CITY OF LOS ANGELES



DEFERRED COMPENSATION PLAN

ANNUAL REPORT

BOARD OF DEFERRED COMPENSATION ADMINISTRATION 2008

ELECTED OFFICIALS

of the
CITY OF LOS ANGELES
CALIFORNIA

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ROCKARD J. DELGADILLO

CITY ATTORNEY

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First District	Third District	Fourth District

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BOARD OF DEFERRED COMPENSATION ADMINISTRATION

for the

CITY OF LOS ANGELES **DEFERRED COMPENSATION PLAN**

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Chairperson
Department of Water and Power Retirement Participant Representative

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Vice-Chairperson Retired Participant Representative

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 ${\it First\ Provisional\ Chair} \\ {\it Los\ Angeles\ City\ Employees'\ Retirement\ System\ Participant\ Representative}}$

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Third Provisional Chair General Manager of Personnel Department

SANGEETA BHATIA

Retirement Plan Manager Department of Water and Power Retirement

SALLY CHOI

General Manager of Los Angeles City Employees' Retirement System

MICHAEL A. PEREZ

General Manager of Fire and Police Pensions

KURT A. STABEL

Fire and Police Pensions Participant Representative

BOARD OF DEFERRED COMPENSATION ADMINISTRATION

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CITY OF LOS ANGELES

CALIFORNIA



ANTONIO R. VILLARAIGOSA

PERSONNEL DEPARTMENT EMPLOYEE BENEFITS DIVISION

200 NORTH SPRING STREET, ROOM 867 LOS ANGELES, CA 90012 (213) 485-4846

May 1, 2009

The Honorable Antonio R. Villaraigosa, Mayor Honorable Council of the City of Los Angeles Deferred Compensation Plan Participants

On behalf of the Board of Deferred Compensation Administration, I am pleased to submit the City of Los Angeles Deferred Compensation Plan Annual Report for 2008. This report provides a review of the Plan, its holdings, and participant activities for the 2008 calendar year.

The past year has been a challenging one for our participants. Unprecedented economic events and the resulting investment market turmoil have caused many participants to re-assess their long-term investing goals and strategies. Our responsibility has been to provide our participants with the resources they need to make sound decisions.

The City's Plan has always placed a strong emphasis on its local, personalized counseling services. Personalized service allows us to talk with our membership about their unique circumstances and concerns, and is particularly important during periods of market volatility. In 2008 the Plan's local operation registered 41,007 personal contacts involving either individual personal/telephonic counseling sessions or as part of group meetings. This type of direct service has helped our participants navigate through this difficult period.

Despite the difficult economic environment and asset declines, membership continued to grow, passing a milestone of over 40,000 total participants. This again is a testament to the resources devoted to our local services. Declining markets present opportunities for new investors to take advantage of relatively cheaper asset prices, and our focus has been on reminding new participants of their long-term interest in joining the Plan.

Our focus is on the future and the opportunities it provides. We continue our work to offer our participants a program which can help them achieve long-term financial success.

Respectfully submitted,

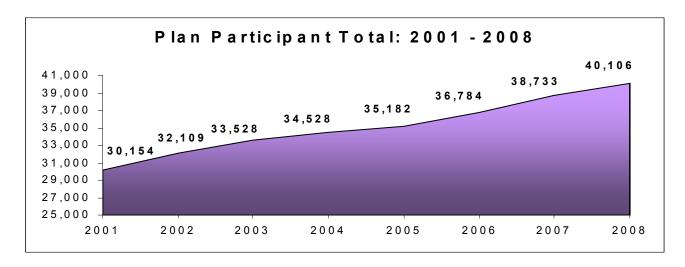
Eugene Canzano, Chairperson Board of Deferred Compensation Administration

