

**STATE OF RHODE ISLAND  
INVESTMENT COMMISSION MEETING**

**DATA AT  
September 30, 2014**

**October 22, 2014  
MEETING**

**MEMBERS OF THE STATE INVESTMENT COMMISSION**

**Honorable Gina M. Raimondo, Chair**

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

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

# Section I.

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## Agenda



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

**Gina M. Raimondo**  
General Treasurer

**RHODE ISLAND STATE INVESTMENT COMMISSION  
MEETING NOTICE**

The next meeting of the Rhode Island State Investment Commission has been scheduled for Wednesday, October 22, 2014 at 9:00 a.m. in Room 205 of the State House.

**AGENDA**

- Chairperson Call to Order
- Membership Roll Call
- Approval of Minutes
  - State Investment Commission Meeting held on September 24, 2014\*
- 529 Consultant Recommendation\*
- Private Equity Recommendation\*\*
  - The Baring Asia Private Equity Fund VI\*
- Real Estate Investment Trust (REIT) Briefing
- MLP Briefing Part 2
- Legal Counsel Report
- Chief Investment Officer Report
  - Portfolio Update
  - PIMCO Update
- Treasurer's Report
  - Portfolio Risk/Return

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

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

**POSTED ON FRIDAY, OCTOBER 17, 2014**

## Section II.

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### Approval of Minutes



**State Investment Commission**  
**Monthly Meeting Minutes**  
**Wednesday, September 24, 2014**  
**9:00 a.m.**  
**Room 205, State House**

The Monthly Meeting of the State Investment Commission (SIC) was called to order at 9:06 a.m., Wednesday, September 24 2014 in Room 205, State House.

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

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

Also in attendance: Mr. Larry Brown, Mr. Darren Lopes and Mr. David Iden of TIAA-CREF, defined contribution plan administrator; Mr. Thomas Lynch and Mr. Steve Nesbitt of Cliffwater, alternative investment consultant; Mr. John Burns, Ms. Judy Chambers and Mr. Alan Emkin of Pension Consulting Alliance (PCA), general consultant; Ms. Sally Dowling and Mr. John Lerner of Adler Pollock & Sheehan P.C., legal counsel; Ms. Maryfrances Metrick and William Rahm of Centerbridge Capital; Mr. Ron Mika of Sorenson Capital; Ms. Anne-Marie Fink, chief investment officer, employees and members of UniteHere, and members of the Senate Fiscal and Treasurer's staff.

## **II. Approval of Minutes**

On a motion by Mr. Costello and seconded by Mr. Giudici, it was unanimously **VOTED: to approve the draft of the minutes of the July 23, 2014 meeting of the State Investment Commission.**

## **III. Defined Contribution Plan—Quarterly Update**

Mr. Lopes reviewed the plan through August 31, 2014. As of that date, the plan had \$295 million in assets. He said the plan is growing very quickly. He reviewed the participant count. He said TIAA-CREF continues to have one-on-one conversations with participants as they see more traction in the plan. He gave an overview of the assets by fund and what they look like segmented by various age groups.

He gave an overview of employee engagement. In comparison to 2013, the number of interactions in 2014 has started to drop because the market has been doing so well. One-on-one meetings have also started to decrease. To date, they have engaged about 35% of the 32,000 participants in the plan either on the phone or one-on-one. They're trying to continue to go on-site but need the board's help in those efforts.

## **IV. FARP Investment Options Recommendation**

Ms. Fink reminded the board that FICA Alternative Retirement Plan (FARP) is for seasonal and part-time employees. The role of the SIC, as set out in the statute, is to "review and evaluate the reasonableness of the selected financial institution's fees and the performance of the selected financial institution's funds."

Mr. Lopes reviewed the plan. Through August 31, 2014 the plan has \$251,000 in assets. The average account balance is about \$298 per participant. He noted that the plan has access to the collective investment trust at 0.11%, which is rare for a plan this size.

He reviewed the demographics. The bulk of the participants are under 25 years old. The plan has been in operation since July 1, 2013.

Mr. Mullaney went on to review the fees of the plan. The fees are \$45 per participant per year. The state is paying \$13 per year, so the employees pay \$32 per year, which is the same as what the state employees are paying in the defined contribution plan.

Ms. Fink also added that the fees at the fund level are much lower than what balances this size could get on their own.

Ms. Reback asked the Treasurer to submit legislation to repeal this statute or ask for the State to make a contribution as these employers have low pay.

Treasurer Raimondo said that the General Assembly had passed this bill and it would be up to the Retirement Board to submit any such motion. In the meantime, the duty of the SIC is to review the fees and the investment options as per statute.

Treasurer Raimondo also said that she and the SIC would encourage the Retirement Board to advocate repeal of the FARP legislation the General Assembly passed last session.

Mr. Brown reviewed the performance of the plan. Year to date through 8/31/14, the plan is in line with all relative benchmarks.

He said there are two changes forthcoming. The Vanguard 500 index fund is currently in the Signal share class and will move into the Institutional share class that will lower the expense ratio by 0.01%. The Signal share classes will change their name from Signal to Admiral but it's a change in the name only, not to the strategy or the fee structure.

He reviewed the peer-group rankings.

## **V. Private Equity Recommendations—Sorenson Capital Partners III & Centerbridge Capital Partners III**

Mr. Mika gave a brief overview of Sorenson Capital Partners and their strategy. They target investments in the small end of the buyout market and in growth equity. They have a principal investment culture with a deep team. He then gave an overview of their team members.

Mr. Mika reviewed the Mountain West region. It's a vast geography. The GDP of those states combined is about a third that of California's so they have to be out in marketplace covering these states. He also reviewed a chart indicating how under-penetrated private equity is in their core states.

Mr. Mika left the room.

Mr. Lynch said this recommendation helps the overall private equity program to maintain the 7% strategic target. The plan for the next year is to do \$175 million to \$200 million in commitments. Currently the State has made about \$110 million in commitments into 5 funds, for vintage year 2014. The portfolio has been underweight in the small end of the buyout market. He said 7% of the private equity portfolio is in small and buyout funds. He said they would want to increase it and get to about 10%. This fund meets that strategy. He added that large-cap markets are competitive in the private equity market. This firm's strategy does well in its market because they can access proprietary deals and create value after their investment. He said Cliffwater recommends a \$30 million commitment. The board discussed the recommendation.

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

**VOTED: to approve a \$30 million commitment into Sorenson Capital Partners III.**

Mr. Lynch introduced Centerbridge Capital Partners. He said ERSRI is already invested with Centerbridge in two previous funds. They have a value approach to investing that will serve them well in a competitive environment for deals.

Mr. Rahm gave a brief overview of the firm. They have one team that invests across two strategies in multiple sectors with offices in New York and London.

Ms. Metrick reviewed their strategies. She said having different strategies gives them a competitive edge. They acquire companies by buying the debt or the equity depending on the economic environment and where value can be found.

Ms. Metrick reviewed the returns on their previous funds. She gave an overview of companies where they gained control and made a difference in their performance. The first fund was mostly invested in North America but has a lot of diversity in terms of industry. She said 75% of the capital has been fully or materially realized. Returns on that fund are 31% gross IRR and a 23% net IRR. Their second fund is still being invested. She added that 73% of that fund is invested as of June, 30 2014. So far they have received returns of 1.2 times invested capital.

She reviewed the terms of the third fund. The fee structure is 1.5% on committed capital during the investment period and 1.25% on invested capital thereafter. She said the focus of the fund will remain predominantly on US and Europe. The fund is capped \$5.75 billion plus limited partner capital. Centerbridge left the room.

Mr. Lynch noted that this fund is a portfolio fit; its middle market transactions are a bit underweighted in the portfolio. In today's market where things are very competitive, this is very value-oriented investment approach. Centerbridge is very disciplined about the prices they're paying. Cliffwater recommended a commitment of \$30 million.

Ms. Fink noted that the firm's strategy is attractive because they have a full suite of options regardless of the business cycle. She believes they will find different opportunities and be able to generate value more than the average big buyout fund.

On a motion by Mr. Costello and seconded by Mr. Mullaney, it was unanimously  
**VOTED: to approve a \$30 million commitment in Centerbridge Capital Partners III.**

## **VI. General Consultant Review**

Mr. Emkin reviewed Pension Consulting Alliance's current relationship with ERSRI. PCA has been working with ERSRI since 2008. They are the general consultant and also provide real estate consulting. They consult on investment policy, comment on investment managers, and deal with investment policy issues, strategy and structure.

He reviewed the areas in which they assist the State. Their goal is to provide Rhode Island with an independent source of what is happening in capital markets and among peers. Last year, PCA worked with Rhode Island to revitalize the real estate portfolio.

Almost all their clients are large public pension plans. He said their business is designed to be conflict-free. Therefore, they do no asset management or brokerage. They believe each plan is unique and strategies and advice should be equally unique.

He reviewed some of their clients. He said they currently have over \$1 trillion worth of assets under advisement.

He then reviewed their organizational structure and personnel. The Board asked questions. Treasurer Raimondo noted that she is pleased with the work PCA has done.

Ms. Fink added that they talked to a few other competitors of PCA and they are very comfortable with what they do. She stated that having a group that is a bit more agnostic across the asset classes is very valuable.

## VII. Review of Long Term Returns

Mr. Nesbitt reported on his study of the status of statewide pension systems, from an asset and performance point of view.

He said the study is strictly of state-wide pension systems over a ten-year period. There are approximately 95 state-wide pension systems. Most of the information obtained from these pension systems are from the Comprehensive Annual Financial Reports (CAFRs) that is required from each plan.

He reviewed the performance of 66 systems that have the same fiscal year. He said one limitation of the study is that the reporting of returns by pension systems is inconsistent, particularly as to whether the returns include fees or not. About 1/3 of state systems say they report net of fees. Another 1/3 say they report gross of fees and the remaining 1/3 don't disclose whether performance is gross or net.

Mr. Nesbitt also noted that the study did not include risk as every state's situation is different.

Ms. Fink quoted data from a Standard & Poors report based on 2012 CAFR data comparing ERSRI and the California pension system. California is 72% funded compared to Rhode Island's 58%. As a result they might have more risk tolerance. The study also looked at the unfunded accrued actuarial liability, which is a good measure of how able a state might be to fund a shortfall. ERSRI ratio's is 8.5% and for California the number was 4.6%. California's lower liability is a good indicator for why California might be able to take on more risk than Rhode Island.

Mr. Nesbitt went on to review the returns in the study. He said that over the ten-year period ending June 2013, the median state pension returned 7.2%. He noted that most state pension funds have an actuarial rate of 8%. He said the range of returns was from 5% to 8.8%. The average was about 7.2% compound annual return. A simple 60/40 portfolio would have returned 6.4% over this same period.

All the work state systems have done investing in alternatives contributed to overall performance. Collectively, state systems have added value through the efforts of staff, advisors and managers over this period.

He reviewed RI's experience against these metrics. Rhode Island's return over this period is 7.4% net of fees. Rhode Island outperformed the 7.2% average reported for the ten-year period. He noted the ranking is understated as Rhode Island numbers include all fees whereas many other state plans do not.

Mr. Costello asked if the fees could be estimated and Mr. Nesbitt said they couldn't be. A major contributor was private equity. Generally, those state systems that have had meaningful allocations to private equity have outperformed over long periods of time, as have foundations and endowments, which also have greater alternatives allocations.

Mr. Nesbitt reviewed the fees of the five states that release full fee information. Rhode Island ranked in the middle. Mr. Costello noted that the fund with highest fees also had the best long-term returns.

In reviewing allocations, Mr. Nesbitt said Rhode Island's allocation to alternatives at June 30, 2013 was about 26%. This is in line with the 25% average among other state pension funds.

Ms. McNamara asked if the fact that endowments have a much smaller pay-out obligation correlates to their better performance.

Mr. Nesbitt said yes. Endowments don't have a fixed liability like state plans do. When assets fell in 2008, many endowments reduced benefit payouts. State plans don't have the luxury of reducing benefits when assets fall.

He said there are 18 state funds that have hedge fund allocations above 10% of assets. Those funds have done well over the last ten years.

He said that most state funds outperformed the 60/40 portfolio and only a few funds outperformed the average actuarial rate of 8% for that period. He noted the ten year period was a good period to study performance because it included bear and bull markets.

He noted ERSRI has done a great job of measuring and reporting fees, which is a task that most state pension systems basically ignore. Most of those that do report fees only do partial reporting.

Treasurer Raimondo asked if any other pension fund is as transparent in fees as Rhode Island. Mr. Lynch said the only other fund they have found that is as transparent is the Missouri Employees' pension plan.

Mr. Nesbitt reviewed asset allocation trends among state pension systems. He said plans have mostly moved out of equity in an effort to manage risk.

A number of states are endowment-like in their allocation. States at the bottom of performance rankings have very low, if any, allocation to alternatives. Some states have statutory limitations preventing them from investing in alternatives.

## **VIII. Short-Term Cash Investment Policy Recommendation**

Mr. Vin Izzo, the state's cash manager, reviewed the proposed short-term investment policy. He said the last time the policy was formally revised was in 2009. Changes since then have been incorporated into the current policy.

He said the policy is structured differently from that of the pension fund. Everything is done to manage operating funds so they cannot take any losses. One of the changes in the revised policy recommended is to give further diversification options. He asked the Board to remove the restriction on the use of commercial paper.

Ms. Fink noted a few other changes to the policy. One is that the policy previously required AAA-rated banks. There are no AAA banks currently and the policy was updated to cite AA rating requirements. Also, on the brokerage side, the previous policy required only \$2.5 million in capital for a broker. That was changed to \$250 million in capital.

On a motion by Ms. Reback and seconded by Ms. McNamara, it was unanimously **VOTED: to approve the updated version of the short-term investment policy.**

## **IX. Master Limited Partnership Briefing**

Ms. Fink said the state is relatively new to infrastructure. There are two forms of infrastructure: private and publicly traded. The state made an allocation to private infrastructure with IFM and is looking to bring in a few more funds. The other area where the policy target has an allocation is to master limited partnerships (MLPs), which are a form of publicly traded infrastructure.

Ms. Chambers explained that a Master Limited Partnership is a publicly traded partnership that owns and operates energy and natural resource assets and projects. The key characteristics of the asset class are that they generate significant cash flow and pay out quarterly dividends to investors.

She gave an overview of the partnership structure.

She said MLPs have performed very well after the global financial crisis. Their annualized returns look good in the last five years, but MLPs were down 36.9% when the markets were down 37% in 2008.

Because of their market beta, if the markets turn MLPs most likely will also have a large downturn.

Treasurer Raimondo asked how big the MLP space is in today's market.

Ms. Chambers said currently there are about 117 MLPs in the public market with about \$600 billion in value. In 2009, there were 66 MLPs in the market worth about \$160 billion. She doesn't foresee a lot more coming into the marketplace. She does see institutional investors starting to put more money in the asset class.

She then gave an update on the RFP done in August. The RFP was for potentially investing up to \$160 million into MLPs. The RFP received 27 responses. In the first round PCA and staff narrowed the pool of contenders from 27 to 11 managers. In the second round they have identified five short-listed managers. They will have conference calls with the finalists and then hopefully do on-site visits to two to three. She said they would potentially bring a manager before the Board in the October meeting.

Ms. Fink added that the fact that they're moving toward recommending a manager does not oblige the SIC to put the money to work. Part of the purpose of this briefing was to get feedback from the Board. Mr. Costello noted that the Board should be careful making such decisions around the time when a new treasurer will be transitioning in. He also expressed some concern over the asset class, its pricing after a strong run-up, and its risks.

Ms. Fink suggested moving slowly and bringing a manager to approve in November and no investment decision until February or January.

## **X. Legal Counsel Report**

There was no legal counsel report.

## **XI. CIO Report**

Ms. Fink reviewed the returns for July and August. In July US equity markets fell almost 2%, global equities dropped 1.2% and bonds lost 0.25%. In this environment, the portfolio with its risk-controlled approach outperformed. The portfolio was down 0.7% compared to -0.9% for the bottom-up benchmark and -0.8% for the 60/40 basic allocation. Alternatives led the outperformance, with hedge funds down 0.5%, private equity up 1% and real estate positive 1.2%. Risk remained at 7.3% which is well below the benchmark's risk at 7.9% and the 60/40's at 8.4%. The risk-controlled approach generated better returns in tougher markets.

August performance was the opposite of July's, as sentiment turned more positive with the Fed remaining accommodative. US equity markets rose 4%, global equities were up 2.25% and fixed income rallied with Barclays aggregate up 1.1%. She noted that usually fixed income and equities move in the opposite directions giving correlation benefits. She believes it will be somewhat challenging to find things that can give diversification benefits going forward. For August the portfolio was up 1.55% ahead of the benchmark and a bit behind the 60/40. The portfolio had 7% risk compared the benchmark at 7.5% and the 60/40 at 8%. She said equities, private equity and core fixed income were the best performers in the month.

Ms. Fink told the Board that Brown Brothers Harriman received a fine of \$120,000 from the SEC for filing required forms late. They also received a fine from FINRA related to careless procedures of anti-money laundering. In both cases she, PCA and the SEC have attributed the shortfall to oversights rather than manipulative intent. Brown Brothers Harriman has increased their compliance staff by 57% and has instituted more rigorous procedures to avoid these mistakes. Therefore, she is not recommending any changes.

She said she and staff are currently working on two RFPs. One is the MLP RFP and the other is for a 529 investment consultant. She said the 529 investment consultant RFP is in its final stages and she expects to bring a recommendation to the October meeting.

Considering recent news of the California pension fund exiting hedge funds, she asked Cliffwater to do an analysis on the liquidity of the ERSRI hedge fund portfolio. She said questions have been raised about whether there will be a run on hedge fund as a result of the Californians exit. She noted hedge funds are still very much a vibrant asset class. In the last quarter of 2014, \$30.5 billion went into the asset class and there is no evidence of a large wave of exits. To the extent there is a run on hedge funds, the concern would be with the liquidity of the assets that hedge funds own. She asked Cliffwater to tell us what the exposure is to the different levels of liquidity.

Mr. Lynch reviewed the hedge fund portfolio in terms of liquidity. He said 6.6% of the portfolio is in Level 3 assets, which have the least liquidity. The portfolio has limited exposure to illiquid assets. If there were to be a run on hedge funds, he would not expect to see any problem with liquidity due to underlying securities in the portfolio.

## **XII. Treasurer Report**

Treasurer Raimondo thanked the Board and commended them for their continued work. There being no other business to come before the Board, on a motion by Ms. Reback and seconded by Mr. Fay the meeting adjourned at 11:55 a.m.

Respectfully submitted,

**Gina M. Raimondo**  
General Treasurer

DRAFT

## Section III.

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### Staff Summary

# Portfolio Highlights

## PORTFOLIO PERFORMANCE

### September

The ERSRI portfolio posted a 1.81% loss for September, against the policy index of -1.49% and the 60/40 Blend of -2.22%. Total Equity returned -2.66%, as US Public Equity lost 2.09% and International Equity -4.87%, both comparable to their respective benchmarks, while Emerging Markets produced a loss of 7.43% and MSCI Canada returned -6.42%. Equity Hedge Funds returned 0.50%, exceeding its benchmark of -1.82%. US Traditional Fixed Income returned -0.68%, compared to its benchmark of -0.68%. Real Return Hedge Funds returned 1.17% against its benchmark 0.07%, while GILBs lost 1.06% versus its benchmark -1.14%. The Credit strategy returned -0.79%, versus its benchmark -0.54%.

### Fiscal Year to Date

For the Fiscal Year, the fund has lost 0.98%, versus the policy index of -0.96% and the 60/40 Blend -1.31%.

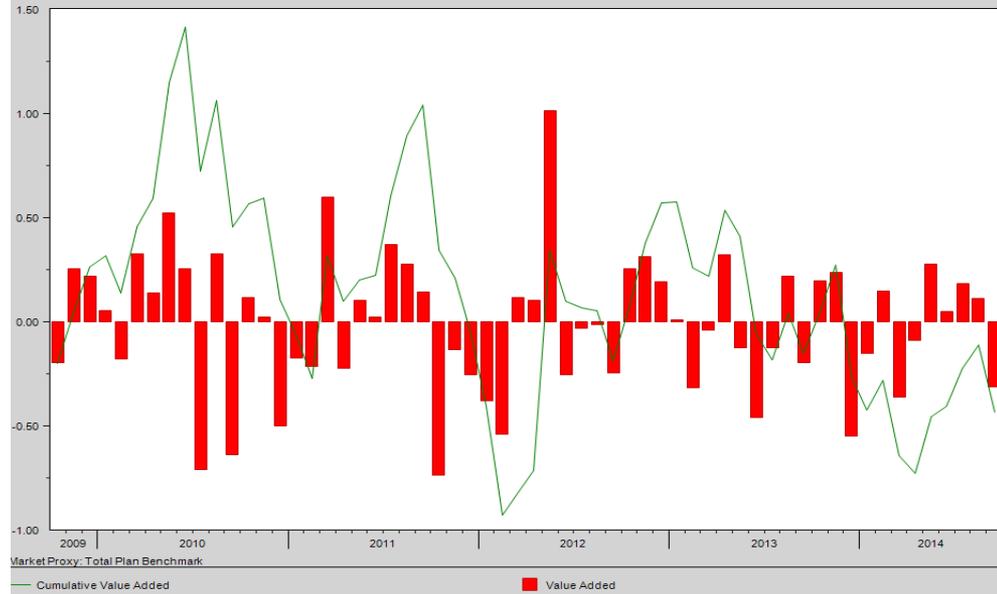
### Market Values

The total portfolio value decreased by \$188.3 million to \$8.02 billion. The September decrease represents \$147.5 million of negative market impact, and \$40.8 million of transfers out.

GRAND TOTAL - Market Value



TOTAL PLAN  
5 Years Ending September 30, 2014  
Value Added



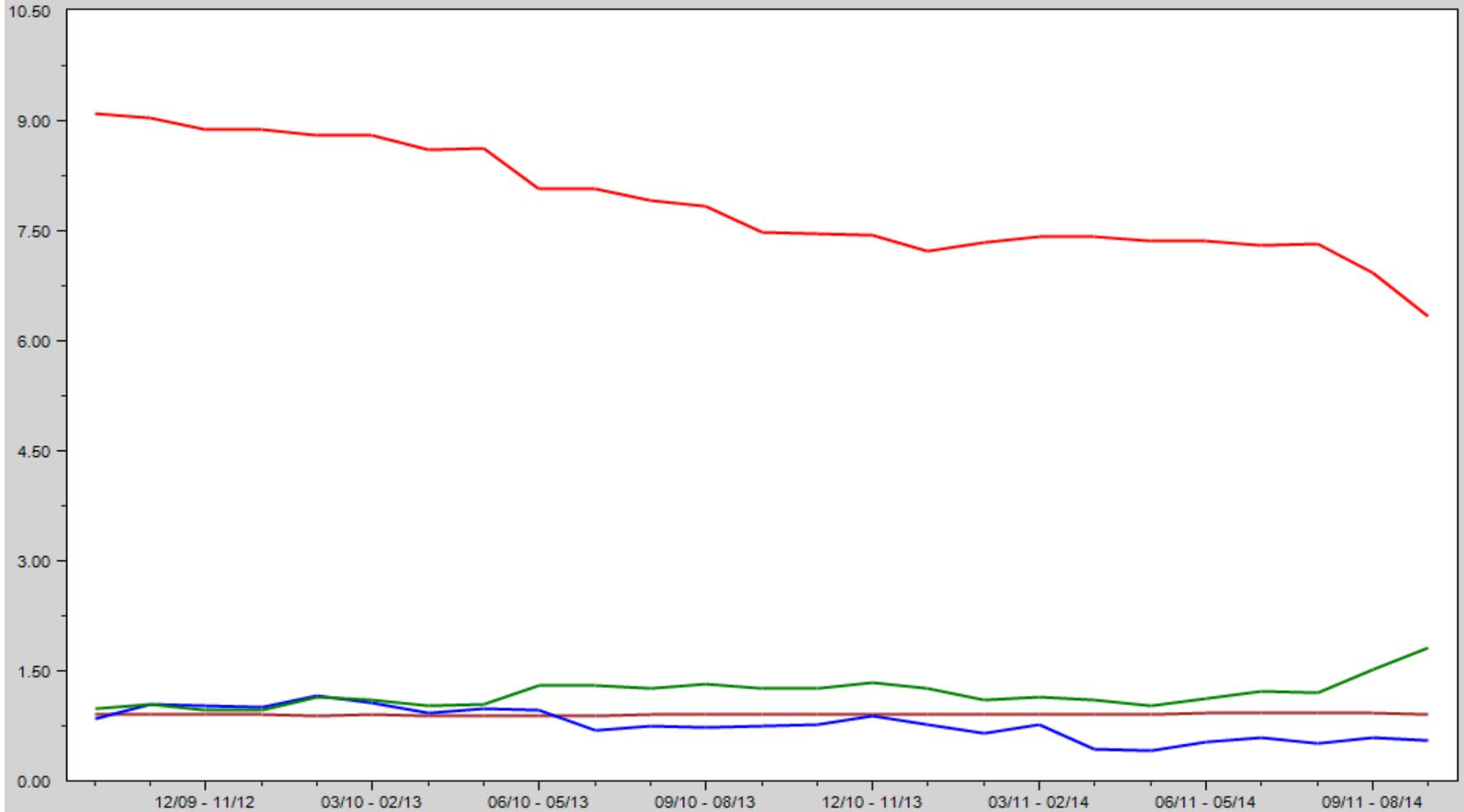
Account Name Benchmark Name	Market Value (M)	Month	Fiscal YTD
US Public Equity	2,006.22	-2.09	0.04
Non-US Public Equity	1,929.16	-4.87	-5.23
Equity Hedge Funds	659.61	0.50	0.13
Private Equity	559.81	-0.45	1.91
Traditional Fixed Income	1,124.29	-0.68	0.12
Real Estate	324.35	0.27	1.91
Real Return Hedge Funds	530.70	1.17	1.92
Credit Aggregate	417.94	-0.79	-0.55
Inflation-Linked Bonds	282.75	-1.06	-0.81
Total Cash	161.57	0.06	0.08
<b>TOTAL PLAN</b>	<b>8,017.30</b>	<b>-1.81</b>	<b>-0.98</b>

## Historical Risk - Three Year Rolling Periods

### TOTAL PLAN

#### 5 Years Ending September 30, 2014

#### Trend



Market Proxy: Total Plan Benchmark; Risk-Free Proxy: BofA Merrill Lynch 3 Month US Treasury Bill G001

— Ann Std Dev      — Ann Sharpe Ratio      — Ann Alpha      — Beta



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

Gina M. Raimondo  
General Treasurer

October 15, 2014

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

This is to certify that the amounts so listed below belong to the credit of the Employees' Retirement, Municipal Employees', State Police and Judicial Retirement Systems of the State of Rhode Island at the close of business on September 30, 2014.

