Month US Treasury Bill

8.0% HFRI Equity Hedge (Total) Index

5.0% NFI-ODCE Index

4.0% Barclays U.S. Treasury Inflation Notes: 1-10 Year Index

5.0% Credit Aggregate Custom: 30% BoA1-3BB-B HY/35%CSInstLLI/35% JPM BB/B Leveraged Loan Index

7.0% ILPA All Funds Index

1.5% Alerian MLP Total Return Index

Section VII.

Hedge Fund Returns

Employees' Retirement System of the State of Rhode Island

Hedge Fund Portfolio

Portfolio Performance Summary

Estimated as of December 31, 2016

Fund	Market Value	Actual %	Returns								Std Dev	Sharpe Ratio	Incep Date
			Dec	QTD	YTD	FYTD	1 Year	3 Year	5 Year	Incep			
Global Equities													
Ascend ERSRI Fund LP	69,099,982	6.3%	1.18%	-0.17%	-5.71%	1.46%	-5.71%	0.40%	2.99%	2.77%	3.39%	0.70	Nov-11
Davidson Kempner Institutional Partners, L.P.	80,689,799	7.4%	0.52%	1.23%	6.93%	4.05%	6.93%	4.29%	6.04%	5.90%	2.06%	2.61	Nov-11
Elliott Associates, L.P.	96,255,495	8.8%	1.80%	4.35%	13.49%	7.74%	13.49%	8.31%	10.36%	9.58%	3.78%	2.34	Nov-11
ESG Cross Border Equity Fund LP	38,236,880	3.5%	0.20%	-7.01%	-12.97%	-6.99%	-12.97%	-	-	-9.84%	8.20%	-1.27	Jun-14
Indus Asia Pacific Distribution Holding Company II, 06.30.14 Series (liquidating trust)	336,741	0.0%	0.00%	10.61%	-25.77%	12.19%	-25.77%	-25.30%	-14.18%	-14.18%	18.56%	-0.74	Jan-12
Luxor Capital Partners, LP - Holdback	1,453,695	0.1%	0.00%	0.00%	-	0.00%	-	-	-	0.00%	0.00%	-	Jul-16
Luxor Capital Partners, LP - Liquidating SPV	3,805,519	0.3%	-2.06%	-6.45%	-	-9.97%	-	-	-	-9.97%	3.84%	-	Jul-16
PFM Diversified Fund, L.P.	77,228,786	7.1%	-0.83%	-2.27%	-7.21%	2.97%	-7.21%	1.09%	-	5.40%	8.91%	0.59	Mar-12
Samlyn Onshore Fund, L.P.	108,213,420	9.9%	1.20%	2.09%	1.22%	6.05%	1.22%	3.21%	7.52%	7.52%	6.34%	1.12	Jan-12
Viking Global Equities, LP	98,270,260	9.0%	0.10%	-3.54%	-3.97%	1.99%	-3.97%	5.74%	10.40%	10.19%	7.54%	1.27	Dec-11
Total Global Equities	573,590,578	52.7%	0.64%	-0.25%	-0.75%	3.23%	-0.75%	1.04%	5.44%	5.08%	4.36%	1.06	Nov-11
MSCI AC World Index Free - Net			2.16%	1.19%	7.86%	6.55%	7.86%	3.13%	9.36%	8.36%	11.33%	0.73	Nov-11
Russell 3000 Index (DRI)			1.95%	4.21%	12.74%	8.79%	12.74%	8.43%	14.67%	14.28%	10.49%	1.29	Nov-11
HFRI Equity Hedge (Total) Index			0.86%	1.32%	5.54%	5.97%	5.54%	2.09%	5.49%	4.70%	6.18%	0.71	Nov-11
Real Return													
Brevan Howard LP	80,720,826	7.4%	0.21%	6.61%	2.98%	4.20%	2.98%	0.06%	1.26%	1.43%	5.63%	0.21	Nov-11
Brigade Leveraged Capital Structures Fund LP	61,304,808	5.6%	2.39%	2.71%	22.94%	8.59%	22.94%	3.36%	-	4.31%	5.72%	0.70	Mar-12
Capula Global Relative Value Fund Ltd.	67,966,322	6.2%	1.69%	3.21%	8.38%	5.17%	8.38%	8.02%	6.38%	6.23%	1.92%	2.95	Dec-11
Claren Road Credit Fund, Ltd.	6,226,760	0.6%	0.00%	16.88%	8.28%	8.46%	8.28%	-3.04%	-	-2.13%	11.30%	-0.17	Apr-13
DE Shaw Composite Fund LLC	95,287,681	8.8%	-1.00%	0.92%	6.62%	3.33%	6.62%	12.47%	13.70%	13.29%	4.27%	2.85	Nov-11
Graham Absolute Return Trading Ltd.	61,998,161	5.7%	2.38%	11.25%	11.95%	11.27%	11.95%	4.83%	4.39%	4.39%	5.04%	0.80	Jan-12
OZ Domestic Partners II, L.P.	105,946,981	9.7%	0.75%	2.61%	3.80%	6.21%	3.80%	3.04%	7.27%	6.91%	4.62%	1.38	Nov-11
Winton Futures Fund Limited	35,753,008	3.3%	1.38%	-1.99%	-3.01%	-2.91%	-3.01%	3.69%	3.30%	3.51%	8.72%	0.39	Dec-11
Total Real Return	515,204,547	47.3%	0.88%	3.78%	7.16%	5.38%	7.16%	4.03%	4.95%	4.84%	2.66%	1.64	Nov-11
ML 3-month T-Bills			0.04%	0.08%	0.33%	0.18%	0.33%	0.14%	0.12%	0.11%	0.04%	-	Nov-11
HFRI Fund of Funds Composite Index			0.85%	0.83%	0.48%	3.14%	0.48%	1.18%	3.41%	2.99%	3.48%	0.75	Nov-11
Total Hedge Fund Portfolio	1,088,795,125	100.0%	0.75%	1.62%	2.85%	4.24%	2.85%	2.41%	5.21%	4.98%	3.24%	1.39	Nov-11
HFRI Fund of Funds Composite Index			0.85%	0.83%	0.48%	3.14%	0.48%	1.18%	3.41%	2.99%	3.48%	0.75	Nov-11

Employees' Retirement System of the State of Rhode Island

Hedge Fund Portfolio

Portfolio Performance Summary

Estimated as of December 31, 2016

Fund	Market Value	Actual %	Returns								Std Dev	Sharpe Ratio	Incep Date
			Dec	QTD	YTD	FYTD	1 Year	3 Year	5 Year	Incep			
Market Indices													
Libor3Month			0.08%	0.24%	0.76%	0.44%	0.76%	0.44%	0.40%	0.41%	0.06%	-	Nov-11
Barclays Aggregate Bond Index			0.14%	-2.98%	2.66%	-2.53%	2.66%	3.03%	2.24%	2.36%	2.89%	0.68	Nov-11
Barclays High Yield Credit Bond Index			1.85%	1.77%	17.14%	7.41%	17.14%	4.67%	7.37%	7.22%	5.64%	1.20	Nov-11
S&P 500 TR			1.98%	3.82%	11.96%	7.82%	11.96%	8.87%	14.66%	14.33%	10.21%	1.33	Nov-11
MSCI EAFE - Net			3.42%	-0.71%	1.00%	5.67%	1.00%	-1.60%	6.53%	5.10%	13.52%	0.41	Nov-11
MSCI EMF (Emerging Markets Free) - Net			0.22%	-4.16%	11.19%	4.49%	11.19%	-2.55%	1.28%	-0.34%	16.19%	0.03	Nov-11

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.

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Employees' Retirement System of the State of Rhode Island

Hedge Fund Portfolio

Fund Level Performance Report

Estimated as of December 31, 2016

Fund	Trailing Returns					Calendar Year Returns					5 Yr	Sharpe Ratio			Start			
	QTD	YTD	Dec	Nov	Oct	1 Year	3 Year	5 Year	2015	2014	2013	2012	2011	Std Dev	3 yr	5 yr	Incep.	Date
Global Equities																		
Ascend Partners Fund II LP	0.01%	-3.53%	0.90%	-0.66%	-0.22%	-3.53%	1.34%	3.66%	2.66%	5.09%	12.22%	2.50%	-3.02%	2.94%	0.31	1.10	0.95	Jan-04
Davidson Kempner Institutional Partners, L.P.	1.26%	6.71%	0.52%	0.10%	0.64%	6.71%	4.20%	5.78%	1.51%	4.45%	9.52%	6.87%	1.27%	2.06%	1.70	2.55	1.57	Mar-96
Elliott Associates, L.P.	4.35%	13.09%	1.80%	2.20%	0.30%	13.09%	7.86%	9.81%	2.51%	8.24%	12.44%	13.18%	3.94%	3.58%	1.82	2.54	1.92	Jan-90
ESG Cross Border Equity Fund LP	-7.02%	-13.04%	0.20%	-5.50%	-1.80%	-13.04%	-8.48%	-1.46%	-5.06%	-7.16%	13.59%	6.74%	9.45%	7.41%	-1.11	-0.21	0.59	Jan-04
Indus Asia Pacific Fund, LP	10.61%	-25.77%	0.00%	-2.31%	13.23%	-25.77%	-25.21%	-13.83%	-33.23%	-15.60%	4.97%	8.21%	-7.18%	18.72%	-1.15	-0.71	0.03	Dec-00
Luxor Capital Partners, LP	8.73%	4.28%	-2.06%	7.17%	3.59%	4.28%	-8.69%	-0.87%	-19.05%	-9.83%	19.53%	5.21%	-2.89%	9.26%	-0.85	-0.09	0.76	Apr-02
PFM Diversified Fund, L.P.	-2.26%	-7.11%	-0.83%	0.50%	-1.93%	-7.11%	1.07%	5.90%	8.10%	2.84%	22.17%	5.59%	-3.35%	8.67%	0.11	0.66	0.79	Nov-04
Samlyn Onshore Fund, L.P.	2.21%	1.17%	1.20%	0.64%	0.36%	1.17%	2.94%	7.47%	-1.29%	9.24%	18.93%	10.49%	-5.05%	6.42%	0.40	1.09	1.01	Mar-07
Viking Global Equities, LP	-3.57%	-3.92%	0.10%	-1.50%	-2.20%	-3.92%	5.68%	10.30%	8.27%	13.47%	22.65%	12.75%	7.71%	7.53%	0.61	1.29	1.41	Oct-99
Real Return																		
Brevan Howard LP	6.61%	2.99%	0.21%	5.57%	0.77%	2.99%	0.05%	1.34%	-1.98%	-0.78%	2.68%	3.91%	12.21%	5.78%	-0.03	0.19	0.95	Sep-05
Brigade Leveraged Capital Structures Fund LP	2.74%	22.92%	2.39%	0.30%	0.04%	22.92%	3.35%	4.61%	-10.73%	0.61%	6.13%	6.91%	2.55%	5.65%	0.44	0.76	0.71	Jan-07
Capula Global Relative Value Fund Ltd.	3.21%	8.37%	1.69%	1.41%	0.08%	8.37%	8.02%	6.37%	7.54%	8.14%	7.60%	0.41%	6.19%	1.90%	4.65	3.06	1.91	Oct-05
Claren Road Credit Fund, Ltd.	0.43%	-12.72%	0.50%	1.25%	-1.30%	-12.72%	-10.28%	-5.02%	-7.96%	-10.10%	5.43%	1.49%	6.88%	7.01%	-1.36	-0.76	0.35	Jan-06
DE Shaw Composite Fund LLC	0.89%	6.12%	-1.00%	0.40%	1.50%	6.12%	11.72%	12.12%	13.68%	15.57%	11.51%	13.94%	3.69%	4.08%	2.48	2.73	1.56	Mar-01
Graham Absolute Return Trading Ltd.	11.24%	11.78%	2.38%	4.94%	3.54%	11.78%	7.80%	8.63%	1.50%	10.42%	10.50%	9.29%	4.64%	7.42%	0.88	1.10	1.07	Jan-05
OZ Domestic Partners II, L.P.	2.85%	3.85%	0.75%	1.54%	0.54%	3.85%	2.92%	6.88%	-0.44%	5.45%	14.20%	12.01%	0.17%	4.53%	0.49	1.41	1.05	Jan-04
Winton Futures Fund Limited	-2.00%	-3.01%	1.38%	-0.81%	-2.54%	-3.01%	3.69%	3.31%	0.95%	13.88%	9.43%	-3.56%	6.29%	8.78%	0.38	0.37	0.68	Oct-97
Benchmark																		
HFRI Fund of Funds Composite Index	0.83%	0.48%	0.85%	0.27%	-0.29%	0.48%	1.18%	3.41%	-0.27%	3.37%	8.96%	4.79%	-5.72%	3.48%				Jan-90
HFRI Fund Weighted Composite Index	1.31%	5.57%	1.07%	0.82%	-0.58%	5.57%	2.44%	4.53%	-1.12%	2.98%	9.13%	6.36%	-5.25%	4.10%				Jan-90
Market Indices																		
3 Month Libor - BOM	0.24%	0.76%	0.08%	0.08%	0.07%	0.76%	0.44%	0.40%	0.33%	0.23%	0.27%	0.42%	0.35%	0.06%				Jan-87
Barclays Aggregate Bond Index	-2.98%	2.66%	0.14%	-2.37%	-0.76%	2.66%	3.03%	2.24%	0.57%	5.94%	-2.02%	4.23%	7.86%	2.91%				Jan-76
Barclays High Yield Credit Bond Index	1.77%	17.14%	1.85%	-0.47%	0.39%	17.14%	4.67%	7.37%	-4.46%	2.46%	7.46%	15.81%	4.98%	5.52%				Jul-83
S&P 500 (TR)	3.82%	11.96%	1.98%	3.70%	-1.82%	11.96%	8.87%	14.66%	1.38%	13.69%	32.39%	16.00%	2.11%	10.37%				Jun-88
MSCI EAFE - Net - USD	-0.71%	1.00%	3.42%	-1.99%	-2.05%	1.00%	-1.60%	6.53%	-0.81%	-4.90%	22.78%	17.31%	-12.13%	13.51%				Dec-69
MSCI EMF (EMERGING MARKETS FREE) - Net - USD	-4.16%	11.19%	0.22%	-4.60%	0.24%	11.19%	-2.55%	1.28%	-14.92%	-2.19%	-2.60%	18.23%	-18.42%	16.16%				Dec-87

Note: The above is manager composite history.

Section VIII.

Private Equity Returns

Portfolio Summary

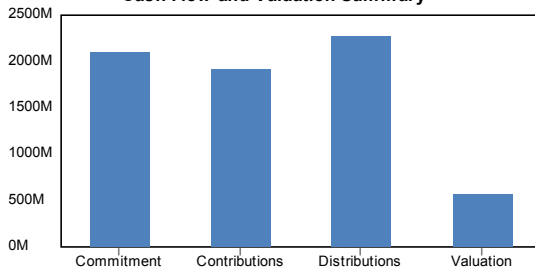
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All Portfolio Investments

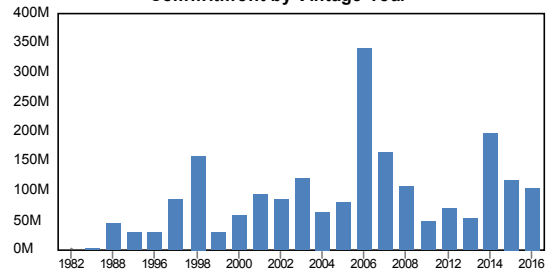
Performance Summary

Asset Class	Investment Type	Number of Investments	Commitment	Contributions	Distributions	Adjusted Valuation	Multiple of Cost	IRR	TWR
Private Equity Funds	Agriculture	1	30,000,000	9,902,288	0	7,874,908	0.80	-27.72	-85.96
	Buyout	75	1,241,079,211	1,154,922,769	1,482,743,638	294,677,507	1.54	13.08	13.18
	Direct Lending	3	75,000,000	44,733,420	17,916,170	32,808,026	1.13	9.13	8.38
	Distressed Debt	14	238,000,000	213,994,269	225,536,527	69,591,803	1.38	10.31	9.97
	Energy	8	148,000,000	135,088,542	178,595,240	25,385,229	1.51	23.84	6.93
	Fund of Funds	1	45,000,000	45,000,000	106,748,821	0	2.37	19.94	-100.00
	Secondary	4	60,000,000	54,909,565	58,559,657	26,820,187	1.55	10.79	12.73
	Venture Capital	22	281,250,000	248,911,227	207,434,076	111,655,706	1.28	5.02	1.87
Total:	Private Equity Funds	128	2,118,329,211	1,907,462,080	2,277,534,129	568,813,366	1.49	13.46	10.95
Total:		128	2,118,329,211	1,907,462,080	2,277,534,129	568,813,366	1.49	13.46	10.95

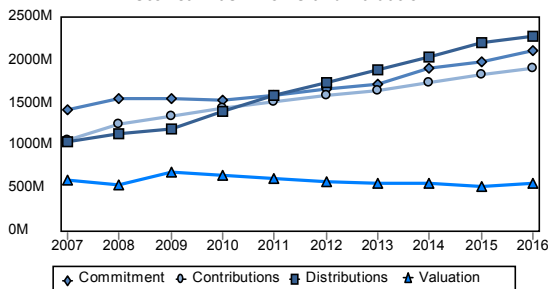
Cash Flow and Valuation Summary



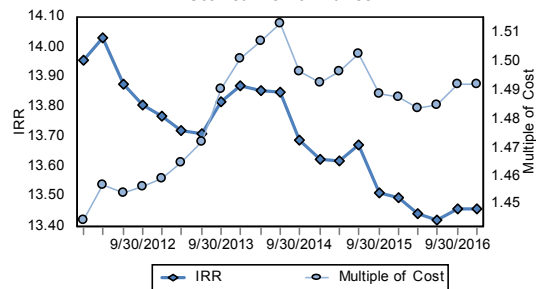
Commitment by Vintage Year



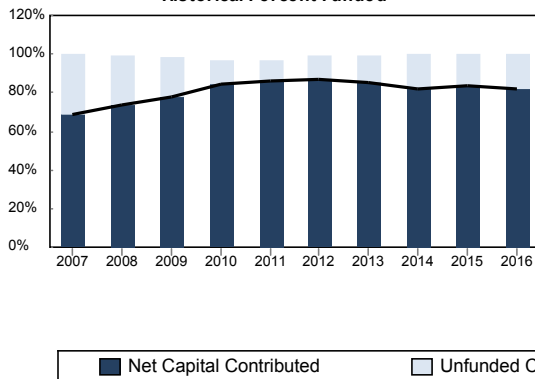
Historical Cash Flows and Valuation



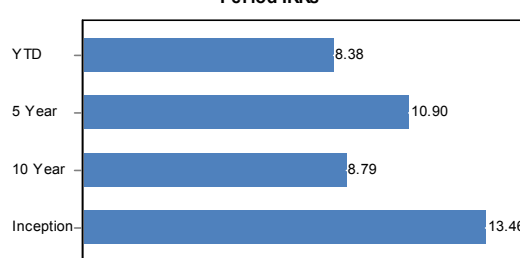
Historical Performance



Historical Percent Funded



Period IRRs



Employees' Retirement System of Rhode Island Private Equity Performance
9/30/2016