DEFERRED COMPENSATION PLAN ADMINISTRATIVE STRUCTURE

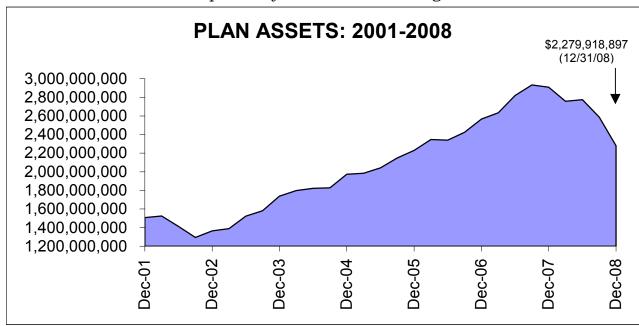
BOARD OF DEFERRED COMPENSATION ADMINISTRATION (Plan design and administration, contracting authority) Investment Consultant Plan Staff Support **Providers** Administrator **Personnel Department Recordkeeping & Administration Employee Benefits Division** (Participant Functions: Recordkeeping, (Management functions: staff Enrollment, Communication, Education, support, contract oversight, Distributions, Compliance) RFPs, participant services) City Controller/ **DWP Payroll** (Fund and data **Investment Providers** transmission) (Mutual funds, separate accounts, commingled trusts, bank funds, fixed accounts, brokerage window) **City Attorney** (Board counsel, contract review, interpretive guidance, beneficiary and divorce claims) **Consulting Services** (Advisory Functions: RFP development, bid review, plan design recommendations, investment performance monitoring)

ACTIVITIES & STATISTICS

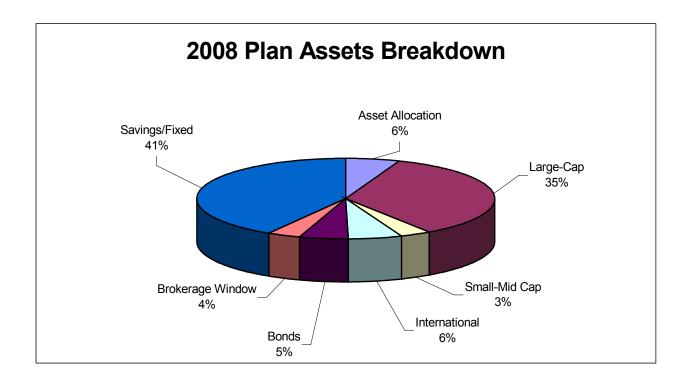
Participation - As of December 31, 2008, the City's Plan had a total of 40,106 participant accounts, a 3.5% increase from the previous year. The Plan Administrator recorded 2,314 new enrollments between January 1st and December 31st 2008. The total number of contributing participants represents 61% of the eligible employee population (a breakdown of departmental participation rates is provided as Appendix A to this report). The chart below indicates the steady increase in total enrollment levels from 2001 through 2008, which represents an increase of 33%.

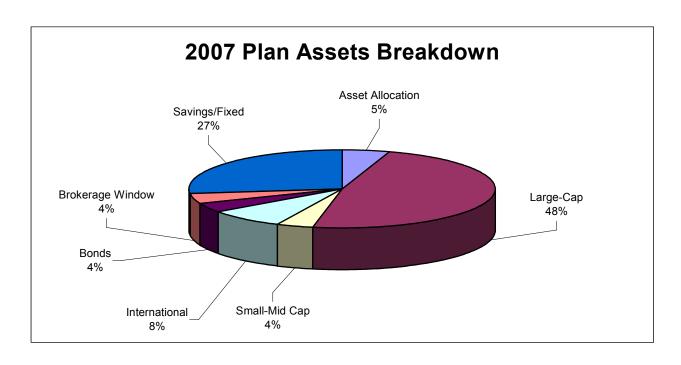


Plan Assets - Year-end total Plan assets were \$2,279,918,897, in comparison to \$2,909,282,960 at year-end 2007. This represents a 21.6% year-over-year decrease. The decrease is primarily due to the declining markets.