**Employees' Retirement System of Rhode Island  
Composite Reporting Investment Valuation  
September 30, 2014**

<b>Asset Class</b>		
<b>Total Fund Investments</b>		<b>8,017,301,607</b>
CASH EQUIVALENT*		253,531,406
EQUITY HEDGE FUNDS**		659,606,203
GLOBAL PUBLIC EQUITY		3,915,378,148
CREDIT INFLATION LINKED BONDS		400,969,069
PRIVATE EQUITY**		261,774,328
REAL ESTATE**		558,630,104
REAL RET HEDGE FUNDS**		324,346,863
US TRADITIONAL FIXED		530,703,600
		1,112,361,885
<b>Plan Allocation</b>		
<b>Total Fund Investments</b>	<b>100.00%</b>	<b>8,017,301,607</b>
STATE EMP RET PLAN	80.86%	6,482,939,773
MUNI EMP RET PLAN	17.07%	1,368,833,382
STATE POLICE RET PL	1.36%	109,215,129
JUDICIAL RET PLAN	0.70%	56,001,807
NON-CONTRIB JUD RET	0.00%	311,516

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

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

Respectfully submitted,

Vincent T. Izzo  
Cash Manager

## Section IV.

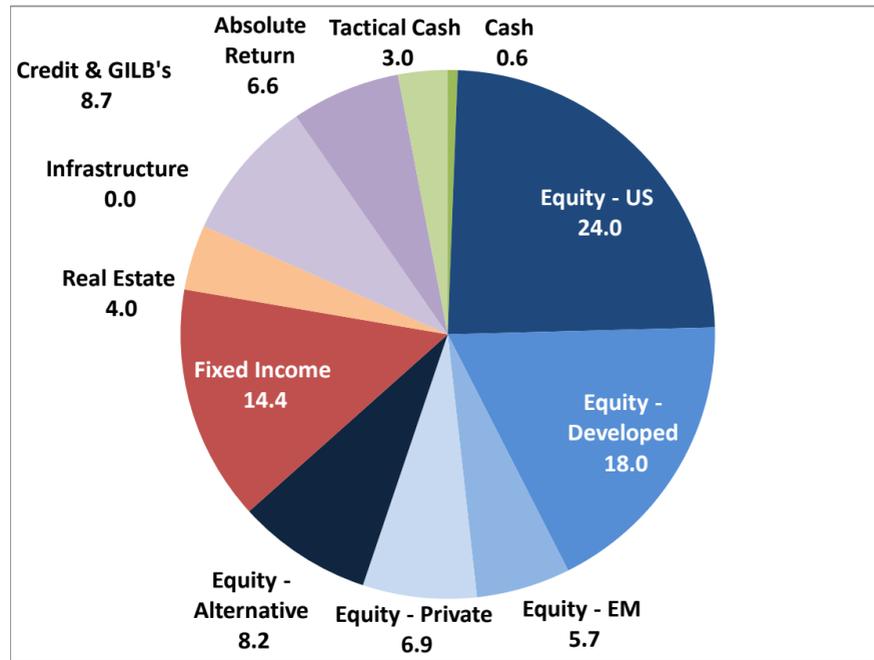
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### Asset Allocation

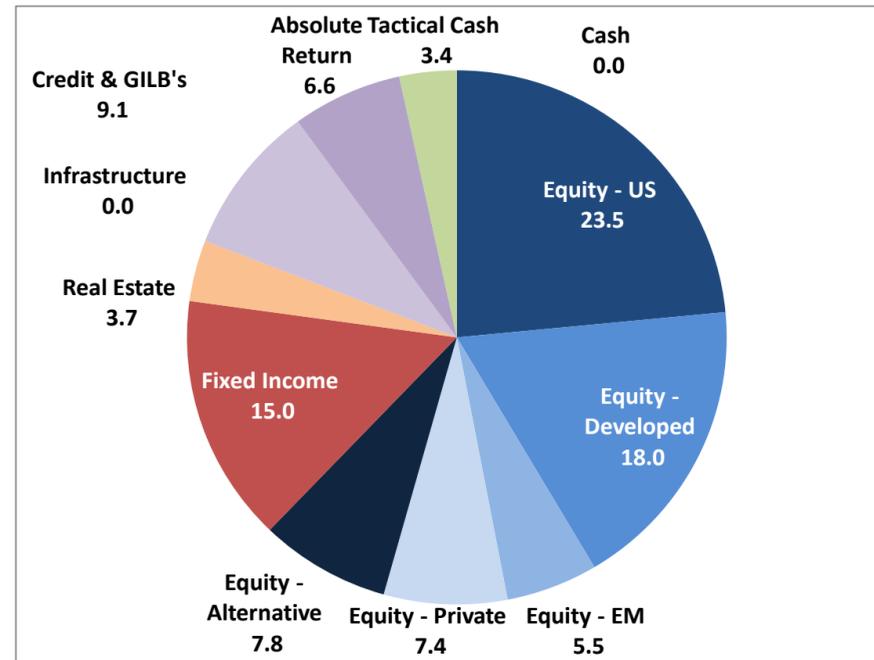
**ERSRI Portfolio**

%%% - as of September 30, 2014

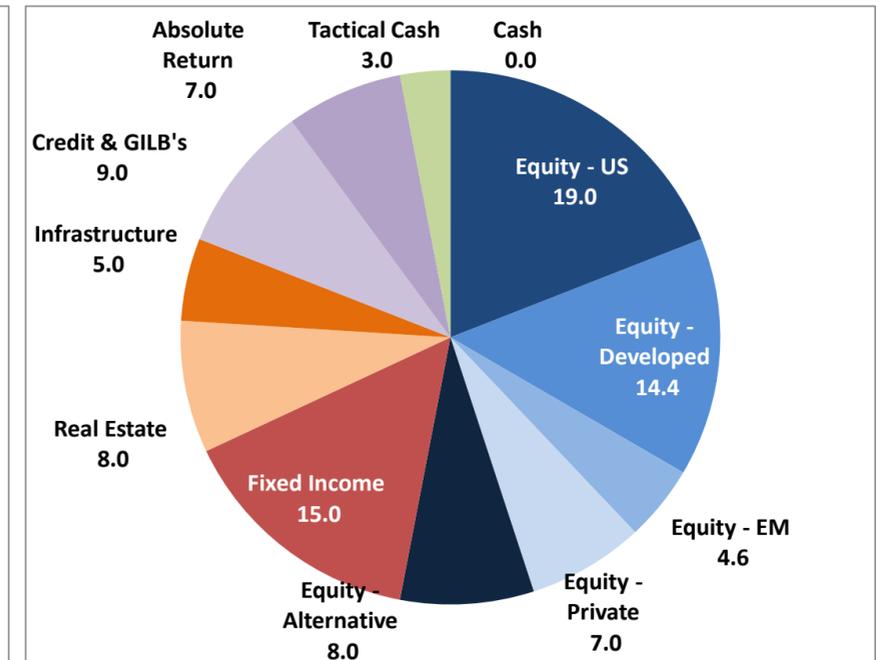
**Actual Allocation**



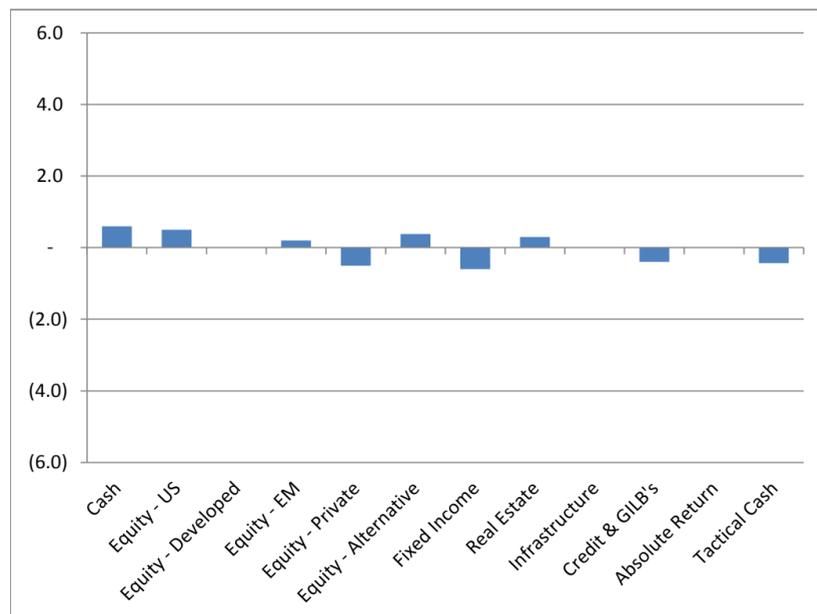
**Tactical Allocation**



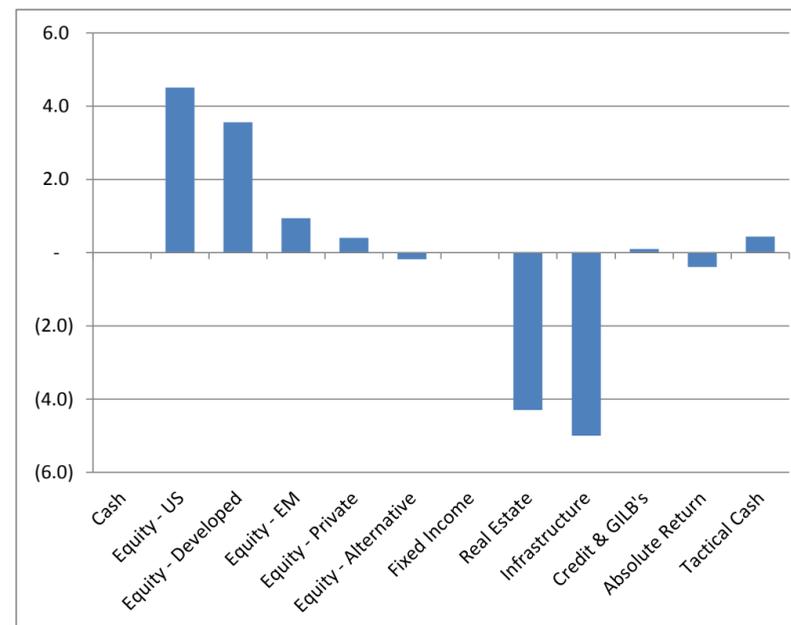
**Policy Allocation**



**Actual vs. Tactical**



**Tactical vs. Policy**



**Notes:**

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

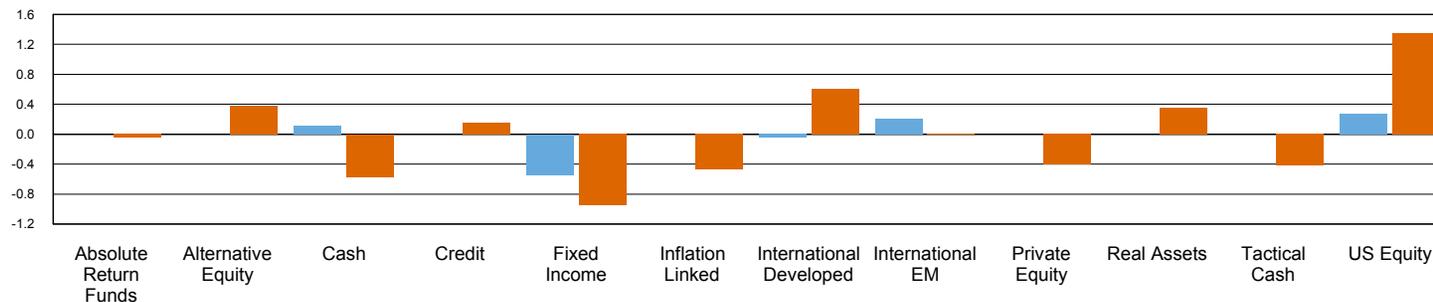
Tactical vs. Policy: Tactical allocations diverge from policy to allow time to vet third-party managers allowing prudent implementation of SIC policy decisions, and to diversify vintage-year exposure for drawdown funds (e.g., private equity, real estate, infrastructure).

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

# Asset Summary

<u>Asset Class</u>	<u>Physical Exposure</u>		<u>Synthetic Exposure</u>		<u>Net Position</u>		<u>Overlay Target</u>		<u>Policy Target</u>	
<b>Total Market Value</b>	<b>8,000.8</b>	<b>100.0%</b>	<b>0.0</b>	<b>0.0%</b>	<b>8,000.8</b>	<b>100.0%</b>	<b>8,000.9</b>	<b>100.0%</b>	<b>8,000.9</b>	<b>100.00%</b>
<b>Cash</b>	<b>-45.3</b>	<b>-0.6%</b>	<b>49.4</b>	<b>0.6%</b>	<b>4.1</b>	<b>0.1%</b>	<b>-4.5</b>	<b>-0.1%</b>	<b>0.0</b>	<b>0.00%</b>
Cash	-45.3	-0.6%	49.4	0.6%	4.1	0.1%	-4.5	-0.1%	0.0	0.00%
<b>Equity</b>	<b>5,133.4</b>	<b>64.2%</b>	<b>-89.2</b>	<b>-1.1%</b>	<b>5,044.2</b>	<b>63.0%</b>	<b>5,009.4</b>	<b>62.6%</b>	<b>4,978.2</b>	<b>62.22%</b>
International Developed	1,488.7	18.6%	-39.4	-0.5%	1,449.3	18.1%	1,452.7	18.2%	1,440.2	18.00%
International EM	440.4	5.5%	20.0	0.3%	460.5	5.8%	443.9	5.5%	440.1	5.50%
US Equity	1,988.1	24.8%	-69.8	-0.9%	1,918.3	24.0%	1,896.6	23.7%	1,880.2	23.50%
Private Equity	559.8	7.0%	0.0	0.0%	559.8	7.0%	559.8	7.0%	592.1	7.40%
Alternative Equity	656.3	8.2%	0.0	0.0%	656.3	8.2%	656.3	8.2%	625.7	7.82%
<b>Fixed</b>	<b>1,124.3</b>	<b>14.1%</b>	<b>39.8</b>	<b>0.5%</b>	<b>1,164.1</b>	<b>14.5%</b>	<b>1,207.7</b>	<b>15.1%</b>	<b>1,200.1</b>	<b>15.00%</b>
Fixed Income	1,124.3	14.1%	39.8	0.5%	1,164.1	14.5%	1,207.7	15.1%	1,200.1	15.00%
<b>Other</b>	<b>1,788.4</b>	<b>22.4%</b>	<b>0.0</b>	<b>0.0%</b>	<b>1,788.4</b>	<b>22.4%</b>	<b>1,788.4</b>	<b>22.4%</b>	<b>1,822.6</b>	<b>22.78%</b>
Real Assets	323.9	4.0%	0.0	0.0%	323.9	4.0%	323.9	4.0%	296.0	3.70%
Absolute Return Funds	524.5	6.6%	0.0	0.0%	524.5	6.6%	524.5	6.6%	528.1	6.60%
Credit	416.3	5.2%	0.0	0.0%	416.3	5.2%	416.3	5.2%	404.1	5.05%
Inflation Linked	282.8	3.5%	0.0	0.0%	282.8	3.5%	282.8	3.5%	320.0	4.00%
Tactical Cash	241.0	3.0%	0.0	0.0%	241.0	3.0%	241.0	3.0%	274.4	3.43%

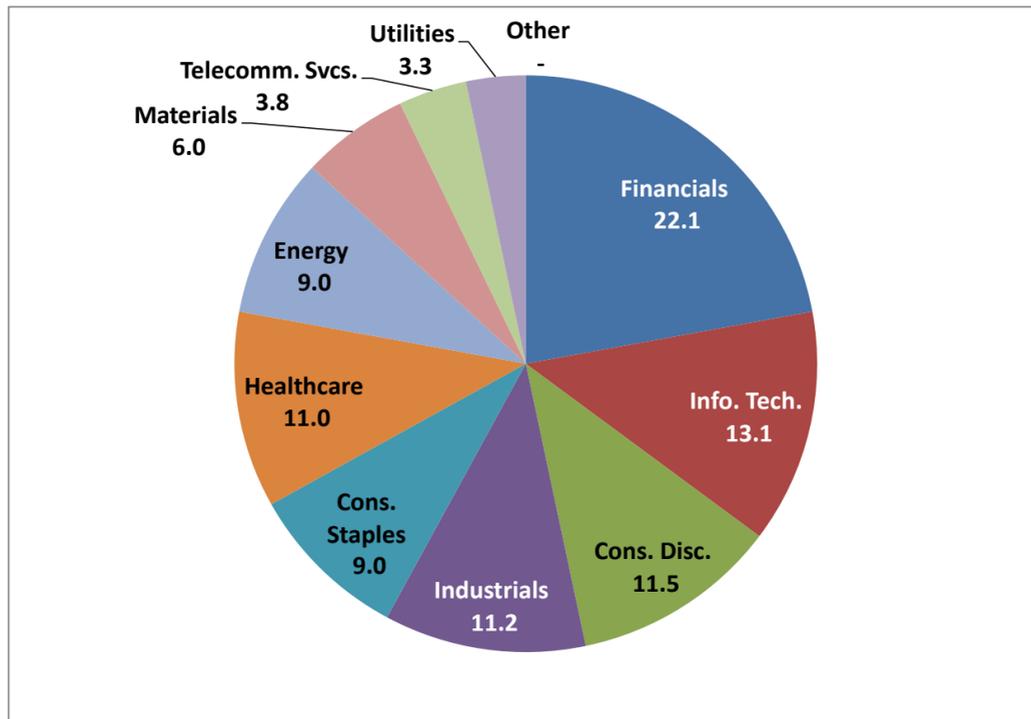
## Deviations from Target Allocation



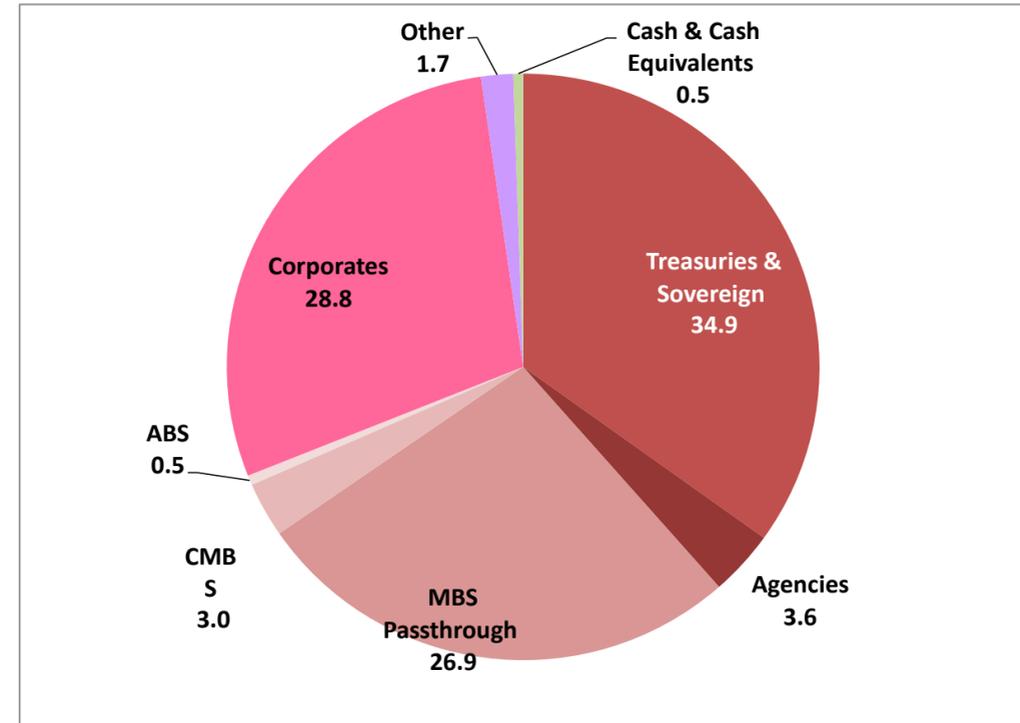
# ERSRI Asset Allocation Public-Asset Portfolios

%%% - as of September 30, 2014

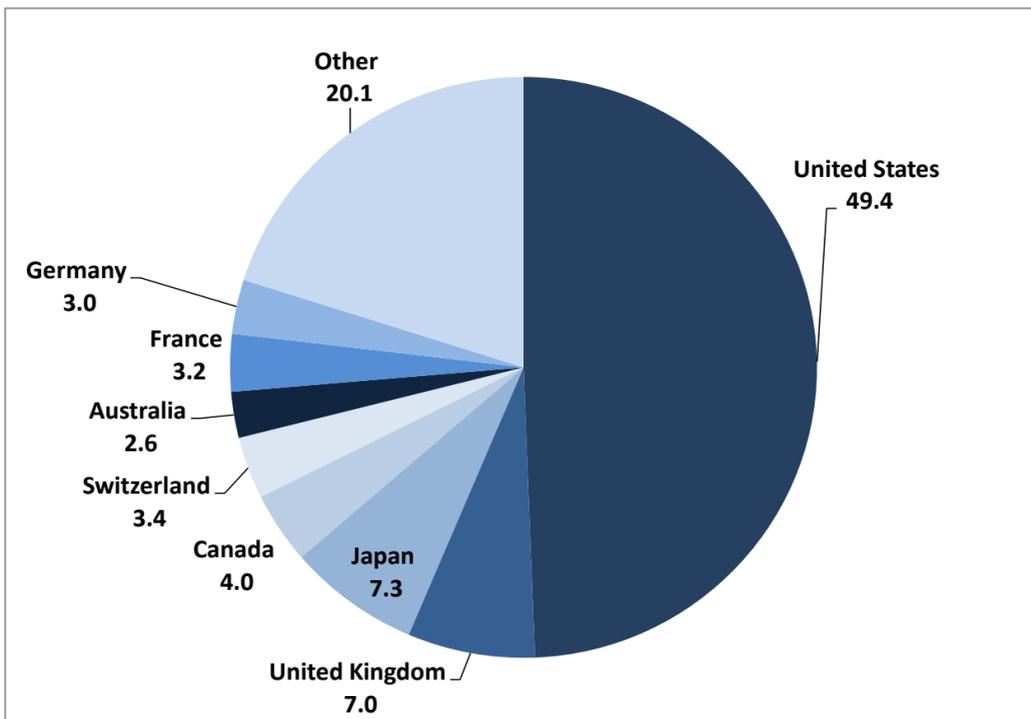
### Global Public Equity - by Industry Sector



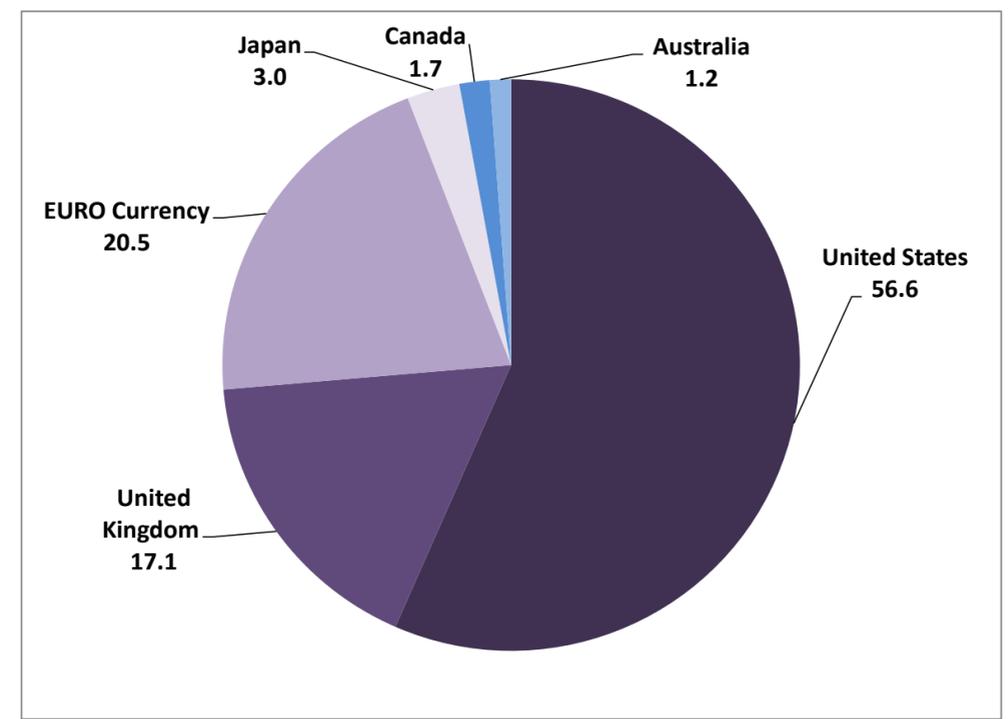
### Core Fixed Income - by Type



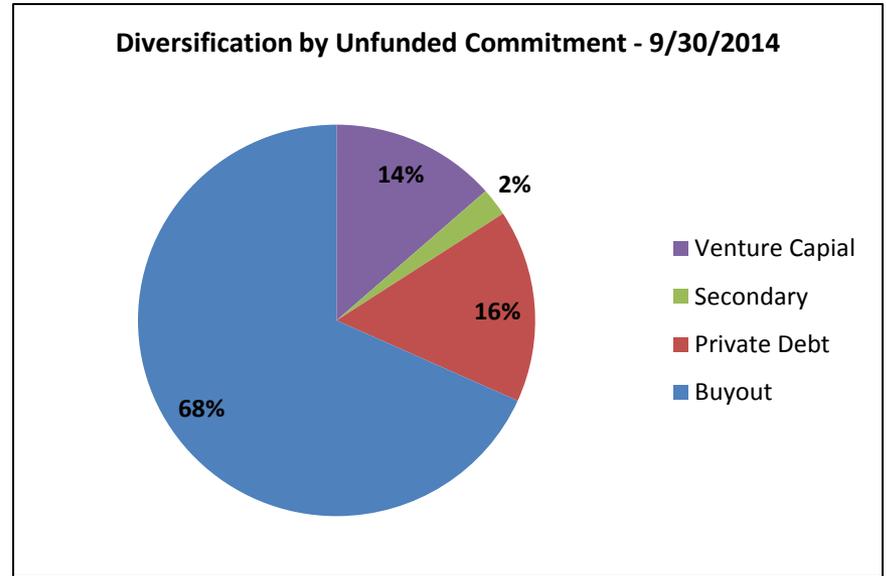
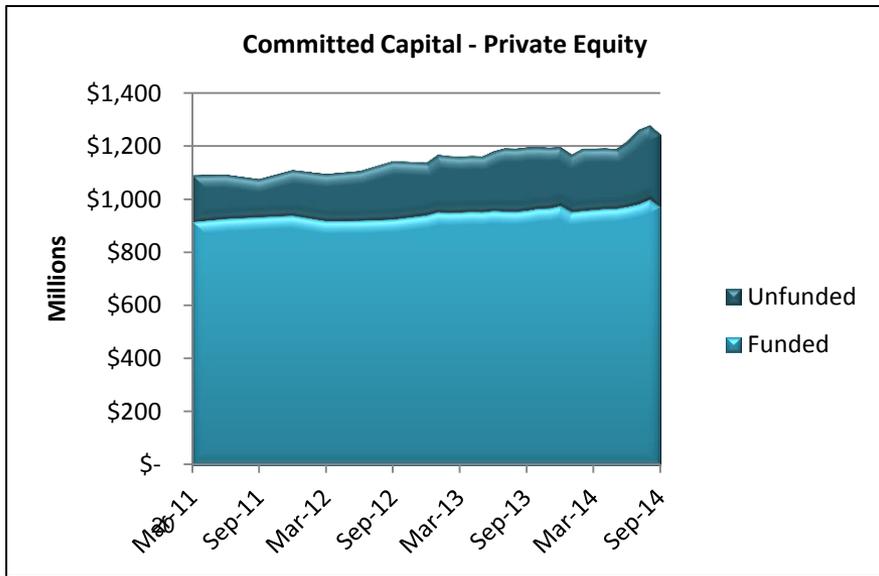
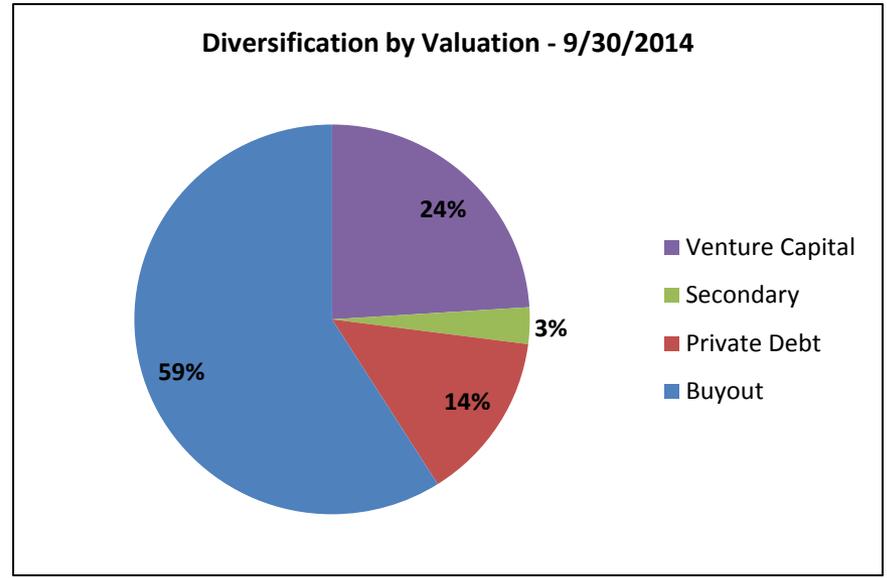
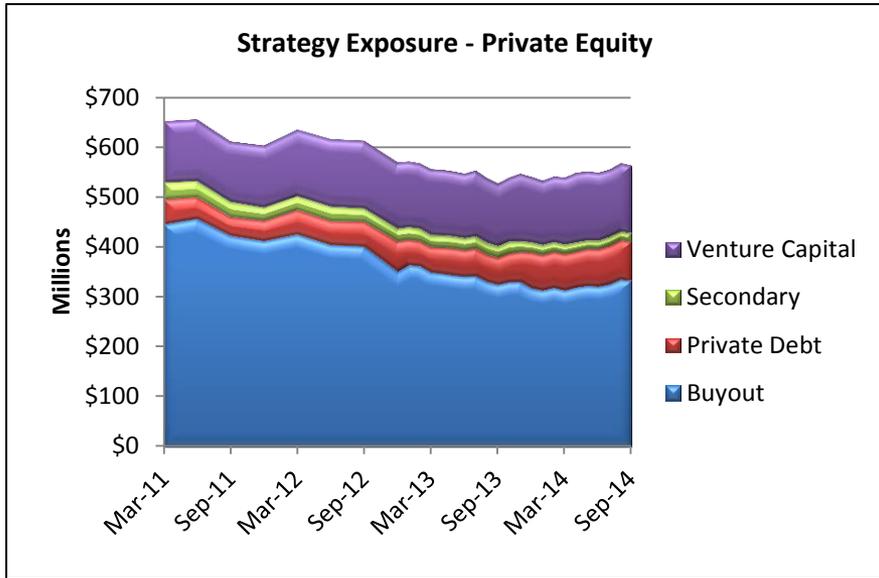
### Global Public Equity - by Geography