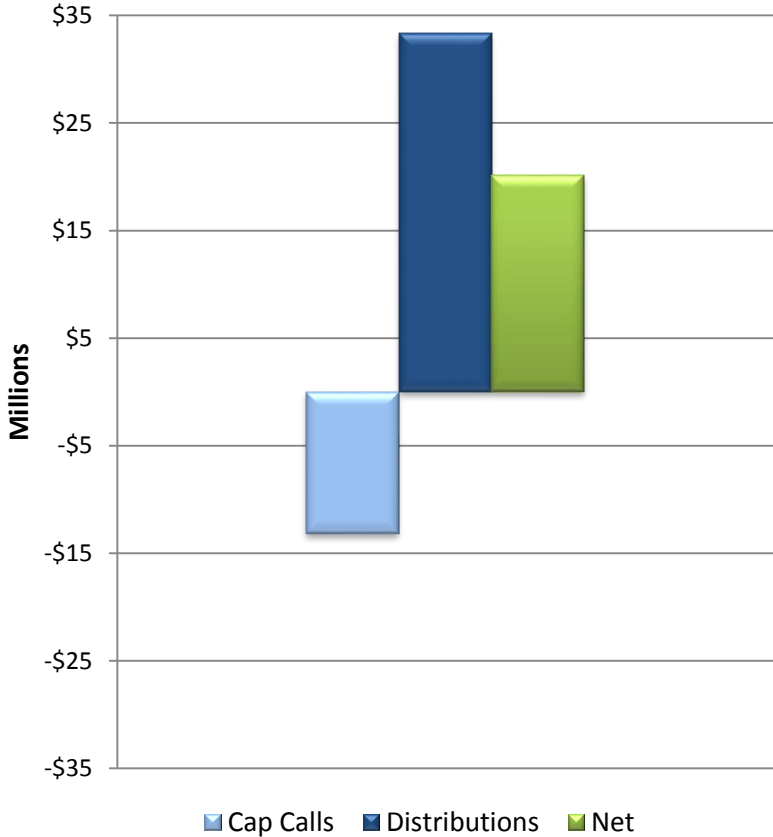
Current Partnerships	Vintage Year	Amount Committed (In \$ unless otherwise noted)	Cumulative Cash Flows (\$)				Cumulative Performance*	
			Amount Drawn	Amount Distributed	Amount Unfunded	Valuation (\$)	Net IRR (%)	Net Multiple of Investment
Advent International GPE VII	2012	20,000,000	17,070,000	2,670,000	2,930,000	21,439,908	16.7	1.4
Advent International GPE VIII	2016	20,000,000	420,000	-	19,580,000	311,297	-99.9	0.7
Alta BioPharma Partners III	2003	15,000,000	14,250,000	20,297,956	750,000	472,608	5.8	1.5
Alta Partners VIII	2006	15,000,000	15,000,000	22,518,408	-	8,422,547	16.0	2.1
Aurora Equity Partners III	2004	15,000,000	16,242,296	26,640,090	835,850	1,649,318	15.6	1.7
Avenue Special Situations Fund IV	2006	20,000,000	25,179,595	32,706,000	-	170,482	8.3	1.3
Avenue Special Situations Fund V	2007	20,000,000	20,329,267	26,322,021	-	159,605	10.6	1.3
Bain Capital Fund X	2008	25,000,000	24,370,048	21,732,175	692,452	12,668,609	7.7	1.4
Baring Asia Private Equity Fund VI	2015	15,000,000	5,480,919	22,568	9,519,081	5,837,888	11.2	1.1
Birch Hill Equity Partners III	2005	CAD 18,000,000	18,887,577	29,210,055	255,847	6,790,578	13.0	1.9
Capital Spring Investment Partners	2016	30,000,000	7,540,877	-	22,459,123	7,342,893	-3.3	1.0
Carlyle Asia Partners IV	2014	30,000,000	15,966,227	1,021,160	15,096,343	15,964,603	4.3	1.1
Castile Ventures III	2006	5,000,000	5,009,730	1,396,371	-	1,595,590	-10.1	0.6
Centerbridge Capital Partners	2006	15,000,000	23,550,697	34,877,590	1,095,594	7,515,241	20.2	1.8
Centerbridge Capital Partners III	2015	25,000,000	6,656,949	263,547	18,606,598	7,575,896	17.6	1.2
Centerbridge Special Credit Partners II	2012	25,000,000	22,500,000	9,754,266	2,500,000	13,798,354	1.5	1.1
Charterhouse Capital Partners VIII	2006	€ 15,000,000	18,183,957	17,390,855	634,428	19,498	-0.7	1.0
Coller International Partners IV	2002	15,000,000	13,294,667	17,638,731	150,000	357,387	11.5	1.4
Coller International Partners V	2006	15,000,000	12,520,679	14,394,691	3,270,000	3,737,346	8.8	1.5
CVC European Equity Partners III	2001	20,000,000	23,158,043	59,551,716	899,966	521,545	41.1	2.6
CVC European Equity Partners IV	2005	€ 16,500,000	21,266,657	35,521,758	2,152,092	5,174,799	17.0	1.9
CVC European Equity Partners V	2008	€ 20,000,000	28,881,959	28,999,019	878,841	14,038,623	12.4	1.5
CVC Capital Partners VI	2014	€ 15,000,000	6,622,932	546,229	10,931,447	5,930,775	-1.9	1.0
EnCap Energy Capital Fund IX	2013	18,000,000	15,947,015	4,129,598	3,448,106	15,063,588	13.9	1.2
EnCap Energy Capital Fund X	2015	25,000,000	6,635,643	-	18,364,357	6,273,483	-9.8	1.0
Fenway Partners Capital Fund II	1998	15,000,000	18,513,234	20,350,029	232,336	1,781,949	4.9	1.2
Fenway Partners Capital Fund III	2006	15,000,000	16,976,092	13,756,197	1,266,241	5,315,631	2.4	1.1
First Reserve Fund X	2004	20,000,000	19,999,999	36,485,800	-	79,385	31.0	1.8
First Reserve Fund XI	2006	20,000,000	22,125,580	13,938,027	-	2,073,861	-8.6	0.7
Focus Ventures III	2006	15,000,000	15,000,000	5,411,619	-	3,808,843	-8.9	0.6
Garrison Opportunity Fund IV	2014	30,000,000	15,562,346	(498,315)	14,382,700	16,478,597	2.3	1.0
Granite Global Ventures II	2004	15,000,000	14,333,510	15,007,914	675,000	8,688,238	6.6	1.7
Granite Global Ventures III	2006	15,000,000	14,625,503	21,339,969	375,000	11,087,460	15.6	2.2
Green Equity Investors V	2007	20,000,000	20,422,385	24,689,826	1,731,092	14,237,124	17.6	1.9
Industry Ventures Partnership Holdings III	2014	25,000,000	16,500,000	803,450	8,500,000	19,128,231	14.2	1.2
Industry Ventures Partnership Holdings III C	2015	15,000,000	2,662,500	-	12,337,500	2,576,319	-4.9	1.0
Industry Ventures Partnership Holdings IV	2016	10,000,000	400,000	-	9,600,000	382,881	-13.1	1.0
Kayne Anderson Energy Fund III	2005	15,000,000	15,965,344	14,983,550	366,426	406,307	-2.0	1.0
Kayne Anderson Energy Fund IV	2007	15,000,000	16,605,519	16,345,850	-	1,488,605	2.5	1.1
Leapfrog Ventures II	2005	10,000,000	9,490,000	6,811,564	510,000	3,775,902	2.0	1.1
Leeds Equity Partners IV	2003	10,000,000	10,209,327	11,467,347	1,099,639	2,156,587	4.7	1.3
Lighthouse Capital Partners V	2003	11,250,000	10,462,500	12,208,726	787,500	98,388	3.8	1.2
Lighthouse Capital Partners VI	2007	15,000,000	14,250,000	19,271,256	750,000	1,419,209	7.2	1.5
LNK Partners	2006	12,500,000	12,062,334	16,651,771	439,919	2,584,653	10.6	1.6
MHR Institutional Partners III	2006	20,000,000	20,800,000	20,133,259	6,974,396	8,871,987	7.0	1.4
Nautic Partners V	2000	20,000,000	20,325,743	40,372,953	641,735	1,665,008	17.2	2.1
Nautic Partners VI	2007	20,000,000	23,972,088	44,047,795	777,633	8,496,822	17.4	2.2
Nautic Partners VII	2014	20,000,000	13,567,043	5,135,745	7,619,590	17,115,674	70.8	1.6
Nordic Capital Fund V	2003	€ 14,615,550	21,434,529	57,872,857	-	916,025	21.0	2.7
Nordic Capital Fund VI	2006	€ 15,000,000	22,435,404	23,273,674	-	9,433,926	6.4	1.5
Nordic Capital Fund VII	2008	€ 15,000,000	20,035,142	6,471,638	1,614,531	17,096,654	3.2	1.2
Nordic Capital Fund VIII	2013	€ 15,000,000	9,987,631	368,111	7,976,487	9,320,463	-1.6	1.0
Oaktree European Principal Fund III	2011	20,000,000	17,150,000	2,432,019	5,271,496	19,466,302	8.8	1.3
Paine & Partners Capital Fund IV	2015	30,000,000	9,902,288	-	20,104,571	7,874,908	-27.7	0.8
Paladin III	2008	10,000,000	12,353,480	5,622,527	423,623	9,983,851	6.6	1.3
Parthenon Investors II	2001	23,960,000	23,409,381	37,045,489	1,821,022	990,630	12.4	1.6
Point 406 Ventures I	2006	10,000,000	10,331,265	4,123,844	520,000	13,730,976	10.4	1.7
Point Judith Venture Fund II	2006	5,000,000	6,030,136	2,085,239	216,950	3,143,800	-2.9	0.9
Providence Equity Partners IV	2000	25,000,000	35,971,884	68,445,391	1,995,291	202,251	23.9	1.9
Providence Equity Partners V	2005	25,000,000	31,136,262	34,127,175	2,196,098	3,867,689	3.8	1.2
Providence Equity Partners VI	2007	25,000,000	29,081,469	25,486,075	1,467,411	13,652,250	6.4	1.4
Providence Equity Partners VII	2012	25,000,000	18,250,646	3,960,222	10,723,763	17,633,091	11.5	1.2
Riverside Capital Appreciation Fund VI	2013	20,000,000	13,916,528	24,470	6,083,472	16,024,301	10.8	1.2
Riverside Micro-Cap Fund III	2014	20,000,000	17,758,317	(4,719)	2,241,683	21,536,111	11.9	1.2
Sorenson Capital Partners III	2014	30,000,000	13,666,010	-	16,776,753	13,417,662	-1.8	1.0
Southwest Partners VII	2016	30,000,000	691,249	-	29,308,751	68,591	-100.0	0.1
Tenex Capital Partners II	2016	25,000,000	1,885,611	-	23,114,052	1,594,848	-14.8	0.9
TPG Partners IV	2003	15,000,000	16,672,684	30,295,297	64,421	2,315,615	15.8	2.0
TPG Partners V	2006	20,000,000	20,697,887	20,658,284	1,774,959	7,944,490	5.3	1.4
TPG Partners VI	2008	10,000,000	13,549,362	11,384,330	924,624	6,745,782	9.3	1.3
Trilantic Capital Partners IV	2007	11,098,351	11,528,514	15,849,474	1,229,733	2,110,634	13.9	1.6
W Capital Partners	2004	15,000,000	14,197,500	10,229,777	802,500	529,283	-9.4	0.8
W Capital Partners II	2007	15,000,000	14,896,718	16,296,457	1,596,691	4,952,110	11.4	1.4
WLR Recovery Fund IV	2007	8,000,000	7,277,318	8,374,194	765,256	1,536,387	8.0	1.4
Other funds in aggregate**	various	120,000,000	112,035,382	99,562,553	13,523,510	49,255,493		
Total		\$ 1,434,895,119	\$ 1,256,079,378	\$ 1,250,303,514	\$ 356,654,478	\$ 551,894,245		

*IRR refers to the fund's Internal Rate of Return, or the annualized compounded yield on an investment. This calculation is typically applied in private equity where there are multiple points at which capital is invested (capital called) and at which it is distributed. A positive IRR means that the fund's current value plus any cash distributions are greater than the cash value contributed and management fees paid. Typically a fund will have a negative IRR during the first few years of its life, a period referred to as the "J-Curve", because cash is invested upfront and it takes time to generate value. It is important to consider a fund's start date (vintage year) when assessing IRRs. Multiple of investment is another indicator of returns, and is calculated by dividing the fund's cumulative distributions and current value, after fees, by the amount of capital paid in. Please note that performance calculations are specific to the ERSRI investment, and were not prepared, reviewed or approved by the General Partners.

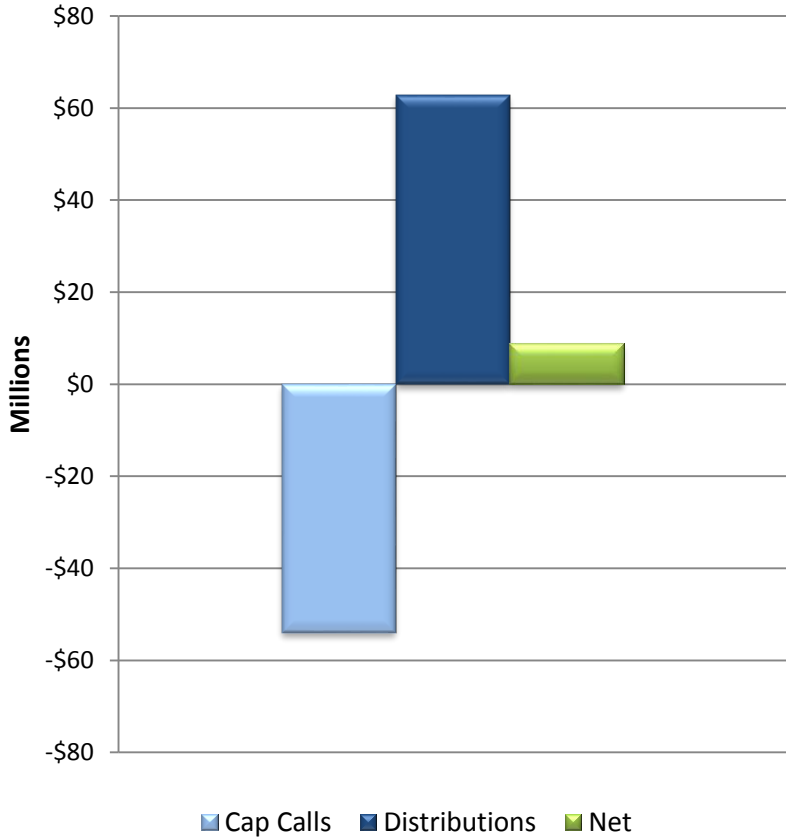
**Other funds in aggregate are the total commitments to and amounts drawn and distributed by funds whose confidentiality provisions do not permit the disclosure of their performance data. These funds include Braemar Energy Ventures III, Constellation Ventures III, Summit Partners Credit Fund, Summit Partners Credit Fund II, Thomas, McEnerney & Partners, Thomas McEnerney & Partners II and Wellspring Capital Partners III.

Private Equity Cash Flows

December 2016



Fiscal YTD December 2016



Section IX.

Real Estate Returns

PORTFOLIO SUMMARY

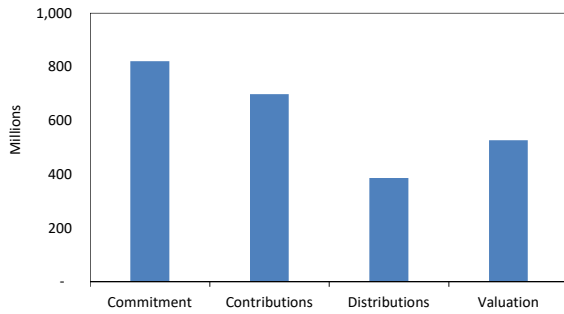
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All Portfolio Investments - Real Estate

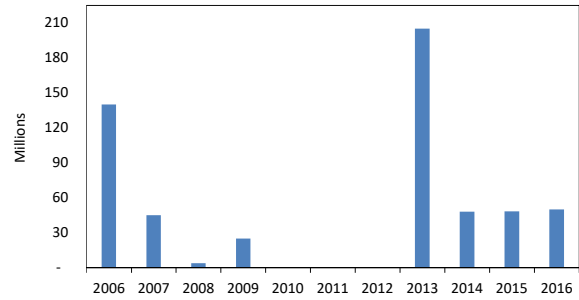
Performance Summary

Asset Class	Investment Type	Number of Investments	Commitment	Contributions	Distributions	Adjusted Valuation	Multiple of Cost	IRR	TWR
Real Estate Funds	Core	8	405,000,000	434,922,810	245,916,816	401,942,561	1.5x	5.3%	5.6%
	Non-Core	21	415,260,817	308,883,160	140,726,419	124,553,220	0.8x	-4.1%	0.9%
Total: Real Estate Funds		29	820,260,817	743,805,970	386,643,235	526,495,781	1.2x	3.7%	4.7%
Total:		29	820,260,817	743,805,970	386,643,235	526,495,781	1.2x	3.7%	4.7%