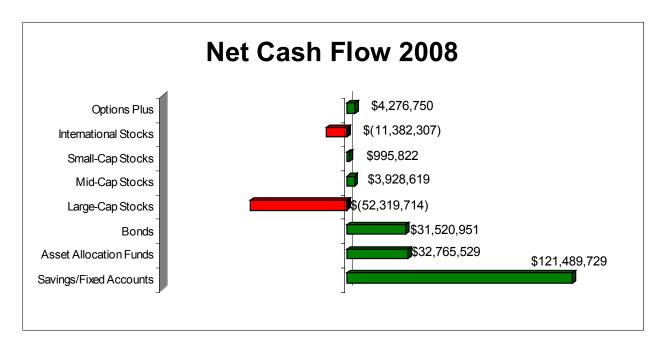


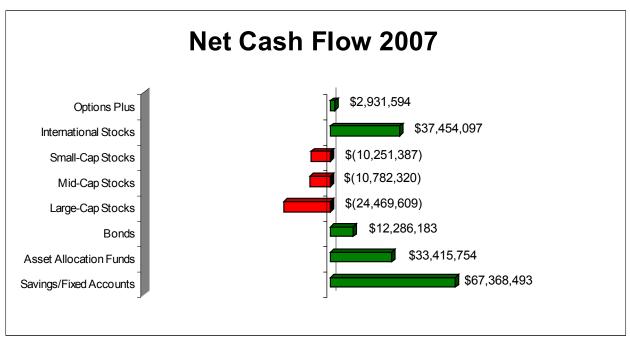
Asset Allocation – Changes in the Plan's overall asset allocation were a reflection of significant events transpiring throughout the economy and world markets. Assets moved towards Savings/Fixed accounts and bonds as equities faced strong headwinds. An encouraging development was growth in the Plan's Asset Allocation funds, as they offered easy diversification and less volatility than other Plan investments.



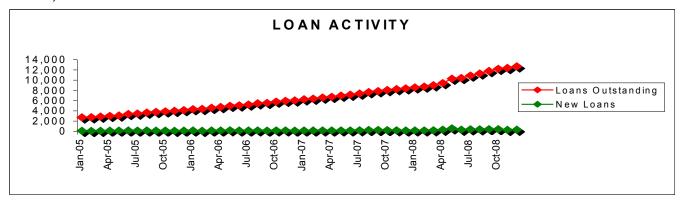


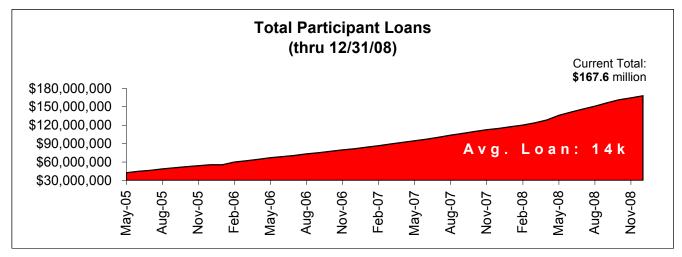
Net Cash Flows – The charts below indicate changes in net cash flow activity over the past two years. In 2008, the strongest cash flows were to the Plan's Savings/Fixed account products, bond funds and asset allocation funds, with investors seeking more stability and safety as a result of an increase in market volatility.



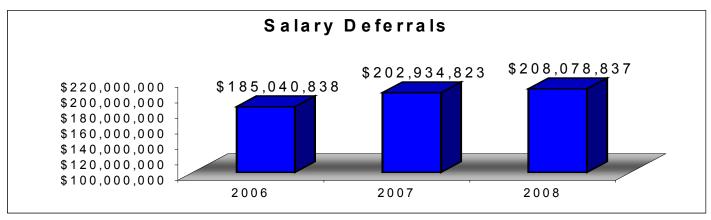


Loan Program - The City's loan program, introduced in 2004, continues to generate significant participant activity. In 2008, the Plan implemented the opportunity for each participant to have two loans simultaneously. This was done to provide greater flexibility to participants in managing other financial pressures. As a result, the percentage of Plan assets loaned to participants has almost doubled over the past year. However, it is still small relative to the Plan as a whole – \$167.6 million or 7.4% of Plan assets (versus 3.9% at year-end 2007).

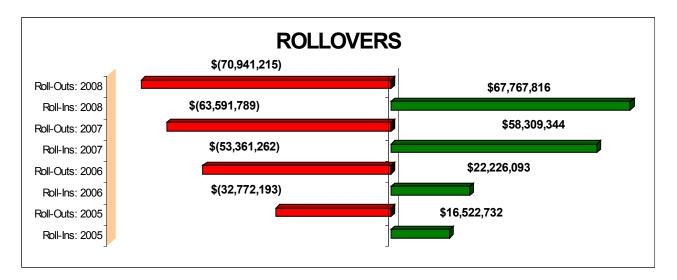




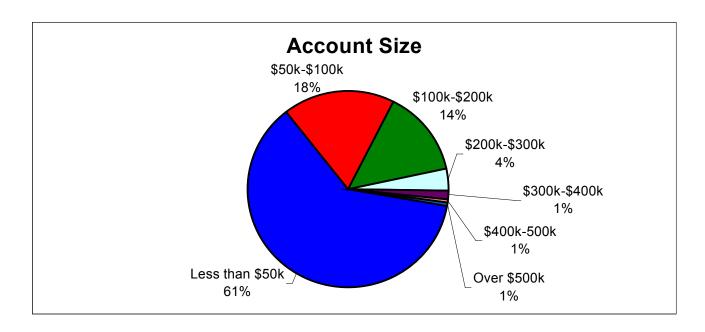
Contributions – Despite no increase in contribution limits, salary deferrals rose 2.5% in 2008 as participants took advantage of being able to purchase investments at a lower cost.