### Global Inflation-Linked Bonds - by Geography



# Strategy Exposure & Committed Capital – Private Equity

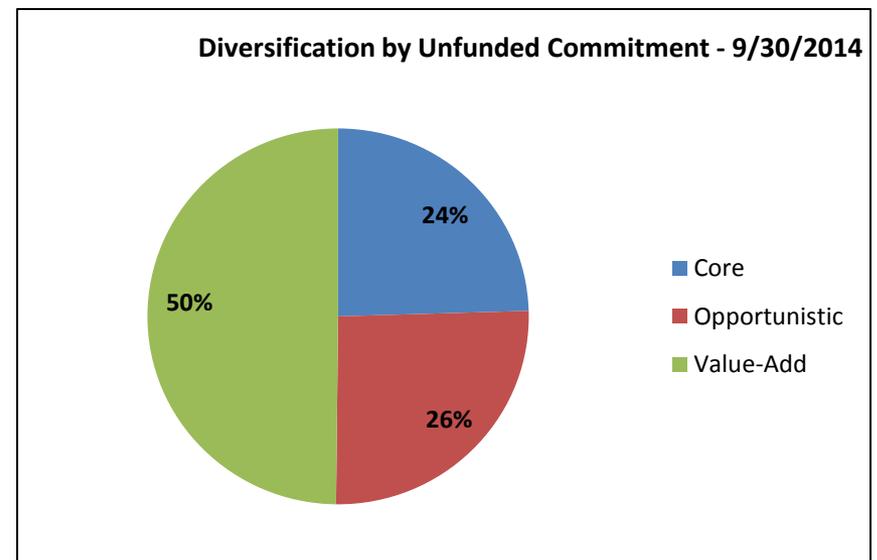
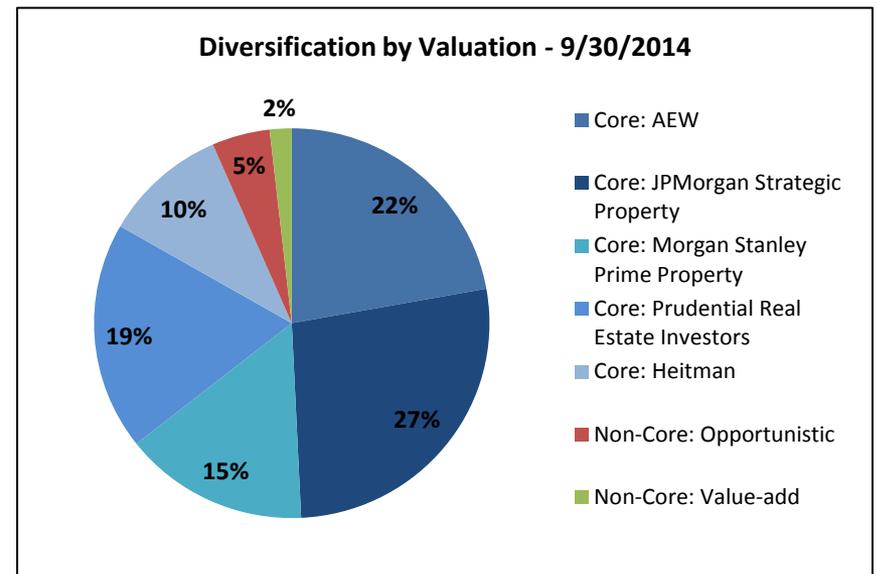


**State of Rhode Island Private Equity Unfunded Commitment September 2014**

<b>Partnership Investment</b>	<b>Total Commitment</b>	<b>Unfunded</b>
Advent Global Private Equity Fund VII	\$ 20,000,000.00	\$ 8,800,000.00
Alta BioPharma Partners III	\$ 15,000,000.00	\$ 750,000.00
Alta Partners VIII	\$ 15,000,000.00	\$ 750,000.00
Aurora Equity Partners III	\$ 15,000,000.00	\$ 835,850.00
Avenue Special Situations Fund IV	\$ 20,000,000.00	\$ -
Avenue V	\$ 20,000,000.00	\$ -
Bain X	\$ 25,000,000.00	\$ 762,500.00
Birch Hill Equity Partners III	\$ 16,130,484.00	\$ 499,458.59
Braemar Energy Ventures III	\$ 10,000,000.00	\$ 5,516,586.00
Carlyle Asia Partners IV	\$ 30,000,000.00	\$ 26,344,281.00
Castile III	\$ 5,000,000.00	\$ 150,000.00
Centerbridge	\$ 15,000,000.00	\$ 1,090,623.00
Centerbridge Special Credit Partners II	\$ 25,000,000.00	\$ 5,000,000.00
Charterhouse Capital Partners VIII	\$ 18,076,880.25	\$ 1,404,084.76
Coller International Capital IV**	\$ 14,250,000.00	\$ 600,000.00
Coller International Capital V	\$ 15,000,000.00	\$ 3,270,000.00
Constellation III	\$ 15,000,000.00	\$ 908,695.66
CVC European Equity Partners III	\$ 20,000,000.00	\$ 899,966.00
CVC European Equity Partners IV	\$ 20,931,124.50	\$ 2,440,444.27
CVC V	\$ 25,371,060.00	\$ 2,731,012.10
CVC VI	\$ 19,028,295.00	\$ 17,600,227.69
EnCap Energy Fund IX	\$ 18,000,000.00	\$ 13,602,101.59
Fenway Partners Capital Fund II	\$ 15,000,000.00	\$ 232,336.00
Fenway III	\$ 15,000,000.00	\$ 1,409,506.00
First Reserve Fund X	\$ 20,000,000.00	\$ 1.00
First Reserve Fund XI	\$ 20,000,000.00	\$ (1.00)
Focus Ventures III	\$ 15,000,000.00	\$ -
Granite Global Ventures II	\$ 15,000,000.00	\$ 675,000.00
Granite Global Ventures III	\$ 15,000,000.00	\$ 375,000.00
Green Equity Investors V	\$ 20,000,000.00	\$ 1,731,092.40
Industry Ventures Partnership Holdings III	\$ 25,000,000.00	\$ 20,750,000.00
Kayne Anderson Energy Fund III	\$ 15,000,000.00	\$ 366,426.00
Kayne Anderson Energy Fund IV	\$ 15,000,000.00	\$ 844,050.00
Leapfrog Ventures II	\$ 10,000,000.00	\$ 510,000.00
Leeds Weld Equity Partners IV	\$ 10,000,000.00	\$ 1,099,639.00
Lighthouse Capital Partners V	\$ 11,250,000.00	\$ 787,500.00
Lighthouse Capital Partners VI	\$ 15,000,000.00	\$ 750,000.00
LNK Partners	\$ 12,500,000.00	\$ 605,489.52
MHR Institutional Partners III	\$ 20,000,000.00	\$ 7,374,396.00
Nautic Partners V	\$ 20,000,000.00	\$ 644,505.65
Nautic Partners VI	\$ 20,000,000.00	\$ 777,633.10
Nautic Partners VII	\$ 20,000,000.00	\$ 20,000,000.00
Nordic Capital Fund V	\$ 18,540,599.80	\$ -
Nordic Capital Fund VI	\$ 19,028,295.00	\$ -
Nordic VII	\$ 19,028,295.00	\$ 3,585,882.56

Nordic VIII	\$	19,028,295.00	\$	13,559,100.53
Oaktree Capital Management Fund III	\$	20,000,000.00	\$	9,200,000.00
Palladin III	\$	10,000,000.00	\$	2,019,778.00
Parthenon Investors II	\$	23,960,000.00	\$	1,821,022.00
Perseus VII	\$	15,000,000.00	\$	486,296.17
Point 406	\$	10,000,000.00	\$	1,000,000.00
Point Judith II	\$	5,000,000.00	\$	463,939.06
Providence Equity Partners III	\$	15,000,000.00	\$	1,938,956.00
Providence Equity Partners IV	\$	25,000,000.00	\$	1,989,319.00
Providence Equity Partners V	\$	25,000,000.00	\$	2,210,779.00
Providence Equity Partners VI	\$	25,000,000.00	\$	2,130,369.00
Providence Equity Partners VII	\$	25,000,000.00	\$	20,138,580.00
Riverside VI	\$	20,000,000.00	\$	16,847,504.00
Riverside Micro-Cap Fund III	\$	20,000,000.00	\$	10,373,872.00
Summit Partners	\$	20,000,000.00	\$	-
Summit Partners II	\$	20,000,000.00	\$	20,000,000.00
Thomas McNerney & Partners	\$	15,000,000.00	\$	300,000.00
Thomas McNerney & Partners II	\$	15,000,000.00	\$	1,162,500.00
TPG Partners IV	\$	13,953,742.00	\$	64,421.00
TPG Partners V	\$	20,000,000.00	\$	2,267,432.00
TPG VI	\$	10,000,000.00	\$	1,527,461.00
Trilantic IV	\$	11,098,351.00	\$	1,343,211.30
W Capital Partners	\$	15,000,000.00	\$	802,500.00
W Capital Partners II	\$	15,000,000.00	\$	1,596,691.00
Wellspring Capital Partners III	\$	20,000,000.00	\$	283,861.00
Wellspring Capital Partners IV	\$	20,000,000.00	\$	2,088,979.00
WLR	\$	8,000,000.00	\$	765,256.00
<b>Total Private Equity</b>	\$	1,243,175,421.55	\$	272,856,113.94

# Strategy Exposure & Committed Capital – Real Estate



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

<b>Real Estate Partnership Investment</b>	<b>Total Commitment</b>	<b>Unfunded</b>
AEW	\$ 60,000,000.00	\$ -
Exeter Industrial Value Fund III	\$ 30,000,000.00	\$ 30,000,000.00
Fillmore East Fund I	\$ 10,000,000.00	\$ -
GEM Realty V	\$ 50,000,000.00	\$ 40,178,750.00
Heitman	\$ 60,000,000.00	\$ 26,976,067.01
IC Berkeley Partners III	\$ 18,000,000.00	\$ 15,186,662.83
JPMorgan Strategic Property Fund	\$ 75,000,000.00	\$ -
JPMorgan Alternative Property Fund	\$ 20,000,000.00	\$ -
Magna Hotel	\$ 4,000,000.00	\$ 649,244.14
Morgan Stanley Prime Property Fund	\$ 35,000,000.00	\$ -
Prudential Real Estate Investors (PRISA)	\$ 50,000,000.00	\$ -
Tri Continental Fund VII	\$ 15,000,000.00	\$ 428,467.00
Waterton Venture Fund XII	\$ 35,000,000.00	\$ 35,000,000.00
<b>Total Real Estate</b>	<b>\$ 462,000,000.00</b>	<b>\$ 148,419,190.98</b>

## Section V.

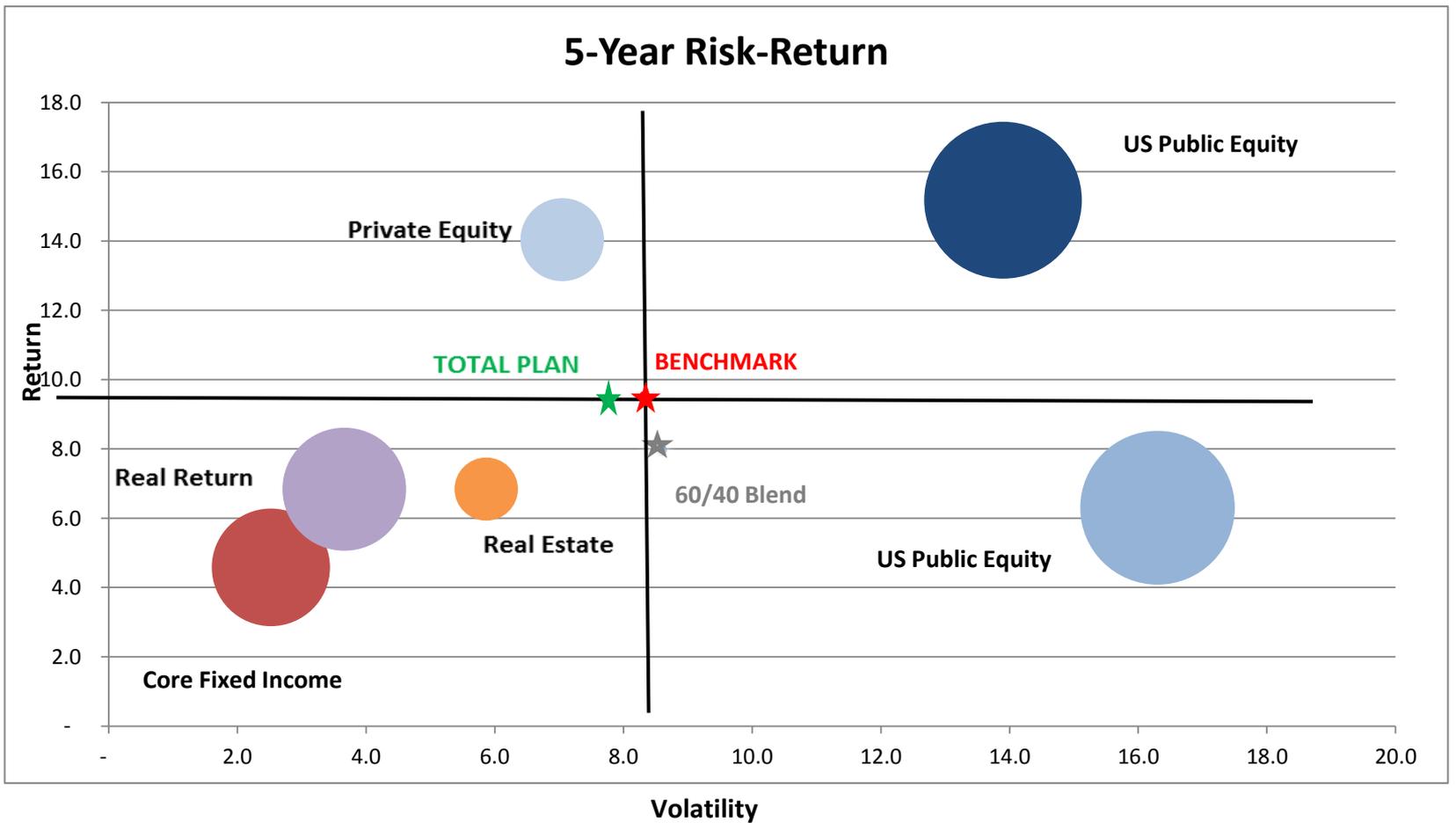
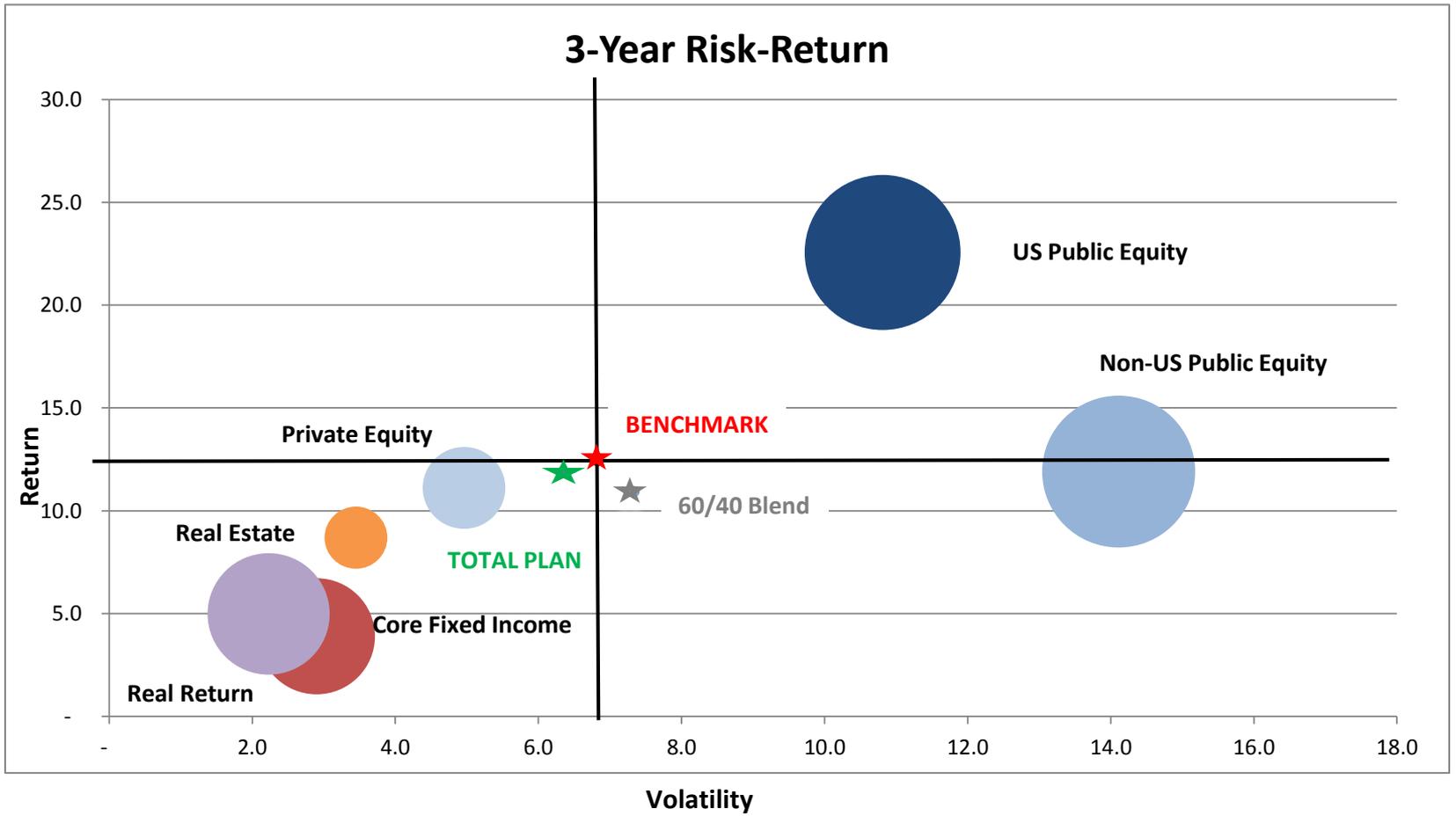
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### Risk Overview

# ERSRI Portfolio

% - as of September 30, 2014

Bubble-Size Scaled based on Current Allocations



## 5 Years Ending September 30, 2014 Comparison

	TOTAL PLAN	Total Plan Benchmark
Ann Return	9.42	9.51
Ann Ex Ret vs Mkt	-0.09	0.00
Ann Tracking Error	1.13	0.00
Ann Std Dev	7.75	8.33
Beta	0.92	1.00
R-Squared	0.99	1.00
Ann Alpha	0.58	0.00
Ann Sharpe Ratio	1.19	1.13

## Risk Exposures

### 3 Years Ending September 30, 2014

	Annualized Return	Ann Std Dev	Beta (ACWI)	Beta (BC AGG)	Beta (GSCI)	Beta (CPI)
US Public Equity	22.57	10.81	0.85	-0.14	0.47	0.06
Non-US Public Equity	11.92	14.11	1.15	0.74	0.60	-0.57
Equity Hedge Funds	---	---	---	---	---	---
Private Equity	11.11	4.96	0.10	-0.42	0.07	-0.12
Traditional Fixed Income	3.89	2.90	0.08	1.03	0.02	-0.12
Real Estate	8.69	3.45	0.09	0.37	0.00	-0.67
Real Return Hedge Funds	---	---	---	---	---	---
Inflation-Linked Bonds	2.71	4.52	0.07	1.41	0.01	-0.70
Cash	0.17	0.09	0.00	0.00	0.00	0.01
Russell Overlay Fd	0.17	0.16	0.01	-0.01	0.01	0.00
<b>TOTAL PLAN</b>	<b>11.88</b>	<b>6.33</b>	<b>0.53</b>	<b>0.34</b>	<b>0.28</b>	<b>-0.28</b>

**3 Years Ending September 30, 2014  
Correlation**

Ann Return

	US Pub EQ	Non-US Pub EQ	Eq HF	PE	FI	RE	RR HF	GILBS	Cash	Overlay	Total
<b>US Pub</b>	1.00										
<b>Non-US P</b>	0.84	1.00									
<b>Eq HF</b>	---	---	---								
<b>PE</b>	0.23	0.24	---	1.00							
<b>FI</b>	0.17	0.38	---	-0.19	1.00						
<b>RE</b>	0.27	0.33	---	0.06	0.31	1.00					
<b>RR HF</b>	---	---	---	---	---	---	---				
<b>GILBS</b>	0.10	0.25	---	-0.14	0.79	0.20	---	1.00			
<b>Cash</b>	-0.11	-0.10	---	-0.12	-0.04	0.29	---	-0.15	1.00		
<b>Overlay</b>	0.61	0.62	---	0.11	-0.02	0.16	---	0.08	-0.08	1.00	
<b>Total</b>	0.94	0.96	---	0.26	0.37	0.35	---	0.27	-0.11	0.61	1.00
<b>Tot BM</b>	0.95	0.96	---	0.21	0.33	0.31	---	0.21	-0.09	0.65	0.99

**5 Years Ending September 30, 2014  
Correlation**

Ann Return

	US Pub Eq	Non-US Pub Eq	Eq HF	PE	FI	RE	RR HF	GILBS	Cash	Overlay	Total
<b>US Pub</b>	1.00										
<b>Non-US P</b>	0.88	1.00									
<b>Eq HF</b>	---	---	---								
<b>PE</b>	0.19	0.12	---	1.00							
<b>FI</b>	0.05	0.26	---	-0.14	1.00						
<b>RE</b>	0.15	0.22	---	-0.05	0.10	1.00					
<b>RR HF</b>	---	---	---	---	---	---	---				
<b>GILBS</b>	---	---	---	---	---	---	---	---			
<b>Cash</b>	-0.09	-0.04	---	-0.11	0.01	-0.02	---	---	1.00		
<b>Overlay</b>	-0.05	-0.04	---	0.00	0.07	-0.14	---	---	-0.04	1.00	
<b>Total</b>	0.96	0.96	---	0.24	0.22	0.21	---	---	-0.08	-0.04	1.00
<b>Tot BM</b>	0.97	0.96	---	0.18	0.19	0.19	---	---	-0.06	-0.05	0.99

## Section VI.

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# Performance Overview

TOTAL NET OF FEES

9/30/2014

Account Name Benchmark Name	Market Value	% of Total	Month	Fiscal YTD	1 Year	Annualized			ITD	Inception Date
						3 Years	5 Years	10 Years		
SSGA R3000 INDEX <i>Russell 3000 Index</i>	2,006,216,408	25	-2.09 -2.08	0.04 0.01	17.76 17.76				19.65 19.66	10/1/2012 10/1/2012
<b>US Public Equity</b> <i>Russell 3000 Index</i>	<b>2,006,216,482</b>	<b>25</b>	<b>-2.09</b> -2.08	<b>0.04</b> 0.01	<b>17.75</b> 17.76	<b>22.57</b> 23.08	<b>15.18</b> 15.78		<b>6.81</b> 6.84	<b>8/1/2007</b> 8/1/2007
SSGA MSCI EAFE <i>MSCI EAFE Net Dividend Index</i>	1,336,906,283	17	-3.82 -3.84	-5.85 -5.88	4.52 4.25				14.92 14.61	9/1/2012 9/1/2012
SSGA MSCI CANADA <i>MSCI Canada Net Dividend Index</i>	151,821,978	2	-6.42 -6.49	-4.33 -4.47	11.55 10.87				8.78 8.06	9/1/2012 9/1/2012
SSGA MSCI EM <i>MSCI Emerging Markets Net Dividend Index</i>	440,433,479	5	-7.43 -7.41	-3.60 -3.50	4.20 4.30				5.26 5.45	9/1/2012 9/1/2012
<b>Non-US Public Equity</b> <i>Total International Equity BM</i>	<b>1,929,161,830</b>	<b>24</b>	<b>-4.87</b> -4.84	<b>-5.23</b> -5.27	<b>4.99</b> 4.77	<b>11.92</b> 11.55	<b>6.30</b> 5.38		<b>11.73</b> 10.60	<b>5/1/2009</b> 5/1/2009
<b>Global Public Equity</b> <i>MSCI All Country World Net Index</i>	<b>3,935,378,312</b>	<b>49</b>	<b>-3.46</b> -3.24	<b>-2.58</b> -2.31	<b>11.22</b> 11.32	<b>18.10</b> 16.61	<b>11.70</b> 10.07	<b>7.76</b> 7.28	<b>4.07</b>	<b>7/1/2000</b> 7/1/2000
Private Equity <i>Venture Economics Custom BM S&amp;P + 300 BP</i>	559,812,235	7	-0.45 -0.45 -1.16	1.91 -0.45 1.76	15.67 12.01 22.73	11.11 21.61 26.25	14.04 16.28 18.92	11.11 9.97 11.21	4.62	1/1/1993 1/1/1993 1/1/1993
<b>Equity Hedge Funds</b> <i>HFRI Equity Hedge (Total) Index</i>	<b>659,606,203</b>	<b>8</b>	<b>0.50</b> -1.82	<b>0.13</b> -1.20	<b>8.59</b> 6.78				<b>9.12</b> 6.92	<b>11/1/2011</b> 11/1/2011
<b>Total Equity</b>	<b>5,154,796,750</b>	<b>64</b>	<b>-2.66</b>	<b>-1.78</b>	<b>11.34</b>	<b>16.39</b>	<b>11.68</b>	<b>7.91</b>	<b>3.27</b>	<b>6/1/1996</b>
MACKAY SHIELDS <i>Barclays U.S. Aggregate Bond Index</i>	561,015,895	7	-0.65 -0.68	0.15 0.17	4.37 3.96				1.31 1.04	11/1/2012 11/1/2012
PYRAMIS GLOBAL ADV <i>Barclays U.S. Aggregate Bond Index</i>	563,009,520	7	-0.71 -0.68	0.08 0.17	4.22 3.96				1.21 1.04	11/1/2012 11/1/2012
<b>Traditional Fixed Income</b> <i>Barclays U.S. Aggregate Bond Index</i>	<b>1,124,294,771</b>	<b>14</b>	<b>-0.68</b> -0.68	<b>0.12</b> 0.17	<b>4.30</b> 3.96	<b>3.89</b> 2.43	<b>4.58</b> 4.12	<b>4.90</b> 4.62	<b>5.74</b> 5.59	<b>7/1/2000</b> 7/1/2000

TOTAL NET OF FEES

9/30/2014

Account Name Benchmark Name	Market Value	% of Total	Month	Fiscal YTD	1 Year	Annualized				Inception Date
						3 Years	5 Years	10 Years	ITD	
<b>Real Return Hedge Funds</b>	<b>530,703,600</b>	<b>7</b>	<b>1.17</b>	<b>1.92</b>	<b>6.80</b>				<b>5.76</b>	<b>11/1/2011</b>
<i>HFRI Fund of Funds Composite Index</i>			<i>0.07</i>	<i>0.55</i>	<i>6.45</i>				<i>5.05</i>	<i>11/1/2011</i>
PIMCO	207,270,440	3	-0.71	-0.56	3.09				2.43	5/1/2013
<i>30% BoA1-3BB-B HY/70%CSInstLLI</i>			<i>-0.54</i>	<i>-0.32</i>	<i>3.95</i>				<i>3.70</i>	<i>5/1/2013</i>
WAMCO	210,672,883	3	-0.86	-0.55	3.83				3.69	4/1/2013
<i>30% BoA 1-3 BB-B HY/70% CS LLI</i>			<i>-0.58</i>	<i>-0.43</i>	<i>4.06</i>				<i>4.05</i>	<i>4/1/2013</i>
<b>Credit Aggregate</b>	<b>417,943,323</b>	<b>5</b>	<b>-0.79</b>	<b>-0.55</b>	<b>3.46</b>				<b>2.93</b>	<b>5/1/2013</b>
<b>30% BoA1-3BB-B HY/70%CSInstLLI</b>			<b>-0.54</b>	<b>-0.32</b>	<b>3.95</b>				<b>4.23</b>	<b>3/1/2013</b>
BROWN BROTHERS HARR	282,753,845	4	-1.06	-0.81	0.96				-0.70	11/1/2012
<i>BBH Inflation-Linked Custom BM</i>			<i>-1.14</i>	<i>-0.74</i>	<i>1.56</i>				<i>-0.73</i>	<i>11/1/2012</i>
<b>Inflation-Linked Bonds</b>	<b>282,753,845</b>	<b>4</b>	<b>-1.06</b>	<b>-0.81</b>	<b>0.96</b>	<b>2.71</b>			<b>5.22</b>	<b>11/1/2009</b>
<i>Total Inflation Linked Custom</i>			<i>-1.14</i>	<i>-0.74</i>	<i>1.56</i>	<i>2.76</i>			<i>5.19</i>	<i>11/1/2009</i>
<b>Total Real Return</b>	<b>1,231,400,767</b>	<b>15</b>	<b>-0.01</b>	<b>0.44</b>	<b>4.27</b>	<b>4.98</b>	<b>6.84</b>	<b>5.92</b>	<b>6.15</b>	<b>6/1/2004</b>
Real Estate	324,346,864	4	0.27	1.91	10.05	8.69	6.84		0.99	1/1/2005
<i>NCREIF Property Lagged + 100bp</i>			<i>2.97</i>	<i>3.13</i>	<i>12.21</i>	<i>12.32</i>	<i>10.67</i>		<i>9.50</i>	<i>1/1/2005</i>
ERSRI CASH	157,055,650	2	0.06	0.08	0.22	0.15	0.16	3.62	14.90	7/1/2000
<i>BofA Merrill Lynch 3 Month US Treasury Bill GOO1</i>			<i>0.00</i>	<i>0.01</i>	<i>0.05</i>	<i>0.07</i>	<i>0.10</i>	<i>1.59</i>	<i>1.91</i>	<i>7/1/2000</i>
<b>Total Cash</b>	<b>161,571,604</b>	<b>2</b>	<b>0.06</b>	<b>0.08</b>	<b>0.22</b>	<b>0.17</b>	<b>0.18</b>	<b>2.45</b>	<b>2.66</b>	<b>4/1/2004</b>
<b>Russell Overlay Fd</b>	<b>18,703,614</b>	<b>0</b>	<b>0.02</b>	<b>0.03</b>	<b>-0.07</b>	<b>0.17</b>	<b>-0.03</b>		<b>-0.09</b>	<b>9/1/2008</b>
<b>TOTAL PLAN</b>	<b>8,017,301,607</b>	<b>100</b>	<b>-1.81</b>	<b>-0.98</b>	<b>8.80</b>	<b>11.88</b>	<b>9.42</b>	<b>6.89</b>	<b>4.83</b>	<b>7/1/2000</b>
<i>Total Plan Benchmark</i>			<i>-1.49</i>	<i>-0.96</i>	<i>9.10</i>	<i>12.43</i>	<i>9.51</i>	<i>6.86</i>		<i>7/1/2000</i>
<i>60/40 Blend</i>			<i>-2.22</i>	<i>-1.31</i>	<i>8.42</i>	<i>10.93</i>	<i>7.96</i>	<i>6.57</i>		<i>7/1/2000</i>
<b>Total Plan ex PE &amp; RE</b>	<b>7,133,142,508</b>	<b>89</b>	<b>-2.00</b>	<b>-1.32</b>	<b>8.22</b>	<b>11.67</b>	<b>8.81</b>	<b>6.68</b>	<b>6.57</b>	<b>4/1/1996</b>
<i>Total Plan BM ex PE RE</i>			<i>-1.84</i>	<i>-1.24</i>	<i>9.12</i>	<i>12.34</i>	<i>9.27</i>	<i>6.60</i>		<i>4/1/1996</i>