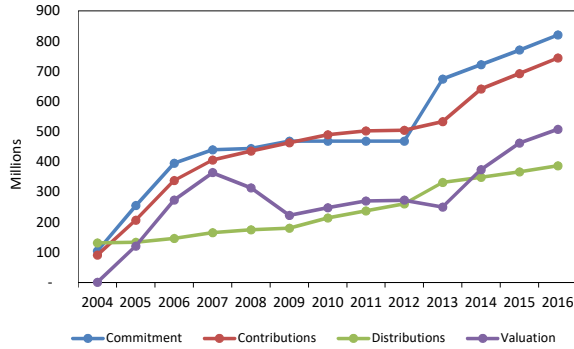
Cash Flow and Valuation Summary



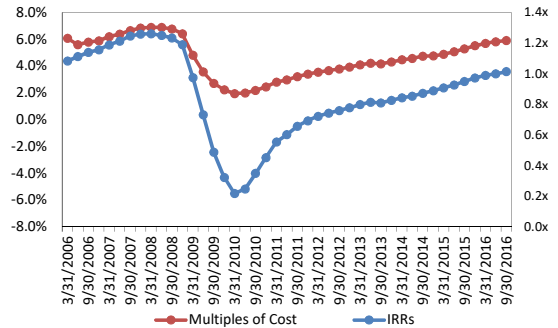
Commitment by Vintage Year



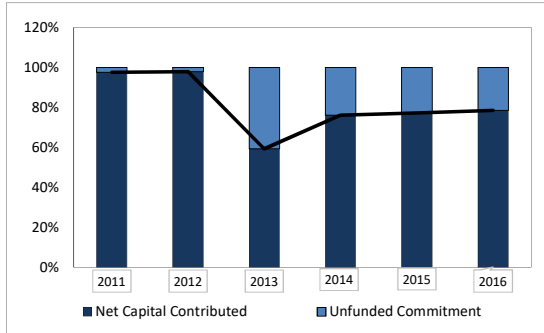
Historical Cash Flows and Valuation



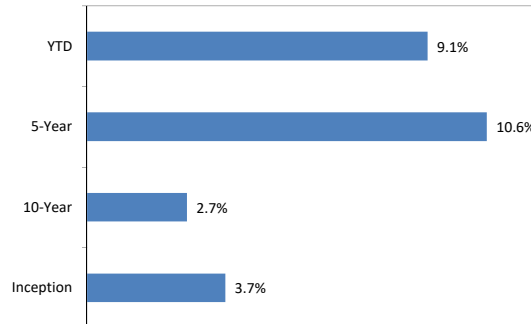
Historical Performance



Historical Percent Funded



Period IRRs

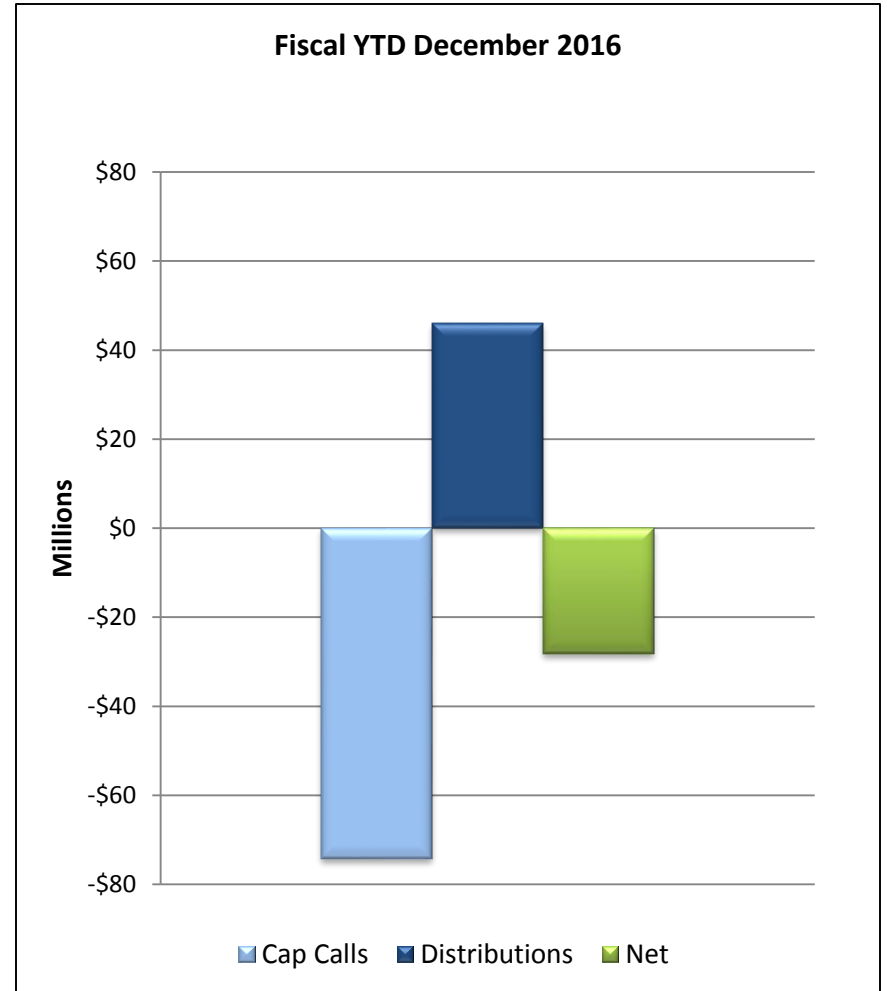
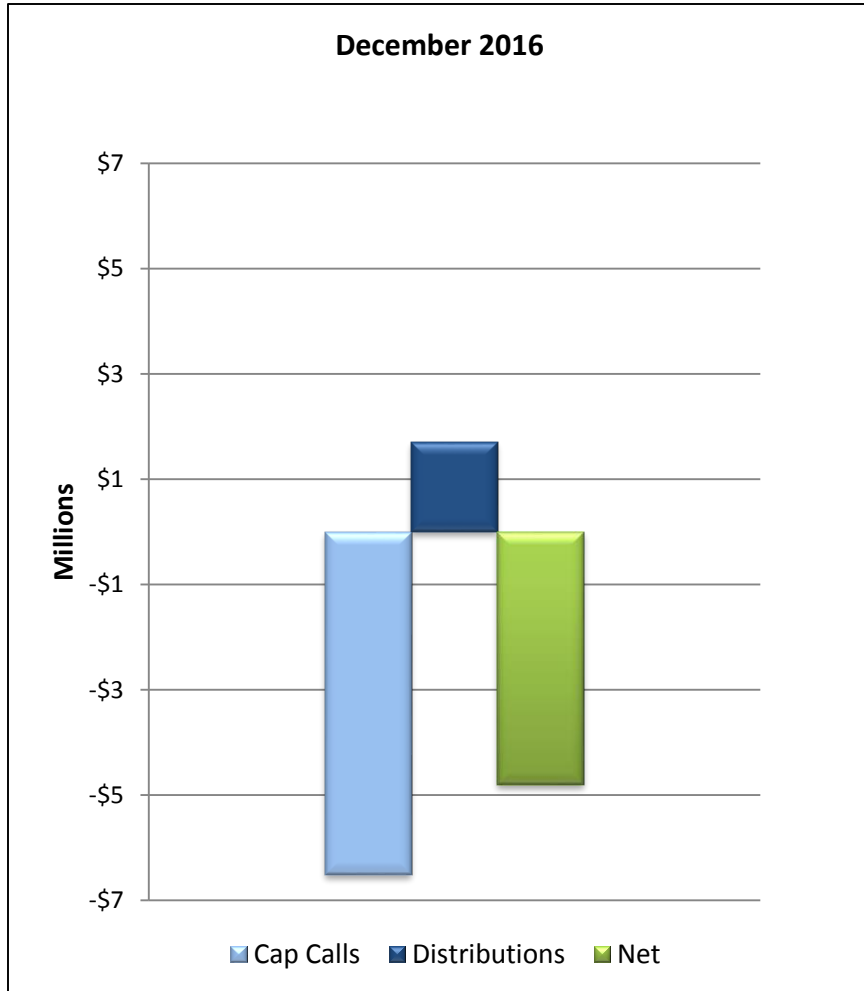


Employees' Retirement System of Rhode Island Real Estate Performance
9/30/2016

Current Partnerships	Vintage Year	Amount Committed (In \$ unless otherwise noted)	Cumulative Cash Flows (\$)				Cumulative Performance*	
			Amount Drawn	Amount Distributed	Amount Unfunded	Valuation (\$)	Net IRR (%)	Net Multiple of Investment
AEW Core Property Trust	open-end	60,000,000	60,000,000	10,480,447	-	91,098,997	12.4%	1.7
Crow Holdings Retail Fund	2015	24,000,000	11,861,234	-	12,138,766	12,191,396	6.6%	1.0
Exeter Industrial Value Fund III	2014	30,000,000	21,000,000	1,372,503	9,000,000	23,060,391	16.6%	1.2
GEM Realty Fund V	2013	50,000,000	28,159,592	5,815,000	21,840,408	29,478,429	12.9%	1.2
Heitman America Real Estate Trust	open-end	60,000,000	60,000,000	5,498,362	-	75,475,490	12.9%	1.2
IC Berkeley Partners III	2013	18,000,000	16,038,326	4,361,760	1,961,674	15,908,692	22.5%	1.3
IC Berkeley Partners IV	2016	30,000,000	3,087,000	-	26,913,000	2,854,155	-26.9%	0.9
JP Morgan Strategic Property Fund	open-end	75,000,000	75,000,000	22,466,103	-	103,308,695	6.3%	1.5
JP Morgan Alternative Property Fund	2006	20,000,000	20,000,000	14,727,125	-	191,440	-4.4%	0.7
Lone Star Real Estate Fund IV	2015	24,260,817	10,406,905	713,204	13,853,912	10,255,754	11.5%	1.1
Magna Hotel Fund III	2008	4,000,000	3,403,043	4,463,951	596,957	1,722,645	16.7%	1.8
Morgan Stanley Prime Property Fund	open-end	35,000,000	35,000,000	18,766,799	-	59,511,313	7.2%	1.9
Prudential (PRISA)	open-end	50,000,000	50,000,000	17,442,739	-	73,035,612	5.2%	1.6
TriCon Capital Fund VII	2005	15,000,000	14,571,533	3,923,226	428,467	1,120,807	-19.3%	0.3
Waterton Fund XII	2014	35,000,000	23,644,184	2,074,195	11,355,816	27,769,508	21.3%	1.2
Total		\$ 530,260,817	\$ 432,171,818	\$ 112,105,414	\$ 98,088,999	\$ 526,983,323		

*IRR refers to the fund's Internal Rate of Return, or the annualized compounded yield on an investment. This calculation is typically applied in private real estate where there are multiple points at which capital is invested (capital called) and at which it is distributed. A positive IRR means that the fund's current value plus any cash distributions are greater than the cash value contributed and management fees paid. Typically a fund will have a negative IRR during the first few years of its life, a period referred to as the "J-Curve", because cash is invested upfront and it takes time to generate value. It is important to consider a fund's start date (vintage year) when assessing IRRs. Multiple of investment is another indicator of returns, and is calculated by dividing the fund's cumulative distributions and current value, after fees, by the amount of capital paid in. Please note that performance calculations are specific to the ERSRI investment, and were not prepared, reviewed or approved by the General Partners.

Real Estate Cash Flows



Section X.

Infrastructure Returns

Portfolio Summary

9/30/2016

All Portfolio Investments – Infrastructure

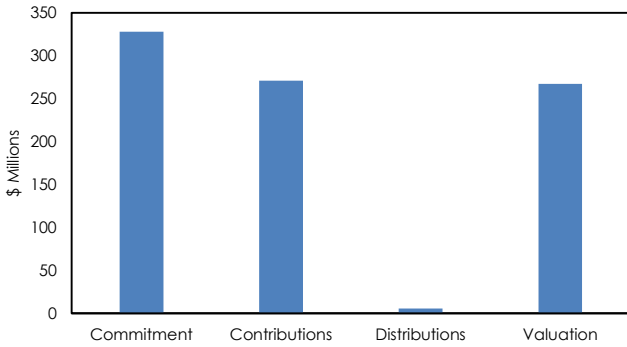


Investment	Commitment	Contributions	Distributions	Adjusted Valuation	Multiple of Cost*	Since Inception IRR*	1-yr IRR*	YTD IRR*
Harvest MLP Alpha Strategy	185,000,000	185,000,000	0	178,491,472	0.96	-2.2	28.2	40.4
IFM Global Infrastructure	50,000,000	50,000,000	1,160,536	53,808,574	1.10	6.9	6.6	6.0
ISQ Global Infrastructure Fund	50,000,000	21,448,994	4,791,186 ¹	17,632,750	1.05	7.0	31.8	14.5
Stonepeak Infrastructure Fund II	43,000,000	14,085,671	187,070	17,043,923	1.22	31.2	N/A	42.6
Total	328,000,000	270,534,665	6,138,792	266,976,719	1.01	0.7	23.7	29.9

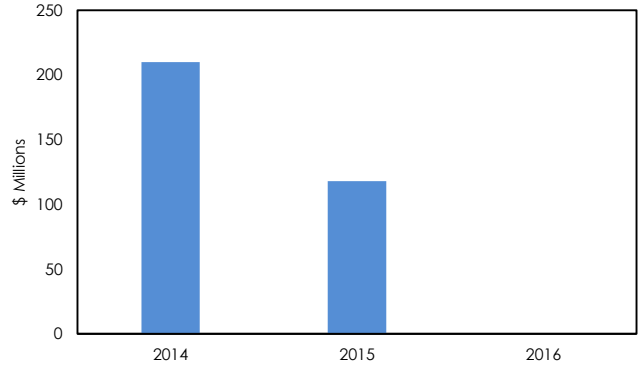
*Net of Fees and Expenses

1. Recallable Distributions

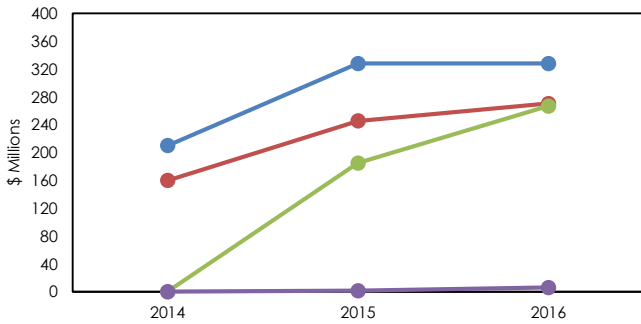
Cash Flow and Valuation Summary



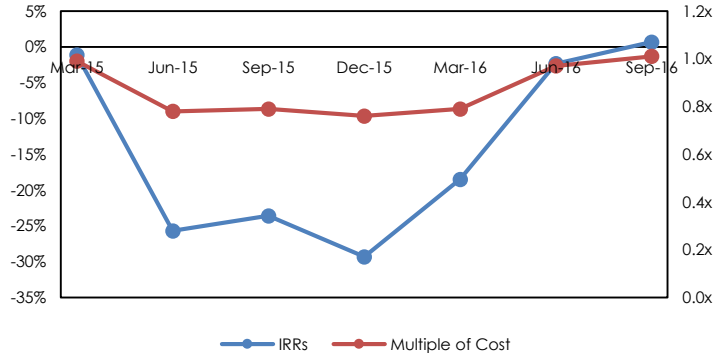
Commitment by Vintage Year



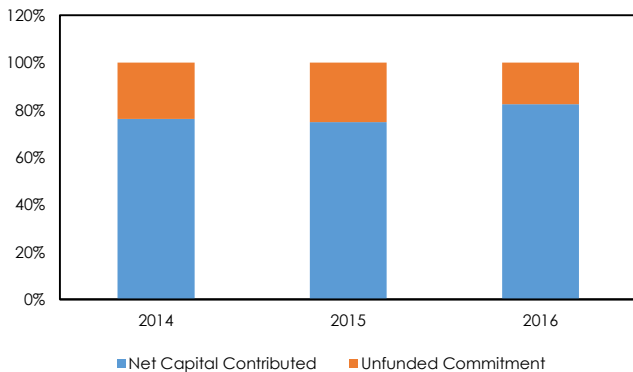
Historical Cash Flows and Valuation



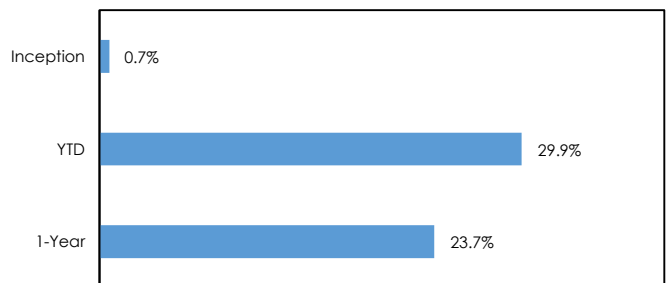
Historical Performance



Historical Percent Funded



Period IRRs

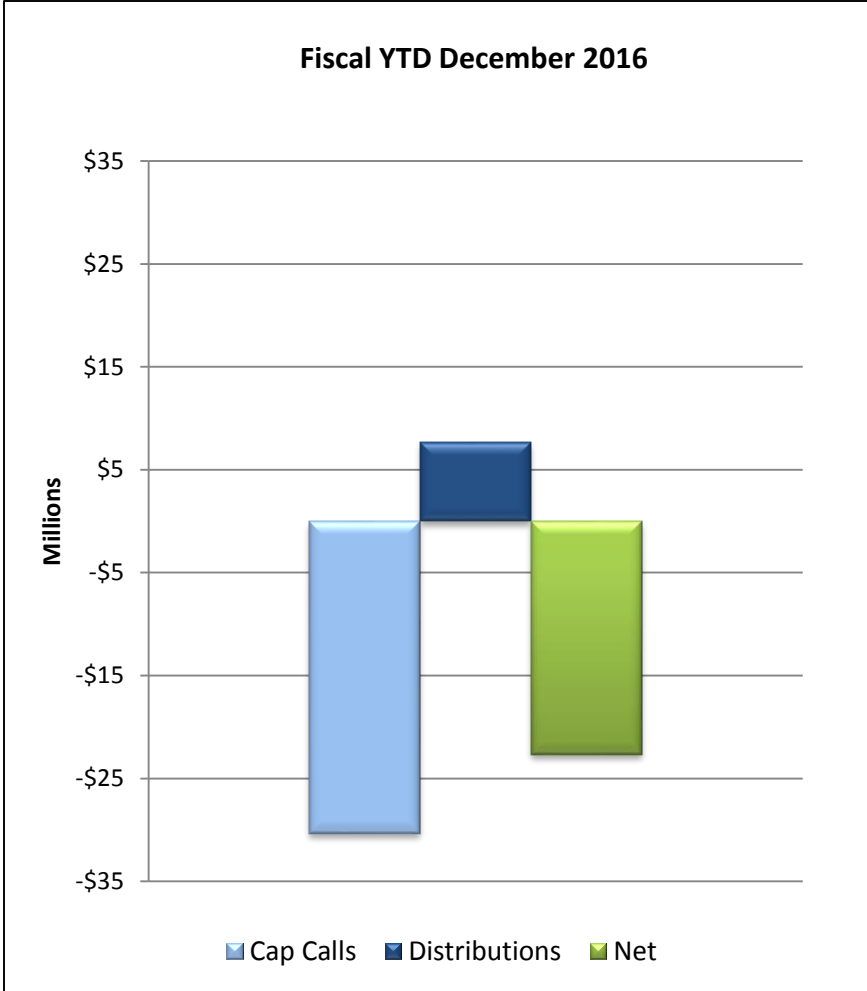
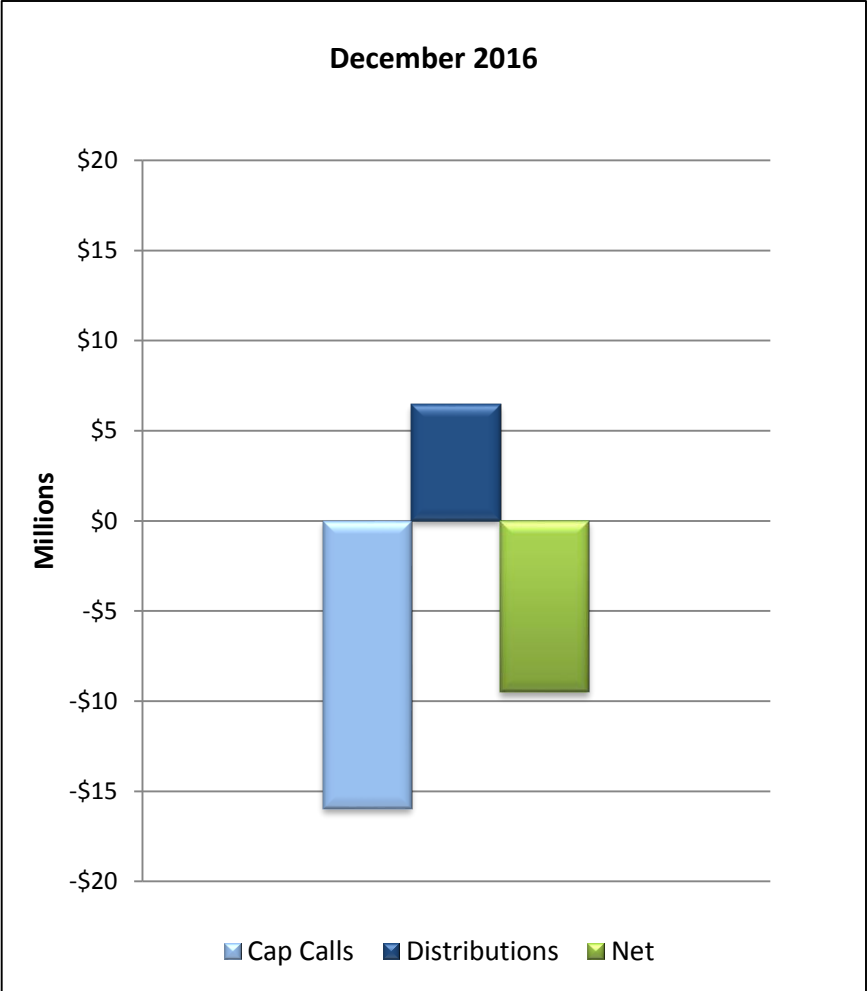


**Employees' Retirement System of Rhode Island Private Infrastructure Performance
9/30/2016**

Current Partnerships	Vintage Year	Amount Committed (In \$ unless otherwise noted)	Cumulative Cash Flows (\$)				Cumulative Performance*	
			Amount Drawn	Amount Distributed	Amount Unfunded	Valuation (\$)	Net IRR (%)	Net Multiple of Investment
IFM Global Infrastructure, L.P.	open-end	50,000,000	50,000,000	1,160,536	-	53,808,574	6.9	1.1
ISO Global Infrastructure Fund, L.P.	2015	50,000,000	21,448,994	4,791,186	28,551,006	17,632,750	7.0	1.1
Stonepeak Infrastructure Fund II, L.P.	2016	43,000,000	14,085,671	187,070	28,914,329	17,043,923	31.2	1.2
Total		\$ 143,000,000	\$ 85,534,665	\$ 6,138,792	\$ 57,465,335	\$ 88,485,247		

*IRR refers to the fund's Internal Rate of Return, or the annualized compounded yield on an investment. This calculation is typically applied in private real estate where there are multiple points at which capital is invested (capital called) and at which it is distributed. A positive IRR means that the fund's current value plus any cash distributions are greater than the cash value contributed and management fees paid. Typically a fund will have a negative IRR during the first few years of its life, a period referred to as the "J-Curve", because cash is invested upfront and it takes time to generate value. It is important to consider a fund's start date (vintage year) when assessing IRRs. Multiple of investment is another indicator of returns, and is calculated by dividing the fund's cumulative distributions and current value, after fees, by the amount of capital paid in. Please note that performance calculations are specific to the ERSR investment, and were not prepared, reviewed or approved by the General Partners.