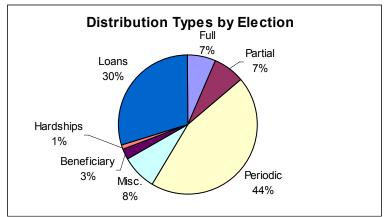
Rollovers – In 2008, rollover activity increased, with the total dollar amount of funds rolled out, as well as rolled in, surpassing previous records. On a net basis, only 0.14% of assets were rolled out of the Plan in 2008, versus 0.18% in 2007. Many of the funds entering the Plan came from sworn participants in the City's Deferred Retirement Option Plan ("DROP").

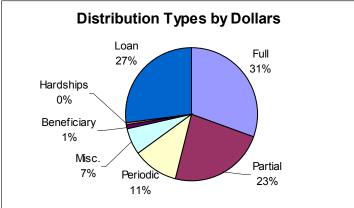


Plan Assets by Participant/Balance Levels – The graph below separates Plan assets by the number of participants and account balances. Relative to the prior year, the percentage of participants with less than \$50,000 increased from 57% to 61%. Several of the mid-level categories slightly decreased. This indicates a descending average account balance for 2008 reflecting declining market values.

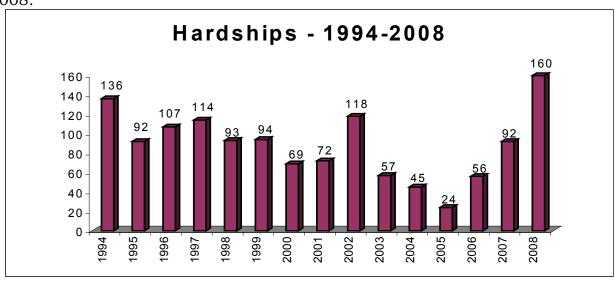


Distributions - The table below breaks down distribution types by election and dollars. The vast majority of participants elect periodic payments. However, full withdrawals comprise the largest segment of total dollars distributed.

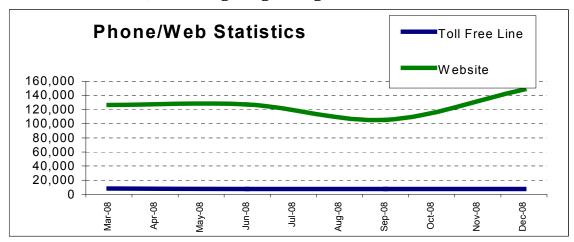




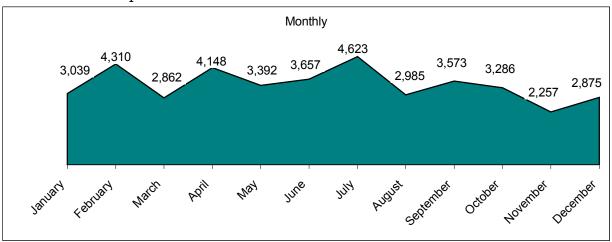
Hardships – In 2008, the processing of hardships transitioned from City staff to Great-West. As a likely result of the difficult economic climate, Great-West processed 160 hardship applications in 2008, up from 92 the previous year, a 74% increase and the largest number since the introduction of the Plan. Of these applications, 138 were approved and 22 were denied. The graph below indicates the number of hardship applications reviewed from 1994 through 2008.