TOTAL NET OF FEES

9/30/2014

Account Name Benchmark Name	Market Value	% of Total	Month	Cumulative			2013	2012	2011	Inception Date
				8/1/2014 - 8/31/2014	7/1/2014 - 7/31/2014					
SSGA R3000 INDEX <i>Russell 3000 Index</i>	2,006,216,408	25	-2.09 -2.08	4.18 4.20	-1.93 -1.97	33.49 33.55				10/1/2012 10/1/2012
<b>US Public Equity</b> <i>Russell 3000 Index</i>	<b>2,006,216,482</b>	<b>25</b>	<b>-2.09</b> -2.08	<b>4.18</b> 4.20	<b>-1.93</b> -1.97	<b>33.48</b> 33.55	<b>15.66</b> 16.42	<b>-0.86</b> 1.03		<b>8/1/2007</b> 8/1/2007
SSGA MSCI EAFE <i>MSCI EAFE Net Dividend Index</i>	1,336,906,283	17	-3.82 -3.84	-0.16 -0.15	-1.96 -1.96	23.08 22.78				9/1/2012 9/1/2012
SSGA MSCI CANADA <i>MSCI Canada Net Dividend Index</i>	151,821,978	2	-6.42 -6.49	2.26 2.24	-0.03 -0.08	6.35 5.63				9/1/2012 9/1/2012
SSGA MSCI EM <i>MSCI Emerging Markets Net Dividend Index</i>	440,433,479	5	-7.43 -7.41	2.18 2.25	1.91 1.93	-2.81 -2.60				9/1/2012 9/1/2012
<b>Non-US Public Equity</b> <i>Total International Equity BM</i>	<b>1,929,161,830</b>	<b>24</b>	<b>-4.87</b> -4.84	<b>0.57</b> 0.55	<b>-0.94</b> -0.99	<b>15.18</b> 15.29	<b>17.02</b> 16.52	<b>-13.47</b> -12.14		<b>5/1/2009</b> 5/1/2009
<b>Global Public Equity</b> <i>MSCI All Country World Net Index</i>	<b>3,935,378,312</b>	<b>49</b>	<b>-3.46</b> -3.24	<b>2.38</b> 2.21	<b>-1.44</b> -1.21	<b>23.90</b> 22.80	<b>17.82</b> 16.13	<b>-5.16</b> -7.35		<b>7/1/2000</b> 7/1/2000
Private Equity <i>Venture Economics Custom BM</i> <i>S&amp;P + 300 BP</i>	559,812,235	7	-0.45 -0.45 -1.16	1.39 0.00 4.10	0.97 0.00 -1.11	14.86 25.14 35.39	11.77 19.44 19.44	12.37 5.17 5.17		1/1/1993 1/1/1993 1/1/1993
<b>Equity Hedge Funds</b> <i>HFRI Equity Hedge (Total) Index</i>	<b>659,606,203</b>	<b>8</b>	<b>0.50</b> -1.82	<b>0.49</b> 1.64	<b>-0.85</b> -0.99	<b>17.11</b> 14.28	<b>7.98</b> 7.41			<b>11/1/2011</b> 11/1/2011
<b>Total Equity</b>	<b>5,154,796,750</b>	<b>64</b>	<b>-2.66</b>	<b>2.04</b>	<b>-1.11</b>	<b>21.95</b>	<b>15.88</b>	<b>-2.89</b>		<b>6/1/1996</b>
MACKAY SHIELDS <i>Barclays U.S. Aggregate Bond Index</i>	561,015,895	7	-0.65 -0.68	1.03 1.10	-0.23 -0.25	-1.79 -2.02				11/1/2012 11/1/2012
PYRAMIS GLOBAL ADV <i>Barclays U.S. Aggregate Bond Index</i>	563,009,520	7	-0.71 -0.68	1.13 1.10	-0.33 -0.25	-1.93 -2.02				11/1/2012 11/1/2012
<b>Traditional Fixed Income</b> <i>Barclays U.S. Aggregate Bond Index</i>	<b>1,124,294,771</b>	<b>14</b>	<b>-0.68</b> -0.68	<b>1.08</b> 1.10	<b>-0.28</b> -0.25	<b>-1.86</b> -2.02	<b>7.95</b> 4.21	<b>5.50</b> 7.84		<b>7/1/2000</b> 7/1/2000
<b>Real Return Hedge Funds</b> <i>HFRI Fund of Funds Composite Index</i>	<b>530,703,600</b>	<b>7</b>	<b>1.17</b> 0.07	<b>0.79</b> 0.86	<b>-0.05</b> -0.38	<b>6.96</b> 8.96	<b>5.33</b> 4.79			<b>11/1/2011</b> 11/1/2011
PIMCO <i>30% BoA1-3BB-B HY/70%CSInstLLI</i>	207,270,440	3	-0.71 -0.54	0.50 0.36	-0.35 -0.14					5/1/2013 5/1/2013

TOTAL NET OF FEES

9/30/2014

Account Name Benchmark Name	Market Value	% of Total	Month	Cumulative			2013	2012	2011	Inception Date
				8/1/2014 - 8/31/2014	7/1/2014 - 7/31/2014					
WAMCO <i>30% BoA 1-3 BB-B HY/70% CS LLI</i>	210,672,883	3	-0.86 -0.58	0.38 0.36	-0.07 -0.21				4/1/2013 4/1/2013	
<b>Credit Aggregate</b>	<b>417,943,323</b>	<b>5</b>	<b>-0.79</b>	<b>0.44</b>	<b>-0.21</b>				<b>5/1/2013</b>	
<b>30% BoA1-3BB-B HY/70%CSInstLLI</b>			<b>-0.54</b>	<b>0.36</b>	<b>-0.14</b>				<b>3/1/2013</b>	
BROWN BROTHERS HARR <i>BBH Inflation-Linked Custom BM</i>	282,753,845	4	-1.06 -1.14	0.41 0.48	-0.15 -0.08	-5.03 -5.13			11/1/2012 11/1/2012	
<b>Inflation-Linked Bonds</b> <i>Total Inflation Linked Custom</i>	<b>282,753,845</b>	<b>4</b>	<b>-1.06</b> -1.14	<b>0.41</b> 0.48	<b>-0.15</b> -0.08	<b>-5.03</b> -5.13	<b>9.20</b> 8.57	<b>13.80</b> 13.56	<b>11/1/2009</b> 11/1/2009	
<b>Total Real Return</b>	<b>1,231,400,767</b>	<b>15</b>	<b>-0.01</b>	<b>0.58</b>	<b>-0.13</b>	<b>3.39</b>	<b>6.55</b>	<b>13.58</b>	<b>6/1/2004</b>	
Real Estate <i>NCREIF Property Lagged + 100bp</i>	324,346,864	4	0.27 2.97	0.46 0.08	1.18 0.08	5.65 12.00	9.62 12.00	17.14 17.10	1/1/2005 1/1/2005	
ERSRI CASH <i>BofA Merrill Lynch 3 Month US Treasury Bill G001</i>	157,055,650	2	0.06 0.00	0.01 0.00	0.01 0.00	0.14 0.07	0.11 0.11	0.16 0.10	7/1/2000 7/1/2000	
<b>Total Cash</b>	<b>161,571,604</b>	<b>2</b>	<b>0.06</b>	<b>0.01</b>	<b>0.01</b>	<b>0.13</b>	<b>0.18</b>	<b>0.14</b>	<b>4/1/2004</b>	
<b>Russell Overlay Fd</b>	<b>18,703,614</b>	<b>0</b>	<b>0.02</b>	<b>-0.03</b>	<b>0.04</b>	<b>0.17</b>	<b>0.18</b>	<b>-0.78</b>	<b>9/1/2008</b>	
<b>TOTAL PLAN</b> <sup>1</sup> <i>Total Plan Benchmark</i> <i>60/40 Blend</i>	<b>8,017,301,607</b>	<b>100</b>	<b>-1.81</b> -1.49 -2.22	<b>1.55</b> 1.44 1.77	<b>-0.70</b> -0.89 -0.83	<b>14.06</b> 15.02 12.32	<b>12.49</b> 11.80 11.48	<b>1.39</b> 1.55 -1.13	<b>7/1/2000</b> 7/1/2000 7/1/2000	
<b>Total Plan ex Overlay</b> <i>Total Plan Benchmark</i>	<b>7,998,597,993</b>	<b>100</b>	<b>-1.83</b> -1.49	<b>1.58</b> 1.44	<b>-0.74</b> -0.89	<b>13.87</b> 15.02	<b>12.39</b> 11.80	<b>0.98</b> 1.55	<b>8/1/2008</b> 8/1/2008	
<b>Total Plan ex PE &amp; RE</b> <i>Total Plan BM ex PE RE</i>	<b>7,133,142,508</b>	<b>89</b>	<b>-2.00</b> -1.84	<b>1.61</b> 1.67	<b>-0.91</b> -1.05	<b>14.33</b> 14.97	<b>11.25</b> 12.08	<b>-0.19</b> 0.66	<b>4/1/1996</b> 4/1/1996	

END NOTES

9/30/2014

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

2013, 2012, 2011 - Calendar Years

RI6G23000000 TOTAL PLAN

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

15.0% Barclays U.S. Aggregate Bond Index

47.0% MSCI World Index

7.0% HFRI Fund of Funds Composite Index

4.0% BofA Merrill Lynch 3 Month US Treasury Bill

7.5% HFRI Equity Hedge (Total) Index

3.5% NCREIF Property Index 1Q in Arrears

4.0% Barclays World Govt Inflation-Linked 1-10 Yr Index Hedged US

5.0% Credit Aggregate Custom: 30% BoA1-3BB-B HY/70%CSInstLLI

7.0% Venture Economics Custom BM

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

Hedge Fund Portfolio

Portfolio Performance Summary

Estimated as of September 30, 2014

Fund	Market Value	Actual %	Returns							Std Dev	Sharpe Ratio	Incep Date	
			Sep	QTD	YTD	FYTD	1 Year	3 Year	5 Year				Incep
<b>Global Equities</b>													
Ascend Partners Fund II LP	71,182,090	6.0%	0.45%	1.17%	4.26%	1.17%	9.81%	-	-	6.03%	2.75%	2.03	Nov-11
Davidson Kempner Institutional Partners, L.P.	75,338,604	6.3%	0.08%	0.02%	5.91%	0.02%	7.80%	-	-	8.12%	1.80%	4.17	Nov-11
Elliott Associates, L.P.	81,723,877	6.9%	2.80%	2.90%	7.87%	2.90%	11.03%	-	-	11.18%	3.45%	3.00	Nov-11
ESG Cross Border Equity Fund LP	47,959,947	4.0%	-1.50%	-4.15%	-	-4.15%	-	-	-	-4.01%	2.96%	-	Jun-14
Indus Asia Pacific Fund, LP	824,139	0.1%	-2.92%	-3.34%	-6.77%	-3.34%	-4.44%	-	-	1.48%	6.19%	0.22	Jan-12
Luxor Capital Partners, LP	48,408,474	4.1%	-0.86%	-1.47%	-	-1.47%	-	-	-	-3.18%	8.24%	-	May-14
Mason Capital Ltd.	66,436,977	5.6%	-1.04%	-4.02%	-5.06%	-4.02%	1.13%	-	-	3.78%	6.78%	0.53	Jan-12
PFM Diversified Fund, L.P.	37,350,579	3.1%	-0.23%	-0.07%	-0.22%	-0.07%	7.68%	-	-	8.85%	9.70%	0.89	Mar-12
PFM Diversified Offshore Fund A.I., Ltd.	37,050,653	3.1%	-0.23%	-0.14%	-0.40%	-0.14%	7.40%	-	-	8.51%	9.64%	0.87	Mar-12
Samlyn Onshore Fund, L.P.	101,140,829	8.5%	-0.56%	-0.39%	2.77%	-0.39%	11.06%	-	-	11.33%	5.78%	1.84	Jan-12
Viking Global Equities, LP	92,265,802	7.8%	2.90%	4.26%	11.01%	4.26%	20.15%	-	-	16.40%	5.88%	2.57	Dec-11
<b>Total Global Equities</b>	<b>659,681,973</b>	<b>55.4%</b>	<b>0.39%</b>	<b>0.12%</b>	<b>2.75%</b>	<b>0.12%</b>	<b>8.55%</b>	<b>-</b>	<b>-</b>	<b>9.03%</b>	<b>4.01%</b>	<b>2.10</b>	<b>Nov-11</b>
MSCI AC World Index Free - Net			-3.24%	-2.30%	3.73%	-2.30%	11.32%	-	-	13.10%	10.94%	1.15	Nov-11
Russell 3000 Index (DRI)			-2.08%	0.01%	6.95%	0.01%	17.76%	-	-	19.28%	9.55%	1.87	Nov-11
HFRI Equity Hedge (Total) Index			-1.82%	-1.20%	2.00%	-1.20%	6.78%	-	-	6.92%	6.10%	1.08	Nov-11
<b>Real Return</b>													
BlueCrest Capital LP	21,028,651	1.8%	0.69%	0.23%	0.95%	0.23%	1.11%	-	-	1.84%	2.31%	0.67	Jan-12
Brevan Howard LP	80,901,120	6.8%	4.34%	5.00%	0.40%	5.00%	1.55%	-	-	2.63%	5.21%	0.46	Nov-11
Brigade Leveraged Capital Structures Fund LP	57,231,761	4.8%	-2.26%	-2.01%	3.08%	-2.01%	5.54%	-	-	5.37%	3.05%	1.63	Mar-12
Capula Global Relative Value Fund Ltd.	56,751,065	4.8%	0.87%	1.72%	5.26%	1.72%	6.03%	-	-	4.57%	1.95%	2.14	Dec-11
Claren Road Credit Fund, Ltd.	51,092,803	4.3%	-1.15%	-1.49%	1.00%	-1.49%	2.11%	-	-	1.45%	4.27%	0.30	Apr-13
DE Shaw Composite Fund LLC	76,033,470	6.4%	2.30%	3.53%	13.51%	3.53%	16.69%	-	-	15.45%	3.91%	3.64	Nov-11
Graham Global Investment Fund I SPC Ltd. - Discretionary Segregated Port	55,514,202	4.7%	4.80%	6.92%	3.18%	6.92%	7.14%	-	-	3.88%	4.02%	0.89	Jan-12
OZ Domestic Partners II, L.P.	99,455,254	8.4%	-0.06%	0.54%	2.68%	0.54%	6.83%	-	-	10.16%	3.55%	2.67	Nov-11
Winton Futures Fund Limited	32,695,273	2.7%	-0.60%	0.68%	1.94%	0.68%	7.93%	-	-	3.08%	7.63%	0.39	Dec-11
<b>Total Real Return</b>	<b>530,703,600</b>	<b>44.6%</b>	<b>1.16%</b>	<b>1.89%</b>	<b>3.82%</b>	<b>1.89%</b>	<b>6.43%</b>	<b>-</b>	<b>-</b>	<b>5.74%</b>	<b>2.25%</b>	<b>2.35</b>	<b>Nov-11</b>
ML 3-month T-Bills			0.00%	0.01%	0.03%	0.01%	0.05%	-	-	0.07%	0.02%	-	Nov-11
HFRI Fund of Funds Composite Index			0.07%	0.55%	2.68%	0.55%	6.45%	-	-	5.05%	3.28%	1.42	Nov-11
<b>Total Hedge Fund Portfolio</b>	<b>1,190,385,573</b>	<b>100.0%</b>	<b>0.73%</b>	<b>0.91%</b>	<b>3.24%</b>	<b>0.91%</b>	<b>7.61%</b>	<b>-</b>	<b>-</b>	<b>7.53%</b>	<b>2.98%</b>	<b>2.35</b>	<b>Nov-11</b>
HFRI Fund of Funds Composite Index			0.07%	0.55%	2.68%	0.55%	6.45%	-	-	5.05%	3.28%	1.42	Nov-11
<b>Market Indices</b>													
Libor3Month			0.02%	0.06%	0.17%	0.06%	0.23%	-	-	0.33%	0.03%	-	Nov-11
Barclays Aggregate Bond Index			-0.68%	0.16%	4.09%	0.16%	3.95%	-	-	2.47%	2.71%	0.80	Nov-11
Barclays High Yield Credit Bond Index			-2.09%	-1.86%	3.50%	-1.86%	7.22%	-	-	9.23%	4.82%	1.80	Nov-11
S&P 500 TR			-1.40%	1.13%	8.34%	1.13%	19.74%	-	-	19.40%	9.20%	1.95	Nov-11
MSCI EAFE - Net			-3.84%	-5.88%	-1.38%	-5.88%	4.25%	-	-	10.52%	13.56%	0.78	Nov-11
MSCI EMF (Emerging Markets Free) - Net			-7.41%	-3.49%	2.43%	-3.49%	4.30%	-	-	2.92%	15.71%	0.24	Nov-11

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

Hedge Fund Portfolio

Portfolio Performance Summary

Estimated as of September 30, 2014

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

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 September 30, 2014

Fund	Trailing Returns					Calendar Year Returns					5 Yr Std Dev	Sharpe Ratio			Start Date			
	QTD	YTD	Sep	Aug	Jul	1 Year	3 Year	5 Year	2013	2012		2011	2010	2009		3 yr	5 yr	Incep.
<b>Global Equities</b>																		
Ascend Partners Fund II LP	1.15%	4.24%	0.45%	0.25%	0.45%	9.78%	5.92%	3.88%	12.22%	2.50%	-3.02%	2.94%	13.61%	3.85%	1.96	0.92	1.12	Jan-04
Davidson Kempner Institutional Partners, LP	0.00%	5.64%	0.08%	-0.21%	0.13%	7.40%	7.76%	7.14%	9.20%	6.87%	1.27%	9.17%	17.79%	2.97%	4.04	2.24	1.60	Mar-96
Elliott Associates, L.P. (HFR98)	2.90%	7.70%	2.80%	-0.80%	0.90%	10.75%	10.71%	10.11%	12.44%	13.18%	3.94%	7.39%	30.85%	3.22%	3.13	2.92	1.96	Jan-90
ESG Cross Border Equity	-4.05%	-3.55%	-1.50%	-0.90%	-1.70%	-0.72%	4.77%	8.04%	13.62%	6.74%	9.45%	10.86%	7.79%	5.37%	0.82	1.41	0.97	Jan-04
Luxor Capital Partners, LP	-1.51%	-1.62%	-0.86%	2.97%	-3.52%	3.50%	4.52%	7.08%	14.77%	2.52%	6.07%	8.98%	31.26%	5.82%	0.71	1.15	1.18	Apr-02
Mason Capital, Ltd.	-3.98%	-4.84%	-1.04%	-1.04%	-1.95%	1.35%	3.20%	6.00%	22.83%	-5.73%	4.20%	9.62%	25.16%	6.31%	0.43	0.91	0.76	Feb-02
PFM Diversified Fund, LP	-0.06%	-0.15%	-0.23%	0.56%	-0.39%	7.64%	8.05%	6.20%	22.17%	5.59%	-3.35%	4.36%	21.35%	8.17%	0.87	0.74	0.93	Nov-04
Samlyn Capital - Composite	-0.41%	2.53%	-0.56%	1.63%	-1.46%	10.66%	11.87%	6.41%	18.93%	10.49%	-5.05%	1.98%	23.57%	7.60%	1.78	0.81	1.17	Mar-07
Viking Global Equities	4.08%	10.95%	2.90%	3.00%	-1.80%	19.89%	17.46%	12.18%	22.47%	12.75%	7.71%	3.67%	19.20%	6.45%	2.61	1.77	1.55	Oct-99
<b>Real Return</b>																		
BlueCrest Capital International Limited	0.24%	1.01%	0.69%	-0.43%	-0.02%	1.18%	2.35%	5.74%	-1.56%	5.83%	6.11%	12.80%	45.41%	2.98%	0.89	1.79	1.64	Dec-00
Brevan Howard L.P. (Series B)	5.10%	0.49%	4.34%	-0.02%	0.75%	1.65%	2.08%	3.91%	1.77%	3.60%	11.33%	0.92%	17.10%	5.14%	0.35	0.71	1.11	Sep-05
Brigade Leveraged Capital Structures Fund	-2.01%	3.08%	-2.26%	0.78%	-0.52%	5.54%	5.19%	5.93%	6.13%	6.91%	2.55%	7.66%	39.64%	3.04%	1.59	1.81	0.84	Jan-07
Capula Global Relative Value Fund Limited	1.77%	5.29%	0.87%	0.48%	0.41%	6.06%	4.73%	6.14%	7.60%	0.41%	6.19%	9.58%	12.24%	2.15%	2.17	2.64	1.71	Oct-05
Claren Road Credit Master Fund	-1.83%	0.45%	-1.44%	-0.11%	-0.29%	1.51%	2.13%	4.05%	5.43%	1.49%	6.88%	4.64%	24.75%	4.04%	0.44	0.92	1.56	Jan-06
DE Shaw Composite International Fund	4.36%	13.40%	2.30%	1.00%	1.00%	16.14%	13.65%	9.24%	11.51%	13.94%	3.69%	1.56%	21.31%	4.33%	3.41	2.00	1.52	Mar-01
Graham Discretionary - 6V Portfolio	6.94%	3.21%	4.80%	1.89%	0.15%	7.15%	4.02%	4.86%	3.61%	3.82%	3.56%	7.12%	17.09%	3.48%	0.95	1.29	0.87	Jun-04
OZ Master Fund, Ltd	0.32%	2.41%	-0.06%	0.50%	-0.12%	6.26%	9.48%	7.91%	14.20%	12.01%	0.17%	8.62%	26.15%	3.61%	2.58	2.04	1.20	Jan-04
Winton Futures Fund - USD Class B	0.68%	1.96%	-0.60%	4.00%	-2.61%	7.93%	2.47%	5.73%	9.43%	-3.56%	6.29%	14.47%	-4.64%	8.26%	0.31	0.68	0.70	Oct-97
<b>Benchmarks</b>																		
HFRI Fund of Funds Composite Index	0.57%	2.69%	0.07%	0.90%	-0.39%	6.47%	5.28%	3.46%	8.96%	4.79%	-5.72%	5.70%	11.47%	3.99%	1.50	0.79	0.65	Jan-90
HFRI Fund Weighted Composite Index	0.25%	3.43%	-0.40%	1.31%	-0.65%	7.02%	6.58%	5.17%	9.13%	6.36%	-5.25%	10.25%	19.98%	5.20%	1.46	0.94	1.02	Jan-90
<b>Market Indices</b>																		
3 Month Libor - BOM	0.06%	0.17%	0.02%	0.02%	0.02%	0.23%	0.33%	0.32%	0.26%	0.42%	0.35%	0.35%	0.65%	0.03%				Mar-86
Barclays Aggregate Bond Index	0.16%	4.09%	-0.68%	1.10%	-0.25%	3.95%	2.44%	4.13%	-2.02%	4.23%	7.86%	6.56%	5.93%	2.83%				Jan-76
Barclays High Yield Credit Bond Index	-1.86%	3.50%	-2.09%	1.59%	-1.33%	7.22%	11.10%	10.58%	7.46%	15.81%	4.98%	15.11%	58.21%	6.29%				Jul-83
S&P 500 (TR)	1.13%	8.34%	-1.40%	4.00%	-1.38%	19.73%	22.99%	15.70%	32.39%	16.00%	2.11%	15.06%	26.46%	13.20%				Jan-70
MSCI EAFE - Net - USD	-5.88%	-1.38%	-3.84%	-0.15%	-1.97%	4.25%	13.65%	6.56%	22.78%	17.32%	-12.14%	7.75%	31.78%	16.64%				Dec-69
MSCI EM (EMERGING MARKETS) - Net - USD	-3.49%	2.43%	-7.41%	2.25%	1.93%	4.30%	7.19%	4.42%	-2.60%	18.22%	-18.42%	18.88%	78.51%	18.55%				Jan-99

Note: The above is manager composite history.