Infrastructure Cash Flows



Section XI.

Cash Flow

Monthly Valuation Change

Period : 2016-12-01 - 2016-12-31

Category	Source Account Name	Closing Balance	Market Value Increase/(Decrease)	Transfer In/(Out)	Opening Balance
Grand Total		7,696,009,110.54	102,323,616.44	(10,195,942.00)	7,603,881,436.10
Total Global Equity		4,081,792,310.57	77,836,087.07	0.00	4,003,956,223.50
Global Equity		3,510,588,206.77	76,453,501.65	0.00	3,434,134,705.12
	SSGA R3000 INDEX	1,320,382,526.24	25,310,318.63	0.00	1,295,072,207.61
	SSGA MSCI EAFE	703,647,777.84	23,277,539.68	0.00	680,370,238.16
	SSGA MSCI CANADA	102,712,375.95	1,845,211.74	0.00	100,867,164.21
	SSGA MSCI EM	300,950,734.72	617,686.79	0.00	300,333,047.93
	QVM TILT	1,082,894,792.02	25,402,744.81	0.00	1,057,492,047.21
Global Equity Hedge Funds		571,204,103.80	1,382,585.42	0.00	569,821,518.38
	DAVIDSON KEMPNER	80,689,799.39	422,636.41	0.00	80,267,162.98
	ELLIOTT ASSOCIATES	93,901,754.01	(368,965.63)	0.00	94,270,719.64
	INDUS ASIA PACIFIC	335,673.47	(1,067.61)	0.00	336,741.08
	PFM DIVERSIFIED	77,228,785.64	(652,720.46)	0.00	77,881,506.10
	SAMLYN ON/OFFSHORE	108,193,920.58	1,111,946.92	0.00	107,081,973.66
	VIKING GLOBAL EQUITI	98,270,260.25	88,843.64	0.00	98,181,416.61
	LUXOR CAP PTNS LP	5,259,213.06	(79,954.34)	0.00	5,339,167.40
	ESG CBE FUND LP	38,224,715.40	70,047.39	0.00	38,154,668.01
	ASCENT ERSRI FUND LP	69,099,982.00	791,819.10	0.00	68,308,162.90
Private Equity		543,281,929.39	1,505,820.61	(15,880,851.95)	557,656,960.73
Private Equity		543,281,929.39	1,505,820.61	(15,880,851.95)	557,656,960.73
	PRIVATE EQUITY	543,281,929.39	1,505,820.61	(15,880,851.95)	557,656,960.73
Total Fixed Income		973,663,831.61	2,370,898.60	(10,000,000.00)	981,292,933.01
Fixed Income		973,663,831.61	2,370,898.60	(10,000,000.00)	981,292,933.01
	MACKAY SHIELDS	482,255,354.00	1,121,585.16	(5,000,000.00)	486,133,768.84
	PYRAMIS GLOBAL ADV	491,408,477.61	1,249,313.44	(5,000,000.00)	495,159,164.17
Total Real Return		1,475,033,835.23	19,494,370.06	(10,469,940.00)	1,466,009,405.17
Alternative Absolute Return		379,707,108.48	1,821,239.17	0.00	377,885,869.31
	BREVAN HOWARD	80,720,826.01	193,480.08	0.00	80,527,345.93
	DE SHAW	95,287,681.17	(995,189.93)	0.00	96,282,871.10
	OZ DOMESTIC PTRS	105,946,980.60	694,383.14	0.00	105,252,597.46
	WINTON FUTURE FD	35,753,459.43	487,126.86	0.00	35,266,332.57
	GRAHAM ABS RETURN	61,998,161.27	1,441,439.02	0.00	60,556,722.25
Alternative Fixed Income		135,968,741.65	3,415,283.02	0.00	132,553,458.63
	BRIGADE LEV CAP	61,362,345.21	1,488,521.50	0.00	59,873,823.71
	CAPULA GLOBAL	67,966,321.51	1,151,425.93	0.00	66,814,895.58
	CLAREN ROAD CR. FUND	6,640,074.93	775,335.59	0.00	5,864,739.34
Credit		422,580,039.67	6,344,326.03	(15,000,000.00)	431,235,713.64
	PIMCO	214,941,533.22	2,019,272.45	(5,000,000.00)	217,922,260.77
	WAMCO	207,638,506.45	4,325,053.58	(10,000,000.00)	213,313,452.87
GILBs		246,202,396.46	98,285.74	(5,000,000.00)	251,104,110.72
	BROWN BROTHERS HARR	246,202,396.46	98,285.74	(5,000,000.00)	251,104,110.72
Publicly Traded Infrastructure		290,575,548.97	7,815,236.10	9,530,060.00	273,230,252.87
	PRIV INFRASTR AGGR	109,395,718.79	1,333,688.19	9,530,060.00	98,531,970.60
	HARVEST FUND ADVISOR	181,179,830.18	6,481,547.91	0.00	174,698,282.27
Real Estate		555,304,263.45	2,460,527.42	4,805,055.97	548,038,680.06
Real Estate		555,304,263.45	2,460,527.42	4,805,055.97	548,038,680.06
	REAL ESTATE	555,304,263.45	2,460,527.42	4,805,055.97	548,038,680.06

Monthly Valuation Change

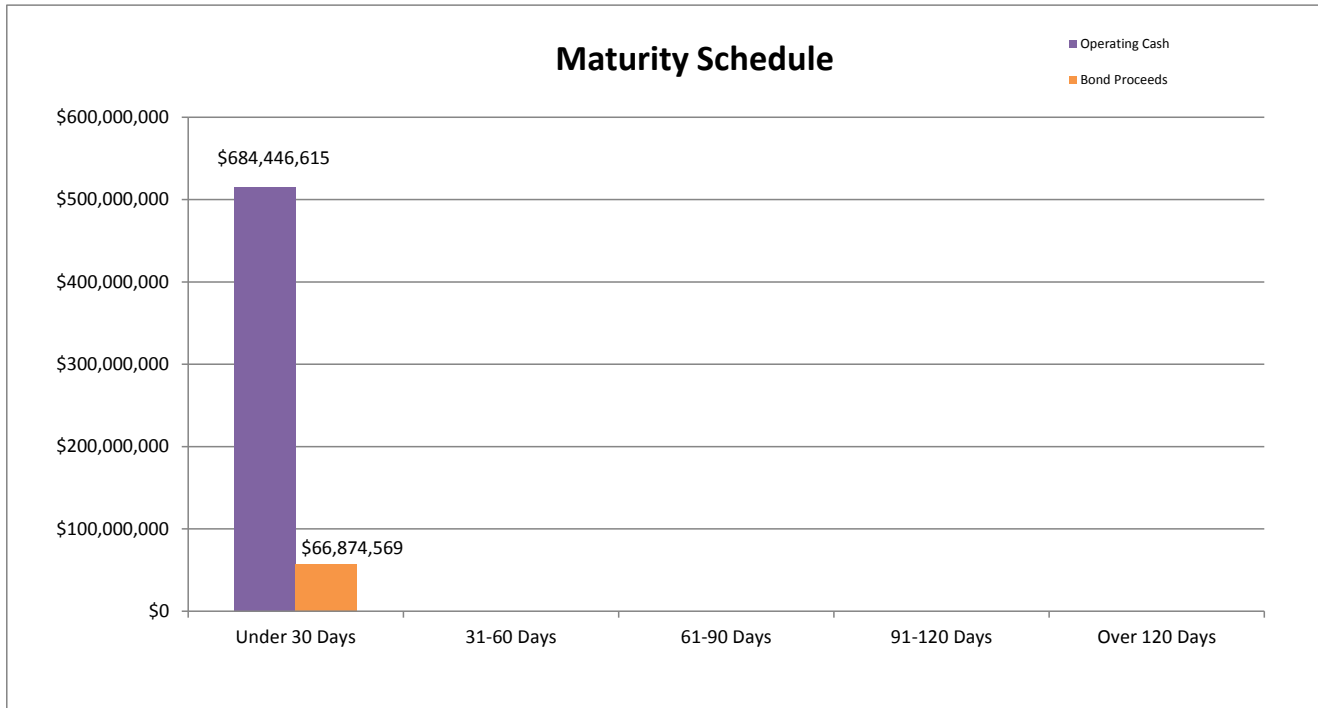
Period : 2016-12-01 - 2016-12-31

Category	Source Account Name	Closing Balance	Market Value Increase/(Decrease)	Transfer In/(Out)	Opening Balance
Total Cash		48,326,116.49	(204,450.48)	19,050,042.31	29,480,524.66
Cash Accounts		48,326,116.49	(204,450.48)	19,050,042.31	29,480,524.66
	ERSRI CASH	41,900,484.49	(204,450.48)	14,345,984.31	27,758,950.66
	CITIZENS CASH	6,425,632.00	0.00	4,704,058.00	1,721,574.00
Total Other		18,164,634.80	(1,125,646.45)	4,000,000.00	15,290,281.25
Other		18,164,634.80	(1,125,646.45)	4,000,000.00	15,290,281.25
	RUSSELL OVERLAY FD	18,164,634.80	(1,125,646.45)	4,000,000.00	15,290,281.25
Total Miscellaneous		442,189.00	(13,990.39)	(1,700,248.33)	2,156,427.72
Miscellaneous Accounts		442,189.00	(13,990.39)	(1,700,248.33)	2,156,427.72
	RI TRANS ACCT	5,039.62	13.29	0.00	5,026.33
	SHOTT CAPITAL	384,074.18	(13,440.72)	(1,700,000.00)	2,097,514.90
	DOM EQUITY TRANS	74.25	0.00	0.00	74.25
	NON-US EQUITY TRANS	51,185.30	(515.07)	(25.42)	51,725.79
	FIXED INC TRANS	1,815.65	(47.89)	(222.91)	2,086.45

Section XII.

Short-Term Investments

Short-Term Investment Maturity Schedule & SIC Compliance Report at December 31, 2016



Vendor	CP	CD	Agency	Money Mkt	PIP	Repo	CDP	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	275,447,292	275,447,292
	0%	0%	0%	0%	0%	0%	0%	53%	53%
Bank RI	0	15,285,872	0	5,106,059	0	0	0	0	20,391,931
	0%	3%	0%	1%	0%	0%	0%	0%	4%
Santander Bank	0	0	0	0	53,716,678	0	0	0	53,716,678
	0%	0%	0%	0%	10%	0%	0%	0%	10%
Citizens Bank	0	0	0	0	24,466,888	0	0	0	24,466,888
	0%	0%	0%	0%	5%	0%	0%	0%	5%
Webster Bank	0	0	0	0	2,380,614	0	0	0	2,380,614
	0%	0%	0%	0%	0%	0%	0%	0%	0%
Customers Bank	0	0	0	0	64,093,983	0	0	0	64,093,983
	0%	0%	0%	0%	12%	0%	0%	0%	12%
Washington Trust	0	0	0	60,791,627	0	0	1,474,307	0	62,265,934
	0%	0%	0%	12%	0%	0%	0%	0%	12%
TD Bank	0	0	0	0	12,587,947	0	0	0	12,587,947
	0%	0%	0%	0%	2%	0%	0%	0%	2%
TOTALS	-	15,285,872	-	65,897,686	157,246,110	-	1,474,306.85	275,447,292	515,351,267
(%) PORTFOLIO	0.00%	2.97%	0.00%	12.79%	30.51%	0.00%	0.29%	53.45%	100.00%

Note: PIP + CD must be under 75%.

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

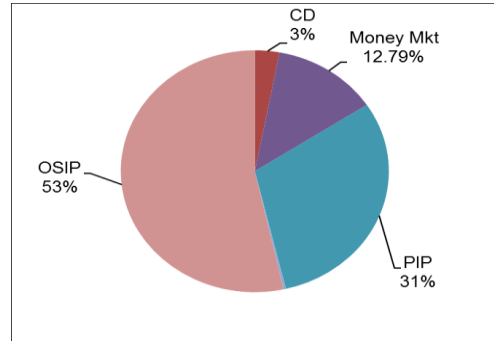
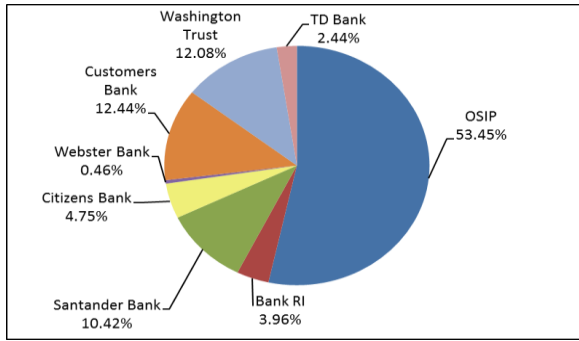
State of Rhode Island
Short Term Cash Monthly Performance
Performance for
December 01, 2016 to December 31, 2016

Fund Name	Beginning Balance	Ending Balance	Average Daily Balance	Earnings	Yield(Annual)
GENERAL FUND	\$ 308,971,813.23	\$ 183,249,536.24	\$ 249,346,949.22	\$ 109,425.72	0.5167%
H.A.V.A	\$ 297.46	\$ 297.59	\$ 297.46	\$ 0.13	0.5146%
GENERAL FUND (HIST PRES)	\$ 541,589.87	\$ 541,940.99	\$ 541,589.87	\$ 351.12	0.7633%
HISTORIC TAX CREDITS	\$ 2,924,579.31	\$ 2,926,362.00	\$ 2,924,579.31	\$ 1,782.69	0.7177%
HIGHWAY FUND	\$ 59,577,863.45	\$ 65,511,134.86	\$ 56,829,476.35	\$ 33,271.41	0.6893%
T.D.I. RESERVE (DET)	\$ 118,445,676.95	\$ 100,185,058.71	\$ 108,900,515.66	\$ 39,381.76	0.4258%
RICAP GL FUND 21	\$ 55,090,966.80	\$ 81,831,287.58	\$ 71,297,418.41	\$ 40,320.78	0.6659%
BOND CAPITAL FUND	\$ 564,403.93	\$ 64,621.18	\$ 516,016.83	\$ 217.25	0.4957%
R.I. CLEAN WATER ACT	\$ 3,204,961.87	\$ 3,206,841.37	\$ 3,204,961.87	\$ 1,879.50	0.6905%
STATE LOTTERY FUND	\$ 48,617,747.72	\$ 45,238,992.77	\$ 39,175,812.24	\$ 21,245.05	0.6385%
ASSESSED FRINGE BEN ADM	\$ 415,856.50	\$ 416,100.81	\$ 415,856.50	\$ 244.31	0.6917%
AUTO EQUIPMENT SERVICE	\$ 1,254.51	\$ 1,255.04	\$ 1,254.51	\$ 0.53	0.4974%
HEALTH INSURANCE FUND	\$ 20,074,082.01	\$ 23,888,143.62	\$ 23,332,146.53	\$ 14,061.61	0.7096%
FLEET REVOLVING LOAN FUND	\$ 1,767,573.95	\$ 1,268,138.66	\$ 1,493,380.40	\$ 564.71	0.4452%
EMPLOYEES RETIREMENT	\$ 48,980.43	\$ 761,287.82	\$ 29,061,883.66	\$ 12,307.39	0.4986%
MUNICIPAL EMPLOYEES RET.	\$ 41,001.17	\$ 292,340.66	\$ 3,165,194.72	\$ 1,339.49	0.4983%
RETIREE HEALTH FUND	\$ 1,172.77	\$ 1,001,391.87	\$ 517,301.80	\$ 219.10	0.4987%
BOG RETIREE FUND	\$ 62,945.30	\$ 951.77	\$ 10,945.30	\$ 6.47	0.6960%
RIPTA HEALTH FUND	\$ 35,981.53	\$ 1,036,223.44	\$ 552,110.56	\$ 241.91	0.5159%
PERMANENT SCHOOL FUND	\$ 1,948,957.35	\$ 1,950,220.75	\$ 1,948,957.35	\$ 1,263.40	0.7633%
TEACHER RETIREE HEALTH FUND	\$ 580,219.68	\$ 580,496.61	\$ 580,219.68	\$ 276.93	0.5620%
RI ST POL RETIREE HEALTH	\$ 124,001.84	\$ 124,055.05	\$ 124,001.84	\$ 53.21	0.5052%
RI LEG RETIREE HEALTH	\$ 829.20	\$ 829.55	\$ 829.20	\$ 0.35	0.4970%
RI JUDICIAL RETIREE HEALTH	\$ 40,503.31	\$ 40,520.46	\$ 40,503.31	\$ 17.15	0.4985%
UNIVERSITY COLLEGE	\$ 12,234.71	\$ 12,242.09	\$ 12,234.71	\$ 7.38	0.7102%
INDUS. BLDG. & MTG. INS.	\$ 1,720,155.88	\$ 1,220,994.55	\$ 1,300,801.04	\$ 838.67	0.7591%
Operating Funds Totals	\$ 624,815,650.73	\$ 515,351,266.04	\$ 595,295,238.33	\$ 279,318.02	0.552%
CCDL 2004 SERIES A	\$ -	\$ -	\$ -	\$ -	
BOND CCDL 2006 SERIES C	\$ 893,815.34	\$ 893,815.34	\$ 893,796.65	\$ 579.48	0.7634%
GO BND-NTAX 2007 SERIES A	\$ 374,918.91	\$ 374,918.91	\$ 374,911.07	\$ 243.07	0.7634%
CCDL10B BOND CAPITAL COMPONENT	\$ 950,000.00	\$ 950,000.00	\$ 949,980.13	\$ 615.91	0.7634%
CCDL10C	\$ 160,298.65	\$ 160,402.58	\$ 160,298.65	\$ 103.93	0.7634%
CCDL2011A	\$ 6,100,604.96	\$ 6,076,666.09	\$ 6,080,400.04	\$ 3,941.92	0.7633%
CCDL2012B	\$ 6,212,767.87	\$ 6,212,767.87	\$ 6,212,637.94	\$ 4,027.87	0.7634%
GO CCDL 2013A	\$ 3,789,111.26	\$ 3,094,648.86	\$ 3,206,592.07	\$ 2,072.47	0.7610%
GO CCDL 2013B	\$ 6,250,000.00	\$ 6,250,000.00	\$ 6,249,869.29	\$ 4,052.01	0.7634%
GO CCDL 2014A	\$ 2,094,193.10	\$ 2,094,193.10	\$ 2,094,149.30	\$ 1,357.71	0.7634%
GO CCDL 2014B	\$ 40,664.27	\$ 40,664.27	\$ 40,663.42	\$ 26.36	0.7633%
GO CCDL 2016A	\$ 26,023,986.22	\$ 24,002,575.95	\$ 24,328,101.67	\$ 15,753.93	0.7625%
GO CCDL 2016B	\$ 6,101,735.08	\$ 5,324,002.95	\$ 5,449,329.88	\$ 3,525.74	0.7618%
CLEAN WATER 2004 SERIES A	\$ 146,728.71	\$ 146,728.71	\$ 146,725.64	\$ 95.13	0.7634%
CCDL99A 1999A	\$ 206,569.39	\$ 206,569.39	\$ 206,565.07	\$ 133.92	0.7633%
CLEAN WATER 2007 SERIES A	\$ 283,252.06	\$ 283,252.06	\$ 283,246.14	\$ 183.64	0.7634%
CCDL2011A CLEAN WATER COMPONENT	\$ 1,236,000.00	\$ 1,236,000.00	\$ 1,235,974.15	\$ 801.33	0.7634%
Bond Proceeds Fund Totals	\$ 60,864,645.82	\$ 57,347,206.08	\$ 57,913,241.11	\$ 37,514.42	0.763%
Grand Totals	\$ 685,680,296.55	\$ 572,698,472.12	\$ 653,208,479.44	\$ 316,832.44	0.571%