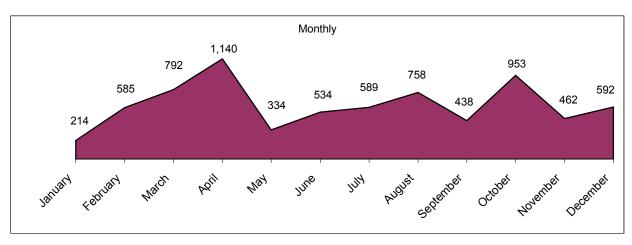
Phone Line/Website Statistics – The following graph demonstrates 2008 participant activity via the primary toll-free line as well as the Plan website. As the graph indicates, participants utilize the website to a much greater extent than the toll free line, and usage is growing.



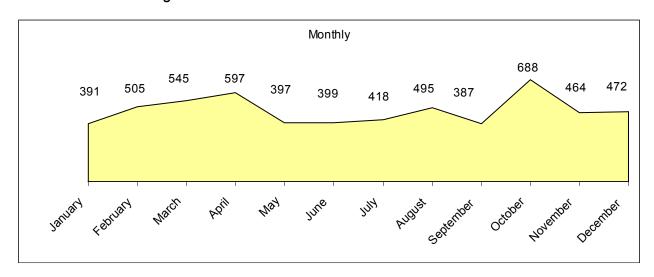
Local Service Statistics –The following charts indicate total 2008 local participant contact (including phone calls to the local service center and walk-in-person meetings); group meeting attendance; individual counseling sessions; and local office phone calls:



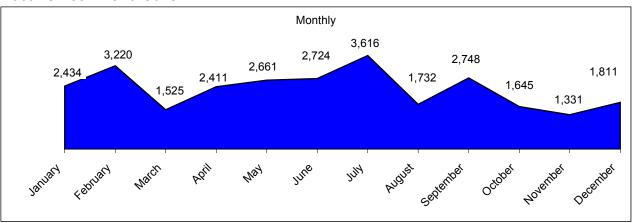
Group Meeting Attendance:



Individual Counseling Sessions:



Local Office Phone Calls:



Performance Returns – Altogether, the overall 2008 participant return for all Plan assets was –32.16%. The following table indicates the performances for calendar year 2008 as well as the three, five and ten year periods:

SAVINGS ACCOUNTS	Annualized Yield for Quarter							
	12/31/2008	8	9/30/20	08	6/30/2	2008	3/31/2008	
Washington Mutual Liquid Account	2.68%				4.95%			
1-yr CD	2.83%		3.54%		2.15		4.16%	
2-yr CD	2.76%		3.73%		1.98		3.88%	
3-yr CD	3.10%		4.08%		2.31		3.94%	
4-yr CD	3.35%		4.29%		2.65		4.06%	
5-yr CD	3.54%		4.43%		2.94%		4.19%	
GENERAL ACCOUNT	0.0.170		Annualized Yield for Qua					
	12/31/2008	R	9/30/20		6/30/2		3/31/2008	
Hartford General Account (declared "new money" rates only)	4.35%	<u>×</u>	4.35%		4.35		4.35%	
STABLE VALUE ACCOUNT			Average	Annu	alized Re	turns		
	1 Year	3	3 Years		Years		ars/Since Inception	
Galliard Stable Value Fund	4.82%		4.77%		.56%		5.17%	
STOCK & BOND FUNDS			Average	Annu	alized Re	turns		
	1 Year	3	3 Years		Years		ars/Since Inception	
BONDS				-				
PIMCO Total Return Fund	4.82%		5.94%	5	.16%		6.24%	
Vanguard Total Bond Market Index Fund	5.19%		5.54%		.70%		5.49%	
BALANCED	0.1070		0.0 1 / 0	•			3.1373	
Hartford Advisers HLS	-31.64%		-6.90%	-2	2.13%		-0.41%	
LARGE-CAP STOCKS								
Hartford Stock HLS	-43.13%	-	11.61%	-4	.64%		-2.99%	
Investment Company of America	-34.73%		-7.10%	-1	.22%		1.61%	
Growth Fund of America	-39.07%		-9.14%	-0	.83%		3.16%	
Vanguard Institutional Index Fund	-36.94%		-8.32%	-2	16%		-1.32%	
Hartford Capital Appreciation HLS	-45.59%		-9.50%	0	.44%		5.41%	
MID-CAP STOCKS								
Lazard Mid Cap Institutional	-38.33%	-	11.74%	-1	.32%		4.06%	
SMALL-CAP STOCKS								
State Street Russell 2000 Index Trust Fund C	-33.75%		-8.53%	-1	.20%		2.53%	
INTERNATIONAL STOCKS								
Fidelity Diversified International Fund	-45.21%		-7.99%	1	.79%		5.34%	
DWS EAFE Equity Index Fund-Inst.	-42.46%		-7.14%	1	.66%		0.48%	
PROFILE PORTFOLIOS								
Ultra-Conservative	N/A		N/A		N/A		-1.84%	
Conservative	-11.26%		0.87%	2	.77%		3.54%	
Moderate	-21.91%		-2.42%	1	.35%		2.41%	
Aggressive	-29.85%		-5.15%	0	.18%		1.45%	
Ultra-Aggressive	N/A		N/A		N/A		-33.73%	