# Portfolio Summary

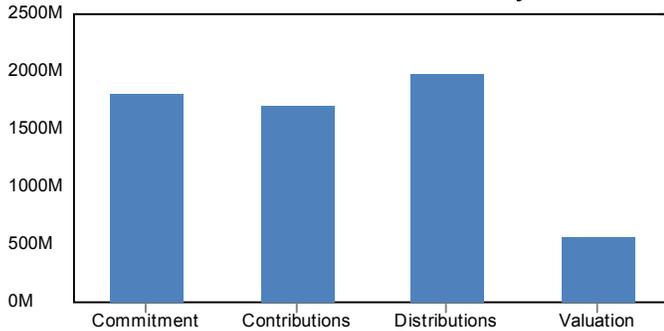
9/30/2014

All Portfolio Investments

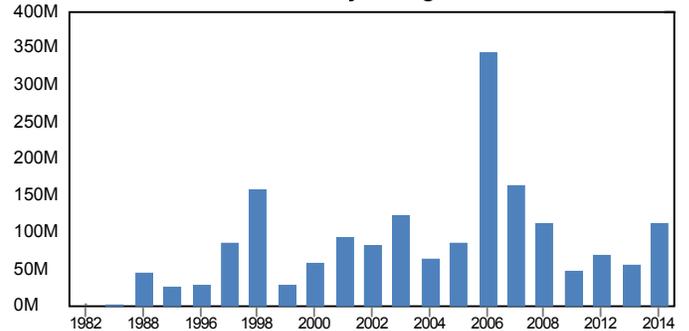
## Performance Summary

Asset Class	Investment Type	Number of Investments	Commitment	Contributions	Distributions	Adjusted Valuation	Multiple of Cost	IRR	TWR
Private Equity Funds	Buyout	75	1,231,586,782	1,161,423,541	1,475,576,204	326,962,995	1.55	14.01	13.54
	Distressed Debt	12	183,000,000	187,789,497	206,124,761	63,274,115	1.43	11.15	11.13
	Energy	1	18,000,000	4,652,141	254,243	5,734,432	1.29	39.99	-48.34
	Fund of Funds	2	70,000,000	49,312,702	106,748,821	4,250,000	2.25	19.94	-100.00
	Opportunistic Credit	1	20,000,000	20,035,452	6,963,868	15,679,203	1.13	9.57	8.28
	Secondary	4	60,000,000	54,909,565	51,410,304	17,108,261	1.25	6.99	6.00
	Venture Capital	19	231,250,000	221,746,468	142,979,759	131,129,165	1.24	4.61	1.36
	<b>Total: Private Equity Funds</b>		<b>114</b>	<b>1,813,836,782</b>	<b>1,699,869,367</b>	<b>1,990,057,959</b>	<b>564,138,171</b>	<b>1.50</b>	<b>13.74</b>
<b>Total:</b>		<b>114</b>	<b>1,813,836,782</b>	<b>1,699,869,367</b>	<b>1,990,057,959</b>	<b>564,138,171</b>	<b>1.50</b>	<b>13.74</b>	<b>11.14</b>

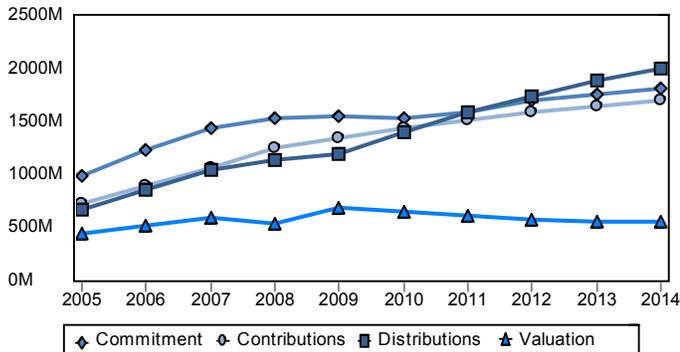
Cash Flow and Valuation Summary



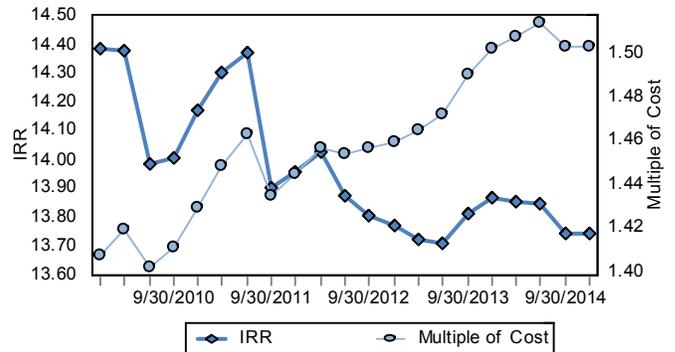
Commitment by Vintage Year



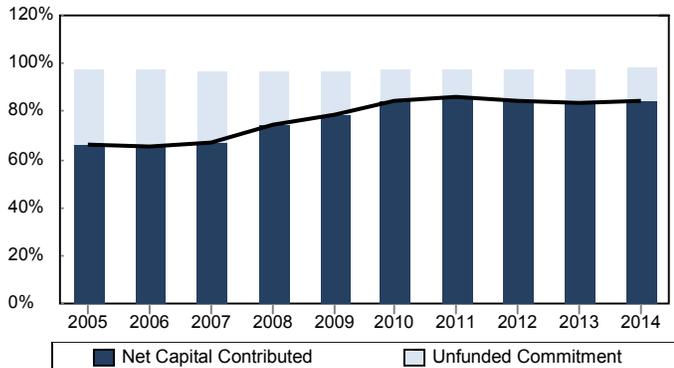
Historical Cash Flows and Valuation



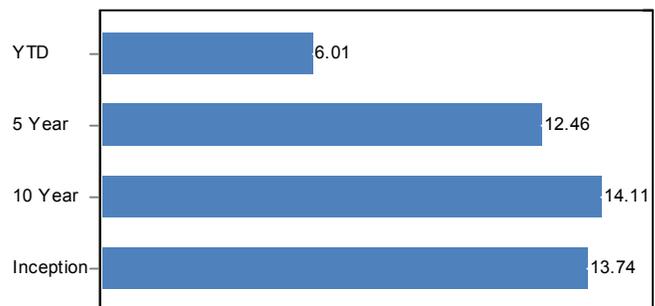
Historical Performance



Historical Percent Funded



Period IRRs



## Section VII.

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### Cash Flow

# Monthly Valuation Change

Period : 2014-09-01 - 2014-09-30

Category	Source Account Name	Closing Balance	Market Value Increase/(Decrease)	Transfer In/(Out)	Opening Balance
<b>Grand Total</b>		<b>8,017,301,606.73</b>	<b>(147,529,551.17)</b>	<b>(40,810,531.91)</b>	<b>8,205,641,689.81</b>
<b>Total Global Equity</b>		<b>4,594,984,351.13</b>	<b>(139,447,989.17)</b>	<b>(50,110,635.00)</b>	<b>4,784,542,975.30</b>
<b>Global Equity</b>		<b>3,935,378,147.93</b>	<b>(142,706,285.09)</b>	<b>(50,000,000.00)</b>	<b>4,128,084,433.02</b>
	SSGA R3000 INDEX	2,006,216,407.66	(43,866,472.36)	(50,000,000.00)	2,100,082,880.02
	SSGA MSCI EAFE	1,336,906,283.31	(53,084,910.86)	0.00	1,389,991,194.17
	SSGA MSCI CANADA	151,821,977.70	(10,423,981.60)	0.00	162,245,959.30
	SSGA MSCI EM	440,433,479.26	(35,330,920.27)	0.00	475,764,399.53
<b>Global Equity Hedge Funds</b>		<b>659,606,203.20</b>	<b>3,258,295.92</b>	<b>(110,635.00)</b>	<b>656,458,542.28</b>
	ASCEND PTRS II	71,182,090.43	346,946.48	0.00	70,835,143.95
	DAVIDSON KEMPNER	75,338,604.34	65,368.28	0.00	75,273,236.06
	ELLIOTT ASSOCIATES	81,648,107.90	2,859,272.18	0.00	78,788,835.72
	INDUS ASIA PACIFIC	824,139.03	(28,091.80)	(110,635.00)	962,865.83
	MASON CAPITAL	66,436,977.33	(702,425.30)	0.00	67,139,402.63
	PFM DIVERSIFIED	74,401,231.99	(172,718.87)	0.00	74,573,950.86
	SAMLYN ON/OFFSHORE	101,140,828.87	(608,039.20)	0.00	101,748,868.07
	VIKING GLOBAL EQUITI	92,265,802.03	2,661,478.18	0.00	89,604,323.85
	LUXOR CAP PTNS LP	48,408,473.78	(432,505.81)	0.00	48,840,979.59
	ESG CBE FUND LP	47,959,947.50	(730,988.22)	0.00	48,690,935.72
<b>Private Equity</b>		<b>559,812,235.14</b>	<b>(2,564,773.60)</b>	<b>(7,723,185.62)</b>	<b>570,100,194.36</b>
<b>Private Equity</b>		<b>559,812,235.14</b>	<b>(2,564,773.60)</b>	<b>(7,723,185.62)</b>	<b>570,100,194.36</b>
	PRIVATE EQUITY	559,812,235.14	(2,564,773.60)	(7,723,185.62)	570,100,194.36
<b>Total Fixed Income</b>		<b>1,124,025,415.43</b>	<b>(7,649,497.74)</b>	<b>0.00</b>	<b>1,131,674,913.17</b>
<b>Fixed Income</b>		<b>1,124,025,415.43</b>	<b>(7,649,497.74)</b>	<b>0.00</b>	<b>1,131,674,913.17</b>
	MACKAY SHIELDS	561,015,895.09	(3,649,169.58)	0.00	564,665,064.67
	PYRAMIS GLOBAL ADV	563,009,520.34	(4,000,328.16)	0.00	567,009,848.50
<b>Total Real Return</b>		<b>1,231,400,767.48</b>	<b>(180,380.40)</b>	<b>0.00</b>	<b>1,231,581,147.88</b>
<b>Alternative Absolute Return</b>		<b>365,627,970.80</b>	<b>7,597,240.06</b>	<b>0.00</b>	<b>358,030,730.74</b>
	BLUE CREST CAP	21,028,651.14	143,111.70	0.00	20,885,539.44
	BREVAN HOWARD	80,901,120.35	3,367,658.15	0.00	77,533,462.20
	DE SHAW	76,033,470.41	1,674,390.90	0.00	74,359,079.51
	GRAHAM GLOBAL	55,514,201.89	2,539,659.15	0.00	52,974,542.74
	OZ DOMESTIC PTRS	99,455,253.63	69,215.70	0.00	99,386,037.93
	WINTON FUTURE FD	32,695,273.38	(196,795.54)	0.00	32,892,068.92
<b>Alternative Fixed Income</b>		<b>165,075,629.29</b>	<b>(1,437,552.41)</b>	<b>0.00</b>	<b>166,513,181.70</b>
	BRIGADE LEV CAP	57,231,761.27	(1,303,451.28)	0.00	58,535,212.55
	CAPULA GLOBAL	56,751,065.41	462,562.72	0.00	56,288,502.69
	CLAREN ROAD CR. FUND	51,092,802.61	(596,663.85)	0.00	51,689,466.46
<b>Credit</b>		<b>417,943,322.67</b>	<b>(3,308,451.34)</b>	<b>0.00</b>	<b>421,251,774.01</b>
	PIMCO	207,270,440.06	(1,485,325.58)	0.00	208,755,765.64
	WAMCO	210,672,882.61	(1,823,125.76)	0.00	212,496,008.37
<b>GILBs</b>		<b>282,753,844.72</b>	<b>(3,031,616.71)</b>	<b>0.00</b>	<b>285,785,461.43</b>
	BROWN BROTHERS HARR	282,753,844.72	(3,031,616.71)	0.00	285,785,461.43
<b>Real Estate</b>		<b>324,346,863.50</b>	<b>864,348.55</b>	<b>14,483,399.66</b>	<b>308,999,115.29</b>

# Monthly Valuation Change

Period : 2014-09-01 - 2014-09-30

Category	Source Account Name	Closing Balance	Market Value Increase/(Decrease)	Transfer In/(Out)	Opening Balance
<b>Real Estate</b>		<b>324,346,863.50</b>	<b>864,348.55</b>	<b>14,483,399.66</b>	<b>308,999,115.29</b>
	REAL ESTATE	324,346,863.50	864,348.55	14,483,399.66	308,999,115.29
<b>Total Cash</b>		<b>161,571,604.16</b>	<b>(72,743.71)</b>	<b>2,827,800.65</b>	<b>158,816,547.22</b>
<b>Cash Accounts</b>		<b>161,571,604.16</b>	<b>(72,743.71)</b>	<b>2,827,800.65</b>	<b>158,816,547.22</b>
	ERSRI CASH	157,055,650.16	(72,743.71)	1,193,902.65	155,934,491.22
	CITIZENS CASH	4,515,954.00	0.00	1,633,898.00	2,882,056.00
<b>Total Other</b>		<b>18,703,613.73</b>	<b>1,394,317.33</b>	<b>0.00</b>	<b>17,309,296.40</b>
<b>Other</b>		<b>18,703,613.73</b>	<b>1,394,317.33</b>	<b>0.00</b>	<b>17,309,296.40</b>
	RUSSELL OVERLAY FD	18,703,613.73	1,394,317.33	0.00	17,309,296.40
<b>Total Miscellaneous</b>		<b>2,456,756.16</b>	<b>127,167.57</b>	<b>(287,911.60)</b>	<b>2,617,500.19</b>
<b>Miscellaneous Accounts</b>		<b>2,456,756.16</b>	<b>127,167.57</b>	<b>(287,911.60)</b>	<b>2,617,500.19</b>
	RI TRANS ACCT	467,840.75	274,677.01	(22.39)	193,186.13
	SHOTT CAPITAL	1,719,395.37	(151,919.18)	(285,660.57)	2,156,975.12
	DOM EQUITY TRANS	74.25	0.00	0.00	74.25
	NON-US EQUITY TRANS	89.37	(3.82)	0.00	93.19
	FIXED INC TRANS	269,356.04	4,413.56	(2,228.64)	267,171.12
	MACKAY SHIELDS LLC	0.38	0.00	0.00	0.38

## Custodian Inception To Date Valuation Change

Period : 2012-11-01 - 2014-09-30

Category	Source Account Name	Closing Balance	Market Value Increase/(Decrease)	Transfer In/(Out)	Opening Balance	ERSRI Sub Classification
<b>Grand Total</b>		<b>8,017,301,606.73</b>	<b>1,500,697,029.73</b>	<b>(864,651,334.16)</b>	<b>7,381,255,911.16</b>	
<b>Total Global Equity</b>		<b>4,594,984,351.13</b>	<b>1,184,868,809.96</b>	<b>(356,839,369.51)</b>	<b>3,766,954,910.68</b>	
<b>Global Equity</b>		<b>3,935,378,147.93</b>	<b>1,061,762,182.51</b>	<b>(358,023,355.26)</b>	<b>3,231,639,320.68</b>	
	SSGA MSCI CANADA	151,821,977.70	20,053,065.56	75,162.01	131,693,750.13	Global Equity
	SSGA MSCI EAFE	1,336,906,283.31	316,852,180.73	(79,292,151.18)	1,099,346,253.76	Global Equity
	SSGA MSCI EM	440,433,479.26	23,465,224.83	776,164.40	416,192,090.03	Global Equity
	SSGA R3000 INDEX	2,006,216,407.66	701,391,711.39	(279,582,530.49)	1,584,407,226.76	Global Equity
<b>Global Equity Hedge Funds</b>		<b>659,606,203.20</b>	<b>123,106,627.45</b>	<b>1,183,985.75</b>	<b>535,315,590.00</b>	
	ASCEND PTRS II	71,182,090.43	10,195,810.43	0.00	60,986,280.00	Global Equity Hedge Funds
	DAVIDSON KEMPNER	75,338,604.34	11,292,324.34	0.00	64,046,280.00	Global Equity Hedge Funds
	ELLIOTT ASSOCIATES	81,648,107.90	16,461,347.90	0.00	65,186,760.00	Global Equity Hedge Funds
	ESG CBE FUND LP	47,959,947.50	(2,040,052.50)	50,000,000.00	0.00	Global Equity Hedge Funds
	INDUS ASIA PACIFIC	824,139.03	1,380,595.03	(42,228,816.00)	41,672,360.00	Global Equity Hedge Funds
	LUXOR CAP PTNS LP	48,408,473.78	(1,591,526.22)	50,000,000.00	0.00	Global Equity Hedge Funds
	MASON CAPITAL	66,436,977.33	9,723,777.33	0.00	56,713,200.00	Global Equity Hedge Funds
	PFM DIVERSIFIED	74,401,231.99	16,333,711.99	0.00	58,067,520.00	Global Equity Hedge Funds
	SAMLYN ON/OFFSHORE	101,140,828.87	16,265,768.87	20,000,000.00	64,875,060.00	Global Equity Hedge Funds
	THIRD POINT PTRS	0.00	20,373,848.25	(76,587,198.25)	56,213,350.00	Global Equity Hedge Funds
	VIKING GLOBAL EQUITI	92,265,802.03	24,711,022.03	0.00	67,554,780.00	Global Equity Hedge Funds
<b>Private Equity</b>		<b>559,812,235.14</b>	<b>144,649,079.62</b>	<b>(191,568,292.40)</b>	<b>606,731,447.92</b>	
<b>Private Equity</b>		<b>559,812,235.14</b>	<b>144,649,079.62</b>	<b>(191,568,292.40)</b>	<b>606,731,447.92</b>	
	PRIVATE EQUITY	559,812,235.14	144,649,079.62	(191,568,292.40)	606,731,447.92	Private Equity
<b>Total Fixed Income</b>		<b>1,124,025,415.43</b>	<b>26,618,494.36</b>	<b>1,482,609.33</b>	<b>1,095,924,311.74</b>	
<b>Fixed Income</b>		<b>1,124,025,415.43</b>	<b>26,618,494.36</b>	<b>1,482,609.33</b>	<b>1,095,924,311.74</b>	
	MACKAY SHIELDS	561,015,895.09	13,781,128.08	0.00	547,234,767.01	Fixed Income
	PYRAMIS GLOBAL ADV	563,009,520.34	12,837,366.28	1,482,609.33	548,689,544.73	Fixed Income
<b>Total Real Return</b>		<b>1,231,400,767.48</b>	<b>85,403,721.06</b>	<b>252,456,172.37</b>	<b>893,540,874.05</b>	
<b>Alternative Absolute Return</b>		<b>365,627,970.80</b>	<b>55,064,182.56</b>	<b>(54,619,461.76)</b>	<b>365,183,250.00</b>	
	BLUE CREST CAP	21,028,651.14	61,151.14	0.00	20,967,500.00	Alternative Absolute Return
	BREXAN HOWARD	80,901,120.35	4,178,745.35	0.00	76,722,375.00	Alternative Absolute Return
	DE SHAW	76,033,470.41	21,172,770.41	0.00	54,860,700.00	Alternative Absolute Return
	GRAHAM GLOBAL	55,514,201.89	4,788,501.89	0.00	50,725,700.00	Alternative Absolute Return
	OZ DOMESTIC PTRS	99,455,253.63	17,180,028.63	0.00	82,275,225.00	Alternative Absolute Return
	WEXFORD SPECTRUM	0.00	3,621,811.76	(54,619,461.76)	50,997,650.00	Alternative Absolute Return
	WINTON FUTURE FD	32,695,273.38	4,061,173.38	0.00	28,634,100.00	Alternative Absolute Return
<b>Alternative Fixed Income</b>		<b>165,075,629.29</b>	<b>10,577,655.16</b>	<b>15,075,634.13</b>	<b>139,422,340.00</b>	
	BRIGADE LEV CAP	57,231,761.27	5,698,661.27	0.00	51,533,100.00	Alternative Fixed Income
	CAPULA GLOBAL	56,751,065.41	6,927,465.41	0.00	49,823,600.00	Alternative Fixed Income
	CLAREN ROAD CR. FUND	51,092,802.61	1,092,802.61	50,000,000.00	0.00	Alternative Fixed Income
	GRACIE CREDIT FUND	0.00	(3,141,274.13)	(34,924,365.87)	38,065,640.00	Alternative Fixed Income
<b>Credit</b>		<b>417,943,322.67</b>	<b>17,943,322.67</b>	<b>400,000,000.00</b>	<b>0.00</b>	
	PIMCO	207,270,440.06	7,270,440.06	200,000,000.00	0.00	Credit
43	WAMCO	210,672,882.61	10,672,882.61	200,000,000.00	0.00	Credit

## Custodian Inception To Date Valuation Change

Period : 2012-11-01 - 2014-09-30

Category	Source Account Name	Closing Balance	Market Value Increase/(Decrease)	Transfer In/(Out)	Opening Balance	ERSRI Sub Classification
<b>GILBs</b>		<b>282,753,844.72</b>	<b>1,818,560.67</b>	<b>(108,000,000.00)</b>	<b>388,935,284.05</b>	
	BROWN BROTHERS HARR	282,753,844.72	1,818,560.67	(108,000,000.00)	388,935,284.05	GILBs
<b>Real Estate</b>		<b>324,346,863.50</b>	<b>37,565,412.38</b>	<b>11,613,730.92</b>	<b>275,167,720.20</b>	
<b>Real Estate</b>		<b>324,346,863.50</b>	<b>37,565,412.38</b>	<b>11,613,730.92</b>	<b>275,167,720.20</b>	
	REAL ESTATE	324,346,863.50	37,565,412.38	11,613,730.92	275,167,720.20	Real Estate
<b>Total Cash</b>		<b>161,571,604.16</b>	<b>(402,122.26)</b>	<b>(486,652,743.40)</b>	<b>648,626,469.82</b>	
<b>Cash Accounts</b>		<b>161,571,604.16</b>	<b>(402,122.26)</b>	<b>(486,652,743.40)</b>	<b>648,626,469.82</b>	
	CITIZENS CASH	4,515,954.00	0.00	4,515,954.00	0.00	Cash Accounts
	ERSRI CASH	157,055,650.16	(402,122.26)	(491,168,697.40)	648,626,469.82	Cash Accounts
<b>Total Other</b>		<b>18,703,613.73</b>	<b>21,957,938.47</b>	<b>(73,000,000.00)</b>	<b>69,745,675.26</b>	
<b>Other</b>		<b>18,703,613.73</b>	<b>21,957,938.47</b>	<b>(73,000,000.00)</b>	<b>69,745,675.26</b>	
	RUSSELL OVERLAY FD	18,703,613.73	21,957,938.47	(73,000,000.00)	69,745,675.26	Other
<b>Total Miscellaneous</b>		<b>2,456,756.16</b>	<b>35,696.14</b>	<b>(22,143,441.47)</b>	<b>24,564,501.49</b>	
<b>Miscellaneous Accounts</b>		<b>2,456,756.16</b>	<b>35,696.14</b>	<b>(22,143,441.47)</b>	<b>24,564,501.49</b>	
	BROWN BROS BOND	0.00	(1,271,132.15)	(629,969.37)	1,901,101.52	Miscellaneous Accounts
	BROWN BROS HARR	0.00	(330,705.68)	330,092.71	612.97	Miscellaneous Accounts
	DOM EQUITY TRANS	74.25	(66,717.51)	66,634.41	157.35	Miscellaneous Accounts
	FIDELITY MGMT	0.00	(64,776.86)	(351,063.60)	415,840.46	Miscellaneous Accounts
	FIXED INC TRANS	269,356.04	658,703.47	(16,235,108.68)	15,845,761.25	Miscellaneous Accounts
	MACKAY SHIELDS LLC	0.38	335,669.11	(5,226,942.81)	4,891,274.08	Miscellaneous Accounts
	NON-US EQUITY TRANS	89.37	(89,326.36)	71,484.13	17,931.60	Miscellaneous Accounts
	RI TRANS ACCT	467,840.75	211,996.50	(176,640.15)	432,484.40	Miscellaneous Accounts
	SHOTT CAPITAL	1,719,395.37	645,424.13	87,331.64	986,639.60	Miscellaneous Accounts
	TAPLIN CANIDA HAB	0.00	6,561.49	(79,259.75)	72,698.26	Miscellaneous Accounts

CASH FLOW ANALYSIS - INCOME & EXPENSES

Employees Retirement System

FISCAL YEAR 2015

FY 2014-15		Projected June	Projected May	Projected April	Projected March	Projected February	Projected January 2015	Projected December	Projected November	Projected October	Actual September	Actual August	Actual July 2014
<b>TOTAL</b>													
MEMBER BENEFITS	833,941,792	69,500,000	69,500,000	69,500,000	69,500,000	69,500,000	69,500,000	69,500,000	69,500,000	69,500,000	69,724,632	69,404,421	69,312,739
ADMINISTRATIVE EXPENSES	8,294,064	963,307	847,608	517,846	585,674	524,992	1,111,034	1,074,316	553,524	565,615	573,750	732,436	243,962
INVESTMENT EXPENSES	9,922,892	765,218	1,135,741	505,742	1,533,133	446,564	1,555,456	1,017,944	69,216	1,070,145	93,345	1,008,054	722,335
TOTAL OUTFLOW	852,158,749	71,228,525	71,483,349	70,523,588	71,618,808	70,471,556	72,166,490	71,592,260	70,122,740	71,135,760	70,391,727	71,144,911	70,279,036
CONTRIBUTIONS	441,143,791	41,988,061	33,405,509	39,668,808	35,044,090	34,548,964	45,580,776	34,754,689	36,130,761	36,350,442	32,051,191	32,033,790	39,586,710
OTHER INCOME*	65,368,563	4,498,916	1,906,618	(143,191)	8,276,964	3,521,822	5,275,655	8,139,354	9,826,932	10,483,882	6,098,923	2,102,402	5,380,286
TOTAL INCOME	506,512,354	46,486,977	35,312,127	39,525,617	43,321,054	38,070,786	50,856,431	42,894,043	45,957,693	46,834,324	38,150,114	34,136,192	44,966,996
DIFFERENCE	(345,646,395)	(24,741,548)	(36,171,221)	(30,997,971)	(28,297,754)	(32,400,770)	(21,310,059)	(28,698,218)	(24,165,047)	(24,301,436)	(32,241,613)	(37,008,719)	(25,312,039)

Municipal Employees Retirement System

FY 2014-15		Projected June	Projected May	Projected April	Projected March	Projected February	Projected January 2015	Projected December	Projected November	Actual October	Actual September	Actual August	Actual July 2014
<b>TOTAL</b>													
MEMBER BENEFITS	87,803,483	7,350,000	7,350,000	7,350,000	7,350,000	7,350,000	7,350,000	7,350,000	7,350,000	7,350,000	7,232,323	7,212,685	7,208,475
ADMINISTRATIVE EXPENSES	1,722,483	201,403	176,864	107,748	121,610	108,650	229,258	221,317	113,669	115,797	121,144	153,997	51,027
INVESTMENT EXPENSES	2,059,671	159,988	236,987	105,229	318,341	92,418	320,963	209,704	14,214	219,088	19,709	211,946	151,083
TOTAL OUTFLOW	91,585,636	7,711,391	7,763,851	7,562,977	7,789,951	7,551,068	7,900,221	7,781,022	7,477,882	7,684,885	7,373,176	7,578,627	7,410,585
CONTRIBUTIONS	50,990,356	4,328,391	3,766,299	3,956,640	4,685,999	3,845,023	4,312,820	4,516,034	4,524,554	4,066,559	5,067,980	6,419,652	1,500,405
OTHER INCOME*	13,541,000	940,610	397,840	(29,794)	1,718,635	728,858	1,088,613	1,676,769	2,018,006	2,146,339	1,287,751	442,036	1,125,338
TOTAL INCOME	64,531,356	5,269,001	4,164,139	3,926,846	6,404,634	4,573,881	5,401,433	6,192,803	6,542,560	6,212,898	6,355,731	6,861,688	2,625,743
DIFFERENCE	(27,054,280)	(2,442,390)	(3,599,712)	(3,636,130)	(1,385,317)	(2,977,187)	(2,498,788)	(1,588,219)	(935,323)	(1,471,987)	(1,017,445)	(716,940)	(4,784,842)

CASH FLOW ANALYSIS - INCOME & EXPENSES

State Police Retirement System

	TOTAL	Projected June	Projected May	Projected April	Projected March	Projected February	Projected January 2015	Projected December	Projected November	Actual October	Actual September	Actual August	Actual July 2014
MEMBER BENEFITS	1,927,224	155,000	155,000	155,000	155,000	155,000	155,000	155,000	155,000	155,000	180,853	174,655	176,716
ADMINISTRATIVE EXPENSES	133,423	15,826	13,840	8,385	9,414	8,373	17,530	16,820	8,592	8,725	9,666	12,217	4,037
INVESTMENT EXPENSES	159,469	12,572	18,544	8,189	24,642	7,122	24,542	15,937	1,074	16,509	1,573	16,814	11,952
TOTAL OUTFLOW	2,220,117	183,398	187,384	171,573	189,056	170,495	197,072	187,757	164,667	180,234	192,092	203,686	192,704
CONTRIBUTIONS	5,477,224	405,000	395,000	395,000	415,000	395,000	655,000	555,000	450,000	345,000	440,853	624,655	401,716
OTHER INCOME*	1,043,707	73,912	31,131	(2,318)	133,035	56,169	83,239	127,430	152,542	161,729	102,746	35,067	89,024
TOTAL INCOME	6,520,931	478,912	426,131	392,682	548,035	451,169	738,239	682,430	602,542	506,729	543,599	659,722	490,740
DIFFERENCE	4,300,815	295,514	238,747	221,108	358,980	280,674	541,168	494,674	437,876	326,495	351,508	456,036	298,035

Judicial Retirement System

	TOTAL	Projected June	Projected May	Projected April	Projected March	Projected February	Projected January 2015	Projected December	Projected November	Actual October	Actual September	Actual August	Actual July 2014
MEMBER BENEFITS	1,609,633	134,136	134,136	134,136	134,136	134,136	134,136	134,136	134,136	134,136	134,136	134,136	134,136
ADMINISTRATIVE EXPENSES	68,252	8,097	7,079	4,287	4,812	4,280	8,958	8,606	4,398	4,457	4,956	6,256	2,066
INVESTMENT EXPENSES	81,553	6,432	9,485	4,187	12,597	3,640	12,541	8,154	550	8,433	806	8,610	6,117
TOTAL OUTFLOW	1,759,438	148,666	150,700	142,610	151,545	142,056	155,634	150,896	139,084	147,026	139,899	149,002	142,318
CONTRIBUTIONS	3,684,633	274,136	274,136	274,136	279,136	264,136	404,136	354,136	264,136	274,136	294,136	439,136	289,136
OTHER INCOME*	533,906	37,817	15,923	(1,185)	68,007	28,710	42,535	65,202	78,081	82,617	52,685	17,958	45,559
TOTAL INCOME	4,218,539	311,953	290,059	272,951	347,143	292,846	446,671	419,338	342,217	356,753	346,821	457,094	334,695
DIFFERENCE	2,459,102	163,287	139,359	130,341	195,598	150,790	291,036	268,441	203,133	209,726	206,922	308,091	192,377