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

**Issuer Credit Rating
December 31, 2016**

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	4.0%	N/R		N/A	N/A	N/A	N/A	N/A
Santander Bank	3,4	10.4%	Baa2		P-1	A-2	A2	BBB+	Stable
Bank of America		0.0%	Baa1		P-2	A-2	Baa1	BBB+	Stable
JP Morgan Chase		0.0%	A3		P-2	A-2	A3	A-	Stable
Fidelity		0.0%	N/R		N/A	N/A	N/A	N/A	N/A
State Street Bank & Trust Company		0.0%	Aa3		P-1	A-1+	Aa1	AA-	Stable
RBS Citizens	3,4	4.8%	Baa1		P-2	A-2	A1	A-	Stable
Webster Bank	3,4	0.5%	Baa1		P-1	A-2	A1	BBB+	Stable
Ocean State Investment Pool	6	53.5%	N/R		N/A	N/A	N/A	N/A	N/A
Washington Trust	3,7	12.1%	N/R		N/A	N/A	N/A	N/A	N/A
TD Bank	3	2.4%	Aa1		P-1	A-1+	Aa1	AA-	Stable
Customers Bank	4	12.4%	N/R		N/A	N/A	N/A	N/A	N/A



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 FY17 Q2

October 1, 2016 through December 31, 2016

Fund Name	Beginning Balance	Ending Balance	Average Daily Balance	Earnings	Yield
GENERAL FUND	\$ 164,586,623.17	\$ 87,361,938.07	\$ -	\$ 75,314.90	0.7582%
GENERAL FUND (HIST PRES)	\$ 541,583.28	\$ 541,934.40	\$ 541,583.28	\$ 351.12	0.7633%
HISTORIC TAX CREDITS	\$ 2,420,261.62	\$ 2,421,830.73	\$ 2,420,261.62	\$ 1,569.11	0.7633%
HIGHWAY FUND	\$ 43,064,609.45	\$ 48,091,159.91	\$ 40,951,706.22	\$ 26,550.46	0.7634%
T.D.I. RESERVE (DET)	\$ 23,398,771.39	\$ 23,413,941.33	\$ 23,398,771.39	\$ 15,169.94	0.7633%
RICAP GL FUND 21	\$ 33,988,198.10	\$ 60,721,295.70	\$ 50,194,649.71	\$ 33,097.60	0.7764%
R.I. CLEAN WATER ACT	\$ 2,322,740.79	\$ 2,324,246.67	\$ 2,322,740.79	\$ 1,505.88	0.7633%
STATE LOTTERY FUND	\$ 20,129,568.53	\$ 23,442,962.54	\$ 20,629,568.53	\$ 13,394.01	0.7645%
ASSESSED FRINGE BEN ADM	\$ 303,356.42	\$ 303,553.09	\$ 303,356.42	\$ 196.67	0.7633%
HEALTH INSURANCE FUND	\$ 15,953,416.53	\$ 23,465,323.21	\$ 18,243,739.11	\$ 11,906.68	0.7684%
RETIREE HEALTH FUND	\$ 144.73	\$ 144.82	\$ 144.73	\$ 0.09	0.7322%
BOG RETIREE FUND	\$ 62,717.45	\$ 723.82	\$ 10,717.45	\$ 6.37	0.6998%
RIPTA HEALTH FUND	\$ 35,979.25	\$ 36,002.58	\$ 35,979.25	\$ 23.33	0.7635%
PERMANENT SCHOOL FUND	\$ 1,948,257.18	\$ 1,949,520.28	\$ 1,948,257.18	\$ 1,263.10	0.7633%
TEACHER RETIREE HEALTH FUND	\$ 138,798.50	\$ 138,888.49	\$ 138,798.50	\$ 89.99	0.7634%
RI ST POL RETIREE HEALTH	\$ 3,091.59	\$ 3,093.59	\$ 3,091.59	\$ 2.00	0.7617%
UNIVERSITY COLLEGE	\$ 9,777.60	\$ 9,783.94	\$ 9,777.60	\$ 6.34	0.7635%
INDUS. BLDG. & MTG. INS.	\$ 1,720,110.65	\$ 1,220,949.30	\$ 1,300,755.81	\$ 838.65	0.7591%
Operating Funds Totals	\$ 310,628,006.23	\$ 275,447,292.47	\$ 162,453,899.18	\$ 181,286.24	0.72%
CCDL 2004 SERIES A	\$ -	\$ -	\$ -	\$ -	
BOND CCDL 2006 SERIES C	\$ 893,815.34	\$ 893,815.34	\$ 893,796.65	\$ 579.48	0.7634%
GO BND-NTAX 2007 SERIES A	\$ 374,918.91	\$ 374,918.91	\$ 374,911.07	\$ 243.07	0.7634%
CCDL10B BOND CAPITAL COMPONENT	\$ 950,000.00	\$ 950,000.00	\$ 949,980.13	\$ 615.91	0.7634%
CCDL10C	\$ 160,298.65	\$ 160,402.58	\$ 160,298.65	\$ 103.93	0.7634%
CCDL2011A	\$ 6,100,604.96	\$ 6,076,666.09	\$ 6,080,400.04	\$ 3,941.92	0.7633%
CCDL2012B	\$ 6,212,767.87	\$ 6,212,767.87	\$ 6,212,637.94	\$ 4,027.87	0.7634%
GO CCDL 2013A	\$ 3,789,111.26	\$ 3,094,648.86	\$ 3,206,592.07	\$ 2,072.47	0.7610%
GO CCDL 2013B	\$ 6,250,000.00	\$ 6,250,000.00	\$ 6,249,869.29	\$ 4,052.01	0.7634%
GO CCDL 2014A	\$ 2,094,193.10	\$ 2,094,193.10	\$ 2,094,149.30	\$ 1,357.71	0.7634%
GO CCDL 2014B	\$ 40,664.27	\$ 40,664.27	\$ 40,663.42	\$ 26.36	0.7633%
GO CCDL 2016A	\$ 26,023,986.22	\$ 24,002,575.95	\$ 24,328,101.67	\$ 15,753.93	0.7625%
GO CCDL 2016B	\$ 6,101,735.08	\$ 5,324,002.95	\$ 5,449,329.88	\$ 3,525.74	0.7618%
CLEAN WATER 2004 SERIES A	\$ 146,728.71	\$ 146,728.71	\$ 146,725.64	\$ 95.13	0.7634%
CCDL99A 1999A	\$ 206,569.39	\$ 206,569.39	\$ 206,565.07	\$ 133.92	0.7633%
CLEAN WATER 2007 SERIES A	\$ 283,252.06	\$ 283,252.06	\$ 283,246.14	\$ 183.64	0.7634%
CCDL2011A CLEAN WATER COMPONENT	\$ 1,236,000.00	\$ 1,236,000.00	\$ 1,235,974.15	\$ 801.33	0.7634%
Bond Proceeds Fund Totals	\$ 60,864,645.82	\$ 57,347,206.08	\$ 57,913,241.11	\$ 37,514.42	0.49%
Grand Totals	\$ 371,492,652.05	\$ 332,794,498.55	\$ 220,367,140.29	\$ 218,800.66	0.60%

Section XIII.

Defined Contribution Plan



2016 YTD Performance Summary

(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(I)	(J)	(K)	(L)	(M)	(N)	(O)	(P)	(Q)	(R)	(S)	
As of 12/31/16	Mgr.	AUM	Gross	Net	Net	Rev	Recent Returns			Annualized Total Returns as of 12/31/2016							Since		
Ticker	Tenure	\$ Millions	ER	ER	%-ile	Share	1mo.	3mo.	YTD	1 Year	%-ile	3 Year	%-ile	5 Year	%-ile	10 Year	%-ile	Incep.	
TIAA Stable Value****	Current crediting rate = 2.00						0.16	0.47	1.90	1.90		1.90						1.87	
FIXED INCOME																			
Intermediate-Term Bond																			
Vanguard Total Bond Market Index Adm	VBTLX	3.92	171,815.20	0.06	0.06	2	0.00	0.25	(3.17)	2.60	2.60	62	2.94	40	2.14	71	4.29	48	4.24
		<i>BBgBarc US Agg Bond TR USD</i>						0.14	(3.05)	2.75	2.75		2.99		2.24		4.36		
		<i>Intermediate-Term Bond Median</i>		0.85	0.71			0.21	(2.59)	2.96	2.96		2.82		2.66		4.32		
		<i>Intermediate-Term Bond Number of Funds</i>		1,026	1,026							996		951		903		798	
Inflation-Linked Bond																			
PIMCO Real Return Instl	PRRIX	9.08		0.58	0.45	24	0.00	(0.01)	(2.35)	5.04	5.04	21	1.85	23	0.98	13	4.60	3	
		<i>BBgBarc US Treasury US TIPS TR USD</i>						(0.10)	(2.41)	4.68	4.68		2.26		0.89		4.36		
		<i>Inflation-Protected Bond Median</i>		0.83	0.65			(0.02)	(2.19)	4.36	4.36		1.46		0.45		3.67		
		<i>Inflation-Protected Bond Number of Funds</i>		234	234							230		216		185		142	
Equity																			
Large Cap Blend																			
Vanguard Institutional Index I	VINIX	16.08	211,495.63	0.04	0.04	1	0.00	1.98	3.82	11.93	11.93	27	8.85	6	14.63	15	6.95	21	9.50
		<i>S&P 500 TR USD</i>						1.98	3.82	11.96	11.96		8.87		14.66		6.95		
TIAA-CREF Social Choice Eq Instl	TISCX	11.08	2,431.67	0.18	0.18	5	0.00	1.83	4.05	13.51	13.51	14	7.22	51	13.56	52	6.76	28	
		<i>Russell 3000 TR USD</i>						1.95	4.21	12.74	12.74		8.43		14.67		7.07		
		<i>Large Blend Median</i>		1.07	0.96			1.81	3.73	10.49	10.49		7.26		13.62		6.25		
		<i>Large Blend Number of Funds</i>		1,426	1,426							1,383		1,320		1,235		1,083	
Mid Cap Blend																			
Vanguard Mid Cap Index I	VMCIX	18.67	76,489.78	0.07	0.07	2	0.00	0.66	2.13	11.23	11.23	73	7.68	30	14.38	38	7.69	37	9.67
		<i>Spliced Mid Cap Index *</i>						0.66	2.14	11.25	11.25		7.72		14.42		7.70		
		<i>CRSP US Mid Cap TR USD</i>						0.66	2.14	11.25	11.25		7.72		14.56		7.62		
		<i>Mid-Cap Blend Median</i>		1.16	1.06			1.52	5.54	15.10	15.10		6.48		13.74		7.01		
		<i>Mid-Cap Blend Number of Funds</i>		445	445							412		386		363		314	
Small Cap Blend																			
Vanguard Small Cap Index Adm	VSMAX	0.75	69,441.63	0.08	0.08	2	0.00	1.88	6.10	18.30	18.30	70	7.01	40	14.83	34	8.18	19	9.00
		<i>Spliced Small Cap Index **</i>						1.87	6.09	18.26	18.26		7.00		14.81		8.10		
		<i>CRSP US Small Cap TR USD</i>						1.87	6.09	18.26	18.26		7.00		15.00		8.60		
		<i>Small Blend Median</i>		1.33	1.20			2.83	9.44	20.57	20.57		6.54		14.12		6.73		
		<i>Small Blend Number of Funds</i>		793	793							776		701		642		551	



2016 YTD Performance Summary

(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(I)	(J)	(K)	(L)	(M)	(N)	(O)	(P)	(Q)	(R)	(S)	
As of 12/31/16	Mgr.	AUM	Gross	Net	Net	Rev	Recent Returns			Annualized Total Returns as of 12/31/2016								Since	
Ticker	Tenure	\$ Millions	ER	ER	%-ile	Share	1mo.	3mo.	YTD	1 Year	%-ile	3 Year	%-ile	5 Year	%-ile	10 Year	%-ile	Incep.	
Foreign Large Blend																			
TIAA-CREF International Eq Idx Instl	TCIEX	11.42	8,190.57	0.06	0.06	1	0.00	2.69	(1.47)	1.22	1.22	43	(1.63)	40	6.69	26	0.85	34	
<i>MSCI EAFE NR USD</i>								3.42	(0.71)	1.00	1.00		(1.60)		6.53		0.75		
<i>Foreign Large Blend Median</i>								1.29	1.10				(2.04)		5.94		0.35		
<i>Foreign Large Blend Number of Funds</i>								778	778			741		658		626		472	
Diversified Emerging Markets																			
Vanguard Emerging Mkts Stock Idx Adm	VEMAX	8.42	61,025.35	0.15	0.15	1	0.00	(0.16)	(3.85)	11.73	11.73	26	(1.64)	23	1.44	53	1.87	37	4.34
<i>Spliced Emerging Markets Index ***</i>								0.18	(3.01)	11.77	11.77		(1.44)		1.61		2.01		
<i>FTSE EMs AC China A Inclusion NR USD</i>								0.18	(3.01)	10.28	10.28		(0.73)		2.28		2.56		
<i>FTSE Emerging NR USD</i>								0.70	(2.84)	13.14	13.14		(1.09)		1.82		2.36		
<i>MSCI EM NR USD</i>								0.22	(4.16)	11.19	11.19		(2.55)		1.28		1.84		
<i>Diversified Emerging Mkts Median</i>								1.77	1.44				(2.87)		1.73		1.29		
<i>Diversified Emerging Mkts Number of Funds</i>								822	822			786		628		503		258	
Miscellaneous Sector																			
TIAA Real Estate Account	VA	1.42	24,301.35	0.89	0.89		0.24	0.49	1.26	5.20	5.20		8.49		9.03		3.38		
Lifecycle																			
Vanguard Target Retirement Income Trust II				0.07	0.07		0.00	0.81	(1.04)	5.25	5.25		3.56		4.95				4.72
<i>Vanguard Target Retirement Income Composite</i>								0.85	(0.90)	5.35	5.35		3.71		5.10				
<i>Retirement Income Median</i>								1.13	0.78				2.64		4.37		3.80		
<i>Retirement Income Number of Funds</i>								181	181			175		151		136		77	
Vanguard Target Retirement 2010 Trust II				0.07	0.07		0.00	0.84	(0.99)	5.32	5.32		3.67		6.01				4.89
<i>Vanguard Target Retirement 2010 Composite</i>								0.87	(0.85)	5.44	5.44		3.83		6.16				
<i>Target Date 2000-2010 Median</i>								1.00	0.71				3.22		6.04		3.76		
<i>Target Date 2000-2010 Number of Funds</i>								121	121			113		101		87		53	
Vanguard Target Retirement 2015 Trust II				0.07	0.07		0.00	1.04	(0.55)	6.25	6.25		4.10		7.27				5.32
<i>Vanguard Target Retirement 2015 Composite</i>								1.15	(0.34)	6.40	6.40		4.27		7.43				
<i>Target Date 2011-2015 Median</i>								1.03	0.75				3.36		6.74		4.31		
<i>Target Date 2011-2015 Number of Funds</i>								144	144			133		110		93		36	
Vanguard Target Retirement 2020 Trust II				0.07	0.07		0.00	1.26	(0.21)	7.02	7.02		4.48		8.23				5.56
<i>Vanguard Target Retirement 2020 Composite</i>								1.37	(0.01)	7.17	7.17		4.65		8.42				
<i>Target Date 2016-2020 Median</i>								1.07	0.83				3.32		6.85		3.85		
<i>Target Date 2016-2020 Number of Funds</i>								249	249			231		205		180		97	