BENCHMARK INDICES				
Barclays Capital Aggregate Bond	5.24%	5.51%	4.65%	5.63%
MSCI EAFE	-43.38%	-7.35%	1.66%	0.80%
Russell 2000	-33.79%	-8.29%	-0.93%	3.02%
Russell 1000 Value	-36.85%	-8.32%	-0.79%	1.36%
Russell 1000 Growth	-38.44%	-9.11%	-3.42%	-4.27%
Standard & Poor's 500	-37.00%	-8.36%	-2.19%	-1.38%
Russell MidCap	-41.46%	-10.68%	-0.71%	3.18%

Budgetary Accounts – The Plan maintains several accounts to fund the costs of administration, both internal and external. Presently, Plan participant accounts are assessed an annual asset based fee of 0.10%, with a fee cap of \$125 annually for those account balances over \$125,000. These revenue sources reimburse the Plan's contractual obligations to the Plan Administrator as well as address the City's internal costs. A reserve is maintained to guard against fluctuations of Plan assets. The following is a summary of Plan revenue/expenses as well as the status of the current surplus.

DEFERRED COMPENSATION PLAN YEARLY BUD	GET R	EVIEW
ADMINISTRATIVE AND OPERATING EX	PENS	ES
YEAR ENDING 12/31/08		
STARTING BALANCE		
Payroll Fee Trust Fund Ending Balance - 12/31/07	\$	292,827
Administrative Fee Reserve Fund Balance - 12/31/07	\$	3,542,891
Total	\$	3,835,718
REVENUES/FEES	•	3,363,113
Interest Earnings on Payroll Fee Trust Fund	\$	13,031
Administrative Fee Reserve Fund Deposits	\$	627,346
Interest Earnings on Administrative Fee Reserve Fund	\$	166,990
Total Revenue/Fees	\$	807,367
STARTING BALANCE + REVENUE/FEES	\$	4,643,085
EXPENDITURES		
Personnel Department Reimbursements	\$	(208,070)
City Attorney Reimbursements	\$	(96,613)
DWP Reimbursements	\$	-
Consulting Costs	\$	(103,341)
2130 Travel/Training/Education	\$	(36,327)
4160 Governmental Meetings	\$	-
6010 Office and Administrative	\$	(2,146)
7300 Office Furniture & Equipment	\$	-
GWRS Quarterly Fees - Asset Allocation Fund Management	\$	(24,000)
TOTAL EXPENDITURES	\$	(470,496)
Actual Payroll Fee Trust Fund Ending Balance (12/31/08)	\$	164,372
Actual Administrative Fee Reserve Fund Ending Balance (12/31/08)	\$	3,582,738
ACTUAL TOTAL BALANCE AS OF 12/31/08	\$	4,172,589
ENCUMBRANCES/LIABILITIES		
Reimbursements: (Personnel: 3 Mos. Ending 9/30/08)	\$	(158,770)
Reimbursements: (City Attorney: 3 Mos. Ending 9/30/08)	\$	(25,286)
Reimbursements: (DWP: 3 Mos. Ending 9/30/08)	\$	(2,795)
Reimbursements: (Personnel: 3 Mos. Ending 12/31/08)	\$	(154,904)
Reimbursements: (City Attorney: 3 Mos. Ending 12/31/08)	\$	(19,880)
Reimbursements: (DWP: 3 Mos. Ending 12/31/08)	\$	(2,795)
TOTAL LIABILITIES	\$	(364,430)
ASSETS LESS EXPENDITURES/LIABILITIES	\$	3,808,159

Conclusion

The Plan is a unique and valued resource for City employees – not only can they promote their long-term financial security and future retirement, they can also use their accounts to manage economic difficulties during their working years through the loan program. We encourage our participants to utilize their accounts in ways that make sense for the specific circumstances of their lives.