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

FISCAL YEAR 2015

DIRECT BILLED INVESTMENT MANAGER FEES, PROFESSIONAL FEES & OPERATING EXPENSES

ERSRI & MERSRI

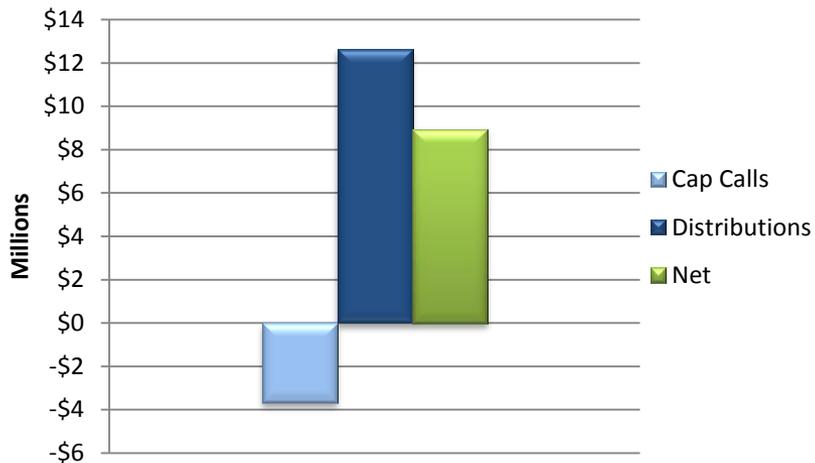
ACCRUAL BASIS

	Actual Jul 14	Projected Aug	Projected Sept	Projected Oct	Projected Nov	Projected Dec	Projected Jan 15	Projected Feb	Projected Mar	Projected Apr	Projected May	Projected June	Projected TOTAL
<b>EQUITIES US</b>													
SSGA Russell 2000/3000			63,000			63,000			63,000			63,000	252,000
Shott Capital/Hamilton Lane			<u>1,000</u>			<u>1,000</u>			<u>1,000</u>			<u>1,000</u>	<u>4,000</u>
			64,000			64,000			64,000			64,000	256,000
<b>FIXED INCOME</b>													
Pyramis			175,000			175,000			175,000			175,000	700,000
Mackay Shields			185,000			185,000			185,000			185,000	740,000
Brown Bros.TIPS/GILB			<u>85,000</u>			<u>85,000</u>			<u>85,000</u>			<u>85,000</u>	<u>340,000</u>
			445,000			445,000			445,000			445,000	1,780,000
<b>INT'L EQUITIES</b>													
SSgA MSCI ACWI			0			0			0			0	0
SSGA MSCI EAFE			105,000			105,000			105,000			105,000	420,000
SSGA MSCI CAD			11,000			11,000			11,000			11,000	44,000
SSGA MSCI Emerg Mkts			<u>110,000</u>			<u>110,000</u>			<u>110,000</u>			<u>110,000</u>	<u>440,000</u>
			226,000			226,000			226,000			226,000	904,000
<b>CREDIT</b>													
WAMCO			155,000			155,000			155,000			155,000	620,000
PIMCO			<u>245,000</u>			<u>245,000</u>			<u>245,000</u>			<u>245,000</u>	<u>980,000</u>
			400,000			400,000			400,000			400,000	1,600,000
<b>REAL ESTATE</b>													
Direct Billed Real Estate	<b>152,092</b>	<b>18,125</b>	<b>87,487</b>	142,518	0	218,158	291,327	260,428	86,386	149,734	0	252,935	1,659,190
<b>ALTERNATIVE INVESTMENTS</b>													
Direct Billed Private Equity	<b>161,438</b>	<b>1,227,352</b>	<b>27,950</b>	687,733	85,054	1,033,582	1,622,232	289,334	1,802,381	473,634	1,400,808	691,307	9,502,806
<b>SUB TOTAL-INV MGMT FEES</b>	313,531	1,245,477	850,437	830,252	85,054	1,986,740	1,913,559	549,762	3,023,767	623,368	1,400,808	2,079,242	15,701,996
<b>PROFESSIONAL FEES</b>													
Legal	<b>7,904</b>	<b>5,841</b>	26,807	27,576	10,438	11,810	0	0	12,644	7,999	24,528	7,239	142,787
BNY Mellon - Custodial	<b>29,130</b>	29,219	28,904	28,946	29,131	29,306	29,071	29,446	29,413	28,906	30,000	30,000	351,472
Cliffwater	<b>37,500</b>	<b>37,500</b>	37,500	37,500	37,500	37,500	37,500	37,500	37,500	37,500	37,500	37,500	450,000
PCA/Russell	<b>13,125</b>	<b>13,125</b>	64,468	13,125	13,125	70,163	13,125	13,125	76,073	13,125	13,125	80,000	395,707
PCA Real Estate	<b>10,417</b>	<b>10,417</b>	<u>10,417</u>	<u>10,417</u>	<u>10,417</u>	<u>10,417</u>	<u>10,417</u>	<u>10,417</u>	<u>10,417</u>	<u>10,417</u>	<u>10,417</u>	<u>10,417</u>	<u>125,004</u>
	98,077	96,102	168,096	117,565	100,611	159,196	90,113	90,488	166,047	97,948	115,571	165,156	1,464,970
<b>OPERATING EXPENSE</b>													
Retirement Transfers	<b>194,136</b>	<b>729,054</b>	527,948	573,526	642,997	1,214,092	1,265,779	470,299	936,603	515,370	943,387	1,631,781	9,644,971
Other Expense	<u>0</u>	<u>7,995</u>	<u>13,500</u>	<u>2,450</u>	<u>7,500</u>	<u>5,925</u>	<u>0</u>	<u>0</u>	<u>13,425</u>	<u>21,875</u>	<u>1,000</u>	<u>13,532</u>	<u>87,202</u>
	194,136	737,049	541,448	575,976	650,497	1,220,017	1,265,779	470,299	950,028	537,245	944,387	1,645,313	9,732,173
<b>TOTAL:</b>	<b>605,743</b>	<b>2,078,628</b>	<b>1,559,981</b>	<b>1,523,792</b>	<b>836,162</b>	<b>3,365,953</b>	<b>3,269,451</b>	<b>1,110,549</b>	<b>4,139,842</b>	<b>1,258,561</b>	<b>2,460,765</b>	<b>3,889,711</b>	<b>26,899,139</b>

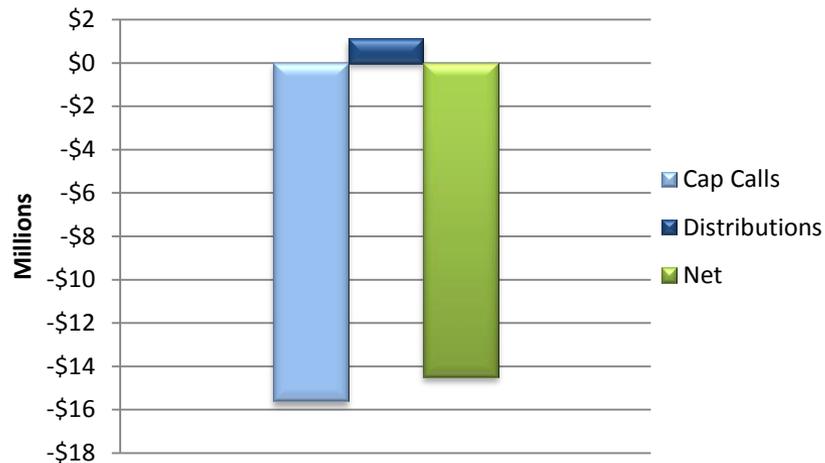
Note: Numbers in bold are actual.

# Private Equity & Real Estate Cash Flow

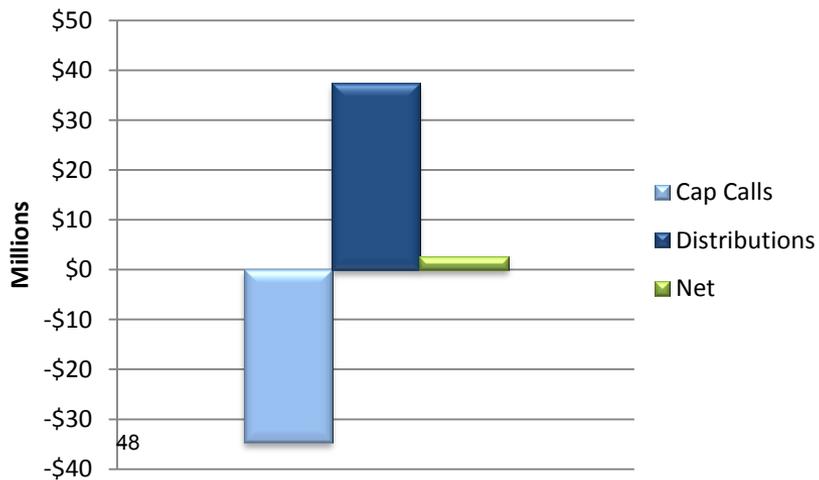
## Private Equity - MTD September 2014



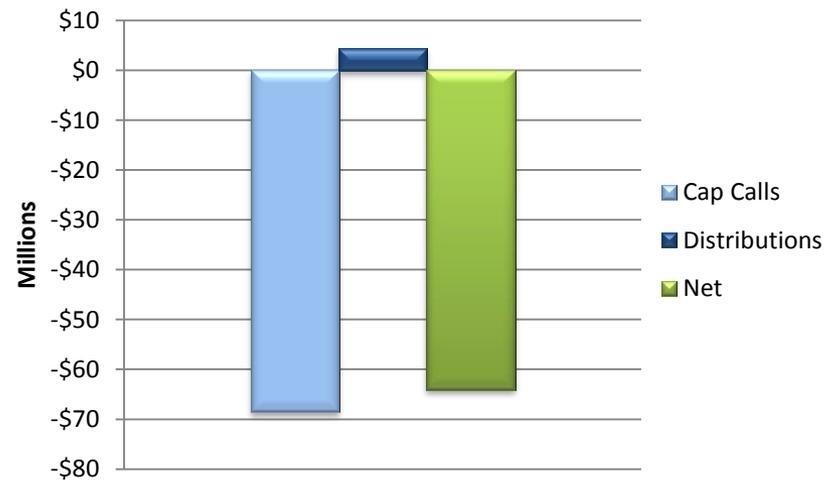
## Real Estate - MTD September 2014



## Private Equity - Fiscal YTD September 2014



## Real Estate - Fiscal YTD September 2014

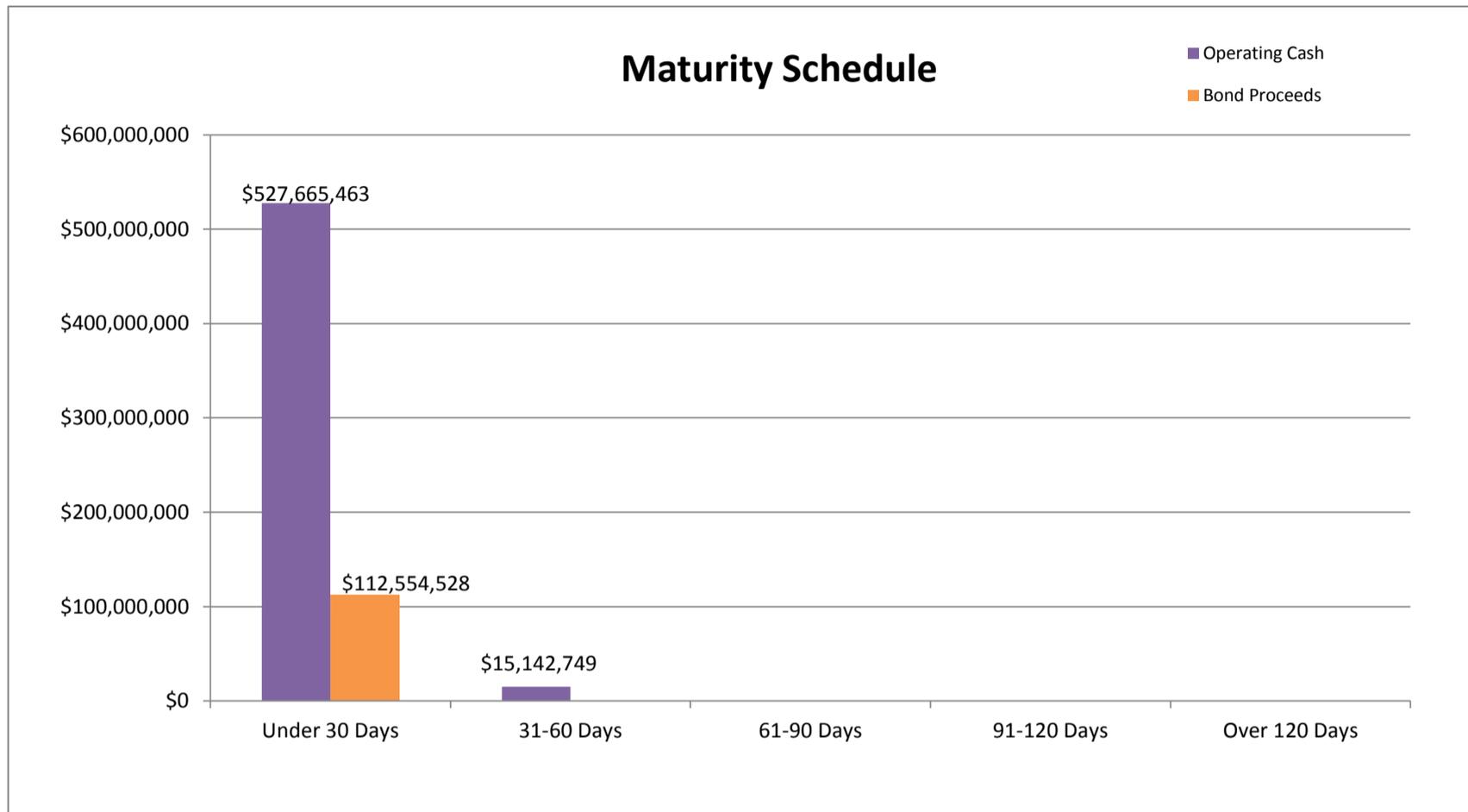


## Section VIII.

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# Short-Term Investments

**Short-Term Investment Maturity Schedule & SIC Compliance Report at September 30, 2014**



Vendor	CP	CD	Agency	Money Mkt	PIP	Repo	GID	OSIP	Total (\$)
Guidelines-Total/Vendor	25%/10%	50%/20%	75%/35%	75%/35%	75%/35%	100%/20%	75%/35%	50%/50%	
OSIP	0	0	0	0	0	0	0	134,134,520	134,134,520
	0%	0%	0%	0%	0%	0%	0%	25%	24.71%
Bank RI	0	15,142,749	0	0	0	0	0	0	15,142,749
	0%	3%	0%	0%	0%	0%	0%	0%	2.79%
Sovereign Bank	0	0	0	0	189,382,544	0	0	0	189,382,544
	0%	0%	0%	0%	35%	0%	0%	0%	34.89%
Citizens Bank	0	0	0	0	29,637,591	0	0	0	29,637,591
	0%	0%	0%	0%	5%	0%	0%	0%	5.46%
Webster Bank	0	0	0	0	94,070,938	0	0	0	94,070,938
	0%	0%	0%	0%	17%	0%	0%	0%	17.33%
Washington Trust	0	0	0	65,421,048	0	0	0	0	65,421,048
	0%	0%	0%	12%	0%	0%	0%	0%	12.05%
TD Bank	0	0	0	0	15,018,821	0	0	0	15,018,821
	0%	0%	0%	0%	3%	0%	0%	0%	2.77%
<b>TOTALS</b>	-	<b>15,142,749</b>	-	<b>65,421,048</b>	<b>328,109,895</b>	-	-	<b>134,134,520</b>	<b>542,808,212</b>
<b>(%) PORTFOLIO</b>	<b>0.00%</b>	<b>2.79%</b>	<b>0.00%</b>	<b>12.05%</b>	<b>60.45%</b>	<b>0.00%</b>	<b>0.00%</b>	<b>24.71%</b>	<b>100.00%</b>

**Note: PIP + CD must be under 75%.**

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

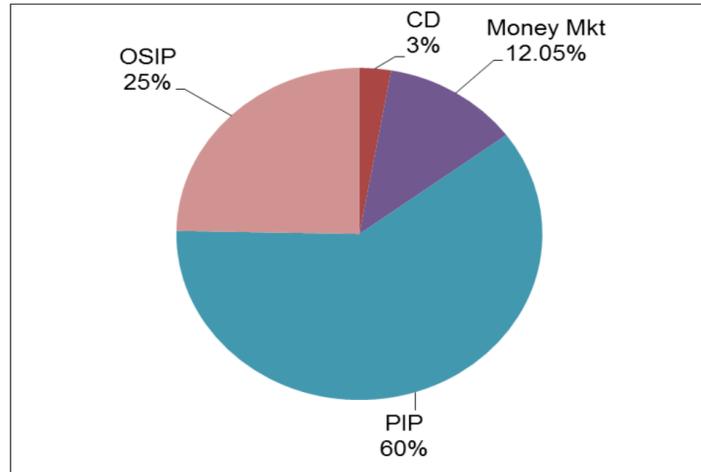
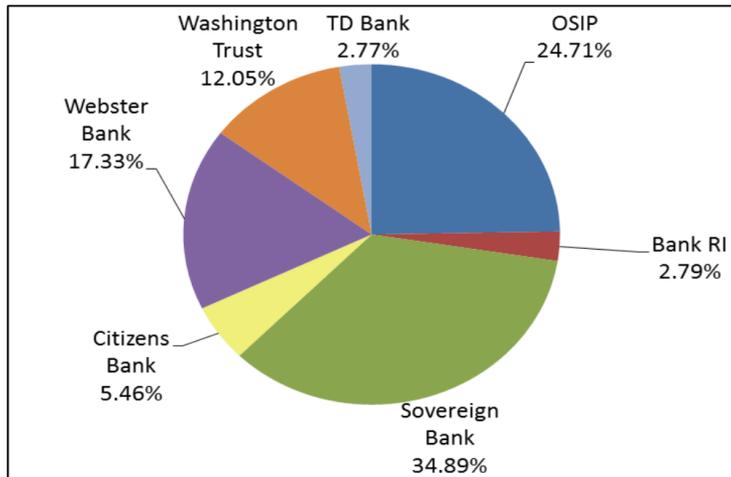
**State of Rhode Island**  
**Short Term Cash Monthly Performance**  
**Performance for**  
**September 01, 2014 to September 30, 2014**

<b>Fund Name</b>	<b>Beginning Balance</b>	<b>Ending Balance</b>	<b>Average Daily Balance</b>	<b>Earnings</b>	<b>Yield(Annual)</b>
GENERAL FUND	\$ 202,871,712.16	\$ 231,337,070.11	\$ 244,185,045.49	\$ 65,357.95	0.3256%
H.A.V.A	\$ 295.03	\$ 295.09	\$ 295.03	\$ 0.06	0.2474%
GENERAL FUND (HIST PRES)	\$ 537,757.56	\$ 537,801.71	\$ 537,757.56	\$ 44.15	0.0999%
HISTORIC TAX CREDITS	\$ 2,903,368.27	\$ 2,903,668.37	\$ 2,903,368.27	\$ 300.10	0.1258%
HIGHWAY FUND	\$ 14,599,620.04	\$ 25,703,755.83	\$ 20,739,620.04	\$ 4,135.79	0.2426%
T.D.I. RESERVE (DET)	\$ 122,601,414.73	\$ 106,625,769.07	\$ 113,501,414.73	\$ 24,354.34	0.2611%
EMPLOYER PENSION CONTRIBUTION	\$ -	\$ -	\$ -	\$ -	
RICAP GL FUND 21	\$ 71,768,386.34	\$ 66,378,492.43	\$ 69,725,053.01	\$ 10,106.09	0.1763%
BOND CAPITAL FUND	\$ 2,029,962.52	\$ 30,252.93	\$ 1,413,295.85	\$ 290.41	0.2500%
R.I. CLEAN WATER ACT	\$ 3,181,379.82	\$ 3,181,748.99	\$ 3,181,379.82	\$ 369.17	0.1412%
STATE LOTTERY FUND	\$ 51,462,623.81	\$ 50,371,162.82	\$ 45,895,957.14	\$ 8,539.01	0.2264%
ASSESSED FRINGE BEN ADM	\$ 1,008,092.68	\$ 1,008,176.36	\$ 1,008,092.68	\$ 83.68	0.1010%
AUTO EQUIPMENT SERVICE	\$ 1,244.34	\$ 1,244.60	\$ 1,244.34	\$ 0.26	0.2542%
HEALTH INSURANCE FUND	\$ 36,387,900.60	\$ 34,490,630.04	\$ 33,271,233.93	\$ 2,729.44	0.0998%
FLEET REVOLVING LOAN FUND	\$ 7,635,723.96	\$ 7,637,292.94	\$ 7,635,723.96	\$ 1,568.98	0.2500%
EMPLOYEES RETIREMENT	\$ 2,120,546.52	\$ 923,240.86	\$ 13,110,546.52	\$ 2,694.34	0.2500%
MUNICIPAL EMPLOYEES RET.	\$ 19,404.37	\$ 119,897.40	\$ 2,399,404.37	\$ 493.03	0.2500%
RETIREE HEALTH FUND	\$ 2,275,695.57	\$ 1,275,833.30	\$ 1,642,362.24	\$ 137.73	0.1020%
BOG RETIREE FUND	\$ 62,275.79	\$ 62,280.90	\$ 62,275.79	\$ 5.11	0.0998%
RIPTA HEALTH FUND	\$ 185,693.73	\$ 185,708.98	\$ 185,693.73	\$ 15.25	0.0999%
PERMANENT SCHOOL FUND	\$ 1,935,165.63	\$ 1,935,324.60	\$ 1,935,165.63	\$ 158.97	0.0999%
TEACHER RETIREE HEALTH FUND	\$ 2,036,759.75	\$ 2,036,926.98	\$ 2,036,759.75	\$ 167.23	0.0999%
RI ST POL RETIREE HEALTH	\$ 102,928.52	\$ 102,936.97	\$ 102,928.52	\$ 8.45	0.0999%
RI LEG RETIREE HEALTH	\$ 55,220.13	\$ 55,231.48	\$ 55,220.13	\$ 11.35	0.2501%
RI JUDICIAL RETIREE HEALTH	\$ 30,189.04	\$ 30,195.24	\$ 30,189.04	\$ 6.20	0.2499%
UNIVERSITY COLLEGE	\$ 2,809,117.88	\$ 9,318.15	\$ 2,342,451.21	\$ 200.27	0.1040%
HIGHER EDUCATION	\$ 7,371.88	\$ 3,007,485.71	\$ 1,507,371.88	\$ 113.83	0.0919%
INDUS. BLDG. & MTG. INS.	\$ 2,856,235.60	\$ 2,856,470.12	\$ 2,856,235.60	\$ 234.52	0.0999%
<b>Operating Funds Totals</b>	<b>\$ 531,486,086.27</b>	<b>\$ 542,808,211.98</b>	<b>\$ 572,266,086.26</b>	<b>\$ 122,125.71</b>	<b>0.260%</b>
G.O. NOTE 1991 SER. B	\$ -	\$ -	\$ -	\$ -	
CCDL1993A	\$ 7,385.73	\$ 7,385.86	\$ 7,385.27	\$ 0.61	0.1005%
BOND CCDL 1994 SERIES A	\$ 15,000.98	\$ 15,001.23	\$ 15,000.03	\$ 1.23	0.0998%
BOND CCBL96A	\$ -	\$ -	\$ -	\$ -	
CAP DEV OF 1997 SERIES A	\$ 41,015.03	\$ 41,015.71	\$ 41,012.43	\$ 3.37	0.1000%
CCDL1998A	\$ 1,695,944.64	\$ 1,695,972.70	\$ 1,695,837.17	\$ 139.24	0.0999%
CCDL 1998B	\$ -	\$ -	\$ -	\$ -	
MMG099 1999	\$ -	\$ -	\$ -	\$ -	
BOND CAPITOL CCDL2000A	\$ 92,831.65	\$ 92,833.05	\$ 92,825.64	\$ 7.62	0.0999%
MULTI-MODAL GEN OBL 2000	\$ -	\$ -	\$ -	\$ -	
CCDL2001C	\$ 201,340.07	\$ 201,343.40	\$ 201,327.31	\$ 16.53	0.0999%
CCDL2002B	\$ -	\$ -	\$ -	\$ -	
CCDL 2004 SERIES A	\$ 2,446,520.25	\$ 2,446,560.72	\$ 2,446,365.21	\$ 200.86	0.0999%
BOND CCDL 2005 SERIES C	\$ 5,600,605.88	\$ 2,345,051.97	\$ 2,561,877.98	\$ 212.18	0.1008%
BOND CCDL 2005 SERIES E	\$ 335,621.44	\$ 335,626.20	\$ 335,599.40	\$ 27.56	0.0999%
BOND CCDL 2006 SERIES B	\$ -	\$ -	\$ -	\$ -	
BOND CCDL 2006 SERIES C	\$ 1,407,999.76	\$ 1,408,022.93	\$ 1,407,910.41	\$ 115.60	0.0999%
GO BND-NTAX 2007 SERIES A	\$ 3,946,317.75	\$ 3,946,384.98	\$ 3,946,069.54	\$ 324.00	0.0999%
GO BND-TAX 2007 SERIES B	\$ -	\$ -	\$ -	\$ -	
GO BND-NTAX 2008 SERIES B	\$ 349,808.26	\$ 349,814.05	\$ 349,786.09	\$ 28.72	0.0999%
GO BND-TAX 2008 SERIES C	\$ -	\$ -	\$ -	\$ -	
CCDL10B BOND CAPITAL COMPONENT	\$ 1,730,113.42	\$ 1,730,142.05	\$ 1,730,003.78	\$ 142.05	0.0999%
CCDL10C	\$ 159,177.62	\$ 19,442.24	\$ 84,648.13	\$ 7.41	0.1065%
CCDL10D	\$ 103,922.75	\$ 103,924.47	\$ 103,916.17	\$ 8.53	0.0999%
CCDL2011A	\$ 14,531,569.57	\$ 14,412,417.15	\$ 14,466,960.85	\$ 1,188.23	0.0999%
CCDL2012B	\$ 53,830,710.26	\$ 53,831,581.22	\$ 53,827,279.92	\$ 4,419.59	0.0999%
GO CCDL 2013A	\$ 18,952,335.55	\$ 18,290,217.26	\$ -	\$ 1,529.21	0.1000%
GO CCDL 2013B	\$ 9,375,614.65	\$ 9,375,769.75	\$ -	\$ 769.75	0.0999%
CLEAN WATER CCDL 1998B	\$ -	\$ -	\$ -	\$ -	
CLEAN WATER CCDL 1994 (A)	\$ -	\$ -	\$ -	\$ -	
CAP DEV. OF 1997 SERIES A	\$ -	\$ -	\$ -	\$ -	
CLEAN WATER CCDL 2002 B	\$ -	\$ -	\$ -	\$ -	
CLEAN WATER 2004 SERIES A	\$ 180,054.62	\$ 180,057.43	\$ 180,043.05	\$ 14.78	0.0999%
CLN WATER CCDL 2005 SER E	\$ -	\$ -	\$ -	\$ -	
CAP DEV. OF 1997 SERIES A	\$ -	\$ -	\$ -	\$ -	
RI POLLUT. CONT 94 SER. A	\$ -	\$ -	\$ -	\$ -	
CCDL99A 1999A	\$ 206,582.90	\$ 206,586.35	\$ 206,569.84	\$ 16.96	0.0999%
POL. CTRL CCDL 2006 SER C	\$ -	\$ -	\$ -	\$ -	
CLEAN WATER 2007 SERIES A	\$ 283,270.63	\$ 283,275.32	\$ 283,252.68	\$ 23.26	0.0999%
RI POLLUTION CONTROL 2008 B	\$ -	\$ -	\$ -	\$ -	
CCDL10B CLEAN WATER COMPONENT	\$ -	\$ -	\$ -	\$ -	
CCDL2011A CLEAN WATER COMPONENT	\$ 1,236,081.04	\$ 1,236,101.48	\$ 1,236,002.70	\$ 101.48	0.0999%
CCDL2011A POLL CTRL CMPNT	\$ -	\$ -	\$ -	\$ -	
<b>Bond Proceeds Fund Totals</b>	<b>\$ 116,729,824.45</b>	<b>\$ 112,554,527.52</b>	<b>\$ 85,219,673.60</b>	<b>\$ 9,298.77</b>	<b>0.100%</b>
TANS PROCEEDS	\$ -	\$ -	\$ -	\$ -	
<b>Grand Totals</b>	<b>\$ 648,215,910.72</b>	<b>\$ 655,362,739.50</b>	<b>\$ 657,485,759.86</b>	<b>\$ 131,424.48</b>	<b>0.233%</b>

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

**Issuer Credit Rating  
September 30, 2014**

Issuer	Type of Instrument*	Month End % Portfolio	Issuer Ratings		S-T Debt Rating		L-T Debt Rating		Credit Outlook
			Moody's		Moody's	S&P	Moody's	S&P	S&P
Bank RI	3,4	2.79%	N/R		N/A	N/A	N/A	N/A	N/A
Sovereign Bank	3,4	34.89%	Baa1		P-2	A-2	Baa1	BBB	Stable
Bank of America		0.00%	Baa2		P-2	A-2	Baa2	A-	Negative
JP Morgan Chase		0.00%	A3		P-2	A-1	A3	A	Negative
Fidelity		0.00%	N/R		N/A	N/A	N/A	N/A	N/A
State Street Bank & Trust Company		0.00%	Aa3		P-1	A-1+	Aa3	AA-	Stable
RBS Citizens	3,4	5.46%	A3		P-2	A-2	A3	A-	Negative
Webster Bank	3,4	17.33%	A3		P-2	A-2	A3	BBB	Positive
Ocean State Investment Pool	6	24.71%	N/R		N/A	N/A	N/A	N/A	N/A
Washington Trust	3,7	12.05%	N/R		N/A	N/A	N/A	N/A	N/A
TD Bank	3	2.77%	Aa1		P-1	A-1+	Aa1	AA-	Negative



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 FY14 Q4  
 July 1, 2014 to September 30, 2014