2016 YTD Performance Summary

(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(I)	(J)	(K)	(L)	(M)	(N)	(O)	(P)	(Q)	(R)	(S)
As of 12/31/16	Mgr.	AUM	Gross	Net	Net	Rev	Recent Returns			Annualized Total Returns as of 12/31/2016								Since
Ticker	Tenure	\$ Millions	ER	ER	%-ile	Share	1mo.	3mo.	YTD	1 Year	%-ile	3 Year	%-ile	5 Year	%-ile	10 Year	%-ile	Incep.
Vanguard Target Retirement 2025 Trust II			0.07	0.07		0.00	1.39	0.11	7.51	7.51		4.60		8.93				5.67
<i>Vanguard Target Retirement 2025 Composite</i>							1.53	0.32	7.67	7.67		4.77		9.10				
<i>Target Date 2021-2025 Median</i>			1.08	0.80			1.20	0.05	6.87	6.87		3.56		7.89		4.12		
<i>Target Date 2021-2025 Number of Funds</i>			218	218							201		175		145		47	
Vanguard Target Retirement 2030 Trust II			0.07	0.07		0.00	1.54	0.47	7.93	7.93		4.66		9.58				5.74
<i>Vanguard Target Retirement 2030 Composite</i>							1.68	0.67	8.11	8.11		4.87		9.77				
<i>Target Date 2026-2030 Median</i>			1.12	0.86			1.34	0.42	7.31	7.31		3.76		8.50		4.05		
<i>Target Date 2026-2030 Number of Funds</i>			249	249							231		205		180		87	
Vanguard Target Retirement 2035 Trust II			0.07	0.07		0.00	1.64	0.80	8.37	8.37	7	4.74		10.24				5.94
<i>Vanguard Target Retirement 2035 Composite</i>							1.83	1.02	8.55	8.55		4.95		10.42				
<i>Target Date 2031-2035 Median</i>			1.12	0.85			1.49	0.82	7.75	7.75		3.85		9.05		4.25		
<i>Target Date 2031-2035 Number of Funds</i>			218	218							201		175		145		47	
Vanguard Target Retirement 2040 Trust II			0.07	0.07		0.00	1.76	1.14	8.79	8.79		4.76		10.59				6.14
<i>Vanguard Target Retirement 2040 Composite</i>							1.98	1.38	8.98	8.98		5.01		10.80				
<i>Target Date 2036-2040 Median</i>			1.16	0.90			1.55	1.03	7.82	7.82		4.00		9.38		4.15		
<i>Target Date 2036-2040 Number of Funds</i>			249	249							231		205		180		87	
Vanguard Target Retirement 2045 Trust II			0.07	0.07		0.00	1.79	1.21	8.91	8.91		4.78		10.61				6.12
<i>Vanguard Target Retirement 2045 Composite</i>							2.02	1.48	9.13	9.13		5.06		10.83				
<i>Target Date 2041-2045 Median</i>			1.15	0.86			1.59	1.17	8.06	8.06		4.07		9.79		4.35		
<i>Target Date 2041-2045 Number of Funds</i>			218	218							201		175		141		43	
Vanguard Target Retirement 2050 Trust II			0.07	0.07		0.00	1.82	1.24	8.95	8.95		4.77		10.59				6.14
<i>Vanguard Target Retirement 2050 Composite</i>							2.02	1.48	9.13	9.13		5.06		10.83				
<i>Target Date 2046-2050 Median</i>			1.25	0.90			1.58	1.14	8.11	8.11		4.09		9.83		4.06		
<i>Target Date 2046-2050 Number of Funds</i>			242	242							224		198		172		24	
Vanguard Target Retirement 2055 Trust II			0.07	0.07		0.00	1.81	1.25	8.97	8.97		4.75						10.87
<i>Vanguard Target Retirement 2055 Composite</i>							2.02	1.48	9.13	9.13		5.06						
<i>Target Date 2051-2055 Median</i>			1.28	0.86			1.63	1.22	8.19	8.19		4.07						
<i>Target Date 2051-2055 Number of Funds</i>			216	216							199		146					
Vanguard Target Retirement 2060 Trust II			0.07	0.07		0.00	1.79	1.21	8.95	8.95		4.75						8.81
<i>Vanguard Target Retirement 2060 Composite</i>							2.02	1.48	9.13	9.13		5.06						
<i>Target Date 2060+ Median</i>			1.92	0.82			1.56	1.35	7.86	7.86		3.23						
<i>Target Date 2060+ Number of Funds</i>			165	165							108		9					



2016 YTD Performance Summary

(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(I)	(J)	(K)	(L)	(M)	(N)	(O)	(P)	(Q)	(R)	(S)	
As of 12/31/16	Ticker	Mgr. Tenure	AUM \$ Millions	Gross ER	Net ER	Net %-ile	Rev Share	Recent Returns			Annualized Total Returns as of 12/31/2016							Since Incep.	
								1mo.	3mo.	YTD	1 Year	%-ile	3 Year	%-ile	5 Year	%-ile	10 Year	%-ile	Incep.

Source: Morningstar & TIAA-CREF

Morningstar Analyst Assigned Benchmark"

Data for 1-month and YTD return as of 12/31/2016. All other data as of 12/31/2016

VA = Variable Annuity

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; FTSE Emerging Index through November 1, 2015; FTSE Emerging Markets All Cap China A Transition Index through September 18, 2016; and FTSE Emerging Markets All Cap China A Inclusion 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

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.

· %-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 TIAACREF Website at 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.

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, Teachers Personal Investors Services, Inc., and Nuveen Securities, LLC, Members FINRA and SIPC, distribute securities products. Annuity contracts and certificates are issued by Teachers Insurance and Annuity Association of America (TIAA) and College Retirement Equities Fund (CREF), New York, NY. Each is solely responsible for its own financial condition and contractual obligations.

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 for product and fund prospectuses that contains this and other information. Please read the prospectuses carefully before investing.

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.

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.

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.

Section XIV.

457 Plans

State of Rhode Island Total Assets 457 Plans

Plan Provider	3/31/2016	6/30/2016	9/30/2016	12/31/2016
Valic	\$ 55,832,092.69	\$ 56,814,911.96	\$ 57,795,223.13	\$ 58,900,570.92
Fidelity	\$113,143,204.23	\$ 114,427,432.87	\$ 119,908,274.00	\$ 120,952,807.32
ING/Voya	\$ 139,832,969.88	\$ 148,887,765.53	\$ 153,884,535.00	\$ 149,935,707.40
Total	\$ 308,808,266.80	\$ 320,130,110.36	\$ 331,588,032.13	\$ 329,789,085.64

STATE OF RHODE ISLAND Investment Performance Report

Compiled as of: January 18, 2017

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 www.401k.com (log in, choose plan, select Investment Choices & Research, and then pick investment option.).

Quarterly Data As Of: 12/31/2016

Product Name	Fund Code	Ticker	Quarterly Average Annual Returns 1 Year	Quarterly Average Annual Returns 5 Year	Quarterly Average Annual Returns 10 Year	Quarterly Average Annual Returns LOF	Inception Date	Short-term Trading fee (%/days)	Gross Expense Ratio	Gross Expense Ratio Date
Asset Class: Bond										
Morningstar Category: Intermediate-Term Bond										
Fidelity® U.S. Bond Index Fund - Premium Class	2324	FSITX	2.49%	2.15%	4.10%	6.11%	03/08/1990	None	0.05%	12/31/2016
<i>BBgBarc U.S. Agg Bond</i>			2.65%	2.23%	4.34%	6.20%				
PIMCO Total Return Fund Institutional Class	OF1P	PTTRX	2.60%	3.21%	5.62%	7.40%	05/11/1987	None	0.47%	11/07/2016
<i>BBgBarc U.S. Agg Bond</i>			2.65%	2.23%	4.34%	6.48%				
Asset Class: Domestic Equities										
Morningstar Category: Large Blend										
Fidelity® 500 Index Fund - Institutional Class	2327	FXSIX	11.93%	14.63%	6.92%	10.01%	02/17/1988	None	0.035%	07/01/2016
<i>S&P 500</i>			11.96%	14.66%	6.95%	10.17%				
Fidelity® Large Cap Stock Fund	0338	FLCSX	16.70%	15.91%	8.08%	8.39%	06/22/1995	None	0.78%	10/26/2016
<i>S&P 500</i>			11.96%	14.66%	6.95%	8.77%				
Morningstar Category: Large Growth										
Fidelity® Contrafund® - Class K	2080	FCNKX	3.48%	13.58%	8.00%	12.22%	05/17/1967	None	0.61%	02/29/2016
<i>S&P 500</i>			11.96%	14.66%	6.95%					
Morningstar Category: Large Value										
Invesco Diversified Dividend Fund Class R6	OK26	LCEFX	14.77%	14.89%	7.62%	8.09%	12/31/2001	None	0.45%	02/26/2016
<i>S&P 500</i>			11.96%	14.66%	6.95%	6.69%				
<i>Russell 1000 Value</i>			17.34%	14.80%	5.72%	7.41%				
Morningstar Category: Mid-Cap Blend										
Fidelity® Mid Cap Index Fund - Premium Class	2350	FSCKX	13.82%	14.65%		14.65%	09/08/2011	None	0.07%	07/01/2016
<i>Russell MidCap</i>			13.80%	14.72%	7.86%	14.73%				

Morningstar Category: Mid-Cap Value			18.06%	13.81%	6.76%				1.6%	12/31/2016
Fidelity® Low-Priced Stock Fund - Class K	2095	FLPKX	8.88%	13.26%	7.54%	13.69%	12/27/1989	None	0.78%	09/29/2016
<i>Russell 2000</i>			21.31%	14.46%	7.07%	9.64%				
Morningstar Category: Small Blend			20.78%	13.52%	6.79%				2.27%	12/31/2016
Fidelity® Small Cap Index Fund - Premium Class	2359	FSSVX	21.58%	14.62%		15.15%	09/08/2011	None	0.07%	07/01/2016
<i>Russell 2000</i>			21.31%	14.46%	7.07%	15.03%				
Asset Class: International/Global										
Morningstar Category: Foreign Large Blend			0.79%	5.75%	0.54%				2.08%	12/31/2016
Fidelity® International Index Fund - Premium Class	1522	FSIVX	1.30%	6.59%	0.83%	4.33%	11/05/1997	None	0.08%	07/01/2016
<i>MSCI EAFE (Net MA)</i>			1.21%	6.69%	0.90%	4.50%				
Harbor International Fund Institutional Class	OFHL	HAINX	0.25%	4.88%	2.03%	10.41%	12/29/1987	None	0.78%	03/01/2016
<i>MSCI EAFE (N)</i>			1.00%	6.53%	0.75%	5.01%				
Asset Class: Money Market										
Morningstar Category: Money Market-Taxable			0.09%	0.03%	0.66%				.59%	12/31/2016
Government Money Market Fund										
Fidelity® Money Market Trust Retirement Government Money Market II Portfolio	0630	FRTXX	0.05%	0.02%	0.87%	3.24%	12/02/1988	None	0.42%	10/29/2016
7-Day Yield* % as of 12/31/2016: 0.19										
<i>CG 3-Month Treasury Bill</i>			0.27%	0.09%	0.73%	3.13%				
Asset Class: Target Date										
Morningstar Category: Target-Date 2000-2010			5.86%	5.77%	3.64%				1.24%	12/31/2016
Fidelity Freedom K® 2005 Fund	2173	FFKVX	5.94%	5.40%		7.12%	07/02/2009	None	0.49%	05/28/2016
<i>BBgBarc U.S. Agg Bond</i>			2.65%	2.23%	4.34%	3.87%				
<i>FID FF 2005 Comp Idx</i>			4.92%	5.40%	3.91%	6.88%				
Fidelity Freedom K® 2010 Fund	2174	FFKCX	6.57%	6.52%		8.07%	07/02/2009	None	0.53%	05/28/2016
<i>BBgBarc U.S. Agg Bond</i>			2.65%	2.23%	4.34%	3.87%				
<i>FID FF 2010 Comp Idx</i>			5.73%	6.74%	4.68%	8.09%				
Morningstar Category: Target-Date 2015			6.12%	6.53%	4.10%				1.44%	12/31/2016
Fidelity Freedom K® 2015 Fund	2175	FKVFX	7.10%	6.89%		8.41%	07/02/2009	None	0.56%	05/28/2016
<i>S&P 500</i>			11.96%	14.66%	6.95%	15.39%				
<i>FID FF 2015 Comp Idx</i>			6.54%	7.18%	4.75%	8.48%				
Morningstar Category: Target-Date 2020			6.23%	6.48%	3.71%				1.4%	12/31/2016
Fidelity Freedom K® 2020 Fund	2176	FFKDX	7.40%	7.46%		9.15%	07/02/2009	None	0.58%	05/28/2016
<i>S&P 500</i>			11.96%	14.66%	6.95%	15.39%				
<i>FID FF 2020 Comp Idx</i>			7.06%	7.79%	4.70%	9.37%				

Morningstar Category: Target-Date 2025			6.73%	7.66%	3.93%				1.51%	12/31/2016
Fidelity Freedom K® 2025 Fund	2177	FKTWX	7.59%	8.46%		9.89%	07/02/2009	None	0.61%	05/28/2016
S&P 500			11.96%	14.66%	6.95%	15.39%				
FID FF 2025 Comp Idx			7.58%	9.01%	5.22%	10.39%				
Morningstar Category: Target-Date 2030			7.33%	8.06%	3.88%				1.58%	12/31/2016
Fidelity Freedom K® 2030 Fund	2178	FFKEX	8.25%	8.98%		10.36%	07/02/2009	None	0.65%	05/28/2016
S&P 500			11.96%	14.66%	6.95%	15.39%				
FID FF 2030 Comp Idx			8.73%	9.59%	5.03%	10.99%				
Morningstar Category: Target-Date 2035			7.57%	8.94%	4.15%				1.57%	12/31/2016
Fidelity Freedom K® 2035 Fund	2179	FKTHX	8.72%	9.75%		10.82%	07/02/2009	None	0.67%	05/28/2016
S&P 500			11.96%	14.66%	6.95%	15.39%				
FID FF 2035 Comp Idx			9.53%	10.57%	5.41%	11.70%				
Morningstar Category: Target-Date 2040			7.95%	8.99%	4.04%				1.71%	12/31/2016
Fidelity Freedom K® 2040 Fund	2180	FFKFX	8.72%	9.82%		10.94%	07/02/2009	None	0.67%	05/28/2016
S&P 500			11.96%	14.66%	6.95%	15.39%				
FID FF 2040 Comp Idx			9.54%	10.69%	5.34%	11.84%				
Morningstar Category: Target-Date 2045			7.93%	9.61%	4.22%				1.7%	12/31/2016
Fidelity Freedom K® 2045 Fund	2181	FFKGX	8.79%	10.02%		11.08%	07/02/2009	None	0.67%	05/28/2016
S&P 500			11.96%	14.66%	6.95%	15.39%				
FID FF 2045 Comp Idx			9.54%	10.85%	5.38%	11.97%				
Morningstar Category: Target-Date 2050			8.22%	9.34%	4.07%				2.13%	12/31/2016
Fidelity Freedom K® 2050 Fund	2182	FFKHX	8.71%	10.10%		11.12%	07/02/2009	None	0.67%	05/28/2016
S&P 500			11.96%	14.66%	6.95%	15.39%				
FID FF 2050 Comp Idx			9.54%	10.96%	5.25%	12.13%				
Morningstar Category: Target-Date 2055			8.00%	9.86%	5.64%				2.6%	12/31/2016
Fidelity Freedom K® 2055 Fund	2332	FDENX	8.77%	10.29%		7.10%	06/01/2011	None	0.67%	05/28/2016
S&P 500			11.96%	14.66%	6.95%	12.38%				
FID FF 2055 Comp Idx			9.54%	11.24%		8.65%				
Morningstar Category: Target-Date 2060+			7.81%						15.54%	12/31/2016
Fidelity Freedom K® 2060 Fund	2713	FDKNX	8.74%			4.68%	08/05/2014	None	0.67%	05/28/2016
S&P 500			11.96%	14.66%	6.95%	8.90%				
FID FF 2060 Comp Idx			9.54%			4.70%				
Morningstar Category: Target-Date Retirement			5.10%	4.31%	3.58%				2.21%	12/31/2016
Fidelity Freedom K® Income Fund	2171	FFKAX	5.18%	3.93%		5.25%	07/02/2009	None	0.44%	05/28/2016
BBgBarc U.S. Agg Bond			2.65%	2.23%	4.34%	3.87%				
FID FF Income Comp Idx			3.85%	3.69%	3.51%	4.57%				

Footnotes

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.

Indices are unmanaged and you cannot invest directly in an index.

Morningstar, Inc., provided data on the non-Fidelity mutual funds. Although the data is gathered from reliable sources, accuracy and completeness cannot be guaranteed by Morningstar.

The Morningstar Category Average is the average return for the peer group based on the returns of each individual fund within the group, for the period shown. This average assumes reinvestment of dividends and capital gains, if any, and excludes sales charges.

*The current yield of the money market mutual fund listed above reflects the current earnings of the fund, while the total return refers to a specific past holding period.

Invesco Diversified Dividend Fund Class R6: The analysis on these pages may be based, in part, on adjusted historical returns for periods prior to the class's actual inception of 09/24/2012. These calculated returns reflect the historical performance of the oldest share class of the fund, with an inception date of 12/31/2001, adjusted to reflect the fees and expenses of this share class (when this share class's fees and expenses are higher.) Please refer to a fund's prospectus for information regarding fees and expenses. These adjusted historical returns are not actual returns. Calculation methodologies utilized by Morningstar may differ from those applied by other entities, including the fund itself.

Fidelity® U.S. Bond Index Fund - Premium Class: Returns prior to May 4, 2011 are those of the Investor Class and reflect the Investor Class' expense ratio. Had the Premium Class' expense ratio been reflected, total returns would have been higher.

Fidelity® 500 Index Fund - Institutional Class: Returns prior to May 4, 2011 are those of the Premium Class and reflect the Premium Class' expense ratio. Had the Institutional Class' expense ratio been reflected, total returns would have been higher.

Fidelity® International Index Fund - Premium Class: Returns prior to October 14, 2005 are those of the Investor Class and reflect the Investor Class' expense ratio. Had the Premium Class' expense ratio been reflected, total returns would have been higher.

Fidelity® Contrafund® - Class K: On May 9, 2008, an initial offering of the retirement (K) class took place. Returns and expenses prior to that date are those of the non-K, non-advisor class. Had K class expenses been reflected in the returns shown, total returns would have been higher.

Fidelity® Low-Priced Stock Fund - Class K: On May 9, 2008, an initial offering of the retirement (K) class took place. Returns and expenses prior to that date are those of the non-K, non-advisor class. Had K class expenses been reflected in the returns shown, total returns would have been higher.

Expense Ratio Footnotes

For a mutual fund, the expense ratio is the total annual fund or class operating expenses (before waivers or reimbursements) paid by the fund and stated as a percent of the fund's total net assets. Where the investment option is not a mutual fund, the figure displayed in the expense ratio field is intended to reflect similar information. However, it may have been calculated using methodologies that differ from those used for mutual funds. Mutual fund data has been drawn from the most recent prospectus. For non-mutual fund investment options, the information has been provided by the trustee or plan sponsor. When no ratio is shown for these options it is due to the fact that none was available. Nevertheless, there may be fees and expenses associated with the investment option.

Expense Ratio after Reduction is the total annual operating expense from the fund's most recent prospectus after any fee waiver and/or expense reimbursements that will reduce any fund operating expenses for no less than one year from the effective date of the fund's registration statement. This number does not include any fee waiver arrangement or expense reimbursement that may be

terminated without agreement of the fund's board of trustees during the one-year period.

Morningstar Category Expense Ratio: This figure represents average gross expense ratio paid by the funds in the Morningstar category. The information is based on the gross expense ratio as reported in each fund's most current prospectus and is provided by Morningstar.

Morningstar Category Expense Ratio: This figure represents average net expense ratio paid by the funds in the Morningstar category. The information is based on the net expense ratio as reported in each fund's most current prospectus and is provided by Morningstar.