Appendix A

CONTRIB	LITION D	ATEO DV	DEDADT	MENIT	ODE (endix A	
CONTRIB								
Department Name	Eligible 1/08	Contrib. 1/08	Previous % Contrib.	Current Eligible 1/09	Current Contrib. 1/09	Current % Contrib.	% Difference	# Difference
AIRPORTS	3,321	1,611	48.5%	3,402	1,643	48.3%	1.41%	109
ANIMAL SERVICES	367	140	38.1%	365	139	38.1%	(5.58%)	(3)
AGING	52	43	82.7%	45	36	80.0%	9.62%	5
BUILDING & SAFETY	975	489	50.2%	961	494	51.4%	(1.04%)	18
CAO	124	88	71.0%	126	91	72.2%	(0.93%)	1
CITY ATTORNEY	968	590	61.0%	986	587	59.5%	1.92%	15
CITY CLERK	164	108	65.9%	165	75	45.5%	(1.01%)	(3)
CDD	298	159	53.4%	276	147	53.3%	4.14%	2
COLISEUM	33	19	57.6%	30	13	43.3%	4.45%	2
COMMISSION-CHILD & YOUTH	15	7	46.7%	16	9	56.3%	(20.00%)	1
COMMISSION-HUMAN RELATIONS	16	9	56.3%	10	4	40.0%	2.92%	1
COMMISSION-STATUS OF WOMEN	12	6	50.0%	2	1	50.0%	0.00%	1
CONTROLLER	177	132	74.6%	183	135	73.8%	(3.14%)	(4)
CONVENTION CENTER	156	87	55.8%	152	80	52.6%	(2.51%)	(1)
COUNCIL	358	102	28.5%	359	109	30.4%	2.23%	8
CULTURAL AFFAIRS	69	35	50.7%	62	31	50.0%	2.29%	4
DEPT ON DISABILITY	19	11	57.9%	18	12	66.7%	(4.01%)	(2)
DWP	8,154	5,135	63.0%	8,860	5,522	62.3%	1.24%	257
EL PBLO LA HIST MNT AUT	18	8	44.4%	17	9	52.9%	(16.67%)	(3)
EMERGENCY PREPAREDESS DEPT	24	15	62.5%	27	17	63.0%	(8.09%)	3
EMPLOYEE RELATIONS	3	1	33.3%	3	1	33.3%	0.00%	0
ENVIRONMENTAL AFFAIRS	32	19	59.4%	28	18	64.3%	(6.25%)	(2)
FIRE - FIREFIGHTERS	3,705	3,047	82.2%	3,719	3,111	83.7%	0.20%	68
FIRE CIVILIAN	369	210	56.9%	364	203	55.8%	0.77%	18
GENERAL SERVICES	2,343	1,016	43.4%	2,248	972	43.2%	1.95%	75
HARBOR	826	436	52.8%	969	541	55.8%	3.44%	62
HOUSING	530	294	55.5%	525	288	54.9%	1.36%	31
ITA	740	522	70.5%	726	512	70.5%		
LACERS	128	94	73.4%	130	94	72.3%		12
LIBRARY	828	373	45.0%	830	380	45.8%		
MAYOR	169		22.5%	174	33	19.0%		
NEIGHBORHOOD EMPOWERMENT	45		66.7%	42	32	76.2%		
PENSIONS	101	63	62.4%	104	63	60.6%	` '	1
PERSONNEL C S 1	495	333	67.3%	475	311	65.5%		-
PLANNING	290	185	63.8%	301	186	61.8%		
POLICE OFFICERS POLICE CIVILIAN	9,608 3,270	7,524 1,922	78.3% 58.8%	9,844 3,192	7,707 1,853	78.3% 58.1%		329 90
PUBLIC WORKS	,	2,892	49.6%			49.9%		152
RECREATION & PARKS	5,835 1,976	748	37.9%	5,693 1,881	2,843 746	39.7%		1152
	,							
TRANSPORTATION TREASURER	1,593	861 255	54.0% 66.1%	1,595 403	817 252	51.2% 62.5%		
LOS ANGELES ZOO	232		45.7%			41.9%		
		106		217	30 208			
TOTALS>	48,856	29,774	60.9%	49,525	30,208	61.0%	1.71%	1,456