Fund Name	Beginning Balance	Ending Balance	Average Daily Balance	Earnings	Yield
GENERAL FUND	\$ 52,523,706.36	\$ 10,025,896.31	\$ -	\$ 2,189.95	0.09%
GENERAL FUND (HIST PRES)	\$ 537,677.66	\$ 537,795.12	\$ 537,677.66	\$ 117.46	0.09%
HISTORIC TAX CREDITS	\$ 2,402,808.02	\$ 2,403,332.98	\$ 2,402,808.02	\$ 524.96	0.09%
HIGHWAY FUND	\$ 1,019,238.32	\$ 1,019,461.00	\$ 1,019,238.32	\$ 222.68	0.09%
T.D.I. RESERVE (DET)	\$ 32,026,175.20	\$ 37,033,841.89	\$ 34,960,957.81	\$ 7,666.69	0.09%
RICAP GL FUND 21	\$ 46,353,181.98	\$ 26,060,735.01	\$ 34,920,573.28	\$ 7,553.03	0.09%
R.I. CLEAN WATER ACT	\$ 2,305,990.48	\$ 2,306,494.28	\$ 2,305,990.48	\$ 503.80	0.09%
STATE LOTTERY FUND	\$ 7,782,418.74	\$ 7,784,119.02	\$ 7,782,418.74	\$ 1,700.28	0.09%
ASSESSED FRINGE BEN ADM	\$ 1,500,560.31	\$ 1,000,842.31	\$ 1,315,777.70	\$ 282.00	0.09%
HEALTH INSURANCE FUND	\$ 29,083,553.60	\$ 34,490,562.56	\$ 32,004,205.77	\$ 7,008.96	0.09%
RETIREE HEALTH FUND	\$ 2,275,587.20	\$ 1,275,806.09	\$ 938,630.68	\$ 218.89	0.09%
BOG RETIREE FUND	\$ 262,262.29	\$ 62,278.76	\$ 77,479.68	\$ 16.47	0.08%
RIPTA HEALTH FUND	\$ 685,663.96	\$ 185,706.70	\$ 196,533.53	\$ 42.74	0.09%
PERMANENT SCHOOL FUND	\$ 1,934,207.43	\$ 1,934,630.00	\$ 1,934,207.43	\$ 422.57	0.09%
TEACHER RETIREE HEALTH FUND	\$ 436,508.95	\$ 2,036,917.34	\$ 1,849,552.43	\$ 408.39	0.09%
RI ST POL RETIREE HEALTH	\$ 452,905.45	\$ 102,932.97	\$ 129,535.88	\$ 27.52	0.08%
UNIVERSITY COLLEGE	\$ 8,894.72	\$ 9,257.17	\$ 1,591,503.42	\$ 362.45	0.09%
HIGHER EDUCATION	\$ 7,370.82	\$ 3,007,485.65	\$ 496,501.25	\$ 114.83	0.09%
INDUS. BLDG. & MTG. INS.	\$ 2,855,801.31	\$ 2,856,425.24	\$ 2,855,801.31	\$ 623.93	0.09%
<b>Operating Funds Totals</b>	<b>\$ 184,454,512.80</b>	<b>\$ 134,134,520.40</b>	<b>\$ 127,319,393.39</b>	<b>\$ 30,007.60</b>	<b>0.08%</b>
CCDL1993A	\$ 7,385.72	\$ 7,385.86	\$ -	\$ 1.61	0.09%
BOND CCDL 1994 SERIES A	\$ 15,000.96	\$ 15,001.23	\$ 14,999.06	\$ 3.27	0.09%
CAP DEV OF 1997 SERIES A	\$ 41,014.96	\$ 41,015.71	\$ 41,009.76	\$ 8.96	0.09%
CCDL1998A	\$ 1,695,941.93	\$ 1,695,972.70	\$ 1,695,726.65	\$ 370.47	0.09%
BOND CAPITOL CCDL2000A	\$ 102,390.71	\$ 92,833.05	\$ 96,767.31	\$ 21.09	0.09%
CCDL2001C	\$ 201,339.75	\$ 201,343.40	\$ 201,314.19	\$ 43.98	0.09%
CCDL 2004 SERIES A	\$ 2,446,516.51	\$ 2,446,560.72	\$ 2,446,205.77	\$ 534.43	0.09%
BOND CCDL 2005 SERIES C	\$ 6,996,341.15	\$ 2,345,051.97	\$ 5,185,507.78	\$ 1,093.76	0.08%
BOND CCDL 2005 SERIES E	\$ 393,344.94	\$ 335,626.20	\$ 359,415.01	\$ 78.20	0.09%
BOND CCDL 2006 SERIES C	\$ 1,416,839.81	\$ 1,408,022.93	\$ 1,411,460.41	\$ 308.32	0.09%
GO BND-NTAX 2007 SERIES A	\$ 3,804,302.19	\$ 3,946,384.98	\$ 3,887,144.65	\$ 850.06	0.09%
GO BND-NTAX 2008 SERIES B	\$ 349,807.70	\$ 349,814.05	\$ 349,763.30	\$ 76.41	0.09%
CCDL10B BOND CAPITAL COMPONENT	\$ 1,730,110.66	\$ 1,730,142.05	\$ 1,729,891.03	\$ 377.94	0.09%
CCDL10C	\$ 159,155.91	\$ 19,442.24	\$ 134,852.82	\$ 29.12	0.09%
CCDL10D	\$ 103,922.59	\$ 103,924.47	\$ 103,909.39	\$ 22.70	0.09%
CCDL2011A	\$ 16,921,223.07	\$ 14,412,417.15	\$ 15,495,768.18	\$ 3,371.50	0.09%
CCDL2012B	\$ 55,255,103.50	\$ 53,831,581.22	\$ 54,412,045.94	\$ 11,879.53	0.09%
GO CCDL 2013A	\$ 20,368,284.16	\$ 18,290,217.26	\$ 19,419,439.94	\$ 4,232.94	0.09%
GO CCDL 2013B	\$ 9,375,599.67	\$ 9,375,769.75	\$ 9,374,409.49	\$ 2,048.07	0.09%
CLEAN WATER 2004 SERIES A	\$ 187,033.17	\$ 180,057.43	\$ 183,293.59	\$ 39.99	0.09%
CCDL99A 1999A	\$ 205,302.48	\$ 206,586.35	\$ 205,959.16	\$ 45.00	0.09%
CLEAN WATER 2007 SERIES A	\$ 283,270.18	\$ 283,275.32	\$ 283,235.60	\$ 61.88	0.09%
CCDL2011A CLEAN WATER COMPONENT	\$ 1,236,079.06	\$ 1,236,101.48	\$ 1,235,928.16	\$ 270.02	0.09%
<b>Bond Proceeds Fund Totals</b>	<b>\$ 123,295,310.78</b>	<b>\$ 112,554,527.52</b>	<b>\$ 118,268,047.19</b>	<b>\$ 25,769.25</b>	<b>0.08%</b>
TANS PROCEEDS	\$ -	\$ -	\$ -	\$ -	0.00%
<b>Grand Totals</b>	<b>\$ 307,749,823.58</b>	<b>\$ 246,689,047.92</b>	<b>\$ 245,587,440.58</b>	<b>\$ 55,776.85</b>	<b>0.08%</b>

## Section IX.

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### Defined Contribution Plan

# 2014 YTD Performance Summary

(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(I)	(J)	(K)	(L)	(M)	(N)	(O)	(P)	(Q)	(R)	(S)	(T)	(U)	(V)	(W)	(X)	(Y)
TIAA-CREF	Manager	AUM	Gross	Net	Net	Rev	Recent Returns			Annualized Total Returns as of 9/30/14					Since	Incep.	Sharpe Ratio	Std. Deviation		Tracking Error				
As of 9/30/2014	Ticker	Tenure	\$ Millions	ER	ER	%-ile	Share	1 Month	YTD	1 Year	%-ile	3 Year	%-ile	5 Year	%-ile	10 Year	%-ile	Incep.	Date	3 Year	%-ile	3 Year	%-ile	3 Year
<b>Stable Value/Guaranteed &amp; Money Market</b>																								
<b>Stable Value/Guaranteed</b>																								
TIAA Stable Value****	Current crediting rate = 1.90							0.15	1.47	1.91								1.87	03/31/12					
<b>Money Market</b>																								
Vanguard Prime Money Market Inv	VMMXX	11.25	131,218.64	0.17	0.17		-	-	0.01	0.01		0.02		0.04		1.67		5.41	06/04/75	(3.72)		0.01		0.04
Current 7-day Yield: 0.01																								
Citi 3-Month Treasury Bill																								
								-	0.03	0.04		0.05		0.08		1.51								
<b>FIXED INCOME</b>																								
<b>Intermediate-Term Bond</b>																								
Vanguard Total Bond Market Index Sig	VBTSX	1.67	124,223.64	0.08	0.08	1	0.00	(0.71)	4.10	3.90	62	2.32	78	4.03	74			5.01	09/01/06	0.84	76	2.71	32	0.22
Barclays U.S. Aggregate Float Adjusted Index																								
Intermediate-Term Bond Median																								
Intermediate-Term Bond Number of Funds																								
				0.91	0.81			(0.75)	4.08	4.30		3.35		4.74						1.11		2.88		1.07
				1,099	1,099						1,052		930		809						930		930	
<b>Inflation-Linked Bond</b>																								
PIMCO Real Return Instl	PRRIX	6.83	15,221.91	0.47	0.45	19	0.00	(2.83)	4.17	2.00	5	2.04	8	4.94	2	5.06	2		01/29/97	0.36	14	6.00	97	1.12
Barclays US Treasury US TIPS TR USD																								
Inflation-Protected Bond Median																								
Inflation-Protected Bond Number of Funds																								
				0.86	0.75			(2.49)	2.95	0.94		0.86		3.81		4.04				0.27		5.28		0.74
				228	228						219		193		154		69				0.20		5.07	
<b>Equity</b>																								
<b>Large Cap Blend</b>																								
Vanguard 500 Index Signal	VIFSX	22.83	182,685.70	0.05	0.05	1	0.00	(1.41)	8.31	19.68	18	22.95	30	15.67	17			7.27	09/29/06	2.02	9	10.57	25	0.70
S&P 500 TR USD																								
TIAA-CREF Social Choice Eq Instl	TISCX	9.17	2,613.51	0.18	0.18	4	0.00	(2.42)	6.91	17.03	52	22.38	43	15.28	26	8.45	18	11.95	07/01/99	1.84	49	11.35	59	1.80
Russell 3000 TR USD																								
Large Blend Median																								
Large Blend Number of Funds																								
				1.22	1.13			(1.75)	6.76	17.29		22.00		14.25		7.54				1.95		11.04		2.32
				1,711	1,711						1,572		1,345		1,206		806			1.84		11.16		1,353
<b>Mid Cap Blend</b>																								
Vanguard Mid Cap Index Signal	VMISX	16.42	53,313.90	0.09	0.09	3	0.00	(3.19)	6.68	15.88	18	23.31	37	17.03	12			7.40	03/30/07	1.75	20	12.49	31	0.86
Spliced Mid Cap Index *																								
CRSP US Mid Cap TR USD																								
Mid-Cap Blend Median																								
Mid-Cap Blend Number of Funds																								
				1.33	1.24			(3.93)	2.79	12.03		22.48		15.35						1.78		12.22		3.35
				394	394						379		326		299					1.57		13.38		331
<b>Small Cap Blend</b>																								
Vanguard Small Cap Index Signal	VSISX	22.83	46,556.62	0.09	0.09	1	0.00	(5.29)	0.64	9.52	11	23.57	19	16.27	14			7.74	12/15/06	1.55	10	14.38	32	2.01
Spliced Small Cap Index **																								
CRSP US Small Cap TR USD																								
Small Blend Median																								
Small Blend Number of Funds																								
				1.39	1.26			(5.57)	(3.32)	5.64		23.54		16.23						1.58		14.13		3.70
				793	793						702		616		563					1.36		14.97		616



# 2014 YTD Performance Summary

(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(I)	(J)	(K)	(L)	(M)	(N)	(O)	(P)	(Q)	(R)	(S)	(T)	(U)	(V)	(W)	(X)	(Y)	
TIAA-CREF		Manager	AUM	Gross	Net	Net	Rev	Recent Returns			Annualized Total Returns as of 9/30/14					Since	Incep.	Sharpe Ratio		Std. Deviation		Tracking Error			
As of 9/30/2014		Ticker	Tenure	\$ Millions	ER	ER	%-ile	Share	1 Month	YTD	1 Year	%-ile	3 Year	%-ile	5 Year	%-ile	10 Year	%-ile	Incep.	Date	3 Year	%-ile	3 Year	%-ile	3 Year
<b>Foreign Large Blend</b>																									
TIAA-CREF International Eq Idx Instl		TCIEX	9.17	5,823.76	0.07	0.07	1	0.00	(3.96)	(1.51)	4.19	45	14.16	25	6.66	41	6.39	42	9.06	10/01/02	1.01	33	14.11	63	3.42
MSCI EAFE NR USD									(3.84)	(1.38)	4.25		13.65		6.56		6.32				0.97		14.28		
Foreign Large Blend Median					1.38	1.24			(3.94)	(2.01)	3.89		13.13		6.34		6.05				0.96		13.83		3.76
Foreign Large Blend Number of Funds					835	835						776			682		612		333			685		685	
<b>Diversified Emerging Markets</b>																									
Vanguard Emerging Mkts Stock Idx Sic		VERSX	6.17	64,205.79	0.15	0.15	1	0.00	(7.17)	4.46	6.16	28	7.72	50	4.32	46			3.83	01/19/07	0.51	55	17.36	75	3.19
Spliced Emerging Markets Index ***									(7.05)	4.90	6.51		7.42		4.56										
FTSE Emerging NR USD									(7.05)	4.87	6.50		7.23		4.55						0.48		17.35		
MSCI EM NR USD									(7.41)	2.43	4.30		7.19		4.42						0.49		17.19		
Diversified Emerging Mkts Median					1.82	1.55			(6.41)	1.84	4.29		7.74		4.07						0.54		16.71		5.05
Diversified Emerging Mkts Number of Funds					853	853						677			484		336					484		484	
<b>Miscellaneous Sector</b>																									
TIAA Real Estate Account		Variable Annuity	9.83	18,914.62	0.87	0.87		0.24	0.66	8.19	9.94		10.22		9.68		4.74		6.30	10/02/95	6.81		1.42		10.45
<b>Lifecycle</b>																									
Vanguard Target Retirement Income Trust II					0.11	0.11		-	(1.35)	4.05	6.55		7.43		7.01				5.33						
Vanguard Target Retirement Income Compos. Lx									(1.32)	4.12	6.73		7.55		7.08										
Retirement Income Median					1.07	0.90			(1.76)	3.13	5.88		7.48		6.80						1.60		5.06		1.71
Retirement Income Number of Funds					299	299						288		276		240						276		276	
Vanguard Target Retirement 2010 Trust II					0.11	0.11		-	(1.53)	4.24	7.64		9.66		8.27				5.55						
Vanguard Target Retirement 2010 Compos. Lx									(1.50)	4.33	7.83		9.75		8.32										
Target Date 2000-2010 Median					1.12	0.87			(1.90)	3.10	6.82		9.51		7.62						1.54		6.00		1.33
Target Date 2000-2010 Number of Funds					151	151						134		112		108						113		113	
Vanguard Target Retirement 2015 Trust II					0.11	0.11		-	(1.86)	4.54	9.11		11.79		9.26				5.97						
Vanguard Target Retirement 2015 Compos. Lx									(1.81)	4.65	9.32		11.88		9.32										
Target Date 2011-2015 Median					1.20	0.90			(1.98)	3.28	7.14		10.16		7.93						1.53		6.48		1.50
Target Date 2011-2015 Number of Funds					203	203						178		146		127						146		146	
Vanguard Target Retirement 2020 Trust II					0.11	0.11		-	(2.07)	4.83	10.23		13.38		10.03				6.16						
Vanguard Target Retirement 2020 Compos. Lx									(2.02)	4.93	10.45		13.56		10.26										
Target Date 2016-2020 Median					1.26	0.94			(2.26)	3.31	7.95		11.07		8.57						1.50		7.07		1.60
Target Date 2016-2020 Number of Funds					250	250						228		184		169						186		186	
Vanguard Target Retirement 2025 Trust II					0.11	0.11		-	(2.26)	4.80	10.89		14.68		10.65				6.25						
Vanguard Target Retirement 2025 Composite Lx									(2.20)	4.97	11.15		14.85		10.89										
Target Date 2021-2025 Median					1.21	0.95			(2.46)	3.51	8.91		13.13		9.58						1.53		8.48		1.63
Target Date 2021-2025 Number of Funds					206	206						181		142		114						142		142	



# 2014 YTD Performance Summary

(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(I)	(J)	(K)	(L)	(M)	(N)	(O)	(P)	(Q)	(R)	(S)	(T)	(U)	(V)	(W)	(X)	(Y)	
TIAA-CREF		Manager	AUM	Gross	Net	Net	Recent Returns					Annualized Total Returns as of 9/30/14					Since	Incep.	Sharpe Ratio		Std. Deviation		Tracking Error		
As of 9/30/2014		Ticker	Tenure	\$ Millions	ER	ER	%-ile	Share	1 Month	YTD	1 Year	%-ile	3 Year	%-ile	5 Year	%-ile	10 Year	%-ile	Incep.	Date	3 Year	%-ile	3 Year	%-ile	3 Year
<b>Vanguard Target Retirement 2030 Trust II</b>				0.11	0.11			-	(2.42)	4.83	11.60		16.01		11.27				6.33						
<i>Vanguard Target Retirement 2030 Composite Lx</i>									(2.38)	4.99	11.86		16.14		11.50										
<i>Target Date 2026-2030 Median</i>				1.31	1.00				(2.65)	3.43	9.39		14.26		9.81					1.48			9.21		1.63
<i>Target Date 2026-2030 Number of Funds</i>				251	251							228		184		169							186		186
<b>Vanguard Target Retirement 2035 Trust II</b>				0.11	0.11			-	(2.57)	4.83	12.29		17.29		11.88				6.56						
<i>Vanguard Target Retirement 2035 Composite Lx</i>									(2.55)	5.02	12.56		17.44		12.10										
<i>Target Date 2031-2035 Median</i>				1.28	0.99				(2.83)	3.50	10.09		15.88		10.63					1.50			10.09		1.63
<i>Target Date 2031-2035 Number of Funds</i>				206	206							181		142		114							142		142
<b>Vanguard Target Retirement 2040 Trust II</b>				0.11	0.11			-	(2.75)	4.83	12.78		17.96		12.18				6.81						
<i>Vanguard Target Retirement 2040 Composite Lx</i>									(2.71)	5.03	13.04		18.10		12.41										
<i>Target Date 2036-2040 Median</i>				1.38	1.01				(2.91)	3.50	10.32		15.89		10.71					1.47			10.51		1.69
<i>Target Date 2036-2040 Number of Funds</i>				250	250							227		183		168							185		185
<b>Vanguard Target Retirement 2045 Trust II</b>				0.11	0.11			-	(2.75)	4.83	12.79		17.97		12.19				6.78						
<i>Vanguard Target Retirement 2045 Composite Lx</i>									(2.71)	5.03	13.04		18.10		12.41										
<i>Target Date 2041-2045 Median</i>				1.37	1.00				(2.99)	3.46	10.67		16.91		11.10					1.49			10.86		1.52
<i>Target Date 2041-2045 Number of Funds</i>				206	206							181		134		112							134		134
<b>Vanguard Target Retirement 2050 Trust II</b>				0.11	0.11			-	(2.77)	4.80	12.77		17.93		12.17				6.80						
<i>Vanguard Target Retirement 2050 Composite Lx</i>									(2.71)	5.03	13.04		18.10		12.41										
<i>Target Date 2046-2050 Median</i>				1.55	1.03				(2.97)	3.53	10.73		16.76		11.14					1.48			10.86		1.67
<i>Target Date 2046-2050 Number of Funds</i>				234	234							212		156		132							159		159
<b>Vanguard Target Retirement 2055 Trust II</b>				0.11	0.11			-	(2.74)	4.85	12.76		17.92						14.75						
<i>Vanguard Target Retirement 2055 Composite Lx</i>									(2.71)	5.03	13.04		18.10												
<b>Vanguard Target Retirement 2060 Trust II</b>				0.11	0.11			-	(2.73)	4.85	12.78								13.03						
<i>Vanguard Target Retirement 2060 Composite Lx</i>									(2.71)	5.03	13.04														
<i>Target Date 2051+ Median</i>				1.40	1.00				(2.97)	3.42	11.04		17.10							1.48			11.19		1.57
<i>Target Date 2051+ Number of Funds</i>				217	217							150		94									94		94

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

All data as of 9/30/2014

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

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

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

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

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

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

"Since Inception" performance is calculated from this date.

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

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

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

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



# Disclosures



%ile --> Percentile Ranking in Morningstar Category.

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

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

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

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

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

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

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

# Disclosures



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

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

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

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

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

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

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

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

# Disclosures



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

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

# Disclosures



## **Prospectus Gross Expense Ratio**

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

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

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

## **Prospectus Net Expense Ratio**

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

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

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

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

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

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

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

# Disclosures



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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

You cannot invest directly in index.

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

C12205

## Section X.

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### 457 Plans

**State of Rhode Island Total Assets 457 Plans**

<b>Plan Provider</b>	<b>12/31/2013</b>	<b>3/31/2014</b>	<b>6/30/2014</b>	<b>9/30/2014</b>
Valic	\$ 53,706,561.69	\$ 54,006,256.15	\$55,249,741.79	\$ 54,973,099.24
Fidelity	\$ 100,759,742.59	\$ 103,233,672.83	\$ 107,320,669.62	\$107,450,479.38
ING/Voya	\$ 132,222,130.83	\$ 134,348,166.52	\$ 138,560,343.36	\$ 139,389,789.78
<b>Total</b>	\$ 286,688,435.11	\$ 291,588,095.50	\$ 301,130,754.77	\$ 301,813,368.40

# Monthly Plan Performance Update

STATE OF RHODE ISLAND - STATE OF RI (35835)

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

Name	Cumulative Total Returns				Average Annual Total Returns				
	As of	1 mo	3 mo	YTD	As of	1 yr	3 yr	5 yr	10 yr
DOW JONES 30 INDUSTRIAL AVERAGE	09/30/2014	-0.23	1.87	4.60	09/30/2014	15.29	19.02	14.85	8.15
BARCLAYS CAPITAL U.S. AGGREGATE BOND INDEX	09/30/2014	-0.68	0.17	4.10	09/30/2014	3.96	2.43	4.12	4.62
NASDAQ COMPOSITE INDEX	09/30/2014	-1.82	2.24	8.56	09/30/2014	20.61	24.57	17.51	10.06
RUSSELL 2000 INDEX	09/30/2014	-6.05	-7.36	-4.41	09/30/2014	3.93	21.26	14.29	8.19
STANDARD & POOR'S 500™ INDEX	09/30/2014	-1.40	1.13	8.34	09/30/2014	19.73	22.99	15.70	8.11

Investment Name	Cumulative Total Returns				Average Annual Total Returns					Fees			
	As of	1 mo	3 mo	YTD	As of	1 yr	3 yr	5 yr	10 yr	Life	Short-Term Trading Fee	Expense Ratio †	Inception Date
<b>Stock Investments</b>													
<b>Large Cap</b>													
FID CONTRAFUND K	09/30/2014	-1.11	1.80	6.33	09/30/2014	17.55	21.65	15.88	10.37	12.54	—	0.56% on 03/01/2014	05/17/1967
FID LARGE CAP STOCK	09/30/2014	-1.61	0.39	7.08	09/30/2014	19.03	26.46	17.04	9.55	8.57	—	0.88% on 06/28/2014	06/22/1995
FID NEW MILLEN	09/30/2014	-2.51	-2.21	4.75	09/30/2014	14.71	22.05	16.06	10.59	13.96	—	0.91% on 01/29/2014	12/28/1992
INVS DIVRS DIVD R5	09/30/2014	-1.06	-1.39	6.31	09/30/2014	15.62	21.36	14.46	8.57	8.71	—	0.60% on 02/28/2014	10/25/2005
SPTN 500 INDEX INST	09/30/2014	-1.40	1.12	8.31	09/30/2014	19.69	22.95	15.66	8.08	10.18	—	0.05% on 04/29/2014	02/17/1988
<b>Mid-Cap</b>													
FID LOW PRICED STK K	09/30/2014	-3.13	-1.45	3.42	09/30/2014	11.58	21.76	15.99	10.31	14.46	1.5% / 90days	0.72% on 09/29/2014	12/27/1989
SPTN MID CAP IDX ADV	09/30/2014	-3.39	-1.70	6.79	09/30/2014	15.68	23.67	—	—	20.25	.75% / 30days	0.21% on 06/28/2014	09/08/2011
<b>Small Cap</b>													
SPTN SM CAP IDX ADV	09/30/2014	-6.04	-7.32	-4.30	09/30/2014	4.08	21.24	—	—	17.89	1.5% / 90days	0.34% on 06/28/2014	09/08/2011
<b>International</b>													
HARBOR INTL INST	09/30/2014	-4.08	-7.00	-2.87	09/30/2014	1.75	13.76	7.59	9.02	11.66	—	0.76% on 03/01/2014	12/29/1987
SPTN INTL INDEX ADV	09/30/2014	-3.86	-6.04	-1.42	09/30/2014	4.20	13.99	6.64	6.39	5.14	1% / 90days	0.17% on 04/29/2014	11/05/1997

Investment Name	Cumulative Total Returns				Average Annual Total Returns					Fees			Inception Date
	As of	1 mo	3 mo	YTD	As of	1 yr	3 yr	5 yr	10 yr	Life	Short-Term Trading Fee	Expense Ratio †	
<b>Blended Investments*</b>													
<b>Others</b>													
FID FREEDOM K 2005	09/30/2014	-1.50	-0.83	3.21	09/30/2014	6.21	8.11	6.81	—	8.89	—	0.50% on 05/30/2014	07/02/2009
FID FREEDOM K 2010	09/30/2014	-1.76	-1.03	3.37	09/30/2014	7.27	10.03	7.92	—	10.12	—	0.53% on 05/30/2014	07/02/2009
FID FREEDOM K 2015	09/30/2014	-1.86	-1.08	3.54	09/30/2014	7.94	10.44	8.20	—	10.48	—	0.55% on 05/30/2014	07/02/2009
FID FREEDOM K 2020	09/30/2014	-2.04	-1.24	3.59	09/30/2014	8.40	11.52	8.79	—	11.47	—	0.57% on 05/30/2014	07/02/2009
FID FREEDOM K 2025	09/30/2014	-2.29	-1.38	3.75	09/30/2014	9.47	13.40	9.66	—	12.48	—	0.61% on 05/30/2014	07/02/2009
FID FREEDOM K 2030	09/30/2014	-2.49	-1.61	3.74	09/30/2014	10.20	14.12	9.97	—	13.00	—	0.65% on 05/30/2014	07/02/2009
FID FREEDOM K 2035	09/30/2014	-2.60	-1.63	3.75	09/30/2014	10.64	15.53	10.47	—	13.58	—	0.66% on 05/30/2014	07/02/2009
FID FREEDOM K 2040	09/30/2014	-2.59	-1.62	3.79	09/30/2014	10.78	15.75	10.56	—	13.76	—	0.66% on 05/30/2014	07/02/2009
FID FREEDOM K 2045	09/30/2014	-2.59	-1.58	3.80	09/30/2014	10.86	16.13	10.71	—	13.95	—	0.66% on 05/30/2014	07/02/2009
FID FREEDOM K 2050	09/30/2014	-2.63	-1.63	3.77	09/30/2014	10.86	16.36	10.67	—	14.02	—	0.65% on 05/30/2014	07/02/2009
FID FREEDOM K 2055	09/30/2014	-2.53	-1.56	3.90	09/30/2014	11.08	16.75	—	—	8.78	—	0.66% on 05/30/2014	06/01/2011
FID FREEDOM K INCOME	09/30/2014	-1.14	-0.66	2.84	09/30/2014	4.74	5.47	5.16	—	6.41	—	0.44% on 05/30/2014	07/02/2009
<b>Bond Investments</b>													
<b>Income</b>													
PIM TOTAL RT INST	09/30/2014	-0.94	-0.36	3.33	09/30/2014	3.29	4.57	5.07	5.99	7.85	—	0.46% on 07/31/2014	05/11/1987
SPTN US BOND IDX ADV	09/30/2014	-0.65	0.19	4.13	09/30/2014	3.79	2.32	3.99	4.30	6.48	—	0.17% on 10/30/2013	03/08/1990
<b>Short-Term Investments</b>													
<b>Others</b>													
FID RETIRE MMKT	09/30/2014	0	0	0.01	09/30/2014	0.01	0.01	0.02	1.67	3.52	—	0.42% on 10/30/2013	12/02/1988
<b>Other Investments</b>													
<b>Others</b>													
BROKERAGELINK	—	—	—	—	—	—	—	—	—	—	—	—	—

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

† Expense Ratio is the total annual fund operating expense ratio from the fund's most recent prospectus. Please note that for the non-Fidelity fund-of-funds listed, the ratio

shown may solely reflect the total operating expense ratio of the fund, or may be a combined ratio reflecting both the total operating expense ratio of the fund and the total operating expense ratios of the underlying funds in which it was invested. Please consult the fund's prospectus for more detail on a particular fund's expense ratio.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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**VALIC STATE OF RHODE ISLAND  
MUTUAL FUND SELECTION**

The information is current as of 09/30/2014.