Investment Risk

Stock markets, especially foreign markets, are volatile and can decline significantly in response to adverse issuer, political, regulatory, market or economic developments.

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 fluctuation.

In general the bond market is volatile and bonds entail interest rate risk (as interest rates rise bond prices usually fall and vice versa). This effect is usually pronounced for longer-term securities. Bonds also entail the risk of issuer default, issuer credit risk and inflation risk.

Fidelity Freedom Funds are designed for investors expecting to retire around the year indicated in each fund's name. Except for the Freedom Income Fund, the funds' asset allocation strategy becomes increasingly conservative as it approaches the target date and beyond. Ultimately, they are expected to merge with the Freedom Income Fund. The investment risks of each Fidelity Freedom Fund change over time as its asset allocation changes. They are subject to the volatility of the financial markets, including equity and fixed income investments in the U.S. and abroad and may be subject to risks associated with investing in high yield, small cap and, commodity-related, foreign securities. Principal invested is not guaranteed at any time, including at or after their target dates.

Fidelity Government Mutual Fund Money Market: *You could lose money by investing in a money market fund. Although the fund seeks to preserve the value of your investment at \$1.00 per share, it cannot guarantee it will do so. An investment in the fund is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. Fidelity Investments and its affiliates, the fund's sponsor, have no legal obligation to provide financial support to money market funds and you should not expect that the sponsor will provide financial support to the fund at any time.*

Fidelity's government and U.S. Treasury money market funds will not impose a fee upon the sale of your shares, nor temporarily suspend your ability to sell shares if the fund's weekly liquid assets fall below 30% of its total assets because of market conditions or other factors.

Index Definitions

FID FF 2040 Comp Idx: Fidelity Freedom 2040 Composite Index is a customized blend of the following unmanaged indexes: Dow Jones U.S. Total Stock Market Index; MSCI ACWI (All Country World Index) ex USA Index; Bloomberg Barclays U.S. Aggregate Bond Index; and Bloomberg Barclays U.S. 3 Month Treasury Bellwether Index. The index weightings are adjusted monthly to reflect the fund's changing asset allocations. The composition differed in periods prior to January 1, 2014.

FID FF 2045 Comp Idx: Fidelity Freedom 2045 Composite Index is a customized blend of the following unmanaged indexes: Dow Jones U.S. Total Stock Market Index; MSCI ACWI (All Country World Index) ex USA Index; Bloomberg Barclays U.S. Aggregate Bond Index; and Bloomberg Barclays U.S. 3 Month Treasury Bellwether Index. The index weightings are adjusted monthly to reflect the fund's changing asset allocations. The composition differed in periods prior to January 1, 2014.

FID FF 2050 Comp Idx: Fidelity Freedom 2050 Composite Index is a customized blend of the following unmanaged indexes: Dow Jones U.S. Total Stock Market Index; MSCI ACWI (All Country World Index) ex USA Index; Bloomberg Barclays U.S. Aggregate Bond Index; and Bloomberg Barclays U.S. 3 Month Treasury Bellwether Index. The index weightings are adjusted monthly to reflect the fund's changing asset allocations. The composition differed in periods prior to January 1, 2014.

BBgBarc U.S. Agg Bond: The Bloomberg Barclays U.S. Aggregate Bond Index is an unmanaged market value-weighted index for U.S. dollar denominated investment-grade fixed-rate debt issues, including government, corporate, asset-backed, and mortgage-backed securities with maturities of at least one year.

MSCI EAFE (Net MA): The MSCI Europe, Australasia and Far East Index (net MA tax) is an unmanaged market capitalization-weighted index of equity securities of companies domiciled in various countries. The index is designed to represent performance of developed stock markets outside the United States and Canada and excludes certain market segments unavailable to U.S. based investors. The index returns for periods after 1/1/1997 are adjusted for tax withholding rates applicable to U.S.-based mutual funds organized as Massachusetts business trusts.

Russell 1000 Value: The Russell 1000® Value Index is an unmanaged market capitalization-weighted index of value-oriented stocks of the largest U.S. domiciled companies that are included in the Russell 1000 Index. Value-oriented stocks tend to have lower price-to-book ratios and lower forecasted growth values.

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

Russell MidCap: The Russell Midcap® Index is an unmanaged market capitalization-weighted index of 800 medium-capitalization stocks. The stocks are also members of the Russell 1000® index.

CG 3-Month Treasury Bill: The Citigroup 3-Month Treasury Bill Index is an unmanaged index designed to represent the average of T-bill rates for each of the prior three months, adjusted to a bond-equivalent basis.

S&P 500: S&P 500 Index is a market capitalization-weighted index of 500 common stocks chosen for market size, liquidity, and industry group representation to represent U.S. equity performance.

FID FF Income Comp Idx: Fidelity Freedom Income Composite Index is a customized blend of the following unmanaged indexes: Dow Jones U.S. Total Stock Market Index; MSCI ACWI (All Country World Index) ex USA Index; Bloomberg Barclays U.S. Aggregate Bond Index; and Bloomberg Barclays U.S. 3 Month Treasury Bellwether Index. The index weightings are adjusted monthly to reflect the fund's changing asset allocations. The composition differed in periods prior to January 1, 2014.

FID FF 2010 Comp Idx: Fidelity Freedom 2010 Composite Index is a customized blend of the following unmanaged indexes: Dow Jones U.S. Total Stock Market Index; MSCI ACWI (All Country World Index) ex USA Index; Bloomberg Barclays U.S. Aggregate Bond Index; and Bloomberg Barclays U.S. 3 Month Treasury Bellwether Index. The index weightings are adjusted monthly to reflect the fund's changing asset allocations. The composition differed in periods prior to January 1, 2014.

FID FF 2020 Comp Idx: Fidelity Freedom 2020 Composite Index is a customized blend of the following unmanaged indexes: Dow Jones U.S. Total Stock Market Index; MSCI ACWI (All Country World Index) ex USA Index; Bloomberg Barclays U.S. Aggregate Bond Index; and Bloomberg Barclays U.S. 3 Month Treasury Bellwether Index. The index weightings are adjusted monthly to reflect the fund's changing asset allocations. The composition differed in periods prior to January 1, 2014.

FID FF 2030 Comp Idx: Fidelity Freedom 2030 Composite Index is a customized blend of the following unmanaged indexes: Dow Jones U.S. Total Stock Market Index; MSCI ACWI (All Country World Index) ex USA Index; Bloomberg Barclays U.S. Aggregate Bond Index; and Bloomberg Barclays U.S. 3 Month Treasury Bellwether Index. The index weightings are adjusted monthly to reflect the fund's changing asset allocations. The composition differed in periods prior to January 1, 2014.

FID FF 2055 Comp Idx: Fidelity Freedom 2055 Composite Index is a customized blend of the following unmanaged indexes: Dow Jones U.S. Total Stock Market Index; MSCI ACWI (All Country World Index) ex USA Index; Bloomberg Barclays U.S. Aggregate Bond Index; and Bloomberg Barclays U.S. 3 Month Treasury Bellwether Index. The index weightings are adjusted monthly to reflect the fund's changing asset allocations. The composition differed in periods prior to January 1, 2014.

FID FF 2060 Comp Idx: Fidelity Freedom 2060 Composite Index is a customized blend of the following unmanaged indexes: Dow Jones U.S. Total Stock Market Index; MSCI ACWI (All Country World Index) ex USA Index; Bloomberg Barclays U.S. Aggregate Bond Index; and Bloomberg Barclays U.S. 3 Month Treasury Bellwether Index. The index weightings are adjusted monthly to reflect the fund's changing asset allocations.

MSCI EAFE (N): The MSCI Europe, Australasia and Far East (EAFE ®) Index is an unmanaged market capitalization-weighted index of equity securities of companies domiciled in various countries. The index is designed to represent performance of developed stock markets outside the United States and Canada and excludes certain market segments unavailable to U.S. based investors. This index is calculated using the minimum possible dividend reinvestment, after deduction of withholding tax, applying the maximum withholding tax rate.

FID FF 2005 Comp Idx: Fidelity Freedom 2005 Composite Index is a customized blend of the following unmanaged indexes: Dow Jones U.S. Total Stock Market Index; MSCI ACWI (All Country World Index) ex USA Index; Bloomberg Barclays U.S. Aggregate Bond Index; and Bloomberg Barclays U.S. 3 Month Treasury Bellwether Index. The index weightings are adjusted monthly to reflect the fund's changing asset allocations. The composition differed in periods prior to January 1, 2014.

FID FF 2015 Comp Idx: Fidelity Freedom 2015 Composite Index is a customized blend of the following unmanaged indexes: Dow Jones U.S. Total Stock Market Index; MSCI ACWI (All Country World Index) ex USA Index; Bloomberg Barclays U.S. Aggregate Bond Index; and Bloomberg Barclays U.S. 3 Month Treasury Bellwether Index. The index weightings are adjusted monthly to reflect the fund's changing asset allocations. The composition differed in periods prior to January 1, 2014.

FID FF 2025 Comp Idx: Fidelity Freedom 2025 Composite Index is a customized blend of the following unmanaged indexes: Dow Jones U.S. Total Stock Market Index; MSCI ACWI (All Country World Index) ex USA Index; Bloomberg Barclays U.S. Aggregate Bond Index; and Bloomberg Barclays U.S. 3 Month Treasury Bellwether Index. The index weightings are adjusted monthly to reflect the fund's changing asset allocations. The composition differed in periods prior to January 1, 2014.

FID FF 2035 Comp Idx: Fidelity Freedom 2035 Composite Index is a customized blend of the following unmanaged indexes: Dow Jones U.S. Total Stock Market Index; MSCI ACWI (All Country World Index) ex USA Index; Bloomberg Barclays U.S. Aggregate Bond Index; and Bloomberg Barclays U.S. 3 Month Treasury Bellwether Index. The index weightings are adjusted monthly to reflect the fund's changing asset allocations. The composition differed in periods prior to January 1, 2014.

Before investing, consider the funds' investment objectives, risks, charges, and expenses. Contact Fidelity for a prospectus or, if available, a summary prospectus containing this information. Read it carefully.

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779932.1.0

PERFORMANCE UPDATE

Voya Retirement Insurance and Annuity Company

State of Rhode Island 457

Average Annual Total Returns as of: 12/31/2016 (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 Voya 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 Voya 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 %*
Stability of Principal																			
<i>Stability of Principal</i>																			
Voya Fixed Account - 457/401 - 043 (19)(20)	MFR	0.25	0.02	0.75	3.42	3.00	3.51	3.00	3.51	3.00	1.16	3.00	0.70	3.38	1.06				
Bonds																			
<i>High Yield Bond</i>																			
Prudential High Yield Fund - Class Z - 2482	BCUSH1IC	1.86	1.83	1.43	1.77	15.35	17.21	15.35	17.21	4.92	4.66	7.18	7.31	7.29	7.49		03/01/1996	0.57	0.57
<i>Inflation-Protected Bond</i>																			
PIMCO VIT Real Return Portfolio - Administrative Class - 833 (1)	LBUSTIPS	0.00	-0.10	-2.26	-2.41	5.20	4.68	5.20	4.68	1.81	2.26	0.82	0.89	4.35	4.36		09/30/1999	0.78	0.65



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		Incept	Fund Inception Date	Gross Fund Exp %*	Net Fund Exp %*
		Fund	BM	Fund	BM	Fund	BM	Fund	BM	Fund	BM	Fund	BM	Fund	BM				
Intermediate-Term Bond																			
Voya Intermediate Bond Portfolio - Class I - 004 (2)	LEHM	0.36	0.14	-2.56	-2.98	4.32	2.65	4.32	2.65	3.83	3.03	4.11	2.23	4.58	4.34		05/23/1973	0.54	0.49
Voya U.S. Bond Index Portfolio - Class I - 1554 (3)	LEHM	0.09	0.14	-3.21	-2.98	2.33	2.65	2.33	2.65	2.73	3.03	1.88	2.23		3.63	03/04/2008	0.41	0.40	
Asset Allocation																			
Lifecycle																			
Voya Solution 2025 Portfolio - Initial Class - 790 (4)(5)	SPT2025	1.20	1.56	0.37	0.87	6.13	7.82	6.13	7.82	4.01	4.32	8.34	8.37	3.78	4.78		04/29/2005	0.90	0.80
Voya Solution 2035 Portfolio - Initial Class - 761 (5)(6)	SP2035	1.48	1.83	0.83	1.52	6.49	8.86	6.49	8.86	3.99	4.66	9.39	9.60	3.97	4.86		04/29/2005	0.94	0.87
Voya Solution 2045 Portfolio - Initial Class - 764 (5)(7)	SP2045	1.58	1.99	1.30	1.95	6.63	9.54	6.63	9.54	4.08	4.83	10.07	10.31	3.96	4.89		04/29/2005	0.95	0.89
Voya Solution 2055 Portfolio - Initial Class - 1166 (5)(8)	SPT2055	1.62	2.09	1.30	2.28	6.72	9.94	6.72	9.94	4.14	4.92	10.14	10.82		8.54	03/08/2010	0.95	0.89	
Voya Solution Income Portfolio - Initial Class - 767 (5)(9)	SPTREIN	0.80	0.79	-0.70	-0.76	4.78	5.00	4.78	5.00	3.63	3.20	5.63	4.66	4.17	3.89		04/29/2005	0.78	0.68
Balanced																			
Allocation--50% to70% Equity																			
VY® T. Rowe Price Capital Appreciation Portfolio - Inst - 1257 (10)	SPXLBGC	0.88	1.27	0.18	0.93	8.31	8.48	8.31	8.48	8.71	6.67	12.55	9.72	8.03	6.24		01/24/1989	0.64	0.64
Large Cap Value																			
Large Blend																			
Voya Growth and Income Portfolio - Class I - 001 (11)	SPXRE	1.48	1.98	3.12	3.82	9.77	11.96	9.77	11.96	6.21	8.87	12.63	14.66	6.05	6.95		12/31/1979	0.63	0.58
Voya U.S. Stock Index Portfolio - Institutional Class - 829	SPXRE	1.97	1.98	3.78	3.82	11.65	11.96	11.65	11.96	8.57	8.87	14.37	14.66	6.68	6.95		05/03/2004	0.26	0.26
Large Value																			
BlackRock Equity Dividend Fund - Institutional Shares - 8518	RS1000V	2.33	2.50	8.76	6.68	16.21	17.34	16.21	17.34	8.28	8.59	12.16	14.80	7.25	5.72		11/29/1988	0.70	0.70
Large Cap Growth																			
Large Growth																			
Voya Large Cap Growth Portfolio - Institutional Class - 742 (12)	RS1000G	0.81	1.24	-0.12	1.01	3.96	7.08	3.96	7.08	7.91	8.55	14.21	14.50	10.23	8.33		05/03/2004	0.67	0.67
Small/Mid/Specialty																			
Mid-Cap Blend																			
Voya Russell Mid Cap Index Portfolio - Class I - 1560 (13)	RSMID	1.08	1.14	3.08	3.21	13.40	13.80	13.40	13.80	7.49	7.92	14.30	14.72		9.67	03/04/2008	0.43	0.43	
Mid-Cap Growth																			
Principal MidCap Fund - Class R-5 - 3412	RSMID	0.59	1.14	0.86	3.21	10.02	13.80	10.02	13.80	7.83	7.92	14.71	14.72	9.74	7.86		12/06/2000	0.85	0.85
Small Blend																			
Voya Russell Small Cap Index Portfolio - Class I - 1563 (14)	RS2000	2.76	2.80	8.83	8.83	21.11	21.31	21.11	21.31	6.65	6.74	14.33	14.46		10.18	03/04/2008	0.47	0.45	
Voya Small Company Portfolio - Class I - 042 (15)	RS2000	2.79	2.80	10.05	8.83	24.49	21.31	24.49	21.31	9.58	6.74	15.73	14.46	8.90	7.07		12/27/1996	0.90	0.85
Global / International																			
Foreign Large Blend																			

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
Voya International Index Portfolio - Class I - 1551 (16)	MSEAFANET	2.68	3.42	-1.56	-0.71	0.83	1.00	0.83	1.00	-2.04	-1.60	6.27	6.53			0.80	03/04/2008	0.56	0.48
Foreign Large Growth																			
American Funds EuroPacific Growth Fund - Class R-4 - 573 (17)	MSCIXUS	0.46	2.56	-4.22	-1.25	0.69	4.50	0.69	4.50	-0.94	-1.78	6.85	5.00	2.61	0.96		04/16/1984	0.85	0.85
World Stock																			
VY® Oppenheimer Global Portfolio - Initial Class - 432 (18)	MSCIACN	0.61	2.16	0.18	1.19	0.22	7.87	0.22	7.87	2.21	3.13	10.56	9.36	4.57	3.56		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

Voya Retirement Insurance and Annuity Company

State of Rhode Island 457

Separate Account D

Average Annual Total Returns as of: 12/31/2016 (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 0.15% 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 Voya 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
Stability of Principal									
<i>Stability of Principal</i>									
Voya Fixed Account - 457/401 - 043 (19)(20) <i>This fund is not part of the product's separate account.</i>	0.25	0.75	3.00	3.00	3.00	3.00	3.38		
Bonds									
<i>High Yield Bond</i>									
Prudential High Yield Fund - Class Z - 2482	1.84	1.39	15.12	15.12	4.75	7.00	7.12		03/01/1996
<i>Inflation-Protected Bond</i>									
PIMCO VIT Real Return Portfolio - Administrative Class - 833 (1)	-0.02	-2.30	5.04	5.04	1.65	0.67	4.19		09/30/1999
<i>Intermediate-Term Bond</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
Voya Intermediate Bond Portfolio - Class I - 004 (2)	0.34	-2.59	4.17	4.17	3.68	3.96	4.42		05/23/1973
Voya U.S. Bond Index Portfolio - Class I - 1554 (3)	0.08	-3.24	2.18	2.18	2.58	1.72		3.48	03/04/2008
Asset Allocation									
<i>Lifecycle</i>									
Voya Solution 2025 Portfolio - Initial Class - 790 (4)(5)	1.19	0.33	5.97	5.97	3.85	8.18	3.62		04/29/2005
Voya Solution 2035 Portfolio - Initial Class - 761 (5)(6)	1.47	0.79	6.33	6.33	3.84	9.23	3.81		04/29/2005
Voya Solution 2045 Portfolio - Initial Class - 764 (5)(7)	1.57	1.26	6.47	6.47	3.92	9.90	3.80		04/29/2005
Voya Solution 2055 Portfolio - Initial Class - 1166 (5)(8)	1.61	1.26	6.56	6.56	3.99	9.97		8.38	03/08/2010
Voya Solution Income Portfolio - Initial Class - 767 (5)(9)	0.78	-0.74	4.62	4.62	3.48	5.47	4.01		04/29/2005
Balanced									
<i>Allocation--50% to70% Equity</i>									
VY® T. Rowe Price Capital Appreciation Portfolio - Inst - 1257 (10)	0.87	0.14	8.15	8.15	8.55	12.38	7.87		01/24/1989
Large Cap Value									
<i>Large Blend</i>									
Voya Growth and Income Portfolio - Class I - 001 (11)	1.47	3.08	9.61	9.61	6.05	12.46	5.89		12/31/1979
Voya U.S. Stock Index Portfolio - Institutional Class - 829	1.96	3.75	11.48	11.48	8.41	14.20	6.52		05/03/2004
<i>Large Value</i>									
BlackRock Equity Dividend Fund - Institutional Shares - 8518	2.32	8.72	16.04	16.04	8.12	12.00	7.09		11/29/1988
Large Cap Growth									
<i>Large Growth</i>									
Voya Large Cap Growth Portfolio - Institutional Class - 742 (12)	0.80	-0.15	3.81	3.81	7.75	14.04	10.07		05/03/2004
Small/Mid/Specialty									
<i>Mid-Cap Blend</i>									
Voya Russell Mid Cap Index Portfolio - Class I - 1560 (13)	1.06	3.05	13.23	13.23	7.33	14.13		9.51	03/04/2008
<i>Mid-Cap Growth</i>									
Principal MidCap Fund - Class R-5 - 3412	0.58	0.82	9.85	9.85	7.66	14.54	9.57		12/06/2000
<i>Small Blend</i>									
Voya Russell Small Cap Index Portfolio - Class I - 1563 (14)	2.74	8.79	20.93	20.93	6.49	14.15		10.01	03/04/2008
Voya Small Company Portfolio - Class I - 042 (15)	2.78	10.01	24.30	24.30	9.42	15.56	8.73		12/27/1996
Global / International									
<i>Foreign Large Blend</i>									
Voya International Index Portfolio - Class I - 1551 (16)	2.67	-1.60	0.68	0.68	-2.18	6.11		0.65	03/04/2008
<i>Foreign Large Growth</i>									
American Funds EuroPacific Growth Fund - Class R-4 - 573 (17)	0.45	-4.25	0.54	0.54	-1.09	6.69	2.46		04/16/1984
<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
VY® Oppenheimer Global Portfolio - Initial Class - 432 (18)	0.60	0.14	0.07	0.07	2.06	10.39	4.42		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 Voya Retirement Insurance and Annuity Company, One Orange Way Windsor, CT 06095, (VRIAC), which is solely responsible for meeting its obligations. Plan administrative services provided by VRIAC or Voya Institutional Plan Services, LLC. All companies are members of the Voya family of companies. Securities are distributed by or offered through Voya Financial Partners, 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 Voya 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)Voya Intermediate Bond Portfolio - Class I: The adviser is contractually obligated to limit expenses to 0.55% through May 1, 2017. The limitation does not extend to interest, taxes, investment-related costs, leverage expenses, extraordinary expenses, and Acquired Fund Fees and Expenses. This limitation is subject to possible recoupment by the adviser within 36 months of the waiver or reimbursement. The adviser is contractually obligated to waive 0.045% of the management fee through May 1, 2017. Termination or modification of these obligations requires approval by the Portfolio's board.

(3)Voya U.S. Bond Index Portfolio - Class I: The adviser is contractually obligated to limit expenses to 0.40% through May 1, 2017. The limitation does not extend to interest, taxes, interest-related costs, leverage expenses, extraordinary expenses, and Acquired Fund Fees and Expenses. This limitation is subject to possible recoupment by the adviser within 36 months of the waiver or reimbursement. Termination or modification of this obligation requires approval by the Portfolio's board.

(4)Voya Solution 2025 Portfolio - Initial Class: The adviser is contractually obligated to limit expenses to 0.80% through May 1, 2018. The limitation does not extend to interest, taxes, investment-related costs, leverage expenses and extraordinary expenses. This limitation is subject to possible recoupment by the adviser within 36 months of the waiver or reimbursement. Termination or modification of this obligation requires approval by the Portfolio's board.

(5)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

See Performance Introduction Page for Important Information

Additional Notes

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 Voya Solution PortfoliosSM 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 Voya Solution Portfolios.

(6)Voya Solution 2035 Portfolio - Initial Class: The adviser is contractually obligated to limit expenses to 0.87% through May 1, 2018. The limitation does not extend to interest, taxes, investment-related costs, leverage expenses and extraordinary expenses. This limitation is subject to possible recoupment by the adviser within 36 months of the waiver or reimbursement. Termination or modification of this obligation requires approval by the Portfolio's board.

(7)Voya Solution 2045 Portfolio - Initial Class: The adviser is contractually obligated to limit expenses to 0.89% through May 1, 2018. The limitation does not extend to interest, taxes, investment-related costs, leverage expenses and extraordinary expenses. This limitation is subject to possible recoupment by the adviser within 36 months of the waiver or reimbursement. Termination or modification of this obligation requires approval by the Portfolio's board.

(8)Voya Solution 2055 Portfolio - Initial Class: The adviser is contractually obligated to limit expenses to 0.89% through May 1, 2018. The limitation does not extend to interest, taxes, investment-related costs, leverage expenses and extraordinary expenses. This limitation is subject to possible recoupment by the adviser within 36 months of the waiver or reimbursement. Termination or modification of this obligation requires approval by the Portfolio's board.

(9)Voya Solution Income Portfolio - Initial Class: The adviser is contractually obligated to limit expenses to 0.68% through May 1, 2018. The limitation does not extend to interest, taxes, investment-related costs, leverage expenses and extraordinary expenses. This limitation is subject to possible recoupment by the adviser within 36 months of the waiver or reimbursement. Termination or modification of this obligation requires approval by the Portfolio's board.

(10)The VY 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 VY 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)Voya Growth and Income Portfolio - Class I: The adviser is contractually obligated to limit expenses to 0.70% through May 1, 2017. The limitation does not extend to interest, taxes, investment-related costs, leverage expenses, extraordinary expenses and Acquired Fund Fees and Expenses. This limitation is subject to possible recoupment by the adviser within 36 months of the waiver or reimbursement. The adviser is contractually obligated to waive 0.045% of the management fee through May 1, 2017. Termination or modification of these obligations requires approval by the Portfolio's board.

(12)Voya Large Cap Growth Portfolio - Institutional Class: The adviser is contractually obligated to limit expenses to 0.67% through May 1, 2018. The limitation does not extend to interest, taxes, investment-related costs, leverage expenses, extraordinary expenses, and Acquired Fund Fees and Expenses. Termination or modification of this obligation requires approval by the Portfolio's board.

(13)Voya Russell (TM) Mid Cap Index Portfolio - Class I: The adviser is contractually obligated to limit expenses to 0.43% through May 1, 2017. The limitation does not extend to interest, taxes, investment-related costs, leverage expenses, extraordinary expenses, and Acquired Fund Fees and Expenses. This limitation is subject to possible recoupment by the adviser within 36 months of the waiver or reimbursement. Termination or modification of this obligation requires approval by the Portfolio's board.

(14)Voya Russell (TM) Small Cap Index Portfolio - Class I: The adviser is contractually obligated to limit expenses to 0.45% through May 1, 2017. The limitation does not extend to interest, taxes, investment-related costs, leverage expenses, extraordinary expenses, and Acquired Fund Fees and Expenses. This limitation is subject to possible recoupment by the adviser within 36 months of the waiver or reimbursement. Termination or modification of this obligation requires approval by the Portfolio's board.

(15)Voya Small Company Portfolio - Class I: The adviser is contractually obligated to limit expenses to 0.95% through May 1, 2017. The limitation does not extend to interest, taxes, investment-related costs, leverage expenses, extraordinary expenses, and Acquired Fund Fees and Expenses. This limitation is subject to possible recoupment by the adviser within 36 months of the waiver or reimbursement. The adviser is contractually obligated to waive 0.045% of the management fee through May 1, 2017. Termination or modification of these obligations requires approval by the

See Performance Introduction Page for Important Information

Additional Notes

Portfolio's board.

(16)Voya International Index Portfolio - Class I: The adviser is contractually obligated to limit expenses to 0.50% through May 1, 2017. In addition, the adviser is contractually obligated to further limit expenses to 0.48% through May 1, 2017. These limitations do not extend to interest, taxes, investment-related costs, leverage expenses, extraordinary expenses, and Acquired Fund Fees and Expenses. These limitations are subject to possible recoupment by the adviser within 36 months of the waiver or reimbursement. Termination or modification of these obligations requires approval by the Portfolio's board.

(17)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.

(18)VY Oppenheimer Global Portfolio - Initial Class: The adviser is contractually obligated to limit expenses to 0.80% through May 1, 2017. The limitation does not extend to interest, taxes, investment-related costs, leverage expenses, extraordinary expenses, and Acquired Fund Fees and Expenses. This limitation is subject to possible recoupment by the adviser within 36 months of the waiver or reimbursement. Termination or modification of this obligation requires approval by the Portfolio's board.

(19)The current rate for the Voya Fixed Account - 457/401 MC 921, Fund 043 is 3.00%, expressed as an annual effective yield. The current rate may change and be higher or lower than the rate shown above but is guaranteed not to be less than 3.00% through 12/31/2017. Any rate change initiated solely by VRIAC will be guaranteed to remain in effect until the last day of the three-month period measured from the first day of the month in which such change was made. Note: The current rate for a plan's initial investment in the Voya Fixed Account may be in effect for less than a full three-month period.

(20)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 Voya Retirement Insurance and Annuity Company.

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.

Benchmark Id	Benchmark Description
BCUSH1IC	Barclays US HY 1% Issuer Cap TR USD
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.
MSCIACN	MSCI ACWI (All Country World Index) measures the performance of the large and mid-cap segment of the particular regions equity securities,including developed and emerging market. It is free float-adjusted market-capitalization weighted.
MSCIXUS	MSCI ACWI (All Country World Index) ex USA Index 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.
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.

See Performance Introduction Page for Important Information

Benchmark Id	Benchmark Description
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.
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.
SPT2055	S&P Target Date 2055+ Index measures the performance of a portfolio of multi-asset including equities, fixed income and commodities. The index has target retirement date of 2055, 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 12/31/2016

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
Domestic Equity								
Domestic Large Cap Equity								
<i>Large Cap Value</i>								
Dividend Value Fund (Black Rock/SunAmerica)	15.78	15.78	7.33	12.24	4.94	4.94	1.63	12/8/2000
Vanguard Windsor II Fund	12.23	12.23	574.00	12.05	4.58	4.58	1.39	6/24/1985
<i>Large Cap Blend</i>								
Core Equity Fund (Black Rock)	11.81	11.81	6.40	12.79	4.64	4.64	1.84	4/29/1994
Stock Index Fund (SunAmerica)	10.71	10.71	7.64	13.35	5.75	5.75	1.15	4/20/1987
<i>Large Cap Growth</i>								
Growth Fund (American Century)	3.95	3.95	5.31	11.60	6.90	6.90	1.61	12/5/2005
Large Capital Growth Fund (SunAmerica/Invesco)	5.30	5.30	4.92	10.95	4.97	4.97	1.55	12/20/2004
Domestic Mid Cap Equity								
<i>Mid Cap</i>								
Mid Cap Strategic Growth Fund (Allianz Global/MorganStanley)	8.81	8.81	2.48	9.91	6.03	6.03	1.63	12/20/2004
Global Equity								
Global Social Awareness Fund (PineBridge Investments)	6.10	6.10	3.96	10.82	3.38	3.38	1.43	10/2/1989
International Equity								
Emerging Economies Fund (JPMorgan)	10.59	10.59	-4.23	-0.02	-3.40	-3.40	1.77	12/5/2005
Foreign Value Fund (Templeton Global)	11.20	11.20	-3.58	5.75	0.77	0.77	1.59	12/5/2005
Speciality								
Science & Technology Fund (T. Rowe/Allianz Global/Wellington)	6.47	6.47	8.96	15.26	8.97	8.97	1.79	4/29/1994
Hybrid								
<i>Lifestyle</i>								
Dynamic Allocation (AllianceBernstein/SunAmerica)	4.01	4.01	0.60	-	4.29	4.29	1.12	12/19/2012
<i>Balanced</i>								
Vanguard Wellington Fund	9.86	9.86	5.73	9.29	5.78	5.78	1.31	7/1/1929
Fixed Income								
<i>Investment Grade</i>								
Vanguard Long-Term Treasury Fund	0.38	0.38	6.81	1.53	5.56	5.56	1.00	5/19/1986
Vanguard Long-Term Investment-Grade Fund	6.94	6.94	6.74	4.70	6.11	6.11	1.01	7/9/1973
<i>International</i>								
International Government Bond Fund (PineBridge)	2.88	2.88	-0.26	0.02	2.58	2.58	1.45	10/1/1991
<i>Stable Value</i>								
Government Money Market I Fund (SunAmerica)	-0.79	-0.79	-0.79	-0.79	-0.08	-0.08	1.31	1/16/1986
7-Day current yield at 30-Sep-2009: -0.79								
Fixed Account Plus	2.19	2.19	2.25	2.36	3.71	-	-	1/1/1982
Short Term Fixed Account	1.00	1.00	1.00	1.00	1.70	-	-	1/1/1991

Annuities are long-term investments. Income taxes are payable upon withdrawal. Federal restrictions and tax penalties can apply to early withdrawals.

Annuity contracts typically include limitations, exclusions and expense charges which are described in the Portfolio Director prospectus. Fees include Separate Account fees, which range 0.55% to 1.05% depending on the contract, and Annual Net Fund Expenses, which range from 0.21% to 1.35% for the variable options. The current Annual Net Fund Expense is the current Annual Total Fund Expense less expense waivers or reimbursements. Fees are subject to change based on expense waivers and reimbursements. Additionally, account maintenance fees of \$3.75 per quarter and surrender charges may apply, depending on your contract.

Contributions to your Portfolio Director annuity contract can qualify to be tax-deferred, subject to applicable contribution limits and related rules. That tax deferral is a result of issuing the contract, which satisfies specific important tax law requirements, under your work place retirement plan. It does not result from the mere fact that the contract is an annuity. Therefore, you do not receive any additional tax-deferred treatment of earnings beyond the treatment provided by the tax-qualified retirement plan itself.

¹Through a commission recapture program in a portion of the funds' expenses have been reduced. "Other Expenses" does not take into account this expense reduction and is therefore higher than the actual expenses of the series. Had the expense reductions been taken into account, "Net Fund Expense" for VALIC Company I funds would be as follows: Asset Allocation Fund, 0.72%; Broad Cap Value Fund, 0.84%; Global Equity Fund, 0.98%; Global Real Estate, 0.94%; Global Social Awareness Fund, 0.71%; Growth & Income Fund, 0.83%; Health Sciences Fund, 1.18%; Large Cap Core Fund, 0.83%; and Mid Cap Strategic Growth, 0.81%.

The VALIC Company II Lifestyle funds and the VALIC Company I Dynamic Allocation Fund invest in the funds offered in VALIC Company I and VALIC Company II. The Vanguard LifeStrategy Funds invest in other Vanguard funds. Thus, each "Fund of Funds" indirectly bears the fees and expenses of those acquired funds, which fees and expenses are shown in the Acquired Fund Fees & Expenses column and are also reflected in each fund's Net Fund Expenses.

The fund company may limit the number of trades in and out of the fund. Please see the individual fund prospectus for more information.

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

**Pursuant to an Expense Limitation Agreement, the fund's advisor will waive fees and reimbursement expenses as shown in the column above. The expense waivers and fee reimbursements are voluntary and contractual and will continue through September 30, 2015 for VALIC Company I funds; December 31, 2015 for VALIC Company II funds; April 30, 2015 for American beacon Holland Large Cap Growth Fund; June 30, 2016 for the Invesco Balanced-Risk Commodity Strategy Fund, and indefinitely for SunAmerica High Watermark funds.

NOT FDIC-INSURED * MAY LOSE VALUE * NO BANK GUARANTEE

To obtain a Portfolio Director contract and underlying fund prospectuses, visit www.valic.com or call 1-800-448-2542 and follow the prompts. The prospectuses contain the investment objective, risks, charges, expenses and other information about the investment company that you should consider before investing. Please read the prospectuses carefully before investing or sending money. Policy Form series UIT-194 and UITG-194 and UITG-194P.

Portfolio Director Fixed and Variable Annuity is issued by The Variable Annuity Life Insurance Company and distributed by its affiliate, American General Distributors, Inc., 2929 Allen Parkway, Houston, Texas, 77019, member FINRA.

VALIC represents The Variable Annuity Life Insurance Company and its subsidiaries, VALIC Financial Advisors, Inc. and VALIC Retirement Services Company.

Section XV.

OPEB Trust



Total Performance Summary

Report ID: IPM0005

Reporting Currency: USD

TOTAL NET OF FEES

12/31/2016

Account Name Benchmark Name	Market Value	% of Total	Month	YTD	Fiscal YTD	Annualized				ITD	Inception Date
						1 Year	3 Years	5 Years	10 Years		
Mackay Shields OPEB	67,706,549.9	34.0	0.21	2.28	-2.58	2.28	2.90			1.56	5/1/2013
<i>Bloomberg Barclays U.S. Aggregate Bond Index</i>			<i>0.14</i>	<i>2.65</i>	<i>-2.53</i>	<i>2.65</i>	<i>3.03</i>			<i>1.66</i>	<i>5/1/2013</i>
SSGA S&P 500 INDX	131,579,030.1	66.0	1.98	11.99	7.83	11.99	8.89	14.61		12.33	5/1/2011
<i>S&P 500 - Total Return Index</i>			<i>1.98</i>	<i>11.96</i>	<i>7.82</i>	<i>11.96</i>	<i>8.87</i>	<i>14.66</i>		<i>11.53</i>	<i>5/1/2011</i>
Total OPEB	199,285,580.0	100.0	1.36	8.69	4.09	8.69	6.87	9.17		8.53	5/1/2011
<i>OPEB Custom Blend</i>			<i>1.33</i>	<i>8.77</i>	<i>4.14</i>	<i>8.77</i>	<i>6.95</i>	<i>8.92</i>		<i>7.65</i>	<i>5/1/2011</i>

END NOTES

12/31/2016

1 RI7GX0903OPE OPEB Custom Blend

35% Barclays Aggregate and 65% S&P 500



Total Performance Summary

Report ID: IPM0005

Reporting Currency: USD

TOTAL NET OF FEES

12/31/2016

Account Name Benchmark Name	Market Value	% of Total	YTD	Month	Cumulative			2016	2015	2014	Inception Date
					11/1/2016 - 11/30/2016	10/1/2016 - 10/31/2016					
Mackay Shields OPEB	67,706,549.9	34.0	2.28	0.21	-2.43	-0.82	2.28	0.46	6.03	5/1/2013	
<i>Bloomberg Barclays U.S. Aggregate Bond Index</i>			2.65	0.14	-2.37	-0.76	2.65	0.55	5.97	5/1/2013	
SSGA S&P 500 INDX	131,579,030.1	66.0	11.99	1.98	3.70	-1.81	11.99	1.46	13.63	5/1/2011	
<i>S&P 500 - Total Return Index</i>			11.96	1.98	3.70	-1.82	11.96	1.38	13.69	5/1/2011	
Total OPEB	199,285,580.0	100.0	8.69	1.36	1.55	-1.46	8.69	1.16	11.00	5/1/2011	
<i>OPEB Custom Blend</i>			8.77	1.33	1.58	-1.45	8.77	1.31	11.00	5/1/2011	

END NOTES

12/31/2016

- | | | | |
|---|--------------|-------------------|--|
| 1 | RI7G10000000 | Total OPEB | YTD - Calendar Year to Date
Month - Current Month
Cumulative Months - Prior Month and Second Prior Month |
| 2 | RI7GX0903OPE | OPEB Custom Blend | 2013, 2012, 2011 - Calendar Year
65% S&P 500 and 35% Barclays Aggregate |