Category/Funds	YTD	1 Year Return	3 Year Return	5 Year Return	10 Year Return	Since Inception	Expense Ratio	Inception Date
<b>Foreign Large Blend</b>								
American Funds EuroPacific Growth R4 <i>MSCI ACWI Ex USA GR USD</i>	-0.95%	6.62% 5.22%	14.04% 12.29%	6.75% 6.50%	8.25% 7.54%	8.31%	0.84%	6/7/2002
<b>Small Blend</b>								
Dreyfus Small Cap Stock Index <i>S&amp;P Small/Cap 600 TR USD</i>	-4.02%	5.34% 5.74%	22.48% 22.86%	15.90% 16.24%	9.08% 9.33%	9.02%	0.50%	6/30/1997
<b>Mid-Cap Blend</b>								
Dreyfus Midcap Index <i>Standard &amp; Poor's Midcap 400</i>	2.94%	11.40% 11.82%	21.84% 22.43%	15.82% 16.37%	9.82% 10.29%	11.95%	0.50%	6/19/1991
<b>Large Growth</b>								
MFS Mass Investors Growth Stock (A) <i>Russell 1000 Growth</i>	3.71%	13.70% 19.15%	19.57% 22.45%	14.71% 16.50%	8.41% 8.94%	8.25%	0.75%	4/1/2005
<b>Large Blend</b>								
Vanguard Dividend Growth Inv <i>Russell 1000</i>	6.01%	15.71% 19.01%	19.87% 23.23%	15.05% 15.90%	9.35% 8.46%	8.25%	0.31%	5/15/1992
Vanguard 500 Index (Signal) <i>Standard &amp; Poor's 500</i>	8.31%	19.68% 19.73%	22.95% 22.99%	15.67% 15.70%	8.08% 8.11%	7.27%	0.05%	9/29/2006
<b>Target Date 2050+</b>								
Vanguard Target Retirement 2060 Inv <i>DJ Target 2055 TR USD</i>	4.79%	12.72% 10.55%	N/A N/A	N/A N/A	N/A N/A	14.54%	0.18%	1/19/2012
<b>Target Date 2046-2050</b>								
Vanguard Target Retirement 2050 Inv <i>DJ Target 2050 TR USD</i>	4.75%	12.69% 10.55%	17.88% 17.00%	12.12% 11.85%	N/A N/A	6.85%	0.18%	6/7/2006
<b>Target Date 2036-2040</b>								
Vanguard Target Retirement 2040 Inv <i>DJ Target 2040 TR USD</i>	4.73%	12.66% 10.11%	17.87% 16.27%	12.11% 11.51%	N/A N/A	6.79%	0.18%	6/7/2006
<b>Target Date 2026-2030</b>								
Vanguard Target Retirement 2030 Inv <i>DJ Target 2030 TR USD</i>	4.74%	11.51% 8.48%	15.92% 13.11%	11.23% 9.96%	N/A N/A	6.53%	0.17%	6/7/2006
<b>Target Date 2016-2020</b>								
Vanguard Target Retirement 2020 Inv <i>DJ Target 2020 TR USD</i>	4.76%	10.13% 6.26%	13.32% 8.73%	9.99% 7.63%	N/A N/A	6.43%	0.16%	6/7/2006
<b>Target Date 2000-2010</b>								
Vanguard Target Retirement 2010 Inv <i>DJ Target 2010 TR USD</i>	4.18%	7.55% 4.36%	9.63% 5.13%	8.24% 5.56%	N/A N/A	5.96%	0.16%	6/7/2006
<b>High Yield Bond</b>								
Federated Instl High Yield Bond Instl <i>Barclays US High Yield 2% Issuer</i>	3.12%	6.59% 7.19%	10.70% 11.08%	10.34% 10.52%	8.19% 8.32%	9.85%	0.50%	11/1/2002
<b>Inflation-Protected Bond</b>								
American Century Inflation-Adjusted Bond Inv <i>Barclays Capital U.S. Treasury TIPS</i>	3.02%	0.87% 1.59%	0.81% 1.34%	3.96% 4.48%	4.27% 4.63%	5.42%	0.47%	2/10/1997
<b>Intermediate-Term Bond</b>								
PIMCO Total Return (A) <i>Barclays Capital U.S. Aggregate Bond</i>	3.03%	2.89% 3.96%	4.16% 2.43%	4.64% 4.12%	5.53% 4.62%	6.34%	0.85%	1/13/1997

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**Money Market**

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American Century Premium Money Market Inv	0.01%	0.01%	0.01%	0.02%	1.63%	2.85%	0.46%	4/1/1993
<i>T-Bill 3 Month</i>		<i>0.04%</i>	<i>0.06%</i>	<i>0.08%</i>	<i>1.56%</i>			

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**Stable Value**

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VALIC Fixed-Interest Option ***	9/30/2014	2.25%
	Calendar Year 2014	1.50% (min. guaranteed)

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Source: Morningstar Principia Pro (as of 09/30/2014)

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The performance data quoted represents past performance. The Fixed-Interest Option performance is based on current interest rates. Current performance may be higher or lower than the performance stated due to recent market volatility. Past performance does not guarantee future result. Investment return and principal value will fluctuate so an investor's shares, when redeemed, may be worth more or less than their original cost. Please visit [www.valic.com](http://www.valic.com) for month-end performance.

To view or print a prospectus, visit [www.valic.com](http://www.valic.com) and click on ePrint under "Links to Login". Enter your Plan ID in the Login field and click go. Click on "Funds" in Quick Links, and funds available for your plan are displayed. The prospectus contains the investment objectives, risks, charges, expenses and other information about the respective investment company that you should consider carefully before investing. Please read the prospectus carefully before investing or sending money. You may also request a copy by calling 1-800-428-2542.

The current 7-day yield more closely reflects the current earnings of the money market fund than does the total average annual return. Yields are historical and do not guarantee future performance.

Securities and investment advisory services offered through VALIC Financial Advisors, Inc., member FINRA and an SEC-registered investment advisor.

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

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The information is current as of 09/30/2014.

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

Category/Funds	YTD Return	1 Year Return	3 Year Return	5 Year Return	10 Year Return	Since Inception	Expense Ratio	ITD Date
<b>Domestic Equity</b>								
<b>Domestic Large Cap Equity</b>								
<i>Large Cap Value</i>								
Dividend Value Fund (Black Rock/SunAmerica)	4.24	13.53	18.89	13.73	6.07	6.07	1.70	12/8/2000
Vanguard Windsor II Fund	6.53	16.35	21.42	13.47	6.73	6.73	1.41	6/24/1985
<i>Large Cap Blend</i>								
Core Equity Fund (Black Rock)	6.03	18.06	21.66	13.38	5.45	5.45	1.90	4/29/1994
Stock Index Fund (SunAmerica)	7.40	18.36	21.58	14.40	6.90	6.90	1.16	4/20/1987
<i>Large Cap Growth</i>								
Growth Fund (American Century)	4.95	14.93	19.57	14.05	5.80	5.80	1.65	12/5/2005
Large Capital Growth Fund (SunAmerica/Invesco)	3.11	12.85	17.16	11.19	5.06	5.06	1.57	12/20/2004
<b>Domestic Mid Cap Equity</b>								
<i>Mid Cap</i>								
Mid Cap Strategic Growth Fund (Allianz Global/MorganStanley)	-0.40	7.59	16.42	12.57	7.24	7.24	1.67	12/20/2004
<b>Global Equity</b>								
Global Social Awareness Fund (PineBridge Investments)	4.72	13.60	18.65	10.89	5.32	5.32	1.48	10/2/1989
<b>International Equity</b>								
Emerging Economies Fund (JPMorgan)	-1.14	0.40	6.19	2.12	-0.33	-0.33	1.78	12/5/2005
Foreign Value Fund (Templeton Global)	-2.31	4.12	14.06	5.96	4.22	4.22	1.63	12/5/2005
<b>Speciality</b>								
Science & Technology Fund (T. Rowe/Allianz Global/Wellington)	9.40	20.77	21.80	16.05	9.38	9.38	1.82	4/29/1994
<b>Hybrid</b>								
<i>Lifestyle</i>								
Dynamic Allocation (AllianceBernstein/SunAmerica)	2.04	7.89	-	-	10.08	10.08	1.74	12/19/2012
<i>Balanced</i>								
Vanguard Wellington Fund	5.64	12.00	14.57	10.37	7.19	7.19	1.31	7/1/1929
<b>Fixed Income</b>								
<i>Investment Grade</i>								
Vanguard Long-Term Investment-Grade Fund	11.49	12.65	5.56	7.53	6.11	6.11	1.02	7/9/1973
Vanguard Long-Term Treasury Fund	14.75	10.46	0.97	5.89	5.74	5.74	1.00	5/19/1986
<i>International</i>								
International Government Bond Fund (PineBridge)	6.13	2.65	2.10	1.60	2.71	4.24	1.46	10/1/1991
<i>Stable Value</i>								
Money Market I Fund (SunAmerica)	-0.59	-0.79	-0.79	-0.79	0.67	0.67	1.32	1/16/1986
7-Day current yield at 30-Sep-2009: -0.79								
Fixed Account Plus	2.35	2.35	2.52	2.94	3.95	3.95		1/1/1982
Short Term Fixed Account	1.00	1.00	1.00	1.30	2.15	2.15		1/1/1991

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

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

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

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

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

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

All Fixed Account Plus deposits for series 7.0, 7.20, 7.40, 12.0, 12.20, 12.40, and 13.20 will earn the monthly declared interest rate until that rate is changed. The interest rate for the Short-Term Fixed Account is declared annually in January.

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

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

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

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

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

# PERFORMANCE UPDATE

## Voya Retirement Insurance and Annuity Company

### STATE OF RHODE ISLAND

**Average Annual Total Returns as of: 09/30/2014** (shown in percentages)

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

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

The below investment options are in Separate Account D. Please note that the figures do not include an adjustment for the 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 %*
<b>Stability of Principal</b>																			
<i>Stability of Principal</i>																			
Voya Fixed Account - 457/401 (15)(16)	MFR	0.24	0.00	0.75	0.00	2.24	0.01	3.00	0.01	3.03	0.02	3.19	0.02	3.67	1.45				
<b>Bonds</b>																			
<i>High Yield Bond</i>																			
Prudential High Yield Fund - Class Z	BCUSHY2IC	-2.27	-2.10	-2.06	-1.86	3.37	3.49	6.78	7.19	10.34	11.08	10.23	10.52	7.94	8.32		03/01/1996	0.58	0.58
<i>Inflation-Protected Bond</i>																			
PIMCO VIT Real Return Portfolio - Administrative Class (1)	LBUSTIPS	-2.77	-2.50	-2.33	-2.04	4.04	3.67	1.78	1.59	1.78	1.34	4.87	4.48	4.78	4.64		09/30/1999	0.70	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				
<b>Intermediate-Term Bond</b>																			
Voya Intermediate Bond Portfolio - Class I	LEHM	-0.68	1.10	0.23	1.96	5.26	5.97	6.11	5.82	5.37	3.04	6.73	4.49	4.80	4.81		05/23/1973	0.51	0.51
Voya U.S. Bond Index Portfolio - Class I	LEHM	-0.74	1.10	0.13	1.96	3.96	5.97	3.57	5.82	2.06	3.04	3.71	4.49		4.23	03/04/2008	0.40	0.40	
<b>Asset Allocation</b>																			
<b>Lifecycle</b>																			
Voya Solution 2015 Portfolio - Adviser Class (2)(3)	SPT2015	-1.81	1.93	-0.99	2.59	3.60	7.54	7.13	11.87	9.80	12.25	7.42	9.29		4.50	04/29/2005	1.37	1.23	
Voya Solution 2015 Portfolio - Initial Class (2)(4)	SPT2015	-1.78	1.93	-0.94	2.59	3.98	7.54	7.63	11.87	10.31	12.25	7.95	9.29		5.03	04/29/2005	0.87	0.73	
Voya Solution 2025 Portfolio - Initial Class (2)(5)	SPT2025	-2.36	2.26	-1.54	2.88	3.48	8.39	9.21	14.18	13.85	15.45	9.70	11.00		5.47	04/29/2005	0.95	0.80	
Voya Solution 2035 Portfolio - Initial Class (2)(6)	SP2035	-2.73	2.52	-1.67	3.12	3.50	9.03	10.40	16.02	16.21	17.85	10.65	12.18		5.95	04/29/2005	1.00	0.87	
Voya Solution 2045 Portfolio - Initial Class (2)(7)	SP2045	-2.87	2.67	-1.76	3.25	3.66	9.38	11.32	17.10	17.48	19.24	11.32	12.84		6.24	04/29/2005	1.02	0.89	
Voya Solution 2055 Portfolio - Initial Class (2)(8)	SP2045	-2.96	2.67	-1.68	3.25	3.69	9.38	11.45	17.10	17.53	19.24				10.92	03/08/2010	1.04	0.89	
Voya Solution Income Portfolio - Initial Class (2)(9)	SPTREIN	-1.69	1.47	-0.78	2.11	4.05	6.23	7.31	8.72	8.69	8.10	6.91	7.01		4.93	04/29/2005	0.83	0.68	
<b>Balanced</b>																			
<b>Moderate Allocation</b>																			
VY T. Rowe Price Capital Appreciation Portfolio - Inst (10)	SPXLBGC	-1.17	0.48	0.18	0.92	7.28	2.49	14.10	2.48	18.33	9.65	13.34	8.31	9.32	5.56		01/24/1989	0.64	0.64
<b>Large Cap Value</b>																			
<b>Large Blend</b>																			
Voya Growth and Income Portfolio - Class I	SPXRE	-2.16	4.00	0.56	6.67	7.51	14.28	17.81	26.30	22.54	25.20	14.22	16.94	8.16	8.69		12/31/1979	0.59	0.59
Voya U.S. Stock Index Portfolio - Institutional Class	SPXRE	-1.46	4.00	1.07	6.67	8.08	14.28	19.36	26.30	22.67	25.20	15.40	16.94	7.85	8.69		05/03/2004	0.27	0.27
<b>Large Value</b>																			
BlackRock Equity Dividend Fund - Institutional Shares	RS1000V	-1.10	3.68	0.15	5.65	4.90	14.40	15.29	25.85	17.97	26.31	13.35	16.58	9.13	8.46		11/29/1988	0.74	0.74
<b>Large Cap Growth</b>																			
<b>Large Growth</b>																			
Voya Large Cap Growth Portfolio - Institutional Class (11)	RS1000G	-1.09	4.58	2.28	7.70	8.01	14.49	18.83	26.44	22.35	24.89	16.65	17.89	10.60	9.59		05/03/2004	0.68	0.60
<b>Small/Mid/Specialty</b>																			
<b>Mid-Cap Blend</b>																			
Voya Russell Mid Cap Index Portfolio - Class I	RSMID	-3.37	4.83	-1.80	6.65	6.50	15.90	15.29	25.61	23.35	27.18	16.81	19.10		10.58	03/04/2008	0.43	0.43	
<b>Mid-Cap Growth</b>																			
Principal MidCap Fund - R-5 Class Shares	RSMID	-3.03	4.83	-0.79	6.65	5.31	15.90	13.84	25.61	23.59	27.18	18.65	19.10	11.27	11.23		12/06/2000	0.86	0.86
<b>Small Blend</b>																			
Voya Russell Small Cap Index Portfolio - Class I (12)	RS2000	-6.12	4.96	-7.39	3.49	-4.35	6.80	3.94	16.11	21.13	25.82	14.19	16.85		9.85	03/04/2008	0.47	0.46	
Voya Small Company Portfolio - Class I	RS2000	-5.19	4.96	-6.27	3.49	-2.81	6.80	5.73	16.11	21.59	25.82	14.26	16.85	9.73	9.39		12/27/1996	0.85	0.85
<b>Global / International</b>																			
<b>Foreign Large Blend</b>																			

See Performance Introduction Page for Important Information

Investment Options	Fund Benchmark ID (BM)	1-Mo		3-Mo		YTD		1-Yr		3-Yr		5-Yr		10-Yr		Fund Inception Date	Gross Fund Exp %*	Net Fund Exp %*	
		Fund	BM	Fund	BM	Fund	BM	Fund	BM	Fund	BM	Fund	BM	Fund	BM				Incept
American Funds EuroPacific Growth Fund - Class R-4 (13)	MSCIACEU	-2.93	-4.81	-4.29	-5.20	-0.95	0.39	6.62	5.22	14.04	12.29	6.75	6.50	8.25	7.54	04/16/1984	0.84	0.84	
Voya International Index Portfolio - Class I (14)	MSEAFANET	-4.02	-0.15	-6.14	-2.27	-1.82	2.40	3.76	8.25	13.80	15.08	6.38	7.37		1.75	03/04/2008	0.55	0.49	
<b>World Stock</b>																			
VY Oppenheimer Global Portfolio - Initial Class	MSCIWOR	-1.72	2.20	-1.97	2.79	2.65	9.14	10.55	17.87	19.16	19.88	12.22	11.96	8.69	7.65	05/01/2002	0.76	0.76	

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

#### Separate Account D

**Average Annual Total Returns as of: 09/30/2014** (shown in percentages)

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

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

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

**Depending upon the type of contract in which you participate, you have either received disclosure booklets for the separate account and/or fund prospectuses. You should consider the investment objectives, risks and charges, and expenses of the variable product and its underlying fund options carefully before investing. The disclosure booklet contains this and other information. Anyone who wishes to obtain a free copy of the separate account disclosure booklet and/or fund prospectuses may call their 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
<b>Stability of Principal</b>									
<i>Stability of Principal</i>									
Voya Fixed Account - 457/401 (15)(16) <i>This fund is not part of the product's separate account.</i>	0.24	0.75	2.24	3.00	3.03	3.19	3.67		
<b>Bonds</b>									
<i>High Yield Bond</i>									
Prudential High Yield Fund - Class Z	-2.29	-2.11	3.17	6.49	10.04	9.94	7.66		03/01/1996
<i>Inflation-Protected Bond</i>									
PIMCO VIT Real Return Portfolio - Administrative Class (1)	-2.80	-2.39	3.84	1.51	1.52	4.61	4.52		09/30/1999
<i>Intermediate-Term Bond</i>									

See Performance Introduction Page for Important Information

<b>Investment Options</b>	<b>1-Mo</b>	<b>3-Mo</b>	<b>YTD</b>	<b>1-Yr</b>	<b>3-Yr</b>	<b>5-Yr</b>	<b>10-Yr</b>	<b>Incept</b>	<b>Fund Inception Date</b>
Voya Intermediate Bond Portfolio - Class I	-0.70	0.17	5.06	5.85	5.10	6.46	4.53		05/23/1973
Voya U.S. Bond Index Portfolio - Class I	-0.77	0.07	3.77	3.31	1.80	3.45		3.97	03/04/2008
<b>Asset Allocation</b>									
<i>Lifecycle</i>									
Voya Solution 2015 Portfolio - Adviser Class (2)(3)	-1.84	-1.06	3.41	6.87	9.52	7.15		4.24	04/29/2005
Voya Solution 2015 Portfolio - Initial Class (2)(4)	-1.80	-1.00	3.79	7.36	10.04	7.68		4.77	04/29/2005
Voya Solution 2025 Portfolio - Initial Class (2)(5)	-2.38	-1.60	3.28	8.93	13.56	9.43		5.21	04/29/2005
Voya Solution 2035 Portfolio - Initial Class (2)(6)	-2.75	-1.73	3.31	10.12	15.92	10.37		5.69	04/29/2005
Voya Solution 2045 Portfolio - Initial Class (2)(7)	-2.89	-1.83	3.47	11.04	17.18	11.04		5.97	04/29/2005
Voya Solution 2055 Portfolio - Initial Class (2)(8)	-2.98	-1.74	3.50	11.17	17.24			10.65	03/08/2010
Voya Solution Income Portfolio - Initial Class (2)(9)	-1.71	-0.84	3.86	7.05	8.42	6.65		4.67	04/29/2005
<b>Balanced</b>									
<i>Moderate Allocation</i>									
VY T. Rowe Price Capital Appreciation Portfolio - Inst (10)	-1.19	0.12	7.08	13.82	18.04	13.06	9.05		01/24/1989
<b>Large Cap Value</b>									
<i>Large Blend</i>									
Voya Growth and Income Portfolio - Class I	-2.18	0.50	7.31	17.52	22.23	13.94	7.89		12/31/1979
Voya U.S. Stock Index Portfolio - Institutional Class	-1.48	1.01	7.88	19.07	22.36	15.11	7.58		05/03/2004
<i>Large Value</i>									
BlackRock Equity Dividend Fund - Institutional Shares	-1.12	0.09	4.70	15.00	17.68	13.07	8.86		11/29/1988
<b>Large Cap Growth</b>									
<i>Large Growth</i>									
Voya Large Cap Growth Portfolio - Institutional Class (11)	-1.11	2.21	7.80	18.54	22.05	16.36	10.32		05/03/2004
<b>Small/Mid/Specialty</b>									
<i>Mid-Cap Blend</i>									
Voya Russell Mid Cap Index Portfolio - Class I	-3.39	-1.87	6.31	15.00	23.04	16.52		10.31	03/04/2008
<i>Mid-Cap Growth</i>									
Principal MidCap Fund - R-5 Class Shares	-3.06	-0.85	5.12	13.55	23.29	18.36	10.99		12/06/2000
<i>Small Blend</i>									
Voya Russell Small Cap Index Portfolio - Class I (12)	-6.14	-7.45	-4.53	3.68	20.83	13.91		9.58	03/04/2008
Voya Small Company Portfolio - Class I	-5.21	-6.33	-2.99	5.47	21.29	13.98	9.46		12/27/1996
<b>Global / International</b>									
<i>Foreign Large Blend</i>									
American Funds EuroPacific Growth Fund - Class R-4 (13)	-2.95	-4.35	-1.14	6.35	13.76	6.49	7.98		04/16/1984
Voya International Index Portfolio - Class I (14)	-4.04	-6.20	-2.00	3.50	13.52	6.11		1.50	03/04/2008
<i>World Stock</i>									

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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	-1.74	-2.03	2.46	10.27	18.86	11.94	8.42		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)There is no guarantee that any investment option will achieve its stated objective. Principal value fluctuates and there is no guarantee of value at any time, including the target date. The "target date" is the approximate date when you plan to start withdrawing your money. When your target date is reached, you may have more or less than the original amount invested. For each target date Portfolio, until the day prior to its Target Date, the Portfolio will seek to provide total returns consistent with an asset allocation targeted for an investor who is retiring in approximately each Portfolio's designation Target Year. Prior to choosing a Target Date Portfolio, investors are strongly encouraged to review and understand the Portfolio's objectives and its composition of stocks and bonds, and how the asset allocation will change over time as the target date nears. No two investors are alike and one should not assume that just because they intend to retire in the year corresponding to the Target Date that that specific Portfolio is appropriate and suitable to their risk tolerance. It is recommended that an investor consider carefully the possibility of capital loss in each of the target date Portfolios, the likelihood and magnitude of which will be dependent upon the Portfolio's asset allocation. On the Target Date, the portfolio will seek to provide a combination of total return and stability of principal.

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

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

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

(4)Voya Solution 2015 Portfolio - Initial Class: The adviser is contractually obligated to limit expenses to 0.12% of Class I shares through May 1, 2014; the obligation does not extend to interest, taxes, brokerage commissions, Acquired Fund Fees and Expenses, and extraordinary expenses. The obligation will automatically renew for one-year terms unless it is terminated by the Portfolio or

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**Additional Notes**

the adviser upon written notice within 90 days of the end of the current term or upon termination of the advisory agreement and is subject to possible recoupment by the adviser within three years.

(5)Voya Solution 2025 Portfolio - Initial Class: The adviser is contractually obligated to limit expenses to 0.12% of Class I shares through May 1, 2014; the obligation does not extend to interest, taxes, brokerage commissions, Acquired Fund Fees and Expenses, and extraordinary expenses. The obligation will automatically renew for one-year terms unless it is terminated by the Portfolio or the adviser upon written notice within 90 days of the end of the current term or upon termination of the advisory agreement and is subject to possible recoupment by the adviser within three years.

(6)Voya Solution 2035 Portfolio - Initial Class: The adviser is contractually obligated to limit expenses to 0.12% of Class I shares through May 1, 2014; the obligation does not extend to interest, taxes, brokerage commissions, Acquired Fund Fees and Expenses, and extraordinary expenses. The obligation will automatically renew for one-year terms unless it is terminated by the Portfolio or the adviser upon written notice within 90 days of the end of the current term or upon termination of the advisory agreement and is subject to possible recoupment by the adviser within three years.

(7)Voya Solution 2045 Portfolio - Initial Class: The adviser is contractually obligated to limit expenses to 0.12% of Class I shares through May 1, 2014; the obligation does not extend to interest, taxes, brokerage commissions, Acquired Fund Fees and Expenses, and extraordinary expenses. The obligation will automatically renew for one-year terms unless it is terminated by the Portfolio or the adviser upon written notice within 90 days of the end of the current term or upon termination of the advisory agreement and is subject to possible recoupment by the adviser within three years.

(8)Voya Solution 2055 Portfolio - Initial Class: The adviser is contractually obligated to limit expenses to 0.12% of Class I shares through May 1, 2014; the obligation does not extend to interest, taxes, brokerage commissions, Acquired Fund Fees and Expenses, and extraordinary expenses. The obligation will automatically renew for one-year terms unless it is terminated by the Portfolio or the adviser upon written notice within 90 days of the end of the current term or upon termination of the advisory agreement and is subject to possible recoupment by the adviser within three years.

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

(10)The 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 Large Cap Growth Portfolio - Institutional Class: The adviser is contractually obligated to limit expenses to 0.60% through May 1, 2014; the obligation does not extend to interest, taxes, brokerage commissions, Acquired Fund Fees and Expenses, and extraordinary expenses. This obligation will automatically renew for one-year terms unless it is terminated by the Portfolio or the adviser upon written notice within 90 days of the end of the current term or upon termination of the management agreement and is subject to possible recoupment by the adviser within three years.

(12)Voya Russell Small Cap Index Portfolio - Class I: The adviser is contractually obligated to limit expenses to 0.45% through May 1, 2014; the obligation does not extend to interest, taxes, brokerage commissions, Acquired Fund Fees and Expenses and extraordinary expenses. The obligation will automatically renew for one-year terms unless: (i) the adviser provides 90 days written notice of its termination; and (ii) such termination is approved by the Board of Directors; or (iii) the management agreement has been terminated. The obligation is subject to possible recoupment by the adviser within three years.

(13)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.

(14)Voya International Index Portfolio - Class I: The adviser is contractually obligated to limit expenses to 0.50% through May 1, 2014; the obligation does not extend to interest, taxes, brokerage commissions, extraordinary expenses and Acquired Fund Fees and Expenses. The obligation will automatically renew for one-year terms unless: (i) the adviser provides 90 days written notice of its termination; and (ii) such termination is approved by the Board of Directors; or (iii) the management agreement has been terminated. The obligation is subject to possible recoupment by the adviser within three years.

(15)The CURRENT rate for the Voya Fixed Account - 457/401 Base+110 is 3.00%, expressed as an annual effective yield, and is guaranteed not to drop below 3.00% through 12/31/2014. The annual rate of interest applied to your account may be higher or lower than the current rate. Restrictions may apply to transfers of funds from the Fixed Account to other contract investment options. Please refer to your product prospectus / disclosure booklet and call your 800 number for more information.

(16)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.

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

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**Additional Notes**

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

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

See Performance Introduction Page for Important Information

**Benchmark ID**

**Benchmark Description**

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.

## Section XI.

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### OPEB Trust

TOTAL NET OF FEES

9/30/2014

Account Name Benchmark Name	Market Value	% of Total	Month	Fiscal YTD	Annualized					Inception Date
					1 Year	3 Years	5 Years	10 Years	ITD	
Mackay Shields OPEB	41,363,983.8	35.2	-0.67	0.15	4.29				0.87	5/1/2013
Barclays U.S. Aggregate Bond Index			-0.68	0.17	3.96				0.77	5/1/2013
SSGA S&P 500 INDX	76,296,671.5	64.8	-1.40	1.12	19.64	22.87			15.18	5/1/2011
S&P 500 - Total Return Index			-1.40	1.13	19.73	22.99			13.86	5/1/2011
<b>Total OPEB</b>	<b>117,660,655.2</b>	<b>100.0</b>	<b>-1.14</b>	<b>0.76</b>	<b>14.21</b>	<b>12.34</b>			<b>10.18</b>	<b>5/1/2011</b>
OPEB Custom Blend <sup>1</sup>			-1.15	0.80	14.07	11.90			8.63	5/1/2011

END NOTES

9/30/2014

1 RI7GX0903OPE OPEB Custom Blend

35% Barclays Aggregate and 65% S&P 500

TOTAL NET OF FEES

9/30/2014

Account Name Benchmark Name	Market Value	% of Total	YTD	Month	Cumulative			2013	2012	2011	Inception Date
					8/1/2014 - 8/31/2014	7/1/2014 - 7/31/2014					
Mackay Shields OPEB	41,363,983.8	35.2	4.19	-0.67	1.10	-0.27				5/1/2013	
<i>Barclays U.S. Aggregate Bond Index</i>			4.10	-0.68	1.10	-0.25				5/1/2013	
SSGA S&P 500 INDX	76,296,671.5	64.8	8.28	-1.40	3.99	-1.38	32.09	15.96		5/1/2011	
<i>S&amp;P 500 - Total Return Index</i>			8.34	-1.40	4.00	-1.38	32.39	16.00		5/1/2011	
<b>Total OPEB</b>	<b>117,660,655.2</b>	<b>100.0</b>	<b>6.88</b>	<b>-1.14</b>	<b>2.95</b>	<b>-0.99</b>	<b>15.77</b>	<b>9.74</b>		<b>5/1/2011</b>	
<i>OPEB Custom Blend</i>			6.91	-1.15	2.99	-0.98	15.73	8.30		5/1/2011	

END NOTES

9/30/2014

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